

Aurum Pacific (China) Group Limited

奧栢中國集團有限公司

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

*(於開曼群島註冊成立的有限公司)*

Stock Code 股份代號: 8148

ANNUAL REPORT

年報 **2010**

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

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

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

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*This report, for which the directors (the “Directors”) of Aurum Pacific (China) Group Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.*

### 香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)的特色

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，並應經過審慎周詳的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老練投資者。

由於創業板上市公司新興的性質所然，在創業板買賣的證券可能會較於主板買賣之證券承受較大的市場波動風險，同時無法保證在創業板買賣的證券會有高流通量的市場。

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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(「創業板上市規則」)而刊載，旨在提供有關奧栢中國集團有限公司(「本公司」)的資料；本公司的董事(「董事」)願就本報告的資料共同及個別地承擔全部責任。各董事在作出一切合理查詢後，確認就其所知及所信，本報告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成分，且並無遺漏任何事項，足以令致本報告或其所載任何陳述產生誤導。

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**DIRECTORS****Executive Directors**

Mr. Cheung Yu Ping (*Chairman and Chief Executive Officer*)

Mr. Lee Ah Sang

**Independent Non-Executive Directors**

Mr. Chi Chi Hung, Kenneth

Mr. Chan Wai Fat

Mr. Chui Kwong Kau

**COMPANY SECRETARY**

Ms. Wong Chi Yan

**AUDIT COMMITTEE**

Mr. Chi Chi Hung, Kenneth (*Chairman*)

Mr. Chan Wai Fat

Mr. Chui Kwong Kau

**REMUNERATION COMMITTEE**

Mr. Chi Chi Hung, Kenneth (*Chairman*)

Mr. Cheung Yu Ping

Mr. Chan Wai Fat

Mr. Chui Kwong Kau

**NOMINATION COMMITTEE**

Mr. Chi Chi Hung, Kenneth (*Chairman*)

Mr. Cheung Yu Ping

Mr. Chan Wai Fat

Mr. Chui Kwong Kau

**AUTHORISED REPRESENTATIVES**

Mr. Cheung Yu Ping

Ms. Wong Chi Yan

**REGISTERED OFFICE**

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**董事****執行董事**

張宇平先生 (*主席兼行政總裁*)

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**獨立非執行董事**

季志雄先生

陳偉發先生

崔光球先生

**公司秘書**

黃志恩女士

**審核委員會**

季志雄先生 (*主席*)

陳偉發先生

崔光球先生

**薪酬委員會**

季志雄先生 (*主席*)

張宇平先生

陳偉發先生

崔光球先生

**提名委員會**

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**授權代表**

張宇平先生

黃志恩女士

**註冊辦事處**

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Cayman Islands

**香港總辦事處及主要營業地點**

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**COMPLIANCE OFFICER**

Mr. Cheung Yu Ping

**法規主任**

張宇平先生

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**開曼群島股份過戶登記總處**

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**HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE**

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**香港股份過戶登記分處**

卓佳登捷時有限公司  
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**AUDITOR**

BDO Limited

**核數師**

香港立信德豪會計師事務所有限公司

**PRINCIPAL BANKS**

Bank of China (Hong Kong) Limited  
Standard Chartered Bank (Hong Kong) Limited

**主要往來銀行**

中國銀行(香港)有限公司  
渣打銀行(香港)有限公司

**STOCK CODE**

8148

**股份代號**

8148

**COMPANY WEBSITE**

[www.aurumpacific.com.hk](http://www.aurumpacific.com.hk)

**公司網站**

[www.aurumpacific.com.hk](http://www.aurumpacific.com.hk)

# Chairman's Statement

## 主席報告書

Dear Shareholders

On behalf of the Board of Directors (the "Board") of Aurum Pacific (China) Group Limited (the "Company") and its subsidiaries (collectively known as the "Group"), it gives me great pleasure to report to the shareholders the financial performance for the year ended 31 December 2010.

The key business segments of the Group are trading of computer equipment and related accessories, and provision of custom-made solutions. For the financial year 2010, the Group recorded total revenue of approximately HK\$38,892,000, as compared with approximately HK\$36,941,000 last year.

Profit attributable to the shareholders in current year narrowed down to HK\$119,000 as compared with that of HK\$11,870,000 in year 2009. This significant decrease was mainly due to the one-off gain on disposal of subsidiaries completed last year, in which the distressed business had been disposed of. After the disposal, the performance of the Group has been improved. For the continuing operations, the results improved from loss after tax of HK\$151,000 in the financial year 2009 to profit after tax of HK\$119,000 in current year.

The main objective of the Board is to formulate a proposal for resume trading of the Company's shares on the Stock Exchange, in order to protect the interests of the Company and the Shareholders as a whole. Going forward, the Board is committed to review its overall strategy so as to improve the current business profile and to explore business opportunities for the sufficient cash flow to the Group. With the Group's initiatives, hopefully the trading of the shares could be resumed in the near future.

Finally, on behalf of the Board, I would like to take this opportunity to give my sincere gratitude to all the staff for their wholehearted efforts. In addition, I am much obliged for the encouragement and support from each of the shareholders and the business partners.

**Cheung Yu Ping**  
Chairman

22 March 2011

致各股東：

本人謹代表奧栢中國集團有限公司(「本公司」)及其附屬公司(統稱「本集團」)董事會(「董事會」)，欣然向股東提呈截至二零一零年十二月三十一日止年度之財務業績報告。

本集團之主要業務部門為買賣電腦設備及相關配件以及提供訂製解決方案業務。於二零一零財政年度，本集團錄得總收入約38,892,000港元，而去年則錄得總收入約36,941,000港元。

本年度之股東應佔溢利下跌至119,000港元，二零零九年則為11,870,000港元。股東應佔溢利大幅下跌乃由於去年完成出售附屬公司而錄得一次性收益所致，面對經營困難之業務已由此售出。於出售後，本集團之表現已有所改善。就持續經營業務而言，有關業績由二零零九財政年度之除稅後虧損151,000港元改善至本年度之除稅後溢利119,000港元。

董事會之主要目標為制訂本公司股份恢復於聯交所買賣之計劃，以保障本公司及股東之整體利益。展望未來，董事會承諾檢討其整體策略，以改善現有業務組合，並開拓商機以為本集團帶來充足現金流。憑藉本集團之努力，期望股份能於不久將來恢復買賣。

最後，本人謹藉此機會代表董事會衷心感謝各位員工努力盡心工作。此外，本人亦向各位股東及業務夥伴給予鼓勵與支持由衷致謝。

主席  
張宇平

二零一一年三月二十二日

# Management Discussion and Analysis

## 管理層論述及分析

### BUSINESS REVIEW

During the year under review, the Group is principally engaged in two business segments, trading of computer equipment and accessories and provision of custom-made solutions. Trading business covers the trading of computerised smart sockets and related accessories while the provision of custom-made solutions comprises the developing and implementing custom-made solutions which are specifically designed and developed for the specific needs and requirements to the particular customers on intranet security. For the year ended 31 December 2010, the trading business and the custom-made solutions business contributed turnover of approximately HK\$38,332,000 and HK\$560,000 respectively.

Profit attributable to owners of the Company narrowed down to HK\$119,000 as compared with that of HK\$11,870,000 in year 2009. This was mainly due to the Group completed the disposal of the information localisation business segment last year and recorded the one-off gain of approximately HK\$12,021,000. After the disposal of this adverse business, the resources were better allocated to the existing business segments and the Group's performance had been improved.

### FINANCIAL REVIEW

#### Overall Review

In the financial year 2010, the Group recorded a turnover of approximately HK\$38,892,000, a slight increase of 5.3% as compared with approximately HK\$36,941,000 in year 2009. The turnover was mainly contributed by the trading business. The gross profit of the Group decreased by 3.9% to approximately HK\$6,278,000 from approximately HK\$6,534,000 last year. The Group recorded a profit after tax of HK\$119,000 in current year from the continuing operations as compared with a loss after tax of HK\$151,000 in year 2009. The improvement from continuing operations was mainly due to the better cost control in administrative expenses as well as the increase in turnover.

### PROSPECT

The Board is actively in the progress of preparing the proposal for resumption of the trading of the shares of the Company. Going forward, the Board will explore new investment opportunities to diversify its portfolio and to provide sufficient cash flow to the Group. Meanwhile, the Group will continue to expand in customers range and products range as well as cost control initiatives in order to enhance the efficiency and effectiveness of the Group's capital as a whole.

### Financial Resource and Liquidity

At 31 December 2010, the Group had cash and bank balances of approximately HK\$3,225,000 (2009: HK\$1,018,000), and loans from the controlling shareholder with a carrying amount of HK\$1,078,000 (2009: HK\$7,658,000), which are unsecured, interest free and not repayable before 31 August 2013. In addition, the Group obtained a loan with principal amount of HK\$5,000,000 (2009: HK\$Nil) from an independent third party during the year. The loan is unsecured, bearing interest rate at 3% over the Hong Kong prime rate per annum plus an arrangement fee. The average effective interest rate for the year after taking into account of the arrangement fee is approximately 18%. The loan is repayable within one year. All the cash and bank balances and the borrowings are denominated in Hong Kong dollars.

### 業務回顧

於回顧年度內，本集團主要經營兩個業務分部，分別為買賣電腦設備及相關配件，以及提供訂製解決方案。買賣業務涵蓋買賣電腦化智能插座及相關配件，而提供訂製解決方案則包括因應個別客戶對內聯網保安之特定需要及要求，開發及執行訂製解決方案。截至二零一零年十二月三十一日止年度，買賣業務及訂製解決方案業務分別帶來營業額約38,332,000港元及560,000港元。

本公司擁有人應佔溢利減至119,000港元，二零零九年則為11,870,000港元，主要由於本集團於去年完成出售信息本地化業務分部，並錄得一次性收益約12,021,000港元。於出售該項虧蝕業務後，本集團得以更有效分配資源至現有業務分部，其表現因而有所改善。

### 財務回顧

#### 概覽

於二零一零財政年度，本集團錄得營業額約38,892,000港元，較二零零九年約36,941,000港元微升5.3%。營業額主要來自買賣業務。本集團之毛利由去年約6,534,000港元下跌3.9%至約6,278,000港元。本集團就持續經營業務於本年度錄得除稅後溢利119,000港元，而二零零九年則錄得除稅後虧損151,000港元。持續經營業務表現改善乃主要由於本集團更有效控制行政開支以及營業額有所增加所致。

### 前景

董事會積極籌備恢復買賣本公司股份之計劃。展望未來，董事會將物色新投資機遇，以多元化發展其業務組合及為本集團提供充足現金流。與此同時，本集團將繼續擴大客戶層面及產品種類以及採取更多成本控制措施，以提高本集團整體資本效益及效能。

### 財務資源及流動資金

於二零一零年十二月三十一日，本集團有現金及銀行結餘約3,225,000港元（二零零九年：1,018,000港元），以及賬面值為1,078,000港元之控股股東貸款（二零零九年：7,658,000港元），有關貸款為無抵押、免息及毋須於二零一三年八月三十一日前償還。此外，本集團已於年內自一名獨立第三方取得本金額為5,000,000港元之貸款（二零零九年：零港元），有關貸款為無抵押、按香港最優惠年利率加3厘計息，另加安排費用。年內平均實際利率（計及安排費用後約為18%）。該貸款須於一年內償還。所有現金及銀行結餘以及借貸均以港元計值。

**Gearing Ratio**

As at 31 December 2010, total assets of the Group were approximately HK\$12,014,000, (2009: HK\$11,405,000) whereas the total liabilities were approximately HK\$13,465,000 (2009: HK\$11,580,000). The gearing ratio of the Group, calculated as total liabilities over total assets, was 112.1% (2009: 101.5%) and the current ratio, calculated as current assets over current liabilities, was 1.0 (2009: 2.8). The Directors will continue to take measures to further improve the liquidity and gearing position of the Group.

**Foreign Exchange Exposure**

The Directors consider that the Group had no material foreign exchange exposure.

**Material Acquisition, Disposal and Significant Investment of the Group**

During the year, a wholly owned subsidiary of the Company entered into a sale and purchase agreement with the independent third parties in relation to an acquisition of a company engaging in the business of system integration providing e-medical solutions and corporate performance management solutions. The acquisition is not completed as at the date of the reporting period. Save as disclosed above, the Group did not have any material acquisition, disposal and significant investment.

**Pledge of Assets and Contingent Liabilities**

As at 31 December 2010, the Group did not have any substantial pledge of assets and contingent liabilities.

**DIVIDEND**

The Directors do not recommend the payment of a final dividend for the year ended 31 December 2010.

**EMPLOYEE INFORMATION AND REMUNERATION POLICY**

As at 31 December 2010, the Group employed 8 staff (2009: 10). The staff costs (including directors' remuneration) was approximately HK\$1,528,000 for the year under review (2009: HK\$3,431,000). Remuneration is determined by reference to market terms and the performance, qualification and experience of individual employee.

The Group provides benefits in accordance with the relevant laws and regulations including the Mandatory Provident Fund Scheme of Hong Kong.

**負債比率**

於二零一零年十二月三十一日，本集團總資產約為12,014,000港元（二零零九年：11,405,000港元），而總負債則約為13,465,000港元（二零零九年：11,580,000港元）。本集團之負債比率（按總負債除以總資產計算）為112.1%（二零零九年：101.5%），流動比率（按流動資產除以流動負債計算）為1.0（二零零九年：2.8）。董事將繼續採取多項措施以進一步改善本集團之流動資金及負債狀況。

**外匯風險**

董事認為，本集團並無重大外匯風險。

**本集團之重大收購、出售及重大投資**

年內，本公司之一家全資附屬公司與獨立第三方訂立買賣協議，內容有關收購一家從事系統整合業務以提供電子醫療解決方案及企業績效管理解決方案之公司。於報告期間結算日，有關收購事項尚未完成。除上文所披露者外，本集團並無任何重大收購、出售及重大投資。

**資產抵押及或然負債**

於二零一零年十二月三十一日，本集團並無任何重大資產抵押及或然負債。

**股息**

董事不建議就截至二零一零年十二月三十一日止年度派付末期股息。

**僱員資料及薪酬政策**

於二零一零年十二月三十一日，本集團聘用八名員工（二零零九年：10名）。於回顧年度內，員工成本（包括董事酬金）約為1,528,000港元（二零零九年：3,431,000港元）。酬金乃參考市況及個別員工之表現、資歷及經驗後釐定。

本集團根據相關法律及法規提供福利，包括香港強制性公積金計劃。



The Company is committed to maintaining corporate governance of high standards and quality procedures. The Company has put in place governance practices with emphasis on the integrity to shareholders and quality of disclosure, transparency and accountability to shareholders for the sake of maximising returns to shareholders.

### CORPORATE GOVERNANCE PRACTICE

The Company has complied with the code provisions set out in the Code on Corporate Governance Practices (the “Code”) contained in Appendix 15 of the GEM Listing Rules throughout the year ended 31 December 2010 except for the deviations from code provisions A.2.1 and A.4.1 which are explained in the following relevant paragraph. Below are the major corporate governance practices adopted by the Company with specific reference to the Code.

### CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

During the year ended 31 December 2010, the Company had adopted a code of conduct regarding securities transactions by directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. The Company also had made specific enquiry of all directors and the Company was not aware of any non-compliance with the required standard of dealings and its code of conduct regarding securities transactions by directors.

### THE BOARD OF DIRECTORS

The Board is responsible for leading and controlling the Company, overseeing as well as the supervision of its business, approval of strategic plans and monitoring the Company’s performance. The Board delegates the day-to-day operations to the executive directors and senior management, while reserving certain key matters for its approval.

As at 31 December 2010, the Board comprised five Directors, of which two were executive Directors namely Mr. Cheung Yu Ping and Mr. Lee Ah Sang; and three were independent non-executive Directors namely Mr. Chi Chi Hung, Kenneth, Mr. Chan Wai Fat and Mr. Chui Kwong Kau. There is no financial, business, family or other material/relevant relationship amongst the Directors.

本公司致力維持高水準及具質素程序之企業管治。本公司已推行企業管治措施，著重對股東之誠信、資料披露之質素、透明度及問責性，藉以盡量提高股東回報。

### 企業管治常規

除下文有關段落所闡釋偏離創業板上市規則附錄十五所載企業管治常規守則(「守則」)第A.2.1條及第A.4.1條守則條文外，本公司於截至二零一零年十二月三十一日止年度一直遵守守則所載之守則條文。以下為本公司特別參照守則採納之主要企業管治常規。

### 董事進行證券交易的行為守則

截至二零一零年十二月三十一日止年度，本公司已採納有關董事進行證券交易之行為守則，其條款不遜於創業板上市規則第5.48條至第5.67條所載之規定交易準則。本公司亦已向全體董事作出特別查詢，而本公司並不知悉有任何違反規定交易準則及有關董事進行證券交易之行為守則之情況。

### 董事會

董事會負責領導及監控本公司、監察及監督其業務營運、批核策略性計劃及監管本公司之績效。董事會將日常營運工作轉授由執行董事及高級管理層負責，並保留若干主要事宜由董事會批准。

於二零一零年十二月三十一日，董事會由五名董事組成，包括兩名執行董事張宇平先生及李亞生先生；及三名獨立非執行董事，分別為季志雄先生、陳偉發先生及崔光球先生。董事之間並無財政、業務、家族或其他重大／相關關係。

The Board has the necessary skills and experience appropriate for discharging their duties as Directors in the best interests of the Company and that the current board size is adequate for its present operations. Each of the Directors keeps abreast of his responsibilities as a Director of the Company and of the conduct, business activities and development of the Company.

Members of the Board met on a regular basis and on ad hoc basis to discuss the overall strategy as well as the operation and financial performance of the Group. There were 13 board meetings held during the year 2010.

Attendance of individual Directors at Board meetings held during the year:

董事會各董事均具備所需之技能及經驗，以符合本公司最佳利益為前提，適當地履行彼等作為董事之責任，而董事會現有規模亦足以應付本公司目前營運所需。各董事均瞭解擔任本公司董事所須承擔責任，亦瞭解本公司運作方式、業務活動及發展之最新情況。

董事會定期舉行會議並在有需要時舉行特別會議，以討論本集團整體策略以及營運及財務表現。二零一零年內共舉行十三次董事會會議。

個別董事出席年內舉行之董事會會議情況：

	Attendance 出席次數	Percentage 百分比
<b>Executive Directors</b>		
<b>執行董事</b>		
Mr. Cheung Yu Ping ( <i>Chairman and Chief Executive Officer</i> ) 張宇平先生(主席兼行政總裁)	12/13	92%
Mr. Lee Ah Sang 李亞生先生	13/13	100%
Mr. Chan Chi Chiu, Henry ( <i>Vice Chairman</i> ) (resigned on 17 March 2010) 陳志超先生(副主席)(於二零一零年三月十七日辭任)	2/2	100%
<b>Independent Non-Executive Directors</b>		
<b>獨立非執行董事</b>		
Mr. Chi Chi Hung, Kenneth (appointed on 8 March 2010) 季志雄先生(於二零一零年三月八日獲委任)	12/12	100%
Mr. Chan Wai Fat 陳偉發先生	13/13	100%
Mr. Chui Kwong Kau (appointed on 17 March 2010) 崔光球先生(於二零一零年三月十七日獲委任)	11/11	100%
Mr. Jin Guangjun (resigned on 17 March 2010) 金廣君先生(於二零一零年三月十七日辭任)	2/2	100%
Mr. Law Kin Ho (resigned on 8 March 2010) 羅健豪先生(於二零一零年三月八日辭任)	1/1	100%

### CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Mr. Cheung Yu Ping is the Chairman and the Chief Executive Officer of the Company. Pursuant to A.2.1 of the Code, The roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The Board considers that vesting the roles of both chairman and chief executive officer in the same person will not impair the balance of power and authority between the Board and the management of the Company. The Board also believes that the current structure provides the Company with strong and consistent leadership and allows for effective and efficient planning and implementation of business decisions and strategies. It is in the best interest of the Group to maintain the current practice for continuous efficient operations and development of the Group.

### INDEPENDENCE NON-EXECUTIVE DIRECTORS

Pursuant to A.4.1 of the Code, non-executive Directors should be appointed for specific terms, subject to re-election.

All the existing independent non-executive Directors were not appointed for a specific term but are subject to retirement and re-election at the forthcoming annual general meeting and retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Company's articles of association.

### CORPORATE GOVERNANCE STRUCTURE

The Board is entrusted with the duty to put in place a proper corporate governance structure of the Company. It is primarily responsible for setting directions, formulating strategies, monitoring performance and managing the risks of the Group. Under the Board, there are currently three subcommittees, namely Audit Committee, Remuneration Committee and Nomination Committee. Audit committee and Remuneration committee perform their distinct roles in accordance with their respective terms of reference and assist the Board in supervising certain functions of the senior management. Nomination committee assists the Board in nominating candidates for directorship, reviewing the size and composition of the Board and making recommendation to the Board on appointment of directors.

### 主席與行政總裁

張宇平先生為本公司主席兼行政總裁。根據守則第A.2.1條，主席與行政總裁的角色應有所區分，並不應由一人同時兼任。董事會認為，由同一人擔任主席兼行政總裁之職位不會影響董事會與本公司管理層間之權力與授權平衡。董事會亦相信，現有架構為本公司提供強勢而貫徹之領導，可有效及高效地策劃及推行業務決定及策略。維持現有常規符合本集團之最佳利益，有利於本集團持續高效地經營及發展業務。

### 獨立非執行董事

根據守則第A.4.1條，非執行董事應有指定任期，並可重選連任。

全體現任獨立非執行董事均非按指定任期委任，但須根據本公司之組織章程細則於應屆股東週年大會退任及重選，並最少每三年於本公司股東週年大會輪值退任及重選連任。

### 企業管治架構

董事會有責任為本公司實施妥善的企業管治架構，其主要負責為本集團訂立方針、制訂策略、監控績效及管理風險。董事會轄下設有三個委員會，分別為審核委員會、薪酬委員會及提名委員會。審核委員會及薪酬委員會根據各自之職權範圍履行各自之職能，並協助董事會監督高級管理層若干職能。提名委員會協助董事會提名董事人選，審視董事會人數及組成並向董事會提出有關委任董事之建議。

# Corporate Governance Report

## 企業管治報告

### REMUNERATION COMMITTEE

The Remuneration Committee was established with a specific written terms of reference.

