

The logo features the letters 'ACR' in a large, stylized, red serif font. To the right of the logo, the company name is written in Chinese and English.

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

(於開曼群島註冊成立之有限公司)

(Incorporated in the Cayman Islands with limited liability)

股份代號 Stock Code: 8025

The background of the page is a complex, abstract graphic composed of numerous overlapping, curved lines in various shades of red and orange. These lines create a sense of depth and movement, resembling a stylized landscape or a series of concentric, flowing paths.

ANNUAL REPORT 年報 2010

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This report, for which the directors of Asian Capital Resources (Holdings) Limited collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to Asian Capital Resources (Holdings) Limited. 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(「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之公司提供一個上市之市場。有意投資之人士應了解投資於該等公司之潛在風險，並應經過審慎周詳之考慮後方作出投資決定。創業板之較高風險及其他特色表示創業板較適合專業及其他資深投資者。

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

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

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CORPORATE INFORMATION 公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Xie Xuan (*Chairman*)
Mr. Qiu Yue

Non-executive Directors

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

Independent Non-executive Directors

Mr. Wu Jixue
Dr. Feng Ke
Mr. Zhang Daorong

COMPLIANCE OFFICER

Mr. Xie Xuan

COMPANY SECRETARY

Mr. Lum Pak Sum

AUDIT COMMITTEE

Mr. Wu Jixue
Dr. Feng Ke
Mr. Zhang Daorong

REMUNERATION COMMITTEE

Dr. Feng Ke
Mr. Wu Jixue

AUDITORS

Pan-China (H.K.) CPA Limited

SOLICITORS

As to Cayman Islands Law
Conyers Dill & Pearman

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董事會

執行董事

謝暄先生(*主席*)
邱越先生

非執行董事

盧敏霖先生(*副主席*)
Andrew James Chandler先生

獨立非執行董事

巫繼學先生
馮科博士
張道榮先生

監察主任

謝暄先生

公司秘書

林栢森先生

審核委員會

巫繼學先生
馮科博士
張道榮先生

薪酬委員會

馮科博士
巫繼學先生

核數師

天健(香港)會計師事務所有限公司

律師

開曼群島法律
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HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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PRINCIPAL BANKER

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香港證券登記有限公司
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主要往來銀行

中國工商銀行(亞洲)有限公司

CHAIRMAN'S STATEMENT 主席報告

Chairman's Statement

I am pleased to present the annual results of Asian Capital Resources (Holdings) Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2010.

Shareholders and potential investors have been advised on 2 November 2009 that the Board had initiated of the closure of the business operations of Ever-OK International Forwarding Co., Limited (PRC), which operates the Group's logistics division. The Board has taken the view that this action is in line with the Board's strategy of closing all non-profitable operations of the Group, whilst focusing more resources on the Company's IPTV division.

With the closure of the business operations of Ever-OK International Forwarding Co., Limited (PRC), the Board is now looking towards increasing the asset base of the Group and enhancing its present operations through the research and future development of potential project investments which will bring synergy between the Group's existing IPTV division, whilst drawing on the knowledge the Board has acquired through the operations of the Group's logistics division.

Regarding the IPTV division, recently South Pearl Limited, the subsidiary of the Company which is owned as to 55% by the Company, has been negotiating agreements with other third parties for the provision of advertising slots and services which will take effect once the direct IPTV services become operational. To date, South Pearl Limited has already concluded an agreement for the provision of RMB 5,000,000 of advertising airspace to Guangdong Tao Lue Advertising Company Limited. In addition, Guangzhou Wavecom Communications and Advertising Limited, which is wholly-owned as to 100% by the Company, intends to enter into servicing agreements with Guangdong E.Trust Information Investment Co Ltd ("Yung Shing") whereby the Company's IPTV division will provide internet protocol value added services to Yung Shing's subscribers, in return for which the IPTV division will receive an agreed percentage of Yung Shing's revenue based on the value added services provided.

Whilst the Group's IPTV division has been slow to develop and realize the expected returns for the Group, the Board has been very actively involved in developing the IPTV division such that it has sufficient assets and a sufficient level of operations which the Board is of the view delivers present, and more positively looking forward, should deliver future enhanced benefits for the Company's shareholders.

主席報告

本人欣然提呈亞洲資產(控股)有限公司(「本公司」)及其附屬公司(合稱「本集團」)截至二零一零年十二月三十一日止年度之年度業績。

董事會於二零零九年十一月二日通知股東及潛在投資者，董事會已啟動結束江蘇恒通國際貨運有限公司(營運本集團之物流業務)的業務。董事會認為，此舉完全符合董事會的戰略，在關閉集團所有未能賺取盈利之業務的同時，集中投放更多資源在本公司的互聯網電視業務上。

隨著結束江蘇恒通國際貨運有限公司的業務後，董事會現正努力增加本集團之資產基礎及提升本集團之現有業務運作，方法是研究及於未來發展能利用董事會在集團經營物流業務時所獲得的寶貴知識的同時，又能夠為集團現有互聯網電視服務分部提供協同效益的潛在投資項目。

關於互聯網電視業務，廣州南方明珠網路科技有限公司(本公司擁有55%權益之附屬公司)一直就提供廣告時段及服務之事宜與其他第三方磋商協議，而有關協議將於互聯網電視服務正式投入運作後生效。廣州南方明珠網路科技有限公司迄今已經達成一項協議，有關協議關於提供價值人民幣500萬元之廣告空時段予廣州濤略廣告有限公司(「濤略」)。此外，本公司之全資附屬公司廣州濤視傳播廣告有限公司(「濤視」)亦計劃與廣東盈信信息投資有限公司(「盈信」)訂立服務協議。根據有關協議，本公司之互聯網電視分部將會提供互聯網增值服務予盈信用戶。作為對上述服務的交換，本公司互聯網電視分部將可按已議定的百分比，根據所提供之增值服務，攤分盈信的收入。

儘管本集團之互聯網電視業務以緩慢的速度發展及為本集團帶來預期回報，惟董事會一直不遺餘力開發互聯網電視業務，使其擁有充足的資產及足夠的業務運作，董事會認為有關業務於目前(及積極期待於未來)為本公司股東提供不斷提高的效益。

CHAIRMAN'S STATEMENT 主席報告

Apart from the aforementioned operations, in relation to the intended establishment of a corporate finance division that will operate within the Group, the Board is planning to devote more time and resources towards the establishment and future expansion of the provision of financial consultancy services to business sectors that complement and have synergy with the household consumers and media services that the IPTV division of the Company is presently pursuing.

During the past year, there was a 73.96% decrease in the turnover of the Group for 2010, and the loss for the year increased from HK\$71,469,000 for 2009 to HK\$115,502,000 for 2010. The substantial increase in loss for the year is mainly attributable to the substantial provision made for asset impairment loss in respect of the intangible assets of the Group and the substantial provision made for deferred income tax expense which would be generated from the intangible assets of the Group. Whilst the decrease in turnover of the Group can be attributed to the closure of the business operations of the logistics division, the Board is confident that having significantly reduced its the Group's operating costs, and having disposed of the non-profit making subsidiaries within the Group, that with a more positive economic climate in 2011, with the revenue the Group hopes to generate from the IPTV division, and with the research and future development of potential project investments that bring synergy between the IPTV division and the knowledge drawn from the operation of the logistics division, that the Group will be able to achieve profitability within the near future.

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

Xie Xuan

Chairman

Hong Kong, 30 March 2011

除了上述業務外，關於計劃設立集團內部運作之財務諮詢分部，董事會現正計劃投入更多時間和資源確立財務諮詢分部，以及於未來把財務諮詢服務的提供範圍，擴展至能為家庭消費者與媒體服務(本公司的互聯網電視服務分部現正提供之服務)帶來相輔相承之效及協同效益之業務分部。

去年，本集團二零一零年度之營業額減少73.96%，而年內虧損則由二零零九年的71,469,000港元，增加至二零一零年的115,502,000港元。年內虧損大幅增加主要是由於本集團為無形資產減值虧損作出巨額撥備及為本集團無形資產所產生之遞延所得稅開支作出巨額撥備。儘管本集團營業額因結束物流分部之業務運作而有所下跌，惟本集團有信心，經大幅減低集團營運成本以及出售集團旗下未能賺取盈利之附屬公司後，待二零一一年經濟氣候改善，加上本集團預期從互聯網電視服務所賺取的收入，以及集團積極研究及於未來發展能為互聯網電視服務分部帶來協同效益的潛在投資項目，加上善用在營運物流業務分部時所獲得的寶貴知識，本集團將能在不久將來轉虧為盈。

本人謹此代表董事會，衷心感謝各客戶、供應商、賣方、往來銀行、合作夥伴、顧問及股東給予本集團的全力支持及充分信任。同時，董事會亦謹此摯誠感謝各管理人員及員工，於過往年度全力以赴，克盡己職。

謝暄

主席

香港，二零一一年三月三十日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW

Turnover and Loss from Operations

The total turnover of the Group for the year ended 31 December 2010 was approximately HK\$7,133,000 (2009: HK\$27,395,000) which was decreased by approximately 73.96% as compared to that of the previous financial year. The main reason for the significant decrease in the total turnover of the Group was a result of the initiation of the closure in November 2009 of Ever-OK International Forwarding Co. Ltd (“Ever-OK”), which owned and operated the Group’s logistics division.

The Group’s gross profit margin increased from 19.83% for the year ended 31 December 2009 to 76.45% for the current period. The increase in gross profit margin is due to the closure of the non-profitable operations in Hong Kong and the PRC, which operated in the logistics industry which has a comparatively lower gross profit margin as compared to the Group’s other continuing operations namely the internet protocol television (“IPTV”) division’s operations.

The audited consolidated loss from operations for the year ended 31 December 2010 was approximately HK\$115,502,000 which has increased by 61.61% compared with the corresponding period last year, HK\$71,469,000. The substantial increase in loss for the year is mainly attributable to the substantial provision being made for asset impairment loss in respect of the intangible assets of the Group of approximately HK\$55,023,000, and the substantial provision being made for deferred income tax expense which would be generated from the intangible assets of the Group of approximately HK\$22,368,000.

The intangible assets of the Group are comprised of the IPTV permit, namely the “Broadcast of Audio-Video Program On Web Permit” (信息網路傳播視聽節目許可證) (the “Permit”) currently held by Guangzhou Wavecom Communications and Advertising Limited (“Guangzhou Wavecom”). Guangzhou Wavecom is a wholly-owned subsidiary of the Company and possession of the Permit allows Guangzhou Wavecom’s subsidiary South Pearl Limited, to operate the Group’s IPTV division in the greater southern China region. The Permit has been granted by Guangzhou Television Broadcast Microwave General Station (“Guangzhou Television Station”) to Guangzhou Wavecom. Possession of the Permit allows, and is a prerequisite to South Pearl Limited being able to act as the exclusive service provider of Guangzhou Television Station’s programmes, advertising and other IPTV services within the greater southern China region. The Permit commenced on 1 October 2007 and will expire on 30 September 2015.

財務回顧

營業額及營運虧損

本集團截至二零一零年十二月三十一日止年度之總營業額約為7,133,000港元(二零零九年：27,395,000港元)，較上一個財政年度減少約73.96%。本集團總營業額大幅減少之其中一個主要原因是本公司於二零零九年十一月啟動結束江蘇恒通國際貨運有限公司(「恒通」，由本集團物流及經營分部擁有)之業務。

本集團之毛利率，由截至二零零九年十二月三十一日止年度的19.83%增加至期內的76.45%。毛利率增加是因為結束中港兩地未能賺取盈利之物流業務。相對於本集團之互聯網電視業務分部，物流業務分部之毛利率相對較低。

截至二零一零年十二月三十一日止年度之經審核綜合業務虧損為約115,502,000港元，較去年同期的71,469,000港元大幅增加61.61%。年內虧損大幅增加主要由於為本集團無形資產作出巨額撥備約55,023,000港元及為本集團無形資產所產生之遞延所得稅開支作出大額撥備約22,368,000港元。

本集團之無形資產包括目前由廣州濤視傳播廣告有限公司(「廣州濤視」)持有之互聯網電視業務牌照，即信息網路傳播視聽節目許可證(「許可證」)。廣州濤視為本公司之全資附屬公司，擁有許可證讓廣州濤視之附屬公司廣州南方明珠網路科技有限公司得以在大中華南部地區經營本集團之互聯網電視業務。許可證由廣州市廣播電視微波總站(「廣州電視總站」)授予廣州濤視。擁有許可證使廣州南方明珠網路科技有限公司具備必要的先決條件，得以成為廣州電視總站之節目、廣告及其他互聯網電視服務在大中華南部地區之獨家服務供應商。許可證之有效期由二零零七年十月一日起，至二零一五年九月三十日期滿失效。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The substantial provisions have been made for asset impairment loss on the Permit and for deferred income tax expense which would be generated from the Permit, as the Board, after having had regard for the applicable Hong Kong accounting standards which should be applied to the Company's 2010 annual results, has determined that based on HKAS 36 and HKAS 12, respectively, substantial provisions should be made for asset impairment loss on the Permit and for deferred income tax expense which would be generated from the Permit.

The Board notes that the substantial provisions for an asset impairment loss and the deferred income tax expense are non-cash items. Despite recording a substantial increase in the loss of the Group, which is mainly due to the aforementioned substantial provisions which have been recorded in the audited consolidated financial statements of the Company for the year ended 31 December 2010, the Group's businesses and operations have made positive contributions to the Group in 2010 and these aforementioned provisions are not expected to have a material adverse effect on the Group's cash flows.

The Board does not expect that the Company's ability to continue to operate as a going concern will be affected by the aforesaid substantial provisions being made for asset impairment loss and deferred taxation expenses on the Permit. With the continued financial support of the Company's immediate holding company, and with the positive revenue streams which have been and continue to be produced by the Group's IPTV division (as discussed in greater detail below), the Board is confident that, and looking forward to the forthcoming quarters of 2011, that the Company should not encounter difficulties with its ability to continue to operate as a going concern.

Financial cost

The financial cost of the Group for the year ended 31 December 2010 was approximately HK\$2,476,000 (2009: HK\$680,000) which was increased by approximately 264.12% as compared to that of the same period of last year.

Liquidity, financial resources and capital structure

For the year ended 31 December 2010, the Group's borrowing consists of an amount due to the Company's immediate holding company of HK\$19,385,000, and an amount due to a director of HK\$6,033,000. The Group had a cash balance of approximately HK\$6,504,000 (2009: HK\$1,863,000).

由於董事會經考慮適用於本公司二零一零年度業績之香港會計準則後確定，根據香港會計準則第36號及香港會計準則第12號之規定，應分別就許可證之資產減值虧損及就許可證所產生之遞延所得稅開支作出大額撥備，故本集團已就許可證之資產減值虧損及就許可證所產生之遞延所得稅開支作出大額撥備。

董事會注意到，就資產減值虧損及遞延所得稅開支作出之大額撥備乃非現金項目。儘管本集團之虧損因為上述大額撥備而大幅增加(有關撥備已入賬本公司截至二零一零年十二月三十一日止年度經審核綜合財務報表)，惟本集團之業務及營運於二零一零年仍能為本集團帶來正面貢獻，並預期上述撥備將不會對本集團之現金流量構成重大不利影響。

董事會預期，上文所述就許可證之資產減值虧損及遞延所得稅開支而作出之大額撥備不會影響本公司之持續經營能力。在本公司直接控股公司持續不斷的財政支持下，加上本集團互聯網電視業務分部(見下文詳述)一直以來(並將持續)提供正面收益，董事會有信心，並展望於二零一一年各個季度，本公司在持續經營業務方面將不會遇上任何困難。

融資成本

本集團截至二零一零年十二月三十一日止年度之融資成本約為2,476,000港元(二零零九年：680,000港元)，較去年同期增加約264.12%。

流動資金、財務資源及資本結構

於截至二零一零年十二月三十一日止年度，本集團的借款中包括應付本公司直接控股公司的款項19,385,000港元及應付一位董事款項6,033,000港元。本集團的現金結餘約為6,504,000港元(二零零九年：1,863,000港元)。

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

The issued share capital of the Group for the year ended 31 December 2010 has increased from HK\$96,341,799 as at 31 December 2009 to HK\$98,841,799.

Gearing Ratio

For the year ended 31 December 2010, the gearing ratio of the Group, expressed as a percentage of net debt divided by the total capital plus net debt, was 217.46% (2009: 95.47%).

Employee and remuneration policies

For the year ended 31 December 2010, the Group employed a total of 18 employees (as at 31 December 2009: 28), of which 4 were located in Hong Kong and the remaining 14 were located in the PRC. The Group's remuneration policies are in line with the prevailing market practices and formulated on the basis of performance and experience of the employees. The salary and related benefits of the employees are rewarded on a performance related basis and the general remuneration structure of the Group is subject to review annually.

Material acquisitions and disposals of subsidiaries and affiliated companies

Deregistration and Winding-Up of various Subsidiaries in the Group

The Board has resolved that, in order to reduce the operating costs of the Group, those subsidiaries within the Group which no longer add value to, nor generate any income attributable to the Group, should be deregistered, or voluntarily wound up.

Those subsidiaries which are currently in the deregistration process are: Asian Information Investment (Holdings) Limited (BVI), Asian Information Resources Consultants Limited, Sinobase Asia Limited, Sino Resource Investments Limited, Asian Information Resources Techlogic Limited (which is the immediate holding Company of Ever-OK) and Guangzhou Shilian Software Technological Co. Limited.

Those subsidiaries which have been deregistered during the period are: AIR Logistics International Limited (BVI), AIR Logistics International Holdings Limited, Chinareference.com Limited, AIR SQW Limited, Explore Limited and Explore International Limited.

本集團繼續採納審慎的庫務政策，以港元或營運附屬公司之當地貨幣維持其現金結餘，致力將外匯風險減至最低。

於截至二零一零年十二月三十一日止年度，本集團之已發行股本由二零零九年十二月三十一日的96,341,799港元增加至98,841,799港元。

資產負債比率

於截至二零一零年十二月三十一日止年度，本集團之資產負債比率(按淨負債除以總資本加淨負債計算)佔總資產之百分比表示)為217.46%(二零零九年：95.47%)。

僱員及薪酬政策

於截至二零一零年十二月三十一日止年度，本集團共僱用18名(二零零九年十二月三十一日：28名)僱員，其中4名駐於香港，其餘14名駐於中國。本集團之薪酬政策符合現行市場慣例，乃按僱員之表現及經驗而制定。僱員之薪金及相關福利基於僱員之表現而釐定，本集團之一般薪酬架構會逐年檢討。

有關附屬公司及聯屬公司之重大收購及出售

本集團多間附屬公司解除註冊及清盤

董事會議決，為了降低集團營運成本，應將本集團轄下不再為本集團提供增值或未能為本集團賺取任何收入之附屬公司解除註冊或自願清盤。

現正辦理解除註冊手續之附屬公司包括：Asian Information Investment (Holdings) Limited (BVI)、Asian Information Resources Consultants Limited、Sinobase Asia Limited、Sino Resource Investments Limited、Asian Information Resources Techlogic Limited(恒通之直接控股公司)及廣州世聯軟件科技有限公司。

期內已解除註冊之附屬公司包括：AIR Logistics International Limited (BVI)、AIR Logistics International Holdings Limited、Chinareference.com Limited、AIR SQW Limited、Explore Limited 及 Explore International Limited。

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Those subsidiaries which are currently being voluntarily wound up are: Asian Information Investment Consulting Limited, BuyCollection.com Limited, and Myhome Network Limited.

OPERATIONAL REVIEW

During the period under review, the Group sought to further enlarge its revenue base through the further development of the Group's IPTV division which currently provides internet protocol value added services to the greater southern China region. The Company has a sufficient level of operations in its IPTV division and has sufficient assets to operate its business as a going concern. The Company does not have any financial difficulties to an extent which may seriously impair the Company's ability to continue its business. The Company also has, in addition to those assets held by the IPTV division, sufficient assets to operate its business due to the continuing support of the Company's immediate holding company.

The Board, looking forward, is contemplating transferring the investment operations of the Group, which will allow the Company to focus on project investments which will derive value for the Company's shareholders, and pave the way for the Company's future growth, both in terms of revenue streams and profits achieved from its business operations.

Having consolidated the control of the Company, through the restructuring exercise which was completed in May 2010, wherein Glamour House Limited obtained majority control of the Company's immediate holding company Asian Dynamics International Limited ("Asian Dynamics"), the Board is now well positioned to pursue other new business pursuits. In fact Glamour House Limited has been a substantial shareholder of Asian Dynamics for many years, and the restructuring exercise, which was completed upon the close of the mandatory unconditional general offers on 9 July 2010, will facilitate the Board being able to focus, with further support from the Company's ultimate controlling shareholder, the pursuit of other project investments which the Board is of the view will derive enhanced benefit to the Company and the Company's shareholders.

Such new business pursuits may, should the economic environment accommodate future development, encompass the investment into projects that will provide synergy between the Group's existing IPTV division, whilst building on the Board's knowledge gained through the Company's logistics operations.

現正辦理自願清盤之附屬公司包括：Asian Information Investment Consulting Limited、BuyCollection.com Limited及Myhome Network Limited。

業務回顧

於回顧期間，本集團致力透過進一步發展旗下的互聯網協定電視分部，進一步擴大其收入基礎。互聯網電視服務分部現時在大中華南部地區提供互聯網協定增值服務。本公司在互聯網電視服務方面擁有足夠的業務水平，並有充足的資產足以支持其持續運作。本公司目前並無可能嚴重影響其持續經營之財政困難。此外，除了互聯網電視服務分部所擁有的資產外，由於本公司直接控股公司的持續支持，故本公司擁有充裕的資產維持業務運作。

展望未來，董事會現正考慮轉移集團的投資業務，這使本公司可將重點投放於能為本公司股東帶來增值的項目投資上，並為公司的未來收入增長及業務運作所得溢利的未來增長鋪路。

透過二零一零年五月完成的重組行動，Glamour House Limited獲得本公司的直接控股公司Asian Dynamics International Limited (「Asian Dynamics」)的過半數控制權，並因而鞏固本公司的控制權。有鑑於此，董事會現有充分能力來從事發展其他新業務。事實上，Glamour House Limited多年來一直是Asian Dynamics的主要股東，而重組行動(已於二零一零年七月九日在強制性無條件全面收購結束後完成)有利於董事會集中精力，在本公司的最終控股股東的進一步支持下，從事發展其他項目投資。董事會認為此舉有望為本公司及其股東帶來更大的利益。

本公司有意從事之新業務(如經濟環境能配合未來業務發展的話)將包括能利用董事會在集團經營物流業務時所獲得的寶貴知識的同時，又能夠為集團現有互聯網電視服務分部提供協同效益的投資項目。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Performance of operating divisions

Logistics Division

Shareholders and potential investors were advised by the Board in the Company's announcement dated 2 November 2009 that the Board was informed by the management of Ever-OK that Ever-OK was not operating as a profitable entity, and that the achievement of profitability in the foreseeable future was not a realistic possibility. Given that information, and given the Board's desire to focus on the Company's IPTV division, the Board determined that it was in the best interests of the Company, and the Company's shareholders as a whole, to initiate the closure of the business operations of Ever-OK.

The Board is of the view that the closure of the business operations of Ever-OK will not have an adverse effect on the Group, rather such closure, will allow the Group to reduce its operating costs, and will lead it is anticipated towards the Group achieving profitability in future periods, through the reduction of further capital expenditure and reallocation of such capital to the Group's IPTV division and future project investments the Group intends to engage in.

After the initiation of the closure of Ever-OK, the Group's logistics division has not derived any revenue attributable to the Group since 31 December 2009. The Board expects to finalise the closure of Ever-OK within the forthcoming reporting periods. The Board has been advised by the management of Ever-OK that the closure of all the business operations and branches has now been effected, save for one branch of Ever-OK which has outstanding tax liabilities that need to be resolved prior to its closure. Therefore the Board is advised that Ever-OK is in the very final stages of the closure of its business operations.

The Board does not foresee the Company having to outlay any further capital in effecting the closure of Ever-OK in the forthcoming periods. Whilst the Board, has for all intents and purposes, effected the closure of Ever-OK, it does not intend that the Group will depart from the logistics industry entirely and, as stated above, is presently researching and developing potential project investments which will bring synergy between the Group's existing IPTV division, whilst drawing on the knowledge the Board has acquired through the operations of the Group's logistics division. The Board is now considering acquiring a project investment of this nature. That is an acquisition of a project which will align both the IPTV division with the Board's knowledge of the logistics industry.

業務分部表現

物流服務

董事會已於二零零九年十一月二日刊發的公司公告中知會股東及潛在投資者，表示董事會獲恒通管理層告知，恒通之業務運作已不能再賺取盈利，以及在可見未來恒通亦不可能賺取盈利。有鑑於此，加上董事會希望專注發展本公司的互聯網電視服務分部，故此董事會為了本公司及各股東之整體最佳利益，決定啟動結束恒通的業務運作。

董事會認為，結束恒通的業務運作不單不會為集團帶來負面影響，反之，結束恒通的業務還能減低集團的營運成本，並如預期般能透過減少進一步資本開支及重新分配資金至集團的互聯網電視服務分部及集團在將來擬參與的投資項目，帶動本集團於未來期間轉虧為盈。

在啟動結束恒通的業務後，自二零零九年十二月三十一日起，物流部便再沒有為本集團提供任何收入。董事會預期，結束恒通業務運作一事可在接下來的報告期間完成。董事會獲恒通的管理層告知，除了一間恒通分公司外(該分公司尚有結欠的稅項負債必須於結束業務前解決)，結束所有業務運作及分公司一事經已完成生效。因此，董事會知悉，恒通已處於結束業務運作之最後階段。

董事會並不預期本公司於未來期間在結束恒通業務一事上需要任何進一步的資本支出。雖然董事會落實結束恒通業務，但這並不表示集團將完全撤離物流業務。誠如上文所述，公司現正研究和發展能利用董事會在集團經營物流業務時所獲得的寶貴知識的同時，又能為集團現有互聯網電視服務分部提供協同效益的潛在投資項目。董事會現正考慮收購一個這樣性質的投資項目。那是收購一個可以將互聯網電視服務部門與董事會在物流業方面的知識共冶一爐的項目。

MANAGEMENT DISCUSSION AND ANALYSIS

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Information Technology Division

For the twelve months ended 31 December 2010, the Group's revenue from its IPTV division was composed of the provision of technology and upgrades, contents and high-definition ("HD") value added services to the customers of established internet and network services providers which South Pearl Limited ("South Pearl") is currently in partnership with, which amounted to approximately HK\$7,133,000.

As to South Pearl's provision of direct IPTV services, having established and upgraded its necessary networks, South Pearl expects that it will launch the provision of direct IPTV services with associated value-added services in full force in the next one to two years, and that the expected potential subscribers to the proposed direct IPTV services to be provided, upon completion of the development and implementation of this technology platform, is expected to be no less than 50,000 subscribers.

South Pearl is now also actively negotiating further agreements with other third parties for the provision of advertising slots and services ("Downstream Services"), the revenue from which will be derived once the direct IPTV services network issues are addressed and the direct IPTV services are provided to South Pearl's potential customer base for the receipt of direct IPTV services. As of the date of this report, no such further agreements have been finalized as negotiations are still ongoing as to the terms of the intended provision of Downstream Services. As to its intended provision of Downstream Services, South Pearl has already concluded an agreement for the provision of RMB5,000,000 of advertising airspace to Guangdong Tao Lue Advertising Company Limited (廣州濤略廣告有限公司) ("Toshe"). The Board, with regard to the proposed further advertising agreements to be agreed, such as the Toshe advertising agreement, expects that revenue from these proposed agreements will be realized upon the provision of the direct IPTV services to South Pearl's potential consumer base, at which time the Group's revenue is expected to increase.

In addition the company known as Guangdong E.Trust Information Investment Co Ltd (廣東盈信信息投資有限公司) ("Yung Shing") is an internet services provider ("ISP") based in the Guangzhou region which provides ISP services to its subscriber base which the Board has been advised generates no less approximately RMB60,000,000 in revenue for Yung Shing on average per annum. In the Group's usual and ordinary course of business Guangzhou Wavecom Communications and Advertising Limited ("Guangzhou Wavecom"), which is wholly-owned as to 100% by the

資訊科技分部

截至二零一零年十二月三十一日止年度，集團從互聯網電視服務分部所得收入約為7,133,000港元，有關收入來自與南方明珠網絡(南方明珠)向其協作的互聯網及供應商伙伴之客戶所提供之技術升級內容及高清增值服務。

關於南方明珠所提供的直接互聯網電視服務，經建立及提升所需網絡後，南方明珠預期可於未來一至兩年推出並全面提供直接網絡電視服務及相關增值服務，並預期待有關技術平台完成開發後，上述將予提供的直接互聯網電視服務的估計用戶人數預期不會少於50,000人。

此外，南方明珠亦正就提供廣告時段和服務(「下游服務」)與其他第三方磋商其他協議，一旦互聯網電視服務的網絡問題得到處理，南方明珠繼而可以將互聯網電視服務直接提供予其客戶，即可獲得收入。截至本公佈刊發日期，由於有關各方仍就計劃提供之下游服務之條款進行磋商，故上述其他協議仍未落實。至於計劃提供之下游服務，南方明珠已經達成了一項協議，有關協議關於提供價值人民幣五百萬元的廣告空時段予廣州濤略廣告有限公司(「濤略」)。關於有待商訂的其他廣告協議(例如與濤略的廣告協議)，董事會預期來自有關協議之收入將於南方明珠能直接提供互聯網電視服務予其潛在客戶後，方能實現，屆時本集團的收入有望增加。

此外，董事會得知，一家在廣東區域提供互聯網服務，並名為廣東盈信信息投資有限公司(「盈信」)的互聯網服務供應商，透過提供互聯網服務予其客戶，每年平均賺取約人民幣六千萬元的收入。在本集團的一般及日常業務過程中，本公司之全資附屬公司廣州濤視傳播廣告有限公司(「廣州濤視」)計劃與盈信訂立服務協議。根據有關協議，廣州濤視將會提供互聯網增值服務予盈信用戶。作為對上述服務的交流，廣州濤視將可按已議定的百分比，根據

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Company, intends to enter into servicing agreements with Yung Shing whereby Guangzhou Wavecom will provide internet protocol value added services to Yung Shing's subscribers, in return for which Guangzhou Wavecom will receive an agreed percentage of Yung Shing's revenue based on the value added services provided. The Board expects that these servicing agreements, if concluded, will generate value added revenue of approximately RMB10,000,000 to RMB15,000,000 for 2011-2012. As of the date of this report, no such servicing agreements have been finalized as negotiations are still ongoing as to the terms of the intended provision of the valued added services to Yung Shing.

