



**CONTINENTAL**  
**HOLDINGS LIMITED**  
**恒和珠寶集團有限公司**

(Stock Code: 00513) (股份代號: 00513)

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**ANNUAL REPORT 2007**

**二 零 零 七 年 度 年 報**

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(In the event of inconsistency, the English text shall prevail over the Chinese text)  
(中英文版本如有歧異，概以英文本為準)

**董事會**

**BOARD OF DIRECTORS**

**執行董事**

**Executive Directors**

陳聖澤博士太平紳士  
(主席)

Chan Sing Chuk, Charles, Ph.D, JP  
(Chairman)

鄭小燕  
(董事總經理)

Cheng Siu Yin, Shirley  
(Managing Director)

陳慧琪

Chan Wai Kei, Vicki

陳偉立

Chan Wai Lap, Victor

**非執行董事**

**Non-executive Director**

朱偉國

Chu Wai Kok

**獨立非執行董事**

**Independent Non-executive Directors**

梁海明  
黃繼昌  
余嘯天 B.B.S., MBE, 太平紳士

Leung Hai Ming, Raymond  
Wong Kai Cheong  
Yu Shiu Tin, Paul, B.B.S., MBE, JP

**公司秘書**

**Company Secretary**

李靜思

Lee Ching Sze, Susana

**註冊辦事處**

**REGISTERED OFFICE**

香港  
九龍紅磡  
鶴園街11號  
凱旋工商中心第三期  
1樓M及N座

Flats M & N, 1st Floor  
Kaiser Estate, Phase III  
11 Hok Yuen Street  
Hung Hom, Kowloon  
Hong Kong

**網址**

<http://www.continental.com.hk>

**核數師**

均富會計師行  
香港  
皇后大道中 15 號  
置地廣場  
告羅士打大廈 13 樓

**主要往來銀行**

香港上海滙豐銀行有限公司

**股份過戶登記處**

香港中央證券登記有限公司  
香港  
皇后大道東 183 號  
合和中心 46 樓

**WEBSITE**

<http://www.continental.com.hk>

**AUDITORS**

Grant Thornton  
13th Floor  
Gloucester Tower  
The Landmark  
15 Queen's Road Central  
Hong Kong

**PRINCIPAL BANKER**

The Hongkong and Shanghai  
Banking Corporation Limited

**SHARE REGISTRAR**

Computershare Hong Kong Investor Services Limited  
46th Floor, Hopewell Centre  
183 Queen's Road East  
Hong Kong

茲通告恒和珠寶集團有限公司(「本公司」)定於二零零七年十二月十二日星期三下午二時正假座香港九龍尖沙咀彌敦道118-130號美麗華酒店酒店地庫二層II及III房舉行股東週年大會，藉以處理以下事項：

作為普通事項：

- (1) 省覽截至二零零七年六月三十日止年度本集團之經審核綜合財務報告、董事會報告及核數師報告。
- (2) 批准截至二零零七年六月三十日止年度之末期股息。
- (3) 重選本公司退席董事，並授權董事會釐定董事酬金。
- (4) 續聘本公司核數師及授權本公司董事釐定其酬金。

作為特別事項，考慮並酌情通過(不論修訂與否)以下決議案，包括通過第5至7項決議案為普通決議案：

### 普通決議案

- (5) 「動議：
  - (a) 在下文(b)段之限制下，按適用之法律及在其限制下，一般及無條件批准本公司董事於有關期間(定義見下文)內行使本公司之一切權力購買本公司股份(「股份」)；

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the shareholders of Continental Holdings Limited (the “Company”) will be held at Function Room II & III, Basement 2, Hotel Miramar, 118-130 Nathan Road, Tsim Sha Tsui Kowloon, Hong Kong on Wednesday, 12 December, 2007 at 2:00 p.m. for the purpose of transacting the following business:

As ordinary business:

- (1) To receive and consider the audited consolidated financial statements and the Reports of the Directors and Auditors of the Group for the year ended 30 June, 2007.
- (2) To approve a final dividend for the year ended 30 June, 2007.
- (3) To re-elect retiring directors of the Company and to authorise the board of directors to fix the directors’ remuneration.
- (4) To re-appoint auditors of the Company and authorise the Directors of the Company to fix their remuneration.

And as special business, to consider and, if thought fit, to pass with or without modification the following resolutions of which resolutions numbers (5) to (7) will be proposed as ordinary resolutions:

### ORDINARY RESOLUTIONS

- (5) “**THAT:**
  - (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to purchase shares of the Company (“Shares”), subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;

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- |   |  |
|---|--|
| <p>(b) 依據上文(a)段所載批准而購買之股份面值總額不得超過本公司於本決議案通過當日已發行股本面值總額10%，而上文所述之批准亦相應受此限制；及</p>   | <p>(b) the total nominal amount of Shares which may be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of passing of this resolution, and the said approval shall be limited accordingly; and</p>  |
| <p>(c) 就本決議案而言，「有關期間」乃指由本決議案通過之日直至下列三者中較早日期止之期間：</p> <p>(i) 本公司下屆股東週年大會結束時；</p> <p>(ii) 本決議案授出之權力經本公司股東於股東大會上通過普通決議案予以撤銷或修訂之日；或</p> <p>(iii) 本公司章程細則或任何適用法律規定本公司須舉行下屆股東週年大會之期限屆滿時。」</p> | <p>(c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:</p> <p>(i) the conclusion of the next annual general meeting of the Company;</p> <p>(ii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meetings; or</p> <p>(iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held.”</p> |

(6) 「動議：

- (a) 在下文(b)段之限制下，一般及無條件批准本公司董事會於有關期間(定義見下文)內行使本公司之一切權力發行、配發及處置之額外股份，並在有關期間作出或發出需要或可能需要在有關期間或之後發行、配發及處置股份之售股建議、協議及認購權；

(6) “THAT:

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to issue, allot and deal with additional Shares and to make or grant offers, agreements and options during the Relevant Period which would or might require Shares to be issued, allotted or dealt with during or after the end of the Relevant Period be and is hereby generally and unconditionally approved;

- (b) 依據上文(a)段所載批准而發行、配發、處置或有條件或無條件發行、配發或處置之額外股份面值總額（依據(i)配售新股(定義見下文)；或(ii)本公司為授出或發行股份或取得股份之權利而當時採納之任何購股權計劃或類似安排；或(iii)因按照本公司之章程細則所發行之全部或部分以股代息計劃或類似安排而獲配發之股份除外)不得超過本公司於本決議案通過當日已發行股本面值總額20%；及
- (c) 就本決議案而言：
- (i) 「有關期間」與載列於召開大會之通告第5項決議案中之定義具有相同涵義；
- (ii) 「配售新股」乃指本公司於董事會訂定期間內向於某一指定記錄日期之股份持有人按其當日之持股比例配售股份（惟董事會有權就零碎股權或香港以外地區之法律限制或責任或任何認可管制機構或證券交易所之規定，作出董事會認為必要或權宜之豁免或其他安排）。
- (b) the total nominal amount of additional Shares issued, allotted, dealt with or agreed conditionally or unconditionally to be issued, allotted or dealt with, pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below), or (ii) any option scheme or similar arrangement for the time being adopted by the Company for the granting or issuance of Shares or rights to acquire Shares, or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares of the Company in accordance with the articles of association of the Company, shall not exceed 20% of the total nominal amount of the share capital of the Company in issue on the date of passing of this resolution; and
- (c) for the purposes of this resolution:
- (i) "Relevant Period" shall have the same meaning as assigned to it under resolution number (5) set out in the notice convening this Meeting;
- (ii) "Rights Issue" means an offer of Shares open for a period fixed by the Directors of the Company to the holders of Shares on a fixed record date in proportion to their then holdings of Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory outside Hong Kong)."

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(7) 「**動議**待上文第5及6項決議案通過後，通過擴大授予本公司董事會根據上文所載第6項決議案發行、配發及處置任何額外股份之一般授權，在其上另加相當於本公司根據上文所載第5項決議案授出之權力所購買之本公司股份面值總額；惟購買股份之數額不得超過本公司於本決議案通過之日本公司已發行股本面值總額之10%。」

(7) “**THAT** subject to the passing of the resolutions numbers (5) and (6) above, the general mandate granted to the Directors of the Company to issue, allot and deal with any additional Shares pursuant to resolution number (6) above be and is hereby extended by the addition thereto of the total nominal amount of Shares which may be purchased by the Company under the authority granted pursuant to resolution number (5) above, provided that such amount of Shares so purchased shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of passing this resolution.”

作為特別事項，考慮並酌情通過下列決議案為一項特別決議案：

As special business, to consider and, if thought fit, to pass the following resolution as a Special Resolution:

### 特別決議案

### SPECIAL RESOLUTION

(8) 「**動議**本公司之章程細則按以下方式修訂：

(8) “**THAT** the Articles of Association of the Company be and are altered in the following manner:

(a) 刪除現有章程細則第7條全文，並以下文取代：

(a) Article 7 be deleted in its entirety and replaced with the following:

「7 根據法例條文規定，董事可按彼等認為合適之條款及情況行使本公司之權力購回或以其他方式收購本公司之股份(包括本公司可贖回股份)及認股權證或其他證券以認購或購回本公司之股份(包括可贖回股份)，就購回可贖回股份而言：

“7 Subject to the provisions of the Ordinance, the power of the Company to purchase or otherwise acquire its shares (including its redeemable shares) and warrants or other securities for the subscription or purchase of its own shares (including redeemable shares) shall be exercisable by the Directors upon such terms and subject to such conditions as they think fit provided that, in respect of a purchase of redeemable shares:

(i) 如非經由或透過本公司股份上市之證券交

(i) the price per share for purchases proposed to be made otherwise than by tender in the manner prescribed



易所或下文(ii)所述之招標方式購回，則其股份購回(不論有條件或無條件)之價格將不可超過緊接購回當日前五個交易日該股份於主要證券交易所按每一手或以上交易之平均收市價百分之一百(100%)；及

- (ii) 如以招標方式提呈購回，則有關招標必須向該等股份之全體持有人以相同條款發出。」；及

- (b) 刪除細則第108(I)條第(i)次段之「由本公司擁有權益之任何公司」字眼，並在該處加入「其附屬公司」字眼；及

- (c) 現有章程細則第111條按以下方式修訂：

- (i) 刪除以下字眼：

「自寄發就該選舉指定舉行大會通告翌日(包括該日)起至最遲須於該大會舉行日期前七天(包括該日)止之期間內」；及

in (ii) below or on or through a stock exchange on which such shares are listed with the consent of the Company shall not exceed one hundred (100) per cent. of the average closing prices for dealings in one or more board lots of such shares on the principal stock exchange on which the shares are traded for the five (5) trading days immediately before the date on which the purchase is made (whether conditionally or otherwise); and

- (ii) where any such purchase is proposed to be made by tender, tenders shall be made available to all holders of such shares on the same terms.”;

- (b) Article 108(I) be amended by deletion of the words “any company in which the Company has interest” in sub-paragraph (i) and insertion of the words “its subsidiaries” in their place; and

- (c) Article 111 be amended in the following manner:

- (i) deletion of the following words:

“during the period commencing the day after despatch of the notice of the meeting appointed for such election (inclusive of such day) and ending no later than the day which is seven days prior to the date of such meeting (inclusive of such day)”;

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- (ii) 根據上述第(c)(i)段在已刪除之處加入以下字眼：

「於股東大會日期前至少七(7)日，而遞交該等通告之期間應不早自寄發該選舉指定之股東大會通告翌日開始。」

- (ii) insertion of the following words in the place of the words deleted pursuant to paragraph (c)(i) above:

“at least seven (7) clear days before the date of the general meeting and the period for lodgement of such notice shall commence no earlier than the day immediately after the despatch of the notice of the general meeting appointed for such election and shall be at least 7 clear days in length”.

承董事會命  
主席  
陳聖澤

香港，二零零七年十月二十九日

註冊辦事處：

香港  
九龍紅磡  
鶴園街11號  
凱旋工商中心第三期  
1樓M及N座

附註：

- (a) 任何有權出席股東週年大會及投票之本公司股東可委任代表出席大會及投票。代表毋須為本公司股東。
- (b) 如屬本公司股份之聯名持有人，任何一名該等聯名股東均可於股東週年大會上親身或委任代表就有關股份投票；猶如其為唯一有權投票者，但倘多於一名聯名持有人親身或委任代表出席股東週年大會，則僅為就有關股份名列本公司股東名冊首位之聯名持有人有權投票。

By order of the Board  
**Chan Sing Chuk, Charles**  
Chairman

Hong Kong, 29 October, 2007

Registered Office:

Flats M and N, 1st Floor  
Kaiser Estate, Phase III  
11 Hok Yuen Street  
Hung Hom, Kowloon  
Hong Kong

Notes:

- (a) Any member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
- (b) Where there are joint registered holders of any share of the Company, any one of such persons may vote at the Annual General Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the Annual General Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

- (c) 閣下於填妥並交回代表委任表格後，仍可親自出席股東週年大會或其任何續會及於會上投票。在該等情況下，代表委任書則被視作撤銷。
- (d) 按代表委任書所載列之指示填妥及簽署之代表委任書，連同經簽署之授權書或其他授權文件（如有）或由公證人簽署證明之授權書或授權文件副本，必須於股東週年大會或其任何續會之舉行時間四十八小時前，交回香港九龍紅磡鶴園街11號凱旋工商中心第三期1樓M及N座本公司之註冊辦事處，方為有效。
- (c) Completion and return of the form of proxy will not preclude a member from attending and voting at the Annual General Meeting or any adjournment thereof if he so wishes. In that event, his form of proxy will be deemed to have been revoked.
- (d) In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the registered office of the Company at Flats M and N, 1/F, Kaiser Estate, Phase III, 11 Hok Yuen Street, Hungghom, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof.



恒和珠寶集團有限公司(「本公司」)為一間投資控股有限公司。其附屬公司(本公司及附屬公司於下文統稱「本集團」)之主要業務為設計、製造、推廣及買賣珠寶首飾及鑽石產品。此外，本集團亦持有投資組合，包括物業投資及發展以及其他行業。

就珠寶首飾製造業務而言，本集團之全資附屬公司恒和珠寶首飾廠有限公司主要從事產品發展、珠寶首飾之製造及推廣，其製成品以出口為主，被公認為珠寶首飾行業中之翹楚。本公司之珠寶首飾產品現時絕大多數均趨向迎合中高檔市場。本公司專注製造以鑽石、紅寶石、綠寶石、藍寶石、珍珠及其他半寶石鑲嵌之貴金屬珠寶首飾產品。

本集團在香港及中國設有生產廠房，無論在珠寶設計、原石採購、寶石切割、雕琢、鑄金及煉金各方面均具備全面生產之能力。眾所周知，本集團之管理層悉力以製造品質完美之珠寶首飾產品為目標，而其製成品實可充分體現此目標之精神。

本集團於中國設有全面整合之寶石切割及打磨設備。本集團擁有約1,000名熟手工匠，以鑽石切割手工精細及產品多元化而享負盛名。

Continental Holdings Limited (the "Company") is an investment holding company. The principal activities of its subsidiaries (the Company and the subsidiaries are hereinafter referred to as the "Group") are the designing, manufacturing, marketing and trading of fine jewellery and diamonds. Also, the Group maintains an investment portfolio including property investment & development and other industries.

On the manufacturing side, Continental Jewellery (Mfg) Limited, the Group's wholly-owned subsidiary, mainly engages in the product development, manufacture and marketing of fine jewellery primarily for export and is regarded as one of the leaders in fine jewellery manufacturing. A substantial share of our jewellery products is currently directed at the middle to-upper segments of the market. We specialize in manufacturing fine jewellery in precious metal set with diamond, ruby, emerald, sapphire, pearl and other semiprecious stones.

The Group has production plants in Hong Kong and China. The Group has full capabilities in jewellery design, direct stone sourcing, stone cutting, lapidary, alloying and gold refining. The management of the Group is known for its commitment to quality, and its finished products are visible testaments to that commitment.

The Group has fully-integrated diamond cutting and polishing facilities in China. With around 1,000 skilled workers, our facilities are best known for their quality and ability to handle diamond cutting works on a wide range of products.



**CONTINENTAL**  
HOLDINGS LIMITED





陳聖澤博士，太平紳士

集團主席

Chan Sing Chuk, Charles, Ph.D, JP

Group Chairman

本人欣然提呈恒和珠寶集團有限公司(「本公司」)及其附屬公司(「本集團」)截至二零零七年六月三十日止財政年度之年報。

### 業務回顧

於二零零七年財政年度，本集團錄得營業額16.32億港元(二零零六年：17.12億港元)。本公司權益持有人應佔溢利為114,000,000港元(二零零六年：50,500,000港元)，每股溢利為41.0港仙(二零零六年：18.1港仙)。

於二零零七年，市場整體氣氛頗為參差。美國經濟存在不明朗因素以及美元日漸貶值，令奢侈品類別之消費減弱，對珠寶製造而言可說明挑戰重重的一年。整體而言，由於金價上升、生產成本日增以及人民幣升值，本集團之珠寶及鑽石貿易業務仍然面對激烈競爭。然而，本公司之非美國業務仍然保持大致穩定並從強勢貨幣中有所受益。集團排除重重挑戰，致力進一步擴大本公司之採購及分銷網絡。

至於物業方面，租金收入繼續為本集團提供穩定收入來源。今後，恒和珠寶旨在於香港及其他國家物色具潛力之投資機會。

I am pleased to present the annual report of Continental Holdings Limited ("the Company") and its subsidiaries ("the Group") for the financial year ended 30 June 2007.

### BUSINESS REVIEW

During the fiscal year of 2007, the Group has achieved a turnover of HK\$1.632 billion (2006: HK\$1.712 billion). Profit attributable to equity holders of the Company was HK\$114.0 million (2006: HK\$50.5 million) and earnings per share was HK41.0 cents (2006: HK18.1 cents).

In 2007, the overall market sentiment is quite mixed across regions. In jewellery manufacturing, the year has been challenging with an uncertain U.S. economy and weakening of the Dollar has led to softer consumer spending in the luxury sector. Overall, our jewellery and diamond trading business remain highly competitive as a result of higher gold prices, increasing production costs and the appreciation of Renminbi. However, our non-US business remains quite steady and slightly benefiting from the strong currencies. Withstanding all challenges, we strive at further extending our network of sourcing and distribution.

Over in properties, rental income continues to provide a steady income stream to the Group. On going, Continental aims to identify potential investment opportunities both in Hong Kong and other countries.



**CONTINENTAL**  
HOLDINGS LIMITED





New Continental Diamond  
Boutique at Man Yee  
Building, Central.  
位於中環萬宜大廈之恒和鑽石  
新分店。

## 業務展望

展望未來，由於宏觀經濟各方面之變化，集團預期隨著市場環境變幻而令競爭更趨激烈。吾等對整體市場展望保持謹慎。吾等將繼續專注於吾等之優勢及通過產品創新、節省成本以及增值服務來盡量提升本集團之盈利能力。恒和珠寶將專注於物色有利可圖及有更佳回報之業務機會，以為股東創造長遠和可持續之價值。

## 流動資金、財務資源及負債

於二零零七年六月三十日，按本集團之銀行借貸對比本公司權益持有人應佔權益計算，本集團之資產負債比率維持於0.45（二零零六年：0.39）之適中水平。現金及銀行結餘總額為102,281,000港元（二零零六年：116,408,000港元），主要以港元、美元及英鎊計值，而銀行貸款及透支為358,779,000港元（二零零六年：272,683,000港元），主要以港元計值。此變動指購買投資物業。該等銀行貸款及透支以本集團於二零零七年六月三十日之投資物業、若干租賃土地及建築物之第一法定押記、投資物業租金收入之轉讓及本公司提供之公司擔保作抵押。

依循本集團之審慎財務管理，董事認為本集團有充裕營運資金以應付其營運需要。

## BUSINESS OUTLOOK

Looking ahead, we foresee tough challenges as the market environment intensify due to different aspects of macro-economic changes. We remain cautious on the overall market outlook. We will continue to focus on our strengths and maximise the Group's profitability through product innovation, cost reduction and value-added services. Continental will focus on identifying profitable and better return business opportunities in creating long-term and sustainable value to our shareholders.

## LIQUIDITY, FINANCIAL RESOURCES AND GEARING

As of 30 June 2007, the Group had a moderate gearing ratio of 0.45 (2006: 0.39), calculated on the basis of the Group's bank borrowings over equity attributable to equity holders of the Company. Total cash and bank balances were HK\$102,281,000 (2006: HK\$116,408,000) which were mainly denominated in Hong Kong Dollars, US Dollars and British Pounds, while bank loans and overdrafts were HK\$358,779,000 (2006: HK\$272,683,000) which were mainly denominated in Hong Kong Dollars. The movement represents the purchase of investment properties. These bank loans and overdrafts are secured by first legal charges over the Group's investment properties, certain leasehold land and buildings, assignment of rental income of investment properties and corporate guarantees executed by the Company as at 30 June 2007.

In line with the Group's prudent financial management, the directors considered that the Group has sufficient working capital to meet its operational requirements.





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### 資產抵押

於二零零七年六月三十日，本集團之投資物業、若干租賃土地及建築物，其總賬面淨值為785,086,000港元(二零零六年：473,943,000港元)，經已按予銀行作為本集團所獲一般銀行信貸融資之抵押。

### 資本結構

本集團所有借貸以港元及中國人民幣計值。利息按香港銀行同業拆息或最優惠利率及中國人民幣固定利率基礎釐定。本集團於截至二零零七年六月三十日止年度之資本結構並無任何變動。考慮到本公司目前之財務狀況，及並無出現不可預見之情況下，管理層預期無需改變資本結構。

### 僱員人數、酬金政策及購股權計劃

本集團合共聘用約2,400名僱員，當中大部分聘於中國。本集團主要按業內慣例釐定僱員之薪酬。本公司並無採納任何購股權計劃。

### 金融風險及相關對沖

本集團採取保守策略進行風險管理，而其承受之市場風險被控制在最低水平。除英國之附屬公司外，本集團所有交易及借貸分別主要以美元及港元計值，在聯繫匯率下，匯率波動風險甚微。本集團之現金流量及利率風險由衍生金融工具如利率掉期所管理，以確保短期至中期之流動資金。於年內，本集團並無運用任何其他金融工具進行對沖。於二零零七年六月三十日，並無未結算之對沖工具。

### 致謝

本人謹代表董事會，向本集團之管理隊伍、僱員、客戶以及股東持續不斷之支持及努力衷心致謝。

承董事會命  
主席  
陳聖澤

香港，二零零七年十月二十四日

### PLEDGE OF ASSETS

As of 30 June 2007, the Group's investment properties, certain leasehold land and buildings with an aggregate net book/carrying value of HK\$785,086,000 (2006: HK\$473,943,000) were pledged to a bank to secure general banking facilities granted to the Group.

### CAPITAL STRUCTURE

All the Group's borrowings are denominated in local Hong Kong Dollars and PRC Renminbi. Interest is determined on the basis of Hong Kong inter-bank offering rates or Prime Rate and PRC Renminbi fixed rate. There was no change to the Group's capital structure during the year ended 30 June 2007. In the light of the current financial position of the Company and provided there is no unforeseeable circumstance, the management does not anticipate the need to change the capital structure.

### NUMBER OF EMPLOYEES, REMUNERATION POLICIES AND SHARE OPTION SCHEMES

The Group employs a total of approximately 2,400 employees with the majority in the PRC. The Group remunerates its employees largely based on the industrial practice. There is no share option scheme being adopted by the Company.

### EXPOSURE TO FINANCIAL RISK AND RELATED HEDGES

The Group utilises conservative strategies on its risk management and the market risk is kept to minimum. With the exception of the UK subsidiary, all transactions and the borrowings of the Group are primarily denominated mainly in US Dollars and Hong Kong Dollars respectively. The risk of foreign exchange fluctuations is minimal under the peg. The Group's cashflow and interest rate risks were managed by means of derivative financial instruments, such as interest rate swaps, to ensure short to medium term liquidity. During the year, the Group did not use any other financial instrument for hedging purposes. As of 30 June 2007, there was no hedging instrument outstanding.

### ACKNOWLEDGEMENT

On behalf of the Board, I would like to express my sincere gratitude to the continuing support and efforts from our management team, our employees, our customers and our shareholders.

On behalf of the Board  
Chen Sing Chuk, Charles  
Chairman

Hong Kong, 24 October 2007



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## Directors and Senior Management ■ 董事及高級管理人員



本集團董事及高級管理人員之履歷概要載列如下：

### 執行董事

**陳聖澤博士**，太平紳士，為本集團主席兼創辦人。陳博士為本公司之執行董事，亦為本公司多間附屬公司之董事。彼負責本集團之策略性規劃、企業發展及投資事宜。陳博士在珠寶首飾業累積逾四十九年工作經驗。目前為香港貿易發展局珠寶業諮詢委員會主席、香港珠寶玉石廠商會理事長、香港鑽石總商會執行委員會委員、並出任其他公職。在社會服務、慈善及政治方面，陳博士為香港友好協進會永遠名譽會董、東華三院歷屆主席會會董。陳博士自二零零三年起出任中國江門市政協常委；自二零零六年起出任江門市僑商總會常務副會長。

**鄭小燕女士**，任職本集團超過三十年，負責本集團之市場推廣及企業策略發展事宜。彼在珠寶首飾設計、產品發展、生產及推廣本集團之出口業務方面累積逾三十年經驗。鄭女士為陳聖澤博士之妻子。

**陳慧琪小姐**，於一九九五年加入本集團。陳小姐負責本集團之零售業務及業務行政工作，陳小姐於美國寶石學院取得寶石監證師學位，彼為陳聖澤博士之女兒。

**陳偉立先生**，於二零零零年加入本集團，現時負責本集團所有銷售、市場推廣、業務發展及投資事務。陳先生畢業於美國麻省波士頓之 Babson College，獲企業學及財務理

Biographical details of the Directors and senior management of the Group are set out as follows:

### EXECUTIVE DIRECTORS

**Dr. Chan Sing Chuk, Charles, Ph.D., J.P.**, is the Chairman and founder of the Group. Dr. Chan is an executive Director of the Company and holds directorship in various subsidiaries of the Company. He is responsible for strategic planning, corporate development and investment of the Group. Dr. Chan has over 49 years of experience in the jewellery industry. He is currently the Chairman of the Hong Kong Trade Development Council's Jewellery Advisory Committee; President of the Hong Kong Jewellery & Jade Manufacturers Association; Executive Committee Member of the Diamond Federation of Hong Kong, China Ltd.; as well as a member of other trade associations. In community, charitable and political involvements, Dr. Chan is the Permanent Honorary Director of Friends of Hong Kong Association Ltd., and Member of The Association of Chairmen of The Tung Wah Group of Hospitals. Dr. Chan was appointed a committee member of the City of Jiangmen Chinese People's Political Consultative Conference since 2003; and the Executive Vice President of Jiangmen Overseas Chinese Enterprise Federation since 2006.

**Ms. Cheng Siu Yin, Shirley**, has been with the Group for over 30 years and is responsible for marketing and corporate policy development of the Group. She has over 30 years' experience in jewellery design, product development, production and marketing of the Group's export business. Ms. Cheng is the wife of Dr. Chan Sing Chuk, Charles.

**Miss Chan Wai Kei, Vicki**, joined the Group in 1995. She is responsible for retail operation and the business administration functions in the Group. Miss Chan is a Graduate Gemologist of the Gemological Institute of America. She is the daughter of Dr. Chan Sing Chuk, Charles.

**Mr. Chan Wai Lap, Victor**, joined the Group in 2000. He is responsible for all sales and marketing activities as well as business development and investments of the Group. Mr. Chan graduated from Babson College in Boston, Massachusetts with a Bachelor of Science double-degree in Entrepreneurial Studies and Finance. He has worked in

學學士雙學位。彼於加入本集團前曾受僱於銀行及製造業。陳先生現時為香港青年企業家協會董事局成員及香港珠寶玉石廠商會理事會成員，並出任第一屆香港工業青年委員會執行委員會創會主席。彼為陳聖澤博士之兒子。

### 非執行董事

朱偉國先生，於一九九九年五月三十一日獲委任為獨立非執行董事，並於二零零四年十月十五日改任為非執行董事。朱先生現為香港執業會計師及香港會計師公會資深會員。彼於會計及核數範疇擁有超過二十五年工作經驗，現為一家主要會計師行之合夥人。

### 獨立非執行董事

梁海明先生，於二零零三年十一月三日獲委任為獨立非執行董事。彼持有土木工程學士學位及碩士學位。梁先生現為香港工程師學會、香港仲裁司學會、香港營造師學會、美國土木工程師學會(American Society for Civil Engineers US)及英國土木工程師學會(Institution of Civil Engineers (UK))的院士及資深會員。彼於工程、投資、建造及項目管理擁有三十年以上經驗。梁先生於香港多間私營公司擔任董事，並於一間香港上市公司出任獨立非執行董事，現時為仲良投資有限公司的行政總裁，該公司從事投資業務及商務服務。

黃繼昌先生，於二零零四年九月三十日獲委任為獨立非執行董事，並於二零零四年十月十五日成為審核委員會之主席。黃先生為香港會計師公會及英格蘭及威爾斯特許會計師公會會員。黃先生現時為香港執業會計師，並於數間香港上市公司出任獨立非執行董事。

both banking and manufacturing industry prior to joining the Group. Mr. Chan is currently a Board Member of Entrepreneurs' Organization Hong Kong, and a Committee Member of The Hong Kong Jewellery & Jade Manufacturers Association. He is also the Founding Chairman of the Youth Chapter of the Hong Kong Young Industrialists Council. Mr. Chan is the son of Dr. Chan Sing Chuk, Charles.

### NON-EXECUTIVE DIRECTOR

**Mr. Chu Wai Kok**, was appointed as an independent non-executive director on 31 May 1999 and was re-designated as non-executive director on 15 October 2004. Mr. Chu is currently practising as a Certified Public Accountant in Hong Kong and a fellow member of the Hong Kong Institute of Certified Public Accountants. Mr. Chu has over 25 years' working experience in accounting and auditing sectors and is now a partner of a leading accounting firm in Hong Kong.

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Leung Hai Ming, Raymond**, was appointed as an independent non-executive director on 3 November 2003. He holds bachelor degree in Applied Science in Civil Engineering and a Master degree in Applied Science. Mr. Leung is a Fellow of The Hong Kong Institution of Engineers, Hong Kong Institute of Arbitrators, Hong Kong Institute of Construction Manager, American Society for Civil Engineers US and Institution of Civil Engineer (UK). He has more than 30 years' experience in engineering, investment, construction and project management. Mr. Leung is director of various private companies in Hong Kong and is an independent non-executive director of one Hong Kong listed company. He is currently the chief executive officer of C & L Holdings Ltd engaging in investment and business consultancy.

**Mr. Wong Kai Cheong**, was appointed as an independent non-executive director on 30 September 2004 and on 15 October 2004 became the chairman of the Audit Committee. Mr. Wong is an associate member of the Hong Kong Institute of Certified Public Accountants and the Institute of Chartered Accountants in England & Wales. Mr. Wong is currently practising as a Certified Public Accountant in Hong Kong. Mr. Wong is also an independent non-executive director of several Hong Kong listed companies.

## Directors and Senior Management ■ 董事及高級管理人員



余嘯天先生，M.B.E. 銅紫荊星章，太平紳士，於二零零五年四月二十五日獲委任為獨立非執行董事。余先生為一名商人，於過去二十九年積極從事香港之公營及私營建築業務。彼為香港營造師學會資深會員。除了管理一家建築公司之工作經驗外，彼亦積極參與香港社區服務及政府不同之諮詢委員會逾二十六年，其後於一九八九年獲香港政府委任為非官守太平紳士。

### 高級管理人員

鄭乃仁先生，為本公司之全資附屬公司恒和珠寶首飾廠有限公司董事。鄭先生任職本集團已達三十二年，在珠寶首飾零售、出口銷售及寶石採購方面累積逾二十五年經驗。彼持有寶石鑑證師學位。鄭先生現時負責本集團之鑽石、寶石採購及銷售及在中國之商業事務。

高志明先生，於二零零五年十月加入本集團擔任財務經理及於二零零七年三月二十六日根據上市規則第3.24條獲委任為本公司合資格會計師。高先生獲澳洲Monash University頒授會計學士及碩士學位，以及香港理工大學頒授公司行政管理深造文憑。彼為香港會計師公會資深會員、澳洲會計師公會的註冊會計師，及香港特許秘書公會及英國特許秘書及行政人員公會的會員。彼亦為香港稅務學會的會員。彼於會計、核數、稅務及財務擁有超過十五年專業及商業經驗。

於本財政年度內，本集團大部分管理及行政服務均由上述本公司及其附屬公司之執行董事提供，而除上述外，僅身為本公司或其附屬公司董事之本集團僱員始視作高級管理人員之一份子。

**Mr. Yu Shiu Tin, Paul**, B.B.S., M.B.E., J.P. was appointed as an independent non-executive director on 25 April 2005. Mr. Yu is a businessman who has been actively engaged in the construction business both in the public and private sectors in Hong Kong for the last 29 years. He is a fellow member of the Hong Kong Institute of Construction Managers. Other than his working experience in managing a construction company, he is also actively involved in the community services for the community of Hong Kong and several advisory bodies of Hong Kong Government for over 26 years and subsequently awarded as an unofficial Justice of the Peace by the Hong Kong Government in the year 1989.

