



**INNO-TECH
HOLDINGS LIMITED**
匯創控股有限公司*

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock Code 股份代號: 8202)

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香港聯合交易所有限公司（「聯交所」）創業板（「創業板」）之特色

創業板的定位，乃為相比起其他在聯交所上市的公司帶有較高投資風險的公司提供一個上市的市場。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳之考慮後方作出投資決定。創業板的較高風險及其他特色表示創業板較適合專業及其他經驗豐富投資者。

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本報告乃遵照香港聯合交易所有限公司創業板證券上市規則之規定而提供有關Inno-Tech Holdings Limited（匯創控股有限公司*）之資料，Inno-Tech Holdings Limited（匯創控股有限公司*）各董事（「董事」）願共同及個別對本報告承擔全部責任。各董事經作出一切合理查詢後確認，就彼等所深知及確信本報告所載資料在各重大方面均屬準確及完整，且無誤導或欺詐成分；及本報告並無遺漏任何其他事宜致使其所載任何聲明產生誤導。

* 僅供識別



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Corporate Information

公司資料

BOARD OF DIRECTORS

Ms. Wong Yuen Yee (*Chairman*)

Mr. Wong Yao Wing, Robert (*Deputy Chairman*)

Mr. Ang Wing Fung
(appointed on 19 February 2010)

Mr. Wong Kwok Sing
(resigned on 23 March 2010)

Mr. Lam Shiu San
(resigned on 1 June 2010)

Mr. Wong Tak Leung, Charles*
(resigned on 3 May 2010)

Mr. Lai Ying Sum*
(resigned on 1 April 2010)

Mr. Cheng King Hung*
(resigned on 2 August 2010)

Ms. Wong On Yee*
(appointed on 1 April 2010)

Mr. Chu Woon Yuen*
(appointed on 3 May 2010)

Ms. Au Yuk Kit*
(appointed on 2 August 2010)

* *Independent non-executive Directors*

COMPLIANCE OFFICER

Mr. Wong Yao Wing, Robert

AUTHORISED REPRESENTATIVES

Ms. Wong Yuen Yee

Mr. Wong Yao Wing, Robert

COMPANY SECRETARY

Mr. Li Kar Fai, Peter, *CPA*

AUDIT COMMITTEE MEMBERS

Ms. Wong On Yee (*Chairman of audit committee*)

Mr. Chu Woon Yuen

Ms. Au Yuk Kit

AUDITORS

Crowe Horwath (HK) CPA Limited

LEGAL ADVISER TO THE COMPANY

Troutman Sanders (as to Hong Kong Laws)

Tang Tso & Lau Solicitors (as to Hong Kong Laws)

董事會

黃婉兒女士 (*主席*)

黃祐榮先生 (*副主席*)

洪榮鋒先生
(於二零一零年二月十九日獲委任)

黃國聲先生
(於二零一零年三月二十三日辭任)

林兆樂先生
(於二零一零年六月一日辭任)

王德良先生*
(於二零一零年五月三日辭任)

黎應森先生*
(於二零一零年四月一日辭任)

鄭景鴻先生*
(於二零一零年八月二日辭任)

黃安宜女士*
(於二零一零年四月一日獲委任)

朱煥源先生*
(於二零一零年五月三日獲委任)

歐玉潔女士*
(於二零一零年八月二日獲委任)

* *獨立非執行董事*

法規主任

黃祐榮先生

法定代表

黃婉兒女士

黃祐榮先生

公司秘書

李嘉輝先生, *CPA*

審核委員會成員

黃安宜女士 (*審核委員會主席*)

朱煥源先生

歐玉潔女士

核數師

國富浩華 (香港) 會計師事務所有限公司

本公司之法律顧問

長盛律師事務所 (香港法律)

鄧曹劉律師行 (香港法律)

Corporate Information

公司資料

PRINCIPAL BANKERS

Wing Lung Bank Limited
Shanghai Commercial Bank Ltd.

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Room 903
Tung Wai Commercial Building
109-111 Gloucester Road
Wanchai Hong Kong

COMPANY WEBSITE

<http://www.it-holdings.com>

Note: Information contained in this website does not form part of this annual report.

PRINCIPAL SHARE REGISTRARS AND TRANSFER OFFICE

The Bank of Bermuda Limited
6 Front Street
Hamilton HM 11
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited
46th Floor, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong

GEM STOCK CODE

8202

主要往來銀行

永隆銀行
上海商業銀行

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

總辦事處及主要營業地點

香港
灣仔
告士打道109-111號
東惠商業大廈903室

公司網址

<http://www.it-holdings.com>

附註： 載於此網站之資料並非為本年報之一部份。

主要股份登記及過戶處

The Bank of Bermuda Limited
6 Front Street
Hamilton HM 11
Bermuda

香港股份過戶登記分處

香港中央證券登記有限公司
香港灣仔
皇后大道東183號
合和中心四十六樓

創業板股份代號

8202

Five-year Financial Summary

五年財務概要

		Year ended 30 June 2010 截至 二零一零年 六月三十日 止年度 Audited 經審核 HK\$'000 千港元	Year ended 30 June 2009 截至 二零零九年 六月三十日 止年度 Audited 經審核 HK\$'000 千港元	Period from 1 April 2007 to 30 June 2008 自二零零七年 四月一日至 二零零八年 六月三十日 止期間 Audited 經審核 HK\$'000 千港元	Period from 1 July to 30 June 自七月一日至六月三十日止期間 2007 二零零七年 Unaudited 未經審核 HK\$'000 千港元	2006 二零零六年 Unaudited 未經審核 HK\$'000 千港元
Turnover	營業額	9,345	78,112	143,971	57,342	72,343
Cost of sales	銷售成本	(20,019)	(80,698)	(111,964)	(42,046)	(53,566)
Gross (loss)/profit	(毛損)/毛利	(10,674)	(2,586)	32,007	15,296	18,777
Other revenue and other net income	其他收入	14,616	5,487	6,413	3,285	1,190
Marketing and promotion expenses	市場推廣及宣傳開支	(5,265)	(4,660)	(19,199)	(2,476)	(1,055)
Administrative expenses	行政開支	(235,125)	(389,076)	(87,464)	(14,372)	(21,487)
(Loss)/profit from operations	經營(虧損)/溢利	(236,448)	(390,835)	(68,743)	1,733	(2,575)
(Loss) attributable to shareholders	股東應佔(虧損)	(140,706)	(391,000)	(71,352)	(4,489)	(9,081)
Dividends	股息	-	-	-	-	-
Loss per share - Basic	每股虧損 - 基本	(24.76) cents 仙	(25.08) cents 仙	(6.28) cents 仙	(0.88) cent 仙	(1.81) cents 仙

		As at 30 June 於六月三十日				
		2010 二零一零年 Audited 經審核 HK\$'000 千港元	2009 二零零九年 Audited 經審核 HK\$'000 千港元	2008 二零零八年 Audited 經審核 HK\$'000 千港元	2007 二零零七年 Unaudited 未經審核 HK\$'000 千港元	2006 二零零六年 Unaudited 未經審核 HK\$'000 千港元
Total assets	總資產	156,725	144,147	434,810	365,705	133,206
Total liabilities	總負債	(101,481)	(61,163)	(99,089)	(28,975)	(80,191)
Shareholders' funds	股東資金	45,795	82,984	335,721	336,730	53,015
Non-current assets	非流動資產	96,138	122,739	207,228	126,371	47,609
Current assets	流動資產	60,587	21,408	227,582	239,334	85,597
Current liabilities	流動負債	(47,402)	(32,706)	(91,300)	(18,902)	(64,822)
Non-current liabilities	非流動負債	(54,079)	(28,457)	(7,789)	(10,073)	(15,369)

Chairman's Statement

主席報告

On behalf of the Board of Directors, I am pleased to report the Group's results for the year ended June 30, 2010.

The domestic sale of i-Panel and Apm products and the provision of intranet design for residential communities in the PRC remained our core business over the past reporting period. Our sales from this business for FY2010 have decreased by approximately 88% over the FY2009. We faced a highly competitive environment last year in which leading brands were able to gain market share at the expense of less established brands. We believe this trend may continue for the coming year. In response, we may have to reduce our production costs and increase our marketing efforts in order to remain competitive in the environment.

We have completed the acquisition of a further 47.2% of HK Gaofeng Limited during the year, making our total equity interest in the company to 62.6%. During the year, we have commissioned the geological study on the extended excavation depth of the mining area of the gold mine owned by HK Gaofeng Limited. The delay in completion of the feasibility study and the other factors resulted in the Group's gold mine business continued to be operated in a small scale.

We believe the outdoor media sector will be one of the fastest growing sectors in the media and advertising industry in PRC. As part of our strategy to focus our resources on business which would bring stable income to the Group without incurring significant capital investment, we have agreed to acquire Active Link Investments Limited whose principal business is to conduct advertising and related activities on buses and bus stations in Shijiazhuang City, Hebei Province.

In order to allow management more time to focus on developing our direct outdoor media activities, we have divested our investment in Great China Media Holdings Limited ("GCM"). The business scope of GCM only covers the provision of advertising related consultation services. We believe it would be more beneficial to the Group to focus on direct outdoor media activities rather than just providing advertising related consultation services.

The Group has completed two placing of new shares in the past year, raising a total of approximately HK\$52.7 million of additional capital. This additional capital will enable us to further develop our business in the outdoor media industry in PRC as well as strengthening our working capital position.

We have consolidated our common shares in the year on the basis of every five old shares into one new share.

On behalf of the Board of Directors, I would like to thank all of our directors, management, and staff for their support and dedication in the past year. I would also like to express my most sincere appreciation to our shareholders and business partners for their unrelenting trust and support to the Group.

Wong Yuen Yee
Chairman

Hong Kong, 29 September 2010

本人謹此代表董事會欣然呈報本集團於截至二零一零年六月三十日止年度之業績。

在過去的報告期內，中國國內i-Panel及Apm產品的銷售以及為住宅社區提供的內聯網設計仍然是本集團的核心業務。此部分業務於二零一零財政年度之銷售額較二零零九財政年度減少約88%。去年，我們面對競爭激烈的營商環境，領先品牌搶佔市場佔有率，並淘汰未能在市場上站穩陣腳之品牌。我們相信此趨勢將於來年持續。為應付此情況，我們可能需減低生產成本及增加市場推廣力度，以維持我們的競爭力。

年內，我們已完成收購香港高豐有限公司47.2%權益，致使我們於該公司之總股本權益達到62.6%。年內，我們就香港高豐有限公司持有之金礦之採礦區域增加採掘深度一事展開地質研究。可行性研究延遲完成及其他因素導致本集團之金礦業務繼續以有限規模營運。

我們相信戶外媒體行業將成為中國媒體及廣告行業中增長最快的行業之一。我們的策略是集中投放資源於能為本集團帶來穩定收入，且毋須產生重大資本投資之業務。作為此策略之其中一環，我們已同意收購Active Link Investments Limited，其主要業務為在河北省石家庄市之巴士及巴士站進行宣傳及相關活動。

為了讓管理層能投放更多時間專注發展直接戶外媒體業務，我們已中止投資大中華媒體控股有限公司（「大中華媒體」）。大中華媒體之業務範圍僅限於提供與廣告相關之顧問服務。我們相信本集團專注於戶外媒體活動，而非僅提供與廣告相關之顧問服務，將會為本集團帶來更大助益。

去年，本集團已完成兩次新股份配售，合共籌集約52,700,000港元之額外資金。此筆額外資金將有助我們進一步發展中國戶外媒體行業之業務，以及加強我們的營運資金狀況。

年內，我們按每五股舊股份合併為一股新股份之基準合併普通股。

本人謹此代表董事會對所有董事、管理層及員工過去一年的支持與貢獻致以衷心謝意。本人也為我們的股東以及業務伙伴對本集團的不懈信任與支持致以萬二分之感激。

主席
黃婉兒

香港，二零一零年九月二十九日

Management Discussion and Analysis

管理層之論述及分析

FINANCIAL PERFORMANCE

The Group reported a turnover of approximately HK\$9,345,000 for the year ended 30 June 2010, representing a decrease of approximately 88% compared with the turnover of approximately HK\$78,112,000 for the year ended 30 June 2009. During the 12 months of operation, the intelligence system business sector contributed a turnover of approximately HK\$9,345,000 being the major source of turnover.

Gross loss for the Group is approximately HK\$10,674,000 (2009: HK\$2,586,000).

The loss is mainly attributable to the substantial reduction in the valuation of the gold mining business of the Group resulting from a revision of business strategy and focus due to (1) changes in the regulatory environment; (2) market sentiment in respect of companies engaging in gold mining business on a small scale; and (3) delay in making progress in increasing the output of the Zhang Jia Fan Gold Mine, the only gold mine held by the Group.

The Group's loss before taxation as at 30 June 2010 was approximately HK\$236,448,000 (2009: HK\$390,835,000).

Basic loss per share as at 30 June 2010 was HK\$(24.76) cents (2009: HK\$(25.08) cents).

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

BUSINESS REVIEW

Software Application Solutions and Hotel Business Division

The domestic sale of i-Panel and Adbus products and the provision of intranet design for residential communities has always been the backbone of the Group. The ever-evolving market conditions in the sale of i-Panel, Adbus products and provision of intranet design for residential communication property sector in the PRC is highly competitive. Participants in the industry in the PRC market include international and domestic brands which compete in. This competition has led to leading brands continuing to gain market share at the expense of less established brands. To compete effectively and maintain our market share, we may be forced to, among other actions, optimize our production costs, increase marketing efforts, which may in turn adversely affect our profit margin.

財務表現

本集團於截至二零一零年六月三十日止年度所呈報之營業額約為9,345,000港元，較截至二零零九年六月三十日止年度之營業額約78,112,000港元減少約88%。於十二個月的營業期間內，智能系統業務分部帶來營業額約9,345,000港元，是主要營業額來源。

本集團之毛損約為10,674,000港元（二零零九年：2,586,000港元）。

虧損主要由於本集團修訂業務策略及重心，此乃由於：(1)監管環境之改變；(2)有關從事小型金礦開採業務公司之市場氣氛；及(3)增加張家畝金礦（本集團唯一持有之金礦）出產量之延誤，導致金礦業務之估值大幅下降。

於二零一零年六月三十日，本集團之除稅前虧損約為236,448,000港元（二零零九年：390,835,000港元）。

於二零一零年六月三十日，每股基本虧損為(24.76)港仙（二零零九年：(25.08)港仙）。

董事不建議派付截至二零一零年六月三十日止年度之末期股息（二零零九年：無）。

業務回顧

軟件應用解決方案及酒店業務分部

於國內銷售i-Panel及Adbus產品及提供住宅社區內聯網設計一向為本集團之支柱業務。於中國，銷售i-Panel、Adbus產品及提供住宅社區內聯網設計行業之市場條件不斷演變，令業內競爭激烈。中國市場業內人士包括互相競爭之國際及國內品牌。有關競爭導致領先品牌繼續搶佔市場佔有率，並淘汰未在市場上站穩陣腳之品牌。為了提升競爭力及保持我們之市場佔有率，我們可能不得已需優化生產成本及加強市場推廣以致令毛利受損。

Management Discussion and Analysis

管理層之論述及分析

BUSINESS REVIEW (continued)

Software Application Solutions and Hotel Business Division (continued)

Due to the unsatisfactory performance of our hotel business division, we had to significantly scale down our hotel operations in the PRC in 2009 thus resulting in a significant write off in our investments in the hospitality business in PRC last year. The Group intended to focus on other businesses and continued to expand into industries with more prospects.

Investment in Gold Mining Industry – Acquisition of Gaofeng Holding Co. Limited

Reference is made to the announcements of the Company dated 10 June 2009, 30 September 2009 and 6 October 2009 respectively and the circular (the “Circular A”) of the Company dated 11 September 2009. Unless otherwise defined, terms used herein shall have the same meanings as those defined in the Circular A.

The Acquisition of 47.2% of the issued share capital of HK Gaofeng was completed on 27 October 2009. Subsequent to Completion, HK Gaofeng is owned as to 60.8% by Dragon Emperor, as to 1.8% by Inno Gold Mine and as to 37.4% by the Vendor. Dragon Emperor and Inno Gold Mine are wholly owned by the Company. Accordingly, HK Gaofeng became a subsidiary of the Company and is beneficially owned as to 62.6% by the Group.

As the approval for the acquisition of 81.5% equity interests in Zhang Jia Fan Gold Mine had been obtained from Jiangxi Commerce Administrative Bureau, Jiu Jiang Gaofeng became interested in 81.5% of Zhang Jia Fan Gold Mine on 9 July 2009. Accordingly, Zhang Jia Fan Gold Mine became an indirect subsidiary of the Company.

The initial plan is for the Company to (i) accelerate the production capacity of the Zhang Jia Fan (“ZJF”) Gold Mine to 360,000 tons each year after completion of acquisition and (ii) invest in numerous gold mines with low quantity reserves in addition to the ZJF Gold Mine. To increase the production output of ZJF Gold Mine, substantive resources, in the approximate amount of HK\$43.5 million have to be invested in plant and equipment. On the basis that the Company will make the required capital expenditure and the ZJF Gold Mine achieves an annual output of 360,000 tons, the valuation of the ZJF Gold Mine as at October 2009 was approximately HK\$212 million.

業務回顧 (續)

軟件應用解決方案及酒店業務分部 (續)

由於我們的酒店業務分部表現未如理想，我們經已於二零零九年大幅縮減中國之酒店業務，導致去年在中國酒店業務的投資出現重大撇賬。本集團擬專注於其他業務及持續發展其他前景更理想的行業。

投資於金礦業 – 收購香港高豐控股有限公司

茲提述本公司於二零零九年六月十日、二零零九年九月三十日及二零零九年十月六日分別發出之公佈及於二零零九年九月十一日所發出之通函（「通函A」）。除另有界定外，本報告所用詞彙與該通函A內所界定者具有相同涵義。

有關收購香港高豐已發行股本47.2%之事項已於二零零九年十月二十七日完成。於完成收購後，香港高豐將分別由Dragon Emperor持有60.8%，由Inno Gold Mine持有1.8%，而賣方則持有37.4%。由於Dragon Emperor及Inno Gold Mine均由本公司全資擁有，因此，香港高豐已成為本公司之附屬公司及由本集團實益擁有62.6%。

由於收購張家畝金礦81.5%股本權益經已獲得江西省工商行政管理局批准，於二零零九年七月九日，九江高豐擁有張家畝金礦81.5%權益。因此，張家畝金礦成為本公司之間接附屬公司。

本公司之初始計劃為(i)收購完成後，提升張家畝（「張家畝」）金礦之產量至每年360,000噸，及(ii)除張家畝金礦外，投資多個低儲量金礦。為增加張家畝金礦之產量，本公司已投放大量資源（約43,500,000港元）投資廠房及設備。基於本公司將作出所需之資本開支，以及張家畝金礦達到年產量360,000噸，張家畝金礦於二零零九年十月之估值約為212,000,000港元。

Management Discussion and Analysis

管理層之論述及分析

BUSINESS REVIEW (continued)

Investment in Gold Mining Industry

– Acquisition of Gaofeng Holding Co. Limited (continued)

In October 2009, approval of the right to increase the exploration and extend the excavation depth of the mining area was obtained. A geological feasibility study on the extended excavation depth of the mining area was commissioned which at the Latest Practicable Date has not yet completed. The purpose of commissioning the geological feasibility study is part of the initiative to increase the production output of the ZJF Gold Mine.

At the same time, the Group also commenced to identify other suitable gold mining project for acquisition. However, there has been a tightening of the regulatory environment in relation to the acquisition of mining business by listed companies resulting in uncertainties as to the time required to complete the acquisition, the increased cost of acquisition due to the changes in the regulations and market sentiment in respect of companies engaging in gold mining business. Furthermore, no significant progress was made in increasing the output of the ZJF Gold Mine due to the delay in the completion of the geological feasibility study. In the meantime, the Group continued with the operating of one small scale gold mine with 45,000 tons output each year.

In light of change in circumstances, the management has undertaken a review of the business strategy and focus of the Group and concluded that the Group should consider focusing its resources on businesses which would bring stable income to the Group without having to incur significant capital investment.

In line with the revised business strategy, the Company in June 2010 approved the proposal to invest in a bus station advertising agency business with a guarantee that the business will at least earn an annual net profit after tax of HK\$11 million.

In the premises, during the financial year ended 30 June 2010, the annual production capacity of ZJF Gold Mine remains at 45,000 ton, hence, the valuation of the gold mining business is substantially reduced.

業務回顧 (續)

投資於金礦業

– 收購香港高豐控股有限公司 (續)

於二零零九年十月，本公司已獲准增加採礦地區之勘探活動及採掘深度。增加採礦地區採掘深度之地質可行性研究經已展開，於最後可行日期尚未完成。展開地質可行性研究是提升張家畝金礦產量方案之其中一環。

同時，本集團亦開始物色其他合適之金礦開採項目，以進行收購。然而，有關上市公司收購採礦業務之監管環境逐漸收緊，導致完成收購所需時間出現不確定因素，以及法規和市場對從事金礦開採業務之公司之態度有變導致收購成本增加。此外，由於地質可行性研究出現延誤，故張家畝金礦之產量提升並未取得重大進展。同時，本集團繼續經營一個年產量為45,000噸之小型金礦。

基於情況有變，管理層已對本集團之業務策略及重心進行檢討，結論為本集團應考慮集中投放資源於能為本集團帶來穩定收入，且毋須產生重大資本投資之業務。

為符合本集團經修訂之業務策略，本公司於二零一零年六月批准投資巴士站廣告代理業務之建議，保證該業務每年最少賺取除稅後淨利潤11,000,000港元。

於截至二零一零年六月三十日止財政年度，張家畝金礦之年產能一直低於45,000噸，金礦開採業務之估值因而大幅減少。

Management Discussion and Analysis

管理層之論述及分析

BUSINESS REVIEW (continued)

Disposal of Great China Media Holdings Limited (“GCM”)

Reference is made to the announcement of the Company dated 3 May 2010, the Board anticipates that the business of provision of advertising related consultation services will be subject to fierce competition and thus the disposal of GCM will enable the Group to preserve more management efforts and financial resources to focus on existing business.

On 3 May 2010, Shiny Step Investments Limited, a wholly-owned subsidiary of the Company, Duncan Capital Limited and Mr. Shek Ka Sun, Andy entered into the Sale and Purchase Agreement pursuant to which Shiny Step Investments Limited has agreed to sell and Duncan Capital Limited has agreed to acquire the 238 shares (representing approximately 19.19% of the issued share capital of GCM) in the share capital of GCM for the Consideration of HK\$43,000,000 which had been satisfied (i) as to HK\$2,150,000 in cash; (ii) as to HK\$2,150,000 by the issue of the First Promissory Notes matured on 3 August 2010; and (iii) as to HK\$38,700,000 by the issue of the Second Promissory Notes maturing on 3 May 2011 by Duncan Capital Limited.

Acquisition of Active Link Investments Limited

Reference is made to the announcements of the Company dated 21 July 2010 and 10 August 2010 respectively and the circular (the “Circular B”) of the Company dated 24 August 2010. Unless otherwise defined, terms used herein shall have the same meanings as those defined in the Circular B.

On 19 July 2010, the Company entered into the Agreement with Chuk Ka Yi, Tam Wing Yuen, Chan Pui Shan Vivien and J&K TMT Investment Company Limited (“Vendors”) for the acquisition of the entire issued share capital in Active Link Investments Limited which indirectly holds 80% equity interest in Shijiazhuang Xunhua (the “Acquisition”).

業務回顧 (續)

出售大中華媒體控股有限公司(「大中華媒體」)

茲提述本公司於二零一零年五月三日刊發之公佈，董事會預料提供廣告相關顧問服務之業務將面臨激烈競爭。因此，出售大中華媒體可讓本集團保留較多管理力量及財政資源以專注其現有業務。

於二零一零年五月三日，本公司全資附屬公司 Shiny Step Investments Limited、Duncan Capital Limited及石嘉樂先生訂立買賣協議，據此，Shiny Step Investments Limited同意出售而Duncan Capital Limited同意收購大中華媒體股本中238股股份（相當於大中華媒體已發行股本約19.19%），代價為43,000,000港元，並藉以下方式支付：(i)現金2,150,000港元；(ii)發行到期日為二零一零年八月三日的第一份承兌票據2,150,000港元，及(iii)由Duncan Capital Limited發行到期日為二零一一年五月三日的第二份承兌票據38,700,000港元。

收購Active Link Investments Limited

茲提述本公司分別於二零一零年七月二十一日及二零一零年八月十日刊發之公佈及本公司於二零一零年八月二十四日刊發之通函(「通函B」)。除另有界定外，本報告所用詞彙與通函B內所界定者具有相同涵義。

於二零一零年七月十九日，本公司與祝嘉意、譚永元、陳佩珊及J&K TMT Investment Company Limited(「賣方」)訂立協議，收購Active Link Investments Limited全部已發行股本，而Active Link Investments Limited間接持有石家庄迅華80%股本權益(「收購事項」)。

Management Discussion and Analysis

管理層之論述及分析

BUSINESS REVIEW (continued)

Acquisition of Active Link Investments Limited (continued)

Upon completion, the Group will own 100% shareholding in Active Link and its subsidiaries which in return owns 80% equity interest of Shijiazhuang Xunhua.

Shijiazhuang Xunhua's principal businesses include design, production and publication of outdoor advertisements in the PRC. Pursuant to two licensing agreements made between the Local Bus Company and Shijiazhuang Xunhua, the Local Bus Company has granted to Shijiazhuang Xunhua the advertising rights on all the 12 double-decker buses and 1,544 bus stations operated and owned by the Local Bus Company. It is the common understanding between the Local Bus Company and Shijiazhuang Xunhua that the granting of such advertising rights is on an exclusive basis.

The Local Bus Company has also licensed to Shandong Xunhua the advertising rights on all 2,100 single-decker buses operated and owned by the Local Bus Company. Pursuant to the sub-License, Shandong Xunhua has sub-licensed its advertising rights on all such 2,100 single-decker buses to Shijiazhuang Xunhua. It is the common understanding between the Shandong Xunhua and Shijiazhuang Xunhua that the granting of such sub-license is on an exclusive basis.

The Local Bus Company is a public bus operator in Shijiazhuang City, Hebei Province, the PRC, which currently operates and owns approximately 2,100 single-decker buses, 12 double-decker buses and 1,544 bus stations.

The Board is of the view that the Acquisition is a good opportunity for the Group to further expand its business in outdoor advertising and display industry in the PRC.

PROSPECTS

Advertising and display industry

In order to broaden its source of income and expand the business operations of the Group, the Directors believe that it is beneficial for the Group to diversity its business into the advertising industry in the PRC. An extensive research conducted by Morgan Stanley has shown that there is an 80% correlation between GDP and advertising spending. Economic downturn in 2008 has had a major effect in the media and advertising industry worldwide (MorganAnderson Consulting 2009) suffered the sharpest decline in any single year since the Great Depression, and the PRC market was no exception.

業務回顧 (續)

收購Active Link Investments Limited (續)

於完成後，本集團將會擁有Active Link及其附屬公司100%股本權益，而Active Link及其附屬公司則擁有石家庄迅華80%股本權益。

石家庄迅華的主要業務包括在中國設計、製作及發佈戶外廣告。根據地方巴士公司與石家庄迅華訂立的兩份特許權協議，地方巴士公司已將名下營運及擁有的所有12輛雙層巴士及1,544個巴士站的廣告經營權授予石家庄迅華。地方巴士公司與石家庄迅華互有共識，授出的此等廣告經營權乃屬於獨家性質。

地方巴士公司已將名下營運及擁有的所有2,100輛單層巴士的廣告經營權授予山東迅華。根據轉授特許，山東迅華轉授名下全部有關2,100輛單層巴士的廣告經營權予石家庄迅華。山東迅華與石家庄迅華互有共識，所授出轉授特許乃屬於獨家性質。

地方巴士公司為中國河北省石家庄市的巴士營運商，目前營運及擁有約2,100輛單層巴士、12輛雙層巴士及1,544個巴士車站。

董事會認為，收購事項為本集團進一步擴展其業務至中國戶外廣告及展示行業之良機。

展望

廣告及展示行業

為擴大本集團的收入來源及擴大其業務營運，董事相信，本集團將業務延伸至中國的廣告產業，對本集團實屬有利。摩根士丹利所進行的全面研究顯示，國內生產總值與廣告開支存在著80%的相聯性。二零零八年的經濟衰退對世界各地的傳媒及廣告產業均造成嚴重打擊。MorganAnderson Consulting指，此行業於二零零九年蒙受大蕭條以來最大的單年跌幅，中國市場也未能獨善其身。

Management Discussion and Analysis

管理層之論述及分析

PROSPECTS (continued)

Advertising and display industry (continued)

The research figures published by CTR Media Intelligence showed that the average year on year growth of PRC's advertising expenditure from 2003 to 2008 was 20.71%. The growth in 2009 had been considerably lower, but remains a 2-digit growth at 13.5%.

The research conducted by Research in China shows that television remains as the most popular advertising media due to its greater competitive edge having a wider coverage and deeper penetration over the rest of the market. In 2009, the market and advertising expenditure in PRC television alone amounted to around RMB115 billion.

The overall advertising and marketing expenditure within the outdoor media sector amounts to RMB41 billion in 2009. As the stimulus policies adopted by the PRC government and the strength of domestic consumption should help propel PRC's economy in 2010, the continuing recovery of the PRC economy in 2010 and the strong correlation between GDP and advertisement spending. While competition in the outdoor advertising industry will continue to be intense, the Board remains optimistic about the mid- to long-term growth prospects of the advertising industry in PRC. The Board believes that the potential within the advertising and marketing industry could be realized and strong growth would be expected in the near future. The Board is of the view that the acquisition of Active Link will enrich the earning base of the Group by introducing an additional investment platform to the Group.

展望 (續)

廣告及展示行業 (續)

CTR Media Intelligence發表的研究數據反映，由二零零三年至二零零八年，中國的廣告開支按年增長率平均為20.71%。二零零九年的增幅相對較低，但依然維持兩位數字的增長，達13.5%。

Research in China (水清木華研究中心)進行的研究顯示，電視依然是最受歡迎的廣告媒體，因為電視在市場中具有覆蓋範圍廣及滲透度高的競爭優勢。二零零九年，單單是中國電視的市場及廣告開支已達人民幣1,150億元。

二零零九年，戶外媒體的整體廣告及營銷開支達人民幣410億元。中國政府採取的振興經濟政策及旺盛的國內消費，有助促進中國經濟二零一零年上揚，中國經濟於二零一零年持續復甦，以及國內生產總值與廣告開支之間的緊密關聯性。雖然戶外廣告業將繼續有激烈的競爭，董事會對中國廣告業的中長期增長前景依然感到樂觀。董事會相信，在不遠將來，廣告及市場推廣產業的潛力將會發揮出來，並且取得迅速增長。董事會認為，收購Active Link將可為本集團引入額外的投資平台，增強本集團的盈利基礎。

Management Discussion and Analysis

管理層之論述及分析

FINANCIAL REVIEW

Liquidity and Financial Resources

As at 30 June 2010, the net current assets of the Group were approximately HK\$13,185,000 (2009: net current liabilities of HK\$11,298,000). Out of the current assets as at 30 June, approximately HK\$10,326,000 (2009: HK\$10,735,000) were cash and cash equivalents. The current ratio of the Group as at 30 June 2010 was 128% (2009: 65%). As at 30 June 2010, bank overdrafts and short-term bank borrowings and convertible bonds in aggregate amounted to approximately HK\$66,752,000 (2009: HK\$34,063,000). Net debt (i.e. total bank borrowings less cash and cash equivalent and pledged deposits) as at 30 June 2010 was HK\$56,426,000 (2009: 23,328,000) and accordingly net debt gearing ratio (i.e. net debt/net assets) as at 30 June 2010 was 102% (2009: 28%).

CAPITAL STRUCTURE

Share Consolidation

Reference is made to the announcement of the Company dated 2 October 2009 and the circular of the Company dated 14 October 2009 ("the Circular C"). Unless otherwise defined, terms used herein shall have the same meanings as those defined in the Circular C. On 12 November 2009, the Company has implemented the Share Consolidation on the basis that every five (5) issued and unissued Shares of HK\$0.02 each in the share capital of the Company will be consolidated into one (1) Consolidated Share of HK\$0.10 each. As at 12 November 2009, the total issued shares of the Company is 482,327,135 Consolidated Shares.

During the period from 1 July 2009 to 11 November 2009 (before share consolidation), the Company issued 267,457,866 new ordinary shares of which 2,000,000 shares were from exercise of staff options pursuant to the Post-IPO Share Option Scheme and 265,457,866 shares were from the conversion of convertible notes.

During the period from 12 November 2009 (after share consolidation) to 30 June 2010 the Company issued: (a) 10,000,000 new ordinary shares which were from the conversion of convertible note, (b) 214,465,427 new ordinary shares which were from the placements, and (c) 35,239,620 new shares which were from the exercise of staff options pursuant to the Post-IPO Share Option Scheme.

As at 30 June 2010, the total issued Shares of the Company were 742,032,182 Shares.

財務回顧

流動資金及財務資源

於二零一零年六月三十日，本集團之流動資產淨值約為13,185,000港元（二零零九年：流動負債淨額11,298,000港元）。於六月三十日之流動資產當中，約10,326,000港元（二零零九年：10,735,000港元）為現金及現金等價物。本集團於二零一零年六月三十日之流動比率為128%（二零零九年：65%）。於二零一零年六月三十日，銀行透支、短期銀行借貸及可換股債券共約為66,752,000港元（二零零九年：34,063,000港元）。於二零一零年六月三十日之負債淨額（即銀行借貸總額減現金及現金等價物以及已抵押存款）為56,426,000港元（二零零九年：23,328,000港元），因此，於二零一零年六月三十日之負債淨額比率（即負債淨額除資產淨值）為102%（二零零九年：28%）。

資本架構

股份合併

茲提述本公司於二零零九年十月二日發出之公佈及於二零零九年十月十四日所發出之通函（「通函C」）。除另有界定外，本報告所用詞彙與該通函C內所界定者具有相同涵義。於二零零九年十一月十二日，本公司已進行股份合併，基準為將本公司股本中每五(5)股每股面值0.02港元之已發行及未發行股份合併為一(1)股每股面值0.10港元之合併股份。於二零零九年十一月十二日，本公司之已發行股份總數為482,327,135股合併股份。

由二零零九年七月一日至二零零九年十一月十一日期間（股份合併前），本公司發行267,457,866股新普通股，其中2,000,000股來自行使首次公開售股後購股權計劃之僱員購股權，另外265,457,866股來自兌換可換股票據。

於二零零九年十一月十二日（股份合併後）至二零一零年六月三十日期間，本公司發行：(a) 因兌換可換股票據而發行10,000,000股新普通股，(b) 透過配售發行214,465,427股新普通股，及(c) 根據首次公開售股後購股權計劃，因行使僱員購股權而發行35,239,620股新股。

於二零一零年六月三十日，本公司總共已發行742,032,182股股份。

Management Discussion and Analysis

管理層之論述及分析

CAPITAL STRUCTURE (continued)

Subscription and Placing Activities

On 13 January 2010, the Company announced the Subscription of 94,465,427 new Shares by independent third parties which was completed on 27 January 2010. The net proceeds in the amount of approximately HK\$21.6 million was intended to be used as general working capital of the Group and for its business development. As at the Latest Practicable Date, the entire amount of net proceeds has been utilized as general working capital for settlement of accounts payable.

On 23 March 2010, the Company announced the placing of a maximum of 120,000,000 new Shares to independent third parties which was completed on 29 March 2010. The net proceeds in the amount of approximately HK\$27 million was intended to be used as general working capital of the Group. As at the Latest Practicable Date, the entire amount of proceeds has been utilized as to approximately HK\$10.9 million for administration and professional expenses and approximately HK\$10 million for investment in listed securities and the balance was held as bank deposit.

On 26 June 2010, the Company announced the Subscription of 148,000,000 new Shares by independent third parties which was completed on 7 July 2010. The net proceeds in the amount of approximately HK\$24.8 million was intended to be as to 90% to finance the acquisition set out in the Company's announcements dated 26 June 2010 and 21 July 2010 and as to the remaining 10% as general working capital of the Group. As at the Latest Practicable Date, the entire amount of proceeds has been utilized as to approximately HK\$0.8 million for administration and professional expenses and the balance was held as bank deposit.

資本架構 (續)

認購及配售活動

於二零一零年一月十三日，本公司公佈由獨立第三方認購94,465,427股新股份，並已於二零一零年一月二十七日完成。所得款項淨額約為21,600,000港元，擬用作本集團一般營運資金及其業務發展。於最後可行日期，全部所得款項淨額已獲動用作一般營運資金以結付應付賬款。

於二零一零年三月二十三日，本公司宣佈向獨立第三方配售最多120,000,000股新股份，並已於二零一零年三月二十九日完成。所得款項淨額約27,000,000港元擬用作本集團一般營運資金。於最後可行日期，全部所得款項中，約10,900,000港元已用作管理及專業開支，以及約10,000,000港元已用作對上市證券的投資，而餘額則持作銀行存款。

於二零一零年六月二十六日，本公司宣佈由獨立第三方認購148,000,000股新股份，並於二零一零年七月七日完成。所得款項淨額約24,800,000港元，90%擬用作本公司日期為二零一零年六月二十六日及二零一零年七月二十一日之公佈所載收購事項資金，而餘下之10%作為本集團一般營運資金。於最後可行日期，全部所得款項之中約800,000港元用於本集團的管理及專業開支，餘額則持作銀行存款。

Management Discussion and Analysis

管理層之論述及分析

CAPITAL STRUCTURE (continued)

Conversion of Convertible bonds

On 28 February 2009, the Company issued convertible notes with principal amount of HK\$43,384,000 as consideration for acquisition of approximately 23% interest in GCM. The convertible notes, with maturity date on 28 February 2011, are convertible into Shares at a conversion price of HK\$0.319 per Share during the conversion period. During the year, the Company issued 37,000,000 Shares (equal to 185,000,000 shares before Share Consolidation) being the Shares converted from the convertible notes and the balance of the principal amount of the convertible notes is HK\$15,878,000 which will be converted into 49,774,294 Shares.

On 15 May 2009, the Company issued convertible notes with the total principal amount of HK\$16,680,000 as consideration for acquisition of approximately 15.4% interest in Gaofeng Holdings Co. Limited. The convertible notes, with maturity date on 15 May 2010, are convertible into Shares at a conversion price of HK\$0.30 per Share during the conversion period. During the year, the Company issued approximately 6,091,573 Shares (equal to 30,457,866 shares after Share Consolidation) being the Shares converted from the convertible notes.

On 27 October 2009, the Company issued convertible notes with the total principal amount of HK\$75,000,000 as consideration for acquisition of approximately 47.2% interest in Gaofeng Holdings Co. Limited. The convertible notes, with maturity date on 27 October 2011, are convertible into Shares at a conversion price of HK\$0.69 per Share during the conversion period. During the year, the Company issued 20,000,000 (50,000,000 shares before Share consolidation and 10,000,000 shares after Share Consolidation) Shares being the Shares converted from the convertible notes and the balance of the principal amount of the convertible notes is HK\$61,200,000 which will be converted into 88,695,652 Shares.

資本架構 (續)

轉換可換股票據

於二零零九年二月二十八日，本公司發行本金為43,384,000港元之可換股票據，作為收購大中華媒體約23%權益之代價。該等可換股票據的到期日為二零一一年二月二十八日，於轉換期內可以轉換價每股股份0.319港元轉換為股份。於年內，本公司就可換股票據轉換為股份而發行37,000,000股股份（相等於股份合併前的185,000,000股股份），可換股票據之本金餘額為15,878,000港元，可轉換為49,774,294股股份。

於二零零九年五月十五日，本公司發行本金總額為16,680,000港元之可換股票據作為收購香港高豐控股有限公司約15.4%權益之代價。該等可換股票據的到期日為二零一零年五月十五日，於轉換期內可以轉換價每股股份0.30港元轉換為股份。於年內，本公司就可換股票據轉換為股份而發行約6,091,573股股份（相等於股份合併後的30,457,866股股份）。

於二零零九年十月二十七日，本公司發行本金總額為75,000,000港元之可換股票據作為收購香港高豐控股有限公司約47.2%權益之代價。該等可換股票據的到期日為二零一一年十月二十七日，於轉換期內可以轉換價每股股份0.69港元轉換為股份。於年內，本公司就可換股票據轉換為股份而發行20,000,000股股份（相等於股份合併前的50,000,000股股份及股份合併後的10,000,000股股份），該批可換股票據之本金餘額為61,200,000港元，可轉換為88,695,652股股份。

Management Discussion and Analysis

管理層之論述及分析

FOREIGN CURRENCY EXCHANGE RISK

Up to 30 June 2010, there were no borrowings denominated in foreign currency. The management of the Company is of the opinion that the Group has insignificant exposure to interest rate risk and foreign currency exchange risk. As a result, the Group had not used any financial instruments for hedging against fluctuation in interest rate nor foreign currency for the year ended 30 June 2010.

PLEDGE OF ASSETS

There were no assets pledged to third parties as at 30 June 2010. (2009: time deposits of HK\$10,000,000 have been pledged against banking facilities granted to the Group.)

MATERIAL ACQUISITIONS AND DISPOSALS DURING THE YEAR AND FUTURE PLANS FOR MATERIAL INVESTMENTS

Save as disclosed under “Management Discussion and Analysis – Business Review” of pages 7 to 10 in this annual report, there were no material acquisitions and disposals by the Group during the year ended 30 June 2010.

HUMAN RESOURCES

The average number of employees (including Directors) was 52 as at 30 June 2010 (2009: 123), and the total remuneration for the year ended 30 June 2010 was approximately HK\$10,226,000 (2009: HK\$42,010,000). The Group remunerates its employees based on their performance, working experience and the prevailing market price. Other employee benefits include mandatory provident fund, insurance and medical coverage, training programs and share option scheme.

DIVIDEND

The Directors do not recommend the payment of a final dividend for the year ended 30 June 2010 (2009: Nil) and no interim dividend was paid during the year (2009: Nil).

EVENTS AFTER THE REPORTING PERIOD

Details of events after the reporting period of the Group are set out in Note 45 to the financial statements.

外匯風險

直至二零一零年六月三十日，概無以外幣為面值之借貸。本公司管理層認為，本集團面對之利率風險及外幣風險甚微，因此，本集團於截至二零一零年六月三十日止年度並無使用任何金融工具為利率及外匯波動所帶來之風險進行對沖。

抵押資產

於二零一零年六月三十日，概無資產抵押予第三方。(二零零九年：為數10,000,000港元之定期存款已用作本集團所得之銀行融資之抵押。)

本年度之重大收購及出售事項以及重大投資之未來計劃

除於本年報內之「管理層之論述及分析」項下「業務回顧」第7至第10頁所披露外，於截至二零一零年六月三十日止年度內，本集團並無重大收購與出售事項。

人力資源

於二零一零年六月三十日之僱員(包括董事)平均人數為52名(二零零九年：123名)，而截至二零一零年六月三十日止年度之薪酬總額約為10,226,000港元(二零零九年：42,010,000港元)。本集團根據僱員之表現、工作經驗及現行市價來釐定僱員薪酬。其他僱員福利包括強積金、保險、醫療保險、培訓課程及購股權計劃等。

股息

董事不建議派付截至二零一零年六月三十日止年度之末期股息(二零零九年：無)，而本公司亦無於本年度派付任何中期股息(二零零九年：無)。

申報期後事項

本集團申報期後事項之詳情載於財務報表附註45。

Directors and Senior Management Profile

董事及高級管理人員之履歷

DIRECTORS

Ms. Wong Yuen Yee, aged 48

Chairman and Executive Director

Ms. Wong Yuen Yee, aged 48, is one of the founders of the Group. Ms. Wong is the chairman and an executive director of the Group. Ms. Wong is responsible for formulating and monitoring the Group's overall strategic plan and development. Ms. Wong graduated from The University of Hong Kong with a bachelor degree of social sciences in 1984 and a master degree in business administration in 1993. Ms. Wong has over 18 years of experience in property development and management in both the PRC and Hong Kong.

