



**CHINA OUTDOOR MEDIA GROUP LIMITED**

**中國戶外媒體集團有限公司**

(Incorporated in Hong Kong with limited liability) (於香港註冊成立的有限公司)

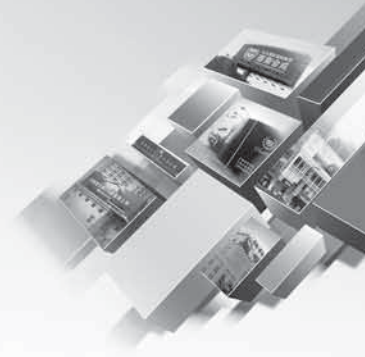
Stock Code 股份代號 : 254

ANNUAL REPORT  
年報 **2010**



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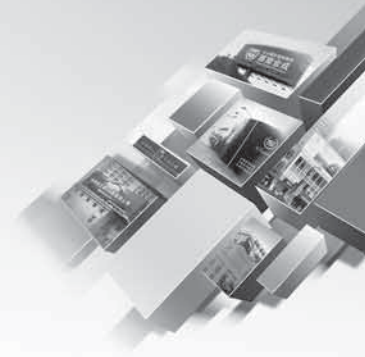
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# Corporate Information

## 公司資料



### DIRECTORS

#### Executive Directors

Mr. Lau Chi Yuen, Joseph – *Chief Executive Officer*  
Mr. Lu Liang  
Mr. Ng Yan  
Mr. Tang Lap Chin, Richard

#### Independent Non-executive Directors

Mr. Cheng Kwong Choi, Alexander  
Mr. Cheng Sheung Hing  
Mr. Law Tai Yan

### COMPANY SECRETARY

Ms. Ng Ka Sim

### AUDIT COMMITTEE

Mr. Law Tai Yan – *Chairman*  
Mr. Cheng Kwong Choi, Alexander  
Mr. Cheng Sheung Hing

### REMUNERATION COMMITTEE

Mr. Tang Lap Chin, Richard – *Chairman*  
Mr. Cheng Kwong Choi, Alexander  
Mr. Law Tai Yan

### NOMINATION COMMITTEE

Mr. Lau Chi Yuen, Joseph – *Chairman*  
Mr. Cheng Kwong Choi, Alexander  
Mr. Cheng Sheung Hing  
Mr. Law Tai Yan

### LEGAL ADVISORS

Angela Ho & Associates  
Liu Chan and Lam  
Michael Li and Co.

### 董事會

#### 執行董事

劉智遠先生 – *行政總裁*  
呂糧先生  
吳欣先生  
鄧立前先生

#### 獨立非執行董事

鄭廣才先生  
鄭雙慶先生  
羅帶恩先生

### 公司秘書

吳嘉善女士

### 審核委員會

羅帶恩先生 – *主席*  
鄭廣才先生  
鄭雙慶先生

### 薪酬委員會

鄧立前先生 – *主席*  
鄭廣才先生  
羅帶恩先生

### 提名委員會

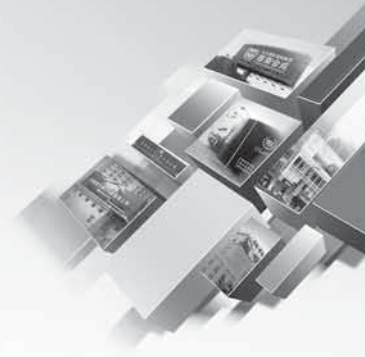
劉智遠先生 – *主席*  
鄭廣才先生  
鄭雙慶先生  
羅帶恩先生

### 法律顧問

何文琪律師事務所  
廖陳林律師事務所  
李智聰律師事務所

# Corporate Information

## 公司資料



### INDEPENDENT AUDITOR

RSM Nelson Wheeler

### 獨立核數師

中瑞岳華(香港)會計師事務所

### PRINCIPAL BANKERS

DBS Bank (Hong Kong) Limited

UBS AG

Wing Lung Bank Limited

### 主要往來銀行

星展銀行(香港)有限公司

瑞士銀行

永隆銀行有限公司

### REGISTERED OFFICE

Unit 1803, 18/F., Sun Hung Kai Centre

No. 30 Harbour Road

Wanchai, Hong Kong

### 註冊辦事處

香港灣仔

港灣道30號

新鴻基中心18樓1803室

### SHARE REGISTRARS AND TRANSFER OFFICE

Tricor Abacus Limited

26/F., Tesbury Centre

28 Queen's Road East

Hong Kong

### 股份過戶登記處

卓佳雅柏勤有限公司

香港

皇后大道東28號

金鐘匯中心26樓

### COMPANY WEBSITE

[www.comg.com.hk](http://www.comg.com.hk)

### 公司網站

[www.comg.com.hk](http://www.comg.com.hk)

### STOCK CODE

254

### 股份代號

254

# Notice of Annual General Meeting

## 股東週年大會通告



**NOTICE IS HEREBY GIVEN THAT** an annual general meeting (the “Meeting”) of China Outdoor Media Group Limited (the “Company”) will be held at Unit 1103, 11/F., ICBC Tower, 3 Garden Road, Central, Hong Kong on 3 December 2010, Friday at 11:00 a.m. for the following purposes:

To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “Directors”) and independent auditor of the Company for the year ended 30 June 2010.

By Order of the Board  
**Ng Ka Sim**  
Company Secretary

Hong Kong, 22 October 2010

Registered office:  
Unit 1803, 18/F., Sun Hung Kai Centre  
No. 30 Harbour Road, Wanchai, Hong Kong

**Notes:**

- (1) A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
- (2) In order to be valid, the proxy form completed in accordance with the instructions set out therein, together with the power of attorney or other authority, if any, under which it is signed (or a notarially certified copy of that power or authority), must be deposited at the registered office of the Company situated at Unit 1803, 18/F., Sun Hung Kai Centre, No. 30 Harbour Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for the Meeting or any adjournment thereof.
- (3) This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under its seal or under the hand of an officer or attorney duly authorised.
- (4) In the case of joint holders, the vote of the sender who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority will be determined by the order in which the names stand in the register in respect of the joint holding.
- (5) The proxy need not be a member of the Company but must attend the Meeting and at any adjournment thereof in person to represent you.

**茲通告**中國戶外媒體集團有限公司(「本公司」)謹訂於二零一零年十二月三日星期五上午十一時正假座香港中環花園道3號中國工商銀行大廈11樓1103室舉行股東週年大會(「大會」)，商議下列事項：

省覽本公司及其附屬公司截至二零一零年六月三十日止年度之經審核綜合財務報表、本公司董事會(「董事」)報告及獨立核數師報告。

承董事會命  
公司秘書  
吳嘉善

香港，二零一零年十月二十二日

註冊辦事處：  
香港灣仔港灣道30號  
新鴻基中心18樓1803室

**附註：**

- (1) 凡有權出席大會並於會上投票之股東，均可委任一名或多名受委代表出席大會並於投票方式表決時代其投票。受委代表毋須為本公司股東。
- (2) 已按照代表委任表格印備之指示填妥之表格，連同簽署表格之授權書或其他授權文件(如有)或經公證人簽署證明之授權書或其他授權文件副本，最遲必須於大會或其任何續會指定舉行時間48小時前送達本公司之註冊辦事處，地址為香港灣仔港灣道30號新鴻基中心18樓1803室，方為有效。
- (3) 代表委任表格須由閣下或閣下正式書面授權人簽署，如股東為公司，則代表委任表格須蓋上公司印鑑，或經由負責人或正式授權人士親筆簽署。
- (4) 倘屬聯名持有人，本公司僅接納排名首位之聯名持有人之投票(無論親身或委派代表投票)，其他聯名持有人之投票將不予接納。就此而言，排名先後乃按股東名冊內就有關聯名持有股份所列之排名次序而定。
- (5) 受委任代表毋須為本公司股東，惟須親身出席大會及其任何續會以代表閣下。

# Directors and Senior Management's Biographies

## 董事及高級管理層履歷



### EXECUTIVE DIRECTORS

**Mr. LAU Chi Yuen, Joseph**, aged 39, was appointed as executive director and Chief Executive Officer of the Company in November 2007 and Chairman of Nomination Committee in July 2008. Mr. Lau has about 10 years' experience in corporate finance transactions and investments, and managerial position involving listed and non-listed companies in Hong Kong. He has now carrying out business in media industry. He obtained a Master's Degree in Business Administration (Finance) from the Chinese University of Hong Kong in 1995 and a Bachelor of Electronic Engineering in Computer (Hons) from the City University of Hong Kong in 1993. He is an executive director and chairman of China Post E-Commerce (Holdings) Limited, ("CPEC") which is a company listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited.

**Mr. LU Liang**, aged 48, was appointed as an executive director of the Company in June 2002. Mr. Lu attained a Bachelor of Science in Computer Science from the Harbin University of Science and Technology and a Master's Degree in Management of Information System from the Harbin Institute of Technology. He had worked in China Great Wall Industry Corporation, an affiliate of China National Space Administration in the People's Republic of China (the "PRC"). He has over 14 years of extensive experience in an information technology field in the PRC, specialising in development of information technology and telecommunication network. Mr. Lu has participated in property development projects in PRC, including planning and design, construction, sales and marketing, and property management. He has accumulated over more than 10 years valuable experience in property development and management business.

**Mr. NG Yan**, aged 68, was appointed as an executive director of the Company in May 2003. Mr. Ng had been a lecturer in Shanghai Engineering College for 11 years. Since 1990, Mr. Ng has been specialised in import and export business and investment including property development business.

**Mr. TANG Lap Chin, Richard**, aged 57, is the Chief Operating Officer of the Company and was appointed as an executive director of the Company in December 2009. He joined the Group in November 2007 upon his retirement from the Government of the Hong Kong Special Administrative Region. Mr. Tang had completed 34 years of public service, including 3 years in the Fire Services Department and 31 years with the Police Force. He was holding the rank of Chief Inspector of Police before his retirement. During his service in the Police Force, he had held key positions in different departments acquiring extensive experience in the fields of investigation, operation, training, staff relation, public relation and human resource management.

### 執行董事

**劉智遠先生**，39歲，於二零零七年十一月獲委任為本公司之執行董事兼行政總裁，並於二零零八年七月獲委任為提名委員會主席。劉先生對於企業融資交易及投資方面累積約十年經驗，曾於香港之上市及非上市公司擔當管理職務。彼現從事媒體業務。劉先生先後於一九九五年及一九九三年，分別獲香港中文大學及香港城市大學頒授商業管理(金融)碩士學位及電腦電子工程(榮譽)學士學位。彼為中郵電貿(控股)有限公司(「中郵電貿」，為一間於香港聯合交易所有限公司創業板上市之公司)之執行董事及主席。

**呂糧先生**，48歲，於二零零二年六月獲委任為本公司之執行董事。呂先生於哈爾濱科技大學取得電腦科學理學士學位及於哈爾濱工業大學獲得資訊系統管理碩士學位。呂先生曾在中華人民共和國(「中國」)國家航天局之聯屬公司中國長城工業公司工作。彼在中國資訊科技界擁有逾十四年資深經驗，專長發展資訊科技及電訊網絡。呂先生曾參與數項中國物業發展項目，包括規劃及設計、建造、銷售及市場推廣，以及物業管理。彼在物業發展及管理業務方面積逾十年寶貴經驗。

**吳欣先生**，68歲，於二零零三年五月獲委任為本公司之執行董事。吳先生於上海機械學院任職講師十一年。自一九九零年開始，吳先生專注從事進出口業務及投資，包括物業發展業務。

**鄧立前先生**，57歲，於二零零九年十二月獲委任為本公司執行董事，為本公司之營運總監。彼於二零零七年十一月在香港特別行政區政府退休後加入本集團。鄧先生為公眾服務三十四年，包括於消防處服務三年及於警務處服務三十一年。於退休前，彼為警務處之總督察。於警務處服務期間，彼於不同部門擔任重要職位。於調查、經營、培訓、僱員關係、公關及人力資源管理等方面擁有豐富經驗。

# Directors and Senior Management's Biographies

## 董事及高級管理層履歷



### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. CHENG Kwong Choi, Alexander**, aged 63, was appointed as an independent non-executive director of the Company in December 2003. He was the Business Development Manager of New York Life Insurance Worldwide Limited. He had been appointed the Managing Director of Sky Fortune Travel and the Assistant Manager-Japan Project of Hong Kong Tourist Association.

**Mr. CHENG Sheung Hing**, aged 62, was appointed as an independent non-executive director of the Company in December 2003. Mr. Cheng was awarded a Bachelor Degree in Economic by the Beijing Economic College. He specialised in the field of foreign exchange in the PRC for over 11 years and his authorities on economic and foreign exchange was fully recognised when he had been appointed the Deputy director of the office of the PRC Foreign Exchange Management Bureau, the Director of non-trade Bureau (非貿易處處長), the Director of Inspection Bureau (檢查處處長) and a senior economist, at around 1989.

**Mr. LAW Tai Yan**, aged 43, was appointed as an independent non-executive director and Chairman of the Audit Committee of the Company in April 2005. He has over 17 years relevant experience in accounting and auditing field. He is a fellow member of the Association of Chartered Certified Accountants and an associate member of the Institute of Chartered Secretaries and Administrators, the Hong Kong Institute of Chartered Secretaries and the Hong Kong Institute of Certified Public Accountants.

### SENIOR MANAGEMENT

**Ms. NG Ka Sim**, aged 38, is the Chief Financial Officer, qualified accountant and company secretary of the Company. She joined the Group in January 2008. Prior to joining the Group, Ms. Ng worked in a multinational accounting firm and has over 10 years' experience in auditing. She is a member of CPA Australia and an associate member of the Hong Kong Institute of Certified Public Accountants. Ms. Ng obtained a Bachelor of Accountancy in Australia.

### 獨立非執行董事

鄭廣才先生，63歲，於二零零三年十二月獲委任為本公司之獨立非執行董事。曾為紐約人壽環球保險有限公司之業務發展經理。彼曾獲委任為Sky Fortune Travel之董事總經理及香港旅遊協會之日本項目助理經理。

鄭雙慶先生，62歲，於二零零三年十二月獲委任為本公司之獨立非執行董事。鄭先生於北京經濟學院取得經濟學士學位。彼專責中國外匯業務超過十一年，彼於一九八九年先後獲委任為中國外匯管理局辦公室副主任、非貿易處處長、檢查處處長、高級經濟師，足見其在經濟及外匯範疇之專業權威地位備受認同。

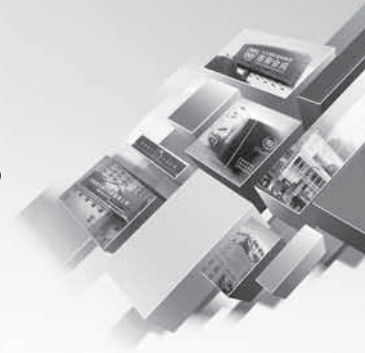
羅帶恩先生，43歲，於二零零五年四月獲委任為本公司之獨立非執行董事兼審核委員會主席。彼在會計及核數行業擁有逾十七年相關經驗。彼為英國特許公認會計師公會資深會員、英國特許秘書及行政人員公會會員、香港公司秘書公會會員及香港會計師公會會員。

### 高級管理人員

吳嘉善女士，38歲，為本公司之財務總監、合資格會計師及公司秘書。彼於二零零八年一月加入本集團。於加入本集團前，吳女士於一間跨國會計師事務所工作，並擁有逾十年核數經驗。彼為澳洲會計師公會會員及香港會計師公會會員。吳女士於澳洲取得會計學士學位。

# Management Discussion and Analysis

## 管理層討論與分析



### SIGNIFICANT TRANSACTIONS

#### Acquisition

On 4 December 2009, the Group entered into an agreement with Fully Wealthy Inc. (the “Bondholder”), an independent third party, for acquisition of the entire issued share capital of GMG Media Group Limited (“GMG Media”), a company incorporated in the British Virgin Islands. GMG Media was principally engaged in investment holding, with its subsidiaries engaged in operating chain broadcasting networks of large-screen television channels at shopping malls and department stores in the PRC. The consideration of the acquisition of approximately HK\$1,241.9 million was satisfied by (i) the allotment and issuance of 100.0 million new shares of the Company, credited as fully paid, in the sum of HK\$13.0 million; and (ii) the issuance of convertible loan notes, carrying no interest for a term of 5 years at a conversion price of HK\$0.13 for each new share of the Company, in the principal amount of HK\$1,228.9 million.

The conditions under the agreement was fulfilled and the acquisition had been completed on 22 July 2010. The consideration was satisfied by the Company through allotment and issuance of 100.0 million new shares of the Company and issuance of convertible loan notes in the principal amount of HK\$1,228.9 million. Details of the acquisition are set out in a circular issued by the Company on 26 March 2010 and announcements dated 26 February 2010, 19 April 2010, 27 April 2010 and 22 July 2010.

On 13 August 2010, the Company and the Bondholder entered into a deed (the “Deed”) to alter and restate the terms of convertible loan notes in the principal amount of HK\$1,228.9 million. On 17 August 2010, the Company and the Bondholder entered into a supplemental deed to amend certain terms of the Deed. The Deed and supplemental deed had been approved by the shareholders at an extraordinary general meeting held on 15 September 2010. Details of the amendments are set out in a circular issued by the Company on 29 August 2010 and announcements dated 13 August 2010, 17 August 2010, 29 August 2010 and 15 September 2010.

### 重大交易

#### 收購

於二零零九年十二月四日，本集團與一名獨立第三方 Fully Wealthy Inc. (「債券持有人」) 訂立協議，收購於英屬處女群島註冊成立之 GMG Media Group Limited (「GMG Media」) 全部已發行股本。GMG Media 主要從事投資控股業務，其附屬公司於中國從事經營商場及百貨店巨屏電視頻道之連鎖廣播網絡業務。收購代價約為 1,241,900,000 港元，已透過下列形式支付：(i) 合共 13,000,000 港元以配發及發行 100,000,000 股入賬列作繳足之本公司新股份；及(ii) 發行可按兌換價 0.13 港元兌換每股本公司新股份之免息 5 年期本金總額為 1,228,900,000 港元之可換股貸款票據。

協議項下之條件已獲達成，收購已於二零一零年七月二十二日完成。本公司已透過配發及發行 100,000,000 股本公司新股份及發行本金額 1,228,900,000 港元之可換股貸款票據支付代價。收購詳情載於本公司於二零一零年三月二十六日刊發之通函及日期為二零一零年二月二十六日、二零一零年四月十九日、二零一零年四月二十七日及二零一零年七月二十二日之公佈。

於二零一零年八月十三日，本公司與債券持有人訂立契據 (「契據」)，以更改及重列本金額為 1,228,900,000 港元之可換股貸款票據之條款。於二零一零年八月十七日，本公司與債券持有人訂立補充契據，以修訂契據若干條款。契據及補充契據已於二零一零年九月十五日舉行之股東特別大會獲股東批准。有關修訂詳情載於本公司於二零一零年八月二十九日發出之通函及日期為二零一零年八月十三日、二零一零年八月十七日、二零一零年八月二十九日及二零一零年九月十五日之公佈。



# Management Discussion and Analysis

## 管理層討論與分析



### SIGNIFICANT TRANSACTIONS (cont'd)

#### Disposal and discontinued operation

During the year, China New Media Company Limited (“China New Media”), a wholly-owned subsidiary of the Company, entered into an agreement with a wholly-owned subsidiary of a related company, China Post E-Commerce (Holdings) Limited (“CPEC”), to dispose 4% equity interests of iKanTV Limited (“iKanTV”), a 51% owned subsidiary of China New Media, at a total consideration of HK\$9.2 million satisfied by setting off the outstanding loan and interest payable due to CPEC. Thereafter, the Group discontinued operation of television advertising services in Hong Kong. The disposal was completed on 30 September 2009. Details of the disposal are set out in announcements issued by the Company on 27 August 2009 and 30 September 2009.

#### Connected Transactions

The Group has entered into the following connected transactions during the year and up to the date of this report:

- (a) Sale and purchase agreement  
During the year, the Group entered into an agreement with a wholly-owned subsidiary of CPEC to dispose 4% equity interests of iKanTV, a 51% owned subsidiary of the Group, at a total consideration of HK\$9.2 million, satisfied by setting off the outstanding loan and interest payable due to CPEC.
- (b) Services agreements  
On 2 July 2010, the Company entered into agreements with iKanTV and China Post E-Commerce Group Limited (“CPG”), a company incorporated in Hong Kong and a wholly-owned subsidiary of CPEC, pursuant to which iKanTV and CPG shall provide advertising services and administration of websites and customer services supports to the Group commencing from 5 July 2010 and 1 August 2010 (or such later date as the parties may agree) for consideration of HK\$4.0 million and HK\$2.0 million respectively.
- (c) Change of terms of convertible loan notes  
On 13 August 2010, the Company and the Bondholder entered into the Deed to alter and restate the terms of convertible loan notes in the principal amount of HK\$1,228.9 million. On 17 August 2010, the Company and the Bondholder entered into a supplemental deed to amend certain terms of the Deed. The Deed and supplemental deed had been approved by the shareholders at an extraordinary general meeting held on 15 September 2010. Details of the amendments are set out in a circular issued by the Company on 29 August 2010 and announcements dated 13 August 2010, 17 August 2010, 29 August 2010 and 15 September 2010.

### 重大交易(續)

#### 出售及已終止經營業務

年內，本公司全資附屬公司中國新媒體有限公司(「中國新媒體」)與關連公司中郵電貿(控股)有限公司(「中郵電貿」)之全資附屬公司訂立協議，以總代價9,200,000港元出售中國新媒體擁有51%權益之附屬公司愛看電視有限公司(「愛看電視」)之4%股本權益，代價透過抵銷應付中郵電貿之未償還貸款及應付利息支付。其後，本集團已終止經營香港之電視廣告服務業務。出售已於二零零九年九月三十日完成。出售詳情載於本公司於二零零九年八月二十七日及二零零九年九月三十日刊發之公佈。

#### 關連交易

本集團於年內及截至本報告日期已訂立以下關連交易：

- (a) 買賣協議  
年內，本集團與中郵電貿一間全資附屬公司訂立協議，以總代價9,200,000港元出售本集團持有51%股權之附屬公司愛看電視之4%股本權益，透過抵銷應付中郵電貿之未償還貸款及應付利息支付。
- (b) 服務協議  
於二零一零年七月二日，本公司與愛看電視及中郵電貿於香港註冊成立之全資附屬公司中郵電貿集團有限公司(「中郵電貿集團」)訂立該等協議，據此，愛看電視及中郵電貿集團將分別自二零一零年七月五日及二零一零年八月一日起(或經各方同意的該等較後日期)向本集團提供廣告服務、網站管理及客戶支援服務，代價分別為4,000,000港元及2,000,000港元。
- (c) 更改可換股貸款票據條款  
於二零一零年八月十三日，本公司與債券持有人訂立契據，以修訂及重列本金總額為1,228,900,000港元之可換股貸款票據之條款。於二零一零年八月十七日，本公司與債券持有人訂立補充契據，以修訂契據之若干條款。契據及補充契據已於二零一零年九月十五日舉行之股東特別大會獲股東批准。修訂詳情載於本公司於二零一零年八月二十九日刊發之通函及日期為二零一零年八月十三日、二零一零年八月十七日、二零一零年八月二十九日及二零一零年九月十五日之公佈。

# Management Discussion and Analysis

## 管理層討論與分析



### SIGNIFICANT TRANSACTIONS (cont'd)

#### Connected Transactions (cont'd)

Mr. Lau Chi Yuen, Joseph is a connected person of the Company by virtue of his beneficial interest in CPEC. Accordingly, the entering into the agreements constituted connected transactions of the Company under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

Mr. Jiang Qi Hang is a connected person of the Company by virtue of his beneficial interest in Fully Wealthy Inc. and he is also a director of a subsidiary of the Company. Accordingly, the change of terms of convertible loan notes constituted connected transaction of the Company under the Listing Rules.

Except for the aforesaid, during the year and up to the date of this report, no other connected transactions were entered into between the Company or any of its subsidiaries and a connected person as defined under the Listing Rules.

### BUSINESS AND FINANCIAL REVIEW

The turnover generated from provision of outdoor media and advertising services in the PRC and media related services were presented as continuing operations while the turnover generated from provision of television advertising services in Hong Kong and investments in properties for leasing and trading were presented as discontinued operations.

For the year ended 30 June 2010, loss attributed to owners of the Company was approximately HK\$10.0 million (2009: HK\$46.9 million). The improvement was mainly attributable to the following factors. (1) During the year, provision of outdoor media and advertising services in the PRC business remained the major source of our income. The outdoor media and advertising services in the PRC business segment contributed a loss of approximately HK\$7.5 million (2009: profit of HK\$12.5 million). The decrease in this business segment result was mainly due to the Group had signed several advertising contracts with different enterprises in the PRC which advertisement mediums were located in Beijing but the Group was unable to secure any order to place advertisement in the mediums provided by such enterprises. (2) No impairment loss made for trade receivables for the year (2009: approximately HK\$5.1 million). (3) No impairment loss made for goodwill allocated to any of the cash generating units for the year (2009: approximately HK\$22.9 million). (4) During the year, the Group gained profits from discontinued operations of approximately HK\$10.8 million (2009 (restated): loss of HK\$16.6 million).

### 重大交易(續)

#### 關連交易(續)

由於劉智遠先生擁有中郵電貿之實益權益，故為本公司之關連人士。因此，根據香港聯合交易所有限公司證券上市規則(「上市規則」)，訂立該等協議構成本公司關連交易。

由於Jiang Qi Hang先生擁有Fully Wealthy Inc.之實益權益，亦為本公司附屬公司之董事，故為本公司之關連人士。因此，根據上市規則，更改可換股貸款票據之條款構成本公司關連交易。

除上述者外，於年內及截至本報告日期，本公司或其任何附屬公司概無與上市規則所定義之關連人士進行任何其他關連交易。

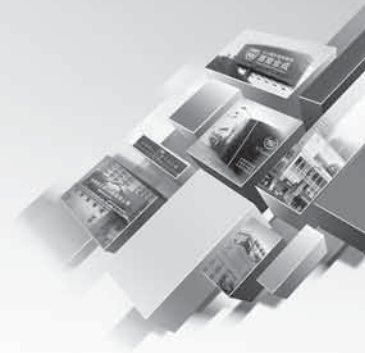
### 業務及財務回顧

來自在中國提供戶外媒體及廣告服務及媒體相關服務之營業額以持續經營業務呈列，而在香港提供電視廣告服務及投資於供作租賃及買賣之物業之營業額則以已終止經營業務呈列。

截至二零一零年六月三十日止年度，本公司擁有人應佔虧損約為10,000,000港元(二零零九年：46,900,000港元)，有關改善主要由以下因素所致。(1)年內在中國提供戶外媒體及廣告服務業務仍然為本公司之主要收入來源。中國業務分部屬下的戶外媒體及廣告服務帶來虧損約7,500,000港元(二零零九年：溢利12,500,000港元)。此業務分部業績下跌主要由於本集團與多家廣告媒體位於北京之中國企業簽訂多項廣告合同，惟本集團未取得任何於該等企業所提供媒體中置放廣告之訂單。(2)於年內並無就應收貿易款作出減值虧損(二零零九年：約5,100,000港元)。(3)於年內並無就分配至任何現金產生單位之商譽作出減值虧損(二零零九年：約22,900,000港元)。(4)年內，本集團自己已終止經營業務賺取溢利約10,800,000港元(二零零九年(重列)：虧損16,600,000港元)。

# Management Discussion and Analysis

## 管理層討論與分析



### BUSINESS AND FINANCIAL REVIEW (cont'd)

For the year ended 30 June 2010, the Group's total turnover amounted to approximately HK\$25.1 million, representing an decrease of 47.2% compared with that of 2009. Details of the decrease in turnover are discussed below:

#### Media and advertising — PRC segment

Turnover from the provision of outdoor media and advertising services in the PRC for the year ended 30 June 2010 was approximately HK\$23.6 million (2009: HK\$37.7 million). Turnover during the year was mainly contributed by Shanghai Win Advertising Media Co., Ltd.. Gross loss from provision of outdoor media and advertising services in the PRC for the year was approximately HK\$5.1 million (2009: gross profit of HK\$17.3 million). The decrease was mainly due to the Group had signed several advertising contracts with different enterprises in the PRC which advertisement mediums were located in Beijing but the Group was unable to secure any order to place advertisement in the mediums provided by such enterprises.

#### Media related segment

Turnover from the media related segment by providing media consultancy services for the year ended 30 June 2010 was approximately HK\$0.1 million (2009: HK\$Nil).

#### Television advertising — Hong Kong segment (discontinued operation)

Turnover from the provision of television advertising services in Hong Kong for the year ended 30 June 2010 was approximately HK\$1.4 million (2009: HK\$0.6 million). Turnover during the year was mainly contributed by iKanTV, which had been disposed by the Group in September 2009. Gross profit from provision of television advertising services in Hong Kong for the year was approximately HK\$0.6 million (2009: HK\$0.1 million).

#### Property investment segment (discontinued operation)

The Group did not have turnover from the operating segment of property investment for the year ended 30 June 2010 due to its operation was discontinued in April 2009 (2009: approximately HK\$9.2 million).

The Board of Directors does not recommend the payment of any dividend for the year ended 30 June 2010 (2009: Nil).

### PROSPECTS

Upon completion of the disposal of iKanTV and its subsidiary, the Group is no longer engaged in the provision of television advertising services in Hong Kong. The outdoor media and advertising services in the PRC becomes the core business of the Group and the Group will focus its resources in this business segment.