### SENIOR MANAGEMENT

**Mr. Cheng Nai Yan, Jackson**, is a director of Continental Jewellery (Mfg) Limited, a wholly owned subsidiary of the Company. Mr. Cheng has been with the Group for 32 years and has over 25 years' experience in jewellery retail, export sales and stone purchasing. He holds a Graduate Gemologist degree. Mr. Cheng is now responsible for the Group's diamond and stone purchasing and sale as well as business activities in China.

**Mr. Ko Chi Ming**, joined the Group in October 2005 as finance manager and was appointed as Qualified Accountant of the Company with effect from 26 March 2007 pursuant to Rule 3.24 of the Listing Rules. Mr. Ko obtained both his Bachelor and Master's degrees in Accounting from Monash University in Australia and a Postgraduate diploma in Corporate Administration from The Hong Kong Polytechnic University. He is a fellow member of the Hong Kong Institute of Certified Public Accountants, certified practising accountant of CPA Australia and an associate member of both the Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators in UK. He is also an associate member of the Taxation Institute of Hong Kong. He has over 15 years of professional and commercial experience in accounting, auditing, taxation and finance.

During the financial year, most of the Group's management and administrative services were provided by the executive directors of the Company and its subsidiaries as mentioned above, and except for the above, no employees of the Group who are not directors of the Company or its subsidiaries are regarded as part of the senior management.

本公司致力維持高水平之企業管治常規。董事會認為良好之企業管治能提高股東之利益。

本公司於截至二零零七年六月三十日止之整個會計年度內，已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14企業管治常規守則（「守則」）所載之所有守則條文規定，惟與守則條文第A.2.1、A.4.1及A.4.2條有所偏離，詳情於下文有關段落闡述。

### 企業管治原則及本公司之常規

#### A.1. 董事會

發行人應以一個行之有效之董事會為首，而董事會負有領導及監控發行人的責任，並應集體負責統管並監督發行人之事務以促使發行人成功；董事應該客觀行事，所作決策須符合發行人利益。

The Company is committed to maintaining a high standard of corporate governance practices. The Board considers shareholders can maximise their benefits from good corporate governance.

The Company has complied with all the code provisions set out in Appendix 14 Code on Corporate Governance Practices (the “Code”) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) throughout the accounting year ended 30 June 2007, except for the deviations from Code Provisions A.2.1, A.4.1 and A.4.2 which are explained in the following relevant paragraphs.

### CORPORATE GOVERNANCE PRINCIPLES AND THE COMPANY'S PRACTICES

#### A.1. Board of Directors

An issuer should be headed by an effective board which should assume responsibility for leadership and control of the issuer and be collectively responsible for promoting the success of the issuer by directing and supervising the issuer's affairs. Directors should take decisions objectively in the interests of the issuer.

## Corporate Governance Report ■ 企業管治報告



董事會會議於每季定期舉行。此外，特別董事會會議將於有需要時舉行。截至二零零七年六月三十日止財政年度董事會會議中個別董事之出席情況如下：

Regular Board meetings are held at approximately quarterly intervals. In addition, special Board meetings will be held when necessary. Attendance of individual Directors at Board meetings and other board committee meetings during financial year ended 30 June 2007 are as follows:

董事	Director	會議出席／舉行次數 Meetings Attended / Held		
		董事會會議 Board Meeting	審核委員會 會議 Meetings of Audit Committee	薪酬委員會 會議 Meetings of Remuneration Committee
<i>執行董事</i> Executive Directors				
陳聖澤博士，太平紳士	Dr. Chan Sing Chuk, Charles J.P.	10/10	–	–
鄭小燕女士	Ms Cheng Siu Yin, Shirley	10/10	–	1/1
陳慧琪小姐	Miss Chan Wai Kei, Vicki	10/10	–	–
陳偉立先生*	Mr Chan Wai Lap, Victor*	6/10	–	–
<i>非執行董事</i> Non-executive Director				
朱偉國先生	Mr Chu Wai Kok	5/10	2/2	–
<i>獨立非執行董事</i> Independent Non-executive Directors				
梁海明先生	Mr Leung Hai Ming, Raymond	5/10	2/2	1/1
黃繼昌先生	Mr Wong Kai Cheong	5/10	2/2	–
余嘯天先生，B.B.S., M.B.E. 太平紳士	Mr Yu Shiu Tin, Paul, B.B.S., M.B.E. J.P.	5/10	2/2	1/1

\* 陳偉立先生於二零零六年十月二十日獲委任為董事，故此未能出席二零零六年十月二十日以前之會議。

\* Mr Chan Wai Lap, Victor was appointed as director on 20 October 2006 and therefore, has not attended the meetings which were held prior to 20 October 2006.

董事會定期會議議程之事項，經諮詢董事後釐定。

Directors are consulted to include matters in the agenda for regular Board meetings.

召開董事會定期會議之日期至少在十四日前安排，以讓全體董事皆有機會騰空出席。至於所有其他董事會會議，則會在合理時間內發出通知召開。

Dates of regular Board meetings are scheduled at least 14 days in advance to provide sufficient notice to give all Directors an opportunity to attend. For all other Board meetings, reasonable notice will be given.



所有董事都可獲公司秘書提供意見及服務，確保能夠遵守董事會程序及所有適用規則及規例。

董事會、審核委員會及薪酬委員會之會議紀錄均由公司秘書備存。董事在發出合理通知後，亦可於合理時段內查閱有關會議紀錄。

董事會及董事委員會之會議紀錄，已對各董事及委員會所考慮事項及達致之決定作足夠詳細之記錄，其中包括董事提出之任何問題或表達之反對意見。董事會會議紀錄初稿及最後定稿已送呈全體董事，以供董事發表意見及作記錄之用。

董事會可議決為董事提供個別獨立專業意見，以協助董事履行其對本公司之責任，費用由本公司負責支付。

根據現行董事會慣例，任何涉及主要股東或董事利益衝突之重大交易，均由董事會於正式舉行之董事會會議上考慮及處理。於交易中並無重大利益之獨立非執行董事將列席會議。

Directors have access to the advice and services of the Company Secretary to ensure that Board procedures, and all applicable rules and regulations, are followed.

Minutes of the Board, the Audit Committee and the Remuneration Committee are duly kept and such minutes are open for inspection at any reasonable time on reasonable notice by any Director.

Minutes of the Board and Board Committees have recorded in sufficient detail the matters considered by the Board and the Board Committees, decisions reached, including any concerns raised by Directors or dissenting views expressed. Draft and final versions of minutes of the Board are sent to all Directors for their comment and records respectively.

Should Directors need independent professional advice, the Board will appoint professional advisors to render the advice. The costs associated with such professional services will be borne by the Company.

According to the current Board practice, any material transaction, which involves a conflict of interest for a substantial shareholder or a Director, will be considered and dealt with by the Board at a duly convened Board meeting. Independent Non-executive Directors who have no material interest in the transaction will be presented at such board meeting.



## A.2. 主席及行政總裁

每家發行人在經營管理上皆有兩大方面－董事會的經營管理和發行人業務的日常管理。在董事會層面，這兩者之間必須清楚區分，以確保權力和授權分布均衡，不致權力僅集中於一位人士。

守則條文第A.2.1條訂明主席與行政總裁之角色應清楚劃分，不應由一人同時兼任。

陳聖澤博士為本公司主席。陳先生負責監督集團之發展方向，並同時領導董事會。彼確保董事會能夠有效地運作及履行職責，並及時就所有重要及適當事宜進行討論。陳博士亦負責確保已妥善告知全體董事有關董事會會議上討論之事宜，同時確保董事及時收到足夠及完備可靠的資料。陳博士為鄭小燕女士之丈夫。

鄭小燕女士為本公司董事總經理，彼負責本集團之日常管理及市場推廣業務。鄭女士為陳聖澤博士之妻子。

雖然本公司未有設立行政總裁一職，董事會認為現行之職責分工已足夠，足以確保權力及授權取得平衡。

## A.2. Chairman and Chief Executive Officer

There are two key aspects of the management of every issuer – the management of the board and the day-to-day management of the issuer's business. There should be a clear division of these responsibilities at the board level to ensure a balance of power and authority, so that power is not concentrated in any one individual.

Code Provision A.2.1. provides that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual.

Dr. Chan Sing Chuk, Charles is the Chairman of the Company. Dr. Chan oversees the direction of the Group and also provides leadership for the Board. He ensures that the Board works effectively and discharges its responsibilities, and that all key and appropriate issues are discussed by the Board in a timely manner. Dr. Chan is also responsible to ensure that all Directors are properly briefed on issues arising at Board meetings and that all Directors receive adequate information, which must be complete and reliable, in a timely manner. Dr. Chan is the husband of Ms Cheng Siu Yin, Shirley.

Ms. Cheng Siu Yin, Shirley is the Managing Director of the Company. She is responsible for day-to-day management and the marketing activities of the Group. Ms Cheng is the wife of Dr. Chan Sing Chuk, Charles.

Although the Company does not have a post of chief executive officer, the Board considers that there is adequate segregation of duties within the Board to ensure a balance of power and authority.

### A.3. 董事會組成

董事會應根據發行人業務而具備適當所需技巧和經驗。董事會應確保其組成人員的變動不會帶來不適當的干擾。董事會中執行董事與非執行董事(包括獨立非執行董事)的組合應該保持均衡,以使董事會上有強大的獨立元素,能夠有效地作出獨立判斷。非執行董事應有足夠才幹和人數,以使其意見具有影響力。

截至二零零七年六月三十日止,董事會包括四名執行董事,分別為陳聖澤博士、鄭小燕女士、陳慧琪小姐及陳偉立先生,一名非執行董事,為朱偉國先生,以及三名獨立非執行董事,分別為梁海明先生、黃繼昌先生及余嘯天先生。在所有披露本公司董事姓名之公司通訊中,董事已按本身職務的類別,明確劃分為執行董事、非執行董事及獨立非執行董事。

陳博士為鄭小燕女士之丈夫,陳慧琪小姐及陳偉立先生為陳博士及鄭女士之女兒及兒子。陳慧琪小姐為陳偉立先生之胞姊。

董事會成員簡歷(包括董事之間之關係)已載於年報第十九至二十一頁,當中說明董事會成員具備之不同技能、專業、經驗及資格。

### A.3. Board Composition

The Board should have a balance of skills and experience appropriate for the requirements of the business of the issuer. The board should ensure that changes to its composition can be managed without undue disruption. The board should include a balanced composition of executive and non-executive directors (including independent non-executive directors) so that there is a strong independent element on the board, which can effectively exercise independent judgment. Non-executive directors should be of sufficient caliber and number for their views to carry weight.

As at 30 June 2007, the Board comprises four Executive Directors, namely Dr. Chan Sing Chuk Charles, Ms Cheng Siu Yin Shirley, Miss Chan Wai Kei Vicki and Mr. Chan Wai Lap Victor; one Non-executive Director, namely, Mr Chu Wai Kok and three Independent Non-executive Directors, namely Mr Leung Hai Ming Raymond, Mr Wong Kai Cheong and Mr Yu Shiu Tin Paul. All Directors are expressly identified by categories of Executive Directors, Non-executive Director and Independent Non-executive Directors, in all corporate communications that disclose the names of Directors of the Company.

Dr. Chan is the husband of Ms Cheng Siu Yin, Shirley and Miss Chan Wai Kei Vicki and Mr. Chan Wai Lap Victor is the daughter and son, respectively, of Dr. Chan and Ms Cheng. Miss Chan Wai Kei Vicki is sister of Mr. Chan Wai Lap Victor.

Biographies which include relationships of Directors are set out in pages 19 to 21 of the annual report, which demonstrate a diversity of skills, expertise, experience and qualifications among members of the Board.



#### A.4. 委任、重選及罷免

董事會應制定正式、經審慎考慮並具透明度的新董事委任程序，並應設定有秩序的董事接任計劃。所有董事均應每隔若干時距即重新選舉。發行人必須就任何董事辭任或遭罷免解釋原因。

守則條文第A.4.1條訂明非執行董事之委任有指定任期，並須予重選。

本公司之非執行董事及獨立非執行董事並無指定任期，惟須根據本公司細則第一百一十五(A)條及第一百一十五(D)條輪值退任及膺選連任。由於本公司董事總人數較少，獨立非執行董事須輪值退任及膺選連任，董事會認為偏離守則條文第A.4.1條之情況不算嚴重。倘董事人數大幅增加，董事將重新考慮有關常規之規定及採納守則條文。

守則條文第A.4.2條訂明所有為填補臨時空缺而被委任的董事應在接受委任後的首次股東大會上接受股東選舉。每名董事(包括有指定任期的董事)應輪流退任，至少每三年一次。

於本年度，本公司在二零零六年十二月十一日之股東週年大會上批准修訂相關公司組織章程，以符合守則條文第A.4.2條。

#### A.4. Appointment, Re-election and Removal

There should be a formal, considered and transparent procedure for the appointment of new directors to the board. There should be plans in place for orderly succession for appointments to the board. All directors should be subject to re-election at regular intervals. An issuer must explain the reasons for the resignation or removal of any director.

Code Provision A.4.1 provides that non-executive directors should be appointed for a specific term, subject to re-election.

Non-executive Director and Independent Non-executive Directors of the Company do not have a specific term of appointment but are subject to retirement by rotation and re-election in accordance with articles 115(A) and 115(D) of the articles of association of the Company. The Board considers that the deviation from Code Provision A.4.1. is not material as Non-executive Directors are subject to retirement by rotation and re-election in view of the small number of total directors of the Company, the Directors will consider to adopt the Code Provision should the number of Directors increase substantially.

Code Provision A.4.2 provides that all directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after their appointment. Every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

During the year, relevant amendments were made to the Articles of Association of the Company with the approval of shareholders at the Company's Annual General Meeting held on 11 December 2006 to align with the Code Provision A.4.2.

董事認為目前毋須設立提名委員會。董事將會不時作出檢討，並於有需要時設立提名委員會。

委任新董事之建議將由董事會考慮及審議。所有候選人必須符合上市規則第3.08及3.09條所載之標準。獨立非執行董事之候選人亦須符合上市規則第3.13條所載之獨立性要求。

The Directors consider that it is not necessary to have a nomination committee for the time being. The Directors will review this from time to time and will establish a nomination should there be a need.

A proposal for the appointment of a new Director will be considered and reviewed by the Board. All candidates must be able to meet the standards as set forth in Rules 3.08 and 3.09 of the Listing Rules. A candidate who is to be appointed as an Independent Non-executive Director should also meet the independent criteria set out in Rules 3.13 of the Listing Rules.

#### A.5. 董事責任

每名董事須不時瞭解其作為發行人董事的職責，以及發行人的經營方式、業務活動及發展。由於董事會本質上是個一體組織，非執行董事應有與執行董事相同的受信責任以及以應有謹慎態度和技能行事的責任。

每名董事於獲委任時均被確保適當地了解本集團之經營及業務，並完全知悉根據法規及普通法、上市規則、適用法律規定及其他監管規定以及本集團之業務管治政策下其本身所須承擔之責任。本集團持續給予董事有關最新法律及法規之發展，以及本集團業務及策略發展資料，以讓彼等能履行其職責。

#### A.5. Responsibilities of Directors

Every director is required to keep abreast of his responsibilities as a director of an issuer and of the conduct, business activities and development of that issuer. Given the essential unitary nature of the board, non-executive directors have the same duties of care and skill and fiduciary duties as executive directors.

Every newly appointed Director of the Company is ensured to have a proper understanding of the operations and business of the Group and that he/she is fully aware of his/her responsibilities under statute and common law, the Listing Rules, applicable legal and regulatory requirements and the business governance policies of the Group. The Directors are continually updated with legal and regulatory developments, business and strategic development of the Group to enable the discharge of their responsibilities.



本公司之獨立非執行董事乃高技能之專業人士，於會計、財務管理及商業領域擁有專長及經驗。所有獨立非執行董事均積極參與董事會會議，對於涉及策略、政策、公司表現、問責性、資源、主要委任及操守準則等各方面事宜，給予獨立判斷。彼等負責審查本公司之表現能否達到既定之企業目標及目的，並監察有關匯報公司表現的事宜。彼等亦須於出現潛在利益衝突時發揮牽頭引導作用，並出任審核及薪酬委員會成員。本公司已收到所有獨立非執行董事就彼等之獨立性出具之書面確認。董事會認為彼等均為獨立。

每名董事知悉其應付出足夠時間及精神以處理本公司之事務。

本公司已採納上市規則附錄 10 所載上市發行人董事進行證券交易的標準守則。本公司向全體董事進行查詢後，所有董事已確認彼等於截至二零零七年六月三十日止年度已遵守標準守則之有關準則。

#### A.6. 資料提供及使用

董事應獲提供適當的適時資料，其形式及素質須使董事能夠在掌握有關資料的情況下作出決定，並能履行其作為發行人董事的職責及責任。

The Independent Non-executive Directors of the Company are highly skilled professionals with expertise and experience in the field of accounting, financial management and business. All Independent Non-executive Directors take an active role in Board meetings to bring in independent judgment to bear on issues of strategy, policy, performance, accountability, resources, key appointments and standards of conducts. They scrutinize the Company's performance in achieving agreed corporate goals and objectives, and monitor the reporting of performance. They also take the lead where potential conflicts of interest arise and serve the audit and remuneration committees. The Company has received written confirmation from all the Independent Non-executive Directors concerning their independence. The Board considers all of them are independent.

Every Director is aware that he/she should give sufficient time and attention to the affairs of the Company.

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules. All Directors have confirmed, following enquiry by the Company, that they have complied with the required standard set out in Model Code throughout the year ended 30 June 2007.

#### A.6. Supply of and Access to Information

Directors should be provided in a timely manner with appropriate information in such form and of such quality as will enable them to make an informed decision and to discharge their duties and responsibilities as directors of an issuer.

就定期舉行的董事會會議而言，及在切實可行情況下就所有其他會議，本公司會將議程及相關會議文件全部及時送交全體董事，並至少在計劃舉行董事會會議或其轄下委員會會議日期三天前發出。

公司秘書及合資格會計師定期提醒管理層人員有責任及時向董事會及其轄下委員會提供充足資料，以讓董事能夠作出知情決定。管理層所提供之資料必須完整可靠。董事會及每名董事均可各自獨立聯絡本公司高級管理人員。

所有董事均有權查閱董事會文件、會議紀錄及相關文件資料。董事如有問題，本公司會採取步驟盡快及盡量作出全面回應。

#### B.1. 薪酬水平及組成與披露

發行人應披露其董事酬金政策及其他薪酬相關事宜的資料；應設有正規而具透明度的程序，以制訂有關執行董事酬金的政策及釐訂各董事的薪酬待遇。所定薪酬的水平應足以吸引及挽留公司成功營運所需的一眾董事，但公司應避免為此支付過多的酬金。任何董事不得參與訂定本身的酬金。

本公司已成立薪酬委員會，並根據守則之守則條文第B.1.3(a)至(f)條以書面訂明其職權範圍。薪酬委員會負責就本公司之薪酬政策向董事會提供建議，並審閱及制定本集團所有執行董事及高級管理人員個別薪酬待遇。

In respect of regular Board meetings, and so far as practicable in all other cases, an agenda and accompanying board papers are sent in full to all Directors in a timely manner and at least 3 days before the indented date of a Board or Board Committee meeting.

Management is regularly reminded by the Company Secretary and Qualified Accountant that they have an obligation to supply the Board and Board Committees with adequate information in a timely manner to enable it to make informed decisions. The information supplied must be complete and reliable. The Board and each Director shall have separate and independent access to the Company's senior management.

All Directors are entitled to have access to Board papers, minutes and related materials. Where queries are raised by Directors, steps are taken to respond as promptly and fully as possible.

#### B.1. The Level and Make-up of Remuneration and Disclosure

An issuer should disclose information relating to its directors' remuneration policy and other remuneration related matters. There should be a formal and transparent procedure for setting policy on executive directors' remuneration and for fixing the remuneration packages for all directors. Level of remuneration should be sufficient to attract and retain the directors needed to run the company successfully, but companies should avoid paying more than is necessary for this purpose. No director should be involved in deciding his own remuneration.

The Company has established a Remuneration Committee with specific written terms of reference as set out in Code Provisions B.1.3 (a) to (f) of the Code. The Remuneration Committee is responsible for making recommendations to the Board regarding the Company's remuneration policy, and for the formulation and review of the specific remuneration packages of all Executive Directors and senior executives of the Group.



薪酬委員會大多數成員均為獨立非執行董事。委員會由梁海明先生擔任主席，其他成員包括鄭小燕女士及余嘯天先生。

薪酬委員會每年最少舉行一次會議，或於必要時舉行會議。薪酬委員會首次會議已於二零零五年十月十九日舉行，全體成員均有出席。

有關本公司二零零七年之董事酬金詳情，乃載於財務報告附註十五。

薪酬委員會於履行其認為必須之職責時已獲得充分資源，包括獲取專業意見。

### C.1. 財務匯報

董事會應平衡、清晰及全面地評核公司的表現、情況及前景。

管理層已向董事會提供充分解釋及足夠資料，以讓董事會可以就提呈董事會審批之財務及其他資料，作出知情評估。

董事有責任保存正確之會計記錄，並編製各財務期間之賬目，該等財務報告必須真實而公平地反映本集團之財務狀況及該段期間之業績及現金流量。於編製截至二零零七年六月三十日止年度之財務報告時，董事已作出審慎合理之判斷及估算，並以持續經營基準編製該等財務報告。

A majority of the members of the Remuneration Committee are Independent Non-executive Directors. This Committee is chaired by Mr Leung Hai Ming Raymond. The other members are Mr Yu Shiu Tin Paul and Ms Cheng Siu Yin Shirley.

The meeting of the Committee is held at least once a year or when necessary. All members attended the first meeting of the Committee held on 19 October 2005.

Details of the amount of Directors' emoluments of 2007 are set out in note 15 to the financial statements.

The Remuneration Committee is provided with sufficient resources, including access to professional advice, to discharge its duties if considered necessary.

### C.1. Financial Reporting

The board should present a balanced, clear and comprehensible assessment of the company's performance position and prospects.

Management has provided such explanation and information to the Board as would enable the Board to make an informed assessment of the financial and other information put before the Board for approval.

The Directors are responsible for keeping proper accounting records and preparing financial statements of each financial period, which shall give a true and fair view of the state of affairs of the Group and of the results and cash flow for that period. In preparing the financial statements for the year ended 30 June 2007, the Directors have made judgments and estimates that are prudent and reasonable and prepared the financial statements on a going concern basis.



核數師在有關其申報責任之聲明，乃載於截至二零零七年六月三十日止年度年報第四十九頁至第五十一頁之獨立核數師報告內。

董事會須平衡、清晰及明白地評審公司表現的責任，適用於年度及中期報告、其他涉及股價敏感資料之通告及根據上市規則規定須予披露之其他財務資料，以及向監管者提交之報告書以至根據法定規定須予披露之資料。

### C.2. 內部監控

董事會應確保發行人的內部監控系統穩健妥善而且有效，以保障股東的投資及發行人的資產。

董事會負責本集團之內部監控系統，並透過審核委員會審閱其有效性。董事會要求管理層設立及保持健全及有效之內部監控。本集團內部監控(包括財務、營運及合規監控)與風險管理職能之評估格外地進行。由二零零六年七月一日起，對不同系統之內部監控將根據各業務及內部監控之風險評估有系統地輪流審閱。

### C.3. 審核委員會

董事會應就如何應用財務匯報及內部監控原則及如何維持與公司核數師適當的關係作出正規及具透明度的安排。發行人根據《上市規則》成立的審核委員會須具有清晰的職權範圍。

A statement by the auditors about their reporting responsibilities is included in the Report of the Independent Auditors on pages 49 to 51 of the annual report for the year ended 30 June 2007.

The Board's responsibility to present a balanced, clear and understandable assessment extend to annual and interim reports, other price-sensitive announcements and other financial disclosures required under the Listing Rules, and reports to regulators as well as information required to be disclosed pursuant to statutory requirements.

### C.2. Internal Controls

The Board should ensure that the issuer maintains sound and effective internal controls to safeguard the shareholder's investment and the issuer's assets.

The Board is responsible for the Group's system of internal controls and for reviewing its effectiveness through the Audit Committee. The Board requires management to establish and maintain sound and effective internal controls. Evaluation of the Group's internal controls covering financial, operational compliance controls and risk management functions had been done on an ad hoc basis. With effect from 1 July 2006, review of internal controls on different systems will be done on a systematic rotational basis based on the risk assessments of the operations and controls.

### C.3. Audit Committee

The Board should establish formal and transparent arrangements for considering how it will apply the financial reporting and internal control principles and for maintaining an appropriate relationship with the company's auditors. The audit committee established by an issuer pursuant to the Listing Rules should have clear terms of reference.



本公司已成立審核委員會，並以書面訂明其職權範圍，並清晰列明其授權及職責。審核委員會之職權範圍包括守則之守則條文第C.3.3(a)至(n)條所載之職權，並經作出所需之適當修訂。審核委員會已公佈其職權範圍，闡釋其角色及董事會轉授予其之授權。

誠如其職權範圍所載，審核委員會負責審閱財務匯報系統及內部監控程序、年度報告、財務報告及中期報告。

審核委員會由本公司之一位非執行董事及三位獨立非執行董事組成，由黃繼昌先生擔任主席。

管理層已處理審核委員會提出之全部事宜。審核委員會之工作及調查結果已向董事會作出匯報。年內，就向管理層及董事會提出的事項，概無任何重大事宜須於年報內作出披露。

董事會同意審核委員會續聘均富會計師行為本公司二零零八年之外部核數師之建議。年內，均富會計師行並無向本公司提供任何非核數服務。

本年度之核數師酬金載於財務報告附註九。

The Company has established an Audit Committee with specific written terms of reference which states clearly with its authority and duties. The terms of reference of the Audit Committee have included the duties set out in Code Provisions C.3.3 (a) to (n) of the Code, with appropriate modifications where necessary. The Audit Committee has made available its terms of reference, explaining its role and the authority delegated to it by the Board.

As set out in the terms of reference, the Audit Committee is responsible for reviewing the financial reporting system and internal control procedures, annual report, financial statements and interim report.

The Audit Committee comprises one Non-executive Director and three Independent Non-executive Directors of the Company and is chaired by Mr Wong Kai Cheong.

As issues raised by the Committee have been addressed by management. The work and findings of the Committee have been reported to the Board. During the year, no issues brought to the attention of management and the Board were of sufficient importance to require disclosure in the Annual Report.

The Board agrees with the Audit Committee's proposal for the re-appointment of Grant Thornton as the Company's external auditors for 2008. During the year, Grant Thornton had not provided any non-audit services to the Company.

Auditors' remuneration for the year is set out in note 9 to the financial statements.

審核委員會之完整會議紀錄由公司秘書保存。審核委員會會議紀錄之初稿及最後定稿在會議舉行後一段合理時間內先後送呈審核委員會全體成員，以供有關成員發表意見及作記錄之用。

審核委員會並無包括本公司現任核數師行之前任合夥人。

審核委員會於履行其職責時已獲提供足夠資源，包括外部核數師之意見。

#### D.1. 管理職能

發行人應有一個正式的預定計劃表，列載特別要董事會作決定的事項。董事會在代表發行人作出決定前，亦應明確指示管理層哪些事項須由董事會批准。

董事會負責制定本集團之整體策略、監察及控制本集團之表現，而管理層之責任為管理本集團之業務。

當董事會將其管理及行政職能授予管理層時，同時就管理層之權力，給予清晰之指引，特別是管理層應向董事會匯報，以及代表本公司作出任何決定或訂立任何承諾前應予取得董事會批准等方面事宜。

本公司已設定須予留待董事會決定事項。董事會將定期檢討有關安排，以確保能夠一直適當地符合本集團需要。

Full minutes of Audit Committee meetings are kept by the company secretary. Draft and final versions of minutes of the Audit Committee meetings are sent to all members of the Committee for their comments and record respectively, in both cases within a reasonable time after the meeting.

The Audit Committee does not have a former partner of the Company's existing audit firm.

The Audit Committee is provided with sufficient resources, including the advice of external auditors, to discharge its duties.

#### D.1. Management Functions

An issuer should have a formal schedule of matters specifically reserved to the board for its decision. The board should give clear directions to management as to the matters that must be approved by the board before decisions are made on behalf of the issuer.

The Board is responsible for formulating overall strategy, monitoring and controlling the performance of the Group whilst managing the Group's business is the responsibility of the management.

When the Board delegates aspects of its management and administration functions to the management, it has given clear directions as to the powers of the management, in particular, with respect to the circumstances where management shall report back and obtain prior approval from the Board before making decisions or entering into any commitments on behalf of the Company.

The Company has established schedules of Matters Reserved to the Board for Decision. The Board shall review those arrangements on a periodic basis to ensure that they remain appropriate to the needs of the Group.



## D.2. 董事會轄下委員會

董事會轄下各委員會的成立應訂有書面的特定職權範圍，清楚列載委員會權力及職責。

除審核委員會(詳情於C.3披露)及薪酬委員會(詳情於B.1披露)外，董事會並無成立其他董事委員會。本公司為了處理事務成立之董事委員會，董事會將清晰訂明其職權範圍，以使該委員會能正確履行其職責。董事委員會之職權範圍，規定該委員會向董事會匯報其決定或建議，除非此舉受法律或法規所限制。

## E.1. 有效溝通

董事會應盡力與股東持續保持對話，尤其是藉股東週年大會或其他全體會議與股東溝通及鼓勵他們的參與。

於二零零六年股東週年大會上，主席已就各項個別獨立的事宜(包括重選董事)提呈獨立決議案。

董事會主席及審核委員會和薪酬委員會主席將出席二零零七年股東週年大會，並回答股東之提問。

## D.2. Board Committees

Board committees should be formed with specific written terms of reference which deal clearly with the committees' authority and duties.

Apart from Audit Committee (particulars are disclosed under C.3) and Remuneration Committee (particulars are disclosed under B.1), there are no other board committees established by the Board. Where board committees are established to deal with matters, the Board shall prescribe sufficiently clear terms of reference to enable such Committees to discharge their functions properly. The terms of reference of board Committees shall require such Committees to report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so.

## E.1. Effective Communication

The board should endeavour to maintain an on-going dialogue with shareholders and in particular, use annual general meetings or other general meetings to communicate with shareholders and encourage their participation.

At the 2006 Annual General Meeting, a separate resolution was proposed by the Chairman in respect of each separate issue, including the re-elections of Directors.

The Chairman of the Board and the chairmen of the Audit and Remuneration Committees shall attend the 2007 Annual General Meeting to answer questions of shareholders.

## E.2. 以投票方式表決

發行人應定期通知股東以投票方式表決的程序，並確保符合《上市規則》有關以投票方式表決的規定及發行人本身的組織章程文件。

本公司向股東寄發之通函內，已載列以投票方式表決之程序及股東要求投票方式表決之權利。根據本公司細則，於任何股東大會上(包括股東特別大會)，所提呈之決議案將以舉手方式表決，除非：

(A) (於公佈舉手表決結果之際或之前或任何其他以投票方式表決之要求被撤銷之際)下列人士可要求以投票形式表決：

1. 大會主席；或
2. 最少三名親身出席並有權於會上投票之股東或受委代表；或
3. 一名或多名親身出席並佔有權於會上投票之全體股東總投票權不少於十分之一之股東或受委代表；或

## E.2. Voting by Poll

The issuer should regularly inform shareholders of the procedure for voting by poll and ensure compliance with the requirements about voting by poll contained in the Listing Rules and the constitutional documents of the issuer.

