

The background of the entire page is a blue-toned collage. It features several large satellite dishes (parabolic antennas) mounted on complex metal structures. Interspersed among the dishes are semi-transparent globes of the Earth, showing continents and oceans. The overall aesthetic is technological and global. A grid of small white plus signs (+) is overlaid on the background, creating a technical or digital grid pattern.

ACR

亞洲資產(控股)有限公司
ASIAN CAPITAL RESOURCES (HOLDINGS) LIMITED

(於開曼群島註冊成立之有限公司)

(Incorporated in the Cayman Islands with limited liability)

(前稱亞洲訊息(控股)有限公司)

(formerly known as Asian Information Resources (Holdings) Limited)

股份代號 Stock Code : 8025

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本報告(亞洲資產(控股)有限公司各董事願就此共同及個別承擔全部責任)乃遵照香港聯合交易所有限公司創業板證券上市規則之規定提供有關亞洲資產(控股)有限公司之資料。各董事經作出一切合理查詢後確認，就其所深知及確信：(1)本報告所載資料在各重大方面均屬準確及完整，且並無誤導成份；(2)本報告並無遺漏其他事宜，致使本報告所載任何內容產生誤導；及(3)本報告所表達之意見乃經審慎周詳考慮後始行作出，並以公平合理之基準及假設為依據。

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CORPORATE INFORMATION 公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Xie Xuan (*Chairman*)

Mr. Yang Qiulin

Non-executive Director

Mr. Lo Mun Lam, Raymond (*Vice Chairman*)

Independent Non-executive Directors

Mr. Wu Jixue

Mr. Yang Zhenhong

Mr. Zhang Daorong

COMPLIANCE OFFICER

Mr. Xie Xuan

COMPANY SECRETARY

Mr. Andrew James Chandler

QUALIFIED ACCOUNTANT

Mr. Peng Zhi Heng, James

AUDIT COMMITTEE

Mr. Wu Jixue

Mr. Yang Zhenhong

Mr. Zhang Daorong

REMUNERATION COMMITTEE

Mr. Yang Zhenhong

Mr. Wu Jixue

AUDITORS

Messrs. Patrick Ng & Company

SOLICITORS

As to Cayman Islands Law

Conyers Dill & Pearman

董事會

執行董事

謝暄先生 (*主席*)

楊秋林先生

非執行董事

盧敏霖先生 (*副主席*)

獨立非執行董事

巫繼學先生

楊振洪先生

張道榮先生

監察主任

謝暄先生

公司秘書

Andrew James Chandler先生

合資格會計師

彭志恒先生

審核委員會

巫繼學先生

楊振洪先生

張道榮先生

薪酬委員會

楊振洪先生

巫繼學先生

核數師

吳永鏗會計師行

律師

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主要往來銀行

中國工商銀行(亞洲)有限公司

CHAIRMAN'S STATEMENT 主席報告

CHAIRMAN'S STATEMENT

I am pleased to present the annual results of Asian Capital Resources (Holdings) Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2007.

The Group continued to focus on and review the long-term prospects of its logistic services including freight forward services in China and Hong Kong. The Company has experienced severe competition in this division of its business, and has had to reassess the entire logistics business. The Company wishes to avoid overtrading in this particular area, and to this extent, is reviewing the turnover that can be achieved from the business and is aiming towards achieving profitability from all the divisions within the Group.

As to the information technology division of the Group's business services, over the past few years this division has contributed no more than HK\$1 million to the total turnover of the Group. However, the Directors of the Company have continually been seeking investment opportunities to broaden the Group's income base and to expand the Group's business operation. The Board has considered the following factors, including but not limited to the Group's existing investments in the logistics services and information technology sectors, and the returns that are currently achieved therefrom. On 24 December 2007 the Company entered into an agreement to purchase Guangzhou Wavcom Communication and Advertising Limited, and the Directors are of the view that this acquisition presents an exciting opportunity for the Group to expand its existing business structure and to provide an opportunity to enlarge the revenue base of the Group, particularly in the information technology sector, with regards to the provision of internet protocol television services to the southern China region, and the returns that can be generated therefrom.

During the past year, there was a 40.18% decrease in the turnover of the Group for 2007, and the loss for the year increased from HK\$17 million for 2006 to HK\$20 million for 2007.

主席報告

本人欣然提呈亞洲資產(控股)有限公司(「本公司」)及其附屬公司(合稱為「本集團」)截至二零零七年十二月三十一日止年度之年度業績。

本集團繼續專注於物流服務並檢討其長期發展前景，包括在中國及香港之貨運代理服務。本公司在此業務部門遇到激烈競爭，並因而重新評估整個物流業務。為了避免在此業務領域出現過度交易問題，本公司正在回顧此業務可產生之營業額，務求令本集團旗下所有部門實現盈利。

就本集團業務服務之資訊科技部門而言，過往數年該部門對本集團總收入之貢獻不超過1,000,000港元。然而，董事一直致力物色投資良機，拓闊本集團之收入基礎及擴展本集團之業務營運。董事會已考慮以下因素，包括但不限於本集團於物流服務及資訊科技業之現有投資，及於投資獲得之現有回報。於二零零七年十二月二十四日，本公司簽訂協議收購廣州濤視傳播廣告有限公司，鑒於向華南地區提供互聯網電視服務之權利以及於投資可獲得之回報，董事認為此收購事項為本集團擴展其現有業務架構帶來強勁商機，及為擴大本集團之收益基礎(特別是在資訊科技業)帶來機會。

於二零零七年，本集團之營業額錄得40.18%下跌，同年虧損則由二零零六年之17,000,000港元上升至二零零七年之20,000,000港元。

CHAIRMAN'S STATEMENT 主席報告

Notwithstanding the management's efforts in rationalizing our operations and enhancing our cost efficiency during the last year, the aim to attain profitability is yet to be achieved. In the year ahead, the Group will continue to strengthen its ability to meet the growing demand for quality logistics services and allocate sufficient resources to develop the high potential PRC market.

Apart from the aforementioned operations, the Group continues to explore investment opportunities which are strategic to our business operations and which will contribute significantly to the return of our shareholders. To this end the Group, looking forward to 2008, has decided to explore further opportunities for development in the corporate finance sector. Hence the acquisition of Vega International Limited, which is principally engaged in the provision of services in corporate finance and investment, project planning and development, technology project brokerage services, corporate development services, management consulting and post acquisition advisory and professional management services. The Group considered that the acquisition represented a good attempt to expand its existing business portfolio into the area of corporate finance and development, and provides opportunities for the Group to expand its existing businesses.

New technologies, innovative business vision and a strong professional team are the key assets of the Group contributing to our competitiveness. We are confident that these attributes will not only further our business growth but will also strengthen our position as one of the leading one-stop logistics services providers, information technology and corporate finance services providers in China and Hong Kong respectively and will allow us to ultimately generate long-term and sustainable returns to our shareholders.

On behalf of the Board, we would like to take this opportunity to thank the Group's clients, suppliers, vendors, banks, business partners, consultants and shareholders for their support and trust generously given to the Group. The Board also expresses gratitude to the management and staff for their work and dedication during the past years.

Xie Xuan
Chairman

Hong Kong, 26 March 2008

雖然去年管理層致力於改善運作及提升成本效率，但要達致盈利能力之目標仍需努力。來年，本集團將繼續強化自身能力，以迎合市場對高質素物流服務的要求；並分配足夠資源以發展高潛力之中國市場。

除了上述業務外，本集團亦繼續發掘對業務營運具戰略意義，並能為股東帶來顯著回報之投資機會。展望二零零八年，本集團決定進一步探尋商機發展企業融資業務。因此，本集團收購了Vega International Limited，該公司之主要業務為提供企業融資及投資服務、項目規劃及發展、技術項目經紀服務、企業發展服務、管理顧問及收購後顧問與專業管理服務。本集團認為收購事項乃拓展其現有業務組合至企業融資及發展領域之良好嘗試，並為本集團帶來拓展其現有業務之機會。

新科技、業務創見及強大之專業團隊乃本集團競爭力所在。本集團深信以上特質不單推動業務增長，亦增強本集團作為中港兩地領先之一站式物流服務供應商、資訊科技及企業融資服務供應商的地位，並最終為股東帶來長遠及可持續的回報。

本人謹代表董事會，籍此機會向本集團客戶、供應商、賣方、往來銀行、合作夥伴、顧問及股東給予本集團之支持及充分信任，深表謝意。同時，董事會亦向管理人員及員工於過往年度克盡己職致以誠摯感謝。

謝暄
主席

香港，二零零八年三月二十六日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW

Turnover and loss attributable to shareholders

The total turnover of the Group for the year ended 31 December 2007 was approximately HK\$168,397,000 (2006: HK\$281,510,000) which was decreased by approximately 40.18% as compared to that of the previous financial year. The Group's gross profit margin is increased from 6.4% for the year ended 31 December 2006 to 7.9% for the current period. The increase in gross profit margin is due to the closure of the non-profitable operations in Hong Kong and the USA.

The audited consolidated loss from operations for the year was increased by 13.30% to approximately HK\$20,149,000 as compared with the corresponding period last year. It was mainly due to the extremely competitive environment which impacted on the turnover of the logistics operations of the Group.

Financial cost

The financial cost of the Group for the year ended 31 December 2007 was approximately HK\$312,000 (2006: HK\$210,000) which was increased by approximately 48.57% as compared to that of the same period of last year.

Liquidity, financial resources and capital structure

As of 31 December 2007, the Group's borrowing consists of a loan from the ultimate holding company of HK\$4,552,000. The Group had a cash balance of approximately HK\$2,658,000 (2006: HK\$6,237,000).

The Group continues to adopt a prudent treasury policy to maintain its cash balance either in Hong Kong Dollars, or in the local currencies of the operating subsidiaries, maintaining a minimum exposure to foreign exchange risks.

The issued share capital of the Group for the year ended 31 December 2007 has increased from HK\$47,624,000 to HK\$63,933,541.

財務回顧

營業額及股東應佔虧損

本集團截至二零零七年十二月三十一日止年度之總營業額約為168,397,000港元(二零零六年：281,510,000港元)，較上一財政年度減少約40.18%。本集團之毛利率由截至二零零六年十二月三十一日止年度之6.4%上升至當前期間的7.9%。毛利率提高原因在於終止香港及美國的非盈利業務。

本年度之經審核綜合業務虧損較去年同期上升13.30%至約20,149,000港元，主要是由於異常激烈的競爭影響本集團物流業務的營業額所致。

融資成本

本集團截至二零零七年十二月三十一日止年度之融資成本約為312,000港元(二零零六年：210,000港元)，較去年同期增加約48.57%。

流動資金、財務資源及資本結構

於二零零七年十二月三十一日，本集團的借款中包括最終控股公司提供的4,552,000港元貸款。本集團有現金結餘約2,658,000港元(二零零六年：6,237,000港元)。

本集團繼續採納審慎庫務政策，以港元或經營附屬公司之本地貨幣維持其現金結餘，將外匯風險減至最低。

於截至二零零七年十二月三十一日止年度，本集團之已發行股本由47,624,000港元增加至63,933,541港元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Material acquisitions and disposals of subsidiaries and affiliated companies

Following the critical review of all the outside PRC units of Ever-OK International Forwarding Co., Ltd. in December, 2006, the Los Angeles branch did not live up to the Group's return expectations and suffered from weak management. A new target was set for management performance and the staff in Los Angeles could not cope with the demands. Accordingly, the Los Angeles office's operation was orderly wound-down during the first quarter of 2007 with minimum impact to the overall operation of the Group. The unit was initially set up as a complete separate entity registered in the United States and with limited liability to the Group and has been operating under strict budgets and just needed cash availability. The Directors consider that adequate accrued expenditures and financial provisions had been made for providing a true and fair disclosure for the unit.

On 14 February 2007 the Board announced that on 8 February 2007, the Company entered into a sale and purchase agreement with Mr. Xie Xuan (the "Vendor") in relation to the acquisition of 100% equity interest in Vega International Group Limited (the "Target Company") for a cash consideration of US\$50,000. The purchase was financed internally within the Group. The Vendor is an executive director and the Chairman of the Company, and therefore is a connected person of the Company. As such the transaction constituted a connected transaction under Chapter 20 of the GEM Listing Rules. However the connected transaction was a transaction on normal commercial terms where each of the percentage ratios (other than the profits ratio) was equal to or more than 0.1% but less than 2.5% and the total consideration was less than HK\$1,000,000, thus falling within the de minimis exemption under 20.31(2)(b) of the GEM Listing Rules which was in force at the relevant time and was therefore exempt from the disclosure and independent shareholders' approval requirements.

As to the reasons for the acquisition, the Target Company is principally engaged in the provision of services in corporate finance and investment, project planning and development, technology project brokerage services, corporate development services, management consulting and post acquisition advisory and professional management services. Immediately after the acquisition, the Group is interested in 100% of the entire issued share capital of the Target Company. The Group considered that the acquisition represented a good attempt to expand its existing business portfolio into the area of corporate finance and development, and provides opportunities for the Group to expand its existing businesses.

有關附屬公司及聯屬公司之重大收購及出售

於二零零六年十二月份嚴格審核江蘇恒通國際貨運有限公司於中國境外經營之所有分處後，洛杉磯分公司未達致我們的回報預期，且管理層表現欠佳。管理層未能實現設立的新目標，而洛杉磯的員工表現亦難以滿足需求。故此，洛杉磯辦事處已於二零零七年第一季度按步驟停止營業，且其對本集團整體營運的影響被降至最低。該分處最初在美國成立時是完全獨立之實體，對本集團僅負有限責任，且其營運乃按照嚴格的預算進行，惟需要更多可用現金。董事認為已作出充足的應計開支及財務撥備，以真實、公平地披露該分處的資料。

董事會於二零零七年二月十四日宣佈，於二零零七年二月八日，本公司與謝暄先生（「賣方」）就收購Vega International Group Limited（「目標公司」）100%股權一事訂立買賣協議，現金代價為50,000美元。收購資金乃由本集團內部撥出。賣方為本公司執行董事兼主席，故屬本公司之關連人士，因此，此交易根據創業板上市規則第20章構成關連交易。然而，由於此項關連交易乃按正常商業條款訂立，而各項百分比率（不包括溢利比率）等於或高於0.1%惟低於2.5%，而總代價又低於1,000,000港元，故此符合在相應時間生效之創業板上市規則第20.31(2)(b)條下之最低豁免水平，並因而獲豁免遵守披露及獨立股東批准之規定。

進行收購事項之原因是，目標公司主要業務為提供企業融資及投資服務、項目規劃及發展、技術項目經紀服務、企業發展服務、管理顧問及收購後顧問與專業管理服務。緊隨收購事項後，本集團擁有目標公司全部已發行股本之100%權益。本集團認為收購事項乃拓展其現有業務組合至企業融資及發展領域之良好嘗試，並為本集團帶來拓展其現有業務之機會。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Gearing Ratio

As at 31 December 2007, the gearing ratio of the Group, expressed as a percentage of total borrowings over total assets, was 12% (31 December 2006: 27%).

Employee and remuneration policies

As at 31 December 2007, the Group employed a total of 142 employees (as at 31 December 2006: 246), of which 9 were located in Hong Kong and the remaining 133 were located in the PRC. The Group's remuneration policies are in line with the prevailing market practices and formulated on the basis of performance and experience of the employees. The salary and related benefits of the employees are rewarded on a performance related basis and the general remuneration structure of the Group is subject to review annually.

Issue of New Shares

On 12 February 2007, the Company had entered into a subscription agreement (the "Subscription Agreement") with Asian Dynamics International Limited ("Asian Dynamics"), pursuant to which it agreed to issue and allot 91,000,000 shares (the "Subscription Shares") in the capital of the Company to Asian Dynamics, representing 19.11% of the issued share capital of the Company. The issue price of each share was HK\$0.10, with a total subscription price of HK\$9,100,000. The Subscription Shares were issued in satisfaction of the contractual sum payable by the Company to Asian Dynamics for monies that have been advanced to the Company totaling HK\$9,100,000.

Given that Asian Dynamics was a controlling shareholder of the Company then holding approximately 55.63% shareholding interest in the Company, the subscription of the Subscription Shares by Asian Dynamics constituted a connected transaction of the Company under Chapter 20 of the GEM Listing Rules. A circular of the Company containing, among other things, further details of the Subscription Agreement and a notice of the extraordinary general meeting was dispatched to the shareholders of the Company on 14 March 2007, and the extraordinary general meeting was held on 3 April 2007, wherein the independent shareholders of the Company voted in favour of an ordinary resolution approving the issue of new shares. The Subscription Shares were issued and allotted to Asian Dynamics on 12 April 2007.

資產負債比率

於二零零七年十二月三十一日，本集團之資產負債比率(以總借貸佔總資產之百分比表示)為12%(二零零六年十二月三十一日：27%)。

僱員及薪酬政策

於二零零七年十二月三十一日，本集團共僱用142名(於二零零六年十二月三十一日246名)僱員，其中9名駐於香港，其餘133名駐於中國。本集團之薪酬政策符合現行市場慣例，乃按僱員之表現及經驗而制定。僱員之薪金及相關福利乃視僱員表現釐定，本集團之一般薪酬架構會逐年檢討。

發行新股份

本公司於二零零七年二月十二日與Asian Dynamics International Limited(「Asian Dynamics」)訂立認購協議(「認購協議」)，據此，本公司同意向Asian Dynamics發行及配發91,000,000股本公司股份(「認購股份」)，佔本公司已發行股本約19.11%，發行價為每股股份0.10港元，總認購價格為9,100,000港元。認購股份之發行乃為繳付本公司應付Asian Dynamics之合約款項，以換取已墊付予本公司之款項共9,100,000港元。

由於Asian Dynamics為本公司之控股股東，持有本公司約55.63%之股份權益，故根據創業板上市規則第20章，Asian Dynamics認購認購股份構成本公司一項關連交易。一份載有(其中包括)認購協議進一步詳情及股東特別大會通告之本公司通函已於二零零七年三月十四日寄發予本公司股東，股東特別大會已於二零零七年四月三日舉行，會上本公司獨立股東投票通過一項普通決議案批准發行新股份。認購股份已於二零零七年四月十二日發行及配發予Asian Dynamics。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

On 5 September 2007, the Company entered into subscription agreements whereby it agreed to issue 25,014,820, 35,860,262 and 11,223,231 shares to United Hill Investments Limited, Bonus Gain Limited and Always Fast International Limited respectively at the issue price of HK\$0.229 per Share. The Company entered into the subscription agreements as a means to capitalizing loans that were owed to the respective companies, which will incur the benefits to the Company of being able to repay the outstanding loans without drawing on the working capital of the Company. The Shareholders of the Company approved the issue and allotment of the Subscription Shares at an EGM held on 4 October 2007. The Subscription Shares were issued and allotted on 22 October 2007.

Grant of Options

On 5 September 2007, the Company entered into agreements with United Hill Investments Limited, Bonus Gain Limited and Always Fast International Limited whereby the Company agreed to grant 33,946,039, 48,663,704 and 15,230,300 Options respectively, with the rights to require, at any time during the option period of four years, the Company to issue and allot one Option Share upon the exercise of each Option at the Exercise Price of HK\$0.275 per Option. The Shareholders of the Company approved the granting of the Options, and the issue and allotment of the Option Shares at an EGM held on 4 October 2007. The shareholding structure of the Company will not be affected until such time as the option holders decide to exercise their options.

Change of Name

Pursuant to the special resolution passed at the extraordinary general meeting held on 1 February 2007, the name of the Company was changed from “Asian Information Resources (Holdings) Limited 亞洲訊息(控股)有限公司” to “Asian Capital Resources (Holdings) Limited”, and for identification purposes, its Chinese name to “亞洲資產(控股)有限公司”. A Certificate of Registration of Change of Name of Oversea Company in the name of “Asian Capital Resources (Holdings) Limited” and the Chinese name “亞洲資產(控股)有限公司” for the Company has been issued by the Registrar of Companies in Hong Kong under Part XI of the Companies Ordinance on 15 March 2007.

本公司於二零零七年九月五日簽訂認購協議，據此本公司同意按每股股份0.229港元之發行價分別發行25,014,820股、35,860,262股及11,223,231股股份予United Hill Investments Limited、Bonus Gain Limited及Always Fast International Limited。本公司簽訂認購協議的目的在於將所欠該等公司之貸款資本化，令本公司得以在減輕未償還貸款的同時不減低本公司的營運資金。本公司股東已於二零零七年十月四日舉行的股東特別大會上批准發行及配發認購股份。認購股份已於二零零七年十月二十二日發行及配發。

授出期權

於二零零七年九月五日，本公司與United Hill Investments Limited、Bonus Gain Limited及Always Fast International Limited達成協議，根據該等協議，本公司同意分別授出33,946,039份、48,663,704份和15,230,300份期權，每份期權可在四年期限內任何時間要求本公司以行使價每份期權0.275港元發行及配發一股期權股份。本公司股東已於二零零七年十月四日舉行的股東特別大會上批准授出期權以及發行及配發期權股份。於期權持有人決定行使其期權之前，本公司之股權結構將不會受到影響。

更名

根據於二零零七年二月一日舉行之股東特別大會上通過之特別決議案，本公司之名稱由「Asian Information Resources (Holdings) Limited 亞洲訊息(控股)有限公司」改為「Asian Capital Resources (Holdings) Limited」，並為以資識別，將中文名稱改為「亞洲資產(控股)有限公司」。香港公司註冊處已於二零零七年三月十五日根據公司條例第XI部簽發本公司以名稱「Asian Capital Resources (Holdings) Limited」及中文名稱「亞洲資產(控股)有限公司」之海外公司更改名稱登記證明書。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

OPERATIONAL REVIEW

During the period under review, the Group continued its focuses on core business in logistics services and information technology.

The Company has a sufficient level of operations in logistics services and has sufficient assets to operate its business. Currently, the Company does not have any financial difficulties to an extent which may seriously impair the Company's ability to continue its business or which has led to the suspension of any of its operations. The Company also has sufficient assets to operate its business due to the continuing support of the major shareholder of the Company.

The Company shall focus its efforts in building up its profits through the logistics services and corporate finance businesses by way of achieving further expansion, and anticipates the coming year will provide exciting opportunities for the Company, supported by the encouraging global economic growth.

The Board is in the process of reviewing all the operations of the Group to ensure that the returns from those operations can be justified. The Board intends to dispose of all non-profitable operations within the Group. Furthermore, the Board will strive to reduce the operating costs of the Group.

Furthermore the Company is in the process of consolidating its core business of logistics services, and is constantly reviewing the return from this business to the Group. The Company has experienced severe competition in this division of its business, and has had to reassess the entire logistics business. The Company wishes to avoid overtrading in this particular area, and to this extent, is reviewing the turnover that can be achieved from the business and is aiming towards achieving profitability from all the divisions within the Group.

業務回顧

於回顧期間，本集團繼續專注發展核心業務——物流服務及資訊科技。

本公司之物流服務的業務量充足，並且擁有足夠的資產經營其業務。現時，本公司並無任何財政困難會影響本公司持續經營的能力或導致本公司的任何業務暫停營業。由於本公司主要股東持續支持，本公司亦擁有充足的資產經營業務。

本公司將集中力量透過進一步擴大其物流服務及企業融資業務，以加強盈利。在環球經濟有令人鼓舞的增長推動下，預期未來一年本公司將獲取令人振奮之商機。

董事會正在檢討本集團之所有業務，以確保該等業務回報之合理性。董事會擬出售集團內所有無法盈利之業務。此外，董事會亦將致力降低本集團之經營成本。

此外，本公司正在整合其核心業務物流服務，並持續回顧本集團從該業務取得之回報。本公司在該業務分部遇到激烈的競爭，須對整體物流業務作出重新評估。為避免此領域之過度交易，本公司正檢討該業務可產生之營業額，務求令本集團所有業務分部實現盈利。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Performance of operating divisions

Logistics Services

Considering the importance of the business and the issues encountered by the Group last year in respect of the logistics operations, the management has put much effort to improving the operation and control through branches and subsidiaries. The effort includes but is not limited to increasing marketing efforts, widening, improving efficiency of our logistics services including freight forwarding services and keeping tighter control on the accounting records. The turnover of this operation decreased by approximately 40.18% compared to that of the previous period. This was mainly due to the fact that the Group experienced an extremely competitive environment in the PRC and that the Group closed down the non-profitable activities and branches of EverOk International Forwarding Company Ltd which impacted on the turnover of the logistics operations. With continued efforts of the management, the Company will increase quality clients for the coming year with an increasing contribution to the Group.

