

ANNUAL REPORT 2008
年報



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

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號: 8173

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the Internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.

香港聯合交易所有限公司（「聯交所」）創業板市場（「創業板」）之特點

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

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

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



Contents

目錄

Corporate Information	公司資料	3
Chairman's Statement	主席報告	5
Management Discussion and Analysis	管理層討論及分析	7
Corporate Governance Report	企業管治報告	12
Biographies of Directors	董事履歷	22
Directors' Report	董事會報告	28
Independent Auditors' Report	獨立核數師報告	35
Consolidated Income Statement	綜合收益表	37
Consolidated Balance Sheet	綜合資產負債表	38
Balance Sheet	資產負債表	40
Consolidated Statement of Changes in Equity	綜合權益變動表	41
Consolidated Cash Flow Statement	綜合現金流量表	42
Notes to the Financial Statements	財務報表附註	44
Financial Summary	財務摘要	131
Notice of Annual General Meeting	股東週年大會通告	132



Corporate Information 公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Chin Wai Keung, Richard (*Chairman*)
Mr. So Wing Lok, Jonathan
Ms. Wong Hoi Yan, Audrey
Mr. Kwong Wai Ho, Richard
Mr. Wong Chung Yu, Denny

Non Executive Directors

Mr. Yiu Mark Teh-min

Independent Non-executive Directors

Mr. Chow Shiu Ki
Mr. Shum Man Ching
Mr. Lai Kai Jin, Michael
Mr. Ng Yat Cheung, *JP*

COMPANY SECRETARY

QUALIFIED ACCOUNTANT

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

AUTHORISED REPRESENTATIVES

For the purpose of the GEM Listing Rules

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

COMPLIANCE OFFICER

Mr. Chin Wai Keung, Richard

REGISTERED OFFICE

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

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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

董事會

執行董事

錢偉強先生 (*主席*)
蘇永樂先生
黃凱欣小姐
鄭偉豪先生
王鬃瑜先生

非執行董事

Yin Mark Teh-min 先生

獨立非執行董事

周肇基先生
岑文禎先生
Lai Kai Jin, Michael 先生
吳日章先生 · *太平紳士*

公司秘書

認可會計師

黃凱欣小姐 *CPA, AICPA, HKICPA*

法定代表

就創業板上市規則而言

錢偉強先生
黃凱欣小姐

監察主任

錢偉強先生

註冊辦事處

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

香港總辦事處及主要 營業地點

香港
九龍
觀塘
鴻圖道26號
威登中心7樓706室至708室



Corporate Information

公司資料

SHARE REGISTRAR AND TRANSFER

OFFICE IN HONG KONG

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

AUDITORS

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

STOCK CODE

8173

COMPANY WEBSITE

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

香港股份過戶

登記處

卓佳登捷時有限公司
香港
灣仔
皇后大道東28號
金鐘匯中心
26樓

核數師

陳葉馮會計師事務所有限公司
香港
銅鑼灣
希慎道10號
新寧大廈20樓

股份代號

8173

公司網址

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



Chairman's Statement

主席報告

On behalf of the Board of Directors (the "Board") of Intelli-Media Group Holdings Limited ("Intelli-Media" or the "Company") and its subsidiaries (collectively as the "Group"), I am grateful to announce the Group's annual results for the year ended 31 March 2008.

Intelli-Media mainly engages in the distribution of video entertainment to various countries and provides license entertainment programs to TV platforms. The Group also earns license income for its well known animated characters such as Pleasant Goat and Big Big Wolf which was broadcasted in over twenty provinces in China. During the year, the Group has acquired the copyrights of 150 episodes of the Pleasant Goat and Big Big Wolf film library.

In view of the poor sentiment of the locally produced film and ongoing unresolved piracy problem in the Asia region. The Group started to develop animation business in the last financial year which targeted the kids and consumer markets in China. With a selection of premium animated characters marketed in the region, the Group's net loss was improved to approximately HKD48.6 million for the year ended 31 March 2008 as compared to a net loss of approximately HKD70.2 million for same period in 2007. Loss per share was HKD6.92 cents for the year ended 31 March 2008 as compared to loss per share of HKD16.62 cents for same period in 2007.

The change of consumer taste to overseas blockbusters production and piracy issue in the region has led to shrink of the industry. Revenue contributed by the animated business was only started to emerge and to grow from last year at a low base and to accelerate in the future. Turnover of the Group was down by 44.4% which mainly attributes to the diminishing DVD distribution business for locally produced film. Gross profits margin ratio of the Group increased mainly due to the change of sales mix of video from locally produced film to overseas blockbuster produced film. Thanks for the support of a number of fund-raising activities during the year, the Group is able to further explore and expand our animated business, to source premium animated characters, to build our brand and explore other new business initiatives.

本人謹代表智庫媒體集團(控股)有限公司(「智庫媒體」或「本公司」)及其附屬公司(統稱「本集團」)董事會(「董事會」)，欣然提呈本集團截至二零零八年三月三十一日止年度的年度業績。

智庫媒體現時主要向不同國家發行影像娛樂，並向電視平台提供獲受版權之娛樂節目。本公司為其知名動畫角色，例如於中國超過20個省播放之《喜羊羊與灰太狼》提供版權收入。本集團進行了連串集資活動，為本集團帶來更多商機。年內，本集團收購150集《喜羊羊與灰太狼》影片庫之版權。

亞洲地區之盜版問題未見解決，本地製作影片受此困擾，導致市道不振。本集團於上個財政年度開始發展其動畫業務，以中國兒童及消費者市場為目標。由於集團細選優質動畫角色在市場上推廣，使本集團於截至二零零八年三月三十一日止年度之淨虧損改善至約48,600,000港元，二零零七年同期之淨虧損則約為70,200,000港元。截至二零零八年三月三十一日止年度之每股虧損為6.91港仙，而二零零七年同期之每股虧損則約為16.62港仙。

消費者喜好轉為外國製作的賣座影片，加上區內盜版猖獗，使業界景氣低迷。來自動畫業務之收益僅開始產生，並由去年以較低基準增長，可望日後加快。本集團之營業額下跌44.4%，主要由於本地製作影片的DVD發行業務不振。本集團之毛利率上升，主要由於改變錄像產品之銷售組合，由本地製作影片改為海外賣座影片所致。有賴於年內進行多宗集資活動，讓本集團得以進一步探索及擴充其動畫業務，搜尋優秀動畫角色，從而建立品牌，同時發掘採礦業務等其他新商機。



Chairman's Statement

主席報告

The Board strives to bring the best interests to the shareholders of the Company. To achieve this, the Board will:

1. Increase the number of premium animated characters;
2. To increase the footprint of our licences in China & overseas;
3. To explore merchandising opportunities;
4. To build our brand image;
5. To source new income stream;
6. To diversify our business strategies.

Finally, we hereby take this opportunity to express our gratitude for the continuous support from the shareholders of the Company.

CHIN Wai Keung, Richard

Chairman

Hong Kong, 25 June 2008

本公司董事會矢志為本公司股東尋求最大利益。為實現目標，董事會將會：

1. 增加優秀動畫角色數目；
2. 增加公司品牌之中國及海外據點；
3. 尋找推銷商機；
4. 建立品牌形象；
5. 發掘新收入來源；及
6. 分散業務策略。

最後，謹此感謝本公司股東之不斷支持。

主席

錢偉強

香港，二零零八年六月二十五日



Management Discussion and Analysis

管理層討論及分析

TURNOVER AND NET LOSS

For the year ended 31 March 2008, turnover was approximately HK\$33,157,000 (2007: HK\$59,671,000), down by 44.4% as compared to the same period in 2007. Sales of goods for the year ended 2008 was approximately HK\$27,446,000 (2007: HK\$43,167,000), representing a decrease of approximately 36.4% over the corresponding period of last year due to drop of unit price and volume. Sales of goods accounts for 82.8% of the turnover of the Group. Sublicensing income for the year ended was approximately HK\$2,141,000 (2007: HK\$10,699,000), representing an approximate 80.0% decrease when compared to that of the same period in 2007. Film exhibition and distribution income for the year ended was HK\$3,570,000 (2007: HK\$5,805,000), representing a decrease of 38.5% over the corresponding period of last year due to change of consumer's tastes. Gross margin ratio was improved due to the change of sales mix of video from locally produced film to overseas blockbuster produced film. Loss for the year amounted to approximately HK\$48,642,000 (2007: Loss HK\$70,233,000), representing a decrease compared with that of last year mainly due to a reduction of impairment loss on assets.

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 March 2008, the Group's current ratio was approximately 1.68, representing an increase of approximately 99% when compared to that of the previous financial year. Gearing ratio, calculated based on non-current liabilities of approximately HK\$6,898,000 (2007: HK\$10,917,000) and shareholders' surplus of approximately HK\$31,407,000 (2007: shareholders' deficit HK\$985,000). The increase in current ratio was largely due to a balance of bank and cash of HK\$51,746,000 as at 31 March 2008 as compared to the same year in 2007 was HK\$2,340,000.

EMPLOYEES AND REMUNERATION POLICIES

As at 31 March 2008, the Group employed 25 staff in total (2007: 63). The Directors believe that the professionalism, experience and quality of staff bring initiative and sustainability to the Group. The remuneration of the staff are based on experience and work performance. The staff are rewarded with bonus, medical benefits and share options to certain staff according to performance.

營業額及虧損淨額

本集團截至二零零八年三月三十一日止年度之營業額約為33,157,000港元(二零零七年: 59,671,000港元),較二零零七年同期下跌約44.4%。截至該日止年度貨品銷售額約為27,446,000港元(二零零七年: 43,167,000港元),較上一年同期下跌約36.4%,此乃由於單價及額量下跌所致。本集團營業額中,有82.8%來自銷售貨品。截至二零零八年三月三十一日止年度分授版權之收入約為2,141,000港元(二零零七年: 10,699,000港元),較二零零七年同期減少約80.0%。截至該日止年度之影片上映及發行收入為3,570,000港元(二零零七年: 5,805,000港元),較去年同期下降38.5%,此乃由於顧客喜好轉變所致。毛利率有所改善,乃因為改變錄像產品之銷售組合,由本地製作影片改為海外賣座影片。本年度虧損約為48,642,000港元(二零零七年: 虧損70,233,000港元),較上年有所減少,此主要因資產減值虧損減少所致。

流動資金及財務資源

本集團於二零零八年三月三十一日之流動比率約為1.68,較上一個財政年度上升約99%。資產負債比率乃根據非流動負債約6,898,000港元(二零零七年: 10,917,000港元)及股東盈餘約31,407,000港元(二零零七年: 股東虧絀985,000港元)計算。流動比率上升主要源於二零零八年三月三十一日之銀行結餘及現金51,746,000港元,二零零七年則為2,340,000港元。

僱員及薪酬政策

於二零零八年三月三十一日,本集團共聘有25人(二零零七年: 63人)。董事視員工之專業精神、經驗及素質為集團開始及持續發展之本。員工乃按照經驗及工作表現給薪,員工亦獲發出花紅及醫療福利,另亦根據表現向個別員工發出購股權。



Management Discussion and Analysis

管理層討論及分析

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

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

SIGNIFICANT INVESTMENTS AND ACQUISITIONS

During the year under review, the Group acquired the copyrights of 150 episodes of Pleasant Goat and Big Big Wolf at a consideration of approximately HK\$15,000,000.

BORROWING FACILITIES

As at 31 March 2008, the Group had outstanding borrowings of approximately HK\$10,765,000, comprising bank and other borrowings of approximately HK\$8,182,000, bank overdrafts of approximately HK\$1,904,000 and obligations under finance leases of approximately HK\$679,000.

As at 31 March 2008, the Group had borrowings and banking facilities to the extent of approximately HK\$27,982,000 for which the following collateral and security are provided by related parties:

- a. Properties owned by a subsidiary's director; and
- b. Properties owned by Players Pictures Company Limited, Metropolis Communications Limited, Brilliant Business Limited and Sunny Fancy Limited in which the subsidiary's directors have beneficial interest.

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

本公司有關執行董事酬金之政策如下：

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

重大投資及收購

於回顧年度，本集團以代價約15,000,000港元收購150集《喜羊羊與灰太狼》之版權。

信貸

於二零零八年三月三十一日，本集團有未償還借款約10,765,000港元，包括有銀行及其他借貸約8,182,000港元、銀行透支約1,904,000港元及融資租約承擔約679,000港元。

於二零零八年三月三十一日，本集團之借款及銀行信貸約27,982,000港元，有關從屬抵押品及抵押品由下列關連人士提供：

- a. 附屬公司一名董事所擁有之物業；及
- b. 附屬公司董事持有實益權益的Players Pictures Company Limited、Metropolis Communications Limited、Brilliant Business Limited及Sunny Fancy Limited擁有之物業。

除上文所披露者外，尚有其他資產抵押載於以下之「資產抵押」一節。



Management Discussion and Analysis

管理層討論及分析

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

As at 31 March 2008, the Group had aggregated composite banking facilities of approximately HK\$27,982,000, of which HK\$10,086,000 had been utilized.

As at 31 March 2008, the Group's bank borrowings of approximately HK\$7,698,000 are repayable on demand or within one year.

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

PLEDGE OF ASSETS

At 31 March 2008, the Group pledged time deposits of approximately HK\$2,155,000 (2007: HK\$5,136,000) and a film right with a carrying value of HK\$769,000 (2007: HK\$2,219,000) to banks to secure bank facilities granted to the Group.

FOREIGN CURRENCIES

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

INDUSTRY REVIEW

The downward trends in the film industry in Hong Kong has caused serious attention to industry practitioners and governments to curb the problem of the theft of intellectual property. Despite numerous efforts were made, the preference to cheaper products catalyst the shrink of the DVD distribution market. The preference towards big-budget blockbusters seize the opportunities of small local film producer, which drives the Company to diversify of business strategies.

本集團營運所需的資金一般以內部資金及由香港之往來銀行通過銀行信貸來提供。

於二零零八年三月三十一日，本集團有合共約27,982,000港元之綜合銀行信貸，其中10,086,000港元已被動用。

於二零零八年三月三十一日，本集團有約7,698,000港元之銀行借款，該借款須按通知即時或於一年內償還。

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

資產抵押

於二零零八年三月三十一日，本集團已抵押約2,155,000港元(二零零七年：5,136,000港元)之定期存款及賬面值為769,000港元(二零零七年：2,219,000港元)之影片版權，以取得本集團獲授之銀行信貸。

外幣

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

行業回顧

香港電影業走下坡，已引起業界人士及政府對盜取知識產權問題之深切關注。縱使已出台多項利好措施，惟較低價之產品卻加速DVD發行市場之低落。市場對高成本賣座影片趨之若鶩，壓縮小型本地影片之生存空間，亦導致本公司分散其業務策略。

Management Discussion and Analysis

管理層討論及分析

OPERATIONAL REVIEW

Intelli-Media mainly engages in the distribution of video entertainment to various countries and provides license entertainment programs to TV platforms. The Group also earns license income for its well known animated characters such as the Pleasant Goat and Big Big Wolf which was broadcasted in over twenty provinces in China. During the year, the Group acquired the copyrights of 150 episodes of the Pleasant Goat and Big Big Wolf film library.

In view of the poor sentiment of the locally produced film and ongoing unresolved piracy problem in the Asia region. The Group started to develop animation business in the last financial year which targeted the kids and consumer markets in China. With a selection of premium animated characters marketed in the region, the Group's net loss was improved to approximately HK\$48.6 million for the year ended 31 March 2008 as compared to a net loss of approximately HK\$70.2 million for same period in 2007. Loss per share was HK\$6.91 cents for the year ended 31 March 2008 as compared to loss per share of HK\$16.62 cents for same period in 2007.

The change of consumer taste to overseas blockbusters production and piracy issue in the region has led to shrink of the industry. Revenue contributed by the animated business was only started to emerge and to grow from last year at a low base and to accelerate in the future. Turnover of the Group was down by 44.4% which mainly attributes to the diminishing DVD distribution business for locally produced film. Gross profits margin ratio of the Group increased mainly due to the change of sales mix of video from locally produced film to overseas blockbuster produced film. Thanks for the support of a number of fund-raising activities during the year, the Group is able to further explore and expand our animated business, to source premium animated characters, to build our brand and explore other new business initiatives such as mining business.

營運回顧

智庫媒體現時主要向不同國家發行影像娛樂，並向電視平台提供獲受版權之娛樂節目。本公司為其知名動畫角色，例如於中國超過20個省播放之《喜羊羊與灰太狼》提供版權收入。本集團進行了連串集資活動，為本集團帶來更多商機。年內，本集團收購150集《喜羊羊與灰太狼》影片庫之版權。

亞洲地區之盜版問題未見解決，本地製作影片受此困擾，導致市道不振。本集團於上個財政年度開始發展其動畫業務，以中國兒童及消費者市場為目標。由於集團細選優質動畫角色在市場上推廣，使本集團於截至二零零八年三月三十一日止年度之淨虧損改善至約48,600,000港元，二零零七年同期之淨虧損則約為70,200,000港元。截至二零零八年三月三十一日止年度之每股虧損為6.91港仙，而二零零七年同期之每股虧損則約為16.62港仙。

消費者喜好轉為外國製作的賣座影片，加上區內盜版猖獗，使業界景氣低迷。來自動畫業務之收益僅開始產生，並由去年以較低基準增長，可望日後加快。本集團之營業額下跌44.4%，主要由於本地製作影片的DVD發行業務不振。本集團之毛利率上升，主要由於改變錄像產品之銷售組合，由本地製作影片改為海外賣座影片所致。有賴於年內進行多宗集資活動，讓本集團得以進一步探索及擴充其動畫業務，搜尋優秀動畫角色，從而建立品牌，同時發掘採礦業務等其他新商機。



Management Discussion and Analysis

管理層討論及分析

FUTURE PROSPECTS

Intelli-Media's future is closely linked with mainland China's economic growth. With a huge population of kids in China, the Group has vast growth potential. The Group will work closely with its strategic partners to develop its animation business in China. The Group will direct its effort to sign more licensing agreements so as to build a long-term revenue source. The Group will look for merchandizing opportunities so as to develop a strong sales network in China. Working with our partners, we will continue to leverage on our brands to open a new revenue stream from licensing media for mobile and Internet. Finally, with strong support from shareholders, we have strong cash position to pursue any business opportunities that maximize return to the Company including our proposed mining business in the future.

Licensing

The Board will continue to promote its licensing and merchandising business. The Board has directed greater efforts to sign licensing agreements to build a long-term revenue source.

Media for Mobile and Internet

With our partners, we will continue to leverage our brands to open a new revenue stream from licensing media for mobile and Internet.

New Business Initiatives

With a high cash per share position, the Board will actively pursue any business opportunities to maximize wealth of the shareholders of the Company including the proposed mining business.

未來前景

智庫媒體之未來發展繫於中國內地之持續經濟增長。鑑於中國兒童人口龐大，本集團具備龐大潛力。本集團正與策略夥伴合作，於中國開發其動畫市場。本集團將努力簽訂更多版權協議，以建立長線收益來源。本集團將尋求宣傳機會，以於中國開發其強大銷售網絡。憑著本公司之品牌，本公司將繼續與合作夥伴在授出流動及互聯網媒體版權方面開創一項新收益來源。最後，憑著股東之強力支持，本公司具備高現金水平，以爭取任何商機(包括本公司建議中之採礦業務)，在日後盡量加大本公司股東之回報。

授出版權

本集團將努力簽訂更多版權協議，以建立長線收益來源。本集團將尋求宣傳機會，以於中國開發其強大銷售網絡。

流動及互聯網媒體

憑著本公司之品牌，本公司將繼續與合作夥伴在授出流動及互聯網媒體版權方面開創一項新收益來源。

新業務舉措

最後，憑著股東之強力支持，本公司具備高現金水平，以爭取任何商機(包括本公司建議中之採礦業務)，在日後盡量加大本公司股東之回報。

Corporate Governance Report 企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Company recognises that establishment and implementation of good corporate governance standards helps the Group to achieve its corporate objectives and fulfill the expectation of shareholders effectively. The Board of Directors (the "Board") of the Company, has applied the principles and complied with the requirements of the Code on Corporate Governance Practices (the "CG Code") of the Rules Governing the Listing of Securities (the "GEM Listing Rules") on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") throughout the year ended 31 March 2008, except for certain minor deviations in respect of rotation of Directors and the roles of chairman and chief executive officer of the Company being performed by the same individual. The current practices will be reviewed regularly so as to follow the latest practices in corporate governance.

DIRECTORS' SECURITIES TRANSACTIONS

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

BOARD OF DIRECTORS

The Board of the Company comprises the following members:

Executive Directors

Mr. Chin Wai Keung, Richard (*Chairman*)

Mr. So Wing Lok, Jonathan

Mr. Lo Wing Keung

(resigned on 15 February 2008)

Mr. Fung Yu Hing, Allan

(resigned on 20 July 2007)

Mr. Fung Yee Sang

(resigned on 20 July 2007)

Mr. Chow Alvin Chiyiu

(resigned on 12 March 2008)

Mr. Ling Macadam

(resigned on 20 July 2007)

Ms. Wong Hoi Yan, Audrey

(appointed on 10 August 2007)

Mr. Kwong Wai Ho, Richard

(appointed on 18 February 2008)

Mr. Wong Chung Yu, Denny

(appointed on 20 May 2008)

企業管治常規

本公司認同，建立及落實良好企業管治準則，對有效達到其企業宗旨及迎合股東之期望很有幫助。本公司董事會（「董事會」）於截至二零零八年三月三十一日止整個年度已引用香港聯合交易所有限公司（「聯交所」）創業板證券上市規則（「創業板上市規則」）中之企業管治常規守則（「企業管治常規守則」）之原則並遵守其規定，惟若干有關董事輪替及本公司主席與行政總裁職務由同一人擔任的輕微偏離除外。現行常規將定期檢討及更新，以跟從企業管治之最新常規。

董事進行之證券交易

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

董事會

本公司董事會由下列成員組成：

執行董事

錢偉強先生（主席）

蘇永樂先生

盧永強先生

（於二零零八年二月十五日辭任）

馮懿卿先生

（於二零零七年七月二十日辭任）

馮懿生先生

（於二零零七年七月二十日辭任）

周之耀先生

（於二零零八年三月十二日辭任）

林雄斌先生

（於二零零七年七月二十日辭任）

黃凱欣小姐

（於二零零七年八月十日獲委任）

鄭偉豪先生

（於二零零八年二月十八日獲委任）

王鬚瑜先生

（於二零零八年五月二十日獲委任）



Corporate Governance Report 企業管治報告

Non-Executive Directors

Mr. Yin Mark Teh-min
(appointed on 20 May 2008)

Independent Non-executive Directors

Mr. Chow Shiu Ki
Mr. Hung Tik
(resigned on 21 December 2007)
Mr. Shum Man Ching
Mr. Lai Kai Jin, Michael
(appointed on 18 February 2008)
Mr. Ng Yat Cheung, JP
(appointed on 13 May 2008)

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

The Directors do not have any relationship (including financial, business, family or other material/relevant relationship(s)) with each other (except for the Chairman and the chief executive officer both being Mr. Chin Wai Keung, Richard).

非執行董事

Yin Mark Teh-min先生
(於二零零八年五月二十日獲委任)

獨立非執行董事

周肇基先生
洪迪先生
(於二零零七年十二月二十一日辭任)
岑文禎先生
Lai Kai Jin, Michael先生
(於二零零八年二月十八日獲委任)
吳日章先生，太平紳士
(於二零零八年五月十三日獲委任)

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

除錢偉強先生兼任主席及行政總裁外，各董事之間並無任何關係(包括財政、業務、家庭或其他重大/相關關係)。

Corporate Governance Report

企業管治報告

Pursuant to Article 116 of the articles of association of the Company, Mr. Chin Wai Keung, Richard, Mr. So Wing Lok, Jonathan, Mr. Chow Shiu Ki and Mr. Shum Man Ching shall retire by rotation at the forthcoming annual general meeting of the Company (the "Annual General Meeting") and being eligible, will offer themselves for re-election at the Annual General Meeting. Pursuant to Article 99 of the articles of association of the Company applicable at the relevant time of appointment, Miss Wong Hoi Yan, Audrey, Mr. Lai Kai Jin, Michael, Mr. Kwong Wai Ho, Richard, Mr. Ng Yat Cheung, JP, Mr. Wong Chung Yu, Denny and Mr. Yin Mark Teh-min, shall retire at the Annual General Meeting, and being eligible, will offer themselves for re-election at the Annual General Meeting, except Ms. Wong Hoi Yan, Audrey has confirmed that she will not offer herself for re-election at such forthcoming annual general meeting of the Company.

The Board meets regularly to discuss the Company's affairs and operations. During the financial year ended 31 March 2008, the Board held 4 regular Board meetings (within the meaning of the CG code) at approximately quarterly interval and 37 Board meetings which were convened when board-level decisions on particular matters were required. The attendance record of each member of the Board is set out below:

Executive Directors

Mr. Chin Wai Keung, Richard (<i>Chairman</i>)	41/41
Mr. So Wing Lok, Jonathan	26/41
Mr. Lo Wing Keung (resigned on 15 February 2008)	7/29
Mr. Fung Yu Hing, Allan (resigned on 20 July 2007)	2/13
Mr. Fung Yee Sang (resigned on 20 July 2007)	2/13
Mr. Chow Alvin Chiyiu (resigned on 12 March 2008)	18/41
Mr. Ling Macadam (resigned on 20 July 2007)	9/13
Ms. Wong Hoi Yan, Audrey (appointed on 10 August 2007)	24/27
Mr. Kwong Wai Ho, Richard (appointed on 18 February 2008)	1/12
Mr. Wong Chung Yu, Denny (appointed on 20 May 2008)	0/0

根據本公司組織章程細則第116條，錢偉強先生、蘇永樂先生、周肇基先生及岑文禎先生將於本公司下次股東週年大會（「股東週年大會」）上輪席退任，並符合資格且願意於該次股東週年大會競選連任。根據獲委任當時適用之本公司組織章程細則第99條，黃凱欣小姐、Lai Kai Jin, Michael先生、鄭偉豪先生、吳日章先生、太平紳士、王鬃瑜先生及Yin Mark Teh-min先生將於該次股東週年大會上退任，並符合資格且願意於該次股東週年大會上膺選連任，惟黃凱欣小姐確認彼不會該次股東週年大會上膺選連任。

董事會定期舉行會議，商討本公司之事務及運作。於截至二零零八年三月三十一日止財政年度，董事會曾舉行四次董事會定期會議（定義見企業管治常規守則），約為每季舉行一次，並已舉行三十七次董事會會議，以便就特定事宜作出董事會之決定。董事會各成員之出席紀錄如下：

執行董事

錢偉強先生 (<i>主席</i>)	41/41
蘇永樂先生	26/41
盧永強先生 (於二零零八年二月十五日辭任)	7/29
馮懿卿先生 (於二零零七年七月二十日辭任)	2/13
馮懿生先生 (於二零零七年七月二十日辭任)	2/13
周之耀先生 (於二零零八年三月十二日辭任)	18/41
林雄斌先生 (於二零零七年七月二十日辭任)	9/13
黃凱欣小姐 (於二零零七年八月十日獲委任)	24/27
鄭偉豪先生 (於二零零八年二月十八日獲委任)	1/12
王鬃瑜先生 (於二零零八年五月二十日獲委任)	0/0



Corporate Governance Report 企業管治報告

Non-Executive Directors

Mr. Yin Mark Teh-min
(appointed on 20 May 2008) 0/0

Independent Non-executive Directors

Mr. Chow Shiu Ki 4/41
Mr. Hung Tik 19/25
(resigned on 21 December 2007)
Mr. Shum Man Ching 4/35
Mr. Lam Wai Leung 0/7
Mr. Lai Kai Jin, Michael 0/12
(appointed on 18 February 2008)
Mr. Ng Yat Cheung, JP 0/0
(appointed on 13 May 2008)

Mr. So Wing Lok Jonathan, Mr. Chow Alvin Chiyiu and Mr. Ling Macadam are respectively the president and director, the business analyst and the production director of Jijiang Company Limited, which is specialised on toys and garments.

Each of the current non-executive Directors (all being independent non-executive Directors except for Mr. Yin Mark Teh-min being a non-executive Director) has entered into a service contract with the Company with a fixed term of office of 1 year. Mr. Chow Shiu Ki has entered into a service contract with the Company on 2 April 2007. While the others have entered into a service contract with the Company on the date of their appointment. (Mr. Shum Man Ching on 31 May 2007, Mr. Lai Kai Jin Michael on 18 February 2008, Mr. Ng Yat Cheung, JP on 13 May 2008 and Mr. Yin Mark Teh-min on 20 May 2008 respectively). Such service contracts will be automatically renewable for successive terms of one year unless terminated by either party by one month written notice to the other party and is subject to rotation and re-election provisions in the articles of association of the Company.