The Company sets out in its circular to shareholders the procedures for and the rights of shareholders to demand a poll. Pursuant to the articles of association of the Company, at any general meeting of the Company (including the EGM) a resolution put to the vote of the meeting shall be decided on a show of hands unless:

(A) (before or on the declaration of the results of the show of hands or the withdrawal of any other demand for a poll) a poll is demanded by:

- (i) the Chairman of the meeting; or
- (ii) at least three shareholders present in person or by proxy for the time being entitled to vote at the meeting; or
- (iii) by any shareholder or shareholders present in person or by proxy and representing not less than one-tenth of the total voting rights of all the shareholders having the right to vote at the meeting; or



4. 一名或多名親身出席並持有附有權利可於會上投票之繳足股份之總額相等於附有該權利之所有股份之繳足總額十分之一或以上之股東或受委代表。

(iv) by a shareholder or shareholders present in person or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right; or

(B) 根據上市守則規定，某項決議案須以投票方式表決。

(B) a resolution is required under the Listing Rules to be decided by way of a poll.

根據上市規則第 13.39(3) 條，大會主席及／或董事在會議上個別或共同持有委任代表投票權，佔發行人股份的總投票權 5% 以上，必須在若干情況下（假若大會以舉手方式表決時，表決結果與該等委任代表之表格所指示者相反）要求以投票方式表決。如在此等情況下要求以投票方式進行表決，則大會主席應在會議上披露董事持有所有委任代表投票權所代表之總票數，以顯示以舉手方式表決時所投之相反票。

In accordance with Listing Rules 13.39 (3), the Chairman of a meeting and/or Directors who, individually or collectively, hold proxies in respect of shares representing 5% or more of the total voting rights at a particular meeting shall demand a poll in certain circumstances where, on a show of hands, a meeting votes in the opposite manner to that instructed in those proxies. If a poll is required under such circumstances, the Chairman of the meeting shall disclose to the meeting the total number of votes represented by all proxies held by directors indicating an opposite vote to the votes cast at the meeting on a show of hands.

本公司將點算所有委任代表投票的票數以及除非要求以投票方式進行表決，大會主席將在會上表明每項決議案的委任代表投票比例，以及贊成和反對票數（如以舉手方式表決）。本公司將確保所有票數均適當點算及記錄在案。

The Company shall count all proxy votes and, except where a poll is required, the Chairman of a meeting shall indicate to the meeting the level of proxies lodged on each resolution, and the balance for and against the resolution, after it has been dealt with on a show of hands. The Company shall ensure that votes cast are properly counted and recorded.

大會主席將在會議開始時確保解釋下列事宜：

1. 股東在提呈決議案以舉手方式表決之前要求以投票方式表決之程序；及
2. 若需要以投票方式表決，詳細解釋以投票方式進行表決之程序，然後回答股東提出之問題。

#### 董事進行證券交易的標準守則

本公司已採納一套標準不遜於上市規則附錄10所載上市發行人董事進行證券交易的標準守則（「標準守則」）所規定的行為守則，作為董事進行證券交易的操守守則。

本公司已向全體董事作出特別諮詢，而彼等均確認於截至二零零七年六月三十日止年度內一直遵守標準守則之規定。

The Chairman of a meeting shall at the commencement of the meeting ensure that an explanation is provided to the shareholders of:

1. the procedure for demanding a poll by shareholders before putting a resolution to the vote on a show of hands; and
2. the detailed procedures for conducting a poll and then answer any questions from shareholders whenever voting by way of a poll is required.

#### Model Code for Securities Transactions by Directors

The Company has adopted a code of conduct regarding Directors' securities transactions on terms no less exacting than the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in Appendix 10 of the Listing Rules.

The Company has made specific enquiry with all Directors and all of them confirmed that, for the financial year ended 30 June 2007, they have complied with the required standard set out in the Model Code.



董事會謹此提呈本公司及本集團截至二零零七年六月三十日止年度之報告書連同經審核財務報告。

### 主要業務

本公司之主要業務為投資控股。各主要附屬公司之主要業務載列於財務報告附註十九。

### 業績及分配

本集團於截至二零零七年六月三十日止年度之溢利及本公司與本集團於該日之財務狀況載於第五十二頁至第一百五十四頁之財務報告內。

董事已於二零零七年四月二十六日宣派中期股息每股普通股0.01港元。董事建議向於二零零七年十二月十二日名列股東名冊之股東派發本年度末期股息每股普通股0.02港元。有關建議已於財務報告中資產負債表權益內列作分配保留溢利。

### 物業、廠房及設備

本集團物業、廠房及設備之變動詳情載列於財務報告附註十六。

The directors present their report together with the audited financial statements of the Company and the Group for the year ended 30 June 2007.

### PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of its principal subsidiaries are set out in note 19 to the financial statements.

### RESULTS AND APPROPRIATIONS

The Group's profit for the year ended 30 June 2007 and the state of affairs of the Company and of the Group at that date are set out in the financial statements on pages 52 to 154.

An interim dividend of HK\$0.01 per ordinary share was paid on 26 April 2007. The directors recommend the payment of a final dividend of HK\$0.02 per ordinary share in respect of the year, to shareholders on the register of members on 12 December 2007. This recommendation has been incorporated in the financial statements as an allocation of retained profits within the equity section of the balance sheet.

### PROPERTY, PLANT AND EQUIPMENT

Details of the movements in the property, plant and equipment of the Group are set out in note 16 to the financial statements.



### 投資物業

本集團投資物業之變動詳情載於財務報告附註十八。

### 主要物業

持作投資用途之主要物業詳情載於年報第一百五十五頁。

### 購買、出售或贖回本公司上市證券

本公司或其任何附屬公司年內並無購買、出售或贖回本公司任何上市證券。

### 儲備

本公司及本集團於本年度之儲備變動詳情分別載列於財務報告附註三十五及綜合權益變動表。

### 可供分派儲備

本公司於二零零七年六月三十日根據香港公司條例第七十九B條計算之可供分派儲備為154,233,000港元，其中5,596,000港元擬作為本年度末期股息。

### INVESTMENT PROPERTIES

Details of the movements in the investment properties of the Group are set out in note 18 to the financial statements.

### PRINCIPAL PROPERTIES

Details of the principal properties held for investment purposes are set out on page 155 of the annual report.

### PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year.

### RESERVES

Details of the movements in the reserves of the Company and the Group during the year are set out in note 35 to the financial statements and in the consolidated statement of changes in equity, respectively.

### DISTRIBUTABLE RESERVES

At 30 June 2007, the Company's reserves available for distribution, as computed in accordance with Section 79B of the Hong Kong Companies Ordinance, amounted to HK\$154,233,000, of which HK\$5,596,000 has been proposed as final dividend for the year.



## 五年財務摘要

本集團過往五個財政年度業績、資產及負債之財務摘要載列於第一百五十六頁。

## 慈善捐款

本年度本集團之慈善捐款合共為166,000港元。

## 主要客戶及供應商

於回顧年度內，本集團五大客戶佔本年度銷售總額之52%，而其中最大客戶所佔銷售額為29%。最大及五大供應商分別佔本集團於本年度之採購總額之31%及45%。

據本公司董事所知，董事、彼等之聯繫人士或據董事所知擁有本公司5%以上已發行股本之任何股東，概無於本集團五大客戶及供應商中擁有任何實益權益。

## FIVE YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 156.

## CHARITABLE CONTRIBUTIONS

During the year, the Group made charitable contributions totaling HK\$166,000.

## MAJOR CUSTOMERS AND SUPPLIERS

In the year under review, sales to the Group's five largest customers accounted for 52% of the total sales for the year and sales to the largest customer included therein amounted to 29%. The largest supplier and the five largest suppliers accounted for 31% and 45%, respectively, of the Group's total purchases for the year.

As far as the directors of the Company are aware, neither the directors, their respective associates nor any shareholders (which, to the best knowledge of the directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest customers and suppliers.

## 董事

本年度直至本報告日期本公司之董事成員如下：

### 執行董事：

陳聖澤

鄭小燕

陳慧琪

陳偉立

(於二零零六年十月二十日獲委任)

### 非執行董事：

朱偉國

梁海明\*

黃繼昌\*

余嘯天\*

\* 獨立非執行董事

依據本公司之公司章程細則第一百一十五(A)條及第一百一十五(D)條規定，鄭小燕女士、朱偉國先生及黃繼昌先生將於應屆股東週年大會上輪席退任，並符合資格可膺選連任。

三位獨立非執行董事已向本公司提交各自根據香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)第3.13條載列有關符合作為獨立非執行董事之規定提交之書面確認書。董事會認為三位獨立非執行董事均符合該等條件。

## DIRECTORS

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

### Executive directors:

Chan Sing Chuk, Charles

Cheng Siu Yin, Shirley

Chan Wai Kei, Vicki

Chan Wai Lap, Victor

(appointed on 20 October 2006)

### Non-executive directors:

Chu Wai Kok

Leung Hai Ming\*

Wong Kai Cheong\*

Yu Shiu Tin\*

\* Independent non-executive directors

In accordance with Article 115(A) and 115(D) of the Articles of Association, Ms. Cheng Siu Yin, Shirley, Mr. Chu Wai Kok and Mr. Wong Kai Cheong shall retire from office by rotation and all of them are eligible for re-election at the annual general meeting.

Each of the three independent non-executive directors has submitted written confirmation in respect of the factors set out in Rule 3.13 of The Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") concerning his independence. The Board considers each of the three independent non-executive directors to be independent.



### 董事及高級管理人員之簡歷

本公司董事及本集團高級管理人員之簡歷載列於年報第十九頁至第二十一頁。

### 董事之服務合約

陳聖澤博士與本公司訂立無限期服務合約，可由任何一方方向另一方發出三個月書面通知而予以終止。

除上文所披露者外，將於應屆股東週年大會上獲提名重選之董事概無訂立不可由本公司於一年內終止而毋須作出賠償(法定賠償除外)之服務合約。

### 董事之合約權益

除財務報告附註四十一所披露者外，本年度任何時間內，本公司或其附屬公司並無任何董事直接或間接於任何對本集團業務屬重大之合約中擁有重大權益。

### 管理合約

年內並無簽訂或存有任何關於本集團之整體或任何主要部分業務之管理及行政管理之合約。

### DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the directors of the Company and the senior management of the Group are set out on pages 19 to 21 of the annual report.

### DIRECTORS' SERVICE CONTRACTS

Dr. Chan Sing Chuk, Charles has a service contract with the Company for an indefinite period, which may be terminated by either party by giving three months' written notice.

Save as disclosed above, no director proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

### DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed in note 41 to the financial statements, no director had a material interest in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party at any time during the year.

### MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Group were entered into or in existence during the year.

**董事權益及股份、相關股份及債券之短倉**

於二零零七年六月三十日，根據證券及期貨條例（「證券及期貨條例」）第十五部第三百五十二條而存置之登記名冊內記錄，董事及彼等之聯繫人士在本公司或其相聯法團（證券及期貨條例第十五部所界定者）之權益及股份、相關股份及債券之短倉，或根據上市公司董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所之權益及股份、相關股份及債券之短倉如下：

**DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES**

As at 30 June 2007, the interests and short positions of the directors and their associates in the shares, underlying shares and debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO") as recorded in the register maintained by the Company under Section 352 of Part XV of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") were as set out below:

董事姓名	Name of director	本公司 每股面值0.10港元之普通股 Number of ordinary shares of HK\$0.10 each in the Company		佔本公司已發行 股本百分比 Percentage of the Company's issued share capital
		個人權益 Personal interest	公司權益 Corporate interest	
陳聖澤	Chan Sing Chuk, Charles	-	123,786,000 (附註) (Note)	44.24%
鄭小燕	Cheng Siu Yin, Shirley	-	123,786,000 (附註) (Note)	44.24%
朱偉國	Chu Wai Kok	8,000	-	-



### 董事權益及股份、相關股份及債券之短倉(續)

附註：此權益為一間公司，Tamar Investments Group Limited 所持有，該公司為陳聖澤博士太平紳士及鄭小燕女士所擁有。

除上文所披露者外，於結算日，概無董事或彼等之聯繫人士於本公司或其任何相聯法團根據證券及期貨條例第十五部第三百五十二條須載入該條所述登記冊之股份、相關股份及債券之短倉中擁有個人、家屬、公司或其他權益，或根據標準守則須通知本公司及聯交所之股份、相關股份及債券之短倉中擁有個人、家屬、公司或其他權益。

### 董事購買股份或債券之權利

董事或彼等之配偶或十八歲以下子女於年內任何時間概無獲授予權利以購買本公司或任何其他法人團體之股份或債券之形式而獲益或行使任何有關權利；而本公司或其任何附屬公司於年內任何時間亦無參與任何安排，致使董事或彼等之配偶或十八歲以下子女於任何其他法人團體中獲取該等權利。

### DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES (continued)

Note: Such interests are held by a company, Tamar Investments Group Limited, which is wholly owned by Dr. Chan Sing Chuk, Charles J.P. and Ms. Cheng Siu Yin, Shirley.

Except as disclosed above, at the balance sheet date, none of the directors or their respective associates had any personal, family, corporate or other interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations as recorded in the register required to be kept by the Company under Section 352 of Part XV of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

### DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate granted to any director or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the directors or their respective spouse or children under 18 years of age to acquire such rights in any other corporate.

### 主要股東

於二零零七年六月三十日，除陳聖澤博士及鄭小燕女士之權益載於上文「董事權益及股份、相關股份及債券之短倉」一節外，按證券及期貨條例第三百三十六條所記錄，概無其他人士已登記擁有本公司已發行股本5%或以上之權益。

### 關連交易

亦構成有關連人士交易之關連交易之詳情載於財務報告附註四十一(d)及四十一(e)。

### 足夠公眾持股量

根據本公司可公開獲得之資料及根據董事所知，於本報告日期，本公司全部已發行股本至少25%由公眾股東持有。

### SUBSTANTIAL SHAREHOLDERS

At 30 June 2007, no person, other than Dr. Chan Sing Chuk, Charles and Madam Cheng Siu Yin, Shirley, whose interests are set out in the section "Directors' interests and short positions in shares, underlying shares and debentures" above, had registered an interest in 5% or more of the issued share capital of the Company that was required to be recorded pursuant to Section 336 of the SFO.

### CONNECTED PARTY TRANSACTIONS

Details of the connected party transactions, which also constituted as related party transactions are set out in note 41(d) and 41(e) to the financial statements.

### SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the directors, at least 25% of the Company's total issued share capital was held by the public as at the date of this report.



## 審核委員會

本公司已根據最佳應用守則之規定成立審核委員會，以審閱並監察本集團之財政申報程序及內部監控。審核委員會已就本集團所採納之會計政策及基準、財政事宜及內部監控程序作出商討，並已審閱中期及全年財務報告。於本年報日期，審核委員會由本公司之三名獨立非執行董事及一名非執行董事組成。

## AUDIT COMMITTEE

The Company has an audit committee which was established in accordance with the requirements of the Code of Best Practice, for the purposes of reviewing and providing supervision over the financial reporting process and internal controls of the Group. The audit committee has discussed the Group's accounting policies and basis adopted, the financial and internal control process of the Group and has reviewed the interim and annual financial statements. As of the date of this report, the audit committee comprises the three independent non-executive directors and one non-executive director of the Company.



**核數師**

本公司核數師均富會計師行已告退，惟符合資格願接受續聘。

承董事會命

主席  
陳聖澤

香港，二零零七年十月二十四日

**AUDITORS**

The Company's auditors, Grant Thornton retire and, being eligible, offer themselves for re-appointment.

For and on behalf of the Board

**Chan Sing Chuk, Charles**  
*Chairman*

Hong Kong, 24 October 2007



Certified Public Accountants  
Member of Grant Thornton International

## Grant Thornton

### 均富會計師行

**恒和珠寶集團有限公司**  
(於香港註冊成立之有限公司)  
全體股東：

本會計師行已審核刊於第五十二頁至第一百五十四頁恒和珠寶集團有限公司(「本公司」)之綜合財務報告，此綜合財務報告包括於二零零七年六月三十日之綜合資產負債表及截至該日止年度的綜合損益表、綜合權益變動表和綜合現金流量表，以及主要會計政策概要及其他附註解釋。

#### 董事就財務報告須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及按照香港公司條例編製及真實而公平地列報該等財務報告。此責任包括設計、實施及維護與編製及真實而公平地列報財務報告相關的內部控制，以使財務報告不存在由於欺詐或錯誤而導致的重大錯誤陳述；選擇和應用適當的會計政策；及按情況下作出合理的會計估計。

**To the members of Continental Holdings Limited**  
(incorporated in Hong Kong with limited liability)

We have audited the consolidated financial statements of Continental Holdings Limited (the "Company") set out on pages 52 to 154, which comprise the consolidated and company balance sheets as at 30 June 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 FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation and the true and fair presentation of these financial statements in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and 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 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.

### 核數師的責任

本會計師行的責任是根據我們的審核對該等財務報告作出意見，並按照香港公司條例第141條僅向整體股東報告，除此之外本報告別無其他目的。本核數師不會就本報告的內容向任何其他人士負上或承擔任何責任。

本會計師行已根據香港會計師公會頒佈的香港核數準則進行審核。這些準則要求我們遵守道德規範，並規劃及執行審核，以合理確定此等財務報告是否不存有任何重大錯誤陳述。

審核涉及執程序以獲取有關財務報告所載金額及披露資料的審核憑證。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致財務報告存有重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該公司編製及公平地列報財務報告相關的內部控制，以設計適當的審核程序，但並非為對公司的內部控制的效能發表意見。審核亦包括評價董事所採用的會計政策的合適性及所作出的會計估計的合理性，以及評價財務報告的整體列報方式。

本會計師行相信，我們所獲得的審核憑證是充足和適當地為我們的審核意見提供基礎。

### AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with section 141 of the Hong Kong Companies Ordinance, 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 financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation and true and fair presentation of the 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 financial statements.

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



## 意見

我們認為，綜合財務報告已根據香港財務報告準則真實而公平地反映貴公司及貴集團於二零零七年六月三十日的財務狀況及貴集團截至該日止年度的溢利及現金流量；並已按照香港公司條例妥為編製。

均富會計師行  
執業會計師  
香港  
皇后大道中 15 號  
置地廣場  
告羅士打大廈 13 樓

香港，二零零七年十月二十四日

## OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 30 June 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 Hong Kong Companies Ordinance.

**Grant Thornton**  
Certified Public Accountants  
13th Floor, Gloucester Tower  
The Landmark  
15 Queen's Road Central  
Hong Kong

Hong Kong, 24 October 2007

## Consolidated Income Statement ■ 綜合收益表

For the year ended 30 June 2007  
截至二零零七年六月三十日止年度

		附註 Notes	2007 千港元 HK\$'000	2006 千港元 HK\$'000
收益	Revenue	7	1,632,180	1,711,670
銷售成本	Cost of sales		(1,474,303)	(1,557,540)
毛利	Gross profit		157,877	154,130
銷售及分銷成本	Selling and distribution costs		(28,397)	(23,939)
行政費用	Administrative expenses		(61,884)	(52,055)
其他經營收入/(費用)	Other operating income/(expenses)		(8,695)	(6,029)
投資物業公平值之改變	Changes in fair value of investment properties		216,765	14,300
來自經營業務之溢利	Profit from operations		275,666	86,407
融資成本	Finance costs	8	(17,636)	(15,610)
應佔聯營公司業績	Share of results of associates		(550)	156
應佔共同控制實體業績	Share of results of jointly controlled entities		2,314	426
除所得稅前溢利	Profit before income tax	9	259,794	71,379
所得稅開支	Income tax expense	10	(52,898)	(16,324)
本年度溢利	Profit for the year		206,896	55,055
以下應佔：	Attributable to:			
本公司權益持有人	Equity holders of the Company	11	113,986	50,537
少數股東權益	Minority interests		92,910	4,518
本年度溢利	Profit for the year		206,896	55,055
股息	Dividends	12		
中期	Interim		2,798	2,798
擬派末期	Proposed final		5,596	8,394
			8,394	11,192
年內本公司權益 持有人應佔溢利 每股盈利	Earnings per share for profit attributable to the equity holders of the Company during the year	13		
— 基本	— Basic		HK41.0 cents 港仙	HK18.1 cents 港仙
— 攤薄	— Diluted		不適用 N/A	不適用 N/A

## Consolidated Balance Sheet ■ 綜合資產負債表

As at 30 June 2007  
於二零零七年六月三十日



			2007	2006
	附註		千港元	千港元
	Notes		HK\$'000	HK\$'000
<b>資產及負債</b>		<b>ASSETS AND LIABILITIES</b>		
<b>非流動資產</b>		<b>Non-current assets</b>		
物業、廠房及設備	16	Property, plant and equipment	49,009	54,680
租賃土地／土地使用權	17	Leasehold land/Land use rights	9,538	9,777
物業投資	18	Investment properties	775,955	467,800
於聯營公司之權益	20	Interests in associates	4,029	4,455
於共同控制實體之權益	21	Interests in jointly controlled entities	96,969	94,538
可供出售之金融資產	22	Available-for-sale financial assets	18,507	16,325
長期應收款項	23	Long term receivables	8,724	12,367
遞延稅項資產	33	Deferred tax assets	18,558	19,811
			<b>981,289</b>	679,753
<b>流動資產</b>		<b>Current assets</b>		
存貨	24	Inventories	347,351	335,047
貿易應收款項	25	Trade receivables	193,260	173,729
預付款項、按金及 其他應收款項		Prepayments, deposits and other receivables	30,029	33,966
長期應收款項之 即期部分	23	Current portion of long term receivables	3,643	3,643
以公平值計入損益 之金融資產	26	Financial assets at fair value through profit or loss	22,513	17,628
衍生金融工具	29	Derivative financial instruments	39	561
應收聯營公司款項	20	Due from associates	516	2,419
應收共同控制實體款項	21	Due from a jointly controlled entity	2,110	2,627
現金及銀行結餘	27	Cash and bank balances	102,281	116,408
			<b>701,742</b>	686,028
<b>流動負債</b>		<b>Current liabilities</b>		
貿易應付款項	28	Trade payables	(211,031)	(215,407)
其他應付款項及應計費用		Other payables and accruals	(43,167)	(44,436)
稅項撥備		Provision for tax	(35,762)	(33,514)
衍生金融工具	29	Derivative financial instruments	-	(312)
應付聯營公司款項	20	Due to associates	(607)	(672)
應付關連方款項	30	Due to a related party	(148,742)	-
應付共同控制實體款項	21	Due to jointly controlled entities	(39)	-
少數股東貸款	31	Loans from minority shareholders	-	(32,314)
銀行貸款及透支－有抵押	32	Bank loans and overdrafts, secured	(8,282)	(24,566)
			<b>(447,630)</b>	(351,221)
<b>流動資產淨值</b>		<b>Net current assets</b>	<b>254,112</b>	334,807

## Consolidated Balance Sheet ■ 綜合資產負債表

As at 30 June 2007  
於二零零七年六月三十日

		附註 Notes	2007 千港元 HK\$'000	2006 千港元 HK\$'000
總資產減流動負債	<b>Total assets less current liabilities</b>		<b>1,235,401</b>	1,014,560
非流動負債	<b>Non-current liabilities</b>			
少數股東貸款	Loans from minority shareholders	31	<b>(21,505)</b>	(1,125)
遞延稅項負債	Deferred tax liabilities	33	<b>(63,209)</b>	(20,409)
銀行貸款—有抵押	Bank loans, secured	32	<b>(350,497)</b>	(248,117)
			<b>(435,211)</b>	(269,651)
資產淨值	<b>Net assets</b>		<b>800,190</b>	744,909
權益	<b>EQUITY</b>			
本公司權益持有人 應佔權益	<b>Equity attributable to the Company's equity holders</b>			
已發行股本	Issued capital	34	<b>27,980</b>	27,980
儲備	Reserves	35	<b>765,406</b>	665,707
擬派末期股息	Proposed final dividend		<b>5,596</b>	8,394
			<b>798,982</b>	702,081
少數股東權益	<b>Minority interests</b>		<b>1,208</b>	42,828
總權益	<b>Total equity</b>		<b>800,190</b>	744,909
陳聖澤 董事	<b>Chan Sing Chuk, Charles</b> Director			
鄭小燕 董事	<b>Cheng Siu Yin, Shirley</b> Director			

## Balance Sheet ■ 資產負債表

As at 30 June 2007  
於二零零七年六月三十日



		附註 Notes	2007 千港元 HK\$'000	2006 千港元 HK\$'000
<b>資產及負債</b>	<b>ASSETS AND LIABILITIES</b>			
<b>非流動資產</b>	<b>Non-current assets</b>			
於附屬公司之權益	Interests in subsidiaries	19	557,029	543,536
於聯營公司之權益	Interests in associates	20	2	2
長期應收款項	Long term receivables	23	6,661	7,619
			<b>563,692</b>	551,157
<b>流動資產</b>	<b>Current assets</b>			
預付款項、按金及其他 應收款項	Prepayments, deposits and other receivables		73	73
長期應收款項之 即期部分	Current portion of long term receivables	23	958	958
應收附屬公司款項	Due from a subsidiary	19	52,300	54,494
應收聯營公司款項	Due from an associate	20	8	8
現金及銀行結餘	Cash and bank balances	27	85	86
			<b>53,424</b>	55,619
<b>流動負債</b>	<b>Current liabilities</b>			
其他應付款項及應計費用	Other payables and accruals		(491)	(382)
稅項撥備	Provision for tax		(2,433)	(2,409)
			<b>(2,924)</b>	(2,791)
<b>流動資產淨值</b>	<b>Net current assets</b>		<b>50,500</b>	52,828
<b>資產淨值</b>	<b>Net assets</b>		<b>614,192</b>	603,985
<b>權益</b>	<b>EQUITY</b>			
本公司權益持有人 應佔權益	<b>Equity attributable to Company's equity holders</b>			
已發行股本	Issued capital	34	27,980	27,980
儲備	Reserves	35	580,616	567,611
擬派末期股息	Proposed final dividend		5,596	8,394
<b>總權益</b>	<b>Total equity</b>		<b>614,192</b>	603,985
陳聖澤 董事	<b>Chan Sing Chuk, Charles</b> Director			
鄭小燕 董事	<b>Cheng Siu Yin, Shirley</b> Director			



## Consolidated Cash Flow Statement ■ 綜合現金流量表

For the year ended 30 June 2007  
截至二零零七年六月三十日止年度

	2007 千港元 HK\$'000	2006 千港元 HK\$'000
<b>經營業務現金流量</b>		
除所得稅前溢利	<b>259,794</b>	71,379
已就下列項目調整：	Adjustments for:	
融資成本	Finance costs <b>17,636</b>	15,610
應佔聯營公司業績	Share of results of associates <b>550</b>	(156)
應佔共同控制實體業績	Share of results of jointly controlled entities <b>(2,314)</b>	(426)
物業、廠房及設備折舊	Depreciation of property, plant and equipment <b>10,324</b>	9,766
租賃土地及土地使用權攤銷	Amortisation of leasehold land and land use rights <b>239</b>	239
壞賬撇銷	Bad debts written off <b>81</b>	873
應收聯營公司之款項攤銷	Amount due from an associate written off <b>620</b>	2,507
出售附屬公司收益	Gain on disposal of a subsidiary <b>-</b>	(13,036)
存貨撥備	Provision against inventories <b>2,497</b>	2,046
長期應收款項(撥回)/撥備	(Write back)/Provision for long term receivables <b>(363)</b>	22,341
法律及專業費用撥備	Provision for legal and professional fee <b>-</b>	5,023
貿易應收款項(撥回)/撥備	(Write back)/Provision for trade receivables <b>(5,088)</b>	2,131
其他應收款項撥備	Provision for other receivables <b>-</b>	534
物業、廠房及設備減值撥備	Provision for impairment of property, plant and equipment <b>2,629</b>	-
可供出售之金融資產減值虧損	Impairment loss on of available-for-sale financial assets <b>146</b>	1,194
於聯營公司投資淨額減值撥備	Provision for impairment on the net investments in an associate <b>-</b>	3,898
應收聯營公司款項減值撥備	Provision for impairment on an amount due from an associate <b>-</b>	1,599
應收共同控制實體款項減值撥備	Provision for impairment on an amount due from a jointly controlled entity <b>11,670</b>	-
出售物業、廠房及設備(收益)/虧損	(Gain)/Loss on disposal of property, plant and equipment <b>(104)</b>	29
投資物業公平值之改變	Changes in fair value of investment properties <b>(216,765)</b>	(14,300)
衍生金融工具公平值變動	Fair value changes on derivative financial instruments <b>210</b>	(249)
營運資金變動前之經營溢利	Operating profit before working capital changes <b>81,762</b>	111,002
存貨增加	Increase in inventories <b>(14,801)</b>	(1,205)
貿易應收款項增加	Increase in trade receivables <b>(13,097)</b>	(69,142)
預付款項、按金及其他應收款項減少/(增加)	Decrease/(Increase) in prepayments, deposits and other receivables <b>3,937</b>	(300)
以公平值計入損益之金融資產(增加)/減少	(Increase)/Decrease in financial assets at fair value through profit or loss <b>(4,885)</b>	11,959
聯營公司結餘之減少/(增加)	Decrease/(Increase) in balances with associates <b>1,218</b>	(1,373)
共同控制實體結餘之減少/(增加)	Decrease/(Increase) in balance with a jointly controlled entity <b>556</b>	(2,609)
貿易及其他應付款項及應計費用減少	Decrease in trade and other payables and accruals <b>(5,645)</b>	(25,266)

# Consolidated Cash Flow Statement ■ 綜合現金流量表

For the year ended 30 June 2007  
截至二零零七年六月三十日止年度



		2007 千港元 HK\$'000	2006 千港元 HK\$'000
經營產生之現金	Cash generated from operations	49,045	23,066
已付利息	Interest paid	(17,636)	(15,610)
自聯營公司收取之股息	Dividend received from associates	–	175
已付股息	Dividend paid	(11,192)	(8,394)
已付香港利得稅	Hong Kong profits tax paid	(6,630)	(8,639)
經營業務產生/(所用)現金淨額	Net cash generated from/(used in) operating activities	13,587	(9,402)
<b>投資活動現金流量</b>	<b>Cash flows from investing activities</b>		
收購物業、廠房及設備	Purchases of property, plant and equipment	(5,599)	(9,665)
收購一項投資物業	Purchase of an investment property	(78,190)	–
出售物業、廠房及設備所得款項	Proceeds from disposal of property, plant and equipment	432	10
收購少數股東權益	Acquisition of minority interests	(3,382)	–
收購附屬公司(扣除已購現金及現金等額)	Acquisition of subsidiary (net of cash and cash equivalents acquired)	(7,920)	–
出售可供出售金融資產所得款項	Proceeds from disposal of available-for-sale financial assets	–	2,100
出售附屬公司所得款項	Proceeds from disposal of a subsidiary	–	155,109
償還長期應收款項	Repayment of long term receivables	2,579	3,651
長期應收款項增加	Increase in long term receivables	–	(1,174)
於共同控制實體投資之增加	Increase in investment in a jointly controlled entity	(117)	(500)
增加貸款予共同控制實體	Increase in loan to a jointly controlled entity	(11,670)	(4,000)
投資活動產生/(所用)現金淨額	Net cash (used in)/generated from investing activities	(103,867)	145,531
<b>融資活動現金流量</b>	<b>Cash flows from financing activities</b>		
償還一名少數股東貸款	Repayment of loan from a minority shareholder	(23,500)	(18,893)
少數股東貸款	Loan from minority shareholders	15,100	460
新增銀行貸款	New bank loans	359,000	39,808
償還銀行貸款	Repayment of bank loans	(273,017)	(70,580)
融資活動產生/(所用)現金淨額	Net cash generated from/(used in) financing activities	77,583	(49,205)
現金及現金等額之(減少)/增加淨額	<b>Net (decrease)/increase in cash and cash equivalents</b>	(12,697)	86,924
年初之現金及現金等額	<b>Cash and cash equivalents at beginning of year</b>	116,408	29,861
外幣匯率變動之影響淨額	<b>Effect of foreign exchange rate changes, net</b>	(1,543)	(377)
年終之現金及現金等額	<b>Cash and cash equivalents at end of year</b>	102,168	116,408
<b>現金及現金等額之結餘分析</b>	<b>Analysis of balances of cash and cash equivalents</b>		
現金及銀行結餘	Cash and bank balances	66,858	63,297
短期定期存款	Short term time deposits	35,423	53,111
		102,281	116,408
銀行透支—有抵押	Bank overdrafts, secured	(113)	–
		102,168	116,408

