

annual report 2007 年報



智庫媒體集團（控股）有限公司
Intelli - Media Group (Holdings) Limited

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立之有限公司)
(Stock Code 股份代號 : 8173)

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香港聯合交易所有限公司（「聯交所」）創業板市場（「創業板」）之特點

創業板乃為帶有高投資風險之公司提供上市之市場。尤其在創業板上市之公司毋須有過往溢利記錄，亦毋須預測未來溢利。此外，在創業板上市之公司可因其新興性質及該等公司經營業務之行業或國家而涉及風險。有意投資人士應了解投資於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。創業板之高風險及其他特點表示創業板較適合專業及其他經驗豐富之投資人士。

鑑於在創業板上市之公司屬於新興性質，在創業板買賣之證券可能會較在聯交所主板買賣之證券承受較大之市場波動風險，同時無法保證在創業板買賣之證券會有高流通量之市場。

創業板發佈資料之主要方法為在聯交所為創業板而設之互聯網網頁上刊登。上市公司一般毋須在憲報指定報章刊登付款公佈。因此，有意投資人士應注意彼等須閱覽創業板網頁，方能取得創業板上市發行人之最新資料。



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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Chin Wai Keung, Richard (*Chairman*)
 Mr. So Wing Lok, Jonathan
 Mr. Lo Wing Keung
 Mr. Fung Yu Hing, Allan
 Mr. Fung Yee Sang
 Mr. Chow Alvin Chiyiu
 Mr. Ling Macadam

Independent Non-executive Directors

Mr. Chow Shiu Ki
 Mr. Hung Tik
 Mr. Shum Man Ching

COMPANY SECRETARY QUALIFIED ACCOUNTANT

Ms. Wong Hoi Yan, Audrey *CPA, AICPA, HKICPA*

AUTHORISED REPRESENTATIVES

For the purpose of the GEM Listing Rules

Mr. Chin Wai Keung, Richard
 Ms. Wong Hoi Yan, Audrey

COMPLIANCE OFFICER

Mr. Chin Wai Keung, Richard

REGISTERED OFFICE

P.O. Box 309
 Ugland House
 South Church Street
 George Town
 Grand Cayman
 Cayman Islands
 British West Indies

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 706-708, 7/F., Westin Centre
 26 Hung To Road
 Kwun Tong
 Kowloon
 Hong Kong

董事會

執行董事

錢偉強先生 (*主席*)
 蘇永樂先生
 盧永強先生
 馮懿卿先生
 馮懿生先生
 周之耀先生
 林雄斌先生

獨立非執行董事

周肇基先生
 洪迪先生
 岑文禎先生

公司秘書 認可會計師

黃凱欣小姐 *CPA, AICPA, HKICPA*

法定代表

就創業板上市規則而言

錢偉強先生
 黃凱欣小姐

監察主任

錢偉強先生

註冊辦事處

P.O. Box 309
 Ugland House
 South Church Street
 George Town
 Grand Cayman
 Cayman Islands
 British West Indies

香港總辦事處及主要營業地點

香港
 九龍
 觀塘
 鴻圖道26號
 威登中心7樓706室至708室



Corporate Information

公司資料

SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Tengis Limited
26th Floor
Tesbury Centre
28 Queen's Road East
Wanchai
Hong Kong

AUDITORS

CCIF CPA Limited
20th Floor, Sunning Plaza
10 Hysan Avenue
Causeway Bay
Hong Kong

STOCK CODE

8173

COMPANY WEBSITE

<http://www.intelli-mgh.com>

香港股份過戶登記處

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

核數師

陳葉馮會計師事務所有限公司
香港
銅鑼灣
希慎道10號
新寧大廈20樓

股份代號

8173

公司網址

<http://www.intelli-mgh.com>



Corporate Mission and Company Profile

企業目標及公司簡介

CORPORATE MISSION

Intelli-Media Group Holdings Limited (“Intelli-Media” or the “Company”) strives to be Asia’s leading animation company. To realise this mission we have the following strategies in place:

1. To increase the number of copyrights in our animation film library and to increase the distribution network;
2. To improve the production capabilities of the group;
3. To develop merchandising channels with our developing brand;
4. To increase the overseas footprint of the company’s brands; and
5. To expand our licence distribution network in China.

COMPANY PROFILE

Intelli-Media was primarily a distributor of home video entertainment – in both VCD and DVD formats – across popular genres to East Asian and Southeast Asian markets. In addition to home video distribution, the company provided entertainment programmes under licence to other platforms including cable television.

With strong consumer demand for anime and the growth of national markets where anime is popular, the Board has taken a strategic long-term view to shift Intelli-Media’s focus to this high-growth market.

Intelli-Media’s capability to license, co-produce and distribute animated feature films, animations and related merchandising has grown since it acquired the Datewell Group in December 2006.

As the owner of the film library and rights to 150 episodes of exceptionally popular anime such as *Pleasant Goat and Big Big Wolf*, the company is expected to improve profitability and the value of its brand.

企業目標

智庫媒體集團（控股）有限公司（「智庫媒體」或「本公司」）矢志成為亞洲具領導地位之動畫公司。為實現目標，董事會已制訂下列策略：

1. 增加集團動畫影片庫內的版權數目，並增添發行網絡；
2. 改善集團之產能；
3. 以集團發展中的品牌開發促銷渠道；
4. 增加公司品牌之海外據點；及
5. 擴展集團於中國之特許發行網絡。

公司簡介

智庫媒體主要為家庭影像娛樂發行商，向東亞及東南亞市場發行各類深受歡迎片種的VCD及DVD。除家庭影像發行外，本公司亦向包括有線電視在內的其他平台提供獲授版權之娛樂節目。

鑑於動畫之消費需求強勁及熱愛動畫之國家市場增長，董事會已作出長遠策略，將智庫媒體之焦點轉向此高增長市場。

自智庫媒體於二零零六年十二月收購Datewell Group後，已增強其於授權、聯合製作及發行動畫劇情片、動畫及相關產品之能力。

本公司為擁有150集深受歡迎動畫《喜羊羊與灰太狼》的影片庫之持有人，並持有該等片集之版權，故預期盈利及品牌價值均可獲得改善。



Chairman's Statement

主席報告

On behalf of the Board of Directors (the "Board") of Intelli-Media, I am pleased to present the group's annual results for the year ended 31 March 2007. The year under review has been a challenging one that included a change of name, changes in leadership and a shift in the direction of the Company.

The Company's financial performance was down on last year's results. This can be attributed to two major trends in the film distribution market. First, infringements on the rights of intellectual property holders are ongoing. The consumer is faced with a flood of pirated DVDs and chooses the cheaper, poor-quality option, decimating the market for film distributors. Second, the overall size of the market for film distribution has continued to shrink, particularly in Hong Kong, as the consumer's tastes drift from locally-produced and Chinese-language features to blockbusters produced overseas. For the financial year ended 31 March 2007 the group recorded a turnover of approximately HK\$59.7 million, a decrease of 28.9 per cent over the previous year. A net loss of approximately HK\$70.2 million was recorded due in large part to the one-time write-off impairment loss on film rights of approximately HK\$45.8 million. From last year's results, there was an increase in revenues from licensing.

During the year, the Board were acutely aware of the deterioration of the Company's performance and have taken active steps to improve it. After purchasing Datewell Limited in December, the Board's determination to follow a strategy that capitalises on Hong Kong's creativity and management experience was partially realised. With the Board's energies focused on building the value of the Company's intellectual property, most production is taking place in mainland China. There we will help develop a new generation of animation professionals to create a market-driving, sustainable industry to supply innovative cartoon characters and animation for world markets. Our outlook for the forthcoming year has improved significantly with our new direction. The opportunities for growth in the mainland's animation market are substantial. The combined influence of the One Child Policy, better education and a growing economy means that the average spending on each child will increase. Mainland China's animation market in GDP terms is far behind other developed Asian nations such as Korea and Japan, indicating the market's tremendous scope for growth. The Board has decided the creation and control of animation that the Company's unique intellectual property, with the associated income streams from licensing and merchandising, is the future. From the next year, the Board expects most of our revenue will come from this growing income stream, targeting the consumer market, especially in China.

本人謹代表智庫媒體董事會（「董事會」），欣然提呈本集團截至二零零七年三月三十一日止年度的年度業績。回顧年度為充滿挑戰的一年，本公司經歷了更改名稱、更換領導班子及轉變業務方向。

本公司之財務表現較去年遜色。此與影片發行市場的兩個主要趨勢有關。首先，持續有侵犯知識產權持有人版權的行為。顧客可接觸到大量湧現之盜版DVD，並選擇該等價錢較低，但質素低劣的貨品，嚴重打擊影片發行商的市場。其次，影片發行市場的整體規模持續萎縮，特別是香港，顧客喜好由本地製作及華語電影轉為外國製作的賣座電影。截至二零零七年三月三十一日止年度，集團錄得營業額約59,700,000港元，較去年下跌28.9%。另亦錄得虧損淨額約70,200,000港元，很大程度上由於約45,800,000港元之一次過撇銷影片版權減值虧損所致。與去年業績相比，授出版權之收益有所增長。

於本年度，本公司表現下滑乃董事會意料之內，並已積極採取措施作出改善。於十二月購入Datewell Limited後，董事會決定採取利用香港之創意及管理經驗之策略，並已實行其中部份。鑑於董事會專注於建立本公司之知識產權價值，大部份製作乃於中國大陸進行。集團將在中國大陸開發新一代之動畫專業人才，以創立由市場主導之可持續發展工業，為世界各地市場創製出意念創新之卡通角色及動畫。在集團之新業務方向下，集團來年之前景已得到大幅改善。內地動畫市場具有龐大之增長機遇。一孩政策、教育水平提升及經濟增長之合併影響意味著在每名孩子身上的花費將會增加。以國內生產總值計，中國大陸之動畫市場遠較其他已發展亞洲國家如韓國、日本落後，顯示市場之增長空間龐大。董事會已決定，集團未來全繫於創作及掌控動畫，而此為本公司之獨特知識產權，另輔以授出版權及商品之相關收入來源。自來年起，董事會預期集團大部份收入將來自此不斷增長的收入來源，並將目標鎖定消費者市場，特別為中國。



Chairman's Statement

主席報告

Intelli-Media is already a leading Asian animation company. In an industry where the development and control of unique ideas is key to a company's prosperity, we will continue to develop a range of animated characters, build their brand and increase market share. My vision is that Intelli-Media may one day be mentioned in the same breath as the Disney brand.

CHIN Wai Keung, Richard
Chairman

Hong Kong, 28 June 2007

智庫媒體已為具領導地位之亞洲動畫公司。開發及掌控獨特意念為業內公司成功發展之關鍵，集團將繼續開發一系列動畫角色，為有關角色建立品牌，並增加市場佔有率。本人認為，智庫媒體終有一日可與迪士尼品牌相提並論。

主席
錢偉強

香港，二零零七年六月二十八日



Management Discussion and Analysis

管理層討論及分析

TURNOVER AND NET PROFIT

Turnover of the Group for the year ended 31 March 2007 amounted to approximately HK\$59,671,000 (2006: HK\$83,901,000), representing approximately a 28.9% decrease as compared to that of the same period in 2006. Sales of goods for the year ended amounted to approximately HK\$43,176,000 (2006: HK\$61,730,000), representing a drop of approximately 30.1% over the corresponding period of last year due to decline of unit price and volume. Sub-licensing income for the year ended was approximately HK\$10,690,000 (2006: HK\$10,389,000), representing an approximate 2.9% increase when compared to that of the same period in 2006 due to licensing of animation characters from the newly acquired animation businesses. Film exhibition and distribution income for the year ended was HK\$5,805,000 (2006: HK\$11,782,000), representing a decrease of 50.7% over the corresponding period of last year due to change of consumer's tastes. Loss for the year amounted to approximately HK\$70,233,000 (2006: Profit HK\$2,450,000), representing a decrease compared with that of last year mainly due to impairment loss of film rights of approximately 45,810,000. Loss per share was 16.62 cent representing a decrease over that of the previous financial year.

LIQUIDITY AND FINANCIAL RESOURCES

In respect of the Group's liquidity position, its current ratio as at 31 March 2007 was approximately 0.84, representing a decrease of approximately 21.8% when compared to that of the previous financial year. Gearing ratio, calculated based on non-current liabilities of approximately HK\$10,917,000 (2006: HK\$18,632,000) and shareholders' deficit of approximately HK\$985,000 (2006: shareholders' funds HK\$60,196,000). The decrease in current ratio was largely due to a balance of trade and other receivable. The increase in gearing ratio was largely due to a balance of bank and other borrowings.

EMPLOYEES AND REMUNERATION POLICIES

As at 31 March 2007, the Group employed a staff of 63 in total (2006: a staff of 60). The Directors believe that the quality of its employees is the most important factor in sustaining the Group's reputation and improving its profitability. The staff are remunerated based on their work performance and experience. Apart from basic salaries, pension fund and medical schemes, discretionary bonuses and share options are awarded to certain staff according to the assessment of individual performance.

營業額及純利

本集團截至二零零七年三月三十一日止年度之營業額約為59,671,000港元(二零零六年: 83,901,000港元),較二零零六年同期下跌約28.9%。截至該日止年度貨品銷售額約為43,176,000港元(二零零六年: 61,730,000港元),較上一年同期下跌約30.1%,此乃由於單價及額量下跌所致。截至該日止年度分授版權之收入約為10,690,000港元(二零零六年: 10,389,000港元),較二零零六年同期上升約2.9%,此有乃於從新購入之動畫業務授出動畫角色版權。截至該日止年度之影片上映及發行收入為5,805,000港元(二零零六年: 11,782,000港元),較去年同期下降50.7%,此乃由於顧客喜好轉變所致。本年度虧損約為70,233,000港元(二零零六年: 溢利2,450,000港元),較上年有所減少,此主要因影片版權減值虧損約45,810,000港元所致。每股虧損為16.62港仙,業績較上一個財政年度倒退。

流動資金及財務資源

就本集團之流動資金狀況而言,於二零零七年三月三十一日之流動比率約為0.84,較上一個財政年度減少約21.8%。資產負債比率乃根據非流動負債約10,917,000港元(二零零六年: 18,632,000港元)及股東虧絀約985,000港元(二零零六年: 股東資金60,196,000港元)計算。流動比率減少主要源於貿易及其他應收款項結餘,而資產負債比率上升則主要因銀行及其他借貸結餘所致。

僱員及薪酬政策

於二零零七年三月三十一日,本集團共聘有63人(二零零六年: 60人)。董事視僱員素質為集團保持聲譽及改善盈利能力之本。員工乃按照工作表現及經驗給薪。而除底薪、退休金及醫療計劃外,僱員還可根據個人表現考核結果獲發不定額花紅及購股權。



Management Discussion and Analysis

管理層討論及分析

The Company's policy concerning remuneration of the executive Directors is as follows:

- (i) the executive Directors' remuneration is determined on the basis of his or her experience, responsibility, workload and the time devoted to the Group; and
- (ii) at the discretion of the Board or a committee thereof, the executive Directors may be granted options pursuant to the Share Option Scheme as defined in note 31 to the financial statements and/or any other such schemes of the Company as part of their remuneration package.

本公司有關執行董事酬金之政策如下：

- (i) 執行董事之酬金乃按其經驗、責任、工作量及對本集團投入之時間而釐定；及
- (ii) 由董事會或其委員會酌情下，執行董事可根據購股權計劃（定義見財務報表附註31）及／或本公司之任何其他有關計劃獲授購股權作為彼等酬金福利之一部分。

SIGNIFICANT INVESTMENTS AND ACQUISITIONS

During the year under review, on 29 December 2006 the Group acquired 100% of the issued share capital of Datwell Group for a consideration of approximately HK\$5,500,000 in which the Group principally engaged on licensing of animation characters, design, co-production and distribution of animation characters.

重大投資及收購

於回顧年度，本集團於二零零六年十二月二十九日以代價約5,500,000港元收購Datwell Group已發行股本之100%，本集團藉此主要從事授出動畫角色版權，以及設計、共同製作及發行動畫角色。

BORROWING FACILITIES

As at 31 March 2007, the Group had outstanding borrowings of approximately HK\$32,089,000, comprising bank and other borrowings of approximately HK\$19,892,000, bank overdrafts of approximately HK\$11,138,000, obligations under finance leases of approximately HK\$1,059,000 and amount due to a director of approximately HK\$7,593,000.

信貸

於二零零七年三月三十一日，本集團有未償還借款約32,089,000港元，包括有銀行及其他借貸約19,892,000港元、銀行透支約11,138,000港元、融資租約承擔約1,059,000港元及欠負董事款項約7,593,000港元。

As at 31 March 2007, the Group had borrowings and banking facilities to the extent of approximately HK\$38,187,000 for which the following collateral and security are provided by related parties:

於二零零七年三月三十一日，本集團之借款及銀行信貸約38,187,000港元，有關從屬抵押品及抵押品由下列關連人士提供：

- a. Properties owned by a Director; and
- b. Properties owned by Players Pictures Company Limited, Metropolis Communications Limited, Brilliant Business Limited and Sunny Fancy Limited in which the Directors has beneficial interest.

- a. 一名董事所擁有之物業；及
- b. 董事持有實益權益的Players Pictures Company Limited、Metropolis Communications Limited、Brilliant Business Limited及Sunny Fancy Limited擁有之物業。

In addition to the above, there were other assets which had been pledged, details of which are set out in the next paragraph headed "Pledge of Assets".

除上文所披露者外，尚有其他資產抵押載於以下之「資產抵押」一節。



Management Discussion and Analysis

管理層討論及分析

The Group generally finances its operation with internally generated resources and banking facilities provided by its bankers in Hong Kong.

As at 31 March 2007, the Group had aggregated composite banking facilities of approximately HK\$38,187,000, of which HK\$31,030,000 had been utilized.

As at 31 March 2007, the Group's bank borrowings of approximately HK\$24,969,000 are repayable on demand or within one year.

At the latest practical date, the Directors are of the opinion that, taking into account its internally generated fund and its current available banking facilities, the Group has sufficient working capital to meet its present requirements.

PLEDGE OF ASSETS

At 31 March 2007, the Group pledged time deposits of approximately HK\$5,136,000 (2006: HK\$8,218,000) and a film right with a carrying value of HK\$2,219,000 (2006: HK\$ Nil) to banks to secure bank facilities granted to the Group.

FOREIGN CURRENCIES

The Group conducts its business mainly in the denomination of Hong Kong dollars. For transactions in other foreign currencies, the Group has not made any arrangement to hedge the Group's exchange rate risks. In addition, as the majority of the Group's assets are situated in Hong Kong, our exposure to exchange rate fluctuations, thus, is minimal.

CONTINGENT LIABILITIES

At 31 March 2007, the Company has given corporation guarantees with the amount of HK\$320,000 (2006: HK\$40,700,000) to a banks for banking facilities granted to the Group.

INDUSTRY REVIEW

The wider film industry in Hong Kong has battled two strong downward trends through most of the past year: a market that is shrinking and the theft of intellectual property.

Audiences have shown a preference for the king of big-budget blockbusters that domestic film makers cannot possibly re-create. They lack the significant channels to many blockbusters are closed off to smaller players, forcing either a rationalisation of companies or providing the impetus to diversify.

本集團營運所需的資金一般以內部資金及由香港之往來銀行通過銀行信貸來提供。

於二零零七年三月三十一日，本集團有合共約38,187,000港元之綜合銀行信貸，其中31,030,000港元已被動用。

於二零零七年三月三十一日，本集團有約24,969,000港元之銀行借款，該借款須按通知即時或於一年內償還。

於最後可行日期，董事認為，連同內部資金及目前可動用之銀行信貸後，本集團有足夠營運資金應付目前所需。

資產抵押

於二零零七年三月三十一日，本集團已抵押約5,136,000港元(二零零六年：8,218,000港元)之定期存款及賬面值為2,219,000港元(二零零六年：零港元)之影片版權，以取得本集團獲授之銀行信貸。

外幣

本集團主要以港元經商。本集團並無就其他外幣交易安排對沖集團之匯率風險。此外，由於本集團大部分資產位於香港，故所面對之外匯波動風險微不足道。

或然負債

於二零零七年三月三十一日，本公司向銀行作出320,000港元(二零零六年：40,700,000港元)之公司擔保，以取得本集團獲授之銀行信貸。

行業回顧

於過去一年大部分時間，香港電影業普遍面對兩股逆流：持續萎縮之市場及盜取知識產權。

觀眾較喜歡大型製作之賣座電影，而本地電影商實難以仿效。許多賣座電影之分銷渠道均不讓小型公司進入，逼使他們進行企業重整及謀求多元化發展。



Management Discussion and Analysis

管理層討論及分析

The problem of piracy continues despite a Hong Kong SAR government-led crack down on the manufacturers of pirated feature films and increasing pressure from major trading partners such as the United States. The effect on any film distributor's bottom line is marked and, in part, has resulted in Intelli-Media's re-orientation from feature film distribution.

OPERATIONAL REVIEW

For the financial year ended 31 March 2007 the group recorded a turnover of HK\$59,671,000, a decrease of 28.9 per cent over the previous year. A net loss of HK\$70,233,000 was recorded due in large part to the one-time impairment loss of film rights at a cost of approximately HK\$45,810,000. From last year's results, there was a clear increase in revenues from licensing.

During the year, the Board were acutely aware of the deterioration of the Company's performance and have taken active steps to improve it. After purchasing Datewell Limited in December, the Board's determination to follow a strategy that capitalises on Hong Kong's creativity and management experience was partially realised.

FUTURE PROSPECTS

Business Development in mainland China

Intelli-Media's future is closely linked to, but not dependent on, mainland China's continuing economic growth. It is a market that is growing. With huge population of youths under 18 years of age who read comics, the value of the animation market has vast potential. The comic-reading, animation watching demographic is increasingly turning to broadcast television for animated series. The demand for high-quality, original animation programming cannot be met by current broadcasts. By continued cooperation with our strategic partners, Intelli-Media can increase the production of animated series for television and use existing networks to bolster distribution.

即使香港特別行政區政府領導打擊盜版電影的製造者，且美國等主要貿易夥伴亦加添壓力，盜版問題依然繼續。任何電影分銷商均已被逼至其底線，此亦為導致智庫媒體由電影分銷業務重新定向之其中一個原因。

營運回顧

於截至二零零七年三月三十一日止財政年度，本集團錄得營業額59,671,000港元，較去年下降28.9%。主要由於一次過按成本值約45,810,000港元撇銷影片版權減值虧損，以致錄得虧損淨額70,233,000港元。於去年之業績中，授出版權令收益錄得明顯增長。

於本年內，董事會察覺到本公司之表現轉差，並已積極尋求改善。於十二月收購Datewell Limited後，董事會採取善用香港創造性及管理經驗之決定已部分得以落實。

未來前景

在中國內地之業務發展

智庫媒體之未來發展與中國內地之持續經濟增長有密切關係(惟並非倚賴該增長)。中國內地乃正在成長之市場。基於有大量18歲以下之青年閱讀漫畫，動畫市場具有龐大增值潛力。閱讀漫畫及觀看動畫之人口不斷轉為收看電視廣播之動畫系列。現時之廣播難以滿足對高質素、原創動畫節目之需求。藉與本公司之策略性夥伴繼續合作，智庫媒體可增加電視動畫系列之製作，並運用現有網絡提高分銷額。



Management Discussion and Analysis

管理層討論及分析

Licensing

The Board intends to direct its energies into developing new revenue streams from two main areas: promotion licensing and merchandising licensing. The Board has directed greater efforts to sign licensing agreements to build a long-term revenue source. Intelli-Media's strong position in mainland China means it has a unique opportunity to act as a broker of intellectual property, facilitating the trade in properties and animations from and into China.

Media for Mobile and Internet

With our partners, we intend on leveraging on our brands to open a new revenue stream from licensing media for mobile and Internet.

Develop the Mainland's Animation Infrastructure

By broadening the skills and technologies of our mainland China-based animation teams we strengthen our position as a market leader and increase revenue streams. Government tax incentives and training for animation talents are driving the growth of a young animation industry. With the Company's established networks, Intelli-Media aims to be at the vanguard of this developing industry.

授出版權

董事會擬於兩大方面致力開發新收益來源：推廣版權及商品版權。董事會已加大力度簽訂版權協議，以建立長線收益來源。智庫媒體在中國內地之強勢意味本公司擁有獨特機會作為知識產權之中介人，促進產權貿易及動畫進出口中國。

流動及互聯網媒體

憑藉本公司之品牌，本公司擬與合作夥伴在授出流動及互聯網媒體版權方面開創一項新收益來源。

發展內地動畫基礎設施

藉著擴闊本公司駐於中國內地之動畫團隊之技術及科技，本公司加強其作為市場領導者之地位及增加收益來源。政府稅項優惠及動畫人才訓練正推動初期動畫工業之增長。憑藉本公司已建立之網絡，智庫媒體銳意成為此發展中工業之先驅。



Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Company recognises that establishment and implementation of good corporate governance standards helps the Group to achieve its corporate objectives and fulfill the expectation of shareholders effectively. The Board of Directors (the "Board") of the Company, has applied the principles and complied with the requirements of the Code on Corporate Governance Practices (the "CG Code") of the Rules Governing the Listing of Securities (the "GEM Listing Rules") on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") throughout the year ended 31 March 2007, except for certain minor deviations in respect of rotation of Directors and the roles of chairman and chief executive officer of the Company being performed by the same individual. The current practices will be reviewed regularly so as to follow the latest practices in corporate governance.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the rules set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code for dealing in securities of the Company by the Directors. All Directors have confirmed that they complied with the required standards as set out in the Rules 5.48 to 5.67 of the GEM Listing Rules throughout the year.

BOARD OF DIRECTORS

The Board of the Company comprises the following members:

Executive Directors

- Mr. Chin Wai Keung, Richard (*Chairman*)
(appointed on 3 November 2006)
- Mr. So Wing Lok, Jonathan
(appointed on 29 March 2007)
- Mr. Lo Wing Keung
(appointed on 29 March 2007)
- Mr. Fung Yu Hing, Allan
- Mr. Fung Yee Sang
- Mr. Chow Alvin Chiyiu
(appointed on 9 March 2007)
- Mr. Ling Macadam
(appointed on 9 March 2007)
- Ms. Leung Siu Kuen, Janet
(resigned on 3 November 2006)
- Mr. Au Lik Man, Simon
(resigned on 3 November 2006)
- Mr. Tso Kin Nam
(appointed on 3 November 2006 and resigned on 9 March 2007)

企業管治常規

本公司認同，建立及落實良好企業管治準則，對有效達到其企業宗旨及迎合股東之期望很有幫助。本公司董事會（「董事會」）於截至二零零七年三月三十一日止整個年度已引用香港聯合交易所有限公司（「聯交所」）創業板證券上市規則（「創業板上市規則」）中之企業管治常規守則（「企業管治常規守則」）之原則並遵守其規定，惟若干有關董事輪替及本公司主席與行政總裁職務由同一人擔任的輕微偏離除外。現行常規將定期檢討及更新，以跟從企業管治之最新常規。

董事進行之證券交易

本公司已採納創業板上市規則第5.48至5.67條所載規則，作為董事買賣本公司證券之守則。全體董事已確認，彼等於全年內已遵循創業板上市規則第5.48至5.67條載列之規定準則。

董事會

本公司董事會由下列成員組成：

執行董事

- 錢偉強先生 (*主席*)
(於二零零六年十一月三日獲委任)
- 蘇永樂先生
(於二零零七年三月二十九日獲委任)
- 盧永強先生
(於二零零七年三月二十九日獲委任)
- 馮懿卿先生
- 馮懿生先生
- 周之耀先生
(於二零零七年三月九日獲委任)
- 林雄斌先生
(於二零零七年三月九日獲委任)
- 梁少娟女士
(於二零零六年十一月三日辭任)
- 區力民先生
(於二零零六年十一月三日辭任)
- 曹建南先生
(於二零零六年十一月三日獲委任及於二零零七年三月九日辭任)



Corporate Governance Report 企業管治報告

Non-Executive Directors

Dr. Lo Wing Yan, William, JP
(resigned on 3 November 2006)

Ms. Fung Suen Lai, Jacqueline
(resigned on 3 November 2006)

Independent Non-executive Directors

Mr. Chow Shiu Ki
(appointed on 3 November 2006)

Mr. Hung Tik
(appointed on 3 November 2006)

Mr. Shum Man Ching
(appointed on 31 May 2007)

Mr. Lam Wai Leung
(appointed on 3 November 2006 and
resigned on 31 May 2007)

Mr. Chau Stephen
(resigned on 3 November 2006)

Mr. Chan Koon Chung, Johnny
(resigned on 3 November 2006)

Mr. Hui Kwok Wah
(resigned on 3 November 2006)

The Board is responsible for the leadership and control of the Company. It also oversees the Group's business, strategic decisions and directions, and performances including an oversight of the management of the Group. The management of the Group has been delegated with the authority and responsibility by the Board for the general and day-to-day management of the Group. In addition, the Board has also delegated various responsibilities to other committees. Further details of the committees are set out in this report.

