



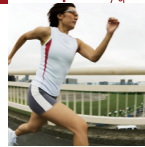
# Grandtop International Holdings Limited

## 泓鋒國際控股有限公司\*

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock Code 股份代號 : 2309)



\* For identification purpose only 僅供識別

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# CORPORATE INFORMATION

## 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

Mr. Yeung Ka Sing, Carson (*Chairman*)  
Mr. Hui Ho Luek, Vico  
Mr. Steven McManaman  
Mr. Fan Zhi Yi  
Mr. Lee Yiu Tung  
Mr. Ip Wing Lun  
Ms. Wong Po Ling, Pauline

#### Non-executive Directors

Mr. Christian Lali Karembeu  
Mr. Chan Wai Keung

#### Independent Non-executive Directors

Mr. Chang Kin Man  
Mr. Yau Yan Ming, Raymond  
Mr. Zhou Han Ping

### COMPANY SECRETARY

Mr. Ip Wing Lun

### AUDIT COMMITTEE

Mr. Chang Kin Man  
Mr. Yau Yan Ming, Raymond  
Mr. Zhou Han Ping

### NOMINATION COMMITTEE AND REMUNERATION COMMITTEE

Mr. Chang Kin Man  
Mr. Yau Yan Ming, Raymond  
Mr. Zhou Han Ping

### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 3008, 30/F, West Tower,  
Shun Tak Centre,  
168-200 Connaught Road Central,  
Hong Kong

### 董事會

#### 執行董事

楊家誠先生(主席)  
許浩略先生  
Steven McManaman 先生  
范志毅先生  
李耀東先生  
葉泳倫先生  
王寶玲女士

#### 非執行董事

Christian Lali Karembeu 先生  
陳偉強先生

#### 獨立非執行董事

鄭健民先生  
邱恩明先生  
周漢平先生

### 公司秘書

葉泳倫先生

### 審核委員會

鄭健民先生  
邱恩明先生  
周漢平先生

### 提名委員會及 薪酬委員會

鄭健民先生  
邱恩明先生  
周漢平先生

### 香港主要營業 地點

香港  
干諾道中 168-200 號  
信德中心  
西座 30 樓 3008 室

# CORPORATE INFORMATION

## 公司資料

### REGISTERED OFFICE

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

### SHARE REGISTRAR

#### Principal share registrar and transfer office

Bank of Bermuda (Cayman) Limited  
P.O. Box 513 G.T.  
3rd Floor, 36C Bermuda House  
Dr. Roy's Drive, George Town  
Cayman Islands, British West Indies

#### Hong Kong Branch share registrar

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

### COMPANY WEBSITE

<http://www.irasia.com/listco/hk/grandtop/index.htm>

### AUDITORS

Shu Lun Pan Hong Kong CPA Limited

### LEGAL ADVISERS TO THE COMPANY

*As to Hong Kong law*

Robertsons Solicitors & Notaries  
ONC Lawyers

*As to Cayman Islands law*

Conyers Dill & Pearman, Cayman

### PRINCIPAL BANKERS

Wing Lung Bank Limited  
Hang Seng Bank Limited

### STOCK CODE

2309

### 註冊辦事處

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

### 股份登記處

#### 股份過戶登記總處

Bank of Bermuda (Cayman) Limited  
P.O. Box 513 G.T.  
3rd Floor, 36C Bermuda House  
Dr. Roy's Drive, George Town  
Cayman Islands, British West Indies

#### 股份過戶登記香港分處

卓佳登捷時有限公司  
香港灣仔  
皇后大道東28號  
金鐘匯中心26樓

### 公司網站

<http://www.irasia.com/listco/hk/grandtop/index.htm>

### 核數師

香港立信會計師事務所有限公司

### 本公司之法律顧問

*有關香港法律*

羅拔臣律師事務所  
柯伍陳律師事務所

*有關開曼群島法律*

Conyers Dill & Pearman, Cayman

### 主要往來銀行

永隆銀行有限公司  
恒生銀行有限公司

### 股份代號

2309

# CHAIRMAN'S STATEMENT

## 主席報告

On behalf of the Board of Directors (the "Board") of Grandtop International Holdings Limited (the "Company"), I am pleased to report the annual results of the Company together with its subsidiaries (collectively the "Group") for the year ended 31 March 2009.

### PERFORMANCE

For the financial year ended 31 March 2009, the Group recorded a turnover of approximately HK\$10,660,000 (2008: HK\$20,595,000), representing a decrease of 48.2% compared to the last corresponding year. The Group's loss attributable to shareholders was approximately HK\$91,677,000 (2008: HK\$152,133,000), loss per share was 10.96 cents (2008: 22.47 cents).

### REVIEW AND LOOKING FORWARD

Our Company endeavors formulating business plans to expand revenue by entering entertainment business into the Group in order to increase gross profit margin of the Group. Although under the global financial crisis, the Group is constantly exploring new business opportunities in order to achieve better returns for our shareholders and will continue to seek merger and acquisition opportunities so as to enhance the shareholders' value.

### APPRECIATION

On the behalf of the Board, I would like to take this opportunity to express my gratitude to our customers for their continued trust and support. I would also like to express our appreciation to the management and staff members for their hard work and significant contribution to the Group in the past year. Finally, I would like to thank our shareholders for their support to the Company.

**Mr. Yeung Ka Sing, Carson**

*Chairman*

Hong Kong, 24 July 2009

本人謹代表泓鋒國際控股有限公司(「本公司」)之董事會(「董事會」)，欣然呈報本公司及其附屬公司(統稱「本集團」)截至二零零九年三月三十一日止年度之全年業績。

### 表現

於截至二零零九年三月三十一日止年度，本集團錄得營業額約10,660,000港元(二零零八年：20,595,000港元)，較去年減少48.2%。本集團之股東應佔虧損約為91,677,000港元(二零零八年：152,133,000港元)。每股虧損為10.96仙(二零零八年：22.47仙)。

### 回顧及展望將來

本公司盡力為本集團涉足娛樂事業制定新業務計劃，以提高本集團之毛利率。儘管處於環球金融危機之中，惟本集團不斷發掘新商機以為股東帶來更優厚回報，亦將繼續物色併購機會以提高股東價值。

### 致謝

本人謹代表董事會藉此機會向本集團客戶一直以來之信任及支持致以由衷謝意。本人亦感謝管理層及員工於去年度對本集團所付出之努力及重大貢獻。最後，本人感謝股東們對本公司之支持。

*主席*

**楊家誠先生**

香港，二零零九年七月二十四日

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### RESULTS

For the year ended 31 March 2009, the Group recorded a consolidated turnover of approximately HK\$10.7 million, representing a decrease of 48.1% compared to the turnover of approximately HK\$20.6 million in the last financial year. Such decrease was mainly due to the decrease of the sales of apparel trading business. However, the Group has entered into new business segment which is entertainment business during the year.

The Group's turnover for the year under review was derived from Hong Kong and the United Kingdom markets and accounted for 78.1% and 21.9% respectively. In the last financial year, the Group's turnover was derived from Macau and the United Kingdom markets and accounted for 73.3% and 26.7% respectively.

During the financial year, the gross profit margin of the Group was 38.9% while it was 14.7% in the last financial year. The significant increase in the gross profit margin was mainly due to high gross profit margin in entertainment business in Hong Kong and sportswear & apparel trading business in the United Kingdom.

The loss of the Group for the year ended 31 March 2009 was decreased by 39.7% to approximately HK\$91.7 million from the loss for the year of approximately HK\$152.1 million in the last financial year. Such loss of the Group was mainly due to a very significant impairment loss on the investment in Birmingham City Plc..

### BUSINESS REVIEW AND PROSPECTS

The Company engages in investment holding. The principal activities of the subsidiaries are businesses of entertainment, apparel sourcing, sportswear & apparel trading and investment holding. During the year under review, the Group entered into entertainment business because of diversification of business and high profit margin in this business. For the existing sportswear & apparel trading business in the United Kingdom, the Group decided to minimise this business because the high competitive market in United Kingdom.

### 業績

截至二零零九年三月三十一日止年度，本集團錄得綜合營業額約10,700,000港元，較上個財政年度營業額約20,600,000港元減少48.1%。減少主要由於服飾貿易業務之銷售下跌所致。然而，本集團於年內已涉足新業務分部——娛樂事業。

本集團於回顧年度之營業額來自香港及英國市場，分別佔78.1%及21.9%。於上一個財政年度，本集團之營業額來自澳門及英國市場，分別佔73.3%及26.7%。

於本財政年度內，本集團之毛利率為38.9%，而上個財政年度則為14.7%。毛利率大幅增加主要由於香港之娛樂事業及英國之運動服裝及服飾貿易業務之高毛利率所致。

本集團截至二零零九年三月三十一日止年度之虧損由上個財政年度之年度虧損約152,100,000港元減少39.7%至約91,700,000港元。本集團之有關虧損主要由於於Birmingham City Plc.之投資產生非常重大減值虧損所致。

### 業務回顧及前景

本公司從事投資控股。附屬公司之主要業務為娛樂事業、服飾採購、運動服裝及服飾貿易，以及投資控股。於回顧年度內，本集團從事娛樂事業之原因乃為使業務多元化，而且此事業擁有較高毛利率。就現有於英國之運動服裝及服飾貿易業務而言，由於英國市場競爭激烈，故本集團決定減少此項業務。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### BUSINESS REVIEW AND PROSPECTS

(Continued)

Although the Group is facing the global financial turmoil and poor market conditions, the Group will continue to explore and identify investment opportunities to add into the Group's investments in order to enhance the shareholders' value by its organic growth.

### DIVIDEND

No dividend was paid or proposed for the year ended 31 March 2009 (2008: HK\$Nil), nor has any dividend been proposed since the balance sheet date.

### LIQUIDITY AND FINANCIAL RESOURCES

As at 31 March 2009, the cash and bank balances of the Group were approximately HK\$3,000,000, representing a decrease of 57.7% compared to the cash and bank balances of approximately HK\$7,100,000 as at the last financial year end. The current ratio of the Group as at 31 March 2009 was 13.2% (31 March 2008: 24.6%).

### CAPITAL RAISING

The Company entered into subscription agreement dated 7 May 2008 (the "Subscription Agreement") and supplemental agreement dated 4 June 2008 (the "Supplemental Agreement") with Pacific Capital Investment Management Limited ("Pacific Capital") to issue convertible notes (the "Convertible Notes") by the Company for an aggregate principal amount of up to HK\$200,000,000 which was approved as an ordinary resolution passed at the extraordinary general meeting of the Company on 7 July 2008. During the year, the Convertible Notes in the principal amount of HK\$20,000,000 were issued. On 11 August 2008, 23 September 2008, 20 November 2008, 18 February 2009, 13 March 2009, 6 April 2009 and 30 April 2009, conversion rights attaching to the Convertible Notes in the principal amounts of HK\$6,000,000, HK\$2,500,000, HK\$1,500,000, HK\$2,500,000, HK\$2,500,000, HK\$2,500,000 and HK\$2,500,000 were exercised respectively, resulting in the allotment and issue of 49,586,000 shares, 50,000,000 shares, 30,000,000 shares, 47,169,000 shares, 48,076,000 shares, 45,454,000 shares and 45,454,000 shares respectively.

### 業務回顧及前景(續)

儘管本集團面對全球金融危機及市場不景氣，惟本集團將持續發掘及物色投資機會以加入本集團之投資，務求透過內部增長提高股東價值。

### 股息

截至二零零九年三月三十一日止年度並無派付或擬派股息(二零零八年：零港元)，自結算日以來亦無擬派任何股息。

### 流動資金及財務資源

於二零零九年三月三十一日，本集團之現金及銀行結餘約為3,000,000港元，較於上個財政年度年結日之現金及銀行結餘約7,100,000港元減少57.7%。於二零零九年三月三十一日，本集團之流動比率為13.2% (二零零八年三月三十一日：24.6%)。

### 集資

本公司分別於二零零八年五月七日及二零零八年六月四日與Pacific Capital Investment Management Limited (「Pacific Capital」) 訂立認購協議(「認購協議」)及補充協議(「補充協議」)，以由本公司發行本金總額最多為200,000,000港元之可換股票據(「可換股票據」)。發行可換股票據已於本公司於二零零八年七月七日舉行之股東特別大會上通過普通決議案予以批准。年內，本金額為20,000,000港元之可換股票據已獲發行。於二零零八年八月十一日、二零零八年九月二十三日、二零零八年十一月二十日、二零零九年二月十八日、二零零九年三月十三日、二零零九年四月六日及二零零九年四月三十日，本金額分別為6,000,000港元、2,500,000港元、1,500,000港元、2,500,000港元、2,500,000港元、2,500,000港元及2,500,000港元之可換股票據附帶之兌換權已獲行使，導致分別配發及發行49,586,000股股份、50,000,000股股份、30,000,000股股份、47,169,000股股份、48,076,000股股份、45,454,000股股份及45,454,000股股份。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### **CAPITAL RAISING** (Continued)

The Company entered into termination agreement on 5 June 2009 with Pacific Capital to cancel and terminate the Subscription Agreement and the Supplemental Agreement in respect of the Convertible Notes under mutual agreement. The Company and Pacific Capital agreed to release and discharge each other from all obligations under Subscription Agreement and the Supplemental Agreement. Further details were set out in the Company's announcement dated 7 June 2009.

On 7 June 2009, Great Luck Management Limited and Mr. Yeung Ka Sing, Carson (the "Vendors"), the Company and the placing agent entered into the top-up placing and subscription agreement pursuant to which, the Vendors agreed to place, through the placing agent, an aggregate of 150,000,000 existing shares. The gross proceeds from the top-up subscription are HK\$60,000,000. The net proceeds of approximately HK\$58,000,000 from the top-up subscription are intended to be used as general working capital of the Group, for expansion of the Group's business and/or possible investments in the future when opportunities arise. The details of the top-up placing and subscription agreement were set out in the Company's announcement dated 8 June 2009.

### **SHARE CAPITAL**

Details of the movements in share capital of the Company during the year are set out in Note 28 to the financial statements.

### **FOREIGN EXCHANGE EXPOSURE**

The Group is exposed to currency risk primarily through its investment in quoted equity securities in Birmingham City Plc. with a carrying value of approximately HK\$60.4 million (31 March 2008: HK\$134.4 million) as at 31 March 2009 that are denominated in Pound Sterling ("£"), which was acquired during the year of 2008.

### **COMMITMENT**

As at 31 March 2009 and 2008, the Company and the Group did not have any capital commitment.

### **PLEDGE OF GROUP'S ASSET**

As at 31 March 2009 and 31 March 2008, the property of Sun Tai Hing Garment Making Company Limited ("Sun Tai Hing"), a subsidiary of the Company, was charged by the plaintiff for the claim in a writ on 11 September 2007. Save as the above, the Group did not have assets charged nor pledged to secure any outstanding borrowing.

### **集資** (續)

於二零零九年六月五日，在本公司及Pacific Capital雙方同意下，雙方訂立終止協議，以註銷及終止有關可換股票據之認購協議及補充協議。本公司及Pacific Capital同意免除及解除各方於認購協議及補充協議項下之所有責任。進一步詳情載於本公司於二零零九年六月七日刊發之公佈。

於二零零九年六月七日，鴻祥管理有限公司及楊家誠先生(「賣方」)、本公司與配售代理訂立先舊後新配售及認購協議，據此，賣方同意透過配售代理配售合共150,000,000股現有股份。先舊後新認購事項之所得款項總額為60,000,000港元。先舊後新認購事項之所得款項淨額約58,000,000港元擬用作本集團之一般營運資金、擴充本集團業務及／或日後於機會出現時用作可能投資。先舊後新配售及認購協議之詳情載於本公司於二零零九年六月八日刊發之公佈。

### **股本**

本公司年內之股本變動詳情載於財務報表附註28。

### **外匯風險**

本集團主要透過其於Birmingham City Plc.之上市股本證券之投資面臨貨幣風險。於二零零九年三月三十一日，該投資之賬面值約為60,400,000港元(二零零八年三月三十一日：134,400,000港元)，以英鎊(「英鎊」)為單位，乃於二零零八年度內購入。

### **承擔**

於二零零九年及二零零八年三月三十一日，本公司及本集團並無任何資本承擔。

### **本集團之資產質押**

於二零零九年三月三十一日及二零零八年三月三十一日，原告人要求就二零零七年九月十一日之令狀內之申索抵押本公司附屬公司新大興製衣有限公司(「新大興」)之物業。除上述者外，本集團並無資產已抵押或質押作為任何未償還借貸之抵押品。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### HUMAN RESOURCE

The Group employs approximately 50 employees and their remuneration packages are generally structured by reference to market terms and individual merit. Salaries are normally review on an annual basis based on performance appraisals and other relevant factors.

### CONTINGENT LIABILITIES

A writ was filed against the Group entities in respect of a claim for reimbursement of expenses paid on behalf of the Group amounting to approximately HK\$3,000,000 on 26 July 2006. The Company was not aware of such alleged payments and had instructed lawyers to deal with the matter. Based on the written legal opinion from the legal counsel, the board of directors is of the opinion that the claim is not justifiable and without merit.

A writ was filed by Siu Ban & Sons Limited (“Siu Ban”) against Sun Tai Hing, a subsidiary of the Company, on 11 September 2007 in respect of a claim for the return of the property of Sun Tai Hing located in Hong Kong (the “Property”) and damages for costs and loss of interest Siu Ban claimed that Sun Tai Hing did not pay the purchase consideration for the acquisition of the Property in May 2002. The Property was also charged by the plaintiff for this claim. The board of directors is of the opinion that the claim is not justifiable and without merit.

### SIGNIFICANT POST BALANCE SHEET NON-ADJUSTING EVENTS

The Company entered into termination agreement on 5 June 2009 with Pacific Capital to cancel and terminate the Subscription Agreement and the Supplemental Agreement in respect of the Convertible Notes under mutual agreement. The Company and Pacific Capital agreed to release and discharge each other from all obligations under Subscription Agreement and the Supplemental Agreement. Further details were set out in the Company’s announcement dated 7 June 2009.

On 7 June 2009, Great Luck Management Limited and Mr. Yeung Ka Sing, Carson (“Vendors”), the Company and the placing agent entered into the top-up placing and subscription agreement pursuant to which, the Vendors agreed to place, through the placing agent, an aggregate of 150,000,000 existing shares. The gross proceeds from the top-up subscription are HK\$60,000,000. The net proceeds of approximately HK\$58,000,000 from the top-up subscription are intended to be used as general working capital of the Group, for expansion of the Group’s business and/or possible investments in the future when opportunities arise. The details of the top-up placing and subscription agreement were set out in the Company’s announcement dated 8 June 2009.

### 人力資源

本集團僱用約50名僱員，其薪酬待遇一般參考市場條款及個人功績制定。薪金一般每年按表現評估及其他有關因素檢討。

### 或然負債

於二零零六年七月二十六日，本集團實體被提出令狀，申索付還代表本集團支付之開支約3,000,000港元。本公司並不知悉該等指稱之款項，並已委託律師處理此事。根據法律顧問發出之書面法律意見，董事會認為申索並無理由支持，且缺乏充分理據。

於二零零七年九月十一日，Siu Ban & Sons Limited (「Siu Ban」)向本公司之附屬公司新大興提出令狀，申索交還新大興位於香港之物業(「該物業」)，以及成本及利息虧損之損害賠償，Siu Ban指稱新大興並無就於二零零二年五月收購該物業支付購買代價。原告人亦要求就此申索抵押該物業。董事會認為申索並無理由支持，且缺乏充分理據。

### 重大結算日後非調整事項

於二零零九年六月五日，在本公司及Pacific Capital雙方同意下，雙方訂立終止協議，以註銷及終止有關可換股票據之認購協議及補充協議。本公司及Pacific Capital同意免除及解除各方於認購協議及補充協議項下之所有責任。進一步詳情載於本公司於二零零九年六月七日刊發之公佈。

於二零零九年六月七日，鴻祥管理有限公司及楊家誠先生(「賣方」)、本公司與配售代理訂立先舊後新配售及認購協議，據此，賣方同意透過配售代理配售合共150,000,000股現有股份。先舊後新認購事項之所得款項總額為60,000,000港元。先舊後新認購事項之所得款項淨額約58,000,000港元擬用作本集團之一般營運資金、擴充本集團業務及／或日後於機會出現時用作可能投資。先舊後新配售及認購協議之詳情載於本公司於二零零九年六月八日刊發之公佈。

# BIOGRAPHICAL DETAILS OF DIRECTORS

## 董事履歷

### EXECUTIVE DIRECTORS

**Mr. Yeung Ka Sing, Carson**, aged 49, has accumulated many years of experience in international investments. He has been the Chairman of Hong Kong Rangers Football Club during 2005 to 2006. Mr. Yeung is a director of Universal Management Consultancy Limited and Universal Energy Resources Holdings Limited. He was appointed as an executive director and the Chairman of the Board of the Company on 20 July 2007.

**Mr. Hui Ho Luek, Vico**, aged 43, has accumulated over 20 years of experience in management of business trade and project investments. Mr. Hui also has extensive experience in corporate finance and in international investments. He was appointed as an executive director on 20 June 2007.

**Mr. Steven McManaman**, aged 37, has accumulated over 15 years of experience in football industry. He is a former English footballer of the 1990s and early 2000s, who played in a career spanning two of European Football's biggest club in Liverpool F.C. and Real Madrid F.C. Mr. McManaman has substantial experience in the management of football club and its continuing development. He was appointed as an executive director on 2 July 2007.

**Mr. Fan Zhi Yi**, aged 39, has accumulated over 20 years of experience in professional football, and was a member of Chinese National Football Team (the "National Team"). He was appointed as the captain of the National Team in 1996, and was awarded Mr. Football of Asia in 2002. He played in Crystal Palace Football Club in England, and became the first Chinese player who joined a professional football club in England. Mr. Fan has substantial experience in the management of football club and its continuing development, and can help promotion in the PRC market. He was appointed as an executive director on 5 November 2007.

**Mr. Lee Yiu Tung**, aged 46, is a registered architect in Hong Kong with extensive working experiences related to PRC property development, project management and development consultant services. Mr. Lee is a member of Royal Institute of British Architects and Hong Kong Institute of Architects. He holds a Bachelor of Arts in Architectural Studies with Honors, a Bachelor of Architecture and a Master of Science degree in Real Estate all from the University of Hong Kong. He also holds a qualification of Real Estate Planner recognized by the Ministry of Labor and Social Security, PRC. He was appointed as an executive director on 13 June 2006.

### 執行董事

**楊家誠先生**，49歲，在國際投資方面累積多年經驗。彼於二零零五年至二零零六年曾任香港流浪足球會主席。楊先生為環球資產管理有限公司及環球能源控股有限公司董事。彼於二零零七年七月二十日獲委任為本公司執行董事及董事會主席。

**許浩略先生**，43歲，於商貿管理及項目投資方面累積超過20年經驗。許先生亦於企業融資及國際投資方面擁有豐富經驗。彼於二零零七年六月二十日獲委任為執行董事。

**Steven McManaman先生**，37歲，於足球事業方面累積超過15年經驗，於一九九零年代及二零零零年代初期效力英格蘭國家足球隊，並曾加盟歐洲足球壇兩支強會——利物浦及皇家馬德里。McManaman先生在足球會管理及持續發展方面累積豐富經驗。彼於二零零七年七月二日獲委任為執行董事。

**范志毅先生**，39歲，在專業足球方面累積逾20年經驗，曾效力於中國國家足球隊（「國家隊」），彼於一九九六年被任命為國家隊隊長並於二零零二年獲得亞洲足球先生稱號。彼曾加盟英格蘭水晶宮隊，成為加入英國職業足球隊的首名中國球員。范先生於管理球會及其持續發展擁有豐富經驗，並能夠協助推廣中國市場。彼於二零零七年十一月五日獲委任為執行董事。

**李耀東先生**，46歲，香港註冊建築師，於中國房地產發展、項目管理及發展顧問服務方面擁有豐富工作經驗。李先生為Royal Institute of British Architects及香港建築師學會之會員。彼持有香港大學頒發之文學士學位（建築學榮譽畢業）、建築學學士學位及理碩士學位（房地產）。彼亦持有中國勞動和社會保障部認可之房地產規劃師資格。彼於二零零六年六月十三日獲委任為執行董事。

# BIOGRAPHICAL DETAILS OF DIRECTORS

## 董事履歷

### EXECUTIVE DIRECTORS (Continued)

**Mr. Ip Wing Lun**, aged 41, is a Certified Public Accountant (Practising) in Hong Kong. Mr. Ip is currently an independent non-executive director of China Energy Development Holdings Limited (stock code: 228) which is listed on the Main Board of The Stock Exchange of Hong Kong Limited. Mr. Ip holds a Master degree of Business Administration and is a fellow member of Hong Kong Institute of Certified Public Accountants, an associate member of the Institute of Chartered Secretaries and Administrator, the Hong Kong Institute of Chartered Secretaries and the Taxation Institute of Hong Kong. He has over 15 years of experience in auditing, taxation and provision of financial consultancy services of companies in Hong Kong and the PRC. He was re-designated as an executive director on 17 July 2007. On 5 December 2006, he was appointed as an independent non-executive director and re-designated as a non-executive director on 22 May 2007. He is a spouse of Ms. Wong Po Ling, Pauline who is the executive director of the Company.

**Ms. Wong Po Ling, Pauline**, aged 31, is an associate member of the Hong Kong Institute of Certified Public Accountants and the Institute of Chartered Accountants in England and Wales. She is also an associate member of the Institute of Chartered Secretaries and Administrator and the Hong Kong Institute of Chartered Secretaries. She holds a Master degree of Corporate Governance and a Bachelor's degree in Accountancy. Ms. Wong has more than 10 years of experience in financial accounting, management accounting and auditing, including working experience in other listed companies. She was appointed as an executive director on 29 May 2007. She is a spouse of Mr. Ip Wing Lun who is the executive director of the Company.

### NON-EXECUTIVE DIRECTORS

**Mr. Christian Lali Karembeu**, aged 38, has accumulated over 20 years of experience in professional football and a member of the French National Team which won the World Cup in 1998. He played in a career spanning famous football clubs in Middlesbrough F.C., Real Madrid F.C. and Sampdoria F.C.. Mr. Karembeu has substantial experience in the management of football club and its continuing development. He was appointed as a non-executive director on 7 August 2007.

### 執行董事(續)

**葉泳倫先生**，41歲，香港執業會計師。葉先生現時為於香港聯合交易所有限公司主板上市之中國能源開發控股有限公司(股份代號：228)之獨立非執行董事。葉先生持有工商管理碩士學位，並為香港會計師公會資深會員、英國特許秘書及行政人員公會、香港特許秘書公會及香港稅務學會會員。彼在香港及中國公司之審核、稅務及提供財務顧問服務方面擁有逾15年經驗。彼於二零零七年七月十七日調任為執行董事。於二零零六年十二月五日，彼獲委任為獨立非執行董事，並於二零零七年五月二十二日調任為非執行董事。彼為本公司執行董事王寶玲女士之配偶。

**王寶玲女士**，31歲，香港會計師公會以及英格蘭及威爾斯特許會計師公會會員。彼亦為英國特許秘書及行政人員公會及香港特許秘書公會會員。彼持有企業管治碩士學位及會計學學士學位。王女士於財務會計、管理會計與審計方面擁有逾10年經驗，當中包括於其他上市公司之工作經驗。彼於二零零七年五月二十九日獲委任為執行董事。彼為本公司執行董事葉泳倫先生之配偶。

### 非執行董事

**Christian Lali Karembeu先生**，38歲，在專業足球方面累積逾20年經驗，曾效力於法國國家足球隊，該隊於一九九八年贏得世界盃。彼曾加盟著名球會——米杜士堡、皇家馬德里及森多利亞。Karembeu先生於管理球會及其持續發展方面擁有豐富經驗。彼於二零零七年八月七日獲委任為非執行董事。

# BIOGRAPHICAL DETAILS OF DIRECTORS

## 董事履歷

### NON-EXECUTIVE DIRECTORS (Continued)

**Mr. Chan Wai Keung**, aged 56, is the committee member of the People's Political Consultation Committee of Lungguang, Shenzhen, the PRC since 1998. Currently, he is an executive director of China Energy Development Holdings Limited (stock code: 228) which is listed on the Main Board of the Stock Exchange of Hong Kong. He is also the President of Global Resources Recovery (Canada) Inc., GRR Conception Recycling Inc. and the chief executive officer of True Product ID Technology Limited, China Fishery and Agriculture Bioenvironmental Technology (Hong Kong) Ltd. and Sure Trace Security Corporation (shares of which are listed in OTC Bulletin Board). Mr. Chan has over 25 years of experience in the operation of business development, China trade, international trade and venture capital etc. He was appointed as a non-executive director on 12 December 2007.

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Chang Kin Man**, aged 45 is a certified public accountant in Hong Kong and a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants. Mr. Chang holds a Bachelor of Science degree in Economics and a Master's degree in Applied Finance. Mr. Chang has extensive experience in corporate finance and in accounting field. He worked for an international accounting firm and a number of public listed companies for more than 15 years. He is currently an independent non-executive director of China Energy Development Holdings Limited (stock code: 228) and China Water Industry Group Limited (stock code: 1129), both are listed companies on the Main Board of the Stock Exchange. He was appointed as an independent non-executive director on 13 July 2006.

