

PROSTEN

PROSTEN TECHNOLOGY HOLDINGS LIMITED

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

長達科技控股有限公司

*(於開曼群島註冊成立之有限公司)*

Stock Code 股份代號 : 8026

ANNUAL REPORT 2008 年報

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創業板是為可能帶高投資風險之公司而設立之一個市場。尤為重要的是，在創業板上市之公司毋須有過往盈利記錄，亦毋須預測未來溢利能力。此外，在創業板上市之公司亦可能因其新興性質及該等公司經營業務之行業或國家而帶有風險。有意投資者應了解投資該等公司之潛在風險，並應經過審慎周詳之考慮後方作出投資決定。創業板之風險較高，加上具備其他特色，表示創業板較適合專業及其他經驗豐富之投資者。

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本報告乃遵照聯交所之創業板證券上市規則(「創業板上市規則」)提供有關長達科技控股有限公司(「本公司」)之資料，各董事(「董事」)對本報告共同及個別承擔全部責任。各董事在作出一切合理查詢後確認，就彼等所知及確信：(1) 本報告所載資料在各主要方面均為準確及完整及並無誤導成分；(2) 並無遺漏任何其他事實，致令本報告的內容有所誤導；及(3) 本報告所表達之一切意見乃經審慎周詳考慮後始行作出，並以公平合理之基準與假設為基礎。

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### Executive Directors

Mr. Yip Heon Wai (*Chairman*)  
Mr. Yip Heon Keung  
Mr. Yip Seng Mun (retired on 6 June 2007)  
Mr. Yip Heon Ping (retired on 6 June 2007)

### Non-executive Directors

Dr. Xu Zhiming (appointed on 6 June 2007)  
Mr. Zhang Ying (appointed on 6 June 2007)

### Independent Non-executive Directors

Mr. James T. Siano  
Ms. Tse Yuet Ling, Justine  
Ms. Lai May Lun

### Chief Executive Officer

Mr. Guan Ming Jie

### Company Secretary

Ms. Lo Oi Ling, *ACIS, ACS*

### Qualified Accountant

Ms. Cheung Ka Yee, *FCCA, FCPA*

### Compliance Officer

Mr. Yip Heon Keung

### Audit Committee

Mr. James T. Siano (*Committee Chairman*)  
Ms. Tse Yuet Ling, Justine  
Ms. Lai May Lun

### Remuneration Committee

Ms. Tse Yuet Ling, Justine (*Committee Chairman*)  
Ms. Lai May Lun  
Mr. Yip Heon Keung

### Authorised Representatives

Mr. Yip Heon Wai  
Mr. Yip Heon Keung

### Registered Office

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

### Head Office and Principal Place of Business

Room 1506, 15/F., Tai Tung Building  
8 Fleming Road  
Wanchai, Hong Kong

### 執行董事

葉向維先生 (*主席*)  
葉向強先生  
葉醒民先生 (於二零零七年六月六日退任)  
葉向平先生 (於二零零七年六月六日退任)

### 非執行董事

許志明博士 (於二零零七年六月六日獲委任)  
張穎先生 (於二零零七年六月六日獲委任)

### 獨立非執行董事

James T. Siano 先生  
謝月玲女士  
黎美倫女士

### 首席執行官

官明杰先生

### 公司秘書

盧愛玲女士 · *ACIS, ACS*

### 合資格會計師

張嘉意女士 · *FCCA, FCPA*

### 監察主任

葉向強先生

### 審核委員會

James T. Siano 先生 (*委員會主席*)  
謝月玲女士  
黎美倫女士

### 薪酬委員會

謝月玲女士 (*委員會主席*)  
黎美倫女士  
葉向強先生

### 授權代表

葉向維先生  
葉向強先生

### 註冊辦事處

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

### 總辦事處及主要營業地點

香港灣仔  
菲林明道 8 號  
大同大廈 15 樓 1506 室

### Independent Auditors

Ernst & Young  
Certified Public Accountants  
18th Floor, Two International Finance Centre  
8 Finance Street  
Central, Hong Kong

### Legal Advisers

as to Hong Kong law:  
Chiu & Partners  
41st Floor, Jardine House  
1 Connaught Place  
Central, Hong Kong

as to Cayman Islands law:  
Conyers Dill & Pearman, Cayman  
Century Yard  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

### Principal Share Registrar and Transfer Office

Butterfield Fund Services (Cayman) Limited  
Butterfield House, 68 Fort Street  
P.O. Box 705, George Town  
Grand Cayman  
British West Indies

### Hong Kong Branch Share Registrar and Transfer Office

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

### Principal Banker

Standard Chartered Bank (Hong Kong) Limited  
Standard Chartered Bank Building  
4-4A Des Voeux Road Central  
Hong Kong

### Company Website

<http://www.prosten.com>

### Stock Code

8026

### 獨立核數師

安永會計師事務所  
執業會計師  
香港中環  
金融街8號  
國際金融中心2期18樓

### 法律顧問

香港法律：  
趙不渝 馬國強律師事務所  
香港中環  
康樂廣場1號  
怡和大廈41樓

開曼群島法律：  
Conyers Dill & Pearman, Cayman  
Century Yard  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

### 股份登記及過戶總處

Butterfield Fund Services (Cayman) Limited  
Butterfield House, 68 Fort Street  
P.O. Box 705, George Town  
Grand Cayman  
British West Indies

### 香港股份登記及過戶分處

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

### 主要往來銀行

渣打銀行(香港)有限公司  
香港  
德輔道中4-4A號  
渣打銀行大廈

### 公司網址

<http://www.prosten.com>

### 股份代號

8026

On behalf of the board of directors (the "Board") of the Company, I am pleased to present the Annual Report of the Company and its subsidiaries (collectively the "Group") for the financial year 1 April 2007 to 31 March 2008.

### Accomplishments

The year 2007 to 2008 was an extraordinary year for the Group's 19 years of history. We have not only become prominent in the mobile search sector, but have also proven that using music search on the launch pad was an excellent strategy which led to a profitable partnership with the China Mobile. Our product and technical teams which have earned us a PRC Patent for our Natural Language Mobile Search Engine. In the last 12 months, 120 million mobile search users used our services. With enabled mobile Search Engine Marketing ("SEM"), we have become one of the few companies in the PRC which achieved mobile SEM advertising. Excluding the impact of fair value gain and imputed interest expenses on convertible bonds which amounted to HK\$15,819,000 in aggregate, we have recorded a profit attributable to equity holders of HK\$42,306,000 representing earnings of HK7.1 cents per share.

### A Distinctive Year Under Review

The year 2007 was a turning point for our Group. We built teams for the search operation and we solidified our income position. We were successful in turning the Company back to profitability after suffering years of deficits. Predicting the arrival of great demand for user driven mobile data, we gradually ceased to carry on our push supply styled Mobile Value Added SP business in early 2007. We have benefited from our experiences and have passionately entered the Mobile Search business.

Music ring tones and ring-back tones are the mobile data most in demand by the 500 million mobile phone users in the PRC. We have built central and provincial marketing and operation teams which have been collaborating daily with China Mobile to promote usage of our search engine for downloading ring tones. We have secured most of our income from mobile users music downloads, while helping mobile data services providers and content providers achieve their music marketing. In addition, we have built a solid technical support team for the search operation. In order to enhance our SEM, we have built our own research team with the help of Accenture. This created value by improving our understanding of user behaviors and successfully identifying target users from user patterns data. We have effectively formulated and constructed a mobile phone search company.

本人謹代表本公司董事會（「董事會」），欣然提呈本公司及其附屬公司（統稱「本集團」）二零零七年四月一日至二零零八年三月三十一日止財政年度之年報。

## 成就

踏入第十九個年頭，本集團於二零零七年至二零零八年年度取得不凡成就。我們不僅於移動搜索領域日趨領先，而且證明了利用音樂搜索服務擴充集團業務為上上之選，本集團其後更與中國移動建立共贏夥伴關係。通過產品及技術團隊的不懈努力，本集團取得自然語言無線搜索引擎的中國專利權。於過去十二個月，已有1.2億名移動搜索用戶使用本集團的服務。在有效的移動搜索引擎營銷下，我們成為國內少數成功進行移動搜索引擎營銷的公司。倘撇除可換股債券之公平價值收益及名義利息開支合共15,819,000港元之影響，我們錄得權益持有人應佔溢利42,306,000港元，而每股盈利則為7.1港仙。

## 表現突出的回顧年度

二零零七年為本集團的轉捩點。我們建立搜索業務團隊並鞏固收入狀況。經歷數年的虧損後，我們成功轉虧為盈。由於預期用戶移動數據需求將不斷增加，因此於二零零七年初，我們開始逐步不再以推送供應式經營移動增值服務供應商業務。憑藉多年累積的經驗，本集團成功開拓移動搜索業務。

音樂鈴聲及接駁鈴聲為中國5億名手機用戶需求最迫切的移動數據。本集團於總辦事處及不同省份建立營銷及營運團隊，一直與中國移動緊密合作，積極推動手機用戶使用本集團搜索引擎的鈴聲下載服務。我們主要透過移動用戶下載音樂取得收入，亦同時協助移動數據服務供應商及內容供應商推廣其音樂。此外，我們亦為搜索業務建立可靠的技術支援團隊。為提升本集團的搜索引擎營銷，我們在Accenture的協助下建立研究團隊。我們利用用戶數據進一步掌握用戶的使用模式及成功確定目標客戶，從而為集團提高產品附加值。我們成功地建構了一間手機搜索公司。

## Chairman's Statement

### Outlook

We shall continue to achieve increased profits by marketing more vertical search products. We shall also continue to work closely with China Mobile and content providers in promoting the use of our search services and to achieve long-tail marketing for music products. We shall focus on improving our marketing and operation skills leading to more scalable revenue. In light of the recent PRC Telco Operator restructuring, we are determined and confident that our search services will be adopted by 3G Operators. We shall capitalize on our search engine database and coordinate marketing activities with our strategic partners. We are also looking to serve the search needs of the mobile phone users from the grass-roots social level, including 400 million people who are not using computers in the PRC.

We would like to express our sincere gratitude for the support of our shareholders and business partners and also thank and recognize the contribution of our hard-working employees and dedicated management. Together, we shall set new milestones and achieve better results for many years to come.

**Yip Heon Wai**

*Chairman*

Hong Kong

23 June 2008



## 前景

我們將透過推廣更多類別的搜索產品提高利潤。我們將與中國移動及內容供應商緊密合作，不斷推動各界使用本集團的搜索服務及積極推廣本集團的音樂產品，以達到長尾效應。我們將集中改善本集團的營銷及營運技巧，從而為集團帶來更龐大的收益。於中國電訊營運商在近期進行重組之際，我們深信3G營運商將採用本集團的搜索服務。在充分利用搜索引擎數據庫的資料基礎上，我們將與本集團的策略性夥伴攜手進行推廣活動。我們熱切期待為不同領域手機用戶提供搜索服務，讓本集團的服務覆蓋至中國4億名無電腦設備階層。

在此衷心感謝股東及業務夥伴的支持，並對本集團的員工及管理層作出的貢獻致以謝意，感謝他們努力不懈，悉力以赴。在集團全人的竭誠努力下，本集團定能昂首邁向新里程，於未來再創佳績。

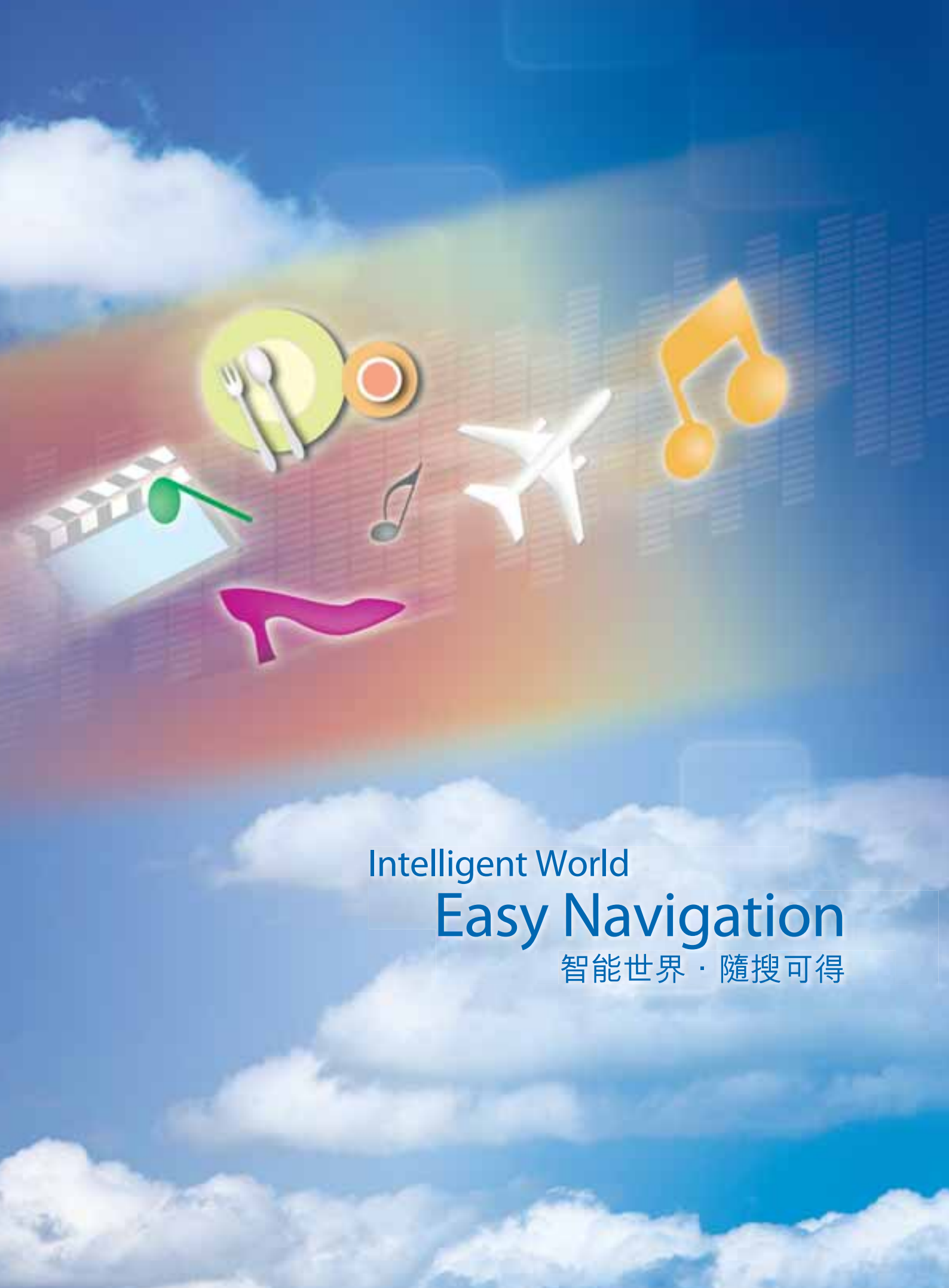
主席

**葉向維**

香港

二零零八年六月二十三日





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## A. Operating Results

### Results for the year

This year, the Group successfully turned into profit. With the launch of wireless search services covering 31 provinces (municipalities) and autonomous regions in China and the implementation of budget control on trimming operating expenses, the Group's operating results improved significantly and generated a profitable position. The profit for the year attributable to equity holders of the Company amounted to HK\$26,487,000, representing an increase by HK\$60,976,000 compared to a loss position of HK\$34,489,000 in last year. Excluding the impact of fair value gain and imputed interest expenses on convertible bonds which amounted to HK\$15,819,000 in aggregate, the profit attributable to equity holders of the Company for the year under review would have been shown as HK\$42,306,000.

### Revenue

The consolidated revenue for the year ended 31 March 2008 amounted to HK\$83,339,000, significantly increased by HK\$32,117,000 or 63% as compared with 2007. The revenue increase was largely due to the remarkable growth of wireless search services, that mainly contributed by music products. The significant growth in wireless search services was attributable to an increase in public awareness leading to expansion of the mobile search user base. The Group's effective business strategies and marketing support from telecom operator further increased the number of searches and downloads by mobile users.

### Cost of Sales

The Group's cost of sales was significantly decreased by HK\$8,544,000 to HK\$9,869,000 in this year. This was mainly due to cost of sales in last year being comprised mainly of profit sharing cost with telecom operators for the previous mobile value added services, which ceased in February 2007. However, in this year, wireless search revenue was recorded on a "net basis", that is, only revenue after sharing with telecom operator was recorded. Thus profit sharing cost with telecom operators no longer exist in the current year's cost of sales.

## A. 經營業績

### 本年度業績

本年度，本集團成功轉虧為盈。憑藉推出覆蓋中國31個省(市)和自治區之無線搜索服務及實行財政預算控制削減經營開支後，本集團之經營業績有顯著改善及達至盈利狀況。本公司權益持有人應佔年內溢利為26,487,000港元，與去年虧損34,489,000港元比較，增加60,976,000港元。倘撇除可換股債券之公平價值收益及名義利息開支合共15,819,000港元之影響，本公司權益持有人應佔回顧年度內溢利則應為42,306,000港元。

### 收益

截至二零零八年三月三十一日止年度之綜合收益為83,339,000港元，較二零零七年大幅增加32,117,000港元或63%。收益增加主要歸因於無線搜索服務的卓越增長，當中大部分增長均來自音樂產品。無線搜索服務的顯著增長乃歸因於公眾注意度之增加而引致移動搜索用戶基礎擴大。通過本集團有效的業務策略及電訊運營商的市場推廣支持，令移動用戶搜索及下載之次數進一步增加。

### 銷售成本

本集團的銷售成本於年內顯著減少8,544,000港元至9,869,000港元，主要由於去年的銷售成本當中主要由之前的移動增值服務(已於二零零七年二月終止)與電訊運營商的利潤分配成本而組成。然而，本年無線搜索收益以「淨額方式」記賬，即只是以與電訊運營商分成後的收益作記賬。因此本年度的銷售成本中並無與電訊運營商的利潤分配成本。

## A. Operating Results (continued)

### Gross Profit

The gross profit for the year ended 31 March 2008 was increased by HK\$40,661,000 or 124% to HK\$73,470,000. In addition, the Group's gross profit margin was significantly increased from 64% in 2007 to 88% in 2008. The increase was due to relatively high gross profit margin in wireless search services compared to the previous mobile value added services. In addition, the Group started to enjoy economies of scale once its mobile search user base surged to a certain level, the gross profit margin was further increased due to this reason.

### Other Income and Gains

Other income and gains was increased by HK\$7,702,000 to HK\$8,844,000 in 2008. It was mainly due to the fair value gain on an investment property for HK\$965,000 and the write back of trade payables for HK\$5,887,000.

### Operating Expenses

Through continuous effort in budget and cost control, the overall operating expenses including selling expenses, administrative expenses and other expenses during the year under review amounted to HK\$42,120,000, decreased by HK\$26,576,000 or 39% compared to last year.

The selling expenses were sharply decreased by HK\$16,089,000 or 65% to HK\$8,751,000 compared to 2007 due to the reduction of promotion and marketing expenses for the previous mobile value added services. The administrative expenses were decreased by HK\$12,231,000 or 32% to HK\$25,515,000 mainly contributed by the decrease in staff costs. The other expenses were increased by HK\$1,744,000 or 29% in 2008 due to the fair value losses on equity investments at fair value through profit or loss.

The finance costs were significantly increased by HK\$23,556,000 in 2008 due to the imputed interest expenses on convertible bonds which were issued in the financial year under review.

## A. 經營業績(續)

### 毛利

截至二零零八年三月三十一日止年度，毛利增加40,661,000港元或124%至73,470,000港元。此外，本集團之毛利率顯著由二零零七年之64%提升至二零零八年之88%。增幅主要為無線搜索服務的毛利率比之前的移動增值服務相對較高。另外，隨著移動搜索用戶基礎飆升到一定水平時，本集團開始受惠於規模經濟，因此毛利率得以進一步提高。

### 其他收入及收益

其他收入及收益在二零零八年內增加7,702,000港元至8,844,000港元。主要是由於一項投資物業之公平價值收益965,000港元以及應付賬款回撥之5,887,000港元所致。

### 經營開支

通過持續努力推行預算及成本控制，回顧年內之整體經營開支，包括銷售開支、行政開支及其他開支為42,120,000港元，較去年減少26,576,000港元或39%。

銷售開支與二零零七年相比銳減16,089,000港元或65%至8,751,000港元，主要由於之前的移動增值服務所產生的宣傳及市場推廣開支減少。行政開支減少12,231,000港元或32%至25,515,000港元，主要為員工成本降低所致。其他開支在二零零八年增加1,744,000港元或29%，原因為按公平價值列賬及在損益賬處理之股權投資有公平價值虧損。

財務費用在二零零八年大幅增加23,556,000港元，因為在本回顧財政年度內發行之可換股債券之名義利息開支所致。

## A. Operating Results (continued)

### Financial Position, Liquidity, Financial Resources and Gearing Ratio

The total equity of the Group as at 31 March 2008 was HK\$37,335,000 (2007: HK\$4,643,000). The Group had net current assets of HK\$19,179,000 as at 31 March 2008 compared to net current liabilities of HK\$3,120,000 as at 31 March 2007. The Group's current ratio, as a ratio of current assets to current liabilities, was approximately 1.3 as at 31 March 2008 (2007: 0.8). The Group had cash and cash equivalents of HK\$33,202,000 as at 31 March 2008 (2007: HK\$3,040,000). During the year under review, the Group financed its operations mainly with its revenue from operations and the net proceeds from the issue of convertible bonds and ordinary shares during the year. The Group adheres to a prudent cash and financial management policy. In order to achieve better cost control and minimize cost of funds, the Group's treasury activities are centralized and the cash is generally placed on deposits, mostly denominated in Renminbi and Hong Kong dollars. As at 31 March 2008, the gearing ratio of the Group, as a ratio of total borrowings to total equity, was 120% (2007: 0%).

### Capital Structure

The shares of the Company were listed on GEM on 28 March 2000. The change of the Company's capital structure during the year under review was set out as follows.

#### *Issue of Convertible Bonds under General Mandate*

Pursuant to a convertible bonds subscription agreement dated 30 April 2007 ("Subscription Agreement"), the Company issued certain five-year HK\$28,800,000 zero-coupon convertible bonds ("Convertible Bonds") (which may be converted into shares to be allotted and issued under general mandate) to a subscriber which is an existing shareholder of the Company. The Convertible Bonds may, upon exercise of the conversion rights attaching to them, into new shares at the conversion price initially of HK\$0.96 per share (subject to adjustment) at any time during the five years commencing from the date of first issue of the Convertible Bonds (the "Convertible Bonds Subscription").

## A. 經營業績 (續)

### 財政狀況、流動資金、財政資源及資本與負債比率

於二零零八年三月三十一日，本集團之權益總額為37,335,000港元(二零零七年：4,643,000港元)。於二零零八年三月三十一日，本集團之流動資產淨值為19,179,000港元，而二零零七年三月三十一日則有流動負債淨值3,120,000港元。於二零零八年三月三十一日，本集團之流動比率(流動資產與流動負債之比率)約為1.3(二零零七年：0.8)。於二零零八年三月三十一日，本集團之現金及現金等值物為33,202,000港元(二零零七年：3,040,000港元)。於回顧年度內，本集團主要以其經營收益及年內發行可換股債券及普通股之所得款項淨額為其營運提供資金。本集團採取審慎之現金及財政管理政策。為求能夠更有效控制成本及盡量降低資金成本，本集團之財資活動均為中央管理，而現金一般會以存款方式存放，並且大部分以人民幣及港元為計算單位。於二零零八年三月三十一日，本集團之資本與負債比率(總借貸與權益總額之比率)為120%(二零零七年：0%)。

### 資本架構

本公司股份於二零零零年三月二十八日在創業板上市。本公司於回顧年度之資本架構變動載列如下。

#### *根據一般授權發行可換股債券*

根據二零零七年四月三十日之可換股債券認購協議(「認購協議」)，本公司向一名認購人(為本公司之現有股東)發行若干五年期價值28,800,000港元之零息可換股債券(「可換股債券」)(可轉換為根據一般授權分配及發行的股份)。由緊隨可換股債券首度發行日期之日起計五年內，可換股債券可行使其附帶換股權隨時按初步換股價每股0.96港元(可予調整)兌換為新股份(「可換股債券認購事項」)。

### A. Operating Results (continued)

If the holder(s) of the Convertible Bonds exercise the conversion rights attached to the Convertible Bonds in full at the initial conversion price of HK\$0.96 per share, a total of 30,000,000 shares will be issued, representing about 5.06% of the issued share capital of the Company before exercise the conversion rights and representing approximately 4.82% of the issued share capital of the Company as enlarged by such issue. If the holder(s) of the Convertible Bonds exercise the conversion rights attached to the Convertible Bonds in full at the adjusted conversion price of HK\$0.50 per share, a total of 57,600,000 shares will be issued, representing about 9.72% of the issued share capital of the Company before exercise the conversion rights and representing approximately 8.86% of the issued share capital of the Company as enlarged by such issue.

The net proceeds from the issue of the Convertible Bonds was approximately HK\$28,500,000. The Convertible Bonds Subscription was completed on 6 June 2007. There was no movement in the amount of these Convertible Bonds during the year.

Under the Subscription Agreement, the Company is obliged to recover certain trade receivables. The date of performance of the said obligation was agreed by the Company, Tallmany Enterprises Ltd. and China Broadband Capital Partners, L.P. to be certain date which falls within the financial year under review. Such obligations were not completely fulfilled before the agreed date, resulting in the occurrence of an event of default under the terms of the Convertible Bonds. The holder(s) of the Convertible Bonds has the legal right to request for early redemption of the Convertible Bonds in accordance with the term of the Subscription Agreement. Up to the date of this annual report, the Company however has not received any notice from the holder(s) of the Convertible Bonds requesting for early redemption of the Convertible Bonds. The Convertible Bonds have been presented as current liabilities and the 25% premium over the face value of the Convertible Bonds was accounted for in the Consolidated Balance Sheet as at 31 March 2008 .

### Significant Investments and Disposal

There were no material acquisitions and disposals of subsidiaries by the Company during the year under review.

### A. 經營業績(續)

倘可換股債券之持有人以初步換股價每股0.96港元全面行使可換股債券附有之換股權，合共30,000,000股股份將獲發行，佔本公司於行使換股權前已發行股本約5.06%及本公司經該發行而擴大之已發行股本約4.82%。倘可換股債券之持有人以經調整換股價每股0.50港元全面行使可換股債券附有之換股權，合共57,600,000股股份將獲發行，佔本公司於行使換股權前已發行股本約9.72%及本公司經該發行而擴大之已發行股本約8.86%。

發行可換股債券之所得款項淨額約為28,500,000港元。可換股債券認購事項已於二零零七年六月六日完成。年內相關可換股債券的數量並無改變。

根據認購協議，本公司須收回若干應收賬款。本公司、Tallmany Enterprises Ltd. 及 China Broadband Capital Partners, L.P. 同意履行上述責任之日期為本回顧財政年度內之某一日。有關責任於已同意日期前並未完全履行，導致出現可換股債券條款下之違約事件。可換股債券持有人擁有法律權利以要求根據認購協議之條款提前贖回可換股債券。然而，截至本年報日期，本公司並未收到可換股債券持有人要求提前贖回可換股債券的任何通知。可換股債券已於二零零八年三月三十一日之綜合資產負債表中以流動負債呈列，而可換股債券面值之25%溢價亦於該報表中列賬。

### 重大投資及出售

本公司於回顧年度內並無進行附屬公司之重大收購及出售。

# Management Discussion and Analysis 管理層討論及分析

## A. Operating Results (continued)

### Foreign Currency Exchange Exposure and Treasury Policies

As most of the Group's trading transactions, monetary assets and liabilities were denominated in Renminbi and Hong Kong dollars, the impact of the foreign exchange exposure of the Group was considered to be minimal and there was no significant adverse effect on the normal operations of the Group. As at 31 March 2008, no related hedges were made by the Group.

### Contingent Liabilities

As at 31 March 2008, the Group has no material contingent liabilities.

### Employees and Remuneration Policy

As at 31 March 2008, the Group had a total of 146 employees (2007: 109). The Group's remuneration policy is basically determined by the performance of individual employees and the market condition. In addition to salaries, employee benefits included medical scheme, pension contributions and share option schemes.

## B. Business Review

Following the Group's historical breakthrough with a recorded profit from operations of HK\$10 million in the third quarter of this financial year, the strong growing momentum continued in the fourth quarter, with turnover reaching new height to HK\$45,753,000, hence the Group's target of achieving outstanding results in this financial year has been fulfilled. The Group's turnover for the whole year amounted to HK\$83,339,000, and profit from operations amounted to HK\$40,194,000. The business of the Group was thus returned to the track of rapid and sound growth.

Ongoing improvements in the results of the Group were reflected as follows:

- 1) Wireless search, our major business, has entered the phase of rapid growth. As Internet search business has been developing in the market for years, a growing number of users has realized the value of Internet search and has established certain usage practices. Such trend has directly facilitated users to use and become familiar with our new

## A. 經營業績(續)

### 外匯風險及庫務政策

本集團大部分買賣交易、貨幣資產及負債乃以人民幣及港元為計算單位，因此外幣匯兌風險對本集團所構成之影響甚微，對本集團之正常業務亦無重大不利影響。於二零零八年三月三十一日，本集團並無進行任何相關對沖。

### 或然負債

於二零零八年三月三十一日，本集團並無重大或然負債。

### 僱員及薪酬政策

於二零零八年三月三十一日，本集團之僱員總數為146人(二零零七年：109人)。本集團之薪酬政策一般根據個別僱員之表現及市況釐定。除薪金外，僱員福利包括醫療計劃、退休金供款及購股權計劃。

## B. 業務回顧

本集團繼本財年第三季度業務取得歷史性的突破，首次錄得1,000萬港元經營溢利後，本財年第四季度繼續保持強勁增長態勢，營業額創下新的記錄，達到45,753,000港元，從而實現了本財年業績的優異表現。本集團全年營業額達到83,339,000港元，經營溢利達到40,194,000港元，表明本集團業務重新進入快速、良性增長的軌道。

本集團業績的持續改善充分反映如下：

- 1) 我們主要從事的無線搜索業務已進入快速增長階段。經過多年互聯網搜索業務的市場培育，愈來愈多的用戶逐步認識到搜索的價值並養成了一定的使用習慣。這直接促使用戶更快捷地通過手機，熟悉並使用我們的新型



### B. Business Review (continued)

wireless search business conveniently through mobiles. At the same time, through effective marketing efforts, we directed mobile users to experience wireless search. The results were significant. Just within the past year, we have already provided search services in music, entertainment and lifestyle information to more than 120 million mobile users. In particular, we would like to mention that, after the occurrence of Sichuan earthquake, we applied a particular unique natural language intelligent navigation technology, and launched a target-oriented message service known as “Love and Care with SMS”, and provided search service in various types of information to the people living in the disaster areas.

- 2) Music search business in cooperation with China Mobile has developed rapidly, and became one of the major sources of revenue for the Group. Music search has been the major scope of service for Internet search engine providers such as Baidu and Google. We have also developed wireless music search as our business focus. Service capabilities became more comprehensive and service modes became more diversified. At present, service modes have already covered SMS, MMS, mobile Internet and traditional Internet, while users' experiences have also been enhanced substantially.
- 3) In view of the satisfactory results achieved from the marketing efforts in wireless search, the bidding business for search positions, advertising business related to search content, and cross-selling in relevant entertainment content were commenced gradually. It did not only expand our scope of business, but also brought considerable revenue to the Group.
- 4) Capacities and experiences in the service operation were enhanced continuously. Through effective data mining and analysis on users' behaviours, the Group provided personalized search service to over 120 million of users. This allowed users to receive their own favourite music and entertainment content. Users' experiences generated from enormous business volume enabled us to enhance service quality and improve users' satisfaction accordingly.

### B. 業務回顧(續)

無線搜索服務。同時，我們通過有效的市場推廣來引導手機用戶體驗無線搜索，效果顯著。在過去的短短一年內，我們已經為超過1.2億的手機用戶提供了音樂、娛樂及生活資訊等方面的搜索服務。我們特別提及，在四川地震發生後，我們利用專門獨有的自然語言智能導航引擎技術，推出了有針對性的「短信愛心通」信息服務，及時為災區人民提供各類資訊的搜索服務。

- 2) 與中國移動合作的音樂搜索業務發展迅速，已經成為本集團收入的主要支柱之一。音樂搜索一直是百度、谷歌等互聯網搜索提供商的主要服務領域，我們也把無線音樂搜索作為重點領域來發展，服務功能日趨完善，服務形式更加多樣。目前，服務形式已涵蓋短信、彩信、手機上網、傳統互聯網，同時用戶體驗也得到實質性提升。
- 3) 基於無線搜索的市場營銷取得不俗的業績，搜索位置的競價業務，搜索內容相關的廣告業務及相關娛樂內容的交叉營銷已逐步開展。這不但令我們的業務範圍得到拓寬，也為本集團帶來可觀收入。
- 4) 服務運營能力和經驗持續提高。通過有效的數據挖掘和用戶行為分析，本集團為逾1.2億用戶提供個性化搜索服務，方便用戶獲取融入自己喜愛的音樂與娛樂資訊等內容。海量用戶服務經驗有助於提升我們的服務質量與用戶滿意度。

## Management Discussion and Analysis 管理層討論及分析

### B. Business Review (continued)

- 5) Systems and standards were gradually formulated for the management system of the Group. Under the leadership of the management team comprises experienced professionals, various constitutions and systems of the Group were rapidly achieved perfect. Business processes were completely rebuilt within the Group and comprehensive budgeting and performance appraisal systems were also finalized. It did not only enhance motivation among the staff, but also control the business expenses more effectively, which helped us to secure profitability.
- 6) The core technologies of the Group became mature and their capabilities in innovation were continuously strengthened. Our core technology, Mobile Intelligent Navigation Engine (“MINE”), was a natural language mobile search technology. After testing for a long time through enormous volume of searches, MINE has reached the strict standard for operation and earned the PRC Patent. As the profitability from core operations is secured, the Group devoted substantial amount of capital and human resources to continue to pursue for the innovative development of products and businesses. Products to be launched in future can fulfill the growing demand from the market and the long-term development of the Group.

### Outlook

Looking ahead, the management is confident that the Group will continue to achieve sustainable growth. Proposals for the restructuring of operators in China had been published. The grant of 3G licences will be made in due course. This will allow the Group to further explore new cooperation channels in its wireless search business. Apart from the expected revenue growth, establishing cooperation relationship with new operators is also one of the major means for the Group to mitigate business risks. At present, we are conducting business exchange with new operators. It is expected that new cooperation ventures will be entering into in the coming future. Prospects in wireless search market are generally favourable. As an early entrant in such area, we shall not ignore its potential. With the leading position secured by the Group in wireless music search business nowadays, our future strategies are to accelerate the pace of vertical penetration in areas including games, entertainment and lifestyle information, so as to ultimately maximize our market share in general search.