非執行董事

盧永仁博士，太平紳士
(於二零零六年十一月三日辭任)

馮宣妮小姐
(於二零零六年十一月三日辭任)

獨立非執行董事

周肇基先生
(於二零零六年十一月三日獲委任)

洪迪先生
(於二零零六年十一月三日獲委任)

岑文禎先生
(於二零零七年五月三十一日獲委任)

林惟良先生
(於二零零六年十一月三日獲委任及於
二零零七年五月三十一日辭任)

鄒世龍先生
(於二零零六年十一月三日辭任)

陳冠中先生
(於二零零六年十一月三日辭任)

許國華先生
(於二零零六年十一月三日辭任)

董事會負責本公司之領導及監管，亦監督本集團之業務、策略決定及方向，以及表現，包括監督本集團之管理層。本集團管理層就本集團之一般日常管理獲董事會授出授權及職責。另外，董事會亦向其他委員會授出不同職責。該等委員會之其他詳情載於本報告。



Corporate Governance Report

企業管治報告

Pursuant to Article 116 of the articles of association of the Company, Mr. Fung Yu Hing Allan and Mr. Fung Yee Sang shall retire by rotation at the forthcoming annual general meeting of the Company (the "Annual General Meeting") and they have confirmed that they will not offer themselves for re-election at the Annual General Meeting. Pursuant to Article 99 of the articles of association of the Company applicable at the relevant time of appointment, Mr. Chin Wai Keung Richard, Mr. So Wing Lok Jonathan, Mr. Lo Wing Keung, Mr. Ling Macadam, Mr. Chow Alvin Chiyiu, Mr. Hung Tik, Mr. Shum Man Ching and Mr. Chow Shiu Ki shall retire at the Annual General Meeting, and being eligible, will offer themselves for re-election at the Annual General Meeting, except Mr. Ling Macadam who have confirmed that he will not offer himself for re-election.

The Board meets regularly to discuss the Company's affairs and operations. During the financial year ended 31 March 2007, the Board held 4 regular Board meetings (within the meaning of the CG code) at approximately quarterly interval and 26 Board meetings which were convened when board-level decisions on particular matters were required. The attendance record of each member of the Board is set out below:

Executive Directors

Mr. Chin Wai Keung, Richard (<i>Chairman</i>) (appointed on 3 November 2006)	24/24
Mr. So Wing Lok, Jonathan (appointed on 29 March 2007)	0/0
Mr. Lo Wing Keung (appointed on 29 March 2007)	0/0
Mr. Fung Yu Hing, Allan	24/30
Mr. Fung Yee Sang	29/30
Mr. Chow Alvin Chiyiu (appointed on 9 March 2007)	2/3
Mr. Ling Macadam (appointed on 9 March 2007)	2/3
Ms. Leung Siu Kuen, Janet (resigned on 3 November 2006)	5/6
Mr. Au Lik Man, Simon (resigned on 3 November 2006)	3/6
Mr. Tso Kin Nam (appointed on 3 November 2006 and resigned on 9 March 2007)	4/21

根據本公司組織章程細則第116條，馮懿卿先生及馮懿生先生須於應屆股東週年大會（「股東週年大會」）輪值告退，彼等已確認不會於股東週年大會膺選連任。根據於相關委任時間適用之本公司組織章程細則第99條，錢偉強先生、蘇永樂先生、盧永強先生、林雄斌先生、周之耀先生、洪迪先生、岑文禎先生及周肇基先生將於股東週年大會上退任，惟彼等符合資格且願意於股東週年大會膺選連任（惟林雄斌先生除外，彼已確認將不會膺選連任）。

董事會定期舉行會議，商討本公司之事務及運作。於截至二零零七年三月三十一日止財政年度，董事會曾舉行四次董事會定期會議（定義見企業管治常規守則），約為每季舉行一次，並已舉行二十六次董事會會議，以便就特定事宜作出董事會之決定。董事會各成員之出席紀錄如下：

執行董事

錢偉強先生 (<i>主席</i>) (於二零零六年十一月三日獲委任)	24/24
蘇永樂先生 (於二零零七年三月二十九日獲委任)	0/0
盧永強先生 (於二零零七年三月二十九日獲委任)	0/0
馮懿卿先生	24/30
馮懿生先生	29/30
周之耀先生 (於二零零七年三月九日獲委任)	2/3
林雄斌先生 (於二零零七年三月九日獲委任)	2/3
梁少娟女士 (於二零零六年十一月三日辭任)	5/6
區力民先生 (於二零零六年十一月三日辭任)	3/6
曹建南先生 (於二零零六年十一月三日獲委任 及於二零零七年三月九日辭任)	4/21



Corporate Governance Report

企業管治報告

Non-Executive Directors

Dr. Lo Wing Yan, William, JP (resigned on 3 November 2006)	2/6
Ms. Fung Suen Lai, Jacqueline (resigned on 3 November 2006)	5/6

Independent Non-executive Directors

Mr. Chow Shiu Ki (appointed on 3 November 2006)	5/24
Mr. Hung Tik (appointed on 3 November 2006)	5/24
Mr. Shum Man Ching (appointed on 31 May 2007)	0/0
Mr. Lam Wai Leung (appointed on 3 November 2006 and resigned on 31 May 2007)	1/24
Mr. Chau Stephen (resigned on 3 November 2006)	2/6
Mr. Chan Koon Chung, Johnny (resigned on 3 November 2006)	3/6
Mr. Hui Kwok Wah (resigned on 3 November 2006)	2/6

Mr. Fung Yu Hing, Allan is the elder brother of Mr. Fung Yee Sang, both are executive Directors of the Company. Mr. So Wing Lok Jonathan is the president and director of, Mr. Chow Alvin Chiyui is the business analyst of, and Mr. Ling Macadam is the production director of Jijiang Company Limited, which is specialised on toys and garments.

Each of the current non-executive Directors (all being independent non-executive Directors) has entered into a service contract with the Company on 2 April 2007 (except Mr. Shum Man Ching who entered into a service contract with the Company on 31 May 2007 (being the date of his appointment as an independent non-executive Director)), with a fixed term of office of 1 year. Such service contract is automatically renewable for successive terms of one year unless terminated by either party by one month's written notice to the other party and is subject to rotation and re-election provisions in the articles of association of the Company.

All independent non-executive Directors are considered to be independent by the Board as the Board has received from each independent non-executive Director his annual confirmation on independence as required by the GEM Listing Rules.

非執行董事

盧永仁博士，太平紳士 (於二零零六年十一月三日辭任)	2/6
馮宣妮小姐 (於二零零六年十一月三日辭任)	5/6

獨立非執行董事

周肇基先生 (於二零零六年十一月三日獲委任)	5/24
洪迪先生 (於二零零六年十一月三日獲委任)	5/24
岑文禎先生 (於二零零七年五月三十一日獲委任)	0/0
林惟良先生 (於二零零六年十一月三日獲委任及 於二零零七年五月三十一日辭任)	1/24
鄒世龍先生 (於二零零六年十一月三日辭任)	2/6
陳冠中先生 (於二零零六年十一月三日辭任)	3/6
許國華先生 (於二零零六年十一月三日辭任)	2/6

馮懿卿先生為馮懿生先生之胞兄，兩人均為本公司之執行董事。蘇永樂先生、周之耀先生及林雄斌先生分別為基江有限公司(其專營玩具及成衣業務)之總裁兼董事、業務分析員及製作部總監。

各現任非執行董事(全部均為獨立非執行董事)已於二零零七年四月二日與本公司訂立服務合約(惟岑文禎先生除外，彼於二零零七年五月三十一日(即彼獲委任為獨立非執行董事之日)與本公司訂立服務合約)，任期固定為一年。該等服務合約可自動多次續期一年，除非任何一方向另一方發出一個月書面通知予以終止，而有關董事亦須根據本公司之組織章程細則內條文輪值告退及膺選連任。

董事會已獲得各獨立非執行董事根據創業板上市規則規定就獨立性給予的年度確認函，因此，董事會認為所有獨立非執行董事均具獨立性。



Corporate Governance Report

企業管治報告

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Under A.2.1 the CG Code, the roles of chairman and chief executive officer should be separated.

The Company has achieved a high level of compliance with the CG Code except for the separation of the roles of chairman and chief executive officer for reasons as stated below. Mr. Chin Wai Keung, Richard, is serving the roles of both chairman and chief executive officer of the Company.

The abovementioned deviation from the CG code was discussed and were approved by the Board based on the following reasons:

- The Company size is still relatively small and thus not justified in separating the roles of chairman and chief executive officer.
- The Group has in place internal controls to perform the check and balance functions.

Mr. Chin Wai Keung, Richard is primarily responsible for leading the Board in setting strategic decision and policies direction and also ensuring the effectiveness of management in execution of the strategy approved by the Board. Responsibilities for general and day-to-day operations of the Group lie with the other Executive Directors and management of the Group and each business unit thereof.

Thus, the Company considers the fact that the roles of both the chairman and chief executive officer are being exercised by the same individual will not impair the balance of power and authority between the Board and the management of the Company.

ROTATION OF DIRECTORS

Under provision of A.4.2 of the CG Code, every director should be subject to retirement by rotation at least once every three years. Although the existing articles of association of the Company do not have exact provisions to this effect, they do however provide that one-third of the Directors shall retire from office by rotation and the Directors to retire in every year shall be those who have been longest in office since their last election. The actual operation of the aforesaid provisions of the existing articles of association of the Company should in principle result in each Director being subject to retirement by rotation at least once every three years. Considered in this perspective, the Company has substantially complied with the CG Code regarding the requirement that every director should be subject to retirement by rotation at least once every three years. In addition, the Board will ensure that the provision of A.4.2 of the CG Code will be complied with in practice.

主席及行政總裁

根據企業管治常規守則條文A.2.1，主席及行政總裁之職能須予區分。

本公司在遵守企業管治常規守則方面已達到高水平，惟基於下述原因並無區分主席及行政總裁之職務。錢偉強先生現身兼本公司主席及行政總裁職務。

上述偏離企業管治常規守則之事項已經由董事會討論及批准，原因如下：

- 本公司規模相對仍然較小，故不足以分開主席及行政總裁職能。
- 本集團已設立內部監控制度，執行監察與制衡之功能。

錢偉強先生主要負責領導董事會、制定策略決策及政策方向，並確保管理層有效執行董事會所批准策略。本集團之一般及日常業務責任由其他執行董事及本集團管理層及各業務單元負責。

因此，本公司認為由同一人士擔任主席及行政總裁職務不會損害董事會及本公司管理層之間之權力及授權平衡。

董事輪值告退

根據企業管治常規守則條文A.4.2，各董事均須每三年最少輪值告退一次。雖然本公司現行組織章程細則並無具備此效力之具體條文，惟已規定須要有三分之一董事輪值告退，而每年告退之董事均須為對上一次當選以來在任最久者。本公司現行組織章程細則中之上述條文之實際運作在原則上將導致各董事均須每三年最少輪值告退一次。考慮到此觀點後，本公司已大致上遵循企業管治常規守則內有關各董事均須每三年最少輪值告退一次之規定。此外，董事會將確保企業管治常規守則條文A.4.2將按章遵行。



Corporate Governance Report

企業管治報告

REMUNERATION OF DIRECTORS

The remuneration committee of the Company (the "Remuneration Committee") was established in March 2006 and currently consists of five members of which two are executive Directors, namely, Mr. Fung Yu Hing, Allan and Mr. Fung Yee Sang, and three independent non-executive Directors, namely, Mr. Chow Shiu Ki, Mr. Hung Tik and Mr. Shum Man Ching. Mr. Chow Shiu Ki is the chairman of the Remuneration Committee.

The roles and functions of the Remuneration Committee are set out in the written terms of reference of the Remuneration Committee which include the determination of the specific remuneration packages of all executive Directors, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment, making recommendations to the Board as to the remuneration of the non-executive Directors and to review and approve performance-based remuneration.

The Remuneration Committee held one meeting during the financial year ended 31 March 2007. Details of the attendance are as follow:

	Number of attendance		出席次數
Mr. Fung Yu Hing, Allan	1/1	馮懿卿先生	1/1
Mr. Fung Yee Sang	1/1	馮懿生先生	1/1
Mr. Chow Shiu Ki (appointed on 3 November 2006)	1/1	周肇基先生 (於二零零六年十一月三日獲委任)	1/1
Mr. Hung Tik (appointed on 3 November 2006)	1/1	洪迪先生 (於二零零六年十一月三日獲委任)	1/1
Mr. Lam Wai Leung (appointed on 3 November 2006 and resigned on 31 May 2007)	0/1	林惟良先生 (於二零零六年十一月三日獲委任及 於二零零七年五月三十一日辭任)	0/1
Mr. Shum Man Ching (appointed on 31 May 2007)	0/0	岑文禎先生 (於二零零七年五月三十一日獲委任)	0/0

At the said meeting, the Remuneration Committee reviewed the remuneration packages of the Directors and resolved that the same were in line with normal market standard.

The executive Directors are responsible for reviewing all relevant remuneration data and market conditions as well as the performance of the individual and the profitability of the Company, and propose to the Remuneration Committee for consideration and approval, remuneration packages for Directors and senior management. The executive Directors, however, do not participate in determining their own remuneration packages.

董事酬金

本公司薪酬委員會(「薪酬委員會」)於二零零六年三月成立，現時有五名成員，計為兩名執行董事馮懿卿先生及馮懿生先生及三名獨立非執行董事周肇基先生，洪迪先生及岑文禎先生。周肇基先生為薪酬委員會主席。

薪酬委員會之職務及職能載列於薪酬委員會之書面職權範圍，包括釐定全體執行董事之特定酬金組合(包括實物利益、退休金權利及補償金(包括離職或撤職或委任補償))、就非執行董事之酬金向董事會提出建議及審閱及批准表現掛鈎酬金。

薪酬委員會於截至二零零七年三月三十一日止財政年度舉行一次會議，會議出席詳情如下：

於上述會議，薪酬委員會審閱董事之酬金組合，並認為酬金組合符合市場標準。

執行董事負責審閱所有相關酬金數據及市況以及個別人士之表現及本公司之溢利水平，並向薪酬委員會呈交董事及高級管理人員之酬金組合以供考慮及批准。然而，執行董事將不會參與釐定彼等本身之酬金組合。



Corporate Governance Report

企業管治報告

For the financial year ended 31 March 2007, the remuneration of Directors and senior management or the Group was determined with reference to the performance and profitability of the Company as well as remuneration benchmarks from other local and international companies similar to the Company and the prevailing market conditions which is consistent with the principles applied in the past. Directors and employees also participate in bonus arrangements determined in accordance with the performance of the Group and the individual's performance.

Details of Directors' emoluments for the financial year ended 31 March 2007 are set out in the note 10 to the financial statements.

NOMINATION OF DIRECTOR

No nomination committee was established by the Company.

According to the Articles of Association, the Board has the power from time to time and at any time to appoint any person as Director either to fill a casual vacancy or as an addition to the Board. In assessing nomination of new Directors, the Board takes into account a nominee's qualifications, ability and potential contribution to the Company. Therefore, nomination of new Directors will be made by the Board based on the need of the Company and the expertise, experience and potential contribution of individual candidate. Members of the Board will also be invited to nominated suitable candidate for consideration by the Board.

During the financial year ended 31 March 2007, the Board has met 3 times in connection with the nomination and appointment of new Directors. Details of the attendance of the 3 Board meetings in relation to the nomination and appointment of new Directors are as follows:

	Number of attendance		出席次數
Mr. Chin Wai Keung, Richard (<i>Chairman</i>) (appointed on 3 November 2006)	2/2	錢偉強先生 (主席) (於二零零六年十一月三日獲委任)	2/2
Mr. Fung Yu Hing, Allan	3/3	馮懿卿先生	3/3
Mr. Fung Yee Sang	3/3	馮懿生先生	3/3
Mr. Chow Alvin Chiyiu (appointed on 9 March 2007)	1/1	周之耀先生 (於二零零七年三月九日獲委任)	1/1
Mr. Ling Macadam (appointed on 9 March 2007)	1/1	林雄斌先生 (於二零零七年三月九日獲委任)	1/1

Save as mentioned above, none of the other Directors attended the aforesaid meetings involving nomination and appointment of new directors.

Pursuant to the aforementioned, 3 Board meetings in relation to the nomination and appointment of new Directors, the Board appointed Mr. Chin Wai Keung Richard, Mr. So Wing Lok Jonathan, Mr. Lo Wing Keung, Mr. Chow Alvin Chiyiu, Mr. Ling Macadam and Mr. Tso Kin Nam as executive Directors and Mr. Chow Shiu Ki, Mr. Hung Tik and Mr. Lam Wai Leung as independent non-executive Directors.

截至二零零七年三月三十一日止財政年度本集團董事及高級管理人員之酬金乃參考本公司之表現及溢利水平，與本公司同類性質之本地及國際公司之酬金基準及當前市況，這與過往所用原則貫徹一致。董事及僱員亦可參與按本集團表現及個別人士之表現而釐定之花紅安排。

董事於截至二零零七年三月三十一日止財政年度之酬金詳情載於財務報表附註10。

提名董事

本公司並無成立提名委員會。

根據本公司之組織章程細則，董事會有權不時及隨時委任任何人士出任董事，以填補臨時空缺或作為新增董事會成員。於評估新任董事之提名時，董事會考慮被提名人士之資歷、能力及對本公司之潛在貢獻。因此，提名新董事將由董事會根據本公司之需要以及個別候選人之專業知識及經驗而作出。董事會成員亦將獲邀提名合適候選人供董事會考慮。

於截至二零零七年三月三十一日止財政年度，董事會曾舉行三次會議以便處理新董事之提名及委任。有關提名新董事之三次董事會會議出席詳情如下：

除以上所述者外，並無其他董事出席上述涉及提名及委任新董事之會議。

根據上文所述，於有關提名及委任新董事之三次會議上，董事會委任錢偉強先生、蘇永樂先生、盧永強先生、周之耀先生、林雄斌先生及曹建南先生為執行董事，以及周肇基先生、洪迪先生及林惟良先生為獨立非執行董事。



Corporate Governance Report

企業管治報告

AUDITOR'S REMUNERATION

For the year ended 31 March 2007, the total remuneration in respect of audit services provided by the auditors of the Company, CCIF CPA Limited, was HK\$400,000. Other non-audit service of HK\$80,000 was provided by the auditors during the year.

AUDIT COMMITTEE

The audit committee of the Company (the "Audit Committee") currently comprises three members of which are independent non-executive Directors, namely, Mr. Chow Shiu Ki, Mr. Hung Tik and Mr. Shum Man Ching. The chairman of the Audit Committee is Mr. Chow Shiu Ki. The written terms of reference of the Audit Committee sets out the duties of the Audit Committee which includes reviewing and supervising the financial reporting and internal controls procedures of the Group and to review and approve the Company's annual reports and accounts, interim report and quarterly reports to the Board.

The Audit Committee held 4 meetings during the financial year ended 31 March 2007. Details of the attendance of the Audit Committee meetings are as follows:

Number of Attendance		出席次數	
Mr. Chau Stephen (Resigned on 3 November 2006)	2/2	鄒世龍先生 (於二零零六年十一月三日辭任)	2/2
Dr. Lo Wing Yan, William, JP (Resigned on 3 November 2006)	1/2	盧永仁博士，太平紳士 (於二零零六年十一月三日辭任)	1/2
Mr. Chan Koon Chung, Johnny (Resigned on 3 November 2006)	2/2	陳冠中先生 (於二零零六年十一月三日辭任)	2/2
Mr. Hui Kwok Wah (Resigned on 3 November 2006)	2/2	許國華先生 (於二零零六年十一月三日辭任)	2/2
Mr. Chow Shiu Ki (appointed on 3 November 2006)	2/2	周肇基先生 (於二零零六年十一月三日獲委任)	2/2
Mr. Hung Tik (appointed on 3 November 2006)	2/2	洪迪先生 (於二零零六年十一月三日獲委任)	2/2
Mr. Lam Wai Leung (appointed on 3 November 2006 and resigned on 31 May 2007)	1/2	林惟良先生 (於二零零六年十一月三日獲委任及 於二零零七年五月三十一日辭任)	1/2
Mr. Shum Man Ching (appointed on 31 May 2007)	0/0	岑文禎先生 (於二零零七年五月三十一日 獲委任)	0/0

核數師酬金

於截至二零零七年三月三十一日止年度，本公司核數師陳葉馮會計師事務所有限公司所提供之審計服務之酬金為400,000港元。年內核數師亦提供價值80,000港元之其他非審計服務。

審核委員會

本公司審核委員會(「審核委員會」)現有三名成員，計為三名獨立非執行董事周肇基先生、洪迪先生及岑文禎先生。審核委員會主席為周肇基先生。審核委員會之書面職權範圍載有審核委員會之主要職務，包括檢討及監督本集團之財務申報及內部監控程序，並審閱及批准本公司之年報及賬目、中期報告及季度報告。

審核委員會於截至二零零七年三月三十一日止財政年度內曾舉行四次會議。審核委員會會議之出席詳情如下：



Corporate Governance Report

企業管治報告

The Audit Committee has reviewed the Group's unaudited quarterly and interim results and annual audited results for the financial year ended 31 March 2007 and also reviewed the system of internal control of the Group in accordance with provision C.2.1 of the CG Code. The Audit Committee was of the opinion that the preparation of such results complied with the applicable accounting standards and requirements and that adequate disclosures have been made and is of the view that the system of internal control of the Group is sufficient to safeguard the interests of the Group.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

The Directors acknowledged their responsibilities for the preparation of the financial statements, which give a true and fair view, and to be prepared in accordance with the statutory requirements, and applicable standard and issued in a timely manner. The Auditors are responsible for forming an independent opinion, based on the audit, on the financial statements prepared by the Directors and report the opinion solely to the shareholders of the Company.

The Directors, having made appropriate enquiries, consider that the Group has adequate resources to continue in operational existence for the foreseeable future and that, for this reason, it is appropriate to adopt the going concern basis in preparing the financial statements.

The statement of the Auditors of the Company about their reporting responsibilities on the financial statements of the Group is set out in the Auditors' Report on pages 35 to 36.

REVIEW OF INTERNAL CONTROL SYSTEM

The Board has overall responsibility for the system of internal controls of the Group and for reviewing its effectiveness and the Board has conducted a review of the effectiveness of the system of internal control of the Group in accordance with provision C.2.1 of the CG Code and is of the view that the system of internal control of the Group is sufficient to safeguard the interests of the Group. The duties of the Audit Committee also includes reviewing and supervising the internal control procedures of the Group.

審核委員會已審閱本集團之未經審核季度及中期業績與截至二零零七年三月三十一日止年度之經審核年度財務業績，並已根據企業管治常規守則條文C.2.1檢討本集團之內部監控系統。審核委員會認為該等業績已根據適用會計準則及規定而編撰，並已作出充份披露，並且認為本集團之內部監控系統可充份保障本集團之利益。

董事及核數師各自之責任

董事了解彼等須負責編製真實而公平之財務報表，有關財務報表乃根據法定規定及適用披露標準而編製，並且適時發佈。核數師則須負責根據審核工作之結果，對董事所編製之財務報表表達獨立之意見，並僅向整體股東報告。

董事於作出適當查詢後，認為本集團有足夠資源於可見將來持續經營，按此原因，編製財務報表時採納持續經營基準乃屬恰當。

本公司核數師就彼等對本集團財務報表之申報責任之聲明載於第35頁至第36頁之核數師報告內。

檢討內部監控系統

董事會對本集團之內部監控系統負有整體責任，並須檢討其是否有效，而董事會已根據企業管治常規守則條文C.2.1之規定就本集團之內部監控系統進行檢討，並認為本集團之內部監控系統足以維護本集團利益。審核委員會之職責亦包括審閱及監察本集團之內部監控程序。



Biographies of Directors and Senior Management

董事及高級管理層履歷

EXECUTIVE DIRECTORS

Mr. Chin Wai Keung, Richard, aged 58, an executive Director of the Company, is the chairman of the Company since 22 January 2007. He has over 29 years of extensive management experience in trading, contracting and finance business and over 12 years of experience in the positions of managing director of multi-national corporations.

Mr. Chin was the deputy chairman and an executive director of Dickson Group Holdings Limited, a listed company on the Stock Exchange (Stock Code: 313) between 2002 and 2004. Mr. Chin was appointed as an executive director in December 2000, re-designated as non-executive director in April 2001 and resigned in December 2001 from Hung Fung Group Holdings Limited (name subsequently changed to Xin Corporation Ltd.) (Stock Code: 1141), a Bermuda incorporated company principally engaged in the designing, manufacturing and selling of toys then. Mr. Chin was as an executive director of Mansion Holdings Limited (name subsequently changed to Sun Innovation Holdings Ltd.) (Stock Code: 547), a Bermuda incorporated company principally engaged in the business of fire safety.

執行董事

錢偉強先生，58歲，為本公司執行董事，自二零零七年一月二十二日起出任本公司主席，於貿易、承包及融資業務方面擁有逾29年之豐富管理經驗，並於擔任跨國企業董事總經理職務方面擁有逾12年經驗。

錢先生於二零零二年至二零零四年為聯交所上市公司德信集團控股有限公司（股份代號：313）之副主席兼執行董事。錢先生於二零零零年十二月獲委任為雄豐集團控股有限公司（其後易名為新創綜合企業有限公司）（股份代號：1141）之執行董事，並於二零零一年四月調任為非執行董事及於二零零一年十二月辭任。該公司為一間於百慕達註冊成立之公司，當時主要從事設計、製造及銷售玩具。錢先生曾擔任民信集團有限公司（其後易名為奧亮集團有限公司）（股份代號：547）之執行董事。該公司為一間於百慕達註冊成立之公司，當時主要從事防火安全業務。



Biographies of Directors and Senior Management **董事及高級管理層履歷**

Mr. So Wing Lok, Jonathan, aged 41, an Executive Director of the Company and the director of Datewell Limited and Slightly Off Beat Animation Entertainment Limited, both are subsidiaries of the Company. Mr. So has accumulated over 20 years of experience in overseas and China business development and merchandizing business such as manufacturing quality toys and premium. Mr. So was the chairman of Yau Fat Toys (Shenzhen) Company Limited between 1988 – 2003. Currently, Mr. So is the president and the director of Jijiang Company Limited, Jijiang Textile Arts and Crafts Company Limited, USJHI Corporation, Glory Team Industrial Limited and Global Source Merchandising Pte Limited, all of which are private companies. Since 2006, Mr. So also worked for Creative Power Entertaining Company Limited a subsidiary of the Company.

Mr. So is the president and director of Jijiang Company Limited and is a colleague of Mr. Chow Alvin Chiyiu and Mr. Ling, Macadam, both are executive directors of the Company and the business analyst and the production director of Jijiang Company Limited, respectively.