### 非執行董事(續)

**陳偉強先生**，56歲，自一九九八年起為中國人民政治協商會議深圳市龍崗區委員會委員。彼現為於香港聯交所主板上市之中國能源開發控股有限公司(股份代號：228)之執行董事。彼亦為Global Resources Recovery (Canada) Inc.及GRR Conception Recycling Inc.總裁，以及正品身份科技有限公司、中國漁農業生物環境科技(香港)有限公司及Sure Trace Security Corporation(其股份在美國場外電子交易板上市)之首席執行官。陳先生於經營商業發展區、中國貿易、國際貿易及風險資本等方面擁有超過25年經驗。彼於二零零七年十二月十二日獲委任為非執行董事。

### 獨立非執行董事

**鄭健民先生**，45歲，香港執業會計師，英國特許公認會計師公會資深會員及香港會計師公會之會員。鄭先生持有經濟學理學士學位及應用財務學碩士學位。鄭先生於企業融資及會計方面擁有豐富經驗。彼曾任職一家國際會計師事務所及多家上市公司逾15年。彼現任中國能源開發控股有限公司(股份代號：228)及中國水業集團有限公司(股份代號：1129)之獨立非執行董事，該等公司均為於聯交所主板上市之公司。彼於二零零六年七月十三日獲委任為獨立非執行董事。

# BIOGRAPHICAL DETAILS OF DIRECTORS

## 董事履歷

### INDEPENDENT NON-EXECUTIVE DIRECTORS *(Continued)*

**Mr. Yau Yan Ming, Raymond**, aged 41, has over 12 years of work experience in auditing, accounting, taxation, company secretarial, corporate finance and financial management, in both private and listed companies. Mr. Yau is an associate member of both the Hong Kong Institute of Certified Public Accountants and American Institute of Certified Public Accountants. He is currently an independent non-executive director of Willie International Holdings Limited (stock code: 273) which is listed on the main board of the Stock Exchange and he is currently a chairman and executive director of iMerchants Limited (stock code: 8009) which is listed on the Growth Enterprise Market of the Stock Exchange. Mr. Yau holds a Master degree in Science majoring in Japanese business studies and Bachelor degree in Business Administration majoring in accounting in the United States of America. He was appointed as an independent non-executive director on 9 October 2007.

**Mr. Zhou Han Ping**, aged 39, graduated in Guangzhou Institute of Foreign Trade in 1994. Mr. Zhou was an Export & Import Manager of China National Packaging Import & Export Corporation (中國包裝進出口總公司). Mr. Zhou was a Manager of South China Region of CIMC (China International Marine Container Holding Limited) (中國國際海運集裝箱(集團)股份有限公司). He had over 10 years experience in International Trade Settlement. Now, Mr. Zhou is Managing Director of Shenzhen Miao Fang Development Company Limited (深圳市苗方科技有限公司) since 2002. He was appointed as an independent non-executive director on 28 February 2007.

### 獨立非執行董事 *(續)*

**邱恩明先生**，41歲，於私人及上市公司之核數、會計、稅務、公司秘書、企業財務及財務管理方面擁有逾12年工作經驗。邱先生為香港會計師公會及美國會計師公會會員。彼現為於聯交所主板上市之威利國際控股有限公司(股份代號：273)之獨立非執行董事及於聯交所創業板上市之菱控有限公司(股份代號：8009)之主席兼執行董事。邱先生持有美國理學碩士學位(主修日本商業研究)及工商管理學士學位(主修會計)。彼於二零零七年十月九日獲委任為獨立非執行董事。

**周漢平先生**，39歲，一九九四年畢業於廣州外貿學院。周先生曾任中國包裝進出口總公司之進出口經理。周先生為中國國際海運集裝箱(集團)股份有限公司之經理。彼於國際貿易結算方面有逾10年經驗。自二零零二年起，周先生現任深圳市苗方科技有限公司之董事總經理。彼於二零零七年二月二十八日獲委任為獨立非執行董事。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The board of directors of the Company (the “Board”) is pleased to present this Corporate Governance Report in the Company’s annual report for the year ended 31 March 2009.

### CORPORATE GOVERNANCE PRACTICES

The Board believes that good corporate governance is crucial to improve the efficiency and performance of the Group and to safeguard the interests of the shareholders. The Company has applied the principles of the Code on Corporate Governance Practices (the “Code”) as set out in Appendix 14 of the Listing Rule and complied with all the applicable code provisions of the Code, except the following:

Code provision A.4.1 stipulates that non-executive directors should be appointed for a specific term, subject to re-election. The Company deviates from the above code provision as one of non-executive Directors (“NEDs”) and all independent non-executive Directors (“INEDs”) are not appointed for specific terms. According to the provisions of the Company’s Articles of Association, however, the NEDs and INEDs are subject to retirement and re-election. The reason for the deviation is that the Company believes that the Directors ought to be committed to representing the long term interest of the Company’s shareholders.

Code provision A.4.2 stipulates that all directors should be subject to retirement by rotation at least once every three years. Pursuant to the Company’s Articles of Association, the chairman shall not be subject to retirement by rotation or be taken into account in determining the number of directors to retire in each year. In order to ensure the smooth running and continuous adhering to the strategic view of the Company, the Company believes that the position of chairman is more practical to be maintained and not to be subject to retirement by rotation.

Code provision E1.2 stipulates that the chairman of the board (the “Chairman”) should attend the annual general meeting (the “AGM”). The Chairman was unable to attend the AGM on 28 August 2008 due to his business trip but he has designated the Executive Director of the Company to answer questions raised at the AGM.

本公司董事會(「董事會」)欣然提呈本公司截至二零零九年三月三十一日止年度之年報內所載之本企業管治報告。

### 企業管治常規

董事會相信良好企業管治對改善本集團效率與表現以及保障股東利益至為重要。本公司已應用上市規則附錄十四所載之企業管治常規守則(「守則」)之原則，並遵守守則之一切適用守則條文，惟以下除外：

守則條文第A.4.1條規定非執行董事之委任應有指定任期，並須接受重選。由於其中一位非執行董事(「非執行董事」)及全部獨立非執行董事(「獨立非執行董事」)之委任並無指定任期，故本公司偏離上述守則條文。然而，根據本公司之公司組織章程細則，非執行董事及獨立非執行董事須退任及接受重選。偏離原因乃本公司相信董事須承諾代表本公司股東之長遠利益。

守則條文第A.4.2條規定所有董事應每三年最少輪值告退一次。根據本公司之組織章程細則，主席毋須輪值告退，而於釐定每年告退之董事人數時，亦不會計入其中。為確保本公司順利營運及持續堅守本公司之策略性視野，本公司相信主席維持其職務及毋須輪值告退更切實可行。

守則條文第E1.2條規定董事會主席(「主席」)須出席股東週年大會(「股東週年大會」)。於二零零八年八月二十八日，主席由於公幹無法出席股東週年大會，但已委派本公司之執行董事於股東週年大會解答所提出之問題。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the full set of Model Code set out in Appendix 10 of the Listing Rules as the code of the conduct for securities transactions by directors (the "Model Code"). The prohibitions on securities dealing and disclosure requirements in the Model Code apply to specified individuals including the Group's senior management and also persons who are privy to price sensitive information of the Group. Having made specific enquiry of all directors, the Board confirms that the directors of the Company have complied with the Model Code regarding directors' securities transactions during the year and up to the date of publication of this Annual Report.

### CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The Company has a separate chairman and chief executive officer. The two positions are assumed by different persons, in order to ensure that their independence, accountability and power are clear. Mr. Yeung Ka Sing, Carson, the chairman of the Board, is responsible for the operation of the Board and the formulation of the Company's strategies and policies, Mr. Hui Ho Luek, Vico, the chief executive officer, with the assistance of other members of the Board and senior management, is responsible for the management of the Company's business, the implementation of significant policies, the daily operational decisions as well as the coordination of the overall.

### BOARD OF DIRECTORS

(a) Up to the date of this Annual Report, the Board comprises a total of twelve members including seven executive directors, two non-executive directors and three independent non-executive directors. Members of the Board have different professional and relevant industry experiences and background so as to bring in valuable contributions and advices for the development of the Group's business. Five out of twelve of the Board is non-executive directors and independent non-executive directors and two of them are qualified accountants.

### 董事證券交易

本公司已採納上市規則附錄十所載之整套標準守則作為董事進行證券交易之操守守則（「標準守則」）。標準守則就證券買賣之限制及披露規定適用於特定個別人士，包括本集團之高級管理人員及其他可接觸本集團股價敏感資料之人士。經向全體董事作出特定查詢後，董事會確認於年內直至本年報刊發日期，本公司董事已遵守有關董事進行證券交易之標準守則。

### 主席及首席執行官

本公司設有主席及首席執行官兩職。兩個職位由不同人士擔任，以確保其獨立性、問責性及權力清晰。董事會主席楊家誠先生負責董事會運作及制定本公司策略及政策。首席執行官許浩略先生在其他董事會成員及高級管理人員協助下，負責管理本公司業務、實施重大政策、作出日常營運決定以及整體協調。

### 董事會

(a) 截至本年報日期，董事會由合共十二名成員組成，包括七名執行董事、兩名非執行董事及三名獨立非執行董事。董事會成員具備不同專業及相關行業經驗及背景，可為本集團之業務發展提供寶貴貢獻及意見。董事會十二名成員中，五名成員為非執行董事及獨立非執行董事，而其中兩名為合資格會計師。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### BOARD OF DIRECTORS (Continued)

- (b) The Company has received written annual confirmation from each independent non-executive director of their independence to the Group. The Group considered that all independent non-executive directors meet the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines. The names of the directors and their respective biographies are set out on pages 9 to 12 of this Annual Report.
- (c) The Board holds meetings on a regular basis and will meet on other occasions when a board-level decision on a particular matter is required. The Board also monitors and controls financial performance in pursuit of the Group's strategic objectives. The names of the directors during the financial year and their individual attendance of are set out below:

### 董事會(續)

- (b) 本公司已接獲各獨立非執行董事就彼等之獨立性而向本集團發出之確認書。本集團認為全體獨立非執行董事符合上市規則第3.13條所載之獨立指引，且根該指引之條款屬獨立人士。董事姓名及彼等各自之履歷載於本年報第9至12頁。
- (c) 董事會定期及於有需要就個別事項作出董事會決策時舉行會議。董事會亦監察及監控本集團於達致策略性目標時之財務表現。財政年度內之董事姓名及其個別出席率載列如下：

Name of Directors	董事姓名	Board 董事會	Audit Committee 審核委員會
<b>Executive:</b>			
	<b>執行董事：</b>		
Mr. Yeung Ka Sing, Carson ( <i>Chairman</i> )	楊家誠先生(主席)	6/16	N/A 不適用
Mr. Hui Ho Luek, Vico	許浩略先生	10/16	N/A 不適用
Mr. Steven McManaman	Steven McManaman 先生	0/16	N/A 不適用
Mr. Fan Zhi Yi	范志毅先生	0/16	N/A 不適用
Mr. Lee Yiu Tung	李耀東先生	14/16	N/A 不適用
Mr. Ip Wing Lun	葉泳倫先生	14/16	N/A 不適用
Ms. Wong Po Ling, Pauline	王寶玲女士	16/16	N/A 不適用
Ms. Bessie Siu (retired on 28 August 2008)	蕭佩詩女士 (於二零零八年八月二十八日退任)	0/6	N/A 不適用



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### BOARD OF DIRECTORS (Continued)

### 董事會(續)

Name of Directors	董事姓名	Board 董事會	Audit Committee 審核委員會
<b>Non-executive:</b>	<b>非執行董事：</b>		
Mr. Christian Lali Karembou	Christian Lali Karembou 先生	0/16	N/A 不適用
Mr. Chan Wai Keung	陳偉強先生	0/16	N/A 不適用
<b>Independent non-executive:</b>	<b>獨立非執行董事：</b>		
Mr. Chang Kin Man	鄭健民先生	7/16	3/3
Mr. Yau Yan Ming, Raymond	邱恩明先生	2/16	3/3
Mr. Zhou Han Ping	周漢平先生	1/16	1/3
Mr. Yip Man Ki (resigned on 22 January 2009)	葉文琪先生 (於二零零九年一月二十二日辭任)	2/14	1/3

(d) The Board is responsible for the leadership and control of the Company, oversee the Group's businesses and evaluate the performance of the Group. The Board also focuses on overall strategies and policies with particular attention paid to the growth and financial performance of the Group.

(d) 董事會負責本公司之領導及監控、監督本集團之業務及評估本集團之表現。董事會亦集中制定整體策略及政策，尤其關注本集團之增長及財務表現。

(e) The Board delegates day-to-day operations of the Group to Executive Directors and senior management, while reserving certain key matters for its approval. When the Board delegates aspects of its management and administration functions to 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.

(e) 董事會授權執行董事及高級管理人員處理本集團日常運作，同時保留批准若干關鍵事項之權力。董事會將其管理及行政職能授予管理層時，已就管理層之權力給予清晰指引，尤其是涉及管理層在何種情況下須作出匯報，及於代表本公司作出決定或作出任何承諾前須取得董事會之事先批准。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### NON-EXECUTIVE DIRECTORS

The Board appointed two directors Mr. Christian Lali Karembeu and Mr. Chan Wai Keung, as Non-executive Directors on 7 August 2007 and 12 December 2007 respectively. They are subject to retirement and eligible for election in annual general meeting in accordance with the Articles of Association of the Company.

### NOMINATION COMMITTEE

The Board established a Nomination Committee which comprises three independent non-executive directors, Mr. Chang Kin Man, Mr. Yau Yan Ming, Raymond and Mr. Zhou Han Ping up to the date of this report. Mr. Yip Man Ki was resigned on 22 January 2009. It is chaired by Mr. Chang Kin Man. The terms of reference of the Nomination Committee have been reviewed with reference to the Code.

The Nomination Committee is responsible for reviewing the Board composition, developing and formulating relevant procedures for nomination and appointment of directors, making recommendations to the Board on the appointment and succession planning of directors, and assessment of the independence of the independent non-executive directors. The Nomination Committee carries out the process of selecting and recommending candidates for directorships by making reference to the skills, experience, professional knowledge and personal integrity of such individuals, the Company's needs and other relevant statutory requirements and regulations. An external recruitment agency may be engaged to carry out the recruitment and selection process when necessary.

The Nomination Committee is also responsible for considering and approving the appointment of its members and making recommendations to shareholders on directors standing for re-election, providing sufficient biographical details of directors to enable shareholders to make an informed decision on the re-election and where necessary, nominate and appoint directors to fill casual vacancies. The chairman may in conjunction with the other directors from time to time review the composition of the Board with particular regard to ensuring that there is an appropriate number of directors on the Board independent of management.

### 非執行董事

董事會分別於二零零七年八月七日及二零零七年十二月十二日委任兩名董事Christian Lali Karembeu先生及陳偉強先生為非執行董事。彼等須根據本公司之公司組織章程細則輪席退任及符合資格於股東週年大會接受重選。

### 提名委員會

本公司設有提名委員會，截至本報告日期，成員包括三名獨立非執行董事鄭健民先生、邱恩明先生及周漢平先生，葉文琪先生於二零零九年一月二十二日辭任。委員會由鄭健民先生擔任主席。提名委員會之職權範圍已參考守則作出檢討。

提名委員會負責檢討董事會組成、發展及制定提名及委任董事之有關程序、就董事之委任及繼任計劃為董事會提供推薦意見，以及評估獨立非執行董事之獨立性。提名委員會參照候選人之技能、經驗、專業知識、個人誠信、本公司之需要，以及其他有關法定要求及法規，挑選及推薦候選人出任董事。本公司於有需要時或會委任外界人事顧問公司進行招聘及挑選工作。

提名委員會亦負責考慮及批准其成員之委任，並就擬重選之董事向股東提供推薦意見，提供足夠董事履歷詳情，以便股東就重選作出知情決定，並於有需要時提名及委任董事填補臨時空缺。主席可不時聯同其他董事檢討董事會組成，特別要確保董事會內有足夠董事人數獨立於管理人員。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### REMUNERATION COMMITTEE

The Board established a Remuneration Committee which comprises three independent non-executive directors, namely Mr. Chang Kin Man, Mr. Yau Yan Ming, Raymond, and Mr. Zhou Han Ping up to the date of this report. Mr. Yip Man Ki was resigned on 22 January 2009. Mr. Chang Kin Man is the chairman of the Committee.

The primary objectives of the Remuneration Committee include making recommendations on and approving the remuneration policy and structure and remuneration packages of the executive directors and the senior management. The Remuneration Committee is also responsible for establishing transparent procedures for developing such remuneration policy and structure to ensure that no director or any of his/her associates will participate in deciding his/her own remuneration, which remuneration will be determined by reference to the performance of the individual and the Company as well as market practice and conditions.

The Remuneration Committee normally meets annually for reviewing the remuneration policy and structure and determination of the annual remuneration packages of the executive directors and the senior management and other related matters. The Remuneration Committee shall consult the Board about these recommendations on remuneration policy and structure and remuneration packages.

The Remuneration Committee did not hold any meetings during the year ended 31 March 2009 for reviewing the remuneration policy and structure of the Company and remuneration packages of the executive directors and the senior management.

### 薪酬委員會

董事會設有薪酬委員會，截至本報告日期，成員包括三名獨立非執行董事鄭健民先生、邱恩明先生及周漢平先生。葉文琪先生於二零零九年一月二十二日辭任。鄭健民先生為委員會之主席。

薪酬委員會主要目標包括就薪酬政策及架構及執行董事及高級管理人員之薪酬組合作出推薦意見及批准薪酬政策及架構及執行董事及高級管理人員之薪酬組合。薪酬委員會亦負責就制定薪酬政策及架構設立具透明度之程序，以確保董事或其任何聯繫人士並無參與其本身薪酬之決定，其薪酬會參考個人及本公司表現及市場慣例及狀況釐定。

薪酬委員會一般會為檢討薪酬政策及架構及釐定執行董事及高級管理人員之年度薪酬組合及其他相關事項而進行會晤。薪酬委員會須就其對薪酬政策及架構及薪酬組合之推薦意見諮詢董事會之意見。

薪酬委員會於截至二零零九年三月三十一日止年度內並無舉行任何會議，以檢討本公司薪酬政策及架構及執行董事及高級管理人員之薪酬組合。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### REMUNERATION COMMITTEE (Continued)

#### Emolument Policy

The directors are paid fees in line with market practice. The Group adopted the following main principles of determining the directors' remuneration:

- No individual should determine his or her own remuneration;
- Remuneration should be broadly aligned with companies with whom the Group competes for human resources;
- Remuneration should reflect performance.

In addition to the basic salaries, a share option scheme is adopted for rewarding good performers as well as retaining talented staff for the continual operation and development of the Group.

### AUDIT COMMITTEE

The Audit Committee comprises of three independent non-executive directors, namely Mr. Chang Kin Man (Chairman of the Audit Committee), Mr. Yau Yan Ming, Raymond and Mr. Zhou Han Ping up to the date of this report. Mr. Yip Man Ki was resigned on 22 January 2009. Mr. Chang and Mr. Yau both are certified public accountants.

The main duties of the Audit Committee include the following:

- To review the financial statements and reports and consider any significant or unusual items raised by the qualified accountant, compliance officer or external auditors before submission to the Board;
- To review the relationship with the external auditors by reference to the work performed by the auditors, their fees and terms of engagement, and make recommendation to the Board on the appointment, re-appointment and removal of external auditors;

### 薪酬委員會(續)

#### 酬金政策

董事獲支付之袍金符合市場慣例。本集團採納以下釐定董事酬金之主要原則：

- 任何個別人士不得釐定本身之酬金；
- 酬金須與本集團爭取人力資源之公司配合；
- 酬金應反映表現。

除基本薪金外，本公司亦採納購股權計劃，就本集團之持續經營及發展獎勵優秀員工及挽留才幹職員。

### 審核委員會

截至本報告日期，審核委員會成員包括三名獨立非執行董事鄭健民先生(審核委員會主席)、邱恩明先生及周漢平先生。葉文琪先生於二零零九年一月二十二日辭任。鄭先生及邱先生均為執業會計師。

審核委員會主要職責包括下列各項：

- 審閱財務報表及報告，並於呈交董事會之前考慮合資格會計師、循規主任或外聘核數師提出之任何重大或非尋常項目；
- 參考核數師所進行之工作、其酬金及受聘年期檢討與外聘核數師之關係，並就委聘、續聘及撤除外聘核數師向董事會提供建議；

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### AUDIT COMMITTEE (Continued)

- To review the adequacy and effectiveness of the Company's financial reporting system, internal control system and risk management system and associated procedures.

The Audit Committee held three meetings during the year ended 31 March 2009 including the review the financial results and reports, financial reporting and compliance procedures, and the re-appointment of the external auditors.

There are no material uncertainties relating to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. The Board has not taken any different view from that of the Audit Committee regarding the selection, appointment, resignation or dismissal of external auditors.

The Company's annual results for the year ended 31 March 2009 reviewed by the Audit Committee.

### AUDITORS' REMUNERATION

An amount of approximately HK\$600,000 was charged to the Group's consolidated financial statements for the year ended 31 March 2009 for the auditing services provided by Shu Lun Pan Hong Kong CPA Limited, the existing auditors who were appointed on 3 September 2007. Other current provisions of auditors' remuneration is made for audit service of auditors of other group entities. There is no significant non-audit service assignment provided by Shu Lun Pan Hong Kong CPA Limited during the year.

### INTERNAL CONTROLS

The Board had conducted a review of the effectiveness of the system of internal control of the Group. The Group's internal control system includes a defined management structure with limits of authority, is designed to help the achievement of business objectives, safeguard assets against unauthorized use or disposition, ensure the maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication, and ensure compliance with relevant legislation and regulations. The system is designed to provide reasonable, but not absolute, assurance against material misstatement or loss and to manage rather than eliminate risks of failure in operation systems and achievement of the Group's objectives. The Board throughout the Group maintains and monitors the internal control systems on an ongoing basis.

### 審核委員會(續)

- 檢討本公司財務申報制度、內部監控制度及風險管理制度及相關程序之足夠性及有效性。

審核委員會於截至二零零九年三月三十一日止年度內舉行三次會議，其工作包括審閱財務業績及報告、財務申報及循規程序以及續聘外聘核數師。

本公司並不存在有關可能對其持續經營之能力產生重大疑問之事件或情況之重大不確定性。就選擇、委聘、辭退或解聘外聘核數師而言，董事會與審核委員會之意見並無分歧。

審核委員會已審閱本公司截至二零零九年三月三十一日止年度之全年業績。

### 核數師酬金

約600,000港元之款項已就香港立信會計師事務所有限公司(於二零零七年九月三日獲委任之現任核數師)提供之審核服務自本集團截至二零零九年三月三十一日止年度之綜合財務報表扣除。核數師酬金之其他即期撥備乃就其他集團實體核數師之審核服務作出。於年內，香港立信會計師事務所有限公司並無提供任何重大非審核服務工作。

### 內部監控

董事會已檢討本集團內部監控制度之成效。本集團之內部監控制度包括具有權限之界定管理架構，乃為協助達成業務目標、保管資產以防未經授權之使用或處理、確定適當之會計紀錄得以保存並可提供可靠之財務資料供內部使用或對外發放，並確保符合相關法例與規則而設。該制度旨在合理地(惟非絕對地)保證並無重大失實陳述或損失，並管理(而非減低)本集團之營運系統以達成本集團之業務目標。董事會於本集團內持續維持及監察內部控制制度。

# REPORT OF THE DIRECTORS

## 董事會報告

The Board of Directors (the “Board”) have pleasure in submitting their report together with the audited financial statements of Grandtop International Holdings Limited (hereinafter referred as to the “Company”) and its subsidiaries (hereinafter collectively referred as to the “Group”) for the year ended 31 March 2009.

### PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of the subsidiaries are engaged in provision of apparel sourcing, sportswear & apparel trading and entertainment business. The activities and other particulars of the subsidiaries are set out in Note 19 to the financial statements.

### RESULTS AND APPROPRIATION

The results of the Group for the year ended 31 March 2009 are set out in the consolidated income statement on page 34.

The state of affairs of the Group and the Company as at 31 March 2009 are set out in the consolidated and Company’s balance sheets on page 35 and 36 respectively.

The directors do not recommend the payment of a final dividend nor transfer of any amount to reserves in respect of the year ended 31 March 2009 (2008: HK\$Nil).

### SEGMENT INFORMATION

An analysis of the Group’s turnover and contribution to the results by principal activities for the year ended 31 March 2009 is set out in Note 5 to the financial statements.

### PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group and of the Company during the year are set out in Note 16 to the financial statements.

### SHARE CAPITAL AND SHARE OPTIONS

Details of the movements in the Company’s share capital and share options during the year are set out in Notes 28 and 32 to the financial statements respectively.

董事會(「董事會」)謹此欣然提呈截至二零零九年三月三十一日止年度之報告連同泓鋒國際控股有限公司(以下稱為「本公司」)及其附屬公司(以下統稱「本集團」)之經審核財務報表。

### 主要業務

本公司之主要業務為投資控股。其附屬公司之主要業務為提供服裝採購服務、運動服裝及服飾貿易以及娛樂事業。附屬公司之業務及其他資料載於財務報表附註 19。

### 業績及分配

本集團截至二零零九年三月三十一日止年度之業績載於第 34 頁之綜合損益表。

本集團及本公司於二零零九年三月三十一日之財務狀況分別載於第 35 及 36 頁之綜合及本公司資產負債表。

董事會建議不派發截至二零零九年三月三十一日止年度之末期股息或轉撥任何金額至儲備(二零零八年：零港元)。

### 分類資料

本集團截至二零零九年三月三十一日止年度按主要業務劃分之營業額及業績貢獻分析載於財務報表附註 5。

### 物業、廠房及設備

年內，本集團及本公司物業、廠房及設備之變動詳情載於財務報表附註 16。

### 股本及購股權

本公司年內之股本及購股權變動詳情分別載於財務報表附註 28 及 32。

# REPORT OF THE DIRECTORS

## 董事會報告

### RESERVES

Details of movements in the reserves of the Group and of the Company during the year are set out in the consolidated statement of changes in equity on page 37 and Note 29 to the financial statements.

### FIVE YEARS 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 116.

### DIRECTORS

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

#### Executive Directors

Mr. Yeung Ka Sing, Carson  
Mr. Hui Ho Luek, Vico  
Mr. Steven McManaman  
Mr. Fan Zhi Yi  
Mr. Lee Yiu Tung  
Mr. Ip Wing Lun  
Ms. Wong Po Ling, Pauline  
Ms. Bessie Siu  
(retired on 28 August 2008)

#### Non-Executive Director

Mr. Christian Lali Karembeu  
Mr. Chan Wai Keung

#### Independent Non-executive Directors

Mr. Chang Kin Man  
Mr. Yau Yan Ming, Raymond  
Mr. Zhou Han Ping  
Mr. Yip Man Ki  
(resigned on 22 January 2009)

In accordance with Article 87(1) of the Company's Articles of Association, Mr. Yeung Ka Sing, Carson, the Chairman of the Company, shall not be subject to retirement by rotation at the annual general meeting.

In accordance with Articles 87(1) and 87(2) of the Company's Articles of Association, Mr. Hui Ho Luek, Vico, Mr. Steven McManaman and Ms. Wong Po Ling, Pauline shall retire from office at the forthcoming annual general meeting ("AGM") and shall be eligible for re-election. Mr. Fan Zhi Yi will retire at the AGM in accordance with Article 87(1) but does not offer himself for re-election at the AGM for personal reasons.

### 儲備

本集團及本公司於年內之儲備變動詳情載於第37頁之綜合權益變動表及財務報表附註29。

### 五年財務資料概要

本集團過去五個財政年度之業績及資產與負債概要載於第116頁。

### 董事

於本財政年度內及截至本報告日期，本公司之董事如下：

#### 執行董事

楊家誠先生  
許浩略先生  
Steven McManaman 先生  
范志毅先生  
李耀東先生  
葉泳倫先生  
王寶玲女士  
蕭佩詩女士  
(於二零零八年八月二十八日退任)

#### 非執行董事

Christian Lali Karembeu 先生  
陳偉強先生

#### 獨立非執行董事

鄭健民先生  
邱恩明先生  
周漢平先生  
葉文琪先生  
(於二零零九年一月二十二日辭任)

根據本公司組織章程細則第87(1)條，本公司主席楊家誠先生毋須於股東週年大會上輪值退任。

根據本公司組織章程細則第87(1)條及87(2)條，許浩略先生、Steven McManaman 先生及王寶玲女士將退任並符合資格於應屆股東週年大會(「股東週年大會」)上膺選連任。范志毅先生將根據細則第87(1)條於股東週年大會退任，惟因私人理由不會於會上膺選連任。

# REPORT OF THE DIRECTORS

## 董事會報告

### DIRECTORS' BIOGRAPHICAL DETAILS

Biographical details of the directors of the Company are set out on page 9 to 12 of the annual report.