Furthermore, on 19 June 2007, the Water Carriage Division of the Ministry of Communication of the People's Republic of China (the MOC) issued a notice to all international liner service operators, demanding the enforcement of the "Regulations of the People's Republic of China on International Maritime Transportation", which required that; (i) when concluding agreements on negotiated rates with NVOCCs (Non-Vessel Operating Common Carriers), international liner service operators shall make sure that such NVOCCs have registered their bills of lading and paid the required surety bond in accordance with the provisions of these regulations; and (ii) an operator of international shipping services shall not accept cargo or containers from a NVOCC who fails to register its bill of lading and deposit the surety bond. The management considers it will have a negative impact on the logistic services business of the Company in the coming year as a result of higher costs and additional demand for working capital. The Board is presently observing and reviewing the overall effects of such directives in the industry as a whole and make appropriate management decisions to safe-guard the operations of the subsidiary and maintain a viable operational environment for future business pursuits. Further announcement will be made after thorough assessment.

業務分部表現

物流服務

考慮到業務之重要性及去年本集團於物流運作上遇到的問題，管理層付出相當努力以改善分公司及附屬公司之業務運作及管理。工作重點包括但不限於加大市場推廣力度，擴闊及改善集團物流服務(包括貨運代理服務)之效率，及加強會計記錄之管控。此業務之營業額較去年同期減少約40.18%。這主要是因為本集團在中國處於競爭異常激烈的環境，且本集團結束恒通國際貨運有限公司無法盈利的活動及分支，以致影響其物流業務的營業額。在管理層的不懈努力下，本公司將於來年增加優質客戶以增加對本集團之貢獻。

再者，於二零零七年六月十九日，中華人民共和國交通部(「交通部」)水運司向各國際班輪公司發出通告，要求強制執行《中華人民共和國國際海運條例》，該條例要求：(i)當與無船承運人(「無船承運人」)訂立運價協定時，各國際班輪公司須確定該無船承運人已登記其提單及交納根據此條例提出所需之保證金；及(ii)國際船舶運輸經營者不可接受無登記提單及交納保證金之無船承運人提供之貨物及集裝箱。管理層認為因此而產生之更高成本及對流動資金的額外需求將對本公司於未來數年之物流服務業務有負面影響。董事會現正觀察及檢討此指令對整體行業之影響，並作出適當管理上之決定，以保障此附屬公司之運作及為未來企業之發展維持一可行之運作環境。本公司經詳盡評估後將作進一步公佈。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

In order to make the logistics services more profitable, with continued efforts of the management, the Company has planned to target its development into the following areas: (i) Enhancing the freight delivery and distribution services in the PRC for its clients; (ii) Developing warehouse and logistics centre in the PRC for distribution; (iii) Developing more major clients and providing them with more value added services.

Furthermore, with the “just-in-time” management concept developed in recent years, the manufacturers, the distributors and the retailers rely on frequent shipments to sustain production flows and inventory rather than accumulating inventory in their warehouses. This is also accelerating the development of the logistics services business.

Information Technology

Over the past few years the information technology (“IT”) division of the Group has only been able to contribute no more than HK\$1 million in each financial year to the turnover of the Group. However, the Directors have been seeking investment opportunities to broaden the Group’s income base and to expand the Group’s business operation. The Board has considered the following factors, including but not limited to the Group’s existing investments in the logistics services and information technology sectors, and the returns that are currently achieved therefrom. The Board has reviewed the terms of the agreement dated 24 December 2007, as set out in the circular of the Company dated 28 February 2008, and is satisfied that the proposed acquisition of Guangzhou Wavecom Communication and Advertising Limited is in line with its existing information technology platform and will provide a basis for the expansion of this platform in the area of the provision of internet protocol television services to the southern China region. The acquisition presents an exciting opportunity for the Group to expand its existing business structure and provides an opportunity to enlarge the revenue base of the Group.

為提升物流服務之利潤，在管理層的不斷努力下，本公司將其發展目標訂立於以下範圍：(i) 為其客戶加強於中國之貨運交付及分配服務；(ii) 於中國發展貨倉及物流中心以作分配；(iii) 開發更多主要客戶及為其提供更多增值服務。

再者，因應近年發展出的「準確時間」管理概念，廠商、分銷商及零售商更加倚賴頻密付運以維持生產流程及存貨，而非倚賴貨倉累積存貨。此趨勢亦加速了物流服務業務之發展。

資訊科技

於過往數年，本集團之資訊科技（「資訊科技」）部門於每個財政年度對本集團收入之貢獻不超過1,000,000港元。然而，董事一直尋求擴闊本集團收入基礎及擴大本集團之業務運作之投資機會。董事會經考慮以下多個因素，包括但不限於本集團現時於物流服務及資訊科技領域之投資，以及目前從中取得之回報。董事會已審閱於二零零七年十二月二十四日訂立之協議條款（載於本公司日期為二零零八年二月二十八日之通函），並認為建議收購廣州濤視傳播廣告有限公司與其現有資訊科技平台一致，並將為擴展平台提供基礎，為華南地區提供互聯網電視服務。收購事項為本集團擴展其現有業務架構帶來強勁商機，及為擴大本集團之收入基礎帶來機會。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Financial Consultancy

The Group is presently in the process of developing new business to that of financial consultancy. With the acquisition of Vega International Group Limited (“Vega”) the Group is now in the process of negotiating a number of contracts for the provision of financial consultancy services by Vega with companies in the southern China region. In terms of these consultancy services, they will be negotiated in the normal course of business and shareholders will be kept informed of this division as it progresses.

SUBSEQUENT EVENTS

Details of the significant subsequent events of the Group are set out in note 33 to the financial statements.

財務諮詢

本集團正發展新業務至財務諮詢。收購 Vega International Group Limited (「Vega」) 後，本集團現正進行與華南若干公司商討由 Vega 提供財務諮詢服務的若干合約。上述諮詢服務將按正常業務商談過程進行，此分部業務之進展將知會股東。

結算日後事項

有關本集團重要結算日後事項之詳情載於財務報表附註33。

DIRECTORS AND SENIOR MANAGEMENT PROFILES

董事及高級管理人員簡介

EXECUTIVE DIRECTORS

Mr. Xie Xuan

Chairman

Mr. Xie, aged 38, joined the Group in 2002. Mr. Xie holds directorships in various subsidiaries of the Group. He has over 15 years of successful investment and management experience in the areas of property and logistics in the People's Republic of China. He graduated from Jinan University, the PRC with a degree in International Economics.

Mr. Yang Qiulin

Mr. Yang, aged 35, joined the Group in December 2006. He graduated from Xiang Tan University, the People's Republic of China with a Business Management degree. He is a practicing lawyer as well as a certified public accountant of China. Mr. Yang is now a senior partner of a law firm in Guangzhou, specializing in commercial and corporate law. Mr. Yang has over 9 years experience in the legal field.

NON-EXECUTIVE DIRECTOR

Mr. Lo Mun Lam, Raymond

Vice Chairman

Mr. Lo, aged 54, is the principal of an investment and corporate finance firm with offices in London and Hong Kong. Trained as a chartered accountant from London, he is licensed as a Responsible Officer by the Securities & Futures Commission of Hong Kong for providing Type 6 (Corporate Finance) advisory. He has extensive expertise and experience in international corporate finance, mergers & acquisitions, cross-border direct investments and hedge funds investment, with emphases in lifestyle, real estate and hospitality sectors.

He held directorate level or strategist positions with multinational financial and emerging companies internationally. Besides the Company, he currently serves as the non-executive Chairman of the Board of Luk Fook Holdings Limited, the Executive Chairman of Golife Concepts Holding Limited, and an independent director of Shanghai Zendai Property Limited. All these companies are listed in Hong Kong.

He graduated from University of Wisconsin-Madison and holds post-graduate degrees and professional designations in accountancy, law, finance, real estate and hospitality disciplines, and specializes in corporate finance initiatives.

執行董事

謝暄先生

主席

謝先生，三十八歲，於二零零二年加入本集團。謝先生出任本集團多間附屬公司之董事。彼於中國之地產及物流領域擁有逾十五年之卓越投資及管理經驗。謝先生畢業於中國廣州暨南大學，持有國際經濟學士學位。

楊秋林先生

楊先生，三十五歲，於二零零六年十二月加入本集團。彼畢業於中國湘潭大學，擁有企業管理學位。彼為中國執業律師及註冊會計師。楊先生現時為廣州一所律師事務所之高級合夥人，專長於商務及企業法律。楊先生於法律界擁有逾九年經驗。

非執行董事

盧敏霖先生

副主席

盧先生，五十四歲，為一間於倫敦及香港均設有辦事處之投資及企業融資顧問機構的主要負責人。彼為英國倫敦特許會計師，獲香港證券及期貨事務監察委員會發牌為從事第6類(就機構融資提供專業意見)活動之負責人。盧先生於國際企業融資、併購、跨境直接投資及對沖基金投資方面具有豐富的專業知識及經驗，其重點在時尚生活、房地產及酒店業領域。

盧先生曾擔任跨國金融及國際新興企業之董事及策略師職務。除本公司外，彼現為六福集團(國際)有限公司董事會之非執行主席，寶利福控股有限公司之執行主席及上海証大房地產有限公司之獨立董事，上述公司均於香港上市。

盧先生畢業於美國威斯康辛大學麥迪遜分校，擁有會計、法律、財務、房地產及酒店業等學士後文憑及專業資格，專門研究企業融資。

DIRECTORS AND SENIOR MANAGEMENT PROFILES

董事及高級管理人員簡介

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Wu Jixue

Mr. Wu, aged 61, holds a Master degree in Economics. He is currently a professor, guest lecturer and visiting scholar at a number of colleges and universities in the PRC and abroad. He has published more than 220 papers and 18 books in the areas of economics, finance and management.

Mr. Yang Zhenhong

Mr. Yang, aged 50, is a practicing lawyer and arbitrator in the PRC. Mr. Yang holds a Bachelor degree in Economics and a Master degree in Laws. He has over 26 years of experience in the PRC taxation, company and commercial law. He is currently a lawyer in a PRC law firm. He is also a part-time professor at Guangdong Judges' College (廣東法官學院) and legislative consultant to the Standing Committee of Guangzhou People's Congress (廣州市人大常委會). He is a committee member of the Research Institute of Jurisprudence of the PRC (中國法理學研究會) and the Research Institute of Taxation of the PRC (中國財稅法研究會) and a Vice-President of Guangdong Research Institute of Taxation (廣東省財稅法研究會).

Mr. Zhang Daorong

Mr. Zhang, aged 36, is a Certified Public Accountant and Certified Tax Agent in the PRC. He holds a Bachelor degree in Economics and a Master degree in Business Administration. He has over 14 years of experience in accounting, auditing and taxation. He is currently a project manager in a firm of certified public accountants in the PRC.

獨立非執行董事

巫繼學先生

巫先生，六十一歲，持有經濟學碩士學位。彼現為多所位於中國及海外學院及大學之教授、客席講師及訪問學者。彼曾發表超過二百二十餘篇有關經濟、財務及管理之論文及出版十八部有關書籍。

楊振洪先生

楊先生，五十歲，為中國執業律師及仲裁員。楊先生持有經濟學學士及法學碩士學位。彼於中國稅務、公司及商業法律事務有逾二十六年經驗。彼現時為中國一所律師事務所之律師，並為廣東法官學院兼職教授及廣州市人大常委會立法顧問。彼亦為中國法理學研究會及中國財稅法研究會之理事，以及廣東省財稅法研究會副會長。

張道榮先生

張先生，三十六歲，為中國註冊會計師及中國註冊稅務師。彼持有經濟學學士及工商管理碩士學位。彼於會計、審核及稅務方面具有逾十四年經驗。彼現時為中國一所會計師事務所之項目經理。

DIRECTORS AND SENIOR MANAGEMENT PROFILES

董事及高級管理人員簡介

SENIOR MANAGEMENT

Mr. Andrew James Chandler

Legal Counsel and Company Secretary

Mr. Chandler, aged 35, joined the Group in August 2006. He is responsible for legal and corporate compliance related matters of the Group. He is admitted as a barrister of the High Court of Hong Kong Special Administrative Region in 1998, and a barrister and solicitor of the High Court of New Zealand in 1996. Mr. Chandler has over 9 years experience in the legal field.

Mr. Peng Zhi Heng

Qualified Accountant and Financial Controller

Mr. Peng, aged 45, joined the Group in November 2006. Mr. Peng is both a member of The Hong Kong Institute of Certified Public Accountants and The Australian Society of Certified Practising Accountants. Prior to joining the Company, Mr. Peng has over 10 years experience in the accounting field.

高級管理人員

Andrew James Chandler先生

法律顧問及公司秘書

Chandler先生，三十五歲，於二零零六年八月加入本集團。彼負責本集團之法律及企業法規遵守相關事務。Chandler先生於一九九八年起為香港特別行政區高等法院之大律師，並於一九九六年起為紐西蘭高等法院之大律師及事務律師。Chandler先生於法律界擁有逾九年經驗。

彭志恆先生

合資格會計師及財務總監

彭先生，四十五歲，於二零零六年十一月加入本集團。彭先生為香港會計師公會及澳洲註冊會計師公會會員。於加入本集團前，彭先生擁有逾十年之會計經驗。

REPORT OF THE DIRECTORS 董事會報告

The directors of the Company (the "Directors") submit their report together with the audited financial statements of the Company and the Group for the year ended 31 December 2007.

本公司董事(「董事」)謹此提呈彼等之報告，連同本公司及本集團截至二零零七年十二月三十一日止年度之經審核財務報表。

PRINCIPAL ACTIVITIES AND GEOGRAPHICAL ANALYSIS OF OPERATIONS

The principal activity of the Company is investment holding. Details of the principal activities of the subsidiaries are set out in note 18 to the financial statements.

按主要業務及地區劃分之營運分析

本公司之主要業務為投資控股。有關附屬公司主要業務之詳情載於財務報表附註18。

An analysis of the Group's turnover and loss before taxation for the year ended 31 December 2007 by principal activities is as follows:

本集團截至二零零七年十二月三十一日止年度按主要業務劃分之營業額及除稅前虧損分析如下：

		Turnover 營業額 HK\$'000 千港元	Loss before Taxation 除稅前虧損 HK\$'000 千港元
By Principal activities:	按主要業務劃分：		
Content solution and business consultation	內容供應解決方案及業務諮詢	935	(501)
IT enabling technology	資訊科技促成技術	41	(1,130)
Educational content services	教育內容服務	—	—
Logistic services	物流服務	167,421	(2,101)
Interest Income	利息收入	45	45
Unallocated corporate expenses	未能分類之集團開支	—	(16,150)
Finance Costs	融資成本	—	(312)
		168,442	(20,149)

An analysis of the Group's turnover and loss before taxation for the year ended 31 December 2007 by geographical areas is as follows:

本集團截至二零零七年十二月三十一日止年度按地區劃分之營業額及除稅前虧損分析如下：

		Turnover 營業額 HK\$'000 千港元	Loss before Taxation 除稅前虧損 HK\$'000 千港元
By geographical areas:	按地區劃分：		
Hong Kong	香港	976	(11,406)
The PRC	中國	167,421	(8,743)
USA and others	美國及其他	—	—
Interest Income	利息收入	45	—
Finance costs	融資成本	—	—
		168,442	(20,149)

REPORT OF THE DIRECTORS 董事會報告

RESULTS AND DIVIDENDS

The loss for the Group for the year ended 31 December 2007 and the state of affairs of the Company and the Group at that date are set out in the financial statements on pages 33 to 35 of this Annual Report.

The Directors do not recommend payment of a dividend.

SUMMARY OF FINANCIAL INFORMATION

A summary of the results and assets and liabilities of the Group for the last five financial years is as follows. This summary does not form part of the audited financial statements.

業績及股息

本集團截至二零零七年十二月三十一日止年度之虧損及本公司及本集團於該日之財務狀況載於本年報第33至35頁之財務報表。

董事並不建議派發股息。

財務資料概要

本集團於過往五個財政年度之業績及資產與負債概要(本概要不屬經審核財務報表之一部分)如下：

		Results of the Group for the year ended 31 December 本集團截至十二月三十一日止各年度業績				
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Turnover	營業額	168,397	281,532	293,234	209,474	1,144
Loss from ordinary activities attributable to shareholders	股東應佔日常業務虧損	(20,149)	(17,071)	(14,981)	(6,078)	(14,609)
Loss per share (HK cents)	每股虧損(港仙)	(3.62)	(3.58)	(3.1)	(1.3)	(3.1)

		Assets and liabilities of the Group for the year ended 31 December 本集團截至十二月三十一日止各年度資產及負債				
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Total assets	總資產	38,050	38,346	82,023	78,938	62,781
Less: Total liabilities	減：負債總值	(54,344)	(59,419)	(75,896)	(57,140)	(50,373)
Total net (liabilities)/assets	(負債)／資產 淨值總額	(16,294)	(21,073)	6,127	21,798	12,408

REPORT OF THE DIRECTORS 董事會報告

PROPERTY, PLANT AND EQUIPMENT

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

SHARE CAPITAL AND SHARE OPTIONS

The issued share capital of the Group for the year ended 31 December 2007 has increased from HK\$47,623,710 to HK\$63,933,542.

For the year ended 31 December 2007, there were 97,840,073 ordinary shares of HK\$0.10 each in the capital of the Company ("the Option Shares") granted by the Company and fall to be issued upon exercise of the Option Shares at the exercise price of HK\$0.275 per Option Share (2006: Nil).

Details of the employee share option scheme of the Company are set out in note 28 to the financial statements.

PRE-EMPTIVE RIGHT

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

PURCHASES, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

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

RESERVES

Details of the movements in the reserves of the Company and the Group during the year is set out in note 26 to the financial statements and the consolidated statement of changes in equity respectively.

DISTRIBUTABLE RESERVES

As at 31 December 2007, the Company has no reserves available for distribution to shareholders (2006: Nil) in accordance with the applicable laws of the Cayman Islands and the Company's articles of association.

物業、廠房及設備

本集團年內之物業、廠房及設備之變動詳情載於財務報表附註14。

股本及購股權

截至二零零七年十二月三十一日止年度，本集團之已發行股本由47,623,710港元增加至63,933,542港元。

截至二零零七年十二月三十一日止年度，本公司授出97,840,073股本公司股本中每股面值0.10港元之普通股（「購股權股份」），並須於購股權股份獲行使時按每股購股權股份0.275港元之行使價予以發行（二零零六年：無）。

有關本公司僱員購股權計劃之詳情載於財務報表附註28。

優先購買權

本公司之公司組織章程或開曼群島（本公司註冊成立之司法權區）法例並無有關優先購買權之規定，令本公司按比例向現有股東提呈發售新股份。

購買、贖回或出售本公司上市證券

本公司或其任何附屬公司於年內概無購買、贖回或出售本公司之任何上市證券。

儲備

本公司及本集團於年內之儲備變動詳情分別載於財務報表附註26及綜合權益變動表。

可供分派之儲備

於二零零七年十二月三十一日，根據開曼群島適用法例及本公司之組織章程，本公司並無可供分派予股東之儲備（二零零六年：無）。

REPORT OF THE DIRECTORS 董事會報告

MAJOR CUSTOMERS AND SUPPLIERS

The percentages of sales and purchases for the year attributable to the Group's major customers and suppliers are as follows:

Sales

the largest customer	10%
five largest customers combined	24%

Purchases

the largest supplier	10%
five largest suppliers combined	27%

To the best knowledge of the Directors, neither the Directors, their associates, nor any shareholders who own more than 5% of the Company's issued share capital had any beneficial interest in the Group's five largest customers and/or five largest suppliers during the year.

DIRECTORS

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

Executive Directors

Mr. Xie Xuan (*Chairman*)
Mr. Yang Qiulin

Non-executive Director

Mr. Lo Mun Lam, Raymond
(*appointed as Vice Chairman on 1 January 2007*)

Independent Non-executive Directors

Mr. Wu Jixue
Mr. Yang Zhenhong
Mr. Zhang Daorong

In accordance with Article 87 of the Articles of Association of the Company, Mr. Xie Xuan, Mr. Yang Zhenhong, and Mr. Zhang Daorong shall retire from office by rotation at the forthcoming annual general meeting. The retiring Directors, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

主要客戶及供應商

年內，本集團主要客戶及供應商應佔銷售額及採購額之百分比如下：

銷售

最大客戶	10%
五大客戶合計	24%

採購

最大供應商	10%
五大供應商合計	27%

就董事所知，年內各董事、彼等之聯繫人及擁有本公司已發行股本5%以上之股東，概無於本集團五大客戶及／或五大供應商擁有任何實益權益。

董事

於本年度及截至本報告刊發日期之董事如下：

執行董事

謝暄先生 (*主席*)
楊秋林先生

非執行董事

盧敏霖先生
(*於二零零七年一月一日獲委任為副主席*)

獨立非執行董事

巫繼學先生
楊振洪先生
張道榮先生

根據本公司組織章程第87條，謝暄先生、楊振洪先生及張道榮先生須於應屆股東週年大會上輪值告退。上述董事均具資格並願於應屆股東週年大會上膺選連任。

REPORT OF THE DIRECTORS 董事會報告

DIRECTORS' SERVICE CONTRACTS

None of the Directors proposed for re-election at the forthcoming annual general meeting has an unexpired service contract which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation other than statutory compensation.

DIRECTORS' INTEREST IN CONTRACTS

No Directors had a material interest, whether directly or indirectly, in any contract of significance to the business of the Group to which the Company, its holding company or any of its subsidiaries or fellow subsidiaries was a party during the year.

MANAGEMENT CONTRACTS

No contract concerning the management and administration of the whole or any substantial part of the business of the Group was entered into or subsisted during the year.

RETIREMENT BENEFIT SCHEMES

Particulars of retirement benefit schemes are set out in note 9 to the financial statements.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2007, none of the Directors and the chief executive of the Company had registered an interest or short position in any shares, underlying shares and debentures of the Company or any of its associated corporations that was required to be recorded pursuant to Section 352 of the Securities and Futures Ordinance ("SFO"), or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Rule 5.46 of the GEM Listing Rules.