### B. 業務回顧(續)

- 5) 本集團管理體系逐步走向制度化、正規化。在以專業人才為首的管理團隊帶領下，本集團的各項規章制度迅速達到完善，業務流程得以全面再造，預算制度、業績考核制度也得以完善及落實。這不但進一步提高了員工的積極性，同時更有效地控制了業務開支，保障了盈利水平。
- 6) 本集團核心技術日臻成熟，創新能力不斷加強。我們的核心技術移動智能搜索引擎(「搜索引擎」)，是一種自然語言的無線搜索技術。經過了長時間海量搜索的考驗，搜索引擎已經達到運營級的嚴格標準，並且取得中國的專利權。在核心業務獲利能力的保障下，本集團投入大量資金和人力繼續進行產品與業務的創新開發，後續產品的推出能夠滿足日益增長的市場需要和本集團長遠發展的要求。

### 展望

展望未來，管理層對本集團業務的持續增長充滿信心。國內運營商重組方案已經公布，3G牌照發放指日可待，這將給予本集團無線搜索業務開闢更多新的合作渠道，除了收入增長的預期外，與新運營商的合作也是本集團規避業務風險的主要方式之一。目前，我們正在和新的運營商進行業務交流，有望在不久的將來達成合作；無線搜索的市場前景被普遍看好，作為該領域的先行者，我們自然不會等閒視之。在本集團無線音樂搜索業務已經取得決定性市場地位的今天，我們的未來戰略是加速向包括遊戲、娛樂及生活資訊等更多垂直領域滲透，最終佔領通用搜索的制高點。

### Outlook (continued)

In addition, the wireless advertising business established on users' data mining and search service will be launched with promotion in full scale and is expected to be our new key business.

Under the keen market competition, the Group must grow rapidly. Other than development in our ordinary business, we are also actively seeking for development strategies and objectives outside the usual course of business, including mergers and acquisitions.

In conclusion, we are confident about the prospect for the wireless search business. We believe that we can become the leader in the industry within the next two years.

### 展望(續)

此外，建立在用戶數據挖掘和搜索服務基礎之上的無線廣告業務也做好了大規模推廣的準備，有望成為業務新星。

在市場競爭激烈的環境下，本集團要迅速成長，除了常規業務發展外，我們也在積極尋求包括併購在內的非常規業務發展戰略和目標。

最後，我們對無線搜索業務的前景充滿信心，並深信能在未來兩年成為該領域的真正領導者。

## Directors and Senior Management 董事及高級管理層

### Executive Directors

**Mr. Yip Heon Wai**, aged 47, is a founder of the Group, the Chairman of the Board and an executive Director of the Company, in charge of the overall corporate strategies and business development of the Group. He is also an authorised representative of the Company. Mr. Yip holds a bachelor degree in applied computer science from Illinois State University in USA. Mr. Yip is a son of Mr. Yip Seng Mun, the Group's former Chairman and a brother of Mr. Yip Heon Keung, an existing executive Director and Mr. Yip Heon Ping, a former executive Director of the Company.

**Mr. Yip Heon Keung**, aged 38, is an executive Director of the Company, in charge of strategic alliances with business partners of the Group. He is also the Compliance Officer, an authorised representative and a member of the Remuneration Committee of the Company. Mr. Yip is a graduate of Program for Management Development from Harvard University and holds a bachelor degree in electrical engineering from the University Wisconsin-Madison, USA. Prior to joining the Group, Mr. Yip worked in a software-consulting firm as a consultant in the USA. He has been with the Group since October 1996. Mr. Yip is a son of Mr. Yip Seng Mun, the Group's former Chairman and a brother of Mr. Yip Heon Wai, an existing executive Director and Mr. Yip Heon Ping, a former executive Director of the Company.

### Non-executive Directors

**Dr. Xu Zhiming**, aged 46, was appointed as a non-executive Director of the Company in June 2007. Dr. Xu received a doctoral degree in Economics from University of Manchester in England in 1993, a master degree in Economics from China Academy of Social Sciences in 1986, and a bachelor degree in Physics from Peking University in 1983. Dr. Xu is currently a partner of CBC Partners, L.P. ("CBC"). From 2002 to 2005, Dr. Xu was a senior advisor of Tom Group Limited and an executive director and chief operating officer of Tom Online Inc. Dr. Xu has extensive experience in investment banking and corporate management.

### 執行董事

**葉向維先生**，47歲，本集團創辦人之一兼董事會主席及本公司執行董事，負責制定本集團之整體企業策略及業務發展。彼亦為本公司之授權代表。葉先生持有美國伊利諾斯州立大學應用電腦科學學士學位。葉先生為本集團之前任主席葉醒民先生之兒子以及現任執行董事葉向強先生及本公司之前任執行董事葉向平先生之兄弟。

**葉向強先生**，38歲，本公司執行董事，負責與本集團業務夥伴建立策略性聯盟。彼亦為本公司之監察主任，授權代表及薪酬委員會成員。葉先生畢業於哈佛大學管理發展課程，及持有美國威斯康辛－麥迪遜大學電機工程學士學位。葉先生在加入本集團之前，曾於美國一家軟件顧問公司出任顧問一職。葉先生於一九九六年十月加入本集團。葉先生為本集團之前任主席葉醒民先生之兒子以及現任執行董事葉向維先生及本公司之前任執行董事葉向平先生之兄弟。

### 非執行董事

**許志明博士**，46歲，於二零零七年六月獲委任為本公司之非執行董事。許博士於一九九三年取得英國曼徹斯特大學經濟學博士學位，於一九八六年取得中國社會科學院經濟學碩士學位，以及於一九八三年取得北京大學物理專業學士學位。許博士現為CBC Partners, L.P. (「CBC」)之合夥人。自二零零二年至二零零五年，許博士曾擔任TOM集團有限公司之高級顧問，以及TOM在線有限公司之執行董事兼首席運營官。許博士在投資銀行及企業管理方面之經驗很豐富。

## Directors and Senior Management 董事及高級管理層

**Mr. Zhang Ying**, aged 33, was appointed as a non-executive Director of the Company in June 2007. Mr. Zhang received a master degree in business administration from China Europe International Business School in 2005 and a bachelor degree in finance from Tsinghua University in 1997. Mr. Zhang is currently a partner of CBC. Prior to joining CBC, Mr. Zhang served as the general manager of the capital market department of China Netcom Group Corporation (Hong Kong) Limited, and the general manager of the Operations Department and the Financing and M&A Department of China Netcom Limited since July 2000. From August 1997 to June 2000, Mr. Zhang was a consultant of McKinsey & Company.

### Independent Non-executive Directors

**Mr. James T. Siano**, aged 48, was appointed as an independent non-executive Director of the Company in March 2000. He is also the Chairman of the Audit Committee of the Company. Mr Siano holds a master degree in business administration from Pace University, USA and is the president and the chief executive officer of Montblanc Pacific Distributors Ltd. which is the Asia Pacific regional headquarters for the Montblanc brand. Prior to that, Mr. Siano was the managing director of Swatch Group of Switzerland (Hong Kong) Ltd. Mr. Siano has extensive experience in the sales, marketing and finance field.

**Ms. Tse Yuet Ling, Justine**, aged 37, was appointed as an independent non-executive Director of the Company in January 2005. She is also a member of the Audit Committee and the Chairman of the Remuneration Committee of the Company. She graduated from the Northern Illinois University, USA with a bachelor degree in Computer Science. Ms. Tse is currently employed by a wholly-owned subsidiary of a prestigious bank in Hong Kong. Prior to that, she had worked in the software application field for more than 10 years.

**Ms. Lai May Lun**, age 58, was appointed as an independent non-executive Director of the Company in March 2006. She is also a member of the Audit Committee and the Remuneration Committee of the Company. She graduated from the Chinese University of Hong Kong with a bachelor degree in social science and a master degree in business administration. Ms. Lai is currently a project manager of a China business company in Hong Kong. Prior to that, she had been the administration manager of a charitable foundation in Hong Kong. Further back, she had worked for the Hong Kong Telecommunications Limited for more than 20 years and had extensive experience in various areas of telecommunications.

**張穎先生**，33歲，於二零零七年六月獲委任為本公司之非執行董事。張先生於二零零五年取得中國國際工商學院頒授之工商管理碩士學位，並於一九九七年取得清華大學頒授之金融專業學士學位。張先生現為CBC之合夥人。在加入CBC以前，自二零零零年七月起，張先生擔任中國網通集團(香港)有限公司資本市場部總經理，以及中國網通有限公司運營管理部和股權融投資部總經理。自一九九七年八月至二零零零年六月，張先生曾為麥肯錫公司諮詢顧問。

### 獨立非執行董事

**James T. Siano 先生**，48歲，於二零零零年三月獲委任為本公司之獨立非執行董事。彼亦為本公司審核委員會主席。Siano先生持有美國Pace University工商管理碩士學位，現時出任Montblanc Pacific Distributors Ltd.主席及總裁，該公司為Montblanc品牌之亞太區總部。過往，Siano先生曾擔任Swatch Group of Switzerland (Hong Kong) Ltd.之董事總經理。Siano先生在銷售、市場推廣及金融方面之經驗很豐富。

**謝月玲女士**，37歲，於二零零五年一月獲委任為本公司之獨立非執行董事。彼亦為本公司審核委員會成員及薪酬委員會主席。謝女士畢業於美國北伊利諾大學，獲頒授電腦學理學士學位。謝女士目前受聘於香港一家著名銀行之全資附屬公司。在此之前，彼曾於軟件應用業界工作逾10年。

**黎美倫女士**，58歲，於二零零六年三月獲委任為本公司之獨立非執行董事。彼亦為本公司審核委員會及薪酬委員會成員。黎女士畢業於香港中文大學，獲頒授社會科學學士學位及工商管理學碩士學位。黎女士目前為香港一間中國業務發展公司之項目經理。在此之前，彼曾於香港一間慈善機構任職行政經理。更早之前，彼曾於香港電訊有限公司工作逾20年，在電訊領域各方面之經驗很豐富。

### Senior Management

**Mr. Guan Ming Jie** was appointed as the Chief Executive Officer of the Company in December 2007. He is responsible for overseeing the day-to-day operations of the Group. Mr. Guan received a bachelor degree in Computer Science and a master degree in Engineering from Tsinghua University in Beijing. Prior to joining us, Mr. Guan served as the chief executive officer of In Fusio Information Technologies (Shanghai) Ltd., a world leading mobile gaming company, since October 2005. From August 2004 to August 2005, Mr. Guan was the senior vice president of the sales and corporate development department in Linktone Ltd. Prior to that, he had been the general manager of Datacraft China Ltd. and the chief operating officer of ASPire Technologies Shenzhen Ltd., a member company of China Mobile. Mr. Guan has very extensive experience in the IT solutions & consultancy services and the wireless value added services in China.

**Ms. Cheung Ka Yee** joined the Group in 2002 and was appointed as the Chief Financial Officer of the Company in 2005. She is responsible for overseeing the financial operations of the Group. Ms. Cheung holds a diploma in accountancy and a master degree in business administration (Financial Services) from Hong Kong. She is a fellow member of The Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. Ms. Cheung has extensive experience in accounting, auditing, taxation and finance field.

**Ms. Lo Oi Ling** joined the Group in 2002 as the Company Secretary of the Company, in charge of the Group's overall company secretarial matters. Ms. Lo holds a master degree in business administration from the United Kingdom and is a member of the Institute of Chartered Secretaries and Administrators and the Hong Kong Institute of Company Secretaries. Ms. Lo has extensive experience in the company secretarial field.

### 高級管理層

**官明杰先生**，於二零零七年十二月獲委任為本公司首席執行官。彼負責監察本集團之日常營運。官先生取得北京清華大學電腦學理學士學位及工程碩士學位。在加入本公司以前，自二零零五年十月起，官先生擔任盈趣信息技術(上海)有限公司首席執行官。該公司為一家全球領先之手機遊戲公司。自二零零四年八月至二零零五年八月，官先生曾擔任掌上靈通股份有限公司銷售及企業發展部門高級副總裁。在此之前，彼曾於Datacraft China Ltd. 任職總經理，並擔任過中國移動旗下公司卓望數碼技術(深圳)有限公司之首席運營官。官先生於中國資訊科技解決方案及顧問服務及無線增值服務方面擁有相當豐富之經驗。

**張嘉意女士**，於二零零二年加入本集團，並於二零零五年獲委任為本公司之首席財務官。彼負責監察本集團之財務營運。張女士持有香港會計學文憑及工商管理(金融服務)碩士學位，亦為英國公認會計師公會及香港會計師公會資深會員。張女士在會計、審計、稅務及金融方面之經驗很豐富。

**盧愛玲女士**，於二零零二年加入本集團為本公司之公司秘書，負責本集團之整體公司秘書事務。盧女士持有英國工商管理學碩士學位，並為英國特許秘書及行政人員公會及香港公司秘書學會會員。盧女士在公司秘書方面之經驗很豐富。

## Report of the Directors 董事會報告

The directors (the “Directors”) of Prosten Technology Holdings Limited (the “Company”) are pleased to present their report and the audited financial statements of the Company and of the Group for the year ended 31 March 2008.

### Principal Activities

The principal activity of the Company is investment holding. Details of the principal activities of the principal subsidiaries are set out in note 15 to the financial statements. There were no changes in the nature of the Group’s principal activities during the year.

### Results and Dividends

The Group’s profit for the year ended 31 March 2008 and the state of affairs of the Company and of the Group at that date are set out in the financial statements on pages 49 to 124.

The board of Directors does not recommend the payment of any dividend for the year ended 31 March 2008.

### Summary Financial Information

The following is a summary of the published results and assets and liabilities of the Group for the last five financial years.

#### Results

		Year ended 31 March 截至三月三十一日止年度				
		2008 HK\$’000 千港元	2007 HK\$’000 千港元	2006 HK\$’000 千港元	2005 HK\$’000 千港元	2004 HK\$’000 千港元
Revenue	收益	<b>83,339</b>	51,222	59,050	54,791	84,596
Profit/(loss) before tax	除稅前溢利/ (虧損)	<b>24,359</b>	(34,769)	(27,454)	(33,109)	(40,198)
Tax	稅項	<b>2,128</b>	280	274	1,300	(922)
Profit/(loss) for the year attributable to equity holders of the Company	本公司權益持有人 應佔年內溢利/ (虧損)	<b>26,487</b>	(34,489)	(27,180)	(31,809)	(41,120)

長達科技控股有限公司(「本公司」)董事(「董事」)欣然提呈彼等之報告及本公司及本集團截至二零零八年三月三十一日止年度之經審核財務報表。

### 主要業務

本公司之主要業務為投資控股。各主要附屬公司之主要業務詳情載於財務報表附註15。年內，本集團之主要業務性質並無任何改變。

### 業績及股息

本集團截至二零零八年三月三十一日止年度之溢利及本公司與本集團在當日之財務狀況載於第49頁至第124頁之財務報表內。

董事會不建議就截至二零零八年三月三十一日止年度派發任何股息。

### 財務資料摘要

本集團過往五個財政年度已刊登之業績及資產與負債摘要如下：

#### 業績

# Report of the Directors 董事會報告

## Summary Financial Information (continued)

## 財務資料摘要(續)

### Assets and liabilities

### 資產與負債

		As at 31 March 於三月三十一日				
		2008 HK\$'000 二零零八年 千港元	2007 HK\$'000 二零零七年 千港元	2006 HK\$'000 二零零六年 千港元	2005 HK\$'000 二零零五年 千港元	2004 HK\$'000 二零零四年 千港元
Property, plant and equipment	物業、廠房及設備	4,140	4,732	5,007	4,415	2,872
Investment property	投資物業	2,408	–	–	–	–
Deposits	訂金	222	2,274	503	716	2,484
Club debentures	會所債券	–	–	–	732	420
Available-for-sale investments	可供出售投資	786	757	738	–	–
Deferred tax assets	遞延稅項資產	10,600	–	–	–	–
Current assets	流動資產	85,116	13,170	43,006	62,623	102,949
Current liabilities	流動負債	(65,937)	(16,290)	(29,097)	(21,847)	(30,388)
Non-current liabilities	非流動負債	–	–	–	–	(93)
Net assets	資產淨值	37,335	4,643	20,157	46,639	78,244
Issued capital	已發行股本	59,727	59,237	51,125	51,125	51,125
Reserves	儲備	(22,392)	(54,594)	(30,968)	(4,486)	27,119
		37,335	4,643	20,157	46,639	78,244

## Property, Plant and Equipment and Investment Property

## 物業、廠房及設備以及投資物業

Details of movements in the property, plant and equipment and investment property of the Group during the year are set out in notes 13 and 14 to the financial statements, respectively.

本集團物業、廠房及設備以及投資物業於年內之變動詳情分別載於財務報表附註13及14。

## Convertible Bonds, Share Capital and Share Options

## 可換股債券、股本及購股權

Details of movements in the convertible bonds, the Company's share capital and share options during the year are set out in notes 26, 27 and 28, respectively, to the financial statements.

可換股債券、本公司已發行股本及購股權於年內之變動詳情分別載於財務報表附註26、27及28。

## Pre-emptive Rights

## 優先購買權

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

本公司組織章程細則(「組織章程細則」)或開曼群島(本公司註冊成立之司法管轄區)法例並無載列優先購買權條文，以規定本公司須按比例基準向現有股東發售新股份。



## Report of the Directors 董事會報告

### Purchase, Redemption or Sale of Listed Securities of the Company

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

### Reserves

Details of movements in the reserves of the Company and of the Group during the year are set out in note 29(b) to the financial statements and in the consolidated statement of changes in equity, respectively.

### Distributable Reserves

As at 31 March 2008, the Company had no reserve available for distribution as calculated in accordance with the Companies Law (2001 Revision) of the Cayman Islands. Under the laws of the Cayman Islands, the share premium account is distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as and when they fall due in the ordinary course of business. The share premium account may also be distributed in the form of fully paid bonus shares.

### Major Customers and Suppliers

In the year under review, sales to the Group's five largest customers accounted for 93% of the total sales for the year and sales to the largest customer included therein amounted to 67%.

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 and/or five largest suppliers during the year.

### 購買、贖回或出售本公司之上市證券

本公司或其任何附屬公司於年內並無購買、贖回或出售本公司任何上市證券。

### 儲備

本公司及本集團之儲備於年內之變動詳情分別載於財務報表附註29(b)及綜合權益變動表內。

### 可供分派儲備

於二零零八年三月三十一日，根據開曼群島公司法（二零零一年修訂本）計算，本公司並無可供分派之儲備。根據開曼群島法例，股份溢價賬可供分派予本公司股東，惟於緊隨建議分派股息之日期後，本公司須有能力於日常業務過程中償還到期之債項。股份溢價賬亦可以繳足紅股形式分派。

### 主要客戶及供應商

於回顧年內，本集團五大客戶之銷售額佔本年度總銷售額93%，其中最大客戶之銷售額佔67%。

本公司董事或任何彼等之聯繫人士或任何股東（就董事所知，擁有本公司已發行股本逾5%）於年內在本集團五大客戶及／或五大供應商中概無擁有任何實益權益。

# Report of the Directors 董事會報告

## Directors

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

### Executive Directors:

Mr. Yip Heon Wai (*Chairman*)

Mr. Yip Heon Keung

Mr. Yip Seng Mun (retired on 6 June 2007)

Mr. Yip Heon Ping (retired on 6 June 2007)

### Non-executive Directors:

Dr. Xu Zhiming (appointed on 6 June 2007)

Mr. Zhang Ying (appointed on 6 June 2007)

### Independent non-executive Directors:

Mr. James T. Siano

Ms. Tse Yuet Ling, Justine

Ms. Lai May Lun

In accordance with article 108 of the Company's Articles of Association, Mr. James T. Siano and Ms. Lai May Lun will retire by rotation and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting ("AGM").

## Independent Non-executive Directors' Confirmations of Independence

The Company has received, from each of the independent non-executive Directors, an annual confirmation of his/her independence pursuant to Rule 5.09 of the Rules Governing the Listing of the Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). The Company considers all of its independent non-executive Directors to be independent.

## 董事

於年內及截至本報告日期本公司之在職董事如下：

### 執行董事：

葉向維先生(主席)

葉向強先生

葉醒民先生 (於二零零七年六月六日退任)

葉向平先生 (於二零零七年六月六日退任)

### 非執行董事：

許志明博士 (於二零零七年六月六日獲委任)

張穎先生 (於二零零七年六月六日獲委任)

### 獨立非執行董事：

James T. Siano 先生

謝月玲女士

黎美倫女士

按照本公司組織章程細則第108條，James T. Siano 先生及黎美倫女士將輪席告退，惟彼等符合資格並將於即將舉行之本公司股東週年大會(「股東週年大會」)上膺選連任。

## 獨立非執行董事確認彼等之獨立性

本公司已接獲各獨立非執行董事就根據香港聯合交易所有限公司創業板證券上市規則(「創業板上市規則」)第5.09條所發出之年度確認函，以確認彼等之獨立性。本公司認為所有獨立非執行董事均屬獨立。

### Directors' Service Contracts

Each of the executive Directors, Mr. Yip Heon Wai and Mr. Yip Heon Keung, has entered into a Director's service contract with the Company for a term of one year commencing from 1 April 2003 (the "Service Contracts") which were renewed automatically each year for successive terms of one year subject to termination by either party giving not less than three months' notice in writing to the other party. Pursuant to the supplemental agreements entered into between each executive Director and the Company on 1 April 2004 and 1 April 2007 respectively, the terms of the Service Contracts were renewed for a fixed term of three years from 1 April 2004 to 31 March 2007 and from 1 April 2007 to 31 March 2010, subject to retirement by rotation and re-election in accordance with the Articles of Association. Otherwise than as amended by the supplemental agreements, all other provisions of the Service Contracts remain in full force and effect.

Each of the non-executive Directors, Dr. Xu Zhiming and Mr. Zhang Ying, was appointed for a fixed term of one year, commencing from 1 July 2007, subject to retirement by rotation and re-election in accordance with the Articles of Association.

Mr. James T. Siano has renewed the letter of appointment with the Company as an independent non-executive Director of the Company for a term of three years commencing from 1 January 2008 and is subject to retirement by rotation and re-election in accordance with the Articles of Association.

Ms. Tse Yuet Ling, Justine has renewed the letter of appointment with the Company as an independent non-executive Director of the Company for a term of one year commencing from 1 January 2008 and is subject to retirement by rotation and re-election in accordance with the Articles of Association.

### 董事之服務合約

各執行董事葉向維先生及葉向強先生已各自與本公司訂立一份董事服務合約（「服務合約」），由二零零三年四月一日起，為期一年。服務合約每年自動續期一年，惟雙方可向另一方發出不少於三個月書面通知終止服務合約。根據各執行董事與本公司分別於二零零四年四月一日及二零零七年四月一日所簽訂之補充協議，服務合約之年期已續簽三年，由二零零四年四月一日至二零零七年三月三十一日及由二零零七年四月一日至二零一零年三月三十一日，惟須按照組織章程細則輪席告退及膺選連任。除經補充協議修訂外，服務合約之所有其他條文將維持全面生效及有效。

各非執行董事許志明博士及張穎先生，固定委任年期為一年，由二零零七年七月一日起生效，惟須按照組織章程細則輪席告退及膺選連任。

James T. Siano先生已與本公司續簽委任函件，委任其為本公司之獨立非執行董事，任期為三年，由二零零八年一月一日起生效，並須按照組織章程細則輪席告退及膺選連任。

謝月玲女士已與本公司續簽委任函件，委任其為本公司之獨立非執行董事，任期為一年，由二零零八年一月一日起生效，並須按照組織章程細則輪席告退及膺選連任。

## Report of the Directors 董事會報告

### Directors' Service Contracts (continued)

Ms. Lai May Lun has renewed the letter of appointment with the Company as an independent non-executive Director of the Company for a term of one year commencing from 1 March 2008 and is subject to retirement by rotation and re-election in accordance with the Articles of Association.

Apart from the foregoing, no Director proposed for re-election at the forthcoming AGM has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

### Directors' Remuneration

The Directors' fees are subject to shareholders' approval at general meetings. Other emoluments are determined by the board of Directors with reference to Directors' duties, responsibilities and performance and the results of the Group.

### Directors' Interests in Contracts

Except as detailed in note 32 to the financial statements, no Director had a material beneficial interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the year.

### Management Contracts

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

### 董事之服務合約(續)

黎美倫女士與本公司續簽委任函件，委任其為本公司之獨立非執行董事，年期為一年，由二零零八年三月一日起生效，並須按照組織章程細則輪席告退及膺選連任。

除上述者外，擬於即將舉行之股東週年大會上膺選連任之董事與本公司概無訂立服務合約(惟不包括本公司可於一年內免付賠償(法定賠償除外)予以終止之合約)。

### 董事酬金

董事之袍金須待股東於股東大會上批准。其他酬金由董事會經參考董事之職務、責任及表現，以及本集團業績後釐定。

### 董事之合約權益

除財務報表附註32所詳述者外，董事概無於任何由本公司或其任何附屬公司於年內訂立，且對本集團之業務屬重大之任何合約中擁有直接或間接重大實益權益。

### 管理合約

年內並無訂立或訂有有關管理及經營本集團整體或重大部分業務之合約。

## Share Option Schemes

The Company operates two share option schemes (the “Schemes”) for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group’s operations. Further details of the Schemes are disclosed in note 28 to the financial statements.

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

The share option scheme became effective and commenced on 28 March 2000 (the “Old Scheme”):

## 購股權計劃

本公司設有兩項購股權計劃(「該等計劃」)，旨在向為本集團業務取得成功作出貢獻之合資格參與者提供獎賞及鼓勵。該等計劃之進一步詳於財務報表附註28內披露。

下表披露本年度本公司尚未行使購股權之變動情況：

購股權計劃自二零零零年三月二十八日起開始生效(「舊計劃」)：

Name or category of participant 參與者 名稱或類別	Number of share options 購股權數目					At 31 March 2008 於二零零八年三月三十一日	Date of re-grant of share options* 購股權重授日期*	Exercise period of share options re-granted 重授購股權之行使期限	Exercise price of share options re-granted** 重授購股權之行使價** HK\$ per share 港元(每股)
	At 1 April 2007 於二零零七年四月一日	Transferred during the year 於年內轉撥	Exercised during the year 於年內行使	Forfeited during the year 於年內沒收	Lapsed during the year 於年內失效				
<b>Directors</b> 董事									
Mr. Yip Seng Mun* 葉醒民先生*	6,000,000	(6,000,000)	-	-	-	22 August 2001 二零零一年八月二十二日	22 August 2001 to 21 August 2011 二零零一年八月二十二日至二零零一年八月二十一日	0.40	
Mr. Yip Heon Ping* 葉向平先生*	6,300,000	(6,300,000)	-	-	-	22 August 2001 二零零一年八月二十二日	22 August 2001 to 21 August 2011 二零零一年八月二十二日至二零零一年八月二十一日	0.40	
Mr. Yip Heon Wai** 葉向維先生**	5,300,000	-	-	-	5,300,000	22 August 2001 二零零一年八月二十二日	22 August 2001 to 21 August 2011 二零零一年八月二十二日至二零零一年八月二十一日	0.40	
Mr. Yip Heon Keung 葉向強先生	5,300,000	-	-	-	5,300,000	22 August 2001 二零零一年八月二十二日	22 August 2001 to 21 August 2011 二零零一年八月二十二日至二零零一年八月二十一日	0.40	
	22,900,000	(12,300,000)	-	-	10,600,000				
<b>Other employees</b> 其他僱員									
In aggregate 合計	4,465,000	12,300,000	(2,000,000)	-	14,765,000	22 August 2001 二零零一年八月二十二日	22 August 2001 to 21 August 2011 二零零一年八月二十二日至二零零一年八月二十一日	0.40	
	27,365,000	-	(2,000,000)	-	25,365,000				

# Report of the Directors 董事會報告

## Share Option Schemes (continued)

## 購股權計劃(續)

The share option scheme became effective and commenced on 23 April 2002 (the “New Scheme”):

購股權計劃自二零零二年四月二十三日起開始生效 (「新計劃」):

Name or category of participant 參與者 名稱或類別	Number of share options 購股權數目					At 31 March 2008 於二零零八年 三月三十一日	Date of grant of share options* 購股權 授出日期*	Exercise period of share options granted 授出購股權 之行使期限	Exercise price of share options granted** 授出購股權 之行使價** HK\$ per share (每股)
	At 1 April 2007 於二零零七年 四月一日	Granted during the year 於年內 授出	Exercised during the year 於年內 行使	Forfeited during the year 於年內 沒收	Lapsed during the year 於年內 失效				
<b>Other employees</b> 其他僱員									
In aggregate 合計	800,000	-	-	-	-	800,000	22 May 2002 二零零二年 五月二十二日	22 May 2002 to 21 May 2012 二零零二年五月二十二日至 二零零二年五月二十一日	0.260
In aggregate 合計	1,850,000	-	(200,000)	-	-	1,650,000	26 March 2004 二零零四年 三月二十六日	26 March 2004 to 25 March 2014 二零零四年三月二十六日至 二零零四年三月二十五日	0.100
In aggregate 合計	9,280,000	-	(700,000)	-	(1,000,000)	7,580,000	10 May 2006 二零零六年 五月十日	10 May 2006 to 9 May 2016 二零零六年五月十日 至 二零零六年五月九日	0.170
In aggregate 合計	-	1,500,000	-	-	-	1,500,000	23 November 2007 二零零七年 十一月二十三日	23 November 2007 to 22 November 2017 二零零七年十一月二十三日至 二零零七年十一月二十二日	0.878
In aggregate 合計	-	2,500,000	-	-	-	2,500,000	2 January 2008 二零零八年 一月二日	2 January 2008 to 1 January 2018 二零零八年一月二日至 二零零八年一月一日	0.600
<b>Others</b> 其他									
In aggregate 合計	1,200,000	-	(1,000,000)	-	-	200,000	26 March 2004 二零零四年 三月二十六日	26 March 2004 to 25 March 2014 二零零四年三月二十六日至 二零零四年三月二十五日	0.100
In aggregate 合計	3,000,000	-	(1,000,000)	-	-	2,000,000	24 June 2005 二零零五年 六月二十四日	24 June 2005 to 23 June 2015 二零零五年六月二十四日至 二零零五年六月二十三日	0.100
In aggregate 合計	200,000	-	-	-	(200,000)	-	10 May 2006 二零零六年 五月十日	10 May 2006 to 9 May 2016 二零零六年五月十日 至 二零零六年五月九日	0.170
In aggregate 合計	1,000,000	-	-	-	-	1,000,000	29 June 2006 二零零六年 六月二十九日	29 June 2006 to 28 June 2016 二零零六年六月二十九日至 二零零六年六月二十八日	0.380
In aggregate 合計	-	15,000,000	-	(10,000,000)	-	5,000,000	6 July 2007 二零零七年 七月六日	1 October 2008 to 5 July 2017 二零零八年十月一日 至 二零零七年七月五日	0.396
In aggregate 合計	-	5,000,000	-	(5,000,000)	-	-	6 July 2007 二零零七年 七月六日	1 October 2009 to 5 July 2017 二零零九年十月一日 至 二零零七年七月五日	0.396
	17,330,000	24,000,000	(2,900,000)	(15,000,000)	(1,200,000)	22,230,000			

# Report of the Directors 董事會報告

## Share Option Schemes (continued)

Notes to the table of share options outstanding during the year:

- \* The time of acceptance of the share options was within 21 days from the options offer date. The share options granted are subject to certain vesting period and vary for each category of participant as specified under the respective share option schemes.
- \*\* The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.
- # Mr. Yip Seng Mun and Mr. Yip Heon Ping have retired as Directors of the Company but remained as members of an advisory committee of a subsidiary of the Group since 6 June 2007. Pursuant to the Old Scheme, they are still entitled to their share options to subscribe for 6,000,000 shares and 6,300,000 shares of the Company, respectively, in their capacity as employees of the Group.
- ## In addition to the options to subscribe for up to 5,300,000 shares personally held by Mr. Yip Heon Wai, he is also deemed to be interested in the share options held by his spouse (in her capacity as an employee of the Company) to subscribe for 4,300,000 shares of the Company at an exercise price of HK\$0.40 per share within the meaning of Part XV of the Securities and Futures Ordinance, and whose exercise period is from 22 August 2001 to 21 August 2011.

The Directors have estimated the values of the share options granted during the year, calculated using the binomial option pricing model as at the date of grant of the options:

Grantee	承授人	Number of options granted during the year 於年內授出之購股權數目	Theoretical value of share options 購股權之理論價值 HK\$ 港元
Other employees	其他僱員	4,000,000	1,854,000
Others	其他	20,000,000	5,010,000
		<b>24,000,000</b>	<b>6,864,000</b>

The binomial option pricing model is a generally accepted method of valuing options. The significant assumptions used in the calculation of the values of the share options were risk-free interest rate, expected volatility and expected dividend. The measurement dates used in the valuation calculations were the dates on which the options were granted.

## 購股權計劃(續)

年內尚未行使購股權表之附註：

- \* 購股權之接納時間為自購股權要約日起計21日內。根據有關購股權計劃之規定，所授出之購股權因應不同參與者類別而受不同之歸屬期所規限。
- \*\* 購股權之行使價在供股或紅股發行，或本公司股本發生類似變動時可予調整。
- # 自二零零七年六月六日起，葉醒民先生及葉向平先生已退任本公司董事，但仍留任為本集團一間附屬公司之顧問委員會成員。根據舊計劃，彼等仍有權以本集團僱員之身份享有可分別認購本公司6,000,000股股份及6,300,000股股份之購股權。
- ## 葉向維先生除個人持有可認購最多5,300,000份購股權外，亦被視為擁有其配偶(以本公司僱員身份)所持購股權之權益，可根據證券及期貨條例第XV部按每股0.40港元之行使價認購本公司4,300,000股股份。該等購股權之行使期為二零零一年八月二十二日至二零零一年八月二十一日止。

董事根據二項式購股權定價模式及授出購股權日期之資料計算，估計於年內授出之購股權計劃之價值：

Number of options granted during the year 於年內授出之購股權數目	Theoretical value of share options 購股權之理論價值 HK\$ 港元
4,000,000	1,854,000
20,000,000	5,010,000
<b>24,000,000</b>	<b>6,864,000</b>

二項式購股權定價模式為對購股權進行估值之公認方法。計算購股權價值時所採用之重大假設為無風險利率、預期波動及預期股息。於估值計算時所採用之計量日期為購股權獲授出日期。

## Report of the Directors 董事會報告

### Share Option Schemes (continued)

The values of share options calculated using the binomial option pricing 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 change to the variables used may materially affect the estimation of the fair value of an option.