### 業務及財務回顧(續)

截至二零一零年六月三十日止年度，本集團總營業額約為25,100,000港元，較二零零九年減少47.2%。營業額減少之詳情討論如下：

#### 媒體及廣告 — 中國分部

截至二零一零年六月三十日止年度，在中國提供戶外媒體及廣告服務之營業額約為23,600,000港元(二零零九年：37,700,000港元)。年內營業額主要來自上海贏城廣告傳媒有限公司。年內來自在中國提供戶外媒體及廣告服務之毛損約為5,100,000港元(二零零九年：毛利17,300,000港元)。毛利減少主要由於本集團與多家廣告媒體位於北京之中國企業簽訂多項廣告合同，惟本集團仍無法取得任何於該等企業所提供媒體中置放廣告之訂單。

#### 媒體相關分部

截至二零一零年六月三十日止年度，提供媒體諮詢服務之媒體相關分部營業額約為100,000港元(二零零九年：零港元)。

#### 電視廣告 — 香港分部(已終止經營業務)

截至二零一零年六月三十日止年度，在香港提供電視廣告服務之營業額約為1,400,000港元(二零零九年：600,000港元)。年內營業額主要來自本集團已於二零零九年九月出售的愛看電視。年內來自在香港提供電視廣告服務之毛利約為600,000港元(二零零九年：100,000港元)。

#### 物業投資分部(已終止經營業務)

截至二零一零年六月三十日止年度，由於投資經營分部已於二零零九年四月終止經營，本集團並無來自是項經營分部之營業額(二零零九年：約9,200,000港元)。

董事會不建議就截至二零一零年六月三十日止年度派發任何股息(二零零九年：無)。

### 前景

於完成出售愛看電視及其附屬公司後，本集團將不再從事於香港提供電視廣告服務。中國的戶外媒體及廣告服務成為本集團的核心業務，而本集團將集中資源於此業務分部。

# Management Discussion and Analysis

## 管理層討論與分析



### PROSPECTS (cont'd)

Due to The World Exposition 2010 ("Expo 2010") is held in the city of Shanghai, it is expected that it may bring forth new business opportunities for the Group for sustainable growth and may further strengthen the advertising business of the Group. The strategic location of Shanghai may also attract more opportunities for the Group's outdoor media and advertising services business during and after the Expo 2010.

Besides, upon completion of the acquisition of GMG Media, the Group believes the acquisition will enable the Group to expand into a new line of business segment of operating chain broadcasting networks of large-screen television channels at shopping malls and department stores in the PRC, and will enhance the operation base and the future income base of the Group. In addition, the acquisition will create meaningful synergies and strengthen the overall competitiveness of the Group, particularly the capability of providing a wider scope of media advertising and media business related services to client, the potential of cross-selling media and advertising services to clients with different requirements and the potential benefit to the Company in better allocating and managing resources in the Group.

The Group will continue its focus and effort to expand the outdoor media advertising and media related business and continue to explore potential investment opportunities in Hong Kong and the PRC that can benefit the Group in the long term. The Group will also place emphasis on the improvement of operational efficiency and cost control in order to improve its financial performance and position.

### EVENTS AFTER THE REPORTING PERIOD

- a. On 4 December 2009, the Group entered into an agreement with the Bondholder, an independent third party, for acquisition of the entire issued share capital of GMG Media, a company incorporated in the British Virgin Islands. The consideration of the acquisition of approximately HK\$1,241.9 million was satisfied by (i) the allotment and issuance of 100.0 million new shares of the Company, credited as fully paid, in the sum of HK\$13.0 million; and (ii) the issuance of convertible loan notes, carrying no interest for a term of 5 years at a conversion price of HK\$0.13 for each new share of the Company, in the principal amount of HK\$1,228.9 million.

The acquisition was approved by shareholders on 19 April 2010. The conditions under the agreement was fulfilled and the acquisition had been completed on 22 July 2010. The consideration was satisfied by the Company through allotment and issuance of 100.0 million new shares of the Company and issuance of convertible loan notes in the principal amount of HK\$1,228.9 million. Details of acquisition are set out in a circular issued by the Company on 26 March 2010 and announcements dated 26 February 2010, 19 April 2010, 27 April 2010 and 22 July 2010.

### 前景(續)

鑑於2010年世博會(「2010世博」)在上海市舉辦，預期可為本集團業務之持續增長提供新商機，並可壯大本集團之廣告業務。上海之戰略位置亦可於2010世博期內及其後為本集團之戶外媒體及廣告服務業務招攬更多機遇。

此外，於完成收購GMG Media後，本集團相信，收購有利本集團進軍在中國各購物商場及百貨商店經營巨屏電視頻道連鎖廣播網絡之新業務範疇，並拓闊本集團之業務基礎和日後收益來源。此外，收購能締造有價值之協同效應，並強化本集團之整體競爭力，特別是向客戶提供更廣範之媒體廣告及媒體業務相關服務之能力、向客戶提供符合不同要求之跨界銷售媒體及廣告服務之潛力以及在更有效分配與管理本集團資源上對本公司帶來之潛在裨益。

本集團將持續集中及致力於擴充本集團的戶外媒體廣告及媒體相關業務，並於香港及中國不斷物色潛在投資機會，以令本集團長遠受惠。本集團亦注重改善經營效益及成本監控，從而提昇其財務表現及狀況。

### 結算日後事項

- a. 於二零零九年十二月四日，本集團與身為獨立第三方之債券持有人訂立協議收購於英屬處女群島註冊成立之公司GMG Media全部已發行股本，收購代價約1,241,900,000港元，並以下列方式償付：(i)總數13,000,000港元以配發及發行100,000,000股入賬列作繳足之本公司新股份；及(ii)發行可按兌換價每股0.13港元兌換本公司一股新股份之免息5年期本金額為1,228,900,000港元之可換股貸款票據。

是項收購已於二零一零年四月十九日獲股東批准。協議項下之條件已獲達成，收購已於二零一零年七月二十二日完成。本公司已透過配發及發行100,000,000股本公司新股份及發行本金額1,228,900,000港元之可換股貸款票據支付代價。有關收購之詳情載於本公司於二零一零年三月二十六日發出之通函及日期為二零一零年二月二十六日、二零一零年四月十九日、二零一零年四月二十七日及二零一零年七月二十二日之公佈內。

# Management Discussion and Analysis

## 管理層討論與分析



### EVENTS AFTER THE REPORTING PERIOD (cont'd)

a. (cont'd)  
On 13 August 2010, the Company and the Bondholder, entered into the Deed to alter and restate the terms of convertible loan notes in the principal amount of HK\$1,228.9 million. On 17 August 2010, the Company and the Bondholder entered into a supplemental deed to amend certain terms of the Deed. The Deed and supplemental deed had been approved by the shareholders at an extraordinary general meeting held on 15 September 2010. Details of the amendments are set out in a circular issued by the Company on 29 August 2010 and announcements dated 13 August 2010, 17 August 2010, 29 August 2010 and 15 September 2010.

On 5 October 2010, the Bondholder exercised the conversion right to convert the convertible loan notes in the principal amount of HK\$65.0 million into 500.0 million new ordinary shares of the Company.

b. On 26 August 2010 and 18 October 2010, a total of 15.0 million warrants were exercised by the warrant holders for the issuance of 15.0 million new ordinary shares of the Company at HK\$0.2 per share. All the subscribed ordinary shares were issued and fully paid.

### LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

On 10 August 2009, 21 August 2009, 14 September 2009 and 28 December 2009, a total of 50.0 million warrants were exercised for the issuance of 50.0 million new ordinary shares of HK\$0.01 each at a price of HK\$0.2 to generate the working capital of the Group of HK\$10.0 million.

As at 30 June 2010, the Group has net current assets of approximately HK\$69.6 million (2009: HK\$65.7 million) and equity attributable to owners of the Company of approximately HK\$67.2 million (2009: HK\$66.6 million). The increase in equity attributable to owners of the Company as compared with last year was mainly attributable to funding of HK\$10.2 million generated from the issuance of warrants and ordinary shares during the year, less total comprehensive income attributable to owners of the Company of approximately HK\$9.6 million incurred during the year. Bank and cash balances amounted to approximately HK\$10.7 million as at 30 June 2010 (2009: HK\$4.5 million).

### 結算日後事項(續)

a. (續)  
於二零一零年八月十三日，本公司與債券持有人訂立契據，以更改及重列本金額為1,228,900,000港元之可換股貸款票據之條款。於二零一零年八月十七日，本公司與債券持有人訂立補充契據，以修訂契據若干條款。契據及補充契據已於二零一零年九月十五日舉行之股東特別大會獲股東批准。有關修訂詳情載於本公司於二零一零年八月二十九日發出之通函及日期為二零一零年八月十三日、二零一零年八月十七日、二零一零年八月二十九日及二零一零年九月十五日之公佈。

於二零一零年十月五日，債券持有人行使兌換權將本金額為65,000,000港元之可換股貸款票據兌換為500,000,000股本公司新普通股。

b. 於二零一零年八月二十六日及二零一零年十月十八日，認股權證持有人行使合共15,000,000份認股權證，獲按每股0.2港元發行15,000,000股本公司新普通股。所有已認購之普通股已獲發行及繳足。

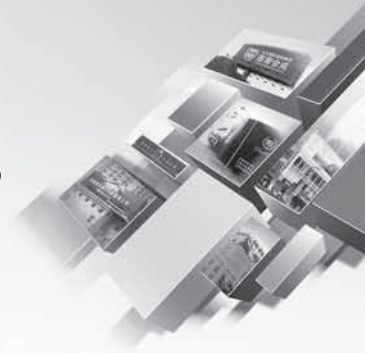
### 流動資金、財務資源及股本架構

於二零零九年八月十日、二零零九年八月二十一日、二零零九年九月十四日及二零零九年十二月二十八日，合共50,000,000份認股權證已獲行使，以按0.2港元之價格發行50,000,000股每股面值0.01港元的新普通股，為本集團產生營運資金10,000,000港元。

於二零一零年六月三十日，本集團之流動資產淨值約為69,600,000港元(二零零九年：65,700,000港元)，而本公司擁有人應佔權益則約為67,200,000港元(二零零九年：66,600,000港元)。本公司擁有人應佔權益與去年相比有所增加，主要由於年內發行認股權證及普通股份所產生資金10,200,000港元，減去年內產生之本公司擁有人應佔全面收入總額約9,600,000港元所產生。於二零一零年六月三十日，銀行及現金結存約為10,700,000港元(二零零九年：4,500,000港元)。

# Management Discussion and Analysis

## 管理層討論與分析



### LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE (cont'd)

As at 30 June 2010, the Group had short-term borrowings of approximately HK\$1.7 million (2009: HK\$4.4 million) and long term borrowings of approximately HK\$9.9 million (2009: HK\$9.0 million). The loans were subject to interests at prevailing commercial lending rate. The gearing ratio of the Group as at 30 June 2010, which was computed on the basis of the aggregate borrowings divided by the amount of total assets, was 12.3% (2009: 12.1%).

As the Group's business transactions, assets and liabilities are principally denominated in Hong Kong dollars and Renminbi, the Group's exposure to exchange rate risk is limited. It is the Group's treasury policy to manage its foreign currency exposure only when its potential financial impact is material to the Group. The Group will continue to monitor its foreign exchange position and, if necessary, utilise hedging tools, if available, to manage its foreign currency exposure.

### CHARGE ON ASSETS

As at 30 June 2009 and 2010, there was no charge on the Group's assets.

### CONTINGENT LIABILITIES

Details of contingent liabilities are set in note 30 to the financial statements.

### COMMITMENTS

Details of commitments are set out in notes 32 and 34 to the financial statements.

### EMPLOYEE AND REMUNERATION POLICY

The Group has 28 employees (including Directors) as at 30 June 2010 (2009: 46). The Group recruits and promotes individuals based on their performance and development potential in the positions held. Remuneration package is determined with reference to an employee's performance and the prevailing salary scale in the market. In addition, the Group adopts a share option scheme for eligible employees (including Directors) to provide incentives to participants for their contributions and continuing efforts to promote the interests of the Group.

### 流動資金、財務資源及股本架構(續)

於二零一零年六月三十日，本集團有短期借貸約1,700,000港元(二零零九年：4,400,000港元)及長期借貸約9,900,000港元(二零零九年：9,000,000港元)。貸款須按通行之商業借貸利率計息。本集團於二零一零年六月三十日之負債比率為12.3%(二零零九年：12.1%)。負債比率根據總借貸除以總資產計得。

由於本集團之業務交易、資產及負債均主要以港元及人民幣列值，本集團承受之匯率風險有限。本集團之庫務政策是，於外匯風險對本集團有重大潛在財務影響時方進行管理。本集團將繼續監察外匯狀況，如有需要時會使用對沖工具(如有)管理外匯風險。

### 資產抵押

於二零零九年及二零一零年六月三十日，本集團並無抵押資產。

### 或然負債

或然負債之詳情載於財務報表附註30。

### 承擔

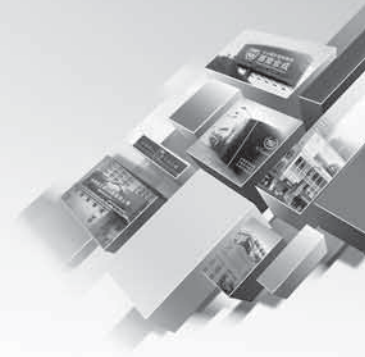
承擔之詳情載於財務報表附註32及34。

### 僱員及薪酬政策

本集團於二零一零年六月三十日有28名僱員(包括董事)(二零零九年：46名)。本集團根據員工擔任職位的個人表現及發展潛力進行招聘及晉升員工。薪酬待遇參照僱員表現及市場通行薪酬水平釐訂。此外，本集團為合資格僱員(包括董事)採納一項購股權計劃，向參與者提供獎勵以酬謝其為本集團利益不斷作出之貢獻及努力。

# Directors' Report

## 董事會報告



The Directors are pleased to present the annual report and the audited financial statements of the Group for the year ended 30 June 2010.

董事欣然提呈本集團截至二零一零年六月三十日止年度之年報及經審核財務報表。

### PRINCIPAL ACTIVITIES OF THE GROUP'S SUBSIDIARIES

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

### 本集團附屬公司之主要業務

本公司乃一間投資控股公司。其主要附屬公司之主要業務載於財務報表附註19。

### RESULTS AND DIVIDEND

The results of the Group for the year ended 30 June 2010 are set out in the consolidated income statement on page 30.

### 業績及股息

本集團截至二零一零年六月三十日止年度之業績載於第30頁之綜合收益表。

The Directors do not recommend the payment of any dividend in respect of the year.

董事不建議就本年度派發任何股息。

### FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the past five financial years is set out on pages 107 and 108.

### 財務資料概要

本集團過往五個財政年度之業績，以及資產及負債概要載於第107及108頁。

### PROPERTY, PLANT AND EQUIPMENT

Movements in the property, plant and equipment of the Group and of the Company during the year are set out in note 17 to the financial statements.

### 物業、廠房及設備

本集團及本公司年內物業、廠房及設備之變動載於財務報表附註17。

### SHARE CAPITAL AND SHARE OPTIONS

Details of movements in the Company's share capital and share options during the year are set out in notes 26 and 27 to the financial statements.

### 股本及購股權

年內本公司股本及購股權變動之詳情載於財務報表附註26及27。

### PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Articles of Association ("Articles") or the laws of Hong Kong.

### 優先購買權

概無根據本公司之組織章程細則(「章程細則」)或香港法例提供優先購買權。

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

There was no purchase, sale or redemption by the Company or its subsidiaries, of the Company's listed securities during the year ended 30 June 2010.

### 購買、出售或贖回本公司上市證券

截至二零一零年六月三十日止年度內，本公司或其任何附屬公司概無購買、出售或贖回任何本公司之上市證券。

# Directors' Report

## 董事會報告



### RESERVES

Details of movements in the reserves of the Company and the Group during the year are set out in note 28 to the financial statements and in the consolidated statement of changes in equity respectively.

### MAJOR CUSTOMERS AND SUPPLIERS

In the year under review, sales to the Group's five largest customers accounted for approximately 62.6% of the total sales for the year and sales to the largest customer included therein amounted to approximately 23.8%. Purchases from the Group's five largest suppliers amounted for approximately 66.0% of the total purchase for the year and purchase from the largest supplier included therein amounted to approximately 23.6%.

None of the Directors of the Company or any of their associates or any shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest customers.

### DIRECTORS

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

#### Executive Directors

Mr. Lau Chi Yuen, Joseph  
Mr. Lu Liang  
Mr. Ng Yan  
Mr. Tang Lap Chin, Richard (appointed on 15 December 2009)  
Mr. Chan Sing Fai (retired on 8 December 2009)

#### Independent Non-Executive Directors

Mr. Cheng Kwong Choi, Alexander  
Mr. Cheng Sheung Hing  
Mr. Law Tai Yan

In accordance with Articles 94 and 102 (A) of the Company's Articles, Messrs. Lau Chi Yuen, Joseph, Cheng Kwong Choi, Alexander, Cheng Sheung Hing, Law Tai Yan, Lu Liang, Ng Yan and Tang Lap Chin, Richard shall retire at the 2010 annual general meeting to be held on 3 December 2010, Friday at 11:00 a.m. ("AGM") and shall offer themselves for re-election as Directors of the Company at the AGM.

The terms of office of the independent non-executive Directors are subject to retirement by rotation in accordance with the Company's Articles.

### 儲備

年內本公司及本集團儲備變動之詳情分別載於財務報表附註28及綜合權益變動表。

### 主要客戶及供應商

於回顧年度，本集團向五大客戶進行之銷售佔年度銷售總額約62.6%，而向最大客戶進行之銷售額約為23.8%。本集團從五大供應商採購額佔年度採購總額約66.0%，而自最大供應商之採購額則佔約23.6%。

概無本公司董事或彼等任何聯繫人士或任何股東(就董事所知，彼等持有超過5%本公司已發行股本)於本集團五大客戶中持有任何實益權益。

### 董事

年內及截至本報告日期，本公司之董事如下：

#### 執行董事

劉智遠先生  
呂糧先生  
吳欣先生  
鄧立前先生(於二零零九年十二月十五日獲委任)  
陳承輝先生(於二零零九年十二月八日退任)

#### 獨立非執行董事

鄭廣才先生  
鄭雙慶先生  
羅帶恩先生

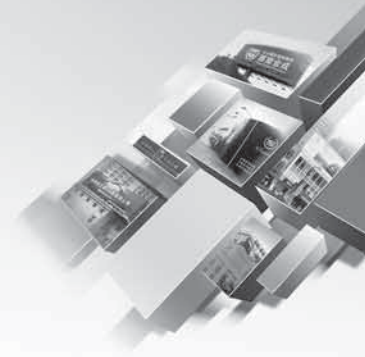
根據本公司之章程細則第94條及第102(A)條，劉智遠先生、鄭廣才先生、鄭雙慶先生、羅帶恩先生、呂糧先生、吳欣先生及鄧立前先生將於二零一零年十二月三日(星期五)上午十一時正舉行之二零一零年股東週年大會(「股東週年大會」)上告退，而彼等將於股東週年大會重選連任為本公司董事。

各獨立非執行董事之任期須根據本公司之章程細則規定輪值告退。



# Directors' Report

## 董事會報告



### DIRECTORS (cont'd)

The Company has received annual confirmations of independence from Messrs. Cheng Kwong Choi, Alexander, Cheng Sheung Hing and Law Tai Yan, and as at the date of this report still considers them to be independent.

None of the Directors who are proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable within one year without payment of compensation, other than statutory compensation.

### DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors of the Company and the senior management of the Group are set out on pages 5 and 6 to the annual report.

### DIRECTORS' INTERESTS IN CONTRACTS

During the year, a wholly-owned subsidiary of the Company, China New Media Company Limited ("China New Media") entered into an agreement with a wholly-owned subsidiary of a related company, China Post E-Commerce (Holdings) Limited ("CPEC"), to dispose 4% equity interests of iKanTV Limited, a 51% owned subsidiary of China New Media, at a total consideration of HK\$9.2 million satisfied by setting off the outstanding loan and interest payable due to CPEC. Mr. Lau Chi Yuen, Joseph is interested in the transaction to the extent that he is also a beneficial shareholder of CPEC.

During the year, a wholly-owned subsidiary of the Company has paid a consultancy fee of HK\$0.4 million to H.G. Energy Investment Holding Company Limited ("H.G."). Mr. Tang Lap Chin, Richard is interested in the transaction to the extent that he is also a beneficial shareholder of H.G..

Apart from the above, no other contracts of significance to which the Company or any of its subsidiaries was a party subsisted at the end of the year or at any time during the year in which a Director of the Company had a material interest.

### 董事(續)

本公司已從鄭廣才先生、鄭雙慶先生及羅帶恩先生取得年度獨立確認書，且截至本報告日期仍認為彼等為獨立人士。

概無擬於應屆股東週年大會重選之董事與本公司訂有不得於一年內免付賠償而予以終止(法定賠償除外)之服務合約。

### 董事及高級管理層履歷

本公司董事及本集團高級管理層之履歷詳情載於年報第5頁及第6頁。

### 董事於合約之權益

年內，本公司全資附屬公司中國新媒體有限公司(「中國新媒體」)與關連公司中郵電貿(控股)有限公司(「中郵電貿」)之全資附屬公司訂立協議，以總代價9,200,000港元出售中國新媒體擁有51%權益之附屬公司愛看電視有限公司之4%股本權益，總代價以抵銷須付結欠中郵電貿未償還貸款及利息方式償付。劉智遠先生於交易中擁有權益，因彼亦為中郵電貿之實益股東。

年內，本公司一家全資附屬公司已向H.G. Energy Investment Holding Company Limited(「H.G.」)支付一筆400,000港元之顧問費。鄧立前先生於交易中擁有權益，因彼亦為H.G.之實益股東。

除上述者外，概無本公司或其任何附屬公司為訂約方且本公司董事擁有重大權益之其他重大合約於年底或年內任何時間仍然生效。

# Directors' Report

## 董事會報告



### DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

At 30 June 2010, the interests and short positions of the Directors and chief executive in the share capital and underlying shares of the Company or 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 pursuant to Section 352 of the SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers, were as follows:

### 董事及行政總裁於股份及相關股份之權益及淡倉

於二零一零年六月三十日，董事及行政總裁於本公司或其聯營公司(定義見證券及期貨條例(「證券及期貨條例」)第XV部)股本及相關股份中持有須記錄於本公司根據證券及期貨條例第352條存置之登記冊之權益及淡倉，或須根據上市發行人董事進行證券交易之標準守則知會本公司及香港聯合交易所有限公司(「聯交所」)之權益及淡倉如下：

#### Long positions in ordinary shares of the Company:

本公司普通股之好倉：

Name of director	董事姓名	Number of shares held personal interests 持有之股份數目 個人權益	Percentage of the Company's issued share capital 佔本公司 已發行股本百分比
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Mr. Lau Chi Yuen, Joseph	劉智遠先生	273,581,900	23.80
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#### Long positions in share options of the Company:

本公司購股權之好倉：

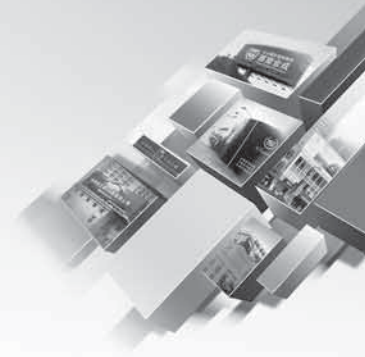
Name of director	董事姓名	Number of options directly beneficially owned 直接實益擁有的購股權數目
Mr. Lu Liang	呂糧先生	3,200,000
Mr. Tang Lap Chin, Richard	鄧立前先生	8,403,175
		11,603,175

Save as disclosed above, as at 30 June 2010, none of the Directors or chief executive had registered an interest or short position in the shares, underlying shares of the Company or any of its associated corporations that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers.

除上文所披露者外，於二零一零年六月三十日，概無董事或行政總裁於本公司或其任何聯營公司股份及相關股份中持有須根據證券及期貨條例第352條登記，或根據上市發行人董事進行證券交易之標準守則知會本公司及聯交所之權益或淡倉。

# Directors' Report

## 董事會報告



### DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the section "Share option scheme" below, at no time during the year were rights to acquire benefits by means of the acquisition of shares in or debenture of the Company granted to any Director or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

### SHARE OPTION SCHEME

The Company operates a share option scheme (the "Scheme") for the purpose of providing incentives and rewards to eligible participants for their contribution to, and continuing efforts to promote the interest of, the Group. Further details of the Scheme are disclosed in note 27 to the financial statements.

The Directors have estimated the values of the share options granted during the year, calculated using the Binomial option pricing model ("Binomial Model") as at the date of grant of the options:

Grantee	承授人	Number of options outstanding as at 1 July 2009	Lapsed during the year	Number of options outstanding as at 30 June 2010	Theoretical value of share options 購股權的理論價值 HK\$ 港元
		於二零零九年七月一日 尚未行使之購股權數目		於二零一零年六月三十日 尚未行使之購股權數目	
Mr. Chan Sing Fai	陳承輝先生	2,200,000	(2,200,000)	-	-
Mr. Lu Liang	呂糧先生	3,200,000	-	3,200,000	1,048,640
Mr. Tang Lap Chin, Richard	鄧立前先生	8,403,175	-	8,403,175	2,441,122
Consultants	顧問	63,829,525	-	63,829,525	14,516,377
Other employees	其他僱員	11,180,000	(960,000)	10,220,000	2,439,810
		88,812,700	(3,160,000)	85,652,700	20,445,949

The Binomial Model is a generally accepted method of valuing options. The measurement dates used in the valuation calculations were the dates on which the options were granted.

### 董事購買股份或債券的權利

除下文「購股權計劃」一節所披露者外，年內概無董事或彼等各自的配偶或未滿18歲子女獲授權藉收購本公司的股份或債券而獲益，或彼等亦無行使任何該等權利；或本公司或其任何附屬公司並無參與任何安排致使董事收購於任何其他法團的該等權利。

### 購股權計劃

本公司實行一項購股權計劃（「計劃」），旨在向合資格參與者給予鼓勵及回報，以表揚彼等對本集團作出的貢獻及不懈努力以提升本集團的利益。計劃詳情於財務報表附註27作出披露。

董事使用二項式期權定價模式（「二項式模式」），對年內授出的購股權於其授出日期的價值作出估計：

二項式模式為評估期權價值的公認方法。計算估值所用計量日期為授出購股權的日期。

# Directors' Report

## 董事會報告



### SHARE OPTION SCHEME (cont'd)

The values of share options calculated using the Binomial Model are subject to certain fundamental limitations, due to the subjective nature of and uncertainty relating to a number of assumptions of the expected future performance input to the model, and certain inherent limitations of the model itself.

The value of an option varies with different variables of certain subjective assumptions. Any changes to the variables used may materially affect the estimation of the fair value of an option.

### SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN SHARES AND UNDERLYING SHARES

At 30 June 2010, the following interests of 5% or more of the issued share capital of the Company were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO:

### 購股權計劃(續)

基於就代入模式的預計日後表現所作出多個假設之主觀性質及不明朗因素，使用二項式模式計算的購股權價值須受若干基本限制的規限，而模式本身亦具若干內在限制。

購股權價值隨若干主觀假設的變數而變動，所採用變數任何變動或會對購股權公平值的估計造成重大影響。

### 主要股東及其他人士於股份及相關股份之權益

於二零一零年六月三十日，下列佔本公司已發行股本5%或以上之權益已記錄於本公司根據證券及期貨條例第336條須存置之權益登記冊內：

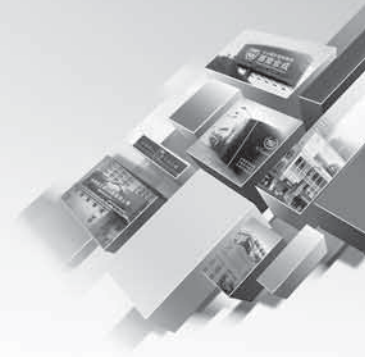
Name	姓名／名稱	Capacity and nature of interest 身分及權益性質	Number of ordinary shares held 持有之普通股數目	Percentage of the Company's issued share capital 佔本公司已發行股本百分比
Mr. Lau Chi Yuen, Joseph	劉智遠先生	Beneficial 實益權益	273,581,900	23.80
Win Today Limited		Beneficial owner 實益擁有人	89,000,000	7.74

Save as disclosed above, as at 30 June 2010, no person, other than the Directors and chief executive of the Company, whose interests are set out in the section "Directors' and Chief Executive's Interests and Short Positions in Shares and Underlying Shares" above, had registered an interest or short position in the shares or underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO.

除上文披露者外，於二零一零年六月三十日，除本公司董事及行政總裁外(彼等之權益載於上文「董事及行政總裁於股份及相關股份之權益及淡倉」一節)，概無人士於本公司股份或相關股份中登記持有須根據證券及期貨條例第336條記錄之權益或淡倉。

# Directors' Report

## 董事會報告



### CONNECTED TRANSACTIONS

Details of connected transactions are set out in notes 11(b), 24, 33 and 35(a) to the financial statements. Except for the aforesaid, during the year and up to the date of this report, no other connected transactions were entered into between the Company or any of its subsidiaries and a connected person as defined under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

### SUFFICIENCY OF PUBLIC FLOAT

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

### EVENTS AFTER THE REPORTING PERIOD

Details of the events after the reporting period are set out in note 35 to the financial statements.

### AUDITOR

The financial statements for the years ended 30 June 2007 and 2008 were audited by NCN CPA Limited. The financial statements for the years ended 30 June 2009 and 2010 were audited by RSM Nelson Wheeler.

A resolution to re-appoint the retiring auditor, RSM Nelson Wheeler will be put at the forthcoming AGM.