Looking forward to the forthcoming year, Guangzhou Wavecom is seeking to enter into agreements with other ISP providers to further expand the revenue that the IPTV division expects to generate from the provision of internet protocol value added services to the established subscriber bases of other ISP providers. In terms of the revenue derived by Guangzhou Wavecom, 100% of this revenue is directly incorporated into to the condensed consolidated accounts of the Group, given the fact that the Company owns Guangzhou Wavecom as to 100%.

The Board is of the view that the key competitive strength of the Group, with regards to the IPTV division, is its exclusive right of usage of Broadcast of Audio-Video Program On Web Permit (信息網絡傳播視聽節目許可證) (the "Permit") granted from Guangzhou Television Broadcast Microwave General Station (廣州市廣播電視微波總站). To date, the Group's IPTV division has secured the necessary operating licenses and has fulfilled the necessary research, development and technology investment, such as an agreement with Microsoft, to position itself for the provision of direct IPTV services to the greater southern China region.

The Board considers that the diversification process which the IPTV industry in the southern China region is undergoing justifies the slow pace of the development of the Group's IPTV division. In fact recently the authorities in China have been implementing a convergence process whereby three of the existing telecommunications networks will be incorporated into one regime. The new regime, and the newly enacted regulations, will mainly be related to the implementation of a regime whereby the Guangzhou Broadcasting Bureau has more input into the telecommunications industry. The Permit accommodates and accords with the proposed new regulatory regime, which further justifies the value of the Permit.

所提供之增值服務，攤分盈信的收入。董事會預計，有關服務協議一經落實後，於二零一一年至二零一二年，將可為本集團帶來約人民幣一千萬元至人民幣一千五百萬元的增值收入。截至本公佈刊發日期，由於有關各方仍就計劃向盈信提供增值服務之條款進行磋商，故有關服務協議仍未落實。

展望來年，廣州濤視現正尋求與其他互聯網供應商訂立協議，希望透過向其他互聯網供應商之現有客戶提供互聯網增值服務，進一步提高互聯網電視服務分部之收入。關於廣州濤視之收入，鑑於本公司擁有廣州濤視100%權益，故其收入全數直接合併至本集團的簡明綜合賬目。

董事會認為，就互聯網電視服務分部而言，集團的主要競爭優勢為擁有廣州市廣播電視微波總站所授出的信息網絡傳播視聽節目許可證的獨家使用權。本集團的互聯網電視服務分部已取得必需的經營牌照，並符合所需的研發及技術投資規定(例如與微軟訂立協議)，為其在中國華南地區提供互聯網電視服務作好準備。

董事會認為，互聯網電視業在中國華南地區正進行多元化發展過程，在在證明本集團在互聯網電視服務緩步發展是正確的。事實上，近期中國當局實施了一項融合過程，據此，三個現有的電信網絡將被納入一個制度。新的制度以及新頒布的條例將主要涉及執行一項制度，而根據該制度，廣州市廣播局對電信行業將有更多的投入。許可證能配合並符合上述新的規管制度，這進一步證明許可證的價值。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The Board, through its adoption of a prudent and cautious approach to the proposed new regulatory regime, is positioning the Company to take advantage of the new regulations, once they are enacted. As the Permit meets the requirements of the proposed new regulations, saving any unforeseen amendments to the new regulatory regime, the IPTV division will be well placed to take immediate advantage of the benefits afforded by the new regulatory regime once it comes into effect.

Whilst the Board has been adopting a prudent and cautious approach with regard to further investing, developing and expanding the Group's IPTV division, the Board has been very actively involved in developing the IPTV division such that it has sufficient assets and a sufficient level of operations which the Board is of the view delivers present, and more positively looking forward, should deliver future enhanced benefits for the Company's shareholders.

Financial Consultancy

Apart from the aforementioned operations, the Group continues to research, develop and explore investment opportunities which are strategic to its business operations and which will contribute significantly to the return of the Company's shareholders.

With the acquisition of Vega International Group Limited, which is principally engaged in the provision of services in corporate finance and investment, project planning and development, technology project brokerage services, corporate development services, management consulting and post-acquisition advisory and professional management services, the Group is researching, developing and exploring further opportunities for development in the corporate finance sector which will further contribute to the current revenue streams generated by the Group.

In relation to the corporate finance sector, the Board is planning to devote more time and resources towards expanding the provision of financial consultancy services to business sectors that complement and have synergy with the household consumers and media services that the IPTV division of the Company is presently pursuing. The Board envisages that such services, if agreed, will encompass the establishment of financial advisory offices which will provide investment, financial and project management advice to other companies. In terms of these consultancy services, they will be negotiated in the normal course of business and shareholders will be kept informed of this division as it progresses.

董事會對上述新規管制度採取審慎而謹慎的態度，並為本公司作好準備，以善用新法規（一旦頒布）帶來的好處。由於許可證符合上述新規定的要求，除了有關新監管制度的任何不可預見修訂外，互聯網電視服務分部將處於有利位置，定可於新的規管制度生效後，即時享有新的規管制度所帶來的好處。

雖然董事會在進一步投資、發展及擴大互聯網電視服務分部方面採取審慎而謹慎的態度，但董事會一直不遺餘力發展互聯網電視服務分部，使其擁有足夠的資產及充足的營運水平。董事會認為有關業務於目前（並積極期待於未來）為本公司股東提供不斷提高的效益。

財務諮詢

除了上述業務外，本集團不斷研究、發展及尋找對其業務有重大策略意義，並能為其股東帶來重大回報之投資良機。

隨著收購Vega International Group Limited之後（該公司之主要業務為提供企業融資及投資服務、項目計劃及發展、技術項目仲介服務、企業發展服務、管理諮詢服務及收購後諮詢及專業管理服務），集團現正研究、發展及尋找發展企業融資範疇的進一步機會，企業融資業務將可為本集團之現有收入作出進一步貢獻。

關於財務融資範疇，董事會現正計劃投入更多時間和資源，把財務諮詢服務的提供範圍，擴展至能為家庭消費者與媒體服務（本公司的互聯網電視服務分部現正提供之服務）帶來相輔相成之效及協同效益之業務分部。董事會預期，該等服務一經協定，將包括設立財務顧問辦公室，財務顧問辦公室將會為其他公司提供有關投資、財務及項目管理之意見。就上述諮詢服務而言，其將於日常業務過程中商議，本公司將會知會各股東有關此業務分部之進展。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

MATERIAL LITIGATION AND CONTINGENT LIABILITIES

The material litigation and contingent liabilities affecting the Group as at 31 December 2010 are set out in note 33 in the accompanying notes to the financial statements.

EVENTS AFTER THE REPORTING PERIOD

Details of the significant subsequent events of the Group are set out in note 34 to the financial statements.

重大訴訟及或然負債

於二零一零年十二月三十一日，影響本集團之重大訴訟及或然負債載於財務報表隨附附註33。

報告期後發生的事項

本集團之重大結算日後事項載於財務報表附註34。

DIRECTORS AND SENIOR MANAGEMENT PROFILES

董事及高級管理人員簡介

EXECUTIVE DIRECTORS

Mr. Xie Xuan

Chairman

Mr. Xie, aged 41, joined the Group in 2002. Mr. Xie holds directorships in various subsidiaries of the Group. He has over 18 years of successful investment and management experience in the areas of property and logistics in the People's Republic of China. He graduated from Jinan University, the PRC with a degree in International Economics.

Mr. Qiu Yue

Mr. Qiu, aged 41, joined the Group in October 2008. Mr. Qiu graduated from Zhongshan University, the People's Republic of China in 1991, with a Bachelor of Arts degree. Mr. Qiu had worked in the advertising business for more than 11 years and was the general manager of Guangzhou Wavecom Communication and Advertising Limited from 1992 to 2006, and is now the general manager of South Pearl Limited, both companies having been acquired by the Company on 24 December 2007.

NON-EXECUTIVE DIRECTORS

Mr. Lo Mun Lam, Raymond

Vice Chairman

Mr. Lo, aged 58, is the Principal of an investment and corporate finance firm with offices in London and Hong Kong. Trained as a Chartered Accountant in England & Wales, he also qualified as a Canadian Chartered Accountant. Mr. Lo is now licensed as a Responsible Officer by the Securities & Futures Commission of Hong Kong for providing Type 6 (corporate finance) advisory. He has extensive expertise and experience in international corporate finance, mergers & acquisitions, cross-border direct investments, with emphases in lifestyle, real estate and hospitality sectors.

He held directorate level or strategist positions with multinational financial and emerging companies internationally. Besides the Company, he currently serves as the non-executive chairman of the Board of Luk Fook Holdings International Limited (stock code: 0590), and as an independent non-executive director of Shanghai Zendai Property Limited (stock code 0755). All of these companies are listed in Hong Kong.

執行董事

謝暄先生

主席

謝先生，四十一歲，於二零零二年加入本集團。謝先生出任本集團多間附屬公司之董事。彼於中華人民共和國之地產及物流領域積逾十八年之卓越投資及管理經驗。謝先生畢業於中國廣州暨南大學，持有國際經濟學士學位。

邱越先生

邱先生，四十一歲，於二零零八年十月加盟本集團。邱先生於一九九一年畢業於中華人民共和國中山大學，擁有文學士學位。邱先生在廣告界積逾十一年經驗。從一九九二年到二零零六年，彼為廣州濤視傳播廣告有限公司總經理。邱先生現為廣州南方明珠網路科技有限公司總經理。本公司已於二零零七年十二月二十四日收購該兩間公司。

非執行董事

盧敏霖先生

副主席

盧先生，五十八歲，為一間於倫敦及香港均設有辦事處之投資及企業融資顧問機構的主要負責人。彼為英格蘭及威爾斯特許會計師，並為加拿大特許會計師。盧先生獲香港證券及期貨事務監察委員會發牌為從事第6類(就企業融資提供專業意見)活動之負責人。盧先生於國際企業融資、併購、跨境直接投資方面具有豐富的專業知識及經驗，其重點在時尚生活、房地產及酒店業領域。

盧先生曾擔任跨國金融及國際新興企業之董事及策略師職務。除本公司外，彼現為六福集團(國際)有限公司(股票編號：0590)董事會之非執行主席及上海証大房地產有限公司(股票編號：0755)之獨立非執行董事，上述公司均於香港上市。

DIRECTORS AND SENIOR MANAGEMENT PROFILES

董事及高級管理人員簡介

Mr. Lo graduated from the University of Wisconsin – Madison in business administration and read law at the University of Hong Kong and at the Universities in California. He also holds various post-graduate degrees or professional designations in accountancy, corporate finance, real estate and hospitality disciplines.

Mr. Andrew James Chandler

Mr. Chandler, aged 38, joined the Group in August 2006. He was admitted as a barrister of the High Court of Hong Kong Special Administrative Region in 1998, and as a barrister and solicitor of the High Court of New Zealand in 1996. Mr. Chandler has over 12 years experience in the legal field. Mr. Chandler graduated from Victoria University in Wellington, New Zealand with a Bachelor of Laws, and Bachelor of Arts degrees. Mr. Chandler also has obtained a Post Graduate Certificate in Law from City University, Hong Kong, and a Graduate Diploma in Business Studies (Finance) from Massey University in New Zealand.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Wu Jixue

Mr. Wu, aged 65, holds a Master degree in Economics. He is currently a professor, guest lecturer and visiting scholar at a number of colleges and universities in the PRC and abroad. He has published more than 262 papers and 18 books in the areas of economics, finance and management.

Dr. Feng Ke

Dr. Feng, aged 39, joined the Group in October 2008. Dr. Feng holds a PHD in theoretic economics from the Beijing University, the People's Republic of China. Presently he is the department head and researcher of Real Estates Finance Research Center, of the Beijing University Economics Faculty. Dr. Feng is an independent compliance advisor in the publicly listed company Sky Land Resources Limited, and is an independent director in the publicly listed company Guang Yu Development Limited, both companies being listed in the People's Republic of China.

盧先生畢業於美國威斯康辛大學麥迪遜主校，修讀工商管理，並於香港大學及加州大學修讀法律。此外，盧先生亦擁有會計、企業融資、房地產及酒店業等深造學位或專業資格。

Andrew James Chandler先生

Chandler先生，三十八歲，於二零零六年八月加入本集團。Chandler先生於一九九八年成為香港特別行政區高等法院之大律師，並於一九九六年成為紐西蘭高等法院之大律師及事務律師。Chandler先生於法律界擁有逾十二年經驗。Chandler先生畢業於紐西蘭惠靈頓Victoria大學，持有法學學士學位及文學學士學位。Chandler先生亦於香港城市大學獲得法學研究證書，以及於紐西蘭Massey大學獲得商業研究(金融)研究文憑。

獨立非執行董事

巫繼學先生

巫先生，六十五歲，持有經濟學碩士學位。彼現為多所位於中國及海外學院及大學之教授、客席講師及訪問學者。彼曾發表超過二百六十二篇有關經濟、財務及管理之論文及出版十八部有關書籍。

馮科博士

馮博士，三十九歲，於二零零八年十月加入本集團。馮博士為中華人民共和國北京大學理論經濟學博士。現任北京大學經濟所房地產金融研究中心主任及研究員。馮博士為中華人民共和國上市公司天地源股份有限公司的獨立監事及上市公司廣宇發展股份有限公司的獨立董事。

DIRECTORS AND SENIOR MANAGEMENT PROFILES

董事及高級管理人員簡介

Mr. Zhang Daorong

Mr. Zhang, aged 39, is a Certified Public Accountant and Certified Tax Agent in the PRC. He holds a Bachelor degree in Economics and a Master degree in Business Administration. He has over 17 years of experience in accounting, auditing and taxation. He is currently a project manager in a firm of certified public accountants in the PRC.

SENIOR MANAGEMENT

Mr. Lum Pak Sum

Company Secretary

Mr. Lum, aged 50, holds a master degree in business administration from the University of Warwick, United Kingdom, and a Bachelor of Laws (LLB) (Honors) degree from the University of Wolverhampton, United Kingdom. He is currently a fellow member of the Hong Kong Institute of Certified Public Accountants (HKICPA) and of the Association of Chartered Certified Accountants, United Kingdom. Mr. Lum has over 18 years' experience in the financial field, the money market and capital market.

Mr. Kong Yeuk Hon, John

Senior Accountant

Mr. Kong, aged 52, joined the Group in October 2005. Mr. Kong holds a Master of Science Degree in Applied Accounting and Finance from the Baptist University of Hong Kong. Prior to joining the Group, Mr. Kong has over 11 years experience in commercial accounting field.

張道榮先生

張先生，三十九歲，為中國註冊會計師及中國註冊稅務師。彼持有經濟學學士學位及工商管理碩士學位。彼於會計、審核及稅務等方面積逾十七年經驗。彼現時為中國一所會計師事務所之項目經理。

高級管理人員

林栢森先生

公司秘書

林先生，五十歲，持有英國華威大學工商管理學碩士學位及英國華瑞漢普敦大學法律榮譽學位。林先生現為香港會計師公會會員及英國ACCA會計師公會會員。林先生於財經界、貨幣市場及資本市場擁有逾十八年經驗。

江約翰先生

高級會計師

江先生，五十二歲，於二零零五年十月加入本集團。江先生持有香港浸會大學應用會計及財務理學碩士學位。於加入本集團前，江先生於商業會計範疇積逾十一年經驗。

REPORT OF THE DIRECTORS 董事會報告

The directors of the Company (the “Directors”) submit their report together with the audited financial statements of the Company and the Group for the year ended 31 December 2010.

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

PRINCIPAL ACTIVITIES AND GEOGRAPHICAL ANALYSIS OF OPERATIONS

The principal activity of the Company is investment holding. Details of the principal activities of the subsidiaries are set out in note 32 to the consolidated financial statements.

按主要業務及地區劃分之營運分析

本公司之主要業務為投資控股。有關附屬公司主要業務之詳情載於綜合財務報表附註32。

An analysis of the Group’s turnover and profit/(loss) before taxation for the year ended 31 December 2010 by principal activities is as follows:

本集團截至二零一零年十二月三十一日止年度按主要業務劃分之營業額及除稅前溢利/(虧損)分析如下：

		Profit/(loss) before taxation
	Turnover	除稅前溢利/ (虧損)
	營業額	(虧損)
	HK\$'000	HK\$'000
	千港元	千港元
By Principal activities:	按主要業務劃分：	
IPTV services	互聯網電視服務	7,133 (83,888)
Logistics services	物流服務	- 1,048
		7,133 (82,840)

An analysis of the Group’s turnover and loss before taxation for the year ended 31 December 2010 by geographical areas is as follows:

本集團截至二零一零年十二月三十一日止年度按地區劃分之營業額及除稅前虧損分析如下：

		Loss before taxation
	Turnover	除稅前虧損
	營業額	(虧損)
	HK\$'000	HK\$'000
	千港元	千港元
By geographical areas:	按地區劃分：	
Hong Kong	香港	- (9,000)
The PRC	中國	7,133 (84,134)
		7,133 (93,134)

REPORT OF THE DIRECTORS 董事會報告

RESULTS AND DIVIDENDS

The loss for 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 consolidated financial statements on pages 37 to 40 of this Annual Report.

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

SUMMARY OF FINANCIAL INFORMATION

A summary of the results and assets and liabilities of the Group for the last five financial years is set out on page 128.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in the property, plant and equipment of the Group during the year are set out in note 16 to the consolidated financial statements.

SHARE OPTIONS

Pursuant to a specific mandate granted by the Company's shareholders at the Company's extraordinary general meeting held on 4 October 2007, the Company granted 97,840,073 share options (the "Share Options") entitling the holders of the Share Options to subscribe for 97,840,073 ordinary shares at the exercise price of HK\$0.275 per share.

As at 31 December 2010, there were outstanding 72,840,073 Share Options that fall to be exercised at the exercise price of HK\$0.275 per share.

The Company had a share option scheme, under which it could grant options to employees of the Group (including executive directors of the Company) to subscribe for shares in the Company, subject to a maximum of 10% of the nominal value of the issued share capital of the Company from time to time, excluding for this purpose shares issued on exercise of the options. The Company's employee share option scheme commenced on 2 December 1999 and expired on 1 December 2009. The Company does not currently have a share option scheme in effect.

業績及股息

本集團截至二零一零年十二月三十一日止年度之虧損及本公司及本集團於該日之財務狀況載於本年報第37至40頁之綜合財務報表。

董事不建議派發截至二零一零年十二月三十一日止年度股息(二零零九年：無)。

財務資料概要

本集團於過往五個財政年度之業績及資產與負債概要刊載於第128頁

物業、廠房及設備

本集團於年內之物業、廠房及設備變動詳情載於綜合財務報表附註16。

購股權

根據本公司股東於二零零七年十月四日舉行之本公司股東特別大會上授出的特別授權，本公司授出97,840,073股購股權(「購股權」)，有關購股權持有人可按行使價每股0.275港元，認購97,840,073股普通股。

於二零一零年十二月三十一日，共有72,840,073股可按行使價每股0.275港元予以行使之購股權仍未獲行使。

本公司曾設有購股權計劃，據此本公司可向本集團僱員(包括本公司執行董事)授出購股權，以認購本公司股份，惟該等購股權涉及之股份數目不得超逾本公司不時已發行股本面值10%。就此而言，行使購股權時發行之股份將不計算在內。本公司之僱員購股權計劃始於一九九九年十二月二日，並已於二零零九年十二月一日屆滿。本公司目前並無有效的購股權計劃。

REPORT OF THE DIRECTORS 董事會報告

CONVERTIBLE NOTES

On 11 October 2010 the Company, pursuant to the acquisition agreement as described in the Company's circular dated 28 February 2008, issued in aggregate HK\$86,349,999 of zero-coupon convertible notes convertible at the initial Conversion Price of HK\$0.218 per Share with 24-month maturity, in the amounts of HK\$76,272,955 of Convertible Notes were issued to Asian Dynamics International Limited and approximately HK\$10,077,044 of Convertible Notes were issued to Lucky Peace Limited.

As at 31 December 2010 there were outstanding and in issue in aggregate HK\$86,349,999 of zero-coupon convertible notes convertible at the initial Conversion Price of HK\$0.218 per Share with 24-month maturity.

PRE-EMPTIVE RIGHTS

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

PURCHASES, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

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

SUFFICIENCY OF PUBLIC FLOAT OF LISTED SECURITIES OF THE COMPANY

Based on information which is publicly available to the Company and within the knowledge of the Directors as at the latest practicable date prior to the issuance of this annual report, the Directors can confirm that at least 25% of the Company's total listed issued share capital has at all times been held by the public, as required by Rule 11.23 of the GEM Listing Rules.

RESERVES

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

可換股票據

於二零一零年十月十一日，根據本公司於二零零八年二月二十八日刊發之通函所載之收購協議，本公司發行了合共86,349,999港元零息可換股票據，有關可換股票據可按初步兌換價每股股份0.218港元兌換，有效期24個月。其中76,272,955港元之可換股票據發行予Asian Dynamics International Limited，另約10,077,044港元之可換股票據則發行予Lucky Peace Limited。

於二零一零年十二月三十一日，共有86,349,999港元之已發行零息可換股票據仍未獲兌換，有關可換股票據可按初步兌換價每股股份0.218港元兌換，有效期24個月。

優先購買權

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

購買、贖回或出售本公司上市證券

本公司或其任何附屬公司於年內概無購買、贖回或出售本公司任何上市證券。

公眾持有本公司上市證券之充足程度

於本年報刊發前之最後實際可行日期，根據本公司現時所取得之公開資料，以及就董事所知，董事確認公眾人士一直持有本公司全部上市已發行股本最少25%，符合創業板上市規則第11.23條之規定。

儲備

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

REPORT OF THE DIRECTORS

董事會報告

DISTRIBUTABLE RESERVES

As at 31 December 2010, the Company has no reserves available for distribution to shareholders (2009: Nil) in accordance with the applicable laws of the Cayman Islands and the Company's articles of association.

MAJOR CUSTOMERS AND SUPPLIERS

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

Sales

the largest customer	43.49%
five largest customers combined	100%

Purchases

the largest supplier	84.88%
five largest suppliers combined	100%

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

DIRECTORS

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

Executive Directors

Mr. Xie Xuan (*Chairman*)
Mr. Yang Qiulin (*resigned on 18 March 2011*)
Mr. Qiu Yue

Non-executive Directors

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

Independent Non-executive Directors

Mr. Wu Jixue
Mr. Zhang Daorong
Dr. Feng Ke

In accordance with Article 87(1) of the articles of association of the Company, Mr. Lo Mun Lam, Raymond (vice-chairman) and Mr. Wu Jixue shall retire from office by rotation at the forthcoming annual general meeting of the Company. The retiring Directors, being eligible, will offer themselves for re-election at the forthcoming annual general meeting of the Company.

可供分派之儲備

於二零一零年十二月三十一日，根據開曼群島適用法例及本公司之組織章程，本公司並無可供分派予股東之儲備(二零零九年：無)。

主要客戶及供應商

年內，本集團主要客戶及供應商應佔銷售額及採購額之百分比如下：

銷售

最大客戶	43.49%
五大客戶合計	100%

採購

最大供應商	84.88%
五大供應商合計	100%

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

董事

於本年度及截至本報告刊發日期之董事如下：

執行董事

謝暄先生(主席)
楊秋林先生(於二零一一年三月十八日辭任)
邱越先生

非執行董事

盧敏霖先生(副主席)
Andrew James Chandler先生

獨立非執行董事

巫繼學先生
張道榮先生
馮科博士

根據本公司組織章程第87(1)條，盧敏霖先生(副主席)及巫繼學先生須於本公司應屆股東週年大會上輪值告退。上述退任董事均符合資格並願意於本公司應屆股東週年大會上膺選連任。

REPORT OF THE DIRECTORS 董事會報告

DIRECTORS' SERVICE CONTRACTS

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

DIRECTORS' INTEREST IN CONTRACTS

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

MANAGEMENT CONTRACTS

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

RETIREMENT BENEFIT SCHEMES

Particulars of retirement benefit schemes are set out in note 4(o)(ii) to the consolidated financial statements.

CONNECTED PARTY TRANSACTIONS

The related party transactions disclosed in note 28 to the accompanying consolidated financial statements constitute the connected transactions under Chapter 20 of the GEM Listing Rules.

The non-executive directors of the Company had reviewed the connected transactions of the Company for the year ended 31 December 2010 and have confirmed that the transactions have been entered into:

- (i) in the ordinary and usual course of business of Group;
 - either on normal commercial terms or, if there are no sufficient comparable transactions to judge whether they are on normal commercial terms, on terms no less favorable than those available to or from independent third parties; and
- (ii) in accordance with the relevant agreements governing the transactions;
- (iii) on terms that are fair and reasonable and in interests of the shareholders of the Company as a whole; and
- (iv) the aggregate amount of each of these transactions falls within the de minimis exemption for the connected transactions under Chapter 20 of the GEM Listing Rules.

董事之服務合約

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

董事之合約權益

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

管理合約

年內，概無訂立或存在任何有關本集團全部或任何重大部份業務之管理及行政合約。

退休福利計劃

退休福利計劃之詳情載於綜合財務報表附註4(o)(ii)。

關連交易

隨附綜合財務報表附註28所載之重大關連人士交易構成創業板上市規則第20章所指之關連交易。

本公司之非執行董事已審閱本公司截至二零一零年十二月三十一日止年度之關連交易，並確認有關交易為：

- (i) 於本集團日常及一般業務過程中訂立；
 - 按一般商業條款進行或倘並無足夠可供比較者以鑑定有關交易是否按一般商業條款進行，則按不遜於本集團給予獨立第三者或獨立第三者提供予本集團之條款訂立；及
- (ii) 根據監管有關交易之有關協議訂立；
- (iii) 交易條款屬公平合理，且符合本公司各股東之整體利益；及
- (iv) 各項關連交易之總金額屬創業板上市規則第20章所指關連交易之最低豁免水平之內。

REPORT OF THE DIRECTORS

董事會報告

DISCLOSURE OF INTERESTS

(A) Interests and short positions of the Directors in the shares, underlying shares and debentures of the Company and its associated corporations

As at 31 December 2010, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying Shares, or debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance, Cap. 571, ("SFO") which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") contained in the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

(i) Long Positions in the Ordinary Shares of HK\$0.10 each (the "Shares") of the Company

權益披露

(A) 董事於本公司及其相聯法團的股份、相關股份及債券之權益及淡倉

於二零一零年十二月三十一日，本公司董事及行政總裁於本公司及其相聯法團（定義見證券及期貨條例，第571章第XV部）之股份、相關股份或債券中擁有(a)須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所之權益及淡倉（包括根據證券及期貨條例該等條文被視作或當作擁有之權益及淡倉）；或(b)須根據證券及期貨條例第352條記錄於該條所指登記冊內之權益及淡倉；或(c)須根據創業板上市規則所載上市發行人董事進行證券交易的標準守則（「標準守則」）知會本公司及聯交所之權益及淡倉如下：

(i) 於本公司每股面值0.10港元之普通股（「股份」）之好倉

	Number of issued shares held, capacity and nature of interest 所持已發行股份數目、身份及權益性質					Percentage of the Company's issued Shares as at 31 December 2010 佔本公司於二零一零年十二月三十一日之已發行股份百分比
	Directly beneficially owned 直接實益擁有	Through spouse or minor children 透過配偶或未成年子女	Through controlled corporation 透過受控法團	Beneficiary of a trust 信託受益人	Total 總計	
<i>Directors</i> <i>董事</i>						
Mr. Xie Xuan 謝暄先生	-	-	546,964,782 (Note 1) (附註1)	-	546,964,782	55.34
Mr. Qiu Yue 邱越先生	15,600,000	-	18,620,436 (Note 2) (附註2)	-	34,220,436	3.46
	15,600,000	-	565,585,218	-	581,185,218	58.80

Note 1: The controlled corporation is Glamour House Limited, which is accustomed to acting in accordance with Mr. Xie Xuan's instructions who is its sole director, and which is the beneficial owner as to 67.18% of Asian Dynamics International Limited.

Note 2: The controlled corporation is Lucky Peace Limited, which is incorporated in Samoa, and which is 100% wholly-owned by Mr. Qiu Yue.