### Directors' Interests and Short Positions in Shares, Underlying Shares and Debentures

As at 31 March 2008, the interests and short positions of the Directors and chief executive in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were notified to the Company and The Stock Exchange of Hong Kong Limited (the "Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were required, pursuant to the code of conduct regarding securities transactions by Directors adopted by the Company, to be notified to the Company and the Exchange, were as follows:

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

### 購股權計劃(續)

二項式購股權定價模式計算購股權價值有若干局限，因其需要運用主觀之假設，及有關日後表現之若干假設數據之不確定性及此模式本身之若干內在限制。

購股權之價值隨若干主觀假設之不同變量而變化。所採用之變量之任何變動可能對購股權之公平價值之估計產生重大影響。

### 董事於股份、相關股份及債券之權益及淡倉

於二零零八年三月三十一日，董事及主要行政人員於本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及香港聯合交易所有限公司(「聯交所」)之權益或淡倉(包括根據證券及期貨條例相關條文彼等被當作或視為擁有之權益或淡倉)，或須記錄於本公司根據證券及期貨條例第352條備存之登記冊內之權益或淡倉，或根據本公司所採納有關董事進行證券交易之行為守則須知會本公司及聯交所之權益或淡倉如下：

#### *於本公司普通股股份之好倉*

Name of Director 董事姓名	Notes 附註	Capacity and nature of interest 身份及 權益性質	Number of ordinary shares 普通股 股份數目	Percentage of the Company's issued share capital Note (3) 佔本公司 已發行股本 百分比 附註(3)
Mr. Yip Heon Wai 葉向維先生	(1)	Interest of a controlled corporation 一間受控制公司之權益	100,000,000	16.74%
Mr. Yip Heon Keung 葉向強先生	(2)	Interest of controlled corporations 受控制公司之權益	404,280,619	67.69%



### Directors' Interests and Short Positions in Shares, Underlying Shares and Debentures (continued)

Notes:

- (1) These shares are held by Uniright Group Limited ("Uniright") and its entire issued share capital is held by Mr. Yip Heon Wai and Mr. Yip Heon Keung in equal shares. By virtue of the SFO, Mr. Yip Heon Wai is deemed to be interested in 100,000,000 shares of the Company held by Uniright.
- (2) Among these shares, an aggregate of 304,280,619 shares are held through Greenford Company Limited, Century Technology Holding Limited and Bakersfield Global Corporation as trustees of The Greenford Unit Trust, The Century Unit Trust and The Bakersfield Unit Trust, respectively. All the units of which are held by Ace Central Group Limited ("Ace Central") as the trustee of The New Millennium Trust, a discretionary family trust and Mr. Yip Heon Keung is the sole director and sole shareholder of Ace Central. 100,000,000 shares are held by Uniright and its entire issued capital is held by Mr. Yip Heon Wai and Mr. Yip Heon Keung in equal shares. By virtue of the SFO, Mr. Yip Heon Keung is deemed to be interested in 304,280,619 shares of the Company held by Ace Central and 100,000,000 shares of the Company held by Uniright, respectively.
- (3) Based on 597,275,000 shares in issue as at 31 March 2008.

The interests of the Directors in the share options of the Company are separately disclosed in the section "Share Option Schemes" above.

In addition to the above, certain Directors have non-beneficial personal equity interests in certain subsidiaries held for the benefit of the Company solely for the purpose of complying with the requirement for the minimum number of shareholders.

Save as disclosed above, as at 31 March 2008, none of the Directors of the Company had registered an interest or short position in the shares and 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 Exchange pursuant to Rule 5.46 of the GEM Listing Rules.

### 董事於股份、相關股份及債券之權益及淡倉(續)

附註：

- (1) 該等股份由 Uniright Group Limited (「Uniright」) 持有，其全部已發行股本由葉向維先生及葉向強先生等額持有。根據證券及期貨條例，葉向維先生被視為為 Uniright 所持有本公司 100,000,000 股股份中擁有權益。
- (2) 該等股份中，合共 304,280,619 股股份由 Greenford Company Limited、Century Technology Holding Limited 及 Bakersfield Global Corporation 分別以 The Greenford Unit Trust、The Century Unit Trust 及 The Bakersfield Unit Trust 之受託人身份持有，該等信託之所有單位均由 Ace Central Group Limited (「Ace Central」) 以 The New Millennium Trust (一項全權家族信託) 之受託人身份持有，而葉向強先生為 Ace Central 之唯一董事及唯一股東。100,000,000 股股份由 Uniright 持有，其全部已發行股本由葉向維先生及葉向強先生等額持有。根據證券及期貨條例，葉向強先生被視為分別於 Ace Central 所持本公司 304,280,619 股股份及 Uniright 所持本公司 100,000,000 股股份中擁有權益。
- (3) 根據於二零零八年三月三十一日已發行之 597,275,000 股股份計算。

董事於本公司購股權之權益另行於上文「購股權計劃」一節內披露。

除上述者外，若干董事為本公司利益持有若干附屬公司之非實益個人股本權益，乃純粹遵照最低公司股東數目規定。

除上文所披露者外，於二零零八年三月三十一日，本公司董事於本公司或其任何相聯法團之股份及相關股份中概無擁有須記錄於根據證券及期貨條例第 352 條存置之登記冊內，或根據創業板上市規則第 5.46 條須知會本公司及聯交所之權益或淡倉。

## Report of the Directors 董事會報告

### Directors' Rights to Acquire Shares or Debentures

Save as disclosed in the section "Share Option Schemes" and "Directors' interests and short positions in shares, underlying shares and debentures" above, at no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or their respective spouse or minor children, 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.

### Interests and Short Positions of Substantial Shareholders

As at 31 March 2008, shareholders (other than the Directors or chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

*Interests or short positions in the ordinary shares or underlying shares of the Company*

### 董事購買股份或債券之權利

除上文「購股權計劃」及「董事於股份、相關股份及債券之權益及淡倉」披露外，於年內任何時間概無向任何董事、彼等各自配偶或十八歲以下子女授出藉收購本公司之股份或債券而獲益之權利，或彼等概無行使任何此等權利；本公司或其任何附屬公司於年內任何時間概無訂立可使本公司董事從任何其他法人團體獲得該等權利之任何安排。

### 主要股東之權益及淡倉

於二零零八年三月三十一日，於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部之條文須向本公司披露，或須記錄於本公司根據證券及期貨條例第336條備存之登記冊之本公司股份或相關股份之權益或淡倉之股東（本公司董事或主要行政人員除外）如下：

*於本公司普通股或相關股份之權益或淡倉*

Name of shareholder 股東名稱	Notes 附註	Capital and nature of interest 身份及 權益性質	Number of ordinary shares or underlying shares Note (12) 普通股 或相關股份 股份數目 附註(12)	Percentage of the Company's issued share capital Note (13) 佔本公司 已發行股本 百分比 附註(13)
Greenford Company Limited	(1)	Directly beneficially owned 直接實益擁有	122,597,702 (L)	20.53%
Century Technology Holding Limited	(2)	Directly beneficially owned 直接實益擁有	122,597,701 (L)	20.53%
Bakersfield Global Corporation	(3)	Directly beneficially owned 直接實益擁有	59,085,216 (L)	9.89%
Ace Central Group Limited (as trustee of The New Millennium Trust) (以The New Millennium Trust 之受託人身份)	(4)	Trustee of a discretionary family trust and through controlled corporations 全權家族信託之受託人及透過受控制公司	304,280,619 (L)	50.94%
Mr. Yip Heon Ping 葉向平先生	(1), (4) & (5)	Object of a discretionary family trust and through a controlled corporation 全權家族信託之託管對象及透過一間受控制公司	310,580,619 (L)	52.00%

## Report of the Directors 董事會報告

### Interests and Short Positions of Substantial Shareholders 主要股東之權益及淡倉(續) (continued)

Name of shareholder 股東名稱	Notes 附註	Capital and nature of interest 身份及 權益性質	Number of ordinary shares or underlying shares Note (12) 普通股 或相關股份 股份數目 附註(12)	Percentage of the Company's issued share capital Note (13) 佔本公司 已發行股本 百分比 附註(13)
Mr. Yip Seng Mun 葉醒民先生	(2), (3), (4) & (6)	Founder of a discretionary family trust, beneficially owned and through controlled corporations 全權家族信託之創辦人，實益擁有及透過受控制公司	310,280,619 (L)	51.95%
Knicks Capital Inc.	(7)	Directly beneficially owned 直接實益擁有	51,125,000 (L)	8.56%
Mr. Zhang Xingsheng 張醒生先生	(7) & (8)	Beneficially owned and through a controlled corporation 實益擁有及透過一間受控制公司	51,625,000 (L)	8.64%
Uniright Group Limited	(9) & (11)	Directly beneficially owned 直接實益擁有	100,000,000 (L) 57,142,857 (S)	16.74% 9.57%
Tallmany Enterprises Limited	(10) & (11)	Directly beneficially owned 直接實益擁有	244,742,857 (L)	40.98%

Notes:

附註：

- |  |  |
|--|--|
| <p>(1) Greenford Company Limited is a company incorporated in the British Virgin Islands and its entire issued share capital is held by Mr. Yip Heon Ping, a former Director of the Company and a Director during part of the year under review.</p> <p>(2) Century Technology Holding Limited is a company incorporated in the British Virgin Islands and its entire issued share capital is beneficially owned by Mr. Yip Seng Mun, a former Director of the Company and a Director during part of the year under review.</p> <p>(3) Bakersfield Global Corporation is a company incorporated in the British Virgin Islands and its entire issued share capital is beneficially owned by Mr. Yip Seng Mun, a former Director of the Company and a Director during part of the year under review.</p> <p>(4) An aggregate of 304,280,619 shares are held through Greenford Company Limited, Century Technology Holding Limited and Bakersfield Global Corporation as trustees of The Greenford Unit Trust, The Century Unit Trust and The Bakersfield Unit Trust, respectively. All the units of which are held by Ace Central Group Limited as the trustee of The New Millennium Trust, a discretionary family trust established with Mr. Yip Seng Mun as the founder and Mr. Yip Heon Ping as one of the discretionary objects for the time being. Both of them are the former Directors of the Company and Directors during part of the year under review.</p> | <p>(1) Greenford Company Limited 為一間於英屬處女群島註冊成立之公司，其全部已發行股本由本公司前任董事及部分回顧年度內之董事葉向平先生持有。</p> <p>(2) Century Technology Holding Limited 為一間於英屬處女群島註冊成立之公司，其全部已發行股本由本公司前任董事及部分回顧年度內之董事葉醒民先生實益擁有。</p> <p>(3) Bakersfield Global Corporation 為一間於英屬處女群島註冊成立之公司，其全部已發行股本由本公司前任董事及部分回顧年度內之董事葉醒民先生實益擁有。</p> <p>(4) 合共 304,280,619 股股份由 Greenford Company Limited、Century Technology Holding Limited 及 Bakersfield Global Corporation 分別以 The Greenford Unit Trust、The Century Unit Trust 及 The Bakersfield Unit Trust 之受託人身份持有。該等信託之所有單位均由 Ace Central Group Limited 以 The New Millennium Trust 之受託人身份持有，而 The New Millennium Trust 為一項當時以葉醒民先生為創辦人及以葉向平先生為其中一名全權託管對象而設之全權家族信託。兩者均為本公司之前任董事及部分回顧年度內之董事。</p> |
|--|--|

Mr. Yip Heon Keung, a Director of the Company, is the sole director and sole shareholder of Ace Central Group Limited.

本公司董事葉向強先生為 Ace Central Group Limited 之唯一董事及唯一股東。

## Interests and Short Positions of Substantial Shareholders (continued)

Notes: (continued)

- (5) By virtue of the SFO, Mr. Yip Heon Ping is deemed to be interested in 304,280,619 shares of the Company as one of the discretionary objects of The New Millennium Trust. In addition, he is also entitled to his share options to subscribe for 6,300,000 shares of the Company in his capacity as an employee of the Group.
- (6) By virtue of the SFO, Mr. Yip Seng Mun is deemed to be interested in 304,280,619 shares of the Company as the founder of The New Millennium Trust and personally interested in 2,000,000 shares of the Company. In addition, he is also entitled to his share options to subscribe for 4,000,000 shares of the Company in his capacity as an employee of the Group.
- (7) Knicks Capital Inc. is a company incorporated in the British Virgin Islands and its entire issued share capital is held by Mr. Zhang Xingsheng.
- (8) Mr. Zhang Xingsheng is also personally interested in 500,000 shares of the Company.
- (9) Uniright Group Limited ("Uniright") is a company incorporated in the British Virgin Islands and its entire issued share capital is held by Mr. Yip Heon Wai and Mr. Yip Heon Keung in equal shares, both being Directors of the Company.
- (10) Tallmany Enterprises Limited ("Tallmany") is a company incorporated in the British Virgin Islands and currently holds 30,000,000 shares of the Company. It is a wholly owned subsidiary of China Broadband Capital Partners, L.P., a fund established in the Cayman Islands as an exempted limited partnership (the "Fund"). CBC Partners, L.P. ("CBC Partners") holds approximately 1.01% of the issued share capital of the Fund, which in turn is ultimately wholly owned by Dr. Edward Tian indirectly. Dr. Xu Zhiming, a Director of the Company, is the sole director of Tallmany.
- (11) Tallmany is also the holder of the convertible bonds issued by the Company on 6 June 2007 (the "Convertible Bonds"). If the convertible rights attached to the Convertible Bonds are exercised in full at the initial conversion price of HK\$0.96 per share, Tallmany will become interested in a total of 30,000,000 shares of the Company. If the convertible rights attached to the Convertible Bonds are exercised in full at the adjusted conversion price of HK\$0.50 per share, Tallmany will become interested in a total of 57,600,000 shares of the Company.

Simultaneously, Tallmany is also the holder of the zero-coupon exchangeable bonds in the principal amount of HK\$30,000,000 due 2012 (the "Exchangeable Bonds") issued by Uniright on 6 June 2007. If the exchange rights attached to the Exchangeable Bonds are exercised in full at the initial exchange price of HK\$1.00 per share, a total of 30,000,000 shares of the Company will be transferred by Uniright to Tallmany. If the exchange rights attached to the Exchangeable Bonds are exercised in full at the adjusted exchange price of HK\$0.525 per share, a total of 57,142,857 shares of the Company will be transferred by Uniright to Tallmany.

It is agreed between the parties to the Exchangeable Bonds subscription agreement (the "EB Subscription Agreement") that at completion, Uniright, as a charger, shall deliver to Tallmany, as a chargee, a duly executed share charge in respect of the charging of 100,000,000 ordinary shares of the Company ("Shares") by Uniright in favour of Tallmany (the "Share Charge"). On 6 June 2007, being the completion date of the EB Subscription Agreement, Uniright executed and delivered the Share Charge to Tallmany. Subject to the terms and conditions set out therein, Uniright pledged 100,000,000 Shares to Tallmany as the collateral created by the Share Charge.

- (12) The letter "L" denotes long position in the ordinary shares of the Company. The letter "S" denotes short position in the underlying shares of the Company.
- (13) Based on 597,275,000 shares in issue as at 31 March 2008.

## 主要股東之權益及淡倉(續)

附註：(續)

- (5) 根據證券及期貨條例，作為The New Millennium Trust其中一名全權託管對象，葉向平先生亦被視為擁有本公司304,280,619股股份之權益。此外，彼亦以本集團僱員之身份享有可認購本公司6,300,000股股份之購股權。
- (6) 根據證券及期貨條例，作為The New Millennium Trust之創辦人，葉醒民先生亦被視為擁有本公司304,280,619股股份之權益及擁有本公司2,000,000股股份之個人權益。此外，彼亦以本集團僱員之身份享有可認購本公司4,000,000股股份之購股權。
- (7) Knicks Capital Inc. 為一間於英屬處女群島註冊成立之公司，其全部已發行股本由張醒生先生持有。
- (8) 張醒生先生亦擁有本公司500,000股股份之個人權益。
- (9) Uniright Group Limited (「Uniright」) 為一間於英屬處女群島註冊成立之公司，其全部已發行股本由葉向維先生及葉向強先生等額持有，兩者均為本公司董事。
- (10) Tallmany Enterprises Limited (「Tallmany」) 為一間於英屬處女群島註冊成立之公司及目前持有本公司30,000,000股股份。這是一間於開曼群島成立為獲豁免有限責任合夥企業之基金China Broadband Capital Partners, L.P. (「該基金」) 之全資附屬公司。CBC Partners, L.P. (「CBC Partners」) 持有該基金已發行股本約1.01%，而CBC Partners最終由田溯寧博士間接全資擁有。本公司董事許志明博士為Tallmany之唯一董事。
- (11) Tallmany 亦是本公司於二零零七年六月六日發行之可換股債券(「可換股債券」)之持有人。倘可換股債券附有之換股權按初步之換股價每股0.96港元獲全數行使，Tallmany 將擁有合共30,000,000股本公司股份之權益。倘可換股債券附有之換股權按經調整換股價每股0.50港元獲全數行使，Tallmany 將擁有合共57,600,000股本公司股份之權益。

與此同時，Tallmany亦是Uniright於二零零七年六月六日發行之二零一二年到期本金額為30,000,000港元之零息可轉換債券(「可轉換債券」)之持有人。倘可轉換債券附有之轉換權按初步轉換價每股1.00港元獲全數行使，Uniright將向Tallmany轉讓合共30,000,000股本公司股份。倘可轉換債券附有之轉換權按經調整轉換價每股0.525港元獲全數行使，Uniright將向Tallmany轉讓合共57,142,857股本公司股份。

可轉換債券認購協議(「可轉換債券認購協議」)之訂約方協定於完成時，作為抵押人之Uniright將向作為承押人之Tallmany交付就Uniright向Tallmany抵押本公司100,000,000股普通股(「股份」)而正式簽立之股份押證(「股份押證」)。於二零零七年六月六日，即可轉換債券認購協議之完成日期，Uniright向Tallmany簽立及交付股份押證。在股份押證所載條款及條件規限下，Uniright向Tallmany抵押100,000,000股股份作為本股份押證之抵押品。

- (12) 「L」字母代表於公司普通股之好倉。「S」字母代表於本公司相關股份之淡倉。
- (13) 根據於二零零八年三月三十一日已發行597,275,000股股份計算。

## Report of the Directors 董事會報告

### Interests and Short Positions of Substantial Shareholders (continued)

Save as disclosed above, as at 31 March 2008, the Company had not been notified by any persons (other than the Directors or chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

### Directors' Interests in Competing Businesses

None of the Directors or the management shareholders of the Company or their respective associates (as defined under the GEM Listing Rules) have any interests in a business which competes or may compete with the business of the Group, or has any other conflict of interest with the Group during the year.

### Code of Conduct Regarding Securities Transactions by Directors

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. In response to specific enquiry made by the Company, each of the Directors gave confirmation that he/she complied with the required standard of dealings and the code of conduct regarding securities transactions by the Directors throughout the year ended 31 March 2008.

### Audit Committee

The Company established an audit committee (the "Audit Committee") on 7 March 2000 and has formulated and from time to time amended its written terms of reference in accordance with the provisions set out in the Code on Corporate Governance Practices.

The Audit Committee comprises three independent non-executive Directors of the Company, namely Mr. James T. Siano (Chairman of the Audit Committee), Ms. Tse Yuet Ling, Justine and Ms. Lai May Lun.

### 主要股東之權益及淡倉(續)

除上文所披露者外，於二零零八年三月三十一日，本公司並無獲知會任何人士(本公司董事或主要行政人員除外)擁有根據證券及期貨條例第XV部第2及第3分部之條文須向本公司披露，或須記錄於本公司根據證券及期貨條例第336條備存之登記冊內之本公司股份或相關股份之權益或淡倉。

### 董事於競爭性業務之權益

年內，各董事或本公司之管理層股東或彼等各自之聯繫人士(定義見創業板上市規則)於與本集團業務構成競爭或可能構成競爭或與本集團有任何其他利益衝突之業務中，概無擁有任何權益。

### 有關董事進行證券交易之行為守則

本公司已採納一套有關董事進行證券交易之行為守則，其條款之嚴格程度不遜於創業板上市規則第5.48條至5.67條所載之交易必守標準。經本公司作出特定查詢後，各董事均確認，其於截至二零零八年三月三十一日止年度已一直遵守交易必守標準及董事進行證券交易之行為守則。

### 審核委員會

本公司已於二零零零年三月七日成立審核委員會(「審核委員會」)，並已根據企業管治常規守則之守則條文制定及不時修訂其書面職權範圍。

審核委員會由本公司三位獨立非執行董事James T. Siano先生(審核委員會主席)、謝月玲女士及黎美倫女士組成。

## Report of the Directors 董事會報告

### Audit Committee (continued)

The primary duties of the Audit Committee include the review and supervision of the Group's financial reporting system and internal control procedures, review of the Group's financial information and review of the relationship with the auditors of the Company. Regular meetings have been held by the Audit Committee since its establishment. The Audit Committee held four meetings during the year under review.

The Group's audited financial statements for the year ended 31 March 2008 have been reviewed by the Audit Committee, who is of the opinion that such statements comply with the applicable accounting standards, the GEM Listing Rules and legal requirements, and that adequate disclosures have been made.

### Sufficiency of Public Float

As at the date of this annual report, the Company has maintained the prescribed public float under the GEM Listing Rules based on the information that is publicly available to the Company and within the knowledge of the Directors of the Company.

### Auditors

On 17 April 2008, Messrs. RSM Nelson Wheeler resigned as the auditors of the Group. Pursuant to an ordinary resolution passed at the extraordinary general meeting of the Company held on 22 May 2008, Messrs. Ernst & Young were appointed as the auditors of the Group to fill the casual vacancy arising from the resignation of RSM Nelson Wheeler and to hold office until the conclusion of the AGM. A resolution will be proposed at the forthcoming AGM to re-appoint Ernst & Young as the auditors of the Group.

On behalf of the Board

### Yip Heon Wai

Chairman

Hong Kong

23 June 2008

### 審核委員會(續)

審核委員會之主要職權包括審核及監察本集團之財務申報制度及內部監控程序、審閱本集團之財務資料，及檢討與本公司核數師之關係。審核委員會成立以來一直定期舉行會議。審核委員會已於回顧年度內舉行四次會議。

本集團截至二零零八年三月三十一日止年度之經審核財務報表已經由審核委員會審閱。該委員會認為該財務報表符合適用之會計準則、創業板上市規則與法定要求，且已披露足夠資料。

### 足夠公眾持股量

截至本年報日期，根據本公司可公開獲得之資料及按本公司董事所知，本公司一直維持創業板上市規則所規定之公眾持股量。

### 核數師

於二零零八年四月十七日，羅申美會計師行辭任本集團之核數師。根據本公司於二零零八年五月二十二日舉行之股東特別大會上通過之普通決議案，安永會計師事務所獲委任為本集團之核數師，以填補因羅申美會計師行辭任後所產生之臨時空缺，任期至股東週年大會結束為止。本公司將於即將舉行之股東週年大會上提呈決議案，續聘安永會計師事務所為本集團之核數師。

代表董事會

主席

葉向維

香港

二零零八年六月二十三日

## Corporate Governance Report 企業管治報告

The Company is committed to maintaining high standards of corporate governance with a view to assuring the conduct of management of the Company as well as protecting the interests of all shareholders. The good corporate governance principles of the Company emphasis a quality board for leadership and control of the Company, effective internal controls, transparency and accountability to all shareholders.

### Corporate Governance Practices

The Company has complied with all the code provisions set out in the Code on Corporate Governance Practices as contained in Appendix 15 of the GEM Listing Rules (“Code on CG Practices”) during the year under review, save for the deviation disclosed below of the roles of Chairman and Chief Executive Officer under the Code provision A.2.1.

### Directors’ Securities Transactions

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. In response to specific enquiry made by the Company, each of the Directors gave confirmation that he/she complied with the required standard of dealings and the code of conduct regarding securities transactions by the Directors throughout the year ended 31 March 2008.

### Board of Directors

#### Composition

Pursuant to a five-year HK\$28,800,000 zero-coupon convertible bonds (“Convertible Bonds”) subscription agreement (the “Subscription Agreement”) signed between the Company, Tallmany Enterprises Limited (the “Subscriber”) and China Broadband Capital Partners, L.P. on 30 April 2007, all necessary action should be taken to restructure the board of Directors (the “Board”) of the Company to consist of:

- (1) three executive Directors;
- (2) two non-executive Directors; and
- (3) four independent non-executive Directors,

本公司致力維持高水平企業管治，以期保證本公司管理層之行為及保障全體股東之利益。本公司良好企業管治原則之重點在於建立領導及管理本公司之高質素董事會、進行有效之內部監控、保持透明度及對全體股東之間責性。

### 企業管治常規

本公司於回顧年度內已遵循創業板上市規則附錄十五所載企業管治常規守則（「企業管治常規守則」）所載之全部守則條文，根據守則條文A.2.1條，惟下文披露主席及首席執行官之角色有所偏離除外。

### 董事進行證券交易

本公司已採納一套有關董事進行證券交易之行為守則，其條款之嚴格程度不遜於創業板上市規則第5.48條至5.67條所載之交易必守標準。經本公司作出特定查詢後，各董事均確認，其於截至二零零八年三月三十一日止年度已一直遵守交易必守標準及董事進行證券交易之行為守則。

### 董事會

#### 成員

根據本公司與Tallmany Enterprises Limited（「認購人」）及China Broadband Capital Partners, L.P.於二零零七年四月三十日簽訂之五年期價值28,800,000港元之零息可換股債券（「可換股債券」）認購協議（「認購協議」），應採取一切必須之行動，將本公司董事會（「董事會」）之架構重組為以下董事組成：

- (1) 三名執行董事；
- (2) 兩名非執行董事；及
- (3) 四名獨立非執行董事，

## Board of Directors (continued)

### Composition (continued)

of which Uniright Group Limited shall be entitled to nominate three executive Directors, the Subscriber shall be entitled to nominate two non-executive Directors and one independent non-executive Director, such restructuring to have effect as of the completion date of the Subscription Agreement. Notwithstanding that the Convertible Bonds were issued by the Company to the Subscriber on 6 June 2007, the Company and the Subscriber did not fully implement the abovementioned Board restructuring.

As at the date of this annual report, the Board comprises two executive Directors, two non-executive Directors and three independent non-executive Directors. All Directors gave sufficient time and attention to the affairs of the Company for the year ended 31 March 2008. Each executive Director has sufficient experience to hold the position so as to carry out his duties effectively and efficiently.

In full compliance with Rules 5.05(1) and (2) of the GEM Listing Rules, the Company, during the year under review, had in place three independent non-executive Directors and at least one of whom has appropriate professional qualifications or accounting or related financial management expertise. They contribute to the Company with diversified industry expertise, advise the management on strategy development and ensure that the Board maintains high standard of financial and other mandatory reporting as well as provide adequate checks and balances to safeguard the interests of shareholders and the Company as a whole. The Company has received, from each of the independent non-executive Directors, an annual confirmation of his/her independence pursuant to Rule 5.09 of the GEM Listing Rules. The Company considers all of its independent non-executive Directors to be independent.

## 董事會(續)

### 成員(續)

Uniright Group Limited有權提名其中三名執行董事，認購人有權提名其中兩名非執行董事及一名獨立非執行董事。有關架構重組應於認購協議完成日期起生效。儘管本公司已於二零零七年六月六日向認購人發行可換股債券，本公司及認購人未能全面實行上述董事會架構重組。

於本年度報告日期，董事會包括兩名執行董事、兩名非執行董事及三名獨立非執行董事。於截至二零零八年三月三十一日止年度內，所有董事均已對本公司事務投入充足之時間及精力。各執行董事均擁有擔任該職位之充份經驗，能夠有效及高效地履行其職責。

為全面遵守創業板上市規則第5.05(1)及(2)條，本公司於回顧年度內已委任三名獨立非執行董事，其中最上一位具備適當專業資格或會計或相關財務管理專長。該等董事具有各種行業之專門知識，並以此向本公司作出貢獻，同時就策略發展向管理層提供意見，並確保董事會維持高度財務及其他強制性申報水平，以及採取適當制衡措施以維護股東及本公司之整體利益。根據創業板上市規則第5.09條，本公司已接獲各獨立非執行董事之獨立性年度確認函。本公司認為全體獨立非執行董事均為獨立。



## Board of Directors (continued)

### Composition (continued)

During the year under review, Mr. Yip Seng Mun retired from the office of as an executive Director and the Chairman of the Board and Mr. Yip Heon Ping retired from the office of as an executive Director of the Company. Dr. Xu Zhiming and Mr. Zhang Ying have been appointed as non-executive Directors of the Company and Mr. Yip Heon Wai, an existing executive Director of the Company, has been appointed as the Chairman of the Board, all with effect from 6 June 2007.

The Board as at 31 March 2008 comprised:

### Executive Directors:

Mr. Yip Heon Wai (*Chairman*)  
Mr. Yip Heon Keung

### Non-executive Directors:

Dr. Xu Zhiming  
Mr. Zhang Ying

### Independent non-executive Directors:

Mr. James T. Siano  
Ms. Tse Yuet Ling, Justine  
Ms. Lai May Lun

The names, biographical details of the Directors and the relationships among them are set out in the “Directors and Senior Management” section of this annual report.

## 董事會(續)

### 成員(續)

於回顧年度，葉醒民先生已退任本公司之執行董事兼董事會主席一職，及葉向平先生已退任本公司之執行董事一職。許志明博士及張穎先生已獲委任為本公司之非執行董事，本公司現任執行董事葉向維先生已獲委任為董事會主席，全部由二零零七年六月六日起生效。

於二零零八年三月三十一日，董事會由以下董事組成：

### 執行董事：

葉向維先生(主席)  
葉向強先生

### 非執行董事：

許志明博士  
張穎先生

### 獨立非執行董事：

James T. Siano 先生  
謝月玲女士  
黎美倫女士

各董事之姓名、履歷及彼等間之關係載於本年報「董事及高級管理層」一節。

## Board of Directors (continued)

### Board Meetings

The Board meets in person or through other electronic means of communication at least four times every year. At least 14 days notice of all board meetings were given to all Directors, who were all given an opportunity to include matters in the agenda for discussion. The Company Secretary assists the Chairman in preparing the agenda for the meeting, and ensures that all applicable rules and regulations regarding the meetings are observed. The finalised agenda and accompanying board papers are then sent to all Directors prior to the meeting.

For the year ended 31 March 2008, the Board held five regular full Board meetings (including an adjourned meeting). The individual attendance record of each Director is as follows:

### Directors

#### 董事

### Attendance

#### 出席次數

#### Executive Directors

Mr. Yip Seng Mun (retired on 6 June 2007)  
 Mr. Yip Heon Ping (retired on 6 June 2007)  
 Mr. Yip Heon Wai (*Chairman*)  
 Mr. Yip Heon Keung

#### 執行董事

葉醒民先生 (於二零零七年六月六日退任)  
 葉向平先生 (於二零零七年六月六日退任)  
 葉向維先生 (*主席*)  
 葉向強先生

0/5  
 0/5  
 5/5  
 3/5

#### Non-executive Directors

Dr. Xu Zhiming (appointed on 6 June 2007)  
 Mr. Zhang Ying (appointed on 6 June 2007)

#### 非執行董事

許志明博士 (於二零零七年六月六日獲委任)  
 張穎先生 (於二零零七年六月六日獲委任)

3/5  
 4/5

#### Independent non-executive Directors

Mr. James T. Siano  
 Ms. Tse Yuet Ling, Justine  
 Ms. Lai May Lun

#### 獨立非執行董事

James T. Siano 先生  
 謝月玲女士  
 黎美倫女士

4/5  
 5/5  
 5/5

Apart from the regular Board meetings of the year, the Board met on other occasions when a board-level decision on a particular matter was required. The Directors would receive details of agenda items for decision and minutes of committee meetings in advance of each Board meeting.

## 董事會(續)

### 董事會會議

董事會以親身出席方式或其他電子通訊方式每年至少召開四次會議。所有董事會會議均會向全體董事發出至少14日通知，各董事均有機會在會議議程內列入討論事宜。公司秘書協助主席編排會議議程，並確保有關會議之所有相關規則及規定均已獲得遵守。最終確定之議程及隨附之董事會文件隨後將在會議召開前送交全體董事。

截至二零零八年三月三十一日止年度，董事會共定期召開五次全體董事會會議包括一次續會。各董事各自出席會議之記錄如下：

除本年度定期召開之董事會會議外，董事會亦在其需要就某特定事項作出決定時不定期召開會議。董事將於各董事會會議召開前接獲有關議程內各事項之詳情，以便作出決定及進行委員會會議記錄。

## Board of Directors (continued)

### Board Meetings (continued)

During regular meetings of the Board, the Directors discussed and formulated the overall strategies of the Company, monitored financial performances and discussed the annual and interim results, set annual budgets, as well as discussed and decided on other significant matters.

The Company Secretary recorded the proceedings of each Board meeting in detail by keeping detailed minutes, including all decisions made by the Board together with concerns raised and dissenting views expressed (if any). Draft Board minutes were circulated to all Directors for comment and approval as soon as practicable after the meeting. All minutes are open for inspection to Directors at any reasonable time on their request by any Director. All Directors have access to relevant and timely information at all times as the Chairman ensures that management will supply the Board and its committees with all relevant information in a timely manner.

### Delegation by the Board

The Company has set out the respective functions and responsibilities reserved to the Board and those delegated to management. The Board delegates day-to-day operations of the Group to executive Directors and senior management while reserving certain key matters for its approval. The Board is responsible for the approval and monitoring of the Company's overall strategies and policies, approval of business plans; evaluating the performance of the Company and oversight of management. It is also responsible for promoting the success of the Company and its businesses by directing and supervising the Company's affairs.

Decisions of the Board are communicated to the management through executive Directors who have attended at Board meetings.

## 董事會(續)

### 董事會會議(續)

在董事會定期召開之會議上，董事討論並制定了本公司之整體策略，對財務表現進行了監控，並討論了年度及中期業績，同時亦提出年度預算方案以及就其他重大事項進行商討並作出決定。

公司秘書詳細記錄各董事會會議程序，並保留有詳細之會議記錄，包括董事會作出之所有決定，以及提出之問題及反對意見(如有)。董事會會議記錄草稿在會議結束後盡快發送予全體董事，以供彼等提出意見及給予批准。所有會議記錄均可應任何董事要求在合理時間供各董事查閱。由於主席確保管理層將向董事會及其委員會及時提供一切相關資料，因此所有董事均可隨時查閱有關最新資料。

### 董事會權力之轉授

本公司已訂明董事會本身及其授權管理層之職能及責任。董事會授權予執行董事及高級管理層負責本集團之日常營運，但保留對重大事宜作出審批之權利。董事會負責批准及監控本公司之整體策略及政策、審批業務計劃、評估本公司之表現及監察管理層。彼亦負責透過帶領及監管本公司之事務，促進本公司及其業務之成功。

董事會之決定將由出席董事會會議之執行董事轉達管理層。

## Board of Directors (continued)

### Term of Appointment and Re-election

Each of the executive Directors is engaged on a Director's service contract with the Company. Under the Code provision A.4.1, non-executive Directors should be appointed for a specific term, subject to re-election. Each of the existing non-executive Directors is appointed for a fixed term of one year, subject to retirement by rotation and re-election in accordance with the Articles of Association. All independent non-executive Directors have formal letters of appointment setting out key terms and conditions relative to their appointment and are subject to retirement by rotation and re-election in accordance with the Articles of Association. Details of the term of appointment of the Directors are disclosed in the section "Directors' Service Contracts" of the Report of the Directors in this annual report.

Every newly appointed Director is provided with a package of orientation materials detailing the duties and responsibilities of Directors under the GEM Listing Rules, the Articles of Association, related ordinances and relevant regulatory requirements of Hong Kong.

Every Director is aware that, before accepting appointment as a Director, he/she must be able to give sufficient time and attention to the affairs of the Company.

Under the Code provision A.4.2, all Directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after their appointment and every Director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

At the annual general meeting of the Company held on 25 July 2006, a special resolution was passed by the shareholders of the Company to approve the amendments to the Articles of Association to ensure compliance with the Code on CG Practices. Pursuant to the amended provisions of the Articles of Association, any Director appointed by the Board either to fill a casual vacancy or as an addition to the Board shall hold office until the next following general meeting of the Company and shall then be eligible for re-election. At each annual general meeting, one-third of the Directors for the time being (or, if their number is not three (3) or a multiple of three (3), then the number nearest to but not exceeding one-third) shall retire from office by rotation, provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years.