On behalf of the Board

**Lau Chi Yuen, Joseph**

*Director*

Hong Kong, 22 October 2010

### 關連交易

關連交易詳情載於財務報表的附註11(b)、24、33及35(a)。除上述者外，於年內及截至本報告日期，本公司或其任何附屬公司概無與香港聯合交易所有限公司證券上市規則所定義之關連人士進行任何其他關連交易。

### 足夠公眾持股量

根據本公司所得的公開資料並據董事所知，於本報告日期，公眾持有本公司全部已發行股本至少25%。

### 報告期間後事項

報告期間後事項詳情載於財務報表的附註35。

### 核數師

截至二零零七年及二零零八年六月三十日止年度之財務報表由德誠會計師事務所有限公司審核。截至二零零九年及二零一零年六月三十日止年度之財務報表由中瑞岳華(香港)會計師事務所審核。

應屆股東週年大會將提呈續聘退任核數師中瑞岳華(香港)會計師事務所之決議案。

代表董事會

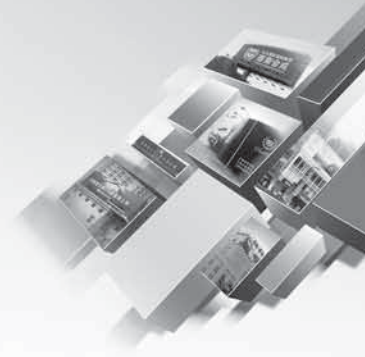
**劉智遠**

*董事*

香港，二零一零年十月二十二日

# Corporate Governance Report

## 企業管治報告



### CORPORATE GOVERNANCE PRACTICES

The Board of Directors of the Company (the “Board”) and the management are committed to maintaining and ensuring high standards of corporate governance as good corporate governance can safeguard the interests of all shareholders and enhance corporate value. The Board continuously reviews and improves the corporate governance practices and standards of the Group from time to time to ensure that business activities and decision making processes are regulated in a proper manner.

The Company has complied with the Code on Corporate Governance Practices (the “Code”) as set out in Appendix 14 of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) throughout the year ended 30 June 2010, except for the deviation from provisions A.4.1 and A.2.1 of the Code.

Pursuant to A.4.1 of the Code, independent non-executive directors should be appointed for a specific term, subject to re-election while all directors should be subject to retirement by rotation at least once every three years. Under the period of review, all independent non-executive Directors of the Company were not appointed for a specific term but they are subject to retirement by rotation and re-election at annual general meetings (“AGM”) of the Company in line with the Company’s Articles of Association (“Articles”). As such, the Company considers that sufficient measures have been taken to ensure the Company’s corporate governance practices are no less exacting than those in the Code.

For the deviation from provision A.2.1 of the Code, please refer to Corporate Governance Report heading “Chairman and Chief Executive Officer” below.

### BOARD OF DIRECTORS

The Board is responsible for overseeing the Group’s strategic planning and development, and for determining the objectives, strategic and policies of the Group while delegating day-to-day operations of the Group to management. Besides, each member of the Board is expected to make a full and active contribution to the Board’s affairs and ensure that the Board acts in the best interests of the Company and its shareholders as a whole.

### 企業管治常規守則

本公司董事會(「董事會」)及管理層矢志維持並確保高質素之企業管治水平，因為企業管治良好能維護全體股東之利益及提升企業價值。董事會持續不時覆檢並完善本集團之企業管治常規守則及標準，確保業務活動及決策過程妥受規管。

截至二零一零年六月三十日止年度，除偏離守則條文第A.4.1及A.2.1條外，本公司一直遵守香港聯合交易所有限公司證券上市規則(「上市規則」)附錄14所載企業管治常規守則(「守則」)的守則條文。

根據守則條文第A.4.1條，獨立非執行董事的委任應有指定任期，並須予重選；同時，所有董事須至少每三年輪值告退一次。於回顧年度，本公司所有獨立非執行董事的委任均無指定任期，惟彼等須根據本公司組織章程細則(「章程細則」)於本公司的股東週年大會(「股東週年大會」)上輪值告退並經重選。因此，本公司認為已採取足夠措施確保本公司的企業管治常規守則中的守則條文完全一致。

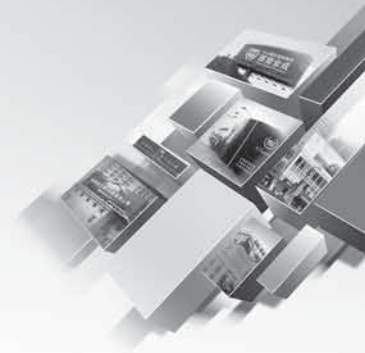
有關偏離守則條文第A.2.1條之事宜，請參閱企業管治報告下文「主席及行政總裁」一段。

### 董事會

董事會負責監管本集團的策略規劃及發展，並制定本集團的目標、策略及方針，同時委派管理層負責本集團的日常營運。此外，各董事會成員乃預期全力投入董事會事務，並確保董事會行事符合本公司及其股東整體的最佳利益。

# Corporate Governance Report

## 企業管治報告



### BOARD OF DIRECTORS (cont'd)

As at 30 June 2010, the Board comprises seven members including, Mr. Lau Chi Yuen, Joseph as Chief Executive Officer, Mr. Lu Liang, Mr. Ng Yan and Mr. Tang Lap Chin, Richard as executive Directors and Mr. Cheng Kwong Choi, Alexander, Mr. Cheng Sheung Hing and Mr. Law Tai Yan as independent non-executive Directors. One of the three independent non-executive Directors possesses appropriate professional accounting qualifications and financial management expertise, which complies with the requirement of the Listing Rules. Details of their respective experiences and qualifications are included in the "Directors and Senior Management's Biographies" section of this annual report.

The independent non-executive Directors ensure the Board accounts for the interests of all shareholders and that all issues are considered in an objective manner. The Company has received annual confirmations of independence from the three independent non-executive Directors and as at the date of this report still considers them to be independent.

To the best knowledge of the Company, there is no financial, business, family relationship among the members of the Board as at 30 June 2010. All of them are free to exercise their individual judgement.

### BOARD MEETINGS

For the year ended 30 June 2010, there were 31 board meetings held to discuss the Group's development strategies, investment projects and the operational and financial performance of the Group. The attendance of the Directors at the Board meetings is as follows:

		Number of attendance 出席次數
<b>Executive Directors</b>		
Mr. Lau Chi Yuen, Joseph	執行董事 劉智遠先生	28/31
Mr. Chan Sing Fai (retired on 8 December 2009)	陳承輝先生(於二零零九年十二月八日退任)	12/31
Mr. Lu Liang	呂糧先生	18/31
Mr. Ng Yan	吳欣先生	1/31
Mr. Tang Lap Chin, Richard (appointed on 15 December 2009)	鄧立前先生 (於二零零九年十二月十五日獲委任)	11/31
<b>Independent non-executive Directors</b>		
Mr. Cheng Kwong Choi, Alexander	獨立非執行董事 鄭廣才先生	5/31
Mr. Cheng Sheung Hing	鄭雙慶先生	2/31
Mr. Law Tai Yan	羅帶恩先生	3/31

### 董事會(續)

於二零一零年六月三十日，董事會由七名成員組成，包括行政總裁劉智遠先生，執行董事呂糧先生、吳欣先生及鄧立前先生，以及獨立非執行董事鄭廣才先生、鄭雙慶先生及羅帶恩先生。該三位獨立非執行董事中有一位具備適當之專業會計資格及符合上市規則規定之財務管理專長。彼等各自的經驗及資格載於本年報「董事及高級管理層履歷」一節。

獨立非執行董事確保董事會為所有股東的利益負責及以客觀態度考慮所有事宜。本公司已接獲三名獨立非執行董事的年度獨立性確認書，並認為彼等於本報告刊發日期仍屬獨立人士。

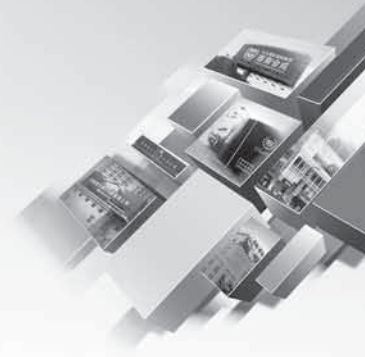
據本公司所深知，於二零一零年六月三十日，董事會成員之間概無財務、業務及家族關係。彼等全部均可自由行使其個人判斷。

### 董事會會議

截至二零一零年六月三十日止年度，共舉行三十一次董事會會議，以討論本集團的發展策略、投資項目及營運及財務表現。董事出席董事會會議的情況如下：

# Corporate Governance Report

## 企業管治報告



### BOARD MEETINGS (cont'd)

The Company Secretary assists the Chief Executive Officer in preparing the agenda for meetings and ensures that all applicable rules and regulations are followed. The Company Secretary also keeps detailed minutes of each meeting, which are available to all Directors for inspection. A draft of board minutes are circulated to all Directors for their comment and approved as soon as practicable after the board meetings.

All Directors have access to relevant and timely information, and they can ask for further information or retain independent professional advisors if necessary. They also have unrestricted access to the advice and service of the Company Secretary, who is responsible for providing Directors with board papers and related materials and ensuring that board procedures are followed.

Should a potential conflict of interest involving a substantial shareholder or Director arise, the matter is discussed in an actual meeting, as opposed to being dealt with by written resolution. Independent non-executive Directors with no conflict of interest are present at meeting dealing with conflict issues. Board committees, including the Audit, Remuneration and Nomination Committees, all follow the applicable practices and procedures used in board meetings for committee meetings.

### CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Pursuant to A.2.1 of the Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Mr. Lau Chi Yuen, Joseph was appointed as the Chief Executive Officer on 27 November 2007. In view of the simple structure of the Company, all significant decision making is carried out by all executive Directors of the Company under the leadership of the Chief Executive Officer. The Board believes that the present arrangement enables the Company to make and implement decisions promptly, and thus achieve the Company's objectives effectively and efficiently in response to the changing environment. The Board also believes that the Company already has a strong corporate governance structure in place to ensure effective oversight of management. The Board will continually review the effectiveness of the Group's corporate governance structure to assess whether any changes are necessary.

### 董事會會議(續)

公司秘書協助行政總裁準備會議議程，並確保遵守一切相關規則及規例。公司秘書亦負責保存每次會議的詳細記錄，可供全體董事查閱。於每次董事會會議舉行之後，董事會會議記錄的初稿會於切實可行範圍內盡早供全體董事傳閱，以供彼等表達意見及批准。

全體董事均可查閱相關及最新資料，如有需要亦可要求查閱更多資料及聘請獨立專業顧問，亦可不受限制要求公司秘書提供意見及服務，而公司秘書亦負責為董事提供董事會會議文件及相關資料，確保符合會議程序。

倘有涉及主要股東或董事的潛在利益衝突情況，有關事宜將於實際會議上討論，而非通過書面決議案處理。無利益衝突的獨立非執行董事將出席會議，處理利益衝突事宜。董事會委員會包括審核、薪酬及提名委員會，全部委員會會議均採取董事會會議的適用常規及程序。

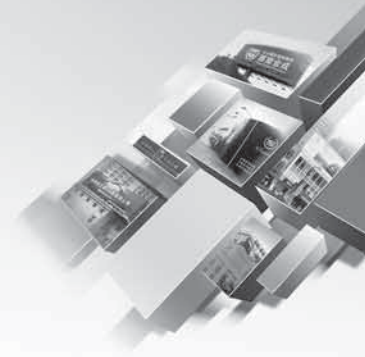
### 主席及行政總裁

根據守則第A.2.1條，主席及行政總裁的職位應分開，不應由同一人擔任。劉智遠先生於二零零七年十一月二十七日獲委任為行政總裁。鑑於本公司架構精簡，所有重大決策皆由本公司全體執行董事在行政總裁的帶領下作出。董事會相信，現有安排有助本公司快速作出並履行決定，從而有效因應瞬息萬變的環境以實現本公司目標。董事會亦相信，本公司已具備健全的企業管治架構以確保有效監察管理層。董事會將不斷檢討本集團的企業管治架構的成效，用以評估是否需要作任何修改。



# Corporate Governance Report

## 企業管治報告



### DIRECTORS' TERMS OF APPOINTMENTS AND RE-ELECTION

In accordance with Article 102(A) of the Company's Articles, one-third of the Directors, shall retire from office by rotation at each AGM.

Article 94 of the Company's Articles provides that Directors appointed either to fill a causal vacancy or as an addition to the board shall hold office only until the next following general meeting after their appointment, and shall be subject to re-election by the shareholders.

### DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Listing Rules for securities transactions by Directors of the Company. All the Directors of the Board have confirmed, following specific enquiries made by the Company, that they have complied with the required standard as set out in the Model Code throughout the year ended 30 June 2010.

### DIRECTORS' AND AUDITOR'S RESPONSIBILITIES FOR FINANCIAL STATEMENTS

The Board is responsible for presenting a clear, balanced assessment of the Group's performance and prospects. It is also responsible for preparing financial statements that give a true and fair view of the Group's financial position on a going concern basis and other price-sensitive announcements and financial disclosures. Management provides the Board with the relevant information it needs to discharge these responsibilities.

The responsibilities of the auditor to the shareholders are set out in the Independent Auditor's Report on pages 28 and 29.

### 董事任期及重選連任

根據本公司章程細則第102(A)條，三分之一董事須於每屆股東週年大會上輪值退任。

本公司章程細則第94條規定，填補臨時空缺或新增的董事會成員而獲委任的董事，僅可任職至彼等獲委任後的下屆股東大會為止，並須接受股東重選連任。

### 董事進行證券交易

本公司已就本公司董事進行證券交易採納載於上市規則附錄十的《上市發行人董事進行證券交易的標準守則》（「標準守則」）。本公司作出特定查詢後，董事會全體董事已確認，彼等於截至二零一零年六月三十日止年度內一直遵守標準守則所載的規定準則。

### 董事及核數師編製財務報表的責任

董事會負責就本集團的表現及前景發表清晰、中肯的評估。其亦負責編製財務報表，按持續經營基準就本集團的財務狀況提供真確及公平的意見，及披露其他股價敏感性公告及財務資料。管理層會向董事會提供其履行該等責任所需的相關資料。

核數師對股東的責任載於第28頁及第29頁的獨立核數師報告。

# Corporate Governance Report

## 企業管治報告



### REMUNERATION COMMITTEE

The Remuneration Committee was established on 20 December 2005 with written terms of reference in compliance with the Code. The principal responsibilities of the Remuneration Committee include formulation of the remuneration policy, review and recommending to the Board the annual remuneration policy, and determination of the remuneration of the executive Directors and members of senior management. Meetings of the Remuneration Committee shall be held at least once a year. At 30 June 2010, the Remuneration Committee comprised two independent non-executive Directors, Mr. Cheng Kwong Choi, Alexander and Mr. Law Tai Yan and one executive Director, Mr. Tang Lap Chin, Richard is the chairman of the committee. For the year ended 30 June 2010, 3 meetings were held by the Remuneration Committee. The attendance is as follows:

### 薪酬委員會

薪酬委員會已於二零零五年十二月二十日成立，並遵照守則以書面訂定職權範圍。薪酬委員會的主要職責包括制訂薪酬政策、檢討及向董事會推薦年度薪酬政策，以及釐定執行董事及高級管理層成員的薪酬。薪酬委員會應每年至少舉行一次會議。於二零一零年六月三十日，薪酬委員會由兩名獨立非執行董事鄭廣才先生及羅帶恩先生及一名執行董事鄧立前先生(委員會主席)組成。截至二零一零年六月三十日止年度，薪酬委員會共舉行三次會議，出席情況如下：

		Number of attendance 出席次數
Mr. Chan Sing Fai (retired on 8 December 2009)	陳承輝先生(於二零零九年十二月八日退任)	1/3
Mr. Cheng Kwong Choi, Alexander	鄭廣才先生	3/3
Mr. Law Tai Yan	羅帶恩先生	3/3
Mr. Tang Lap Chin, Richard (appointed on 15 December 2009)	鄧立前先生 (於二零零九年十二月十五日獲委任)	2/3

### NOMINATION COMMITTEE

The Nomination Committee was established on 7 July 2008 with written terms of reference in compliance with the Code. It is responsible for making recommendations to the Board on nominations, appointment of Directors and Board succession. The Nomination Committee selects candidates for directorship with reference to the candidate's professional knowledge, industry experience, personal ethics and integrity, and time commitments. During the selection process, the Committee may consider referrals or engage external recruitment professionals when necessary. Meetings of the Nomination Committee are held when required. At 30 June 2010, the Nomination Committee comprised three independent non-executive Directors, Mr. Cheng Kwong Choi, Alexander, Mr. Cheng Sheung Hing and Mr. Law Tai Yan and one executive Director, Mr. Lau Chi Yuen, Joseph is the chairman of the Committee. For the year ended 30 June 2010, 1 meeting was held by the Nomination Committee to review the terms of reference of the Nomination Committee. The attendance is as follow:

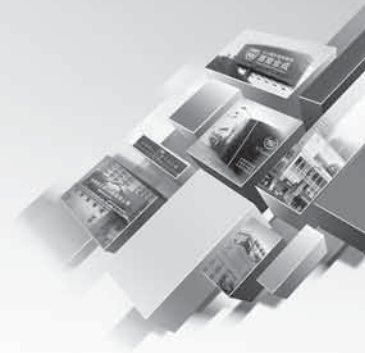
### 提名委員會

提名委員會於二零零八年七月七日成立，並遵照守則以書面訂定職權範圍。其負責就提名、委任董事及董事會繼任事宜向董事會提供意見。提名委員會參考候選人之專業知識、個人品格與誠信及真誠承擔甄選董事人選。於甄選過程中，提名委員會或會考量推薦人選或(於必需時)延聘外部招聘專業人士。提名委員會會議於需要時召開。於二零一零年六月三十日，提名委員會由三名獨立非執行董事鄭廣才先生、鄭雙慶先生及羅帶恩先生以及一名執行董事劉智遠先生(為委員會主席)組成。截至二零一零年六月三十日止年度，提名委員會共舉行一次會議以審閱提名委員會的職權範圍，出席情況如下：

		Number of attendance 出席次數
Mr. Lau Chi Yuen, Joseph	劉智遠先生	1/1
Mr. Cheng Kwong Choi, Alexander	鄭廣才先生	1/1
Mr. Cheng Sheung Hing	鄭雙慶先生	1/1
Mr. Law Tai Yan	羅帶恩先生	1/1

# Corporate Governance Report

## 企業管治報告



### AUDIT COMMITTEE

The Company has had an Audit Committee since 2004. It is responsible for reviewing the Group's financial reporting, internal controls and making recommendations to the Board. At 30 June 2010, the Audit Committee comprised three independent non-executive Directors, Mr. Law Tai Yan, Mr. Cheng Kwong Choi, Alexander and Mr. Cheng Sheung Hing. Mr. Law Tai Yan is the chairman of the committee.

During the year ended 30 June 2010, 4 meetings were held by the Audit Committee to (a) review the terms of reference of the Audit Committee (b) review the Group's internal control system and (c) discuss auditing and financial reporting matters for the audited financial statement for the year ended 30 June 2009 and the unaudited financial statements for the six months ended 31 December 2009 before recommending them to the Board for approval. The attendance is as follows:

### 審核委員會

本公司自二零零四年起已成立審核委員會，其負責審閱本集團的財務申報、內部監控事宜及向董事會提供意見。於二零一零年六月三十日，審核委員會由三名獨立非執行董事羅帶恩先生、鄭廣才先生及鄭雙慶先生組成。羅帶恩先生為委員會主席。

截至二零一零年六月三十日止年度審核委員會共舉行四次會議，以(a)審閱審核委員會的職責範圍；(b)審閱本集團的內部監控系統；及(c)討論截至二零零九年六月三十日止年度經審核財務報表的審核和財務報告事宜及截至二零零九年十二月三十一日止六個月的未經審核財務報表，並提出建議供董事會批准。會議出席情況如下：

		Number of attendance 出席次數
Mr. Law Tai Yan	羅帶恩先生	4/4
Mr. Cheng Kwong Choi, Alexander	鄭廣才先生	4/4
Mr. Cheng Sheung Hing	鄭雙慶先生	2/4

### AUDITOR'S REMUNERATION

A summary of fees for audit and non-audit services is as follows:

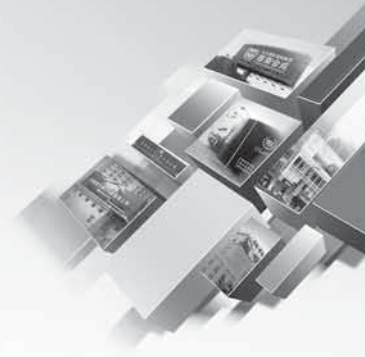
### 核數師酬金

審核及非審核服務的費用概述如下：

		2010 二零一零年 HK\$ 港元
<b>Audit services:</b>	<b>審核服務：</b>	
Audit of the annual financial statements	審核年度財務報表	370,000
<b>Non-audit services:</b>	<b>非審核服務：</b>	
Review of disclosure requirement of interim financial statements	審閱中期財務報表的披露規定	80,000
Very substantial acquisition of GMG Media Group Limited	GMG Media Group Limited的非常重大收購	50,000

# Corporate Governance Report

## 企業管治報告



### INTERNAL CONTROL AND RISK MANAGEMENT

The Board has overall responsibilities for introducing and continuously maintaining sound and effective internal control systems of the Group and reviews its adequacy and effectiveness. It is committed to review and implement effective and sound internal controls systems to safeguard shareholders' interests. The Board has delegated to the management with defined structure and limits of authority, to conduct reviews on and maintenance of all material controls including proper financial and accounting records, operational and compliance and risk management functions as well as the implementation of the internal control system to ensure compliance with relevant legislations and regulations.

The Board has conducted a review of the effectiveness of the internal control system of the Group. The internal control systems will be reviewed on an ongoing basis by the board in order to make it practical and effective.

### COMMUNICATION WITH SHAREHOLDERS

The Company follows a policy of disclosing relevant information to shareholders in a timely manner. Annual and interim reports offers comprehensive operational and financial performance information to shareholders and the AGM provides a forum for shareholders to exchange views directly with the Board. The Company regards the AGM as an important event and all Directors, senior management and external auditors make an effort to attend the AGM of the Company to address shareholders' queries. All the shareholders of the Company are given a minimum of 20 days' notice of the date and venue of the AGM of the Company. The Company supports the Code's principle to encourage shareholders' participation. The Company has also complied with the requirements concerning voting by poll under the Listing Rules. Details of the poll voting procedures and the rights of shareholders to demand a poll included in circulars to shareholders dispatched by the Company where applicable.

### 內部監控及風險管理

董事會的整體職責為為本集團引進及不斷維持良好及有效的內部監控系統，並檢討其是否適當及有效。董事會致力為本集團檢討及實施有效及良好的內部監控系統，以保障股東的利益。董事會已委派具有界定架構及相關權限的管理人員以檢討及維持所有重大監控，包括適當財務及會計記錄、營運及規管以及風險管理職能，並實行內部監控系統以確保符合相關法例與法規。

董事會已審核本集團內部監控之效能。董事會將持續檢討內部監控系統以確保其可行及有效地運作。

### 與股東的溝通

本公司實行及時向股東披露相關資料的政策。年報及中期報告給予股東全面營運及財務表現資料，而股東週年大會為股東提供討論場所以便與董事會直接交換意見。本公司視股東週年大會為重要事件，而所有董事、高級管理層及外聘核數師會盡可能出席本公司的股東週年大會以解答股東詢問。本公司的所有股東最少會於二十天前獲通知本公司舉行股東週年大會的日期及地點。本公司堅持守則的原則，鼓勵股東參與。本公司已符合上市規則有關投票表決的要求。投票表決程序及股東要求投票的權利的詳情載於本公司向股東發出的通函內(倘適用)。

# Independent Auditor's Report

## 獨立核數師報告



### **RSM! Nelson Wheeler** 中瑞岳華(香港)會計師事務所 Certified Public Accountants

#### **TO THE SHAREHOLDERS OF CHINA OUTDOOR MEDIA GROUP LIMITED** *(Incorporated in Hong Kong with limited liability)*

We have audited the consolidated financial statements of China Outdoor Media Group Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 30 to 106, which comprise the consolidated and Company statements of financial position as at 30 June 2010, and the consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory notes.

#### **DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS**

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

#### **AUDITOR'S RESPONSIBILITY**

Our responsibility is to express an opinion on these financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with section 141 of the Hong Kong Companies Ordinance and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the HKICPA. 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.

#### **致中國戶外媒體集團有限公司全體股東** *(於香港註冊成立的有限公司)*

本核數師(以下簡稱「吾等」)已審核列載於第30至106頁中國戶外媒體集團有限公司(「貴公司」)及其附屬公司(「貴集團」)之綜合財務報表，此綜合財務報表包括於二零一零年六月三十日之綜合及貴公司財務狀況表與截至該日止年度之綜合收益表、綜合全面收益表、綜合權益變動表和綜合現金流量表，以及主要會計政策概要及其他說明附註。

#### **董事就財務報表須承擔之責任**

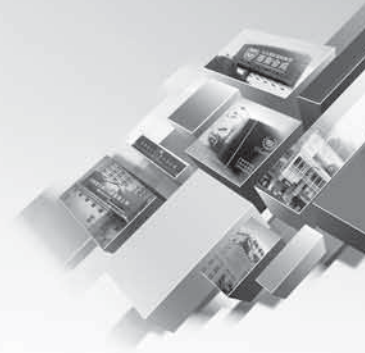
貴公司董事須負責根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則及按照香港公司條例，編製及真實而公平地列報該等財務報表。這責任包括設計、實施及維護與編製及真實而公平地列報財務報表相關之內部控制，以使財務報表不存在由於欺詐或錯誤而導致之重大錯誤陳述；選擇和應用適當之會計政策；及按情況作出合理之會計估計。

#### **核數師之責任**

吾等之責任是根據吾等之審核對該等財務報表發表意見，並按照香港公司條例第141條僅向全體股東報告，除此之外本報告別無其他目的。吾等不會就本報告內容向任何其他人士負上或承擔任何責任。吾等已按照香港會計師公會頒佈之香港審計準則進行審核。這些準則要求吾等遵守道德規範，並規劃及執行審核，以合理確定此等財務報表是否不存有任何重大錯誤陳述。

# Independent Auditor's Report

## 獨立核數師報告



### AUDITOR'S RESPONSIBILITY (cont'd)

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's 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 auditor considers 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.

### OPINION

In our opinion the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 30 June 2010 and of the Group's results and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the Hong Kong Companies Ordinance.

**RSM Nelson Wheeler**

*Certified Public Accountants*  
Hong Kong

22 October 2010

### 核數師之責任(續)

審核涉及執行程序以獲取有關財務報表所載金額及披露資料之審核憑證。所選定之程序取決於核數師之判斷，包括評估由於欺詐或錯誤而導致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列報財務報表相關之內部控制，以設計適當之審核程序，但並非為對公司之內部控制效能發表意見。審核工作亦包括評價董事所採用之會計政策是否合適及所作出會計估計是否合理，以及評價財務報表之整體列報方式。

吾等相信，吾等所獲得之審核憑證是充足和適當地為吾等的審核意見提供基礎。

### 意見

吾等認為，該等綜合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 貴集團於二零一零年六月三十日之財務狀況及 貴集團截至該日止年度之業績及現金流量，並已按照香港公司條例妥善編製。

中瑞岳華(香港)會計師事務所

執業會計師  
香港

二零一零年十月二十二日

# Consolidated Income Statement

## 綜合收益表

For the year ended 30 June 2010 截至二零一零年六月三十日止年度

		Note 附註	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元 (Restated) (重列)
<b>Continuing operations</b>	<b>持續經營業務</b>			
<b>Turnover</b>	<b>營業額</b>	6	<b>23,698</b>	37,681
Direct costs	直接成本		<b>(29,397)</b>	(20,458)
<b>Gross (loss)/profit</b>	<b>(毛損)/毛利</b>		<b>(5,699)</b>	17,223
Other income	其他收入	7	<b>6,353</b>	3,775
Impairment of goodwill	商譽減值	18	–	(22,923)
Administrative and other operating expenses	行政及其他營運開支		<b>(22,245)</b>	(28,567)
<b>Loss from operations</b>	<b>營運虧損</b>		<b>(21,591)</b>	(30,492)
Finance costs	融資成本	9	<b>(544)</b>	(531)
<b>Loss before tax</b>	<b>除稅前虧損</b>		<b>(22,135)</b>	(31,023)
Income tax expense	所得稅開支	10	<b>(38)</b>	(2,319)
<b>Loss for the year from continuing operations</b>	<b>年內持續經營業務虧損</b>		<b>(22,173)</b>	(33,342)
<b>Discontinued operations</b>	<b>已終止經營業務</b>			
Profit/(loss) for the year from discontinued operations	年內已終止經營業務之溢利/(虧損)	11	<b>10,840</b>	(16,614)
Loss for the year	年內虧損	12	<b>(11,333)</b>	(49,956)
<b>Attributable to:</b>	<b>應佔：</b>			
Owners of the Company	本公司擁有人	14	<b>(10,032)</b>	(46,936)
Non-controlling interests	非控股權益		<b>(1,301)</b>	(3,020)
			<b>(11,333)</b>	(49,956)
<b>Loss per share</b>	<b>每股虧損</b>			
From continuing and discontinued operations – basic	來自持續經營業務及已終止經營業務 – 基本	16(a)	<b>HK(0.88) cent</b> 港仙	HK(4.31) cents 港仙
– diluted	– 攤薄	16	<b>N/A 不適用</b>	N/A 不適用
From continuing operations – basic	來自持續經營業務 – 基本	16(b)	<b>HK(1.90) cents</b> 港仙	HK(2.99) cents 港仙
– diluted	– 攤薄	16	<b>N/A 不適用</b>	N/A 不適用

# Consolidated Statement of Comprehensive Income

## 綜合全面收入表

For the year ended 30 June 2010 截至二零一零年六月三十日止年度

		2010	2009
		二零一零年	二零零九年
		HK\$'000	HK\$'000
		千港元	千港元
<b>Loss for the year</b>	<b>年內虧損</b>	<b>(11,333)</b>	(49,956)
<b>Other comprehensive income after tax:</b>	<b>除稅後其他全面收入：</b>		
Exchange differences on translating foreign operations	換算海外業務所產生之匯兌差額	405	(176)
Exchange differences reclassified to profit or loss on disposal of subsidiaries	出售附屬公司時重新分類至損益之匯兌差額	—	(2,612)
<b>Other comprehensive income for the year, net of tax</b>	<b>年內其他全面收入(扣除稅項)</b>	<b>405</b>	(2,788)
<b>Total comprehensive income for the year</b>	<b>年內全面收入總額</b>	<b>(10,928)</b>	(52,744)
<b>Attributable to:</b>	<b>以下人士應佔：</b>		
Owners of the Company	本公司擁有人	(9,627)	(49,724)
Non-controlling interests	非控股權益	(1,301)	(3,020)
		<b>(10,928)</b>	(52,744)



# Consolidated Statement of Financial Position

## 綜合財務狀況表

At 30 June 2010 於二零一零年六月三十日

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
		Note 附註	
<b>Non-current assets</b>	<b>非流動資產</b>		
Property, plant and equipment	物業、廠房及設備	17	1,556
Club membership	會所會籍		-
Goodwill	商譽	18	5,245
Investments in associates	於聯營公司之投資	20	-
			<b>6,148</b>
<b>Current assets</b>	<b>流動資產</b>		
Trade and other receivables	應收貿易款及其他應收款項	21	99,909
Bank and cash balances	銀行及現金結存	22	4,547
			<b>87,870</b>
<b>Current liabilities</b>	<b>流動負債</b>		
Trade and other payables	應付貿易款及其他應付款項	23	32,037
Borrowings	借貸	24	4,413
Current tax liabilities	即期稅項負債		2,273
			<b>18,318</b>
<b>Net current assets</b>	<b>流動資產淨值</b>		65,733
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		72,534
<b>Non-current liabilities</b>	<b>非流動負債</b>		
Borrowings	借貸	24	9,000
Convertible loans	可換股貸款	25	-
			<b>9,912</b>
<b>NET ASSETS</b>	<b>資產淨值</b>		63,534
<b>Capital and reserves</b>	<b>股本及儲備</b>		
Share capital	股本	26	10,993
Reserves	儲備	28	55,560
Equity attributable to owners of the Company	本公司擁有人應佔權益		66,553
Non-controlling interests	非控股權益		(3,019)
<b>TOTAL EQUITY</b>	<b>總權益</b>		<b>63,534</b>

Approved by the Board of Directors on 22 October 2010.