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

非執行董事

Yin Mark Teh-min先生
(於二零零八年五月二十日獲委任) 0/0

獨立非執行董事

周肇基先生 4/41
洪迪先生 19/25
(於二零零七年十二月二十一日辭任)
岑文禎先生 4/35
林惟良先生 0/7
Lai Kai Jin, Michael先生 0/12
(於二零零八年二月十八日獲委任)
吳日章先生，太平紳士 0/0
(於二零零八年五月十三日獲委任)

蘇永樂先生、周之耀先生及林雄斌先生分別為基江有限公司(其專營玩具及成衣業務)之總裁兼董事、業務分析員及製作部總監。

各現任非執行董事(除Yin Mark Teh-min先生為非執行董事外，全部均為獨立非執行董事)已與本公司訂立服務合約，任期固定為一年。周肇基先生於二零零七年四月二日與本公司訂立服務合約，至於其他各人均於彼等獲委任當日與本公司訂立服務合約(分別為岑文禎先生於二零零七年五月三十一日、Lai Kai Jin, Michael先生於二零零八年二月十八日、吳日章先生，太平紳士於二零零八年五月十三日，及Yin Mark Teh-min先生於二零零八年五月二十日)。該等服務合約會自動多次續期一年，除非任何一方另發出一個月書面通知予以終止，而有關董事亦須根據本公司之組織章程細則內條文輪值告退及膺選連任。

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

Corporate Governance Report 企業管治報告

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

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

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

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

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

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

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

NUMBER OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Rule 5.05(1) and Rule 5.28 of the Rules Governing the Listing of Securities on the GEM (the "GEM Listing Rules") require the Company to have a minimum of three independent non-executive directors. Upon the resignation of Mr. Hung Tik on 21 December 2007, the total number of independent non-executive directors of the Company fell below the minimum requirement under Rule 5.05(1) and 5.28 of the GEM Listing Rules. On 18 February 2008, within the period as stipulated under Rule 5.06 of the GEM Listing Rules, the Company appointed Mr. Lai Kai Jin, Michael as an independent non-executive director of the Company to fill the vacancy created by the resignation of Mr. Hung Tik. As such, the total number of the independent non-executive directors of the Company meets the requirement under Rule 5.05(1) and Rule 5.28 of the GEM Listing Rules with effect from 18 February 2008.

主席及行政總裁

根據企業管治常規守則條文A.2.1，主席及行政總裁之職能須予區分。

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

上述偏離企業管治常規守則之事項已經由董事會討論及批准，原因如下：

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

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

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

獨立非執行董事數目

創業板證券上市規則（「創業板上市規則」）第5.05(1)條及第5.28條規定，本公司必須至少有三名獨立非執行董事。由於洪迪先生於二零零七年十二月二十一日辭任，因此，本公司獨立非執行董事總數降至少於創業板上市規則第5.05(1)條及第5.28條之下限規定。於二零零八年二月十八日，在創業板上市規則第5.06條所規定之限期內，本公司委任Lai Kai Jin, Michael先生為本公司之獨立非執行董事，填補洪迪先生辭任所產生之空缺。自此，本公司獨立非執行董事總數由二零零八年二月十八日起符合創業板上市規則第5.05(1)條及第5.28條之規定。



Corporate Governance Report 企業管治報告

ROTATION OF DIRECTORS

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

REMUNERATION OF DIRECTORS

The remuneration committee of the Company (the "Remuneration Committee") was established in March 2006 and currently consists of five members of which one is Chairman, namely Mr. Chin Wai Keung, one is non-executive Director namely, Mr. Yin Mark Teh-min and three independent non-executive Directors, namely, Mr. Chow Shiu Ki, Mr. Shum Man Ching and Mr. Ng Yat Cheung, JP. Mr. Chow Shiu Ki is the chairman of the Remuneration Committee.

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

董事輪值告退

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

董事酬金

本公司薪酬委員會(「薪酬委員會」)於二零零六年三月成立，現時有五名成員，計為一名主席錢偉強先生及一名非執行董事Yin Mark Teh-Min先生及三名獨立非執行董事周肇基先生、岑文禎先生及吳日章先生，太平紳士。周肇基先生為薪酬委員會主席。

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

Corporate Governance Report 企業管治報告

The Remuneration Committee held one meeting during the financial year ended 31 March 2008. Details of the attendance are as follows:

薪酬委員會於截至二零零八年三月三十一日止財政年度舉行一次會議，會議出席詳情如下：

	Number of attendance		出席次數
Mr. Chow Shiu Ki	1/1	周肇基先生	1/1
Mr. Shum Man Ching	1/1	岑文禎先生	1/1
Mr. Hung Tik (resigned on 21 December 2007)	1/1	洪迪先生 (於二零零七年十二月二十一日辭任)	1/1
Mr. Chiu Wai Keung, Richard (appointed on 18 February 2008)	0/0	錢偉強先生 (於二零零八年二月十八日獲委任)	0/0
Mr. Ng Yat Cheung, JP (appointed on 13 May 2008)	0/0	吳日章先生，太平紳士 (於二零零八年五月十三日獲委任)	0/0
Mr. Yin Mark Teh-min (appointed on 20 May 2008)	0/0	Yin Mak Teh-min先生 (於二零零八年五月二十日獲委任)	0/0

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

於上述會議，薪酬委員會審閱董事之酬金組合，並認為酬金組合符合市場標準。

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

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

For the financial year ended 31 March 2008, the remuneration of Directors and senior management or the Group was determined with reference to the performance and profitability of the Company as well as remuneration benchmarks from other local and international companies similar to the Company and the prevailing market conditions which is consistent with the principles applied in the past. Directors and employees also participate in bonus arrangements determined in accordance with the performance of the Group and the individual's performance.

截至二零零八年三月三十一日止財政年度本集團董事及高級管理人員之酬金乃參考本公司之表現及溢利水平，與本公司同類性質之本地及國際公司之酬金基準及當前市況，這與過往所用原則貫徹一致。董事及僱員亦可參與按本集團表現及個別人士之表現而釐定之花紅安排。

Details of Directors' emoluments for the financial year ended 31 March 2008 are set out in the note 9 to the financial statements.

董事於截至二零零八年三月三十一日止財政年度之酬金詳情載於財務報表附註9。



Corporate Governance Report 企業管治報告

NOMINATION OF DIRECTOR

No nomination committee was established by the Company.

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

During the financial year ended 31 March 2008, the Board has met 3 times in connection with the nomination and appointment of new Directors. Details of the attendance of the 3 Board meetings in relation to the nomination and appointment of new Directors are as follows:

	Number of attendance		出席次數
Mr. Chin Wai Keung, Richard (<i>Chairman</i>)	3/3	錢偉強先生(主席)	3/3
Mr. So Wing Lok, Jonathan	1/3	蘇永樂先生	1/3
Mr. Ling Macadam (resigned on 20 July 2007)	1/1	林雄斌先生 (於二零零七年七月二十日辭任)	1/1
Mr. Lo Wing Keung (resigned on 15 February 2008)	1/3	盧永強先生 (於二零零八年二月十五日辭任)	1/3
Mr. Fung Yu Hing, Allan (resigned on 20 July 2007)	1/1	馮懿卿先生 (於二零零七年七月二十日辭任)	1/1
Mr. Fung Yee Sang (resigned on 20 July 2007)	1/1	馮懿生先生 (於二零零七年七月二十日辭任)	1/1
Mr. Shum Man Ching (appointed on 31 May 2007)	1/2	岑文禎先生 (於二零零七年五月三十一日獲委任)	1/2
Mr. Hung Tik (resigned on 21 December 2007)	2/2	洪迪先生 (於二零零七年十二月二十一日辭任)	2/2

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

Pursuant to the aforementioned, 3 Board meetings in relation to the nomination and appointment of new Directors, the Board appointed Ms. Wong Hoi Yan, Audrey and Mr. Kwong Wai Ho, Richard as executive Directors and Mr. Shum Man Ching and Mr. Lai Kai Jin, Michael as independent non-executive Directors.

提名董事

本公司並無成立提名委員會。

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

於截至二零零八年三月三十一日止財政年度，董事會曾舉行三次會議以便處理新董事之提名及委任。有關提名新董事之三次董事會會議出席詳情如下：

除以上所述者外，並無其他董事出席上述涉及提名及委任新董事之會議。

根據上文所述，於有關提名及委任新董事之三次會議上，董事會委任黃凱欣小姐及鄭偉豪先生為執行董事，以及岑文禎先生及Lai Kai Jin, Michael先生為獨立非執行董事。

Corporate Governance Report 企業管治報告

AUDITOR'S REMUNERATION

For the year ended 31 March 2008, the total remuneration in respect of audit services provided by the auditors of the Company, CCIF CPA Limited, was HK\$650,000. Other non-audit services which are worth HK\$200,000 were provided by the auditors during the year.

AUDIT COMMITTEE

The audit committee of the Company (the "Audit Committee") currently comprises four members of which one is non-executive Director namely Mr. Yin Mark Teh-min and four independent non-executive Directors, namely, Mr. Chow Shiu Ki, Mr. Shum Man Ching, Mr. Lai Kai Jin, Michael and Mr. Ng Yat Cheung, JP. The chairman of the Audit Committee is Mr. Chow Shiu Ki. The written terms of reference of the Audit Committee sets out the duties of the Audit Committee which includes reviewing and supervising the financial reporting and internal controls procedures of the Group and to review and approve the Company's annual reports and accounts, interim report and quarterly reports to the Board. The Audit Committee held 4 meetings during the financial year ended 31 March 2008. Details of the attendance of the Audit Committee meetings are as follows:

	Number of attendance		出席次數
Mr. Chow Shiu Ki	4/4	周肇基先生	4/4
Mr. Hung Tik (resigned on 21 December 2007)	3/3	洪迪先生 (於二零零七年十二月三十一日獲委任)	3/3
Mr. Shum Man Ching (appointed on 31 May 2007)	2/3	岑文禎先生 (於二零零七年五月三十一日獲委任)	2/3
Mr. Lai Kai Jin, Michael (appointed on 18 February 2008)	0/0	Lai Kai Jin, Michael先生 (於二零零八年二月十八日獲委任)	0/0
Mr. Yin Mark Teh-min (appointed on 20 May 2008)	0/0	Yin Mark Teh-min先生 (於二零零八年五月二十日獲委任)	0/0

核數師酬金

於截至二零零八年三月三十一日止年度，本公司核數師陳葉馮會計師事務所有限公司所提供之審計服務之酬金為650,000港元。年內核數師亦提供價值200,000港元之其他非審計服務。

審核委員會

本公司審核委員會(「審核委員會」)現有五名成員，計為一名非執行董事Yin Mark Teh-min先生及四名獨立非執行董事周肇基先生、岑文禎先生、Lai Kai Jin, Michael先生及吳日章先生，太平紳士。審核委員會主席為周肇基先生。審核委員會之書面職權範圍載有審核委員會之主要職務，包括檢討及監督本集團之財務申報及內部監控程序，並審閱及批准本公司之年報及賬目、中期報告及季度報告。審核委員會於截至二零零八年三月三十一日止財政年度內曾舉行四次會議。審核委員會會議之出席詳情如下：



Corporate Governance Report 企業管治報告

The Audit Committee has reviewed the Group's unaudited quarterly and interim results and annual audited results for the financial year ended 31 March 2008 and also reviewed the system of internal control of the Group in accordance with provision C.2.1 of the CG Code. The Audit Committee was of the opinion that the preparation of such results complied with the applicable accounting standards and requirements and that adequate disclosures have been made and is of the view that the system of internal control of the Group is sufficient to safeguard the interests of the Group.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

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

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

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

REVIEW OF INTERNAL CONTROL SYSTEM

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

審核委員會已審閱本集團之未經審核季度及中期業績與截至二零零八年三月三十一日止年度之經審核年度財務業績，並已根據企業管治常規守則條文C.2.1檢討本集團之內部監控系統。審核委員會認為該等業績已根據適用會計準則及規定而編撰，並已作出充份披露，並且認為本集團之內部監控系統可充份保障本集團之利益。

董事及核數師各自之責任

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

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

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

檢討內部監控系統

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

Biographies of Directors

董事履歷

EXECUTIVE DIRECTORS

Mr. Chin Wai Keung, Richard, aged 59, an executive Director, has been the chairman of the Company since 22 January 2007. He is also member of remuneration committee and the director of Datewell Limited, CPE Program Distribution Limited and Intelli-Media (HK) Limited, all are subsidiaries of the Company. Mr. Chin has over 30 years of extensive management experience in trading, contracting and finance business and over 12 years of experience in the positions of managing director of multi-national corporations.

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

Mr. So Wing Lok, Jonathan, aged 42, an executive Director of the Company and the director of Datewell Limited, CPE Program Distribution Limited and Intelli-Media (HK) Limited, all are subsidiaries of the Company. Mr. So has accumulated over 20 years of experience in overseas and China business development and merchandizing business such as manufacturing quality toys and premium. Mr. So was the chairman of Yau Fat Toys (Shenzhen) Company Limited between 1988 – 2003. Currently, Mr. So is the president and the director of Jijiang Company Limited, Jijiang Textile Arts and Crafts Company Limited, USJHI Corporation, Glory Team Industrial Limited and Global Source Merchandising Pte Limited, all of which are private companies. Since 2006, Mr. So also worked for Intelli-Media (HK) Limited a subsidiary of the Company.

執行董事

錢偉強先生，59歲，為執行董事，自二零零七年一月二十二日起出任本公司主席。彼亦為薪酬委員會成員及為本公司附屬公司Datewell Limited、CPE Program Distribution Limited及智庫媒體(香港)有限公司之董事。錢先生於貿易、承包及融資業務方面擁有逾30年之豐富管理經驗，並於擔任跨國企業董事總經理職務方面擁有逾12年經驗。

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

蘇永樂先生，42歲，為本公司執行董事及為本公司附屬公司Datewell Limited、CPE Program Distribution Limited及智庫媒體(香港)有限公司之董事。蘇先生在海外與中國業務開發以及採購業務(如製造優質玩具及禮品)方面積逾20年經驗。蘇先生於一九八八年至二零零三年期間曾任友發玩具(深圳)有限公司之主席。蘇先生現為基江有限公司、上海基江紡織工藝品有限公司、USJHI Corporation、添耀實業有限公司及Global Source Merchandising Pte Limited之董事，所有公司均為私人公司。自二零零六年起，蘇先生加盟本公司附屬公司智庫媒體(香港)有限公司。



Biographies of Directors

董事履歷

Ms. Wong Hoi Yan, Audrey, aged 38, an executive Director of the Company and the chief financial officer, qualified accountant and company secretary of the Company. Prior to joining the Company, she was the financial controller and company secretary of each of China Mengniu Dairy Company Limited and China Zirconium Limited (formerly known as Asia Zirconium Limited), shares of which are listed on the Main Board of the Stock Exchange, the manager of equity capital markets of Kingsway SW Securities Company Limited and auditor of PricewaterhouseCoopers. Ms. Wong holds a master degree of corporate finance from the Hong Kong Polytechnic University. She is a member of the America Institute of Certified Public Accountants and the Hong Kong Institute of Certified Public Accountants.

Mr. Kwong Wai Ho Richard ("Mr. Kwong"), aged 45, an executive Director of the Company and the director of Black Sand Enterprises Limited, a subsidiary of the Company. Mr. Kwong is a seasoned finance professional with over 18 years of experience in the banking and finance industry. He was a financial consultant to Lanwa International (Group) Co. Ltd., a mid-sized Chinese property developer, for two years. Before that, he worked with Societe Generale Asia Limited for 9 years where he held the position of director of financial engineering. In that capacity, he served as financial advisor to a number of listed companies whose principal businesses cover a wide range of industries. He has also researched and developed a variety of tax driven structured products which create value-added benefits by arbitrating areas in existing tax, accounting and regulatory frameworks. In addition, Mr. Kwong has a wealth of experience in Asian debt capital markets. Prior to joining the Company, for the period 11 July 2007 to 4 October 2007, Mr. Kwong was an executive director of Tiger Tech Holdings Limited, a company whose shares are listed on the GEM (Stock Code: 8046).

黃凱欣小姐，38歲，為本公司執行董事及為本公司之財務總監、合資格會計師兼公司秘書。於加入本公司前，彼曾分別出任中國蒙牛乳業有限公司及中國鋳業有限公司(前稱亞洲鋳業有限公司)之財務總監及公司秘書，上述兩家公司之股份均於聯交所主板上市，亦曾任滙富證券有限公司之資本市場經理及羅兵咸永道會計師事務所之核數師。黃小姐持有香港理工大學之企業融資碩士學位。彼為美國會計師公會及香港會計師公會之會員。

鄺偉豪先生(「鄺先生」)，45歲，為執行董事及為本公司附屬公司Black Sand Enterprises Limited之董事。鄺先生為資深財務專家，於銀行及金融業擁有逾18年經驗。彼曾於中型中國物業發展商聯華國際(集團)有限公司擔任財務顧問一職達兩年。在此以前，彼任職法國興業亞洲有限公司長達9年，擔任金融工程董事一職。擔任該職位時，彼為多家主要業務遍及多個行業之上市公司之財務顧問。彼亦曾研發多種稅項帶動之結構性產品，透過鑽研現有之稅項、會計及規管框架，從而帶來增值優勢。此外，鄺先生於亞洲債務資本市場擁有豐富經驗。加入本公司前，鄺先生於二零零七年七月十一日至二零零七年十月十四日期間曾擔任老虎科技(控股)有限公司之執行董事，該公司之股份於創業板上市(股份代號：8046)。



Biographies of Directors

董事履歷

Mr. Wong Chung Yu Denny (“Mr. Wong”), aged 38, an executive Director. Mr. Wong holds a Bachelor of Science in Electrical Engineering at Rutgers University and a Master of Business Administration from New York University in the United States. Mr. Wong possesses more than 12 years of experience in the banking and financial industry and has a strong background in market investment development. He was previously a senior research analyst for China Construction Bank International Securities Company Limited covering the H-share market strategy and small/mid-cap sectors. Prior to that, Mr. Wong worked for the investment banking division of China Merchant Securities (HK) Limited and had participated in numerous transactions involving mergers and acquisitions, corporate restructuring, and business valuation. Before that, he was vice president and chief financial officer of Mandra Capital Company Limited, a private investment company specializing in PRC industrial and resources investments, and had participated in various transactions including privatization of a state owned enterprise, debt to equity conversion, as well as assessed numerous investment opportunities covering the healthcare, paper mills, mining, forestry, and property industries, among others. Prior to that, Mr. Wong had worked at Salomon Smith Barney and Citigroup in the United States and Hong Kong as vice president equity research analyst and was a member of the Institutional Investor second ranked equity quantitative research team. In addition, he holds offices as a director with a number of privately held companies that are principally engaged in investment and charitable activities.

王鬚瑜先生(「王先生」)，38歲，為本公司執行董事。王先生持有美國Rutgers University頒授之機電工程理學士學位及紐約大學頒授之工商管理碩士學位。王先生於銀行及金融業積逾12年經驗，於新興市場投資方面亦資歷深厚。彼曾出任建銀國際證券有限責任公司之高級研究分析師，研究範圍涵蓋H股市場策略及中小企行業。在此之前，王先生曾於招商證券(香港)有限公司投資銀行部任職，並曾參與多項涉及併購、企業重組及業務估值之交易。彼之前曾出任Mandra Capital Company Limited(為一家專注於中國實業及資源投資之私有投資公司)之副總裁兼財務總監，並曾參與包括國企私有化、債務股本互換等在內之多項交易，以及負責評估包括醫療保健、造紙、礦業、林業及地產行業等在內之不同投資機會。此之前，王先生曾在美國及香港任職所羅門美邦及花旗集團之副總裁股票研究分析師，並曾為美國機構投資者年度股票量化分析團隊獎第二名之團隊成員。此外，彼亦出任多家主要從事投資及慈善活動的私有公司之董事。



Biographies of Directors

董事履歷

NON-EXECUTIVE DIRECTOR

Mr. Yin Mark Teh-min (“Mr. Yin”), aged 38, a non-executive Director, member of each of the audit and remuneration committee of the Company. Mr. Yin has over 17 years of experience as an operational sales and marketing executive. Mr. Yin has held executive management and operational roles at both small and large multinational firms, particularly specializing in high-tech ventures. His experience in the United States and Asia includes business planning and managing large scale projects spanning multiple organizations. Since 2001, he has served as a vice president at Infinera Corporation (NASDAQ: INFN), a manufacturer of telecommunications equipment. He was the company’s initial vice president of marketing. In this position, Mr. Yin participated in business activities in relation to financings, key business decisions, product definition, pricing strategies, and engaging closely with all customers. Later, he served as a vice president in Asia Pacific sales and market development. Prior to joining Infinera, Mr. Yin served as a sales and marketing executive at Lightera Networks, a technology start-up that was subsequently acquired by Ciena Corporation (NASDAQ: CIEN) and Cisco Systems (through the acquisition of Stratacom). Mr. Yin earned a bachelor of science in electrical engineering at Rutgers University and a master of science in operations research at Stanford University.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chow Shiu Ki, aged 40, an independent non-executive Director and the chairman of each of the audit committee and remuneration committee of the Company. Mr. Chow holds a Diploma in Business Studies and is a fellow member of The Association of Chartered Certified Accountants and an associate member of The Hong Kong Institute of Certified Public Accountants. Mr. Chow has accumulated more than 18 years of experience in the auditing, accounting and corporate finance areas. Mr. Chow started his career by joining KPMG in 1987 and had accumulated about 4 years professional auditing experience. Since then, he had worked for various private companies and listed companies, including Shun Tak Holdings Limited (Stock code: 242) from 2002 to 2004 and Wo Kee Hong (Holdings) Limited (Stock code: 720) from 1995 to 1999 at senior financial management level.

非執行董事

YIN Mark Teh-min先生(「Yin先生」)，38歲，為本公司執行董事及為本公司審核委員會及薪酬委員會成員。Yin先生任職營銷及市務推廣主管，並已積逾17年相關經驗。Yin先生曾分別於小型企業及大型跨國公司負責行政管理及營運事宜，尤其精於高科技風險投資。彼在美國及亞洲累積了豐富經驗，包括商業規劃及管理多個機構合作之大型項目。彼自二零零一年起擔任Infinera Corporation (NASDAQ: INFN) 副總裁一職，Infinera Corporation為電訊設備生產商，彼為該公司之首席市務推廣副總裁，須參與有關財務、重大商業決定、產品規格及定價策略等事宜之業務活動，並負責與所有客戶保持緊密聯繫。彼及後出任亞太區銷售及市場發展副總裁。Yin先生加入Infinera之前，曾出任Lightera Networks之銷售及市務推廣主管，Lightera Networks為一家新進科技公司，其後被Ciena Corporation (NASDAQ: CIEN)及Cisco Systems (透過收購Stratacom)收購。Yin先生獲Rutgers University頒授機電工程理學士學位及獲史丹福大學頒授營運研究理學碩士學位。

獨立非執行董事

周肇基先生，40歲，為獨立非執行董事及為本公司審核委員會及薪酬委員會主席。周先生持有商科文憑，並為英國特許公認會計師公會之資深會員及香港會計師公會之會員。周先生在核數、會計及企業融資範疇累積逾18年經驗。周先生之個人事業始於一九八七年加入畢馬威會計師事務所，在該處積累約四年之專業核數經驗。彼其後先後於多家私人公司及上市公司工作，包括由二零零二年至二零零四年於信德集團有限公司(股份代號：242)及由一九九五年至一九九九年於和記行(集團)有限公司(股份代號：720)擔任高級財務管理職務。



Biographies of Directors

董事履歷

Mr. Shum Man Ching, aged 61, an independent non-executive Director, member of each of the audit and remuneration committee of the Company, has been in the legal profession for more than 20 years and is conversant with land law, conveyance and contract law. He graduated from the University of Hong Kong with a bachelor degree in Social Sciences. He has been practising as a solicitor in Hong Kong since 1980 and was also admitted as solicitor by each of the Supreme Court of England and Wales, the Supreme Court of Singapore and the Supreme Court of Australia. During the period from August 2003 to October 2004, he was the independent non-executive director of Dickson Group Holdings Limited which is a listed company on the Stock Exchange (Stock Code: 1313). He is currently the legal director of DTZ Debenham Tie Leung Limited.

Mr. Lai Kai Jin Michael ("Mr. Lai"), aged 38, an independent non-executive Director, member of each of the audit and remuneration committee of the Company. Mr. Lai graduated from the National University of Singapore with a LL.B (Hons) degree in 1994 and was called to the Singapore Bar the following year. He joined KhattarWong, one of the largest law firms in Singapore with over 100 professional staff and offices in Singapore, Shanghai, Hanoi and Ho Chih Minh. as a partner in 2007. Mr. Lai is also the Singapore editor of Forwarderlaw and a trainer/lecturer in shipping, air law and marine insurance for the Singapore Logistics Association's continuous training program. Mr. Lai's practice focuses on marine insurance, shipping and admiralty law and involves handling legal disputes arising out of international trade and transport. Mr. Lai handles a wide array of maritime cases including claims arising out of loss of or damage to cargo, charterparty disputes, bunkering contracts, ship sale and purchase agreements, shipboard personal injuries and accidents, ship construction and repair, freight forwarding and logistics. He also handles claims arising from the carriage of goods by road and by air. Mr. Lai has acted as counsel in numerous cases before the High Court and Court of Appeal of Singapore and in arbitrations. Mr. Lai is presently the chairman of the Advisory Body Legal Matters, FIATA and the Legal Counsel for the Singapore Logistics Association. He sits on the board of directors of EOC Limited ("EOC") as independent director and a member of each of the remuneration, nomination and audit committees of EOC. EOC is a leading owner and operator of FPSOs and offshore construction based in Asia and is listed on the Oslo Stock Exchange. Mr. Lai has also served on the board of directors of Sembawang Kimtrans Limited, a major Singapore logistics services provider.

岑文禎先生，61歲，為獨立非執行董事及為本公司審核委員會及薪酬委員會成員。彼投身法律界超過20年，精通土地法、轉易及契約法。彼畢業於香港大學，持有社會科學學士學位。彼於一九八零年取得香港之律師資格，並獲英格蘭及威爾斯最高法院、新加坡最高法院及澳洲最高法院認可為律師。於二零零三年八月至二零零四年十月期間，彼乃德信集團控股有限公司（一家在聯交所上市之公司，股份代號：313）之獨立非執行董事。彼現任戴德梁行有限公司之法律總監。

Lai Kai Jin Michael先生（「Lai先生」），38歲，為獨立非執行董事及為本公司審核委員會及薪酬委員會成員。彼於1994年獲新加坡國立大學頒發榮譽法學學士學位，翌年在新加坡獲執業律師資格。彼於2007年加入KhattarWong成為合夥人之一，KhattarWong為新加坡其中一家最大的律師行，聘用過百名專業人員，於新加坡、上海、河內及胡志明市等地設有辦事處。Lai先生為Forwarderlaw之新加坡編輯，亦為新加坡物流協會（Singapore Logistics Association）持續培訓課程之航運及航空法及海事保險之導師／講師。Lai先生精於海事保險、航運及海事法，並專事處理因國際貿易及運輸引起之法律糾紛。Lai先生處理各類型海事案件，包括因貨物、租船合約糾紛、燃料合約、船舶買賣協議、船上人身傷亡及意外、船舶建造及維修、貨運及物流等之損失及損害而引致之索償事宜。彼亦處理經陸路及航空運輸貨物引致之索償事宜。Lai先生曾為多宗在新加坡高等法院及上訴法庭研訊之案件以及多項訟裁擔任代表律師。Lai先生現時為Advisory Body Legal Matters 主席及FIATA主席，亦為新加坡物流協會之法律顧問。彼為EOC Limited（「EOC」）之獨立董事，同時兼任薪酬委員會、提名委員會及審核委員會各自之成員。EOC於奧斯陸證券交易所上市，並為FPSOs及以亞洲為基地之離岸建設之主要股東及經營者。此外，Lai先生亦為新加坡主要物流服務供應商Sembawang Kimtrans Ltd之董事會成員。



Biographies of Directors

董事履歷

Mr. Ng Yat Cheung, JP (“Mr. Ng”), aged 52, an independent non-executive Director, member of each of the audit and remuneration committee of the Company. Mr. Ng received an associate degree in arts in business data processing from Chabot College in the United States in 1981. He holds offices as a director with a number of private companies which are principally engaged in technology, property development, insurance, finance and property holding. Mr. Ng was appointed as an independent non-executive director of Tao Heung Holdings Limited on 1 March 2007, a company whose shares are listed on the Main Board of the Stock Exchange. For the period from 9 February 2004 to 15 August 2005, Mr. Ng was a non-executive director of M Dream Inworld Limited (formerly known as Inworld Group Limited), a company whose shares are listed on the GEM of the Stock Exchange. Mr. Ng was appointed as an executive director of Gold-Face Holdings Limited (“Gold-Face”) on 4 January 2004, a company whose shares were listed on the Main Board of the Stock Exchange but were subsequently delisted on 20 September 2006. Gold-Face, a company incorporated in Bermuda with limited liability, was principally engaged in the business of property development and investment, operation of a power plant and money lending business in Hong Kong, other regions in the People’s Republic of China and the United Kingdom. The listing of shares of Gold-Face was subsequently cancelled on 20 September 2006 and a winding-up order against Gold-Face was granted by the Court of First Instances in the High Court of the Hong Kong Special Administrative Region.