### DIRECTORS' SERVICES CONTRACTS

Mr. Steven McManaman, an executive Director, has entered into a service agreement with the Company for an initial fixed term of 3 years commencing from 2 July 2007 which is subject to termination with six months' notice in writing served by either party to the other party or payment in lieu of notice. Mr. McManaman is entitled to a monthly director's salary of HK\$100,000 which was determined by the Board on the basis of his qualification, experience and level of responsibilities and by reference to market benchmark. In 1 August 2008, the changes of the terms of employment under the service agreement have been made with the Company regarding a monthly director's salary changed from HK\$100,000 to HK\$50,000 with effect from 1 August 2008. Other than the rate of monthly director's salary, the remaining terms of service agreement shall be unaffected. He is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Company's Articles of Association.

Mr. Christian Lali Karembeu, a non-executive Director, has entered into a service agreement with the Company for an initial fixed term of 3 years commencing from 7 August 2007 which is subject to termination with six months' notice in writing served by either party to the other party or payment in lieu of notice. Mr. Karembeu is entitled to a monthly director's salary of HK\$100,000 which was determined by the Board on the basis of his qualification, experience and level of responsibilities and by reference to market benchmark. In 1 August 2008, the changes of the terms of employment under the service agreement have been made with the Company regarding a monthly director's salary changed from HK\$100,000 to HK\$50,000 with effect from 1 August 2008. Other than the rate of monthly director's salary, the remaining terms of service agreement shall be unaffected. He is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Company's Articles of Association.

Save as the above, none of the directors has a services contract with Company and of its subsidiaries which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

### 董事履歷詳情

本公司董事之履歷詳情載於年報第9至第12頁。

### 董事之服務合約

執行董事 Steven McManaman 先生已與本公司訂立服務協議，初步固定任期由二零零七年七月二日起，為期三年，直至任何一方向另一方發出六個月之書面通知或等額之代通知金為止。McManaman 先生有權獲取董事薪金每月 100,000 港元，乃由董事會根據其資歷、經驗及責任水平參考市場標準釐定。於二零零八年八月一日，本公司對服務協議項下之僱傭條款作出更改，將董事薪金由每月 100,000 港元改為 50,000 港元，由二零零八年八月一日起生效。除每月董事薪金外，服務協議之其餘條款均不受影響。彼將根據本公司之組織章程細則於本公司之股東週年大會上輪值退任及接受重選。

非執行董事 Christian Lali Karembeu 先生已與本公司訂立服務協議，初步固定任期由二零零七年八月七日起，為期三年，直至任何一方向另一方發出六個月之書面通知或等額之代通知金為止。Karembeu 先生有權獲取董事薪金每月 100,000 港元，乃由董事會根據其資歷、經驗及責任水平參考市場標準釐定。於二零零八年八月一日，本公司對服務協議項下之僱傭條款作出更改，將董事薪金由每月 100,000 港元改為 50,000 港元，由二零零八年八月一日起生效。除每月董事薪金外，服務協議之其餘條款均不受影響。彼將根據本公司之組織章程細則於本公司之股東週年大會上輪值退任及接受重選。

除上述者外，概無董事與本公司及其附屬公司訂立本公司不可於一年免付賠償(法定賠償除外)予以終止之服務合約。



# REPORT OF THE DIRECTORS

## 董事會報告

### DIRECTORS' INTERESTS IN CONTRACTS

No contracts of significance in relation to the Group's business to which the Company, or any of its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

### DIRECTORS' INTERESTS IN SECURITIES

As at 31 March 2009, the interests of the Directors and chief executive of the Company 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 required to be kept by the Company under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code, were as follows:

#### (i) Shares

Name of directors 董事姓名	Nature of interest 權益性質	Notes 附註			Percentage of the issued share capital of the Company 佔本公司 已發行 股本百分比
Mr. Yeung Ka Sing, Carson 楊家誠先生	Held by controlled corporation 以受控制公司持有	(1)	115,200,000	(L)	11.69%
	Personal interest 個人權益		53,304,000	(L)	5.41%
			<u>168,504,000</u>		<u>17.10%</u>
Mr. Hui Ho Luek, Vico 許浩略先生	Held by controlled corporation 以受控制公司持有	(2)	63,000,000	(L)	6.39%
	Family interest 家族權益	(3)	18,975,000	(L)	1.93%
			<u>81,975,000</u>		<u>8.32%</u>

### 董事之合約權益

本公司或其任何附屬公司於年終或年內任何時間概無訂立本公司董事直接或間接擁有重大權益而對本集團業務影響重大之任何合約。

### 董事之證券權益

於二零零九年三月三十一日，根據證券及期貨條例(「證券及期貨條例」)第352條規定本公司須予保存之登記冊所示，各董事及本公司主要行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份及債券之權益，或根據標準守則須向本公司及聯交所披露之權益如下：

#### (i) 股份

		Notes 附註			Percentage of the issued share capital of the Company 佔本公司 已發行 股本百分比
			Number of issued ordinary shares held 所持已發行 普通股數目		
Mr. Yeung Ka Sing, Carson 楊家誠先生	Held by controlled corporation 以受控制公司持有	(1)	115,200,000	(L)	11.69%
	Personal interest 個人權益		53,304,000	(L)	5.41%
			<u>168,504,000</u>		<u>17.10%</u>
Mr. Hui Ho Luek, Vico 許浩略先生	Held by controlled corporation 以受控制公司持有	(2)	63,000,000	(L)	6.39%
	Family interest 家族權益	(3)	18,975,000	(L)	1.93%
			<u>81,975,000</u>		<u>8.32%</u>

# REPORT OF THE DIRECTORS

## 董事會報告

### DIRECTORS' INTERESTS IN SECURITIES (Continued)

#### (i) Shares (Continued)

The letter "L" denotes a long position in shares of the Company.

Notes:

- (1) These Shares were held by Great Luck Management Limited, a company incorporated in the British Virgin Islands and wholly owned by Mr. Yeung Ka Sing, Carson.
- (2) These Shares were held by Premier Rise Investments Limited, a company incorporated in the British Virgin Islands and wholly owned by Mr. Hui Ho Luek, Vico.
- (3) These Shares were held by Ms. Leung Choi Fan, the spouse of Mr. Hui Ho Luek, Vico.

#### (ii) Share options

Name of director 董事姓名	Nature of interest 權益性質	Number of options held 所持購股權數目	Exercise price per share 每股股份行使價 HK\$ 港元	Expiry date 屆滿日期
Mr. Steven McManaman Steven McManaman 先生	Beneficial owner 實益擁有人	2,000,000	1.126	20 August 2017 二零一七年八月二十日

Save as disclosed above, as at 31 March 2009, none of the Directors and chief executives and their associates has any interests in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 & 8 of Part XV of the SFO (including interests which they are taken or deemed to have under section 344 of the SFO), or which are required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which are required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies.

### 董事之證券權益(續)

#### (i) 股份(續)

「L」代表於本公司股份之好倉。

附註:

- (1) 該等股份由鴻祥管理有限公司持有，該公司乃於英屬處女群島註冊成立，並由楊家誠先生全資擁有。
- (2) 該等股份由致尊投資有限公司持有，該公司乃於英屬處女群島註冊成立，並由許浩略先生全資擁有。
- (3) 該等股份由許浩略先生之配偶梁彩芬女士持有。

#### (ii) 購股權

Name of director 董事姓名	Nature of interest 權益性質	Number of options held 所持購股權數目	Exercise price per share 每股股份行使價 HK\$ 港元	Expiry date 屆滿日期
Mr. Steven McManaman Steven McManaman 先生	Beneficial owner 實益擁有人	2,000,000	1.126	20 August 2017 二零一七年八月二十日

除上文所披露者外，於二零零九年三月三十一日，董事及主要行政人員與彼等之聯繫人士並無於本公司或其任何相聯法團(定義見證券及其貨條例第 XV 部)之股份、相關股份及債券中擁有任何根據證券及期貨條例第 XV 部第 7 及 8 分部須知會本公司及聯交所之權益(包括根據證券及期貨條例第 344 條被視為或當作擁有之權益)，或根據證券及期貨條例第 352 條須載入該條例所指之記錄冊之權益，或根據上市公司董事進行證券交易的標準守則須知會本公司或聯交所之權益。

# REPORT OF THE DIRECTORS

## 董事會報告

### SUBSTANTIAL SHAREHOLDERS

As at 31 March 2009, the following parties (not being Directors or chief executive of the Company disclosed under the section "Directors' Interests in Securities") had an interest in 5% or more of the shares and underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO.

### 主要股東

於二零零九年三月三十一日，根據證券及期貨條例第336條規定本公司須予保存之登記冊所示，下列人士（「董事之證券權益」一節所披露之本公司董事或主要行政人員除外）於本公司之股份及相關股份中擁有5%或以上權益。

Name of shareholders 股東名稱	Capacity 身份	Notes 附註	Number of issued ordinary shares held 所持已發行普通股數目		Percentage of the issued share capital of the Company 佔本公司已發行股本百分比
Pacific Capital Investment Management Limited	Beneficial owner 實益擁有人	1	3,772,364,000	Long Position 好倉	382.92%
		1	50,000,000	Short Position 淡倉	5.08%
Collins Micheal	Beneficial owner 實益擁有人	1	3,772,364,000	Long Position 好倉	382.92%
		1	50,000,000	Short Position 淡倉	5.08%
Huge Gain Development Limited	Beneficial owner 實益擁有人	2	96,000,000	Long Position 好倉	9.74%
Nerine Trust Company Limited	Trustee of trust 信託之受託人	2	96,000,000	Long Position 好倉	9.74%

Notes:

附註：

- (1) Pacific Capital Investment Management Limited ("PCIM") is wholly owned by Collins Micheal. On 7 May 2008, PCIM entered into a subscription agreement with the Company, pursuant to which PCIM agrees to subscribe for convertible notes for an aggregate principal amount of up to HK\$200,000,000 to be issued by the Company, the minimum conversion price is HK\$0.05. (Details of the convertible notes of the Company are set out in Note 27 to the financial statements.)
- (2) Huge Gain Development Limited is wholly owned by Nerine Trust Company Limited ("Nerine Trust"). Nerine Trust is the trustee of SB Unit Trust and holds properties for the benefit of holders of units issued by SB Unit Trust. All the units issued by SB Unit Trust were held by the family members of Mr. Siu Ban, co-founder of the Group and the discretionary objects.

- (1) Pacific Capital Investment Management Limited (「PCIM」) 由 Collins Micheal 全資擁有。於二零零八年五月七日，PCIM 與本公司訂立認購協議，據此，PCIM 同意認購將由本公司發行本金總額最多為 200,000,000 港元之可換股票據，最低兌換價為 0.05 港元。（本公司可換股票據之詳情載於財務報表附註 27。）
- (2) Huge Gain Development Limited 由 Nerine Trust Company Limited (「Nerine Trust」) 全資擁有。Nerine Trust 是 SB Unit Trust 之受託人，並為 SB Unit Trust 所發行單位之持有人之利益持有財產。SB Unit Trust 所發行之全部單位由本集團之共同創辦人蕭彬先生之家族成員及全權信託之受益人持有。

Save as disclosed above, as at 31 March 2009, no person had registered an interest and short positions in the share capital of the Company that was required to be recorded under Section 336 of the SFO.

除上文所披露者外，於二零零九年三月三十一日，概無人士已登記根據證券及期貨條例第336條須予記錄本公司股本中之權益及淡倉。

# REPORT OF THE DIRECTORS

## 董事會報告

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

The Company has not redeemed any of its shares during the year. Neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the year.

### DIRECTORS' INTEREST IN COMPETING BUSINESS

During the year and up to date of this report, no director of the Company or any of its subsidiaries is considered to have an interest in a business which competes or is likely to compete, either directly or indirectly, with the business of the Group, pursuant to the Listing Rules, other than those business of which the directors were appointed as directors to represent the interest of the Company and/or the Group.

### PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Articles of Association or the laws of the Cayman Islands, being the jurisdiction in which the Company was incorporated, which would oblige the Company to offer new shares on a pro rata basis to its existing shareholders.

### DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the heading "SHARE OPTION SCHEME" below, at no time during the year was the Company, its holding company or any of its subsidiaries, a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of the Company or any other body corporate. None of the directors, or their spouses or their children under the age of 18, had any right to subscribe for the shares of the Company, or had exercised any such rights during the year.

### 購買、贖回或出售本公司之上市證券

年內，本公司並無贖回其任何股份。年內，本公司或其任何附屬公司並無購買、贖回或出售本公司之任何上市證券。

### 董事於競爭性業務之權益

於本年內及截至本報告日期，本公司或其任何附屬公司之董事概無被視為擁有(根據上市規則)與本集團業務構成直接或間接競爭或可能構成競爭之業務中擁有權益，惟董事獲委任為代表本公司及／或本集團權益而參與之業務則除外。

### 優先購股權

本公司之組織章程細則或開曼群島(本公司註冊成立所在之司法權區)法例概無載列有關本公司須按比例向其現有股東提呈發售新股份之優先購買權規定。

### 董事認購股份或債券之權利

除下文「購股權計劃」所披露者外，本公司、其控股公司或其任何附屬公司於年內任何時間並無參與任何安排，致使本公司之董事藉購入本公司或任何其他法團之股份或債券而獲取利益。董事或彼等之配偶或未滿十八歲之子女於年內概無擁有認購本公司股份之任何權利或已行使任何有關權利。

# REPORT OF THE DIRECTORS

## 董事會報告

### SHARE OPTION SCHEME

Under the old share option scheme and new share option scheme adopted by the Company on 22 October 2002 and 30 July 2007 respectively, the board of directors of the Company may, at its discretion, grant options to eligible participants to subscribe for share in the Company. The details of share option scheme are set out in Note 32 to the financial statements.

Details of the movements of share options granted under the old scheme and new scheme during the year are set out below:

### 購股權計劃

根據本公司分別於二零零二年十月二十二日及二零零七年七月三十日採納之舊購股權計劃及新購股權計劃，本公司董事會可酌情向合資格參加者授出購股權，以認購本公司股份。購股權計劃詳情載於財務報表附註32。

本公司根據舊計劃及新計劃授出之購股權於年內之變動詳情如下：

	<b>Date of grant</b> 授出日期	<b>Outstanding as at 1 April 2008</b> 於二零零八年 四月一日 尚未行使	<b>Granted during the year</b> 於年內授出	<b>Cancelled during the year</b> 於年內註銷	<b>Exercised during the year</b> 於年內行使	<b>Outstanding as at 31 March 2009</b> 於二零零九年 三月三十一日 尚未行使	<b>Exercise price</b> 行使價
Directors: 董事:							
Lee Yiu Tung 李耀東	21 August 2007 二零零七年 八月二十一日	6,912,000	—	(6,912,000)	—	—	1.126
Ip Wing Lun 葉泳倫	21 August 2007 二零零七年 八月二十一日	6,912,000	—	(6,912,000)	—	—	1.126
Wong Po Ling, Pauline 王寶玲	21 August 2007 二零零七年 八月二十一日	6,912,000	—	(6,912,000)	—	—	1.126
Steven McManaman Steven McManaman 先生	21 August 2007 二零零七年 八月二十一日	2,000,000	—	—	—	2,000,000	1.126
<b>Sub-total 小計</b>		22,736,000	—	(20,736,000)	—	2,000,000	
Employees: 僱員:							
	7 June 2007 二零零七年 六月七日	24,000,000	—	—	—	24,000,000	0.500
	21 August 2007 二零零七年 八月二十一日	24,384,000	—	(24,384,000)	—	—	1.126
<b>Sub-total 小計</b>		48,384,000	—	(24,384,000)	—	24,000,000	
<b>Grand total 總和</b>		71,120,000	—	(45,120,000)	—	26,000,000	

# REPORT OF THE DIRECTORS

## 董事會報告

### CORPORATE GOVERNANCE

The Company's corporate governance principles and practices are set out in the Corporate Governance Report on page 13 to 20 to this Annual Report.

### MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

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 (the "Model Code"). Having made specific enquiry to all the Directors of the Company, all the Directors of the Company confirmed that they have complied with the required standard of dealings and the code of conduct regarding the Model Code adopted by the Company.

### AUDIT COMMITTEE

The Company has an Audit Committee which was established on 22 October 2002 in accordance with the requirements of the Code of Best Practices set out in Appendix 14 to the Listing Rules, for the purpose of reviewing and providing supervision over the Group's financial reporting process and internal controls. The Audit Committee comprises three independent non-executive directors of the Company up to the date of this report.

During the year, the Audit Committee met with the Group's executive directors, senior management and the external auditors to consider and review the Group's financial statements, the nature and scope of audit reviews, and the effectiveness of the system of internal control and compliance. The Audit Committee held three meetings during the year. The Audit Committee had reviewed the audited annual financial statements for the year ended 31 March 2009 and communicated with external auditors before recommending them to the Board of Directors for approval.

### 企業管治

本公司之企業管治原則及常規載於本年報第13至20頁企業管治報告內。

### 董事進行證券交易之標準守則

本公司已採納上市規則附錄十所載之上市發行人董事進行證券交易的標準守則(「標準守則」)。於向本公司全體董事作出特定查詢後，本公司全體董事已確認彼等已遵守本公司所採納有關標準守則之所需交易標準及操守守則。

### 審核委員會

於二零零二年十月二十二日，本公司已根據上市規則附錄十四所載之最佳應用守則成立審核委員會，負責檢討及監督本集團之財務申報過程及內部監控。截至本報告日期，審核委員會由本公司三名獨立非執行董事組成。

年內，審核委員會已會晤本集團之執行董事、高級管理人員及外聘核數師，以考慮及審閱本集團之財務報表、檢討核數之性質及範圍以及內部監控及遵例制度之成效。審核委員會於年內舉行三次會議。審核委員會先行審閱截至二零零九年三月三十一日止年度經審核全年財務報表並與外聘核數師進行商討後，始建議董事會批准該等賬目及財務報表。

# REPORT OF THE DIRECTORS

## 董事會報告

### SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the directors of the Company as at date of this report, the Company has maintained the prescribed public float under the Listing Rules.

### AUDITORS

The financial statements have been audited by Shu Lun Pan Hong Kong CPA Limited (formerly known as Shu Lun Pan Horwath Hong Kong CPA Limited) and will hold office until the conclusion of the forthcoming annual general meeting of the Company and retire (the "Retirement").

On 1 May 2009, Shu Lun Pan Hong Kong CPA Limited has merged their business with BDO McCabe Lo Limited and renamed as BDO Limited on the same date. As such, the Company proposes to appoint BDO Limited as the new auditors of the Company in the forthcoming annual general meeting to fill in the casual vacancy due to the Retirement.

On behalf of the Board

**Hui Ho Luek, Vico**

*Executive Director and Chief Executive Officer*

Hong Kong, 24 July 2009

### 公眾持股量之充足性

根據本公司可公開取得之資料及就本公司董事於本報告日期所知，本公司已維持上市規則所規定之公眾持股量。

### 核數師

財務報表已由香港立信會計師事務所有限公司(前稱香港立信浩華會計師事務所有限公司)審核。香港立信會計師事務所有限公司將會留任直至本公司應屆股東週年大會結束為止，屆時將會退任(「退任」)。

於二零零九年五月一日，香港立信會計師事務所有限公司與德豪嘉信會計師事務所有限公司合併業務，並於同日易名為德豪會計師事務所有限公司。因此本公司建議於應屆股東週年大會委聘德豪會計師事務所有限公司為本公司新任核數師，以填補因退任所產生之臨時空缺。

代表董事會

執行董事兼首席執行官

**許浩略**

香港，二零零九年七月二十四日

# INDEPENDENT AUDITORS' REPORT

## 獨立核數師報告

**Shu Lun Pan Hong Kong CPA Limited**  
香港立信會計師事務所有限公司  
20<sup>th</sup> Floor, Central Plaza  
18 Harbour Road  
Wanchai, Hong Kong  
Telephone : (852) 2598 4100  
Facsimile : (852) 2810 0502  
audit@slp.com.hk

### **TO THE SHAREHOLDERS OF GRANDTOP INTERNATIONAL HOLDINGS LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

We have audited the financial statements of Grandtop International Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 34 to 115, which comprise the consolidated and company balance sheets as at 31 March 2009, the consolidated income statement, consolidated statement of changes in equity and 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 are responsible for the preparation and the true and fair presentation of the financial statements in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and the true and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

### **致泓鋒國際控股有限公司各股東** *(於開曼群島註冊成立之有限公司)*

吾等已完成審核列載於第34至115頁泓鋒國際控股有限公司(「貴公司」)及其附屬公司(統稱為「貴集團」)之財務報表，此綜合財務報表包括於二零零九年三月三十一日之綜合及公司資產負債表與截至該日止年度之綜合損益表、綜合權益變動表及綜合現金流量表，以及主要會計政策概要及其他附註解釋。

### **董事就財務報表須承擔之責任**

董事須負責根據香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露要求編製及真實而公平地呈列財務報表。該責任包括設計、實施及維護與編製及真實而公平地呈列財務報表相關之內部監控，以使該等財務報表不存在由於欺詐或錯誤而導致之重大錯誤陳述；選擇及應用適當之會計政策；及按情況作出合理之會計估計。



# INDEPENDENT AUDITORS' REPORT

## 獨立核數師報告

### AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with our agreed terms of engagement, 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.

### 核數師之責任

吾等之責任是根據吾等之審核，對財務報表作出意見，並僅根據吾等同意之委聘條款向整體股東報告，除此之外本報告別無其他目的。吾等不會就本報告之內容向任何其他人士負上或承擔任何責任。

吾等已根據香港會計師公會頒佈之香港審核準則進行審核。該等準則要求吾等遵守道德規範，並規劃及執行審核，合理地確定財務報表是否不存在任何重大錯誤陳述。

審核涉及執行程序以獲取有關財務報表所載數額及披露資料所需之審核憑證。所選定之程序取決於核數師之判斷，包括評估由於欺詐或錯誤而導致財務報表存在重大錯誤陳述之風險。在評估該等風險時，核數師考慮與該公司編製及真實而公平地呈列財務報表相關之內部監控，以設計適當之審核程序，但並非為對該公司之內部監控效能發表意見。審核亦包括評價董事所採用之會計政策之合適性及所作出之會計估計之合理性，以及評價財務報表之整體呈列方式。

吾等相信，吾等所獲取之審核憑證是充足及適當地為吾等之審核意見提供基礎。

# INDEPENDENT AUDITORS' REPORT

## 獨立核數師報告

### OPINION

In our opinion, the financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 March 2009 and of the loss and cash flows of the Group for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

### SHU LUN PAN HONG KONG CPA LIMITED

*Certified Public Accountants*

24 July 2009

Choi Man On

Practising Certificate number P02410

20th Floor, Central Plaza

18 Harbour Road

Wanchai

Hong Kong

### 意見

吾等認為，財務報表已根據香港財務報告準則真實而公平地反映 貴公司及 貴集團於二零零九年三月三十一日之財務狀況及 貴集團截至該日止年度之虧損及現金流量，並已按照香港公司條例之披露要求妥為編製。

### 香港立信會計師事務所有限公司

*執業會計師*

二零零九年七月二十四日

蔡文安

執業證書編號 P02410

香港

灣仔

港灣道 18 號

中環廣場 20 樓

# CONSOLIDATED INCOME STATEMENT

## 綜合損益表

For the year ended 31 March 2009

截至二零零九年三月三十一日止年度

		Notes 附註	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Turnover	營業額	6	10,660	20,595
Cost of sales	銷售成本		(6,513)	(17,574)
Gross profit	毛利		4,147	3,021
Other revenue and net gains	其他收益及盈利淨值	7	986	404
Impairment loss on property, plant and equipment	物業、廠房及設備之減值虧損	16	—	(1,919)
Impairment loss on available-for-sale financial assets	可供出售金融資產之減值虧損	21	(73,945)	(110,923)
Impairment loss on trade receivables	應收貿易賬款之減值虧損	23(ii)	(1,333)	(1,745)
Selling expenses	銷售開支		(2,000)	(790)
Administrative expenses	行政開支		(19,072)	(29,563)
Share-based payments	以股份支付之款項	32	—	(10,200)
Finance costs	融資成本	8	(538)	—
Loss before taxation	除稅前虧損	9	(91,755)	(151,715)
Income tax	所得稅	10	78	(418)
Loss for the year attributable to equity holders of the Company	本公司股權持有人應佔本年度虧損	13	(91,677)	(152,133)
<b>Dividend</b>	<b>股息</b>	14	—	—
<b>Loss per share</b>	<b>每股虧損</b>	15		
— Basic and diluted (HK cents)	— 基本及攤薄 (港仙)		(10.96)	(22.47)

The accompanying notes form part of these financial statements.

隨附之附註為本財務報表之一部份。

# CONSOLIDATED BALANCE SHEET

## 綜合資產負債表

As at 31 March 2009  
於二零零九年三月三十一日

		Notes 附註	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
<b>ASSETS AND LIABILITIES</b>	<b>資產及負債</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	16	2,992	2,780
Investment property	投資物業	18	1,060	1,250
Available-for-sale financial assets	可供出售金融資產	21	60,419	134,364
			<b>64,471</b>	138,394
<b>Current assets</b>	<b>流動資產</b>			
Prepaid land lease expenses	預付土地租金開支	17	—	289
Trade receivables	應收貿易賬款	23	—	1,099
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	23	1,190	544
Cash and cash equivalents	現金及現金等值項目	24	2,968	7,055
			<b>4,158</b>	8,987
<b>Current liabilities</b>	<b>流動負債</b>			
Accruals and other payables	應計款項及其他應付款項		5,880	5,588
Taxation payable	應付稅項		20,337	20,415
Amounts due to directors	應付董事款項	25	5,378	10,583
			<b>31,595</b>	36,586
<b>Net current liabilities</b>	<b>流動負債淨值</b>		<b>(27,437)</b>	(27,599)
<b>Total assets less current liabilities</b>	<b>資產總值減流動負債</b>		<b>37,034</b>	110,795
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Amounts due to directors	應付董事款項	25	97,982	97,982
Deferred tax liabilities	遞延稅項負債	26	167	167
Convertible notes	可換股票據	27	4,108	—
			<b>102,257</b>	98,149
<b>NET (LIABILITIES)/ASSETS</b>	<b>(負債)/資產淨值</b>		<b>(65,223)</b>	12,646
<b>CAPITAL AND RESERVES</b>	<b>資本及儲備</b>			
<b>Share capital</b>	<b>股本</b>	28	9,852	7,603
<b>Reserves</b>	<b>儲備</b>	29(a)	(75,075)	5,043
<b>TOTAL EQUITY</b>	<b>權益總值</b>		<b>(65,223)</b>	12,646

These financial statements were approved and authorised for issue by the board of directors on 24 July 2009.

本財務報表經董事會於二零零九年七月二十四日批准及授權刊發。

**Mr. Hui Ho Luek, Vico**  
許浩略先生  
Director  
董事

**Mr. Ip Wing Lun**  
葉泳倫先生  
Director  
董事

The accompanying notes form part of these financial statements.

隨附之附註為本財務報表之一部份。

# BALANCE SHEET

## 資產負債表

As at 31 March 2009

於二零零九年三月三十一日

		Notes 附註	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
ASSETS AND LIABILITIES	資產及負債			
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	16	833	1,007
Investments in subsidiaries	於附屬公司之投資	19	—	5,774
Available-for-sale financial assets	可供出售金融資產	21	60,419	134,364
			<b>61,252</b>	141,145
<b>Current assets</b>	<b>流動資產</b>			
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項		1,185	544
Amounts due from subsidiaries	應收附屬公司款項	20	—	1,132
Cash and cash equivalents	現金及現金等值項目	24	2,536	6,941
			<b>3,721</b>	8,617
<b>Current liabilities</b>	<b>流動負債</b>			
Accruals and other payables	應計款項及其他應付款項		4,218	5,559
Amounts due to subsidiaries	應付附屬公司款項	20	5,691	5,691
Amounts due to directors	應付董事款項	25	5,378	10,583
			<b>15,287</b>	21,833
<b>Net current liabilities</b>	<b>流動負債淨值</b>		<b>(11,566)</b>	(13,216)
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Convertible notes	可換股票據	27	4,108	—
Amounts due to directors	應付董事款項	25	97,982	97,982
			<b>102,090</b>	97,982
<b>NET (LIABILITIES)/ASSETS</b>	<b>(負債)/資產淨值</b>		<b>(52,404)</b>	29,947
CAPITAL AND RESERVES	資本及儲備			
<b>Share capital</b>	<b>股本</b>	28	9,852	7,603
<b>Reserves</b>	<b>儲備</b>	29(b)	(62,256)	22,344
<b>TOTAL EQUITY</b>	<b>權益總值</b>		<b>(52,404)</b>	29,947

These financial statements were approved and authorised for issue by the board of directors on 24 July 2009.

本財務報表經董事會於二零零九年七月二十四日批准及授權刊發。

**Mr. Hui Ho Luek, Vico**

許浩略先生

Director

董事

**Mr. Ip Wing Lun**

葉泳倫先生

Director

董事

The accompanying notes form part of these financial statements.