附註1：該受控法團為 Glamour House Limited，該公司慣性按其唯一董事謝暄先生之指示行事，並擁有 Asian Dynamics International Limited 的 67.18% 實益權益。

附註2：該受控法團為 Lucky Peace Limited，於薩摩亞註冊成立，由邱越先生全資擁有。

REPORT OF THE DIRECTORS

董事會報告

(ii) Long Positions in the Underlying Shares

Long positions in the unlisted zero-coupon convertible redeemable notes with 24 month maturity issued on 11 October 2010 (the “2010 Convertible Notes”) of the Company

Name of Director 董事姓名	Capacity and nature of interest 身份及權益性質	Amount of 2010 Convertible Notes (HK\$)	Number of underlying Shares 相關股份數目	Percentage of the Company's issued Shares as at 31 December 2010
		二零一零年 可換股票據 之金額 (港元)		佔本公司 於二零一零年 十二月三十一日 之已發行股份 百分比
Mr. Xie Xuan 謝暄先生	Interest of a controlled corporation (Note 1) 受控法團權益(附註 1)	76,272,955	349,875,940	35.40
Mr. Qiu Yue 邱越先生	Interest of a controlled corporation (Note 2) 受控法團權益(附註 2)	10,077,044	46,224,972	4.68

Note 1: The controlled corporation is Glamour House Limited, which is accustomed to acting in accordance with Mr. Xie Xuan's instructions who is its sole director, and which is the beneficial owner as to 67.18% of Asian Dynamics International Limited.

附註1：該受控法團為Glamour House Limited，該公司慣性按其唯一董事謝暄先生之指示行事，並擁有Asian Dynamics International Limited 67.18%之實益權益。

Note 2: The controlled corporation is Lucky Peace Limited, which is incorporated in Samoa, and which is 100% wholly-owned by Mr. Qiu Yue.

附註2：該受控法團為Lucky Peace Limited，於薩摩亞註冊成立，由邱越先生全資擁有。

Holders of the 2010 Convertible Notes are entitled to elect to convert 2010 Convertible Notes into Shares at the conversion price of HK\$0.218 per Share until 10 October 2012.

二零一零年可換股票據持有人有權於二零一二年十月十日前按兌換價每股0.218港元將二零一零年可換股票據兌換為股份。

Save as disclosed above, as at 31 December 2010, none of the Directors or chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including any interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

除上文所披露者外，於二零一零年十二月三十一日，本公司董事或行政總裁概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債券中擁有並須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所之權益或淡倉(包括根據證券及期貨條例該等條文被視作或當作擁有之權益或淡倉)；或須根據證券及期貨條例第352條記錄於該條所指登記冊內之權益或淡倉；或須根據標準守則知會本公司及聯交所之權益或淡倉。

REPORT OF THE DIRECTORS

董事會報告

(B) Interests and short positions of the Substantial Shareholders in the Shares, underlying shares and debentures of the Company

As at 31 December 2010, so far as was known to the Directors or chief executive of the Company, the following persons (other than the Directors or chief executive of the Company) had, or were deemed or taken to have, an interest or short position in the Shares and underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, were as follows:

(i) Long Positions in the Shares

Name of Shareholder 股東名稱	Capacity 身份	Number of shares 股份數目	Percentage of the Company's issued Shares as at 31 December 2010 估本公司 於二零一零年 十二月三十一日 之已發行股份 百分比
Glamour House Limited	Interest of a controlled corporation (Note 1) 受控法團權益(附註1)	546,964,782	55.34
Mr. Chu Yat Hong 朱一航先生	Interest of a controlled corporation (Note 2) 受控法團權益(附註2)	546,964,782	55.34
Asian Dynamics International Limited	Beneficial owner 實益擁有人	546,846,132	55.33
Lucky Peace Limited (Note 3) (附註3)	Beneficial Owner 實益擁有人	18,620,436	1.88

Note 1: The controlled corporation is Asian Dynamics International Limited, which is beneficially owned as to 67.18% by Glamour House Limited.

Note 2: The controlled corporation is Glamour House Limited, which is beneficially owned as to 90% by Mr. Chu Yat Hong, and which is the beneficial owner as to 67.18% of Asian Dynamics International Limited.

Note 3: Lucky Peace Limited, which is incorporated in Samoa, is 100% wholly-owned by Mr. Qiu Yu, who is an executive director of the Company.

(B) 主要股東於本公司之股份、相關股份及債券之權益及淡倉

於二零一零年十二月三十一日，據本公司董事或行政總裁所知，以下人士（本公司董事或行政總裁除外）於股份及相關股份中擁有，或被視為或當作擁有根據證券及期貨條例第XV部第2及3分部須向本公司披露之權益或淡倉如下：

(i) 於股份之好倉

附註1: 該受控法團為Asian Dynamics International Limited, Glamour House Limited為其67.18%權益之實益擁有人。

附註2: 該受控法團為Glamour House Limited, 朱一航先生為其90%權益之實益擁有人, 而Glamour House Limited 則為 Asian Dynamics International Limited 67.18%權益之實益擁有人。

附註3: Lucky Peace Limited乃於薩摩亞註冊成立, 由本公司執行董事邱越先生全資擁有。

REPORT OF THE DIRECTORS 董事會報告

(ii) Long Positions in the Underlying Shares

Long positions in the 2010 Convertible Notes of the Company

(ii) 於相關股份之好倉

於本公司二零一零年可換股票據之好倉

Name of Substantial Shareholder 主要股東名稱	Capacity and nature of interest 身份及權益性質	Amount of 2010 Convertible Notes (HK\$) 二零一零年可換股票據之金額 (港元)	Number of underlying Shares 相關股份數目	Percentage of the Company's issued Shares as at 31 December 2010 佔本公司於二零一零年十二月三十一日之已發行股份百分比
Asian Dynamics International Limited	Beneficial Owner 實益擁有人	76,272,955	349,875,940	35.40
Glamour House Limited	Interest of a controlled corporation (Note 1) 受控法團權益(附註 1)	76,272,955	349,875,940	35.40
Mr. Chu Yat Hong 朱一航先生	Interest of a controlled corporation (Note 2) 受控法團權益(附註 2)	76,272,955	349,875,940	35.40
Lucky Peace Limited (Note 3) (附註3)	Beneficial Owner 實益擁有人	10,077,044	46,224,972	4.68
Note 1: The controlled corporation is Asian Dynamics International Limited, which is beneficially owned as to 67.18% by Glamour House Limited.		附註1: 該受控法團為Asian Dynamics International Limited, Glamour House Limited為其67.18%權益之實益擁有人。		
Note 2: The controlled corporation is Glamour House Limited, which is beneficially owned as to 90% by Mr. Chu Yat Hong, and which is the beneficial owner as to 67.18% of Asian Dynamics International Limited.		附註2: 該受控法團為Glamour House Limited, 朱一航先生為其90%權益之實益擁有人, 而Glamour House Limited 則為 Asian Dynamics International Limited 67.18%股權之實益擁有人。		
Note 3: Lucky Peace Limited, which is incorporated in Samoa, is 100% wholly-owned by Mr. Qiu Yue, who is an executive director of the Company.		附註3: Lucky Peace Limited乃於薩摩亞註冊成立, 由本公司執行董事邱越先生全資擁有。		
Holders of the 2010 Convertible Notes are entitled to elect to convert 2010 Convertible Notes into Shares at the conversion price of HK\$0.218 per Share until 10 October 2012.		二零一零年可換股票據持有人有權於二零一二年十月十日前按兌換價每股0.218港元將二零一零年可換股票據兌換為股份。		

REPORT OF THE DIRECTORS 董事會報告

Save as disclosed above, as at 31 December 2010, no persons, (other than the Directors and chief executive of the Company, whose interests are set out under the heading "Interests and short positions of the Directors in the shares, underlying shares and debentures of the Company and its associated corporations" above,) had registered an interest or short position in any shares, underlying shares or debentures of the Company that was required to be recorded under Section 336 of the SFO.

DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed above, at no time during the period were rights to acquire benefits by means of the acquisition of shares or debentures in the Company or any other body corporate granted to any Directors or their respective spouse or minor children, or were any such rights exercised by them; or was the Company, its holding company, or any of its subsidiaries or fellow subsidiaries a party to any arrangement to enable the Directors or their respective spouse or minor children to acquire such rights in any other body corporate.

COMPETING INTERESTS

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

MANAGEMENT SHAREHOLDERS

As far as the Directors are aware of, other than Asian Dynamics International Limited, Glamour House Limited, Mr. Chu Yat Hong, Mr. Xie Xuan, Mr. Qiu Yue, and Lucky Peace Limited, as disclosed above, there was no other person as at 31 December 2010 who was directly or indirectly interested in 5% or more of the shares then in issue of the Company and who was able, as a practicable matter, to direct or influence the management of the Company.

INDEPENDENT AUDITORS

The consolidated financial statements for the year have been audited by Pan-China (H.K.) CPA Limited. Pan-China (H.K.) CPA Limited retire and offer themselves for re-appointment as auditors of the Company at the next annual general meeting of the Company.

By Order of the Board
Xie Xuan
Chairman

Hong Kong, 30 March 2011

除上文所披露者外，於二零一零年十二月三十一日，概無任何人士(本公司董事及行政總裁除外，彼等之權益載於上文「董事於本公司及其相聯法團的股份、相關股份及債券之權益及淡倉」一節)於本公司任何股份、相關股份或債券中擁有根據證券及權益條例第336條須予記錄之權益或淡倉。

董事購入股份或債券之權利

除上文所披露者外，於期內任何時間，概無任何董事或彼等各自之配偶或未成年子女獲授可藉購入本公司或任何其他法人團體之股份或債券而獲得利益之權利，彼等亦無行使任何上述權利；本公司、其控股公司或其任何附屬公司或同系附屬公司亦無參與訂立任何安排，致使董事、彼等各自之配偶或未成年子女可於任何其他法人團體獲得上述權利。

競爭權益

本公司之董事或管理層股東及彼等各自之聯繫人概無從事與本集團業務直接或間接構成競爭或可能構成競爭之業務，亦無與本集團有或可能有利益衝突。

管理層股東

據董事所知，除上文所披露Asian Dynamics International Limited、Glamour House Limited、朱一航先生、謝暄先生、邱越先生及Lucky Peace Limited外，於截至二零一零年十二月三十一日止年度內，概無任何其他人士直接或間接擁有本公司當時已發行股份5%或以上及可實際主導或影響本公司管理工作。

獨立核數師

本年度綜合財務報表已由天健(香港)會計師事務所有限公司審核。天健(香港)會計師事務所有限公司將於本公司應屆股東週年大會上退任，並願意重獲委任。

承董事會命
謝暄
主席

香港，二零一一年三月三十日

CORPORATE GOVERNANCE REPORT

企業管治報告

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

COMPLIANCE WITH CORPORATE GOVERNANCE CODE

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

In the opinion of the Directors, the Company has complied with all the provisions of the Code, for the year ended 31 December 2010, except:

- (i) under code provision A.2.1 of the Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive officer should be clearly established and set out in writing. The Company has set out in written terms the responsibilities between the chairman and chief executive officer. At present, Mr. Xie Xuan, the chairman of the Company, also undertakes the responsibilities of the chief executive officer until a replacement for the chief executive officer is found. The Company considers that under the supervision of its Board and its Independent Non-executive Directors, a balancing mechanism exists so that the interests of the shareholders are adequately and fairly represented.
- (ii) under code provision A.4.1 of the Code, non-executive directors should be appointed for a specific term and subject to re-election. None of the existing Non-executive Directors of the Company are appointed for a specific term. This constitutes a deviation from the code provision. However, all the Non-executive Directors of the Company are subject to retirement by rotation at annual general meetings pursuant to the articles of association of the Company.
- (iii) under code provision E.1.2 of the Code, the chairman of the Board should attend the annual general meeting to answer questions at the annual general meeting. The Chairman of the Company, Mr. Xie Xuan, had not attended the Company’s annual general meeting for 2010 due to other business commitments.

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

遵守企業管治守則

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

董事認為，本公司於截至二零一零年十二月三十一日止年度內，一直遵守守則的所有規定，惟下列者除外：

- (i) 根據守則A.2.1條之規定，主席與行政總裁之職責應該分離，不應由一人兼任。主席與行政總裁之間的職責分工應清楚界定並以書面列載。本公司已經書面列載主席與行政總裁職責。現時本公司主席謝暄先生同時兼任行政總裁之職責，直至覓得行政總裁之替代人選為止。本公司認為，董事會及獨立非執行董事之監督可產生制衡機制，令股東利益得以充分及公平體現。
- (ii) 根據守則A.4.1條之規定，非執行董事須有指定任期，並須膺選連任。本公司之現有非執行董事並無指定任期，因此構成偏離守則條文之規定。然而，根據本公司之組織章程，所有本公司非執行董事均須於股東週年大會上輪值告退。
- (iii) 根據守則E.1.2條之規定，董事會主席須出席股東週年大會，並於會上回答提問。然而本公司主席謝暄先生因須處理其他業務，未能出席本公司於二零一零年之股東週年大會。

CORPORATE GOVERNANCE REPORT 企業管治報告

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

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

The Company has made specific enquiry to all Directors and the Directors have confirmed that they have complied with all the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules during the year ended 31 December 2010.

BOARD OF DIRECTORS

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

The Board comprises a total of seven Directors, with two executive Directors, namely Mr. Xie Xuan (Chairman), and Mr. Qiu Yue; two non-executive Directors namely Mr. Lo Mun Lam, Raymond (Vice-Chairman), and Mr. Andrew James Chandler; and three independent non-executive Directors namely Mr. Wu Jixue, Dr. Feng Ke and Mr. Zhang Daorong.

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

CONFIRMATION OF INDEPENDENCE

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

REMUNERATION COMMITTEE

The remuneration committee has been established. The current chairman of the committee is Mr. Wu Jixue, an independent non-executive Director, and the other member is Dr. Feng Ke, who is also an independent non-executive Director, thus all the members of the remuneration committee are independent non-executive Directors.

董事進行證券交易之標準守則

本公司已採納創業板上市規則第5.48至5.67條所載有關進行買賣之規定準則，作為董事進行證券交易之標準守則。

本公司已向全體董事作出特定查詢，並已確認彼等於截至二零一零年十二月三十一日止年度一直遵守創業板上市規則第5.48至5.67條所載有關進行買賣之所有規定準則。

董事會

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

董事會共有七名董事，其中兩名為執行董事，包括謝暄先生(主席)及邱越先生；兩名非執行董事，包括盧敏霖先生(副主席)及Andrew James Chandler先生；及三名獨立非執行董事，包括巫繼學先生、馮科博士及張道榮先生。

董事會一年至少召開四次會議，並於必要時增開會議，以檢討財務表現、季度業績、重大投資及需要董事會決議之其他集團事務。若任何一名董事不能親自參加會議，則可同時召開電話會議，以提高出席率。

確認獨立性

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

薪酬委員會

本公司已成立薪酬委員會。薪酬委員會之現任主席為獨立非執行董事巫繼學先生，另一成員為獨立非執行董事馮科博士，故此薪酬委員會之全體成員均為獨立非執行董事。

CORPORATE GOVERNANCE REPORT

企業管治報告

Under the code provision B.1.1, a listed issuer should establish a remuneration committee with specific written terms of reference which deal clearly with its authority and duties. The Company, has established a remuneration committee as required under the code provision B.1.1.

The role and function of the remuneration committee includes the determination of the specific remuneration packages of all executive Directors, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment, and to make recommendations to the board regarding the remuneration of non-executive Directors. The remuneration committee should consider factors such as salaries paid by comparable companies, time commitment and responsibilities of the Directors, employment conditions elsewhere in the Group and desirability of performance-based remuneration.

During the period under review, no meetings of the remuneration committee were held.

NOMINATION OF DIRECTORS

No nomination committee was established by the Company during the year.

The Board of directors considers the past performance, qualification, general market conditions and the Company's articles of association in selecting and recommending candidates for directorship during the year.

During the period, the board of Directors considered and resolved that all the existing Directors shall be recommended to be retained by the Company. Further, in accordance with the Company's articles of association (subject to the proposed amendments at the forthcoming annual general meeting), except Mr. Xie Xuan, the Company Chairman, those who have served the Company for more than three years will retire, and being eligible, will offer themselves for re-election at the forthcoming annual general meeting of the Company.

Under code provision A.4.2 of the Corporate Governance Practices, every Director should be subject to retirement by rotation at least once every three years. The existing articles of association of the Company provide that no Director holding office as chairman shall be subject to retirement by rotation. Accordingly, as at the date of this report, Mr. Xie Xuan, being the chairman of the Company, is not subject to retirement by rotation.

根據守則B.1.1條之規定，上市發行人應設立具有特定成文權責範圍之薪酬委員會；有關權責範圍應清楚說明委員會之權限及職責。本公司已根據守則B.1.1條之規定成立薪酬委員會。

薪酬委員會之角色及功能包括制定所有執行董事之特定薪酬組合，包括非金錢利益、退休金權利及補償金(包括喪失或終止職務或委任之賠償)，並就非執行董事之薪酬向董事會提供建議。薪酬委員會應考慮之因素包括：同類公司支付的薪酬、董事所投入的時間及董事職責、集團其他部門之僱用條件，以及是否應該按表現釐定薪酬。

於回顧期內，薪酬委員會並無舉行任何會議。

董事提名

本公司並無於年內成立提名委員會。

年內，董事會在篩選及推薦董事候選人時，會考慮過往表現、資歷、整體市場情況及本公司之公司細則。

期內，董事會已考慮及決議向本公司推薦保留現時全體董事。此外，根據本公司之公司細則之規定(在不抵觸應屆股東週年大會上所作建議修訂之情況下)，除了本公司主席謝暄先生外，所有已為本公司服務超過3年之董事均須於本公司應屆股東週年大會上退任，並膺選連任。

根據守則A.4.2條之規定，每名董事應輪值退任，至少每三年一次。本公司之現有公司細則規定，出任主席職務之董事毋須輪值退任。因此，於本報告刊發日期，本公司主席謝暄先生毋須輪值退任。

CORPORATE GOVERNANCE REPORT

企業管治報告

AUDIT COMMITTEE

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

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

審核委員會

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

於回顧年內各董事會成員之會議出席記錄如下：

Designation and Name	職銜及姓名	Number of meetings attended/Number of meetings held for the year ended 31 December 2010 截至二零一零年十二月三十一日止年度 出席會議次數／舉行會議次數	
		Board 董事會	Audit Committee 審核委員會
Executive Directors			
Xie Xuan (<i>Chairman</i>)	執行董事 謝暄(主席)	7/7	N/A不適用
Yang Qiulin	楊秋林	0/7	N/A不適用
Qiu Yue	邱越	4/7	N/A不適用
Non-executive directors			
Lo Mun Lam, Raymond (<i>vice-chairman</i>)	非執行董事 盧敏霖(副主席)	7/7	N/A不適用
Andrew James Chandler	Andrew James Chandler	7/7	N/A不適用
Independent non-executive Directors			
Wu Jixue	獨立非執行董事 巫繼學	7/7	4/4
Zhang Daorong	張道榮	5/7	3/4
Feng Ke	馮科	1/7	2/4

CORPORATE GOVERNANCE REPORT

企業管治報告

AUDITORS' REMUNERATION

The audit committee of the Company is responsible for considering the appointment of the external auditor and reviewing any non-audit functions performed by the external auditor, including whether such non-audit functions could lead to any potential material adverse effect on the Group.

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:

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Types of services	服務種類		
Audit services	審核服務	550,000	550,000
Non-audit services	非審核服務	50,000	—
		600,000	550,000

DIRECTORS' AND AUDITORS' RESPONSIBILITIES FOR ACCOUNTS

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

INTERNAL CONTROLS

The Directors have reviewed and are satisfied with their ability to comply with the policies installed as part of the Group's internal control system, including, in particular, financial, operational and compliance controls and risk management functions. Furthermore, the Directors are satisfied with the adequacy of resources, qualifications and experience of staff of the Group's accounting and financial reporting functions, and their training programs and budget.

AUDITORS

During the year under review, the performance of the external auditors of the Group has been reviewed and it is proposed to reappoint external auditors.

核數師薪酬

本公司審核委員會負責考慮聘請外聘核數師及審核外聘核數師所進行之任何非核數工作，包括該非核數工作會否為本集團帶來任何潛在重大不利影響。

截至二零一零年十二月三十一日止年度內，本公司之外聘核數師就提供審核及非審核服務而已收／應收之費用總額如下：

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Types of services	服務種類		
Audit services	審核服務	550,000	550,000
Non-audit services	非審核服務	50,000	—
		600,000	550,000

董事及核數師就賬目所承擔之責任

董事編製財務報表之責任聲明及外聘核數師報告之責任列於核數師報告。

內部監控

董事已檢討本集團之內部監控系統，特別是財務、營運、合規監控以及風險管理等職能，並對本集團遵守內部監控政策之能力感到滿意。此外，董事信納從事本集團會計及財務申報工作之員工有足夠資源、資歷及經驗，亦有充足培訓課程及預算。

核數師

於回顧年度內，經審核本集團外聘核數師之表現後，本公司獲建議續聘外聘核數師。

CORPORATE GOVERNANCE REPORT 企業管治報告

INVESTOR RELATIONS AND COMMUNICATION WITH SHAREHOLDERS

The Company has disclosed all necessary information to the shareholders and investors in compliance with GEM Listing Rules and uses a number of formal communications channels to account to shareholders and investors for the Company. These include (i) the publication of quarterly and annual reports; (ii) the annual general meeting or extraordinary general meeting providing a forum for shareholders of the Company to raise comments and exchanging views with the Board; (iii) the Company replying to the enquires from shareholders timely; (iv) updated and key information of the Company available on website of the Company; (v) the Company's website offering communication channel between the Company and its shareholders and investors; and (vi) the Company's share registrar in Hong Kong serves the shareholders regarding all share registration matters.

LOOKING FORWARD

The Company will keep on reviewing its corporate governance standards on a timely basis and the Board endeavour to take the necessary actions to ensure compliance with the required practices and standards including the provisions of the Code on Corporate Governance Practices introduced by the Stock Exchange.

投資者關係及與股東之溝通

本公司已向股東及投資者披露創業板上市規則規定之一切所需資料，並透過多種正式通訊渠道向股東及投資者彙報本公司表現。該等渠道包括(i)刊發季度及年度報告；(ii)召開股東週年大會或股東特別大會，以向本公司股東提供對董事會提出意見及交流意見之途徑；(iii)本公司即時回應股東查詢；(iv)於本公司網站刊登本公司之最新及主要資料；(v)本公司網站提供本公司與其股東及投資者之溝通渠道；及(vi)本公司香港股份過戶登記處為股東提供所有股份登記服務。

展望

本公司將繼續適時檢討其企業管治水平，而董事會亦將竭力採取所需措施，以確保遵守各項規定的常規及準則，包括聯交所頒佈的企業管治常規守則條文。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

TO THE MEMBERS OF ASIAN CAPITAL RESOURCES (HOLDINGS) LIMITED

(incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of Asian Capital Resources (Holdings) Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 37 to 127, which comprise the consolidated and company statements of financial position as at 31 December 2010, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Directors' responsibility for the consolidated financial statements

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' 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 auditors' 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 auditors consider 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

致亞洲資產(控股)有限公司各股東

(於開曼群島註冊成立之有限公司)

本核數師行已完成審核第37至第127頁所載有關亞洲資產(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的綜合財務狀況表及公司財務狀況表，以及截至該日止年度之綜合全面收益表、綜合權益變動報表及綜合現金流量表，連同主要會計政策概要及其他說明附註。

董事就綜合財務報表須承擔的責任

貴公司董事須負責按照香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定編製真實而意見公允之綜合財務報表，以及維護董事認為必要的內部監控，以確保綜合財務報表之編製不會存在由於欺詐或錯誤而導致的重大錯誤陳述。

核數師的責任

本核數師的責任是根據吾等的審核工作結果，對綜合財務報表作出意見，並僅向整體股東報告，除此之外，本報告概不可用作其他用途。本核數師概不會就本報告的內容，向任何其他人士負責或承擔任何責任。

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

審核涉及執行政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，核數師會考慮與該公司編製真實而意見公允之綜合財務報表相關之內部控制，以便設計適當之審核程序，但並非為對公司之內部控制之效能發表意見。審核亦包括評價董事所採用之會計政策之合適性及所

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

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

Fundamental uncertainty relating to the going concern basis

In forming our opinion, we have considered the adequacy of the disclosure made in note 3 to the consolidated financial statements regarding the going concern of the Group and the steps being taken by the directors to improve the position. The Group had net current liabilities and loss attributable to owners of the Company of approximately HK\$57,305,000 and HK\$67,716,000 respectively as at 31 December 2010. The directors of the Company endeavor to improve the Group's financial position and had taken measures to reduce overheads and costs. Furthermore, the directors of the Company are currently exploring various options, which include the issue of new shares, in order to provide additional equity funding to the Group. In addition, the immediate holding company has agreed to provide continuing financial support for the Group to meet its liabilities as they fall due and the directors consider the new business operation acquired previously would generate sufficient working capital to support the Group's operations. The consolidated financial statements have been prepared on a going concern basis, the validity of which depends upon future funding being available and the continuing financial support given by the immediate holding company. The consolidated financial statements do not include any adjustments that would result from the failure to obtain such future funding or financial support. We consider that the fundamental uncertainty has been properly disclosed in the consolidated financial statements and our opinion is not qualified in this respect.

Opinion

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

PAN-CHINA (H.K.) CPA LIMITED

Certified Public Accountants

Tsang Chiu Keung

Practising Certificate Number P04968

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

30 March 2011

作出之會計估計之合理性，以及評價綜合財務報表之整體列報方式。

本核數師相信，吾等所獲得之審核憑證能充足和適當地為吾等之審核意見提供基礎。

有關持續營運基準之基本不明朗因素

於達致本核數師之意見時，本核數師已考慮綜合財務報表附註3有關 貴集團持續經營之披露是否充足，以及董事改善有關狀況所採取之步驟。於二零一零年十二月三十一日， 貴集團之流動負債淨額以及 貴公司擁有人應佔虧損分別約為57,305,000港元及67,716,000港元。 貴公司董事致力改善 貴集團之財務狀況，並已採取步驟減少間接開支及成本。另外， 貴公司董事現正尋求不同方案，包括發行新股份，以為 貴集團提供額外股本資金。另外，直接控股公司已同意向 貴集團提供持續財政支持，以應付到期之負債，而董事認為以往所購入之新業務將可賺取充足營運資金以支持 貴集團之營運。綜合財務報表已根據持續營運基準編制，其有效性視乎未來可提供之資金以及直接控股公司提供之持續財務支持。綜合財務報表並未包括因未能獲取上述未來融資或財務支持而作出之調整。本核數師認為綜合財務報表已妥為披露基本不明朗因素，而本核數師並未就此方面附保留意見。

意見

本核數師認為，綜合財務報表已根據香港財務報告準則真實而公允地反映 貴集團及 貴公司於二零一零年十二月三十一日之事務狀況及 貴集團於截至該日止年度之虧損及現金流量，並已按照香港公司條例之披露規定妥為編製。

天健(香港)會計師事務所有限公司

執業會計師

曾昭強

執業證書編號 P04968

中國香港特別行政區
香港中環
德輔道中161-167號
香港貿易中心20樓

二零一一年三月三十日

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益表

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

CONTINUING OPERATIONS 持續經營業務

		Note 附註	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Turnover	營業額	6(a)	7,133	—
Cost of services	服務成本		(1,680)	—
Gross profit	毛利		5,453	—
Other revenue and net income	其他收益及收入淨額	6(b)	1,591	408
Administrative and operating expenses	行政及營運開支		(98,750)	(61,438)
Loss from operations	經營虧損		(91,706)	(61,030)
Finance costs	融資成本	8	(2,476)	(680)
Loss before taxation	除稅前虧損	9	(94,182)	(61,710)
Income tax expense	所得稅開支	11	(22,368)	(106)
Loss for the year from continuing operations	本年度來自持續經營業務之虧損		(116,550)	(61,816)
DISCONTINUED OPERATIONS 終止經營業務				
Profit/(loss) for the year from discontinued operations	本年度來自終止經營業務之溢利/(虧損)	12	1,048	(9,653)
LOSS FOR THE YEAR	本年度虧損		(115,502)	(71,469)
Other comprehensive income: Exchange difference arising on translation of foreign operations	其他全面收益： 換算海外業務所產生之匯兌差額		(2,184)	1,003
Other comprehensive income for the year, net of tax	本年度其他全面收益（扣除稅項）		(2,184)	1,003
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	本年度全面收益總額		(117,686)	(70,466)
LOSS ATTRIBUTABLE TO:	下列人士應佔虧損：			
— owners of the Company	— 本公司擁有人	13	(67,716)	(48,942)
— non-controlling interests	— 非控股權益		(47,786)	(22,527)
			(115,502)	(71,469)

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

		Note 附註	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:	下列人士應佔全面收益總額：			
– owners of the Company	– 本公司擁有人		(70,059)	(48,223)
– non-controlling interests	– 非控股權益		(47,627)	(22,243)
			(117,686)	(70,466)
			HK Cents 港仙	HK Cents 港仙
Earnings/(loss) per share:	每股盈利/(虧損)：	15		
From continuing and discontinued operations	來自持續經營業務及終止經營業務			
– Basic	– 基本		(6.98)	(5.08)
– Diluted	– 攤薄		N/A 不適用	N/A 不適用
From continuing operations	來自持續經營業務			
– Basic	– 基本		(7.08)	(4.08)
– Diluted	– 攤薄		N/A 不適用	N/A 不適用
From discontinued operations	來自終止經營業務			
– Basic	– 基本		0.11	(1.00)
– Diluted	– 攤薄		0.07	N/A 不適用

The accompanying notes form an integral part of these consolidated financial statements.