董事之服務合約

於應屆股東週年大會上擬膺選連任之各董事概無訂有本公司或其任何附屬公司不可於一年內免付賠償(法定賠償除外)而可予終止之未屆滿服務合約。

董事之合約權益

各董事於年內概無在本公司、其控股公司或其任何附屬公司或同系附屬公司參與訂立對本集團業務而言屬重大之任何合約中擁有(不論直接或間接)重大權益。

管理合約

年內，概無訂立或存在任何有關本集團全部或任何絕大部分業務之管理及行政之合約。

退休福利計劃

退休福利計劃之詳情載於財務報表附註9。

董事及行政總裁於股份、 相關股份及債券 之權益及淡倉

於二零零七年十二月三十一日，本公司董事及行政總裁概無於本公司或其相聯法團之股份、相關股份或債券中，擁有根據證券及期貨條例(「證券及期貨條例」)第352條規定須記錄或根據創業板上市規則第5.46條規定須知會本公司及香港聯合交易所有限公司(「聯交所」)之權益及淡倉。

REPORT OF THE DIRECTORS 董事會報告

DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the heading "Directors' and chief executive's interests and short positions in shares, underlying shares and debentures" above and in the employee share option scheme disclosures in note 28 to the financial statements, at no time during the year were rights to acquire benefits by means of the acquisition of shares or debentures in the Company or any other body corporate granted to any Directors or their respective spouse or minor children, or were any such rights exercised by them; or was the Company, its holding company, or any of its subsidiaries or fellow subsidiaries a party to any arrangement to enable the Directors or their respective spouse or minor children to acquire such rights in any other body corporate.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITION IN SHARES AND UNDERLYING SHARES DISCLOSEABLE UNDER THE SFO

As at 31 December 2007, the following persons (other than the Directors and chief executive of the Company) had interests and short positions in the shares and underlying shares of the Company as recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO:

董事購入股份或債券之權利

除上文「董事及行政總裁於股份、相關股份及債券之權益及淡倉」一節及財務報表附註28僱員購股權計劃披露事項所披露者外，於年內任何時間，任何董事或彼等各自之配偶或未成年子女概無獲授可藉購入本公司或任何其他法人團體之股份或債券而獲得利益之權利，彼等亦無行使任何上述權利；本公司、其控股公司或其任何附屬公司或同系附屬公司亦無參與訂立任何安排，致使董事、彼等各自之配偶或未成年子女可於任何其他法人團體獲得之上述權利。

根據證券及期貨條例須予披露之主要股東及其他人士於股份及相關股份之權益及淡倉

於二零零七年十二月三十一日，下列人士（本公司董事及行政總裁除外）於本公司股份及相關股份中擁有已記錄於根據證券及期貨條例第336條所規定由本公司存置之權益登記冊內之權益及淡倉：

REPORT OF THE DIRECTORS

董事會報告

Long positions in the shares of the Company

本公司股份好倉

Name of shareholder 股東名稱	Capacity 身份	Nature of interest 權益性質	Number of ordinary shares held 所持普通股數目	Approximate percentage of the Company's issued share capital 佔本公司已發行股本之概約百分比
Asian Dynamics International Limited (Note 1) Asian Dynamics International Limited (附註1)	Beneficial Owner 實益擁有人	Corporate 公司	327,685,431	51.25%
Aldgate Agents Limited (Note 2) Aldgate Agents Limited (附註2)	Beneficial Owner 實益擁有人	Corporate 公司	66,120,000	10.34%
Mongolia Energy Corporation Limited 蒙古能源有限公司	Interest of a controlled corporation 受控法團權益	Corporate 公司	66,120,000	10.34%
Bonus Gain Limited	Beneficial Owner 實益擁有人	Corporate 公司	35,860,262	5.61%

Notes:

附註：

- Asian Dynamics International Limited is a company incorporated in the British Virgin Islands and beneficially owned by Asian Wealth Incorporated, Denwell Enterprises Limited, Glamour House Limited, Mr. Chan Chi Ming and Mr. Chau Tak Tin.
- Aldgate Agents Limited is a wholly owned subsidiary of Mongolia Energy Corporation Limited, previously known as New World Cyberbase Limited, a company listed on the Stock Exchange (stock code 276). Their interests in the shares of the Company duplicate with each other.

- Asian Dynamics International Limited為一家於英屬處女群島註冊成立之公司，由 Asian Wealth Incorporated、Denwell Enterprises Limited、Glamour House Limited、陳志明先生及周德田先生實益擁有。
- Aldgate Agents Limited 為於聯交所上市 (股份編號：276) 之蒙古能源有限公司 (前稱新世界數碼基地有限公司) 之全資附屬公司。該等公司所持之本公司股份權益均屬相同。

Save as disclosed above, as at 31 December 2007, no persons, other than the Directors and chief executive of the Company, whose interests are set out under the heading "Directors' and chief executive's interests and short positions in shares, underlying shares and debentures" above, had registered an interest or short position in any shares, underlying shares or debentures of the Company that was required to be recorded under Section 336 of the SFO.

除上文所披露者外，於二零零七年十二月三十一日，概無任何人士 (本公司董事及行政總裁除外，彼等之權益載於上文「董事及行政總裁於股份、相關股份及債券之權益及淡倉」一節) 於本公司股份、相關股份或債券中擁有根據證券及期貨條例第336條須予記錄之權益或淡倉。

REPORT OF THE DIRECTORS 董事會報告

COMPETING INTERESTS

None of the Directors or management shareholders of the Company or their respective associates had an interest in a business which competes or may compete, either directly or indirectly, with the business of the Group nor any conflicts of interest which has or may have with the Group.

MANAGEMENT SHAREHOLDER

As far as the Directors are aware of, other than Asian Dynamics International Limited, Mongolia Energy Corporation Limited, Aldgate Agents Limited, and Bonus Gain Limited, as disclosed above, there was no other person during the year ended 31 December 2007 who was directly or indirectly interested in 5% or more of the shares then in issue of the Company and who was able, as a practicable matter, to direct or influence the management of the Company.

INDEPENDENT AUDITORS

The financial statements for the year have been audited by Messrs. Patrick Ng & Company. Messrs. Patrick Ng & Company retire and offer themselves for re-appointment in the name of NCN CPA Limited, which was incorporated to carry on the office of Messrs. Patrick Ng & Company, as auditors.

By Order of the Board
Xie Xuan
Chairman

Hong Kong, 26 March 2008

競爭權益

本公司之董事或管理層股東及彼等各自之聯繫人概無擁有與本集團業務直接或間接構成競爭或可能構成競爭之業務權益或與本集團有或可能有任何利益衝突。

管理層股東

除上文所披露Asian Dynamics International Limited、蒙古能源有限公司、Aldgate Agents Limited及 Bonus Gain Limited外，據董事所知，於截至二零零七年十二月三十一日止年度內，概無任何其他人士直接或間接擁有本公司當時已發行股份5%或以上之權益及可實際主導或影響本公司管理工作。

獨立核數師

本年度之財務報表已由吳永鏗會計師行審核。吳永鏗會計師行將任滿告退，惟願以德誠會計師事務所有限公司之名義續聘。德誠會計師事務所有限公司乃為接手吳永鏗會計師行作為核數師之業務而成立。

承董事會命
主席
謝暄

香港，二零零八年三月二十六日

CORPORATE GOVERNANCE REPORT 企業管治報告

The Company is committed to achieving and maintaining a high standard of corporate governance. The Board recognizes that such commitment is essential in upholding the accountability and transparency and to achieve a balance of interests between the shareholders, customers, creditors, employees as well as other stakeholders.

COMPLIANCE WITH CORPORATE GOVERNANCE CODE

To ensure compliance with the Code on Corporate Governance Practices (the "Code") as set out in Appendix 15 to the GEM Listing Rules, the Board will continue to monitor and revise the Company Code to bring our corporate governance practices in line with the changes in the environment and requirements of the Code.

In the opinion of the Directors, the Company has complied with all the provisions of the Code, for the year ended 31 December 2007, except:

- (i) under code provision A.2.1 of the Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive officer should be clearly established and set out in writing. The Company has set out in written terms the responsibilities between the chairman and chief executive officer. However, Mr. Ho Wing Yiu resigned as the chief executive officer with effect from 7 December 2006. Hence Mr. Xie Xuan, chairman of the Company, takes up the responsibilities of the chief executive officer until a replacement for the chief executive officer is found. The Company considers that under the supervision of its Board and its Independent Non-executive Directors, a balancing mechanism exists so that the interests of the shareholders are adequately and fairly represented;
- (ii) under code provision A.4.1 of the Code, non-executive directors should be appointed for a specific term and subject to re-election. None of the existing Non-executive Directors of the Company are appointed for a specific term. This constitutes a deviation from the code provision. However, all the Non-executive Directors of the Company are subject to retirement by rotation at annual general meetings pursuant to the articles of association of the Company;

本公司承諾致力實現並維護高標準的企業管治。董事會認為該等承諾是維持問責及透明度，並實現股東、客戶、債權人、僱員及其他有關人士間利益平衡的關鍵。

遵守企業管治守則

為確保遵守創業板上市規則附錄15所載的企業管治常規守則(「守則」)，董事會將繼續監管及修訂公司守則，以令本公司企業管治常規符合環境的變化及守則要求。

董事認為，本公司於截至二零零七年十二月三十一日止年度內，一直遵守守則規定，惟下列除外：

- (i) 根據守則A.2.1條，主席與行政總裁之職責應該分離，不應由一人兼任。主席與行政總裁之間的職責分工應清楚界定並以書面列載。本公司已經書面列載主席與行政總裁職責。然而，由於何榮耀先生已自二零零六年十二月七日起辭任行政總裁職位，故行政總裁之職責由本公司主席謝暄先生擔任，直至覓得行政總裁之替代人選。本公司認為，董事會及獨立非執行董事之監督可產生制衡機制，令股東利益得以充分及公平體現；
- (ii) 根據守則A.4.1條，非執行董事須有指定任期並須膺選連任。本公司現有之非執行董事並未有指定任期，因此構成對守則條款的偏離。然而，根據本公司之組織章程細則，所有本公司非執行董事均須於股東週年大會上輪值告退；

CORPORATE GOVERNANCE REPORT

企業管治報告

- (iii) code provision A.4.2 of the Code requires every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. According to the articles of association of the Company, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest but not greater than one-third) shall retire from office by rotation provided that the chairman of the board and/or the managing director of the Company shall not, whilst holding such office, be subject to retirement by rotation or be taken into account in determining the number of Directors to retire in each year. As such, with the exception of the chairman and the managing director, all Directors are subject to retirement by rotation. The management of the Company will strive to comply with all the provisions of the Code by ensuring that the Directors will be subject to retirement by rotation at least once every three years in future;
- (iii) 守則A.4.2條規定每名董事(包括有指定任期的董事)應至少每三年輪值告退一次。根據本公司之組織章程細則,在本公司每年的股東大會上,當時的董事中的三分之一,或如董事的人數並非三(3)的倍數,則最接近三分之一(但不超過三分之一)人數的董事須輪值告退;惟本公司董事會主席及/或董事總經理於在職期間無須輪值告退,亦不會計入每年所釐定之退任董事數目內。故此,除主席及董事總經理外,所有董事須輪值告退。本公司管理層保證將來董事均至少每三年輪值告退,以盡力遵守守則的所有條款;
- (iv) under code provision E.1.2 of the Code, the chairman of the Board should attend the annual general meeting to answer questions at the annual general meeting. The Chairman of the Company, Mr. Xie Xuan, had not attended the Company's annual general meeting for 2007 due to other business commitments.
- (iv) 根據守則E.1.2條,董事會主席須出席股東週年大會,並於會上回答提問。然而本公司董事謝暄先生因須處理其他業務,未能出席本公司於二零零七年之股東週年大會。

SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct regarding securities transactions by the Directors.

The Company has made specific enquiry to all Directors and the Directors have confirmed that they have complied with all the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules during the year ended 31 December 2007.

BOARD OF DIRECTORS

The Board is responsible for managing the Company on behalf of the shareholders. The Board is of the view that it is the Directors' responsibility to create value for the shareholders as a whole and safeguard the best interests of the Company and the shareholders by discharging its duties in a dedicated, diligent and prudent manner on the principle of good faith.

董事進行證券交易

本公司已採納創業板上市規則第5.48至5.67條所載進行買賣之規定準則為董事進行證券交易之行為守則。

於截至二零零七年十二月三十一日止年度,本公司已向所有董事作出特定查詢,並已確認彼等均已遵守創業板上市規則第5.48至5.67條所載進行買賣之所有規定準則。

董事會

董事會負責代表股東管理本公司。董事會認為董事之責任是透過以專注、勤勉及謹慎之方式及遵照誠信原則履行其職責,為股東整體創造價值並維護本公司及股東之最佳利益。

CORPORATE GOVERNANCE REPORT 企業管治報告

The Board comprises a total of six Directors, with two executive Directors, namely Mr. Xie Xuan (Chairman) and Mr. Yang Qiulin; one non-executive Director namely Mr. Lo Mun Lam, Raymond (Vice-Chairman); three independent non-executive Directors namely Mr. Wu Jixue, Mr. Yang Zhenhong and Mr. Zhang Daorong.

The Board meets at least four times a year with additional meetings arranged when necessary, to review the financial performance, results of each quarter, material investments and other matters of the Group that require the resolution of the Board. Simultaneous conference calls may be used to improve attendance when an individual director cannot attend the meeting in person.

CONFIRMATION OF INDEPENDENCE

The Company has received from each of the Independent Non-executive Directors an annual confirmation of his independence pursuant to Rule 5.09 of the GEM Listing Rules. The Company considers all of the Independent Non-executive Directors to be independent based on the annual confirmations received.

AUDIT COMMITTEE

In compliance with Rule 5.28 of the GEM Listing Rules, the Company has established an audit committee comprising Independent Non-executive Directors, namely Mr. Zhang Daorong, Mr. Wu Jixue and Mr. Yang Zhenhong, and has adopted terms of reference governing the authorities and duties of the audit committee. The primary duties of the audit committee are to review and supervise the financial reporting process and internal controls of the Group. The audit committee has reviewed the draft of this report and has provided advice and comments thereon.

董事會共有六名董事，其中兩名為執行董事謝暄先生(主席)及楊秋林先生；一名非執行董事盧敏霖先生(副主席)；三名獨立非執行董事巫繼學先生、楊振洪先生及張道榮先生。

董事會一年至少召開四次會議，並於必要時增開會議，以檢討本集團需要董事會決議之財務表現、季度業績、重大投資及其他事務。若一名董事不能親自參加會議，則可同時召開電話會議，以提高出席率。

確認獨立性

根據創業板上市規則5.09條，本公司已接獲各獨立非執行董事就其獨立性作出之年度確認。根據所接獲之年度確認，本公司認為所有獨立非執行董事均具獨立性。

審核委員會

本公司已遵照創業板上市規則第5.28條成立審核委員會。審核委員會由獨立非執行董事組成，包括張道榮先生、巫繼學先生及楊振洪先生，並已制定監管審核委員會權限及職務之職權範圍。審核委員會之主要職責為檢討及監督本集團之財務申報程序及內部監控。審核委員會已審閱本報告初稿，並已就此提出建議及意見。

CORPORATE GOVERNANCE REPORT

企業管治報告

The attendance record of each member of the Board during the year under review is set out below:

年內各董事會成員出席記錄回顧如下：

Designation and Name	聯銜及姓名	Number of meetings attended/Number of meetings held for the year ended 31 December 2007 截至二零零七年十二月三十一日止年度 出席會議次數／舉行會議次數	
		Board 董事會	Audit Committee 審核委員會
Executive Directors	執行董事		
Xie Xuan (<i>Chairman</i>)	謝暄 (主席)	5/8	N/A 不適用
Yang Qiulin	楊秋林	5/8	N/A 不適用
Non-executive director	非執行董事		
Lo Mun Lam, Raymond (<i>vice-chairman</i>)	盧敏霖 (副主席)	7/8	N/A 不適用
Independent non-executive Directors	獨立非執行董事		
Wu Jixue	巫繼學	7/8	4/4
Yang Zhenhong	楊振洪	6/8	4/4
Zhang Daorong	張道榮	5/8	3/4

AUDITORS' REMUNERATION

The remuneration in respect of audit services and non-audit services provided by the auditors, Patrick Ng & Company, to the Group for the year ended 31 December 2007 amounted to HK\$700,000 and HK\$0 respectively.

核數師薪酬

核數師吳永鏗會計師行向本集團提供截至二零零七年十二月三十一日止年度之審計服務及非審計服務所獲薪酬分別為700,000港元及0港元。

DIRECTORS' AND AUDITORS' RESPONSIBILITIES FOR ACCOUNTS

Statements of Directors' responsibilities for preparing the financial statements and external auditors' reporting responsibilities as set out in the Auditors' Report.

董事及核數師於賬目之責任

董事編製財務報表之責任聲明及外部核數師報告之責任列於核數師報告。

INTERNAL CONTROL

The Directors have reviewed and are satisfied with their ability to comply with the policies installed as part of the Group's internal control system, including, in particular, financial, operational and compliance controls and risk management functions.

內部控制

董事已審閱本集團之內部控制系統，特別是財務、營運、合規控制以及風險管理職能，並對本集團遵守內部控制政策之能力表示滿意。

CORPORATE GOVERNANCE REPORT 企業管治報告

BREACHES OF THE GEM LISTING RULES

Breach of Rule 20.49 of the GEM Listing Rules: Warning Letter

On 9 May 2007 the GEM Listing Division concluded that the Company had breached Rule 20.49 of the Listing Rules by failing to dispatch the circular dated 14 March 2007 (the “Circular”) to the shareholders within the timeframe stipulated in the GEM Listing Rules.

The facts of the case were that Rule 20.49 of the GEM Listing Rules requires a listed issuer to send a circular to shareholders within 21 days after publication of the announcement, unless the Exchange directs otherwise. The relevant announcement was published on 14 February 2007, however the Circular was dispatched on 14 March 2007, resulting in a delay of 7 days.

Taking into account all relevant factors and circumstances of the case, the Division decided that the breaches may fairly be disposed of by way of a warning letter to the Company. The Board has recognized the findings of the Division and will endeavour in future to seek legal and compliance advice in handling similar transactions.

違反《創業板上市規則》

違反《創業板上市規則》第20.49條：警告函

於二零零七年五月九日，創業板上市科裁定本公司未能於《創業板上市規則》規定之期限內將日期為二零零七年三月十四日之通函（「該通函」）寄發予股東，違反了上市規則第20.49條。

事件之實況為，《創業板上市規則》第20.49條規定，除非聯交所另有指示，否則上市發行人須在刊發公告後21天內向股東寄發一份通函。相關公告於二零零七年二月十四日刊發，惟該通函於二零零七年三月十四日寄發，導致七天之延誤。

在考慮事件之各種相關因素及情況後，上市科決定就該違反事項向本公司發出警告函作為公平處置。董事會認可上市科的決定，並將盡力在未來處理類似交易時尋求相關法律及合規建議。

INDEPENDENT AUDITORS' REPORT 獨立核數師報告

TO THE SHAREHOLDERS OF ASIAN CAPITAL RESOURCES (HOLDINGS) LIMITED (incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of Asian Capital Resources (Holdings) Limited set out on pages 33 to 100, which comprise the consolidated and company balance sheets as at 31 December 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 consolidated 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 consolidated financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditors' responsibility

Our responsibility is to express an opinion on these consolidated 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 this report.

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making

致亞洲資產(控股)有限公司股東 (於開曼群島註冊成立之有限公司)

本核數師行已完成審核第33至第100頁所載亞洲資產(控股)有限公司之綜合財務報表，包括 貴公司於二零零七年十二月三十一日的綜合及公司資產負債表，以及截至該日止年度之綜合損益表、綜合權益變動報表及綜合現金流量表，連同主要會計政策及其他說明附註。

董事對財務報表的責任

貴公司董事須負責按照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呈列綜合財務報表。有關責任包括策劃、推行及維持與有關編製及真實公平呈列綜合財務報表相關的內部監控，以使該等財務報表並無任何由於欺詐或錯誤而出現的重大錯誤陳述；選用合適的會計政策；及按情況作出合理的會計估計。

核數師的責任

本核數師的責任是根據吾等的審核，對該等綜合財務報表作出意見。本報告僅向股東整體報告，除此之外本報告概不作其他用途。本核數師概不就本報告的內容，向任何其他人士負上或承擔任何責任。

本核數師乃按照香港會計師公會頒佈之香港核數準則進行審核工作。該等準則規定，本核數師必須遵守操守規定，並規劃及進行審核工作，以就綜合財務報表是否確無重大錯誤陳述作出合理確認。

審核涉及執程序以獲取有關綜合財務報表所載金額及披露資料之審核憑證。所選定之程序取決於核數師之判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存有重大錯誤陳述之風險。在評估該等風險時，核數師考慮與該公司編製及真實而公平地列報綜合財

INDEPENDENT AUDITORS' REPORT

獨立核數師報告

those risk assessments, the auditors consider internal control relevant to the entity's preparation and true and fair presentation of the consolidated 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 consolidated financial statements.

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

Fundamental uncertainty

The consolidated financial statements have been prepared on a going concern basis. As set out in note 33 to the consolidated financial statements, the Company resolved and was given approval by the independent shareholders on 14 March 2008 to acquire 100% equity interest of a media company in the PRC at a consideration of HK\$157 million. The directors estimated that the new business operation would generate sufficient working capital to support the group's operations as a going concern. Furthermore, as set out in note 3(a) (ii) to the consolidated financial statements, the ultimate holding company has also agreed to provide continuous financial support to the Group and is prepared to extend a loan to the group to the extent of HK\$10,000,000. We consider that adequate funds will be available for the Group to meet its liabilities as they fall due and appropriate disclosures have been made; our opinion is not qualified in this respect.

Opinion

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Group and the Company as at 31 December 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.

PATRICK NG & COMPANY Certified Public Accountants

20/F., Hong Kong Trade Centre,
161-167 Des Voeux Road,
Central, Hong Kong,
Hong Kong S.A.R., China

26 March 2008

務報表相關之內部控制，以設計適當之審核程序，但並非為對公司之內部控制之效能發表意見。審核亦包括評價董事所採用之會計政策之合適性及所作出之會計估計之合理性，以及評價綜合財務報表之整體列報方式。

本核數師相信，吾等所獲得之審核憑證充足和適當地為吾等之審核意見提供基礎。

基本不明朗因素

本綜合財務報表乃以持續經營基準編製。如綜合財務報表附註33所載，貴公司獨立股東於二零零八年三月十四日決議並通過以157,000,000港元之代價收購一家中國傳媒公司100%之股本權益。董事估計，新業務將產生充足之營運資金，為貴集團之持續經營提供支援。此外，如綜合財務報表附註3(a)(ii)所載，最終控股公司亦同意向貴集團提供持續之財務支援並準備向貴集團提供一筆金額為10,000,000港元之貸款。本核數師認為，貴集團將取得足夠資金以償還到期債務，且已作出適當披露，就此而言本核數師並無保留意見。

意見

本核數師認為，該等綜合財務報表已根據香港財務報告準則真實而公平地反映貴集團及貴公司於二零零七年十二月三十一日之財務狀況及貴集團截至該日止年度之虧損及現金流量，並已按照香港公司條例之披露規定妥為編製。

吳永鏗會計師行 香港執業會計師

中國香港特別行政區
香港中環
德輔道中161-167號
香港貿易中心20樓

二零零八年三月二十六日

CONSOLIDATED INCOME STATEMENT

綜合損益表

For the year ended 31 December 2007
截至二零零七年十二月三十一日止年度

	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
CONTINUING OPERATIONS			
持續經營業務			
Turnover	(5)	168,397	281,510
Cost of services		(155,085)	(263,526)
Gross profit		13,312	17,984
Other revenue	(5)	904	2,028
Administrative expenses		(34,053)	(38,189)
Loss from operations	(7)	(19,837)	(18,177)
Finance costs	(8)	(312)	(210)
Provision for impairment on other receivables	(29)	—	(34,593)
Loss before income tax expense		(20,149)	(52,980)
Income tax expense	(11)	—	—
Loss for the year from continuing operations		(20,149)	(52,980)
DISCONTINUED OPERATIONS			
已終止經營業務			
Profit for the year from discontinued operations	(12)	—	35,196
LOSS FOR THE YEAR		(20,149)	(17,784)
Attributable to:			
Equity shareholders of the company	下列人士應佔： 本公司股權持有人	(20,149)	(17,071)
Minority interests	少數股東權益	—	(713)
		(20,149)	(17,784)
		HK cents	HK cents
		港仙	港仙
Loss per share:			
From continuing and discontinued operations	每股虧損： 來自持續經營業務及 已終止經營業務		
— Basic	— 基本	(3.62)	(3.58)
— Diluted	— 攤薄	N/A 不適用	N/A 不適用
From continuing operations	來自持續經營業務		
— Basic	— 基本	(3.62)	(10.97)
— Diluted	— 攤薄	N/A 不適用	N/A 不適用

The notes on pages 39 to 100 form part of these financial statements.