隨附之附註為本財務報表之一部份。

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

For the year ended 31 March 2009  
截至二零零九年三月三十一日止年度

### Group

### 本集團

		Share capital	Contribution surplus	Share premium	Share option reserve	Accumulated losses	Total
		股本	繳入盈餘	股份溢價	購股權儲備	累計虧損	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
		(Note 28)	(Note 29(a))	(Note 29(a))	(Note 29(a))	(Note 29(a))	(Note 29(a))
		(附註28)	(附註29(a))	(附註29(a))	(附註29(a))	(附註29(a))	(附註29(a))
<b>At 1 April 2007</b>	<b>於二零零七年四月一日</b>	3,840	(85)	32,250	—	(36,060)	(55)
Loss for the year and total recognised expenses for the year	本年度虧損及本年度已確認開支總額	—	—	—	—	(152,133)	(152,133)
Open offer of shares	公開發售股份	1,920	—	35,120	—	—	37,040
Placing of shares	配售股份	1,843	—	115,751	—	—	117,594
Recognition of equity-settled share-based payments	確認股權結算以股份支付之款項	—	—	—	10,200	—	10,200
Lapse of share options	已失效購股權	—	—	—	(2,828)	2,828	—
<b>At 31 March 2008</b>	<b>於二零零八年三月三十一日</b>	7,603	(85)	183,121	7,372	(185,365)	12,646
Loss for the year and total recognised expenses for the year	本年度虧損及本年度已確認開支總額	—	—	—	—	(91,677)	(91,677)
Issue of shares upon conversion of Convertible Notes (Note 27)	於兌換可換股票據時發行股份 (附註27)	2,249	—	11,559	—	—	13,808
Cancellation of share options	註銷購股權	—	—	—	(5,875)	5,875	—
<b>At 31 March 2009</b>	<b>於二零零九年三月三十一日</b>	9,852	(85)	194,680	1,497	(271,167)	(65,223)

The accompanying notes form part of these financial statements.

隨附之附註為本財務報表之一部份。

# CONSOLIDATED CASH FLOW STATEMENT

## 綜合現金流量表

For the year ended 31 March 2009  
截至二零零九年三月三十一日止年度

		<b>2009</b> <b>二零零九年</b> <b>HK\$'000</b> <b>千港元</b>	2008 二零零八年 HK\$'000 千港元
<b>Cash flow from operating activities</b>	<b>經營活動之現金流量</b>		
Loss before taxation	除稅前虧損	<b>(91,755)</b>	(151,715)
Adjustments for:	調整：		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	<b>436</b>	1,054
Release of prepaid land lease expenses	預付土地租金開支解除	<b>289</b>	431
Interest income	利息收入	<b>(3)</b>	(93)
Interest expenses	利息支出	<b>538</b>	—
Write-off of property, plant and equipment	物業、廠房及設備撇銷	—	115
Charge for provision for obsolete inventories	過時存貨撥備計提	—	927
Impairment loss on available-for-sale financial assets	可供出售金融資產之減值虧損	<b>73,945</b>	110,923
Impairment loss on property, plant and equipment	物業、廠房及設備之減值虧損	—	1,919
Impairment loss on trade receivables	應收貿易賬款之減值虧損	<b>1,333</b>	1,745
Fair value loss/(gain) on investment property	投資物業之公平值虧損／(收益)	<b>190</b>	(213)
Fair value gain on convertible notes	可換股票據之公平值收益	<b>(872)</b>	—
Share-based payments	以股份支付之款項	—	10,200
<b>Operating cash flow before working capital changes</b>	<b>營運資金變動前之經營現金流量</b>	<b>(15,899)</b>	(24,707)
Decrease in inventories	存貨減少	—	2,729
(Increase)/decrease in trade receivables	應收貿易賬款(增加)／減少	<b>(234)</b>	2,769
(Increase)/decrease in deposits, prepayments and other receivables	按金、預付款項及其他應收款項(增加)／減少	<b>(646)</b>	1,291
Increase in accruals and other payables	應計款項及其他應付款項增加	<b>292</b>	2,522
<b>Net cash used in operations</b>	<b>經營業務耗用之現金淨額</b>	<b>(16,487)</b>	(15,396)
Interest received	已收利息	<b>3</b>	93
<b>Net cash outflow from operating activities</b>	<b>經營業務之現金流出淨額</b>	<b>(16,484)</b>	(15,303)

# CONSOLIDATED CASH FLOW STATEMENT

## 綜合現金流量表

For the year ended 31 March 2009

截至二零零九年三月三十一日止年度

		<b>2009</b>	2008
		<b>二零零九年</b>	二零零八年
		<b>HK\$'000</b>	HK\$'000
		<b>千港元</b>	千港元
<b>Investing activities</b>	<b>投資活動</b>		
Payments to acquire property, plant and equipment	收購物業、廠房及設備之款項	<b>(648)</b>	(1,274)
Acquisition of available-for-sale financial assets	收購可供出售金融資產	—	(245,287)
Acquisition of investment property	收購投資物業	—	(1,037)
<b>Net cash outflow from investing activities</b>	<b>投資活動之現金流出淨額</b>	<b>(648)</b>	(247,598)
<b>Financing activities</b>	<b>融資活動</b>		
Issue of shares by open offer and placements	透過公開發售及配售發行股份	—	154,634
Issue of convertible notes, net of transaction cost	發行可換股票據 (已扣除交易成本)	<b>18,250</b>	—
Advances (to)/from directors	(給予)/來自董事之墊款	<b>(5,205)</b>	108,565
<b>Net cash inflow from financing activities</b>	<b>融資活動之現金流入淨額</b>	<b>13,045</b>	263,199
<b>(Decrease)/increase in cash and cash equivalents</b>	<b>現金及現金等值項目 (減少)/增加淨額</b>	<b>(4,087)</b>	298
<b>Cash and cash equivalents at beginning of year</b>	<b>年初之現金及現金等值項目</b>	<b>7,055</b>	6,757
<b>Cash and cash equivalents at end of year</b>	<b>年終之現金及現金等值項目</b>	<b>2,968</b>	7,055
<b>Analysis of the balances of cash and cash equivalents</b>	<b>現金及現金等值項目結餘分析</b>		
Cash and cash equivalents	現金及現金等值項目	<b>2,968</b>	7,055

The accompanying notes form part of these financial statements.

隨附之附註為本財務報表之一部份。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

31 March 2009  
二零零九年三月三十一日

### 1. ORGANISATION AND OPERATIONS

The Company was incorporated in the Cayman Islands as an exempted company with limited liability and has its registered office at Cricket Square, Hutchins Drive P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands and principal place of business at Unit 3008, 30/F., West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong.

The Company engages in investment holding. The principal activities of its principal subsidiaries are set out in Note 19.

These consolidated financial statements are presented in Hong Kong dollars and all values are rounded to the nearest thousand except when otherwise indicated.

### 2. ADOPTION OF NEW AND REVISED STANDARDS

In the current year, the Group has adopted all of the new and revised Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants that are relevant to its operations and effective for the current accounting period of the Group and the Company. The adoption of these new and revised HKFRSs did not result in substantial changes to the Group’s accounting policies.

The adoption of HK(IFRIC) — Int 12 “Service concession arrangements”, HK(IFRIC) — Int 14 “HKAS 19 — The limit on a defined benefit asset, minimum funding requirements and their interaction” and HKAS 39 & HKFRS 7 Amendments “Reclassification of financial assets” has no impact on the financial statements.

### 1. 組織及管理

本公司在開曼群島註冊成立為獲豁免有限公司，其註冊辦事處位於 Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands，而主要營業地點為香港干諾道中 168-200 號信德中心西座 30 樓 3008 室。

本公司從事投資控股。其主要附屬公司之主要業務載於附註 19。

除另有說明者外，此等綜合財務報表以港元呈報，而所有數值均調整至最接近之千元金額。

### 2. 採納新訂及經修訂之準則

於本年度，本集團已採納由香港會計師公會頒佈、與本集團營運有關及於本集團及本公司之本會計期間生效之所有新訂及經修訂香港財務報告準則（「香港財務報告準則」），包括所有適用個別香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋。採納此等新訂及經修訂香港財務報告準則並無對本集團之會計政策造成重大變動。

採納香港（國際財務報告詮釋委員會）— 詮釋第 12 號「服務專營權安排」、香港（國際財務報告詮釋委員會）— 詮釋第 14 號「香港會計準則第 19 號 — 對界定福利資產之限制、最低資金要求及其互相影響」及香港會計準則第 39 號及香港財務報告準則第 7 號修訂本「金融資產之重新分類」對本財務報表並無影響。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

31 March 2009  
二零零九年三月三十一日

### 2. ADOPTION OF NEW AND REVISED STANDARDS (Continued)

At the date of authorisation of the financial statements, the following HKFRSs were in issue but not yet effective:

### 2. 採納新訂及經修訂之準則

(續)

於本財務報表獲批准日期，以下香港財務報告準則已頒佈但尚未生效：

		<b>Effective date</b> 生效日期
HKAS 1 (Revised) 香港會計準則第1號(經修訂)	Presentation of financial statements 財務報表之呈列	(i)
HKAS 23 (Revised) 香港會計準則第23號(經修訂)	Borrowing costs 借貸成本	(i)
HKAS 32 & HKAS 1 (Amendments) 香港會計準則第32號及香港會計準則第1號(修訂本)	Puttable financial instruments and obligations arising on liquidation 可認沽金融工具及清盤時產生之責任	(i)
HKFRS 1 & HKAS 27 (Amendments) 香港財務報告準則第1號及香港會計準則第27號(修訂本)	Cost of an investment in a subsidiary, jointly controlled entity or associate 於附屬公司、共同控制實體或聯營公司之投資成本	(i)
HKFRS 8 香港財務報告準則第8號	Operating segments 營運分部	(i)
HK(IFRIC) — Int 15 香港(國際財務報告詮釋委員會) — 詮釋第15號	Agreements for the construction of real estates 建設房地產之協議	(i)
HKFRS 2 (Amendments) 香港財務報告準則第2號(修訂本)	Vesting conditions and cancellations 歸屬條件及註銷	(i)
HKFRS 7 (Amendments) 香港財務報告準則第7號(修訂本)	Improving disclosures about financial instruments 有關金融工具之改進披露	(i)
HKAS 27 (Revised) 香港會計準則第27號(經修訂)	Consolidated and separate financial statements 綜合及獨立財務報表	(ii)
HKAS 39 (Amendment) 香港會計準則第39號(修訂本)	Eligible hedged items 合資格對沖項目	(ii)
HKFRS 1 (Revised) 香港財務報告準則第1號(經修訂)	First-time adoption of HKFRSs 首次採納香港財務報告準則	(ii)
HKFRS 3 (Revised) 香港財務報告準則第3號(經修訂)	Business combinations 業務合併	(ii)
HK(IFRIC) — Int 17 香港(國際財務報告詮釋委員會) — 詮釋第17號	Distributions of non-cash assets to owners 向擁有人分派非現金資產	(ii)
HK(IFRIC) — Int 13 香港(國際財務報告詮釋委員會) — 詮釋第13號	Customer loyalty programmes 客戶忠誠計劃	(iii)
HK(IFRIC) — Int 16 香港(國際財務報告詮釋委員會) — 詮釋第16號	Hedges of a net investment in a foreign operation 對沖海外業務之投資淨額	(iv)
HK(IFRIC) — Int 9 & HKAS 39 (Amendments) 香港(國際財務報告詮釋委員會) — 詮釋第9號及香港會計準則第39號(修訂本)	Embedded derivatives 內嵌式衍生工具	(v)

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

31 March 2009  
二零零九年三月三十一日

### 2. ADOPTION OF NEW AND REVISED STANDARDS (Continued) 2. 採納新訂及經修訂之準則 (續)

		Effective date 生效日期
HK(IFRIC) — Int 18 香港（國際財務報告詮釋委員會） — 詮釋第18號	Transfers of assets from customers 來自客戶之資產轉讓	(vi)
2008 Improvements to HKFRSs that may result in accounting changes for presentation, recognition or measurement	— HKAS 1, HKAS 16, HKAS 19, HKAS 20, HKAS 23, HKAS 27, HKAS 28, HKAS 29, HKAS 31, HKAS 36, HKAS 38, HKAS 39, HKAS 40 & HKAS 41	(i)
	— HKFRS 5	(ii)
可導致有關呈列、確認或計量之 會計變動之二零零八年香港 財務報告準則之改進	— 香港會計準則第1號、香港會計準則第16號、 香港會計準則第19號、香港會計準則第20 號、香港會計準則第23號、香港會計準則第 27號、香港會計準則第28號、香港會計準則 第29號、香港會計準則第31號、香港會計準 則第36號、香港會計準則第38號、香港會計 準則第39號、香港會計準則第40號及香港會 計準則第41號	
	— 香港財務報告準則第5號	
2009 Improvements to HKFRSs that may result in accounting changes for presentation, recognition or measurement	— HKAS 39 (80)	(i)
	— HKAS 38, HKFRS 2, HK(IFRIC) — Int 9, HK(IFRIC) — Int 16	(ii)
	— HKAS 1, HKAS 7, HKAS 17, HKAS 36, HKAS 39, HKFRS 5 & HKFRS 8	(vii)
可導致有關呈列、確認或計量之 會計變動之二零零九年香港 財務報告準則之改進	— 香港會計準則第39 (80)號	
	— 香港會計準則第38號、香港財務報告準則第 2號、香港（國際財務報告詮釋委員會） — 詮釋第9號、香港（國際財務報告詮釋委員 會）— 詮釋第16號	
	— 香港會計準則第1號、香港會計準則第7號、 香港會計準則第17號、香港會計準則第36 號、香港會計準則第39號、香港財務報告準 則第5號及香港財務報告準則第8號	

Effective date:

生效日期：

(i) Annual periods beginning on or after 1 January 2009	(i) 於二零零九年一月一日或其後 開始之年度期間
(ii) Annual periods beginning on or after 1 July 2009	(ii) 於二零零九年七月一日或其後 開始之年度期間
(iii) Annual periods beginning on or after 1 July 2008	(iii) 於二零零八年七月一日或其後 開始之年度期間
(iv) Annual periods beginning on or after 1 October 2008	(iv) 於二零零八年十月一日或其後 開始之年度期間
(v) Annual periods ending on or after 30 June 2009	(v) 於二零零九年六月三十日或其 後結束之年度期間
(vi) Transfers of assets from customers received on or after 1 July 2009	(vi) 於二零零九年七月一日或其後 收取來自客戶之資產轉讓
(vii) Annual periods beginning on or after 1 January 2010	(vii) 於二零一零年一月一日或其後 開始之年度期間

The Group is in the process of making an assessment of what the impact of these new or revised standards or interpretations is expected to be in the period of initial application.

本集團正在評估該等新訂或經修訂準則或詮釋預期於其首次應用期間之影響。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

31 March 2009  
二零零九年三月三十一日

### 3. PRINCIPAL ACCOUNTING POLICIES

#### (a) Statement of compliance

These financial statements have been prepared in accordance with all applicable HKFRSs, accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance.

These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

#### (b) Basis of preparation of financial statements

These financial statements have been prepared under the historical cost convention, as modified by the revaluation of investment property, available-for-sale financial assets and derivative component of convertible notes which are carried at fair value.

The financial statements have been prepared on a going concern basis notwithstanding the fact that the Group reported consolidated net current liabilities of HK\$27,437,000 (2008: net current liabilities of HK\$27,599,000) and consolidated net liabilities of HK\$65,223,000 (2008: net assets of HK\$12,646,000) as at 31 March 2009 and loss for the year then ended of HK\$91,677,000 (2008: loss of HK\$152,133,000). This condition may indicate the existence of material uncertainty which may cast significant doubts on the Group's ability to continue as a going concern and therefore that it may be unable to realise its assets and discharge its liabilities in the normal course of business.

### 3. 主要會計政策

#### (a) 遵例聲明

此等財務報表乃按照所有適用香港財務報告準則、香港公認會計原則及香港公司條例之披露規定編製。

此等財務報表亦符合香港聯合交易所有限公司證券上市規則（「上市規則」）之適用披露規定。

#### (b) 財務報表之編製基準

此等財務報表乃按歷史成本法編製，並就按公平值列賬之投資物業、可供出售金融資產及可換股票據之衍生部分之重估作出調整。

本財務報表已根據持續經營基準編製，儘管本集團於二零零九年三月三十一日錄得綜合流動負債淨值27,437,000港元（二零零八年：流動負債淨值27,599,000港元）及綜合負債淨值65,223,000港元（二零零八年：資產淨值12,646,000港元）及截至該日止年度虧損91,677,000港元（二零零八年：虧損152,133,000港元）。此狀況可能顯示存在重大不明朗因素，可能會對本集團之持續經營能力造成重大疑慮，因而可能無法於日常業務過程中變現其資產及清償其負債。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

31 March 2009  
二零零九年三月三十一日

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (b) Basis of preparation of financial statements (Continued)

Notwithstanding the above, the directors of the Company have considered the following situations and are satisfied that it is appropriate to prepare the Group's consolidated financial statements on a going concern basis:

- (i) As disclosed in Note 37(ii), the Company raised working capital with net proceeds of HK\$58,000,000 in aggregate by way of placing of its new shares of the Company after the balance sheet date; and
- (ii) Included in the non-current liabilities of the Group as at 31 March 2009 is an amount due to a director who is also an ultimate shareholder of the Company with aggregate carrying amount of HK\$95,068,000, which is unsecured, interest free and has no fixed repayment term. The director and ultimate shareholder of the Company undertakes not to demand for the Group to repay this amount due until the Company and the Group are financially capable to do so. This interest-free advance is not repayable within twelve months from the balance sheet date and is considered in substance as a quasi-equity loan to finance the Group's long-term investments.

#### (c) Basis of consolidation

These financial statements incorporate the financial statements of the Company and its subsidiaries.

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

### 3. 主要會計政策(續)

#### (b) 財務報表之編製基準(續)

儘管上文所述，本公司董事已考慮以下情況，並信納按持續經營基準編製本集團之綜合財務報表乃屬適當：

- (i) 誠如附註37(ii)所披露，本公司於結算日後透過配售本公司新股份籌得所得款項淨額合共58,000,000港元為營運資金；及
- (ii) 本集團於二零零九年三月三十一日之非流動負債包括賬面值合共95,068,000港元應付董事(亦為本公司最終股東)款項，乃無抵押、免息及無固定還款期。董事及本公司最終股東承諾不會要求本集團償還此應付款項，直至本公司及本集團有財政能力還款為止。此免息墊款毋須於結算日起計十二個月內償還，且被視為實質上屬撥付本集團長期投資之準股權性質貸款。

#### (c) 綜合基準

此等財務報表包括本公司及其附屬公司之財務報表。

年內所收購及售出附屬公司之業績，乃由收購生效當日起計或計至出售生效日期止(如適用)計入綜合損益表。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

31 March 2009  
二零零九年三月三十一日

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (c) Basis of consolidation (Continued)

All intercompany transactions, balances and unrealised gains on transactions between Group entities are eliminated in full on consolidation. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment on the asset transferred.

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

#### (d) Business combinations

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

Goodwill arising on acquisition is recognised in accordance with the accounting policy for goodwill in Note 3(f) below.

#### (e) Subsidiaries

Subsidiaries are entities in which the Group has the power to govern the financial and operating policies, so as to obtain benefits from their activities. In assessing control, potential voting rights that presently are exercisable are taken into account.

### 3. 主要會計政策(續)

#### (c) 綜合基準(續)

集團內公司間之所有交易、結餘及本集團實體間之交易之未變現溢利乃於綜合賬目時全數對銷。除非交易提供證據證明所轉移資產出現減值，否則未變現虧損亦予以對銷。

如有必要，附屬公司之財務報表須作出調整，令有關會計政策與本集團其他成員公司所採用者一致。

#### (d) 業務合併

本集團收購附屬公司乃以購買會計法處理。收購成本乃按互換日期所提供資產、所產生或所承擔負債以及本集團為換取被收購公司之控制權而發行之股本工具之公平值總額，另加業務合併直接引致之任何成本計算。被收購公司之可識別資產、負債及或然負債乃按其於收購日期之公平值確認。

收購產生之商譽根據下文附註3(f)有關商譽之會計政策確認。

#### (e) 附屬公司

附屬公司指本集團有權管理其財務及營運政策以從其業務中獲利之實體。於評估控制權時會考慮現時可行使之潛在投票權。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

31 March 2009  
二零零九年三月三十一日

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (e) Subsidiaries (Continued)

Investments in subsidiaries are included in the Company's balance sheet at cost less any impairment losses. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

#### (f) Goodwill

Goodwill arising on the acquisition of a subsidiary represents the excess of the cost of acquisition over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities of the subsidiaries recognised at the date of acquisition. Goodwill is initially recognised as an asset at cost and is subsequently measured at cost less any accumulated impairment losses.

For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to other asset of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not reversed in a subsequent period.

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

### 3. 主要會計政策(續)

#### (e) 附屬公司(續)

於附屬公司之投資按成本減任何減值虧損計入本公司之資產負債表。本公司按已收及應收股息基準將附屬公司之業績入賬。

#### (f) 商譽

收購附屬公司產生商譽即收購成本超出本集團於收購日期於附屬公司已確認可識別資產、負債及或然負債之公平淨值之權益之差額。商譽初步按成本確認為資產，其後按成本減任何累計減值虧損計量。

就減值測試而言，商譽會分配至預期可從協同效益獲益之本集團各現金產生單位。已獲分配商譽之現金產生單位每年或於有跡象顯示單位可能出現減值時更頻密地進行減值測試。倘現金產生單位之可收回金額低於該單位之賬面值，則減值虧損首先分配至減少任何分配至該單位之商譽之賬面值，然後根據讓單位各資產之賬面值按比例分配至該單位之其他資產。就商譽確認之減值虧損不會於其後期間撥回。

倘本集團於可識別資產、負債及或然負債之公平淨值之權益超出業務合併之成本，則該差額即時於損益確認。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

31 March 2009  
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### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (g) Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation and any accumulated impairment losses. The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to its present working condition and location for its intended use. Expenditure incurred after the asset has been put into operation, such as repairs and maintenance and overhaul costs, is charged to income statement in the period in which it is incurred. In situations where it can be clearly demonstrated that the expenditure has resulted in an increase in the future economic benefits expected to be obtained from the use of the assets, the expenditure is capitalised as an additional cost of the asset.

Depreciation is charged so as to write off the cost of assets over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at each balance sheet date, with the effect of any changes in estimate accounted for on a prospective basis. The principal annual rates are as follows:

Buildings	2.5%, or over the terms of the leasehold land, if shorter
Leasehold improvements	20%, or over the terms of the lease if shorter
Furniture and fixtures	20%
Office equipment	20%
Motor vehicles	20%

The gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

### 3. 主要會計政策(續)

#### (g) 物業、廠房及設備

物業、廠房及設備乃按歷史成本減累計折舊及任何累計減值虧損列賬。資產成本包括其購買價及任何令該資產達致現時運作狀況及地點作擬定用途之直接應計成本。資產投入運作後產生之支出(如維修、保養及翻新費用等)，會於其產生期間自損益表扣除。假若可清楚顯示該等費用能增加預期因使用資產獲得之日後經濟效益，該等費用則撥充為資本，作為資產之額外成本。

折舊予以扣除，於估計可使用年期以直線法撇銷成本計算。估計可使用年期、剩餘價值及折舊法於每個結算日予以檢討，估計變動之影響按預測基準入賬。主要年率如下：

樓宇	2.5%或租賃土地之剩餘年期(以較短者為準)
租賃物業裝修	20%或租賃之剩餘年期(以較短者為準)
傢俬及裝置	20%
辦公室設備	20%
汽車	20%

出售或棄用物業、廠房及設備項目所產生盈虧乃按出售所得款項與資產賬面值之差額計算，並於損益確認。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

31 March 2009  
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### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (h) Investment property

Investment property, which was a property held to earn rentals and/or for capital appreciation, was measured initially at its cost, including transaction costs. Subsequent to initial recognition, investment property was measured at fair value. Gains or losses arising from changes in fair value of investment property were included in profit or loss for the period in which they arise.

#### (i) Impairment of assets

At each balance sheet date, the Group reviews the carrying amounts of its property, plant and equipment and investments in subsidiaries to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value 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 assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

### 3. 主要會計政策(續)

#### (h) 投資物業

投資物業為持作賺取租金及／或作資本增值之物業，初步按其成本(包括交易成本)計量。於初步確認後，投資物業按公平值計量。投資物業公平值變動產生之盈虧計入產生期間之損益。

#### (i) 資產減值

本集團在每個結算日檢討其物業、廠房及設備及於附屬公司之投資之賬面值，以釐定是否有跡象顯示該等資產出現減值虧損。倘有任何此等跡象存在，則會估計資產之可收回金額，以釐定減值虧損(如有)之程度。倘未能估計個別資產之可收回金額，則本集團將估計該資產所屬現金產生單位之可收回金額。倘有合理及一致之分配基準，集團資產會分配至個別現金產生單位，或以該合理一致之分配基準把集團資產分配至最小之可識別現金產生單位組別。

可收回金額為公平值減銷售成本與使用價值兩者之較高者。於評估使用價值時，估計日後現金流量以除稅前貼現率貼現至現值，以反映現時市場對貨幣時間值以及估計日後現金流量未被調整之資產之特定風險評估。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

31 March 2009  
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### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (i) Impairment of assets (Continued)

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

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

#### (j) Financial assets

Financial assets are recognised and derecognised on trade date where the purchase or sale of a financial asset is under a contract whose terms require delivery of the investment within the timeframe established by the market concerned, are initially measured at fair value, plus transaction costs, except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value. These financial assets are subsequently accounted for as follows, depending on their classification:

##### (i) Loans and receivables

Trade receivables, loans and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as loans and receivables. Loans and receivables are measured at amortised cost using the effective interest method, less any impairment losses. Interest income is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial.

### 3. 主要會計政策(續)

#### (i) 資產減值(續)

倘資產(或現金產生單位)之可收回金額估計少於其賬面值，則資產(或現金產生單位)之賬面值將減至其可收回金額。減值虧損隨即於損益確認。

倘其後撥回減值虧損，資產(或現金產生單位)之賬面值將增至其可收回金額之經修訂估計，惟已增加賬面值不得超出於過往年度並無就資產(或現金產生單位)確認減值虧損而應已釐定之賬面值。減值虧損之撥回隨即於損益確認。

#### (j) 金融資產

根據合約(有關條款規定該項投資須於相關市場制訂之時限內交付)買賣金融資產時，金融資產會於交易日確認或終止確認。金融資產首先按公平值加交易成本計算，惟分類為按公平值計入損益表之金融資產則初步按公平值計量。該等金融資產其後按其分類入賬如下：

##### (i) 貸款及應收款項

有定額或可釐定付款且並無在活躍市場報價之應收貿易賬款、貸款及其他應收款項分類為貸款及應收款項。貸款及應收款項採用實際利息法按攤銷成本扣除任何減值虧損計量。利息收入以實際利率確認，惟利息甚微之短期應收款項除外。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

31 March 2009  
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### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (j) Financial assets (Continued)

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

Investments in securities which do not fall into any of the other categories of financial assets are classified as available-for-sale financial assets and are stated at fair value.

Gains and losses arising from changes in fair value are recognised directly in equity in the revaluation reserves with the exception of impairment losses, interest calculated using the effective interest method and foreign exchange gains and losses on monetary assets, which are recognised directly in profit or loss. Where the investment is disposed of or is determined to be impaired, the cumulative gain or loss previously recognised in the revaluation reserves is included in profit or loss for the period.

Dividends on available-for-sale financial assets are recognised in profit or loss when the Group's right to receive the dividends is established.

The fair value of available-for-sale financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the balance sheet date.

### 3. 主要會計政策(續)

#### (j) 金融資產(續)

##### (ii) 可供出售金融資產

並不屬於任何其他金融資產類別之證券投資乃分類為可供出售金融資產，並按公平值列賬。

公平值變動所產生之盈虧直接於權益內之重估儲備確認，惟直接於損益確認之減值虧損、按實際利率法計算之利息及金融資產之匯兌盈虧除外。當投資獲出售或釐定為已減值時，過往於重估儲備確認之累計盈虧計入該期間之損益。

當本集團收取股息之權利確立時，可供出售金融資產之股息於損益確認。

以外幣為單位之可供銷售金融資產之公平值按該外幣釐定，並按結算日之現率匯率換算。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

31 March 2009  
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### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (j) Financial assets (Continued)

##### (iii) Impairment of financial assets

Financial assets, other than those at fair value through profit or loss, are assessed for indicators of impairment at each balance sheet date. Financial assets are impaired where there is objective evidence that as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been impacted.

For equity securities, a significant or prolonged decline in the fair value of the security below its cost is considered to be objective evidence of impairment.

For all other financial assets, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation; or
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor.