Mr. Wong Yao Wing, Robert, aged 52

Deputy Chairman, Executive Director and Compliance Officer

Mr. Wong Yao Wing, Robert, aged 52 is the deputy chairman and an executive director of the Group. Mr. Wong is also the compliance officer of the Company. He is responsible for the Group's corporate management and strategic planning for the Group's overall business. Mr. Wong graduated from The University of Hong Kong with a master degree in business administration in 1993. He has over 25 years of experience in the field of information technology and 8 years of experience in lecturing at The Hong Kong Polytechnic University, and has also been working in commercial sectors for over 13 years as senior management. He also has ample knowledge of software development and project management in various industries and has acquired substantial business and technical knowledge in telecommunication, Internet, e-commerce and networking. Prior to joining the Group, Mr. Wong was the president of HealthAnswers Asia Pte Ltd., and the founder and managing director of Expert System Co., Ltd. And Expert System Solution Ltd. Mr. Wong joined the Group in January 2001. In 2005, he was awarded the "Chief Executive's Commendation for Community Service".

Mr. Ang Wing Fung, aged 37

Executive Director

Mr. Ang Wing Fung, aged 37 is an executive director of the Group. Mr. Ang is responsible for the Group's financial operation and management. Mr. Ang is the Company Secretary and Financial Controller of China Public Healthcare (Holding) Limited, a company listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"). Mr. Ang holds a Bachelor degree in Accounting and Finance from the University of New South Wales, Australia. He is an associate member of Hong Kong Institute of Certified Public Accountants, a qualified member of CPA Australia and an associated member of the Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators. He has over 10 years experience in financial management, auditing and accounting in an international accounting firm and a listed company on the Stock Exchange. Mr. Ang joined the Group on 19 February 2010.

董事

黃婉兒女士, 48歲

主席兼執行董事

黃婉兒女士, 現年48歲, 乃本集團創辦人之一。黃女士為本集團主席兼執行董事。黃女士負責制定及監控本集團整體策略規劃及發展。畢業於香港大學並分別於一九八四年及一九九三年獲頒社會科學學士學位及工商管理碩士學位, 黃女士在中國及香港物業發展及管理方面擁有逾十八年經驗。

黃祐榮先生, 52歲

副主席、執行董事兼法規主任

黃祐榮先生, 現年52歲, 為本集團副主席兼執行董事, 亦為本公司法規主任。黃先生負責本集團之公司管理及整體業務之策略規劃。黃先生於一九九三年畢業於香港大學, 獲頒工商管理碩士學位, 於資訊科技範疇擁有超過二十五年經驗, 曾於香港理工大學授課八年, 並曾於商界出任管理高層職位超過十三年。彼於多個行業的軟件開發及項目管理擁有豐富知識, 亦於電訊、互聯網、電子商貿及網絡方面累積廣泛商業及技術知識。在加入本集團前, 黃先生為HealthAnswers Asia Pte Ltd.之總裁及顯良系統有限公司與Expert System Solution Ltd.之創辦人兼董事總經理。黃先生於二零零一年一月加盟本集團, 於二零零五年獲頒授「行政長官社區服務獎狀」。

洪榮鋒先生, 37歲

執行董事

洪榮鋒先生, 37歲, 為本集團執行董事。洪先生負責本集團之財務運作及管理。洪先生為中國公共醫療(控股)有限公司(一間在香港聯合交易所有限公司(「**聯交所**」)創業板上市之公司)之公司秘書兼財務總監。洪先生持有澳洲新南威爾斯大學會計及財務學士學位。彼為香港會計師公會會員、澳洲執業會計師公會會員、香港特許秘書公會會員及英國特許秘書及行政人員公會會員。彼於一間國際會計師行及香港一間上市公司擁有逾十年財務管理、核數及會計經驗。洪先生於二零一零年二月十九日加入本集團。

Directors and Senior Management Profile

董事及高級管理人員之履歷

INDEPENDENT NON-EXECUTIVE DIRECTOR

Ms. Wong On Yee, aged 34

Independent Non-Executive Director and Audit Committee Member

Ms. Wong On Yee, aged 34, is an independent non-executive director and the chairman of audit committee effective of the Group. Ms. Wong is a member of the Hong Kong Institute of Certified Public Accountants and holds a bachelor degree in accountancy from the Hong Kong Polytechnic University. Ms. Wong has over 10 years of experience in the fields of auditing, accounting and finance. She worked for an international audit firm for nearly 8 years. She is currently the director of an accountancy consulting firm. Ms. Wong did not hold any directorship in any public listed company in the last three years. Ms. Wong joined the Group on 1 April 2010.

Mr. Chu Woon Yuen, aged 48

Independent Non-Executive Director and Audit Committee Member

Mr. Chu Woon Yuen, aged 48, was appointed as independent non-executive director and a member of the Audit Committee of the Company on 3 May 2010. Mr. Chu had worked in various corporations namely, CCB (Asia) Limited, Erste Bank, Natwest, Barclays Bank Plc, Chase Manhattan Bank N.A., Standard Chartered Bank and Bankers Trust Company. Mr. Chu has over 20 years experience in the financial management and banking industry. Mr. Chu did not hold any directorship in any public listed company in the last three years.

Ms. Au Yuk Kit, aged 44

Independent Non-Executive Director and Audit Committee Member

Ms. Au Yuk Kit, aged 44, was appointed as an independent non-executive director and a member of the Audit Committee of the Company on 2 August 2010. Ms. Au graduated from The Hong Kong Polytechnic University and is currently a merchant in fashion and marketing industry. Ms. Au has more than 20 years of experience in merchandising and marketing industry. Ms. Au did not hold any other directorship in any public listed companies in the last three years.

獨立非執行董事

黃安宜女士, 34歲

獨立非執行董事及審核委員會會員

黃安宜女士, 34歲, 為本集團獨立非執行董事兼審核委員會主席。黃女士為香港會計師公會成員, 持有香港理工大學之會計榮譽學士學位。黃女士於核數、會計及金融方面擁有逾十年經驗。彼於一間國際核數公司工作接近八年。彼現時為一間會計顧問公司之董事。黃女士於過去三年並無於任何上市公眾公司擔任任何董事職務。黃女士於二零一零年四月一日加盟本集團。

朱煥源先生, 48歲

獨立非執行董事及審核委員會會員

朱煥源先生, 48歲, 於二零一零年五月三日獲委任為本公司獨立非執行董事及審核委員會會員。朱先生曾於多間機構工作, 包括CCB (Asia) Limited、Erste Bank、國民西敏(Natwest)、巴克萊銀行(Barclays Bank Plc)、大通銀行(Chase Manhattan Bank N.A.)、渣打銀行及Bankers Trust Company。朱先生於財務管理及銀行業方面積逾二十年經驗。朱先生於過去三年並無於任何上市公眾公司擔任任何其他董事職務。

歐玉潔女士, 44歲

獨立非執行董事及審核委員會會員

歐玉潔女士, 44歲, 於二零一零年八月二日獲委任為本公司獨立非執行董事及審核委員會會員。歐女士畢業於香港理工大學, 現為時裝及市場推廣業的商人。歐女士於採購及市場推廣業擁有超過二十年經驗。歐女士於過去三年並無於任何上市公眾公司擔任任何其他董事職務。

Directors and Senior Management Profile

董事及高級管理人員之履歷

SENIOR MANAGEMENT

Ms. Wong Yuen Man, Alice, aged 44

Director of Human Resources and Communications

Ms. Wong Yuen Man, Alice, aged 44, is the director of human resources and business development of the Group. Ms. Wong is the sister of Ms. Wong Yuen Yee, who is the chairman and an executive Director. Ms. Wong is responsible for human resources, administration and business development. Ms. Wong graduated from Indiana State University in Indiana, US with a bachelor degree in public relations. She has approximately 14 years of experience in the field of communications and human resources. Ms. Wong has worked for 9 years with American Consulate General in Hong Kong and has handled the visit of US Secretary of State and President Clinton in 1997 and 1998 respectively. Prior to joining the Group, she worked for Adler Planetarium in Chicago, US. Ms. Wong joined the Group in September 2000.

Mr. Li Kar Fai, Peter, aged 45

Company Secretary

Mr. Li Kar Fai, Peter, aged 45 was appointed as Company Secretary and Chief Financial Officer of the Group. Mr. Li is responsible for Group accounting and corporate finance of the Group. Mr. Li graduated from City University of Hong Kong with a bachelor degree in accountancy. He is a member of the Hong Kong Institute of Certified Public Accountants. Prior to joining the Group, he worked for an international accounting and audit firm, for 9 years and a Hong Kong listed company as a financial controller and company secretary for 5 years.

高級管理人員

黃婉雯女士, 44歲

人力資源及傳訊總監

黃婉雯女士, 現年44歲, 乃本集團人力資源及業務開發總監。黃女士乃主席兼執行董事黃婉兒女士之胞妹。黃女士負責人力資源、行政及業務開發。黃女士畢業於美國印第安那州Indiana State University, 獲頒公共關係學士學位, 於傳訊及人力資源方面累積約十四年經驗。彼曾於駐香港美國總領事館任職九年, 曾分別處理一九九七年及一九九八年美國國務卿及克林頓總統訪港事宜。在加入本集團前, 彼任職於美國芝加哥艾德勒天文館(Adler Planetarium)。黃女士於二零零零年九月加盟本集團。

李嘉輝先生, 45歲

公司秘書

李嘉輝先生, 現年45歲, 乃本集團之公司秘書及財務總監。李先生負責本集團之集團會計及企業融資事務。李先生畢業於香港城市大學, 持有會計學學士學位, 現為香港會計師公會會員。於加盟本集團前, 李先生曾於一間國際會計及核數公司工作九年, 並曾於一間香港上市公司擔任財務總監及公司秘書五年。

Report of the Directors

董事會報告

The Directors submit their report together with the audited financial statements of the Company and its subsidiaries (the “Group”) for the year ended 30 June 2010.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of the subsidiaries are set out in Note 18 to the financial statements.

There were no significant changes in the nature of the Company’s principal activities during the year.

RESULTS AND DIVIDENDS

The results of the Group for the year ended 30 June 2010 are set out on page 43 of the annual report.

The Directors do not recommend the payment of a final dividend in respect of the year ended 30 June 2010. No interim dividend has been paid by the Company during the year.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in property, plant and equipment of the Group are set out in Note 15 to the financial statements.

SHARE CAPITAL

Details of movements in the share capital of the Company are set out in Note 35 to the financial statements.

RESERVES

Details of movements in the reserves of the Group and the Company are set out in Note 37 to the financial statements.

CONNECTED TRANSACTIONS

Related party transactions entered by the Group during the year ended 30 June 2010, which do not constitute connected transactions under the GEM Listing Rules are disclosed in Note 44 to the financial statements.

董事提呈董事會報告連同本公司及其附屬公司（「本集團」）截至二零一零年六月三十日止年度之經審核財務報表。

主要業務

本公司為一間投資控股公司，其附屬公司之主要業務載於財務報表附註18。

本公司於本年度之主要業務性質並無任何重大變動。

業績及股息

本集團截至二零一零年六月三十日止年度之業績載於本年報第43頁。

董事不建議派發截至二零一零年六月三十日止年度之末期股息，本公司亦無於本年度內派付中期股息。

物業、廠房及設備

本集團物業、廠房及設備之變動詳情載於財務報表附註15。

股本

有關本公司股本之變動詳情載於財務報表附註35。

儲備

本集團及本公司儲備之變動詳情載於財務報表附註37。

關連交易

於截至二零一零年六月三十日止年度內，本集團曾訂立並不構成屬創業板上市規則項下關連交易之關連方交易。有關交易經已於財務報表附註44中披露。

Report of the Directors

董事會報告

DIRECTORS

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

Executive Directors:

Ms. Wong Yuen Yee
Mr. Wong Yao Wing, Robert
Mr. Ang Wing Fung (appointed on 19 February 2010)
Mr. Wong Kwok Sing (resigned on 23 March 2010)
Mr. Lam Shiu San (resigned on 1 June 2010)

Independent non-executive Directors:

Ms. Wong On Yee (appointed on 1 April 2010)
Mr. Chu Woon Yuen (appointed on 3 May 2010)
Ms. Au Yuk Kit (appointed on 2 August 2010)
Mr. Wong Tak Leung, Charles (resigned on 3 May 2010)
Mr. Lai Ying Sum (resigned on 1 April 2010)
Mr. Cheng King Hung (resigned on 2 August 2010)

In accordance with Bye-law 86 and 87 of the Company's Bye-laws, Mr. Ang Wing Fung, Ms. Wong On Yee, Mr. Chu Woon Yuen and Ms. Au Yuk Kit will hold office until the forthcoming annual general meeting; Mr. Ang Wing Fung, Ms. Wong On Yee, Mr. Chu Woon Yuen and Ms. Au Yuk Kit will retire at the forthcoming annual general meeting and being eligible, will offer themselves for re-election.

DIRECTORS' SERVICE CONTRACTS

Ms. Wong Yuen Yee, Mr. Wong Yao Wing, Robert and Mr. Ang Wing Fung who are executive Directors, has entered into a service contract with the Company. Each service contract has a two year duration and shall be renewable thereafter unless terminated by either party giving not less than three months' prior written notice and expiring not earlier than the date of expiry of the said initial two years fixed term. As at the Latest Practicable Date, none of these service contracts have been terminated by either party.

No service contract has been entered into between the Company and the independent non-executive Directors. However, the Board has approved the statutory compensation of the independent non-executive directors on 1 July 2009 and payable on or before 30 June 2010.

Save as disclosed, none of the Directors has entered into any service agreements with any member of the Group.

董事

本年度內及截至本報告日期之在任董事如下：

執行董事：

黃婉兒女士
黃祐榮先生
洪榮鋒先生（於二零一零年二月十九日獲委任）
黃國聲先生（於二零一零年三月二十三日辭任）
林兆樂先生（於二零一零年六月一日辭任）

獨立非執行董事：

黃安宜女士（於二零一零年四月一日獲委任）
朱煥源先生（於二零一零年五月三日獲委任）
歐玉潔女士（於二零一零年八月二日獲委任）
王德良先生（於二零一零年五月三日辭任）
黎應森先生（於二零一零年四月一日辭任）
鄭景鴻先生（於二零一零年八月二日辭任）

根據本公司之細則第86及第87條之規定，洪榮鋒先生、黃安宜女士、朱煥源先生及歐玉潔女士之任期將於應屆股東週年大會屆滿；洪榮鋒先生、黃安宜女士、朱煥源先生及歐玉潔女士將於應屆股東週年大會上退任，彼等均合資格，並願意膺選連任。

董事之服務合約

黃婉兒女士、黃祐榮先生及洪榮鋒先生（均為執行董事）已與本公司訂立服務合約。每份服務合約為期兩年，其後將會自動續約，除非任何一方發出不少於三個月之事前書面通知終止，惟屆滿日期不得早於上述兩年初步固定任期之屆滿日期。於最後實際可行日期，概無任何一方終止該等服務合約。

本公司與獨立非執行董事概無訂立任何服務合約，惟董事會已於二零零九年七月一日批准獨立非執行董事之法定報酬，並於二零一零年六月三十日或之前支付。

除所披露者外，董事概無與本集團任何成員公司訂立任何服務協議。

Report of the Directors

董事會報告

DIRECTORS AND SENIOR MANAGEMENT PROFILE

Biographical details of the Directors and senior management of the Group are set out on pages 16 and 18 of this annual report.

EMOLUMENTS OF DIRECTORS AND THE FIVE HIGHEST PAID INDIVIDUALS

Details of the Directors' emoluments and of the five highest paid individuals in the Group are set out in Note 11 to the financial statements.

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

No contract of significance, to which the Company or any of its subsidiaries was a party and in which a Director had a material interest subsisted at the end of the year or at any time during the year.

CONFIRMATION OF INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of Ms. Wong On Yee, Mr. Chu Woon Yuen and Ms. Au Yuk Kit an annual confirmation of his/her independence pursuant to Rule 5.09 of the GEM Listing Rules and the Company still considers the independent non-executive Directors to be independent.

董事及高級管理人員履歷

本集團董事及高級管理人員之履歷詳情載於本年報第16至18頁。

董事及五名最高薪人士之酬金

本集團董事及五名最高薪人士之酬金詳情載於財務報表附註11。

董事於重大合約之權益

董事概無於由本公司或其任何附屬公司訂立而於本年度終結時或年內任何時間存在之任何重大合約中擁有重大權益。

獨立非執行董事獨立性之確認

本公司已收到黃安宜女士、朱煥源先生及歐玉潔女士根據創業板上市規則第5.09條就彼等各自之獨立性發出之年度確認，而本公司認為獨立非執行董事仍屬獨立。

Report of the Directors

董事會報告

SHARE OPTION SCHEME

(i) Pre-IPO Share Option Scheme

The Company's pre-IPO share option scheme ("Pre-IPO Share Option Scheme") adopted on 5 July 2002, the principal terms of which were set out in the prospectus of the Company dated 30 July 2002 (the "Prospectus"), there were 4,800,000 share options granted to the grantees. Up to 30 June 2010, there were 3,504,000 options under the Pre-IPO Share Option Scheme have been exercised and 336,000 share options have been lapsed. The remaining 960,000 share option under the Pre-IPO Share Option Scheme will lapse on 4 July 2012. Details of which were as follows:

購股權計劃

(i) 首次公開售股前購股權計劃

根據本公司於二零零二年七月五日採納之首次公開售股前購股權計劃（「首次公開售股前購股權計劃」），主要條款載於二零零二年七月三十日刊發之本公司售股章程（「售股章程」），本公司向承授人授出4,800,000份購股權。截至二零一零年六月三十日為止，於首次公開售股前購股權計劃下，3,504,000份購股權已獲行使，而有336,000份購股權已失效。首次公開售股前購股權計劃之餘下960,000份購股權將於二零一二年七月四日失效。有關詳情如下：

	Date of grant	Number of share options				Outstanding as at 30 June 2010	Option period	Exercise price per share
		Outstanding as at 1 July 2009	Granted during the year	Exercised during the year	Lapsed during the year			
	授出日期	於二零零九年七月一日尚未行使	年內授出	年內行使	年內失效	於二零一零年六月三十日尚未行使	購股權期限	每股行使價
Employees 僱員	5 July 2002 二零零二年七月五日	960,000	-	-	-	960,000	5 July 2002 to 4 July 2012 自二零零二年七月五日至 二零一二年七月四日止	HK\$1.40 1.40港元
Total 總計		960,000	-	-	-	960,000		

Report of the Directors

董事會報告

SHARE OPTION SCHEME (continued)

(ii) Post-IPO Share Option Scheme

Pursuant to a written resolution passed by the sole shareholder of the Company on 5 July 2002, the Company conditionally adopted the share option scheme, the principal terms of which are set out in the section head "Share Option Schemes" in Appendix IV of the Prospectus ("Post-IPO Share Option Scheme"). Up to 30 June 2010, there were 129,346,100 share options granted to the grantees and there were 82,049,232 shares options under the Post-IPO Share Option Scheme exercised and no options has been cancelled. The remaining 47,296,868 share options under the Post-IPO Share Option Scheme will lapse from 6 January 2014 to 14 January 2020. Details of which were as follows:

	Date of grant	Number of share options				Outstanding as at 30 June 2010 於二零一零年六月三十日 尚未行使	Option period	Exercise price per share
		Outstanding as at 1 July 2009 於二零零九年七月一日 尚未行使	Granted during the year	Exercised during the year	Lapsed during the year			
	授出日期	尚未行使	年內授出	年內行使	年內失效	購股權期限	每股行使價	
Directors 董事	23 August 2007 二零零七年八月二十三日	6,944,000	-	-	-	6,944,000	23 August 2007 to 22 August 2017 自二零零七年八月二十三日至二零一七年八月二十二日止	HK\$3.15 3.15港元
	31 December 2009 二零零九年十二月三十一日	-	300,000	200,000	-	100,000	31 December 2009 to 30 December 2019 自二零零九年十二月三十一日至二零一九年十二月三十日止	HK\$0.225 0.225港元
Other employees and consultants 其他僱員及顧問	6 January 2004 二零零四年一月六日	2,100	-	-	-	2,100	6 January 2004 to 5 January 2014 自二零零四年一月六日至二零一四年一月五日止	HK\$1.10 1.10港元
	20 September 2005 二零零五年九月二十日	200,000	-	-	-	200,000	20 September 2005 to 19 September 2015 自二零零五年九月二十日至二零一五年九月十九日止	HK\$0.57 0.57港元
	23 August 2007 二零零七年八月二十三日	7,012,000	-	-	-	7,012,000	23 August 2007 to 22 August 2017 自二零零七年八月二十三日至二零一七年八月二十二日止	HK\$3.15 3.15港元

購股權計劃 (續)

(ii) 首次公開售股後購股權計劃

根據本公司唯一股東於二零零二年七月五日通過之書面決議案，本公司有條件採納購股權計劃（「首次公開售股後購股權計劃」），其主要條款載於售股章程附錄四「購股權計劃」一節。截至二零一零年六月三十日為止，本公司已授予承授人129,346,100份購股權及有82,049,232份首次公開售股後購股權計劃項下之購股權獲行使，並無購股權已被註銷。首次公開售股後購股權計劃之餘下47,296,868份購股權將於二零一四年一月六日至二零二零年一月十四日期間失效。有關詳情如下：

Report of the Directors

董事會報告

SHARE OPTION SCHEME (continued)

(ii) Post-IPO Share Option Scheme (continued)

9 September 2008 二零零八年九月九日	6,169,873	-	-	-	-
11 September 2008 二零零八年九月十一日	4,400,000	-	-	-	-
24 November 2008 二零零八年十一月二十四日	2,780,000	-	2,780,000	-	-
16 December 2008 二零零八年十二月十六日	5,200,000	-	800,000	-	4,400,000
17 February 2009 二零零九年二月十七日	2,400,000	-	-	-	2,400,000
29 May 2009 二零零九年五月二十九日	2,400,000	-	-	-	2,400,000
31 December 2009 二零零九年十二月三十一日	-	33,128,515	31,859,620	-	1,268,895
15 January 2010 二零一零年一月十五日	-	12,000,000	-	-	12,000,000
Total 總計	37,507,973	45,428,515	35,639,620	-	47,296,868

購股權計劃 (續)

(ii) 首次公開售股後購股權計劃 (續)

9 September 2008 to 8 September 2018 自二零零八年九月九日至 二零一八年九月八日止	HK\$0.87 0.87港元
11 September 2008 to 10 September 2018 自二零零八年九月十一日至 二零一八年九月十日止	HK\$0.975 0.975港元
24 November 2008 to 23 November 2018 自二零零八年十一月二十四日至 二零一八年十一月二十三日止	HK\$0.35 0.35港元
16 December 2008 to 15 December 2018 自二零零八年十二月十六日至 二零一八年十二月十五日止	HK\$0.381 0.381港元
17 February 2009 to 16 February 2019 自二零零九年二月十七日至 二零一九年二月十六日止	HK\$0.495 0.495港元
29 May 2009 to 28 May 2019 自二零零九年五月二十九日至 二零一九年五月二十八日止	HK\$0.44 0.44港元
31 December 2009 to 30 December 2019 自二零零九年十二月三十一日至 二零一九年十二月三十日止	HK\$0.225 0.225港元
15 January 2010 to 14 January 2020 自二零一零年一月十五日至 二零二零年一月十四日	HK\$0.365 0.365港元

Details of the Post-IPO share options granted to certain Directors are stated in page 27 of this report.

授予若干董事之首次公開售股後購股權之詳情載於本報告第27頁。

Report of the Directors

董事會報告

INTERESTS OF THE DIRECTORS OR CHIEF EXECUTIVES IN THE SHARE CAPITAL OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

(a) Directors' and chief executives' interest in the Company

As at 30 June 2010, the interests or short position of the Directors and the chief executive of the Company in the Shares, underlying Shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) which are required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV and Section 347 of the SFO (including interests or short positions which is taken or deemed to have taken under such provisions of the SFO); or are required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or as required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by directors to be notified to the Company and the Stock Exchange are as follows:

(i) *Beneficial interest and short position in Shares as at 30 June 2010*

董事或主要行政人員於本公司及其相聯法團股本之權益

(a) 董事及主要行政人員於本公司之權益

於二零一零年六月三十日，本公司董事及主要行政人員於本公司或任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債券中，擁有根據證券及期貨條例第XV部第7及第8分部及第347條須知會本公司及聯交所之權益或淡倉（包括彼等根據證券及期貨條例有關條文而被視作或當作持有之權益或淡倉）；或根據證券及期貨條例第352條規定須記入該條例所指登記冊之權益或淡倉；或根據創業板上市規則第5.46至第5.67條規定有關董事進行證券交易而須知會本公司及聯交所之權益或淡倉如下：

(i) 於二零一零年六月三十日，於股份中擁有實益權益及淡倉

Name of Directors	Personal Interests	Corporate Interests	Aggregate Interests	Percentage of the Company's issued share capital
董事姓名	個人權益	公司權益	總權益	佔本公司已發行股本之百分比
Ms. Wong Yuen Yee (Note 1) 黃婉兒女士 (附註1)	31,006,119	18,872,400	49,878,519	6.72%
Mr. Wong Yao Wing, Robert (Note 1) 黃祐榮先生 (附註1)	29,014,119	18,872,400	47,886,519	6.45%
Mr. Cheng King Hung (Note 2) 鄭景鴻先生 (附註2)	140,000	100,000	240,000	0.03%

Report of the Directors

董事會報告

INTERESTS OF THE DIRECTORS OR CHIEF EXECUTIVES IN THE SHARE CAPITAL OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS (continued)

(a) Directors' and chief executives' interest in the Company (continued)

(i) *Beneficial interest and short position in Shares as at 30 June 2010 (continued)*

Notes:

1. The 18,872,400 Shares are held by Multiturn Trading Limited, which is beneficially owned as to 31.21%, 30.9%, 30.9% and 6.99% by Ms. Wong Yuen Yee, Mr. Wong Kwok Sing, Mr. Wong Yao Wing, Robert and Mr. Lam Shiu San, respectively. Accordingly each of Ms. Wong Yuen Yee, Mr. Wong Kwok Sing, Mr. Wong Yao Wing, Robert and Mr. Lam Shiu San is deemed to be interested in the 18,872,400 Shares held by Multiturn Trading Limited under the SFO.
2. Mr. Cheng King Hung is deemed to have an interest in 240,000 Shares, of which 40,000 Shares are held by him and his wife jointly, 100,000 shares are held by him, and 100,000 Shares are held by his wife.

董事或主要行政人員於本公司及其相聯法團股本之權益 (續)

(a) 董事及主要行政人員於本公司之權益 (續)

(i) 於二零一零年六月三十日，於股份中擁有實益權益及淡倉 (續)

附註：

1. 該18,872,400股股份由Multiturn Trading Limited持有，該公司分別由黃婉兒女士、黃國聲先生、黃祐榮先生及林兆樂先生實益擁有31.21%、30.9%、30.9%及6.99%權益。因此，根據證券及期貨條例，黃婉兒女士、黃國聲先生、黃祐榮先生及林兆樂先生被視為於Multiturn Trading Limited所持有之18,872,400股股份中擁有權益。
2. 鄭景鴻先生被視為持有240,000股股份權益，其中40,000股股份由他與其配偶共同擁有，100,000股股份由他個人擁有，100,000股股份則由其配偶個人擁有。

Report of the Directors

董事會報告

INTERESTS OF THE DIRECTORS OR CHIEF EXECUTIVES IN THE SHARE CAPITAL OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

(continued)

(a) Directors' and chief executives' interest in the Company (continued)

(ii) Beneficial interests and short positions in underlying shares of equity derivatives of the Company as at 30 June 2010

Name of Directors	Date of grant	No. of shares attached to the option 有關購股權 可認購股份 數目	Exercisable period	Exercise price per share
董事姓名	授出日期		可行使期間	每股行使價
Ms. Wong Yue Yee 黃婉兒女士	23 August 2007 二零零七年 八月二十三日	1,586,000	23 Aug 2007 to 22 Aug 2017 二零零七年八月二十三日至 二零一七年八月二十二日	HK\$3.15 3.15港元
Mr. Wong Yao Wing, Robert 黃祐榮先生	23 August 2007 二零零七年 八月二十三日	1,586,000	23 Aug 2007 to 22 Aug 2017 二零零七年八月二十三日至 二零一七年八月二十二日	HK\$3.15 3.15港元
Mr. Cheng King Hung 鄭景鴻先生	23 August 2007 二零零七年 八月二十三日	200,000	23 Aug 2007 to 22 Aug 2017 二零零七年八月二十三日至 二零一七年八月二十二日	HK\$3.15 3.15港元

Save as disclosed above, as at 30 June 2010, none of the Directors or their associates as well as the chief executives of the Group had any interests or short positions in the Shares and underlying Shares of the Company or its associated corporations (within the meaning of Part XV of the SFO) 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 the minimum standards of dealing by the Directors as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules.

Save as disclosed above, as at 30 June 2010, neither the Company nor any of its subsidiaries was 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 corporation, and neither the Directors and chief executives of the Company, nor any of their spouse or children under the age of 18, had any right to subscribe for the securities of the Company, or had exercised any such right.

董事或主要行政人員於本公司及其相聯法團股本之權益 (續)

(a) 董事及主要行政人員於本公司之權益 (續)

(i) 於二零一零年六月三十日，於本公司股本衍生工具之有關股份中擁有實益權益及淡倉

除所披露者外，於二零一零年六月三十日，本集團董事或其聯繫人士及主要行政人員概無於本公司或其相聯法團（定義見證券及期貨條例第XV部）之股份及相關股份中，擁有根據證券及期貨條例第352條規定須記入該條例所指登記冊之任何權益或淡倉；或根據創業板上市規則第5.46至第5.67條規定有關董事進行證券交易之最低標準而須知會本公司及聯交所之任何權益或淡倉。

除上文所披露者外，於二零一零年六月三十日，本公司及其任何附屬公司概無參與任何安排，致使董事可透過購買本公司或任何其他法人團體之股份或債務證券（包括債券）而獲益，亦無任何董事及本公司主要行政人員或彼等之配偶或十八歲以下之子女擁有可認購本公司證券之任何權利或已行使任何該等權利。

Report of the Directors

董事會報告

INTERESTS DISCLOSEABLE UNDER THE SECURITIES AND FUTURE ORDINANCE OF SUBSTANTIAL SHAREHOLDERS

As at 30 June 2010, so far as is known to the Directors, the following persons, not being Directors or chief executive of the Company had, or were deemed to have, interests or short position in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO; or who is expected, directly or indirectly, to be interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group:

根據證券及期貨條例須予披露之主要股東權益

於二零一零年六月三十日，就董事所知，下列人士（並非本公司董事或主要行政人員）於股份或相關股份中擁有或被視為擁有須根據證券及期貨條例第XV部第2及第3分部之條文向本公司披露之權益或淡倉，或預期該等人士直接或間接擁有附帶可於所有情況下在本集團任何成員公司股東大會上投票之權利之任何類別股本面值10%或以上權益：

Name of shareholders	Capacity	Number of Shares interested	Number of underlying Shares interested	Approximately percentage of shareholding
股東名稱	身份	所持股份數目	所持相關股份之數目	持股概約百分比
Multiturn Trading Limited	Corporate (Note 1) 法團 (附註1)	18,872,400	–	2.54%
Capital Base Holdings Limited	Beneficial Owner (Note 2) 實益擁有人 (附註2)	–	49,774,294 (Note 3) (附註3)	6.70%
Wong Chung Pong 黃仲邦	Beneficial Owner 實益擁有人	3,007,866	38,840,579 (Note 4) (附註4)	5.64%
Galaxy Capital Limited	Beneficial owner (Note 7) 實益擁有人 (附註7)	70,000,000	5,000,000 (Note 5) (附註5)	10.11%
Galaxy Asset Management (H.K.) Limited	Beneficial Owner (Note 6) 實益擁有人 (附註6)	51,200,000	–	6.90%

Notes:

1. Multiturn Trading Limited is owned as to 31.21%, 30.9%, 30.9% and 6.99% by Ms. Wong Yuen Yee, Mr. Wong Kwok Sing, Mr. Wong Yao Wing, Robert and Mr. Lam Shiu San, respectively, all of whom are executive Directors. Ms. Wong Yuen Yee, Mr. Wong Kwok Sing, Mr. Wong Yao Wing, Robert and Mr. Lam Shiu Saw are also directors of Multiturn Trading Limited.

附註：

1. Multiturn Trading Limited由黃婉兒女士、黃國聲先生、黃祐榮先生及林兆樂先生分別擁有31.21%、30.9%、30.9%及6.99%，彼等均為執行董事，亦為Multiturn Trading Limited之董事。

Report of the Directors

董事會報告

INTERESTS DISCLOSEABLE UNDER THE SECURITIES AND FUTURE ORDINANCE OF SUBSTANTIAL SHAREHOLDERS (continued)

Notes: (continued)

- Capital Base Holdings Limited is beneficially owned as to 50% by Ms. Wong Yuen Yee and as to 50% by Mr. Wong Kwok Sing. Ms. Wong Yuen Yee and Mr. Wong Kwok Sing are also directors of Capital Base Holdings Limited.
- On 28 February 2009, the Company issued convertible notes with the principal amount of HK\$43,384,000 as consideration for acquisition of assets. The convertible notes, with maturity date of 28 February 2011, are convertible into Shares at an initial conversion price of HK\$0.319 per Share during the conversion period. As at 30 June 2010, an equivalent of HK\$27,506,000 convertible bonds has been converted into Ordinary Shares of the Company. The remaining balance of convertible bonds with an equivalent amount of HK\$15,878,000 were outstanding as at 30 June 2010.
- On 27 October 2009, the Company issued convertible notes with the principal amount of HK\$75,000,000 as consideration for acquisition of assets. The convertible notes, with maturity date of 27 October 2011, are convertible into Shares at an initial conversion price of HK\$0.69 per Share during the conversion period. As at 30 June 2010, an equivalent of HK\$13,800,000 convertible bonds has been converted into Ordinary Shares of the Company. The remaining balance of convertible bonds with an equivalent amount of HK\$61,200,000 were outstanding as at 30 June 2010.
- On 13 January 2010, Galaxy Capital Limited (the "Consultant") was engaged as a business consultant of the Company for a term of one year commencing from the date of the Consultancy Engagement Letter. The scope of services to be provided by the Consultant includes, on an exclusive basis, assisting the Company in identifying and assessing any suitable acquisition target(s) which maybe a major transaction or very substantial acquisition (the "Transaction") for the Company. Pursuant to the Consultancy Engagement Letter, in consideration of the provision of consultancy services by the Consultant, the Consultant shall be entitled to share options to subscribe for a total of 5,000,000 new Shares to be granted by the Company pursuant to its Post-IPO share option scheme adopted on 5 July 2002.

根據證券及期貨條例須予披露之主要股東權益 (續)

附註：(續)

- Capital Base Holdings Limited由黃婉兒女士及黃國聲先生各實益擁有50%。黃婉兒女士及黃國聲先生亦為Capital Base Holdings Limited之董事。
- 於二零零九年二月二十八日本公司發行本金為43,384,000港元之可換股票據作為收購資產之代價。有關可換股票據之到期日為二零一一年二月二十八日，並可以0.319港元之初始轉換價於轉換期間內轉換為股份。於二零一零年六月三十日，相當於27,506,000港元可換股債券經已轉換為本公司之普通股股份。於二零一零年六月三十日，餘下之未行使可換股債券相當於15,878,000港元。
- 於二零零九年十月二十七日，本公司發行金額75,000,000港元作為收購資產之代價。該可換股票據到期日為二零一一年十月二十七日，並可以初始轉換價每股0.69港元於轉換期間內轉換為股份。於二零一零年六月三十日，相等於13,800,000港元之可換股債券已轉換成為本公司之普通股。於二零一零年六月三十日，可換股債券之餘額相等於61,200,000港元仍未轉換。
- 於二零一零年一月十三日，Galaxy Capital Limited (「顧問」)獲聘任為本公司之業務顧問，由顧問聘任函日期開始，為期一年。顧問提供之服務範圍包括在獨家的基礎下，協助本公司評估及確認任何合適之收購目標，有關收購可為本公司之主要交易或非常重大交易(「交易」)。根據顧問聘任函，在考慮顧問提供之顧問服務，顧問將可以獲得本公司根據二零零二年七月五日採納之首次公開售股後購股權計劃授予之購股權，以認購合共5,000,000股新股。

Report of the Directors

董事會報告

INTERESTS DISCLOSEABLE UNDER THE SECURITIES AND FUTURE ORDINANCE OF SUBSTANTIAL SHAREHOLDERS (continued)

Notes: (continued)

- Galaxy Asset Management (H.K.) Limited owned 100% of Galaxy China Deep Value Fund and Galaxy China Special Situations Fund SPC, for and on behalf of its segregated portfolio, Galaxy China Special Situations Segregated Portfolio 1, which held 16,700,000 shares and 34,500,000 shares of the Company respectively.
- Galaxy Capital Limited is owned as 100% by Mr. Chan Man Fai Joe.

Save as disclosed above, as at 30 June 2010, the Directors are not aware of any other person, other than the Directors and the chief executive of the Company who had, or was deemed to have, interest or short position in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO; or who is expected, directly or indirectly, to be interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group.

SUBSIDIARIES

Details of the Company's subsidiaries at 30 June 2010 are set out in Note 18 to the financial statements.

CONVERTIBLE SECURITIES

Details of convertible securities of the Group are set out in Note 34 to the financial statements.

SPONSOR'S INTEREST

As at 30 June 2010, the Company does not have any sponsor, the previous sponsor's agreement has expired on 31 March 2005.

根據證券及期貨條例須予披露之主要股東權益 (續)

附註：(續)

- Galaxy Asset Management (H.K.) Limited代表其分開之投資組合·Galaxy China Special Situations Segregated Portfolio 1. 100%擁有分別持有本公司16,700,000股及34,500,000股股份之Galaxy China Deep Value Fund及Galaxy China Special Situations Fund SPC。
- Chan Man Fai先生持有100% Galaxy Capital Limited股權。

除上文所披露者外，於二零一零年六月三十日，董事並不知悉除本公司董事及主要行政人員外之任何其他人士，於或被視為於本公司股份或有關股份擁有須根據證券及期貨條例第XV部第2及第3分部向本公司披露之權益或淡倉；或預期直接或間接擁有所有情況下在本集團任何成員公司股東大會上投票之權利之任何類別股本面值10%或以上權益。

附屬公司

本公司附屬公司於二零一零年六月三十日之詳情載於財務報表附註18。

可換股證券

本集團之可換股證券詳情載於財務報表附註34。

保薦人權益

於二零一零年六月三十日，本公司並無任何保薦人。先前之保薦人協議已於二零零五年三月三十一日屆滿。

Report of the Directors

董事會報告

COMPETING INTERESTS

As at 30 June 2010, in so far as the Directors are aware, none of the Directors or their respective associates (as defined in the GEM Listing Rules) had any interest in a business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

CONTINGENT LIABILITIES

On 31 August 2010, a Writ of Summons was issued by Mr. Lim Yi Shenn as the plaintiff (the "Plaintiff") against Ms. Wong Yuen Yee, an executive director and the Chairman of the Company, Mr. Wong Yao Wing, Robert, an executive director and the Deputy Chairman of the Company and the Company (collectively, the "Defendants"). The Plaintiff claimed against each of the Defendants for damages for various misrepresentations made in relation to certain investment agreement and placing agreement of April and June 2008. The Plaintiff has filed a statement of claim setting out the particulars of his claims against the Defendants and claiming damages in the amount of approximately HK\$15 million. The Defendants denied the claims of the Plaintiff and have sought legal advice in this regard. The Defendants will rigorously defend the case and will take appropriate legal action.

Save as discussed above, no member of the Group is engaged in any litigation or arbitration or claim of material importance and no litigation or claim of material importance is known to the Directors to be pending or threatened by or against any member of the Group.

PURCHASE, SALE OR REDEMPTION OF SECURITIES

The Company has not redeemed any of its shares during the year. Neither the Company nor any of its subsidiaries has purchased or sold any of the Company's shares during the year.

競爭權益

於二零一零年六月三十日，就董事所知悉，本公司董事或其各自之聯繫人士（定義見創業板上市規則）概無直接或間接於對本集團業務構成或可能構成重大競爭之業務中擁有權益。

或然負債

於二零一零年八月三十一日，Lim Yi Shenn先生，作為原告人（「原告人」）向黃婉兒女士（本公司執行董事兼主席）、黃祐榮先生（本公司執行董事兼副主席）及本公司（統稱「被告人」）發出傳訊令狀。原告人就於二零零八年四月及六月訂立之若干投資協議及配售協議之各項失實陳述而蒙受之損失向每名被告人索償。原告人已遞交索償書，載列其向被告索償之詳細資料及索償約15,000,000港元。被告人拒絕原告人作出之索償，並已就此尋求法律意見。被告人將作出強烈抗辯並將採取適當法律行動。

除上文討論者外，本集團成員公司概無涉及任何重大訴訟、仲裁或申索，且就董事所知，概無重大訴訟或申索仍未裁決或對本集團任何成員公司構成威脅。

購買、出售或贖回證券

本公司於年內概無贖回其任何股份。本公司或其任何附屬公司亦無於年內購買或出售任何本公司股份。

Report of the Directors

董事會報告

AUDIT COMMITTEE

The Company established an audit committee on 5 July 2002 with terms of reference in compliance with Rule 5.23, 5.24 and 5.25 of the GEM Listing Rules. The audit committee currently comprises Ms. Wong On Yee, Mr. Chu Woon Yuen and Ms. Au Yuk Kit who are the independent non-executive Directors. The primary duties of the audit committee are to review and supervise the financial reporting process and internal control systems of the Group. The Group's audited results for the twelve months ended 30 June 2010 have been reviewed by the audit committee, which is of the opinion that the audited consolidated financial statements comply with the applicable accounting standards, the GEM Listing Rules and legal requirements in Hong Kong and that adequate disclosures have been made.

The function of the Company's audit committee includes, among other things:

1. to consider and make recommendations to the Board on the appointment, reappointment and removal of the external auditors, to approve the audit fees and terms of engagement, and any questions of their resignation or dismissal;
2. to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards; and
3. to develop and implement policy on the engagement of an external auditor to provide non-audit services.

審核委員會

本公司於二零零二年七月五日成立審核委員會，並按照創業板上市規則第5.23、5.24及5.25條訂明職權範圍。審核委員會現由獨立非執行董事黃安宜女士、朱煥源先生及歐玉潔女士組成。審核委員會之主要職責乃審閱並監察本集團之財務申報程序及內部監控制度。審核委員會已審閱本集團截至二零一零年六月三十日止十二個月之經審核業績，並認為經審核綜合財務報表符合適用會計準則、創業板上市規則及香港法律規定，且已作出充足披露。

本公司審核委員會之職能（其中）包括：

1. 考慮外聘核數師的委任、重新委任及罷免並向董事會提供建議，並批准核數費用及聘用條件及任何有關彼等辭職或解聘之問題；
2. 按照有關標準審閱及監察外聘核數師是否獨立、客觀及其核數程序是否有效；及
3. 就聘用外聘核數師以提供非審核性服務而編製並實施有關政策。

Report of the Directors

董事會報告

AUDITORS

The Company's financial statements for the year ended 30 June 2009 were audited by PCP CPA Limited. On 13 October 2009, PCP CPA Limited amalgamated their practice with CCIF CPA Limited, and Crowe Horwath (HK) CPA Limited has been operating as a new firm. Consequently, Crowe Horwath (HK) CPA Limited has been appointed as auditors of the Company on 14 July 2010 following the resignation of PCP CPA Limited on 10 June 2010.

The Company's financial statements for the year ended 30 June 2010 were audited by Crowe Horwath (HK) CPA Limited.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company as at the date of this report, the Company has maintained the prescribed public float under the GEM Listing Rules.

On behalf of the Board

INNO-TECH HOLDINGS LIMITED

Wong Yuen Yee

Chairman

Hong Kong, 29 September 2010

核數師

本公司截至二零零九年六月三十日止年度之財務報表乃由華德匡成會計師事務所有限公司審核。於二零零九年十月十三日，華德匡成會計師事務所有限公司與陳葉馮會計師事務所有限公司合併，而合併後之新事務所為國富浩華（香港）會計師事務所有限公司。因此，在華德匡成會計師事務所有限公司於二零一零年六月十日辭任後，國富浩華（香港）會計師事務所有限公司已於二零一零年七月十四日獲委任為本公司核數師。

本公司截至二零一零年六月三十日止年度之財務報表乃由國富浩華（香港）會計師事務所有限公司審核。

充足公眾持股量

根據本公司於本報告日期可取得之資料，本公司已維持創業板上市規則規定之公眾持股量。

代表董事會

匯創控股有限公司

主席

黃婉兒

香港，二零一零年九月二十九日

Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Company's corporate governance practices are based on the principles and the code provisions (the "Code") as set out in the Code on Corporate Governance Practices as set out in Appendix 15 of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the "GEM Listing Rules"). The principles adopted by the Company emphasize a quality board, transparency and accountability to shareholders. In the opinion of the Board, the Company has complied with the Code for the year ended 30 June 2010, with the exception of the deviation in respect of the code of conduct regarding securities transactions by the Directors and the appointment term of non-executive Directors as mentioned below.