## 董事會(續)

### 委任及重選條款

各執行董事已各自與本公司訂立一份董事服務合約。根據守則條文A.4.1條，非執行董事之委任應有指定任期，並須接受重新選舉。各現任非執行董事被委任一年之指定任期，並須按照組織章程細則輪席告退及膺選連任。所有獨立非執行董事均擁有正式委任函件，當中載有有關其委任之主要條款及條件，須按照組織章程細則輪席告退及膺選連任。有關董事委任條款之詳情載於本年報董事會報告「董事之服務合約」一節。

每名新委任之董事均會獲得一份入職指引，當中載有董事根據創業板上市規則、組織章程細則、相關條例及香港有關監管規定之職責及責任詳情。

各董事知悉，在接納委任為董事前，其必須有能力對本公司事務投入充足之時間及精力。

根據守則條文第A.4.2條，所有為填補臨時空缺而獲委任之董事應在獲委任後之首屆股東大會上接受股東選舉，而每名董事(包括有指定任期之董事)應至少每三年輪席告退一次。

於二零零六年七月二十五日舉行之股東週年大會上，本公司股東通過批准修訂組織章程細則之特別決議案，以確保符合企業管治常規守則。根據經修訂組織章程細則之條文，任何因填補臨時空缺而獲董事會委任之董事或任何新增之董事會成員均可任職至本公司下屆股東週年大會結束為止，且屆時可膺選連任。在每屆股東週年大會上，當時佔三分之一人數之董事(或倘其人數並非三或三之倍數，則最接近但不超過三分之一之數目)須輪席告退，惟每位董事(包括有具體任期的董事)必須至少每三年輪席退任一次。

## Board of Directors (continued)

### Chairman and the Chief Executive Officer

Under the Code provision A.2.1, the roles of the Chairman and Chief Executive Officer should be separated and should not be performed by the same individual. The division of responsibilities between the Chairman and the Chief Executive Officer should be clearly established and set out in writing. During the year under review, Mr. Yip Heon Wai served the roles of Chairman and Managing Director following his appointment as the Chairman of the Company on 6 June 2007. Mr. Yip served the dual roles of Chairman and Managing Director until December 2007 when Mr. Guan Ming Jie was appointed as the Chief Executive Officer of the Company.

To improve transparency and independency, the roles of the Chairman and the Chief Executive Officer of the Company have been segregated and have not been exercised by the same individual since December 2007.

The Chairman, Mr. Yip Heon Wai, was responsible for ensuring that the Board functions effectively and smoothly. In doing so, the Chairman ensured that good corporate governance practices and procedures were established and followed, and that all Directors were properly briefed and received all relevant information prior to each meeting. The Chairman was also responsible for overseeing the implementation of corporate strategies of the Group.

Since December 2007, Mr. Guan Ming Jie has assumed the role of the Chief Executive Officer of the Company. He is responsible for overseeing the day-to-day operations of the Group.

### Remuneration Committee

In accordance with the Code on CG Practices, the Company established its remuneration committee ("Remuneration Committee") on 17 June 2005 with written terms of reference. The terms of reference of the Remuneration Committee are available on the Company's website. The Remuneration Committee comprises two independent non-executive Directors of the Company, namely Ms. Tse Yuet Ling, Justine (Chairman of the Remuneration), Ms. Lai May Lun and one executive Director, Mr. Yip Heon Keung.

The principal responsibilities of the Remuneration Committee include making recommendations to the Board on the Company's policy and structure for all remuneration of Directors and senior management and reviewing the specific remuneration packages of all executive Directors and senior management by reference to corporate goals and objectives resolved by the Board from time to time.

## 董事會(續)

### 主席及首席執行官

根據守則條文A.2.1，主席與首席執行官之角色須分開，且不可由同一人兼任。主席與首席執行官分別承擔之職責須清楚界定並以書面列明。於回顧年度，葉向維先生於二零零七年六月六日獲委任為本公司主席後，同時兼任本公司主席及董事總經理之職位。葉先生兼任主席及董事總經理之職位直至二零零七年十二月，官明杰先生獲委任為本公司之首席執行官。

為提高透明度及獨立性，自二零零七年十二月以來，本公司主席與首席執行官之角色已分開，並非由同一人擔任。

主席葉向維先生負責確保董事會有效及順利地履行職責。於履行責任時，主席確保良好企業管治常規及程序能得以建立並遵守，所有董事在各會議前均得到適當知會及獲得一切相關資料。同時，主席亦負責監察本集團企業策略之實施。

自二零零七年十二月以來，本公司首席執行官一職由官明杰先生擔任，彼負責監察本集團之日常營運。

### 薪酬委員會

根據企業管治常規守則之規定，本公司已於二零零五年六月十七日成立薪酬委員會（「薪酬委員會」），並書面制定其職權範圍，薪酬委員會之職權範圍在本公司網址可供查閱。薪酬委員會由本公司兩名獨立非執行董事謝月玲女士（薪酬委員會主席）、黎美倫女士，以及一名執行董事葉向強先生組成。

薪酬委員會之主要職責包括就本公司所有董事及高級管理層之薪酬政策及架構向董事會提供建議，以及經參考董事會不時議決之企業目標及目的後，審閱所有執行董事及高級管理層之特定薪酬計劃。

## Board of Directors (continued)

### Remuneration Committee (continued)

During the year under review, a meeting of the Remuneration Committee was held on 21 June 2007 for reviewing and discussing the policy for remuneration of Directors and the senior management. The individual attendance record of each Remuneration Committee member is as follows:

#### Members

##### 委員

Ms. Tse Yuet Ling, Justine (*Committee Chairman*)  
Ms. Lai May Lun  
Mr. Yip Heon Keung

謝月玲女士 (*委員會主席*)  
黎美倫女士  
葉向強先生

#### Attendance

##### 出席次數

1/1  
1/1  
1/1

### Nomination of Directors

The Company has not established a Nomination Committee. The Board is responsible for considering the suitability of a candidate to act as a Director, and approving and recommending the terminating of the appointment of a Director.

The Chairman is mainly responsible for identifying suitable candidates for members of the Board when there is a vacancy or an additional Director is considered necessary. The Chairman will propose the appointment of such candidates to each member of the Board for consideration and each member of the Board will review the qualifications of the relevant candidates for determining the suitability to the Group on the basis of his qualifications, experience and background. The decision of appointing a Director must be approved unanimously by the members of the Board and make recommendation to the shareholders' meeting for approval.

The Company currently does not have any plan to set up a Nomination Committee given the relatively small size of the Board.

## 董事會 (續)

### 薪酬委員會 (續)

於回顧年度，薪酬委員會於二零零七年六月二十一日舉行一次會議，以審核及討論董事及高級管理層之薪酬政策。薪酬委員會各成員各自出席會議之記錄如下：

### 董事之提名

本公司並無設立提名委員會。董事會負責考慮董事候選人是否勝任，並負責批准及建議終止委任董事。

主席主要負責物色合適人選出任董事會成員，以填補空缺或在有需要時新增董事名額。主席會向董事會各成員建議合資格人選作考慮，而董事會各成員將審閱有關候選人之資格，根據其資歷、經驗及背景決定是否適合本集團。委任董事之決定必須經董事會成員一致批准通過，並向股東大會作出推薦意見以供批准。

鑑於董事會成員相對較少，本公司現時並無計劃成立提名委員會。

## Board of Directors (continued)

### Audit Committee

The Company established an audit committee ("Audit Committee") on 7 March 2000 and has formulated and from time to time amended its written terms of reference in accordance with the provisions set out in the Code on CG Practices. The terms of reference of the Audit Committee are available on the Company's website. The existing Audit Committee comprised three independent non-executive Directors of the Company, namely Mr. James T. Siano (Chairman of the Audit Committee), Ms. Tse Yuet Ling, Justine and Ms. Lai May Lun.

The primary duties of the Audit Committee include the review and supervision of the Group's financial reporting system and internal control procedures, review of the Group's financial information and review of the relationship with the auditors of the Group.

The Audit Committee held four meetings during the year under review. The individual attendance record of each Audit Committee member is as follows:

### Members

#### 委員

Mr. James T. Siano (*Committee Chairman*)  
Ms. Tse Yuet Ling, Justine  
Ms. Lai May Lun

James T. Siano 先生 (*委員會主席*)  
謝月玲女士  
黎美倫女士

The Group's unaudited quarterly and interim results and audited annual results during the year ended 31 March 2008 have been reviewed by the Audit Committee, which was of the opinion that the preparation of such results complied with the applicable accounting standards and requirements and that adequate disclosure has been made.

## 董事會(續)

### 審核委員會

本公司已於二零零零年三月七日成立審核委員會(「審核委員會」)，並已根據企業管治常規守則之守則條文制定及不時修訂其書面職權範圍。審核委員會之職權範圍在本公司網址可供查閱。現時審核委員會由本公司三名獨立非執行董事James T. Siano先生(審核委員會主席)、謝月玲女士及黎美倫女士組成。

審核委員會之主要職權包括審核及監察本集團之財務申報制度及內部監控程序、審閱本集團之財務資料，及檢討與本公司核數師之關係。

審核委員會已於回顧年度舉行四次會議。審核委員會各成員各自出席會議之記錄如下：

### Attendance

#### 出席次數

本集團截至二零零八年三月三十一日止年度之未經審核季度及中期業績及經審核年度業績已經由審核委員會審核。審核委員會認為該等業績符合適用之會計準則及要求，且已披露足夠資料。

## Board of Directors (continued)

### Auditors' Remuneration

The Audit Committee of the Company is responsible for considering and reviewing the appointment of the external auditors and reviewing any non-audit functions performed by the external auditors, including whether such non-audit functions could lead to any potential material adverse effect on the Group.

During the year under review, the Group was required to pay an aggregate of HK\$1,028,000 to the external auditors for their audit services. There was no significant non-audit service assignment undertaken by the external auditors during the year.

### Directors' and Auditors' Responsibility for the Financial Statements

The Directors acknowledge their responsibilities for the preparation of the financial statements of the Group and ensure that the financial statements are in accordance with statutory requirements and applicable accounting standards. The Directors also ensure the timely publication of the financial statements of the Group.

The statements of the external auditors of the Group, Messrs. Ernst & Young, about their reporting responsibilities on the financial statements of the Group are set out in the section "Independent Auditors' Report" of this annual report.

### Internal Control

During the year under review, the Board conducted a review of its system of internal control to ensure it is effective and adequate. The Board convened meetings periodically to discuss financial, operational and compliance controls and risk management functions. The Directors are of the view that the existing system of internal control is effective and adequate to the Group.

### Investor Relations

The Company has disclosed all necessary information to the shareholders in compliance with GEM Listing Rules. The Directors convene the annual general meeting each year to meet the shareholders and answer to their enquiries.

The Company also communicates to its shareholders through its annual, interim and quarterly reports. The Directors, Company Secretary or other appropriate members of senior management also respond to inquiries from shareholders and investors on a timely basis.

## 董事會(續)

### 核數師酬金

本公司審核委員會負責考慮及審核外聘核數師之委任及審核外聘核數師所進行之任何非核數職能，包括該非核數職能會否對本集團帶來潛在重大不利影響。

於回顧年度，本集團須就外聘核數師之核數服務支付合共1,028,000港元。年內，外聘核數師並無進行任何重大非核數服務工作。

### 董事及核數師對財務報表之責任

董事知悉彼等有責任編製本集團之財務報表，並確保財務報表乃根據法定規定及適用會計準則編製。董事亦確保適時刊發本集團之財務報表。

本集團之外聘核數師安永會計師事務所就有關本集團財務報表之申報責任發出之聲明載於本年報「獨立核數師報告」一節。

### 內部監控

於回顧年度，董事會已審閱其內部監控系統，以確保其行之有效及充份。董事會定期召開會議，以討論財務、營運及合規監控及風險管理職能。董事認為現行內部監控系統乃屬有效，且足以應付本集團事務。

### 投資者關係

本公司已根據創業板上市規則向股東披露一切必要之資料。董事每年均會召開股東大會，以與股東會面及回覆彼等之查詢。

本公司亦會透過其年度、中期及季度報告與股東溝通。董事、公司秘書或高級管理層其他相關成員亦會及時回覆股東及投資者之查詢。





To the shareholders of

## **Prosten Technology Holdings Limited**

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

We have audited the financial statements of Prosten Technology Holdings Limited set out on pages 49 to 124, which comprise the consolidated and company balance sheets as at 31 March 2008, and the consolidated income statement, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes.

## **Directors' Responsibility for the Financial Statements**

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

## **Auditors' Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. Our report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether the financial statements are free from material misstatement.

致長達科技控股有限公司

列位股東

*(於開曼群島註冊成立之有限公司)*

本行已審核載於第49頁至124頁的長達科技控股有限公司之財務報表，此綜合財務報表包括二零零八年三月三十一日的綜合及公司資產負債表及截至該日止年度的綜合損益表、綜合權益變動表、綜合現金流量表以及主要會計政策摘要及其他附註解釋。

## **董事就財務報表須承擔的責任**

貴公司董事須負責根據香港會計師公會頒布的香港財務申報準則及香港公司條例的披露規定編製並且真實與公平地列報該等財務報表。這些責任包括設計、實施和維持與財務報表編製和真實而公平地列報相關的內部監控，以使財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述；選擇和應用恰當的會計政策；及按情況下作出合理之會計估計。

## **核數師的責任**

本行之責任是根據本行之審核對該等財務報表作出意見。本行之報告僅為向全體股東編製及呈報，除此以外，本報告並無其他用途。本行概不就本報告內容對其他任何人士承擔或負上任何責任。

本行已根據香港會計師公會頒布的香港審核準則的規定執行審核。該準則要求本行遵守道德規範，並規劃及執行審核，從而獲得合理確定此等財務報表是否不存在任何重大錯誤陳述。

## Independent Auditors' Report (continued) 獨立核數師報告(續)

To the shareholders of

### Prosten Technology Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

### Auditors' Responsibility (continued)

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

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

### Opinion

In our opinion, the financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 March 2008 and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

### Ernst & Young

Certified Public Accountants

18th Floor,  
Two International Finance Centre  
8 Finance Street, Central  
Hong Kong  
23 June 2008

致長達科技控股有限公司

列位股東

(於開曼群島註冊成立之有限公司)

### 核數師的責任(續)

審核涉及執行程序以取得有關財務報表所載金額及披露資料的審核證據。所選用之程序由核數師作出判斷，包括評估由於欺詐或錯誤而導致財務報表存有重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該公司編製及真實與公平地列報財務報表相關的內部監控，以設計適當時情況之審核程序，但並非對公司的內部監控的有效性發表意見。審核亦包括評價董事所採用的會計政策的合適性及作出的會計估計的合理性，以及評價財務報表的整體列報方式。

本行相信本行得到足夠及適當之審核憑證以作為提供該審核意見之基礎。

### 意見

本行認為，財務報表已根據香港財務申報準則真實與公平地反映 貴公司及 貴集團於二零零八年三月三十一日的財務狀況及截至該日止年度的溢利及現金流量，並已按照香港公司條例之披露規定妥為編製。

### 安永會計師事務所

執業會計師

香港  
中環  
金融街8號  
國際金融中心2期18樓  
二零零八年六月二十三日

# Consolidated Income Statement 綜合損益表

Year ended 31 March 2008 二零零八年三月三十一日止年度

		Notes	2008 HK\$'000 二零零八年 千港元	2007 HK\$'000 二零零七年 千港元
		附註		
<b>Revenue</b>	<b>收益</b>	5	<b>83,339</b>	51,222
Cost of sales	銷售成本		<b>(9,869)</b>	(18,413)
Gross profit	毛利		<b>73,470</b>	32,809
Other income and gains	其他收入及收益	5	<b>8,844</b>	1,142
Selling expenses	銷售開支		<b>(8,751)</b>	(24,840)
Administrative expenses	行政開支		<b>(25,515)</b>	(37,746)
Other expenses	其他開支		<b>(7,854)</b>	(6,110)
Fair value gain on derivative component of convertible bonds	可換股債券衍生工具部分 之公平價值收益		<b>7,745</b>	–
Finance costs	財務費用	7	<b>(23,580)</b>	(24)
<b>Profit/(loss) before tax</b>	<b>除稅前溢利/(虧損)</b>	6	<b>24,359</b>	(34,769)
Tax	稅項	10	<b>2,128</b>	280
<b>Profit/(loss) for the year attributable to equity holders of the Company</b>	<b>本公司權益持有人應佔 年內溢利/(虧損)</b>	11	<b>26,487</b>	(34,489)
<b>Earnings/(loss) per share attributable to equity holders of the Company</b>	<b>本公司權益持有人應佔 每股盈利/(虧損)</b>	12		
Basic	基本		<b>HK4.4 cents 港仙</b>	(HK6.1) cents 港仙
Diluted	攤薄		<b>HK4.2 cents 港仙</b>	N/A 不適用

# Consolidated Balance Sheet 綜合資產負債表

31 March 2008 二零零八年三月三十一日

	Notes 附註	2008 HK\$'000 二零零八年 千港元	2007 HK\$'000 二零零七年 千港元	
<b>NON-CURRENT ASSETS 非流動資產</b>				
Property, plant and equipment	物業、廠房及設備	13	4,140	4,732
Investment property	投資物業	14	2,408	–
Deposits	訂金		222	2,274
Available-for-sale investments	可供出售投資	16	786	757
Deferred tax assets	遞延稅項資產	17	10,600	–
Total non-current assets	非流動資產總額		18,156	7,763
<b>CURRENT ASSETS 流動資產</b>				
Trade receivables	應收賬款	18	42,361	6,469
Prepayments, deposits and other receivables	預付款項、訂金及其他應收款項	19	6,249	3,659
Equity investments at fair value through profit or loss	按公平價值列賬及在損益賬處理之股權投資	20	3,162	2
Due from Directors	應收董事之款項	21	142	–
Cash and cash equivalents	現金及現金等值物	22	33,202	3,040
Total current assets	流動資產總額		85,116	13,170
<b>CURRENT LIABILITIES 流動負債</b>				
Trade payables	應付賬款	23	2,840	8,470
Other payables, deposits received and accruals	其他應付款、已收訂金及應計款項	24	9,673	6,969
Due to Directors	應付董事之款項	25	–	523
Tax payable	應付稅項		8,805	328
Convertible bonds	可換股債券	26	36,000	–
Embedded financial derivative	嵌入式金融衍生工具	26	8,619	–
Total current liabilities	流動負債總額		65,937	16,290
<b>NET CURRENT ASSETS/(LIABILITIES)</b>	<b>流動資產/(負債)淨值</b>		<b>19,179</b>	<b>(3,120)</b>
<b>Net assets</b>	<b>資產淨值</b>		<b>37,335</b>	<b>4,643</b>
<b>EQUITY 權益</b>				
<b>Equity attributable to equity holders of the Company 本公司權益持有人應佔權益</b>				
Issued capital	已發行股本	27	59,727	59,237
Reserves	儲備	29	(22,392)	(54,594)
<b>Total equity</b>	<b>權益總額</b>		<b>37,335</b>	<b>4,643</b>

**Yip Heon Wai**  
Chairman

葉向維  
主席

**Yip Heon Keung**  
Director

葉向強  
董事

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

Year ended 31 March 2008 二零零八年三月三十一日止年度

		Attributable to equity holders of the Company 本公司權益持有人應佔								
	Notes 附註	Issued capital 已發 行股本 HK\$'000 千港元	Share premium account 股份 溢價賬 HK\$'000 千港元	Statutory reserve fund 法定儲 備基金 HK\$'000 千港元	Foreign currency translation reserve 外幣匯 兌儲備 HK\$'000 千港元	Share option reserve 購股 權儲備 HK\$'000 千港元	Accum- ulated losses 累計 虧損 HK\$'000 千港元	Sub-total 小計 HK\$'000 千港元	Total equity 權益總計 HK\$'000 千港元	
At 1 April 2007	於二零零七年四月一日	59,237	348,159	53	1,926	1,204	(405,936)	(54,594)	4,643	
Exchange differences arising on consolidation of overseas subsidiaries	綜合海外附屬公司賬目而產生之匯兌差額	-	-	-	3,510	-	-	3,510	3,510	
Total income and expense recognised directly in equity	於權益直接確認之收入及開支總額	-	-	-	3,510	-	-	3,510	3,510	
Profit for the year	年內溢利	-	-	-	-	-	26,487	26,487	26,487	
Total income and expense for the year	年內收入及開支總額	-	-	-	3,510	-	26,487	29,997	29,997	
Issue of shares	發行股份	27	490	649	-	-	-	649	1,139	
Equity-settled share option arrangements	以權益結算之購股權安排	29(b)	-	-	-	1,556	-	1,556	1,556	
Transfer of share option reserve upon the lapse of share options	購股權失效後轉撥購股權儲備	29(b)	-	-	-	(227)	227	-	-	
At 31 March 2008	於二零零八年三月三十一日	59,727	348,808	53	5,436	2,533	(379,222)	(22,392)	37,335	
At 1 April 2006	於二零零六年四月一日	51,125	339,275	53	954	283	(371,533)	(30,968)	20,157	
Exchange differences arising on consolidation of overseas subsidiaries	綜合海外附屬公司賬目而產生之匯兌差額	-	-	-	972	-	-	972	972	
Total income and expense recognised directly in equity	於權益直接確認之收入及開支總額	-	-	-	972	-	-	972	972	
Loss for the year	年內虧損	-	-	-	-	-	(34,489)	(34,489)	(34,489)	
Total income and expense for the year	年內收入及開支總額	-	-	-	972	-	(34,489)	(33,517)	(33,517)	
Issue of shares	發行股份	27	8,112	9,245	-	-	-	9,245	17,357	
Share issue expenses	發行股份開支	27	-	(361)	-	-	-	(361)	(361)	
Equity-settled share option arrangements	以權益結算之購股權安排	29(b)	-	-	-	1,007	-	1,007	1,007	
Transfer of share option reserve upon the lapse of share options	購股權失效後轉撥購股權儲備	29(b)	-	-	-	(86)	86	-	-	
At 31 March 2007	於二零零七年三月三十一日	59,237	348,159	53	1,926	1,204	(405,936)	(54,594)	4,643	

# Consolidated Cash Flow Statement 綜合現金流量表

Year ended 31 March 2008 二零零八年三月三十一日止年度

	Notes 附註	2008 HK\$'000 二零零八年 千港元	2007 HK\$'000 二零零七年 千港元
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	<b>經營業務之現金流量</b>		
Profit/(loss) before tax	除稅前溢利/(虧損)	<b>24,359</b>	(34,769)
Adjustments for:	經調整下列各項：		
Finance costs	財務費用	<b>23,580</b>	24
Interest income	利息收入	<b>(475)</b>	(300)
Investment income	投資收入	<b>(1,020)</b>	(347)
Write back of trade payables	應付賬款回撥	<b>(5,887)</b>	-
Gain on disposal of items of property, plant and equipment	出售物業、廠房及設備項目收益	<b>(15)</b>	(63)
Gain on disposal of equity investments at fair value through profit or loss	出售按公平價值列賬及在損益賬處理之股權投資收益	<b>(246)</b>	(21)
Depreciation	折舊	<b>1,871</b>	2,282
Write off of items of property, plant and equipment	物業、廠房及設備項目撇銷	-	312
Impairment allowance for doubtful debts	呆賬減值撥備	<b>3,203</b>	3,836
Write off of inventories	存貨撇銷	-	30
Equity-settled share option arrangements	以權益結算之購股權安排	<b>1,556</b>	1,007
Changes in fair value of:	公平價值變動：		
Investment property	投資物業	<b>(965)</b>	-
Derivative component of convertible bonds	可換股債券衍生工具部分	<b>(7,745)</b>	-
Equity investments at fair value through profit or loss	按公平價值列賬及在損益賬處理之股權投資	<b>2,479</b>	-
		<b>40,695</b>	(28,009)
Decrease/(increase) in deposits	訂金減少/(增加)	<b>829</b>	(1,771)
Increase in available-for-sale investments	可供出售投資增加	-	(19)
Decrease in inventories	存貨減少	-	293
Decrease/(increase) in trade receivables	應收賬款減少/(增加)	<b>(39,095)</b>	1,058
Decrease/(increase) in prepayments, deposits and other receivables	預付款項、訂金及其他應收款項減少/(增加)	<b>(2,590)</b>	655
Increase in amounts due from Directors	應收董事之款項增加	<b>(142)</b>	-
Decrease in equity investments at fair value through profit or loss	按公平價值列賬及在損益賬處理之股權投資減少	-	484
Increase/(decrease) in trade payables	應付賬款增加/(減少)	<b>257</b>	(3,371)
Increase/(decrease) in amounts due to Directors	應付董事之款項增加/(減少)	<b>(523)</b>	211
Increase in amount due to a senior officer	應付一名高級職員之款項增加	-	312
Increase/(decrease) in other payables, deposits received and accruals	其他應付款項、已收訂金及應計款項增加/(減少)	<b>2,704</b>	(607)
Exchange realignment	匯兌調整	<b>2,968</b>	605
Cash generated from/(used in) operations	經營業務所得/(動用)之現金	<b>5,103</b>	(30,159)
Interest received	已收利息	<b>475</b>	300
Investment income received	已收投資收入	<b>1,020</b>	347
Interest paid	已付利息	<b>(16)</b>	(24)
Overseas taxes paid	已付海外稅項	<b>(5)</b>	-
Net cash inflow/(outflow) from operating activities	經營業務所得之現金流入/(流出)淨額	<b>6,577</b>	(29,536)

## Consolidated Cash Flow Statement (continued) 綜合現金流量表(續)

Year ended 31 March 2008 二零零八年三月三十一日止年度

	Notes 附註	2008 HK\$'000 二零零八年 千港元	2007 HK\$'000 二零零七年 千港元
Net cash inflow/(outflow) from operating activities	經營業務所得之現金流入/(流出)淨額	<b>6,577</b>	(29,536)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>	<b>投資業務之現金流量</b>		
Purchases of items of property, plant and equipment	購入物業、廠房及設備各項目	13 <b>(1,066)</b>	(2,158)
Purchase of an investment property	購入投資物業	14 <b>(65)</b>	–
Purchases of equity investments at fair value through profit or loss	購入按公平價值列賬及在損益賬處理之股權投資	<b>(8,613)</b>	–
Proceeds from disposal of items of property, plant and equipment	出售物業、廠房及設備各項目所得款項	<b>17</b>	71
Proceeds from disposal of equity investments at fair value through profit or loss	出售按公平價值列賬及在損益賬處理之股權投資所得款項	<b>3,220</b>	–
Decrease of pledged bank deposits	有抵押銀行存款減少	–	441
Net cash outflow from investing activities	投資業務所得之現金流出淨額	<b>(6,507)</b>	(1,646)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>	<b>融資業務之現金流量</b>		
Proceeds from issue of convertible bonds	發行可換股債券所得款項	26 <b>28,800</b>	–
Proceeds from issue of shares	發行股份所得款項	27 <b>1,139</b>	16,996
Net cash inflow from financing activities	融資業務所得之現金流入淨額	<b>29,939</b>	16,996
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等值物增加/(減少)淨額</b>	<b>30,009</b>	(14,186)
Cash and cash equivalents at beginning of year	年初之現金及現金等值物	<b>3,040</b>	17,028
Effect of foreign exchange rate changes, net	匯率變動之影響淨額	<b>153</b>	198
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>	<b>年終之現金及現金等值物</b>	<b>33,202</b>	3,040
<b>ANALYSIS OF CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等值物分析</b>		
Cash and bank balances	現金及銀行結餘	22 <b>27,199</b>	3,040
Non-pledged time deposits with original maturity of less than three months when acquired	於取得時原於三個月內到期之無抵押定期存款	22 <b>6,003</b>	–
		<b>33,202</b>	3,040

## Balance Sheet 資產負債表

31 March 2008 二零零八年三月三十一日

	Notes 附註	2008 HK\$'000 二零零八年 千港元	2007 HK\$'000 二零零七年 千港元
<b>NON-CURRENT ASSETS</b>			
Interests in subsidiaries	15	25,082	5,809
<b>CURRENT ASSETS</b>			
Prepayments, deposits and other receivables	19	407	199
Cash and cash equivalents	22	8,243	10
Total current assets		8,650	209
<b>CURRENT LIABILITIES</b>			
Accruals and other payables	24	1,420	1,433
Convertible bonds	26	36,000	–
Embedded financial derivative	26	8,619	–
Total current liabilities		46,039	1,433
<b>NET CURRENT LIABILITIES</b>		(37,389)	(1,224)
<b>Net assets/(liabilities)</b>		(12,307)	4,585
<b>EQUITY/(DEFICIENCY IN ASSETS)</b>			
Issued capital	27	59,727	59,237
Reserves	29(b)	(72,034)	(54,652)
<b>Total equity/(deficiency in assets)</b>		(12,307)	4,585

**Yip Heon Wai**  
Chairman

葉向維  
主席

**Yip Heon Keung**  
Director

葉向強  
董事



## 1. Corporate Information

The Company is a limited liability company incorporated in the Cayman Islands. The address of its registered office is Century Yard, Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The address of its principal place of business is Room 1506, 15/F., Tai Tung Building, 8 Fleming Road, Wanchai, Hong Kong. The Company's shares are listed on the Growth Enterprise Market (the "GEM") of The Stock Exchange of Hong Kong Limited (the "Exchange").

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 15 to the financial statements.

### 2.1. Basis of Preparation

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants, accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for an investment property, derivative financial instruments and equity investments, which have been measured at fair value. These financial statements are presented in Hong Kong dollars ("HK\$") and all values are rounded to the nearest thousand except when otherwise indicated.

## 1. 公司資料

本公司為一間於開曼群島註冊成立之有限公司。其註冊辦事處地址為Century Yard, Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands。其主要營業地點地址為香港灣仔菲林明道8號大同大廈15樓1506室。本公司之股份於香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)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15。

### 2.1. 編製基準

該等財務報表乃根據香港會計師公會頒佈之香港財務申報準則(「香港財務申報準則」)(包括所有香港財務申報準則、香港會計準則(「香港會計準則」)及詮釋)、香港普遍採納之會計原則以及香港公司條例之披露規定而編製。該等財務報表乃根據歷史成本慣例編製，惟一項投資物業、衍生金融工具及權益投資以公平價值列賬。除另有指明外，該等財務報表以港元呈列，所有金額均調整至最接近千位數。

## 2.1. Basis of Preparation (continued)

### Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the “Group”) for the year ended 31 March 2008. The results of subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. All significant intercompany transactions and balances within the Group are eliminated on consolidation.

## 2.2. Impact of New and Revised Hong Kong Financial Reporting Standards

The Group has adopted the following new and revised HKFRSs for the first time for the current year’s financial statements. Except for in certain cases, giving rise to new and revised accounting policies and additional disclosures, the adoption of these new and revised standards and interpretations has had no material effect on these financial statements.

HKFRS 7	<i>Financial Instruments: Disclosures</i>
HKAS 1 Amendment	<i>Capital Disclosures</i>
HK(IFRIC)-Int 8	<i>Scope of HKFRS 2</i>
HK(IFRIC)-Int 9	<i>Reassessment of Embedded Derivatives</i>
HK(IFRIC)-Int 10	<i>Interim Financial Reporting and Impairment</i>
HK(IFRIC)-Int 11	<i>HKFRS 2 – Group and Treasury Share Transactions</i>

## 2.1. 編製基準(續)

### 綜合基準

綜合財務報表包括本公司及其附屬公司(統稱「本集團」)截至二零零八年三月三十一日止年度之財務報表。附屬公司的業績從收購日(即本集團取得控制權當日)起開始綜合，直至該等控制權失效為止。本集團內公司間之重要交易及結餘均已於綜合時對銷。

## 2.2. 新訂及經修訂之香港財務申報準則之影響

本集團於本年度之財務報表首度採納以下新訂及經修訂香港財務申報準則。除若干情況需要採用新訂及經修訂之會計政策及額外披露外，採納該等新訂和經修訂準則及詮釋對該等財務報表無重大影響。

香港財務申報準則第7號	<i>金融工具：披露</i>
香港會計準則第1號	<i>資本披露</i>
(經修訂)	
香港(國際財務申報 詮釋委員會)－ 詮釋第8號	<i>香港財務申報準則 第2號之範圍</i>
香港(國際財務申報 詮釋委員會)－ 詮釋第9號	<i>重新評估嵌入式 衍生工具</i>
香港(國際財務申報 詮釋委員會)－ 詮釋第10號	<i>中期財務報告及 減值</i>
香港(國際財務申報 詮釋委員會)－ 詮釋第11號	<i>香港財務申報準則 第2號－集團及 庫存股份交易</i>

### 2.2. Impact of New and Revised Hong Kong Financial Reporting Standards (continued)

The principal effects of adopting these new and revised HKFRSs are as follows:

#### (a) HKFRS 7 *Financial Instruments: Disclosures*

This standard requires disclosures that enable users of the financial statements to evaluate the significance of the Group's financial instruments and the nature and extent of risks arising from those financial instruments. The new disclosures are included throughout the financial statements. While there has been no effect on the financial position or results of operations of the Group, comparative information has been included/revised where appropriate.

#### (b) Amendment to HKAS 1 *Presentation of Financial Statements – Capital Disclosures*

This amendment requires the Group to make disclosures that enable users of the financial statements to evaluate the Group's objectives, policies and processes for managing capital. These new disclosures are shown in note 34 to the financial statements.

#### (c) HK(IFRIC)-Int 8 *Scope of HKFRS 2*

This interpretation requires HKFRS 2 to be applied to any arrangement in which the Group cannot identify specifically some or all of the goods or services received, for which equity instruments are granted or liabilities (based on a value of the Group's equity instruments) are incurred by the Group for a consideration, and which appears to be less than the fair value of the equity instruments granted or liabilities incurred. As the Group's existing policy of accounting for equity instruments granted complies with the requirements of the interpretation, the interpretation has had no effect on these financial statements.

### 2.2. 新訂及經修訂之香港財務申報準則之影響(續)

採納該等新訂及經修訂香港財務申報準則之主要影響如下：

#### (a) 香港財務申報準則第7號金融工具：披露

該準則規定作出披露以允許財務報表使用者能評估本集團金融工具之重要性以及該等金融工具所產生之風險性質及範圍。該等新披露貫徹載列於財務報表內。由於對本集團之財務狀況或經營業績並無影響，比較資料已予載入／經修訂(如適用)。

#### (b) 香港會計準則第1號(經修訂)財務報表之呈列－資本披露

該修訂規定本集團作出披露以允許財務報表之使用者能夠評估本集團管理資本之目標、政策及過程。該等新披露已載於財務報表附註34。

#### (c) 香港(國際財務申報詮釋委員會)－詮釋第8號香港財務申報準則第2號之範圍

該詮釋規定，香港財務申報準則第2號須適用於本集團無法明確識別部分或所有已收到貨物或服務之任何安排，而本集團就該等安排授出權益工具或產生負債(基於本集團權益工具之價值)作為交易代價，而該等安排所收到貨物或服務之價值少於所授出權益工具或所產生負債之公平價值。由於本集團於授出權益工具之會計政策符合該詮釋之要求，故該詮釋對財務報表並無影響。

## 2.2. Impact of New and Revised Hong Kong Financial Reporting Standards (continued)

### (d) HK(IFRIC)-Int 9 *Reassessment of Embedded Derivatives*

This interpretation requires that the date to assess whether an embedded derivative is required to be separated from the host contract and accounted for as a derivative is the date that the Group first becomes a party to the contract, with reassessment only if there is a change to the contract that significantly modifies the cash flows. As the Group's existing policy of accounting for derivatives complies with the requirements of the interpretation, the interpretation has had no effect on these financial statements.