### 3. 主要會計政策(續)

#### (j) 金融資產(續)

##### (iii) 金融資產減值

於各結算日評估金融資產有否減值跡象，惟以公平值計入在損益表中處理者除外。倘有客觀證據顯示金融資產因首次確認後發生之一項或多項事件影響相關投資之估計未來現金流量，則金融資產屬已減值。

就股本證券而言，證券之公平值大幅或長期減少至低於其成本會被視為減值之客觀證據。

就所有其他金融資產而言，減值之客觀證據可包括：

- 發行人或交易對手出現重大財政困難；或
- 拖欠或欠付利息或本金付款；或
- 借款人很可能破產或進行財務重組；或
- 技術、市場、經濟或法律環境出現對債務人不利之重大轉變。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

31 March 2009  
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### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (j) Financial assets (Continued)

#### (iii) Impairment of financial assets (Continued)

If any such evidence exists, any impairment loss is determined and recognised as follows:

- For trade and other current receivables and other financial assets carried at amortised cost, the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate, where the effect of discounting is material. This assessment is made collectively where financial assets carried at amortised cost share similar risk characteristics, such as similar past due status, and have not been individually assessed as impaired. Future cash flows for financial assets which are assessed for impairment collectively are based on historical loss experience for assets with credit risk characteristics similar to the collective group.

### 3. 主要會計政策(續)

#### (j) 金融資產(續)

#### (iii) 金融資產減值(續)

倘出現任何該等證據，則減值虧損按下列方式釐定及確認：

- 就應收貿易賬款及其他應收款項以及其他按攤銷成本列賬之金融資產而言，減值虧損按資產之賬面值與按金融資產原有實際利率(倘貼現影響屬重大)貼現之估計未來現金流量現值之差額計量。倘按攤銷成本列賬之金融資產具備類似風險特徵，例如類似之逾期情況及不曾單獨評估為減值，則有關評估會共同進行。共同評估有否減值之金融資產未來現金流量會根據與整個組合所持具有類似信貸風險特徵之資產之過往虧損情況評估。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

31 March 2009  
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### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (j) Financial assets (Continued)

##### (iii) Impairment of financial assets (Continued)

If in a subsequent period the amount of an impairment loss decreases and the decrease can be linked objectively to an event occurring after the impairment loss was recognised, the impairment loss is reversed through profit or loss. A reversal of an impairment loss shall not result in the asset's carrying amount exceeding that which has been determined had no impairment loss been recognised in prior years.

- For available-for-sale securities, the cumulative loss that has been recognised directly in equity is removed from equity and is recognised in profit or loss. The amount of the cumulative loss that is recognised in profit or loss is the difference between the acquisition cost and current fair value, less any impairment losses on that asset previously recognised in profit or loss.

Impairment losses recognised in profit or loss in respect of available-for-sale equity securities are not reversed through profit or loss. Any subsequent increase in the fair value of such assets is recognised directly in equity.

### 3. 主要會計政策(續)

#### (j) 金融資產(續)

##### (iii) 金融資產減值(續)

倘減值虧損金額其後減少，且該等減少客觀與確認減值虧損後發生之事件相關，則減值虧損將透過損益賬撥回。撥回減值虧損不得導致資產賬面值超過假設於過往年度從未確認減值虧損而應釐定之資產賬面值。

- 就可供出售證券而言，已於權益直接確認之累計虧損須從權益移除，並在損益表確認。在損益表確認之累計虧損金額為收購成本及當時之公平值，減去過往於損益內確認之任何減值虧損。

於損益確認之可供出售股本證券減值虧損不得透過損益賬撥回。該資產公平值之任何其後增加直接於權益內確認。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

31 March 2009  
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### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (j) Financial assets (Continued)

##### (iii) Impairment of financial assets (Continued)

Impairment losses are written off against the corresponding assets directly, except for impairment losses recognised in respect of trade and other receivables, whose recovery is considered doubtful but not remote. In this case, the impairment losses for doubtful debts are recorded using an allowance account. When the Group is satisfied that recovery is remote, the amount considered irrecoverable is written off against trade receivables directly and any amounts held in the allowance account relating to that debt are reversed. Subsequent recoveries of amounts previously charged to the allowance account are reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly are recognised in profit or loss.

##### (iv) Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset, or where appropriate, a shorter period.

### 3. 主要會計政策(續)

#### (j) 金融資產(續)

##### (iii) 金融資產減值(續)

減值虧損直接於相關資產撇減，惟可收回情況存疑但並非渺茫之應收貿易賬款及其他應收款項確認之減值虧損除外。在此情況下，呆賬減值虧損會於撥備賬記錄。倘本集團信納收回情況極微，則被視為不可收回之金額將直接從應收貿易賬款中撇銷，並撥回在撥備賬中有關該債務之任何金額。倘過往自撥備賬扣除之款項其後收回，則有關款項於撥備賬撥回。撥備賬之其他變動及其後收回先前直接撇銷之款項均於損益確認。

##### (iv) 實際利息法

實際利息法為計算金融資產攤銷成本及於有關期間內分配利息收入之方法。實際利率為於金融資產預計年期或於較短期間(如適用)內實際折現估計未來現金收入之利率。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

31 March 2009  
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### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (j) Financial assets (Continued)

##### (v) Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire; or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

#### (k) Financial liabilities and equity instrument issued by the Group

##### (i) Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or equity in accordance with the substance of the contractual arrangement.

### 3. 主要會計政策(續)

#### (j) 金融資產(續)

##### (v) 終止確認金融資產

倘本集團自資產獲得現金流量之合約權利屆滿或倘向另一實體轉讓金融資產及該資產所有權之絕大部分風險及回報，則會終止確認該項金融資產。倘本集團既無轉讓亦無保留所轉讓資產所有權之絕大部分風險及回報並繼續控制該資產，則本集團會確認於該資產之保留權益及可能須支付之相關負債。倘本集團保留所轉讓金融資產所有權之絕大部分風險及回報，則本集團會繼續確認該項金融資產，亦會就所收取之所得款項確認附屬借貸。

#### (k) 本集團之金融負債及所發行股本工具

##### (i) 分類為債務或權益

債務及股本工具根據合約安排內容分類為金融負債或權益。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

31 March 2009  
二零零九年三月三十一日

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (k) Financial liabilities and equity instrument issued by the Group (Continued)

##### (ii) Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recorded at the proceeds received, net of direct issue costs.

##### (iii) Convertible notes

Convertible notes issued by the Company are regarded as a hybrid instrument. Derivatives embedded in the host debt contract is treated as separated derivatives when their economic risks and characteristics are not closely related to those of the host contract (the liability component) and the host contract is not carried at fair value through profit or loss. The conversion option is classified as equity component only if the option can be converted by exchange of a fixed amount of cash or another financial asset for a fixed number of the entity's own equity instruments. In the case that the conversion option is not settled by the exchange of a fixed amount of cash or another financial asset for fixed number of equity instrument, the conversion component is an embedded derivative.

At the date of issue, the conversion option derivative (the "derivative component") and liability component are recognised at its fair value.

### 3. 主要會計政策(續)

#### (k) 本集團之金融負債及所發行股本工具(續)

##### (ii) 股本工具

股本工具乃證明公司於資產所擁有剩餘權益(已扣減所有負債)之合同。本集團所發行股本工具按所得款項減直接發行成本列賬。

##### (iii) 可換股票據

本公司發行之可換股票據被視為混合式工具。主債務合約內含衍生工具於其經濟風險與特徵與主合約者(負債部分)並無密切關係時，且主合約並非按公平值透過損益列值時，視為獨立衍生工具處理。僅當期權可透過交換固定金額之現金或其他金融資產為實體本身固定數量之股權工具時，兌換期權方會分類為股權部分。倘兌換期權並未透過交換固定金額之現金或其他金融資產為固定數量之股權工具結算，則兌換部分為內含衍生工具。

於發行日期，兌換期權衍生工具(「衍生部分」)與負債部分按其公平值確認。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

31 March 2009  
二零零九年三月三十一日

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (k) Financial liabilities and equity instrument issued by the Group (Continued)

##### (iii) Convertible notes (Continued)

In subsequent periods, the liability component of the convertible notes is carried at amortised cost using the effective interest method. The derivative component is measured at fair value with changes in fair value recognised in profit or loss.

Transaction costs that relate to the issue of the convertible notes are allocated to the liability and derivative component in proportion to the allocation of the proceeds. Transaction costs relating to the derivative component is charged to profit or loss immediately. Transaction costs relating to the liability component are included in the carrying amount of the liability portion and amortised over the period of the convertible notes using the effective interest method.

##### (iv) Financial liabilities

The Group's financial liabilities are initially measured at fair value, net of transaction costs, and subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis.

##### (v) Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or where appropriate, a shorter period.

### 3. 主要會計政策(續)

#### (k) 本集團之金融負債及所發行股本工具(續)

##### (iii) 可換股票據(續)

於其後期間，可換股債券之負債部分採用實際利息法按攤銷成本列值。衍生部分按公平值計量，公平值變動則於損益確認。

與發行可換股票據有關之交易成本按所得款項分配比例分配至負債及衍生部分。與衍生部分有關之交易成本即時自損益扣除。與負債部分有關之交易成本計入負債部分之賬面值，並於可換股票據期間內採用實際利息法攤銷。

##### (iv) 金融負債

本集團之金融負債初步按公平值扣除交易成本計量，其後使用實際利息法按攤銷成本計量，而利息開支則按實際收益基準確認。

##### (v) 實際利息法

實際利息法為計算金融負債攤銷成本及於有關期間內分配利息開支之方法。實際利率為於金融負債預計年期或於較短期間(如適用)內實際折現估計未來現金支付之利率。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

31 March 2009  
二零零九年三月三十一日

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (k) Financial liabilities and equity instrument issued by the Group (Continued)

##### (vi) Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire.

#### (l) Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and deposits held at call with banks, and other short-term highly liquid investments with original maturities of three months or less that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated cash flow statement.

#### (m) Operating leases

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

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

The prepaid land lease expenses are stated at cost less accumulated releases to profit or loss and any impairment loss, which are released to profit or loss on a straight-line basis over the period of the lease term.

### 3. 主要會計政策(續)

#### (k) 本集團之金融負債及所發行股本工具(續)

##### (vi) 終止確認金融負債

本集團僅會於集團責任遭解除、註銷或屆滿時終止確認金融負債。

#### (l) 現金及現金等值項目

現金及現金等值項目包括手頭現金、銀行活期存款以及原定到期日為三個月或以下，且隨時可轉換為已知數額現金及價值變動風險不大之其他短期高流動性投資。須應要求償還並屬於本集團現金管理其中一部份之銀行透支亦作為綜合現金流量表內現金及現金等值項目之組成部分。

#### (m) 經營租約

倘出租人仍擁有資產擁有權之絕大部份回報及風險，則有關租約列作經營租約。

經營租約之應付租金按有關租期以直線法自損益表扣除。作為訂立經營租約獎勵之已收及應收利益亦於租期內按直線法攤分。

預付土地租金按成本減累計損益解除及任何減值虧損列賬，並以直線法於租期內於損益解除。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (n) Provisions

A provision is recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the balance sheet date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

#### (o) Contingent liabilities

A contingent liability is a possible obligation that arises from past events and 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. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

A contingent liability is not recognised but is disclosed in the financial statements. When a change in the probability of an outflow occurs so that the outflow is probable, it will then be recognised as a provision.

### 3. 主要會計政策(續)

#### (n) 撥備

當本集團因過往事件而承擔現有法定或推定責任，而本集團有可能須履行有關責任，且能夠可靠估計有關責任金額，則會確認撥備。

已確認為撥備之款項為考慮有關責任之風險及不確定因素後，於結算日履行現有責任所需代價之最佳估計數額。倘撥備以預計履行現有責任之現金流量計量，則其賬面值為現金流量之現值。

倘結算撥備所需之部份或全部經濟利益預計可自第三方收回，且幾乎肯定能收回償付金額及應收款項能可靠計量，則應收款項確認為資產。

#### (o) 或然負債

或然負債為因過往事件引起而可能出現之負債，其存在與否將只可因一項或多項不能完全由本集團控制之不確定未來事件之發生或不發生，方能決定。或然負債亦可以為因經濟流出可能性極低而未予確認或金額未能可靠計劃之因過往事件引起之現有負債。

或然負債不會予以確認，惟會於財務報表中披露。當流出之可能性有變，則會確認為撥備。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (p) Taxation

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

#### (i) Current tax

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

#### (ii) Deferred tax

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

### 3. 主要會計政策(續)

#### (p) 稅項

所得稅開支乃目前應付稅項與遞延稅項之總和。

#### (i) 即期稅項

現時應付稅項根據本年度應課稅溢利計算。應課稅溢利與收益表所呈報溢利不同，原因為應課稅溢利不包括於其他年度應課稅或可扣稅之收入或開支項目，亦不包括從未課稅或扣稅之項目。本集團之即期稅項責任乃按結算日已頒佈或實質頒佈之稅率計算。

#### (ii) 遞延稅項

遞延稅項乃按財務報表內資產及負債之賬面值與計算應課稅溢利所用相應稅基之差額確認，並以資產負債表負債法列賬。遞延稅項負債一般就所有應課稅暫時差額確認，而所有可扣稅暫時差額之遞延稅項資產則以很可能獲得能利用可扣稅暫時差額抵扣之應課稅溢利者為限予以確認。倘於一項交易中因業務合併以外原因初步確認其他資產及負債而引致之暫時差額既不影響應課稅溢利亦不影響會計溢利，則有關資產及負債不予確認。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

31 March 2009  
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### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (p) Taxation (Continued)

##### (ii) Deferred tax (Continued)

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

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the balance sheet date. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the balance sheet date, to recover or settle the carrying amount of its assets and liabilities.

### 3. 主要會計政策(續)

#### (p) 稅項(續)

##### (ii) 遞延稅項(續)

遞延稅項資產之賬面值於每個結算日進行檢討，並予以調減，惟以不再可能具備足夠應課稅溢利以收回全部或部分資產者為限。

遞延稅項負債就於附屬公司之投資產生之應課稅暫時差額確認，惟暫時差額之撥回可由本集團控制及暫時差額很大可能不會於可見將來撥回者則除外。因與有關投資相關之可扣稅暫時差額而產生之遞延稅項資產僅在可能產生足夠應課稅溢利以動用暫時差額利益並預期可在可見將來撥回時確認。

遞延稅項資產及負債乃按償付負債或變現資產期內預期適用之稅率(根據結算日已實施或大致上已實施之稅率(及稅法))計算。遞延稅項負債及資產之計算反映按照本集團所預期方式於結算日收回或清償其資產及負債賬面值之稅務後果。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

31 March 2009  
二零零九年三月三十一日

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (p) Taxation (Continued)

##### (ii) Deferred tax (Continued)

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 they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

#### (q) Foreign currencies

The individual financial statements of each Group entity are presented in the currency of the primary economic environment in which the entity operates ("functional currency"). For the purpose of the consolidated financial statements, the results and financial position of each Group entity are expressed in Hong Kong dollar which is the functional currency of the Company, and the presentation currency for the consolidated financial statements.

In preparing the financial statements of the individual entities, transactions in currencies other than the entity's functional currency ("foreign currencies") are recorded at the rates of exchange prevailing at the dates of the transactions. At each balance sheet date, monetary items denominated in foreign currencies are retranslated at the rates prevailing at the balance sheet date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined.

Exchange differences are recognised in profit or loss in the period in which they arise.

### 3. 主要會計政策(續)

#### (p) 稅項(續)

##### (ii) 遞延稅項(續)

遞延稅項資產及負債於有法律權力以即期稅項資產抵銷即期稅項負債時，及於與同一稅務機關徵收之所得稅有關以及本集團擬按淨額基準結清其即期稅項資產與負債時予以抵銷。

#### (q) 外幣

本集團實體各自之個別財務報表以有關實體經營業務所在之主要經濟環境之貨幣(「功能貨幣」)呈列。就綜合財務報表而言，本集團各實體之業績及財務狀況以港元列示，港元為本公司之功能貨幣及綜合財務報表之呈列貨幣。

於編製個別實體之財務報表時，以實體之功能貨幣以外之貨幣(「外幣」)進行之交易按交易日期之適用匯率記錄。於每個結算日，以外幣為單位之貨幣項目按於結算日之適用匯率重新換算。以外幣為單位並按公平值列賬之非貨幣項目按釐定公平值之日之適用匯率重新換算。

匯兌差額於產生期間在損益確認。

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## 財務報表附註

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### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (q) Foreign currencies (Continued)

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are expressed in Hong Kong dollar using exchange rates prevailing at the balance sheet date. Income and expenses items are translated at the average exchange rates for the period, unless exchange rates fluctuated significantly during the period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are classified as equity and transferred to the Group's translation reserve. Such translation differences are recognised in profit or loss in the period in which the foreign operation is disposed of.

#### (r) Employees' benefits

##### (i) Short term benefits

Salaries, annual bonuses and paid annual leaves are accrued in the year in which the associated services are rendered by employees. Where payment or settlement are deferred and the effect would be material, these amounts are stated at their present value.

##### (ii) Pension obligations

Contributions to the Mandatory Provident Fund scheme as required under the Hong Kong Mandatory Provident Fund Schemes Ordinance are charged to profit or loss when incurred. The Group has no further payment obligations once the contribution has been made.

### 3. 主要會計政策(續)

#### (q) 外幣(續)

就呈列綜合財務報表而言，本集團海外業務之資產及負債採用結算日之匯率以港元列值。收入及開支項目以該期間之平均匯率換算，惟倘期內匯率大幅波動，則採用交易日之匯率換算。產生之匯兌差額(如有)分類為股權，並轉撥至本集團之匯兌儲備。有關匯兌差額於出售海外業務期間於損益確認。

#### (r) 僱員福利

##### (i) 短期福利

薪金、年度花紅及有薪年假於僱員提供相關服務年度內應計。當付款或結算遞延而影響屬重大，則該等金額按現值列賬。

##### (ii) 退休金責任

香港強制性公積金計劃條例規定之強制性公積金計劃供款於產生時在損益扣除。本集團於作出供款後即無進一步付款責任。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (s) Share-based payments

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest. At each balance sheet date, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss over the remaining vesting period, with a corresponding adjustment to the share option reserve.

Equity-settled share-based payments transactions with other parties are measured at the fair value of the goods or services received, except where the fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the Group obtains the goods or the counterparty renders the service.

#### (t) Borrowing costs

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

### 3. 主要會計政策(續)

#### (s) 以股份支付之款項

向僱員及提供類似服務之其他人士作出股權結算以股份支付之款項按授出日期股本工具之公平值計量。

股權結算以股份支付之款項於授出日期之公平值以直線法於歸屬期內按本公司對最終歸屬之股本工具之估計支銷。於每個結算日，本集團修訂其對預期將歸屬之股本工具數目之估計。修訂原有估計之影響(如有)於餘下歸屬期內在損益表確認，並對購股權儲備作出相應調整。

向其他方作出之股權結算以股份支付之款項按收取貨品或服務之公平值計量，惟倘公平值無法可靠計量，在此情況下，則按所授出股本工具之公平值按本集團取得貨品或對手方提供服務之日期計量。

#### (t) 借貸成本

所有借貸成本均於其產生期間在損益中確認。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (u) Related parties

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

#### (v) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated customer returns, rebates and other similar allowances and exclude value added tax or other sales related taxes.

- (i) Revenue from the sale of products is recognised when the Group has delivered products to the customer, the customer has accepted the products and collectibility of the related receivable is reasonably assured.
- (ii) Interest income is accrued on a time-apportioned basis by reference to the principal outstanding using the effective interest method.
- (iii) Rental income from operating lease is recognised in equal instalments over the accounting periods covered by the lease term.

### 3. 主要會計政策(續)

#### (u) 關連人士

倘一方有能力直接或間接控制另一方或於另一方作出財務及經營決策時對其行使重大影響力，則被視為有關連。當雙方受共同控制或受制於共同重大影響力，則其亦被視為有關連。有關連人士可為個人(即主要管理人員、主要股東及／或彼等之直系家屬)或其他實體，並包括受本集團有關連方(屬個別人士)重大影響之實體，及以本集團或與本集團有關連之任何實體為其僱員利益而設之離職後福利計劃。

#### (v) 收益確認

收益按已收或應收代價之公平值計量。收益已就估計客戶退貨、回扣及其他類似津貼作出扣減，且不包括增值稅或其他有關銷售稅。

- (i) 銷售產品之收益在本集團將商品送達客戶，而客戶接收產品，且可合理確保可收回有關應收款項時確認。
- (ii) 利息收入按時間比例基準，經參考未償還本金以實際利息法累計。
- (iii) 經營租約之租金收入於租期涵蓋之會計期間以等額分期確認。

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### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### (v) Revenue recognition (Continued)

- (iv) Revenue for providing services is recognised to be the extent of services rendered and according to the terms of the agreement.

#### (w) Segment reporting

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

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

### 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

### 3. 主要會計政策(續)

#### (v) 收益確認(續)

- (iv) 提供服務之收益以服務範圍及根據協議之條款確認。

#### (w) 分類報告

根據本集團之內部財務報告，本集團已決定業務分部呈列為主要報告格式，而地區分部則呈列為次要報告格式。

就地區分部報告而言，收益乃按客戶所在國家劃分，而資產總值及資本開支則按資產所在地劃分。

### 4. 重大會計判斷及主要估計不明朗因素

於應用本集團之會計政策時，本公司董事須就其他來源並不明顯之資產及負債之賬面值所作出判斷、估計及假設。估計及相關假設乃以過往經驗及其他被認為有關之因素為基礎。實際結果可能與此等估計不同。

本集團持續審閱估計和相關假設。倘會計估計之修訂僅對該期間有影響，則有關修訂在該期間內確認；倘修訂對本期間及未來期間均有影響，則在作出修訂之期間及未來期間確認。

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### 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

The following are the critical judgements that the directors have made in the process of applying the Group's accounting policies and that have the most significant effect of the amounts recognised in the financial statements.

#### (i) Impairment of available-for-sale financial assets

The Group followed HKAS 39 in determining when an investment was impaired. This determination required significant judgements. In making these judgements, the Group evaluated, among other factors, the duration and extent to which the fair value of an investment mainly based on the quoted price, where the investment is listed, was below its cost.

#### (ii) Fair value estimation of the derivative component of convertible notes

As explained in Note 27, the directors use their judgement in selecting an appropriate valuation technique for the derivative component of convertible notes not quoted in an active market. Should the estimates including the early exercise behaviour and the relevant parameters of the valuation model be changed, there would be material changes in the amount of the fair value gain recognised in profit or loss in respect of the derivative component of convertible notes.

#### (iii) Write down of inventories

In prior year, the Group performed regular review of the carrying amounts of inventories with reference to aged inventories analysis, expected future consumption and management judgement. Based on this review, write down of inventories would be made when the carrying amount of the inventories declined below the estimated net realisable value. However, actual consumption may be different from estimation and profit or loss could be affected by differences in this estimation.

### 4. 重大會計判斷及主要估計不明朗因素(續)

以下為董事於應用本集團之會計政策之過程中所作出，且對於財務報表確認之金額有最大影響之重大判斷。

#### (i) 可供出售金融資產之減值

本集團根據香港會計準則第39號釐定投資何時出現減值。釐定時須作出重大判斷。於作出該等判斷時，本集團主要根據所報價格(倘投資屬上市)評估(其中包括)投資之公平值低於其成本之時間及程度。

#### (ii) 可換股票據衍生部分之公平值估計

誠如附註27所解釋，董事為並無於活躍市場上報價之可換股票據衍生部分選擇適當估值方法時作出判斷。倘包括提早行使行為等估計及估計模式之相關參數改變，則就可換股票據衍生部分於損益中確認之公平值收益金額將出現重大變動。

#### (iii) 存貨撇減

去年，本集團參考貨齡分析、預期未來消費及管理層之判斷定期檢討存貨之賬面值。根據該檢討，倘存貨之賬面值跌至低於其估計可變現淨值，則將對存貨進行撇減。然而，實際消費可能有別於估計，且本估計之差額可能影響盈虧。

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## 財務報表附註

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### 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

#### (iv) Impairment of property, plant and equipment

If the circumstances indicate that the carrying values of property, plant and equipment may not be recoverable, the assets may be considered “impaired”, and an impairment loss may be recognised in accordance with HKAS 36 “Impairment of assets”. Under HKAS 36, these assets are tested for impairment whenever events or changes in circumstances indicate that the recorded carrying amounts may not be recoverable. When such a decline has occurred, the carrying amount is reduced to recoverable amount. The recoverable amount is the higher of the net selling price and the value in use. In determining the value in use, expected cash flows generated by the asset are discounted to their present value, which requires significant judgement relating to level of sales volume, selling price and amount of operating costs. The Group uses all readily available information in determining an amount that is a reasonable approximation of recoverable amount, including estimates based on reasonable and supportable assumptions and projections of sales volume, selling price and amount of operating costs. However, actual sales volume, selling price and operating costs may be different from assumptions which may require a material adjustment to the carrying amount of the assets affected.

### 4. 重大會計判斷及主要估計不明朗因素 (續)

#### (iv) 物業、廠房及設備之減值

倘情況顯示物業、廠房及設備之賬面值可能無法收回，資產可被視為「已減值」，並可按照香港會計準則第36號「資產減值」確認減值虧損。根據香港會計準則第36號，該等資產於事件或情況變化顯示其記錄之賬面值可能無法收回時，即須進行減值測試。於出現有關減幅時，賬面值須削減至可收回金額。可收回金額為淨出售價與使用價值兩者之較高者。於釐定使用價值時，資產所產生之預期現金流量乃貼現至其現值，此舉須對有關銷量、售價及經營成本金額作出重大判斷。本集團使用所有可取得之資料以釐定合理接近可收回金額之金額，包括根據銷量、售價及經營成本金額之合理及具支持力假設和預測。然而，實際銷量、售價及經營成本可能有別於假設，並可能須對受影響資產之賬面值作出重大調整。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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### 5. 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 they provide. Each of the Group's business segments represents a strategic business unit that offers products which are subject to risks and returns that are different from those of the other business segments. The business segments of the Group are businesses of apparel sourcing, apparel trading, entertainment and investment holding.

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.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

### 5. 分類資料

分類資料以兩種分類方式呈列：(i) 主要分類呈報基準業務分類；及(ii) 次要分類呈報基準地區分類。

本集團營運之業務乃根據其營運性質及所提供之產品個別組織及管理。本集團各業務分類為一個提供產品之策略性業務單位，而產品之風險及回報與其他業務分類不同。本集團之業務分類為服飾採購、服飾貿易、娛樂及投資控股。

在決定本集團之地區分類時，收益是以客戶之地區位置分類，而資產則以資產之地區位置分類。

分類間銷售及轉移乃參考當時適用市價向第三方作出銷售所使用之售價進行。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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### 5. SEGMENT INFORMATION (Continued)

#### (a) Business segments

The following tables present revenue, results and certain asset, liability and expenditure information for the Group's business segments for the years ended 31 March 2009 and 2008.