隨附之附註屬於本綜合財務報表之一部份。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2010

於二零一零年十二月三十一日

		Note 附註	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	16	1,112	1,518
Development costs	開發成本	17	-	-
Intangible assets	無形資產	18	89,470	174,913
			90,582	176,431
CURRENT ASSETS	流動資產			
Trade and other receivables	貿易及其他應收賬款	20	11,347	9,805
Cash and bank balances	現金及銀行結餘	21	6,504	1,863
			17,851	11,668
CURRENT LIABILITIES	流動負債			
Trade and other payables	貿易及其他應付賬款	22	74,940	156,929
Tax payable	應付稅項		216	226
			75,156	157,155
NET CURRENT LIABILITIES	流動負債淨額		(57,305)	(145,487)
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		33,277	30,944
NON-CURRENT LIABILITIES	非流動負債			
Amount due to a director	應付一名董事款項	28	(6,033)	(6,602)
Amount due to immediate holding company	應付直接控股公司款項	28	(19,385)	(15,919)
Convertible notes	可換股票據	23	(73,541)	-
Deferred tax liabilities	遞延稅項負債	24	(24,735)	-
			(123,694)	(22,521)
NET (LIABILITIES)/ASSETS	(負債)/資產淨額		(90,417)	8,423
CAPITAL AND RESERVES	股本及儲備			
Share capital	股本	25	98,842	96,342
Reserves	儲備	26	(219,472)	(165,759)
Deficit attributable to owners of the Company	本公司擁有人應佔赤字		(120,630)	(69,417)
Non-controlling interests	非控股權益		30,213	77,840
NET (DEFICIT)/EQUITY	(赤字)/權益淨值		(90,417)	8,423

The accompanying notes form an integral part of these consolidated financial statements.

隨附之附註屬於本綜合財務報表之一部份。

Approved and authorised for issue by the board of directors on 30 March 2011.

於二零一一年三月三十日獲董事會批准及授權刊發。

Xie Xuan
Director

Qiu Yue
Director

謝暄
董事

邱越
董事

STATEMENT OF FINANCIAL POSITION

財務狀況表

As at 31 December 2010
於二零一零年十二月三十一日

		Note 附註	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
NON-CURRENT ASSETS	非流動資產			
Interests in subsidiaries	於附屬公司之權益	19	34,224	142,977
CURRENT ASSETS	流動資產			
Trade and other receivables	貿易及其他應收賬款	20	46	9
CURRENT LIABILITIES	流動負債			
Trade and other payables	貿易及其他應付賬款	22	5,395	89,373
NET CURRENT LIABILITIES	流動負債淨額		(5,349)	(89,364)
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		28,875	53,613
NON-CURRENT LIABILITIES	非流動負債			
Amount due to a director	應付一名董事款項	28	(210)	(370)
Amount due to subsidiaries	應付附屬公司款項	19	(2,688)	(8,238)
Amount due to immediate holding company	應付直接控股公司款項	28	(19,873)	(15,944)
Convertible notes	可換股票據	23	(73,541)	–
Deferred tax liabilities	遞延稅項負債	24	(2,367)	–
			(98,679)	(24,552)
NET (LIABILITIES)/ASSETS	(負債)/資產淨額		(69,804)	29,061
CAPITAL AND RESERVES	股本及儲備			
Share capital	股本	25	98,842	96,342
Reserves	儲備	26	(168,646)	(67,281)
NET (DEFICIT)/EQUITY	(赤字)/權益淨值		(69,804)	29,061

The accompanying notes form an integral part of these consolidated financial statements.

隨附之附註屬於本綜合財務報表之一部份。

Approved and authorised for issue by the board of directors on 30 March 2011.

於二零一一年三月三十日獲董事會批准及授權刊發。

Xie Xuan
Director

Qiu Yue
Director

謝暄
董事

邱越
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動報表

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								
		Issued share capital 已發行股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Capital reserve 資本儲備 HK\$'000 千港元	Translation reserve 匯兌儲備 HK\$'000 千港元	Convertible notes reserve 可換股 票據儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Sub-total 小計 HK\$'000 千港元	Non- controlling interests 非控股權益 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2009	於二零零九年一月一日	96,342	119,693	26,020	(1,832)	-	(261,417)	(21,194)	100,083	78,889
Loss for the year	本年度虧損	-	-	-	-	-	(48,942)	(48,942)	(22,527)	(71,469)
Exchange difference arising on translation of foreign operations	換算海外業務所產生之匯兌差額	-	-	-	719	-	-	719	284	1,003
Total comprehensive income for the year	本年度全面收益總額	-	-	-	719	-	(48,942)	(48,223)	(22,243)	(70,466)
At 31 December 2009 and at 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	96,342	119,693	26,020	(1,113)	-	(310,359)	(69,417)	77,840	8,423
Loss for the year	本年度虧損	-	-	-	-	-	(67,716)	(67,716)	(47,786)	(115,502)
Exchange difference arising on translation of foreign operations	換算海外業務所產生之匯兌差額	-	-	-	(2,343)	-	-	(2,343)	159	(2,184)
Total comprehensive income for the year	本年度全面收益總額	-	-	-	(2,343)	-	(67,716)	(70,059)	(47,627)	(117,686)
Issue of shares by exercise of share options	因行使購股權而發行股份	2,500	4,375	-	-	-	-	6,875	-	6,875
Costs on issue of shares	發行股份之成本	-	(8)	-	-	-	-	(8)	-	(8)
Issue of convertible notes for settlement of balance of consideration for acquisition of interests in a subsidiary	發行可換股票據以支付收購附屬公司權益之代價餘額	-	-	-	-	14,346	-	14,346	-	14,346
Deferred tax liabilities on convertible notes	可換股票據之遞延稅項負債	-	-	-	-	(2,367)	-	(2,367)	-	(2,367)
At 31 December 2010	於二零一零年十二月三十一日	98,842	124,060	26,020	(3,456)	11,979	(378,075)	(120,630)	30,213	(90,417)

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2010

截至二零一零年十二月三十一日止年度

	Note 附註	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
CASH FLOWS FROM OPERATING ACTIVITIES	經營業務產生之現金流量		
Loss before taxation from continuing operations	來自持續經營業務之除稅前虧損	(94,182)	(61,710)
Profit/(loss) before taxation from discontinued operations	來自終止經營業務之除稅前溢利/(虧損)	1,048	(9,653)
		(93,134)	(71,363)
Adjustments for:	就以下各項調整：		
Interest income	利息收入	(3)	(4)
Other interest paid	其他已付利息	2,476	680
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	540	1,205
Amortisation of intangible assets	無形資產攤銷	30,420	28,334
Impairment of trade receivables	貿易應收賬款之減值	–	9,103
Impairment of other receivables	其他應收賬款之減值	1,280	5,353
Impairment of amount due from related companies	應收關連公司款項之減值	–	4
Impairment of other receivables written back	其他應收賬款之減值撥回	(980)	(481)
Impairment of intangible assets	無形資產之減值	55,023	16,338
Other payables written back	其他應付賬款撥回	(1,003)	–
Impairment of trade receivables written back	貿易應收賬款之減值撥回	(1,410)	–
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	59	408
Operating loss before changes in working capital	營運資金變動前之經營虧損	(6,732)	(10,423)
(Increase)/decrease in trade and other receivables	貿易及其他應收賬款(增加)/減少	(432)	9,134
Increase in amount due from related companies	應收關連公司款項增加	–	(4)
Increase/(decrease) in trade and other payables	貿易及其他應付賬款增加/(減少)	5,364	(8,594)
Cash used in operations	經營業務所用現金	(1,800)	(9,887)
Tax paid	已付稅項	(10)	(106)
Other interest paid	其他已付利息	(939)	(680)
Net cash used in operating activities	經營業務所用之現金淨額	(2,749)	(10,673)

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

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

	Note 附註	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動之現金流量		
Interest income	利息收入	3	4
Purchase of property, plant and equipment	購買物業、廠房及設備	(153)	(169)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	–	252
Net cash (used in)/generated from investing activities	投資活動(使用)/產生之現金淨額	(150)	87
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動之現金流量		
(Payment to)/advance from a director	(付款予董事)/董事墊款	(569)	249
Advance from immediate holding company	直接控股公司墊款	3,466	4,779
Proceeds from issue of shares by exercise of share options	因行使購股權而發行股份所得款項	6,867	–
Net cash generated from financing activities	融資活動產生之現金淨額	9,764	5,028
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等值物增加/(減少)淨額	6,865	(5,558)
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	於年初之現金及現金等值物	1,863	6,417
Effects of foreign exchange rate changes	匯率變動之影響	(2,224)	1,004
CASH AND CASH EQUIVALENTS AT END OF THE YEAR	於年末之現金及現金等值物	6,504	1,863

The accompanying notes form an integral part of these consolidated financial statements.

隨附之附註屬於本綜合財務報表之一部份。

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綜合財務報表附註

For the year ended 31 December 2010

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1. CORPORATE INFORMATION

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

The consolidated financial statements are presented in Hong Kong dollars, the functional currency of the Company.

The principal activities of the Company and its subsidiaries (the “Group”) are investment holdings, provision of online content information and related technical services, business consultation services, logistics services and internet protocol television services.

In the opinion of the directors of the Company, the ultimate holding company is Glamour House Limited, a company incorporated in the British Virgin Islands.

1. 公司資料

亞洲資產(控股)有限公司(「本公司」)為於開曼群島註冊成立之獲豁免有限公司，其股份在香港聯合交易所有限公司創業板上市。本公司註冊辦事處及主要營業地點之地址載於本年報「公司資料」一節。

綜合財務報表以港元列賬，港元為本公司之功能貨幣。

本公司及其附屬公司(「本集團」)之主要業務為投資控股、提供網上內容資訊及相關技術服務、業務諮詢服務、物流服務及互聯網電視服務。

本公司董事認為，在英屬處女群島註冊成立之Glamour House Limited乃本公司之最終控股公司。

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

In the current year, the Group and the Company have applied the following new and revised Standards and Interpretations (“new and revised HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) which are or have been become effective.

HKFRSs (Amendment)	Improvements to HKFRSs 2009
HKFRS 1 (Amendments)	Additional Exemptions for First-time Adopters
HKFRS 2 (Amendments)	Group Cash-settled Share-based Payment Transactions
HKFRS 3 (as revised in 2008)	Business Combinations
HKFRS 5 (Amendments)	Non-current Assets Held for Sale and Discontinued Operations
HKAS 27 (as revised in 2008)	Consolidated and Separate Financial Statements
HKAS 39 (Amendments)	Eligible Hedged Items
HK (IFRIC)-Int 17	Distributions of Non-cash Assets to Owners
HK (IFRIC)-Int 18	Transfers of Assets from Customers
HK (Int) 4 (Revised)	Determination of the Length of Lease Term in respect of Hong Kong Land Lease
HK (Int) 5	Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause

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

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)

於本年度，本集團及本公司採用以下由香港會計師公會頒佈並已生效之新訂及經修訂的準則及詮釋(「新訂及經修訂香港財務報告準則」)。

香港財務報告準則 (修訂本)	「於二零零九年對香港財務報告準則的改進」
香港財務報告準則第1號(修訂本)	「首次採納者之額外豁免」
香港財務報告準則第2號(修訂本)	「集團以現金結算以股份支付之交易」
香港財務報告準則第3號 (二零零八年經修訂)	「業務合併」
香港財務報告準則第5號(修訂本)	「持作出售之非流動資產及已終止經營業務」
香港會計準則第27號 (二零零八年經修訂)	「綜合及獨立財務報表」
香港會計準則第39號(修訂本)	「合資格對沖項目」
香港(國際財務報告詮釋委員會)－詮釋第17號	「向擁有人分派非現金資產」
香港(國際財務報告詮釋委員會)－詮釋第18號	「獲客戶轉讓資產」
香港詮釋－第4號 (經修訂)	「確定有關香港土地租賃的租賃期長短」
香港詮釋－第5號	「財務報表之呈報－借款人對包含按 要求還款條文之 有期貨款之分類」

除下文所述者外，採納新訂及經修訂香港財務報告準則對本集團及本公司當前及過往會計期間的財務報表並無構成重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

(a) HKFRS 3 (as revised in 2008) *Business Combinations* and HKAS 27 (as revised in 2008) *Consolidated and Separate Financial Statements*

HKFRS 3 (Revised) introduces a number of changes in the accounting for business combinations that affect the initial measurement of non-controlling interests, the accounting for transaction costs, the initial recognition and subsequent measurement of a contingent consideration and business combinations achieved in stages. These changes will impact the amount of goodwill recognised, the reported results in the period that an acquisition occurs, and future reported results.

HKAS 27 (Revised) requires that a change in the ownership interest of a subsidiary without loss of control is accounted for as an equity transaction. Therefore, such a change will have no impact on goodwill, nor will it give rise to a gain or loss. Furthermore, the revised standard changes the accounting for losses incurred by the subsidiary as well as the loss of control of a subsidiary. Consequential amendments were made to various standards, including, but not limited to HKAS 7 Statement of Cash Flows, HKAS12 Income Taxes, HKAS 21 The Effects of Changes in Foreign Exchange Rates, HKAS 28 Investments in Associates and HKAS 31 Interests in Joint Ventures.

The changes introduced by these revised standards are applied prospectively and affect the accounting of acquisitions, loss of control and transactions with non-controlling interests after 1 January 2010.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

(a) 香港財務報告準則第3號(二零零八年經修訂)「業務合併」及香港會計準則第27號(二零零八年經修訂)「綜合及獨立財務報表」

香港財務報告準則第3號(經修訂)引入多項有關業務合併會計處理之變動，該等變動將對非控股權益之初步計量、交易成本之會計處理、初步確認及其後計量或然代價及分階段進行之業務合併造成影響。該等變動將影響已確認商譽金額、收購期內之申報業績及未來申報業績。

香港會計準則第27號(經修訂)規定，須將不會導致失去控制權之附屬公司所有權權益變動列作股本交易入賬。因此，該變動不會對商譽構成任何影響，亦不會產生收益或虧損。此外，經修訂準則改變附屬公司所產生虧損以及失去附屬公司控制權的會計處理方法，而多項準則已作出後續修訂，包括(但不限於)香港會計準則第7號「現金流量表」、香港會計準則第12號「所得稅」、香港會計準則第21號「匯率變動之影響」、香港會計準則第28號「於聯營公司之投資」及香港會計準則第31號「於合營公司之權益」。

此等經修訂準則所引入之變動可追溯應用，並影響二零一零年一月一日後的收購、喪失控制權及與非控股權益進行交易的會計處理方法。

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2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)**(b) Improvements to HKFRSs 2009**

Improvements to HKFRSs 2009 issued in May 2009 sets out amendments to a number of HKFRSs. There are separate transitional provisions for each standard. While the adoption of some of the amendments results in changes in accounting policies, none of these amendments has had a significant financial impact on the Group. Details of the key amendments most applicable to the Group are as follows:

HKAS 7 Statement of Cash Flows: Requires that only expenditures that result in a recognised asset in the statement of financial position can be classified as a cash flow from investing activities.

The Group and the Company have not early applied the following new and revised Standards, Amendments and Interpretations that have been issued but are not yet effective.

HKFRSs (Amendments)	Improvements to HKFRSs issued in 2010 except for the amendments to HKFRS 3 (as revised in 2008), HKFRS 7, HKAS 1 and HKAS 28 ⁽¹⁾
HKFRS 1 (Amendments)	Limited Exemption from Comparative HKFRS 7 Disclosure for First-time Adopters ⁽²⁾
HKFRS 7 (Amendments)	Disclosures – Transfers of Financial Assets ⁽³⁾
HKFRS 9	Financial Instruments ⁽⁷⁾
HKAS 12 (Amendments)	Deferred Tax: Recovery of Underlying Assets ⁽⁶⁾
HKAS 24 (as revised in 2009)	Related Party Disclosures ⁽⁴⁾
HKAS 32 (Amendments)	Classification of Right Issues ⁽⁵⁾
HK(IFRIC)-Int 14 (Amendments)	Prepayments of Minimum Funding Requirement ⁽⁴⁾
HK(IFRIC)-Int 19	Extinguishing Financial Liabilities with Equity Instruments ⁽²⁾

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)**(b) 於二零零九年對香港財務報告準則的改進**

於二零零九年五月頒佈的「於二零零九年對香港財務報告準則的改進」載列多項香港財務報告準則之修訂。各準則均有獨立過渡條文。儘管採納若干修訂導致會計政策有變，惟此等修訂對本集團並無構成重大財務影響。最適用於本集團的主要修訂詳情如下：

香港會計準則第7號「現金流量表」：規定只有導致在財務狀況表內確認資產之支出方可分類為投資活動現金流量。

本集團及本公司並無提早應用以下已頒佈但尚未生效之新訂及經修訂準則、修訂或詮釋。

香港財務報告準則 (修訂本)	「二零一零年頒佈的香港財務報告準則的改善，除香港財務報告準則第3號(二零零八年經修訂)、香港財務報告準則第7號、香港會計準則第1號及香港會計準則第28號之修訂外 ⁽¹⁾ 」
香港財務報告準則第1號(修訂本)	「與香港財務報告準則第7號首次採納者作出披露之比較之有限豁免 ⁽²⁾ 」
香港財務報告準則第7號(修訂本)	「披露—財務資產之轉讓 ⁽³⁾ 」
香港財務報告準則第9號	「財務工具 ⁽⁷⁾ 」
香港會計準則第12號(修訂本)	「遞延稅項—相關資產回收 ⁽⁶⁾ 」
香港會計準則第24號(二零零九年經修訂)	「關連人士披露 ⁽⁴⁾ 」
香港會計準則第32號(修訂本)	「供股分類 ⁽⁵⁾ 」
香港(國際財務報告詮釋委員會)—詮釋第14號(修訂本)	「最低資金要求之預付款項 ⁽⁴⁾ 」
香港(國際財務報告詮釋委員會)—詮釋第19號	「以股本工具清償財務負債 ⁽²⁾ 」

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

- 1 Effective for annual periods beginning on or after 1 July 2010 or 1 January 2011, as appropriate.
- 2 Effective for annual periods beginning on or after 1 July 2010.
- 3 Effective for annual periods beginning on or after 1 July 2011.
- 4 Effective for annual periods beginning on or after 1 January 2011.
- 5 Effective for annual periods beginning on or after 1 February 2010.
- 6 Effective for annual periods beginning on or after 1 January 2012.
- 7 Effective for annual periods beginning on or after 1 January 2013.

HKFRS 9 Financial Instruments (as issued in November 2009) introduces new requirements for the classification and measurement of financial assets. HKFRS 9 Financial Instruments (as revised in November 2010) adds requirements for financial liabilities and for derecognition.

Under HKFRS 9, all recognised financial assets that are within the scope of HKAS 39 *Financial Instruments: Recognition and Measurement* are subsequently measured at either amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. All other debt investments and equity investments are measured at their fair values at the end of subsequent accounting periods.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

- 1 於二零一零年七月一日及二零一一年一月一日(視何者適用)或之後開始之年度期間生效。
- 2 於二零一零年七月一日或之後開始之年度期間生效。
- 3 於二零一一年七月一日或之後開始之年度期間生效。
- 4 於二零一一年一月一日或之後開始之年度期間生效。
- 5 於二零一零年二月一日或之後開始之年度期間生效。
- 6 於二零一二年一月一日或之後開始之年度期間生效。
- 7 於二零一三年一月一日或之後開始之年度期間生效。

香港財務報告準則第9號「財務工具」(二零零九年十一月頒佈)引進有關財務資產分類及計量之新要求。香港財務報告準則第9號「財務工具」(二零一零年十一月經修訂)加入對財務負債及終止確認之規定。

根據香港財務報告準則第9號，屬香港會計準則第39號「財務工具：確認及計量」範圍以內的所有已確認財務資產其後均須按攤銷成本或公平值計量。特別是目的為集合合約現金流量之業務模式內所持有，及合約現金流量僅為本金及尚未償還本金之利息付款之債務投資，一般於其後會計期末按攤銷成本計量。所有其他債務投資及股本投資均於其後會計期末按公平值計量。

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

In relation to financial liabilities, the significant change relates to financial liabilities that are designated as at fair value through profit or loss. Specifically, under HKFRS 9, for financial liabilities that are designated as at fair value through profit or loss, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the presentation of the effects of changes in the liability’s credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value attributable to a financial liability’s credit risk are not subsequently reclassified to profit or loss. Previously, under HKAS 39, the entire amount of the change in the fair value of the financial liability designated as at fair value through profit or loss was presented in profit or loss.

HKFRS 9 is effective for annual periods beginning on or after 1 January 2013, with earlier application. The Directors anticipate that HKFRS 9 that will be adopted in the Group’s consolidated financial statements for the annual period beginning 1 January 2013.

The amendments to HKFRS 7 titled Disclosures – *Transfers of Financial Assets* increase the disclosure requirements for transactions involving transfers of financial assets. These amendments are intended to provide greater transparency around risk exposures when a financial asset is transferred but the transferor retains some level of continuing exposure in the asset. The amendments also require disclosures where transfers of financial assets are not evenly distributed throughout the period.

The Directors do not anticipate that these amendments to HKFRS 7 will have a significant effect on the Group’s disclosures regarding transfers of trade receivables previously effected. However, if the Group enters into other types of transfers of financial assets in the future, disclosures regarding those transfers may be affected.

HKAS 24 Related Party Disclosures (as revised in 2009) modifies the definition of a related party and simplifies disclosures for government-related entities.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

就財務負債而言，重大變動與分類為按公平值計入損益的財務負債有關。特別是根據香港財務報告準則第9號，就指定按公平值計入損益的財務負債而言，除非於其他全面收益中呈列負債之信貸風險變動影響，將會導致於損益產生或擴大會計錯配，否則因負債之信貸風險變動而引致之財務負債公平值金額變動乃於其他全面收益中呈列。財務負債之信貸風險引致之公平值變動其後不會於損益重新分類。先前根據香港會計準則第39號，指定按公平值計入損益之財務負債之公平值變動，乃全數於損益呈列。

香港財務報告準則第9號自二零一三年一月一日或之後開始之年度期間生效，並可提早應用。董事預期本集團將於二零一三年一月一日開始之年度期間就綜合財務報表採納香港財務報告準則第9號。

香港財務報告準則第7號「披露—轉讓財務資產」之修訂本增加涉及財務資產轉讓交易之披露規定。該等修訂旨在就轉讓財務資產而轉讓人保留該資產一定程度之持續風險承擔時，提高風險承擔之透明度。該等修訂亦要求於該期間內財務資產之轉讓並非均衡分佈時作出披露。

董事預期，香港財務報告準則第7號的有關修訂不會對本集團先前轉讓貿易應收賬款所作相關披露構成重大影響。然而，倘本集團日後進行其他類型的財務資產轉讓，則可能會影響該等轉讓之相關披露。

香港會計準則第24號「關連人士披露」(二零零九年經修訂)修訂關連人士之定義及簡化政府相關實體之披露。

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

The disclosure exemptions introduced in HKAS 24 (as revised in 2009) do not affect the Group because the Group is not a government-related entity. However, disclosures regarding related party transactions and balances in these consolidated financial statements may be affected when the revised version of the Standard is applied in future accounting periods because some counterparties that did not previously meet the definition of a related party may come within the scope of the Standard.

HK(IFRIC)-Int 19 provides guidance regarding the accounting for the extinguishment of a financial liability by the issue of equity instruments. To date, the Group has not entered into transactions of this nature. However, if the Group does enter into any such transactions in the future, HK(IFRIC)-Int 19 will affect the required accounting. In particular, under HK(IFRIC)-Int 19, equity instruments issued under such arrangements will be measured at their fair value, and any difference between the carrying amount of the financial liability extinguished and the fair value of equity instruments issued will be recognised in profit or loss.

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

3. BASIS OF PREPARATION

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”), issued by the HKICPA and accounting principles generally accepted in Hong Kong. In addition, the consolidated financial statements include applicable disclosures required by the GEM Listing Rules and the Hong Kong Companies Ordinance.

The measurement basis used in the preparation of the financial statements is the historical cost basis except for certain financial instruments and intangible assets, which have been measured at fair value, as explained in the accounting policies set out in note 4.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

香港會計準則第24號(二零零九年經修訂)引入之披露豁免並未影響本集團，原因為本集團並非政府相關實體。然而，當該準則之修訂本於日後會計期間應用時，則可能會影響此等綜合財務報表中有關關連人士交易及結餘之相關披露，原因為該準則範圍內可能出現之前並不符合關連人士定義之若干交易對手。

香港(國際財務報告詮釋委員會)－詮釋第19號提供有關透過發行股本工具撇除財務負債之會計處理指引。迄今為止，本集團並無訂立屬於該性質之交易。然而，倘本集團日後訂立任何有關交易，則香港(國際財務報告詮釋委員會)－詮釋第19號將會影響會計處理規定。尤其是，根據香港(國際財務報告詮釋委員會)－詮釋第19號，根據有關安排發行之股本工具將按其公平值計量，而所撇除財務負債之賬面值與所發行股本工具之公平值之間之差額將於損益確認。

本公司董事預期應用其他新訂或經修訂準則、修訂或詮釋將不會對綜合財務報表構成重大影響。

3. 編製基準

綜合財務報表乃根據香港會計師公會頒佈之香港財務報告準則(「香港財務報告準則」)及香港普遍採納之會計原則編製。此外，綜合財務報表亦已包括創業板上市規則及香港公司條例之所有適用披露。

編製財務報表所使用之計量基準為歷史成本法，惟若干以公平值計量之財務工具及無形資產(詳見附註4載列之會計政策)則除外。

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3. BASIS OF PREPARATION (Cont'd)**Going concern**

The Group had net current liabilities and loss attributable to owners of the Company of approximately HK\$57,305,000 and approximately HK\$67,716,000 respectively as at 31 December 2010. The directors of the Company endeavor to improve the Group's financial position and had taken measures to reduce overheads and costs. Furthermore, the directors of the Company are currently exploring various options, which include the issue of new shares, in order to provide additional equity funding to the Group. In addition, the immediate holding company has agreed to provide continuing financial support for the Group to meet its liabilities as they fall due and the directors consider the new business operation acquired previously would generate sufficient working capital to support the Group's operations.

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

4. SIGNIFICANT ACCOUNTING POLICIES**(a) Basis of consolidation**

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries). Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

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

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

All intra-group transactions, balances, income and expenses are eliminated on consolidation.

Non-controlling interests in the net assets of consolidated subsidiaries are presented separately from the Group's equity therein.

3. 編製基準(續)**持續經營基準**

於二零一零年十二月三十一日，本集團之流動負債淨額以及本公司擁有人應佔虧損分別約為57,305,000港元及約67,716,000港元。本公司董事致力改善本集團之財務狀況，並已採取措施降低間接支出及成本。此外，本公司董事現正尋求不同方案，包括發行新股，以為本集團提供額外股本資金。此外，直接控股公司同意為本集團提供持續的財務支持，以償還到期債務，而董事認為，以往收購之新業務運作將產生充足之營運資金，足以支持本集團之營運。

本公司董事認為，上述措施將能令本集團持續營運，而本集團擁有充足營運資金，足以應付目前所需。因此，本公司董事認為按持續營運基準編製綜合財務報表實屬恰當。

4. 主要會計政策**(a) 綜合賬目基準**

綜合財務報表包括本公司及本公司所控制實體(其附屬公司)的財務報表。倘本公司有權力監管一家實體之財務及經營政策，並從而自其業務獲得利益，即取得控制權。

於年內收購或出售的附屬公司之業績，由收購生效日期起或截至出售生效日止(如適用)計入綜合全面收益表內。

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

所有集團內公司間之交易、結餘、收入及費用於綜合賬目時抵銷。

綜合附屬公司資產淨值內之非控股權益與本集團所佔之權益分開呈列。

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4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(a) Basis of consolidation (Cont'd)

Allocation of total comprehensive income to non-controlling interests

Total comprehensive income and expense of a subsidiary is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance. Prior to 1 January 2010, losses applicable to the non-controlling interests in excess of the non-controlling interests in the subsidiary's equity were allocated against the interests of the Group except to the extent that the non-controlling interests had a binding obligation and were able to make an additional investment to cover the losses.

Changes in the Group's ownership interests in existing subsidiaries

Changes in the Group's ownership interests in existing subsidiaries on or after 1 January 2010

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. 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 owners of the Company.

4. 主要會計政策(續)

(a) 綜合賬目基準(續)

分配全面收益總額予非控股權益

附屬公司之全面收益總額分配予公司擁有人及非控股權益，即使此將導致非控股權益出現赤字餘額。於二零一零年一月一日之前，如非控股權益應佔虧損超過非控股權益於附屬公司股本中之權益，該虧損則分配至本集團之權益內，除非該非控股權益擁有具約束力之責任且能夠作出額外投資以彌補虧損。

本集團於現有附屬公司之擁有權權益變動

於二零一零年一月一日或之後本集團於現有附屬公司之擁有權權益變動

如本集團於附屬公司之權益變動不會導致本集團對附屬公司之控制權流失，將會列作股權交易處理。本集團之權益及非控股權益之賬面值會進行調整，以反映其於附屬公司之相關權益之變動。非控股權益之調整金額與按公平值計量之已付或已收代價之間的差額會直接在權益確認，並歸屬於本公司擁有人。

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4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(a) Basis of consolidation (Cont'd)

Changes in the Group's ownership interests in existing subsidiaries (Cont'd)

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. Where certain assets of the subsidiary are measured at revalued amounts or fair values and the related cumulative gain or loss has been recognised in other comprehensive income and accumulated in equity, the amounts previously recognised in other comprehensive income and accumulated in equity are accounted for as if the Company had directly disposed of the related assets (i.e. reclassified to profit or loss or transferred directly to retained earnings). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKAS 39 Financial Instruments: Recognition and Measurement or, when applicable, the cost on initial recognition of an investment in an associate or a jointly controlled entity.