吳日章先生，太平紳士(「吳先生」)，52歲，為獨立非執行董事及為本公司審核委員會及薪酬委員會成員。彼於一九八一年獲美國Chabot College頒授副文學士學位，主修商業數據處理。彼另出任多間主要從事科技、物業發展、保險、金融及物業持有之私營公司之董事。吳先生於二零零七年三月一日獲稻香控股有限公司委任為獨立非執行董事，該公司之股份於聯交所主板上市。於二零零四年二月九日至二零零五年八月十五日期間，吳先生擔任於聯交所創業板上市之聯夢活力世界有限公司(前稱Inworld Group Limited)之非執行董事。吳先生於二零零四年一月四日獲均來集團有限公司(「均來」)委任為執行董事，該公司之股份曾於聯交所主板上市，其後於二零零六年九月二十日除牌。均來為於百慕達註冊成立之有限公司，主要於香港、中華人民共和國其他地區及英國從事物業發展及投資、經營發電廠及放貸業務。均來股份之上市地位隨後於二零零六年九月二十日取銷。



Directors' Report 董事會報告

The Directors present their annual report and the audited financial statements of the Company for the year ended 31 March 2008.

PRINCIPAL ACTIVITIES

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

RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 March 2008 are set out in the Consolidated Income Statement on page 37.

The Directors do not recommend the payment of a dividend.

PROPERTY, PLANT AND EQUIPMENT

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

SHARE CAPITAL

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

FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 131.

PRE-EMPTIVE RIGHTS

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

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

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

SHARE OPTIONS

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

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

CONTINGENT LIABILITIES

There are no material contingent liabilities of the Company at 31 March 2008.

POST BALANCE SHEET EVENTS

Details of significant post balance sheet events of the Group are set out in note 36 to the Financial Statements.

董事謹此提呈本公司截至二零零八年三月三十一日止年度之年報及經審核財務報表。

主要業務

本公司之主要業務為投資控股。其附屬公司之業務載於財務報表附註39。

業績及股息

本集團截至二零零八年三月三十一日止年度業績載於第37頁之綜合收益表。

董事並不建議派發本年度之股息。

物業、廠房及設備

本集團之物業、廠房及設備於年內之變動詳情載於財務報表附註14。

股本

本公司股本於年內之變動詳情載於財務報表附註28。

財務摘要

前五個財政年度本集團業績及資產與負債之摘要載於本年報第131頁。

優先購買權

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

買賣或贖回本公司之上市證券

本公司及其附屬公司年內概無買賣或贖回本公司之上市證券。

購股權

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

年內概無董事獲授或行使購股權。

或然負債

本公司於二零零八年三月三十一日概無重大或然負債。

結算日後事項

本集團之重大結算日後事項詳情載於財務報表附註36。



Directors' Report 董事會報告

DIRECTORS AND DIRECTORS' SERVICE CONTRACTS

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

Executive Directors

- Mr. Chin Wai Keung, Richard (*Chairman*)
 Mr. So Wing Lok, Jonathan
 Mr. Lo Wing Keung
 (resigned on 15 February 2008)
 Mr. Fung Yu Hing, Allan
 (resigned on 20 July 2007)
 Mr. Fung Yee Sang
 (resigned on 20 July 2007)
 Mr. Chow Alvin Chiyiu
 (resigned on 12 March 2008)
 Mr. Ling Macadam
 (resigned on 20 July 2007)
 Ms. Wong Hoi Yan, Audrey
 (appointed on 10 August 2007)
 Mr. Kwong Wai Ho, Richard
 (appointed on 18 February 2008)
 Mr. Wong Chung Yu, Denny
 (appointed on 20 May 2008)

Non-Executive Directors

- Mr. Yin Mark Teh-min
 (appointed on 20 May 2008)

Independent Non-executive Directors

- Mr. Chow Shiu Ki
 Mr. Hung Tik
 (resigned on 21 December 2007)
 Mr. Shum Man Ching
 Mr. Lam Wai Leung
 (resigned on 31 May 2007)
 Mr. Lai Kai Jin, Michael
 (appointed on 18 February 2008)
 Mr. Ng Yat Cheung, JP
 (appointed on 13 May 2008)

董事及董事服務合約

於本年度及直至本報告日期止在任之董事如下：

執行董事

- 錢偉強先生(主席)
 蘇永樂先生
 盧永強先生
 (於二零零八年二月十五日辭任)
 馮懿卿先生
 (於二零零七年七月二十日辭任)
 馮懿生先生
 (於二零零七年七月二十日辭任)
 周之耀先生
 (於二零零八年三月十二日辭任)
 林雄斌先生
 (於二零零七年七月二十日辭任)
 黃凱欣小姐
 (於二零零七年八月十日獲委任)
 鄭偉豪先生
 (於二零零八年二月十八日獲委任)
 王鬚瑜先生
 (於二零零八年五月二十日獲委任)

非執行董事

- Yin Mark Teh-min先生
 (於二零零八年五月二十日獲委任)

獨立非執行董事

- 周肇基先生
 洪迪先生
 (於二零零七年十二月二十一日辭任)
 岑文禎先生
 林惟良先生
 (於二零零七年五月三十一日辭任)
 Lai Kai Jin, Michael先生
 (於二零零八年二月十八日獲委任)
 吳日章先生，太平紳士
 (於二零零八年五月十三日獲委任)

Directors' Report

董事會報告

Pursuant to Article 99 of the articles of association of the Company applicable at the relevant time of appointment, Ms. Wong Hoi Yan Audrey, Mr. Kwong Wai Ho Richard, Mr. Wong Chung Yu Denny, Mr. Lai Kai Jin Michael, Mr. Ng Yat Cheung, JP and Mr. Yin Mark Teh-min shall retire at such forthcoming annual general meeting of the Company, and being eligible, will offer themselves for re-election, except Ms. Wong Hoi Yan Audrey who has confirmed that she will not offer herself for re-election at such forthcoming annual general meeting of the Company.

Pursuant to Article 116 of the articles of association of the Company, Mr. Chin Wai Keung, Richard, Mr. So Wing Lok, Jonathan, Mr. Shum Man Ching and Mr. Chow Shiu Ki shall retire from office by rotation at such forthcoming annual general meeting of the Company and being eligible, will offer themselves for re-election.

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

Each of the current executive Directors has entered into a service contract with the Company on 2 April 2007 (except Ms. Wong Hoi Yan Audrey who has entered into service contracts with the Company on 10 August 2007. Mr. Kwong Wai Ho Richard who has entered into service contract with the Company on 18 February 2008 and Mr. Wong Chung Yu Denny who has entered into service contract with the Company on 20 May 2008 (being the date of appointment as an executive director) with a fixed term of office of 3 years. Such service contracts will be automatically renewable for successive terms of one year unless terminated by either party by three months' written notice to the other party and is subject to rotation and re-election provisions in the articles of association of the Company.

Each of the current non-executive Directors (all being independent non-executive Directors) has entered into a service contract with the Company with a fixed term of office of 1 year. Mr. Chow Shiu Ki has entered into a service contract with the Company on 2 April 2007. While the others have entered into a service contract with the Company on the date of their appointment as an independent non-executive Director. (Mr. Shum Man Ching on 31 May 2007, Mr. Lai Kai Jin Michael on 18 February 2008, Mr. Ng Yat Cheung, JP on 13 May 2008 and Mr. Yin Mark Teh-min on 20 May 2008 respectively). Such service contracts will be automatically renewable for successive terms of one year unless terminated by either party by one month written notice to the other party and is subject to rotation and re-election provisions in the articles of association of the Company.

根據獲委任當時適用之本公司組織章程細則第99條，黃凱欣小姐、鄭偉豪先生、王鬚瑜先生、Lai Kai Jin, Michael先生、吳日章先生、太平紳士及Yin Mark Teh-min先生將於該次股東週年大會上退任，並符合資格且願意於該次本公司股東週年大會膺選連任，惟黃凱欣小姐確認彼不會於該次本公司股東週年大會膺選連任。

根據本公司組織章程細則第116條，錢偉強先生、蘇永樂先生、岑文禎先生及周肇基先生將於本公司下次股東週年大會上輪席退任，並符合資格且願意於該次股東週年大會膺選連任。

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

各現任執行董事已於二零零七年四月二日與本公司訂立服務合約（惟黃凱欣小姐（彼於二零零七年八月十日與本公司訂立服務合約）、鄭偉豪先生（彼於二零零八年二月十八日與本公司訂立服務合約）及王鬚瑜先生（彼於二零零八年五月二十日（即彼獲委任為執行董事當日）與本公司訂立服務合約）除外），合約年期固定為三年。該等服務合約會自動多次續期一年，除非任何一方向另一方發出三個月書面通知予以終止，而有關董事亦須根據本公司之組織章程細則內條文輪值告退及膺選連任。

各現任非執行董事（全部均為獨立非執行董事）已與本公司訂立服務合約，任期固定為一年。周肇基先生於二零零七年四月二日與本公司訂立服務合約，至於其他各人均於彼等獲委任為獨立非執行董事當日與本公司訂立服務合約（分別為岑文禎先生於二零零七年五月三十一日、Lai Kai Jin, Michael先生於二零零八年二月十八日、吳日章先生、太平紳士於二零零八年五月十三日，及Yin Mark Teh-min先生於二零零八年五月二十日）。該等服務合約會自動多次續期一年，除非任何一方向另一方發出一個月書面通知予以終止，而有關董事亦須根據本公司之組織章程細則內條文輪值告退及膺選連任。



Directors' Report 董事會報告

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

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save as disclosed in note 38 to the Financial Statements, there were no contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

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

As at 31 March 2008, the interests of the Directors and chief executives of the Company in the Shares, underlying Shares and debentures of the Company and its associated corporations (within the meanings of Part XV of the Securities and Futures Ordinance ("SFO")) which require notification to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of SFO (including interests and short positions which they were taken or deemed to have under such provisions of SFO), or which were required, pursuant to Section 352 of Part XV of the SFO, to be entered in the register referred to therein, or which required, pursuant to the GEM Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

The Company

Long positions in Shares

Name of Directors	Beneficial interests	Family interests	Corporate interests	Other interests	Total interests	Approximate percentage of issued shares
董事姓名	實益權益	家族權益	公司權益	其他權益	權益總計	已發行股份之概約百分比
Mr. Chin Wai Keung, Richard 錢偉強先生	-	-	337,663,501	-	337,663,501	17.47%
Mr. So Wing Lok, Jonathan 蘇永樂先生	34,301,900	-	-	-	34,301,900	1.77%

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

董事於重大合約中之權益

除於財務報表附註38所披露者，於本年度結算日或本年內之任何時間，本公司或其附屬公司訂立與本集團業務有關而董事直接或間接擁有重大利益之重要合約。

董事及主要行政人員所擁有之股份、相關股份及債權證權益

於二零零八年三月三十一日，本公司董事及主要行政人員所擁有根據證券及期貨條例(「證券及期貨條例」)第十五部第7及8分部須知會本公司及聯交所，或根據證券及期貨條例第十五部第352條須登記於該條所述登記冊之本公司及其任何相聯法團(定義見證券及期貨條例第十五部)之任何股份、相關股份及債權證權益，或根據創業板上市規則須知會本公司及聯交所之權益如下：

本公司

股份長倉



Directors' Report 董事會報告

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

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

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS DISCLOSABLE UNDER THE SFO

As at 31 March 2008, the following persons had an interest and/or a short position in the Shares or underlying Shares in respect of equity derivatives of the Company that has to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO (including interests and/or short positions which they were taken or deemed to have under such provisions of the SFO):

Long positions in Shares

Name 名稱	Beneficial interests 實益權益	Family interests 家族權益	Corporate interests 公司權益	Total interests 權益總額	Approximate percentage of issued shares 已發行股份 概約百分比
Mr. Chin Wai Keung, Richard 錢偉強先生	–	–	337,663,501	337,663,501	17.47%
Ms. Kwan Yuet Wah, Rosanna 關悅華女士	–	337,663,501 (Note 1) (附註1)	–	337,663,501	17.47%

Notes:

- 337,663,501 Shares are held by Mr. Chin Wai Keung, Richard (in which Mr. Chin Wai Keung, Richard is deemed to have a corporate interest under the SFO) are held by Nice Hill Investments Limited. As Ms. Kwan Yuet Wah Rosanna is the wife of Mr. Chin Wai Keung, Richard, Ms. Kwan is deemed to be interested in the 337,663,501 Shares in which Mr. Chin is deemed to be interested under the SFO.

董事及主要行政人員所擁有之股份、相關股份及債權證短倉

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

主要股東根據證券及期貨條例須予披露之權益及短倉

於二零零八年三月三十一日，下列人士於本公司股權衍生工具之股份或相關股份擁有根據證券及期貨條例第十五部第2及3分部之規定須向本公司披露之權益及／或短倉（包括根據證券及期貨條例當作或視作擁有之權益或短倉）：

股份長倉

附註：

- 錢偉強先生持有337,663,501股股份（根據證券及期貨條例，錢偉強先生視為於當中擁有法團權益），乃由Nice Hill Investments Limited持有。關悅華女士為錢偉強先生之妻室，因此，根據證券及期貨條例關女士視作擁有錢先生視作擁有之337,663,501股股份。



Directors' Report

董事會報告

CONNECTED TRANSACTIONS

Among the related party transactions disclosed in note 38 to the financial statements for the year ended 31 March 2008, the following transactions constituted connected transactions of the Company under the GEM Listing Rules.

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

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

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

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

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

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

MAJOR CUSTOMERS AND SUPPLIERS

The largest and the five largest suppliers of the Company and the largest and the five largest customers of the Company represents approximately 29% of the Group's purchase and total turnover for the year ended 31 March 2008 respectively.

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

The Group's financial statements for the year ended 31 March 2008 have been reviewed and approved by the audit committee of the Company.

關連交易

截至二零零八年三月三十一日止年度之財務報表附註38所披露之關連人士交易中，下列交易構成根據創業板上市規則項下本公司之關連交易。

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

梁少娟女士提供財務資助

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

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

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

BBL及SFL為馮懿生先生全資擁有之公司。

主要客戶及供應商

本公司最大及五大供應商及本公司最大及五大客戶分別佔本集團截至二零零八年三月三十一日止年度採購額及總營業額約29%。

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

本公司審核委員會已審閱及批准本集團截至二零零八年三月三十一日止年度之財務報表。



Directors' Report 董事會報告

COMPETING INTERESTS

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

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

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

AUDITORS

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

By Order of the Board

Chairman

Chin Wai Keung, Richard

Hong Kong
25 June 2008

競爭業務權益

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

董事購買股份或債權證之權利

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

核數師

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

承董事會命

錢偉強

主席

香港
二零零八年六月二十五日



Independent Auditors' Report 獨立核數師報告



CCIF

CCIF CPA LIMITED

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

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

(Incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of Intelli-Media Group Holdings Limited (the "Company") set out on pages 37 to 130, which comprise the consolidated and Company balance sheets as at 31 March 2008, and the consolidated income statement, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes.

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

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

AUDITOR'S RESPONSIBILITY

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

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

致智庫媒體集團(控股)有限公司

全體股東之獨立核數師報告

(於開曼群島註冊成立之有限公司)

吾等已審核載於第37頁至第130頁之綜合財務報表，當中載有智庫媒體集團(控股)有限公司(「貴公司」)於二零零八年三月三十一日之綜合資產負債表及貴公司資產負債表、截至該日止年度之綜合收益表、綜合權益變動表及綜合現金流量表以及主要會計政策概述及其他解釋附註。

董事就財務報表須承擔之責任

貴公司董事須負責遵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披露規定，編製及真實而公平地列報該等財務報表。這責任包括設計、實施及維護與編製真實公平地列報之財務報表有關之內部監控，以確保並無重大錯誤陳述(不論是否因欺詐或錯誤引起)；選擇並應用適當之會計政策；及在不同情況下作出合理之會計估算。

核數師的責任

吾等之責任是根據本核數師審核工作之結果，對該等財務報表表達意見。本報告僅向閣下作出報告，除此以外本報告並無其他用途。吾等不會就本報告之內容向任何人士承擔或負上任何責任。

吾等已根據香港會計師公會頒佈之香港審核準則進行審核。該等準則規定吾等須遵守道德規定以計劃及進行審核，以合理確定此等財務報表是否不存有任何重大錯誤陳述。



Independent Auditors' Report 獨立核數師報告

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

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

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 March 2008 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.

EMPHASIS OF MATTER

Without qualifying our opinion, we draw attention to note 2 (b) to the financial statements which indicates that the Group incurred a loss attributable to the equity holders of the Company of HK\$47,515,000 for the year ended 31 March 2008 and explains that the Company's and the Group's ability to continue as a going concern depends on the success of the acquisition of mining tenements and funds being available for financing the acquisition and its ability to attain a profitable mining operation in the future. These conditions indicate that the existence of a material uncertainty which may cast significant doubt about the Company's and the Group's ability to continue as a going concern.

CCIF CPA Limited

Certified Public Accountants

Hong Kong, 25 June 2008

Leung Chun Wa

Practising Certificate Number P04963

審核包括進行程序以取得與財務報表所載金額及披露事項有關的審核憑證。選取的該等程序須視乎核數師之判斷，包括評估財務報表之重大錯誤陳述（不論是否因欺詐或錯誤引起）的風險。在作出該等風險評估時，核數師考慮與公司編製真實公平呈列財務報表有關之內部監控，以設計適當審核程序，但並非為對公司之內部監控是否有效表達意見。審核亦包括評價董事所採用之會計政策是否恰當及所作之會計估算是否合理，以及評價財務報表之整體呈列方式。

吾等相信，吾等已取得充分恰當之審核憑證，作為審核意見之基礎。

意見

吾等認為，綜合財務報表按照香港財務報告準則真實公平地反映 貴公司及 貴集團於二零零八年三月三十一日之財政狀況及 貴集團截至該日止年度之溢利及現金流量，並已按照香港公司條例之披露規定妥善編製。

強調事項

在並無作出保留意見情況下，我們謹請閣下垂注財務報表附註2(b)，其表明 貴集團於截至二零零八年三月三十一日止年度產生之本公司股權持有人應佔虧損47,515,000港元，並指出 貴公司及 貴集團之持續經營能力，乃視乎能否成功收購終身採礦權、可供撥資收購之資金，以及採礦業務在日後持續有利可圖之能力。此等情況顯示有重大不確定性存在，其或對 貴公司及 貴集團之持續經營能力構成重大疑問。

陳葉馮會計師事務所有限公司

執業會計師

香港，二零零八年六月二十五日

梁振華

執業牌照號碼：P04963



Consolidated Income Statement

綜合收益表

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

		Notes 附註	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Turnover	營業額	5	33,157	59,671
Cost of sales	銷售成本		(29,851)	(57,818)
Gross profit	毛利		3,306	1,853
Other revenue	其他收益	6	3,146	1,136
Other income	其他收入	6	1,943	291
Distribution costs	發行開支		(323)	(807)
Administrative expenses	行政開支		(27,713)	(19,200)
Provision on stock obsolescence	陳舊存貨撥備		(3,961)	(2,132)
Impairment on film rights	影片版權減值		-	(45,810)
Impairment on deposits for acquisition of film rights	收購影片版權所付按金減值		(322)	-
Impairment on trade receivables	貿易應收款項減值		(13,400)	-
Impairment on prepayments and other receivables	預付款項及其他應收款項減值		(6,062)	-
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損		(2,346)	-
Other operating expenses	其他經營開支		(1,346)	(1,957)
Loss from operations	經營虧損	7	(47,078)	(66,626)
Finance costs	融資成本	8	(1,564)	(3,569)
Loss before income tax	除所得稅前虧損		(48,642)	(70,195)
Income tax	所得稅	11	-	(38)
Loss for the year	年度虧損		(48,642)	(70,233)
Attributable to:	應佔：			
Equity holders of the Company	本公司股權持有人		(47,515)	(69,807)
Minority interests	少數股東權益		(1,127)	(426)
			(48,642)	(70,233)
Loss per share	每股虧損	13		
- Basic	- 基本		(HK\$6.91) cents港仙	(HK\$16.62) cents港仙
- Diluted	- 攤薄		N/A) 不適用	N/A) 不適用

The notes on pages 44 to 130 form an integral part of these financial statements.

第44頁至第130頁之附註乃財務報表之一部份。

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

At 31 March 2008 於二零零八年三月三十一日

	Notes 附註	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
ASSETS			
Non-current assets	資產		
	非流動資產		
Property, plant and equipment	物業、廠房及設備	14	1,985
Other intangible assets	其他無形資產	15	26,541
Goodwill	商譽	16	4,259
Films in progress	拍攝中影片		385
Deposits for acquisition of film rights	收購影片版權所付按金		223
			<u>33,393</u>
Current assets	流動資產		
Inventories	存貨	18	9,169
Trade receivables	貿易應收款項	19	2,551
Deposits, prepayments and other receivables	按金、預付款項及其他應收貿易款項	20	6,786
Amounts due from related companies	應收關連公司款項	38(c)	12
Pledged bank deposits	已抵押銀行存款	21	2,155
Cash and cash equivalents	現金及現金等價物	22	51,746
			<u>72,419</u>
			<u>60,807</u>
LIABILITIES	負債		
Current liabilities	流動負債		
Trade payables	貿易應付款項	23	11,112
Other payables and accruals	其他應付款項及應計費用	24	22,036
Amount due to a director	應付董事款項	38(e)	517
Amount due to a related company	應付關連公司款項	38(d)	1,275
Taxation payable	應繳稅項	25	6
Obligations under finance leases – due within one year	融資租約承擔 – 一年內到期之部份	26	346
Secured bank and other borrowings – due within one year	有抵押銀行及其他借貸 – 一年內到期之部份	27	7,698
			<u>42,990</u>
			<u>71,933</u>
Net current assets/(liabilities)	流動資產 / (負債) 淨值		<u>29,429</u> (11,126)
Total assets less current liabilities	資產總值減流動負債		<u>62,822</u> 16,251
Non-current liabilities	非流動負債		
Obligations under finance leases – due after one year	融資租約承擔 – 一年內到期之部份	26	333
Secured bank and other borrowings – due after one year	有抵押銀行及其他借貸 – 一年內到期之部份	27	2,388
Deferred tax liabilities	遞延稅項負債	25	4,177
			<u>6,898</u>
			<u>10,917</u>
NET ASSETS	資產淨值		<u>55,924</u> 5,334



Consolidated Balance Sheet

綜合資產負債表

At 31 March 2008 於二零零八年三月三十一日

		Notes	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
		附註		
CAPITAL AND RESERVES	資本及儲備			
Share capital	股本	28	19,325	4,849
Reserves	儲備		31,407	(5,834)
			50,732	(985)
Minority interests	少數股東權益		5,192	6,319
TOTAL EQUITY	權益總值		55,924	5,334

Approved and authorised for issue by the Board of Directors on 25 June 2008.

於二零零八年六月二十五日獲董事會批准並授權刊發。

Chin Wai Keung, Richard

錢偉強
DIRECTOR
董事

So Wing Lok, Jonathan

蘇永樂
DIRECTOR
董事

The notes on pages 44 to 130 form an integral part of these financial statements.

第44頁至第130頁之附註乃財務報表之一部份。

**Balance Sheet****資產負債表**

At 31 March 2008 於二零零八年三月三十一日

		Notes 附註	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
ASSETS	資產			
Non-current assets	非流動資產			
Interests in subsidiaries	於附屬公司之權益	17	85,998	3,679
Current assets	流動資產			
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	20	157	328
Cash and cash equivalents	現金及現金等價物	22	7,704	4
			7,861	332
LIABILITIES	負債			
Current liabilities	流動負債			
Other payables and accruals	其他應付款項及應計費用	24	3,409	675
Net current assets/(liabilities)	流動資產／（負債）淨值		4,452	(343)
NET ASSETS	資產淨值		90,450	3,336
CAPITAL AND RESERVES	資本及儲備			
Share capital	股本	28	19,325	4,849
Reserves	儲備	29	71,125	(1,513)
TOTAL EQUITY	權益總值		90,450	3,336

Approved and authorised for issue by the Board of Directors on 25 June 2008.

於二零零八年六月二十五日獲董事會批准並授權刊發。

Chin Wai Keung, Richard

錢偉強

DIRECTOR

董事

So Wing Lok, Jonathan

蘇永樂

DIRECTOR

董事

The notes on pages 44 to 130 form an integral part of these financial statements.

第44頁至第130頁之附註乃財務報表之一部份。



Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

		Attributable to equity holders of the Company 本公司權益持有人應佔									
		Share capital	Share premium	Special reserve	Exchange reserve	Share option reserve	Equity component of convertible notes	Accumulated losses	Total	Minority interests	Total equity
		股本	股份溢價賬	特別儲備	匯兌儲備	購股權儲備	可換股票據之權益部分	累積虧損	總計	股東權益少數	權益總值
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 April 2006	於二零零六年四月一日	4,023	12,953	10,440	67	-	-	32,713	60,196	6,745	66,941
Issue of new shares	發行新股										
- Acquisition of subsidiaries	- 收購附屬公司	805	4,695	-	-	-	-	-	5,500	-	5,500
- Exercise of share options	- 行使購股權	21	49	-	-	-	-	-	70	-	70
Exchange difference on translation of the financial statements of foreign subsidiaries	換算海外附屬公司財務報表產生之匯兌差額	-	-	-	1	-	-	-	1	-	1
Equity settled share-based transactions	權益結算以股份為基準之交易	-	-	-	-	3,055	-	-	3,055	-	3,055
Loss for the year	年內虧損	-	-	-	-	-	-	(69,807)	(69,807)	(426)	(70,233)
At 31 March 2007	於二零零七年三月三十一日	4,849	17,697	10,440	68	3,055	-	(37,094)	(985)	6,319	5,334
Equity components of convertible notes	可換股票據之權益部份	-	-	-	-	-	2,043	-	2,043	-	2,043
Issue of new shares	發行新股										
- Placing of shares	- 配售股份	786	20,291	-	-	-	-	-	21,077	-	21,077
- Open offer	- 公開發售	3,005	11,463	-	-	-	-	-	14,468	-	14,468
- Conversion of convertible notes	- 轉換可換股票據	10,183	45,206	-	-	-	(2,043)	-	53,346	-	53,346
- Exercise of share options	- 行使購股權	502	10,516	-	-	(2,735)	-	-	8,283	-	8,283
Exchange difference on translation of the financial statements of foreign subsidiaries	換算海外附屬公司財務報表產生之匯兌差額	-	-	-	15	-	-	-	15	-	15
Loss for the year	年度虧損	-	-	-	-	-	-	(47,515)	(47,515)	(1,127)	(48,642)
At 31 March 2008	於二零零八年三月三十一日	19,325	105,173	10,440	83	320	-	(84,609)	50,732	5,192	55,924

The notes on pages 44 to 130 form an integral part of these financial statements.

第44頁至第130頁之附註乃財務報表之一部份。

**Consolidated Cash Flow Statement****綜合現金流量表**

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

	Notes 附註	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Operating activities	經營業務		
Loss before income tax	除稅前虧損	(48,642)	(70,195)
Adjustments for:	就以下項目作出調整：		
Finance costs	財務成本	1,564	3,569
Interest income	利息收入	(133)	(294)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	2,346	-
Amortisation of film rights	影片版權攤薄	9,990	36,811
Amortisation of intellectual property rights	知識產權攤	3,521	164
Amortisation of programme rights	節目版權攤銷	258	140
Amortisation of trademark	商標攤銷	-	15
Depreciation	折舊	1,332	1,503
Share-based payments	以股份為基礎之支付	-	3,055
Provision on stock obsolescence	陳舊存貨撥備	3,961	2,132
Impairment on film rights	影片版權減值	-	45,810
Impairment on trade receivables	貿易應收款項減值	13,400	-
Impairment on prepayments and other receivables	預付款項及其他應收款項減值	6,062	-
Impairment on deposits for acquisition of film rights	收購影片版權所付按金減值	322	-
Operating (loss)/profit before changes in working capital	未計營運資金變動前之經營(虧損)/溢利	(6,019)	22,710
Decrease in inventories	存貨減少	4,511	2,604
Decrease in amounts due from related companies	借予關連公司之款項減少	2,094	4,431
Decrease in trade receivables	貿易應收款項減少	6,266	2,066
Increase in deposits, prepayments and other receivables	已付按金、付款及其他應收款項增加	(1,481)	(5,510)
Decrease in trade payables	貿易應付款項減少	(7,494)	(11,412)
Increase in other payables and accruals	其他應收款項及應計費用增加	1,657	5,000
Increase/(decrease) in amount due to a related company	應付關連公司款項增加/(減少)	1,275	(3)
Net cash generated from operations	經營所得現金淨額	809	19,886
Tax paid	已繳稅款	-	(111)
Net cash generated from operating activities	經營業務所得現金淨額	809	19,775
Investing activities	投資活動		
Interest received	已收取利息	133	294
Acquisition of film rights	收購影片版權	(5,692)	(23,479)
Acquisition of property, plant and equipment	收購物業、廠房及設備	(1,656)	(683)
Acquisition of intellectual property rights	收購知識產權	(11,500)	-
Decrease in deposits for acquisition of film rights	收購影片版權之已付按金減少	1,063	866
Acquisition of subsidiaries	收購附屬公司	-	258
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	-	92
Net cash used in investing activities	投資活動所用現金淨額	(17,652)	(22,652)



Consolidated Cash Flow Statement

綜合現金流量表

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

	Notes 附註	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Financing activities	融資活動		
Proceeds from issue of new shares, net	發行新股所得款項淨額	43,828	70
Proceeds from issue of convertible notes, net	發行可換股票據所得 款項淨額	49,389	-
Decrease in other payables	其他應付款項減少	-	(1,950)
(Decrease)/increase in amount due to a director	應付一名董事款項(減少)/ 增加	(7,076)	4,174
Decrease in pledged bank deposits	有抵押銀行存款減少	2,981	3,082
New bank loans raised	新造銀行貸款	4,492	13,250
Repayment of interest on bank and other borrowings	償付銀行及其他貸款 之利息	(1,515)	(3,506)
Repayment of bank and other borrowings	償付銀行及其他貸款	(16,202)	(9,437)
Repayment of interest element of finance lease	償付融資租約利息 部份	(49)	(63)
Repayment of capital element of finance lease	償付融資租約資本 部份	(380)	(470)
Net cash generated from financing activities	融資活動所得/(所用) 現金淨額	75,468	5,150
Net increase in cash and cash equivalents	現金及現金等價物增加淨額	58,625	2,273
Cash and cash equivalents at beginning of the year	年初之現金及現金等價物	(8,798)	(11,072)
Effect of foreign exchange rate changes	匯率變動影響	15	1
Cash and cash equivalents at end of the year	年底之現金及現金等價物	49,842	(8,798)

22

The notes on pages 44 to 130 form an integral part of these financial statements.