Mr. Lo Wing Keung, aged 48, an Executive Director of the Company and the director of Datewell Limited, Slightly Off Beat Animation Entertainment Limited and 廣州原創動力動畫設計有限公司, both are subsidiaries of the Company. Mr. Lo graduated from the Open Institute of East Asia University of Macau with a Bachelor Degree on Department of Literature, History and Philosophy. Mr. Lo has over 28 years of experience in the entertainment, broadcasting and animation industries. Mr. Lo worked in Television Broadcast Limited, Radio Hong Kong and Asia Television Limited, Production President of Zhaoli Entertaining Making Company Limited and Zhongtian Spreading Company Limited, an animation production company. Since 2006, Mr. Lo joined Creative Power Entertaining Company Limited, a subsidiary of the Company. Mr. Lo is also a renowned lyric composer of over 400 songs developed for popular artists in Hong Kong.

蘇永樂先生，41歲，為本公司執行董事及為本公司附屬公司Datewell Limited及Slightly Off Beat Animation Entertainment Limited之董事。蘇先生在海外與中國業務開發以及採購業務(如製造優質玩具及禮品)方面積逾20年經驗。蘇先生於一九八八年至二零零三年期間曾任友發玩具(深圳)有限公司之主席。蘇先生現為基江有限公司、上海基江紡織工藝品有限公司、USJHI Corporation、添耀實業有限公司及Global Source Merchandising Pte Limited之董事，所有公司均為私人公司。自二零零六年起，蘇先生加盟本公司附屬公司香港原創動力文化傳播有限公司。

蘇先生為基江有限公司之總裁兼董事，基江有限公司與本公司執行董事周之耀先生及林雄斌先生均為基江有限公司同事，兩人分別為基江有限公司之業務分析師及製作部總監。

盧永強先生，48歲，為本公司執行董事，亦為Datewell Limited及本公司兩間附屬公司Slightly Off Beat Animation Entertainment Limited及廣州原創動力動畫設計有限公司之董事。盧先生畢業於澳門東亞大學公開學院，並取得文學、歷史及哲學系學士學位。盧先生在娛樂、廣播及動畫行業積逾28年經驗。盧先生曾於電視廣播有限公司、香港電台及亞洲電視有限公司任職，並為動畫製作公司兆立娛樂製作有限公司及中天傳播有限公司之製作部總監。自二零零六年起，盧先生加盟本公司附屬公司香港原創動力文化傳播有限公司。盧先生是著名填詞人，為超過400首香港流行歌手流行歌曲之填詞人。



Biographies of Directors and Senior Management

董事及高級管理層履歷

Mr. Fung Yu Hing, Allan, aged 57, is an executive Director, member of the remuneration committee of the Company and the founder of the Group. Mr. Allan Fung was educated in the field of Communication Arts at Mohawk College in Canada and Film Studies at Southern Methodist University in the U.S.. He started his film production career in 1973, and has produced a number of award-winning programmes, such as "The Tale of Walled City" and "Good Morning Sir" which earned global recognition from the International Film & TV Festival of New York in 1982 and London Film Festival in 1981 respectively. He has also been a member of the Hong Kong Directors' Guild since its establishment in 1988 and had been a member of its executive committee from 1989 to 1994. He had also been a member of the Hong Kong Film Advisory Board from 1995 to 1998 and Hong Kong Film Archive honorary adviser from 1993 to 1996.

Mr. Fung Yee Sang, aged 52, is an executive Director and member of remuneration committee of the Company. He has extensive experience and knowledge in administration management and business development. Mr. Fung graduated from Mohawk College in Canada majoring in business administration. Prior to joining the Group in July 2001, Mr. Fung worked for The Clearwater Bay Golf and Country Club from 1978 to 1983. His last position held was finance and administration manager. Upon completion of his five-year employment there, Mr. Fung established his own business covering import, retailing and wholesaling of fruits. Mr. Fung is the younger brother of Mr. Allan Fung.

Mr. Chow Alvin Chiyiu, aged 27, an executive Director. Mr. Chow graduated from the University of Wisconsin – Madison in the United States in year 2002 with double Bachelor of Science degrees in Computer Engineering and Computer Science. Immediately after his graduation, Mr. Chow had worked in application software development for business from concept and planning to execution and deployment at USJHI Corporation in the United States. In August 2004, Mr. Chow joined Jijiang Company Limited. Specializing in toys and garments as a director assistant. Mr. Chow has since participated in the animation business and is actively involved in marketing and business development of the Group.

馮懿卿先生，57歲，為執行董事、本公司薪酬委員會成員及本集團創辦人。馮懿卿先生分別於加拿大 Mohawk College 及美國 Southern Methodist University 修讀傳理學及電影學。彼於一九七三年開始其電影製作事業，曾製作多部獲全球認同的得獎影片，如「The Tale of Walled City」及「Good Morning Sir」，分別於一九八二年 International Film & TV Festival of New York 及一九八一年倫敦電影節獲頒殊榮。香港電影導演會自一九八八年成立以來，馮先生一直為該會成員，並於一九八九年至一九九四年間擔任該會執行委員會成員。彼於一九九五年至一九九八年間為 Hong Kong Film Advisory Board 成員，並於一九九三年至一九九六年出任香港電影資料館榮譽顧問。

馮懿生先生，52歲，為執行董事及本公司薪酬委員會成員。彼於行政管理及業務發展方面擁有豐富經驗及知識。馮先生畢業於加拿大 Mohawk College，主修工商管理。於二零零一年七月加盟本集團前，馮先生曾於一九七八年至一九八三年間在清水灣鄉村俱樂部工作，離任前之職位為財務及行政經理。於該公司任職五年後，馮先生開始創立自己的事業，於水果進口、零售及批發業大展拳腳。馮先生乃馮懿卿先生之胞弟。

周之耀先生，27歲，為執行董事。周先生於二零零二年畢業於美國麥迪遜 University of Wisconsin，取得電腦工程及電腦科學雙科學士學位。彼於畢業後隨即於美國 USJHI Corporation 工作，負責開發業務應用軟件，所涉範疇涵蓋理論及計劃以至執行及應用。於二零零四年八月，周先生加入專營玩具及成衣之基江有限公司，擔任董事助理職務。自此，周先生開始投身動畫業務，並積極參與本集團之市場推廣及業務發展工作。



Biographies of Directors and Senior Management **董事及高級管理層履歷**

Mr. Ling Macadam, aged 39, an executive Director. Mr. Ling has accumulated more than 19 years of experience in the manufacturing industries. Mr. Ling started his career by joining Yau Fat Manufactory in 1987. Since then, he had worked for various subsidiaries of Jijiang Company Limited at senior production management level. Mr. Ling is now the production director of Jijiang Company Limited.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chow Shiu Ki, aged 39, an independent non-executive Director and the chairman of each of the audit committee and remuneration committee of the Company. Mr. Chow holds a Diploma in Business Studies and is a fellow member of The Association of Chartered Certified Accountants and an associate member of The Hong Kong Institute of Certified Public Accountants. Mr. Chow has accumulated more than 18 years of experience in the auditing, accounting and corporate finance areas. Mr. Chow started his career by joining KPMG in 1987 and had accumulated about 4 years professional auditing experience. Since then, he had worked for various private companies and listed companies, including Shun Tak Holdings Limited (Stock code: 242) from 2002 to 2004 and Wo Kee Hong (Holdings) Limited (Stock code: 720) from 1995 to 1999 at senior financial management level.

Mr. Hung Tik, aged 51, an independent non-executive Director and a member of each of audit committee and remuneration committee of the Company. Mr. Hung graduated from the Chinese University of Hong Kong with a bachelor degree. Mr. Hung is a seasoned professional with over 28 years of experience in the entertainment and broadcasting industries. Mr. Hung was involved in radio and television broadcasts in the early stage of his career. In 1984, Mr. Hung changed to develop his career in film production industry and at the same time acted as manager of certain local famous artists. In 1990, Mr. Hung joined EMI (Taiwan) as managing director and was later promoted to senior vice president (Greater China) of EMI (Asia Pacific), during which he had successfully packaged and promoted a number of famous artists including Eric Moo, Zhang Xinzhe, Zhang Yu, Gi Gi Leung, etc. In 2002, Mr. Hung further advanced his career by joining Universal Music Group, he is now the managing director of Universal Music Limited (Hong Kong & PRC).

林雄斌先生，39歲，為執行董事。林先生於製造業積累逾19年經驗。林先生於一九八七年加入友發製品廠，開始發展其事業。此後，彼曾於基江有限公司旗下多間附屬公司任職，出任高級生產管理人員職務。林先生現為基江有限公司之生產部經理。

獨立非執行董事

周肇基先生，39歲，為獨立非執行董事以及本公司審核委員會及薪酬委員會各自之主席。周先生持有商科文憑，並為英國特許公認會計師公會之資深會員及香港會計師公會之會員。周先生在核數、會計及企業融資範疇累積逾18年經驗。周先生之個人事業始於一九八七年加入畢馬威會計師事務所，在該處積累約四年之專業核數經驗。彼其後先後於多家私人公司及上市公司工作，包括由二零零二年至二零零四年於信德集團有限公司（股份代號：242）及由一九九五年至一九九九年於和記行（集團）有限公司（股份代號：720）擔任高級財務管理職務。

洪迪先生，51歲，為獨立非執行董事及本公司審核委員會及薪酬委員會各自之成員。洪先生畢業於香港中文大學並獲頒學士學位。洪先生為資歷深厚之專業人士，在娛樂及廣播業擁有逾28年經驗。洪先生在事業早期曾參與電台及電視廣播工作。於一九八四年，洪先生改投電影製作行業，同時擔任多位本港著名藝人之經理人。於一九九零年，洪先生加入EMI（台灣）出任董事總經理。稍後獲擢升為EMI（亞太區）高級副總裁（大中華），任內成功塑造及捧紅多個著名藝人，包括巫啟賢、張信哲、張宇、梁詠琪等。於二零零二年，洪先生之事業再邁進一步，加盟環球音樂集團，彼現為環球唱片有限公司董事總經理（香港及中國）。



Biographies of Directors and Senior Management

董事及高級管理層履歷

Mr. Shum Man Ching, aged 60, an independent non-executive Director, member of each of the audit and remuneration committee of the Company, has been in the legal profession for more than 20 years and is conversant with land law, conveyance and contract law. He graduated from the University of Hong Kong with a bachelor degree in Social Sciences. He has been qualified as a solicitor in Hong Kong since 1980 and is also admitted as solicitor by the Law Societies in England, Singapore and Australia. During the period from August 2003 to October 2004, he was the independent non-executive director of Dickson Group Holdings Limited (a listed public company on The Stock Exchange of Hong Kong Limited). He is currently the legal director of DTZ Debenham Tie Leung Limited.

SENIOR MANAGEMENT

Ms. Wong Hoi Yan, Audrey, is the chief financial officer of the Company, qualified accountant and company secretary of the Group. Ms. Wong holds a Master Degree of Corporate Finance from the Hong Kong Polytechnic University. She is a member of the America Institute of Certified Public Accountants and the Hong Kong Institute of Certified Public Accountants.

岑文禎先生，60歲，為獨立非執行董事，本公司審核委員會及薪酬委員會成員。彼投身法律界超過20年，精通土地法、轉易及契約法。彼畢業於香港大學，持有社會科學學士學位。彼於一九八零年取得香港之律師資格，並獲英格蘭、新加坡及澳洲之律師公會認可為律師。於二零零三年八月至二零零四年十月期間，彼乃德信集團控股有限公司（一家在香港聯合交易所有限公司上市之公眾公司）之獨立非執行董事。彼現任戴德梁行有限公司之法律總監。

高級管理層

黃凱欣小姐，為本集團財務總監、認可會計師兼公司秘書。黃小姐持有香港理工大學企業融資碩士學位。彼為美國會計師公會及香港會計師公會會員。



Directors' Report

董事會報告

The Directors present their annual report and the audited financial statements of the Company for the year ended 31 March 2007.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The activities of its subsidiaries are set out in note 39 to the Financial Statements.

RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 March 2007 are set out in the Consolidated Income Statement on page 37.

The Directors do not recommend the payment of a dividend.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in property, plant and equipment of the Group during the year are set out in note 14 to the Financial Statements.

SHARE CAPITAL

Details of movements in the share capital of the Company during the year are set out in note 28 to the Financial Statements.

FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 102 to 103.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the articles of association of the Company, or the laws of Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders of the Company.

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

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

董事謹此提呈本公司截至二零零七年三月三十一日止年度之年報及經審核財務報表。

主要業務

本公司之主要業務為投資控股。其附屬公司之業務載於財務報表附註39。

業績及股息

本集團截至二零零七年三月三十一日止年度業績載於第37頁之綜合收益表。

董事並不建議派發本年度之股息。

物業、廠房及設備

本集團之物業、廠房及設備於年內之變動詳情載於財務報表附註14。

股本

本公司股本於年內之變動詳情載於財務報表附註28。

財務摘要

前五個財政年度本集團業績及資產與負債之摘要載於本年報第102至103頁。

優先購買權

本公司之組織章程細則及開曼群島法例並無有關優先購買權之規定而使本公司須按比例向本公司現有股東提呈發售新股。

買賣或贖回本公司之上市證券

本公司及其附屬公司年內概無買賣或贖回本公司之上市證券。



Directors' Report

董事會報告

SHARE OPTIONS

Save as disclosed in note 32 to the financial statements, at no time during the year was the Company, or any of its subsidiaries, a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debt securities (including debentures) of, the Company or any other body corporate.

No share options were granted to or exercised by the Directors during the year.

DIRECTORS AND DIRECTORS' SERVICE CONTRACTS

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

Executive Directors

Mr. Chin Wai Keung, Richard (*Chairman*)
(appointed on 3 November 2006)

Mr. So Wing Lok, Jonathan
(appointed on 29 March 2007)

Mr. Lo Wing Keung
(appointed on 29 March 2007)

Mr. Fung Yu Hing, Allan

Mr. Fung Yee Sang

Mr. Chow Alvin Chiyui
(appointed on 9 March 2007)

Mr. Ling Macadam
(appointed on 9 March 2007)

Ms. Leung Siu Kuen, Janet
(resigned on 3 November 2006)

Mr. Au Lik Man, Simon
(resigned on 3 November 2006)

Mr. Tso Kin Nam
(appointed on 3 November 2006 and
resigned on 9 March 2007)

Non-Executive Directors

Dr. Lo Wing Yan, William, *JP*
(resigned on 3 November 2006)

Ms. Fung Suen Lai, Jacqueline
(resigned on 3 November 2006)

購股權

除財務報表附註32所披露外，本公司或其任何附屬公司於年內任何時間概無訂立任何安排致使董事可藉收購本公司或任何其他法人團體之股份或債務證券（包括債權證）而獲益。

年內概無董事獲授或行使購股權。

董事及董事服務合約

於本年度及直至本報告日期止在任之董事如下：

執行董事

錢偉強先生（主席）
(於二零零六年十一月三日獲委任)

蘇永樂先生
(於二零零七年三月二十九日獲委任)

盧永強先生
(於二零零七年三月二十九日獲委任)

馮懿卿先生

馮懿生先生

周之耀先生
(於二零零七年三月九日獲委任)

林雄斌先生
(於二零零七年三月九日獲委任)

梁少娟女士
(於二零零六年十一月三日辭任)

區力民先生
(於二零零六年十一月三日辭任)

曹建南先生
(於二零零六年十一月三日獲委任及
於二零零七年三月九日辭任)

非執行董事

盧永仁博士，*太平紳士*
(於二零零六年十一月三日辭任)

馮宣妮小姐
(於二零零六年十一月三日辭任)



Directors' Report

董事會報告

Independent Non-executive Directors

- Mr. Chow Shiu Ki
(appointed on 3 November 2006)
- Mr. Hung Tik
(appointed on 3 November 2006)
- Mr. Shum Man Ching
(appointed on 31 May 2007)
- Mr. Lam Wai Leung
(appointed on 3 November 2006 and
resigned on 31 May 2007)
- Mr. Chau Stephen
(resigned on 3 November 2006)
- Mr. Chan Koon Chung, Johnny
(resigned on 3 November 2006)
- Mr. Hui Kwok Wah
(resigned on 3 November 2006)

Pursuant to article 116 of the articles of association of the Company, Mr. Fung Yu Hing Allan and Mr. Fung Yee Sang shall retire by rotation at the forthcoming annual general meeting of the company and they have confirmed that they will not offer themselves for re-election at such annual general meeting. Pursuant to Article 99 of the articles of association of the Company applicable at the relevant time of appointment, Mr. Chin Wai Keung Richard, Mr. So Wing Lok Jonathan, Mr. Lo Wing Keung, Mr. Chow Alvin Chiyiu, Mr. Ling Macadam, Mr. Chow Shiu Ki, Mr. Hung Tik and Mr. Shum Man Ching shall retire at such forthcoming annual general meeting, and being eligible, will offer themselves for re-election, except Mr. Ling Macadam who will not offer himself for re-election at such forthcoming annual general meeting.

The Company has received annual confirmation of independence from each of the independent non-executive Directors and as at the date of this report still considers them to be independent.

獨立非執行董事

- 周肇基先生
(於二零零六年十一月三日獲委任)
- 洪迪先生
(於二零零六年十一月三日獲委任)
- 岑文禎先生
(於二零零七年五月三十一日獲委任)
- 林惟良先生
(於二零零六年十一月三日獲委任及
於二零零七年五月三十一日辭任)
- 鄒世龍先生
(於二零零六年十一月三日辭任)
- 陳冠中先生
(於二零零六年十一月三日辭任)
- 許國華先生
(於二零零六年十一月三日辭任)

根據本公司組織章程細則第116條，馮懿卿先生及馮懿生先生須於本公司應屆股東週年大會輪值告退，彼等已確認不會於該次股東週年大會膺選連任。根據獲委任當時適用之本公司組織章程細則第99條，錢偉強先生、蘇永樂先生、盧永強先生、周之耀先生、林雄斌先生、周肇基先生、洪迪先生及岑文禎先生將於該次股東週年大會上退任，並符合資格且願意於該次股東週年大會膺選連任（惟林雄斌先生除外，彼將不會於該次股東週年大會膺選連任）。

本公司已獲得各獨立非執行董事就獨立性給予的年度確認函，於本報告日期，本公司仍然認為彼等具備獨立性。



Directors' Report

董事會報告

Each of the current executive Directors has entered into a service contract with the Company on 2 April 2007 (except Mr. Fung Yu Hing, Allan and Mr. Fung Yee Sang who have entered into service contracts with the Company on 25 April 2002 which commenced on 1 April 2002) with a fixed term of office of 3 years. Such service contracts will be automatically renewable for successive terms of one year unless terminated by either party by three months' written notice to the other party and is subject to rotation and re-election provisions in the articles of association of the Company.

Each of the current non-executive Directors (all being independent non-executive Directors) has entered into a service contract with the Company on 2 April 2007 (except Mr. Shum Man Ching who entered into a service contract with the Company on 31 May 2007 (being the date of his appointment as an independent non-executive Director)) with a fixed term of office of 1 year. Such service contracts will be automatically renewable for successive terms of one year unless terminated by either party by one month written notice to the other party and is subject to rotation and re-election provisions in the articles of association of the Company.

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

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save as disclosed in note 37 to the Financial Statements, there were no contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

各現任執行董事已於二零零七年四月二日與本公司訂立三年服務合約(惟馮懿卿先生及馮懿生先生除外,彼等於二零零二年四月二十五日與本公司訂立服務合約,由二零零二年四月一日起生效),合約年期固定為三年。該等服務合約會自動多次續期一年,除非任何一方向另一方發出三個月書面通知予以終止,而有關董事亦須根據本公司之組織章程細則內條文輪值告退及膺選連任。

各現任非執行董事(全部均為獨立非執行董事)已於二零零七年四月二日與本公司訂立服務合約(惟岑文禎先生除外,彼於二零零七年五月三十一日(即彼獲委任為獨立非執行董事之日)與本公司訂立服務合約),任期固定為一年。該等服務合約會自動多次續期一年,除非任何一方向另一方發出一個月書面通知予以終止,而有關董事亦須根據本公司之組織章程細則內條文輪值告退及膺選連任。

除上文所披露者外,將於本公司應屆股東週年大會膺選連任之董事,並無訂立本集團不得於一年內不付賠償(法定賠償除外)而終止之服務合約。

董事於重大合約中之權益

除於財務報表附註37所披露者,於本年度結算日或本年內之任何時間,本公司或其附屬公司訂立與本集團業務有關而董事直接或間接擁有重大利益之重要合約。



Directors' Report

董事會報告

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 March 2007, the interests of the Directors and chief executives of the Company in the Shares, underlying Shares and debentures of the Company and its associated corporations (within the meanings of Part XV of the Securities and Futures Ordinance ("SFO")) which require notification to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of SFO (including interests and short positions which they were taken or deemed to have under such provisions of SFO), or which were required, pursuant to Section 352 of Part XV of the SFO, to be entered in the register referred to therein, or which required, pursuant to the GEM Listing Rules, to be notified to the Company and the Stock Exchange were as follow:

The Company

Long positions in Shares

董事及主要行政人員所擁有之股份、相關股份及債權證權益

於二零零七年三月三十一日，本公司董事及主要行政人員所擁有根據證券及期貨條例（「證券及期貨條例」）第十五部第7及8分部須知會本公司及聯交所，或根據證券及期貨條例第十五部第352條須登記於該條所述登記冊之本公司及其任何相聯法團（定義見證券及期貨條例第十五部）之任何股份、相關股份及債權證權益，或根據創業板上市規則須知會本公司及聯交所之權益如下：

本公司

股份長倉

Name of Directors	Beneficial interests	Family interests	Corporate interests	Other interests	Total interests	Approximate percentage of issued shares
董事姓名	實益權益	家族權益	公司權益	其他權益	權益總計	已發行股份之概約百分比
Mr. Chin Wai Keung, Richard 錢偉強先生	-	-	234,515,000	-	234,515,000	48.37%
Mr. Lo Wing Keung 盧永強先生	29,425,000	-	-	-	29,425,000	6.07%
Mr. Chow Alvin Chiyu 周之耀先生	10,000	-	-	-	10,000	0.00%
Mr. So Wing Lok, Jonathan 蘇永樂先生	18,034,600	-	-	-	18,034,600	3.72%



Directors' Report

董事會報告

DIRECTORS' AND CHIEF EXECUTIVES' SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

There are no short positions of the Directors and the chief executives in the Shares, underlying Shares and debentures of the Company and its associated corporations as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to Rule 5.46 of the GEM Listing Rules.

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS DISCLOSABLE UNDER THE SFO

As at 31 March 2007, the following persons had an interest and/or a short position in the Shares or underlying Shares in respect of equity derivatives of the Company that has to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO (including interests and/or short positions which they were taken or deemed to have under such provisions of the SFO):

Long positions in Shares

Name 名稱	Beneficial interests	Family interests	Corporate interests	Total interests	Approximate percentage of issued shares
	實益權益	家族權益	公司權益	權益總額	已發行股份概約百分比
Mr. Chin Wai Keung, Richard 錢偉強先生	–	–	234,515,000	234,515,000	48.37%
Ms. Kwan Yuet Wah, Rosanna 關悅華女士	–	234,515,000 (Note 1) (附註1)	–	234,515,000	48.37%
Mr. Lo Wing Keung 盧永強先生	29,425,000	–	–	29,425,000	6.07%

董事及主要行政人員所擁有之股份、相關股份及債權證短倉

按根據證券及期貨條例第352條須予存置之登記冊所載，或按本公司及董事會根據創業板上市規則第5.46條所獲知會，概無董事及主要行政人員擁有本公司及其相聯法團之股份、相關股份及債權證短倉。

主要股東根據證券及期貨條例須予披露之權益及短倉

於二零零七年三月三十一日，下列人士於本公司股權衍生工具之股份或相關股份擁有根據證券及期貨條例第十五部第2及3分部之規定須向本公司披露之權益及／或短倉（包括根據證券及期貨條例當作或視作擁有之權益或短倉）：

股份長倉



Directors' Report

董事會報告

Notes:

- 234,515,000 Shares are held by Mr. Chin Wai Keung, Richard (in which Mr. Chin Wai Keung, Richard is deemed to have a corporate interest under the SFO) are held by Nice Hill Investments Limited. As Ms. Kwan Yuet Wah Rosanna is the wife of Mr. Chin Wai Keung, Richard, Ms. Kwan is deemed to be interested in the 234,515,000 Shares in which Mr. Chin is deemed to be interested under the SFO.

CONNECTED TRANSACTIONS

Among the related party transactions disclosed in note 36 to the financial statements for the year ended 31 March 2007, the following transactions constituted connected transactions of the Company under the GEM Listing Rules.

The Directors consider that the above indebtedness of the Group were incurred under normal commercial terms and in the ordinary and usual course of business, and the terms are fair and reasonable and in the interests of the shareholders of the Company as a whole.

Provision of financial assistance by Ms. Leung Siu Kuen, Janet

Ms. Leung Siu Kuen, Janet has given a charge over properties owned by her in favour of certain banks and financial institutions for guaranteeing the repayment of debts and liabilities due by the Group under banking facilities granted to it.

Provision of financial assistance by Players Pictures Company Limited ("PPCL"), Metropolis Communications Limited ("MCL"), Brilliant Business Limited ("BBL") and Sunny Fancy Limited ("SFL") in which Mr. Fung Yu Hing, Allan, Ms. Leung Siu Kuen, Janet and Mr. Fung Yee Sang have interest

PPCL, MCL, BBL and SFL have given a charge over properties owned by these companies in favour of a bank for guaranteeing a repayment of debts and liabilities due by the Group under banking facilities granted to it. All companies are wholly owned by Mr. Fung Yee Sang.

BBL and SFL are the companies wholly owned by Mr. Fung Yee Sang.

附註：

- 錢偉強先生持有234,515,000股股份（根據證券及期貨條例，錢偉強先生視為於當中擁有法團權益），乃由Nice Hill Investments Limited持有。關悅華女士為錢偉強先生之妻室，因此，根據證券及期貨條例關女士視作擁有錢先生視作擁有之234,515,000股股份。

關連交易

截至二零零七年三月三十一日止年度之財務報表附註36所披露之關連人士交易中，下列交易構成根據創業板上市規則項下本公司之關連交易。

董事認為上述本集團債項乃根據正常商業條款及於一般及日常業務過程中訂立，而條款公平合理及符合本公司股東整體利益。

梁少娟女士提供財務資助

梁少娟女士以其擁有之物業作為若干銀行和財務機構之抵押，以擔保本集團償付根據獲授之融通下之債項及負債。

馮懿卿先生、梁少娟女士及馮懿生先生持有權益的Players Pictures Company Limited（「PPCL」）、Metropolis Communications Limited（「MCL」）、Brilliant Business Limited（「BBL」）及Sunny Fancy Limited（「SFL」）提供財務資助

PPCL、MCL、BBL及SFL以該等公司擁有之物業作為一家銀行之抵押，以擔保本集團償付獲授之銀行融通下之債項及負債。所有公司由馮懿生先生全資擁有。

BBL及SFL為馮懿生先生全資擁有之公司。



Directors' Report

董事會報告

MAJOR CUSTOMERS AND SUPPLIERS

The largest and the five largest suppliers of the Company and the largest and the five largest customers of the Company represents approximately 30% of the Group's purchase and total turnover for the year ended 31 March 2007 respectively.

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

The Group's financial statements for the year ended 31 March 2007 have been reviewed and approved by the audit committee of the Company.

COMPETING INTERESTS

None of the Directors, management shareholders or controlling shareholders (as defined in the GEM Listing Rules) of the Company had an interest in a business which competes or may compete with the business of the Group during the year.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in note 32 to the Financial Statements, at no time during the year was the Company, or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debt securities including debentures of, the Company or any other body corporate, and none of the Directors or their spouses or children under the age of 18 had any right to subscribe for the securities of the Company, or had exercised any such right.