# Consolidated Statement of Changes in Equity ■ 綜合權益變動表

For the year ended 30 June 2007  
截至二零零七年六月三十日止年度

		本公司權益持有人應佔權益								少數 股東權益	權益總計	
		Equity attributable to equity holders of the Company								Minority interest	Total Equity	
已發行 股本	股份 溢價賬	不可分派 儲備	其他儲備	匯兌波動 儲備	投資 重估儲備	保留溢利	擬派 末期股息	總計				
Issued capital	Share premium account	Non- distributable reserve	Other reserve	Exchange fluctuation reserve	Investment revaluation reserve	Retained profits	Proposed dividend	Total				
千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000		
於二零零五年七月一日之結餘：	Balance at 1 July 2005	27,980	158,373	273,606	-	745	-	193,042	5,596	659,342	38,310	697,652
折算海外附屬公司及 聯營公司財務報告 所產生之匯兌差額	Exchange differences on translation of the financial statements of foreign subsidiaries and associates	-	-	-	-	635	-	-	-	635	-	635
可供出售金融資產公平值 之改變	Change in fair value of available-for-sale financial assets	-	-	-	-	-	(39)	-	-	(39)	-	(39)
直接在權益中確認之 收入／(開支)淨額	Net income/(expenses) recognised directly in equity	-	-	-	-	635	(39)	-	-	596	-	596
本年度溢利	Profit for the year	-	-	-	-	-	-	50,537	-	50,537	4,518	55,055
年內已確認之收入及開支總額	<b>Total recognised income and expense for the year</b>	-	-	-	-	<b>635</b>	<b>(39)</b>	<b>50,537</b>	-	<b>51,133</b>	<b>4,518</b>	<b>55,651</b>
派付二零零五年末期股息	Payment of final 2005 dividend	-	-	-	-	-	-	-	(5,596)	(5,596)	-	(5,596)
二零零六年中期股息	Interim 2006 dividend	-	-	-	-	-	-	(2,798)	-	(2,798)	-	(2,798)
擬派二零零六年末期股息	Proposed final 2006 dividend	-	-	-	-	-	-	(8,394)	8,394	-	-	-
二零零六年六月三十日之結餘	<b>Balance at 30 June 2006</b>	<b>27,980</b>	<b>158,373*</b>	<b>273,606*</b>	<b>-</b>	<b>1,380*</b>	<b>(39)*</b>	<b>232,387*</b>	<b>8,394</b>	<b>702,081</b>	<b>42,828</b>	<b>744,909</b>

# Consolidated Statement of Changes in Equity ■ 綜合權益變動表

For the year ended 30 June 2007  
截至二零零七年六月三十日止年度



		本公司權益持有人應佔權益 Equity attributable to equity holders of the Company								少數 股東權益 Minority interest	權益總計 Total Equity	
		已發行 股本 Share Issued capital 千港元 HK\$'000	股份 溢價賬 Share premium account 千港元 HK\$'000	不可分派 儲備 Non- distributable reserve 千港元 HK\$'000	其他儲備 Other reserve 千港元 HK\$'000	匯兌波動 儲備 Exchange fluctuation reserve 千港元 HK\$'000	投資 重估儲備 Investment revaluation reserve 千港元 HK\$'000	保留溢利 Retained profits 千港元 HK\$'000	撥派 末期股息 Proposed dividend 千港元 HK\$'000	總計 Total 千港元 HK\$'000		
於二零零六年六月三十日及 二零零六年七月一日之結餘：	Balance at 30 June 2006 and 1 July 2006:	27,980	158,373	273,606	-	1,380	(39)	232,387	8,394	702,081	42,828	744,909
折算海外附屬公司及 聯營公司財務報告 所產生之匯兌差額	Exchange differences on translation of the financial statements of foreign subsidiaries and associates	-	-	-	-	558	-	-	-	558	-	558
可供出售金融資產公平值 之改變	Change in fair value of available-for-sale financial assets	-	-	-	-	-	2,328	-	-	2,328	-	2,328
直接在權益中確認之 收入淨額	Net income recognised directly in equity	-	-	-	-	558	2,328	-	-	2,886	-	2,886
本年度溢利	Profit for the year	-	-	-	-	-	-	113,986	-	113,986	92,910	206,896
年內已確認之收入及開支總額	<b>Total recognised income and expense for the year</b>	-	-	-	-	<b>558</b>	<b>2,328</b>	<b>113,986</b>	-	<b>116,872</b>	<b>92,910</b>	<b>209,782</b>
收購少數股東權益	Acquisition of minority interests	-	-	-	(8,779)	-	-	-	-	(8,779)	(134,530)	(143,309)
派付二零零六年末期股息	Payment of final 2006 dividend	-	-	-	-	-	-	-	(8,394)	(8,394)	-	(8,394)
二零零七年中期股息	Interim 2007 dividend	-	-	-	-	-	-	(2,798)	-	(2,798)	-	(2,798)
擬派二零零七年末期股息	Proposed final 2007 dividend	-	-	-	-	-	-	(5,596)	5,596	-	-	-
二零零七年六月三十日之結餘	<b>Balance at 30 June 2007</b>	<b>27,980</b>	<b>158,373*</b>	<b>273,606*</b>	<b>(8,779)*</b>	<b>1,938*</b>	<b>2,289*</b>	<b>337,979*</b>	<b>5,596</b>	<b>798,982</b>	<b>1,208</b>	<b>800,190</b>

\* 該等儲備賬包括綜合資產負債表中之綜合儲備 765,406,000 港元(二零零六年: 665,707,000 港元)。

\* These reserve accounts comprise the consolidated reserves of HK\$765,406,000 (2006: HK\$665,707,000) in the consolidated balance sheet.

## 一、公司資料

恒和珠寶集團有限公司(「本公司」)乃一間於香港成立並以香港為註冊地之有限公司，註冊辦事處地址為香港九龍紅磡鶴園街十一號凱旋工商中心第三期一樓M及N座。本公司股份在香港聯合交易所有限公司上市。

本公司及其附屬公司(「本集團」)主要從事以下業務：

- 設計、製造、推廣及買賣珠寶首飾及鑽石
- 物業投資
- 投資

載列於第五十二頁至第一百五十四頁之財務報告乃根據香港會計師公會(「香港會計師公會」)所頒佈之香港財務報告準則(「香港財務報告準則」)，該統稱包括所有適應個別香港財務報告準則、香港會計準則及詮釋及香港公司條例條文編製。財務報告亦包括香港聯合交易所有限公司證券上市規則(「上市規則」)之適用披露條文。

截至二零零七年六月三十日止年度之財務報告已經由董事會於二零零七年十月二十四日批核發行。

## 1. GENERAL INFORMATION

Continental Holdings Limited (the “Company”) is a limited company incorporated and domiciled in Hong Kong. The address of its registered office is Flats M & N, 1st Floor, Kaiser Estate, Phase III, 11 Hok Yuen Street, Hungghom, Kowloon, Hong Kong. The Company’s shares are listed on The Stock Exchange of Hong Kong Limited.

The Company and its subsidiaries (the “Group”) are principally engaged in the following activities:

- Design, manufacturing, marketing and trading of fine jewellery and diamonds
- Property investment
- Investment

The financial statements on pages 52 to 154 have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the requirements of the Hong Kong Companies Ordinance. The financial statements also include the applicable disclosure requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

The financial statements for the year ended 30 June 2007 were approved for issue by the board of directors on 24 October 2007.

## Notes to Financial Statements ■ 財務報告附註

For the year ended 30 June 2007  
截至二零零七年六月三十日止年度



## 二、採納新訂或經修訂香港財務報告準則

由二零零六年七月一日起，本集團已採納所有於二零零六年七月一日首次生效並與本集團有關之新訂及經修訂香港財務報告準則。採納該等香港財務報告準則導致本集團關於財務擔保合約之會計政策有所改變。此項會計政策之變動概無對現時及去年會計期間採納之賬目造成重大影響，除此之外，採納該等新訂及經修訂香港財務報告準則並無令本集團會計政策產生重大變動，惟引致額外披露事項。

本集團並無提早採納以下已頒佈但尚未生效之香港財務報告準則。本公司董事現正評估該等香港財務報告準則之影響，惟尚未能確定該等準則會否對本集團財務報告構成重大財務影響。

香港會計準則 第1號之修訂	[財務報告 之呈列]— 資本披露 <sup>1</sup>
香港會計準則 第23號(經修訂)	[借貸成本] <sup>5</sup>
香港財務報告準則 第7號	[財務工具： 披露] <sup>1</sup>
香港財務報告準則 第8號	[經營分部] <sup>5</sup>
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] <sup>2</sup>
香港(國際財務報告 詮釋委員會) —詮釋第11號	[集團及庫 存股份交 易] <sup>3</sup>
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] <sup>4</sup>

## 2. ADOPTION OF NEW OR AMENDED HKFRSs

From 1 July 2006, the Group has adopted the new and amended HKFRSs which are first effective on 1 July 2006 and relevant to the Group. The adoption of these HKFRSs has resulted in change in the Group's accounting policy on financial guarantee contracts. This change in accounting policy has had no material effect on the amounts reported for the current and prior accounting periods. Other than this, the adoption of these new and amended HKFRSs did not result in significant changes in the Group's accounting policies but gave rise to additional disclosures.

The Group has not early adopted the following HKFRSs that have been issued but are not yet effective. The directors of the Company are currently assessing the impact of these HKFRSs but are not yet in a position to state whether they would have material financial impact on the Group's financial statements.

Amendment to HKAS 1	"Presentation of Financial Statements" – Capital Disclosures <sup>1</sup>
HKAS 23 (Revised)	"Borrowing Costs" <sup>5</sup>
HKFRS 7	"Financial Instruments: Disclosures" <sup>1</sup>
HKFRS 8	"Operating Segments" <sup>5</sup>
HK(IFRIC) Interpretation 10	"Interim Financial Reporting and Impairment" <sup>2</sup>
HK(IFRIC) Interpretation 11	"Group and Treasury Share Transactions" <sup>3</sup>
HK(IFRIC) Interpretation 12	"Service Concession Arrangements" <sup>4</sup>

## Notes to Financial Statements ■ 財務報告附註

For the year ended 30 June 2007  
截至二零零七年六月三十日止年度

### 二、採納新訂或經修訂香港財務報告準則 (續)

香港(國際財務報告 詮釋委員會) — 詮釋第13號	[客戶忠誠 計劃] <sup>6</sup>
香港(國際財務報告 詮釋委員會) — 詮釋第14號	[對界定利益 資產之限 制、最低資 金規定及其 相互作用] <sup>4</sup>

- <sup>1</sup> 於二零零七年一月一日或之後開始之年度期間生效
- <sup>2</sup> 於二零零六年十一月一日或之後開始之年度期間生效
- <sup>3</sup> 於二零零七年三月一日或之後開始之年度期間生效
- <sup>4</sup> 於二零零八年一月一日或之後開始之年度期間生效
- <sup>5</sup> 於二零零九年一月一日或之後開始之年度期間生效
- <sup>6</sup> 於二零零八年七月一日或之後開始之年度期間生效

### 三、重要會計政策概要

#### 3.1 編製基準

編製此等財務報告所採用之重要會計政策概述如下。除另有指明外，該等財務報告於所有呈列年度內貫徹應用。

財務報告按歷史成本基準編製，惟投資物業及若干金融資產及負債外。計量基準已於下列會計政策內充分說明。

### 2. ADOPTION OF NEW OR AMENDED HKFRSs (continued)

HK(IFRIC) Interpretation 13	"Customer Loyalty Programmes" <sup>6</sup>
HK(IFRIC) Interpretation 14	"The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction" <sup>4</sup>

- <sup>1</sup> Effective for annual periods beginning on or after 1 January 2007
- <sup>2</sup> Effective for annual periods beginning on or after 1 November 2006
- <sup>3</sup> Effective for annual periods beginning on or after 1 March 2007
- <sup>4</sup> Effective for annual periods beginning on or after 1 January 2008
- <sup>5</sup> Effective for annual periods beginning on or after 1 January 2009
- <sup>6</sup> Effective for annual periods beginning on or after 1 July 2008

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### 3.1 Basis of preparation

The significant accounting policies that have been used in the preparation of these financial statements are summarised below. These policies have been consistently applied to all the years presented unless otherwise stated.

The financial statements have been prepared on the historical cost basis except for investment properties and certain financial assets and liabilities, which are stated at fair values. The measurement bases are fully described in the accounting policies below.

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### 三、重要會計政策概要(續)

#### 3.2 綜合基準

綜合財務報告包括本公司及其附屬公司截至每年六月三十日之財務報告。

#### 3.3 附屬公司

附屬公司為本集團有權控制其財務及營運政策的實體(包括特定用途的實體)，並藉此從其活動中獲取利益。在評估本集團是否控制另一實體時，會考慮目前可行使或可兌換之潛在投票權之存在及影響。附屬公司由其控制權轉移至本集團之日起全面綜合入賬，並由控制權終止之日起停止綜合入賬。

業務合併(不包括合併共同控制實體)採用收購法入賬。此情況涉及按公平值重估於收購日所有可識別資產及負債，包括該附屬公司之或然負債，而不論該等資產及負債於收購前是否記錄於該附屬公司之財務報告。於初步確認時，該附屬公司之資產及負債會按公平值計入綜合資產負債表，並將按照本集團之會計政策用作其後計量之基準。

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 3.2 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries made up to 30 June each year.

#### 3.3 Subsidiaries

Subsidiaries are entities (including special purpose entities) over which the Group has the power to control the financial and operating policies so as to obtain benefits from their activities. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are excluded from consolidation from the date that control ceases.

Business combinations (other than for combining entities under common control) are accounted for by applying the purchase method. This involves the revaluation at fair value of all identifiable assets and liabilities, including contingent liabilities of the subsidiary, at the acquisition date, regardless of whether or not they were recorded in the financial statements of the subsidiary prior to acquisition. On initial recognition, the assets and liabilities of the subsidiary are included in the consolidated balance sheet at their fair values, which are also used as the bases for subsequent measurement in accordance with the Group's accounting policies.



## 三、重要會計政策概要(續)

### 3.3 附屬公司(續)

集團內公司間之交易、結餘及交易之未變現收益會於編製綜合財務報告時予以對銷。除非該項交易有證據證明轉讓資產出現減值，否則未變現虧損亦予以對銷。

於本公司之資產負債表中，附屬公司按成本值減去減值虧損列賬。附屬公司之業績由本公司按於結算日已收及可收之股息基準列賬。

少數股東權益指並非由本集團擁有之股本權益及並非本集團金融負債之應佔一家附屬公司損益及資產淨值部分。

少數股東權益於綜合資產負債表之權益中呈列，並與本公司權益持有人應佔權益分開。少數股東權益應佔損益在綜合收益表中分開呈列為本集團業績之分配。倘若少數股東應佔虧損超過少數股東於附屬公司股本之權益而該少數股東須履行具有約束力的責任及有能力作出額外投資填補虧損，則超過的部分及少數股東所承擔之進一步虧損須於少數股東權益中扣除，否則虧損則在本集團權益中扣除。倘該附屬公司其後錄得溢利，該等分配至少數股東權益之溢利將分配至本集團先前承擔之少數股東權益應佔虧損已填補為止。

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 3.3 Subsidiaries (continued)

Intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

In the Company's balance sheet, subsidiaries are carried at cost less any impairment loss. The results of the subsidiaries are accounted for by the Company on the basis of dividends received and receivable at the balance sheet date.

Minority interest represents the portion of the profit or loss and net assets of a subsidiary attributable to equity interests that are not owned by the Group and are not the Group's financial liabilities.

Minority interests are presented in the consolidated balance sheet within equity, separately from the equity attributable to the equity holders of the Company. Profit or loss attributable to the minority interests are presented separately in the consolidated income statement as an allocation of the Group's results. Where losses applicable to the minority exceeds the minority interests in the subsidiary's equity, the excess and further losses applicable to the minority are allocated against the minority interest to the extent that the minority has a binding obligation and is able to make an additional investment to cover the losses. Otherwise, the losses are charged against the Group's interests. If the subsidiary subsequently reports profits, such profits are allocated to the minority interest only after the minority's share of losses previously absorbed by the Group has been recovered.

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### 三、重要會計政策概要(續)

#### 3.4 聯營公司

聯營公司指非附屬公司或合營投資項目惟本集團對其有重大影響力(一般擁有附帶20%至50%投票權之股權)之實體。於綜合財務報告中於聯營公司之投資初步按成本值確認，其後採用權益會計法入賬。按照權益會計法，本集團於聯營公司的權益按成本列賬，並就本集團應佔聯營公司的資產淨值減任何已識別減值虧損於收購後的變動作出調整，惟列為持作出售(或包括在列為持作出售的出售組別中)則除外。綜合收益表包括本集團年內應佔聯營公司的收購後及稅後業績，包括有關年內已確認於聯營公司的投資的任何商譽減值虧損。

當本集團分佔聯營公司虧損等於或超過其佔聯營公司之權益時，本集團不再確認進一步之虧損，除非本集團承擔法律或推定義務或須代該聯營公司支付款項。就此而言，本集團於聯營公司之權益為按照權益法計算之投資賬面值，連同實質上構成本集團於該聯營公司的投資淨額一部分之本集團長期權益。

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 3.4 Associates

Associates are those entities over which the Group is able to exert significant influence, generally accompanying a shareholding of between 20% and 50% of voting rights but which are neither subsidiaries nor investment in a joint venture. In consolidated financial statements, investment in associates is initially recognised at cost and subsequently accounted for using the equity method. Under the equity method, the Group's interest in the associate is carried at cost and adjusted for the post-acquisition changes in the Group's share of the associate's net assets less any identified impairment loss, unless it is classified as held for sale (or included in a disposal group that is classified as held for sale). The consolidated income statement includes the Group's share of the post-acquisition, post-tax results of the associate for the year, including any impairment loss on goodwill relating to the investment in associate recognised for the year.

When the Group's share of losses in an associate equals or exceeds its interest in the associate, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associate. For this purpose, the Group's interest in the associate is the carrying amount of the investment under the equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the associate.

## 三、重要會計政策概要(續)

### 3.4 聯營公司(續)

任何收購成本超逾本集團於收購日期確認聯營公司之已識別資產、負債及或然負債中所佔公平值淨額，均確認為商譽。收購成本按交易當日所給予之資產、所產生及承擔之負債，以及本集團已發行股本工具之公平值，另加投資直接應佔之任何成本計量。

商譽包括於投資在聯營公司的賬面金額內，並作為投資的一部分而一併評估是否出現減值。採用權益會計法後，本集團釐定是否須就本集團於聯營公司的投資確認額外減值虧損。於各結算日，本集團釐定是否出現任何客觀證據，證明於聯營公司之投資出現減值。如果發現有關跡象，本集團則以其聯營公司可收回金額(參見附註3.12)及其賬面值之差額計算減值額度。

本集團佔可識別資產、負債及或然負債之公平淨值高於收購成本之任何差額，在重新評估後，在收益表中即時確認，以釐定本集團佔聯營公司於所收購投資之溢利或虧損。

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 3.4 Associates (continued)

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 cost of 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, plus any costs directly attributable to the investment.

The goodwill is included within the carrying amount of the investment and is assessed for impairment as part of the investment. After the application of equity method, the Group determines whether it is necessary to recognise an additional impairment loss on the Group's investment in its associates. At each balance sheet date, the Group determines whether there is any objective evidence that the investment in associate is impaired. If such indications are identified, the Group calculates the amount of impairment as being the difference between the recoverable amount (see note 3.12) of the associate and its carrying amount.

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 the income statement in the determination of the Group's share of the associate's profit or loss in which the investment is acquired.

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### 三、重要會計政策概要(續)

#### 3.4 聯營公司(續)

本集團與其聯營公司間交易之未變現收益將會撇銷，惟以本集團所佔聯營公司權益為限。除非交易提供證據顯示所轉讓資產出現減值，否則亦會撇銷未變現虧損。倘聯營公司所用會計政策並非為本集團於同類情況下就類似交易及事件所採用者，則於本集團為應用權益會計法而使用聯營公司之財務報告時作出必要調整，以使該聯營公司的會計政策與本集團所用者一致。

於本公司的資產負債表中，於聯營公司的投資乃按成本減任何減值列賬。聯營公司之業績由本公司按已收及應收股息基準列賬。

#### 3.5 合營公司

合營企業乃一項合約安排，據此兩名或以上人士進行受到共同控制之經濟活動。共同控制乃按合約同意分享經濟活動之控制權，並只會於與該活動有關之策略財務及營運決定必須獲得合營各方一致同意時方會存在。

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 3.4 Associates (continued)

Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associates. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Where the associate uses accounting policies other than those of the Group for like transactions and events in similar circumstances, adjustments are made, where necessary, to conform the associate's accounting policies to those of the Group when the associate's financial statements are used by the Group in applying the equity method.

In the Company's balance sheet, investments in associates are stated at cost less any impairment. The results of associates are accounted for by the Company on the basis of dividends received and receivable.

#### 3.5 Joint ventures

A joint venture is a contractual arrangement whereby two or more parties undertake an economic activity that is subject to joint control. Joint control is the contractually agreed sharing of control over an economic activity, and exists only when the strategic financial and operating decisions relating to the activity require the unanimous consent of the venturers.

## 三、重要會計政策概要(續)

### 3.5 合營公司(續)

於綜合財務報告中於共同控制實體之投資初步按成本值確認，其後採用權益會計法入賬。按照權益會計法，本集團於共同控制實體的權益乃就本集團應佔共同控制實體的資產淨值於收購後的變動作出調整，惟列為持作出售(或包括在列為持作出售的出售組別中)則除外。綜合收益表包括本集團年內應佔共同控制實體的收購後及稅後業績，包括有關年內已確認於共同控制實體的投資的任何商譽減值虧損。

當本集團分佔共同控制實體虧損等於或超過其佔共同控制實體之權益時，本集團不再確認進一步之虧損，除非本集團承擔法律或推定義務或須代該共同控制實體支付款項。就此而言，本集團於共同控制實體之權益為按照權益法計算之投資賬面值，連同實質上構成本集團於該共同控制實體的投資淨額一部分之本集團長期權益。

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 3.5 Joint venture (continued)

In consolidated financial statements, investment in jointly controlled entities are initially recognised at cost and subsequently accounted for using the equity method. Under the equity method, the Group's interest in the jointly controlled entities are adjusted for the post-acquisition changes in the Group's share of the jointly controlled entity's net assets unless it is classified as held for sale (or included in a disposal group that is classified as held for sale). The consolidated income statement includes the Group's share of the post-acquisition, post-tax results of the jointly controlled entities for the year, including any impairment loss on goodwill relating to the investment in jointly controlled entities recognised for the year.

When the Group's share of losses in a jointly controlled entity equals or exceeds its interest in the jointly controlled entity, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the jointly controlled entities. For this purpose, the Group's interest in the jointly controlled entities are the carrying amount of the investment under the equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the jointly controlled entities.

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### 三、重要會計政策概要(續)

#### 3.5 合營公司(續)

本集團與其共同控制實體進行交易之未變現收益，以本集團於有關共同控制實體所佔權益為限予以對銷。除非該交易證明已轉讓資產出現減值，否則未變現虧損亦予以對銷。倘共同控制實體所用會計政策並非為本集團於同類情況下就類似交易及事件所採用者，則於本集團為應用權益會計法而使用共同控制實體之財務報告時作出調整，以使該共同控制實體的會計政策與本集團所用者一致。

於本公司之資產負債表中，於共同控制實體之投資乃按成本減任何減值列賬。共同控制實體之業績由本公司按已收及應收股息基準列賬。

#### 3.6 外幣交易

財務報告以港元(「港元」)呈報，即本公司的功能貨幣。

各綜合實體的財務報告中，外幣交易初步按交易日有關功能貨幣之當時匯率換算為個別實體之功能貨幣入賬。於結算日，以外幣為計價單位之貨幣資產及負債按於結算日之匯率換算。因結算該等交易及於結算日重新換算的貨幣資產及負債而產生之外匯收益及虧損於收益表中確認。

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 3.5 Joint venture (continued)

Unrealised gains on transactions between the Group and its jointly controlled entities are eliminated to the extent of the Group's interest in the jointly controlled entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Where the jointly controlled entities use accounting policies other than those of the Group for like transactions and events in similar circumstances, adjustments are made to conform the jointly controlled entities' accounting policies to those of the Group when the jointly controlled entities' financial statements are used by the Group in applying the equity method.

In the Company's balance sheet, investment in jointly controlled entities are stated at cost less any impairment. The result of jointly controlled entities are accounted for by the Company on the basis of dividends received and receivable.

#### 3.6 Foreign currency translation

The financial statements are presented in Hong Kong Dollars ("HK\$"), which is also the functional currency of the Company.

In the individual financial statements of the consolidated entities, foreign currency transactions are translated into the functional currency of the individual entity using the exchange rates prevailing at the dates of the transactions. At balance sheet date, monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the balance sheet date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the balance sheet date retranslation of monetary assets and liabilities are recognised in the income statement.

## 三、重要會計政策概要(續)

### 3.6 外幣交易(續)

按公平值以外幣計量之非貨幣項目乃按釐定公平值當日的匯率再換算，並呈報為公平值盈虧之一部分。按歷史成本以外幣計量之非貨幣項目不可再換算。

於綜合財務報告內，外國業務所有以不同於本集團呈報貨幣呈報之個別財務報告，均已換算為港元。資產及負債均以結算日之收市匯率換算為港元。若匯率並無出現顯著波動，收入與開支則按交易日期現行匯率，或按申報期間之平均匯率換算為港元。該步驟產生之任何差額均已於權益內匯兌波動儲備獨立處理。

折算海外實體投資淨額所產生之其他匯兌差額列入股東權益賬內。當出售海外業務時，該等匯兌差額會於收益表內確認為出售收益或虧損之一部分。

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 3.6 Foreign currency translation (continued)

Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined and are reported as part of the fair value gain or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

In the consolidated financial statements, all individual financial statements of foreign operations, originally presented in a currency different from the Group's presentation currency, have been converted into HK\$. Assets and liabilities have been translated into HK\$ at the closing rates at the balance sheet date. Income and expenses have been converted into HK\$ at the exchange rates ruling at the transaction dates, or at the average rates over the reporting period provided that the exchange rates do not fluctuate significantly. Any differences arising from this procedure have been dealt with separately in the exchange fluctuation reserve in equity.

Other exchange differences arising from the translation of the net investment in foreign entities are taken to shareholders' equity. When a foreign operation is disposed of, such exchange differences are recognised in the income statement as part of the gain or loss on disposal.

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### 三、重要會計政策概要(續)

#### 3.7 收益確認

當本集團可能獲得有關經濟利益，並可按下列基準可靠計量有關收益及成本時，收益將予確認：

- (i) 貨物的銷售是於擁有權的重大風險及回報均轉讓予買家時，而集團已不能維持一般與擁有權有關的管理參與程度，亦不再對售出的貨物擁有有效的控制權；
- (ii) 租金收入乃於租賃年期內按時間比例基準計算；
- (iii) 利息收入按時間比例基準及實際利率法計算；及
- (iv) 股息收入乃於股東收取股息之權利獲得確定時予以確認。

#### 3.8 借貸成本

所有借貸成本於產生時支銷。

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 3.7 Revenue recognition

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue and costs, if applicable, can be measured reliably, on the following bases:

- (i) from the sale of goods, when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold;
- (ii) rental income, on a time proportion basis over the lease terms;
- (iii) interest income, on a time proportion basis using the effective interest method; and
- (iv) dividend income, when the shareholder's right to receive payment is established.

#### 3.8 Borrowing costs

All borrowing costs are expensed as incurred.



## 三、重要會計政策概要(續)

### 3.9 商譽

下文載列因收購附屬公司而產生之商譽之會計政策。因收購聯營公司投資之商譽之會計載於附註3.4。

商譽指業務合併成本超出本集團於被收購方可識別資產、負債及或然負債之公平淨值權益之部分。業務合併成本按於交換日期以所有之資產、所產生或承擔之負債及本集團所發行股本工具，加上業務合併或投資直接應佔任何成本之公平值總額計量。

商譽乃按成本減累計減值虧損入賬。商譽被分配至現金產生單位並每年進行減值測試(見附註3.12)。

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 3.9 Goodwill

Set out below are the accounting policies on goodwill arising on acquisition of a subsidiary. Accounting for goodwill arising on acquisition of investment in an associate is set out in note 3.4.

Goodwill represents the excess of the cost of a business combination over the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities. The cost of the business combination 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, plus any costs directly attributable to the business combination or investment.

Goodwill is stated at cost less accumulated impairment losses. Goodwill is allocated to cash-generating units and is tested annually for impairment (see note 3.12).

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### 三、重要會計政策概要 (續)

#### 3.9 商譽 (續)

本集團於被收購人可識別資產、負債及或然負債公平淨值超過業務合併成本之任何部分應立即於損益中確認。

其後出售之附屬公司時，釐定出售之收益或虧損額應包括已資本化商譽之應佔金額。

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 3.9 Goodwill (continued)

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

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

## 三、重要會計政策概要(續)

### 3.10 物業、廠房及設備

物業、廠房及設備乃按成本值減累計折舊及任何減值虧損列賬。資產之成本值包括其購買價及將其運至運作狀況及運至工作地點作其擬定用途而產生之任何直接應佔成本。物業、廠房及設備開始運作後產生之支出，例如維修及保養，一般於該等支出產生期間之收益表中扣除。與資產有關的後續成本，只有當其產生的未來經濟利益很可能流入本集團並且該成本可以可靠地計量時，才能將其計入資產的賬面價值或作為單獨的一項資產進行確認(如適當)。所有其他成本，如維修及保養，均在發生時計入當期收益表。

折舊按資產之估計可使用年期以直線法撇銷其成本計算。所用主要年率如下：

工廠大廈	租約期限或 25年估計可用 年限(以較短者為準)
商業大廈	租約期限或 33年估計可用 年限(以較短者為準)
租賃物業裝修	租約期限或 4年估計可用 年限(以較短者為準)
廠房及機器	10%–33%
傢俬、裝置及設備	17%
汽車	25%

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 3.10 Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses. The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditure incurred after property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the income statement in the period in which it is incurred. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other costs, such as repair and maintenance are charged to the income statement during the financial period in which they are incurred.

Depreciation is calculated on the straight-line basis to write off the cost of each asset over its estimated useful life. The principal annual rates used for this purpose are as follows:

Factory buildings	Over the term of the leases or estimated useful lives of 25 years, whichever is shorter
Commercial buildings	Over the term of the leases or estimated useful lives of 33 years, whichever is shorter
Leasehold improvements	Over the term of the leases or estimated useful lives of 4 years, whichever is shorter
Plant and machinery	10%–33%
Furniture, fixtures and equipment	17%
Motor vehicles	25%

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### 三、重要會計政策概要(續)

#### 3.10 物業、廠房及設備(續)

資產之可使用年期於每個結算日予以審核，並視需要調整。

於收益表內確認之出售或廢棄資產之損益，為出售有關資產之所得收益淨額及賬面值之差額。

#### 3.11 投資物業

投資物業為根據租賃權益擁有或持有以賺取租金收入及／或待資本升值之土地及／或樓宇。當中包括現時仍未決定未來用途而持有之土地。

當本集團於經營租賃下持有物業權益以賺取租金收入及／或為資本升值時，該權益按逐項物業基準分類及列為投資物業。任何該等已分類為投資物業之該等物業權益乃猶如其為以融資租約持有而列賬。

於初步確認時，投資物業乃按成本(包括任何直接應佔之開支)計量。於初步確認後，投資物業按公平值列賬。公平值由對投資物業之地區及性質擁有足夠經驗之專業估值師釐定。於資產負債表確認之賬面值反映於結算日當日之現行市場狀況。

公平值變動或出售投資物業產生之收入或虧損均在發生時計入當期收益表。

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 3.10 Property, plant and equipment (continued)

The assets' useful lives are reviewed, and adjusted if appropriate, at each balance sheet date.

The gain or loss on disposal or retirement of an asset recognised in the income statement is the difference between the net sales proceeds and the carrying amount of the relevant asset.

#### 3.11 Investment property

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

When the Group holds a property interest under an operating lease to earn rental income and/or for capital appreciation, the interest is classified and accounted for as an investment property on a property-by-property basis. Any such property interest which has been classified as an investment property is accounted for as if it were held under a finance lease.

On initial recognition, investment property is measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment property is stated at fair value. Fair value is determined by external professional valuers, with sufficient experience with respect to both the location and the nature of the investment property. The carrying amounts recognised in the balance sheet reflect the prevailing market conditions at the balance sheet date.

Gains or losses arising from either changes in the fair value or the sale of an investment property is included in the income statement for the period in which they arise.

