



# China Post E-Commerce (Holdings) Limited

## 中郵電貿(控股)有限公司\*

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

*(於開曼群島註冊成立之有限公司)*

**(Stock Code 股份代號: 8041)**

**Website 網址: <http://www.cpech.com>**

## Annual Report 年報 2010



\* For identification purpose only 僅供識別

# CONTENTS

## 目錄

Corporate Information	公司資料	P.3
Chairman's Statement	主席報告	P.6
Directors and Senior Management's Biographies	董事及高級管理層履歷	P.9
Management Discussion and Analysis	管理層討論與分析	P.12
Directors' Report	董事會報告	P.16
Corporate Governance Report	企業管治報告	P.27
Independent Auditor's Report	獨立核數師報告	P.36
Consolidated Income Statement	綜合收益表	P.38
Consolidated Statement of Comprehensive Income	綜合全面收益表	P.39
Consolidated Statement of Financial Position	綜合財務狀況表	P.40
Statement of Financial Position	財務狀況表	P.42
Consolidated Statement of Changes in Equity	股東權益變動綜合報表	P.43
Consolidated Statement of Cash Flows	綜合現金流量表	P.44
Notes to the Financial Statements	財務報表附註	P.46
Five Year Financial Summary	五年財務概要	P.128

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

**GEM has been positioned as a market designed to accommodate companies to which a high investment risk may be attached than other companies listed on the Stock 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 China Post E-Commerce (Holdings) Limited (the “Company”) collectively and individually accept responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (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 (1) the information contained in this report is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this report misleading; and (3) all opinions expressed in this report have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

### 香港聯合交易所有限公司（「聯交所」）創業板之特色

創業板的定位，乃為相比起其他在聯交所上市的公司帶有較高投資風險的公司提供一個上市之市場，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之新興的性質所然，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。

香港交易及結算所有限公司及聯交所對本報告的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本報告全部或任何部分內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。

本報告乃遵照《創業板證券上市規則》（「創業板上市規則」）的規定提供有關中郵電貿（控股）有限公司（「本公司」）的資料，本公司各董事（「董事」）願就本報告共同及個別承擔責任。各董事經作出一切合理查詢後，確認就彼等所深知及確信：(1)本報告所載資料在各重大方面均屬準確完整，且無誤導成分；(2)本報告並無遺漏其他事項，致使本報告所載任何聲明產生誤導；及(3)本報告內所表達的一切意見均經審慎周詳考慮後始行發表，並以公平合理的基準及假設為依據。

## Corporate Information 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

LAU Chi Yuen, Joseph (*Chairman*)

CHUNG Man Wai (*Chief Executive Officer*)

#### Independent Non-executive Directors

LEE Chung Mong, John

TAM Wing Kin

FUNG Chan Man, Alex

### COMPLIANCE OFFICER

CHUNG Man Wai

### COMPANY SECRETARY

WONG Wai Fun

### AUDIT COMMITTEE

LEE Chung Mong, John

TAM Wing Kin

FUNG Chan Man, Alex

### COMPENSATION COMMITTEE

LAU Chi Yuen, Joseph

LEE Chung Mong, John

TAM Wing Kin

FUNG Chan Man, Alex

### NOMINATION COMMITTEE

LAU Chi Yuen, Joseph

LEE Chung Mong, John

TAM Wing Kin

FUNG Chan Man, Alex

### FINANCE COMMITTEE

LAU Chi Yuen, Joseph

LEE Chung Mong, John

TAM Wing Kin

FUNG Chan Man, Alex

### 董事會

#### 執行董事

劉智遠 (*主席*)

鍾文偉 (*行政總裁*)

#### 獨立非執行董事

李春茂

譚榮健

馮燦文

### 監察主任

鍾文偉

### 公司秘書

黃惠芬

### 審核委員會

李春茂

譚榮健

馮燦文

### 薪酬委員會

劉智遠

李春茂

譚榮健

馮燦文

### 提名委員會

劉智遠

李春茂

譚榮健

馮燦文

### 財務委員會

劉智遠

李春茂

譚榮健

馮燦文

## Corporate Information 公司資料

### AUTHORISED REPRESENTATIVES

LAU Chi Yuen, Joseph  
CHUNG Man Wai

### REGISTERED OFFICE

Cricket Square  
Hutchins Drive, P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Room 1203,  
The Chinese Bank Building,  
61-65 Des Voeux Road Central,  
Hong Kong

### LEGAL ADVISERS

#### As to Hong Kong Law

Michael Li & Co  
Tang Tso & Lau Solicitors

#### As to Cayman Islands Law

Conyers Dill & Pearman, Cayman

### INDEPENDENT AUDITOR

RSM Nelson Wheeler

### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Butterfield Fulcrum Group (Cayman) Ltd.  
Butterfield House, 68 Fort Street  
P.O. Box 609  
Grand Cayman, KY1-1107  
Cayman Islands

### 法定代表

劉智遠  
鍾文偉

### 註冊辦事處

Cricket Square  
Hutchins Drive, P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

### 總辦事處及主要營業地點

香港  
中環德輔道中61-65號  
華人銀行大廈  
1203室

### 法律顧問

#### 香港法律

李智聰律師事務所  
鄧曹劉律師行

#### 開曼群島法律

Conyers Dill & Pearman, Cayman

### 獨立核數師

中瑞岳華(香港)會計師事務所

### 主要股份過戶登記處

Butterfield Fulcrum Group (Cayman) Ltd.  
Butterfield House, 68 Fort Street  
P.O. Box 609  
Grand Cayman, KY1-1107  
Cayman Islands

## Corporate Information 公司資料

### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Abacus Limited  
26/F, Tesbury Centre  
28 Queen's Road East  
Hong Kong

### PRINCIPAL BANKERS

Standard Chartered Bank (Hong Kong) Limited  
The Hongkong and Shanghai Banking Corporation Limited  
UBS AG

### COMPANY WEBSITE

[www.cpech.com](http://www.cpech.com)

### STOCK CODE

8041

### 香港股份過戶登記分處

卓佳雅柏勤有限公司  
香港  
皇后大道東28號  
金鐘匯中心26樓

### 主要往來銀行

渣打銀行（香港）有限公司  
香港上海滙豐銀行有限公司  
瑞士銀行

### 公司網站

[www.cpech.com](http://www.cpech.com)

### 股票代號

8041



## CHAIRMAN'S STATEMENT 主席報告

### BUSINESS REVIEW

The principal business of the Group, which requires substantial technology updates, will continue and may expand subject to the funding requirement of the potential expansion. The Directors believe that this is the result of proactive business and operation expansion plan implemented by the Group by way of acquiring the equipment and businesses from Shenzhen Weiyi Optical Communication Technology Company Limited.

The 2010 annual results showed a turnover of approximately HK\$97.9 million for the financial year ended 31 December 2010, which represented approximately 14% growth of the turnover of 2009. Gross profit for the financial year ended 31 December 2010 of approximately HK\$22.5 million. The increase in turnover was the result of new customer development and the future sales plan will continue to diversify our products and new marketing channel from our e-commerce business.

On 2 July 2010, China Outdoor Media Group Limited ("COMG") entered into agreements with two subsidiaries of the Company, iKanTV Limited ("iKanTV") and China Post E-Commerce Group Limited ("CPG") pursuant to which iKanTV and CPG shall provide advertising services and administration of websites and customer services supports to the COMG commencing from 5 July 2010 and 1 August 2010 respectively.

### 業務回顧

本集團之主要業務需要應用大量先進科技。本集團將會繼續經營有關業務，並會視乎可能進行拓展之資金需求而擴充業務。董事認為，這是主導業務及本集團透過收購深圳威誼光通技術有限公司之設備及業務所實行的經營擴充計劃帶來之結果。

截至二零一零年十二月三十一日止財政年度之營業額約為港幣97,900,000元，較二零零九年營業額增加約14%。截至二零一零年十二月三十一日止財政年度之毛利約為港幣22,500,000元。營業額上升乃開拓新客戶之結果，而未來銷售計劃將使集團產品及本集團電子商貿業務之新推廣渠道持續多元化。

於二零一零年七月二日，中國戶外媒體集團有限公司（「中國戶外媒體集團」）與本公司的兩間附屬公司，愛看電視有限公司（「愛看電視」）及中郵電貿集團有限公司（「中郵電貿集團」）訂立協議，據此，愛看電視與中郵電貿集團將分別自二零一零年七月五日及二零一零年八月一日起向中國戶外媒體集團提供網站廣告及管理服務以及客戶服務支援。

## CHAIRMAN'S STATEMENT

### 主席報告

On 6 January 2011, the Company, as the purchaser, and Easy Time Trading Limited ("Easy Time"), entered into the Sale and Purchase Agreement, inter alia, pursuant to which, the Company has conditionally agreed to acquire and Easy Time has conditionally agreed to sell, shares at a total consideration of HK\$390,000,000, which will be satisfied (i) as to HK\$260,000,000 by way of issue of a total of 1,733,333,333 convertible preference shares; (ii) as to HK\$50,000,000 by way of issue of the promissory notes; and (iii) as to the balance of HK\$80,000,000 by way of issue of a total of 533,333,333 shares.

### FUND RAISING

On 7 October 2010, JL Investments Capital Limited, a substantial shareholder of the Company, placed 180,000,000 ordinary shares of HK\$0.05 each in the Company to Senrigan Capital Group Limited at a price of HK\$0.20 each. JL Investments Capital Limited then subscribed for a total 180,000,000 new shares of HK\$0.05 each in the Company at HK\$0.20 per share. The subscription was completed on 21 October 2010. The net proceed of approximately HK\$36,000,000 was used as general working capital of the Group. The shares rank pari passu in all respects with the ordinary shares of the Company in issue on the date of allotment.

### OUTLOOK

The Company will continue to spend resources both financial and manpower on the development of its e-commerce business and platforms including the [www.babybamboo.net](http://www.babybamboo.net) and [www.monsters.net.cn](http://www.monsters.net.cn) together with its internet sales center in Shenzhen. Meanwhile, the Company also puts its efforts on other potential merger and acquisition and investment opportunities that can further strengthen and create synergies with the existing e-commerce business. Given the fast economic growth in the PRC especially in the customer retail market, the Company will give top priority to consider operating businesses with PRC retail concept.

於二零一一年一月六日，本公司(作為買方)與Easy Time Trading Limited(「Easy Time」)訂立買賣協議，據此，本公司已有條件地同意收購而Easy Time已有條件地同意出售股份，總代價為港幣390,000,000元，將按以下方式支付：(i)其中港幣260,000,000元將透過發行合共1,733,333,333股可換股優先股之方式支付；(ii)其中港幣50,000,000元將透過發行承兌票據之方式支付；及(iii)其中港幣80,000,000元之餘款將透過發行合共533,333,333股股份之方式支付。

### 籌集資金

於二零一零年十月七日，本公司主要股東JL Investments Capital Limited按每股港幣0.20元之配售價向Senrigan Capital Group Limited出售本公司180,000,000股每股面值港幣0.05元普通股股份。JL Investments Capital Limited繼而以每股面值港幣0.20元認購本公司總數180,000,000股每股面值港幣0.05元新股份。收購事項已於二零一零年十月二十一日完成。所得款項淨值約港幣36,000,000元用作本集團一般營運資金。此等股份與本公司於配售日期發行之股份於各方面享有同等權益。

### 前景

本公司將繼續投入財政及人力資源，以拓展其電子商貿業務及平台，包括[www.babybamboo.net](http://www.babybamboo.net)及[www.monsters.net.cn](http://www.monsters.net.cn)，以及其設於深圳的互聯網銷售中心。同時，本公司亦致力於其他潛在的購併及投資機會，以冀進一步加強及創造與現有電子商貿業務產生的協同效應。隨著中國經濟急速增長，特別是零售消費市場，本公司將優先考慮具有中國零售概念的經營業務。



## CHAIRMAN'S STATEMENT

### 主席報告

#### APPRECIATION

On behalf of the Board, I would like to take this opportunity to express our gratitude to our shareholders of their tremendous support and to our management and staff to their dedication and contribution in the past year. One of the Group's key objectives is to create and increase shareholders' wealth. To this end, the Group's focus is, endeavoring its very best, to seek long term growth in our core business while maintaining stable organic growth in the industry.

**Lau Chi Yuen, Joseph**

*Chairman*

30 March 2011

#### 致謝

本人謹代表董事會藉此機會對股東的大力支持，以及本集團管理層及職員過往一年之付出及貢獻表示感謝。本集團其中一個主要目標是為股東創富及增值。為此，本集團集中力求核心業務達到長期增長，亦同時維持業內的穩定自然增長。

**劉智遠**

*主席*

二零一一年三月三十日

## DIRECTORS AND SENIOR MANAGEMENT'S BIOGRAPHIES

### 董事及高級管理層履歷

#### EXECUTIVE DIRECTORS

**Mr. LAU Chi Yuen, Joseph**, aged 40, was appointed an executive director of the Company in April 2008 and a chairman of the Company in June 2008. Mr. Lau has about 10 years' experience in corporate finance transactions and investments, and managerial position involving listed and non-listed companies in Hong Kong. He obtained a Master's Degree in Business Administration (Finance) from the Chinese University of Hong Kong in 1995 and Bachelor of Electronic Engineering in Computer (Hons) from the City University of Hong Kong in 1993. He is an executive director and chief executive officer of China Outdoor Media Group Limited, which is a company listed on The Stock Exchange of Hong Kong Limited.

**Mr. CHUNG Man Wai**, aged 40, was appointed a Chief Executive Officer of the Company in April 2008 and an executive director of the Company in October 2008. He holds a Bachelor of Business Administration degree from the University of Hong Kong and a Master of Science Degree in Financial Management from the University of London. Mr. Chung is also a certified public accountant of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. Prior to joining the Group in August 2007, Mr. Chung held senior corporate finance and accounting positions in a listed company and in the New World Group and was an internal auditor in a financial institution.

#### 執行董事

**劉智遠先生**，40歲，於二零零八年四月獲委任為本公司之執行董事，並於二零零八年六月獲委任為本公司主席。劉先生對於企業融資交易及投資方面累積約十年經驗，曾於香港之上市及非上市公司擔當管理職務。劉先生先後於一九九五年及一九九三年，分別獲香港中文大學及香港城市大學頒授商業管理（金融）碩士學位及電腦電子工程（榮譽）學士學位。彼為中國戶外媒體集團有限公司執行董事及行政總裁，該公司為一間於香港聯合交易所有限公司上市之公司。

**鍾文偉先生**，40歲，於二零零八年四月獲委任為本公司行政總裁，並於二零零八年十月獲委任為本公司執行董事。彼持有香港大學工商管理學士學位，及倫敦大學財務管理科學碩士學位。鍾先生為香港會計師公會之執業會計師及英國特許公認會計師公會資深會員。於二零零七年八月加入本集團前，鍾先生於一間上市公司及新世界集團任職高級企業財務及會計職位，及於一間財務機構任職內部核數師。

## DIRECTORS AND SENIOR MANAGEMENT'S BIOGRAPHIES

### 董事及高級管理層履歷

#### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Dr. LEE Chung Mong, John**, aged 52, is an independent Non-executive Director of the Group. He joined the Group in April 2008, obtained Ph.D. Degree in Computer Science from the University of Minnesota, USA in 1989. In the same year, he was appointed as Associate, Research Staff in the Institute of Systems Science at National University of Singapore. In 1999, he was awarded a Teaching Excellence Appreciation Award by the Dean of the School of Engineering of The Hong Kong University of Science and Technology and was elevated as a Senior Member of the Institute of Electrical and Electronics Engineers. He is now the chairman and chief executive officer of Asia Vision Technology Ltd. He is currently the independent non-executive director of ThinSoft (Holdings) Inc., company listed on the Growth Enterprise Market of the Stock Exchange.

**Mr. TAM Wing Kin**, aged 45, is an independent Non-executive Director of the Group. He joined the Group in April 2008. He is an independent non-executive director of Fittec International Group Limited. He is also a member of the Chartered Institute of Management Accountants, the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. He is also a Certificate Public Accountant (Practising). Previously, Mr. Tam had worked at one of the leading international accountancy firms and several listed companies in Hong Kong. He has over 20 years of experience in accounting field.

**Mr. FUNG Chan Man, Alex**, aged 48, is an independent Non-executive Director of the Group. He joined the Group in April 2008, obtained a BSc (Hons) degree in Electrical Engineering from University of Bath (UK) in 1986 and subsequently and MBA degree from Heriot Watt University (UK). Mr. Fung has about 15 years working experience in financial market and corporate finance activities in both Hong Kong and China.

#### 獨立非執行董事

**李春茂博士**，52歲，為本集團之獨立非執行董事。彼於二零零八年四月加入本集團。一九八九年獲得美國明尼蘇達大學電腦科學博士學位，同年獲委任為新加坡國立大學系統科學學院副研究員。李博士於一九九九年獲香港科技大學工程學院院長頒發傑出教學嘉許獎，並獲擢升成為國際電機及電子工程學院資深會員。李博士現任亞洲視覺科技有限公司的主席兼行政總裁，亦擔任聯交所創業板上市公司博軟（控股）有限公司的獨立非執行董事。

**譚榮健先生**，45歲，為本集團之獨立非執行董事。彼於二零零八年四月加入本集團。彼為奕達國際集團有限公司之獨立非執行董事。彼亦為英國特許管理會計師公會、英國特許公認會計師公會及香港會計師公會會員，為執業會計師。譚先生曾在香港的國際知名會計師行及若干上市公司任職，擁有超過20年會計經驗。

**馮燦文先生**，48歲，為本集團之獨立非執行董事。彼於二零零八年四月加入本集團。一九八六年獲得英國University of Bath電子工程理學士（榮譽）學位，其後獲得英國Heriot Watt University工商管理碩士學位，擁有大約15年香港及中國金融市場及企業融資工作經驗。

## DIRECTORS AND SENIOR MANAGEMENT'S BIOGRAPHIES

### 董事及高級管理層履歷

#### SENIOR MANAGEMENT

**Mr. WONG Hon Kit**, aged 44, is the Financial Controller of the Group. He joined the Group in January 2005. Mr. Wong is a certified public accountant of the Hong Kong Institute of Certified Public Accountants. Mr. Wong has over 10 years of experience in the accounting field and also possesses accounting experience in the PRC.

**Mr. CHAN Kai Sing, Billy**, aged 43, is the Chief Operating Officer of major subsidiary of the Company. He joined the Group in October 2009. Mr. Chan has over 10 years of working experiences in communication industry, and has held senior positions in communication and IT enterprises. He was the Chief Consultant of Internet Products and the Chief Consultant of Business Sales of New World Telecommunications Limited, and the Sale department head of PCCW Limited. Before his joining, he was the General Manager of New World iMedia Solutions Limited.

**Ms. WONG Wai Fun**, aged 51, is the Company Secretary of the Company. She joined the Group in April 2010. Ms. Wong is an associate member of both The Institute of Chartered Secretaries and Administrates and The Hong Kong Institute of Chartered Secretaries.

#### 高級管理人員

**黃漢傑先生**，44歲，為本集團之財務總監。彼於二零零五年一月加入本集團。黃先生為香港會計師公會之執業會計師。黃先生在會計界積逾10年經驗，在中國亦擁有會計經驗。

**陳啟成先生**，43歲，為本公司主要附屬公司之營運總監。彼於二零零九年十月加入本集團。陳先生於通訊業積逾十年之工作經驗，並在通訊及資訊科技企業出任高級職務。彼曾擔任新世界電訊有限公司互聯網產品之首席顧問及業務銷售部之首席顧問，並曾為電訊盈科有限公司銷售部主管。於加入本公司前，彼為新世界互動媒體有限公司之總經理。

**黃惠芬女士**，51歲，為本公司之公司秘書。彼於二零一零年四月加入本集團。黃女士為特許秘書及行政人員公會及香港特許秘書公會之會員。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

#### FINANCIAL REVIEW

For the year ended 31 December 2010, the Group recorded a total turnover of approximately HK\$97,907,000 representing an increase of approximately 14% from approximately HK\$86,117,000 for the year ended 31 December 2009. A gross profit of approximately HK\$22,505,000 was recorded by the Group for the year ended 31 December 2010. The loss attributable to owners of the Company was approximately HK\$55,196,000.

#### OPERATIONS

During the year under review, the Group has taken effective measures to control its operating costs. This is the objective of the Group to adopt stringent cost control and maintain a thin but effective overhead structure. The Group is optimistic in enjoying a fruitful harvest and satisfying an anticipated growth of production capacity in the foreseeable future.

#### LIQUIDITY AND FINANCIAL RESOURCES

As at 31 December 2010, the Group had total assets of approximately HK\$262,594,000. At the end of the reporting period, the Group had a sound financial position with bank and cash balances of approximately HK\$40,603,000 and had promissory notes of approximately HK\$12,400,000. The Group has a current ratio of approximately 2.58 comparing to that of 2.03 (restated) as at 31 December 2009. As at 31 December 2010, the Group's gearing ratio of 12% was calculated as net debt divided by total equity. Net debt is calculated as total liabilities (including current and non-current liabilities as shown in the consolidated statement of financial position) less cash and cash equivalents. Total equity represents the equity as shown in the consolidated statement of financial position. (31 December 2009 (restated): 15%).

#### 財務回顧

於截至二零一零年十二月三十一日止年度，本集團錄得總營業額約港幣97,907,000元，較截至二零零九年十二月三十一日止年度約港幣86,117,000元增加約14%。本集團於截至二零一零年十二月三十一日止年度錄得毛利約達港幣22,505,000元。本公司擁有人應佔年度虧損約為港幣55,196,000元。

#### 業務

於回顧年度內，本集團採取有效措施控制經營成本。本集團的目標為嚴謹控制成本及維持規模較小但具效益的人手架構。本集團有信心能取得豐碩業績並於可見未來令產能達至預期增長。

#### 流動資金及財務資源

於二零一零年十二月三十一日，本集團之資產總值約為港幣262,594,000元。於報告期末，本集團有穩固財政狀況及銀行結存及現金約港幣40,603,000元，以及約港幣12,400,000元之承付票據。本集團的流動比率約為2.58，而二零零九年十二月三十一日的流動比率則為2.03（重列）。於二零一零年十二月三十一日，按負債淨值除以權益總額計算，本集團的資產負債比率為12%（二零零九年十二月三十一日（重列）：15%）。負債淨值按負債總額（包括綜合財務狀況表所示的流動及非流動負債）減現金及現金等價物。權益總額代表綜合財務狀況表所示的權益。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

#### FOREIGN EXCHANGE EXPOSURE

The business activities of the Group are not exposed to material fluctuations in exchange rates except the operation through its subsidiary in Shenzhen, PRC which is subject to fluctuation in exchange rates between Renminbi and Hong Kong dollars.

#### CAPITAL STRUCTURE

As at 31 December 2009, the Company's outstanding issued shares were 1,858,055,819 ordinary shares of HK\$0.05 each. During the year under review, 180,000,000 ordinary shares of HK\$0.05 each were issued. As at 31 December 2010, the Company's outstanding issued shares were 2,038,055,819.

#### SIGNIFICANT INVESTMENTS

The Group did not have any significant investments as at 31 December 2010.

#### MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES

Save as disclosed in note 31 to the financial statements, the Group did not have any material acquisitions or disposals of subsidiaries or affiliated companies for the year ended 31 December 2010.

#### HEDGING POLICY

The Group does not have any material exposure to fluctuations in exchange or interest rates. Therefore, no hedging measures have been taken at present.

#### 外匯風險

除透過位於中國深圳的附屬公司所經營的業務須受人民幣兌港元的匯率波動影響外，本集團業務並無面對重大的匯率波動風險。

#### 資本架構

於二零零九年十二月三十一日，本公司已發行1,858,055,819股普通股，每股面值港幣0.05元。於回顧年度內，已發行180,000,000股每股面值港幣0.05元的普通股。於二零一零年十二月三十一日，本公司的已發行股份為2,038,055,819股。

#### 重大投資

於二零一零年十二月三十一日，本集團並無任何重大投資。

#### 重大收購及出售附屬公司

除財務報表附註31所披露者外，本集團於截至二零一零年十二月三十一日止年度並無任何重大收購或出售附屬公司或聯屬公司。

#### 對沖政策

本集團並無任何重大匯率或利率波動風險。因此，現時並無採取任何對沖措施。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

#### CREDIT POLICY

The credit terms given to customers are generally based on the financial strengths of individual customers. The Group generally allows an average credit term of 30 to 90 days to its trade customers.

#### EMPLOYEES AND REMUNERATION POLICY

As at 31 December 2010, the Group had 369 full time employees compared with that of 290 in 2009. The staff costs, including directors' remuneration, were approximately HK\$19,445,000 (2009: HK\$15,245,000). The Group offers a comprehensive remuneration package and benefits to its full time employees in compliance with the regulations in Hong Kong and the PRC respectively, including medical scheme, provident fund or retirement fund. In addition, the Group adopts a share option scheme for eligible employees (including Directors) and consultants to provide incentives to participants for their contributions and continuing efforts to promote the interests of the Group.

#### CONTINGENT LIABILITIES

As at 31 December 2010, the Group did not have any material contingent liabilities.

#### PROSPECTS

The Company will continue to spend resources both financial and manpower on the development of its e-commerce business and platforms including the [www.babybamboo.net](http://www.babybamboo.net) and [www.monsters.net.cn](http://www.monsters.net.cn) together with its internet sales center in Shenzhen. Meanwhile, the Company also puts its efforts on other potential merger and acquisition and investment opportunities that can further strengthen and create synergies with the existing e-commerce business. Given the fast economic growth in the PRC especially in the customer retail market, the Company will give top priority to consider operating businesses with PRC retail concept.

#### 信貸政策

給予客戶之信貸期一般根據個別客戶之財務實力而釐定。本集團一般給予其貿易客戶30至90天平均信貸期。

#### 僱員及薪酬政策

於二零一零年十二月三十一日，本集團共有369名全職僱員，而二零零九年則有290名。僱員成本（包括董事酬金）約為港幣19,445,000元（二零零九年：港幣15,245,000元）。本集團分別按香港及中國之規例為全職僱員提供全面之薪酬組合及福利，其中包括醫療計劃、公積金或退休金。此外，本集團為合資格僱員（包括董事）及顧問採納一項購股權計劃，向參與者提供獎勵以酬謝其為集團爭取利益之貢獻及作出的努力。

#### 或然負債

於二零一零年十二月三十一日，本集團的資產並無任何重大或然負債。

#### 展望

本公司將繼續投入財政及人力資源，以拓展其電子商貿業務及平台，包括[www.babybamboo.net](http://www.babybamboo.net)及[www.monsters.net.cn](http://www.monsters.net.cn)，以及其設於深圳的互聯網銷售中心。同時，本公司亦致力於其他潛在的購併及投資機會，以冀進一步加強及創造與現有電子商貿業務產生的協同效應。隨著中國經濟急速增長，特別是零售消費市場，本公司將優先考慮具有中國零售概念的經營業務。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

In the meantime, with the lead of our management team, the Company is actively searching for business opportunities in asset and fund management and e-commerce. Whenever, there are attractive investment opportunities existed, the Company will expand its arm through strategic acquisition and cooperation. We strongly believe both our manufacturing, asset and fund management business and e-commerce will bring fruitful returns and create additional values to our shareholders in the coming years.