The Remuneration Committee is responsible for making recommendations to the Board regarding the Group's policy and structure for remuneration of Directors and senior management and determining the specific remuneration packages of directors and senior management of the Company.

As at 31 December 2010, the Remuneration Committee comprises four members with a majority of whom are independent non-executive Directors, namely Mr. Chi Chi Hung, Kenneth, Mr. Chan Wai Fat, Mr. Chui Kwong Kan and Mr. Cheung Yu Ping. The Committee is chaired by an independent non-executive Director, Mr. Chi Chi Hung, Kenneth.

The Remuneration Committee is scheduled to meet at least once a year. One meeting was held during the financial year ended 31 December 2010. The attendance of each member is set out as follows:

Attendance of individual members at Remuneration Committee meeting held during the year:

### 薪酬委員會

本公司已成立薪酬委員會，並書面訂定其明確職權範圍。

薪酬委員會負責就本集團有關董事及高級管理層之薪酬政策及架構向董事會提供意見，並釐定本公司董事及高級管理層之具體薪酬。

於二零一零年十二月三十一日，薪酬委員會由四名成員組成，大部分為獨立非執行董事，成員分別為李志雄先生、陳偉發先生、崔光球先生及張宇平先生。獨立非執行董事李志雄先生擔任委員會主席。

薪酬委員會計劃每年最少舉行一次會議。薪酬委員會於截至二零一零年十二月三十一日止財政年度內舉行一次會議。各成員之出席情況載列如下：

個別成員出席年內舉行之薪酬委員會會議情況：

	Attendance 出席次數	Percentage 百分比
<b>Independent Non-Executive Directors</b>		
<b>獨立非執行董事</b>		
Mr. Chi Chi Hung, Kenneth ( <i>Chairman</i> ) (appointed on 8 March 2010) 季志雄先生(主席)(於二零一零年三月八日獲委任)	1/1	100%
Mr. Chan Wai Fat 陳偉發先生	1/1	100%
Mr. Chui Kwong Kau (appointed on 17 March 2010) 崔光球先生(於二零一零年三月十七日獲委任)	1/1	100%
Mr. Jin Guangjun ( <i>Chairman</i> ) (resigned on 17 March 2010) 金廣君先生(主席)(於二零一零年三月十七日辭任)	N/A 不適用	N/A 不適用
Mr. Law Kin Ho (resigned on 8 March 2010) 羅健豪先生(於二零一零年三月八日辭任)	N/A 不適用	N/A 不適用
<b>Executive Director</b>		
<b>執行董事</b>		
Mr. Cheung Yu Ping 張宇平先生	1/1	100%

### REMUNERATION POLICY

The remuneration policy of the Directors is decided by the Remuneration Committee, having regard to the market terms, individual experience, duties and responsibilities.

Directors' emoluments comprise payments to Directors by the Company and its subsidiaries in connection with the management of the affairs of the Company and its subsidiaries. The amounts paid to each Director of the Company for the year ended 31 December 2010 are set out in Note 13 to the consolidated financial statements.

### NOMINATION COMMITTEE

As at 31 December 2010, the Nomination Committee comprised four members with a majority of whom are independent non-executive Directors, namely Mr. Chi Chi Hung, Kenneth, Mr. Chan Wai Fat, Mr. Chui Kwong Kau and Mr. Cheung Yu Ping. The Committee is chaired by an independent non-executive Director, Mr. Chi Chi Hung, Kenneth. The Nomination Committee is responsible for nominating potential candidates for directorship, reviewing the nomination of directors and making recommendations to the Board on such appointments.

The Nomination Committee is scheduled to meet at least once a year for the review of the structure, size and composition of the Board. In addition, the Nomination Committee also meets as it is required to consider nomination related matters. One meeting was held during the financial year. The attendance of each member is set out as follows:

Attendance of individual members at Nomination Committee meeting held during the year:

#### Independent Non-Executive Directors

##### 獨立非執行董事

Mr. Chi Chi Hung, Kenneth (*Chairman*) (appointed on 8 March 2010)

季志雄先生(主席)(於二零一零年三月八日獲委任)

Mr. Chan Wai Fat

陳偉發先生

Mr. Chui Kwong Kau (appointed on 17 March 2010)

崔光球先生(於二零一零年三月十七日獲委任)

Mr. Jin Guangjun (*Chairman*) (resigned on 17 March 2010)

金廣君先生(主席)(於二零一零年三月十七日辭任)

Mr. Law Kin Ho (resigned on 8 March 2010)

羅健豪先生(於二零一零年三月八日辭任)

#### Executive Director

##### 執行董事

Mr. Cheung Yu Ping

張宇平先生

### 薪酬政策

董事之薪酬政策乃經薪酬委員會考慮市場情況、個人經驗、職責及責任後釐定。

董事薪酬包括本公司及其附屬公司就本公司及其附屬公司之管理事宜，向董事發放之付款。截至二零一零年十二月三十一日止年度向本公司各董事支付之款項，載於綜合財務報表附註13。

### 提名委員會

於二零一零年十二月三十一日，提名委員會由四名成員組成，大部分為獨立非執行董事，成員分別為季志雄先生、陳偉發先生、崔光球先生及張宇平先生。獨立非執行董事季志雄先生擔任委員會主席。提名委員會負責提名可能出任董事之人士、檢討董事提名名單，並就有關委任向董事會提供推薦意見。

提名委員會計劃每年最少舉行一次會議，以檢討董事會之結構、規模及組成。此外，提名委員會亦於需要時舉行會議，以考慮提名相關事宜。提名委員會於本財政年度舉行一次會議。各成員之出席情況載列如下：

個別成員出席年內舉行之提名委員會會議情況：

Attendance 出席次數	Percentage 百分比
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Attendance 出席次數	Percentage 百分比
1/1	100%
1/1	100%
1/1	100%
N/A	N/A
不適用	不適用
N/A	N/A
不適用	不適用
1/1	100%

### AUDIT COMMITTEE

Under its terms of reference which are aligned with the code provisions set out in the Code, the Audit Committee is set up based on the guidelines recommended by the Hong Kong Institute of Certified Public Accountants to evaluate the overall effectiveness of the internal control and risk management frameworks, to review the accounting principles and practices adopted by the Group and other financial reporting matters and ensure the completeness, accuracy and fairness of the financial statements, to monitor compliance with statutory and listing requirements and to oversee the relationship with the external auditors.

The Audit Committee comprised three members throughout the year ended 31 December 2010. At least one member has an appropriate professional qualification or accounting or related financial management expertise. The Audit Committee reviews the quarterly, 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.

Senior representatives of the external auditors, executive Directors and senior executives are invited to attend the meetings, if required. Each member of the Audit Committee members had unrestricted access to the Group's external auditors and the Management.

The Audit Committee met four times during the year and the attendance of each member is set out as follows:

#### Independent Non-Executive Directors

##### 獨立非執行董事

Mr. Chi Chi Hung, Kenneth (*Chairman*) (appointed on 8 March 2010)

季志雄先生(主席)(於二零一零年三月八日獲委任)

Mr. Chan Wai Fat

陳偉發先生

Mr. Chui Kwong Kau (appointed on 17 March 2010)

崔光球先生(於二零一零年三月十七日獲委任)

Mr. Jin Guangjun (*Chairman*) (resigned on 17 March 2010)

金廣君先生(主席)(於二零一零年三月十七日辭任)

Mr. Law Kin Ho (resigned on 8 March 2010)

羅健豪先生(於二零一零年三月八日辭任)

### 審核委員會

根據與守則所載守則條文相符之職權範圍，審核委員會乃根據香港會計師公會建議之指引而成立，其必須評審內部監控及風險管理架構之整體效用，及檢討本集團所採納之會計原則及常規以及其他財務申報事宜，以確保財務報表之完備性、準確性及公平程度，並監察本集團遵守法定及上市規定以及監督與外聘核數師之關係。

於截至二零一零年十二月三十一日止整個年度內，審核委員會由三名成員組成，其中最少一名具適當專業資格或會計或相關財務管理專長。審核委員會負責於向董事會提呈季度、中期及年度報告前審閱該等報告。於審閱本公司季度、中期及年度報告時，審核委員會不單關注會計政策及常規變動之影響，亦著眼於遵守會計準則、創業板上市規則及法例規定。

如有需要，外聘核數師之高級代表、執行董事與高級行政人員會獲邀出席會議。審核委員會各名成員在接觸本集團外聘核數師及管理層方面並無限制。

審核委員會於年內舉行四次會議，各成員之出席次數如下：

	Attendance 出席次數	Percentage 百分比
Mr. Chi Chi Hung, Kenneth ( <i>Chairman</i> ) (appointed on 8 March 2010)	4/4	100%
季志雄先生(主席)(於二零一零年三月八日獲委任)		
Mr. Chan Wai Fat	4/4	100%
陳偉發先生		
Mr. Chui Kwong Kau (appointed on 17 March 2010)	4/4	100%
崔光球先生(於二零一零年三月十七日獲委任)		
Mr. Jin Guangjun ( <i>Chairman</i> ) (resigned on 17 March 2010)	N/A	N/A
金廣君先生(主席)(於二零一零年三月十七日辭任)	不適用	不適用
Mr. Law Kin Ho (resigned on 8 March 2010)	N/A	N/A
羅健豪先生(於二零一零年三月八日辭任)	不適用	不適用

### AUDITOR'S REMUNERATION

The Company reviews the appointment of an external auditor on an annual basis including a review of the audit scope and approval of the audit fee. During the year, the fees to the auditors of the Group, BDO Limited for the provision of audit services and non-audit related services were HK\$420,000 and HK\$498,000 respectively.

### INTERNAL CONTROL AND RISK MANAGEMENT

The Board is responsible for the effectiveness of the Group's internal control systems. The internal control system includes safeguard of the interest of shareholders and the Group's assets. It has been an important duty of the Board to conduct a review of internal control to ensure the effectiveness and adequacy of the system of the Group annually or at any time necessary. The Board has reached the conclusion that the Group's internal control system was in place and effective. The Board will continue to carry out regular review on the internal control system. The Group will constantly improve and strengthen its corporate control with reference to changes in the operating environment in order to enhance its corporate governance and safeguard the interests of its shareholders.

### RELATED PARTY TRANSACTIONS POLICY

During the year, related party transactions if any, are periodically reviewed and approved by the Audit Committee.

### INVESTOR RELATIONS

The Company uses two-way communication channels to account to shareholders and investors for the performance of the Company. All the shareholders have received not less than 20 clear business days' notice of annual general meeting at which Directors are available to answer questions on the business. Extensive information about the Group's activities is provided in its annual report, interim report and quarterly reports which are sent to shareholders and investors. The Company's announcements, press releases and publications are published and are also available on the GEM website and on the Company's website at [www.aurumpacific.com.hk](http://www.aurumpacific.com.hk).

In order to provide effective disclosure to shareholders and investors and to ensure they all receive equal access to the same information at the same time, information considered to be of a price sensitive nature is released by way of formal public announcement as required by the GEM Listing Rules.

### 核數師酬金

本公司每年檢討外聘核數師之委聘，包括檢討其審核範圍及批准審核費用。年內，就本集團核數師香港立信德豪會計師事務所有限公司所提供審核服務及非審核相關服務分別支付費用420,000港元及498,000港元。

### 內部監控及風險管理

董事會負責管理本集團內部監控制度之效用。內部監控制度包括保障股東之利益及本集團之資產。董事會須承擔就此進行檢討之重要責任。董事會每年或按需要檢討本集團之內部監控制度，以確保該制度有效及完善。董事會已達致結論，認為本集團具備合適及有效的內部監控制度，董事會將繼續定期檢討內部監控制度。本集團將因應營運環境之變化，不斷改善及加強企業監控，以提升企業管治及保障股東之利益。

### 關連人士交易政策

於本年度內，審核委員會定期審閱及批准關連人士交易(如有)。

### 投資者關係

本公司採用雙向通訊渠道向股東及投資者匯報本公司業績。所有股東均可於舉行股東週年大會前不少於20個完整營業日獲發通告，會上董事將回答有關業務之提問。寄交股東及投資者之年報、中期報告及季度報告內載有本集團業務之詳盡資料。本公司之公告、新聞稿及出版刊物亦會公開發佈，並於創業板網站及本公司網站 [www.aurumpacific.com.hk](http://www.aurumpacific.com.hk) 刊載。

為向股東及投資者提供有效披露，並確保彼等均同時獲取相同資料，被視為影響股價之資料會根據創業板上市規則之規定透過正式公開公告發佈。

## Directors and Senior Management Profiles

### 董事及高級管理人員簡介

#### EXECUTIVE DIRECTORS

**Mr. Cheung Yu Ping**, aged 53, has been appointed as an executive Director, the chairman and the chief executive officer of the Company with effect from 14 July 2008. Mr. Cheung has also been appointed as authorised representative and compliance officer of the Company with effect from 17 March 2010. He has extensive experience in consultancy business of energy, information technology related projects and property investment in the PRC. He graduated at Harbin Institute of Technology, the PRC with a degree in construction engineering. Mr. Cheung has been operating his consultant business with offices both in Shenzhen and Hong Kong. Prior to starting his own business, he was a public servant and vated as a senior engineer in the PRC from 1982 to 2000, where extensive connections and experience in the industry were developed. Currently, he is also an adjunct professor in the Shenzhen Graduate School of Harbin Institute of Technology.

**Mr. Lee Ah Sang**, aged 47, has been appointed as an executive Director of the Company with effect from 2 October 2008. He is an experienced financial market practitioner who has worked in the financial field for more than 20 years. Mr. Lee was a key employee with the securities arm of one of the largest Chinese banks in Hong Kong. Mr. Lee joined the investment arena before the unification of the four stock exchanges, and is now the general manager and an executive director of a local securities company. Mr. Lee is a licensed Responsible Officer with Securities and Futures Commission and he is also a member of the Hong Kong Institute of Securities.

#### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Chi Chi Hung, Kenneth**, aged 42, was appointed as an independent non-executive Director on 8 March 2010. Mr. Chi has over 19 years of experience in accounting and financial control area. He holds a Bachelor of Accountancy Degree from the Hong Kong Polytechnic University and is a fellow member of Association of Chartered Certified Accountants in the United Kingdom, an associate member of the Hong Kong Institute of Certified Public Accountants, an associate member of the Hong Kong Institute of Chartered Secretaries and an associate member of the Institute of Chartered Secretaries and Administrators in the United Kingdom. Mr. Chi is currently an executive director of Hua Yi Copper Holdings Limited (stock code: 559), China Grand Forestry Green Resources Group Limited (stock code: 910), M Dream Inworld Limited (stock code: 8100) and Morning Star Resources Limited (stock code: 542). He is also an independent non-executive director of ZMAY Holdings Limited (stock code: 8085).

#### 執行董事

**張宇平先生**，53歲，自二零零八年七月十四日起獲委任為本公司執行董事、主席兼行政總裁。張先生亦已於二零一零年三月十七日起獲委任為本公司授權代表及法規主任。彼於中國之能源、資訊科技相關項目及物業投資之顧問業務擁有豐富經驗。彼畢業於中國哈爾濱工業大學，獲頒授建造工程學位。張先生一直經營其顧問業務，並於深圳及香港兩地設有辦事處。於自行創業前，彼曾於一九八二年至二零零零年間在中國擔任公務員及高級工程師，並於當地建立有關行業之廣泛聯繫及經驗。目前，彼亦為哈爾濱工業大學深圳研究生院之兼職教授。

**李亞生先生**，47歲，自二零零八年十月二日起獲委任為本公司執行董事。彼於金融界工作超過20年，為一位擁有豐富經驗之金融市場從業者。李先生曾為本港其中一間最大華資銀行轄下證券公司之要員。李先生在四會合併前已參與證券投資活動，現為本港一間證券公司之總經理兼執行董事，亦為證券及期貨事務監察委員會之持牌負責人員。李先生亦為香港證券專業學會之會員。

#### 獨立非執行董事

**季志雄先生**，42歲，於二零一零年三月八日獲委任為獨立非執行董事。季先生於會計及財務管理方面擁有逾19年經驗。彼持有香港理工大學會計學學士學位，並為英國特許公認會計師公會資深會員、香港會計師公會會員、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。季先生現為華藝礦業控股有限公司(股份代號：559)、中國林大綠色資源集團有限公司(股份代號：910)、聯夢活力世界有限公司(股份代號：8100)及星晨集團有限公司(股份代號：542)之執行董事。彼亦為中民安園控股有限公司(股份代號：8085)之獨立非執行董事。



## Directors and Senior Management Profiles

### 董事及高級管理人員簡介

**Mr. Chan Wai Fat**, aged 43, has been appointed as an independent non-executive Director of the Company with effect from 14 July 2008. Mr. Chan is currently a Senior Vice President of a securities house in Hong Kong. Mr. Chan holds a bachelor degree of commerce from The University of Western Australia and a master degree of business administration from Deakin University, Australia. He has years of experience in compliance, accounting and financial management in securities industry and has worked for international accounting firms and listed company in Hong Kong. He is a fellow of the Hong Kong Institute of Certified Public Accountants and a Certified Practising Accountant of CPA Australia.

**Mr. Chui Kwong Kau**, aged 44, has been appointed as an independent non-executive Director of the Company with effect from 17 March 2010. Mr. Chui has over 15 years' experiences in accounting and auditing fields, including over 10 years' accounting and auditing experience in other public listed companies. Mr. Chui is currently an executive director of China Energy Development Holdings Limited (stock code: 228) and also an executive director of ZMAY Holdings Limited (stock code: 8085).

**陳偉發先生**，43歲，自二零零八年七月十四日起獲委任為本公司獨立非執行董事。陳先生目前為本港一間證券公司之高級副總裁。陳先生持有西澳洲大學頒發之商業學士學位，以及澳洲迪金大學頒發之工商管理碩士學位。彼於證券業之合規、會計及財務管理方面擁有多年經驗，曾任職於香港的國際會計師行及上市公司。彼為香港會計師公會之資深會員及澳洲會計師公會之註冊會計師。

**崔光球先生**，44歲，自二零一零年三月十七日起獲委任為本公司獨立非執行董事。崔先生於會計及核數方面擁有逾十五年經驗，包括於其他公眾上市公司從事會計及核數工作逾十年。崔先生現為中國能源開發控股有限公司(股份代號：228)以及中民安園控股有限公司(股份代號：8085)之執行董事。

The Directors hereby present their annual report together with the audited consolidated financial statements of the Group for the year ended 31 December 2010.

### SUSPENSION OF TRADING

Trading in the shares of the Company on the Stock Exchange has been suspended from 22 March 2007 and will remain suspended until further notice.

### PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding while the Group is principally engaged in trading of computer equipment and related computerised accessories, and provision of custom-made solutions during the year.

The principal activities of the principal subsidiaries are set out in Note 24 to the consolidated financial statements.

### MAJOR CUSTOMERS AND SUPPLIERS

The information in respect of the Group's sales and purchases attributable to the major customers and suppliers respectively during the financial year under review is as follows:

		Percentage of the Group's total 佔本集團總額之百分比	
		Sales 銷售	Purchases 採購
The largest customer	最大客戶	99%	
Five largest customers in aggregate	五大客戶合計	100%	
The largest supplier	最大供應商		99%
Five largest suppliers in aggregate	五大供應商合計		100%

During the year ended 31 December 2010, none of the Directors, their associates or any shareholder of the Company (who to the knowledge of the Directors owns more than 5% of the Company's issued share capital) had any interest in these major customers and suppliers.

### CONSOLIDATED FINANCIAL STATEMENTS

The results of the Group and the state of the Group's and the Company's affairs for the year ended 31 December 2010 are set out in the consolidated financial statements on pages 28 to 83.

The Board do not recommend the payment of a final dividend for the year ended 31 December 2010.

董事謹此提呈本集團截至二零一零年十二月三十一日止年度之年報及經審核綜合財務報表。

### 暫停買賣

本公司股份已由二零零七年三月二十二日起暫停聯交所買賣，並將繼續暫停買賣直至另行通知為止。

### 主要業務

年內，本公司之主要業務為投資控股，而本集團則主要從事買賣電腦設備及相關電腦化配件，以及提供訂製解決方案。

主要附屬公司之主要業務載於綜合財務報表附註24。

### 主要客戶及供應商

有關本集團於回顧財政年度分別源自主要客戶及供應商之銷售及採購資料載列如下：

於截至二零一零年十二月三十一日止年度，董事、彼等之聯繫人或據董事所知擁有本公司已發行股本5%以上之本公司股東概無於此等主要客戶及供應商中擁有任何權益。

### 綜合財務報表

本集團截至二零一零年十二月三十一日止年度之業績，以及本集團及本公司之事務狀況載於第28至83頁之綜合財務報表。

董事會不建議派付截至二零一零年十二月三十一日止年度之末期股息。

### RESERVES

Details of the movements in the reserves of the Group during the year are set out in the consolidated statement of changes in equity on the consolidated financial statements.

### DISTRIBUTABLE RESERVES

As at 31 December 2010, the Company did not have any reserves available for distribution to equity holders of the Company.

### PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group are set out in Note 16 on the consolidated financial statements.

### SHARE CAPITAL

Details of the movements in the share capital of the Company during the financial year are set out in Note 22 on the consolidated financial statements.

### DIRECTORS

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

#### Executive Directors

##### 執行董事

Mr. Cheung Yu Ping (*Chairman and Chief Executive Officer*)

張宇平先生 (*主席兼行政總裁*)

Mr. Lee Ah Sang

李亞生先生

Mr. Chan Chi Chiu, Henry (*Vice Chairman*)

陳志超先生 (*副主席*)

#### Independent Non-Executive Directors

##### 獨立非執行董事

Mr. Chan Wai Fat

陳偉發先生

Mr. Chi Chi Hung, Kenneth

季志雄先生

Mr. Chui Kwong Kau

崔光球先生

Mr. Jin Guangjun

金廣君先生

Mr. Law Kin Ho

羅健豪先生

### 儲備

本集團年內儲備變動詳情載於綜合財務報表之綜合股東權益變動表。

### 可供分派儲備

於二零一零年十二月三十一日，本公司並無任何儲備可供分派予本公司權益持有人。

### 物業、廠房及設備

本集團物業、廠房及設備之變動詳情載於綜合財務報表附註16。

### 股本

本財政年度內，本公司之股本變動詳情載於綜合財務報表附註22。

### 董事

於本財政年度及直至本報告日期之董事變動如下：

(resigned on 17 March 2010)

(於二零一零年三月十七日辭任)

(appointed on 8 March 2010)

(於二零一零年三月八日獲委任)

(appointed on 17 March 2010)

(於二零一零年三月十七日獲委任)

(resigned on 17 March 2010)

(於二零一零年三月十七日辭任)

(resigned on 8 March 2010)

(於二零一零年三月八日辭任)

In accordance with article 108 (A) of the Company's articles of association, one-third of the Directors shall retire at each annual general meeting from office by rotation. Further, according to article 112 of the articles of association of the Company, any director appointed by the Directors to fill a casual vacancy in the Company under that article shall hold office only until the next following annual general meeting and shall then be eligible for re-election at the meeting.