Changes in the Group's ownership interests in existing subsidiaries prior to 1 January 2010

Increases in interests in existing subsidiaries were treated in the same manner as the acquisition of subsidiaries, with goodwill or a bargain purchase gain being recognised where appropriate. For decreases in interests in subsidiaries, regardless of whether the disposals would result in the Group losing control over the subsidiaries, the difference between the consideration received and the adjustment to the non-controlling interests was recognised in profit or loss.

4. 主要會計政策(續)

(a) 綜合賬目基準(續)

本集團於現有附屬公司之擁有權權益變動(續)

當本集團失去一間附屬公司之控制權時，出售損益按下列兩者之差額計算：(i)已收代價公平值及任何保留權益之公平值總額；及(ii)該附屬公司的資產(包括商譽)及負債以及任何非控股權益之原賬面值。倘該附屬公司若干資產按重估金額或公平值計量，而相關累計損益已於其他全面收益確認及於權益累計，則原先於其他全面收益確認及於權益累計之金額按猶如本公司已直接出售相關資產入賬(即重新分類至損益或直接轉撥至保留盈利)。前附屬公司中之任何保留投資於失去控制權當日之公平值，根據香港會計準則第39號「金融工具：確認及計量」視作初步確認時之公平值，以供隨後會計處理，或(如適用)於初步確認於聯營公司或共同控制實體的投資時，視作成本。

於二零一零年一月一日前本集團於現有附屬公司之擁有權權益變動

於現有附屬公司權益增加，按收購附屬公司之相同方式處理，並確認商譽或廉價購買收益(倘適用)。就附屬公司權益減少而言，不論出售會否導致本集團失去附屬公司之控制權，所收代價與非控股權益調整之間之差額均會於損益中確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(b) Business combinations

Business combinations that took place on or after 1 January 2010

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

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value at the acquisition date, except that:

- deferred tax assets or liabilities and liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 "Income taxes" and HKAS 19 "Employee benefits" respectively;
- liabilities or equity instruments related to sharebased payment transactions of the acquiree or the replacement of an acquiree's share-based payment transactions with share-based payment transactions of the Group are measured in accordance with HKFRS 2 "share-based payment" at the acquisition date; and
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 "Non-current assets held for sale and discontinued operations" are measured in accordance with that Standard.

4. 主要會計政策(續)

(b) 業務合併

於二零一零年一月一日或之後進行之業務合併

收購業務採用收購法入賬。業務合併轉撥代價按公平值計量，其為本集團所轉讓的資產、本集團向被收購方原擁有人產生之負債及本集團於交換被收購方之控制權發行之股權於收購日期之公平值之總額。收購相關費用通常於產生時於損益中確認。

於收購日期，所收購之可識別資產及所承擔之負債乃於收購日期按公平值確認，惟：

- 遞延稅項資產或負債及與僱員福利安排有關之負債或資產，分別根據香港會計準則第12號「所得稅」及香港會計準則第19號「僱員福利」確認及計量；
- 與被收購方以股份支付之交易有關之負債及股本工具，或與以本集團股份支付之交易取代被收購方以股份支付之交易有關之負債及股本工具，乃於收購日期按香港財務報告準則第2號「以股份支付之付款」計量；及
- 根據香港財務報告準則第5號「持作出售非流動資產及已終止經營業務」被分類為持作出售之資產（或出售組別）乃根據該準則計量。

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4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(b) Business combinations (Cont'd)

Business combinations that took place on or after 1 January 2010 (Cont'd)

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

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at their fair value or another measurement basis required by another Standard.

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

4. 主要會計政策(續)

(b) 業務合併(續)

於二零一零年一月一日或之後進行之業務合併(續)

商譽是以所轉撥之代價、非控股權益於被收購方中所佔金額及收購公司以往持有被收購方之股權之公平值(如有)之總和，超出所收購之可識別資產及所承擔之負債於收購日期之淨值計算。倘重新評估後，所收購之可識別資產與所承擔負債於收購日期之淨額高於所轉撥之代價、非控股權益於被收購方中所佔金額以及收購公司以往持有被收購方之股權之公平值(如有)之總和，則差額即時於損益中確認為廉價購買收益。

屬現時擁有之權益且於清盤時讓持有人有權按比例分佔實體淨資產之非控股權益，可初步按公平值或非控股權益應佔被收購方可識別資產淨值之已確認金額比例計量。計量基準視乎每項交易而作出選擇。其他種類之非控股權益乃按其公平值或另一項準則規定之另一計量基準計量。

倘本集團於業務合併中轉撥之代價包括或然代價安排產生的資產或負債，或然代價按其收購日期公平值計量，並視為於業務合併中所轉撥代價之一部分。或然代價之公平值變動如符合資格作為計量期間調整的話，則追溯調整，並就商譽或廉價購買收益作出相應調整。計量期間調整為於計量期間就收購日期已存在之事實及情況獲得之其他資料而產生之調整。計量期間自收購日期起計，不得超過一年。

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4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(b) Business combinations (Cont'd)

Business combinations that took place on or after 1 January 2010 (Cont'd)

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

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control), and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

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

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised as of that date.

4. 主要會計政策(續)

(b) 業務合併(續)

於二零一零年一月一日或之後進行之業務合併(續)

或然代價之公平值變動之隨後入賬如不符合資格作為計量期間調整，則取決於或然代價如何分類。分類為權益之或然代價不會於隨後報告日期重新計量，而其隨後結算於權益內入賬。分類為資產或負債之或然代價根據香港會計準則第39號或香港會計準則第37號「撥備、或然負債及或然資產」(如適用)於隨後呈報日期重新計量，而相應的收益或虧損於損益中確認。

倘業務合併分階段完成，本集團先於所收購方持有之股權重新計量至收購日期(即本集團獲得控制權當日)之公平值，而所產生之收益或虧損(如有)於損益中確認。過往於收購日期前於其他全面收益確認之所收購方權益所產生之款額重新分類至損益(倘有關處理方法適用於出售權益)。

先前持有之股權之價值變動於其他全面收益中確認及於收購日期之前於權益累計，而該價值變動於本集團獲得所收購方之控制權時重新分類至損益。

倘業務合併之初步會計處理於合併發生之報告期間結算日尚未完成，則本集團將就未完成會計處理之項目呈報臨時數額。該等臨時數額會於計量期間(見上文)予以調整，或確認額外資產或負債，以反映於收購日期已存在而據所知可能影響該日已確認款額之事實與情況所取得之新資訊。

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4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(b) Business combinations (Cont'd)

Business combinations that took place prior to 1 January 2010

The acquisition of business was accounted for using the purchase method. The cost of the acquisition was measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree, plus any costs directly attributable to the business combination. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition were recognized at their fair values at the acquisition date.

Goodwill arising on acquisition was recognized as an asset and initially measured at cost, being the excess of the cost of the business combination over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognized. If, after reassessment, the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities exceeds the cost of the business combination, the excess was recognized immediately in profit or loss.

The non-controlling interests in the acquiree were initially measured at the non-controlling interests' proportion of the net fair value of the assets, liabilities and contingent liabilities recognized.

Contingent consideration was recognised, if and only if, the contingent consideration was probable and could be measured reliably. Subsequent adjustments to contingent consideration were recognised against the cost of the acquisition.

Business combinations achieved in stages were accounted for as separate steps. Goodwill was determined at each step. Any additional acquisition did not affect the previously recognised goodwill.

4. 主要會計政策(續)

(b) 業務合併(續)

於二零一零年一月一日前進行之業務合併

收購業務乃按收購法入賬。收購成本乃按本集團為取得被收購方之控制權而已給予的資產、已產生或承擔之負債及已發行之股本工具於交易當日之公平值之總和，加上業務合併直接應佔成本計量。被收購方符合相關確認條件之可識別資產、負債及或然負債一般於收購日期按公平值確認。

因收購所產生之商譽乃確認為資產，並初步按成本計量，即業務合併之成本超出本集團於已確認之可識別資產、負債及或然負債之公平淨值中之權益部份。倘於重新評估後，本集團於被收購方之可識別資產、負債及或然負債之公平淨值中之權益超出業務合併之成本，則超出部份即時於損益內確認。

於被收購方之非控股權益初步按非控股權益於已確認資產、負債及或然負債之公平淨值中之比例計量。

或然代價倘及僅會於有可能發生及能夠可靠估計之情況下方予以確認。或然代價之往後調整會確認於收購成本。

以分階段形式進行之業務合併按每個階段分別入賬。商譽於每個階段分別確定。任何新增收購均不會影響以往已確認之商譽。

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4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)**(c) Subsidiaries**

A subsidiary is an entity controlled by the Company. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that presently are exercisable are taken into account.

In the Company's statement of financial position, investment in subsidiaries is stated at cost less any impairment losses, unless it is classified as held for sale.

(d) Goodwill

Goodwill arising on an acquisition of a business is carried at cost less any accumulated impairment losses and is presented separately in the consolidated statement of financial position.

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

On disposal of the relevant cash-generating unit, the attributable amount of goodwill capitalized is included in the determination of the amount of profit or loss on disposal.

4. 主要會計政策(續)**(c) 附屬公司**

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

於本公司之財務狀況表中，於附屬公司之投資按成本減任何減值虧損入賬，但如分類為持作出售者則除外。

(d) 商譽

收購業務所產生之商譽按成本減任何累計減值虧損列賬，並於綜合財務狀況表內分開呈列。

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

於出售有關現金產生單位時，已資本化之商譽應佔金額乃計入出售之盈虧。

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4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)**(e) Revenue recognition**

Revenue is measured at the fair value of the consideration received or receivable for services provided in the course of the ordinary activities, net of discounts and sales related taxes.

- (i) Income from the provision of project consultancy services, internet solution services, content services and logistic services is recognised in accordance with the terms of the underlying contracts and when the underlying services are rendered;
- (ii) Income from the provision of internet protocol television services is recognized in accordance with the terms of the underlying subscription agreement and when the underlying services are rendered;
- (iii) Interest income from bank deposits is recognised on a time-apportioned basis that takes into account the effective yield on the assets; and
- (iv) Dividend income from investments excluding financial assets at fair value through profit or loss is recognised when the shareholder's right to receive payment has been established.

(f) Property, plant and equipment

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

4. 主要會計政策(續)**(e) 收益確認**

收益按日常業務過程中就所提供服務之已收或應收代價公平值計算(扣除折扣及銷售相關稅項)。

- (i) 來自提供項目顧問服務、互聯網解決方案服務、內容服務及物流服務之收入，根據有關合約之條款於提供有關服務時確認；
- (ii) 來自提供互聯網電視服務之收入根據相關訂購協議之條款提供有關服務時確認；
- (iii) 來自銀行存款的利息收入按時間比例基準確認，並計入資產的實際收入；及
- (iv) 來自投資(不包括按公平值計入損益之財務資產)之股息收入於確立股東收取款項之權利時確認。

(f) 物業、廠房及設備

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

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4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

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

Depreciation is provided to write off the cost or valuation of items of property, plant and equipment, after taking into account of their estimated residual value, if any, using the straight line method over their estimated useful lives. The principal annual rates used for this purpose are as follows:

Leasehold improvement	:	20% – 33% or over the remaining lease terms, whichever is shorter
Furniture and fixtures	:	20% – 50%
Computer and equipment	:	20% – 33%
Motor vehicles	:	33%

Assets held under finance lease are depreciated over their estimated useful lives on the same basis as owned assets or, where shorter, the term of the relevant lease.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the consolidated income statement in the year in which the item is derecognised.

(g) Intangible assets other than goodwill

Expenditure on research activities is recognized as an expense in the period in which it is incurred. Expenditure on development activities is capitalised if the product or process is technically and commercially feasible and the Group has sufficient resources and the intention to complete development. The expenditure capitalised includes the costs of materials, direct labour, and an appropriate proportion of overheads and borrowing costs, where applicable. Capitalised development costs are stated at cost less accumulated amortisation and any accumulated impairment losses. Other development expenditure is recognised as an expense in the period in which it is incurred.

4. 主要會計政策(續)

(f) 物業、廠房及設備(續)

折舊乃以直線法，按物業、廠房及設備項目之估計可使用年期及經計及其估計剩餘價值(如有)撇銷其成本或估值計算。就此而採用之主要年率如下：

租賃物業裝修	:	20%-33%或按剩餘租期(以較短者為準)
傢俬及裝置	:	20%-50%
電腦及設備	:	20%-33%
汽車	:	33%

根據融資租賃持有之資產乃按本集團擁有資產之相同基準，根據其估計可使用年期或(倘較短)有關租賃之年期折舊。

於出售資產或預期持續使用資產不會產生日後經濟利益時終止確認物業、廠房及設備項目。終止確認資產所產生之任何損益(按出售所得款項淨額與項目賬面值之差額計算)於終止確認資產之年度計入綜合損益表。

(g) 無形資產(商譽除外)

研究活動開支乃於產生期間確認為開支。倘產品或程序在技術及商業上均具可行性，而本集團亦有充裕資源及意向完成發展，有關發展活動之費用則資本化處理。資本化開支包括材料成本、直接工資及按適當比例計算之間接費用及借貸成本(倘適用)。資本化開發成本按成本減去累計攤銷與任何累計減值虧損列賬。其他開發開支乃於產生期間確認為開支。

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4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)**(g) Intangible assets other than goodwill (Cont'd)**

Other intangible assets that are acquired by the Group with finite useful lives are stated in the statement of financial position at cost less accumulated amortization and any accumulated impairment losses. Expenditure on internally generated goodwill and brands is recognised as an expense in the period in which it is incurred.

Amortisation of intangible assets with finite useful lives is charged to profit or loss on a straight-line basis over the assets' estimated useful lives. Period and method of amortisation are reviewed annually.

Intangible assets are not amortised while their useful lives are assessed to be indefinite. Any conclusion that the useful life of an intangible asset is indefinite is reviewed annually to determine whether events and circumstances continue to support the indefinite useful life assessment for that asset. If they do not, the change in the useful life assessment from indefinite to finite is accounted for prospectively from the date of change and in accordance with the policy for amortisation of intangible assets with finite lives as set out above.

(h) Impairment of tangible and intangible assets other than goodwill

At the end of the reporting period, the Group reviews the carrying amounts of its tangible and intangible assets 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 the impairment loss, if any. In addition, intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment annually, and whenever there is indication that they may be impaired.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognized as an expense immediately, unless the relevant asset is carried at a revalued amount under another Standard, in which case the impairment loss is treated as a revaluation decrease under that Standard.

4. 主要會計政策(續)**(g) 無形資產(商譽除外)(續)**

本集團所購入具確定可使用年期之其他無形資產於財務狀況表按成本減去累計攤銷及任何累計減值虧損列賬。內部產生之商譽及品牌開支於產生期間確認為開支。

有確定可使用年期之無形資產攤銷按資產估計可使用年期以直線法自損益扣除。每年須檢討其攤銷期限及方法。

當無形資產的可使用年期獲評定為不確定時，不會作出攤銷。無形資產的可使用年期為不確定的任何結論，均會每年進行審閱，以釐定是否有事件及情況繼續支持該資產的不確定可使用年期評估結論。倘無有關支持，則可使用年期之評估結論由不確定變為確定，而是項評估變動將自改變日期起，根據上文所載有關攤銷確定使用年期的無形資產的政策，作出前瞻性記賬。

(h) 有形資產及無形資產之減值(商譽除外)

於報告期末，本集團會審閱其有形及無形資產賬面值，以釐定是否有任何跡象顯示該等資產出現減值虧損。倘存在任何該等跡象，將估計資產之可收回金額，以釐定減值虧損(如有)之程度。此外，具有不確定可使用年期之無形資產及尚未可供使用之無形資產均會每年進行減值測試，並於有跡象顯示其可能出現減值時進行減值測試。

倘資產之可收回金額估計低於其賬面值，資產之賬面值將調低至其可收回金額。減值虧損即時確認為開支，除非有關資產根據其他準則按重估金額列賬，否則於此情況下，減值虧損將按該項準則被視作重估減值。

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4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)**(h) Impairment of tangible and intangible assets other than goodwill (Cont'd)**

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

(i) Financial instruments

Financial assets and financial liabilities are recognized when a group entity becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

(i) Financial assets*Effective interest method*

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate that exactly discounts estimated future cash receipts (including all fees on points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

The financial assets include loans and receivables.

4. 主要會計政策(續)**(h) 有形資產及無形資產之減值(商譽除外)(續)**

倘減值虧損其後撥回，則資產賬面值會調高至經修訂估計可收回金額，惟已增加之賬面值不得超過倘資產於過往年度並無確認減值虧損時之賬面值。撥回之減值虧損即時於損益確認，除非有關資產根據其他準則按重估金額列賬，否則於此情況下，減值虧損之撥回將按該項準則視作重估增加。

(i) 財務工具

當本集團實體參與訂立有關工具之合約時，財務資產及財務負債即確認入賬。財務資產及財務負債首先以公平值計量。初步確認時，收購或發行財務資產及財務負債直接產生之交易成本將視乎情況加入財務資產或財務負債之公平值或從中扣除。

(i) 財務資產*實際利率法*

實際利率法乃計算債務工具之攤銷成本以及分配相關期間利息收入之方法。實際利率乃於首次確認時，按債務工具之預計年期或適用的較短期間，準確折現估計未來現金收入(包括構成實際利率不可或缺部份之一切即場已付或已收費用、交易成本及其他溢價或折讓)至賬面淨值之利率。

財務資產包括貸款及應收賬款。

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4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(i) Financial instruments (Cont'd)

(j) Financial assets (Cont'd)

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables (including trade and other receivables and cash and bank balances) are measured at amortised cost using the effective interest method, less any impairment, except where the receivables are interest-free loans without any fixed repayment terms or the effect of discounting would be immaterial, in which case they are stated at cost.

Interest income is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial.

Impairment of financial assets

Financial assets are assessed for indicators of impairment at the end of the reporting period. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after initial recognition of the financial asset, the estimated future cash flows of the investment have been affected.

Objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

4. 主要會計政策(續)

(i) 財務工具(續)

(j) 財務資產(續)

貸款及應收賬款

貸款及應收賬款為有固定或可釐定付款而並無活躍市場報價之非衍生財務資產。貸款及應收賬款(包括貿易及其他應收賬款、現金及銀行結餘)按攤銷成本以實際利率法減去任何減值入賬，惟如有關應收賬款為沒有固定還款期之免息貸款或折現影響微不足道則除外，在此情況下，按成本列賬。

利息收入乃按實際利率基準確認，惟確認利息影響不大之短期應收賬款除外。

財務資產之減值

本公司會於報告期末評估財務資產是否出現減值。倘有客觀證據證明初步確認財務資產後發生之一項或多項事件令有關投資估計未來現金流量受到影響，則財務資產屬已減值。

減值之客觀證據可包括：

- 發行人或交易對方出現重大經濟困難；或
- 未能或逾期支付利息或本金；或
- 借款人可能將會破產或進行財務重組。

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4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(i) Financial instruments (Cont'd)

(i) Financial assets (Cont'd)

Impairment of financial assets (Cont'd)

For certain categories of financial asset, such as trade receivables, are assessed for impairment on an individual basis. Objective evidence of impairment for receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments that pass the credit period, as well as observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, the amount of the impairment is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate. If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

For financial assets carried at cost, the amount of impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for similar financial assets. Such impairment loss will not be reversed in subsequent periods. (See the accounting policy below)

4. 主要會計政策(續)

(i) 財務工具(續)

(i) 財務資產(續)

財務資產之減值(續)

就若干財務資產類別而言，例如：貿易應收賬款，其按個別基準進行減值評估。應收賬款之客觀減值證據包括本集團之過往收款經驗、延遲還款至超逾平均信貸期之次數增加，以及與應收賬款逾期有關之全國或地方經濟狀況明顯改變。

就按攤銷成本列賬之財務資產而言，減值金額為有關資產之賬面值與有關資產按原先實際利率折現之估計未來現金流量之現值之間的差額。倘於往後期間，減值虧損金額減少，而該減少可客觀地與確認減值虧損後發生之事件有關，則先前確認之減值虧損透過損益撥回，惟該資產於撥回減值日期之賬面值不得超過在並無確認減值之情況下應有之攤銷成本。

就按成本列賬之財務資產而言，減值虧損金額為有關資產之賬面值與按同類財務資產之現行市場回報率折現之估計未來現金流量之現值之間的差額。有關減值虧損不會於其他期間撥回(詳見下文所載會計政策)。

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4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(i) Financial instruments (Cont'd)

(i) Financial assets (Cont'd)

Impairment of financial assets (Cont'd)

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss.

(ii) Financial liabilities and equity

Financial liabilities and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

Interest expense is recognised on an effective interest basis.

Trade and other payables

Trade and other payables are subsequently measured at amortised cost using the effective interest method, unless the effect of discounting would not be material, in which case they are stated at cost.

4. 主要會計政策(續)

(i) 財務工具(續)

(i) 財務資產(續)

財務資產之減值(續)

就所有財務資產而言，財務資產之賬面值直接按減值虧損減少，惟貿易應收賬款除外，其賬面值乃透過使用撥備賬目而減少。當貿易應收賬款被視為無法收回時，則與撥備賬目撇銷。其後收回過往撇銷之款項計入撥備賬目內。撥備賬目之賬面值變動於損益內確認。

(ii) 財務負債及股本

集團實體發行之財務負債及股本工具乃根據合約安排之性質與財務負債及股本工具之定義而分類為財務負債或權益。

實際利率法

實際利率法乃計算財務負債之攤銷成本以及分配相關期間利息開支之方法。實際利率乃於首次確認時，按財務負債之預計年期或適用的較短期間，準確折現估計未來現金付款(包括構成實際利率不可或缺部份之一切即場已付或已收費用、交易成本及其他溢價或折讓)至賬面淨值之利率。

利息開支乃按實際利率基準確認。

貿易及其他應付賬款

貿易及其他應付賬款其後採用實際利率法按攤銷成本計量，惟如折現影響並不重大則除外，在此情況下，按成本列賬。

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4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(i) Financial instruments (Cont'd)

(ii) Financial liabilities and equity (Cont'd)

Convertible notes

Convertible notes issued by the Company are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. Conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is an equity instrument.

At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible instruments. This amount is recorded as a liability on an amortised cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date.

The conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognised and included in equity, net of income tax effects, and is not subsequently remeasured. In addition, the conversion option classified as equity will remain in equity until the conversion option is exercised, in which case, the balance recognised in equity will be transferred to share premium. Where the conversion option remains unexercised at the maturity date of the convertible bonds, the balance recognised in equity will be transferred to accumulated losses. No gain or loss is recognised in profit or loss upon conversion or expiration of the conversion option.

4. 主要會計政策(續)

(i) 財務工具(續)

(ii) 財務負債及股本(續)

可換股票據

本公司發行之可換股票據乃根據合約安排之性質與財務負債及股本工具之定義而各自分類為財務負債或權益。倘換股期權將透過以固定金額之現金或其他財務資產換取固定數目之本公司股本工具結算，則分類為股本工具。

於發行日期，負債部份之公平值按類似不可換股工具之現行市場利率估算。此金額按攤銷成本基準以實際利率法入賬為負債，直至於換股當日或該工具到期日註銷為止。

被分類為權益之換股期權乃透過從整體複合財務工具之公平值中扣減負債部份金額而釐定。其將於扣除所得稅影響後在權益中確認及入賬，且隨後不可重新計量。此外，被分類為權益之換股期權將一直保留於權益內，直至換股權獲行使為止。屆時，在權益中確認之結餘將轉撥至股份溢價賬。倘換股期權於可換股票據到期日仍未獲行使，屆時在權益中確認之結餘將轉撥至累計虧損。在換股後或於換股期權到期失效時，不會在損益確認任何收益或虧損。

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4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(i) Financial instruments (Cont'd)

(ii) Financial liabilities and equity (Cont'd)

Convertible notes (Cont'd)

Transaction costs that relate to the issue of the convertible bonds are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are recognised directly in equity. Transaction costs relating to the liability component are included in the carrying amount of the liability component and are amortised over the lives of the convertible bonds using the effective interest method.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

(iii) Derecognition

Financial assets are derecognized when the rights to receive cash flows from the assets expire or, the financial assets are transferred and the Group has transferred substantially all the risks and rewards of ownership of the financial assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognized in profit or loss.

4. 主要會計政策(續)

(i) 財務工具(續)

(ii) 財務負債及股本(續)

可換股票據(續)

發行可換股票據之相關交易成本會按所得款項總額之分配比例，分配至負債及權益部份。權益部份之相關交易成本直接於權益確認；而負債部份相關之交易成本則入賬為負債部份之賬面值，並於可換股債券之年期內以實際利率法攤銷。

股本工具

股本工具指能證明某實體於扣除所有負債後之資產中擁有剩餘權益之任何合約。本公司發行之股本工具乃按已收款項扣除直接發行成本入賬。

購回本公司本身之股本工具會直接於權益確認及扣除。概無就購買、出售、發行或註銷本公司本身之股本工具而於損益中確認任何溢利或虧損。

(iii) 終止確認

財務資產在以下情況被終止確認：若從資產收取現金流之權利已到期、財務資產已轉移及本集團已將其於有關財務資產擁有權之風險及回報實質上全部轉移。於終止確認財務資產時，有關資產之賬面值與已收及應收代價之差額，將於損益中確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(i) Financial instruments (Cont'd)

(iii) Derecognition (Cont'd)

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

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

(j) Related parties

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

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

4. 主要會計政策(續)

(i) 財務工具(續)

(iii) 終止確認(續)

於全數終止確認財務資產時，該項資產之賬面值與已收及應收代價加上於其他全面收益確認並於權益累計之累計盈虧總和之差額，會於損益中確認。

於有關合約之特定責任獲解除、取消或到期時，屆時財務負債將被終止確認。被終止確認之財務負債之賬面值與已付及應付代價之差額將於損益中確認。

(j) 關連人士

就此等財務報表而言，在下列情況下，有關人士將視為本集團之關連人士：

- (i) 有關人士能夠透過一個或多個中介實體直接或間接控制本集團，或對本集團之財務及經營決策施加重大影響力；或可對本集團行使共同控制權；
- (ii) 本集團與有關人士受共同控制；
- (iii) 有關人士為本集團之聯營公司或本集團為合營方之合營公司；
- (iv) 有關人士為本集團或其母公司之主要管理人員或該等人士之近親家屬成員，或受該等人士之控制、共同控制或重大影響；
- (v) 有關人士為(i)項所述人士之近親家屬成員，或受該等人士之控制、共同控制或重大影響；或

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4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)**(j) Related parties (Cont'd)**

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

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

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

(k) Leases

Leases that transfer substantially all the rewards and risks of ownership of assets to the Group, other than legal title, are accounted for as finance leases. At the inception of a finance lease, the cost of the leased asset is capitalized at the present value of the minimum lease payments and recorded together with the obligation, excluding the interest element, to reflect the purchase and financing. Assets held under capitalized finance leases are included in property, plant and equipment, and depreciated over the shorter of the lease terms and the estimated useful lives of the assets. The finance costs of such leases are charged to the income statement so as to provide a constant periodic rate of charge over the lease terms.

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessee, rentals payable under the operating leases net of any incentives received from the lessor are charged to the income statement on the straight-line basis over the lease terms.

4. 主要會計政策(續)**(j) 關連人士(續)**

- (vi) 有關人士為本集團或其關連人士之僱用後福利計劃之受益人。

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

凡涉及關連人士之間的資源或責任轉移之交易，均被視為關連人士交易。

(k) 租賃

凡將資產擁有權(法定業權除外)之絕大部份回報與風險撥歸本集團之租賃，均列作融資租賃。於融資租賃訂立時，租賃資產成本按最低應付租金之現值資本化，並連同債項(不包括利息部份)列賬，以反映購買及融資事項。以資本化融資租賃持有之資產計入物業、廠房及設備內，並按租約期或資產可使用年期(以較短者為準)計提折舊。租賃之融資成本從損益表扣除，以便反映租約期內之平均費用率。

凡資產擁有權之絕大部份回報及風險仍歸出租人所有之租賃，均列作經營租約。在本集團為承租人之情況下，經營租賃應付之租金(經扣除從出租人收取所得之任何租賃獎勵)於租賃期內以直線法於收益表扣減。

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4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)**(l) Cash and cash equivalents**

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

For the purpose of the statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, which are not restricted as to use.

(m) Borrowing costs

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

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

(n) Income tax

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

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the consolidated statement of comprehensive income because of items of income or expense that are taxable or deductible in other years and 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 at the end of the reporting period.

4. 主要會計政策(續)**(l) 現金及現金等值物**

就綜合現金流量表而言，現金及現金等值物包括現金及現金等值項目包括手頭現金、活期存款，以及購入時期限不超過三個月而價值變動風險不大並且可隨時兌換成可知現金額之短期高流通量投資，減銀行透支(須應要求償還及構成本集團現金管理方面一個重要部份)。

就財務狀況表而言，現金及現金等值物包括用途不受限制之手頭現金及銀行現金(包括定期存款)。

(m) 借貸成本

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

所有其他借貸成本均於產生期間確認為支出。

(n) 所得稅

所得稅開支代表即期應付及遞延稅項之總額。

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

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4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(n) Income tax (Cont'd)

Deferred tax is recognised on temporary 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. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which those deductible temporary differences can be utilised. Such as deferred tax 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 associated with 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. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognized to the extent that it is probable that there will be sufficient taxable profits against which to utilize the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of the 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.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted at the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities. Deferred tax is recognized in profit or loss, except when it relates to items that are recognized in other comprehensive income or directly in equity, in which case, the deferred tax is also recognized in other comprehensive income or directly in equity respectively.