第44頁至第130頁之附註乃財務報表之一部份。



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

1. GENERAL INFORMATION

Intelli-Media Group (Holdings) Limited (the “Company”) is an exempted company with limited liability incorporated in the Cayman Islands. The Company and its subsidiaries (collectively “the Group”) is principally engaged in the distribution of video products and provision of sub-licensing services.

On 2 May 2008, a subsidiary of the Company has entered into an acquisition agreement with an independent third party relating to the acquisition of certain exclusive offshore mining tenements in Philippines. The transaction is subject to certain conditions, to be completed within 12 months from the date of the acquisition agreement. The proposed acquisition signifies the Group’s new venture into mining business. Details of the acquisition are disclosed in note 36(b).

The financial statements are presented in Hong Kong dollars (“HK\$’000”), unless otherwise stated.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of compliance

These financial statements have been prepared in accordance with applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (“Listing Rule”). A summary of the significant accounting policies adopted by the Group is set out below.

1. 一般資料

智庫媒體集團(控股)有限公司(「本公司」)為一間於開曼群島註冊成立之獲豁免有限責任公司。本公司及其附屬公司(統稱為「本集團」)主要從事錄像產品發行及提供再分授特許權服務。

二零零八年五月二日，本公司之附屬公司與獨立第三方訂立一份收購協議，內容有關收購若干位於菲律賓之獨家近海終身採礦權。交易須待若干條件於收購協議日期起計十二個月內達成後方告作實。擬議收購事項顯示本集團於採礦業務之新投資。收購事項之詳情於附註36(b)中披露。

除非另有說明，財務報表乃以港元(「千港元」)呈列。

2. 主要會計政策摘要

(a) 合規聲明

該等綜合財務報表乃按香港會計師公會(「香港會計師公會」)頒佈之所有適用香港財務報告準則(「香港財務報告準則」)(統稱所有適用之個別香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋)、香港公認會計原則及香港公司條例之披露要求編製。該等財務報表亦遵守香港聯交所有限公司創業板證券上市規則(「上市規則」)。本集團採納之主要會計政策之摘要載列如下。



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Basis of preparation

The financial statements have been prepared under the historical cost convention, as modified by the revaluation of certain financial assets, which are carried at fair value.

The Group incurred a loss attributable to the equity holders of the Company HK\$47,515,000 for the year 31 March 2008.

On 3 April 2008, the Company entered into a placing and subscription agreement with Nice Hill Investments Limited, a company wholly and beneficially owned by Mr Chin Wai Keung, the Chairman and executive director of the Company. The placing and subscription were completed in April 2008, with net proceeds from the subscription amounted to approximately HK\$49.2 million. Details are set out in note 36(a).

Subsequent to the balance sheet date and on 2 May 2008, the Group has entered into a conditional agreement with an independent third party to acquire certain mining tenements, as referred to note 36(b) to the financial statements, and consequently subject to the completion of the acquisition agreement, the Group's principal business is energy and mining activities. The directors consider that in preparing the financial statements they have taken into account all information that could reasonably be expected to be available. On this basis, they consider that it is appropriate to prepare the financial statements on the going concern basis. This assumes that the acquisition mentioned in note 36(b) is successful and a profitable mining operation can be attained in future, and funds would be available for financing the consideration of the acquisition. The financial statements do not include any adjustments that would result if the acquisition is not successful, a profitable mining operation cannot be attained and the failure to obtain fundings for the acquisition.

The preparation of financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 4.

2. 主要會計政策摘要(續)

(b) 編制基準

財務報表乃根據歷史成本法編製，並已就重估若干以公平值列賬之金融資產作出調整。

本集團截至二零零八年三月三十一日出現本公司股權持有人應佔虧損約47,515,000港元。

於二零零八年四月三日，本公司與 Nice Hill Investments Limited (一家由本公司主席兼執行董事錢偉強先生全資實益擁有之公司) 訂立配售及認購協議。配售及認購協議已於二零零八年四月完成，認購事項之所得款項淨額約為49,200,000港元。詳情載於附註36(a)。

結算日後，本集團與一獨立第三方於二零零八年五月二日訂立一份有條件協議，宣佈收購若干終身採礦權(見財務報表附註36(b))，故此待收購協議完成後，本集團的主要業務會是能源及採礦業務。董事認為，於編製財務報表時，彼等已考慮到所有彼等合理預期可取得之資料。按此基準，彼等認為以持續經營基準編製財務報表乃屬恰當。此乃假設附註36(b)所述收購事項成功進行，而有利可圖之採礦業務可於日後續存，以及可供撥付收購事項代價之資金。財務報表並不包括因該收購事項未能成功進行，而有利可圖之採礦業務未能續存及未能就收購事項募集資金而須作出之任何調整。

編製符合香港財務報告準則之財務報表須採用若干重大會計估計，亦須管理層在應用本集團之會計政策時作出判斷。涉及重大判斷或複雜性之範疇，或有關假設及估計對財務報表有重大影響之範疇，均載於下文附註4內。



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Basis of preparation (continued)

In current year, the Group adopted the new/revised standards and interpretations to the published standards below, which are relevant to its operation.

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

The adoption of these new/revised standards and interpretations did not result in any substantial changes to the Group's accounting policies, except for disclosures relating to financial instruments made in the financial statements.

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

HKAS 1 (Revised)	Presentation of Financial Statements ¹
HKAS 23 (Revised)	Borrowing Costs ¹
HKAS 27 (Revised)	Consolidated and Separate Financial Statements ²
HKFRS 2 (Amendment)	Vesting conditions and Cancellations ¹
HKFRS 3 (Revised)	Business Combinations ²
HKFRS 8	Operating Segments ¹
HK(IFRIC)-Int 12	Service Concession Arrangements ³
HK(IFRIC)-Int 13	Customer Loyalty Programmes ⁴
HK(IFRIC)-Int 14	HKAS 19 — The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction ³

2. 主要會計政策摘要 (續)

(b) 編制基準 (續)

年內，本集團採納下列與其業務有關之新訂／經修訂準則及詮釋。

香港會計準則第1號(修訂)	財務報表之呈報－資本披露
香港財務報告準則第7號	金融工具：披露
香港(國際財務報告詮釋委員會)－詮釋8	香港財務報告準則第2號之範疇
香港(國際財務報告詮釋委員會)－詮釋9	重新評估附帶衍生工具
香港(國際財務報告詮釋委員會)－詮釋10	中期財務報告及減值
香港(國際財務報告詮釋委員會)－詮釋11	香港財務報告準則第2號－集團及庫存股份交易

除財務報表內有關財務工具之披露外，採納該等新訂／經修訂準則及詮釋不會對本集團之會計政策造成重大影響。

本集團並無於財務報表內採納下列已頒佈但尚未生效之新訂／經修訂香港財務報告準則。

香港會計準則第1號(經修訂)	財務報表之呈列 ¹
香港會計準則第23號(經修訂)	借貸成本 ¹
香港會計準則第27號(經修訂)	綜合及獨立財務報表 ²
香港財務報告準則第2號(修訂)	歸屬條件及註銷 ¹
香港財務報告準則第3號(經修訂)	業務合併 ²
香港財務報告準則第8號	經營分類 ¹
香港(國際財務報告詮釋委員會)－詮釋12	服務經營權安排 ³
香港(國際財務報告詮釋委員會)－詮釋13	客戶忠誠計劃 ⁴
香港(國際財務報告詮釋委員會)－詮釋14	香港會計準則第19號－界定利益資產的限制、最低資金要求及彼此之間的關係 ³



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Basis of preparation (continued)

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

The Group has already commenced an assessment of the impact of these new standards, amendments and interpretations but is not yet in a position to state whether they would have a significant impact on its results of operations and financial position.

(c) Preparation of consolidation

The consolidated financial statements for the year ended 31 March 2008 comprise the Company and its subsidiaries.

Subsidiaries

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

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

2. 主要會計政策摘要 (續)

(b) 編制基準 (續)

- ¹ 於二零零九年一月一日或之後開始之年度期間內生效
- ² 於二零零九年七月一日或之後開始之年度期間內生效
- ³ 於二零零八年一月一日或之後開始之年度期間內生效
- ⁴ 於二零零八年七月一日或之後開始之年度期間內生效

本集團已開始評估此等新準則、修訂及詮釋之影響，惟未能確定對其經營業績及財務狀況是否有重大影響。

(c) 編製綜合賬目

截至二零零八年三月三十一日止年度之綜合財務報表包括本公司及其附屬公司。

附屬公司

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

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



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Preparation of consolidation (continued)

Subsidiaries (continued)

Minority interests represent the portion of the net assets of subsidiaries attributable to interests that are not owned by the Company, whether directly or indirectly through subsidiaries, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. Minority interests are presented in the consolidated balance sheet within equity, separately from equity attributable to the equity shareholders of the Company. Minority interests in the results of the Group are presented on the face of the consolidated income statement as an allocation of the total profit or loss for the year between minority interests and the equity shareholders of the Company.

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

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

2. 主要會計政策摘要 (續)

(c) 編製綜合賬目 (續)

附屬公司 (續)

少數股東權益指並非由本公司(不論直接或透過附屬公司間接)擁有之權益應佔附屬公司資產淨值之部分，而本集團與該等權益持有人並無就此同意任何額外條款致使本集團整體就有關權益而負有符合財務負債定義之合約性義務。少數股東權益在綜合資產負債表之權益內與本公司權益持有人應佔權益分開列報。少數股東於本集團業績之權益在綜合收益表內按年度損益總額分配予少數股東權益與本公司權益持有人之形式列報。

倘適用於少數股東之虧損超過少數股東於附屬公司權益之權益，則有關超出金額及任何適用於少數股東之進一步虧損將於本集團權益中扣除，惟倘少數股東有具有約束力之義務且能夠作出額外投資填補虧損則除外。倘附屬公司其後錄得溢利，所有有關溢利會分配予本集團之權益，直至先前由本集團承擔之少數股東應佔虧損已經收回為止。

本公司之資產負債表中，於附屬公司之投資按成本減減值虧損列賬，除非有關投資分類為持作出售(或計入分類為持作出售之出售集團)除外。



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) Goodwill

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

Goodwill is stated at cost less accumulated impairment losses. Goodwill is allocated to cash-generating units and is tested annually for impairment.

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

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

(e) Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation and impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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

2. 主要會計政策摘要 (續)

(d) 商譽

商譽指業務合併成本超過本集團於被收購方之可識別資產、負債及或然負債公平淨值之金額。

商譽是按成本減去累計減值虧損後列賬。商譽會分配至現金產生單位，並於每年接受減值測試。

本集團在被收購方之可識別資產、負債及或然負債之公平淨值中所佔份額，超過業務合併成本或於聯營公司的投資，會即時於損益中確認。

年內出售之現金產生單位之任何應佔購入商譽，均於計算出售項目之損益時包括在內。

(e) 物業、廠房及設備

物業、廠房及設備以歷史成本減折舊及減值虧損(如有)列賬。歷史成本包括直接來自收購項目之開支。

當其後成本可能於未來為本集團帶來與項目相關之經濟利益，而項目成本能可靠計算時，有關之其後成本計入資產賬面值或確認為一項獨立資產(如適用)。所有其他維修及保養成本於發生之財政期間時在損益列為支出。



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) Property, plant and equipment (continued)

Depreciation on property, plant and equipment is calculated using the straight-line method to allocate costs less their residual values over their estimated useful lives at the following rates per annum:

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

The assets' residual values and useful lives are reviewed, and adjusted if appropriate at each balance sheet date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gain or loss on disposal of a property, plant and equipment is the difference between the net sale proceeds and the carrying amount of the relevant asset, and is recognised in the consolidated income statement.

2. 主要會計政策摘要 (續)

(e) 物業、廠房及設備 (續)

物業、廠房及設備以直線法按其估計可使用年期分配其成本減餘值計算折舊，年率如下：

租賃物業裝修	10%
傢俬及裝置	30%
辦公室設備	30%
汽車	30%

每個結算日均會審閱資產之餘值及可使用年期，並視乎情況作出調整。

倘資產之賬面值超過其估計可收回數額，則資產之賬面值將即時減至其可收回數額。

物業、廠房及設備之出售盈虧為淨銷售所得款項與相關資產賬面值之差額，並於綜合收益表確認。



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(f) Leased assets

(i) Assets acquired under finance leases

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

(ii) Operating lease charges

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

2. 主要會計政策摘要 (續)

(f) 租賃資產

(i) 根據融資租約購入之資產

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

(ii) 經營租約支出

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



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(g) Intangible assets

(i) Film rights

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

Film rights are stated at cost less accumulated amortisation and any accumulated impairment losses.

Film rights are amortised at rates calculated to write off the costs in proportion to the expected revenues. Such rates are subject to annual review by the directors.

(ii) Trademark

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

(iii) Programme and intellectual property rights

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

(h) Films in progress

Films in progress are stated at cost less any identified impairment losses. Costs include all direct costs associated with the production of films. Costs of films are transferred to film rights upon completion. Provisions are made for costs which are in excess of the expected future revenue generated by these films. The balance of film production cost not yet due are disclosed as commitments.

2. 主要會計政策摘要 (續)

(g) 無形資產

(i) 影片版權

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

影片版權以成本減累計攤銷及任何累計減值虧損入賬。

影片版權以預期收入按比例撇銷成本計算而得之比率攤銷。該比率乃按董事之年度覆核而定。

(ii) 商標

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

(iii) 節目版權及知識產權

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

(h) 拍攝中影片

拍攝中影片以成本值減任何已識別減值虧損列賬。成本值包括與影片產品相關之所有直接成本。影片成本於完成時轉撥至影片版權。成本超出該等影片產生之預期未來收入之部分已作出撥備。未到期之制片成本結餘披露為承擔。



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(i) Impairment of assets

(i) Impairment of trade and other receivables

Trade and other receivables are stated at cost or amortised cost and are reviewed at each balance sheet date to determine whether there is objective evidence of impairment. If any such evidence exists, any impairment loss is determined and recognised as follows:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation; and
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor.

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

For trade receivables and other financial assets carried at amortised cost, the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows, discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition of these assets), where the effect of discounting is material.

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

2. 主要會計政策摘要(續)

(i) 資產減值

(i) 貿易及其他應收款項減值

貿易及其他應收款項倘按成本或攤銷成本列賬，將會於每個結算日進行審閱以確定是否有客觀減值證據。倘有任何該等證據存在，則任何減值虧損會被釐定及確認如下：

- 債務人有重大財務困難；
- 違反合約，如拖欠或拖延償還利息或本金；
- 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。

倘有任何該等證據存在，則任何減值虧損會被釐定及確認如下：

就按攤銷成本列賬之貿易應收款項及其他金融資產而言，減值虧損是按資產賬面值與估計未來現金流量之間之差額計算。倘貼現之影響屬重大，則以金融資產之原實際利率(即初次確認有關資產時計算之實際利率)貼現。

倘減值虧損金額其後減少，且該等減少可客觀地與減值虧損確認後發生之事件聯繫，則減值虧損將在損益賬撥回。減值虧損之撥回額不得導致資產之賬面值超過假設該資產於以往年度從來未確認減值虧損情況下確認之賬面值。



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(i) Impairment of assets (continued)

(i) Impairment of trade and other receivables (continued)

Impairment losses are written off against the corresponding assets directly, except for impairment losses recognised in respect of trade debtors included within 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 relating to that debt are reversed. Subsequent recoveries of amounts previously charged to the allowance account are reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly are recognised in the profit or loss.

(ii) Impairment of other assets

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

- goodwill;
- property, plant and equipment;
- intangible assets;
- films in progress;
- deposits for acquisition of film rights; and
- investments in subsidiaries.

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

2. 主要會計政策摘要 (續)

(i) 資產減值 (續)

(i) 貿易及其他應收款項減值 (續)

減值虧損直接在相應資產撇銷，但就包含在貿易及其他應收款項中的貿易應收款項因收回性存疑（但並非微乎其微）所確認的虧損除外。在此情況下，呆賬的減值虧損使用撥備賬記錄。倘本集團認為收回的可能性甚微，則直接從貿易應收款項中撇銷視為不可收回的金額，而在撥備賬中所持有關於該項債務的任何金額會被撥回。若其後收回先前計入撥備賬的金額，則相關的撥備會被撥回。撥備賬的其他變動及其後撥回已撇銷的金額，均直接在損益內確認。

(ii) 其他資產減值

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

- 商譽；
- 物業、廠房及設備；
- 無形資產；
- 拍攝中影片；
- 收購影片版權之已付按金；及
- 於附屬公司投資。

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



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(i) Impairment of assets (continued)

(ii) Impairment of other assets (continued)

- Calculation of recoverable amount
The recoverable amount of an asset is the greater of its net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e., a cash-generating unit).
- Recognition of impairment losses
An impairment loss is recognised in the profit or loss whenever the carrying amount of an assets, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs to sell, or value in use, if determinable.

2. 主要會計政策摘要 (續)

(i) 資產減值 (續)

(ii) 其他資產減值 (續)

- 計算可收回金額
資產之可收回款額為其售價淨額與使用價值兩者中之較高者。於評估使用價值時，估計未來現金流量乃利用能反映現時市場評估貨幣時值及資產之特定風險之稅前貼現率，貼現至其現值。倘資產並未能在大致獨立於其他資產之情況下產生現金流量，則釐訂可獨立產生現金流量之最小組別資產(即現金產生單位)之可收回款額。
- 確認減值虧損
每當資產(或其所屬之現金產生單位)之賬面值超過其可收回款額，即會在損益確認減值虧損。就現金單位產生確認之減值虧損，首先會分配予減少現金產生單位(或一組單位)所獲分配之任何商譽之賬面值，其後再按比例減少該單位(或該組單位)其他資產之賬面值，惟資產賬面值不會減少至低於其個別公平值減銷售成本或使用價值(倘能釐定)。



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(i) Impairment of assets (continued)

(ii) Impairment of other assets (continued)

– Reversals of impairment losses

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

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

(iii) Interim financial reporting and impairment

Under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, the Group is required to prepare an interim financial report in compliance with HKAS 34, Interim financial reporting, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year.

Impairment losses recognised in an interim period in respect of goodwill is not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates.

2. 主要會計政策摘要 (續)

(i) 資產減值 (續)

(ii) 其他資產減值 (續)

– 撥回減值虧損

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

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

(iii) 中期財務報告及減值

根據香港聯合交易所有限公司證券上市規則，本集團須根據香港會計準則第34號「中期財務報告」就財政年度首六個月編製中期財務報告。於中期完結時，本集團採用於財務年度完結時應採用之同一減值測試、確認及撥回條件。

於中期內就商譽所確認之減值虧損不可在往後期間撥回。假設在中期相關之財政年度完結時才評估減值，此時即使不用確認虧損或確認較少虧損時，亦不會撥回減值虧損。



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

2. 主要會計政策摘要 (續)

(j) Inventories

Inventories are carried at the lower of cost and net realizable value. Cost is calculated using the weighted average cost formula and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

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

(k) Trade and other receivables

Trade and other receivables are recognised initially at fair value and thereafter stated at amortised cost using the effective interest method, less impairment losses for bad debts, except where the receivables are interest-free loans made to related parties without 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. A provision for impairment of trade and other receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate. The amount of the provision is recognised in the profit or loss.

2. 主要會計政策摘要 (續)

(j) 存貨

存貨以成本及可變現淨值之較低者列賬。成本按加權平均法釐訂並包括一切採購成本、轉變成本及將存貨移至現址及達致現況而產生之其他成本。可變現淨值指在日常業務過程中之估計售價，減估計完成成本及估計銷售成本。

於出售存貨時，該等存貨之賬面值於確認有關收益之期間列作開支。存貨撇減至可變現淨值之款額及所有存貨虧損均於撇減或虧損出現期間列作開支。已撇減存貨的撥回款項，均於撥回期間內列作確認為開支存貨之減少。

(k) 貿易及其他應收款項

貿易及其他應收款項初步按公平值入賬，並隨後利用實際利息法以攤銷成本(扣除壞賬之減值虧損，除非應收款項是向關連人士作出而無固定還款期之免息貸款，或其貼現影響極微。於此情況下，應收款項按成本值減呆壞賬之減值虧損列賬)列賬。倘有客觀證據顯示本集團未能根據應收款項的原本條款收回所有款項，則就貿易及其他應收款項計提減值撥備。撥備數額為資產的賬面值與按實際利率貼現的估計未來現金流量現值的差額。撥備數額在損益中確認。



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(l) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, deemed deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts, if any, that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated cash flow statement.

(m) Trade and other payables

Trade and other payables are initially recognised at fair value. Except for financial guarantee liabilities, trade and other payables are subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

(n) Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between cost and redemption value being recognised in the profit or loss over the period of the borrowings, using the effective interest method. Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

2. 主要會計政策摘要 (續)

(l) 現金及現金等價物

現金及現金等價物包括銀行及手頭現金、視作存於銀行及其他金融機構之存款，以及可隨時轉換為已知數額現金而價值變動風險不大且於收購起計三個月內到期之短期高流通量投資。就綜合現金流量表而言，須按要求償還並構成本集團現金管理之主要部分之銀行透支（如有）亦計入現金及現金等價物之一部分。

(m) 貿易及其他應付款項

貿易及其他應付款項初步按公平值確認，惟財務擔保負債、貿易應付款項及其他應付款項其後按攤銷成本入賬，除非折現影響並不重大，則按成本入賬。

(n) 計息借貸

計息借貸初步按應佔公平值減交易成本確認。於初步確認後，計息借貸隨後以攤銷成本列賬，而成本與贖回價值之任何差額，在借貸期間以實際利息法於損益確認。借貸均列為流動負債，除非本集團可無條件將負債延遲至結算日最少12個月後結清。



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(o) Borrowing costs

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

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

(p) Provisions and contingent liabilities

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

Where it is not probable that an outflow of 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.

2. 主要會計政策摘要 (續)

(o) 借貸成本

借貸成本於其產生之期間內在綜合收益表中列支，但與收購、建造或生產需要長時間才可以投入擬定用途或銷售之資產直接相關之借貸成本則予以資本化。

屬於合資格資產成本一部分之借貸成本在資產產生開支、借貸成本產生和使資產投入擬定用途或銷售所必須的準備工作進行期間開始資本化。在使合資格資產投入擬定用途或銷售所必須之所有準備工作中止或完成時，借貸成本便會暫停或停止資本化。

(p) 撥備及或然負債

當本集團或本公司因過去事件而須承擔法定或推定責任，而履行該責任很可能需要經濟利益流出及能可靠估計時，則會就不確定期限或款額之負債確認撥備。倘貨幣之時值重大，則撥備會以預期履行責任所需支出之現值入賬。

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



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(q) Employee benefits

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

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

Contributions to appropriate local defined contribution retirement schemes pursuant to the relevant labour rules and regulations in the PRC are recognised as an expense in the consolidated income statement as incurred, except to the extent that they are included in the cost of inventories not yet recognised as an expense.

(ii) Share-based payments

For grants of share options which are conditional upon satisfying specified vesting conditions, the fair value of services received determined by reference to the fair value of share options granted at the grant date is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (share options reserve). The impact of the revision of the original estimates during the vesting period, if any, is recognised in the consolidated income statement with a corresponding adjustment to share options reserve.

For share options which are vested at the date of grant, the fair value of the share options granted is expensed immediately to the consolidated income statement.

2. 主要會計政策摘要 (續)

(q) 僱員福利

(i) 短期僱員福利及定額供款計劃供款

薪金、年終花紅、有薪年假、定額供款計劃之供款及非貨幣福利之成本均於僱員提供有關服務之年度內累計。倘付款或結算遞延而影響屬重大，則該等款項會按其現值列賬。

根據中國相關勞動規則及法規向適當之地方定額供款退休計劃作出之供款，於供款時在綜合收益表確認為開支，但已計入存貨成本且尚未確認為開支之金額除外。

(ii) 股份支付款項

就須待達成指定歸屬條件之購股權授出而言，已收取服務之公平值乃參照授出當日已授出購股權之公平值而釐定，並於歸屬期間按直線法支銷，而權益（購股權儲備賬）則相應增加。修訂歸屬期原先估計之影響（如有）在綜合收益表內確認，並對購股權儲備作出相應調整。

就於授出日期歸屬之購股權而言，已授出購股權之公平值隨即於綜合收益表內支銷。



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(q) Employee benefits (continued)

(ii) Share-based payments (continued)

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

For share options granted to consultants in exchange for goods or services, they are measured at the fair value of the goods and services received. The fair values of the goods and services are recognised as expenses immediately, unless the goods and services qualify for recognition as assets. Corresponding adjustments have been made to equity (share option reserve).

(iii) Paid leave carried forward

The Group provides paid annual leave to its employees under their employment contracts on a calendar year basis. Under certain circumstances, such leave which remains untaken as at the balance sheet date is permitted to be carried forward and utilised by the respective employees in the following year. An accrual is made at the balance sheet date for the expected future cost of such paid leave earned during the year by the employees and carried forward.

2. 主要會計政策摘要 (續)

(q) 僱員福利 (續)

(ii) 股份支付款項 (續)

歸屬期內會覆核預期將會歸屬之購股權數目。凡對過往年度已確認的累計公平值作出之調整，須扣自／計入回顧年度之損益賬，並會對資本儲備作出相應調整，惟合資格確認為資產的原有僱員開支則除外。於歸屬日期，已確認為開支之款額會作出調整，以反映實際歸屬之購股權數目，並會對資本儲備作出相應調整，惟只因未能達成有關本公司股份市價之歸屬條件而沒收的情況則除外。權益數額在資本儲備內確認，直至購股權獲行使時（轉撥至股份溢價賬）或購股權到期（直接轉撥至保留溢利）時為止。

授予顧問以交換商品和服務之購股權，按已收到商品和服務之公平值計值。除非該等商品和服務合資格被確認為資產，否則其公平值即時被確認為開支。已對權益作出相應調整（購股權儲備）。

(iii) 有薪假期結轉

本集團按曆年基準根據僱員合約向僱員提供有薪假期。在若干情況下，僱員於結算日仍未享用之有薪假期可結轉至來年享用。僱員在本年度有薪假期之未來估計成本將於結算日予以累計並結轉至來年。



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(r) Foreign currency translation

(i) Functional and presentation currency

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

(ii) 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 profit or loss, except when deferred in equity as qualifying cash flow hedges or qualifying net investment hedges.

Translation differences on non-monetary financial assets and liabilities are reported as part of the fair value gain or loss. Translation difference on nonmonetary items, such as equities classified as available-for-sale financial assets, are included in the investment revaluation reserve in equity.

(iii) Group companies

The results and financial position of all the group 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:

- (a) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;

2. 主要會計政策摘要 (續)

(r) 外幣換算

(i) 功能及呈報貨幣

各集團實體的財務報表，所載的項目以集團實體經營所在的主要經濟環境的貨幣計量（「功能貨幣」）。除非另有所示，否則綜合財務報表以本集團的功能及呈列貨幣港元呈列。

(ii) 交易及結餘

外幣交易以交易日期之匯率換算為功能貨幣。因結算此等交易及按年終匯率換算以外幣為單位的貨幣資產及負債而產生之匯兌盈虧於損益中確認，除合資格現金流量對沖或合資格淨投資對沖於權益內遞延。

非貨幣項目之匯兌差異，例如按金融資產及負債之股本工具，均列報為公平值收益或虧損之一部分。至於非貨幣項目之匯兌差異，例如歸類為可出售金融資產之股票等，均列入權益賬之公平值儲備內。

(iii) 集團公司

所有集團公司（該等公司概無擁有嚴重通貨膨脹經濟體的貨幣）以有別於呈列貨幣之功能貨幣計算之業績及財務狀況，按以下方式換算為呈列貨幣：

- (a) 各資產負債表之資產與負債以各資產負債表之結算日收盤匯率換算；



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(r) Foreign currency translation (continued)

(iii) Group companies (continued)

- (b) income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- (c) 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 disposed of, cumulative exchange differences that were recorded in equity are recognised in the profit or loss as part of the gain or loss on disposal.