Accordingly, in accordance with articles 108(A) of the Company's articles of association, Mr. Lee Ah Sang and Mr. Chui Kwong Kau will retire from the Board at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

Biographical details of the Directors and the senior management of the Company are set out on pages 14 to 15 of this annual report.

#### **DIRECTORS' CONTRACTS**

All of the Directors are subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Company's articles of association and the GEM Listing Rules.

None of the existing Directors who has entered into any service contract with the Company nor appointed for a fixed term. No director proposed for re-election at the forthcoming annual general meeting has a service contract which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than normal statutory compensation.

根據本公司之組織章程細則第108(A)條，三分之一董事須於每屆股東週年大會輪值告退。此外，根據本公司之組織章程細則第112條，獲董事會根據該細則委任以填補本公司臨時空缺之任何董事之任期僅至下屆股東週年大會為止，屆時彼將合資格於會上重選連任。

因此，根據本公司之組織章程細則第108(A)條，李亞生先生及崔光球先生將於應屆股東週年大會上退任，惟彼等符合資格並願意重選連任。

本公司董事及高級管理人員之詳細履歷載於本年報第14至15頁。

#### **董事合約**

全體董事均須根據本公司之組織章程細則及創業板上市規則於本公司股東週年大會上輪值退任及重選連任。

概無現任董事與本公司訂有任何服務合約，亦無按固定年期獲委任。擬於應屆股東週年大會重選連任之董事，概無訂有本公司或其任何附屬公司不得於一年內免付補償（一般法定補償除外）而終止之服務合約。

**DIRECTORS' AND CHIEF EXECUTIVE'S INTEREST AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES**

As at 31 December 2010, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

**(i) Long positions in the shares of the Company**

Name of Directors	Nature of Interest	Number of Shares	Approximate percentage of shareholding 概約股權百分比
Cheung Yu Ping 張宇平	Interest of a controlled corporation (Note 1) 受控法團權益(附註1)	142,651,965	71.33%

**(ii) Long positions in the shares of associated**

Name of Directors	Name of associated Corporation	Nature of Interest	Number of Shares	Approximate percentage of shareholding 概約股權百分比
Cheung Yu Ping 張宇平	Hong Sheng Group Limited ("Hong Sheng") 鴻盛集團有限公司 (「鴻盛」)	Interest of a controlled corporation (Note 1) 受控法團權益(附註1)	510	51%

Note:

- The interest in the Shares of Cheung Yu Ping is held through Hong Sheng, the entire issued share capital of which is beneficially and ultimately owned as to 51% by Cheung Yu Ping and as to 49% by Cai Dongmei. By virtue of the SFO, Cheung Yu Ping is deemed to be interested in the shares held by Hong Sheng.

**董事及主要行政人員於股份、相關股份及債券之權益及淡倉**

於二零一零年十二月三十一日，董事及本公司主要行政人員於本公司及其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份或債券中，擁有須(i)根據證券及期貨條例第XV部第7及第8分部知會本公司及聯交所之權益及淡倉(包括根據證券及期貨條例該等條文被當作或視為擁有之權益或淡倉)；或(ii)記錄於根據證券及期貨條例第352條存置的登記冊內之權益及淡倉；或(iii)根據創業板上市規則第5.46至5.67條知會本公司及聯交所之權益及淡倉如下：

**(i) 於本公司股份之好倉**

Name of Directors	Nature of Interest	Number of Shares	Approximate percentage of shareholding 概約股權百分比
Cheung Yu Ping 張宇平	Interest of a controlled corporation (Note 1) 受控法團權益(附註1)	142,651,965	71.33%

**(ii) 於相聯法團股份之好倉**

Name of Directors	Name of associated Corporation	Nature of Interest	Number of Shares	Approximate percentage of shareholding 概約股權百分比
Cheung Yu Ping 張宇平	Hong Sheng Group Limited ("Hong Sheng") 鴻盛集團有限公司 (「鴻盛」)	Interest of a controlled corporation (Note 1) 受控法團權益(附註1)	510	51%

附註：

- 張宇平乃透過鴻盛持有該等股份權益，而鴻盛全部已發行股本分別由張宇平及蔡冬梅最終實益擁有51%及49%。根據證券及期貨條例，張宇平被視為於鴻盛所持股份中擁有權益。

## SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS WHO ARE REQUIRED TO DISCLOSE THEIR INTEREST

### Substantial Shareholders

To the best knowledge of the Directors, as at 31 December 2010, the following persons, other than the Directors or chief executive of the Company, had an interest or short position in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or who were expected to be directly or indirectly 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:

## 主要股東及其他須披露權益之人士

### 主要股東

據董事所深知，於二零一零年十二月三十一日，下列人士（董事或本公司主要行政人員除外）於股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部的條文須向本公司及聯交所披露之權益或淡倉；或預期直接或間接擁有附帶權利可於任何情況下在本集團任何成員公司之股東大會上投票之任何類別股本面值10%或以上之權益：

Name 姓名／名稱	Capacity 身份	Number of Shares (Note 1) 股份數目 (附註1)	Approximate percentage of shareholding 概約股權百分比
Hong Sheng 鴻盛	Beneficial owner (Note 2) 實益擁有人(附註2)	142,651,965 (L)	71.33%
Cai Dongmei 蔡冬梅	Interest of a controlled corporation (Note 2) 受控法團權益(附註2)	142,651,965 (L)	71.33%
Simplex Technology Investment (Hong Kong) Co. Limited (“Simplex”) 香港思源科技投資有限公司(「思源」)	Beneficial owner (Note 3) 實益擁有人(附註3)	16,896,363 (L)	8.45%
Shanghai Jiaoda Industrial Investment Management (Group) Limited (“Jiaoda Industrial Group”) 上海交大產業投資管理(集團)有限公司(「交大產業集團」)	Interest of a controlled corporation (Note 3) 受控法團權益(附註3)	16,896,363 (L)	8.45%
Shanghai Jiao Tong University 上海交通大學	Interest of a controlled corporation (Note 3) 受控法團權益(附註3)	16,896,363 (L)	8.45%
Kingston Finance Limited (“Kingston”) 金利豐財務有限公司(「金利豐」)	Person having a security interest (Note 4, 5 & 6) 抵押權益擁有人(附註4、5及6)	142,651,965 (L)	71.33%
Ample Cheer Limited (“Ample Cheer”)	Interest of a controlled corporation (Note 6) 受控法團權益(附註6)	142,651,965 (L)	71.33%
Best Forth Limited (“Best Forth”)	Interest of a controlled corporation (Note 6) 受控法團權益(附註6)	142,651,965 (L)	71.33%
Chu Yuet Wah 李月華	Interest of a controlled corporation (Note 6) 受控法團權益(附註6)	142,651,965 (L)	71.33%

### Notes:

1. The letter "L" denotes the entity's interests in the Shares.
2. The interest in the Shares of Cai Dongmei is held through Hong Sheng, the entire issued share capital of which is beneficially and ultimately owned as to 51% by Cheung Yu Ping and as to 49% by Cai Dongmei. By virtue of the SFO, Cai Dongmei is deemed to be interested in Shares held by Hong Sheng.
3. The interest in the Shares is held through Simplex, the entire issued share capital of which is beneficially owned by Jiaoda Industrial Group. The registered capital of Jiaoda Industrial Group is owned as to 96.735% by Shanghai Jiao Tong University and 3.265% by Shanghai Jiaoda Enterprise Management Centre (上海交大企業管理中心), an entity wholly owned by Shanghai Jiao Tong University.
4. The entire Shares held by Hong Sheng is charged with Kingston.
5. Kingston has a security interest in the entire Shares held by Hong Sheng as mentioned in Note 4 above.
6. The interest in the Shares is held through Kingston, the entire issued share capital of which is owned by Ample Cheer. The registered capital of Ample Cheer is owned as to 80% by Best Forth, an entity which is beneficially and wholly owned by Chu Yuet Wah. Accordingly, Chu Yuet Wah is deemed to be interested in the Shares in which Kingston is deemed to be interested as mentioned in Note 5 above.

Save as disclosed above, the Company has not been notified of other interests or short positions of any other person (other than the Directors and chief executives and the substantial shareholders of the Company) in the Shares or underlying Shares of the Company as recorded in the register required to be kept under section 336 of the SFO as at 31 December 2010.

### SHARE OPTION SCHEME

The Company operates a share option scheme (the "Scheme") which was adopted on 25 November 2003 whereby the Directors of the Company may at their discretion invite any employees, directors, suppliers, customers, advisers, consultants, joint venture partners, and any shareholders of any members of the Group or any invested entities or any holders of any securities issued by any member of the Group or any invested entities, to take up options to subscribe for Shares. The Scheme became effective upon the listing of the Company's shares on the GEM of the Stock Exchange on 9 January 2004. Pursuant to the Scheme, the Company had granted options at the exercise price of HK\$0.45 per share and HK\$0.14 per share on 17 January 2005 and 10 October 2005 respectively, all the options granted had been lapsed in the past years. As at 31 December 2010, the Company had no outstanding options.

### 附註：

1. 「L」指該實體於股份之權益。
2. 蔡冬梅乃透過鴻盛持有該等股份權益，而鴻盛之全部已發行股本分別由張宇平及蔡冬梅最終實益擁有51%及49%。根據證券及期貨條例，蔡冬梅被視為於鴻盛所持股份中擁有權益。
3. 該等股份權益乃透過思源持有，而思源全部已發行股本則由交大產業集團實益擁有。交大產業集團之註冊資本分別由上海交通大學及上海交大企業管理中心(由上海交通大學全資擁有之實體)持有96.735%及3.265%。
4. 鴻盛所持全部股份已抵押予金利豐。
5. 誠如上文附註4所述，金利豐於鴻盛所持全部股份中擁有抵押權益。
6. 該等股份權益乃透過金利豐持有，而金利豐全部已發行股本由Ample Cheer擁有。Ample Cheer之註冊資本則由Best Forth(由李月華實益全資擁有之實體)擁有80%。因此，李月華被視為於金利豐被當作擁有之股份權益(見上文附註5)中擁有權益。

除上文披露者外，於二零一零年十二月三十一日，本公司並不知悉有任何其他人士(董事及本公司主要行政人員及主要股東除外)於本公司股份或相關股份中擁有記錄於本公司須根據證券及期貨條例第336條存置之登記冊之其他權益或淡倉。

### 購股權計劃

本公司推行一項於二零零三年十一月二十五日採納之購股權計劃(「計劃」)，據此，本公司董事可酌情邀請任何僱員、董事、供應商、客戶、顧問、諮詢顧問、合營企業夥伴及本集團任何成員公司或任何投資實體之任何股東，或本集團任何成員公司或任何投資實體所發行任何證券之任何持有人，接納可認購股份之購股權。計劃在本公司股份於二零零四年一月九日在聯交所創業板上市時生效。根據計劃，本公司先後於二零零五年一月十七日及二零零五年十月十日授出行使價分別為每股0.45港元及每股0.14港元之購股權。所有已授出購股權已於過去數年失效。於二零一零年十二月三十一日，本公司概無尚未行使之購股權。

## Report of the Directors

### 董事會報告

#### DIRECTORS' INTERESTS IN CONTRACTS

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

#### PRE-EMPTIVE RIGHTS

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

#### LOANS FROM A SHAREHOLDER AND OTHER BORROWING

Particulars of loans from a shareholder and other borrowing of the Group as at 31 December 2010 are set out in Note 29(b) and Note 20 to the consolidated financial statements respectively.

#### FIVE YEARS FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five years is set out on page 84 of this annual report.

#### RETIREMENT SCHEMES

Particulars of the retirement schemes of the Group are set out in Note 26 to the consolidated financial statements.

#### COMPETING INTERESTS

None of the Directors and management and shareholders of the Company (within the meaning of the GEM Listing Rules) has an interest in any business which competes or may compete with the business in which the Group is engaged.

#### COMPETING INTERESTS

None of the Directors and management and shareholders of the Company (within the meaning of the GEM Listing Rules) has an interest in any business which competes or may compete with the business in which the Group is engaged.

#### CODE ON CORPORATE GOVERNANCE PRACTICES

The Company has applied the principles and complied with the code provisions, and where applicable, the recommended best practices of the Code on Corporate Governance Practices (the "Code") as set out in Appendix 15 of the GEM Listing Rules throughout the year ended 31 December 2010 except for the deviations from code provisions A.2.1 and A.4.1. Details of the Code adopted by the Company are set out in the Corporate Governance Report on page 7 to 13. The Company considers that sufficient measures have been taken to ensure that the Company has good corporate governance practices.

#### 董事於合約之權益

本公司董事概無於本公司、其任何附屬公司或同系附屬公司所訂立且於年終或回顧年度內任何時間仍然生效之重大合約中，直接或間接擁有任何重大權益。

#### 優先購買權

本公司之組織章程細則或開曼群島法例並無有關優先購買權之條文規定本公司須按比例向現有股東提呈發售新股份。

#### 來自一名股東之貸款及其他借貸

於二零一零年十二月三十一日，有關本集團來自一名股東之貸款及其他借貸詳情分別載於綜合財務報表附註29(b)及附註20。

#### 五年財務摘要

本集團於過去五年之業績及資產與負債概要載於本年報第84頁。

#### 退休計劃

本集團之退休計劃詳情載於綜合財務報表附註26。

#### 競爭權益

董事、本公司管理層及股東(定義見創業板上市規則)概無於對本集團所從事業務構成或可能構成競爭之任何業務中擁有權益。

#### 競爭權益

董事、本公司管理層及股東(定義見創業板上市規則)概無於對本集團所從事業務構成或可能構成競爭之任何業務中擁有權益。

#### 企業管治常規守則

本公司於截至二零一零年十二月三十一日止年度，一直應用有關原則及遵守創業板上市規則附錄十五所載企業管治常規守則(「守則」)之守則條文及(如適用)建議最佳常規，惟有關偏離守則條文第A.2.1條及第A.4.1條之情況除外。本公司所採納守則之詳情載於第7至13頁之企業管治報告。本公司認為已採取足夠措施，以確保本公司具備良好企業管治常規。



### AUDIT COMMITTEE

The Company has established audit committee with written terms of reference. The primary duties of the audit committee are to review, in draft form, the Company's annual report and accounts, half-year report, quarterly report and to provide advice and comments thereon to the Board. The audit committee is also responsible for reviewing and supervising the financial reporting process and internal control of the Group. The audit committee comprises three independent non-executive Directors, namely Mr. Chi Chi Hung, Kenneth, Mr. Chan Wai Fat and Mr. Chui Kwong Kau. Mr. Chi Chi Hung, Kenneth is the chairman of the audit committee.

The audit committee has reviewed the accounting principles and practices adopted by the Company and discussed with the Board the internal controls and financial reporting matters, including a review of the annual report for the year ended 31 December 2010.

### INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of its independent non-executive Directors a written confirmation of his independence pursuant to Rule 5.09 of the GEM Listing Rules. Based on such confirmation, the Board considers all of the independent non-executive Directors are independent.

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

Neither the Company, nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2010.

### SUFFICIENCY OF PUBLIC FLOAT

As at the date of this report, the Company has complied with the public float requirement under Rule 11.23 of the GEM Listing Rules.

### CONNECTED TRANSACTIONS

Related party transactions entered by the Group for the year ended 31 December 2010, which do not constitute connected transactions in accordance with the requirements of the GEM Listing Rules, are disclosed in Note 29 to the consolidated financial statements.

### AUDITOR

The consolidated financial statements have been audited by BDO Limited, who will retire and be eligible to offer themselves for re-appointment. A resolution will be submitted to the forthcoming annual general meeting to re-appoint auditor and to fix their remuneration.

### 審核委員會

本公司已成立審核委員會，並書面訂明其職權範圍。審核委員會之主要職責為審閱本公司之年報與賬目、半年報告及季度報告之初稿，並就此向董事會提供建議及意見。審核委員會亦負責審閱及監督本集團之財務申報程序及內部監控。審核委員會由三名獨立非執行董事季志雄先生、陳偉發先生及崔光球先生組成，季志雄先生為審核委員會主席。

審核委員會已檢討本公司所採納之會計原則及常規，並與董事會討論內部監控及財務申報事宜，包括審閱截至二零一零年十二月三十一日止年度之年報。

### 獨立非執行董事之獨立性

本公司已獲各獨立非執行董事根據創業板上市規則第5.09條發出有關其獨立性之確認書。根據有關確認書，董事會認為全體獨立非執行董事均為獨立人士。

### 購買、出售或贖回本公司上市證券

截至二零一零年十二月三十一日止年度，本公司或其任何附屬公司並無購買、出售或贖回本公司任何上市證券。

### 充足公眾持股量

於本報告日期，本公司已遵守創業板上市規則第11.23條項下之公眾持股量規定。

### 關連交易

截至二零一零年十二月三十一日止年度，本集團曾進行之關連人士交易(概不構成創業板上市規則項下之關連交易)於綜合財務報表附註29披露。

### 核數師

綜合財務報表已由香港立信德豪會計師事務所有限公司審核，其將退任並符合資格獲續聘。本公司將於應屆股東週年大會上就續聘核數師及釐定其酬金提呈決議案。

# Report of the Directors

## 董事會報告

### EVENTS AFTER THE REPORTING PERIOD

There are no material subsequent events after the reporting period.

On behalf of the Board

**Cheung Yu Ping**  
*Chairman*

22 March 2011

### 報告期間後事項

報告期間後並無重大事項。

承董事會命

主席  
**張宇平**

二零一一年三月二十二日



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 Certified Public Accountants  
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香港立信德豪會計師事務所有限公司  
 執業會計師  
 香港干諾道中一百一十一號  
 永安中心二十五樓  
 電話(八五二)二五四一五〇四一  
 傳真(八五二)二八一五二二三九

### INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF AURUM PACIFIC (CHINA) GROUP LIMITED

(incorporated in Cayman Islands with limited liability)

We have audited the consolidated financial statements of Aurum Pacific (China) Group Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 28 to 83, which comprise the consolidated and company statements of financial position as at 31 December 2010, and 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 information.

### DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view 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, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or errors.

### AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. This report is made solely to you, as a body, in accordance with the terms of our engagement, 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 about whether the consolidated financial statements are free from material misstatement.

### 獨立核數師報告 致奧栢中國集團有限公司股東

(於開曼群島註冊成立的有限公司)

本核數師(以下簡稱「我們」)已審計列載於第28至83頁奧栢中國集團有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「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十二月三十一日的綜合及公司財務狀況報表與截至該日止年度的綜合全面收益表、綜合股東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資料。

### 董事就綜合財務報表須承擔的責任

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》的披露規定編製綜合財務報表,以令綜合財務報表作出真實而公平的反映,及落實其認為編製綜合財務報表所必要的內部控制,以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

### 核數師的責任

我們的責任是根據我們的審計對該等綜合財務報表作出意見,並按照審計業務約定書的條文僅向整體股東報告,除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。我們已根據香港會計師公會頒佈的《香港審計準則》進行審計。該等準則要求我們遵守道德規範,並規劃及執行審計,以合理確定綜合財務報表是否不存在任何重大錯誤陳述。

# Independent Auditor's Report

## 獨立核數師報告

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

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

### BASIS FOR QUALIFIED OPINION

The Group disposed of its entire interest in the wholly owned subsidiary, Besto Investment Limited, and all the subsidiaries of Besto Investment Limited (the "Disposal Group") on 9 March 2009. As explained in Note 3(b)(ii) to the consolidated financial statements, due to the reconstitution of the Board during 2007 and 2008, the Group was not able to have access to certain books and records of the Disposal Group. In consequence we were unable to carry out audit procedures necessary to obtain assurance regarding the net liabilities of the Disposal Group as at 9 March 2009 and the gain on disposal of the Disposal Group of HK\$12,021,000 included in the consolidated financial statements for the year ended 31 December 2009. We have issued a disclaimer of opinion on the financial performance and cash flows of the Group for the year ended 31 December 2009. Our opinion on the current period's consolidated financial statements is also modified because of the possible effect of this matter on the comparability of the current period's figures and the corresponding figures.

### QUALIFIED OPINION

In our opinion, except for the possible effects on the corresponding figures of the matter described in the Basis for Qualified Opinion paragraph, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2010 and of the Group's profit and cash flows for the year then ended in accordance with the Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

審計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計憑證。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綜合財務報表存在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綜合財務報表以作出真實而公平的反映相關的內部控制，以設計適當的審計程序，但目的並非對公司內部控制的有效性發表意見。審計亦包括評價董事所採用會計政策的合適性及作出會計估計的合理性，以及評價綜合財務報表的整體列報方式。

我們相信，我們所獲得的審計憑證能充足和適當地為我們的保留審計意見提供基礎。

### 保留意見之基礎

於二零零九年三月九日，貴集團出售其全資附屬公司 Besto Investment Limited 之全部權益以及 Besto Investment Limited 之所有附屬公司（「出售集團」）。誠如綜合財務報表附註 3(b)(ii) 所闡釋，由於董事會於二零零七年及二零零八年進行重組，貴集團無法取得出售集團之若干賬簿及記錄，因而令我們未能進行必要的審核程序，以取得有關收錄於截至二零零九年十二月三十一日止年度綜合財務報表內的出售集團於二零零九年三月九日的負債淨額及出售出售集團的收益 12,021,000 港元的憑證。我們拒絕就貴集團截至二零零九年十二月三十一日止年度之財務業績及現金流發表意見。鑑於有關事宜對本期與相應數字在比較上可能造成影響，我們就本期間之綜合財務報表發表修訂意見。

### 保留意見

我們認為，除「保留意見之基礎」一段所述就相應數字可能造成影響之相關事宜外，綜合財務報表已根據香港財務報告準則真實公平地反映貴公司及貴集團於二零一零年十二月三十一日之事務狀況以及貴集團於截至該日止年度之溢利及現金流量，並已根據香港公司條例之披露規定妥為編製。

**EMPHASIS OF MATTER**

Without further qualifying our opinion, we draw attention to Note 3(b)(i) to the consolidated financial statements which indicates that at the end of reporting period, the Group had net current liabilities of HK\$571,000 and net liabilities of HK\$1,451,000. This situation, along with other matters as set forth in Note 3(b)(i) to the consolidated financial statements, indicate the existence of a material uncertainty which may cast significant doubt about the Group's ability to continue as a going concern.