Under code provision A.4.1, non-executive Directors should be appointed for specific term. There is no specific term of appointment of the non-executive Directors, however, they are subject to retirement by rotation in accordance with the articles of association of the Company. Accordingly the Company considers that sufficient measures have been taken to deal with the requirement in respect of the appointment terms of non-executive Directors as required under the code provision.

企業管治常規

本公司之企業管治常規乃根據聯交所創業板證券上市規則（「創業板上市規則」）附錄十五所載之企業管治常規守則（「守則」）之原則及守則條文制定。本公司採納之原則著重一個高質素之董事會、對股東之透明度及問責性。董事會認為，本公司於截至二零一零年六月三十日止年度已遵守守則，惟下述有關董事證券交易及非執行董事任期偏離操守準則者除外。

根據守則條文A.4.1，非執行董事之委任應有特定任期。本公司非執行董事之委任並無特定任期，惟彼等須根據本公司之組織章程細則輪值告退。因此，本公司認為已採取足夠措施，以應付守則條文有關非執行董事任期之規定。

Corporate Governance Report

企業管治報告

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 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 Directors of the Company currently comprises:

Executive Directors:

Ms. Wong Yuen Yee
Mr. Wong Yao Wing, Robert
Mr. Ang Wing Fung (appointed on 19 February 2010)
Mr. Wong Kwok Sing (resigned on 23 March 2010)
Mr. Lam Shiu San (resigned on 1 June 2010)

Independent non-executive Directors:

Ms. Wong On Yee (appointed on 1 April 2010)
Mr. Chu Woon Yuen (appointed on 3 May 2010)
Ms. Au Yuk Kit (appointed on 2 August 2010)
Mr. Wong Tak Leung, Charles (resigned on 3 May 2010)
Mr. Lai Ying Sum (resigned on 1 April 2010)
Mr. Cheng King Hung (resigned on 2 August 2010)

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. The management was delegated the authority and responsibility by the Board for the general 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.

董事進行證券交易

本公司已採納創業板上市規則第5.48至5.67條所載規定，作為董事買賣本公司證券之守則。全體董事均確定，彼等於本年度內一直遵守創業板上市規則第5.48至5.67條所載之規定準則。

董事會

本公司董事會現時由下列成員組成：

執行董事：

黃婉兒女士
黃祐榮先生
洪榮鋒先生（於二零一零年二月十九日獲委任）
黃國聲先生（於二零一零年三月二十三日辭任）
林兆樂先生（於二零一零年六月一日辭任）

獨立非執行董事：

黃安宜女士（於二零一零年四月一日獲委任）
朱煥源先生（於二零一零年五月三日獲委任）
歐玉潔女士（於二零一零年八月二日獲委任）
王德良先生（於二零一零年五月三日辭任）
黎應森先生（於二零一零年四月一日辭任）
鄭景鴻先生（於二零一零年八月二日辭任）

董事會肩負領導及監控本公司之責任，並監督本集團之業務、決策與方向及業績表現。管理層獲董事會授以權力及責任，掌管本集團整體管理事宜。此外，董事會亦向其他委員會授以各項責任。該等委員會之進一步詳情載於本報告。

Corporate Governance Report

企業管治報告

BOARD OF DIRECTORS (continued)

The Board has normally scheduled four regular meetings a year each at quarterly interval and meets as and when required. During the year ended 30 June 2010, the Board held 5 full board meetings and the attendance of each director is set out as follows:

董事會 (續)

董事會一般定期舉行四次常規會議，即每季度一次，亦會在需要時會面。於截至二零一零年六月三十日止年度，董事會曾舉行五次全體會議。各董事於本年度內出席董事會會議之次數如下：

Directors 董事	Number of attendance 出席次數
Ms. Wong Yuen Yee 黃婉兒女士	5/5
Mr. Wong Kwok Sing 黃國聲先生	4/5
Mr. Wong Yao Wing, Robert 黃祐榮先生	5/5
Mr. Lam Shiu San 林兆樂先生	5/5
Mr. Wong Tak Leung, Charles* 王德良先生*	4/5
Mr. Lai Ying Sum* 黎應森先生*	4/5
Mr. Cheng King Hung* 鄭景鴻先生*	5/5
Ms. Wong On Yee** 黃安宜女士**	1/5
Mr. Chu Woon Yuen** 朱煥源先生**	1/5

* *resigned Independent Non-executive Directors resigned during the year.*

** *existing Independent Non-executive Directors appointed during the year.*

* 於年內辭任之獨立非執行董事。

** 於年內獲委任之現任獨立非執行董事。

Board minutes are kept by the Company Secretary of the Company. Draft and final versions of the Board minutes are sent to the Directors for their comments and records, in both cases within a reasonable time after the meeting.

董事會會議記錄由本公司之公司秘書保存。董事會會議記錄之草稿及定稿均於會議後合理時間內送交董事，以供彼等提出意見及存檔。

The Directors enable, upon the reasonable request, to seek independent professional advice under appropriate circumstances, at the Company's expenses, in order to discharge their responsibilities and duties under appropriate independent professional advice.

董事因應合理要求，可在適當情況下尋求獨立專業意見，有關費用由本公司支付，以便彼等根據獨立專業意見履行職責及職務。

Appropriate insurance cover has been arranged in respect of legal action against its Directors.

本公司已就可能對其董事採取之法律行動安排合適之保險保障。

Corporate Governance Report

企業管治報告

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

To ensure the compliance with the new CG Code, the role of the Chairman and Chief Executive Officer of the Company has been segregated. Currently, the Chairman and Chief Executive Officer of the Company is Ms. Wong Yuen Yee and Mr. Ang Wing Fung respectively.

The Chairman's and the Chief Executive Officer's responsibility is to manage the Board and the Group's day-to-day business, respectively.

INDEPENDENT NON-EXECUTIVE DIRECTORS

The three Independent Non-executive Directors of the Company are persons of high caliber, with academic and professional qualifications in the field of accounting and law. With their solid experience, they can provide strong support to perform their duties delegated by the Board effectively.

All Independent Non-executive Directors are considered to be independent by the Board as the Board received from each of the annual confirmation of independence as required by the GEM Listing Rules.

REMUNERATION COMMITTEE

The remuneration and review committee was established in July 2008. Currently, the committee comprises Ms. Wong Yuen Yee (Chairman), Ms. Wong On Yee and Mr. Chu Woon Yuen who are independent non-executive directors of the Company. The main role and function included the determination of specific remuneration packages of all executive directors, including benefits in kind, pension rights and compensation payments, any compensation payable for loss or termination of their office or appointment, and making recommendations to the Board on the remuneration of non-executive directors. The remuneration and review committee should consider factors such as salaries paid by comparable companies, time commitment and responsibilities of the directors, employment conditions elsewhere in the Group and desirability of performance-based remuneration.

主席及行政總裁

為確保符合新企管守則，本公司主席及行政總裁之角色一直區分。目前，本公司主席及行政總裁分別由黃婉兒女士及洪榮鋒先生擔任。

主席及行政總裁之職責乃分別管理董事會及本集團之日常業務。

獨立非執行董事

本公司三名獨立非執行董事均為於會計及法律方面具備學術及專業資格之人才。憑藉豐富經驗，彼等能提供有力支援，以有效履行董事會委任之職務。

由於董事會接獲全體獨立非執行董事按創業板上市規則規定之年度獨立確認書，故董事會認為，彼等均屬獨立人士。

薪酬委員會

薪酬及檢討委員會於二零零八年七月成立。現時，委員會成員包括黃婉兒女士（主席）及本公司獨立非執行董事黃安宜女士及朱煥源先生，主要任務及功能為釐定所有執行董事之特定薪酬待遇，包括實物利益、退休金權利及應付報酬、與喪失或終止職務或委任有關的賠償及就非執行董事之薪酬向董事會提供意見。薪酬及檢討委員會應考慮的因素包括但不限於同類公司支付的薪酬、董事須付出的時間及董事職責、集團內其他職位的僱用條件及是否應該按表現釐訂薪酬等。

Corporate Governance Report

企業管治報告

REMUNERATION COMMITTEE (continued)

The remuneration and review committee meets regularly to determine the policy for the remuneration of directors and assess the performance of executive directors and certain senior management of the Company. During the year, one remuneration committee meeting was held, the individual attendance of each member is set out below:

Name of members 成員姓名	Number of attendance 出席次數
Ms. Wong Yuen Yee 黃婉兒女士	1/1
Ms. Wong On Yee* 黃安宜女士*	1/1
Mr. Chu Woon Yuen* 朱煥源先生*	1/1

* Existing Independent Non-executive Directors

DIRECTORS' REMUNERATION

Details of Directors' remuneration are set out in Note 11 to the financial statements.

APPOINTMENT AND RE-ELECTION OF DIRECTORS

The Company has no fixed terms of appointment for Independent Non-executive Directors. However, their office are subject to retirement by rotation and are eligible for re-election in accordance with the provision of the Bye-laws once every three years. Such practice deviates from the provision A.4.1 of the CG Code which requires that Non-executive Directors be appointed for a specific term. The Board has discussed and concluded that the current practice of appointing Independent Non-executive Directors without specific terms but otherwise subject to rotation and re-election by shareholders was fair and reasonable, and it has no intention to change the current practice at the moment.

薪酬委員會 (續)

薪酬及檢討委員會定期舉行會議就董事之薪酬釐定政策及評估本公司執行董事及若干高級管理人員之表現。年內，本公司曾舉行一次薪酬委員會會議，每一個別成員出席記錄如下所載：

* 現任獨立非執行董事

董事薪酬

有關董事酬金之詳情載於財務報表附註11。

委任及重選董事

本公司並無按固定任期委任獨立非執行董事，惟彼等須根據細則之條文，每三年輪值告退及合資格重選連任。此安排與企管守則第A.4.1條有所偏離，該條文規定非執行董事須按特定任期獲委任。董事會已進行討論，結論為目前委任獨立非執行董事並無訂明任期，惟彼等須輪值告退任並接受股東重選之慣例屬公平及合理，故目前無意更改現行慣例。

Corporate Governance Report

企業管治報告

EXTERNAL AUDITORS

For the year ended 30 June 2010, Crowe Horwath (HK) CPA Limited, the existing external auditors received the following remuneration:

外聘核數師

截至二零一零年六月三十日止年度，現任外聘核數師國富浩華（香港）會計師事務所有限公司收取下列酬金：

	Crowe Horwath (HK) CPA Limited 2010 國富浩華（香港） 會計師事務所 有限公司 二零一零年 HK\$'000 千港元	PCP CPA Limited 2009 華德匡成 會計師事務所 有限公司 二零零九年 HK\$'000 千港元
Annual audit services	年度審核服務 1,024	1,048

INTERNAL CONTROLS

The Board is entrusted with an overall responsibility of devising the Company's system of internal controls and conducting an annual review of its effectiveness. This ensures that the Board oversees and monitors the Group's overall financial position so that the interests of the shareholders are well protected and covered. The system of internal controls covers the areas of financial, operational, compliance and risk management of the Group's business.

With respect to procedures and internal controls for the handling of and dissemination of price-sensitive information:

- the Group is fully aware of its obligations under the GEM Listing Rules;
- the Group conducts its affairs with close regard to the "Guide on Disclosure of Price-sensitive Information" issued by the Stock Exchange; and
- through channels such as financial reporting and public announcements, the Group has implemented and disclosed its policy on fair disclosure by pursuing broad, non-exclusionary distribution of information to the public.

內部監控

董事會獲委託負責制訂本公司內部監控制度並每年檢討其成效之整體責任。此舉確保董事會能監督及監察本集團整體財務狀況，以保障股東利益。內部監控制度涵蓋本集團業務之財務、營運、合規及風險管理範疇。

有關處理及發佈價格敏感資料之程序及內部監控事宜：

- 本集團透徹瞭解其根據創業板上市規則須承擔之責任；
- 本集團恪守聯交所頒佈之「股價敏感資料披露指引」，以發展其業務；及
- 透過財務報告及公佈等渠道，本集團已推行及披露其向公眾廣泛公開發佈資料之公平披露政策。

Corporate Governance Report

企業管治報告

INVESTORS RELATIONS

The Company adheres to high standards with respect to the disclosure all necessary information to the shareholders in compliance with GEM Listing Rules. The Company strengthens its communications with shareholders through various channels including publication of interim and annual reports, press release and announcements of the latest development of the Company in its corporate website in a timely manner.

AUDIT COMMITTEE

As at 28 September 2010, the Audit Committee comprises all three Independent Non-executive Directors of the Company, namely Ms. Wong On Yee as the Chairman and Mr. Chu Woon Yuen and Ms. Au Yuk Kit as the members, who among themselves possess management experience in the accounting, banking and marketing. The attendance of each member at the meeting during the year is set out as follows:

	Number of attendance 出席次數
Mr. Wong Tak Leung, Charles* 王德良先生*	4/5
Mr. Lai Ying Sum* 黎應森先生*	4/5
Mr. Cheng King Hung* 鄭景鴻先生*	5/5
Ms. Wong On Yee** 黃安宜女士**	1/5
Mr. Chu Woon Yuen** 朱煥源先生**	1/5
Ms. Au Yuk Kit** 歐玉潔女士**	0/5

* resigned Independent Non-executive Directors resigned during the year.

** existing Independent Non-executive Directors appointed during the year.

投資者關係

本公司就所有根據創業板上市規則而應向股東披露之資料維持高標準，透過不同管道如及時在本公司之網頁刊發中期及年度報告、發佈最近的企業發展新聞及公佈等加強與股東間之溝通。

審核委員會

於二零一零年九月二十八日，審核委員會由本公司全體三名獨立非執行董事組成，黃安宜女士為主席，而朱煥源先生及歐玉潔女士為成員，彼等在會計、銀行及市場學方面擁有管理經驗。各成員於本年度出席會議的次數載列如下：

* 於年內辭任之獨立非執行董事。

** 於年內獲委任之現任獨立非執行董事。

Full minutes of Audit Committee meetings are kept by a duly appointed Secretary of the meeting. Draft and final versions of minutes of the Audit Committee meetings are sent to all members of the committee for their comments and records, in both cases within a reasonable time after the meeting.

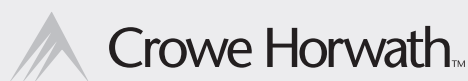
The Audit Committee reviews the quarterly results, interim and annual reports before submission to the Board. The Audit Committee focuses not only on the impact of the changes in accounting policies and practices but also on the compliance with accounting standards, the GEM Listing Rules and the legal requirements in the review of the Company's quarterly, interim and annual reports.

審核委員會之完整會議記錄由正式任命之會議秘書備存。審核委員會會議記錄之草稿及定稿均已於會議後合理時間內送交委員會全體成員，以供彼等提出意見及存檔。

審核委員會先行審閱季度業績、中期及年度報告始呈交董事會。於審閱本公司季度、中期及年度報告時，審核委員會不單注重會計政策及慣例變動之影響，亦關注有否符合會計準則、創業板上市規則及法律規定。

Independent Auditor's Report

獨立核數師報告



國富浩華(香港)會計師事務所有限公司
Crowe Horwath (HK) CPA Limited
Member Crowe Horwath International

香港銅鑼灣希慎道33號利園34樓
34/F The Lee Gardens,
33 Hysan Avenue,
Causeway Bay, Hong Kong

TO THE SHAREHOLDERS OF INNO-TECH HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of Inno-Tech Holdings Limited ("the Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 43 to 168, which comprises the consolidated and Company statements of financial position as at 30 June 2010, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory notes.

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation and the true and fair presentation of these consolidated financial statements in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and the true and fair presentation of 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, in accordance with section 90 of the Bermuda Companies Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

致INNO-TECH HOLDINGS LIMITED (匯創控股有限公司)

(於百慕達註冊成立之有限公司)

列位股東

本核數師已審核列載於第43至168頁Inno-Tech Holdings Limited (匯創控股有限公司, 以下簡稱「貴公司」)及其附屬公司(以下合稱「貴集團」)的綜合財務報表,此綜合財務報表包括於二零一零年六月三十日的綜合財務狀況表及貴公司財務狀況表,以及截至該日止年度的綜合損益表、綜合全面損益表、綜合權益變動表和綜合現金流量表,以及主要會計政策概要及其他附註解釋。

董事就財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港《公司條例》的披露規定編製及真實而公平地列報該等綜合財務報表。這責任包括設計、實施及維護與編製及真實而公平地列報財務報表相關的內部監控,以使財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述;選擇和應用適當的會計政策;及作出於有關情況下合理的會計估計。

核數師的責任

本核數師的責任是根據吾等之審核對該等財務報表作出意見,並根據百慕達一九八一年公司法第90條僅向閣下(作為一個團體)報告,除此之外本報告別無其他目的。吾等並不就本報告之內容對任何其他人士承擔任何義務或負上任何責任。

吾等已根據香港會計師公會頒佈的香港核數準則進行審核。這些準則要求吾等遵守道德規範,並規劃及執行審核,以合理確定財務報表是否不存有任何重大錯誤陳述。

Independent Auditor's Report

獨立核數師報告

AUDITOR'S RESPONSIBILITY (continued)

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

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

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 30 June 2010 and of the Group's 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 IN RELATION TO THE GOING CONCERN BASIS FOR PREPARATION OF FINANCIAL STATEMENTS

Without qualifying our opinion, we draw attention to note 4(a) to the financial statements which indicates that the Group incurred loss for the year ended 30 June 2010 of approximately HK\$227,392,000. This condition, along with other matters as set forth in note 4(a), indicate the existence of a material uncertainty which may cast significant doubt about the Group's and the Company's ability to continue as a going concern. Notwithstanding the above, the consolidated financial statements have been prepared on a going concern basis, the validity of which depends on the success of the measures as stated in note 4(a) for the Group, to raise of new funds to cover the Group's operating costs and to meet its financing commitment.

Crowe Horwath (HK) CPA Limited
Certified Public Accountants

Hong Kong, 29 September 2010

Lau Kwok Hung
Practising Certificate No.: P04169

核數師的責任 (續)

審核涉及執行程序以獲取有關財務報表所載金額及披露資料的審核憑證。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致財務報表存有重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該公司編製及真實而公平地列報財務報表相關的內部監控，以設計適當的審核程序，但並非為對公司的內部監控效益發表意見。審核亦包括評價董事採用的會計政策的合適程度及所作出會計估計的合理程度，以及評價財務報表的整體列報方式。

本核數師相信，吾等獲得的審核憑證充足和適當地為吾等的審核意見提供基礎。

意見

本核數師認為，該等綜合財務報表已根據香港財務報告準則真實而公平地反映 貴公司及 貴集團於二零一零年六月三十日的事務狀況以及 貴集團截至該日止年度之虧損及現金流量，並已遵照香港《公司條例》之披露規定妥為編製。

強調有關編製財務報表之持續經營準則事項

本核數師在並無作出保留意見的情況下，謹請閣下垂注財務報表附註4(a)，當中註明 貴集團於截至二零一零年六月三十日止年度錄得虧損約227,392,000港元。該等情況及附註4(a)所載之其他事宜反映存在一個重大的不明朗因素，將令 貴集團及 貴公司繼續持續經營之能力存在疑問。縱使出現上述情況，綜合財務報表仍按持續經營之基準編製，其有效性視乎附註4(a)所述之措施能否幫助本集團籌集新資金，以支付本集團之經營成本及履行其融資承諾。

國富浩華 (香港) 會計師事務所有限公司
執業會計師

香港，二零一零年九月二十九日

劉國雄
執業證書號碼：P04169

Consolidated Income Statement

綜合損益表

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

		Note	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
		附註		
Turnover	營業額	6	9,345	78,112
Cost of sales	銷售成本		(20,019)	(80,698)
Gross (loss)	(毛損)		(10,674)	(2,586)
Other revenue	其他收入	7	677	5,487
Other net income	其他淨收益	7	13,939	–
Marketing and promotion expenses	市場推廣及宣傳開支		(5,265)	(4,660)
Administrative expenses	行政開支		(52,655)	(74,409)
Finance costs	財務費用	8	(6,771)	(4,503)
Share of profits of associates	應佔聯營公司溢利		2,512	401
Impairment loss on accounts receivables	應收賬款之減值虧損		–	(122,219)
Impairment loss on deposits and other receivables	按金及其他應收款項之減值虧損		–	(17,434)
Impairment loss on loan to a former associate	給予一間前聯營公司貸款之減值虧損		–	(12,440)
Impairment loss on goodwill	商譽減值虧損		–	(4,322)
Impairment loss on intangible assets	無形資產減值虧損		(175,677)	–
Impairment loss on interest in an associate	於一間聯營公司權益之減值虧損		–	(4,200)
Gain on disposal of available-for-sale investment	出售可供出售投資收益		4,930	–
Change in fair value of trading securities	買賣證券公平值變動		(830)	–
Loss on disposal of an associate	出售聯營公司虧損		(6,438)	–
Loss on disposal of subsidiaries	出售附屬公司虧損		–	(84,375)
Loss on disposal of intangible assets	出售無形資產虧損		(168)	(30,620)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損		(28)	(34,955)
(Loss) before income tax	除所得稅前(虧損)	9	(236,448)	(390,835)
Income tax	所得稅	10	9,056	(165)
(Loss) for the year	年度(虧損)		(227,392)	(391,000)
Attributable to:	下列人士應佔:			
Owners of the Company	本公司股東		(140,706)	(391,000)
Non-controlling interest	非控制性權益		(86,686)	–
(Loss) for the year	年度(虧損)		(227,392)	(391,000)
(Loss) per share	每股(虧損)			
– Basic (HK cents)	– 基本(港仙)	13(a)	(24.76)	(125.42)
– Diluted (HK cents)	– 攤薄(港仙)	13(b)	(24.76)	(125.42)

The annexed notes form part of these financial statements.

附註為本財務報表之一部分。

Consolidated Statement of Comprehensive Income

綜合全面損益表

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

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
(Loss) for the year	年內(虧損)	(227,392)	(391,000)
Other comprehensive income/(loss) for the year	年內其他全面收入(虧損)		
Exchange differences on translation of financial statements of overseas subsidiaries	換算海外附屬公司財務報表產生之匯兌差額	(16)	(32)
Reclassification adjustment for realisation of exchange difference transferred to profit or loss upon disposal of interests in subsidiaries	出售附屬公司權益時轉撥至損益之匯兌差額變現之重新分類調整	-	72
(Loss) on fair value changes of available-for-sale investment	可供出售投資公平值變動(虧損)	-	(640)
Reclassification adjustment relating to available-for-sale investment disposal during the year	年內有關出售可供出售投資之重新分類調整	640	-
		624	(600)
Total comprehensive (loss) for the year	年內總全面(虧損)	(226,768)	(391,600)
Attributable to:	下列人士應佔:		
Owners of the Company	本公司股東	(140,082)	(391,600)
Non-controlling interest	非控制性權益	(86,686)	-
		(226,768)	(391,600)

The annexed notes form part of these financial statements.

附註為本財務報表之一部分。

Consolidated Statement of Financial Position

綜合財務狀況表

As at 30 June 2010 於二零一零年六月三十日

			2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
		<i>Note</i> <i>附註</i>		
Non-current assets		非流動資產		
Property, plant and equipment	物業、廠房及設備	15	22,110	24,866
Intangible assets	無形資產	16	62,236	36,065
Goodwill	商譽	17	-	-
Interests in associates	於聯營公司之權益	19	1,792	42,908
Interest in a jointly-controlled entity	於一間共同控制實體之權益	20	-	-
Available-for-sale investment	可供出售投資	21	-	18,900
Deposit for acquisition of a subsidiary	收購一間附屬公司之按金	45	10,000	-
			96,138	122,739
Current assets		流動資產		
Trading securities	買賣證券	23	7,495	-
Inventories	存貨	24	1,459	1,449
Accounts receivables	應收賬款	25	182	4,133
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		2,552	5,091
Promissory notes receivable	應收承付票據	30(a)	38,573	-
Pledged bank deposits	已抵押銀行存款	26	-	10,000
Cash and cash equivalents	現金及現金等價物	27	10,326	735
			60,587	21,408
Current liabilities		流動負債		
Bank loans and overdrafts	銀行貸款及透支	28	-	11,957
Trade payables, accrued expenses and other payables	貿易應付賬款、應計費用及其他應付款項	29	32,758	10,304
Promissory note payable	應付承付票據	30(b)	-	6,702
Amounts due to directors	應付董事款項	22(c)	568	2,140
Convertible notes	可換股票據	34	14,076	1,603
			47,402	32,706

The annexed notes form part of these financial statements.

附註為本財務報表之一部分。

Consolidated Statement of Financial Position

綜合財務狀況表

As at 30 June 2010 於二零一零年六月三十日

			2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
	Note 附註			
Net current assets/(liabilities)		流動資產／(負債)淨值	13,185	(11,298)
Total assets less current liabilities		總資產減流動負債	109,323	111,441
Non-current liabilities		非流動負債		
Deferred taxation	33	遞延稅項	1,403	7,954
Convertible notes	34	可換股票據	52,676	20,503
			54,079	28,457
NET ASSETS		資產淨值	55,244	82,984
EQUITY		權益		
Equity attributable to owners of the Company		本公司股東應佔權益		
Share capital	35	股本	74,203	42,884
Reserves	37(a)	儲備	(28,408)	40,100
			45,795	82,984
Non-controlling interest	37(a)	非控制性權益	9,449	-
TOTAL EQUITY		權益總額	55,244	82,984

Approved and authorised for issue by the board of directors on 29 September 2010

財務報表已於二零一零年九月二十九日獲董事會批准及授權發表

Wong Yuen Yee

黃婉兒

Chairman

主席

Wong Yao Wing, Robert

黃祐榮

Director

董事

The annexed notes form part of these financial statements.

附註為本財務報表之一部分。

Statement of Financial Position

財務狀況表

As at 30 June 2010 於二零一零年六月三十日

			2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
		Note 附註		
Non-current assets	非流動資產			
Interests in subsidiaries	於附屬公司之權益	18	5,637	5,637
Deposit for acquisition of a subsidiary	收購一間附屬公司之按金	45	10,000	–
			15,637	5,637
Current assets	流動資產			
Prepayments and other receivables	預付款項及其他應收款項		316	167
Amounts due from subsidiaries	應收附屬公司款項	22(a)	68,183	89,041
Pledged bank deposits	已抵押銀行存款	26	–	10,000
Cash and cash equivalents	現金及現金等價物	27	8,173	81
			76,672	99,289
Current liabilities	流動負債			
Trade payables, accrued expenses and other payables	貿易應付賬款、應計費用及其他應付款項	29	1,443	2,827
Amounts due to subsidiaries	應付附屬公司款項	22(b)	13,471	13,757
Amounts due to directors	應付董事款項	22(c)	160	245
Promissory note payable	應付承付票據	30(b)	–	6,702
Convertible notes	可換股票據	34	14,076	1,603
			29,150	25,134
Net current assets	流動資產淨值		47,522	74,155
Total assets less current liabilities	總資產減流動負債		63,159	79,792
Non-current liabilities	非流動負債			
Deferred taxation	遞延稅項	33	1,403	–
Convertible notes	可換股票據	34	52,676	20,503
			54,079	20,503
NET ASSETS	資產淨值		9,080	59,289

The annexed notes form part of these financial statements.

附註為本財務報表之一部分。

Statement of Financial Position

財務狀況表

As at 30 June 2010 於二零一零年六月三十日

			2010	2009
			二零一零年	二零零九年
		Note	HK\$'000	HK\$'000
		附註	千港元	千港元
EQUITY	權益			
Equity attributable to owners of the Company	本公司股東應佔權益			
Share capital	股本	35	74,203	42,884
Reserves	儲備	37(b)	(65,123)	16,405
TOTAL EQUITY	權益總額		9,080	59,289

Approved and authorised for issue by the board of directors on 29 September 2010

財務報表已於二零一零九月二十九日獲董事會批准及授權發表

Wong Yuen Yee
黃婉兒
Chairman
主席

Wong Yao Wing, Robert
黃祐榮
Director
董事

The annexed notes form part of these financial statements.

附註為本財務報表之一部分。

Consolidated Statement of Changes in Equity

綜合權益變動表

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

		Attributable to owners of the Company 本公司股東應佔										Non-controlling interest 非控制性權益	Total 總計
		Share capital 股本	Share premium 股份溢價	Share option reserve 購股權儲備	Convertible notes reserve 可換股票據儲備	Contributed surplus 撥入盈餘	Capital redemption reserve 資本贖回儲備	Exchange reserve 匯兌儲備	Investment revaluation reserve 投資重估儲備	Accumulated losses (累計虧損)	Attributable to owners of the Company 本公司股東應佔		
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
At 1 July 2008	於二零零八年七月一日	24,544	342,866	23,220	-	5,625	43	(245)	-	(60,332)	335,721	-	335,721
Fair value changes of available-for-sale investment	可供出售投資公平值變動	-	-	-	-	-	-	-	(640)	-	(640)	-	(640)
Release of exchange reserve upon disposal of foreign subsidiaries	出售外國附屬公司撥回匯兌儲備	-	-	-	-	-	-	72	-	-	72	-	72
Exchange difference on consolidation	綜合時產生之匯兌差額	-	-	-	-	-	-	(32)	-	-	(32)	-	(32)
		-	-	-	-	-	-	40	(640)	-	(600)	-	(600)
Loss for the year	年內虧損	-	-	-	-	-	-	-	-	(391,000)	(391,000)	-	(391,000)
Total comprehensive income/(loss) for the year	年內總全面收入(虧損)	-	-	-	-	-	-	40	(640)	(391,000)	(391,600)	-	(391,600)
Issuance of shares	發行股份	5,814	49,957	-	-	-	-	-	-	-	55,771	-	55,771
Fair value of options granted	授出購股權之公平值	-	-	28,233	-	-	-	-	-	-	28,233	-	28,233
Equity component of convertible notes issued	已發行可換股票據之股權部分	-	-	-	15,448	-	-	-	-	-	15,448	-	15,448
Exercise of share options	行使購股權	2,652	29,416	(15,055)	-	-	-	-	-	-	17,013	-	17,013
Shares issuance costs	股份發行費用	-	(1,881)	-	-	-	-	-	-	-	(1,881)	-	(1,881)
Exercise of convertible notes, net of transaction cost	行使可換股票據, 已扣除交易成本	9,874	21,222	-	(6,817)	-	-	-	-	-	24,279	-	24,279
At 30 June 2009	於二零零九年六月三十日	42,884	441,580	36,398	8,631	5,625	43	(205)	(640)	(451,332)	82,984	-	82,984
At 1 July 2009	於二零零九年七月一日	42,884	441,580	36,398	8,631	5,625	43	(205)	(640)	(451,332)	82,984	-	82,984
Exchange difference on consolidation	綜合時產生之匯兌差額	-	-	-	-	-	-	(16)	-	-	(16)	-	(16)
Transfer to profit or loss on disposal of available-for-sale investment	出售可供出售投資時轉撥至損益	-	-	-	-	-	-	-	640	-	640	-	640
		-	-	-	-	-	-	(16)	640	-	624	-	624
Loss for the year	年內虧損	-	-	-	-	-	-	-	-	(140,706)	(140,706)	(86,686)	(227,392)
Total comprehensive (loss) for the year	年內總全面(虧損)	-	-	-	-	-	-	(16)	640	(140,706)	(140,082)	(86,686)	(226,768)
Issuance of shares	發行股份	21,446	31,226	-	-	-	-	-	-	-	52,672	-	52,672
Fair value of options granted	授出購股權之公平值	-	-	8,720	-	-	-	-	-	-	8,720	-	8,720
Equity component of convertible notes issued	已發行可換股票據之股權部分	-	-	-	15,184	-	-	-	-	-	15,184	-	15,184
Exercise of share options	行使購股權	3,564	11,332	(6,404)	-	-	-	-	-	-	8,492	-	8,492
Deferred taxation	遞延稅項	-	-	-	(2,505)	-	-	-	-	-	(2,505)	-	(2,505)
Shares issuance costs	股份發行費用	-	(1,257)	-	-	-	-	-	-	-	(1,257)	-	(1,257)
Exercise of convertible notes, net of transaction cost	行使可換股票據, 已扣除交易成本	6,309	21,898	-	(6,620)	-	-	-	-	-	21,587	-	21,587
Acquisition of a subsidiary (note 39)	收購一間附屬公司(附註39)	-	-	-	-	-	-	-	-	-	-	96,135	96,135
At 30 June 2010	於二零一零年六月三十日	74,203	504,779	38,714	14,690	5,625	43	(221)	-	(592,038)	45,795	9,449	55,244

The annexed notes form part of these financial statements.

附註為本財務報表之一部分。

Consolidated Statement of Cash Flows

綜合現金流量表

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

	Note 附註	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Operating activities	經營業務		
(Loss) before income tax	除所得稅前(虧損)	(236,448)	(390,835)
Adjustments for:	就以下項目作出調整:		
- Depreciation	- 折舊	8,305	9,392
- Release of prepaid lease payments	- 預付租賃款項撥回	-	879
- Reversal of allowance of bad debts	- 壞賬撥備撥回	(7,627)	-
- Write-down of inventories	- 存貨撇減	893	319
- Impairment loss on accounts receivables	- 應收賬款之減值虧損	-	122,219
- Impairment loss on deposits and other receivables	- 按金及其他應收款項之減值虧損	-	17,434
- Impairment loss on loan to a former associate	- 給予一間前聯營公司貸款之減值虧損	-	12,440
- Amortisation of intangible assets	- 無形資產攤銷	11,893	20,870
- Loss on disposal of subsidiaries	- 出售附屬公司虧損	-	84,375
- Loss on disposal of an associate	- 出售聯營公司虧損	6,438	-
- Share of profits of an associates	- 應佔聯營公司溢利	(2,512)	(401)
- Interest income	- 利息收入	(442)	(501)
- Share-based payments	- 以股份為基礎之付款	8,720	28,233
- Impairment loss on goodwill	- 商譽之減值虧損	-	4,322
- Impairment loss on intangible assets	- 無形資產減值虧損	175,677	-
- Impairment loss on interest in an associate	- 於一間聯營公司權益之減值虧損	-	4,200
- Loss on disposal of intangible assets	- 出售無形資產虧損	168	30,620
- Loss on disposal of property, plant and equipment	- 出售物業、廠房及設備虧損	28	34,955
- Loss on disposal of trading securities	- 出售買賣證券虧損	345	-
- Gain on disposal of available-for-sale investment	- 出售可供出售投資收益	(4,930)	-
- Change in fair value of trading securities	- 買賣證券公平值變動	830	-
- Dividend income	- 股息收入	-	(14)
- Reversal of impairment loss on loan to a former associate	- 給予一間前聯營公司貸款減值虧損撥回	(6,249)	-
- Finance costs	- 財務費用	6,771	4,503

The annexed notes form part of these financial statements.

附註為本財務報表之一部分。

Consolidated Statement of Cash Flows

綜合現金流量表

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

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
	<i>Note</i> <i>附註</i>		
Operating (loss) before changes in working capital	未計營運資金變動前之經營(虧損)	(38,140)	(16,990)
(Increase) in inventories	存貨(增加)	(818)	(879)
Decrease/(increase) in accounts receivables	應收賬款減少/(增加)	4,591	(41,365)
Decrease in prepayments, deposits and other receivables	預付款項、按金及其他應收款項減少	11,877	50,310
(Decrease) in amounts due to directors	應付董事款項(減少)	(1,572)	(53,412)
(Decrease) in trade payables, accrued expenses and other payables	貿易應付賬款、應計費用及其他應付款項(減少)	(681)	(7,632)
Cash (used in) operations	營運(使用)之現金	(24,743)	(69,968)
Hong Kong profits tax refund	退回香港利得稅	-	317
Net cash (used in) operating activities	經營業務(使用)之現金淨額	(24,743)	(69,651)
Investing activities	投資活動		
(Increase) in trading securities	買賣證券(增加)	(8,670)	-
Decrease in trading securities – pledged	買賣證券減少—已抵押	-	1,024
Decrease in derivative financial instruments – pledged	衍生金融工具減少—已抵押	-	170
Deposit paid for acquisition of a subsidiary	收購一間附屬公司支付之按金	(10,000)	-
Interest received	已收利息	6	501
Payment for purchase of property, plant and equipment	購置物業、廠房及設備付款	(2,701)	(52,129)
Purchase of intangible assets	購置無形資產	(1,374)	(8,200)
Purchase of an associate	購買一間聯營公司	-	(971)
Purchase of available-for-sale investment	購買可供出售投資	-	(77)
Proceeds from disposals of property, plant and equipment	出售物業、廠房及設備所得款項	88	345
Net cash outflow from disposal of an associate	出售一間聯營公司現金流出淨額	(947)	-
Acquisition of subsidiaries, net of cash and cash equivalents acquired	收購附屬公司, 已扣除所收購現金及現金等價物	159	(536)
Decrease in pledged deposits	已抵押存款減少	10,000	3,000
Disposal of subsidiaries, net of cash and cash equivalents disposed	出售附屬公司, 已扣除已出售之現金及現金等價物	-	2,862
Dividend income	股息收入	-	14
Net cash (used in) investing activities	投資活動(使用)之現金淨額	(13,439)	(53,997)

The annexed notes form part of these financial statements.

附註為本財務報表之一部分。

Consolidated Statement of Cash Flows

綜合現金流量表

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

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
	Note 附註		
Financing activities	融資活動		
Net proceeds from issuance of new shares	發行新股份所得款項淨額	51,415	70,904
Interest paid	已付利息	(69)	(2,587)
Proceeds from share issued under share option scheme	根據購股權計劃發行股份所得款項	8,492	-
Proceeds from new bank loans	新造銀行貸款所得款項	-	21,667
Repayment of bank loans	償還銀行貸款	(10,000)	-
Net cash generated from financing activities	融資活動所得之現金淨額	49,838	89,984
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加／(減少)淨額	11,656	(33,664)
Effect of foreign exchange	匯兌影響	(108)	(26)
Cash and cash equivalents at the beginning of the year	年初之現金及現金等價物	(1,222)	32,468
Cash and cash equivalents at the end of the year	年終之現金及現金等價物	10,326	(1,222)
	27		

The annexed notes form part of these financial statements.

附註為本財務報表之一部分。

Notes to the Financial Statements

財務報表附註

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

1 GENERAL INFORMATION

Inno-Tech Holdings Limited (the “Company”) was incorporated in Bermuda on 19 November 2001 as an exempted company with limited liability under the Companies Act of Bermuda. The shares of the Company are listed on the Growth Enterprise Market (the “GEM”) of the Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The addresses of the registered office and principal place of business of the Company are located at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda and Room 903, Tung Wai Commercial Building, 109-111 Gloucester Road, Wanchai, Hong Kong, respectively.

The financial statements are presented in Hong Kong dollars, which is the same as the functional currency of the Company and all values are rounded to the nearest thousand except when otherwise indicated.

The Company is an investment holding company. The principal activities of the subsidiaries are set out in note 18.

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

The Hong Kong Institute of Certified Public Accountants (“HKICPA”) has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the Group and the Company.

HKAS 1 (Revised 2007)	Presentation of Financial Statements
HKAS 23 (Revised 2007)	Borrowing Costs
HKAS 27 (Revised 2008)	Consolidated and Separate Financial Statements
HKAS 32 & HKAS 1 (Amendments)	Puttable Financial Instruments and obligation arising on liquidation
HKAS 39 (Amendment)	Eligible Hedged Items
HKFRS 1 & HKAS 27 (Amendments)	Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate
HKFRS 2 (Amendment)	Vesting Conditions and Cancellations

1 一般資料

匯創控股有限公司(「本公司」)於二零零一年十一月十九日在百慕達根據百慕達公司法註冊成立為獲豁免有限公司。本公司股份在香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)上市。本公司之註冊辦事處及主要營業地點分別為Clarendon House, 2 Church Street, Hamilton HM11, Bermuda及香港灣仔告士打道109-111號東惠商業大廈903室。

財務報表以本公司功能貨幣港元呈報，所有數值均約整至最接近之千位(另有註明者除外)。

本公司為投資控股公司。附屬公司之主要業務載於附註18。

2 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)

香港會計師公會(「香港會計師公會」)已頒佈若干新訂及經修訂香港財務報告準則，該等準則於本集團及本公司當前會計期間首次生效或可供提早採納。

香港會計準則第1號 (二零零七年經修訂)	財務報表之呈列
香港會計準則第23號 (二零零七年經修訂)	借款成本
香港會計準則第27號 (二零零八年經修訂)	綜合及獨立財務報表
香港會計準則第32號及 香港會計準則第1號 (修訂)	清盤產生之可沽售 金融工具及責任
香港會計準則第39號 (修訂)	合資格對沖項目
香港財務報告準則 第1號及香港會計準則 第27號(修訂)	於附屬公司、共同 控制實體或聯營公司之 投資成本
香港財務報告準則第2號 (修訂)	歸屬條件及註銷

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財務報表附註

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

2 APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

HKFRS 3 (Revised 2008)	Business Combinations
HKFRS 7 (Amendment)	Improving Disclosures about Financial Instruments
HKFRS 8	Operating Segments
HK(IFRIC)-Int 9 & HKAS 39 (Amendments)	Embedded Derivatives
HK(IFRIC)-Int 15	Agreements for the Construction of Real Estate
HK(IFRIC)-Int 16	Hedges of a Net Investment in a Foreign Operation
HK(IFRIC)-Int 17	Distribution of Non-cash Assets to Owners
HK(IFRIC)-Int 18	Transfers of Assets from Customers
HKFRSs (Amendments)	Improvements to HKFRSs issued in 2008
HKFRSs (Amendments)	Improvements to HKFRSs issued in 2009 in relation to the amendments to HKFRS 2, HKAS 38, Paragraph 80 to HKAS 39, HK(IFRIC)-Int 9 and HK(IFRIC)-Int 16

Except as described below, the adoption of the new and revised HKFRSs has had no material effect on the consolidated financial statements of the Group and the financial position of the Company for the current or prior accounting periods.

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則第3號 （二零零八年經修訂）	業務合併
香港財務報告準則第7號 （修訂）	改善金融工具之披露
香港財務報告準則第8號	經營分部
香港（國際財務報告詮釋委員會）—詮釋第9號及 香港會計準則第39號 （修訂）	嵌入衍生工具
香港（國際財務報告詮釋委員會）—詮釋第15號	興建房地產之協議
香港（國際財務報告詮釋委員會）—詮釋第16號	海外業務投資淨額之對沖
香港（國際財務報告詮釋委員會）—詮釋第17號	分派非現金資產予擁有人
香港（國際財務報告詮釋委員會）—詮釋第18號	客戶轉讓資產
香港財務報告準則 （修訂）	二零零八年頒佈之香港財務報告準則之改進
香港財務報告準則 （修訂）	二零零九年頒佈之香港財務報告準則之改進（有關香港財務報告準則第2號、香港會計準則第38號、香港會計準則第39號第80段、香港（國際財務報告詮釋委員會）—詮釋第9號及香港（國際財務報告詮釋委員會）—詮釋第16號之修訂）

除下文所述者外，採納新訂及經修訂香港財務報告準則對本集團目前或過去會計期間之綜合財務報表及本公司之財務狀況並無任何重大影響。

本集團並無應用當前會計期間尚未生效之任何新訂準則或詮釋。

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

2 APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

The amendments to HKAS 23 and HKFRS 2 and Interpretations HK(IFRIC) 15 and HK(IFRIC) 16 have had no material impact on the Group’s financial statements as the amendments and interpretations were consistent with policies already adopted by the Group. The impact of the remainder of these developments is as follows:

HKAS 1 (Revised 2007) Presentation of Financial Statements

As a result of the adoption of HKAS 1 (revised 2007), details of changes in equity during the period arising from transactions with equity shareholders in their capacity as such have been presented separately from all other income and expenses in a revised consolidated statement of changes in equity. All other items of income and expense are presented in the consolidated income statement, if they are recognised as part of profit or loss for the period, or otherwise in a new primary statement, the consolidated statement of comprehensive income. Corresponding amounts have been restated to conform to the new presentation. This change in presentation has no effect on reported profit or loss, total income and expense or net assets for any period presented.

