

For the year ended 30 June 2001

截至二零零一年六月三十日止年度

1. BASIS OF PREPARATION

The Group is currently in financial difficulty and is negotiating with their bankers and creditors to reschedule the indebtedness in seek their ongoing support to the Group and the Company. However, due to failure of reschedule of debts, several of its subsidiaries have been put to compulsory winding up by the creditors during the year. As a result of its liquidity problem, the Group has temporarily ceased bidding for significant new contracts from last two year.

At the time of preparation of these financial statements:

- (i) certain key members of staff within the Group, in particular, those in the accounting department, had resigned. Accordingly, the books and records of the Group, including those of the Company, subsequent to the balance sheet date have not yet been fully updated;
- (ii) provisions have been made in the current year's income statement to write down the values of certain assets of the Group reflecting their impairment due to the Group's financial positions; and

1. 編製基準

本集團目前正面臨財務困難，早前曾與本集團往來銀行及債權人進行磋商以重組債務，並爭取彼等繼續支持本集團及本公司。數間附屬公司由於重組債務失敗，年內遭債權人強制清盤。基於流動資金問題，本集團自上兩個財政年度開始暫時終止競投任何重大新合約。

在編撰財務報表時：

- (i) 本集團若干主要僱員（尤其是會計部人員）辭任。因此，本集團於結算日後之帳冊及紀錄（包括本公司之帳冊及紀錄）仍未全面更新；
- (ii) 本年度之損益帳已作出撇減本集團若干資產之價值之撥備，以反映本集團之財政狀況所導致之該等資產之損耗；及

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1. BASIS OF PREPARATION (continued)

(iii) as further detailed below, the directors of the Group and the Company are in the process of implementing various measures to improve the Group's and the Company's financial position, immediate liquidity, cash flows, profitability and operations. In formulating and implementing these measures, the directors of the Group and the Company have made use of financial information extracted from the books and records of the Group and the Company, which as aforementioned, have not yet been fully updated subsequently to the year end. Although the directors of the Company believe that they have taken all reasonable steps to identify all material transactions relevant to the preparation of these financial statements, the possibility exists that there may be unrecorded liabilities or other events that have occurred subsequent to the year end and which might cause the Group and the Company to have to increase their working capital requirements. Which may not have addressed by the measures detailed below.

1. 編製基準 (續)

(iii) 按下文所詳述，本集團及本公司董事正實施若干措施，以改善本集團及本公司之財政狀況、即期流動資金、現金流量、盈利能力及營運。在製訂及推行該等措施時，本集團及本公司董事已利用摘錄自本集團及本公司之帳冊及記錄之財務資料，惟誠如上文所述，該等資料於年結日後未有全面更新。儘管本公司董事相信彼等已採取一切合理步驟識別與編撰上述財務報表有關之所有重大交易，但不排除於年結後仍有未記錄之負債或其他事項，而本集團及本公司或須因此增加營運資金，而下文詳述之措施未必能處理有關需求。

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1. BASIS OF PREPARATION (continued)

To strengthen the capital base of the Group and the Company and to improve the Group and the Company's financial position, immediate liquidity, cash flows, restore profitability and normal levels of operations, the directors of the Group and the Company have adopted, and in the process of implementing, the following measures:

- (a) The issue of new share capital of the Company through various fund raising exercises, including, but not limited to, private placements for cash, exercise of share options for cash and settling the amounts due to creditors.
- (b) The Group is in active negotiations with interested parties concerning the orderly disposal of certain of its investments.

Up to the date on which these financial statements were approved, no formal agreements with respect to either a formal standstill arrangement with the Group's Bankers and creditors, or for further equity or other capital injections, had been reached.

Since the Group and the Company continue to face a severe liquidity problem, the ability of the Group and the Company to continue to operate for the foreseeable future depends on the successful outcome of the aforementioned measures to be implemented to secure new/restructured funding for the Group and the Company and on the successful turnaround of their business.