## 三、重要會計政策概要(續)

### 3.12 資產減值

收購附屬公司、物業、廠房及設備、租賃土地／土地使用權於附屬公司、聯營公司及共同控制實體之權益產生的商譽須進行減值測試。

無論是否有任何減值跡象，商譽至少每年進行一次減值測試。當出現跡象顯示可能不會收回資產之賬面值時，所有其他資產均需進行減值測試。

當資產之賬面值高於其可收回金額時，高出金額作為減值虧損被立即確認為開支。可收回金額為公平值(反映市場條件減去銷售成本)與使用價值中之較高者。於評估使用價值時，預期將來現金流使用除稅前折現率折現至其現值，以反應當前市場對金錢時間價值及該資產之特定風險之評估。

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 3.12 Impairment of assets

Goodwill arising on an acquisition of subsidiary, property, plant and equipment, leasehold land/land use rights, interests in subsidiaries, associates and jointly controlled entities are subject to impairment testing.

Goodwill are tested for impairment at least annually, irrespective of whether there is any indication that they are impaired. All other assets are tested for impairment whenever there are indications that the asset's carrying amount may not be recoverable.

An impairment loss is recognised as an expense immediately for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of fair value, reflecting market conditions less costs to sell, and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of time value of money and the risk specific to the asset.

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## 三、重要會計政策概要(續)

## 3.12 資產減值(續)

就評估減值而言，若資產未能產生基本上獨立於其他資產之現金流入，則以能獨立產生現金流入之最小資產類別(即現金產生單位)釐定可收回數額。因此，部分資產個別進行減值測試，部分則在現金產生單位層次進行測試。商譽被分配至預期可從相關業務合併之協同效應中獲益並代表本集團內為內部管理目的監控商譽之最低層次。

就已分配商譽之現金產生單位確認之減值虧損，首先計入商譽之賬面金額。除資產賬面值將不會調減至低於其個別公平值減銷售成本或使用價值(如可釐定)外，任何剩餘減值虧損按比例自該現金產生單位之其他資產扣除。

商譽之減值虧損不可於其後之期間撥回。倘用以釐定資產之可收回金額之估計已出現變動，其他資產之減值虧損予以撥回，惟資產之賬面值不得超過倘並無確認減值而釐定賬面值(經扣除折舊或攤銷)。

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

## 3.12 Impairment of assets (continued)

For the purposes of assessing impairment, where an asset does not generate cash inflows largely independent from those from other assets, the recoverable amount is determined for the smallest group of assets that generate cash inflows independently (i.e. a cash-generating unit). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level. Goodwill in particular is allocated to those cash-generating units that are expected to benefit from synergies of the related business combination and represent the lowest level within the Group at which the goodwill is monitored for internal management purpose.

Impairment losses recognised for cash-generating units, to which goodwill has been allocated, are credited initially to the carrying amount of goodwill. Any remaining impairment loss is charged pro rata to the other assets in the cash-generating unit, except that the carrying value of an asset will not be reduced below its individual fair value less cost to sell, or value in use, if determinable.

An impairment loss on goodwill is not reversed in subsequent periods. In respect of other assets, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the asset's recoverable amount and only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

## 三、重要會計政策概要(續)

### 3.13 租賃

倘本集團釐定一項安排(不論由一項交易或一系列交易組成)附有權利可於協定期間內使用一項資產或多項特定資產以換取一項或多項付款，則該項包含一項或多項交易之安排屬於或包含一項租約。該釐定乃根據對該安排之實質評估而作出，而不論該安排是否採取租約之法定格式。

- (i) 出租予本集團之資產之分類

本集團於租賃下持有並且所有權之絕大部分風險及回報已轉移至本集團之資產乃分類為根據融資租賃持有之資產。未轉讓絕大部分所有權風險及回報至本集團之租賃歸類為經營租賃。

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 3.13 Leases

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

- (i) Classification of assets leased to the Group

Assets that are held by the Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases.

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### 三、重要會計政策概要(續)

#### 3.13 租賃(續)

- (ii) 作為承租人之經營租賃費用

倘本集團擁有根據經營租賃持有之資產之使用權，則於租賃期內按直線法自收益表扣除，惟倘出現其他基準更能代表租賃資產產生之利益模式除外。所獲取租賃優惠在收益表中確認為租賃淨付款總額的組成部分。

- (iii) 作為出租人於經營租賃下出租之資產

於經營租賃下出租之資產根據資產屬性計量及呈列。磋商及安排經營租賃時產生之初步直接成本會加入租賃資產之賬面值，並按與租金收入相同基準於租約年期內確認為開支。

經營租賃之應收租金收入按租約年限涵蓋之期限以直線法於損益中確認，惟倘有其他基準更能代表使用租賃資產所產生之收入模式則除外。授出之租賃獎勵作為應收租賃付款淨額之一部分於損益中確認。或然租金於其賺取之會計期間確認為收益。

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 3.13 Leases (continued)

- (ii) Operating lease charges as the lessee

Where the Group has the right to use the assets held under operating leases, payments made under the leases are charged to the income statement on a straight-line basis over the lease terms except where an alternative basis is more representative of the pattern of benefits to be derived from the leased assets. Lease incentives received are recognised in the income statement as an integral part of the aggregate net lease payments made.

- (iii) Assets leased out under operating leases as the lessor

Assets leased out under operating leases are measured and presented according to the nature of the assets. 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 over the lease term on the same basis as the rental income.

Rental income receivable from operating leases is recognised in profit or loss on a straight-line basis over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable. Contingent rentals are recognised as income in the accounting period in which they are earned.



## 三、重要會計政策概要(續)

### 3.14 金融資產

本集團就除附屬公司、聯屬公司及共同控制實體之投資以外之金融資產之會計政策載於下文。

金融資產分為以下類別：

- 以公平值計入損益之金融資產
- 貸款及應收款項
- 可供出售金融資產

管理層釐定其金融資產分類之初步確認時乃根據金融資產被收購之目的，及倘允許及適合，會於每一報告日期重新評估該分類。

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 3.14 Financial assets

The Group's accounting policies for financial assets other than investments in subsidiaries, associates and jointly controlled entities are set out below.

Financial assets are classified into the following categories:

- financial assets at fair value through profit or loss
- loans and receivables
- available-for-sale financial assets

Management determines the classification of its financial assets at initial recognition depending on the purpose for which the financial assets were acquired and where allowed and appropriate, re-evaluates this designation at every reporting date.

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### 三、重要會計政策概要(續)

#### 3.14 金融資產(續)

所有金融資產僅於本集團成為工具合約條文之訂約方後，方可確認。日常購置之金融資產於交易日期確認。倘金融資產初步確認，彼等按公平值計量；倘投資並非以公平值計入損益，則加入直接應佔之交易成本計量。

倘收取投資產生之現金流量之權利屆滿或被轉讓，且擁有權絕大部分風險及報酬已經轉移，即終止確認金融資產。無論是否有客觀證據顯示金融資產已經減值，均於每個結算日評估減值。倘有任何減值證據存在，減值虧損按金融資產分類釐定及確認。

- (i) 以公平值計入損益之金融資產

以公平值計入損益之金融資產包括歸為持作買賣之金融資產，以於初步確認時指定為以公平值計入損益之金融資產。

倘若收購金融資產之主要目的是於短期內出售，則列為持作買賣。除非衍生工具(包括獨立之內含衍生工具)指定作為有效對沖工具或財務擔保合約，否則亦列為持作買賣。

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 3.14 Financial assets (continued)

All financial assets are recognised when, and only when, the Group becomes a party to the contractual provisions of the instrument. Regular way purchases of financial assets are recognised on trade date. When financial assets are recognised initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs.

Derecognition of financial assets occurs when the rights to receive cash flows from the investments expire or are transferred and substantially all of the risks and rewards of ownership have been transferred. At each balance sheet date, financial assets are reviewed to assess whether there is objective evidence of impairment. If any such evidence exists, impairment loss is determined and recognised based on the classification of the financial asset.

- (i) Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading and financial assets designated upon initial recognition as at fair value through profit or loss.

Financial assets are classified as held for trading if they are acquired for the purpose of selling in the near term. Derivatives, including separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments or financial guarantee contracts.

## 三、重要會計政策概要(續)

### 3.14 金融資產(續)

- (i) 以公平值計入損益之金融資產(續)

倘合約含有一項或以上內含衍生工具，則整份混合式合約可能會列為以公平值計入損益之金融資產，惟倘內含衍生工具不會令現金流量有重大變動或明確禁止獨立分離內含衍生工具則除外。

符合以下條件之金融資產將在初始確認時指定為以公平值計入損益之金融資產：

- 此分類將消除或明顯減少按不同基準衡量資產或確認其所產生之損益所導致之不一致處理；或

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 3.14 Financial assets (continued)

- (i) Financial assets at fair value through profit or loss (continued)

Where a contract contains one or more embedded derivatives, the entire hybrid contract may be designated as a financial asset at fair value through profit or loss, except where the embedded derivative does not significantly modify the cash flows or it is clear that separation of the embedded derivative is prohibited.

Financial assets may be designated at initial recognition as at fair value through profit or loss if the following criteria are met:

- the designation eliminates or significantly reduces the inconsistent treatment that would otherwise arise from measuring the assets or recognising gains or losses on them on a different basis; or

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### 三、重要會計政策概要(續)

#### 3.14 金融資產(續)

(i) 以公平值計入損益之金融資產(續)

- 根據明文訂立之風險管理策略，該等資產為一類受管理及其表現乃按公平值估值之金融資產組合其中一部分，而有關該類別金融資產之資料均按該基準向內部主要管理人員提供；或
- 有關金融資產包含需要分別記賬之內含衍生工具。

初步確認後，歸入此類之金融資產乃按公平值計量，而公平值變動於收益表內確認。

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 3.14 Financial assets (continued)

(i) Financial assets at fair value through profit or loss (continued)

- the assets are part of a group of financial assets which are managed and their performance evaluated on a fair value basis, in accordance with a documented risk management strategy and information about the group of financial assets is provided internally on that basis to the key management personnel; or
- the financial asset contains an embedded derivative that would need to be separately recorded.

Subsequent to initial recognition, the financial assets included in this category are measured at fair value with changes in fair value recognised in the income statement.

## 三、重要會計政策概要(續)

### 3.14 金融資產(續)

#### (ii) 貸款及應收款項

貸款及應收款項為具有固定或可確定付款，於活躍市場並無報價之非衍生金融資產。貸款及應收款項其後採用實際利率法按已攤銷成本減任何減值虧損計算。攤銷成本應計入任何收購折讓或溢價及包括屬於實際利率及交易成本組成部分之各項費用。

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 3.14 Financial assets (continued)

#### (ii) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables are subsequently measured at amortised cost using the effective interest method, less any impairment losses. Amortised cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction cost.

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### 三、重要會計政策概要(續)

#### 3.14 金融資產(續)

##### (iii) 可供出售金融資產

可供出售金融資產包括非衍生金融資產(被指定為該類別之金融資產或不能列入任何其他類別之金融資產)。所有列入此類別之金融資產其後按公平值計量。公平值之改變產生之收益或虧損，除減值虧損(見下文政策)以及外匯收益及虧損外，直接於權益確認，直至該金融資產撤銷確認之時止，屆時，之前已於權益確認之累計收益或虧損，將於損益賬確認。按實際利率法計算之利息於收益表確認。於出售時，之前已於權益中確認之累計收益或虧損轉至收益表。

就可供出售之於權益證券之投資而言，倘並無活躍市場之市價報價，及其公平值未能可靠計量，則於初步確認後之每個結算日按成本減任何已識別減值虧損計量。

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 3.14 Financial assets (continued)

##### (iii) Available-for-sale financial assets

Available-for-sale financial assets include non-derivative financial assets that are either designated to this category or do not qualify for inclusion in any of the other categories of financial assets. All financial assets within this category are subsequently measured at fair value. Gain or loss arising from a change in the fair value is recognised directly in equity, except for impairment losses (see the policy below) and foreign exchange gains and losses, until the financial asset is derecognised, at which time the cumulative gain or loss previously recognised in equity would be recognised in the income statement. Interest calculated using the effective interest method is recognised in the income statement. Upon disposal, the cumulative gain or loss previously recognised in equity is transferred to the income statement.

For available-for-sale investments in equity securities that do not have a quoted market price in an active market and whose fair value cannot be reliably measured, they are measured at cost less any identified impairment losses at each balance sheet date subsequent to initial recognition.

## 三、重要會計政策概要(續)

### 3.14 金融資產(續)

#### 金融資產之減值

於各結算日，非以公平值計入損益之金融資產將予以審閱，以釐定有無任何客觀之減值證據。若有任何該等證據存在，則按以下方式計量及確認減值虧損：

- (i) 按已攤銷成本列值之金融資產

倘有客觀證據表明貸款及應收款項出現減值，則虧損金額按資產之賬面值與估計未來現金流量(不包括未產生之未來信貸虧損)按金融資產之原實際利率(初步確認時計算之實際利率)貼現之現值兩者間差額計量。虧損金額於減值出現期間之損益賬中確認。

倘若其後減值虧損金額減少，而有關減幅可客觀地與確認減值後發生之事件聯繫，則撥回過往確認之減值虧損，惟不得導致金融資產於撥回減值當日之賬面值超過如無確認減值之原有攤銷成本。撥回金額於撥回發生期間在收益表中確認。

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 3.14 Financial assets (continued)

#### Impairment of financial assets

At each balance sheet date, financial assets other than at fair value through profit or loss are reviewed to determine whether there is any objective evidence of impairment. If any such evidence exists, the impairment loss is measured and recognised as follows:

- (i) Financial assets carried at amortised cost

If there is objective evidence that an impairment loss on loans and receivables has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). The amount of the loss is recognised in the income statement in the period in which the impairment occurs.

If, in subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed to the extent that it does not result in a carrying amount of the financial asset exceeding what the amortised cost would have been had the impairment not been recognised at the date the impairment is reversed. The amount of the reversal is recognised in the income statement in the period in which the reversal occurs.

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### 三、重要會計政策概要(續)

#### 3.14 金融資產(續)

##### 金融資產之減值(續)

##### (ii) 可供出售金融資產

當已於權益內直接確認可供出售金融資產公平值減少及有客觀證據表明資產出現減值時，則金額自權益移除，並於收益表中確認為減值虧損。該金額按該資產之收購成本(扣除任何本金償還及攤銷)與現行公平值之差額，減該資產先前已於收益表確認之任何減值虧損計量。

就歸類為可供出售之股本工具投資之撥回，並不在收益表中確認。日後之公平值增加將直接在權益中確認。若日後之公平值增加能夠與減值虧損確認後發生之事件客觀相聯，則債務證券之減值虧損將予撥回。在該等情況下，減值虧損之撥回於收益表中確認。

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 3.14 Financial assets (continued)

##### Impairment of financial assets (continued)

##### (ii) Available-for-sale financial assets

When a decline in the fair value of an available-for-sale financial asset has been recognised directly in equity and there is objective evidence that the asset is impaired, an amount is removed from equity and recognised in the income statement as impairment loss. That amount is measured as the difference between the asset's acquisition cost (net of any principal repayment and amortisation) and current fair value, less any impairment loss on that asset previously recognised in the income statement.

Reversals in respect of investment in equity instruments classified as available-for-sale are not recognised in the income statement. The subsequent increase in fair value is recognised directly in equity. Impairment losses in respect of debt securities are reversed if the subsequent increase in fair value can be objectively related to an event occurring after the impairment loss was recognised. Reversal of impairment losses in such circumstances are recognised in the income statement.



## 三、重要會計政策概要(續)

### 3.14 金融資產(續)

#### 金融資產之減值(續)

- (iii) 以成本列值之金融資產

減值虧損金額乃以金融資產之賬面值與同類金融資產之估計日後現金流按現時市場回報率貼現之現值的差額計算。該等減值虧損並無於其後期間撥回。

### 3.15 存貨

存貨乃以成本值及可變現淨值之較低者列賬。成本值乃按加權平均基準釐定，而半製成品及製成品之成本值則包括直接材料、直接勞工及按比例分配之製造費用。可變現淨值乃根據估計售價減任何達致完成產品及出售而產生之其他成本計算。

### 3.16 所得稅會計

所得稅由即期稅項及遞延稅項構成。

本期所得稅資產及／或負債包括本期或以往報告期應向稅務當局繳納稅金之責任或來自稅務當局申索（且於結算日尚未支付），乃根據年內應課稅溢利，按有關財政期間之適用稅率及稅法計算。流動稅項資產或負債之變動均作為收益表中所得稅開支之一部分。

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 3.14 Financial assets (continued)

#### Impairment of financial assets (continued)

- (iii) Financial assets carried at cost

The amount of impairment loss is measured as the difference between the carrying amount of the financial asset and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment losses are not reversed in subsequent periods.

### 3.15 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on the estimated selling prices less any estimated costs to be incurred to completion and disposal.

### 3.16 Accounting for income taxes

Income tax comprises current tax and deferred tax.

Current income tax assets and/or liabilities comprise those obligations to, or claims from, fiscal authorities relating to the current or prior reporting period, that are unpaid at the balance sheet date. They are calculated according to the tax rates and tax laws applicable to the fiscal periods to which they relate, based on the taxable profit for the year. All changes to current tax assets or liabilities are recognised as a component of income tax expense in the income statement.

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### 三、重要會計政策概要(續)

#### 3.16 所得稅會計(續)

遞延稅項乃按於結算日資產及負債於財務報告之賬面值與其各自之稅基之暫時差異以負債法計算。遞延稅項負債一般就所有應課稅暫時差異確認。倘可能有可供動用之應課稅溢利可供可扣減暫時差額、未動用之稅項虧損及未動用之稅項抵免動用，則就所有可扣減暫時差額、可結轉之稅項虧損及其他未動用之稅項抵免確認遞延稅項資產。

倘商譽或初步確認(業務合併除外)交易中之資產負債產生之暫時性差異對應課稅或會計損益無影響，則不確認遞延稅項資產及負債。

遞延稅項負債按於附屬公司、聯營公司及合營公司之投資所引致之應課稅臨時性差異而予以確認，惟本集團可控制撥回之臨時性差異及不太可能於可見將來撥回之臨時性差異則除外。

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 3.16 Accounting for income taxes (continued)

Deferred tax is calculated using the liability method on temporary differences at the balance sheet date between the carrying amounts of assets and liabilities in the financial statements and their respective tax bases. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, tax losses available to be carried forward as well as other unused tax credits, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised.

Deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither taxable nor accounting profit or loss.

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

## 三、重要會計政策概要(續)

### 3.16 所得稅會計(續)

遞延稅項乃不作貼現，按預期於結清負債或變現資產之期間之稅率計算，惟該等稅率於結算日須為已實施或大部分實施。

遞延稅項資產或負債之變動於收益表確認，或倘其與直接於權益支銷或計入之項目有關，則於權益中確認。

### 3.17 現金及現金等額

現金及現金等額包括銀行現金及手頭現金、銀行通知存款，以及短期而易於套現之投資，而該等投資並無重大匯兌風險，可無須通知而兌換成可知數額之現金，且於購入時之到期期限一般不超過三個月。就現金流量表呈報而言，現金及現金等額包括須於通知時償還及為本集團現金管理主要部分之銀行透支。

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 3.16 Accounting for income taxes (continued)

Deferred tax is calculated, without discounting, at tax rates that are expected to apply in the period the liability is settled or the asset realised, provided they are enacted or substantively enacted at the balance sheet date.

Changes in deferred tax assets or liabilities are recognised in the income statement, or in equity if they relate to items that are charged or credited directly to equity.

### 3.17 Cash and cash equivalents

Cash and cash equivalents include cash at bank and in hand, demand deposits with banks and short term highly liquid investments with original maturities of three months or less that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value. For the purpose of cash flow statement presentation, cash and cash equivalents include bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

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### 三、重要會計政策概要(續)

#### 3.18 股本及股份溢價

普通股歸類為權益。股本按已發行之股份面值釐定。

股份溢價包括發行股本所收取之任何溢價。任何與發行股份相關之交易成本從股份溢價扣除(扣除任何相關所得稅收益)，惟以股本交易直接應佔增加成本為限。

#### 3.19 僱員福利

##### 退休計劃

本集團已根據強制性公積金計劃條例，為該等合資格參與強制性公積金退休福利計劃(「強積金計劃」)之僱員設立界定供款強積金計劃。有關供款乃根據僱員有關收入之百分比計算，並根據強積金計劃之規則在應付該等供款時在收益表中扣除。強積金計劃之資產乃由獨立管理基金持有，與本集團之該等資產分開持有。本集團之僱主供款乃於僱主向強積金計劃作出供款時全數撥歸僱員所有。

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 3.18 Share capital and share premium

Ordinary shares are classified as equity. Share capital is determined using the nominal value of shares that have been issued.

Share premium includes any premiums received on the issue of share capital. Any transaction costs associated with the issuing of shares are deducted from share premium (net of any related income tax benefit) to the extent they are incremental costs directly attributable to the equity transaction.

#### 3.19 Employee benefits

##### Pension scheme

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance, for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' relevant income and are charged to the income statement as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

## 三、重要會計政策概要(續)

### 3.19 僱員福利(續)

#### 退休計劃(續)

於強積金計劃生效前，本集團已為該等合資格之僱員設立界定供款退休金計劃(「前計劃」)。除僱員於本集團之僱主作出全數供款前終止參與前計劃，以致本集團應付之餘下供款可扣減已沒收僱主供款之有關金額外，此項前計劃乃以類似強積金計劃之方式運作。

於中華人民共和國(「中國」)(香港及澳門除外)之附屬公司僱員必須參與由當地市政府設立之一項退休福利計劃(「退休福利計劃」)。該等附屬公司就其支付薪金總額之若干百分比向退休福利計劃作出供款作為僱員福利之基金。本集團僅須根據退休福利計劃向該計劃作出所須供款。退休福利計劃之供款乃於本集團根據退休福利計劃之規則應付時於收益表內扣除。

#### 短期僱員福利

短期僱員福利於應計予僱員時確認，並就僱員於截至結算日止提供服務而產生之年假之估計負債作出撥備。

非累計補假於支取時方予確認。

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 3.19 Employee benefits (continued)

#### Pension scheme (continued)

Prior to the MPF Scheme becoming effective, the Group operated a defined contribution retirement benefits scheme (the "Prior Scheme") for those employees who were eligible to participate in this scheme. The Prior Scheme operated in a similar way to the MPF Scheme, except that when an employee left the Prior Scheme before his/her interest in the Group's employer contributions vested fully, the ongoing contributions payable by the Group were reduced by the relevant amount of the forfeited employer's contributions.

The employees of the subsidiaries which operate in the People's Republic of China except Hong Kong and Macau ("Mainland China") are required to participate in a retirement benefits scheme (the "RB Scheme") operated by the local municipal government. These subsidiaries are required to contribute a certain percentage of their payroll to the RB Scheme to fund the benefits. The only obligation of the Group with respect to the RB Scheme is to pay the ongoing required contributions under the RB Scheme. Contributions under the RB Scheme are charged to the income statement as they become payable in accordance with the rules of the RB Scheme.

#### Short-term employee benefits

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the balance sheet date.

Non-accumulating compensated absences are not recognised until the time of leave.

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## 三、重要會計政策概要(續)

## 3.20 金融負債

本集團之金融負債包括銀行貸款及透支、貿易及其他應付款項、少數股東貸款及衍生金融工具。該等金融負債被列入資產負債表「貿易應付款項」、「衍生金融工具」、「銀行貸款及透支，有抵押」、「應付聯營公司款項」、「應付關連人士款項」、「應付共同控制實體款項」、「少數股東貸款」及「其他應付款項及應計費用」等項下。

金融負債乃於本集團參與訂立工具之合約協議時確認。所有利息相關開支乃於收益表確認為開支。

金融負債於負債項下之責任獲解除、取消或屆滿時不再確認。

當現有金融負債由同一貸款方另一項條款顯著不同之金融負債取代，或現有負債條款經大幅修訂，有關更換或修訂被視為取消確認原有負債及確認新負債，各自賬面值之差額於收益表確認。

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

## 3.20 Financial liabilities

The Group's financial liabilities include bank loans and overdrafts, trade and other payables, balances with associates, jointly controlled entities and a related party, loans from minority shareholders and derivative financial instruments. They are included in balance sheet line items as "Trade payables", "Derivative financial instruments", "Bank loans and overdrafts, secured", "Due to associates", "Due to a related party", "Due to jointly controlled entities", "Loans from minority shareholders" and "Other payables and accruals".

Financial liabilities are recognised when the Group becomes a party to the contractual agreements of the instrument. All interest related charges are recognised as an expense in the income statement.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amount is recognised in the income statement.

## 三、重要會計政策概要(續)

### 3.20 金融負債(續)

#### (a) 借貸

借貸初步按公平值扣除交易成本確認。其後借貸按攤銷成本列賬，所得款項(扣除交易成本)與贖回價值間之任何差額於借貸期內使用實際利率法於收益表內確認。

借貸歸類為流動負債，除非本集團擁有無條件權利延遲至結算日至少十二個月後償債。

#### (b) 貿易應付款項

貿易應付款項初步以公平值確認，其後按實際利率法計算以攤銷成本值列賬。

#### (c) 衍生金融工具

列入負債之衍生金融工具初步以公平值計量，於初步確認後亦以公平值計量，而公平值變動則於收益表內確認。

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 3.20 Financial liabilities (continued)

#### (a) Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

#### (b) Trade payables

Trade payables are recognised initially at their fair value and subsequently measured at amortised cost, using the effective interest method.

#### (c) Derivative financial instruments

Derivative financial instruments under liabilities are recognised initially at fair value and measured at fair value subsequent to initial recognition with changes in fair value recognised in the income statement.

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### 三、重要會計政策概要(續)

#### 3.21 撥備、或然負債及或然資產

倘本集團因過往之事件負上現有法律或推定責任，且可能須動用經濟利益以履行責任並能作出可靠估計，則確認撥備。倘金錢時間值屬重大，則按預期履行有關承擔所需開支之現值撥備。

所有撥備於每一結算日檢討及調整，以反映當時之最佳估計。

如有關債務可能不會導致經濟利益流出，或未能可靠地估計金額，則有關債務會披露為或然負債，除非經濟利益流出之可能性很低。純粹視乎日後有否出現一個或多個並未能在集團完制的情況而可能產生之債務，亦披露為或然負債，除非經濟利益流出之可能性很低。

或然負債於購買價分配至業務合併時所收購資產及負債之過程中確認。該等負債初步於收購日期按公平值計量，其後按上文所述可資比較撥備確認金額及初步確認金額減任何累計攤銷(以適用者為準)之較高者計量。

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 3.21 Provisions, contingent liabilities and contingent assets

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

All provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

Contingent liabilities are recognised in the course of the allocation of purchase price to the assets and liabilities acquired in a business combination. They are initially measured at fair value at the date of acquisition and subsequently measured at the higher of the amount that would be recognised in a comparable provision as described above and the amount initially recognised less any accumulated amortisation, if appropriate.



## 三、重要會計政策概要(續)

### 3.22 財務擔保合約

財務擔保合約乃要求發行人(或擔保人)就特定債務人未能根據債項工具之條款於到期時付款而蒙受的損失，向持有人支付特定款項的合約。

財務擔保合約於香港會計準則第39號之範圍內列為金融負債。財務擔保合約首次確認時以其公平值加收購或發行財務擔保合約直接應佔之交易成本確認，惟該合約以公平值計入損益確認則除外。首次確認後，本集團以(i)根據香港會計準則第37號「撥備、或然負債及或然資產」釐定的金額；及(ii)首次確認的金額減(如適用)根據香港會計準則第18號「收益」確認的累計攤銷，兩者中以較高者計算財務擔保合約。

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 3.22 Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer (or guarantor) to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Financial guarantee contracts in the scope of HKAS 39 are accounted for as financial liabilities. A financial guarantee contract is recognised initially at its fair value plus transactions costs that are directly attributable to the acquisition or issue of the financial guarantee contract, except when such contract is recognised at fair value through profit or loss. Subsequent to initial recognition, the Group measures the financial guarantee contract at higher of: (i) the amount determined in accordance with HKAS 37 "Provisions, Contingent Liabilities and Contingent Assets"; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with HKAS 18 "Revenue".

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### 三、重要會計政策概要 (續)

#### 3.23 股息

董事建議派付之末期股息乃歸類為資產負債表內資本及儲備部分之保留溢利獨立分配項目，直至其獲股東於股東大會上批准為止。該等股息將於獲得股東批准及宣派後確認為負債。

基於本公司之組織章程大綱及組織章程細則授權董事宣派中期股息，故中期股息之建議及宣派乃同時進行。因此，中期股息將於建議及宣派後即時確認為負債。

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 3.23 Dividends

Final dividends proposed by the directors are classified as a separate allocation of retained profits within the capital and reserves section of the balance sheet, until they have been approved by the shareholders in a general meeting. When these dividends have been approved by the shareholders and declared, they are recognised as a liability.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

### 三、重要會計政策概要(續)

#### 3.24 分部呈報

根據本集團之內部財政呈報，本集團已釐定業務分部為主要呈報形式，而地區分部則為次要呈報形式。

就業務分部申報而言，未分配成本包括企業開支及未能按合理基礎分配至呈報分部之其他開支。分部資產主要包括租賃土地／土地使用權、投資物業、物業、廠房及設備、存貨、應收款項及經營現金。分部負債包括經營負債及稅項及若干公司借款等獨立項目。

資本開支包括添置物業、廠房及設備，包括因購入附屬公司之收購而造成之增加。

就地區分部而言，收益乃根據客戶之所在地區而定，而總資產及資本開支根據該等資產之所在地區而定。

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 3.24 Segment reporting

In accordance with the Group's internal financial reporting, the Group has determined that business segments be presented as the primary reporting format and geographical segments as the secondary reporting format.

In respect of business segment reporting, unallocated costs include corporate expenses and other expenses that cannot be allocated on a reasonable basis to the reporting segments. Segment assets consist primarily leasehold land/land use rights, investment properties, property, plant and equipment, inventories, receivables and operating cash. Segment liabilities comprise operating liabilities and exclude items such as taxation and certain corporate borrowings.

Capital expenditure comprises additions to property, plant and equipment, including additions resulting from acquisitions through purchases of subsidiaries.

In respect of geographical segment reporting, revenue is based on the country in which the customer is located and total assets and capital expenditure are where the assets are located.

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### 三、重要會計政策概要 (續)

#### 3.25 關連人士

與本集團有關連之人士乃指：

- (i) 本集團直接或間接透過一個或多個中介人：
  - 控制該實體、被該實體控制或與該實體受到共同之控制；
  - 於一個實體擁有權益因而可對該實體施以重大影響力；
  - 於該實體有共同控制權；
- (ii) 該人士乃本集團之聯繫人士；
- (iii) 該人士乃本集團為合營方之合營公司；
- (iv) 該人士乃本集團或其母公司之主要管理人員；
- (v) 該人士乃上述(i)或(iv)中所述之家族或任何個人之關係密切成員；

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 3.25 Related parties

Parties are considered to be related to the Group if:

- (i) directly, or indirectly through one or more intermediaries, the Group:
  - controls, is controlled by, or is under common control with, the entity;
  - has an interest in the entity that gives it significant influence over the entity;
  - has joint control over the entity;
- (ii) the party is an associate of the Group;
- (iii) the party is a joint venture in which the Group is a venturer;
- (iv) the party is a member of the key management personnel of the Group or its parent;
- (v) the party is a close member of the family or any individual referred to in (i) or (iv);

## 三、重要會計政策概要(續)

### 3.25 關連人士(續)

- (vi) 該人士乃上述(iv)或(v)中所述任何個人直接或間接控制或共同控制，或對該實體有重大影響力或重大投票權之實體；或
- (vii) 該人士乃本集團為僱員而設或與集團有關連之任何實體為其僱員而設之離職後福利計劃。

## 四、關鍵會計估計及判斷

本集團會持續評估估計及判斷，並以過往之經驗及其他因素為依據，包括在該等情況下合理相信會發生之未來事件。

本集團就未來作出估計及假設，該等會計估計顧名思義，難免偏離實際的相關業績，以下所述為涉及相當風險的估計及假設，可導致須於下一個財政年度對資產與負債之賬面值作重大調整：

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 3.25 Related parties (continued)

- (vi) the party is an entity that is controlled, jointly controlled or significantly influenced by or for which significant voting power in such entity resides with, directly or indirectly, any individual referred to in (iv) or (v); or
- (vii) the party is a post-employment benefit plan for the benefit of employees of the Group, or of any entity that is a related party of the Group.