已由董事會於二零一零年十月二十二日批核。

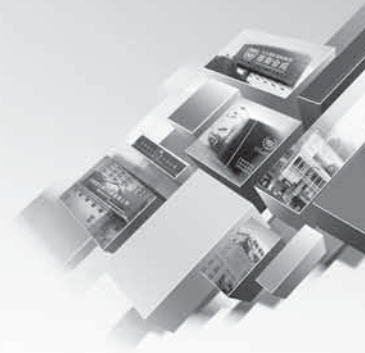
**Lau Chi Yuen, Joseph**  
劉智遠  
Director  
董事

**Tang Lap Chin, Richard**  
鄧立前  
Director  
董事

# Statement of Financial Position

## 財務狀況表

At 30 June 2010 於二零一零年六月三十日



			2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
		Note 附註		
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	17	358	16
Club membership	會所會籍		150	—
Investments in subsidiaries	於附屬公司之投資	19	—	—
			<b>508</b>	16
<b>Current assets</b>	<b>流動資產</b>			
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	21	505	366
Due from subsidiaries	應收附屬公司款項	19	62,887	48,619
Bank and cash balances	銀行及現金結存		2,135	214
			<b>65,527</b>	49,199
<b>Current liabilities</b>	<b>流動負債</b>			
Other payables	其他應付款項	23	3,293	5,922
Borrowings	借貸	24	1,523	1,523
			<b>4,816</b>	7,445
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>60,711</b>	41,754
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>61,219</b>	41,770
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Convertible loans	可換股貸款	25	9,912	—
<b>NET ASSETS</b>	<b>資產淨值</b>		<b>51,307</b>	41,770
<b>Capital and reserves</b>	<b>股本及儲備</b>			
Share capital	股本	26	11,493	10,993
Reserves	儲備	28	39,814	30,777
<b>EQUITY</b>	<b>權益</b>		<b>51,307</b>	41,770

Approved by the Board of Directors on 22 October 2010.

已由董事會於二零一零年十月二十二日批核。

**Lau Chi Yuen, Joseph**  
劉智遠  
Director  
董事

**Tang Lap Chin, Richard**  
鄧立前  
Director  
董事

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the year ended 30 June 2010 截至二零一零年六月三十日止年度

		Attributable to owners of the Company 本公司擁有人應佔									
		Share capital	Share premium	Share-based payment reserve	Warrants reserve	Convertible loans reserve	Exchange reserve	Accumulated losses	Total	Non-controlling interests	Total equity
		股本	股份溢價	以股份為基礎付款之儲備	認股權證儲備	可換股貸款儲備	匯兌儲備	累計虧損	總額	非控股權益	總權益
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	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	千港元	千港元	千港元	千港元
At 1 July 2008	於二零零八年七月一日	10,493	805,946	21,386	—	—	2,765	(736,438)	104,152	—	104,152
Total comprehensive income for the year	年內全面收入總額	—	—	—	—	—	(2,788)	(46,936)	(49,724)	(3,020)	(52,744)
Shares issued for acquisition of subsidiaries	就收購附屬公司發行之股份	500	11,100	—	—	—	—	—	11,600	—	11,600
Issue of warrants	發行認股權證	—	—	—	525	—	—	—	525	—	525
Formation of non-wholly owned subsidiaries	成立非全資附屬公司	—	—	—	—	—	—	—	—	1	1
Changes in equity for the year	年內權益變動	500	11,100	—	525	—	(2,788)	(46,936)	(37,599)	(3,019)	(40,618)
At 30 June 2009 and 1 July 2009	於二零零九年六月三十日及 二零零九年七月一日	10,993	817,046	21,386	525	—	(23)	(783,374)	66,553	(3,019)	63,534
Total comprehensive income for the year	年內全面收入總額	—	—	—	—	—	405	(10,032)	(9,627)	(1,301)	(10,928)
Issue of warrants	發行認股權證	—	—	—	200	—	—	—	200	—	200
Share issued upon exercise of warrants	行使認股權證時發行之股份	500	9,625	—	(125)	—	—	—	10,000	—	10,000
Share options lapsed during the year	年內購股權失效	—	—	(940)	—	—	—	940	—	—	—
Equity component of convertible loans (note 25)	可換股貸款之權益部分(附註25)	—	—	—	—	27	—	—	27	—	27
Disposal of subsidiaries (note 29(a))	出售附屬公司(附註29(a))	—	—	—	—	—	—	—	—	2,955	2,955
Changes in equity for the year	年內權益變動	500	9,625	(940)	75	27	405	(9,092)	600	1,654	2,254
At 30 June 2010	於二零一零年六月三十日	11,493	826,671	20,446	600	27	382	(792,466)	67,153	(1,365)	65,788

# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



	Note	2010	2009
	附註	二零一零年	二零零九年
		HK\$'000	HK\$'000
		千港元	千港元
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	<b>經營業務之現金流量</b>		
Loss before tax (excluding gain/(loss) on disposal of discontinued operations)	除稅前虧損(不計入出售已終止經營業務之收益/(虧損))	<b>(23,318)</b>	(48,645)
Adjustments for:	就下列項目所作調整:		
Finance costs	融資成本	<b>545</b>	539
Interest income	利息收入	<b>(1,345)</b>	(458)
Accruals written back	撥回應計費用	-	(951)
Depreciation	折舊	<b>303</b>	399
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	<b>18</b>	1
Fair value loss on investment property	投資物業公平值虧損	-	18,169
Impairment of goodwill	商譽減值	-	22,923
Operating loss before working capital changes	營運資金變動前之經營業務虧損	<b>(23,797)</b>	(8,023)
Decrease in properties held for sale	持作出售物業減少	-	5,278
Increase in trade and other receivables	應收貿易款及其他應收款項增加	<b>(12,136)</b>	(13,437)
Increase in trade and other payables	應付貿易款及其他應付款項增加	<b>21,218</b>	7,109
Cash used in operations	經營業務耗用現金	<b>(14,715)</b>	(9,073)
Income taxes paid	已付所得稅	<b>(27)</b>	(925)
Finance costs paid	已付融資成本	<b>(21)</b>	(539)
Net cash used in operating activities	經營業務耗用之現金淨額	<b>(14,763)</b>	(10,537)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>	<b>投資活動之現金流量</b>		
Acquisition of subsidiaries	收購附屬公司	-	1,356
Disposal of subsidiaries	出售附屬公司	<b>(1,016)</b>	2,627
Interest received	已收利息	<b>796</b>	458
Repayment of loan to an associate	收回一家聯營公司之貸款	<b>1,279</b>	-
Purchase of club membership	購買會籍	<b>(150)</b>	-
Purchases of property, plant and equipment	購買物業、廠房及設備	<b>(728)</b>	(9,975)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	-	1
Net cash generated from/(used in) investing activities	投資活動產生/(耗用)之現金淨額	<b>181</b>	(5,533)

# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



		2010	2009
		二零一零年	二零零九年
		HK\$'000	HK\$'000
		千港元	千港元
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>	<b>融資活動之現金流量</b>		
Proceeds from issue of warrants	發行認股權證所得款項	200	525
Proceeds from issue of shares	發行股份所得款項	10,000	–
Proceeds from issue of convertible loans	發行可換股貸款所得款項	9,800	–
Borrowings raised	已籌措借貸	1,119	16,188
Repayment of borrowings	償還借貸	(291)	(3,172)
Net cash generated from financing activities	融資活動產生之現金淨額	20,828	13,541
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>現金及等同現金項目之增加/(減少)淨額</b>	<b>6,246</b>	<b>(2,529)</b>
Effect of foreign exchange rate changes	匯率變動之影響	(60)	(11)
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR</b>	<b>年初之現金及等同現金項目</b>	<b>4,547</b>	<b>7,087</b>
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>	<b>年終之現金及等同現金項目</b>	<b>10,733</b>	<b>4,547</b>
<b>ANALYSIS OF CASH AND CASH EQUIVALENTS</b>	<b>現金及等同現金項目之分析</b>		
Bank and cash balances	銀行及現金結存	10,733	4,547

# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 1. GENERAL INFORMATION

The Company was incorporated in Hong Kong as a company with limited liability under the Hong Kong Companies Ordinance. The address of its registered office and principal place of business is Unit 1803, 18th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong. The Company's shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

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

### 2. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

In the current year, the Group has adopted all the new and revised Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants that are relevant to its operations and effective for its accounting year beginning on 1 July 2009. HKFRSs comprise Hong Kong Financial Reporting Standards ("HKFRS"); Hong Kong Accounting Standards ("HKAS"); and Interpretations. The adoption of these new and revised HKFRSs did not result in substantial changes to the Group's accounting policies and amounts reported for the current year and prior years except as stated below.

#### (a) Presentation of Financial Statements

HKAS 1 (Revised) "Presentation of Financial Statements" affects certain disclosures and presentation of the financial statements. The balance sheet is renamed as the statement of financial position and the cash flow statement is renamed as the statement of cash flows. All income and expenses arising from transactions with non-owners are presented in the income statement and statement of comprehensive income, and the total carried to the statement of changes in equity. The owner changes in equity are presented in the statement of changes in equity. HKAS 1 (Revised) also requires disclosures of the reclassification adjustments and tax effects relating to each component of other comprehensive income for the year. HKAS 1 (Revised) has been applied retrospectively.

### 1. 一般資料

本公司根據香港公司條例於香港註冊成立為有限公司，其註冊辦事處及主要營業地點之地址為香港灣仔港灣道30號新鴻基中心18樓1803室。本公司之股份於香港聯合交易所有限公司（「聯交所」）主板上市。

本公司為一間投資控股公司。其附屬公司之主要業務載於財務報表附註19。

### 2. 採納全新及經修訂之香港財務報告準則

於本年度內，本集團已採納所有與本集團經營業務有關並於二零零九年七月一日開始之會計年度生效之新訂及經修訂香港財務報告準則（「香港財務報告準則」）。香港財務報告準則包括香港財務報告準則（「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令本集團之會計政策以及本年度及過往年度所呈報之數額產生重大變動，惟下列者除外。

#### (a) 財務報表之呈報

香港會計準則第1號（經修訂）「財務報表之呈報」影響財務報表若干披露及呈報。資產負債表易名為財務狀況表，現金流量表的英文名稱由「cash flow statement」改稱為「statement of cash flows」。與非擁有人進行交易產生之所有收入及開支於收益表及全面收入表呈報，而總額轉撥至權益變動表列賬。有關擁有人之權益變動於權益變動表呈列。香港會計準則第1號（經修訂）亦規定披露與年內其他全面收入各部分相關之重新分類調整及稅務影響。香港會計準則第1號（經修訂）已追溯應用。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



## 2. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (cont'd)

### (b) Consolidation

HKAS 27 (Revised) "Consolidated and Separate Financial Statements" contains the following requirements:

- Total comprehensive income is attributed to the owners of the Company and to the non-controlling shareholders even if this results in the non-controlling interests having a deficit balance. The previous HKAS 27 requires excess losses to be allocated to the owners of the Company, except to the extent that the non-controlling shareholders have a binding obligation and are able to make an additional investment to cover the losses.
- Changes in the Company's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions (i.e. transactions with owners in their capacity as owners). Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received shall be recognised directly in equity and attributed to the owners of the Company. The previous HKAS 27 does not have specific requirements for such transactions.
- When the disposal of a subsidiary results in a loss of control, the consideration of the sale and any investment retained in that subsidiary are required to be measured at their fair values. The previous HKAS 27 does not have specific requirements for such fair value measurements.

## 2. 採納全新及經修訂之香港財務報告準則 (續)

### (b) 綜合賬目

香港會計準則第27號(經修訂)「綜合及獨立財務報表」載有以下規定：

- 儘管會導致非控股權益出現虧絀結餘，全面收入總額應計入本公司擁有人及非控股股東。前香港會計準則第27號規定，超額虧損將分配予本公司擁有人，惟倘非控股股東擁有約束責任，並能夠作出額外投資彌補虧損則除外。
- 本公司於不會導致失去控制權之附屬公司擁有權權益變動計入權益交易(即以擁有人身分與擁有人進行之交易)。非控股權益之調整金額與已付或已收代價之公平值兩者間之任何差額將直接於權益確認，並由本公司擁有人分佔。前香港會計準則第27號並無有關該等交易之特別規定。
- 倘出售附屬公司導致失去控制權，出售代價及保留於該附屬公司之任何投資須按其公平值計量。前香港會計準則第27號並無有關該等公平值計量之特別規定。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 2. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (cont'd)

#### (c) Operating segments

HKFRS 8 "Operating Segments" requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker in order to allocate resources to the segment and to assess its performance. Previously, HKAS 14 "Segment Reporting" required an entity to identify two sets of segments (business and geographical), using a risks and rewards approach, with the entity's 'system of internal financial reporting to key management personnel' serving as the starting point for the identification of such segments. HKFRS 8 results in a redesignation of the Group's reportable segments, but has had no impact on the reported results or financial position of the Group. HKFRS 8 has been applied retrospectively.

The segment accounting policies under HKFRS 8 are stated in note 8 to the financial statements.

The Group has not applied the new HKFRSs that have been issued but are not yet effective. The Group has already commenced an assessment of the impact of these new HKFRSs but is not yet in a position to state whether these new HKFRSs would have a material impact on its results of operations and financial position.

### 3. SIGNIFICANT ACCOUNTING POLICIES

These financial statements have been prepared in accordance with HKFRSs, accounting principles generally accepted in Hong Kong and the applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and by the Hong Kong Companies Ordinance.

These financial statements have been prepared under the historical cost convention.

### 2. 採納全新及經修訂之香港財務報告準則 (續)

#### (c) 經營分部

香港財務報告準則第8號「經營分部」規定，經營分部須依從本集團組成部分之內部報告作為基準識別，該等內部報告乃定期由主要營運決策者審閱，以分配資源至分部及評估表現。過往，香港會計準則第14號「分部呈報」規定，實體須採用風險及回報法識別兩組分部（業務及地區），以該實體「向主要管理人員進行內部財務呈報之機制」作為識別該等分部之起點。採納香港財務報告準則第8號引致須重新劃分本集團之可呈報分部，惟對本集團已報告業績或財務狀況並無影響。香港財務報告準則第8號已追溯應用。

香港財務報告準則第8號分部會計政策載於財務報表附註8。

本集團並無採用已頒佈但尚未生效之新訂香港財務報告準則。本集團已開始評估採用此等新訂香港財務報告準則之影響，惟未能確定此等新訂香港財務報告準則會否對其營運業績及財務狀況產生重大影響。

### 3. 主要會計政策

此等財務報表乃根據香港財務報告準則、香港公認會計原則以及香港聯合交易所有限公司證券上市規則及香港公司條例中適用之披露規定而編製。

此等財務報表乃根據歷史成本法編製。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

The preparation of financial statements in conformity with HKFRSs requires the use of certain key assumptions and estimates. It also requires the Directors to exercise their judgements in the process of applying the accounting policies. The areas where assumptions and estimates are significant to these financial statements are disclosed in note 4 to the financial statements.

The significant accounting policies applied in the preparation of these financial statements are set out below.

#### (a) Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 30 June. Subsidiaries are entities over which the Group has control. Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group has control.

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date the control ceases.

The gain or loss on the disposal of a subsidiary that results in a loss of control represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that subsidiary and (ii) the Company's share of the net assets of that subsidiary plus any remaining goodwill relating to that subsidiary and any related accumulated exchange reserve.

Intragroup transactions, balances and unrealised profits are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

### 3. 主要會計政策(續)

編製符合香港財務報告準則之財務報表時，需要採用若干主要假設及估計，亦需要董事於應用會計政策過程中作出判斷。對此等財務報表而言屬重大之假設及估計，於財務報表附註4內披露。

於編製此等財務報表時採用之主要會計政策載列如下。

#### (a) 綜合賬目

綜合財務報表包括本公司及其附屬公司截至六月三十日止之財務報表。附屬公司指本集團具有控制權之實體。控制權指有權支配一間實體之財務及經營政策，並從其活動中獲得利益。當評估本集團是否具有控制權時會考慮到目前可行使或可兌換的潛在投票權的存在及影響。

附屬公司乃自控制權轉移至本集團之日期起綜合入賬，並在控制權終止之日起停止綜合入賬。

出售一間附屬公司而導致失去控制權之損益指(i)銷售代價公平值加保留於該附屬公司之任何投資公平值與(ii)本公司應佔該附屬公司資產淨值加有關該附屬公司之任何餘下商譽及任何相關累計匯兌儲備之間的差額。

集團內公司之間的交易、結餘及未變現溢利均予以對銷。除非該交易有證據證明所轉讓資產出現減值，否則未變現虧損亦予以對銷。附屬公司之會計政策已作出必要調整，以確保與本集團所採納之政策一致。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (a) Consolidation (cont'd)

Non-controlling interests represent the equity in subsidiaries not attributable, directly or indirectly, to the Company. Non-controlling interests are presented in the consolidated statement of financial position and consolidated statement of changes in equity within equity. Non-controlling interests are presented in the consolidated income statement and consolidated statement of comprehensive income as an allocation of profit or loss and total comprehensive income for the year between the non-controlling shareholders and owners of the Company.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling shareholders even if this results in the non-controlling interests having a deficit balance.

Changes in the Company's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions (i.e. transactions with owners in their capacity as owners). The carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Company.

In the Company's statement of financial position the investments in subsidiaries are stated at cost less allowance for impairment losses. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

### 3. 主要會計政策(續)

#### (a) 綜合賬目(續)

非控股權益指並非本公司直接或間接應佔之附屬公司權益。非控股權益於綜合財務狀況表及綜合權益變動表的權益內呈列。非控股權益於綜合收益表及綜合全面收入表呈列為本公司非控股股東與擁有人應佔年內溢利或虧損及年內全面收入總額之分配。

儘管會導致非控股權益出現虧絀結餘，其他全面收入各部分之損益應計入本公司擁有人及非控股股東。

本公司於不會導致失去控制權之附屬公司之擁有權益變動計入股權交易(即以擁有人身分與擁有人進行之交易)。控股權益及非控股權益之賬面值已經調整，以反映其於附屬公司之相關權益變動。非控股權益之調整金額與已付或已收代價之公平值兩者間之任何差額直接於權益確認，並由本公司擁有人分佔。

於本公司之財務狀況表內，於附屬公司之投資按成本扣除減值虧損撥備列賬。附屬公司之業績由本公司按已收及應收之股息為基準入賬。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (b) Business combination and goodwill

The acquisition method is used to account for the acquisition of a subsidiary in a business combination. The cost of acquisition is measured at the acquisition-date fair value of the assets given, equity instruments issued, liabilities incurred and contingent consideration. Acquisition-related costs are recognised as expenses in the periods in which the costs are incurred and the services are received. Identifiable assets and liabilities of the subsidiary in the acquisition are measured at their acquisition-date fair values.

The excess of the cost of acquisition over the Company's share of the net fair value of the subsidiary's identifiable assets and liabilities is recorded as goodwill. Any excess of the Company's share of the net fair value of the identifiable assets and liabilities over the cost of acquisition is recognised in consolidated profit or loss as a gain on bargain purchase which is attributed to the Company.

In a business combination achieved in stages, the previously held equity interest in the subsidiary is remeasured at its acquisition-date fair value and the resulting gain or loss is recognised in consolidated profit or loss. The fair value is added to the cost of acquisition to calculate the goodwill.

If the changes in the value of the previously held equity interest in the subsidiary were recognised in other comprehensive income (for example, available-for-sale investment), the amount that was recognised in other comprehensive income is recognised on the same basis as would be required if the previously held equity interest were disposed of.

### 3. 主要會計政策(續)

#### (b) 業務合併及商譽

於業務合併中所收購附屬公司按收購法入賬。收購成本按所付出資產、所發行的股本工具、所產生負債及或然代價於收購日期之公平值計量。收購相關成本於有關成本產生及獲提供有關服務期間確認為開支。被收購的附屬公司之可識別資產及負債按其於收購日期之公平值計量。

收購成本高於本公司應佔附屬公司之可識別資產及負債公平淨值之差額乃記錄為商譽。本公司應佔可識別資產及負債之公平淨值高於收購成本之差額，於綜合損益中確認為本公司應佔議價購買收益。

分階段進行業務合併時，過往持有之附屬公司股本權益按收購日期之公平值重新計量，據此產生之損益則於綜合損益內確認。於收購成本中加入公平值，以計算商譽。

倘過往持有之附屬公司股本權益價值變動於其他全面收入(如可供出售投資)確認，則於其他全面收入確認之款項按過往持有之股本權益已售出之情況下所規定相同基準確認。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (b) Business combination and goodwill (cont'd)

Goodwill is tested annually for impairment or more frequently if events or changes in circumstances indicate that it might be impaired. Goodwill is measured at cost less accumulated impairment losses. The method of measuring impairment losses of goodwill is the same as that of other assets as stated in the accounting policy (y) below. Impairment losses of goodwill are recognised in consolidated profit or loss and are not subsequently reversed. Goodwill is allocated to cash-generating units that are expected to benefit from the synergies of the acquisition for the purpose of impairment testing.

The non-controlling interests in the subsidiary are initially measured at the non-controlling shareholders' proportionate share of the net fair value of the subsidiary's identifiable assets and liabilities at the acquisition date.

#### (c) Associates

Associates are entities over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policies of an entity but is not control or joint control over those policies. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group has significant influence.

Investment in an associate is accounted for in the consolidated financial statements by the equity method and is initially recognised at cost. Identifiable assets and liabilities of the associate in an acquisition are measured at their fair values at the acquisition date. The excess of the cost of acquisition over the Group's share of the net fair value of the associate's identifiable assets and liabilities is recorded as goodwill. The goodwill is included in the carrying amount of the investment and is tested for impairment together with the investment at the end of each reporting period when there is objective evidence that the investment is impaired. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of acquisition is recognised in consolidated profit or loss.

### 3. 主要會計政策(續)

#### (b) 業務合併及商譽(續)

商譽每年一次或(如有任何事宜或情況變動顯示可能出現減值)多次作減值檢測。商譽按成本減累計減值虧損計量。計量商譽減值虧損之方法與下文會計政策(y)所載其他資產之減值虧損計量方法相同。商譽之減值虧損於綜合損益確認,其後不得撥回。減值檢測時,商譽乃分配予預期受惠於收購協同效應之現金產生單位。

非控股股東於附屬公司之權益初始按有關非控股股東於該附屬公司所佔之可識別資產及負債在收購日期之公平淨值之比例計量。

#### (c) 聯營公司

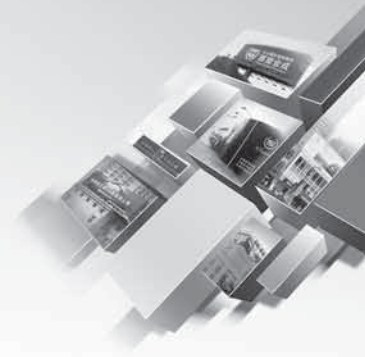
聯營公司為本集團對其有重大影響力之實體。重大影響力乃於有關實體之財務及營運政策擁有參與權而非對該等政策有控制或共同控制權。當評估本集團是否具有重大影響力時會考慮到目前可行使或可兌換之潛在投票權的存在及影響。

於聯營公司之投資按權益法於綜合財務報表列賬,並初步按成本確認。於收購時聯營公司之可識別資產及負債按其於收購日期之公平值計量。收購成本高於本集團應佔聯營公司之可識別資產及負債公平淨值之差額乃記錄為商譽。商譽計入投資賬面值,並於有客觀跡象顯示投資減值時在各報告期間結算日連同投資一併進行減值測試。本集團應佔可識別資產及負債之公平淨值高於收購成本之差額,於綜合損益中確認。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (c) Associates (cont'd)

The Group's share of an associate's post-acquisition profits or losses is recognised in consolidated profit or loss, and its share of the post-acquisition movements in reserves is recognised in the consolidated reserves. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate. If the associate subsequently reports profits, the Group resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

The gain or loss on the disposal of an associate that results in a loss of significant influence represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that associate and (ii) the Group's share of the net assets of that associate plus any remaining goodwill relating to that associate and any related accumulated exchange reserve.

Unrealised profits on transactions between the Group and its associates are eliminated to the extent of the Group's interests in the associates. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

### 3. 主要會計政策(續)

#### (c) 聯營公司(續)

本集團應佔聯營公司之收購後損益於綜合損益中確認，其應佔收購後之儲備變動則於綜合儲備中確認。收購後之累計變動於投資賬面值作調整。倘本集團應佔聯營公司虧損相等於或超逾其於聯營公司之權益（包括任何其他無抵押應收款項），則本集團不會進一步確認虧損，除非本集團代聯營公司承擔責任或支付款項。倘聯營公司其後錄得溢利，則本集團僅於其應佔溢利相等於其應佔未確認虧損後始恢復確認其應佔之該等溢利。

出售一間聯營公司而導致失去重大影響力之損益指(i)銷售代價公平值加保留於該聯營公司之任何投資公平值與(ii)本集團應佔該聯營公司資產淨值加有關該聯營公司之任何餘下商譽及任何相關累計匯兌儲備之差額。

本集團與其聯營公司進行交易之未變現溢利與本集團於聯營公司之權益對銷。除非該交易有證據證明所轉讓資產出現減值，否則未變現虧損亦予以對銷。聯營公司之會計政策已作出必要調整，以確保與本集團所採納政策一致。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (d) Foreign currency translation

##### (i) *Functional and presentation currency*

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Hong Kong dollars, which is the Company's functional and presentation currency.

##### (ii) *Transactions and balances in each entity's financial statements*

Transactions in foreign currencies are translated into the functional currency on initial recognition using the exchange rates prevailing on the transaction dates. Monetary assets and liabilities in foreign currencies are translated at the exchange rates at the end of each reporting period. Gains and losses resulting from this translation policy are recognised in profit or loss.

Non-monetary items that are measured at fair values in foreign currencies are translated using the exchange rates at the dates when the fair values are determined.

When a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. When a gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is recognised in profit or loss.

### 3. 主要會計政策(續)

#### (d) 外幣換算

##### (i) *功能及呈列貨幣*

本集團各實體之財務報表所列項目，均以該實體營運的基本經濟環境之貨幣(「功能貨幣」)計量。綜合財務報表乃以本公司之功能及呈列貨幣港元呈列。

##### (ii) *各實體財務報表之交易及結餘*

外幣交易均採用交易當日之匯率於首次確認時換算為功能貨幣。以外幣列值之貨幣資產及負債均按各報告期間結算日之匯率換算。因該換算政策而產生之溢利及虧損均計入損益內。

按公平值計量並以外幣列賬之非貨幣項目乃按釐定公平值當日匯率換算。

當非貨幣項目之收益或虧損於其他全面收入中確認，任何該項收益或虧損之匯兌成分均於其他全面收入中確認。當非貨幣項目之收益或虧損於損益中確認，任何該項收益或虧損之匯兌成分均於損益中確認。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (d) Foreign currency translation (cont'd)

##### (iii) Translation on consolidation

The results and financial position of all the Group entities that have a functional currency different from the Company's presentation currency are translated into the Company's presentation currency as follows:

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- Income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the transaction dates); and
- All resulting exchange differences are recognised in the exchange reserve.

On consolidation, exchange differences arising from the translation of the net investment in foreign entities and of borrowings are recognised in the exchange reserve. When a foreign operation is sold, such exchange differences are recognised in the consolidated profit or loss as part of the gain or loss on disposal.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

### 3. 主要會計政策(續)

#### (d) 外幣換算(續)

##### (iii) 綜合賬目之換算

倘本集團旗下所有實體之功能貨幣有別於本公司之呈列貨幣，則其業績及財務狀況須按以下方式換算為本公司之呈列貨幣：

- 各財務狀況報表之所呈列之資產及負債，按該財務狀況報表結算日之收市匯率換算；
- 各收益表所列之收入及開支按平均匯率換算，除非此平均匯率不足以合理概約反映於交易日期適用匯率之累計影響，則在此情況下，收入及開支則按交易日期之匯率換算；及
- 所有由此而產生之匯兌差額均於匯兌儲備內確認。

於綜合賬目時，因換算於海外實體之淨投資及借貸而產生之匯兌差額均於匯兌儲備內確認。當出售海外業務時，該等匯兌差額乃於綜合損益確認為出售溢利或虧損之一部分。

收購海外實體產生之商譽及公平值調整乃視為該海外實體之資產及負債處理，並按收市匯率換算。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

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

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are recognised in profit or loss during the period in which they are incurred.

