



財務報表附註 / Notes to Financial Statements

二零零一年三月三十一日
31 March 2001

1. 公司資料

本公司之註冊辦事處位於 Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda。

於本年度內，本集團主要從事批發及零售中藥及其他藥物、健康產品及海味、物業投資及提供中醫診療服務。

董事認為，最終控股公司為 Welcome Success Worldwide Ltd.，該公司乃於英屬處女群島註冊成立。

2. 最新企業資料

於二零零零年四月二十五日，本集團進行債務及股本重組（「財務重組」），據此，本集團與下列各方訂立多項有條件協議：(i) 本集團之主要銀行新華銀行（「該銀行」）；(ii) 鑫元貿易有限公司（「債權人」）；(iii) Hong Tau Investment Ltd.（「Hong Tau」），本集團之中間控股公司；及(iv) 本公司之配售代理凱基證券亞洲有限公司（「凱基證券」）。

1. CORPORATE INFORMATION

The registered office of the Company is located at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda.

During the year, the Group was principally engaged in the wholesale and retail of Chinese and other medicines, health products and dried seafoods, property investment and the provision of Chinese clinical services.

In the opinion of the directors, the ultimate holding company is Welcome Success Worldwide Ltd., which is incorporated in the British Virgin Islands.

2. CORPORATE UPDATE

On 25 April 2000, the Group underwent a debt and capital restructuring (the "Financial Restructuring") pursuant to which the Group entered into various conditional agreements with (i) Sin Hua Bank Ltd. (the "Bank"), the Group's principal bank; (ii) Xinyuan Trading Company Limited (the "Creditor"); (iii) Hong Tau Investment Ltd. ("Hong Tau"), an intermediate holding company of the Group; and (iv) KGI Asia Limited ("KGI Asia"), the placing agent for the Company.



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2. 最新企業資料 (續)

財務重組包括，但不限於，下列主要安排：

- (a) 於二零零零年二月二十九日，本集團與該銀行就重組若干債務安排訂立一項有條件重組協議。同日，本公司與該銀行亦訂立了一項有條件認購協議，據此，本公司向該銀行發行本金總額為40,000,000港元之長期可換股票據（「銀行可換股票據」）。該銀行就發行銀行可換股票據應付予本公司之認購款項40,000,000港元已用以抵銷本集團現時應付予該銀行之40,000,000港元債項。經股東於二零零零年四月二十五日批准及達成其他若干規定條件後，銀行可換股票據已於二零零零年四月二十七日發行予該銀行。銀行可換股票據之進一步詳情載於附註25(d)。

根據該銀行與華宏有限公司（本公司之全資附屬公司）於二零零零年三月二十九日訂立之有條件新定期貸款協議，華宏有限公司將根據一項新定期貸款安排提取約46,000,000港元，該金額將用以償還本集團一筆欠該銀行約49,000,000港元之大部份債項餘額。應付予該銀行之債項餘額3,000,000港元已由本集團發售新股之所得收益淨額支付，詳情見下文(d)。新定期貸款之進一步詳情載於附註25(b)。

2. CORPORATE UPDATE (continued)

The principal arrangements of the Financial Restructuring included, inter alia, the following:

- (a) On 29 February 2000, the Group entered into a conditional restructuring agreement with the Bank relating to the restructuring of certain debt arrangements. On the same date, a conditional subscription agreement was also entered into between the Company and the Bank pursuant to which the Company would issue to the Bank a long term convertible note (the "Bank Convertible Note") in an aggregate principal sum of HK\$40 million. The subscription monies of HK\$40 million payable by the Bank to the Company in respect of the issue of the Bank Convertible Note were applied to set off part of the Group's indebtedness equivalent to HK\$40 million otherwise then currently payable to the Bank. The Bank Convertible Note was issued to the Bank on 27 April 2000 following the approval by the shareholders on 25 April 2000 and the fulfillment of certain other stipulated conditions. Further details of the Bank Convertible Note are set out in note 25(d).

Pursuant to a conditional new term loan agreement entered into by the Bank and China Vantage Limited (a wholly-owned subsidiary of the Company) on 29 March 2000, China Vantage Limited would drawdown an amount of approximately HK\$46 million under a new term loan facility which would be applied to repay a substantial portion of the remaining part of the Group's indebtedness of approximately HK\$49 million payable to the Bank. The remaining balance of the indebtedness of HK\$3 million payable to the Bank was settled by cash out of the net proceeds arising from a new issue of shares detailed in (d) below. Further details of the new term loan are set out in note 25(b).



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2. 最新企業資料 (續)

(b) 於二零零零年二月二十九日，本集團與債權人就若干債務重組安排訂立一項有條件重組協議（「債權人重組協議」）。同日，本公司與債權人亦訂立一項有條件認購協議，據此，本公司同意向債權人發行一份本金總額為13,000,000港元之長期可換股票據（「債權人可換股票據」）。根據債權人重組協議，債權人就發行可換股票據應付予本公司之認購款項13,000,000港元已用以抵銷部分本集團現時應付予債權人之債項13,000,000港元。經股東於二零零零年四月二十五日批准及其他若干規定條件達成後，債權人於二零零零年四月二十七日發行予債權人可換股票據。應付予債權人之餘額約800,000港元以發售新股之所得收益淨額支付，詳情見下文(d)。債權人可換股票據之進一步詳情載於附註25(e)。

(c) 為便於實施債務重組安排，本公司於二零零零年四月二十六日進行股本重組，據此，每股面值0.10港元已削減至0.02港元，而每五股每股面值0.02港元之股份已合併為一股每股面值0.10港元之合併股份。實際上，已發行股本已削減80%。所產生之進項約47,800,000港元用以撇銷本集團相同金額之部份累積虧損。

2. CORPORATE UPDATE (continued)

(b) On 29 February 2000, the Group entered into a conditional restructuring agreement (the “Creditor Restructuring Agreement”) with the Creditor relating to certain debt restructuring arrangements. On the same date, a conditional subscription agreement was also entered into between the Company and the Creditor pursuant to which the Company agreed to issue to the Creditor a long term convertible note (the “Creditor Convertible Note”) in an aggregate principal sum of HK\$13 million. Under the Creditor Restructuring Agreement, the subscription monies of HK\$13 million payable by the Creditor to the Company in respect of the issue of the Creditor Convertible Note were applied to set off part of the Group’s indebtedness equivalent to HK\$13 million otherwise then currently payable to the Creditor. The Creditor Convertible Note was issued to the Creditor on 27 April 2000 following the approval by the shareholders on 25 April 2000 and the fulfillment of certain other stipulated conditions. The remaining balance of approximately HK\$0.8 million payable to the Creditor was settled by cash out of the net proceeds arising from a new issue of shares detailed in (d) below. Further details of the Creditor Convertible Note are set out in note 25(e).

(c) In order to facilitate the implementation of the debt restructuring arrangements, on 26 April 2000, the Company also underwent a capital restructuring whereby the par value of each share of HK\$0.10 was reduced to HK\$0.02 and every 5 shares of HK\$0.02 each were consolidated into 1 consolidated share of HK\$0.10 each. Effectively, the issued share capital was reduced by 80%. The credit arising of approximately HK\$47.8 million, was applied to partially eliminate the accumulated losses of the Group by the same amount.



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2. 最新企業資料 (續)

- (d) 根據本公司與Hong Tau於二零零零年二月二十九日訂立，並於二零零零年三月三十日補充之一項有條件認購協議，於二零零零年四月二十六日，本公司按現金價每股0.10港元配發及發行本公司每股面值0.10港元之新合併股份800,000,000股予Tin Ming Management Limited，Hong Tau之全資附屬公司。是次發售新股之所得收益淨額約為78,400,000港元。
- (e) 根據本公司與凱基證券(已物色三名私人投資者)於二零零零年三月一日訂立，並於二零零零年三月二十四日補充之一項有條件配售協議，於二零零零年四月二十八日，本公司按每股0.10港元配發及發行本公司每股面值0.10港元之新合併股份200,000,000股予三名私人投資者。是次發售新股所得收益淨額約為19,600,000港元。

財務重組之進一步詳情載於本公司於二零零零年四月一日刊發之通函。

3. 主要會計政策概要

編列基準

財務報表乃根據香港會計實務準則、香港公認會計原則及香港公司條例之披露規定編製。除重估投資物業，以及若干固定資產及股權投資外(詳情見下文)，財務報表乃按歷史成本慣例編製。

2. CORPORATE UPDATE (continued)

- (d) Pursuant to a conditional subscription agreement dated 29 February 2000 entered into and supplemented on 30 March 2000 between the Company and Hong Tau, on 26 April 2000, the Company allotted and issued 800 million new consolidated shares of HK\$0.10 each in the Company at a cash price of HK\$0.10 each to Tin Ming Management Limited, a wholly owned subsidiary of Hong Tau. The net proceeds arising from this new issue amounted to approximately HK\$78.4 million.
- (e) Pursuant to a conditional placing agreement dated 1 March 2000 entered into and supplemented on 24 March 2000 between the Company and KGI Asia, which had procured three private investors, on 28 April 2000, the Company allotted and issued 200 million new consolidated shares of HK\$0.10 each in the Company at a price of HK\$0.10 per share to the three private investors. The net proceeds arising from this new issue amounted to approximately HK\$19.6 million.

Further details of the Financial Restructuring are set out in a circular issued by the Company dated 1 April 2000.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation

These financial statements have been prepared in accordance with Hong Kong Statements of Standard Accounting Practice, accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for the remeasurement of investment properties, and certain fixed assets and equity investments, as further explained below.

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3. 主要會計政策概要 (續)

綜合賬目基準

綜合財務報表包括本公司及其附屬公司截至二零零一年三月三十一日止年度之財務報表。年內收購或出售之附屬公司之業績已分別於收購生效日期起或截至出售生效日期止納入綜合財務報表內。所有集團內各公司間之重大交易及結存已於綜合賬目內撇銷。

附屬公司

倘一家公司之投票權或已發行股本超過一半由本公司直接或間接持有或其董事會組成為本公司所控制，則該公司為一家附屬公司。

於附屬公司之權益乃按成本入賬，倘董事認為其投資出現永久性之減值，則會將其價值撇減至董事釐定之價值。

聯營公司

聯營公司指除附屬公司外，本集團長期擁有其不少於20%之股份投票權，並可對其行使重大影響力之公司。

本集團於聯營公司之收購後業績及儲備已分別計入綜合損益結算表及綜合儲備賬內。本集團於聯營公司之權益則按權益會計法計算本集團應佔資產淨值減董事認為必須之非暫時性減值撥備後計入綜合資產負債表。

聯營公司之業績乃按已收及應收股息計入本公司之損益結算表。本公司於聯營公司之權益乃按成本減董事認為必須之非暫時性減值撥備入賬。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries for the year ended 31 March 2001. The results of subsidiaries acquired or disposed of during the year are consolidated from or to their effective dates of acquisition or disposal, respectively. All significant inter-company transactions and balances within the Group are eliminated on consolidation.

Subsidiaries

A subsidiary is a company in which the Company, directly or indirectly, controls more than half of its voting power or issued share capital or controls the composition of its board of directors.

Interests in subsidiaries are stated at cost unless, in the opinion of the directors, there have been permanent diminutions in values, when they are written down to values determined by the directors.

Associates

An associate is a company, not being a subsidiary, in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence.

The Group's share of the post-acquisition results and reserves of associates is included in the consolidated profit and loss account and consolidated reserves, respectively. The Group's interests in associates are stated in the consolidated balance sheet at the Group's share of net assets under the equity method of accounting less any provisions for diminutions in values other than temporary in nature deemed necessary by the directors.

The results of associates are included in the Company's profit and loss account to the extent of dividends received and receivable. The Company's interests in associates are stated at cost less any provisions for diminutions in values other than those temporary in nature deemed necessary by the directors.