AUDITORS

CCIF CPA Limited will retire at the forthcoming annual general meeting of the Company and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of CCIF CPA Limited as auditors of the Company will be proposed at the forthcoming annual general meeting of the Company.

By Order of the Board

Chairman
Chin Wai Keung, Richard

Hong Kong
28 June 2007

主要客戶及供應商

本公司最大及五大供應商及本公司最大及五大客戶分別佔本集團截至二零零七年三月三十一日止年度採購額及總營業額約30%。

各董事、其聯繫人士或股東(就董事所知道擁有本公司5%以上之股本)概無擁有上述本集團五大客戶或供應商任何實益權益。

本公司審核委員會已審閱及批准本集團截至二零零七年三月三十一日止年度之財務報表。

競爭業務權益

本公司各董事、管理層股東及控股股東(定義見創業板證券上市規則)於年內概無擁有與本集團業務競爭或可能造成競爭之權益。

董事購買股份或債權證之權利

除財務報表附註32所披露外，除本公司購股權外，本公司或其任何附屬公司於年內任何時間概無訂立任何安排致使董事可藉收購本公司或任何其他法人團體之股份或債務證券(包括債權證)而獲益，亦無任何董事、彼等之配偶或未滿18歲之子女有權認購本公司證券或於年內行使該等權利。

核數師

陳葉馮會計師事務所有限公司將於本公司應屆股東週年大會上退任，惟可應聘連任。有關續聘陳葉馮會計師事務所有限公司為本公司核數師之決議案將於本公司應屆股東週年大會上予以提呈。

承董事會命

錢偉強
主席

香港
二零零七年六月二十八日



Independent Auditors' Report

獨立核數師報告



CCIF

CCIF CPA LIMITED

20/F Sunning Plaza
10 Hysan Avenue
Causeway Bay Hong Kong

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF INTELLI-MEDIA GROUP (HOLDINGS) LIMITED

*(Formerly known as Panorama International Holdings Limited)
(Incorporated in the Cayman Islands with limited liability)*

We have audited consolidated financial statements of Intelli-Media Group Holdings Limited (the "Company") set out on pages 37 to 103, which comprise the consolidated and company balance sheets as at 31 March 2007, and the consolidated income statement, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes.

DIRECTORS' RESPONSIBILITY FOR THE 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.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit. This 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 the 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.

致智庫媒體集團（控股）有限公司

(前稱鑄射國際控股有限公司)

全體股東之獨立核數師報告

(於開曼群島註冊成立之有限公司)

本會計師事務所（以下簡稱「我們」）已經審核載於第37頁至第103頁之智庫媒體集團（控股）有限公司（「貴公司」）綜合財務報表，此綜合財務報表包括於二零零七年三月三十一日之綜合及公司資產負債表，與截至該日止年度之綜合收益表、綜合權益變動表及綜合現金流量表，以及主要會計政策概要及其他說明附註。

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佈的香港財務報告準則及香港公司條例的披露規定編製及真實而公平地列報該等財務報表。此責任包括設計、實施及維護與編製及真實而公平地列報財務報表相關之內部控制，以使財務報表不存在由於欺詐或錯誤而導致之重大錯誤陳述；選擇和應用適當之會計政策；及按情況下作出合理之會計估計。

核數師的責任

我們的責任是根據我們審核工作的結果，對這些財務報表給予意見。本報告謹向貴公司全體股東作出，除此以外不作其他用途。我們並不就本報告的內容向任何其他人士負上責任或承擔法律責任。

我們根據香港會計師公會頒佈的香港核數準則進行審核工作。該等準則規定我們須遵守道德規範，並規劃及執行審核，以合理確定有關財務報表是否並無存在重大錯誤陳述。



Independent Auditors' Report

獨立核數師報告

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

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

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 March 2007 and of the Group's loss 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.

Without qualifying our opinion, we draw attention to Note 2(a) to the financial statements, which indicates that the Group incurred a loss attributable to equity holders of the Company of HK\$69,807,000 for the year ended 31 March 2007, and had net current liabilities of HK\$11,126,000 as at 31 March 2007. These conditions, along with other matters as set forth in Note 2(a), indicate the existence of a material uncertainty which may cast significant doubt about the Group's ability to continue as a going concern.

CCIF CPA Limited

Certified Public Accountants

Hong Kong, 28 June 2007

Chan Wai Dune, Charles

Practising Certificate Number P00712

審核工作包括執执行程序以取得有關財務報表所載數額及披露事項之審核憑證。所採用程序視乎核數師之判斷而定，包括評估財務報表重大錯誤陳述（無論因詐騙或錯誤所致）之風險。在評估該等風險時，核數師認為有關實體編製及真實公平地呈列財務報表的內部監控，旨在制定於該等情況下合理之審核程序，而非就實體內部監控是否有效發表意見。審核工作亦包括評估所用會計政策的適用性及董事作出會計估計的合理性，以及評估財務報表的整體呈列。

我們相信，我們已取得充份及適當之審核憑證，作為我們審核意見的基礎。

意見

我們認為，綜合財務報表已真實與公平地反映 貴公司及 貴集團於二零零七年三月三十一日的財政狀況及 貴集團根據香港財務報告準則編算截至該日止年度的虧損和現金流量，並已按照香港公司條例之披露要求而妥善編製。

在並無作出保留意見情況下，我們謹請閣下垂注財務報表附註2(a)，其指出 貴集團於截至二零零七年三月三十一日止年度產生 貴公司權益持有人應佔虧損69,807,000港元，並於二零零七年三月三十一日有流動負債淨額11,126,000港元。此等情況連同附註2(a)所述之其他事項，指出有重大不確定性存在，其或對 貴集團的持續經營能力構成重大疑問。

陳葉馮會計師事務所有限公司

執業會計師

香港，二零零七年六月二十八日

陳維端

執業牌照號碼P00712



Consolidated Income Statement

綜合收益表

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

		Notes 附註	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Turnover	營業額	5	59,671	83,901
Cost of sales	銷售成本		(57,818)	(55,599)
Gross profit	毛利		1,853	28,302
Other revenue	其他收益	5	1,136	185
Other operating income	其他經營收入		291	708
Distribution costs	發行成本		(807)	(1,022)
Administrative expenses	行政開支		(19,200)	(19,032)
Other operating expenses	其他經營開支		(1,957)	(3,247)
Impairment loss on inventories	存貨減值虧損		(2,132)	–
Impairment loss on film rights	影片版權減值虧損		(45,810)	–
(Loss)/profit from operations	經營(虧損)/溢利	7	(66,626)	5,894
Finance costs	融資成本	8	(3,569)	(2,512)
(Loss)/profit before taxation	除稅前(虧損)/溢利		(70,195)	3,382
Taxation	稅項	12	(38)	(932)
(Loss)/profit for the year	本年度(虧損)/溢利		(70,233)	2,450
Attributable to:	應佔：			
Equity holders of the Company	本公司權益持有人		(69,807)	2,305
Minority interests	少數股東權益		(426)	145
			(70,233)	2,450
(Loss)/earnings per share	每股(虧損)/盈利	13		
– Basic	– 基本		(HK\$16.62) cents港仙	HK\$0.57 cents港仙
– Diluted	– 攤薄		N/A cents港仙	HK\$0.56 cents港仙

**Consolidated Balance Sheet****綜合資產負債表**

At 31 March 2007

於二零零七年三月三十一日

	Notes 附註	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
ASSETS			
資產			
Non-current assets			
非流動資產			
Property, plant and equipment	14	4,007	4,898
Other intangible assets	15	17,118	72,476
Goodwill	16	4,259	–
Films in progress		385	793
Deposits for acquisition of film rights		1,608	2,066
		27,377	80,233
Current assets			
流動資產			
Inventories	18	17,641	22,377
Trade and other receivables	19	33,584	26,853
Amounts due from related companies	20	2,106	6,537
Pledged bank deposits	21	5,136	8,218
Bank balances and cash	22	2,340	6,796
		60,807	70,781
LIABILITIES			
負債			
Current liabilities			
流動負債			
Trade and other payables	23	38,985	37,716
Amount due to a director	24	7,593	–
Amount due to a related company	20	–	3
Taxation payable		6	105
Obligations under finance leases			
– due within one year	25	380	430
Bank and other borrowings			
– due within one year	26	24,969	27,187
		71,933	65,441
Net current (liabilities)/assets		(11,126)	5,340
Total assets less current liabilities		16,251	85,573
Non-current liabilities			
非流動負債			
Other payable		–	6,596
Obligations under finance leases			
– due after one year	25	679	1,099
Bank and other borrowings			
– due after one year	26	6,061	6,760
Deferred tax liabilities	27	4,177	4,177
		10,917	18,632
NET ASSETS		5,334	66,941
		資產淨值	資產淨值



Consolidated Balance Sheet

綜合資產負債表

At 31 March 2007

於二零零七年三月三十一日

		Notes 附註	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
CAPITAL AND RESERVES	資本及儲備			
Share capital	股本	28	4,849	4,023
Reserves	儲備		(5,834)	56,173
			(985)	60,196
Minority interests	少數股東權益		6,319	6,745
TOTAL EQUITY	權益總值		5,334	66,941

Approved and authorised for issue by the Board of Directors on
28 June 2007.

於二零零七年六月二十八日經董事會批准及授權刊
發。

Chin Wai Keung, Richard

錢偉強

DIRECTOR

董事

So Wing Lok, Jonathan

蘇永樂

DIRECTOR

董事

**Balance Sheet****資產負債表**At 31 March 2007
於二零零七年三月三十一日

		Notes 附註	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
ASSETS	資產			
Non-current assets	非流動資產			
Investments in subsidiaries	於附屬公司之投資	17	3,679	42,439
Current assets	流動資產			
Other receivables	其他應收款項		328	113
Cash and bank balances	現金及銀行結存		4	1
			332	114
LIABILITIES	負債			
Current liabilities	流動負債			
Other payables and accruals	其他應付款項及應計費用		675	300
Net current liabilities	流動負債淨額		(343)	(186)
NET ASSETS	資產淨值		3,336	42,253
CAPITAL AND RESERVES	資本及儲備			
Share capital	股本	28	4,849	4,023
Reserves	儲備	29	(1,513)	38,230
TOTAL EQUITY	權益總值		3,336	42,253

Approved and authorised for issue by the Board of Directors on 28 June 2007.

於二零零七年六月二十八日經董事會批准及授權刊發。

Chin Wai Keung, Richard
錢偉強
DIRECTOR
董事So Wing Lok, Jonathan
蘇永樂
DIRECTOR
董事



Consolidated Statement of Changes in Equity

綜合權益變動表

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

		Attributable to equity holders of the Company 本公司權益持有人應佔								
		Share capital	Share premium	Special reserve	Translation surplus	Share option reserve	Accumulated losses	Total	Minority interests	Total equity
		股本	溢價賬	特別儲備	換算盈餘	購股權儲備	累積虧損	總計	少數股東權益	權益總值
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 April 2005	於二零零五年四月一日	4,023	12,953	10,440	67	-	28,888	56,371	6,600	62,971
Opening adjustment for the adoption of HKAS 39	因採納香港會計準則第39號之期初調整	-	-	-	-	-	1,520	1,520	-	1,520
As restated	重列	4,023	12,953	10,440	67	-	30,408	57,891	6,600	64,491
Profit for the year	年內溢利	-	-	-	-	-	2,305	2,305	145	2,450
At 31 March 2006 and 1 April 2007	於二零零六年三月三十一日及二零零七年四月一日	4,023	12,953	10,440	67	-	32,713	60,196	6,745	66,941
Issue of new shares	發行新股	805	4,695	-	-	-	-	5,500	-	5,500
Issue of new shares on exercise of share options	因行使購股權發行新股	21	49	-	-	-	-	70	-	70
Exchange difference on translation of the financial statements of foreign subsidiaries	換算海外附屬公司財務報表產生之匯兌差額	-	-	-	1	-	-	1	-	1
Equity settled share-based transactions	權益結算以股份為基準之交易	-	-	-	-	3,055	-	3,055	-	3,055
Loss for the year	年內虧損	-	-	-	-	-	(69,807)	(69,807)	(426)	(70,233)
At 31 March 2007	於二零零七年三月三十一日	4,849	17,697	10,440	68	3,055	(37,094)	(985)	6,319	5,334

**Consolidated Cash Flow Statement****綜合現金流量表**For the year ended 31 March 2007
截至二零零七年三月三十一日止年度

		Notes 附註	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Operating activities	經營業務			
(Loss)/profit before taxation	除稅前(虧損)/溢利		(70,195)	3,382
Adjustments for:	就以下項目作出調整：			
Finance costs	融資成本		3,569	2,512
Interest income	利息收入		(294)	(185)
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之利潤		-	(550)
Amortisation of film rights	影片版權攤銷		36,811	27,132
Amortisation of intellectual property rights	知識產權攤銷		164	-
Amortisation of programme rights	節目版權攤銷		140	-
Amortisation of trademark	商標攤銷		15	15
Depreciation	折舊		1,503	2,055
Share-based payments	以股份為基準之付款		3,055	-
Provision on stock obsolescence	陳舊存貨撥備		2,132	-
Impairment on film right	影片版權減值		45,810	-
Bad debts written off	壞賬撇銷		-	135
Operating cash flow before changes in working capital	未計營運資金變動前之經營現金流量		22,710	34,496
Decrease in inventories	存貨減少		2,604	532
Decrease in amounts due from related companies	應收關連公司款項減少		4,431	-
(Increase)/decrease in trade and other receivables	貿易及其他應收款項(增加)/減少		(3,444)	8,816
(Decrease)/increase in trade and other payables	貿易及其他應付款項(減少)/增加		(6,412)	224
Decrease in amount due to a related company	應付一家關連公司款項減少		(3)	(1,591)
Increase in amount due to director	應付董事款項增加		4,174	-
Net cash generated from operations	經營所得現金淨額		24,060	42,477
Interest received	已收取利息		294	185
Tax paid	已繳稅項		(111)	(328)
Net cash generated from in operating activities	經營業務所得現金淨額		24,243	42,334
Investing activities	投資活動			
Acquisition of film rights	購買影片版權		(21,005)	(32,413)
Acquisition of property, plant and equipment	收購物業、廠房及設備		(683)	(5,551)
Deposits for acquisition of film rights	購買影片版權按金		(1,608)	(2,066)
Acquisition of subsidiaries	收購附屬公司	30	258	-
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項		92	550
Net cash used in investing activities	投資活動所用現金淨額		(22,946)	(39,480)



Consolidated Cash Flow Statement

綜合現金流量表

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

	Notes 附註	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Financing activities	融資活動		
New bank loans raised	新造銀行貸款	–	14,821
Issue of new shares	發行新股	70	–
Repayment from a related company	關連公司償付款項	–	(6,017)
New finance leases raised	新訂融資租約	–	1,369
Decrease in other payable	其他應付款項減少	(1,950)	(2,884)
Decrease in pledged banks deposits	已抵押銀行存款減少	3,082	1,909
Repayment of interest on banks and other borrowings	償付銀行及其他借貸 之利息	(3,506)	(2,417)
Repayment of banks and other borrowings	償付銀行及其他借貸	3,813	(2,641)
Repayment of interest elements of finance lease	償付融資租約利息部份	(63)	(95)
Repayment of capital elements of finance lease	償付融資租約資本部份	(470)	(737)
Net cash (used in)/generated from financing activities	融資活動（所用）／ 所得現金淨額	976	3,308
Net increase in cash and cash equivalents	現金及現金等價物增加淨額	2,273	6,162
Cash and cash equivalents at beginning of the year	年初之現金及現金等價物	(11,072)	(17,234)
Effect of foreign exchange rates changes	匯率變動影響	1	–
Cash and cash equivalents at end of the year	年末之現金及現金等價物	(8,798)	(11,072)
Analysis of the balances of cash and cash equivalents	現金及現金等價物結餘分析		
Bank balances and cash	銀行結餘及現金	2,340	6,796
Bank overdrafts	銀行透支	(11,138)	(17,868)
		(8,798)	(11,072)



Notes to the Financial Statements

財務報表附註

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

1. GENERAL INFORMATION

The Company is incorporated as an exempted company with limited liability in the Cayman Islands and its shares are listed on the Growth Enterprise Market ("GEM") of the Stock Exchange of Hong Kong Limited ("Stock Exchange").

The Company is an investment holding company. The activities of its subsidiaries are set out in note 39.

These consolidated financial statements are presented in thousands of units of HK dollars (HK\$'000) unless otherwise stated.

2. SIGNIFICANT ACCOUNTING POLICIES

(a) Going concern basis

The Group had loss attributable to equity holders for the year of HK\$69,807,000 for the year ended 31 March 2007 and net current liabilities of HK\$11,126,000 as at 31 March 2007. The Directors have adopted the going concern basis in the preparation of these financial statements after having taken due care and considerations of the following:

- Net funds of approximately HK\$20,000,000 (net of expenses) raised from subsequent share placements in April and May 2007, as referred to Note 38(b) below, to provide for expansion of the animated business and working capital of the Group of approximately HK\$11,000,000;
- Unused banking facilities of approximately HK\$7,000,000 as at 31 March 2007; and
- Written financial support letters provided by the two controlling shareholders of the Company, who have confirmed their willingness to provide adequate funds to the group to meet its debts as and when they fall due, both present and future.

1. 一般資料

本公司乃於開曼群島註冊成立之獲豁免有限公司，其股份在香港聯合交易所有限公司（「聯交所」）創業板（「創業板」）上市。

本公司乃一間投資控股公司。各附屬公司之業務載於附註39。

除另有註明外，綜合財務報表以千港元為單位（千港元）呈列。

2. 主要會計政策

(a) 持續經營基準

本集團於截至二零零七年三月三十一日止年度之年度權益持有人應佔虧損為69,807,000港元，而於二零零七年三月三十一日有流動負債淨額11,126,000港元。經審慎周詳考慮以下各項後，董事已採用持續經營基準編製財務報表：

- 其後於二零零七年四月及五月進行之股份配售（見下文附註38(b)所述）籌得約20,000,000港元資金淨額（扣除開支後），以提供本集團拓展動畫業務及一般營運的資金約11,000,000港元；
- 於二零零七年三月三十一日的未動用銀行信貸約7,000,000港元；及
- 由本公司兩位控股股東提供的財政支持函，彼等確認，樂意為本集團提供足夠資金以用於償還現時及將來的到期債務。



Notes to the Financial Statements

財務報表附註

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

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(a) Going concern basis (continued)

In the opinion of the Directors, in light of the above, the Group will have sufficient working capital to finance its operations and carry on its business as a going concern in the foreseeable future. Accordingly, the Directors are satisfied that it is appropriate to prepare the financial statements on a going concern basis. Should the Group be unable to continue in business as a going concern, adjustments would have to be made in the financial statements to restate the values of the assets to their recoverable amounts, to provide for any further liabilities which might arise, and to reclassify non-current assets as current assets. The effect of these potential adjustments has not been reflected in the financial statements.

(b) Statement of compliance

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs"), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the GEM Listing Rules. A summary of the significant accounting policies adopted by the Group is set out below.

The HKICPA has issued certain new and revised HKFRSs that are effective for accounting periods on or after 1 January 2006. The adoption of these new/revised HKFRSs had no material effect on how the results and financial position for the current and prior accounting periods have been prepared and presented. Accordingly, no prior period adjustment has been required.

2. 主要會計政策 (續)

(a) 持續經營基準 (續)

董事認為，基於上述各項，本集團將具備足夠營運資金供其營運所用，並於可見將來以持續經營方式進行其業務。因此，董事信納按持續經營基準編製財務報表為恰當做法。倘本集團未能繼續以持續方式經營，則需要對財務報表作出調整將資產價值重列為其可收回金額、就任何可能出現之其他負債作出撥備，以及將非流動資產重新分類為流動資產。該等潛在調整之影響並未於財務報表反映。

(b) 遵例聲明

財務報表乃根據香港會計師公會（「香港會計師公會」）頒佈之適用香港財務報告準則（「香港財務報告準則」）（包括所有適用之個別香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋之統稱）、香港公認會計原則及香港公司條例之披露規定而編製。本財務報表亦符合創業板上市規則之適用披露規定。本集團採用之主要會計政策概要如下。

香港會計師公會已頒佈多項於二零零六年一月一日或之後開始之會計期間生效之新訂立及經修訂香港財務報告準則。採納新訂立／經修訂香港財務報告準則對編製和呈報現有及過往會計期間的業績及財務狀況並無重大影響。因此，無需作出過往期間調整。



Notes to the Financial Statements

財務報表附註

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

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Statement of compliance (continued)

The Group has not yet early adopted the following new standards, amendments and interpretations that have been issued but not yet effective.

HKAS 1 (Amendment)	Capital disclosures ¹
HKFRS 7	Financial instruments: Disclosures ¹
HKFRS 8	Operating segments ²
HK(IFRIC)-Int 7	Applying the restatement approach under HKAS 29 Financial Reporting in Hyperinflationary Economies ³
HK(IFRIC)-Int 8	Scope of HKFRS 2 ⁴
HK(IFRIC)-Int 9	Reassessment of embedded derivatives ⁵
HK(IFRIC)-Int 10	Interim financial reporting and impairment ⁶
HK(IFRIC)-Int 11	HKFRS 2-Group and treasury share transactions ⁷
HK(IFRIC)-Int 12	Service concession arrangements ⁸

- ¹ Effective for annual periods beginning on or after 1 January 2007
- ² Effective for annual periods beginning on or after 1 January 2009
- ³ Effective for annual periods beginning on or after 1 March 2006
- ⁴ Effective for annual periods beginning on or after 1 May 2006
- ⁵ Effective for annual periods beginning on or after 1 June 2006
- ⁶ Effective for annual periods beginning on or after 1 November 2006
- ⁷ Effective for annual periods beginning on or after 1 March 2007
- ⁸ Effective for annual periods beginning on or after 1 January 2008

2. 主要會計政策 (續)

(b) 遵例聲明 (續)

本集團並無提早採納以下已頒佈但尚未生效之新準則、修訂及詮釋。

香港會計準則第1號(修訂)	資本披露 ¹
香港財務報告準則第7號	金融工具：披露 ¹
香港財務報告準則第8號	經營分部 ²
香港(國際財務報告詮釋委員會)－詮釋7	應用香港會計準則第29號在高通脹經濟下之財務報告之重列法 ³
香港(國際財務報告詮釋委員會)－詮釋8	香港財務報告準則第2號之範疇 ⁴
香港(國際財務報告詮釋委員會)－詮釋9	重新評估附帶衍生工具 ⁵
香港(國際財務報告詮釋委員會)－詮釋10	中期財務報告及減值 ⁶
香港(國際財務報告詮釋委員會)－詮釋11	香港財務報告準則第2號－集團及庫存股份交易 ⁷
香港(國際財務報告詮釋委員會)－詮釋12	服務經營權安排 ⁸

- ¹ 於二零零七年一月一日或之後開始之年度期間生效
- ² 於二零零九年一月一日或之後開始之年度期間生效
- ³ 於二零零六年三月一日或之後開始之年度期間生效
- ⁴ 於二零零六年五月一日或之後開始之年度期間生效
- ⁵ 於二零零六年六月一日或之後開始之年度期間生效
- ⁶ 於二零零六年十一月一日或之後開始之年度期間生效
- ⁷ 於二零零七年三月一日或之後開始之年度期間生效
- ⁸ 於二零零八年一月一日或之後開始之年度期間生效



Notes to the Financial Statements

財務報表附註

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

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 March 2007 comprise the Company and its subsidiaries.

The measurement basis used in the preparation of the financial statements is the historical cost basis.

The preparation of financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experiences and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

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

Judgements made by management in the application of HKFRSs that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in Note 4.

(d) Subsidiaries

Subsidiaries are entities controlled by the Group. Control exists when the Group has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that presently are exercisable are taken into account.

2. 主要會計政策 (續)

(c) 財務報表編製基準

截至二零零七年三月三十一日止年度之綜合財務報表包括本公司及其附屬公司之財務報表。

編製財務報表時使用之計量基準為歷史成本法。

管理層於遵照香港財務報告準則編製財務報表時須作出對採用政策及資產、負債、收入及開支之所報告款額有所影響之判斷、估計及假設。估計及有關假設乃基於過往經驗及在有關情況下相信為合理之各種其他因素而作出，其結果組成對未能即時自其他資料來源取得之資產與負債之賬面值作出判斷之基礎。實際業績與該等估計或會有所不同。

估計及相關假設乃按持續基準審閱。會計估計之修訂乃於修訂估計之期間（倘修訂只影響該期間）或修訂期間及未來期間（倘修訂影響本期間及未來期間）內確認。

管理層就應用香港財務報告準則而作出對財務報表有重大影響之判斷，以及需於來年作重大調整之重大風險估計，於附註4論述。

(d) 附屬公司

附屬公司乃指本集團所控制實體。倘若本集團有權規管一家實體的財務及營運政策，從而自其業務活動獲益，則本集團擁有其控制權。於評估控制權時，將會計及現時可行使的潛在投票權。



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財務報表附註

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

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) Subsidiaries (continued)

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances and transactions and any unrealised profits arising from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that this is no evidence of impairment.

Minority interests at the balance sheet date, being the portion of the net assets of subsidiaries attributable to equity interests that are not owned by the Company, whether directly or indirectly through subsidiaries, are presented in the consolidated balance sheet and consolidated statement of changes in equity, separately from equity attributable to the equity holders of the Company. Minority interests in the results of the Group are presented on the face of the consolidated income statement as an allocation of the total profit or loss for the year between minority interests and the equity holders of the Company.

Where loss applicable to the minority exceed the minority's interest in the equity of a subsidiary, the excess, and any further losses applicable to the minority, are charged against the Group's interest except to the extent that the minority has a binding obligation to, and is able to, make additional investment to cover the losses. If the subsidiary subsequently reports profits, the Group's interest is allocated all such profits until the minority's share of loss previously absorbed by the Group has been recovered.

In the Company's balance sheet, an investment in a subsidiary is stated at cost less impairment losses, unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale).

An associate is an entity in which the Group or Company has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

2. 主要會計政策 (續)

(d) 附屬公司 (續)

於一家附屬公司之投資由控制權開始當日起以綜合賬目形式計入綜合財務報表內，直至控制權終止當日為止。集團內公司間之結餘及交易，以及集團內公司間之交易所產生之任何未變現溢利，以未變現收益之相同方式抵銷，惟僅限於並無證據顯示已減值者。

於結算日之少數股東權益，即並非由本公司不論直接或間接透過附屬公司擁有之股本權益應佔之附屬公司資產淨值部分，乃於綜合資產負債表及綜合權益變動表內列為股本之一部分，與本公司權益持有人應佔之股本分開呈列。於本集團業績之少數股東權益在綜合收益表之賬面上以年度盈虧總額分配至少數股東權益與本公司權益持有人之方式呈列。

倘少數股東應佔虧損超過一家附屬公司股本之少數股東權益，則超出之款額及少數股東應佔之任何進一步虧損乃於本集團之權益中扣除，惟倘少數股東須承擔具約束力之責任及能夠作出額外投資以彌補虧損，則作別論。倘附屬公司其後錄得溢利，則所有溢利均分配予本集團，直至先前由本集團承擔原應由少數股東攤佔之虧損得到彌補為止。

於本公司之資產負債表內，於一家附屬公司之投資乃按成本扣除減值虧損列賬，除非投資被分類為持作出售（或列入分類為持作出售之出售集團），則作別論。

聯營公司指本集團或本公司對其管理（包括財務及營運政策的決策參與）有重大影響力，但並無控制或共同控制權的實體。



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財務報表附註

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

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) Goodwill

Goodwill represents the excess of the cost of a business combination or an investment in an associate over the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities.