與此同時，在公司管理團隊之帶領下，本公司正積極尋求資產及基金管理與電子商貿方面之商機。如出現具吸引力之投資機會，本公司將透過策略性收購及合作擴展其部門。本公司深信，製造、資產及基金管理與電子商貿業務將可於未來數年帶來豐碩回報，並可為股東創造額外價值。

## DIRECTORS' REPORT

### 董事會報告

The Directors are pleased to submit their report together with the audited financial statements of the Company and its subsidiaries (collectively, the "Group") for the year ended 31 December 2010.

#### PRINCIPAL ACTIVITIES AND GEOGRAPHICAL ANALYSIS OF OPERATIONS

The principal activity of the Company is investment holding. The principal activities and other particulars of the subsidiaries are set out in note 20 to the financial statements.

The Group's operations, turnover and assets are wholly located in Hong Kong and the People's Republic of China. An analysis of the Group's performance for the year by business segments and consolidated trading results of the Group by geographical segments are set out in note 9 to the financial statements.

#### RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2010 and the state of affairs of the Company and the Group at that date are set out in the financial statements on pages 38 to 45 of this annual report.

The Directors do not recommend the payment of any dividend in respect of the year (2009: Nil).

#### SHARE CAPITAL AND SHARE OPTIONS

Details of share capital and share options of the Company are set out in notes 28 and 30 to the financial statements respectively.

董事會謹此提呈彼等之報告，連同本公司及其附屬公司（統稱「本集團」）截至二零一零年十二月三十一日止年度之經審核財務報表。

#### 主要業務及業務地區分析

本公司之主要業務為投資控股。附屬公司之主要業務及其他詳情載於財務報表附註20。

本集團之經營業務、營業額及資產全部位於香港及中華人民共和國。本集團年內按業務分類之業績分析及按地區分類之綜合經營業績分析載於財務報表附註9。

#### 業績及分派

本集團截至二零一零年十二月三十一日止年度之業績及本公司及本集團於該日之財務狀況載於本年報第38頁至第45頁之財務報表內。

董事不建議就本年度派發任何股息（二零零九年：無）。

#### 股本及購股權

本公司股本及購股權詳情分別載於財務報表附註28及30。

## DIRECTORS' REPORT

### 董事會報告

#### RESERVES

Movements in the reserves of the Company and the Group during the year are set out in note 29 to the consolidated financial statements and in the consolidated statement of changes in equity respectively.

Pursuant to the Companies Law (Revised) of the Cayman Islands and the Articles of Association of the Company, share premium of the Company is distributable to the shareholders, subject to a solvency test. At 31 December 2010, in the opinion of the Directors, the Company's reserves available for distribution to shareholders amount to approximately HK\$Nil (2009 (restated): HK\$76,827,000), representing the aggregate of share premium of approximately HK\$193,678,000 (2009 (restated): HK\$166,678,000) and accumulated losses of approximately HK\$195,030,000 (2009: HK\$89,851,000).

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

There are no purchase, sale or redemption of the Company's listed securities by the Group during the year.

#### PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Articles of Association and the laws of the Cayman Islands which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

#### DONATIONS

There are no charitable and other donations made by the Group during the year (2009: Nil).

#### 儲備

本公司及本集團於本年度之儲備變動分別載於綜合財務報表附註29及股東權益變動綜合報表。

根據開曼群島公司法（經修訂）及本公司組織章程細則，本公司之股份溢價可分派予股東，惟須符合償債能力測試。於二零一零年十二月三十一日，董事認為本公司可供分派予股東之儲備約達港幣零元（二零零九年（重列）：港幣76,827,000元），其中股份溢價總額約為港幣193,678,000元（二零零九年（重列）：港幣166,678,000元），累計虧損約為港幣195,030,000元（二零零九年：港幣89,851,000元）。

#### 購買、出售或贖回本公司之上市證券

本集團於年內概無購買、出售或贖回本公司任何上市證券。

#### 優先認股權

本公司組織章程細則及開曼群島法例並無有關優先認股權之規定，本公司毋須按比例向現有股東提呈新股份。

#### 捐款

年內本集團並無作出任何慈善或其他捐款（二零零九年：無）。

## DIRECTORS' REPORT

### 董事會報告

#### PROPERTY, PLANT AND EQUIPMENT

Details of movements in property, plant and equipment of the Group during the year are set out in note 18 to the consolidated financial statements.

#### BORROWINGS AND PLEDGE OF ASSETS

Save as disclosed in note 24 to the financial statements, as at 31 December 2010, the Group had neither bank borrowings nor assets pledged to fund/loan providers.

#### SHARE OPTION SCHEME

Details of the share option scheme are set out in note 30 to the financial statements.

#### DIRECTORS

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

##### Executive Directors

Mr. Lau Chi Yuen, Joseph  
Mr. Chung Man Wai

##### Independent Non-executive Directors

Dr. Lee Chung Mong, John  
Mr. Tam Wing Kin  
Mr. Fung Chan Man, Alex

In accordance with article 84(1) of the Articles, Mr. Lau Chi Yuen, Joseph and Mr. Tam Wing Kin shall retire by rotation at the Annual General Meeting. All the retiring Directors, being eligible, offer themselves for re-election at the Annual General Meeting.

#### 物業、廠房及設備

年內本集團之物業、廠房及設備變動詳情載於綜合財務報表附註18。

#### 借貸及抵押資產

除附註24所披露者外，於二零一零年十二月三十一日，本集團並無銀行借貸或抵押予資金／借貸提供者之資產。

#### 購股權計劃

購股權計劃詳情載於財務報表附註30。

#### 董事

於本財政年度內及截至本報告日期，董事名單如下：

##### 執行董事

劉智遠先生  
鍾文偉先生

##### 獨立非執行董事

李春茂博士  
譚榮健先生  
馮燦文先生

根據細則第84(1)條，劉智遠先生及譚榮健先生須於股東週年大會上輪席退任。所有退任董事均合符資格於股東週年大會上膺選連任。

## DIRECTORS' REPORT

### 董事會報告

#### DIRECTORS' SERVICE CONTRACTS

No Directors proposed for re-election at the forthcoming Annual General Meeting has an unexpired service contract with the Company which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than normal statutory obligations.

None of the Directors has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other statutory compensation.

The Board confirmed that the Company has received, from each of the independent non-executive Directors, an annual confirmation of his independence pursuant to Rule 5.09 of the Rules Governing the Listing of Securities on Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). The Company considers that they are independent under Rule 5.09 of the GEM Listing Rules.

#### DIRECTORS' INTERESTS IN CONTRACTS

Except for the transactions as disclosed in note 34 to the financial statements, no contracts of significance to which the Company or any of its subsidiaries was a party and in which any directors 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.

#### 董事服務合約

擬於應屆股東週年大會上膺選連任之董事均無與本公司訂立本公司或其任何附屬公司不可於一年內免付補償(一般法定補償除外)予以終止之尚未屆滿服務合約。

董事概無與本公司訂立不可於一年內不作賠償(法定賠償除外)而終止之服務合約。

董事會確認本公司已根據創業板證券上市規則(「創業板上市規則」)第5.09條,收到各獨立非執行董事之年度獨立確認。本公司認為彼等根據創業板上市規則第5.09條為獨立。

#### 董事之合約權益

除財務報表附註34所披露之交易外,本公司或其任何附屬公司均無訂立重大,而本公司任何董事於其中直接或間接擁有重大權益且於年終或年內任何時間仍有效之合約。



## DIRECTORS' REPORT

### 董事會報告

#### DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2010, the interests and short position of the Directors and chief executive of the Company in the share capital, underlying shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the required standards of dealings by Directors of the Company as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

##### (i) Long positions in Shares

Name of Director	Number of Shares	Capacity	Type of Interest	Approximate percentage of issued share capital (%)
董事姓名	股份數目	身份	權益性質	佔已發行股本概約百分比(%)
Mr. Lau Chi Yuen, Joseph ("Mr. Lau") 劉智遠先生 (「劉先生」)	606,400,000 (Note 1) (附註1)	Interest of a controlled corporation 受控制公司權益	Corporate 公司	29.75% (Note 2) (附註2)

##### Notes:

- These shares are held by JL Investments Capital Limited, which is wholly owned by Mr. Lau. Mr. Lau is therefore deemed to be interested in the shares held by JL Investments Capital Limited.
- The percentage of issued share capital had been arrived at on the basis of a total of 2,038,055,819 shares in issue as at 31 December 2010.

#### 董事及主要行政人員於股份、相關股份及債權證之權益

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在本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股本、相關股份及債權證中，擁有已記入本公司根據證券及期貨條例第352條須存置之登記冊之權益及淡倉，或根據創業板上市規則第5.46至5.67條所述本公司董事進行買賣之規定標準已知會本公司及香港聯合交易所有限公司（「聯交所」）之權益及淡倉如下：

##### (i) 於股份之好倉

##### 附註：

- 該等股份由劉先生全資擁有之JL Investments Capital Limited持有，因此劉先生被視為擁有JL Investments Capital Limited所持股份之權益。
- 已發行股本之百分比乃按於二零一零年十二月三十一日共2,038,055,819股已發行股份之基準計算。

## DIRECTORS' REPORT

### 董事會報告

Save as disclosed above, as at 31 December 2010, none of the Directors nor the chief executive of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under Section 352 of the SFO, or otherwise notified to the Company and the Stock Exchange pursuant to Rule 5.46 to 5.67 of the GEM Listing Rules.

Save as disclosed above, as at 31 December 2010, none of the Directors or chief executive of the Company or their respective spouses or children under 18 years of age had any right to subscribe for the Shares or any share of its associated corporations.

#### **(ii) Short positions in the Shares and underlying Shares of equity derivatives of the Company**

As at 31 December 2010, none of the Directors had short positions in Shares or underlying Shares of equity derivatives of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO.

除上文披露者外，於二零一零年十二月三十一日，各董事或本公司主要行政人員概無在本公司或其任何相聯法團（定義見證券及期貨條例第XV部）任何股份、相關股份或債權證中，擁有已記入本公司須根據證券及期貨條例第352條存置之登記冊之權益或淡倉，或根據創業板上市規則第5.46至5.67條已知會本公司及聯交所之權益或淡倉。

除上文所披露者外，於二零一零年十二月三十一日，各董事或本公司主要行政人員或彼等各自之配偶或18歲以下之子女並無擁有任何可認購股份或其相聯法團之任何股份之權利。

#### **(ii) 於本公司股本衍生工具之股份及相關股份之淡倉**

於二零一零年十二月三十一日，各董事概無於股份或本公司之股本衍生工具之相關股份中擁有淡倉擁有已記入本公司根據證券及期貨條例第336條須存置之登記冊之權益或淡倉。

## DIRECTORS' REPORT

### 董事會報告

#### Substantial shareholders interests and short positions in shares and underlying shares

As at 31 December 2010, other than the interests of a Director or chief executive of the Company as disclosed under the heading "Directors' and chief executive's interests in shares, underlying shares and debentures" above, the interests and short positions of persons in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

##### (i) Long positions in Shares

#### 主要股東於股份及相關股份之權益及淡倉

於二零一零年十二月三十一日，除上文「董事及主要行政人員於股份、相關股份及債權證之權益」一節披露之董事或本公司行政總裁權益外，以下人士於本公司股份及相關股份中擁有已記入本公司根據證券及期貨條例第336條須存置之登記冊之權益及淡倉：

##### (i) 於股份之好倉

Name of Shareholder	Number of Shares	Capacity	Approximate percentage of issued share capital (%)
股東名稱	股份數目	身份	佔已發行股本概約百分比(%)
			(Note 4) (附註4)
JL Investments Capital Limited	606,400,000 (Note 1) (附註1)	Corporate 公司	29.75%
Lau Chi Yuen, Joseph 劉智遠	606,400,000	Individual 個人	29.75%
Senrigan Capital Group Limited on behalf of Senrigan Master Fund	300,000,000 (Note 2) (附註2)	Corporate 公司	14.72%
Info-Source International Development Limited 信源國際發展有限公司	107,820,895 (Note 3) (附註3)	Corporate 公司	5.29%
廣東省郵政公司	107,820,895	Corporate 公司	5.29%

## DIRECTORS' REPORT

### 董事會報告

#### Notes:

1. see Note 1 on page 20
2. These shares are held by Senrigan Capital Group Limited on behalf of Senrigan Master Fund.
3. These share are held by Info-Source International Development Limited, which is wholly owned by 廣東省郵政公司.
4. see Note 2 on page 20.

#### **(ii) Short positions in the Shares and underlying Shares of equity derivatives of the Company**

Save as disclosed above, as at 31 December 2010, the Directors of the Company were not aware of any other person (other than the Directors and chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO.

#### 附註:

1. 見第20頁附註1
2. 該等股份由Senrigan Capital Group Limited代表Senrigan Master Fund持有。
3. 該等股份由廣東省郵政公司全資擁有之信源國際發展有限公司持有。
4. 見第20頁附註2。

#### **(ii) 於本公司股本衍生工具之股份及相關股份之淡倉**

除上文披露者外，據本公司董事所知，於二零一零年十二月三十一日概無任何人士（本公司董事或主要行政人員除外）於本公司股份或相關股份中擁有已記入本公司根據證券及期貨條例第336條須存置之登記冊之權益或淡倉。

## DIRECTORS' REPORT

### 董事會報告

#### DIRECTORS' AND CHIEF EXECUTIVE'S RIGHT TO SUBSCRIBE FOR EQUITY OR DEBT SECURITIES

Share options are granted to the Directors under the 2008 Share Option Scheme. Please refer to details under the paragraph headed "Share option scheme" above.

Save as disclosed above, at no time during the year ended 31 December 2010 was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of equity or debt securities of the Company or any other body corporate.

#### MANAGEMENT CONTRACTS

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

#### CONNECTED TRANSACTIONS

During the year, China Outdoor Media Group Limited ("COMG") entered into agreements with two subsidiaries of the Company, iKanTV Limited ("iKanTV") and China Post E-Commerce Group Limited ("CPG"), pursuant to which iKanTV and CPG shall provide advertising services and administration of websites and customer services supports to the COMG commencing from 5 July 2010 and 1 August 2010 respectively. Such transaction as from ceased to be connected transaction since 26 November 2010 as Mr. Lau Chi Yuen, Joseph ceased to be a connected person of the Company.

Save as disclosed above, at no time during the year ended 31 December 2010 and up to the date of this report, no connected transactions were entered into between the Company or any of its subsidiaries and a connected person as defined under the GEM Listing Rules.

#### SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the Company's total issued share capital was held by the public as at the date of this report.

#### 董事及主要行政人員認購股本或債務證券之權利

購股權已按二零零八年購股權計劃授予董事。有關詳情請參閱上文「購股權計劃」一段。

除上文所披露者外，於截至二零一零年十二月三十一日止年度內任何時間，本公司或其任何附屬公司並無訂立任何協議安排，據此，董事可透過購買本公司或任何其他法團之股本或債務證券而獲得利益。

#### 管理合約

本公司於年內並無且未有簽訂或存有與其整體業務或任何重要業務之行政管理工作有關之任何合約。

#### 關連交易

年內，中國戶外媒體集團有限公司（「中國戶外媒體集團」）與兩間本公司的附屬公司，愛看電視有限公司（「愛看電視」）及中郵電貿集團有限公司（「中郵電貿集團」）訂立協議，據此，愛看電視與中郵電貿集團將分別自二零一零年七月五日及二零一零年八月一日起向中國戶外媒體集團提供網站廣告及管理服務以及客戶服務支援。由於劉智遠先生終止作為本公司的關連人士，有關交易自二零一零年十一月二十六日起已終止為關連交易。

除上文所披露者外，於二零一零年十二月三十一日止年度內任何時間及截至本報告日期，本公司或其任何附屬公司概無與關連人士（定義見創業板上市規則）訂立任何關連交易。

#### 足夠公眾持股量

根據本公司所得的公開資料並據董事所知，於本報告日期，公眾持有本公司已發行股本至少 25%。



## DIRECTORS' REPORT

### 董事會報告

#### EVENTS AFTER THE REPORTING PERIOD

Save as disclosed in the notes 35 to the financial statements, the Company did not have any significant events occurred after the reporting date.

#### MAJOR CUSTOMERS AND SUPPLIERS

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

The largest customer	最大客戶
Five largest customers in aggregate	五大客戶合計
The largest supplier	最大供應商
Five largest suppliers in aggregate	五大供應商合計

At no time during the year have the Directors, their respective associates and any Shareholder (who to the knowledge of the Directors owns more than 5% of the issued share capital of the Company) had any interest in any of the five largest customers and suppliers of the Group.

#### COMPETING INTERESTS

The Directors are not aware of, as at 31 December 2010, any business or interest of each Director, substantial shareholder and management shareholders (as defined in the GEM Listing Rules) and their respective associates that competes or may compete with the business of the Group and any other conflicts of interest which any such person has or may have with the Group.

#### 報告期後事項

除財務報表附註35所披露者外，本公司於報告日期後並無發生任何重大事項。

#### 主要客戶及供應商

本財政年度本集團之主要客戶及供應商應佔之營業額及採購額資料如下：

Percentage of the Group's total 佔本集團總額之百分比	
Turnover 營業額	Purchases 採購額

26%	—
50%	—
—	48%
—	85%

於年內任何時間，本公司董事、彼等各自之聯繫人士及任何據董事所知擁有超過5%本公司已發行股本之股東概無於本集團任何五大客戶及供應商中擁有任何權益。

#### 競爭性利益

於二零一零年十二月三十一日，董事並不知悉各董事、主要股東及管理層股東（定義見創業板上市規則）及彼等各自之聯繫人之任何業務或權益與本集團業務存在競爭或可能存在競爭，亦不知悉任何該等人士與本集團存在或可能存在于任何其他利益衝突。



## DIRECTORS' REPORT

### 董事會報告

#### CODE ON CORPORATE GOVERNANCE PRACTICES

The Board is committed to maintain high standards of corporate governance for the Company. During the year, the Company is in compliance with the Code on Corporate Governance Practices (the "CG Code") as set out in Appendix 15 to the GEM Listing Rules except provision A.4.1 of the CG Code as detailed below:

##### Code Provision A.4.1

Under the code provision A.4.1 of the CG Code, non-executive directors should be appointed for a specific term, subject to re-election. The current independent non-executive Directors are not appointed for specific terms, but are subject to retirement and re-election.

The current practices of the corporate governance of the Company will be reviewed and updated in a timely manner in order to comply with the requirements of the CG Code.

#### AUDITORS

NCN CPA Limited, W.H. Tang & Partners CPA Limited and Leslie Cheng & Co, Certified Public Accountants were auditors of the Company for the three years ended 31 December 2007, 2008 and 2009, respectively. Leslie Cheng & Co, Certified Public Accountants resigned as the auditor of the Company with effect from 25 August 2010.

On 31 August 2010, RSM Nelson Wheeler was appointed as auditor of the Company to fill the casual vacancy to hold office until the conclusion of the forthcoming Annual General Meeting. A resolution to re-appoint the retiring auditor, RSM Nelson Wheeler will be put at the forthcoming Annual General Meeting.

On behalf of the Board

**Lau Chi Yuen, Joseph**  
Chairman

Hong Kong, 30 March 2011

#### 企業管治常規守則

董事會致力為本公司維持高水平之企業管治。年內，本公司已遵守創業板上市規則附錄15所載之企業管治常規守則（「企業管治守則」），惟企業管治守則第A.4.1條除外，詳情見下文：

##### 守則條文第A.4.1條

根據企業管治守則第A.4.1條，非執行董事應以特定限期委任，並須接受重選。目前，獨立非執行董事並非以特定限期委任，但須退任及接受重選。

本公司現行之企業管治常規將於適當時候審閱及更新，以符合企業管治守則之規定。

#### 核數師

執業會計師德誠會計師事務所有限公司、鄧偉雄會計師事務所有限公司及鄭志鵬會計師事務所分別出任本公司截至二零零七年、二零零八年及二零零九年十二月三十一日止三個年度之核數師。鄭志鵬會計師事務所已辭任本公司核數師，於二零一零年八月二十五日生效。

於二零一零年八月三十一日，中瑞岳華(香港)會計師事務所獲委任為本公司核數師以填補臨時空缺，任期直至應屆股東週年大會結束為止。有關續聘任滿告退之核數師中瑞岳華(香港)會計師事務所之決議案，將於本公司應屆股東週年大會上提呈。

代表董事會

**劉智遠**  
主席

香港，二零一一年三月三十日

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

#### CODE ON CORPORATE GOVERNANCE PRACTICES

The Board of Directors (“the Board”) is committed to maintain high standards of corporate governance for the Company. During the year, the Company is in compliance with the Code on Corporate Governance Practices (the “CG Code”) as set out in Appendix 15 to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”) except provision A.4.1 of the CG Code as detailed below:

##### Code Provision A.4.1

Under the code provision A.4.1 of the CG Code, non-executive directors should be appointed for a specific term, subject to re-election. The current independent non-executive Directors are not appointed for specific terms, but are subject to retirement and re-election.

The current practices of the corporate governance of the Company will be reviewed and updated in a timely manner in order to comply with the requirements of the CG Code.

#### DIRECTORS’ SECURITIES TRANSACTIONS

The Company has 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. Having made specific enquiry of all Directors, all Directors of the Company have complied with the required standard of dealings and the code of conduct regarding securities transactions by Directors adopted by the Company throughout the year ended 31 December 2010.

#### 企業管治常規守則

董事會(「董事會」)致力為本公司維持高水平之企業管治。年內,本公司已遵守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」)附錄15所載之企業管治常規守則(「企業管治守則」),惟企業管治守則第A.4.1條除外,詳情見下文:

##### 守則條文第A.4.1條

根據企業管治守則第A.4.1條,非執行董事應以特定限期委任,並須接受重選。目前,獨立非執行董事並非以特定限期委任,但須退任及接受重選。

本公司現行之企業管治常規將於適當時候審閱及更新,以符合企業管治守則之規定。

#### 董事之證券交易

本公司已採納一套有關董事進行證券交易之行為守則,該守則之條款不低於創業板上市規則第5.48至第5.67條所規定之交易標準。經向所有董事進行特定查詢後,於截至二零一零年十二月三十一日止年度,本公司所有董事已遵守所規定之交易標準及本公司所採納有關董事進行證券交易之行為守則。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

#### BOARD OF DIRECTORS AND BOARD MEETING

The Board comprises five members and their positions, as at the date of this report, are as follows:

##### Executive Directors

Lau Chi Yuen, Joseph (*Chairman*)

Chung Man Wai (*Chief Executive Officer*)

##### Independent Non-executive Directors

Lee Chung Mong, John

Tam Wing Kin

Fung Chan Man, Alex

Details of the backgrounds and qualifications of the Directors are set out in the section of "Directors and Senior Management's Biographies" on pages 9 to 11 of the annual report for year ended 31 December 2010. All Directors bona fide have exercised due care, fiduciary duties to all the significant issues of the financial, operational, compliance and risk management of the Company and its subsidiaries (collectively the "Group"). Each Executive Director has accumulated sufficient and valuable experience to hold his position in order to ensure that his fiduciary duties have been carried out in an efficient and effective manner. None of the members of the Board have, in any respect, related to each other in any circumstances.

#### 董事會及董事會會議

於本報告日期，董事會由五位董事組成，其成員及職位如下：

##### 執行董事

劉智遠 (主席)

鍾文偉 (行政總裁)

##### 獨立非執行董事

李春茂

譚榮健

馮燦文

有關董事之背景及履歷詳情載於截至二零一零年十二月三十一日止年度年報第9頁至第11頁「董事及高級管理層履歷」一節。全體董事已真誠地履行本身之受信責任，並以應有的謹慎關注本公司及其附屬公司（統稱「本集團」）在財務、營運、合規及風險管理方面所有重要問題。各執行董事均積累足夠且寶貴之經驗以擔任其職務，並確保其受信責任得以有效履行。在任何方面而言，董事會各成員在任何情況下與其他董事彼此之間概無關連。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

The Board held a full board meeting for 20 times for the financial year of 2010. Details of the attendance of the Board members are as follows:

董事會於二零一零財政年度曾召開20次全體董事會會議。有關董事會成員之出席次數詳情如下：

<b>Executive Directors</b>	<b>執行董事</b>	<b>Attendance</b> 出席次數
Lau Chi Yuen, Joseph	劉智遠	20/20
Chung Man Wai	鍾文偉	20/20
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>	
Lee Chung Mong, John	李春茂	4/20
Tam Wing Kin	譚榮健	4/20
Fung Chan Man, Alex	馮燦文	4/20

Save for the above regular board meetings held for the financial year of 2010, the Board will commit to hold special meetings to discuss on any matters which would require a decision from them. Directors will be given opportunity, if necessary, to include matters in the agenda for regular board meetings. In respect of regular board meeting, an agenda would be sent in full to all Directors in a timely manner. Notices of board meeting and details of its agenda would be delivered in advance to the Board. Minutes of each board meeting would be sent to the Directors within reasonable time interval after the meeting.

除了上述於二零一零財政年度定期舉行董事會會議外，董事會將承諾舉行特別會議以就董事會成員須予決定之任何事宜進行討論。本公司將給予董事機會（如必須）於定期舉行之董事會會議內加入議程。就定期舉行之董事會會議而言，本公司將於適當時間向全體董事寄發全部議程。董事會會議通告及議程詳情會事先送呈董事會。各份董事會會議記錄將於舉行會議後於合理時間內寄發予董事。

All Directors are entitled to have full access to the relevant information from management in a timely manner to enable them to make informed decisions.

全體董事均有權於適當時間向管理層人員取得全部有關資料，以讓彼等作出知情之決定。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

#### Independent Non-executive Directors

In order to protect the interest of the shareholders of the Company (the "Shareholders"), the Company appointed three Independent Non-executive Directors with relevant and sufficient experience and qualification to perform their duties. The three Independent Non-executive Directors declared and confirmed with the Company on an annual basis of their independency with the Group in accordance with Rule 5.09 of the GEM Listing Rules. The Board has assessed and concluded that all the Independent Non-executive Directors are independent in appearance and in substance in view of the definition of the GEM Listing Rules. The Independent Non-executive Directors do not hold any office with any connected parties of the Company or have any financial interests other than those directors' remuneration as disclosed in note 13 to the financial statement.

#### APPOINTMENT, RE-ELECTION AND RETIREMENT

Non-executive Director and Independent Non-executive Directors were not appointed for specific terms, subject to re-election. Every Director is subject to retirement by rotation at least once every three years.