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3. 主要會計政策概要 (續)

商譽

綜合附屬公司及收購聯營公司所產生之商譽，乃指購入該等附屬公司及聯營公司所支付代價超出購入該等公司資產淨值之公平價值之數額。商譽於收購年度在儲備中抵銷或以直線法按可使用年期攤銷，攤銷年期不超過20年。在出售附屬公司及聯營公司時，先前已於儲備中抵銷或先前已攤銷之商譽之有關部分會撥回，並於釐定出售之收益或虧損時計算在內。

長期投資

於非上市股本證券之投資乃因應持續策略而計劃長期持有，並按個別項目以成本減董事認為必要之減值準備（暫時性質者除外）而列賬。

如出現上述減值，證券之現存價值會削減至董事估計之公平值，而折減之款額會自其出現之期間之損益結算表扣除。如導致減值出現之情況及事件不再存在，並有有力證據顯示新的情況及事件會於可預見將來持續，則先前已扣減之款額會撥入損益結算表，惟僅以過往扣除之款額為限。

短期投資

短期投資乃指以買賣為目的之上市股本證券投資，並按個別投資於結算日之市值減董事認為有必須之非暫時性減值撥備為基準以釐定其合理價值入賬。因證券的合理價值變動而產生之收益或損失，乃在其產生之時間內於損益結算表內入賬。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Goodwill

Goodwill arising on consolidation of subsidiaries and on acquisition of associates represents the excess purchase consideration paid over the fair values ascribed to the underlying net assets acquired and is either eliminated against reserves in the year of acquisition or amortised on a straight-line basis over its useful life, not exceeding a period of 20 years. Upon disposal of subsidiaries and associates, the relevant portion of attributable goodwill previously eliminated against reserves or previously amortised is written back and included in the calculation of the gain or loss on disposal.

Long term investments

Long term investments in unlisted equity securities, intended to be held for a continuing strategic or long term purpose, are stated at cost less any provisions for impairments in values deemed necessary by the directors, other than those considered to be temporary in nature, on an individual basis.

When such impairments in values have occurred, the carrying amounts of the securities are reduced to their fair values, as estimated by the directors, and the amounts of the impairments are charged to the profit and loss account for the period in which they arise. When the circumstances and events which led to the impairments in values cease to exist and there is persuasive evidence that the new circumstances and events will persist for the foreseeable future, the amounts of the impairments previously charged is credited to the profit and loss account to the extent of the amounts previously charged.

Short term investments

Short term investments are investments in listed equity securities held for trading purposes and are stated at their fair values on the basis of their quoted market prices at the balance sheet date less provisions for any impairments in values, other than those considered to be temporary in nature, deemed necessary by the directors, on an individual investment basis. The gains or losses arising from changes in the fair values of securities are credited or charged to the profit and loss account for the period in which they arise.

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3. 主要會計政策概要 (續)

固定資產及折舊

除投資物業外，固定資產乃按成本減累計折舊入賬。資產之成本包括其購買價及任何使該資產達致營運狀況及運送至工作地點作擬定用途之直接成本。固定資產投產後產生之開支（如維修保養費用）在一般情況下於產生期間自損益結算表扣除。倘該等開支明確導致預期使用固定資產在未來可獲得之經濟利益有所增加，該等開支將資本化，作為固定資產之額外成本。

折舊之計算方式為以直線法按每項資產之估計可使用年期及估計剩餘價值計算折舊，以撇銷其成本。所用之主要年率如下：

| | |
|----------|---------|
| 租賃土地 | 按租約年期 |
| 租賃物業裝修 | 按租約年期 |
| 樓宇 | 2.5% |
| 傢俬、裝置及設備 | 9%-33% |
| 汽車 | 18%-25% |

在損益結算表中確認入賬之出售或棄置固定資產盈虧乃指有關資產出售所得款項淨額與有關資產現存金額之差額。

在建工程指在興建中之工業樓宇、廠房、機器及其他固定資產，乃以成本值入賬且未計提折舊。成本值包括建築之直接成本及於建築期內有關借貸款項之利息。在建工程於完成及可作擬定用途時重新歸類，撥入適當之固定資產類別。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Fixed assets and depreciation

Fixed assets, other than investment properties and construction in progress, are stated at cost less accumulated depreciation. 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 fixed assets have been put into operation, such as repairs and maintenance, is normally charged to the profit and loss account in 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 fixed asset, the expenditure is capitalised as an additional cost of that asset.

Depreciation is calculated on the straight-line basis to write off the cost of each asset over its estimated useful life, after taking into account its estimated residual value. The principal annual rates used for this purpose are as follows:

| | |
|-----------------------------------|----------------------|
| Leasehold land | Over the lease terms |
| Leasehold improvements | Over the lease terms |
| Buildings | 2.5% |
| Furniture, fixtures and equipment | 9% to 33% |
| Motor vehicles | 18% to 25% |

The gain or loss on disposal or retirement of a fixed asset recognised in the profit and loss account is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress represents factory buildings, plant and machinery and other fixed assets under construction and is stated at cost and is not depreciated. Cost comprises direct costs of construction and interest charges on related borrowed funds during the period of construction. Construction in progress is reclassified to the appropriate category of fixed assets when completed and ready for use.



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3. 主要會計政策概要 (續)

固定資產及折舊 (續)

當董事認為固定資產之可收回數額降至低於其現存價值，該等資產之現存價值則會作出撥備撇銷至其可收回數額。現存價值之減少於損益結算表中扣除。

投資物業

投資物業指該等建築工程及發展已完成，並因其投資潛力擬長期持有，並以租金收入經公平磋商後釐定，該等物業不予折舊。惟若剩餘租約年期是20年或以下，其當時之賬面值則按各財政年度末進行之每年專業估值以市值入賬，並以直線法就其市值計提折舊。投資物業價值之變動均視作投資物業重估儲備之變動處理。

惟倘若該儲備之結存總額按組合基準不足以抵銷虧損，該不足之數將於損益結算表內扣除超逾儲備之虧損。倘其後出現重估盈餘，該盈餘將按早前扣除之虧損金額撥回損益結算表內。

於出售投資物業時，投資物業重估儲備中就早前估值變現之有關部份則撥往損益結算表內。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Fixed assets and depreciation (continued)

Where, in the opinion of the directors, the recoverable amounts of fixed assets have declined below their carrying amounts, provisions are made to write down the carrying amounts of such assets to their recoverable amounts. Reductions of carrying amounts are charged to the profit and loss account.

Investment properties

Investment properties are interests in land and buildings in respect of which construction work and development have been completed and which are intended to be held on a long term basis for their investment potential, any rental income being negotiated at arm's length. Such properties are not depreciated, except where the unexpired term of the lease is 20 years or less, in which case depreciation is provided on the carrying amount over the remaining term of the lease, and are stated at their open market values on the basis of annual professional valuations performed at the end of each financial year. Changes in the values of investment properties are dealt with as movements in the investment property revaluation reserve.

If the total of this reserve is insufficient to cover a deficit, on a portfolio basis, the excess of the deficit is charged to the profit and loss account. Any subsequent revaluation surplus is credited to the profit and loss account to the extent of the deficit previously charged.

On disposal of an investment property, the relevant portion of the investment property revaluation reserve realised in respect of previous valuations is released to the profit and loss account.



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3. 主要會計政策概要 (續)

無形資產

技術知識

其指於營業過程中購入之若干科技技術。其乃按成本值減累計攤銷列賬，除非董事認為出現減值情況，則將其撇減至董事釐定之價值。

攤銷乃於有關產品開始商業生產之日起，按其不超過15年之估計可使用年期以直線法撇銷購入有關技術之成本。

研究及開發成本

所有研究成本於產生時在損益結算表內扣除。

開發成本僅於該等項目有清晰定義，成本可以個別識別及可靠地計量，且項目在技術上乃合理可行以及產品具商業價值之情況下才被撥作資本及遞延。未能符合該等標準之開發開支於產生時在損益賬內扣除。

遞延開發成本乃按成本值減累計攤銷列賬，除非當董事認為出現減值情況，則撇減至董事釐定之價值。攤銷乃於產品開始商業生產之日起，按其最多為15年之估計可使用年期以直線法計算。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Intangible assets

Know-how

Represents certain technology know-how acquired during the course of the business. It is stated at cost less accumulated amortisation unless, in the opinion of the directors, there has been an impairment in value, when it is written down to a value determined by the directors.

Amortisation is calculated on the straight-line basis to write off the cost of acquiring the know-how over its estimated economic useful life of not more than 15 years, commencing from the date when the related products are put into commercial production.

Research and development costs

All research costs are charged to the profit and loss account as incurred.

Development costs are capitalised and deferred only when the projects are clearly defined, the costs are separately identifiable and can be measured reliably, and there is reasonable certainty that the projects are technically feasible and the products have commercial value. Development expenditure which does not meet these criteria is expensed when incurred.

Deferred development costs are stated at cost less accumulated amortisation unless, in the opinion of the directors, there has been an impairment in value when they are written down to a value determined by the directors. Amortisation is calculated on the straight-line basis over the expected economic useful lives of the products, subject to a maximum period of 15 years, commencing from the date when the products are put into commercial production.



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3. 主要會計政策概要 (續)

租賃資產

除法定業權外，凡將資產所有權之絕大部份回報與風險轉讓至本集團之租約均列為融資租約處理。融資租約生效時，租賃資產之原值按租約最低租金之現值撥作成本，並連同債務（不包括利息）入賬，以反映購入及融資情況。根據資本化融資租約持有之資產計入固定資產，並按資產之租期及估計可用年期之較短者予以折舊。該等租約之成本按定期劃一比率於租期內在損益結算表內扣除。

透過具融資性質之租購合約收購之資產均列作融資租賃合同處理，惟按其估計可使用年期折舊。

由出租為保留資產所有權大部份回報與風險之租約均視為經營租約。經營租約適用之租金按租期以直線法於損益結算表內扣除。

存貨

存貨按成本或可變現淨值兩者中較低者入賬。成本乃按加權平均法之基準計算，如屬在製品及製成品之成本，包括直接原料、直接工資及適當比例計算之間接製造成本。可變現淨值按估計售價減進行銷售所需之任何估計成本計算。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Leased assets

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 capitalised at the present value of the minimum lease payments and is recorded together with the obligation, excluding the interest element, to reflect the purchase and financing. Assets held under capitalised finance leases are included in fixed assets and are 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 profit and loss account so as to provide a constant periodic rate of charge over the lease terms.

Assets acquired through hire purchase contracts of a financing nature are accounted for as finance leases but are depreciated over their estimated useful lives.

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Rentals applicable to such operating leases are charged to the profit and loss account on the straight-line basis over the lease terms.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on a weighted average basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

財務報表附註 / Notes to Financial Statements

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31 March 2001

3. 主要會計政策概要 (續)

遞延稅項

遞延稅項乃以負債法就所有重大時差在可見之將來有可能產生之負債作撥備。遞延稅項資產將不會入賬，除非此遞延稅項資產能在合理懷疑之情況下兌現。

外幣

本公司及其附屬公司之賬冊及記錄乃以港元為面值。外幣交易按交易當日之匯率記錄。以外幣結算之貨幣資產及負債按結算日之適用匯率換算。匯兌損益在損益結算表內處理。

於綜合賬目時，海外附屬公司及聯營公司之財務報表均按結算日之適用匯率折算為港元。所產生之匯兌差額撥入匯兌波動儲備內處理。

退休福利計劃

本集團根據香港強制性公積金計劃條例設立一項界定供款強制性公積金退休福利計劃（「該計劃」），供合資格僱員參加。該計劃已由二零零零年十二月一日起生效。供款額為僱員基本薪金的若干百分比，並於根據該計劃之規則於應付時在損益結算表中扣除。該計劃的資產由獨立於本集團之一個獨立行政基金持有。本集團之僱主供款在注入該計劃後，便全數歸於僱員。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Deferred tax

Deferred tax is provided, using the liability method, on all significant timing differences to the extent that it is probable that the liability will crystallise in the foreseeable future. A deferred tax asset is not recognised until its realisation is assured beyond reasonable doubt.

Foreign currencies

The Company and its subsidiaries maintain their books and records in Hong Kong dollars. Foreign currency transactions are recorded at the applicable rates of exchange ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated at the applicable rates of exchange ruling at that date. Exchange differences are dealt with in the profit and loss account.

On consolidation, the financial statements of overseas subsidiaries and associates are translated into Hong Kong dollars at the applicable rates of exchange ruling at the balance sheet date. The resulting translation differences are included in the exchange fluctuation reserve.

Retirement benefits scheme

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the "Scheme") under the Mandatory Provident Fund Schemes Ordinance, for those employees who are eligible to participate in the Scheme. The Scheme became effective on 1 December 2000. Contributions are made based on a percentage of the employees' basic salaries and are charged to the profit and loss account as they become payable in accordance with the rules of the Scheme. The assets of the 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 Scheme.