HKAS 27 (Amendments) Cost of an investment in a subsidiary, jointly-controlled entity or an associate

The amendments to HKAS 27 have removed the requirement that dividends out of pre-acquisition profits should be recognised as a reduction in the carrying amount of the investment in the investee, rather than as income. As a result, as from 1 July 2009, all dividends receivable from subsidiaries, associates and jointly-controlled entities, whether out of pre- or post-acquisition profits, will be recognised in the Company’s profit or loss and the carrying amount of the investment in the investee will not be reduced unless that carrying amount is assessed to be impaired as a result of the investee declaring the dividend. In such cases, in addition to recognising dividend income in profit or loss, the company would recognise an impairment loss. In accordance with the transitional provisions in the amendment, this new policy will be applied prospectively to any dividends receivable in the current or future periods and previous periods have not been restated.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港會計準則第23號及香港財務報告準則第2號、香港（國際財務報告詮釋委員會）—詮釋第15號及香港（國際財務報告詮釋委員會）—詮釋第16號之修訂對本集團之財務報表並無任何重大影響，原因是該等修訂及詮釋與本集團現已採納之政策一致。其餘有關發展之影響如下：

香港會計準則第1號（二零零七年經修訂）財務報表之呈列

採納香港會計準則第1號（二零零七年經修訂）後，期內因與權益持有人進行之交易而產生之權益變動詳情已於經修訂之綜合權益變動表內與其他收支項目分開呈列。所有其他收支項目已在綜合損益表內呈列（如該等項目乃確認為期內損益之一部分）或於一個新主要報表（綜合全面損益表）內呈列。相應之金額已予重列，以符合新的呈列方式。呈列方式之改變不會對任何呈列期間所報告之損益、總收入及開支或資產淨值構成任何影響。

香港會計準則第27號（修訂）於附屬公司、共同控制實體或聯營公司之投資成本

香港會計準則第27號之修訂刪除了來自收購前溢利之股息須確認為於投資對象之投資賬面值減少（而非確認為收入）之規定。因此，自二零零九年七月一日起，全部應收附屬公司、聯營公司及共同控制實體之股息（不論來自收購前或收購後溢利）將於本公司之損益賬內確認，而於投資對象之投資賬面值則不會被扣減，除非該賬面值因投資對象宣派股息而被評估為出現減值。在該等情況下，公司除了在損益中確認股息收入外，亦會確認減值虧損。根據該修訂之過渡性條文，此項新政策將預先應用於當前或未來期間之任何應收股息，而以往期間之股息則不予重列。

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財務報表附註

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2 APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued) HKFRS 3 (Revised 2008) Business Combinations

HKFRS 3 (revised 2008) has been applied prospectively to business combinations for which the acquisition date is on or after 1 July 2009 in accordance with the relevant transitional provisions. The adoption of HKFRS 3 (revised 2008) has affected the accounting for business combinations in the current year.

The impact of the adoption of HKFRS 3 (revised 2008) has been:

- to allow a choice on a transaction-by-transaction basis for the measurement of non-controlling interests (previously referred to as ‘minority’ interests) either at fair value or at the non-controlling interests’ share of the fair value of the identifiable net assets of the acquiree.
- to change the recognition and subsequent accounting requirements for contingent consideration. Under the previous version of the standard, contingent consideration was recognised at the acquisition date only if payment of the contingent consideration was probable and it could be measured reliably; any subsequent adjustments to the contingent consideration were recognised against goodwill. Under the revised standard, contingent consideration is measured at fair value at the acquisition date; subsequent adjustments to the consideration are recognised against goodwill only to the extent that they arise from new information obtained within the measurement period (a maximum of 12 months from the acquisition date) about the fair value at the acquisition date. All other subsequent adjustments to contingent consideration classified as an asset or a liability are recognised in profit or loss;

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則第3號（二零零八年經修訂）業務合併

根據相關過渡性條文，香港財務報告準則第3號（二零零八年經修訂）已預先應用至收購日期為二零零九年七月一日或之後之業務合併。採納香港財務報告準則第3號（二零零八年經修訂）已影響當前年度業務合併之會計處理。

採納香港財務報告準則第3號（二零零八年經修訂）之影響為：

- 容許選擇以每項交易為基準，以公平值或以非控制性權益分佔被收購實體之可識別資產淨值之公平值計量非控制性權益（前稱「少數股東」權益）；
- 改變或然代價之確認及其後之會計規定。根據該準則之過去版本，或然代價僅可於有可能支付或然代價，且其金額能被可靠地計量時於收購日期確認；其後對或然代價之調整乃作為商譽之抵銷而確認。根據經修訂準則，或然代價按收購日期之公平值計量，其後對或然代價之調整僅於有關調整乃源自有關收購日期之公平值之新資料，且該等資料乃於計量期間（最長為收購日期起計12個月）取得之情況下方作為商譽之抵銷而確認。就分類為資產或負債之或然代價作出之所有其他繼後調整將於損益賬確認；

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財務報表附註

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

2 APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued) HKFRS 3 (Revised 2008) Business Combinations (continued)

- where the business combination in effect settles a pre-existing relationship between the Group and the acquiree, to require the recognition of a settlement gain or loss; and
- to require acquisition-related costs to be accounted for separately from the business combination, generally leading to those costs being recognised as an expense in profit or loss as incurred, whereas previously they were accounted for as part of the cost of the acquisition.

HKAS 27 (Revised 2008) Consolidated and Separate Financial Statements

HKAS 27 (revised 2008) has been applied retrospectively (subject to specified transitional provisions). The revised Standard has resulted in changes in the Group’s accounting policies regarding changes in ownership interests in subsidiaries of the Group. The new accounting policies in relation to changes in ownership interests in subsidiaries have been applied prospectively to changes that take place on or after 1 July 2009 in accordance with the relevant transitional provisions.

In prior years, in the absence of specific requirements in HKFRSs, increases in interests in existing subsidiaries were treated in the same manner as the acquisition of subsidiaries, with goodwill or a bargain purchase gain being recognised where appropriate. For decreases in interests in existing subsidiaries regardless of whether the disposals would result in the Group losing control over the subsidiaries, the difference between the consideration received and the carrying amount of the share of net assets disposed of was recognised in profit or loss.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則第3號（二零零八年經修訂）業務合併（續）

- 若本集團與被收購實體之既有關係因業務合併而導致結清，則須確認該結清之損益；及
- 規定涉及收購之成本須與業務合併分開入賬，一般導致該等成本於產生時確認為損益賬之開支，於過去則入賬列作部分收購成本。

香港會計準則第27號（二零零八年經修訂）綜合及獨立財務報表

香港會計準則第27號（二零零八年經修訂）已被追溯應用（受限於指定的過渡性條文）。經修訂之準則導致有關於本集團附屬公司之擁有權權益改變之本集團會計政策出現變動。根據相關過渡性條文，有關於附屬公司之擁有權權益變動之新會計政策已預先應用至二零零九年七月一日或之後發生之變動。

於過去年度，在香港財務報告準則並無特定規定之情況下，於現有附屬公司之權益增加之處理方法與收購附屬公司之方法相同，商譽或廉價購買收益須於適當時確認。就於現有附屬公司之權益減少之情況而言，不論該等出售會否導致本集團失去附屬公司之控制權，所收取之代價與被出售之資產淨值部分之賬面值之間的差額，均於損益賬確認。

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

2 APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

HKAS 27 (Revised 2008) Consolidated and Separate Financial Statements (continued)

Under HKAS 27 (revised 2008), increases or decreases in ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are dealt with in equity and attributed to the owners of the parent, with no impact on goodwill or profit or loss. When control of a subsidiary is lost as a result of a transaction, event or other circumstance, HKAS 27 (revised 2008) requires that the Group derecognise all assets, liabilities and non-controlling interests at their carrying amounts.

Any retained interest in the former subsidiary is recognised at its fair value at the date when control is lost, with the resulting gain or loss being recognised in profit or loss.

HKAS 28 (Amendment) Investments in Associates

As a result of amendments to HKAS 28, Investments in associates, impairment losses recognised in respect of the associates and jointly-controlled entities carried under the equity method are no longer allocated to the goodwill inherent in that carrying amount. As a result, when there has been a favourable change in the estimates used to determine the recoverable amount, the impairment loss will be reversed. Previously, the Group allocated impairment losses to goodwill and, in accordance with the accounting policy for goodwill, did not consider the loss to be reversible. In accordance with the transitional provisions in the amendment, this new policy will be applied prospectively to any impairment losses that arise in the current or future periods and previous periods have not been restated.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則第27號（二零零八年經修訂）業務合併（續）

根據香港會計準則第27號（二零零八年經修訂），如於附屬公司之擁有權權益增加或減少並不導致本集團失去附屬公司之控制權，則於權益入賬為母公司擁有人之權益，對商譽或損益並無影響。如因交易、事件或其他情況而失去對附屬公司之控制權，香港會計準則第27號（二零零八年經修訂）規定本集團須按相應之賬面值終止確認所有資產、負債及非控制性權益。

於前附屬公司之任何保留權益按失去控制權當日該公司之公平值確認，因此產生之損益於損益賬中確認。

香港會計準則第28號（修訂）於聯營公司之投資

由於香港會計準則第28號於聯營公司之投資之修訂，按權益法就聯營公司及共同控制實體確認之減值虧損不再分配至該賬面值之內在商譽。因此，如釐定可收回金額所用之估計出現有利變動，減值虧損將會被撥回。過去，本集團將減值虧損分配至商譽，且根據商譽之會計政策，本集團並不認為可撥回有關虧損。根據該修訂之過渡性條文，此項新政策將預先應用至當前或未來期間產生之任何減值虧損，而過去期間之虧損則不予重列。

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財務報表附註

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

2 APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

HKFRS 7 (Amendment) – Improving disclosures about financial instruments

As a result of the adoption of the amendments to HKFRS 7, the consolidated financial statements include expanded disclosures in note 41(f) about the fair value measurement of the Group’s financial instruments, categorizing these fair value measurements into a three-level fair value hierarchy according to the extent to which they are based on observable market data. The Group has taken advantage of the transitional provisions set out in the amendments to HKFRS 7, under which comparative information for the newly required disclosures about the fair value measurements of financial instruments has not been provided.

HKFRS 8 Operating segments

HKFRS 8 requires segment disclosure to be based on the way that the Group’s chief operating decision maker regards and manages the Group, with the amounts reported for each reportable segment being the measures reported to the Group’s chief operating decision maker for the purposes of assessing segment performance and making decisions about operating matters. The presentation of segment information in prior years which was based on a disaggregation of the Group’s consolidated financial statements into segments based on related business lines is consistent with the requirements of HKFRS 8, and thus the adoption of HKFRS 8 has had no impact on the reported results or financial position of the Group.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則第7號（修訂）－改善金融工具之披露

由於採納香港財務報告準則第7號之修訂，綜合財務報表包括附註41(f)有關本集團金融工具公平值計量之額外披露，根據該等公平值計量依據可觀察市場數據之程度，將其分類為三個公平值級別。本集團已因香港財務報告準則第7號修訂所載之過渡性條文受惠，據此，並未就關於金融工具公平值計量之新披露規定而提供比較資料。

香港財務報告準則第8號經營分部

香港財務報告準則第8號規定分部披露須根據本集團主要經營決策者對待及管理本集團之方式而作出，各個可呈報分部所報告之金額應與匯報予本集團主要經營決策者用作評估分部表現及作出有關經營事宜決策之數額一致。過往年度分部資料乃根據本集團之相關業務範疇分拆綜合財務報表呈列，與香港財務報告準則第8號之規定相符。因此，採納香港財務報告準則第8號對本集團之報告業績或財務狀況並無任何影響。

Notes to the Financial Statements

財務報表附註

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

2 APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

The Group has not early applied any of the following new and revised Standards, Amendments and Interpretations which have been issued but are not yet effective for annual periods beginning on 1 July 2009:

HKFRSs (Amendments)	Improvements to HKFRSs 2009 ¹
HKFRSs (Amendments)	Improvements to HKFRSs 2010 ³
HKAS 24 (Revised)	Related Party Disclosures ⁵
HKAS 32 (Amendment)	Classification of Rights Issues ²
HKFRS 1 (Amendment)	Additional Exemptions for First-time Adopters ⁷
HKFRS 1 (Amendment)	Limited Exemption from Comparative HKFRS 7 Disclosures for First-time Adopters ⁴
HKFRS 2 (Amendment)	Group Cash-settled Share-based Payment Transactions ⁷
HKFRS 9	Financial Instruments ⁶
HK(IFRIC) – Int 14 (Amendment)	Prepayments of a Minimum Funding Requirement ⁵
HK(IFRIC) – Int 19	Extinguishing Financial Liabilities with Equity Instruments ⁴

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

本集團並無提早應用任何下列已頒佈惟於二零零九年七月一日開始之年度期間尚未生效之新準則、經修訂準則及詮釋。

香港財務報告準則（修訂）	二零零九年香港財務報告準則之改進 ¹
香港財務報告準則（修訂）	二零一零年香港財務報告準則之改進 ³
香港會計準則第24號（經修訂）	關連方披露 ⁵
香港會計準則第32號（修訂）	供股分類 ²
香港財務報告準則第1號（修訂）	首次採納者之額外豁免 ⁷
香港財務報告準則第1號（修訂）	首次採納者有關香港財務報告準則第7號比較披露資料之有限豁免 ⁴
香港財務報告準則第2號（修訂）	集團以現金結算並以股份為基礎付款之交易 ⁷
香港財務報告準則第9號	金融工具 ⁶
香港（國際財務報告詮釋委員會）— 詮釋第14號（修訂）	預付最低資金要求 ⁵
香港（國際財務報告詮釋委員會）— 詮釋第19號	以股本工具償還金融負債 ⁴

Notes to the Financial Statements

財務報表附註

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

2 APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

- ¹ Amendments that are effective for annual periods beginning on or after 1 January 2010.
- ² Effective for annual periods beginning on or after 1 February 2010.
- ³ Effective for annual periods beginning on or after 1 July 2010 and 1 January 2011, as appropriate.
- ⁴ Effective for annual periods beginning on or after 1 July 2010.
- ⁵ Effective for annual periods beginning on or after 1 January 2011.
- ⁶ Effective for annual periods beginning on or after 1 January 2013.

HKFRS 9 Financial Instruments introduces new requirements for the classification and measurement of financial assets and will be effective from 1 January 2013, with earlier application permitted. The Standard requires all recognised financial assets that are within the scope of HKAS 39 Financial Instruments: Recognition and Measurement to be measured at either amortised cost or fair value. Specifically, debt investments that (i) are held within a business model whose objective is to collect the contractual cash flows and (ii) have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost. All other debt investments and equity investments are measured at fair value. In addition, under HKFRS 9, changes in fair value of equity investments are generally recognised in other comprehensive income, with only dividend income recognised in profit or loss. The application of HKFRS 9 might affect the classification and measurement of the Group's financial assets.

The directors of the Company anticipate that the application of the other new and revised Standards, Amendments or Interpretations will have no material impact on the consolidated financial statements.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

- ¹ 於二零一零年一月一日或其後開始之年度期間生效之修訂。
- ² 於二零一零年二月一日或其後開始之年度期間生效。
- ³ 於二零一零年七月一日或二零一一年一月一日（視乎情況而定）或其後開始之年度期間生效。
- ⁴ 於二零一零年七月一日或其後開始之年度期間生效。
- ⁵ 於二零一一年一月一日或其後開始之年度期間生效。
- ⁶ 於二零一三年一月一日或其後開始之年度期間生效。

香港財務報告準則第9號「金融工具」引進有關金融資產分類和計量之新規定，並由二零一三年一月一日起生效（可提前應用）。該準則規定，屬香港會計準則第39號「金融工具：確認和計量」範圍以內之所有確認之金融資產均須按攤銷成本或公平值計量。特別是：(i)目的為集合合約現金流量之業務模式內所持有；及(ii)合約現金流量僅為本金及尚未償還本金之利息付款之債項投資，一般按攤銷成本計量。所有其他債項投資及權益性投資均按公平值計量。此外，根據香港財務報告準則第9號，權益性投資之公平值變動一般於其他全面收入中確認，惟股息收入則於損益賬確認。應用香港財務報告準則第9號可能影響到本集團金融資產之分類和計量。

本公司董事預期，應用其他新訂及經修訂準則、修訂或詮釋將不會對綜合財務報表產生重大影響。

Notes to the Financial Statements

財務報表附註

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

3 STATEMENT OF COMPLIANCE

The consolidated financial statements have been prepared in accordance with all applicable HKFRSs, which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and interpretations issued by the HKICPA, accounting principles generally accepted in Hong Kong and the applicable disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange of Hong Kong Limited. A summary of the significant accounting policies adopted by the Group is set out in note 4.

The HKICPA has issued certain amendments and interpretations which are or have become effective. It has also issued certain new and revised HKFRSs which are first effective or available for early adoption for the current accounting period of the Group and the Company. Note 2 provides information on initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these financial statements.

4 SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of preparation of the financial statements

The Group incurred loss for the year ended 30 June 2010 of approximately HK\$227,392,000. This condition indicates the existence of a material uncertainty which may cast significant doubt about the Group’s ability to continue as a going concern.

The directors of the Company have been taking active steps to improve the liquidity position of the Group. These steps included (1) undertaking fund raising transactions during the financial year ended 30 June 2010 and subsequently to cover the Group’s operating costs and to meet its financing commitments; (2) evaluating new business opportunities and (3) implementing stringent cost control measures to strengthen its cash flow position.

3 合規聲明

綜合財務報表已根據香港財務報告準則（包括香港會計師公會頒佈之所有適用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）、香港普遍採納之會計原則及香港公司條例之適用披露規定編製。此等財務報表亦遵守香港聯合交易所有限公司創業板證券上市規則之適用披露規定。本集團採用之主要會計政策概要載於附註4。

香港會計師公會已頒佈若干現正或經已生效之修訂及詮釋，並已頒佈若干首次生效或可於本集團及本公司當前會計期間提早採納之新訂及經修訂香港財務報告準則。附註2提供有關首次應用與本集團當前或過去會計期間有關，並反映於該等財務報表之發展之資料。

4 主要會計政策

(a) 財務報表之編製基準

本集團於截至二零一零年六月三十日止年度錄得約227,392,000港元虧損。此情況顯示出現一個重大的不明朗因素，將對本集團繼續持續經營的能力存有重大疑問。

本公司之董事已採取積極措施改善本集團之流動資金狀況。該等措施包括：(1)於截至二零一零年六月三十日止財政年度進行集資交易，隨後用作支付本集團之經營成本及履行其融資承諾；(2)評估新業務機會；及(3)實施嚴謹之成本監控措施以加強現金流量狀況。

Notes to the Financial Statements

財務報表附註

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

4 SIGNIFICANT ACCOUNTING POLICIES (continued)

(a) Basis of preparation of the financial statements (continued)

In light of the measures described above, the directors are confident that the Group will have sufficient working capital to meet its financial obligation as and when they fall due. Accordingly, the directors are of the opinion that it is appropriate to prepare these consolidated financial statements on a going concern basis. These consolidated financial statements do not include any adjustments relating to the carrying amount and reclassification of assets and liabilities that might be necessary should the Group be unable to continue as a going concern.

The consolidated financial statements have been prepared under the historical cost convention, except for certain financial instruments which are measured at fair values.

(b) Basis of consolidation of the financial statements

The consolidated financial statements comprise the Company and its subsidiaries (together referred to as the "Group") and the Group's interest in associates and jointly controlled entities.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated income statement from the effective date of acquisition or up to the effective date of disposal, as appropriate.

(c) Subsidiaries and non-controlling interests

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.

4 主要會計政策 (續)

(a) 財務報表之編製基準 (續)

由於以上所述之舉措，各董事均有信心本集團將會有足夠之營運資金以應付其到期的財務負擔。因此，各董事認為以持續經營作為編製綜合財務報表之基礎是合適的。此等綜合財務報表並不包括任何因本集團可能未能繼續持續經營而須為賬面值及資產與負債重整所作之調整。

綜合財務報表乃根據歷史成本法編製，惟若干按公平值計量之金融工具除外。

(b) 財務報表綜合賬目基準

綜合財務報表包括本公司及其附屬公司（以下統稱「本集團」），以及本集團應佔其聯營公司及共同控制實體之權益。

年內購入或出售附屬公司之業績，自收購生效日期起或直至出售生效日期止（視適用情況而定）計入綜合損益表。

(c) 附屬公司及非控制性權益

附屬公司乃指由本集團控制之實體。當本集團有權監管某實體之財務及營運政策，藉此從其業務中取得利益，即存在控制權。在評估控制權時，現時可行使之潛在表決權會考慮在內。

Notes to the Financial Statements

財務報表附註

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

4 SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Subsidiaries and non-controlling interests

(continued)

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances and transactions and any unrealised profits arising from intra-group transactions are eliminated in 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.

Non-controlling 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. Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the owners of the company. Non-controlling interests in the results of the Group are presented on the face of the consolidated income statement and the consolidated statement of comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the owners of the company even if this results in the non-controlling interests having a deficit balance.

Loans from holders of non-controlling interests and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statement of financial position in accordance with notes 4(q), (s) or (t) depending on the nature of the liability.

4 主要會計政策 (續)

(c) 附屬公司及非控制性權益 (續)

於一間附屬公司之投資自控制權開始當日起至控制權終止當日止於綜合財務報表中綜合計算。集團內部結餘和交易，以及集團內部交易所產生之任何未變現溢利，均在編製綜合財務報表時全數抵銷。集團內部交易所引致之未變現虧損之抵銷方法與未變現溢利相同，惟抵銷額僅限於並無證據顯示已出現減值之部分。

非控制性權益為並非由本公司擁有（不論直接或間接透過附屬公司）之權益應佔附屬公司之資產淨值部分，本集團並無就此與該等權益持有人協定任何額外條款，以致本集團整體須就符合金融負債定義之權益承擔合約責任。非控制性權益與本公司股東應佔權益分開呈列，列入綜合財務狀況表之股權內。於本集團業績內之非控制性權益，在綜合損益表及綜合全面損益表以年內分配予非控制性權益與本公司股東之溢利或虧損總額及總全面收入方式呈列（即使此舉將導致非控制性權益結餘出現虧絀）。

非控制性權益持有人發放之貸款及對該等持有人負擔之其他合約責任根據附註4(q)、(s)或(t)（視乎負債性質而定）呈列為財務負債。

Notes to the Financial Statements

財務報表附註

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

4 SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Subsidiaries and non-controlling interests

(continued)

In the Company's statement of financial position, investments in subsidiaries and amounts due from subsidiaries are stated at cost less impairment losses (see note 4(k)). The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

(d) Associates and jointly controlled entities

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

A jointly controlled entity is an entity which operates under a contractual arrangement between the Group or Company and other parties, where the contractual arrangement establishes that the Group or Company and one or more of the other parties share joint control over the economic activity of the entity.

An investment in an associate or a jointly controlled entity is accounted for in the consolidated financial statements under the equity method, unless it is classified as held for sale (or included in a disposal Group that is classified as held for sale). Under the equity method, the investment is initially recorded at cost and adjusted thereafter for the post acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment (see notes 4(e) and (k)). The Group's share of the post-acquisition, post-tax results of the investees and any impairment losses for the year are recognised in the consolidated income statement, whereas the Group's share of the post-acquisition post-tax items of the investees' other comprehensive income is recognised in the consolidated statement of comprehensive income.

4 主要會計政策 (續)

(c) 附屬公司及非控制性權益 (續)

於本公司之財務狀況表內，於附屬公司之投資及應收附屬公司之款項乃按成本扣除減值虧損後列賬（見附註4(k)）。本公司按已收取及應收取股息之基準就附屬公司之業績入賬。

(d) 聯營公司及共同控制實體

聯營公司是指本集團或本公司可以對其發揮重大影響力但並非控制或聯合控制其管理之實體，包括參與財務及經營決策。

共同控制實體指根據本集團或本公司與其他方訂定之合約安排經營之實體，而合約安排規定本集團或本公司及一個或以上之其他方共同控制實體之經濟活動。

聯營公司或共同控制實體之投資乃根據權益法在綜合財務報表中作會計處理，除非該投資被分類為持作出售（或計入被分類為持作出售之出售組合）。根據權益法，該投資初步按成本入賬，其後按照收購後本集團佔有投資對象資產淨值之份額變動及與投資有關之減值虧損（見附註4(e)及(k)）作出調整。本集團收購後所佔份額、投資對象之除稅後業績及年內任何減值虧損均於綜合損益表確認，而本集團於投資對象其他全面損益內之收購後除稅後項目應佔份額則於綜合全面損益表確認。

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財務報表附註

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

4 SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) Associates and jointly controlled entities (continued)

Any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities of the associate recognised at the date of acquisition is recognised as goodwill. The goodwill is included within the carrying amount of the investment and is assessed for impairment as part of the investment.

When the Group's share of losses exceeds its interest in the associate or the jointly controlled entity, the Group's interest is reduced to nil and recognition of further losses is discontinued except that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or the jointly controlled entity. For this purpose, the Group's interest in the associate or the jointly controlled entity is the carrying amount of the investment under the equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the associate or the jointly controlled entity.

Unrealised profits and losses resulting from transactions between the Group and its associates and jointly controlled entities are eliminated to the extent of the Group's interest in the associate or jointly controlled entity, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

In the Company's statement of financial position, its investments in associates and jointly controlled entities are stated at cost less impairment losses (see note 4(k)). The results of the associates and jointly controlled entities are accounted by the Company on the basis of dividends received and receivable.

4 主要會計政策 (續)

(d) 聯營公司及共同控制實體 (續)

任何因收購成本超越本集團所佔有關聯營公司可識別資產、負債及或然負債金額應確認為商譽。商譽則包括在投資賬面值並將其評估作為投資部分之減值。

倘本集團應佔之虧損超過其於聯營公司或共同控制實體之權益，本集團之權益會撇減至零及不再確認進一步虧損，而除非本集團涉及法律或推定責任或已代表該聯營公司或共同控制實體作出付款。就此而言，本集團於聯營公司或共同控制實體之權益為根據權益法計算投資之賬面值連同本集團構成於該聯營公司或共同控制實體之本集團淨投資之長期權益部分。

本集團與聯營公司及共同控制實體之間交易產生之未變現損益，均按本集團於聯營公司或共同控制實體所佔權益比率抵銷；但假如未變現虧損有證據顯示已轉讓資產出現減值，則這些未變現虧損會即時在損益表內確認。

於本公司之財務狀況表內，其於聯營公司及共同控制實體之權益均按成本扣除減值虧損（見附註4(k)）後列賬。本公司按已收及應收股息之基準就聯營公司及共同控制實體之業績入賬。

Notes to the Financial Statements

財務報表附註

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

4 SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) Business Combination

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are recognised in profit or loss as incurred.

At the acquisition date, the acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under HKFRS 3 (2008) are recognised at their fair values, except that:

- deferred tax assets or liabilities and liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 *Income Taxes* and HKAS 19 *Employee Benefits* respectively;
- liabilities or equity instruments related to the replacement by the Group of an acquiree's share based payment awards are measured in accordance with HKFRS 2 *Share-based Payment*; and
- assets (or disposal Groups) that are classified as held for sale in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* are measured in accordance with that Standard.

4 主要會計政策 (續)

(e) 業務合併

業務收購乃採用收購法入賬。於業務合併轉撥之代價按公平值計量，該代價按本集團為換取被收購實體之控制權而轉撥之資產、本集團為被收購實體承擔之負債及本集團發行之股本權益於收購日期之公平值總和。與收購事項有關之成本於產生時在損益賬中確認。

於收購日期，符合香港財務報告準則第3號（二零零八年）之確認條件之被收購實體可識別資產、負債及或然負債按其公平值確認，惟下列項目除外：

- 遞延稅項資產或負債及與僱員福利安排有關之負債或資產分別根據香港會計準則第12號所得稅及香港會計準則第19號僱員福利確認及計量；
- 與本集團重置被收購實體以股份為基礎付款之報酬有關之負債或股本工具根據香港財務報告準則第2號以股份為基礎之付款計量；及
- 根據香港財務報告準則第5號持作出售之非流動資產及已終止經營業務劃分為持作出售之資產（或出售組合）根據該準則計量。

Notes to the Financial Statements

財務報表附註

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

4 SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) Business Combination (continued)

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after assessment, the Group's interest in the fair value of the acquiree's identifiable net assets exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests may be initially measured either at fair value or at the non-controlling interests' proportionate share of the fair value of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis.

Where the consideration the Group transfers in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and considered as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with the corresponding adjustments being made against goodwill or gain on bargain purchase. Measurement period adjustments are adjustments that arise from additional information obtained during the measurement period about facts and circumstances that existed as of the acquisition date. Measurement period does not exceed one year from the acquisition date.

4 主要會計政策 (續)

(e) 業務合併 (續)

商譽確認為所轉撥之代價、於被收購實體之任何非控制性權益及收購方之前持有被收購實體股本權益(如有)之公平值之總和超出所收購之可識別資產及承擔之負債於收購日期之淨額之部分。倘於進行評估後,本集團於被收購實體之可識別資產淨值之公平值權益超出所轉撥之代價、於被收購實體之任何非控制性權益之金額及收購方先前持有被收購實體權益(如有)之公平值總和,超出部分即時於損益賬中確認為廉價購買收益。

非控制性權益可能初步按公平值或非控制性權益於應佔被收購實體可識別資產淨值之公平值比例計量。計量基準之選擇乃按照個別交易基準而作出。

倘本集團於業務合併中轉撥之代價包括或然代價安排產生之資產或負債,該或然代價按其收購日期公平值計量,並視為於業務合併中所轉撥之部分代價。或然代價之公平值變動(合資格作為計量期間調整)會進行追溯調整,並對商譽或廉價購買收益作出相應調整。計量期間調整為於計量期間獲得之額外資料(與收購日期存在之事實及情況有關)所導致的調整。計量期間不會超過收購日期起計之一年。

Notes to the Financial Statements

財務報表附註

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

4 SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) Business Combination (continued)

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at subsequent reporting dates in accordance with HKAS 39 *Financial Instruments Recognition and Measurement*, or HKAS 37 *Provisions, Contingent Liabilities and Contingent Assets*, as appropriate, with the corresponding gain or loss being recognised in profit or loss.

Where a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control) and the resulting gain or loss, if any, is recognised in profit or loss.

Changes in the value of the previously held equity interest recognised in other comprehensive income and accumulated in equity before the acquisition date are reclassified to profit or loss when the Group obtains control over the acquiree.

(f) Other investments in debt and equity securities

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

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

4 主要會計政策 (續)

(e) 業務合併 (續)

或然代價(不合資格作為計量期間調整)公平值變動之其後會計處理取決於或然代價之分類而定。分類為權益之或然代價並無於其後之報告日期重新計量,而其隨後結算於權益內入賬。分類為資產或負債之或然代價根據香港會計準則第39號*金融工具:確認和計量*或香港會計準則第37號*撥備、或然負債及或然資產*(視乎情況而定)於其後之報告日期重新計量,而相應之損益則於損益賬中確認。

倘業務合併分階段完成,本集團先於被收購實體持有之股本權益將重新計量至收購日期(即本集團獲得控制權當日)之公平值,所產生之損益(如有)則於損益賬確認。

先前持有之股本權益之價值變動於其他全面收入確認及於收購日期之前於權益累計,而該價值變動將於本集團獲得被收購實體之控制權時於損益中重新分類。

(f) 於債務及股本證券之其他投資

本集團及本公司就債務及股本證券投資之政策(不包括於附屬公司、聯營公司及共同控制實體之投資)如下:

於債務及股本證券內之投資初步按成本列賬,該成本為交易價格,除非可使用估值法(其變數僅包括自可觀察之市場取得之數據)可靠估計公平值。除以下另有所指,成本包括可歸屬交易成本。此等投資乃依賴彼等之分類以後以下述方法入賬:

Notes to the Financial Statements

財務報表附註

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

4 SIGNIFICANT ACCOUNTING POLICIES (continued)

(f) Other investments in debt and equity securities (continued)

Investments in securities held for trading are classified as current assets. Any attributable transaction costs are recognised in profit or loss as incurred. At the end of each reporting period the fair value is remeasured, with any resultant gain or loss being recognised in profit or loss. The net gain or loss recognised in profit or loss does not include any dividends or interest earned on these investments.

Dated debt securities that the Group and/or the Company have the positive ability and intention to hold to maturity are classified as held-to-maturity securities. Held-to-maturity securities are stated in the consolidated statement of financial position at amortised cost less impairment losses (see note 4(k)).

Investments in equity securities that do not have a quoted market price in an active market and whose fair value cannot be reliably measured are recognised in the statement of financial position at cost less impairment losses (see note 4(k)).

Investments in securities which do not fall into any of the above categories are classified as available-for-sale securities. At the end of each reporting period the fair value is remeasured, with any resultant gain or loss being recognised directly in equity, except foreign exchange gains and losses resulting from changes in the amortised cost of monetary items such as debt securities which are recognised directly in profit or loss. Dividend income from these investment is recognised in profit or loss in accordance with the policy set out in note 4u(v) and, where these investments are interest-bearing, interest calculated using the effective interest method is recognised in profit or loss in accordance with the policy set out in note 4u(iv). When these investments are derecognised or impaired (see note 4(k)), the cumulative gain or loss previously recognised directly in equity is recognised in profit or loss.

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

4 主要會計政策 (續)

(f) 於債券及股本證券之其他投資 (續)

於持作交易用途之證券的投資歸類為流動資產。任何應佔交易成本於產生時於損益表確認。公平值於各報告期末重新計量，任何產生之盈虧於損益表確認。於損益表確認之盈虧淨額不包括從投資獲得之任何利息或股息。

本集團及／或本公司有正面能力及有意持有至到期之有期債務證券分類為持有至到期證券。持有至到期證券於財務狀況表中以攤銷後成本減去減值虧損認列(見附註4(k))。

於該等並無於活躍市場擁有掛牌市場價格之股本證券而其公平值又不能可靠地計量之投資，於財務狀況表中以成本減去減值虧損確認(見附註4(k))。

不屬於以上之任何分類之證券投資歸類為可供出售證券。於各報告期末公平值會重新計量，所得之盈餘或虧損於股本中直接確認，惟由於攤銷後貨幣項目成本改變(如債務證券)所得之外匯盈餘或虧損於損益賬中直接確認。來自此等投資之股息收入根據附註4u(v)於損益賬中確認，同時當此等投資為帶息時便應根據附註4u(iv)以實際利息法計算有關利息並於損益賬中確認。當此等投資被撤銷確認或減值(見附註4(k))時，以前於股本中直接確認之累積盈虧於損益賬中確認。

於本集團承擔購買／出售投資時或當其到期時，投資便應予確認／撤銷確認。

Notes to the Financial Statements

財務報表附註

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

4 SIGNIFICANT ACCOUNTING POLICIES (continued)

(g) Property, plant and equipment

(i) Valuation

Property, plant and equipment are stated in the statement of financial position at cost less accumulated depreciation and impairment losses (see note 4(k)).

Subsequent expenditure relating to a property, plant and equipment that has already been recognised is added to the carrying amount of the asset when it is probable that future economic benefits, in excess of the originally assessed standard of performance of the existing asset, will flow to the Group. All other subsequent expenditure is recognised as an expense in the period in which it is incurred.

(ii) Depreciation

Buildings held for own use which are situated on leasehold land are depreciated over the shorter of the unexpired term of lease and their estimated useful lives.

Depreciation is calculated to write off the cost of other property, plant and equipment over their estimated useful lives on a straight-line basis as follows:

Leasehold improvements	5 years
Furniture and fixtures	5 years
Equipment	5 years
Motor vehicle	4 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, annually.

4 主要會計政策 (續)

(g) 物業、廠房及設備

(i) 估值

物業、廠房及設備乃按成本減累計折舊及減值虧損(見附註4(k))後列入財務狀況表。

有關已確認物業、廠房及設備之日後支出，將在可能流向本集團之未來經濟效益超出現有資產原先評估之表現水平時，加入該項資產之賬面值。所有其他日後出現之開支均於出現支出之期間確認為支出。

(ii) 折舊

位於租賃土地持作自用之樓宇按未屆滿租期及其估計可使用年期之較短者計提折舊。

其他物業、廠房及設備之折舊乃按以下估計可使用年期以直線基準撇銷成本計算：

租賃物業裝修	5年
傢俬及裝置	5年
設備	5年
汽車	4年

本公司每年對資產之剩餘價值及可使用年期進行檢討，並作出調整(如合適)。

Notes to the Financial Statements

財務報表附註

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

4 SIGNIFICANT ACCOUNTING POLICIES (continued)

(g) Property, plant and equipment (continued)

(iii) Disposals

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

(iv) Construction in progress

Construction in progress represents buildings and structures under construction, which is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment or investment properties when completed and ready for use.

(h) Mining rights

Mining rights acquired separately are initially measured at cost. Mining rights are reclassified from exploration and evaluation assets at the carrying amount when the technical feasibility and commercial viability of extracting mineral resources are demonstrable.

Mining rights with definite useful lives are carried at cost less accumulated amortisation and any accumulated impairment loss (see note 4(k)). Amortisation is provided using the unit of production method based on the actual production volume over the estimated total proved and probable reserves of the ore mines.

4 主要會計政策 (續)

(g) 物業、廠房及設備 (續)

(iii) 出售

報廢或出售物業、廠房及設備產生之損益，以估計出售所得款項淨額與該資產賬面值兩者間之差額釐定，並於報廢或出售資產當日在損益賬中確認。

(iv) 在建工程

在建工程指在建樓宇及構築物，按成本減任何減值虧損列賬，且不會計算折舊。成本包括建築期間之直接建築成本。在建工程在竣工及可供使用時重新分類為物業、廠房及設備或投資物業內之適當類別。

(h) 採礦權

個別取得之採礦權於初始按成本計量。採礦權於證實開採礦物資源之技術及商業可行性後從勘探及評估資產重新分類，並以賬面值列賬。

具備確切之可使用年期之採礦權以成本減累計攤銷及任何累計減值虧損列賬(見附註4(k))。採礦權乃按礦山之估計總探明及潛在儲量根據實際產量使用生產單位法進行攤銷。

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財務報表附註

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

4 SIGNIFICANT ACCOUNTING POLICIES (continued)

(i) Intangible assets (other than goodwill)

Computer software, patents and trade marks

Intangible assets that are acquired by the Group and with finite useful lives are stated in the statement of financial position at cost less accumulated amortisation and impairment losses (see note 4(k)).

Subsequent expenditure on an intangible asset after its purchase or its completion is recognised as an expense when it is incurred unless it is probable that this expenditure will enable the asset to generate future economic benefits in excess of its originally assessed standard of performance and this expenditure can be measured and attributed to the asset reliably. If these conditions are met, the subsequent expenditure is added to the cost of the intangible asset.

Amortisation of intangible assets with finite useful lives is charged to profit or loss on a straight-line basis over the assets' estimated useful lives as follows:

Patents and trademarks	15 years
Computer software	5 years

Gains or losses arising from de-recognition of an intangible asset are measured at the difference between the net disposal proceeds and the carrying amount of an asset and are recognised in profit or loss when the asset is de-recognised.

(j) Leased assets

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

4 主要會計政策 (續)

(i) 無形資產 (商譽除外)

電腦軟件之專利及商標

本集團所購入之有限年期無形資產乃按成本減累計攤銷及減值虧損(見附註4(k))後列入財務狀況表。

購買或完成無形資產後產生之日後支出，於出現時確認為支出，除非此項支出可能將致使資產產生超出其原先評估表現水平之未來經濟利益，且此項支出能可靠地計算及計入資產，則作別論。倘能符合該等條件，日後開支會計入無形資產之成本。

有限可使用年期之無形資產攤銷以直線基準按資產的估計可使用年期扣自損益賬：

專利及商標	15年
電腦軟件	5年

解除確認無形資產所產生損益，按出售所得款項淨額與該資產賬面值間差額計算，於資產解除確認時於損益賬確認。

(j) 租賃資產

如果集團確定一項安排(包括一項交易或一系列交易)在一段議定期間內涉及一項或一些特定資產的使用權，以換取一筆或多筆付款，則這項安排便視為租賃或包含租賃。確定時是以對有關安排的實質內容所作評估為準，而且不管這項安排是否屬租賃的法律形式。

Notes to the Financial Statements

財務報表附註

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

4 SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Leased assets (continued)

Assets acquired under finance leases

Where the Group acquires the use of assets under finance leases, the amounts representing the fair value of the leased asset, or, if lower, the present value of the minimum lease payments, of such assets are included in fixed assets and the corresponding liabilities, net of finance charges, are recorded as obligations under finance leases. Depreciation is provided at rates which write off the cost or valuation of the assets over the term of the relevant lease or, where it is likely the Group will obtain ownership of the asset, the life of the asset, as set out in note 4(g). Finance charges implicit in the lease payments are charged to profit or loss over the period of the leases so as to produce an approximately constant periodic rate of charge on the remaining balance of the obligations for each accounting period.

Operating lease charges

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

The cost of acquiring land held under an operating lease is amortised on a straight-line basis over the period of the lease term except where the property is classified as an investment property.

4 主要會計政策 (續)

(j) 租賃資產 (續)

以融資租賃購置的資產

如集團是以融資租賃獲得資產的使用權，便會將相當於租賃資產公平值或最低租金現值（按租賃內含利率計算）兩者中較低的數額記入固定資產，而扣除財務開支後的相應負債則列為融資租賃債務。折舊乃按照附註4(g)資產之相關租賃期，或視乎集團是否將會擁有該資產之擁有權，按特定折舊率攤銷全部賬面之成本或估值。租賃款項的內含財務開支於租賃期內記入損益表，至使按每一個會計期間的債務餘額計出的定期息率大致相若。

經營租賃費用

倘本集團透過經營租賃使用資產，則根據租賃作出之付款會在租賃期所涵蓋會計期間內，以等額分期在損益表扣除，但如有其他基準能更清楚地反映租賃資產所產生的利益模式則除外。所涉及之租賃激勵措施均在損益表中確認為租賃淨付款總額的組成部分。或然租金於產生之會計期內以支出撇銷。

購入根據經營租賃持有之土地之成本乃按租期以直線法攤銷，惟分類為投資物業之物業則除外。

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財務報表附註

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

4 SIGNIFICANT ACCOUNTING POLICIES (continued)

(k) Impairment of assets

(i) *Impairment of investments in debt and equity securities and other receivables*

Investments in debt and equity securities (other than investments in subsidiaries, associates and jointly controlled entities) and other current and non-current receivables that are stated at cost or amortised cost or are classified as available-for-sale securities are reviewed at the end of each reporting period to determine whether there is objective evidence of impairment. Objective evidence of impairment includes observable data that comes to the attention of the Group about one or more of the following loss events:

- significant financial difficulty of the debtor;
- 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;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; and
- a significant or prolonged decline in the fair value of an investment in an equity instrument below its cost.

4 主要會計政策 (續)

(k) 資產減值

(i) *債務及股本證券投資及其他應收款項減值*

債務及股本證券投資 (投資於附屬公司、聯營公司及共同控制實體除外)，當期及非當期應收款項是以成本或已攤銷成本列賬或歸類為可供出售證券，並於各報告期末檢討，以釐定有否客觀證據可以證明需要減值。減值之客觀證據包括集團注意到以下一項或多項虧損事項之顯著數據：

- 債務人有重大財務困難；
- 違反合約，如拖欠償還利息或本金；
- 債務人可能破產或進行其他財務重組；
- 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；及
- 股本工具投資之公平值大幅或長期下跌至低於其成本值。

Notes to the Financial Statements

財務報表附註

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

4 SIGNIFICANT ACCOUNTING POLICIES (continued)

(k) Impairment of assets (continued)

(i) Impairment of investments in debt and equity securities and other receivables (continued)

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

- For unlisted equity securities carried at cost, impairment loss is measured as the difference between the carrying amount of the financial asset and the estimated future cash flows, discounted at the current market rate of return for a similar financial asset where the effect of discounting is material. Impairment losses for equity securities are not reversed.
- For trade and other current 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 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. This assessment is made collectively where financial assets carried at amortised cost share similar risk characteristics, such as similar past due status, and have not been individually assessed as impaired. Future cash flows for financial assets which are assessed for impairment collectively are based on historical loss experience for assets with credit risk characteristics similar to the collective Group.