**BDO Limited**

*Certified Public Accountants*

**Shiu Hong NG**

Practising Certificate Number: P03752

Hong Kong, 22 March 2011

**重點事項**

在沒有另行作出保留意見之前提下，我們謹請閣下垂注綜合財務報表附註3(b)(i)，當中列明貴集團於呈報期間結束時有流動負債淨額571,000港元及負債淨額1,451,000港元。此等情況，連同綜合財務報表附註3(b)(i)所載述其他事項，反映存在重大不明朗因素，或會對貴集團繼續持續經營之能力構成重大疑問。

香港立信德豪會計師事務所有限公司

執業會計師

伍兆康

執業證書號碼：P03752

香港，二零一一年三月二十二日

# Consolidated Statement of Comprehensive Income

## 綜合全面收益表

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

		Notes 附註	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
<b>Continuing operations</b>	<b>持續經營業務</b>			
Turnover	營業額	6	38,892	36,941
Cost of sales	銷售成本		(32,614)	(30,407)
Gross profit	毛利		6,278	6,534
Other revenue	其他收益	8	310	1,777
Selling and distribution expenses	銷售及分銷開支		(1,533)	(1,414)
Administrative expenses	行政開支		(3,437)	(6,003)
Profit from operations	經營溢利		1,618	894
Finance costs	融資成本	9	(924)	(699)
Profit before income tax expense from continuing operations	持續經營業務之除所得稅 開支前溢利	9	694	195
Income tax expense	所得稅開支	10	(575)	(346)
Profit/(loss) for the year from continuing operations	持續經營業務年度溢利/(虧損)		119	(151)
<b>Discontinued operations</b>	<b>已終止經營業務</b>			
Profit for the year from discontinued operations	已終止經營業務年度溢利	11	—	12,021
<b>Profit for the year</b>	<b>年度溢利</b>		<b>119</b>	<b>11,870</b>
<b>Other comprehensive income</b>	<b>其他全面收入</b>			
Exchange differences on translating foreign operations	換算海外業務之匯兌差額		—	—
Less: Reclassification adjustment for loss included in profit or loss	減：就計入損益之虧損作出之 重新分類調整	25	—	3,641
<b>Other comprehensive income for the year</b>	<b>年度其他全面收入</b>		<b>—</b>	<b>3,641</b>
<b>Total comprehensive income for the year</b>	<b>年度全面收入總額</b>		<b>119</b>	<b>15,511</b>

# Consolidated Statement of Comprehensive Income

## 綜合全面收益表

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

		Notes 附註	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
<b>Profit attributable to:</b>	<b>以下人士應佔溢利：</b>			
— Owners of the Company	— 本公司擁有人		119	11,870
— Non-controlling interests	— 非控股權益		—	—
			119	11,870
<b>Total comprehensive income attributable to:</b>	<b>以下人士應佔全面收入總額：</b>			
— Owners of the Company	— 本公司擁有人		119	15,511
— Non-controlling interests	— 非控股權益		—	—
			119	15,511
<b>Earnings per share from continuing and discontinued operations — basic</b>	<b>持續及已終止經營業務每股盈利 — 基本</b>	15	HK cents 港仙 0.06	HK cents 港仙 5.94
<b>Earnings/(loss) per share from continuing operations — basic</b>	<b>持續經營業務每股盈利／(虧損) — 基本</b>	15	HK cents 港仙 0.06	HK cents 港仙 (0.08)

# Consolidated Statement of Financial Position

## 綜合財務狀況報表

At 31 December 2010 於二零一零年十二月三十一日

		Notes 附註	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	16	198	273
<b>Total non-current assets</b>	<b>非流動資產總值</b>		<b>198</b>	273
<b>Current assets</b>	<b>流動資產</b>			
Inventories — finished goods for resale	存貨 — 可供轉售製成品		101	—
Trade and other receivables	應收賬款及其他應收款	18	8,490	10,114
Cash and cash equivalents	現金及現金等值物	19	3,225	1,018
<b>Total current assets</b>	<b>流動資產總值</b>		<b>11,816</b>	11,132
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	應付賬款及其他應付款	21	6,625	3,429
Other borrowing — unsecured	其他借貸 — 無抵押	20	5,602	—
Tax payable	應付稅項		160	493
<b>Total current liabilities</b>	<b>流動負債總額</b>		<b>(12,387)</b>	(3,922)
<b>Net current (liabilities)/assets</b>	<b>流動(負債)/資產淨值</b>		<b>(571)</b>	7,210
<b>Total assets less current liabilities</b>	<b>資產總值減流動負債</b>		<b>(373)</b>	7,483



# Consolidated Statement of Financial Position

## 綜合財務狀況報表

At 31 December 2010 於二零一零年十二月三十一日

		Notes 附註	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Loans from a shareholder	一名股東之貸款	29(b)	(1,078)	(7,658)
<b>Net liabilities</b>	<b>負債淨額</b>		<b>(1,451)</b>	<b>(175)</b>
<b>Capital and reserves attributable to owners of the Company</b>	<b>本公司擁有人應佔資本及儲備</b>			
Share capital	股本	22	2,000	2,000
Reserves — deficit	儲備 — 虧絀		(3,451)	(2,175)
<b>Equity attributable to owners of the Company — deficit</b>	<b>本公司擁有人應佔權益 — 虧絀</b>		<b>(1,451)</b>	<b>(175)</b>
<b>Non-controlling interests</b>	<b>非控股權益</b>		<b>—</b>	<b>—</b>
<b>Total equity — deficit</b>	<b>權益總額 — 虧絀</b>		<b>(1,451)</b>	<b>(175)</b>

On behalf of the Board

代表董事會

Director  
董事

Director  
董事

## Statement of Financial Position

## 財務狀況報表

At 31 December 2010 於二零一零年十二月三十一日

		Notes 附註	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>			
Interests in subsidiaries	於附屬公司之權益	24	—	8
<b>Current assets</b>	<b>流動資產</b>			
Trade and other receivables	應收賬款及其他應收款	18	2,600	6,104
Cash and cash equivalents	現金及現金等值物	19	—	825
<b>Total current assets</b>	<b>流動資產總值</b>		<b>2,600</b>	<b>6,929</b>
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	應付賬款及其他應付款	21	2,122	4,256
Other borrowing — unsecured	其他借貸 — 無抵押	20	5,602	—
<b>Total current liabilities</b>	<b>流動負債總值</b>		<b>(7,724)</b>	<b>(4,256)</b>
<b>Net current (liabilities)/assets</b>	<b>流動(負債)/資產淨值</b>		<b>(5,124)</b>	<b>2,673</b>
<b>Total assets less current liabilities</b>	<b>資產總值減流動負債</b>		<b>(5,124)</b>	<b>2,681</b>
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Loans from a shareholder	一名股東之貸款	29(b)	(1,078)	(7,658)
<b>Net liabilities</b>	<b>負債淨值</b>		<b>(6,202)</b>	<b>(4,977)</b>
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share capital	股本	22	2,000	2,000
Reserves — deficit	儲備 — 虧絀	23	(8,202)	(6,977)
<b>Total equity — deficit</b>	<b>權益總額 — 虧絀</b>		<b>(6,202)</b>	<b>(4,977)</b>

On behalf of the Board

代表董事會

Director  
董事Director  
董事

# Consolidated Statement of Changes in Equity

## 綜合股東權益變動表

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元 (Note 23(b)) (附註23(b))	Capital reserve 資本儲備 HK\$'000 千港元 (Note 23(b)) (附註23(b))	Capital surplus 資本盈餘 HK\$'000 千港元 (Note 23(b)) (附註23(b))	General reserve 一般儲備 HK\$'000 千港元 (Note 23(b)) (附註23(b))	Exchange reserve 匯兌儲備 HK\$'000 千港元 (Note 23(b)) (附註23(b))	Accumulated losses 累計虧損 HK\$'000 千港元	Sub-total 小計 HK\$'000 千港元	Non- controlling interests 非控股權益 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Balance at 1 January 2009</b>	於二零零九年一月一日										
— deficit	之結餘 一虧絀	2,000	30,224	2,310	15,090	2,927	(3,641)	(65,250)	(16,340)	1,476	(14,864)
Profit for the year	年度溢利	—	—	—	—	—	—	11,870	11,870	—	11,870
Other comprehensive income	其他全面收入	—	—	—	—	—	3,641	—	3,641	—	3,641
Total comprehensive income for the year	年度全面收入總額	—	—	—	—	—	3,641	11,870	15,511	—	15,511
Disposal of subsidiaries (Note 25)	出售附屬公司(附註25)	—	—	—	—	—	—	—	—	(1,476)	(1,476)
Transfer of reserve upon disposal of subsidiaries	附屬公司售出後轉撥儲備	—	—	—	—	(2,927)	—	2,927	—	—	—
Capital contribution by a shareholder arising from changes in the terms of the interest-free loans	一名股東之免息貸款年期變動產生之注資	—	—	654	—	—	—	—	654	—	654
<b>Balance at 31 December 2009</b>	於二零零九年十二月三十一日之結餘										
— deficit	一虧絀	2,000	30,224	2,964	15,090	—	—	(50,453)	(175)	—	(175)
Profit for the year	年度溢利	—	—	—	—	—	—	119	119	—	119
Other comprehensive income	其他全面收入	—	—	—	—	—	—	—	—	—	—
Total comprehensive income for the year	年度全面收入總額	—	—	—	—	—	—	119	119	—	119
Capital contribution by a shareholder arising from changes in the terms of the interest-free loans	一名股東之免息貸款年期變動產生之注資	—	—	(1,395)	—	—	—	—	(1,395)	—	(1,395)
<b>Balance at 31 December 2010</b>	於二零一零年十二月三十一日之結餘										
— deficit	一虧絀	2,000	30,224	1,569	15,090	—	—	(50,334)	(1,451)	—	(1,451)

# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

		Notes 附註	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
<b>Operating activities</b>	<b>經營活動</b>			
Profit before income tax expense:	除所得稅開支前溢利：			
From continuing operations	持續經營業務		694	195
From discontinued operations	已終止經營業務		—	12,021
Adjustments for:	調整：			
Depreciation	折舊	9c	102	40
Write off of property, plant and equipment	撇銷物業、廠房及設備	9c	—	86
Finance costs	融資成本	9a	924	699
Imputed interest income	估算利息收入	8	(295)	(335)
Bank interest income	銀行利息收入	8	(8)	—
Waiver of loan from a former shareholder	獲豁免一名前股東貸款	8	—	(1,170)
Write back of overprovision of professional fees in prior years	於過往年度專業費用之超額撥備撥回		—	(272)
Impairment loss on other receivables	其他應收款之減值虧損	9c	—	30
Gain on disposal of subsidiaries	出售附屬公司收益	11	—	(12,021)
Operating cash flows before working capital changes	營運資金變動前之經營現金流量		1,417	(727)
Increase in inventories	存貨增加		(101)	—
Decrease in trade and other receivables	應收賬款及其他應收款減少		1,919	7,052
Increase/(decrease) in trade and other payables	應付賬款及其他應付款增加/(減少)		2,224	(4,978)
Increase/(decrease) in amount due to a shareholder	應付一名股東款項增加/(減少)		972	(97)
Decrease in amount due to a former shareholder	應付一名前股東款項減少		—	(443)
Cash generated from operations	經營業務所得現金		6,431	807
Income tax paid	已付所得稅		(908)	—
<b>Net cash generated from operating activities</b>	<b>經營活動所得現金淨額</b>		<b>5,523</b>	<b>807</b>

## Consolidated Statement of Cash Flows

## 綜合現金流量表

For the year ended 31 December 2010 截至二零一零年十二月三十一日止年度

		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
<b>Investing activities</b>	<b>投資活動</b>			
Purchase of property, plant and equipment	購買物業、廠房及設備		(27)	(282)
Interest received	已收利息		8	—
Disposal of subsidiaries, net of cash disposed of	出售附屬公司(扣除所出售現金)	25	—	(178)
<b>Net cash used in investing activities</b>	<b>投資活動所用現金淨額</b>		<b>(19)</b>	<b>(460)</b>
<b>Financing activities</b>	<b>融資活動</b>			
Repayments of loans to a shareholder	償還一名股東貸款		(8,297)	(5,000)
Loan obtained from a shareholder	來自一名股東之貸款		—	420
Proceeds from borrowing	借貸所得款項		5,000	—
<b>Net cash used in financing activities</b>	<b>融資活動所用現金淨額</b>		<b>(3,297)</b>	<b>(4,580)</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>現金及現金等值物增加/(減少)淨額</b>		<b>2,207</b>	<b>(4,233)</b>
<b>Cash and cash equivalents at beginning of year</b>	<b>於年初之現金及現金等值物</b>		<b>1,018</b>	<b>5,251</b>
<b>Cash and cash equivalents at end of year</b>	<b>於年終之現金及現金等值物</b>		<b>3,225</b>	<b>1,018</b>
<b>Analysis of the balances of cash and cash equivalents</b>	<b>現金及現金等值物結餘分析</b>			
Cash at bank and in hand	銀行存款及手頭現金		3,225	1,018
			<b>3,225</b>	<b>1,018</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 1. GENERAL

Aurum Pacific (China) Group Limited (the “Company”) is an exempted company with limited liability incorporated in the Cayman Islands. Its shares are listed (currently suspended) on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The address of its registered office is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. Its head office and principal place of business is located at Unit 903, 9/F., Wings Building, 110–116 Queen’s Road Central, Central, Hong Kong.

During the year, a wholly owned subsidiary of the Company entered into a sale and purchase agreement with independent third parties in relation to an acquisition of the entire equity interest of a company engaging in provision of corporate management solutions and design and implementation of information system (the “Proposed Acquisition”).

During the year, the Company entered into a placing agreement with a placing agent for the placing of new shares of the Company with not less than six independent professional, institutional or other investors (the “Placing”).

During the year, the Company submitted a proposal for resumption of trading of the Company’s shares on the GEM to the Stock Exchange (the “Resumption Proposal”). The Proposed Acquisition and the Placing form an integral part of the Resumption Proposal. Completion of the Proposed Acquisition and Placing are inter-conditional and subject to the acceptance of the Resumption Proposal by the Stock Exchange.

The Resumption Proposal is currently under consideration by the Stock Exchange and the Company has not yet proceeded with the Proposed Acquisition and Placing.

The Group, comprising the Company and its subsidiaries, engages in trading of computer equipment and related accessories, and provision of custom-made solutions.

### 1. 一般事項

奧栢中國集團有限公司(「本公司」)為於開曼群島註冊成立之獲豁免有限公司，其股份在香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)上市(現時暫停買賣)。本公司之註冊辦事處之地址是Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands，本公司之總辦事處及主要營業地點則位於香港中環皇后大道中110–116號永恆商業大廈9樓903室。

年內，本公司一家全資附屬公司與獨立第三方訂立買賣協議，內容有關收購一家從事提供企業管理解決方案以及設計及實施資訊系統之公司之全部股權(「可能進行之收購事項」)。

年內，本公司就向不少於六名獨立專業、機構或其他投資者配售新股份(「配售事項」)與一名配售代理訂立配售協議。

年內，本公司就本公司股份恢復於聯交所創業板買賣提呈復牌建議(「復牌建議」)。可能進行之收購事項及配售事項構成復牌建議一部分。可能進行之收購事項及配售事項之完成互為條件，並須待復牌建議獲聯交所接納後，方告作實。

聯交所現正考慮復牌建議，而本公司尚未開展可能進行之收購事項及配售事項。

本集團(包括本公司及其附屬公司)業務為買賣電腦設備及相關配件以及提供訂製解決方案。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

#### (a) Adoption of new/revised HKFRSs — effective 1 January 2010

HKFRSs (Amendments)	Improvements to HKFRSs
Amendments to HKAS 39	Eligible Hedged Items
Amendments to HKFRS 2	Share-based Payment — Group Cash-settled Share-based Payment Transactions
HKAS 27 (Revised)	Consolidated and Separate Financial Statements
HKFRS 3 (Revised)	Business Combinations
HK(IFRIC) — Interpretation 17	Distributions of Non-cash Assets to Owners
HK Interpretation 5	Presentation of Financial Statements — Classification by Borrower of a Term Loan that Contains a Repayment on Demand Clause

The adoption of these new/revised standards and interpretations has no significant impact on the Group’s consolidated financial statements.

### 2. 採納香港財務報告準則(「香港財務報告準則」)

#### (a) 採納新訂／經修訂香港財務報告準則 — 於二零一零年一月一日生效

香港財務報告準則 (修訂本)	香港財務報告準則之 改進
香港會計準則 第39號之修訂	合資格對沖項目
香港財務報告準則 第2號之修訂	股份付款 — 集團現金 結算以股份支付交易
香港會計準則 第27號(經修訂)	綜合及個別財務報表
香港財務報告準則 第3號(經修訂)	業務合併
香港(國際財務 報告詮釋委員會) — 詮釋第17號	向擁有人分派非現金 資產
香港詮釋第5號	財務報表之呈報 — 借款人對包含應 要求償還條文之 定期貸款之分類

採納此等新訂／經修訂準則及詮釋對本集團之綜合財務報表並無重大影響。

## Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

**2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)****(b) New/revised HKFRSs that have been issued but are not yet effective**

The following new/revised HKFRSs, potentially relevant to the Group’s consolidated financial statements, have been issued, but are not yet effective and have not been early adopted by the Group.

HKFRSs (Amendments)	Improvements to HKFRSs 2010 <sup>2&amp;3</sup>
Amendments to HKAS 32	Classification of Rights Issues <sup>1</sup>
HK(IFRIC) — Interpretation 19	Extinguishing Financial Liabilities with Equity Instruments <sup>2</sup>
HKAS 24 (Revised)	Related Party Disclosures <sup>3</sup>
Amendments to HKFRS 7	Disclosure — Transfers of Financial Assets <sup>4</sup>
HKFRS 9	Financial Instruments <sup>5</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 February 2010

<sup>2</sup> Effective for annual periods beginning on or after 1 July 2010

<sup>3</sup> Effective for annual periods beginning on or after 1 January 2011

<sup>4</sup> Effective for annual periods beginning on or after 1 July 2011

<sup>5</sup> Effective for annual periods beginning on or after 1 January 2013

HKAS 24 (Revised) clarifies and simplifies the definition of related parties. It also provides for a partial exemption of related party disclosure to government-related entities for transactions with the same government or entities that are controlled, jointly controlled or significantly influenced by the same government.

**2. 採納香港財務報告準則(「香港財務報告準則」)(續)****(b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則**

下列可能與本集團綜合財務報表相關之新訂／經修訂香港財務報告準則為已頒佈但尚未生效，而本集團亦無提早採納。

香港財務報告準則 (修訂本)	二零一零年香港財務報告準則之改進 <sup>2及3</sup>
香港會計準則第32號之修訂	供股之分類 <sup>1</sup>
香港(國際財務報告詮釋委員會) — 詮釋第19號	以權益工具消除金融負債 <sup>2</sup>
香港會計準則第24號(經修訂)	關連人士披露 <sup>3</sup>
香港財務報告準則第7號之修訂	披露 — 金融資產轉讓 <sup>4</sup>
香港財務報告準則第9號	金融工具 <sup>5</sup>

<sup>1</sup> 於二零一零年二月一日或之後開始之年度期間生效

<sup>2</sup> 於二零一零年七月一日或之後開始之年度期間生效

<sup>3</sup> 於二零一一年一月一日或之後開始之年度期間生效

<sup>4</sup> 於二零一一年七月一日或之後開始之年度期間生效

<sup>5</sup> 於二零一三年一月一日或之後開始之年度期間生效

香港會計準則第24號(經修訂)澄清及簡化關連人士之定義，亦規定可局部豁免就與政府或受其控制、共同控制或重大影響之實體進行之交易，向政府相關實體作出關連人士披露。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

#### (b) New/revised HKFRSs that have been issued but are not yet effective (Continued)

The amendments to HKFRS 7 improve the derecognition disclosure requirements for transfer transactions of financial assets and allow users of financial statements to better understand the possible effects of any risks that may remain with the entity on transferred assets. The amendments also require additional disclosures if a disproportionate amount of transfer transactions are undertaken around the end of a reporting period.

Under HKFRS 9, financial assets are classified into financial assets measured at fair value or at amortised cost depending on the entity’s business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. Fair value gains or losses will be recognised in profit or loss except for those non-trade equity investments, which the entity will have a choice to recognise the gains and losses in other comprehensive income. HKFRS 9 carries forward the recognition and measurement requirements for financial liabilities from HKAS 39, except for financial liabilities that are designated at fair value through profit or loss, where the amount of change in fair value attributable to change in credit risk of that liability is recognised in other comprehensive income unless that would create or enlarge an accounting mismatch. In addition, HKFRS 9 retains the requirements in HKAS 39 for derecognition of financial assets and financial liabilities.

The Group is in the process of making an assessment of the potential impact of these new/revised HKFRSs and the directors so far concluded that the application of these new/revised HKFRSs will have no material impact on the Group’s consolidated financial statements.