財務報表附註 / Notes to Financial Statements

二零零一年三月三十一日

31 March 2001

3. 主要會計政策概要 (續)

借貸成本

需長時間方可作擬訂用途或銷售之資產之收購、興建或生產而直接產生之借貸成本乃撥充該等資產之部份成本。該等借貸成本於資產大致可作所擬用途或銷售時停止撥作資本。

收入確認

若經濟收益將可能流入本集團而該等收入能按下列基礎可靠地量度則被視為收入：

- (a) 銷售貨品於所有權之大部份風險與報酬已轉讓予買家時確認入賬，惟本集團不得對已出售之貨物保持與所有權有關之管理權，及有任何實際控制權；
- (b) 銷售有價證券於交易當日有關買賣單據交換時確認入賬；
- (c) 租金收入乃按租期以時間比例基準確認入賬；
- (d) 利息收入乃按未償還之本金及適用之實際利率計算，並按時間比例確認入賬；及
- (e) 服務之收入在提供服務時確認入賬。

關連人士

若某人士有能力直接或間接控制其他人士或對其財務及經營政策決定發揮重大影響力，該等人士將被認為關連人士。某批人士若受同一人士控制或受同一人士之重大影響時，該批人士亦被認為關連人士。關連人士可為個人或法人團體。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e. assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. Capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale.

Revenue recognition

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably, on the following bases:

- (a) from the sale of goods, when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold;
- (b) from the sale of marketable securities, on the transaction dates when the relevant contract notes are exchanged;
- (c) rental income, on a time proportion basis over the lease terms;
- (d) interest income, on a time proportion basis, taking into account the principal outstanding and the effective interest rate applicable; and
- (e) on the rendering of services, when the services are rendered.

Related parties

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related parties may be individuals or corporate entities.

財務報表附註 / Notes to Financial Statements

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31 March 2001

3. 主要會計政策概要 (續)

現金相等物

就現金流量表而言，現金相等物乃指短期及高度流通性，並可隨時轉換為已知數額之現金及於購入時起計三個月內期滿之投資，惟須扣除自借入貸款日期起計三個月內償還之銀行貸款。就資產負債表分類而言，現金相等物乃指性質類似現金之資產，使用並無限制。

4. 營業額

營業額指年內出售貨品之發票淨值（扣除退貨及營業折扣準備）、就投資物業已收及應收租金總收入。惟已沖銷集團內公司間之所有重大交易。

下列業務之收入已計入營業額：

| | |
|----------------------|---|
| 零售及批發中藥及其他藥物、健康產品及海味 | Wholesale and retail of Chinese and other medicines, health products and dried seafoods |
| 物業投資－租金收入 | Property investment – rental income |
| 提供中醫診療服務 | Provision of Chinese clinical services |

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Cash equivalents

For the purpose of the cash flow statement, cash equivalents represent short term highly liquid investments which are readily convertible into known amounts of cash and which were within three months of maturity when acquired, less advances from banks repayable within three months from the date of the advance. For the purpose of balance sheet classification, cash equivalents represent assets similar in nature to cash, which are not restricted as to use.

4. TURNOVER

Turnover represents the net invoiced value of goods sold, after allowance for returns and trade discounts and gross rental income received and receivable from investment properties after the elimination of all significant intra-group transactions, during the year.

Revenues from the following activities have been included in turnover:

| | | 本集團 Group | |
|----------------------|---|-------------------------|-------------------------|
| | | 2001 千港元 HK\$'000 | 2000 千港元 HK\$'000 |
| 零售及批發中藥及其他藥物、健康產品及海味 | Wholesale and retail of Chinese and other medicines, health products and dried seafoods | 35,963 | 25,040 |
| 物業投資－租金收入 | Property investment – rental income | 2,597 | 2,526 |
| 提供中醫診療服務 | Provision of Chinese clinical services | 446 | – |
| | | 39,006 | 27,566 |



財務報表附註 / Notes to Financial Statements

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5. 經營溢利／(虧損)

5. PROFIT/(LOSS) FROM OPERATING ACTIVITIES

(a) 本集團之經營溢利／(虧損)已扣除
／(計入)下列項目：

(a) The Group's profit/(loss) from operating activities is
arrived at after charging/(crediting):

| | | 2001 千港元 HK\$'000 | 2000 千港元 HK\$'000 |
|-----------------------|--|-------------------------|-------------------------|
| 出售存貨之成本 | Cost of inventories sold | 22,432 | 14,283 |
| 折舊： | Depreciation: | | |
| 自置固定資產 | Owned fixed assets | 2,336 | 1,017 |
| 租賃固定資產 | Leased fixed assets | 178 | 158 |
| | | 2,514 | 1,175 |
| 有關土地及樓宇之 經營租約租金 | Operating lease rentals in respect of land and buildings | 7,943 | 7,388 |
| 核數師酬金 | Auditors' remuneration | 700 | 700 |
| 員工成本(包括董事 酬金－附註7)： | Staff costs (including directors' remuneration － note 7): | | |
| 薪金及工資 | Wages and salaries | 9,559 | 8,006 |
| 退休金供款 | Pension contributions | 230 | - |
| | | 9,789 | 8,006 |
| 出售固定資產之虧損 | Loss on disposal of fixed assets | 242 | 33 |
| 固定資產報銷 | Fixed assets written off | - | 3 |
| 出售投資物業之虧損 | Loss on disposal of investment properties | - | 1,020 |
| 長期投資之 減值撥備 | Provisions for impairments in values of long term investments | 2,000 | - |
| 短期投資公平價值 改變之虧損 | Loss on changes in fair value of short term investments | 2,689 | - |
| 重估投資物業之 (盈餘)／減值 | (Surplus)/deficit on revaluation of investment properties | (1,299) | 1,500 |
| 出售短期投資之收益 | Gain on disposal of short term investments | (1,403) | - |
| 租金總收入 | Gross rental income | (2,597) | (2,526) |
| 減：開支 | Less: Outgoings | 127 | 139 |
| 租金收入淨額 | Net rental income | (2,470) | (2,387) |
| 滙兌收益淨額 | Exchange gain, net | (4) | - |
| 利息收入 | Interest income | (5,409) | (39) |

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5. 經營溢利／（虧損）（續）

- (b) 截至一九九九年三月三十一日財務年度，預付給第三者3,000,000港元之按金已作全面撥備，並已於本年度全數收回。據此，已於本年度作撥備回轉。

本集團已於截至一九九九年三月三十一日止年度終止香港及中國國內之石油化工產品貿易。此透過出售附屬公司南北行石油化工有限公司（現稱和威石油化工有限公司（「和威」）和於一九九八年十月結束附屬公司南北行貿易有限公司之部分業務（「石油業務」）而完成。石油業務結束後，已就尚餘應收貿易賬項約34,569,000港元作全面撥備。於截至二零零零年三月三十一日止年度，本公司與南北行貿易有限公司協定轉讓一筆中化香港石油國際有限公司結欠之尚餘應收貿易賬款約12,262,000港元予和威，以清償根據和威與本公司於一九九八年十一月三日訂立之貸款協議，由本公司結欠及應付予和威之同額欠債。該金額已於截至一九九九年三月三十一日止年度之財務報表內作全面撥備，因此是次撥備已於截至二零零零年三月三十一日止年度內回轉。

5. PROFIT/(LOSS) FROM OPERATING ACTIVITIES (continued)

- (b) In the current year, an amount of HK\$3 million previously advanced to a third party, on which full provision was made in the financial year ended 31 March 1999, was fully recovered. Accordingly, this provision was reversed in the current year.

In the year ended 31 March 1999, the Group discontinued the trading of petrochemical products in Hong Kong and Mainland China. This was accomplished by the disposal of a subsidiary, N P H Petrochemical Limited (now known as Harmony Way Petrochemical Limited (“Harmony”)) and the closure of a segment (the “Petrochemical Segment”) of a subsidiary, N P H Trading Limited, in October 1998. Upon the closure of the Petrochemical Segment, full provision was made against the outstanding trade receivables of approximately HK\$34,569,000. In the year ended 31 March 2000, the Company and N P H Trading Limited agreed to assign an outstanding trade receivable of approximately HK\$12,262,000 due from Sinochem International Oil (Hong Kong) Company Limited to Harmony in satisfaction of an indebtedness amount of the same magnitude due and payable by the Company to Harmony under a loan agreement dated 3 November 1998 entered into between Harmony and the Company. A full provision on such amount was made in the financial statements for the year ended 31 March 1999, and therefore, this provision was reversed in the year ended 31 March 2000.

6. 融資成本

6. FINANCE COSTS

| | | 本集團 Group | |
|-----------------------------------|--|-------------------------|-------------------------|
| | | 2001 千港元 HK\$'000 | 2000 千港元 HK\$'000 |
| 須於五年內悉數償還之 銀行貸款、透支及 其他貸款之利息 | Interest on bank loans, overdrafts and other borrowings wholly repayable within five years | 5,816 | 7,958 |
| 租購之費用 | Hire purchase charges | 53 | 49 |
| | | 5,869 | 8,007 |
| 減：利息資本化 | Less: Interest capitalised | — | — |
| 融資成本總額 | Total finance costs | 5,869 | 8,007 |



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7. 董事酬金

7. DIRECTORS' REMUNERATION

根據上市規則及香港公司條例第161條披露之董事酬金如下：

Directors' remuneration disclosed pursuant to the Listing Rules and Section 161 of the Hong Kong Companies Ordinance is as follows:

| | | 本集團 Group | |
|------------|---|-------------------------|-------------------------|
| | | 2001 千港元 HK\$'000 | 2000 千港元 HK\$'000 |
| 袍金： | Fees: | | |
| 執行董事 | Executive directors | - | - |
| 獨立非執行董事 | Independent non-executive directors | - | - |
| | | - | - |
| 其他酬金： | Other emoluments: | | |
| 執行董事 | Executive directors | | |
| 薪金、津貼及實物利益 | Salaries, allowances and benefits in kind | - | 155 |
| 與表現有關之花紅 | Performance related bonuses | - | - |
| 退休金供款 | Pension contributions | - | - |
| | | - | 155 |
| | | - | 155 |

上述董事之酬金範圍如下：

The remuneration of the above directors fell within the following band:

| | | 董事人數 Number of directors | |
|---------------|----------------------|-----------------------------|------|
| | | 2001 | 2000 |
| 零至1,000,000港元 | Nil to HK\$1,000,000 | 6 | 9 |

於年內並無任何董事取消或同意取消任何酬金之安排。

There was no arrangement under which a director waived or agreed to waive any remuneration during the year.



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7. 董事酬金 (續)

由於可認購本公司股份之購股權並未有現存之市值，以致董事未能達成準確之估值，因此，董事酬金並未計入年內所授出之購股權之價值。

8. 五名最高薪人士

本年度五名最高薪酬人士不包括任何董事（二零零零年：無），而董事之薪酬詳情載列於上文附註7。五名（二零零零年：五名）非董事之最高薪人士之酬金詳情如下：

7. DIRECTORS' REMUNERATION (continued)

No value is included in directors' remuneration in respect of share options granted during the year because, in the absence of a readily available market value for the options on the Company's shares, the directors are unable to arrive at an accurate assessment of the value of the options granted.

8. FIVE HIGHEST PAID INDIVIDUALS

The five highest paid individuals during the year included nil (2000: Nil) director, details of whose remuneration are set out in note 7 above. The details of the remuneration of the five (2000: five) non-director, highest paid individuals are as follows:

| | | 本集團 Group | |
|------------|---|-------------------------|-------------------------|
| | | 2001 千港元 HK\$'000 | 2000 千港元 HK\$'000 |
| 薪金、津貼及實物利益 | Salaries, allowances and benefits in kind | 1,593 | 1,519 |
| 與表現有關之花紅 | Performance related bonuses | — | — |
| 退休金供款 | Pension contributions | — | — |
| | | 1,593 | 1,519 |

非董事之最高薪人士之酬金範圍如下：

The remuneration of the non-director, highest paid individuals fell within the following band:

| | | 僱員人數 Number of employees | |
|---------------|----------------------|-----------------------------|------|
| | | 2001 | 2000 |
| 零至1,000,000港元 | Nil to HK\$1,000,000 | 5 | 5 |

由於可認購本公司股份之購股權並未有現存之市值，以致董事未能達成準確之估值，因此，五名最高薪人士之酬金並未計入年內所授出之購股權之價值。

No value is included in the remuneration of the five highest paid individuals in respect of share options granted during the year because, in the absence of a readily available market value for the options on the Company's shares, the directors are unable to arrive at an accurate assessment of the value of the options granted.