Goodwill is stated at cost less accumulated impairment losses. Goodwill is allocated to cash-generating units and is tested annually for impairment (see note 2(l)). In respect of associates, the carrying amount of goodwill is included in the carrying amount of the interest in the associate.

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

On disposal of a cash generating unit or an associate during the year, any attributable amount of purchased goodwill is included in the calculation of the profit or loss on disposal.

2. 主要會計政策 (續)

(e) 商譽

商譽乃指業務合併之成本或於聯營公司之投資超逾本集團於被收購者之可識別資產、負債及或然負債之公平淨值之權益之差額。

商譽以成本減除任何累計減值虧損列值。商譽分配至現金產生單位，並每年進行減值測試（見附註2(l)）。就聯營公司而言，商譽之賬面值乃撥入該聯營公司權益之賬面值。

本集團於被收購者之可識別資產、負債及或然負債之公平淨值之權益超逾業務合併之成本或於聯營公司之投資之任何差額，會即時於損益確認。

年內出售現金產生單位或聯營公司時，有關所收購商譽之應佔數額撥入出售盈虧中計算。



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財務報表附註

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

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(f) Property, plant and equipment

Property, plant and equipment are stated in the balance sheet at cost less accumulated depreciation and impairment losses (see note 2(l)).

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net proceeds on disposal and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual value, if any, using the straight line method over their estimated useful lives as follows:

Leasehold improvements	10%
Furniture and fixtures	30%
Office equipment	30%
Motor vehicles	30%

Where parts of an item of property, plant and equipment have different useful lives, the cost of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

2. 主要會計政策 (續)

(f) 物業、廠房及設備

物業、廠房及設備乃按成本值減累積折舊及減值虧損後於資產負債表列賬(見附註2(l))。

廢棄或出售物業、廠房及設備項目所產生收益或虧損乃按出售所得款項淨額與該項目賬面值之差額計算，並於廢棄或出售日期在損益確認。

物業、廠房及設備項目之折舊乃就撇銷有關項目成本減其估計剩餘價值(如有)以直線法按以下估計可使用年期計算：

租賃物業裝修	10%
傢俬及裝置	30%
辦公室設備	30%
汽車	30%

當一項物業、廠房及設備項目之各部分具有不同之可使用年期，此項目之成本將按合理基礎分配，而各部分將作個別折舊。資產之可使用年期及其剩餘價值(如有)會每年進行檢討。



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財務報表附註

For the year ended 31 March 2007
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2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(g) Film rights

Advances prepaid and paid by instalments under licensing agreements for reproduction and distribution of audio-visual products and for sub-licensing of film titles, in specific geographical areas and time periods, are recorded as payment for acquisition of film rights. Upon receipt of the master materials of films, all required payments under the licensing agreements are recorded as film rights. The balances payable under the licensing agreements are recorded as liabilities.

Film rights are stated at cost less accumulated amortisation and any accumulated impairment losses (see note 2(l)).

The cost of film rights is amortised on a systemic basis over the underlying license periods, with reference to projected revenues from the relevant film right.

(h) Films in progress

Films in progress are stated at cost less any identified impairment losses (see note 2(l)). Costs include all direct costs associated with the production of films. Costs of films are transferred to film rights upon completion.

(i) Trademark

Trademark represents license fee paid for the use of trademark and is stated at cost less accumulated amortisation and any identified impairment losses (see note 2(l)). The cost of trademark is amortised on a straight-line basis over the estimated useful life.

(j) Programme and intellectual property rights

The cost of programme and intellectual property rights are stated at cost less accumulated amortisation and any identified impairment losses (see note 2(l)). Programme and intellectual property rights are amortised on a straight-line basis over the estimated useful life.

2. 主要會計政策 (續)

(g) 影片版權

根據版權協議，就於特定地區及時間重新製作及發行影像產品及分授影片發行權而於影片製作過程中預繳及已繳款項記作收購影片版權款項。收取影片之母拷貝帶後，根據版權協議預繳之一切款項列作影片版權。根據版權協議應繳餘款列作負債。

影片版權以成本減累計攤銷及任何累計減值虧損入賬(見附註2(l))。

影片版權費用乃參照有關影片版權之預期收入於相關版權期間有系統攤銷。

(h) 拍攝中影片

拍攝中影片是按成本減除任何已辨識減值虧損列賬(見附註2(l))。成本值包括所有與製作電影有關之直接成本。拍攝中影片之成本於完成後轉為影片版權。

(i) 商標

商標代表就使用商標支付特許使用費，按成本值減累計攤銷及任何已辨識減值虧損列賬(見附註2(l))。商標之成本以直線法按估計可使用年期予以攤銷。

(j) 節目及知識產權

節目及知識產權成本以成本值減累計攤銷及任何已識別減值虧損列賬(見附註2(l))。節目及知識產權以直線法按估計可使用年期予以攤銷。



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財務報表附註

For the year ended 31 March 2007
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2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(k) Leased assets

(i) Assets acquired under finance leases

Where the Group acquires the use of assets under finance leases, the amounts representing the fair value of the leased asset, or, if lower, the present value of the minimum lease payments, of such assets are included in fixed assets and the corresponding liabilities, net of finance charges, are recorded as obligations under finance leases. Depreciation is provided at rates which write off the cost or valuation of the assets over the term of the relevant lease or, where it is likely the Company or Group will obtain ownership of the asset, the life of the asset, as set out in note 2(f). Impairment losses are accounted for in accordance with the accounting policy as set out in note 2(l). Finance charges implicit in the lease payments are charged to profit or loss over the period of the leases so as to produce an approximately constant periodic rate of charge on the remaining balance of the obligations for each accounting period.

(ii) Operating lease charges

Where the Group has the use of assets under operating leases, payments made under the leases are charged to profit or loss in equal instalments over the accounting periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals are written off as an expense of the accounting period in which they are incurred.

2. 主要會計政策 (續)

(k) 租賃資產

(i) 根據融資租約購入之資產

倘本集團根據融資租約取得資產使用權，租賃資產公平值或(倘屬較低金額)有關資產之最低租金現值會計入固定資產，扣除融資費用後的相關負債列作融資租約承擔。折舊乃按於有關租約年期撇銷資產成本或價值之年率計算，或倘本公司或本集團可能將取得資產之擁有權，則按附註2(f)所述以資產年期計算。減值虧損按照附註2(l)所述之會計政策計算。租金內融資費用於租約期間自損益扣除，以就責任尚餘金額於每個會計期間達致固定支銷率。

(ii) 經營租約支出

倘本集團擁有根據經營租約持有資產之使用權，根據租約作出之付款於租期所涵蓋會計期間以等額分期方式自損益扣除，惟倘有另一基準更能代表將自該租賃資產產生之利益模式則除外。所獲租金優惠於損益確認為所付總租金淨額之一部分。或然租金於產生之會計期間作為開支撇銷。



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For the year ended 31 March 2007
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2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(I) Impairment of assets

Internal and external sources of information are reviewed at each balance sheet date to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment;
- film rights and deposits for acquiring film rights;
- intellectual property rights;
- programme rights;
- film in progress;
- investments in subsidiaries; and
- trade and other receivables.

If any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill, the recoverable amount is estimated annually whether or not there is any indication of impairment.

- Calculation of recoverable amount

The recoverable amount of an asset is the greater of its net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

2. 主要會計政策 (續)

(I) 資產減值

於每個結算日均會審閱內部及外界資料，以識別下列資產是否已出現減值或之前已確認之減值虧損是否已不再存在或已減少（惟商譽除外）：

- 物業、廠房及設備；
- 影片版權及收購影片版權按金；
- 知識產權；
- 節目版權；
- 拍攝中影片；
- 於附屬公司之投資；及
- 貿易及其他應收款項。

倘若存在任何有關跡象，則會估計資產之可收回款額。此外，就商譽而言，會每年估計可收回款額，以確定是否有任何減值跡象。

- 計算可收回款額

資產之可收回款額為其售價淨額與使用價值兩者中之較高者。於評估使用價值時，估計未來現金流量乃利用能反映現時市場評估貨幣時值及資產之特定風險之稅前貼現率，貼現至其現值。倘資產並未能在大致獨立於其他資產之情況下產生現金流量，則釐訂可獨立產生現金流量之最小組別資產（即現金產生單位）之可收回款額。



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2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(l) Impairment of assets (continued)

– Recognition of impairment losses

An impairment loss is recognised in profit or loss whenever the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs to sell, or value in use, if determinable.

– Reversals of impairment losses

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

(m) Debtors and other receivables

Debtors and other receivables are initially recognised at fair value and thereafter stated at amortised cost less impairment losses for bad and doubtful debts, except where the receivables are interest-free loans made to related parties without any fixed repayment terms or the effect of discounting would be immaterial. In such cases, the receivables are stated at cost less impairment losses for bad and doubtful debts (see note 2(l)).

2. 主要會計政策 (續)

(l) 資產減值 (續)

– 確認減值虧損

每當資產(或其所屬之現金產生單位)之賬面值超過其可收回款額,即會在損益確認減值虧損。就現金單位產生確認之減值虧損,首先會分配予減少現金產生單位(或一組單位)所獲分配之任何商譽之賬面值,其後再按比例減少單位(或該組單位)其他資產之賬面值,惟資產賬面值不會減少至低於其本身之公平值減銷售成本或使用價值(倘能釐定)。

– 撥回減值虧損

就商譽以外之資產而言,倘用以釐訂可收回款額之估計出現有利轉變,則撥回減值虧損。有關商譽之減值虧損不得撥回。

撥回之減值虧損僅限於倘過往年度並未確認減值虧損而釐訂之資產之賬面值。撥回之減值虧損乃於確認撥回之年度計入損益。

(m) 應收賬款及其他應收款

應收賬款及其他應收款初步按公平值確認,其後按攤銷成本減呆壞賬減值虧損後列賬,惟倘應收款項為向關連人士作出且無固定還款期之免息貸款或貼現之影響不重大情況則作別論。於該等情況下,應收款項按成本減呆壞賬減值虧損列賬(見附註2(l))。



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財務報表附註

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2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(n) Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between cost and redemption value being recognised in profit or loss over the period of the borrowings using the effective interest method.

(o) Trade and other payables

Trade and other payables are initially recognised at fair value and thereafter stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

(p) Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less.

(q) Employee benefits

(i) Short term employee benefits and contributions to defined contribution plans

Salaries, annual bonuses, paid annual leave, contributions to defined contribution plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

2. 主要會計政策 (續)

(n) 計息借貸

計息借貸初步按公平值減應佔交易成本確認。於初步確認後，計息借貸按攤銷成本列賬，有關成本與償還金額之差額則按實際利率法在借貸期間內於損益確認。

(o) 貿易及其他應付款項

貿易及其他應付款項初步按公平值確認，其後則按攤銷成本列賬，惟倘貼現之影響輕微時則按成本值列賬。

(p) 現金及現金等價物

現金及現金等價物包括手頭現金、銀行活期存款及原定到期日為三個月或以下之其他短期高流通量投資。

(q) 僱員福利

(i) 短期僱員福利及向界定供款計劃之供款

薪金、年度花紅、有薪年假、界定供款計劃供款及非貨幣利益之成本，於僱員向本集團提供有關服務之年度累計。倘遞延付款或結算且影響重大，則有關數額會按其現值列賬。



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2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(q) Employee benefits (continued)

(ii) Share-based payments

The fair value of share options granted to employees or consultants is recognised as an employee cost or consultancy fees with a corresponding increase in a capital reserve within equity. The fair value is measured at grant date using The Black-Scholes-Merton Option Pricing Model, taking into account the terms and conditions upon which the options were granted. Where the employees or consultants have to meet vesting conditions before becoming unconditionally entitled to the share options, the total estimated fair value of the share options is spread over the vesting period, taking into account the probability that the options will vest.

During the vesting period, the number of share options expected to vest is reviewed. Any adjustment to the cumulative fair value recognised in prior years is charged/credited to the profit or loss for the year under review, unless the original employee expenses or consultancy fees qualify for recognition as an asset, with a corresponding adjustment to the capital reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of share options that vest (with a corresponding adjustment to the capital reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognised in the capital reserve until either the option is exercised (when it is transferred to the share premium account) or the option expires (when it is released directly to retained profits).

(r) Inventories

Inventories are stated at the lower of cost and net realisable value.

Cost is calculated using the first-in, first-out method. Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

2. 主要會計政策 (續)

(q) 僱員福利 (續)

(ii) 以股份為基準之付款

授予僱員或顧問之購股權的公平值確認為僱員成本或顧問費，相應的增加會於權益內的資本儲備反映。公平值在授出日期按Black-Scholes-Merton期權定價模型及授出購股權的條款及條件而計量。倘僱員或顧問須符合歸屬條件才可以無條件享有這些購股權，則購股權的估計總公平值會於考慮購股權歸屬的可能性後在歸屬期內攤分。

於歸屬期內，將會檢討預期會歸屬的購股權數目。除非原有的僱員開支或顧問費合資格確認為一項資產，否則，任何對過往年度確認的累計公平值所作的調整會在檢討年度的損益內列支／計入，而相應的調整會於資本儲備反映。在歸屬日，確認為支出的金額會作出調整，以反映歸屬的實際購股權數目（相應的調整會於資本儲備反映），但僅因為未能達致有關本公司股份市價的歸屬條件而放棄的購股權不包括在內。權益金額於資本儲備內確認，直至購股權被行使（在此情況下將轉至股份溢價賬內）或購股權屆滿（在此情況下將直接撥回保留溢利內）。

(r) 存貨

存貨以成本與可變現淨值兩者中之較低者入賬。

成本以先入先出法計算。可變現淨值為於日常業務過程中之估計售價，減估計完工成本及估計進行銷售所需成本。



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2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(r) Inventories (continued)

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realizable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories as an expense in the period in which the reversal occurs.

(s) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in the income statement except to the extent that they relate to items recognised directly in equity, in which case they are recognised in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided in full, using the liability method, on all temporary differences arising from the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

2. 主要會計政策 (續)

(r) 存貨 (續)

於出售存貨時，該等存貨之賬面值於確認有關收益之期間列作開支。存貨撇減至可變現淨值之款額及所有存貨虧損均於撇減或虧損之期間內列作開支。因撇減存貨而撥回之款項，均於撥回期間內列作開支存貨數額之減少。

(s) 所得稅

本年度之所得稅包括即期稅項及遞延稅項資產與負債之變動。即期稅項及遞延稅項資產與負債之變動均在收益表內確認，惟與直接在股本中確認之項目有關者，則於股本中確認。

即期稅項乃根據本年度之應課稅收入，採用於結算日所訂定或大致訂定之稅率計算之預期應付稅項，並就過往年度之應付稅項作出任何調整。

就財務報告目的，因資產及負債的賬面值與其稅基之間的差異而產生的一切暫時差異，均會採用負債法就遞延稅項全數撥備。遞延稅項資產亦可由尚未動用之稅務虧損及尚未動用之稅收抵免產生。



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財務報表附註

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2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(s) Income tax (continued)

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at each balance sheet date and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the company or the group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or

2. 主要會計政策 (續)

(s) 所得稅 (續)

除為數有限的例外情況，所有遞延稅項負債必須確認。惟可確認的遞延稅項資產，應以能抵銷該資產的可能出現的未來應課稅盈利數額為限。可支持確認可抵扣暫時性差異所產生的遞延稅項資產的未來應課稅盈利包括因撥回現有應課稅暫時性差異所產生者，惟這些時差必須與同一稅務機關及同一應稅實體有關，並預期會在預期撥回可抵扣暫時性差異的同一期間或遞延稅項資產所產生的稅務虧損可向後期或前期結轉的期間撥回。遞延稅項的數額乃根據資產及負債的賬面值變現或清償的預定模式，以於結算日有效或實際有效的稅率計算。遞延稅項資產及負債均無須折現。

遞延稅項資產的賬面值於每年結算日進行檢討，倘若認為可能並無足夠應課稅盈利以供扣減有關稅項得益，則遞延稅項資產會予以削減。該削減數額可在可能有足夠應課稅盈利時撥回。

本期稅項和遞延稅項結餘，及其變動，均各自分開列示及不會互相抵銷。本期稅項資產和遞延稅項資產只會在本公司或本集團有合法權利以本期稅項資產抵銷本期稅項負債，並且符合以下附帶條件的情況下才可以分別抵銷本期稅項負債和遞延稅項負債：

- 本期稅項資產和負債：本公司或本集團計劃按淨額基準結算，或在實現資產的同時清償負債；或



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2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(s) Income tax (continued)

- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
 - the same taxable entity; or
 - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

(t) Provisions and contingent liabilities

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

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

2. 主要會計政策 (續)

(s) 所得稅 (續)

- 遞延稅項資產和負債：這些資產和負債必須與同一稅務機關就以下其中一項徵收的所得稅有關：
 - 同一個應稅實體；或
 - 不同的應稅實體；這些實體計劃在預期有大額遞延稅項負債需要清償或遞延稅項資產可以收回的每個未來期間按淨額實現本期稅項資產和清償本期稅項負債或在實現資產的同時清償負債。

(t) 撥備及或然負債

當本集團或本公司因過去事件而須承擔法定或推定責任，而履行該責任很可能需要經濟利益流出及能可靠估計時，則會就無確實時間性或金額的負債確認撥備。倘貨幣之時值重大，則撥備會以預期履行責任所需支出之現值入賬。

倘不大可能有需要經濟利益流出，或其數額未能可靠地估計，則該責任將列作或然負債，除非經濟利益流出之機會極微，則作別論。潛在責任（其存在與否將完全視乎一個或多個未來事件之發生與否）亦會列作或然負債，除非經濟利益流出之機會極微，則作別論。



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2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(u) Financial guarantee

A financial guarantee (a kind of insurance contract) is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the original or modified terms of a debt instrument. The Group does not recognise liabilities for financial guarantees at inception, but performs a liability adequacy test at each reporting date by comparing its net liability regarding the financial guarantee with the amount that would be required if the financial guarantee would result in a present legal or constructive obligation. If the liability is less than its present legal or constructive obligation amount, the entire difference is recognised in the income statement immediately.

(v) Revenue

Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised in profit or loss as follows:

i) Sales of goods

Revenue is recognised when goods are delivered and title has passed.

ii) Sub-licensing film rights

Sub-licensing income is generated on an accrual basis in accordance with the terms of the underlying licence agreements.

iii) Film exhibition and film distribution income

Income from exhibition of film and film distribution income are recognised when the right to receive payment is established and the amount can be measured reliably.

iv) Interest income

Interest income is recognised as it accrues using the effective interest rate method.

v) Marketing services income

Marketing services income is recognised in the period the services are provided.

2. 主要會計政策 (續)

(u) 財務擔保

財務擔保(一項保險合約)為一項要求發行人須對持有人就個別債務人未能履行債務合約之原有或經修改條文而在付款期限前作出付款時承諾補償該持有人損失之合約。本集團未就財務擔保之負債作初步確認,但於每個報告日將其財務擔保之負債淨額與倘財務擔保會引致現行法定或推定責任所需之金額進行比較而對負債之充足性作出測試。倘負債低於其現行法定或推定責任之金額時,所有差額即時於收益表確認。

(v) 收入

只要在經濟利益可能流入本集團,及當收益和成本(如適用)能可靠計算時,就會在損益賬確認收入如下:

i) 貨品銷售

收益於貨品交付及擁有權轉移時確認。

ii) 分授影片版權

分授版權之收入根據相關版權協議條款以累計基準產生。

iii) 影片上映及影片發行收入

影片上映之收入及影片發行之收入於確立收款權及金額能夠被可靠地計量時確認。

iv) 利息收入

利息收入採用實際利率法於應計時確認。

v) 市場推廣服務收入

市場推廣服務收入乃於提供服務期間確認。



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2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(w) Translation of foreign currencies

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are stated at the foreign exchange rates ruling at the balance sheet date. Exchange gains and losses are recognised in profit and loss, except those arising from foreign currency borrowings used to hedge a net investment in a foreign operation which are recognised directly in equity.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was determined.

The results of foreign operations are translated into Hong Kong dollars at the exchange rates approximating the foreign exchange rates ruling at the dates of transactions. Balance sheet items, including goodwill arising on consolidation of foreign operations are translated into Hong Kong dollars at the foreign exchange rates ruling at the balance sheet date. The resulting exchange differences are recognised directly in a separate component of equity. Goodwill arising on consolidation of a foreign operation acquired is translated at the foreign exchange rate that applied at the date of acquisition of the foreign operation.

On disposal of a foreign operation, the cumulative amount of the exchange differences recognised in equity which relate to that foreign operation is included in the calculation of the profit or loss on disposal.

2. 主要會計政策 (續)

(w) 外幣換算

年內以外幣進行之交易，均以交易日之匯率換算。以外幣列值之貨幣資產與負債，則以結算日之匯率列賬。匯兌損益乃於損益確認，惟因用作對沖海外業務投資淨額之外幣借貸而產生之匯兌損益則直接於股本中確認。

根據外幣歷史成本計算之非貨幣資產及負債按交易日期之匯率換算。按公平值列賬之外幣非貨幣資產及負債按釐定公平值當日之匯率換算。

海外業務的業績按交易當日之外幣匯率相若之匯率換算為港元。資產負債表項目（包括因綜合海外業務賬目而產生之商譽）則按結算日之匯率換算為港元。所產生之匯兌差額直接於股本獨立一項確認。因綜合所收購海外業務賬目而產生之商譽按收購海外業務當日之適用匯率換算。

於出售海外業務時，計算出售損益時須計入於股本確認而與海外業務有關之匯兌差額之累計款額。



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2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(x) Borrowing costs

Borrowing costs are expensed in profit or loss in the period in which they are incurred, except to the extent that they are capitalised as being directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or complete.

(y) Related parties

For the purpose of these financial statements, parties are considered to be related to the Group if:

- (i) the party has the ability, directly or indirectly through one or more intermediaries, to control the Group or exercise significant influence over the Group in making financial and operating policy decisions, or has joint control over the Group;
- (ii) the Group and the party are subject to common control;
- (iii) the party is an associate of the Group or a joint venture in which the Group is a venturer;
- (iv) the party is a member of key management personnel of the Group or the Group's parent, or a close family member of such an individual, or is an entity under the control, joint control or significant influence of such individuals; or
- (v) the party is a close family member of a party referred to in (i) or is an entity under the control, joint control or significant influence of such individuals, or

2. 主要會計政策 (續)

(x) 借貸成本

除直接用作收購、建設或生產資產(而該資產需要相當長時間才可以投入擬定用途或出售)之借貸成本予以資本化外,借貸成本均在產生期間內在損益賬支銷。

屬於合資格資產成本一部分之借貸成本在資產產生開支、借貸成本產生及使資產投入其擬定用途或出售時必需進行之準備工作進行時開始資本化。在使合資格資產投入擬定用途或出售時必需之絕大部分準備工作終止或完成時,借貸成本便會暫停或停止資本化。

(y) 關連人士

就財務報表而言,若一方符合以下條件,則被視為與本集團有關連:

- (i) 若有關方有能力直接或透過一名或多名中介人間接控制本集團,或可對本集團之財務及營運決策行使重大影響力,或擁有本集團的共同控制權;
- (ii) 本集團與有關方均受制於共同控制;
- (iii) 有關方為本集團之聯繫人士,或本集團作為合營方之合營企業;
- (iv) 有關方為本集團或本集團母公司的主要管理層成員,或為該個人之近親,或為受該等個人控制、與他人共同控制或發揮重大影響力之實體;或
- (v) 有關方為第(i)項所述人士之近親,或為受該等個人控制、與他人共同控制或發揮重大影響力之實體,或



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2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(y) Related parties (continued)

- (vi) the party is a post-employment benefit plan which is for the benefit of employees of the Group or of any entity that is a related party of the Group.

Close family members of an individual are those family members who may be expected to influence, or be influenced by, that individual in their dealings with the entity.

(z) Segment reporting

A segment is a distinguishable component of the Group that is engaged either in providing products or services (business segment), or in providing products or services within a particular economic environment (geographical segment), which is subject to risks and rewards that are different from those of other segments.

In accordance with the Group's internal financial reporting system, the Group has chosen business segment information as the primary reporting format and geographical segment information as the secondary reporting format for the purposes of these financial statements.

Segment revenue, expenses, results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis to that segment. For example, segment assets may include inventories, trade receivables and property, plant and equipment. Segment revenue, expenses, assets and liabilities are determined before intra-group balances and intra-group transactions are eliminated as part of the consolidation process, except to the extent that such intra-group balances and transactions are between group entities within a single segment. Inter-segment pricing is based on similar terms as those available to other external parties.

Segment capital expenditure is the total cost incurred during the period to acquire segment assets (both tangible and intangible) that are expected to be used for more than one period.

2. 主要會計政策 (續)

(y) 關連人士 (續)

- (vi) 有關方為就本集團(或屬本集團關連人士的實體)的員工福利設立的終止僱用後福利計劃。

一個人的近親指預期可對該名個人與實體間的買賣構成影響或與實體間的買賣會受其影響的家族成員。

(z) 分部報告

分部是按本集團所提供之產品或服務種類(業務分部)，或在特定經濟環境(地區分部)內提供產品或服務劃分，而風險和回報與其他分部不同之可區分部分。

就財務報表而言，按照本集團內部財務申報制度，本集團選擇以業務分部資料為主要申報形式，而地區分部資料則是次要申報形式。

分部收益、開支、業績、資產及負債包括直接列入該類別之項目，以及該等可按合理基準分配列入該分部之項目。例如，分部資產可包括存貨、應收賬款以及物業、廠房及設備。分部收益、開支、資產及負債在就綜合賬目其中部分抵銷集團內公司間之結餘及集團內公司間之交易前釐定，惟於單一分部內集團實體之間集團內公司間之結餘及交易則除外。分部間之價格乃根據其他外界人士可獲之類似條款釐定。

分部資本開支為期內購入分部資產(包括有形及無形資產)所產生之總成本，而該等資產預計可供超過一個期間使用。



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財務報表附註

For the year ended 31 March 2007
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2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(z) Segment reporting (continued)

Unallocated items mainly comprise financial and corporate assets, interest-bearing loans, borrowings, tax balances, corporate and financing expenses.

3. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: market risks (including currency risk, fair value, interest risk and price risk), credit risk, liquidity risk and cash flow interest rate risk.

(a) Market risks

(i) Foreign exchange risk

The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures. Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities and net investments in foreign operations.

(ii) Credit risk

The Group has no significant concentrations of credit risk. It has policies in place to ensure that sales of products are made to customers with an appropriate credit history.

(iii) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the available of funding through an adequate amount of committed credit facilities and the ability to close our market positions. Due to the dynamic nature of the underlying business, the Group aims to maintain flexibility in funding by keeping committed credit lines available.

(iv) Cash flow and fair value interest rate risk

As the Group has no significant interest-bearing assets, the Group's income and operating cash flows are substantially independent of changes in market interest rates.

2. 主要會計政策 (續)

(z) 分部報告 (續)

未分類項目主要包括財務及公司資產、計息貸款、借款、稅項結餘、企業及融資開支。

3. 財務風險管理

本集團之業務承受多種財務風險：市場風險（包括貨幣風險、公平值、利率風險及價格風險）、信貸風險、流動資金風險及現金流利率風險。

(a) 市場風險

(i) 外匯風險

本集團經營跨國業務並由於業務交易涉及多種貨幣而承受外匯風險。外匯風險來自海外業務之未來商業交易、已確認資產與負債及淨投資。

(ii) 信貸風險

本集團並無重大之信貸集中風險。本集團已制訂政策確保其向具備合適信用記錄之客戶銷售產品。

(iii) 流動資金風險

審慎之流動資金風險管理政策指維持充裕現金及有價證券、資金可透過已承諾授出之足夠信貸融資額而獲得，以及有能力平倉。由於相關業務性質活躍，故本集團旨在透過保持已承諾授出之信貸額度，以維持資金之靈活性。

(iv) 現金流及公平值利率風險

由於本集團並無重大計息資產，故本集團之收入及經營現金流量乃大致獨立於市場利率之變動。



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3. FINANCIAL RISK MANAGEMENT (continued)

(b) Fair value estimation

The fair value of financial assets through profit or loss is based on quoted market prices at the balance sheet date. The quoted market price used for financial assets held by the Group is the current bid price.