4 主要會計政策 (續)

(k) 資產減值 (續)

(i) 債務及股本證券投資及其他應收款項減值 (續)

如任何此等證據存在，任何減值虧損根據下列方法釐定及確認：

- 就按成本入賬的非上市股本證券而言，如果折算現值後的影響重大，減值虧損將按金融資產的賬面值及估計未來現金流量按相同金融資產的現時市場回報率折算後，以二者之差額計算。股本證券的減值損失並不會被撥回。
- 交易及其他應收款項及其他金融資產的減值虧損按金融資產的賬面值及估計未來現金流量按相同金融資產的現時市場回報率折算為現值，如折算後的影響重大，以二者之差額計算（即該資產在初始確認以有效利率計算）。所有按攤銷成本列賬之金融資產若擁有類似風險性質（如相近的過期未付情況）和沒有被獨立評估減值，均按整體評估。而該等被評估減值之金融資產的未來現金流量乃根據該等信貸風險性質相似的資產的過往虧損經驗。

Notes to the Financial Statements

財務報表附註

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

4 SIGNIFICANT ACCOUNTING POLICIES (continued)

(k) Impairment of assets (continued)

(i) Impairment of investments in debt and equity securities and other receivables (continued)

— (continued)

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.

- For available-for-sale securities which are stated at fair value, when a decline in the fair value has been recognised directly in equity and there is objective evidence that the asset is impaired, the cumulative loss that had been recognised directly in equity shall be removed from equity and recognised in profit or loss even though the financial asset has not been derecognised. The amount of the cumulative loss that is recognised in profit or loss is the difference between the acquisition cost (net of any principal repayment and amortisation) and current fair value, less any impairment loss on that asset previously recognised in profit or loss.

Impairment losses recognised in profit or loss in respect of available-for-sale equity securities are not reversed through profit or loss. Any subsequent increase in the fair value of such assets is recognised directly in equity.

Impairment losses in respect of available-for-sale debt securities are reversed if the subsequent increase in fair value can be objectively related to an event occurring after the impairment loss was recognised. Reversals of impairment losses in such circumstances are recognised in profit or loss.

4 主要會計政策 (續)

(k) 資產減值 (續)

(i) 債務及股本證券投資及其他應收款項減值 (續)

— (續)

若在較後期間，減值虧損的金額減少而該減少是可客觀地與撇銷後發生的事件有關連，減值虧損沖回損益賬內。減值虧損沖回損益表的金額不能超過假設該資產於往年從來未有確認減值損失的賬面值。

- 就以公平值列賬之可供出售證券而言，當公平值減少已直接確認在股東權益內，及客觀證據顯示資產已減值，已直接於股東權益確認之累計虧損須在股東權益中被剔除，並於損益賬內確認，儘管金融資產並未取消確認。須於損益賬內確認累積虧損之金額，是購入價（減去任何本金償還及攤銷）與現時公平值二者之差額，再減去往年已於損益表內確認的減值虧損。

有關已確認可供出售股份證券的減值虧損是不能沖回損益賬的。其後該資產之公平值增加須直接在股東權益內確認。

就可供出售債務證券而言，如其後該資產之公平值增加，而該增加是可客觀地與確認減值虧損後發生的事件有關連，減值虧損可沖回。在此情況下，沖回減值虧損於損益賬內確認。

Notes to the Financial Statements

財務報表附註

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

4 SIGNIFICANT ACCOUNTING POLICIES (continued)

(k) Impairment of assets (continued)

(i) *Impairment of investments in debt and equity securities and other receivables (continued)*

— (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 profit or loss.

(ii) *Impairment of other assets*

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following items may be impaired or an impairment loss previously recognised no longer exists or may have been decreased:

- interest in subsidiaries, associates and jointly controlled entities;
- property, plant and equipment;
- prepaid lease payments;
- intangible assets; and
- goodwill.

4 主要會計政策 (續)

(k) 資產減值 (續)

(i) *債務及股本證券投資及其他應收款項減值 (續)*

— (續)

減值虧損會直接沖銷相應的資產，但貿易及其他應收款項下的應收賬款所確認的減值虧損（其可收回性被視存疑，但不是可能性極低）則除外。在這種情況下，呆賬的減值損失會採用準備賬來記錄。當集團認為收回的可能性極低時，被視為不可收回的數額便會直接沖銷應收賬款，與該債務有關而在準備賬內持有的任何數額也會轉回。其後收回早前計入準備賬的數額會在準備賬轉回。準備賬的其他變動和其後收回早前直接沖銷的數額均在損益賬內確認。

(ii) *其他資產減值*

在各報告期末均檢視內部和外來的信息，從而確定出下列資產有否出現減值跡象，或是以往確認的減值虧損不復存在或已經減少：

- 於附屬公司、聯營公司及共同控制實體之權益；
- 物業、廠房及設備；
- 預付租賃款項；
- 無形資產及
- 商譽。

Notes to the Financial Statements

財務報表附註

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

4 SIGNIFICANT ACCOUNTING POLICIES (continued)

(k) Impairment of assets (continued)

(ii) Impairment of other assets (continued)

If any such indication exists, the asset's recoverable amount is estimated. An impairment loss is recognised in the profit or loss whenever the carrying amount of an asset exceeds its recoverable amount.

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

4 主要會計政策 (續)

(k) 資產減值 (續)

(ii) 其他資產減值 (續)

倘若出現上述跡象，便會估計該資產之可收回金額。倘資產之賬面值超出其可收回金額時，減值虧損確認於損益賬。

- (i) 計算可收回金額
資產之可收回金額為其公平值減銷售成本及其使用價值（以較高者為準）。在評估使用價值時，估計未來現金流量乃採用足以反映有關資產獨有之貨幣時間價值及風險之現行市場評估之稅前折讓率折讓至其現值。倘資產產生之現金流入基本上不獨立於其他資產產生之現金流入，則以能獨立產生現金流入之最小資產類別（即現金產生單位）釐定可收回數額。
- (ii) 確認減值虧損
倘資產或其所屬現金產生單位之賬面值超過其可收回金額，則於損益表確認減值虧損。就現金產生單位確認之減值虧損首先劃分至按比例減少該單位（或一組單位）資產之賬面值，其後按比例基準減少該單位（或一組單位）內其他資產之賬面值，惟資產之賬面值不會減少至低於其個別公平值減出售成本或使用價值（倘能釐定）。

Notes to the Financial Statements

財務報表附註

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

4 SIGNIFICANT ACCOUNTING POLICIES (continued)

(k) Impairment of assets (continued)

(ii) Impairment of other assets (continued)

(iii) 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.

(l) Inventories

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

Cost is calculated using the first-in, first-out method 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.

4 主要會計政策 (續)

(k) 資產減值 (續)

(ii) 其他資產減值 (續)

(iii) 減值虧損撥回

就商譽以外之資產而言，倘用於釐定可收回金額之估計數據出現變動，減值虧損須予以撥回。商譽減值虧損概不撥回。

所撥回之減值虧損僅以資產在以往年度並無確認減值虧損之情況下釐定之賬面值為限。撥回之減值虧損乃於確認撥回之年度計入損益賬。

(l) 存貨

存貨按成本及可變現淨值兩者中之較低者入賬。

成本值按先入先出法計算，包括一切購買成本、改裝成本及將存貨運送至現有地點及狀況所需其他成本。

可變現淨值指日常業務過程中之估計售價減預期完成所需成本及預期達致出售所需之成本。

當售出存貨時，該等存貨之賬面值於確認相關收益之期間確認為開支。將存貨撇減至可變現淨值之數額及存貨所有虧損均於撇減或出現虧損之期間確認為開支。撥回存貨撇減之數額，確認為於撥回期間列作開支之存貨扣減。

Notes to the Financial Statements

財務報表附註

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

4 SIGNIFICANT ACCOUNTING POLICIES (continued)

(m) Trade and other receivables

Trade and other receivables are initially recognised at fair value and thereafter stated at amortised cost less allowance for impairment of doubtful debt except where the receivables are interest-free loans made to related parties without any fixed repayment terms or the effect of discounting would be immaterial. In such cases, the receivables are stated at cost less allowance for impairment of doubtful debts.

(n) Cash and cash equivalents

Cash and cash equivalents comprise cash at banks and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts 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 statement of cash flows.

4 主要會計政策 (續)

(m) 貿易應收賬款及其他應收款項

貿易應收賬款及其他應收款項初步按公平值確認，其後按攤銷成本減呆賬減值撥備列賬，惟倘應收款項為給予關連人士且並無固定還款期之免息貸款或其貼現影響並不重大者則除外。於此情況下，應收款項乃按成本減呆賬減值之撥備列賬。

(n) 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、銀行及其他財務機構之活期存款，以及短期及流通性高且隨時可兌換成可知數額之現金及無重大變值風險之投資，並在購入後三個月內到期。就綜合現金流量表而言，作為本集團現金管理之組成部分，按要求償還之銀行透支亦列為現金及現金等價物之一部分。

Notes to the Financial Statements

財務報表附註

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

4 SIGNIFICANT ACCOUNTING POLICIES (continued)

(o) Employee benefits

(i) *Short-term employee benefits and contributions to defined contribution retirement 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 of their present values.

(ii) *Share-based payments*

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

During the vesting period, the number of share options that is expected to vest is reviewed. Any adjustment to the cumulative fair value recognised in prior years is charged/credited to the profit or loss for the year of 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 vest (with a corresponding adjustment to the share option 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 share option 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).

4 主要會計政策 (續)

(o) 僱員福利

(i) *短期僱員福利及向定額供款退休計劃供款*

薪金、年度花紅、有薪年假、向定額供款計劃供款及本集團之非貨幣福利成本，於本集團僱員提供相關服務之年度計算。在須遞延付款或結算及所引致之影響可屬重大之情況下，此等款額按其現值入賬。

(ii) *以股份為基礎之支出*

授予僱員購股權之公平值確認為僱員成本，相應之增加會於權益內反映。公平值在授出日期按二項式購股權訂價模式和柏力克-舒爾斯期權定價模式及授出購股權之條款及條件而計量。倘僱員須符合歸屬條件才可以無條件享有購股權，則購股權之估計總公平值會於考慮購股權歸屬之可能性後在歸屬期內攤分。

於歸屬期內，將會檢討預期歸屬之購股權數目。除非原有僱員開支合資格確認為資產，任何對過往年度確認之累計公平值所作調整，會在檢討年度於損益賬內支銷/計入，相應調整會於股本儲備反映。在歸屬日，確認為開支之金額會作出調整，以反映歸屬之實際購股權數目（相應之調整會於購股權儲備反映），除非僅因有關公司股份市價之歸屬條件未獲達成而沒收，則另作別論。權益金額於購股權儲備內確認，直至購股權獲行使（在此情況下將轉撥至股份溢價）或購股權屆滿（在此情況下將直接撥至保留溢利）。

Notes to the Financial Statements

財務報表附註

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

4 SIGNIFICANT ACCOUNTING POLICIES (continued)

(o) Employee benefits (continued)

(iii) Termination benefits

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

(p) Income tax

- (i) 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 profit or loss except to the extent that they relate to items recognised directly in equity, in which case they are recognised in equity.
- (ii) Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.
- (iii) 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.

4 主要會計政策 (續)

(o) 僱員福利 (續)

(iii) 解聘福利

解聘福利於及僅於本集團明確解聘僱員或透過一項詳盡正式計劃(並無撤回之實際可能性)而因自願離職提供福利時確認。

(p) 所得稅

- (i) 本年度所得稅包括本期稅項及遞延稅項資產及負債之變動。本期稅項以及遞延稅項資產及負債之變動，均在損益表內確認，惟其與直接確認為股東權益項目有關者，則確認為股東權益。
- (ii) 本期稅項乃根據已執行或於報告期末已實質執行之稅率，按本年度應課稅收入而計算預期應付稅項以及過往年度應付稅項之任何調整。
- (iii) 遞延稅項資產及負債乃分別由可扣減及應課稅暫時差異產生。暫時差異乃指資產及負債於財務申報之賬面值與該等資產及負債之稅基間之差異。遞延稅項資產亦可由未動用之稅項虧損及未動用之稅項抵減而產生。

Notes to the Financial Statements

財務報表附註

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

4 SIGNIFICANT ACCOUNTING POLICIES (continued)

(p) Income tax (continued)

(iii) (continued)

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

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.

4 主要會計政策 (續)

(p) 所得稅 (續)

(iii) (續)

除若干有限之例外情況外，所有遞延稅項負債及遞延稅項資產（只限於可能獲得可利用該資產扣減之未來應課稅溢利）均會確認。支持確認由可扣減暫時差異所產生遞延稅項資產之未來應課稅溢利包括因撥回目前存在之應課稅暫時差異而產生的數額；惟該等撥回之差異必須與同一稅務當局及同一應稅實體有關，並預期在可扣減暫時差異預期撥回之同一期間或遞延稅項資產所產生稅項虧損可撥回或結轉期間內撥回。於決定目前存在之應課稅暫時差異是否足以支持確認未動用稅項虧損及抵減產生之遞延稅項資產時，亦會採用同一準則，即差異是否與同一稅務當局及同一應稅實體有關，以及是否預期於可使用稅項虧損及抵減之一個或多個期間撥回。

確認遞延稅項資產及負債之少數例外情況為由商譽產生不可扣稅暫時差異、不影響會計或應課稅溢利（惟並非業務合併之其中部分）之資產或負債初步確認，以及有關投資於附屬公司之暫時差額，惟倘屬應課稅差額，則為本集團可控制撥回時間，且於可見將來不會撥回差額。倘屬可扣稅差額，則僅限於將於日後撥回之差額。

Notes to the Financial Statements

財務報表附註

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

4 SIGNIFICANT ACCOUNTING POLICIES (continued)

(p) Income tax (continued)

(iii) (continued)

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 end of the reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profit 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 profit will be available.

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

- in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either;

4 主要會計政策 (續)

(p) 所得稅 (續)

(iii) (續)

已確認遞延稅項數額乃按照資產及負債賬面值之預期實現或清償方式，根據已執行或於報告期末已實質執行之稅率量度。遞延稅項資產及負債均不貼現計算。

本公司於各報告期末審閱遞延稅項資產之賬面值，倘預期不再可能獲得足夠之應課稅溢利以動用相關稅務利益，則該遞延稅項資產之賬面值將會調低。倘日後有足夠可動用應課稅溢利，則任何有關減額將會撥回。

(iv) 本期及遞延稅項結餘及其變動額乃分開列示，並且不予抵銷。本期及遞延稅項資產僅會在本公司或本集團有法定行使權以本期稅項資產抵銷本期稅項負債，並且符合以下附帶條件之情況下，才可分別抵銷本期及遞延稅項負債：

- 倘為本期稅項資產及負債，則本公司或本集團將按淨額基準結算，或同時變現資產並清償負債；或
- 倘為遞延稅項資產及負債，則該等資產及負債乃與同一稅務當局就以下其中一項徵收之所得稅有關；

Notes to the Financial Statements

財務報表附註

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

4 SIGNIFICANT ACCOUNTING POLICIES (continued)

(p) Income tax (continued)

(iv) (continued)

- 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.

(q) Trade and other payables

Trade and other payables are initially measured at fair value and thereafter stated at amortized cost, except for short term payable with no stated interest rate and the effect of discounting being immaterial that are measured at their original invoice amount.

(r) Provisions and contingent liabilities

Provisions are recognised for other 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 expenditures expected to settle the obligation.

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

4 主要會計政策 (續)

(p) 所得稅 (續)

(iv) (續)

- 同一應課稅實體；或
- 不同應課稅實體，於預期有重大數額之遞延稅項負債須予清償或遞延稅項資產可予收回之每個日後期間，按淨額基準變現本期稅項資產及清償本期稅項負債，或同時變現資產及清償負債。

(q) 貿易及其他應付款項

貿易及其他應付款項初步乃按公平值確認，其後按攤銷成本列賬，惟並無列明息率以及折現之影響並不重大者則按成本列賬。

(r) 撥備及或然負債

倘本集團或本公司因過去事項須承擔法定或推定責任，而履行該義務可能需要付出經濟效益，且能夠可靠地估計有關金額時，則為未確定時間或金額之其他負債計提準備。倘金額的時間值屬重大，將會以履行義務預期所需支出的現值計提撥備。

倘可能不需要付出經濟效益，或其數額未能可靠估計，則除非付出經濟效益之可能性極低，須披露該義務為或然負債。潛在義務之存在僅能以一件或多件未來事項之發生或不發生證實，除非付出經濟效益之可能性極低，亦披露為或然負債。

Notes to the Financial Statements

財務報表附註

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

4 SIGNIFICANT ACCOUNTING POLICIES (continued)

(s) Convertible notes

Convertible notes that can be converted to 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 components 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 to 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 components in proportion to the allocation of proceeds.

The liability component is subsequently carried at amortised cost. The interest expense recognised in profit or loss 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.

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.

(t) 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 amortized costs with any difference between the amount initially recognised and redemption value being recognised in profit or loss over the period of the borrowings, together with any interest and fees payable, using the effective interest method.

4 主要會計政策 (續)

(s) 可換股票據

倘因轉換而須予發行之股份數目及就此應收取之代價價值並無改變，則可供持有人選擇轉為權益股本之可換股票據，會列作複合金融工具，而複合金融工具包括負債部分及股本部分。

於初步確認時，可換股票據之負債部分按未來利息及本金付款之現值計算，而未來利息及本金之現值是以於初步確認時無轉換權之同類負債適用之市場利率貼現計算。任何超過初步確認為負債部分之所得款項將確認為股本部分。與發行複合金融工具相關之交易成本，將按所得款項之分配比例分配到負債及股本部分。

負債部分隨後按攤銷成本入賬。就負債部分於損益表確認之利息支出按實際利率法計算。股本部分於股本儲備中確認，直到該票據獲轉換或贖回。

倘票據獲轉換，股本儲備及該負債部分於轉換時之賬面值將轉入股本及股本溢價作為已發行股份之代價。倘票據獲贖回，股本儲備將直接撥至保留溢利。

(t) 帶息借款

帶息借款初步按公平值減應佔交易成本確認。初步確認後，帶息借款按攤銷成本列賬，而初步確認之金額與贖回價值兩者間之任何差額與任何利息或應付費用，均於借貸期按實際利息法在損益表確認。

Notes to the Financial Statements

財務報表附註

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

4 SIGNIFICANT ACCOUNTING POLICIES (continued)

(u) Revenue recognition

Revenue is measured at the fair value of the consideration received and receivable 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) *Residential intranet and software application design services*

Revenue arising from the provision of residential intranet and software application design services is recognised when the underlying services are rendered, which is estimated by apportionment over the expected duration of each engagement, and the outcome of the contract can be estimated with reasonable certainty.

(ii) *Sale of goods*

Revenue is recognised when goods are delivered at the customer's premises which is taken to be the point in time when the customer has accepted the goods and the related risks and rewards of ownership. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

(iii) *Hotel service*

Revenue is recognised when the relevant services are rendered.

(iv) *Interest income*

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

4 主要會計政策 (續)

(u) 收入確認

收入按已收及應收代價之公平值計量，條件是經濟效益可能會流入本集團，以及能夠可靠地計算收入及成本（倘適用）。在此情況下，根據下列方法在損益表確認：

(i) *住宅內聯網及軟件應用設計服務*

提供住宅內聯網及軟件應用設計服務所產生收入，於提供有關服務（收入按每項委託之預期時段分配估計）且合約收入可合理估計時確認。

(ii) *銷售貨品*

收入在貨品送達客戶處所，且客戶接納貨品及其所有權相關之風險及回報時確認。收入不包括增值稅或其他銷售稅，並已扣除任何營業折扣。

(iii) *酒店服務*

收入於提供相關服務時確認。

(iv) *利息收入*

利息收入於產生時以實際利率法確認。

Notes to the Financial Statements

財務報表附註

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

4 SIGNIFICANT ACCOUNTING POLICIES (continued)

(u) Revenue recognition (continued)

(v) Dividends

Dividend income from unlisted investments is recognised when the shareholder's right to receive payments established. Dividend income from listed investments is recognised when the share price of the investment goes ex-dividend.

(vi) Rental income

Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable. Contingent rentals are recognised as income in the accounting period in which they are earned.

(v) Borrowing costs

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

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

(w) Promissory notes

Promissory notes are recognised initially at their fair value and subsequently measured at amortised cost, using the effective interest rate method.

4 主要會計政策 (續)

(u) 收入確認 (續)

(v) 股息

非上市投資股息收入在股東收取權被確立時才予以確認。上市投資股息收入則在該投資之股價除息時才被確認。

(vi) 租金收入

經營租約之應收租金收入於租約期所涵蓋之期間內，以等額分期在損益賬內確認，惟如有其他基準能更清楚地反映租賃資產所產生之收益模式則除外。所獲取之租賃獎勵措施在損益賬中確認為應收租賃付款淨值總額之組成部分。或然租金於其賺取之會計期間內確認為收入。

(v) 借貸成本

借貸成本於產生之期間於損益表支銷，惟倘借貸成本因與收購、建造或生產需要相當長時間方可投入擬定用途或出售之資產直接有關而進行資本化則除外。

借貸成本於資產產生開支、借貸成本產生及使資產投入原定用途或銷售所必須之準備工作進行期間開始資本化為合資格資產成本的一部分。在使合資格資產投入擬定用途或銷售所必須的絕大部分準備工作中止或完成時，借貸成本將暫停或停止資本化。

(w) 承付票據

承付票據於初始以公平值確認，隨後採用實際利率法以已攤銷成本計量。

Notes to the Financial Statements

財務報表附註

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

4 SIGNIFICANT ACCOUNTING POLICIES (continued)

(x) Related parties

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

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

(y) Translation of foreign currencies

Transactions in foreign currencies are translated at the rates of exchange ruling at the dates of transactions. Monetary assets and liabilities denominated in foreign currencies at the end of the reporting period are translated at the rates of exchange ruling at that date. Non-monetary assets and liabilities that are measured at fair value in foreign currencies are translated at the foreign exchange rates ruling at the date when the fair value was determined. Profits and losses arising on exchange are dealt with in profit or loss.

4 主要會計政策 (續)

(x) 關連方

就本財務報表而言，屬以下情況之人士被視為與本集團有關連：

- (i) 透過一間或以上中介公司直接或間接控制本集團，或有權於財務及營運決策方面對本集團行使重大影響力，或共同控制本集團；
- (ii) 本集團及有關人士受共同控制；
- (iii) 為本集團之聯營公司或本集團作為合營方之合營企業；
- (iv) 為本集團或其母公司之主要管理人員，或為該等人士之近親，或為受上述人士控制、共同控制或有重大影響力之實體；或
- (v) 為(i)項所述人士之近親，或為受上述人士控制、共同控制或有重大影響力之實體；或
- (vi) 為本集團或身為本集團關連方之任何實體就僱員福利所設之離職後福利計劃。

有關人士之近親指與實體進行交易時可能影響或受有關人士影響之家族成員。

(y) 外幣換算

外幣乃按交易當日之匯率進行換算。於各報告期末，以外幣為單位之貨幣資產與負債按當日之匯率換算。按公平值列賬並以外幣列值之非貨幣資產與負債，乃採用於釐定公平值當日之適用匯率換算。因匯兌而產生之溢利及虧損於損益表處理。

Notes to the Financial Statements

財務報表附註

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

4 SIGNIFICANT ACCOUNTING POLICIES (continued)

(y) Translation of foreign currencies (continued)

On consolidation, the assets and liabilities of the Group's overseas operations are translated into the presentation currency of the Group at exchange rates prevailing at the end of the reporting period. Income and expense items are translated at the average exchange rates for the period. Exchange difference arising, if any, are classified as equity and transferred to the Group's exchange reserve. Such translation differences are recognised as income or as expense in the period in which the operation is disposed of.

(z) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

4 主要會計政策 (續)

(y) 外幣換算 (續)

綜合計算時，本集團海外業務之資產與負債乃按報告期末之匯率換算為本集團呈報貨幣。收入及開支項目則按期內平均匯率換算。所產生匯兌差額（如有）歸類為股東權益，撥入本集團匯兌儲備。該等匯兌差額於出售業務期間確認為收入或開支。

(z) 分部報告

經營分部及財務報表所呈列各分部之金額，乃識別自為向本集團各項業務及經營地點分配資源及評估其業績而定期向本集團最高行政管理層提供之財務報表。

個別重要之經營分部不會合計以供財務申報之用，但如該等經營分部之產品和服務性質、生產工序性質、客戶類別或階層、分銷產品或提供服務之方法以至監管環境之本質等經濟特性均屬類似，則作別論。個別不重要之經營分部如果符合以上大部分條件，則可以合計為一個報告分部。

Notes to the Financial Statements

財務報表附註

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

5 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

In the application of the Group's accounting policies, management is required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are readily apparent from other sources. The estimates, judgments and associated assumptions are continually evaluated and are based on historical experience and other factors that are considered to be relevant, including expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

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

(i) Allowances of bad debts

Significant judgment is exercised in the assessment of the collectability of accounts receivable from each customer. In making its judgment, management considers a wide range of factors such as results of follow-up procedures performed by sales personnel, customers' payment trend including subsequent payments and customers' financial position.

(ii) Valuation of share options

The Black-Scholes Option Pricing Model was applied to estimate the fair value of share options granted by the Company. This pricing model requires the input of highly subjective assumptions, including the volatility of share price. The changes in input assumptions can materially affect the fair value estimate.

5 關鍵會計估計及判斷

於應用本集團之會計政策時，管理層須就能在其他資料來源顯示之資產及負債賬面值作出判斷、估計及假設。本公司按認為相關之過往經驗及其他因素持續評估估計、判斷及有關假設，包括於不同情況下對日後事件作出相信屬合理之預期。實際結果或會與該等估計有所不同。

本集團就未來作出估計及有關假設。由此產生之會計估計顧名思義很少相等於有關實際結果。具有使資產及負債賬面值須於下個財政年度作重大調整之重大風險之估計及假設討論如下。

(i) 壞賬撥備

於評估向每位客戶收回應收賬款之可能性時須作出重大判斷。於作出判斷時，管理層考慮廣泛因素，例如銷售人員跟進工作之結果、客戶付款情況，包括其後之付款及客戶財政狀況。

(ii) 評估購股權

柏力克－舒爾斯期權定價模式用以估計本公司所授出購股權之公平值。該定價模式要求輸入高度主觀假設數據，包括股價波幅。輸入假設之任何變動可能對公平值估計產生重大影響。

Notes to the Financial Statements

財務報表附註

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

5 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (continued)

(iii) Measurement of convertible notes

On issuance of convertible notes, the fair value of the liability component is determined using a market rate for an equivalent non-convertible note; and this amount is carried as a liability on the amortised cost basis until extinguished on conversion or redemption. The remainder of the proceeds is allocated to the conversion option that is recognised and included in the shareholders' equity, net of transaction costs.

The determination of the liability component requires an estimation of the market interest rate.

(iv) Impairments

In considering the impairment losses that may be required for the Group's mining right, other intangible assets and property, plant and equipment, recoverable amounts of the assets need to be determined. The recoverable amount is the greater of the net selling price and the value in use. It is difficult to precisely estimate selling price because quoted market prices for these assets may not be readily available. In determining the value in use, expected cash flows generated by the asset are discounted to their present value, which requires significant judgment relating to items such as level of sales volume, selling price and amount of operating costs. The Group uses all readily available information in determining an amount that is reasonable approximation of recoverable amount, including estimates based on reasonable and supportable assumptions and projections of items such as sales volume, selling price and amount of operating costs. Impairment losses for bad and doubtful debts are assessed and provided based on the directors' regular review of ageing analysis and evaluation of collectability. A considerable level of judgment is exercised by the directors when assessing the credit worthiness and past collection history of each individual customer. An increase or decrease in the above impairment losses would affect the net profit of the Group in future years.

5 關鍵會計估計及判斷 (續)

(iii) 可換股票據的計量

發行可換股票據時，負債部分之公平值根據相等類別之非可換股票據之市場利率釐定；而此金額按已攤銷成本入賬列作負債，直至兌換或贖回時註銷為止。所得款項餘額分配至兌換選擇權，並在扣除交易成本後於股東權益確認入賬。

決定負債之部分須要估計市場之息率。

(iv) 減值

當本集團考慮對本集團之開採權、其他無形資產以及物業、廠房及設備所需的減值虧損時，該等資產之可收回金額需予確定。可收回金額為其售價淨額及使用價值之較高者。由於該等資產之市場報價可能難以取得，故可能無法準確估計售價。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，因而需要對銷量、售價及經營成本等項目作出重大判斷。本集團在釐定可收回金額之合理概約數額時會採用所有可供使用之資料，包括根據合理及有理據之假設所作出之估計及對銷售額、售價及經營成本等項目之預測。呆壞賬之減值虧損乃根據董事對賬齡分析之定期檢討及對收回款項的可能性所作的評估進行評核及撥備。董事於評估每位個別客戶之信譽及過往收款紀錄時會作出大量判斷。減值虧損之任何增減將影響本集團未來數年之純利。

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財務報表附註

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

6 TURNOVER

Turnover represents design of residential intranet, provision of e-property management software application consulting services and trading of home-automation, provision of hotel services and other products in Hong Kong and the People's Republic of China (the "PRC"). The amount of each significant category of revenue recognised in turnover during the year is as follows:

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Income from design of residential intranet, provision of home-automation services and trading of related products	設計住戶內聯網、提供家居自動化服務及買賣有關產品之收入	9,345	74,374
Income from hotel services	酒店服務之收入	-	3,738
		9,345	78,112

6 營業額

營業額指於香港及中華人民共和國（「中國」）設計住戶內聯網、提供電子物業管理應用軟件諮詢服務、買賣家居自動化產品、提供酒店服務及其他產品。年內於營業額確認之主要收益分類的款額如下：

7 OTHER REVENUE AND OTHER NET INCOME

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Other revenue	其他收入		
Bank interest income	銀行利息收入	6	132
Other interest income	其他利息收入	-	369
Interest income on promissory note	承付票據利息收入	436	-
Total interest income on financial assets not at fair value through profit or loss	未以公平值計入損益之金融資產總利息收入	442	501
Dividend income from listed securities	來自上市公司證券之股息收入	-	14
Other income	雜項收入	235	4,972
		677	5,487
Other net income	其他淨收益		
Net foreign exchange gain	匯兌淨收益	63	-
Reversal of allowance of bad debts	壞賬撥備之撥回	7,627	-
Reversal of impairment loss on loan to a former associate	予一間前聯營公司貸款之減值虧損之撥回	6,249	-
		13,939	-

7 其他收入及其他淨收益

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財務報表附註

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

8 FINANCE COSTS

8 財務費用

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Interest on bank loans and overdrafts wholly repayable within five years	須於五年內悉數償還之銀行貸款及透支利息	69	2,569
Interest on other loan	其他貸款利息	-	18
Interest on convertible notes (note 34)	可換股票據利息(附註34)	6,417	1,768
Interest on promissory notes (note 30(b))	承付票據利息(附註30(b))	285	148
Total interest expense on financial liabilities not at fair value through profit or loss	未以公平值計入損益之金融負債總利息支出	6,771	4,503

9 (LOSS) BEFORE INCOME TAX

(Loss) before income tax is arrived at after charging:

9 除所得稅前(虧損)

除所得稅前(虧損)已扣除下列各項:

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
(a) Staff costs:	(a) 員工成本:		
Contributions to defined contribution plan	定額供款計劃供款	191	249
Share-based payments	以股份為基礎之支出	526	28,233
Salaries, wages and other benefits	薪金、工資及其他福利	9,509	13,528
		10,226	42,010
Average number of employees	平均僱員人數	52	123

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財務報表附註

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

9 (LOSS) BEFORE INCOME TAX (continued)

9 除所得稅前(虧損)(續)

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
(b) Other items:	(b) 其他項目：		
Cost of inventories sold	已售存貨成本	6,921	67,046
Amortisation of intangible assets	無形資產攤銷	11,893	20,870
Release of prepaid lease payments	預付租賃款項撥回	-	879
Auditor's remuneration	核數師酬金	1,024	1,048
Depreciation on owned assets	自置資產折舊	8,305	9,392
Operating lease charges in respect of office premises	辦公室物業之經營租賃開支	1,332	1,685
Net foreign exchange loss	匯兌虧損淨額	-	740
Impairment loss on trade debtors	貿易應收賬款之減值虧損	-	122,219
Impairment loss on deposits and other receivables	按金及其他應收賬款之減值虧損	-	17,434
Impairment loss on loan to a former associate	予一間前聯營公司貸款之減值虧損	-	12,440
Impairment loss on goodwill	商譽減值虧損	-	4,322
Impairment loss on intangible assets	無形資產減值虧損	175,677	-
Impairment loss on interest in an associate	於一間聯營公司權益之減值虧損	-	4,200
Change in fair value of trading securities	交易證券之公平值轉變	830	-
Loss on disposal of an associate	出售一間聯營公司之虧損	6,438	-
Loss on disposal of trading securities	出售買賣證券之虧損	345	78
Loss on disposal of intangible assets	出售無形資產之虧損	168	30,620
Loss on disposal of subsidiaries	出售附屬公司之虧損	-	84,375
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	28	34,955

The cost of sales includes write-down of inventories of HK\$893,000 (2009: HK\$319,000) and aggregate employee benefits expense, amortisation of intangible assets and operating lease charges in respect of office premises of approximately HK\$12,205,000 (2009: HK\$13,333,000), which are also included in the respective total amounts disclosed above for each of these types of expenses.

銷售成本包括存貨撇減893,000港元(二零零九年: 319,000港元)以及僱員福利開支總額、折舊、無形資產攤銷及辦公室物業之經營租賃開支約12,205,000港元(二零零九年: 13,333,000港元), 此等款項亦已計入就上述各項開支披露之有關總金額。

Notes to the Financial Statements

財務報表附註

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

10 INCOME TAX

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

	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Deferred tax		
(Credited)/charged to the consolidated income statement during the year (Note 33)	(9,056)	165
遞延稅項		
於年內(計入)/扣除自綜合損益表(附註33)	(9,056)	165

No provision for Hong Kong profits tax has been made as the Group did not generate any assessable profits arising in Hong Kong during the year (2009: HK\$Nil).

No provision for PRC corporate income tax ("CIT") has been made as the Group's PRC subsidiaries did not generate any assessable profits during the year, or it has tax loss brought forward to offset current year's assessable profits. Pursuant to Guo Fa [2007] No. 39 issued by the State Council, one of the subsidiaries of the Company, 匯創智能系統(深圳)有限公司 is granted a tax concession at a preferential tax rate of 20% for the year ended 30 June 2010, 22% for 2011, 24% for 2012 and 25% for 2013.

10 所得稅

(a) 綜合損益表之所得稅指：

由於本集團於本年度並無來自香港之應課稅溢利，因此毋須為香港利得稅作出撥備（二零零九年：零港元）。

由於本集團之中國附屬公司於本年度並無應課稅溢利，或有結轉之稅項虧損以抵銷本年度之應課稅溢利，因此毋須為中國企業所得稅作出撥備。根據國務院發出之國發[2007]39號，本公司其中一間附屬公司匯創智能系統(深圳)有限公司獲授稅務優惠，可於截至二零一零年六月三十日止年度按優惠稅率20%繳稅，而於二零一一年、二零一二年及二零一三年則分別按22%、24%及25%繳稅。

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財務報表附註

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

10 INCOME TAX (continued)

(b) Reconciliation between tax expense and accounting (loss) at applicable tax rates:

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
(Loss) before income tax	除所得稅前(虧損)	(236,448)	(390,835)
Notional tax on (loss) before income tax, calculated at applicable tax rates in the respective countries	按各地適用稅率計算之除所得稅前(虧損)之名義稅項	(68,445)	(39,571)
Tax effect of non-deductible expenses	不可扣稅支出之稅務影響	70,455	45,186
Tax effect of non-taxable revenue	非課稅收入之稅務影響	(6,312)	(8,796)
Tax effect of utilisation of tax loss previously not recognised	動用先前未確認之稅項虧損之稅務影響	(4,924)	-
Tax effect of unused tax losses not recognised	未確認之未動用稅項虧損之稅務影響	675	3,580
Others	其他	(505)	(234)
Actual tax income/(expense)	實際稅項收入/(開支)	(9,056)	165

The share of tax attributable to associate amounting to HK\$786,000 (2009: HK\$Nil) is included in "Share of profits of associates" in the consolidated income statement.

10 所得稅 (續)

(b) 按適用稅率計算之稅項開支與會計(虧損)間之對賬如下:

聯營公司應佔稅項786,000港元(二零零九年:零港元)已計入綜合損益表「應佔聯營公司溢利」內。

Notes to the Financial Statements

財務報表附註

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

11 DIRECTORS' AND SENIOR MANAGEMENT'S REMUNERATION

Directors' remuneration

Directors' remuneration disclosed pursuant to section 161 of the Hong Kong Companies Ordinance is as follows:

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Fees	袍金	409	420
Basic salaries, allowances and other benefits	基本薪金、津貼及其他福利	4,560	4,594
Share-based payments	以股份為基礎之支出	48	–
Long service payment	長期服務付款	–	–
Retirement scheme contribution	退休計劃供款	47	48
		5,064	5,062
Number of directors	董事人數	10	7

The remuneration of directors for the year ended 30 June 2010 is set out below:

截至二零一零年六月三十日止年度之董事酬金載列如下：

Name of directors	董事姓名	Fees 袍金 HK\$'000 千港元	Salary, allowance and other benefits 薪金、津貼及其他福利 HK\$'000 千港元	Share-based payments 以股份為基礎之支出 HK\$'000 千港元	Long service payment 長期服務付款 HK\$'000 千港元	Retirement scheme contribution 退休計劃供款 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Executive directors		執行董事					
Ms. Wong Yuen Yee	黃婉兒女士	–	1,320	–	–	12	1,332
Mr. Wong Yao Wing, Robert	黃祐榮先生	–	1,320	–	–	12	1,332
Mr. Wong Kwok Sing (a)	黃國聲先生(a)	–	1,280	–	–	9	1,289
Mr. Lam Shiu San (b)	林兆榮先生(b)	–	581	–	–	11	592
Mr. Ang Wing Fung (c)	洪榮鋒先生(c)	–	59	–	–	3	62
Independent non-executive directors		獨立非執行董事					
Mr. Wong Tak Leung, Charles (d)	王德良先生(d)	150	–	16	–	–	166
Mr. Lai Ying Sum (e)	黎應森先生(e)	90	–	16	–	–	106
Mr. Cheng King Hung (f)	鄭景鴻先生(f)	120	–	16	–	–	136
Ms. Au Yuk Kit (g)	歐玉潔女士(g)	–	–	–	–	–	–
Mr. Chu Woon Yuen (h)	朱煥源先生(h)	19	–	–	–	–	19
Ms. Wong On Yee (i)	黃安宜女士(i)	30	–	–	–	–	30
		409	4,560	48	–	47	5,064

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

11 DIRECTORS' AND SENIOR MANAGEMENT'S REMUNERATION (continued)

Directors' remuneration (continued)

Notes:

- (a) Mr. Wong Kwok Sing resigned on 23 March 2010.
- (b) Mr. Lam Shiu San resigned on 1 June 2010.
- (c) Mr. Ang Wing Fung appointed on 19 February 2010
- (d) Mr. Wong Tak Leung, Charles resigned on 3 May 2010
- (e) Mr. Lai Ying Sum resigned on 1 April 2010
- (f) Mr. Cheng King Hung resigned on 2 August 2010
- (g) Ms. Au Yuk Kit appointed on 2 August 2010
- (h) Mr. Chu Woon Yuen appointed on 3 May 2010
- (i) Ms. Wong On Yee appointed on 1 April 2010

The remuneration of directors for the year ended 30 June 2009 is set out below:

11 董事及管理高層之酬金 (續)

董事酬金 (續)

附註：

- (a) 黃國聲先生於二零一零年三月二十三日辭任。
- (b) 林兆榮先生於二零一零年六月一日辭任。
- (c) 洪榮鋒先生於二零一零年二月十九日獲委任。
- (d) 王德良先生於二零一零年五月三日辭任。
- (e) 黎應森先生於二零一零年四月一日辭任。
- (f) 鄭景鴻先生於二零一零年八月二日辭任。
- (g) 歐玉潔女士於二零一零年八月二日獲委任。
- (h) 朱煥源先生於二零一零年五月三日獲委任。
- (i) 黃安宜女士於二零一零年四月一日獲委任。

截至二零零九年六月三十日止年度之董事酬金載列如下：

Name of directors	董事姓名	Fees 袍金 HK\$'000 千港元	Salary, allowance and other benefits 薪金、津貼及其他福利 HK\$'000 千港元	Share-based payments 以股份為基礎之支出 HK\$'000 千港元	Long service payment 長期服務付款 HK\$'000 千港元	Retirement scheme contribution 退休計劃供款 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Executive directors		執行董事					
Ms. Wong Yuen Yee	黃婉兒女士	-	1,320	-	-	12	1,332
Mr. Wong Kwok Sing	黃國聲先生	-	1,320	-	-	12	1,332
Mr. Wong Yao Wing, Robert	黃祐榮先生	-	1,320	-	-	12	1,332
Mr. Lam Shiu San	林兆榮先生	-	634	-	-	12	646
Independent non-executive directors		獨立非執行董事					
Mr. Wong Tak Leung, Charles	王德良先生	180	-	-	-	-	180
Mr. Lai Ying Sum	黎應森先生	120	-	-	-	-	120
Mr. Cheng King Hung	鄭景鴻先生	120	-	-	-	-	120
		420	4,594	-	-	48	5,062

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

11 DIRECTORS' AND SENIOR MANAGEMENT'S REMUNERATION (continued)

Directors' remuneration (continued)

As at 30 June 2010, the directors held share options under the Company's share option scheme. The details of the share options are disclosed under the paragraph "share option scheme" in the report of the directors and note 36.

Individuals with highest emoluments

The aggregate of the emoluments in respect of the five individuals of highest emoluments (including directors) are as follows:

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Basic salaries, allowances and other benefits	基本薪金、津貼及其他福利	5,486	5,584
Long service payment	長期服務付款	-	-
Share-based payments	以股份為基礎之支出	247	1,034
Retirement scheme contribution	退休計劃供款	57	60
		5,790	6,678

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

The five individuals whose emoluments were the highest in the Group for the year include three (2009: three) directors whose emoluments are reflected in the analysis presented above. The emoluments payable to the remaining two (2009: two) individuals during the year are as follows:

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Basic salaries, allowances and other benefits	基本薪金、津貼及其他福	1,566	1,352
Share-based payments	以股份為基礎之支出	247	2,178
Retirement scheme contribution	退休計劃供款	24	24
		1,837	3,554

11 董事及管理高層之酬金 (續)

董事酬金 (續)

截至二零一零年六月三十日，董事持有本公司購股權計劃之購股權。購股權之詳情已披露於董事會報告中「購股權計劃」一段及附註36。

最高薪個別人士

五名最高薪個別人士(包括董事)之酬金總額如下：

本年度內，本集團概無向五名最高薪個別人士支付任何酬金，作為招攬加入本集團或於加入本集團時之獎金或離職補償。

年內，本集團五名最高薪個別人士包括三名(二零零九年：三名)董事，其酬金已於上文呈列之分析內反映。年內，應付其餘兩名(二零零九年：兩名)個別人士之酬金如下：

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

11 DIRECTORS' AND SENIOR MANAGEMENT'S REMUNERATION (continued)

Individuals with highest emoluments (continued)

The emolument of the two (2009: two) individual with the highest emolument is fall within the following band:

		Number of individual 人數	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Emolument band	酬金範圍		
HK\$Nil – HK\$1,500,000	零港元 – 1,500,000港元	2	1
HK\$1,500,001 – HK\$2,000,000	1,500,001港元 – 2,000,000港元	-	1

12 (LOSS) ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

The consolidated (loss) attributable to equity holders of the Company includes a loss of HK\$153,102,000 (2009: loss of HK\$413,219,000) 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 and diluted losses per share attributable to the owners of the Company is based on the following data:

		2010	2009
		二零一零年 HK\$'000 千港元	二零零九年 HK\$'000 千港元
Loss	虧損		
Loss for the purposes of basic and diluted loss per share attributable to the owners of the Company	就本公司擁有人應佔每股基本及攤薄虧損而言之虧損	140,706	391,000

11 董事及管理高層之酬金 (續)

最高薪個別人士 (續)

其中兩名 (二零零九年: 兩名) 最高薪個別人士酬金介乎下列範圍:

12 本公司股權持有人應佔 (虧損)

本公司股權持有人應佔綜合 (虧損) 包括已於本公司之財務報表處理之虧損 153,102,000 港元 (二零零九年: 虧損 413,219,000 港元)。

13 每股 (虧損)

(a) 每股基本 (虧損)

本公司擁有人應佔每股基本及攤薄虧損乃按以下數據計算:

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財務報表附註

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

13 (LOSS) PER SHARE (continued)

(a) Basic (loss) per share (continued)

		2010 二零一零年 '000 千股	2009 二零零九年 '000 千股 (restated) (重列)
Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	就每股基本及攤薄虧損而言之普通股之加權平均股數	568,247	311,742

The weighted average number of ordinary shares for the years ended 30 June 2009 and 2010 for the purpose of calculating the basic and diluted loss per share has been adjusted to reflect the effects of share consolidation as set out in note 35(a).