Depreciation of property, plant and equipment is calculated at rates sufficient to write off their cost less their residual values over the estimated useful lives on a straight-line basis. The principal annual rates are as follows:

Computer equipment	9% – 20%
Furniture, fixtures and office equipment	9% – 20%
Leasehold improvements	20%
Motor vehicles	25%
Site equipment	30%

The residual values, useful lives and depreciation method are reviewed and adjusted, if appropriate, at the end of each reporting period.

Construction in progress represents buildings under construction and plant and machinery pending installation, and is stated at cost less impairment losses. Depreciation begins when the relevant assets are available for use.

The gain or loss on disposal of property, plant and equipment is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in profit or loss.

### 3. 主要會計政策(續)

#### (e) 物業、廠房及設備

物業、廠房及設備乃按成本減累計折舊及減值虧損列賬。

僅在與項目相關之日後經濟效益有可能流入本集團及能可靠計算項目成本之情況下，其後成本方會計入資產賬面值或確認為獨立資產(倘適用)。所有其他維修及保養於其產生期間在損益支銷。

物業、廠房及設備乃以直線法在估計可使用年期內，按足以撇銷其成本再減去其剩餘價值之折舊率計算折舊。主要年率如下：

電腦設備	9% – 20%
傢俬、裝置及辦公室設備	9% – 20%
租賃物業裝修	20%
汽車	25%
場地設備	30%

剩餘價值、可使用年期及折舊方法會於各報告期間結算日作出檢討及調整(倘適用)。

在建工程代表正在興建中之樓宇及廠房以及待安裝之機器，並列值為成本扣除減值虧損，於相關資產可供使用時開始折舊。

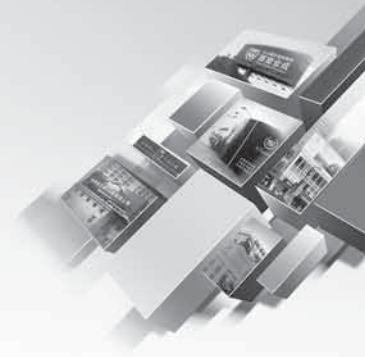
出售物業、廠房及設備之收益或虧損乃出售所得款項淨額與相關資產之賬面值兩者間之差額，並於損益內確認。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (f) Operating leases

Leases that do not substantially transfer to the Group all the risks and rewards of ownership of assets are accounted for as operating leases. Lease payments (net of any incentives received from the lessor) are recognised as an expense on a straight-line basis over the lease term.

#### (g) Club membership

Club membership with indefinite useful life is stated at cost less any impairment losses. Impairment is reviewed annually or when there is any indication that the club membership has suffered an impairment loss.

#### (h) Discontinued operation

A discontinued operation is a component of the Group, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which represents a separate major line of business or geographical area of operations, or is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations, or is a subsidiary acquired exclusively with a view to resale.

Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale in accordance with HKFRS 5, if earlier. It also occurs when the operation is abandoned.

When an operation is classified as discontinued, a single amount is presented in the income statement, which comprises:

- The post-tax profit or loss of the discontinued operation; and
- The post-tax gain or loss recognised on the measurement to fair value less costs to sell, or on the disposal, of the assets or disposal group constituting the discontinued operation.

### 3. 主要會計政策(續)

#### (f) 經營租賃

凡資產擁有權之絕大部份風險及回報並無轉移至本集團之租賃，一概列為經營租賃。租賃款項(扣除自出租人收取之任何賞金)須按直線法於租期內作為支銷確認。

#### (g) 會所會籍

擁有不確定可用年期之會所會籍按成本值減任何減值虧損列賬。減值每年或倘有跡象顯示會所會籍已蒙受減值虧損時進行檢測。

#### (h) 已終止經營業務

已終止經營業務為本集團之組成部分，其業務及現金流量可與本集團其他業務清晰劃分，並為個別業務或地區之獨立主要業務，或作為出售一項按業務或地區劃分之獨立主要業務之單一統籌計劃一部分，或為一間純粹為轉售而收購之附屬公司。

於業務被出售或符合根據香港財務報告準則第5號項下分類為持作出售之條件時(倘較早發生)會被分類為已終止經營業務，其亦於業務被放棄時進行分類。

倘業務分類為已終止經營，則會在收益表中按單一數額呈列，當中包括：

- 已終止經營業務之除稅後溢利或虧損；及
- 於計量構成已終止經營業務之資產或出售組別之公平值減銷售成本時或於出售時確認之稅後盈虧。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (i) Recognition and derecognition of financial instruments

Financial assets and financial liabilities are recognised in the statement of financial position when the Group becomes a party to the contractual provisions of the instruments.

Financial assets are derecognised when the contractual rights to receive cash flows from the assets expire; the Group transfers substantially all the risks and rewards of ownership of the assets; or the Group neither transfers nor retains substantially all the risks and rewards of ownership of the assets but has not retained control on the assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income is recognised in profit or loss.

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

#### (j) Trade and other receivables

Trade and other receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less allowance for impairment. An allowance for impairment of trade and other receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of receivables. The amount of the allowance is the difference between the receivables' carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate computed at initial recognition. The amount of the allowance is recognised in profit or loss.

### 3. 主要會計政策(續)

#### (i) 確認及終止確認金融工具

當本集團成為金融工具合約條文之一方時，金融資產及金融負債於財務狀況表內予以確認。

當收取資產現金流量之合約權利屆滿；本集團轉移資產所有權之絕大部分風險及回報；或本集團既不轉移亦不保留資產所有權之絕大部分風險及回報，但並無保留該資產控制權時，終止確認金融資產。於終止確認一項金融資產時，該資產賬面值與所收取及應收取之代價總額及已於其他全面收入內確認之累計收益或虧損之總和間之差額乃於損益內予以確認。

當有關合約所訂明之責任獲解除、註銷或屆滿時，則終止確認金融負債。已終止確認之金融負債賬面值與已付代價間之差額於損益內予以確認。

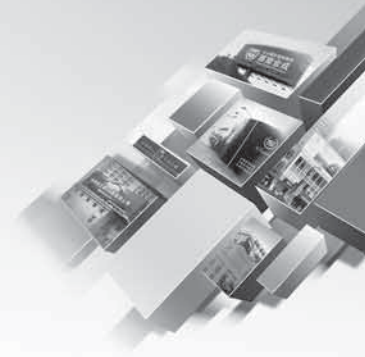
#### (j) 應收貿易款及其他應收款項

應收貿易款及其他應收款項乃未有在活躍市場報價而具有固定或可釐定款項的非衍生金融資產，並初步按公平值確認，其後則採用實際利率法以攤銷成本減去減值撥備計量。應收貿易款及其他應收款項減值撥備乃在有客觀跡象顯示本集團無法按應收款項之原有條款收回所有金額時作出。撥備金額為應收款項賬面值與估計日後現金流量現值(按初次確認時之實際利率貼現計算)間之差額。該撥備金額於損益中確認。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (j) Trade and other receivables (cont'd)

Impairment losses are reversed in subsequent periods and recognised in profit or loss when an increase in the receivables' recoverable amount can be related objectively to an event occurring after the impairment was recognised, subject to the restriction that the carrying amount of the receivables at the date the impairment is reversed shall not exceed what the amortised cost would have been had the impairment not been recognised.

#### (k) Cash and cash equivalents

For the purpose of the statement of cash flows, cash and cash equivalents represent cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term highly liquid investments which are readily convertible into known amounts of cash and subject to an insignificant risk of change in value. Bank overdrafts which 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.

#### (l) Financial liabilities and equity instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under HKFRSs. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

#### (m) Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred, and subsequently measured at amortised cost using the effective interest method.

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

### 3. 主要會計政策(續)

#### (j) 應收貿易款及其他應收款項(續)

於往後期間，當應收款項之可收回金額增加可客觀上與於確認減值後發生之事件有關時，則撥回減值虧損並在損益中確認，惟應收款項於減值被撥回日期之賬面值不得超過如並無確認減值時之攤銷成本。

#### (k) 現金及等同現金項目

就現金流量表而言，現金及等同現金項目即銀行及手頭現金、存於銀行及其他財務機構之活期存款以及可隨時轉換為已知數額現金且價值變動風險甚微之短期高流動性投資。按要求償還及組成本集團現金管理部分之銀行透支亦計入現金及等同現金項目部分。

#### (l) 金融負債及股本工具

金融負債及股本工具按所訂立合約安排的內容及香港財務報告準則中金融負債及股本工具之定義分類。股本工具指能證明擁有本集團在減除所有負債後資產中剩餘權益之任何合約。就特定金融負債及股本工具所採納之會計政策載於下文。

#### (m) 借貸

借貸初步按公平值扣除已產生之交易成本確認，其後採用實際利率法按攤銷成本計量。

借貸乃分類為流動負債，除非本集團獲賦予無條件權利將償還負債之期限遞延至呈報期之後至少12個月。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (n) Financial guarantee contract liabilities

Financial guarantee contract liabilities are measured initially at their fair values and are subsequently measured at the higher of:

- the amount of the obligations under the contracts, as determined in accordance with HKAS 37 “Provisions, Contingent Liabilities and Contingent Assets”; and
- the amount initially recognised less cumulative amortisation recognised in profit or loss on a straight-line basis over the terms of the guarantee contracts.

#### (o) Convertible loans

Convertible loans which entitle the holder to convert the loans into a fixed number of equity instruments at a fixed conversion price are regarded as compound instruments consist of a liability and an equity component. At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible debt. The difference between the proceeds of issue of the convertible loans and the fair value assigned to the liability component, representing the embedded option for the holder to convert the loans into equity of the Group, is included in equity as capital reserve. The liability component is carried as a liability at amortised cost using the effective interest method until extinguished on conversion or redemption.

Transaction costs are apportioned between the liability and equity components of the convertible loans based on their relative carrying amounts at the date of issue. The portion relating to the equity component is charged directly to equity.

### 3. 主要會計政策(續)

#### (n) 財務擔保合約負債

財務擔保合約負債初步按公平值計量，其後則按以下之較高者計量：

- 合約項下之責任金額，乃按香港會計準則第37號「撥備、或然負債及或然資產」釐定；及
- 初步確認之金額減於擔保合約期內按直線法基準於損益確認之累計攤銷。

#### (o) 可換股貸款

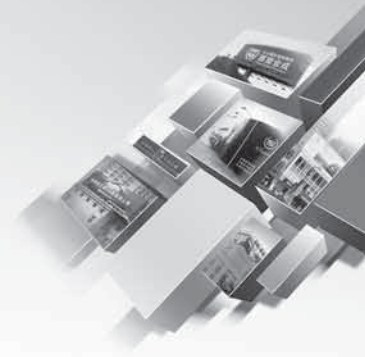
賦予持有人權利按固定兌換價將貸款兌換為固定數目的權益工具的可換股貸款乃由負債及權益部分組成的複合工具。於發行當日，負債部分之公平值乃按當時適用於類似非可換股債項之市場利率估計。發行可換股貸款之所得款項與劃定為負債部分之公平值之差額，即讓持有人可轉換貸款為本集團權益之購股權，乃計入權益(列作資本儲備)。負債部分使用實際利率法按撇銷成本列值，直至獲轉換或贖回時註銷為止。

交易成本乃根據可換股貸款之負債及權益部分於發行當日之賬面值按比例分攤。與權益部分有關之份額乃直接在權益中扣除。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (p) Trade and other payables

Trade and other payables are stated initially at their fair value and subsequently measured at amortised cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost.

#### (q) Equity instruments

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

#### (r) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and is recognised when it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably.

Outdoor media advertising and media related service income is recognised when the service is rendered.

Income from sales of properties is recognised when title has passed.

Rental income is recognised on straight-line basis over the lease term.

Interest income is recognised on a time-proportion basis using the effective interest method.

### 3. 主要會計政策(續)

#### (p) 應付貿易款及其他應付款項

應付貿易款及其他應付款項最初以公平值列賬，其後採用實際利率法按攤銷成本計量，除非折讓影響輕微，於此情況下則按成本列賬。

#### (q) 股本工具

本公司發行之股本工具按收取之所得款項減直接發行成本入賬。

#### (r) 收益確認

收益按已收或應收代價之公平值計量，並於經濟利益有可能流入本集團及收益額能夠可靠計量時確認。

戶外媒體廣告及媒體相關服務收入於提供服務時確認。

出售物業之收入於所有權轉移時確認。

租金收入以直線法按租期確認。

利息收入採用實際利率法按時間比例基準確認。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (s) Employee benefits

##### (i) Employee leave entitlements

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the end of the reporting period.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

##### (ii) Pension obligations

The Group contributes to defined contribution retirement schemes which are available to all employees. Contributions to the schemes by the Group and employees are calculated as a percentage of employees' basic salaries. The retirement benefit scheme cost charged to profit or loss represents contributions payable by the Group to the funds.

##### (iii) Termination benefits

Termination benefits are recognised when, and only when, the Group demonstrably commits itself to terminate employment or to provide benefits as a result of voluntary redundancy by having a detailed formal plan which is without realistic possibility of withdrawal.

#### (t) Share-based payments

The Group issues equity-settled share-based payments to certain Directors, employees and consultants. Equity-settled share-based payments are measured at fair value (excluding the effect of non market-based vesting conditions) of the equity instruments at the date of grant. 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 shares that will eventually vest and adjusted for the effect of non market-based vesting conditions.

### 3. 主要會計政策(續)

#### (s) 僱員福利

##### (i) 僱員年假

僱員可享有之年假及長期服務假期之權利乃於賦予僱員時確認。就僱員截至報告期間結算日之服務年期所享有年假及長期服務假期估計須承擔之負債作出撥備。

僱員可享有之病假及產假於休假時方予以確認。

##### (ii) 退休金責任

本集團為所有僱員提供定額供款退休計劃。本集團及僱員向計劃作出之供款乃根據僱員基本薪金之百分比計算。自損益扣除之退休福利計劃成本指本集團應付予有關基金之供款。

##### (iii) 離職福利

離職福利僅於本集團具備正式而詳細之計劃及不可能撤回計劃之情況下，明確顯示終止聘用或因採取自願離職措施而提供福利時，方予確認。

#### (t) 以股份為基礎之付款

本集團向若干董事、僱員及顧問發行以權益結算以股份為基礎之付款。以權益結算以股份為基礎之付款按股本工具於授出日期之公平值計量(不計入非按市場為基礎之歸屬條件之影響)。於以權益結算以股份為基礎之付款授出日期釐定之公平值，乃於歸屬期間按本集團估計最終歸屬之股份以直線法基準支銷，並以非按市場為基礎之歸屬條件之影響調整。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (u) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

To the extent that funds are borrowed generally and used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalisation is determined by applying a capitalisation rate to the expenditures on that asset. The capitalisation rate is the weighted average of the borrowing costs applicable to the borrowings of the Group that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset.

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

#### (v) Taxation

Income tax represents the sum of the current tax and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit recognised in profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

### 3. 主要會計政策(續)

#### (u) 借貸成本

與收購、建造或生產需要長時間方能達致計劃用途或推出銷售的合資格資產直接有關之借貸成本，均撥充為該等資產之部分成本，直至該等資產可作擬定用途或銷售時為止。特定借款於用以支付合資格資產之經費前作出之短暫投資所賺取投資收入，從合資格撥充資本之借貸成本中扣除。

倘所借取資金乃一般用作取得合資格資產，則合資格撥充資本之借貸成本款額乃使用該項資產開支之撥充資本比率釐定。撥充資本比率為適用於期內尚未償還之本集團借貸之加權平均借貸成本，惟指定用作獲取合資格資產之借貸除外。

所有其他借貸成本於其產生之期間內於損益確認。

#### (v) 稅項

所得稅指即期稅項及遞延稅項之總額。

即期應付稅項乃根據本年度之應課稅溢利計算。應課稅溢利與損益所載溢利有所不同，原因是其不包括於其他年度之應課稅或可予扣稅之收入或開支項目，同時亦不包括該等永遠毋須課稅或不可扣稅之項目。本集團有關即期稅項之負債乃採用於報告期間結算日前已頒佈或實際頒佈之稅率計算。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (v) Taxation (cont'd)

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. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences, unused tax losses or unused tax credits 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.

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

The carrying amount of deferred tax assets is reviewed at the end of each reporting period 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 is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised in profit or loss, except when it relates to items recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity.

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.

### 3. 主要會計政策(續)

#### (v) 稅項(續)

遞延稅項乃按在財務報表內資產與負債賬面值與用於計算應課稅溢利之相應稅基差額確認。遞延稅項負債一般乃就所有應課稅暫時差額確認入賬，而遞延稅項資產則會在預期應課稅溢利可供用作抵銷可予扣稅暫時差額、未動用稅項虧損或未動用稅項抵免可使用時確認入賬。倘暫時差額乃因商譽或因一項交易涉及之其他資產及負債進行初步確認時(不包括業務合併)產生，而該項交易不會影響應課稅溢利或會計溢利，則不會確認該等資產及負債。

遞延稅項負債將會就於附屬公司及聯營公司之投資產生之應課稅暫時差額確認入賬，惟倘本集團可控制暫時差額之撥回，並預期該暫時差額將不會在可見將來撥回者除外。

遞延稅項資產之賬面值乃於各報告期間結算日審閱，並調低至預期將不可能有充裕之應課稅溢利以收回所有或部分資產之程度。

遞延稅項乃根據於報告期末前已頒佈或實際頒佈之稅率，按預期在償還負債或變現資產期間適用之稅率計算。遞延稅項乃於損益中確認，惟倘其與其他全面收入中或直接自權益中確認之項目有關時，則在此情況下，遞延稅項亦會其他全面收入中或直接自權益中確認。

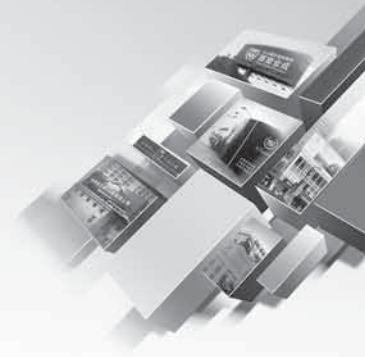
當可合法強制將即期稅項資產與即期稅項負債抵銷時，並且當彼等與同一稅務機關所徵收之所得稅有關且本集團擬按淨額基準結算其即期稅項資產及負債時，遞延稅項資產及負債乃互相對銷。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (w) Related parties

A party is related to the Group if:

- (i) directly or indirectly through one or more intermediaries, the party controls, is controlled by, or is under common control with, the Group; has an interest in the Group that gives it significant influence over the Group; or has joint control over the Group;
- (ii) the party is an associate;
- (iii) the party is a joint venture;
- (iv) the party is a member of the key management personnel of the Company or its parent;
- (v) the party is a close member of the family of any individual referred to in (i) or (iv);
- (vi) the party is an entity that is controlled, jointly controlled or significantly influenced by or for which significant voting power in such entity resides with, directly or indirectly, any individual referred to in (iv) or (v); or
- (vii) the party is a post-employment benefit plan for the benefit of employees of the Group, or of any entity that is a related party of the Group.

#### (x) Operating segments

Operating segments are identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker in order to allocate resources to the segment and to assess its performance.

### 3. 主要會計政策(續)

#### (w) 關連人士

下列人士被視為與本集團有關連：

- (i) 該人士直接或透過一個或以上中介機構間接控制本集團、被本集團控制或與本集團受到共同之控制；且於本集團擁有可對本集團行使重大影響力之權益；或對本集團擁有共同控制權；
- (ii) 該人士為聯繫人士；
- (iii) 該人士為合營公司；
- (iv) 該人士乃本公司或其母公司之主要管理人員；
- (v) 該人士乃(i)或(iv)中所述任何個別人士之近親；
- (vi) 該人士乃(iv)或(v)中所述任何個別人士直接或間接控制或共同控制，或該人士對其有重大影響力或重大投票權之實體；或
- (vii) 該人士乃本集團為僱員福利而設或與本集團有關連之任何實體為其僱員福利而設之離職後福利計劃。

#### (x) 經營分部

經營分部乃按照本集團組成部分之內部報告來劃分，內部報告由主要營運決策人定期審閱，以分配資源予分部以及評估分部表現。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (y) Impairment of assets

Intangible assets that have an indefinite useful life or not yet available for use are reviewed annually for impairment and are reviewed for impairment whenever events or changes in circumstances indicate the carrying amount may not be recoverable.

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets except goodwill and receivables 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 any impairment loss. 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.

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.

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, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

### 3. 主要會計政策(續)

#### (y) 資產減值

無限使用年期或尚未可供使用之無形資產每年均會進行減值測試，並每當有事件發生或環境出現變動顯示賬面值可能不可收回時檢討是否減值。

於各報告期間結算日，本集團審閱其有形及無形資產(商譽及應收款項除外)之賬面值，以確定有否任何跡象顯示該等資產出現減值虧損。倘若出現任何該等跡象，則估計資產之可收回金額，以釐定任何減值虧損之程度。倘若不可能估計個別資產之可收回金額，則本集團估計資產所屬現金產生單位之可收回金額。

可收回金額乃公平值減銷售成本與使用價值兩者中之較高者。在評估使用價值時，估計日後現金流按反映現時市場對該項資產之貨幣時值及風險之評估之稅前折現率折算成現值。

倘若資產或現金產生單位之可收回金額估計較其賬面值為少，則資產或現金產生單位之賬面值減少至其可收回金額。減值虧損即時於損益確認，惟相關資產以重估價值列賬除外，在此情況下，減值虧損按重估價值減少處理。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (y) Impairment of assets (cont'd)

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 (net of amortisation or depreciation) 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, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

#### (z) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a present legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditures expected to settle the obligation.

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

#### (aa) Events after the reporting period

Events after the reporting period that provide additional information about the Group's position at the end of the reporting period or those that indicate the going concern assumption is not appropriate are adjusting events and are reflected in the financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to the financial statements when material.

### 3. 主要會計政策(續)

#### (y) 資產減值(續)

倘其後撥回減值虧損，資產或現金產生單位之賬面值乃增加至經修訂之估計可收回金額，惟已增加賬面值並不過如過往年度並無確認資產或現金產生單位減值虧損而釐定之賬面值(扣除攤銷或折舊)。減值虧損撥回即時於損益確認，惟倘相關資產以重估價值列賬，在此情況下，減值虧損撥回則按重估價值增加處理。

#### (z) 撥備及或然負債

當本集團因過往事件須承擔現有之法律或推定責任，而履行責任時有可能導致經濟利益流出時，並已可靠估計責任金額之情況下，須對產生時間或金額皆不明確之負債確認撥備。倘貨幣時值重大，則撥備金額按預期用於履行該責任之支出之現值列賬。

倘不大可能導致經濟利益流出，或責任金額無法可靠估計，則有關責任披露為或然負債，除非經濟利益流出之可能性極低則另作別論。可能出現之責任，其是否存在將僅取決於日後是否會發生一宗或多宗事件，亦披露為或然負債，除非經濟利益流出之可能性極低。

#### (aa) 結算日後事項

提供有關本集團於報告期間結算日狀況之額外資料或顯示持續經營假設並不適用之結算日後事項均屬於調整事項，並於財務報表內反映。並非調整事項之重大結算日後事項則於財務報表附註中披露。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



#### 4. CRITICAL JUDGEMENTS AND KEY ESTIMATES

##### Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

##### (a) Property, plant and equipment and depreciation

The Group determines the estimated useful lives, residual values and related depreciation charges for the Group's property, plant and equipment. This estimate is based on the historical experience of the actual useful lives and residual values of property, plant and equipment of similar nature and functions. The Group will revise the depreciation charge where useful lives and residual values are different to those previously estimated, or it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or sold.

##### (b) Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating unit to which goodwill has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. The carrying amount of goodwill at the end of the reporting period was approximately HK\$5,245,000 after an impairment loss of approximately HK\$22,923,000 recognised during the year ended 30 June 2009. Details of the impairment loss calculation are provided in note 18 to financial statements.

##### (c) Income taxes

The Group is subject to income taxes in several jurisdictions. Significant estimates are required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

#### 4. 重大判斷及主要估計

##### 估計不明朗因素之主要來源

有極大風險導致下一個財政年度內資產與負債賬面值出現重大調整之有關未來之主要假設，以及於報告期間結算日估計不明朗因素之其他主要來源均於下文論述。

##### (a) 物業、廠房及設備及折舊

本集團就物業、廠房及設備釐定估計可使用年期、剩餘價值及相關折舊開支。該估計乃根據性質及功能相近之物業、廠房及設備實際可使用年期及剩餘價值之過往經驗而作出。倘可使用年期及剩餘價值有別於過往之估計，本集團會調整折舊開支，或將已報廢或出售之技術上過時或非策略資產撇銷或撇減。

##### (b) 商譽減值

釐定商譽有否減值需估計獲分配商譽之現金生單位之使用價值。在計算使用價值時，本集團需估計該現金產生單位產生之未來現金流量，並以適當之貼現率計算其現值。截至二零零九年六月三十日止年度內減值虧損約22,923,000港元獲確認後，於報告期末之商譽賬面值為約5,245,000港元。計算減值虧損之詳情載於財務報表附註18。

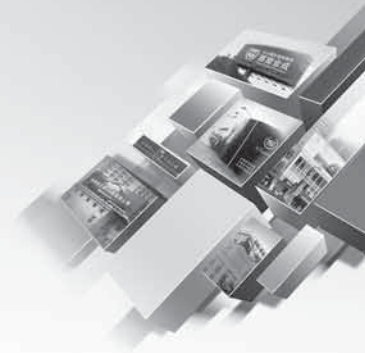
##### (c) 所得稅

本集團須繳納多個司法權區之所得稅。於釐定所得稅撥備時，須作出重大估計。眾多交易及釐定最終稅項之計算方式於日常業務中存在不確定因素。倘該等事宜之最終稅務結果有別於初步入賬金額，則有關差異將影響作出釐定期間之所得稅及遞延稅項撥備。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



#### 4. CRITICAL JUDGEMENTS AND KEY ESTIMATES (cont'd)

##### Key sources of estimation uncertainty (cont'd)

##### (d) Impairment loss for bad and doubtful debts

The Group makes impairment loss for bad and doubtful debts based on assessments of the recoverability of the trade and other receivables, including the current creditworthiness and the past collection history of each debtor. Impairments arise where events or changes in circumstances indicate that the balances may not be collectible. The identification of bad and doubtful debts requires the use of judgement and estimates. Where the actual result is different from the original estimate, such difference will impact the carrying value of the trade and other receivables and doubtful debt expenses in the year in which such estimate has been changed.

#### 5. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: foreign currency risk, credit risk, liquidity risk and interest rate risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

##### (a) Foreign currency risk

The Group has minimal exposure to foreign currency risk as most of its business transactions, assets and liabilities are principally denominated in Hong Kong dollars and Renminbi ("RMB") which are the functional currencies of the principal operating entities of the Group. The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

##### (b) Credit risk

The carrying amount of the bank and cash balances and trade and other receivables included in the statement of financial position represents the Group's maximum exposure to credit risk in relation to the Group's financial assets.

#### 4. 重大判斷及主要估計(續)

##### 估計不明朗因素之主要來源(續)

##### (d) 呆壞賬減值虧損

本集團按照應收貿易款及其他應收款項之可收回程度評估作出呆壞賬減值虧損，包括各債務人當時之信譽及過往收款記錄。倘事件或情況有變顯示可能未能收回餘額，則會出現減值。識別呆壞賬必須使用判斷及估計。倘實際結果與原先估計不同，則有關差異將影響有關估計有變之年內應收貿易款及其他應收款項以及呆賬開支賬面值。

#### 5. 財務風險管理

本集團之業務承受各種財務風險：外匯風險、信貸風險、流動資金風險及利率風險。本集團之整體風險管理計劃針對金融市場之難以預測特性，並尋求將對本集團之財務表現產生之潛在不利影響減至最低。

##### (a) 外匯風險

本集團大部份業務交易、資產及負債主要以本集團主要營運實體之功能貨幣港元及人民幣計量，故本集團面對之外匯風險甚微。本集團目前並無就外幣交易、資產及負債制定外匯對沖政策。本集團將密切監察其外匯風險，並考慮於需要時對沖重大外匯風險。

##### (b) 信貸風險

計入財務狀況表之銀行及現金結存以及應收貿易款及其他應收款項之賬面值為本集團有關金融資產面對之最高信貸風險。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 5. FINANCIAL RISK MANAGEMENT (cont'd)

#### (b) Credit risk (cont'd)

The Group has no significant concentrations of credit risk.

It has policies in place to ensure that sales are made to customers with an appropriate credit history.

The credit risk on bank and cash balances is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

The Group's credit risk is primarily attributable to its trade and other receivables. In order to minimise credit risk, the Directors review the recoverable amount of each individual debt regularly to ensure that adequate impairment losses are recognised for irrecoverable debts. In this regard, the Directors consider that the Group's credit risk is significantly reduced.