### 5. 分類資料(續)

#### (a) 業務分類

下表呈列本集團截至二零零九年及二零零八年三月三十一日止年度業務分類之收益、業績及若干資產、負債及支出資料。

	Apparel sourcing 服飾採購		Apparel trading 服飾貿易		Entertainment 娛樂		Investment holding 投資控股		Consolidated 綜合	
	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Segment revenue 分類收益										
Sales to external customers 銷售予外界客戶	1,113	809	1,225	19,786	8,322	—	—	—	10,660	20,595
Segment results 分類業績	1,113	809	(309)	2,212	3,343	—	—	—	4,147	3,021
Other revenue and net gains 其他收益及盈利淨值	—	—	—	—	47	—	936	236	983	236
Unallocated other revenue and net gains 未分配其他收益及盈利淨值									3	168
									986	404
Unallocated expenses 未分配支出									(22,405)	(44,217)
Impairment loss on available-for-sale financial assets 可供出售金融資產之減值虧損							(73,945)	(110,923)	(73,945)	(110,923)
Finance costs 融資成本									(538)	—
									(74,483)	(110,923)
Loss before taxation 除稅前虧損									(91,755)	(151,715)
Income tax 所得稅	—	—	—	(418)	—	—	78	—	78	(418)
Loss for the year attributable to equity holders of the Company 本公司股權持有人應佔本年度虧損									(91,677)	(152,133)

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## 財務報表附註

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### 5. SEGMENT INFORMATION (Continued)

#### (a) Business segments (Continued)

### 5. 分類資料(續)

#### (a) 業務分類(續)

	Apparel trading 服飾貿易		Entertainment 娛樂		Investment holding 投資控股		Consolidated 綜合	
	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Assets	資產							
Segment assets	分類資產							
Unallocated assets	未分配資產							
<b>Total assets</b>	<b>資產總值</b>							
Liabilities	負債							
Segment liabilities	分類負債							
Unallocated liabilities	未分配負債							
<b>Total liabilities</b>	<b>負債總值</b>							
Capital expenditure	資本開支							
Depreciation and amortisation	折舊及攤銷							
Unallocated depreciation and amortisation	未分配折舊及攤銷							
Impairment loss of property, plant and equipment	物業、廠房及設備之減值虧損							
Other non-cash expenses	其他非現金支出							
Unallocated other non-cash expenses	未分配其他非現金支出							



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## 財務報表附註

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### 5. SEGMENT INFORMATION (Continued)

#### (b) Geographical segments

		Segment revenue 分類收益		Segment capital expenditure 分類資本開支	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Hong Kong	香港	8,322	—	648	1,274
Macau	澳門	—	15,103	—	—
United Kingdom ("U.K.")	大英聯合王國 ("英國")	2,338	5,492	—	—
		<b>10,660</b>	20,595	<b>648</b>	1,274

### 5. 分類資料(續)

#### (b) 地區分類

		Segment assets 分類資產	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Hong Kong	香港	7,135	10,555
Macau	澳門	1,076	1,363
U.K.	英國	60,418	135,463
		<b>68,629</b>	147,381

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### 6. TURNOVER

Turnover, which is also revenue, represents the sales value of goods supplied and services provided to customers and is analysed as follows:

		<b>2009</b> <b>二零零九年</b> <b>HK\$'000</b> <b>千港元</b>	2008 二零零八年 HK\$'000 千港元
Service income from entertainment business	來自娛樂事業之服務收入	<b>8,322</b>	—
Apparel sourcing	服飾採購	<b>1,113</b>	809
Apparel trading	服飾貿易	<b>1,225</b>	19,786
		<b>10,660</b>	20,595

### 6. 營業額

營業額(亦指收益)乃向客戶供應貨品及提供服務之銷售價值,分析如下:

### 7. OTHER REVENUE AND NET GAINS

		<b>2009</b> <b>二零零九年</b> <b>HK\$'000</b> <b>千港元</b>	2008 二零零八年 HK\$'000 千港元
Rental income	租金收入	<b>64</b>	23
Sundry income	雜項收入	<b>237</b>	75
Bank interest income	銀行利息收入	<b>3</b>	93
Fair value gain on convertible notes (Note 27)	可換股票據之公平值收益(附註27)	<b>872</b>	—
Fair value (loss)/gain on investment property (Note 18)	投資物業之公平值(虧損)/收益(附註18)	<b>(190)</b>	213
		<b>986</b>	404

### 7. 其他收益及盈利淨值

### 8. FINANCE COSTS

		<b>2009</b> <b>二零零九年</b> <b>HK\$'000</b> <b>千港元</b>	2008 二零零八年 HK\$'000 千港元
Imputed interest expense on convertible notes (Note 27)	可換股票據之應歸利息支出(附註27)	<b>538</b>	—

### 8. 融資成本

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### 9. LOSS BEFORE TAXATION

### 9. 除稅前虧損

		<b>2009</b>	2008
		<b>二零零九年</b>	二零零八年
		<b>HK\$'000</b>	HK\$'000
		<b>千港元</b>	千港元
Loss before taxation is arrived at after charging:	除稅前虧損經扣除以下各項：		
Cost of inventories sold	已出售存貨成本	<b>1,534</b>	16,647
Cost of services rendered	已提供服務成本	<b>4,979</b>	—
Charge for impairment loss on inventories (including in "cost of sales" in the income statement)	存貨減值虧損支出 (計入損益表「銷售成本」)	—	927
Depreciation of property, plant and equipment (Note 16)	物業、廠房及設備折舊 (附註 16)	<b>436</b>	1,054
Write-off of property, plant and equipment (Note 16)	物業、廠房及設備撇銷 (附註 16)	—	115
Release of prepaid land lease expenses (Note 17)	預付土地租金開支解除 (附註 17)	<b>289</b>	431
Auditors' remuneration:	核數師酬金：		
— current year provision	— 本年度撥備	<b>750</b>	600
— prior year underprovision	— 過往年度撥備不足	<b>375</b>	—
		<b>1,125</b>	600
Share-based payments to consultants	以股份支付予顧問之款項	—	2,828
Minimum lease payments under operating lease in respect of premises	經營租約項下之物業最低租金	<b>1,281</b>	2,063
Net foreign exchange losses	外匯虧損淨額	—	67
Employee benefit expenses (including directors' remuneration (Note 11)):	僱員福利支出(包括董事酬金 (附註 11))：		
Salaries and allowances	薪金及津貼	<b>7,756</b>	11,664
Pension fund contributions	退休金供款	<b>140</b>	286
Share-based payments	以股份支付之款項	—	7,372
		<b>7,896</b>	19,322
and crediting:	並計入以下項目：		
Rental income from investment property (net of direct operating expenses)	投資物業之租金收入(扣除直接經營開支)	<b>(57)</b>	(21)

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

31 March 2009  
二零零九年三月三十一日

### 10. INCOME TAX

(a) Taxation (credit)/charge in the consolidated income statement represents:

		<b>2009</b> <b>二零零九年</b> <b>HK\$'000</b> <b>千港元</b>	2008 二零零八年 HK\$'000 千港元
Current tax — U.K. — Provision for the year	即期稅項 — 英國 — 本年度撥備	—	418
Profits tax — Hong Kong — Overprovision for prior year	利得稅 — 香港 — 過往年度超額撥備	<b>(78)</b>	—
		<b>(78)</b>	418

No provision for Hong Kong profits tax has been made as the Group had no assessable profits arising from Hong Kong during the year (2008: HK\$Nil). Taxation for overseas subsidiaries is similarly charged at the appropriate current rates of taxation ruling in the relevant jurisdictions.

由於本集團於年內並無於香港產生應課稅溢利(二零零八年：零港元)，故並無就香港利得稅作出撥備。海外附屬公司之稅項同樣地按有關司法權區適用之適當現行稅率徵收。

(b) The taxation (credit)/charge for the year can be reconciled to the accounting loss as follows:

		<b>2009</b> <b>二零零九年</b> <b>HK\$'000</b> <b>千港元</b>	2008 二零零八年 HK\$'000 千港元
Loss before taxation	除稅前虧損	<b>(91,755)</b>	(151,715)
Taxation calculated at respective domestic statutory tax rates	以各本地法定稅率計算之稅項	<b>(17,394)</b>	(26,205)
Tax effect of expenses not deductible for taxation purposes	毋須扣稅支出之稅務影響	<b>14,984</b>	19,244
Tax effect of income not taxable for taxation purposes	毋須課稅收入之稅務影響	<b>(229)</b>	(99)
Tax effect on unused tax losses not recognised	未確認未使用稅項虧損之稅務影響	<b>2,639</b>	7,478
Overprovision for prior year	過往年度超額撥備	<b>(78)</b>	—
Taxation (credit)/charge for the year	本年度稅項(抵免)/開支	<b>(78)</b>	418

### 10. 所得稅

(a) 綜合損益表內之稅項(抵免)/開支指：

		<b>2009</b> <b>二零零九年</b> <b>HK\$'000</b> <b>千港元</b>	2008 二零零八年 HK\$'000 千港元
Current tax — U.K. — Provision for the year	即期稅項 — 英國 — 本年度撥備	—	418
Profits tax — Hong Kong — Overprovision for prior year	利得稅 — 香港 — 過往年度超額撥備	<b>(78)</b>	—
		<b>(78)</b>	418

由於本集團於年內並無於香港產生應課稅溢利(二零零八年：零港元)，故並無就香港利得稅作出撥備。海外附屬公司之稅項同樣地按有關司法權區適用之適當現行稅率徵收。

(b) 本年度稅項(抵免)/開支與會計虧損對銷如下：

		<b>2009</b> <b>二零零九年</b> <b>HK\$'000</b> <b>千港元</b>	2008 二零零八年 HK\$'000 千港元
Loss before taxation	除稅前虧損	<b>(91,755)</b>	(151,715)
Taxation calculated at respective domestic statutory tax rates	以各本地法定稅率計算之稅項	<b>(17,394)</b>	(26,205)
Tax effect of expenses not deductible for taxation purposes	毋須扣稅支出之稅務影響	<b>14,984</b>	19,244
Tax effect of income not taxable for taxation purposes	毋須課稅收入之稅務影響	<b>(229)</b>	(99)
Tax effect on unused tax losses not recognised	未確認未使用稅項虧損之稅務影響	<b>2,639</b>	7,478
Overprovision for prior year	過往年度超額撥備	<b>(78)</b>	—
Taxation (credit)/charge for the year	本年度稅項(抵免)/開支	<b>(78)</b>	418

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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### 10. INCOME TAX (Continued)

- (c) During the year ended 31 March 2006, the Hong Kong Inland Revenue Department (“IRD”) issued certain estimated assessments for tax liabilities of Sun Tai Hing Garment Making Company Limited (“Sun Tai Hing”), a wholly owned subsidiary of the Company, for an aggregate amount of approximately HK\$19,918,000 on the non-taxable claims of non-Hong Kong sourced income for the years of assessment of 1998/1999, 1999/2000, 2000/2001, 2001/2002, 2002/2003 and 2003/2004 (the “Estimated Assessments”). Sun Tai Hing formally lodged objections with the IRD against the Estimated Assessments and a final settlement has not yet been reached. Full provision on the tax liabilities of the Estimated Assessment was made and included in taxation payable of the Group as at the balance sheet date, and the directors of Sun Tai Hing and the Company considered that the existing provision is adequate.

### 10. 所得稅(續)

- (c) 於截至二零零六年三月三十一日止年度，香港稅務局(「稅務局」)就本公司之全資附屬公司新大興製衣有限公司(「新大興」)之稅項負債作出若干估計評稅(「估計評稅」)，涉及於一九九八年至一九九九年、一九九九年至二零零零年、二零零零年至二零零一年、二零零一年至二零零二年、二零零二年至二零零三年及二零零三年至二零零四年課稅年度申報為毋須課稅之非源自香港收入總額約19,918,000港元。新大興已正式向稅務局就估計評稅提反對，且尚未達成最終決定。於結算日，已就估計評稅之稅項負債作出全數撥備，撥備計入本集團之應付稅項，而新大興及本公司之董事認為現有撥備足夠。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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### 11. DIRECTORS' REMUNERATION

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

### 11. 董事酬金

根據上市規則及香港公司條例第161條披露之董事酬金如下：

Year ended 31 March 2009

截至二零零九年三月三十一日止年度

		Retirement scheme				Share-based payments	2009 Total
		Salaries and allowances	contributions				
		Fees		退休	以股份		
		袍金	薪金及津貼	計劃供款	支付之款項	二零零九年總計	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
<b>Executive directors 執行董事</b>							
Yeung Ka Sing, Carson	楊家誠	—	600	—	—	—	600
Hui Ho Luek, Vico	許浩略	—	441	10	—	—	451
Steven McManaman	Steven McManaman	—	800	—	—	—	800
Fan Zhi Yi	范志毅	—	360	—	—	—	360
Lee Yiu Tung	李耀東	—	660	2	—	—	662
Ip Wing Lun, Allan	葉泳倫	—	441	12	—	—	453
Wong Po Ling, Pauline	王寶玲	—	441	12	—	—	453
		—	3,743	36	—	—	3,779
<b>Non-executive directors 非執行董事</b>							
Christian Lali Karembeu	Christian Lali Karembeu	—	800	—	—	—	800
Chan Wai Keung	陳偉強	—	180	—	—	—	180
		—	980	—	—	—	980
<b>Independent non-executive directors 獨立非執行董事</b>							
Chang Kin Man	鄭健民	146	—	—	—	—	146
Yau Yan Ming, Raymond	邱恩明	146	—	—	—	—	146
Zhou Han Ping	周漢平	130	—	—	—	—	130
Yip Man Ki	葉文琪	97	—	—	—	—	97
		519	—	—	—	—	519
		519	4,723	36	—	—	5,278

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

31 March 2009  
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### 11. DIRECTORS' REMUNERATION

(Continued)

Year ended 31 March 2008

### 11. 董事酬金 (續)

截至二零零八年三月三十一日止年度

		Fees 袍金 HK\$'000 千港元	Salaries and allowances 薪金及津貼 HK\$'000 千港元	Retirement scheme 退休 計劃供款 HK\$'000 千港元	Share-based payments 以股份 支付之款項 HK\$'000 千港元	2008 Total 二零零八年總計 HK\$'000 千港元
<b>Executive directors 執行董事</b>						
Yeung Ka Sing, Carson	楊家誠	—	600	—	—	600
Hui Ho Luek, Vico	許浩略	—	300	10	—	310
Steven McManaman	Steven McManaman	—	896	—	260	1,156
Fan Zhi Yi	范志毅	—	146	—	—	146
Lee Yiu Tung	李耀東	—	340	—	898	1,238
Ip Wing Lun, Allan	葉泳倫	—	306	9	898	1,213
Wong Po Ling, Pauline	王寶玲	—	324	10	898	1,232
		—	2,912	29	2,954	5,895
<b>Non-executive directors 非執行董事</b>						
Christian Lali Karembeu	Christian Lali Karembeu	—	781	—	—	781
Chan Wai Keung	陳偉強	—	55	—	—	55
		—	836	—	—	836
<b>Independent non-executive directors 獨立非執行董事</b>						
Chang Kin Man	鄭健民	120	—	—	—	120
Yau Yan Ming, Raymond	邱恩明	70	—	—	—	70
Zhou Han Ping	周漢平	120	—	—	—	120
Yip Man Ki	葉文琪	103	—	—	—	103
		413	—	—	—	413
		413	3,748	29	2,954	7,144

There were no other emoluments payable to the directors during the year (2008: HK\$Nil). There was no arrangement under which a director waived or agreed to waive any remuneration during the year (2008: HK\$Nil).

本年度內並無應付予董事之其他酬金(二零零八年：零港元)。本年度內並無董事放棄或同意放棄任何薪酬之安排(二零零八年：零港元)。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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### 12. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year are all directors of the Company whose remuneration is set out in Note 11 above.

### 13. LOSS FOR THE YEAR ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

The loss for the year attributable to equity holders of the Company includes a loss of HK\$90,385,000 (2008: HK\$135,401,000) which has been dealt with in the financial statements of the Company.

### 14. DIVIDEND

No dividend was paid or proposed for the year ended 31 March 2009 (2008: HK\$Nil), nor has any dividend been proposed since the balance sheet date.

### 15. LOSS PER SHARE

The calculation of basic loss per share is based on the loss for the year attributable to the equity holders of the Company, and the weighted average number of ordinary shares in issue during the year.

The calculation of diluted loss per share is based on the loss for the year attributable to the equity holders of the Company. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the year, as used in the basic loss per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise or conversion of all potential dilutive ordinary shares into ordinary shares.

### 12. 五名最高薪酬僱員

年內五名最高薪酬僱員均為本公司董事，其酬金載於上文附註 11。

### 13. 本公司股權持有人應佔本年度虧損

本公司股權持有人應佔本年度虧損包括虧損 90,385,000 港元(二零零八年：135,401,000 港元)，已於本公司之財務報表中處理。

### 14. 股息

截至二零零九年三月三十一日止年度並無派付或擬派任何股息(二零零八年：零港元)，自結算日以來亦無擬派任何股息。

### 15. 每股虧損

每股基本虧損乃按本公司股權持有人應佔本年度虧損及年內已發行普通股之加權平均數計算。

每股攤薄虧損乃按本公司股權持有人應佔本年度虧損計算。計算所用之普通股加權平均數為計算每股基本虧損所用之年內已發行普通股數目，以及假設於視作行使或兌換所有潛在攤薄普通股為普通股時無償發行之普通股加權平均數。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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### 15. LOSS PER SHARE (Continued)

The calculations of basic and diluted loss per share are based on:

### 15. 每股虧損(續)

每股基本及攤薄虧損按以下數字計算：

		<b>2009</b> <b>二零零九年</b> <b>HK\$'000</b> <b>千港元</b>	2008 二零零八年 HK\$'000 千港元
<b>Loss:</b>	<b>虧損：</b>		
Loss attributable to the equity holders of the Company, used in the basic loss per share calculations	計算每股基本虧損所用之本公司股權持有人應佔虧損	<b>(91,677)</b>	(152,133)
Add: Imputed interest on convertible notes* (Note 27)	加：可換股票據之應歸利息* (附註 27)	<b>538</b>	—
Less: Fair value gain on the derivative component of convertible notes* (Note 27)	減：可換股票據衍生部分之公平值收益* (附註 27)	<b>(872)</b>	—
		<b>(92,011)</b>	(152,133)

		<b>Number of shares</b> <b>股份數目</b>	
		<b>2009</b> <b>二零零九年</b> <b>'000</b> <b>千股</b>	2008 二零零八年 '000 千股
<b>Shares:</b>	<b>股份：</b>		
Weighted average number of ordinary shares for basic loss per share calculation	計算每股基本虧損所用之普通股加權平均數	<b>836,164</b>	677,020
Effect of dilution on weighted average number of ordinary shares in respect of share options*	購股權涉及之普通股加權平均數之攤薄影響*	—	7,177
Effect of dilution on weighted average number of ordinary shares in respect of conversion of convertible notes*	兌換可換股票據涉及之普通股加權平均數之攤薄影響*	<b>43,288</b>	—
Weighted average number of ordinary shares adjusted for the effect of dilution	就攤薄影響調整之普通股加權平均數	<b>879,452</b>	684,197

\* Diluted loss per share amounts for the current and prior years are the same as the respective basic loss per share amounts because the basic loss per share amounts for the both years are reduced when taking respective convertible notes and share options (were applicable) into account, and therefore the conversion of convertible notes and share options have an anti-dilutive effect on the basic loss per share amounts for the current and prior years.

\* 由於本年度及過往年度之每股基本虧損金額分別計入可換股票據及購股權(如適用)後有所減少，故兌換購股權對本年度及過往年度之每股基本虧損金額具反攤薄影響，因此，本年度及過往年度之每股攤薄虧損與有關每股基本虧損金額相同。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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### 16. PROPERTY, PLANT AND EQUIPMENT

#### The Group

### 16. 物業、廠房及設備

#### 本集團

		Buildings	Leasehold improvements	Furniture and fixtures	Office equipment	Motor vehicles	Total
		樓宇	租賃物業裝修	傢俬及裝置	辦公室設備	汽車	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
<b>Cost:</b>	<b>成本：</b>						
At 1 April 2007	於二零零七年四月一日	2,100	5,031	1,457	1,088	—	9,676
Additions	添置	—	804	77	393	—	1,274
Write off	撇銷	—	—	(157)	(153)	—	(310)
At 31 March 2008	於二零零八年三月三十一日	2,100	5,835	1,377	1,328	—	10,640
Additions	添置	—	56	1	39	552	648
At 31 March 2009	於二零零九年三月三十一日	2,100	5,891	1,378	1,367	552	11,288
<b>Accumulated depreciation and impairment:</b>	<b>累計折舊及減值：</b>						
At 1 April 2007	於二零零七年四月一日	271	2,945	999	867	—	5,082
Charge for the year	本年度折舊	56	744	131	123	—	1,054
Impairment recognised for the year	本年度已確認減值	—	1,503	300	116	—	1,919
Write off	撇銷	—	—	(114)	(81)	—	(195)
At 31 March 2008	於二零零八年三月三十一日	327	5,192	1,316	1,025	—	7,860
Charge for the year	本年度折舊	56	172	15	83	110	436
At 31 March 2009	於二零零九年三月三十一日	383	5,364	1,331	1,108	110	8,296
<b>Net carrying value:</b>	<b>賬面淨值：</b>						
<b>At 31 March 2009</b>	<b>於二零零九年三月三十一日</b>	1,717	527	47	259	442	2,992
At 31 March 2008	於二零零八年三月三十一日	1,773	643	61	303	—	2,780

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## 財務報表附註

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

During the year ended 31 March 2008, certain items of property, plant and equipment were under-utilised. As a result, the Group assessed the recoverable amounts of these items. Based on such assessment, the carrying value of these items of property, plant and equipment was written down by approximately HK\$1,919,000 during that year. The recoverable amount of the relevant assets has been determined on the basis of their value in use with reference to the probable cash flows from these items of property, plant and equipment. No such write-off was necessary during the year ended 31 March 2009.

As at 31 March 2009, the Group's buildings with a carrying amount of approximately HK\$1,717,000 (2008: HK\$1,773,000) was charged by the plaintiff in respect of a litigation, details of which are disclosed in Note 31(ii). The Group's buildings are located in Hong Kong and held under a long term lease.

### 16. 物業、廠房及設備(續)

於截至二零零八年三月三十一日止年度內，若干物業、廠房及設備項目使用不足。因此，本集團評估該等項目之可收回金額。根據有關評估，該等物業、廠房及設備項目於該年度內之賬面值撇減約1,919,000港元。有關資產之可收回金額已按其使用價值並經參考可能自該等物業、廠房及設備項目所得之現金流入釐定。於截至二零零九年三月三十一日止年度內毋須作出有關撇銷。

於二零零九年三月三十一日，本集團賬面值約1,717,000港元(二零零八年：1,773,000港元)之樓宇就一訴訟被原告人控告，有關詳情於附註31(ii)披露。本集團之樓宇位於香港，並以長期租約持有。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

31 March 2009  
二零零九年三月三十一日

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

#### The Company

		本公司			
		Leasehold improvements	Furniture and fixtures	Office equipment	Total
		租賃物業裝修	傢俬及裝置	辦公室設備	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
<b>Cost:</b>	<b>成本:</b>				
At 1 April 2007	於二零零七年四月一日	—	157	153	310
Additions	添置	804	76	378	1,258
Write off	撇銷	—	(157)	(153)	(310)
At 31 March 2008	於二零零八年三月三十一日	804	76	378	1,258
Additions	添置	56	1	39	96
At 31 March 2009	於二零零九年三月三十一日	860	77	417	1,354
<b>Accumulated depreciation:</b>	<b>累計折舊:</b>				
At 1 April 2007	於二零零七年四月一日	—	114	81	195
Charge for the year	本年度折舊	161	15	75	251
Write off	撇銷	—	(114)	(81)	(195)
At 31 March 2008	於二零零八年三月三十一日	161	15	75	251
Charge for the year	本年度折舊	172	15	83	270
At 31 March 2009	於二零零九年三月三十一日	333	30	158	521
<b>Net carrying value:</b>	<b>賬面淨值:</b>				
<b>At 31 March 2009</b>	<b>於二零零九年三月三十一日</b>	527	47	259	833
At 31 March 2008	於二零零八年三月三十一日	643	61	303	1,007

### 16. 物業、廠房及設備(續)

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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### 17. PREPAID LAND LEASE EXPENSES 17. 預付土地租金開支

		<b>The Group</b> 本集團	
		<b>2009</b> 二零零九年 <b>HK\$'000</b> 千港元	2008 二零零八年 HK\$'000 千港元
<b>Cost:</b>	<b>成本：</b>		
At beginning and end of year	於年初及年終	<b>2,350</b>	2,350
<b>Accumulated balance released to profit or loss:</b>	<b>解除至損益之累計結餘：</b>		
At beginning of year	於年初	<b>2,061</b>	1,630
Release for the year (Note 9)	本年度解除(附註9)	<b>289</b>	431
At end of year	於年終	<b>2,350</b>	2,061
<b>Carrying amount and current portion</b>	<b>賬面值及即期部分</b>		
At 31 March	於三月三十一日	—	289

The Group's prepaid land lease expenses are attributable to land located in Hong Kong and held under a long term lease.

As at 31 March 2009, the Group's prepaid land lease expenses were charged by the plaintiff in respect of a litigation, details of which are disclosed in Note 31(ii).

本集團之預付土地租金開支位於香港，並以長期租約持有。

於二零零九年三月三十一日，本集團之預付土地租金開支就一訴訟被原告人控告，有關詳情於附註31(ii)披露。

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## 財務報表附註

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### 18. INVESTMENT PROPERTY

### 18. 投資物業

		The Group 本集團	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Fair value:	公平值：		
At beginning of year	於年初	1,250	—
Additions	添置	—	1,037
Fair value adjustment (Note 7)	公平值調整(附註7)	(190)	213
At end of year	於年終	1,060	1,250

The Group's investment property was revalued as at 31 March 2008 at its open market value by reference to recent market transactions in comparable properties on an open market value basis calculated by reference to net rental income allowing for reversionary income potential. The valuation was carried out by an independent firm of professional surveyors, Asset Appraisal Limited.

Subsequent to 31 March 2009, the Group entered into a sale and purchase agreement with an independent third party to dispose of the investment properties at a total consideration of HK\$1,060,000, which was considered by the directors of the Company to be the amount that approximated the fair value of the investment property of the Group as at 31 March 2009.

The property rental income earned by the Group from its investment property which is leased out under an operating lease, amounted to HK\$64,000 (2008: HK\$23,000). Direct operating expenses arising on the investment property in the year amounted to HK\$6,600 (2008: HK\$2,000).

The Group's investment property is located in Hong Kong and held under a medium term lease.

本集團之投資物業於二零零八年三月三十一日按公開市值，經參考以公開市值基準(參考就撥回收入潛質而撥作租金收入淨額之金額計算)之可予比較物業近期市場交易重估。估值由獨立專業測量師資產評估顧問有限公司進行。

於二零零九年三月三十一日後，本集團與獨立第三方訂立買賣協議，以出售投資物業，總代價為1,060,000港元，本公司董事認為該金額與本集團之投資物業於二零零九年三月三十一日之公平值相若。

本集團自其以經營租賃出租之投資物業賺取之物業租金收入64,000港元(二零零八年：23,000港元)。年內，投資物業產生之直接經營開支為6,600港元(二零零八年：2,000港元)。

本集團之投資物業位於香港，並以中期租約持有。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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### 19. INVESTMENTS IN SUBSIDIARIES

### 19. 於附屬公司之投資

		<b>The Company</b> 本公司	
		<b>2009</b> 二零零九年 <b>HK\$'000</b> 千港元	2008 二零零八年 HK\$'000 千港元
Unlisted shares, at cost	非上市股份，按成本值	<b>22,316</b>	22,316
Less: Impairment losses	減：減值虧損	<b>(22,316)</b>	(16,542)
		—	5,774

Particulars of the Company's principal subsidiaries as at 31 March 2009 are as follows:

本公司於二零零九年三月三十一日之主要附屬公司詳情如下：

Name of company 公司名稱	Country of incorporation and operation 註冊成立及經營國家	Particulars of issued and paid-up capital 已發行及繳足股本詳情	Proportion of ownership interest 擁有權益百分比			Principal activity 主要業務
			Group's effective interest 本集團之實益權益	Held by the Company 由本公司持有	Held by the subsidiaries 由附屬公司持有	
Dollar Concept International Ltd.	BVI 英屬處女群島	US\$1 Ordinary 普通股 1 美元	100%	100%	—	Apparel sourcing and trading (overseas based) 服飾採購及貿易(駐海外)
Fanlink Far East Ltd.	BVI 英屬處女群島	US\$1 Ordinary 普通股 1 美元	100%	100%	—	Investment holding 投資控股
Sun Ace Group Ltd.	BVI 英屬處女群島	US\$1 Ordinary 普通股 1 美元	100%	100%	—	Investment holding 投資控股
Leader Ahead Investments Ltd.	BVI 英屬處女群島	US\$1 Ordinary 普通股 1 美元	100%	100%	—	Provision of entertainment services 提供娛樂服務
East Step Trading Ltd. 東毅貿易有限公司	Hong Kong 香港	HK\$1 Ordinary 普通股 1 港元	100%	—	100%	Apparel trading (Hong Kong based) 服裝貿易(駐香港)
Gala Consultants Group Limited	BVI 英屬處女群島	US\$1 Ordinary 普通股 1 美元	100%	—	100%	Apparel sourcing and trading (overseas based) 服裝採購及貿易(駐海外)
Sun Tai Hing Garment Making Company Limited 新大興製衣有限公司	Hong Kong 香港	HK\$115,000 Ordinary 普通股 115,000 港元	100%	—	100%	Investment holding 投資控股

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## 財務報表附註

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### 19. INVESTMENTS IN SUBSIDIARIES

(Continued)

An impairment loss on investment costs of approximately HK\$22,316,000 (2008: HK\$16,542,000) was recognised as at 31 March 2009 because the related recoverable amounts of the investment costs with reference to the net assets values of the respective subsidiaries were estimated to be less than their carrying amounts. Accordingly, the carrying amounts of the related investment costs are reduced to their recoverable amounts.

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.

### 20. AMOUNTS DUE FROM/TO SUBSIDIARIES

Amounts due from/to subsidiaries are unsecured, interest free and repayable on demand.