(b) Diluted (loss) per share

The Company had no dilutive potential ordinary shares in existence during the years ended 30 June 2009 and 2010 since the Company's share options and the convertible notes are anti-dilutive. Therefore, the diluted (loss) per share are the same as the basic (loss) per share.

14 SEGMENT INFORMATION

Operating segments are identified on the basis of internal reports which provides information about components of the Group. These information are reported to and reviewed by the chief operating decision-makers ("CODM") for the purposes of resource allocation and performance assessment.

The Group has presented the following three reportable segments. These segments are managed separately. No operating segments have been aggregated to form the following reportable segments.

13 每股(虧損)(續)

(a) 每股基本(虧損)(續)

截至二零零九年及二零一零年六月三十日止年度，就計算每股基本及攤薄虧損而言之普通股加權平均股數已作出調整，以反映於附註35(a)之股份綜合之影響。

(b) 每股攤薄(虧損)

截至二零零九年及二零一零年六月三十日止年度，本公司並無現存之潛在攤薄普通股。由於本公司之購股權及可換股票據均具反攤薄作用，故每股攤薄(虧損)與每股基本(虧損)一致。

14 分部資料

營運分部乃根據載列本集團組成部分之資料之內部報告為基準。該等資料乃向主要營運決策者(「主要營運決策者」)報告及由其審閱，作分配資源及評估表現之用。

本集團已呈列以下三個可報告之分部。該等分部為獨立管理。並無經營分部綜合組成以下可報告之經營分部。

Notes to the Financial Statements

財務報表附註

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

14 SEGMENT INFORMATION (continued)

- (1) Intelligent system: the development and sale of intelligent home electronic application system.
- (2) Hotel management: the provision for hotel management services.
- (3) Gold mining: mining and processing of gold mines.

For the purposes of assessing segment performance and allocating resources between segments, the Group's senior executive management monitors the results, assets and attributable to each reportable segment on the following bases:

The accounting policies of the reportable segments are the same as the Group's accounting policies described in note 4. Segment loss represents the loss from each segment without allocation of central administration costs (e.g. directors' remuneration, share of profit of associates and finance costs.) This is the measure reported to the chief operating decision maker for the purposes of resource allocation and performance assessment. Taxation (credit)/charge is not allocated to reportable segment.

Revenue and expenses are allocated to the reportable segments with reference to sales generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation or amortisation of assets attributable to those segments.

Sales between segments are carried out on arm's length basis. The revenue from external parties reported to the chief operating decision makers is measured in a manner consistent with that in the profit or loss.

All assets are allocated to reportable segments other than interest in associates and unallocated assets. Assets used jointly by reportable segments are allocated on the basis of the revenues earned by individual reportable segments; and all liabilities are allocated to reportable segments other than current, deferred tax liabilities. Liabilities for which reportable segments are jointly liable are allocated in proportion to segment assets.

14 分部資料 (續)

- (1) 智能系統：開發及銷售智能家居電子應用系統。
- (2) 酒店管理：提供酒店管理服務。
- (3) 金礦開採：開採及洗選金礦。

為評估分部表現及於分部之間分配資源，本集團最高行政管理層按照以下基準監察各個可報告分部應佔之業績、資產及負債：

可報告分部之會計政策與本集團於附註4所述之會計政策一致。分部虧損指未分配中央行政成本（如董事酬金、應佔聯營公司溢利及財務費用）之虧損。此乃呈報予本集團主要營運決策者用作資源分配及評估表現之衡量方式。稅項（抵免）／支出不會分配至可報告分部。

收益及開支乃經參考該等分部產生之銷售額及開支或該等分部應佔之資產折舊或攤銷產生之開支後，分配予可報告分部。

分部間之銷售乃按公平基準進行。向主要營運決策者呈報之外部收益，須按與損益賬一致之方式計量。

所有資產均分配至可報告分部，惟於聯營公司之權益及未分配資產則除外。可報告分部共同使用之資產按個別可報告分部所賺取之收益進行分配；所有負債均分配至可報告分部，惟即期及遞延稅項負債則除外。可報告分部共同承擔的負債按分部資產比例進行分配。

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財務報表附註

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

14 SEGMENT INFORMATION (continued)

(a) Business segments

Information regarding the Group's reportable segments as provided to the Group's chief operating decision maker is set out below:

14 分部資料 (續)

(a) 業務分類

向本集團主要營運決策者提供的本集團可報告分部資料如下所載。

	Intelligent system 智能系統		Hotel management 酒店管理		Gold mining 黃金開採		Total 總計	
	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Segment revenue	分部收入							
Revenue from external customers	來自外部客戶之收入							
	9,345	74,374	-	3,738	-	-	9,345	78,112
Reportable segment (loss) before taxation	可報告除稅前分部 (虧損)							
	(22,361)	(177,236)	(5,197)	(113,316)	(184,429)	-	(211,987)	(290,552)
Depreciation, amortisation and release of prepaid lease payments	折舊·攤銷及轉出預付租賃貨款項							
	(19,747)	(20,327)	(40)	(10,814)	(411)	-	(20,198)	(31,141)
Other material non-cash items:	其他重大非現金:							
- Equity-settled share-based transactions	- 股權付款交易							
	-	(971)	-	(6,180)	-	-	-	(7,151)
- Impairment loss on intangible assets	- 無形資產之減值虧損							
	(1,477)	-	-	-	(174,200)	-	(175,677)	-
Reportable segment assets	可報告分部資產							
	234,956	122,148	223,641	106,449	158,961	-	617,558	228,597
Reportable segment liabilities	可報告分部負債							
	21,588	229,421	598	310,854	26,037	-	48,223	540,275
Capital expenditure	資本開支							
- through acquisition of a subsidiary	- 透過收購一間附屬公司							
	-	-	-	-	215,407	-	215,407	-
- other	- 其他							
	568	22,828	-	37,501	3,507	-	4,075	60,329

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

14 SEGMENT INFORMATION (continued)

(b) Reconciliation of reportable segment revenues, profit or loss, assets and liabilities

14 分部資料 (續)

(b) 可報告分部收入、損益、資產及負債之對賬

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Revenue	收入		
Total reportable segments' revenues	可報告分部總收入	9,345	78,112
Elimination of inter-segment revenue	撇除分部間收入	-	-
Consolidated turnover	綜合營業額	9,345	78,112
Loss	虧損		
Reportable segment (loss) derived from group's external customers	來自集團外部客戶之可報告分部(虧損)	(211,987)	(290,552)
Share of profits less losses of associates	應佔聯營公司溢利減虧損	2,512	401
Other revenue and other net income	其他收入及其他收入淨額	6,959	566
Finance costs	財務費用	(6,702)	(1,934)
Impairment loss on interest in an associate	於一間聯營公司之權益之減值虧損	-	(4,200)
Impairment loss on goodwill	商譽之減值虧損	-	(4,322)
Loss on disposal of subsidiaries	出售附屬公司之虧損	-	(84,375)
Unallocated head office and corporate expenses	未分配總公司及企業開支	(27,230)	(6,419)
Consolidated (loss) before tax expense	綜合除稅前(虧損)	(236,448)	(390,835)
Assets	資產		
Total reportable segments' assets	可報告分部總資產	617,558	228,597
Elimination of inter-segment receivables	撇除分部間應收款項	(519,686)	(156,506)
		97,872	72,091
Interests in associates (accounted for by the equity method) (Note 1)	於聯營公司之權益(根據權益法入賬)(附註1)	1,792	42,908
Unallocated	未分配		
– available-for-sale investment	– 可供出售投資	-	18,900
– promissory notes receivable	– 應收承付票據	38,573	-
– others	– 其他	18,488	10,248
Consolidated total assets	綜合總資產	156,725	144,147

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財務報表附註

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

14 SEGMENT INFORMATION (continued)

(b) Reconciliation of reportable segment revenues, profit or loss, assets and liabilities (continued)

14 分部資料 (續)

(b) 可報告分部收入、損益、資產及負債之對賬 (續)

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Liabilities	負債		
Total reportable segments' liabilities	可報告分部總負債	48,223	540,275
Elimination of inter-segment payables	撇除分部間應付款項	(16,501)	(518,947)
		31,722	21,328
Unallocated	未分配		
– deferred tax liabilities	– 遞延稅項負債	1,403	7,954
– promissory note payable	– 應付承付票據	–	6,702
– convertible notes	– 可換股票據	66,752	22,106
– others	– 其他	1,604	3,073
Consolidated total liabilities	綜合總負債	101,481	61,163

Note 1: Interests in associates are not included in the measure of segment assets but are regularly provided to the chief operating decision maker.

附註1：於聯營公司之權益並無計入分部資產之計量，但有關資料會定期向主要營運決策人提供。

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財務報表附註

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

14 SEGMENT INFORMATION (continued)

(c) Geographic information

As all segments of the Group are operating in the People's Republic of China ("The PRC"), including Hong Kong, no geographic information has further been disclosed.

(d) Information about major customers

Revenue from customers contributing 10% or more of the total sales of the Group are as follows:

14 分部資料 (續)

(c) 地區資料

由於本集團所有分部均於中華人民共和國(「中國」,包括香港)營運,因此並無進一步披露地理資料。

(d) 主要客戶之資料

來自佔本集團總銷售額10%或以上之客戶之收入如下:

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Customer A – revenue from intelligent system	客戶A – 來自智能系統之收入	3,755	21,390
Customer B – revenue from intelligent system	客戶B – 來自智能系統之收入	1,825	–
Customer C – revenue from intelligent system	客戶C – 來自智能系統之收入	1,790	–
Customer D – revenue from intelligent system	客戶D – 來自智能系統之收入	–	20,685
Customer E – revenue from intelligent system	客戶E – 來自智能系統之收入	–	14,135
Customer F – revenue from intelligent system	客戶F – 來自智能系統之收入	–	8,914
		7,370	65,124

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15 PROPERTY, PLANT AND EQUIPMENT

15 物業、廠房及設備

		The Group 本集團						
		Buildings	Leasehold improvements	Furniture and fixtures	Equipment	Motor vehicle	Construction in progress	Total
		樓宇	租賃物業裝修	傢俬及裝置	設備	汽車	在建工程	總計
		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
Cost:	成本:							
At 1 July 2008	於二零零八年七月一日	5,373	1,782	613	26,640	1,037	-	35,445
Additions	添置	-	36,203	-	15,859	67	-	52,129
Disposals	出售	(5,373)	(36,561)	(188)	(2,949)	(894)	-	(45,965)
Exchange realignment	匯兌調整	-	-	1	5	-	-	6
At 30 June 2009	於二零零九年六月三十日	-	1,424	426	39,555	210	-	41,615
Additions through acquisition of a subsidiary (Note 38)	透過收購一間附屬公司之添置 (附註38)	1,054	-	75	1,152	146	445	2,872
Additions	添置	-	-	16	43	876	1,766	2,701
Disposals	出售	-	-	(6)	(15)	(235)	-	(256)
Exchange realignment	匯兌調整	30	-	2	36	5	25	98
At 30 June 2010	於二零一零年六月三十日	1,084	1,424	513	40,771	1,002	2,236	47,030
Accumulated depreciation and impairments:	累計折舊及減值:							
At 1 July 2008	於二零零八年七月一日	12	811	409	9,690	238	-	11,160
Charge for the year	年內支出	141	2,233	67	6,814	137	-	9,392
Written back on disposals	出售時撥回	(153)	(1,952)	(74)	(1,355)	(274)	-	(3,808)
Exchange realignment	匯兌調整	-	-	2	3	-	-	5
At 30 June 2009	於二零零九年六月三十日	-	1,092	404	15,152	101	-	16,749
Charge for the year	年內支出	85	286	17	7,687	230	-	8,305
Written back on disposals	出售時撥回	-	-	-	-	(140)	-	(140)
Exchange realignment	匯兌調整	1	-	-	4	1	-	6
At 30 June 2010	於二零一零年六月三十日	86	1,378	421	22,843	192	-	24,920
Net book value:	賬面淨值:							
At 30 June 2010	於二零一零年六月三十日	998	46	92	17,928	810	2,236	22,110
At 30 June 2009	於二零零九年六月三十日	-	332	22	24,403	109	-	24,866

The buildings are situated in the People's Republic of China under long-term lease.

As at 30 June 2010, buildings with carrying value of HK\$998,000 (2009: HK\$Nil) had not been granted formal title of ownership. In the opinion of directors, the absence of formal title does not impair the value of the relevant buildings.

有關樓宇位於中華人民共和國，以長期租賃方式租用。

於二零一零年六月三十日，賬面值為998,000港元（二零零九年：零港元）之樓宇並無獲授正式業權。董事認為，並無取得正式業權並無損有關樓宇之價值。

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16 INTANGIBLE ASSETS

16 無形資產

		The Group 本集團			
		Patents and trademarks 專利及商標 HK\$'000 千港元	Computer software 電腦軟件 HK\$'000 千港元	Mining right 開採權 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cost:	成本：				
At 1 July 2008	於二零零八年七月一日	4,300	105,795	-	110,095
Additions	添置	-	8,200	-	8,200
Disposals	出售	-	(39,090)	-	(39,090)
At 30 June 2009	於二零零九年六月三十日	4,300	74,905	-	79,205
Addition through acquisition of a subsidiary (Note 38)	透過收購一間附屬公司之 添置 (附註38)	-	-	212,535	212,535
Additions	添置	-	-	1,374	1,374
Disposals	出售	(1,075)	-	-	(1,075)
At 30 June 2010	於二零一零年六月三十日	3,225	74,905	213,909	292,039
Accumulated amortisation and impairment:	累計攤銷及減值：				
At 1 July 2008	於二零零八年七月一日	1,553	29,187	-	30,740
Charge for the year	年內支出	287	20,583	-	20,870
Written back on disposals	出售時撥回	-	(8,470)	-	(8,470)
At 30 June 2009	於二零零九年六月三十日	1,840	41,300	-	43,140
Charge for the year	年內支出	287	11,606	-	11,893
Written back on disposals	出售時撥回	(907)	-	-	(907)
Impairment	減值	778	699	174,200	175,677
At 30 June 2010	於二零一零年六月三十日	1,998	53,605	174,200	229,803
Net book value:	賬面淨值：				
At 30 June 2010	於二零一零年六月三十日	1,227	21,300	39,709	62,236
At 30 June 2009	於二零零九年六月三十日	2,460	33,605	-	36,065

The amortisation are charge for the year is included in “cost of sales” in the consolidated income statement.

年內攤銷支出已包括於綜合損益表之「銷售成本」。

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16 INTANGIBLE ASSETS (continued)

Impairment of mining right

The mining right is owned by a subsidiary of the Group namely Zhang Jia Fan Gold Mine. As a result of a revision of business strategy and focus due to tightening of the regulatory environment in relation to the acquisition of mining business by listed companies resulting uncertainties as to the time required to complete the acquisition, the increased cost of acquisition due to the changes in the regulations and market sentiment in respect of companies engaging in gold mining business on a small scale and delay in making progress in increasing the output of the Zhang Jia Fan Gold Mine, the Group has scaled down the expected annual production of Zhang Jia Fan Gold Mine.

In view of the above, the directors of the Company considered that the mining right of the Zhang Jia Fan Gold Mine should be impaired. A valuation was performed by an independent valuer, on a cash flow projections basis. The recoverable amount of the mining right of the Zhang Jia Fan Gold Mine has been determined based on a value in use calculation. That calculation uses cash flow projections covering a 20-year period until the resources run out based on financial forecasts approved by management, and discounting rate of 18.69%. Key assumptions for the value in use calculations relate to the estimation of cash inflows/outflows which include budgeted sales and gross margin, such estimation is based on the management's expectations for the market development. Management believes that any reasonably possible change in any of these assumptions would not cause the aggregate carrying amount of the mining right of the Zhang Jia Fan Gold Mine to exceed the aggregate recoverable amount of the mining right of the Zhang Jia Fan Gold Mine. Accordingly, an amount of approximately HK\$174,200,000 was recognised as impairment loss in profit or loss during the year.

16 無形資產 (續)

採礦權減值

採礦權由本集團一間名為張家畝金礦之附屬公司擁有。由於有關上市公司收購採礦業務之監管環境有所收緊，導致完成收購所需時間出現不確定因素，對從事小規模金礦開採業務之公司所施加之法規和市場態度有變令收購成本增加，以及增加張家畝金礦出產量之進度出現延誤，本集團已因此修訂業務策略和重心，本集團亦調低張家畝金礦之預期年度產量。

鑑於上文所述，本公司董事認為張家畝金礦之採礦權必定減值。估值由獨立估值師按現金流量預測基準進行。張家畝金礦採礦權之可收回金額已根據使用價值計算釐定。該計算使用涵蓋20年期（直至資源耗盡為止）之現金流量預測（根據管理層批准之財務預測得出），並按貼現率18.69%作出。使用價值計算之主要假設與現金流入／流出（包括預算銷售及毛利率）之估計有關，該估計根據管理層對市場發展之預期作出。管理層相信，任何該等假設之任何合理可能變動將不會導致張家畝金礦採礦權之總賬面值超出張家畝金礦採礦權之總可收回金額。因此，約174,200,000港元已於年內在損益確認為減值虧損。

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17 GOODWILL

17 商譽

		The Group 本集團	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Cost:	成本：		
At the beginning of year	年初	4,322	60,643
Acquisition of a subsidiary	收購附屬公司	-	4,322
Eliminated on disposal of subsidiaries	出售附屬公司後撇除	-	(60,643)
Written-off during the year	年內撇銷	(4,322)	-
At the end of year	年終	-	4,322
Impairment:	減值		
At the beginning of year	年初	4,322	-
Impairment loss recognised	已確認減值虧損	-	4,322
Written-off during the year	年內撇銷	(4,322)	-
At the end of year	年終	-	4,322
Carrying amounts:	賬面值：	-	-

In previous year, goodwill was resulted from the acquisition of the entire issued capital of Dragon Emperor International Limited. The assets of Dragon Emperor International Limited are primarily available-for-sale investment which was already measured at its fair value at year end date. Impairment loss was recognised by reference to the recoverable amount of the available-for-sale investment which is its fair value less costs to sell. The fair value is determined using a discounted cash flow analysis.

The entire amount of goodwill was allocated to the cash-generating unit ("CGU") Autoscale Resources Limited for impairment tests purposes. The recoverable amount of the CGU is determined based on value-in-use calculations. These calculations use cash flow projections based on financial budgets approved by management covering a five-year period, and a discount rate of 12% per annum. Cash flows beyond the five-year period have been extrapolated using a steady 8% per annum growth rate.

於往年，商譽乃來自收購Dragon Emperor International Limited之全部已發行股本。Dragon Emperor International Limited之資產主要為可供出售投資，並已於年結時以公平值計量。減值虧損於參考可供出售投資之可收回金額（以其公平值減去出售成本）後確認。公平值乃以貼現現金流分析法來釐定。

商譽之所有金額就減值測試用途分配至現金產生單位（「現金產生單位」）Autoscale Resources Limited。現金產生單位之可收回金額根據使用價值計算釐定。該等計算使用涵蓋五年期之現金流量預測（根據管理層批准之財務預算得出），並按貼現率每年12%作出。五年期後之現金流量已按穩定之年度增長率8%推算。

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

18 INTERESTS IN SUBSIDIARIES

18 於附屬公司之權益

		The Company 本公司	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Unlisted shares, at cost	非上市股份，按成本	5,637	5,637
Less: Impairment loss	減：減值虧損	-	-
		5,637	5,637

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

下表僅包括主要影響本集團業績、資產或負債之附屬公司之詳情。

Name of Company 公司名稱	Place of incorporation/ establishment 註冊成立/ 成立地點	Percentage of equity 股權百分比			Particulars of issued/ registered capital 持有已發行/ 登記股本詳情	Principal activity and place of operation 主要業務及 經營地點
		Group's effective interest 本集團之 實際權益	Held by the Company 由本公司 持有	Held by subsidiary 由附屬 公司		
Cyberworks Technology Limited	Hong Kong	100%	-	100%	4 shares of HK\$1 each	Provision of systems design and integration services in Hong Kong
現代數碼網絡有限公司	香港				4股每股面值1港元之股份	於香港提供系統設計及整合服務
匯創智能系統(深圳)有限公司(i)	The People's Republic of China (The "PRC") 中華人民共和國 (「中國」)	100%	-	100%	Registered capital of HK\$1,000,000 註冊資本1,000,000港元	Development, production and sales of intelligent automation and control systems in the PRC 於中國開發、生產及銷售智能自動化及控制系統
Inno Hotel Investment & Management Holdings Limited	BVI 英屬處女群島	100%	-	100%	100 shares of US\$1 each 100股每股面值1美元之股份	Investment holding 投資控股
Inno Hotel Group Limited	BVI 英屬處女群島	100%	100%	-	100 shares of US\$1 each 100股每股面值1美元之股份	Investment holding 投資控股

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18 INTERESTS IN SUBSIDIARIES (continued)

18 於附屬公司之權益 (續)

Name of Company 公司名稱	Place of incorporation/ establishment 註冊成立/ 成立地點	Percentage of equity 股權百分比			Particulars of issued/ registered capital 持有已發行/ 登記股本詳情	Principal activity and place of operation 主要業務及 經營地點
		Group's effective interest 本集團之 實際權益	Held by the Company 由本公司 持有	Held by subsidiary 由附屬 公司		
Inno Gold Mining Limited	BVI 英屬處女群島	100%	100%	-	1 share of US\$1 each 1股面值1美元之股份	Investment holding 投資控股
Massive King Investment Limited	BVI 英屬處女群島	100%	-	100%	1 share of US\$1 each 1股面值1美元之股份	Investment holding 投資控股
Gaofeng Holding Co., Limited	Hong Kong 香港	62.6%	-	62.6%	10,000 shares of HK\$1 each 10,000股每股面值1港元之 股份	Investment holding 投資控股
Dragon Emperor International Limited	BVI 英屬處女群島	100%	-	100%	10 shares of US\$1 each 10股每股面值1美元之股份	Investment holding 投資控股
Jiu Jiang Gaofeng Mining Industry Company Limited (i)	The PRC 中國	62.6%	-	62.6%	Registered capital of USD280,000 註冊資本280,000美元	Investment holding 投資控股
Zhang Jin Fan Gold Mine (ii) (iii)	The PRC 中國	51%	-	51%	Registered capital of RMB800,000 註冊資本人民幣800,000元	Mining and processing of gold mines in the PRC 於中國金礦開採及洗選
Shiny Step Investments Limited	BVI 英屬處女群島	100%	100%	-	1 share of US\$1 each 1股面值1美元之股份	Investment holding 投資控股
(i)	Registered under the laws of the PRC as a wholly foreign owned enterprise			(i)	根據中國法例註冊為全外資企業。	
(ii)	Registered under the laws of the PRC as a shareholding cooperative company			(ii)	根據中國法例註冊為股權合作公司。	
(iii)	The English translation of the company names is for reference only. The official name of these companies are in Chinese.			(iii)	公司的中文名稱為正式稱謂，故公司名稱的英文譯名僅作參考之用。	

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19 INTERESTS IN ASSOCIATES

19 於聯營公司之權益

		The Group 本集團	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Unlisted shares, at cost	非上市股份，按成本	4,920	49,274
Share of post-acquisition loss	分攤收購後之虧損	(3,128)	(2,166)
Impairment loss	減值虧損	-	(4,200)
		1,792	42,908

In previous year, the Group completed its annual impairment test for interest in associates by comparing the recoverable amount of interest in associates of its carrying amount as at 30 June 2009. The recoverable amounts of the interest in the associate have been determined based on value in use calculations, using cash flow projection at a discount rate of 15%. The carrying amount of the interest in associates is written down by approximately HK\$4,200,000. Management has considered the above assumptions and valuation and also taken into account the business plan going forward.

The following list contains only the particulars of associates, all of which are unlisted corporate entities, which principally affected the results, assets or liabilities of the Group.

於去年，本集團透過比較於聯營公司之權益之可收回金額及其於二零零九年六月三十日之賬面值完成其對於聯營公司之權益所進行之年度減值測試。於聯營公司之權益之可收回金額根據使用價值計算，利用現金流量預測按貼現率15%釐定。於聯營公司之權益之賬面值撇減約4,200,000港元。管理層已考慮上述假設及估值，亦已計及未來之業務計劃。

下表僅包括主要影響本集團業績、資產或負債之聯營公司之詳情，全部聯營公司均為非上市公司實體。

Name of Company 公司名稱	Form of business structure 業務架構形式	Place of incorporation 註冊成立地點	Percentage of equity 股權百分比			Particulars of issued capital 已發行股本詳情	Principal activity and place of operation 主要業務及經營地點
			Group's effective interest 本集團之實際權益	Held by the Company 由本公司持有	Held by subsidiary 由附屬公司持有		
Grace Pond Limited*	Incorporated 註冊成立	Hong Kong 香港	49%	-	49%	1,000 shares of HK\$1 each 1,000股每股面值1港元之股份	Provision of software application consultancy services in Hong Kong 於香港提供軟件應用諮詢服務
General Win Limited*	Incorporated 註冊成立	Hong Kong 香港	49%	-	49%	1,000 shares of HK\$1 each 1,000股每股面值1港元之股份	Provision of software application consultancy services in Hong Kong 於香港提供軟件應用諮詢服務

* Companies not audited by Crowe Horwath (HK) CPA Limited

* 該等公司並非由國富浩華(香港)會計師事務所有限公司審核

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19 INTERESTS IN ASSOCIATES (continued)

Summary financial information of the Group's associates:

		The Group 本集團	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Assets	資產	3,910	25,184
Liabilities	負債	(253)	(12,379)
Revenues	收入	-	7,878
(Loss)/Profit after tax	除稅後(虧損)/溢利	(185)	2,828

19 於聯營公司之權益(續)

本集團聯營公司之財務資料概要:

20 INTEREST IN A JOINTLY-CONTROLLED ENTITY

20 於一間共同控制實體之權益

		The Group 本集團	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Share of net assets of jointly-controlled entity	應佔共同控制實體資產淨值	-	-

During the year, the Group has disposed of its entire interest in jointly-controlled entity.

於年內，本集團已出售其於共同控制實體之全部權益。

In previous year, the Group's share of losses exceeds the carrying amounts of the jointly-controlled entity, the carrying amount was reduced to HK\$Nil.

於往年，本集團應佔之虧損超過該共同控制實體之賬面值，故賬面值撇減至零港元。

Summary financial information on the jointly controlled entity related to the Group's interests:

與本集團權益有關之共同控制實體之財務資料概要:

		The Group 本集團	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Current liabilities	流動負債	-	94
Income	收入	-	-
Expenses	開支	-	(1)
Loss for the year	年內虧損	-	(1)

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21 AVAILABLE-FOR-SALE INVESTMENT

21 可供出售投資

		The Group 本集團	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Unlisted securities:	非上市證券：		
– Equity securities	– 股本證券	–	18,900
Analysed for reporting purpose as:	因報告所需之分析：		
Current assets	流動資產	–	–
Non-current assets	非流動資產	–	18,900
		–	18,900

In previous year, the Group held 15.4% of the ordinary share capital of Gaofeng Holding Co. Limited (“HK Gaofeng”), a company interested in the entire equity interest in Jiu Jiang Gaofeng Mining Industry Company Limited (“Jiu Jiang Gaofeng”). Jiu Jiang Gaofeng is a limited liability company established in the PRC. The scope of business of Jiu Jiang Gaofeng is sale and purchase of dolomite, investment, consultation and mining engineering technical consultation.

The unlisted equity securities are measured at fair value. Fair value is estimated using a discounted cash flow model, which includes some assumptions that are not supportable by observable market prices or rates. In determining the fair value, a risk adjusted discount factor of 14.02% is used.

On 27 October 2009, HK Gaofeng became a subsidiary of the Group subsequent to further interest acquired and the interest in available-for-sale investment was derecognised on the same date. For details of the acquisitions please refer to note 38.

於往年，本集團持有香港高豐控股有限公司（「香港高豐」）普通股本15.4%權益，該公司持有九江高豐礦業有限公司（「九江高豐」）全部股本權益。九江高豐為一間於中國成立之有限責任公司，其經營範圍乃買賣白雲石、投資、諮詢及採礦技術顧問。

非上市股本證券乃按公平值計量。公平值的估計乃按貼現現金流量模式評估，當中包括一些並不由可觀察之市場價格或利率所支持之假設。釐定公平值時，本公司使用了14.02厘的風險調整貼現率。

於二零零九年十月二十七日，在進一步收購權益後，香港高豐成為本集團之附屬公司，而於可供出售投資之權益則於同日終止確認。有關收購事項之詳情，請參閱附註38。

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財務報表附註

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

22 AMOUNTS DUE FROM/TO SUBSIDIARIES AND DIRECTORS

(a) Amounts due from subsidiaries

		The Company 本公司	
		2010 二零一零年	2009 二零零九年
		HK\$'000 千港元	HK\$'000 千港元
Amounts due from subsidiaries	應收附屬公司款項	562,877	446,392
Less: Impairment loss	減：減值虧損	(494,694)	(357,351)
		68,183	89,041

Impairment losses were recognised during the years ended 30 June 2010 and 30 June 2009 due to sustained loss making conditions of these subsidiaries.

Amounts due from subsidiaries are unsecured, interest-free and repayable on demand.

(b) Amounts due to subsidiaries are unsecured, interest-free and repayable on demand.

(c) Amounts due to directors are unsecured, interest-free and repayable on demand.

23 TRADING SECURITIES

Trading securities included:

		The Group 本集團	
		2010 二零一零年	2009 二零零九年
		HK\$'000 千港元	HK\$'000 千港元
Listed securities:	上市證券		
– Equity securities listed in Hong Kong	– 於香港上市之股本證券	7,495	–

Fair values are determined with reference to quoted market bid prices.

22 應收／應付附屬公司款項及董事款項

(a) 應收附屬公司款項

由於該等附屬公司持續錄得虧損，故於截至二零一零年六月三十日及二零零九年六月三十日止年度均確認減值虧損。

應收附屬公司款項為無抵押、免息及須應要求償還。

(b) 應付附屬公司款項為無抵押、免息及須應要求償還。

(c) 應付董事款項為無抵押、免息及須應要求償還。

23 交易證券

交易證券包括：

公平值乃參考市場所報買入價後釐定。

Notes to the Financial Statements

財務報表附註

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

24 INVENTORIES

24 存貨

		The Group 本集團	
		2010	2009
		二零一零年	二零零九年
		HK\$'000	HK\$'000
		千港元	千港元
Finished goods	製成品	301	709
Work in progress	半成品	864	345
Raw materials	原材料	294	395
		1,459	1,449

The analysis of the amount of inventories recognised as an expense is as follows:

確認為開支之存貨金額分析如下：

		The Group 本集團	
		2010	2009
		二零一零年	二零零九年
		HK\$'000	HK\$'000
		千港元	千港元
Carrying amount of inventories sold	售出存貨賬面值	6,921	67,046
Write-down of inventories	存貨撇銷	893	319
		7,814	67,365

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財務報表附註

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

25 ACCOUNTS RECEIVABLES

25 應收賬款

		The Group 本集團	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Trade debtors	貿易應收賬款	37	125,605
Less: Allowance for doubtful debts	減：呆賬撥備	-	(122,219)
		37	3,386
Receivable from a jointly controlled entity	應收一家共同控制實體款項	-	95
Receivable from associates	應收聯營公司款項	145	652
		182	4,133

Receivable from associates are unsecured, interest-free and repayable on demand.

應收聯營公司款項為無抵押、免息及須應要求償還。

(a) Ageing analysis

Included in accounts receivables are trade debtors (net of allowance for doubtful debts) with the following ageing analysis as of the end of the reporting period:

(a) 賬齡分析

應收賬款包括貿易應收賬款（經扣除呆賬撥備），於報告期末之賬齡分析如下：

		The Group 本集團	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Current	即期	-	539
Less than 1 month past due	逾期不足一個月	34	79
1 to 3 months past due	逾期一至三個月	-	-
Over 3 months past due	逾期超過三個月	3	2,768
		37	2,847
		37	3,386

Notes to the Financial Statements

財務報表附註

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

25 ACCOUNTS RECEIVABLES (continued)

(a) Ageing analysis (continued)

The Group's trading terms with customers are mainly on credit. The credit period is generally 120 days. No interest is charged on accounts receivables and the Group does not hold any collateral over these balances. Further details on the Group's credit policy are set out in note 41(d).

(b) Impairment of trade debtors

At 30 June 2010, the Group's trade debtors of HK\$Nil (2009: HK\$122,219,000) was individually determined to be impaired. The individually impaired receivables related to customers that were in financial difficulties and management assessed that the receivables were not expected to be recovered. The Group does not hold any collateral over these balances.

(c) Trade debtors that are not impaired

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

Receivables that were past due but not impaired relate to 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.

25 應收賬款 (續)

(a) 賬齡分析 (續)

本集團與客戶之交易大部分以信貸方式進行，信貸期一般為120日。應收賬款為免息，本集團概無就該等結餘持有任何抵押品。本集團信貸政策之進一步詳情載於附註41(d)。

(b) 貿易應收賬款減值

於二零一零年六月三十日，本集團為數零港元（二零零九年：122,219,000港元）之貿易應收賬款已個別釐定為出現減值。個別減值之應收款項與面對財政困難之客戶有關，而管理層評估後預期不可收回應收款項。本集團並無就此等結餘持有任何抵押品。

(c) 並無減值之貿易應收賬款

並無逾期亦無減值之應收款項與最近並無欠款記錄之客戶有關。

逾期但無減值之應收款項與於本集團具良好記錄之獨立客戶有關。根據過往經驗，管理層認為，由於信貸質素並無重大變動，且有關結餘仍被視作可悉數收回，故毋須就此等結餘作出減值撥備。本集團並無就此等結餘持有任何抵押品。

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財務報表附註

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

25 ACCOUNTS RECEIVABLES (continued)

(d) Movement in the allowance for doubtful debts for trade debtors

		The Group 本集團	
		2010 二零一零年	2009 二零零九年
		HK\$'000 千港元	HK\$'000 千港元
At the beginning of year	年初結餘	122,219	113
Impairment losses recognised	已確認之減值虧損	-	122,219
Trade debtors written off	貿易應收賬款撇銷	(114,592)	(113)
Reversal of allowance of bad debts	壞賬撥備回撥	(7,627)	-
At the end of year	年終結餘	-	122,219

(e) Pledge of trade debtors

In previous year, the Group has pledged its trade debtors amounting to HK\$9,348,530 to a third party to secure the due and punctual payment of all and any sums which are or at any time become payable by the Company under a promissory note dated 15 May 2009 issued by the Company in the principal amount at HK\$7,820,000.

25 應收賬款 (續)

(d) 貿易應收賬款呆賬撥備之變動

(e) 貿易應收賬款之抵押

於往年內，本集團向第三方抵押其價值為9,348,530港元之貿易應收賬款，以擔保適當及準時支付本公司應付或隨時應付的任何及全部還款額。本公司乃根據其於二零零九年五月十五日發行、本金額為7,820,000港元之承付票據而須支付該等款項。

26 PLEDGED BANK DEPOSITS

26 已抵押銀行存款

		The Group 本集團		The Company 本公司	
		2010 二零一零年	2009 二零零九年	2010 二零一零年	2009 二零零九年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Bank deposits pledged against banking facilities	作為抵押銀行 備用額之銀行存款	-	10,000	-	10,000

In previous year, the amounts were pledged to secure certain bank loans of the Group and the Company (see note 28).

於往年，該金額已作為本集團及本公司若干銀行貸款之抵押（見附註28）。

Notes to the Financial Statements

財務報表附註

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

27 CASH AND CASH EQUIVALENTS

27 現金及現金等價物

		The Group 本集團		The Company 本公司	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Cash at bank and in hand	銀行及手頭現金	10,326	735	8,173	81
Cash and cash equivalents in the consolidated statement of financial position	列於綜合財務狀況表之現金及現金等價物	10,326	735	8,173	81
Bank overdrafts (note 28)	銀行透支(附註28)	-	(1,957)	-	-
Cash and cash equivalents in the consolidated statement of cash flows	列於綜合現金流量表之現金及現金等價物	10,326	(1,222)	8,173	81

28 BANK LOANS AND OVERDRAFTS

28 銀行貸款及透支

		The Group 本集團	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Non-current	非即期		
Bank loans	銀行貸款	-	-
Current	即期		
Bank loans	銀行貸款	-	10,000
Bank overdrafts (note 27)	銀行透支(附註27)	-	1,957
		-	11,957
Total	總計	-	11,957

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財務報表附註

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

28 BANK LOANS AND OVERDRAFTS (continued)

28 銀行貸款及透支 (續)

		The Group 本集團	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Secured	已抵押		
Bank loans	銀行透支	-	10,000
Bank overdrafts	銀行貸款	-	1,957
		-	11,957

In previous year, the bank overdrafts and the bank loans are secured by the Group's time deposits of HK\$10,000,000.

於往年，銀行透支及銀行貸款乃以本集團10,000,000港元之定期存款作抵押。

In previous year, the directors, Ms. Wong Yuen Yee, Mr. Wong Yao Wing, Robert and Mr. Wong Kwok Sing have provided personal guarantee for bank loan and overdraft facilities to the extent of HK\$12,000,000 granted to the Group and the Company. The facilities were utilised to the extent HK\$11,957,000.

於往年，董事黃婉兒女士、黃祐榮先生及黃國聲先生已就本集團及本公司獲授之銀行貸款及透支備用額提供為數12,000,000港元之個人擔保。該筆備用額已使用了11,957,000港元。

In previous year, the effective interest rates of bank loans and bank overdrafts were 3.4% and 5.8% per annum respectively.

於往年，銀行貸款及透支的實際利率分別為每年3.4%及5.8%。

The directors consider that the carrying amounts of borrowings approximate their fair values.

董事認為，借貸之賬面值與其公平值相若。

The carrying amounts of the borrowings are denominated in Hong Kong dollars.

借貸之賬面值乃以港元列值。

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財務報表附註

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

29 TRADE PAYABLES, ACCRUED EXPENSES AND OTHER PAYABLES 29 貿易應付賬款、應計費用及其他應付款項

	The Group 本集團		The Company 本公司	
	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Trade payables	979	4,323	-	-
Accrued expenses and other payables	31,779	5,981	1,443	2,827
	32,758	10,304	1,443	2,827

The following is an age analysis of trade payables presented based on invoice date as at the end of the reporting period:

基於按照發票日期呈列之貿易應收賬款於報告期末之賬齡分析詳情如下：

	The Group 本集團		The Company 本公司	
	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Less than 1 month	979	4,323	-	-
1 to 3 months	-	-	-	-
Over 3 months	-	-	-	-
	979	4,323	-	-

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財務報表附註

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

30 PROMISSORY NOTES

(a) Promissory note receivable

30 承付票據

(a) 應收承付票據

		The Group 本集團	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
At the date of inception	開始日期	38,137	–
Implicit interest credited	計入之隱含利息	436	–
Balance at the end of the year	年終結餘	38,573	–

On 3 May 2010, two promissory notes in the principal amounts of HK\$2,150,000 and HK\$38,700,000 were issued to the Group as part of consideration for the disposal of Group's interest in Great China Media Holdings Limited.

The two promissory notes are guaranteed by the director of the note issuer, and are non-interest bearing. The promissory notes in the principal amounts of HK\$2,150,000 and HK\$38,700,000 will be matured on 3 August 2010 and 3 May 2011 respectively.

The fair value of the notes in the principal amounts of HK\$2,150,000 and HK\$38,700,000 were calculated by discounting the expected future cash flows at the rate of 7.346% and 7.427% per annum respectively. The directors considered that the carrying amount of the promissory note approximates to its fair value.

於二零一零年五月三日，本集團獲發行兩份本金額分別為2,150,000港元及38,700,000港元之承付票據，作為本集團出售於大中華媒體控股有限公司之權益之部分代價。

兩份承付票據由票據發行人之董事擔保，且不計利息。本金額為2,150,000港元及38,700,000港元之承付票據分別於二零一零年八月三日及二零一一年五月三日期期。

本金額分別為2,150,000港元及38,700,000港元之票據之公平值按估計未來現金流量分別以年利率7.346厘及7.427厘折讓計算。董事認為，該承付票據之賬面值與其公平值相若。

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財務報表附註

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

30 PROMISSORY NOTES (continued)

(b) Promissory note payable

30 承付票據 (續)

(b) 應付承付票據

		The Group and the Company 本集團及本公司	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Balance at the beginning of the year	年初結餘	6,702	–
Issued during the year	年內已發行	–	6,554
Implicit interest charged	收取之隱含利息	285	148
Settled during the year	年內已支付	(6,987)	–
Balance at the end of the year	年終結餘	–	6,702

The promissory note was settled during the year.

承付票據已於年內支付。

In previous year, promissory note was secured by certain Group's accounts receivables and it was non-interest bearing.

於往年，承付票據由本集團若干應收賬款擔保，且計利息。

In previous year, the promissory note was carried at amortised cost using the effective interest rate of 19.32% per annum.

於往年，承付票據按實際年利率19.32厘以攤銷成本列賬。

31 RETIREMENT BENEFITS

The Group operates a Mandatory Provident Fund Scheme ("the MPF scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the Hong Kong Employment Ordinance. The MPF scheme is a defined contribution retirement scheme administered by independent trustees with their assets held separately from those of the Group. The Group participates in a Mandatory Provident Fund ("MPF"), managed by independently approved MPF trustees. Under the MPF scheme, the employer and its employees are each required to make contributions to the scheme at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK\$20,000. Contributions to the scheme vest immediately.

31 退休福利

本集團根據香港強制性公積金計劃條例為根據香港僱傭條例聘用之僱員推行強制性公積金計劃（「強積金計劃」）。強積金計劃為由獨立信託人管理之定額供款退休計劃，其資產與本集團資產分開持有。本集團參與之強制性公積金（「強積金」）由獨立認可強積金信託人管理。根據強積金計劃，僱主及其僱員分別須按僱員有關收入之5%供款，有關收入上限為每月20,000港元。計劃之供款一經作出即歸僱員所有。

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財務報表附註

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

31 RETIREMENT BENEFITS (continued)

The Group also participates in a state-managed scheme. The employees of the Group's subsidiaries in the PRC are members of a state-managed retirement benefit scheme operated by the government of the PRC. The Group contributes on a monthly basis to various defined contribution retirement benefit plan and the Group has no further obligation beyond the contributions made.

32 LONG SERVICE PAYMENTS

Balance at the beginning of the year	年初結餘
Addition during the year	年內增加
Balance at the end of the year	年終結餘

Under the Hong Kong Employment Ordinance, an entity is required to make long service payments to its employees upon the termination of their employment or retirement when the employee fulfils certain conditions and the termination meets the required circumstances. However, where an employment is simultaneously entitled to a long service payment and to a retirement scheme payment, the amount of the long service payment may be reduced by certain benefits arising from the retirement scheme.

31 退休福利 (續)

本集團亦參加國家管理之計劃。本集團中國附屬公司之僱員為國家管理退休福利計劃的成員，該計劃由中國政府營運。本集團按月向各類界定供款退休金計劃供款，並無供款以外的任何其他義務。

32 長期服務付款

		The Group 本集團	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Balance at the beginning of the year	年初結餘	233	233
Addition during the year	年內增加	-	-
Balance at the end of the year	年終結餘	233	233

根據香港僱傭條例，於僱員達成若干條件及其離職符合所需情況下，實體須於有關僱員離職或退休後向其作出長期服務付款。然而，倘僱員同時享有長期服務付款及退休計劃付款，則長期服務付款之金額將按退休計劃產生之若干福利作出扣減。

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

33 DEFERRED TAXATION

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

The Group

		Accelerated Tax loss	depreciation allowances 加速 折舊撥備	Convertible notes 可換股票據	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Deferred tax arising from:	遞延稅項產生自：				
At 1 July 2008	於二零零八年七月一日	-	7,789	-	7,789
Charged to profit or loss (note 10)	於損益扣除 (附註10)	-	165	-	165
At 30 June 2009	於二零零九年 六月三十日	-	7,954	-	7,954
Recognised directly in equity	直接於權益確認	-	-	2,505	2,505
(Credited) to profit or loss (note 10)	(計入) 損益 (附註10)	(4,866)	(3,088)	(1,102)	(9,056)
At 30 June 2010	於二零一零年 六月三十日	(4,866)	4,866	1,403	1,403

33 遞延稅項

於本年度，已於綜合財務狀況表確認之遞延稅項(資產)/負債之組成部分及變動如下：

本集團

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

33 DEFERRED TAXATION (continued) The Company

33 遞延稅項 (續) 本公司

		Convertible notes 可換股票據 HK\$'000 千港元
Deferred tax arising from:	遞延稅項產生自：	
At 1 July 2008	於二零零八年七月一日	-
Charged to profit or loss	於損益扣除	-
At 30 June 2009	於二零零九年六月三十日	-
Recognised directly in equity (Credited) to profit or loss	直接於權益確認 (計入) 損益	2,505 (1,102)
At 30 June 2010	於二零一零年六月三十日	1,403

At the end of the reporting period, the Group has unused tax losses of around HK\$41,742,000 (2009: HK\$34,599,000) available to offset against future profits. Deferred tax assets has been recognised in respect of the tax losses of around HK\$29,489,000 (2009: HK\$Nil).