### 2. 採納香港財務報告準則(「香港財務報告準則」)(續)

#### (b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則(續)

香港財務報告準則第7號之修訂改進了金融資產轉讓交易之終止確認披露規定，令財務報表之使用者可更清楚瞭解有關實體可能於被轉讓資產可能尚存之任何風險構成之影響。該等修訂亦規定倘於報告期間終結前後進行金額不相稱之轉讓交易，必須作出額外披露。

根據香港財務報告準則第9號，金融資產視乎實體就管理金融資產所採用之業務模式及金融資產之合約現金流量特性，分類為按公平值或按攤銷成本計量之金融資產。公平值損益將於溢利或虧損中確認，惟非供買賣之股本投資，實體可選擇在其他全面收入中確認損益。香港財務報告準則第9號秉承香港會計準則第39號有關金融負債之確認及計量規定，惟至於指定按公平值計入損益之金融負債，因有關負債之信貸風險有所變更而產生之公平值變動金額，於其他全面收入中確認，除非此舉將帶來或擴大會計錯配。此外，香港財務報告準則第9號保留香港會計準則第39號有關終止確認金融資產及金融負債之規定。

本集團現正評估該等新訂／經修訂香港財務報告準則之潛在影響，董事迄今之結論為該等新訂／經修訂香港財務報告準則將不會對本集團之綜合財務報表構成重大影響。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 3. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

#### (a) Statement of compliance

The consolidated financial statements have been prepared in accordance with all applicable HKFRSs, Hong Kong Accounting Standards (“HKASs”) and Interpretations (hereafter collectively referred to as the “HKFRSs”) and the disclosure requirements of Hong Kong Companies Ordinance. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”).

#### (b) Basis of measurement and going concern assumption

The consolidated financial statements have been prepared under the historical cost basis.

##### (i) Going concern assumption

At the end of reporting period, the Group had net current liabilities of HK\$571,000 and net liabilities of HK\$1,451,000. This situation indicates the existence of a material uncertainty that may cast significant doubt on the Group’s ability to continue as a going concern and therefore, the Group may not be able to realise its assets and discharge its liabilities in the normal course of business.

The controlling shareholder has undertaken to offer continuing financial support to the Group by (a) providing a revolving loan facility to the extent of HK\$9 million; and (b) not to recall the amount due to him until the Group is solvent, in order to maintain the Group as a going concern. At the end of the reporting period, the Group had utilised only HK\$2.05 million of the facility.

The directors are of the opinion that the remaining loan facility of HK\$6.95 million will provide the Group with sufficient working capital for its present requirements in the absence of unforeseen circumstances.

In addition, the management is actively seeking potential investors to inject new businesses and new funds into the Group. Accordingly, the consolidated financial statements have been prepared on a going concern basis.

### 3. 財務報表編製基準

#### (a) 遵例聲明

此等綜合財務報表已根據所有適用香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋（以下統稱「香港財務報告準則」）及香港公司條例之披露規定而編製。此外，此等綜合財務報表包含香港聯合交易所有限公司創業板證券上市規則（「創業板上市規則」）規定之適用披露事項。

#### (b) 計量基準及持續經營假設

綜合財務報表已根據歷史成本基準編製。

##### (i) 持續營運假設

於報告期間結束時，本集團有流動負債淨額571,000港元及負債淨額1,451,000港元。有關狀況反映存在重大不明朗因素，令本集團能否持續營運有重大不確定性，因此，本集團或不能於日常業務過程中變現其資產及解除其負債。

控股股東已承諾透過(a)提供循環融資貸款達9,000,000港元；及(b)於本集團清盤前不會索還所結欠款項，以提供持續財政支持，使本集團可維持持續經營。於報告期間結束時，本集團僅已動用有關融資其中2,050,000港元。

董事認為，在並無發生不可預見事項之情況下，餘下6,950,000港元之融資貸款將為本集團提供充足營運資金，以應付其目前所需。

此外，管理層正積極物色有意投資者為本集團注入新業務及新資金。據此，綜合財務報表已按持續經營基準編製。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 3. BASIS OF PREPARATION OF FINANCIAL STATEMENTS (Continued)

#### (b) Basis of measurement and going concern assumption (Continued)

##### (ii) *State of books and records maintained by certain subsidiaries*

The consolidated financial statements have been prepared based on the books and records maintained by the Company and its subsidiaries. However, after the reconstitution of the Board during the years ended 31 December 2007 and 2008, the Group no longer had access to certain of books and records of SJTU Sunway Information Technology Co. Ltd., SUNV (Beijing) Century Information Technology Co., Ltd., Beijing Guoxin Sunway IT Co, Ltd., Shanghai Sunway Century IT Co., Ltd. and Fujian Multi Language Translation Service Co., Ltd., the subsidiaries of the Company and Beijing Advanced Information Storage Technology Co., Ltd., an associate of the Company (collectively the “PRC Group”). The Board tried to obtain assistance from the former directors to locate the relevant information. However, the Board lost contact with the responsible former directors and were therefore unable to have access to the relevant information. As set out in Note 11, in March 2009, the Group disposed of the PRC Group which formed part of the Disposal Group and recorded a gain on disposal of the Disposal Group amounted to HK\$12,021,000 for the year ended 31 December 2009.

Because of the significance of the matter described above, the auditor has not been able to obtain sufficient appropriate evidence regarding the net liabilities of the Disposal Group as at 9 March 2009 and the gain on disposal of the Disposal Group of HK\$12,021,000 for the year ended 31 December 2009. Accordingly, the auditor did not express an opinion on the financial performance and cash flows of the Group for the year ended 31 December 2009.

#### (c) Functional and presentational currency

The consolidated financial statements are presented in Hong Kong dollars (“HK\$”), which is the same as the functional currency of the Company.

### 3. 財務報表編製基準(續)

#### (b) 計量基準及持續經營假設(續)

##### (ii) *若干附屬公司存置之賬簿及記錄情況*

綜合財務報表乃根據本公司及其附屬公司存置之賬簿及記錄編製。然而，繼董事會於截至二零零七年及二零零八年十二月三十一日止年度內改組後，本集團不再取得本公司附屬公司交大銘泰(北京)信息技術有限公司、銘泰世紀(北京)信息技術有限公司、北京國新銘泰信息技術有限公司、上海銘泰世紀信息技術有限公司及福建多語翻譯服務有限公司，以及本公司聯營公司北京愛思拓信息存儲技術有限公司(統稱為「中國集團」)之若干賬簿及記錄。董事會曾嘗試向前任董事要求協助找出有關資料。然而，董事會與前任負責董事失去聯絡，故未能取得有關資料。誠如附註11所載，於二零零九年三月，本集團出售構成出售集團一部分之中國集團，並於截至二零零九年十二月三十一日止年度錄得出售出售集團之收益合共12,021,000港元。

由於上述事宜事關重大，核數師未能就出售集團於二零零九年三月九日的負債淨額及於截至二零零九年十二月三十一日止年度出售出售集團的收益12,021,000港元取得充足及適當之憑證。因此，核數師不能就本集團截至二零零九年十二月三十一日止年度之財務業績及現金流發表意見。

#### (c) 功能及呈報貨幣

綜合財務報表以港元呈報，港元亦為本公司之功能貨幣。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 4. SIGNIFICANT ACCOUNTING POLICIES

#### (a) Business combination and basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries (the "Group"). Inter-company transactions and balances between group companies together with unrealised profits are eliminated in full in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the asset transferred, in which case the loss is recognised in profit or loss.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the effective dates of acquisition or up to the effective dates of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

#### Business combination from 1 January 2010

Acquisition of subsidiaries or businesses is accounted for using the acquisition method. The cost of an acquisition is measured at the aggregate of the acquisition-date fair value of assets transferred, liabilities incurred and equity interests issued by the Group, as the acquirer. The identifiable assets acquired and liabilities assumed are principally measured at acquisition-date fair value. The Group's previously held equity interest in the acquiree is re-measured at acquisition-date fair value and the resulting gains or losses are recognised in profit or loss. The Group may elect, on a transaction-by-transaction basis, to measure the non-controlling interest either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs incurred are expensed.

Any contingent consideration to be transferred by the acquirer is recognised at acquisition-date fair value. Subsequent adjustments to 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.

Changes in the Group's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amounts of the Group's interest and the non-controlling interest are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interest is adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

### 4. 重大會計政策

#### (a) 業務合併及綜合基準

綜合財務報表包含本公司及其附屬公司(「本集團」)之財務報表。於編製綜合財務報表時，集團內公司間之交易及結餘連同未變現溢利均全數對銷。未變現虧損亦予對銷，除非有證據證明交易所轉讓之資產出現減值，則虧損乃於損益內確認。

年內所收購或出售附屬公司之業績乃自收購生效日期起或截至出售生效日期止(視情況而定)計入綜合全面收益表。附屬公司之財務報表按需要作出修訂，以確保其會計政策與本集團其他成員公司所採用者貫徹一致。

#### 於二零一零年一月一日後之業務合併

收購附屬公司或業務乃以收購法列賬。收購成本乃按本集團作為收購方所轉讓資產、所產生負債及所發行股本權益於收購日期之公平值總額計量。所收購可識別資產及所承擔負債主要按於收購日期之公平值計量。本集團先前持有被收購方之股本權益乃按於收購日期之公平值重新計量，而所得盈虧乃於損益內確認。本集團可就每項交易選擇按公平值或按比例應佔被收購方之可識別資產淨值計算非控股權益。收購所產生相關成本以開支列賬。

收購方所轉讓之任何或然代價均按於收購日期之公平值予以確認。僅在於計量期間(最長為自收購日期起計十二個月)取得有關於收購日期之公平值之新資料而導致須就代價作出其後調整之情況下，有關調整方以商譽確認。所有其他或然負債之其後調整乃分類為資產或負債，並於損益內確認。

本集團於附屬公司之權益出現並無導致失去控制權之變動乃以股權交易列賬。本集團之權益與非控股權益之賬面值已作出調整，以反映彼等於附屬公司之權益比例變動。非控股權益之調整與已付或已收代價之公平值間之差額乃直接於股權確認，並歸屬於本公司擁有人。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (a) Business combination and basis of consolidation (Continued)

##### Business combination from 1 January 2010 (Continued)

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interest. Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for in the same manner as would be required if the relevant assets or liabilities were disposed of.

Subsequent to acquisition, the carrying amount of non-controlling interest is the amount of those interests at initial recognition plus the non-controlling interest's share of subsequent changes in equity. Total comprehensive income is attributed to non-controlling interests even if this results in the non-controlling interest having a deficit balance.

##### Business combination prior to 1 January 2010

On acquisition, the assets and liabilities of the relevant subsidiaries are measured at their fair values at the date of acquisition. The interest of minority shareholders is stated at the minority's proportion of the fair values of the assets and liabilities recognised.

Transaction costs, other than those associated with the issue of debt or equity securities, that the Group incurred in connected with business combinations were capitalised as part of the cost of the acquisition.

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

The Group applies a policy of treating transactions with minority interests as transactions with parties external to the Group. Disposals to minority interests result in gains and losses for the Group are recognised profit or loss. Purchases from minority interests result in goodwill, being the difference between any consideration paid and the relevant share acquired of the carrying amount of net assets of the subsidiary.

### 4. 重大會計政策(續)

#### (a) 業務合併及綜合基準(續)

##### 於二零一零年一月一日後之業務合併(續)

當本集團失去於一家附屬公司之控制權時，出售之損益乃按下列兩者間之差額計值：(i)已收代價之公平值與任何保留權益之公平值總額；及(ii)該附屬公司之資產(包括商譽)及負債以及任何非控股權益之先前賬面值。就該附屬公司先前於其他全面收入確認之金額乃以猶如已售出相關資產或負債之相同方式計量。

於收購後，非控股權益之賬面值為有關權益之初步確認金額另加非控股權益應佔之其後股權變動。全面收入總額乃歸屬於非控股權益，即使此舉會導致非控股權益出現虧絀結餘。

##### 於二零一零年一月一日前之業務合併

於收購時，相關附屬公司之資產及負債乃按於收購日期之公平值計量。少數股東權益乃按少數股東應佔已確認資產及負債公平值之比例列賬。

除發行債務或股本證券之相關交易成本外，本集團就業務合併產生之交易成本乃作為收購成本之一部分而撥充資本。

如少數股東應佔之虧損超過其所佔附屬公司權益，超額部分連同任何歸屬於少數股東之進一步虧損會沖減集團所佔權益；但如少數股東須承擔具有約束力之義務並有能力作出額外投資以彌補虧損則除外。倘附屬公司其後錄得溢利，則有關溢利會分配予本集團，直至本集團收回以往承擔之少數股東應佔虧損為止。

本集團之政策為將與少數股東進行之交易視為與本集團以外人士進行之交易。本集團向少數股東所作出售所產生盈虧乃於損益內確認。向少數股東採購產生商譽，即所付任何代價與應佔所購入相關附屬公司資產賬面淨值之間的差額。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (b) Subsidiaries

A subsidiary is an entity over which the Company is able to exercise control. Control is achieved where the Company, directly or indirectly, 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.

In the Company's statement of financial position, investments in subsidiaries are stated at cost less impairment loss, if any. The results of subsidiaries are accounted by the Company on the basis of dividend received and receivable.

#### (c) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

The cost of property, plant and equipment includes its purchase price and the costs directly attributable to the acquisition of the items.

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

Property, plant and equipment are depreciated so as to write off their cost or valuation net of expected residual value over their estimated useful lives on a straight-line basis. The useful lives, residual value and depreciation method are reviewed, and adjusted if appropriate, at the end of each reporting period. The useful lives are as follows:

Leasehold improvements	Over the remaining term of the lease but not exceeding 5 years
Computers and other equipment	3–5 years
Furniture and fixtures	3–5 years
Motor vehicles	8 years

### 4. 重大會計政策(續)

#### (b) 附屬公司

附屬公司指本公司能夠對其行使控制權之實體。倘本公司直接或間接有權支配一間實體之財務及營運政策以自其活動中獲利，即存在控制權。於評定控制權時，會計及現時可行使之潛在投票權。

在本公司的財務狀況報表內，於附屬公司的投資以成本值扣除減值虧損(如有)入賬。附屬公司的業績由本公司按已收及應收股息基準入賬。

#### (c) 物業、廠房及設備

物業、廠房及設備乃按成本減累計折舊及累計減值虧損列賬。

物業、廠房及設備之成本包括其購買價格和可直接歸屬於收購該項目之成本。

只有當與有關項目相關之未來經濟利益很可能流入本集團，以及該項目之成本可以可靠計量，後續成本方包括在資產之賬面值或確認為另一項資產(視情況而定)。被替換部份之賬面值會終止確認。所有其他維修和保養成本在發生之財政期間之損益內確認作開支。

物業、廠房及設備之折舊旨在以直線法在其預計可用年期撇銷其成本或估值減預期殘值。可用年期、殘值及折舊法在各報告期間完結時檢討並在適當情況下調整。可用年期如下：

租賃物業 改良工程	餘下租約年期但 不超過五年
電腦及其他設備	三至五年
傢俬及裝置 汽車	三至五年 八年

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (c) Property, plant and equipment (Continued)

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

The gain or loss on disposal of an item of property, plant and equipment is the difference between the net sale proceeds and its carrying amount, and is recognised in profit or loss on disposal.

#### (d) Impairment of non-financial assets

At the end of each reporting period, the Group reviews the carrying amounts of the following assets to determine whether there is any indication that those assets have suffered an impairment loss or an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment; and
- interests in subsidiaries.

If the recoverable amount (i.e. the greater of the fair value less costs to sell and value in use) of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately.

#### (e) Financial Instruments

##### (i) Financial assets

The Group classifies its financial assets at initial recognition, depending on the purpose for which the asset was acquired. Financial assets at fair value through profit or loss are initially measured at fair value and all other financial assets are initially measured at fair value plus transaction costs that are directly attributable to the acquisition of the financial assets. Regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. A regular way purchase or sale is a purchase or sale of a financial asset under a contract whose terms require delivery of the asset within the time frame established generally by regulation or convention in the marketplace concerned.

### 4. 重大會計政策(續)

#### (c) 物業、廠房及設備(續)

若資產之賬面值高於其估計可收回金額，則即時撇減至可收回金額。

出售物業、廠房及設備之項目之盈虧乃出售所得款項淨額與賬面值之差額，乃於出售時在損益內確認。

#### (d) 非金融資產減值

於各報告期間完結時，本集團會對下列資產之賬面值進行核實，以確定是否有跡象顯示這些資產已蒙受減值虧損或以往確認之減值虧損不再存在或已予減少：

- 物業、廠房及設備；及
- 於附屬公司之權益。

倘資產之可收回金額(即公平值減銷售成本與使用價值兩者中之較高者)估計低於其賬面值，則將該資產之賬面值減低至其可收回金額。減值虧損會即時確認為一項費用。

倘減值虧損於其後撥回，資產之賬面值增加至其可收回金額之重新估計值，惟增加後之賬面值不能超過倘該資產過往年度並無確認減值虧損而原應釐定之賬面值。減值虧損之撥回即時確認為收入。

#### (e) 金融工具

##### (i) 金融資產

本集團按購入金融資產之目的，於初次確認時將該等資產分類。按公平值計算並於損益表呈列之金融資產初步按公平值計算，而所有其他金融資產初步按公平值加上收購金融資產之直接應計交易成本計算。以常規方式買賣之金融資產，按交易日方法進行確認或終止確認。以常規方式買賣是指要求在相關市場中之規則或慣例通常約定之時間內交付資產之金融資產買賣。

**4. SIGNIFICANT ACCOUNTING POLICIES (Continued)****(e) Financial Instruments (Continued)****(i) Financial assets (Continued)***Loans and receivables*

These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of goods and services to customers (trade debtors), and also incorporate other types of contractual monetary asset. Subsequent to initial recognition, they are carried at amortised cost using the effective interest method, less any identified impairment losses.

**(ii) Impairment loss on financial assets**

The Group assesses, at the end of each reporting period, whether there is any objective evidence that financial asset is impaired. Financial asset is impaired if there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset that can be reliably estimated.

Evidence of impairment may include:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- granting concession to a debtor because of debtors' financial difficulty;
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation;

An impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate. The carrying amount of financial asset is reduced through the use of an allowance account. When any part of financial asset is determined as uncollectible, it is written off against the allowance account for the relevant financial asset.

**4. 重大會計政策(續)****(e) 金融工具(續)****(i) 金融資產(續)***貸款及應收款項*

該等資產為有固定或可釐定金額付款而並無活躍市場報價之非衍生金融資產。該等資產主要透過向顧客(貿易債務人)提供貨品及服務而產生，亦包括其他類別之合約貨幣資產。於初次確認後，貸款及應收款項按攤銷成本以實際利息法減去任何已識別減值虧損入賬。

**(ii) 金融資產之減值虧損**

本集團在各報告期結束時評估是否有客觀證據證明金融資產已見減值。若因資產首次確認後發生之一宗或多宗事件導致有客觀減值證據證明金融資產已減值，而該事件對金融資產之估計未來現金流之影響能被可靠推測，金融資產即告出現減值。

減值之證據包括：

- 債務人出現嚴重財務困難；
- 違反合約，例如欠繳或拖欠利息或本金付款；
- 由於債務人出現財務困難而對債務人作出寬限；
- 債務人很有可能將宣告破產或進行其他財務重組；

當有客觀證據證明資產已減值，減值虧損在損益賬內確認，並按資產賬面值與按原實際利率貼現之估計日後現金流量現值之差額計算。金融資產賬面金額乃透過使用撥備賬扣減。倘金融資產任何部份確定為無法收回，則以相關金融資產之撥備賬撇銷。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (e) Financial Instruments (Continued)

##### (ii) Impairment loss on financial assets (Continued)

Impairment losses are reversed in subsequent periods when an increase in the asset's recoverable amount can be related objectively to an event occurring after the impairment was recognised, subject to a restriction that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

##### (iii) Financial liabilities

The Group classifies its financial liabilities, depending on the purpose for which the liabilities were incurred. Financial liabilities at fair value through profit or loss are initially measured at fair value and financial liabilities at amortised costs are initially measured at fair value, net of directly attributable costs incurred.

Financial liabilities at amortised cost including trade and other payables and borrowings are subsequently measured at amortised cost, using the effective interest method. The related interest expense is recognised in profit or loss.

Gains or losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

##### (iv) Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

##### (v) Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

### 4. 重大會計政策(續)

#### (e) 金融工具(續)

##### (ii) 金融資產之減值虧損(續)

當資產之可收回金額增加能夠與確認減值後發生之事件客觀地聯繫，則減值虧損於往後期間予以撥回，惟資產於撥回減值當日之賬面值不得超過倘減值並無獲確認前原有之攤銷成本。

##### (iii) 金融負債

本集團按其金融負債產生之目的，將該等負債分類。按公平值計算並於損益表呈列之金融負債初步按公平值計量，而以攤銷成本計算之金融負債初始按公平值減產生之直接應計成本計量。

以攤銷成本計量之金融負債包括貿易及其他應付款項及借款，其後採用實際利率法按攤銷成本計量。有關利息開支在損益賬內確認。

終止確認負債時或在攤銷過程中產生之盈虧在損益賬內確認。

##### (iv) 實際利息法

實際利息法乃計算金融資產或金融負債之攤銷成本及按有關期間攤分利息收入或利息開支之方法。實際利率指實際用於將估計未來現金收入或付款按相關金融資產或負債之預計年期或較短期間(如適用)折算之利率。

##### (v) 權益工具

本公司發行之權益工具按已收款項，扣除直接發行成本後入賬。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (e) Financial Instruments (Continued)

##### (vi) Derecognition

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKAS 39.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires.

#### (f) Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and deposits held at call with banks, and other short-term highly liquid investments with original maturities of three months or less that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

#### (g) Leasing

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

The total rentals payable under the operating leases are recognised in profit or loss on a straight-line basis over the lease term. Lease incentives received are recognised as an integrated part of the total rental expense, over the term of the lease.

#### (h) Borrowing costs

All borrowing costs are recognised in profit or loss in the period in which they are incurred.

#### (i) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event, which will probably result in an outflow of economic benefits that can be reasonably estimated.

### 4. 重大會計政策(續)

#### (e) 金融工具(續)

##### (vi) 終止確認

本集團在金融資產相關之未來現金流量之合約權利到期時，或金融資產已轉讓及有關轉讓根據香港會計準則第39號符合資格終止確認時，終止確認金融資產。

金融負債於有關合約所訂明之責任解除、註銷或逾期時予以終止確認。

#### (f) 現金及現金等值物

現金及現金等值物包括手頭現金及銀行通知存款，以及原訂期限為三個月或以下可隨時轉換為已知現金數額而價值變動風險不大之其他短期高流動性投資。

#### (g) 租約

倘租約之條款將絕大部分所有權風險及回報轉移至承租人時，該等租約被分類為融資租約。所有其他租約則分類為經營租約。

經營租約產生之應付租金總額於租約期間以直線法於損益賬內確認。收到之租賃激勵款會作為總租金開支之整體部份在租約期內確認。

#### (h) 借貸成本

所有借貸成本於發生期間於損益表內確認。

#### (i) 撥備及或然負債

因過去某一事件以致本集團出現可能導致可合理估計之經濟利益流出之法律或推定責任時，即就時間或金額不明確之負債計提撥備。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (i) Provisions and contingent liabilities (Continued)

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, the existence of which 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.