4. 主要會計政策(續)

(n) 所得稅(續)

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

遞延稅項負債就於附屬公司之投資所產生應課稅暫時差額確認，惟集團可控制暫時差額之撥回以及暫時差額於可預見將來不可能撥回之情況除外。與該等投資及權益相關之可扣稅暫時差額所產生之遞延稅項資產僅於可能有足夠應課稅溢利可以使用暫時差額之益處且預計於可見將來可以撥回時確認。

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

遞延稅項資產及負債乃根據於報告期末時已實施或大致上已實施之稅率(及稅法)，按預期於負債清償或資產變現期間適用之稅率計算。遞延稅項負債與資產之計算，反映按照本集團於報告期末時預期收回或清償資產及負債賬面值之方式所產生稅務結果。遞延稅項於損益內確認，惟倘遞延稅項涉及於其他全面收益或直接於權益內確認之項目，則遞延稅項亦會於其他全面收益或直接於權益內確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(o) Employee benefits

(i) Short term employee benefits

Salaries, bonuses, paid leaves and the cost of non-monetary benefits are accrued in the period in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

(ii) Retirement benefits schemes

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

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

4. 主要會計政策(續)

(o) 員工福利

(i) 短期僱員福利

薪金、花紅、有薪假期及非貨幣福利之成本乃於僱員提供相關服務之年度內計提。倘付款或結算被遞延，而其影響可能屬重大，則該等數額乃按其現值列賬。

(ii) 退休福利計劃

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

本集團按照強制性公積金計劃條例就其於香港之所有僱員設立了一個定額供款強制性公積金退休福利計劃(「強積金計劃」)，供款乃按僱員基本薪金之百分比作出，並根據強積金計劃之規則於應付時在綜合損益表中扣除。強積金計劃之資產由獨立管理之基金持有，與本集團之資產分開。本集團之供款於供款至強積金計劃時全數歸於僱員。

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4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(o) Employee benefits (Cont'd)

(iii) Share-based payments

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

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

(iv) 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)

(o) 員工福利(續)

(iii) 以股付款

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

於歸屬期內，預期歸屬之購股權數目會予以檢討。除非原來僱員費用合資格確認為一項資產，而相應調整計入以股付款儲備，否則於過往年度內確認之累計公平值之任何調整乃計入檢討年度之損益。於歸屬日期，確認為一項開支之金額會予以調整，以反映歸屬購股權之實際數目(於以股付款儲備內作出相應調整)，惟倘沒收僅由於未能達到與本公司股份市價有關之歸屬條件則除外。權益數額於以股付款儲備內確認，直至購股權獲行使(當轉撥至股份溢價賬)或購股權屆滿(當直接撥回保留溢利)為止。

(iv) 終止福利

終止福利乃當及僅當本集團明確地承諾自身終止僱用或透過實際上不可能撤回之詳細正式計劃而向自願辭職之僱員提供福利時予以確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)**(p) Foreign currencies**

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at the end of the reporting period. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise, except for exchange differences arising on a monetary item that forms part of the entity's net investment in a foreign operation, in which case, such exchange differences are recognized in equity in the consolidated financial statements. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognized directly in equity, in which cases, the exchange differences are also recognized directly in equity.

4. 主要會計政策(續)**(p) 外幣**

編製個別集團實體之財務報表時，以該實體功能貨幣以外之貨幣(外幣)進行之交易乃以其相關功能貨幣(即該實體營運之主要經濟環境之貨幣)記錄，並以交易日期之現行匯率換算。於各報告期末，以外幣列值之貨幣項目以報告期末現行匯率重新換算。以外幣結算且按公平值列賬之非貨幣項目以釐定公平值當日之現行匯率重新換算。以外幣歷史成本計量之非貨幣項目不予重新換算。

結算貨幣項目及重新換算貨幣項目所產生之匯兌差額會於產生期間計入損益，惟貨幣項目所產生之匯兌差額構成該實體於海外業務之淨投資則除外，於此情況下，該等匯兌差額確認入賬綜合財務報表之權益中。重新換算按公平值列賬之非貨幣項目所產生之匯兌差額計入期間損益，惟重新換算非貨幣項目產生之差額有關之盈虧直接於權益確認則除外，於此情況下，匯兌差額亦直接確認入權益。

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4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(p) Foreign currencies (Cont'd)

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) at the rate of exchange prevailing at the end of the reporting period, and their income and expenses are translated at the average exchange rates for the year, unless exchange rates fluctuated significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are included in the translation reserve as a separate component of equity. Such exchange differences are recognised in profit or loss in the period in which the foreign operation is disposed of.

Goodwill and fair value adjustments on identifiable assets acquired arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the rate of exchange prevailing at the end of the reporting period. Exchange differences arising are included in the translation reserve.

(q) Financial guarantees, provision and contingent liabilities

(i) Financial guarantees

Financial guarantees are contracts that require the issuer (i.e. the guarantor) to make specified payments to reimburse the beneficiary of the guarantee (the "holder") for a loss the holder incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Where the Group issues a financial guarantee, the fair value of the guarantee (being the transaction price, unless the fair value can otherwise be reliably estimated) is initially recognised as deferred income within trade and other payables. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group's policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss on initial recognition of any deferred income.

4. 主要會計政策(續)

(p) 外幣(續)

就呈列綜合財務報表而言，本集團海外業務之資產及負債均按報告期末之現行匯率換算為本集團之呈列貨幣(即港元)。收入及開支項目乃按年內平均匯率換算，除非期內匯率出現重大波動，於此情況下，則採用交易當日之匯率。所產生匯兌差額(如有)以獨立權益部份計入匯兌儲備。有關匯兌差額於該項海外業務出售期間在損益確認。

收購海外業務時產生之商譽及所收購可識別資產公平值調整將視為海外業務之資產與負債處理，並按報告期末之現行匯率換算。所產生之匯兌差額記入匯兌儲備。

(q) 財務擔保、撥備及或然負債

(i) 財務擔保

財務擔保乃指由簽發人(即擔保人)須於擔保受益人(「持有人」)因指定債務人未能根據債務工具之條款支付到期款項而蒙受損失時，向持有人償付指定款項之合約。

當本集團發出財務擔保時，該擔保之公平值(即交易價格，惟公平值能可靠地估計除外)初步確認為貿易及其他應付賬款內之遞延收入。當就發行有關擔保已收或應收代價時，代價乃根據本集團適用於該資產類別之政策確認。倘並無有關代價屬已收或應收，則於初步確認任何遞延收入時，於損益確認即時開支。

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4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)**(q) Financial guarantees, provision and contingent liabilities (Cont'd)****(i) Financial guarantees (Cont'd)**

The amount of the guarantee initially recognised as deferred income is amortised in profit or loss over the term of the guarantee as income from financial guarantees issued. In addition, provisions are recognised in accordance with note 4(q) if and when (1) it becomes probable that the holder of the guarantee will call upon the Group under the guarantee, and (2) the amount of that claim on the Group is expected to exceed the amount currently carried in trade and other payables in respect of that guarantee, i.e. the amount initially recognised less accumulated amortisation.

(ii) Contingent liabilities acquired in business combination

Contingent liabilities acquired as part of a business combination are initially recognised at fair value, provided the fair value can be reliably measured. After their initial recognition at fair value, such contingent liabilities are recognised at the higher of the amount initially recognised, less accumulated amortisation where appropriate, and the amount that would be determined in accordance with note 4(q). Contingent liabilities acquired in a business combination that cannot be reliably fair valued are disclosed in accordance with note 4(q).

(iii) Other provisions and contingent liabilities

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

Present obligation is disclosed as a contingent liability where it is not probable that an outflow of economic benefits will be required to settle the obligation or the amount of the obligation cannot be measured with sufficient reliability. Possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as a contingent liability unless the probability of outflow of economic benefits is remote.

4. 主要會計政策(續)**(q) 財務擔保、撥備及或然負債(續)****(i) 財務擔保(續)**

初步確認為遞延收入之擔保額會於擔保期內在損益攤銷，作為發出財務擔保之收入。此外，倘(1)擔保持有人有可能根據擔保要求本集團支付；及(2)向本集團申索之款額預期超過現時列於該擔保之貿易及其他應付賬款(即初步確認之金額，減累計攤銷)，則根據附註4(q)確認撥備。

(ii) 於業務合併中收購之或然負債

作為業務合併一部份收購之或然負債初步以公平值確認，惟公平值需能夠可靠地計量。於其以公平值初步確認後，該等或然負債以初步確認金額減累計攤銷(倘適用)，或根據附註4(q)釐定金額確認(以較高者為準)。於業務合併中收購之或然負債若未能可靠地計量公平值，則根據附註4(q)作披露。

(iii) 其他撥備及或然負債

倘本集團因過去事件須承擔現時責任，而且履行該責任很可能需要流出經濟利益且能作出可靠估計，則確認撥備。倘金錢之時間價值重大，撥備會以履行責任預期所需支出之現值列賬。

倘可能毋須流出經濟利益以履行責任，或責任數額未能充分可靠計量，則現有責任須披露為或然負債。因過往事件產生且其存在僅以發生或不發生一項或多項未來事件確定之可能責任，亦同時披露為或然負債，除非經濟利益流出可能性極低。

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4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)**(r) Segment reporting**

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

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

(s) Discontinued operations

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

Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale, if early. It also occurs when the operation is abandoned.

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

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

4. 主要會計政策(續)**(r) 分部報告**

營運分部及財務報表所呈報之各分部項目金額，乃根據就分配資源予本集團各項業務及地區分部及評估其表現而定期提供予本集團最高層管理人員之財務資料而確定。

就財務報告而言，個別重要營運分部不會綜合呈報，除非有關分部具有類似經濟特徵以及在產品及服務性質、生產程序性質、客戶類型或類別、分銷產品或提供服務所採用之方式及監管環境性質方面類似。倘獨立而言並非屬重要之營運分部共同擁有上述大部份特徵，則可綜合呈報。

(s) 終止經營業務

終止經營業務為本集團業務之組成部份，其營運及現金流量可與本集團其餘業務清楚區分，且代表一項按業務或地區劃分之獨立主要業務，或作為出售一項按業務或地區劃分之獨立主要業務之單一統籌計劃一部份，或為一間純粹為轉售而收購之附屬公司。

業務於出售時或於其符合被分類為持作出售類別的準則時（如為較早者），分類為終止經營業務。於業務被放棄時，亦分類為終止經營業務。

倘業務分類為已終止，則會於損益表按單一數額呈列，當中包括：

- 終止經營業務之除稅後溢利或虧損；及
- 就構成終止經營業務之資產或出售組別計量公平值減銷售成本或於出售時確認之除稅後收益或虧損。

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5. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES**Critical accounting judgments and key sources of estimation uncertainty**

In the application of the Group's accounting policies, which are described in note 4, management is required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

(a) Critical judgments in applying accounting policies

The following are the critical judgments, apart from those involving estimations (see below), that management has made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the financial statements.

(i) Impairment of assets

In determining whether an asset is impaired or the event previously causing the impairment no longer exists, the Group has to exercise judgment in the area of asset impairment, particularly in assessing: (1) whether an event has occurred that may effect the asset value or such event affecting the asset value has not been in existence; (2) whether the carrying value of an asset can be supported by net present value of future cash flows which are estimated based upon the continued use of the asset or derecognition; and (3) the appropriate key assumptions to be applied in preparing cash flow projections including whether these cash flow projections are discounted using an appropriate rate. Changing the assumptions selected by management to determine the level of impairment, including the discount rates or the growth rate assumptions in the cash flow projections, could materially affect the net present value used in the impairment test.

5. 重要會計判斷及估計**重要會計判斷及導致估計產生不明朗因素之主要根源**

於應用附註4所述本集團之會計政策時，管理層須對未能從其他來源取得之資產與負債之賬面值作出判斷、估計及假設。估計及相關假設均以過往經驗以及其他被視為相關的因素為依據。實際結果與該等估計可能有所不同。

本集團會定期審閱估計及相關假設。對會計估計作出之修訂，倘修訂僅影響修訂估計之期間，則於該段期間確認，或倘修訂影響本期及未來期間，則在修訂之期間以及未來期間確認。

(a) 應用會計政策時所作之關鍵判斷

於應用本集團會計政策之過程中，除討論涉及估計之判斷外(見下文)，管理層亦作出下列判斷，而該等判斷對財務報表內所確認之金額構成之影響最為重大。

(i) 資產減值

於釐定資產是否已減值或過往導致減值之事件是否不再存在時，本集團需就資產減值行使判斷，尤其是評估：(1)是否發生可能影響資產價值之事件或該影響資產價值之事件是否不存在；(2)資產之賬面值能否以未來現金流量之淨現值作支持，而該淨現值乃根據持續使用資產或取消確認而作出估計；及(3)於編製現金流量預測時將採用之適當主要假設，包括該等現金流量預測是否採用適當比率貼現。管理層選擇以釐定減值程度之假設(包括用於現金流量預測之貼現率或增長率假設)之變動可能對減值測試所採用之淨現值產生重大影響。

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5. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES (Cont'd)**(a) Critical judgments in applying accounting policies** (Cont'd)*(ii) Income taxes*

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

5. 重要會計判斷及估計 (續)**(a) 應用會計政策時所作之關鍵判斷** (續)*(ii) 所得稅*

遞延稅乃按負債法就資產及負債之稅基與其用於財務報告用途之賬面值，於報告期末之所有暫時差額作出撥備。根據所有可取得之證據，倘未來應課稅溢利可對銷承前未使用稅項虧損，則就未使用稅項虧損確認遞延稅項資產。確認主要涉及判斷有關確認遞延稅項資產之特定法律實體或稅務集團之未來表現。在評估有否可信證據證明部份或全部遞延稅項資產最終可獲變現時，亦會考慮其他因素，如出現應課稅暫時差額、稅務計劃策略及可動用估計稅項虧損之期間。遞延稅項資產之賬面值、相關財務模式與預算於各個報告期末均會進行檢討。在未有足夠可信證據證明於動用期間有足夠應課稅溢利可供動用承前稅項虧損之情況下，資產結餘將會扣減，並在損益中扣除。

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5. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES (Cont'd)**(b) Key sources of estimation uncertainty**

The following are 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.

(i) Impairment test of assets

The Group determines whether an asset is impaired at least on an annual basis or where an indication of impairment exists. This requires an estimation of the value in use of the asset. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the assets and also to choose a suitable discount rate in order to calculate the present value of those cash flows.

(ii) Income taxes

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

(iii) Depreciation of property, plant and equipment

Property, plant and equipment are depreciated on a straight-line basis over their estimated useful lives, after taking into account of their estimated residual value. The determination of the useful lives and residual values involve management's estimation. The Group assesses annually the residual value and the useful life of the property, plant and equipment and if the expectation differs from the original estimate, such a difference may impact the depreciation in the year when the estimate is changed and the future period.

5. 重要會計判斷及估計(續)**(b) 導致估計產生不明朗因素之主要根源**

下文論述於報告期末有關未來估計及其他主要估計來源之不明朗因素之主要假設，該等假設涉及須對本集團於下個財政年度之資產及負債賬面值作出重大調整之重大風險。

(i) 資產減值測試

本集團最少每年或於出現減值跡象時釐定資產是否經已減值。此舉需要對資產之使用價值作出估計，而估計使用價值需要本集團對預期資產所產生之未來現金流量作出估計，並選用適當之貼現率以計算該等現金流量之現值。

(ii) 所得稅

本集團於各個報告期末對遞延稅項資產之賬面值進行檢討，並扣減有關金額，直至不再可能有足夠應課稅溢利讓所有或部份遞延稅項資產被動用為止。這要求對未來應課稅溢利進行預測。預測未來應課稅溢利要求本集團對本集團預計產生之未來收益進行預測，亦要求選用適當之貼現率以計算盈利的現值。

(iii) 物業、廠房及設備折舊

物業、廠房及設備經考慮其估計剩餘價值後採用直線法於其估計可使用年內折舊。釐定可使用年期及剩餘價值涉及管理層之估計。本集團每年評估物業、廠房及設備之剩餘價值及可使用年期，而倘所作出之預期與原先之估計有所不同，則該差額可能對估計出現變動之年度及未來期間之折舊構成影響。

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6. REVENUE

- (a) An analysis of the Group's turnover for the year is as follows:

	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Internet protocol television service fees 互聯網電視服務費	7,133	—

6. 收益

- (a) 本集團年內營業額分析如下：

- (b) An analysis of the Group's other revenue and net income for the year is as follows:

	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Other income 其他收益	2	405
Other payable written back 其他應付賬款撥回	607	—
Impairment of other receivable written back 其他應收賬款之減值撥回	980	—
Interest income 利息收入	2	2
Net foreign exchange gains 匯兌收益淨額	—	1
	1,591	408

- (b) 本集團年內其他收益及收入淨額分析如下：

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7. SEGMENTAL INFORMATION

Segment information reported to the chief operating decision maker, directors of the Company, is the type of services rendered by the Group's operating division for the purposes of resources allocation and performance assessment. The Group's operating and reportable segments under HKFRS 8 are as follows:

The Group is currently organized into three major business divisions:

- (i) content solution and business consultation services;
- (ii) logistics services; and
- (iii) internet protocol television services.

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

Segment revenue represents revenue generated from external customers. There were no inter-segment sales in the year (2009: Nil).

Segment result represents the loss incurred by each segment without allocation of corporate income and expense, central administration cost, directors' salaries, interest income, gain/loss on disposal of property, plant and equipment, amortization of intangible assets, impairment of (i) trade and other receivables, (ii) amount due from related companies and (iii) intangible assets, finance costs and impairment of trade and other receivables written back.

Segment assets include all tangible, intangible assets and current assets.

Segment liabilities include all trade and other payables other than tax payable.

7. 分部資料

就分配資源及評估表現而向主要營運決策人，即本公司董事，呈報的分部資料乃按本集團營運分部提供的服務類型分類。下文載列本集團根據香港財務報告準則第8號規定的營運及須呈報分部。

本集團目前擁有三大主要業務：

- (i) 內容供應解決方案及業務諮詢服務；
- (ii) 物流服務；及
- (iii) 互聯網電視服務。

就評估分部表現及分部之間的資源分配而言，集團的高級行政管理人員按以下基準監察各須呈報分部的業績、資產及負債：

分部收益代表來自外部客戶的收益。於本年度概無分部間銷售（二零零九年：無）。

分部業績代表各分部所產生之虧損及並未分配公司收入及開支、中央行政成本、董事薪金、利息收入、出售物業、廠房及設備的收益／虧損、無形資產攤銷以及下列各項之減值：(i)貿易及其他應收賬款、(ii)應收關連公司款項及(iii)無形資產、融資成本以及貿易及其他應收賬款之減值撥回。

分部資產包括所有有形資產及無形資產及流動資產。

分部負債包括除應付稅項以外的所有貿易及其他應付賬款。

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7. SEGMENTAL INFORMATION (Cont'd)

(a) Segment revenues and results

7. 分部資料(續)

(a) 分部收益及業績

		2010 二零一零年				
		Continuing operations 持續經營業務			Discontinued operations 終止經營業務	
		Content solution and business consultation services 內容供應解決方案及業務諮詢服務	Internet protocol television services 互聯網電視服務	Sub-total 小計	Logistics services 物流服務	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Segments revenue	分部收益	-	7,133	7,133	-	7,133
Segments results	分部業績	-	574	574	(288)	286
Interest income	利息收入					3
Unallocated corporate income	未分配公司收入					2
Unallocated corporate expenses	未分配公司開支					(7,560)
Other payable written back	其他應付賬款撥回					1,003
Impairment of trade receivables written back	貿易應收賬款之減值撥回					1,410
Impairment of other receivables written back	其他應收賬款之減值撥回					980
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損					(59)
Amortisation of intangible assets	無形資產攤銷					(30,420)
Impairment of other receivables	其他應收賬款之減值					(1,280)
Impairment of intangible assets	無形資產之減值					(55,023)
Finance costs	融資成本					(2,476)
Consolidated loss before taxation	除稅前綜合虧損					(93,134)

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7. SEGMENTAL INFORMATION (Cont'd)

(a) Segment revenues and results (Cont'd)

7. 分部資料(續)

(a) 分部收益及業績(續)

		2009 二零零九年				
		Continuing operations 持續經營業務			Discontinued operations 終止經營業務	
		Content solution and business consultation services 內容供應 解決方案及 業務諮詢服務	Internet protocol television services 互聯網 電視服務	Sub-total 小計	Logistics services 物流服務	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Segments revenue	分部收益	-	-	-	27,395	27,395
Segments results	分部業績	(1)	(5,062)	(5,063)	(833)	(5,896)
Interest income	利息收入					4
Unallocated corporate income	未分配公司收入					918
Unallocated corporate expenses	未分配公司開支					(6,169)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損					(408)
Impairment of trade receivables	貿易應收賬款之減值					(9,103)
Impairment of other receivables	其他應收賬款之減值					(5,353)
Impairment of amount due from related companies	應收關連公司款項之減值					(4)
Amortisation of intangible assets	無形資產攤銷					(28,334)
Impairment of intangible assets	無形資產之減值					(16,338)
Finance costs	融資成本					(680)
Consolidated loss before taxation	除稅前綜合虧損					(71,363)

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7. SEGMENTAL INFORMATION (Cont'd)

(b) Segment assets and liabilities

7. 分部資料(續)

(b) 分部資產及負債

		2010 二零一零年				
		Continuing operations 持續經營業務			Discontinued operations 終止經營業務	
		Content solution and business consultation services 內容供應解決方案及業務諮詢服務 HK\$'000 千港元	Internet protocol television services 互聯網電視服務 HK\$'000 千港元	Sub-total 小計 HK\$'000 千港元	Logistics services 物流服務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Segment assets	分部資產	-	100,976	100,976	247	101,223
Unallocated assets	未分配資產					7,209
Consolidated assets	綜合資產					108,432
Segment liabilities	分部負債	(64)	(57,038)	(57,102)	(27,388)	(84,490)
Unallocated liabilities	未分配負債					(114,360)
Consolidated liabilities	綜合負債					(198,850)

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7. SEGMENTAL INFORMATION (Cont'd)

(b) Segment assets and liabilities (Cont'd)

7. 分部資料(續)

(b) 分部資產及負債(續)

		2009 二零零九年				
		Continuing operations 持續經營業務			Discontinued operations 終止經營業務	
		Content solution and business consultation services 內容供應 解決方案及 業務諮詢服務	Internet protocol television services 互聯網 電視服務	Sub-total 小計	Logistics services 物流服務	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Segment assets	分部資產	-	184,379	184,379	2,208	186,587
Unallocated assets	未分配資產					1,512
Consolidated assets	綜合資產					188,099
Segment liabilities	分部負債	(64)	(33,468)	(33,532)	(29,132)	(62,664)
Unallocated liabilities	未分配負債					(117,012)
Consolidated liabilities	綜合負債					(179,676)

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7. SEGMENTAL INFORMATION (Cont'd)

(c) Other segment information

7. 分部資料(續)

(c) 其他分部資料

		2010 二零一零年		
		Continuing operations 持續經營業務		Discontinued operations 終止經營業務
		Content solution and business consultation services 內容供應 解決方案及 業務諮詢服務 HK\$'000 千港元	Internet protocol television services 互聯網 電視服務 HK\$'000 千港元	Logistics services 物流服務 HK\$'000 千港元
Capital expenditure	資本開支	-	153	-
Depreciation of property, plant and equipment	物業、廠房及設備 之折舊	-	498	-
Amortisation of intangible assets	無形資產攤銷	-	30,420	-
Impairment of intangible assets	無形資產之減值	-	55,023	-
Impairment of other receivables	其他應收賬款之減值	-	-	470
Impairment of trade receivables written back	貿易應收賬款之減值撥回	-	-	(1,410)
Impairment of other receivables written back	其他應收賬款之減值撥回	-	(980)	-
Other payables written back	其他應付賬款撥回	-	-	(396)

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7. SEGMENTAL INFORMATION (Cont'd)

(c) Other segment information (Cont'd)

7. 分部資料(續)

(c) 其他分部資料(續)

		2009 二零零九年		
		Continuing operations 持續經營業務		Discontinued operations 終止經營業務
		Content solution and business consultation services 內容供應解決方案及業務諮詢服務	Internet protocol television services 互聯網電視服務	Logistics services 物流服務
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Capital expenditure	資本開支	-	94	63
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	-	694	319
Amortisation of intangible assets	無形資產攤銷	-	28,334	-
Impairment of intangible assets	無形資產之減值	-	16,338	-
Impairment of trade receivables	貿易應收賬款之減值	-	114	8,989
Impairment of other receivables	其他應收賬款之減值	69	-	-

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7. SEGMENTAL INFORMATION (Cont'd)

(d) Geographical information

The Group's operations are mainly located in the PRC.

The Group's revenue from external customers by geographical location are detailed below:

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Continuing operations	持續經營業務		
PRC	中國	7,133	-
Discontinued operations	終止經營業務		
PRC	中國	-	27,395

Non-current assets are mainly located in the PRC.

(e) Information about major customers

Included in revenues from external customers of 7,133,000 (2009: HK\$27,395,000) are revenues of HK\$3,102,000 (2009: HK\$932,000) which arose from services rendered to the Group's largest customer under the internet protocol television services segment (2009: Logistics services segment).

7. 分部資料(續)

(d) 地域資料

本集團的業務主要位於中國。

本集團按地域位置劃分的外部客戶收益詳情如下：

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Continuing operations	持續經營業務		
PRC	中國	7,133	-
Discontinued operations	終止經營業務		
PRC	中國	-	27,395

非流動資產主要位於中國。

(e) 有關主要客戶的資料

外部客戶收益7,133,000港元(二零零九年：27,395,000港元)包括3,102,000港元(二零零九年：932,000港元)之收益，有關收益來自在互聯網電視服務分部(二零零九年：物流服務分部)下向本集團最大客戶提供之服務。

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8. FINANCE COSTS

8. 融資成本

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Other interest	其他利息	939	680
Imputed interest expense of convertible notes	可換股票據之估算利息開支	1,537	–
		2,476	680

9. LOSS BEFORE TAXATION FROM CONTINUING OPERATIONS

9. 來自持續經營業務之除稅前虧損

The Group's loss before taxation from continuing operations is arrived at after charging:

本集團持續經營業務之除稅前虧損乃經扣除下列各項後得出：

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Staff costs (excluding directors' remuneration)	員工成本(不包括董事薪酬)		
– Wages, salaries and other benefits	– 工資、薪金及其他福利	1,739	2,599
– Retirement benefits scheme contributions	– 退休福利計劃供款	297	292
Auditors' remuneration	核數師酬金		
– current year	– 本年度	550	550
– over-provision in previous year	– 過往年度超額撥備	–	(120)
– other service fee	– 其他服務費	50	–
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	540	886
Amortisation of intangible assets	無形資產攤銷	30,420	28,334
Impairment of trade receivables	貿易應收賬款之減值	–	114
Impairment of other receivables	其他應收賬款之減值	810	5,353
Impairment of amount due from related companies	應收關連公司款項之減值	–	4
Impairment of intangible assets	無形資產之減值	55,023	16,338
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	59	435
Operating lease rentals in respect of land and buildings	土地及樓宇之經營租約租金	335	976
Legal and professional fees	法律及專業費用	3,291	864
Net foreign exchange loss	匯兌虧損淨額	11	–

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10. DIRECTORS' AND EMPLOYEES' REMUNERATION

(a) Directors' remuneration

The details of emoluments of each Director are shown below:

Year ended 31 December 2010

Name of Director	董事姓名	Fees 袍金 HK\$'000 千港元	Salaries, allowances and other benefits 薪金、津貼 及其他利益 HK\$'000 千港元	Retirement benefits scheme contributions 退休福利 計劃供款 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Executive directors:	執行董事：				
Xie Xuan	謝暄	1,080	-	-	1,080
Yang Qiulin (Note)	楊秋林(附註)	-	-	-	-
Qiu Yue	邱越	-	-	-	-
Non-executive directors:	非執行董事：				
Lo Mun Lam, Raymond	盧敏霖	24	-	-	24
Chandler Andrew James	Chandler Andrew James	540	-	12	552
Independent non-executive directors:	獨立非執行董事：				
Wu Jixue	巫繼學	30	-	-	30
Zhang Daorong	張道榮	48	-	-	48
Feng Ke	馮科	18	-	-	18
		1,740	-	12	1,752

Note: Resigned on 18 March 2011.

附註：於二零一一年三月十八日辭任。

10. 董事及僱員薪酬

(a) 董事薪酬

各董事之酬金詳情如下：

於截至二零一零年十二月三十一日止年度

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10. DIRECTORS' AND EMPLOYEES' REMUNERATION (Cont'd)

(a) Directors' remuneration (Cont'd)

Year ended 31 December 2009

Name of Director	董事姓名	Fees 袍金 HK\$'000 千港元	Salaries, allowances and other benefits 薪金、津貼 及其他利益 HK\$'000 千港元	Retirement benefits scheme contributions 退休福利 計劃供款 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Executive directors:		執行董事：			
Xie Xuan	謝暄	540	-	-	540
Yang Qiulin	楊秋林	-	-	-	-
Qiu Yue	邱越	-	-	-	-
Non-executive directors:		非執行董事：			
Lo Mun Lam, Raymond	盧敏霖	24	-	-	24
Chandler Andrew James (Note)	Chandler Andrew James(附註)	125	-	3	128
Independent non-executive directors:		獨立非執行董事：			
Wu Jixue	巫繼學	30	-	-	30
Zhang Daorong	張道榮	48	-	-	48
Feng Ke	馮科	18	-	-	18
		785	-	3	788

Note: Appointed on 8 October 2009.