In accordance with article 84(1) of the Articles, Mr. Lau Chi Yuen, Joseph and Mr. Tam Wing Kin shall retire by rotation at the Annual General Meeting ("AGM"). All the retiring Directors, being eligible, offer themselves for re-election at the AGM.

#### 獨立非執行董事

為了保障本公司股東（「股東」）之利益，本公司已委任三名獨立非執行董事，彼等具有相關足夠經驗及資格以履行彼等之職責。該三名獨立非執行董事已根據創業板上市規則第5.09條之規定就彼等之獨立性宣佈並向本公司發出年度確認書。董事會已評估及得出結論，按照創業板上市規則之定義，全體獨立非執行董事表面上及實質上均屬獨立人士。除財務報表附註13所披露之董事酬金外，獨立非執行董事概無於本公司任何關連人士出任任何職位，或擁有任何財務權益。

#### 委任、重選及退任

非執行董事及獨立非執行董事均並非獲委以特定任期，並須予膺選連任。各名董事至少每三年輪席告退一次。

根據細則第84(1)條，劉智遠先生及譚榮健先生須於股東週年大會（「股東週年大會」）上輪席退任。所有退任董事均合符資格於股東週年大會上膺選連任。



## CORPORATE GOVERNANCE REPORT

### 企業管治報告

#### COMPENSATION COMMITTEE

The Company established Compensation Committee with specific written terms of reference which deal clearly with its authority and duties in accordance with the GEM Listing Rules. As at the date of this report, the Compensation Committee comprises a majority members of Independent Non-executive Directors.

Members of Compensation Committee are on follows:-

##### Committee members

##### *Executive Director*

Lau Chi Yuen, Joseph

##### *Independent Non-executive Directors*

Lee Chung Mong, John

Tam Wing Kin

Fung Chan Man, Alex

The Compensation Committee has been held for once during the financial year of 2010. Details of the attendance of the Compensation Committee meeting are as follows:

##### Committee members

##### *Executive Director*

Lau Chi Yuen, Joseph

##### *Independent Non-executive Directors*

Lee Chung Mong, John

Tam Wing Kin

Fung Chan Man, Alex

#### 薪酬委員會

本公司已成立薪酬委員會，並按創業板上市規則書面訂明其具體職權範圍以清楚制定其職權。於本報告日期，薪酬委員會包括大部分獨立非執行董事之成員。

薪酬委員會之成員如下：—

##### 委員會成員

##### *執行董事*

劉智遠

##### *獨立非執行董事*

李春茂

譚榮健

馮燦文

薪酬委員會於二零一零財政年度曾舉行一次會議。有關薪酬委員會會議之成員出席次數詳情如下：

Committee members	委員會成員	Attendance 出席次數
<i>Executive Director</i>	<i>執行董事</i>	
Lau Chi Yuen, Joseph	劉智遠	1/1
<i>Independent Non-executive Directors</i>	<i>獨立非執行董事</i>	
Lee Chung Mong, John	李春茂	1/1
Tam Wing Kin	譚榮健	1/1
Fung Chan Man, Alex	馮燦文	1/1



## CORPORATE GOVERNANCE REPORT

### 企業管治報告

The Compensation Committee proposed to the chairman relating to the remuneration of an executive directors. The Compensation Committee also recommended to the Board on the Company's policy and structure for all remuneration of Directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration.

The director's fee payable to him is determined by making reference to his duties and responsibilities in the Company and the prevailing market conditions, as approved by the Board in accordance with the Company's remuneration policy pursuant to the authority given by the Shareholders.

#### NOMINATION COMMITTEE

The Company established a nomination committee with written terms of reference to review the structure, size and composition of the Board, identifying individuals suitable and qualified to become Board members and selecting or making recommendations to the Board on the election of, individuals nominated for directorship. The nomination committee comprises at least three members, the majority of whom shall be independent non-executive Directors. The current members of the nomination committee are Mr. Lau Chi Yuen, Joseph, Dr. Lee Chung Mong, John, Mr. Tam Wing Kin and Mr. Fung Chan Man, Alex.

#### FINANCE COMMITTEE

The Company established a finance committee with written terms of reference to review and approve banking facilities to be granted or issued by the Company, provision of corporate guarantees by the Company for its subsidiaries and opening of bank or securities related accounts. The finance committee comprises at least three members. The current members of the finance committee are Mr. Lau Chi Yuen, Joseph, Dr. Lee Chung Mong, John, Mr. Tam Wing Kin and Mr. Fung Chan Man, Alex.

薪酬委員會向主席提出有關所有執行董事酬金之建議。薪酬委員會亦會就本公司之政策、董事及高層管理人員全部酬金架構、以及就訂定有關酬金之政策而設立正式及具透明度之程序，向董事會提供意見。

應付予董事之董事袍金乃基於彼等之職責及當時市況而定，由董事會根據股東授權按本公司的酬金政策批准。

#### 提名委員會

本公司成立提名委員會，並書面訂明具體職權範圍以檢討董事會的架構、規模及組成，辨悉適合並合資格成為董事會成員的人士，以及向董事會提出有關選舉及個別提名董事的建議。提名委員會最少由三位成員組成，而其成員大多數須為本公司獨立非執行董事。提名委員會現時的成員為劉智遠先生、李春茂博士、譚榮健先生及馮燦文先生。

#### 財務委員會

本公司成立財務委員會，並書面訂明具體職權範圍以檢討及批准本公司將予授出及審批的銀行貸款，由本公司就其附屬公司提供公司擔保，以及開立銀行或證券相關賬戶。財務委員會最少包括三位成員。目前財務委員會之成員為劉智遠先生、李春茂博士、譚榮健先生及馮燦文先生。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

#### AUDIT COMMITTEE

The Company established an audit committee (the "Audit Committee"). The primary duties of the Audit Committee is to communicate with the management of the Company from time to time, including but not limited to review the accounting principles and practices adopted by the Company, the effectiveness of its internal control systems, the interim and annual results of the Company. The Audit Committee is also responsible for considering the appointment, re-appointment and removal of the external auditors and reviewing the impairment to its independency with any non-audit services performed by the external auditors.

As at the date of this report, members of Audit Committee, which are all Independent Non-executive Directors, are as follows:

Lee Chung Mong, John  
Tam Wing Kin  
Fung Chan Man, Alex

The Audit Committee held four meetings during the financial year of 2010. Details of the attendance of the Audit Committee meetings are as follows:

#### Committee members

Lee Chung Mong, John  
Tam Wing Kin  
Fung Chan Man, Alex

#### 審核委員會

本公司已成立審核委員會(「審核委員會」)。審核委員會之主要職責為不時與本公司之管理層人員溝通，包括但不限於審閱本公司採納之會計原則及慣例、內部監控系統之成效以及本公司中期及年度業績。此外，審核委員會亦負責考慮外聘核數師之委任、續聘及解僱等事宜，以及檢討外聘核數師進行任何非核數服務對其獨立性之影響。

於本報告日期，審核委員會成員全部為獨立非執行董事，其成員包括：

李春茂  
譚榮健  
馮燦文

審核委員會於二零一零財政年度曾舉行四次會議。有關審核委員會會議之成員出席次數詳情如下：

#### 委員會成員

李春茂  
譚榮健  
馮燦文

#### Attendance

#### 出席次數

4/4  
4/4  
4/4

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

The Company's unaudited first quarterly results for the three months ended 31 March 2010, interim results for the six months ended 30 June 2010, third quarterly results for the nine months ended 30 September 2010 and audited annual results for the financial year ended 31 December 2010 have been reviewed by the Audit Committee, which was of the opinion that the preparation of such results have been complied with the applicable accounting standards.

#### AUDITOR'S REMUNERATION

During the year ended 31 December 2010, the total fee paid/payable in respect of audit and non-audit services provided by the Company's external auditor is set out below:

Types of services	服務種類	2010	2009
		二零一零年	二零零九年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Audit services	審核服務	600	500
Taxation fee	稅務費用	39	—
Non-audit services	非審核服務	1,205	—
Total	總計	1,844	500

#### INTERNAL CONTROL REVIEW AND RISK MANAGEMENT

Proper internal controls not only facilitate the effectiveness and efficiency of operations, ensuring compliance with laws and regulations, but most importantly, help to manage risk exposure of the Company. The Company is committed to the risk identification, risk assessment, evaluation of internal control system and monitoring of remediation plan to control deficiencies. The Audit Committee has met with the management of the Company on a regular basis to review the existing internal control practice.

本公司截至二零一零年三月三十一日止三個月之未經審核第一季業績、截至二零一零年六月三十日止六個月之中期業績、截至二零一零年九月三十日止九個月之第三季業績及截至二零一零年十二月三十一日止財政年度之經審核年度業績已獲審核委員會審閱，審核委員會認為上述業績已遵照適用會計準則而編製。

#### 核數師酬金

於截至二零一零年十二月三十一日止年度，就本公司外聘核數師提供審核及非審核服務之已付／應付酬金總額載列如下：

	2010	2009
	二零一零年	二零零九年
	HK\$'000	HK\$'000
	港幣千元	港幣千元
Audit services	600	500
Taxation fee	39	—
Non-audit services	1,205	—
Total	1,844	500

#### 審閱內部監控及風險管理

採取妥善之內部監控措施不僅可加快業務運作及成效、確保遵守法律及法規，最重要者，乃有助本公司管理所承擔之風險。本公司致力辨識風險、評估風險以及評估內部監控系統，同時監督用以控制偏離守則之補救計劃。審核委員會已定期與本公司管理層人員會面，以審閱現時之內部監控常規。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

#### DIRECTORS' AND AUDITOR'S RESPONSIBILITIES FOR FINANCIAL STATEMENTS

The Board is responsible for presenting a clear, balanced assessment of the Group's performance and prospects. It is also responsible for preparing financial statements that give a true and fair view of the Group's financial position on a going concern basis and other price-sensitive announcements and financial disclosures. Management provides the Board with the relevant information it needs to discharge these responsibilities.

The responsibilities of the auditor to the shareholders are set out in the Independent Auditors's Report on pages 36 and 37.

#### COMMUNICATIONS WITH SHAREHOLDERS

The Company follows a policy of disclosing relevant information to shareholders in a timely manner. Annual and interim reports offer comprehensive operational and financial performance information to shareholders and the AGM provides a forum for shareholders to exchange views directly with the Board. The Company regards the AGM as an important event and all Directors, senior management and external auditor make an effort to attend the AGM of the Company to address shareholders' queries. All the shareholders of the Company are given a minimum of 21 days' notice of the date and venue of the AGM of the Company. The Company supports the CG Code's principle to encourage shareholders' participation. The Company has also complied with the requirements concerning voting by poll under the GEM Listing Rules. Details of the poll voting procedures and the rights of shareholders to demand a poll included in circulars to shareholders dispatched by the Company where applicable.

#### 董事及核數師對財務報表之責任

董事會負責就本集團的表現及前景發表清晰、中肯的評估。其亦負責編製財務報表，按持續經營基準就本集團的財務狀況提供真確及公平的意見，及披露其他股價敏感性公告及財務資料。管理層會向董事會提供其履行該等責任所需的相關資料。

核數師對股東的責任載於第36頁及第37頁的獨立核數師報告。

#### 與股東溝通

本公司實行及時披露相關資料予股東的政策。年報及中期報告給予股東全面營運及財務表現資料，而股東週年大會為股東提供討論場所以便與董事會直接交換意見。本公司視股東週年大會為重要事件，而所有董事、高級管理層及外聘核數師會盡力出席本公司的股東週年大會以解答股東詢問。本公司的所有股東最少會於二十一天前獲通知本公司舉行股東週年大會的日期及地點。本公司堅持守則的原則，鼓勵股東參與。本公司已符合創業板上市規則有關投票表決的要求。投票表決程序及股東要求投票的權利的詳情載於本公司向股東發出的通函內（倘適用）。

## INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

# RSM! Nelson Wheeler

中瑞岳華(香港)會計師事務所  
Certified Public Accountants

TO THE SHAREHOLDERS OF  
**CHINA POST E-COMMERCE (HOLDINGS) LIMITED**  
*(Incorporated in the Cayman Islands with limited liability)*

We have audited the consolidated financial statements of China Post E-Commerce (Holdings) Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 38 to 127, which comprise the consolidated and Company statements of financial position as at 31 December 2010, and the consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity and 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 error.

致：全體股東  
中郵電貿(控股)有限公司  
(於開曼群島註冊成立之有限公司)

本核數師(以下簡稱「吾等」)已審核載於第38頁至第127頁中郵電貿(控股)有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表。此綜合財務報表包括於二零一零年十二月三十一日之綜合及貴公司財務狀況表與截至該日止年度之綜合收益表、綜合全面收益表、股東權益變動綜合報表及綜合現金流量表，以及主要會計政策概要及其他附註解釋。

### **董事就財務報表須承擔之責任**

貴公司董事須負責根據香港會計師公會頒佈之香港財務報告準則及按照香港公司條例之披露規定，編製及真實而公平地呈列之該等綜合財務報表，以及董事認為相關之內部監控，以使所編製之綜合財務報表不存在由於欺詐或錯誤而導致之重大錯誤陳述。



## INDEPENDENT AUDITOR'S REPORT

### 獨立核數師報告

#### AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, 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 audit opinion.

#### OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2010, and of the Group's results and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

**RSM Nelson Wheeler**

*Certified Public Accountants*

Hong Kong

30 March 2011

#### 核數師之責任

吾等之責任是根據吾等之審核，就該等綜合財務報表發表意見，並僅向全體股東報告，除此以外別無其他用途。吾等並不就本報告之內容向任何其他人士負責或承擔任何責任。吾等已根據香港會計師公會頒佈之香港核數準則進行審核。這些準則要求吾等遵守道德規範，並規劃及執行審核，以合理確定此等綜合財務報表是否不存有任何重大錯誤陳述。

審核涉及執行程序以獲取有關綜合財務報表所載金額及披露資料之審核憑證。所選定之程序取決於核數師之判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存有重大錯誤陳述之風險。在評估該等風險時，核數師考慮與該公司編製及真實而公平地呈列綜合財務報表相關之內部監控，以設計適當之審核程序，但並非對公司之內部監控效能發表意見。審核亦包括評價董事所採用之會計政策之合適性及所作出會計估計之合理性，以及評價綜合財務報表之整體呈列方式。

吾等相信，吾等所獲得之審核憑證是充足和適當地為吾等之審核意見提供基礎。

#### 意見

吾等認為，該等綜合財務報表已根據香港財務報告準則真實而公平地反映 貴公司及 貴集團於二零一零年十二月三十一日之財務狀況及 貴集團截至該日止年度之業績及現金流量，並已按照香港公司條例之披露規定妥為編製。

**中瑞岳華(香港)會計師事務所**

*執業會計師*

香港

二零一一年三月三十日

## CONSOLIDATED INCOME STATEMENT

### 綜合收益表

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 港幣千元	2009 二零零九年 HK\$'000 港幣千元 (Restated) (重列)
<b>Turnover</b>	<b>營業額</b>	7	<b>97,907</b>	86,117
Cost of sales and service rendered	銷售及服務提供之成本		<b>(75,402)</b>	(64,559)
<b>Gross profit</b>	<b>毛利</b>		<b>22,505</b>	21,558
Other income	其他收益	8	<b>392</b>	2,235
Impairment of available-for-sale financial assets	可供出售財務資產之減值	21	<b>(43,325)</b>	–
Administrative expenses	行政費用		<b>(22,459)</b>	(10,121)
Other operating expenses	其他經營費用		<b>(10,795)</b>	(12,038)
<b>(Loss)/profit from operations</b>	<b>經營(虧損)/溢利</b>		<b>(53,682)</b>	1,634
Finance costs	財務成本	10	<b>(442)</b>	(502)
Gain on disposal of subsidiaries	出售附屬公司收益	31	<b>903</b>	–
<b>(Loss)/profit before tax</b>	<b>除稅前(虧損)/溢利</b>		<b>(53,221)</b>	1,132
Income tax expense	所得稅費用	11	<b>(4,049)</b>	(5,018)
<b>Loss for the year</b>	<b>年內虧損</b>	12	<b>(57,270)</b>	(3,886)
<b>Attributable to:</b>	<b>下列人士應佔:</b>			
Owners of the Company	本公司擁有人	14	<b>(55,196)</b>	(2,821)
Non-controlling interests	非控股權益		<b>(2,074)</b>	(1,065)
			<b>(57,270)</b>	(3,886)
<b>Loss per share</b>	<b>每股虧損</b>	16		
– basic	– 基本		<b>HK(2.915) cents港仙</b>	HK(0.175) cent港仙
– diluted	– 攤薄		<b>N/A不適用</b>	N/A不適用

## 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 港幣千元	2009 二零零九年 HK\$'000 港幣千元 (Restated) (重列)
<b>Loss for the year</b>	<b>年內虧損</b>		<b>(57,270)</b>	(3,886)
<b>Other comprehensive income:</b>	<b>其他全面收益：</b>			
Exchange differences on translating foreign operations	換算境外業務之匯兌差額		<b>1,335</b>	(177)
(Deficit)/surplus on revaluation of property, plant and equipment	重估物業、廠房及設備所之(虧絀)/盈餘		<b>(24,076)</b>	1,356
<b>Other comprehensive income for the year, net of tax</b>	<b>除稅後年內其他全面收益</b>	17	<b>(22,741)</b>	1,179
<b>Total comprehensive income for the year</b>	<b>年內全面收益總額</b>		<b>(80,011)</b>	(2,707)
<b>Attributable to:</b>	<b>下列人士應佔：</b>			
Owners of the Company	本公司擁有人		<b>(77,937)</b>	(1,642)
Non-controlling interests	非控股權益		<b>(2,074)</b>	(1,065)
			<b>(80,011)</b>	(2,707)

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

### 綜合財務狀況表

At 31 December 2010 於二零一零年十二月三十一日

		At 於		
		31 December 2010 二零一零年 十二月三十一日 Notes 附註 HK\$'000 港幣千元	31 December 2009 二零零九年 十二月三十一日 HK\$'000 港幣千元 (Restated) (重列)	1 January 2009 二零零九年 一月一日 HK\$'000 港幣千元 (Restated) (重列)
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	18 <b>38,949</b>	78,799	85,282
Goodwill	商譽	19 <b>75,343</b>	75,343	–
Available-for-sale financial assets	可供出售財務資產	21 –	43,325	2,937
		<b>114,292</b>	197,467	88,219
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	22 <b>18,031</b>	19,235	22,850
Trade and other receivables	應收貿易及其他賬款	23 <b>87,668</b>	61,082	28,801
Due from related companies	應收關連公司款項	–	–	14,147
Pledged bank deposits	已抵押銀行存款	24 <b>2,000</b>	–	–
Bank and cash balances	銀行及現金結存	24 <b>40,603</b>	36,973	26,298
		<b>148,302</b>	117,290	92,096
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	應付貿易及其他賬款	25 <b>20,113</b>	25,595	18,492
Promissory notes	承付票據	26 <b>12,400</b>	12,400	–
Due to a director	應付一名董事款項	–	–	3,936
Current tax liabilities	流動稅項負債	<b>24,879</b>	19,917	15,205
		<b>57,392</b>	57,912	37,633
<b>Net current assets</b>	<b>流動資產淨值</b>	<b>90,910</b>	59,378	54,463
<b>Total assets less current liabilities</b>	<b>資產總值減流動負債</b>	<b>205,202</b>	256,845	142,682

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION 綜合財務狀況表

At 31 December 2010 於二零一零年十二月三十一日

		At 於		
		31 December 2010 二零一零年 十二月三十一日 Notes 附註 HK\$'000 港幣千元	31 December 2009 二零零九年 十二月三十一日 HK\$'000 港幣千元 (Restated) (重列)	1 January 2009 二零零九年 一月一日 HK\$'000 港幣千元 (Restated) (重列)
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Promissory notes	承付票據	-	-	12,400
Deferred tax liabilities	遞延稅項負債	27 <b>6,869</b>	15,147	14,467
		<b>6,869</b>	15,147	26,867
<b>NET ASSETS</b>	<b>資產淨值</b>	<b>198,333</b>	241,698	115,815
<b>Capital and reserves</b>	<b>股本及儲備</b>			
Share capital	股本	28 <b>101,903</b>	92,903	67,062
Reserves	儲備	29 <b>101,725</b>	152,662	48,711
Equity attributable to owners of the Company	本公司擁有人應佔權益	<b>203,628</b>	245,565	115,773
Non-controlling interests	非控股權益	<b>(5,295)</b>	(3,867)	42
<b>TOTAL EQUITY</b>	<b>權益總額</b>	<b>198,333</b>	241,698	115,815

Approved by the Board of Directors on 30 March 2011.

董事會於二零一一年三月三十日審批。

Lau Chi Yuen, Joseph

劉智遠

Chairman

主席

Chung Man Wai

鍾文偉

Executive Director

執行董事



## STATEMENT OF FINANCIAL POSITION

### 財務狀況表

At 31 December 2010 於二零一零年十二月三十一日

		At 於		
		31 December 2010 二零一零年 十二月三十一日 Notes 附註 HK\$'000 港幣千元	31 December 2009 二零零九年 十二月三十一日 HK\$'000 港幣千元 (Restated) (重列)	1 January 2009 二零零九年 一月一日 HK\$'000 港幣千元
<b>Non-current assets</b>	<b>非流動資產</b>			
Investments in subsidiaries	於附屬公司之投資	20	10	–
Available-for-sale financial assets	可供出售財務資產		–	2,937
		<b>10</b>	10	2,937
<b>Current assets</b>	<b>流動資產</b>			
Prepayments, deposits and other receivables	預付款、按金及其他應收賬款	23	6,037	56,409
Due from subsidiaries	應收附屬公司款項	20	94,546	120,503
Due from a related company	應收一家關連公司款項		–	562
Bank and cash balances	銀行及現金結存		36,819	36,323
			<b>137,402</b>	213,235
<b>Current liabilities</b>	<b>流動負債</b>			
Accruals and other payables	應計費用及其他應付賬款	25	19,198	18,156
Due to a subsidiary	應付一家附屬公司款項	20	843	–
Promissory notes	承付票據	26	12,400	12,400
			<b>32,441</b>	30,556
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>104,961</b>	182,679
<b>Total assets less current liabilities</b>	<b>資產總值減流動負債</b>		<b>104,971</b>	182,689
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Promissory notes	承付票據		–	12,400
<b>NET ASSETS</b>	<b>資產淨值</b>		<b>104,971</b>	182,689
<b>Capital and reserves</b>	<b>股本及儲備</b>			
Share capital	股本	28	101,903	92,903
Reserves	儲備	29	3,068	89,786
<b>TOTAL EQUITY</b>	<b>權益總額</b>		<b>104,971</b>	182,689

Approved by the Board of Directors on 30 March 2011.

董事會於二零一一年三月三十日審批。

**Lau Chi Yuen, Joseph**  
劉智遠  
Chairman  
主席

**Chung Man Wai**  
鍾文偉  
Executive Director  
執行董事

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 股東權益變動綜合報表

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

		Attributable to owners of the Company 本公司擁有人應佔							Non-controlling interests 非控股權益	Total equity 權益總額	
		Share capital 股本	Share premium 股份溢價	Translation reserve 匯兌儲備	Plant and machinery revaluation reserve 廠房及機器重估儲備	Share option reserve 購股權儲備	Capital redemption reserve 資本贖回儲備	Accumulated losses 累計虧損			Total 總額
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	
At 1 January 2009, as previously reported	於二零零九年一月一日·如過往報告	67,062	61,235	1,867	23,639	12,809	-	(52,748)	113,864	42	113,906
Retrospective restatement (note 3)	以前年度調整(附註3)	-	-	-	18,250	-	-	(16,341)	1,909	-	1,909
At 1 January 2009, as restated	於二零零九年一月一日·如重列	67,062	61,235	1,867	41,889	12,809	-	(69,089)	115,773	42	115,815
Total comprehensive income for the year, as restated	年內全面收益總額·如重列	-	-	(177)	1,356	-	-	(2,821)	(1,642)	(1,065)	(2,707)
Issue of consideration shares	發行代價股份	20,691	71,444	-	-	-	-	-	92,135	-	92,135
Issue of shares on placement	配售發行股份	5,300	34,980	-	-	-	-	-	40,280	-	40,280
Repurchase of shares	購回股份	(150)	(981)	-	-	-	150	-	(981)	-	(981)
Acquisition of subsidiaries	收購附屬公司	-	-	-	-	-	-	-	-	(2,844)	(2,844)
Changes in equity for the year	年度權益變動	25,841	105,443	(177)	1,356	-	150	(2,821)	129,792	(3,909)	125,883
At 31 December 2009, as restated	於二零零九年十二月三十一日·如重列	92,903	166,678	1,690	43,245	12,809	150	(71,910)	245,565	(3,867)	241,698
At 1 January 2010, as previously reported	於二零一零年一月一日·如過往報告	92,903	234,583	1,690	17,344	12,809	150	(54,044)	305,435	(3,867)	301,568
Retrospective restatement (note 3)	以前年度調整(附註3)	-	(67,905)	-	25,901	-	-	(17,866)	(59,870)	-	(59,870)
At 1 January 2010, as restated	於二零一零年一月一日·如重列	92,903	166,678	1,690	43,245	12,809	150	(71,910)	245,565	(3,867)	241,698
Total comprehensive income for the year	年內全面收益總額	-	-	1,335	(24,076)	-	-	(55,196)	(77,937)	(2,074)	(80,011)
Issue of shares on placement (note 28(e))	配售發行股份(附註28(e))	9,000	27,000	-	-	-	-	-	36,000	-	36,000
Share options lapsed during the year	年內失效之購股權	-	-	-	-	(8,539)	-	8,539	-	-	-
Disposal of subsidiaries (note 31)	出售附屬公司(附註31)	-	-	-	-	-	-	-	-	646	646
Changes in equity for the year	年度權益變動	9,000	27,000	1,335	(24,076)	(8,539)	-	(46,657)	(41,937)	(1,428)	(43,365)
At 31 December 2010	於二零一零年十二月三十一日	101,903	193,678	3,025	19,169	4,270	150	(118,567)	203,628	(5,295)	198,333

## 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

		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元 (Restated) (重列)
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	<b>經營業務之現金流量</b>		
(Loss)/profit before tax	除稅前(虧損)/溢利	<b>(53,221)</b>	1,132
Adjustments for:	就以下項目所作調整:		
Finance costs	財務成本	<b>442</b>	502
Interest income	利息收入	<b>(20)</b>	(843)
Depreciation	折舊	<b>9,226</b>	9,569
Impairment of available-for-sale financial assets	可供出售財務資產之減值	<b>43,325</b>	-
Allowance for inventories	存貨撥備	<b>4,808</b>	5,175
Allowance for receivables	應收賬款撥備	<b>5,461</b>	-
Gain on disposal of available-for-sale financial assets	出售可供出售財務資產之收益	-	(1,035)
Gain on disposal of subsidiaries	出售附屬公司收益	<b>(903)</b>	-
Interest on promissory notes written back	撥回承付票據利息	<b>(248)</b>	(248)
<b>Operating profit before working capital changes</b>	<b>營運資金變動前之經營溢利</b>	<b>8,870</b>	14,252
Increase in inventories	存貨增加	<b>(3,604)</b>	(1,740)
Increase in trade and other receivables	應收貿易及其他賬款增加	<b>(32,131)</b>	(2,292)
(Decrease)/increase in trade and other payables	應付貿易及其他賬款(減少)/增加	<b>(3,709)</b>	1,706
Increase in amount due from a related company	應收關連公司款項增加	-	(15,109)
<b>Net cash used in operating activities</b>	<b>經營業務所用之現金淨額</b>	<b>(30,574)</b>	(3,183)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>	<b>投資活動之現金流量</b>		
Increase in pledged bank deposits	已抵押銀行存款增加	<b>(2,000)</b>	-
Interest received	已收利息	<b>20</b>	843
Purchases of property, plant and equipment	購買物業、廠房及設備	<b>(1,591)</b>	(67)
Acquisition of subsidiaries	收購附屬公司	-	(8,185)
Purchases of available-for-sale financial assets	購買可供出售財務資產	-	(95,428)
Proceeds from disposal of available-for-sale financial assets	出售可供出售財務資產所得款	-	85,000
Increase in amount due from a related company	應收關連公司款項增加	-	(252)
<b>Net cash used in investing activities</b>	<b>投資活動所用之現金淨額</b>	<b>(3,571)</b>	(18,089)

## 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

		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元 (Restated) (重列)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>	<b>融資活動之現金流量</b>		
Proceeds from issue of shares	發行股份所得款項	36,000	40,280
Repurchase of shares	購回股份	-	(981)
Repayment of loan	償還貸款	-	(7,099)
Interest paid	已付利息	<b>(194)</b>	<b>(253)</b>
<b>Net cash generated from financing activities</b>	<b>融資活動所得之現金淨額</b>	<b>35,806</b>	<b>31,947</b>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等值項目之增加淨額</b>	<b>1,661</b>	<b>10,675</b>
Effect of foreign exchange rate changes	外幣匯率變動之影響	<b>1,969</b>	-
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR</b>	<b>年初之現金及現金等值項目</b>	<b>36,973</b>	<b>26,298</b>
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>	<b>年終之現金及現金等值項目</b>	<b>40,603</b>	<b>36,973</b>
<b>ANALYSIS OF CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等值項目之分析</b>		
Bank and cash balances	銀行及現金結存	<b>40,603</b>	<b>36,973</b>

## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

### 1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands with limited liability. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The address of its principal place of business is Room 1203, The Chinese Bank Building, 61-65 Des Voeux Road Central, Hong Kong. The Company's shares are listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 20 to the financial statements.