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

2. 主要會計政策摘要 (續)

(r) 外幣換算 (續)

(iii) 集團公司 (續)

- (b) 各收益表之收益及支出以平均匯率換算，但若此平均匯率未能合理地反映各交易日之匯率所帶來的累積影響，則按照交易日之匯率折算此等收入和支出；及
- (c) 所有因而產生之匯兌差額確認為權益之獨立部份。

結算綜合賬目時，換算海外實體之投資淨額及指定對沖該等投資之借款及其他貨幣工具而產生之匯兌差額計入擁有人之權益。出售海外業務時，記錄於權益之累計匯兌差額於損益確認為出售盈虧之部份。

因收購海外實體而產生之商譽及公平值調整列作該海外實體之資產與負債，並以其收盤匯率換算。



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(s) Income tax

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

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

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided that those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary differences or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

2. 主要會計政策摘要 (續)

(s) 所得稅

本年度所得稅包括即期稅項及遞延稅項資產與負債的變動。即期稅項及遞延稅項資產與負債之變動均在損益內確認，但直接在權益中確認之相關項目，則確認為權益。

即期稅項是按本年度應課稅收入根據在結算日已生效或實質上已生效之稅率計算的預期應付所得稅，以及對過往年度應付所得稅之任何調整。

遞延稅項資產與負債分別由可扣稅和應課稅暫時差額產生。暫時差異是指資產與負債在財務報表上的賬面值與這些資產與負債的計稅基礎之差額。遞延稅項資產亦可由未使用稅項虧損及未使用稅款抵免產生。

除少數個別情況外，所有遞延稅項負債及所有遞延稅項資產以只限於有可能產生未來應課稅溢利用作抵扣有關資產為限而會確認。支持確認由可抵扣暫時差額所產生遞延稅項資產之未來應課稅溢利，包括因轉回現有應課稅暫時差額而產生之金額，惟差額須與相同稅務機關及相同應課稅實體有關，並預期在預計轉回可抵扣暫時差額之同一期間轉回，或在遞延稅項資產所產生的稅項虧損可承前或結轉之期間內轉回。在判斷現有應課稅暫時差額是否足以支持確認因未動用稅項虧損及抵免所產生之遞延稅項資產時，亦會採用相同準則。即如差額與相同稅務機關及相同應課稅實體有關，並預期在稅項虧損或抵免可被動用之同一期間內轉回情況下始會計入有關差額。



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(s) Income tax (continued)

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax assets and liabilities are not discounted.

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

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

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

2. 主要會計政策摘要 (續)

(s) 所得稅 (續)

確認遞延稅項資產及負債之少數例外情況為源自不可扣稅之商譽、初步確認不影響會計或應課稅溢利(惟並非業務合併之其中部分)之暫時資產或負債, 以及有關投資於附屬公司之暫時差額, 而倘出現應課稅差額, 則為本集團可控制撥回時間, 且於可見將來不會撥回差額。倘出現可扣稅差額, 則除非有關差額將於日後撥回。

遞延稅項之確認數額乃按資產與負債之賬面值之預期變現或結算形式, 採用於結算日所訂定或大致上訂定之稅率計量。遞延稅項資產與負債不予貼現。

遞延稅項資產之賬面值會於每一個結算日予以評估。倘預計不再可能獲得足夠之應課稅溢利用以抵銷相關稅務利益, 則遞延稅項資產會相應地被減少至其預期可實現之金額。如可能有足夠應課稅溢利, 該減少金額將被撥回。

因分派股息而產生之額外所得稅, 於派付有關股息之責任獲確認時予以確認。

即期稅項結餘及遞延稅項結餘以及有關變動均獨立呈列及不予抵銷。倘本公司或本集團具備合法可強制執行權力將即期稅項資產與即期稅項負債抵銷, 且符合以下額外條件, 則即期稅項資產與即期稅項負債可以相抵, 而遞延稅項資產則與稅項負債可以相抵:



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(s) Income tax (continued)

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

(t) Recognition of revenue

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and services in the ordinary course of the Group's activities. Revenue is shown net of value added tax, rebates and discounts. Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably. Revenue is recognised in the profit or loss as follows:

(i) Sale of goods

Revenue from sales of goods is recognised on the transfer of risks and rewards of ownership, which generally coincides with the time when the goods are delivered to customers and title has passed.

(ii) Sub-licensing of film rights

Licence income from film rights licensed to licensees is recognised over the license period and when the films are available for showing or telecast;

2. 主要會計政策摘要 (續)

(s) 所得稅 (續)

- 就即期稅項資產及負債而言，本公司或本集團擬按淨值基準結算或同時變現資產及清償負債；或
- 就遞延稅項資產及負債而言，倘此等資產及負債與相同稅務機構就以下其中一項徵收的所得稅有關：
 - 相同應課稅實體；或
 - 如屬不同應課稅實體，此等實體計劃在清償或收回遞延稅項負債或資產的重大金額期間變現即期稅項資產和清償即期稅項負債時以淨值基準結算或同時變現資產及清償負債。

(t) 收入確認

收入包括在本集團日常業務過程中，出售物業及服務的已收或應收價款的公平值。收入經扣除增值稅、回扣及折扣後呈列。收入於經濟利益將流向本集團以及收入及成本（如適用）可合理衡量時於損益確認如下：

(i) 貨品銷售

貨品銷售之收益於擁有權之風險及回報轉讓時確認，一般與貨品送交顧客及所有權轉讓時同時進行。

(ii) 分授影片版權

向承授人授出影片版權之收入，於授出期間在影片可供上映或播出時確認。



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(t) Recognition of revenue (continued)

(iii) Film exhibition and film distribution income

Film exhibition and film distribution income is recognised when the right to received payment is established;

(iv) Marketing service income and management fee income

Marketing service income and management fee income are recognised when the related services are rendered.

(v) Interest income

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

(u) Dividend distribution

Dividend distribution to the Company's shareholder is recognised as a liability in the Group's consolidated financial statements in the period in which the dividends are approved by the Company's shareholders.

(v) Related parties

Parties are considered to be related to the Group if:

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

2. 主要會計政策摘要 (續)

(t) 收入確認 (續)

(iii) 影片上映及影片發行收入

影片上映及影片發行收入於確立收款權時確認。

(iv) 市場推廣服務收入及管理費收入

市場推廣服務收入及管理費收入乃於提供相關服務時確認。

(v) 利息收入

利息收入於應計時採用實際利率法確認。

(u) 股息分派

分派予本公司股東的股息，於本公司股東批准股息的期間，在本集團之綜合財務報表中確認為負債。

(v) 關連人士

如果符合任何下列一項條件，則被視為本集團之關連人士：

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



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(v) Related parties (continued)

(v) the party is a close member of the family of any individual referred to in (i) or is an entity under the control, joint control or significant influence of such individuals; or

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

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

(w) Convertible notes

Convertible notes that can be converted into equity share capital at the option of the holder, where the number of shares that would be issued on conversion and the value of the consideration that would be received at that time do not vary, are accounted for as compound financial instruments which contain both a liability component and an equity component.

At initial recognition the liability component of the convertible notes is measured as the present value of the future interest and principal payments, discounted at the market rate of interest applicable at the time of initial recognition of similar liabilities that do not have a conversion option. Any excess of proceeds over the amount initially recognised as the liability component is recognised as the equity component. Transaction costs that relate to the issue of a compound financial instrument are allocated to the liability and equity component in proportion to the allocation of proceeds.

The liability component is subsequently carried at amortised cost. The interest expense recognised in the income statement on the liability component is calculated using the effective interest method. The equity component is recognised in the capital reserve until either the note is converted or redeemed.

2. 主要會計政策摘要 (續)

(v) 關連人士 (續)

(v) 有關人士為第(i)項所述人士之近親，或為受該等個人控制、與他人共同控制或發揮重大影響力之實體；或

(vi) 有關人士為就本集團(或屬本集團關連人士的實體)的員工福利設立的離職後福利計劃。

一名個人的近親指預期可對該名個人與實體間的買賣構成影響或與實體間的買賣會受其影響的家族成員。

(w) 可換股票據

持有人可選擇轉換為權益股本之可換股票據(於轉換時應予發行之股份數目及於彼時應收之代價價值不變)列為既包含負債部分又包含權益部分之複合財務工具。

於初步確認時，可換股票據之負債成分以未來利息及本金付款之現時價值計值，並按於初步確認同類不具轉換權負債時之適用市場利率貼現。所得款項超出初步確認為負債部分之金額之部分確認為權益部分。發行複合財務工具相關之交易成本按分配所得款項比例分配至負債及權益部分。

負債部分隨後按已攤銷成本列賬。於收益表就負債部分確認之利息開支以實際利息法計算。權益部分於資本儲備確認，直至票據被轉換或贖回為止。



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(w) Convertible notes (continued)

If the note is converted, the capital reserve, together with the carrying amount of the liability component at the time of conversion, is transferred to share capital and share premium as consideration for the shares issued. If the note is redeemed, the capital reserve is released directly to retained profits.

(x) Financial guarantee

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

(y) Segment reporting

A business segment is a group of assets and operations engaged in providing products or services that are subject to risks and returns that are different from those of other business segments. A geographical segment is engaged in providing products and services within a particular economic environment that are subject to risks and returns that are different from those of segments operating in other economic environments.

3. FINANCIAL RISK MANAGEMENT

The Group's principal financial instruments comprise interest-bearing bank loans and cash and short-term deposits. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables which arise directly from its operations.

2. 主要會計政策摘要 (續)

(w) 可換股票據 (續)

倘票據被轉換，於轉換時之資本儲備連同負債部分之賬面金額將作為發行股份之代價轉撥至股本及股份溢價。倘票據被贖回，資本儲備將直接撥至保留溢利。

(x) 財務擔保

財務擔保(屬於保險合約)為須擔保人作出特定付款以償付持有人因特定債務人未能根據債務工具之原有或修訂條款於到期時還款所致損失之合約。本集團並無於開始時就財務擔保確認負債，惟會藉比較有關財務擔保之負債淨額賬面值與其現時法定或推定責任金額，測試負債之充份程度。倘有關負債低於其現有法定或推定責任金額，則全數差額即時於綜合收益表確認。

(y) 分類報告

業務分類指從事提供產品或服務之一組資產及業務，而該組資產及業務的風險及回報有別於其他業務分類。地區分類乃在某一特定經濟環境下提供產品或服務，而該分類的風險及回報與在其他經濟環境經營的分類有別。

3. 財務風險管理

本集團之主要金融工具包括計息銀行貸款、現金及短期存款。該等金融工具旨在為本集團之營運提供資金。本集團在營運業務時亦直接產生多種其他金融資產，如貿易應收款項及貿易應付款項。



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

3. FINANCIAL RISK MANAGEMENT (continued)

The main risks arising from the Group's financial instruments are credit risk, liquidity risk, interest rate risk, business risk and foreign currency risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

(a) Credit risk

(i) Trade and other receivables

The Group's credit risk is primarily attributable to trade and other receivables. Management has a credit policy in place and the exposure to these credit risks are monitored on an ongoing basis. Credit evaluations are performed on all customers requiring credit over a certain amount. These receivables are due within 30 to 90 days from the date of billing. Debtors with balances that are excess their credit period are requested to settle all outstanding balances before any further credit is granted.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The default risk of the industry and country in which customers operate also has an influence on credit risk but to a lesser extent. Further quantitative analysis in respect of the Group's exposure to credit risk arising from trade and other receivables are set out in notes 19 and 20.

At the balance sheet date, the Group has a certain concentration of credit risk as 25% (2007: 42%) and 45% (2007: 59%) of the total trade receivables were due from the Group's largest customer and the five largest customers as at 31 March 2008, respectively.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the consolidated balance sheet.

3. 財務風險管理 (續)

本集團金融工具主要面對之風險包括信貸風險、流動資金風險、利率風險、業務風險及外幣風險。董事會已審核並批准相關政策以控制各項風險，總結如下。

(a) 信貸風險

(i) 貿易及其他應收款項

本集團之信貸風險主要與貿易及其他應收款項有關。管理層已設有信貸政策，並持續監察所面臨之信貸風險。本集團對所要求之信貸比限額超過某一金額之客戶進行信貸評估。此等應收款自發票日期起計30至90日內到期。結餘超過信用期未還之債務人須於獲授額外信貸前清償未償結餘。

本集團之信貸風險主要受各客戶個別情況影響。客戶所在行業及國家之拖欠風險亦較少程度上影響信貸風險。有關本集團來自貿易及其他應收款項之信貸風險之其他量化分析載於附註19及20。

於結算日，由於總貿易應收款項之25%（二零零七年：42%）及45%（二零零七年：59%）分別與本集團於二零零八年三月三十一日之最大客戶及五大客戶有關，故本集團有若干集中信貸風險。

最大信貸風險為各金融資產於綜合資產負債表上之賬面值。



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

3. FINANCIAL RISK MANAGEMENT (continued)

(a) Credit risk (continued)

(ii) Deposits with banks

The Group mitigates its exposure to credit risk by placing deposits with financial institutions with established credit ratings. Given the high credit ratings of the bank, management does not expect any counterparty to fail to meet its obligations.

(b) Liquidity risk

In the management of the liquidity risk, the Group monitors a level of cash and cash equivalents considered adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The bank balances have maturity less than three months. In addition to issuance of new shares and convertible notes, the Group also relies on bank borrowings as a significant source of liquidity. The management monitors the utilization of bank borrowings and ensures compliance with loan covenants.

The following table shows that time period after the balance sheet date during which contractual payments, presented on an undiscounted basis, are due to be made. These payments include, among others, interest payment computed using contractual rates (or fixed rate instruments) under the Group's non-derivative financial liabilities which are due to be paid.

3. 財務風險管理 (續)

(a) 信貸風險 (續)

(ii) 銀行存款

本集團透過於信貸評級良好之金融機構存放存款以減輕信貸風險。鑑於銀行信貸評級甚高，管理層並不預期任何對手方不能履行責任。

(b) 流動資金風險

管理流通資金風險時，本集團監督管理層認為足以供本集團之業務及舒緩現金流波動影響所需之現金及現金等價物水平。銀行結餘之到期日少於三個月。除發行新股份及可換股票據外，本集團亦依賴銀行借款，作為流動資金之主要來源。管理層監督銀行借款之動用情況，確保遵守貸款契據。

下表所示為於結算日後需清償受契約規管款項(未經貼現)之限期。該等款項包括(而不限於)按照本集團之非衍生金融負債之合約利率(或固定利率工具)來計算之利息。



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

3. FINANCIAL RISK MANAGEMENT (continued)

(b) Liquidity risk (continued)

Group

		2008 二零零八年			
		Total contractual undiscounted cash flow 合約未貼現 現金總流量 HK\$'000 千港元	Within 1 year or on demand 一年內 或按要求 HK\$'000 千港元	More than 1 year but less than 5 years 一年後但 在五年內 HK\$'000 千港元	
Trade payables	貿易應收款項	11,112	11,112	11,112	-
Other payables and accruals	其他應收款項 及應計費用	22,036	22,036	22,036	-
Amount due to a related company	應付關連 公司款項	1,275	1,275	1,275	-
Amount due to a director	應付董事 款項	517	517	517	-
Bank and other borrowings	銀行及其他 借貸	10,086	10,726	8,194	2,532
Finance lease liabilities	融資租約負債	679	751	383	368
		45,705	46,417	43,517	2,900

3. 財務風險管理 (續)

(b) 流動資金風險 (續)

本集團

		2007 二零零七年			
		Total contractual undiscounted cash flow 合約未貼現 現金總流量 HK\$'000 千港元	Within 1 year or on demand 一年內 或按要求 HK\$'000 千港元	More than 1 year but less than 5 years 一年後但 在五年內 HK\$'000 千港元	
		18,606	18,606	18,606	-
		20,379	20,379	20,379	-
		-	-	-	-
		7,593	7,593	7,593	-
		31,030	33,378	26,841	6,537
		1,059	1,180	423	757
		78,667	81,136	73,842	7,294



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

3. FINANCIAL RISK MANAGEMENT (continued)

(b) Liquidity risk (continued)

Company

	2008 二零零八年		
	Carrying amount	Total contractual undiscounted cash flow	Within 1 year or on demand
	賬面值	合約未貼現現金總流量	一年內或按要求
	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元
Other payables and accruals	3,409	3,409	3,409
其他應付款項及應計費用			

3. 財務風險管理 (續)

(b) 流動資金風險 (續)

本公司

	2007 二零零七年		
	Carrying amount	Total contractual undiscounted cash flow	Within 1 year or on demand
	賬面值	合約未貼現現金總流量	一年內或按要求
	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元
	675	675	675

(c) Interest rate risk

(i) Interest rate profile

The Group's interest rate risk arises primarily from bank borrowings and deposits at bank. All of the bank loans of the Group were bearing prevailing market interest rates and were sensitive to any change in market interest rates. The Group did not use derivative financial instruments to hedge its debts obligations.

The Group manages the risk by setting roll-over periods of various duration on its revolving loans after due consideration of market conditions and expectation of future interest rate movements. However, the Group does not expect any significant changes in interest rates which might materially affect the Group's results of operations.

(c) 利率風險

(i) 利率組合

本集團之利率風險主要來自銀行借款及銀行存款。本集團所有銀行貸款均以市場通行利率計息，對市場利率變動敏感。本集團並無使用衍生金融工具以對沖其債務責任。

本集團通過於審慎考慮市況及預期未來利率變化後對其循環貸款設定不同重續年期。然而，本集團預期利率不會有任何重大變動，不會對本集團之營運產生嚴重影響。

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

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

3. FINANCIAL RISK MANAGEMENT (continued)**(c) Interest rate risk (continued)****(i) Interest rate profile (continued)**

The following table details the interest rate profile of the Group's and the Company's interest-generating financial assets and interest-bearing financial liabilities at the balance sheet date:

Group**本集團**

		2008 二零零八年		2007 二零零七年	
		Effective interest rate	HK\$'000	Effective interest rate	HK\$'000
		實際利率	千港元	實際利率	千港元
Pledged bank deposits	已抵押銀行存款	1.90%	2,155	4.83%	5,136
Cash and cash equivalents	現金及現金等價物	3.00%	51,746	3.26%	2,340
Bank loan	銀行貸款	6.05%	8,182	7.87%	19,572
Bank overdrafts	銀行透支	7.60%	1,904	7.05%	11,138
Other borrowings	其他借貸	5.91%	-	7.25%	320

Company**本公司**

		2008 二零零八年		2007 二零零七年	
		Effective interest rate	HK\$'000	Effective interest rate	HK\$'000
		實際利率	千港元	實際利率	千港元
Cash and cash equivalents	現金及現金等價物	3.00%	7,704	3.26%	4

(ii) Sensitivity analysis

At 31 March 2008, it is estimated that a general increase/decrease of 100 basis points in interest rates, with all other variable held constant, would increase/decrease the Group's loss after income tax and accumulated losses for the year by approximately HK\$640,000 (2007: HK\$385,000). Other components of equity would not be affected (2007: Nil) by the changes in interest rates.

(ii) 敏感度分析

於二零零八年三月三十一日，估計倘利率普遍上升／下跌100基點，而其他因素維持不變，本集團之除所得稅項前虧損及年內累積虧損將增加／減少約640,000港元（二零零七年：385,000港元）。權益之其他部份不會受利率變動影響（二零零七年：無）。



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

3. FINANCIAL RISK MANAGEMENT (continued)

(c) Interest rate risk (continued)

(ii) Sensitivity analysis (continued)

The sensitivity analysis above has been determined assuming that the change in interest rates had occurred at the balance sheet date and had been applied to the exposure to interest rate risk for financial instruments in existence at that day. The 100 basis points increase or decrease represents management's assessment of a reasonably possible change in interest rates over the period until the next annual balance sheet date. The analysis is performed on the same basis for 2007.

(d) Business risk

The Group's video products are primarily sold to several major customers. The Group has a certain concentration of business risk as 29% (2007: 30%) of total sales were made from the Group's five largest customers. In the event that these customers ceased to purchase from the Group and the Group could not secure orders from other customers, the Group's turnover and profitability would be adversely affected.

(e) Foreign currency risk

The currency risk of the Group arises mainly from the its revenues from its film rights licensing and sub-licensing and purchases of film rights denominated in currencies other than the functional currency.

The Group minimized its currency risk by denominating majority of its foreign currency transactions in United States Dollars ("US\$"), which is pledged with Hong Kong dollars at a destined range such that the exposure on fluctuation of foreign currency rate is limited. Given that the foreign currency exposure is only to US\$, sensitivity analysis to changes in foreign currency rates is not presented thereof.

3. 財務風險管理 (續)

(c) 利率風險 (續)

(ii) 敏感度分析 (續)

上述敏感度分析乃假設利率變動於結算日出現，且已用作計算金融工具於該日存在之利率風險，猶如其於當日已經存在。上升或下跌100基點乃管理層對截至下一個年度結算日止期間利率之合理可能變動幅度。分析之基準與二零零七年之基準相同。

(d) 業務風險

本集團之錄像產品主要向若干主要客戶銷售。由於總銷售額之29% (二零零七年：30%) 來自本集團五大客戶，故本集團面臨若干集中業務風險。倘該等客戶終止向本集團採購或減少採購量，而本集團未能得到其他客戶之訂單，本集團之營業額及盈利能力可能受到不利影響。

(e) 外幣風險

本集團之貨幣風險主要由其分授及轉授影片版權所得收入以及採購影片版權所產生，兩者均以功能貨幣以外貨幣為單位。

本集團通過將其大部份外幣交易而美元為單位，將其貨幣風險減至最低；美元按指定價幅與港元掛鈎，故此所承受之外幣波動風險有限。由於外幣風險僅涉及美元，故並無就此呈列外幣匯率變化之敏感度分析。



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

3. FINANCIAL RISK MANAGEMENT (continued)

(f) Capital management

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

The Group manages its capital structure and makes adjustments to it, in light of change in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the years ended 31 March 2008 and 2007.

Consistent with the industry practice, the Group monitors its capital structure on the basis of net debt-to-capital ratio, which is calculated as the Group's total bank borrowings as shown in consolidated balance sheet less cash and cash equivalents. Debt-to-capital is defined as shareholders' equity over the Group's total debts. The net debt-to-capital ratios as at 31 March 2008 and 2007 were as follows:

3. 財務風險管理 (續)

(f) 資金管理

本集團管理資金之主要目標為保障本集團持續經營之能力，從而繼續為股東提供回報及為其他權益持有人提供利益，以及維持最佳資本架構，以減低資金成本。

本集團視乎經濟狀況轉變管理其資本架構及予以調整。為維持或調整資本架構，本集團可能調整向股東派付之股息或發行新股。截至二零零八年及二零零七年三月三十一日止年度概無更改目標、政策或程序。

與行業慣例相符，本集團根據淨債務資本比率監察資本架構，有關比率乃以綜合資產負債表所示本集團之總銀行借款減現金及現金等價物計算。債務資本比率乃界定為股東權益除以本集團之總貸款。於二零零八年及二零零七年三月三十一日之債務資本比率如下：

		Group 本集團	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Current liabilities:	流動負債：		
Amount due to a director	應付董事款項	517	7,593
Amount due to a related company	應付關連公司款項	1,275	-
Trade and other payables	貿易及其他應付款項	33,148	38,985
Secured bank and other borrowings	有抵押銀行及其他借貸	7,698	24,969
Obligations under finance leases	融資負債承擔	346	380
Taxation payable	應繳稅項	6	6
		<hr/>	<hr/>
Non-current liabilities:	非流動負債：		
Secured bank and other borrowings	有抵押銀行及其他借貸	42,990	71,933
Obligations under finance leases	融資負債承擔	2,388	6,061
		333	679
		<hr/>	<hr/>
Total debt	總債務	45,711	78,673
Less: Cash and cash equivalents	減：現金及現金等價物	(51,746)	(2,340)
Pledged bank deposits	已抵押銀行存款	(2,155)	(5,136)
		<hr/>	<hr/>
Net (cash position)/debt	淨（現金水平）／債務	(8,190)	71,197
		<hr/>	<hr/>
Total equity	權益總值	55,924	5,334
		<hr/>	<hr/>
Net debt-to-capital ratio	淨債務資本比率	N/A 不適用	1334%



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

3. FINANCIAL RISK MANAGEMENT (continued)

(f) Capital management (continued)

Neither the Company nor any of its subsidiaries is subject to externally imposed capital requirements.

(g) Estimation of fair values

The following summarises the major methods and assumptions used in estimating the fair values of financial instruments:

(i) Interest-bearing loans and borrowings

The fair value is estimated as the present value of future cash flows, discounted at current market interest rates for similar financial instruments.

(ii) Liquid and/or short-term assets and liabilities

For financial assets and financial liabilities that are liquid or having a short term maturity, it is assumed that the carrying amounts approximate their fair values. The assumption is applied to trade and other receivables, trade and other payables, cash and cash equivalents without a specific maturity and variable rate financial instruments.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

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 period are discussed below.

3. 財務風險管理 (續)

(f) 資金管理 (續)

本公司或其任何附屬公司概無受任何外來資本需求所限。

(g) 公平值估計

下文概述估計金融工具公平值所採用之主要方法及假設：

(i) 計息貸款及借款

公平值乃根據以類似金融工具之現行市場利率貼現之未來現金流量之現值估計。

(ii) 流動及／或短期資產及負債

就流動或到期日短之金融資產及金融負債而言，乃假設其賬面值與其公平值相若。此假設已應用於貿易應收款項、應收票據及其他應收款項、貿易應付款項、應付票據及其他應付款項、並無指定到期日之現金及現金等價物以及浮息金融工具。

4. 重要會計估計及判斷

本集團對未來作出推算及假設。所得之會計估計理論上難以與相關的實際結果相同。以下所論述之估計及假設有相當風險會引致須於下個財政年度對資產和負債之賬面值作重大調整。



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

(a) Useful lives and residual values of property, plant and equipment

Useful lives of the Group's property, plant and equipment are defined as the period over which they are expected to be available for use by the Group. This estimate is based on the historical experience of the actual useful lives of property, plant and equipment or similar nature and functions. Management will increase the depreciation charge where useful lives are less than previously estimated lives, and will write off or write down technically obsolete or non-strategic assets that have been abandoned or sold. Actual economic lives may differ from estimated useful lives; and actual residual values may differ from estimated residual values. Periodic review could result in a change in depreciable lives and residual lives and therefore depreciation expense in future periods.

(b) Impairment of property, plant and equipment

Property, plant and equipment are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The recoverable amounts are determined based on value-in-use calculations or market valuations. In determining the value in use, expected cash flows generated by the asset are discounted to their present values, which requires significant judgement relating to such items such as level of turnover and amount of operating costs. No impairment was provided during the year.

(c) Impairment of intangible assets, films in progress and deposits for acquisition of film rights

As set out in note 2(i), impairment loss on intangible assets, films in progress and deposits for acquisition of film rights are performed at each balance sheet date with references to both internal and external market information. As at 31 March 2008, the carrying value of intangible assets, films in progress and deposits for acquisition of film rights amounted to approximately HK\$27,149,000.

4. 重要會計估計及判斷 (續)

(a) 物業、廠房及設備之可使用年期及餘值

本集團物業、廠房及設備之可使用年期被定義為本集團預期可使用之整個期間。該估計乃根據相似之物業、廠房及設備或性質及功能實際使用年期之過往經驗而作出。倘可使用年期較之前之估計年期為短，則管理層會提高折舊開支，及其將已報廢或出售的技術過時或非策略資產撇銷或撇減。實際經營年期可能不同於估計可使用年期；及實際餘值可能不同於估計餘值。定期檢討可能導致可折舊年限及剩餘價值出現變動，因而引致未來期間之折舊開支有所分別。

(b) 物業、廠房及設備之減值

當有事件出現或情況變動顯示賬面值可能無法收回時，須就物業、廠房及設備進行減值檢討。可收回金額已根據使用價值計算或市值而釐定。在釐定使用價值時，資產所產生之預期現金流量會貼現至其現值，因而需要對相關項目（如營業額水平及經營成本金額）作出重大判斷。於年內並無進行減值撥備。

(c) 無形資產、拍攝中影片及收購影片版權之訂金之減值

誠如附註2(i)所述，無形資產、拍攝中影片及收購影片版權之已付按金之減值虧損均於各結算日按內部及外界市場資料而作出。於二零零八年三月三十一日，無形資產、拍攝中影片及收購影片版權之已付按金之賬面值約為27,149,000港元。



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

(d) Impairment of goodwill

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

(e) Impairment of trade receivables and other receivables

The Group makes provision for impairment of trade and other receivables based on the evaluation of collectibility and ageing analysis of accounts and on management's judgement. A considerable amount of judgement is required in assessing the ultimate realisation of these receivables, including the current creditworthiness and the past collection history of each customer. If the financial conditions of customers of the Group were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required.

(f) Net realisable value of inventories

Net realisable value of inventories is the estimated selling price in the ordinary course of business, less estimated costs to completion and selling expenses. These estimates are made with reference to age analysis of inventories, projection of expected sale volume and management experience and judgement. Based on this review, write down of inventories will be made when the carrying amounts of inventories decline below their estimated net realisable value. Due to changes in market conditions, actual saleability of goods may be different from estimation and profit or loss could be affected by differences in this estimation.

4. 重要會計估計及判斷 (續)

(d) 商譽之減值

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

(e) 貿易及其他應收款項之減值撥備

本集團基於賬款之可收回性之評估及賬齡分析，以及管理層之判斷，就貿易及其他應收款項作出減值撥備。於評估該等應收款項之最終變現金額時，需要作出重大判斷，包括各客戶現時之信譽以及過往收款記錄。倘本集團之財務狀況轉壞，令到其付款能力有損，則可能需要作出額外撥備。

(f) 存貨之可變現淨值

存貨之可變現淨值乃於日常業務過程中作出之估計售價減估計銷售及分銷成本。此等估計乃根據存貨賬齡分析、估計銷量預測及管理層之經驗及判斷而作出。根據有關審閱，倘存貨賬面值減至低於其估計可變現淨值，則會撇減存貨。由於市況變動，商品實際可銷售性可能與估計有別，而損益可能被估計差異影響。



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

(g) Income taxes

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

(h) Convertible notes

The fair value of the liability component of the convertible notes is estimated by independent professional valuer based on transactions of similar financial instruments in the market which generally represent the best estimate of the market value.