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9. 稅項

由於本集團於本年度並無估計應課稅溢利，故並無就香港或海外（包括中華人民共和國）稅項作出撥備（二零零零年：無）。

9. TAX

No provision for Hong Kong or overseas (including the People's Republic of China) tax has been made for the Group as it has no estimated assessable profits during the year (2000: Nil).

| | | 本集團 Group | |
|---------------------|--------------------------------------|-------------------------|-------------------------|
| | | 2001 千港元 HK\$'000 | 2000 千港元 HK\$'000 |
| 以前年度（超額撥備）／ 撥備不足 | (Over)/underprovision in prior years | (1,640) | 6 |
| 稅務減免 | Tax rebate | - | (16) |
| 本年度稅項計入 | Tax credit for the year | (1,640) | (10) |

於年內概無重大尚未撥備之遞延稅項負債（二零零零年：無）。

There were no significant unprovided deferred tax liabilities in respect of the year (2000: Nil).

10. 股東應佔日常業務虧損淨額

已計入本公司之財務報表中之股東應佔日常業務虧損淨額為133,631,000港元（二零零零年：7,951,000港元）。

10. NET LOSS FROM ORDINARY ACTIVITIES ATTRIBUTABLE TO SHAREHOLDERS

The net loss from ordinary activities attributable to shareholders dealt with in the financial statements of the Company is HK\$133,631,000 (2000: HK\$7,951,000).



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11. 每股虧損

每股基本虧損乃根據年內股東應佔日常業務虧損淨額15,296,000港元(二零零零年:5,865,000港元)及年內已發行普通股之加權平均數1,119,928,205股(二零零零年:111,370,580股)計算。

截至二零零零年三月三十一日止年度之每股基本虧損已作出調整以反映於年內之股份合併。

由於年內預期行使本公司之購股權有反攤薄影響,故並無呈列截至二零零一年及二零零零年三月三十一日止年度之每股攤薄虧損。

11. LOSS PER SHARE

The calculation of the basic loss per share is based on the net loss from ordinary activities attributable to shareholders for the year of HK\$15,296,000 (2000: HK\$5,865,000), and the weighted average number of 1,119,928,205 (2000: 111,370,580) ordinary shares in issue during the year.

The calculation of the basic loss per share for the year ended 31 March 2000 has been adjusted to reflect the share consolidation during the year.

Diluted loss per share for the years ended 31 March 2001 and 2000 have not been presented because the effects of the assumed conversion of the share options and convertible notes of the Company during these years were anti-dilutive.



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12. 固定資產

12. FIXED ASSETS

| 本集團 | | Group | | | | | | |
|-----------------|--------------------------------|-----------------------|--------------------|--------------------------|------------------------|-----------------------------------|----------------|----------|
| | | 投資物業 | 土地及樓宇 | 在建工程 | 租賃物業裝修 | 傢私、裝置及設備 | 汽車 | 總額 |
| | | Investment properties | Land and buildings | Construction in progress | Leasehold improvements | Furniture, fixtures and equipment | Motor vehicles | Total |
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| 成本或估值： | Cost or valuation: | | | | | | | |
| 於二零零零年四月一日 | At 1 April 2000 | 37,650 | 5,379 | - | 487 | 5,140 | 799 | 49,455 |
| 收購附屬公司 | Acquisition of a subsidiary | - | - | 68,006 | 2,346 | 7,584 | 792 | 78,728 |
| 添置 | Additions | - | 22 | - | 5,383 | 1,015 | 250 | 6,670 |
| 出售 | Disposals | - | - | - | - | (1,844) | (14) | (1,858) |
| 轉撥 | Transfers | 5,401 | (5,401) | - | 1,450 | (1,450) | - | - |
| 重估盈餘 | Surplus on revaluation | 1,299 | - | - | - | - | - | 1,299 |
| 於二零零一年三月三十一日 | At 31 March 2001 | 44,350 | - | 68,006 | 9,666 | 10,445 | 1,827 | 134,294 |
| 成本或估值分析： | Analysis of cost and valuation | | | | | | | |
| 按成本 | At cost | - | - | 68,006 | 9,666 | 10,445 | 1,827 | 89,944 |
| 按二零零一年三月三十一日之估值 | At 31 March 2001 valuation | 44,350 | - | - | - | - | - | 44,350 |
| | | 44,350 | - | 68,006 | 9,666 | 10,445 | 1,827 | 134,294 |
| 累計折舊： | Accumulated depreciation: | | | | | | | |
| 於二零零零年四月一日 | At 1 April 2000 | - | - | - | 198 | 3,283 | 310 | 3,791 |
| 收購附屬公司 | Acquisition of a subsidiary | - | - | - | 2,133 | 4,939 | 494 | 7,566 |
| 本年度撥備 | Provided during the year | - | - | - | 1,580 | 756 | 178 | 2,514 |
| 出售 | Disposals | - | - | - | - | (1,606) | (8) | (1,614) |
| 轉撥 | Transfers | - | - | - | 1,160 | (1,160) | - | - |
| 於二零零一年三月三十一日 | At 31 March 2001 | - | - | - | 5,071 | 6,212 | 974 | 12,257 |
| 賬面淨值： | Net book value: | | | | | | | |
| 於二零零一年三月三十一日 | At 31 March 2001 | 44,350 | - | 68,006 | 4,595 | 4,233 | 853 | 122,037 |
| 於二零零零年三月三十一日 | At 31 March 2000 | 37,650 | 5,379 | - | 289 | 1,857 | 489 | 45,664 |

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12. 固定資產 (續)

12. FIXED ASSETS (continued)

- (a) 本集團之投資物業以下列租期持有：

- (a) The Group's investment properties are held under the following lease terms:

| | | 香港 Hong Kong 千港元 HK\$'000 | 中國大陸 Mainland China 千港元 HK\$'000 | 總額 Total 千港元 HK\$'000 |
|------|--------------------|------------------------------------|--|--------------------------------|
| 長期租約 | Long term leases | 17,600 | – | 17,600 |
| 中期租約 | Medium term leases | 25,550 | 1,200 | 26,750 |
| | | 43,150 | 1,200 | 44,350 |

本集團之投資物業於二零零一年三月三十一日由合資格獨立專業估值師簡福飴測量行按現有用途基準以公開市值重估。於二零零一年三月三十一日，本集團之若干投資物業之現存價值共40,150,000港元均用作為授予本集團一般銀行融資之抵押(附註25)。

The Group's investment properties were revalued on 31 March 2001 by Knight Frank, independent professionally qualified valuers, on an open market value, existing use basis. At 31 March 2001, certain of the Group's investment properties with a total carrying value of HK\$40,150,000 were pledged to secure banking facilities granted to the Group (note 25).

- (b) 於二零零一年三月三十一日以租購合約方式持有之汽車之賬面淨值為554,000港元(二零零零年:482,000港元)。

- (b) The net book value of motor vehicles held under hire purchase contracts as at 31 March 2001 amounted to HK\$554,000 (2000: HK\$482,000).



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13. 無形資產

13. INTANGIBLE ASSETS

| 本集團 | | Group | | | 總額 Total |
|--------------|-----------------------------|-----------------|------------------|--------------------------------------|-----------------|
| | | 商譽 Goodwill | 技術知識 Know-how | 遞延發展成本 Deferred development costs | |
| | | 千港元 HK\$'000 | 千港元 HK\$'000 | 千港元 HK\$'000 | 千港元 HK\$'000 |
| 成本: | Cost: | | | | |
| 於二零零零年四月一日 | At 1 April 2000 | - | - | - | - |
| 收購附屬公司 | Acquisition of a subsidiary | 5,939 | 19,335 | 6,510 | 31,784 |
| 於二零零一年三月三十一日 | At 31 March 2001 | 5,939 | 19,335 | 6,510 | 31,784 |
| 累計攤銷: | Accumulated amortisation: | | | | |
| 於二零零零年四月一日 | At 1 April 2000 | - | - | - | - |
| 收購附屬公司 | Acquisition of a subsidiary | - | 5,016 | - | 5,016 |
| 於二零零一年三月三十一日 | At 31 March 2001 | - | 5,016 | - | 5,016 |
| 賬面淨值: | Net book value: | | | | |
| 於二零零一年三月三十一日 | At 31 March 2001 | 5,939 | 14,319 | 6,510 | 26,768 |
| 於二零零零年三月三十一日 | At 31 March 2000 | - | - | - | - |

14. 於附屬公司之權益

14. INTERESTS IN SUBSIDIARIES

| | | 本公司 Company | |
|-------------|---|-------------------------|-------------------------|
| | | 2001 千港元 HK\$'000 | 2000 千港元 HK\$'000 |
| 非上市股份，按成本值 | Unlisted shares, at cost | 29,344 | 29,344 |
| 應收附屬公司款項 | Due from subsidiaries | 334,905 | 191,942 |
| | | 364,249 | 221,286 |
| 永久性減值撥備 | Provisions for permanent diminutions in values | (26,593) | (24,193) |
| 應收附屬公司款項之撥備 | Provisions for amounts due from subsidiaries | (334,905) | (191,942) |
| | | 2,751 | 5,151 |

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14. 於附屬公司之權益 (續)

應收附屬公司款項乃無抵押、免息及無固定還款期。

於二零零一年三月三十一日，主要附屬公司之詳情如下：

14. INTERESTS IN SUBSIDIARIES (continued)

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

Particulars of the principal subsidiaries as at 31 March 2001 are as follows:

| 公司名稱 Name | 註冊成立/ 經營地點 Place of incorporation/ operations | 已發行及繳足普通 股本/註冊股本 Issued and fully paid-up ordinary share capital/ registered capital | 本公司應佔 股權百分比 Percentage of equity interest attributable to the Company | | 主要業務 Principal activities |
|--|---|---|---|----------------|------------------------------|
| | | | 直接 Direct | 間接 Indirect | |
| 中國基因工程有限公司 China Genetic Limited (前稱皇洋有限公司) (Formerly known as Pacific Princess Limited) | 香港 Hong Kong | 2港元 HK\$2 | - | 100% | 投資控股 Investment holding |
| 華銀有限公司 China Silver Limited | 香港 Hong Kong | 3港元 HK\$3 | - | 100% | 物業投資 Property holding |
| Forever Good Investments Limited | 英屬處女群島/香港 British Virgin Islands/ Hong Kong | 1美元 US\$1 | - | 100% | 投資控股 Investment holding |
| 福置企業有限公司 Forever Wealth Enterprises Limited | 香港 Hong Kong | 2港元 HK\$2 | - | 100% | 物業投資 Property holding |
| Gain Success Investments Limited | 英屬處女群島/香港 British Virgin Islands/ Hong Kong | 1美元 US\$1 | - | 100% | 證券買賣 Securities dealing |
| 鴻樺發展有限公司 Hung Wah Development Limited | 香港 Hong Kong | 2港元 HK\$2 | - | 100% | 物業投資 Property holding |
| 南北行(集團)有限公司 Nam Pei Hong (Holding) Limited (前稱霍士達集團有限公司) (Formerly known as Foster (Group) Limited) | 香港 Hong Kong | 113,942,339港元 HK\$113,942,339 | - | 100% | 投資控股 Investment holding |
| 南北行投資有限公司 Nam Pei Hong Investments Limited | 香港 Hong Kong | 10,000港元 HK\$10,000 | - | 100% | 物業投資 Property holding |



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14. 於附屬公司之權益 (續)

14. INTERESTS IN SUBSIDIARIES (continued)

| 公司名稱 Name | 註冊成立/ 經營地點 Place of incorporation/ operations | 已發行及繳足普通 股本/註冊股本 Issued and fully paid-up ordinary share capital/ registered capital | 本公司應佔 股權百分比 Percentage of equity interest attributable to the Company | | 主要業務 Principal activities |
|---|---|---|---|----------------|--|
| | | | 直接 Direct | 間接 Indirect | |
| 南北行管理有限公司 Nam Pei Hong Management Limited | 香港 Hong Kong | 300,000港元 HK\$300,000 | - | 100% | 提供管理服務 Provision of management services |
| Nam Pei Hong Nominees Limited | 香港 Hong Kong | 2港元 HK\$2 | - | 100% | 提供代理人服務 Provision of nominee services |
| 南北行參茸葯材有限公司 Nam Pei Hong Sum Yung Drugs Company Limited | 香港 Hong Kong | 1,200,000港元 HK\$1,200,000 | - | 100% | 零售及批發中葯、 海味及健康食品 Wholesale and retail of Chinese medicines, dried seafoods and health products |
| N P H International (B.V.I.) Limited | 英屬處女群島/香港 British Virgin Islands/ Hong Kong | 4美元 US\$4 | 100% | - | 投資控股 Investment holding |
| 南北行中醫葯有限公司 N P H Sino-Meditech Limited (前稱南北行(中國) 銷售有限公司) (Formerly known as N P H (PRC) Distribution Limited) | 香港 Hong Kong | 2港元 HK\$2 | - | 100% | 提供中醫 診療服務 Provision of Chinese clinical services |
| 航天投資有限公司 Skyspace Investments Limited | 香港 Hong Kong | 2港元 HK\$2 | - | 100% | 投資控股 Investment holding |
| 滿溢資產有限公司 Well Gain Assets Limited | 香港 Hong Kong | 2港元 HK\$2 | - | 100% | 物業投資 Property holding |
| 上海華新生物高技術 有限公司 Shanghai Hua Xin High Biotechnology Inc. | 中國 PRC | 9,620,000美元 US\$9,620,000 | - | 57% | 銷售及生產葯葯 產品 Sale and production of pharmaceutical products |