#### (j) Income taxes

Income taxes for the year comprise current tax and deferred tax.

Current tax is based on the profit or loss from ordinary activities adjusted for items that are non-assessable or disallowable for income tax purposes and is calculated using tax rates that have been enacted or substantively enacted at the end of reporting period.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for tax purposes. Except for goodwill and recognised assets and liabilities that affect neither accounting nor taxable profits, deferred tax liabilities are recognised for all temporary differences. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Deferred tax is measured at the tax rates expected to apply in the period when the liability is settled or the asset is realised based on tax rates that have been enacted or substantively enacted at the end of reporting period.

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

Income taxes are recognised in profit or loss except when they relate to items directly recognised in other comprehensive income in which case the taxes are also directly recognised in other comprehensive income.

### 4. 重大會計政策(續)

#### (i) 撥備及或然負債(續)

倘不大可能需要流出經濟利益，或倘有關金額不能可靠估計時，則有關責任將披露為或然負債，除非經濟利益流出之可能性極微。有可能之責任(其存在僅可由一項或多項未來事件之出現與否確定)亦披露為或然負債，除非經濟利益流出之可能性極微。

#### (j) 所得稅

本年度所得稅包括即期稅項及遞延稅項。

即期稅項乃日常業務所得損益(已就毋須繳納所得稅或不獲寬減所得稅之項目作調整)，按於報告期間完結時已頒佈或實質上已頒佈之稅率計算。

遞延稅項會就用作財務報告用途之資產及負債賬面值與用作稅項用途之相應金額之暫時差異確認。除商譽及不影響會計或應課稅溢利之已確認資產及負債外，遞延稅項負債就所有暫時差異進行確認。倘有可用以抵銷可扣減暫時差異之應課稅溢利，則會確認遞延稅項資產。遞延稅項以於報告期間完結時已頒佈或實質上已頒佈之稅率為基準，按預期將於清償負債或變現資產之期間所採用之稅率計量。

遞延稅項負債確認為投資於附屬公司而產生之應課稅暫時差異，惟本集團可控制逆轉暫時差異且暫時差異於可見將來不會逆轉者除外。

所得稅於損益賬內確認，惟倘所得稅與直接於其他全面收益內確認之項目相關除外，在此情況下，稅項亦直接確認為其他全面收益。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (k) Foreign currency

Transactions entered into by group entities in currencies other than the currency of the primary economic environment in which it operates (the “functional currency”) are recorded at the rates ruling when the transactions occur. Foreign currency monetary assets and liabilities are translated at the rates ruling at the end of reporting period. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise.

On consolidation, the results of foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the rates approximating to those ruling when the transactions took place are used. All assets and liabilities of foreign operations are translated at the rate ruling at the end of reporting period. Exchange differences arising on translating the opening net assets at opening rate and the results of foreign operations at actual rate are recognised directly in other comprehensive income and accumulated as foreign exchange reserve.

On disposal of a foreign operation, the cumulative exchange differences recognised in the foreign exchange reserve relating to that operation up to the date of disposal are reclassified to profit or loss as part of the profit or loss on disposal.

#### (l) Employee benefits

##### (i) Short term employee benefits and defined contribution retirement plans

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

### 4. 重大會計政策(續)

#### (k) 外幣

集團實體以其經營所在主要經濟環境之貨幣(「功能貨幣」)以外之貨幣進行交易，乃以進行交易當時之匯率記錄。外幣貨幣資產及負債按報告期間完結時之匯率換算。按歷史成本以外幣入賬之非貨幣項目不作重新換算。

結算及換算貨幣項目所產生之匯兌差額在其產生之期間於損益賬內確認。

於綜合賬目時，境外業務之業績乃按年度平均匯率換算為本集團之列賬貨幣(即港元)，惟倘匯率於有關期間內大幅波動，在此情況下，則按交易進行時之概約匯率換算為港元。境外業務之所有資產及負債按報告期間完結時之匯率換算。換算按開盤匯價換算之期初資產淨值與按實際匯率計算境外業務之業績所產生之匯兌差額乃直接於其他全面收益確認及作為外幣匯兌儲備累算。

於出售境外業務時，就該業務截至出售日期而於外匯儲備內確認之累計匯兌差額，乃重新分類至損益賬作為出售損益之部份。

#### (l) 僱員福利

##### (i) 短期僱員福利及定額供款退休計劃

薪金、年終花紅、有薪年假、定額供款退休計劃之供款及非貨幣性福利之成本會在僱員提供相關服務之年度內計提。如延遲付款或清償會產生重大影響，有關數額則按現值列賬。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (I) Employee benefits (Continued)

##### (ii) Shared-based payments

The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in a share-based compensation reserve within equity. The fair value is measured at grant date using the binomial 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 options, the total estimated fair value of the 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 profit or loss for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the share-based compensation reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of options that vest (with a corresponding adjustment to the share-based compensation 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-based compensation 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 accumulated losses).

#### (m) Related parties

For the purposes of the consolidated financial statements, a party is considered to be related to the Group if:

- (i) the party has the ability, directly or indirectly through one or more intermediaries, to control the Group or exercise significant influence over the Group in making financial and operating policy decisions, or has joint control over the Group;

### 4. 重大會計政策(續)

#### (I) 僱員福利(續)

##### (ii) 以股份為基礎之付款

向僱員授出之購股權之公平值確認為僱員成本，而權益中股份付款報酬儲備亦會相應增加。公平值於購股權授出日期採用二項模式計量，並計及購股權之授出條款及條件。如果僱員須符合歸屬條件才能無條件享有購股權之權利，則在考慮購股權歸屬之可能性後，購股權之估計公平值總額會在整段歸屬期內攤分。

於歸屬期間，本集團會審閱預期歸屬之購股權數目。除非原有僱員開支符合資格確認為資產，否則於過往年度確認之任何累積公平值調整會在回顧年度扣自／計入損益，而股份付款報酬儲備亦會作相應調整。於歸屬日期，確認為開支之數額會作出調整，以反映歸屬購股權之實際數目(而股份付款報酬儲備亦會作相應調整)，惟倘純粹因為未能達成與本公司股份市價有關之歸屬條件而沒收者則作別論。權益金額乃於股份付款報酬儲備中確認，直至購股權獲行使(屆時有關金額將轉撥至股份溢價賬)或購股權屆滿(屆時有關金額直接撥入累計虧損)為止。

#### (m) 關連人士

就本綜合財務報表而言，如果符合下列一項，則被視為本集團之關連人士：

- (i) 該人士能夠直接或透過一間或多間中介機構間接控制本集團或對本集團之財務及經營決策發揮重大影響力，或共同控制本集團；

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (m) Related parties (Continued)

- (ii) the Group and the party are subject to common control;
- (iii) the party is an associate of the Group;
- (iv) the party is a member of key management personnel of the Group or the Group's parent, or a close family member of such an individual, or is an entity under the control, joint control or significant influence of such individuals;
- (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.

#### (n) Revenue recognition

##### (i) Sales of goods

Revenue from sales of goods is recognised on transfer of risks and rewards of ownership, which is at the time of delivery and the title is passed to customers.

##### (ii) Custom-made solutions

When the outcome of a custom-made solution contract can be estimated reliably, revenue from a fixed price contract is recognised using the percentage of completion method, measured by reference to the percentage of contract costs incurred to date to estimated total contract costs for the contract.

When the outcome of a custom-made solution contract cannot be estimated reliably, revenue is recognised only to the extent it is probable that contract costs incurred that it is probable will be recoverable.

### 4. 重大會計政策(續)

#### (m) 關連人士(續)

- (ii) 本集團與該人士受共同控制；
- (iii) 該人士為本集團之聯繫人；
- (iv) 該人士為本集團或本集團母公司之主要管理人員或該等個人之直系親屬，或該等個人控制、共同控制或對其發揮重大影響力之實體；
- (v) 該人士為(i)所指人士之直系親屬或該等個人控制、共同控制或對其發揮重大影響力之實體；或
- (vi) 該人士為向本集團或屬本集團關連人士之任何實體之僱員提供福利之離職後福利計劃。

個人之直系親屬為預期可在彼等與實體之交易中影響該個人之家庭成員，或受該個人影響之家庭成員。

#### (n) 收益確認

##### (i) 銷售貨品

銷售貨品之收益於擁有權之風險及回報移交，即於交付貨品及所有權轉交客戶時確認。

##### (ii) 訂製解決方案

當能夠可靠地估計訂製解決方案合約之結果時，則按完成百分比方法確認固定價格合約之收益，即參考迄今已產生之合約成本佔估計總合約成本之百分比計算。

當不能夠可靠地估計訂製解決方案合約之結果時，則僅在有可能收回所產生合約成本之前提下確認收益。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results differ from these estimates.

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

#### (a) Impairments

In considering the impairment losses that may be required for certain of the Group's assets which include property, plant and equipment, other assets and investments in subsidiaries, recoverable amount of the asset needs to be determined. The recoverable amount is the greater of the net selling prices and the value in use. It is difficult to precisely estimate selling prices because quoted market prices for these assets may not be readily available. In determining the value in use, expected cash flows generated by the assets are discounted to their present value, which requires significant judgement relating to items such as the level of sale volume, selling price and amount of operating costs. The Group uses all readily available information in determining an amount that is reasonable approximation of the recoverable amount, including estimates based on a reasonable and supportable assumptions and projections of items such as sale volume, selling price and amount of operating costs.

Allowance for impairment of doubtful debts are assessed and provided based on the directors' regular review of ageing analysis and evaluation of collectability. A considerable level of judgement is exercised by the directors when assessing the credit worthiness and past collection history of each individual customer. Any increase or decrease in the allowance for impairment of doubtful debts would affect profit or loss in future years.

#### (b) Depreciation

Property, plant and equipment are depreciated on a straight-line basis over the estimated useful lives, after taking into account the estimated residual value. The Group reviews annually the useful life of an asset and its residual value, if any. The depreciation expense for future periods is adjusted if there are significant changes from previous estimates.

### 5. 重大會計判斷及估計之不確定因素之主要來源

於應用本集團會計政策之過程中，董事須就無法依循其他途徑得知之資產與負債之賬面值作出判斷、估計及假設。此等估計及相關假設是根據以往經驗和被視為相關之其他因素作出。實際結果會有別於此等估計數額。

本集團會持續檢討各項估計和相關假設。倘會計估計之修訂只影響某一期間，有關修訂會在修訂估計之期間內確認；倘修訂對當期和未來期間均有影響，則在作出修訂之期間及未來期間確認。

#### (a) 減值

當考慮對本集團某些資產，包括物業、廠房及設備、其他資產及於附屬公司之投資計提減值虧損時，須釐定該等資產之可收回金額。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，因此難以準確估計售價。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，因而須就銷量、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取得之資料，包括根據合理及有理據之假設作出之估計及對如銷量、售價及經營成本等項目之預測。

本集團根據董事定期審閱賬齡分析及對可收回性所作評估，評估呆賬減值撥備並予計提。董事在評估個別客戶之信用評級及過往收回款項記錄時，會作出相當程度之判斷。呆賬減值撥備之任何增加或減少會影響未來年度之損益。

#### (b) 折舊

物業、廠房及設備乃經考慮其估計剩餘價值後按估計可使用年期採用直線法予以折舊。本集團每年檢討資產之可使用年期及其剩餘價值(如有)。倘先前之估計有任何重大變動，未來期間之折舊開支可予調整。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 6. TURNOVER

Turnover represents the revenue from sale of goods after allowances for goods returned and provision of custom-made solutions. 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
<b>Continuing Operations</b>	<b>持續經營業務</b>		
Trading of computer equipment and accessories	買賣電腦設備及配件	38,332	36,803
Provision of custom-made solutions	提供訂製解決方案	516	138
Service income	服務收入	44	—
		<b>38,892</b>	<b>36,941</b>

### 7. SEGMENT REPORTING

The Group determines its operating segments based on the reports reviewed by the chief operating decision-maker that are used to make strategic decisions.

The Group has two (2009: three) reportable segments. The segments are managed separately as each business offers different products and services and requires different business strategies. The following summary describes the operations in each of the Group's reportable segments:

#### Continuing operations

- Computer equipment and accessories — trading of computerised smart sockets and related accessories
- Custom-made solutions — developing and implementing custom-made solutions which are specifically designed and developed for the specific needs and requirements of a particular customer

### 6. 營業額

營業額指出售貨品(扣除退貨撥備)及提供訂製解決方案之收益。年內,於營業額確認之各項重大類別收益金額如下:

### 7. 分類報告

本集團根據主要營運決策人用作制定決策之審閱報告釐定其營運分類。

本集團有兩個(二零零九年:三個)可報告分類。由於各業務提供不同產品及服務,所需業務策略有所差別,故分類乃個別管理。本集團各可報告分類之業務概述如下:

#### 持續經營業務

- 電腦設備及配件 — 買賣電腦化智能插座及相關配件
- 訂製解決方案 — 開發及執行為特定客戶按特定需要及要求而特別設計及開發之訂製解決方案



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 7. SEGMENT REPORTING (Continued)

#### Discontinued operations

- Information localisation services — providing translation and information localisation services. This operation was disposed of in 2009 (Note 11).

#### (a) Business Segment

### 7. 分類報告(續)

#### 已終止經營業務

- 信息本地化服務 — 提供翻譯及信息本地化服務。該業務已於二零零九年出售(附註11)。

#### (a) 業務分類

		Continuing operations 持續經營業務				Discontinued operations 已終止經營業務		Total 總計	
		Computer equipment and accessories 電腦設備及配件		Custom-made solutions 訂製解決方案		Information localisation services 信息本地化服務			
		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
Revenue from external customers	來自外界客戶之收益	38,332	36,803	560	138	—	—	38,892	36,941
Reportable segment profit/(loss)	可報告分類溢利/(虧損)	3,484	2,513	(430)	(235)	—	—	3,054	2,278
Depreciation	折舊	—	—	94	23	—	—	94	23
Income tax expense	所得稅開支	575	346	—	—	—	—	575	346
Reportable segment assets	可報告分類資產	9,921	4,229	651	485	—	—	10,572	4,714
Additions to non-current assets	添置非流動資產	—	—	—	282	—	—	—	282
Reportable segment liabilities	可報告分類負債	(4,522)	(2,750)	(1,316)	(130)	—	—	(5,838)	(2,880)

## Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

## 7. SEGMENT REPORTING (Continued)

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

## 7. 分類報告(續)

(b) 可報告分類收益、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
<b>Revenue</b>	<b>收益</b>		
Revenue from external customers	來自外界客戶之收益	38,892	36,941
<b>Profit before income tax expense and discontinued operations</b>	<b>除所得稅開支及已終止經營業務前溢利</b>		
Reportable segment profit from continuing operations	持續經營業務之可報告分類溢利	3,054	2,278
Segment loss from discontinued operations	已終止經營業務之分類虧損	—	—
Unallocated corporate expenses	未分配企業開支	(2,360)	(2,083)
Consolidated profit before income tax expense from continuing operations	持續經營業務之除所得稅開支前綜合溢利	694	195
<b>Assets</b>	<b>資產</b>		
Reportable segment assets from continuing operations	持續經營業務之可報告分類資產	10,572	4,714
Segment assets of discontinued operations	已終止經營業務之分類資產	—	—
Unallocated corporate assets	未分配企業資產	1,442	6,691
Consolidated total assets	綜合資產總值	12,014	11,405
<b>Liabilities</b>	<b>負債</b>		
Reportable segment liabilities from continuing operations	持續經營業務之可報告分類負債	(5,838)	(2,880)
Segment liabilities of discontinued operations	已終止經營業務之分類負債	—	—
Unallocated corporate liabilities	未分配企業負債	(7,627)	(8,700)
Consolidated total liabilities	綜合負債總額	(13,465)	(11,580)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 7. SEGMENT REPORTING (Continued)

#### (c) Geographical information and major customers

The Group's revenue from external customers is derived solely from its operations in Hong Kong, where all its non-current assets are located.

During the year, revenue from the Group's largest customer amounted to HK\$38,332,000 (2009: HK\$36,104,000), being 100% (2009: 98%) of the Group's total revenue from the computer equipment and accessories segment.

For the custom-made solutions segment, revenue from the Group's largest customer amounted to HK\$516,000 (2009: HK\$138,000) being 92% (2009: 100%) of the Group's total revenue from this segment.

### 7. 分類報告(續)

#### (c) 地區資料及主要客戶

本集團來自外界客戶之收益僅自其香港業務所得，而本集團所有非流動資產均位於香港。

年內，來自本集團最大客戶之收益達38,332,000港元(二零零九年：36,104,000港元)，佔本集團來自電腦設備及配件分類總收益之100%(二零零九年：98%)。

就訂製解決方案分類而言，來自本集團最大客戶之收益為516,000港元(二零零九年：138,000港元)，佔本集團於本分類之總收益92%(二零零九年：100%)。

### 8. OTHER REVENUE

### 8. 其他收益

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Imputed interest income (Note 17)	估算利息收入(附註17)	295	335
Bank interest income	銀行利息收入	8	—
Waiver of loan from a former shareholder	獲豁免一名前股東貸款	—	1,170
Others	其他	7	272
		<b>310</b>	<b>1,777</b>

## Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

**9. PROFIT BEFORE INCOME TAX EXPENSE FROM CONTINUING OPERATIONS**

Profit before income tax expense from continuing operations is arrived at after charging:

**(a) Finance costs:**

Interest expense on financial liabilities not at fair value through profit or loss	並非按公平值計入損益之金融負債利息開支		
— Interest on other loan wholly repayable within five years	— 須於五年內悉數償還之其他貸款利息	602	—
— Imputed interest on interest-free loans from a shareholder	— 一名股東免息貸款之估算利息	322	682
— Imputed interest on interest-free loan from a former shareholder	— 一名前股東免息貸款之估算利息	—	17
		924	699

**(b) Staff costs (including directors' emoluments):**

Salaries, wages and allowances	薪金、工資及津貼	1,506	3,347
Contributions to pension schemes (Note 26)	退休金計劃供款(附註26)	22	84
		1,528	3,431

**9. 持續經營業務之除所得稅開支前溢利**

持續經營業務之除所得稅開支前溢利已扣除下列各項：

**(a) 融資成本：**

2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
602	—
322	682
—	17
924	699

**(b) 員工成本(包括董事酬金)：**

2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
1,506	3,347
22	84
1,528	3,431

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 9. PROFIT BEFORE INCOME TAX EXPENSE FROM CONTINUING OPERATIONS (Continued)

(c) Other items:

Auditor's remuneration	核數師酬金
Depreciation of property, plant and equipment (Note 16)	物業、廠房及設備折舊 (附註16)
Impairment loss on other receivables (Note 18)	其他應收款之減值虧損 (附註18)
Write off of property, plant and equipment (Note 16)	物業、廠房及設備撇銷 (附註16)

### 9. 持續經營業務之除所得稅開支前溢利(續)

(c) 其他項目：

2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
420	420
102	40
—	30
—	86

### 10. INCOME TAX EXPENSE

Income tax expense in the consolidated statement of comprehensive income represents provision for Hong Kong profits tax calculated at 16.5% on the estimated assessable profits for the years ended 31 December 2010 and 2009.

The amount of income tax expense in the consolidated statement of comprehensive income represents:

Current tax — Hong Kong	即期稅項 — 香港
Provision for the year	年內撥備
Over provision in respect of prior years	於過往年度超額撥備

### 10. 所得稅開支

列入綜合全面收益表之所得稅開支為香港利得稅撥備，香港利得稅乃按截至二零一零年及二零零九年十二月三十一日止年度之估計應課稅溢利以16.5%之稅率計算。

於綜合全面收益表內之所得稅開支金額指：

	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Current tax — Hong Kong		
Provision for the year	575	415
Over provision in respect of prior years	—	(69)
	575	346

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 10. INCOME TAX EXPENSE (Continued)

The income tax expense for the year can be reconciled to the profit per the consolidated statement of comprehensive income from continuing operations as follows:

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Profit before income tax expense from continuing operations	持續經營業務之除所得稅開支前溢利	694	195
Taxation calculated at Hong Kong profits tax rate of 16.5% (2009: 16.5%)	按香港利得稅稅率16.5% (二零零九年: 16.5%) 計算之稅項	115	32
Tax effect of expenses not deductible for taxation purposes	不可扣稅開支之稅務影響	369	148
Tax effect of revenue not taxable for tax purposes	毋須課稅收益之稅務影響	(262)	(179)
Tax effect on unused tax losses not recognised	尚未確認未動用稅項虧損之稅務影響	341	413
Others	其他	12	(68)
		<b>575</b>	<b>346</b>

### 10. 所得稅開支(續)

年內所得稅開支可與綜合全面收益表之持續經營業務溢利對賬如下：

### 11. PROFIT FOR THE YEAR FROM DISCONTINUED OPERATIONS

On 2 March 2009, the Company entered into a sale agreement to dispose of its entire equity interest of Besto Investment Limited, a wholly owned subsidiary, and its subsidiaries (collectively the "Disposal Group"). The Disposal Group engaged in the business of providing information localisation services and had been dormant for more than two years. The disposal was completed on 9 March 2009, the date on which the control of Besto Investment Limited passed to the acquirer.

### 11. 已終止經營業務之年度溢利

於二零零九年三月二日，本公司簽立出售協議以出售其全資附屬公司Besto Investment Limited及其附屬公司(統稱「出售集團」)之全部股權。出售集團從事提供信息本地化服務業務，惟已有兩年以上未有經營業務。該項出售已於二零零九年三月九日完成，Besto Investment Limited之控制權已於該日轉移予收購方。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 11. PROFIT FOR THE YEAR FROM DISCONTINUED OPERATIONS (Continued)

The profit for the period from 1 January 2009 to the date of disposal from discontinued operations and cash flows were as follows:

		HK\$'000 千港元
Turnover	營業額	—
Cost of sales	銷售成本	—
Administrative expenses	行政開支	—
Finance costs	融資成本	—
<hr/>		<hr/>
Add: Gain on disposal of the Disposal Group (Note 25)	加：出售出售集團所得收益(附註25)	12,021
<hr/>		<hr/>
		12,021
<hr/>		
Cash outflows from:	下列各項之現金流出：	
Operating activities	經營活動	—
Investing activities	投資活動	—
Financing activities	融資活動	—
<hr/>		<hr/>
		—
<hr/>		

The carrying amounts of the assets and liabilities of the Disposal Group at the date of disposal are disclosed in Note 25.