### 2. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

In the current year, the Group has adopted all the new and revised Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants that are relevant to its operations and effective for its accounting year beginning on 1 January 2010. HKFRSs comprise Hong Kong Financial Reporting Standards; Hong Kong Accounting Standards; and Interpretations. The adoption of these new and revised HKFRSs did not result in substantial changes to the Group's accounting policies, presentation of the Group's financial statements and amounts reported for the current year and prior years.

The Group has not applied the new HKFRSs that have been issued but are not yet effective. The Group has already commenced an assessment of the impact of these new HKFRSs but is not yet in a position to state whether these new HKFRSs would have a material impact on its results of operations and financial position.

### 1. 一般資料

本公司乃於開曼群島註冊成立之受豁免有限公司，註冊辦事處之地址為 Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands。本公司主要營業地點為香港中環德輔道中61-65號華人銀行大廈1203室。本公司股份於香港聯合交易所有限公司（「聯交所」）創業板上市。

本公司為一間投資控股公司。其附屬公司之主要業務載於財務報表附註20。

### 2. 採納新訂及經修訂香港財務報告準則

於本年度，本集團已採納由香港會計師公會頒佈、與其業務有關並於二零一零年一月一日開始之會計年度生效之新訂及經修訂之香港財務報告準則（包括香港財務報告準則、香港會計準則及詮釋）。採納該等新訂及經修訂之香港財務報告準則並無導致本集團之會計政策以及就本年度及以往年度匯報之金額出現重大變動。

本集團尚未採納已頒佈但尚未生效之新訂香港財務報告準則。本集團已開始評估該等新訂香港財務報告準則之影響，惟尚未可評論該等新訂香港財務報告準則會否對其經營業績及財務狀況構成重大影響。



## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

### 3. RETROSPECTIVE RESTATEMENT

The Group's and Company's financial statements for the year ended 31 December 2009 have been restated by the Company:

- (a) The plant and machinery was stated at valuation by the directors as at 31 December 2006, 2007, 2008 and 2009. Consequently, no depreciation on plant and machinery was charged for each of the four years ended 31 December 2009. Hence, there was an understatement of depreciation charge for each of the four years ended 31 December 2009. In view of the aforesaid, the cost of sales, income tax expense, deferred tax liabilities, plant and machinery revaluation reserve and accumulated losses in the consolidated financial statements for the year ended 31 December 2009 were restated accordingly.
- (b) Cost of sales was overstated for each of the three years ended 31 December 2009 representing the overcharge of manufacturing costs by the then related company due to clerical error. The error was discovered in current year and it was agreed between the Group and the then related company that the error be rectified retrospectively. Hence, the cost of sales, income tax expense, amount due from the then related company and accumulated losses in the consolidated financial statements for the year ended 31 December 2009 were restated accordingly.

### 3. 以前年度調整

本公司已重列本集團及本公司截至二零零九年十二月三十一日止年度之財務報表：

- (a) 於二零零六年、二零零七年、二零零八年及二零零九年十二月三十一日，廠房及機器由董事按估值列賬，以致截至二零零九年十二月三十一日止四個年度各年，並無計入廠房及機器折舊。因此，截至二零零九年十二月三十一日止四個年度各年，折舊費用計提不足。鑑於上述情況，截至二零零九年十二月三十一日止年度，於綜合財務報表之銷售成本、所得稅費用、遞延稅項負債、廠房及機器重估儲備及累計虧損已相應地重列。
- (b) 於截至二零零九年十二月三十一日止三個年度各年，銷售成本均被高估，指因文書錯誤以致生產成本被當時關連公司高估。該錯誤於本年度發現，本集團與當時關連公司同意追溯調整該錯誤。因此，於截至二零零九年十二月三十一日止年度，於綜合財務報表之銷售成本、所得稅費用、當時關連公司應付款項及累計虧損已相應地重列。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

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

#### 3. RETROSPECTIVE RESTATEMENT (Continued)

(c) During the year ended 31 December 2009, the Group acquired 53% of the issued share capital of iKanTV Limited ("iKanTV") which was satisfied by cash of approximately HK\$9,200,000 and issuance of 830,000,000 shares and 140,000,000 shares of the Company on 29 April 2009 and 30 September 2009 respectively. The shares issued by the Company for the acquisition of iKan TV were recorded at the issue prices of HK\$0.048 per share and HK\$0.55 per share, respectively, as stipulated in the sale and purchase agreements. The cost of acquisition of iKanTV was also based on the issue prices of the shares issued by the Company. Pursuant to Hong Kong Financial Reporting Standard 3 "Business Combination", the cost of acquisition should be based on the fair value of shares issued which then should be determined based on the published share prices of the Company at the dates of exchange. The above accounting treatment resulted in an overstatement of goodwill of approximately HK\$53,630,000 at 31 December 2009. As a consequence, the goodwill at 31 December 2009 was restated accordingly.

#### 3. 以前年度調整 (續)

(c) 於截至二零零九年十二月三十一日止年度，本集團收購愛看電視有限公司（「愛看電視」）已發行股本之53%，並以現金約港幣9,200,000元，及分別於二零零九年四月二十九日及二零零九年九月三十日發行830,000,000股股份及140,000,000股股份償付。本公司就收購愛看電視所發行之股份，已根據買賣協議規定，分別以發行價每股0.048港元及每股0.55港元入賬。收購愛看電視之成本亦以本公司已發行股份之發行價為基準而釐定。根據香港財務報告準則第3號「業務合併」，收購成本應根據發行股份公平值，即應根據交易日本公司之公開股份價格釐定。上述會計處理導致商譽於二零零九年十二月三十一日被高估約53,630,000港元。因此，商譽於二零零九年十二月三十一日已相應地重列。

## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

### 3. RETROSPECTIVE RESTATEMENT (Continued)

- (d) During the year ended 31 December 2009, the Group acquired 20% equity interests in Info-Source Media Limited (“Info-Source”) which was satisfied by cash of approximately HK\$14,400,000 and issuance of 360,000,000 shares and 35,820,895 shares of the Company on 3 February 2009 and 3 September 2009 respectively. The shares issued for the acquisition of Info-Source were recorded at the issue prices of HK\$0.08 per share and HK\$0.402 per share, respectively, as stipulated in the sale and purchase agreement. The cost of acquisition of Info-Source was also based on the issue prices of the shares issued by the Company. Pursuant to Hong Kong Accounting Standard 39 “Financial Instruments: Recognition and Measurement”, the cost of acquisition should be based on the fair value of shares issued which then should be determined based on the published share prices of the Company at the dates of exchange. The above accounting treatment resulted in an overstatement of available-for-sale financial assets of approximately HK\$14,275,000 at 31 December 2009. Thus, the available-for-sale financial assets at 31 December 2009 was restated accordingly.
- (e) Due to the complications resulted from the changes in the share structure, the weighted average number of ordinary shares in issue during the year ended 31 December 2009 was wrongly stated in the notes to the financial statements for the year ended 31 December 2009 as 5,937,935,954. Accordingly, the weighted average number of ordinary shares in issue during the year ended 31 December 2009 was restated as 1,609,274,670 for calculation of loss per share for the year ended 31 December 2009.

### 3. 以前年度調整(續)

- (d) 於截至二零零九年十二月三十一日止年度，本集團收購信源傳媒有限公司(「信源」)20%股本，並以現金約港幣14,400,000元，及分別於二零零九年二月三日及二零零九年九月三日發行360,000,000股股份及35,820,895股股份償付。本公司就收購信源所發行之股份，已根據買賣協議規定，分別以發行價每股0.08港元及每股0.402港元入賬。收購信源之成本亦以本公司已發行股份之發行價為基準而釐定。根據香港會計準則第39號「金融工具：確認和計量」，收購成本應根據已發行股份公平值釐定，而該公平值則應根據交易日本公司之公開股份價格釐定。上述會計處理導致可供出售財務資產於二零零九年十二月三十一日被高估約14,275,000港元。因此，可供出售財務資產於二零零九年十二月三十一日已相應地重列。
- (e) 由於股份結構變動所造成的複雜性，於截至二零零九年十二月三十一日止年度，已發行普通股之加權平均數於綜合財務報表附註錯誤呈列為5,937,935,954股。因此，為計算截至二零零九年十二月三十一日止年度之每股虧損，已發行普通股之加權平均數已重列為1,609,274,670股。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

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

#### 3. RETROSPECTIVE RESTATEMENT (Continued)

The effects of retrospective restatement are summarised below:

#### Consolidated income statement for the year ended 31 December 2009

		Effect of restatement: increase/(decrease) 重列影響：增加／（減少）				
		2009 二零零九年 HK\$'000 港幣千元 (as previously reported) (如過往報告)	Adjustment <sup>(a)</sup> 調整 <sup>(a)</sup> HK\$'000 港幣千元	Adjustment <sup>(b)</sup> 調整 <sup>(b)</sup> HK\$'000 港幣千元	Adjustment <sup>(c)</sup> 調整 <sup>(c)</sup> HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元 (as restated) (如重列)
<b>Turnover</b>	<b>營業額</b>	86,117	-	-	-	86,117
Cost of sales and service rendered	銷售及服務提供之成本	(65,945)	(9,347)	10,733	-	(64,559)
<b>Gross profit</b>	<b>毛利</b>	20,172	(9,347)	10,733	-	21,558
Other income	其他收益	2,235	-	-	-	2,235
Administrative expenses	行政費用	(10,121)	-	-	-	(10,121)
Other operating expenses	其他經營費用	(12,038)	-	-	-	(12,038)
<b>Profit from operations</b>	<b>經營溢利</b>	248	(9,347)	10,733	-	1,634
Finance costs	財務成本	(502)	-	-	-	(502)
<b>(Loss)/profit before tax</b>	<b>除稅前（虧損）／溢利</b>	(254)	(9,347)	10,733	-	1,132
Income tax expense	所得稅費用	(2,107)	(228)	(2,683)	-	(5,018)
<b>Loss for the year</b>	<b>年內虧損</b>	(2,361)	(9,575)	8,050	-	(3,886)
<b>Attributable to:</b>	<b>下列人士應佔：</b>					
Owners of the Company	本公司擁有人	(1,296)	(9,575)	8,050	-	(2,821)
Non-controlling interests	非控股權益	(1,065)	-	-	-	(1,065)
		(2,361)	(9,575)	8,050	-	(3,886)
<b>(Loss)/earnings per share</b>	<b>每股（虧損）／盈利</b>					
- basic	- 基本	HK(0.022) cent港仙	HK(0.161) cent港仙	HK0.136 cent港仙	HK(0.128) cent港仙	HK(0.175) cent港仙
- diluted	- 攤薄	N/A不適用	N/A不適用	N/A不適用	N/A不適用	N/A不適用
		<i>Number of shares</i> 股份數目	<i>Number of shares</i> 股份數目	<i>Number of shares</i> 股份數目	<i>Number of shares</i> 股份數目	<i>Number of shares</i> 股份數目
<b>Weighted average number of ordinary shares</b>	<b>普通股之加權平均數</b>	5,937,935,954	-	-	(4,328,661,284)	1,609,274,670

#### 3. 以前年度調整（續）

以前年度調整之影響概要如下：

#### 截至二零零九年十二月三十一日止年度綜合收益表

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

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

#### 3. RETROSPECTIVE RESTATEMENT (Continued)

##### Consolidated statement of financial position at 31 December 2009

		2009	Effect of restatement: increase/(decrease)				2009
		二零零九年	Adjustment <sup>(a)</sup>	Adjustment <sup>(b)</sup>	Adjustment <sup>(c)</sup>	Adjustment <sup>(d)</sup>	二零零九年
		HK\$'000	調整 <sup>(a)</sup>	調整 <sup>(b)</sup>	調整 <sup>(c)</sup>	調整 <sup>(d)</sup>	二零零九年
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
		(as previously reported)					(as restated)
		(如過往報告)					(如重列)
<b>Non-current assets</b>	<b>非流動資產</b>						
Property, plant and equipment	物業、廠房及設備	78,799	-	-	-	-	78,799
Goodwill	商譽	128,973	-	-	(53,630)	-	75,343
Available-for-sale financial assets	可供出售財務資產	57,600	-	-	-	(14,275)	43,325
		265,372	-	-	(53,630)	(14,275)	197,467
<b>Current assets</b>	<b>流動資產</b>						
Inventories	存貨	19,235	-	-	-	-	19,235
Trade and other receivables	應收貿易及其他賬款	32,307	-	28,775	-	-	61,082
Bank and cash balances	銀行及現金結存	36,973	-	-	-	-	36,973
		88,515	-	28,775	-	-	117,290
<b>Current liabilities</b>	<b>流動負債</b>						
Trade and other payables	應付貿易及其他賬款	25,595	-	-	-	-	25,595
Promissory notes	承付票據	12,400	-	-	-	-	12,400
Current tax liabilities	流動稅項負債	12,007	-	7,910	-	-	19,917
		50,002	-	7,910	-	-	57,912
<b>Net current assets</b>	<b>流動資產淨值</b>	38,513	-	20,865	-	-	59,378
<b>Total assets less current liabilities</b>	<b>資產總值減流動負債</b>	303,885	-	20,865	(53,630)	(14,275)	256,845
<b>Non-current liabilities</b>	<b>非流動負債</b>						
Deferred tax liabilities	遞延稅項負債	2,317	12,830	-	-	-	15,147
<b>NET ASSETS</b>	<b>資產淨值</b>	301,568	(12,830)	20,865	(53,630)	(14,275)	241,698
<b>Capital and reserves</b>	<b>股本及儲備</b>						
Share capital	股本	92,903	-	-	-	-	92,903
Reserves	儲備	212,532	(12,830)	20,865	(53,630)	(14,275)	152,662
Equity attributable to owners of the Company	本公司擁有人應佔權益	305,435	(12,830)	20,865	(53,630)	(14,275)	245,565
Non-controlling interests	非控股權益	(3,867)	-	-	-	-	(3,867)
<b>TOTAL EQUITY</b>	<b>權益總額</b>	301,568	(12,830)	20,865	(53,630)	(14,275)	241,698

#### 3. 以前年度調整(續)

##### 於二零零九年十二月三十一日綜合財務狀況表

Effect of restatement: increase/(decrease)  
重列影響: 增加/(減少)

		2009	Effect of restatement: increase/(decrease)				2009
		二零零九年	Adjustment <sup>(a)</sup>	Adjustment <sup>(b)</sup>	Adjustment <sup>(c)</sup>	Adjustment <sup>(d)</sup>	二零零九年
		HK\$'000	調整 <sup>(a)</sup>	調整 <sup>(b)</sup>	調整 <sup>(c)</sup>	調整 <sup>(d)</sup>	二零零九年
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
		(as previously reported)					(as restated)
		(如過往報告)					(如重列)
<b>Non-current assets</b>	<b>非流動資產</b>						
Property, plant and equipment	物業、廠房及設備	78,799	-	-	-	-	78,799
Goodwill	商譽	128,973	-	-	(53,630)	-	75,343
Available-for-sale financial assets	可供出售財務資產	57,600	-	-	-	(14,275)	43,325
		265,372	-	-	(53,630)	(14,275)	197,467
<b>Current assets</b>	<b>流動資產</b>						
Inventories	存貨	19,235	-	-	-	-	19,235
Trade and other receivables	應收貿易及其他賬款	32,307	-	28,775	-	-	61,082
Bank and cash balances	銀行及現金結存	36,973	-	-	-	-	36,973
		88,515	-	28,775	-	-	117,290
<b>Current liabilities</b>	<b>流動負債</b>						
Trade and other payables	應付貿易及其他賬款	25,595	-	-	-	-	25,595
Promissory notes	承付票據	12,400	-	-	-	-	12,400
Current tax liabilities	流動稅項負債	12,007	-	7,910	-	-	19,917
		50,002	-	7,910	-	-	57,912
<b>Net current assets</b>	<b>流動資產淨值</b>	38,513	-	20,865	-	-	59,378
<b>Total assets less current liabilities</b>	<b>資產總值減流動負債</b>	303,885	-	20,865	(53,630)	(14,275)	256,845
<b>Non-current liabilities</b>	<b>非流動負債</b>						
Deferred tax liabilities	遞延稅項負債	2,317	12,830	-	-	-	15,147
<b>NET ASSETS</b>	<b>資產淨值</b>	301,568	(12,830)	20,865	(53,630)	(14,275)	241,698
<b>Capital and reserves</b>	<b>股本及儲備</b>						
Share capital	股本	92,903	-	-	-	-	92,903
Reserves	儲備	212,532	(12,830)	20,865	(53,630)	(14,275)	152,662
Equity attributable to owners of the Company	本公司擁有人應佔權益	305,435	(12,830)	20,865	(53,630)	(14,275)	245,565
Non-controlling interests	非控股權益	(3,867)	-	-	-	-	(3,867)
<b>TOTAL EQUITY</b>	<b>權益總額</b>	301,568	(12,830)	20,865	(53,630)	(14,275)	241,698



## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

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

#### 3. RETROSPECTIVE RESTATEMENT (Continued)

##### Consolidated statement of financial position at 1 January 2009

#### 3. 以前年度調整 (續)

##### 於二零零九年一月一日綜合財務狀況表

		Effect of restatement: increase/(decrease) 重列影響：增加／(減少)			
		Adjustment <sup>(a)</sup> 調整 <sup>(a)</sup>	Adjustment <sup>(b)</sup> 調整 <sup>(b)</sup>		2009 二零零九年
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
		(as previously reported) (如過往報告)			(as restated) (如重列)
<b>Non-current assets</b>	<b>非流動資產</b>				
Property, plant and equipment	物業、廠房及設備	85,282	–	–	85,282
Available-for-sale financial assets	可供出售財務資產	2,937	–	–	2,937
		88,219	–	–	88,219
<b>Current assets</b>	<b>流動資產</b>				
Inventories	存貨	22,850	–	–	22,850
Trade and other receivables	應收貿易及其他賬款	28,801	–	–	28,801
Due from a related company	應收關連公司款項	562	–	13,585	14,147
Bank and cash balances	銀行及現金結存	26,298	–	–	26,298
		78,511	–	13,585	92,096
<b>Current liabilities</b>	<b>流動負債</b>				
Trade and other payables	應付貿易及其他賬款	18,492	–	–	18,492
Due to an ex-director	應付一名前董事	3,936	–	–	3,936
Due to a related company	應付一間關連公司 款項	4,457	–	(4,457)	–
Current tax liabilities	流動稅項負債	9,978	–	5,227	15,205
		36,863	–	770	37,633
<b>Net current assets</b>	<b>流動資產淨值</b>	41,648	–	12,815	54,463
<b>Total assets less current liabilities</b>	<b>資產總值減流動負債</b>	129,867	–	12,815	142,682
<b>Non-current liabilities</b>	<b>非流動負債</b>				
Promissory notes	承付票據	12,400	–	–	12,400
Deferred tax liabilities	遞延稅項負債	3,561	10,906	–	14,467
		15,961	10,906	–	26,867
<b>NET ASSETS</b>	<b>資產淨值</b>	113,906	(10,906)	12,815	115,815
<b>Capital and reserves</b>	<b>股本及儲備</b>				
Share capital	股本	67,062	–	–	67,062
Reserves	儲備	46,802	(10,906)	12,815	48,711
Equity attributable to owners of the Company	本公司擁有人 應佔權益	113,864	(10,906)	12,815	115,773
Non-controlling interests	非控股權益	42	–	–	42
<b>TOTAL EQUITY</b>	<b>權益總額</b>	113,906	(10,906)	12,815	115,815

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

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

#### 3. RETROSPECTIVE RESTATEMENT (Continued)

#### 3. 以前年度調整(續)

##### Statement of financial position at 31 December 2009

於二零零九年十二月三十一日財務狀況表

		Effect of restatement: increase/(decrease) 重列影響：增加／(減少)		
		Adjustment <sup>(c)</sup>	Adjustment <sup>(d)</sup>	
		調整 <sup>(c)</sup>	調整 <sup>(d)</sup>	
2009		HK\$'000	HK\$'000	2009
二零零九年		港幣千元	港幣千元	二零零九年
		(as previously reported)		(as restated)
		(如過往報告)		(如重列)
<b>Non-current assets</b>	<b>非流動資產</b>			
Investments in subsidiaries	於附屬公司之投資	10	–	10
<b>Current assets</b>	<b>流動資產</b>			
Prepayments, deposits and other receivables	預付款、按金及其他應收賬款	56,409	–	56,409
Due from subsidiaries	應收附屬公司款項	188,408	(53,630)	120,503
Bank and cash balances	銀行及現金結存	36,323	–	36,323
		281,140	(53,630)	213,235
<b>Current liabilities</b>	<b>流動負債</b>			
Accruals and other payables	應計費用及其他應付賬款	18,156	–	18,156
Promissory notes	承付票據	12,400	–	12,400
		30,556	–	30,556
<b>Net current assets</b>	<b>流動資產淨值</b>	250,584	(53,630)	182,679
<b>NET ASSETS</b>	<b>資產淨值</b>	250,594	(53,630)	182,689
<b>Capital and reserves</b>	<b>股本及儲備</b>			
Share capital	股本	92,903	–	92,903
Reserves	儲備	157,691	(53,630)	89,786
<b>TOTAL EQUITY</b>	<b>權益總額</b>	250,594	(53,630)	182,689

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

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

#### 4. SIGNIFICANT ACCOUNTING POLICIES

These financial statements have been prepared in accordance with HKFRSs, accounting principles generally accepted in Hong Kong and the applicable disclosures required by the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited and by the Hong Kong Companies Ordinance.

These financial statements have been prepared under the historical cost convention, as modified by the revaluation of plant and machinery.

The preparation of financial statements in conformity with HKFRSs requires the use of certain key assumptions and estimates. It also requires the directors to exercise their judgements in the process of applying the accounting policies. The areas where assumptions and estimates are significant to these financial statements are disclosed in note 5 to the financial statements.

The significant accounting policies applied in the preparation of these financial statements are set out below.

##### (a) Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 31 December. Subsidiaries are entities over which the Group has control. Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group has control.

#### 4. 主要會計政策

此等財務報表乃根據香港財務報告準則、香港公認會計原則以及香港聯合交易所有限公司創業板證券上市規則及香港公司條例中適用之披露規定編製。

此等財務報表是根據歷史成本法編製，並就按公平值入賬之廠房及機器重估作出修訂。

編製符合香港財務報告準則之財務報表時，須使用若干重要假設及估計，亦須董事在應用會計政策之過程中作出判斷。對此等財務報表有重大影響之假設及估計，於財務報表附註5內披露。

於編製此等財務報表時所採用的主要會計政策載列如下。

##### (a) 綜合賬目

綜合財務報表包括本公司及其附屬公司截至十二月三十一日止之財務報表。附屬公司是指本集團對其擁有控制權的實體。控制乃指有權支配一間實體之財務及經營政策，以從其業務中獲取利益。於評估本集團是否擁有控制權時，會考慮現時可行使或可兌換之潛在表決權之存在及其影響。

## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (a) Consolidation (Continued)

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date the control ceases.

The gain or loss on the disposal of a subsidiary that results in a loss of control represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that subsidiary and (ii) the Company's share of the net assets of that subsidiary plus any remaining goodwill relating to that subsidiary and any related accumulated translation reserve.

Intragroup transactions, balances and unrealised profits are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests represent the equity in subsidiaries not attributable, directly or indirectly, to the Company. Non-controlling interests are presented in the consolidated statement of financial position and consolidated statement of changes in equity within equity. Non-controlling interests are presented in the consolidated income statement and consolidated statement of comprehensive income as an allocation of profit or loss and total comprehensive income for the year between the non-controlling shareholders and owners of the Company.