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14. 於附屬公司之權益 (續)

上表列出本公司之附屬公司，董事認為該等公司乃主要影響本集團於本年度之業績或構成本集團資產淨值之主要部份。董事認為，若列出其他附屬公司之詳情會流於冗長。

14. INTERESTS IN SUBSIDIARIES (continued)

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results of the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

15. 於聯營公司之權益

15. INTERESTS IN ASSOCIATES

| | | 本集團 Group | |
|-------------|--|-------------------------|-------------------------|
| | | 2001 千港元 HK\$'000 | 2000 千港元 HK\$'000 |
| 所佔資產淨值 | Share of net assets | 818 | — |
| 應收聯營公司款項 | Due from associates | 4,775 | — |
| | | 5,593 | — |
| 減值撥備 | Provisions for diminutions in values | (235) | — |
| 應收聯營公司款項之撥備 | Provisions for amounts due from associates | (1,570) | — |
| | | 3,788 | — |

應收聯營公司款項乃無抵押、免息及無固定還款期。

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

| 公司名稱 Name | 業務架構 Business structure | 註冊及營業地點 Place of registration and operations | 本集團應佔 之股權百分比 Percentage of equity interest attributable to the Group | | 主要業務 Principal activities |
|--|----------------------------|---|--|------|--|
| | | | 2001 | 2000 | |
| 福建省新閩生物高技術有限公司 Fujian Province Xinmin High Biotechnology Co. Ltd. | 企業 Corporate | 中國 PRC | 33% | — | 生產及銷售基因藥物及醫療設備 Production and sale of genetic medicines and medical equipment |
| 上海生物技術工業園區聯合發展有限公司 Shanghai Biotechnology Industrial Zone United Development Co. Ltd. | 企業 Corporate | 中國 PRC | 31% | — | 提供樓宇管理及環境支援服務 Provision of building management and environmental support services |



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16. 投資

16. INVESTMENTS

長期投資

Long term investments

| | | 本集團 Group | |
|--------------|--|-----------------|-----------------|
| | | 2001 | 2000 |
| | | 千港元 HK\$'000 | 千港元 HK\$'000 |
| 非上市股權投資，按成本值 | Unlisted equity investments, at cost | 21,415 | 21,240 |
| 減：減值撥備 | Less: Provisions for impairments in values | (17,240) | (16,240) |
| | | 4,175 | 5,000 |

按本集團與債權人簽訂之債權人重組協議，本集團已抵押現存價值達3,000,000港元之非上市股權投資給債權人作為於年內已發行予債權人可換股票據之抵押品。與債權人之債務重組安排及債權人可換股票據之主要條款之進一步詳情分別列於附註2及附註25(e)。

Pursuant to the Creditor Restructuring Agreement entered into between the Group and the Creditor, the Group's unlisted equity investments with a carrying value of HK\$3 million were pledged to the Creditor as security for the Creditor Convertible Note issued to the Creditor during the year. Further details of the debt restructuring arrangements with the Creditor and principal terms of the Creditor Convertible Note are set out in note 2 and note 25(e), respectively.

短期投資

Short term investments

| | | 本集團 Group | |
|------------|--|-----------------|-----------------|
| | | 2001 | 2000 |
| | | 千港元 HK\$'000 | 千港元 HK\$'000 |
| 上市股權投資，按市值 | Listed equity investments, at market value | | |
| 香港 | Hong Kong | 10,924 | — |

於批准財務報表當日本集團之短期投資之市值約9,804,000港元。

The market value of the Group's short term investments at the date of approval of these financial statements was approximately HK\$9,804,000.



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17. 存貨

17. INVENTORIES

| | | 本集團 Group | |
|-----|-------------------|-------------------------|-------------------------|
| | | 2001 千港元 HK\$'000 | 2000 千港元 HK\$'000 |
| 原材料 | Raw materials | 118 | – |
| 在製品 | Work in progress | 1,880 | – |
| 製成品 | Finished goods | 508 | – |
| 商品 | Merchandise goods | 6,905 | 3,281 |
| | | 9,411 | 3,281 |

18. 應收貿易賬款

18. TRADE RECEIVABLES

本集團給予中藥及其他藥物、健康產品及海味之客戶之信貸期為30天至60天。給予醫葯產品客戶之信貸期為60天至90天。應收貿易賬款之帳齡分析如下：

The Group's credit terms granted to customers of Chinese and other medicines, health products and dried seafoods range between 30 to 60 days. Its credit terms granted to customers of pharmaceutical products range between 60 to 90 days. The aged analysis of trade receivables is as follows:

| | | 本集團 Group | |
|---------|--------------|-------------------------|-------------------------|
| | | 2001 千港元 HK\$'000 | 2000 千港元 HK\$'000 |
| 1-3個月 | 1-3 months | 1,641 | 87 |
| 4-6個月 | 4-6 months | 1,881 | 17 |
| 7-12個月 | 7-12 months | 408 | – |
| 13-24個月 | 13-24 months | – | 185 |
| | | 3,930 | 289 |



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19. 應收中間控股公司款項

應收中間控股公司款項乃由中間控股公司分擔之財務重組開支引起。款項乃無抵押及免息。中間控股公司已向本集團確認尚未償還之款項將於二零零一年九月二十八日或之前償還。

19. DUE FROM AN INTERMEDIATE HOLDING COMPANY

The amount due from an intermediate holding company represented the sharing of the Financial Restructuring costs by the intermediate holding company. The amount is unsecured and interest-free. The intermediate holding company has confirmed to the Group that the outstanding amount will be settled in full on or before 28 September, 2001.

20. 現金及現金相等物

20. CASH AND CASH EQUIVALENTS

| | | 本集團 Group | | 本公司 Company | |
|---------|------------------------|-------------------------|-------------------------|-------------------------|-------------------------|
| | | 2001 千港元 HK\$'000 | 2000 千港元 HK\$'000 | 2001 千港元 HK\$'000 | 2000 千港元 HK\$'000 |
| 現金及銀行存款 | Cash and bank balances | 6,174 | 1,309 | 802 | 101 |
| 定期存款 | Time deposits | 81,209 | – | 81,209 | – |
| | | 87,383 | 1,309 | 82,011 | 101 |

21. 應付貿易賬款及票據

21. TRADE AND BILLS PAYABLES

應付貿易賬款及票據之帳齡分析如下：

The aged analysis of trade and bills payables is as follows:

| | | 本集團 Group | |
|---------|----------------|-------------------------|-------------------------|
| | | 2001 千港元 HK\$'000 | 2000 千港元 HK\$'000 |
| 1-3個月 | 1-3 months | 4,832 | 1,191 |
| 4-6個月 | 4-6 months | 392 | – |
| 7-12個月 | 7-12 months | 142 | 1,626 |
| 13-24個月 | 13-24 months | 359 | 20,836 |
| 超過24個月 | Over 24 months | 6,490 | – |
| | | 12,215 | 23,653 |



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22. 其他應付款項及應計款項

22. OTHER PAYABLES AND ACCRUALS

| | | 本集團 Group | | 本公司 Company | |
|---------------|-----------------------------------|-------------------------|-------------------------|-------------------------|-------------------------|
| | | 2001 千港元 HK\$'000 | 2000 千港元 HK\$'000 | 2001 千港元 HK\$'000 | 2000 千港元 HK\$'000 |
| 附註 Note | | | | | |
| 應計款項及 其他負債 | Accruals and other liabilities | 48,912 | 40,214 | 5,734 | 19,072 |
| 應付董事款項 | Due to a director | 23 | 160 | – | 160 |
| 應付少數股東 款項 | Due to a minority shareholder | 163 | – | – | – |
| | | 49,075 | 40,374 | 5,734 | 19,232 |

23. 應付董事／中間控股公司款項

23. DUE TO A DIRECTOR/AN INTERMEDIATE HOLDING COMPANY

應付董事及應付中間控股公司之款項乃無抵押、免息及無固定還款期。

The amounts due to a director and an intermediate holding company were unsecured, interest-free and had no fixed terms of repayment.

24. 銀行及其他借款

24. BANK AND OTHER BORROWINGS

| | | 本集團 Group | | 本公司 Company | |
|------------------|--|-------------------------|-------------------------|-------------------------|-------------------------|
| | | 2001 千港元 HK\$'000 | 2000 千港元 HK\$'000 | 2001 千港元 HK\$'000 | 2000 千港元 HK\$'000 |
| 附註 Notes | | | | | |
| 銀行透支 | Bank overdrafts | 25 | 21,476 | – | – |
| 銀行及其他借款 之即期部份 | Current portion of bank and other borrowings | 25 | 63,846 | 13,000 | – |
| 應付租購合約 之即期部份 | Current portion of hire purchase contract payables | 26 | 205 | – | – |
| | | 54,226 | 85,527 | 13,000 | – |



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25. 銀行及其他借款

25. BANK AND OTHER BORROWINGS

| | | 本集團 Group | | 本公司 Company | |
|--------------------|--|-------------------------|-------------------------|-------------------------|-------------------------|
| | | 2001 千港元 HK\$'000 | 2000 千港元 HK\$'000 | 2001 千港元 HK\$'000 | 2000 千港元 HK\$'000 |
| 銀行透支： | Bank overdrafts: | | | | |
| 有抵押 | Secured | - | 21,475 | - | - |
| 無抵押 | Unsecured | - | 1 | - | - |
| 信託收據貸款，有抵押－附註(a) | Trust receipt loans, secured – note (a) | 2,332 | 12,279 | - | - |
| 銀行貸款： | Bank loans: | | | | |
| 有抵押－附註(b) | Secured – note (b) | 45,485 | 48,643 | - | - |
| 無抵押－附註(c) | Unsecured – note (c) | 28,200 | - | - | - |
| | | 76,017 | 82,398 | - | - |
| 可換股票據： | Convertible notes: | | | | |
| 銀行可換股票據， | Bank Convertible Note, | | | | |
| 有抵押－附註(d) | secured – note (d) | 40,000 | - | 40,000 | - |
| 債權人可換股票據， | Creditor Convertible Note, | | | | |
| 有抵押－附註(e) | secured – note (e) | 13,000 | - | 13,000 | - |
| 其他貸款，無抵押－附註(f) | Other loans, unsecured – note (f) | 8,167 | 2,924 | - | - |
| | | 137,184 | 85,322 | 53,000 | - |
| 須於一年內或按通知即時償還之銀行透支 | Bank overdrafts repayable within one year or on demand | - | 21,476 | - | - |
| 須償還之銀行貸款： | Bank loans repayable: | | | | |
| 須於一年內或按通知即時償還 | Within one year or on demand | 32,932 | 60,922 | - | - |
| 於第二年 | In the second year | 3,098 | - | - | - |
| 於第三至第五年(首尾兩年包括在內) | In the third to fifth years, inclusive | 23,992 | - | - | - |
| 五年以上 | Beyond five years | 15,995 | - | - | - |
| | | 76,017 | 60,922 | - | - |
| 須償還之可換股票據： | Convertible notes repayable: | | | | |
| 須於一年內或按通知即時償還 | Within one year or on demand | 13,000 | - | 13,000 | - |
| 於第二年 | In the second year | 2,000 | - | 2,000 | - |
| 於第三至第五年(首尾兩年包括在內) | In the third to fifth years, inclusive | 38,000 | - | 38,000 | - |
| 五年以上 | Beyond five years | - | - | - | - |
| | | 53,000 | - | 53,000 | - |
| 須償還之其他貸款： | Other loans repayable: | | | | |
| 須於一年內或按通知即時償還 | Within one year or on demand | 8,167 | 2,924 | - | - |
| 銀行借款及其他借款總計 | Total bank and other borrowings | 137,184 | 85,322 | 53,000 | - |
| 列作流動負債之部份－附註24 | Portion classified as current liabilities – note 24 | (54,099) | (85,322) | (13,000) | - |
| 長期部份 | Long term portion | 83,085 | - | 40,000 | - |

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25. 銀行及其他借款 (續)

25. BANK AND OTHER BORROWINGS

(continued)

(a) 本集團之信託收據貸款乃以於結算日現存價值3,000,000港元之本集團之投資物業，及本公司簽訂之企業擔保作為抵押。

(a) The Group's trust receipts loans were secured by one of the Group's investment properties with an aggregate carrying value of HK\$3,000,000 at the balance sheet date and corporate guarantee executed by the Company.