第39頁至第100頁之附註屬於本財務報表之一部份。

CONSOLIDATED BALANCE SHEET

綜合資產負債表

As at 31 December 2007
於二零零七年十二月三十一日

		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 AND LIABILITIES	資產及負債			
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	(14)	939	1,487
Development costs	開發成本	(16)	—	88
Goodwill	商譽	(17)	—	—
			939	1,575
CURRENT ASSETS	流動資產			
Trade and other receivables	貿易及其他應收賬款	(19)	34,453	30,534
Cash and bank balances	現金及銀行結餘	(20)	2,658	6,237
			37,111	36,771
CURRENT LIABILITIES	流動負債			
Bank overdraft — unsecured	銀行透支 — 無抵押		169	—
Trade and other payables	貿易及其他應付賬款	(21)	43,327	38,761
Obligations under finance leases	融資租賃下之承擔	(22)	40	47
			(43,536)	(38,808)
NET CURRENT LIABILITIES	流動負債淨值		(6,425)	(2,037)
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		(5,486)	(462)
NON-CURRENT LIABILITIES	非流動負債			
Other payables	其他應付賬款	(24)	—	4,796
Obligations under finance leases	融資租賃下之承擔	(22)	—	40
Amount due to a director	應付董事款項	(31)	6,256	5,503
Amount due to ultimate holding company	應付最終控股公司 款項	(31)	4,552	10,272
			(10,808)	(20,611)
NET LIABILITIES	負債淨值		(16,294)	(21,073)
CAPITAL AND RESERVES	股本及儲備			
Share capital	股本	(25)	63,933	47,624
Reserves	儲備	(26)	(81,044)	(69,514)
Equity attributable to shareholders of the company	本公司股東應佔權益		(17,111)	(21,890)
Minority interests	少數股東權益		817	817
TOTAL DEFICIT	總赤字		(16,294)	(21,073)

Xie Xuan
Director

Yang Qiulin
Director

謝暄
董事

楊秋林
董事

The notes on pages 39 to 100 form part of these financial statements.

第39頁至第100頁之附註屬於本財務報表之一部份。

BALANCE SHEET
資產負債表As at 31 December 2007
於二零零七年十二月三十一日

		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 AND LIABILITIES	資產及負債			
NON-CURRENT ASSETS	非流動資產			
Interests in subsidiaries	於附屬公司之權益	(18)	391	1
CURRENT ASSETS	流動資產			
Trade and other receivables	貿易及其他應收賬款	(19)	41	—
CURRENT LIABILITIES	流動負債			
Trade and other payables	貿易及其他應付賬款	(21)	3,007	1,091
NET CURRENT LIABILITIES	流動負債淨值		(2,966)	(1,091)
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		(2,575)	(1,090)
NON-CURRENT LIABILITIES	非流動負債			
Amount due to a director	應付董事款項	(31)	390	—
Amount due to subsidiaries	應付附屬公司款項	(31)	6,313	4,939
Amount due to holding company	應付控股公司款項	(31)	4,554	10,274
			(11,257)	(15,213)
NET LIABILITIES	負債淨值		(13,832)	(16,303)
CAPITAL AND RESERVES	股本及儲備			
Share capital	股本	(25)	63,933	47,624
Reserves	儲備	(26)	(77,765)	(63,927)
TOTAL DEFICIT	總赤字		(13,832)	(16,303)

These financial statements were approved and authorized for issue by the board of directors on 26 March 2008.

Xie Xuan
Director

Yang Qiulin
Director

謝暄
董事

楊秋林
董事

本財務報表已於二零零八年三月二十六日獲董事會批准及授權刊發。

The notes on pages 39 to 100 form part of these financial statements.

第39頁至第100頁之附註屬於本財務報表之一部份。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動報表

As at 31 December 2007

於二零零七年十二月三十一日

		Issued share capital	Share premium	Capital reserve	Convertible note reserve	Translation reserve	Accumulated losses	Total	Minority interest	Total
		已發行股本	股份溢價	資本儲備	可換股票據 儲備	匯兌儲備	累計虧損	總計	少數股東 權益	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2006	於二零零六年一月一日	47,624	87,707	35,343	3,495	—	(169,572)	4,597	1,530	6,127
Transfer	轉撥	—	—	—	(3,495)	—	3,495	—	—	—
Disposal of subsidiaries	出售附屬公司	—	—	(9,323)	—	—	—	(9,323)	—	(9,323)
Loss for the year	本年度虧損	—	—	—	—	—	(17,071)	(17,071)	(713)	(17,784)
Exchange difference on consolidation	綜合匯兌差額	—	—	—	—	(93)	—	(93)	—	(93)
At 31 December 2006 and at 1 January 2007	於二零零六年 十二月三十一日及 二零零七年一月一日	47,624	87,707	26,020	—	(93)	(183,148)	(21,890)	817	(21,073)
Issue of shares	發行股份	16,309	9,301	—	—	—	—	25,610	—	25,610
Loss for the year	本年度虧損	—	—	—	—	—	(20,149)	(20,149)	—	(20,149)
Exchange difference on consolidation	綜合匯兌差額	—	—	—	—	(682)	—	(682)	—	(682)
At 31 December 2007	於二零零七年 十二月三十一日	63,933	97,008	26,020	—	(775)	(203,297)	(17,111)	817	(16,294)

The notes on pages 39 to 100 form part of these financial statements.

第39頁至第100頁之附註屬於本財務報表之一部份。

CONSOLIDATED CASH FLOW STATEMENT

綜合現金流量表

For the year ended 31 December 2007
截至二零零七年十二月三十一日止年度

	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
CASH FLOWS FROM OPERATING ACTIVITIES	經營業務產生之現金流量		
Loss before income tax expense	除所得稅開支前虧損	(20,149)	(17,784)
Adjustments for:—	就以下各項調整：		
Interest income	利息收入	(45)	(60)
Interest on convertible notes	可換股票據利息	—	245
Other interest paid	其他已付利息	312	210
Written off of unreconciled inter-branch balances	撤銷不能對賬分公司間結餘	—	157
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	760	1,899
Amortisation of land lease premium	攤銷土地租賃溢價	—	71
Amortisation of development costs	開發成本攤銷	88	446
Impairment on goodwill	商譽減值	594	—
Loss/(gain) on disposal of property, plant and equipment	出售物業、廠房及設備之虧損／(收益)	386	(32)
Impairment on trade receivables	貿易應收賬款之減值	6,043	51
Impairment on other receivables	其他應收賬款之減值	305	—
Impairment on property, plant and equipment	物業、廠房及設備之減值	147	—
Provision for impairment on other receivables	其他應收賬款之減值撥備	—	34,593
Gain on disposal of subsidiaries	出售附屬公司之收益 (29)	—	(37,351)
Exchange difference on consolidation	綜合匯兌差額	(790)	(124)
Operating loss before changes in working capital	營運資金變動前之經營虧損	(12,349)	(17,679)
(Increase)/decrease in trade receivables	貿易應收賬款(增加)／減少	(1,060)	681
(Increase)/decrease in prepayment, deposits and other receivables	預付款項、按金及其他應收賬款(增加)／減少	(9,205)	2,516
Increase in amount due from related companies	應收關連公司款項增加	(2)	—
(Decrease)/increase in trade payables	貿易應付賬款(減少)／增加	(2,281)	94
Increase in accruals and other payables	預提費用及其他應付賬款增加	4,821	685
(Decrease)/increase in advances from customers	客戶墊款(減少)／增加	(49)	1
Cash used in operations	經營業務所用現金	(20,125)	(13,702)
Other interest paid	其他已付利息	(312)	(210)
Net cash used in operating activities	經營業務所用之現金淨額	(20,437)	(13,912)

CONSOLIDATED CASH FLOW STATEMENT

綜合現金流量表

For the year ended 31 December 2007
截至二零零七年十二月三十一日止年度

	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
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動之現金流量		
Interest income	利息收入	45	60
Payment to acquire subsidiaries	收購附屬公司支付之款項 (30)	(369)	—
Payment to purchase property, plant and equipment	購買物業、廠房及設備支付之款項	(527)	(319)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	55	51
Proceeds from disposal of subsidiaries	出售附屬公司所得款項 (29)	—	(12)
Net cash used in investing activities	投資活動所用之現金淨額	(796)	(220)
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動之現金流量		
Payment of obligation under finance leases	支付融資租賃下之承擔	(47)	(56)
Advance from/ (repayment to) directors	墊付自/(償還予)董事	363	(3,387)
Advance from minority shareholders	收取少數股東墊款	—	770
(Repayment to)/advance from other payables	(償還予)/墊付自其他應付款項	(4,796)	4,796
(Repayment to)/advance from ultimate holding company	(償還予)/墊付自最終控股公司	(5,720)	10,272
Advance from shareholders	收取股東墊款	2,075	—
Proceeds from issuance of ordinary shares	發行普通股所得款項	25,610	—
Net cash generated from financing activities	融資活動產生之現金淨額	17,485	12,395
NET DECREASE IN CASH AND CASH EQUIVALENTS	現金及現金等值物減少淨額	(3,748)	(1,737)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	於年初之現金及現金等值物	6,237	7,974
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	於年末之現金及現金等值物	2,489	6,237
ANALYSIS OF CASH AND CASH EQUIVALENTS	現金及現金等值物分析		
Cash and bank balances	現金及銀行結餘	2,658	6,237
Bank overdraft	銀行透支	(169)	—
		2,489	6,237

The notes on pages 39 to 100 form part of these financial statements.

第39頁至第100頁之附註屬於本財務報表之一部份。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2007
截至二零零七年十二月三十一日止年度

1. CORPORATE INFORMATION

The Company was incorporated in the Cayman Islands as an exempted Company with limited liability and its shares are listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited. The addresses of the registered office and principal place of business of the Company are disclosed in the corporate information section of the annual report.

The financial statements are presented in Hong Kong dollars, which is the same as the functional currency of the Company.

The principal activities of the Company and its subsidiaries (the "Group") are investment holdings, provision of on-line content information and related technical services, information technology solutions and consultancy services, educational content services and logistic services. There were no significant changes in the nature of its principal activities during the year.

In the opinion of the directors, the ultimate holding company is Asian Dynamics International Limited, a company incorporated in the British Virgin Islands.

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

In the current year, the Group has applied a number of new standards, amendment and interpretations ("new HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), which are relevant to its operations and are effective for accounting periods beginning on or after 1 January 2007. The adoption of the new HKFRSs has no significant effect on the Group's accounting policies and amounts reported for the current and prior accounting periods in these financial statements.

1. 公司資料

本公司為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創業板上市。本公司註冊辦事處及主要營業地點之地址於年報「公司資料」一節披露。

本財務報表以港元列賬，與本公司功能貨幣相同。

本公司及其附屬公司（「本集團」）之主要業務為投資控股、提供網上內容資訊及相關技術服務、資訊科技解決方案及顧問服務、教育內容服務及物流服務，其主要業務性質於年內並無發生重大改變。

董事認為在英屬處女群島註冊成立之 Asian Dynamics International Limited 乃其最終控股公司。

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）

於本年度，本集團已應用若干由香港會計師公會（「香港會計師公會」）所頒佈，並於二零零七年一月一日或之後開始之會計期間生效之新訂準則、修訂及詮釋（下文統稱為「新訂香港財務報告準則」），該等準則與其營運相關。採納新訂香港財務報告準則並未對本集團當前或過往會計期間之會計政策及財務報表呈報數額造成重大影響。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2007
截至二零零七年十二月三十一日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)

The Group has not early applied the following new and revised standards or interpretations that have been issued but are not yet effective. The directors anticipate that the application of these new standards or interpretations will have no material impact on the results and the financial position of the Group.

HKAS 1 (Revised)	Presentation of Financial Statements ⁽⁴⁾
HKAS 23 (Revised)	Borrowing Costs ⁽⁴⁾
HKFRS 8	Operating Segments ⁽⁴⁾
HK(IFRIC)-Int 11	HKFRS 2-Group and Treasury Share Transactions ⁽¹⁾
HK(IFRIC)-Int 12	Service Concession Arrangements ⁽²⁾
HK(IFRIC)-Int 13	Customer Loyalty Programmes ⁽³⁾
HK(IFRIC)-Int 14	HKAS 19 — The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction ⁽²⁾

- (1) Effective for annual periods beginning on or after 1 March 2007
- (2) Effective for annual periods beginning on or after 1 January 2008
- (3) Effective for annual periods beginning on or after 1 July 2008
- (4) Effective for annual periods beginning on or after 1 January 2009

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

本集團並無提前應用下列已頒佈但尚未生效之新訂或經修訂準則或詮釋。董事預期，應用該等新準則或詮釋將不會對本集團之業績及財務狀況造成重大影響。

香港會計準則第1號 (經修訂)	財務報表之呈列 ⁽⁴⁾
香港會計準則第23號 (經修訂)	借貸成本 ⁽⁴⁾
香港財務報告準則第8號	經營分部 ⁽⁴⁾
香港(國際財務報告詮釋委員會)一詮釋第11號	香港財務報告準則第2號 — 集團及庫存股份交易 ⁽¹⁾
香港(國際財務報告詮釋委員會)一詮釋第12號	服務經營權安排 ⁽²⁾
香港(國際財務報告詮釋委員會)一詮釋第13號	客戶忠誠計劃 ⁽³⁾
香港(國際財務報告詮釋委員會)一詮釋第14號	香港會計準則第19號 — 對界定利益資產之限制、最低資金規定及其相互作用 ⁽²⁾

- (1) 於二零零七年三月一日或其後開始之年度期間生效
- (2) 於二零零八年一月一日或其後開始之年度期間生效
- (3) 於二零零八年七月一日或其後開始之年度期間生效
- (4) 於二零零九年一月一日或其後開始之年度期間生效

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For the year ended 31 December 2007
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3. PRINCIPAL ACCOUNTING POLICIES

A summary of the significant accounting policies adopted by the Group is set out below.

(a) Basis of preparation

- (i) The consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (the “HKFRSs”), which includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. The financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Growth Enterprise Market (the “GEM”) of The Stock Exchange of Hong Kong Limited.

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

- (ii) **Going concern**
The Group incurred significant losses for each of the two years ended 31 December 2007. Nevertheless, the directors have adopted the going concern basis in the preparation of the consolidated financial statements on the ground that the ultimate holding company has agreed to provide continuing financial support to the Group and is prepared to extend a loan to the group to the extent of HK\$10,000,000 to meet its liabilities as they fall due.

The directors are of the view that the above measures will enable the Group to continue as a going concern and that the Group will have sufficient working capital for its present requirements. Accordingly, the directors are satisfied that it is appropriate to prepare the consolidated financial statements on the going concern basis.

3. 主要會計政策

本集團採納之主要會計政策簡列如下：

(a) 編製基準

- (i) 本綜合財務報表乃根據所有適用之香港財務報告準則（「香港財務報告準則」），包括香港會計師公會（「香港會計師公會」）頒佈的所有個別適用的香港財務報告準則、香港會計師準則及詮釋、香港普遍採納的會計原則及香港《公司條例》的披露規定而編製。此外，本財務報表亦遵從香港聯合交易所有限公司創業板（「創業板」）證券上市規則之適用披露規定。

編製本財務報表乃按歷史成本基準計量。

- (ii) **持續經營**
本集團於截至二零零七年十二月三十一日止兩個年度各年發生重大虧損。儘管如此，基於最終控股公司已同意向本集團提供持續之財政支援並準備向本集團提供一筆金額為10,000,000港元之貸款，以協助本集團償還到期負債，董事已採納持續經營基準編製本綜合財務報表。

董事認為，上述措施可確保本集團之持續經營，且本集團將有充足營運資金應付目前所需。因此，董事信納，以持續經營基準編製綜合財務報表乃屬恰當。

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For the year ended 31 December 2007
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3. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

(b) Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2007. The results of subsidiaries acquired or disposed of during the year are consolidated from or to their effective dates of acquisition or disposal, respectively. Minority interest represents the interests of the outside shareholders in the results and net assets of the Company's subsidiaries.

All significant intercompany transactions and balances within the Group are eliminated on consolidation.

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

The gain or loss on disposal of subsidiary represents the difference between the proceeds of the sales and the Group's share of its net assets together with any unauthorised goodwill or negative goodwill and which was not previously charged or recognised in the income statement.

(c) Subsidiaries

Subsidiaries are entities controlled by the Company. Control exists when the Company has the power, directly or indirectly, 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.

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

3. 主要會計政策 (續)

(b) 綜合賬目基準

綜合財務報表包括本公司及其附屬公司(統稱為「本集團」)截至二零零七年十二月三十一日止年度之財務報表。年內收購或出售之附屬公司，其業績分別自其收購生效日起或計至其出售生效日止綜合入賬。少數股東權益指外界股東於本公司附屬公司之業績及資產淨值之權益。

本集團內公司間之所有重要交易及結餘均已於編製綜合賬目時撇銷。

如有需要，本集團會對附屬公司之財務報表作出調整，使其會計政策與本集團其他成員公司所採用者保持一致。

出售附屬公司之收益或虧損為出售所得款項與本集團應佔其資產淨值連同過往未於損益表扣除或確認之任何未攤銷商譽或負商譽之差額。

(c) 附屬公司

附屬公司乃指由本公司所控制之實體。倘本公司有權直接或間接支配一間實體之財務及經營政策以於其經營活動中獲益，則存在控制。於評估是否存在控制時，會考慮現時可行使之潛在投票權。

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

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For the year ended 31 December 2007
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3. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

(d) Related party transactions

A party is related to the Group if:

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

A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

3. 主要會計政策 (續)

(d) 關連人士交易

在下列情況下，有關人士將視為本集團之關連人士：

- a. 透過一個或多個中介實體該方直接或間接：
 - (i) 控制本集團，或由本集團控制或與本集團受到共同控制；
 - (ii) 於本集團擁有權益，並可藉此權益對本集團行使重大影響力；或
 - (iii) 對本集團擁有共同控制；
- b. 有關人士為合資企業之合資方；
- c. 有關人士為聯營公司；
- d. 有關人士為本集團之主要管理人員；
- e. 有關人士為(a)或(d)項所述人士之近親家屬成員；
- f. 有關人士受直接或間接歸屬於(d)或(e)項所述人士之實體所控制、與其共同控制或發揮重大影響力，或擁有重大投票權；或
- g. 有關人士為本集團或其關連人士之僱用後福利計劃之受益人。

近親家屬成員指預期可對該名人士與實體間的買賣構成影響或受到該等買賣影響的家屬成員。

當交易中存在資源或責任於關連人士間轉移時，則該交易視為關連人士交易。

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3. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

(e) Goodwill

Goodwill arising from an acquisition of a subsidiary represents the excess of the cost of acquisition over the Group's interest in the fair value of the identifiable assets, liabilities and contingent liabilities of the relevant subsidiary at the date of acquisition. Goodwill arising from an acquisition of an associate or a jointly controlled entity represents the excess of the cost of the acquisition over the Group's share of the relevant associate's or jointly controlled entity's net assets at the date of acquisition.

Capitalised goodwill is presented separately in the consolidated balance sheet and is carried at cost less any accumulated impairment losses.

For the purposes of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the acquisition. A cash-generating unit to which goodwill has been allocated is tested for impairment annually, and whenever there is an indication that the unit may be impaired. For goodwill arising from an acquisition in a financial year, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that financial year. When the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated to reduce the carrying amount of any goodwill allocated to the unit first, and then to the other assets of the unit pro rata on the basis of the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in the consolidated income statement. An impairment loss for goodwill is not reversed in subsequent periods.

On subsequent disposal of a subsidiary, an associate or a jointly controlled entity, the attributable amount of goodwill capitalised is included in the determination of the amount of profit or loss on disposal.

3. 主要會計政策 (續)

(e) 商譽

收購附屬公司所產生之商譽指收購成本超過本集團於收購當日相關附屬公司可分辨資產、負債及或然負債之公平值的權益部份。收購聯營公司或合營企業所產生之商譽指收購成本超過本集團於收購當日應佔相關聯營公司或合營企業資產淨值的部份。

已資本化商譽於綜合資產負債表內分開呈列，按成本減任何累計減值虧損列賬。

就減值測試而言，收購所產生之商譽乃被分配到各有關現金產生單位，或現金產生單位組，而有關單位或組別乃預期可從收購之協同效應中得益。已獲分配商譽之現金產生單位每年進行減值測試，並每當有跡象顯示單位可能出現減值時進行減值測試。就於某個財政年度之收購所產生之商譽而言，已獲分配商譽之現金產生單位於該財政年度完結前進行減值測試。當現金產生單位之可收回金額少於該單位之賬面值，則減值虧損會被分配，以削減首先分配到該單位之任何商譽的賬面值，然後再根據單位內每項資產之賬面值按比例削減單位內其他資產之商譽的賬面值。商譽之減值虧損一概直接於綜合損益表確認。商譽之減值虧損不會於往後期間撥回。

其後出售附屬公司、聯營公司或合營企業時，已資本化商譽之應佔金額乃計入出售之盈虧。

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3. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

(f) Impairment of tangible and intangible assets excluding goodwill

(i) Impairment of trade and other receivables

At each balance sheet date, the Group reviews the carrying amounts of its trade and other receivables to determine whether there is objective evidence of impairment. Objective evidence of impairment includes observable data that comes to the attention of the Group about one or more of the following loss events:

- significant financial difficulty of the debtor;
- it becoming probable that the debtor will enter bankruptcy or other financial reorganization; and
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor.

Impairment loss recognised in respect of trade debtors included in trade and other receivables, whose recovery is considered doubtful but not remote. In this case, the impairment losses for doubtful debts are recorded using an allowance account. When the Group is satisfied that recovery is remote, the amount considered irrecoverable is written off against trade debtors directly and any amounts held in the allowance account. Other changes in the allowance account and subsequent recoveries of amount previously written off directly are recognised in income statement.

3. 主要會計政策 (續)

(f) 有形資產及無形資產之減值(不包括商譽)

(i) 貿易及其他應收賬款之減值

於各結算日，本集團對其貿易及其他應收賬款之賬面值進行檢討，以確定是否存在客觀減值跡象。客觀減值跡象包括本集團注意到之以下一項或多項虧損事項的顯著數據：

- 債務人有重大財務困難；
- 債務人可能破產或進行其他財務重組；及
- 科技、市場、經濟或法律環境有重大改變而對債務人有不利影響。

有關應收貿易賬款之經確認減值虧損，其可收回性被視為難以預料而並非微乎其微，乃於貿易及其他應收賬款入賬。在該等情況下，該呆賬之減值虧損乃使用撥備賬入賬。倘本集團確認收回該應收賬款之機會微乎其微，則視為不可收回金額將直接從應收貿易賬款中撇銷，而在撥備賬中就該債務保留的任何金額會被撥回。撥備賬的其他變動及其後收回先前直接撇銷的款項均於損益表確認。

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3. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

(f) Impairment of tangible and intangible assets excluding goodwill (Cont'd)

(ii) Impairment of other assets

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

- property, plant and equipment (other than properties carried at revalued amount);
- development costs; and
- investment in subsidiaries

If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as revaluation decrease.