#### (c) 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.

The maturity analysis of the Group's financial liabilities is as follows:

### 5. 財務風險管理(續)

#### (b) 信貸風險(續)

本集團並無高度集中信貸風險。

本集團設有既定政策以確保向具適當信貸記錄之客戶進行銷售。

銀行及現金結存之信貸風險有限，原因是交易對手均為由國際信用評級機構評定具有高信用等级之銀行。

本集團之信貸風險主要存在於應收貿易款及其他應收款項。董事定期檢討各個別貿易債務之可收回金額，並確保已就不可收回債務充分確認減值虧損，以盡量減低信貸風險。因此，管理層認為本集團之信貸風險大幅減少。

#### (c) 流動資金風險

本集團之政策為定期監察目前及預期之流動資金需求，從而確保本集團維持足夠現金儲備以應付其短期及長期的流動資金需求。

本集團金融負債之到期分析如下：

		Less than 1 year 少於一年 HK\$'000 千港元	Between 1 and 2 years 一至兩年 HK\$'000 千港元
<b>At 30 June 2010</b>	<b>於二零一零年六月三十日</b>		
Trade and other payables	應付貿易款及其他應付款項	<b>7,431</b>	—
Borrowings	借貸	<b>1,695</b>	—
Convertible loans	可換股貸款	<b>392</b>	<b>10,192</b>
<b>At 30 June 2009</b>	<b>於二零零九年六月三十日</b>		
Trade and other payables	應付貿易款及其他應付款項	23,972	492
Borrowings	借貸	4,413	11,208

# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 5. FINANCIAL RISK MANAGEMENT (cont'd)

#### (d) Interest rate risk

The Group's convertible loans bear interest at fixed interest rate and therefore is subject to fair value interest rate risks.

Except as stated above, the Group has no other significant interest-bearing assets and liabilities, the Group's income and operating cash flows are substantially independent of changes in market interest rates.

#### (e) Categories of financial instruments at 30 June 2010

### 5. 財務風險管理(續)

#### (d) 利率風險

本集團之可換股貸款按固定利率計息，因而須面對公平值利率風險。

除上文所述者外，本集團並無其他重大附息資產及負債，本集團的收入及經營活動產生之現金基本與市場利率變動無關。

#### (e) 於二零一零年六月三十日金融工具之分類

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
<b>Financial assets:</b>	<b>金融資產：</b>		
Loans and receivables (including cash and cash equivalents)	貸款及應收款項(包括現金及等同現金項目)	63,754	88,582
<b>Financial liabilities:</b>	<b>金融負債：</b>		
Financial liabilities at amortised cost	按攤銷成本計量之金融負債	19,038	37,877

#### (f) Fair values

Except as disclosed in Note 25 to the financial statements, the carrying amounts of the Group's financial assets and financial liabilities as reflected in the consolidated statement of financial position approximate their respective fair values.

#### (f) 公平值

除財務報表附註25所披露外，本集團於綜合財務狀況表內反映之金融資產及金融負債之賬面值與其各自之公平值相若。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 6. TURNOVER

The Group's turnover which represents sales of properties, property rental income and revenue from provision of outdoor media advertising and media related services are as follows:

### 6. 營業額

本集團之營業額指出售物業、物業租金收入以及來自提供戶外媒體廣告及媒體相關服務收益如下：

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Sales of properties	出售物業	–	6,993
Property rental income	物業租金收入	–	2,191
Outdoor media advertising and media related service income	戶外媒體廣告及媒體相關服務收入	<b>25,101</b>	38,344
		<b>25,101</b>	47,528
Representing:	來自：		
Continuing operations	持續經營業務	<b>23,698</b>	37,681
Discontinued operations (note 11)	已終止經營業務(附註11)	<b>1,403</b>	9,847
		<b>25,101</b>	47,528

### 7. OTHER INCOME

### 7. 其他收入

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Accruals written back	撥回應計費用	–	951
Bad debt recovered	收回壞賬	<b>4,946</b>	2,000
Bank interest income	銀行利息收入	<b>2</b>	19
Guaranteed income related to investment property	有關投資物業之保證收入	–	2,271
Other interest income	其他利息收入	<b>1,343</b>	439
Referral income	轉介收入	–	500
Sundry income	雜項收入	<b>65</b>	33
		<b>6,356</b>	6,213
Representing:	來自：		
Continuing operations	持續經營業務	<b>6,353</b>	3,775
Discontinued operations (note 11)	已終止經營業務(附註11)	<b>3</b>	2,438
		<b>6,356</b>	6,213



# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 8. SEGMENT INFORMATION

The Group has four reportable segments as follows:

Media and advertising – PRC	– Provision of media and advertising services in the People's Republic of China (the "PRC")
Television advertising – Hong Kong	– Provision of television advertising services in Hong Kong (discontinued operation)
Media related	– Provision of media related services
Property investment	– Investments in properties for leasing and trading (discontinued operation)

The Group's reportable segments are strategic business units that offer different products and services. They are managed separately because each business requires different technology and marketing strategies.

The accounting policies of the operating segments are the same as those described in note 3 to the financial statements. Segment profits or losses do not include other income, finance costs, impairment of goodwill, income tax expense and corporate administrative and other operating expenses. Segment assets do not include club membership, goodwill and other assets for general administrative use. Segment liabilities do not include current tax liabilities, convertible loans and other liabilities for general administrative use.

### 8. 分部資料

本集團四個可呈報分部如下：

媒體及廣告 – 中國	– 於中華人民共和國（「中國」）提供媒體及廣告服務
電視廣告 – 香港	– 於香港提供電視廣告服務（已終止經營業務）
媒體相關	– 提供媒體相關服務
物業投資	– 物業投資於物業以用作租賃及買賣（已終止經營業務）

本集團可呈報分部乃策略業務單位，提供不同產品及服務。由於各業務需要不同技術及市場策略，因而分開管理。

經營分部之會計政策與財務報表附註3所述會計政策相同。分部溢利或虧損並不包括其他收入、融資成本、商譽減值、所得稅開支及公司行政及其他經營開支。分部資產並不包括會所會籍、商譽及作一般行政用途之其他資產。分部負債並不包括即期稅項負債、可換股貸款及作一般行政用途之其他負債。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 8. SEGMENT INFORMATION (cont'd)

Information about reportable segment profit or loss, assets and liabilities:

### 8. 分部資料(續)

有關可呈報分部溢利或虧損、資產及負債之資料：

		Media and advertising – PRC 媒體及廣告 – 中國 HK\$'000 千港元	Media related 媒體相關 HK\$'000 千港元	Total continuing operations 持續經營 業務總額 HK\$'000 千港元	Television advertising – Hong Kong 電視廣告 – 香港 HK\$'000 千港元	Property investment 物業投資 HK\$'000 千港元	Total discontinued operations 已終止經營 業務總額 HK\$'000 千港元	Total Total 合計 HK\$'000 千港元
<b>Year ended 30 June 2010</b>	<b>截至二零一零年 六月三十日止年度</b>							
Revenue from external customers	來自外界客戶之收益	23,633	65	23,698	1,403	–	1,403	25,101
Segment loss	分部虧損	(7,497)	(696)	(8,193)	(1,185)	–	(1,185)	(9,378)
Interest revenue	利息收入	2	–	2	–	–	–	2
Depreciation and amortisation	折舊及攤銷	14	–	14	100	–	100	114
Income tax credit	所得稅抵免	(28)	–	(28)	–	–	–	(28)
Additions to segment non-current assets	添置分部非流動 資產	–	–	–	135	–	135	135
<b>As at 30 June 2010</b>	<b>於二零一零年六月三十日</b>							
Segment assets	分部資產	35,081	–	35,081	–	–	–	35,081
Segment liabilities	分部負債	8,666	–	8,666	–	–	–	8,666

# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 8. SEGMENT INFORMATION (cont'd)

Information about reportable segment profit or loss, assets and liabilities: (cont'd)

### 8. 分部資料(續)

有關可呈報分部溢利或虧損、資產及負債之資料：(續)

		Media and advertising – PRC 媒體及廣告 —中國 HK\$'000 千港元	Media related 媒體相關 HK\$'000 千港元	Total continuing operations 持續經營 業務總額 HK\$'000 千港元	Television advertising – Hong Kong 電視廣告 —香港 HK\$'000 千港元	Property investment 物業投資 HK\$'000 千港元	Total discontinued operations 已終止經營 業務總額 HK\$'000 千港元	Total Total 合計 HK\$'000 千港元
<b>Year ended 30 June 2009</b>	<b>截至二零零九年 六月三十日止年度</b>							
Revenue from external customers	來自外界客戶之收益	37,681	–	37,681	663	9,184	9,847	47,528
Segment profit/(loss)	分部溢利/(虧損)	14,860	(5,135)	9,725	(3,757)	(16,294)	(20,051)	(10,326)
Interest revenue	利息收入	6	–	6	–	124	124	130
Depreciation and amortisation	折舊及攤銷	9	–	9	228	9	237	246
Income tax expense/(credit)	所得稅開支/(抵免)	2,319	–	2,319	–	(2,988)	(2,988)	(669)
Other material non-cash items:	其他重大非現金項目：							
Impairment of goodwill	商譽減值	–	22,923	22,923	–	–	–	22,923
Fair value loss on investment property	投資物業之公平值 虧損	–	–	–	–	18,169	18,169	18,169
Additions to segment non-current assets	添置分部非流動 資產	17	–	17	1,402	8,502	9,904	9,921
<b>As at 30 June 2009</b>	<b>於二零零九年六月三十日</b>							
Segment assets	分部資產	56,258	–	56,258	1,239	53	1,292	57,550
Segment liabilities	分部負債	23,471	–	23,471	840	62	902	24,373

# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 8. SEGMENT INFORMATION (cont'd)

Reconciliations of reportable segment revenue, profit or loss, assets and liabilities:

### 8. 分部資料(續)

可呈報分部收益、溢利或虧損、資產及負債之對賬：

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
<b>Revenue</b>	<b>收益</b>		
Total revenue of reportable segments	可呈報分部之總收益	25,101	47,528
Elimination of discontinued operations	對銷已終止經營業務	(1,403)	(9,847)
Consolidated revenue	綜合收益	23,698	37,681
<b>Profit or loss</b>	<b>溢利或虧損</b>		
Total profit or loss of reportable segments	可呈報分部之溢利或虧損總額	(9,378)	(10,326)
Other profit or loss	其他溢利或虧損	(13,978)	(14,727)
Gain/(loss) on disposal of subsidiaries	出售附屬公司收益/(虧損)	12,023	(1,980)
Impairment loss on goodwill	商譽減值	-	(22,923)
Elimination of discontinued operations	對銷已終止經營業務	(10,840)	16,614
Consolidated loss for the year from continuing operations	年內來自持續經營業務之綜合虧損	(22,173)	(33,342)
<b>Assets</b>	<b>資產</b>		
Total assets of reportable segments	可呈報分部之總資產	35,081	57,550
Goodwill	商譽	5,245	5,245
Club membership	會所會籍	150	-
Other assets	其他資產	53,542	48,462
Consolidated total assets	綜合總資產	94,018	111,257
<b>Liabilities</b>	<b>負債</b>		
Total liabilities of reportable segments	可呈報分部之總負債	8,666	24,373
Current tax liabilities	即期稅項負債	2,320	2,273
Convertible loans	可換股貸款	9,912	-
Other liabilities	其他負債	7,332	21,077
Consolidated total liabilities	綜合總負債	28,230	47,723

# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 8. SEGMENT INFORMATION (cont'd)

#### Geographical information:

### 8. 分部資料(續)

#### 地區資料：

		Revenue		Non-current assets	
		收益		非流動資產	
		2010	2009	2010	2009
		二零一零年	二零零九年	二零一零年	二零零九年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Hong Kong	香港	1,468	9,847	6,119	5,583
PRC except Hong Kong	中國(香港除外)	23,633	37,681	29	43
Discontinued operations	已終止經營業務	(1,403)	(9,847)	–	1,175
Consolidated total	綜合總額	23,698	37,681	6,148	6,801

In presenting the geographical information, revenue is based on the locations of the customers.

於呈列地區資料時，收益乃按客戶所在地點為準。

#### Revenue from major customers:

#### 來自主要客戶之收益：

		2010	2009
		二零一零年	二零零九年
		HK\$'000	HK\$'000
		千港元	千港元
Media and advertising – PRC segment	媒體廣告—中國分部		
Customer a	客戶甲	5,971	–
Customer b	客戶乙	3,417	–
Customer c	客戶丙	2,890	–
Customer d	客戶丁	–	6,793
Customer e	客戶戊	–	6,268
Property investment segment (discontinued operation)	物業投資分部 (已終止經營業務)		
Customer f	客戶己	–	6,993

# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 9. FINANCE COSTS

### 9. 融資成本

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Interest on convertible loans	可換股貸款利息	139	–
Interest on other loans and advances	其他貸款及墊款利息	386	520
Interest and charges on bank loans and advances	銀行貸款及墊款利息及費用	20	19
		<b>545</b>	539
Representing:	來自：		
Continuing operations	持續經營業務	544	531
Discontinued operations (note 11)	已終止經營業務(附註11)	1	8
		<b>545</b>	539

### 10. INCOME TAX EXPENSE/(CREDIT)

### 10. 所得稅開支/(抵免)

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Current tax – Hong Kong Profits Tax Provision for the year	即期稅項 — 香港利得稅 年內撥備	66	–
Current tax – PRC enterprise income tax and land appreciation tax Provision for the year	即期稅項 — 中國企業所得稅及 土地增值稅 年內撥備	46	3,873
Overprovision in prior years	過往年度超額撥備	(74)	–
		<b>(28)</b>	3,873
Deferred tax	遞延稅項	–	(4,542)
Income tax expense/(credit)	所得稅開支/(抵免)	<b>38</b>	(669)
Representing:	來自：		
Continuing operations	持續經營業務	38	2,319
Discontinued operations (note 11)	已終止經營業務(附註11)	–	(2,988)
		<b>38</b>	(669)

# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 10. INCOME TAX EXPENSE/(CREDIT) (cont'd)

Hong Kong Profits Tax has been provided at a rate of 16.5% on the estimated assessable profit for the year ended 30 June 2010. No provision for Hong Kong Profits Tax has been made for the year ended 30 June 2009 as the Group did not generate any assessable profits arising in Hong Kong during that year.

PRC enterprise income tax is calculated at a statutory rate of 25% of the taxable income from operations of the Company's subsidiaries carried on in the PRC as determined in accordance with the relevant income tax rules and regulations of the PRC during the year.

PRC land appreciation tax is levied, in accordance with the land appreciation tax law of the PRC, on the properties held by the Group for sale in the PRC and is charged at progressive rates ranging from 30% to 60% on the appreciated amount.

The reconciliation between the income tax expense/(credit) and the product of loss before tax multiplied by the Hong Kong Profits Tax rate is as follows:

### 10. 所得稅開支／(抵免)(續)

香港利得稅已按截至二零一零年六月三十日止年度之估計應課稅溢利以稅率16.5%撥備。由於本集團於截至二零零九年六月三十日止年度並無於香港產生任何應課稅溢利，故並無就該年度撥備香港利得稅。

中國企業所得稅乃按來自本公司附屬公司於中國進行業務之應課稅收入(根據年內中國相關所得稅規則及法規釐定)以法定稅率25%計算。

中國土地增值稅乃根據中國土地增值稅法就本集團持有以供在中國出售之物業徵收，並按增值額以介乎30%至60%之累進稅率計算。

所得稅開支／(抵免)與除稅前虧損乘以香港利得稅稅率所得積數之對賬如下：

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Loss before tax	除稅前虧損		
Continuing operations	持續經營業務	<b>(22,135)</b>	(31,023)
Discontinued operations (note 11)	已終止經營業務(附註11)	<b>(1,183)</b>	(17,622)
		<b>(23,318)</b>	(48,645)
Tax at the domestic income tax rate of 16.5%	按本地所得稅稅率16.5%徵稅	<b>(3,847)</b>	(8,026)
Tax effect of income that is not taxable	毋須課稅收入之稅務影響	<b>(1)</b>	(1,513)
Tax effect of expenses that are not deductible	不可扣稅開支之稅務影響	<b>914</b>	6,386
Tax effect of temporary differences not recognised	未確認暫時差額之稅務影響	<b>(15)</b>	(122)
Tax effect of utilisation of tax losses not previously recognised	動用過去未確認稅務虧損之稅務影響	<b>(5)</b>	(81)
Tax effect of tax losses not recognised	未確認稅務虧損之稅務影響	<b>3,282</b>	3,403
Overprovision in prior years	過往年度超額撥備	<b>(74)</b>	-
Effect of different tax rates of subsidiaries	附屬公司不同稅率之影響	<b>(216)</b>	(716)
Income tax expense/(credit)	所得稅開支／(抵免)	<b>38</b>	(669)

# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 10. INCOME TAX EXPENSE/(CREDIT) (cont'd)

At the end of the reporting period, the Group has unused tax losses of approximately HK\$135,634,000 (2009: approximately HK\$123,865,000) available for offset against future profits. No deferred tax asset has been recognised due to the unpredictability of future profit streams. Included in unrecognised tax losses are losses of HK\$7,583,000 (2009: HK\$Nil) that will expire in 2015. Other tax losses may be carried forward indefinitely.

At the end of the reporting period, the aggregate amount of temporary differences associated with undistributed earnings of subsidiaries for which deferred tax liabilities have not been recognised is approximately HK\$1,794,000 (2009: HK\$9,266,000). No deferred tax liabilities have been recognised in respect of these differences because the Group is in a position to control the dividend policies of these subsidiaries and it is probable that such differences will not reverse in the foreseeable future.

### 11. DISCONTINUED OPERATIONS

#### (a) Property investment segment

Pursuant to an agreement dated 26 November 2008 entered into between Welchem Development Limited ("Welchem"), a subsidiary of the Company, and an independent third party, Welchem disposed of 100% interest in a wholly-owned subsidiary, First Union Limited ("First Union").

First Union held 100% interest in a sino-foreign equity joint venture, 北京光訊投資管理顧問有限公司 ("北京光訊"), established in the PRC. 北京光訊 was engaged in the property investment during the year ended 30 June 2009. The disposal was completed on 3 April 2009 and the Group discontinued its property investment business.

### 10. 所得稅開支／(抵免)(續)

於報告期間結算日，本集團有未動用稅項虧損約 135,634,000 港元（二零零九年：約 123,865,000 港元），可供用作抵銷未來溢利。由於未來溢利來源難以預計，故並無確認遞延稅項資產。未確認稅項虧損包括將於二零一五年屆滿之虧損 7,583,000 港元（二零零九年：零港元）。其他稅項虧損可無限期結轉。

於報告期間結算日，與該等並無確認遞延稅項負債之附屬公司之未分配盈利有關之暫時差額總額約 1,794,000 港元（二零零九年：9,266,000 港元）。由於本集團有權控制該等附屬公司之股息政策，且有關差額或將不會於可見將來撥回，故並無就該等差額確認遞延稅項負債。

### 11. 已終止經營業務

#### (a) 物業投資分部

根據本公司附屬公司華綽發展有限公司（「華綽」）與一名獨立第三方於二零零八年十一月二十六日所訂立之協議，華綽出售全資附屬公司壹聯有限公司（「壹聯」）全部權益。

壹聯持有於中國成立之中外合資企業北京光訊投資管理顧問有限公司（「北京光訊」）全部權益。北京光訊於截至二零零九年六月三十日止年度從事物業投資業務。出售已於二零零九年四月三日完成，而本集團已終止其物業投資業務。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 11. DISCONTINUED OPERATIONS (cont'd)

#### (b) Television advertising – Hong Kong segment

Pursuant to an agreement dated 27 August 2009 entered into between a subsidiary of the Company, China New Media Company Limited (“China New Media”) and a wholly-owned subsidiary of a related company, China New Media disposed of 4% interests in a subsidiary, iKanTV Limited (“iKanTV”) at a consideration of approximately HK\$9,200,000. The Group recorded a gain of approximately HK\$12,023,000.

iKanTV held 51% interest in HD Production Limited (“HD Production”), established in Hong Kong. iKanTV and HD Production were engaged in the provision of television advertising services in Hong Kong during the year. The disposal was completed on 30 September 2009 and the Group discontinued its operation of provision of television advertising services in Hong Kong.

The profit/(loss) for the year from the discontinued operations is analysed as follows:

### 11. 已終止經營業務(續)

#### (b) 電視廣告－香港分部

根據本公司附屬公司中國新媒體有限公司(「中國新媒體」)與關連公司之全資附屬公司於二零零九年八月二十七日所訂立之協議，中國新媒體出售附屬公司愛看電視有限公司(「愛看電視」)4%權益，代價約9,200,000港元。本集團錄得收益約12,023,000港元。

愛看電視持有於香港成立之高清廣播制作有限公司(「高清廣播制作」)51%權益。愛看電視及高清廣播制作於年內在香港提供電視廣告服務。出售已於二零零九年九月三十日完成，本集團已終止其於香港提供電視廣告服務之業務。

年內來自已終止經營業務溢利/(虧損)之分析如下：

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Loss of discontinued operations	已終止經營業務虧損	(1,183)	(14,634)
Gain/(loss) on disposal of discontinued operations (note 29(a))	出售已終止經營業務之收益/(虧損) (附註29(a))	12,023	(1,980)
		<b>10,840</b>	<b>(16,614)</b>

# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 11. DISCONTINUED OPERATIONS (cont'd)

The results of the discontinued operations for the period from 1 July 2009 to 30 September 2009, which have been included in the consolidated profit or loss, are as follows:

### 11. 已終止經營業務(續)

以下為已終止經營業務由二零零九年七月一日至二零零九年九月三十日期間已計入綜合損益之業績：

		Period from 1 July 2009 to 30 September 2009 由二零零九年 七月一日至 二零零九年 九月三十日期間 HK\$'000 千港元	Year ended 30 June 2009 截至 二零零九年 六月三十日 止年度 HK\$'000 千港元
Turnover	營業額	1,403	9,847
Direct costs	直接成本	(822)	(6,152)
Gross profit	毛利	581	3,695
Other income	其他收入	3	2,438
Fair value loss on investment property	投資物業公平值虧損	–	(18,169)
Administrative and other operating expenses	行政及其他營運開支	(1,766)	(5,578)
Loss from operations	經營虧損	(1,182)	(17,614)
Finance costs	融資成本	(1)	(8)
Loss before tax	除稅前虧損	(1,183)	(17,622)
Income tax credit	所得稅抵免	–	2,988
Loss for the period/year	期/年內虧損	(1,183)	(14,634)

During the year, the disposed subsidiaries received approximately HK\$1,397,000 (2009: paid HK\$6,023,000) in respect of operating activities and paid approximately HK\$135,000 (2009: HK\$2,301,000) in respect of investing activities. During the year ended 30 June 2009, the disposed subsidiaries received approximately HK\$2,706,000 in respect of financing activities.

No tax charge or credit arose on gain/(loss) on disposal of the discontinued operations.

年內，出售附屬公司已就經營活動收取約1,397,000港元(二零零九年：支付6,023,000港元)，及就投資活動支付約135,000港元(二零零九年：2,301,000港元)。截至二零零九年六月三十日止年度，出售附屬公司就融資活動收取約2,706,000港元。

出售已終止經營業務之收益/(虧損)並無產生稅項開支或抵免。

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For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 12. LOSS FOR THE YEAR

The Group's loss for the year is stated after charging the following:

### 12. 年內虧損

本集團之年內虧損已扣除下列各項：

		Continuing operations		Discontinued operations		Total	
		持續經營業務		已終止經營業務		合計	
		2010	2009	2010	2009	2010	2009
		二零一零年	二零零九年	二零一零年	二零零九年	二零一零年	二零零九年
		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
Depreciation	折舊	203	163	100	236	303	399
Staff costs including Directors' emoluments	員工成本，包括董事酬金						
Salaries, bonus and allowances	薪金、花紅及津貼	4,031	5,591	679	2,132	4,710	7,723
Retirement benefit scheme contributions	退休福利計劃供款	150	156	28	61	178	217
		4,181	5,747	707	2,193	4,888	7,940
Auditor's remuneration	核數師酬金	370	335	–	45	370	380
Cost of properties sold	出售物業成本	–	–	–	5,278	–	5,278
Fair value loss on investment property	投資物業公平值虧損	–	–	–	18,169	–	18,169
Operating lease charges	經營租賃開支						
– Land and buildings	– 土地及樓宇	2,248	2,372	77	354	2,325	2,726
– Office equipment	– 辦公室設備	16	–	–	–	16	–
– Billboards	– 戶外廣告板	29,028	19,587	–	–	29,028	19,587
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	18	1	–	–	18	1
Bad debts written off	撇銷壞賬	–	5,125	–	–	–	5,125

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## 財務報表附註

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### 13. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

The emoluments of each Director were as follows:

### 13. 董事及僱員薪酬

各董事之酬金如下：

		Fees		Salaries and allowances		Retirement benefit		Total	
		袍金		薪金及津貼		退休福利計劃供款		合計	
		2010	2009	2010	2009	2010	2009	2010	2009
		二零一零年	二零零九年	二零一零年	二零零九年	二零一零年	二零零九年	二零一零年	二零零九年
		HK\$'000	HK\$'000	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	千港元	千港元
<b>Executive Directors</b>	<b>執行董事</b>								
Mr. Lau Chi Yuen, Joseph	劉智遠先生	-	540	-	-	-	3	-	543
Mr. Lu Liang	呂糧先生	-	-	360	360	-	-	360	360
Mr. Ng Yan	吳欣先生	24	24	-	-	-	-	24	24
Mr. Tang Lap Chin, Richard (note (a))	鄧立前先生(附註(a))	1	-	-	-	-	-	1	-
Mr. Chan Sing Fai (note (b))	陳承輝先生(附註(b))	79	270	-	-	4	11	83	281
		<b>104</b>	<b>834</b>	<b>360</b>	<b>360</b>	<b>4</b>	<b>14</b>	<b>468</b>	<b>1,208</b>
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>								
Mr. Cheng Kwong Choi, Alexander	鄭廣才先生	36	36	-	-	-	-	36	36
Mr. Cheng Sheung Hing	鄭雙慶先生	36	36	-	-	-	-	36	36
Mr. Law Tai Yan	羅帶恩先生	36	36	-	-	-	-	36	36
		<b>108</b>	<b>108</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>108</b>	<b>108</b>
		<b>212</b>	<b>942</b>	<b>360</b>	<b>360</b>	<b>4</b>	<b>14</b>	<b>576</b>	<b>1,316</b>

Notes:

(a) Appointed on 15 December 2009

(b) Retired on 9 December 2009

There was no arrangement under which a Director waived or agreed to waive any emoluments during the year (2009: Nil).

附註：

(a) 於二零零九年十二月十五日獲委任

(b) 於二零零九年十二月九日退休

年內概無任何有關董事放棄或同意放棄任何酬金之安排(二零零九年：無)。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 13. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (cont'd)

The five highest paid individuals in the Group during the year included 1 (2009: 1) Director whose emoluments are reflected in the analysis presented above. The emoluments of the remaining 4 (2009: 4) individuals are set out below:

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Basic salaries and allowances	基本薪金及津貼	1,864	2,250
Retirement benefit scheme contributions	退休福利計劃供款	42	48
		<b>1,906</b>	<b>2,298</b>

The emoluments fell within the following band:

有關酬金屬以下範圍：

		Number of individuals 人數	
		2010 二零一零年	2009 二零零九年
Nil to HK\$1,000,000	零至1,000,000港元	4	4

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

年內，本集團並無向任何董事或任何最高薪人士支付任何酬金，作為邀請彼等加盟或在加盟本集團時之報酬或離職補償。

### 14. LOSS FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY

The loss for the year attributable to owners of the Company included a loss of approximately HK\$690,000 (2009: HK\$61,926,000) which has been dealt with in the financial statements of the Company.

### 14. 年內本公司擁有人應佔虧損

年內本公司擁有人應佔虧損包括虧損約690,000港元(二零零九年：61,926,000港元)，已於本公司財務報表內處理。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 15. DIVIDENDS

The Directors do not recommend the payment of any dividend for the year ended 30 June 2010 (2009: Nil).

### 15. 股息

董事不建議派付截至二零一零年六月三十日止年度之任何股息(二零零九年：無)。

### 16. (LOSS)/EARNINGS PER SHARE

#### (a) From continuing and discontinued operations

##### *Basic loss per share*

The calculation of basic loss per share attributable to owners of the Company is based on the loss for the year attributable to owners of the Company of approximately HK\$10,032,000 (2009: HK\$46,936,000) and the weighted average number of ordinary shares of 1,138,381,000 (2009: 1,087,504,000) in issue during the year.

#### (b) From continuing operations

##### *Basic loss per share*

The calculation of basic loss per share from continuing operations attributable to owners of the Company is based on the loss for the year from continuing operations attributable to owners of the Company of approximately HK\$21,648,000 (2009: HK\$32,502,000 (restated)) and the denominator used is the same as that detailed above for basic loss per share from continuing and discontinued operations.

#### (c) Earnings/(loss) per share from discontinued operations

Basic earnings per share from the discontinued operations for the year ended 30 June 2010 is HK1.02 cents (2009: loss per share of HK1.32 cents (restated)), based on the profit for the year from discontinued operation attributable to the owners of the Company of approximately HK\$11,616,000 (2009: loss of HK\$14,434,000 (restated)) and the denominator used is the same as that detailed above for basic loss per share from continuing and discontinued operations.

There were no potential ordinary shares in issue during the years ended 30 June 2009 and 2010. No diluted (loss)/earnings per share were disclosed.