### 4. 主要會計政策(續)

#### (a) 綜合賬目(續)

附屬公司在控制權轉移至本集團之日起綜合入賬，並在控制權終止之日起停止綜合入賬。

出售附屬公司而導致失去控制權之損益乃指(i)出售代價公平值連同保留於該附屬公司之任何投資公平值與(ii)本公司應佔該附屬公司資產淨值連同與該附屬公司有關之任何商譽以及任何相關累計匯兌儲備兩者間差額。

集團內公司間之交易、結餘及未變現溢利均予以對銷。除非交易有證據證明所轉讓資產出現減值，否則未變現虧損亦予以對銷。倘有需要，附屬公司之會計政策會作出調整，以確保與合本集團採納之會計政策一致。

非控股權益指並非由本公司直接或間接佔有的附屬公司權益。非控股權益乃於綜合財務狀況表及綜合權益變動表之權益內列賬。於綜合全面收益表內，非控股權益呈列為本年度溢利或虧損及全面收益總額，在非控股股東與本公司擁有人之間的分配。

## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (a) Consolidation (Continued)

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling shareholders even if this results in the non-controlling interests having a deficit balance.

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

In the Company's statement of financial position the investments in subsidiaries are stated at cost less allowance for impairment losses. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

### 4. 主要會計政策 (續)

#### (a) 綜合賬目 (續)

即使導致非控股權益結餘出現虧絀，其他全面收益項目應計入本公司擁有人及非控股股東。

本公司並無導致失去附屬公司控制權之擁有人權益變動列作權益交易入賬，即與以擁有人身份進行之擁有人交易。控股及非控股權益的賬面值經調整以反映其於附屬公司相關權益之變動。非控股權益數額的調整額與已付或已收代價公平值間差額，直接於權益確認，由本公司擁有人分佔。

於本公司之財務狀況表於附屬公司之投資乃按成本值扣除減值虧損撥備列賬。附屬公司業績乃由本公司按已收及應收股息基準入賬。



## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (b) Business combination and goodwill

The acquisition method is used to account for the acquisition of a subsidiary in a business combination. The cost of acquisition is measured at the acquisition-date fair value of the assets given, equity instruments issued, liabilities incurred and contingent consideration. Acquisition-related costs are recognised as expenses in the periods in which the costs are incurred and the services are received. Identifiable assets and liabilities of the subsidiary in the acquisition are measured at their acquisition-date fair values.

The excess of the cost of acquisition over the Company's share of the net fair value of the subsidiary's identifiable assets and liabilities is recorded as goodwill. Any excess of the Company's share of the net fair value of the identifiable assets and liabilities over the cost of acquisition is recognised in consolidated profit or loss as a gain on bargain purchase which is attributed to the Company.

In a business combination achieved in stages, the previously held equity interest in the subsidiary is remeasured at its acquisition-date fair value and the resulting gain or loss is recognised in consolidated profit or loss. The fair value is added to the cost of acquisition to calculate the goodwill.

If the changes in the value of the previously held equity interest in the subsidiary were recognised in other comprehensive income (for example, available-for-sale investment), the amount that was recognised in other comprehensive income is recognised on the same basis as would be required if the previously held equity interest were disposed of.

### 4. 主要會計政策(續)

#### (b) 業務合併及商譽

本集團採用收購法為業務合併中所收購之附屬公司列賬。收購成本乃按所獲資產收購日期之公平值、所發行之股本工具、所產生之負債以及或然代價計量。收購相關成本於有關成本產生及接獲服務期間確認為開支。於收購時附屬公司之可識別資產及負債，均按其於收購日期之公平值計量。

收購成本超出本公司應佔附屬公司可識別資產及負債之公平淨值之差額乃列作商譽。本公司應佔可識別資產及負債之公平淨值超出收購成本之差額乃於綜合損益內確認為本公司應佔議價收購收益。

對於分段進行之業務合併，先前已持有之附屬公司之權益乃按收購日期之公平值重新計量，而由此產生之損益於綜合損益內確認。公平值會加入至收購成本以計算商譽。

倘先前已持有之附屬公司之權益之價值變動已於其他全面收益內確認(例如可供出售投資)，則於其他全面收益確認之金額乃按在先前已持有之權益被出售時所須之相同基準確認。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

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

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (b) Business combination and goodwill (Continued)

Goodwill is tested annually for impairment or more frequently if events or changes in circumstances indicate that it might be impaired. Goodwill is measured at cost less accumulated impairment losses. The method of measuring impairment losses of goodwill is the same as that of other assets as stated in the accounting policy (v) below. Impairment losses of goodwill are recognised in consolidated profit or loss and are not subsequently reversed. Goodwill is allocated to cash-generating units that are expected to benefit from the synergies of the acquisition for the purpose of impairment testing.

The non-controlling interests in the subsidiary are initially measured at the non-controlling shareholders' proportionate share of the net fair value of the subsidiary's identifiable assets and liabilities at the acquisition date.

##### (c) Foreign currency translation

###### (i) Functional and presentation currency

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

#### 4. 主要會計政策 (續)

##### (b) 業務合併及商譽 (續)

商譽會每年進行減值測試或當事件或情況改變顯示可能減值時則更頻繁地進行減值測試。商譽乃按成本減累計減值虧損計量。商譽減值虧損之計量方法與會計政策附註(v)所述之其他資產之計量方法相同。商譽之減值虧損於綜合損益內確認，且隨後不予撥回。就減值測試而言，商譽會被分配至預期因收購之協同效益而產生利益之現金產生單位。

於附屬公司之非控股權益初步按非控股股東應佔該附屬公司於收購當日之可識別資產及負債之公平淨值比例計算。

##### (c) 外幣換算

###### (i) 功能及呈報貨幣

本集團各實體之財務報表所包括之項目，乃按該實體經營所在之主要經濟環境之貨幣（「功能貨幣」）計量。本集團之功能及呈報貨幣為港幣。綜合財務報表以港幣呈列。

## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (c) Foreign currency translation (Continued)

##### (ii) Transactions and balances in each entity's financial statements

Transactions in foreign currencies are translated into the functional currency on initial recognition using the exchange rates prevailing on the transaction dates. Monetary assets and liabilities in foreign currencies are translated at the exchange rates at the end of each reporting period. Gains and losses resulting from this translation policy are recognised in profit or loss.

Non-monetary items that are measured at fair values in foreign currencies are translated using the exchange rates at the dates when the fair values are determined.

When a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. When a gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is recognised in profit or loss.

### 4. 主要會計政策(續)

#### (c) 外幣換算(續)

##### (ii) 各實體財務報表中的交易及結餘

於初次確認時外幣交易均按交易日的市場匯率兌換為功能貨幣。外幣貨幣資產及負債按每個報告期末時的匯率換算。因匯兌政策所產生之盈虧於損益確認。

按公平值計量及以外幣計值之非貨幣項目乃按釐定公平值當日之匯率折算。

當非貨幣項目之盈虧於其他全面收益確認時，該盈虧之任何匯兌部分於其他全面收益確認。當非貨幣項目之盈虧於損益確認時，該盈虧之任何匯兌部分於損益確認。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

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

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (c) Foreign currency translation (Continued)

##### (iii) Translation on consolidation

The results and financial position of all the Group entities that have a functional currency different from the Company's presentation currency are translated into the Company's presentation currency as follows:

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- Income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the transaction dates); and
- All resulting exchange differences are recognised in the translation reserve.

#### 4. 主要會計政策 (續)

##### (c) 外幣換算 (續)

##### (iii) 綜合賬目時匯兌

所用功能貨幣與本公司呈列貨幣不同的旗下公司的業績及財務狀況均按下列方式兌換為本公司的呈列貨幣：

- 各財務狀況表所列資產及負債均於財務狀況表當日按收市匯率兌換；
- 各收益表的收支均按平均匯率匯兌（除非該平均數並非交易日市場匯率累積影響的合理約數，則收支按交易日的匯率兌換）；及
- 所有產生的匯兌差額均在匯兌儲備確認。

## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (c) Foreign currency translation (Continued)

##### (iii) Translation on consolidation (Continued)

On consolidation, exchange differences arising from the translation of the net investment in foreign entities and of borrowings are recognised in the translation reserve. When a foreign operation is sold, such exchange differences are recognised in consolidated profit or loss as part of the gain or loss on disposal.

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

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

Plant and machinery are carried at fair values, based on periodic valuations by external independent valuers, less subsequent depreciation and impairment losses. Any accumulated depreciation at the date of revaluation is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset. All other property, plant and equipment are stated at cost less accumulated depreciation and impairment losses.

### 4. 主要會計政策 (續)

#### (c) 外幣換算 (續)

##### (iii) 綜合賬目時匯兌 (續)

綜合入賬時，因兌換境外實體投資淨額及借貸產生的匯兌差異均在匯兌儲備確認。出售境外業務時，有關的匯兌差額在合併收益表確認為部分出售損益。

收購境外實體產生之商譽及公平值調整被視作該境外實體之資產及負債處理，並按收市匯率換算。

#### (d) 物業、廠房及設備

廠房及設備以外聘獨立估值師進行之定期估值為基準，按公平值扣除其後折舊及減值虧損入賬。於重估日期任何累計折舊與該資產之賬目總值對銷，而淨額將按資產之重估金額重列。所有其他物業、廠房及設備均按歷史成本減累計折舊及減值虧損列賬。



## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

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

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

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. All other repairs and maintenance are recognised in profit or loss during the period in which they are incurred.

Revaluation increases of plant and machinery are recognised in profit or loss to the extent that the increases reverse revaluation decreases of the same asset previously recognised in profit or loss. All other revaluation increases are credited to the plant and machinery revaluation reserve as other comprehensive income. Revaluation decreases that offset previous revaluation increases of the same asset remaining in the plant and machinery revaluation reserve are charged against the plant and machinery revaluation reserve as other comprehensive income. All other decreases are recognised in profit or loss. On the subsequent sale or retirement of a revalued plant and machinery, the attributable revaluation increases remaining in the plant and machinery revaluation reserve is transferred directly to retained profits.

#### 4. 主要會計政策 (續)

##### (d) 物業、廠房及設備 (續)

僅在與項目相關之日後經濟效益有可能流入本集團及能可靠計算項目成本之情況下，其後成本方會計入資產賬面值或確認為獨立資產（視適用情況而定）。所有其他維修及保養成本於其產生期間在收益表支銷。

廠房及機器重估升值於有關升幅撥回相同資產早前重估減值之情況下在收益表確認。所有其他重估升值均直接作為其他綜合收益之廠房及機器重估儲備扣除。抵銷相同資產早前重估升值之重估減值，直接於其他綜合收益之廠房及機器重估儲備扣除。所有其他減值則於損益表確認。其後出售或棄用經重估廠房及機器時，於廠房及設備重估儲備仍然存在之應佔重估盈餘直接撥入保留溢利。

## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

Depreciation of property, plant and equipment is calculated at rates sufficient to write off their cost or revalued amounts less their residual values over the estimated useful lives on a straight-line basis. The principal annual rates are as follows:

Leasehold improvements	20% – 33 $\frac{1}{3}$ %
Plant and machinery	11%
Furniture, fixtures and office equipment	20% – 33%
Motor vehicles	25%

The residual values, useful lives and depreciation method are reviewed and adjusted, if appropriate, at the end of each reporting period.

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

#### (e) Operating leases

Leases that do not substantially transfer to the Group all the risks and rewards of ownership of assets are accounted for as operating leases. Lease payments (net of any incentives received from the lessor) are recognised as an expense on a straight-line basis over the lease term.

### 4. 主要會計政策 (續)

#### (d) 物業、廠房及設備 (續)

物業、廠房及設備的折舊按足以撇銷其成本的折舊率減其估計可使用年期內的剩餘價值以直線法計算。主要使用年期如下：

租約物業裝修	20% – 33 $\frac{1}{3}$ %
廠房及機器	11%
傢俬、裝置及辦公室設備	20% – 33%
汽車	25%

於各報告期末，餘值、可用年期及折舊法均經審閱及調整(如適用)。

出售物業、廠房及設備的盈虧指銷售所得款項淨額與有關資產賬面值的差額，在損益確認入賬。

#### (e) 經營租賃

並無將資產擁有權的所有風險及回報絕大部分轉移至本集團的租賃均視為經營租賃。租賃款項在扣除自出租人收取的任何租金優惠後，於租賃期內以直線法確認為開支。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

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

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (f) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average basis. The cost of finished goods and work in progress comprises raw materials, direct labour and an appropriate proportion of all production overhead expenditure, and where appropriate, subcontracting charges. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

##### (g) Recognition and derecognition of financial instruments

Financial assets and financial liabilities are recognised in the statement of financial position when the Group becomes a party to the contractual provisions of the instruments.

Financial assets are derecognised when the contractual rights to receive cash flows from the assets expire; the Group transfers substantially all the risks and rewards of ownership of the assets; or the Group neither transfers nor retains substantially all the risks and rewards of ownership of the assets but has not retained control on the assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and the cumulative gain or loss that had been recognised in other comprehensive income is recognised in profit or loss.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires. The difference between the carrying amount of the financial liability derecognised and the consideration paid is recognised in profit or loss.

#### 4. 主要會計政策 (續)

##### (f) 存貨

存貨按成本與可變現淨值兩者的較低者列賬。成本以加權平均基準計算。製成品的成本包括原材料、直接勞工及所有生產經常性開支的適當部分以及承包費用（如適用）。可變現淨值按日常業務的估計售價減估計完成成本及進行銷售估計所需費用計算。

##### (g) 確認及取消確認金融工具

當本集團成為有關工具合同規定的一方時，金融資產及金融負債於財務狀況表確認。

倘從資產收取現金流量的合同權利屆滿；本集團轉讓有關資產擁有權的絕大部分風險及回報；或本集團既無轉讓亦無保留有關資產擁有權的絕大部分風險及回報，但亦無保留有關資產的控制權，則金融資產將取消確認。於取消確認金融資產時，資產賬面值與已收及應收代價及已於其他全面收益確認的累計損益兩者總和的差額，將於損益中確認。

於有關合同的特定責任獲解除、取消或到期時，將取消確認金融負債。取消確認的金融負債賬面值與已付代價兩者的差額於損益中確認。

## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (h) Available-for-sale financial assets

Investments are recognised and derecognised on a trade date basis where the purchase or sale of an investment is under a contract whose terms require delivery of the investment within the timeframe established by the market concerned, and are initially measured at fair value, plus directly attributable transaction costs.

Available-for-sale financial assets are non-derivative financial assets not classified as trade and other receivables, held-to-maturity investments or financial assets at fair value through profit or loss. Available-for-sale financial assets are subsequently measured at fair value. Gains or losses arising from changes in fair value of these investments are recognised in other comprehensive income, until the investments are disposed of or there is objective evidence that the investments are impaired, at which time the cumulative gains or losses previously recognised in other comprehensive income are recognised in profit or loss. Interest calculated using the effective interest method is recognised in profit or loss.

Impairment losses recognised in profit or loss for equity investments classified as available-for-sale financial assets are not subsequently reversed through profit or loss. Impairment losses recognised in profit or loss for debt instruments classified as available-for-sale financial assets are subsequently reversed and recognised in profit or loss if an increase in the fair value of the instruments can be objectively related to an event occurring after the recognition of the impairment loss.

For available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured, they are measured at cost less any impairment losses.

### 4. 主要會計政策(續)

#### (h) 可供出售財務資產

投資按交易日期基準確認及撤銷確認(其中投資之買賣乃根據其條款規定須於有關市場確定之時限內交付投資之合約進行),並初步按公平值加直接應佔交易成本計量。

可供出售財務資產為並非分類為貿易及其他應收賬款、持有至到期日之投資或透過損益按公平值計算之財務資產之非衍生工具財務資產。可供出售財務資產其後按公平值計量。該等投資公平值變動產生之損益於其他全面收益確認,直至投資出售或有客觀跡象顯示投資出現減值,其時先前於其他全面收益確認之累積損益於損益確認。利用實際利率法計算之利息於損益確認。

於分類為可供出售財務資產之股權投資損益內確認之減值虧損其後不會透過損益撥回。倘分類為可供出售財務資產之債務工具之公平值增加與確認減值虧損後發生之某一事件有關,則於有關工具損益內確認之減值虧損其後會撥回及於損益內確認。

非上市證券投資指在活躍市場並無市場報價,且未能可靠衡量公平值的備供出售股本投資,按成本減任何減值虧損計算。

## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (i) Trade and other receivables

Trade and other receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less allowance for impairment. An allowance for impairment of trade and other receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of receivables. The amount of the allowance is the difference between the receivables' carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate computed at initial recognition. The amount of the allowance is recognised in profit or loss.

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

### 4. 主要會計政策 (續)

#### (i) 應收貿易及其他賬款

應收貿易及其他賬款乃款項固定或可釐定且於活躍市場並無報價的非衍生財務資產，初步按公平值確認，其後以實際利率法按攤銷成本（減除任何減值撥備）計算。應收貿易及其他賬款的減值撥備抵於出現客觀證據顯示本集團無法按應收賬款的原有條款收回所有到期金額時確認。撥備金額為應收賬款的賬面值與估計未來現金流量現值（按初步確認時計算所得實際利率貼現計算）間差額。撥備金額於損益中確認。

於往後期間，倘應收賬款的可收回金額增加客觀上與確認減值後發生的事項有關，則撥回減值虧損，並於損益中確認，惟於撥回減值當日的應收賬款賬面值不得高於倘並無確認減值而原應出現的攤銷成本。



## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (j) Cash and cash equivalents

For the purpose of the statement of cash flows, cash and cash equivalents represent cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term highly liquid investments which are readily convertible into known amounts of cash and subject to an insignificant risk of change in value. Bank overdrafts which are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents.

#### (k) Financial liabilities and equity instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under HKFRSs. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

#### (l) Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred, and subsequently measured at amortised cost using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

### 4. 主要會計政策（續）

#### (j) 現金及現金等值項目

就現金流量表而言，現金及現金等值項目指銀行及手頭現金、銀行及其他財務機構的活期存款及短期高度流通且可以隨時兌換為已知數額現金的短期投資項目，該等投資項目並無重大價值變動風險。須按要求償還且為本集團現金管理組成部分的銀行透支亦計入現金及現金等值項目。

#### (k) 金融負債及股本工具

金融負債及股本工具是根據所訂立的合同安排內容及香港財務報告準則賦予金融負債和股本工具的定義分類。股本工具是指有證據顯示於扣減其所有負債後本集團資產剩餘權益的任何合同。就指定金融負債及股本工具所採納的會計政策載於下文。

#### (l) 借貸

借貸初步按公平值扣除所產生交易成本確認，其後以實際利率法按攤銷成本計量。

借貸分類為流動負債，除非本集團具無條件權力，遞延負債還款期至報告期起計最少12個月後則作別論。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

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

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (m) Trade and other payables

Trade and other payables are stated initially at their fair value and subsequently measured at amortised cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost.

##### (n) Equity instruments

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

##### (o) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and is recognised when it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably.

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

On-line shopping, advertising and media related service income is recognised when the service is rendered.

Interest income is recognised on a time-proportion basis using the effective interest method.

#### 4. 主要會計政策 (續)

##### (m) 應付貿易及其他賬款

應付貿易及其他賬款初步按公平值列賬，其後則以實際利率法按攤銷成本計算，除非折讓影響輕微，在該情況下，應付貿易及其他賬款則按成本值列賬。

##### (n) 股本工具

本公司發行的股本工具按已收所得款項，扣除直接發行開支入賬。

##### (o) 收入確認

收入乃按已收或應收代價的公平值計量，並於經濟利益可能會流入本集團而收入金額可以可靠釐定時確認。

銷售製成品的收入於擁有權的大部分風險及回報轉移時確認入賬。擁有權轉移通常與貨品交付及擁有權轉讓予客戶的時間相同。

線上購物、廣告及媒體相關服務收入於提供服務時確認。

利息收入按時間比例基準，根據實際利率法確認入賬。

## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (p) Employee benefits

##### (i) Employee leave entitlements

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

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

##### (ii) Pension obligations

The Group contributes to defined contribution retirement schemes which are available to all employees. Contributions to the schemes by the Group and employees are calculated as a percentage of employees' basic salaries. The retirement benefit scheme cost charged to profit or loss represents contributions payable by the Group to the funds.

##### (iii) Termination benefits

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

### 4. 主要會計政策(續)

#### (p) 僱員福利

##### (i) 僱員應享假期

僱員的年假及長期服務假期於賦予僱員時確認。截至報告期末止已就僱員因所提供服務享有的年假及長期服務假期的估計負債作出撥備。

僱員病假及產假於僱員休假時始確認。

##### (ii) 退休金責任

本集團向適用於所有僱員之界定供款退休計劃作出供款。本集團及僱員向該等計劃之供款按僱員基本薪金之百分比計算。於損益表支銷之退休福利計劃成本乃本集團應向該等基金支付之供款。

##### (iii) 終止福利

終止僱用福利僅於本集團具備正式而詳細的方案及不可能撤回方案的情況下，明確顯示終止聘用或因採取自願離職措施而提供福利時，方予確認。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

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

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (q) Share-based payments

The Group issues equity-settled share-based payments to certain directors, employees and consultants.

Equity-settled share-based payments to directors and employees are measured at fair value (excluding the effect of non market-based vesting conditions) of the equity instruments at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest and adjusted for the effect of non market-based vesting conditions.

Equity-settled share-based payments to consultants are measured at fair value of the services rendered or if the fair value of the services rendered cannot be reliably measured, at the fair value of the equity instruments granted. The fair value is measured at the date the Group receives the services and recognised as expense.

##### (r) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

#### 4. 主要會計政策 (續)

##### (q) 以股本支付款項

本集團向若干董事、僱員及顧問發放以股本支付款項。

向董事及僱員之股本支付款項於授出日期以公平值計量(不包括非市場歸屬條件之影響)。按以股本支付款項授出日期支付之公平值,乃根據本集團估計購股權最終歸屬及就非市場歸屬條件調整,按歸屬期以直線法作為代價而釐定。

向顧問以股本支付款項以提供服務之公平值計量,或所提供的服務公平值不能可靠計量,以授出股本工具公平值計量。公平值乃於本集團接獲服務及確認為費用之日計量。

##### (r) 借款成本

收購、興建或生產合資格資產(即須要一段時間才可供擬定用途或銷售的資產)直接應佔的借款成本作為該等資產的成本撥充資本,直至資產差不多可供擬定用途或銷售為止。有待用於合資格資產的開支的特定借款暫時投資所賺取的投資收益將從合資格作撥充資本的借款成本扣除。

## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (r) Borrowing costs (Continued)

To the extent that funds are borrowed generally and used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalisation is determined by applying a capitalisation rate to the expenditures on that asset. The capitalisation rate is the weighted average of the borrowing costs applicable to the borrowings of the Group that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset.

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

#### (s) Taxation

Income tax represents the sum of the current tax and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit recognised in profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

### 4. 主要會計政策 (續)

#### (r) 借款成本 (續)

就一般借入及用作獲取合資格資產的資金而言，合資格撥充資本的借款成本款額是就有關資產的開支使用撥充資本利率而釐定。撥充資本利率是適用於本集團於期內仍未償還的借款之借款成本平均加權數(為了獲取合資格資產而特別作出的借款除外)。

所有其他借款成本於產生期間在損益中確認。

#### (s) 稅項

所得稅指流動稅項及遞延稅項的總和。

流動稅項乃按年內應課稅溢利計算。由於應課稅溢利不包括其他年度應課稅或可扣稅收入或開支，並且不包括毋須課稅或不可扣稅的項目，故與損益確認的溢利不同。本集團的流動稅項負債乃按報告期末時已頒佈或實際上已頒佈的稅率計算。



## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (s) Taxation (Continued)

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

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

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

### 4. 主要會計政策 (續)

#### (s) 稅項 (續)

遞延稅項就財務報表內資產及負債賬面值與計算應課稅溢利所用相應稅基兩者間差異確認。遞延稅務負債一般會就所有應課稅暫時差額確認，而遞延稅務資產乃於可能出現應課稅溢利，以致可扣稅暫時差額、未動用稅務虧損或未動用稅務抵免可予動用時確認。倘因初步確認一項既不影響應課稅溢利亦不影響會計溢利的交易（業務合併除外）中其他資產或負債引致暫時差額，則不會確認該等資產及負債。

遞延稅項負債就於附屬公司的投資產生的應課稅暫時差額確認，惟倘本集團能夠控制暫時差額的撥回且暫時差額不會於可見將來撥回則作別論。

遞延稅項資產的賬面值於各報告期末檢討，並於不再可能有足夠應課稅溢利以供收回全部或部分資產時減少。

## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (s) Taxation (Continued)

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised in profit or loss, except when it relates to items recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

#### (t) Related parties

A party is related to the Group if:

- (i) directly or indirectly through one or more intermediaries, the party controls, is controlled by, or is under common control with, the Group; has an interest in the Group that gives it significant influence over the Group; or has joint control over the Group;
- (ii) the party is an associate;
- (iii) the party is a joint venture;

### 4. 主要會計政策 (續)

#### (s) 稅項 (續)

遞延稅項乃按預期於負債清償或資產變現期間適用的稅率計算，以報告期末已頒佈或實際上已頒佈的稅率為依據。遞延稅項乃於損益確認，惟遞延稅項與其他全面收益或直接計入權益的項目有關則除外，在此情況下，遞延稅項亦會於其他全面收益或直接於權益內確認。

遞延稅項資產及負債於可依法以流動稅項資產與流動稅項負債抵銷時，及於該等遞延稅項資產及負債乃與同一稅項機關徵收的所得稅相關且本集團擬以淨額結清其流動稅項資產及負債時抵銷。

#### (t) 關連人士

任何一方如屬以下情況，即視為本集團的關連人士：

- (i) 透過一家或多家中介公司，直接或間接控制本集團、受本集團控制或與本集團受同一方控制；於本集團擁有權益，並可藉該權益對本集團行使重大影響力；或共同控制本集團；
- (ii) 為聯營公司；
- (iii) 為合營企業；

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

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

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (t) Related parties (Continued)

- (iv) the party is a member of the key management personnel of the Company or its parent;
- (v) the party is a close member of the family of any individual referred to in (i) or (iv);
- (vi) the party is an entity that is controlled, jointly controlled or significantly influenced by or for which significant voting power in such entity resides with, directly or indirectly, any individual referred to in (iv) or (v); or
- (vii) the party is a post-employment benefit plan for the benefit of employees of the Group, or of any entity that is a related party of the Group.

##### (u) Operating segments

Operating segments are identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker in order to allocate resources to the segment and to assess its performance.