3. 主要會計政策 (續)

(f) 有形資產及無形資產之減值(不包括商譽) (續)

(ii) 其他資產減值

本集團於每個結算日審閱內部及外部資料來源，以確定以下資產是否存在減值跡象，或先前確認的減值虧損是否不再存在或可能已經減少：

- 物業、廠房及設備(不包括於重估值款項入賬之物業)
- 開發成本；及
- 於附屬公司之投資

倘存在任何上述跡象，則資產之可收回金額將予以估計，以釐定減值虧損程度(如有)。倘無法估計某個資產之可收回金額，本集團將對該資產所歸屬之現金產生單位之金額進行估計。

資產的可收回金額為其公平值減銷售成本之差額與使用價值兩者之間的較高者。在評估使用價值時，會按反映當時市場對貨幣時間價值及資產特定風險評估的稅前貼現率，將估計未來現金流量貼現至其現值。

倘資產(或現金產生單位)之可收回金額預計將低於其賬面值，則該資產(或現金產生單位)之賬面值將減少至其可收回金額。減值虧損隨即於損益確認，除非有關資產以重估值款項入賬，在該等情況下，該減值虧損被視為重估值減少。

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3. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

(f) Impairment of tangible and intangible assets excluding goodwill (Cont'd)

(ii) Impairment of other assets (Cont'd)

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

(g) Property, plant and equipment

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

3. 主要會計政策 (續)

(f) 有形資產及無形資產之減值(不包括商譽) (續)

(ii) 其他資產減值 (續)

倘減值虧損於其後撥回，則該資產(或現金產生單位)之賬面值將增加至其可收回金額之經修訂估值，惟因此該增加賬面值不得超出過往年度該資產(或現金產生單位)並無確認減值虧損時將予釐定之賬面值。減值虧損撥回隨即於損益確認，除非有關資產於重估值款項入賬，在該等情況下，該減值虧損撥回被視為重估值增加。

(g) 物業、廠房及設備

物業、廠房及設備乃以成本減累計折舊及任何減值虧損列賬。資產成本值包括其購買價及任何使資產達到可使用狀態及地點作擬定用途之直接應計成本。資產投入運作後產生之開支，例如維修及保養開支，一般於產生期間自損益表中扣除。倘可清楚顯示該項支出會導致日後使用物業、廠房及設備預計所得之經濟利益增加，則該項支出將作為該資產之附加成本。

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3. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

(g) Property, plant and equipment (Cont'd)

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

Buildings	:	2% (over the remaining lease term)
Leasehold improvement	:	33% or over the lease terms, whichever is shorter
Furniture and fixtures	:	20%
Computer and equipment	:	33%
Motor vehicles	:	33%

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

(h) Land lease premium

Land lease premium is stated at cost less amortisation and any identified impairment loss. The cost of land lease premium is amortised over the period of the premium using the straight-line method.

(i) Research and development costs

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

Expenditure incurred on projects to develop new products is capitalised and defined only when the projects are clearly defined; the expenditure is separately identifiable and can be measured reliably; there is reasonable certainty that the projects are technically feasible; and the products have commercial value. Product development expenditure which does not meet these criteria is expended when incurred.

3. 主要會計政策 (續)

(g) 物業、廠房及設備 (續)

折舊乃按各項資產值估計可使用年期以直線基準撇銷其成本計算。就此而採用之主要年率如下：

樓宇	:	2% (按餘下租期)
租賃物業裝修	:	33%或按租期 (以較短者為準)
傢俬及裝置	:	20%
電腦及設備	:	33%
汽車	:	33%

出售或棄用物業、廠房及設備之損益乃指相關資產之出售所得收入淨額與其賬面值之差額，並於損益表內確認。

(h) 土地租賃溢價

土地租賃溢價按成本值減攤銷及任何已分辨減值虧損列賬。土地租賃溢價之成本採用直線法於溢價期內攤銷。

(i) 研發成本

所有研究成本均於產生時自損益表扣除。

開發新產品項目所產生之開支只會在下列情況下方會進行資本化並界定：項目可明確界定；開支可單獨識別並可靠計算；合理確定項目在技術上為可行；以及產品具商業價值。不符合此等標準之產品開發開支在產生時支銷。

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3. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

(i) Research and development costs (Cont'd)

Deferred development costs are stated at cost less any impairment losses and are amortised, using the straight-line method, over the expected useful lives of the underlying products subject to a maximum period of three years, commencing from the date when the products are available for use.

The unamortised balance of development costs is reviewed at the end of each year and is written off to the extent that the unamortised balance, taken together with further development and directly related costs, is no longer likely to be recovered.

(j) Other investments in debt and equity securities

The Group's and the Company's policies for investments in debt and equity securities, other than investments in subsidiaries, associates and jointly controlled entities, are as follows:

Investments in debt and equity securities are initially stated at cost, which is their transaction price unless fair value can be more reliably estimated using valuation techniques whose variables include only data from observable markets. Cost includes attributable transaction costs, except where indicated otherwise below. These investments are subsequently accounted for as follows, depending on their classification.

Investments in securities held for trading are classified as current assets. Any attributable transaction costs are recognised in profit or loss as incurred. At each balance sheet date the fair value is remeasured, with any resultant gain or loss being recognised in profit or loss.

Dated debt securities that the Group and/or the Company have the positive ability and intention to hold to maturity are classified as held-to-maturity securities. Held-to-maturity securities are stated in the balance sheet at amortised cost less impairment losses.

3. 主要會計政策 (續)

(i) 研發成本 (續)

遞延開發成本按成本減任何減值虧損列賬，並按相關產品之估計可使用年期(自其可供使用日期起計最高為三年)以直線法攤銷。

尚未攤銷之開發成本餘額於每年年底進行檢討，倘該未攤銷之餘額連同其他開發及直接相關成本可能無法收回，則予以撇銷。

(j) 於債務及股本證券之其他投資

本集團及本公司於債務及股本證券(於附屬公司、聯營公司或合資企業之投資除外)之投資之政策如下：

債務及股本證券投資最初以成本，即交易價列賬，惟利用估值技巧(變量僅包括來自可觀察市場之數據)能更為可靠的估計出公平值者除外。成本包括應計交易成本，下文另有指明則除外。該等投資根據其分類列賬如下。

於持作買賣證券之投資乃分類為流動資產。任何應計交易成本均在產生時於損益表中確認。於各結算日，公平值乃重新計量，因此產生之任何收益或虧損乃於損益表確認。

本集團及/或本公司擁有足夠能力及意向持有至到期之有期債務證券乃分類為持有至到期證券。持有至到期證券乃按攤銷成本扣除減值虧損於資產負債表列賬。

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財務報表附註

For the year ended 31 December 2007
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3. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

(j) Other investments in debt and equity securities (Cont'd)

Investment in equity securities that do not have a quoted market price in an active market and whose fair value cannot be reliably measured are recognised in the balance sheet at cost less impairment losses.

Investments in securities which do not fall into any of the above categories are classified as available-for-sales securities. At each balance sheet date the fair value is remeasured, with any resultant gain or loss being recognised directly in equity, except for impairment losses and foreign exchange gains and losses in respect of monetary items such as debt securities, are recognised directly in profit or loss. Where these investments are interest-bearing, interest calculated using the effective interest method is recognised in profit or loss. When these investments are derecognised or impaired, the cumulative gain or loss previously recognised directly in equity is recognised in profit or loss.

Investments are recognised/derecognised on the date the Group commits to purchase/sell the investments or they expire.

(k) Financial liabilities

(i) Convertible notes

Convertible notes that can be converted to share capital at the option of the holder, where the number of shares issued does not vary with changes in their fair value, are accounted for as compound financial instruments. Transaction costs that relate to the issue of a compound financial instrument are allocated to the liability and equity components in proportion to the allocation of proceeds. The equity component of the convertible notes is calculated as the excess of the issue proceeds over the present value of the future interest and principal payments, discounted at the market rate of interest applicable to similar liabilities that do not have a conversion option. The interest expense recognised in the income statement is calculated using the effective interest rate method.

3. 主要會計政策 (續)

(j) 於債務及股本證券之其他投資 (續)

於活躍市場並無市場報價及無法準確計量公平值之股本證券投資乃按成本扣除減值虧損於資產負債表確認。

不屬於上述任何種類之證券投資歸為可供出售證券。於各結算日，公平值乃重新計量，因此產生之任何收益或虧損乃於權益直接確認，惟減值虧損除外，及就貨幣性項目如債務證券而言，匯兌收益及虧損直接於損益表中確認。倘該等投資為附息投資，則採用實際利率法計算之利息乃於損益表確認。倘解除確認該等投資或對該等投資進行減值，則先於權益直接確認之累計收益或虧損則於損益表確認。

該等投資乃於本集團承諾購買/出售該等投資或於其屆滿之日確認/解除確認。

(k) 金融負債

(i) 可換股票據

倘已發行股份數目不會基於其公平值變動而有變，而持有人可選擇將有關票據轉換為股本之可換股票據以復合金融工具列賬。與發行復合金融工具相關之交易成本按劃撥所得款項之比例分配至負債及權益部份。可換股票據權益部份按發行所得款項超出日後利息及本金額現值之差額計算，並按適用於並無附有轉換選擇權之類似負債之市場利率貼現。於損益表中確認之利息開支採用實際利率法計算。

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For the year ended 31 December 2007
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3. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

(k) Financial liabilities (Cont'd)

(ii) Other financial liabilities

Financial liabilities, other than financial liabilities at fair value through profit and loss and financial guarantee contracts, are carried at amortised cost.

(l) Trade and other receivables

Trade and other receivables are initially recognised at fair value and thereafter stated at amortised cost less impairment losses for the 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.

(m) 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.

(n) Government grant

Government grants are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants relating to costs are deferred and recognised in the consolidated income statement over the period necessary to match them with the costs that they are intended to compensate.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred government grants and are credited to the consolidated income statement on the straight-line basis over the expected lives of the related assets.

3. 主要會計政策 (續)

(k) 金融負債 (續)

(ii) 其他金融負債

除按公平值於損益賬列值之金融負債及融資擔保合約外，金融負債按攤銷成本列值。

(l) 貿易及其他應收賬款

貿易及其他應收賬款初步按公平值確認，其後則按攤銷成本減呆壞賬的減值虧損列值，除非倘若有關應收賬款為借予關連人士且並無任何固定還款期的免息貸款，或屬貼現影響不大者。在該等情況下，應收賬款乃按成本減呆壞賬的減值虧損列值。

(m) 貿易及其他應付賬款

貿易及其他應付賬款初步按公平值確認，其後則按攤銷成本列值，除非折現影響不大，在該情況下，則按成本列值。

(n) 政府補助

倘可合理保證收取該補助，且本集團將遵守所有所附條件，政府補助以其公平值確認。

與成本相關之政府補助將遞延入賬，並配合擬補償之成本在所需期間內於綜合損益賬中確認。

與購買物業、廠房及設備有關之政府補助以遞延政府補助於非流動負債入賬，並在相關資產的估計可使用期間內按直線法計入綜合損益表。

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For the year ended 31 December 2007
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3. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

(o) Provision and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group or 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 expenditures expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow 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.

(p) Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Assets held under finance leases are recognised as assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the consolidated balance sheet as a finance lease obligation. Lease payments are apportioned between finance charges and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly to profit or loss, unless they are directly attributable to qualifying assets, in which case they are capitalised in accordance with the Group's general policy on borrowing costs.

3. 主要會計政策 (續)

(o) 撥備及或然負債

倘因已發生之事件而導致本公司或本集團須對若干負債(時間或款額無法確定)承擔一項法律責任或推定責任,並可能引致經濟利益流出以解決有關責任,及能可靠地估計就此涉及之款額,則為此等負債作出之撥備將予以確認。若金錢時值乃屬重大因素,有關之撥備須按預期為解決有關責任而支付之款額之現值列賬。

在未能肯定是否會導致經濟利益流出,或有關款項未能可靠地估量之情況下,有關責任則列作或然負債並予以披露,除非導致經濟利益流出之可能性極低,則作別論。可能承擔之責任(其存在與否只能藉此一項或多項未來事件之發生與否而確認)亦列作或然負債並予以披露,除非導致經濟利益流出之可能性極低,則作別論。

(p) 租賃

如果租賃條款在實質上將與資產擁有權相關的所有風險和報酬轉讓給承租人,該租賃則歸類為融資租賃。所有其他租賃均歸類為經營租賃。

根據融資租約持有的資產按彼等於租期開始的公平值或最低租金現值的較低者,確認作本集團的資產。對出租人承擔的相關責任於綜合資產負債表內列為融資租約責任。租金於財務費用與租約承擔減少之間作出分配,從而為負債的結餘維持穩定的利率。財務費用直接於損益賬中扣除,惟根據本集團於借貸成本之一般政策進行資本化,直接計入合資格資產者除外。

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3. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

(p) Leases (Cont'd)

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

Interest in leasehold land is amortised over the lease term on a straight-line basis.

(q) Cash and cash equivalents

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

(r) Income tax

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

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

3. 主要會計政策 (續)

(p) 租賃 (續)

根據經營租賃應付的租金以直線法於相關租期計入損益賬。作為訂立經營租賃獎勵的已收及應收收益於租期以直線法作為租金支出扣減入賬。

租賃土地之權益於租期內按直線法攤銷。

(q) 現金及現金等值物

就綜合現金流量表而言，現金及現金等價物包括手頭現金及活期存款，以及隨時轉換為已知金額現金及價值變動風險不大之短期高流動性投資(到期日一般為獲得當日起計三個月)減應要求償還之銀行透支(屬本集團現金管理之一部份)。

(r) 所得稅

所得稅開支代表當前應付及遞延稅項之總額。

即期應付稅項乃按本年度應課稅溢利計算。應課稅溢利與綜合損益表所報之溢利有所不同，原因為其不包括其他年度應課稅或可扣減之收入或開支項目，亦不包括無需課稅及扣減之項目。本集團之即期稅項負債乃採用於結算日前已頒佈或實質頒佈之稅率計算。

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3. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

(r) Income tax (Cont'd)

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

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

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

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax is charged or credited to profit or loss, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

3. 主要會計政策 (續)

(r) 所得稅 (續)

遞延稅項按資產負債表負債法列賬，並就綜合財務報表之資產及負債賬面值，與計算應課稅溢利所用相應稅基兩者間之差額確認。遞延稅項負債一般就所有應課稅暫時差額確認，而遞延稅項資產則在應課稅溢利可用以抵銷可扣減暫時差額時確認。若暫時性差異乃因商譽或首次確認一項既不影響應課稅溢利亦不影響會計溢利之交易(業務合併除外)中之其他資產及負債而產生，則不予確認有關資產及負債。

遞延稅項負債就於附屬公司之投資所產生應課稅暫時差額確認，惟集團可控制暫時差額之撥回以及暫時差額於可預見將來不可能撥回之情況除外。

遞延稅項資產之賬面值於各結算日審閱，並於再不可能有充裕應課稅溢利以撥回全部或部份有關資產時作出調減。

遞延稅項按預期於償還負債或變賣資產之期間適用之稅率，基於於結算日前已頒佈或實質頒佈之稅率計算。遞延稅項於收益表扣除或計入，惟與直接於股本扣除或計入之項目有關之情況下，遞延稅項則亦於股本中處理。

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3. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

(s) Revenue recognition

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

- (i) From the provision of content information, on a time proportion basis for the fixed license fee portion and as entitlement accrues on usage for the variable license fee portion.
- (ii) From the provision of project consultancy services, internet solution services, educational content services and logistic services, in accordance with the terms of the underlying contracts and when the underlying services are rendered.
- (iii) Interest income from bank deposits is recognised on a time-apportioned basis that takes into account the effective yield on the assets.

Advance payments received from customers prior to rendering of related content information services and internet solution services are recorded as receipts in advance.

Revenue is recorded net of sales surtaxes, where applicable.

(t) Foreign currency translation

Functional and presentation currency

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

3. 主要會計政策 (續)

(s) 收益確認

收益於經濟利益可能流入本集團及收益可以可靠計量時按以下基準確認：

- (i) 網上內容資訊供應服務中之固定授權費部份乃按時間比例入賬，而非固定授權費部份則按用量產生之權益計算。
- (ii) 提供項目顧問服務、互聯網解決方案服務、教育內容服務及物流服務，根據有關合約之條款於提供有關服務時確認。
- (iii) 銀行存款的利息收入按時間比例基準確認，並計入資產的實際收入。

於提供有關網上內容資訊供應服務及互聯網解決方案服務前向客戶收取之預付款項於收款時以預收款項入賬。

收益乃於扣除銷售附加稅(倘適用)後入賬。

(t) 外幣換算

功能貨幣和列賬貨幣

本集團各公司的綜合財務報表所列項目均採用有關公司營業所在的主要經濟環境的通用貨幣(「功能貨幣」)為計算單位。綜合財務報表以港元列賬。港幣為本公司的功能貨幣及列賬貨幣。

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3. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

(t) Foreign currency translation (Cont'd)

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated income statement, except when deferred in equity as qualifying cash flow hedges or qualifying net investment hedges.

Translation differences on non-monetary items, such as equity instruments held at fair value through profit or loss, are reported as part of the fair value gain or loss. Translation difference on non-monetary items, such as equities classified as available-for-sale financial assets, are included in the fair value reserve in equity.

Group companies

The results and financial position of all the Group's entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- (ii) income and expenses for each income statement are translation at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and

3. 主要會計政策 (續)

(t) 外幣換算 (續)

交易及結餘

外幣交易按交易當日的現行匯率兌換為功能貨幣。因結算該等交易及按年底匯率換算外幣資產和負債所產生的外匯損益均列入綜合損益賬，但作為合資格現金流量對沖或合資格淨額投資對沖而撥入股本遞延處理的匯兌損益則不在此限。

非貨幣性項目的換算差額(如透過損益按公平值持有的股本工具)列作公平值的部分損益。非貨幣性項目(如列作可供出售的財務資產的股本)的換算差額列入權益中之公平值儲備。

集團公司

本集團旗下所有公司(全部均非採用高通脹經濟體系的貨幣)的功能貨幣倘有別於列賬貨幣，其業績及財務狀況須按如下方式兌換為列賬貨幣：

- (i) 各資產負債表所列的資產及負債按其結算日的收市匯率換算；
- (ii) 各損益賬所列的收支按平均匯率換算，除非此平均匯率並非交易當日現行匯率的累計影響所反映之合理數值，在此情況下，收支則按交易日期的匯率換算；及

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3. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

(t) Foreign currency translation (Cont'd)

Group companies (Cont'd)

- (iii) all resulting exchange differences are recognised as a separate component of equity.

On consolidation, exchange differences arising from the translation of the net investment in foreign entities, and of borrowings and other currency instruments designated as hedges of such investments, are taken to shareholders' equity. When a foreign operation is sold, such exchange differences are recognised in the consolidated income statement as part of the gain or loss on sale.

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

(u) Employee benefits

(i) **Employee leave entitlements**

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

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

3. 主要會計政策 (續)

(t) 外幣換算 (續)

集團公司 (續)

- (iii) 一切因此而產生的匯兌差額均確認為權益的一個獨立組成部份入賬。

在處理綜合賬目時，因換算於海外公司的淨額投資以及指定作為對沖有關投資的借貸及其他貨幣性工具而產生之匯兌差額，均撥入股東權益處理。倘出售某項海外業務，有關的匯兌差額須於綜合損益賬確認，作為出售業務的部份損益處理。

收購海外公司所產生的商譽及公平值調整列作有關海外公司的資產及負債，並按收市匯率兌換。

(u) 員工福利

(i) **僱員之受薪假期**

僱員享有之年假及長期服務假期於有關假期開始時確認。本公司已就僱員於截至結算日所提供之服務而產生之年假及長期服務假期之估計負債作出撥備。

僱員享有之病假及產假僅在支取假期時方予以確認。

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3. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

(u) Employee benefits (Cont'd)

(ii) Retirement benefits schemes

The Company's PRC subsidiaries participate in defined contribution retirement schemes organised by the local government authorities in the PRC. All of the PRC employees are entitled to an annual pension equivalent to a fixed portion of their basic salaries at their retirement dates. The Company's PRC subsidiaries are required to contribute certain percentage ranged from 11% to 15% of the basic salaries of their PRC employees to the retirement schemes and have no further obligation for post-retirement benefits. The contributions are charged to the consolidated income statement of the Group as they become payable in accordance with the rules of scheme.

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

3. 主要會計政策 (續)

(u) 員工福利 (續)

(ii) 退休金福利計劃

本公司之中國附屬公司參與中國地方政府機關設置之定額供款退休金計劃。所有中國僱員均有權於彼等退休之日收取相當於彼等之基本薪金固定部份之年度退休金。本公司之中國附屬公司需按中國僱員之基本薪金之若干百分比(介乎11%至15%)供款於退休金計劃，並就退休後福利而言再無任何責任。供款根據該計劃之規則於應付時在本集團之綜合損益表中扣除。

本集團按照強制性公積金計劃條例就其於香港之所有僱員實施一個定額供款強制性公積金退休福利計劃(「強積金計劃」)，供款乃按僱員基本薪金之百分比作出，並根據強積金計劃之規則於應付時在綜合損益表中扣除。強積金計劃之資產由獨立管理之基金持有，與本集團之資產分開。本集團之僱主供款於供款至強積金計劃時全數歸於僱員。

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3. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

(u) Employee benefits (Cont'd)

(iii) Share option scheme

The fair value of the share options granted to employees is recognised as an employee cost with a corresponding increase in a reserve within equity. The fair value is measured at grant date, taking into account the terms and conditions upon which the options were granted. Where the employees 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 accounting the probability that the options will vest.

(v) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, are capitalised as part of the cost of those assets. Capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised as an expense in the period in which they are incurred.

(w) Discontinued operations

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

Discontinued operation occurs upon disposal or when the operation is abandoned.

3. 主要會計政策 (續)

(u) 員工福利 (續)

(iii) 購股權計劃

授予僱員的購股權之公平值確認為僱員成本，而權益中的儲備亦會相應增加。公平值是在授出當日計量，並考慮購股權授出條款及條件。倘僱員須符合歸屬期條件才可無條件享有該等購股權，經考慮購股權歸屬的或然率後，購股權預計公平值總額將在歸屬期內攤分入賬。

(v) 借貸成本

由收購、建築或生產合資格資產直接產生借貸成本撥充作為有關資產之部份成本，直至有關資產實質上可作擬定用途或銷售為止。

所有其他借貸成本均於產生期間確認為支出。

(w) 終止經營業務

終止經營業務為本集團業務其中一部份，其業務及現金流量可明顯地與本集團其他業務區分出來，代表一項獨立的主要業務或一個業務地區或營運地區，或為出售一項獨立的主要業務或經營地區單一協調計劃之一部份、或專為轉售目的而購入之附屬公司。

終止經營業務於出售或該業務被放棄時產生。

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3. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

(w) Discontinued operations (Cont'd)

Where an operation is classified as discontinued, a single amount is presented on the face of the income statement, which comprises:

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

(x) 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 consolidated 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.

3. 主要會計政策 (續)

(w) 終止經營業務 (續)

如果某項業務分類為終止經營業務，便會在收益表上以單一金額列示，包括：

- 終止經營業務的除稅後損益；及
- 按公平值減去出售成本後所得金額進行計量所確認的除稅後損益，或者於出售時對構成終止經營業務的資產或出售組合所確認的除稅後損益。

(x) 分部報告

分部乃本集團一個可清楚界定之組成部份，以提供產品或服務之分類為業務分部，而以提供產品或服務之特定經濟環境之分類為地區分部，惟分部間之風險與回報各有不同。

根據本集團的內部財務報告系統，本集團已選擇以業務分類資料為該等綜合財務報表之主要報告形式，並以地區分類資料為次要報告形式。

分部的收入、支出、業績、資產及負債包含直接來自某一分部，以及可以合理地分配至該分部的項目。例如，分部資產可包括存貨、貿易應收賬款以及物業、廠房及設備。分部的收入、支出、資產及負債均未計須在綜合計算的過程中抵銷的集團公司間結存和集團公司間交易；但同屬一個分部的集團實體之間的集團公司間結存及交易則除外。分部之間的定價按與其他外界人士相若的條款計算。

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3. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

(x) Segment reporting (Cont'd)

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.

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

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

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

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

(a) Useful lives of property, plant and equipment

The Group's management determines the estimated useful lives and related depreciation charges for its property, plant and equipment. This estimate is based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions. It could change significantly as a result of technical innovations and competitor actions in response to severe industry cycles. Management will increase the depreciation charges where useful lives are less than previously technically obsolete or non-strategic assets that have been abandoned or sold.