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. The Group used a variety of methods and made assumptions that are based on market conditions existing at each balance sheet date. Other techniques, such as estimated discounted cash flows, are used to determine fair value for the remaining financial instruments.

The nominal value less estimated credit adjustments of trade receivables and payables are assumed to approximate their fair values. The fair value of financial liabilities for disclosure purpose is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

3. 財務風險管理 (續)

(b) 公平值估計

計入損益之財務資產之公平值乃按結算日之市場報價計算。本集團所持財務資產採用之市場報價為現行買入價。

並無於活躍市場買賣之金融工具之公平值乃採用估計方法釐定。本集團採用多種方法並根據各結算日之現行市況作出假設。估計已貼現現金流量等其他方法乃用以釐定其餘金融工具之公平值。

本集團假設貿易應收及應付賬款之面值減估計信貸調整乃與其公平值相若。就披露而言之財務負債公平值乃透過按現行市場利率將未來合約現金流轉貼現而予以估計，而上述利率為本集團可就類似金融工具而取得者。



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4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

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

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

(a) Impairment loss for bad and doubtful debts

The impairment loss for bad and doubtful debts of the Group is based on the evaluation of collectability and aging analysis of the debts and on managements' judgement. A considerable amount of judgement is required in assessing the ultimate realization of these receivables, including the current creditworthiness and the past collection history of each customer. If the financial conditions of customers of the Group were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required.

(b) Impairment loss of film rights, film in progress, trademark, programme and intellectual rights

The Group evaluates whether these assets have suffered any impairment loss whenever events or changes in circumstances indicate that the carrying amount of these assets may not be recoverable, in accordance with the relevant accounting policy set out above. The recoverable amounts of cash generating units have been determined based on value in use calculations. These calculations require the use of estimates.

(c) Estimated impairment of goodwill

The Group tests annually whether goodwill has suffered any impairment in accordance with the accounting policy stated in Note 2 (l). The recoverable amounts of cash generating units are determined based on value-in-use calculation. These calculations require the use of estimates.

4. 關鍵會計估計及判斷

本集團按過往經驗及其他因素(包括對未來事件作出之預期,而彼等相信該等預期在有關情況下屬合理)會持續對估計及判斷進行評估。

本集團對有關未來事件作出估計及假設。所導致之會計估計在本質上難以等同於有關實際結果。具有重大風險會導致須於下個財政期間對資產及負債賬面值作出重大調整之估計及假設論述如下:

(a) 呆壞賬減值虧損

本集團呆壞賬之減值虧損乃基於對債項之可追回程度及賬齡分析之評估,以及管理層之判斷。評估該等應收款項之最終變現情況時需要作出大量判斷,包括各客戶現時之信譽及過往還款記錄。倘若本集團客戶之財務狀況轉壞,導致彼等之還款能力下降,或須作出進一步撥備。

(b) 影片版權、拍攝中影片、商標、節目及知識產權之減值虧損

倘若有任何事故或環境變化顯示該等資產之賬面值未必能夠收回時,本集團會按上述相關會計政策評估該等資產是否出現減值。現金產生單位之可收回金額乃按使用價值計算,而計算時須運用估計。

(c) 商譽之估計減值

本集團根據附註2(l)所載會計政策每年測試商譽是否遭受任何減值。現金產生單位之可收回金額乃根據使用價值計算法釐訂。有關計算需要應用估計。



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4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

(d) Useful lives of property, plant and equipment

The Group's management determines the estimated useful lives and related depreciation charge for its property, plant and equipment. This estimate is based on the historical experience of the actual useful lives of the property, plant and equipment of similar nature and functions. It could change significantly as a result of technical innovation. Management will change the depreciation charge where useful lives are different from the previously estimated lives. It will also write-off or write down technically obsolete or non-strategic assets that have been abandoned or sold.

(e) Income taxes

The Group is subject to income taxes in several jurisdictions. Significant judgement is required in determining the worldwide provision for income taxes. There are transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that are initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

(f) Equity compensation

In determining the total expenses for the Group's equity compensation plans, the Group estimates the number of options/shares that are expected to become exercisable/vested at the date of grant. At each balance sheet date before the options/shares that are become exercisable/vested, the Group will revise the total expenses where the number of options/shares that are expected to become exercisable/vested are difference to previously estimated.

4. 關鍵會計估計及判斷 (續)

(d) 物業、廠房及設備之可使用年期

本集團之管理人員就其物業、廠房及設備釐定可使用年期及相關折舊支出。該估計乃按有關性質及功能類似之物業、廠房及設備之實際可使用年期之過往經驗而作出。有關估計可因技術創新而出現重大變動。倘可使用年期與過往所估計之年期有所不同，則管理人員將對折舊開支作出變動。管理人員亦會撇銷或撇減技術陳舊或已廢棄或出售之非策略性資產。

(e) 所得稅

本集團須繳納若干司法權區之所得稅。對全球所得稅釐定撥備須行使重大判斷。於日常業務過程中，用以釐定最終稅項之某些交易及計算並不能予以確定。本集團乃根據是否有額外稅項將予到期而確認預計稅務審計事宜之負債。倘有關事宜之最終稅務結果與最初記錄之金額有差異，則有關差異將影響作出釐定之期間之所得稅及遞延稅項撥備。

(f) 股本權益報酬

確定本集團的股本權益報酬計劃的總開支時，本集團估計授出當日預期可予行使／歸屬的購股權／股份的數目。於購股權／股份全面行使／歸屬前的各個結算日，倘預期可予行使／歸屬的購股權／股份數目與先前估計有別，本集團會修訂總開支。



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財務報表附註

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5. TURNOVER AND OTHER REVENUE

Turnover represents the net amounts received and receivable for sales of goods by the Group to outside customers, less returns and allowances, and revenue received and receivable from sub-licensing of film rights, film exhibition and film distribution, and is analysed as follow:

<u>Turnover</u>	<u>營業額</u>
Sales of goods	銷售貨品
Sub-licensing of film rights	分授影片版權
Film exhibition and film distribution income	影片上映及發行收入
<u>Other revenue</u>	<u>其他收益</u>
Marketing Service income	市場推廣服務收入
Interest income	利息收入

6. BUSINESS AND GEOGRAPHICAL SEGMENTS

Turnover and contribution to operating results and assets and liabilities by business segment has not been prepared as the Group has only one business segment which is the distribution of film rights by different audio-visual programmes and sub-licensing.

As the Group's turnover for the year ended 31 March 2007 are substantially made to customers based in Hong Kong and the operations of the Group are substantially located in Hong Kong, no separate analysis for the geographical segment information is provided accordingly.

5. 營業額及其他收益

營業額指本集團向外界客戶銷售貨品之已收及應收款項淨額，扣除退貨及撥備，以及分授影片版權、在戲院上映電影及發行影片之已收及應收收入，現分析如下：

2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
43,167	61,730
10,699	10,389
5,805	11,782
59,671	83,901
842	—
294	185
1,136	185

6. 業務及地區分類資料

本集團並無編製按業務分類劃分之營業額及經營業績貢獻以及資產與負債資料，因為本集團只有單一業務分部，即透過不同影音制式發行影片版權及分授版權。

本集團截至二零零七年三月三十一日止年度的營業額中絕大部份乃銷售予香港客戶，而本集團絕大部份業務均位於香港。因此，並無提供獨立地區分類資料分析。



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財務報表附註

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7. (LOSS)/PROFIT FROM OPERATIONS

(Loss)/profit from operations has been arrived at after charging and crediting:

7. 經營(虧損)/溢利

經營(虧損)/溢利已扣除及計入下列各項：

	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Charging		
Staff cost		
Directors' remuneration (Note 10)	2,656	3,689
Other staff costs	8,039	8,731
Equity settled share-based payment expenses	244	-
Retirement benefits scheme contributions, excluding Directors' contributions	370	433
	11,309	12,853
Depreciation		
Owned assets	808	1,164
Assets under finance leases	695	891
Amortisation of film rights included in cost of sales	36,811	27,132
Amortisation of intellectual property rights included in cost of sales	164	-
Amortisation of programme rights included in cost of sales	140	-
Amortisation of trademark included in administrative expenses	15	15
Auditors' remuneration		
Audit services	400	300
Other services	80	-
Cost of inventories included in cost of sales	10,771	16,012
Bad debts written off	-	135
Share-based payment (including amount paid to staff of HK\$244,000)	3,055	-
Provision on stock obsolescence	2,132	-
Impairment loss on film rights	45,810	-
	187	90
Crediting		
Sundry income	104	68
Exchange gain	-	550
Gain on disposal of plant, property and equipment	-	-



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8. FINANCE COSTS

8. 融資成本

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Interest on:	應付利息：		
Bank borrowings wholly repayable within five years	須於五年內悉數償還之銀行借貸	2,750	1,154
Other borrowings wholly repayable within five years	須於五年內悉數償還之其他借貸	756	1,264
Finance leases	融資租約	63	94
		<u>3,569</u>	<u>2,512</u>

9. (LOSS)/PROFIT ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

The loss attributable to equity holders included a loss of HK\$47,542,000 (2006: loss of HK\$25,000) which has been dealt with in the financial statements of the Company.

9. 本公司權益持有人應佔(虧損)/溢利

權益持有人應佔虧損包括於本公司財務報表中處理之虧損47,542,000 港元(二零零六年：虧損25,000港元)。



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財務報表附註

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10. DIRECTORS' REMUNERATION

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

For the year ended 31 March 2007

10. 董事酬金

已付或應付予十八名(二零零六年:九名)董事之酬金如下:

截至二零零七年三月三十一日止年度

		Salaries and other benefits	Retirement benefits scheme contribution	Total
	Fees	薪金及 其他福利	退休福利 計劃供款	總計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元
Executive directors	執行董事			
Mr. Fung Yu Hing, Allan	馮懿卿先生	–	562	568
Ms. Leung Siu Kuen, Janet	梁少娟女士	–	141	147
Mr. Fung Yee Sang	馮懿生先生	–	810	822
Mr. Au Lik Man, Simon	區力民先生	–	238	244
Mr. So Wing Lok, Jonathan	蘇永樂先生	–	–	–
Mr. Lo Wing Keung	盧永強先生	–	–	–
Mr. Tso Kin Nam	曹建南先生	–	80	80
Mr. Chow Alvin Chiyui	周之耀先生	–	–	–
Mr. Chin Wai Keung, Richard	錢偉強先生	–	240	240
Mr. Ling Macadam	林雄斌先生	–	–	–
Non-executive directors	非執行董事			
Dr. Lo Wing Yan, William, JP	盧永仁博士, 太平紳士	35	–	35
Ms. Fung Suen Lai, Jacqueline	馮宣妮小姐	35	233	277
Independent non-executive directors	獨立非執行董事			
Mr. Chan Koon Chung, Johnny	陳冠中先生	35	–	35
Mr. Chau, Stephen	鄒世龍先生	35	–	35
Mr. Hui Kwok Wah	許國華先生	23	–	23
Mr. Hung Tik	洪迪先生	50	–	50
Mr. Lam Wai Leung	林惟良先生	50	–	50
Mr. Chow Shiu Ki	周肇基先生	50	–	50
		313	2,304	39
		2,656		

**Notes to the Financial Statements****財務報表附註**

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

10. DIRECTORS' REMUNERATION (continued)

For the year ended 31 March 2006

10. 董事酬金 (續)

截至二零零六年三月三十一日止年度

		Fees	Salaries and other benefits	Retirement benefits scheme contribution	Total
	袍金	薪金及其他福利	退休福利計劃供款	總計	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
	千港元	千港元	千港元	千港元	
Executive directors	執行董事				
Mr. Fung Yu Hing, Allan	馮懿卿先生	–	895	12	907
Ms. Leung Siu Kuen, Janet	梁少娟女士	–	685	12	697
Mr. Fung Yee Sang	馮懿生先生	–	839	12	851
Mr. Au Lik Man, Simon	區力民先生	–	498	12	510
Non-executive directors	非執行董事				
Dr. Lo Wing Yan, William, JP	盧永仁博士，太平紳士	170	–	–	170
Ms. Fung Suen Lai, Jacqueline	馮宣妮小姐	60	322	12	394
Independent non-executive directors	獨立非執行董事				
Mr. Chan Koon Chung, Johnny	陳冠中先生	60	–	–	60
Mr. Chau, Stephen	鄒世龍先生	60	–	–	60
Mr. Hui Kwok Wah	許國華先生	40	–	–	40
		<u>390</u>	<u>3,239</u>	<u>60</u>	<u>3,689</u>

During the year, no emoluments were paid by the Group to any directors as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors waived any emoluments during the year.

年內，本集團並無向任何董事支付酬金以吸引彼等加盟本集團或作為加盟獎金又或作為離職補償。概無董事於本年度免收任何酬金。



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財務報表附註

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11. EMPLOYEES' EMOLUMENTS

During the year, the five highest paid individuals in the Group included three (2006: four) directors, details of whose emoluments are set out in note 10 above.

The emoluments of the remaining two (2006: one) individual for the year ended 31 March 2007, were as follows:

Salaries and other benefits	薪金及其他福利
Bonus	花紅
Retirement benefits schemes contributions	退休福利計劃供款

The aggregate emoluments of the highest paid employee for the year is within the emoluments band ranging from nil to HK\$1,000,000.

12. TAXATION

The charge comprises:	稅項支出包括：
Hong Kong Profits tax	香港利得稅
Other jurisdictions	其他司法權區
Deferred tax charge (Note 27)	遞延稅項支出(附註27)

Hong Kong Profits Tax is calculated at 17.5% of the estimated assessable profit for both years.

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

11. 僱員酬金

年內，本集團五名最高薪人士包括三名(二零零六年：四名)董事，彼等之酬金詳情載於上文附註10。

於截至二零零七年三月三十一日止年度之餘下兩名(二零零六年：一名)人士之酬金如下：

2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
742	409
–	12
27	12
769	433

本年度最高薪僱員之總酬金介乎零至1,000,000港元之酬金範圍內。

12. 稅項

2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
–	39
38	–
–	893
38	932

香港利得稅乃根據年內估計應課稅溢利按稅率17.5%計算。

其他司法權區之稅項按有關司法權區之現行稅率計算。



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財務報表附註

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

12. TAXATION (continued)

The charge for the year can be reconciled to the profit per the income statement as follows:

(Loss)/profit before taxation	除稅前(虧損)/溢利
Tax at the domestic income tax rate of 17.5% (2006: 17.5%)	按本地入息稅稅率17.5% (二零零六年: 17.5%)計算之稅項
Tax effect of income not taxable in determining taxable profit	釐定應課稅溢利時 毋須課稅收入之稅項影響
Tax effect of expenses that are not deductible in determining taxable profit	釐定應課稅溢利時不得扣稅 開支之稅項影響
Tax effect of temporary differences	暫時差額之稅務影響
Effect of different tax rates of operation in other jurisdictions	於其他司法權區業務所採用 稅率不同之影響
Tax loss utilised	動用之稅項虧損
Unrecognised tax loss	未確認之稅項虧損
Tax charge for the year	本年度稅項支出

Details of deferred taxation are set out in Note 27.

13. (LOSS)/EARNINGS PER SHARE

The calculation of the basic and diluted (loss)/earnings per share is based on the following data:

(Loss)/Earnings	(虧損)/盈利
(Loss)/profit attributable to equity holders of the Company for the year	本公司權益持有人應佔 本年度(虧損)/溢利
Number of shares	股份數目
Weighted average number of ordinary shares	普通股加權平均股數
Effect of dilutive potential ordinary shares: Share options	普通股之潛在攤薄影響: 購股權
Weighted average number of ordinary shares for the purpose of diluted earnings per share	用以計算每股攤薄盈利之 普通股加權平均股數

Diluted loss per share for the year ended 31 March 2007 has not been presented as the effect of any dilution is anti-dilutive.

12. 稅項 (續)

本年度稅項支出與收益表所示溢利對賬如下:

2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
(70,195)	3,382
(12,284)	592
(77)	-
9,671	277
2,456	-
39	-
(14)	-
247	63
38	932

遞延稅項詳情載於附註27。

13. 每股(虧損)/盈利

每股基本及攤薄後(虧損)/盈利乃按下列數據計算:

2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
(69,807)	2,305
422,590,973	402,300,000
N/A	9,906,738
N/A	412,206,738

由於任何攤薄影響均具反攤薄性，故並無呈列截至二零零七年三月三十一日止年度之每股攤薄虧損。



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2007
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14. PROPERTY, PLANT AND EQUIPMENT

14. 物業、廠房及設備

The Group

本集團

		Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Furniture and fixtures 傢俬及裝置 HK\$'000 千港元	Office equipment 辦公室設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cost	原值					
At 1 April 2005	於二零零五年四月一日	-	2,336	3,530	2,455	8,321
Additions	添置	2,528	864	330	1,829	5,551
Disposals	出售	-	(1,568)	(94)	(1,093)	(2,755)
At 31 March 2006	於二零零六年三月三十一日	2,528	1,632	3,766	3,191	11,117
Additions	添置	80	285	339	-	704
Disposals	出售	-	-	-	(183)	(183)
At 31 March 2007	於二零零七年三月三十一日	2,608	1,917	4,105	3,008	11,638
Accumulated depreciation	累計折舊					
At 1 April 2005	於二零零五年四月一日	-	2,203	2,895	1,821	6,919
Provided for the year	年內折舊	232	346	586	891	2,055
Disposals	出售	-	(1,568)	(94)	(1,093)	(2,755)
At 1 April 2006	於二零零六年三月三十一日	232	981	3,387	1,619	6,219
Provided for the year	年內折舊	261	299	248	695	1,503
Disposals	出售	-	-	-	(91)	(91)
At 31 March 2007	於二零零七年三月三十一日	493	1,280	3,635	2,223	7,631
Net book value	賬面淨值					
At 31 March 2007	於二零零七年三月三十一日	2,115	637	470	785	4,007
At 31 March 2006	於二零零六年三月三十一日	2,296	651	379	1,572	4,898

At 31 March 2007, the net book value of the Group's motor vehicles includes an amount of HK\$785,000 (2006: HK\$1,572,000) in respect of assets held under finance leases.

本集團汽車於二零零七年三月三十一日之賬面淨值包括根據融資租約持有之資產為785,000港元(二零零六年: 1,572,000港元)。



Notes to the Financial Statements

財務報表附註

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

15. OTHER INTANGIBLE ASSETS

The Group

		Film rights 影片版權 HK\$'000 千港元	Trademark 商標 HK\$'000 千港元	Programme rights 節目版權 HK\$'000 千港元	Intellectual property rights 知識產權 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Cost	原值					
At 1 April 2005	於二零零五年四月一日	151,332	75	-	-	151,407
Additions	添置	33,444	-	-	-	33,444
At 31 March 2006	於二零零六年三月三十一日	184,776	75	-	-	184,851
Additions	添置	23,479	-	2,791	1,312	27,582
At 31 March 2007	於二零零七年三月三十一日	208,255	75	2,791	1,312	212,433
Amortisation and impairment	攤銷及減值					
At 1 April 2005	於二零零五年四月一日	85,183	45	-	-	85,228
Provided for the year	年內攤銷	27,132	15	-	-	27,147
At 31 March 2006	於二零零六年三月三十一日	112,315	60	-	-	112,375
Provided for the year	年內攤銷	36,811	15	140	164	37,130
Impairment loss recognised	已確認減值虧損	45,810	-	-	-	45,810
At 31 March 2007	於二零零七年三月三十一日	194,936	75	140	164	195,315
Net book value	賬面值					
At 31 March 2007	於二零零七年三月三十一日	13,319	-	2,651	1,148	17,118
At 31 March 2006	於二零零六年三月三十一日	72,461	15	-	-	72,476

Other intangible assets are amortised on a straight-line basis over the respective periods ranging from 2 to 5 years.

The Directors reassessed the recoverable amount of the film rights as at 31 March 2007 by adopting the income approach. The income approach is the conversion of expected periodic benefits of ownership into an indication of value. The valuation was based on the present value of the expected future revenue arising from the distribution and sub-licensing of each film right and its residue value, which was derived from discounting the projected cash flows by a discount rate of 14%.

Based on the future sales plans, the Directors consider there is an impairment loss on the film rights for the year. As a result, the carrying amount of the film rights has been reduced to its recoverable amount. The impairment loss of HK\$45,810,000 was recognised in the consolidated income statement during the year.

15. 其他無形資產

本集團

		Film rights 影片版權 HK\$'000 千港元	Trademark 商標 HK\$'000 千港元	Programme rights 節目版權 HK\$'000 千港元	Intellectual property rights 知識產權 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Cost	原值					
At 1 April 2005	於二零零五年四月一日	151,332	75	-	-	151,407
Additions	添置	33,444	-	-	-	33,444
At 31 March 2006	於二零零六年三月三十一日	184,776	75	-	-	184,851
Additions	添置	23,479	-	2,791	1,312	27,582
At 31 March 2007	於二零零七年三月三十一日	208,255	75	2,791	1,312	212,433
Amortisation and impairment	攤銷及減值					
At 1 April 2005	於二零零五年四月一日	85,183	45	-	-	85,228
Provided for the year	年內攤銷	27,132	15	-	-	27,147
At 31 March 2006	於二零零六年三月三十一日	112,315	60	-	-	112,375
Provided for the year	年內攤銷	36,811	15	140	164	37,130
Impairment loss recognised	已確認減值虧損	45,810	-	-	-	45,810
At 31 March 2007	於二零零七年三月三十一日	194,936	75	140	164	195,315
Net book value	賬面值					
At 31 March 2007	於二零零七年三月三十一日	13,319	-	2,651	1,148	17,118
At 31 March 2006	於二零零六年三月三十一日	72,461	15	-	-	72,476

其他無形資產乃於各別介乎2至5年之期間內按直線基準攤銷。

董事採納收入法重新評估於二零零七年三月三十一日影片版權之可收回金額。收入法為轉換擁有權之預期定期利益為價值指標之方式。估值乃根據發行及分授各影片版權產生之預期日後收益之現值及其剩餘價值計算，餘值乃由以貼現率14%計算貼現之估計現金流所得。

根據未來計劃，董事認為本年度電影權出現減值虧損。因此電影權之賬面值已減至其可收回數額。減值虧損45,810,000港元已於年內在綜合損益表內確認。



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財務報表附註

For the year ended 31 March 2007
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16. GOODWILL

Goodwill recognised in the consolidated balance sheet, arising from the acquisition of Datewell Limited and its subsidiaries is as follow:

Cost

At 1 April 2006

Arising on acquisition of subsidiaries
(Note 30)

At 31 March 2007

Impairment

At 1 April 2006

Impairment loss recognised for the year

At 31 March 2007

Carrying value

At 31 March 2007

At 31 March 2006

成本

於二零零六年四月一日

因收購附屬公司所產生(附註30)

於二零零七年三月三十一日

減值

於二零零六年四月一日

本年度已確認之減值虧損

於二零零七年三月三十一日

賬面值

於二零零七年三月三十一日

於二零零六年三月三十一日

The Group

本集團

HK\$'000

千港元

—

4,259

4,259

—

—

—

4,259

—

Particulars regarding impairment testing on goodwill arising from acquisition of subsidiaries are disclosed as follows:

The Directors are of the view that there was no evidence of impairment of goodwill as at 31 March 2007 by reference to the valuation of the goodwill as at 31 March 2007 performed by BMI Appraisals Limited (the "Valuer"), an independent firm of professional valuers.

The Valuer has adopted the income approach for the valuation methodology. The income approach use cash flow projections based in financial budgets approved by management covering a 10 year period. Future cash flows are discounted at the rate of 14% and growth rate of 6%. Since the recoverable amount of the cash generating unit is higher than its carrying amount as at 31 March 2007, therefore, the Directors consider that the carrying value of goodwill at the balance sheet date is not significantly impaired.

有關因收購附屬公司所產生之商譽之減值測試詳情披露如下：

董事認為，參考獨立專業估值師行中和邦盟評估有限公司(「估值師」)於二零零七年三月三十一日就商譽進行之估值，於二零零七年三月三十一日並無商譽減值憑證。

估值師已採納收入法為估值方法。收入法運用根據管理層審批涵蓋10年期間之財政預算之估計現金流為依據。未來現金流按14%及增長率6%貼現。於二零零七年三月三十一日，由於現金產生單位之可收回金額高於其賬面值，因此，董事認為於結算日之商譽賬面值並無重大減值。



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財務報表附註

For the year ended 31 March 2007
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17. INVESTMENTS IN SUBSIDIARIES

Unlisted shares, at cost	非上市股份，按成本值
Amount due from a subsidiary	應收一間附屬公司款項
Amount to a subsidiary	應付一間附屬公司款項
Provision on impairment loss	減值虧損撥備

The amount due from/(to) a subsidiary is unsecured, interest-free and have no fixed terms of repayment. In the opinion of the directors, the amounts will not be repayable within twelve months from the balance sheet date and are shown as non-current.

Details of the Company's subsidiaries as at 31 March 2007 are set out in note 39.

18. INVENTORIES

Work in progress	在製品
Finished goods	製成品

At 31 March 2007, including in the inventories, finished goods of HK\$13,881,000 (2006: HK\$ Nil) was carried at net realisable value.

17. 於附屬公司之投資

		The Company 本公司	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
		31,072	25,572
		15,904	16,867
		(1,821)	—
		45,155	42,439
		(41,476)	—
		3,679	42,439

應收／(應付)一間附屬公司款項為無抵押、免息及無固定還款期。董事認為，有關款項不會在結算日後十二個月內償還，故列作非流動項目。

本公司於二零零七年三月三十一日之附屬公司詳情載於附註39。

18. 存貨

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
		3,760	2,066
		13,881	20,311
		17,641	22,377

於二零零七年三月三十一日，包括於存貨內之製成品為數13,881,000港元(二零零六年：零港元)乃以可變現淨值列賬。



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2007
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19. TRADE AND OTHER RECEIVABLES

The Group generally allows an average credit period of 30 to 90 days to its trade customers. The aged analysis of trade receivables at the balance sheet date is as follows:

0-30 days	30日內
31-60 days	31至60日
61-90 days	61至90日
91-180 days	91至180日
Over 180 days	超過180日
Other receivables	其他應收款項

19. 貿易及其他應收款項

本集團一般給予貿易客戶平均30至90日之信貸期。貿易應收款項於結算日之賬齡分析如下：

2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
3,966	5,640
3,267	2,885
2,228	2,852
2,498	6,369
10,258	5,337
22,217	23,083
11,367	3,770
33,584	26,853

20. AMOUNTS DUE FROM/TO RELATED COMPANIES

During the year, the Group had the following balances with related companies:

20. 應收／應付關連公司款項

年內，本集團有以下與關連公司之往來結餘：

	Balance at 31.3.2007 於二零零七年 三月三十一日 結餘 HK\$'000 千港元	Balance at 31.3.2006 於二零零六年 三月三十一日 結餘 HK\$'000 千港元	Maximum amount outstanding during the year 年內最高 尚餘金額 HK\$'000 千港元
Amounts due from related companies: 應收關連公司款項：			
Golden Scene Company Limited (Note a) 高先電影有限公司(附註a)	2,104	6,537	6,537
Panorama Entertainment Holdings Limited (Note b) Panorama Entertainment Holdings Limited(附註b)	2	-	2
	2,106	6,537	6,539
Amount due to related company: 應付關連公司款項：			
Panorama Entertainment Holdings Limited (Note b) Panorama Entertainment Holdings Limited(附註b)	-	3	
	-	3	



Notes to the Financial Statements

財務報表附註

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

20. AMOUNTS DUE FROM/TO RELATED COMPANIES

(continued)

Notes:

- a) One of directors of Golden Scene Company Limited is also a director of a subsidiary of the Company. The amount is unsecured, interest-free and repayable on demand.
- b) Panorama Entertainment Holdings Limited is a company in which Mr. Fung Yu Hing, Allan, Ms. Leung Siu Kuen, Janet and Ms. Fung Suen Lai, Jacqueline have beneficial interests. The amount is unsecured, interest-free and repayable on demand.