## 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

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### 四、關鍵會計估計及判斷 (續)

#### 投資物業公平值

本集團投資物業根據附註3.11所述會計政策按公平值入賬，而投資物業公平值由獨立專業估值師衡量釐定，載於財務報告附註十八。上述估值基於若干假設，而該等假設並不確定，可能與實際結果有重大差異。

在作出判斷時，已合理考慮到主要基於結算日市況作出的相關假設。上述估計須經常與實際市場數據及市場的實際交易比較。

### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS *(continued)*

#### Fair value of investment properties

The investment properties of the Group were stated at fair value in accordance with the accounting policy stated in note 3.11. The fair value of the investment properties are determined by an independent professional valuer, Chung, Chan & Associates, and the fair value of investment properties are set out in note 18 to the financial statements. Such valuations were based on certain assumptions, which are subject to uncertainty and might materially differ from the actual results.

In making the judgement, reasonable consideration has been given to the underlying assumptions that are mainly based on market conditions existing at the balance sheet date. These estimates are regularly compared to actual market data and actual transactions in the market.

### 四、關鍵會計估計及判斷 (續)

#### 對可供出售金融資產之減值虧損之估計

就可供出售金融資產而言，公平值顯著或持續低於成本被視為減值虧損之客觀證據。於釐定公平值下跌是否顯著及／或持續須運用判斷。於作出此判斷時，市場波動情況之過往數據及特定投資之價格均屬考慮之列。本集團亦考慮其他因素，例如行業及界別表現及有關發行人／接受投資公司之財務資料。

#### 應收賬款減值撥備

本集團之應收賬款撥備政策根據對可收回性及賬目之賬齡分析之評估以及管理層之判斷作出。對該等應收款項之最終變現之估計須作出大量判斷，包括每名客戶現時之信譽、抵押品保障及過往收款情況。倘本集團客戶（對其賬項已作減值撥備）之財務狀況已獲改善且未發現其還款能力受到損害，則須進行減值撥備撥回。

#### 估計即期稅項及遞延稅項

本集團在不同司法權轄區繳納稅項。釐定稅項撥備之金額及支付相關稅項之時間須作出重大判斷。一般業務過程中存在多項最終稅額釐定並不確定之交易及計算。該等事項之最終稅項結果不同於最初記錄之金額時，其差額將對作出該等釐定期間之所得稅及遞延稅項撥備產生影響。

### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

#### Estimation of impairment losses of available-for-sale financial assets

For available-for-sale financial assets, a significant or prolonged decline in fair value below cost is considered to be objective evidence of impairment. Judgement is required when determining whether a decline in fair value has been significant and/or prolonged. In making this judgement, the historical data on market volatility as well as the price of the specific investment are taken into account. The Group also takes into account other factors, such as industry and sector performance and financial information regarding the issuer/investee.

#### Provision for impairment of receivables

The policy for the provision for impairment of receivables of the Group is based on the evaluation of collectability and aging analysis of accounts and on management's judgment. A considerable amount of judgment is required in assessing the ultimate realisation of these receivables, including the current creditworthiness, the collateral security and the past collection history of each client. If the financial conditions of client of the Group, on whose account provision for impairment has been made, were improved and no impairment of their ability to make payments were noted, reversal of provision for impairment may be required.

#### Estimate of current tax and deferred tax

The Group is subjected to taxation in various jurisdictions. Significant judgement is required in determining the amount of the provision for taxation and the timing of payment of the related taxation. Where the final tax outcome is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the periods in which such determination are made.

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#### 四、關鍵會計估計及判斷 (續)

##### 估計即期稅項及遞延稅項(續)

於本年內直至本財務報告日期，香港稅務局(「稅務局」)正審核本公司若干附屬公司之稅務事宜。於考慮稅務局審核的最新發展，本公司董事認為本公司之稅項撥備呈列乃真實中肯。於二零零七年六月三十日，就前述稅務局審核而言，本集團已購入金額約為11,180,000港元之儲稅券。

於結算日後，本公司及一間附屬公司被香港稅務局選作實地審核對象。實地審核處於初步階段及於考慮香港稅務局迄今為止之實地審核發展，本公司董事認為對於本公司及本集團之稅務狀況應無任何重大影響。

##### 存貨撥備

於釐定陳舊及滯銷存貨之撥備金額時，本集團須評估存貨之賬齡分析並將存貨之賬面值與其各自可變現淨值作比較。於釐定有關撥備時須進行大量判斷。若影響存貨可變現淨值之條件惡化，即須作出額外撥備。

#### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

##### Estimate of current tax and deferred tax (continued)

During the year and up to the date of these financial statements, the Inland Revenue Department (“IRD”) of Hong Kong is in the process of reviewing the tax affairs of certain subsidiaries of the Company. After taking into account the development of the IRD’s review to date, the directors of the Company are of the opinion that the Group’s tax provision is fairly presented. As at 30 June 2007, in relation to the aforementioned IRD’s review, the Group has purchased a tax reserve certificate amounting to approximately HK\$11.18 million.

Subsequent to the balance sheet date, the Company and a subsidiary were selected for a field audit by the IRD. The field audit is at a preliminary stage and after taking into account the development of the IRD’s field audit to date, the directors of the Company are of the opinion that there should not be any material impact on the Company’s and the Group’s tax positions.

##### Provision for inventories

In determining the amount of allowance required for obsolete and slow-moving inventories, the Group would evaluate aging analysis of inventories and compare the carrying value of inventories to their respective net realisable value. A considerable amount of judgement is required in determining such allowance. If conditions which have impact on the net realisable value of inventories deteriorate, additional allowances may be required.



### 五、金融風險管理目標及政策

本集團面臨自其經營及投資業務產生之各種金融風險。本集團並無書面風險管理政策及指引。然而，董事會會定期召開會議，分析及制訂措施，以管理本集團承受之市場風險，包括利率變動及貨幣匯率變動。一般而言，本集團就其風險管理採納一套穩健策略。本集團所承受之市場風險持續處於最低水平。本集團並無使用任何衍生工具或其他工具作對沖用途。本集團並無發行衍生金融工具作買賣用途。

本集團並不積極從事以投機為目的之金融資產買賣，亦不沽出期權。本集團所面臨之最重要之金融風險說明如下：

#### (i) 外匯風險

外匯風險指因外幣匯率發生不利變動，以致於外國債務人之應收款項及於外國銀行之外幣存款損失。管理層密切管理並監察涉及外匯交易所產生之外匯風險以減少外匯風險。

### 5. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group is exposed to a variety of financial risks which results from both its operating and investing activities. The Group does not have written risk management policies and guidelines. However, the board of directors meets periodically to analyse and formulate strategies to manage the Group's exposure to market risks, including changes in interest rates and currency exchange rates. Generally, the Group utilises conservative strategies on its risk management. The Group's exposure to market risk is kept to minimum. The Group has not used any derivatives or other instruments for hedging purposes. The Group does not issue derivative financial instruments for trading purposes.

The Group does not actively engage in the trading of financial assets for speculative purposes nor does it write options. The most significant financial risks to which the Group is exposed to are described below.

#### (i) Foreign currency risk

Foreign exchange risk is the risk of loss due to adverse movements in foreign exchange rate relating to receivables from foreign debtors and foreign currency deposits with banks. To mitigate the foreign currency risk, the management work closely to manage and monitor the foreign exchange exposure arising from transactions involving foreign currencies.

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### 五、金融風險管理目標及政策 (續)

#### (ii) 信貸風險

一般情況下，金融資產面臨之最大信貸風險，乃該項金融資產於資產負債表呈列之賬面值（或於財務報告附註詳細分析）。因此，僅當最大潛在金融虧損與有關金融資產之賬面值顯著不同時，才披露信貸風險。

本集團之貿易及其他應收款項均受積極監察，以避免重大集中之信貸風險。

#### (iii) 現金流量及利率風險

現金流量及利率風險採用衍生金融工具（例如利率掉期）管理，以確保短期至中期流動性。本集團面臨之利率變動風險主要歸因於其浮息銀行貸款。以浮動利率借貸令本集團面臨現金流量利率風險。

#### (iv) 公平值

本集團金融資產及負債乃即時或短期到期，故其公平值與賬面值並無重大差異。非流動負債或應收款項之公平值並未披露，因其賬面值與公平值並無重大差異。

### 5. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### (ii) Credit risk

Generally, the maximum credit risk exposure of financial assets is the carrying amount of the financial assets as shown on the face of the balance sheet (or in the detailed analysis provided in the notes to the financial statements). Credit risk, therefore, is only disclosed in circumstances where the maximum potential loss differs significantly from the financial asset's carrying amount.

The Group's trade and other receivables are actively monitored to avoid significant concentrations of credit risk.

#### (iii) Cash flow and interest rate risk

Cash flow and interest rate risks are managed by means of derivative financial instruments, such as interest rate swaps, where necessary, to ensure short-to-medium term liquidity. The Group's exposure to changes in interest rates is mainly attributable to its bank borrowings with floating interest rates. Borrowings at variable rates expose the Group to cash flow interest rate risk.

#### (iv) Fair value

The fair value of the Group's current financial assets and liabilities are not materially different from their carrying amounts because of the immediate or short term maturity. The fair values of non-current liabilities and receivables were not disclosed because their carrying value is not materially different from their fair value.

## 五、金融風險管理目標及政策 (續)

### (iv) 公平值 (續)

由於公平值估計乃於某一特定時間點作出，及根據有關市場資料及金融工具之資料。此等估計乃屬主觀性質並涉及不確定性及重要判斷，因此無法精確釐定。假設之變化可嚴重影響有關估計。

## 六、分部資料

分部資料乃按兩種分部方式呈列：(i) 主要分部申報基準為按業務分類；及(ii) 次要分部申報基準為按地區分類。

本集團之經營業務乃按其業務性質及所提供之產品與服務而分開組成及管理。本集團各業務分部指提供產品與服務之策略性業務環節，其風險及回報與該等其他業務分部有別。有關業務分部之詳情概述如下：

- (a) 設計、製造、推廣及買賣珠寶首飾及鑽石；
- (b) 物業投資；及
- (c) 投資。

在釐定本集團之地區分部時，各分部應佔之收入乃按客戶所在地區而定，而各分部應佔之資產則按資產所在地點而定。

## 5. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

### (iv) Fair value (continued)

Fair value estimates are made at a specific point in time and based on relevant market information and information about the financial instrument. These estimates are subjective in nature and involve uncertainties and matters of significant judgement and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

## 6. SEGMENT INFORMATION

Segment information is presented by way of two segment formats: (i) on a primary segment reporting basis, by business segment; and (ii) on a secondary segment reporting basis, by geographical segment.

The Group's operating businesses are structured and managed separately, according to the nature of their operations and the products and services they provide. Each of the Group's business segments represents a strategic business unit that offers products and services which are subject to risks and returns that are different from those of other business segments. Summary details of the business segments are as follows:

- (a) Design, manufacturing, marketing and trading of fine jewellery and diamonds;
- (b) property investment; and
- (c) investment.

In determining the Group's geographical segments, revenues are attributed to the segments based on the location of the customers and assets are attributed to the segments based on the location of the assets.

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## 六、分部資料(續)

## (a) 業務分部

下表載列本集團業務分部之收入、溢利及若干資產、負債及開支資料。

## 6. SEGMENT INFORMATION (continued)

## (a) Business segment

The following tables present revenue, profit and certain asset, liability and expenditure information for the Group's business segments.

		物業投資		設計、製造、推廣及買賣 珠寶首飾及鑽石 Design, manufacturing, marketing and trading of jewellery and diamonds		投資		綜合	
		Property investment		jewellery and diamonds		Investment		Consolidated	
		2007	2006	2007	2006	2007	2006	2007	2006
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
分部收入：	Segment revenue:								
銷售予／收益 自外界人士	Sales to/revenue from external parties	31,883	31,082	1,594,786	1,675,455	5,511	5,133	1,632,180	1,711,670
分部業績	Segment results	241,425 *	35,435 *	34,558	46,658	2,146	6,377	278,129	88,470
未分配開支	Unallocated expenses							(2,463)	(2,063)
經營業務溢利	Profit from operations							275,666	86,407
融資成本	Finance costs							(17,636)	(15,610)
應佔聯營公司業績	Share of results of associates	-	-	(550)	156	-	-	(550)	156
應佔共同控制 實體業績	Share of results of jointly controlled entities	2,314	426	-	-	-	-	2,314	426
除所得稅前溢利	Profit before income tax							259,794	71,379
所得稅開支	Income tax expense							(52,898)	(16,324)
年內溢利	Profit for the year							206,896	55,055

\* 投資物業之公平值變動216,765,000港元(二零零六年:14,300,000港元)已於分部業績業務分部之「物業投資」內呈報。

\* The changes in fair value of investment properties of HK\$216,765,000 (2006: HK\$14,300,000) were included in the segment results of the business segment of "Property investment".

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### 六、分部資料(續)

#### (a) 業務分部(續)

### 6. SEGMENT INFORMATION (continued)

#### (a) Business segment (continued)

		物業投資		設計、製造、推廣及買賣 珠寶首飾及鑽石 Design, manufacturing, marketing and trading of jewellery and diamonds		投資		綜合	
		Property investment		Investment		Consolidated			
		2007	2006	2007	2006	2007	2006	2007	2006
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
分部資產	Segment assets	<b>778,287</b>	463,671	<b>640,983</b>	632,637	<b>41,851</b>	34,188	<b>1,461,121</b>	1,130,496
於聯營公司之權益	Interests in associates	-	-	<b>4,029</b>	4,455	-	-	<b>4,029</b>	4,455
於共同控制實體 之權益	Interests in jointly controlled entities	<b>96,969</b>	94,538	-	-	-	-	<b>96,969</b>	94,538
未分配資產	Unallocated assets							<b>120,912</b>	136,292
資產總額	Total assets							<b>1,683,031</b>	1,365,781
分部負債	Segment liabilities	<b>152,059</b>	19,610	<b>250,733</b>	240,551	<b>304</b>	284	<b>403,096</b>	260,445
銀行貸款及透支， 有抵押	Bank loans and overdrafts, secured							<b>358,779</b>	272,683
未分配負債	Unallocated liabilities							<b>120,966</b>	87,744
負債總額	Total liabilities							<b>882,841</b>	620,872
其他分部資料：	Other segment information:								
折舊	Depreciation	<b>112</b>	95	<b>10,156</b>	9,671	<b>56</b>	-	<b>10,324</b>	9,766
租賃土地／土地 使用權攤銷	Amortisation on leasehold land/land use rights	-	-	<b>239</b>	239	-	-	<b>239</b>	239
非現金開支	Non-cash expenses	-	-	<b>5,827</b>	34,333	<b>11,827</b>	1,194	<b>17,654</b>	35,527
資本開支	Capital expenditure	<b>78,190</b>	671	<b>5,242</b>	8,994	<b>357</b>	-	<b>83,789</b>	9,665

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## 六、分部資料(續)

## (b) 地區分部

下表載列本集團地區分部之收入、業績及若干資產與開支資料。

## 6. SEGMENT INFORMATION (continued)

## (b) Geographical segment

The following table presents revenue, results and certain asset and expenditure information for the Group's geographical segments.

	北美洲		歐洲		香港		其他地區		綜合	
	2007	2006	2007	2006	2007	2006	2007	2006	2007	2006
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
分部收入： Segment revenue:										
銷售予/收益 Sales to/revenue from										
自外界人士 external parties	<b>780,589</b>	760,293	<b>611,870</b>	629,679	<b>222,039</b>	273,779	<b>17,682</b>	47,919	<b>1,632,180</b>	1,711,670
其他分部資料： Other segment information:										
分部資產 Segment assets	<b>143,513</b>	125,335	<b>126,665</b>	93,917	<b>1,062,768</b>	883,378	<b>331,527</b>	243,340	<b>1,664,473</b>	1,345,970
未分配資產 Unallocated assets									<b>18,558</b>	19,811
資產總額 Total assets									<b>1,683,031</b>	1,365,781
資本開支 Capital expenditure	-	-	<b>92</b>	378	<b>79,904</b>	3,066	<b>3,793</b>	6,221	<b>83,789</b>	9,665

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### 七、收益

收益(即本集團之營業額)指經扣除退貨及貿易折扣後已售出貨品之發票淨額、租金收入毛額、利息收入及投資之股息收入。

本集團收益之分析如下：

### 7. REVENUE

Revenue, which is also the Group's turnover, represents the net invoiced value of goods sold, after allowances for returns and trade discounts, gross rental income, interest income and dividend income from investments.

An analysis of the Group's revenue is as follows:

		2007 千港元 <b>HK\$'000</b>	2006 千港元 <b>HK\$'000</b>
銷售貨品	Sale of goods	<b>1,594,786</b>	1,676,739
租金收入毛額	Gross rental income	<b>31,883</b>	31,082
利息收入	Interest income	<b>4,404</b>	3,262
投資之股息收入	Dividend income from investments	<b>1,107</b>	587
		<b>1,632,180</b>	1,711,670

### 八、融資成本

### 8. FINANCE COSTS

		本集團 2007 千港元 <b>Group HK\$'000</b>	2006 千港元 <b>HK\$'000</b>
須於五年內悉數償還之 銀行貸款及透支之 利息開支	Interest expense on bank loans and overdrafts wholly repayable within five years	<b>2,715</b>	2,540
須於五年後償還之銀行 貸款利息開支	Interest expense on bank loans repayable over five years	<b>14,921</b>	13,070
		<b>17,636</b>	15,610

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## 九、除所得稅前溢利

## 9. PROFIT BEFORE INCOME TAX

	2007 千港元 HK\$'000	2006 千港元 HK\$'000
本集團除所得稅前溢利經扣除 ／(計入)以下項目達致：		
已出售存貨成本	1,387,891	1,481,893
投資物業租金收入毛額	(31,883)	(31,082)
減：投資物業各項支出	1,986	1,866
投資物業之租金收入淨額	(29,897)	(29,216)
物業、廠房及設備折舊 (附註十六)	10,324	9,766
租賃土地及土地使用權攤銷 (附註十七)	239	239
根據經營租賃土地及 樓宇之最低租賃付款	6,683	4,187
核數師酬金	782	812
存貨撥備*	2,497	2,046
衍生金融工具公平值虧損 ／(收益)		
－遠期貨幣合約	(312)	312
－利率掉期合約	522	(561)
物業、廠房及設備減值撥備 (附註十六)**	2,629	–
外匯收益淨額	(5,690)	(1,570)
壞賬收回	–	(17,728)
出售一間附屬公司收益 (附註三十九)	–	(13,036)
應佔聯營公司所得稅開支	28	66
可供出售金融資產減值虧損	146	1,194
The Group's profit before income tax is arrived at after charging/(crediting):		
Cost of inventories sold	1,387,891	1,481,893
Gross rental income from investment properties	(31,883)	(31,082)
Less: Outgoings in respect of investment properties	1,986	1,866
Net rental income from investment properties	(29,897)	(29,216)
Depreciation of property, plant and equipment (note 16)	10,324	9,766
Amortisation of leasehold land and land use rights (note 17)	239	239
Minimum lease payments under operating leases on land and buildings	6,683	4,187
Auditors' remuneration	782	812
Provision against inventories*	2,497	2,046
Fair value losses/(gains) on derivative financial instruments		
– forward currency contracts	(312)	312
– interest rate swap contracts	522	(561)
Provision for impairment of property, plant and equipment (note 16)**	2,629	–
Net foreign exchange gains	(5,690)	(1,570)
Bad debts recovery	–	(17,728)
Gain on disposal of a subsidiary (note 39)	–	(13,036)
Share of income tax expense of associates	28	66
Impairment loss on available-for-sale financial assets	146	1,194



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### 九、除所得稅前溢利(續)

### 9. PROFIT BEFORE INCOME TAX (continued)

		2007 千港元 HK\$'000	2006 千港元 HK\$'000
長期應收款項(撥回)/撥備	(Write back)/Provision for long term receivables	<b>(363)</b>	22,341
於一間聯營公司投資淨額 之減值撥備	Provision for impairment on the net investments in an associate	-	3,898
應收一間聯營公司款項 減值撥備	Provision for impairment on an amount due from an associate	-	1,599
應收一間共同控制實體款項 減值撥備(附註二十一)	Provision for impairment on an amount due from a jointly controlled entity (note 21)	<b>11,670</b>	-
法律及專業費用撥備	Provision for legal and professional fee	-	5,023
出售物業、廠房及設備之 (收益)/虧損	(Gain)/Loss on disposal of property, plant and equipment	<b>(104)</b>	29
壞賬撇銷	Bad debts written off	<b>81</b>	873
應收一間聯營公司款項撇銷	Amount due from an associate written off	<b>620</b>	2,507
貿易應收款項(撥回)/撥備	(Write back)/Provision for trade receivables	<b>(5,088)</b>	2,131
其他應收款項撥備	Provision for other receivables	-	534

\* 本年度存貨撥備已列入綜合收益表之「銷售成本」內。

\* The provision against inventories for the year was included in "cost of sales" on the face of the consolidated income statement.

\*\* 物業、廠房及設備之減值撥備已列入綜合收益表之「其他經營費用」內。

\*\* The provision for impairment of property, plant and equipment was included in "Other operating expenses" on the face of the consolidated income statement.

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## 十、所得稅開支

香港利得稅乃以本年度於香港產生之估計應課稅溢利按稅率17.5% (二零零六年：17.5%) 計算。其他地區應課稅溢利之稅項按本集團營運之個別司法地區現時適用之稅率計算，並根據該等司法地區之現行法例、詮釋及慣例作出。

## 10. INCOME TAX EXPENSE

Hong Kong profits tax has been provided at the rate of 17.5% (2006: 17.5%) on the estimated assessable profits arising in Hong Kong during the year. Taxes on profits assessable elsewhere have been calculated at the applicable rates of tax prevailing in the jurisdictions in which the Group operates, based on existing legislation, interpretations and practices in respect thereof.

		Group	
		2007	2006
		千港元	千港元
		HK\$'000	HK\$'000
即期：	Current tax		
香港	Hong Kong	8,982	14,272
以往年度(超額撥備)/ 撥備不足	(Over)/Under provision in prior years	(137)	1,228
遞延稅項(附註三十三)	Deferred tax (note 33)	44,053	824
本年度繳交稅項總額	Total tax charge for the year	52,898	16,324

按適用稅率計算之稅務開支與會計溢利之對賬：

Reconciliation between tax expense and accounting profit at applicable tax rates:

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### 十、所得稅開支 (續)

### 10. INCOME TAX EXPENSE (continued)

		2007 千港元 HK\$'000	2006 千港元 HK\$'000
除所得稅前溢利	Profit before income tax	259,794	71,379
除稅前溢利稅項按法定稅率 17.5% (二零零六年：17.5%)	Tax on profit before taxation, calculated at the statutory rate of 17.5% (2006: 17.5%)	45,464	12,491
於其他司法權區營業之附屬公司之不同稅率影響	Effect of different tax rates of subsidiaries operating in other jurisdictions	(759)	254
應佔聯營公司業績之稅務影響	Tax effect of share of results of associates	96	39
應佔共同控制實體業績之稅務影響	Tax effect of share of results of a jointly controlled entities	(405)	(75)
不可扣稅支出之稅務影響	Tax effect of non-deductible expenses	5,093	5,795
無須課稅收入之稅務影響	Tax effect of non-taxable revenue	(2,395)	(5,562)
今年已動用去年稅務虧損之稅務影響	Tax effect of prior year's tax losses utilised this year	(497)	(772)
未確認短暫時差之稅務影響	Tax effect of temporary differences not recognised	3,679	(88)
未確認稅務虧損之稅務影響	Tax effect of tax losses not recognised	2,759	3,014
以往年度(超額撥備)/撥備不足	(Over)/Under provision in prior years	(137)	1,228
本年度稅項支出	Tax charge for the year	52,898	16,324

### 十一、本公司權益持有人應佔溢利

本公司權益持有人應佔綜合溢利 113,986,000 港元(二零零六年：50,537,000 港元)中，本公司財務報告中已處理之溢利為 21,399,000 港元(二零零六年：69,398,000 港元)。

### 11. PROFIT ATTRIBUTABLE TO THE EQUITY HOLDERS OF THE COMPANY

Of the consolidated profit attributable to the equity holders of the Company of HK\$113,986,000 (2006: HK\$50,537,000), a profit of HK\$21,399,000 (2006: HK\$69,398,000) has been dealt with in the financial statements of the Company.

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## 十二、股息

## 12. DIVIDENDS

		2007 千港元 <b>HK\$'000</b>	2006 千港元 <b>HK\$'000</b>
中期－每股普通股0.010港元 (二零零六年：0.010港元)	Interim – HK\$0.010 (2006: HK\$0.010) per ordinary share	<b>2,798</b>	2,798
擬派末期－每股普通股0.020港元 (二零零六年：0.030港元)	Proposed final – HK\$0.020 (2006: HK\$0.030) per ordinary share	<b>5,596</b>	8,394
		<b>8,394</b>	11,192

本年度擬派末期股息須待本公司股東於將舉行之股東週年大會上批准。

The proposed final dividend for the year is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

## 十三、每股盈利

## 13. EARNINGS PER SHARE

每股基本盈利乃根據本公司權益持有人應佔本年度純利113,986,000港元(二零零六年：50,537,000港元)及年內已發行普通股279,800,031股計算。

The calculations of basic earnings per share is based on the net profit attributable to equity holders of the Company for the year of HK\$113,986,000 (2006: HK\$50,537,000), and 279,800,031 ordinary shares in issue during the year.

於截至二零零七年及二零零六年六月三十日止年度，本公司並無潛在普通股，故並無列示每股攤薄盈利。

No diluted earnings per share amounts are shown as the Company has no potential ordinary shares for the years ended 30 June 2007 and 2006.

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### 十四、僱員福利開支(包括董事酬金 – 附註十五)

### 14. EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS – NOTE 15)

		2007 千港元 HK\$'000	2006 千港元 HK\$'000
工資及薪金	Wages and salaries	98,750	77,873
未動用年假	Unutilised annual leave	–	194
退休金成本 – 指定供款計劃	Pension costs – defined contribution plans	5,339	3,412
減：已沒收之供款	Less: Forfeited contributions	(16)	(84)
		<b>104,073</b>	<b>81,395</b>

### 十五、董事酬金及高級管理人員之薪酬

### 15. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS

依據上市規則及香港公司條例第一百六十一條披露之董事酬金如下：

Directors' remuneration disclosed pursuant to the Listing Rules and Section 161 of the Hong Kong Companies Ordinance is as follows:

		本集團 Group	
		2007 千港元 HK\$'000	2006 千港元 HK\$'000
袍金：	Fees:		
獨立非執行董事	Independent non-executive directors	200	200
其他執行董事薪酬：	Other executive directors' emoluments:		
薪金、津貼及實物利益	Salaries, allowances and benefits in kind	5,276	4,712
花紅	Bonus	2,374	1,982
退休計劃供款	Retirement scheme contributions	237	211
		<b>7,887</b>	<b>6,905</b>
		<b>8,087</b>	<b>7,105</b>

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## 十五、董事酬金及高級管理人員之薪酬(續)

除上文所披露者外，於兩個年度內概無執行董事、非執行董事或獨立非執行董事收取任何袍金、其他補償或酬金。

截至二零零七年及二零零六年六月三十日止年度，按姓名列出之各董事酬金載列如下：

## 15. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS (continued)

Save as disclosed above, none of the executive, non-executive or independent non-executive directors received any fees or other reimbursements or emoluments for both years.

The emoluments of each director, on a named basis, for the years ended 30 June 2007 and 2006 are set out below:

		2007				
		袍金	薪金、津貼 及實物利益	花紅	退休 計劃供款	總計
		Salaries, allowances and benefits			Retirement scheme	Total
		Fees	in kind	Bonus	contributions	
		千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
執行董事：	<b>Executive directors:</b>					
陳聖澤	Chan Sing Chuk, Charles	-	3,500	710	158	4,368
鄭小燕	Cheng Siu Yin, Shirley	-	960	1,118	43	2,121
陳慧琪	Chan Wai Kei, Vicki	-	408	278	18	704
陳偉立(附註a)	Chan Wai Lap, Victor (note a)	-	408	268	18	694
非執行董事：	<b>Non-executive director:</b>					
朱偉國	Chu Wai Kok	50	-	-	-	50
獨立非執行董事：	<b>Independent non-executive directors:</b>					
梁海明	Leung Hai Ming, Raymond	50	-	-	-	50
黃繼昌	Wong Kai Cheong	50	-	-	-	50
余嘯天	Yu Shiu Tin, Paul	50	-	-	-	50
二零零七年總計	<b>Total 2007</b>	200	5,276	2,374	237	8,087

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### 十五、董事酬金及高級管理人員之薪酬(續)

### 15. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS (continued)

		2006				
		袍金	薪金、津貼 及實物利益 Salaries, allowances and benefits	花紅 Bonus	退休 計劃供款 Retirement scheme contributions	總計 Total
		Fees 千港元 HK\$'000	in kind 千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
<b>執行董事：</b>	<b>Executive directors:</b>					
陳聖澤	Chan Sing Chuk, Charles	–	3,500	790	156	4,446
鄭小燕	Cheng Siu Yin, Shirley	–	840	998	38	1,876
陳慧琪	Chan Wai Kei, Vicki	–	372	194	17	583
<b>非執行董事：</b>	<b>Non-executive director:</b>					
朱偉國	Chu Wai Kok	50	–	–	–	50
<b>獨立非執行董事：</b>	<b>Independent non-executive directors:</b>					
梁海明	Leung Hai Ming, Raymond	50	–	–	–	50
王繼昌	Wong Kai Cheong	50	–	–	–	50
余嘯天	Yu Shiu Tin, Paul	50	–	–	–	50
二零零六年總計	Total 2006	200	4,712	1,982	211	7,105

年內概無董事放棄或同意放棄任何酬金之安排。

There was no arrangement under which a director waived or agreed to waive any remuneration during the year.

年內，本集團並無向董事支付任何酬金作為加入或於加入本集團時之獎勵或離職補償。

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

附註：

Note:

(a) 陳偉立於二零零六年十月二十日獲委任。

(a) Chan Wai Lap, Victor was appointed on 20 October 2006.