3. 主要會計政策 (續)

(x) 分部報告 (續)

分部資本開支乃於期內購入且預期可使用一個期間以上之分部資產(包括有形及無形資產)所引致之總成本額。

未分類項目主要包括財務及集團資產、付息貸款、借貸、稅項結餘、集團及融資開支。

4. 重要會計估計及判斷

須持續對估計及判斷進行評估，並以過往經驗及其他因素(包括在一定情況下對未來事件之合理預期)為基礎。

本集團對未來作出估計和假設。由此產生之會計估計很少與實際結果完全一致。導致下一個財政年度之資產和負債之賬面值作出重大調整之重大風險的估計和假設討論如下：

(a) 物業、廠房及設備之可使用年期

本集團管理層釐定其物業、廠房及設備的估計可使用年期及相關折舊開支。該項估計乃以性質及功能相近之物業、廠房及設備的實際可使用年期之過往經驗為基準。可使用年期可能因應行業週期變動而出現的技術創新及競爭對手之行動出現重大變動。倘可使用年期較先前因技術性陳舊或廢棄或出售的非策略資產之可使用年期為短，管理層則會增加折舊開支。

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4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Cont'd)

(b) Estimated provision for impairment of trade and other receivables

The Group makes provision for doubtful debts based on an assessment of the recoverability of trade receivables and other receivables. Provisions are applied to trade receivables and other receivables where events or changes in circumstances indicate that the balances may not be collectible. The identification of doubtful debts requires the use of judgment and estimates. Where the expectation is different from the original estimate, such difference will impact carrying value of receivables and doubtful debt expenses in the period in which such estimate has been changed.

(c) Estimated impairment on goodwill

Determining whether goodwill is impaired requires an estimation of the fair value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value.

4. 重要會計估計及判斷 (續)

(b) 貿易及其他應收賬款之估計撥備

本集團根據對貿易及其他應收賬款可收回程度之評估作出呆賬撥備。一旦事件發生或情況改變顯示餘額可能無法收回時，則就貿易及其他應收賬款作出撥備。識別呆賬有賴於判斷及估計。當預期之金額與原定估計有差異時，則該差異將會於估計改變的期間內影響應收賬款及呆賬開支的賬面值。

(c) 商譽減值之估計

於釐定商譽是否減值時，本集團須估計商譽所屬現金產生單位的使用價值之公平值。計算使用價值時，本集團須估計現金產生單位預期產生的未來現金流量及計算現值的合適折現率。

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4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Cont'd)

(d) Estimated income taxes

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

Deferred tax assets are recognised for unused tax losses carried forward to the extent that it is probable that future taxable profits will be available against which the unused tax losses can be utilised, based on all available evidence. Recognition primarily involves judgement regarding the future performance of the particular legal entity or tax group in which the deferred tax asset has been recognised. A variety of other factors are also evaluated in considering whether there is convincing evidence that it is probable that some portion or all of the deferred tax assets will ultimately be realised, such as the existence of taxable temporary differences, tax planning strategies and the periods in which estimated tax losses can be utilised. The carrying amount of deferred tax assets and related financial models and budgets are reviewed at each balance sheet date and to the extent that there is insufficient convincing evidence that sufficient taxable profits will be available within the utilisation periods to allow utilisation of the carry forward tax losses, the asset balance will be reduced and charged to the income statement.

The Group reviews the carrying amount of deferred tax assets at each balance sheet dated and reduces the amount to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. This requires an estimation of the future taxable profits. Estimating the future taxable profits requires the Group to make an estimate of the expected future earnings from the Group and also to choose a suitable discount rate in order to calculate the present value of the present value of the earnings.

4. 重要會計估計及判斷 (續)

(d) 預計所得稅

遞延稅乃按負債法就資產及負債之稅基與其用於財務報告用途之賬面值，於結算日之所有暫時差額作出撥備。

根據所有可取得之證據，倘未來應課稅溢利可對銷承前未使用稅項虧損，則就未使用稅項虧損確認遞延稅項資產。確認主要涉及判斷有關確認遞延稅項資產之特定法律實體或稅務集團之未來表現。在評估有否可信證據證明部份或全部遞延稅項資產最終可獲變現時，亦會考慮其他因素，如出現應課稅暫時差額、稅務計劃策略及可動用估計稅項虧損之期間。遞延稅項資產之賬面值、相關財務模式與預算於各結算日均會進行檢討。在未有足夠可信證據證明於動用期間有足夠應課稅溢利可供動用承前稅項虧損之情況下，資產結餘將會扣減，並在損益表中扣除。

本集團於各結算日對遞延稅項資產之賬面值進行檢討，並扣減至當不再可能有足夠應課稅溢利讓所有或部份遞延稅項資產被動用時為止。這要求對未來應課稅溢利進行預測。預測未來應課稅溢利要求本集團對本集團預計產生之未來收益進行預測，亦要求採用適當之貼現率以計算盈利的現值。

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5. TURNOVER AND OTHER REVENUE

Turnover represents (1) project fees from the provision of project consultancy services; (2) distribution fees from the provision of content information; (3) service fees from the provision of internet solution services; (4) service fees from the provision of educational content services; and (5) service fees from the provision of logistics services and excludes intra-Group transactions as follows:

5. 營業額及其他收益

營業額指(1)提供項目顧問服務之項目費；(2)提供內容資訊之發送費；(3)提供互聯網解決方案服務之服務費；(4)提供教育內容服務之服務費；及(5)提供物流服務之服務費(不包括集團公司間之交易)如下：

		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		
Continuing operations:	持續經營業務：		
Content solution service and business consultation	內容解決方案服務及業務諮詢		
— project fees	— 項目費	204	204
— distribution fees	— 發送費	731	765
Internet solution service fees	互聯網解決方案服務費	41	461
Logistics service fees	物流服務費	167,421	280,080
		168,397	281,510
Discontinued operations:	終止經營業務：		
Educational content service fees	教育內容服務費	—	22
		168,397	281,532
Other revenue	其他收益		
Continuing operations:	持續經營業務：		
Other income	其他收入	859	1,968
Interest income	利息收入	45	60
		904	2,028
Discontinued operations:	終止經營業務：		
Other income	其他收入	—	454
		904	2,482

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6. SEGMENTAL INFORMATION

(a) Primary reporting format – business segments

For management purposes, the Group is currently organized into three operating divisions:

- (i) the content solution and business consultation
- (ii) the IT enabling technology
- (iii) the logistics services

The Group disposed its educational content services business in the year 2006.

An analysis of the Group's results by business segment is as follows:

6. 分部資料

(a) 主要報告格式 — 業務分部

就管理而言，本集團目前擁有三項經營業務：

- (i) 內容供應解決方案及業務諮詢
- (ii) 資訊科技促成技術
- (iii) 物流服務

本集團於二零零六年出售其教育內容服務業務。

本集團業績按業務分部之分析如下：

		2007 二零零七年 HK\$'000 千港元					
		Continuing operations 持續經營業務			Discontinued operations 終止經營業務		
		Content solution and business consultation 內容供應解決方案及業務諮詢	IT enabling technology 資訊科技促成技術	Logistics services 物流服務	Total 總計	Educational content services 教育內容服務	Consolidated 綜合
Turnover	營業額						
Sales to external customers	向外界客戶銷售	935	41	167,421	168,397	—	168,397
Results	業績						
Segment results	分部業績	(501)	(1,130)	(2,101)	(3,732)	—	(3,732)
Interest income	利息收入				45	—	45
Unallocated corporate expenses	未能分類之公司開支				(9,269)	—	(9,269)
Loss from operations	經營虧損				(12,956)	—	(12,956)
Finance costs	融資成本				(312)	—	(312)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損				(386)	—	(386)
Impairment on trade receivables	貿易應收賬款減值				(6,043)	—	(6,043)
Impairment on other receivables	其他應收賬款減值				(305)	—	(305)
Impairment on property, plant and equipment	物業、廠房及設備減值				(147)	—	(147)
Loss before income tax expense	除所得稅開支前虧損				(20,149)	—	(20,149)
Income tax expense	所得稅開支				—	—	—
Loss for the year	本年度虧損				(20,149)	—	(20,149)

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6. SEGMENTAL INFORMATION (Cont'd)

(a) Primary reporting format – business segments (Cont'd)

		2007 二零零七年 HK\$'000 千港元					
		Continuing operations 持續經營業務			Discontinued operations 終止經營業務		
		Content solution and business consultation 內容供應解決方案及業務諮詢	IT enabling technology 資訊科技促成技術	Logistics services 物流服務	Total 總計	Educational content services 教育內容服務	Consolidated 綜合
Assets	資產						
Segment assets	分部資產	470	340	26,982	27,792	—	27,792
Unallocated corporate assets	未能分類之公司資產				10,258	—	10,258
Total assets	總資產				38,050	—	38,050
Liabilities	負債						
Segment liabilities	分部負債	(64)	(201)	(36,750)	(37,015)	—	(37,015)
Unallocated corporate liabilities	未能分類之公司負債				(17,329)	—	(17,329)
Total liabilities	負債總額				(54,344)	—	(54,344)

		2007 二零零七年 HK\$'000 千港元						
		Continuing operations 持續經營業務			Discontinued operations 終止經營業務			
		Content solution and business consultation 內容供應解決方案及業務諮詢	IT enabling technology 資訊科技促成技術	Logistics services 物流服務	Other 其他	Total 總計	Educational content services 教育內容服務	Consolidated 綜合
Other segment information	其他分部資料							
Capital expenditure	資本開支	—	—	350	342	692	—	692
Amortisation of land lease premium	攤銷土地租賃溢價	—	—	—	—	—	—	—
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	—	5	—	755	760	—	760
Amortisation of development cost	開發成本攤銷	—	88	—	—	88	—	88
Impairment on goodwill	商譽減值	—	—	—	594	594	—	594
Impairment on trade receivables	貿易應收賬款減值	—	—	6,043	—	6,043	—	6,043
Impairment on other receivables	其他應收賬款減值	—	—	305	—	305	—	305
Impairment on property, plant and equipment	物業、廠房及設備減值	—	—	147	—	147	—	147

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6. SEGMENTAL INFORMATION (Cont'd)

(a) Primary reporting format – business segments (Cont'd)

6. 分部資料 (續)

(a) 主要報告格式 — 業務分部 (續)

		2006 二零零六年 HK\$'000 千港元					
		Continuing operations 持續經營業務			Discontinued operations 終止經營業務		
		Content solution and business consultation 內容供應解決方案及業務諮詢	IT enabling technology 資訊科技促成技術	Logistics services 物流服務	Total 總計	Educational content services 教育內容服務	Consolidated 綜合
Turnover	營業額						
Sales to external customers	向外界客戶銷售	969	461	280,080	281,510	22	281,532
Results	業績						
Segment results	分部業績	677	437	16,848	17,962	22	17,984
Interest income	利息收入				60	—	60
Unallocated corporate expenses	未能分類之公司開支				(36,199)	(981)	(37,180)
Loss from operations	經營虧損				(18,177)	(959)	(19,136)
Finance costs	融資成本				(210)	(1,196)	(1,406)
Provision for impairment on other receivables	其他應收賬款減值撥備				(34,593)	—	(34,593)
					(52,980)	(2,155)	(55,135)
Gain on disposal of operations	出售業務盈利				—	37,351	37,351
(Loss)/profit before income tax expense	除所得稅開支前(虧損)/溢利				(52,980)	35,196	(17,784)
Income tax expense	所得稅開支				—	—	—
(Loss)/profit for the year	本年度(虧損)/溢利				(52,980)	35,196	(17,784)
Assets	資產						
Segment assets	分部資產	610	61	34,995	35,666	—	35,666
Unallocated corporate assets	未能分類之公司資產				2,680	—	2,680
Total assets	總資產				38,346	—	38,346
Liabilities	負債						
Segment liabilities	分部負債	(663)	(93)	(35,014)	(35,770)	—	(35,770)
Unallocated corporate liabilities	未能分類之公司負債				(23,649)	—	(23,649)
Total liabilities	負債總額				(59,419)	—	(59,419)

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6. SEGMENTAL INFORMATION (Cont'd)

(a) Primary reporting format – business segments (Cont'd)

		2006 二零零六年 HK\$'000 千港元					
		Continuing operations 持續經營業務			Discontinued operations 終止經營業務		
		Content solution and business consultation 內容供應解決方案及業務諮詢	IT enabling technology 資訊科技促成技術	Logistics services 物流服務	Total 總計	Educational content services 教育內容服務	Consolidated 綜合
Other segment information	其他分部資料						
Capital expenditure	資本開支	178	8	276	462	—	462
Amortisation of land lease premium	攤銷土地租賃溢價	—	—	—	—	71	71
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	304	9	738	1,051	848	1,899
Amortisation of development cost	開發成本攤銷	—	446	—	446	—	446
Impairment on goodwill	商譽減值	—	—	—	—	—	—
Impairment on trade receivables	貿易應收賬款減值	—	—	51	51	—	51
Impairment on other receivables	其他應收賬款減值	—	—	—	—	—	—
Impairment on property, plant and equipment	物業、廠房及設備減值	—	—	—	—	—	—

(b) Primary reporting format – geographical segments

An analysis of the Group's results by geographical segment is as follows:

(b) 主要報告格式—地區分部

本集團業績按地區分部之分析如下：

		2007 二零零七年 HK\$'000 千港元			
		Turnover 營業額	Segment results 分部業績	Segment assets 分部資產	Capital expenditure 資本開支
Hong Kong	香港	976	(11,406)	6,025	170
PRC	中國	167,421	(8,743)	32,025	522
USA and Others	美國及其他	—	—	—	—

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6. SEGMENTAL INFORMATION (Cont'd)

(b) Primary reporting format — geographical segments (Cont'd)

		2006 二零零六年 HK\$'000 千港元			
		Segment Turnover 營業額	Segment results 分部業績	Capital assets 分部資產	expenditure 資本開支
Hong Kong	香港	9,772	(12,258)	5,610	186
PRC	中國	250,436	(4,251)	28,232	276
USA and Others	美國及其他	21,324	(1,275)	4,504	—

Revenue from the Group's discontinued operations was derived mainly from the PRC and Hong Kong.

本集團終止經營業務之收益主要來自中國及香港。

7. LOSS FROM OPERATIONS

The Group's loss from operations is arrived at after charging/(crediting):

7. 經營虧損

本集團經營虧損乃經扣除／(計入)下列各項後得出：

	Continuing operations 持續經營業務		Discontinued operations 終止經營業務		Consolidated 綜合	
	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	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Cost of services	155,085	263,526	—	—	155,085	263,526
Staff costs (excluding directors' remuneration)						
— Wages and salaries	11,725	18,059	—	—	11,725	18,059
— Retirement benefits scheme contributions	1,165	1,439	—	—	1,165	1,439
Auditors' remuneration	769	810	—	35	769	845
Depreciation of property, plant and equipment	760	1,051	—	848	760	1,899
Amortisation of land lease premium	—	—	—	71	—	71
Amortisation of development costs	88	446	—	—	88	446
Written off of unreconciled inter-branch balance	—	157	—	—	—	157
Impairment on trade receivables	6,043	51	—	—	6,043	51
Impairment on other receivables	305	—	—	—	305	—
Impairment on property, plant and equipment	147	—	—	—	147	—
Provision for impairment on other receivables	—	34,593	—	—	—	34,593
Impairment on goodwill	594	—	—	—	594	—
Loss on disposal of property, plant and equipment	(386)	(32)	—	—	(386)	(32)
Operating lease rentals in respect of land and buildings	3,022	3,642	—	—	3,022	3,642
Legal fees	—	1,326	—	242	—	1,568
Net exchange loss	385	293	—	—	385	293

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8. FINANCE COSTS

8. 融資成本

		Continuing operations		Discontinued operations		Consolidated	
		持續經營業務		終止經營業務		綜合	
		2007	2006	2007	2006	2007	2006
		二零零七年	二零零六年	二零零七年	二零零六年	二零零七年	二零零六年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Other interest	其他利息	312	210	—	—	312	210
Interest on convertible notes	可換股票據利息	—	—	—	1,196	—	1,196
		312	210	—	1,196	312	1,406

9. RETIREMENT BENEFIT SCHEMES

The group operates a Mandatory Provident Fund Scheme (“the MPF scheme”) under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF Scheme is a defined contribution scheme managed by an independent trustee. Under the MPF scheme, each of the Group’s employees makes monthly contribution to the scheme at 5% of the employees’ earning as defined under the Mandatory Provident Fund legislation, subject to a cap of HK\$1,000 per month and thereafter contributions are voluntary.

For the year ended 31 December 2007, the aggregate amount of employer’s contributions made by the Group to the MPF scheme was approximately HK\$128,000 (2006: HK\$241,000).

As stipulated by the rules and regulations in the PRC, the subsidiaries and representative offices in the PRC are required to contribute to a state-sponsored retirement plan for their employees in the PRC. According to the rules prevailing in the PRC, the Group is required to contribute approximately 11% to 15% of the basic salary of its employees in the PRC, and has no further obligations for the actual pension payments or post-retirement benefits. The stated-sponsored retirement plan is responsible for the entire pension obligations payable to retired employees. For the year ended 31 December 2007, approximately HK\$1,037,000 (2006: HK\$1,210,000) was paid by the Group with respect to such retirement plan.

9. 退休福利計劃

本集團根據香港強制性公積金計劃條例為按照香港僱傭條例而聘請的僱員設立強制性公積金計劃（「強積金計劃」）。強積金計劃屬於定額供款計劃，由獨立授託人管理。根據強積金計劃，本集團之僱員每月均各自按有關僱員之收入（定義見強制性公積金法例）5%對該計劃作出供款，惟每月供款以1,000港元為上限，額外之供款則屬自願性質。

截至二零零七年十二月三十一日止年度，本集團對強積金計劃作出之僱主供款額約為128,000港元（二零零六年：241,000港元）。

根據中國法律及法規規定，中國之附屬公司及代表辦事處須向為中國僱員而設置之國家資助退休計劃作出供款。根據中國現行法例，本集團須就其中國僱員基本薪金約11%至15%作出供款，而對其任何實際退休金支出或退休後福利則毋須作出任何進一步承諾。退休僱員之所有退休金支出概由國家資助之退休計劃承擔。截至二零零七年十二月三十一日止年度，本集團就上述退休計劃作出之供款約為1,037,000港元（二零零六年：1,210,000港元）。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

10. DIRECTORS' AND SENIOR EXECUTIVES' REMUNERATION

(a) Directors' remuneration

The details of emoluments of every Director are shown below:

Year ended 31 December 2007

Name of Director	董事姓名	Basic salaries, allowances and other benefits		Retirement benefits contribution	Share option based payment	Total
		Fees袍金	薪金、津貼及其他利益	退休福利計劃供款	以購股權形式授出之薪酬	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Xie Xuan	謝暄	540	—	—	—	540
Lo Mun Lam, Raymond	盧敏霖	24	—	—	—	24
Wu Jixue	巫繼學	30	—	—	—	30
Yang Qiulin	楊秋林	—	—	—	—	—
Yang Zhenhong	楊振洪	18	—	—	—	18
Zhang Daorong	張道榮	48	—	—	—	48
		660	—	—	—	660

10. 董事及高級行政人員薪金

(a) 董事薪金

各董事之薪金詳情如下：

於截至二零零七年十二月三十一日止年度

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財務報表附註

10. DIRECTORS' AND SENIOR EXECUTIVES' REMUNERATION (Cont'd)

(a) Directors' remuneration (Cont'd) Year ended 31 December 2006

Name of Director	董事姓名	Fees 袍金 HK\$'000 千港元	Basic salaries, allowances and other benefits 薪金、津貼及 其他利益 HK\$'000 千港元	Retirement benefits scheme contribution 退休福利 計劃供款 HK\$'000 千港元	Share option based payment 以購股權形 式授出之薪酬 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Xie Xuan	謝暄	—	990	—	—	990
Ho Wing Yiu (Note 1)	何榮耀 (附註1)	—	984	12	—	996
Law Shiu Kai, Andrew (Note 2)	羅兆佳 (附註2)	—	2	—	—	2
Lo Mun Lam, Raymond	盧敏霖	—	24	—	—	24
Wu Jixue	巫繼學	—	30	—	—	30
Yang Qiulin (Note 3)	楊秋林 (附註3)	—	—	—	—	—
Yang Zhenhong	楊振洪	—	18	—	—	18
Zhang Daorong	張道榮	—	48	—	—	48
		—	2,096	12	—	2,108

Note:

1. Resigned on 7 December 2006
2. Ceased on 26 January 2006
3. Appointed on 20 December 2006

附註：

1. 於二零零六年十二月七日辭任
2. 於二零零六年一月二十六日離任
3. 於二零零六年十二月二十日委任

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10. DIRECTORS' AND SENIOR EXECUTIVES' REMUNERATION (Cont'd)

(b) Five highest paid employees

The five highest paid employees during the year included one (2006: two) executive directors whose remuneration are set out in directors' remuneration in (a) above. Details of remuneration of the remaining four (2006: three) employees are as follows:

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Basic salaries, allowances and other benefits	基本薪金、津貼及其他利益	1,514	1,557
Retirement benefits scheme contributions	退休福利計劃供款	40	24
Share option based payment	以購股權形式授出之薪酬	—	—
		1,554	1,581

The emoluments fell within the following band:

酬金介乎以下範圍：

		Number of highest paid individuals 最高薪僱員人數	
		2007 二零零七年	2006 二零零六年
Nil to HK\$1,000,000	零至1,000,000港元	4	3

There were no emoluments paid by the Group to the employees as an inducement to join or upon joining the Group or as compensation for loss of office during the year (2006: Nil).

年內，本集團並無支付酬金作為加盟獎金或離職補償予僱員（二零零六年：無）。

10. 董事及高級行政人員薪金 (續)

(b) 五位最高薪僱員

年內，五位最高薪僱員中包括一位（二零零六年：兩位）執行董事，彼等之酬金載列於上文(a)董事之酬金一節。年內應支付予其餘四位（二零零六年：三位）僱員之酬金詳情如下：

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

11. INCOME TAX EXPENSE

(a) Income tax expense in the consolidated income statement represents:

		Continuing operations 持續經營業務		Discontinued operations 終止經營業務		Consolidated 綜合	
		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	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Current:	即期：						
Hong Kong profits tax	香港利得稅	—	—	—	—	—	—
PRC income tax	中國企業所得稅	—	—	—	—	—	—
		—	—	—	—	—	—

No Hong Kong profits tax has been provided (2006: Nil) as the Group has no assessable profits arising in Hong Kong during the year. The statutory tax rate for Hong Kong profits tax is 17.5% (2006: 17.5%) on the estimated assessable profits arising in Hong Kong during the year. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Group operates, based on existing legislation, interpretations and practices in respect thereof.

For the year ended 31 December 2007, the statutory corporate income tax rates applicable to the subsidiaries established and operating in the PRC ranged from 15% to 33% (2006: 15% to 33%).