於報告期末，本集團之未動用稅項虧損為約41,742,000港元（二零零九年：34,599,000港元），可用以抵銷未來溢利。已就稅項虧損約29,489,000港元（二零零九年：零港元）確認遞延稅項資產。

No deferred tax assets has been recognised in respect of the remaining tax losses of HK\$12,253,000 (2009: HK\$51,363,000) due to unpredictability of future profit stream. The unused tax losses do not expire under current tax legislation.

由於無法預測未來溢利來源，故並無就餘下稅項虧損12,253,000港元（二零零九年：51,363,000港元）確認延稅項資產。根據現行稅法，未動用稅項虧損不會屆滿。

The tax losses do not expire under current tax legislation except for an amount of HK\$2,744,000 (2009: HK\$2,958,000), which will be expired in three to four years.

根據現行稅法，稅項虧損不會屆滿，惟2,744,000港元（二零零九年：2,958,000港元）之金額除外，該款項將於三至四年內屆滿。

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

34 CONVERTIBLE NOTES

HK\$75,000,000 Convertible Note due 2011

On 27 October 2009, the Company issued 2-year HK\$75,000,000 unsecured and non interest-bearing convertible note. Subsequent to share consolidation with effect from 12 November 2009 (see Note 35(a)), the holders of convertible note have the option to convert the note into ordinary shares of the Company of HK\$0.1 each at a conversion price of HK\$0.69, subject to adjustments in accordance with the instrument constituting the convertible note, at any time from the issue date, 27 October 2009, up to and excluding the fifth business day immediately before the maturity date, 27 October 2011. Unless previously redeemed and cancelled, the note will be redeemed at par on the maturity date.

The convertible note was split between liability and equity components of approximately HK\$59,816,000 and HK\$15,184,000 respectively upon initial recognition by recognising the liability component at fair value and attributing the residual amount as the equity component.

The interest charged for the year is calculated using the effective interest method by applying the effective interest rate of 11.97% to the liability component.

HK\$43,384,000 Convertible Note due 2011

On 28 February 2009, the Company issued 2-year HK\$43,384,000 unsecured and non interest-bearing convertible note. Subsequent to share consolidation (see Note 35(a)), the holders of convertible note have the option to convert the note into ordinary shares of the Company of HK\$0.1 each at a conversion price of HK\$0.319, subject to adjustments in accordance with the instrument constituting the convertible note, at any time from the issue date, 28 February 2009, up to and excluding the fifth business day immediately before the maturity date, 28 February 2011. Unless previously redeemed and cancelled, the note will be redeemed at par on the maturity date.

34 可換股票據

二零一一年到期之75,000,000港元可換股票據

於二零零九年十月二十七日，本公司發行價值75,000,000港元之兩年期無抵押及免息之可換股票據。隨著自二零零九年十一月十二日起生效之股份合併（見附註35(a)），該可換股票之持有人可隨時於發行日即二零零九年十月二十七日至到期日即二零一一年十月二十七日之前五個營業日，按0.69港元之換股價兌換本公司每股面值0.1港元之普通股，換股價可按構成可換股票據之文據條款作出調整。除非已於過往贖回及註銷，否則該等票據將於到期日按其面值贖回。

可換股票據於初次確認時被分為負債部分約59,816,000港元及股本部分約15,184,000港元，透過按公平值確認負債部分並將餘下之金額列為股本部分。

年內收取之利息乃使用實際利率法按實際利率11.97厘計算，並計入負債部分。

二零一一年到期之43,384,000港元可換股票據

於二零零九年二月二十八日，本公司發行價值43,384,000港元之兩年期無抵押及免息之可換股票據。隨著股份合併（見附註35(a)），該可換股票之持有人可隨時於發行日即二零零九年二月二十八日至到期日即二零一一年二月二十八日之前五個營業日，按0.319港元之換股價兌換本公司每股面值0.1港元之普通股，換股價可按構成可換股票據之文據條款作出調整。除非已於過往贖回及註銷，否則該等票據將於到期日按其面值贖回。

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34 CONVERTIBLE NOTES (continued) HK\$43,384,000 Convertible Note due 2011 (continued)

The convertible note was split between liability and equity components of approximately HK\$30,256,000 and HK\$13,128,000 respectively upon initial recognition by recognising the liability component at fair value and attributing the residual amount as the equity component.

The interest charged for the year is calculated using the effective interest method by applying the effective interest rate of 19.75% to the liability component.

HK\$16,680,000 Convertible Notes due 2010

On 15 May 2009, the Company issued 1-year HK\$16,680,000 unsecured and non interest-bearing convertible notes. The holders of convertible notes have the option to convert the notes into ordinary shares of the Company of HK\$0.02 each at a conversion price of HK\$0.06, subject to adjustments in accordance with the instrument constituting the convertible notes, at any time from the issue date, 15 May 2009, up to and excluding the fifth business day immediately before the maturity date, 15 May 2010. Unless previously redeemed and cancelled, the notes will be redeemed at par on the maturity date.

The convertible notes were split between liability and equity components of approximately HK\$14,360,000 and HK\$2,320,000 respectively upon initial recognition by recognising the liability component at fair value and attributing the residual amount as the equity component.

The interest charged for the year is calculated using the effective interest method by applying the effective interest rate of 16.15% to the liabilities component.

The convertible notes were fully converted during the year.

34 可換股票據 (續) 二零一一年到期之43,384,000港元可換股票據 (續)

可換股票據於初次確認時被分為負債部分約30,256,000港元及股本部分約13,128,000港元，透過按公平值確認負債部分並將餘下之金額列為股本部分。

年內收取之利息乃使用實際利率法按實際利率19.75厘計算，並計入負債部分。

二零一零年到期之16,680,000港元可換股票據

於二零零九年五月十五日，本公司發行價值16,680,000港元之一年期無抵押及免息之可換股票據。該可換股票據之持有人可隨時於發行日即二零零九年五月十五日至到期日即二零一零年五月十五日之前五個營業日，按0.06港元之換股價兌換本公司每股面值0.02港元之普通股，換股價可按構成可換股票據之文據條款作出調整。除非已於過往贖回及註銷，否則該等票據將於到期日按其面值贖回。

可換股票據於初次確認時被分為負債部分約14,360,000港元及股本部分約2,320,000港元，透過按公平值確認負債部分並將餘下之金額列為股本部分。

年內收取之利息乃使用實際利率法按實際利率16.15厘計算，並計入負債部分。

可換股票據於年內已悉數兌換。

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

34 CONVERTIBLE NOTES (continued)

The movement of the liability components of the convertible notes for the year is set out below:

34. 可換股票據 (續)

於年度之可換股票據負債部分之變動載列如下：

		The Group and the Company 本集團及本公司	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Liability component at the beginning of the year	於年初之負債部分	22,106	–
Issue of convertible notes	發行可換股票據	59,816	44,616
Conversion to ordinary shares	兌換至普通股	(21,587)	(24,278)
Interest charged	所收取之利息	6,417	1,768
Liability component at the end of the year	於年終之負債部分	66,752	22,106
Less: Amount due within one year shown under current liabilities	減：一年內到期償還之款項（列於流動負債）	(14,076)	(1,603)
Amount due after one year	一年後到期償還之款項	52,676	20,503

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

35 SHARE CAPITAL

35 股本

		2010 二零一零年		2009 二零零九年	
		Number of shares 股份數目 '000 千股	Nominal value 面值 HK\$'000 千港元	Number of shares 股份數目 '000 千股	Nominal value 面值 HK\$'000 千港元
Authorised:	法定：				
Ordinary shares of HK\$0.02 each	每股面值0.02港元的普通股				
Beginning of the year	年初	5,000,000	100,000	5,000,000	100,000
Ordinary shares of HK\$0.1 each	每股面值0.1港元的普通股				
Effect of increase in nominal value of shares from HK\$0.02 each to HK\$0.1 each (note a)	股份面值由每股0.02港元增加至每股0.1港元的影響 (附註a)	(4,000,000)	-	-	-
End of the year	年終	1,000,000	100,000	5,000,000	100,000
Issued and fully paid:	已發行及繳足：				
Ordinary shares of HK\$0.02 each	每股面值0.02港元的普通股				
Beginning of the year	年初	2,144,178	42,884	1,227,187	24,544
Shares issued under share option schemes (note b)	購股權計劃項下之已發行股份 (附註b)	2,000	40	132,616	2,652
Placement of shares (note c)	配售股份 (附註c)	-	-	290,704	5,814
Conversion of convertible notes (note d)	兌換可換股票據 (附註d)	265,458	5,309	493,671	9,874
		2,411,636	48,233	2,144,178	42,884
Ordinary shares of HK\$0.1 each	每股面值0.1港元的普通股				
Effect of increase in nominal value of shares from HK\$0.02 each to HK\$0.1 each (note a)	股份面值由每股0.02港元增加至每股0.1港元的影響 (附註a)	(1,929,309)	-	-	-
		482,327	48,233	2,144,178	42,884
Shares issued under share option schemes (note b)	購股權計劃項下之已發行股份 (附註b)	35,240	3,524	-	-
Placement of shares (note c)	配售股份 (附註c)	214,465	21,446	-	-
Conversion of convertible notes (note d)	兌換可換股票據 (附註d)	10,000	1,000	-	-
End of the year	年終	742,032	74,203	2,144,178	42,884

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

35 SHARE CAPITAL (continued)

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All the ordinary shares rank equally with regard to Company's residual assets.

Note:

- (a) Pursuant to an ordinary resolution passed at a special general meeting of the Company held on 11 November 2009, every five issued and unissued shares of HK\$0.02 each were consolidated into one new share of HK\$0.1 with effect from 12 November 2009.

Following the share consolidation becoming effective on 12 November 2009, the authorised share capital of the Company is HK\$100,000,000 divided into 1,000,000,000 shares of HK\$0.1 each, of which 482,327,000 shares were in issue and fully paid. The shares after the share consolidation rank *pari passu* in all respects with each other.

- (b) Before share consolidation, options were exercised to subscribe for 2,000,000 ordinary shares in the Company at a consideration of HK\$152,000 of which HK\$40,000 was credited to share capital and the balance of HK\$112,000 was credited to the share premium account. HK\$134,000 has been transferred from the share option reserve to the share premium account.

After share consolidation, options were exercised to subscribe for 35,240,000 new ordinary shares in the Company at a consideration of HK\$8,340,000 of which HK\$3,524,000 was credited to share capital and the balance of HK\$4,816,000 was credited to the share premium account. HK\$6,270,000 has been transferred from the share option reserve to the share premium account.

- (c) On 13 January 2010, the Company placed and issued 94,465,000 new ordinary shares of HK\$0.24 each at cash consideration of HK\$22,672,000 in the Company. The excess of the aggregate cash consideration over the nominal value of shares of HK\$9,446,000 was credited to the share premium account of the Company.

On 23 March 2010, the Company placed and issued 120,000,000 new ordinary shares of HK\$0.25 each at cash consideration of HK\$30,000,000 in the Company. The excess of the aggregate cash consideration over the nominal value of shares of HK\$12,000,000 was credited to the share premium account of the Company.

35 股本 (續)

普通股持有人有權收取不時宣派的股息，並有權於本公司的會議上享有每股一票投票權。所有普通股享有同等權利，可分享本公司的剩餘資產。

附註：

- (a) 根據在於二零零九年十一月十一日舉行之本公司股東特別大會上通過之普通決議案，每5股每股面值0.02港元之已發行及未發行股份合併為1股每股面值0.1港元之新股，自二零零九年十一月十二日起生效。

隨著股份合併於二零零九年十一月十二日生效，本公司之法定股本為100,000,000港元，分為1,000,000,000股每股面值0.1港元之股份，其中482,327,000股為已發行及繳足。股份於股份合併後於各方面享有同等權利。

- (b) 於股份合併前，購股權獲行使以認購2,000,000股本公司普通股，代價為152,000港元，其中40,000港元計入股本，而餘下款項112,000港元則計入股份溢價賬。134,000港元已從購股權儲備轉撥至股份溢價賬。

於股份合併後，購股權獲行使以認購35,240,000股本公司新普通股，代價為8,340,000港元，其中3,524,000港元計入股本，而餘下款項4,816,000港元則計入股份溢價賬。6,270,000港元已從購股權儲備轉撥至股份溢價賬。

- (c) 於二零一零年一月十三日，本公司以現金代價22,672,000港元配售及發行94,465,000股每股面值0.24港元之新普通股。總現金代價超出股份面值之差額9,446,000港元已計入本公司股份溢價賬。

於二零一零年三月二十三日，本公司以現金代價30,000,000港元配售及發行120,000,000股每股面值0.25港元之新普通股。總現金代價超出股份面值之差額12,000,000港元已計入本公司股份溢價賬。

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35 SHARE CAPITAL (continued)

Note: (continued)

- (d) On 7 July 2009, a convertible note holder has exercised conversion right to convert part of the principal amount into the 15,000,000 ordinary shares in the Company. The excess of the aggregate cash consideration over the nominal value of shares of HK\$300,000 was credited to the share premium account of the Company.

On 10 July 2009, a convertible note holder has exercised conversion right to convert part of the principal amount into the 100,000,000 ordinary shares in the Company. The excess of the aggregate cash consideration over the nominal value of shares of HK\$2,000,000 was credited to the share premium account of the Company.

On 22 July 2009, a convertible note holder has exercised conversion right to convert the whole part of the principal amount into the 35,000,000 ordinary shares in the Company. The excess of the aggregate cash consideration over the nominal value of shares of HK\$700,000 was credited to the share premium account of the Company.

On 28 July 2009, a convertible note holder has exercised conversion right to convert the whole part of the principal amount into the 15,458,000 ordinary shares in the Company. The excess of the aggregate cash consideration over the nominal value of shares of HK\$309,000 was credited to the share premium account of the Company.

On 23 October 2009, a convertible note holder has exercised conversion right to convert the whole part of the principal amount into the 50,000,000 ordinary shares in the Company. The excess of the aggregate cash consideration over the nominal value of shares of HK\$1,000,000 was credited to the share premium account of the Company.

On 4 November 2009, a convertible note holder has exercised conversion right to convert part of the principal amount into the 50,000,000 ordinary shares in the Company. The excess of the aggregate cash consideration over the nominal value of shares of HK\$1,000,000 was credited to the share premium account of the Company.

On 17 November 2009, a convertible note holder has exercised conversion right to convert part of the principal amount into the 10,000,000 new ordinary shares in the Company. The excess of the aggregate cash consideration over the nominal value of new shares of HK\$1,000,000 was credited to the share premium account of the Company.

- (e) All new ordinary shares issued during the year rank pari passu in all respects with the existing shares.

35 股本 (續)

附註：(續)

- (d) 於二零零九年七月七日，一名可換股票據持有人行使兌換權，將部分本金額兌換為15,000,000股本公司普通股。總現金代價超出股份面值之差額300,000港元已計入本公司股份溢價賬。

於二零零九年七月十日，一名可換股票據持有人行使兌換權，將部分本金額兌換為100,000,000股本公司普通股。總現金代價超出股份面值之差額2,000,000港元已計入本公司股份溢價賬。

於二零零九年七月二十二日，一名可換股票據持有人行使兌換權，將全部本金額兌換為35,000,000股本公司普通股。總現金代價超出股份面值之差額700,000港元已計入本公司股份溢價賬。

於二零零九年七月二十八日，一名可換股票據持有人行使兌換權，將全部本金額兌換為15,458,000股本公司普通股。總現金代價超出股份面值之差額309,000港元已計入本公司股份溢價賬。

於二零零九年十月二十三日，一名可換股票據持有人行使兌換權，將全部本金額兌換為50,000,000股本公司普通股。總現金代價超出股份面值之差額1,000,000港元已計入本公司股份溢價賬。

於二零零九年十一月四日，一名可換股票據持有人行使兌換權，將部分本金額兌換為50,000,000股本公司普通股。總現金代價超出股份面值之差額1,000,000港元已計入本公司股份溢價賬。

於二零零九年十一月十七日，一名可換股票據持有人行使兌換權，將部分本金額兌換為10,000,000股本公司新普通股。總現金代價超出新股份面值之差額1,000,000港元已計入本公司股份溢價賬。

- (e) 於年度內之所有新普通股於各方面享有同等權利。

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35 SHARE CAPITAL (continued)

Note: (continued)

- (f) Terms of unexpired and unexercised share options at the end of the reporting date.

35 股本 (續)

附註：(續)

- (f) 於報告日期未到期及未行使購股權之年期。

Exercise period 行使期		Number of share options 購股權數目					
		Exercise price 行使價		2010 二零一零年		2009 二零零九年	
		Before the share consolidation 股份合併前	After the share consolidation 股份合併後	Before the share consolidation 股份合併前	After the share consolidation 股份合併後	Before the share consolidation 股份合併前	After the share consolidation 股份合併後
5 July 2002 to 4 July 2012	二零零二年七月五日至 二零一二年七月四日	HK\$0.280港元	HK\$1.400港元	4,800,000	960,000	4,800,000	960,000
6 January 2004 to 5 January 2014	二零零四年一月六日至 二零一四年一月五日	HK\$0.220港元	HK\$1.100港元	10,500	2,100	10,500	2,100
20 September 2005 to 19 September 2015	二零零五年九月二十日至 二零一五年九月十九日	HK\$0.114港元	HK\$0.570港元	1,000,000	200,000	1,000,000	200,000
23 August 2007 to 22 August 2017	二零零七年八月二十三日至 二零一七年八月二十二日	HK\$0.630港元	HK\$3.150港元	69,780,000	13,956,000	69,780,000	13,956,000
9 September 2008 to 8 September 2018	二零零八年九月九日至 二零一八年九月八日	HK\$0.174港元	HK\$0.870港元	30,849,365	6,169,873	30,849,365	6,169,873
11 September 2008 to 10 September 2018	二零零八年九月十一日至 二零一八年九月十日	HK\$0.195港元	HK\$0.975港元	22,000,000	4,400,000	22,000,000	4,400,000
24 November 2008 to 23 November 2018	二零零八年十一月二十四日至 二零一八年十一月二十三日	HK\$0.070港元	HK\$0.350港元	-	-	13,900,000	2,780,000
16 December 2008 to 15 December 2018	二零零八年十二月十六日至 二零一八年十二月十五日	HK\$0.0762港元	HK\$0.381港元	22,000,000	4,400,000	26,000,000	5,200,000
17 February 2009 to 16 February 2019	二零零九年二月十七日至 二零一九年二月十六日	HK\$0.099港元	HK\$0.495港元	12,000,000	2,400,000	12,000,000	2,400,000
29 May 2009 to 28 May 2019	二零零九年五月二十九日至 二零一九年五月二十八日	HK\$0.088港元	HK\$0.440港元	12,000,000	2,400,000	12,000,000	2,400,000
31 December 2009 to 30 December 2019	二零零九年十二月三十一日至 二零一九年十二月三十日	-	HK\$0.225港元	-	1,368,895	-	-
15 January 2010 to 14 January 2020	二零一零年一月十五日至 二零二零年一月十四日	-	HK\$0.365港元	-	12,000,000	-	-
				174,439,865	48,256,868	192,339,865	38,467,973

Each option entitles the holder to subscribe for one ordinary share in the Company. Further details of these options are set out in note 36 to the financial statements.

每份購股權賦予持有人權利認購本公司一股普通股。該等購股權之進一步資料載於財務報表附註36。

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財務報表附註

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

36 SHARE OPTION SCHEMES

The Company adopted a share option scheme on 5 July 2002 whereby any employees (whether or not full-time or part-time) and any consultant or adviser who, at the sole discretion of the board, subject to the terms of the share option scheme, contributed to the Group, may be granted options to subscribe for shares in the Company.

The maximum number of shares in respect of which options may be granted under the schemes must not exceed 10% of the shares in issue.

(i) Pre-IPO Share Option Scheme

Pursuant to the Pre-IPO option scheme adopted by the Company on 5 July 2002 (the "Pre-IPO Share Option Scheme"), the principal terms of which were set out in the Prospectus, options were granted to the grantees to subscribe for shares in the Company.

The following share options with an exercise period from 5 July 2002 to 4 July 2012 were outstanding under the Pre-IPO Share Option Scheme during the year:

36 購股權計劃

本公司於二零零二年七月五日採納一項購股權計劃，據此，任何僱員（不論全職或兼職）及任何諮詢顧問或顧問（在購股權計劃之條款下，由董事會全權酌情認為對本集團有所貢獻者）均可獲授購股權以認購本公司股份。

根據該等計劃可能授出之購股權所涉及股份數目，最多不得超過已發行股份之10%。

(i) 首次公開售股前購股權計劃

根據本公司於二零零二年七月五日採納的首次公開售股前購股權計劃（「首次公開售股前購股權計劃」，其主要條款載於售股章程），本公司向承授人授出購股權以認購本公司股份。

年內根據首次公開售股前購股權計劃尚未行使之購股權（行使期由二零零二年七月五日至二零一二年七月四日）如下：

Name or category of participant 參與者姓名或類別		Number of share options granted on 5 July 2002 於二零零二年七月五日授出之購股權數目							
		At 1 July 2009 於二零零九年七月一日		Granted during the year 年內授出		Exercised during the year 年內行使		At 30 June 2010 於二零一零年六月三十日	
		Before the share consolidation 股份合併前	After the share consolidation 股份合併後	Before the share consolidation 股份合併前	After the share consolidation 股份合併後	Before the share consolidation 股份合併前	After the share consolidation 股份合併後	Before the share consolidation 股份合併前	After the share consolidation 股份合併後
		HK\$0.280港元	HK\$1.400港元	HK\$0.280港元	HK\$1.400港元	HK\$0.280港元	HK\$1.400港元	HK\$0.280港元	HK\$1.400港元
Senior management 高級管理層		2,400,000	480,000	-	-	-	-	2,400,000	480,000
Other employees and consultants 其他僱員及顧問		2,400,000	480,000	-	-	-	-	2,400,000	480,000
		4,800,000	960,000	-	-	-	-	4,800,000	960,000
Exercisable share options 可行使購股權		4,800,000	960,000					4,800,000	960,000

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財務報表附註

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

36 SHARE OPTION SCHEMES (continued)

(ii) Post-IPO Share Option Scheme

Pursuant to a written resolution passed by the sole shareholder of the Company on 5 July 2002, the Company adopted the Post-IPO share option scheme, the principal terms of which are set out in the section headed "Share Option Schemes" in Appendix IV of the Prospectus. Options were granted by the Company under the Post-IPO Share Option Scheme on 6 January 2004.

The following share options with an exercise period from 6 January 2004 to 5 January 2014 were outstanding under the Post-IPO Share Option Scheme during the year:

36 購股權計劃 (續)

(ii) 首次公開售股後購股權計劃

根據本公司唯一股東於二零零二年七月五日通過的書面決議案，本公司採納首次公開售股後購股權計劃，其主要條款載於售股章程附錄四「購股權計劃」一節。於二零零四年一月六日，本公司根據首次公開售股後購股權計劃授出購股權。

年內根據首次公開售股後購股權計劃尚未行使之購股權（行使期由二零零四年一月六日至二零一四年一月五日）如下：

Name or category of participant 參與者姓名或類別	Number of share options granted on 6 January 2004 於二零零四年一月六日授出之購股權數目								
	At 1 July 2009 於二零零九年七月一日		Granted during the year 年內授出		Exercised during the year 年內行使		At 30 June 2010 於二零一零年六月三十日		
	Before the share consolidation 股份合併前	After the share consolidation 股份合併後	Before the share consolidation 股份合併前	After the share consolidation 股份合併後	Before the share consolidation 股份合併前	After the share consolidation 股份合併後	Before the share consolidation 股份合併前	After the share consolidation 股份合併後	
	HK\$0.220港元	HK\$1.100港元	HK\$0.220港元	HK\$1.100港元	HK\$0.220港元	HK\$1.100港元	HK\$0.220港元	HK\$1.100港元	
Exercise price per share 每股行使價									
Other employees and consultants 其他僱員及顧問	10,500	2,100	-	-	-	-	10,500	2,100	
	10,500	2,100	-	-	-	-	10,500	2,100	
Exercisable share options 可行使購股權	10,500	2,100					10,500	2,100	

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

36 SHARE OPTION SCHEMES (continued)

(iii) Post-IPO Share Option Scheme

Pursuant to a written resolution passed by the sole shareholder of the Company on 5 July 2002, the Company adopted the Post-IPO share option scheme, the principal terms of which are set out in the section headed "Share Option Schemes" in Appendix IV of the Prospectus. Options were granted by the Company under the Post-IPO Share Option Scheme on 20 September 2005.

The following share options with an exercise period from 20 September 2005 to 19 September 2015 were outstanding under the Post-IPO Share Option Scheme during the year:

36 購股權計劃 (續)

(iii) 首次公開售股後購股權計劃

根據本公司唯一股東於二零零二年七月五日通過之書面決議案，本公司採納首次公開售股後購股權計劃，其主要條款載於售股章程附錄四「購股權計劃」一節。本公司於二零零五年九月二十日根據首次公開售股後購股權計劃授出購股權。

年內根據首次公開售股後購股權計劃尚未行使之購股權（行使期由二零零五年九月二十日至二零一五年九月十九日）如下：

Name or category of participant 參與者姓名或類別	Number of share options granted on 20 September 2005 於二零零五年九月二十日授出之購股權數目							
	At 1 July 2009 於二零零九年七月一日		Granted during the year 年內授出		Exercised during the year 年內行使		At 30 June 2010 於二零一零年六月三十日	
	Before the share consolidation 股份合併前	After the share consolidation 股份合併後	Before the share consolidation 股份合併前	After the share consolidation 股份合併後	Before the share consolidation 股份合併前	After the share consolidation 股份合併後	Before the share consolidation 股份合併前	After the share consolidation 股份合併後
Exercise price per share 每股行使價	HK\$0.114港元	HK\$0.570港元	HK\$0.114港元	HK\$0.570港元	HK\$0.114港元	HK\$0.570港元	HK\$0.114港元	HK\$0.570港元
Other employees and consultants 其他僱員及顧問	1,000,000	200,000	-	-	-	-	1,000,000	200,000
	1,000,000	200,000	-	-	-	-	1,000,000	200,000
Exercisable share options 可行使購股權	1,000,000	200,000					1,000,000	200,000

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

36 SHARE OPTION SCHEMES (continued)

(iv) Post-IPO Share Option Scheme

Pursuant to a written resolution passed by the sole shareholder of the Company on 5 July 2002, the Company adopted the Post-IPO share option scheme, the principal terms of which are set out in the section headed "Share Option Schemes" in Appendix IV of the Prospectus. Options were granted by the Company under the Post-IPO Share Option Scheme on 23 August 2007.

The following share options with an exercise period from 23 August 2007 to 22 August 2017 were outstanding under the Post-IPO Share Option Scheme during the year:

36 購股權計劃 (續)

(iv) 首次公開售股後購股權計劃

根據本公司唯一股東於二零零二年七月五日通過之書面決議案，本公司採納首次公開售股後購股權計劃，其主要條款載於售股章程附錄四「購股權計劃」一節。於二零零七年八月二十三日，本公司根據首次公開售股後購股權計劃授出購股權。

年內根據首次公開售股後購股權計劃尚未行使之購股權（行使期由二零零七年八月二十三日至二零一七年八月二十二日）如下：

Name or category of participant 參與者姓名或類別		Number of share options granted on 23 August 2007 於二零零七年八月二十三日授出之購股權數目							
		At 1 July 2009 於二零零九年七月一日		Granted during the year 年內授出		Exercised during the year 年內行使		At 30 June 2010 於二零一零年六月三十日	
		Before the share consolidation 股份合併前	After the share consolidation 股份合併後	Before the share consolidation 股份合併前	After the share consolidation 股份合併後	Before the share consolidation 股份合併前	After the share consolidation 股份合併後	Before the share consolidation 股份合併前	After the share consolidation 股份合併後
		HK\$0.630港元	HK\$3.150港元	HK\$0.630港元	HK\$3.150港元	HK\$0.630港元	HK\$3.150港元	HK\$0.630港元	HK\$3.150港元
Directors	董事	34,720,000	6,944,000	-	-	-	-	34,720,000	6,944,000
Senior management	高級管理層	22,190,000	4,438,000	-	-	-	-	22,190,000	4,438,000
Other employees and consultants	其他僱員及顧問	12,870,000	2,574,000	-	-	-	-	12,870,000	2,574,000
		69,780,000	13,956,000	-	-	-	-	69,780,000	13,956,000
Exercisable share options	可行使購股權	69,780,000	13,956,000					69,780,000	13,956,000

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

36 SHARE OPTION SCHEMES (continued)

(v) Post-IPO Share Option Scheme

Pursuant to a written resolution passed by the sole shareholder of the Company on 5 July 2002, the Company adopted the Post-IPO share option scheme, the principal terms of which are set out in the section headed "Share Option Schemes" in Appendix IV of the Prospectus. Options were granted by the Company under the Post-IPO Share Option Scheme on 9 September 2008.

The following share options with an exercise period from 9 September 2008 to 8 September 2018 were outstanding under the Post-IPO Share Option Scheme during the year:

36 購股權計劃 (續)

(v) 首次公開售股後購股權計劃

根據本公司唯一股東於二零零二年七月五日通過之書面決議案，本公司採納首次公開售股後購股權計劃，其主要條款載於售股章程附錄四「購股權計劃」一節。本公司於二零零八年九月九日根據首次公開售股後購股權計劃授出購股權。

年內根據首次公開售股後購股權計劃尚未行使之購股權（行使期由二零零八年九月九日至二零一八年九月八日）如下：

Name or category of participant 參與者姓名或類別	Number of share options granted on 9 September 2008 於二零零八年九月九日授出之購股權數目							
	At 1 July 2009 於二零零九年七月一日		Granted during the year 年內授出		Exercised during the year 年內行使		At 30 June 2010 於二零一零年六月三十日	
	Before the share consolidation 股份合併前	After the share consolidation 股份合併後	Before the share consolidation 股份合併前	After the share consolidation 股份合併後	Before the share consolidation 股份合併前	After the share consolidation 股份合併後	Before the share consolidation 股份合併前	After the share consolidation 股份合併後
Exercise price per share 每股行使價	HK\$0.174港元	HK\$0.870港元	HK\$0.174港元	HK\$0.870港元	HK\$0.174港元	HK\$0.870港元	HK\$0.174港元	HK\$0.870港元
Senior management 高級管理層	10,363,746	2,072,749	-	-	-	-	10,363,746	2,072,749
Other employees and consultants 其他僱員及顧問	20,485,619	4,097,124	-	-	-	-	20,485,619	4,097,124
	30,849,365	6,169,873	-	-	-	-	30,849,365	6,169,873
Exercisable share options 可行使購股權	30,849,365	6,169,873					30,849,365	6,169,873

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

36 SHARE OPTION SCHEMES (continued)

(vi) Post-IPO Share Option Scheme

Pursuant to a written resolution passed by the sole shareholder of the Company on 5 July 2002, the Company adopted the Post-IPO share option scheme, the principal terms of which are set out in the section headed "Share Option Schemes" in Appendix IV of the Prospectus. Options were granted by the Company under the Post-IPO Share Option Scheme on 11 September 2008.

The following share options with an exercise period from 11 September 2008 to 10 September 2018 were outstanding under the Post-IPO Share Option Scheme during the year:

36 購股權計劃 (續)

(vi) 首次公開售股後購股權計劃

根據本公司唯一股東於二零零二年七月五日通過之書面決議案，本公司有條件採納首次公開售股後購股權計劃，其主要條款載於售股章程附錄四「購股權計劃」一節。本公司於二零零八年九月十一日根據首次公開售股後購股權計劃授出購股權。

年內根據首次公開售股後購股權計劃尚未行使之購股權（行使期由二零零八年九月十一日至二零一八年九月十日）如下：

Name or category of participant 參與者姓名或類別	Number of share options granted on 11 September 2008 於二零零八年九月十一日授出之購股權數目							
	At 1 July 2009 於二零零九年七月一日		Granted during the year 年內授出		Exercised during the year 年內行使		At 30 June 2010 於二零一零年六月三十日	
	Before the share consolidation 股份合併前	After the share consolidation 股份合併後	Before the share consolidation 股份合併前	After the share consolidation 股份合併後	Before the share consolidation 股份合併前	After the share consolidation 股份合併後	Before the share consolidation 股份合併前	After the share consolidation 股份合併後
	Exercise price per share 每股行使價							
Other employees and consultants 其他僱員及顧問	22,000,000	4,400,000	-	-	-	-	22,000,000	4,400,000
	22,000,000	4,400,000	-	-	-	-	22,000,000	4,400,000
Exercisable share options 可行使購股權	22,000,000	4,400,000					22,000,000	4,400,000

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36 SHARE OPTION SCHEMES (continued)

(vii) Post-IPO Share Option Scheme

Pursuant to a written resolution passed by the sole shareholder of the Company on 5 July 2002, the Company adopted the Post-IPO share option scheme, the principal terms of which are set out in the section headed "Share Option Schemes" in Appendix IV of the Prospectus. Options were granted by the Company under the Post-IPO Share Option Scheme on 24 November 2008.

The following share options with an exercise period from 24 November 2008 to 23 November 2018 were outstanding under the Post-IPO Share Option Scheme during the year:

36 購股權計劃 (續)

(vii) 首次公開售股後購股權計劃

根據本公司唯一股東於二零零二年七月五日通過之書面決議案，本公司有條件採納首次公開售股後購股權計劃，其主要條款載於售股章程附錄四「購股權計劃」一節。本公司於二零零八年十一月二十四日根據首次公開售股後購股權計劃授出購股權。

年內根據首次公開售股後購股權計劃尚未行使之購股權（行使期由二零零八年十一月二十四日至二零一八年十一月二十三日）如下：

Name or category of participant 參與者姓名或類別	Number of share options granted on 24 November 2008 於二零零八年十一月二十四日授出之購股權數目							
	At 1 July 2009 於二零零九年七月一日		Granted during the year 年內授出		Exercised during the year 年內行使		At 30 June 2010 於二零一零年六月三十日	
	Before the share consolidation 股份合併前	After the share consolidation 股份合併後	Before the share consolidation 股份合併前	After the share consolidation 股份合併後	Before the share consolidation 股份合併前	After the share consolidation 股份合併後	Before the share consolidation 股份合併前	After the share consolidation 股份合併後
	Exercise price per share 每股行使價							
Other employees and consultants 其他僱員及顧問	13,900,000	2,780,000	-	-	(13,900,000)	(2,780,000)	-	-
	13,900,000	2,780,000	-	-	(13,900,000)	(2,780,000)	-	-
Exercisable share options 可行使購股權	13,900,000	2,780,000					-	-

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36 SHARE OPTION SCHEMES (continued)

(viii) Post-IPO Share Option Scheme

Pursuant to a written resolution passed by the sole shareholder of the Company on 5 July 2002, the Company adopted the Post-IPO share option scheme, the principal terms of which are set out in the section headed "Share Option Schemes" in Appendix IV of the Prospectus. Options were granted by the Company under the Post-IPO Share Option Scheme on 16 December 2008.

The following share options with an exercise period from 16 December 2008 to 15 December 2018 were outstanding under the Post-IPO Share Option Scheme during the year:

36 購股權計劃 (續)

(viii) 首次公開售股後購股權計劃

根據本公司唯一股東於二零零二年七月五日通過之書面決議案，本公司有條件採納首次公開售股後購股權計劃，其主要條款載於售股章程附錄四「購股權計劃」一節。本公司於二零零八年十二月十六日根據首次公開售股後購股權計劃授出購股權。

年內根據首次公開售股後購股權計劃尚未行使之購股權（行使期由二零零八年十二月十六日至二零一八年十二月十五日）如下：

Name or category of participant 參與者姓名或類別		Number of share options granted on 16 December 2008 於二零零八年十二月十六日授出之購股權數目							
		At 1 July 2009 於二零零九年七月一日		Granted during the year 年內授出		Exercised during the year 年內行使		At 30 June 2010 於二零一零年六月三十日	
		Before the share consolidation 股份合併前	After the share consolidation 股份合併後	Before the share consolidation 股份合併前	After the share consolidation 股份合併後	Before the share consolidation 股份合併前	After the share consolidation 股份合併後	Before the share consolidation 股份合併前	After the share consolidation 股份合併後
		HK\$0.0762港元	HK\$0.381港元	HK\$0.0762港元	HK\$0.381港元	HK\$0.0762港元	HK\$0.381港元	HK\$0.0762港元	HK\$0.381港元
Senior management	高級管理層	4,750,000	950,000	-	-	-	-	4,750,000	950,000
Other employees and consultants	其他僱員及顧問	21,250,000	4,250,000	-	-	(4,000,000)	(800,000)	17,250,000	3,450,000
		26,000,000	5,200,000	-	-	(4,000,000)	(800,000)	22,000,000	4,400,000
Exercisable share options	可行使購股權	26,000,000	5,200,000					22,000,000	4,400,000

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

36 SHARE OPTION SCHEMES (continued)

(ix) Post-IPO Share Option Scheme

Pursuant to a written resolution passed by the sole shareholder of the Company on 5 July 2002, the Company adopted the Post-IPO share option scheme, the principal terms of which are set out in the section headed "Share Option Schemes" in Appendix IV of the Prospectus. Options were granted by the Company under the Post-IPO Share Option Scheme on 17 February 2009.

The following share options with an exercise period from 17 February 2009 to 16 February 2019 were outstanding under the Post-IPO Share Option Scheme during the year:

36 購股權計劃 (續)

(ix) 首次公開售股後購股權計劃

根據本公司唯一股東於二零零二年七月五日通過之書面決議案，本公司有條件採納首次公開售股後購股權計劃，其主要條款載於售股章程附錄四「購股權計劃」一節。本公司於二零零九年二月十七日根據首次公開售股後購股權計劃授出購股權。

年內根據首次公開售股後購股權計劃尚未行使之購股權（行使期由二零零九年二月十七日至二零一九年二月十六日）如下：

Name or category of participant 參與者姓名或類別	Number of share options granted on 17 February 2009 於二零零九年二月十七日授出之購股權數目							
	At 1 July 2009 於二零零九年七月一日		Granted during the year 年內授出		Exercised during the year 年內行使		At 30 June 2010 於二零一零年六月三十日	
	Before the share consolidation 股份合併前	After the share consolidation 股份合併後	Before the share consolidation 股份合併前	After the share consolidation 股份合併後	Before the share consolidation 股份合併前	After the share consolidation 股份合併後	Before the share consolidation 股份合併前	After the share consolidation 股份合併後
Exercise price per share 每股行使價	HK\$0.099港元	HK\$0.495港元	HK\$0.099港元	HK\$0.495港元	HK\$0.099港元	HK\$0.495港元	HK\$0.099港元	HK\$0.495港元
Other employees and consultants 其他僱員及顧問	12,000,000	2,400,000	-	-	-	-	12,000,000	2,400,000
	12,000,000	2,400,000	-	-	-	-	12,000,000	2,400,000
Exercisable share options 可行使購股權	12,000,000	2,400,000					12,000,000	2,400,000

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

36 SHARE OPTION SCHEMES (continued)

(x) Post-IPO Share Option Scheme

Pursuant to a written resolution passed by the sole shareholder of the Company on 5 July 2002, the Company adopted the Post-IPO share option scheme, the principal terms of which are set out in the section headed "Share Option Schemes" in Appendix IV of the Prospectus. Options were granted by the Company under the Post-IPO Share Option Scheme on 29 May 2009.

The following share options with an exercise period from 29 May 2009 to 28 May 2019 were outstanding under the Post-IPO Share Option Scheme during the year:

36 購股權計劃 (續)

(x) 首次公開售股後購股權計劃

根據本公司唯一股東於二零零二年七月五日通過之書面決議案，本公司有條件採納首次公開售股後購股權計劃，其主要條款載於售股章程附錄四「購股權計劃」一節。本公司於二零零九年五月二十九日根據首次公開售股後購股權計劃授出購股權。

年內根據首次公開售股後購股權計劃尚未行使之購股權（行使期由二零零九年五月二十九日至二零一九年五月二十八日）如下：

Name or category of participant 參與者姓名或類別	Number of share options granted on 29 May 2009 於二零零九年五月二十九日授出之購股權數目							
	At 1 July 2009 於二零零九年七月一日		Granted during the year 年內授出		Exercised during the year 年內行使		At 30 June 2010 於二零一零年六月三十日	
	Before the share consolidation 股份合併前	After the share consolidation 股份合併後	Before the share consolidation 股份合併前	After the share consolidation 股份合併後	Before the share consolidation 股份合併前	After the share consolidation 股份合併後	Before the share consolidation 股份合併前	After the share consolidation 股份合併後
	HK\$0.088港元	HK\$0.440港元	HK\$0.088港元	HK\$0.440港元	HK\$0.088港元	HK\$0.440港元	HK\$0.088港元	HK\$0.440港元
Other employees and consultants 其他僱員及顧問	12,000,000	2,400,000	-	-	-	-	12,000,000	2,400,000
Exercisable share options 可行使購股權	12,000,000	2,400,000	-	-	-	-	12,000,000	2,400,000

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

36 SHARE OPTION SCHEMES (continued)

(xi) Post-IPO Share Option Scheme

Pursuant to a written resolution passed by the sole shareholder of the Company on 5 July 2002, the Company adopted the Post-IPO share option scheme, the principal terms of which are set out in the section headed "Share Option Schemes" in Appendix IV of the Prospectus. Options were granted by the Company under the Post-IPO Share Option Scheme on 31 December 2009.

The following share options with an exercise period from 31 December 2009 to 30 December 2019 were outstanding under the Post-IPO Share Option Scheme during the year:

36 購股權計劃 (續)

(xi) 首次公開發售後購股權計劃

根據本公司唯一股東於二零零二年七月五日通過之書面決議案，本公司有條件採納首次公開售股後購股權計劃，其主要條款載於售股章程附錄四「購股權計劃」一節。本公司於二零零九年十二月三十一日根據首次公開售股後購股權計劃授出購股權。

年內根據首次公開售股後購股權計劃尚未行使之購股權（行使期由二零零九年十二月三十一日至二零一九年十二月三十日）如下：

Name or category of participant	At 1 July 2009 於二零零九年七月一日	Number of share options granted on 31 December 2009 於二零零九年十二月三十一日授出之購股權數目				At 30 June 2010 於二零一零年六月三十日
		Granted during the year 年內授出	Exercised during the year 年內行使	Cancelled during the year 年內註銷	Lapsed during the year 年內失效	
Exercise price per share 每股行使價	-	HK\$0.225港元	HK\$0.225港元	HK\$0.225港元	HK\$0.225港元	HK\$0.225港元
Directors 董事	-	300,000	(200,000)	-	-	100,000
Senior management 高級管理層	-	1,900,000	(1,200,000)	-	-	700,000
Other employees and consultants 其他僱員及顧問	-	31,228,515	(30,659,620)	-	-	568,895
	-	33,428,515	(32,059,620)	-	-	1,368,895
Exercisable share options 可行使購股權	-				-	1,368,895

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

36 SHARE OPTION SCHEMES (continued)

(xii) Post-IPO Share Option Scheme

Pursuant to a written resolution passed by the sole shareholder of the Company on 5 July 2002, the Company adopted the Post-IPO share option scheme, the principal terms of which are set out in the section headed "Share Option Schemes" in Appendix IV of the Prospectus. Options were granted by the Company under the Post-IPO Share Option Scheme on 15 January 2010.