(b) 銀行貸款之主要條款綜合如下：

(b) The principal terms of the bank loans are summarized below:

借款人：
Lender: 新華銀行
Sin Hua Bank Ltd.

本金：
Principal Amount: A部份信貸－39,986,711港元
Tranche A facility – HK\$39,986,711
B部份信貸－5,498,607港元
Tranche B facility – HK\$5,498,607

利率：
Interest: A部份信貸年息相等於香港優惠利率減1.5厘。利息每月支付。
The Tranche A facility bears an interest rate equal to the Hong Kong prime lending rate minus 1.5 per cent per annum. The interest is payable each month.

B部份信貸不計利息。
The Tranche B facility bears no interest.

還款：
Repayment: A部份信貸於提取後36個月後分四年償還，償還金額分別為本金之10%、20%、30%及40%。
The Tranche A facility is repayable by 4 annual instalments commencing 36 months after drawdown in the respective amounts of 10%, 20%, 30% and 40% of the principal amount.

B部份信貸乃分兩期償還，2,400,000港元於提取後12個月後償還，餘款於其後12個月償還。
The Tranche B facility is repayable by 2 instalments, HK\$2.4 million on the date falling 12 months after drawdown and the residual balance repayable 12 months thereafter.

銀行貸款乃由本公司之全資附屬公司華宏有限公司於二零零零年四月二十七日提取。

The bank loans were drawn down by China Vantage Limited, a wholly owned subsidiary of the Company, on 27 April 2000.



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25. 銀行及其他借款 (續)

(b) (續)

本集團之銀行貸款乃以下列各項作為抵押：

- (i) 於結算日現存價值40,150,000港元之本集團之若干投資物業；
 - (ii) 本集團若干附屬公司之股本、業務、物業、資產及權利之固定及浮動抵押；
 - (iii) 轉讓本集團位於香港之若干投資物業之租金；
 - (iv) 本集團若干附屬公司之債權證；及
 - (v) 本公司及其若干附屬公司簽訂之企業擔保。
- (c) 本集團之無抵押銀行貸款之年息為6.65厘，並須於二零零二年二月十六日償還。

25. BANK AND OTHER BORROWINGS

(continued)

(b) (continued)

The Group's bank loans were secured by:

- (i) Certain of the Group's investment properties with an aggregate carrying value of HK\$40,150,000 at the balance sheet date;
 - (ii) Fixed and floating charges over certain of the Group's subsidiaries shares, undertakings, properties, assets and rights;
 - (iii) Assignment of rentals over certain of the Group's investment properties situated in Hong Kong;
 - (iv) Debentures over certain of the Group's subsidiaries; and
 - (v) Corporate guarantees executed by the Company and certain of its subsidiaries.
- (c) The Group's unsecured bank loan bears interest at 6.65% per annum and is repayable on 16 February 2002.

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25. 銀行及其他借款 (續)

25. BANK AND OTHER BORROWINGS

(continued)

- (d) 銀行可換股票據(「票據」)之主要條款綜合如下:
- (d) The principal terms of the Bank Convertible Note (“Note”) are summarised below:
- | | |
|----------------------|---|
| 發行人: | 本公司 |
| Issuer: | The Company |
| 票據持有人: | 新華銀行 |
| Noteholder: | Sin Hua Bank Ltd. |
| 本金: | 40,000,000港元 |
| Principal amount: | HK\$40,000,000 |
| 投票權: | 票據持有人不能出席本公司任何會議及於會上投票 |
| Voting: | The Noteholder is not entitled to attend or vote at any meetings of the Company |
| 兌換價: | 每股0.10港元, 可予調整 |
| Conversion price: | HK\$0.10 per share, subject to adjustment |
| 利息: | 年息4厘, 須於票據發行日期起計六個月及一年到期之日, 以及其後分別於每六個月到期之日直至期滿日為止, 於每半年結束時支付。 |
| Interest: | 4% per annum, payable semi-annually in arrears on dates falling six months and one year after the date of issue of the Note and on the respective dates falling every six months thereafter until the maturity date. |
| 還款: | 未償還本金額, 本公司須於票據發行日期起計兩週年後每六個月及一年到期之日及其後每半年一期連續六期償還, 償還金額分別為未償還本金額之5%、5%、10%、10%、35%及35%。 |
| Repayment: | The Company is required to repay the principal amount outstanding by six semi-annual successive instalments on dates falling six months and one year after the second anniversary of the date of issue of the Note and on the anniversaries of such dates of each year thereafter in the respective amounts of 5%, 5%, 10%, 10%, 35% and 35% of the principal amount outstanding. |
| 到期: | 本公司須於票據發行日期起計第五週年向票據持有人償還按有關票據未償還之本金連同未付之利息。 |
| Maturity: | The Company is required to repay the principal monies outstanding under the relevant Note to the Noteholder together with accrued interest on the fifth anniversary of the date of issue of the Note. |
| 兌換權利: | 票據持有人有權於到期日前隨時以全部或部份票據之本金額兌換本公司之新普通股。當以兌換價全數行使票據, 按現時之股本結構, 將會向票據持有人發行400,000,000股本公司新普通股。 |
| Right of conversion: | Noteholder has the right to convert the whole or part of the principal amount of the Note into new ordinary shares of the Company at any time prior to maturity. Upon the full conversion of the Note at the conversion price, based on the existing capital structure, 400,000,000 new ordinary shares of the Company will be issued to the Noteholder. |



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25. 銀行及其他借款 (續)

25. BANK AND OTHER BORROWINGS

(continued)

(d) (續)

當股東於二零零零年四月二十五日舉行之本公司特別大會上通過發行票據之普通決議案後，票據已於二零零零年四月二十七日發行予新華銀行。

票據以下列各項作為抵押：

- (i) 本集團若干投資物業；
- (ii) 本集團若干附屬公司之股本、業務、物業、資產及權利之固定及浮動抵押；及
- (iii) 轉讓本集團位於香港之若干投資物業之租金。

(e) 債權人可換股票據（「票據」）之主要條款綜合如下：

發行人： 本公司
Issuer: The Company

票據持有人： 鑫元貿易有限公司
Noteholder: Xinyuan Trading Company Limited

本金： 13,000,000港元
Principal amount: HK\$13,000,000

投票權： 票據持有人不可出席本公司任何會議或於會上投票
Voting: The Noteholder is not entitled to attend or vote at any meetings of the Company

兌換價： 每股0.10港元，可予調整
Conversion price: HK\$0.10 per share, subject to adjustment

利息： 年息4厘，分兩期支付，首期須於發行票據當日六個月後支付；第二期須於到期日支付。
Interest: 4% per annum, payable by two instalments, the first to be payable on date falling six months from the date of issue of the Note; and the second to be payable on the maturity date.

還款： 本公司須於到期日一次過償還本金。
Repayment: The Company shall repay the principal amount of the Note outstanding in one lump sum on the maturity date.

到期： 本公司須於二零零一年四月二十七日到期日向票據持有人償還按有關票據未償還之本金連同未付之利息。
Maturity: The Company is required to repay the principal monies outstanding under the relevant Note to the Noteholder together with accrued interest upon its maturity on 27 April 2001.

兌換權利： 票據持有人有權於到期日前隨時以全部或部份票據之本金額兌換本公司之新普通股，當以兌換價全數行使票據，按現時之股本結構，將會向票據持有人發行130,000,000股新普通股。

Right of conversion: Noteholder has the right to convert the whole or part of the principal amount of the Note into new ordinary shares of the Company at any time prior to maturity. Upon the full conversion of the Note at the conversion price, based on the existing capital structure 130,000,000 new ordinary shares of the Company will be issued to the Noteholder.



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25. 銀行及其他借款 (續)

(e) (續)

當股東於二零零零年四月二十五日舉行之本公司特別大會上通過發行票據之普通決議案後，票據已於二零零零年四月二十七日發行予鑫元貿易有限公司。

票據乃以本集團長期投資Hennabun Management Inc. 4.32%之已發行股本作抵押。

結算日後，於二零零一年四月二十七日，本公司之債權人，鑫元貿易有限公司，根據債權人可換股票據行使其換股權把票據兌換為本公司每股0.10港元之130,000,000股普通股，該批股份隨後於二零零一年五月二十一日轉讓予Hong Tau之全資附屬公司，Wai Fat International Limited。用以抵押之股份亦隨後獲解除。

(f) 本集團列為流動負債之其他貸款為無抵押及需按通知即時償還。其他貸款乃包括拖欠附屬公司之董事款項2,256,000港元，其中799,000港元乃不計利息，餘額之年利率由3.06%至7.029%。

25. BANK AND OTHER BORROWINGS

(continued)

(e) (continued)

The Note was issued to Xinyuan Trading Company Limited on 27 April 2000 following an ordinary resolution approving the issue of the Note passed by the shareholders at the Company's special general meeting held on 25 April 2000.

The Note was secured by a share charge over 4.32% of the issued share capital in Hennabun Management Inc., being a long term investment of the Group.

Subsequent to the balance sheet date on 27 April 2001, the Company's creditor, Xinyuan Trading Company Limited, exercised its conversion rights under the Creditor Convertible Note to convert the convertible note into 130 million ordinary shares of HK\$0.10 each in the Company. These shares were subsequently transferred, on 21 May 2001, to Wai Fat International Limited, a wholly owned subsidiary of Hong Tau. The securities pledged were also subsequently released.

(f) Other loans of the Group included under current liabilities are unsecured and are repayable on demand. Included in other loans is an amount of HK\$2,256,000 due to a director of a subsidiary, which HK\$799,000 is interest-free, with the remaining balances bearing interest at rates ranging from 3.06% to 7.029% per annum.



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26. 租購合約之應付款項

26. HIRE PURCHASE CONTRACT PAYABLES

於結算日根據租購合約之責任如下：

There were obligations under hire purchase contracts at the balance sheet date as follows:

| | | 本集團 Group | |
|----------------------|--|-------------------------|-------------------------|
| | | 2001 千港元 HK\$'000 | 2000 千港元 HK\$'000 |
| 應付款項： | Amounts payable: | | |
| 一年內 | Within one year | 158 | 254 |
| 第二年 | In the second year | 92 | 86 |
| 第三至第五年 (首尾兩年包括在內) | In the third to fifth years, inclusive | 120 | 20 |
| 租購合約最低付款總額 | Total minimum hire purchase contract payments | 370 | 360 |
| 日後租購費用 | Future hire purchase charges | (74) | (70) |
| 租購合約應付款項 淨額之總額 | Total net hire purchase contract payables | 296 | 290 |
| 列作流動負債之 部份－附註24 | Portion classified as current liabilities – note 24 | (127) | (205) |
| 長期部份 | Long term portion | 169 | 85 |

27. 股本

27. SHARE CAPITAL

| 股份 | | Shares | |
|--|---|-------------------------|-------------------------|
| | | 2001 千港元 HK\$'000 | 2000 千港元 HK\$'000 |
| 法定股本： | Authorised: | | |
| 3,000,000,000股(二零零零年： 1,000,000,000股)每股面值0.10港元之普通股 | 3,000,000,000 (2000: 1,000,000,000) ordinary shares of HK\$0.10 each | 300,000 | 100,000 |
| 已發行及繳足股本： | Issued and fully paid: | | |
| 1,253,396,700股(二零零零年： 596,983,490股)每股面值0.10港元之普通股 | 1,253,396,700(2000: 596,983,490) ordinary shares of HK\$0.10 each | 125,339 | 59,698 |

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27. 股本 (續)