附註：於二零零九年十月八日獲委任。

10. 董事及僱員薪酬(續)

(a) 董事薪酬(續)

於截至二零零九年十二月三十一日止年度

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The five highest paid employees during the year included two (2009: one) directors whose remuneration are set out in directors' remuneration in (a) above. Details of remuneration of the remaining three (2009: four) non-director employees are as follows:

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Salaries, allowances and other benefits	薪金、津貼及其他利益	614	1,040
Retirement benefits scheme contributions	退休福利計劃供款	56	37
		670	1,077

Their emoluments fell within the following band:

彼等之酬金介乎以下範圍：

		Number of highest paid individuals 最高薪僱員人數	
		2010 二零一零年	2009 二零零九年
Nil to HK\$1,000,000	零至1,000,000港元	3	4

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11. INCOME TAX EXPENSE (RELATING TO CONTINUING OPERATIONS)

(a) Taxation in the consolidated statement of comprehensive income represents:

11. 所得稅開支(關於持續經營業務)

(a) 於綜合全面收益表之稅項為：

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Current tax – Hong Kong Profits Tax	即期稅項－香港利得稅		
Charge for the year	年內開支	–	–
Under-provision in previous years	過往年度撥備不足	–	106
		–	106
Current tax – PRC Enterprise Income Tax	即期稅項－中國企業所得稅		
Charge for the year	年內開支	–	–
		–	106
Deferred tax (Note 24)	遞延稅項(附註24)	22,368	–
Tax charge	稅項開支	22,368	106

Hong Kong profits tax is calculated at the rate of 16.5% (2009: 16.5%) on the estimated assessable profits for the year.

PRC subsidiaries are subject to PRC Enterprise Tax at the rate of 25% (2009: 25%). Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

香港利得稅按年內估計應課稅溢利之16.5%(二零零九年:16.5%)計算。

中國附屬公司須按25%(二零零九年:25%)之中國企業所得稅稅率繳稅。來自其他司法權區之稅項按有關司法權區之通行稅率計算。

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For the year ended 31 December 2010
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		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Loss before taxation	除稅前虧損	(94,182)	(61,710)
Notional tax on loss before tax, calculated at the rates applicable to profits in the jurisdictions concerned	按照相關司法權區之溢利之適用稅率就除稅前虧損計算之名義稅項	(20,383)	(18,160)
Income not subject to tax	毋需繳稅之收入	(916)	(127)
Expenses not deductible for tax purposes	不能扣稅之開支	21,537	11,168
Unrecognised tax losses	未確認稅項虧損	167	7,119
Tax under-provision in previous years	過往年度不足稅項撥備	-	106
Utilisation of previous recognised tax losses	使用先前已確認稅項虧損	(405)	-
Deferred tax on intangible assets (Note 24)	無形資產之遞延稅項(附註24)	22,368	-
Income tax expense for the year	年內之所得稅開支	22,368	106

11. 所得稅開支(關於持續經營業務)(續)**(b) 所得稅開支與綜合全面收益表所載按適用稅率計算之會計虧損之對賬如下：****(c) Income tax recognised directly in equity****(c) 直接於權益確認之所得稅**

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Deferred tax	遞延稅項		
Arising on transactions with owners: Initial recognition of the equity component of convertible notes	與擁有人進行交易所產生：初步確認可換股票據之權益部份	2,367	-
		2,367	-

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12. DISCONTINUED OPERATIONS

During the year, the Group has ceased its logistics services segment operations. The cessation is consistent with the Group's strategies to focus its resources in the internet protocol television business.

Accordingly, the operations of logistics services were classified as discontinued operations in accordance with HKFRS 5 Non-current Assets Held for Sales and Discontinued Operations. The results of the discontinued operations included in the consolidated statement of comprehensive income are as follows:

12. 終止經營業務

年內，本集團終止物流服務分部之業務運作。終止有關分部之業務運作符合本集團的策略，使本集團可集中投放資源在互聯網電視業務上。

因此，本公司已根據香港財務報告準則第5號「持作出售之非流動資產及已終止經營業務」，把物流服務業務分類為終止經營業務。計入綜合全面收益表之終止經營業務業績如下：

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Profit/(loss) for the year from discontinued operations	本年度來自終止經營業務之溢利/(虧損)		
Turnover	營業額	-	27,395
Cost of sales	銷售成本	-	(21,962)
Gross profit	毛利	-	5,433
Other revenue and net income	其他收益及收入淨額	1,970	514
Administrative and operating expenses	行政及營運開支	(922)	(15,600)
Profit/(loss) before taxation	除稅前溢利/(虧損)	1,048	(9,653)
Income tax expense	所得稅開支	-	-
Profit/(loss) for the year from discontinued operations	本年度來自終止經營業務之溢利/(虧損)	1,048	(9,653)

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12. DISCONTINUED OPERATIONS (Cont'd)

The profit/(loss) before taxation from discontinued operations is arrived at after charging:

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Staff costs (excluding directors' remuneration)	員工成本(不包括董事薪酬)		
– Wages, salaries and other benefits	– 工資、薪金及其他福利	105	3,305
– Retirement benefits scheme contributions	– 退休福利計劃供款	40	458
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	–	319
Impairment of trade receivables	貿易應收賬款之減值	–	8,989
Impairment of other receivables	其他應收賬款之減值	470	–
Operating lease rentals in respect of land and buildings	土地及樓宇之經營租約租金	95	786
Legal and professional fees	法律及專業費用	1	27

12. 終止經營業務(續)

來自終止經營業務之除稅前溢利/(虧損)乃經扣除下列各項後得出：

Cash flows from discontinued operations

來自終止經營業務之現金流量

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Net cash used in operating activities	經營業務所用之現金淨額	(1,163)	(9,622)
Net cash generated from investing activities	投資活動所得之現金淨額	48	6,438
Net cash used in financing activities	融資活動所用之現金淨額	(49)	(3)
Effects of foreign exchange rate changes	匯率變動之影響	42	(358)
Net decrease in cash or cash equivalents	現金及現金等值物減少淨額	(1,122)	(3,545)

For the purpose of presenting the discontinued operations, the comparative consolidated statement of comprehensive income, consolidated statement of cash flows and the related notes have been re-represented as if the operations discontinued during the year had been discontinued at the beginning of the comparative period.

就呈報終止經營業務而言，綜合全面收益表、綜合現金流量表及相關附註之比較資料已重新呈列，猶如年內已終止經營之業務已於比較期初終止經營一樣。

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13. LOSS ATTRIBUTABLE TO OWNERS OF THE COMPANY 13. 本公司擁有人應佔虧損

	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Amount of consolidated loss attributable to owners of the Company dealt with in the Company's financial statements 於本公司財務報表中處理之本公司擁有人應佔綜合虧損	(7,859)	(2,134)
Impairment on amount due from subsidiaries 應收附屬公司款項之減值	(109,852)	(7,532)
Impairment on investment in subsidiary 於附屬公司之投資之減值	-	(391)
Company's loss for the year 本公司之年內虧損	(117,711)	(10,057)

The consolidated loss attributable to the owners of the Company for the year ended 31 December 2010 includes a loss of approximately HK\$7,859,000 (2009: HK\$2,134,000) which has been dealt with in the financial statements of the Company.

截至二零一零年十二月三十一日止年度，本公司擁有人應佔綜合虧損包括虧損約7,859,000港元(二零零九年：2,134,000港元)已列入本公司之財務報表內。

14. DIVIDEND

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

14. 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發任何股息(二零零九年：無)。

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15. EARNINGS/(LOSS) PER SHARE

The basic earnings/(loss) per share is calculated based on the Group's loss attributable to owners of the Company and the weighted average number of ordinary shares in issue during the year:

15. 每股盈利／(虧損)

每股基本盈利／(虧損)乃根據本公司擁有人應佔本集團虧損及年內已發行普通股之加權平均數計算：

		2010 二零一零年	2009 二零零九年
Weighted average number of ordinary shares used in calculation of basic earnings/(loss) per share	用作計算每股基本盈利／(虧損)之普通股加權平均數	970,601,548	963,417,986
Effect of dilutive potential ordinary shares	具攤薄潛力之普通股之影響	452,248,469	27,034,757
Weighted average number of ordinary shares used in calculation of diluted earnings/(loss) per share	用作計算每股攤薄盈利／(虧損)之普通股加權平均數	1,422,850,017	990,452,743
Continuing and discontinued operations (Note)	持續經營業務及終止經營業務(附註)		
Loss for the year attributable to the owners of the Company (HK\$'000)	本公司擁有人應佔本年度虧損(千港元)	(67,716)	(48,942)
Basic loss per share (HK cents)	每股基本虧損(港仙)	(6.98)	(5.08)
Continuing operations (Note)	持續經營業務(附註)		
Loss for the year from continuing operations attributable to the owners of the Company (HK\$'000)	本公司擁有人應佔來自持續經營業務之本年度虧損(千港元)	(68,764)	(39,289)
Basic loss per share (HK cents)	每股基本虧損(港仙)	(7.08)	(4.08)
Discontinued operations	終止經營業務		
Profit/(loss) for the year from discontinued operations attributable to the owners of the Company (HK\$'000)	本公司擁有人應佔來自終止經營業務之本年度溢利／(虧損)(千港元)	1,048	(9,653)
Basic earnings/(loss) per share (HK cents)	每股基本盈利／(虧損)(港仙)	0.11	(1.00)
Diluted earnings per share (HK cents)	每股攤薄盈利(港仙)	0.07	N/A 不適用

Note: No diluted loss per share is presented for the years ended 31 December 2010 and 2009 as the potential shares arising from the exercise and conversion of the Company's share options and convertible notes would decrease the loss per share of the Company for these years and is regarded as anti-dilutive.

附註：並無呈列截至二零一零年及二零零九年十二月三十一日止年度之每股攤薄虧損，原因為在行使本公司購股權及兌換本公司可換股票據而可能發行之股份會減少本公司於上述年度之每股虧損及被視為具反攤薄作用。

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16. PROPERTY, PLANT AND EQUIPMENT

16. 物業、廠房及設備

		Leasehold improvement 租賃物業裝修 HK\$'000 千港元	Furniture and fixtures 傢俬及裝置 HK\$'000 千港元	Computer and equipment 電腦及設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cost:	成本：					
At 1 January 2009	於二零零九年一月一日	1,644	1,277	6,289	1,020	10,230
Additions	添置	16	-	154	-	170
Disposal	出售	(1,346)	(617)	(2,282)	(431)	(4,676)
Exchange difference	匯兌差額	(22)	(14)	(49)	(52)	(137)
At 31 December 2009 and at 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	292	646	4,112	537	5,587
Additions	添置	-	5	148	-	153
Disposal	出售	(164)	-	(311)	-	(475)
Exchange difference	匯兌差額	29	41	152	100	322
At 31 December 2010	於二零一零年十二月三十一日	157	692	4,101	637	5,587
Accumulated depreciation and impairment losses:	累計折舊及減值虧損：					
At 1 January 2009	於二零零九年一月一日	827	961	4,368	859	7,015
Charge for the year	本年度開支	320	180	620	85	1,205
Disposal	出售	(913)	(595)	(2,148)	(360)	(4,016)
Exchange difference	匯兌差額	(7)	(15)	(62)	(51)	(135)
At 31 December 2009 and at 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	227	531	2,778	533	4,069
Charge for the year	本年度開支	2	52	482	4	540
Disposal	出售	(105)	-	(311)	-	(416)
Exchange difference	匯兌差額	29	38	115	100	282
At 31 December 2010	於二零一零年十二月三十一日	153	621	3,064	637	4,475
Net carrying amount:	賬面淨值：					
As at 31 December 2010	於二零一零年 十二月三十一日	4	71	1,037	-	1,112
As at 31 December 2009	於二零零九年 十二月三十一日	65	115	1,334	4	1,518

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17. DEVELOPMENT COSTS

17. 開發成本

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Cost:	成本：		
At 1 January and 31 December	於一月一日及十二月三十一日	1,352	1,352
Accumulated amortisation:	累計攤銷：		
At 1 January and 31 December	於一月一日及十二月三十一日	1,352	1,352
Net carrying amount:	賬面淨值：		
As at 31 December	於十二月三十一日	-	-

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

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

18. INTANGIBLE ASSETS

18. 無形資產

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Cost/valuation:	成本／估值：		
At 1 January and at 31 December	於一月一日及十二月三十一日	226,668	226,668
Accumulated amortisation and impairment losses:	累計攤銷及減值虧損：		
At 1 January	於一月一日		
– Amortisation	– 攤銷	35,417	7,083
– Impairment	– 減值	16,338	-
Amortisation for the year	年內攤銷	30,420	28,334
Impairment for the year	年內減值	55,023	16,338
At 31 December	於十二月三十一日	137,198	51,755
Net carrying amount:	賬面淨值：		
As at 31 December	於十二月三十一日	89,470	174,913

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18. INTANGIBLE ASSETS (Cont'd)

The intangible assets represent an exclusive right of usage of Broadcast of Audio-Video Program On Web Permit (信息網絡傳播視聽節目許可證) (the "Permit") granted by the holder of the Permit (the "Holder") to a subsidiary of the Company under an exclusive agreement entered into between that subsidiary of the Company and the Holder. The Permit commenced on 1 October 2007 and will expire on 30 September 2015. The fair value of the Permit on the date of acquisition of that subsidiary by the Company has been arrived at on the basis of a valuation carried out by Messrs. BMI Appraisals Limited, an independent qualified professional valuer not connected with the Group. Messrs. BMI Appraisals Limited is a member of the Hong Kong Institute of Surveyors, and has appropriate qualifications and recent experiences in the valuation of similar assets. The valuation was arrived at by reference to market evidence of recent transaction prices for similar assets. The intangible asset is amortised on a straight-line basis over 8 years.

As at 31 December 2010, the Group's intangible assets were appraised by Messrs. BMI Appraisals Limited and were carried in the consolidated statement of financial position at fair market value of RMB76,000,000 (2009: RMB154,000,000). Further impairment of approximately HK\$55,023,000 (2009: HK\$16,338,000) was charged to the profit and loss.

19. INTERESTS IN SUBSIDIARIES

Investment in unlisted shares, at cost	投資於非上市股份，按成本	14,473	14,473
Amounts due from subsidiaries	應收附屬公司款項	302,862	301,763
Less: Impairment losses	減：減值虧損	317,335	316,236
		(283,111)	(173,259)
		34,224	142,977

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

Particulars of the Company's principal subsidiaries are set out in note 32 to consolidated financial statements.

18. 無形資產(續)

無形資產指信息網絡傳播視聽節目許可證(「許可證」)持有人(「持有人」)根據本公司附屬公司與持有人訂立之獨家協之有效期議向該附屬公司授出之許可證。許可證於二零零七年十月一日開始，並將於二零一五年九月三十日屆滿。許可證於本公司收購該附屬公司當日之公平值按與本集團並無關連之獨立合資格估值師邦盟匯駿評估有限公司進行之估值而釐訂。邦盟匯駿評估有限公司為香港測量師學會會員，並於評估類似資產方面具有適當資格及最近之經驗。估值乃參考類似資產最近交易價格之市場證據而釐訂。無形資產於八年內以直線法攤銷。

於二零一零年十二月三十一日，中和邦盟評估有限公司評估本集團無形資產之公平值，並於綜合財務狀況表按公平市價人民幣76,000,000元(二零零九年：人民幣154,000,000元)列賬。約55,023,000港元(二零零九年：16,338,000港元)之進一步減值已於損益扣除。

19. 於附屬公司之權益

		The Company 本公司	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Investment in unlisted shares, at cost	投資於非上市股份，按成本	14,473	14,473
Amounts due from subsidiaries	應收附屬公司款項	302,862	301,763
Less: Impairment losses	減：減值虧損	317,335	316,236
		(283,111)	(173,259)
		34,224	142,977

應收／應付附屬公司之款項為無抵押、免息及無固定還款期。

本公司主要附屬公司之詳情載於綜合財務報表附註32。

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20. TRADE AND OTHER RECEIVABLES

20. 貿易及其他應收賬款

		The Group 本集團		The Company 本公司	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Trade receivables	貿易應收賬款	-	237	-	-
Prepayments, deposits and other receivables	預付款項、 按金及其他應 收賬款	11,347	9,568	46	9
		11,347	9,805	46	9

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

An ageing analysis of the trade receivables of the Group at the end of the reporting period is as follows:

本集團向客戶提供之信貸條款乃參考服務合約金額、向該等客戶持續作出之服務提供及彼等之借貸歷史按個別情況釐定。本集團按個別情況就貿易應收賬款作出撥備。本集團會於考慮到期金額、客戶信譽及其他質量因素後對貿易應收賬款作出撥備。

本集團於報告期末之貿易應收賬款之賬齡分析如下：

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
0 to 30 days	0至30天	-	-
31 to 60 days	31至60天	-	-
61 to 90 days	61至90天	-	-
91 to 150 days	91至150天	-	-
Over 150 days	超過150天	-	9,226
Total trade receivables	貿易應收賬款總額	-	9,226
Less: Impairment losses	減：減值虧損	-	8,989
		-	237

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20. TRADE AND OTHER RECEIVABLES (Cont'd)

In previous year, trade receivables mainly comprised amounts receivable from provision of logistics services. No interest was charged on the trade receivables. The Group did not hold any collateral over these balances. The management of the Group monitors the recoverable amount of each individual trade debt and considers adequate impairment loss has been recognised for irrecoverable amount, if necessary.

An ageing of the Group's trade receivables which are past due but not impaired is as follows:

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Over 150 days	超過150天	-	237

21. CASH AND CASH EQUIVALENTS

		The Group 本集團	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Cash and bank balances	現金及銀行結餘	6,504	1,863

Bank balances comprise deposits with bank held by the Group with an original maturity of three months or less which are interest-bearing at prevailing saving deposits rates in the PRC is 0.36% (2009: 0.30% to 0.36%) per annum.

20. 貿易及其他應收賬款(續)

去年之貿易應收賬款主要包括因提供物流服務而應收之賬款。該等貿易應收賬款乃不計息。本集團概無就該等結餘持有任何抵押品。本集團之管理層監察各項個別貿易債務之可收回金額，並認為已經就無法收回之金額確認足夠減值虧損(如需要)。

本集團已過期但未作減值之貿易應收賬款之賬齡分析如下：

21. 現金及現金等值物

銀行結餘包括由本集團持有而原到期日為三個月或更短時間之銀行存款，其按中國現行儲蓄存款利率計息，年利率為0.36%(二零零九年：0.30%至0.36%)。

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22. TRADE AND OTHER PAYABLES

22. 貿易及其他應付賬款

		The Group 本集團		The Company 本公司	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Trade payables	貿易應付賬款	21,964	21,241	-	-
Accruals and other payables	預提費用及其他應付 賬款	52,802	133,439	5,395	87,298
Advance payments from customers	客戶墊款	174	174	-	-
Amount due to shareholders	應付股東款項	-	2,075	-	2,075
		74,940	156,929	5,395	89,373

During the year, balance of consideration payable in the amount of HK\$86,350,000 in respect of the acquisition of a subsidiary in the year 2008 included in accruals and other payables brought forward from last year has been settled by the issuance of convertible notes with equivalent principal amount.

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

年內，包括在預提費用及其他應付賬款由去年度結轉有關二零零八年度收購一間附屬公司之應付代價結餘86,350,000港元已透過發行同等金額之本金額之可換股票據清償。

根據供應商向本集團提供服務完成之日計算本集團於報告期末之貿易應付賬款之賬齡分析如下：

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Over 150 days	超過150天	21,964	21,241

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23. CONVERTIBLE NOTES

The Group and the Company

23. 可換股票據

本集團及本公司

		HK\$'000 千港元
At 1 January 2010	於二零一零年一月一日	-
Liability component of the Convertible Notes issued during the year	年內已發行可換股票據之負債部份	72,004
Imputed interest expense charged	估算利息開支	1,537
At 31 December 2010	於二零一零年十二月三十一日	73,541

Pursuant to the Note Instrument Agreements dated on 11 October 2010, the Company issued convertible notes at a nominal value of HK\$86,349,999 at zero coupon interest, of which the HK\$10,077,044 was issued to Lucky Peace Limited, a company wholly owed by the executive director of the Company, Mr. Qiu Yue and HK\$76,272,955 was issued to Asian Dynamics International Limited, a shareholder of the Company, for a term of two years.

The convertible notes holders may assign or transfer the whole or any part of the convertible notes to any party subject to the Company's approval. Meanwhile, the Company may at any time after the issue of the convertible notes up to and including the maturity date, redeem the outstanding principal amount of notes by payment of cash in amount equivalent to the outstanding principal amount.

The convertible notes holders may at any business day from the six months after the issuance of the convertible notes falling on the second anniversary from the date of issue of convertible notes convert the whole or any part of the convertible notes into ordinary shares of the Company of HK\$0.1 each at the conversion price of HK\$0.218 per conversion share. During the year, no convertible notes issued were converted into ordinary shares of the Company.

The convertible notes contain two components: liability and equity components. The fair values of the liability component of the convertible notes are measured using a market interest rate of approximately 9.503% for an equivalent non-convertible note. The remaining balance, representing the equity conversion component, is included in the equity under convertible notes reserve.

根據日期為二零一零年十月十一日之票據文據協議，本公司發行了面值86,349,999港元之零息可換股票據，其中10,077,044港元之可換股票據發行予Lucky Peace Limited(本公司執行董事邱越先生全資擁有的公司)，另外76,272,955港元之可換股票據則發行予Asian Dynamics International Limited(本公司股東)，為期兩年。

可換股票據持有人可轉讓或轉移全部或部份可換股票據予任何人士，惟必須獲得本公司之批准方可作實。同時，本公司可於可換股票據發行日期後至到期日(直至及包括該日)止期內任何時間，透過支付相等於尚未兌換本金額之現金款項，贖回任何尚未兌換之票據本金額。

可換股票據持有人可於可換股票據發行後6個月之日起，至可換股票據發行日期起計第二個週年日止期內任何一個營業日，按兌換價每股兌換股份0.218港元，將所有或部份可換股票據兌換為本公司每股面值0.1港元之普通股。年內，並無任何已發行可換股票據被兌換為本公司普通股。

可換股票據包括兩個部份：負債部份及權益部份。可換股票據負債部份之公平值按同類不可換股票據之市場息率約9.503%計量。餘下部份(即權益轉換部份)入賬可換股票據儲備下之權益。

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The major deferred tax liabilities recognised and movements thereon during the current and prior years are summarized below:

The Group

		本集團		
		Intangible assets	Convertible notes	Total
		無形資產	可換股票據	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
At 1 January 2009, 31 December 2009 and 1 January 2010	於二零零九年一月一日、二零零九年十二月三十一日及二零一零年一月一日	-	-	-
Charge to profit or loss	計入損益	22,368	-	22,368
Recognised directly in equity	直接於權益中確認	-	2,367	2,367
At 31 December 2010	於二零一零年十二月三十一日	22,368	2,367	24,735

The Company

		本公司	
			Convertible notes
			可換股票據
			HK\$'000
			千港元
At 1 January 2009, 31 December 2009 and 1 January 2010	於二零零九年一月一日、二零零九年十二月三十一日及二零一零年一月一日		-
Recognised directly in equity	直接於權益中確認		2,367
At 31 December 2010	於二零一零年十二月三十一日		2,367

At the end of the reporting period, deferred tax asset has not been recognised in respect of the unused tax losses due to the unpredictability stream of future taxable profits that will be available against which the tax losses can be utilized.

於報告期末，由於未能預計可動用稅務虧損之未來應課稅溢利，故未就未動用稅項虧損確認遞延稅項資產。

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25. SHARE CAPITAL

25. 股本

		Number of shares 股份數量	Amount 金額 HK\$'000 千港元
Authorised (Ordinary shares of HK\$0.1 each):	法定股本(每股面值0.1港元之普通股):		
Balance at 1 January 2009, 31 December 2009, 1 January 2010 and 31 December 2010	於二零零九年一月一日、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之結餘	2,000,000,000	200,000
Issued and fully paid (Ordinary shares of HK\$0.1 each):	已發行及繳足股本(每股面值0.1港元之 普通股):		
Balance at 1 January 2009, 31 December 2009 and 1 January 2010	於二零零九年一月一日及 二零零九年十二月三十一日 二零一零年一月一日之結餘	963,417,986	96,342
Issue of shares by exercise of share options (Notes)	因行使購股權而發行股份(附註)	25,000,000	2,500
Balance at 31 December 2010	於二零一零年十二月三十一日之結餘	988,417,986	98,842

Notes: On 29 June 2010, 13,000,000 ordinary shares with par value of HK\$0.10 each were issued as a result of an exercise of share options granted by the Company under a specific mandate on 5 September 2007 at a consideration of HK\$3,575,000 at the exercise price of HK\$0.275 per share, of which HK\$2,275,000 was credited to share premium.

附註: 於二零一零年六月二十九日, 因購股權持有人按每股行使價0.275港元行使本公司根據二零零七年九月五日作出之特別授權而授出之購股權, 故此本公司發行13,000,000股每股面值0.10港元之普通股, 代價為3,575,000港元, 其中2,275,000港元已計入股份溢價。

On 15 December 2010, 12,000,000 ordinary shares with par value of HK\$0.10 each were issued as a result of an exercise of share options granted by the Company under a specific mandate on 5 September 2007 at a consideration of HK\$3,300,000 at the exercise price of HK\$0.275 per share, of which HK\$2,100,000 was credited to share premium.

於二零一零年十二月十五日, 因購股權持有人按每股行使價0.275港元行使本公司根據二零零七年九月五日作出之特別授權而授出之購股權, 故此本公司發行12,000,000股每股面值0.10港元之普通股, 代價為3,300,000港元, 其中2,100,000港元已計入股份溢價。

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26. RESERVES

The Group

26. 儲備

本集團

		Share premium 股份溢價 HK\$'000 千港元	Capital reserve 資本儲備 HK\$'000 千港元	Translation reserve 匯兌儲備 HK\$'000 千港元	Convertible notes reserve 可換股 票據儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2009	於二零零九年一月一日	119,693	26,020	(1,832)	-	(261,417)	(117,536)
Loss for the year	本年度虧損	-	-	-	-	(48,942)	(48,942)
Exchange difference arising on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	719	-	-	719
Total comprehensive income for the year	本年度全面收益總額	-	-	719	-	(48,942)	(48,223)
At 31 December 2009 and at 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	119,693	26,020	(1,113)	-	(310,359)	(165,759)
Loss for the year	本年度虧損	-	-	-	-	(67,716)	(67,716)
Exchange difference arising on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	(2,343)	-	-	(2,343)
Total comprehensive income for the year	本年度全面收益總額	-	-	(2,343)	-	(67,716)	(70,059)
Issue of shares by exercise of share options	因行使購股權而發行股份	4,375	-	-	-	-	4,375
Cost on issue of shares	發行股份成本	(8)	-	-	-	-	(8)
Issue of convertible notes for settlement of balance of consideration of interest in subsidiary	發行可換股票據以支付收購附屬公司權益之代價結餘	-	-	-	14,346	-	14,346
Deferred tax liabilities on issue of convertible notes	發行可換股票據之遞延稅項負債	-	-	-	(2,367)	-	(2,367)
At 31 December 2010	於二零一零年十二月三十一日	124,060	26,020	(3,456)	11,979	(378,075)	(219,472)

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26. RESERVES (Cont'd)

The Company

26. 儲備(續)

本公司

		Share premium 股份溢價 HK\$'000 千港元	Contributed surplus 實繳盈餘 HK\$'000 千港元	Convertible notes reserve 可換股 票據儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2009	於二零零九年一月一日	119,693	13,882	-	(190,799)	(57,224)
Loss for the year	本年度虧損	-	-	-	(10,057)	(10,057)
As at 31 December 2009 and at 1 January 2009	於二零零九年十二月三十一日 及二零零九年一月一日	119,693	13,882	-	(200,856)	(67,281)
Loss for the year	本年度虧損	-	-	-	(117,711)	(117,711)
Issue of shares by exercise of share options	因行使購股權而 發行股份	4,375	-	-	-	4,375
Costs on issue of shares	發行股份之成本	(8)	-	-	-	(8)
Issue of convertible notes for settlement of balance of consideration of interest in subsidiary	發行可換股票據以支付 收購附屬公司權益之 代價結餘	-	-	14,346	-	14,346
Deferred tax liabilities on issue of convertible notes	發行可換股票據之 遞延稅項負債	-	-	(2,367)	-	(2,367)
At 31 December 2010	於二零一零年十二月三十一日	124,060	13,882	11,979	(318,567)	(168,646)

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

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

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26. RESERVES (Cont'd)

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

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

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

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

The convertible notes reserve represents the equity component of outstanding convertible notes issued by the Company recognised in accordance with the accounting policy adopted for convertible notes in note 4(i).

At the end of the reporting period, in the opinion of the directors of the Company, the Company did not have any reserves available for distribution to shareholders of the Company (2009: Nil).

26. 儲備(續)

根據開曼群島公司法(修訂本)，股份溢價、資本贖回儲備及實繳盈餘可供分派予股東，惟於下列情況下，本公司不得宣派或派付股息，或以股份溢價、資本贖回儲備及實繳盈餘作出分派：

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

本集團之資本儲備乃指本公司已發行普通股之面值與於集團重組當日透過股份交換收購附屬公司之股本及股份溢價總額，以及關連人士於二零零四年二月一日豁免貸款之差額。

換算儲備包括所有因換算海外業務之財務報表所產生之匯兌差額，並且根據附註4(p)所載列之會計政策處理。

可換股票據儲備為根據附註4(i)所載就可換股票據採納之會計政策確認本公司所發行並未獲兌換之可換股票據權益部份。

於報告日期末，本公司董事認為，本公司並無任何可供分派予本公司股東之儲備(二零零九年：無)。

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27. SHARE OPTIONS

Pursuant to a specific mandate granted by the Company's shareholders at the Company's extraordinary general meeting held on 4 October 2007, the Company granted 97,840,073 share options entitling the holders of the share options to subscribe for 97,840,073 ordinary shares at the exercise price of HK\$0.275 per share.