### (e) HK(IFRIC)-Int 10 *Interim Financial Reporting and Impairment*

The Group has adopted this interpretation as of 1 April 2007, which requires that an impairment loss recognised in a previous interim period in respect of goodwill or an investment in either an equity instrument classified as available-for-sale or a financial asset carried at cost is not subsequently reversed. As the Group had no impairment losses previously reversed in respect of such assets, the interpretation has had no impact on the financial position or results of operations of the Group.

### (f) HK(IFRIC)-Int 11 *HKFRS 2 – Group and Treasury Share Transactions*

HK(IFRIC)-Int 11 requires arrangements whereby an employee is granted rights to the Group's equity instruments, to be accounted for as an equity-settled scheme, even if the Group acquires the instruments from another party, or the shareholders provide the equity instruments needed. HK(IFRIC)-Int 11 also addresses the accounting for share-based payment transactions involving two or more entities within the Group. As the Group currently has no such transactions, the interpretation has no financial impact on the Group.

## 2.2. 新訂及經修訂之香港財務申報準則之影響(續)

### (d) 香港(國際財務申報詮釋委員會)－詮釋第9號重新評估嵌入式衍生工具

該詮釋規定，本集團首次成為合約訂約方之日期，即為評估嵌入式衍生工具是否須要與主合約分開而作為衍生工具列賬之日期，並僅當合約之修改大幅改變現金流量時方可進行重估。由於本集團於衍生工具的現行會計政策與此詮釋之要求一致，故該詮釋並無對財務報表產生影響。

### (e) 香港(國際財務申報詮釋委員會)－詮釋第10號中期財務報告及減值

本集團已於二零零七年四月一日起採納該詮釋，而該詮釋規定於前一個中期報告期間就商譽確認之減值虧損或分類為可供出售權益工具或按成本列賬之金融資產所確認之減值虧損，其後不得撥回。由於本集團過往並無就該等資產撥回減值虧損，故該詮釋不會對本集團之財務狀況或經營業績產生影響。

### (f) 香港(國際財務申報詮釋委員會)－詮釋第11號香港財務申報準則第2號－集團及庫存股份交易

香港(國際財務申報詮釋委員會)－詮釋第11號規定，僱員獲授本集團權益工具之安排須列為權益交易計劃，即使該等工具乃由本集團向其他人士購買或由股東提供。香港(國際財務申報詮釋委員會)－詮釋第11號亦規定在涉及本集團內部兩個或以上實體以股權為付款基礎交易之會計方法。由於本集團現時並無有關交易，故有關詮釋對本集團沒有產生任何財務影響。

## Notes to the Financial Statements (continued) 財務報表附註(續)

Year ended 31 March 2008 二零零八年三月三十一日止年度

### 2.3. Impact of Issued but not Yet Effective Hong Kong Financial Reporting Standards

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements.

HKFRS 2 Amendments	<i>Share-based Payment – Vesting Conditions and Cancellations</i> <sup>1</sup>
HKFRS 3 (Revised)	<i>Business Combinations</i> <sup>2</sup>
HKFRS 8	<i>Operating Segments</i> <sup>1</sup>
HKAS 1 (Revised)	<i>Presentation of Financial Statements</i> <sup>1</sup>
HKAS 23 (Revised)	<i>Borrowing Costs</i> <sup>1</sup>
HKAS 27 (Revised)	<i>Consolidated and Separate Financial Statements</i> <sup>2</sup>
HKAS 32 and HKAS 1 Amendments	<i>Puttable Financial Instruments and Obligations Arising on Liquidations</i> <sup>1</sup>

### 2.3. 已頒佈但仍未生效之香港財務報告準則之影響

本集團並無在該等財務報表中採納以下已頒佈但尚未生效之新訂及經修訂香港財務申報準則。

香港財務申報準則第2號(經修訂)	以股份為基礎之付款 — 歸屬條件及註銷 <sup>1</sup>
香港財務申報準則第3號(經修訂)	業務合併 <sup>2</sup>
香港財務申報準則第8號	經營分部 <sup>1</sup>
香港會計準則第1號(經修訂)	財務報表之呈列 <sup>1</sup>
香港會計準則第23號(經修訂)	借貸成本 <sup>1</sup>
香港會計準則第27號(經修訂)	綜合及獨立財務報表 <sup>2</sup>
香港會計準則第32號及香港會計準則第1號(經修訂)	可認沽金融工具及清盤時產生之責任 <sup>1</sup>

## Notes to the Financial Statements (continued) 財務報表附註(續)

Year ended 31 March 2008 二零零八年三月三十一日止年度

### 2.3. Impact of Issued but not Yet Effective Hong Kong Financial Reporting Standards (continued)

HK(IFRIC)-Int 12	<i>Service Concession Arrangements</i> <sup>3</sup>
HK(IFRIC)-Int 13	<i>Customer Loyalty Programmes</i> <sup>4</sup>
HK(IFRIC)-Int 14	<i>HKAS 19 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction</i> <sup>3</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2009

<sup>2</sup> Effective for annual periods beginning on or after 1 July 2009

<sup>3</sup> Effective for annual periods beginning on or after 1 January 2008

<sup>4</sup> Effective for annual periods beginning on or after 1 July 2008

The Group is in the process of making an assessment of the impact of these new and revised HKFRSs upon initial application. So far, it has concluded that while the adoption of HKFRS 8 and HKAS 1 may result in new or amended disclosures, these new and revised HKFRSs should not have any significant impact on the Group's results of operations and financial position.

### 2.3. 已頒佈但仍未生效之香港財務報告準則之影響(續)

香港(國際財務 申報詮釋委員 會) – 詮釋 第12號	服務經營權安排 <sup>3</sup>
香港(國際財務 申報詮釋委 員會) – 詮釋 第13號	客戶忠誠計劃 <sup>4</sup>
香港(國際財務 申報詮釋委員 會) – 詮釋 第14號	香港會計準則第19號 – 界定利益資產之限制、 最低撥款規定及其相互 關係 <sup>3</sup>

<sup>1</sup> 於二零零九年一月一日或以後開始之年度期間生效

<sup>2</sup> 於二零零九年七月一日或以後開始之年度期間生效

<sup>3</sup> 於二零零八年一月一日或以後開始之年度期間生效

<sup>4</sup> 於二零零八年七月一日或以後開始之年度期間生效

本集團現正評估首次應用此等新訂及經修訂之香港財務申報準則之影響。直至目前為止，雖然採納香港財務申報準則第8號及香港會計準則第1號或會導致新增或經修訂披露事項，此等新訂及經修訂之香港財務申報準則並不會對本集團之經營業績及財務狀況造成任何重大影響。

### 2.4. Summary of Significant Accounting Policies

#### Subsidiaries

A subsidiary is an entity whose financial and operating policies the Company controls, directly or indirectly, so as to obtain benefits from its activities.

The results of subsidiaries are included in the Company's income statement to the extent of dividends received and receivable. The Company's interests in subsidiaries are stated at cost less any impairment losses.

#### Impairment of non-financial assets other than goodwill

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, deferred tax assets, financial assets and investment properties), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs to sell, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. 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. An impairment loss is charged to the income statement in the period in which it arises, unless the asset is carried at a revalued amount, in which case the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

### 2.4. 主要會計政策概要

#### 附屬公司

附屬公司指本公司直接或間接控制其財務及營運政策，藉以從其業務獲益之實體。

附屬公司之業績按已收及應收股息計入本公司之損益表。本公司於附屬公司之權益按成本減任何減值虧損入賬。

#### 非金融資產(商譽除外)減值

倘有跡象顯示資產出現減值，或須對資產進行年度減值測試(存貨、遞延稅項資產、金融資產及投資物業除外)，則會估計該項資產之可收回金額。資產之可收回金額為資產或現金產生單位之使用價值或其公平價值(以較高者為準)減出售成本，並就個別資產釐定，惟該項資產並無產生大部分獨立於其他資產或其他組別資產之現金流入則除外，在此情況，就該項資產所屬之現金產生單位釐定可收回金額。

減值虧損僅於資產賬面值超逾可收回金額時確認。於評估使用價值時，估計未來現金流量以反映當時市場對貨幣時間價值之估計及該項資產之特有風險之除稅前折現率折減至現值。減值虧損於產生期間自損益表扣除，惟倘該資產按重估金額列賬，則減值虧損會根據該重估資產之有關會計政策列賬。

## 2.4. Summary of Significant Accounting Policies (continued)

### Impairment of non-financial assets other than goodwill (continued)

An assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such impairment loss is credited to the income statement in the period in which it arises, unless the asset is carried at a revalued amount, in which case the reversal of the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

### Related parties

A party is considered to be related to the Group if:

- (a) the party, directly or indirectly through one or more intermediaries, (i) controls, is controlled by, or is under common control with, the Group; (ii) has an interest in the Group that gives it significant influence over the Group; or (iii) has joint control over the Group;
- (b) the party is an associate;
- (c) the party is a jointly-controlled entity;

## 2.4. 主要會計政策概要(續)

### 非金融資產(商譽除外)減值(續)

於每一報告日，均會評估是否有跡象顯示過往已確認之減值虧損不再存在或可能減少。倘出現該跡象，則會估計可收回金額。過往確認之資產減值虧損(商譽及金融資產除外)僅於用於釐定該項資產之可收回金額所採用之估計出現變化時回撥，但有關金額不得超逾假設過往年度並無就該項資產確認減值虧損而應有之賬面值(已扣除任何折舊/攤銷)。回撥減值虧損於產生期間計入損益表，惟倘該資產按重估金額列賬，則減值虧損回撥會根據該重估資產之有關會計政策列賬。

### 有關連人士

在下列情況下，任何人士將被視為與本集團有關連：

- (a) 該人士直接或透過一名或多名中介人間接：(i) 控制本集團或受本集團控制或與本集團受共同控制；(ii) 擁有本公司之權益，並可對本集團發揮重大影響力；或(iii) 與他人共同擁有本集團之控制權；
- (b) 該人士為聯繫人仕；
- (c) 該人士是共同控制企業；



## 2.4. Summary of Significant Accounting Policies (continued)

### Related parties (continued)

- (d) the party is a member of the key management personnel of the Group;
- (e) the party is a close member of the family of any individual referred to in (a) or (d);
- (f) 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 (d) or (e); or
- (g) the party is a post-employment benefit plan for the benefit of the employees of the Group, or of any entity that is a related party of the Group.

### Property, plant and equipment and depreciation

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

## 2.4. 主要會計政策概要(續)

### 有關連人士(續)

- (d) 該人士是本集團之主要管理人員；
- (e) 該人士是(a)或(d)項所述任何人士之家族近親；
- (f) 該人士是直接或間接受(d)或(e)項所述之任何人士所控制、共同控制或重大影響，或由其擁有重大投票權而受重大影響之企業；或
- (g) 該人士是為本集團僱員或屬於本集團關連人士之企業之僱員福利而設之離職後福利計劃。

### 物業、廠房及設備以及折舊

物業、廠房及設備按成本減累計折舊及任何減值虧損入賬。一項物業、廠房及設備之成本包括購買價及任何將資產達致其運作狀況與地點作擬定用途之直接成本。各項物業、廠房及設備投入運作後產生之開支(如維修及保養)一般於產生期間自損益表扣除。倘可清楚顯示開支導致預期日後使用一項物業、廠房及設備所得之經濟利益增加，而有關項目之成本能可靠計量，則會將有關開支撥充資本，作為該資產之額外成本或作為重置資產。

2.4. Summary of Significant Accounting Policies (continued)

**Property, plant and equipment and depreciation (continued)**

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Leasehold building	2.5% or over the lease terms, whichever is shorter
Leasehold improvements	30% or over the lease terms, whichever is shorter
Office equipment	30%
Computer equipment	30%
Furniture and fixtures	20%
Motor vehicles	30%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately.

Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at each balance sheet date.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the income statement in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

2.4. 主要會計政策概要(續)

**物業、廠房及設備以及折舊(續)**

折舊按各項物業、廠房及設備之估計可使用年期以直線法計算，以撇銷成本至其剩餘價值。就此而言，所採用之主要年率如下：

租賃樓宇	2.5% 或按租期(以較短者為準)
租賃物業裝修	30% 或按租期(以較短者為準)
辦公室設備	30%
電腦設備	30%
傢俬及裝置	20%
汽車	30%

倘物業、廠房及設備項目各部分之使用年限各有不同，該項目之成本乃按合理基準在各部分之間進行分配，而每部分則各自計算折舊。

剩餘價值、使用年限及折舊方法會於每一結算日進行檢討及調整(如適用)。

物業、廠房及設備項目於出售時或預期日後不會因使用或出售而帶來經濟利益時停止確認。在停止確認該項資產之同一年度於損益表確認之出售或報廢之任何盈虧，為有關資產出售所得款項淨額與其賬面值之差額。

### 2.4. Summary of Significant Accounting Policies (continued)

#### Investment property

An investment property is an interest in land and buildings held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. Such property is measured initially at cost, including transaction costs. Subsequent to initial recognition, investment property is stated at fair value, which reflects market conditions at the balance sheet date.

Gains or losses arising from changes in the fair value of an investment property are included in the income statement in the year in which they arise.

Any gains or losses on the retirement or disposal of an investment property are recognised in the income statement in the year of the retirement or disposal.

#### Intangible assets (other than goodwill)

The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each balance sheet date.

#### Research and development costs

All research costs are charged to the income statement as incurred.

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when incurred.

### 2.4. 主要會計政策概要(續)

#### 投資物業

投資物業乃土地及樓宇之權益。持有投資物業是為賺取租金收入及／或資本增值，而非用以生產或提供貨物或服務或作行政用途又或於日常業務中出售。有關物業初步按成本(包括所有交易成本)計量，於初步確認後，該等投資物業按公平價值列賬，以反映結算日之公開市場情況。

投資物業公平價值變更所帶來之溢利或虧損於產生年度計入損益表。

報廢或出售投資物業之任何溢利或虧損於報廢或出售之年度在損益表確認。

#### 無形資產(商譽除外)

無形資產之可使用年期可定為有限期或無限期。其有限期之無形資產按有經濟效益之可使用年期攤銷及倘有跡象顯示出現減值時進行減值測試。無限期之無形資產攤銷期及方法於每次結算日時評估。

#### 研究及開發成本

所有研究成本均於產生時自損益表扣除。

開發新產品之項目開支將撥充資本，並僅於以下情況延遲入賬：本集團能表現出完成該無形資產之技術可行性，以供使用或銷售；表現其有意完成該項資產及其使用或出售該項資產之能力；顯示該項資產如何產生日後經濟利益；顯示其能夠提供完成有關項目之資源；及顯示其有能力於開發期間可靠計量開支。不符合上述標準之產品開發開支於產生時支銷。

### 2.4. Summary of Significant Accounting Policies (continued)

#### Operating leases

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to the income statement on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under the operating leases are charged to the income statement on the straight-line basis over the lease terms.

Prepaid land lease payments under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms. When the lease payments cannot be allocated reliably between the land and buildings elements, the entire lease payments are included in the cost of the land and buildings as a finance lease in property, plant and equipment.

#### Investments and other financial assets

Financial assets in the scope of HKAS 39 *Financial Instruments: Recognition and Measurement* are classified as financial assets at fair value through profit or loss, loans and receivables, and available-for-sale financial assets, as appropriate. When financial assets are recognised initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs.

The Group assesses whether a contract contains an embedded derivative when the Group first becomes a party to it and assesses whether an embedded derivative is required to be separated from the host contract when the analysis shows that the economic characteristics and risks of the embedded derivative are not closely related to those of the host contract. Reassessment only occurs if there is a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required under the contract.

### 2.4. 主要會計政策概要(續)

#### 經營租賃

凡資產擁有權之絕大部分回報及風險仍歸出租人所有之租約，均列作經營租約。倘本集團是出租人，則本集團根據經營租約出租之資產均計入非流動資產，而經營租約之應收租金則以直線法在租賃期內計入損益表。倘本集團是承租人，則經營租約之應付租金以直線法在租賃期內自損益表扣除。

經營租約之預付土地租約付款初步按成本列賬，其後於租賃期內以直線法確認。倘租賃付款無法可靠地在土地及樓宇之間進行分配，所有租賃付款會作為物業、廠房及設備之融資租賃列作土地及樓宇之成本。

#### 投資及其他金融資產

根據香港會計準則第39號金融工具：確認和計量範圍之金融資產乃視情況分類為按公平價值列賬及在損益賬處理之金融資產、貸款及應收款項及可供銷售金融資產。金融資產於首次確認時以公平價值計算，而並非透按公平價值列賬及在損益賬處理之投資，則按直接應佔交易費用計算。

本集團於首次訂立合約時會評估其是否包括嵌入式衍生工具並於分析結果顯示嵌入式衍生工具的經濟特徵及風險並非與該主合約密切相關時，評估是否需要將嵌入式衍生工具與主合約分開列示。當合約條款出現變動且大幅修改合約下之另外所需現金流量時，重估方會進行。

### 2.4. Summary of Significant Accounting Policies (continued)

#### Investments and other financial assets (continued)

The Group determines the classification of its financial assets after initial recognition and, where allowed and appropriate, re-evaluates this designation at the balance sheet date.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

#### Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading. Financial assets are classified as held for trading if they are acquired for the purpose of sale in the near term. Gains or losses on investments held for trading are recognised in the income statement. The net fair value gain or loss recognised in the income statement does not include any dividends on these financial assets, which are recognised in accordance with the policies set out for "Revenue recognition" below.

Financial assets may be designated upon initial recognition as at fair value through profit or loss if the following criteria are met: (i) the designation eliminates or significantly reduces the inconsistent treatment that would otherwise arise from measuring the assets or recognising gains or losses on them on a different basis; (ii) the assets are part of a group of financial assets which are managed and their performance evaluated on a fair value basis, in accordance with a documented risk management strategy; or (iii) the financial asset contains an embedded derivative that would need to be separately recorded.

#### Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are subsequently carried at amortised cost using the effective interest method less any allowance for impairment. Amortised cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction costs. Gains and losses are recognised in the income statement when the loans and receivables are derecognised or impaired, as well as through the amortisation process.

### 2.4. 主要會計政策概要(續)

#### 投資及其他金融資產(續)

本集團於首次確認後釐定其金融資產分類，並在容許及適當之情況於結算日重新評估有關分類。

所有常規買賣之金融資產概於交易日(即本集團承諾購買該資產之日期)予以確認。一般買賣乃指按照一般市場規定或慣例在一定期間內交付資產之金融資產買賣。

#### 按公平價值列賬及在損益賬處理之金融資產

按公平價值列賬及在損益賬處理之金融資產一包括列為持作買賣之金融資產。計劃於短期內出售而購入之金融資產，均列為持作買賣之金融資產。有關收益或虧損均計入損益表。於損益表內確認之收益或虧損之公平價值淨值並不包括該等金融資產之任何股息，該等股息乃根據下文「收益確認」所載列之政策予以確認。

倘滿足下列標準，在首次確認時，金融資產可被指定為以公平價值列賬及在損益賬處理之金融資產：(i) 該種指定可消除或大幅減少用不同基礎計量金融資產造成之確認盈利或虧損不一致；(ii) 該資產是一組金融資產之一部分，根據備有證明文件之風險管理策略，該組金融資產之管理和業績乃由公平價值作出評估；(iii) 該金融資產包括嵌入式衍生工具，其需要分開記錄。

#### 貸款及應收款項

貸款及應收款項為具有固定或可確定付款，但在活躍市場中無報價之非衍生金融資產。該等資產其後用實際利率方法減任何減值撥備計算攤銷成本列賬。攤銷成本計及收購時之任何折讓或溢價計算，並包括屬實際利率及交易成本之組成部分之費用。該等貸款及應收款項遭終止確認、出現減值或進行攤銷時產生之盈虧計入損益表。

## 2.4. Summary of Significant Accounting Policies (continued)

### Investments and other financial assets (continued)

#### Available-for-sale financial assets

Available-for-sale financial assets are non-derivative financial assets that are designated as available for sale or are not classified in any of the other two categories. After initial recognition, available-for-sale financial assets are measured at fair value, with gains or losses recognised as a separate component of equity until the investment is derecognised or until the investment is determined to be impaired, at which time the cumulative gain or loss previously reported in equity is included in the income statement. Interest and dividends earned are reported as interest income and dividend income, respectively and are recognised in the income statement as “Other income” in accordance with the policies set out for “Revenue recognition” below. Losses arising from the impairment of such investments are recognised in the income statement as “Impairment losses on available-for-sale financial assets” and are transferred from the available-for-sale investment revaluation reserve.

When the fair value of club debentures cannot be reliably measured because (a) the variability in the range of reasonable fair value estimates is significant for that investment or (b) the probabilities of the various estimates within the range cannot be reasonably assessed and used in estimating fair value, such securities are stated at cost less any impairment losses.

#### Fair value

The fair value of investments that are actively traded in organised financial markets is determined by reference to quoted market bid prices at the close of business at the balance sheet date. For investments where there is no active market, fair value is determined using valuation techniques. Such techniques include using recent arm's length market transactions; reference to the current market value of another instrument which is substantially the same; a discounted cash flow analysis; and option pricing models.

## 2.4. 主要會計政策概要(續)

### 投資及其他金融資產(續)

#### 可供出售金融資產

可供出售金融資產為被指定為可供出售的非衍生金融資產，可供出售並非分類為其餘兩種類別之一的金融資產。於首次確認後，可供出售金融資產按公平價值計量，而有關損益則於權益內分開確認，直至投資取消確認或直至投資被定為已出現減值為止，在此情況下，以往已於權益呈報之累計收益或虧損將計入損益表。所賺取之利息及股息乃分別被呈報為利息收入及股息收入，並根據下文「收益確認」所載政策於收益表內確認為「其他收入」。有關投資減值所引致之虧損於損益表內確認為「可供出售金融資產之減值」，並從可供出售金融資產重估儲備中轉撥。

倘會所債券之公平價值由於(a)合理之公平價值估計範圍之變動相對該投資而言屬重大，或(b)在上述範圍內之各種估計值之概率未能合理地衡量及用於估計公平價值，而不能可靠地計算時，則該等證券在除去任何減值後按成本列賬。

#### 公平價值

在金融市場活躍交易的投資的公平價值參考於結算日之市場收市買入價。倘某項投資的市場不活躍，公平價值將採用估值方法確定。該等方法包括參考近期所進行之公平市場交易，其他大致類同工具之現行市場價格、現金流量折現分析和期權定價模式。

### 2.4. Summary of Significant Accounting Policies (continued)

#### Impairment of financial assets

The Group assesses at each balance sheet date whether there is any objective evidence that a financial asset or a group of financial assets is impaired.

#### *Assets carried at amortised cost*

If there is objective evidence that an impairment loss on loans and receivables carried at amortised cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition). The carrying amount of the asset is reduced through the use of an allowance account. The amount of the impairment loss is recognised in the income statement. Loans and receivables together with any associated allowance are written off when there is no realistic prospect of future recovery and all collateral, if any, has been realised or has been transferred to the Group.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed by adjusting the allowance account. Any subsequent reversal of an impairment loss is recognised in the income statement, to the extent that the carrying value of the asset does not exceed its amortised cost at the reversal date.

In relation to trade and other receivables, a provision for impairment is made when there is objective evidence (such as the probability of insolvency or significant financial difficulties of the debtor and significant changes in the technological, market economic or legal environment that have an adverse effect on the debtor) that the Group will not be able to collect all of the amounts due under the original terms of an invoice. The carrying amount of the receivables is reduced through the use of an allowance account. Impaired debts are derecognised when they are assessed as uncollectible.

### 2.4. 主要會計政策概要(續)

#### 金融資產減值

本集團於每一結算日評估是否有客觀跡象表明一項金融資產或一類金融資產出現減值。

#### *以攤銷成本計價之資產*

倘有客觀跡象顯示以攤銷成本計值之貸款及應收款項已產生減值虧損，資產之賬面值與估算未來之現金流量(不包括尚未產生之未來信貸損失)以該金融資產原來之實際利率(即首次確認時計算之實際利率)折現之現值之間差額計算減值虧損。有關資產之賬面值可通過備抵賬目作出抵減。有關減值虧損在損益表確認。倘預期並無日後可收回金額，且所有抵押(如有)已變現或轉撥至本集團，則借貸及應收款項連同相關撥備予以撇銷。

以後期間，倘減值虧損之數額減少，而減少之原因客觀上與減值虧損確認後所發生之事件相關聯，則先前確認之減值虧損透過調整撥備金額予以回撥。任何減值虧損之其後回撥將於損益表內確認入賬，惟以回撥當日資產賬面值並無超出其攤銷成本為限。

就應收賬款及其他應收款項而言，倘有客觀證據(如債務人可能資不抵債或者出現嚴重財務困難，以及對債務人產生不利影響之科技、市場經濟或法律環境變動)顯示本集團將無法按發票的原定條款收回所有到期款項，本集團會作出減值準備。應收賬款的賬面值會通過使用撥備賬扣除。減值債務一經評估為無法收回，即會終止確認。

## 2.4. Summary of Significant Accounting Policies (continued)

### Impairment of financial assets (continued)

#### Available-for-sale financial assets

If an available-for-sale asset is impaired, an amount comprising the difference between its cost (net of any principal payment and amortisation) and its current fair value, less any impairment loss previously recognised in the income statement, is transferred from equity to the income statement. A provision for impairment is made for available-for-sale equity investments when there has been a significant or prolonged decline in the fair value below its cost or where other objective evidence of impairment exists. The determination of what is “significant” or “prolonged” requires judgement. In addition, the Group evaluates other factors, such as the share price volatility. Impairment losses on equity instruments classified as available for sale are not reversed through the income statement.

### Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised where:

- the rights to receive cash flows from the asset have expired;
- the Group retains the rights to receive cash flows from the asset, but has assumed an obligation to pay them in full without material delay to a third party under a “pass-through” arrangement; or
- the Group has transferred its rights to receive cash flows from the asset and either (a) has transferred substantially all the risks and rewards of the asset, or (b) has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Where the Group has transferred its rights to receive cash flows from an asset and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognised to the extent of the Group’s continuing involvement in the asset. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

## 2.4. 主要會計政策概要(續)

### 金融資產減值(續)

#### 可供出售金融資產

倘可供出售金融資產出現減值，其成本值(扣除任何主要付款及攤銷)與其現行公平價值之差額，在扣減以往在損益表確認任何減值虧損後會由權益轉撥至損益表。當可供出售股本投資之公平價值出現大幅或長期跌至低於其成本或出現減值之其他客觀證據時，則就可供出售股本投資計提減值撥備。「大幅」或「長期」之定義須經判斷而釐定，此外，本集團亦評估其他因素，包括股份價格波動。分類作可供出售之股本工具之減值虧損不會透過損益表撥回。

### 撤銷確認金融資產

金融資產(或，如適用，一項金融資產之一部分或一組類似金融資產之一部分)在下列情況將被撤銷確認：

- 收取該項資產所得現金流量之權利經已屆滿；
- 本集團保留收取該項資產所得現金流量之權利，惟須根據一項「轉付」安排，在未有嚴重延緩第三者之情況下，已就有關權利全數承擔付款之責任；或
- 本集團已轉讓其收取該項資產所得現金流量之權利，並(a)已轉讓該項資產之絕大部分風險及回報；或(b)並無轉讓或保留該項資產絕大部分風險及回報，但已轉讓該項資產之控制權。

凡本集團轉讓其收取該項資產所得現金流量之權利，但並無轉讓或保留該項資產之絕大部分風險及回報，且並無轉讓該項資產之控制權，該項資產將按本集團於資產的持續參與而確認入賬。持續參與指就已轉讓資產作出之保證，並按該項資產之原賬面值及本集團或須償還之代價數額上限(以較低者為準)計算。



### 2.4. Summary of Significant Accounting Policies (continued)

#### Derecognition of financial assets (continued)

Where continuing involvement takes the form of a written and/or purchased option (including a cash-settled option or similar provision) on the transferred asset, the extent of the Group's continuing involvement is the amount of the transferred asset that the Group may repurchase, except in the case of a written put option (including a cash-settled option or similar provision) on an asset measured at fair value, where the extent of the Group's continuing involvement is limited to the lower of the fair value of the transferred asset and the option exercise price.

#### Financial liabilities at amortised cost

Financial liabilities including trade and other payables, are initially stated at fair value less directly attributable transaction costs and are 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. The related interest expense is recognised within "finance costs" in the income statement.

Gains and losses are recognised in the income statement when the liabilities are derecognised as well as through the amortisation process.

#### Convertible bonds

The component of convertible bonds that exhibits characteristics of a liability is recognised as a liability in the balance sheet, net of transaction costs. On issuance of convertible bonds, the fair value of the liability component is determined as the remainder of the proceeds to the embedded derivative instrument; and this amount is carried as a long term liability on the amortised cost basis until extinguished on conversion or redemption. The carrying amount of the conversion option is not remeasured in subsequent years. Transaction costs are apportioned between the liability and equity components of the convertible bonds based on the allocation of proceeds to the liability and equity components when the instruments are first recognised.

### 2.4. 主要會計政策概要(續)

#### 撤銷確認金融資產(續)

凡以書面及/或以購買權(包括現金結算權或類似方式)之已轉讓資產之持續及範圍,本集團之持續涉及只為本集團可回購該已轉讓資產之數額,除非以公平價值計算資產而已訂立出售權(包括以現金結算權或類似方式),本集團之持續涉及則只限於該已轉讓資產的公平價值或權利行使價(以較低者為準)計算。

#### 按攤銷成本列示的金融負債

金融負債包括應付貿易及其他款項,首次以公平價值減直接應佔交易成本列示,其後則以實際利率法按攤銷成本計量,惟貼現的影響並不重大者除外,於此情況下,則按成本列示。相關利息開支於損益表內「財務費用」內確認。

負債終止確認及按攤銷程序攤銷時,其損益於損益表內確認。

#### 可換股債券

可換股債券具有負債特徵的部分,於扣除交易成本後在資產負債表內確認為負債。於發行可換股債券時,負債部分的公平價值乃嵌入式衍生工具所得款項的餘額,而該數額按攤銷成本列作長期負債,直至債券票據獲兌換或贖回為止。轉換選擇權之面值於其後年度將不會重新計量。交易成本根據工具首次確認時所得款項分配至負債與權益部分的比例,分配至可換股債券之負債與權益部分。

## 2.4. Summary of Significant Accounting Policies (continued)

### Convertible bonds (continued)

If the conversion option of convertible bonds exhibits characteristics of an embedded derivative, it is separated from its liability component. On initial recognition, the derivative component of the convertible bonds is measured at fair value and presented as part of derivative financial instruments. Any excess of proceeds over the amount initially recognised as the derivative component is recognised as the liability component. Transaction costs are apportioned between the liability and derivative components of the convertible bonds based on the allocation of proceeds to the liability and derivative components when the instruments are initially recognised. The portion of the transaction costs relating to the liability component is recognised initially as part of the liability. The portion relating to the derivative component is recognised immediately in the income statement.

### Derecognition of financial liabilities

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

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

### Cash and cash equivalents

For the purpose of the consolidated cash flow statement, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the balance sheets, cash and cash equivalents comprise cash on hand and at banks, including term deposits, which are not restricted as to use.

## 2.4. 主要會計政策概要(續)

### 可換股債券(續)

倘可換股債券的換股權之轉換選擇權具有嵌入式衍生工具之特徵，則應獨立於其負債部份。於首次確認時，可換股債券之衍生工具部份按公平價值計量，並以部分衍生金融工具呈列。若所得款項超出首次確認為衍生工具部份的金額，則差額確認為負債部份。交易費用根據工具首次確認時所得款項分配至負債與衍生工具部份之所得款項分配的比例，分配至可換股債券之負債與衍生工具部份。有關負債部份的交易費用部份首次確認為負債部份。有關衍生工具的部份則即時在損益表內確認。

### 撤銷確認金融負債

當負債項下之責任被解除或取消或屆滿，金融負債將被撤銷確認。

如現有金融負債由同一貸款方明顯不同條款之另一金融負債所取代，或現有負債之條款作出重大修訂，此類交換或修訂將被視為取消確認原負債及確認新負債處理，有關賬面值之差額於損益表確認。

### 現金及現金等值物

就綜合現金流量表而言，現金及現金等值物包括手頭現金與活期存款，以及可隨時兌換為已知金額現金、所涉價值變動風險不高而一般自取得起計三個月內到期之短期高流通性投資，減去本集團現金管理下一項組成部分的按要求償還之銀行透支。

就資產負債表而言，現金及現金等值物包括手頭現金及銀行存款，包括用途不受限制之定期存款。

## 2.4. Summary of Significant Accounting Policies (continued)

### Provisions

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

When the effect of discounting is material, the amount recognised for a provision is the present value at the balance sheet date of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the income statement.

### Income tax

Income tax comprises current and deferred tax. Income tax is recognised in the income statement, or in equity if it relates to items that are recognised in the same or a different period directly in equity.

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities.

Deferred tax is provided, using the liability method, on all temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- where the deferred tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

## 2.4. 主要會計政策概要(續)

### 撥備

當由於過往事件導致現時須承擔法律或推定責任而未來可能須流失資源以履行責任，且能可靠估計責任之數額，則會確認撥備。

倘折現影響重大，則所確認之撥備數額為預計履行責任所需之未來開支在結算日之現值。隨時間流逝使折現值增加之款項計入損益表之融資成本。

### 所得稅

所得稅包括即期及遞延稅項，乃於損益表確認，或如所得稅關乎在同期或不同期間直接在權益確認之項目，則在權益確認入賬。

本期或過往期間之即期稅項資產及負債，乃按預期可自稅務機關收回或須支付予稅務機關之金額計算。

遞延稅項須按負債法就結算日資產及負債之計稅數額與財務申報之賬面值之間之所有暫時差額作出撥備。

遞延稅項負債就所有應課稅暫時差額確認，惟下列情況除外：

- 因業務合併以外之交易(交易當時並無因而影響會計溢利或應課稅溢利或虧損者)下首次確認資產或負債所產生之遞延稅項負債；及
- 對附屬公司之投資相關之應課稅暫時差額而言，如暫時差額之撥回時間可予控制，且暫時差額不大可能在可預見將來撥回。

### 2.4. Summary of Significant Accounting Policies (continued)

#### Income tax (continued)

Deferred tax assets are recognised for all deductible temporary differences, carryforward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised, except:

- where the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

### 2.4. 主要會計政策概要(續)

#### 所得稅(續)

遞延稅項資產乃於可能取得應課稅溢利而可動用可扣稅暫時差額，以及未動用稅項抵免及未動用稅項虧損結轉可動用時，就所有可扣稅暫時差額、未動用稅項抵免及未動用稅項虧損結轉確認，惟下列情況除外：

- 遞延稅項資產涉及因負商譽或因業務合併以外之交易(交易當時並無因而影響會計溢利或應課稅溢利或虧損者)下首次確認資產或負債所產生之可扣稅暫時差額；及
- 對附屬公司之投資相關之可扣稅暫時差額而言，僅於暫時差額可能在可預見將來撥回及有可能取得應課稅溢利而可動用暫時差額扣稅之情況下，遞延稅項資產方予確認。

於各結算日會檢討遞延稅項資產之賬面值，倘不再可能取得足夠應課稅溢利以運用全部或部分遞延稅項資產扣稅，則會作出相應調減。相反，先前尚未確認之遞延稅項資產，則會於各結算日重新評估，並於有可能取得足夠應課稅溢利以運用全部或部分遞延稅項資產扣稅時確認。

遞延稅項資產及負債乃根據預期於變現資產或清償債務期間適用之稅率計算，而該稅率(及稅法)乃基於結算日正式實施或實質採用之稅率(及稅法)釐定。

當存在可依法執行之權利，可將即期稅項資產抵銷即期稅項負債，而遞延稅項涉及同一應課稅實體及同一稅務機關時，遞延稅項資產及遞延稅項負債方可互相抵銷。

## 2.4. Summary of Significant Accounting Policies (continued)

### Revenue recognition

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

- (a) from the sale of goods, when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold;
- (b) solution integration services and wireless mobile value added services income, when the relevant services have been rendered;
- (c) interest income, on an accrual basis using the effective interest method by applying the rate that discounts the estimated future cash receipts through the expected life of the financial instrument to the net carrying amount of the financial asset; and
- (d) investment income, when the policyholders' right to receive payment has been established.