年內，錄得下列股本變動：

- (a) 根據於二零零零年四月二十五日舉行之股東特別大會上所通過之特別及普通決議案，並於二零零零年四月二十六日生效，
- (i) 藉註銷每股已繳股份中之0.08港元，將當時現有股份之面值由每股面值0.10港元削減至每股面值0.02港元。因削減股本所得之進項約47,759,000港元，將用作撤銷本公司同等數額之部份累積虧損，法定惟未發行股份乃獲重新指定及拆細為每股面值0.02港元之股份。
- (ii) 本公司當時每股面值0.02港元之已發行及未發行股份乃按每五股每股面值0.02港元之股份合併為一股每股面值0.10港元之股份之基準合併。
- (iii) 藉增設2,000,000,000股每股面值0.10港元新合併股份，將本公司當時之法定股本由100,000,000港元增加至300,000,000港元。
- (b) 於二零零零年四月二十六日，以認購價每股0.10港元發行每股面值0.10港元之800,000,000股新股份予Tin Ming Management Limited，於扣除開支前之總現金代價為80,000,000港元。
- (c) 於二零零零年四月二十八日，以認購價每股0.10港元發行每股面值0.10港元之200,000,000股新股份予三位獨立私人投資者，於扣除開支前之總現金代價為20,000,000港元。
- (d) 於二零零零年九月二十二日，以認購價每股0.60港元發行每股面值0.10港元之134,000,000股新股份予若干投資者，於扣除開支前之總現金代價約80,000,000港元。

27. SHARE CAPITAL (continued)

During the year, the following movements in share capital were recorded:

- (a) Pursuant to special and ordinary resolutions passed at a special general meeting held on 25 April 2000, which became effective on 26 April 2000:
- (i) The nominal value of the then existing shares was reduced from HK\$0.10 each to HK\$0.02 each by cancelling HK\$0.08 on each paid up share. The credit arising as a result of the capital reduction of approximately HK\$47,759,000 was applied to partially eliminate the accumulated losses of the Company by the same amount. The authorised, but unissued shares were re-designated and subdivided into shares of HK\$0.02 each.
- (ii) The issued and unissued shares of HK\$0.02 each of the Company were consolidated on the basis of every five shares of HK\$0.02 each into one share of HK\$0.10 each.
- (iii) The Company's authorised share capital was increased from HK\$100,000,000 to HK\$300,000,000 by the creation of 2,000,000,000 new consolidated shares of HK\$0.10 each.
- (b) On 26 April 2000, 800 million new shares of HK\$0.10 each were issued to Tin Ming Management Limited for cash at a subscription price of HK\$0.10 per share for a total cash consideration, before expenses, of HK\$80 million.
- (c) On 28 April 2000, 200 million new shares of HK\$0.10 each were issued to three independent private investors for cash at a subscription price of HK\$0.10 per share for a total cash consideration, before expenses, of HK\$20 million.
- (d) On 22 September 2000, 134 million new shares of HK\$0.10 each were issued to certain investors for cash at a subscription price of HK\$0.60 per share for a total cash consideration, before expenses, of approximately HK\$80 million.



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27. 股本 (續)

以下為年內本公司普通股本變動之交易摘要：

27. SHARE CAPITAL (continued)

A summary of the transactions during the year with reference to the above movements of the Company's ordinary share capital is as follows:

| | | 每股0.10港幣 之普通股數目 Number of ordinary shares of HK\$0.10 each 千股 '000 | 金額 Amount 千港元 HK\$'000 |
|-------------------------------------|---|--|---------------------------------|
| 於二零零零年四月一日 | As at 1 April 2000 | 596,983 | 59,698 |
| 削減股份面值及合併現有 之普通股 | Reduction in nominal value and consolidation of existing ordinary shares | (477,586) | (47,759) |
| Tin Ming Management Limited 認購股份 | Subscription by Tin Ming Management Limited | 800,000 | 80,000 |
| 於二零零零年四月二十八日 之私人配售 | Private placement on 28 April 2000 | 200,000 | 20,000 |
| 於二零零零年九月二十二日 之私人配售 | Private placement on 22 September 2000 | 134,000 | 13,400 |
| 於二零零一年三月三十一日 | As at 31 March 2001 | 1,253,397 | 125,339 |

購股權

於一九九七年九月二十二日，本公司批准一項購股權計劃（「該計劃」）。據此，董事可酌情向本公司及其附屬公司之董事及僱員授出可認購本公司股份之購股權。授出之購股權可認購之最高股份數目不得超過本公司不時已發行股本之10%。該計劃於一九九七年九月二十二日至二零零一年十一月五日期間生效。授予任何合資格人士之購股權，其可認購股份最多不得超過根據該計劃授出之購股權可認購股份之最高數目25%。

Share options

On 22 September 1997, the Company approved a share option scheme (the "Scheme") under which the directors may, at their discretion, grant options to directors and employees of the Company and its subsidiaries to subscribe for shares in the Company. The maximum number of shares in respect of which options may be granted may not exceed 10% of the share capital of the Company in issue from time to time. The Scheme will remain in force for the period from 22 September 1997 to 5 November 2001. The maximum number of shares in respect of which options may be granted to any eligible person may not exceed 25% of the maximum number of shares in respect of which options may be granted under the Scheme.



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27. 股本 (續)

購股權 (續)

於二零零零年四月一日，尚有19,200,000份可供持有人由一九九七年十月三十日至二零零一年三月二十五日期間認購本公司股份之尚未行使之購股權。行使該等購股權應付之行使價介乎每股0.30港元至0.67港元（可予以調整）。然而，基於財務報表附註2所述於二零零零年四月二十六日行使之本公司股本重組，購股權已合併為3,840,000份及該等購股權行使時之應付行使價已調整至介乎每股1.50港元至3.35港元。所有購股權於年內作廢。

於年內，合共108,940,000份購股權以現金代價十一港元授予給若干董事及僱員。於二零零一年三月三十一日，本公司尚有108,940,000份購股權可供持有人由二零零零年五月十六日至二零零三年十月二十九日期間認購本公司股份之尚未行使之購股權。根據二零零一年三月三十一日本公司之股本結構，行使所有剩餘之購股權將導致發行每股0.10港元之108,940,000之額外股份。

27. SHARE CAPITAL (continued)

Share options (continued)

As at 1 April 2000, there were 19,200,000 options outstanding which entitled the holders to subscribe for shares of the Company during certain periods which range from 30 October 1997 to 25 March 2001. The subscription price payable upon the exercise of such options ranges from HK\$0.30 each to HK\$0.67 each, subject to adjustment. As a result of the capital restructuring of the Company on 26 April 2000 as further detailed in note 2 to the financial statements, the number of share options were consolidated to 3,840,000 and subscription price payable for a consolidated share upon the exercise of such options was adjusted and ranges from HK\$1.50 each to HK\$3.35 each. All the share options lapsed during the year.

During the year, a total of 108,940,000 share options were granted to certain directors and employees for cash consideration of HK\$11.00. As at 31 March 2001, the Company had 108,940,000 outstanding share options which entitled the holders to subscribe for shares of the Company during certain periods which range from 16 May 2000 to 29 October 2003. The exercise in full of the remaining share options would, under the capital structure of the Company as at 31 March 2001, result in the issue of 108,940,000 additional shares of HK\$0.10 each.



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28. 儲備

28. RESERVES

本集團

Group

| | | 資本 贖回儲備 | 資本儲備 | 繳入盈餘 | 滙兌 浮動儲備 | 累積虧損 | 總額 | |
|-----------------|--|--------------------------|----------------------------------|--------------------|------------------------|------------------------------------|-----------------------|-----------------|
| | | 股份溢價 Share premium | Capital redemption reserve | Capital reserve | Contributed surplus | Exchange fluctuation reserve | Accumulated losses | Total |
| | | 千港元 HK\$'000 | 千港元 HK\$'000 | 千港元 HK\$'000 | 千港元 HK\$'000 | 千港元 HK\$'000 | 千港元 HK\$'000 | 千港元 HK\$'000 |
| 於一九九九年四月一日 | At 1 April 1999 | 75,693 | 297 | 12,278 | 80,933 | 6 | (313,897) | (144,690) |
| 發行股份 | Issue of shares | 320 | - | - | - | - | - | 320 |
| 發行股份費用 | Share issue expenses | (204) | - | - | - | - | - | (204) |
| 本年度虧損 | Loss for the year | - | - | - | - | - | (5,865) | (5,865) |
| 於二零零零年三月三十一日及年初 | At 31 March 2000 and beginning of year | 75,809 | 297 | 12,278 | 80,933 | 6 | (319,762) | (150,439) |
| 削減股本 - 附註27 | Capital reduction - note 27 | - | - | - | - | - | 47,759 | 47,759 |
| 發行股份 | Issue of shares | 67,000 | - | - | - | - | - | 67,000 |
| 發行股份費用 | Share issue expenses | (2,427) | - | - | - | - | - | (2,427) |
| 本年度虧損 | Loss for the year | - | - | - | - | - | (15,296) | (15,296) |
| 於二零零一年三月三十一日 | At 31 March 2001 | 140,382 | 297 | 12,278 | 80,933 | 6 | (287,299) | (53,403) |

本公司

Company

| | | 資本 贖回儲備 | 繳入盈餘 | 累積虧損 | 總額 | |
|-----------------|--|--------------------------|----------------------------------|------------------------|-----------------------|-----------------|
| | | 股份溢價 Share premium | Capital redemption reserve | Contributed surplus | Accumulated losses | Total |
| | | 千港元 HK\$'000 | 千港元 HK\$'000 | 千港元 HK\$'000 | 千港元 HK\$'000 | 千港元 HK\$'000 |
| 於一九九九年四月一日 | At 1 April 1999 | 75,693 | 297 | 78,810 | (217,867) | (63,067) |
| 發行股份 | Issue of shares | 320 | - | - | - | 320 |
| 發行股份費用 | Share issue expenses | (204) | - | - | - | (204) |
| 本年度虧損 | Loss for the year | - | - | - | (7,951) | (7,951) |
| 於二零零零年三月三十一日及年初 | At 31 March 2000 and beginning of year | 75,809 | 297 | 78,810 | (225,818) | (70,902) |
| 削減股本 - 附註27 | Capital reduction - note 27 | - | - | - | 47,759 | 47,759 |
| 發行股份 | Issue of shares | 67,000 | - | - | - | 67,000 |
| 發行股份費用 | Share issue expenses | (2,427) | - | - | - | (2,427) |
| 本年度虧損 | Loss for the year | - | - | - | (133,631) | (133,631) |
| 於二零零一年三月三十一日 | At 31 March 2001 | 140,382 | 297 | 78,810 | (311,690) | (92,201) |

財務報表附註 / Notes to Financial Statements

二零零一年三月三十一日
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29. 綜合現金流量附註

29. NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT

(a) 經營業務溢利／(虧損)與經營業務之現金流出淨額調節表

(a) Reconciliation of profit/(loss) from operating activities to net cash outflow from operating activities

| | | 本集團 Group | |
|---------------------------|---|-------------------------|-------------------------|
| | | 2001 千港元 HK\$'000 | 2000 千港元 HK\$'000 |
| 經營業務溢利／(虧損) | Profit/(loss) from operating activities | (11,067) | 2,132 |
| 利息收入 | Interest income | (5,409) | (39) |
| 折舊 | Depreciation | 2,514 | 1,175 |
| 短期投資公平價值 改變之虧損 | Loss on changes in fair value of short term investments | 2,689 | - |
| 出售短期投資之收益 | Gain on disposal of short term investments | (1,403) | - |
| 出售投資物業之虧損 | Loss on disposal of investment properties | - | 1,020 |
| 重估投資物業之 (盈餘)／減值 | (Surplus)/deficit on revaluation of investment properties | (1,299) | 1,500 |
| 長期投資之減值撥備 | Provisions for impairments in values of long term investments | 2,000 | - |
| 應付貿易賬款撇銷 | Write back of trade payables | - | (4,478) |
| 出售固定資產之虧損 | Loss on disposal of fixed assets | 242 | 33 |
| 固定資產報銷 | Fixed assets written off | - | 3 |
| 應收賬款呆賬撥備回轉 | Reversal of provisions for doubtful receivables | (3,000) | (12,262) |
| 應收貿易賬款 (增加)／減少 | (Increase)/decrease in trade receivables | (723) | 265 |
| 存貨之(增加)／減少 | (Increase)/decrease in inventories | (2,903) | 1,472 |
| 預付款項、按金及其他 應收款項(增加)／減少 | (Increase)/decrease in prepayments, deposits and other debtors | (2,705) | 898 |
| 應收中間控股公司 款項增加 | Increase in amount due from an intermediate holding company | (2,118) | - |
| 應付貿易賬款及票據增加／(減少) | Increase/(decrease) in trade and bills payables | 1,059 | (2,542) |
| 應計款項及其他負債(減少)／增加 | (Decrease)/increase in accruals and other liabilities | (3,400) | 718 |
| 應付中間控股公司款項(減少)／增加 | (Decrease)/increase in amount due to an intermediate holding company | (988) | 988 |
| 應付董事款項(減少)／增加 | (Decrease)/increase in amount due to a director | (160) | 160 |
| 應付少數股東款項增加 | Increase in amount due to a minority shareholder | 163 | - |
| 經營業務之現金流出淨額 | Net cash outflow from operating activities | (26,508) | (8,957) |