1. 編製基準 (續)

為加強本集團及本公司之資本基礎及改善本集團及本公司之財政狀況、即時流動資金與現金流量、恢復盈利能力及正常營運，本集團及本公司董事已採用並正實施以下措施：

- (a) 透過不同集資活動發行本公司新股本，包括但不限於進行私人配售以獲取現金，行使優先認股權及償還欠付債權人之款項。
- (b) 本集團就逐步出售其若干投資正與有意買方積極進行磋商。

截至批准上述財務報表日期為止，本集團並無與往來銀行及債權人就正式暫緩還款安排或再注入股本或其他資本而訂立任何正式協議。

由於本集團及本公司之流動資金問題仍然嚴重，因此本集團及本公司在可見未來繼續營運之能力須視乎本集團及本公司為獲取新／重組資金而實施之上述措施有否理想成效及業務能否轉好而定。

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1. BASIS OF PREPARATION (continued)

Notwithstanding the foregoing, the directors of the Group and the Company remain optimistic as to the eventual successful outcome of the above measures and that the Group and the Company will have sufficient working capital for their current operational requirements. Accordingly, the financial statements of the Company have been prepared on a going concern basis, notwithstanding the Company's financial position and tight cash flows as at 30 June 2001 and subsequent thereto.

Should the Company be unable to continue in business as a going concern, adjustments would have to be made to restate the values of assets to their recoverable amounts, to provide for any further liabilities which might arise and reclassify non-current assets and liabilities as current assets and liabilities, respectively. The effects of these adjustments have not been reflected in the financial statements.

2. PRINCIPAL ACCOUNTING POLICIES

The financial statements have been prepared in accordance with accounting principles generally accepted in Hong Kong, and comply with the Statements of Standard Accounting Practice ("SSAP") issued by the Hong Kong Society of Accountants and the disclosure requirements of the Hong Kong Companies Ordinance. Principal accounting policies are summarised below:

(a) Basis of measurement

The financial statements are prepared under the historical cost convention as modified by the revaluation of certain properties and investments in securities.

1. 編製基準 (續)

雖然如此，本集團及本公司董事對上述措施之最終成效、本集團及本公司是否有足夠營運資金應付目前之營運需求仍然樂觀。故此，雖然本公司於二零零一年六月三十日及其後之財政狀況欠佳及現金流量短缺，但仍然以持續經營基準編撰財務報表。

倘本公司無法以持續基準繼續經營業務，則會作出調整，以便將資產價值重新計算至可收回款項，就任何其他可能出現之負債作出撥備及將非流動資產與負債分別重新分類為流動資產與負債，而財務報表並無反映上述調整之影響。

2. 主要會計政策

財務報表已根據香港公認之會計準則而編製，並符合香港會計師公會頒佈之會計實務準則（「會計實務準則」）及香港公司條例之披露規定。主要會計政策概述如下：

(a) 計算基準

財務報表乃按原值法編撰，並就重估若干物業及投資證券作出修訂。

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2. PRINCIPAL ACCOUNTING POLICIES (continued)

(b) Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (together the "Group") made up to 30 June 2001. The results of subsidiaries acquired or wound up during the year are included in the consolidated income statement from the effective date of acquisition or up to the issue date of winding up order.

All significant intercompany transactions and balances within the group are eliminated on consolidation.

The gain or loss on the disposal of a subsidiary represents the difference between the proceeds of the sale and the Group's share of its net assets together with any goodwill or capital reserve which was not previously charged or recognised in the consolidated income statement.

Minority interests represent the interests of outside shareholders in the operating results and net assets of subsidiaries.

2. 主要會計政策 (續)

(b) 綜合基準

綜合財務報表包括本公司及其附屬公司(統稱「本集團」)截至二零零一年六月三十日止年度之財務報表。於本年度收購或出售之附屬公司之業績在列入綜合收益表時乃分別自其收購之生效日期起計算或結算至其清盤命令發出日期止。

本集團內各公司間之重大交易及結餘均於綜合帳目時抵銷。

出售附屬公司之收益或虧損指出售所得款項與本集團所佔資產淨額(包括之前未計入或確認於綜合收益表之商譽或資本儲備)之差額。

少數股東權益指外界股東於附屬公司之經營業績及資產淨值之權益。

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2. PRINCIPAL ACCOUNTING POLICIES (continued)