## Notes to Financial Statements ■ 財務報告附註

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截至二零零七年六月三十日止年度



## 十五、董事酬金及高級管理人員之薪酬(續)

### 五位最高薪人士

年內五位最高薪人士包括兩名(二零零六年：兩名)董事，其酬金詳情載於上文。餘下三名(二零零六年：三名)並非董事之最高薪人士之酬金詳情如下：

		本集團 Group	
		2007 千港元 HK\$'000	2006 千港元 HK\$'000
薪金、津貼及實物利益	Salaries, allowances and benefits in kind	2,842	2,538
退休計劃供款	Retirement scheme contributions	55	49
花紅	Bonus	390	260
		<b>3,287</b>	<b>2,847</b>

非董事之最高薪人士而酬金之金額介乎下列範圍之人數如下：

		人員數目 Number of individuals	
		2007	2006
零至1,000,000港元	Nil-HK\$1,000,000	2	2
1,000,001港元至1,500,000港元	HK\$1,000,001 to HK\$1,500,000	1	1
		<b>3</b>	<b>3</b>

年內，本集團並無向三位最高薪人士支付任何酬金作為加入或於加入本集團時之獎勵或離職補償。

## 15. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS (continued)

### Five highest paid individuals

The five highest paid individuals during the year included two (2006: two) directors, details of whose emoluments are set out above. Details of the emoluments of the remaining three (2006: three) non-director, highest paid individuals are as follows:

The number of non-director, highest paid individuals whose emoluments fell within the following bands is as follows:

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



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For the year ended 30 June 2007  
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### 十六、物業、廠房及設備

### 16. PROPERTY, PLANT AND EQUIPMENT

本集團

Group

		樓宇及租賃 物業裝修 Buildings and leasehold improvements	廠房 及機器 Plant and machinery	傢俬、裝置、 設備及汽車 Furniture, fixtures, equipment and motor vehicles	總額 Total
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
於二零零五年六月三十日	At 30 June 2005				
成本	Cost	61,235	52,907	37,997	152,139
累計折舊及減值	Accumulated depreciation and impairment	(30,181)	(39,859)	(28,237)	(98,277)
賬面淨值	Net book amount	31,054	13,048	9,760	53,862
截至二零零六年六月三十日止年度	Year ended 30 June 2006				
期初賬面淨值	Opening net book amount	31,054	13,048	9,760	53,862
添置	Additions	2,035	2,880	4,750	9,665
出售	Disposals	–	–	(39)	(39)
折舊	Depreciation	(3,060)	(3,034)	(3,672)	(9,766)
匯兌調整	Exchange realignment	619	185	154	958
期末賬面淨值	Closing net book amount	30,648	13,079	10,953	54,680
於二零零六年六月三十日	At 30 June 2006				
成本	Cost	64,006	56,134	42,651	162,791
累計折舊及減值	Accumulated depreciation and impairment	(33,358)	(43,055)	(31,698)	(108,111)
賬面淨值	Net book amount	30,648	13,079	10,953	54,680

## Notes to Financial Statements ■ 財務報告附註

For the year ended 30 June 2007  
截至二零零七年六月三十日止年度



## 十六、物業、廠房及設備 (續)

本集團

## 16. PROPERTY, PLANT AND EQUIPMENT (continued)

Group

		樓宇及租賃 物業裝修 Buildings and leasehold improvements 千港元 HK\$'000	廠房 及機器 Plant and machinery 千港元 HK\$'000	傢俬、裝置、 設備及汽車 Furniture, fixtures, equipment and motor vehicles 千港元 HK\$'000	總額 Total 千港元 HK\$'000
截至二零零七年六月三十日止年度	Year ended 30 June 2007				
期初賬面淨值	Opening net book amount	30,648	13,079	10,953	54,680
添置	Additions	2,086	1,247	2,266	5,599
出售	Disposals	(145)	(10)	(173)	(328)
折舊	Depreciation	(3,064)	(3,235)	(4,025)	(10,324)
減值	Impairment	(1,003)	(1,098)	(528)	(2,629)
匯兌調整	Exchange realignment	822	667	522	2,011
<b>期末賬面淨值</b>	<b>Closing net book amount</b>	<b>29,344</b>	<b>10,650</b>	<b>9,015</b>	<b>49,009</b>
於二零零七年六月三十日	At 30 June 2007				
成本	Cost	67,468	58,524	45,557	171,549
累計折舊及減值	Accumulated depreciation and impairment	(38,124)	(47,874)	(36,542)	(122,540)
<b>賬面淨值</b>	<b>Net book amount</b>	<b>29,344</b>	<b>10,650</b>	<b>9,015</b>	<b>49,009</b>

於二零零七年六月三十日，本集團賬面淨值約2,118,000港元(二零零六年：467,000港元)之若干樓宇被抵押以擔保授予本集團之一般銀行信貸(附註三十二)。

At 30 June 2007, the Group's certain buildings with a net book value of approximately HK\$2,118,000 (2006: HK\$467,000) were pledged to secure general banking facilities granted to the Group (note 32).

## Notes to Financial Statements ■ 財務報告附註

For the year ended 30 June 2007  
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### 十七、租賃土地／土地使用權

### 17. LEASEHOLD LAND/LAND USE RIGHTS

		本集團 Group	
		2007	2006
		千港元	千港元
		HK\$'000	HK\$'000
年初賬面淨值	Opening net carrying amount	9,777	10,016
年內攤銷費用	Amortisation charge for the year	(239)	(239)
年末賬面淨值	Closing net carrying amount	9,538	9,777

本集團於租賃土地及土地使用權之權益為預付經營租賃款項，其賬面淨值分析如下：

The Group's interests in leasehold land and land use rights represent prepaid operating lease payments and their net book value are analysed as follows:

		2007	2006
		千港元	千港元
		HK\$'000	HK\$'000
於香港持有：	In Hong Kong held on:		
十至五十年中期租期	Medium-term lease of between 10 to 50 years	3,878	3,975
於香港以外持有：	Outside Hong Kong, held on:		
五十年以上長期租期	Long-term lease of over 50 years	256	264
十至五十年中期租期	Medium-term lease of between 10 to 50 years	5,404	5,538
		9,538	9,777

於二零零七年六月三十日，本集團賬面淨值約7,013,000港元(二零零六年：5,676,000港元)之若干租賃土地／土地使用權被抵押以擔保授予本集團之一般銀行信貸(附註三十二)。

At 30 June 2007, the Group's certain leasehold land/land use rights with the carrying amount of HK\$7,013,000 (2006: HK\$5,676,000) were pledged to secure general banking facilities granted to the Group (note 32).

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## 十八、投資物業

本集團以經營租賃方式持有，以賺取租金或資本增值目的所有物業權益，均採用公平值模型按投資物業歸類及入賬。

列入資產負債表之賬面值變動概述如下：

## 18. INVESTMENT PROPERTIES

All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purposes are measured using the fair value model and are classified and accounted for as investment properties.

Changes to the carrying amounts presented in the balance sheet can be summarised as follows:

		本集團 Group	
		2007 千港元 HK\$'000	2006 千港元 HK\$'000
於七月一日之賬面值	Carrying amount as at 1 July	467,800	605,500
添置	Additions	91,390	—
出售一間附屬公司	Disposals of a subsidiary	—	(152,000)
公平值調整產生之淨收益	Net gain from fair value adjustments	216,765	14,300
於六月三十日之賬面值	Carrying amount as at 30 June	775,955	467,800

本集團之投資物業位於香港，並以中期租約持有。

本集團之投資物業於二零零七年六月三十日由獨立特許估值師衡量行按公開市場及現有用途基準重新估值為775,955,000港元(二零零六年：467,800,000港元)。因重新估值而產生之公平值調整216,765,000港元(二零零六年：14,300,000港元)撥入本年度之綜合收益表。

於二零零七年六月三十日，本集團價值775,955,000港元之投資物業(二零零六年：467,800,000港元)被抵押，以擔保授予本集團之一般銀行信貸(附註三十二)。

The Group's investment properties are situated in Hong Kong and are held under medium term leases.

The Group's investment properties were revalued on 30 June 2007 by Chung, Chan & Associates, an independent firm of chartered surveyors, at HK\$775,955,000 (2006: HK\$467,800,000) on an open market existing use basis. A fair value adjustment on revaluation of HK\$216,765,000 (2006: HK\$14,300,000) arising therefrom was credited to the consolidated income statement for the year.

At 30 June 2007, the Group's investment properties with a value of HK\$775,955,000 (2006: HK\$467,800,000) were pledged to secure general banking facilities granted to the Group (note 32).

## Notes to Financial Statements ■ 財務報告附註

For the year ended 30 June 2007  
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### 十九、於附屬公司之權益

### 19. INTERESTS IN SUBSIDIARIES

		本公司 Company	
		2007	2006
		千港元	千港元
		HK\$'000	HK\$'000
非上市股份，按成本	Unlisted shares, at cost	95,261	95,261
推定出資	Deemed capital contribution	173,710	173,710
減值撥備	Provision for impairment	(25,037)	(23,964)
		<b>243,934</b>	245,007
應收附屬公司款項	Due from subsidiaries	415,095	400,529
應收附屬公司款項 之撥備	Provision against amounts due from subsidiaries	(102,000)	(102,000)
		<b>313,095</b>	298,529
		<b>557,029</b>	543,536
應收一間附屬公司款項	Due from a subsidiary	52,300	54,494

各附屬公司之結餘乃無抵押、免息並毋須於結算日起計未來十二個月內償還，惟通知時即須償還之應收一間附屬公司款項52,300,000港元(二零零六年：54,494,000港元)。

The balances with subsidiaries are unsecured, interest-free and not repayable within the next twelve months from the balance sheet date, except for an amount due from a subsidiary of HK\$52,300,000 (2006: HK\$54,494,000) which is repayable on demand.

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## 十九、於附屬公司之權益(續)

於二零零七年六月三十日，主要附屬公司之詳情如下：

## 19. INTERESTS IN SUBSIDIARIES(continued)

Particulars of the principal subsidiaries as at 30 June 2007 are as follows:

名稱 Name	註冊成立/ 登記及經營地點 Place of incorporation/ registration and operations	已繳足註冊/ 已發行股本面值 Nominal value of paid-up registered/issued share capital	本公司應佔 權益百分比 Percentage of equity attributable to the Company		主要業務 Principal activities
			直接 Direct	間接 Indirect	
萬高首飾製造廠有限公司 Amco Jewelry Limited	香港 Hong Kong	2股面值10港元之普通股 2 ordinary shares of HK\$10 each	100	-	鑽石貿易及打磨 Diamond trading and polishing
Continental Investment Company Limited	香港 Hong Kong	100,000股面值1港元之普通股 100,000 ordinary shares of HK\$1 each	100	-	投資控股 Investment holding
恒和珠寶首飾廠有限公司 Continental Jewellery (Mfg.) Limited	香港 Hong Kong	10,000,000股面值1港元之普通股 10,000,000 ordinary shares of HK\$1 each	100	-	珠寶首飾製造及批發 Jewellery manufacturing and wholesaling
恒光光電科技有限公司 Optik Technologies Limited	香港 Hong Kong	117,000,000股面值0.1港元之普通股 117,000,000 ordinary shares of HK\$0.1 each	100	-	資訊技術服務 Information technology servicing
C.J. (UK) Limited*	英國 United Kingdom	1,000股面值1英鎊之普通股 1,000 ordinary shares of GBP1 each	-	100	珠寶首飾批發 Jewellery wholesaling
恒寶珠寶有限公司 Diamond Creation Limited	香港 Hong Kong	500,000股面值1港元之普通股 500,000 ordinary shares of HK\$1 each	100	-	投資控股 Investment holding
DCGS Management Service Limited	香港 Hong Kong	10,000,000股面值1港元之普通股 10,000,000 ordinary shares of HK\$1 each	-	100	投資控股/提供管理服務 Investment holding/ providing management services
恒和地產有限公司 Continental Property Holdings Limited	香港 Hong Kong	2股面值1港元之普通股 2 ordinary shares of HK\$1 each	-	100	物業投資 Property investment

## Notes to Financial Statements ■ 財務報告附註

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### 十九、於附屬公司之權益(續)

### 19. INTERESTS IN SUBSIDIARIES(continued)

名稱 Name	註冊成立/ 登記及經營地點 Place of incorporation/ registration and operations	已繳足註冊/ 已發行股本面值 Nominal value of paid-up registered/issued share capital	本公司應佔 權益百分比 Percentage of equity attributable to the Company		主要業務 Principal activities
			直接 Direct	間接 Indirect	
廣州保稅區恒和金銀珠寶有限公司 <sup>#</sup> Guangzhou Free Trade Zone Continental Jewellery Co. Ltd. <sup>#</sup>	中國 Mainland China	已繳股本 8,667,659 港元 Paid up capital of HK\$8,667,659	-	60	珠寶首飾製造 Jewellery manufacturing
致星貿易有限公司 <sup>†</sup> Jestar Trading Limited <sup>†</sup>	香港 Hong Kong	100,000 股面值 1 港元之普通股 100,000 ordinary shares of HK\$1 each	-	100	鑽石貿易及打磨 Diamond trading and polishing
衢州弘基鑽石有限公司 <sup>*#</sup> Quzhou Hongji Diamond Limited <sup>*#</sup>	中國 Mainland China	已繳股本 6,300,000 港元 Paid up capital of HK\$6,300,000	-	100	鑽石貿易及打磨 Diamond trading and polishing
Larchridge Limited	香港 Hong Kong	2 股面值 10 港元之普通股 2 ordinary shares of HK\$10 each	100	-	投資控股 Investment holding
恒和企業服務有限公司 Wilber Corporate Services Limited	香港 Hong Kong	78,000 股面值 1 港元之普通股 78,000 ordinary shares of HK\$1	-	100	投資控股/提供企業服務 Investment holding/ providing corporate services
恒和環保科技(江門)有限公司 <sup>#</sup> Wilber Investments (Jiangmen) Limited <sup>#</sup>	中國 Mainland China	已繳股本 2,500,000 美元 Paid up capital of US\$2,500,000	-	100	木材製品製造 Wooden products manufacturing
明秀鑽石廠有限公司 Ming Xiu Diamond Cutting Factory Limited	香港 Hong Kong	600,000 股面值 10 港元之普通股 600,000 ordinary shares of HK\$10 each	100	-	投資控股 Investment holding

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## 十九、於附屬公司之權益(續)

## 19. INTERESTS IN SUBSIDIARIES(continued)

名稱 Name	註冊成立/ 登記及經營地點 Place of incorporation/ registration and operations	已繳足註冊/ 已發行股本面值 Nominal value of paid-up registered/issued share capital	本公司應佔 權益百分比 Percentage of equity attributable to the Company		主要業務 Principal activities
			直接 Direct	間接 Indirect	
明秀鑽石廠(番禺)有限公司# Ming Xiu Diamond Cutting Factory (Panyu) Limited#	中國 Mainland China	已繳股本 11,000,000 港元 Paid up capital of HK\$11,000,000	-	100	鑽石貿易及打磨 Diamond trading and polishing
恒和珠寶(江門)有限公司# Continental Jewellery (Jiangmen) Co. Ltd#	中國 Mainland China	已繳股本 26,370,530 港元 Paid up capital of HK\$26,370,530	-	100	珠寶首飾製造 Jewellery manufacturing
Patford Company Limited	香港 Hong Kong	100 股面值 100 港元之普通股 100 ordinary shares of HK\$100 each	-	100	物業投資 Property investment
Realford Company Limited	香港 Hong Kong	100 股面值 100 港元之普通股 100 ordinary shares of HK\$100 each	-	100	物業投資 Property investment
Vieway Investments Group Limited	英屬處女群島 British Virgin Islands	2 股面值 1 美元之普通股 2 ordinary shares of US\$1 each	100	-	投資控股 Investment holding
Yett Holdings Limited	英屬處女群島 British Virgin Islands	100 股面值 1 美元之普通股 100 ordinary shares of US\$1 each	100	-	投資控股 Investment holding
Henble Limited	香港 Hong Kong	10,000 股面值 1 港元之普通股 10,000 ordinary shares of HK\$1 each	100	-	物業投資 Property investment
金鋒首飾廠有限公司 Anglesey Jewellery Manufacturing Limited	香港 Hong Kong	100,000 股面值 10 港元之普通股 100,000 ordinary shares of HK\$10 each	-	100	鑽石貿易及打磨 Diamond trading and polishing



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### 十九、於附屬公司之權益(續)

### 19. INTERESTS IN SUBSIDIARIES(continued)

名稱 Name	註冊成立/ 登記及經營地點 Place of incorporation/ registration and operations	已繳足註冊/ 已發行股本面值 Nominal value of paid-up registered/issued share capital	本公司應佔 權益百分比 Percentage of equity attributable to the Company		主要業務 Principal activities
			直接 Direct	間接 Indirect	
恒和鑽石有限公司 Conti Diamond Limited	香港 Hong Kong	10,000 股面值 1 港元之普通股 10,000 ordinary shares of HK\$1 each	-	100	鑽石貿易及打磨 Diamond trading and polishing
民裕珠寶廠有限公司 Man Yue Jewelry (Factory) Limited	香港 Hong Kong	10,000,000 股面值 1 港元之普通股 10,000,000 ordinary shares of HK\$1 each	-	100	鑽石貿易及打磨 Diamond trading and polishing
Continental Diamond (Jiangmen) Co. Ltd <sup>#</sup>	中國 Mainland China	已繳股本 7,497,760 港元 Paid up capital of HK\$7,497,760	-	100	鑽石貿易及打磨 Diamond trading and polishing
Master Gold Development Limited	英屬處女群島 British Virgin Islands	1 股面值 1 美元之普通股 1 ordinary share of US\$1 each	-	100	投資控股 Investment holding
Crystal Gain Development Limited	英屬處女群島 British Virgin Islands	100 股面值 1 美元之普通股 100 ordinary shares of US\$1 each	-	100	物業投資 Property investment
Poly Jade Development Limited	香港 Hong Kong	100 股面值 1 港元之普通股 100 ordinary shares of HK\$ 1 each	-	60	物業投資 Property investment

<sup>#</sup> 於中國註冊之全外資企業。

<sup>#</sup> Wholly foreign-owned enterprise registered in the Mainland China

\* 非由香港均富會計師行或均富會計師行之其他國際成員公司核數。非由均富會計師行核數之附屬公司資產淨值總額約佔本集團資產淨值總額 1%。

\* Not audited by Grant Thornton Hong Kong or other Grant Thornton International member firms. The aggregate net assets of subsidiaries not audited by Grant Thornton amounted to approximately 1% of the Group's total net assets.

董事認為，上表列示本公司之附屬公司乃主要影響本年度之業績或組成本集團資產淨值之絕大部分。董事認為提供其他附屬公司之詳情將會導致篇幅過份冗長。

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

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## 十九、於附屬公司之權益(續)

## 19. INTERESTS IN SUBSIDIARIES(continued)

## 於一間未綜合附屬公司之權益

## Interests in a subsidiary not consolidated

		本集團 Group	
		2007	2006
		千港元	千港元
		HK\$'000	HK\$'000
投入資本	Capital contribution	7,500	7,500
應收一間附屬公司款項	Due from a subsidiary	804	804
		<b>8,304</b>	8,304
減：減值撥備	Less: Provision for impairment	<b>(8,304)</b>	(8,304)
		—	—

未綜合之附屬公司之詳情如下：

Particulars of the non-consolidated subsidiary are as follows:

名稱 Name	註冊及經營地點 Place of registration and operations	已繳註冊資本面值 Nominal value of paid-up registered capital	本公司應佔 權益百分比 Percentage of equity attributable to the Company 間接 Indirect	主要業務 Principal activities
恒秀(廣州)珠寶首飾廠 有限公司「恒秀珠寶」 Conti Jewelry (Guangzhou) Limited ("Conti Jewelry")	中國 Mainland China	已繳資本 10,000,000 港元 Paid up capital of HK\$10,000,000	56	清盤中 In the process of liquidation

恒秀珠寶並未綜合入賬，原因為本集團未能有效控制其營運。因此，董事認為不宜合併該附屬公司之賬目。過往年度已就該附屬公司之投入資本7,500,000港元及應收之款項804,000港元作出全數撥備。除上述款項外，恒秀珠寶並無對本集團構成任何風險。

Conti Jewelry has not been consolidated because the Group does not effectively control its operations. Accordingly, in the opinion of the directors, it would be inappropriate to consolidate the accounts of this subsidiary. Full provision had been made in prior years against the capital contribution made in this subsidiary of HK\$7,500,000 and the amount due therefrom of HK\$804,000. The Group has no exposure to Conti Jewelry other than the amounts stated above.

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### 二十、於聯營公司之權益

### 20. INTERESTS IN ASSOCIATES

		本集團		本公司	
		Group	Company	Group	Company
		2007	2006	2007	2006
		千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
非上市股份、按成本	Unlisted shares, at cost	–	–	9,387	9,387
應佔資產淨值	Share of net assets	7,927	8,353	–	–
減值撥備	Provision for impairment	(3,898)	(3,898)	(9,385)	(9,385)
		4,029	4,455	2	2

#### 聯營公司之結餘

#### Balances with associates

		本集團		本公司	
		Group	Company	Group	Company
		2007	2006	2007	2006
		千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
應收聯營公司款項	Due from associates	2,735	4,018	8	8
減值撥備	Provision for impairment	(2,219)	(1,599)	–	–
		516	2,419	8	8
應付聯營公司款項	Due to associates	(607)	(672)	–	–

各聯營公司之結餘乃無抵押、免息及於通知時即須償還。

The balances with associates are unsecured, interest-free and repayable on demand.

摘錄自該等管理賬目之財務資料概述如下：

The summarised financial information extracted from their management accounts are as follows:

		2007	2006
		千港元	千港元
		HK\$'000	HK\$'000
資產總值	Total assets	34,460	14,874
負債總額	Total liabilities	(32,944)	(20,596)
收益	Revenue	25,513	39,606
年內(虧損)/溢利	(Loss)/profit for the year	(1,169)	363

## Notes to Financial Statements ■ 財務報告附註

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## 二十、於聯營公司之權益(續)

於二零零七年六月三十日，主要聯營公司之詳情如下：

## 20. INTERESTS IN ASSOCIATES (continued)

Particulars of the principal associates as at 30 June 2007 are as follows:

名稱 Name	已繳註冊資本/ 已發行股本面值 Nominal value of paid-up registered/ issued share capital	註冊成立/ 登記及經營地點 Place of incorporation/ registration and operations	本集團應佔所持權益百分比 Percentage of ownership interest attributable to the Group	主要業務 Principal activities
恒利(遠東)鑽石有限公司* Hanny (Far East) Diamond Limited*	10,000,000股面值1港元 之普通股 10,000,000 ordinary shares of HK\$1 each	香港 Hong Kong	20	投資控股 Investment holding
上海吉利首飾有限公司* General Jewellery (Shanghai) Company Limited*	已繳股本人民幣9,093,244元 Paid up capital of RMB9,093,244	中國 Mainland China	36	珠寶首飾製造及批發 Jewellery manufacturing and wholesaling
正和珠寶首飾廠有限公司* Real Jewellery Limited*	1,000股面值1港元之普通股 1,000 ordinary shares of HK\$1 each	香港 Hong Kong	50	珠寶首飾製造 Jewellery manufacturing
FDD Limited *	10,000股面值1港元 之普通股 10,000 ordinary shares of HK\$1 each	香港 Hong Kong	25	珠寶首飾貿易 Jewellery trading

\* 非由香港均富會計師行或均富會計師行之其他國際成員公司核數。

\* Not audited by Grant Thornton Hong Kong or other Grant Thornton International member firms.

董事認為，上表列示本公司之聯營公司乃主要影響本年度之業績或組成本集團資產淨值之絕大部分。董事認為提供其他聯營公司之詳情將會導致篇幅過份冗長。

The above table lists the associates of the Company which, in the opinion of the directors, principally affected the share of associates' results for the year or formed a substantial portion of the share of net assets of the associates by the Group. To give details of other associates would, in the opinion of the directors, result in particulars of excessive length.

## Notes to Financial Statements ■ 財務報告附註

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### 二十一、於共同控制實體之權益

### 21. INTERESTS IN JOINTLY CONTROLLED ENTITIES

		本集團 Group	
		2007	2006
		千港元	千港元
		HK\$'000	HK\$'000
應佔資產淨值	Share of net assets	3,669	1,238
墊予一間共同控制實體之貸款	Loan to jointly controlled entities	104,970	93,300
		108,639	94,538
減：減值撥備	Less: Provision for impairment	(11,670)	–
		96,969	94,538

墊予共同控制實體之貸款乃無抵押、免息及毋須於結算日起計十二個月內償還。鑑於共同控制實體的財務表現，本年度已作11,670,000港元(二零零六年：零港元)減值撥備。

The loan to jointly controlled entities are unsecured, interest-free and not repayable within twelve months from balance sheet date. In view of the financial performance of a jointly controlled entity, impairment of HK\$11,670,000 (2006: Nil) has been provided during the year.

		本集團 Group	
		2007	2006
		千港元	千港元
		HK\$'000	HK\$'000
應收一間共同控制實體款項	Due from a jointly controlled entity	2,110	2,627
應付共同控制實體款項	Due to jointly controlled entities	(39)	–

共同控制實體之結餘乃無抵押、免息及於通知時即須償還。

The balances with jointly controlled entities are unsecured, interest-free and repayable on demand.

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## 二十一、於共同控制實體之權益 (續)

於二零零七年六月三十日，共同控制實體之詳情如下：

## 21. INTERESTS IN JOINTLY CONTROLLED ENTITIES (continued)

Particulars of the jointly controlled entities as at 30 June 2007 are as follows:

名稱 Name	已發行股本面值 Nominal value of issued share capital	註冊成立/登記 及經營地點 Place of incorporation/ registration and operations	本集團應佔所持權益百分比 Percentage of ownership interest attributable to the Group	主要業務 Principal activities
Wealth Plus Developments Limited	50,000 股面值 1 美元之普通股 50,000 ordinary shares of US\$1 each	英屬處女群島 British Virgin Islands	50	投資控股 Investment holding
Georland (HK) Limited	1,000,000 股面值 1 港元 之普通股 1,000,000 ordinary shares of HK\$1 each	香港 Hong Kong	50	服務供應商及代理 Service provider and agent
Big Edge International Limited	100 股面值 1 美元之普通股 100 ordinary shares of US\$1 each	英屬處女群島 British Virgin Islands	30	投資 Investment

已計入本集團綜合財務報表之本集團應佔共同控制實體之總額如下：

The aggregate amounts relating to the jointly controlled entities attributable to the Group that have been included in the Group's consolidated financial statements are as follows:

		2007 千港元 HK\$'000	2006 千港元 HK\$'000
非流動資產	Non-current assets	91,745	92,078
流動資產	Current assets	7,614	5,415
		<b>99,359</b>	97,493
非流動負債	Non-current liabilities	(93,300)	(93,300)
流動負債	Current liabilities	(2,390)	(2,955)
		<b>(95,690)</b>	(96,255)
資產淨值	Net assets	<b>3,669</b>	1,238
收入	Income	<b>5,435</b>	5,143
開支	Expenses	<b>(3,121)</b>	(4,717)
除所得稅後溢利	Profit after income tax	<b>2,314</b>	426

## Notes to Financial Statements ■ 財務報告附註

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### 二十二、可供出售之金融資產

### 22. AVAILABLE-FOR-SALE FINANCIAL ASSETS

		本集團 Group	
		2007 千港元 HK\$'000	2006 千港元 HK\$'000
上市股本投資，按成本：	Listed equity investments, at fair value:		
香港	Hong Kong	8,077	7,661
其他地區	Elsewhere	2,334	422
		<b>10,411</b>	8,083
非上市股本投資，按成本*	Unlisted equity investments, at cost*	11,339	11,339
減值撥備	Provision for impairment	(3,243)	(3,097)
		<b>8,096</b>	8,242
總計	Total	<b>18,507</b>	16,325
上市投資之市值	Market value of listed investments	<b>10,411</b>	8,083

\* 該等非上市股本投資乃按成本減減值撥備列賬，因為該等投資並無於活躍市場報價。董事認為，該等非上市股本投資之賬面值接近其公平值。

\* The unlisted equity investments are stated at cost less provision for impairment as they do not have a quoted market price in an active market. The directors are of the opinion that the carrying amounts of the unlisted equity investments approximate their fair value.

## Notes to Financial Statements ■ 財務報告附註

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## 二十三、長期應收款項

## 23. LONG TERM RECEIVABLES

		Notes 附註	本集團 Group		本公司 Company	
			2007 HK\$'000 千港元	2006 HK\$'000 千港元	2007 HK\$'000 千港元	2006 HK\$'000 千港元
承兌票據	Promissory notes	(a)	15,366	19,009	8,619	9,577
其他長期應收款項	Other long term receivables	(b)	23,533	25,195	-	-
			<b>38,899</b>	44,204	<b>8,619</b>	9,577
減值撥備	Provision for impairment		<b>(26,532)</b>	(28,194)	<b>(1,000)</b>	(1,000)
			<b>12,367</b>	16,010	<b>7,619</b>	8,577
分類為流動資產部分	Portion classified as current assets		<b>(3,643)</b>	(3,643)	<b>(958)</b>	(958)
			<b>8,724</b>	12,367	<b>6,661</b>	7,619

(a) 於二零零七年六月三十日之承兌票據金額為15,366,000港元(二零零六年: 19,009,000港元), 其中11,745,000港元(二零零六年: 13,050,000港元)為有抵押、免息及須由二零零一年十月一日起分十五年攤還。其餘3,621,000港元(二零零六年: 5,959,000港元)為無抵押、免息及須由二零零三年三月十五日起分十三年攤還。年內已正式收到承兌票據之年度還款。

(b) 該等結餘為墊予一間接受投資公司之一項3,167,000港元(二零零六年: 3,167,000港元)之股東貸款, 該項數額為免息、無抵押及於二零一五年六月三十日償還, 以及一項20,366,000港元(二零零六年: 22,028,000港元)之貿易應收款項餘額, 該項餘額年息6%, 無抵押並須於二零零九年三月三十一日償還。

(a) Out of the promissory notes of HK\$15,366,000 as at 30 June 2007 (2006: HK\$19,009,000), HK\$11,745,000 (2006: HK\$13,050,000) is secured, interest-free and repayable by 15 annual instalments commencing on 1 October 2001. The remaining balance of HK\$3,621,000 (2006: HK\$5,959,000) is unsecured, interest-free and repayable by 13 annual instalments commencing on 15 March 2003. The annual instalments on the promissory notes were duly received during the year.

(b) The balance represents a shareholder's loan of HK\$3,167,000 (2006: HK\$3,167,000) advanced to an investee company which is interest-free, unsecured and repayable on 30 June 2015 and a trade receivable balance of HK\$20,366,000 (2006: HK\$22,028,000), which is interest bearing at 6% per annum, unsecured and repayable on 31 March 2009.



## Notes to Financial Statements ■ 財務報告附註

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### 二十四、存貨

### 24. INVENTORIES

		本集團 Group	
		2007	2006
		千港元	千港元
		HK\$'000	HK\$'000
原材料	Raw materials	184,826	172,144
半製成品	Work in progress	11,265	17,386
製成品	Finished goods	151,260	145,517
		<b>347,351</b>	<b>335,047</b>

### 二十五、貿易應收款項

### 25. TRADE RECEIVABLES

		本集團 Group	
		2007	2006
		千港元	千港元
		HK\$'000	HK\$'000
貿易應收款項	Trade receivables	211,337	196,894
減：應收款項減值撥備	Less: provision for impairment of receivables	(18,077)	(23,165)
貿易應收款項－淨額	Trade receivables – net	<b>193,260</b>	<b>173,729</b>

本集團一般按照行業慣例及考慮客戶之信譽、還款記錄及經營年期後釐訂客戶之信貸條款。每名客戶均有最高信貸額。本集團現正對其未償還應收款項維持嚴格控制。逾期款項由高級管理層定期進行審閱。

The Group normally apply credit terms to its customers according to industry practice together with consideration of their creditability, repayment history and years of establishment. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are regularly reviewed by senior management.

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## 二十五、貿易應收款項(續)

於結算日，按銷售確認日期之扣除撥備後貿易應收款項之賬齡分析如下：

		本集團 Group	
		2007	2006
		千港元	千港元
		HK\$'000	HK\$'000
即期	Current	100,329	75,843
31-60日	31 - 60 days	27,013	23,979
61-90日	61 - 90 days	33,025	22,574
91日以上	Over 91 days	32,893	51,333
		<b>193,260</b>	173,729

由於本集團大多數客戶分散於世界各地，就貿易應收款項而言，並無集中信貸風險。

貿易應收款項已包括下列以有關實體之功能貨幣以外之貨幣計值之金額：

		2007	2006
美元	U.S. Dollars	<b>USD21,558,000</b>	USD18,686,000
		美元	美元
英鎊	British Pounds	<b>GBP1,522,000</b>	GBP1,928,000
		英鎊	英鎊

## 25. TRADE RECEIVABLES (continued)

An aged analysis of trade receivables, net of provision, as at the balance sheet date, based on the date of recognition of the sale, is as follows:

		本集團 Group	
		2007	2006
		千港元	千港元
		HK\$'000	HK\$'000
即期	Current	100,329	75,843
31-60日	31 - 60 days	27,013	23,979
61-90日	61 - 90 days	33,025	22,574
91日以上	Over 91 days	32,893	51,333
		<b>193,260</b>	173,729

There is no concentration of credit risk with respect to trade receivables, as the Group has a large number of customers which are internationally dispersed.

Included in trade receivables are the following amounts denominated in a currency other than the functional currency of the entity to which they relate:

		2007	2006
美元	U.S. Dollars	<b>USD21,558,000</b>	USD18,686,000
		美元	美元
英鎊	British Pounds	<b>GBP1,522,000</b>	GBP1,928,000
		英鎊	英鎊

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### 二十六、以公平值計入損益之金融資產

### 26. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

		本集團 Group	
		2007 千港元 HK\$'000	2006 千港元 HK\$'000
香港上市股本證券， 按市值	Listed equity securities in Hong Kong, at market value	<b>15,958</b>	11,667
其他地區有價單位基金， 按公平值	Marketable unit funds elsewhere, at fair value	<b>6,555</b>	5,961
		<b>22,513</b>	17,628

以公平值計入損益之金融資產於現金流量表內在經營活動一節內呈列為營運資金變動之部分。

以公平值計入損益之金融資產公平值變動計入收益表內之其他經營開支／(收入)。

Financial assets at fair value through profit and loss are presented within the section on operating activities as part of changes in working capital in the cash flow statement.

Changes in fair value of financial assets at fair value through profit or loss are recorded in other operating expense/(income) in the income statement.