### 16. 每股(虧損)/盈利

#### (a) 來自持續經營業務及已終止經營業務

##### *每股基本虧損*

本公司擁有人應佔每股基本虧損乃按年內本公司擁有人應佔虧損約10,032,000港元(二零零九年：46,936,000港元)及本年度已發行普通股加權平均數1,138,381,000股(二零零九年：1,087,504,000股)計算。

#### (b) 來自持續經營業務

##### *每股基本虧損*

本公司擁有人應佔來自持續經營業務之每股基本虧損乃按年內本公司擁有人應佔來自持續經營業務之虧損約21,648,000港元(二零零九年：32,502,000港元(重列))及與上文詳述計算持續經營業務及已終止經營業務之每股基本虧損相同之分母計算。

#### (c) 來自已終止經營業務之每股盈利/(虧損)

截至二零一零年六月三十日止年度，來自已終止經營業務之每股基本盈利為1.02港仙(二零零九年：每股虧損1.32港仙(重列))，乃按年內本公司擁有人應佔來自已終止經營業務之溢利約11,616,000港元(二零零九年：虧損14,434,000港元(重列))及與上文詳述計算持續經營業務及已終止經營業務之每股基本虧損相同之分母計算。

由於截至二零零九年及二零一零年六月三十日止年度並無已發行潛在普通股，因此並無披露每股攤薄(虧損)/盈利。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 17. PROPERTY, PLANT AND EQUIPMENT

### 17. 物業、廠房及設備

Cost	成本值	Group 本集團					Total 合計	
		Construction in progress 在建工程 HK\$'000 千港元	Furniture, fixtures and office equipment 傢俬、 裝置及 辦公室設備 HK\$'000 千港元	Leasehold improvements 租賃 物業裝修 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Computer equipment 電腦設備 HK\$'000 千港元		Site equipment 場地設備 HK\$'000 千港元
At 1 July 2008	於二零零八年七月一日	13,680	233	-	475	78	-	14,466
Acquisition of subsidiaries	收購附屬公司	-	36	-	-	-	-	36
Disposal of subsidiaries	出售附屬公司	-	(78)	-	-	-	-	(78)
Additions	添置	8,502	214	156	-	191	912	9,975
Disposals	出售	-	-	-	-	(2)	-	(2)
Transfer to investment property	轉撥至投資物業	(22,144)	-	-	-	-	-	(22,144)
Exchange differences	匯兌差額	(38)	-	-	-	-	-	(38)
At 30 June 2009 and 1 July 2009	於二零零九年六月三十日及 二零零九年七月一日	-	405	156	475	267	912	2,215
Disposal of subsidiaries (note 29(a))	出售附屬公司(附註29(a))	-	(198)	(156)	-	(271)	(912)	(1,537)
Additions	添置	-	172	406	-	150	-	728
Disposals	出售	-	(150)	-	-	(4)	-	(154)
Exchange differences	匯兌差額	-	1	-	-	-	-	1
At 30 June 2010	於二零一零年六月三十日	-	230	406	475	142	-	1,253
Accumulated depreciation and impairment	累計折舊及減值							
At 1 July 2008	於二零零八年七月一日	-	126	-	119	31	-	276
Disposal of subsidiaries	出售附屬公司	-	(16)	-	-	-	-	(16)
Charge for the year	本年度支出	-	65	26	119	41	148	399
At 30 June 2009 and 1 July 2009	於二零零九年六月三十日及 二零零九年七月一日	-	175	26	238	72	148	659
Disposal of subsidiaries (note 29(a))	出售附屬公司(附註29(a))	-	(41)	(34)	-	(35)	(216)	(326)
Disposals	出售	-	(132)	-	-	(4)	-	(136)
Charge for the year	本年度支出	-	43	34	119	39	68	303
At 30 June 2010	於二零一零年六月三十日	-	45	26	357	72	-	500
Carrying amount	賬面值							
At 30 June 2010	於二零一零年六月三十日	-	185	380	118	70	-	753
At 30 June 2009	於二零零九年六月三十日	-	230	130	237	195	764	1,556

# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 17. PROPERTY, PLANT AND EQUIPMENT (cont'd)

### 17. 物業、廠房及設備(續)

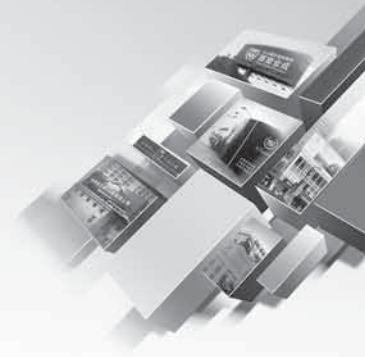
		Company 本公司			
		Furniture, fixtures and office equipment 傢俬、裝置及 辦公室設備 HK\$'000 千港元	Leasehold improvements 租賃 物業裝修 HK\$'000 千港元	Computer equipment 電腦設備 HK\$'000 千港元	Total 合計 HK\$'000 千港元
<b>Cost</b>	<b>成本值</b>				
At 1 July 2008	於二零零八年七月一日	–	–	28	28
Additions	添置	–	–	6	6
At 30 June 2009 and 1 July 2009	於二零零九年六月三十日及 二零零九年七月一日	–	–	34	34
Additions	添置	138	228	21	387
At 30 June 2010	於二零一零年六月三十日	138	228	55	421
<b>Accumulated depreciation</b>	<b>累計折舊</b>				
At 1 July 2008	於二零零八年七月一日	–	–	12	12
Charge for the year	本年度支出	–	–	6	6
At 30 June 2009 and 1 July 2009	於二零零九年六月三十日及 二零零九年七月一日	–	–	18	18
Charge for the year	本年度支出	14	23	8	45
At 30 June 2010	於二零一零年六月三十日	14	23	26	63
<b>Carrying amount</b>	<b>賬面值</b>				
At 30 June 2010	於二零一零年六月三十日	124	205	29	358
At 30 June 2009	於二零零九年六月三十日	–	–	16	16



# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 18. GOODWILL

### 18. 商譽

		Group 本集團 HK\$'000 千港元
<b>Cost</b>	<b>成本值</b>	
At 1 July 2008	於二零零八年七月一日	22,923
Acquisition of subsidiaries	收購附屬公司	5,245
<hr/>		
At 30 June 2009, 1 July 2009 and 30 June 2010	於二零零九年六月三十日、二零零九年七月一日 及二零一零年六月三十日	28,168
<hr/>		
<b>Accumulated impairment loss</b>	<b>累計減值虧損</b>	
Impairment loss recognised in the year ended 30 June 2009 and balance at 30 June 2009, 1 July 2009 and 30 June 2010	截至二零零九年六月三十日止年度確認減值 虧損及於二零零九年六月三十日、二零零九年 七月一日及二零一零年六月三十日之結餘	22,923
<hr/>		
<b>Carrying amount</b>	<b>賬面值</b>	
At 30 June 2010	於二零一零年六月三十日	5,245
<hr/>		
At 30 June 2009	於二零零九年六月三十日	5,245
<hr/>		

# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 18. GOODWILL (cont'd)

Goodwill acquired in a business combination is allocated, at acquisition, to the cash-generating units ("CGUs") that are expected to benefit from that business combination. Before recognition of impairment loss, the carrying amount of goodwill had been allocated as follows:

### 18. 商譽(續)

業務合併購入之商譽乃於收購時分配至預期將自業務合併中獲益之現金產生單位(「現金產生單位」)。於確認減值虧損前，已分配商譽之賬面值如下：

		Group 本集團	
		2010 二零一零年	2009 二零零九年
		HK\$'000 千港元	HK\$'000 千港元
Media and advertising services in PRC: L&L Partners' Limited ("L&L Partners'") (note (a))	中國媒體廣告服務： L&L Partners' Limited (「L&L Partners'」)(附註(a))	5,245	5,245
Media related services: Fadara Limited ("Fadara") (note (b))	媒體相關服務： Fadara Limited(「Fadara」)(附註(b))	22,923	22,923
		<b>28,168</b>	28,168

Notes:

- (a) The recoverable amount of the media and advertising services in PRC CGU is determined from value in use calculations. The key assumptions for the value in use calculation are those regarding the discount rate, growth rate and budgeted gross margin and turnover during the period. The Group estimates discount rate using pre-tax rate that reflect current market assessments of the time value of money and the risks specific to the media and advertising service in PRC CGU. The growth rate is based on long-term average economic growth rate of the geographical area in which the business of the media and advertising services in PRC CGU operates. Budgeted gross margin and turnover are based on past practices and expectations on market development.

The Group prepares cash flow forecasts derived from the most recent financial budgets approved by the Directors for the next three years with the residual period using the growth rate of 5.54% (2009: 7.5%). This rate does not exceed the average long-term growth rate for the relevant markets. The rate used to discount the forecast cash flows from the Group's activities of provision of media and advertising services in PRC is 21.25% (2009: 20.01%).

- (b) During the year ended 30 June 2009, the Group revised its cash flow forecasts of the media related services CGU. No cash flow was expected to be derived from the CGU. Due to changes in condition, full impairment of approximately HK\$22,923,000 has been made in the financial statements for the year ended 30 June 2009.

附註：

- (a) 中國媒體廣告服務現金產生單位之可收回金額乃經計算使用價值釐定。就計算使用價值採用之主要假設與期內貼現率、增長率與預算毛利率及營業額有關。本集團以可反映當時市場對貨幣時間價值之評估以及中國媒體及廣告服務現金產生單位之特定風險採用除稅前比率估計貼現率。增長率則按中國媒體廣告服務現金產生單位經營業務地區之長期平均經濟增長率為基準。預算毛利率及營業額乃按過往慣例及預期市場發展為基準。

本集團按照最近期獲董事批准的未來三年財務預算編製現金流量預測，餘下期間則採用5.54%(二零零九年：7.5%)之增長率。有關比率並未超過有關市場之平均長期增長率。用以貼現本集團中國媒體廣告服務活動現金流量預測之比率為21.25%(二零零九年：20.01%)。

- (b) 截至二零零九年六月三十日止年度，本集團已修訂媒體相關服務現金產生單位之現金流量預測。預期該現金產生單位不會產生現金流量。由於情況有變，已於截至二零零九年六月三十日止年度之財務報表作出約22,923,000港元之全數減值。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 19. INVESTMENTS IN SUBSIDIARIES

### 19. 於附屬公司之投資

		Company	
		本公司	
		2010	2009
		二零一零年	二零零九年
		HK\$'000	HK\$'000
		千港元	千港元
Unlisted investments, at cost	非上市股份，按成本	1	1
Less: impairment losses	減：減值虧損	(1)	(1)
		—	—
Due from subsidiaries	應收附屬公司款項	227,832	223,193
<b>Accumulated impairment losses</b>	<b>累計減值虧損</b>		
At beginning of year	年初	174,574	164,002
Allowance for the year	本年度撥備	885	33,954
Amounts write-back for the year	本年度撥回金額	(10,514)	(23,382)
At end of year	年終	164,945	174,574
Net carrying amount	賬面淨值	62,887	48,619

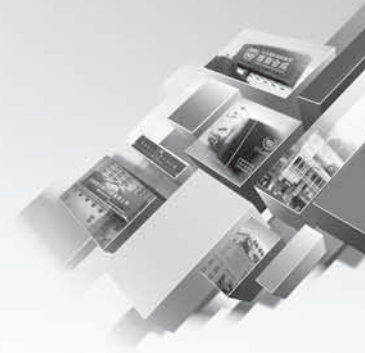
The amounts due from subsidiaries are unsecured, interest-free and have no fixed terms of repayment.

應收附屬公司款項為無抵押、免息及無固定還款期。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 19. INVESTMENTS IN SUBSIDIARIES (cont'd)

Particulars of the subsidiaries as at 30 June 2010 are as follows:

### 19. 於附屬公司之投資(續)

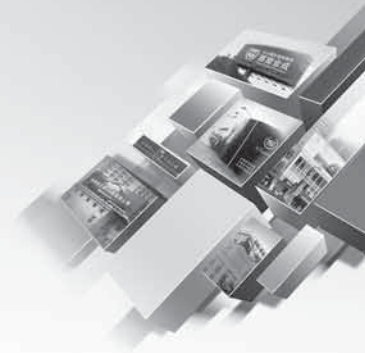
於二零一零年六月三十日之附屬公司詳情如下：

Name 名稱	Place of incorporation/ registration and operation 註冊成立/ 註冊及經營地點	Issued and paid up capital 已發行及實繳股本	Percentage of ownership/interest/ voting power/ profit sharing 擁有權/權益/表決權/ 應佔溢利百分比		Principal activities 主要業務
			Direct	Indirect	
			直接	間接	
Konmate Investments Limited 廣美投資有限公司	Hong Kong 香港	2 ordinary shares of HK\$1 each 2股每股面值1港元之 普通股	100%	–	Investment holding 投資控股
Konwide Development Limited 廣偉發展有限公司	Hong Kong 香港	2 ordinary shares of HK\$1 each 2股每股面值1港元之 普通股	100%	–	Inactive 暫無業務
Noble City (Asia) Limited 港匯(亞洲)有限公司	Hong Kong 香港	2 ordinary shares of HK\$1 each 2股每股面值1港元之 普通股	100%	–	Investment holding and provision of management services 投資控股及提供管理服務
Welchem 華綽	Hong Kong 香港	2 ordinary shares of HK\$1 each 2股每股面值1港元之 普通股	–	100%	Inactive 暫無業務
China New Media 中國新媒體	Hong Kong 香港	2 ordinary shares of HK\$1 each 2股每股面值1港元之 普通股	–	100%	Investment holding 投資控股

# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 19. INVESTMENTS IN SUBSIDIARIES (cont'd)

### 19. 於附屬公司之投資(續)

Name 名稱	Place of incorporation/ registration and operation 註冊成立/ 註冊及經營地點	Issued and paid up capital 已發行及實繳股本	Percentage of ownership/interest/ voting power/ profit sharing 擁有權/權益/表決權/ 應佔溢利百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
China New Media (HK) Company Limited 中國新媒體(香港)有限公司	Hong Kong 香港	100 ordinary shares of HK\$1 each 100股每股面值1港元之 普通股	–	51%	Provision of media management and consultancy services 提供媒體管理及顧問服務
Fadara	British Virgin Islands ("BVI") 英屬處女群島 (「英屬處女群島」)	100 ordinary shares of US\$1 each 100股每股面值1美元之 普通股	–	100%	Inactive 暫無業務
L&L Partners'	BVI 英屬處女群島	29,868 ordinary shares of US\$1 each 29,868股每股面值1美元之 普通股	–	100%	Investment holding 投資控股
iMediagate Limited	BVI 英屬處女群島	100 ordinary shares of US\$1 each 100股每股面值1美元之 普通股	–	51%	Inactive 暫無業務
Shanghai Win Advertising Media Co., Ltd. 上海贏城廣告傳媒有限公司	PRC 中國	Registered capital of RMB5,000,000 註冊股本人民幣 5,000,000元	–	100%	Provision of outdoor media advertising services 提供戶外媒體廣告服務

# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 20. INVESTMENTS IN ASSOCIATES

### 20. 於聯營公司之投資

		Group 本集團	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Unlisted investments:	非上市投資		
Share of net assets	應佔資產淨額	-	-

Details of the Group's associates at 30 June 2010 are as follows:

本集團於二零一零年六月三十日之聯營公司詳情如下：

Name 名稱	Place of incorporation/ registration and operation 註冊成立/ 註冊及經營地點	Issued and paid up capital 已發行及實繳股本	Percentage of ownership/interest/ voting power/ profit sharing 擁有權/ 權益/表決權/ 應佔溢利百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
iKanTV 愛看電視	BVI 英屬處女群島	100 ordinary shares of US\$1 each 100股每股面值1美元之 普通股	47%	-	Investment holding and provision of media advertising and media related services 投資控股及提供媒體廣告 及媒體相關服務
HD Production 高清廣播制作	Hong Kong 香港	100 ordinary shares of HK\$1 each 100股每股面值1港元之 普通股	-	24%	Inactive 暫無業務

# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 20. INVESTMENTS IN ASSOCIATES (cont'd)

Summarised financial information in respect of the Group's associates is set out below:

### 20. 於聯營公司之投資(續)

以下為本集團聯營公司之財務資料概要：

		2010	2009
		二零一零年	二零零九年
		HK\$'000	HK\$'000
		千港元	千港元
At 30 June	於六月三十日		
Total assets	總資產	1,608	—
Total liabilities	總負債	(11,107)	—
Net liabilities	負債淨額	(9,499)	—
Group's share of associates' net liabilities	本集團應佔聯營公司負債淨額	—	—
Year ended 30 June	截至六月三十日止年度		
Total revenue	總收益	1,358	—
Total loss for the year	年內總虧損	(3,721)	—
Group's share of associates' loss for the year	本集團年內應佔聯營公司虧損	—	—

The Group has not recognised loss for the year amounting to approximately HK\$1,686,000 for iKanTV and HD Production. The accumulated losses not recognised were approximately HK\$1,686,000.

本集團並無就愛看電視及高清廣播制作確認年度虧損約1,686,000港元。未確認累計虧損約1,686,000港元。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 21. TRADE AND OTHER RECEIVABLES

### 21. 應收貿易款及其他應收款項

		Group 本集團		Company 本公司	
		2010	2009	2010	2009
		二零一零年	二零零九年	二零一零年	二零零九年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Trade receivables	應收貿易款	2,693	8,037	—	—
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	74,444	91,872	505	366
	(note (a) and (b))				
	(附註(a)及(b))				
		<b>77,137</b>	99,909	<b>505</b>	366

Notes:

- (a) Included consideration receivable for the disposal of First Union of approximately HK\$29,000,000 (2009: HK\$30,000,000) due from an independent third party. The amount is unsecured, interest-free and repayable on 31 December 2010.
- (b) As at 30 June 2009, other receivables included loans to unrelated third parties of approximately HK\$4,700,000 which were unsecured, bore interest at the prevailing Hong Kong dollar prime rate plus 2% p.a. and repayable within 12 months.

附註：

- (a) 包括就出售壹聯而應收一名獨立第三方之代價約29,000,000港元(二零零九年：30,000,000港元)。該款項為無抵押、免息及須於二零一零年十二月三十一日償還。
- (b) 於二零零九年六月三十日，其他應收款項包括向無關連第三方作出之貸款約4,700,000港元，為無抵押，每年須按當時香港最優惠利率加2厘計息及於12個月內償還。

The Group's trading terms with customers are mainly on credit. The credit terms generally are 30 days. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by the Directors.

本集團與客戶之貿易條款主要以賒賬方式進行，信用期一般為30日。本集團致力嚴格控制未償還應收款項。董事定期檢討過期未付結餘。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 21. TRADE AND OTHER RECEIVABLES (cont'd)

The ageing analysis of trade receivables, based on the invoice date, and net of allowance, is as follows:

### 21. 應收貿易款及其他應收款項(續)

應收貿易款按發票日期扣除撥備之賬齡分析如下：

		Group 本集團	
		2010 二零一零年	2009 二零零九年
		HK\$'000 千港元	HK\$'000 千港元
Current to 30 days	即期至30日	1,991	7,890
31 – 60 days	31日至60日	606	–
61 – 90 days	61日至90日	96	113
Over 90 days	超過90日	–	34
		<b>2,693</b>	<b>8,037</b>

As of 30 June 2010, trade receivables of approximately HK\$702,000 (2009: HK\$147,000) were past due but not impaired. These relate to a number of independent customers for whom there is no recent history of default. The ageing analysis of these trade receivables is as follows:

於二零一零年六月三十日，過期但未減值之應收貿易款約為702,000港元(二零零九年：147,000港元)。該等應收貿易款與多名並無欠款記錄之獨立客戶有關，其賬齡分析如下：

		Group 本集團	
		2010 二零一零年	2009 二零零九年
		HK\$'000 千港元	HK\$'000 千港元
31 – 60 days	31日至60日	606	–
61 – 90 days	61日至90日	96	113
Over 90 days	超過90日	–	34
		<b>702</b>	<b>147</b>

# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 21. TRADE AND OTHER RECEIVABLES (cont'd)

The carrying amounts of the Group's trade receivables are denominated in the following currencies:

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Hong Kong dollars	港元	—	36
RMB	人民幣	2,693	8,001
Total	合計	2,693	8,037

### 21. 應收貿易款及其他應收款項(續)

本集團應收貿易款之賬面值以下列貨幣結算：

### 22. BANK AND CASH BALANCES

As at 30 June 2010, the bank and cash balances of the Group denominated in RMB amounted to approximately HK\$1,098,000 (2009: HK\$1,490,000). Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations.

### 22. 銀行及現金結存

於二零一零年六月三十日，本集團以人民幣計值之銀行及現金結存為約1,098,000港元(二零零九年：1,490,000港元)。人民幣兌換為外幣須受中國外匯管理條例及結匯、售匯及付匯管理規定限制。

### 23. TRADE AND OTHER PAYABLES

		Group 本集團		Company 本公司	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Trade payables	應付貿易款	290	16,330	—	—
Other payables	其他應付款項	14,013	15,707	3,293	5,922
		14,303	32,037	3,293	5,922

### 23. 應付貿易款及其他應付款項

# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 23. TRADE AND OTHER PAYABLES (cont'd)

The ageing analysis of trade payables, based on the invoice date, is as follows:

### 23. 應付貿易款及其他應付款項(續)

根據發票日期之應付貿易款賬齡分析如下：

		Group 本集團	
		2010 二零一零年	2009 二零零九年
		HK\$'000 千港元	HK\$'000 千港元
Current to 30 days	即期至30日	67	3,787
31 – 60 days	31 – 60日	–	12,543
61 – 90 days	61 – 90日	79	–
91 – 365 days	91 – 365日	–	–
Over 365 days	超過365日	144	–
		<b>290</b>	<b>16,330</b>

The Group's trade payables are denominated in RMB as at 30 June 2009 and 2010.

本集團於二零零九年及二零一零年六月三十日之應付貿易款以人民幣結算。

### 24. BORROWINGS

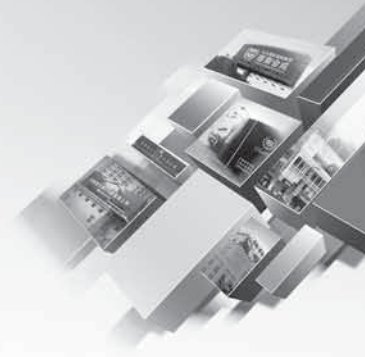
### 24. 借貸

		Group 本集團		Company 本公司	
		2010 二零一零年	2009 二零零九年	2010 二零一零年	2009 二零零九年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Loan from a related company	來自一間關連公司之貸款	–	9,000	–	–
Other loans	其他貸款	1,695	4,413	1,523	1,523
		<b>1,695</b>	<b>13,413</b>	<b>1,523</b>	<b>1,523</b>

# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 24. BORROWINGS (cont'd)

The borrowings are repayable as follows:

### 24. 借貸(續)

借貸須於以下期間償還：

		Group 本集團		Company 本公司	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
On demand or within one year	按要求或一年內	1,695	4,413	1,523	1,523
In the second year	第二年	—	9,000	—	—
		1,695	13,413	1,523	1,523
Less: Amount due for settlement within 12 months (shown under current liabilities)	減：12個月內到期償還之款項(於流動負債項下列賬)	(1,695)	(4,413)	(1,523)	(1,523)
Amount due for settlement after 12 months	12個月後到期償還之款項	—	9,000	—	—

The carrying amounts of the Group's borrowings are denominated in the following currencies:

本集團借貸之賬面值以下列貨幣結算：

		Hong Kong dollars 港元 HK\$'000 千港元	RMB 人民幣 HK\$'000 千港元	Total 合計 HK\$'000 千港元
<b>2010</b>	<b>二零一零年</b>			
Other loans	其他貸款	1,523	172	1,695
<b>2009</b>	<b>二零零九年</b>			
Loan from a related company	來自一間關連公司之貸款	9,000	—	9,000
Other loans	其他貸款	4,005	408	4,413
		13,005	408	13,413

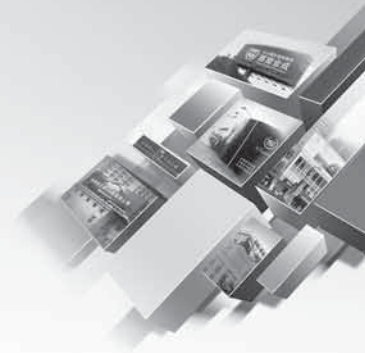
The Company's borrowings are denominated in Hong Kong dollars as at 30 June 2009 and 2010.

本公司於二零零九年及二零一零年六月三十日之借貸以港元結算。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 24. BORROWINGS (cont'd)

The average interest rates at 30 June were as follows:

		2010 二零一零年	2009 二零零九年
Loan from a related company	來自一間關連公司之貸款	N/A 不適用	15.0%
Other loans	其他貸款	0.0%	1.4%

### 25. CONVERTIBLE LOANS

The convertible loan notes were issued on 26 February 2010. The notes are convertible into ordinary shares of the Company at any time between the date of issue of the notes and their settlement date. The loan notes were convertible at 6,250,000 shares per HK\$1,000,000 loan note.

If the notes have not been converted, they will be redeemed at par on 25 February 2012. Interest of 4 per cent will be paid annually up until that settlement date.

The net proceeds received from the issue of the convertible loan notes have been split between the liability element and an equity component, as follows:

		2010 二零一零年 HK\$'000 千港元
Nominal value of convertible loan notes issued	已發行可換股貸款票據之面值	9,800
Equity component	權益部份	(27)
Liability component at date of issue	於發行日期之負債部份	9,773
Interest charged	利息費用	139
Liability component at 30 June 2010	於二零一零年六月三十日之負債部份	9,912

The interest charged for the year is calculated by applying an effective interest rate of 4.15 per cent to the liability component for the 4 months period since the loan notes were issued.

The Directors estimate the fair value of the liability component of the convertible loan notes at 30 June 2010 to be approximately HK\$10,038,000. This fair value has been calculated by discounting the future cash flows at the market rate.

### 24. 借貸(續)

於六月三十日之平均利率如下：

### 25. 可換股貸款

可換股貸款票據於二零一零年二月二十六日發行。該等票據可在票據發行日期至償付日期期間任何時間兌換為本公司普通股。每份1,000,000港元之貸款票據可轉換為6,250,000股普通股。

倘該等票據並未轉換，將於二零一二年二月二十五日按面值被贖回。每年將支付4厘利息，直至償付日期。

發行可換股貸款票據之所得款項淨額分為負債部份及權益部份，載列如下：

本年度利息費用乃根據負債部分自貸款票據發行起計4個月期間按實際利率4.15%計算。

董事估計可換股貸款票據負債部分於二零一零年六月三十日之公平值約為10,038,000港元。公平值乃按市場利率折現未來現金流量計算。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 26. SHARE CAPITAL

### 26. 股本

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Authorised:	法定：		
20,000,000,000 (2009: 20,000,000,000) ordinary shares of HK\$0.01 each	20,000,000,000股 (二零零九年：20,000,000,000股) 每股面值0.01港元之普通股	200,000	200,000
Issued and fully paid:	已發行及繳足：		
1,149,285,000 (2009: 1,099,285,000) ordinary shares of HK\$0.01 each	1,149,285,000股 (二零零九年：1,099,285,000股) 每股面值0.01港元之普通股	11,493	10,993

A summary of the movements in the issued share capital of the Company during the year is as follows:

本公司已發行股本於本年度之變動概要如下：

		Number of shares 股份數目 '000 千股	Par value 面值 HK\$'000 千港元
At 1 July 2008	於二零零八年七月一日	1,049,285	10,493
Shares issued for acquisition of subsidiaries (note (a))	發行股份以收購附屬公司 (附註(a))	50,000	500
At 30 June 2009 and 1 July 2009	於二零零九年六月三十日及 於二零零九年七月一日	1,099,285	10,993
Exercise of warrants (note (b))	行使認股權證(附註(b))	50,000	500
At 30 June 2010	於二零一零年六月三十日	1,149,285	11,493

Notes:

- (a) On 25 September 2008, 50,000,000 new shares of HK\$0.01 each were issued as part of the consideration for the acquisition of a subsidiary, L&L Partners'. The value of those 50,000,000 shares issued was determined by reference to the published price of each share of HK\$0.232 at the date of issue.
- (b) During the year end 30 June 2010, the subscription rights attaching to 50,000,000 warrants were exercised at the subscription price of HK\$0.20 per share, resulting in the issue of 50,000,000 ordinary shares of HK\$0.01 each for a total cash consideration of approximately HK\$10,000,000.

附註：

- (a) 於二零零八年九月二十五日，發行50,000,000股每股面值0.01港元之新股份，作為收購附屬公司L&L Partners'之部分代價。該等已發行50,000,000股股份之價值乃參考於發行日期每股股份之已公佈價格0.232港元釐定。
- (b) 截至二零一零年六月三十日止年度，50,000,000份認股權證附帶之認購權已按每股認購價0.20港元行使，引致發行50,000,000股每股面值0.01港元之普通股，現金代價總額約10,000,000港元。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 26. SHARE CAPITAL (cont'd)

#### Warrants

On 6 May 2009, the Company announced the issuance of 210,000,000 warrants at an issue price of HK\$0.0025 per warrant which entitle the holders to subscribe for up to 210,000,000 ordinary shares of the Company at an exercise price of HK\$0.20 per share for a period of two years commencing from the date of issue of the warrants.

On 26 February 2010, the Company announced the issuance of 64,000,000 warrants at an issue price of HK\$0.003125 per warrant which entitle the holders to subscribe for up to 64,000,000 ordinary shares of the Company at an exercise price of HK\$0.16 per share for a period of two years commencing from the date of issue of the warrants. None of the warrants were exercised during the year ended 30 June 2010.

The Group's objectives when managing capital are:

- (i) to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders; and
- (ii) to provide an adequate return to shareholders.

The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt. No changes were made in the objectives, policies and processes during the years ended 30 June 2009 and 2010.

The Group monitors capital on the basis of gearing ratio, which is calculated as total borrowings over total assets. The Group's strategy is to maintain the gearing ratio at an appropriate level. The gearing ratio as at 30 June 2010 was 12% (2009: 12%).