11. 所得稅開支

(a) 於綜合損益表之所得稅開支

由於本集團於年內在香港並無產生應課稅溢利，故此並無作出香港利得稅撥備（二零零六年：無）。年內在香港產生之估計應課稅溢利之香港利得稅法定稅率為17.5%（二零零六年：17.5%）。其他地區應課稅溢利之稅項乃根據本集團經營業務所在國家之適用稅率，按現行有關法例、詮釋及慣例計算。

截至二零零七年十二月三十一日止年度，在中國成立及經營之附屬公司適用之法定企業所得稅稅率為15%至33%（二零零六年：15%至33%）。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

11. INCOME TAX EXPENSE (Cont'd)

- (b) A reconciliation of the tax charge/(credit) applicable to the Group's loss before income tax expense using the statutory rates for the countries in which the Company and its subsidiaries are domiciled to the tax charge/(credit) at the effective tax rates are as follows:

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Loss before income tax expense	除所得稅開支前虧損		
— Continuing operations	— 持續經營業務	(20,149)	(52,980)
— Discontinued operations	— 已終止經營業務	—	35,196
		(20,149)	(17,784)
Tax credit calculated at Hong Kong profits tax rate of 17.5%	按香港利得稅稅率17.5%計算之稅項抵免	(3,067)	(3,112)
Effect of different tax rates of subsidiaries operating in other jurisdictions	於其他司法權區營運之附屬公司稅率不同之影響	(865)	1,709
Income not subject to tax	毋需繳稅之收入	(705)	(4,380)
Expenses not deductible for tax purposes	不能扣稅之開支	841	4,659
Utilisation of previously unrecognised tax losses	動用過往未確認稅項虧損	—	(110)
Unrecognised temporary differences and tax losses	未確認暫時性差異及稅項虧損	3,796	1,234
Income tax charge for the year	年內之所得稅支出	—	—

- (c) At 31 December 2007, the Group had tax losses arising in Hong Kong of approximately HK\$22,226,000 (2006: HK\$21,944,000) that were available for offsetting against future taxable profits. Such losses may be carried forward indefinitely. No deferred tax asset has been recognized in respect of such losses due to the unpredictability of future profit streams.

11. 所得稅開支 (續)

- (b) 按本公司及其附屬公司所在國家之法定稅率計算適用於本集團之除所得稅開支前虧損之稅項支出／(抵免)，與按本集團實際稅率計算之稅項支出／(抵免)之對賬如下：

- (c) 於二零零七年十二月三十一日，本集團於香港產生稅務虧損約22,226,000港元(二零零六年：21,944,000港元)，可用於抵銷未來應課稅溢利。該等虧損可無限期結轉。由於無法預測未來溢利來源，因此並無就該等虧損確認遞延稅項資產。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

12. DISCONTINUED OPERATIONS

Disposal of the educational content business

On 13 September 2005, the Group entered into a sale agreement to dispose of the entire interest in Eleson Inc., Cyber Strategy Limited, Lecture Kit Company Limited, China Cyber University Limited, Union Resources (Educational Development) Limited, Asian Educational Services Limited, Sinotrade Technologies Limited, Comfirm (China) Limited, 廣州匯商信息服務有限公司 and 聯合資源教育發展(燕郊)有限公司 (the "Disposed Group"), each of which was either an indirectly wholly-owned or a non-wholly-owned subsidiary of the Group. The disposal was completed on 23 May 2006.

The result of the discontinued operations was included in the 2006 consolidated income statement as follows:—

12. 已終止經營業務

出售教育內容業務

於二零零五年九月十三日，本集團訂立銷售協議，出售其於Eleson Inc.、數碼策略有限公司、靈卓傑有限公司、中華網絡大學有限公司、聯合資源(教育發展)有限公司、Asian Educational Services Limited、漢利科技有限公司、匯商網(中國)有限公司、廣州匯商資訊服務有限公司及聯合資源教育發展(燕郊)有限公司(「已出售集團」)之全部權益，上述各公司當時均為本集團間接擁有的全資附屬公司或非全資附屬公司。該出售已於二零零六年五月二十三日完成。

包括在二零零六年綜合損益表內之已終止經營業務的業績如下：

		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
Loss for the year from discontinued operations	本年度已終止 經營業務虧損			
Revenue	收入		—	476
Expenses	開支		—	(2,631)
Loss from operations before income tax expense	除所得稅開支前 經營虧損	(7)	—	(2,155)
Income tax expense	所得稅開支		—	—
Gain on disposal of operations	出售經營業務盈利	(29)	—	(2,155) 37,351
Profit for the year from discontinued operations	本年度已終止 經營業務溢利		—	35,196

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

13. LOSS PER SHARE

From continuing and discontinued operations:—

- (a) The calculation of basic loss per share is based on the Group's loss attributable to shareholders of approximately HK\$ 20,149,000 (2006: HK\$17,071,000) and the weighted average number of 556,080,886 shares (2006: 476,237,105 shares) in issue during the year.
- (b) No diluted loss per share is presented as there are no dilutive potential ordinary shares in issue for each of the year ended 31 December 2007 and 2006.

From continuing operations:

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Loss attributable to equity holders of the company	本公司股東應佔虧損	20,149	17,071
Add: Profit for the year from discontinued operations	加：本年度已終止經營業務溢利	—	35,196
Loss for the purpose of basic loss per share	於計算每股基本虧損之虧損	20,149	52,267

- (a) The calculation of basic loss per share is based on the Group's loss attributable to shareholders of approximately HK\$20,149,000 (2006: HK\$52,267,000) and the weighted average number of 556,080,886 shares (2006: 476,237,105 shares) in issue during the year.
- (b) No diluted loss per share is presented as there are no dilutive potential ordinary shares in issue for each of the year ended 31 December 2007 and 2006.

13. 每股虧損

來自持續經營業務及終止經營業務：

- (a) 每股基本虧損乃根據本集團股東應佔虧損額約20,149,000港元（二零零六年：17,071,000港元）及年內已發行股份之加權平均數556,080,886股（二零零六年：476,237,105股）計算。
- (b) 由於截至二零零七年及二零零六年十二月三十一日止年度內均無發行具攤薄潛力之普通股，故並未呈列每股攤薄虧損。

來自持續經營業務：

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Loss attributable to equity holders of the company	本公司股東應佔虧損	20,149	17,071
Add: Profit for the year from discontinued operations	加：本年度已終止經營業務溢利	—	35,196
Loss for the purpose of basic loss per share	於計算每股基本虧損之虧損	20,149	52,267

- (a) 每股基本虧損乃根據本集團股東應佔虧損額約20,149,000港元（二零零六年：52,267,000港元）及年內已發行股份之加權平均數556,080,886股（二零零六年：476,237,105股）計算。
- (b) 由於截至二零零七年及二零零六年十二月三十一日止年度內均無發行具攤薄潛力之普通股，故並未呈列每股攤薄虧損。

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財務報表附註

14. PROPERTY, PLANT AND EQUIPMENT

14. 物業、廠房及設備

		Buildings 樓宇 HK\$'000 千港元	Leasehold improvement 租賃物業裝修 HK\$'000 千港元	Furniture and fixtures 傢俬及裝置 HK\$'000 千港元	Computer and equipment 電腦及設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cost:	成本：						
At 1 January 2006	於二零零六年一月一日	38,006	1,207	898	3,835	806	44,752
Additions	添置	—	—	19	220	223	462
Disposal / write off	出售/撇銷	—	—	(12)	—	(198)	(210)
Disposal of subsidiaries	出售附屬公司	(38,006)	—	—	(87)	—	(38,093)
Exchange difference	匯兌差額	—	6	11	42	11	70
At 31 December 2006 and at 1 January 2007	於二零零六年 十二月三十一日及 二零零七年一月一日	—	1,213	916	4,010	842	6,981
Additions	添置	—	351	50	126	—	527
Acquisition of subsidiaries	收購附屬公司	—	—	—	27	138	165
Disposal / write off	出售/撇銷	—	(772)	(157)	(242)	(71)	(1,242)
Impairment loss	減值虧損	—	—	(58)	(139)	—	(197)
Exchange difference	匯兌差額	—	32	72	276	48	428
At 31 December 2007	於二零零七年 十二月三十一日	—	824	823	4,058	957	6,662
Accumulated depreciation and impairment losses:	累計折舊及 減值虧損：						
At 1 January 2006	於二零零六年一月一日	8,499	521	506	2,988	667	13,181
Charge for the year	本年度開支	848	199	140	479	233	1,899
Disposal / write off	出售/撇銷	—	—	(6)	—	(185)	(191)
Disposal of subsidiaries	出售附屬公司	(9,347)	—	—	(87)	—	(9,434)
Exchange difference	匯兌差額	—	2	6	23	8	39
At 31 December 2006 and at 1 January 2007	於二零零六年 十二月三十一日及 二零零七年一月一日	—	722	646	3,403	723	5,494
Charge for the year	本年度開支	—	143	108	394	115	760
Disposal / write off	出售/撇銷	—	(405)	(120)	(220)	(71)	(816)
Impairment loss	減值虧損	—	—	(9)	(36)	—	(45)
Exchange difference	匯兌差額	—	21	50	212	47	330
At 31 December 2007	於二零零七年 十二月三十一日	—	481	675	3,753	814	5,723
Net carrying amount:	賬面淨值：						
At 31 December 2007	於二零零七年 十二月三十一日	—	343	148	305	143	939
At 31 December 2006	於二零零六年 十二月三十一日	—	491	270	607	119	1,487

The Group's land and buildings located in the PRC were disposed of in the year 2006.

本集團位於中國之土地及樓宇已於二零零六年出售。

At the balance sheet date, the net carrying amount of motor vehicles held under finance leases was HK\$48,000 (2006: HK\$95,000).

於結算日，本集團按融資租賃持有汽車的賬面淨值為48,000港元(二零零六年：95,000港元)。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

15. LAND LEASE PREMIUM

15. 土地租賃溢價

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Cost:	成本：		
At 1 January	於一月一日	—	7,741
Disposal of subsidiaries	出售附屬公司	—	(7,741)
At 31 December	於十二月三十一日	—	—
Accumulated amortization:	累計攤銷：		
At 1 January	於一月一日	—	453
Amortisation for the year	本年度攤銷	—	71
Disposal of subsidiaries	出售附屬公司	—	(524)
At 31 December	於十二月三十一日	—	—
Net carrying amount:	賬面淨值：		
At 31 December	於十二月三十一日	—	—

The Group's interests in land lease premium held in the PRC under operating lease were disposed of in the year 2006.

本集團於中國按經營租賃持有之土地租賃溢價權益已於二零零六年出售。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

16. DEVELOPMENT COSTS

16. 開發成本

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Cost:	成本：		
At 1 January and 31 December	於一月一日及 十二月三十一日	1,352	1,352
Accumulated amortisation:	累計攤銷：		
At 1 January	於一月一日	1,264	818
Amortisation for the year	本年度攤銷	88	446
At 31 December	於十二月三十一日	1,352	1,264
Net carrying amount:	賬面淨值：		
At 31 December	於十二月三十一日	—	88

The amount represents direct development costs incurred for the development of "Advanced Distribution and Transportation Systems" less government grant, and is amortised on a straight-line basis over three years.

該款項指就開發「先進配送和運輸系統」所產生之直接開發成本減政府補助，並以直線法分三年攤銷。

17. GOODWILL

The amount of goodwill capitalized as assets in the consolidated balance sheet, arising from the acquisition of Ever-OK International Forwarding Co., Ltd. in 2004 and Vega International Group Limited in 2007 is as follows:

17. 商譽

於二零零四年收購江蘇恒通國際貨運有限公司及於二零零七年收購Vega International Group Limited所產生，於綜合資產負債表資本化為一項資產之商譽款額如下：

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Cost:	成本：		
At 1 January	於一月一日	4,944	4,944
Additions	添置	594	—
At 31 December	於十二月三十一日	5,538	4,944
Accumulated impairment losses:	累計減值虧損：		
At 1 January	於一月一日	4,944	4,944
Impairment	減值	594	—
At 31 December	於十二月三十一日	5,538	4,944
Net carrying amount:	賬面淨值：		
At 31 December	於十二月三十一日	—	—

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

18. INTERESTS IN SUBSIDIARIES

18. 於附屬公司之權益

		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
Unlisted shares, at cost	非上市股份，原值	14,473	14,083
Due from subsidiaries	應收附屬公司款項	151,253	131,157
		165,726	145,240
Less: Impairment losses	減：減值虧損	(165,335)	(145,239)
		391	1

Amounts due from subsidiaries are unsecured, non-interest bearing and have no fixed repayment terms.

應收附屬公司之款項為無抵押、免息及無固定還款期。

The following list contains only the particulars of subsidiaries which principally affected the results, assets and liabilities of the Group.

下表僅包括對本集團之業績、資產及負債特別有影響之附屬公司詳情。

Name 名稱	Place of incorporation and operation 註冊成立及 經營地點	Issued and fully paid share capital/ registered capital 已發行及繳足股本/ 註冊資本	Group's effective interest 本集團之 實際權益	Proportion of ownership interest 所有權益比率		Principal activity 主要業務
				Held by the company 由本公司 持有	Held by a subsidiary 由附屬公司 持有	
Advant Development Limited	The British Virgin Islands 英屬處女群島	US\$10 10美元	60%	—	60%	Investment holding 投資控股
AIR Logistics International Holdings Limited	The British Virgin Islands 英屬處女群島	US\$1 1美元	100%	—	100%	Holding of trademarks 持有商標
AIR Logistics International Limited	The British Virgin Islands 英屬處女群島	US\$1 1美元	100%	—	100%	Provision of consulting administrative and management services 提供顧問、行政及 管理服務
Asian Information Resources (BVI) Limited	The British Virgin Islands 英屬處女群島	US\$200 200美元	100%	100%	—	Investment holding 投資控股
Asian Information Resources Limited 亞洲訊息有限公司	Hong Kong 香港	HK\$11,228,290 11,228,290港元	100%	—	100%	Provision of on-line content and related technical services, information technology solutions and consultancy services and e-commerce investments 提供網上資訊及有關技術 服務、資訊科技解決方案 及顧問服務以及電子 商貿投資

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

18. INTERESTS IN SUBSIDIARIES (Cont'd)

18. 於附屬公司之權益 (續)

Name 名稱	Place of incorporation and operation 註冊成立及 經營地點	Issued and fully paid share capital/ registered capital/ 已發行及繳足股本/ 註冊資本	Proportion of ownership interest 所有權權益比率			Principal activity 主要業務
			Group's effective interest 本集團之 實際權益	Held by the company 由本公司 持有	Held by a subsidiary 由附屬公司 持有	
Asian Information Resources Finance Limited	Hong Kong 香港	HK\$2 2港元	100%	—	100%	Provision of treasury functions to group companies 為集團公司提供庫務 服務工作
Asian Information Resources Investment Limited	Hong Kong 香港	HK\$2 2港元	100%	—	100%	Provision of administration services to group companies 為集團公司提供行政服務
Asian Information Resources Marketing Limited	Hong Kong 香港	HK\$10,000 10,000港元	100%	—	100%	Provision of on-line content and related technical services 提供網上資訊及 相關技術服務
Asian Information Resources TechLogic Limited 亞洲信息物流創科有限公司	Hong Kong 香港	HK\$5,000 5,000港元	100%	—	100%	Provision of software solutions services 提供軟件解決方案服務
Ever-OK International Forwarding Co., Ltd. 江蘇恒通國際貨運有限公司	The PRC 中國	RMB17,300,000 人民幣17,300,000元	60%	—	60%	Provision of air and ocean freight services 提供空運及海運服務
Ever-OK International Forwarding Co., Limited 恒通國際貨運(香港)有限公司	Hong Kong 香港	HK\$200,000 200,000港元	60%	—	60%	Provision of air and ocean freight services 提供空運及海運服務
Ever-OK International Forwarding Co., Ltd.	The United States of America 美國	US\$200,000 200,000美元	60%	—	60%	Provision of air and ocean freight services 提供空運及海運服務
Forest Technology International Limited 森木科技國際有限公司	Hong Kong 香港	HK\$10,000 10,000港元	100%	—	100%	Provision of internet solution services 提供互聯網解決方案服務
Myhome Network Limited 大中華地產網絡有限公司	Hong Kong 香港	HK\$900,000 900,000港元	77.78%	—	77.78%	Investment holding 投資控股
Vega International Group Ltd.	The British Virgin Islands 英屬處女群島	US\$5 5美元	100%	100%	—	Provision of corporate finance and management consultancy services 提供企業融資及 管理顧問服務
Vega Capital Ltd. 廣州維嘉投資顧問有限公司	The PRC 中國	RMB10,000,000 人民幣10,000,000元	100%	—	100%	Provision of corporate finance and management consultancy services 提供企業融資及 管理顧問服務

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

18. INTERESTS IN SUBSIDIARIES (Cont'd)

Notes:

- (a) Asian Information Resources (BVI) Limited ("AIR BVI") and Vega International Group Limited are directly held by the Company. All other subsidiaries are indirectly held by the Company through AIR BVI.
- (b) Ever-OK International Forwarding Co., Limited is a jointly foreign owned enterprise established in the PRC for a term of 20 years up to 2024.

None of the subsidiaries had any loan capital in issue at any time during the year ended 31 December 2007 (2006: Nil).

18. 於附屬公司之權益 (續)

附註：

- (a) Asian Information Resources (BVI) Limited (「AIR BVI」) 及 Vega International Group Limited 由本公司直接持有，而其他所有附屬公司均由本公司透過 AIR BVI 間接持有。
- (b) 江蘇恒通國際貨運有限公司為於中國成立之外商合資企業，經營期至二零二四年，為期二十年。

各附屬公司於截至二零零七年十二月三十一日止年度並無發行任何借貸資本(二零零六年：無)。

19. TRADE AND OTHER RECEIVABLES

	Note 附註	Group 本集團		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	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Trade receivables	貿易應收賬款	21,811	26,794	—	—
Prepayments, deposits and other receivables	預付款項、 按金及其他 應收賬款	12,622	3,722	41	—
Amount due from related companies	應收關連 公司款項 (31)	20	18	—	—
		34,453	30,534	41	—

The credit terms granted by the Group to a customer are determined on a case-by-case basis with reference to the size of sales contracts, recurrent sales with the customers and their credit history. The Group makes provision for trade receivables based on specific review. Provision is made against trade receivables after considering the amount due, creditability of customers and other qualitative factors.

本集團向客戶提供之信貸條款乃參考銷售合約金額、向該等客戶持續作出之銷售及彼等之借貸歷史按個別情況釐定。本集團按個別狀況就貿易應收款項作出撥備。在考慮到期金額、客戶信譽及其他質量因素後對貿易應收款項作出撥備。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

19. TRADE AND OTHER RECEIVABLES (Cont'd)

An ageing analysis of the trade receivables of the Group as at the balance sheet date are as follows:

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Outstanding balances aged:	未償還賬款結餘賬齡：		
0 to 30 days	0至30天	3,947	15,048
31 to 60 days	31至60天	1,708	6,554
61 to 90 days	61至90天	452	2,631
91 to 150 days	91至150天	1,278	1,017
Over 150 days	超過150天	20,469	1,595
		27,854	26,845
Less: Impairment losses	減：減值虧損	6,043	51
		21,811	26,794

Included in trade receivables are the following amounts denominated in a currency other than the functional currency of the entity to which they relate:

		2007 二零零七年 '000 千元	2006 二零零六年 '000 千元
Renminbi	人民幣	RMB16,925	RMB3,714
United States dollars	美元	USD341	USD2,935
Euro	歐元	—	EURO5

19. 貿易及其他應收賬款 (續)

本集團於結算日之貿易應收款項之賬齡分析如下：

貿易應收款項包括下列以有關公司功能貨幣以外之貨幣計值之款項：

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

20. CASH AND BANK BALANCES

20. 現金及銀行結餘

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Cash at bank and in hand	現金存款及現金	2,658	6,237

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

資產負債表中呈列之現金及銀行結餘包括下列以有關公司功能貨幣以外之貨幣計值之款項：

		2007 二零零七年 '000 千元	2006 二零零六年 '000 千元
Renminbi	人民幣	RMB1,306	RMB1,826
United States dollars	美元	USD93	USD550
Singapore	新加坡元	SGD1	SGD1
Taiwan	新台幣	NTD7	NTD7

21. TRADE AND OTHER PAYABLES

21. 貿易及其他應付賬款

		Group 本集團		Company 本公司	
Note 附註		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
Trade payables	貿易應付賬款	26,833	29,114	—	—
Accruals and other payables	預提費用及其他應付賬款 (31)	14,245	9,424	932	1,091
Advances from customers	客戶墊款	174	223	—	—
Amount due to shareholders	應付股東款項	2,075	—	2,075	—
		43,327	38,761	3,007	1,091

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

21. TRADE AND OTHER PAYABLES (Cont'd)

An ageing analysis of the trade payables of the Group as at the balance sheet date, based on the date of completion of services provided by the suppliers to the Group is as follows:

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Outstanding balances aged:	未償還賬款結餘賬齡：		
0 to 30 days	0至30天	2,871	16,200
31 to 60 days	31至60天	1,396	8,394
61 to 90 days	61至90天	552	2,653
91 to 150 days	91至150天	728	767
Over 150 days	超過150天	21,286	1,100
		26,833	29,114

		2007 二零零七年 '000 千元	2006 二零零六年 '000 千元
Renminbi	人民幣	RMB15,223	RMB10,298
United States dollars	美元	USD1,219	USD2,377
Euro	歐元	EURO1	EURO15

21. 貿易及其他應付賬款 (續)

根據供應商向本集團提供服務完成之日計算本集團於結算日之貿易應付賬款之賬齡分析如下：

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

22. OBLIGATIONS UNDER FINANCE LEASES

At 31 December 2007, the group had obligations under finance leases repayable as follows:

22. 融資租賃下之承擔

於二零零七年十二月三十一日，本集團之應償還融資租賃下之承擔如下：

		2007 二零零七年		2006 二零零六年	
		Present value of the minimum lease payments 最低租賃款項 之現值 HK\$'000 千港元	Total minimum lease payments 最低租賃 款項總計 HK\$'000 千港元	Present value of the minimum lease payments 最低租賃款項 之現值 HK\$'000 千港元	Total minimum lease payments 最低租賃 款項總計 HK\$'000 千港元
Within 1 year	一年內	40	47	47	52
After 1 year but within 2 years	一年後但 二年內	—	—	40	46
		<u>40</u>	<u>47</u>	<u>87</u>	<u>98</u>
Less: total future interest expenses	減：未來利息 開支總額		<u>7</u>		<u>11</u>
Present value of lease obligations	租賃承擔 之現值		<u>40</u>		<u>87</u>

23. CONVERTIBLE NOTES

The convertible notes recognised in the balance sheet is calculated as follows:

23. 可換股票據

於資產負債表確認之可換股票據乃計算如下：

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
At 1 January	於一月一日	—	20,405
Interest expense	利息開支	—	1,196
Derecognised	取消確認	—	(21,601)
At 31 December	於十二月三十一日	—	—

All convertible notes were issued by a subsidiary of the Group and were derecognised upon disposal of the subsidiary by the Group in the year 2006.

所有可換股票據均由本集團之一間附屬公司發行，並於二零零六年度本集團出售附屬公司時終止確認。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

24. OTHER PAYABLES

Other payables represent amount due to an ex-director of the Company. At the balance sheet date, the amount due is unsecured, non-interest bearing and is not due for repayment within the next twelve months.

24. 其他應付賬款

其他應付賬款指應付本公司前董事之款項。於結算日，該款項乃無抵押、免息及毋需於未來12個月內償還。

25. SHARE CAPITAL

25. 股本

		Number of shares 股份數量	Amount 金額 HK\$'000 千港元
Authorised:	法定股本：		
Balance at 1/1/2006, 31/12/2006, and at 31/12/2007	於二零零六年一月一日、 二零零六年十二月三十一日 及二零零七年十二月三十一日 之結餘	2,000,000,000	200,000
Issued and fully paid:	已發行及繳足股本：		
Ordinary shares of HK\$0.1 each	面值0.1港元之普通股		
Balance at 1/1/2006, 31/12/2006 and at 1/1/2007	於二零零六年一月一日、 二零零六年十二月三十一日 及二零零七年一月一日 之結餘	476,237,105	47,624
Issue of shares	發行股份	163,098,313	16,309
Balance at 31 December 2007	於二零零七年 十二月三十一日之結餘	639,335,418	63,933

Note:

- (i) 91,000,000 shares were allotted to Asian Dynamics International Limited at a subscription price of HK\$0.1 per share on 12 April 2007 pursuant to subscription agreement dated 12 February 2007.
- (ii) 25,014,820 shares, 35,860,262 shares and 11,223,231 shares were allotted to United Hill Investments Limited, Bonus Gain Limited and Always Fast International Limited respectively at a subscription price of HK\$0.229 per share on 22 October 2007 pursuant to subscription agreement dated 5 September 2007.