### Employee benefits

#### Share-based payment transactions

The Company operates two share option schemes for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including Directors) of the Group receive remuneration in the form of share-based payment transactions, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external professional qualified valuer using an appropriate pricing model, further details of which are given in note 28 to the financial statements. In valuing equity-settled transactions, no account is taken of any performance conditions, other than conditions linked to the price of the shares of the Company ("market conditions"), if applicable.

## 2.4. 主要會計政策概要(續)

### 收益確認

當經濟利益有可能流入本集團和當收入能可靠地計量時，收益會按下列基準確認：

- (a) 銷售貨品所得之收益，於所有權之重大風險和回報已轉移至買方時確認，惟本集團對所售貨品必須不再享有通常與所有權相關之管理權，亦不得再有實際控制權；
- (b) 解決方案整合服務及無線移動增值服務收入於提供相關服務時確認；
- (c) 利息收入按應計基準以實際利率法利用將金融工具在預計可用年期期間估計在日後收取之現金貼現至金融資產賬面淨值之利率確認；及
- (d) 投資收入於確立保單持有人收款權利時確認。

### 僱員福利

#### 以股份為本付款的交易

本公司訂立兩個購股權計劃，以向為本集團成功營運作出貢獻的合資格參與者提供激勵及獎勵。本集團僱員(包括董事)以股份為本付款交易的形式收取酬金，據此僱員提供服務作為權益工具的代價(「權益結算之交易」)。

僱員以權益結算之交易的費用乃參照該權益工具於授予日期的公平價值計量。公平價值由外聘專業合資格估值師採用合適定價模式釐定，有關詳情載於財務報表附註28。在計算以權益結算之交易的價值時，除與本公司股價有關的條件(「市場條件」，如適用)以外，概不會考慮任何表現條件。

## 2.4. Summary of Significant Accounting Policies (continued)

### Employee benefits (continued)

#### Share-based payment transactions (continued)

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award (the “vesting date”). The cumulative expense recognised for equity-settled transactions at each balance sheet date until the vesting date reflects the extent to which the vesting period has expired and the Group’s best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the income statement for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

No expense is recognised for awards that do not ultimately vest, except for awards where vesting is conditional upon a market condition, which are treated as vesting irrespective of whether or not the market condition is satisfied, provided that all other performance conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified. In addition, an expense is recognised for any modification, which increases the total fair value of the share-based payment arrangement, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

## 2.4. 主要會計政策概要(續)

### 僱員福利(續)

#### 以股份為本付款的交易(續)

以權益結算之交易的成本於表現及／或服務條件履行期間確認，同時相應增加權益，直至相關僱員完全可享有該權利當日(「歸屬日期」)為止。在歸屬日期之前每個結算日於以權益結算之交易所確認的累計開支反映歸屬期屆滿的程度及本集團認為對最終歸屬的權益工具數量的最佳估計。於期內綜合損益表扣除或計入的金額指於期初及期終確認的累計開支變動。

除須視乎市場條件歸屬的回報外，對於最終未予歸屬的回報，則不確認任何開支。而對於須視乎市場條件歸屬的回報，在其他所有表現條件都符合情況下，不管市場條件是否達到要求，都視作已歸屬。

於修訂以權益結算之回報的條款時，將會至少確認開支，猶如有關條款並無作出修訂。此外，亦會就任何修訂確認開支，增加股份付款安排的總公平價值，或於修訂當日計算時對僱員有利。

倘註銷權益結算的回報，則會視作已於註銷當日歸屬，而任何未就回報確認的開支將立即確認。然而，倘以新回報取代所註銷的回報，並於授出當日列作取代回報，則所註銷及新授出的回報將視作原有回報的修訂，有關詳情載於上段。

尚未行使購股權的攤薄影響列作計算每股盈利的額外股份攤薄。

## 2.4. Summary of Significant Accounting Policies (continued)

### Other employee benefits

#### Pension schemes

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

The Group's subsidiaries in Mainland China are required to participate in the employee retirement scheme operated by the relevant local government bureau in Mainland China and to make contributions for its eligible employees. The contributions to be borne by the Group are calculated at a certain percentage of the salaries and wages for those eligible employees.

### Foreign currencies

These financial statements are presented in Hong Kong dollars, which is the Company's functional and presentation currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions are initially recorded using the functional currency rates ruling at the date of the transactions. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rates of exchange ruling at the balance sheet date. All differences are taken to the income statement. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

## 2.4. 主要會計政策概要(續)

### 其他僱員福利

#### 退休金計劃

本集團根據香港強制性公積金計劃條例為合資格參與定額供款強制性公積金退休福利計劃(「強積金計劃」)之僱員設立強積金計劃。供款乃按僱員基本薪金之某百分比計算，並根據強積金計劃之規則於應付時在損益表扣除。強積金計劃資產與本集團資產分開存放，由獨立管理之基金持有。本集團一經向強積金計劃供款，有關僱主供款即全數歸僱員所有。

本集團在中國大陸之附屬公司均須參與中國大陸有關地方政府部門推行之僱員退休計劃，並須為其合資格僱員作出供款。根據該計劃須由本集團負擔之供款部分，按該等合資格僱員薪金及工資之某個百分比計算。

### 外幣

該等財務報表以港元(本公司之功能及呈列貨幣)呈列。本集團屬下各公司自行決定功能貨幣，而各公司財務報表內之項目均以該功能貨幣計算。外幣交易首先按交易日期適用之功能貨幣匯率入賬。於結算日以外幣為單位之貨幣資產與負債按該日適用之功能貨幣匯率重新換算。所有差額列入損益表。根據外幣歷史成本計算之非貨幣項目按首次交易日期之匯率換算。根據外幣公平價值計算之非貨幣項目按釐定公平價值當日之匯率換算。

## 2.4. Summary of Significant Accounting Policies (continued)

### Foreign currencies (continued)

The functional currencies of certain overseas subsidiaries are currencies other than the Hong Kong dollar. As at the balance sheet date, the assets and liabilities of these entities are translated into the presentation currency of the Company at the exchange rates ruling at the balance sheet date, and their income statements are translated into Hong Kong dollars at the weighted average exchange rates for the year. The resulting exchange differences are included in the foreign currency translation reserve. On disposal of a foreign entity, the deferred cumulative amount recognised in equity relating to that particular foreign operation is recognised in the income statement.

For the purpose of the consolidated cash flow statement, the cash flows of overseas subsidiaries are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year.

## 3. Significant Accounting Estimates

The preparation of the Group's financial statements requires management to make estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the reporting date. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

### Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the balance sheet date, 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.

## 2.4. 主要會計政策概要(續)

### 外幣(續)

若干海外附屬公司之功能貨幣並非港元。於結算日，該等公司之資產及負債均按結算日之匯率換算為本公司之呈列貨幣，而該等公司之損益表按年內之加權平均匯率換算為港元。因此而產生之匯兌差額計入權益中之獨立部分，即匯兌儲備。於出售海外公司時，就特定海外公司在權益確認之遞延累計數額將於損益表確認。

就編製綜合現金流量表而言，海外附屬公司之現金流量按現金流量日期適用之匯率換算為港元。海外附屬公司在年內產生之經常性現金流量會按該年度之加權平均匯率換算為港元。

## 3. 主要會計估計

於編製本集團之財務報表時，管理層需對影響報告日期之申報數額之收入、支出、資產及負債以及或然負債之披露事項作出估計及假設。然而，該等假設及估計之不明朗因素可能導致需就日後受影響資產或負債之賬面值作出重大調整。

### 估計之不明朗因素

於結算日，可能導致下個財政年度之資產及負債賬面值發生重大調整之有關未來的主要估計及其他估計之不明朗因素之主要來源載列如下。



## 3. Significant Accounting Estimates (continued)

### Estimation uncertainty (continued)

#### *Impairment of trade receivables and other receivables*

Impairment of trade receivables and other receivables is made based on assessment of the recoverability of trade receivables and other receivables. The identification of doubtful debts requires management judgement and estimates. Where the actual outcome or expectation in future is different from the original estimate, such differences will have an impact on the carrying value of the receivables as well as doubtful debt expenses or write-back of doubtful debts in the period in which such estimate has been changed.

#### *Estimation of fair value of an investment property*

As described in note 14 to the financial statements, the investment property was revalued at the balance sheet date on an open market, existing use basis by an independent professionally qualified valuer. Such valuation was based on certain assumptions, which are subject to uncertainty and might materially differ from the actual results. In making the judgement, the Group considers information from current prices in an active market for similar properties and uses assumptions that are mainly based on market conditions existing at each balance sheet date.

#### *Valuation of convertible bonds*

As described in note 26 to the financial statements, the Convertible Bonds include an embedded derivative that is measured at fair value through profit and loss. The Company engaged an independent professional qualified valuer to assist in determining the fair value of the underlying embedded derivative. The fair value of the embedded derivative of the Convertible Bonds is determined using the binomial option pricing model. The significant inputs into the model were share price at grant date, risk-free interest rate, exercise price, expected volatility of the underlying shares and term of maturity. When the actual results of the inputs differ from management's estimate, it will have an impact on the fair value gain or loss and the fair value of the derivative component of the Convertible Bonds.

As at 31 March 2008, the fair value of the embedded financial derivative was approximately HK\$8,619,000.

## 3. 主要會計估計(續)

### 估計之不明朗因素(續)

#### *應收賬款及其他應收款項減值*

應收賬款及其他應收款項減值以應收賬款及其他應收款項之可回收程度評估為基礎。識別呆賬需要管理層之判斷及估計。倘日後實際結果或預期與原有估計有異，該等差異將對於該估計變更期間之應收款項賬面值以及呆賬開支或呆賬回撥構成影響。

#### *投資物業公平價值估計*

如附註14所述，投資物業已由獨立專業之合資格估值師於結算日按現行用途以公開市值基準重新估值。有關估值乃根據若干假設進行，故當中仍有不明確因素且或會與實際結果有重大差異。於作出判斷時，本集團已考慮活躍市場中類似物業之當前市價，並運用主要根據各結算日之市況作出之假設。

#### *可換股債券的估值*

如財務報表附註26所述，可換股債券包括按公平價值列賬及在損益賬處理之嵌入式衍生工具。本公司已委聘獨立專業之合資格估值師協助釐定相關嵌入式衍生工具之公平價值。可換股債券之嵌入式衍生工具之公平價值採用二項式購股權定價模式釐定。模式所採用的重大計算數據為授出日期的股價、無風險利率、行使價、相關股份的預期波幅及期限。倘計算數據的實際結果與管理層的估計不同，則會對可換股債券衍生工具部份之公平價值收益或虧損及公平價值構成影響。

於二零零八年三月三十一日，嵌入式金融衍生工具之公平價值約為8,619,000港元。

### 3. Significant Accounting Estimates (continued)

#### Estimation uncertainty (continued)

##### Valuation of share options

As described in note 28 to the financial statements, the Company has engaged an independent professionally qualified valuer to assist in the valuation of the share options granted during the year. The fair value of options granted under the share option schemes is determined using the binomial option pricing model. The significant inputs into the model were share price at grant date, risk-free interest rate, exercise price, expected volatility of the underlying shares and expected life of options. When the actual results of the inputs differ from management's estimate, it will have an impact on share option expenses and the related share option reserve of the Company. As at 31 March 2008, the fair value of the share options granted by the Company was HK\$6,864,000, of which the share option expense of HK\$1,556,000 was recognised during the year ended 31 March 2008.

##### Deferred tax assets

Deferred tax assets are recognised for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The carrying value of deferred tax assets relating to recognised tax losses at 31 March 2008 was HK\$10,600,000 (2007: Nil).

### 3. 主要會計估計(續)

#### 估計之不明朗因素(續)

##### 購股權的估值

如財務報表附註28所述，本公司已委聘獨立專業之合資格估值師協助對於年內授出的購股權進行估值。根據購股權計劃授出的購股權公平價值採用二項式購股權定價模式釐定，模式所採用的重大計算數據為授出日期的股價、無風險利率、行使價、相關股份的預期波幅及購股權的預計年期。倘計算數據的實際結果與管理層的估計不同，則會對本公司的購股權開支及相關購股權儲備構成影響。於二零零八年三月三十一日，本公司授出購股權的公平價值為6,864,000港元，其中購股權開支1,556,000港元已於截至二零零八年三月三十一日止年度內確認。

##### 遞延稅項資產

遞延稅項資產根據所有未動用稅項虧損予以確認，惟以應課稅溢利有可能以可動用稅項虧損抵銷為限。釐定確認遞延稅項資產金額時，管理層需要根據將來預期應課稅溢利水平及時間以及稅務計劃策略作出重要的判斷。於二零零八年三月三十一日有關已確認稅項虧損的遞延稅項資產賬面值為10,600,000港元(二零零七年：無)。

### 4. Segment Information

Segment information is presented by way of the Group's primary segment reporting basis, by business segment. In determining the Group's geographical segments, revenues are attributed to the segments based on the location of the customers, and assets are attributed to the segments based on the location of the assets. No further geographical segment information is presented as the Group's customers and operations are located in Mainland China.

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

- (a) the solution integration services segment provides solution integration services; and
- (b) the wireless mobile value added services segment provides wireless mobile value added services.

### 4. 分部資料

分部資料以本集團主要分部呈報方式，即按業務分部呈列。在釐定本集團之地區分部時，收益乃基於客戶所在地計入分部，而資產則基於資產所在地計入分部。由於本集團之客戶及業務均位於中國大陸，因此並無進一步呈列地區分部資料。

本集團之經營業務乃按照其業務性質及所提供之產品及服務劃分為不同架構並作個別管理。本集團各個業務分部自成一個策略商業單位，所提供之產品及服務所涉及之風險及回報均與其他業務分部不盡相同。業務分部之概要詳情如下：

- (a) 解決方案整合服務分部提供解決方案整合服務；及
- (b) 無線移動增值服務分部提供無線移動增值服務。

## Notes to the Financial Statements (continued) 財務報表附註(續)

Year ended 31 March 2008 二零零八年三月三十一日止年度

### 4. Segment Information (continued)

### 4. 分部資料(續)

#### Primary reporting format – business segments

#### 主要申報形式 – 業務分部

		Solution integration services 解決方案 整合服務 HK\$'000 千港元	Wireless mobile value added services 無線移動 增值服務 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
<b>Year ended 31 March 2008</b> 二零零八年三月三十一日止年度				
Segment revenue from external customers	對外客戶之分部收益	614	82,725	83,339
Segment results	分部業績	582	58,170	58,752
Other income and gains	其他收入及收益			8,844
Unallocated expenses	未分配費用			(27,402)
Profit from operations	經營溢利			40,194
Fair value gain on derivative component of convertible bonds	可換股債券衍生工具部分之公平價值收益			7,745
Finance costs	財務費用			(23,580)
Profit before tax	除稅前溢利			24,359
Tax	稅項			2,128
Profit for the year attributable to equity holders of the Company	本公司權益持有人應佔年內溢利			26,487
<b>At 31 March 2008</b> 於二零零八年三月三十一日				
Segment assets	分部資產	45	55,368	55,413
Unallocated assets	未分配資產			47,859
Total assets	總資產			103,272
Segment liabilities	分部負債	5,578	3,926	9,504
Unallocated liabilities	未分配負債			56,433
Total liabilities	總負債			65,937

## Notes to the Financial Statements (continued) 財務報表附註(續)

Year ended 31 March 2008 二零零八年三月三十一日止年度

### 4. Segment Information (continued)

### 4. 分部資料(續)

Year ended 31 March 2008

二零零八年三月三十一日止年度

		Solution integration services 解決方案 整合服務 HK\$'000 千港元	Wireless mobile value added services 無線移動 增值服務 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Other segment information:	其他分部資料：				
Capital expenditure	資本開支	-	978	153	1,131
Depreciation	折舊	-	1,165	706	1,871
Write back of trade payables	應付賬款回撥	(5,887)	-	-	(5,887)
Impairment allowance for doubtful debts	呆賬減值撥備	-	3,203	-	3,203
Gain on disposal of items of property, plant and equipment	出售物業、廠房及 設備項目收益	-	-	(15)	(15)
Fair value gain on an investment property	投資物業之公平價值收益	-	-	(965)	(965)
Fair value losses on equity investments at fair value through profit or loss	按公平價值列賬及在損益賬處理 之股權投資之公平價值虧損	-	-	2,479	2,479
Equity-settled share option arrangements	以權益結算之購股權安排	-	1,499	57	1,556

## Notes to the Financial Statements (continued) 財務報表附註(續)

Year ended 31 March 2008 二零零八年三月三十一日止年度

### 4. Segment Information (continued)

### 4. 分部資料(續)

#### Primary reporting format – business segments

#### 主要申報形式 – 業務分部

		Solution integration services 解決方案 整合服務 HK\$'000 千港元	Wireless mobile value added services 無線移動 增值服務 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
<b>Year ended 31 March 2007 二零零七年三月三十一日止年度</b>				
Segment revenue from external customers	對外客戶之分部收益	981	50,241	51,222
Segment results	分部業績	(617)	(3,913)	(4,530)
Other income and gains	其他收入及收益			1,142
Unallocated expenses	未分配費用			(31,357)
Loss from operations	經營虧損			(34,745)
Finance costs	財務費用			(24)
Loss before tax	除稅前虧損			(34,769)
Tax	稅項			280
Loss for the year attributable to equity holders of the Company	本公司權益持有人應佔年內虧損			(34,489)
<b>At 31 March 2007 於二零零七年三月三十一日</b>				
Segment assets	分部資產	264	8,448	8,712
Unallocated assets	未分配資產			12,221
Total assets	總資產			20,933
Segment liabilities	分部負債	10,778	666	11,444
Unallocated liabilities	未分配負債			4,846
Total liabilities	總負債			16,290

## Notes to the Financial Statements (continued) 財務報表附註(續)

Year ended 31 March 2008 二零零八年三月三十一日止年度

### 4. Segment Information (continued)

### 4. 分部資料(續)

Year ended 31 March 2007

二零零七年三月三十一日止年度

	Solution integration services 解決方案 整合服務 HK\$'000 千港元	Wireless mobile value added services 無線移動 增值服務 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元	
Other segment information:	其他分部資料：				
Capital expenditure	資本開支	-	1,279	879	2,158
Depreciation	折舊	74	1,528	680	2,282
Write off of items of property, plant and equipment	物業、廠房及 設備項目撇銷	-	312	-	312
Impairment allowance for doubtful debts	呆賬減值撥備	375	3,461	-	3,836
Write off of inventories	存貨撇銷	30	-	-	30
Gain on disposal of items of property, plant and equipment	出售物業、廠房及 設備項目收益	-	-	(63)	(63)
Equity-settled share option arrangements	以權益結算之購股權安排	-	790	217	1,007

## Notes to the Financial Statements (continued) 財務報表附註(續)

Year ended 31 March 2008 二零零八年三月三十一日止年度

### 5. Revenue, Other Income and Gains

Revenue, which is also the Group's turnover, represents the net invoiced value of goods sold, after allowances for returns and trade discounts, and business tax, where applicable; and value of services rendered during the year.

An analysis of revenue, other income and gains is as follows:

### 5. 收益、其他收入及收益

收益即本集團之營業額，指年內已出售貨品經扣除退貨、折扣及營業稅(倘適用)後之發票淨值及所提供服務。

收益、其他收入及收益分析如下：

		<b>2008</b> <b>HK\$'000</b> 二零零八年 千港元	2007 HK\$'000 二零零七年 千港元
<b>Revenue</b>	<b>收益</b>		
Sale of goods	貨品銷售	-	652
Services income	服務收入	<b>83,339</b>	50,570
		<b>83,339</b>	51,222
<b>Other income</b>	<b>其他收入</b>		
Bank interest income	銀行利息收入	<b>475</b>	300
Investment income	投資收入	<b>1,020</b>	347
Write back of trade payables	應付賬款回撥	<b>5,887</b>	-
Others	其他	<b>236</b>	411
		<b>7,618</b>	1,058
<b>Gains</b>	<b>收益</b>		
Gain on disposal of items of property, plant and equipment	出售物業、廠房及設備項目收益	<b>15</b>	63
Gain on disposal of equity investments at fair value through profit or loss	出售按公平價值列賬及在損益賬處理之股權投資收益	<b>246</b>	21
Fair value gain on an investment property (note 14)	投資物業之公平價值收益(附註14)	<b>965</b>	-
		<b>1,226</b>	84
		<b>8,844</b>	1,142



## Notes to the Financial Statements (continued) 財務報表附註(續)

Year ended 31 March 2008 二零零八年三月三十一日止年度

### 6. Profit/(Loss) Before Tax

The Group's profit/(loss) for the year is arrived at after charging/(crediting):

### 6. 除稅前溢利/(虧損)

本集團之年內溢利/(虧損)經扣除/(計入)下列各項後達致：

		2008 HK\$'000 二零零八年 千港元	2007 HK\$'000 二零零七年 千港元
Cost of services provided*	提供服務成本*	9,869	18,053
Cost of inventories sold*	售出存貨成本*	-	360
Depreciation	折舊	1,871	2,282
Minimum lease payments under operating leases:	經營租賃最低租賃 付款：		
Land and buildings	土地及樓宇	5,264	6,549
Motor vehicles	汽車	242	333
Auditors' remuneration	核數師酬金	1,028	460
Employee benefits expenses (including Directors' remuneration (note 8)):	僱員福利開支 (包括董事酬金(附註8)):		
Wages and salaries	工資及薪酬	17,591	27,506
Equity-settled share option arrangements	以權益結算之購股權 安排	824	740
Pension scheme contributions (defined contribution schemes)	退休金計劃供款 (界定供款計劃)	2,773	2,562
Severance payments	離職金	7	159
		<b>21,195</b>	<b>30,967</b>
Write off of items of property, plant and equipment	物業、廠房及設備項目撇銷	-	312
Impairment allowance for doubtful debts	呆賬減值撥備	3,203	3,836
Write off of inventories	存貨撇銷	-	30
Research and development costs**	研究及開發成本**	2,036	1,463
Fair value losses on equity investments at fair value through profit or loss	按公平價值列賬及在損益賬處理 之股權投資之公平價值虧損	2,479	-

\* The cost of services provided and inventories sold includes depreciation and staff costs of HK\$5,709,000 for the year ended 31 March 2008 (2007: HK\$5,720,000), which is also included in the respective total amounts disclosed separately above.

\* 截至二零零八年三月三十一日止年度之提供服務及售出存貨成本包括折舊及僱員成本5,709,000港元(二零零七年: 5,720,000港元)，該等成本亦已計入上述獨立披露之有關總額中。

\*\* The research and development costs for the year include HK\$2,036,000 (2007: HK\$1,463,000) relating to employee benefits expense for research and development activities, which are also included in the employee benefits expenses disclosed separately above.

\*\* 本年度研究及開發成本包括與用作進行研究及開發活動有關之僱員福利開支2,036,000港元(二零零七年: 1,463,000港元)，該等成本亦已計入上述獨立披露之僱員福利開支中。

At 31 March 2008, the Group had no forfeited contributions available to reduce its contributions to the pension schemes in future years (2007: Nil).

於二零零八年三月三十一日，本集團並無沒收供款(二零零七年: 無)以供日後年度減少其退休計劃供款。

## Notes to the Financial Statements (continued) 財務報表附註(續)

Year ended 31 March 2008 二零零八年三月三十一日止年度

### 7. Finance Costs

		2008 HK\$'000 二零零八年 千港元	2007 HK\$'000 二零零七年 千港元
Interest on bank overdrafts	銀行透支之利息	16	24
Imputed interest on convertible bonds (note 26)	可換股債券之名義利息 (附註26)	23,564	-
		<b>23,580</b>	<b>24</b>

### 7. 財務費用

### 8. Directors' Remuneration

Directors' remuneration for the year, disclosed pursuant to the Rules Governing the Listing of the Securities on the Growth Enterprise Market (the "GEM Listing Rules") of the Exchange and Section 161 of the Hong Kong Companies Ordinance, was as follows:

### 8. 董事酬金

根據聯交所創業板證券上市規則(「創業板上市規則」)及香港公司條例第161節披露的年內董事酬金如下:

		Group 本集團	
		2008 HK\$'000 二零零八年 千港元	2007 HK\$'000 二零零七年 千港元
Fees	袍金	200	200
Other emoluments:	其他酬金:		
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	4,000	12,489
Pension scheme contributions	退休金計劃供款	24	36
		<b>4,024</b>	<b>12,525</b>
		<b>4,224</b>	<b>12,725</b>

#### (a) Independent non-executive Directors

The fees paid to independent non-executive Directors during the year were as follows:

#### (a) 獨立非執行董事

於年內支付予獨立非執行董事之袍金如下:

		2008 HK\$'000 二零零八年 千港元	2007 HK\$'000 二零零七年 千港元
Mr. James T. Siano	James T. Siano 先生	-	-
Ms. Tse Yuet Ling, Justine	謝月玲女士	100	100
Ms. Lai May Lun	黎美倫女士	100	100
		<b>200</b>	<b>200</b>

There were no other emoluments payable to the independent non-executive Directors during the year (2007: Nil).

年內並無其他應付予獨立非執行董事之酬金(二零零七年: 無)。

## Notes to the Financial Statements (continued) 財務報表附註(續)

Year ended 31 March 2008 二零零八年三月三十一日止年度

### 8. Directors' Remuneration (continued)

### 8. 董事酬金(續)

#### (b) Executive Director and non-executive Director

The emoluments of each Director were as follows:

#### (b) 執行董事及非執行董事

各董事之酬金如下：

		Fees 袍金 HK\$'000 千港元	Salaries, allowances and benefits in kind 薪金、津貼 及實物利益 HK\$'000 千港元	Pension scheme contributions 退休金計劃 供款 HK\$'000 千港元	Total remuneration 酬金總計 HK\$'000 千港元
2008	二零零八年				
Executive Directors:	執行董事：				
Mr. Yip Seng Mun	葉醒民先生	-	-	-	-
Mr. Yip Heon Ping	葉向平先生	-	-	-	-
Mr. Yip Heon Wai	葉向維先生	-	2,000	12	2,012
Mr. Yip Heon Keung	葉向強先生	-	2,000	12	2,012
		-	4,000	24	4,024
Non-executive Directors:	非執行董事：				
Dr. Xu Zhiming	許志明博士	-	-	-	-
Mr. Zhang Ying	張穎先生	-	-	-	-
		-	4,000	24	4,024

		Fees 袍金 HK\$'000 千港元	Salaries, allowances and benefits in kind 薪金、津貼 及實物利益 HK\$'000 千港元	Pension scheme contributions 退休金計劃 供款 HK\$'000 千港元	Total remuneration 酬金總計 HK\$'000 千港元
2007	二零零七年				
Executive Directors:	執行董事				
Mr. Yip Seng Mun	葉醒民先生	-	2,876	-	2,876
Mr. Yip Heon Ping	葉向平先生	-	4,000	12	4,012
Mr. Yip Heon Wai	葉向維先生	-	2,145	12	2,157
Mr. Yip Heon Keung	葉向強先生	-	3,468	12	3,480
		-	12,489	36	12,525

There was no arrangement under which a Director waived or agreed to waive any emoluments during the year (2007:Nil).

年內並無訂立董事放棄或同意放棄任何酬金之安排(二零零七年：無)。

## Notes to the Financial Statements (continued) 財務報表附註(續)

Year ended 31 March 2008 二零零八年三月三十一日止年度

### 9. Five Highest Paid Employees

The five highest paid employees during the year included two (2007: four) Directors, details of whose remuneration are set out in note 8 above. Details of the remuneration of the remaining three (2007: one) non-Director, highest paid employees for the year are as follows:

		Group 本集團	
		2008 HK\$'000 二零零八年 千港元	2007 HK\$'000 二零零七年 千港元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	2,082	2,184
Pension scheme contributions	退休金計劃供款	38	12
		<b>2,120</b>	<b>2,196</b>

The number of non-Director, highest paid employees whose remuneration fell within the following bands is as follows:

### 9. 五名最高薪酬人士

年內五名最高薪酬人士包括兩名董事(二零零七年：四名)，其酬金詳情已於上文附註8載述。年內其餘三名非董事最高薪僱員(二零零七年：一名)的薪酬詳情如下：

薪酬屬於以下組別之非董事及最高薪僱員人數如下：

		Number of employees 僱員人數	
		2008 二零零八年	2007 二零零七年
Nil to HK\$1,000,000	零至 1,000,000 港元	2	-
HK\$1,000,001 to HK\$1,500,000	1,000,001 港元至 1,500,000 港元	1	-
HK\$2,000,001 to HK\$2,500,000	2,000,001 港元至 2,500,000 港元	-	1
		<b>3</b>	<b>1</b>

## Notes to the Financial Statements (continued) 財務報表附註(續)

Year ended 31 March 2008 二零零八年三月三十一日止年度

### 10. Tax

Hong Kong profits tax has not been provided as the Group did not generate any assessable profits in Hong Kong during the year (2007: Nil). Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Group operates, based on existing legislation, interpretations and practices in respect thereof.

### 10. 稅項

由於本集團於年內沒有錄得香港應課稅溢利(二零零七年：無)，故年內並無作出香港利得稅之撥備。其他地區之應課稅溢利乃根據本集團經營業務所在之國家當地之現行法例、詮釋及慣例按當地現行稅率計算撥備。

		2008 HK\$'000 二零零八年 千港元	2007 HK\$'000 二零零七年 千港元
Group:	本集團：		
Current – Elsewhere	即期 – 其他地區		
Charge for the year	年內支出	8,794	6
Overprovision in prior years	以往年度過度撥備	(322)	(286)
Deferred (note 17)	遞延(附註17)	(10,600)	–
Total tax credit for the year	年內稅項抵免總額	<b>(2,128)</b>	(280)

A reconciliation of the tax credit applicable to profit/(loss) before tax using the statutory tax rates for the jurisdictions in which the Company and its principal subsidiaries operate to the tax credit at the effective tax rate, are as follows:

以適用於本公司及其經營之主要附屬公司所在司法權區之法定稅率計算之除稅前溢利/(虧損)之稅項抵免與按實際稅率計算之稅項抵免之對賬如下：

		2008 HK\$'000 二零零八年 千港元	2007 HK\$'000 二零零七年 千港元
Profit/(loss) before tax	除稅前溢利/(虧損)	24,359	(34,769)
Tax at Hong Kong profits tax rate	按香港利得稅稅率計算之稅項	(4,818)	(3,906)
Tax at Mainland China statutory tax rate	按中國大陸法定稅率計算之稅項	14,487	(4,109)
Lower applicable tax rate enjoyed by the Group	本集團享用之較低適用稅率	(3,402)	2,240
Estimated tax effect of net expenses that are not deductible in determining taxable profit	於釐定應課稅溢利時不可扣減開支淨額之估計稅務影響	5,105	3,818
Estimated tax losses not recognised	未獲確認之估計稅項虧損	465	1,963
Effect on deferred tax asset recognised	已確認遞延稅項資產之影響	(10,600)	–
Estimated tax loss utilised from previous years	以往年度之估計已動用稅項虧損	(3,043)	–
Adjustments in respect of current tax of previous years	就以往年度即期稅項作出之調整	(322)	(286)
Income tax credit	所得稅抵免	<b>(2,128)</b>	(280)

### 10. Tax (continued)

Unison Networking Services (Shanghai) Co., Ltd. ("Unison"), a subsidiary of the Group operating in Mainland China, was subject to a preferential tax rate of 15% during the years ended 31 March 2008 and 2007, as Unison is qualified as a 高新技術企業 and entitled to a 50% reduction of income tax rate under the then applicable PRC Corporate Income Tax Law. The preferential tax rate is subject to annual approval of Unison's qualification as 高新技術企業.

Prosten Technology (Shanghai) Co., Ltd. ("Prosten SH"), a subsidiary of the Group operating in Mainland China, was subject to a preferential tax rate of 15% during the years ended 31 March 2008 and 2007 under the then applicable PRC Corporate Income Tax Law.

During the 5th Session of the 10th National People's Congress, which was concluded on 16 March 2007, a new set of PRC Corporate Income Tax Law (the "New Corporate Income Tax Law") was approved and became effective on 1 January 2008. The New Corporate Income Tax Law introduces a wide range of changes which include, but are not limited to, the unification of the income tax rate for domestic-invested and foreign-invested enterprises at 25%.

Pursuant to the notice on the Implementation Rules for Grandfather Policy under the New Corporate Income Tax Law issued by the State Council of the PRC on 26 December 2007, effective from 1 January 2008, the preferential tax enjoyed by Unison is subject to the annual renewal requirement as mentioned above and Prosten SH is subject to the unified tax rate of 25%.

### 10. 稅項(續)

由於本集團於中國大陸經營之附屬公司結信網絡技術服務(上海)有限公司(「結信」)符合高新技術企業之資格，根據當時適用之中國企業所得稅法，結信於二零零八年及二零零七年三月三十一日止期間須按15%之優惠稅率繳稅，並可享有50%之所得稅寬減。優惠稅率按每年審批結信之高新技術企業資格予以調整。

根據當時適用之中國企業所得稅法，本集團於中國大陸經營之附屬公司長達萬通通訊科技(上海)有限公司(「長達上海」)於二零零八年及二零零七年三月三十一日止期間須按15%之優惠稅率繳稅。

第十屆全國人民代表大會第五次會議期間(於二零零七年三月十六日總結)，新一套中國企業所得稅法(「新企業所得稅法」)獲得批准並於二零零八年一月一日生效。新企業所得稅法引入一系列修訂，包括但不限於將內資及外資企業所得稅率統一為25%。

根據中國國務院於二零零七年十二月二十六日頒佈並於二零零八年一月一日起生效之關於新企業所得稅法實施條例之通告，結信享有之優惠稅率按上述年度更新規定予以調整，而長達上海則按統一稅率25%繳稅。

### 11. Profit/(Loss) Attributable to Equity Holders of the Company

The consolidated profit attributable to equity holders of the Company for the year ended 31 March 2008 includes a loss of approximately HK\$19,587,000 (2007: a loss of HK\$33,568,000) which has been dealt with in the financial statements of the Company (note 29(b)).