21. PLEDGED BANK DEPOSITS

Included in pledged bank deposits in the balance sheet are the following amounts denominated in a currency other than the functional currency of the entity to which they relate:

Hong Kong Dollars	港元
United States Dollars	美元

22. BANK BALANCES AND CASH

Included in bank balances and cash in the balance sheet are the following amounts denominated in a currency other than the functional currency of the entity to which they relate:

Hong Kong Dollars	港元
United States Dollars	美元
Taiwan Dollars	新台幣
China Yuan Renminbi	中國人民幣
Singapore Dollars	新加坡元

20. 應收／應付關連公司款項 (續)

附註：

- (a) 高先電影有限公司其中一名董事亦為本公司旗下某附屬公司之董事。該筆款項乃無抵押、免息及須於通知時償還。
- (b) Panorama Entertainment Holdings Limited乃馮懿卿先生、梁少娟女士及馮宣妮小姐實益擁有之公司。該筆款項乃無抵押、免息及須於通知時償還。

21. 有抵押銀行存款

於結算日，有抵押銀行存款中包括以有關實體之功能貨幣以外之外幣計值之下列款項：

The Group 本集團		The Company 本公司	
2007 二零零七年	2006 二零零六年	2007 二零零七年	2006 二零零六年
HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
3,132	8,218	-	-
257	-	-	-

22. 銀行結存及現金

於結算日，銀行結存及現金中包括以有關實體之功能貨幣以外之貨幣計值之下列款項：

The Group 本集團		The Company 本公司	
2007 二零零七年	2006 二零零六年	2007 二零零七年	2006 二零零六年
HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
1,964	6,185	4	1
1	1	-	-
33	518	-	-
281	-	-	-
23	86	-	-



Notes to the Financial Statements

財務報表附註

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

23. TRADE AND OTHER PAYABLES

The aged analysis of trade payables at the balance sheet date is as follows:

Trade payables:	貿易應付款項：
0-30 days	30日內
31-60 days	31至60日
61-180 days	61至180日
Over 180 days	超過180日

Other payables	其它應付款項
----------------	--------

23. 貿易及其他應付款項

資產負債表上貿易應付款項之賬齡分析如下：

The Group 本集團	
2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
1,429	5,732
627	3,285
5,267	8,531
11,283	9,504
<u>18,606</u>	<u>27,052</u>
20,379	10,664
<u>38,985</u>	<u>37,716</u>

24. AMOUNT DUE TO A DIRECTOR

The amount due is unsecured, interest-free and repayable on demand.

24. 應付董事款項

該應付款項為無抵押、免息及須按要求償還。



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For the year ended 31 March 2007
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25. OBLIGATIONS UNDER FINANCE LEASES

Amounts payable under finance leases are as follows:

Within one year	一年內	380	430	429	493
In the second to fifth years inclusive	第二至第五年 (首尾兩年包括在內)	679	1,099	751	1,230
Less: Future finance charges	減：未來財務開支	–	–	(121)	(194)
Present value of lease obligations	租約承擔現值	1,059	1,529	1,059	1,529
Less: Amount due within one year shown under current liabilities	減：入賬列為流動負債的一年內到期款項	(380)	(430)		
Amount due after one year	一年後償還款額	679	1,099		

The average lease term was 5 years (2006: 5 years). For the year ended 31 March 2007, the average effective annual interest rates is 3.0% (2006: 3.0%). Interest rates are fixed at the contract date. All leases were on a fixed repayment basis and no arrangements have been entered into for contingent rental payments.

The Group's obligations under finance leases were secured by the lessor's charge over the leased assets.

The fair value of the Group's obligations under finance leases, determined based on the present value of the estimated future cash flows discounted using the prevailing market rate at the balance sheet date approximate to their carrying amounts.

25. 融資租約承擔

融資租約項下的應付款項如下：

THE GROUP 本集團			
Present value of minimum lease payments 最低租約付款額現值		Minimum lease payments 最低租約付款額	
2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
380	430	429	493
679	1,099	751	1,230
1,059	1,529	1,180	1,723
–	–	(121)	(194)
1,059	1,529	1,059	1,529
(380)	(430)		
679	1,099		

平均租約年期為5年(二零零六年：5年)。於截至二零零七年三月三十一日止年度，平均實際年利率為3.0%(二零零六年：3.0%)。利息固定為訂約日期利率。所有租約均按定額還款法進行，且並無訂立任何須付或有租約付款之安排。

本集團根據融資租約所作的承擔以出租人於租賃資產的押記擔保。

本集團根據融資租約所作承擔之公平值(按估計未來現金流量經現行市場利率貼現之現值釐定)於結算日與賬面值相若。



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26. BANK AND OTHER BORROWINGS

26. 銀行及其他借貸

		The Group 本集團	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Bank overdrafts	銀行透支	11,138	17,868
Bank borrowings	銀行借貸	19,572	14,867
Other borrowings	其他借貸	320	1,212
		31,030	33,947
Analysed as:	分析為：		
Secured	已抵押	31,030	32,467
Unsecured	未抵押	-	1,480
		31,030	33,947
The maturity profile of the above loans and overdrafts is as follows:	以上貸款及透支的到期日如下：		
On demand or within one year	需要時或一年內	24,969	27,187
More than one year, but not exceeding two years	一年後但兩年內	6,061	6,760
		31,030	33,947
Less: Amounts due within one year shown under current liabilities	減：入賬列為流動負債的一年內到期款項	(24,969)	(27,187)
Amounts due after one year	一年後到期之款項	6,061	6,760

The average effective annual interest rate during the year for bank overdrafts and bank borrowings are 7.50% and 7.87% respectively (2006: 8.44% and 7.09% respectively).

本年度銀行透支及銀行借貸之平均實際年利率分別為7.50%及7.87%（二零零六年：分別為8.44%及7.09%）。

The other borrowing represented a loan granted by a financial institution bears interest at 5% per annum.

其他借貸代表由一家財務機構授出的貸款，以年息五厘計算。

The carrying amounts of both current and non-current borrowings approximate to their fair values.

流動及非流動借貸之賬面值與其公平值相若。



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27. DEFERRED TAXATION

The following are the major deferred tax liability (asset) recognised by the Group and movements thereon for the year:

		The Group 本集團		
		Accelerated tax depreciation 加速稅項折舊 HK\$'000 千港元	Tax losses 稅項虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2005	於二零零五年四月一日	11,346	(8,062)	3,284
Charge/(credit) to income statement for the year	本年度扣除/(計入)收益表	1,306	(413)	893
At 31 March 2006, 1 April 2006 and 31 March 2007	於二零零六年三月三十一日、 二零零六年四月一日及 二零零七年三月三十一日	<u>12,652</u>	<u>(8,475)</u>	<u>4,177</u>

The following is the analysis of the deferred tax balances for financial reporting purposes:

		The Group 本集團	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Deferred taxation liability	遞延稅項負債	12,652	12,652
Deferred taxation asset	遞延稅項資產	<u>(8,475)</u>	<u>(8,475)</u>
		<u>4,177</u>	<u>4,177</u>

The Company has no significant unrecognised deferred taxation for the year or at the balance sheet date.

27. 遞延稅項

下表載列本集團於本年度所確認之主要遞延稅項負債(資產)及其變動:

		The Group 本集團		
		Accelerated tax depreciation 加速稅項折舊 HK\$'000 千港元	Tax losses 稅項虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2005	於二零零五年四月一日	11,346	(8,062)	3,284
Charge/(credit) to income statement for the year	本年度扣除/(計入)收益表	1,306	(413)	893
At 31 March 2006, 1 April 2006 and 31 March 2007	於二零零六年三月三十一日、 二零零六年四月一日及 二零零七年三月三十一日	<u>12,652</u>	<u>(8,475)</u>	<u>4,177</u>

財務申報之遞延稅項結餘分析如下:

		The Group 本集團	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Deferred taxation liability	遞延稅項負債	12,652	12,652
Deferred taxation asset	遞延稅項資產	<u>(8,475)</u>	<u>(8,475)</u>
		<u>4,177</u>	<u>4,177</u>

本公司於本年度內或於結算日並無任何重大未撥備遞延稅項。



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28. SHARE CAPITAL

28. 股本

		No. of shares 股份數目	Amount 數額 HK\$'000 千港元
Authorised:	法定股本：		
Ordinary shares of HK\$0.01 each	每股面值0.01 港元之普通股	1,500,000,000	15,000
Issued and fully paid:	已發行及繳足股本：		
At 1 April 2005,	於二零零五年四月一日、		
At 31 March 2006 and	二零零六年三月三十一日		
1 April 2006	及二零零六年四月一日	402,300,000	4,023
Exercise of share options (Note a)	行使購股權(附註a)	2,100,000	21
Issue on acquisition of subsidiaries (Note b)	於收購附屬公司時發行(附註b)	80,460,000	805
At 31 March 2007	於二零零七年三月三十一日	484,860,000	4,849

Notes:

- (a) During the year ended 31 March 2007, 2,100,000 shares of HK\$0.01 each were issued and allotted at HK\$0.033 per share as a result of the exercise of share options by the employees of the company.
- (b) As detailed in the Company's circular dated 19 December 2006, the Company issued 80,460,000 new ordinary shares of HK\$0.01 at HK\$0.0684 each of the Company as consideration for the acquisition of the Datewell Group. Please also refer to note 16 and note 30 for further disclosure of the acquisition.

All the shares issued during the year ranked pari passu with the then existing shares in all respects.

附註：

- (a) 截至二零零六年三月三十一日止年度，因本公司之僱員行使購股權，2,100,000股每股面值0.01港元之股份以每股0.033港元獲配發及發行。
- (b) 誠如本公司日期為二零零六年十二月十九日之通函所詳述，本公司已按每股0.0684港元之價格發行本公司80,460,000股每股面值0.01港元之新普通股，作為收購Datewell Group之代價。有關收購之進一步披露，謹請參閱附註16及附註30。

所有於年內發行之股份在各方面與其時之現有股份均享有同等權利。



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29. RESERVES

29. 儲備

The Company 本公司

		Share premium 股份溢價 HK\$'000 千港元	Share option reserve 購股權儲備 HK\$'000 千港元	Contributed surplus 實繳盈餘 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 2005	於二零零五年四月一日	12,953	–	25,571	(269)	38,255
Loss for the year	本年度虧損	–	–	–	(25)	(25)
At 31 March 2006	於二零零六年四月一日	12,953	–	25,571	(294)	38,230
Option granted	已授出購股權	–	3,055	–	–	3,055
Issue of shares	發行股份	4,744	–	–	–	4,744
Loss for the year	本年度虧損	–	–	–	(47,542)	(47,542)
At 31 March 2007	於二零零七年三月三十一日	17,697	3,055	25,571	(47,836)	(1,513)

The contributed surplus of the Company represents the excess of the net assets of the subsidiaries acquired pursuant to the Group Reorganisation, and the nominal value of the Company's shares issued in exchange.

本公司的實繳盈餘代表根據集團重組收購的附屬公司資產淨值超出發行作為交換之本公司股份面值之部份。

The Company's reserves available for distribution represent the share premium, contributed surplus and accumulated losses. Under the Companies Law (Revised) Chapter 22 of the Cayman Islands, the share premium of the Company is available for paying distributions or dividends to shareholders subject to the provisions of its Memorandum or Articles of Association and provided that immediately following the distribution of dividend, the Company is able to pay its debts as they fall due in the ordinary course of business. At 31 March 2007, there is no reserve available for distribution to shareholders. At 31 March 2006, the reserve available for distribution to shareholders is HK\$38,230,000 which represents the aggregate of share premium and contributed surplus of HK\$38,524,000 net of accumulated losses HK\$294,000.

本公司可供分派儲備代表股份溢價賬、實繳盈餘及累計虧損。根據開曼群島公司法(經修訂)第22章，倘於分派股息後可即時償還日常業務中的到期債項，本公司的股份溢價賬可根據組織章程大綱或細則的規定用以向股東支付分派或股息。於二零零七年三月三十一日，概無儲備可供分派予股東。於二零零六年三月三十一日，可供分派予股東之儲備為38,230,000港元，相當於股份溢價及實繳盈餘兩者總和38,524,000港元減累計虧損294,000港元。



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30. ACQUISITION OF SUBSIDIARIES

On 29 December 2006, the Group acquired 100% of the issued share capital of Datewell Limited and its subsidiaries for a consideration of approximately HK\$4,259,000. This transaction has been accounted for by the purchase method of accounting.

The directors are of the opinion that the carrying amounts of the net assets acquired are approximately equal to their fair value.

The fair value of the net assets acquired in the transaction are as follows:

		Acquiree's fair value before combination 被收購公司 於合併前之公平值 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	21
Intellectual property rights	知識產權	2,815
Programme rights	節目版權	1,288
Trade and other receivables	貿易及其他應收款項	1,991
Bank balances and cash	銀行結餘及現金	258
Trade and other payables	應付賬款及其他應付款項	(3,009)
Amount due to a director	應付一名董事款項	(3,419)
		<hr/>
Net liabilities acquired	已收購負債淨額	(55)
Consideration (Note a)	代價 (附註a)	(4,204)
		<hr/>
Goodwill (Note b)	商譽 (附註b)	4,259
		<hr/>
Net cash outflow arising on acquisition:	於收購時所產生之現金流出淨額：	
Cash and cash equivalents acquired	已收購現金及現金等值項目	258
		<hr/>

(a) This represents the gross consideration of HK\$5,500,000 less the guarantee profit receivable of HK\$1,296,000 from the vendor of Datewell Limited in accordance with the sale and purchase agreement dated 22 November 2006. Details were set out in the Company's circular dated 19 December 2006.

(b) If the acquisition had been completed on 1 April 2006, the Group's revenue for the year would have been HK\$62,298,000 and its loss for the year would have been HK\$70,289,000.

The goodwill arising from the acquisition of subsidiaries is attributable to the anticipated future cash flows from the intellectual property rights and programme rights.

30. 收購附屬公司

於二零零六年十二月二十九日，本集團以代價約4,259,000港元收購Datewell Limited及其附屬公司之100%已發行股本。該交易已購入會計法列賬。

董事認為，所收購資產淨值之賬面值與其公平值相若。

於該交易中收購之資產淨值公平值如下：

	Acquiree's fair value before combination 被收購公司 於合併前之公平值 HK\$'000 千港元
物業、廠房及設備	21
知識產權	2,815
節目版權	1,288
貿易及其他應收款項	1,991
銀行結餘及現金	258
應付賬款及其他應付款項	(3,009)
應付一名董事款項	(3,419)
	<hr/>
已收購負債淨額	(55)
代價 (附註a)	(4,204)
	<hr/>
商譽 (附註b)	4,259
	<hr/>
於收購時所產生之現金流出淨額：	
已收購現金及現金等值項目	258
	<hr/>

(a) 該款項指總代價5,500,000港元減根據日期為二零零六年十一月二十二日之買賣協議應收Datewell Limited賣方保證溢利之金額1,296,000港元。詳情載於本公司日期為二零零六年十二月十九日之通函。

(b) 倘收購事項於二零零六年四月一日完成，則本集團於本年度之收入應為62,298,000港元，而其於本年度之虧損則為70,289,000港元。

收購附屬公司產生之商譽乃歸因於知識產權及節目版權之預計未來現金流。



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31. NON-CASH TRANSACTION

Consideration of HK\$5,500,000 in respect of the acquisition of Datewell Limited and its subsidiaries was settled by the issuance of 80,460,000 new ordinary shares of HK\$0.01 at HK\$0.0684 each (see note 28).

32. SHARE OPTION SCHEMES

The Company has two share options schemes, including the Share Option Scheme and Pre-IPO Share Option Scheme. Details of the two share option schemes are as follows:

(a) Share Option Scheme

The Share Option Scheme was adopted on 25 April 2002 for the primary purpose of providing incentives and to recognise the contribution of the eligible participants to the growth of the Group and will expire on 24 April 2012. Under the Share Option Scheme, the Board may grant options to eligible full-time or part-time employees, including any executive, non-executive and independent non-executive Directors, and consultants or advisers of the Company and/or any of its subsidiaries.

The total number of shares in respect of which options may be granted under the Share Option Scheme, the Pre-IPO Share Option Scheme (as referred to below) and any other option schemes is not permitted to exceed 30% of the issued share capital of the Company from time to time. The number of shares in respect of which options may be granted to any individual in any one year is not permitted to exceed 1% of the issued share capital of the Company, without prior approval from the Company's shareholders.

Options granted must be taken up within three days of the date of grant, upon payment of HK\$1 per grant.

Options may be exercised at any time during a period to be notified by the board of Directors upon the grant of options provided that the option period shall not exceed 10 years from the date of grant of the options. No minimum period for which an option must be held is required. The exercise price, which is determined by the Board is the highest of: (i) the closing price per share on the date of grant; (ii) the average closing price per share for the five business days immediately preceding the date of grant; and (iii) the nominal value of a share.

31. 非現金交易

收購 Datewell Limited 及其附屬公司之代價 5,500,000 港元已藉以每股 0.0684 港元發行 80,460,000 股每股面值 0.01 港元之普通股支付(見附註 28)。

32. 購股權計劃

本公司設有兩項購股權計劃，即購股權計劃及首次公開發售前購股權計劃。該兩項購股權計劃之詳情如下：

(a) 購股權計劃

本集團於二零零二年四月二十五日採納購股權計劃，首要目的為激勵合資格人士及肯定彼等對本集團發展之貢獻，並將於二零一二年四月二十四日屆滿。根據購股權計劃，董事會可向本公司及／或其任何附屬公司之合資格全職或兼職僱員(包括執行、非執行及獨立非執行董事)及專業顧問或顧問建議授出購股權。

根據購股權計劃、首次公開發售前購股權計劃(見下文)及任何其他購股權計劃可授出之購股權涉及之股份總數不得超逾本公司不時已發行股本之 30%。於任何一年可授予任何個人之購股權所涉及之股份數目不得超逾本公司不時已發行股本之 1%，惟取得本公司股東批准者則作別論。

購股權須於授出日期起計三日內予以接納，並須就每份購股權支付 1 港元。

於授出購股權將由董事會知會的期間內之任何時間，購股權可予行使，惟購股權行使期間不得超過授出購股權當日起計的 10 年。購股權並無須持有之最短期。行使價由董事會釐定，為以下三者之最高者：(i) 授出日期之每股收市價；(ii) 授出購股權當日前五個營業日之每股平均收市價；及 (iii) 以及股份面值。



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32. SHARE OPTION SCHEMES (continued)

(a) Share Option Scheme (continued)

The following table discloses the details of the Company's are options held by employees and consultants and movements in such holding during the year ended 31 March 2007:

Category 類別	Outstanding at 1.4.2006 於二零零六年 四月一日 未行使	Granted during the year 於年內授出	Exercised during the year 於年內行使	Lapsed during the year 於年內失效	Outstanding at 31.3.2007 於二零零七年 三月三十一日 未行使
Senior management 高級管理人員	-	4,800,000	-	-	4,800,000
Other employees 其他僱員	-	4,800,000	-	-	4,800,000
Consultants 顧問	-	38,400,000	-	-	48,000,000
	-	48,000,000	-	-	48,000,000

Details of specific categories of options are as follows:

購股權之特定類別之詳情如下：

Date of grant 授出日期	Vesting period 歸屬期	Exercisable period 行使期	Exercise price 行使價 HK\$ 港元
28/2/2007 二零零七年二月二十八日	-	28/2/2007 – 08/5/2012 二零零七年二月二十八日至 二零一二年五月八日	0.092
6/3/2007 二零零七年三月六日	-	6/3/2007 – 08/5/2012 二零零七年三月六日至 二零一二年五月八日	0.235

Note: The closing price of the Company's share immediately before the dates on which share options were exercised was HK\$0.090 and HK\$0.200 per share.

附註：本公司股份於緊接購股權獲行使前之收市價為每股0.090港元及0.200港元。



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32. SHARE OPTION SCHEMES (continued)

(a) Share Option Scheme (continued)

No option was exercised, cancelled or lapsed during the year.

The estimated fair values of the options granted on 28 February 2007 and 6 March 2007 are HK\$0.025 and HK\$0.08 respectively.

The fair values were calculated using The Black-Scholes-Merton Option Pricing Model. The inputs into the model were as follows :-

	28 February 2007 二零零七年二月二十八日	6 March 2007 二零零七年三月六日
Grant date 授出日期		
Exercise price 行使價	HK\$0.092 0.092港元	HK\$0.235 0.235港元
Expected volatility 預期波幅	136.67%	170.23%
Expected life 預期年期	4 months 4個月	4 months 4個月
Risk-free rate 零風險比率	3.842%	3.741%
Expected dividend yield 預期股息收益率	-	-

Expected volatilities were based on the historical volatility of the share prices of the Company over the period that is equal to the expected life before the grant date.

The Group recognized the total expenses of HK\$3,055,000 for the year ended 31 March 2007 in relation to share options granted by the Company.

32. 購股權計劃 (續)

(a) 購股權計劃 (續)

年內並無購股權已被行使、註銷或失效。

於二零零七年二月二十八日及二零零七年三月六日授出之購股權之估計公平值分別為0.025港元及0.08港元。

公平值乃以Black-Scholes-Merton期權定價模式計算。該模式之輸入數據如下：-

預期波幅乃以本公司股價於相等於授出日期前之預期年期之期間內的歷史價格波幅為基準。

本集團於截至二零零七年三月三十一日止年度就本公司所授出之購股權確認總開支3,055,000港元。



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32. SHARE OPTION SCHEMES (continued)

(b) Pre-IPO Share Option Scheme

The Pre-IPO Share Option Scheme was adopted on 25 April 2002 for the primary purpose of providing incentives and to recognise the contribution of the eligible participants to the growth of the Group and/or to the listing of the Shares on GEM and expired on 9 May 2002. Options granted prior to such expiry shall continue to be valid and exercisable during the exercise period.

Under the Pre-IPO Share Option Scheme, the Board may grant options to eligible full-time or part-time employees, including any executive, non-executive and independent non-executive Directors, and consultants or advisers of the Company and/or any of its subsidiaries.

As at 31 March 2007, the number of shares in respect of which options had been granted and remained outstanding under the Pre-IPO Share Option Scheme was 48,000,000 (2006: 30,000,000), representing 9.9% (2006: 7.5%) of the shares of the Company in issue at balance sheet date.

Options granted must be taken up by the end of the next business day following the date of grant, upon payment of HK\$1 per grant. Options may be exercised at any time from the expiry of twelve months from and including the date when dealings in the shares first commenced on GEM to the 10th anniversary of the date on which dealings in the shares first commenced on GEM. The exercise price, which is determined by the Board is either 10% of the placing price (options granted at this price being referred to below as "Pool A Options") or 70% of the placing price (options granted at this price being referred to below as "Pool B Options").

32. 購股權計劃 (續)

(b) 首次公開發售前購股權計劃

本公司於二零零二年四月二十五日採納首次公開發售前購股權計劃，主要旨在獎勵及肯定合資格人士對本集團發展及／或股份在創業板上市之貢獻，並於二零零二年五月九日屆滿。於屆滿日期前授出之購股權可於行使期內一直有效及可予行使。

根據首次公開發售前購股權計劃，董事會可向本公司及／或其任何附屬公司之合資格全職或兼職僱員（包括執行、非執行及獨立非執行董事）及專業顧問或顧問授出購股權。

於二零零七年三月三十一日，根據首次公開發售前購股權計劃授出而尚未行使之購股權涉及之股份數目為48,000,000股（二零零六年：30,000,000股），佔本公司於結算日之已發行股份9.9%（二零零六年：7.5%）。

授出之購股權須於授出日期後下一個營業日完結前接納，並須就每份購股權繳交1港元。購股權可於股份在創業板開始買賣當日起計十二個月後隨時行使，行使期於股份在創業板首次買賣當日起計足十週年之日屆滿，每股行使價由董事會釐定，為配售價之10%（以此價格授出之購股權屬「A組購股權」）或配售價之70%（以此價格授出之購股權屬「B組購股權」）。

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32. SHARE OPTION SCHEMES (continued)**(b) Pre-IPO Share Option Scheme (continued)**

The following table discloses the details of the Company's share options held by employees and movements in such holdings during the year ended 31 March 2007:

Category of participants	Option Type	Outstanding at 1.4.2006 於二零零六年四月一日未行使	Granted during the year 年內授出	Exercised during the year 年內行使 (Note) (附註)	Lapsed during the year 年內失效	Outstanding at 31.3.2007 於二零零七年三月三十一日未行使
Directors of the Company 本公司董事	Pool A Options A組購股權	14,800,000	-	(2,100,000)	(12,700,000)	-
	Pool B Options B組購股權	10,000,000	-	-	(10,000,000)	-
		<u>24,800,000</u>	<u>-</u>	<u>(2,100,000)</u>	<u>(22,700,000)</u>	<u>-</u>
Other employees 其他僱員	Pool A Options A組購股權	1,400,000	-	-	(1,400,000)	-
	Pool B Options B組購股權	3,800,000	-	-	(3,800,000)	-
		<u>5,200,000</u>	<u>-</u>	<u>-</u>	<u>(5,200,000)</u>	<u>-</u>
	<u>30,000,000</u>	<u>-</u>	<u>(2,100,000)</u>	<u>(27,900,000)</u>	<u>-</u>	

32. 購股權計劃 (續)**(b) 首次公開發售前購股權計劃 (續)**

下表披露截至二零零七年三月三十一日止年度僱員所持本公司購股權詳情及有關變動：



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32. SHARE OPTION SCHEMES (continued)

(b) Pre-IPO Share Option Scheme (continued)

The following table discloses the details of the Company's share options held by employees and movements in such holdings during the year ended 31 March 2006:

Category of participants	Option Type	Outstanding at 1.4.2005 於二零零五年四月一日 未行使	Exercised during the year 年內行使 (Note) (附註)	Lapsed during the year 年內失效	Outstanding at 31.3.2006 於二零零六年三月三十一日 未行使
Directors of the Company 本公司董事	Pool A Options A組購股權	14,800,000	-	-	14,800,000
	Pool B Options B組購股權	10,000,000	-	-	10,000,000
		24,800,000	-	-	24,800,000
Senior management 高級管理層	Pool A Options A組購股權	-	-	-	-
	Pool B Options B組購股權	500,000	-	(500,000)	-
		500,000	-	(500,000)	-
Other employees 其他僱員	Pool A Options A組購股權	1,400,000	-	-	1,400,000
	Pool B Options B組購股權	4,250,000	-	(450,000)	3,800,000
		5,650,000	-	(450,000)	5,200,000
	30,950,000	-	(950,000)	30,000,000	

32. 購股權計劃 (續)

(b) 首次公開發售前購股權計劃 (續)

下表披露截至二零零六年三月三十一日止年度僱員所持本公司購股權詳情及有關變動：



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32. SHARE OPTION SCHEMES (continued)

(b) Pre-IPO Share Option Scheme (continued)

Details of specific categories of options are as follows:

Option type 購股權類別	Date of grant 授出日期	Vesting period 歸屬期	Exercisable period 行使期	Exercise price HK\$ 港元
Pool A Options A組購股權	25/4/2002	26/4/2002 - 08/5/2003	09/5/2003 - 08/5/2012	0.033
Pool B Options B組購股權	25/4/2002	26/4/2002 - 08/5/2003	09/5/2003 - 08/5/2012	0.231

Note: The closing price of the Company's share immediately before the dates on which the share options were exercised were HK\$0.094 and HK\$0.098 per share.