出售集團資產及負債於出售日期之賬面值已在附註25披露。

### 12. PROFIT ATTRIBUTABLE TO SHAREHOLDERS OF THE COMPANY

Profit attributable to shareholders of the Company includes a profit of HK\$170,000 (2009: HK\$166,000) which has been dealt with in the financial statements of the Company.

### 12. 本公司股東應佔溢利

本公司股東應佔溢利包括一項170,000港元之溢利(二零零九年：166,000港元)，已於本公司之財務報表中處理。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 13. DIRECTORS' EMOLUMENTS

Directors' emoluments disclosed pursuant to the GEM Listing Rules and section 161 of the Hong Kong Companies Ordinance is as follows:

For the year ended 31 December 2010

### 13. 董事酬金

根據創業板上市規則及香港公司條例第161條披露之董事酬金如下：

截至二零一零年十二月三十一日止年度

		Directors' fee	Salaries, allowances and benefits in kind	Contributions to pension schemes	Waived emoluments	Total
		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
<b>Executive Directors</b>	<b>執行董事</b>					
Cheung Yu Ping	張宇平	—	—	—	—	—
Lee Ah Sang	李亞生	—	—	—	—	—
Chan Chi Chiu, Henry (note 1)	陳志超(附註1)	—	—	—	—	—
<b>Independent Non-Executive Directors</b>	<b>獨立非執行董事</b>					
Chan Wai Fat	陳偉發	120	—	—	—	120
Chi Chi Hung, Kenneth (note 2)	季志雄(附註2)	49	—	—	—	49
Chui Kwong Kau (note 3)	崔光球(附註3)	47	—	—	—	47
Jin Guangjun (note 1)	金廣君(附註1)	25	—	—	—	25
Law Kin Ho (note 4)	羅健豪(附註4)	23	—	—	—	23
		264	—	—	—	264



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

**13. DIRECTORS' EMOLUMENTS (Continued)**

For the year ended 31 December 2009

**13. 董事酬金(續)**

截至二零零九年十二月三十一日止年度

		Salaries, allowances and benefits in kind	Contributions to pension schemes	Waived emoluments (note 5)	Total	
Directors' fee	薪金、津貼 及實物利益	退休金計劃 供款	已放棄之酬金 (附註5)		總計	
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	
<b>Executive Directors</b>	<b>執行董事</b>					
Cheung Yu Ping	張宇平	—	550	11	(112)	449
Lee Ah Sang	李亞生	—	440	11	(59)	392
Chan Chi Chiu, Henry (note 1)	陳志超(附註1)	—	440	11	(112)	339
<b>Independent Non-Executive Directors</b>	<b>獨立非執行董事</b>					
Chan Wai Fat	陳偉發	120	—	—	—	120
Jin Guangjun (note 1)	金廣君(附註1)	120	—	—	—	120
Law Kin Ho (note 4)	羅健豪(附註4)	120	—	—	—	120
		360	1,430	33	(283)	1,540

**Notes:**

1. Resigned on 17 March 2010
2. Appointed on 8 March 2010
3. Appointed on 17 March 2010
4. Resigned on 8 March 2010
5. The directors have agreed to unconditionally waive their emoluments in respect of the year ended 31 December 2008 in 2009.

No emoluments were paid to the Company's directors as an inducement to join or upon joining the Group or as compensation for loss of office for the years ended 31 December 2010 and 2009.

**附註:**

1. 於二零一零年三月十七日辭任
2. 於二零一零年三月八日獲委任
3. 於二零一零年三月十七日獲委任
4. 於二零一零年三月八日辭任
5. 於二零零九年，該等董事同意無條件放棄彼等截至二零零八年十二月三十一日止年度之酬金。

截至二零一零年及二零零九年十二月三十一日止年度，本公司並無向董事支付任何酬金，作為邀請彼等加入本集團或加入本集團時之獎勵金或作為離職補償。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 14. INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments, one (2009: two) is a director whose emolument is disclosed in Note 13. The aggregate of the emoluments in respect of the other four (2009: three) individuals 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
Salaries, wages and allowances	薪金、工資及津貼	1,070	1,259
Contributions to pension schemes	退休金計劃供款	15	35
		<b>1,085</b>	<b>1,294</b>

The emoluments of four (2009: three) non-director individuals with the highest emoluments are within the following band:

		2010 No. of employees 二零一零年 僱員人數	2009 No. of employees 二零零九年 僱員人數
Nil – HK\$1,000,000	零至1,000,000港元	4	3

No amounts were paid or payable during the years ended 31 December 2010 and 2009 to the five highest paid employees in connection with their loss of office, or inducement to join.

### 14. 最高薪酬人士

本集團五名最高薪酬人士當中，一名(二零零九年：兩名)為董事，其酬金詳情於附註13披露。另外四名個別人士(二零零九年：三名)之酬金總額如下：

其餘四名(二零零九年：三名)最高薪酬非董事人士之酬金介乎以下範圍：

截至二零一零年及二零零九年十二月三十一日止年度，並無已付或應付五名最高薪酬人士之任何酬金，作為彼等離職補償或邀請加入本集團之獎勵金。

### 15. EARNINGS/(LOSS) PER SHARE

#### (a) Basic earnings/(loss) per share

##### (i) From continuing and discontinued operations

The calculation is based on the profit attributable to owners of the Company of HK\$119,000 (2009: HK\$11,870,000) and the number of ordinary shares of 200,000,000 (2009: 200,000,000) in issue during the year.

##### (ii) From continuing operations

The calculation is based on profit for the year from continuing operations of HK\$119,000 (2009: loss of HK\$151,000) and the number of ordinary shares of 200,000,000 (2009: 200,000,000) in issue during the year.

### 15. 每股盈利/(虧損)

#### (a) 每股基本盈利/(虧損)

##### (i) 持續及已終止經營業務

每股基本盈利/(虧損)乃按本公司擁有人應佔溢利119,000港元(二零零九年：11,870,000港元)及年內200,000,000股已發行普通股(二零零九年：200,000,000股)之數目計算。

##### (ii) 來自持續經營業務

每股基本盈利/(虧損)乃按持續經營業務之年度溢利119,000港元(二零零九年：虧損151,000港元)及年內200,000,000股已發行普通股(二零零九年：200,000,000股)之數目計算。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

**15. EARNINGS/(LOSS) PER SHARE (Continued)****(b) Diluted earnings/(loss) per share**

Diluted earnings/(loss) per share is not presented as there were no dilutive potential ordinary shares in issue during the years ended 31 December 2010 and 2009.

**15. 每股盈利／(虧損)(續)****(b) 每股攤薄盈利／(虧損)**

由於截至二零一零年及二零零九年十二月三十一日止年度概無任何潛在攤薄之已發行普通股，因此並無呈列每股攤薄盈利／(虧損)。

**16. PROPERTY, PLANT AND EQUIPMENT****16. 物業、廠房及設備**

		Leasehold improvements 租賃物業 改良工程 HK\$'000 千港元	Computers and other equipment 電腦及 其他設備 HK\$'000 千港元	Furniture and fixtures 傢具及裝置 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>The Group</b>	<b>本集團</b>					
Cost	成本					
At 1 January 2009	於二零零九年一月一日	512	2,424	1,268	833	5,037
Additions	添置	—	282	—	—	282
Write off	撤銷	(512)	(2,404)	(1,265)	(833)	(5,014)
At 31 December 2009	於二零零九年 十二月三十一日	—	302	3	—	305
Additions	添置	—	27	—	—	27
At 31 December 2010	於二零一零年 十二月三十一日	—	329	3	—	332
Accumulated depreciation:	累計折舊：					
At 1 January 2009	於二零零九年一月一日	512	2,336	1,239	833	4,920
Charge for the year (Note 9(c))	本年度折舊(附註9(c))	—	34	6	—	40
Written back	撥回	(512)	(2,339)	(1,244)	(833)	(4,928)
At 31 December 2009	於二零零九年 十二月三十一日	—	31	1	—	32
Charge for the year (Note 9(c))	本年度折舊(附註9(c))	—	101	1	—	102
At 31 December 2010	於二零一零年 十二月三十一日	—	132	2	—	134
Carrying amount:	賬面值：					
At 31 December 2010	於二零一零年 十二月三十一日	—	197	1	—	198
At 31 December 2009	於二零零九年 十二月三十一日	—	271	2	—	273

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 17. DEPOSIT FOR ACQUISITION OF SUBSIDIARY

On 16 May 2006, Surplus Trade Investment Limited (“Surplus Trade”), a wholly owned subsidiary of the Company, entered into an equity transfer agreement with Mr. Wong Chi Wai (“Mr. Wong”), an independent third party, to acquire the entire equity interest of First Preview Limited and its subsidiaries (together referred to as the “First Preview Group”) for a consideration of HK\$42,000,000. First Preview Group is engaged in hotel business.

During the year ended 31 December 2006, the Group paid an aggregate amount of HK\$10,000,000 which was retained as a deposit for the acquisition of First Preview Group. As certain conditions set out in such equity transfer agreement were not fulfilled, the transaction was not completed. According to the terms of the transfer agreement, Mr. Wong had to refund the deposit of HK\$10,000,000 to the Group.

During the year, the remaining balance of the deposit with a carrying value of HK\$5,705,000, which was included in “trade and other receivables” under current assets (Note 18) in 2009, was fully refunded to the Group and an imputed interest income of HK\$295,000 (2009: HK\$335,000) was credited to profit or loss (Note 8).

### 17. 收購附屬公司之訂金

於二零零六年五月十六日，本公司之全資附屬公司Surplus Trade Investment Limited (「Surplus Trade」) 與獨立第三方Wong Chi Wai先生(「Wong先生」) 訂立一份股權轉讓協議，以收購First Preview Limited及其附屬公司(統稱「First Preview集團」)之全部股權，代價為42,000,000港元。First Preview集團從事酒店業務。

截至二零零六年十二月三十一日止年度，本集團支付合共10,000,000港元，款額已保留作收購First Preview集團之訂金。由於該股權轉讓協議所載之若干條件未能達成，該項交易並未完成。根據轉讓協議之條款，Wong先生須向本集團退回10,000,000港元之訂金。

於二零零九年計入流動資產項下應收賬款及其他應收款賬面值為5,705,000港元之訂金餘額(附註18)已於年內全數退還予本集團，估算利息收入295,000港元(二零零九年：335,000港元)已計入損益(附註8)。

### 18. TRADE AND OTHER RECEIVABLES

### 18. 應收賬款及其他應收款

		Group 本集團		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 debtors	應收賬款	8,266	4,223	—	—
Amounts due from subsidiaries	應收附屬公司款項	—	—	2,432	6,004
Deposits and prepayments (Note 17)	訂金及預付款 (附註17)	224	5,891	168	100
		<b>8,490</b>	10,114	<b>2,600</b>	6,104

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 18. TRADE AND OTHER RECEIVABLES (Continued)

The amounts due from the subsidiaries (net of accumulated impairment losses of HK\$3,499,000 (2009: HK\$4,550,000)) are unsecured, interest free and have no fixed repayment terms.

- (a) The average credit period to the Group's trade debtors is 60 days.
- (b) The movements in the allowance for doubtful debts during the year, including both specific and collective loss components, are as follows:

### 18. 應收賬款及其他應收款(續)

應收附屬公司款項(扣除累計減值虧損3,499,000港元(二零零九年:4,550,000港元))為無抵押、免息且並無固定還款期。

- (a) 本集團應收賬款之平均信貸期為60日。
- (b) 年內呆賬撥備變動(包括特定及合併虧損部分)如下:

		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
<b>Other receivables</b>	<b>其他應收款</b>		
At beginning of year	年初	—	—
Provision for impairment loss (Note 9(c))	減值虧損撥備(附註9(c))	—	30
Uncollectible amount written off	撇銷未能收回之款項	—	(30)
<hr/>			
At end of year	年終	—	—

The Group and the Company recognised impairment loss on individual assessment based on the accounting policy stated in Note 4(e)(ii).

本集團及本公司就根據附註4(e)(ii)所列會計政策進行之個別評估確認減值虧損。

## Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

## 18. TRADE AND OTHER RECEIVABLES (Continued)

- (c) Included in trade and other receivables are trade debtors with the following ageing analysis as at the end of reporting period:

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Within 30 days	30日內	4,818	4,223
31 to 60 days	31至60日	2,274	—
61 to 90 days	61至90日	1,174	—
		<b>8,266</b>	<b>4,223</b>

At 31 December 2010 and 2009, none of the Group's trade receivables were impaired.

- (d) The ageing analysis of trade receivables which are past due but not impaired are as follows:

		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
Less than 1 month past due	逾期少於一個月	1,196	—
1 to 3 months past due	逾期一至三個月	22	—
		<b>1,218</b>	<b>—</b>

The trade receivables relate to customers that have a good track record with the Group. Based on the past experience, management believes that no impairment allowance is necessary in respect of this balance as there has not been a significant change in credit quality and the balance is still considered fully recoverable. The Group does not hold any collateral over this balance.

## 18. 應收賬款及其他應收款(續)

- (c) 應收賬款及其他應收款包括以下應收賬款，其於報告期間結算日之賬齡分析如下：

於二零一零年及二零零九年十二月三十一日，本集團之應收賬款並無被釐定為已減值。

- (d) 已逾期但並無減值之應收賬款賬齡分析如下：

應收賬款乃與本集團有良好往績記錄之客戶有關。根據過往經驗，由於其信貸質素並無重大變動且結餘仍被視為可全數收回，故管理層認為毋須就該項結餘作出減值撥備。本集團並無就該項結餘持有任何抵押品。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 19. CASH AND CASH EQUIVALENTS

### 19. 現金及現金等值物

		Group 本集團		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 and bank balances	現金及銀行結餘	1,223	1,018	—	825
Time deposit matured within 3 months	於三個月內到期之 定期存款	2,002	—	—	—
		<b>3,225</b>	1,018	—	825

### 20. OTHER BORROWING — UNSECURED

The Group obtained a loan with principal amount of HK\$5,000,000 (2009: HK\$ Nil) from an independent third party during the year. The loan is unsecured, bearing interest rate at 3% over the Hong Kong prime rate plus an arrangement fee. The average effective interest rate for the year after taking into account of the arrangement fee is approximate 18%. The loan and the accrued interest are repayable in May 2011.

### 20. 其他借貸 — 無抵押

年內，本集團自一名獨立第三方取得本金額為5,000,000港元之貸款(二零零九年：零港元)。該項貸款為無抵押、按香港最優惠利率加3厘計息，另加安排費用。計及安排費用後，年內平均實際利率約為18厘。貸款及累計利息須於二零一一年五月償還。

## Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

## 21. TRADE AND OTHER PAYABLES

## 21. 應付賬款及其他應付款

		Group 本集團		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 creditors	應付賬款	4,503	2,370	—	—
Other creditors and accrued charges	其他應付款及 應計費用	1,150	1,059	1,150	949
Amount due to a shareholder (Note 29(a))	應付一名股東款項 (附註29(a))	972	—	972	3,307
Financial liabilities measured at amortised cost	按攤銷成本計量 之金融負債	6,625	3,429	2,122	4,256

Trade and other payables are expected to be settled within one year. The ageing analysis of trade creditors as at the end of reporting period is as follows:

所有應付賬款及其他應付款預期將於一年內清償，其於報告期間結束時之賬齡分析如下：

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Current or less than 1 month	即期或少於一個月	4,128	2,258
1 to 3 months	一至三個月	375	112
		4,503	2,370



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

**22. SHARE CAPITAL****22. 股本**

		2010 二零一零年		2009 二零零九年	
		Number of shares 股份數目 '000 千股	Amount 金額 HK\$'000 千港元	Number of shares 股份數目 '000 千股	Amount 金額 HK\$'000 千港元
Authorised: Ordinary shares of HK\$0.01 each	法定： 每股面值 0.01 港元之 普通股	4,000,000	40,000	4,000,000	40,000
Issued and fully paid: At beginning and end of reporting period	已發行及繳足： 呈報期間期初及 期終	200,000	2,000	200,000	2,000

**23. RESERVES — DEFICIT****23. 儲備 — 虧絀****(a) Reserve of the Company****(a) 本公司儲備**

		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元 (Note 23(b)(i)) (附註 23(b)(i))	Capital reserve 資本儲備 HK\$'000 千港元 (Note 23(b)(ii)) (附註 23(b)(ii))	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Balance at 1 January 2009	於二零零九年一月一日 之結餘	2,000	30,224	2,144	(40,165)	(5,797)
Profit for the year	年度溢利	—	—	—	166	166
Other comprehensive income	其他全面收入	—	—	—	—	—
Total comprehensive income for the year	年度全面收入總額	—	—	—	166	166
Capital contribution by a shareholder in the form of interest-free loans	一名股東以免息貸款 形式注資	—	—	654	—	654
Balance at 31 December 2009	於二零零九年十二月 三十一日之結餘	2,000	30,224	2,798	(39,999)	(4,977)
Profit for the year	年度溢利	—	—	—	170	170
Other comprehensive income	其他全面收入	—	—	—	—	—
Total comprehensive income for the year	年度全面收入總額	—	—	—	170	170
Capital contribution by a shareholder arising from changes in the terms of the interest-free loans	一名股東之免息貸款 年期變動產生之注資	—	—	(1,395)	—	(1,395)
Balance at 31 December 2010	於二零一零年十二月 三十一日之結餘	2,000	30,224	1,403	(39,829)	(6,202)

**23. RESERVES (Continued)****(b) Nature and purpose of reserves****(i) Share premium**

Under the Companies Law of the Cayman Islands, the funds in the share premium account of the Company are distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall in the ordinary course of business.

**(ii) Capital reserve**

The capital reserve represents capital contribution from a shareholder in the form of interest-free loans. The amounts are estimated by discounting the nominal value of their non-interest bearing loans to the Group at current market interest rate for similar financial instruments. An early repayment of interest-free loans from a shareholder represents a reduction in contribution from the shareholder and reduces capital reserve accordingly.

**(iii) Capital surplus**

Capital surplus mainly represents the unconditional waiver of loans by the shareholders of Besto Investment Limited. The loans were made to enable the Group to contribute capital to SJTU Sunway Information Technology Co., Ltd.

**(iv) General reserve**

According to the articles of association of the subsidiaries in the PRC, the subsidiaries are required to set up a general reserve and the transfer to this fund are at the discretion of the subsidiaries. This fund can be utilised to acquire property, plant and equipment, to increase current assets or convert into paid-in capital. Transfers from this fund are subject to approval by its board of directors. The amount was transferred to accumulated losses upon the disposal of the Disposal Group (Note 11).

**(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 within in accordance with the accounting policy set out in Note 4(k). The amount was realised upon the disposal of the Disposal Group and was released to profit or loss.

**23. 儲備(續)****(b) 儲備之性質及目的****(i) 股份溢價**

根據開曼群島公司法，於本公司股份溢價賬之資金可供分派予本公司股東，惟於緊隨建議分派股息日期後，本公司必須能償還其於日常業務中到期之債務。

**(ii) 資本儲備**

資本儲備指一名股東以免息貸款形式注資。金額以給予本集團免息貸款之面值按類似金融工具之現行市場利率折現估算。提早償還來自一名股東之免息貸款即減少股東注資，而股本儲備亦因此相應減少。

**(iii) 資本盈餘**

資本盈餘主要指獲Besto Investment Limited股東無條件豁免之貸款。提供有關貸款是為了讓本集團可對交大銘泰(北京)信息技術有限公司注資。

**(iv) 一般儲備**

根據中國附屬公司之組織章程細則，附屬公司須設立一般儲備，並可酌情撥款至該基金。該基金可用作購置物業、廠房及設備以及增加流動資產或轉換為實繳資本。自該基金轉撥款項則須待該等附屬公司之董事會批准後，方可作實。有關金額乃於售出售集團時轉撥至累計虧損(附註11)。

**(v) 匯兌儲備**

匯兌儲備包括換算海外業務之財務報表所產生之所有匯兌差額。該儲備乃根據載於附註4(k)之會計政策處理。該數額已於出售集團售出後變現並已解除及撥入損益。

## Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

## 24. INTERESTS IN SUBSIDIARIES

## 24. 於附屬公司之權益

		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	未上市股份，按成本	—	8
Less: Impairment loss	減：減值虧損	—	—
		—	8

Particulars of the Company's principal subsidiaries which are all wholly owned by the Company as at 31 December 2010 were as follows:

於二零一零年十二月三十一日，均為本公司全資擁有之本公司主要附屬公司詳情如下：

Name of company 公司名稱	Country of incorporation and operation 註冊成立及營運所在國家	Description of shares directly held 直接持有股份概述	Principal activity 主要業務
Corporate Model Limited	The British Virgin Islands 英屬處女群島	US\$1 1 美元	Investment holding 投資控股
Pearlica Technologies Limited 瑞佳科技有限公司	The British Virgin Islands 英屬處女群島	US\$1 1 美元	Provision of custom-made solutions services 提供訂製解決方案
Aurum Pacific Management Limited 奧栢管理有限公司	Hong Kong 香港	HK\$1 1 港元	Administration 行政管理
Forever Trend Development Limited 永達發展有限公司	Hong Kong 香港	HK\$1 1 港元	Administration 行政管理
Max Honour International Limited 得鴻國際有限公司	Hong Kong 香港	HK\$1 1 港元	Trading of computer equipment and accessories 買賣電腦設備及配件

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 25. DISPOSAL OF SUBSIDIARIES

As referred to Note 11, on 9 March 2009, the Group disposed of the Disposal Group, which were engaged in provision of information localisation services. The net liabilities of the Disposal Group at the date of disposal were as follows:

		HK\$'000 千港元
Cash and cash equivalents	現金及現金等值物	178
Deposits for acquisition of subsidiaries	收購附屬公司之訂金	12,710
Trade and other payables	應付賬款及其他應付款	(10,587)
Bank loan, unsecured	無抵押銀行貸款	(15,960)
Other loan payables	其他應付貸款	(527)
<b>Net liabilities</b>	<b>負債淨額</b>	<b>(14,186)</b>
Release of exchange reserve	解除匯兌儲備	3,641
Loss attributable to non-controlling interests	非控股權益應佔虧損	(1,476)
Gain on disposal ( <i>Note 11</i> )	出售收益( <i>附註 11</i> )	12,021
<b>Consideration</b>	<b>代價</b>	<b>—</b>
Net cash outflow arising on disposal:	出售引致之現金流出淨額：	
Cash consideration	現金代價	—
Cash and bank balances disposed of	所售出現金及銀行結餘	(178)
		<b>(178)</b>

### 26. RETIREMENT BENEFITS

Upon the disposal of the Disposal Group, the Group no longer had any employees in the PRC.