### 12. Earnings/(Loss) Per Share Attributable to Equity Holders of the Company

The calculation of basic earnings per share amounts is based on the profit for the year attributable to ordinary equity holders of the Company of HK\$26,487,000 (2007: a loss of HK\$34,489,000), and the weighted average number of 595,328,552 (2007: 562,315,068) ordinary shares in issue during the year.

The calculation of diluted earnings per share amount for the year ended 31 March 2008 is based on the profit for the year attributable to ordinary equity holders of the Company of HK\$26,487,000. The weighted average number of ordinary shares of 625,275,422, used in the calculation is the number of ordinary shares in issue during the year, as used in the basic earnings per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration of 29,946,870 on the deemed exercise of all share options during the year.

The calculation of diluted earnings per share amount for the year ended 31 March 2008 has not included the potential effect of the deemed conversion of the convertible bonds into ordinary shares during the year as it has an anti-dilutive effect on the basic earnings per share amount for the year.

The diluted loss per share amount for the year ended 31 March 2007 was not presented as the share options outstanding had an anti-dilutive effect on the basic loss per share amount for that year.

### 11. 本公司權益持有人應佔溢利／(虧損)

截至二零零八年三月三十一日止年度，本公司權益持有人應佔綜合溢利包括虧損約19,587,000港元(二零零七年：虧損33,568,000港元)，並已載於本公司之財務報表中(附註29(b))。

### 12. 本公司權益持有人應佔每股盈利／(虧損)

每股基本盈利乃根據本公司普通權益持有人應佔年內溢利26,487,000港元(二零零七年：虧損34,489,000港元)及年內已發行普通股之加權平均數595,328,552股(二零零七年：562,315,068股)計算。

於截至二零零八年三月三十一日止年度，每股攤薄盈利乃根據本公司普通權益持有人應佔年內溢利26,487,000港元計算。計算所使用的普通股加權平均數625,275,422股為計算每股基本盈利時所用之年內已發行普通股數目，以及假設所有購股權於年內視作獲行使而按零代價發行之普通股加權平均數29,946,870股。

截至二零零八年三月三十一日止年度之每股攤薄盈利之計算並無包括於年內視作兌換可換股債券為普通股之潛在影響，原因為其對年內每股基本盈利具有反攤薄影響。

截至二零零七年三月三十一日止年度之每股攤薄虧損未作呈列，原因為尚未行使購股權對該年度之每股基本虧損具有反攤薄影響。

## Notes to the Financial Statements (continued) 財務報表附註(續)

Year ended 31 March 2008 二零零八年三月三十一日止年度

### 13. Property, Plant and Equipment

### 13. 物業、廠房及設備

Group

本集團

		Leasehold building in Mainland China 於中國大陸 之租賃樓宇 HK\$'000 千港元	Leasehold improvements 租賃 物業裝修 HK\$'000 千港元	Office and computer equipment, furniture and fixtures 辦公室及電腦 設備、傢俬 及裝置 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>31 March 2008</b>	二零零八年三月三十一日					
<b>Cost:</b>	成本值：					
At beginning of year	年初	1,385	1,072	25,986	1,757	30,200
Additions	添置	-	45	1,021	-	1,066
Disposals	出售	-	-	(93)	-	(93)
Write-off	撇銷	-	-	(3,429)	(652)	(4,081)
Exchange realignment	匯兌調整	-	27	808	38	873
At 31 March 2008	於二零零八年三月三十一日	1,385	1,144	24,293	1,143	27,965
<b>Accumulated depreciation and impairment:</b>	累計折舊及 減值：					
At beginning of year	年初	72	422	23,337	1,637	25,468
Provided for the year	年內撥備	35	287	1,459	90	1,871
Disposals	出售	-	-	(91)	-	(91)
Write-off	撇銷	-	-	(3,429)	(652)	(4,081)
Exchange realignment	匯兌調整	-	35	585	38	658
At 31 March 2008	於二零零八年三月三十一日	107	744	21,861	1,113	23,825
<b>Net book value:</b>	賬面淨值：					
At 31 March 2008	於二零零八年三月三十一日	1,278	400	2,432	30	4,140



## Notes to the Financial Statements (continued) 財務報表附註(續)

Year ended 31 March 2008 二零零八年三月三十一日止年度

### 13. Property, Plant and Equipment (continued)

### 13. 物業、廠房及設備(續)

Group		本集團				
		Leasehold building in Mainland China 於中國大陸之租賃樓宇	Leasehold improvements 租賃物業裝修	Office and computer equipment, furniture and fixtures 辦公室及電腦設備、傢俬及裝置	Motor vehicles 汽車	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>31 March 2007</b>	<b>二零零七年三月三十一日</b>					
<b>Cost:</b>	<b>成本值：</b>					
At beginning of year	年初	1,385	2,031	27,339	2,073	32,828
Additions	添置	-	696	1,462	-	2,158
Disposals	出售	-	-	(225)	(373)	(598)
Write-off	撇銷	-	(1,689)	(2,995)	-	(4,684)
Exchange realignment	匯兌調整	-	34	405	57	496
At 31 March 2007	於二零零七年三月三十一日	1,385	1,072	25,986	1,757	30,200
<b>Accumulated depreciation and impairment:</b>	<b>累計折舊及減值：</b>					
At beginning of year	年初	38	1,800	24,160	1,823	27,821
Provided for the year	年內撥備	34	304	1,814	130	2,282
Disposals	出售	-	-	(217)	(373)	(590)
Write-off	撇銷	-	(1,687)	(2,685)	-	(4,372)
Exchange realignment	匯兌調整	-	5	265	57	327
At 31 March 2007	於二零零七年三月三十一日	72	422	23,337	1,637	25,468
<b>Net book value:</b>	<b>賬面淨值</b>					
At 31 March 2007	於二零零七年三月三十一日	1,313	650	2,649	120	4,732

The Group's leasehold building was held under a long term lease and was situated in Mainland China.

本集團之租賃樓宇以長期租約持有，並位於中國大陸。

## Notes to the Financial Statements (continued) 財務報表附註(續)

Year ended 31 March 2008 二零零八年三月三十一日止年度

### 14. Investment Property

### 14. 投資物業

		Group 本集團	
		2008 HK\$'000 二零零八年 千港元	2007 HK\$'000 二零零七年 千港元
Carrying amount at 1 April	於四月一日之賬面值	-	-
Addition	添置	65	-
Transfer from non-current deposits	轉撥自非流動訂金	1,223	-
Exchange realignment	匯兌調整	155	-
Fair value adjustment	公平價值調整	965	-
Carrying amount at 31 March	於三月三十一日之賬面值	<b>2,408</b>	-

The Group's investment property is situated in Mainland China and is held under a long term lease of which the Group is still in the process of obtaining the building ownership certificate. In the opinion of the Directors, there is no legal barrier or otherwise for the Group to obtain the relevant building ownership certificate for the building from the relevant PRC authority.

本集團之投資物業位於中國大陸並以長期租約持有。本集團目前仍在申請該等物業之房屋所有權證。董事認為，從有關中國機關取得有關樓宇之房屋所有權證並無任何法律障礙或其他問題。

The Group's investment property was revalued on 31 March 2008 by Jones Lang LaSalle Sallmanns Limited, an independent firm of professionally qualified valuers at HK\$2,408,000, on an open market, existing use basis.

本集團之投資物業由獨立專業合資格估值師仲量聯行西門有限公司按現行用途以公開市值基準於二零零八年三月三十一日重估為2,408,000港元。

### 15. Interests in Subsidiaries

### 15. 於附屬公司之權益

		Company 本公司	
		2008 HK\$'000 二零零八年 千港元	2007 HK\$'000 二零零七年 千港元
Unlisted shares, at cost	非上市股份，按成本	27,445	27,445
Due from subsidiaries	應收附屬公司款項	391,487	372,214
Impairment	減值	418,932 (393,850)	399,659 (393,850)
		<b>25,082</b>	5,809

The amounts due from subsidiaries are unsecured, interest-free and will not be repayable within the next twelve months from the balance sheet date. The carrying amounts of the balances with subsidiaries approximate to their fair values.

應收附屬公司款項為無抵押、免息及毋須於資產負債表日起計未來12個月內償付。附屬公司結餘之賬面值與其公平價值相若。

## Notes to the Financial Statements (continued) 財務報表附註(續)

Year ended 31 March 2008 二零零八年三月三十一日止年度

### 15. Interests in Subsidiaries (continued)

Particulars of the Company's principal subsidiaries as at 31 March 2008 are as follows:

Name 名稱	Place of incorporation/ registration and operations 註冊成立/註冊及 營運地點	Nominal value of issued ordinary share/ registered capital 已發行普通股/ 註冊資本之面值	Percentage of equity ownership attributable to the Company 本公司應佔權益 擁有權百分比	Principal activities 主要業務
Prosten (BVI) Limited*	British Virgin Islands, limited liability company 英屬處女群島， 有限責任公司	US\$21,025 21,025 美元	100	Investment holding 投資控股
Prosten Technology Co. Limited 長達科技有限公司	Hong Kong, limited liability company 香港，有限責任公司	HK\$1,000,000 1,000,000 港元	100	Investment holding 投資控股
Prolink Technology Limited 致訊科技有限公司	Hong Kong, limited liability company 香港，有限責任公司	HK\$5 5 港元	100	Investment holding 投資控股
Worldly Limited 和益利有限公司	Hong Kong, limited liability company 香港，有限責任公司	HK\$10,000 10,000 港元	100	Investment holding 投資控股
Prosten Technology (Shanghai) Co., Ltd.* 長達萬通通訊科技 (上海)有限公司*	PRC, wholly-foreign- owned enterprise with limited liability 中國，外商獨資 有限責任企業	US\$3,500,000 3,500,000 美元	100	Provision of solution integration and wireless mobile value added services 提供解決方案整合 及無線移動增值服務
Unison Networking Services (Shanghai) Co., Ltd.* 結信網絡技術服務 (上海)有限公司*	PRC, wholly-foreign- owned enterprise with limited liability 中國，外商獨資 有限責任企業	US\$1,500,000 1,500,000 美元	100	Provision of solution integration and wireless mobile value added services 提供解決方案整合 及無線移動增值服務

\* Not audited by Ernst & Young Hong Kong or other member firm of the Ernst & Young global network.

Other than Prosten (BVI) Limited, all other subsidiaries are indirectly held by the Company.

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

### 15. 於附屬公司之權益(續)

於二零零八年三月三十一日，本公司主要附屬公司之詳情如下：

\* 並非由安永會計師事務所或安永會計師事務所全球網絡之其他成員公司審核。

除 Prosten (BVI) Limited 外，所有其他附屬公司均由本公司間接持有。

董事認為，上表所列本公司之附屬公司主要影響本年度之業績或構成本集團資產淨值之主要部分。董事認為，列出其他附屬公司之詳情將令篇幅過於冗長。

## Notes to the Financial Statements (continued) 財務報表附註(續)

Year ended 31 March 2008 二零零八年三月三十一日止年度

### 16. Available-for-sale Investments

### 16. 可供出售投資

		Group 本集團	
		2008 HK\$'000 二零零八年 千港元	2007 HK\$'000 二零零七年 千港元
Club debentures, at cost	會所債券，按成本	<b>786</b>	757

As at 31 March 2008, club debentures were stated at cost because the range of reasonable fair value estimates is so significant that the Directors are of the opinion that their fair values cannot be measured reliably. The Group does not intend to dispose of them in the near future.

於二零零八年三月三十一日，會所債券按成本列賬，原因為合理公平價值估計之範圍甚大，董事認為公平價值未能可靠地計量。本集團並無意於不久將來出售該等債券。

### 17. Deferred Tax Assets

### 17. 遞延稅項資產

The movements in deferred tax assets during the year are as follows:

遞延稅項資產於年內之變動如下：

Group	本集團	Losses available for offset against future taxable profits 用作抵銷未來應課 稅溢利之虧損 HK\$'000 千港元
At 1 April 2006, 31 March 2007 and 1 April 2007	於二零零六年四月一日、二零零七年 三月三十一日及二零零七年四月一日	-
Deferred tax credited to the income statement during the year (note 10)	年內計入損益表之 遞延稅項 (附註10)	10,600
At 31 March 2008	於二零零八年三月三十一日	<b>10,600</b>

### 18. Trade Receivables

### 18. 應收賬款

		Group 本集團	
		2008 HK\$'000 二零零八年 千港元	2007 HK\$'000 二零零七年 千港元
Trade receivables	應收賬款	<b>82,687</b>	43,072
Impairment allowances	減值撥備	<b>(40,326)</b>	(36,603)
		<b>42,361</b>	6,469

## Notes to the Financial Statements (continued) 財務報表附註(續)

Year ended 31 March 2008 二零零八年三月三十一日止年度

### 18. Trade Receivables (continued)

Trade receivables, which generally have credit terms of 30 days to 90 days pursuant to the provisions of the relevant contracts, are recognised and carried at original invoice amount, and an estimate for doubtful debts is made and deducted when collection of the full amount is no longer probable. There is a significant concentration of credit risk as over 72% (2007: 48%) of the balance represented a receivable from one customer. Trade receivables are non-interest-bearing. The carrying amounts of trade receivables approximate to their fair values.

The aging analysis of the Group's trade receivables, net of allowances and based on the invoice date, is as follows:

		Group 本集團	
		2008 HK\$'000 二零零八年 千港元	2007 HK\$'000 二零零七年 千港元
0 – 90 days	0至90日	42,246	3,505
91 – 180 days	91至180日	115	2,809
181 – 365 days	181至365日	–	125
Over 365 days	超過365日	–	30
		<b>42,361</b>	<b>6,469</b>

The movements in provision for impairment of trade receivables are as follows:

		Group 本集團	
		2008 HK\$'000 二零零八年 千港元	2007 HK\$'000 二零零七年 千港元
At 1 April	於四月一日	36,603	32,415
Impairment losses recognised (note 6)	已確認減值虧損(附註6)	3,203	3,836
Exchange realignment	匯兌調整	520	352
At 31 March	於三月三十一日	<b>40,326</b>	<b>36,603</b>

### 18. 應收賬款(續)

根據有關合約之規定，應收賬款一般均有30日至90日之信貸期。應收賬款按原始發票金額予以確認及列賬，並在不可能收回其全部金額時作出呆賬估計，並予以扣除。由於超過72%（二零零七年：48%）之結餘為應收一名客戶之款項，故存在重大信貸集中度風險。應收賬款並不計息。應收賬款之賬面值與其公平價值相若。

本集團應收賬款（經扣除撥備）及根據發票日期之賬齡分析如下：

應收賬款減值撥備之變動如下：

## Notes to the Financial Statements (continued) 財務報表附註(續)

Year ended 31 March 2008 二零零八年三月三十一日止年度

### 18. Trade Receivables (continued)

The above impairment allowances for trade receivables are allowances for individually impaired trade receivables with a carrying amount of HK\$40,326,000 (2007: HK\$39,647,000). The individually impaired trade receivables relate to customers whose balances have been overdue for a long time. The Group does not hold any collateral or other credit enhancements over these balances.

The aged analysis of the trade receivables that are not considered to be impaired is as follows:

		Group 本集團	
		2008 HK\$'000 二零零八年 千港元	2007 HK\$'000 二零零七年 千港元
Neither past due nor impaired	未逾期或減值	41,298	3,216
1 to 3 months past due	已逾期1至3個月	948	41
4 to 6 months past due	已逾期4至6個月	115	13
7 to 12 months past due	已逾期7至12個月	-	125
Past due for more than one year	已逾期1年以上	-	30
		<b>42,361</b>	<b>3,425</b>

Receivables that were neither past due nor impaired relate to several customers for whom there was no recent history of default.

Receivables that were past due but not impaired relate to a number of independent customers that have a good repayment record with the Group. Based on past experience, the directors of the Company are of the opinion that no provision for impairment is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral or other credit enhancements over these balances.

### 18. 應收賬款(續)

上述應收賬款之減值撥備為就個別已減值應收賬款作出之撥備，其賬面值為40,326,000港元(二零零七年：39,647,000港元)。個別已減值應收賬款與已長時間逾期付款之客戶有關。本集團並無就該等結餘持有任何抵押品或作出其他信貸改善措施。

不被視為已減值之應收賬款之賬齡分析如下：

未逾期或減值之應收款項與若干客戶有關，彼等目前並無不良信貸記錄。

已逾期但未減值之應收款項乃與若干跟本集團建立良好信貸記錄之獨立客戶有關。根據以往經驗，本公司董事認為，由於該等結餘之信貸質素並無重大變動，且仍視為可完全收回，故無須對該等結餘作減值撥備。本集團並無就該等結餘持有任何抵押品或作出其他信貸改善措施。

## Notes to the Financial Statements (continued) 財務報表附註(續)

Year ended 31 March 2008 二零零八年三月三十一日止年度

### 19. Prepayments, Deposits and Other Receivables

### 19. 預付款項、訂金及其他應收款項

		Group 本集團		Company 本公司	
		2008 HK\$'000 二零零八年 千港元	2007 HK\$'000 二零零七年 千港元	2008 HK\$'000 二零零八年 千港元	2007 HK\$'000 二零零七年 千港元
Prepayments	預付款項	563	367	211	199
Deposits and other receivables	訂金及其他 應收款項	5,686	3,292	196	—
		<b>6,249</b>	3,659	<b>407</b>	199

None of the above assets is either past due or impaired. The financial assets included in the above balances relate to receivables for which there was no recent history of default. The carrying amounts of prepayments, deposits and other receivables approximate to their fair values.

概無上述資產為已逾期或減值。計入上述結餘之金融資產與近期並無不良信貸記錄之應收款項有關。預付款項、訂金及其他應收款項之賬面值與其公平價值相若。

### 20. Equity Investments at Fair Value Through Profit or Loss

### 20. 按公平價值列賬及在損益賬處理之股權投資

		Group 本集團	
		2008 HK\$'000 二零零八年 千港元	2007 HK\$'000 二零零七年 千港元
Hong Kong listed equity investments, at market value	香港上市之股權投資， 按市值列賬	3,160	—
Others	其他	2	2
		<b>3,162</b>	2

The above equity investments at 31 March 2008 and 2007 were, upon initial recognition, designated by the Group as financial assets at fair value through profit or loss as they are managed and their performance are evaluated on a fair value basis and information about the investments are provided on that basis to the Group's key management personnel.

上述於二零零八年及二零零七年三月三十一日之股權投資於初始確認時，被本集團列為按公平價值列賬及在損益賬處理之金融資產，由於該等投資之管理及其表現皆按公平價值基準評估，而有關投資之資料則根據該基準向本集團之主要管理人員提供。

## Notes to the Financial Statements (continued) 財務報表附註(續)

Year ended 31 March 2008 二零零八年三月三十一日止年度

### 21. Due from Directors

Particulars of amounts due from the Directors, disclosed pursuant to Section 161B of the Hong Kong Companies Ordinance, are as follows:

### 21. 應收董事之款項

根據香港公司條例披露之應收董事款項之詳情如下：

Name	姓名	31 March 2008 二零零八年 三月三十一日 HK\$'000 千港元	Maximum amount outstanding during the year 年內最高 尚未償還金額 HK\$'000 千港元	1 April 2007 二零零七年 四月一日 HK\$'000 千港元
Mr. Yip Heon Wai	葉向維先生	67	1,767	—
Mr. Yip Heon Keung	葉向強先生	75	1,041	—
		<b>142</b>	<b>2,808</b>	<b>—</b>

The amounts due from Directors are unsecured, interest-free and are repayable on demand. The carrying amounts of the amounts due from Directors approximate to their fair values.

應收董事之款項為無抵押、免息及須於要求時償還。應收董事之款項之賬面值與其公平價值相若。



## Notes to the Financial Statements (continued) 財務報表附註(續)

Year ended 31 March 2008 二零零八年三月三十一日止年度

### 22. Cash and Cash Equivalents

### 22. 現金及現金等值物

		Group 本集團		Company 本公司	
		2008 HK\$'000 二零零八年 千港元	2007 HK\$'000 二零零七年 千港元	2008 HK\$'000 二零零八年 千港元	2007 HK\$'000 二零零七年 千港元
Cash and bank balances	現金及銀行結餘	27,199	3,040	2,240	10
Time deposits	定期存款	6,003	–	6,003	–
Cash and cash equivalents	現金及現金等值物	33,202	3,040	8,243	10

At the balance sheet date, the cash and bank balances of the Group denominated in Renminbi (“RMB”) amounted to HK\$24,460,000 (2007: HK\$1,634,000). The RMB is not freely convertible into other currencies, however, under Mainland China’s Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

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

本集團於結算日以人民幣(「人民幣」)計值之現金及銀行結餘為24,460,000港元(二零零七年：1,634,000港元)。人民幣是不可自由兌換為其他貨幣，惟根據中國大陸之外匯管理條例，以及結匯、售匯及付匯管理規定，本集團獲准透過獲授權進行外匯交易業務之銀行將人民幣兌換為其他貨幣。

銀行存款根據每日銀行存款利率釐定之浮動利率計息。短期定期存款平均為期1日至3個月不等，視乎本集團當時之現金需求而定，並按有關之短期定期存款利率計息。銀行結餘及定期存款存放於近期並無違約記錄之信譽良好銀行。現金及現金等值物以及定期存款之賬面價值與其公平價值相若。

## Notes to the Financial Statements (continued) 財務報表附註(續)

Year ended 31 March 2008 二零零八年三月三十一日止年度

### 23. Trade Payables

An aged analysis of the trade payables as at the balance sheet date, based on payment due date, is as follows:

### 23. 應付賬款

於結算日，根據到期付款日之應付賬款賬齡分析如下：

		Group 本集團	
		2008 HK\$'000 二零零八年 千港元	2007 HK\$'000 二零零七年 千港元
0 – 90 days	0至90日	-	362
91 – 180 days	91至180日	-	14
181 – 365 days	181至365日	-	119
Over 365 days	超過365日	<b>2,840</b>	7,975
		<b>2,840</b>	<b>8,470</b>

The carrying amounts of trade payables approximate to their fair values. The trade payables were non-interest-bearing and were normally settled on 90-day terms.

應付賬款的賬面值與其公平價值相若。應付賬款不計息，一般於90日內結算。

## Notes to the Financial Statements (continued) 財務報表附註(續)

Year ended 31 March 2008 二零零八年三月三十一日止年度

### 24. Other Payables, Deposits Received and Accruals

### 24. 其他應付款項、已收訂金及應計款項

		Group 本集團		Company 本公司	
		2008 二零零八年 HK\$'000	2007 二零零七年 HK\$'000	2008 二零零八年 HK\$'000	2007 二零零七年 HK\$'000
Other payables	其他應付款項	5,274	2,737	-	-
Deposits received	已收訂金	1,081	1,014	-	-
Accruals	應計款項	3,318	3,218	1,420	1,433
		<b>9,673</b>	6,969	<b>1,420</b>	1,433

Other payables, deposits received and accruals are non-interest-bearing and have an average term of three months. The carrying amounts of the other payables, deposits received and accruals approximate to their fair values.

其他應付款項、已收訂金及應計款項為不計息，一般賬期為期三個月。其他應付款項、已收訂金及應計款項之賬面值與其公平價值相若。

### 25. Due to Directors

The amounts due to the Directors are unsecured, interest-free and are repayable on demand. The carrying amounts of the amounts due to directors approximate to their fair values.

### 25. 應付董事之款項

應付董事之款項為無抵押、免息及須於要求時償還。該等應付董事之款項之賬面值與其公平價值相若。

### 26. Convertible Bonds and Embedded Financial Derivative

On 30 April 2007, the Company entered into a subscription agreement (the "Subscription Agreement") with Tallmany Enterprises Limited ("Tallmany") and China Broadband Capital Partners, L.P. ("CBC") for the issuance of the five-year HK\$28,800,000 zero-coupon convertible bonds (the "Convertible Bonds"). The Convertible Bonds were issued to Tallmany and completed on 6 June 2007. There was no other movement in the number of these Convertible Bonds during the year. The Convertible Bonds may, upon exercise of the conversion rights attaching to them, convert into new ordinary shares of the Company at an initial conversion price of HK\$0.96 per share (subject to adjustments) at any time during a five year period commencing from the date of first issue of the Convertible Bonds. If the holder of the Convertible Bonds exercises the conversion rights attached to the Convertible Bonds in full at the initial conversion price of HK\$0.96 per share, a total of 30,000,000 ordinary shares of the Company will be issued. If the holder of the Convertible Bond exercises the conversion rights attached to the Convertible Bonds in full at the adjusted conversion price of HK\$0.50 per share, a total of 57,600,000 ordinary shares of the Company will be issued. On the other hand, the holder will have the right to redeem the Convertible

### 26. 可換股債券及嵌入式金融衍生工具

於二零零七年四月三十日，本公司與Tallmany Enterprises Limited (「Tallmany」) 及 China Broadband Capital Partners, L.P. (「CBC」) 訂立認購協議(「認購協議」)，以發行五年期價值28,800,000港元之零息可換股債券(「可換股債券」)。可換股債券於二零零七年六月六日發行予Tallmany。該等可換股債券之數目於年內並無其他變動。行使可換股債券附有之換股權後，可換股債券可於可換股債券首次發行日期起五年按初步換股價每股0.96港元(可予調整)兌換為本公司新普通股。倘可換股債券持有人按初步換股價每股0.96港元悉數行使可換股債券附有之換股權，則合共30,000,000股本公司普通股將予以發行。倘可換股債券持有人按經調整換股價每股0.50港元悉數行使可換股債券附有之換股權，則合共57,600,000股本公司普通股將予發行。另一方面，倘於可換股債券年內發生任何認購協議所載之違約事件，持有人將有權於到期日或之前贖回可換股債券。於

### 26. Convertible Bonds and Embedded Financial Derivative (continued)

Bonds on or before their maturity date only if any of the default events as stated in the Subscription Agreement has occurred during the tenure of the Convertible Bonds. In such situations, the holder will have the rights to demand immediate redemption of the Convertible Bonds at 125% of the principal amount, as stated in the Subscription Agreement. Any Convertible Bonds not converted will be redeemed on their maturity date, being 5 June 2012, at 100% of their principal amount. Further details of the terms and conditions of the Convertible Bonds are set out in the announcement of the Company dated 3 May 2007.

Upon initial recognition, the Convertible Bonds issued have been split into liability and derivative components. On the issuance of the Convertible Bonds, the excess of proceeds over the amount initially recognised as the derivative component is recognised as the liability component and is carried as non-current liabilities. The fair value of the derivative component was estimated at the issuance date and at 31 March 2008 by Grant Sherman Appraisal Limited (“Grant Sherman”), an independent firm of professionally qualified valuers, using a binomial option pricing model and the change in fair value of that component was recognised in the consolidated income statement.

On 6 June 2007, the Company entered into a supplementary agreement (the “Supplementary Agreement”) with Tallmany and CBC. Under the Supplementary Agreement, the Company is obliged to recover certain trade receivables before certain date which falls within the financial year under review. Such obligations were not completely fulfilled within the said date and the Convertible Bonds have been reclassified as current liabilities and the 25% premium over the principal amount of the Convertible Bonds was accounted for in these financial statements as the holder of the Convertible Bonds has the legal right to redeem the Convertible Bonds as at 31 March 2008 in accordance with the terms of the Subscription Agreement. Up to the date of these financial statements, the Company has not received any notice from the holder of the Convertible Bonds requesting for redemption of the Convertible Bonds.

The movements in the liability and derivative components of the Convertible Bonds during the year are as follows:

### 26. 可換股債券及嵌入式金融衍生工具(續)

該等情況下，持有人將有權要求按認購協議中所列明之本金額 125% 即時贖回可換股債券。任何未兌換之可換股債券均可於到期日（即二零一二年六月五日）按 100% 之本金額贖回。有關可換股債券之條款及條件之進一步詳情載於本公司於二零零七年五月三日刊發之公佈中。

於初步確認後，已發行之可換股債券已分為負債及衍生工具部分。可換股債券發行時，超出初步確認為衍生工具部分金額之所得款項部分確認為負債部分，並以非流動負債列賬。衍生工具部分之公平價值於發行日及二零零八年三月三十一日由中證評估有限公司（「中證」，一間由專業合資格估值師組成之獨立公司）使用二項式購股權定價模式估計，而該部分之公平價值變動則於綜合損益表內確認。

於二零零七年六月六日，本公司與 Tallmany 及 CBC 訂立補充協議（「補充協議」）。根據補充協議，本公司須於回顧財政年度內之某一日前收回若干應收賬款。有關責任於上述日期前並未完全履行，而由於可換股債券持有人擁有法律權利根據認購協議之條款於二零零八年三月三十一日贖回可換股債券，可換股債券已於該等財務報表中歸類為流動負債，而可換股債券本金額之 25% 溢價亦於該等報表中呈列。截至該等財務報表日期，本公司並未收到可換股債券持有人要求贖回可換股債券的任何通知。

可換股債券之負債及衍生工具部分於年內之變動如下：

## Notes to the Financial Statements (continued) 財務報表附註(續)

Year ended 31 March 2008 二零零八年三月三十一日止年度

### 26. Convertible Bonds and Embedded Financial Derivative (continued) 26. 可換股債券及嵌入式金融衍生工具(續)

		Liability component 負債部分 HK\$'000 千港元	Derivative component 衍生工具部分 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Convertible Bonds issued on 6 June 2007	於二零零七年六月六日已發行之可換股債券	12,436	16,364	28,800
Imputed interest (note 7)	名義利息(附註7)	23,564	–	23,564
Fair value gain recognised during the year	年內已確認之公平價值收益	–	(7,745)	(7,745)
As at 31 March 2008	於二零零八年三月三十一日	36,000	8,619	44,619

### 27. Share Capital

### 27. 股本

Shares	股份	2008 HK\$'000 二零零八年 千港元	2007 HK\$'000 二零零七年 千港元
Authorised: 2,500,000,000 (2007: 2,500,000,000) ordinary shares of HK\$0.10 each	法定股本： 每股面值0.10港元之普通股 2,500,000,000股(二零零七年： 2,500,000,000股)	250,000	250,000
Issued and fully paid: 597,275,000 (2007: 592,375,000) ordinary shares of HK\$0.10 each	已發行及繳足股本： 每股面值0.10港元之普通股 597,275,000股 (二零零七年：592,375,000股)	59,727	59,237

A summary of the transactions during the year in the Company's issued share capital is as follows:

年內於本公司已發行股本中進行之交易摘要如下：

		Number of shares in issue 已發行股份數目	Issued capital 已發行股本 HK\$'000 千港元	Share premium account 股份溢價賬 HK\$'000 千港元	Total 總額 HK\$'000 千港元
At 1 April 2006	於二零零六年四月一日	511,250,000	51,125	339,275	390,400
Issue of shares on placements	配售時發行股份	81,125,000	8,112	8,884	16,996
At 31 March 2007 and 1 April 2007	於二零零七年三月三十一日及二零零七年四月一日	592,375,000	59,237	348,159	407,396
Share options exercised	已行使購股權	4,900,000	490	649	1,139
At 31 March 2008	於二零零八年三月三十一日	597,275,000	59,727	348,808	408,535

## 27. Share Capital (continued)

As at 31 March 2008, the subscription rights attaching to 2,000,000, 700,000 and 2,200,000 share options were exercised at subscription prices of HK\$0.40, HK\$0.17 and HK\$0.10 per share, respectively, resulting in the issuance of 4,900,000 ordinary shares of HK\$0.10 each for a total cash consideration, before issuance expenses, of HK\$1,139,000.

During the year ended 31 March 2007, the Company entered into the following placements of shares:

- (i) On 18 May 2006, the Company entered into a share placing and subscription agreement with a third party, an existing shareholder, in respect of the placing of 51,125,000 shares of HK\$0.10 each to the investor at a price of HK\$0.14 per share. The placing by transfer of shares was completed on 25 May 2006 and the subscription was completed on 26 May 2006. The premium on the issue of shares, amounted to approximately HK\$2,045,000 (before share issue expenses of HK\$133,000) was credited to the Company's share premium account.
- (ii) On 21 December 2006, the Company entered into another share placing agreement with a third party in respect of the subscription of 30,000,000 shares of HK\$0.10 each at a price of HK\$0.34 per share. The subscription was completed on 29 December 2006. The premium on the issue of shares, amounted to approximately HK\$7,200,000 (before share issue expenses of HK\$228,000) was credited to the Company's share premium account.

### Share options

Details of the Company's share option schemes are included in note 28 to the financial statements.

## 28. Share Option Schemes

The Company's share option scheme which was approved by the shareholders on 7 March 2000 (the "Old Scheme") was terminated and replaced by a new share option scheme approved by the shareholders at the extraordinary general meeting of the Company held on 9 April 2002 (the "New Scheme"). The options granted under the Old Scheme remain exercisable within their respective exercise periods.

## 27. 股本(續)

於二零零八年三月三十一日，2,000,000份、700,000份及2,200,000份購股權所附認購權已分別以認購價每股0.40港元、0.17港元及0.10港元行使，導致4,900,000股每股面值0.10港元之普通股以總現金代價(未扣除發行開支)1,139,000港元發行。

於截至二零零七年三月三十一日止年度，本公司曾進行以下股份配售：

- (i) 於二零零六年五月十八日，本公司與一名是現有股東之第三方，訂立股份配售及認購協議，以每股0.14港元之價格配售51,125,000股每股面值0.10港元之股份予該投資者。透過轉讓股份方式進行之配售於二零零六年五月二十五日完成，而認購則於二零零六年五月二十六日完成。發行股份之溢價約2,045,000港元(扣除發行股份開支133,000港元前)已撥入本公司之股份溢價賬。
- (ii) 於二零零六年十二月二十一日，本公司與一名第三方訂立另一份股份配售協議，以每股0.34港元之價格認購30,000,000股每股面值0.10港元之股份。認購於二零零六年十二月二十九日完成。發行股份之溢價約7,200,000港元(扣除發行股份開支228,000港元前)已撥入本公司之股份溢價賬。

### 購股權

本公司之購股權計劃詳情載於財務報表附註28。

## 28. 購股權

股東於二零零零年三月七日批准之本公司購股權計劃(「舊計劃」)已於二零零二年四月九日舉行之本公司股東特別大會上終止及以股東批准之新購股權計劃(「新計劃」)取代。根據舊計劃授出之購股權仍可於有關之行使期內行使。

### 28. Share Option Schemes (continued)

#### (a) Old Scheme

The Company operates the Old Scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants include the Company's Directors and employees of the Group. Under the Old Scheme, the Board was authorised, at its absolute discretion, to grant options to the Company's Directors and employees of the Group, to subscribe for ordinary shares of the Company. The Old Scheme became effective for a period of 10 years commencing on the listing of the Company's shares on the GEM of the Exchange on 28 March 2000.

#### (b) New Scheme

The New Scheme became effective for a period of 10 years commencing on 23 April 2002. Eligible participants of the New Scheme include all Directors and employees of the Group, suppliers, customers, consultants who provided services to the Group, shareholders of the subsidiaries of the Group and joint venture partners. Under the New Scheme, the Directors may, at their sole discretion, grant to any eligible participants options to subscribe for ordinary shares of the Company at the highest of (i) the closing price of shares of the Company on the GEM as stated in the Exchange's daily quotation sheet on the date of the offer of grant; or (ii) the average closing price of the shares of the Company on the GEM as stated in the Exchange's daily quotation sheets for the five trading days immediately preceding the date of the offer of grant; and (iii) the nominal value of the share. The offer of a grant of options may be accepted within 21 days from the date of the offer. A nominal consideration of HK\$1 is payable on acceptance of the grant of an option. The exercise period of the options granted is determinable by the Directors, and commences after a certain vesting period and ends in any event not later than 10 years from the respective date when the share options are granted, subject to the provisions for early termination thereof.