#### 4. 主要會計政策 (續)

##### (t) 關連人士 (續)

- (iv) 為本公司或其母公司的主要管理人員之一；
- (v) 為(i)或(iv)所述任何人士的近親；
- (vi) 為直接或間接受(iv)或(v)所述任何人士控制或共同控制，或(iv)或(v)所述任何人士直接或間接對其行使重大影響力或擁有重大表決權的實體；或
- (vii) 為本集團或屬於其關連人士的任何實體的僱員福利而設的終止僱用後福利計劃。

##### (u) 經營分部

經營分部乃根據有關本集團各組成部分的內部報告識別，而這由首席營運決策人定期檢討，以分配資源至有關分部及評估有關表現。

## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (v) Impairment of assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets except goodwill, inventories and receivables to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of any impairment loss. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

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

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

### 4. 主要會計政策(續)

#### (v) 資產減值

於各報告期末時，本集團均會審閱其有形和無形資產(商譽、存貨及應收賬款除外)的賬面值，以釐定是否有任何跡象顯示該等資產已出現減值虧損。如有任何減值情況，則會估計資產的可收回金額，以釐定減值虧損的程度。如不可能估計個別資產的可收回金額，則本集團估計資產所屬現金產生單位的可收回金額。

可收回金額為公平值(減去出售成本)與使用價值兩者中的較高者。在評估使用價值時，估計未來現金流量乃採用足以反映市場現時對金錢時值及資產特定風險評估的稅前貼現率貼現至現值。

倘資產或現金產生單位的可收回金額估計將少於賬面值，則資產或現金產生單位的賬面值減至其可收回金額。減值虧損於損益中確認，除非有關資產乃按重估數額列賬則除外，在該情況下，減值虧損會被視為重估減值。

## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (v) Impairment of assets (Continued)

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

#### (w) Provisions and contingent liabilities

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

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

### 4. 主要會計政策 (續)

#### (v) 資產減值 (續)

倘減值虧損其後撥回，則資產或現金產生單位的賬面值會增加至所估算的經修訂可收回金額，惟按此增加的賬面值不得高於假設過往年度並無就資產或現金產生單位確認減值虧損而原應已釐定的賬面值（扣除攤銷或折舊）。所撥回的減值虧損即時於損益中確認，除非有關資產乃按重估款額列賬則除外，在該情況下，所撥回減值虧損被視為重估增加。

#### (w) 撥備及或然負債

倘因已發生的事件而導致本集團須對若干時間或款額無法確定的負債承擔法律責任或推定責任，並可能須撥付經濟利益以解決有關責任，則於能可靠估計就此涉及的款額時加以確認。若金錢時間值的影響重大，有關撥備須按預期解決有關責任的開支現值呈列。

在未能肯定是否會導致撥付經濟利益，或有關款額未能可靠估計下，有關責任則以或然負債形式披露，除非導致撥付經濟利益的可能性極低，則作別論。可能承擔的責任（其存在與否只能藉一項或多項未來事件發生與否確定）亦以或然負債形式披露，除非導致撥付經濟利益的可能性極低，則作別論。



## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (x) Events after the reporting period

Events after the reporting period that provide additional information about the Group's position at the end of the reporting period or those that indicate the going concern assumption is not appropriate are adjusting events and are reflected in the financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to the financial statements when material.

### 5. CRITICAL JUDGEMENTS AND KEY ESTIMATES

#### Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

#### (a) Property, plant and equipment and depreciation

The Group determines the estimated useful lives, residual values and related depreciation charges for the Group's property, plant and equipment. This estimate is based on the historical experience of the actual useful lives and residual values of property, plant and equipment of similar nature and functions. The Group will revise the depreciation charge where useful lives and residual values are different to those previously estimated, or it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or sold.

### 4. 主要會計政策(續)

#### (x) 報告期後事項

可就本集團於報告期末的狀況提供額外資料或顯示持續經營假設並不適當的報告期後事項為調整事項，於財務資料反映。並非屬於調整事項的報告期後事項，倘屬重大時則於財務資料附註披露。

### 5. 重要判斷及主要估計

#### 估計不確定性的主要來源

下文討論有關未來的主要假設及於報告期末時估計不確定性的其他主要來源，而該等假設及不確定性存在導致下一財政年度的資產及負債賬面值須作出重大調整的重大風險。

#### (a) 物業、廠房及設備及折舊

本集團自行釐定其物業、廠房及設備的估計可使用年期、餘值及相關折舊開支。該等估計乃根據類似性質及功能的物業、廠房及設備的實際可使用年期及餘值的過往經驗作出。當可使用年期及餘值與先前估計不同時，本集團將修訂折舊開支，或將已棄用或出售技術過時或非策略資產作出撇銷或撇減。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

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

#### 5. CRITICAL JUDGEMENTS AND KEY ESTIMATES

(Continued)

##### (b) Income taxes

The Group is subject to income taxes in several jurisdictions. Significant estimates are required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

##### (c) Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating unit to which goodwill has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. Details of the value in use calculation are provided in note 19 to the financial statements.

#### 5. 重要判斷及主要估計 (續)

##### (b) 所得稅

本集團須繳納數個司法管轄權區的所得稅。在釐定所得稅撥備時，須作出重大估計。在日常業務中許多交易及計算均難以明確釐定最終稅項。倘該等交易的最終稅務結果與初步入賬金額不同，該等差額將影響稅務釐定期內所得稅及遞延稅項撥備。

##### (c) 商譽減值

釐定商譽有否減值需估計獲分配商譽之現金產生單位之使用價值。在計算使用價值時，本集團需估計該現金產生單位產生之未來現金流量，並以適當之貼現率計算其現值。有關計算使用價值詳情，請於財務報表附註19提供。

## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

### 5. CRITICAL JUDGEMENTS AND KEY ESTIMATES

(Continued)

#### (d) Impairment loss for bad and doubtful debts

The Group makes impairment loss for bad and doubtful debts based on assessments of the recoverability of the trade and other receivables, including the current creditworthiness and the past collection history of each debtor. Impairments arise where events or changes in circumstances indicate that the balances may not be collectible. The identification of bad and doubtful debts requires the use of judgement and estimates. Where the actual result is different from the original estimate, such difference will impact the carrying value of the trade and other receivables and doubtful debt expenses in the year in which such estimate has been changed.

#### (e) Allowance for slow-moving inventories

Allowance for slow-moving inventories is made based on the ageing and estimated net realisable value of inventories. The assessment of the allowance amount involves judgement and estimates. Where the actual outcome in future is different from the original estimate, such difference will impact the carrying value of inventories and allowance charge/write-back in the period in which such estimate has been changed.

#### (f) Impairment of available-for-sale financial assets

The Group assesses at the end of each reporting period whether there is any objective evidence that the Group's available-for-sale financial assets are impaired. An impairment loss of approximately HK\$43,325,000 was made during the year ended 31 December 2010, details of which are set out in note 21 to the financial statements.

### 5. 重要判斷及主要估計(續)

#### (d) 呆壞賬減值虧損

本集團根據對貿易及其他應收賬款可收回程度(包括各債務人當前信用狀況及過往付款記錄)的評估,作出呆壞賬撥備。倘有事件或情況有變顯示餘額可能無法收回時,將出現減值。識別是否出現呆壞賬需要作出判斷及估計。倘實際結果有別於原本估計時,該差額將影響該項估計有所變動年度內的應收貿易及其他應收賬款的賬面值以及呆壞賬開支。

#### (e) 滯銷存貨撥備

滯銷存貨乃根據存貨賬齡及估計可變現淨值作出撥備。撥備金額的評估涉及判斷及估計。倘日後實際結果有別於原來估計,該等差額將影響估計變動的期間內存貨的賬面值及撥備開支/撥回。

#### (f) 可供出售財務資產之減值

本集團於各報告期末評估有否任何客觀證據表明本集團之可供出售財務資產出現減值。截至二零一零年十二月三十一日止年度,作出約港幣43,325,000元減值虧損,其詳情載於財務報表內附註21。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

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

#### 5. CRITICAL JUDGEMENTS AND KEY ESTIMATES

(Continued)

##### (g) Fair values of plant and machinery

The Group appointed an independent professional valuer to assess the fair values of the plant and machinery. In determining the fair values, the valuer has utilised a method of valuation which involves certain estimates. The directors have exercised their judgement and are satisfied that the method of valuation is reflective of the current market conditions.

#### 6. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: foreign currency risk, credit risk, liquidity risk and interest rate risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

##### (a) Foreign currency risk

The Group has minimal exposure to foreign currency risk as most of its business transactions, assets and liabilities are principally denominated in Hong Kong dollars and Renminbi ("RMB") which are the functional currencies of the principal operating entities of the Group. The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

#### 5. 重要判斷及主要估計 (續)

##### (g) 廠房及機器公平值

本集團委聘獨立專業估值師評估廠房及機器的公平值。在釐定公平值時，估值師使用涉及若干估計的估值方法。董事已作出判斷，信納估值方法能反映現時的市況。

#### 6. 財務風險管理

本集團之業務承受各種財務風險：外匯風險、信貸風險、流動資金風險及利率風險。本集團之整體風險管理項目集中於金融市場不可預測之特性，並尋求將對本集團財務表現之潛在不利影響減至最低。

##### (a) 外匯風險

本集團大部份業務交易、資產及負債均以港元及人民幣（本集團主要營運實體之功能性貨幣）計值，故本集團並無重大外匯波動風險。本集團現時並無有關外匯交易、資產及負債的外匯對沖政策。本集團會嚴密監控相關外匯風險，並於有需要時考慮對沖重大的外匯風險。

## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

### 6. FINANCIAL RISK MANAGEMENT (Continued)

#### (b) Credit risk

The carrying amount of the bank and cash balances including pledged bank deposits, trade and other receivables and amount due from a related company included in the statement of financial position represents the Group's maximum exposure to credit risk in relation to the Group's financial assets.

The Group has no significant concentrations of credit risk.

It has policies in place to ensure that sales are made to customers with an appropriate credit history. Amount due from a related company is closely monitored by the directors.

The credit risk on bank and cash balances is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

The Group's credit risk is primarily attributable to its trade and other receivables. In order to minimise credit risk, the directors review the recoverable amount of each individual debt regularly to ensure that adequate impairment losses are recognised for irrecoverable debts. In this regard, the directors consider that the Group's credit risk is significantly reduced.

### 6. 財務風險管理(續)

#### (b) 信貸風險

於財務狀況表中所示的銀行及現金結存(包括已抵押銀行存款)、應收貿易及其他賬款、應收關連公司款項之賬面值,為本集團有關金融資產所面臨的最高信貸風險。

本集團並無高度集中之信貸風險。

本集團訂有政策,確保向具合適信貸紀錄之客戶作出銷售。董事會嚴密監控應收關連公司款項。

由於交易對方為國際信貸評級機構評定為高信貸評級之銀行,故銀行及現金結存之風險有限。

本集團之信貸風險主要存在於應收貿易及其他賬款。為減低信貸風險,董事定期檢討各項債務之可收回金額,確保已為不可收回債務確認足夠減值虧損。就此而言,董事認為,本集團之信貸風險已大幅減少。



## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

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

#### 6. FINANCIAL RISK MANAGEMENT (Continued)

##### (c) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

The maturity analysis of the Group's financial liabilities is as follows:

		Less than 1 year 少於一年 HK\$'000 港幣千元
<b>At 31 December 2010</b>	<b>於二零一零年十二月三十一日</b>	
Trade and other payables	應付貿易及其他賬款	18,460
Promissory notes	承付票據	12,503
<b>At 31 December 2009</b>	<b>於二零零九年十二月三十一日</b>	
Trade and other payables	應付貿易及其他賬款	25,595
Promissory notes	承付票據	12,503

##### (d) Interest rate risk

The Group's bank deposits and promissory notes bear interest at fixed interest rates and therefore are subject to fair value interest rate risks.

Except as stated above, the Group has no other significant interest-bearing assets and liabilities, the Group's income and operating cash flows are substantially independent of changes in market interest rates.

#### 6. 財務風險管理 (續)

##### (c) 流動資金風險

本集團之政策是定期監察即期及預期流動資金所需，以確保集團維持充裕的現金儲備以應付其短期及長期流動資金需求。

本集團金融負債的到期日分析如下：

##### (d) 利率風險

本集團的銀行存款及承付票據按固定利率收取利息，因須面對公平值利率風險。

除上文所列者外，本集團並無其他重大付息資產及負債，本集團的收入及經營活動產生之現金大致上獨立於市場利率的變動。

## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

### 6. FINANCIAL RISK MANAGEMENT (Continued)

### 6. 財務風險管理(續)

#### (e) Categories of financial instruments at 31 December

#### (e) 於十二月三十一日金融工具之類別

		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元 (Restated) (重列)
<b>Financial assets:</b>	<b>金融資產：</b>		
Loans and receivables (including cash and cash equivalents)	貸款及應收賬款(包括現金及現金等值項目)	126,831	97,787
Available-for-sale financial assets	可供出售財務資產	—	43,325
<b>Financial liabilities:</b>	<b>金融負債：</b>		
Financial liabilities at amortised cost	按攤銷成本計值之金融負債	30,860	37,995

#### (f) Fair values

Except as disclosed in note 21 to the financial statements, the carrying amounts of the Group's financial assets and financial liabilities as reflected in the consolidated statement of financial position approximate their respective fair values.

#### (f) 公平值

除財務報表附註21所披露者外，本集團於綜合財務狀況表中所示之金融資產及金融負債賬面值與其各自的公平值相若。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

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

#### 7. TURNOVER

The Group's turnover which represents sales of goods to customers and revenue from provision of on-line shopping, advertising and media related services are as follows:

Sales of goods	貨品銷售
On-line shopping, advertising and media related service income	線上購物、廣告及媒體相關服務收入

#### 7. 營業額

本集團之營業額，即對客戶之貨品銷售及提供線上購物、廣告及媒體相關服務之收入分析如下：

2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
93,883	85,355
4,024	762
<b>97,907</b>	<b>86,117</b>

#### 8. OTHER INCOME

Bank interest income	銀行利息收入
Other loan interest income	其他貸款利息收入
Interest on promissory notes written back	撥回承付票據利息
Net foreign exchange gains	外匯收益淨額
Gain on disposal of available-for-sale financial assets	出售可供出售財務資產之收益
Sundry income	雜項收入

#### 8. 其他收益

2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
12	11
8	832
248	248
18	—
—	1,035
106	109
<b>392</b>	<b>2,235</b>

## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

### 9. SEGMENT INFORMATION

The Group has two reportable segments as follows:

Ceramic blanks and ferrules	–	Manufacturing and trading of ceramic blanks and ferrules
On-line shopping and advertising	–	Provision of on-line shopping, advertising and media related services

The Group's reportable segments are strategic business units that offer different products and services. They are managed separately because each business requires different technology and marketing strategies.

The Group's other operating segment includes general trading business. This segment does not meet any of the quantitative thresholds for determining reportable segment. The information of this other operating segment is included in the 'others' column.

The accounting policies of the operating segments are the same as those described in note 4 to the financial statements. Segment profits or losses do not include other income, finance costs, impairment of available-for-sale financial assets, gain on disposal of subsidiaries, gain on disposal of available-for-sale financial assets and corporate administrative and other operating expenses. Segment assets do not include goodwill, available-for-sale financial assets and other assets for general administrative use. Segment liabilities do not include promissory notes and other liabilities for general administrative use.

### 9. 分部資料

下列為本集團兩個可報告分部：

陶瓷素材及套圈	–	製造及銷售陶瓷素材及套圈
線上購物及廣告	–	提供線上購物、廣告及媒體相關服務

本集團之可報告分部乃提供不同產品及服務之策略性業務單位。由於各項業務要求不同之技術及市場策略，因此分開獨立管理。

本集團之其他經營分部包括一般銷售業務。此分部並不符合以量計釐定可報告分部的標準。有關此其他經營分部之資料已包括於「其他」欄內。

經營分部之會計政策與財務報表附註4所述者相同。分部溢利或虧損並不包括其他收益、財務成本、可供出售財務資產之減值、出售附屬公司收益、出售可供出售財務資產之收益及企業行政及其他經營費用。分部資產並不包括商譽、可供出售財務資產及其他供一般行政使用之資產。分部負債並不包括承付票據及其他供一般行政使用之負債。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

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

#### 9. SEGMENT INFORMATION (Continued)

Information about reportable segment profit or loss, assets and liabilities:

#### 9. 分部資料 (續)

可報告分部損益、資產及負債之有關資料：

		Ceramic blanks and ferrules 陶瓷素材 及套圈 HK\$'000 港幣千元	On-line shopping and advertising 線上購物及廣告 HK\$'000 港幣千元	Others 其他 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
<b>Year ended 31 December 2010</b>	<b>截至二零一零年 十二月三十一日 止年度</b>				
Revenue from external customers	來自外界客戶之收益	91,676	4,024	2,207	97,907
Segment profit/(loss)	分部溢利/(虧損)	2,355	(6,295)	(1,318)	(5,258)
Depreciation	折舊	8,518	600	108	9,226
Income tax expense	所得稅費用	4,049	-	-	4,049
Other material non-cash items:	其他重大非現金 項目：				
Additions to segment non-current assets	添置分部非流動資產	-	1,591	-	1,591
<b>As at 31 December 2010</b>	<b>於二零一零年 十二月三十一日</b>				
Segment assets	分部資產	85,908	2,673	178	88,759
Segment liabilities	分部負債	35,616	956	40	36,612



## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

### 9. SEGMENT INFORMATION (Continued)

Information about reportable segment profit or loss, assets and liabilities: (Continued)

### 9. 分部資料(續)

可報告分部損益、資產及負債之有關資料：  
(續)

		Ceramic blanks and ferrules 陶瓷素材及套圈 HK\$'000 港幣千元 (Restated) (重列)	On-line shopping and advertising 線上購物及廣告 HK\$'000 港幣千元 (Restated) (重列)	Others 其他 HK\$'000 港幣千元 (Restated) (重列)	Total 總計 HK\$'000 港幣千元 (Restated) (重列)
Year ended 31 December 2009	截至二零零九年 十二月三十一日 止年度				
Revenue from external customers	來自外界客戶之收益	83,830	762	1,525	86,117
Segment profit/(loss)	分部溢利/(虧損)	3,411	(1,434)	(736)	1,241
Depreciation	折舊	9,347	100	118	9,565
Income tax expense	所得稅費用	5,018	–	–	5,018
Other material non-cash items:	其他重大非現金 項目：				
Additions to segment non-current assets	添置分部非流動資產	–	1,216	61	1,277
As at 31 December 2009	於二零零九年 十二月三十一日				
Segment assets	分部資產	123,813	1,204	249	125,266
Segment liabilities	分部負債	40,088	–	–	40,088

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

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

#### 9. SEGMENT INFORMATION (Continued)

Reconciliations of reportable segment profit or loss, assets and liabilities:

#### 9. 分部資料 (續)

可報告分部損益、資產及負債之對賬：

		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元 (Restated) (重列)
<b>Profit or loss</b>	<b>溢利或虧損</b>		
Total profit or loss of reportable segments	可報告分部損益總值	<b>(5,258)</b>	1,241
Gain on disposal of available-for-sale financial assets	出售可供出售財務資產之收益	-	1,035
Impairment of available-for-sale financial assets	可供出售財務資產減值	<b>(43,325)</b>	-
Gain on disposal of subsidiaries	出售附屬公司收益	<b>903</b>	-
Other profit or loss	其他溢利或虧損	<b>(9,590)</b>	(6,162)
		<b>(57,270)</b>	(3,886)
<b>Assets</b>	<b>資產</b>		
Total assets of reportable segments	可報告分部資產總值	<b>88,759</b>	125,266
Goodwill	商譽	<b>75,343</b>	75,343
Available-for-sale financial assets	可供出售財務資產	-	43,325
Other assets	其他資產	<b>98,492</b>	70,823
		<b>262,594</b>	314,757
<b>Liabilities</b>	<b>負債</b>		
Total liabilities of reportable segments	可報告分部負債總值	<b>36,612</b>	40,088
Promissory notes	承付票據	<b>12,400</b>	12,400
Other liabilities	其他負債	<b>15,249</b>	20,571
		<b>64,261</b>	73,059

## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

### 9. SEGMENT INFORMATION (Continued)

#### Geographical information:

		Revenue 收益		Non-current assets 非流動資產	
		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Hong Kong	香港	5,996	2,287	76,461	76,708
People's Republic of China (the "PRC") except Hong Kong	中華人民共和國 (「中國」)(香港除外)	91,911	83,830	37,831	77,434
Consolidated total	綜合總值	97,907	86,117	114,292	154,142

In presenting the geographical information, revenue is based on the locations of the customers.

#### Revenue from major customers:

		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Ceramic blanks and ferrules	陶瓷素材及套圈		
Customer a	客戶a	24,673	12,893
Customer b	客戶b	16,255	—

### 9. 分部資料(續)

#### 地區資料:

呈列地區資料時，收益乃以客戶所在地點為基準。

#### 來自主要客戶之收益:

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

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

#### 10. FINANCE COSTS

#### 10. 財務成本

		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Interest on promissory notes	承付票據利息	248	248
Interest on other loans and advances	其他貸款及墊款利息	194	254
		<b>442</b>	<b>502</b>

#### 11. INCOME TAX EXPENSE

#### 11. 所得稅費用

		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元 (Restated) (重列)
Current tax – PRC Enterprise Income Tax Provision for the year	即期稅項－中國企業所得稅 年內撥備	4,301	4,790
Deferred tax (note 27)	遞延稅項(附註27)	(252)	228
Income tax expense	所得稅費用	<b>4,049</b>	<b>5,018</b>

No provision for Hong Kong Profits Tax is required since the Group has no assessable profit for the year (2009: Nil).

由於本集團於本年度並無應課稅溢利(二零零九年：無)，故毋須為香港利得稅作出任何撥備。

## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

### 11. INCOME TAX EXPENSE (Continued)

Tax charge on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Group operates, base on existing legislation, interpretation and practices in respect thereof.

The reconciliation between the income tax expense and the product of (loss)/profit before tax multiplied by the Hong Kong Profits Tax rate is as follows:

### 11. 所得稅費用(續)

其他地區之應課稅溢利稅項乃按本集團經營業務所在國家之現行稅率，並根據當地現行法規、詮釋及慣例計算。

下列為所得稅費用與除稅前(虧損)/溢利乘以香港利得稅率所得積數之對賬：

		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元 (Restated) (重列)
(Loss)/profit before tax	除稅前(虧損)/溢利	<b>(53,221)</b>	1,132
Tax at the domestic income tax rate of 16.5% (2009: 16.5%)	按本地所得稅率16.5%計算之稅項(二零零九年: 16.5%)	<b>(8,781)</b>	187
Tax effect of income that is not taxable	毋須課稅收入之稅務影響	<b>(44)</b>	(6)
Tax effect of expenses that are not deductible	不可扣稅開支之稅務影響	<b>10,289</b>	1,891
Tax effect of other temporary differences not recognised	未確認暫時差異之稅務影響	<b>(12)</b>	34
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	<b>1,328</b>	1,283
Effect of different tax rates of subsidiaries	附屬公司不同稅率之影響	<b>1,269</b>	1,629
Income tax expense	所得稅費用	<b>4,049</b>	5,018



## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

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

#### 12. LOSS FOR THE YEAR

The Group's loss for the year is stated after charging the following:

#### 12. 年內虧損

本集團之年內虧損已扣除下列項目：

		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元 (Restated) (重列)
Auditor's remuneration	核數師酬金	600	500
Cost of inventories sold	已出售存貨成本	73,876	63,802
Depreciation	折舊	9,226	9,569
Allowance for inventories (included in cost of inventories sold)	存貨撥備(已計入已出售存貨成本)	4,808	5,175
Allowance for receivables	應收賬項撥備	5,461	-
Operating lease charges in respect of land and buildings	土地及樓宇之經營租賃開支	1,396	1,220
Staff costs including directors' emoluments	員工成本(包括董事酬金)		
Salaries, bonus and allowances	薪金、花紅及津貼	18,560	15,170
Retirement benefit scheme contributions	退休福利計劃供款	885	75
		<b>19,445</b>	<b>15,245</b>

Cost of inventories sold includes staff costs, depreciation and operating lease charges of approximately HK\$16,456,000 (2009 (restated): HK\$20,114,000) which are included in the amounts disclosed separately above.

已出售存貨成本包括員工成本、折舊及經營租賃支出約港幣16,456,000元(二零零九年(重列):港幣20,114,000元),已於上文披露之數額中分別列出。

## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

### 13. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

The emoluments of each director were as follows:

		Fees 袍金		Salaries and allowances 薪金及津貼		Retirement benefit scheme contributions 退休福利計劃供款		Total 總計	
		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
<b>Executive Directors</b>	<b>執行董事</b>								
Mr. Cheng Qing Bo (note (a))	成清波先生 (附註(a))	-	-	-	-	-	-	-	-
Mr. Chung Man Wai	鍾文偉先生	-	-	857	845	12	12	869	857
Mr. Lau Chi Yuen, Joseph	劉智遠先生	650	100	1,836	306	12	-	2,498	406
		<b>650</b>	<b>100</b>	<b>2,693</b>	<b>1,151</b>	<b>24</b>	<b>12</b>	<b>3,367</b>	<b>1,263</b>
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>								
Mr. Fung Chan Man, Alex	馮燦文先生	60	60	-	-	-	-	60	60
Mr. Lee Chung Mong, John	李春茂先生	60	60	-	-	-	-	60	60
Mr. Tam Wing Kin	譚榮健先生	60	60	-	-	-	-	60	60
		<b>180</b>	<b>180</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>180</b>	<b>180</b>
		<b>830</b>	<b>280</b>	<b>2,693</b>	<b>1,151</b>	<b>24</b>	<b>12</b>	<b>3,547</b>	<b>1,443</b>

Note:

(a) Resigned on 15 May 2009.

There was no arrangement under which a director waived or agreed to waive any emoluments during the year (2009: Nil).

附註:

(a) 於二零零九年五月十五日辭任。

年內並無任何有關董事放棄或同意放棄任何酬金之安排(二零零九年:無)。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

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

#### 13. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

(Continued)

The five highest paid individuals in the Group during the year included 2 (2009: 2) directors whose emoluments are reflected in the analysis presented above. The emoluments of the remaining 3 (2009: 3) individuals are set out below:

Basic salaries and allowances	基本薪金及津貼
Retirement benefit scheme contributions	退休福利計劃供款

#### 13. 董事及僱員薪酬 (續)

年內，本集團五名最高薪酬人士中，兩名為本公司董事（二零零九年：兩名），其酬金詳情已於上文之分析中呈列。其餘三名（二零零九年：三名）最高薪酬僱員之薪酬如下：

2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元 (Restated) (重列)
1,225	676
30	26
<b>1,255</b>	<b>702</b>

The emoluments fell within the following band:

Nil to HK\$1,000,000	港幣零元至港幣1,000,000元
----------------------	-------------------

有關薪酬屬以下範疇：

#### Number of individuals 人士數目

2010 二零一零年	2009 二零零九年
<b>3</b>	<b>3</b>

During the year, no emoluments were paid by the Group to any of the directors or the highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office (2009: Nil).