During the year, 25,000,000 ordinary shares were issued to the holders upon their exercise of share options at the exercise price of HK\$0.275 per share. At the end of the reporting period, there were outstanding 72,840,073 share options that fall to be exercised at the exercise price of HK\$0.275 per share.

The Company does not currently have any employee share option scheme in effect.

28. MATERIAL RELATED PARTY TRANSACTIONS

Balances and transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note. Details of transactions between the Group and other related parties are as follows:

- (i) Amount due to a director, Xie Xuan, of approximately HK\$6,033,000 (2009: HK\$6,602,000) is unsecured, non-interest bearing and is not due for repayment within the next twelve months.
- (ii) Amount due to immediate holding company, Asian Dynamics International Limited approximately HK\$19,385,000 (2009: HK\$15,919,000) is unsecured, bearing interest at the annual rate of 5% and is not due for repayment within the next twelve months.

Interest paid and payable to the immediate holding company for the year amounted to approximately HK\$939,000 (2009: HK\$680,000).

27. 購股權

根據本公司股東於二零零七年十月四日舉行之本公司股東特別大會上授出的特別授權，本公司授出97,840,073股購股權，有關購股權持有人可按行使價每股0.275港元，認購97,840,073股普通股。

年內，本公司於購股權持有人按行使價每股0.275港元行使購股權時，向有關購股權持有人發行25,000,000股普通股。於報告期末，共有72,840,073股可按行使價每股0.275港元予以行使之購股權仍未獲行使。

本公司目前並無有效的僱員購股權計劃。

28. 重大關連人士交易

本公司與其附屬公司(為本公司之關連人士)之結餘及交易已於綜合賬目時予以撇銷，故未於本附註內披露。本集團與其他關連人士之交易詳情披露如下：

- (i) 應付董事謝暄之款項約為6,033,000港元(二零零九年：6,602,000港元)乃無抵押、免息及毋需於未來12個月內償還。
- (ii) 應付直接控股公司 Asian Dynamics International Limited 款項約為19,385,000港元(二零零九年：15,919,000港元)乃無抵押、按年率5%計息及毋需於未來12個月內償還。

年內，已付及應付直接控股公司之利息約為939,000港元(二零零九年：680,000港元)。

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28. MATERIAL RELATED PARTY TRANSACTIONS

(Cont'd)

- (iii) Convertible notes at a nominal value of HK\$86,349,999 at zero coupon interest, of which the HK\$10,077,044 was issued to Lucky Peace Limited, a company wholly owned by the executive director of the Company, Mr. Qiu Yue and HK\$76,272,955 was issued to Asian Dynamics International Limited, a shareholder of the Company.
- (iv) The remuneration of directors and other members of key management during the year was as follows:

28. 重大關連人士交易(續)

- (iii) 面值86,349,999港元之零息可換股票據，其中10,077,044港元發行予Lucky Peace Limited(本公司執行董事邱越先生全資擁有的公司)，另外76,272,955港元則發行予Asian Dynamics International Limited(本公司股東)。
- (iv) 各董事及主要管理人員於年內之薪酬如下：

		The Group 本集團	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Short-term benefits	短期福利	1,980	785
Post-employment benefit	僱用後福利	24	3
		2,004	788

The remuneration of directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends.

各董事及主要管理人員之薪酬乃由薪酬委員會經考慮各人之表現及市場趨勢後釐定。

29. COMMITMENTS

Operating lease commitments

As at the end of the reporting period, the Group had future aggregate minimum lease payments under non-cancellable operating leases are as follows:

29. 承擔

經營租賃承擔

於報告期末，本集團根據不可撤銷經營租賃須於日後支付之最低租賃款項總額如下：

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Within one year	一年內	180	331
In the second to fifth years, inclusive	第二至第五年(包括首尾兩年)	138	10
		318	341

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30. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

30. 財務工具

(a) 財務工具之類別

		The Group 本集團	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Financial assets	財務資產		
<i>Loans and receivables (including cash and cash equivalent)</i>	<i>貸款及應收賬款(包括現金及現金等值物)</i>		
Trade and other receivables	貿易及其他應收賬款	11,347	9,805
Cash and bank balances	現金及銀行結餘	6,504	1,863
		17,851	11,668
Financial liabilities	財務負債		
Trade and other payables	貿易及其他應付賬款	74,940	156,929
Amount due to a director	應付一名董事款項	6,033	6,602
Amount due to immediate holding company	應付直接控股公司款項	19,385	15,919
Convertible notes	可換股票據	73,541	-
		173,899	179,450

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30. FINANCIAL INSTRUMENTS (Cont'd)

(a) Categories of financial instruments (Cont'd)

		The Company 本公司	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Financial assets	財務資產		
<i>Loans and receivables (including cash and cash equivalent)</i>	<i>貸款及應收賬款 (包括現金及現金等值物)</i>		
Trade and other receivables	貿易及其他應收賬款	46	9
Amount due from subsidiary	應收附屬公司款項	34,244	142,977
		34,290	142,986
Financial liabilities	財務負債		
Trade and other payables	貿易及其他應付賬款	5,395	89,373
Amount due to a director	應付一名董事款項	210	370
Amount due to subsidiaries	應付附屬公司款項	2,688	8,238
Amount due to immediate holding company	應付直接控股公司款項	19,873	15,944
Convertible notes	可換股票據	73,541	—
		101,707	113,925

(b) Financial risk management and policies

The Group's major financial instruments include trade and other receivables, cash and bank balances, trade and other payables, amount due to a director, amount due to ultimate holding company and convertible notes. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk and interest rate risk), credit risk and liquidity risk and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

30. 財務工具(續)

(a) 財務工具之類別(續)

		The Company 本公司	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Financial assets	財務資產		
<i>Loans and receivables (including cash and cash equivalent)</i>	<i>貸款及應收賬款 (包括現金及現金等值物)</i>		
Trade and other receivables	貿易及其他應收賬款	46	9
Amount due from subsidiary	應收附屬公司款項	34,244	142,977
		34,290	142,986
Financial liabilities	財務負債		
Trade and other payables	貿易及其他應付賬款	5,395	89,373
Amount due to a director	應付一名董事款項	210	370
Amount due to subsidiaries	應付附屬公司款項	2,688	8,238
Amount due to immediate holding company	應付直接控股公司款項	19,873	15,944
Convertible notes	可換股票據	73,541	—
		101,707	113,925

(b) 財務風險管理及政策

本集團之主要財務工具包括貿易及其他應收賬款、現金及銀行結餘、貿易及其他應付賬款、應付董事款項、應付最終控股公司款項及可換股票據。此等財務工具的詳情已於相關附註披露。下文載列此等財務工具之相關風險，包括市場風險(貨幣風險及利率風險)、信貸風險及流動資金風險，以及如何減輕這些風險的政策。管理層管控所面對的風險，確保適時有效地實行適當措施。

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30. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management and policies (Cont'd)

(i) Market risk

Foreign currency risk

Several subsidiaries of the Group have foreign currency turnover and cost of services and certain trade receivables, bank deposits, bank overdraft and trade and other payables are denominated in foreign currencies other than the respective functional currencies of the relevant group entities and thus expose the Group to foreign currency risk. The management continuously monitors the foreign exchange exposure and will consider hedging foreign currency risk should the need arise.

The carrying amounts of the Group's significant foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

30. 財務工具(續)

(b) 財務風險管理及政策(續)

(i) 市場風險

外幣風險

本集團若干附屬公司以外幣結算營業額及服務成本，而若干貿易應收賬款、銀行存款、銀行透支及貿易及其他應付賬款乃以有關集團公司之相關功能貨幣以外之外幣計值，以致本集團須面對外幣風險。管理層密切注視匯兌風險，並會於需要時考慮對沖外幣風險。

本集團的重大外幣貨幣資產及貨幣負債於報告期末的賬面值如下：

		Assets 資產		Liabilities 負債	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Renminbi	人民幣	13,411	10,213	67,262	58,909

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30. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management and policies (Cont'd)

(i) Market risk (Cont'd)

Sensitivity analysis

The Group is mainly exposed to the effect of fluctuation in Renminbi. The following table details the Group's sensitivity to a 5% increase and decrease in the functional currency exchange rates of the company against the Renminbi. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes outstanding foreign currency denominated monetary items and adjusts their translation at the year end for a 5% change in foreign currency exchange rates. A positive number below indicates a decrease in loss for the year where the functional currencies of the Group strengthen 5% against Renminbi. For a 5% weakening of the functional currencies of the Group against the Renminbi, there would be an equal and opposite impact on the loss, and the balances below would be negative.

30. 財務工具(續)

(b) 財務風險管理及政策(續)

(i) 市場風險(續)

敏感度分析

本集團主要面對人民幣波動的影響。下表詳列本集團於公司的功能貨幣兌人民幣的匯率上升及下跌5%的敏感度分析。5%是向主要管理人員進行外幣風險的內部匯報時採用的敏感度比率，代表管理層對外幣匯率於合理範圍內的可能變動的評估。敏感度分析包括未償還並且以外幣計值的貨幣項目，並且按外幣匯率的5%變動而調節有關項目的年結時的換算。下列正數表示的功能貨幣兌人民幣升值5%時，年度虧損的減少。若本集團的功能貨幣兌人民幣貶值5%，則會對虧損產生等額但相反的影響，而下列結餘將會是負數。

		Effect on loss for the year end and accumulated losses		Effect on equity	
		對年內虧損及 累計虧損之影響		對權益之影響	
		2010	2009	2010	2009
		二零一零年	二零零九年	二零一零年	二零零九年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Renminbi	人民幣	2,693	2,435	2,693	2,435

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30. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management and policies (Cont'd)

(i) Market risk (Cont'd)

Interest rate risks

The Group's cash flow interest rate risk relates primarily to bank balances (see note 21). The management considers the Group's exposure of the bank balances to interest rate risk is not significant as they have a short maturity period.

The sensitivity analysis below has been determined based on the exposure to interest rate risk at the end of the reporting period. The analysis is prepared assuming the amount of variable-rate bank balances at the end of the reporting period was the amount outstanding for the whole year.

If interest rates had been 50 basis points higher/lower and all other variables were held constant, the Group's loss for the year ended 31 December 2010 would decrease/increase by HK\$32,000 (decrease/increase by 2009: HK\$8,000). This is mainly attributable to the Group's exposure to cash flow interest rate risk on its variable-rate bank balances.

30. 財務工具(續)

(b) 財務風險管理及政策(續)

(i) 市場風險(續)

利率風險

本集團的現金流利率風險主要指銀行結餘(見附註21)。管理層認為，由於銀行結餘的到期時間短，故本集團面對的利率風險不大。

下列敏感度分析是根據於報告期末面對的利率風險而得出。該分析假設於報告期末的浮動利率銀行結餘的金額為全年內未償還金額而編製。

倘若利率上升／下降50個基點而所有其他變數維持不變，本集團截至二零一零年十二月三十一日止年度虧損將減少／增加32,000港元(二零零九年：減少／增加8,000港元)，主要由於本集團就浮動利率銀行結餘而面對的現金流利率風險所致。

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30. FINANCIAL INSTRUMENTS (Cont'd)**(b) Financial risk management and policies (Cont'd)****(ii) Credit risk management**

As at 31 December 2010, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to perform an obligation by the counterparties, is the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

The Group's exposure to credit risk on trade and other receivables is influenced mainly by the individual characteristics of each customer rather than industry in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. At the end of the reporting period, there was no significant concentration of credit risk (2009: Nil) on the total trade receivables of the Group.

In order to minimise the credit risk in relation to trade receivables, the management of the Group has strengthened the credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade debt at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Group consider that the Group's credit risk is significantly reduced.

The credit risk on liquid funds is limited because the majority of the counterparties are reputable banks or banks with high credit-ratings assigned by international credit-rating agencies.

30. 財務工具(續)**(b) 財務風險管理及政策(續)****(ii) 信貸風險管理**

於二零一零年十二月三十一日，倘若交易對手未能履行自身責任而將會對本集團造成財務損失的最高信貸風險，為綜合財務狀況表中相關的已確認財務資產的賬面值。

就貿易及其他應收賬款而言，本集團所面對之信貸風險主要受各客戶之個別特色(而非各戶營運之行業)所影響，因此信貸風險大量集中的情況主要在本集團就個別客戶面臨重大風險時產生。於報告期末，本集團之貿易應收賬款總額並無重大信貸集中風險(二零零九年：無)。

為了盡量減低應收貿易賬款的信貸風險，本集團管理層已加強信貸限額、信貸審批及其他監察程序，確保會採取跟進行動收回逾期未還債務。此外，本集團審視每筆個別的貿易債務於報告期末的可收回金額，確保就未能收回的款項作出足夠的減值虧損撥備。就此而言，本集團董事認為本集團的信貸風險已大為減輕。

流動資金的信貸風險有限，此乃由於交易對手主要是獲國際信貸評級機構給予高評級並且具信譽的銀行。

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30. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management and policies (Cont'd)

(iii) Liquidity risk management

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The Group relies on issuing of shares and borrowings from related parties as a significant sources of funding.

The following tables detail the Group and the Company's remaining contractual maturity for its financial liabilities which are based on the undiscounted cash flows of financial liabilities and the earliest date on which the Group and the Company can be required to pay. The tables include both interest and principal cash flows.

The Group

		On demand or less than 3 months 按要求或少於3個月 HK\$'000 千港元	More than 1 year 超過一年 HK\$'000 千港元	Total undiscounted cash flows 未貼現現金流總額 HK\$'000 千港元	Total carrying amount at 31.12.2010 於二零一零年十二月三十一日 賬面總值 HK\$'000 千港元
2010 二零一零年					
Trade and other payables	貿易及其他應付賬款	74,940	-	74,940	74,940
Amount due to a director	應付一名董事款項	-	6,033	6,033	6,033
Amount due to immediate holding company	應付直接控股公司款項	-	19,385	19,385	19,385
Convertible notes	可換股票據	-	73,541	73,541	73,541
		74,940	98,959	173,899	173,899

30. 財務工具(續)

(b) 財務風險管理及政策(續)

(iii) 流動資金風險管理

本集團管理流動資金風險時，會監察現金及現金等值物的水平，將之保持在管理層認為合適的水平，以撥付本公司的營運所需，減少現金流波動的影響。發行股份及來自關連人士的借貸是本公司的主要資金來源。

下表詳列本集團及本公司的財務負債的餘下合約到期情況，其基於本集團及本公司可被要求還款的最早日期而計算的財務負債未貼現現金流。下表包括利息與本金的現金流。

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30. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management and policies (Cont'd)

(iii) Liquidity risk management (Cont'd)

The Group

		On demand or less than 3 months 按要求或 少於3個月 HK\$'000 千港元	More than 1 year 超過一年 HK\$'000 千港元	Total undiscounted cash flows 未貼現 現金流總額 HK\$'000 千港元	Total carrying amount at 31.12.2009 於二零零九年 十二月三十一日 賬面總值 HK\$'000 千港元
Trade and other payables	貿易及 其他應付賬款	156,929	-	156,929	156,929
Amount due to a director	應付一名董事款項	-	6,602	6,602	6,602
Amount due to immediate holding company	應付直接控股公司 款項	-	15,919	15,919	15,919
		156,929	22,521	179,450	179,450

The Company

本公司

		On demand or less than 3 months 按要求或 少於3個月 HK\$'000 千港元	More than 1 year 超過一年 HK\$'000 千港元	Total undiscounted cash flows 未貼現 現金流總額 HK\$'000 千港元	Total carrying amount at 31.12.2010 於二零一零年 十二月三十一日 賬面總值 HK\$'000 千港元
Trade and other payable	貿易及 其他應付賬款	5,395	-	5,395	5,395
Amount due to a director	應付一名董事款項	-	210	210	210
Amount due to subsidiaries	應付附屬公司款項	2,688	-	2,688	2,688
Amount due to immediate holding company	應付直接控股公司 款項	-	19,873	19,873	19,873
Convertible notes	可換股票據	-	73,541	73,541	73,541
		8,083	93,624	101,707	101,707

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30. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management and policies (Cont'd)

(iii) Liquidity risk management (Cont'd)

The Company

二零零九年 2009	On demand or less than 3 months 按要求或 少於3個月 HK\$'000 千港元	More than 1 year 超過一年 HK\$'000 千港元	Total undiscounted cash flows 未貼現 現金流總額 HK\$'000 千港元	Total carrying amount at 31.12.2009 於二零零九年 十二月三十一日 賬面總值 HK\$'000 千港元	
Trade and other payables	貿易及 其他應付賬款	89,373	-	89,373	89,373
Amount due to a director	應付一名董事款項	-	370	370	370
Amount due to subsidiaries	應付附屬公司款項	8,238	-	8,238	8,238
Amount due to immediate holding company	應付直接控股公司 款項	-	15,944	15,944	15,944
		97,611	16,314	113,925	113,925

30. 財務工具(續)

(b) 財務風險管理及政策(續)

(iii) 流動資金風險管理(續)

本公司

(c) Fair value

The fair values of financial assets and financial liabilities are determined as follows:

- The fair values of financial assets and financial liabilities with standard terms and conditions and traded in active markets are determined with reference to the quoted market bid and ask prices respectively; and
- The fair values of other financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices from observable current market transactions.

(c) 公平值

財務資產及財務負債的公平值按下列基準釐定:

- 具標準條款及條件並在活躍市場買賣之財務資產及財務負債之公平值乃分別參考所報之市場買入價及賣出價後釐定; 及
- 其他財務資產及財務負債的公平值根據普遍接納的定價模式釐定。該等定價模式基於目前察覺到的市場交易價格而貼現的現金流分析。

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30. FINANCIAL INSTRUMENTS (Cont'd)

(c) Fair value (Cont'd)

Except as detailed in the following table, the directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the financial statements approximate their fair values:

		2010 二零一零年		2009 二零零九年	
		Carrying amount 賬面值 HK\$'000 千港元	Fair value 公平值 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元	Fair value 公平值 HK\$'000 千港元
Convertible notes (Note)	可換股票據(附註)	73,541	84,493	-	-

Note: The fair value of the liability component of convertible bonds has been calculated by using effective interest rate of 9.503% per annum with reference to the Hong Kong Exchange Fund Note and credit risk margin.

除下表詳述者外，董事認為於財務報表中按攤銷成本入賬的財務資產及財務負債的賬面值與其公平值相若：

附註：可換股票據負債部份之公平值乃使用實際年利率9.503%，並經參考香港外匯基金票據及信貸風險利率而計算。

31. CAPITAL MANAGEMENT

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the directors of the Company may adjust the dividend payment to shareholders, return capital to shareholders and issue of new shares. No changes were made in the objectives, policies or processes during the years ended 31 December 2010 and 2009.

31. 資本管理

本集團管理其資本架構，並因應經濟狀況之變動對資本架構作出調整。為維持或調整資本結構，本公司董事或會調節支付予股東之股息數目、退還股東資本及發行新股份。於截至二零一零年及二零零九年十二月三十一日止兩個年度內，有關目標、政策或程序維持不變。

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31. CAPITAL MANAGEMENT (Cont'd)

The Group monitors capital using a gearing ratio, which is net debt divided by the total capital plus net debt. Net debt includes trade and other payables, loan from third party and shareholders, less cash and cash equivalents, and excludes discontinued operations. Capital includes equity attributable to the owners of the Company. The gearing ratios as at the end of the reporting period were as follows:

31. 資本管理(續)

本集團利用資產負債比率來監察資本情況，即負債淨額除以總資本加負債淨額。負債淨額包括貿易及其他應付賬款、第三者及股東貸款，減現金及現金等值物，並不包括終止經營業務。資本包括本公司擁有人應佔權益。於報告期末之資產負債比率如下：

		GROUP 本集團	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Trade and other payables	貿易及其他應付賬款	74,940	156,929
Amount due to a director	應付一名董事款項	6,033	6,602
Amount due to immediate holding company	應付直接控股公司款項	19,385	15,919
Convertible notes	可換股票據	73,541	-
Less: Cash and cash equivalents	減：現金及現金等值物	(6,504)	(1,863)
Net debt	負債淨額	167,395	177,587
Equity/(deficit) attributable to:	下列人士應佔權益/(赤字)：		
- owners of the company	- 本公司擁有人	(120,630)	(69,417)
- non-controlling interests	- 非控股權益	30,213	77,840
Total (deficit)/capital	總(赤字)/資本	(90,417)	8,423
Capital and net debt	資本及負債淨額	76,978	186,010
Gearing ratio	資產負債比率	217.46%	95.47%

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32. PRINCIPAL SUBSIDIARIES

Particulars of the subsidiaries of the Company at 31 December 2010 and 2009 are as follow:

32. 主要附屬公司

於二零一零年及二零零九年十二月三十一日，本公司之附屬公司詳情如下：

Name 名稱	Place of incorporation/ operation 註冊成立/ 經營地點	Form of legal entity 法人實體形式	Issued and fully paid share capital/ registered capital 已發行及繳足 股本/註冊資本	Proportion of interest held by the Company 本公司持有之 權益比例		Principal activities 主要業務
				Directly 直接	Indirectly 間接	
Asian Information Resources (BVI) Limited	The British Virgin Islands 英屬處女群島	International business company 國際商業公司	US\$200 200美元	100%	-	Investment holding 投資控股
Asian Information Resources Limited 亞洲訊息有限公司	Hong Kong 香港	Limited liability 有限責任公司	HK\$11,228,290 11,228,290港元	-	100%	Provision of on-line content and related technical services, information technology solutions and consultancy services and e-commerce investments 提供網上內容及相關技術服務、資訊科技解決方案及諮詢服務及電子商務投資
Asian Information Resources Finance Limited	Hong Kong 香港	Limited liability 有限責任公司	HK\$2 2港元	-	100%	Provision of treasury functions to group companies 為集團公司提供庫務服務
Asian Information Resources Investment Limited	Hong Kong 香港	Limited liability 有限責任公司	HK\$2 2港元	-	100%	Provision of administration services to group companies 為集團公司提供行政服務
Asian Information Resources Marketing Limited	Hong Kong 香港	Limited liability 有限責任公司	HK\$10,000 10,000港元	-	100%	Provision of on-line content and related technical services 提供網上內容及相關技術服務
Biztech Company Limited 博慧科技有限公司	Hong Kong 香港	Limited liability 有限責任公司	HK\$10,000 10,000港元	-	100%	Investment holding 投資控股
Ever-OK International Forwarding Co., Ltd. 江蘇恒通國際貨運有限公司	The PRC 中國	Limited liability 有限責任公司	RMB17,300,000 17,300,000元 人民幣	-	60%	Provision of air and ocean freight services 提供空運及海運服務
Vega International Group Ltd	The British Virgin Islands 英屬處女群島	International business company 國際商業公司	US\$5 5美元	100%	-	Provision of corporate finance and management consultancy services 提供企業融資及管理諮詢服務
Vega Capital Ltd. 廣州維嘉投資顧問有限公司	The PRC 中國	Limited liability 有限責任公司	RMB10,000,000 10,000,000元 人民幣	-	100%	Provision of corporate finance and management consultancy services 提供企業融資及管理諮詢服務

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32. PRINCIPAL SUBSIDIARIES (Cont'd)

Particulars of the subsidiaries of the Company at 31 December 2010 and 2009 are as follow:

Name 名稱	Place of incorporation/ operation 註冊成立/ 經營地點	Form of legal entity 法人實體形式	Issued and fully paid share capital/ registered capital 已發行及繳足 股本/註冊資本	Proportion of interest held by the Company 本公司持有之 權益比例		Principal activities 主要業務
				Directly 直接	Indirectly 間接	
Guangzhou Wavecom Communications and Advertising limited 廣州濤視傳播廣告有限公司	The PRC 中國	Limited liability 有限責任公司	RMB500,000 人民幣500,000元	-	100%	Investment holding 投資控股
South Pearl Limited 廣州南方明珠 網絡科技有限公司	The PRC 中國	Limited liability 有限責任公司	RMB20,000,000 人民幣 20,000,000元	-	55%	Provision of internet protocol television services 提供互聯網電視服務

32. 主要附屬公司(續)

於二零一零年及二零零九年十二月三十一日，本公司之主要附屬公司詳情如下：

33. LITIGATION

On 27 April 2010, Union Resources Educational Development (Yanjiao) Company Limited ("UREDY"), as the first plaintiff, and Union Resources (Educational Development) Limited ("UR"), as the second plaintiff (the "Plaintiffs"), initiated legal proceedings against the Company, as the first defendant, and four other persons, being the second to fifth defendants, by way of the issue of a Writ of Summons in the High Court of Hong Kong under action number HCA589 of 2010 (the "Writ of Summons"). For further details of the Writ of Summons and the indorsement of claim as it pertains to the Company, please refer to the Company's announcements dated 28 April 2010, and 3 May 2010.

As stated in the Company's announcement dated 3 May 2010, the Board is given to understand that in the event that the Plaintiffs prosecute the claims stated in the Writ of Summons, then the Plaintiffs will claim they are entitled to an award of specific damages in the sum of RMB9,744,000.

The Board is of the view that in the event that the Plaintiffs are successful in proving the relevant claims against the Company, and that if the possible specific damages of RMB9,744,000, and a possible claim for UREDY's and UR's legal costs are awarded against the Company, that such awards will not have a material adverse impact on the Group's financial position, in the long term. Provision for the Company's own legal costs of approximately HK\$2,500,000 has been made in the financial statements in this respect.

33. 訴訟

於二零一零年四月二十七日，聯合資源教育(燕郊)有限公司(下稱「UREDY」，作為第一原告人)及聯合資源(教育發展)有限公司(下稱「UR」，作為第二原告人)「(原告人)」，透過以入稟狀(「入稟狀」)入稟香港高等法院(訴訟編號：二零一零年(HCA 589))，對本公司(作為第一被告)及四位其他人士(作為第二至第五被告)展開法律訴訟。有關入稟狀及申索書涉及公司的部份的進一步詳情，請參閱本公司於二零一零年四月二十八日及二零一零年五月三日刊發之公佈。

誠如本公司於二零一零年五月三日刊發之公佈所載，董事會知悉，倘原告人進行入稟狀所載之申索，原告人將會聲稱彼等有權獲判指定損害賠償合共人民幣9,744,000元。

董事會認為，即使原告人對本公司提出之起訴能成功證明索賠，且本公司被判須支付有關指定損害賠償人民幣9,744,000元及UREDY及UR可能索償之訴訟費用，有關裁決長遠而言亦不會對本集團的財政狀況構成重大不利影響。本公司已就此在財務報表中就本公司之法律費用約2,500,000港元作撥備。

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33. LITIGATION (Cont'd)

Save as disclosed above, as at 31 December 2010 neither the Company nor any of its subsidiaries is involved in any litigation or claim of material importance and there is no litigation or claim of material importance known to the Board to be pending or threatened against the Company or any of its subsidiaries.

34. EVENTS AFTER THE REPORTING PERIOD

- (a) On 9 February 2011, a convertible notes holder, converted the convertible notes in the principal amount of HK\$18,857,000 into 86,500,000 ordinary shares of the Company at the conversion price of HK\$0.218 per share.
- (b) On 11 February 2011, the Eastern magistrates' Court of Hong Kong issued the Five Summonses to the Company. Each of them alleges that the Company, contrary to sections 384(1) and 384(6) of the Securities and Future Ordinance, Chapter 571 of the Laws of Hong Kong, did provide to the Stock Exchange of Hong Kong Limited a copy of an announcement containing information which was false or misleading in a material particular, and the Company knew or was reckless as to whether the information was false or misleading, as particularized in each of the Five Summonses. Details please refer to the announcement dated 16 February 2011.

The Board is of the view that in the event that the Company is convicted of any or all of the five summonses, such conviction(s) will not have a material adverse impact on the Group's financial position.

35. APPROVAL OF FINANCIAL STATEMENTS

These consolidated financial statements were approved and authorized for issue by the Company's Board of Directors on 30 March 2011.

33. 訴訟(續)

除上文所披露者外，截至二零一零年十二月三十一日，本公司及其任何附屬公司概無涉及任何重大訴訟及索償，且就董事會所知，本公司或任何附屬公司並無任何未決或蒙受威脅之重大訴訟或索償。

34. 報告期後發生的事項

- (a) 於二零一一年二月九日，一名可換股票據持有人按兌換價每股0.218港元把本金額18,857,000港元之可換股票據兌換為86,500,000股本公司普通股。
- (b) 於二零一一年二月十一日，香港東區裁判法院向本公司發出五張傳票，該五張傳票均指本公司違反香港法例第571章證券及期貨條例第384(1)及384(6)條，向香港聯合交易所有限公司提供一份公佈副本，當中載有在要項上屬虛假或具誤導成份的資料，而本公司知道上述資料在要項上屬虛假或具誤導成份，或罔顧上述資料是否在要項上屬虛假或具誤導成份，有關詳情及相關細節請參閱二零一一年二月十六日所作公佈。

董事會認為，即使本公司被裁定五張傳票(任何或全部)之罪名成立，有關判罪亦不會對本集團之財政狀況構成重大不利影響。

35. 財務報表之批准

此等綜合財務報表已於二零一一年三月三十日獲本公司董事會批准並授權刊發。