### 21. AVAILABLE-FOR-SALE FINANCIAL ASSETS

### 19. 於附屬公司之投資(續)

投資成本減值虧損約22,316,000港元(二零零八年: 16,542,000港元)於二零零九年三月三十一日確認, 原因為參照各附屬公司資產淨值之有關投資成本之可收回金額估計少於其賬面值。因此, 有關投資成本之賬面值減少至其可收回金額。

上表列示董事認為重大影響本年度業績或構成本集團資產淨值主要部份之本公司附屬公司。董事認為提供其他附屬公司之詳情會導致篇幅過於冗長。

### 20. 應收/應付附屬公司款項

應收/應付附屬公司款項為無抵押、免息及按要求償還。

### 21. 可供出售金融資產

		The Group and Company 本集團及本公司	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
<b>Equity securities listed in U.K.</b>	<b>英國上市股本證券</b>		
At cost of acquisition	按收購成本	<b>245,287</b>	245,287
Less: Impairment losses	減: 減值虧損	<b>(184,868)</b>	(110,923)
At fair value	按公平值	<b>60,419</b>	134,364



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### 21. AVAILABLE-FOR-SALE FINANCIAL ASSETS (Continued)

The Company acquired 24,375,975 ordinary shares of 10 pence each or approximately 29.9% of the issued capital of Birmingham City Plc. ("BCP") at a cash consideration of £14,950,029 (equivalent to approximately HK\$237,225,000 at the acquisition date) from independent vendors during the year ended 31 March 2008. BCP was incorporated in the U.K. with limited liability and its shares are listed on the Alternative Investment Market of the London Stock Exchange (the "AIM"). BCP's principal place of business is in the U.K. and is principally engaged in investment holding. BCP has one subsidiary, Birmingham City Football Club Plc. registered in the U.K. and it is principally engaged in operation of a football league club in the U.K. As the Company failed to appoint any representative to the board of directors of BCP and had no power to exercise any significant influence or joint control over the financial and operating policy decisions of BCP after the acquisition of equity interest in BCP, the directors of the Company consider that the Company's investment in BCP is not an investment in an associate but should be designated as available-for-sale equity securities. Taking into account the transaction costs of HK\$8,062,000 that are directly attributable to the Company's acquisition of the equity interest in BCP, the initial cost of the Company's investment in BCP as at the acquisition date amounted to approximately HK\$245,287,000.

### 21. 可供出售金融資產(續)

於截至二零零八年三月三十一日止年度，本公司向獨立賣方收購24,375,975股每股10便士之普通股或Birmingham City Plc. (「BCP」)已發行股本約29.9%，現金代價為14,950,029英鎊(於收購日期相等於約237,225,000港元)。BCP於英國註冊成立為有限公司，其股份於倫敦證券交易所另類投資市場(「另類投資市場」)上市。BCP之主要營業地點位於英國，主要從事投資控股業務。BCP擁有一間於英國註冊之附屬公司Birmingham City Football Club Plc.，主要從事於英國經營一間足球會之業務。由於本公司於收購BCP股權後未能委任任何代表加入BCP之董事會及並無權力行使任何重大影響或共同控制BCP之財務及營運政策決定，故本公司董事認為本公司於BCP之投資並非於聯營公司之投資，惟應指定為可供出售股本證券。經計及本公司收購BCP股權直接應佔之交易成本8,062,000港元後，本公司於收購日期於BCP之投資之初步成本約為245,287,000港元。

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## 財務報表附註

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### 21. AVAILABLE-FOR-SALE FINANCIAL ASSETS (Continued)

For the purpose of assessing the impairment of the Company's investment in BCP, market price of BCP's shares listed on the AIM is taken into account. The directors of the Company considered that there is a significant decline in the fair value of the securities, i.e. BCP's market share price quoted on the AIM below its cost, which is an evidence of impairment. Therefore, an impairment loss on available-for-sale financial assets of HK\$73,945,000 (2008: HK\$110,923,000) was directly recognised in profit or loss for the year ended 31 March 2009 based on the BCP's market share price quoted on the AIM at the spot transaction rate as at 31 March 2009. Such impairment losses recognised in profit or loss are not reversed through profit or loss, any subsequent increase in the fair value of such available-for-sale financial assets is recognised directly in equity. The market value of each as at the date of approval of these financial statements was approximately 30.55 pence (2008: 23.15 pence) based on the market share price of BCP quoted on the AIM.

### 22. INVENTORIES

Finished goods	製成品
Less: Provision for on obsolete inventories	減：過時存貨撥備

The Group carried out regular reviews on the carrying amounts of inventories with reference to aged inventories analysis, expected future consumption and management judgement. During the year ended 31 March 2008, the carrying value of certain inventories were determined to decline below its estimated net realisable value and was written down by approximately HK\$4,251,000.

### 21. 可供出售金融資產(續)

就評估本公司於BCP之投資之減值而言，已計及BCP股份於另類投資市場之市價。本公司董事認為該等證券之公平值(即BCP股份於另類投資市場之市場報價)大幅跌至低於其成本，即出現減值跡象。因此，可供出售金融資產之減值虧損73,945,000港元(二零零八年：110,923,000港元)已直接於截至二零零九年三月三十一日止年度之損益確認，該金額乃根據BCP股份於二零零九年三月三十一日於另類投資市場之市場報價按現貨交易率計算。於損益確認之有關減值虧損不會透過損益撥回。該等可供出售金融資產之公平值之任何隨後增加直接於權益確認。按BCP股份於另類投資市場之市場報價計算，每股BCP股份於批准該等財務報表當日之市值約為30.55便士(二零零八年：23.15便士)。

### 22. 存貨

		The Group 本集團	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Finished goods	製成品	—	4,251
Less: Provision for on obsolete inventories	減：過時存貨撥備	—	(4,251)
		—	—

本集團參考貨齡分析、預期未來消費及管理層之判斷對其存貨賬面值進行定期檢討。於截至二零零八年三月三十一日止年度內，若干存貨之賬面值跌至低於其估計可變現淨值及撇減約4,251,000港元。

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### 23. TRADE RECEIVABLES, DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

### 23. 應收貿易賬款、按金、預付款項及其他應收款項

		<b>The Group</b> 本集團	
		<b>2009</b> 二零零九年 <b>HK\$'000</b> 千港元	2008 二零零八年 <i>HK\$'000</i> 千港元
Trade receivables	應收貿易賬款	<b>4,687</b>	4,453
Less: Allowance for doubtful debts	減：呆賬撥備	<b>(4,687)</b>	(3,354)
		—	1,099
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	<b>1,190</b>	544
		<b>1,190</b>	1,643

(i) The average credit period to the Group's trade receivables is 60 days (2008: 60 days).

(i) 本集團應收貿易賬款之平均信貸期為60天(二零零八年：60天)。

(ii) The movements in the allowance for doubtful debts during the years, including both specific and collective loss components, are as follows:

(ii) 年內呆賬撥備(包括個別及共同虧損部分)之變動如下：

		<b>The Group</b> 本集團	
		<b>2009</b> 二零零九年 <b>HK\$'000</b> 千港元	2008 二零零八年 <i>HK\$'000</i> 千港元
At beginning of year	年初	<b>3,354</b>	1,609
Impairment loss on trade receivables	應收貿易賬款減值虧損	<b>1,333</b>	1,745
At end of year	年終	<b>4,687</b>	3,354

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## 財務報表附註

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### 23. TRADE RECEIVABLES, DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES (Continued)

(ii) (Continued)

At 31 March 2009, the Group's trade receivables of approximately HK\$4,687,000 (2008: HK\$3,354,000) were individually determined to be impaired. The individually impaired receivables related to customers that were in financial difficulties and management assessed that none of the related receivables is expected to be recovered. Consequently, full allowance for doubtful debts of HK\$4,687,000 (2008: HK\$3,354,000) was recognised. The Group does not hold any collateral over these balances.

(iii) The ageing analysis of gross trade receivables, based on invoice date, is as follows:

### 23. 應收貿易賬款、按金、預付款項及其他應收款項(續)

(ii) (續)

於二零零九年三月三十一日，本集團約4,687,000港元(二零零八年：3,354,000港元)之應收貿易賬款已個別被釐定為已減值。個別已減值之應收款項與出現財務困難之客戶有關，管理層評估預期有關應收款項不可收回。因此，確認全數呆賬撥備4,687,000港元(二零零八年：3,354,000港元)。本集團並無就該等結餘持有任何抵押品。

(iii) 根據發票日期計算，總應收貿易賬款之賬齡分析如下：

		The Group 本集團	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Within 30 days	30天內	—	335
31 to 60 days	31天至60天	—	1,730
Over 60 days	60天以上	<b>4,687</b>	2,388
		<b>4,687</b>	4,453

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## 財務報表附註

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二零零九年三月三十一日

### 24. CASH AND CASH EQUIVALENTS

For the purpose of the balance sheets and consolidated cash flow statement, cash and cash equivalents include cash and bank balances.

Most of the Company's and the Group's cash and cash equivalents are denominated in Hong Kong dollar.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods between one day and three months depending on the immediate cash requirements of the Group and earn interest at the respective short term time deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default. The carrying amounts of the cash and cash equivalents approximate their fair values.

### 25. AMOUNTS DUE TO DIRECTORS — THE GROUP AND COMPANY

The amounts due to directors, included in current liabilities, are unsecured, interest free and repayable on demand.

The amounts due to directors who are ultimate shareholders of the Company, included in non-current liabilities, are unsecured and interest-free advances, out of which (i) an amount of HK\$95,068,000 has no fixed repayment term, and the director and ultimate shareholder of the Company has undertaken not to demand for the Group to repay this amount due until the Company and the Group are financially capable to do so. This interest-free advance is not repayable within twelve months from the balance sheet date and is considered in substance as a quasi-equity loan to finance the Group's long-term investments; and (ii) an amount of HK\$2,914,000 due to another director and ultimate shareholder of the Company is not repayable within twelve months after the balance sheet date.

### 24. 現金及現金等值項目

就資產負債表及綜合現金流量表而言，現金及現金等值項目包括現金及銀行結餘。

大部分本公司及本集團之現金及現金等值項目以港元為單位。

銀行現金按每日銀行存款利率以浮動利率賺取利息。短期定期存款具有不同之存款期限，由一天至三個月不等，視乎本集團之即時現金需求而定，並自各短期定期存款率賺取利息。銀行結餘存放於信譽良好及並無近期拖欠紀錄之銀行。現金及現金等值項目之賬面值與其公平值相若。

### 25. 應付董事款項 — 本集團及本公司

應付董事款項計入流動負債，為無抵押、免息及按要求償還。

應付董事（亦為本公司最終股東）款項計入非流動負債，為無抵押及免息墊款，其中 (i) 款項 95,068,000 港元並無固定還款期，本公司董事兼最終股東已承諾不會要求本集團償還此應付款項，直至本公司及本集團有財政能力還款為止。此免息墊款毋須於結算日起計十二個月內償還，且被視為實質上屬撥付本集團長期投資之準股權性質貸款；及 (ii) 應付另一名本公司董事兼最終股東之款項 2,914,000 港元毋須於結算日起計十二個月內償還。

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### 26. DEFERRED TAX LIABILITIES

The movements for the year in the deferred tax liabilities are as follows:

	2009 二零零九年 HK\$'000 千港元
At beginning and end of year	167

The deferred tax liabilities mainly represent accelerated depreciation allowances.

At 31 March 2009, the Group has unused tax losses of approximately HK\$65,359,000 (2008: HK\$49,532,000) available for offset against future profits. No deferred tax asset has been recognised in respect of such tax losses due to the unpredictability of future profit streams. Such losses may be carried forward indefinitely.

There was no other material unprovided deferred tax in respect of the year and as at the balance sheet date (2008: HK\$Nil).

### 27. CONVERTIBLE NOTES

#### The Group and the Company

On 7 May 2008, the Company entered into a subscription agreement with Pacific Capital Investment Management Limited ("Pacific Capital") pursuant to which Pacific Capital has agreed to subscribe for the convertible notes (the "Convertible Notes") for an aggregate principal amount of up to HK\$200,000,000 to be issued by the Company.

### 26. 遞延稅項負債

本年度於遞延稅項負債之變動如下：

The Group 本集團	
2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
At beginning and end of year	167

遞延稅項負債主要指加速折舊撥備。

於二零零九年三月三十一日，本集團有未動用稅項虧損約65,359,000港元(二零零八年：49,532,000港元)可供抵銷未來溢利。由於無法預測未來溢利來源，故並無確認遞延稅項資產。有關虧損可無限期結轉。

於本年度及於結算日，概無其他重大未撥備遞延稅項(二零零八年：零港元)。

### 27. 可換股票據

#### 本集團及本公司

於二零零八年五月七日，本公司與Pacific Capital Investment Management Limited (「Pacific Capital」) 訂立認購協議，據此，Pacific Capital已同意認購本公司將發行本金總額最多為200,000,000港元之可換股票據(「可換股票據」)。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

31 March 2009  
二零零九年三月三十一日

### 27. CONVERTIBLE NOTES (Continued)

#### The Group and the Company (Continued)

The Convertible Notes are convertible into conversion shares at the option of the noteholders at any time during the conversion period into conversion shares at the conversion price. The price at which conversion shares will be issued shall be either:

- (i) 125% of the average of the closing day price of the Company for the 30 business days immediately prior to:
  - in respect of tranche 1 of the Convertible Notes, the date of the subscription agreement; and
  - in respect of the subsequent tranches of the Convertible Notes, the respective closing dates (the "Fixed Conversion Price"), subject to adjustment in accordance with the terms and conditions; or
- (ii) 90% of the average of the closing day price on any 5 consecutive business days (as selected by the relevant noteholder) during the 30 business days immediately preceding the relevant conversion date as selected at the discretion of the relevant noteholder at the time of exercising the conversion right in respect of the relevant tranche of the Convertible Notes provided always that the conversion price shall not in any event be less than HK\$0.05 per conversion share (the "Floating Conversion Price").

The Company may redeem those Convertible Notes presented by the noteholder for conversion redemption amount if on presentation of such convertible notes, the Fixed Conversion Price or the Floating Conversion Price (as the case may be) is less than or equal to 70% of the closing day price for the 30 consecutive business days prior to the relevant closing date in respect such Convertible Note.

### 27. 可換股票據(續)

#### 本集團及本公司(續)

可換股票據可於兌換期內任何時間按票據持有人之選擇，以兌換價兌換為兌換股份。兌換股份將予發行之價格為：

- (i) 緊接以下日期前30個營業日之平均收市日價格之125%：
  - 就可換股票據之第一批而言，認購協議日期；及
  - 就可換股票據之其後批次而言，有關截止日期(「固定兌換價」)，可根據條款及條件作出調整；或
- (ii) 緊接於行使相關批次之可換股票據時按有關票據持有人酌情選擇之有關兌換日期前30個營業日內任何5個連續營業日(按有關票據持有人之選擇)之平均收市日價格之90%，惟無論如何兌換價不得低於每股兌換股份0.05港元(「浮動兌換價」)。

倘於提交可換股票據時，固定兌換價或浮動兌換價(視情況而定)低於或相等於有關可換股票據之有關截止日期前30個連續營業日之收市日價格之70%，則本公司可按兌換贖回金額贖回票據持有人提交之該等可換股票據。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

31 March 2009  
二零零九年三月三十一日

### 27. CONVERTIBLE NOTES (Continued)

The maturity date of the Convertible Notes was 36 months from the date of issue. The Convertible Notes will not bear any interest. Unless previously redeemed, purchased, converted or cancelled in the circumstances set out in the terms and conditions, the Company will redeem the outstanding convertible notes on the maturity date at 100% of the principal amount thereof.

On 4 June 2008, the Company and Pacific Capital entered into a supplementary agreement to supplement the subscription agreement including, among other things, the addition of a conversion restriction in the terms and conditions so that no conversion of the Convertible Notes can be made at any time when the Company cannot maintain 25% public float as a result of such conversion.

On 28 July 2008 and 7 August 2008, the Convertible Notes with aggregate principal amounts of HK\$20,000,000 were issued.

Based on the determination of the conversion price with reference to the Fixed Conversion Price and the Floating Conversion Price as mentioned above, the exercise of conversion option would not result in settlement by the exchange of a fixed amount of cash for a fixed number of shares of the Company. The embedded derivative of conversion option is therefore accounted for as a financial liability. The proceeds from the issue of the Convertible Notes of HK\$20,000,000 have been split into liability and derivative components. On issue of the Convertible Notes, the fair value of the derivative component is determined using an option pricing model and this amount is carried as a derivative component of the liability until extinguished on conversion or redemption. The remainder of the proceeds is allocated to the liability component and is carried as a liability on the amortised cost basis until extinguished on conversion or redemption. The derivative component is measured at fair value on the issue date and any subsequent changes in fair value of the derivative component as at the balance sheet date are recognised in the consolidated income statement.

### 27. 可換股票據(續)

可換股票據之到期日為發行日期起計36個月。可換股票據將不計任何利息。除非先前在條款及條件所載之情況下贖回、購買、兌換或註銷，否則本公司將於到期日按本金額之100%贖回未兌換可換股票據。

於二零零八年六月四日，本公司與Pacific Capital訂立補充協議，以補充認購協議，其中包括在條款及條件中加入兌換限制，致使於本公司因兌換可換股票據而未能維持25%公眾持股量之任何時間，不得進行任何有關兌換。

於二零零八年七月二十八日及二零零八年八月七日，本金總額為20,000,000港元之可換股票據已經發行。

根據參考上述固定兌換價及浮動兌換價後對兌換價之釐定，行使兌換權將不會導致透過交換固定金額之現金為固定數量之本公司股份清償。兌換權之內含衍生工具因此計入為金融負債。發行可換股票據之所得款項20,000,000港元已分為負債及衍生部分。於發行可換股票據時，衍生部分之公平值採用期權定價模式釐定，而此金額按負債之衍生部分列值，直至於兌換或贖回時取消為止。所得款項餘額分配至負債部分，並按攤銷成本基準以負債列值，直至於兌換或贖回時取消為止。衍生部分按發行日期之公平值計量，衍生部分公平值之任何隨後變動於結算日在綜合收益表確認。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

31 March 2009  
二零零九年三月三十一日

### 27. CONVERTIBLE NOTES (Continued)

The movements of the liability component and derivative component of the issued Convertible Notes are as follows:

		<b>Liability component of Convertible Notes</b>	<b>Derivative component of Convertible Notes</b>	<b>Total</b>
		可換股票據之 負債部分	可換股票據 衍生部分	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
At the issuance date	於發行日期	14,056	5,944	20,000
Direct transaction costs	直接交易成本	(1,750)	—	(1,750)
Conversion into ordinary shares	兌換為普通股	(9,045)	(4,763)	(13,808)
Imputed interest (Note 8)	應歸利息(附註8)	538	—	538
Fair value gain (Note 7)	公平值收益(附註7)	—	(872)	(872)
At 31 March 2009	於二零零九年三月三十一日	3,799	309	4,108

Interest on the Convertible Notes is calculated using the effective interest method by applying the effective interest rate of 9.1968% per annum.

The fair value of the derivative component of the Convertible Notes is determined taking into account the valuation performed by Asset Appraisal Ltd., an independent firm of professionally qualified valuers, using the Monte Carlo Simulation Model with the major inputs as at issue dates and 31 March 2009 as follows:

	<b>Issue dates</b>	<b>31 March 2009</b>
	發行日期	二零零九年三月三十一日
Share price	HK\$0.14 to HK\$0.28	HK\$0.068
股份價格	0.14 港元至 0.28 港元	0.068 港元
Exercise price	HK\$0.311 to HK\$0.355	HK\$0.311
行使價	0.311 港元至 0.355 港元	0.311 港元
Volatility	119.4% to 127.38%	144.73%
波幅	119.4% 至 127.38%	144.73%
Risk free rate	2.712% to 2.926%	0.907%
無風險利率	2.712% 至 2.926%	0.907%

### 27. 可換股票據(續)

已發行可換股票據負債部分及衍生部分之變動如下：

可換股票據之利息乃透過應用實際年利率9.1968%採用實際利息法計算。

可換股票據衍生部分之公平值乃經計算及獨立專業合資格估值師資產評估顧問有限公司所進行之估值後，採用蒙地卡羅模擬模式按下列發行日期及二零零九年三月三十一日之主要輸入值釐定：

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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二零零九年三月三十一日

### 27. CONVERTIBLE NOTES (Continued)

During the year, there was a decrease in the share price of the Company, and accordingly, the fair value of the derivative component of the Convertible Notes decreased, resulting in a fair value gain of HK\$872,000.

On 30 April 2009, all the Convertible Notes outstanding as at the balance sheet date were fully converted into shares of the Company. As detailed in the Company's announcement dated 7 June 2009, the Company and Pacific Capital terminated the subscription agreement and the supplementary agreement of Convertible Notes.

### 27. 可換股票據(續)

年內，本公司股份價格減少，因此，可換股票據衍生部分之公平值減少，導致公平值收益872,000港元。

於二零零九年四月三十日，所有於結算日尚未兌換之可換股票據已獲全數兌換為本公司股份。誠如本公司於二零零九年六月七日刊發之公佈所詳述，本公司與Pacific Capital終止可換股票據之認購協議及補充協議。

### 28. SHARE CAPITAL

### 28. 股本

		2009 二零零九年		2008 二零零八年	
		Number of shares 股份數目	Amount 金額 HK\$'000 千港元	Number of shares 股份數目	Amount 金額 HK\$'000 千港元
<i>Authorised:</i>	<i>法定：</i>				
Ordinary shares of HK\$0.01 each	每股面值0.01港元之 普通股	10,000,000,000	100,000	10,000,000,000	100,000
<i>Issued and fully paid:</i>	<i>已發行及繳足：</i>				
At beginning of year	年初	760,320,000	7,603	384,000,000	3,840
Issue of shares by way of:	透過以下方法發行股份：				
Open offer (i)	公开发售(i)	—	—	192,000,000	1,920
Placements (ii)	配售(ii)	—	—	184,320,000	1,843
Issue of shares upon conversion of Convertible Notes (iii)	兌換可換股票據時發行 股份(iii)	224,831,000	2,249	—	—
At end of year	年終	985,151,000	9,852	760,320,000	7,603

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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### 28. SHARE CAPITAL (Continued)

Notes:

- (i) During the year ended 31 March 2008, the Company raised approximately HK\$37,040,000, after expenses, by issuing 192,000,000 offer shares at a subscription price of HK\$0.20 per offer share by way of open offer, on the basis of one offer share per every two shares held, to provide additional working capital of the Group. The open offer was approved at the special general meeting of the Company held on 23 April 2007 and was completed on 7 June 2007, resulting in additional amount of HK\$1,920,000 and HK\$35,120,000 standing in the share capital and share premium account respectively. All shares issued by the Company rank pari passu with the then existing shares in all respects. Further details are set out in the Company's prospectus dated 18 May 2007.
- (ii) From 11 July 2007 to 13 November 2007, the Company raised approximately HK\$117,594,000, after expenses, by issuing 184,320,000 shares by placements at subscription prices ranging from HK\$0.57 to HK\$0.80 each to provide additional working capital of the Group, resulting in additional amount of approximately HK\$1,843,000 and HK\$115,751,000 standing in the share capital and share premium account respectively.
- (iii) During the year ended 31 March 2009, the Convertible Notes in the carrying amount of HK\$13,808,000 were converted into 224,831,000 shares of HK\$0.01 each of the Company, resulting in additional amount of approximately HK\$2,249,000 and HK\$11,559,000 standing in the share capital and share premium account respectively.

All the above shares issued by the Company rank pari passu with the then existing shares in all respects.

### 28. 股本(續)

附註：

- (i) 於截至二零零八年三月三十一日止年度內，本公司透過按每持有兩股股份獲發一股發售股份之基準，以公開發售之方式按每股發售股份0.20港元之認購價格發行192,000,000股發售股份，集資約37,040,000港元(計及開支後)，以為本集團提供額外營運資金。公開發售已於本公司於二零零七年四月二十三日舉行之股東特別大會上獲批准，並於二零零七年六月七日完成，導致股本及股份溢價分別額外進賬1,920,000港元及35,120,000港元。本公司發行之所有股份與當日之現有股份於各方面均享有同等權益。進一步詳情載於本公司於二零零七年五月十八日刊發之發售章程。
- (ii) 於二零零七年七月十一日至二零零七年十一月十三日，本公司透過按介乎每股0.57港元至0.80港元之認購價以配售方式發行184,320,000股股份，集資約117,594,000港元(計及開支後)，以為本集團提供額外營運資金，導致股本及股份溢價賬分別額外進賬約1,843,000港元及115,751,000港元。
- (iii) 於截至二零零九年三月三十一日止年度內，賬面值為13,808,000港元之可換股票據獲兌換為224,831,000股本公司每股面值0.01港元之股份，導致記在股本及股份溢價之額外金額分別約2,249,000港元及11,559,000港元。

上述所有本公司發行之股份在各方面與當時之現有股份享有同等地位。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

31 March 2009  
二零零九年三月三十一日

### 29. RESERVES

The nature and purpose of each reserve are set out below:

#### (a) Reserves of the Group

##### (i) Contributed surplus

The contributed surplus represents the difference between the nominal value of share capital of the subsidiaries acquired pursuant to the group reorganisation on 22 October 2002, over the nominal value of the shares of the Company issued in exchange therefor.

Under the Companies Law (2001 Second Revision) of the Cayman Islands, the contributed surplus account is distributable to the shareholders of the Company under certain circumstances.

##### (ii) Share premium

The application of the share premium account is governed by applicable regulations of the Cayman Islands.

##### (iii) Share option reserve

The share option reserve represents the fair value at respective grant dates in respect of the outstanding share options of the Company.

### 29. 儲備

各項儲備之性質及目的載列如下：

#### (a) 本集團之儲備

##### (i) 繳入盈餘

繳入盈餘指根據二零零二年十月二十二日集團重組所收購之附屬公司之股本面值超過與本公司為交換該等股份而發行之股份面值兩者之差額。

按照開曼群島公司法(二零零一年第二次修訂版)，本公司可在若干情況下以繳入盈餘賬內之款項向其股東作出分派。

##### (ii) 股份溢價

股份溢價賬之應用受開曼群島適用規例監管。

##### (iii) 購股權儲備

購股權儲備指有關本公司尚未行使購股權之各個授出日期之公平值。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

31 March 2009  
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### 29. RESERVES (Continued)

#### (b) Reserves of the Company

		Contribution surplus 繳入盈餘 HK\$'000 千港元 (Note) (附註)	Share premium 股份溢價 HK\$'000 千港元 (Note 29(a)) (附註29(a))	Share option reserve 購股權儲備 HK\$'000 千港元 (Note 29(a)) (附註29(a))	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2007	於二零零七年 四月一日	22,116	32,250	—	(57,692)	(3,326)
Share premium arising on open offer of shares	公開發售股份產生之 股份溢價	—	35,120	—	—	35,120
Share premium arising on placement of shares	配售股份產生之 股份溢價	—	115,751	—	—	115,751
Recognition of equity-settled share-based payments	確認股權結算以股份支 付之款項	—	—	10,200	—	10,200
Lapse of share options	購股權失效	—	—	(2,828)	2,828	—
Loss for the year	本年度虧損	—	—	—	(135,401)	(135,401)
At 31 March 2008	於二零零八年三月 三十一日	22,116	183,121	7,372	(190,265)	22,344
Issue of shares upon conversion of Convertible Notes (Note 27)	兌換可換股票據時發行 股份(附註27)	—	11,559	—	—	11,559
Cancellation of share options	註銷購股權	—	—	(5,875)	5,875	—
Loss for the year	本年度虧損	—	—	—	(96,159)	(96,159)
<b>At 31 March 2009</b>	<b>於二零零九年三月 三十一日</b>	<b>22,116</b>	<b>194,680</b>	<b>1,497</b>	<b>(280,549)</b>	<b>(62,256)</b>

Note:

#### Contributed surplus of the Company

The contributed surplus represents the excess of the fair value of the subsidiaries acquired pursuant to the group reorganisation over the nominal value of the shares of the Company issued in exchange therefor.

Under the Companies Law (2001 Second Revision) of the Cayman Islands, the contributed surplus account is distributable to the shareholders of the Company under certain circumstances.

附註：

#### 本公司之繳入盈餘

繳入盈餘指根據集團重組所收購附屬公司公平值與本公司為交換該等附屬公司而發行之股份面值兩者之差額。

按照開曼群島公司法(二零零一年第二次修訂版)，本公司可在若干情況下以繳入盈餘賬內之款項向股東作出分派。

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31 March 2009  
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### 30. OPERATING LEASE ARRANGEMENTS

#### The Group as lessee

The Group did not have any outstanding commitment under non-cancellable operating leases as at 31 March 2008 and 2009.

#### The Group as lessor

At the balance sheet date, the Group's total future minimum lease receivables under non-cancellable operating leases are receivable as follows:

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Within one year	一年內	37	68
After one year but within five years	一年後但於五年內	—	46
		<b>37</b>	114

The Company did not have any operating lease arrangement under non-cancellable operating lease as at 31 March 2008 and 2009.

### 31. CONTINGENT LIABILITIES

The Group and Company had the following outstanding litigations at the balance sheet date:

- (i) A writ was filed against the Group entities in respect of a claim for reimbursement of expenses paid on behalf of the Group amounting to approximately HK\$3,000,000 on 26 July 2006. The Company was not aware of such alleged payments and had instructed lawyers to deal with the matter. Based on the written legal opinion from the legal counsel, the board of directors is of the opinion that the claim is not justifiable and without merit.