5. TURNOVER AND SEGMENT INFORMATION

The Group is principally engaged in the distribution of video products, provision of sub-licensing services and sales of sub-licensed goods during the years ended 31 March 2008 and 2007.

Turnover represents the sales value of goods to customers net of goods returns and allowances, and revenue received and receivable from sub-licensing of film rights, film exhibition and film distribution, and is analysed as follows:

Sales of video products	銷售錄像產品
Sub-licensing of film rights	分授影片版權
Film exhibition and film distribution income	影片上映及發行收入

4. 重要會計估計及判斷 (續)

(g) 所得稅

本集團須繳納若干司法權區之所得稅。在日常業務過程中，若干交易及計算方法存在不明朗之最終稅項決定。本集團以額外稅項會否到期之估計就預期稅項核數事宜確認負債。若該等事宜之最終稅務結果有別於初次記錄之金額，有關差額將於作出決定之期間影響所得稅及遞延稅項撥備。

(h) 可換股票據

可換股票據負債部份之公平值乃由獨立專業估值師按市場上同類財務資產交易而估計，一般即就市場價值之最近似估計。

5. 營業額及分類資料

本集團於截至二零零八年及二零零七年三月三十一日止年度主要從事發行錄像產品，提供再分授特許權服務及銷售獲分授特許權產品。

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

2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
27,446	43,167
2,141	10,699
3,570	5,805
33,157	59,671



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

5. TURNOVER AND SEGMENT INFORMATION

(continued)

Business segments

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

Geographical segments

As the Group's turnover for the years ended 31 March 2008 and 2007 are substantially made to customers based in Hong Kong and the operations of the Group are substantially located in Hong Kong, no separate analysis for the geographical segment information is provided accordingly.

6. OTHER REVENUE AND OTHER INCOME

Other revenue	其他收益
Management fee income	管理費收入
Marketing service income	市場推廣服務收入
Interest income	利息收入

Other net income	其他淨收入
Net exchange gain	淨匯兌收益
Compensation received	已收賠償金
Sundry income	其他收入

5. 營業額及分類資料 (續)

業務分類資料

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

地區分類資料

本集團截至二零零八年及二零零七年三月三十一日止年度的營業額中絕大部份乃銷售予香港客戶，而本集團絕大部份業務均位於香港。因此，並無提供獨立地區分類資料分析。

6. 其他收益及其他收入

2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
605	—
2,408	842
133	294
3,146	1,136
30	104
1,324	—
589	187
1,943	291
5,089	1,427



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

7. LOSS FROM OPERATIONS

Loss from operations has been arrived at after charging:

7. 經營虧損

經營溢利已扣除下列各項：

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Staff costs	員工成本		
Directors' remuneration (note 9)	董事酬金 (附註9)	3,447	2,656
Other staff costs	其他員工成本	5,833	8,039
Share-based payment	以股份為基準之付款	-	244
Retirement benefits scheme contributions other those included in Directors' contributions (note 9)	退休福利計劃供款，不包括計入董事供款者 (附註9)	238	370
		9,518	11,309
Depreciation	折舊		
Owned assets	自置資產	1,123	808
Assets under finance leases	根據融資租約持有之資產	209	695
Amortisation of film rights included in cost of sales	計入銷售成本之影片版權攤銷	9,990	36,811
Amortisation of intellectual property rights included in cost of sales	計入銷售成本之知識產權攤銷	3,521	164
Amortisation of programme rights included in cost of sales	計入銷售成本之節目版權攤銷	258	140
Amortisation of trademark included in administrative expenses	計入行政開支之商標攤銷	-	15
Auditors' remuneration	核數師酬金		
- audit services	- 核數服務	650	400
- non-audit services	- 非核數服務	200	80
Cost of inventories included in cost of sales	計入銷售成本之存貨成本	13,602	10,771
Share-based payment (including amount paid to staff of HK\$244,000)	以股份為基準之付款 (包括支付予員工244,000港元之款項)	-	3,055



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

8. FINANCE COSTS

Interest on:	應付利息：
Bank borrowings wholly repayable within five years	須於五年內悉數償還之 銀行借貸
Other borrowings wholly repayable within five years	須於五年內悉數償還之 其他借貸
Finance charges on obligations under finance lease	融資租約承擔下之 融資費用

8. 融資成本

2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
1,289	2,750
226	756
49	63
1,564	3,569

9. DIRECTORS' REMUNERATION

The emoluments of each director for the year ended 31 March 2008 are set out below:

9. 董事酬金

截至二零零八年三月三十一日止年度各董事之酬金如下：

	Fees 袍金 HK\$'000 千港元	Salaries and other benefits 薪金及其他福利 HK\$'000 千港元	Contribution to retirement benefits scheme 退休福利計劃供款 HK\$'000 千港元	Total 總計 HK\$'000 千港元	
Executive directors 執行董事					
Mr. Chin Wai Keung, Richard	錢偉強先生	—	1,924	15	1,939
Mr. Fung Yee Sang	馮懿生先生	—	—	—	—
Mr. Chow Alvin Chiyiu	周之耀先生	—	122	6	128
Mr. Fung Yu Hing, Allan	馮懿卿先生	—	148	4	152
Mr. Ling Macadam	林雄斌先生	—	37	2	39
Mr. Kwong Wai Ho, Richard	鄺偉豪先生	—	—	—	—
Mr. Lo Wing Keung	盧永強先生	—	322	11	333
Mr. So Wing Lok, Jonathan	蘇永樂先生	—	—	—	—
Ms. Wong Hoi Yan, Audrey	黃凱欣小姐	—	561	8	569
Independent non-executive directors 獨立非執行董事					
Mr. Chow Shiu Ki	周肇基先生	120	—	—	120
Mr. Hung Tik	洪迪先生	33	—	—	33
Mr. Lai Kai Jin, Michael	Lai Kai Jin Michael先生	14	—	—	14
Mr. Lam Wai Leung	林惟良先生	20	—	—	20
Mr. Shum Man Ching	岑文禎先生	100	—	—	100
		287	3,114	46	3,447

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

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

9. DIRECTORS' REMUNERATION (Continued)

The emoluments of each director for the year ended 31 March 2007 are set out below:

Executive directors

Mr. Fung Yu Hing, Allan	馮懿卿先生
Ms. Leung Siu Kuen, Janet	梁少娟女士
Mr. Fung Yee Sang	馮懿生先生
Mr. Au Lik Man, Simon	區力民先生
Mr. So Wing Lok, Jonathan	蘇永樂先生
Mr. Lo Wing Keung	盧永強先生
Mr. Tso Kin Nam	曹建南先生
Mr. Chow Alvin Chiyui	周之耀先生
Mr. Chin Wai Keung, Richard	錢偉強先生
Mr. Ling Macadam	林雄斌先生

Non-executive directors

Dr. Lo Wing Yan, William, JP	盧永仁博士， 太平紳士
Ms. Fung Suen Lai, Jacqueline	馮宣妮小姐

Independent non-executive directors

Mr. Chan Koon Chung, Johnny	陳冠中先生
Mr. Chau, Stephen	鄒世龍先生
Mr. Hui Kwok Wah	許國華先生
Mr. Hung Tik	洪迪先生
Mr. Lam Wai Leung	林惟良先生
Mr. Chow Shiu Ki	周肇基先生

Fees	Salaries and other benefits	Contribution to retirement benefits scheme	Total
袍金	薪金及其他福利	退休福利計劃供款	總計
HK\$'000	HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元	千港元
—	562	6	568
—	141	6	147
—	810	12	822
—	238	6	244
—	—	—	—
—	—	—	—
—	80	—	80
—	—	—	—
—	240	—	240
—	—	—	—
35	—	—	35
35	233	9	277
35	—	—	35
35	—	—	35
23	—	—	23
50	—	—	50
50	—	—	50
50	—	—	50
313	2,304	39	2,656

9. 董事酬金 (續)

截至二零零七年三月三十一日止年度各董事之酬金如下：

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

兩個年度內，本集團均無向任何董事支付酬金以吸引彼等加盟本集團或作為加盟獎金又或作為離職補償。概無董事於兩年免收任何酬金。



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

10. INDIVIDUALS WITH HIGHEST EMOLUMENTS

The five highest paid individuals during the year included two directors (2007: three), details of the remaining three (2007: two) individuals with highest paid non-director are as follows:

Salaries and other benefits	薪金及其他福利
Bonus	花紅
Contributions to retirement benefits schemes	退休福利計劃供款

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

11. INCOME TAX

Current year	本年度
PRC enterprise income tax	中國企業所得稅

No provision has been made for the Hong Kong Profits Tax as the Group sustained losses in Hong Kong for taxation purposes during both years.

10. 最高薪酬之人士

本集團五名年內最高薪人士包括兩名董事(二零零七年:三名),其餘三名(二零零七年:兩名)非董事最高薪人士之詳情如下:

2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
1,333	742
-	-
49	27
1,382	769

本年度最高薪人士之總酬金介乎零至1,000,000港元之酬金範圍內。

11. 所得稅

2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
-	38

由於本集團於該兩年內在香港出現稅務虧損,故並無就香港利得稅作出撥備。



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

11. INCOME TAX (continued)

Pursuant to the income tax rules and regulations of the People's Republic of China ("PRC"), the applicable PRC enterprise income tax of the Group's subsidiary, Creative Power Entertaining Company Limited ("Creative Power") is 30% and the local income tax at 3%.

No provision for the PRC enterprise income tax has been made, as Creative Power did not have any assessable profits for the year ended 31 March 2008.

On 16 March 2008, the Fifth Plenary Session of the Tenth National People's Congress promulgated the Corporate Income Tax law of the PRC (the "New Tax Law"), which would become effective on 1 January 2008. According to the New Tax Law, from 1 January 2008, the standard corporate income tax rates for enterprises in the PRC will be reduced from 30% to 25%.

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

11. 所得稅 (續)

根據中華人民共和國(「中國」)所得稅之規則及法規，本集團之附屬公司香港原創動力文化傳播有限公司(「原創動力」)適用之中國企業所得稅稅率為30%，而地方所得稅率則為3%。

由於原創動力於截至二零零八年三月三十一日止年度並無應課稅溢利，故並無就中國企業所得稅作出撥備。

第十屆全國人民代表大會第五次全體會議於二零零七年三月十六日頒佈中國企業所得稅法(「新稅法」)，並於二零零八年一月一日生效。由二零零八年一月一日起，中國企業之標準企業所得稅率將由30%降至25%。

本年度稅項支出與綜合收益表所示溢利對賬如下：

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Loss before taxation	除稅前虧損	(48,642)	(70,195)
Notional tax on loss before income tax, calculated at rate applicable to loss in the countries concerned	除所得稅前虧損之名義稅款(按與虧損有關國家之適用稅率計算)	(8,512)	(12,284)
Tax effect of income not taxable in determining taxable profit	釐定應課稅溢利時毋須課稅收入之稅項影響	(22)	(77)
Tax effect of expenses that are not deductible in determining taxable profit	釐定應課稅溢利時不得扣稅開支之稅項影響	3,800	9,671
Tax effect of temporary differences	暫時差額之稅務影響	690	2,456
Effect of different tax rates of operation in other jurisdictions	於其他司法權區業務所採用稅率不同之影響	(332)	39
Tax loss utilised	動用之稅項虧損	-	(14)
Unrecognised tax loss	未確認之稅項虧損	4,376	247
Tax charge for the year	本年度稅項支出	-	38

Details of deferred taxation are set out in note 25.

遞延稅項詳情載於附註25。



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

12. LOSS ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

The consolidated loss attributable to equity holders of the Company included a loss of HK\$12,103,000 (2007: loss of HK\$47,542,000) which has been dealt with in the financial statements of the Company.

13. LOSS PER SHARE

(a) Basic loss per share

The calculation of basic loss per share is based on the loss attributable to ordinary equity shareholders of the Company of \$47,515,000 (2007: \$69,807,000) and the weighted average of 687,201,000 ordinary shares (2007: 422,591,000 shares) in issue during the year, calculated as follows:

Weighted average number of ordinary shares

Issued ordinary shares at 1 January	於一月一日已發行普通股
Effect of convertible bond converted (note 28(b)(v))	已兌換之可換股債券之影響 (附註28(b)(v))
Effect of shares issued by open offer (note 28(b)(iv))	透過公開發售已發行股份之影響 (附註28(b)(iv))
Effect of share options exercised (note 28(b)(ii))	已行使購股權之影響 (附註28(b)(ii))
Effect of placing and top-up subscription (note 28(b)(iii))	配售事項及補足認購事項之影響 (附註28(b)(iii))
Weighted average number of ordinary shares at 31 December	於十二月三十一日之普通股 加權平均數

(b) Diluted loss per share

Diluted loss per share for the years ended 31 March 2008 and 2007 have not been presented as the effect of any dilution arising from the outstanding share options is anti-dilutive.

12. 本公司權益持有人應佔虧損

本公司權益持有人應佔綜合虧損包括於本公司財務報表中處理之虧損12,103,000港元(二零零七年:虧損47,542,000港元)。

13. 每股虧損

(a) 每股基本虧損

每股基本虧損乃以年內本公司普通股股權持有人應佔虧損47,515,000港元(二零零六年:69,807,000港元)及687,201,000股(二零零六年:422,591,000股)已發行普通股之加權平均數為基準計算如下:

普通股之加權平均數

2008 二零零八年	2007 二零零七年
484,860	402,300
18,142	—
101,268	20,280
16,638	11
66,293	—
687,201	422,591

(b) 每股攤薄虧損

由於任何源自未行使購股權之攤薄影響均具反攤薄性,故並無呈列截至二零零八年及二零零七年三月三十一日止各年度之每股攤薄虧損。



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

14. PROPERTY, PLANT AND EQUIPMENT

Group

14. 物業、廠房及設備

本集團

		Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Furniture and fixtures 傢俬及裝置 HK\$'000 千港元	Office equipment 辦公室設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cost	成本					
At 1 April 2006	於二零零六年四月一日	2,528	1,632	3,766	3,191	11,117
Additions	添置	80	285	339	-	704
Disposals	出售	-	-	-	(183)	(183)
At 31 March 2007 and 1 April 2007	於二零零七年三月三十一日 及二零零七年四月一日	2,608	1,917	4,105	3,008	11,638
Additions	添置	-	477	409	770	1,656
Disposals	出售	(2,608)	(1,404)	(3,852)	-	(7,864)
At 31 March 2008	二零零八年三月三十一日	-	990	662	3,778	5,430
Accumulated depreciation	累計折舊					
At 1 April 2006	於二零零六年四月一日	232	981	3,387	1,619	6,219
Charge for the year	年內變動	261	299	248	695	1,503
Written back on disposals	出售時撥回	-	-	-	(91)	(91)
At 31 March 2007 and 1 April 2007	於二零零七年三月三十一日 及二零零七年四月一日	493	1,280	3,635	2,223	7,631
Charge for the year	年內變動	174	298	248	612	1,332
Written back on disposals	出售時撥回	(667)	(1,201)	(3,650)	-	(5,518)
At 31 March 2008	於二零零八年三月三十一日	-	377	233	2,835	3,445
Net book value	賬面淨值					
At 31 March 2008	於二零零八年三月三十一日	-	613	429	943	1,985
At 31 March 2007	於二零零七年三月三十一日	2,115	637	470	785	4,007

At 31 March 2008, the net book value of the Group's motor vehicles includes an amount of HK\$192,000 (2007: HK\$785,000) in respect of assets held under finance leases.

本集團汽車於二零零八年三月三十一日之賬面淨值包括根據融資租約持有之資產為192,000港元(二零零七年: 785,000港元)。



Notes to the Financial Statements 財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

15. OTHER INTANGIBLE ASSETS

Group

15. 其他無形資產

本集團

		Film rights 影片版權 HK\$'000 千港元	Trademark 商譽 HK\$'000 千港元	Programme rights 節目版權 HK\$'000 千港元	Intellectual property rights 知識產權 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Cost	成本					
At 1 April 2006	於二零零六年四月一日	184,776	75	–	–	184,851
Additions	添置	23,479	–	1,288	2,815	27,582
At 31 March 2007 and 1 April 2007	於二零零七年三月三十一日 及二零零七年四月一日	208,255	75	1,288	2,815	212,433
Additions	添置	5,692	–	–	17,500	23,192
At 31 March 2008	於二零零八年三月三十一日	213,947	75	1,288	20,315	235,625
Accumulated amortisation and impairment	累計攤銷及減值					
At 1 April 2006	於二零零六年四月一日	112,315	60	–	–	112,375
Charge for the year	年內變動	36,811	15	140	164	37,130
Impairment recognised for the year	年內已確認減值	45,810	–	–	–	45,810
At 31 March 2007 and 1 April 2007	於二零零七年三月三十一日 及二零零七年四月一日	194,936	75	140	164	195,315
Charge for the year	年內變動	9,990	–	258	3,521	13,769
At 31 March 2008	於二零零八年三月三十一日	204,926	75	398	3,685	209,084
Net book value	賬面淨值					
At 31 March 2008	於二零零八年三月三十一日	9,021	–	890	16,630	26,541
At 31 March 2007	於二零零七年三月三十一日	13,319	–	1,148	2,651	17,118



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

15. OTHER INTANGIBLE ASSETS (continued)

Intangible assets are amortised on a straight line basis over their estimated useful lives at the follows:

Film rights	2 – 5 years
Trademark	5 years
Intellectual property rights	5 years
Programme rights	5 years

Impairment tests on film rights

By reference to the valuation report prepared by independent professional valuer, Greater China Appraisal Limited (“Greater China”), there was no indication of impairment of film rights as at 31 March 2008 Greater China has estimated recoverable amount by determining value-in-use of film rights. The value-in-use of film rights has been determined based on the income approach, which uses several years cash flow forecast prepared by the management. The key parameters used for discounted cash flow calculation are as follows:

Parameters 參數	Rate 比率	Description 解釋
Risk-free rate 無風險率	2.58%	Yield rate of the 10-year Hong Kong Government Bond 10年期香港外匯基金票據孳息率
Expected market return 市場風險溢價	11.28%	
Beta 投資風險系數	0.64	Average of betas of publicly listed comparable companies that are in the same industry 相同行業內公開上市可資比較公司之投資風險系數平均數
Size premium 規模溢價	3.65%	
Discount rate 折讓率	12%	

The directors considered that no impairment charge needed to be made as at 31 March 2008.

15. 其他無形資產 (續)

無形資產按直線法就估計可使用年期作出如下攤銷：

影片版權	2 – 5年
商標	5年
知識產權	5年
節目版權	5年

影片版權減值測試

參考由獨立專業估值師漢華評值有限公司(「漢華」)編製之估值報告，影片版權於二零零八年三月三十一日並無減值跡象。漢華已按影片版權之使用中價值就可收回金額作出估計。影片版權之使用中價值已根據收入法按貼現現金流量法(此法使用以獲管理層批准之財務預測為基準之數年現金流量預測)釐定。貼現現金流量計算法中所採用之主要參數如下：

於二零零八年三月三十一日，董事認為無需作出減值變動。



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

15. OTHER INTANGIBLE ASSETS (continued)

Impairment tests on intellectual property rights

By reference to the valuation report prepared by an independent professional valuer, BMI Appraisals Limited ("BMI"), there was no evidence of impairment on intellectual property rights as at 31 March 2008. The recoverable amount of intellectual property rights has been determined based on income approach, which uses cash flow projection based on a 10 year financial forecast approved by management. The key parameters used for discounted cash flow calculation are as follows:

Risk-free rate 無風險率	2.58%	Yield rate of the 10-year Hong Kong Exchange Fund Note 十年期香港外匯基金票據孳息率
Market risk premium 市場風險溢價	14.47%	
Beta 投資風險系數	0.596	Average of betas of publicly listed comparable companies that are in the same industry 業內可資比較上市公司投資風險系數之平均值
Size premium 規模溢價	3.88%	
Growth rate 增長率	3%	
Discount rate 折讓率	12.51%	

BMI determined estimated discounted cash flow rate based on the past performance and its expectation for the market development. The weighted average growth rate used is consistent with the forecast included in industry reports.

The directors considered that no impairment charge needed to be made as at 31 March 2008.

15. 其他無形資產 (續)

知識產權減值測試

參考由獨立專業估值師中和邦盟評估有限公司(「中和邦盟」)編製之估值報告，知識產權於二零零八年三月三十一日並無減值跡象。知識產權及節目版權之可收回金額已根據收入法按貼現現金流量法(此法使用以獲管理層批准之十年財務預測為基準之現金流量預測)釐定。貼現現金流量計算法中所採用之主要參數如下：

中和邦盟已根據過往業績及其對市場發展之預期釐定現金流量估計貼現率。所採用之加權平均增長率與行業報告所載之預測一致。

於二零零八年三月三十一日，董事認為無需作出減值變動。



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

15. OTHER INTANGIBLE ASSETS (continued)

Impairment tests on programme rights

Referring to the valuation report prepared by independent professional valuer, BMI, no evidence of impairment on programme rights as at 31 March 2008. BMI adopted cost approach to estimate the recoverable amount. Cost approach considers the cost to reproduce or replace in new condition the assets appraised in accordance with current market prices for similar assets with allowances for accrued amortisation and obsolescence.

The directors considered that no impairment charge needed to be made as at 31 March 2008.

16. GOODWILL

Cost

At 1 April 2006

Arising on acquisition of subsidiaries
(Note 30)

At 31 March 2007 and 31 March 2008

Impairment

At 1 April 2006, 31 March 2007
and 31 March 2008

Carrying value

At 31 March 2008

At 31 March 2007

成本

於二零零六年四月一日

因收購附屬公司所產生
(附註30)

於二零零七年三月三十一日及二零零八年三月三十一日

減值

於二零零六年四月一日，二零零七年三月三十一日及
二零零八年三月三十一日

賬面值

於二零零八年三月三十一日

於二零零七年三月三十一日

15. 其他無形資產 (續)

節目版權減值測試

參考由獨立專業估值師中和邦盟編製之估值報告，節目版權於二零零八年三月三十一日並無減值跡象。中和邦盟以成本法估計可收回金額。成本法按同類資產現時市價，計算重新製造或重置所評估資產之成本，並扣除應計攤銷及陳舊之撥備。

於二零零八年三月三十一日，董事認為無需作出減值變動。

16. 商譽

Group
本集團
HK\$'000
千港元

—

4,259

4,259

—

4,259

4,259



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

16. GOODWILL (continued)

Impairment tests on goodwill

The goodwill arose from the acquisition of Datewell Limited and its subsidiaries ("Datewell Group") in the last year was treated as a separate cash generating unit ("CGU") which is engaged in the holding and distribution of intellectual property rights. By reference to the valuation report prepared by an independent professional valuer, BMI Appraisals Limited ("BMI"), the recoverable amount of Datewell Group has been determined based on income approach, which uses discounted cash flow method, which uses cash flow projection based on several years financial forecast approved by management. The key parameters used for discounted cash flow calculation are as follows:

Risk-free rate 無風險率	2.58%	Yield rate of the 10-year Hong Kong Exchange Fund Note 十年期香港外匯基金票據孳息率
Market risk premium 市場風險溢價	14.47%	
Beta 投資風險系數	0.596	Average of betas of publicly listed comparable companies that are in the same industry 業內可資比較上市公司投資風險系數之平均值
Size premium 規模溢價	3.88%	
Growth rate 增長率	3%	
Discount rate 折讓率	12.51%	

BMI determined estimated discounted cash flow rate based on the past performance and its expectation for the market development. The weighted average growth rate used is consistent with the forecast included in industry reports.

The directors considered that there was no impairment charge needed to be made against goodwill arising from acquisition of Datewell Group as at 31 March 2008.

16. 商譽(續)

商譽減值測試

因去年收購從事持控及分發知識產權之 Datewell Limited及其附屬公司(「Datewell 集團」)所產生之商譽作為獨立現金產生單位(「現金產生單位」)處理。參考由獨立專業估值師中和邦盟評估有限公司(「中和邦盟」)編製之估值報告，Datewell集團之可收回金額已根據收入法按貼現現金流量法(此法使用以獲管理層批准之數年財務預測為基準之現金流量預測)釐定。貼現現金流量計算法中所採用之主要參數如下：

中和邦盟已根據過往業績及其對市場發展之預期釐定現金流量估計貼現率。所採用之加權平均增長率與行業報告所載之預測一致。

於二零零八年三月三十一日，董事認為無須就因收購Datewell集團所產生之商譽支銷任何減值。

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

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

17. INTERESTS IN SUBSIDIARIES**17. 於附屬公司之權益**

		Company 本公司	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 <i>HK\$'000</i> 千港元
Unlisted shares, at cost	非上市股份，按成本值	31,372	31,072
Less: Impairment	減：減值	(25,572)	(25,572)
		5,800	5,500
Amounts due from subsidiaries	應收附屬公司款項	97,356	15,904
Less: Impairment	減：減值	(17,158)	(15,904)
		80,198	-
Amount to a subsidiary	應付一間附屬公司款項	-	(1,821)
		85,998	3,679

Movements on the provision for impairment of interests in subsidiaries is analysed as follows:

於附屬公司之權益減值撥備之變動乃分析如下：

		Company 本公司	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 <i>HK\$'000</i> 千港元
Investment cost	投資成本		
At 1 April	於四月一日	25,572	-
Impairment recognised	已確認減值	-	25,572
At 31 March	於三月三十一日	25,572	25,572
Amounts due from subsidiaries	應付附屬公司款項		
At 1 April	於四月一日	15,904	-
Impairment recognised	已確認減值	1,254	15,904
At 31 March	於三月三十一日	17,158	15,904



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

17. INVESTMENTS IN SUBSIDIARIES (continued)

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

Details of the Company's subsidiaries as at 31 March 2008 are set out in note 39.

18. INVENTORIES

Work in progress	在製品
Finished goods	製成品

17. 於附屬公司之權益 (續)

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

本公司於二零零八年三月三十一日之附屬公司詳情載於附註39。

18. 存貨

Group 本集團	
2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
2,487	3,760
6,682	13,881
9,169	17,641



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

19. TRADE RECEIVABLES

(a) Ageing analysis

The Group normally grants a credit period of 30 to 90 days to its customers. Ageing analysis of trade receivables as of the balance sheet date was as follows:

Current to 30 days	即期至30日
31 to 60 days	31至60日
61 to 90 days	61至90日
91 to 180 days	91至180日
181 to 360 days	181至360日
Over 360 days	超過360日

Less: Allowance for doubtful debts 減：呆賬撥備

(b) Impairment of trade receivables

Impairment losses in respect of trade receivables are recorded using an allowance account unless the Group is satisfied that recovery of the amount is remote, in which case the impairment loss is written off against trade receivables directly.

19. 貿易應收款項

(a) 賬齡分析

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

Group 本集團	
2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
1,370	3,966
75	3,267
322	2,228
2,210	2,498
3,228	3,423
8,746	6,835
15,951	22,217
(13,400)	-
2,551	22,217

(b) 貿易應收款項減值

就貿易應收款項之減值虧損，本集團會於撥備賬中確認，除非本集團相信日後收回該款項的可能性極低，則有關減值虧損將直接於貿易應收款項中撇銷。



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

19. TRADE RECEIVABLES (continued)

(b) Impairment of trade receivables (continued)

The movements in the allowance for doubtful debts during the year are as follows:

At 1 April	於四月一日
Impairment loss recognised	已確認之減值虧損
At 31 March	於三月三十一日

As at 31 March 2008, the Group's trade receivables of HK\$13,400,000 (2007: HK\$Nil) were individually determined to be impaired. The individually impaired receivables related to customers that were past due and slow paying or in financial difficulties and management assessed that these receivables are irrecoverable.

The Group does not hold any collateral over these balances.

The ageing analysis of trade receivables that are neither individually nor collectively considered to be impaired are as follows:

Neither past due nor impaired	並無逾期或減值
Current to 30 days	即期至30日
31 to 60 days	31至60日
61 to 90 days	61至90日
91 to 180 days	91至180日
181 to 360 days	181至360日
Over 360 days	超過360日

19. 貿易應收款項 (續)

(b) 貿易應收款項減值 (續)

年內呆賬撥備之變動如下：

Group 本集團	
2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
-	-
13,400	-
13,400	-

於二零零八年三月三十一日，本集團之貿易應收款項13,400,000港元（二零零七年：零港元）已被個別釐定為須予減值。該等已予減值之個別應收款項乃與過往有過期及遲繳款項記錄或出現財政困難之客戶有關，而管理層評估該等應收款項不可追回。

本集團並無就該等結餘持有任何抵押品。

並無個別或集體被視作減值之貿易應收款項賬齡分析如下：

Group 本集團	
2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
1,370	3,966
75	3,267
32	2,228
400	2,498
674	3,423
-	6,835
2,551	22,217



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

19. TRADE RECEIVABLES (continued)

(b) Impairment of trade receivables (continued)

Receivables that were neither past due or impaired relate to a wide range of customers for whom there was no recent history of default.