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## 二十七、現金及銀行結餘

## 27. CASH AND BANK BALANCES

現金及銀行結餘包括以下部分：

Cash and bank balances include the following components:

		本集團		本公司	
		2007	2006	2007	2006
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
現金及銀行結餘	Cash and bank balances	<b>66,858</b>	63,297	<b>85</b>	86
短期定期存款	Short term time deposits	<b>35,423</b>	53,111	-	-
		<b>102,281</b>	116,408	<b>85</b>	86

銀行現金按照每日存款利率賺取浮息利息。短期定期銀行存款按照各自短期銀行存款利率即年息1.95%至5.196%(二零零六年：0.75%至4.175%)賺取利息。到期日由七天至一個月不等，並有權在不收取最後一期存款期之任何利息的前提下即時取消。

Cash at banks earn interest at floating rates based on daily bank deposit rates. Short term time deposits are placed with the banks and earn interest at the respective short term bank deposit rates ranging from 1.95% to 5.196% (2006: 0.75% to 4.175%) per annum. They have a maturity ranging from 7 days to 1 month and are eligible for immediate cancellation without receiving any interest for the last deposit period.

現金及銀行結餘主要包括下列以有關實體之功能貨幣以外之貨幣計值之金額：

Included in cash and bank balances are mainly the following amounts denominated in a currency other than the functional currency of the entity to which they relate:

		2007	2006
美元	U.S. Dollars	<b>USD10,300,000</b>	USD4,880,000
		美元	美元
英鎊	British Pounds	<b>GBP514,000</b>	GBP461,000
		英鎊	英鎊
歐元	Euro	<b>EUR8,000</b>	EUR34,000
		歐元	歐元
人民幣(「人民幣」)	Renminbi ("RMB")	<b>RMB5,478,000</b>	RMB7,788,000
		元人民幣	元人民幣

本集團現金及銀行結餘包括於中國之銀行存放以人民幣計值之5,282,000港元(二零零六年：7,579,000港元)銀行結餘。人民幣不可自由兌換。根據中國外匯管制條例及結匯、售匯及付匯管理規定，本集團可通過獲授權開展外匯業務之銀行進行外匯業務。

Included in cash and bank balances of the Group is HK\$5,282,000 (2006: HK\$7,579,000) of bank balances denominated in Renminbi ("RMB") placed with banks in the Mainland China. RMB is not a freely convertible currency. Under the Mainland China's Foreign Exchange Control Regulations and Administration of Settlement and Sales and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for foreign currencies through banks that are authorised to conduct foreign exchange business.

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### 二十八、貿易應付款項

於結算日，貿易應付款項之賬齡分析如下：

		本集團 Group	
		2007	2006
		千港元	千港元
		HK\$'000	HK\$'000
即期	Current	<b>157,806</b>	126,712
31 – 60 日	31 – 60 days	<b>39,103</b>	31,868
61 – 90 日	61 – 90 days	<b>7,544</b>	31,147
91 日以上	Over 91 days	<b>6,578</b>	25,680
		<b>211,031</b>	215,407

貿易應付款項已包括下列以有關實體之功能貨幣以外之貨幣計值之金額：

An aged analysis of the trade payables at the balance sheet date is as follows:

		本集團 Group	
		2007	2006
		千港元	千港元
		HK\$'000	HK\$'000
即期	Current	<b>157,806</b>	126,712
31 – 60 日	31 – 60 days	<b>39,103</b>	31,868
61 – 90 日	61 – 90 days	<b>7,544</b>	31,147
91 日以上	Over 91 days	<b>6,578</b>	25,680
		<b>211,031</b>	215,407

貿易應付款項已包括下列以有關實體之功能貨幣以外之貨幣計值之金額：

Included in trade payables are the following amounts denominated in a currency other than the functional currency of the entity to which they relate:

		2007	2006
美元	U.S. Dollars	<b>USD26,230,000</b>	USD26,561,000
		美元	美元
英鎊	British Pounds	<b>GBP130,000</b>	GBP77,000
		英鎊	英鎊

### 二十九、衍生金融工具

### 29. DERIVATIVE FINANCIAL INSTRUMENTS

本集團

Group

		2007		2006	
		資產	負債	資產	負債
		Assets	Liabilities	Assets	Liabilities
		千港元	千港元	千港元	千港元
		附註	附註	附註	附註
		Notes	Notes	Notes	Notes
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
即期	Current				
遠期貨幣合約	Forward currency contracts	(a)	-	-	312
利息掉期合約	Interest rate swap contracts	(b)	<b>39</b>	561	-

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## 二十九、衍生金融工具(續)

附註：

- (a) 遠期貨幣合約以英鎊計值並於截至二零零七年六月三十日止年度內到期。
- (b) 於二零零七年六月三十日，尚未履行之利息掉期合約估計本金總額為50,000,000港元(二零零六年：150,000,000港元)。於二零零七年六月三十日，該等合約之固定年利率為3.98%(二零零六年：3.91%至3.98%)。

## 29. DERIVATIVE FINANCIAL INSTRUMENTS (continued)

Notes:

- (a) The forward currency contracts were denominated in Pound Sterling and matured during the year ended 30 June 2007.
- (b) The notional principal amounts of the outstanding interest rate swap contracts at 30 June 2007 were HK\$50,000,000 (2006: HK\$150,000,000). As at 30 June 2007, the fixed interest rates of these contracts were 3.98% (2006: 3.91% to 3.98%) per annum.

## 三十、應付關連人士款項

## 30. DUE TO A RELATED PARTY

		本集團 Group	
		2007	2006
		千港元	千港元
		HK\$'000	HK\$'000
應付一間由董事 全資擁有之公司之款項	Amount due to a company wholly owned by a director	148,742	—

該交付款項為無抵押、免息及須於通知時償還。該金額乃由年內收購一間附屬公司之少數股東權益而來。

The amount due is unsecured, interest-free and repayable on demand. The amount was resulted from the acquisition of minority interests in a subsidiary during the year.

## 三十一、少數股東貸款

## 31. LOANS FROM MINORITY SHAREHOLDERS

截至二零零七年六月三十日止年度，該貸款為無抵押、免息及毋須於結算日起計未來十二個月內償還。截至二零零六年六月三十日止年度，除一項金額為1,125,000港元之款項毋須於結算日起計未來十二個月內償還外，該等貸款均乃無抵押、免息及須於通知時償還。

For the year ended 30 June 2007, the loans are unsecured, interest-free and not repayable within the next twelve months from the balance sheet date. For the year ended 30 June 2006, the loans are unsecured, interest-free, and repayable on demand except for an amount of HK\$1,125,000 which was not repayable within the next twelve months from the balance sheet date.

少數股東貸款之賬面值接近其公平值。

The carrying amounts of loans from minority shareholders approximate their fair value.

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### 三十二、銀行貸款及透支， 有抵押

### 32. BANK LOANS AND OVERDRAFTS, SECURED

		本集團 Group	
		2007	2006
		千港元	千港元
		HK\$'000	HK\$'000
銀行透支，有抵押	Bank overdrafts, secured	113	–
銀行貸款，有抵押：	Bank loans, secured:		
須於一年內償還	Repayable within one year	8,169	24,566
須於第二年償還	Repayable in the second year	43,169	19,758
須於第三年至第五年 償還（包括首尾兩年）	Repayable in the third to fifth years, inclusive	9,188	59,274
須於五年後償還	Repayable beyond five years	298,140	169,085
		<b>358,666</b>	272,683
		<b>358,779</b>	272,683
減：已列入流動負債於一 年內到期之即期部分	Less: Current portion due within one year included under current liabilities	<b>(8,282)</b>	(24,566)
已列入非流動負債之非 即期部分	Non current portion included under non-current liabilities	<b>350,497</b>	248,117

本集團以港元計值之銀行貸款及  
透支之浮動年利率為4.48%至  
5.41%（二零零六年：4.91%至  
7.63%）。人民幣銀行貸款之固  
定年利率為6.30%至7.34%（二零  
零六年：6.51%至6.70%）。

The bank loans and overdrafts of the Group denominated  
in HK\$ have floating interest rate ranging from 4.48% to  
5.41% per annum (2006: 4.91% to 7.63% per annum).  
The RMB bank loans have fixed interest rate ranging from  
6.30% to 7.34% per annum (2006: 6.51% to 6.70% per  
annum).

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### 三十二、銀行貸款及透支， 有抵押 (續)

於二零零七年六月三十日，本集團之銀行貸款由以下擔保支持：

- (a) 一項投資物業租金收入之轉讓；
- (b) 本集團投資物業、若干租賃土地及樓宇之法定押記；及
- (c) 本公司作出之公司擔保；及

以港元及人民幣計值之貸款詳情如下：

### 32. BANK LOANS AND OVERDRAFTS, SECURED (continued)

At 30 June 2007, the Group's banking facilities were supported by the following:

- (a) assignment of rental income of certain investment properties;
- (b) legal charges over the Group's investment properties and certain leasehold land and buildings; and
- (c) corporate guarantees executed by the Company.

Details of the loans denominated in HK\$ and RMB are stated below:

		2007	2006
		千港元	千港元
		HK\$'000	HK\$'000
以港元計值之貸款	Loans denominated in HK\$		
— 銀行透支	— Bank overdrafts	113	—
— 銀行貸款	— Bank loans	352,000	267,875
以人民幣計值之貸款	Loans denominated in RMB		
— 銀行貸款	— Bank loans	6,666	4,808
		<b>358,779</b>	<b>272,683</b>



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### 三十三、遞延稅項

以下為於資產負債表確認之主要遞延稅項資產及負債，以及於本年度及過往年度之變動：

#### 本集團

		加速稅項折舊 Accelerated tax depreciation 千港元 HK\$'000	重估物業 Revaluation of properties 千港元 HK\$'000	貿易應收款項撥備 Provision for trade receivables 千港元 HK\$'000	其他 Others 千港元 HK\$'000	總計 Total 千港元 HK\$'000
於二零零五年七月一日之結餘	Balance at 1 July 2005	1,639	24,460	(17,811)	-	8,288
於該年收益表 扣除/(計入)	Charge/(Credit) to income statement for the year	874	2,228	(2,000)	(278)	824
出售一間附屬公司	Disposal of a subsidiary	(586)	(8,206)	-	278	(8,514)
於二零零六年六月三十日之結餘	Balance at 30 June 2006	1,927	18,482	(19,811)	-	598
於該年收益表 扣除	Charge to income statement for the year	800	42,000	1,253	-	44,053
於二零零七年六月三十日之結餘	<b>Balance at 30 June 2007</b>	<b>2,727</b>	<b>60,482</b>	<b>(18,558)</b>	<b>-</b>	<b>44,651</b>

遞延稅項資產及負債只可在現行稅項資產及現行稅項負債有合法權利互相抵銷及遞延所得稅為同一稅務機關下，方可互相抵銷。

### 33. DEFERRED TAX

The following are major deferred tax assets and liabilities recognised in the balance sheet and the movements during the current and prior years:

#### Group

		Accelerated tax depreciation 千港元 HK\$'000	Revaluation of properties 千港元 HK\$'000	Provision for trade receivables 千港元 HK\$'000	Others 千港元 HK\$'000	Total 千港元 HK\$'000
Balance at 1 July 2005		1,639	24,460	(17,811)	-	8,288
Charge/(Credit) to income statement for the year		874	2,228	(2,000)	(278)	824
Disposal of a subsidiary		(586)	(8,206)	-	278	(8,514)
Balance at 30 June 2006		1,927	18,482	(19,811)	-	598
Charge to income statement for the year		800	42,000	1,253	-	44,053
<b>Balance at 30 June 2007</b>		<b>2,727</b>	<b>60,482</b>	<b>(18,558)</b>	<b>-</b>	<b>44,651</b>

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred income taxes relate to the same fiscal authority.

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## 三十三、遞延稅項(續)

下列金額在計入適當抵銷後釐定，並於綜合資產負債表內列賬：

		本集團 Group	
		2007	2006
		千港元	千港元
		HK\$'000	HK\$'000
遞延稅項負債	Deferred tax liabilities	63,209	20,409
遞延稅項資產	Deferred tax assets	(18,558)	(19,811)
		<b>44,651</b>	598

本集團共有稅損約68,041,000港元(二零零六年：56,172,000港元)，該等稅損可抵銷引致該等稅損之公司未來應課稅溢利。鑑於該等未動用稅損不大可能用於抵銷未來應課稅溢利，因此並未就該等稅損確認為遞延稅項資產。未動用稅損26,431,000港元(二零零六年：15,608,000港元)將於二零一一年前(包括該年)之不同日期到期。其他未動用稅損無到期日期。

於二零零七年六月三十日，本公司並無任何重大未撥備遞延稅項負債(二零零六年：無)。

## 33. DEFERRED TAX (continued)

The following amounts, determined after appropriate offsetting, are shown in the consolidated balance sheet:

		本集團 Group	
		2007	2006
		千港元	千港元
		HK\$'000	HK\$'000
遞延稅項負債	Deferred tax liabilities	63,209	20,409
遞延稅項資產	Deferred tax assets	(18,558)	(19,811)
		<b>44,651</b>	598

The Group has tax losses of approximately HK\$68,041,000 (2006: HK\$56,172,000) that are available for offsetting against future taxable profits of the companies which incurred the losses. Deferred tax assets have not been recognised in respect of these losses as it is not probable that future taxable profits will be available against which these unused tax losses can be utilised. Unused tax losses of HK\$26,431,000 (2006: HK\$15,608,000) will expire at various dates up to and including 2011. Other unused tax losses have no expiry date.

As at 30 June 2007, the Company did not have any significant unprovided deferred tax liabilities (2006: Nil).

## 三十四、股本

## 34. SHARE CAPITAL

		2007	2006
		千港元	千港元
		HK\$'000	HK\$'000
法定股本	Authorised:		
每股面值0.10港元之	3,500,000,000 ordinary shares		
普通股3,500,000,000股	of HK\$0.10 each	<b>350,000</b>	350,000
已發行及繳足股本：	Issued and fully paid:		
每股面值0.10港元之	279,800,031 ordinary shares		
普通股279,800,031股	of HK\$0.10 each	<b>27,980</b>	27,980

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### 三十五、儲備

#### 本集團

本年度及以往年度本集團儲備及有關變動之金額在綜合權益變動表呈列。

其他儲備為就於附屬公司之額外權益而支付之代價與於收購少數股東權益當日於綜合資產負債表所示少數股東權益應佔之資產與負債之差額。

#### 本公司

### 35. RESERVES

#### Group

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity.

Other reserve represents the difference between the consideration paid for the additional interest in the subsidiaries and the minority interest's share of the assets and liabilities reflected in the consolidated balance sheet at the dates of the acquisition of the minority interests.

#### Company

		股份溢價賬 Share premium account 千港元 HK\$'000	不可分派儲備 Non- distributable reserve 千港元 HK\$'000	保留溢利 Retained profits 千港元 HK\$'000	總計 Total 千港元 HK\$'000
於二零零五年七月一日之結餘	Balance at 1 July 2005	158,373	273,606	77,426	509,405
本年度純利	Net profit for the year	-	-	69,398	69,398
二零零六年度中期股息	Interim 2006 dividend	-	-	(2,798)	(2,798)
二零零六年度擬派末期股息	Proposed final 2006 dividend	-	-	(8,394)	(8,394)
於二零零六年六月三十日及 二零零六年七月一日之結餘	Balance at 30 June 2006 and at 1 July 2006	158,373	273,606	135,632	567,611
本年度純利	Net profit for the year	-	-	21,399	21,399
二零零七年度中期股息	Interim 2007 dividend	-	-	(2,798)	(2,798)
二零零七年度擬派末期股息	Proposed final 2007 dividend	-	-	(5,596)	(5,596)
於二零零七年六月三十日之結餘	<b>Balance at 30 June 2007</b>	<b>158,373</b>	<b>273,606</b>	<b>148,637</b>	<b>580,616</b>

不可分派儲備指於一九九四年本公司之普通股面值由每股2.50港元削減至0.10港元所產生之溢價。

The non-distributable reserve represents the premium arising on the reduction of the par value of ordinary shares of the Company from HK\$2.50 to HK\$0.10 per share in 1994.

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## 三十六、或然負債

本公司就銀行貸款向其附屬公司作出621,000,000港元(二零零六年: 348,000,000港元)之擔保。根據擔保,倘銀行未能收回該筆貸款,本公司須承擔向銀行還款之責任。於結算日,由於董事認為不會出現未能償還該筆貸款之情況,因此並無就本公司於擔保合約項下之責任作出撥備。

## 三十七、資本承擔

於二零零七年六月三十日,本集團有下列未償付之資本承擔:

已訂約但未撥備  
給予一間共同控制實體  
之股東貸款

Contracted but not provided for  
shareholders' loan to a jointly  
controlled entity

本集團 Group	
2007	2006
千港元	千港元
HK\$'000	HK\$'000

<b>29,200</b>	24,500
---------------	--------

於二零零七年六月三十日,本公司並無任何資本承擔(二零零六年:無)。

## 36. CONTINGENT LIABILITIES

The Company has executed guarantees amounting to HK\$621 million (2006: HK\$348 million) with respect to bank loans to its subsidiaries. Under the guarantees, the Company would be liable to pay the banks if the banks are unable to recover the loans. At the balance sheet date, no provision for the Company's obligation under the guarantee contract has been made as the directors considered that it was not probable that the repayment of the loans would be in default.

## 37. CAPITAL COMMITMENTS

At 30 June 2007, the Group had outstanding capital commitments as follows:

At 30 June 2007, the Company did not have any capital commitments (2006: Nil).

## Notes to Financial Statements ■ 財務報告附註

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### 三十八、經營租賃安排

#### (a) 作為出租人

本集團以經營租賃安排租出其若干物業(附註十八)，洽商租約期限由兩年至五年不等。

於二零零七年六月三十日，本集團就不可撤銷經營租賃之未來應收租戶款項最低總額及相關期限如下：

### 38. OPERATING LEASE ARRANGEMENTS

#### (a) As lessor

The Group leases certain of its properties (note 18) under operating lease arrangements, with leases negotiated for terms ranging from two to five years.

At 30 June 2007, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

		本集團 Group	
		2007	2006
		千港元	千港元
		HK\$'000	HK\$'000
一年內	Within one year	20,062	25,832
第二年至第五年 (包括首尾兩年)	In the second to fifth years, inclusive	6,608	16,396
		<b>26,670</b>	<b>42,228</b>

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## 三十八、經營租賃安排 (續)

## (b) 作為承租人

本集團以經營租賃安排租入若干辦公室物業及員工宿舍，洽商租約期限由一年至三年不等。

於二零零七年六月三十日，本集團就不可撤銷經營租賃之未來應付租賃付款最低總額及相關期限如下：

## 38. OPERATING LEASE ARRANGEMENTS

(continued)

## (b) As lessee

The Group leases certain of its office properties and staff quarters under operating lease arrangements. Leases for properties are negotiated for terms ranging from one to three years.

At 30 June 2007, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

		本集團 Group	
		2007 千港元 HK\$'000	2006 千港元 HK\$'000
一年內	Within one year	4,202	4,208
第二年至第五年 (包括首尾兩年)	In the second to fifth years, inclusive	3,846	5,595
		<b>8,048</b>	<b>9,803</b>

於二零零七年六月三十日，本公司並無訂立任何重大經營租賃安排(二零零六年：無)。

At 30 June 2007, the Company did not have any significant operating lease arrangements (2006: Nil).

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### 三十九、出售一間附屬公司

截至二零零七年六月三十日止年度，並無出售附屬公司。

截至二零零六年六月三十日止年度，本集團出售其全資附屬公司城彩有限公司（「城彩」）。出售城彩股本（「出售」）之代價乃(i)於自158,000,000港元中扣減應付本公司之費用約43,583,000港元（由本公司轉讓至買方）及城彩結欠銀行之款項58,333,000港元之後；及(ii)按照賣方及買方議定，就所有其他資產／負債（遞延稅項負債除外）之淨額作出調整後達成。

### 39. DISPOSAL OF A SUBSIDIARY

There is no disposal of a subsidiary during the year ended 30 June 2007.

During the year ended 30 June 2006, the Group disposed a wholly-owned subsidiary, City Treasure Limited (“City Treasure”). The consideration for the disposal of share capital of City Treasure (the “Disposal”) was arrived at (i) after deducting the amount due to the Company of approximately HK\$43,583,000, which was assigned by the Company to the purchaser and amount owed by City Treasure to the bank of HK\$58,333,000 from HK\$158,000,000; and (ii) after adjusting for a net amount of all other assets/liabilities except for deferred tax liabilities as agreed by the vendor and purchaser.

		2006 千港元 HK\$'000
出售資產／(負債)：	Assets/(liabilities) disposed of:	
物業投資	Investment property	152,000
按金及其他應收款項	Deposit and other receivables	406
銀行現金	Cash at bank	84
其他應付賬款	Other payables	(229)
已收訂金	Deposit received	(1,577)
應付最終控股公司款項	Amount due to ultimate holding company	(101,916)
稅項撥備	Provision for tax	(13)
遞延稅項負債	Deferred tax liabilities	(8,514)
資產淨值	Net assets	40,241
出售應付最終控股公司款項	Disposal of an amount due to ultimate holding company	43,583
償還與出售有關之銀行貸款 (附註)	Repayment of bank loan in connection with the disposal (Note)	58,333
本集團於出售期間 產生之成本	Cost incurred by the Group during disposal	1,272
出售一間附屬公司收益	Gain on disposal of a subsidiary	13,036
		156,465
支付代價方式：	Consideration satisfied by:	
現金	Cash	156,465

附註：銀行貸款於完成時自買方收到  
部分代價時償還。

Note: The bank loan was settled upon the receipt of part of the  
consideration from the purchaser upon completion.

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### 三十九、出售一間附屬公司 (續)

因出售一間附屬公司而產生現金及現金等額之流入量淨值分析如下：

		2006 千港元 HK\$'000
已收現金代價	Cash consideration received	156,465
出售銀行現金	Cash at bank disposal of	(84)
本集團於出售期間 產生之成本	Costs incurred by the Group during disposal	(1,272)
因出售一間附屬公司 而產生現金及現金等額 之流入量淨值	Net inflow of cash and cash equivalents in respect of the disposal of a subsidiary	155,109

### 39. DISPOSAL OF A SUBSIDIARY (continued)

The analysis of the net inflow of cash and cash equivalents in respect of the disposal of a subsidiary is as follows:

### 四十、業務合併

於二零零六年九月十五日，本集團收購寶翠發展有限公司(「寶翠」)之60%股權。寶翠主要從事於物業投資。於二零零六年九月十五日至二零零七年六月三十日期間，寶翠為本集團帶來1,965,000港元之收益及23,120,000之淨虧損。於收購完成前，寶翠為暫無營業之公司，因此倘收購事項於二零零六年七月一日進行，並不會對本集團年度收益及溢利造成任何財務影響。

收購之可識別資產淨值及收購事項產生之商譽之詳情如下：

### 40 BUSINESS COMBINATIONS

On 15 September 2006, the Group acquired 60% of the equity interest of Poly Jade Development Limited ("Poly Jade"). The principal activity of Poly Jade is property investment. Poly Jade contributed revenue of HK\$1,965,000 and net loss of HK\$23,120,000 to the Group for the period from 15 September 2006 to 30 June 2007. Poly Jade was a dormant company prior to the completion of acquisition and accordingly, if the acquisition had occurred on 1 July 2006, there is no other financial impact on the Group's revenue and profit for the year.

Details of net identifiable assets acquired and goodwill arising on acquisition were as follows:

		千港元 HK\$'000
購買代價總額－已付現金	Total purchase consideration – cash paid	7,920
購買股東貸款	Purchase of shareholder's loan	(7,920)
已收購之可識別資產淨值之 公平值	Fair value of net identifiable assets acquired	–
		–



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For the year ended 30 June 2007  
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### 四十、業務合併(續)

收購事項產生之資產及負債如下：

		公平值 Fair value 千港元 HK\$'000	被收購方之 賬面值 Acquiree's carrying amount 千港元 HK\$'000
存款	Deposit	13,200	13,200
股東貸款	Loan from a shareholder	(13,200)	(13,200)
已收購之可識別資產淨值	Net identifiable assets acquired	–	–
以現金結算之購買代價	Purchase consideration settled in cash		7,920
收購寶翠產生之 現金流出淨值	Net cash outflow arising on acquisition of Poly Jade		7,920

截至二零零六年六月三十日止年度，並無任何收購事項。

The assets and liabilities arising from the acquisition are as follows:

There was no acquisition during the year ended 30 June 2006.

### 四十一、關連人士交易

除於本財務報告其他部分披露之關連人士交易外，本集團於年內有下列關連人士交易。

- (a) 支付8,257,000港元(二零零六年：10,507,000港元)分包費用予若干聯營公司。分包費用經本集團與聯營公司彼此磋商達成。
- (b) 年內對聯營公司銷貨1,337,000港元(二零零六年：1,991,000港元)。條款由本集團與聯營公司彼此磋商達成。

### 41. RELATED PARTY TRANSACTIONS

In addition to those related party transactions disclosed elsewhere in these financial statements, during the year, the Group had the following related party transactions.

- (a) Subcontracting fees of HK\$8,257,000 (2006: HK\$10,507,000) paid to certain associates. The subcontracting fees are mutually negotiated between the Group and the associates.
- (b) Sales of goods to associates of HK\$1,337,000 (2006: HK\$1,991,000) were made during the year. The terms are mutually negotiated between the Group and the associates.

## Notes to Financial Statements ■ 財務報告附註

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### 四十一、關連人士交易 (續)

- (c) 自一間共同控制收到實體分包收入20,000港元(二零零六年：140,000港元)及行政服務收入204,000港元(二零零六年：299,000港元)。分包收入及提供行政服務收入由本集團與共同控制實體彼此磋商達成。
- (d) 於二零零七年五月十一日，一間附屬公司Invest Companion Limited與一間於英屬處女群島註冊成立並由陳聖澤先生(「陳先生」)全資擁有之有限公司Brilliant Top Properties Limited訂立買賣協議，收購Crystal Gain Developments Limited(「Crystal Gain」)45股每股1.00美元之股份，佔Crystal Gain已發行股本之45%，代價總額約為5,400,000港元。

### 41. RELATED PARTY TRANSACTIONS

(continued)

- (c) Subcontracting income of HK\$20,000 (2006: HK\$140,000) and income for administrative services of HK\$204,000 (2006: HK\$299,000) were received from a jointly controlled entity. The subcontracting income and income for administrative services provided are mutually negotiated between the Group and the jointly-controlled entity.
- (d) On 11 May 2007, Invest Companion Limited, a wholly-owned subsidiary, entered into a sales and purchase agreement with Brilliant Top Properties Limited, a company incorporated in the British Virgin Islands with limited liability and wholly-owned by Mr. Chan Sing Chuk, Charles ("Mr. Chan") to acquire 45 shares of US\$1.00 each in Crystal Gain Developments Limited ("Crystal Gain"), representing 45% of issued share capital of Crystal Gain at the total consideration of approximately HK\$5,400,000.

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### 四十一、關連人士交易 (續)

- (e) 年內，陳先生向Crystal Gain之銀行家提供一項個人擔保，最高總金額達120,544,000港元(二零零六年：153,675,000港元)，即Crystal Gain為數267,875,000港元(二零零六年：341,500,000港元)銀行貸款之45%。於二零零七年六月二十九日悉數償還該筆銀行貸款後，該個人擔保已予解除。

#### 主要管理人員福利

列入僱員福利開支之主要管理人員福利包括下列類別：

### 41. RELATED PARTY TRANSACTIONS

(continued)

- (e) During the year, Mr. Chan provided a personal guarantee to the banker of Crystal Gain up to the total amount of HK\$120,544,000 (2006: HK\$153,675,000) being 45% of a bank loan of HK\$267,875,000 (2006: HK\$341,500,000) drawn by Crystal Gain. The personal guarantee was released when the bank loan was wholly repaid on 29 June 2007.

#### Compensation of key management personnel

Included in employee benefit expenses are key management personnel compensation and comprises the following categories:

		2007 千港元 HK\$'000	2006 千港元 HK\$'000
短期僱員福利	Short term employee benefits	9,007	7,824
離職後福利	Post-employment benefits	249	218
		<b>9,256</b>	<b>8,042</b>

## Other Financial Information ■ 其他財務資料



## 物業詳情

於二零零七年六月三十日

## PARTICULARS OF PROPERTIES

as at 30 June 2007

## 投資物業

## Investment properties

位置 Location	用途 Use	租期 Lease term	本集團應佔權益 Attributable interest of the Group
九龍紅磡 民裕街37-45號 凱旋工商中心第一期 12樓A室 Unit A, 12 Floor Kaiser Estate Phase 1 No.37-45 Man Yue Street Hung Hom Kowloon	工業 Industrial	中期 Medium	100%
香港軒尼詩道523至527號 恒和鑽石大廈整幢 The Whole Block of Continental Diamond Plaza No. 523 to 527 Hennessy Road Hong Kong	商業 Commercial	中期 Medium	100%
香港九龍寶靈街Nos. 2、4及6 Nos. 2, 4 and 6 Bowring Street, Kowloon, Hong Kong	商業 Commercial	中期 Medium	60%

## 五年財務摘要

以下為本集團過去五個財政年度業績及資產、負債與少數股東權益之摘要，摘錄自相關已刊發之經審核財務報告並按情況重新分類列出。二零零三年至二零零五年之數據已因採納由香港會計師公會頒佈之新訂香港財務報告準則而重列。該摘要並不構成經審核財務報告之一部分。

## 業績

		2007 千港元 HK\$'000	2006 千港元 HK\$'000	2005 千港元 HK\$'000 (重列) (as restated)	2004 千港元 HK\$'000 (重列) (as restated)	2003 千港元 HK\$'000 (重列) (as restated)
收益	Revenue	1,632,180	1,711,670	1,243,110	1,249,087	1,219,144
除所得稅前溢利	Profit before income tax	259,794	71,379	106,137	19,976	15,706
所得稅開支	Income tax expense	(52,898)	(16,324)	(21,951)	(5,957)	(4,246)
未計少數股東權益前溢利	Profit before minority interest	206,896	55,055	84,186	14,019	11,460
少數股東權益	Minority interests	(92,910)	(4,518)	(34,119)	1,418	(1,089)
本公司權益持有人 應佔純利	Net profit attributable to equity holders of the Company	113,986	50,537	50,067	15,437	10,371

## 資產、負債及少數股東權益

		2007 千港元 HK\$'000	2006 千港元 HK\$'000	2005 千港元 HK\$'000 (重列) (as restated)	2004 千港元 HK\$'000 (重列) (as restated)	2003 千港元 HK\$'000 (重列) (as restated)
資產總值	Total assets	1,683,031	1,365,781	1,385,891	953,501	810,465
負債總額	Total liabilities	(882,841)	(620,872)	(691,809)	(333,486)	(242,379)
少數股東權益	Minority interests	(1,208)	(42,828)	(38,310)	(4,191)	(5,609)
		798,982	702,081	655,772	615,824	562,477

## FIVE YEARS FINANCIAL SUMMARY

A summary of the results and of the assets, liabilities and minority interests of the Group for the last five financial years, as extracted from the respective published audited financial statements and reclassified as appropriate, is set out as below. The figures for the year ended 2003 to 2005 have been restated as a result of adoption of new Hong Kong Financial Reporting Standards issued by Hong Kong Institute of Certified Public Accountants. This summary does not form part of the audited financial statements.

## RESULTS

		2007 千港元 HK\$'000	2006 千港元 HK\$'000	2005 千港元 HK\$'000 (重列) (as restated)	2004 千港元 HK\$'000 (重列) (as restated)	2003 千港元 HK\$'000 (重列) (as restated)
Revenue		1,632,180	1,711,670	1,243,110	1,249,087	1,219,144
Profit before income tax		259,794	71,379	106,137	19,976	15,706
Income tax expense		(52,898)	(16,324)	(21,951)	(5,957)	(4,246)
Profit before minority interest		206,896	55,055	84,186	14,019	11,460
Minority interests		(92,910)	(4,518)	(34,119)	1,418	(1,089)
Net profit attributable to equity holders of the Company		113,986	50,537	50,067	15,437	10,371

## ASSETS, LIABILITIES AND MINORITY INTERESTS

		2007 千港元 HK\$'000	2006 千港元 HK\$'000	2005 千港元 HK\$'000 (重列) (as restated)	2004 千港元 HK\$'000 (重列) (as restated)	2003 千港元 HK\$'000 (重列) (as restated)
Total assets		1,683,031	1,365,781	1,385,891	953,501	810,465
Total liabilities		(882,841)	(620,872)	(691,809)	(333,486)	(242,379)
Minority interests		(1,208)	(42,828)	(38,310)	(4,191)	(5,609)
		798,982	702,081	655,772	615,824	562,477