### 30. 經營租約安排

#### 本集團作為承租人

於二零零八年及二零零九年三月三十一日，本集團並無根據不可撤銷經營租約之任何未履行承擔。

#### 本集團作為出租人

於結算日，本集團根據不可撤銷經營租約未來應收之最低租金總額於以下期間應收：

於二零零八年及二零零九年三月三十一日，本公司並無根據不可撤銷經營租約擁有任何經營租約安排。

### 31. 或然負債

於結算日，本集團及本公司有以下尚未了結之訴訟：

- (i) 於二零零六年七月二十六日，本集團實體被提出令狀，申索付還代表本集團支付之開支約3,000,000港元。本公司並不知悉該等指稱之款項，並已委託律師處理此事。根據法律顧問之書面法律意見，董事會認為申索並無理由支持，且缺乏充分理據。

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### 31. CONTINGENT LIABILITIES (Continued)

- (ii) A writ was filed by Siu Ban & Sons Limited (“Siu Ban”) against Sun Tai Hing, a subsidiary of the Company, on 11 September 2007 in respect of a claim for the return of the property of Sun Tai Hing located in Hong Kong (the “Property”) and damages for costs and loss of interest. Siu Ban claimed that Sun Tai Hing did not pay the purchase consideration for the acquisition of the Property in May 2002. The Property was also charged by the plaintiff for this claim, details of which are set out in Notes 16 and 17. The board of directors is of the opinion that the claim is not justifiable and without merit.

### 32. SHARE-BASED PAYMENTS

The Company’s existing share option scheme (the “Scheme”) became effective on 22 October 2002. The major terms of the Scheme, in conjunction with the requirements of Chapter 17 of the Listing Rules, are set out as follows:

- (i) The purpose of the Scheme is providing incentives rewards to full-time employees and consultants of the Group in recognition of their contribution to the Group.
- (ii) Subject to the terms of the Scheme, the directors may, at their absolute discretion, invite full-time employees of the Group including executive directors of the Company or any of its subsidiaries and consultants (the “Eligible Persons”) to take up options to subscribe for shares.
- (iii) The total number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme of the Company must not exceed 30% of the total issued share capital of the Company from time to time.

### 31. 或然負債(續)

- (ii) 於二零零七年九月十一日，Siu Ban & Sons Limited (「Siu Ban」)向本公司之附屬公司新大興提出令狀，申索交還新大興位於香港之物業(「該物業」)，以及成本及利息虧損之損害賠償。Siu Ban指稱新大興並無就於二零零二年五月收購該物業支付購買代價。該物業亦被原告提出此申索，有關詳情載於附註16及17。董事會認為申索並無理由支持，且缺乏充分理據。

### 32. 以股份支付之款項

本公司之現有購股權計劃(「該計劃」)於二零零二年十月二十二日生效。計劃之主要條款連同上市規則第17章之規定載列如下：

- (i) 該計劃之目的在於表揚及回饋對本集團作出貢獻之全職僱員及顧問。
- (ii) 董事可在該計劃條款之規限下，全權酌情邀請本集團之全職僱員(包括本公司或其任何附屬公司之執行董事)及顧問(「合資格人士」)接納購股權以認購股份。
- (iii) 根據本公司該計劃授出而有待行使之所有尚未行使購股權獲行使而可予發行之股份總數不得超過本公司不時已發行股本總數30%。

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### 32. SHARE-BASED PAYMENTS (Continued)

- (iv) The total number of shares issued and to be issued on the exercise of options granted and to be granted (including both exercised and outstanding options) in any 12-month period up to the date of grant to each of the Eligible Persons shall not exceed 1% of the total issued share capital of the Company in issue unless (i) a shareholders' circular is dispatched to the shareholders; (ii) the shareholders approve the grant of the options in excess of the limit referred to herein; and (iii) the relevant Eligible Persons and their associates abstain from voting on the resolution.
- (v) An offer of the grant of an option shall be made to the Eligible Persons by letter in such form as the board of directors may from time to time determine and shall remain open for acceptance by the Eligible Persons concerned for a period of 28 days from the date upon which it is made, provided that no such offer shall be open for acceptance after the 10th anniversary of the adoption date or after the Scheme has been terminated.
- (vi) A non-refundable nominal consideration of HK\$1 is payable by the grantee upon acceptance of an option. An option shall be deemed to have been accepted when the duplicate letter comprising acceptance of the option duly signed by the Eligible Persons together with the said consideration of HK\$1 is received by the Company.

### 32. 以股份支付之款項(續)

- (iv) 截至向各合資格人士授出日期之任何12個月期間，因已授出及將予授出之購股權(包括已行使及尚未行使者)獲行使而已發行及將予發行之股份總數不得超過本公司已發行股本總數1%，除非(i)已向股東寄發股東通函；(ii)股東批准授出超過本文所述限額之購股權；及(iii)有關合資格人士及其聯繫人士就有關決議案放棄投票。
- (v) 購股權之要約須按董事會可能不時釐定之格式致函予合資格人士後授出，而合資格人士可於要約日期起計28日期間內接納，惟不得於採納日期起計10週年後或該計劃終止後接納要約。
- (vi) 接納購股權時，承授人應繳付1港元之不可退還象徵式代價。倘本公司接獲由合資格人士正式簽署之接納購股權函件副本，連同上述1港元代價，則購股權將被視為已獲接納。



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### 32. SHARE-BASED PAYMENTS (Continued)

(vii) The exercise price for shares under the Scheme may be determined by the directors at its absolute discretion but in any event will not be less than the highest of:

- (a) the closing price of the shares as stated in the daily quotations sheet of the Stock Exchange on the date of grant, which must be a business day;
- (b) the average closing price of the shares as stated in daily quotations sheet of the Stock Exchange for the five business days immediately preceding the date of grant; and
- (c) nominal value of shares.

Unless otherwise in the terms of the Scheme, an option may be exercised any time during the period commencing on the expiry of six calendar months after the date on which the option is deemed to be granted and accepted and expiring on a date to be determined and notified by the board of directors to each grantee, but in any event not later than 10 years from the date of grant of option but subject to the early termination of the Scheme.

### 32. 以股份支付之款項(續)

(vii) 該計劃下股份之行使價可由董事全權酌情釐定，惟於任何情況下不得低於下列最高者：

- (a) 於授出日期(必須為營業日)聯交所每日報價表所列股份之收市價；
- (b) 緊接授出日期前五個營業日聯交所每日報價表所列股份之平均收市價；及
- (c) 股份面值。

除非該計劃之條款另有規定，否則購股權可於由購股權被視為已授出及獲接納之日期後六個曆月屆滿起至董事會釐定及通知各承授人之日期止期間內隨時行使，惟於任何情況下不得遲於授出購股權日期起計10年，惟該計劃可提早終止。

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### 32. SHARE-BASED PAYMENTS (Continued)

The fair value of the share options granted during the year and the share-based payments recognised in income statement was HK\$Nil (2008: HK\$10,200,000). No share option was granted during the current year.

(a) The following table shows the movements in the Company's share options during the both years:

### 32. 以股份支付之款項(續)

年內授出之購股權公平值及於損益表確認以股份支付之付款零港元(二零零八年：10,200,000港元)。於本年度並無授出購股權。

(a) 下表顯示兩個年度內本公司購股權之變動：

		2009 二零零九年			Closing price immediately before the date of grant 緊接授出 日期前之收市價 HK\$ 港元
Date of grant 授出日期	Outstanding at the beginning of year 於年初尚未行使	Cancelled during the year 於年內註銷	Outstanding at the end of year 於年終尚未行使		
<b>Directors:</b> <b>董事：</b>					
Ip Wing Lun 葉泳倫	21/8/2007	6,912,000	(6,912,000)	—	1.09
Lee Yiu Tung 李耀東	21/8/2007	6,912,000	(6,912,000)	—	1.09
Steven Steven McManaman McManaman	21/8/2007	2,000,000	—	2,000,000	1.09
Wong Po Ling, Pauline 王寶玲	21/8/2007	6,912,000	(6,912,000)	—	1.09
		22,736,000	(20,736,000)	2,000,000	
<b>Other employees</b> <b>其他僱員</b>					
	7/6/2007	24,000,000	—	24,000,000	0.49
	21/8/2007	24,384,000	(24,384,000)	—	1.09
		48,384,000	(24,384,000)	24,000,000	
		71,120,000	(45,120,000)	26,000,000	

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### 32. SHARE-BASED PAYMENTS (Continued)

(a) (Continued)

### 32. 以股份支付之款項(續)

(a) (續)

		2008 二零零八年			Closing price immediately before the date of grant 緊接授出日期前 之收市價 HK\$ 港元	
	Date of grant 授出日期	Granted during the year 於年內授出	Lapsed during the year 於年內失效	Outstanding at the end of year 於年終尚未行使		
<b>Directors:</b>						
<b>董事：</b>						
Ip Wing Lun	葉泳倫	21/8/2007	6,912,000	—	6,912,000	1.09
Lee Yiu Tung	李耀東	21/8/2007	6,912,000	—	6,912,000	1.09
Steven McManaman	Steven McManaman	21/8/2007	2,000,000	—	2,000,000	1.09
Wong Po Ling, Pauline	王寶玲	21/8/2007	6,912,000	—	6,912,000	1.09
			22,736,000	—	22,736,000	
Other employees	其他僱員	7/6/2007	24,000,000	—	24,000,000	
		21/8/2007	24,384,000	—	24,384,000	0.49
			48,384,000	—	48,384,000	1.09
Consultants	顧問	21/8/2007	22,000,000	(22,000,000)	—	1.09
			93,120,000	(22,000,000)	71,120,000	

(b) The weighted average exercise price of the share options outstanding during the year is HK\$0.5482 (2008: HK\$0.9646). The options outstanding at the end of the year have a weighted average remaining contractual life of 8.2 years (2008: 9.34 years).

(b) 於年內尚未行使之購股權加權平均行使價為0.5482港元(二零零八年：0.9646港元)。於年終，尚未行使之購股權之加權平均剩餘合約年期為8.2年(二零零八年：9.34年)。

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### 32. SHARE-BASED PAYMENTS (Continued)

(b) (Continued)

At the balance sheet date and the date of approval of these financial statements, the Company had 26,000,000 (2008: 71,120,000) share options outstanding under the Scheme. The exercise in full of the remaining share options would, under the present capital structure of the Company, result in the issue of 26,000,000 (2008: 71,120,000) additional ordinary shares of the Company which represented 2.6% and 2.3% of the Company's shares in issue and as at the balance sheet date and the date of approval of these financial statements respectively, and result in additional share capital of approximately HK\$260,000 and share premium of HK\$13,993,000 (before issue expenses).

### 33. RELATED PARTY TRANSACTIONS

Transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note. Details of transactions between the Group and other related parties are disclosed below.

- (a) Commission of HK\$784,000 was charged by a shareholder of the Company as underwriting commission in connection with an open offer of the Company during the year ended 31 March 2008.
- (b) Details of the amounts due to directors are set out in Note 25.
- (c) Included in the Company's and the Group's accruals and other payables as at 31 March 2009 was an aggregate salaries and other allowances amount of approximately HK\$2,840,000 (2008: HK\$2,375,000) due to directors which is unsecured, interest free and repayable on demand.

### 32. 以股份支付之款項(續)

(b) (續)

於結算日及批准本財務報表日期，本公司根據該計劃尚未行使之購股權為26,000,000份(二零零八年：71,120,000份)。根據本公司現時之資本架構，行使全數餘下購股權將導致發行26,000,000股(二零零八年：71,120,000股)本公司之額外普通股，分別佔本公司於結算日及批准本財務報表日期之已發行股份2.6%及2.3%，並引致約260,000港元之額外股本及13,993,000港元之股份溢價(扣除發行開支前)。

### 33. 關連人士交易

本公司與其附屬公司(本公司之關連人士)之交易已於綜合入賬時對銷，並無於本附註內披露。本集團與其他關連人士之交易詳情於下文披露。

- (a) 本公司一名股東收取佣金784,000港元，作為本公司於截至二零零八年三月三十一日止年度內公开发售之包銷佣金。
- (b) 應付董事款項詳情載於附註25。
- (c) 計入本公司及本集團於二零零九年三月三十一日之應計款項及其他應付款項之金額為應付董事之薪金及其他津貼總額約2,840,000港元(二零零八年：2,375,000港元)，乃無抵押、免息及按要求償還。

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### 33. RELATED PARTY TRANSACTIONS

(Continued)

- (d) Members of key management during the year comprised only of the directors whose remuneration is set out in Note 11.

### 33. 關連人士交易(續)

- (d) 年內主要管理層成員僅包括董事，其薪酬載於附註11。

### 34. CAPITAL RISK MANAGEMENT

The Group's objective of managing capital is to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce cost of capital.

The capital structure of the Group consists of debts, which includes the amounts due to directors under current liabilities disclosed in Note 25 and outstanding Convertible Notes in Note 27, cash and cash equivalents in Note 24 and equity attributable to equity holders of the Company, comprising share capital and reserves as disclosed in the consolidated statement of changes in equity.

The Group's risk management reviews the capital structure on a semi-annual basis. As part of this review, the management considers the cost of capital and the risks associated with each class of capital. The Group has a target gearing ratio of 20 — 40% determined as the proportion of net debt to equity. Based on the management's recommendations, the Group expects to increase its gearing ratio closer to 30% through the issue of new debts.

### 34. 資金風險管理

本集團管理資金之目的為保障本集團之持續經營能力，以為股東提供回報及為其他利益相關者提供利益，並維持理想之資本架構，以減低資本成本。

本集團之資本架構由債項(包括附註25所披露列於流動負債之應付董事款項及附註27之未兌換可換股票據)、附註24之現金及現金等值項目，以及本公司股權持有人應佔權益(包括綜合權益變動表所披露之股本及儲備)組成。

本集團每半年檢討資本架構以管理風險。作為檢討之一部份，管理層考慮資本成本及與各類資本相關之風險。本集團之目標資本負債比率為20%至40%，乃按債項淨額與權益之比例釐定。根據管理層之建議，本集團預期透過發行新債項，以增加資本負債比率至較接近30%。

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### 34. CAPITAL RISK MANAGEMENT

(Continued)

The gearing ratios at the year end was as follows:

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Debts	債項	9,486	10,583
Cash and cash equivalents	現金及現金等值項目	(2,968)	(7,055)
Net debt	債項淨額	6,518	3,528
Equity	權益	(65,223)	12,646
Net debt to equity ratio	債項淨額對權益之比率	N/A 不適用	28%

### 34. 資金風險管理(續)

於年終之資本負債比率如下：

### 35. FINANCIAL RISK MANAGEMENT

During the year, exposure to credit, liquidity, interest rate and currency risks arises in the normal course of the Group's business. The Group is also exposed to equity price risk arising from its equity investments in other entity.

These risks are limited by the Group's financial management policies and practices described below.

#### (a) Credit risk

The Group's credit risk is primarily attributable to its trade and other receivables. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

In respect of trade and other receivables, individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customers' past history of making payments when due and current ability to pay, and take into account information specific to the customers as well as pertaining to the economic environment in which the customers operate. Normally, the Group does not obtain collateral from customers.

### 35. 金融風險管理

年內，本集團於日常業務過程產生之主要風險為信貸風險、流動資金風險、利率風險及貨幣風險。本集團亦因其於其他實體之股本投資產生股價風險。

此等風險受下文所述之本集團財務管理政策及慣例所限制。

#### (a) 信貸風險

本集團之信貸風險主要由其應收貿易賬款及其他應收款項產生。管理層已制訂信貸政策，並持續監察該等信貸風險。

就應收貿易賬款及其他應收款項而言，凡要求授出若干金額以上信貸之客戶均需接受個別信貸評估。該等評估集中於客戶過往於賬項到期時之還款紀錄及目前之還款能力，並考慮客戶之特定資料以及有關客戶所營運經濟環境之資料。在一般情況下，本集團不會向客戶取得抵押品。

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### 35. FINANCIAL RISK MANAGEMENT

(Continued)

#### (a) Credit risk (Continued)

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The default risk of the industry and country in which customers operate also has an influence on credit risk but to a lesser extent. At the balance sheet date, the Group has no significant concentration of credit risk.

The maximum exposure to credit risk without taking account of any collateral held is represented by the carrying amount of each financial asset.

Further quantitative disclosures in respect of the Group's exposure to credit risk arising from trade receivables are set out in Note 23 to the financial statements.

#### (b) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

### 35. 金融風險管理(續)

#### (a) 信貸風險(續)

本集團之信貸風險主要受個別客戶不同情況所影響。客戶所經營之行業及國家之違約風險亦對信貸風險產生影響，惟影響較少。於結算日，本集團並無信貸風險重大集中情況。

在並無考慮持有任何抵押品之情況下，信貸風險上限為各金融資產之賬面值。

有關本集團因應收貿易賬款引起之信貸風險之進一步量化披露事項載於財務報表附註23。

#### (b) 流動資金風險

本集團之政策為定期監察目前及預期流動資金需要，以確保其維持足夠現金儲備，應付其短期及較長期之流動資金需要。

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### 35. FINANCIAL RISK MANAGEMENT

(Continued)

#### (b) Liquidity risk (Continued)

The following table details the remaining contractual maturities at the balance sheet date of the Group's non-derivative financial liabilities and derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates, or if floating, based on rates current at the balance sheet date) and the earliest date the Group can be required to pay:

The Group	本集團	Carrying amount	Total contractual undiscounted cash flow	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years
		賬面值	總合約未貼現現金流量	於一年內或應要求	一年後但於兩年內	兩年後但於五年內
		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
<b>2009</b>	<b>二零零九年</b>					
Accruals and other payables	應計費用及其他應付款項	5,880	5,880	5,880	—	—
Amounts due to directors	應付董事款項	103,360	103,360	5,378	97,982	—
Convertible Notes	可換股票據	4,108	4,124	—	—	4,124
		<b>113,348</b>	<b>113,364</b>	<b>11,258</b>	<b>97,982</b>	<b>4,124</b>
<b>2008</b>	<b>二零零八年</b>					
Accruals and other payables	應計費用及其他應付款項	5,588	5,588	5,588	—	—
Amounts due to directors	應付董事款項	108,565	108,565	10,583	97,982	—
		114,153	114,153	16,171	97,982	—

### 35. 金融風險管理(續)

#### (b) 流動資金風險(續)

下表詳述本集團非衍生金融負債及衍生金融負債於結算日之餘下合約到期日，乃按合約未貼現現金流量(包括採用合約利率或(倘浮動)按於結算日之現行利率計算之利息付款)及本集團可能被要求付款之最早日期得出：



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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### 35. FINANCIAL RISK MANAGEMENT

(Continued)

#### (c) Interest rate risk

Convertible Notes were issued at a fixed rate (i.e. zero coupon interest) which expose the Group and Company to fair value interest-rate risk. The Group has no significant interest bearing financial liabilities and operating cash flows are substantially independent of changes in market interest rate.

#### (d) Currency risk

The Group is exposed to currency risk primarily through its investment in quoted equity securities in BCP with a carrying value of approximately HK\$60,419,000 (2008: HK\$134,364,000) as at 31 March 2009 that are denominated in Pound Sterling ("£"), which was acquired during the prior year.

#### Sensitivity analysis

At 31 March 2009, it is estimated that a general appreciation/depreciation of 5% (2008: 1%) in exchange rate of HK\$ to £, with all other variables held constant, would increase/decrease the Group's consolidated loss and decrease/increase its consolidated equity by approximately HK\$3,021,000 (2008: HK\$1,344,000).

The sensitivity analysis has been determined assuming that the change in foreign exchange rates had occurred at the balance sheet date and had been applied to each of the group entities; exposure to currency risk for financial instruments in existence at that date, and that all other variables, in particular equity price, remain constant.

### 35. 金融風險管理(續)

#### (c) 利率風險

可換股票據按固定利率(即零息票利率)發行, 令本集團及本公司須承受公平值利率風險。本集團並無重大計息金融負債, 而經營現金流量大部分不受市場利率變動影響。

#### (d) 貨幣風險

本集團主要透過其於BCP之上市股本證券之投資承受貨幣風險。於二零零九年三月三十一日, 該投資之賬面值約為60,419,000港元(二零零八年: 134,364,000港元), 以英鎊(「英鎊」)為單位, 乃於去年購入。

#### 敏感度分析

於二零零九年三月三十一日, 估計港元兌英鎊匯率整體升值/貶值5%(二零零八年: 1%)而其他變數維持不變, 則本集團之綜合虧損將增加/減少及綜合權益將減少/增加約3,021,000港元(二零零八年: 1,344,000港元)。

敏感度分析乃假設匯率變動已於結算日發生, 並應用於各集團實體; 另外亦假設金融工具之貨幣風險於該日已存在, 而所有其他變數(尤其是股價)維持不變。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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### 35. FINANCIAL RISK MANAGEMENT

(Continued)

#### (d) Currency risk (Continued)

##### **Sensitivity analysis** (Continued)

The stated changes represent management's assessment of reasonably possible changes in foreign exchange rates over the period until the next annual balance sheet date. Results of the analysis as presented above represent an aggregation of the effects on each of the group entities' equity measured in the respective functional currencies, translated into Hong Kong dollars at the exchange rate ruling at the balance sheet date for presentation purposes. The analysis is performed on the same basis for 2008, where applicable.

#### (e) Equity price risk

The Group is exposed to equity price changes arising from equity instruments classified as available-for-sale financial assets. These investments are listed.

The Group's listed investments are listed on the AIM. Decisions to buy and sell trading securities are based on daily monitoring of the performance of individual securities compared to that of the indexes and other industry indicators, as well as the Group's liquidity needs. Listed investments held in the available-for-sale portfolio have been chosen based on their longer term growth potential and are monitored regularly for performance against expectations.

##### **Sensitivity analysis**

At 31 March 2009, it is estimated that a general increase/decrease of 5% in the quoted market price of the equity investments, with all other variables held constant, would decrease/increase the Group's consolidated loss and increase/decrease its consolidated equity by approximately HK\$3,021,000 (2008: HK\$6,718,000).

### 35. 金融風險管理(續)

#### (d) 貨幣風險(續)

##### **敏感度分析(續)**

所述之變動指管理層對匯率於直至下年度結算日期間之合理可能變動之評估。分析結果代表對就呈列而言按於結算日之匯率以各集團實體各自之功能貨幣計量而換算為港元之權益之綜合影響。二零零八年之分析按相同基準(如適用)進行。

#### (e) 股價風險

本集團承受因分類為可供出售金融資產而產生之股本工具股價變動之風險。該等投資均為上市。

本集團之上市投資於另類投資市場上市。買賣交易證券之決定乃根據每日對個別證券表現監察與指數及其他行業指標比較，以及按本集團之流動資金需求而作出。於可供出售組合內持有之上市投資乃根據其較長期增長潛力而選擇，並根據預期對表現進行定期監察。

##### **敏感度分析**

於二零零九年三月三十一日，估計於股本投資之市場報價上升/下跌5%而其他變數維持不變，則本集團之綜合虧損將減少/增加及綜合權益將增加/減少約3,021,000港元(二零零八年：6,718,000港元)。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

31 March 2009  
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### 35. FINANCIAL RISK MANAGEMENT

(Continued)

**(e) Equity price risk (Continued)**  
**Sensitivity analysis (Continued)**

The sensitivity analysis has been determined assuming that the reasonably possible changes in the stock market index or other relevant risk variables had occurred at the balance sheet date and had been applied to the exposure to equity price risk in existence at that date. It is also assumed that the fair value of the Group's equity investments would change in accordance with the historical correlation with the relevant stock market index or the relevant risk variables and that all other variables remain constant. The stated changes represent management's assessment of reasonably possible changes in the relevant stock market index or the relevant risk variables over the period until the next annual balance sheet date. The analysis is performed on the same basis for 2008.

**(f) Fair values and estimation basis**

All financial instruments are carried at amounts not materially different from their values as at 31 March 2009 and 2008. In respect of equity securities, fair value is based on quoted market price at the balance sheet date without any deduction for transaction costs. The estimate of fair value of the conversion option embedded in Convertible Notes is measured using an option pricing model.

### 35. 金融風險管理(續)

**(e) 股價風險(續)**  
**敏感度分析(續)**

敏感度分析乃假設股市指數或其他相關風險變數之合理可能變動已於結算日發生，並已應用於該日存在之股價風險而釐定。另亦假設本集團之股本投資之公平值會根據有關股市指數或相關風險變數之歷史關聯而變動，及所有其他變數維持不變。所述變動指管理層對相關股市指數或相關風險變數於直至下個年度結算日止期間之合理可能變動之評估。二零零八年之分析按相同基準進行。

**(f) 公平值及估計基準**

所有金融工具之賬面值與其於二零零九年及二零零八年三月三十一日之價值概無重大差異。就股本證券而言，公平值以於結算日之市場報價(並無扣減任何交易成本)為基準。內嵌於可換股票據之兌換選擇權之公平值估計乃採用期權定價模式計量。

### 36. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY

The carrying amounts of the Group's financial assets and financial liabilities as recognised at 31 March 2009 and 2008 may be categorised as follows:

### 36. 按類別劃分之金融資產及金融負債概要

本集團之金融資產及負債於二零零九年及二零零八年三月三十一日確認之賬面值可分類如下：

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
<b>Financial assets</b>	<b>金融資產</b>		
Loans and receivables (including cash and bank balances) measured at amortised cost	按攤銷成本計量之貸款及應收款項(包括現金及銀行結餘)	<b>4,158</b>	8,698
Available-for-sale financial assets measured at fair value	按公平值計量之可供出售金融資產	<b>60,419</b>	134,364
<b>Financial liabilities</b>	<b>金融負債</b>		
Quasi-equity loan	準股權性質貸款	<b>95,068</b>	95,068
Financial liabilities measured at amortised cost	按攤銷成本計量之金融負債	<b>17,971</b>	19,085

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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### 37. SIGNIFICANT POST BALANCE SHEET NON-ADJUSTING EVENT

- (i) The Company entered into termination agreement on 5 June 2009 with Pacific Capital to cancel and terminate the subscription agreement and the supplemental agreement in respect of the Convertible Notes under mutual agreement. The Company and Pacific Capital agreed to release and discharge each other from all obligations under subscription agreement and the supplemental agreement. Further details are set out in the Company's announcement dated 7 June 2009.
- (ii) On 7 June 2009, Great Luck Management Limited and Mr. Yeung Ka Sing, Carson ("Vendors"), the Company and the placing agent entered into the top-up placing and subscription agreement pursuant to which, the Vendors agreed to place, through the placing agent, an aggregate of 150,000,000 existing shares. The gross proceeds from the top-up subscription are HK\$60,000,000. The net proceeds of approximately HK\$58,000,000 from the top-up subscription are intended to be used as general working capital of the Group, for expansion of the Group's business and/or possible investments in the future when opportunities arise. The details of the top-up placing and subscription agreement are set out in the Company's announcement dated 8 June 2009.

### 38. COMMITMENT

As at 31 March 2009 and 2008, the Company and the Group did not have any capital commitment.

### 37. 重大結算日後非調整事項

- (i) 於二零零九年六月五日，在本公司及Pacific Capital雙方同意下，雙方訂立終止協議，以註銷及終止有關可換股票據之認購協議及補充協議。本公司及Pacific Capital同意免除及解除各方於認購協議及補充協議項下之所有責任。進一步詳情載於本公司於二零零九年六月七日刊發之公佈。
- (ii) 於二零零九年六月七日，鴻祥管理有限公司及楊家誠先生(「賣方」)、本公司及配售代理訂立先舊後新配售及認購協議，據此，賣方同意透過配售代理配售合共150,000,000股現有股份。先舊後新認購事項之所得款項總額為60,000,000港元。先舊後新認購事項之所得款項淨額約58,000,000港元擬用作本集團之一般營運資金、擴充本集團業務及／或日後於機會出現時用作可能投資。先舊後新配售及認購協議之詳情載於本公司於二零零九年六月八日刊發之公佈。

### 38. 承擔

於二零零九年及二零零八年三月三十一日，本公司及本集團並無任何資本承擔。

# FIVE YEARS FINANCIAL SUMMARY

## 五年財務概要

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		For the year ended 31 March 截至三月三十一日止年度				
Results	業績	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Turnover	營業額	<b>10,660</b>	20,595	42,813	43,428	101,974
(Loss)/profit before taxation	除稅前(虧損)/溢利	<b>(91,755)</b>	(151,715)	(11,050)	(59,607)	11,174
Taxation	稅項	<b>78</b>	(418)	—	(20,003)	(1,293)
(Loss)/profit before minority interests	除少數股東權益前(虧損)/溢利	<b>(91,677)</b>	(152,133)	(11,050)	(79,610)	9,881
Attributable to equity holders of the Company	本公司股權持有人應佔	<b>(91,677)</b>	(152,133)	(11,050)	(79,610)	9,881
Minority interests	少數股東權益	<b>—</b>	—	—	—	(7,721)
(Loss)/profit attributable to equity holders of the Company	本公司股權持有人應佔(虧損)/溢利	<b>(91,677)</b>	(152,133)	(11,050)	(79,610)	2,160
<b>Assets and liabilities 資產及負債</b>		<b>2009 二零零九年 HK\$'000 千港元</b>	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Total assets	資產總值	<b>68,629</b>	147,381	23,175	41,424	99,573
Total liabilities	負債總值	<b>(133,852)</b>	(134,735)	(23,230)	(38,173)	(14,450)
Minority interests	少數股東權益	<b>—</b>	—	—	—	(2,262)
Total equity attributable to equity holders of the Company	本公司股權持有人應佔權益總值	<b>(65,223)</b>	12,646	(55)	3,251	82,861