The following share options with an exercise period from 15 January 2010 to 14 January 2020 were outstanding under the Post-IPO Share Option Scheme during the year:

36 購股權計劃 (續)

(xii) 首次公開發售後購股權計劃

根據本公司唯一股東於二零零二年七月五日通過之書面決議案，本公司有條件採納首次公開售股後購股權計劃，其主要條款載於售股章程附錄四「購股權計劃」一節。本公司於二零一零年一月十五日根據首次公開售股後購股權計劃授出購股權。

年內根據首次公開售股後購股權計劃尚未行使之購股權（行使期由二零一零年一月十五日至二零二零年一月十四日）如下：

Name or category of participant	At 1 July 2009 於二零零九年七月一日	Number of share options granted on 15 January 2010 於二零一零年一月十五日授出之購股權數目				At 30 June 2010 於二零一零年六月三十日
		Granted during the year 年內授出	Exercised during the year 年內行使	Cancelled during the year 年內註銷	Lapsed during the year 年內失效	
Exercise price per share 每股行使價	-	HK\$0.365港元	HK\$0.365港元	HK\$0.365港元	HK\$0.365港元	HK\$0.365港元
Other employees and consultants 其他僱員及顧問	-	12,000,000	-	-	-	12,000,000
	-	12,000,000	-	-	-	12,000,000
Exercisable share options 可行使購股權	-					12,000,000

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36 SHARE OPTION SCHEMES (continued)

The fair values of the options granted on 20 September 2005, 23 August 2007, 9 September 2008, 11 September 2008, 24 November 2008, 16 December 2008, 17 February 2009, 29 May 2009, 31 December 2009 and 15 January 2010 determined using the Binomial Option Pricing Model and the Black-Scholes Option Pricing Model were HK\$2,459,600, HK\$32,590,077, HK\$13,654,408, HK\$5,868,400, HK\$2,597,910, HK\$4,093,100, HK\$1,071,600, HK\$948,000, HK\$5,495,000 and HK\$3,225,000 respectively. The significant inputs and assumptions to the model were as follows:

		20 September 2005	23 August 2007	9 September 2008	11 September 2008	24 November 2008	16 December 2008	17 February 2009	29 May 2009	31 December 2009	15 January 2010
		二零零五年 九月二十日	二零零七年 八月二十三日	二零零八年 九月九日	二零零八年 九月十一日	二零零八年 十一月二十四日	二零零八年 十二月十六日	二零零九年 二月十七日	二零零九年 五月二十九日	二零零九年 十二月三十一日	二零一零年 一月十五日
Stock assets price	股份資產價格港元	HK\$0.110港元	HK\$0.63港元	HK\$0.174港元	HK\$0.195港元	HK\$0.07港元	HK\$0.075港元	HK\$0.099港元	HK\$0.087港元	HK\$0.23港元	HK\$0.37港元
Exercise price	行使價	HK\$0.114港元	HK\$0.63港元	HK\$0.174港元	HK\$0.195港元	HK\$0.07港元	HK\$0.0762港元	HK\$0.099港元	HK\$0.088港元	HK\$0.225港元	HK\$0.365港元
Expected volatility	預期波幅	107%	77.37%	95.077%	95.255%	98.732%	100.409%	102.361%	102.323%	96.04%	97.35%
Expected life	預期年期年	5 years年	10 years年	10 years年	10 years年	10 years年	10 years年	10 years年	10 years年	5 years年	5 years年
Risk free interest rate	免風險息率	4.012%	4.480%	2.848%	2.799%	1.467%	1.530%	1.586%	2.767%	1.93%	1.86%
Expected dividend yield	預期股息收益	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%

Expected volatility was based on weekly historical volatility since the establishment of the Company.

The Binomial Option Pricing Model and the Black-Scholes Option Pricing Model require the input of highly subjective assumptions, including the volatility of share price. Any changes in subjective input assumptions could materially affect the fair value estimate.

36 購股權計劃 (續)

於二零零五年九月二十日、二零零七年八月二十三日、二零零八年九月九日、二零零八年九月十一日、二零零八年十一月二十四日、二零零八年十二月十六日、二零零九年二月十七日、二零零九年五月二十九日、二零零九年十二月三十一日及二零一零年一月十五日所授出購股權之公平值分別按二項式購股權定價模式及柏力克-舒爾斯期權定價模式釐定為2,459,600港元、32,590,077港元、13,654,408港元、5,868,400港元、2,597,910港元、4,093,100港元、1,071,600港元、948,000港元、5,495,000港元及3,225,000港元。該模式之重要輸入數據及假設如下：

預期波幅乃根據本公司成立以來之每週歷史波幅釐定。

二項式購股權定價模式及柏力克-舒爾斯期權定價模式要求輸入高度主觀假設數據，包括股價波幅。主觀輸入假設之任何變動可能對公平值估計產生重大影響。

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37 RESERVES (a) The Group

37 儲備 (a) 本集團

		Share premium	Share option reserve	Convertible notes reserve	Contributed surplus	Capital redemption reserve	Exchange reserve	Investment revaluation reserve	(Accumulated losses)	Non- controlling interest	Total
		股份溢價	購股權 儲備	可換股 票據儲備	撥入盈餘	股本贖回儲備	匯兌儲備	投資重估儲備	(累計虧損)	權益 非控制性	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 July 2008	於二零零八年 七月一日	342,866	23,220	-	5,625	43	(245)	-	(60,332)	-	311,177
Loss for the year	本年度虧損	-	-	-	-	-	-	-	(391,000)	-	(391,000)
Issuance of shares	發行股份	49,957	-	-	-	-	-	-	-	-	49,957
Fair value of options granted	授出購股權公平值	-	28,233	-	-	-	-	-	-	-	28,233
Equity component of convertible notes issued	發行可換股票據 股權部分	-	-	15,448	-	-	-	-	-	-	15,448
Exercise of share options	行使購股權	29,416	(15,055)	-	-	-	-	-	-	-	14,361
Share issuance costs	股份發行費用	(1,881)	-	-	-	-	-	-	-	-	(1,881)
Exercise of convertible notes, net of transaction costs	行使可換股花紅 票據，已扣除交易 成本	21,222	-	(6,817)	-	-	-	-	-	-	14,405
Fair value changes of available-for-sale investment	可供出售投資公平值 之變動	-	-	-	-	-	-	(640)	-	-	(640)
Release of exchange reserve upon disposal of foreign subsidiaries	出售外國附屬公司時 撥回匯兌儲備	-	-	-	-	-	72	-	-	-	72
Exchange difference on consolidation	綜合賬目之匯兌差額	-	-	-	-	-	(32)	-	-	-	(32)
At 30 June 2009	於二零零九年 六月三十日	441,580	36,398	8,631	5,625	43	(205)	(640)	(451,332)	-	40,100
At 1 July 2009	於二零零九年 七月一日	441,580	36,398	8,631	5,625	43	(205)	(640)	(451,332)	-	40,100
Loss for the year	本年度虧損	-	-	-	-	-	-	-	(140,706)	(86,686)	(227,392)
Issuance of shares	發行股份	31,226	-	-	-	-	-	-	-	-	31,226
Fair value of options granted	授出購股權之公平值	-	8,720	-	-	-	-	-	-	-	8,720
Equity component of convertible notes issued	發行可換股票據 股權部分	-	-	15,184	-	-	-	-	-	-	15,184
Exercise of share options	行使購股權	11,332	(6,404)	-	-	-	-	-	-	-	4,928
Deferred taxation	遞延稅項	-	-	(2,505)	-	-	-	-	-	-	(2,505)
Share issuance costs	股份發行費用	(1,257)	-	-	-	-	-	-	-	-	(1,257)
Exercise of convertible notes, net of transaction costs	行使可換股花紅 票據，已扣除交易 成本	21,898	-	(6,620)	-	-	-	-	-	-	15,278
Transfer to profit or loss on disposal of available-for-sale investment	出售可供出售投資時 轉撥至損益	-	-	-	-	-	-	640	-	-	640
Acquisition of a subsidiary	收購一間附屬公司	-	-	-	-	-	-	-	-	96,135	96,135
Exchange difference on consolidation	綜合賬目之匯兌差額	-	-	-	-	-	(16)	-	-	-	(16)
At 30 June 2010	於二零一零年 六月三十日	504,779	38,714	14,690	5,625	43	(221)	-	(592,038)	9,449	(18,959)

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37 RESERVES (continued)

(b) The Company

37 儲備 (續)

(b) 本公司

		Share premium	Share option reserve	Convertible notes reserve	Contributed surplus	Capital redemption reserve	(Accumulated losses)	Total
		股份溢價	購股權儲備	可換股票據儲備	繳入盈餘	贖回儲備	(累計虧損)	總計
		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
At 1 July 2008	於二零零八年七月一日	342,866	23,220	-	5,625	43	(62,653)	309,101
Loss for the year	本年度虧損	-	-	-	-	-	(413,219)	(413,219)
Issuance of shares	發行股份	49,957	-	-	-	-	-	49,957
Fair value of options granted	授出購股權公平值	-	28,233	-	-	-	-	28,233
Equity component of convertible notes issued	發行可換股票據股權部分	-	-	15,448	-	-	-	15,448
Exercise of share options	行使購股權	29,416	(15,055)	-	-	-	-	14,361
Share issuance costs	股份發行費用	(1,881)	-	-	-	-	-	(1,881)
Exercise of convertible notes, net of transaction costs	行使可換股票據，已扣除交易成本	21,222	-	(6,817)	-	-	-	14,405
At 30 June 2009	於二零零九年六月三十日	441,580	36,398	8,631	5,625	43	(475,872)	16,405
At 1 July 2009	於二零零九年七月一日	441,580	36,398	8,631	5,625	43	(475,872)	16,405
Loss for the year	本年度虧損	-	-	-	-	-	(153,102)	(153,102)
Issuance of shares	發行股份	31,226	-	-	-	-	-	31,226
Fair value of options granted	授出購股權之公平值	-	8,720	-	-	-	-	8,720
Equity component of convertible notes issued	發行可換股票據股權部分	-	-	15,184	-	-	-	15,184
Exercise of share options	行使購股權	11,332	(6,404)	-	-	-	-	4,928
Deferred taxation	遞延稅項	-	-	(2,505)	-	-	-	(2,505)
Share issuance costs	股份發行費用	(1,257)	-	-	-	-	-	(1,257)
Exercise of convertible notes, net of transaction costs	行使可換股花紅票據，已扣除交易成本	21,898	-	(6,620)	-	-	-	15,278
At 30 June 2010	於二零一零年六月三十日	504,779	38,714	14,690	5,625	43	(628,974)	(65,123)

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財務報表附註

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

37 RESERVES (continued)

(c) Nature and purpose of reserves

- (i) *Share premium and Capital redemption reserve*
The application of the share premium account and capital redemption reserve are governed by Section 40 of the Companies Act 1981 of Bermuda ("Companies Act").
- (ii) *Share option reserve*
The share option reserve comprises the fair value of the actual or estimated number of unexercised share options granted to employees of the Group recognised in accordance with accounting policy adopted for share-based payments in note 4(o)(ii).
- (iii) *Convertible notes reserve*
Convertible notes reserve have been set up and will be dealt with in accordance with the Group's accounting policies.
- (iv) *Contributed surplus*
Pursuant to the Re-organisation as set out in the prospectus, the Company became the holding company of the Group on 5 July 2002. The excess of the consolidated net assets represented by the shares acquired over the nominal value of the shares issued by the Company in exchange under the Re-organisation was transferred to contribute surplus. Contributed surplus is available for distribution to shareholders subject to the provision of Section 54 of the Companies Act.
- (v) *Exchange reserve*
The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policy set out in note 4(y).

37 儲備 (續)

(c) 儲備性質及用途

- (i) *股份溢價及股本贖回儲備*
應用股份溢價賬及股本贖回儲備受百慕達一九八一年公司法(「公司法」)第40條監管。
- (ii) *購股權儲備*
購股權儲備由根據附註4(o)(ii)就以股份為基礎之支出採納之會計政策所確認之授予本集團僱員之實際或估計未行使購股權數目公平值組成。
- (iii) *可換股票據儲備*
可換股票據儲備根據本集團之會計政策建立及將根據該等政策處理。
- (iv) *繳入盈餘*
根據售股章程所述之重組，本公司於二零零二年七月五日成為本集團之控股公司。根據重組本公司所收購股份超出就作為交換代價所發行股份之面值之綜合資產淨值餘額已轉撥繳入盈餘。繳入盈餘可根據公司法第54條向股東分派。
- (v) *匯兌儲備*
匯兌儲備由換算海外業務財務報表所產生之所有匯兌差額組成。儲備根據附註4(y)所載之會計政策處理。

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財務報表附註

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

37 RESERVES (continued)

(c) Nature and purpose of reserves (continued)

(vi) *Investment revaluation reserve*

The Investment revaluation reserve represents accumulated gains and losses arising on the revaluation of available-for-sale investment that have been recognised in other comprehensive income, net of amounts reclassified to profit or loss when those investment have been disposed of or are determined to be impaired.

(vii) *Distributable of reserves*

At 30 June 2010, no aggregate amount of reserves was available for distribution to shareholders of the Company (2009: HK\$Nil).

38 ACQUISITION OF A SUBSIDIARY

On 27 October 2009, the Group acquired 47.2% equity interest in Gaofeng Holding Co. Limited (“HK Gaofeng”) at a consideration of HK\$75,000,000 (the “Acquisition”). HK Gaofeng directly owns 100% equity interest of Jiu Jiang Gaofeng Mining Company Limited (“Jiu Jiang Gaofeng”), a company established in the PRC. Jiu Jiang Gaofeng owns 81.5% equity interest of Zhang Jia Fan Gold Mine, a company established in the PRC and is engaged in the business of gold mine in Zhang Jia Fan, the PRC and has not commenced production activities. Prior to the Acquisition, the Group held 15.4% equity interest of HK Gaofeng and this has been allocated for as available-for-sale investment (*note 21*). As a result, HK Gaofeng became 62.6% owned subsidiary of the Group subsequent to the Acquisition.

As mentioned by the Company’s circular dated 11 September 2009 (the “Circular”), Jiu Jiang Gaofeng 81.5% equity interest of Zhang Jia Fan Gold Mine was yet to be approved by Jiangxi Commerce Administrative Bureau when the Company made its announcement for the Acquisition. The consideration of the Acquisition was made by reference to a management agreement entered into between Jiu Jiang Gaofeng and Zhang Jia Fan Gold Mine with terms as mentioned in the Circular (the “Management Agreement”). The Management Agreement was automatically terminated, in accordance with the term, when the approval was obtained from Jiangxi Commerce Administrative Bureau on 9 July 2009. At date of completion of the Acquisition on 27 October 2009, Zhang Jia Fan Gold Mine is already a subsidiary of HK Gaofeng.

37 儲備 (續)

(c) 儲備性質及用途 (續)

(vi) *投資重估儲備*

投資重估儲備指重估於其他全面收入確認之可供出售投資，扣除當該等投資已被出售或釐定為已減值時重新分類至損益之金額所產生之累計損益。

(vii) *可供分派儲備*

於二零一零年六月三十日，概無儲備總額可供分派予本公司股東 (二零零九年：零港元)。

38 收購一間附屬公司

於二零零九年十月二十七日，本集團以代價75,000,000港元收購香港高豐控股有限公司 (「香港高豐」) 之47.2%股權 (「收購事項」)。香港高豐直接擁有九江高豐礦業有限公司 (「九江高豐」，一間於中國成立之公司) 之100%股權。九江高豐擁有德興市張家畝金礦 (一間於中國成立之公司，並從事中國張家畝之金礦業務，且並未投產) 之81.5%股權。於進行收購前，本集團持有香港高豐之15.4%股權，有關股權被分配作為可供出售投資 (*附註21*)。因此，香港高豐於收購事項後成為本集團擁有62.6%之附屬公司。

誠如本公司日期為二零零九年九月十一日之通函 (「通函」) 所述，於本公司就收購事項作出公佈時，九江高豐擁有德興市張家畝金礦之81.5%股權仍待江西省工商行政管理局批准。收購事項之代價乃參照九江高豐與德興市張家畝金礦訂立之管理協議釐定，其條款載如通函所載 (「管理協議」)。管理協議已根據條款於二零零九年七月九日當取得江西省工商行政管理局之批准時自動終止。於收購事項之完成日期二零零九年十月二十七日，德興市張家畝金礦已成為香港高豐之附屬公司。

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

38 ACQUISITION OF A SUBSIDIARY (continued)

The assets and liabilities of HK Gaofeng acquired at the date of completion of the Acquisition are as follows:

38 收購一間附屬公司(續)

於收購事項完成日期，所收購之HK Gaofeng資產及負債如下：

		HK\$'000 千港元
Assets and liabilities acquired:	所收購資產及負債：	
Property, plant and equipment and construction in progress	物業、廠房及設備以及在建工程	2,872
Intangible assets	無形資產	212,535
Accounts receivables, deposits and other receivables	應收賬款、按金及其他應收款項	3,089
Cash and cash equivalents	現金及現金等價物	159
Inventories	存貨	85
Trade payables, accrued expenses and other payables	貿易應付賬款、應計費用及其他應付款項	(23,135)
		195,605
Less: Non-controlling interest	減：非控制性權益	(96,135)
Less: Interest in available-for-sale investment held prior to the acquisition	減：收購前持有之可供出售投資權益	(24,470)
Consideration	代價	75,000
Represented by	由以下方式呈列	
Convertible notes issued	已發行可換股票據	75,000
Net cash inflow arising from acquisition:	收購所產生現金流入淨額：	
Bank balances and cash acquired	所收購銀行結餘及現金	159

The subsidiary acquired did not contribute significantly to the Group's reserve and results during the year.

所收購附屬公司於年內並無佔本集團大部分儲備及業績。

During the year 2009, the Group acquired 100% of the issued share capital of Dragon Emperor International Limited for a total consideration of HK\$20,906,000 (including professional fee of HK\$536,000). The amount of goodwill arising as a result of the acquisition was HK\$4,322,000.

於二零零九年，本集團以總代價20,906,000港元（包括專業費用536,000港元）收購Dragon Emperor International Limited已發行股本之100%。收購所產生商譽金額為4,322,000港元。

Notes to the Financial Statements

財務報表附註

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

38 ACQUISITION OF A SUBSIDIARY (continued)

The net assets acquired in the transaction and the goodwill arising are as follows:

38 收購一間附屬公司 (續)

交易時所收購之資產淨值及所產生商譽如下：

		HK\$'000 千港元
Fair values of net assets acquired:	所收購淨資產之公平值：	
Available-for-sale investment	可供出售投資	16,600
Other payable	其他應付款項	(16)
		16,584
Goodwill arising from the acquisition	收購所產生之商譽	4,322
Consideration	代價	20,906
Represented by:	由以下方式呈列：	
Convertible notes issued	已發行可換股票據	13,816
Promissory note	承兌票據	6,554
Direct expenses incurred for the acquisition	收購所產生之直接開支	536
		20,906
Net cash outflow arising from acquisition:	收購所產生現金流出淨額：	
Cash consideration	現金代價	536

Dragon Emperor International Limited contributed HK\$16,000 to Group's loss for the period between the date of acquisition and the end of the reporting period in 2009.

由收購日至二零零九年的報告期末，Dragon Emperor International Limited為本集團帶來16,000港元之期內虧損。

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財務報表附註

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39 DISPOSAL OF SUBSIDIARIES

The Group has disposed certain subsidiaries during the year 2009, the net assets of those subsidiaries at their dates of disposal were as follow:

39 出售附屬公司

本集團於二零零九年內出售若干附屬公司，該等附屬公司於出售當天的資產淨值如下：

		2009 二零零九年 HK\$'000 千港元
Net assets disposed of	出售之淨資產	
Property, plant and equipment	物業、廠房及設備	6,857
Prepaid lease payments	預付租賃款項	33,439
Accounts receivables	應收賬款	170
Prepayment, deposits and other receivables	預付款項、按金及其他應收款項	14,911
Amounts due (to) subsidiaries	應(付)附屬公司	(217)
Amounts due from fellow subsidiaries	應收同系附屬公司	43
Amounts due (to) associated companies	應(付)聯營公司	(286)
Amounts due (to) directors	應(付)董事款項	(7)
Inventories	存貨	286
Cash and cash equivalents	現金及現金等價物	283
Bank loans	銀行貸款	(21,667)
Trade payables, accrued expenses and other payables	貿易應付款項、應計開支及其他應付款項	(2,509)
Provision for taxation	稅項撥備	(17)
		31,286
Attributable goodwill	應佔商譽	60,643
Release of translation reserve	釋出換算儲備	72
		92,001
Loss on disposal	出售虧損	(84,375)
Total consideration	總代價	7,626
Satisfied by:	以下列各項支付：	
Other receivables	其他應收款項	225
Promissory note	承付票據	4,256
Cash	現金	3,145
		7,626
Net cash inflow arising on disposal	從出售生產之現金流入淨額	
Cash consideration	現金代價	3,145
Cash and cash equivalents	現金及現金等值物	(283)
		2,862

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財務報表附註

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40 CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

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

The Group monitors capital using a gearing ratio. The Group's policy is to keep the gearing ratio at a reasonable level.

During the year, the Group's gearing ratios exceeds 100%. In order to maintain or adjust the ratio, the Group may adjust the amount of dividends paid to shareholders, issue new shares, raise new debt financing or sell assets to reduce debt.

The Group's gearing ratios at 30 June 2010 and 30 June 2009 were as follows:

40 資本風險管理

本集團管理其資本，確保集團實體可按持續基準繼續營運，並透過優化債務及股本結餘為權益持有人帶來最大回報。本集團之整體策略自去年以來維持不變。

本集團管理資本結構，並就經濟狀況之變動及有關資產之風險特徵作出調整。為維持或調整資本結構，本集團或會調整向股東派付股息之金額、向股東退回股本、發行新股份、籌集新債務之融資或出售資產以減低債務。於二零一零年及二零零九年年度，目標及程序並無任何變動。

本集團運用資產負債比率監察資本。本集團之政策為維持資產負債比率於合理水平。

年內，本集團之資產負債比率超過100%。為保持或調整該比率，本集團可調整向股東派付之股息金額、發行新股、籌集新債項融資或出售資產以減少債務。

本集團於二零一零年六月三十日及二零零九年六月三十日之資產負債比率如下：

		The Group 本集團	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Debt (Note i)	債務 (附註i)	66,752	40,765
Cash and cash equivalents and pledged deposits	現金及現金等價物以及已抵押存款	(10,326)	(10,735)
Net debt	債務淨額	56,426	30,030
Equity (Note ii)	股權 (附註ii)	45,795	82,984
Net debt-to-equity ratio	債務淨額對股本比率	123.2%	36.2%

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40 CAPITAL RISK MANAGEMENT (continued)

- (i) Debt comprises total bank borrowings, promissory notes and convertible notes.
- (ii) Equity includes all capital and reserves of the Group.

Neither the company nor any of its subsidiaries are subject to externally imposed capital requirements.

41 FINANCIAL INSTRUMENTS

Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial assets and financial liabilities are disclosed in note 4.

Categories of financial instruments

40 資本風險管理 (續)

- (i) 債務包括銀行借貸總額、承付票據及可換股票據。
- (ii) 股權包括本集團所有股本及儲備。

本公司及任何其附屬公司均無受外界施加之資本要求規限。

41 金融工具

有關各類金融資產及金融負債之主要會計政策及所採納方法(包括確認條件、計量基準及確認收支之基準)詳情披露於附註4。

金融工具類別

		The Group 本集團		The Company 本公司	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Financial assets	金融資產				
Available-for-sale financial assets	可供出售金融資產	-	18,900	-	-
Fair value through profit or loss	計入損益之公平值	7,495	-	-	-
Loans and receivables	貸款及應收款項	61,633	19,959	86,672	99,289
Financial liabilities	金融負債				
Amortised cost	攤銷成本	100,078	53,209	81,826	45,637

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財務報表附註

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

41 FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies

The Group's activities expose it to a variety of financial risks, including credit risk, liquidity risk, equity price risk, foreign currency risk and cash flow interest rates risk. The Group's overall risk management programme seeks to minimise potential adverse effects on the Group's financial performance and are set out below.

(a) *Interest rate risk*

The Group has no interest-bearing borrowing and variable-rate bank balances as at 30 June 2010. The directors consider that the exposure on cash flow interest rate risk is insignificant. Accordingly, no sensitivity analysis has been prepared for the year ended 30 June 2010.

The Group is exposed to cash flow interest rate risk on variable-rate bank borrowings as at 30 June 2009. Management monitors the related cash flow interest rate risk exposure closely and will consider hedging significant cash flow interest rate risk exposure should the need arise.

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for non-derivative instruments at the end of the reporting period. For variable-rate borrowings, the analysis is prepared assuming the amount of liability outstanding at the end of the reporting period was outstanding for the whole year. A 100 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the possible change in interest rate.

At 30 June 2009, if interest rates had been 100 basis points higher/lower and all other variables were held constant, the Group's loss after tax would increase/decrease by approximately HK\$18,000. This is mainly attributable to the Group's exposure to interest rates on its bank balances and bank loans.

41 金融工具 (續)

財務風險管理目標及政策

本集團經營活動面對各種財務風險，包括信用風險、流動資金風險、股價風險、外幣風險及現金流量利率風險。本集團之整體風險管理計劃尋求降低潛在的負面因素對本集團財務表現帶來之影響，現載列如下。

(a) *利率風險*

本集團於二零一零年六月三十日並無計息借貸及浮動利率銀行結餘。董事認為所承受之現金流量利率風險為微不足道。因此，於截至二零一零年六月三十日止年度並無編製敏感度分析。

本集團於二零零九年六月三十日面對與銀行借貸浮動利率有關之現金流量利率風險。管理層密切監控有關現金流量利率之風險，將於需要時考慮對沖重大現金流量利率風險。

敏感度分析

以下敏感度分析乃根據於報告期末之非衍生工具利率風險作出。就浮動利率借貸而言，有關分析乃假設於報告期末尚未償還之負債金額於整年尚未償還而編製。100個基點之增減幅度用於向主要管理人員內部匯報利率風險，並為管理層對利率可能出現變動之評估。

於二零零九年六月三十日，倘利率上升/下降100個基點而所有其他變數維持不變，則本集團之除稅後虧損會增加/減少約18,000港元，主要歸因於本公司面臨銀行結餘及銀行貸款之利率風險。

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41 FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies (continued)

(b) Liquidity risk

In preparing the consolidated financial statements, the directors of the Company have given careful consideration to the future liquidity and going concern of the Group in the light of the Group incurred loss for the year ended 30 June 2010 of approximately HK\$227,392,000 (2009: HK\$391,000,000). The directors of the Company are satisfied that the Group has so far meet all the financial obligations as and when they fall due and will consider to raise fund by ways of issuing debt and equity instruments of the Group or to obtain adequate committed lines of funding from financial institutions to meet its liquidity requirements in future.

The following table details the remaining contractual maturities at the end of the reporting period of the Group's and the Company's non-derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group and the Company can be required to pay:

41 金融工具 (續)

財務風險管理目標及政策 (續)

(b) 流動資金風險

編製綜合財務報表時，本公司董事已因應本集團於截至二零一零年六月三十日止年度已產生虧損約227,392,000港元（二零零九年：391,000,000港元）。本公司董事對於本集團迄今為止可應付所有到期之財務責任感到滿意，以及考慮以發行本集團債務及股本工具之方式籌集資金或向金融機構取得充足保證資金，以應付其未來流動資金所需。

下表詳列本集團及本公司非衍生金融負債於報告期末之尚餘合約期限，乃根據合約未貼現現金流量（包括採用合約利率計算之利息付款，或如屬浮動利率，則根據報告期末當時之利率），以及本集團及本公司被要求付款之最早日期：

	2010 二零一零年						2009 二零零九年					
	Carrying Amount	Total contractual undiscounted cash flow	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	Carrying Amount	Total contractual undiscounted cash flow	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years
	總合約未貼現現金流量	一年內或須按要求償還	超過一年但少於兩年	超過兩年但少於五年	超過五年		總合約未貼現現金流量	一年內或須按要求償還	超過一年但少於兩年	超過兩年但少於五年	超過五年	
	賬面值	賬面值	賬面值	賬面值	賬面值	賬面值	賬面值	賬面值	賬面值	賬面值	賬面值	
	HK\$'000	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	千港元	
Bank loans and overdrafts	-	-	-	-	-	-	11,957	(11,957)	(11,957)	-	-	-
Trade payables, accrued expenses and other payables	32,758	(32,758)	(32,758)	-	-	-	10,304	(10,304)	(10,304)	-	-	-
Promissory note payable	-	-	-	-	-	-	6,702	(7,820)	(7,820)	-	-	-
Amounts due to directors	568	(568)	(568)	-	-	-	2,140	(2,140)	(2,140)	-	-	-
Convertible notes	66,752	(77,078)	(15,678)	(61,200)	-	-	22,106	(29,508)	(1,827)	(27,681)	-	-
	100,078	(110,404)	(49,204)	(61,200)	-	-	53,209	(61,729)	(34,048)	(27,681)	-	-

Notes to the Financial Statements

財務報表附註

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

41 FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies

(continued)

(b) Liquidity risk (continued)

41 金融工具 (續)

財務風險管理目標及政策 (續)

(b) 流動資金風險 (續)

		The Company 本公司						2009 二零零九年										
		2010 二零一零年		More than 1 year but less than 2 years		More than 2 years but less than 5 years		2009 二零零九年		More than 1 year but less than 2 years		More than 2 years but less than 5 years		More than 5 years				
Carrying Amount	undiscounted cash flow Amount	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	Carrying Amount	undiscounted cash flow Amount	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	Carrying Amount	undiscounted cash flow Amount	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	
賬面值	現金流量	一年內或 須按要求償還	超過一年 但少於兩年	超過兩年 但少於五年	超過五年	賬面值	現金流量	一年內或 須按要求償還	超過一年 但少於兩年	超過兩年 但少於五年	超過五年	賬面值	現金流量	一年內或 須按要求償還	超過一年 但少於兩年	超過兩年 但少於五年	超過五年	
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	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	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	
Amounts due to subsidiaries	應付附屬公司款項	13,471	(13,471)	(13,471)	-	-	13,757	(13,757)	(13,757)	-	-	-	(13,757)	(13,757)	(13,757)	-	-	-
Amounts due to directors	應付董事款項	160	(160)	(160)	-	-	245	(245)	(245)	-	-	-	(245)	(245)	(245)	-	-	-
Trade payables, accrued expenses and other payables	貿易應付賬款、應計費用及其他應付款項	1,443	(1,443)	(1,443)	-	-	2,827	(2,827)	(2,827)	-	-	-	(2,827)	(2,827)	(2,827)	-	-	-
Promissory note payable	應付承付票據	-	-	-	-	-	6,702	(7,820)	(7,820)	-	-	-	(7,820)	(7,820)	(7,820)	-	-	-
Convertible notes	可換股票據	66,752	(77,078)	(15,878)	(61,200)	-	22,106	(29,508)	(1,827)	(27,681)	-	-	(27,681)	(27,681)	(27,681)	-	-	-
		81,826	(92,152)	(30,952)	(61,200)	-	45,637	(54,157)	(26,476)	(27,681)	-	-	(27,681)	(27,681)	(27,681)	-	-	-

(c) Equity price risk

The Group is exposed to equity price changes arising from equity investments classified as trading securities (see note 23) and available-for-sale investment securities (see note 21) as at 30 June 2010 and 2009 respectively.

Sensitivity analysis

At 30 June 2010, if equity prices at that date had been 5% higher/lower with all other variables held constant, loss after taxation would decrease/increase by HK\$375,000 as a result of the changes in fair value of trading securities.

At 30 June 2009, if equity prices at that date had been 5% higher/lower with all other variables held constant, other equity reserves would increase/decrease by HK\$945,000 as a result of the changes in fair value of available-for-sale investment.

(c) 股價風險

於二零一零年及二零零九年六月三十日日本集團分別須就分類為交易證券(見附註23)及可供出售之投資證券(見附註21)須承受股價變動之風險。

敏感度分析

於二零一零年六月三十日，倘股價於當日上升/下降5%而所有其他變數維持不變，由於交易證券之公平值改變，除稅後虧損將減少/增加375,000港元。

於二零零九年六月三十日，倘股價於當日上升/下降5%而所有其他變數維持不變，由於可供出售投資之公平值改變，則其他股本儲備會增加/減少945,000港元。

Notes to the Financial Statements

財務報表附註

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

41 FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies

(continued)

(d) *Credit risk*

The Group has policies in place to ensure that sales of products are made and services are provided to customers with an appropriate credit history. Bank deposits are limited to high-credit-quality financial institutions. The Group has policies that limit the amount of credit exposure to any financial institution.

At 30 June 2010, the Group had certain concentration of credit risk as 93% (2009: 100%) of the total trade receivables of the Group were due from 1 customer (2009: 4 customers). In addition, the Group had concentration of credit risk on geographical area since its total trade receivables consist of customers entirely from the PRC of 100% as at 30 June 2010 (2009: 100%). Those transactions expose to significant concentrations of credit risk at the end of reporting period.

Further quantitative disclosures in respect of the Group's exposure to credit risk arising from accounts receivables are set out in note 25.

(e) *Foreign currency risk*

The Group does not have a significant foreign currency risk exposure arising from its sales and purchases transactions as these transactions are mainly carried out in Hong Kong dollars. Accordingly, no sensitivity analysis has been prepared.

(f) *Fair value measurements recognised in the statement of financial position*

The following table provides an analysis of financial instruments that are measured at fair value at the end of the reporting period, grouped into Levels 1 to 3 based on the degree to which the fair value is observable.

41 金融工具 (續)

財務風險管理目標及政策 (續)

(d) *信用風險*

本集團並無信用風險過度集中情況。本集團之政策是確保向有良好信用記錄的客戶銷售產品及提供服務。銀行存款僅限於高信用評級之財務機構。本集團訂有政策限制對各財務機構之信貸風險數額。

於二零一零年六月三十日，本集團尚有若干信貸集中風險，原因是本集團應收貿易款項總額中的93% (二零零九年：100%) 來自一名 (二零零九年：四名) 客戶。此外，本集團亦有地區信貸集中風險，原因是截至二零一零年六月三十日為止的應收貿易款項總額中的100% (二零零九年：100%) 來自中國的客戶。此等交易於申報期結束時承受重大的信貸集中風險。

有關本集團應收賬款引致之信用風險之進一步數據披露載於附註25。

(e) *外幣風險*

由於買賣交易主要以港元進行，故本集團並無該等交易產生之重大外幣風險。因此，並無編製敏感度分析。

(f) *於財務狀況表確認之公平值計量*

下表提供於報告期末按公平值計量之金融工具分析，並根據公平值之可觀察程度歸類為第一至三層。

Notes to the Financial Statements

財務報表附註

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

41 FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies (continued)

(f) Fair value measurements recognised in the statement of financial position (continued)

Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The level in the fair value hierarchy within which the fair value measurement is categorized in its entirety is determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety.

41 金融工具 (續)

財務風險管理目標及政策 (續)

(f) 於財務狀況表確認之公平值計量 (續)

第一層公平值計量乃指由活躍市場上相同資產或負債之報價 (不作任何調整) 得出之公平值計量。

第二層公平值計量乃指由第一層內之報價以外之可直接 (即價格) 或間接 (即由價格得出) 觀察而與資產或負債相關之輸入數據得出之公平值計量。

第三層公平值計量乃指由包括並非基於可觀察市場數據之資產或負債之相關輸入數據 (不可觀察輸入數據) 之估值技術得出之公平值計量。

公平值計量在公平值架構中之層級分類全部基於對公平值計量整體而言屬重大之最低層級輸入數據釐定。

		The Group 本集團				The Company 本公司			
		Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
		第一層	第二層	第三層	總計	第一層	第二層	第三層	總計
		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	
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產								
Non-derivative financial assets held for trading	非持作交易用途之衍生金融資產	7,495	-	-	7,495	-	-	-	-
Total	總計	7,495	-	-	7,495	-	-	-	-

There were no significant transfers between instruments in Level 1 and Level 2 during the year.

第一層及第二層之工具間於年內並無重大轉撥。

Notes to the Financial Statements

財務報表附註

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

42 COMMITMENTS

(a) Operating leases commitment

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

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Within 1 year	一年內	961	785
After 1 year but within 5 years	一年後但五年內	-	-
After 5 years	五年後	-	-
		961	785

The Group leases a number of properties under operating leases. The leases typically run for an initial period of one to two years, with an option to renew the lease when all terms are renegotiated. None of the leases includes contingent rentals.

(b) Capital commitments

Capital commitments outstanding at 30 June 2010 not provided for in the financial statements of the Group were as follows:

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Contracted but not provided for:	已訂約但未撥備：		
Acquisition of a subsidiary	收購一間附屬公司	-	75,000
Investment in joint venture	於合營公司投資	18,661	18,333
		18,661	93,333

42 承擔

(a) 經營租約承擔

於二零一零年六月三十日，不可撤銷經營租約之應付日後最低租賃款項總額如下：

本集團根據經營租約租賃多項物業。租約一般初步為期一至兩年，租約屆滿時可選擇重續租約，並重新議定所有條款。該等租約並無包括或然租金。

(b) 資本承擔

於二零一零年六月三十日尚未償還而並未於本集團財務報表撥備之資本承擔如下：

Notes to the Financial Statements

財務報表附註

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

43 LEGAL DISPUTE

A High Court action was commenced against the Company's Chairman, Chief Executive Officer and the Company in August 2010 in respect of alleged breach of investment agreement and placing agreement between the plaintiff, the Company's Chairman and Chief Executive Officer. The plaintiff has filed a statement of claim claiming damages in the amount of approximately HK\$15,838,000.

The directors, based on legal advice, consider that the case is in its pre-mature stage in which it is not possible to estimate the eventual outcome of the claims at this current stage. In addition, it would not be possible to quantify reliably the likely potential damages and cost to be incurred by the Group in the event that the Company fails in its defence.

44 RELATED PARTY TRANSACTIONS

(a) The following represents a summary of material transactions during the year between the Group and related parties identified by the directors:

			2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
		Note 附註		
Operating expenses paid	已付營運開支	(i)	449	636
Consultancy fee paid	已付顧問費	(ii)	157	174
Loan interest income	貸款利息收入	(iii)	-	369
Impairment loss recognised in respect of loan to a former associate	就發放予一間前聯營公司貸款確認減低虧損	(iv)	-	12,440
Reversal of impairment loss in respect of loan to a former associate	就發放予一間前聯營公司貸款之減值虧損撥回	(iv)	6,249	-

43 法律糾紛

高等法院於二零一零年八月對本公司主席、行政總裁及本公司就涉嫌違反原告、本公司主席及行政總裁訂立之投資協議及配售協議展開訴訟。原告人已遞交索償書，索償約15,838,000港元。

董事根據法律意見認為該案件仍處於初步階段，其於現階段無法估計索償之最後結果。此外，倘本公司敗訴，其無法可靠地計量本集團可能產生之損害及費用。

44 關連方交易

(a) 本集團與董事所識別關連方於年內進行之重大交易概要如下：

Notes to the Financial Statements

財務報表附註

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

44 RELATED PARTY TRANSACTIONS (continued)

(a) (continued)

Note:

- (i) The directors, Ms. Wong Yuen Yee, Mr. Wong Yao Wing, Robert, Mr. Lam Shiu San and Mr. Wong Kwok Sing, and related companies paid certain operating expenses on behalf of the Group.
- (ii) Consultancy fee paid to Digital Bank Technology Limited, of which Mr. Lam Shiu San is the common director, for the provision of technical support.
- (iii) Loan interest income from United Premier Medical Group, a former associate of the Group.
- (iv) Impairment was made for loans to United Premier Medical Group, a former associate of the Group in previous year and partial repayment made during the year.
- (v) In previous year, purchases of Great China Media Holdings Limited, an associate of the Group, from Capital Base Holding Limited, of which both Ms. Wong Yuen Yee and Mr. Wong Kwok Sing are executive directors and owners. The consideration involved amounting to HK\$43,384,000 which has been satisfied by issuance of convertible note as detailed in note 34.
- (vi) In previous year, directors of the Company provided personal guarantee for banking facilities to the extent of HK\$12,000,000 granted to the Group and the Company.

Mr. Lam Shiu San resigned as director of the Company on 1 June 2010.

Mr. Wong Kwok Sing resigned as director of the Company on 23 March 2010.

The directors of the Company are of the opinion that the above transactions with related parties were conducted on normal commercial terms and in the ordinary course of business.

44 關連方交易 (續)

(a) (續)

附註:

- (i) 董事黃婉兒女士、黃祐榮先生、林兆樂先生及黃國聲先生代表本集團支付若干營運開支。
- (ii) 顧問費乃就獲提供技術支援服務支付予數位庫科技有限公司(林兆樂先生亦為該公司之董事)。
- (iii) 貸款利息收入乃來自曾為本集團聯營公司之保康國際集團。
- (iv) 減值乃來自去年發放予曾為本集團聯營公司之保康國際集團之貸款及本年度之部分還款。
- (v) 於去年，購買本集團聯營公司大中華媒體控股有限公司的Capital Base Holding Limited其執行董事及擁有人為黃婉兒女士及黃國聲先生。涉及43,384,000港元之代價已從發行可換股票據支付，有關詳情載於附註34。
- (vi) 本公司董事已向銀行提出個人擔保以取得授予本集團及本公司之銀行備用額12,000,000港元。

林兆樂先生於二零一零年六月一日辭任本公司董事。

黃國聲先生於二零一零年三月二十三日辭任本公司董事。

本公司董事認為，上述與關連方訂立之交易乃於日常業務過程中按一般商業條款進行。

Notes to the Financial Statements

財務報表附註

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

44 RELATED PARTY TRANSACTIONS (continued)

(b) Compensation of key management personnel

The remuneration of directors and other members of key management during the year was as follows:

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Basic salary, allowance and other benefits	基本薪金、津貼及其他福利	6,535	6,638
Recognised retirement pension	已確認之退休金	71	72
Share-based payments	以股份為基礎之支出	295	1,033
		6,901	7,743

45 EVENTS AFTER THE REPORTING PERIOD

- (a) The Company entered into a sales and purchases agreement to acquire 100% equity interest in Active Link Investments Limited ("Active Link") for a consideration of HK\$105,600,000 as set out in the Company's announcement dated 21 July 2010 and circular dated 24 August 2010. The Company had paid a refundable deposit of HK\$10,000,000 during the year and the acquisition is yet to be completed as at the date of this report.

Active Link was established on 19 May 2010 and is principally engaged in investment holding. Active Link's subsidiaries engage in design, production and publication of outdoor advertisements in the PRC. The Group is expected to further expand its business in outdoor advertising industry in the PRC through the acquisition.

It is impractical to disclose the pro forma revenue and profit of the Group for the year had the acquisition been effected at the beginning of the year, disclose the carrying amount, fair value of the net assets acquired and any goodwill arising from the above acquisition as the information for business combination is incomplete at the time the financial statements are authorized for issue.

- (b) A High Court action was commenced against the Company subsequent to the reporting period as detailed in note 43 to the financial statements.

46 COMPARATIVE FIGURES

Certain comparative amounts have been reclassified to conform with current year's presentation.

44 關連方交易 (續)

(b) 主要管理人員之酬金

年內董事及其他主要管理人員之酬金如下：

45 報告期後事宜

- (a) 如本公司日期為二零一零年七月二十一日之公佈及日期為二零一零年八月二十四日之通函所載，本公司訂立買賣協議，以按代價105,600,000港元收購Active Link Investments Limited (「Active Link」) 100%股本權益。本公司於年內已支付可予退還按金10,000,000港元，而於本報告日期，該收購事項尚未完成。

Active Link於二零一零年五月十九日成立，主要從事投資控股業務。Active Link之附屬公司之業務為在中國設計、製作及發佈戶外廣告。本集團預期透過收購事項進一步拓展其在中國之戶外廣告業務。

倘收購事項已於年初進行，披露本集團年內之備考收益及溢利、披露所收購淨資產之賬面值、公平值及上述收購事項所產生之任何商譽為不切實際，原因為業務合併之資料於財務報表獲授權刊發時並不完整。

- (b) 高等法院於報告期後對本公司提出訴訟，詳情載於財務報表附註43。

46 比對數字

若干比對金額已重新分類以符合本年度的賬項編排。



INNO-TECH HOLDINGS LIMITED
匯 創 控 股 有 限 公 司*

Room 903, Tung Wai Commercial Building,
109-111 Gloucester Road, Wanchai, Hong Kong
香港灣仔告士打道109-111號東惠商業大廈903室