The Group has taken advantage of the transitional provisions of HKFRS 2 under which the new recognition and measurement policies have not been applied to all Share Options or Shares granted to employees or directors on or before 7 November 2002.

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

32. 購股權計劃 (續)

(b) 首次公開發售前購股權計劃 (續)

購股權之具體類別詳情如下：

附註：緊隨購股權獲行使前日期本公司股份收市價為每股0.094港元及0.098港元。

本集團已採用香港財務報告準則第2號之過渡性條文，據此，並未就於二零零二年十一月七日或之前授予僱員或董事之所有購股權或股份應用新確認及計量政策。

授出購股權之財務影響將不會於本公司或本集團之資產負債表內列賬，直至購股權獲行使為止，而授出購股權之價值變動並無於收益表內確認。因行使購股權而發行之股份，均以股份面值列入本公司之額外股本，而每股行使價高於股份面值之部份，將於本公司之股份溢價賬內列賬。行使日期到期前失效或被註銷之購股權，將於尚未行使購股權登記名冊上刪除。



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33. OPERATING LEASE ARRANGEMENTS

33. 經營租約安排

		The Group 本集團	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Minimum lease payments under operating leases during the year:	年內根據經營租約的最低租約付款額如下：		
Premises	物業	2,195	2,932
Office equipment	辦公室設備	164	232
		<u>2,359</u>	<u>3,164</u>

At the balance sheet date, the Group had commitments for future minimum lease payments under non-cancellable operating leases in respect of premises and office equipment which fall due as follows:

於結算日，本集團根據多份不可撤銷經營租約的物業及辦公室設備而有經營租約承擔。根據該等協議到期應付的未來最低租約付款額如下：

		The Group 本集團	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Premises	物業		
Within one year	一年內	470	433
In the second to fifth years inclusive	第二年至第五年 (首尾兩年包括在內)	460	161
		<u>930</u>	<u>594</u>
Office equipment	辦公室設備		
Within one year	一年內	164	164
In the second to fifth years inclusive	第二年至第五年 (首尾兩年包括在內)	395	559
		<u>559</u>	<u>723</u>
		<u>1,489</u>	<u>1,317</u>

Leases are negotiated for an average term of one to two years with fixed rentals.

租約經磋商為一至兩年不等的年期及固定租金。



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34. OTHER COMMITMENTS

Contracted for but not provided for
in the financial statements

Other commitments represent license fees commitment to licensors for which film master materials have not been delivered to the Group.

The Company did not have any significant commitments as at the balance sheet date.

35. PLEDGE OF ASSETS

At 31 March 2007, the Group pledged time deposits of approximately HK\$5,136,000 (2006: HK\$8,218,000) and a film right with a carrying value of HK\$2,219,000 (2006: HK\$ Nil) to banks to secure bank facilities granted to the Group.

36. CONTINGENT LIABILITIES

At 31 March 2007, the Company has given corporation guarantees with the amount of HK\$320,000 (2006: HK\$40,700,000) to a banks for banking facilities granted to the Group.

34. 其他承擔

The Group
本集團

2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
8,412	15,069

其他承擔指尚未送交本集團之影片母帶而付予版權商之版權費用承擔。

截至結算日，本公司並無訂立任何重大承擔。

35. 資產抵押

於二零零七年三月三十一日，本集團向銀行抵押定期存款約5,136,000港元（二零零六年：8,218,000港元）及賬面值2,219,000港元（二零零六年：零港元）之電影版權，用作授予本集團的銀行融通的抵押品。

36. 或然負債

於二零零七年三月三十一日，本公司就授予本集團的銀行融通向一間銀行作出達320,000港元（二零零六年：40,700,000港元）的公司擔保。



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37. RELATED PARTY TRANSACTIONS

During the year, the Group had the following transactions with related parties:

37. 關連人士交易

年內，本集團與關連人士達成以下交易：

Name of related party 關連人士名稱	Nature of transactions 交易性質	The Group 本集團	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Golden Scene Company Limited (Note a) 高先電影有限公司(附註a)	Acquisitions of film rights (Note e) 收購影片版權(附註e)	3,448	7,175
	Film exhibition expenses (Note e) 電影上映開支(附註e)	252	1,186
	Management fee (Note e) 管理費(附註e)	1,000	1,000
Players Pictures Company Limited ("PPCL") (Note b) (附註b)	Office rental (Note e) 辦公室租賃(附註e)	327	327
Metroplis Communications Limited ("MCL") (Note c) (附註c)	Office rental (Note e) 辦公室租賃(附註e)	327	327
Brilliant Business Limited ("BBL") (Note d) (附註d)	Office rental (Note e) 辦公室租賃(附註e)	217	217
Sunny Fancy Limited ("SFL") (Note d) (附註d)	Office rental (Note e) 辦公室租賃(附註e)	305	305

Notes:

- One of Directors of Golden Scene Company Limited is also a director of a subsidiary of the Company.
- PPCL is a company beneficially owned equally by Mr. Fung Yu Hing, Allan and Ms. Leung Siu Kuen, Janet.
- MCL is beneficially owned by Mr. Fung Yu Hing, Allan and Ms. Leung Siu Kuen, Janet as to 10% and 90% respectively.
- BBL and SFL are the companies wholly owned by Mr. Fung Yee Sang.
- These transactions were entered in accordance with the terms of the relevant agreements.

附註：

- 高先電影有限公司其中一名董事亦為本公司一家附屬公司之董事。
- PPCL為馮懿卿先生及梁少娟女士實益擁有同等權益之公司。
- 馮懿卿先生及梁少娟女士分別實益擁有MCL之10%及90%權益。
- BBL及SFL為馮懿生先生全資擁有之公司。
- 此等交易乃根據有關協議之條款訂立。



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37. RELATED PARTY TRANSACTIONS (continued)

During the year, certain Directors provided personal guarantees and security to banks and financial institution to the extent of HK\$31,800,000 (2006: HK\$23,200,000) to secure credit facilities granted to the subsidiaries of the Company as follows:

- (i) Properties owned by Ms. Leung Siu Kuen, Janet, an executive Director of the Company.
- (ii) Properties owned by PPCL, MCL, BBL and SFL in which Mr. Fung Yu Hing, Allan, Ms. Leung Siu Kuen, Janet and Mr. Fung Yee Sang have interest.
- (iii) Corporate guarantee from Patora Optical Industrial Limited in which the wife of Mr. Fung Yee Sang has interest.

In addition, the Group had certain balances with related companies, details of which are set out in note 20.

38. POST BALANCE SHEET EVENTS

- (a) On 16 April 2007, CPE Program Distribution Limited, a wholly-owned subsidiary of the Company, entered into an acquisition of copyright of agreement with an independent third party, 廣東原創文化傳播有限公司, for the acquisition and assignment of copyright of 150 episodes of a television cartoon series created by 廣東原創文化傳播有限公司 at a consideration of HK\$15,000,000. The consideration was satisfied by cash of HK\$9,000,000 and the balance was settled by the issue of convertible bonds in the aggregate amount of HK\$6,000,000, details of which are set out in note (c) below.
- (b) Pursuant to the Placing and Subscription Agreements entered into between Nice Hill Investments Limited ("Nice Hill") on 18 April 2007 and 15 May 2007, Nice Hill subscribed 37,310,000 and 41,360,000 place shares at a price of HK\$0.268 and HK\$0.299, respectively. Out of the net proceeds raised of approximately HK\$20,000,000, HK\$9,000,000 was used to finance partially for the acquisition of copyright as referred to note (a) above, the remaining balance of approximately HK\$11,000,000 will be used for the expansion of animated business and working capital of the Group.

37. 關連人士交易 (續)

年內，若干董事就授予本公司附屬公司的信貸融通作出個人擔保及向銀行及財務機構作31,800,000港元(二零零六年：23,200,000港元)抵押如下：

- (i) 本公司執行董事梁少娟女士所擁有的物業。
- (ii) 馮懿卿先生、梁少娟女士及馮懿生先生持有權益的PPCL、MCL、BBL及SFL擁有之物業。
- (iii) 由馮懿生先生配偶持有權益之Patora Optical Industrial Limited作出的公司擔保。

此外，本集團與關連公司尚有若干往來結餘，詳情載於附註20。

38. 結算日後事項

- (a) 於二零零七年四月十六日，本公司一間全資附屬公司CPE Program Distribution Limited與一名獨立第三方廣東原創文化傳播有限公司訂立一項版權收購協議，以15,000,000港元之代價收購及讓與廣東原創文化傳播有限公司所製作之電視卡通片集150集之版權。該代價其中9,000,000港元乃以現金支付，而餘款則以發行本金總額6,000,000港元之可換股債券之方式支付，有關詳情載於下文附註(c)。
- (b) 根據與Nice Hill Investments Limited(「Nice Hill」)於二零零七年四月十八日及二零零七年五月十五日訂立之配售及認購協議，Nice Hill分別按每股0.268港元及0.299港元之價格認購37,310,000股及41,360,000股配售股份。就此籌得之所得款項淨額約為20,000,000港元，其中9,000,000港元已用作支付收購上文附註(a)所述之版權之部份資金，而餘款約11,000,000港元將用作擴充本集團動畫業務及撥作其營運資金。



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38. POST BALANCE SHEET EVENTS (continued)

- (c) On 18 May 2007, CPE Program Distribution Limited, a wholly-owned subsidiary of the Company, issued convertible bonds in the aggregate amount of HK\$6,000,000 to 廣東原創文化傳播有限公司 as partial settlement for the acquisition of the copyright. These convertible bonds are non-interest bearing, have a maturity term of 2 years until 18 May 2009 and are convertible into the Company's ordinary shares at a conversion price of HK\$0.328 per share (subject to adjustments).

39. PARTICULARS OF SUBSIDIARIES

Details of the Company's subsidiaries at 31 March 2007 are as follows:

Name of subsidiaries 附屬公司名稱	Place of incorporation/ establishment and operations (Note) 註冊成立/成立及 經營地點(附註)	Nominal value of issued ordinary share/ registered capital 已發行普通股/ 註冊資本面值	Percentage of equity interest attributable to the Company 本公司應佔 股本權益百分比		Principal activities 主要業務
			Held by the Company and its subsidiaries 由本公司及 其附屬公司 所持有	Attributable to the Group 本集團應佔	
Panorama Entertainment Group Limited	British Virgin Islands/ Hong Kong, limited liabilities company 英屬處女群島/香港, 有限公司	US\$200 200美元	100%	100%	Investment holding 投資控股
Panorama Distributions Company Limited 鐳射發行有限公司	Hong Kong, limited liabilities company 香港, 有限公司	HK\$10,000,002 10,000,002港元	100%	100%	Distribution of video products 發行錄像產品
Panorama Entertainment Company Limited	Hong Kong, limited liabilities company 香港, 有限公司	HK\$10,000 10,000港元	100%	100%	Holding of film rights 持有影片版權
Panorama Entertainment (Singapore) Pte Ltd.	Singapore, Pte 新加坡, 有限公司	S\$100,000 100,000新加坡元	100%	100%	Distribution of video products 發行錄像產品

38. 結算日後事項(續)

- (c) 於二零零七年五月十八日, 本公司一間全資附屬公司CPE Program Distribution Limited向廣東原創文化傳播有限公司發行本金總額6,000,000港元之可換股債券, 作為支付收購版權之部份款項。該等可換股債券乃不計息, 到期年期為兩年, 直至二零零九年五月十八日止, 並可按換股價每股0.328港元(可予調整)兌換為本公司之普通股。

39. 附屬公司詳情

於二零零七年三月三十一日, 本公司之附屬公司詳情如下:

**Notes to the Financial Statements****財務報表附註**

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

39. PARTICULARS OF SUBSIDIARIES (continued)**39. 附屬公司詳情 (續)**

Name of subsidiaries 附屬公司名稱	Place of incorporation/ establishment and operations (note) 註冊成立/成立及 經營地點(附註)	Nominal value of issued ordinary share/ registered capital 已發行普通股/ 註冊資本面值	Percentage of equity interest attributable to the Company 本公司應佔 股本權益百分比		Principal activities 主要業務
			Held by the Company and its subsidiaries 由本公司及 其附屬公司 所持有	Attributable to the Group 本集團應佔	
Punch Pictures Company Limited	Hong Kong, limited liabilities company 香港·有限公司	HK\$100 100港元	100%	100%	Production of film 製作影片
Panorama Film Company Limited	British Virgin Islands/ Hong Kong, limited liabilities company 英屬處女群島/香港·有限公司	US\$1 1美元	100%	100%	Inactive 暫無業務
Panorama Theatrical Distributions Company Limited	British Virgin Islands/ Hong Kong, limited liabilities company 英屬處女群島/香港·有限公司	US\$100 100美元	100%	100%	Investment holding 投資控股
Scenerama Holdings Company Limited	British Virgin Islands/ Hong Kong, limited liabilities company 英屬處女群島/香港·有限公司	US\$100 100美元	58%	58%	Investment holding 投資控股
Scenerama Company Limited	British Virgin Islands/ Hong Kong, limited liabilities company 英屬處女群島/香港·有限公司	US\$1,000 1,000美元	57.5%	33.4%	Investment holding 投資控股
Go Film Distribution Limited	Hong Kong, limited liabilities company 香港·有限公司	HK\$10,000 10,000港元	60%	20%	Distribution of films 影片發行
Datewell Limited	British Virgin Islands/ Hong Kong, limited liabilities company 英屬處女群島/香港·有限公司	US\$100 100美元	100%	100%	Investment holding 投資控股



Notes to the Financial Statements

財務報表附註

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

39. PARTICULARS OF SUBSIDIARIES (continued)

39. 附屬公司詳情 (續)

Name of subsidiaries 附屬公司名稱	Place of incorporation/ establishment and operations (note) 註冊成立/成立及 經營地點(附註)	Nominal value of issued ordinary share/ registered capital 已發行普通股/ 註冊資本面值	Percentage of equity interest attributable to the Company 本公司應佔 股本權益百分比		Principal activities 主要業務
			Held by the Company and its subsidiaries 由本公司及 其附屬公司 所持有	Attributable to the Group 本集團應佔	
Intelli-Media (HK) Limited (formerly known as Creative Power Entertaining Company Limited) (前稱Creative Power Entertaining Company Limited)	Hong Kong, limited liabilities company 香港·有限公司	HK\$100 100港元	100%	100%	Marketing and sub-licensing services 市場推廣及再分授 特許權
Slightly off Beat Animation Entertaining Limited	Hong Kong, limited liabilities company 香港·有限公司	HK\$100 100港元	51%	51%	Dormant 暫無營業
Creative Power Entertaining Company Limited	People's Republic of China, wholly foreign owned enterprise 中國人民共和國· 外商獨資企業	HK\$500,000 500,000港元	100%	100%	Marketing and sub-licensing services 市場推廣及再分授 特許權
CPE Program Distribution Limited	British Virgin Islands/ Hong Kong, limited liabilities company 英屬處女群島/香港· 有限公司	US\$1 1美元	100%	100%	Dormant 暫無營業

Note:

They are limited companies incorporated in the respective jurisdictions.

With the exception of Panorama Entertainment Group Limited and Datewell Limited, all the subsidiaries are indirectly held.

None of the subsidiaries had any debt securities outstanding at the end of the year or at any time during the year.

附註:

此等均為於有關司法權區註冊成立的有限公司。

除Panorama Entertainment Group Limited及Datewell Limited外，所有附屬公司皆屬間接持有。

於本年底或本年度任何時間，概無任何附屬公司有任何未償還債務證券。



Financial Summary

財務摘要

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

RESULTS

Turnover	營業額
(Loss)/profit from operations	經營(虧損)/溢利
Finance costs	融資成本
(Loss)/profit before taxation	除稅前(虧損)/溢利
Taxation	稅項
(Loss)/profit before minority interests	未計少數股東權益前(虧損)/溢利
Minority interests	少數股東權益
Net (loss)/profit for the year	本年度(虧損)/溢利淨額

業績

For the year ended 31 March

截至三月三十一日止年度

2007	2006	2005	2004	2003
二零零七年	二零零六年	二零零五年	二零零四年	二零零三年
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元	千港元	千港元
59,671	83,901	79,986	90,172	61,862
(66,626)	5,894	8,142	12,905	1,126
(3,569)	(2,512)	(1,337)	(1,136)	(584)
(70,195)	3,382	6,805	11,769	542
(38)	(932)	(1,662)	(2,060)	(241)
(70,233)	2,450	5,143	9,709	301
426	(145)	(749)	(651)	-
(69,807)	2,305	4,394	9,058	301

ASSETS AND LIABILITIES

Total assets	總資產
Total liabilities	總負債
Minority interests	少數股東權益

資產及負債

At 31 March

於三月三十一日

2007	2006	2005	2004	2003
二零零七年	二零零六年	二零零五年	二零零四年	二零零三年
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元	千港元	千港元
88,184	151,014	144,206	125,686	86,613
(82,850)	(84,073)	(81,235)	(67,911)	(43,845)
(6,319)	(6,745)	(6,600)	(5,851)	-
(985)	60,196	56,371	51,924	42,768



Financial Summary

財務摘要

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

Notes:

1. The Company was incorporated in the Cayman Islands on 17 October 2001 and became the holding company of the Group on 23 April 2002 as a result of a group reorganisation to rationalise the group structure in preparation of the listing of the Shares on the GEM of Stock Exchange.
2. The results for each of the three years ended 31 March 2002 have been prepared on a combined basis to indicate the results of the Group as if the group structure immediately after the Group Reorganisation had been in existence since 1 April 1999.

附註：

1. 本公司於二零零一年十月十七日在開曼群島註冊成立，並根據為整理本集團之架構以籌備本公司股份在聯交所創業板上市所進行的集團重組，於二零零二年四月二十三日成為本集團的控股公司。
2. 截至二零零二年三月三十一日止三個年度各年的業績乃以合併法編製，以顯示本集團業績，猶如緊隨集團重組後的集團架構自一九九九年四月一日起已經存在。



Notice of Annual General Meeting

股東週年大會通告

NOTICE IS HEREBY GIVEN that the annual general meeting (the "Annual General Meeting") of the shareholders of Intelli-Media Group (Holdings) Limited (formerly known as "Panorama International Holdings Limited") (the "Company") will be held at Room 706-708, 7/F., Westin Centre, 26 Hung To Road, Kwun Tong, Kowloon, Hong Kong at 4:00 p.m. on Friday, 20 July 2007 for the following purposes:

1. To receive, consider and adopt the audited financial statements and the reports of the directors of the Company (the "Directors") and auditors for the year ended 31 March 2007.
2. (a) To re-elect the retiring Directors, being Mr. Chin Wai Keung, Richard, Mr. So Wing Lok, Jonathan, Mr. Lo Wing Keung, Mr. Chow Alvin Chiyiu, Mr. Chow Shiu Ki, Mr. Hung Tik and Mr. Shum Man Ching, the biographical details of the Directors proposed to be re-elected at the Annual General Meeting are set out in the circular dated 28 June 2007 of the Company.

(b) To authorise the board of Directors (the "Board") to fix the remuneration of the Directors.
3. To re-appoint auditors of the Company and to authorise the Board to fix their remuneration.
4. As special business, to consider and, if thought fit, pass the following resolutions with or without amendments as ordinary resolutions:

A. **"THAT:**

- a) subject to paragraph (c) of this resolution and pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market ("GEM") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), the exercise by the Directors during the Relevant Period (as defined in paragraph (d) of this resolution) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (the "Shares") and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;

茲通告 智庫媒體集團(控股)有限公司(前稱鐳射國際控股有限公司)(「本公司」)謹訂於二零零七年七月二十日星期五下午四時正假座香港九龍觀塘鴻圖道26號威登中心7樓706-708室舉行股東週年大會(「股東週年大會」)，以處理下列事項：

1. 省覽並採納截至二零零七年三月三十一日止年度之經審核財務報表及本公司董事(「董事」)與核數師報告。
2. (a) 重選退任董事錢偉強先生、蘇永樂先生、盧永強先生、周之耀先生、周肇基先生、洪迪先生及岑文禎先生，建議於股東週年大會膺選連任之董事之履歷詳情載於本公司日期為二零零七年六月二十八日之通函。

(b) 授權董事會(「董事會」)釐定董事酬金。
3. 續聘本公司核數師並授權董事會釐定其酬金。
4. 作為特別事項，考慮並酌情通過下列普通決議案(不論有否修訂)：

A. **「動議：**

- a) 在本決議案(c)之規限下，一般性及無條件批准董事於有關期間(見本決議案(d)段之定義)行使本公司一切權力，以根據香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)證券上市規則配發、發行及處理本公司股本中之額外股份(「股份」)，並作出或授出或須行使該等權力之售股建議、協議及購股權；



Notice of Annual General Meeting

股東週年大會通告

- b) the approval in paragraph (a) of this resolution shall be in addition to any other authorisations given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- b) 本決議案(a)段所述之批准將附加於董事所獲之任何其他授權，並授權董事於有關期間作出或授出或須於有關期間結束後行使該等權力之售股建議、協議及購股權；
- c) the aggregate nominal value of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise), issued or dealt with by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) of this resolution), (ii) the grant or exercise of any options under the share option scheme of the Company or any other option scheme or similar arrangement for the time being adopted for the grant or issue to eligible persons of options to subscribe for, or rights to acquire Shares or, (iii) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of the cash payment for any dividend on Shares pursuant to the articles of association of the Company in force from time to time, shall not in aggregate exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution and the approval in paragraph (a) of this resolution shall be limited accordingly; and
- c) 董事根據本決議案(a)段所述批准而配發或有條件或無條件同意配發（不論根據購股權或以其他方式配發）、發行或處理之股本總面值（惟不包括(i)供股（見本決議案(d)段之定義）、(ii)根據本公司購股權計劃或當時就向合資格人士授予或發行購股權以購入股份或可購入本公司股份之權利而採納之任何其他購股權計劃或類似安排或(iii)根據本公司不時有效之組織章程細則規定配發股份以代替股份全部或部份現金股息或類似安排而發行之股份，不得超過通過本決議案當日本公司已發行股本總面值之20%，而本決議案(a)段所述之批准亦須以此數額為限；及
- d) for the purpose of this resolution:—
- d) 就本決議案而言：—
- “Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:—
- 「有關期間」指由本決議案通過當日起計直至以下之最早日期為止之期間：—
- (i) the conclusion of the next annual general meeting of the Company;
- (i) 本公司下屆股東週年大會結束時；
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; and
- (ii) 本公司之公司組織章程細則或開曼群島任何適用法規規定本公司須舉行下屆股東週年大會之期限屆滿時；及



Notice of Annual General Meeting

股東週年大會通告

(iii) the date on which the authority given under this resolution is revoked, varied or renewed by an ordinary resolution of the shareholders of the Company in a general meeting.

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Company or the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange applicable to the Company).”

B. “THAT:

- a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) of this resolution) of all the powers of the Company to repurchase its own Shares on the GEM or any other stock exchange on which the Shares may be listed and which is recognised by the Securities and Futures Commission of Hong Kong (the “Securities and Futures Commission”) and the Stock Exchange for such purpose, in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange or of any such other stock exchange from time to time and all applicable laws in this regard, be and is hereby generally and unconditionally approved;
- b) the aggregate nominal amount of Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10 per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(iii) 本公司股東於股東大會上通過普通決議案撤回、修訂或重新授出本決議案所述授權當日。

「供股」指於本公司或董事指定之期間，向指定記錄日期名列本公司股東名冊之股份持有人按其當時所持股份之比例，發售股份或售出或發行認股權證、購股權或其他可認購股份之證券（惟董事有權就零碎股權或任何適用於本公司之法律限制及責任，或當地任何認可監管機構或證券交易所之規定，而取消若干股東在此方面之權利或其他安排）。

B. 「動議：

- a) 在本決議案(b)段之規限下，一般性及無條件批准董事於有關期間（見本決議案(c)段之定義）行使本公司一切權力，根據香港證券及期貨事務監察委員會（「證監會」），聯交所或任何其他證券交易所當時生效之規則與規例及一切有關法例，在創業板或獲證監會及聯交所就此認可之任何其他證券交易所購回股份；
- b) 本公司根據本決議案(a)段所述批准於有關期間購回之股份總面值，不得超過通過本決議案當日本公司已發行股本總面值之10%，而本決議案(a)段所述之授權亦須以此數額為限；及



Notice of Annual General Meeting

股東週年大會通告

c) for the purpose of this resolution:-

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:-

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; and
- (iii) the date on which the authority given under this resolution is revoked, varied, or renewed by an ordinary resolution of the shareholders of the Company in a general meeting.”

C. **“THAT:**

subject to the passing of the ordinary resolutions Nos. 4A and 4B above being duly passed, the unconditional general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with additional Shares and to make or grant offers, agreements and option pursuant to resolution No. 4A above be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution No. 4B above, provided that such amount shall not exceed 10 per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.”

By order of the Board

Intelli-Media Group (Holdings) Limited
(formerly known as Panorama International Holdings Limited)
Chin Wai Keung, Richard
Chairman

Hong Kong, 28 June 2007

c) 就本決議案而言：—

「有關期間」指由本決議案通過當日起計直至以下之最早日期為止之期間：—

- (i) 本公司下屆股東週年大會結束時；
- (ii) 本公司之公司組織章程細則或開曼群島任何有關法例規定本公司須舉行下屆股東週年大會之期限屆滿時；及
- (iii) 本公司股東於股東大會上通過決議案撤回，修訂或延續本決議案所述授權當日。」

C. **「動議：**

在正式通過上文第4A及4B項普通決議案之情況下，擴大董事獲授可根據上文第4A項決議案配發、發行及處理額外股份及作出或授予售股建議、協議及購股權之無條件一般授權，方式為加入本公司根據上文第4B項決議案所獲之授權購回之本公司股本總面值，惟購回之股份數額不得超過通過本決議案當日本公司已發行股本總面值之10%。」

承董事會命

智庫媒體集團（控股）有限公司
（前稱鑄射國際控股有限公司）
錢偉強
主席

香港，二零零七年六月二十八日



Notice of Annual General Meeting 股東週年大會通告

Principal place of business in Hong Kong:

Unit 706-708
7/F, Westin Centre
26 Hung To Road
Kwun Tong, Kowloon
Hong Kong

香港主要營業地點：

香港
九龍觀塘
鴻圖道26號
威登中心7樓
706-708室

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint a person or persons (if he holds two or more Shares) as his proxy or proxies to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the Meeting. A proxy need not be a member of the Company.
2. To be valid, a form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be delivered to the Company's share registrar in Hong Kong, Tengis Limited, 26th floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjourned Meeting, and in default thereof the form of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiry of 12 months from the date of its execution.
3. An explanatory statement containing further details regarding ordinary resolution No. 4B above as required by the Rules Governing the Listing of Securities on GEM will be dispatched to members of the Company together with the 2007 Annual Report.
4. Completion and deposit of the form of proxy shall not preclude a shareholder from attending and voting in person at the Meeting if the shareholder so desires and in such event the form of proxy shall be deemed to be revoked.

附註：

1. 凡有權出席大會及於會上投票之本公司股東均有權委任一名或多名(如持有兩股或以上之股份)代表代其出席及投票。受委代表將享有股東於大會發言之相同權利。受委代表毋須為本公司股東。
2. 代表委任表格連同經簽署之授權書或其他授權文件(如有)或經公證人簽署證明之該等授權書或授權文件副本,須於大會或其任何續會指定舉行時間48小時前送達本公司之香港股份過戶登記處登捷時有限公司,地址為香港灣仔皇后大道東28號金鐘匯中心26樓,方為有效,否則代表委任表格將被視作無效。代表委任表格將於簽署當日起計12個月後失效。
3. 根據創業板證券上市規則須載有上文第4B項普通決議案其他詳情之說明函件將連同本公司二零零七年年報一併寄予本公司各股東。
4. 填妥及交回代表委任表格後,股東屆時仍可親身出席大會,並於會上投票,而在此情況下,代表委任表格將被視作經已撤回。

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