### 26. 股本(續)

#### 認股權證

於二零零九年五月六日，本公司宣佈，按發行價每份認股權證0.0025港元發行210,000,000份認股權證，賦予持有人權利，於認股權證發行日期起計兩年期間內按行使價每股股份0.20港元認購最多210,000,000股本公司普通股。

於二零一零年二月二十六日，本公司宣佈，按發行價每份認股權證0.003125港元發行64,000,000份認股權證，賦予持有人權利，於認股權證發行日期起計兩年期間內按行使價每股股份0.16港元認購最多64,000,000股本公司普通股。截至二零一零年六月三十日止年度，概無認股權證獲行使。

本集團管理資本時之目標為：

- (i) 維持本集團持續經營之能力，致使其可繼續為股東帶來回報及為其他權益持有人帶來益處；及
- (ii) 為股東帶來優厚回報。

本集團管理資本結構，並因應經濟狀況及相關資產風險特徵作出調整。為保持或調整資本結構，本集團可調整向股東派付之股息金額、向股東退回資本、發行新股份，或出售資產減債。截至二零零九及二零一零年六月三十日止年度，概無更改目標、政策及程序。

本集團按負債比率監控資本，乃根據總借貸除以總資產計算。本集團策略乃維持負債比率於適當水平。於二零一零年六月三十日，負債比率為12% (二零零九年：12%)。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 27. SHARE OPTIONS

#### Share option scheme adopted in 2002

On 25 July 2002, a share option scheme was adopted by the Company (the "2002 Share Option Scheme") pursuant to which the Board of Directors of the Company may grant options to any employees, Directors, shareholders, suppliers, customers of the Group and any other person or company who has contributed or may contribute to the development and growth of the Group to subscribe for shares in the Company at any price which is at least the highest of (i) the closing price of the shares of the Company on the date of the grant of the options; (ii) the average closing price of the shares of the Company on the Stock Exchange for the 5 trading days immediately preceding the date of the grant of the options; and (iii) the nominal value of the shares of the Company. The maximum number of shares in respect of which options may be granted under the 2002 Share Option Scheme shall not exceed 10% of the shares in issue as at the adoption date of the 2002 Share Option Scheme or the date of approval by the shareholders in general meeting where the limit is refreshed. The total number of shares issued and to be issued upon exercise of the options granted to each eligible person under the 2002 Share Option Scheme in any twelve months period must not exceed 1% of the shares in issue at the date of such grant unless approved by the shareholders in general meeting.

### 27. 購股權

#### 於二零零二年採納之購股權計劃

於二零零二年七月二十五日，本公司採納購股權計劃（「二零零二年購股權計劃」）。據此，本公司董事會可向本集團任何僱員、董事、股東、供應商、客戶及任何曾經或可能對本集團之發展及增長作出貢獻之其他人士或公司授出購股權，可按任何價格認購本公司股份，惟該價格不得低於以下最高者：(i)於授出購股權當日本公司股份收市價；(ii)於緊接授出購股權當日前五個交易日本公司股份在聯交所之平均收市價；及(iii)本公司股份面值。根據二零零二年購股權計劃可授出購股權涉及之股份最高數目，不得超過二零零二年購股權計劃獲採納當日或於股東大會獲股東批准更新有關限額當日已發行股份10%。除經股東在股東大會批准外，各合資格人士於任何十二個月期間行使根據二零零二年購股權計劃獲授之購股權而已經及將獲發行之股份總數，不得超過授出當日之已發行股份1%。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度

### 27. SHARE OPTIONS (cont'd)

#### Share option scheme adopted in 2002 (cont'd)

Details of the share options outstanding during the current year are as follows:

### 27. 購股權(續)

#### 於二零零二年採納之購股權計劃(續)

本年內尚未行使購股權之詳情如下:

Name or category of grantees	Date of grant	Number of share options outstanding as at 1 July 2009 於二零零九年七月一日 尚未行使之 購股權數目	Number of share options lapsed during the year 於本年度失效 之購股權數目	Reclassification (note (b)) 重新分類 (附註(b))	Number of share options outstanding as at 30 June 2010 於二零一零年 六月三十日 尚未行使之 購股權數目	Exercise price	Exercise period
承授人 姓名或分類	授出日期					行使價	行使期
<b>Directors</b> 董事							
Mr. Lu Liang 呂糧先生	29 November 2007 二零零七年十一月二十九日	3,200,000	-	-	3,200,000	0.64	29 November 2007 – 28 November 2017 二零零七年十一月二十九日至 二零一七年十一月二十八日
Mr. Chan Sing Fai (note (a)) 陳承輝先生(附註(a))	29 November 2007 二零零七年十一月二十九日	2,200,000	(2,200,000)	-	-	0.64	29 November 2007 – 28 November 2017 二零零七年十一月二十九日至 二零一七年十一月二十八日
Mr. Tang Lap Chin, Richard (note (b)) 鄧立前先生(附註(b))	29 November 2007 二零零七年十一月二十九日	-	-	8,403,175	8,403,175	0.64	29 November 2007 – 28 November 2017 二零零七年十一月二十九日至 二零一七年十一月二十八日
<b>Employees</b> 僱員							
	29 November 2007 二零零七年十一月二十九日	8,850,000	(500,000)	(2,200,000)	6,150,000	0.64	29 November 2007 – 28 November 2017 二零零七年十一月二十九日至 二零一七年十一月二十八日
	27 June 2008 二零零八年六月二十七日	4,530,000	(460,000)	-	4,070,000	0.64	27 June 2008 – 26 June 2018 二零零八年六月二十七日至 二零一八年六月二十六日
<b>Consultants</b> 顧問							
	29 November 2007 二零零七年十一月二十九日	39,062,700	-	(6,203,175)	32,859,525	0.64	29 November 2007 – 28 November 2017 二零零七年十一月二十九日至 二零一七年十一月二十八日
	27 June 2008 二零零八年六月二十七日	30,970,000	-	-	30,970,000	0.64	27 June 2008 – 26 June 2018 二零零八年六月二十七日至 二零一八年六月二十六日
		88,812,700	(3,160,000)	-	85,652,700		

Notes:

- (a) Mr. Chan Sing Fai retired on 9 December 2009.
- (b) Mr. Tang Lap Chin, Richard was appointed as Director of the Company on 15 December 2009.

附註:

- (a) 陳承輝先生於二零零九年十二月九日退任。
- (b) 鄧立前先生於二零零九年十二月十五日獲委任為本公司董事。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 27. SHARE OPTIONS (cont'd)

### 27. 購股權(續)

		2010 二零一零年		2009 二零零九年	
		Weighted Number of share options	Weighted average exercise price	Number of share options	Weighted average exercise price
		購股權數目	加權平均行使價 HK\$ 港元	購股權數目	加權平均行使價 HK\$ 港元
Outstanding at beginning of year	於年初尚未行使	88,812,700	0.64	88,812,700	0.64
Lapsed during the year	年內失效	(3,160,000)	0.64	-	-
Outstanding at end of year	於年終尚未行使	85,652,700	0.64	88,812,700	0.64
Exercisable at end of year	於年終可予行使	85,652,700	0.64	88,812,700	0.64

The options outstanding at the end of the year have a weighted remaining contractual life of 7.6 years (2009: 8.6 years) and the exercise price is HK\$0.64 (2009: HK\$0.64).

於年終尚未行使購股權之加權平均剩餘合約年期為7.6年(二零零九年: 8.6年), 行使價為0.64港元(二零零九年: 0.64港元)。

No share options were granted, exercised or cancelled under the 2002 Share Option Scheme during the year.

年內, 二零零二年購股權計劃項下概無購股權獲授出、行使或註銷。

### 28. RESERVES

#### (a) Group

The amounts of the Group's reserves and the movements therein are presented in the consolidated statement of comprehensive income and consolidated statement of changes in equity.

### 28. 儲備

#### (a) 本集團

本集團儲備金額及當中變動於綜合全面收入表及綜合權益變動表呈列。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 28. RESERVES (cont'd)

#### (b) Company

### 28. 儲備(續)

#### (b) 本公司

		Share-based		Convertible		Accumulated losses	Total
		Share premium	payment reserve	Warrants reserve	loans reserve		
		以股份為基礎	以股份為基礎	認股權證儲備	可換股貸款儲備	累計虧損	合計
		股份溢價	付款之儲備	認股權證儲備	可換股貸款儲備	累計虧損	合計
		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
At 1 July 2008	於二零零八年七月一日	805,946	21,386	-	-	(746,254)	81,078
Loss for the year	年內虧損	-	-	-	-	(61,926)	(61,926)
Shares issued for acquisition of subsidiaries	發行股份以收購附屬公司	11,100	-	-	-	-	11,100
Issue of warrants	發行認股權證	-	-	525	-	-	525
At 30 June 2009 and 1 July 2009	於二零零九年六月三十日及二零零九年七月一日	817,046	21,386	525	-	(808,180)	30,777
Loss for the year	年內虧損	-	-	-	-	(690)	(690)
Issue of warrants	發行認股權證	-	-	200	-	-	200
Share issued upon exercise of warrants	行使認股權證時發行股份	9,625	-	(125)	-	-	9,500
Share options lapsed during the year	年內失效之購股權	-	(940)	-	-	940	-
Equity component of convertible loans (note 25)	可換股貸款權益部份(附註25)	-	-	-	27	-	27
At 30 June 2010	於二零一零年六月三十日	826,671	20,446	600	27	(807,930)	39,814

# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 28. RESERVES (cont'd)

#### (c) Nature and purpose of reserves

##### (i) Share premium account

Under section 48B of the Hong Kong Companies Ordinance, the funds in the share premium account of the Company can be applied in paying up unissued shares of the Company to be issued to the shareholders of the Company as fully paid bonus shares or in providing for the premiums payable on repurchase of shares.

##### (ii) Share-based payment reserve

The share-based payment reserve represents the fair value of the actual or estimated number of unexercised share options granted to the eligible participants recognised in accordance with the accounting policy adopted for equity-settled share-based payments in note 3(t) to the financial statements.

##### (iii) Warrants reserve

The warrants reserve represents the value of the unexercised warrants issued by the Company recognised in accordance with the accounting policy adopted for equity instrument in note 3(q) to the financial statements.

##### (iv) Convertible loans reserve

The convertible loans reserve represents the value of the unexercised equity component of convertible notes issued by the Company recognised in accordance with the accounting policy adopted for convertible loans in note 3(o) to the financial statements.

##### (v) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in note 3(d) to the financial statements.

### 28. 儲備(續)

#### (c) 儲備之性質及目的

##### (i) 股份溢價賬

根據香港公司條例第48B條，本公司股份溢價賬中資金可用於繳付向本公司股東以繳足紅股形式發行之未發行股份股款或用於支付購回股份所應付之溢價。

##### (ii) 以股份為基礎付款之儲備

以股份為基礎付款之儲備指根據財務報表附註3(t)就以權益結算並以股份為基礎之付款所採納會計政策，向合資格參與人士已授出但尚未行使之購股權實際或估計數目確認之公平值。

##### (iii) 認股權證儲備

認股權證儲備指根據財務報表附註3(q)就股本工具所採納會計政策，本公司已發行但尚未行使之認股權證確認之價值。

##### (iv) 可換股貸款儲備

可換股貸款儲備指根據財務報表附註3(o)就可換股貸款所採納會計政策，本公司已發行但尚未行使之可換股票據權益部份確認之價值。

##### (v) 匯兌儲備

匯兌儲備包括因換算海外業務財務報表所產生之所有匯兌差額。儲備根據財務報表附註3(d)所載之會計政策處理。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 29. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

#### (a) Disposal of subsidiaries

As referred to in note 11 to the financial statements, on 30 September 2009, the Group discontinued its operation of provision of television advertising services in Hong Kong upon the disposal of 4% interests in iKanTV.

Net liabilities at the date of disposal were as follows:

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	1,211
Trade and other receivables	應收貿易款及其他應收款項	623
Bank and cash balances	銀行及現金結存	1,016
Trade and other payables	應付貿易款及其他應付款項	(1,529)
Due to a fellow subsidiary	應付一間同系附屬公司款項	(7,099)
<hr/>		
Net liabilities at date of disposal	於出售日期之負債淨額	(5,778)
Non-controlling interests	非控股權益	2,955
<hr/>		
Net liabilities disposed of	出售負債淨額	(2,823)
Gain on disposal of subsidiaries	出售附屬公司收益	12,023
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Total consideration	代價總額	9,200
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Net cash outflow arising on disposal:	出售產生之現金流出淨額：	
Cash and cash equivalents disposed of	出售現金及等同現金項目	(1,016)

The consideration was set off against the loan from a related company of approximately HK\$9,000,000 and interest payable of approximately HK\$200,000 included in other payables. iKanTV and HD Production became associates of the Company thereafter.

At date of disposal, the fair value of investments in associates retained was nil.

#### (b) Major non-cash transaction

During the year, borrowings of approximately HK\$1,600,000 and HK\$1,952,000 were settled by offsetting against the loans to unrelated third parties and other receivables respectively.

### 29. 綜合現金流量表附註

#### (a) 出售附屬公司

誠如財務報表附註11所述，於二零零九年九月三十日，本集團於出售愛看電視4%權益後，終止其於香港提供電視廣告服務之業務。

於出售日期之負債淨額如下：

代價以其他應付款項中來自一間關連公司之貸款約9,000,000港元及應付利息約200,000港元抵銷。愛看電視及高清廣播制作其後成為本公司聯營公司。

於出售日期，保留於聯營公司之投資公平值為零。

#### (b) 重大非現金投資

年內，借貸約1,600,000港元及1,952,000港元分別透過抵銷向無關連第三方提供之貸款及其他應收款項結付。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 30. CONTINGENT LIABILITIES

#### Financial guarantees issued

At the end of the reporting period, the Group had contingent liabilities as follows:

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Possible claims arising from:	可能索償產生自：		
Guarantee related to a former related company (note (a))	有關前關連公司之擔保 (附註(a))	5,000	5,000
Indemnity related to a former subsidiary (note 31(b))	有關前附屬公司之彌償 (附註31(b))	7,015	6,906
		<b>12,015</b>	<b>11,906</b>

Note:

- (a) The Company issued a corporate guarantee to secure a leasing facility granted by a leasing company to a former related company.

As at the end of the reporting period, the Directors do not consider it probable that a claim will be made against the Group or the Company under any of the above possible claims.

### 31. PENDING LITIGATIONS

At the end of the reporting period, the Group had the following pending litigations:

- (a) In September 2004, a Writ of Summons was served on the Company by an individual third party demanding immediate repayment of borrowings of approximately HK\$1,600,000 together with the interest thereon. As the Company had never borrowed money from that individual third party, the Directors were of the opinion that the Company had no obligation to pay the demanded amount. In January 2005, an Amended Writ of Summons was served on the Company by the lender of the Group to clarify that the individual third party acted as an agent of the lender. The Directors have instructed the lawyer of the Company to handle this matter. The loan advanced by the lender together with interest and penalty totalling approximately HK\$2,672,000 has been accrued in the financial statements and has not yet been settled as at 30 June 2010.

### 30. 或然負債

#### 已發出財務擔保

於報告期間結算日，本集團有下列或然負債：

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Possible claims arising from:	可能索償產生自：		
Guarantee related to a former related company (note (a))	有關前關連公司之擔保 (附註(a))	5,000	5,000
Indemnity related to a former subsidiary (note 31(b))	有關前附屬公司之彌償 (附註31(b))	7,015	6,906
		<b>12,015</b>	<b>11,906</b>

附註：

- (a) 本公司發出公司擔保以自一間租賃公司取得授予一間前關連公司之租賃融資。

於報告期間結算日，董事認為，就上述任何可能索償而言，不大可能會對本集團或本公司提出索償。

### 31. 尚未了結訴訟

於報告期間結算日，本集團有以下訴訟尚未了結：

- (a) 二零零四年九月，一名個人第三方向本公司發出傳票，要求即時償還約1,600,000港元之借貸及相關利息。由於本公司從未向該名個人第三方借入任何款項，因此董事認為本公司毋須支付所要求償還之款項。於二零零五年一月，本集團之貸款人向本公司發出經修訂之傳票，澄清該名個人第三方為貸款人之代理。董事已指示本公司律師處理此事宜。貸款人所提供貸款連同利息及罰款合共約2,672,000港元已計入財務報表，且於二零一零年六月三十日尚未償還。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 31. PENDING LITIGATIONS (cont'd)

(a) (cont'd)

The Court has granted an order to adjourn sine die the plaintiffs' application to set down this case on 15 March 2006. That is to say, the lender and its agent have temporarily withheld the proceedings against the Company. This claim has not been settled up to the date of approval of these financial statements.

(b) According to an agreement entered into by the Company, two of its subsidiaries and two independent third parties in February 2003, the Group had disposed of a subsidiary, World Giant Limited ("World Giant"), a company engaged in property investment in the PRC. In this connection, the Company has undertaken to indemnify World Giant for, among others, any increase in the liabilities of World Giant as a result of any claim for taxation arising from any transactions effected on or before the completion date of the above disposal. In October 2004, World Giant received a payment request from the PRC tax authority in respect of PRC property taxes relating to the property held by World Giant, including the late payment surcharge levied by the tax authority, of which an amount of approximately RMB6,100,000 related to transactions on or before the completion date. The existing management of World Giant had indicated to the Directors that the amount in respect of transactions on or before the completion date should be paid by the Company. In February 2005, a Writ of Summons was served on the Company demanding the payment of approximately RMB6,100,000. However, such amounts were covered by the amount accrued in the financial statements of World Giant at the time of disposal. Accordingly, in the opinion of the Directors and having obtained an opinion from the Company's lawyer, the Group or the Company has no obligation to pay the above taxes. Because of the uncertainty of the outcome of this matter, the amount involved of approximately RMB6,100,000, equivalent to approximately HK\$7,015,000 (2009: HK\$6,906,000), has been shown as contingent liabilities in note 30.

The Writ of Summons was served on the Company in February 2005. The Company has not received further claims from the plaintiff up to the date of approval of these financial statements.

### 31. 尚未了結訴訟(續)

(a) (續)

法院已於二零零六年三月十五日發出指令，無限期押後與訟人之訴訟申請，即貸款人及其代理已暫停對本公司之訴訟。截至批准此等財務報表當日，此索償仍未了結。

(b) 根據本公司、其兩家附屬公司及兩名獨立第三方於二零零三年二月訂立之協議，本集團出售一家在中國從物業投資之附屬公司華專有限公司(「華專」)。本公司就此向華專作出彌償保證，其中包括為華專由於上述出售完成日期或之前所進行任何交易而產生之任何稅務申索，導致華專因而增加之負債向華專作出彌償。於二零零四年十月，華專接獲中國稅務當局就華專所持有物業之中國物業稅發出繳款通知，包括稅務當局加徵之拖欠罰款，其中約人民幣6,100,000元稅款與完成日期或之前交易有關。華專現時之管理層已向董事表示，有關完成日期或之前交易之稅款應由本公司支付。於二零零五年二月，本公司接獲要求支付約人民幣6,100,000元之傳票。然而，有關數額已於出售時以華專財務報表累計之款項彌補。因此，董事認為(亦已徵詢本公司律師意見)本集團或本公司毋須支付上述稅項。由於此事宜之結果尚未肯定，因此所涉及人民幣約6,100,000元，相當於約7,015,000港元(二零零九年：6,906,000港元)已於附註30列為或然負債。

本公司於二零零五年二月接獲上述傳票。截至批准此等財務報表之日期，本公司未再接獲與訟人其他索償。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 32. OPERATING LEASE COMMITMENTS

At 30 June 2010, the total future minimum lease payments under non-cancellable operating leases are payable as follows:

### 32. 營運租賃承擔

於二零一零年六月三十日，根據不可取消營運租約須於下列日期支付之未來最低租金承擔如下：

		Group 本集團	
		2010 二零一零年	2009 二零零九年
		HK\$'000 千港元	HK\$'000 千港元
Within one year	一年內	4,922	17,780
In the second to fifth years inclusive	第二至第五年(包括首尾兩年)	3,165	190
		<b>8,087</b>	<b>17,970</b>

At 30 June 2010, the total future minimum sublease payments expected to be received under non-cancellable subleases amounted an approximately HK\$12,766,000 (2009: HK\$10,549,000)

於二零一零年六月三十日，根據不可撤銷之分租租賃而預期於未來收取之最低分租款項約為12,766,000港元(二零零九年：10,549,000港元)。

Operating lease payments represented rental payables by the Group for certain of its offices, office equipment and billboards. Leases are negotiated for terms ranged from 3 months to 5 years and rentals are fixed over the lease terms and do not include contingent rentals.

營運租賃款項指本集團就其若干辦公室、辦公室設備及戶外廣告板之應付租金。租賃之年期介乎三個月至五年，租金於租賃年期內固定，且不包括或然租金。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 33. RELATED PARTY TRANSACTIONS

In addition to those related party transactions and balances disclosed elsewhere in the financial statements, the Group had the following transactions with its related parties during the year:

### 33. 關連人士交易

除財務報表其他部分所披露之關連人士交易及結餘外，年內本集團與其關連人士進行下列交易：

	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Interest income received from an associate 從一間聯營公司收取利息收入	447	-
Referral income received from an associate 從一間聯營公司收取轉介收入	25	-
Consultancy fee paid to a related company 向一間關連公司所支付顧問費 (note (a)) (附註(a))	439	-
Proceeds from disposal of a subsidiary 從一間關連公司收取出售 received from a related company (note (b)) 一間附屬公司所得款項(附註(b))	9,200	-
Outdoor media advertising and media 從一間關連公司收取戶外媒體廣告及 related service income received from 媒體相關服務收入(附註(b)) a related company (note (b))	-	21
Referral income received from 從一間關連公司收取轉介收入(附註(b)) a related company (note (b))	-	500
Interest expense paid to a related 向一間關連公司所付利息開支(附註(b)) company (note (b))	340	492

Notes:

- (a) A Director, Mr. Tang Lap Chin, Richard, has significant influence over the related company and is a Director and a substantial shareholder of the related company.
- (b) A Director, Mr. Lau Chi Yuen, Joseph, has significant influence over the related company and is a Director and a substantial shareholder of the related company.

附註：

- (a) 董事鄧立前先生對該關連公司擁有重大影響力，並為該關連公司之董事兼主要股東。
- (b) 董事劉智遠先生對該關連公司擁有重大影響力，並為該關連公司之董事兼主要股東。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 34. CAPITAL COMMITMENTS

The Group's capital commitments at the end of the reporting period are as follows:

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Contracted but not provided for:	已訂約但未撥備：		
Acquisition of a subsidiary (note 35(a))	收購一間附屬公司(附註35(a))	1,241,890	-
Contingent consideration for the acquisition of a subsidiary (note (a))	收購一間附屬公司之或然代價(附註(a))	-	200,000

Note:

- (a) The condition for the contingent consideration for the acquisition of L&L Partners' on 25 September 2008 could not be met. Therefore, the contingent consideration was no longer payable as at 30 June 2010.

### 34. 資本承擔

於報告期間結算日，本集團之資本承擔如下：

附註：

- (a) 於二零零八年九月二十五日收購L&L Partners'之或然代價條件無法達成。因此，或然代價於二零一零年六月三十日不再為應付款項。

### 35. EVENTS AFTER THE REPORTING PERIOD

- (a) On 4 December 2009, the Group entered into an agreement to acquire the entire issued share capital of GMG Media Group Limited ("GMG Media") at a consideration of HK\$1,241,890,000, satisfied by (i) the allotment and issuance of 100,000,000 new shares of the Company, credited as fully paid, in the sum of HK\$13,000,000; and (ii) the issuance of convertible loan notes, carrying no interest for a term of 5 years at a conversion price of HK\$0.13 for each new share of the Company, in the principal amount of HK\$1,228,890,000. GMG Media was principally engaged in investment holding, with its subsidiaries engaged in operating chain broadcasting networks of large-screen television channels at shopping malls and department stores in the PRC.

The acquisition was approved by the shareholders on 19 April 2010 and completed on 22 July 2010. Details of acquisition are set out in a circular issued by the Company on 26 March 2010 and announcements dated 26 February 2010, 19 April 2010, 27 April 2010 and 22 July 2010.

### 35. 結算日後事項

- (a) 於二零零九年十二月四日，本集團訂立協議收購GMG Media Group Limited (「GMG Media」)全部已發行股本，代價為1,241,890,000港元，並以下列方式償付：(i)透過配發及發行入賬列作繳足之100,000,000股本公司新股份，總數13,000,000港元；及(ii)透過發行本金額1,228,890,000港元之不計息五年期可換股貸款票據，可換股貸款票據可按兌換價每股0.13港元兌換本公司一股新股份。GMG Media主要從事投資控股業務，其附屬公司於中國從事經營商場及百貨店巨屏電視頻道之連鎖廣播網絡業務。

收購已於二零一零年四月十九日獲股東批准，並於二零一零年七月二十二日完成。有關收購之詳情載於本公司於二零一零年三月二十六日發出之通函及日期為二零一零年二月二十六日、二零一零年四月十九日、二零一零年四月二十七日及二零一零年七月二十二日之公佈內。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 30 June 2010 截至二零一零年六月三十日止年度



### 35. EVENTS AFTER THE REPORTING PERIOD (cont'd)

(a) (cont'd)

As the Group has not yet completed the fair value determination of the acquired companies' identifiable assets, liabilities and contingent liabilities at the acquisition date, the disclosure of such amounts and amount of goodwill is impracticable.

On 13 August 2010, the Company and Fully Wealthy Inc. (the "Bondholder") entered into a deed (the "Deed") to alter and restate the terms of convertible loan notes in the principal amount of HK\$1,228.9 million. On 17 August 2010, the Company and the Bondholder entered into a supplemental deed to amend certain terms of the Deed. The Deed and supplemental deed were approved by the shareholders at an extraordinary general meeting held on 15 September 2010. Details of the amendments are set out in a circular issued by the Company on 29 August 2010 and announcements dated 13 August 2010, 17 August 2010, 29 August 2010 and 15 September 2010.

On 5 October 2010, the Bondholder exercised the conversion right to convert the convertible loan notes in the principal amount of HK\$65,000,000 into 500,000,000 new ordinary shares of the Company.

(b) On 26 August 2010 and 18 October 2010, a total of 15,000,000 warrants were exercised by the warrant holders for the issuance of 15,000,000 new ordinary shares of the Company at HK\$0.2 per share. All the subscribed ordinary shares were issued and fully paid.

### 36. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform to the presentation of HKFRS 5.

### 37. APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Board of Directors on 22 October 2010.

### 35. 結算日後事項(續)

(a) (續)

由於本集團尚未完成釐定收購公司、可識別資產、負債及或然負債於收購日期之公平值，有關金額及商譽金額之披露為不可行。

於二零一零年八月十三日，本公司與 Fully Wealthy Inc. (「債券持有人」) 訂立契據 (「契據」)，以更改及重列本金額為 1,228,890,000 港元之可換股貸款票據之條款。於二零一零年八月十七日，本公司與債券持有人訂立補充契據，以修訂契據若干條款。契據及補充契據已於二零一零年九月十五日舉行之股東特別大會獲股東批准。有關修訂詳情載於本公司於二零一零年八月二十九日發出之通函及日期為二零一零年八月十三日、二零一零年八月十七日、二零一零年八月二十九日及二零一零年九月十五日之公佈。

於二零一零年十月五日，債券持有人行使兌換權兌換本金額為 65,000,000 港元之可換股貸款票據為 500,000,000 股本公司新普通股。

(b) 於二零一零年八月二十六日及二零一零年十月十八日，合共 15,000,000 份認股權證已獲認股權證持有人行使，以每股 0.2 港元發行 15,000,000 股本公司新普通股。全部獲認購普通股為已發行及繳足。

### 36. 比較數字

若干比較數字已重新分類，以符合香港財務報告準則第 5 號之呈列規定。

### 37. 批准財務報表

財務報表已於二零一零年十月二十二日獲董事會批准及授權刊發。

# Five Year Financial Summary

## 五年財務概要



The following is a summary of the published results and of the assets and liabilities of the Group prepared on the basis set out in the note below:

以下為本集團按下列附註所載基準編製之已刊發業績及資產與負債概要：

		Year ended 30 June 截至六月三十日止年度				
		(Restated) (重列)				
		2010	2009	2008	2007	2006
		二零一零年	二零零九年	二零零八年	二零零七年	二零零六年
		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
<b>RESULTS</b>	<b>業績</b>					
Turnover	營業額					
From continuing operations	持續經營業務	<b>23,698</b>	37,681	5,694	–	–
From discontinued operations	已終止經營業務	<b>1,403</b>	9,847	10,117	11,224	43,337
		<b>25,101</b>	47,528	15,811	11,224	43,337
(Loss)/profit before tax	除稅前(虧損)/溢利	<b>(22,135)</b>	(31,023)	(63,035)	(13,657)	3,671
Income tax expense	所得稅開支	<b>(38)</b>	(2,319)	–	–	–
(Loss)/profit from continuing operations	持續經營業務 (虧損)/溢利	<b>(22,173)</b>	(33,342)	(63,035)	(13,657)	3,671
Profit/(loss) from discontinued operations	已終止經營業務 溢利/(虧損)	<b>10,840</b>	(16,614)	7,939	1,788	(27,666)
Loss for the year	本年度虧損	<b>(11,333)</b>	(49,956)	(55,096)	(11,869)	(23,995)
Attributable to:	以下人士應佔：					
Owners of the Company	本公司擁有人	<b>(10,032)</b>	(46,936)	(55,096)	(11,869)	(23,995)
Non-controlling interests	非控股權益	<b>(1,301)</b>	(3,020)	–	–	–
		<b>(11,333)</b>	(49,956)	(55,096)	(11,869)	(23,995)

# Five Year Financial Summary

## 五年財務概要



		At 30 June 於六月三十日				
		2010	2009	2008	2007	2006
		二零一零年	二零零九年	二零零八年	二零零七年	二零零六年
		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
<b>ASSETS AND LIABILITIES</b>	<b>資產及負債</b>					
Non-current assets	非流動資產	<b>6,148</b>	6,801	110,458	13,593	318
Current assets	流動資產	<b>87,870</b>	104,456	40,279	16,813	47,173
Non-current liabilities	非流動負債	<b>(9,912)</b>	(9,000)	(1,822)	(13,371)	(33,201)
Current liabilities	流動負債	<b>(18,318)</b>	(38,723)	(44,763)	(21,620)	(7,006)
Net assets/(liabilities)	資產/(負債)淨值	<b>65,788</b>	63,534	104,152	(4,585)	7,284
Attributable to:	應佔：					
Owners of the Company	本公司擁有人	<b>67,153</b>	66,553	104,152	(4,585)	7,284
Non-controlling interests	非控股權益	<b>(1,365)</b>	(3,019)	–	–	–
		<b>65,788</b>	63,534	104,152	(4,585)	7,284

**CHINA OUTDOOR MEDIA GROUP LIMITED**  
**中國戶外媒體集團有限公司**

Unit 1803, 18th Floor, Sun Hung Kai Centre,  
30 Harbour Road, Wanchai, Hong Kong  
香港灣仔港灣道30號新鴻基中心十八樓1803室