年內，本集團並無向任何董事或最高薪酬僱員支付酬金，作為加入本集團之聘金或離職補償金（二零零九年：無）。

## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

### 14. LOSS FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY

The loss for the year attributable to owners of the Company included a loss of approximately HK\$113,718,000 (2009: HK\$5,560,000) which has been dealt with in the financial statements of the Company.

### 15. DIVIDENDS

The directors do not recommend the payment of any dividend for the year ended 31 December 2010 (2009: Nil).

### 16. LOSS PER SHARE

#### Basic loss per share

The calculation of basic loss per share attributable to owners of the Company is based on the loss for the year attributable to owners of the Company of approximately HK\$55,196,000 (2009 (restated): HK\$2,821,000) and the weighted average number of ordinary shares of 1,893,562,668 (2009 (restated): 1,609,274,670) in issue during the year.

#### Diluted loss per share

No diluted loss per share are presented as the Company did not have any dilutive potential ordinary share during the two years ended 31 December 2010.

### 14. 本公司擁有人應佔年內虧損

公司擁有人應佔年內虧損包括已計入本公司財務報表之虧損約港幣113,718,000元(二零零九年:港幣5,560,000元)。

### 15. 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任何股息(二零零九年:無)。

### 16. 每股虧損

#### 每股基本虧損

本公司擁有人應佔每股基本虧損乃根據本公司擁有人應佔之年度虧損約港幣55,196,000元(二零零九年(重列):港幣2,821,000元)及於年內發行之普通股之加權平均數1,893,562,668股(二零零九年(重列):1,609,274,670股)計算。

#### 每股攤薄虧損

由於本公司於截至二零一零年十二月三十一日止兩個年度並無任何可攤薄之普通股,故並無每股攤薄虧損。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

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

#### 17. OTHER COMPREHENSIVE INCOME

Tax effects relating to each component of other comprehensive income for the year:

#### 17. 其他全面收益

有關年內其他全面收益各部分之稅務影響：

	2010 二零一零年			2009 二零零九年		
	Amount before tax 除稅前金額 HK\$'000 港幣千元	Tax 稅項 HK\$'000 港幣千元	Amount after tax 除稅後金額 HK\$'000 港幣千元	Amount before tax 除稅前金額 HK\$'000 港幣千元 (Restated) (重列)	Tax 稅項 HK\$'000 港幣千元 (Restated) (重列)	Amount after tax 除稅後金額 HK\$'000 港幣千元 (Restated) (重列)
Exchange differences on translating foreign operations 換算海外業務所產生之匯兌差額	1,335	-	1,335	(177)	-	(177)
(Deficit)/surplus on revaluation of property, plant and equipment 重估物業、廠房及設備之(虧絀)/盈餘	(32,102)	8,026	(24,076)	1,808	(452)	1,356
Other comprehensive income for the year 年內其他全面收益	(30,767)	8,026	(22,741)	1,631	(452)	1,179



## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

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

#### 18. PROPERTY, PLANT AND EQUIPMENT

#### 18. 物業、廠房及設備

		Group 本集團			Total 總額 HK\$'000 港幣千元
		Leasehold improvements 租賃物業裝修 HK\$'000 港幣千元	Plant and machinery 廠房及機器 HK\$'000 港幣千元	Furniture, fixtures and office equipment 傢俬、裝置及 辦公室設備 HK\$'000 港幣千元	
<b>Cost or valuation</b>	<b>成本值或估值</b>				
At 1 January 2009	於二零零九年一月一日	1,479	84,973	769	87,221
Acquisition of subsidiaries	收購附屬公司	121	-	1,090	1,211
Additions	增添	60	-	7	67
Disposals	出售	(1,213)	-	(708)	(1,921)
Surplus on revaluation	重估盈餘	-	(7,539)	-	(7,539)
At 31 December 2009 and 1 January 2010	於二零零九年 十二月三十一日及 二零一零年一月一日	447	77,434	1,158	79,039
Disposal of subsidiaries (note 31)	出售附屬公司(附註31)	(325)	-	(50)	(375)
Additions	增添	368	-	1,223	1,591
Deficit on revaluation	重估虧絀	-	(40,620)	-	(40,620)
Exchange differences	匯兌差額	9	-	19	28
At 31 December 2010	於二零一零年 十二月三十一日	499	36,814	2,350	39,663
<b>Accumulated depreciation and impairment</b>	<b>累計折舊及減值</b>				
At 1 January 2009	於二零零九年一月一日	1,220	-	719	1,939
Charge for the year	年內開支	116	9,347	106	9,569
Disposals	出售	(1,213)	-	(708)	(1,921)
Write back on revaluation	重估時撥回	-	(9,347)	-	(9,347)
At 31 December 2009 and 1 January 2010	於二零零九年 十二月三十一日及 二零一零年一月一日	123	-	117	240
Charge for the year	年內開支	165	8,518	543	9,226
Disposal of subsidiaries (note 31)	出售附屬公司(附註31)	(214)	-	(21)	(235)
Write back on revaluation	重估時撥回	-	(8,518)	-	(8,518)
Exchange differences	匯兌差額	-	-	1	1
At 31 December 2010	於二零一零年 十二月三十一日	74	-	640	714
<b>Carrying amount</b>	<b>賬面值</b>				
At 31 December 2010	於二零一零年 十二月三十一日	425	36,814	1,710	38,949
At 31 December 2009	於二零零九年 十二月三十一日	324	77,434	1,041	78,799

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

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

#### 18. PROPERTY, PLANT AND EQUIPMENT (Continued)

#### 18. 物業、廠房及設備 (續)

		Group 本集團			
		Leasehold improvements	Plant and machinery	Furniture, fixtures and office equipment	Total
		租賃物業裝修	廠房及機器	傢俬、裝置及 辦公室設備	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元
The analysis of the cost or valuation at 31 December 2010 of the above assets is as follows:	上列資產於二零一零年十二月三十一日之成本值或估值分析如下：				
At cost	按成本值	499	-	2,350	2,849
At valuation 2010	按估值—二零一零年	-	36,814	-	36,814
		<u>499</u>	<u>36,814</u>	<u>2,350</u>	<u>39,663</u>
The analysis of the cost or valuation at 31 December 2009 of the above assets is as follows:	上列資產於二零零九年十二月三十一日之成本值或估值分析如下：				
At cost	按成本值	447	-	1,158	1,605
At valuation 2009	按估值—二零零九年	-	77,434	-	77,434
		<u>447</u>	<u>77,434</u>	<u>1,158</u>	<u>79,039</u>

## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

### 18. PROPERTY, PLANT AND EQUIPMENT (Continued)

The Group's plant and machinery were revalued at 31 December 2010 on the open market value basis by reference to market evidence of recent transactions for similar plant and machinery by Ample Appraisal Limited, an independent firm of chartered surveyors.

The carrying amount of the Group's plant and machinery would have been approximately HK\$9,926,000 (2009: HK\$17,436,000) had they been stated at cost less accumulated depreciation and impairment losses.

### 19. GOODWILL

### 18. 物業、廠房及設備(續)

本集團之廠房及機器按照公開市場價值為基準，由獨立註冊專業測量師豐盛評估有限公司於二零一零年十二月三十一日參照類似廠房及機器近期之市場交易重新估值。

倘以歷史成本減累計折舊及減值虧損列賬，本集團廠房及機器之賬面值將約為港幣9,926,000元(二零零九年：港幣17,436,000元)

### 19. 商譽

		Group 本集團	
		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元 (Restated) (重列)
<b>Cost and carrying amount</b>	<b>成本值及賬面值</b>		
At 1 January	於一月一日	<b>75,343</b>	–
Acquisition of subsidiaries	收購附屬公司	–	75,343
		<hr/>	<hr/>
At 31 December	於十二月三十一日	<b>75,343</b>	75,343
		<hr/>	<hr/>

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

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

#### 19. GOODWILL (Continued)

Goodwill acquired in a business combination is allocated, at acquisition, to the cash-generating unit ("CGU") that is expected to benefit from that business combination. The carrying amount of goodwill had been allocated as follows:

Provision of on-line shopping, advertising and media related services iKanTV	提供線上購物、廣告及媒體相關 服務 愛看電視
--	------------------------------

The recoverable amount of the CGU is determined from value in use calculation. The key assumptions for the value in use calculation are those regarding the discount rate, growth rate and budgeted gross margin and turnover during the period. The Group estimates discount rate using pre-tax rate that reflect current market assessments of the time value of money and the risks specific to the CGU. The growth rate is based on long-term average economic growth rate of the geographical area in which the business of the CGU operates. Budgeted gross margin and turnover are based on past practices and expectations on market development.

#### 19. 商譽 (續)

於業務合併收購之商譽於收購時分配至預期可受惠於業務合併之現金產生單位。已分配之商譽賬面值如下：

Group 本集團	
2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元 (Restated) (重列)
<b>75,343</b>	<b>75,343</b>

現金產生單位之可收回值乃根據使用價值而釐定。計算使用價值所使用的主要假設包括貼現率、增長率及期內之預算毛利率以及營業額。本集團於估算貼現率時使用除稅前貼現率，該貼現率反映目前市場對貨幣時間價值之估計以及與相關現金產生單位有關之特定風險。增長率乃以現金產生單位所經營業務之地區之長期平均經濟增長率為基準。預算毛利率及營業額乃以過往慣例及對市場發展之預期為基準。

## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

### 19. GOODWILL (Continued)

The Group prepares cash flow forecasts derived from the most recent financial budgets approved by the directors for the next five years with the residual period using the growth rate of 3%. This rate does not exceed the average long-term growth rate for the relevant markets. The rate used to discount the forecast cash flows from the Group's activities of provision of on-line shopping, advertising and media related services is 12.93%.

### 20. INVESTMENTS IN SUBSIDIARIES

Unlisted investments, at cost	非上市股份·按成本值
Due from subsidiaries	應收附屬公司款項
Less: impairment losses	減: 減值虧損
Due to a subsidiary	應付一家附屬公司款項
Net carrying amount	賬面淨值

The amounts due from/to subsidiaries are unsecured, interest-free and have no fixed terms of repayment.

### 19. 商譽(續)

本集團擬備現金流之預測乃按照最近由董事批核之五年財務預算以及繼後期間之3%增長率計算。有關比率並未超逾有關市場之平均長期增長率。適用於預測本集團提供線上購物、廣告及媒體相關服務之業務貼現率為12.93%。

### 20. 於附屬公司之投資

		Company 本公司	
		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元 (Restated) (重列)
		<b>10</b>	10
		<b>140,780</b>	120,503
		<b>(46,234)</b>	-
		<b>94,546</b>	120,503
		<b>(843)</b>	-
		<b>93,713</b>	120,513

應收/應付附屬公司款項為無抵押、免息及無固定還款期。



## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

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

#### 20. INVESTMENTS IN SUBSIDIARIES (Continued)

Particulars of the subsidiaries as at 31 December 2010 are as follows:

Name 名稱	Place of incorporation/ registration and operation 註冊成立地點及 營業地區	Issued and paid up capital 已發行及 繳足股本	Percentage of ownership		Principal activities 主要業務
			Directly 直接	Indirectly 間接	
Opcom Holdings (BVI) Limited	The British Virgin Islands ("BVI") 英屬處女群島	1,000 ordinary shares of US\$1 each 每股面值1美元之 1,000股普通股	100%	–	Investment holding 投資控股
Intcera High Tech (BVI) Limited	BVI 英屬處女群島	100 ordinary shares of US\$1 each 每股面值1美元之 100股普通股	100%	–	Investment holding 投資控股
China Post E-Commerce Group Limited 中郵電貿集團有限公司	Hong Kong 香港	10,000 ordinary shares of HK\$1 each 每股面值港幣1元之 10,000股普通股	100%	–	Investment holding and provision of media related services 投資控股及提供廣告及媒體 相關服務
Midas Product Solutions Limited 匯達環球有限公司	Hong Kong 香港	100 ordinary shares of HK\$1 each 每股面值港幣1元之 100股普通股	100%	–	Trading 買賣業務
Rich Palace Limited	BVI 英屬處女群島	1 ordinary share of US\$1 each 每股面值1美元之 1股普通股	–	100%	Inactive 投資控股

#### 20. 於附屬公司之投資 (續)

於二零一零年十二月三十一日附屬公司之詳情如下：

## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

### 20. INVESTMENTS IN SUBSIDIARIES (Continued)

### 20. 於附屬公司之投資(續)

Name 名稱	Place of incorporation/ registration and operation 註冊成立地點及 營業地區	Issued and paid up capital 已發行及 繳足股本	Percentage of ownership		Principal activities 主要業務
			Directly 直接	Indirectly 間接	
Intcera High Tech (HK) Limited 大陶精密科技(香港) 股份有限公司	Hong Kong 香港	100 ordinary shares of HK\$1 each 每股面值港幣1元之 100股普通股	–	100%	Investment holding 投資控股
iKanTV 愛看電視	BVI 英屬處女群島	100 ordinary shares of US\$1 each 每股面值1美元之 100股普通股	–	53%	Investment holding and provision of on-line shopping, advertising and media related services 投資控股及提供線上購物及 廣告及媒體相關服務
HD Production Limited 高清廣播製作有限公司	Hong Kong 香港	100 ordinary shares of HK\$1 each 每股面值港幣1元之 100股普通股	–	27%	Inactive 無營業
*Global Post E-Commerce Trading Limited ("Global Post") 環郵電實貿易(深圳)有限公司 (「環郵」)	PRC 中國	Registered capital of RMB4,000,000 註冊資本人民幣 4,000,000元	–	100%	Provision of on-line shopping services 提供線上購物服務

\* The English name of this company represents management's best efforts in translating the Chinese name of this company as no English name has been registered.

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

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

#### 20. INVESTMENTS IN SUBSIDIARIES (Continued)

Global Post is a wholly-owned foreign enterprise established in the PRC.

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

#### 21. AVAILABLE-FOR-SALE FINANCIAL ASSETS

Unlisted equity securities, at cost  
Less: impairment losses

非上市股本證券·按成本值  
減：減值虧損

Unlisted equity securities were carried at cost less impairment as they do not have a quoted market price in an active market and whose fair value cannot be reliably measured.

#### 20. 於附屬公司之投資 (續)

環郵乃於中國成立之外商獨資企業。

上面列表載列主要影響本集團業績、資產或負債之附屬公司詳情。

#### 21. 可供出售財務資產

		Group 本集團
		2010 二零一零年 HK\$'000 港幣千元
		2009 二零零九年 HK\$'000 港幣千元 (Restated) (重列)
	<b>43,325</b>	43,325
	<b>(43,325)</b>	—
	<b>—</b>	<b>43,325</b>

因此等股本證券並無於活躍市場有任何市場報價，而其公平值亦不能可靠地計量，非上市股本證券以成本減減值列賬。

## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

### 21. AVAILABLE-FOR-SALE FINANCIAL ASSETS

(Continued)

In the absence of quoted market price in an active market, the directors determine whether the Group's investments in unlisted equity securities are impaired by considering information from a variety of sources, including the latest management financial information and the performance of the investee company. Due to the changes in market condition of the business of the investee company, an impairment of approximately HK\$43,325,000 was made against the available-for-sale financial assets during the year ended 31 December 2010.

At 31 December 2009 the carrying amount of the Group's holding in the following company exceeded 10% of the total assets of the Group:

### 21. 可供出售財務資產(續)

因缺少活躍市場之市場報價，董事考慮自各種渠道獲取之資料後，包括最近期頒佈之財務資料及投資公司之表現等，釐定本集團於非上市股本證券之投資有否減值。由於投資者公司之業務之市場情況改變，截至二零一零年十二月三十一日止年度，約港幣43,325,000元之減值用以抵銷可供出售財務資產。

於二零零九年十二月三十一日，本集團於下列公司所持有之賬面值多於本集團資產之10%：

Name 名稱	Place of incorporation 成立地點	Issued and paid up capital 已發行及繳足股本	Percentage of ownership interest 擁有權百分比
Info-Source 信源	Hong Kong 香港	10,000 ordinary shares of HK\$1 each 每股面值港幣1元之 10,000股普通股	20%

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

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

#### 22. INVENTORIES

#### 22. 存貨

		Group 本集團	
		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Raw materials	原材料	5,268	2,922
Work in progress	半製成品	3,288	4,899
Finished goods	製成品	9,475	11,414
		<b>18,031</b>	<b>19,235</b>

#### 23. TRADE AND OTHER RECEIVABLES

#### 23. 應收貿易及其他賬款

		The Group 本集團		The Company 本公司	
		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元 (Restated) (重列)	2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Trade and bills receivables	應收貿易賬款及 票據	31,677	27,144	-	-
Prepayments, deposits and other receivables	預付款、按金及 其他應收款項	55,991	33,938	6,037	56,409
		<b>87,668</b>	<b>61,082</b>	<b>6,037</b>	<b>56,409</b>



## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

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

As at 31 December 2010, trade and bills receivables included an amount due from a related company, China Outdoor Media Group Limited, of approximately HK\$377,000. A director, Mr. Lau Chi Yuen, Joseph, has significant influence over the related company and is a director and a substantial shareholder of the related company.

The Group's trading terms with customers are mainly on credit. The credit terms generally range from 30 to 90 days. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by the directors.

The ageing analysis of trade and bills receivables, based on the invoice date, and net of allowance, is as follows:

Current to 30 days	現時至30天
31 – 90 days	31天至90天
91 – 180 days	91天至180天
Over 180 days	超過180天

As at 31 December 2010, an allowance was made for estimated irrecoverable trade and bills receivables of approximately HK\$4,381,000 (2009: HK\$Nil).

### 23. 應收貿易及其他賬款(續)

於二零一零年十二月三十一日，應收貿易賬款及票據包括向關連公司中國戶外媒體集團有限公司之應收款項約港幣377,000元。董事劉智遠先生對關連公司具有重大影響力，並且亦為關連公司之董事及主要股東。

本集團與客戶之貿易條款主要為信貸條款。信貸期一般為30至90天。本集團致力維持嚴格控制未償還應收款項。董事定期審閱逾期結餘。

按發票日期計之應收貿易賬款及票據扣除撥備之賬齡分析如下：

		Group 本集團	
		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
		16,419	12,057
		10,318	4,931
		2,888	3,208
		2,052	6,948
		<b>31,677</b>	<b>27,144</b>

於二零一零年十二月三十一日，為估計不可收回之應收貿易賬款及票據而設之撥備約為港幣4,381,000元(二零零九年：港幣零元)。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

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

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

Reconciliation of allowance for trade and bills receivables:

At 1 January	於一月一日	
Allowance for the year	年內撥備	
Exchange differences	匯兌差額	
At 31 December	於十二月三十一日	

As at 31 December 2010, trade and bills receivables of approximately HK\$15,898,000 (2009: HK\$6,948,000) were past due but not impaired. These relate to a number of independent customers for whom there is no recent history of default. The ageing analysis of these trade and bills receivables is as follows:

Up to 90 days	90天以內
91 – 180 days	91天至180天
Over 180 days	超過180天

#### 23. 應收貿易及其他賬款 (續)

應收貿易賬款及票據撥備對賬：

		Group 本集團	
		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
		–	–
		4,262	–
		119	–
		<u>4,381</u>	<u>–</u>

於二零一零年十二月三十一日，應收貿易賬款及票據約為港幣15,898,000元（二零零九年：港幣6,948,000元）已逾期但並無減值。此等款項與若干近期並無拖欠記錄之客戶有關。此等應收貿易賬款及票據之賬齡分析如下：

		Group 本集團	
		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
		11,125	–
		2,887	–
		1,886	6,948
		<u>15,898</u>	<u>6,948</u>

## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

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

The carrying amounts of the Group's trade and bills receivables are denominated in the following currencies:

Hong Kong dollars	港幣
RMB	人民幣
Total	總額

### 23. 應收貿易及其他賬款(續)

本集團之應收貿易賬款及票據以下列貨幣為單位：

2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
557	—
<b>31,120</b>	<b>27,144</b>
<b>31,677</b>	<b>27,144</b>

### 24. PLEDGED BANK DEPOSITS AND BANK AND CASH BALANCES

The Group's pledged bank deposits represented deposits pledged to a bank to secure banking facilities granted to the Group.

As at 31 December 2010, the bank and cash balances of the Group denominated in RMB amounted to approximately HK\$303,000 (2009: HK\$Nil). Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations.

### 24. 已抵押銀行存款及銀行及現金結存

本集團已抵押銀行存款為已抵押予銀行之存款，以取得銀行給予本集團信貸。

於二零一零年十二月三十一日，本集團以人民幣為單位之銀行及現金結存約為港幣303,000元(二零零九年：港幣零元)。兌換人民幣須受限於中國之外匯管理條例及結匯、售匯及付匯管理規定。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

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

#### 25. TRADE AND OTHER PAYABLES

#### 25. 應付貿易及其他賬款

		The Group 本集團		The Company 本公司	
		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Trade payables	應付貿易賬款	4,023	5,024	–	–
Due to an ex-director	應付一名前董事	3,936	3,936	6,076	6,076
Due to a shareholder	應付一名股東	–	–	–	7,000
Other payables	其他應付賬款	12,154	16,635	13,122	5,080
		<b>20,113</b>	<b>25,595</b>	<b>19,198</b>	<b>18,156</b>

The amounts due to an ex-director and a shareholder are unsecured, interest-free and have no fixed terms of repayment.

The ageing analysis of trade payables, based on the date of receipt of goods, is as follows:

應付一名前董事及一名股東之賬款為無抵押、免息及無固定還款期。

按收貨日期之應付貿易賬款賬齡分析如下：

		Group 本集團	
		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Current to 30 days	現時至30天	1,748	1,170
31 – 90 days	31天至90天	229	1,887
91 – 180 days	91天至180天	170	1,009
Over 180 days	超過180天	1,876	958
		<b>4,023</b>	<b>5,024</b>

## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

### 25. TRADE AND OTHER PAYABLES (Continued)

The carrying amounts of the Group's trade payables are denominated in the following currencies:

Hong Kong dollars	港幣
RMB	人民幣
Total	總額

### 25. 應付貿易及其他賬款(續)

本集團之應付貿易賬款以下列貨幣為單位：

2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
155	—
<u>3,868</u>	<u>5,024</u>
<u>4,023</u>	<u>5,024</u>

### 26. PROMISSORY NOTES

Promissory notes are unsecured, denominated in Hong Kong dollars and due for settlement within 12 months as at 31 December 2010 and 2009.

Promissory notes are arranged at fixed interest rate of 2% (2009: 2%) p.a. and expose the Group to fair value interest rate risk.

### 26. 承付票據

承付票據為無抵押，以港幣為單位及於二零一零年及二零零九年十二月三十一日起十二個月內到期清付。

承付票據之固定年利率為2% (二零零九年：2%) 而本集團須承擔公平值利率風險。



## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

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

#### 27. DEFERRED TAX LIABILITIES

The following is the major deferred tax liabilities recognised by the Group:

#### 27. 遞延稅項負債

由本集團確認之主要遞延稅項負債：

		Revaluation of plant and machinery 廠房及 機器重估 HK\$'000 港幣千元 (Restated) (重列)
At 1 January 2009	於二零零九年一月一日	14,467
Charge to other comprehensive income for the year	於年內其他全面收益列支	452
Charge to profit or loss for the year (note 11)	於年內損益列支(附註11)	228
		<hr/>
At 31 December 2009 and 1 January 2010	於二零零九年十二月三十一日及二零一零年一月一日	15,147
Credit to other comprehensive income for the year	於年內其他全面收益計入	(8,026)
Credit to profit or loss for the year (note 11)	於年內損益計入(附註11)	(252)
		<hr/>
At 31 December 2010	於二零一零年十二月三十一日	<u>6,869</u>

At the end of the reporting period, the Group has unused tax losses of approximately HK\$13,588,000 (2009: HK\$7,079,000) available for offset against future profits and are subject to the approval of the respective tax authorities. No deferred tax asset has been recognised due to the unpredictability of future profit streams. Included in unrecognised tax losses are losses of approximately HK\$2,276,000 (2009: HK\$Nil) that will expire in 2015. Other tax losses may be carried forward indefinitely.

於報告期末，本集團之未用及可供抵銷未來溢利之稅項虧損約為港幣13,588,000元（二零零九年：港幣7,079,000元），並須得到相關稅務機關批准。並無遞延稅項資產由於無法預計之未來溢利流而獲確認。未確認稅項虧損包括於二零一五年到期之約港幣2,276,000元之虧損（二零零九年：港幣零元）。其他稅項虧損或無限期結轉。

## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

### 27. DEFERRED TAX LIABILITIES (Continued)

Temporary differences arising in connection with interests in subsidiaries are insignificant.

### 27. 遞延稅項負債(續)

附屬公司因利息而產生之臨時差額均不重要。

### 28. SHARE CAPITAL

### 28. 股本

		Notes	Number of ordinary shares of HK\$0.01 each 每股面值 港幣0.01元 之普通股數目 '000 千股	Number of ordinary shares of HK\$0.05 each 每股面值 港幣0.05元 之普通股數目 '000 千股	Par value 面值 HK\$'000 港幣千元
	附註				
<b>Authorised:</b>	<b>法定:</b>				
At 1 January 2009	於二零零九年一月一日		50,000,000	-	500,000
Share consolidation	股份合併	(a)	(50,000,000)	10,000,000	-
At 31 December 2009, 1 January 2010 and 31 December 2010	於二零零九年十二月三十一日、 二零一零年一月一日及 二零一零年十二月三十一日		-	10,000,000	500,000
<b>Issued and fully paid:</b>	<b>已發行及繳足:</b>				
At 1 January 2009	於二零零九年一月一日		6,706,175	-	67,062
Issue of consideration shares	發行代價股份	(b)	1,190,000	175,821	20,691
Share consolidation	股份合併	(a)	(7,896,175)	1,579,235	-
Placement of new shares	配售新股份	(c)	-	106,000	5,300
Repurchase of shares	購回股份	(d)	-	(3,000)	(150)
At 31 December 2009 and 1 January 2010	於二零零九年十二月三十一日及 二零一零年一月一日		-	1,858,056	92,903
Placement of new shares	配售新股份	(e)	-	180,000	9,000
At 31 December 2010	於二零一零年十二月三十一日		-	2,038,056	101,903

## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

### 28. SHARE CAPITAL (Continued)

Notes:

- (a) On 29 May 2009, every 5 shares of HK\$0.01 each in the issued and unissued share capital of the Company were consolidated into one consolidated ordinary share of HK\$0.05 each in the issued and unissued share capital of the Company.
- (b) On 9 January 2009, the Company entered into a sale and purchase agreement to acquire 10% of the issued share capital of Info-Source at a consideration of HK\$28,800,000. The acquisition was completed on 3 February 2009 and the consideration was satisfied in full by the allotment and issue of 360,000,000 consideration shares at the date of completion.

On 6 April 2009, the Company entered into a sale and purchase agreement to acquire 9% of the issued share capital of iKanTV. The acquisition was completed on 29 April 2009 and the consideration was satisfied in full by the allotment and issue of 830,000,000 consideration shares at the date of completion.