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

20. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

Deposits	按金	5,075	3,131
Prepayments	預付款項	2,311	1,792
Other receivables	其他應收款項	5,462	6,444
		12,848	11,367
Less: Allowance for doubtful debts	減：呆賬撥備	(6,062)	-
		6,786	11,367

(a) Impairment of deposits, prepayments and other receivables

Impairment losses in respect of deposits, prepayments and other receivables are recorded using an allowance account unless the Group's is satisfied that recovery of the amount is remote, in which case the impairment loss is written off against deposits, prepayments and other receivables directly.

19. 貿易應收款項 (續)

(b) 貿易應收款項減值 (續)

並無逾期或減值之應收款項乃涉及最近並無拖欠記錄之廣大客戶。

已逾期但未減值之應收款項乃與一批與本集團有良好交易記錄之獨立客戶有關。由於信貸質素並無重大變動及結餘仍然可以完全收回，根據過往經驗，管理層相信並無必要就該等結餘作出減值撥備。本集團並無就該等結餘持有任何抵押品。

20. 按金、預付款項及其他應收款項

		Group 本集團		Company 本公司	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Deposits	按金	5,075	3,131	157	178
Prepayments	預付款項	2,311	1,792	-	150
Other receivables	其他應收款項	5,462	6,444	-	-
		12,848	11,367	157	328
Less: Allowance for doubtful debts	減：呆賬撥備	(6,062)	-	-	-
		6,786	11,367	157	328

(a) 按金、預付款項及其他應收款項減值

按金、預付款項及其他應收款項之減值虧損以撥備賬戶記錄，除非本集團信納追回款項之機會極微，屆時有關減值虧損將直接於按金、預付款項及其他應收款項中撇銷。



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

20. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES (continued)

- (a) Impairment of deposits, prepayments and other receivables (continued)

The movements in the allowance for doubtful debts during the year are as follows:

		Group 本集團		Company 本公司	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
At 1 April	於四月一日	-	-	-	-
Impairment recognised	已確認減值				
- Prepayments	- 預付款項	1,436	-	-	-
- Other receivables	- 其他應收款項	4,626	-	-	-
		6,062	-	-	-
At 31 March	於三月三十一日				

As at 31 March 2008, the Group's deposits, prepayments and other receivables of HK\$6,062,000 (2007: HK\$Nil) were individually determined to be impaired. The counterparties of the individual prepayments and receivables were in financial difficulties and management assessed that these prepayments and receivables are irrecoverable.

The deposits, prepayments and other receivables are set out below:

		Group 本集團		Company 本公司	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Deposits	按金	5,075	3,131	157	178
Prepayments	預付款項	875	1,792	-	150
Other receivables	其他應收款項	836	6,444	-	-
		6,786	11,367	157	328

In the opinion of the directors of the Company, the carrying amounts approximate their fair value at the balance sheet date.

20. 按金、預付款項及其他應收款項 (續)

- (a) 按金、預付款項及其他應收款項減值 (續)

年內呆賬撥備之變動如下：

於二零零八年三月三十一日，本集團之按金、預付款項及其他應收款項6,062,000港元(二零零七年：零港元)已被個別釐定為須予減值。該等個別預付款項及應收款項之對方出現財政困難，而管理層評估該等應收款項不可追回。

年內之按金、預付款項及其他應收款項如下：

本公司董事認為，賬面值與其結算日之公平值相若。



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

21. PLEDGED BANK DEPOSITS

The pledged bank deposits were pledged as security for certain bank and other borrowings of a subsidiary, Panorama Distribution Limited (note 27).

The effective interest rates and average maturity were as follows:

Effective interest rate	實際利率
Average maturity	平均到期日

The pledged bank deposits are deposited with creditworthy banks. The carrying amounts of the pledged bank deposits approximate to their fair values.

21. 有抵押銀行存款

有抵押銀行存款乃作為附屬公司鐳射發行有限公司若干銀行及其他借款之抵押(附註27)。

實際利率及平均到期日如下：

Group 本集團	
2008 二零零八年	2007 二零零七年
1.90%	4.83%
51 days日	50 days日

有抵押銀行存款乃存入有信譽之銀行。有抵押銀行存款之賬面值與其公平值相若。

22. CASH AND CASH EQUIVALENTS

22. 現金及現金等價物

		Group 本集團		Company 本公司	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Cash and cash equivalents in the consolidated balance sheet	綜合資產負債表之現金及現金等價物	51,746	2,340	7,704	4
Bank overdrafts (note 27)	銀行透支	(1,904)	(11,138)		
Cash and cash equivalents in the consolidated cash flow statement	綜合現金流量表之現金及現金等價物	49,842	(8,798)		



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

23. TRADE PAYABLES

The ageing analysis of the Group's trade payables, based on payment due date, is as follows:

Trade payables:	貿易應付款項
Current to 30 days	即期至30日
31 to 60 days	31至60日
61 to 180 days	61至180日
Over 180 days	超過180日

The carrying amounts of trade payables approximate their fair values.

23. 貿易應付款項

本集團按到期日分析貿易應付款項之賬齡如下：

		Group 本集團	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
		113	1,429
		86	627
		767	5,267
		10,146	11,283
		11,112	18,606

貿易應付款項之賬面值與其公平值相若。

24. OTHER PAYABLES AND ACCRUALS

Accruals	應計費用
Withholding tax payable	應付預扣稅
Receipts in advance	預收款項
Other payables	其他應付款項

The carrying amounts of other payables and accruals approximate their fair value.

24. 其他應付款項及應計費用

		Group 本集團		Company 本公司	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
		654	20	–	–
		2,099	2,117	–	–
		13,817	15,256	–	–
		5,466	2,986	3,409	675
		22,036	20,379	3,409	675

其他應付款項及應計費用項目之賬面值與其公平值相若。

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

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

25. INCOME TAX IN THE BALANCE SHEET

(a) Current taxation in the balance sheet represents:

Provisional for Singapore's subsidiary – income tax	新加坡附屬公司撥備 – 所得稅
--	--------------------

(b) Deferred tax assets and liabilities recognised

Group

The components of deferred tax (assets)/liabilities recognised in the consolidated balance sheet and the movements during the year are as follows:

Deferred tax arising from:	遞延稅項產生於：
At 1 April 2006,	於二零零六年四月一日、
31 March 2007,	二零零七年三月三十一日、
1 April 2007	二零零七年四月一日
and 31 March 2008	及二零零八年三月三十一日

25. 資產負債表所示之所得稅

(a) 於資產負債表之本期稅項乃指：

Group 本集團	
2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
6	6

(b) 已確認遞延稅項資產及負債

本集團

於綜合資產負債表內確認之遞延稅項(資產)/負債之成份以及年內變動情況如下：

Depreciation allowances in excess of related depreciation 超過相關折舊之折舊免稅額 HK\$'000 千港元	Tax losses 稅務虧損 HK\$'000 千港元	Total 總額 HK\$'000 千港元
--	---------------------------------------	--------------------------------

12,652	(8,475)	4,177
--------	---------	-------



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

25. INCOME TAX IN THE BALANCE SHEET (continued)

(b) Deferred tax assets and liabilities recognised (continued)

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

Deferred taxation liability	遞延稅項負債
Deferred taxation asset	遞延稅項資產
Net deferred liability recognised on the balance sheet	於資產負債表內確認之淨遞延稅項負債

(c) Deferred tax assets not recognised

At the balance sheet date, the Group has unused tax losses of HK\$24,053,000 (2007: HK\$5,588,000) available for offset against future profits that may be carried forward indefinitely. No deferred tax asset has been recognised in respect of these tax losses due to the unpredictability of future profit streams.

25. 資產負債表所示之所得稅 (續)

(b) 已確認遞延稅項資產及負債 (續)

財務申報之遞延稅項結餘分析如下：

		Group 本集團	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Deferred taxation liability	遞延稅項負債	12,652	12,652
Deferred taxation asset	遞延稅項資產	(8,475)	(8,475)
Net deferred liability recognised on the balance sheet	於資產負債表內確認之淨遞延稅項負債	4,177	4,177

(c) 未確認遞延稅項資產

於結算日，本集團尚未動用之稅務虧損為24,053,000港元（二零零七年：5,588,000港元）可用以抵銷未來溢利並可無限期結轉。因未能預見未來溢利流量，故並未就稅務虧損確認遞延稅項資產。

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

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

26. OBLIGATIONS UNDER FINANCE LEASES

Amounts payable under finance leases are as follows:

26. 融資租約承擔

根據融資租約之應付金額如下：

		Group 本集團			
		Present value of minimum lease payments 最低租約付款額現值		Total Minimum lease payments 最低租約付款總額	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Within one year	一年內	346	380	384	429
After one year but within two years	一年後但在兩年內	297	346	328	384
After two year but within five years	兩年後但在五年內	36	333	39	367
		333	679	367	751
		679	1,059	751	1,180
Less: Future finance total charges	減：未來財務開支總額			(72)	(121)
Present value of lease obligations	租約承擔現值			679	1,059

It is the Group's policy to lease of its certain motor vehicles under finance leases. The average lease term is 2 years. Interest rates underly all obligations under finance leases are fixed at respective contract dates at approximately 3% per annum. No arrangements have been entered into for contingent rental payments.

本集團之政策為將融資租約之若干汽車出租。平均租期為兩年。與所有融資租約承擔有關之利率於各合約日期固定為約3%年利率。概無就或然租金付款訂立安排。



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

27. SECURED BANK AND OTHER BORROWINGS

Bank overdrafts	銀行透支
Bank borrowings	銀行借貸
Other borrowings	其他借貸

The maturity profile of the secured bank and other borrowings is as follows:

On demand or within one year	需要時或一年內
After one year but within two years	一年後但在兩年內
After two year and within five years	兩年後但在五年內

Effective interest rates the Group's secured bank and other borrowings were set out as below:

Bank overdrafts	銀行透支
Bank borrowings	銀行借貸
Other borrowings	其他借貸

27. 有抵押銀行及其他借貸

Group

本集團

2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
1,904	11,138
8,182	19,572
-	320
10,086	31,030

以上有抵押銀行及其他借貸之到期日如下：

Group

本集團

7,698	24,969
2,049	2,515
339	3,546
2,388	6,061
10,086	31,030

本集團有抵押銀行及其他借貸之實際利率如下：

Group

本集團

2008 二零零八年	2007 二零零七年
7.60%	7.05%
6.05%	7.87%
5.91%	7.25%



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

27. SECURED BANK AND OTHER BORROWINGS

(continued)

At 31 March 2008, the banks and other borrowings were secured as follows:

Bank deposits	銀行存款
Film rights	影片版權
Corporate guarantee by the Company	本公司提供之公司擔保
Guarantees by a subsidiary's directors	附屬公司董事提供之擔保

As at 31 March 2008, the Group had total banking facilities amounting to HK\$27,982,000 (2007: HK\$38,187,000) which were utilised to the extent of HK\$10,086,000 (2007: HK\$31,030,000).

Subsequent to the balance sheet date, pledged time deposits, and personal guarantee provided by subsidiary's directors of HK\$2,005,000 and HK\$13,000,000 respectively were released.

The carrying amounts of the Group's secured bank and other borrowings approximate to their fair values.

27. 有抵押銀行及其他借貸 (續)

於二零零八年三月三十一日，銀行及其他借貸抵押如下：

Group 本集團	
2008 二零零八年	2007 二零零七年
2,155	5,136
769	2,219
-	320
27,800	31,800
30,724	39,475

於二零零八年三月三十一日，本集團有銀行備用信貸額為27,982,000港元(二零零七年：38,187,000港元)，已動用其中10,086,000港元(二零零七年：31,030,000港元)。

結算日後，有抵押定期存款及附屬公司董事提供之個人擔保分別2,005,000港元及13,000,000港元已解除。

本集團之有抵押銀行及其他借貸之賬面值與其公平值相若。



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

28. SHARE CAPITAL

28. 股本

		Note	No. of ordinary shares of HK\$0.01 each 每股面值0.01港元之股份數目	Nominal value of ordinary shares 普通股面值 HK\$'000 千港元
		附註		
Authorised ordinary shares:	法定普通股股本：			
At 1 April 2006, 31 March 2007 and 1 April 2007	於二零零六年四月一日、 二零零七年三月三十一日 及二零零七年四月一日		1,500,000,000	15,000
Increase in authorised share capital	法定股本增加	(a)	18,500,000,000	185,000
At 31 March 2008	於二零零八年三月三十一日		<u>20,000,000,000</u>	<u>200,000</u>
Issued and fully paid ordinary shares:	已發行及繳足普通股股本：			
At 1 April 2006	於二零零六年四月一日		402,300,000	4,023
Issue of new shares	發行新股份			
– Acquisition of subsidiaries	– 收購附屬公司	(b)(i)	80,460,000	805
– Exercise of share options	– 行使購股權	(b)(ii)	2,100,000	21
At 31 March 2007 and 1 April 2007	於二零零七年三月三十一日 及二零零七年四月一日		484,860,000	4,849
Issue of new shares	發行新股份	(b)(iii)	78,670,000	786
– Placing of shares	– 配售股份			
– Open offer	– 公開發售	(b)(iv)	300,511,341	3,005
– Conversion of convertible notes	– 轉換可換股票據	(b)(v)	1,018,292,682	10,183
– Exercise of share options	– 行使購股權	(b)(ii)	50,200,000	502
At 31 March 2008	於二零零八年三月三十一日		<u>1,932,534,023</u>	<u>19,325</u>



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

28. SHARE CAPITAL (continued)

Notes:

(a) Authorised share capital

Pursuant to the extraordinary general meeting held at 18 February 2008, the authorised share capital of the Company was increased to HK\$200,000,000 by the creation of an additional 18,500,000,000 shares of HK\$0.01 each, ranking pari passu with the existing shares of the Company in all respects.

(b) Issue of share capital

(i) Issue of new shares for acquisition of subsidiaries

On 29 December 2006, the Company issued 80,460,000 new ordinary shares with a par value of HK\$0.01 each, at HK\$0.0684 per share of the Company as consideration for the acquisition of the Datewell Limited and its subsidiary (Note 30).

(ii) Issue of new shares upon exercise of share options

During the year, share options to subscribe for 50,200,000 (2007: 2,100,000) shares were exercised, of which HK\$502,000 (2007: HK\$21,000) was credited to share capital and the balance of HK\$10,516,000 (2007: HK\$49,000) was credited to the share premium account.

(iii) Issue of new shares under placing of shares

On 2 May 2007 and 29 May 2007, the Company issued 37,310,000 and 41,360,000 shares with a par value of HK\$0.01 each, at a price of HK\$0.268 and HK\$0.299 per share respectively by way of placement to Nice Hill Investments Limited in which Mr. Chin Wai Keung, Richard is the sole beneficial owner. Net proceeds from such issues amounted to HK\$21,077,000 (after offsetting issuing expenses of HK\$1,288,000) out of which HK\$786,000 and HK\$20,291,000 were recorded in share capital and share premium, respectively.

(iv) Issue of new shares under open offer

On 30 November 2007, the Company issued 300,511,341 shares with a par value of HK\$0.01 each, at a price of HK\$0.050 per share by way of open offer to the issuance shareholders of the Company. Net proceeds from such issues amounted to HK\$14,468,000 (after offsetting issuing expenses of HK\$557,000) out of which HK\$3,005,000 and HK\$11,463,000 were recorded in share capital and share premium, respectively.

(v) Issue of new shares under conversion of convertible notes

18,292,682 and 1,000,000,000 shares with a par value of HK\$0.01 each, were issued and allotted at HK\$0.328 and HK\$0.05 respectively per share as a result of the conversion of convertible notes by the convertible noteholders of the Company. HK\$10,183,000 and HK\$45,206,000 were recorded in share capital and share premium, respectively (after offsetting issuing expenses of HK\$611,000).

All of the shares issued during the years ended 31 March 2007 and 2008 rank pari passu with the then existing shares in all respects.

28. 股本 (續)

附註：

(a) 法定股本

根據於二零零八年二月十八日舉行之股東特別大會，本公司之法定股本因增設18,500,000,000股每股面值0.01港元之股份而增至200,000,000港元，新增股份於各方面與本公司現有股份享有同等地位。

(b) 發行股本

(i) 因收購附屬公司而發行新股份

於二零零六年十二月二十九日，本公司已按每股0.0684港元之價格發行本公司80,460,000股每股面值0.01港元之新普通股，作為收購Datewell Limited及其附屬公司(附註30)之代價。

(ii) 於行使購股權時發行新股份

於年內，可認購50,200,000股(二零零七年：2,100,000股)股份之購股權已予行使，其中502,000港元(二零零七年：21,000港元)已計入股本，其餘10,516,000港元(二零零七年：49,000港元)則計入股份溢價賬。

(iii) 因配售股份而發行新股份

於二零零七年五月二日及二零零七年五月二十九日，本公司分別按每股股份0.268港元及0.299港元之價格，以配售方式向Nice Hill Investments Limited(錢偉強先生為唯一實益擁有人)發行37,310,000股及41,360,000股股份每股面值0.01港元之股份。該等發行之所得款項淨額為21,077,000港元(已扣除發行開支1,288,000港元)，其中786,000港元及20,291,000港元分別計入股本及股份溢價。

(iv) 因公開發售而發行新股份

於二零零七年十一月三十日，本公司按每股股份0.050港元之價格，以公開發售方式向本公司股東發行300,511,341股每股面值0.01港元之股份。該等發行之所得款項淨額為14,468,000港元(已扣除發行開支557,000港元)，其中3,005,000港元及11,463,000港元分別計入股本及股份溢價。

(v) 因轉換可換股票據而發行新股份

因本公司可換股票據持有人轉換可換股票據，18,292,682股及1,000,000,000股每股面值0.01港元之股份，已分別按每股0.328港元及0.05港元予以發行及配發。10,183,000港元及45,206,000港元分別計入股本及股份溢價(已扣除發行開支611,000港元)。

所有於截至二零零八年及二零零七年三月三十一日止年度內發行之股份於各方面與當時之現有股份享有同等地位。



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

29. RESERVES

Group

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statements of changes in equity in the financial statements.

Company

29. 儲備

本集團

本集團於本年度及上年度之儲備金額及其變動呈列於財務報表之綜合權益權益表。

本公司

		Share premium	Share option reserve	Contributed surplus	Equity component of convertible notes	Accumulated losses	Total
		股份溢價 HK\$'000 千港元	購股權 儲備 HK\$'000 千港元	實繳盈餘 HK\$'000 千港元	可換股票據 之權益部份 HK\$'000 千港元	累計虧損 HK\$'000 千港元	總計 HK\$'000 千港元
At 1 April 2006	於二零零六年四月一日	12,953	-	25,571	-	(294)	38,230
Issue of new shares	發行新股						
- Acquisition of subsidiaries	- 收購附屬公司 (附註28bi)	4,695	-	-	-	-	4,695
- Exercise of share options	- 行使購股權 (附註28bii)	49	-	-	-	-	49
Equity settled share-based transactions	以股權結算股份支付之交易	-	3,055	-	-	-	3,055
Loss for the year	本年度虧損	-	-	-	-	(47,542)	(47,542)
At 31 March 2007	於二零零七年三月三十一日	17,697	3,055	25,571	-	(47,836)	(1,513)
Equity component of the convertible notes	可換股票據之權益部份	-	-	-	2,043	-	2,043
Issue of new shares	發行新股						
- Placing of shares	- 配售股份 (附註28biii)	20,291	-	-	-	-	20,291
- Open offer	- 公開發售 (附註28biv)	11,463	-	-	-	-	11,463
- Conversion of convertible notes	- 轉換可換股票據 (附註28bv)	45,206	-	-	(2,043)	-	43,163
- Exercise of share options	- 行使購股權 (附註28bii)	10,516	(2,735)	-	-	-	7,781
Loss for the year	本年度虧損	-	-	-	-	(12,103)	(12,103)
At 31 March 2008	於二零零八年三月三十一日	105,173	320	25,571	-	(59,939)	71,125



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

29. RESERVES (continued)

(a) Share premium

Under the Companies Law (Revised) of the Cayman Islands, the funds in the share premium account of the Company are distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

(b) Special reserve

The special reserve of the Group represents the difference between the nominal value of the share of the subsidiaries acquired pursuant to the Group Reorganization to rationalise the group structure in preparation of the listing of the Company's shares on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, and the nominal value of the Company's Shares issued in exchange.

(c) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies in note 2(r).

(d) Share option reserve

The share option reserve represents the fair value of the actual or estimated number of unexercised share options granted to the eligible participants recognised in accordance with the accounting policy adopted for equity-settled payments in note 2(q).

(e) Contributed surplus

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

(f) Equity component of convertible notes

The value of unexercised equity component of convertible notes issued by the Company is recognised in accordance with the accounting policy adopted for convertible notes in note 2(w).

(g) Distributability of reserves

The Company's reserves available for distribution represent the share premium, contributed surplus and accumulated losses. Under the Companies Law (Revised) Chapter 22 of the Cayman Islands, the share premium of the Company is available for paying distributions or dividends to shareholders subject to the provisions of its Memorandum or Articles of Association and provided that immediately following the distribution of dividend, the Company is able to pay its debts as they fall due in the ordinary course of business.

29. 儲備 (續)

(a) 股份溢價

根據開曼群島公司法(經修訂),本公司股份溢價賬之資金可供分派予本公司股東,前提為緊隨建議分派股息日期,本公司有能力償付其於正常業務過程中到期之債項。

(b) 特別儲備

本集團之特別儲備乃根據為籌備本公司股份在香港聯合交易所有限公司創業板上市本集團進行以整理集團架構之集團重組中,本公司收購之附屬公司之股份面值,以及本公司股份發行作交易之面值之差額。

(c) 匯兌儲備

匯兌儲備包括換算海外業務財務報表所產生之所有匯兌差額。該儲備根據附註2(r)所載會計政策處理。

(d) 購股權儲備

購股權儲備代表授予根據附註2(q)採納有關權益結算付款之會計政策所確認之合資格參與者真實或估計未行使購股權數目公平值。

(e) 實繳盈餘

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

(f) 可換股票據之權益部分

本公司發行之可換股票據非行使權益部分之價值根據附註2(w)所採納有關可換股票據之會計政策予以確認。

(g) 儲備之可分配性

本公司可供分派儲備代表股份溢價賬、實繳盈餘及累計虧損。根據開曼群島公司法(經修訂)第22章,倘於分派股息後可即時償還日常業務中的到期債項,本公司的股份溢價賬可根據組織章程大綱或細則的規定用以向股東支付分派或股息。



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

30. ACQUISITION OF SUBSIDIARIES

On 29 December 2006, the Group acquired 100% of the issued share capital of Datewell Limited and its subsidiaries ("Datewell Group") for a consideration of approximately HK\$4,204,000. This transaction had been accounted for by the purchase method of accounting.

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

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

		2007 二零零七年
		Acquiree's fair value before combination
		被收購公司於 合併前之公平值
		HK\$'000
		千港元
Property, plant and equipment	物業、廠房及設備	21
Intellectual property rights	知識產權	2,815
Programme rights	節目版權	1,288
Trade and other receivables	貿易及其他應收款項	1,991
Bank balances and cash	銀行結餘及現金	258
Trade and other payables	應付賬款及其他應付款項	(3,009)
Amount due to a director	應付一名董事款項	(3,419)
		<hr/>
Net liabilities acquired	已收購負債淨額	(55)
Consideration (note a)	代價 (附註a)	(4,204)
		<hr/>
Goodwill (note b)	商譽 (附註b)	(4,259)
		<hr/>
Net cash inflow arising on acquisition:	於收購時所產生之現金流入淨額：	
Cash and cash equivalents acquired	已收購現金及現金等值項目	258
		<hr/>

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

30. 收購附屬公司

於二零零六年十二月二十九日，本集團以代價約4,204,000港元收購Datewell Limited及其附屬公司(「Datewell集團」)之100%已發行股本。該交易已購入會計法列賬。

董事認為，所收購資產淨值之賬面值與其公平值相若。

於該交易中收購之資產淨值公平值如下：

		2007 二零零七年
		Acquiree's fair value before combination
		被收購公司於 合併前之公平值
		HK\$'000
		千港元
Property, plant and equipment	物業、廠房及設備	21
Intellectual property rights	知識產權	2,815
Programme rights	節目版權	1,288
Trade and other receivables	貿易及其他應收款項	1,991
Bank balances and cash	銀行結餘及現金	258
Trade and other payables	應付賬款及其他應付款項	(3,009)
Amount due to a director	應付一名董事款項	(3,419)
		<hr/>
Net liabilities acquired	已收購負債淨額	(55)
Consideration (note a)	代價 (附註a)	(4,204)
		<hr/>
Goodwill (note b)	商譽 (附註b)	(4,259)
		<hr/>
Net cash inflow arising on acquisition:	於收購時所產生之現金流入淨額：	
Cash and cash equivalents acquired	已收購現金及現金等值項目	258
		<hr/>

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



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

30. ACQUISITION OF SUBSIDIARIES (continued)

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

If the acquisition had been completed on 1 April 2006, the Group's revenue for the year ended in March 2007 would have been HK\$62,298,000 and its loss for the year ended in March 2007 would have been HK\$70,289,000.

31. DEREGISTRATION OF A SUBSIDIARY

On 18 January 2008, deregistration of Slightly Off Beat Animation Entertainment Limited ("SOB") was approved by the Companies Registry. SOB was dormant since its operation and no material assets and liabilities at the deregistration date.

32. SHARE OPTION SCHEMES

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

(a) Share Option Scheme

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

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

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

30. 收購附屬公司 (續)

- (b) 收購附屬公司產生之商譽乃歸因於知識產權及節目版權之預計未來現金流。

倘收購事項於二零零六年四月一日完成，則本集團截至二零零七年三月止年度之收入應為62,298,000港元，而其於截至二零零七年三月止年度之虧損則為70,289,000港元。

31. 撤銷附屬公司註冊

二零零八年一月十八日，公司註冊處批准撤銷Slightly Off Beat Animation Entertainment Limited (「SOB」)之註冊。SOB自營運以來暫無業務，於撤銷註冊當日亦無任何重大資產及負債。

32. 購股權計劃

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

(a) 購股權計劃

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

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

購股權須於授出日期起計三日內予以接納，並須就每份購股權支付1港元。



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

32. SHARE OPTION SCHEMES (continued)

(a) Share Option Scheme (continued)

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

The following table discloses the details of the Company's options held by employees and consultants and movements in such holdings during the years ended 31 March 2008 and 2007:

For the year ended 31 March 2008

		Outstanding at 1.4.2007 於二零零七年 四月一日 尚未行使	Granted during the year 於年內授出	Adjusted for the open offer 因公開 發售調整 (Note a) (附註a)	Exercised during the year 於年內行使	Lapsed during the year 於年內失效	Outstanding at 31.3.2008 於二零零八年 三月三十一日 尚未行使 (Note b) (附註b)
Senior management	高級管理人員	4,800,000	-	1,200,000	(6,000,000)	-	-
Other employees	其他僱員	4,800,000	-	-	(4,800,000)	-	-
Consultants	顧問	38,400,000	-	6,000,000	(39,400,000)	-	5,000,000
		<u>48,000,000</u>	<u>-</u>	<u>7,200,000</u>	<u>(50,200,000)</u>	<u>-</u>	<u>5,000,000</u>

Note:

- (a) On 30 November 2007, 1,200,000 and 6,000,000 share options, with par value of HK\$0.01 each, deemed to be issued in respect of the issuance of open offer.
- (b) The exercise price of the outstanding share options at 31 March 2008 is HK\$0.188 per share option.