At the annual general meeting of the Company held on 25 July 2006 (the "AGM"), an ordinary resolution was passed by the shareholders to approve the refreshing of the 10% general limit on the grant of share options under the New Scheme.

### 28. 購股權(續)

#### (a) 舊計劃

本公司設立舊計劃，旨在鼓勵及獎勵對本集團之成功經營作出貢獻之合資格參與者。合資格參與者包括本公司董事及本集團僱員。根據舊計劃，董事會獲授權全權酌情決定向本公司董事及本集團僱員授出購股權，以認購本公司之普通股。舊計劃於本公司股份於二零零零年三月二十八日在聯交所創業板上市時開始生效，為期10年。

#### (b) 新計劃

新計劃自二零零二年四月二十三日開始生效，為期10年。新計劃之合資格參與者包括本集團所有董事及僱員、供應商、客戶、為本集團提供服務之顧問、本集團附屬公司之股東及合營企業夥伴。根據新計劃，董事可全權酌情決定向任何合資格參與者授出購股權，以按(i)於要約授出日期聯交所每日報價表上所列本公司股份在創業板之收市價；或(ii)緊接要約授出日期前五個交易日聯交所每日報價表上所列本公司股份在創業板之平均收市價；及(iii)股份面值之價格(以最高者為準)認購本公司之普通股。接納授出購股權要約之期限為要約日期起21日。接納購股權時須支付象徵式代價1港元。所授購股權之行使期限由董事釐定，並於某個歸屬期後開始，及在任何情況下根據先前終止之條文授出購股權之有關日期起計10年屆滿。

於本公司於二零零六年七月二十五日舉行之股東週年大會(「股東週年大會」)上，股東已通過批准更新就根據新計劃授出之購股權規定之10%一般限額。

28. Share Option Schemes (continued)

(b) New Scheme (continued)

The total number of shares which may be allotted and issued upon exercise of all options to be granted under the New Scheme is an amount equivalent to 10% of the shares of the Company in issue as at the date of the AGM.

The maximum number of shares to be allotted and issued upon the exercise of all outstanding options granted and yet to be exercised under the New Scheme and any other share option schemes of the Group must not in aggregate exceed 30% of the relevant class of shares of the Company in issue from time to time.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

The following share options were outstanding under the Old Scheme during the year:

28. 購股權(續)

(b) 新計劃(續)

因根據新計劃將授出之所有購股權獲行使而可配發及發行之股份總數，其數目相等於截至股東週年大會舉行當日之本公司已發行股份之10%。

因根據新計劃及本集團任何其他購股權計劃所授出及將予行使之所有尚未獲行使之購股權獲行使而將予配發及發行之股份最高數目，必須合共不超過不時已發行之本公司有關類別證券之30%。

購股權並不賦予持有人獲取股息或於股東大會上投票的權利。

年內，根據舊計劃之尚未獲行使之購股權如下：

		2008 二零零八年		2007 二零零七年	
		Weighted average exercise price 加權平均行使價 HK\$ per share 港元(每股)	Number of options 購股權數目 '000 千份	Weighted average exercise price 加權平均行使價 HK\$ per share 港元(每股)	Number of options 購股權數目 '000 千份
At 1 April	於四月一日	0.40	27,365	0.40	27,365
Exercised during the year	年內行使	0.40	(2,000)	-	-
At 31 March	於三月三十一日	0.40	25,365	0.40	27,365

The weighted average share price at the date of exercise for share options exercised during the year was HK\$1.49.

就年內已獲行使之購股權而言，於行使日期之加權平均股價為1.49港元。



## Notes to the Financial Statements (continued) 財務報表附註(續)

Year ended 31 March 2008 二零零八年三月三十一日止年度

### 28. Share Option Schemes (continued)

The exercise prices and exercise periods of the share options under the Old Scheme outstanding as at the balance sheet date are as follows:

#### 2008

二零零八年

Number of options '000 購股權數目 千份	Exercise price* HK\$ per share 行使價* 港元(每股)	Exercise period 行使期限
<u>25,365</u>	0.40	22 August 2001 to 21 August 2011 二零零一年八月二十二日至 二零一一年八月二十一日

#### 2007

二零零七年

Number of options '000 購股權數目 千份	Exercise price* HK\$ per share 行使價* 港元(每股)	Exercise period 行使期限
<u>27,365</u>	0.40	22 August 2001 to 21 August 2011 二零零一年八月二十二日至 二零一一年八月二十一日

\* The exercise price of the share options is subject to adjustment in case of rights or bonus issues, or other similar changes in the Company's share capital.

於結算日，根據舊計劃之尚未行使購股權之行使價及行使期限如下：

\* 購股權行使價可根據供股或紅利發行或本公司股本中其他類似變動予以調整。

The following share options were outstanding under the New Scheme during the year:

年內，根據新計劃之尚未獲行使之購股權如下：

		2008 二零零八年		2007 二零零七年	
		Weighted average exercise price 加權平均行使價 HK\$ per share 港元(每股)	Number of options 購股權數目 '000 千份	Weighted average exercise price 加權平均行使價 HK\$ per share 港元(每股)	Number of options 購股權數目 '000 千份
At 1 April	於四月一日	0.162	17,330	0.114	9,390
Granted during the year	年內授出	0.447	24,000	0.188	11,980
Exercised during the year	年內行使	0.117	(2,900)	-	-
Lapsed during the year	年內失效	0.379	(1,200)	0.128	(4,040)
Forfeited during the year	年內沒收	0.379	(15,000)	-	-
At 31 March	於三月三十一日	0.318	<u>22,230</u>	0.162	<u>17,330</u>

The weighted average share price at the date of exercise for share options exercised during the year was HK\$1.25.

就年內已獲行使之購股權而言，於行使日期之加權平均股價為1.25港元。

## Notes to the Financial Statements (continued) 財務報表附註(續)

Year ended 31 March 2008 二零零八年三月三十一日止年度

### 28. Share Option Schemes (continued)

The exercise prices and exercise periods of the share options outstanding under the New Scheme as at that balance sheet date are as follows:

2008

二零零八年

Number of options '000 購股權數目 千份	Exercise price* HK\$ per share 行使價* 港元(每股)	Exercise period 行使期限
800	0.260	22 May 2002 to 21 May 2012 二零零二年五月二十二日至二零一二年五月二十一日
1,650	0.100	26 March 2004 to 25 March 2014 二零零四年三月二十六日至二零一四年三月二十五日
7,580	0.170	10 May 2006 to 9 May 2016 二零零六年五月十日至二零一六年五月九日
1,500	0.878	23 November 2007 to 22 November 2017 二零零七年十一月二十三日至二零一七年十一月二十二日
2,500	0.600	2 January 2008 to 1 January 2018 二零零八年一月二日至二零一八年一月一日
200	0.100	26 March 2004 to 25 March 2014 二零零四年三月二十六日至二零一四年三月二十五日
2,000	0.100	24 June 2005 to 23 June 2015 二零零五年六月二十四日至二零一五年六月二十三日
1,000	0.380	29 June 2006 to 28 June 2016 二零零六年六月二十九日至二零一六年六月二十八日
5,000	0.396	1 October 2008 to 5 July 2017 二零零八年十月一日至二零一七年七月五日
<b>22,230</b>		

2007

二零零七年

Number of options '000 購股權數目 千份	Exercise price* HK\$ per share 行使價* 港元(每股)	Exercise period 行使期限
800	0.26	22 May 2002 to 21 May 2012 二零零二年五月二十二日至二零一二年五月二十一日
1,850	0.10	26 March 2004 to 25 March 2014 二零零四年三月二十六日至二零一四年三月二十五日
9,280	0.17	10 May 2006 to 9 May 2016 二零零六年五月十日至二零一六年五月九日
1,200	0.10	26 March 2004 to 25 March 2014 二零零四年三月二十六日至二零一四年三月二十五日
3,000	0.10	24 June 2005 to 23 June 2015 二零零五年六月二十四日至二零一五年六月二十三日
200	0.17	10 May 2006 to 9 May 2016 二零零六年五月十日至二零一六年五月九日
1,000	0.38	29 June 2006 to 28 June 2016 二零零六年六月二十九日至二零一六年六月二十八日
<b>17,330</b>		

\* The exercise price of the share options is subject to adjustment in case of rights or bonus issues, or other similar changes in the Company's share capital.

\* 購股權行使價可根據供股或紅利發行或本公司股本中其他類似變動予以調整。

## 28. Share Option Schemes (continued)

The fair value of share options granted during the year was HK\$6,864,000 (2007: HK\$1,535,000), of which the Group recognised a share option expense of HK\$1,556,000 (2007: HK\$1,007,000) during the year ended 31 March 2008.

The fair value of equity-settled share options granted during the year was estimated as at the date of grant, by Grant Sherman, using a binomial option pricing model (2007: Black-Scholes option pricing model), taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model used:

		2008 二零零八年	2007 二零零七年
Dividend yield (%)	股息率 (%)	0	0
Expected volatility (%)	預期波幅 (%)	105.92 – 156.09	90.77 – 107.91
Historical volatility (%)	歷史波幅 (%)	105.92 – 156.09	90.77 – 107.91
Risk-free interest rate (%)	無風險利率 (%)	3.385 – 4.820	4.64 – 4.85
Expected life of options (year)	購股權之預計年期 (年)	N/A 不適用	3 – 6.5
Weighted average share price (HK\$)	加權平均股價 (港元)	0.39 – 0.85	0.17 – 0.32

The expected life of the options is based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome.

For other equity-settled share based-payment with parties other than employees, the Group has rebutted the presumption that the fair values of the services received can be estimated reliably as in the opinion of the Directors, the fair value of the services cannot reliably measured. Accordingly, the Group measured the services received from these parties, with reference to the fair values of the share options granted using binomial option pricing model, at the date these parties rendered to related services to the Group.

No other feature of the options granted was incorporated into the measurement of fair value.

## 28. 購股權(續)

於年內授出之購股權公平價值為6,864,000港元(二零零七年: 1,535,000港元), 其中本集團於截至二零零八年三月三十一日止年度內已確認購股權開支1,556,000港元(二零零七年: 1,007,000港元)。

年內所授出以權益結算之購股權的公平價值乃由中證使用二項式購股權定價模式(二零零七年: 栢力克-舒爾斯購股權定價模式)於授出日期進行估計, 並已計及該等購股權授出後的年期及條件。下表列載使用該模式的計入項目:

購股權之預計年期乃根據管理層就不可轉讓程度、行使限制及行為考慮因素作出之最佳估計釐定。預期波幅反映假設歷史波幅具有未來趨勢的指示作用, 亦可能與實際結果不符。

就僱員以外之有關方的其他以權益結算及以股份為基礎之付款而言, 由於董事認為服務之公平價值並未能可靠地計量, 本集團已推翻所獲服務之公平價值能可靠地計量之假設。因此, 本集團於有關方向本集團提供有關服務當日, 參照已授出購股權之公平價值, 使用二項式購股權定價模式, 計量從有關方獲得之服務。

計算公平計時概無列入其他所授出購股權的特質。

## 28. Share Option Schemes (continued)

The 4,900,000 share options exercised during the year resulted in the issue of 4,900,000 ordinary shares of the Company and new share capital of HK\$490,000 and share premium of HK\$649,000 (before issue expenses), as further detailed in note 27 to the financial statements.

At the balance sheet date, the Company had 25,365,000 and 22,230,000 share options outstanding under the Old Scheme and the New Scheme, respectively. The exercise in full of the remaining share options would, under the present capital structure of the Company, result in the issue of 47,595,000 additional ordinary shares of the Company and additional share capital of HK\$4,759,500 and share premium of HK\$12,445,000 (before issue expenses).

Subsequent to the balance sheet date on 3 April 2008, a total of 14,400,000 shares options were granted with an exercise price of HK\$0.41 per share. Out of the 14,400,000 share options granted, 9,000,000 and 5,400,000 share options were granted to the Group's employees and certain consultants, respectively, to subscribe for ordinary shares of the Company under the New Scheme.

At the date of approval of these financial statements, the Company had an aggregate of 61,995,000 share options outstanding under the Old Scheme and the New Scheme, which represented approximately 10.38% of the Company's shares in issue as at that date.

## 29. Reserves

### (a) Group

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity.

Pursuant to the PRC laws and regulations, a portion of the profits of the Group's subsidiaries which are registered in the PRC has been transferred to the statutory reserve fund which is restricted as to use.

## 28. 購股權(續)

年內，4,900,000份購股權已獲行使，導致發行4,900,000股本公司普通股，新股本490,000港元及股份溢價賬649,000港元(扣除發行開支前)，有關詳情載於財務報表附註27。

於結算日，本公司舊計劃及新計劃下尚未行使的購股權分別為25,365,000份及22,230,000份。根據首次公開發售前本公司現時的股本架構，全面行使該等餘下購股權將導致發行47,595,000股本公司額外普通股以及額外股本4,759,500港元及股份溢價賬12,445,000港元(扣除發行開支前)。

於二零零八年四月三日的結算日後，合共授出14,400,000份購股權，行使價為每股0.41港元。於所授出之14,400,000份購股權中，9,000,000份及5,400,000份購股權已分別授予本集團的僱員及若干顧問，以根據新計劃認購本公司的普通股。

於該等財務報表獲批准日期，根據舊計劃及新計劃，本公司合共61,995,000份尚未行使之購股權，佔本公司於當日已發行股份約10.38%。

## 29. 儲備

### (a) 本集團

本集團於本年度及以往年度之儲備金額及其變動情況列於綜合權益變動表內。

根據中國法例及規定，本集團於中國註冊之附屬公司之部分溢利已轉撥至法定儲備基金，有關款項之用途乃有限制。

## Notes to the Financial Statements (continued) 財務報表附註(續)

Year ended 31 March 2008 二零零八年三月三十一日止年度

### 29. Reserves (continued)

#### (b) Company

### 29. 儲備(續)

#### (b) 本公司

		Share premium account 股份溢價賬 HK\$'000 千港元	Share option reserve 購股權儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2006	於二零零六年四月一日	339,275	283	(370,533)	(30,975)
Share issue expenses	發行股份開支	(361)	–	–	(361)
Loss for the year	年內虧損	–	–	(33,568)	(33,568)
Issue of shares	發行股份	9,245	–	–	9,245
Equity-settled share option arrangements	以權益結算之購股權安排	–	1,007	–	1,007
Transfer of share option reserve upon the lapse of share options	購股權失效後轉撥購股權儲備	–	(86)	86	–
At 31 March 2007	於二零零七年三月三十一日	348,159	1,204	(404,015)	(54,652)
Loss for the year	年內虧損	–	–	(19,587)	(19,587)
Issue of shares	發行股份	649	–	–	649
Equity-settled share option arrangements	以權益結算之購股權安排	–	1,556	–	1,556
Transfer of share option reserve upon the lapse of share options	購股權失效後轉撥購股權儲備	–	(227)	227	–
At 31 March 2008	於二零零八年三月三十一日	348,808	2,533	(423,375)	(72,034)

(i) Under the Companies Law (2001 Revision) of the Cayman Islands, the share premium account of the Company is distributable to its shareholders provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

(ii) As at 31 March 2008, in the opinion of the Directors, the Company had no reserve available for distribution to shareholders as at 31 March 2008.

(iii) The share option reserve comprises the fair value of share options granted which are yet to be exercised, as further explained in the accounting policy for share-based payment transactions in note 2.4 to the financial statements. The amount will be transferred to the share premium account when the related options are exercised, or transferred to accumulated losses should the related options expire or be forfeited.

(i) 根據開曼群島公司法(二零零一年修訂本),本公司之股份溢價賬可供分派予股東,惟於緊隨建議派付股息當日後,本公司可於日常業務過程中償清到期的債務。

(ii) 於二零零八年三月三十一日,董事認為本公司於二零零八年三月三十一日並無儲備可分派予股東。

(iii) 購股權儲備指已授出但尚未行使的購股權的公平價值,於財務報表附註2.4有關以股份支付的交易之會計政策中有所詳述。金額將於有關購股權獲行使時轉撥至股份溢價賬,或於有關購股權屆滿或被沒收時轉撥至累計虧損。

### 30. Notes to the Consolidated Cash Flow Statement

#### Major non-cash transactions

During the year, the following major non-cash transactions took place:

- (i) The deposit paid for the purchase of an investment property of HK\$1,223,000 as at 31 March 2007 was applied to partly satisfy the consideration for the purchase of an investment property in the current year.
- (ii) During the year, the Group has written back those long outstanding trade payables of HK\$5,887,000 in the financial statements. In the opinion of the Directors, those trade payables have been outstanding for over a certain long period of time, the likelihood that the Group would result in a significant outflow of resources is highly not probable.

### 31. Operating Lease Arrangements

The Group leases certain of its office properties and motor vehicles under operating lease arrangements. Leases for properties are negotiated for terms ranging from one to three years.

At 31 March 2008, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

		2008 HK\$'000 二零零八年 千港元	2007 HK\$'000 二零零七年 千港元
Land and buildings:	土地及樓宇：		
Within one year	一年內	2,991	3,977
In the second to fifth years, inclusive	第二至第五年(包括首尾兩年)	294	2,127
		<b>3,285</b>	6,104
Motor vehicles:	汽車：		
Within one year	一年內	20	23
		<b>3,305</b>	6,127

At the balance sheet date, the Company did not have any significant commitments.

### 30. 綜合現金流量表附註

#### 主要非現金交易

年內已進行下列主要非現金交易：

- (i) 於二零零七年三月三十一日，就購入一項投資物業所付之訂金1,223,000港元用作支付於本年度購入一項投資物業之部分代價。
- (ii) 年內，本集團已於財務報表中撥回長時間尚未支付之應付賬款5,887,000港元。董事認為，該等應付賬款已無需支付一段長時間，本集團出現重大資源流出之可能性很低。

### 31. 經營租賃安排

本集團根據經營租賃安排租賃其若干辦公室物業及汽車。經磋商後有關物業之租賃期為一年至三年不等。

於二零零八年三月三十一日，本集團根據不可撤銷經營租賃即將屆滿之未來最低租賃付款總額如下：

本公司於結算日並無任何重大承擔。

## Notes to the Financial Statements (continued) 財務報表附註(續)

Year ended 31 March 2008 二零零八年三月三十一日止年度

### 32. Related Party Transactions

- (a) In addition to those related party transactions and balances disclosed elsewhere in the financial statements, the Group had the following transactions with related parties during the year:

	Notes 附註	2008 HK\$'000 二零零八年 千港元	2007 HK\$'000 二零零七年 千港元
Rental expenses paid	(i)	260	463
Handling services fee paid	(ii)	-	882
Rental expenses paid	(iii)	-	414
Impairment allowance for doubtful debt	(iv)	3,203	-

Notes:

- (i) The rentals were paid in respect of the Group's leased motor vehicles to a related company, of which a shareholder of the related company is the sister-in-law of Mr. Yip Heon Ping, a Director of the Company who retired during the year. The Directors of the Company have confirmed that the monthly rentals were calculated with reference to the then prevailing open market rental value.
- (ii) Handling services fee paid represented the fee charged on services provided by a related company in handling the Group's mobile value added services, of which shareholders of the related company are the father-in-law and sister-in-law of Mr. Yip Heon Ping, a Director of the Company who retired during the year. The fee was charged according to the terms of an agreement dated 20 August 2004. No handling services fee was charged in the current year.
- (iii) The rentals were paid in respect of the Group's leased staff quarter situated in Hong Kong to Mr. Yip Heon Wai, a Director of the Company, and his wife. The Directors of the Company have confirmed that the monthly rental was calculated with reference to the then prevailing open market rental value.
- (iv) Impairment allowance for doubtful debt was made against the outstanding balance from a debtor, of which one of the shareholders is the father-in-law of Mr. Yip Heon Ping, a Director of the Company who retired during the year.

- (b) Details of compensation for key management personnel, who are the executive Directors of the Company, are included in note 8 to the financial statements.

### 32. 有關連人士交易

- (a) 除該等財務報表其他地方所披露之有關連人士交易及結餘外，本集團於年內有下列與有關連人士之交易：

附註：

- (i) 有關租金乃就本集團向一間關連公司租賃汽車而支付，該關連公司股東乃於年內退任之本公司董事葉向平先生之嫂子。本公司董事已確認，月租乃參照當時之公開市值計算。
- (ii) 已付處理服務費用指一間關連公司處理本集團移動增值服務所收取之費用，該關連公司之股東乃於年內退任之本公司董事葉向平先生之岳父及嫂子。有關費用乃根據日期為二零零四年八月二十日之協議之條款收取。本集團於本年度內無被收取處理服務費用。
- (iii) 有關租金乃就本集團向本公司董事葉向維先生及其妻子在香港租賃員工宿舍而支付。本公司董事已確認，月租乃參照當時之公開市值計算。
- (iv) 呆賬減值撥備用作抵銷債務人尚未償還之結餘，而該債務人其中一名股東為已於年內退任之本公司董事葉向平先生之岳父。

- (b) 有關於本公司擔任執行董事之主要管理人員之薪酬詳情載於財務報表附註8。

## Notes to the Financial Statements (continued) 財務報表附註(續)

Year ended 31 March 2008 二零零八年三月三十一日止年度

### 33. Financial Instruments by Category

### 33. 按類別劃分之金融工具

The carrying amounts of each of the categories of financial instruments as at the balance sheet date are as follows:

於結算日，各類金融工具之賬面值如下：

2008

二零零八年

Group

本集團

Financial assets 金融資產		Financial assets at fair value through profit or loss 按公平價值列賬及在損益賬處理之金融資產 HK\$'000 千港元	Loans and receivables 貸款及應收款項 HK\$'000 千港元	Available-for-sale financial assets 可供出售金融資產 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Available-for-sale investments	可供出售投資	-	-	786	786
Trade receivables	應收賬款	-	42,361	-	42,361
Financial assets included in prepayments, deposits and other receivables	計入預付款項、訂金及其他應收款項之金融資產	-	3,626	-	3,626
Equity investments at fair value through profit or loss	按公平價值列賬及在損益賬處理之股權投資	3,162	-	-	3,162
Due from Directors	應收董事之款項	-	142	-	142
Cash and cash equivalents	現金及現金等值物	-	33,202	-	33,202
		<b>3,162</b>	<b>79,331</b>	<b>786</b>	<b>83,279</b>

Financial liabilities 金融負債		Financial liabilities at fair value through profit or loss 按公平價值列賬及在損益賬處理之金融負債 HK\$'000 千港元	Financial liabilities at amortised cost 按攤銷成本列賬之金融負債 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Trade payables	應付賬款	-	2,840	2,840
Financial liabilities included in other payables, deposits received and accruals	計入其他應付款項、已收訂金及應計款項之金融負債	-	5,039	5,039
Convertible bonds	可換股債券	-	36,000	36,000
Derivative component of convertible bonds	可換股債券衍生工具部分	8,619	-	8,619
		<b>8,619</b>	<b>43,879</b>	<b>52,498</b>



## Notes to the Financial Statements (continued) 財務報表附註(續)

Year ended 31 March 2008 二零零八年三月三十一日止年度

### 33. Financial Instruments by Category (continued)

The carrying amounts of each of the categories of financial instruments as at the balance sheet date are as follows: (continued)

### 33. 按類別劃分之金融工具(續)

於結算日，各類金融工具之賬面值如下：(續)

2007 二零零七年		Group 本集團			
Financial assets 金融資產		Financial assets at fair value through profit or loss 按公平價值列賬及在損益賬處理之金融資產 HK\$'000 千港元	Loans and receivables 貸款及應收款項 HK\$'000 千港元	Available-for-sale financial assets 可供出售金融資產 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Available-for-sale investments	可供出售投資	–	–	757	757
Trade receivables	應收賬款	–	6,469	–	6,469
Financial assets included in prepayments, deposits and other receivables	計入預付款項、訂金及其他應收款項之金融資產	–	2,620	–	2,620
Equity investments at fair value through profit or loss	按公平價值列賬及在損益賬處理之股權投資	2	–	–	2
Cash and cash equivalents	現金及現金等值物	–	3,040	–	3,040
		2	12,129	757	12,888
Financial liabilities 金融負債					Financial liabilities at amortised cost 按攤銷成本列賬之金融負債 HK\$'000 千港元
Trade payables	應付賬款				8,470
Financial liabilities included in other payables, deposits received and accruals	計入其他應付款、已收訂金及應計款項之金融負債				4,494
Due to Directors	應付董事之款項				523
					13,487

## Notes to the Financial Statements (continued) 財務報表附註(續)

Year ended 31 March 2008 二零零八年三月三十一日止年度

### 33. Financial Instruments by Category (continued)

The carrying amounts of each of the categories of financial instruments as at the balance sheet date are as follows: (continued)

### 33. 按類別劃分之金融工具(續)

於結算日，各類金融工具之賬面值如下：(續)

		Notes 附註	Company 本公司	
			2008 二零零八年 Loans and receivables 貸款及應收款項 HK\$'000 千港元	2007 二零零七年 Loans and receivables 貸款及應收款項 HK\$'000 千港元
<b>Financial assets</b> 金融資產				
Due from subsidiaries	應收附屬公司 款項	15	25,082	5,809
Financial assets included in prepayments and other receivables	計入預付款項及 其他應收款項 之金融資產		407	199
Cash and cash equivalents	現金及現金等值物		8,243	10
			<b>33,732</b>	<b>6,018</b>

			2008 二零零八年		
			Financial liabilities at fair value through profit or loss 按公平價值列賬 及在損益賬處理 之金融負債 HK\$'000 千港元	Financial liabilities at amortised cost 按攤銷成本列賬 之金融負債 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Financial liabilities</b> 金融負債					
Financial liabilities included in accruals	計入應計款項之 金融負債	24	-	1,420	1,420
Convertible bonds	可換股債券		-	36,000	36,000
Derivative component of convertible bonds	可換股債券衍生 工具部分		8,619	-	8,619
			<b>8,619</b>	<b>37,420</b>	<b>46,039</b>

			2007 二零零七年 Financial liabilities at amortised cost 按攤銷成本列賬 之金融負債 HK\$'000 千港元	
Financial liabilities included in accruals	計入應計款項之 金融負債	24		1,433

### 34. Financial Risk Management Objectives and Policies

The Group's principal financial instruments, comprise convertible bonds, and cash and short term deposits. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities, such as trade receivables and trade payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The board of Directors reviews and agrees policies for managing each of these risks and they are summarised below.

#### Interest rate risk

The Group's financial instruments are short term in nature. The carrying amounts of these financial instruments reported on the balance sheet approximate to their fair values, and hence there is no interest rate risk exposure in relation to these instruments.

#### Foreign currency risk

The Group carries on its sales and purchase transactions mainly in RMB. As the foreign currency risks generated from the sales and purchases can be set off with each other, the foreign currency risk is minimal for the Group. It is the policy of the Group to continue maintaining the balance of its sales and purchases in the same currency. The Group does not use derivative financial instruments to protect against the volatility associated with foreign currency transactions and other financial assets and liabilities created in the ordinary course of the business. The majority of the Group's operating assets are located in Mainland China and are denominated in RMB.

The following table demonstrates the sensitivity at the balance sheet date to a reasonably possible change in the RMB exchange rate, with all other variables held constant, of the Group's net profit/(loss) (due to changes in the fair value of monetary assets and liabilities).

### 34. 財務風險管理目標及政策

本集團之主要金融工具包括可換股債券以及現金與短期存款。此等金融工具主要目的是為本集團提供經營業務所需資金。本集團有其他不同金融資產及負債，如應收賬款及應付賬款，乃直接透過經營業務產生。

本集團金融工具之主要風險為利率風險、外匯風險、信貸風險及流動資金風險。董事會審閱並協定管控以上各種風險之政策，有關資料概述如下：

#### 利率風險

本集團之金融工具屬短期性質。該等金融工具於結算日所呈報之賬面值與其公平價值相若，故此等金融工具並無利率風險。

#### 外匯風險

本集團主要以人民幣進行買賣交易。由於有關買賣產生之外匯風險可互相抵銷，故本集團之外匯風險甚低。本集團之政策為繼續維持以相同貨幣進行買賣之平衡。本集團並無以衍生金融工具來對沖日常業務過程之外匯交易及其他金融資產及負債所附帶之波動。本集團大部分經營資產均位於中國大陸，並以人民幣列示。

下表列示在所有其他可變因素維持不變的情況下，本集團的純利／(虧損)對人民幣匯率可能出現合理變動之敏感度(由於貨幣資產及負債的公平價值變動)。

34. Financial Risk Management Objectives and Policies (continued) 34. 財務風險管理目標及政策(續)

Foreign currency risk (continued)

外匯風險(續)

		Increase/ (decrease) in RMB rate 人民幣 匯率上調/ (下調) %	Increase/ (decrease) in the Group's net profit 本集團 之純利增加/ (減少) HK\$'000 千港元	Increase/ (decrease) in the Group's equity 本集團之 權益增加/ (減少) HK\$'000 千港元
<b>2008</b>	<b>二零零八年</b>			
If Hong Kong dollar weakens against RMB	倘港元兌人民幣貶值	5%	2,849	2,849
If Hong Kong dollar strengthens against RMB	倘港元兌人民幣升值	(5%)	(2,849)	(2,849)

		Increase/ (decrease) in RMB rate 人民幣 匯率上調/ (下調) %	Increase/ (decrease) in the Group's net loss 本集團之虧損 淨額增加/ (減少) HK\$'000 千港元	Increase/ (decrease) in the Group's equity 本集團之 權益增加/ (減少) HK\$'000 千港元
2007	二零零七年			
If Hong Kong dollar weakens against RMB	倘港元兌人民幣貶值	5%	(622)	622
If Hong Kong dollar strengthens against RMB	倘港元兌人民幣升值	(5%)	622	(622)

Credit risk

The Group trades only with recognised and creditworthy customers. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

The credit risk of the Group's other financial assets, which comprise cash and cash equivalents, equity investments at fair value through profit and loss, available-for-sale financial assets, other receivables and amounts due from Directors, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables are disclosed in note 18 to the financial statements.

信貸風險

本集團僅與知名及信譽良好的客戶進行交易。根據本集團的政策，任何有意以信貸形式進行交易的客戶均須經過信貸核實程序。此外，本集團亦持續監察應收款項結餘，而本集團之壞賬風險並不重大。

本集團其他金融資產的信貸風險包括現金及現金等值物、按公平價值列賬及在損益賬處理之股權投資、可供出售金融資產、其他應收款項及應收董事之款項，因對方違約產生的信貸風險，上限相等於該等工具之賬面值。

有關本集團因貿易應收賬款產生之信貸風險之進一步定量資料於財務報表附註18中披露。

## Notes to the Financial Statements (continued) 財務報表附註(續)

Year ended 31 March 2008 二零零八年三月三十一日止年度

### 34. Financial Risk Management Objectives and Policies (continued)

#### Liquidity risk

Liquidity risk is the risk of non-availability of funds to meet all contractual financial commitments as they fall due. The Group's objective is to maintain a prudent financial policy, to monitor liquidity ratios against risk limits and to maintain a contingency plan for funding to ensure that the Group maintains sufficient cash to meet its liquidity requirements.

The Group financed its operations and investment activities by internally generated cash flows and the proceeds from the Convertible Bonds, respectively.

The maturity profile of the Group's financial liabilities as at the balance sheet date, based on the contracted undiscounted payments, was as follows:

#### Group

		On demand 按要求 HK\$'000 千港元	Less than 3 months 少於三個月 HK\$'000 千港元	3 to less than 12 months 三至少於 十二個月 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>2008</b>	<b>二零零八年</b>				
Convertible bonds	可換股債券	36,000	-	-	36,000
Trade payables	應付賬款	2,840	-	-	2,840
Other payables, deposits received and accruals	其他應付款項、已收訂金及 應計款項	1,177	3,236	626	5,039
		<b>40,017</b>	<b>3,236</b>	<b>626</b>	<b>43,879</b>
<b>2007</b>	<b>二零零七年</b>				
Trade payables	應付賬款	8,470	-	-	8,470
Other payables, deposits received and accruals	其他應付款項、已收訂金及 應計款項	1,797	2,487	210	4,494
Amounts due to Directors	應付董事之款項	523	-	-	523
Total liabilities	總負債	10,790	2,487	210	13,487

#### Capital management

The primary objective of the Group's capital management is to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholder value.

### 34. 財務風險管理目標及政策(續)

#### 流動資金風險

流動資金風險指未能取得資金以應付所有到期之合約財務承擔。本集團之目標是保持穩健之金融政策，藉著風險限額來監察流動資金比率，並設有應急資金計劃，確保本集團具備足夠現金以應付其流動資金需求。

本集團分別透過內部產生之現金流及可換股債券所得款項，為其業務及投資活動提供資金。

於結算日，本集團根據合約未貼現付款計算之金融負債到期日如下：

#### 本集團

#### 資本管理

本集團資本管理之主要目的是為了確保本集團能持續營運和維持良好之資本比率，以支持其業務及盡量提高股東價值。

### 34. Financial Risk Management Objectives and Policies (continued)

#### Capital management (continued)

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes during the years ended 31 March 2008 and 31 March 2007.

The Group monitors capital using a gearing ratio, which is total borrowings divided by total equity. The gearing ratios as at the balance sheet dates were as follows:

#### Group

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Convertible bonds including the derivative component	可換股債券包括衍生工具部分	44,619	-
Total borrowings	借貸總額	44,619	-
Total equity	權益總額	37,335	4,643
Gearing ratio	資產負債比率	120%	0%

### 35. Comparative Amounts

As further explained in note 2.2 to the financial statements, due to the adoption of the new and revised HKFRSs during the current year, certain comparative amounts have been adjusted to conform with the current year's presentation and to show separately comparative amounts in respect of items disclosed for the first time in 2008.

### 36. Approval of the Financial Statements

The financial statements were approved and authorised for issue by the Board of Directors on 23 June 2008.

### 34. 財務風險管理目標及政策(續)

#### 資本管理(續)

本集團管理其資本結構以及根據經濟狀況之轉變及其相關資產風險特性而作出調整。本集團可以通過調整對股東派發之股息、向股東發還資本或發行新股以保持或調整資本結構。本集團並無需遵守任何外界施加之資本規定。截至二零零八年三月三十一日及二零零七年三月三十一日止年度，本集團並無對目標、政策及流程作出變動。

本集團採用資產負債比率監察其資本情況，資產負債比率則按計息銀行借貸總額除以資產總額計算。於結算日之資產負債比率如下：

#### 本集團

### 35. 比較金額

由於本年度採納新訂及經修訂香港財務申報準則(詳情載於財務報表附註2.2)，若干比較金額已作出調整，以符合本年度之呈列及就於二零零八年首次披露之項目獨立列示比較金額。

### 36. 財務報表之核准

財務報表於二零零八年六月二十三日獲董事會批准及授權發佈。



The logo for Prosten Technology Holdings Limited, featuring the word "PROSTEN" in white, uppercase letters inside a dark blue, rounded rectangular shape.

Prosten Technology Holdings Limited  
Room 1506, 15/F., Tai Tung Building  
8 Fleming Road, Wanchai, Hong Kong

長達科技控股有限公司  
香港灣仔菲林明道8號  
大同大廈15樓1506室

[www.prosten.com](http://www.prosten.com)