財務報表附註 / Notes to Financial Statements

二零零一年三月三十一日

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29. 綜合現金流量附註 (續)

29. NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT (continued)

(b) 年內融資變動之分析

(b) Analysis of changes in financing during the year

| | | 股本(包括 股份溢價) Share capital (including share premium) 千港元 HK\$'000 | 繳入盈餘 Contributed surplus 千港元 HK\$'000 | 銀行及 其他借款 Bank and other borrowings 千港元 HK\$'000 | 租購合約之 應付款項 Hire purchase contract payables 千港元 HK\$'000 | 少數 股東權益 Minority interests 千港元 HK\$'000 |
|-------------------------------------|---|---|---|---|--|--|
| 於一九九九年四月一日 | At 1 April 1999 | 125,331 | 80,933 | 73,548 | 494 | 3 |
| 解散附屬公司 | Dissolution of subsidiaries | - | - | - | - | (3) |
| 債務轉讓 | Debt assignment | - | - | (12,262) | - | - |
| 融資活動之現金 流入/(流出)淨額 | Cash inflow/(outflow) from financing activities, net | 10,176 | - | 193 | (204) | - |
| 於二零零零年三月 三十一日及年初 | At 31 March 2000 and beginning of year | 135,507 | 80,933 | 61,479 | 290 | - |
| 於年內收購附屬公司 | Subsidiary acquired during the year | - | - | 36,367 | - | 21,816 |
| 削減股本-附註27 | Capital reduction - note 27 | (47,759) | - | - | - | - |
| 發行債權人可換股票 據以抵銷應付貿易 款項-附註29(c) | Issue of Creditor Convertible Note to set off a trade payable - note 29 (c) | - | - | 13,000 | - | - |
| 融資活動之現金 流入/(流出)淨額 | Cash inflow/(outflow) from financing activities, net | 177,973 | - | 24,006 | (244) | - |
| 訂立租購合約 | Inception of hire purchase contracts | - | - | - | 250 | - |
| 於二零零一年三月 三十一日 | At 31 March 2001 | 265,721 | 80,933 | 134,852 | 296 | 21,816 |



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31 March 2001

29. 綜合現金流量附註 (續)

29. NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT (continued)

(c) 主要非現金交易

根據債權人重組協議，本公司向債權人發行13,000,000港元債權人可換股票據以抵銷本集團欠債權人相等數額之債務。債權人可換股票據之進一步詳情載於附註25(e)及33(a)。

(c) Major non-cash transaction

Pursuant to the Creditor Restructuring Agreement, the Company issued to the Creditor a HK\$13 million Creditor Convertible Note to set off the Group's trade payable of the same amount owed to the Creditor. Further details of the Creditor Convertible Note are set out in notes 25(e) and 33(a).

(d) 收購附屬公司

(d) Acquisition of a subsidiary

| | | 2001 千港元 HK\$'000 | 2000 千港元 HK\$'000 |
|----------------|---|-------------------------|-------------------------|
| 收購之資產淨值： | Net assets acquired: | | |
| 於聯營公司之權益 | Interests in associates | 3,788 | - |
| 固定資產 | Fixed assets | 71,162 | - |
| 長期投資 | Long term investments | 1,175 | - |
| 無形資產 | Intangible assets | 20,829 | - |
| 現金及銀行存款 | Cash and bank balances | 3,261 | - |
| 存貨 | Inventories | 3,227 | - |
| 應收貿易賬款 | Trade receivables | 2,918 | - |
| 預付款項，按金及其他應收款項 | Prepayments, deposits and other receivables | 1,653 | - |
| 應付貿易賬款 | Trade payables | (503) | - |
| 應計款項及其他負債 | Accruals and other liabilities | (20,408) | - |
| 銀行貸款，無抵押 | Bank loan, unsecured | (28,200) | - |
| 其他貸款，無抵押 | Other loans, unsecured | (8,167) | - |
| 少數股東權益 | Minority interests | (21,816) | - |
| | | 28,919 | - |
| 收購產生之商譽 | Goodwill on acquisition | 5,939 | - |
| 代價 | Consideration | 34,858 | - |
| 支付方式： | Satisfied by: | | |
| 現金 | Cash | 32,553 | - |
| 收購產生之雜項費用 | Incidental acquisition costs | 2,305 | - |
| | | 34,858 | - |



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29. 綜合現金流量附註 (續)

29. NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT (continued)

(d) 收購附屬公司 (續)

(d) Acquisition of a subsidiary (continued)

就收購附屬公司之現金及現金相等物之流出淨額分析：

Analysis of the net outflow of cash and cash equivalents in respect of the acquisition of a subsidiary:

| | | 2001 千港元 HK\$'000 | 2000 千港元 HK\$'000 |
|----------------------------|--|-------------------------|-------------------------|
| 收購之現金及 銀行存款 | Cash and bank balances acquired | 3,261 | - |
| 現金代價 | Cash consideration | (34,858) | - |
| 收購項目之現金及 現金相等物之 流出淨額 | Net outflow of cash and cash equivalents in respect of the acquisition | (31,597) | - |

於本年度內收購之附屬公司並無對本集團之現金流量、營業額及未計少數股東權益之綜合虧損有重大貢獻。

The subsidiary acquired during the year made no significant contribution to the Group in respect of the cash flows, turnover and contribution to the consolidated loss before minority interests for the year.

30. 或然負債

30. CONTINGENT LIABILITIES

於二零零一年三月三十一日，本公司就給予若干附屬公司之融資而向銀行作出約50,487,000港元（二零零零年：91,500,000港元）之擔保。有關貸款已動用約47,817,000港元（二零零零年：82,398,000港元）。

As at 31 March 2001, the Company had given guarantees of approximately HK\$50,487,000 (2000: HK\$91,500,000) to banks in connection with facilities granted to certain subsidiaries. The facilities were utilised to the extent of approximately HK\$47,817,000 (2000: HK\$82,398,000).

除上文所披露外，於結算日本集團或本公司並無任何重大或然負債。

Save as disclosed above, neither the Group nor the Company had any significant contingent liabilities as at the balance sheet date.



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二零零一年三月三十一日
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31. 承擔

31. COMMITMENTS

| | | 本集團 Group | |
|-----------|------------------------------------|-------------------------|-------------------------|
| | | 2001 千港元 HK\$'000 | 2000 千港元 HK\$'000 |
| (a) 資本承擔： | (a) Capital commitments: | | |
| 已訂約，但未作撥備 | Contracted, but not provided for | 10,623 | 8,346 |
| 已批准，但未訂約 | Authorised, but not contracted for | 8,420 | 8,420 |
| | | 19,043 | 16,766 |

(b) 經營租約承擔

於二零零一年三月三十一日，本集團根據不可撤銷之經營租約於下年度應付之承擔如下：

(b) Commitments under operating leases

As at 31 March 2001, the Group had commitments under non-cancellable operating leases to make payments in the following year as follows:

| | | 2001 千港元 HK\$'000 | 2000 千港元 HK\$'000 |
|----------------------|--|-------------------------|-------------------------|
| 土地及樓宇屆滿期： | Land and buildings expiring: | | |
| 一年內 | Within one year | 1,668 | 2,480 |
| 第二至第五年（首尾 兩年包括在內） | In the second to fifth years, inclusive | 6,490 | 2,079 |
| | | 8,158 | 4,559 |

於結算日，本公司並無任何重大承擔。

At the balance sheet date, the Company did not have any significant commitments.



財務報表附註 / Notes to Financial Statements

二零零一年三月三十一日

31 March 2001

32. 關連人士交易

於年內，深圳市德廬投資發展有限公司，一家本公司之董事，孫曉路先生擁有重大影響力之公司，就本公司之一間附屬公司之銀行貸款向一間銀行提供擔保，於二零零一年三月三十一日，該銀行貸款達人民幣30,000,000元。

33. 結算日後之事項

- (a) 結算日後，於二零零一年四月二十七日，本公司債權人，鑫元貿易有限公司，根據債權人可換股票據行使其換股權把可換股票據兌換為本公司每股0.10港元之130,000,000股普通股。該批股份隨後於二零零一年五月二十一日轉讓予Hong Tau之全資附屬公司Wai Fat International Limited。用以抵押之股份亦隨後獲解除。
- (b) 於二零零零年十一月，本公司與兩位獨立第三者訂立協議根據中國法律成立一間中外合資公司，名為「揚州揚大港葯基因工程有限公司」（簡稱「揚大港葯」）。根據協議，本公司與上述訂約方同意分別向揚大港葯投入10,500,000元人民幣、15,000,000元人民幣及5,000,000元人民幣之資本，即分別為註冊資本之34.43%、49.18%及16.39%。於二零零一年四月二十八日，各訂約方已向揚大港葯繳付達25,600,000元人民幣之註冊資本。

32. RELATED PARTY TRANSACTION

During the year, Shenzhen Delu Investment Limited, a company in which a director of the Company, Mr. Sun Hiu Lu, has significant influence, has provided a guarantee in favour of a bank for a bank loan granted to a subsidiary of the Company amounting to RMB30,000,000 as at 31 March 2001.

33. POST BALANCE SHEET EVENTS

- (a) Subsequent to the balance sheet date on 27 April 2001, the Company's creditor, Xinyuan Trading Company Limited, exercised its conversion rights under the Creditor Convertible Note to convert the convertible note into 130 million ordinary shares of HK\$0.10 each in the Company. These shares were subsequently transferred, on 21 May 2001, to Wai Fat International Limited, a wholly owned subsidiary of Hong Tau. The securities pledged were also subsequently released.
- (b) In November 2000, the Company entered into an agreement with two independent third parties to establish a sino-foreign equity joint venture company, namely, Yang Zhou Genetic Engineering Ltd., ("Yang Zhou") under the laws of the PRC. Pursuant to the agreement, the Company and the aforesaid parties agreed to make capital contributions of RMB10.5 million, RMB15 million and RMB5 million, respectively, to Yang Zhou, representing 34.43%, 49.18% and 16.39% of the registered capital of Yang Zhou, respectively. On 28 April 2001, the registered capital of Yang Zhou was paid up to RMB25.6 million by the three parties.



財務報表附註 / Notes to Financial Statements

二零零一年三月三十一日
31 March 2001

33. 結算日後之事項 (續)

- (c) 於二零零一年七月二十日，本公司與若干第三者簽訂諒解備忘錄。據此，待符合某些條件後，第三者同意出售，本公司同意向第三者購入一家於中國成立之有限公司，貴州一樹連鎖藥業有限公司51%的權益。該收購總代價為15,254,400港元，將以現金3,000,000港元以及向第三者發行可按每股1.38港元之價格兌換為本公司股份之12,254,400港元之可換股票據。建議收購之詳情已於二零零一年七月二十三日之本公司公告刊登。

34. 比較金額

若干比較金額已重新分類，以符合本年度之呈列形式。

35. 財務報表之批准

財務報表由董事會於二零零一年七月二十六日核准。

33. POST BALANCE SHEET EVENTS

(continued)

- (c) On 20 July 2001, the Company entered into a memorandum of understanding with certain third parties pursuant to which the third parties have agreed to sell, and the Company has agreed to purchase in aggregate a 51% equity interest owned by the third parties in Gui Zhou Ensure Chain Pharmaceutical Company Limited, a limited liability company incorporated in the PRC, at a total consideration of HK\$15,254,400 to be satisfied by cash payment of HK\$3,000,000 and the issue to the third parties of HK\$12,254,400 convertible notes convertible at HK\$1.38 per share, subject to the satisfaction of certain conditions. Details of the proposed acquisition have been disclosed in the Company's announcement dated 23 July 2001.

34. COMPARATIVE AMOUNTS

Certain comparative amounts have been reclassified to conform with the current year's presentation.

35. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved by the board of directors on 26 July 2001.