32. 購股權計劃 (續)

(a) 購股權計劃 (續)

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

下表披露截至二零零八年及二零零七年三月三十一日止各年度，僱員及顧問所持本公司購股權之詳情及所持購股權數目之變動：

截至二零零八年三月三十一日止年度

附註：

- (a) 於二零零七年十一月三十日，1,200,000份及6,000,000份購股權(每份面值0.01港元)已因根據公開發售發行而被視為已予以發行。
- (b) 於二零零八年三月三十一日，未行使購股權之行使價為每份購股權0.188港元。



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

32. SHARE OPTION SCHEMES (continued)

(a) Share Option Scheme (continued)

The adjustments for the open offer made to the option grants are as follows:

Date of grant	Exercise price before adjustment	Exercise price after adjustment	Number of shares issuable under the options granted before adjustment	Number of shares issuable under the options granted after adjustment	Closing price immediately before the date on which the option was granted	Closing price immediately before the date on which the option was adjusted
授出日期	調整前行使價	經調整行使價	調整前所授出購股權下可予發行之股份數目	經調整所授出購股權下可予發行之股份數目	緊接授出購股權當日之收市價	緊接購股權被調整當日之收市價
28 February 2007 二零零七年二月二十八日	0.092	0.074	4,800,000	6,000,000	0.090	0.100
6 March 2007 二零零七年三月六日	0.235	0.188	24,000,000	30,000,000	0.200	0.100

For the year ended 31 March 2007

截至二零零七年三月三十一日止年度

Category	Outstanding at 1.4.2006	Granted during the year	Exercised during the year	Lapsed during the year	Outstanding at 31.3.2007
類別	於二零零七年四月一日未行使	於年內授出	於年內行使	於年內失效	於二零零八年三月三十一日
Senior management 高級管理人員	–	4,800,000	–	–	4,800,000
Other employees 其他僱員	–	4,800,000	–	–	4,800,000
Consultants 顧問	–	38,400,000	–	–	38,400,000
	–	48,000,000	–	–	48,000,000

Details of specific categories of options are as follows:

購股權之特定類別之詳情如下：

Date of grant	Vesting period	Exercisable period	Exercise price
授出日期	歸屬期	行使期	行使價 HK\$ 港元
28/2/2007 二零零七年二月二十八日	–	28/2/2007 – 23/4/2012 二零零七年二月二十八日至 二零一二年四月二十三日	0.092
6/3/2007 二零零七年三月六日	–	6/3/2007 – 23/4/2012 二零零七年三月六日至 二零一二年四月二十三日	0.235



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

32. SHARE OPTION SCHEMES (continued)

(a) Share Option Scheme (continued)

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

Grant date 授出日期	28 February 2007 二零零七年二月二十八日	6 March 2007 二零零七年三月六日
Fair value at the grant date 授出日期之公平值	HK\$0.025 0.025港元	HK\$0.080 0.080港元
Share price at the grant date 授出日期之股價	HK\$0.090 0.090港元	HK\$0.200 0.200港元
Exercise price at the grant date 授出日期之行使價	HK\$0.092 0.092港元	HK\$0.235 0.235港元
Expected volatility 預期波幅	136.67%	170.23%
Risk-free rate 零風險比率	3.842%	3.741%
Expected dividend yield 預期股息收益率	-	-

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

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

32. 購股權計劃 (續)

(a) 購股權計劃 (續)

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

Grant date 授出日期	28 February 2007 二零零七年二月二十八日	6 March 2007 二零零七年三月六日
Fair value at the grant date 授出日期之公平值	HK\$0.025 0.025港元	HK\$0.080 0.080港元
Share price at the grant date 授出日期之股價	HK\$0.090 0.090港元	HK\$0.200 0.200港元
Exercise price at the grant date 授出日期之行使價	HK\$0.092 0.092港元	HK\$0.235 0.235港元
Expected volatility 預期波幅	136.67%	170.23%
Risk-free rate 零風險比率	3.842%	3.741%
Expected dividend yield 預期股息收益率	-	-

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

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



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

32. SHARE OPTION SCHEMES (continued)

(b) Pre-IPO Share Option Scheme

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

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

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

32. 購股權計劃 (續)

(b) 首次公開發售前購股權計劃

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

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

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



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

32. SHARE OPTION SCHEMES (continued)

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

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

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

32. 購股權計劃 (續)

(b) 首次公開發售前購股權計劃 (續)

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

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

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

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

Details of specific categories of options are as follows:

Option type 購股權類別	Date of grant 授出日期	Vesting period 歸屬期	Exercisable period 行使期	Exercise price 行使價 HK\$ 港元
Pool A Options A組購股權	25/4/2002 二零零二年 四月二十五日	26/4/2002 – 08/5/2003 二零零二年四月二十六日至 二零零三年五月八日	09/5/2003 – 08/5/2012 二零零三年五月九日至 二零一二年五月八日	0.033
Pool B Options B組購股權	25/4/2002 二零零二年 四月二十五日	26/4/2002 – 08/5/2003 二零零二年四月二十六日至 二零零三年五月八日	09/5/2003 – 08/5/2012 二零零三年五月九日至 二零一二年五月八日	0.231

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

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

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

32. 購股權計劃 (續)**(b) 首次公開發售前購股權計劃 (續)**

購股權之具體類別詳情如下：

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

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

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



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

33. CONVERTIBLE NOTES

- (a) Pursuant to the sales and purchase agreement entered into on 17 April 2007 with China Creative Power Entertaining Company Limited ("China Creative"), the Company issued Zero Coupon Convertible Note due 2009 for a principal amount of HK\$6,000,000 to China Creative on 18 May 2007, to be converted up to 18,292,682 fully paid ordinary shares with a par value of HK\$0.01 each of the Company at a conversion price of HK\$0.328 per share.

The fair value of the liability and equity components of the convertible notes were determined by an independent professional qualified valuer at the issue date of the Convertible Bond.

On 17 July 2007, China Creative elected to convert the HK\$6,000,000 Convertible Note into 18,292,682 new shares of HK\$0.01 each in the Company. The equity component of the Convertible Note, which was booked as capital reserve, was reversed upon conversion.

- (b) On 15 January 2008, the Company issued HK\$50,000,000 Zero Coupon Convertible Notes due 2010 to eight subscribers. The conversion price is HK\$0.05 and is subject to adjustment in the event of further issues of shares or other dilutive events.

The fair value of the liability and equity components of the convertible notes were determined by an independent professional qualified valuer at the issue date of the Convertible Notes.

During the year, the Convertible Notes were fully converted into ordinary shares of the Company.

33. 可換股票據

- (a) 根據二零零七年四月十七日與廣州原創動力動畫設計有限公司(「廣州原創動力」)訂立之買賣協議，本公司於二零零七年五月十八日向廣州原創動力發行二零零九年到期零息可換股票據，本金額為6,000,000港元，可以轉換價每股0.328港元轉換最多18,292,682股本公司每股面值0.01港元之繳足普通股。

可換股債券負債及權益部分之公平值於發行可換股票據當日由一名獨立專業合資格估價師釐定。

二零零七年七月十七日，廣州原創動力決定將6,000,000港元可換股票據轉換成18,292,682股本公司每股面值0.01港元之新股份。可換股票據被入賬列為資本儲備之權益部分於轉換時撥回。

- (b) 二零零八年一月十五日，本公司向八名認購者發行50,000,000港元二零一零年到期零息可換股票據。轉換價為每股0.05港元，如進行發行股份或有其他攤薄事項，則可予以調整。

可換股票據負債及權益部分之公平值於發行可換股票據當日由一名獨立專業合資格估價師釐定。

年內，可換股票據已被悉數轉換為本公司普通股。



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

34. NON-CASH TRANSACTION

- (a) During the year, convertible note of HK\$6,000,000 were issued to an independent third party as part of the consideration for the acquisition of intellectual property rights by a subsidiary (see note 33(a)).

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

35. COMMITMENTS

- (a) Operating lease commitments

		Group 本集團		Company 本公司	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Minimum lease payments under operating leases during the year:	年內根據經營租約之最低租約付款額如下：				
Premises	物業	1,946	2,195	534	—
Office equipment	辦公室設備	154	164	—	—
		2,100	2,359	534	—

34. 非現金交易

- (a) 年內，6,000,000港元可換股票據已發行予一名獨立第三方，作為一附屬公司收購知識產權之部份代價（見附註33(a)）。

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

35. 承擔

- (a) 經營租約承擔



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

35. COMMITMENTS (continued)

(a) Operating lease commitments (continued)

At 31 March 2008, the Group and the Company had commitments for future minimum lease under non-cancellable operating leases in respect of premises and office equipment which fall due as follows:

		Group 本集團		Company 本公司	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Premises	物業				
Within one year	一年內	550	470	321	—
After one year but within five years	一年後但在 五年內	—	460	—	—
		550	930	321	—
Office equipment	辦公室設備				
Within one year	一年內	154	164	—	—
After one year but within five years	一年後但在 五年內	217	395	—	—
		371	559	—	—
		921	1,489	321	—

(b) Capital commitments

Contracted for but not provided for in the financial statements	已訂約但未在 財務報表計提
– Film rights	– 影片版權
– Cartoon Films	– 動畫片
– Intellect Property rights	– 知識產權

(b) 資本承擔

		Group 本集團	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
		1,010	8,412
		747	—
		15,037	—
		16,794	8,412



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

35. COMMITMENTS (continued)

(b) Capital commitments (continued)

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

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

36. POST BALANCE SHEET EVENTS

(a) Placing and top-up subscription of shares

On 3 April 2008, Nice Hill Investments Limited ("Nice Hill"), a company which is wholly and beneficially owned by Mr Chin Wai Keung, the Chairman and executive director of the Company, entered into a placing and subscription agreement with the placing agent and the Company. Pursuant to which, Nice Hill has conditionally agreed to place a maximum of 114,000,000 placing shares held by Nice Hill to selected individuals, corporate or institutional investors at a price of HK\$0.44 per placing share. Nice Hill has conditionally agreed to subscribe for such number of top-up subscription shares equivalent to the number of placing shares actually sold by Nice Hill under the placing at a price of HK\$0.44 per top-up subscription share.

The placing and top-up subscription were completed on 9 April 2008 and 17 April 2008, respectively. The net proceeds from the top-up subscription amounted to approximately HK\$49.2 million.

(b) Acquisition of mining tenements

On 19 May 2008, the Company announced that on 2 May 2008, a subsidiary of the Company has entered into a conditional acquisition agreement (the "Acquisition") with an independent third party to acquire 64% equity interest in Mt. Morgan Resources and Development Corporation ("Morgan"), which holds certain exclusive offshore mining tenements in Philippines, for a consideration of HK\$5,700 million, of which HK\$40 million has been paid on 9 April 2008 as refundable deposit, with the balance to be settled by (i) promissory note of HK\$200 million payable within one year after the completion of the Acquisition; (ii) the issue of 500,000,000 new shares of the Company; and (iii) convertible bonds of HK\$5,110 million of the Company with maturity on the 10th anniversary year upon the completion of the Acquisition.

35. 承擔 (續)

(b) 資本承擔 (續)

資本承擔指尚未送交本集團之影片母帶而付予版權商之版權費用承擔。

截至結算日，本公司並無訂立任何重大資本承擔。

36. 結算日後事項

(a) 配售及補足認購股份

於二零零八年四月三日，Nice Hill Investments Limited (「Nice Hill」，一家由本公司主席兼執行董事錢偉強先生全資實益擁有之公司)與配售代理及本公司訂立配售及認購協議。據此，Nice Hill有條件同意向經挑選之個人、公司或機構投資者配售由Nice Hill所持有最多114,000,000股配售股份，價格為每股配售股份0.44港元。Nice Hill有條件同意按每股補足認購股份0.44港元之價格，認購相等於Nice Hill根據配售事項實際所出售之配售股份數目之補足認購股份。

配售事項及補足認購事項已分別於二零零八年四月九日及二零零八年四月十七日完成。補足認購事項之所得款項淨額約為49,200,000港元。

(b) 收購採礦權

本公司於二零零八年五月十九日宣佈，本公司一附屬公司與獨立第三方訂立一份有條件收購協議 (「收購事項」)，收購Mt. Morgan Resources and Development Corporation (「Morgan」) 之64%股權 (Morgan持有於菲律賓之近海終身採礦權)，代價為5,700,000,000港元，其中40,000,000港元已於二零零八年四月九日支付作為可退回按金，餘款將以下列方式繳清：(i)收購完成後一年內應付200,000,000港元之承兌票據；(ii)發行本公司500,000,000股新股份；及(iii)本公司5,110,000,000港元於收購完成後第十個周年日到期之可換股債券。



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

36. POST BALANCE SHEET EVENTS (continued)

(b) Acquisition of mining tenements (continued)

The Acquisition is subject to the fulfillment of certain conditions and therefore, has not been completed as at the date when these financial statements are approved for issue by the directors.

Further details of the Acquisition are set out in the Company's announcement dated 19 May 2008.

(c) Change in Hong Kong Profits Tax rate

On 27 February 2008, the Financial Secretary of the Hong Kong SAR Government announced his annual budget which proposed a cut in the Profits Tax rate from 17.5% to 16.5% with effect from the fiscal year 2008/09 and a one-off reduction of 75% of the tax payable for the 2007/08 assessment subject to a ceiling of HK\$25,000. In accordance with the Group's accounting policy set out in note 2(s), no adjustments have been made to these financial statements as a result of the announcement.

The directors of the Company estimate that these proposed changes will have insignificant impact on the opening balance of the Group as at 1 April 2008 and it is impracticable to further estimate the impact on future financial statements of the change in tax rate.

36. 結算日後事項 (續)

(b) 收購採礦權 (續)

收購事項需待達成若干條件後方會作實，因此於本財務報表獲董事批准發行當日尚未完成。

收購事項之其他詳情載於本公司日期為二零零八年五月十九日之公佈內。

(c) 更改香港利得稅

二零零八年二月二十七日，香港特區政府財政司司長宣佈其年度財政預算案，建議將利得稅由17.5%降低至16.5%，由二零零八／零九財政年度起生效，另又一次性將二零零七／零八評稅年度之應課稅款減少75%，上限為25,000港元。根據附註2(s)所載本集團之會計政策，該公佈並無導致財務報表作出任何調整。

本公司董事估計，該等建議更改將會對本集團於二零零八年四月一日之期初結餘有極微影響，進一步估計更改稅率對日後財務報表之影響並不可行。

37. CONTINGENT LIABILITIES

37. 或然負債

		Group 本集團		Company 本公司	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Guarantees given to banks in respect of utilised banking facilities of:	就下列人士之 已動用銀行信貸 給予銀行之擔保：				
Subsidiaries	附屬公司	—	—	—	320



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

38. RELATED PARTIES TRANSACTIONS

During the years ended 31 March 2008 and 2007, the directors are of the view that the following companies are related parties to the Group:

Name of the related party

關連人士名稱

Golden Scene Company Limited

高先電影有限公司

("Golden Scene")

(「高先」)

Panorama Entertainment Holdings Limited

("Panorama Entertainment")

Players Pictures Company Limited

("Players Pictures")

Metropolis Communications Limited

("Metropolis")

Brilliant Business Limited

("Brilliant Business")

Sunny Fancy Limited

("Sunny Fancy")

Allen Fung Assets Limited

("Allen Fung")

Relationship

關係

A subsidiary's director, has beneficial interest

附屬公司之董事擁有實益權益

Ex-directors, Fung Yu Hing, Allan and

Leung Siu Kuen, Janet, have beneficial interests

前任董事馮懿卿及梁少娟擁有實益權益

An ex-director, Fung Yee Sang,

has beneficial interest

前任董事馮懿生擁有實益權益

Ex-directors, Fung Yu Hing, Allan and

Leung Siu Kuen, Janet, have beneficial interests

前任董事馮懿生擁有實益權益

An ex-director, Fung Yee Sang

has beneficial interest

前任董事馮懿生擁有實益權益

An ex-director, Fung Yee Sang

has beneficial interest

前任董事馮懿生擁有實益權益

An ex-director, Fung Yu Hing, Allan

has beneficial interest

前任董事馮懿卿擁有實益權益

38. 關連人士交易

截至二零零八年及二零零七年三月三十一日止各年度，董事認為下列公司為本集團之關連人士：



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

38. RELATED PARTIES TRANSACTIONS (continued)

(a) Recurring transactions

Golden Scene	高先
– Acquisition of film rights	– 收購影片版權
– Film exhibition expenses	– 影片上映開支

The directors of the Company are of the opinion that the above related parties transactions were conducted on normal commercial terms and were priced with reference to prevailing market prices, and in the ordinary course of business.

Details of outstanding balance was set out in note 38c.

(b) Non-recurring transactions

		Note 附註
Management fee paid to:	已付管理費：	(i)
– Golden Scene	– 高先	
Rental paid to:	已付租金：	(ii)
– Players Pictures	– Players Pictures	
– Metropolis	– Metropolis	
– Brilliant Business	– Brilliant Business	
– Sunny Fancy	– Sunny Fancy	

Notes:

- (i) Management fee paid to Golden Scene were based on the relevant agreement which ceased on 31 March 2007.
- (ii) Rental paid to Players Pictures, Metropolis, Brilliant Business and Sunny Fancy were determined based on the relevant rental agreements which ceased on 31 October 2007.

38. 關連人士交易 (續)

(a) 經常性交易

Group 本集團	
2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
727	3,448
171	252

上述非經常性交易根據雙方共同達成之相關協議內之條款進行。

尚未清償結餘之詳情載於附註38c。

(b) 非經常性交易

Group 本集團	
2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
–	1,000
218	327
218	327
145	217
203	305

附註：

- (i) 已向高先支付之管理費乃按相關協議(已於二零零七年三月三十一日終止)為基準。
- (ii) 已向Players Pictures、Metropolis、Brilliant Business及Sunny Fancy支付之租金，乃按相關租約(已於二零零七年十月三十一日終止)為基準。

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

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

38. RELATED PARTIES TRANSACTIONS (continued)**(c) Amounts due from related companies**

		2008 二零零八年 HK\$'000 千港元		2007 二零零七年 HK\$'000 千港元		Maximum amount outstanding during the year 年內最高未償還金額	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Trading nature:	貿易性質：						
– Golden Scene	– 高先	–	2,104	–	6,537		
Non-trading nature:	非貿易性質：						
– Allen Fung	– Allen Fung	5	–	–	–		
– Panorama Entertainment	– Panorama Entertainment	7	2	–	2		
		12	2,106	–	6,539		

The amounts due from related companies are unsecured, interest-free and with no fixed terms of repayment.

No provision for doubtful debts related to the amounts due from related companies was made at 31 March 2008 and 31 March 2007. No expenses recognised during the current and last years in respect of bad or doubtful debts due from related companies.

(d) Amount due to a related company

Trading nature	貿易性質：
– Golden Scene	高先

38. 關連人士交易 (續)**(c) 應收關連公司款項****Group
本集團**

		2008 二零零八年 HK\$'000 千港元		2007 二零零七年 HK\$'000 千港元		Maximum amount outstanding during the year 年內最高未償還金額	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Trading nature:	貿易性質：						
– Golden Scene	– 高先	–	2,104	–	6,537		
Non-trading nature:	非貿易性質：						
– Allen Fung	– Allen Fung	5	–	–	–		
– Panorama Entertainment	– Panorama Entertainment	7	2	–	2		
		12	2,106	–	6,539		

應收關連公司款項為無抵押、免息及無固定還款期。

於二零零八年三月三十一日及二零零七年三月三十一日，概無就與應收關連公司款項有關之呆賬作出撥備。本年度及往年內並無就應收關連公司呆賬作出開支確認。

(d) 應付關連公司款項**Group
本集團**

		2008 二零零八年 HK\$'000 千港元		2007 二零零七年 HK\$'000 千港元	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Trading nature	貿易性質：				
– Golden Scene	高先	1,275	–	–	–



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

38. RELATED PARTIES TRANSACTIONS (continued)

(e) Amount due to a director

– So Wing Lok Jonathan 蘇永樂

The amount due to a director is unsecured, interest-free and with no fixed terms of repayment.

(f) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in note 9 and certain of the highest paid individual as disclosed in note 10, is as follows:

Short-term employee benefits	短期僱員福利
Post-employment benefits	僱員離任後福利
Equity compensation benefits	權益補償福利

Total remuneration is included in "staff costs" (note 7)

38. 關連人士交易 (續)

(e) 應付董事款項

Group 本集團	
2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
517	7,593

應付董事款項為無抵押、免息及無固定還款期。

(f) 關鍵管理人員酬金

本集團關鍵管理人員之酬金(包括附註9所披露已付本公司董事款項及附註10所披露已付若干最高薪人士之款項)如下:

Group 本集團	
2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
3,401	2,743
46	40
–	122
3,447	2,905

酬金總額載於「員工成本」(附註7)。



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

38. RELATED PARTIES TRANSACTIONS (continued)

(g) Personal guarantee and security provided by a subsidiary's directors

During the year, a subsidiary's directors provided personal guarantees and security to banks and financial institution to the extent of HK\$27,800,000 (2007: HK\$31,800,000) to secure credit facilities granted to the subsidiary of the Company as follows:

- (i) Certain properties owned by a subsidiary's directors.
- (ii) Certain properties owned by Players Pictures, Metropolis, Brilliant Business and Sunny Fancy.

Subsequent to the balance sheet date, personal guarantee provided by subsidiary's directors of HK\$13,000,000 were released.

38. 關連人士交易 (續)

(g) 附屬公司董事提供之個人擔保及抵押品

年內，一附屬公司之董事向銀行及金融機構提供個人擔保及抵押品27,800,000港元(二零零七年：31,800,000港元)，以抵押授予本公司附屬公司之信貸融資，詳情如下：

- (i) 一附屬公司之董事擁有之若干物業。
- (ii) Players Pictures、Metropolis、Brilliant Business及Sunny Fancy擁有之若干物業。

結算日後，附屬公司董事提供之個人擔保13,000,000港元已解除。

39. PARTICULARS OF SUBSIDIARIES

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

Name of subsidiaries 附屬公司名稱	Place of incorporation/ establishment and operations (Note a) 註冊成立/ 成立及經營地點(附註a)	Nominal value of issued ordinary share/ registered capital 已發行普通股/ 註冊資本面值	Percentage of equity interest attributable to the Company 本公司應佔 股本權益百分比		Principal activities 主要業務
			Directly 直接	Indirectly 間接	
Black Sand Enterprises Limited	Hong Kong, limited liability company 香港，有限公司	HK\$300,000 300,000港元	100%	–	Dormant 暫無營業
CPE Program Distribution Limited	British Virgin Islands/ Hong Kong, limited liability company 英屬處女群島/ 香港，有限公司	US\$1 1美元	–	100%	Dormant 暫無營業
Creative Power Entertaining Company Limited	People's Republic of China, limited liability company 中國人民共和國， 有限公司	HK\$500,000 500,000港元	–	100%	Marketing and sub-licensing 市場推廣及再分授 特許權

39. 附屬公司詳情

於二零零八年三月三十一日，本公司之附屬公司詳情如下：



Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

39. PARTICULARS OF SUBSIDIARIES (continued)

39. 附屬公司詳情 (續)

Name of subsidiaries 附屬公司名稱	Place of incorporation/ establishment and operations (Note a) 註冊成立/ 成立及經營地點(附註a)	Nominal value of issued ordinary share/ registered capital 已發行普通股/ 註冊資本面值	Percentage of equity interest attributable to the Company 本公司應佔 股本權益百分比		Principal activities 主要業務
			Directly 直接	Indirectly 間接	
Datewell Limited	British Virgin Islands/ Hong Kong, limited liability company 英屬處女群島/ 香港, 有限公司	US\$100 100美元	100%	–	Investment holding 投資控股
Go Film Distribution Limited (Note c) (附註c)	Hong Kong, limited liability company 香港, 有限公司	HK\$10,000 10,000港元	–	20%	Inactive 暫無業務
Intelli-Media (HK) Limited 智庫媒體(香港)有限公司	Hong Kong, limited liability company 香港, 有限公司	HK\$100 10,000港元	–	100%	Marketing and sub-licensing 市場推廣及再分授 特許權
Panorama Distributions Company Limited 鐳射發行有限公司	Hong Kong, limited liability company 香港, 有限公司	HK\$10,000,002 10,000,002港元	–	100%	Distribution of video products 發行錄像產品
Panorama Entertainment Company Limited	Hong Kong, limited liability company 香港, 有限公司	HK\$10,000 10,000港元	–	100%	Holding of film rights 持有影片版權
Panorama Entertainment Group Limited	British Virgin Islands/ Hong Kong, limited liability company 英屬處女群島/ 香港, 有限公司	US\$200 200美元	100%	–	Investment holding 投資控股
Panorama Entertainment (Singapore) Pte Ltd.	Singapore, limited liability company 新加坡, 有限公司	S\$100,000 100,000新加坡元	–	100%	Distribution of video products 發行錄像產品
Panorama Film Company Limited	British Virgin Islands/ Hong Kong, limited liability company 英屬處女群島/ 香港, 有限公司	US\$1 1美元	–	100%	Inactive 暫無業務

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

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

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

Name of subsidiaries 附屬公司名稱	Place of incorporation/ establishment and operations (note a) 註冊成立/ 成立及經營地點(附註a)	Nominal value of issued ordinary share/ registered capital 已發行普通股/ 註冊資本面值	Percentage of equity interest attributable to the Company 本公司應佔 股本權益百分比		Principal activities 主要業務
			Directly 直接	Indirectly 間接	
Punch Pictures Company Limited	Hong Kong, limited liability company 香港·有限公司	HK\$100 100港元	–	100%	Production of film 影片製作
Panorama Theatrical Distributions Company Limited	British Virgin Islands/ Hong Kong, limited liability company 英屬處女群島/ 香港·有限公司	US\$100 100美元	–	100%	Investment holding 投資控股
Scenerama Company Limited (Note c) (附註c)	British Virgin Islands/ Hong Kong, limited liability company 英屬處女群島/ 香港·有限公司	US\$1,000 1,000美元	–	33.4%	Investment holding 投資控股
Scenerama Holdings Company Limited	British Virgin Islands/ Hong Kong, limited liability company 英屬處女群島/ 香港·有限公司	US\$100 100美元	–	58%	Investment holding 投資控股

Notes:

- (a) They are limited liability companies incorporated in the respective jurisdictions.
- (b) None of the subsidiaries had any debt securities outstanding at the end of the year or at any time during the year.
- (c) These two companies are regarded as subsidiaries of the Company because the Company can command the majority of the voting rights and control the board in these two companies.

附註:

- (a) 此等均為於有關司法權區註冊成立的有限公司。
- (b) 於本年底或本年度任何時間，概無任何附屬公司有任何未償還債務證券。
- (c) 該兩家公司均被視為本公司之附屬公司，因為本公司可操縱大多數表決權，以及控制該兩家公司之董事會。



Financial Summary

財務摘要

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

RESULTS

業績

For the year ended 31 March

截至三月三十一日止年度

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Turnover	營業額	33,157	59,671	83,901	79,986	90,172
(Loss)/profit from operations	經營(虧損)/溢利	(47,078)	(66,626)	5,894	8,142	12,905
Finance costs	融資成本	(1,564)	(3,569)	(2,512)	(1,337)	(1,136)
(Loss)/profit before income tax	除所得稅前(虧損)/溢利	(48,642)	(70,195)	3,382	6,805	11,769
Income tax	所得稅	-	(38)	(932)	(1,662)	(2,060)
(Loss)/profit before minority interests	未計少數股東權益前(虧損)/溢利	(48,642)	(70,233)	2,450	5,143	9,709
Minority interests	少數股東權益	1,127	426	(145)	(749)	(651)
Net (loss)/profit for the year	本年度(虧損)/溢利淨額	(47,515)	(69,807)	2,305	4,394	9,058

ASSETS AND LIABILITIES

資產及負債

At 31 March

於三月三十一日

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Total assets	總資產	106,979	88,184	151,014	144,206	125,686
Total liabilities	總負債	(51,055)	(82,850)	(84,073)	(81,235)	(67,911)
Minority interests	少數股東權益	(5,192)	(6,319)	(6,745)	(6,600)	(5,851)
		50,732	(985)	60,196	56,371	51,924

Notes:

附註:

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

1. 本公司於二零零一年十月十七日在開曼群島註冊成立，並根據為整理本集團之架構以籌備本公司股份在聯交所創業板上市所進行的集團重組，於二零零二年四月二十三日成為本集團的控股公司。

2. 截至二零零二年三月三十一日止三個年度各年的業績乃以合併法編製，以顯示本集團業績，猶如緊隨集團重組後的集團架構自一九九九年四月一日起已經存在。



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

NOTICE IS HEREBY GIVEN that the annual general meeting (the "Annual General Meeting") of the shareholders of Intelli-Media Group (Holdings) Limited (formerly known as "Panorama International Holdings Limited") (the "Company") will be held at Room 706-708, 7/F., Westin Centre, 26 Hung To Road, Kwun Tong, Kowloon, Hong Kong at 4:00 p.m. on Friday, 18 July 2008 for the following purposes:

1. To receive, consider and adopt the audited financial statements and the reports of the directors of the Company (the "Directors") and auditors for the year ended 31 March 2008.
2. (a) To re-elect the retiring Directors, being Mr. Chin Wai Keung, Richard, Mr. So Wing Lok, Jonathan, Mr. Lo Wing Keung, Mr. Chow Alvin Chiyiu, Mr. Chow Shiu Ki, Mr. Hung Tik and Mr. Shum Man Ching, the biographical details of the Directors proposed to be re-elected at the Annual General Meeting are set out in the circular dated 28 June 2007 of the Company.

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

A. "THAT:

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

茲通告智庫媒體集團(控股)有限公司(前稱鐳射國際控股有限公司)(「本公司」)謹訂於二零零八年七月十八日星期五下午四時正假座香港九龍觀塘鴻圖道26號威登中心7樓706-708室舉行股東週年大會(「股東週年大會」)，以處理下列事項：

1. 省覽並採納截至二零零八年三月三十一日止年度之經審核財務報表及本公司董事(「董事」)與核數師報告。
2. (a) 重選退任董事錢偉強先生、蘇永樂先生、盧永強先生、周之耀先生、周肇基先生、洪迪先生及岑文禎先生，建議於股東週年大會膺選連任之董事之履歷詳情載於本公司日期為二零零七年六月二十八日之通函。

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

A. 「動議：

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



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

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



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

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

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

B. “THAT:

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

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

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

B. 「動議：

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



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

c) for the purpose of this resolution:

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

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

C. “THAT:

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

By order of the Board
Intelli-Media Group (Holdings) Limited
(formerly known as **Panorama International Holdings Limited**)
Chin Wai Keung, Richard
Chairman

Hong Kong, 25 June 2008

c) 就本決議案而言：

「有關期間」指由本決議案通過當日起計直至以下之最早日期為止之期間：

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

C. 「動議：

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

承董事會命
智庫媒體集團(控股)有限公司

錢偉強
主席

香港，二零零八年六月二十五日



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

Principal place of business in Hong Kong:

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

香港主要營業地點：

香港
九龍觀塘
鴻圖道26號
威登中心7樓
706-708室

Notes:

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

附註：

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



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

香港九龍觀塘鴻圖道26號威登中心7樓706-709室
Rm 706-709, 7/F, Westin Centre, 26 Hung To Road, Kwun Tong, Kowloon, Hong Kong