For providing retirement benefits to its employees in Hong Kong, the Group has set up a mandatory provident fund ("MPF") scheme which is available to all Hong Kong employees. The Group's and the employees' contributions to the MPF scheme are based on 5% of the relevant income of the relevant employees in accordance with the requirements of the Mandatory Provident Fund Scheme Ordinance and related regulations. Contributions made to the above schemes by the Group amounted to HK\$22,000 (2009: HK\$84,000) for the year. No other scheme for the retirement benefit is participated by the Group.

### 25. 出售附屬公司

如附註11所提述，於二零零九年三月九日，本集團出售出售集團，該公司從事提供信息本地化服務業務。出售集團於出售日期之負債淨額如下：

### 26. 退休福利

於售出出售集團後，本集團在中國再無任何僱員。

就為香港僱員提供退休福利而言，本集團已設立一個強制性公積金(「強積金」)計劃，適用於全體香港僱員。本集團及僱員須根據強制性公積金計劃條例及有關法規之規定，按照有關僱員之相關收入5%向強積金計劃供款。年內，本集團向上述計劃作出供款22,000港元(二零零九年：84,000港元)。本集團並無參與其他退休福利計劃。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 27. EQUITY SETTLED SHARE-BASED TRANSACTIONS

A share option scheme (the "Scheme") of the Company was adopted on 25 November 2003 for the purpose of providing incentives and rewards to eligible participants, including the executive directors of the Company, who contribute to the success of the Group's operations.

The Board of Directors of the Company may, at their discretion, grant options to the eligible participants including any employees, directors, suppliers, customers, advisors, consultants, joint venture partners and any shareholders of any members of the Group or any invested entities or any holders of any securities issued by any members of the Group or any invested entities.

Unless it is approved by shareholders in a general meeting of the Company, the maximum number of shares available for subscription under the Scheme or any other share option scheme adopted by the Company is subject to:

- (i) The maximum number of shares of the Company which may be issued upon exercise of all options granted under its Scheme or any other share option scheme adopted by the Company must not exceed 30% of its issued share capital from time to time; and
- (ii) The total number of shares which may be issued upon exercise of all options to be granted under the Scheme and any other share option scheme of the Group must not in aggregate exceed 10% of the shares in issue at the time dealings in the shares first commence on the Growth Enterprise Market of the Stock Exchange.

The maximum number of shares issuable under the options to each eligible participant in any 12-month period is limited to 1% of the shares in issue unless it is approved by substantial shareholders in a general meeting of the Company.

Any grant of options under the Scheme to a director, chief executive, management shareholder or substantial shareholder of the Company or any of their respective associates must be approved by independent non-executive directors (excluding any independent non-executive director who or whose associate is the proposed grantee of the options).

Any share options granted to a substantial shareholder or an independent non-executive director of the Company or to any of their respective associates, in excess of 0.1% of the shares in issue and with an aggregate value (based on the closing price of the shares at the date of grant) in excess of HK\$5 million, in any 12-month period, are subject to shareholders' approval in a general meeting of the Company.

### 27. 以股本結算之股份交易

本公司於二零零三年十一月二十五日採納一項購股權計劃(「該計劃」)，旨在向對本集團業務之成功作出貢獻之合資格參與人士提供獎勵及回報，當中包括本公司執行董事。

本公司董事會可酌情向合資格參與人士授出購股權，包括任何僱員、董事、供應商、客戶、顧問、諮詢顧問、合營企業夥伴及本集團任何成員公司或任何被投資實體之任何股東或本集團任何成員公司或任何被投資實體所發行任何證券之任何持有人。

除非於本公司股東大會上獲股東批准，於該計劃或本公司採納之任何其他購股權計劃項下可供認購之最高股份數目受限於以下各項：

- (i) 本公司根據該計劃或本公司採納之任何其他購股權計劃授出之所有購股權獲行使時可能發行之本公司股份數目，不得超過其不時已發行股本之30%；及
- (ii) 根據該計劃及本集團任何其他購股權計劃將予授出之所有購股權獲行使時可能發行之股份總數合共不得超過股份首次於聯交所創業板開始買賣時已發行股份之10%。

於任何十二個月期間，根據購股權可向每名合資格參與人士發行之最高股份數目為已發行股份之1%，除非於本公司股東大會上經主要股東批准則作別論。

根據該計劃向本公司董事、主要行政人員、管理層股東或主要股東或彼等各自之聯繫人授出購股權，必須經獨立非執行董事(不包括其本身或其聯繫人為購股權建議承授人之獨立非執行董事)批准。

於任何十二個月期間，向本公司主要股東或獨立非執行董事或彼等各自之任何聯繫人授出之任何購股權，如超過已發行股份0.1%及總值(根據授出日期之股份收市價計算)超過5百萬港元，均須於本公司股東大會上獲股東批准。

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## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 27. EQUITY SETTLED SHARE-BASED TRANSACTIONS (Continued)

The offer of a grant of share options may be accepted within 21 business days from the date of the offer of grant of the option. The consideration for a grant of options the Company is HK\$1.00. The exercise period of the share options granted is determined by the Board of Directors.

The exercise price of the share options is determined by the Board of Directors providing that the exercise price of the share options shall not be less than the highest of (i) the closing price of the shares on GEM as stated in the Stock Exchange's daily quotations on the date of the offer of grant, which must be a business day; (ii) the average closing price of the shares on GEM as stated in the Stock Exchange's daily quotations for the five trading days immediately preceding the date of the offer of grant; and (iii) the nominal value of the shares.

No share option under the Scheme was granted and outstanding during the years ended 31 December 2010 and 2009.

### 28. DEFERRED TAXATION NOT RECOGNISED

The Group has not recognised deferred tax assets in respect of tax losses of HK\$7,165,119 (2009: HK\$5,436,166) as it is not certain that future taxable profits will be available against which the asset can be utilised.

### 29. RELATED PARTY TRANSACTIONS

At 31 December 2010, the directors considered the Company's immediate and ultimate parent is Hong Sheng Group Limited (incorporated in the British Virgin Islands).

Particulars of transactions the Group entered into with related parties during the year are as follows:

- (a) Amount due to a shareholder were unsecured, interest free and repayable on demand.
- (b) Loans from a shareholder are unsecured, interest free and not repayable before 31 August 2013. The loans were stated at fair value as of the end of the reporting period which was estimated by discounting the nominal value of the loans at current market interest rate of similar financial instruments.

### 27. 以股本結算之股份交易 (續)

購股權授出建議可於授出購股權建議日期起計21個營業日內接納。接納本公司授出購股權之代價為1.00港元。授出購股權之行使期間由董事會釐定。

購股權行使價乃由董事會釐定，惟購股權行使價不得低於以下最高者(i)建議授出日期(必須為營業日)於聯交所每日報價表所報股份於創業板之收市價；(ii)緊接建議授出日期前五個交易日聯交所每日報價表所報股份於創業板之平均收市價；及(iii)股份面值。

截至二零一零年及二零零九年十二月三十一日止年度內並無根據該計劃授出而且尚未行使之購股權。

### 28. 尚未確認之遞延稅項

由於未能確定日後會否具備應課稅溢利以動用有關資產，故本集團並無就稅項虧損7,165,119港元(二零零九年：5,436,166港元)確認遞延稅項資產。

### 29. 關連人士交易

董事認為，於二零一零年十二月三十一日，本公司之直接及最終母公司為於英屬處女群島註冊成立之鴻盛集團有限公司。

以下是本集團於年內與關連人士進行之交易的重點：

- (a) 應付股東之款項為無抵押、免息且須應要求償還。
- (b) 股東之貸款為無抵押、免息及毋須於二零一三年八月三十一日前償還。有關貸款已按報告期間結束時之公平值列賬，公平值乃按類似金融工具之現行市場利率折現貸款面值作估算。

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(Expressed in Hong Kong dollars) (以港元列示)

**29. RELATED PARTY TRANSACTIONS (Continued)**

(c) The remuneration of directors as disclosed in Note 13 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
Short-term benefits	短期福利	471	2,766
Post-employment benefits	離職後福利	6	68
		<b>477</b>	<b>2,834</b>

**30. OPERATING LEASE ARRANGEMENTS**

Operating lease payments represent rentals payable by the Group on its office premise. The Lease is negotiated for a term of 3 years at fixed rent.

The lease payments recognised as an expenses 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
Minimum leases payments	最低租約款項	186	—

The total future minimum lease payments are due as follows:

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Not later than one year	一年內	216	—
Later than one year and not later than five years	一年後但五年內	360	—
		<b>576</b>	<b>—</b>

**29. 關連人士交易(續)**

(c) 附註13所披露之年內董事酬金及其他主要管理人員酬金如下：

**30. 經營租約安排**

經營租約款項指本集團就其辦公室物業應付租金。租約為期三年並有固定租金。

已確認為開支之租約款項如下：

未來最低租約款項之到期情況如下：

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### 31. CAPITAL RISK MANAGEMENT

The Group's primary objective when managing capital is to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The capital structure of the Group consists of debts, which include other borrowing, cash and cash equivalents and equity attributable to owners of the Company, comprising share capital and reserves.

The Company is actively seeking potential investors to inject new funds into the Group to enlarge the equity base.

The gearing ratio at the end of reporting period 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
Debts	債務	7,652	7,658
Cash and cash equivalents	現金及現金等值物	(3,225)	(1,018)
Net debts	債務淨額	4,427	6,640
Equity — deficit	權益 — 虧絀	(1,452)	(175)
Net debts to equity ratio	債務淨額與權益比率	N/A 不適用	N/A 不適用

### 31. 資本風險管理

本集團管理資本之主要目的是保障本集團可持續營運，藉以不斷為股東提供回報及為其他利益相關者帶來利益。管理資本之方法包括依照風險水平釐定產品及服務價格，及確保可以合理成本取得融資。

本集團之資本架構包括債務，其中包括其他借貸、現金及現金等值物以及本公司擁有人應佔權益(包括股本及儲備)。

本公司正積極物色有意投資者，向本集團注入新資金，以擴闊權益基礎。

於報告期間結束時之資本負債比率如下：



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(Expressed in Hong Kong dollars) (以港元列示)

### 32. FINANCIAL RISK MANAGEMENT

The main risks arising from the Group's financial instruments in the normal course of the Group's business are credit risk, liquidity risk, interest rate risk and currency risk.

These risks are limited by the Group's financial management policies and practices described below.

#### (a) Credit risk

The Group's credit risk is primarily attributable to trade and other receivables. Management has credit policy in place and the exposure to this credit risk is monitored on an ongoing basis.

The Group's maximum exposure to credit risk in the event of the counterparties failure to perform their obligations as at 31 December 2010 in relation to each class of recognised financial assets is the carrying amount of those assets as stated in the consolidated statement of financial position. The Group reviews the recoverable amount of each individual trade debtor at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts.

At the end of reporting period, the Group has a concentration of credit risk as 97% (2009: 35%) of the total trade and other receivables was due from the Group's largest customer. The Group does not provide any other guarantees which would expose the Group or the Company to credit risk.

Further quantitative disclosures in respect of the Group's exposure to credit risk arising from trade and other receivables are set out in Note 18.

### 32. 財務風險管理

在本集團一般業務過程中，由本集團金融工具所產生之主要風險包括信貸風險、流動資金風險、利率風險及貨幣風險。

本集團用以限制該等風險之財務管理政策及慣例載述如下。

#### (a) 信貸風險

本集團之信貸風險主要來自應收賬款及其他應收款。管理層設有信貸政策，而本集團亦持續監控所承受之信貸風險。

倘交易對手未能履行其於二零一零年十二月三十一日有關各類已確認金融資產之責任，則本集團所面臨之最大信貸風險為綜合財務狀況報表所列該等資產之賬面值。本集團於各報告期間結束時審閱各個別貿易債務人之可收回金額，以確保就無法收回之款項作出足夠減值虧損。

於報告期間結束時，由於本集團應收賬款及其他應收款總額之97%（二零零九年：35%）來自本集團之最大客戶，故本集團存在信貸集中風險。本集團並無提供任何其他擔保，令本集團或本公司面對信貸風險。

有關本集團因應收賬款及其他應收款所產生信貸風險之進一步量化披露載於附註18。

## Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

## 32. FINANCIAL RISK MANAGEMENT (Continued)

## (b) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short term investment of cash surpluses. The Group's policy is to regularly monitor its liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

The following table details the remaining contractual maturities at the end of reporting period of the Group's and the Company's 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:

## The Group

31 December 2010		Carrying amount	Total contractual	Within 1 year or on demand	More than 2 years but less than 5 years
			undiscounted cash flow		
二零一零年十二月三十一日		賬面值	已訂約未折現金流量總額	一年內到期或按要	多於兩年但少於五年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Trade and other payables	應付賬款及其他應付款	6,625	6,625	6,625	—
Loans from a shareholder	一名股東之貸款	1,078	1,267	—	1,267
Other borrowings	其他借貸	5,602	5,900	5,900	—
		13,305	13,792	12,525	1,267
31 December 2009		Carrying amount	Total contractual	Within 1 year or on demand	More than 2 years but less than 5 years
			undiscounted cash flow		
二零零九年十二月三十一日		賬面值	已訂約未折現金流量總額	一年內到期或按要	多於兩年但少於五年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Trade and other payables	應付賬款及其他應付款	3,429	3,429	3,429	—
Loans from a shareholder	一名股東之貸款	7,658	9,564	—	9,564
		11,087	12,993	3,429	9,564

## 32. 財務風險管理(續)

## (b) 流動資金風險

本集團內個別營運實體負責其本身之現金管理，包括現金盈餘之短期投資。本集團之政策是定期監控其流動資金需求，以確保維持充足現金儲備以應付其短期及長期流動資金需求。

下表詳列本集團及本公司之金融負債於報告期間結束時之餘下訂約到期日，乃基於已訂約未折現現金流量(包括使用訂約利率計算之利息款項，或如為浮息，則根據報告期間結束時之現行利率計算)以及本集團及本公司被要求付款之最早日期：

## 本集團

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

**32. FINANCIAL RISK MANAGEMENT (Continued)****(b) Liquidity risk (Continued)****The Company**

		Carrying amount	Total contractual undiscounted cash flow	Within 1 year or on demand	More than 2 years but less than 5 years
		賬面值	已訂約未折現金流量總額	一年內到期或按要求	多於兩年但少於五年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
<b>31 December 2010</b>					
二零一零年十二月三十一日					
Trade and other payables	應付賬款及其他應付款	2,122	2,122	2,122	—
Loans from a shareholder	一名股東之貸款	1,078	1,267	—	1,267
Other borrowing	其他借貸	5,602	5,900	5,900	—
		<b>8,802</b>	<b>9,289</b>	<b>8,022</b>	<b>1,267</b>

		Carrying amount	Total contractual undiscounted cash flow	Within 1 year or on demand	More than 2 years but less than 5 years
		賬面值	已訂約未折現金流量總額	一年內到期或按要求	多於兩年但少於五年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
<b>31 December 2009</b>					
二零零九年十二月三十一日					
Trade and other payables	應付賬款及其他應付款	4,256	4,256	4,256	—
Loans from a shareholder	一名股東之貸款	7,658	9,564	—	9,564
		<b>11,914</b>	<b>13,820</b>	<b>4,256</b>	<b>9,564</b>

The basis for the going concern assumption is detailed in Note 3(b)(i).

有關持續經營假設之基準之詳情載於附註3(b)(i)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 32. FINANCIAL RISK MANAGEMENT (Continued)

#### (c) Interest rate risk

The Group's interest rate risk arises primarily from short-term borrowing. Borrowing issued at variable rates exposes the Group to cash flow interest rate risk. The Group's interest rate profile as monitored by management is set out below.

The following table details the interest rate profile of the Group's borrowings at the end of the reporting period.

		Group & Company 本集團及本公司			
		2010 二零一零年		2009 二零零九年	
		Effective interest rate (%) 實際利率(%)	HK\$'000 千港元	Effective interest rate (%) 實際利率(%)	HK\$'000 千港元
<b>Floating rate borrowing</b>	<b>浮息借貸</b>				
Other borrowing	其他借貸	18	5,000	N/A	—

The interest rate and term of repayment of the Group's and the Company's other borrowing are disclosed in Note 20.

At 31 December 2010, it is estimated that a general increase/decrease of 100 basis points in interest rates, with all other variables held constant, would decrease/increase the Group's profit for the year and accumulated losses by approximately HK\$31,000.

The sensitivity analysis above has been determined assuming that the change in interest rates had occurred at the end of reporting period and had been applied to the exposure to interest rate risk for the borrowings in existence at that date. The 100 basis point increase or decrease represents management's assessment of a reasonably possible change in interest rates over the period until the next annual reporting date.

#### (d) Currency risk

As most of the Group's monetary assets and liabilities are denominated in Hong Kong dollars, and the Group conducted its business transactions principally in Hong Kong dollars during the years ended 31 December 2010 and 2009, currency risk to the Group is minimal. The Group considers that as the exchange rate risk of the Group is not significant, the Group did not employ any financial instruments for hedging purpose.

### 32. 財務風險管理(續)

#### (c) 利率風險

本集團之利率風險主要來自短期借貸。浮息借貸令本集團須承受現金流利率風險。管理層監控本集團之利率組合載列如下。

下表詳述於呈報期間結束時本集團借貸之利率組合。

		Group & Company 本集團及本公司			
		2010 二零一零年		2009 二零零九年	
		Effective interest rate (%) 實際利率(%)	HK\$'000 千港元	Effective interest rate (%) 實際利率(%)	HK\$'000 千港元
<b>Floating rate borrowing</b>	<b>浮息借貸</b>				
Other borrowing	其他借貸	18	5,000	N/A	—

本集團及本公司之其他借貸之利率及還款期於附註20內披露。

於二零一零年十二月三十一日，倘利率上升/下降100個基點，而其他變數維持不變，估計本集團之年度溢利及累計虧損將增加/減少31,000港元。

上述敏感度分析乃假設於呈報期間結算日出現利率變動並導致當日存在之借貸承受利率風險而釐定。上升或下降100個基點乃管理層對直至下一個年度結算日期間可能之合理利率變動所作評估。

#### (d) 貨幣風險

由於本集團大部分貨幣資產及負債均以港元列值，而截至二零一零年及二零零九年十二月三十一日止年度內本集團亦主要以港元進行其業務交易，故本集團之貨幣風險極低。由於本集團認為本集團承擔之外匯風險並不重大，故本集團並無採用任何金融工具作對沖之用。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

**32. FINANCIAL RISK MANAGEMENT (Continued)****(e) Fair values**

All financial instruments are carried at amounts not materially different from their fair values as at 31 December 2010 and 2009.

**33. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY**

The carrying amounts of the Group's financial assets and financial liabilities as recognised at 31 December 2010 and 2009 may be categorised as follows:

**32. 財務風險管理(續)****(e) 公平值**

所有金融工具之賬面值與其於二零一零年及二零零九年十二月三十一日之公平值均無重大差別。

**33. 金融資產及金融負債之分類概要**

本集團於二零一零年及二零零九年十二月三十一日確認之金融資產及金融負債之賬面值可分類為以下項目：

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
<b>Financial assets</b>	<b>金融資產</b>		
Loans and receivables (including cash and bank balances)	貸款及應收款 (包括現金及銀行結餘)	<b>11,527</b>	11,024
<b>Financial liabilities</b>	<b>金融負債</b>		
Financial liabilities measured at amortised cost	按攤銷成本計量之金融負債	<b>13,305</b>	11,087

**34. APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS**

The consolidated financial statements were approved and authorised for issue by the Board of Directors on 22 March 2011.

**34. 綜合財務報表審批**

綜合財務報表已於二零一一年三月二十二日由董事會審批及授權刊發。

## Five-Years Financial Summary

## 五年財務摘要

		For the year ended 31 December 截至十二月三十一日止年度				
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
<b>RESULTS</b>	<b>業績</b>					
Turnover	營業額	<b>38,892</b>	36,941	18,582	3,447	715
Profit/(loss) before income tax expense	除所得稅開支 前溢利/(虧損)	<b>694</b>	12,216	(9,564)	(5,387)	(10,966)
Income tax expense	所得稅開支	<b>(575)</b>	(346)	(147)	—	—
Profit/(loss) for the year	年度溢利/(虧損)	<b>119</b>	11,870	(9,711)	(5,387)	(10,966)
Attributable to:	以下人士應佔:					
Owners of the Company	本公司擁有人	<b>119</b>	11,870	(9,711)	(5,376)	(11,248)
Non-controlling interests	非控股權益	—	—	—	(11)	282
		<b>119</b>	11,870	(9,711)	(5,387)	(10,966)
Earnings/(loss) per share Basis (HK cents)	每股盈利/(虧損) 基本(港仙)	<b>0.06</b>	5.94	(4.86)	(2.69)	(5.62)
Diluted (HK cents)	攤薄(港仙)	<b>N/A 不適用</b>	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
<b>ASSETS AND LIABILITIES</b>	<b>資產及負債</b>					
Total assets	資產總值	<b>12,014</b>	11,405	34,939	24,345	23,621
Total liabilities	負債總額	<b>(13,465)</b>	(11,580)	(49,803)	(30,274)	(22,788)
		<b>(1,451)</b>	(175)	(14,864)	(5,929)	833
Total equity attributable to owners of the Company	本公司擁有人 應佔權益總額	<b>(1,451)</b>	(175)	(16,340)	(7,314)	(472)
Non-controlling interests	非控股權益	—	—	1,476	1,385	1,305
		<b>(1,451)</b>	(175)	(14,864)	(5,929)	833