On 19 August 2009, the Company exercised a call option to purchase 1,000 option shares in Info-Source, representing 10% of the issued share capital of Info-Source, pursuant to terms of the sale and purchase agreement dated 9 January 2009, at a consideration of HK\$28,800,000. The acquisition was completed on 3 September 2009 and the consideration was satisfied by way of cash as to an amount of HK\$14,400,000, and by the allotment and issue of 35,820,895 new shares to the holding company of Info-Source as to the balance of HK\$14,400,000 credited as fully paid at the date of completion.

On 25 September 2009, the Company entered into a sale and purchase agreement to acquire 40% of the issued capital of iKanTV. The acquisition was completed on 30 September 2009 and the consideration was satisfied in full by the allotment and issue of 140,000,000 new shares at the date of completion.

### 28. 股本 (續)

附註：

- (a) 於二零零九年五月二十九日，本公司已發行及未發行股本中每五股每股面值港幣0.01元之股份合併為本公司已發行及未發行股本中一股每股面值港幣0.05元之合併股份。
- (b) 於二零零九年一月九日，本公司訂立買賣協議，收購信源已發行股本10%，代價為港幣28,800,000元。收購事項已於二零零九年二月三日完成，而代價乃以配發及發行360,000,000股代價股份之方式悉數支付。

於二零零九年四月六日，本公司訂立買賣協議，收購愛看電視已發行股本9%。收購事項已於二零零九年四月二十九日完成，而代價乃以配發及發行830,000,000股代價股份之方式悉數支付。

於二零零九年八月十九日，本公司，根據日期為二零零九年一月九日之買賣協議之條款，行使認購期權購入信源1,000股購股權股份（相當於信源已發行股本之10%），代價為港幣28,800,000元。此收購事項已於二零零九年九月三日完成，而有關代價已由現金支付港幣14,400,000元，餘款港幣14,400,000元則已透過於購入購股權股份完成時，以配發及發行35,820,895股新股份予信源國際發展有限公司支付。

於二零零九年九月二十五日，本公司訂立買賣協議，收購愛看電視已發行股本40%。收購事項已於二零零九年九月三十日完成，而代價乃以配發及發行140,000,000股代價新股份之方式悉數支付。

## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

### 28. SHARE CAPITAL (Continued)

Notes: (Continued)

- (c) On 21 July 2009, JL Investments Capital Limited, a substantial shareholder of the Company, placed 106,000,000 ordinary shares of HK\$0.05 each in the Company to independent third parties at a price of HK\$0.38 each. JL Investments Capital Limited then subscribed for a total 106,000,000 new shares of HK\$0.05 each in the Company at HK\$0.38 per share. The subscription was completed on 3 August 2009. The net proceed of approximately HK\$40,280,000 was used as general working capital of the Group. The shares rank pari passu in all respects with the ordinary shares of the Company in issue on the date of allotment.
- (d) During the year ended 31 December 2009, the Company repurchased and cancelled 3,000,000 of its own shares through purchases on the Stock Exchange. The total amount paid to acquire the shares was approximately HK\$981,000 and has been deducted from the share capital and share premium account.
- (e) On 7 October 2010, JL Investments Capital Limited, a substantial shareholder of the Company, placed 180,000,000 ordinary shares of HK\$0.05 each in the Company to an independent third party at a price of HK\$0.20 each. JL Investments Capital Limited then subscribed for a total 180,000,000 new shares of HK\$0.05 each in the Company at HK\$0.20 per share. The subscription was completed on 21 October 2010. The net proceed of approximately HK\$36,000,000 was used as general working capital of the Group. The shares rank pari passu in all respects with the ordinary shares of the Company in issue on the date of allotment.

### 28. 股本(續)

附註:(續)

- (c) 於二零零九年七月二十一日,本公司主要股東JL Investments Capital Limited按每股港幣0.38元之配售價向獨立第三方出售本公司106,000,000股每股面值港幣0.05元普通股股份。JL Investments Capital Limited繼而以每股面值港幣0.38元認購本公司總數106,000,000股每股面值港幣0.05元新股份。收購事項已於二零零九年八月三日完成。所得款項淨值約港幣40,280,000元用作本集團一般營運資金。此等股份與本公司於配售日期發行之股份於各方面享有同等權益。
- (d) 截至二零零九年十二月三十一日止年度,本公司透過於聯交所收購,購回並註銷3,000,000股本身之股份。收購股份支付之總額約港幣981,000元,並已從股本及股份溢價之賬戶中扣除。
- (e) 於二零一零年十月七日,本公司主要股東JL Investments Capital Limited按每股港幣0.20元之配售價向獨立第三方出售本公司180,000,000股每股面值港幣0.05元普通股股份。JL Investments Capital Limited繼而以每股面值港幣0.20元認購本公司總數180,000,000股每股面值港幣0.05元新股份。收購事項已於二零一零年十月二十一日完成。所得款項淨值約港幣36,000,000元用作本集團一般營運資金。此等股份與本公司於配售日期發行之股份於各方面享有同等權益。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

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

#### 28. SHARE CAPITAL (Continued)

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

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

Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total equity. Net debt is calculated as total liabilities (including current and non-current liabilities as shown in the consolidated statement of financial position) less cash and cash equivalents. Total equity represents the equity as shown in the consolidated statement of financial position.

#### 28. 股本 (續)

本集團管理資本之目的為保障本集團持續經營之能力，以為股東提供回報及為其他權益持有人提供利益，並維持最佳資本架構以減低資本成本。

為維持或調整資本架構，本集團可透過調整已付予股東之股息金額、退還資本予股東、發行新股份或出售資產以減少債務。

與業內其他人士一致，本集團按資產負債比率監察資本。比率以債務淨額除以權益總額計算。債務淨額以負債總額（包括綜合財務狀況表所示之流動及非流動負債）減現金及現金等值項目計算。權益總額指綜合財務狀況表所示之權益。



## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

### 28. SHARE CAPITAL (Continued)

The gearing ratios at 31 December 2010 and 2009 are as follows:

Total debt	債務總額
Less: cash and cash equivalents	減：現金及現金等值項目
Net debt	債務淨額
Total equity	權益總額
Gearing ratio	資產負債比率

The decrease in gearing ratio during the year ended 31 December 2010 resulted primarily from the decrease of deferred tax liabilities.

The Group is not subject to any externally imposed capital requirements.

### 28. 股本(續)

於二零一零年及二零零九年十二月三十一日之資產負債比率如下：

		Group 本集團	
		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元 (Restated) (重列)
Total debt	債務總額	64,261	73,059
Less: cash and cash equivalents	減：現金及現金等值項目	<u>(40,603)</u>	<u>(36,973)</u>
Net debt	債務淨額	<u>23,658</u>	<u>36,086</u>
Total equity	權益總額	<u>198,333</u>	<u>241,698</u>
Gearing ratio	資產負債比率	<u>12%</u>	<u>15%</u>

資產負債比率於截至二零一零年十二月三十一日止年度下降主要由遞延稅項負債減少所致。

本集團並不受限於外部施加的資本要求。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

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

#### 29. RESERVES

##### (a) Group

The amounts of the Group's reserves and movements therein are presented in the consolidated statement of comprehensive income and consolidated statement of changes in equity.

##### (b) Company

#### 29. 儲備

##### (a) 本集團

本集團之儲備及其變動已於綜合全面收益表及股東權益變動綜合報表呈列。

##### (b) 本公司

		Share premium	Share option reserve	Capital redemption reserve	Accumulated losses	Total
		股份溢價 HK\$'000 港幣千元	購股權儲備 HK\$'000 港幣千元	資本贖回儲備 HK\$'000 港幣千元	累計虧損 HK\$'000 港幣千元	總計 HK\$'000 港幣千元
At 1 January 2009	於二零零九年一月一日	61,235	12,809	-	(84,291)	(10,247)
Loss for the year	年內虧損	-	-	-	(5,560)	(5,560)
Issue of consideration shares	發行代價股份	71,444	-	-	-	71,444
Issue of shares on placement	發行配售股份	34,980	-	-	-	34,980
Repurchase of shares	購回股份	(981)	-	150	-	(831)
At 31 December 2009	於二零零九年十二月三十一日	166,678	12,809	150	(89,851)	89,786
At 1 January 2010, as previously reported	於二零一零年一月一日，如前呈報	234,583	12,809	150	(89,851)	157,691
Retrospective restatement (note 3)	以前年度調整(附註3)	(67,905)	-	-	-	(67,905)
At 1 January 2010, as restated	於二零一零年一月一日，如重列	166,678	12,809	150	(89,851)	89,786
Loss for the year	年內虧損	-	-	-	(113,718)	(113,718)
Issue of shares on placement (note 28(e))	發行配售股份(附註28(e))	27,000	-	-	-	27,000
Share options lapsed during the year	年內失效之購股權	-	(8,539)	-	8,539	-
At 31 December 2010	於二零一零年十二月三十一日	193,678	4,270	150	(195,030)	3,068

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

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

#### 29. RESERVES (Continued)

##### (c) Nature and purpose of reserves

###### (i) Share premium account

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 due in the ordinary course of business.

###### (ii) Share option reserve

The share option reserve represents the fair value of the actual or estimated number of unexercised share options granted to directors, employees and consultants of the Group recognised in accordance with the accounting policy adopted for equity-settled share-based payments in note 4(q) to the financial statements.

###### (iii) Translation reserve

The translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in note 4(c) to the financial statements.

#### 29. 儲備(續)

##### (c) 儲備之性質及目的

###### (i) 股份溢價賬

根據開曼群島公司法，本公司股份溢價賬之資金可分派予本公司股東，惟緊隨擬分派股利日期後，本公司能償還其於日常業務中到期之債務。

###### (ii) 購股權儲備

購股權儲備指根據就財務報表附註4(q)所述之權益結算之股權支付而採用之會計政策確認，向本集團董事、僱員及顧問授予未使之購股權之實際或估計公平值。

###### (iii) 匯兌儲備

匯兌儲備包括換算海外業務財務報表所產生之所有匯兌差額。該儲備按照財務報表附註4(c)載列之會計政策處理。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

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

#### 29. RESERVES (Continued)

##### (c) Nature and purpose of reserves (Continued)

##### (iv) Plant and machinery revaluation reserve

The plant and machinery revaluation reserve has been set up and is dealt with in accordance with the accounting policies adopted for plant and machinery in note 4(d) to the financial statements.

##### (v) Capital redemption reserve

Capital redemption reserve represents the nominal value of the shares repurchased which was paid out of the distributable reserves of the Company.

#### 30. SHARE-BASED PAYMENTS

##### Equity-settled share option scheme

The Company operates a share option scheme (the "Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants include the full-time and part-time employees, executives, officers, directors, business consultants, suppliers, customers, legal and financial advisers of the Company and the Company's subsidiaries. The Scheme became effective on 18 March 2008 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

#### 29. 儲備 (續)

##### (c) 儲備之性質及目的 (續)

##### (iv) 廠房及機器重估儲備

廠房及機器重估儲備已經設立，並已根據就財務報表附註4(d)所述之廠房及機器而採用之會計政策處理。

##### (v) 資本贖回儲備

資本贖回儲備指由本公司儲備支付而回購之股份面值。

#### 30. 股權支付

##### 以權益支付之購股權計劃

本集團設有一項購股權計劃(「該計劃」)，以嘉許及獎勵為本集團經營之成功作出貢獻之合資格參與者。合資格參與者包括本公司及本公司附屬公司之全職及兼職僱員、行政人員、管理人員、董事、業務顧問、供應商、客戶、法律及財務顧問。計劃於二零零八年三月十八日生效，除非予以註銷或修訂，將於該日起十年仍舊生效。

## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

### 30. SHARE-BASED PAYMENTS (Continued)

#### Equity-settled share option scheme (Continued)

The maximum number of unexercised share options currently permitted to be granted under the Scheme is an amount equivalent, upon their exercise, to 10% of the shares of the Company in issue at any time. The maximum number of shares issuable under share options to each eligible participant in the Scheme within any 12-month period, is limited to 1% of the shares of the Company in issue at any time. Any further grant of shares options in excess of this limit is subject to shareholders' approval in a general meeting.

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the price of the Company's shares at the date of the grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 14 days from the date of the offer, upon payment of a nominal consideration of HK\$10 in total by the grantee. The exercise period of the share options granted is determinable by the directors, and commences after a certain vesting period and ends on a date which is not later than five years from the date of the offer of the share options or the expiry date of the Scheme, if earlier.

### 30. 股權支付(續)

#### 以權益支付之購股權計劃(續)

根據該計劃，現時獲准授予之未行使購股權最多相當於一經行使，本公司於任何時候已發行股份之10%。於十二個月內，根據購該計劃所訂授予合資格參與者之可發行股份最大數額限於本公司任何時候已發行股份之1%。授予任何超過此限制之購股權須獲得股東於股東大會上批准。

授予本公司或其關聯公司之董事、主要行政人員或主要股東購股權，須預先得到獨立非執行董事批准。此外，任何授予本公司主要股東或獨立非執行董事之購股權，或其任何關聯公司於十二個月內之任何時候，超過本公司已發行股份之0.1%或總值（以授予當日本公司股份價為基準）超過港幣5,000,000元，均須預先得到股東於股東大會上批准。

承授人可於授出日期起14天內支付象徵式代價港幣10元，以接受提出授予購股權之邀約。獲授購股權之行使期由董事釐定，並於某行使期後開始及不遲於提出購股權邀約日期起五年或該計劃到期日(如為較早)結束。



## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

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

#### 30. SHARE-BASED PAYMENTS (Continued)

##### Equity-settled share option scheme (Continued)

The exercise price of the share options is determinable by the directors, but may not be less than the highest of (i) the Stock Exchange closing price of the Company's shares on the date of the offer of the share options; (ii) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of the offer; and (iii) the nominal value of the Company's shares on the date of the offer.

Share options do not confer rights on the holder to dividends or to vote at shareholders' meetings.

Details of the share options outstanding during the year are as follows:

Name or category of grantees	Date of grant	Number of share options held as at 1 January 2010 於二零一零年一月一日持有之購股權數目	Number of share options lapsed during the year 年內失效之購股權數目	Number of share options held as at 31 December 2010 於二零一零年十二月三十一日持有之購股權數目	Exercise price 行使價 HK\$ 港幣	Exercise period 行使期
<b>Director</b> 董事						
Mr. Chung Man Wai (note (a)) 鍾文偉先生(附註(a))	30 May 2008 二零零八年五月三十日	13,412,000	(13,412,000)	–	0.46	30 May 2008 – 17 March 2017 二零零八年五月三十日至 二零一七年三月十七日
<b>Employee</b> 僱員	30 May 2008 二零零八年五月三十日	13,412,000	–	13,412,000	0.46	30 May 2008 – 17 March 2017 二零零八年五月三十日至 二零一七年三月十七日
<b>Consultants</b> 顧問	30 May 2008 二零零八年五月三十日	53,648,000	(40,236,000)	13,412,000	0.46	30 May 2008 – 17 March 2017 二零零八年五月三十日至 二零一七年三月十七日
		<u>80,472,000</u>	<u>(53,648,000)</u>	<u>26,824,000</u>		

#### 30. 股權支付 (續)

##### 以權益支付之購股權計劃 (續)

購股權之行使價由董事釐定，惟不得低於以下之較高者：(i)本公司股份於提出購股權邀約日期在聯交所之收市價；(ii)本公司股份於緊接提出購股權邀約日期前五個交易日在聯交所之平均收市價；及(iii)本公司股份於提出購股權邀約日期之面值。

購股權並不賦予持有人股息或在股東大會上投票的權利。

年內未行使之購股權詳情如下：

## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

### 30. SHARE-BASED PAYMENTS (Continued)

#### Equity-settled share option scheme (Continued)

Outstanding at beginning of year	年初尚未行使	80,472,000	0.46
Adjusted during the year (note (b))	年內經調整(附註(b))	-	-
Lapsed during the year	年內失效	(53,648,000)	0.46
Outstanding at end of year	年初尚未行使	<u>26,824,000</u>	0.46
Exercisable at end of year	年末可行使	<u>26,824,000</u>	0.46

#### Notes:

- (a) Mr. Chung Man Wai personally gave up the share options during the year.
- (b) On 29 May 2009, every 5 share options issued and outstanding were consolidated into one consolidated share option as a result of the share consolidation.

The options outstanding at the end of the year have a weighted average remaining contractual life of 6.2 years (2009: 7.2 years) and the exercise price is HK\$0.46 (2009: HK\$0.46).

No share options were granted, exercised or cancelled under the Scheme during the year.

### 30. 股權支付(續)

#### 以權益支付之購股權計劃(續)

2010 二零一零年		2009 二零零九年	
Number of share options 購股權數目	Weighted average exercise price 加權平均行使價 HK\$ 港幣	Number of share options 購股權數目	Weighted average exercise price 加權平均行使價 HK\$ 港幣
80,472,000	0.46	402,360,000	0.092
-	-	(321,888,000)	0.092
(53,648,000)	0.46	-	-
<u>26,824,000</u>	0.46	<u>80,472,000</u>	0.46
<u>26,824,000</u>	0.46	<u>80,472,000</u>	0.46

#### 附註:

- (a) 鍾文偉先生於年內自願放棄購股權。
- (b) 由於股份合併，於二零零九年五月二十九日，每五股已發行及未發行購股權合併為一股綜合購股權。

於年末尚未行使之購股權之加權平均剩餘合約年期為6.2年(二零零九年:7.2年)及行使價為港幣0.46元(二零零九年:港幣0.46元)。

年內概無購股權根據計劃獲授出、行使或註銷根據該計劃年內。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

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

#### 31. DISPOSAL OF SUBSIDIARIES

During the year, the Group disposed of the entire issued share capital in a wholly-owned subsidiary, Noble Might Limited ("Noble Might"), at a cash consideration of US\$1. Noble Might holds 50% equity interest in Top Cheer Capital Investment Limited, established in Hong Kong. The disposal was completed on 30 November 2010.

Net liabilities at the date of disposal were as follows:

#### 31. 出售附屬公司

年內，本集團以現金代價1美元出售全資擁有附屬公司Noble Might Limited(「Noble Might」)。Noble Might持有於香港成立之高展創富有限公司50%權益。出售項目於二零一零年十一月三十日完成。

於出售日期之負債淨值如下：

		<i>HK\$'000</i> 港幣千元
Property, plant and equipment	物業、廠房及設備	140
Prepayments, deposits and other receivables	預付款、按金及其他應收款項	84
Accruals and other payables	應計費用及其他應付款項	<u>(1,773)</u>
Net liabilities at the date of disposal	於出售日期負債淨值	<u>(1,549)</u>
Non-controlling interests	非控股權益	<u>646</u>
Net liabilities disposed of	出售項目負債淨值	<u>(903)</u>
Gain on disposal of subsidiaries	出售附屬公司收益	<u>903</u>
Total consideration	代價總額	<u>—</u>

## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

### 32. PENDING LITIGATION

At the end of the reporting period, the Group had the following pending litigation:

On 19 January 2004, a winding up petition was filed against the Company by certain ex-senior employees of the Group claiming for payment in the sum of approximately HK\$594,000 from the Company in respect of an award/order dated 20 October 2003 granted by the Labour Tribunal in respect of the severance and bonus dispute between the Company and the ex-senior employees. The unsettled amounts of approximately HK\$594,000 were fully accrued in trade and other payables during the year ended 31 December 2005 and remain outstanding as at 31 December 2010 and 2009.

### 33. LEASE COMMITMENTS

At 31 December 2010, the total future minimum lease payments under non-cancellable operating leases are payable as follows:

Within one year	一年內
In the second to fifth years inclusive	第二年至第五年(包括首尾兩年)

Operating lease payments represented rental payable by the Group for certain of its offices and office equipment. Leases are negotiated for terms ranging from 1 to 5 years and rentals are fixed over the lease terms and do not include contingent rentals.

### 32. 未決訴訟

於報告期末，本集團之未決訴訟如下：

二零零四年一月十九日，本集團若干前高級職員提出針對本公司之清盤呈請，就勞資審裁處於二零零三年十月二十日就本公司與該等前高級職員間之遣散費及花紅糾紛作出之裁決／判令，向本公司索償約港幣594,000元。截至二零零九年十二月三十一日，該筆未結清金額約港幣594,000元已於截至二零零五年十二月三十一日止年度全數計入貿易及其他應付賬款中，於二零一零年及二零零九年十二月三十一日仍未清繳。

### 33. 租賃承擔

於二零一零年十二月三十一日，應付未來不可撤銷經營租賃最低總額如下：

		Group 本集團	
		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
		1,780	2,113
		546	792
		<b>2,326</b>	<b>2,905</b>

經營租賃指本集團就若干辦公室及辦公室設備應付之租金。租約期由一年至五年，租約期內租金為固定並且不包括或然租金。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

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

#### 34. RELATED PARTY TRANSACTIONS

In addition to those related party transactions and balances disclosed elsewhere in the financial statements, the Group had the following transactions with its related parties during the year:

Advertising and media related service income received from a related company	應收一家關連公司與廣告及媒體有關之服務收入
Interest income received from a related company	應收一家關連公司利息收入
Commission expense paid to a related company	已支付一家關連公司佣金支出
Loan interest expense paid to a related company	已支付一家關連公司貸款利息支出
Advertising and referral fee paid to a related company	已支付一家關連公司廣告及介紹費支出

A director, Mr. Lau Chi Yuen, Joseph, has significant influence over the related companies and is a director of the related companies.

#### 34. 關連人士交易

除財務報表另行披露之該等關連人士交易及結餘外，本集團於年內與其關連人士之交易如下：

2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
2,565	—
—	832
—	500
194	253
<b>81</b>	<b>—</b>

董事劉智遠先生對關連公司具有重大影響力，並且亦為該等關連公司之董事。



## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

### 35. EVENTS AFTER THE REPORTING PERIOD

On 6 January 2011, the Group entered into an agreement to acquire the entire issued share capital of Easy Time Trading Limited ("Easy Time") at a consideration of HK\$390,000,000, satisfied by (i) the allotment and issuance of 533,333,333 new shares of the Company, credited as fully paid, in the sum of HK\$80,000,000; (ii) the issuance of 1,733,333,333 convertible preference shares at a conversion price of HK\$0.15 for each new share of the Company, in the principal amount of HK\$260,000,000; and (iii) the issuance of promissory notes, carrying no interest for a term of 5 years, in the principal amount of HK\$50,000,000. Easy Time is principally engaged in investment holding, with its subsidiaries engaged in the manufacturing for and trading of high-end swimwear and related garment products to certain international brands on OEM basis.

The acquisition was approved by the shareholders at an extraordinary general meeting held on 28 March 2011.

As the Group has not yet completed the fair value determination of the acquired companies' identifiable assets, liabilities and contingent liabilities at the date of acquisition, the disclosure of such amounts and amount of goodwill is impracticable.

### 36. APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Board of Directors on 30 March 2011.

### 35. 報告期後事項

於二零一一年一月六日，本公司就收購Easy Time Trading Limited(「Easy Time」)全部已發行股本訂立協議，代價港幣390,000,000元以下列方式支付(i)配發及發行本公司533,333,333股總值港幣80,000,000元新股份(入賬列為繳足)；(ii)以每股新股兌換價港幣0.15元發行本金為港幣260,000,000元之1,733,333,333股可轉換優先股；及(iii)發行本金為港幣50,000,000元之承付票據，五年不計利息。Easy Time主要從事投資控股，而其附屬公司則以代工(OEM)方式為若干國際品牌製造及買賣高檔泳裝及相關服裝產品。

收購事項於二零一一年三月二十八日舉行之股東特別大會上已獲批准。

由於本集團尚未完成釐定被收購公司可識別資產、負債及或然負債於收購日期之公平值，披露該等數額及商譽之數額並不實際。

### 36. 批准財務報表

財務報表已經於二零一一年三月三十日經董事會批准及授權。

## FIVE YEAR FINANCIAL SUMMARY

### 五年財務概要

The following is a summary of the published results and of the assets and liabilities of the Group prepared on the basis set out in the note below:

按下列附註所載之基準而編製本集團已刊發業績及資產及負債概要如下：

		Year ended 31 December 截至十二月三十一日止年度				
		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元 (Restated) (重列)	2008 二零零八年 HK\$'000 港幣千元 (Restated) (重列)	2007 二零零七年 HK\$'000 港幣千元 (Restated) (重列)	2006 二零零六年 HK\$'000 港幣千元 (Restated) (重列)
<b>RESULTS</b>	<b>業績</b>					
Turnover	營業額	<b>97,907</b>	86,117	78,644	52,612	30,685
(Loss)/profit before tax	除稅前(虧損)/溢利	<b>(53,221)</b>	1,132	(22,924)	3,567	(576)
Income tax expense	所得稅費用	<b>(4,049)</b>	(5,018)	(4,563)	(7,905)	(2,523)
Loss for the year	年度虧損	<b>(57,270)</b>	(3,886)	(27,487)	(4,338)	(3,099)
Attributable to:	下列人士應佔：					
Owners of the Company	本公司擁有人	<b>(55,196)</b>	(2,821)	(27,279)	(4,338)	(3,099)
Non-controlling interests	非控股權益	<b>(2,074)</b>	(1,065)	(208)	-	-
		<b>(57,270)</b>	(3,886)	(27,487)	(4,338)	(3,099)
		At 31 December 於十二月三十一日				
		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元 (Restated) (重列)	2008 二零零八年 HK\$'000 港幣千元 (Restated) (重列)	2007 二零零七年 HK\$'000 港幣千元 (Restated) (重列)	2006 二零零六年 HK\$'000 港幣千元 (Restated) (重列)
<b>ASSETS AND LIABILITIES</b>	<b>資產及負債</b>					
Non-current assets	非流動資產	<b>114,292</b>	197,467	88,219	91,905	96,709
Current assets	流動資產	<b>148,302</b>	117,290	92,096	55,734	29,952
Non-current liabilities	非流動負債	<b>(6,869)</b>	(15,147)	(26,867)	(39,273)	(38,268)
Current liabilities	流動負債	<b>(57,392)</b>	(57,912)	(37,633)	(36,172)	(18,453)
Net assets	資產淨值	<b>198,333</b>	241,698	115,815	72,194	69,940
Attributable to:	下列人士應佔：					
Owners of the Company	本公司擁有人	<b>203,628</b>	245,565	115,773	72,194	69,940
Non-controlling interests	非控股權益	<b>(5,295)</b>	(3,867)	42	-	-
		<b>198,333</b>	241,698	115,815	72,194	69,940

Amounts disclosed in the summary financial information for prior years have been restated to reflect the retrospective restatement as described in note 3 to the financial statements.

財務資料概要中所披露過往年度之數額已經重列，反映財務報表附註3所述為之以前年度調整所作之更正。