附註：

- (i) 根據二零零七年二月十二日之認購協議，91,000,000股股份於二零零七年四月十二日以每股0.1港元之認購價配發予Asian Dynamics International Limited.
- (ii) 根據二零零七年九月五日之認購協議，25,014,820股股份、35,860,262股股份及11,223,231股股份於二零零七年十月二十二日以每股0.229港元之認購價分別配發予United Hill Investments Limited、Bonus Gain Limited及Always Fast International Limited.

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

26. RESERVES

Group

		Share premium 股份溢價 HK\$'000 千港元	Capital reserve 資本儲備 HK\$'000 千港元	Convertible note reserve 可換股票據儲備 HK\$'000 千港元	Translation reserve 匯兌儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2006	於二零零六年一月一日	87,707	35,343	3,495	—	(169,572)	(43,027)
Transfer	轉發	—	—	(3,495)	—	3,495	—
Disposal of subsidiaries	出售附屬公司	—	(9,323)	—	—	—	(9,323)
Loss for the year	本年度虧損	—	—	—	—	(17,071)	(17,071)
Exchange difference on consolidation	綜合匯兌差額	—	—	—	(93)	—	(93)
At 31 December 2006 and at 1 January 2007	於二零零六年 十二月三十一日及 於二零零七年一月一日	87,707	26,020	—	(93)	(183,148)	(69,514)
Issue of shares	發行股份	9,301	—	—	—	—	9,301
Loss for the year	本年度虧損	—	—	—	—	(20,149)	(20,149)
Exchange difference on consolidation	綜合匯兌差額	—	—	—	(682)	—	(682)
At 31 December 2007	於二零零七年十二月三十一日	97,008	26,020	—	(775)	(203,297)	(81,044)

Company

		Share premium 股份溢價 HK\$'000 千港元	Contributed surplus 實繳盈餘 HK\$'000 千港元	Accumulated loss 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 1 January 2006	於二零零六年一月一日	87,707	13,882	(157,302)	(55,713)
Loss for the year	本年度虧損	—	—	(8,214)	(8,214)
As at 31 December 2006 and at 1 January 2007	於二零零六年 十二月三十一日及 二零零七年一月一日	87,707	13,882	(165,516)	(63,927)
Issue of shares	發行股份	9,301	—	—	9,301
Loss for the year	本年度虧損	—	—	(23,139)	(23,139)
As at 31 December 2007	於二零零七年 十二月三十一日	97,008	13,882	(188,655)	(77,765)

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

26. RESERVES (Cont'd)

The contributed surplus of the Company represents the difference between the nominal value of the ordinary shares issued by the Company and the net asset value of a subsidiary acquired through and exchange of shares as at the date of the group reorganization.

Under the Companies Law (Revised) of the Cayman Islands, share premium, capital redemption reserve and contributed surplus are distributable to shareholders, subject to the condition that the Company cannot declare or pay a dividend, or make a distribution out of share premium, capital redemption reserve and contributed surplus if:

- (i) it is, or after the payment be, unable to pay its liabilities as they become due, or
- (ii) the realizable value of its assets would thereby less than the aggregate of its liabilities and its issued share capital account.

The capital reserve of the Group represents the difference between the nominal value of the ordinary shares issued by the Company and the aggregate of the share capital and share premium of subsidiaries acquired through and exchange of shares as at the date of the group reorganization and the waiver of loans by a related party on 1 February 2004.

All the reserves of the Group are attributable to the Company and its subsidiaries.

26. 儲備 (續)

本公司之實繳盈餘指本公司發行普通股之面值與於本集團重組當日透過交換股份收購之附屬公司之資產淨值之差額。

根據開曼群島公司法(修訂本)，股份溢價、資本贖回儲備及實繳盈餘可供分派予股東，惟倘：

- (i) 現時或於分派後無法償還到期負債，或
- (ii) 其資產之可變現價值因而減至低於其負債與已發行股本之總和。

則本公司不得宣派或派付股息，或以股份溢價、資本贖回儲備及實繳盈餘作出分派。本集團之資本儲備乃指本公司已發行普通股之面值與於集團重組當日透過股份交換收購附屬公司之股本及股份溢價總額，以及關連人士於二零零四年二月一日豁免貸款之差額。

本集團所有儲備均應歸本公司及其附屬公司所有。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

27. OPERATING LEASE COMMITMENTS

The Group leases its office property, staff quarter and motor vehicle under operating lease arrangements. Lease for property is negotiated for terms for one to four years.

As at 31 December 2007, the Group had future aggregate minimum lease payments under non-cancellable operating lease in respect of office property, staff quarter and motor vehicle as follows:

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Within one year	一年內	2,121	432
In the second to fifth years, inclusive	第二年至第五年 (包括首尾兩年)	1,613	566
		3,734	998

28. EMPLOYEE SHARE OPTIONS

The Company has an employee share option scheme, under which it may grant options to employees of the Group (including executive directors of the Company) to subscribe for shares in the Company, subject to a maximum of 10% of the nominal value of the issued share capital of the Company from time to time, excluding for this purpose shares issued on exercise of options. The subscription price will be determined by a duly authorized committee of the Board of Directors which consists of all the independent non-executive directors of the Company from time to time. The subscription price will not be less than (a) the closing price of the shares quoted on GEM on the date of offer of the options or (b) the average of the closing prices of the shares quoted on GEM for the five trading days immediately preceding the date of offer of the options, whichever is the higher, provided that the subscription price will not be lower than the nominal value of the shares.

No share options were granted to employees of the Group during the year and no employee share options were outstanding at the beginning and end of the year.

27. 經營租賃承擔

本集團根據經營租賃安排租賃其辦公室物業、員工宿舍及汽車，物業租賃經磋商之年期為一年至四年。

於二零零七年十二月三十一日，本集團根據辦公室物業、員工宿舍及汽車之不可撤銷之經營租賃須於日後支付之最低租賃款項總額如下：

28. 僱員購股權

本公司已設立僱員購股權計劃，可向本集團僱員(包括本公司執行董事)授出可認購本公司股份之購股權，惟有關股份之數目不得超過本公司不時已發行股本(就此而言並不包括因行使購股權而發行之股份)面值之10%。認購價將由本公司董事會正式授權之委員會(由本公司所有獨立非執行董事組成)不時釐定。認購價不會低於(a)股份於授出購股權日期在創業板之收市價格或(b)股份於截至授出購股權日期止前五個交易日在創業板之平均收市價(以較高者為準)，惟認購價不得低於股份之面值。

年內並無向本集團僱員授出購股權，於年初及年末概無尚未行使之僱員購股權。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

29. DISPOSAL OF SUBSIDIARIES

The Group discontinued its educational content services business operations at the time of disposal of its subsidiaries as set out in note (12). Details of disposal of subsidiaries in year 2006 are as follows:

29. 出售附屬公司

於出售其附屬公司(載於附註12)當日，本集團終止其教育內容服務業務。二零零六年出售附屬公司之詳情載列如下：

		HK\$'000 千港元
Net assets disposed of:	出售資產淨值：	
Property, plant and equipment	物業、廠房及設備	28,659
Land lease premium	土地租賃溢價	7,217
Prepayment, deposits and other receivables	預付款項、按金及其他應收賬款	115
Cash and bank balances	現金及銀行結餘	62
Accrual and other payables	應計款項及其他應付賬款	(796)
Amount due to holding company	應付控股公司款項	(33,991)
Amount due to minority shareholders	應付少數股東款項	(5,638)
Convertible note	可換股票據	(20,650)
Tax payable	應付稅項	(2,956)
		(27,978)
Release of capital reserve	資本儲備解除	(9,323)
		(37,301)
Gain on disposal	出售之收益	37,351
Total consideration	總代價	50
Satisfied by:	支付方式：	
Cash	現金	50
Net cash outflow arising on disposal:	出售產生之現金流出淨額：	
Cash consideration	現金代價	50
Cash and bank balances disposal of	出售之現金及銀行結餘	(62)
		(12)

Note: Provision for impairment on amounts due from the disposed subsidiaries of approximately HK\$34,593,000 was charged to consolidated income statement in the year 2006.

附註：應收已出售附屬公司約34,593,000港元款項之減值撥備已於二零零六年在綜合收益表內扣除。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

30. ACQUISITION OF SUBSIDIARIES

On 8 February 2007, the Company acquired 100% equity interest in Vega International Group Limited, which holds 100% equity interest in Vega Capital Limited, for a cash consideration of US\$50,000. Details of acquisition are set out in the announcement of the Company dated 14 February 2007.

30. 收購附屬公司

於二零零七年二月八日，本公司以50,000美元的現金代價收購Vega International Group Limited的全部權益，該公司持有廣州維嘉投資顧問有限公司的全部權益。該項收購之詳情載於本公司日期為二零零七年二月十四日的公告。

		HK\$'000
		千港元
Net liabilities acquired:	所獲負債淨額：	
Property, plant and equipment	物業、廠房及設備	165
Cash and bank balances	現金及銀行結餘	21
Amount due to a director	應付一名董事款項	(390)
		(204)
Less: Cash consideration	減：現金代價	(390)
Goodwill on acquisition	收購商譽	(594)
Net cash outflow for acquiring interest in subsidiaries:	收購附屬公司權益之現金流出淨額：	
Cash and bank acquired	所獲現金及銀行餘額	21
Cash consideration	現金代價	(390)
		(369)

31. RELATED PARTY TRANSACTIONS

- (i) Amount due from related companies included in trade and other receivables is unsecured, non-interest bearing and has no fixed repayment terms.
- (ii) Amount due to minority shareholder of a subsidiary, China Collections Limited, included in accruals and other payables, of approximately HK\$181,000 (2006: HK\$181,000) is unsecured, non-interest bearing and has no fixed repayment terms.

31. 關連人士交易

- (i) 包括於貿易及其他應收賬款項內之應收關連公司款項乃無抵押、免息及無固定償還期。
- (ii) 本集團應付附屬公司之少數股東China Collections Limited款項(包括於預提費用及其他應付賬款)約為181,000港元(二零零六年：181,000港元)乃無抵押、免息及無固定償還期。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

31. RELATED PARTY TRANSACTIONS (Cont'd)

- (iii) Amount due to a director is unsecured, non-interest bearing and is not due for repayment within the next twelve months.
- (iv) Amount due to subsidiaries is unsecured, non-interest bearing and is not due for repayment within next twelve months.
- (v) Amount due to ultimate holding company is unsecured, bearing interest at the annual rate of 5% and is not due for repayment within the next twelve months.

At 31 December 2007, interest payable to the ultimate holding company was HK\$292,000 (2006: HK\$174,000).

- (vi) Remuneration for key management personnel of the Group, including amounts paid to the company's directors and certain of the highest paid employees is disclosed in note (10) to the consolidated financial statements.
- (vii) On 8 February 2007, the Company acquired 100% equity interest in Vega International Group Limited from a director of the Company, Mr. Xie Xuan, for the consideration of US\$50,000. Details of the acquisition are set out in the announcement of the Company dated on 14 February 2007.
- (viii) On 12 April 2007, 91,000,000 shares were allotted to Asian Dynamics International Limited, the ultimate holding company of the Company, at a subscription price of HK\$0.1 per share pursuant to subscription agreement dated 12 February 2007.

31. 關連人士交易 (續)

- (iii) 應付一名董事款項乃無抵押、免息及毋需於未來12個月內償還。
- (iv) 應付附屬公司款項乃無抵押、免息及毋需於未來12個月內償還。
- (v) 應付最終控股公司款項乃無抵押、按年率5%計息及毋需於未來12個月內償還。

於二零零七年十二月三十一日，應付最終控股公司之利息為292,000港元(二零零六年：174,000港元)。

- (vi) 本集團主要管理人員之薪金，包括支付予本公司董事及若干最高薪酬僱員之金額，於綜合財務報表附註(10)作出披露。
- (vii) 於二零零七年二月八日，本公司向本公司董事謝暄先生收購Vega International Group Limited 100%權益，代價為50,000美元。收購事宜之詳情載於本公司日期為二零零七年二月十四日之公告。
- (viii) 根據二零零七年二月十二日之認購協議，91,000,000股股份於二零零七年四月十二日以每股0.1港元之認購價配發予本公司之最終控股公司Asian Dynamics International Limited.

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

32. FINANCIAL RISK AND CAPITAL RISK MANAGEMENT

(a) Financial risk factors

The Group is exposed to a variety of financial risks which result from its operating and investing activities.

Management regularly manage the financial risks of the Group. Because of the simplicity of the financial structure and the current operation of the Group, no major hedging activities are undertaken by management.

The most significant financial risks to which the Group is exposed to are as follows:

(i) Foreign currency risk

The Group has adopted the Hong Kong dollar as its functional and presentation currency. Those subsidiaries operated in the People's Republic of China are exposed to foreign exchange risk. However in view of the stable currency policies adopted by the PRC government, the directors consider that the foreign exchange risk is insignificant.

The Group currently does not have a foreign exchange rate hedging policy in respect of commercial transactions denominated in foreign currencies. However, the directors monitors exchange rate exposure and will consider hedging significant exchange rate exposure should the need arise.

32. 財務風險及資本風險管理

(a) 財務風險因素

本集團面對多個經營及投資活動方面之財務風險。

管理層定期管理本集團之財務風險。由於本集團之財務架構及現行營運並不複雜，故管理層並無進行任何重大對沖活動。

本集團所面對之重大財務風險如下：

(i) 外匯風險

本集團採納港元為其功能及呈報貨幣。本集團於中華人民共和國經營的附屬公司面對外匯風險。然而，鑒於中國政府採取穩健貨幣政策，董事認為外匯風險並不重大。

本集團現時並無就以外幣進行之商業交易訂有外匯對沖政策。然而，董事會監察外匯風險，並於有需要時考慮對沖重大外匯風險。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

32. FINANCIAL RISK AND CAPITAL RISK MANAGEMENT (Cont'd)

(a) Financial risk factors (Cont'd)

(ii) Credit risk

The Group's maximum exposure to credit risk in the event that counterparties fail to perform their obligations at 31 December 2007 in relation to each class of recognized financial assets is the carrying amounts of those assets as stated in the consolidated balance sheet. The Group's credit risk is primarily attributable to its trade receivables and amounts due from subsidiaries. In order to minimize credit risk, management reviews the recoverable amount of each individual trade debt regularly to ensure that adequate impairment losses are recognized for irrecoverable debts. In this regard, management considers that the Group's credit risk is significantly reduced.

The credit risk on liquid funds is limited because the counterparties are banks of good standing.

Trade receivables are due within 90 days from the date of billing. Debtors with balance that are more than 90 days past due are requested to settle all outstanding balances before any further credit is granted.

At the balance sheet date, the Group has no significant concentration of credit risk.

32. 財務風險及資本風險管理 (續)

(a) 財務風險因素 (續)

(ii) 信貸風險

倘若交易對手無法履行彼等截至二零零七年十二月三十一日有關每類已確認財務資產之債項，本集團承受之最大信貸風險為綜合資產負債表內所列示之該等資產之賬面值。本集團之信貸風險主要存在於貿易應收賬款及應收附屬公司款項。為最大限度降低信貸風險，管理層定期檢討各個別貿易債務之可收回數額，以確保就不可收回之數額作出足夠減值虧損撥備。於此方面，管理層認為本集團之信貸風險大幅減少。

因交易對手為聲譽良好之銀行，流動資金之信貸風險有限。

貿易應收賬款於開立賬單後90內到期。結欠超過90日之債務人必須償清所有未付餘額方會再獲給予任何其他信貸。

於結算日，本集團並無重大集中信貸風險。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

32. FINANCIAL RISK AND CAPITAL RISK MANAGEMENT (Cont'd)

(a) Financial risk factors (Cont'd)

(iii) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to approval by the parent company's board of directors when the borrowings exceed certain predetermined levels of authority. The Group's policy is to regularly monitor current and expected liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major shareholders, if any, to meet its liquidity requirements in the short and longer term.

(iv) Fair value and cash flow interest rate risk

Fair value interest rate risk is the risk that the value of a financial instrument will fluctuate because of changes in market interest rates. Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to fair value and cash flow interest rate risks is minimal as the Company's income and operating cash flows are substantially independent of changes in market interest rates.

32. 財務風險及資本風險管理 (續)

(a) 財務風險因素 (續)

(iii) 資金流動風險

本集團內個別經營機構須負責其本身的現金管理，包括將現金盈餘作短期投資，以及借入貸款以滿足預期現金需求，惟倘若借款超過若干預定權力水準，則須獲得母公司董事會批准。本集團之政策為定期監察現時及預期之流動資金需求及彼是否遵守借貸契諾，確保維持足夠現金儲備以及來自主要股東們之足夠承諾集資途徑（如有），以符合其短線或長線流動資金需求。

(iv) 公平值及現金流量利率風險

公平值利率風險是金融工具之價值會因市場利率變動而波動之風險。現金流量利率風險是金融工具之未來現金流量會因市場利率變動而波動之風險。由於本公司收入及經營現金流量基本不受市場利率變動之影響，因而所面對之公平值及現金流量利率風險很低。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

32. FINANCIAL RISK AND CAPITAL RISK MANAGEMENT (Cont'd)

(b) Capital risk management

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

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

33. SUBSEQUENT EVENTS

Acquisition of a media company

On 11 January 2008, the Board announced that the Company entered into the agreement pursuant to which the Company conditionally agreed to purchase 100% equity interest of a media company in the PRC at the Consideration of HK\$157 million (the "Consideration"). The Consideration shall be financed by (i) the issue and allotment of 324,082,568 new Shares at HK\$0.218 per Consideration Share; and (ii) the issue in aggregate of HK\$86,350,000 of zero-coupon Convertible Notes convertible at the initial Conversion Price of HK\$0.218 per Share with 24-month maturity. Details of the acquisition are set out in the circular of the Company dated 28 February 2008.

The acquisition was approved by the Independent Shareholders by way of poll at the EGM held on 14 March 2008 and set out in the announcement of the Company on the same date.

32. 財務風險及資本風險管理 (續)

(b) 資產風險管理

本集團之資金管理目標，乃保障集團能持續營運，以為股東提供回報同時兼顧其他利益相關者之利益，並維持最佳資本結構以減低資金成本。

為維持或調整資本結構，本集團可能會調整支付予股東之股息數額、向股東分派之資本返還、發行新股或出售資產以減低債務。

33. 結算日後事項

收購一家傳媒公司

於二零零八年一月十一日，董事會宣佈本公司簽訂一項協議，據此，本公司有條件同意收購一家中國傳媒公司100%之股本權益，代價為157,000,000港元(「該代價」)。該代價之支付方式為：(i)按每股代價股份0.218港元發行及配發324,082,568股新股份；及(ii)發行合共86,350,000港元零息可換股票據，可按初步兌換價每股股份0.218港元兌換，有效期24個月。有關收購詳情載於本公司日期為二零零八年二月二十八日之通函。

該項收購已於二零零八年三月十四日舉行之特別股東大會獲獨立股東以投票方式通過。有關詳情載於同日刊發之公告。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

34. CONTINGENT LIABILITIES

(i) S.221 Companies Ordinance Proceeding in the High Court

The Company and several of its subsidiaries and former subsidiaries and a former director of the Company, who has been indemnified by the Company for any legal costs that he may incur in relation to the litigation between the Provisional Liquidators and the Company's subsidiaries, have been involved in litigation with the Provisional Liquidators of Union Resources (Educational Development) Limited, a former subsidiary of the Company. The other companies in the group which were involved are: — Asian Information Resources (BVI) Limited, AIR Logistics International Limited, and Beijing AIR Strategy and Information Technology Limited. They had all been made respondents by the Provisional Liquidators in their application for obtaining documents under an application made pursuant to section 221 of the Companies Ordinance.

The said companies contested the application of the Provisional Liquidators but lost in the hearing on 10 August 2006. The Provisional Liquidators have since obtained a costs order against the said companies. They have demanded a sum of HK\$1,404,576 from the said companies. The sum demanded was considered to be unreasonable, hence no offer has been made to settle the outstanding costs order. Since applying for taxation the Provisional Liquidators have revised their costs estimate and are now demanding the sum of HK\$1,108,905. In the circumstances, the issue still requires to be adjudicated by the High Court of Hong Kong. The maximum exposure of the Company would be in the sum of HK\$1,108,905 plus the costs of taxation.

34. 或然債務

(i) 高等法院依公司條例第221條之審理

本公司及其若干附屬公司和前附屬公司以及本公司一名前董事（本公司已就其或會因臨時清盤人及本公司之附屬公司之間之訴訟而產生之訟費作出彌償擔保）被牽連進聯合資源（教育發展）有限公司（本公司前附屬公司）臨時清盤人之訴訟。本集團其他被牽連之公司為：Asian Information Resources (BVI) Limited、AIR Logistics International Limited、北京亞訊策略資訊科技有限公司。在一項根據公司條例第221條作出之申請中，彼等於臨時清盤人之調閱文件申請書中均被其列為答辯人。

上述公司已對臨時清盤人之申請書作出答辯，惟於二零零六年八月十日之聆訊敗訴。上述公司須承擔臨時清盤人之訟費。臨時清盤人向上述公司索償1,404,576港元。本公司等認為此索償數額並不合理，故並無就未支付之訟費作出支付。臨時清盤人自申請稅務起調整其成本估計，現索償合共1,108,905港元。在此情況下，案件尚有待香港高級法院裁決。本公司或需承擔之最大數額為1,108,905港元加上稅務成本。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

34. CONTINGENT LIABILITIES (Cont'd)

(ii) Further action on S.221 order

Even though the Company and the relevant subsidiaries have already endeavoured to give all the documents to the Provisional Liquidators, the Provisional Liquidators have still found the discovery to be unsatisfactory. Consequently, they have threatened to take further action against the Company and its subsidiaries for the outstanding documents that the Company could not locate or found missing. The Provisional Liquidators have reserved all their rights in relation to the application, including the right to apply to the Court to seek further relief. If the Provisional Liquidators do make further application to the Court, the company envisages that additional legal costs will be incurred by the Company in relation to any application which may be made.

35. LITIGATION

Save as disclosed above, neither the Company nor any of its subsidiaries was involved in any litigation or claim of material importance and there was no litigation or claim of material importance known to the Directors to be pending or threatened against the Company or any of its subsidiaries.

36. COMPARATIVE FIGURES

Certain comparative figures have been reclassified in order to confirm with the current year's accounts presentation.

37. APPROVAL OF FINANCIAL STATEMENTS

These financial statements were authorized for issue by the Company's Board of Directors on 26 March 2008.

34. 或然債務 (續)

(ii) 依第221條法令之進一步行動

儘管本公司及相關附屬公司已盡最大努力向臨時清盤人提供所有文件，臨時清盤人對相關結果仍不滿意，並威脅將就本公司未能尋獲或發現遺漏而未提供文件對本公司及本公司之附屬公司採取進一步行動。臨時清盤人保留申請之所有相關權力，包括向法院申請尋求進一步調解。倘臨時清盤人向法院提出進一步申請，本公司將因此產生額外訟費。

35. 訴訟

除上述披露者外，本公司或其任何附屬公司概無涉及任何重大訴訟或索賠，且就董事所知本公司或其任何附屬公司亦無任何未決或蒙受威脅之重大訴訟或索賠。

36. 比較數字

若干比較數字已重新分類，以符合本年度之賬目呈報方式。

37. 財務報表之批准

該等財務報表已於二零零八年三月二十六日獲本公司董事會授權刊發。



ACR 亞洲資產（控股）有限公司
ASIAN CAPITAL RESOURCES (HOLDINGS) LIMITED