(c) Goodwill or capital reserve

Goodwill or capital reserve on consolidation represents the excess or shortfall of the cost of acquisition over the Group's share of the fair value ascribed to the net assets of the respective subsidiaries, associates and jointly controlled entities acquired at the date of acquisition. In the current year the Group has early adopted SSAP 30 "Business Combination" issued by the Hong Kong Society of Accountants, which is effective for the financial statements covering periods beginning on or after 1 January 2001. The accounting policy for goodwill have been changed that goodwill is recognised as an asset and amortised over its estimated useful lives of ten years. Capital reserve is credited to reserves in the year of acquisition. The Group has adopted the transitional provision of SSAP 30 as appropriate of not restating the goodwill which was previously written off against reserves as intangible assets. Upon disposal of a subsidiary, the unamortised goodwill or capital reserve recognised is reversed and included as investment cost in determining gain or loss on disposal.

2. 主要會計政策 (續)

(c) 商譽或資本儲備

綜合帳目時之商譽或資本儲備，指於收購日期收購成本高於或低於本集團應佔個別所收購附屬公司、聯營公司及共同控制企業資產淨值公平值之部份。於本年度，本集團已提前採納香港會計師公會頒佈之會計實務準則第30號「企業合併」，該準則適用於二零零一年一月一日或以後期間之財務報表。有關商譽之會計政策已作變更，即商譽確認為一項資產及以估計可用年期按十年攤銷。資本儲備於收購年度計入儲備。本集團已適當採納會計實務準則第30號之過渡條文，不將以往自儲備撤銷之商譽重列作無形資產。於出售附屬公司時，未攤銷之商譽或已確認之資本儲備將於計算出售收益或虧損時撥為投資成本。

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2. PRINCIPAL ACCOUNTING POLICIES (continued)

(d) Subsidiaries

A subsidiary is a company in which the Company holds more than 50% of the issued share capital, or controls more than half of the voting power, or controls the composition of the board of directors.

In the Company's financial statements, the investments in subsidiaries are stated at cost less provision for any diminution in value other than temporary in nature. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

(e) Associates

An associate is a company, not being a subsidiary, in which the Group holds not less than 20% of the issued share capital as a long-term investment and exercises a significant influence in its management.

Investments in associates are accounted for in the consolidated balance sheet at the Group's share of net assets of the associates. The results of the associates are accounted for in the consolidated income statement to the extent of the Group's share of the associates' results of operations.

2. 主要會計政策 (續)

(d) 附屬公司

附屬公司乃本公司持有過半數已發行股本、控制其過半數投票權或控制其董事會之組成之公司。

本公司財務報表列於附屬公司之投資乃按成本減任何非臨時性減值撥備，附屬公司之業績則由本公司按已收及應收股息入帳。

(e) 聯營公司

聯營公司並非附屬公司，而是本集團擁有其至少20%具投票權之已發行股本作長期投資，及可對其管理層行使重大影響力之公司。

綜合資產負債表內於聯營公司之投資乃本集團應佔聯營公司之資產淨值列帳。聯營公司之業績乃按本集團應佔聯營公司之經營業績列入綜合損益帳。

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2. PRINCIPAL ACCOUNTING POLICIES (continued)

(f) Jointly controlled entities

A jointly controlled entities is a joint venture which involve the establishment of a separate entity in which the joint venture partners' profit-sharing ratios and share of net assets upon the expiration of the joint venture period are in proportion to their equity interests as set out in the joint venture agreement. A jointly controlled entity is accounted for as (i) a subsidiary if the Group owns more than 50% of the joint venture and is able to govern and control its financial and operating policies and the composition of the board of directors; (ii) an associate if the Group owns 20% or more of the joint venture and is able to exercise significant influence over its management.

(g) Investments in securities

The Group's policies for investments in securities other than investments in subsidiaries and associates are as follows:

- (i) Investments held for an identified long-term strategic purpose are classified as investment securities. Investment securities are stated at cost less provision for diminution in value.

2. 主要會計政策 (續)

(f) 共同控制企業

共同控制企業乃單獨設立之合營公司，其合營夥伴之溢利分佔率及應佔資產淨值於合營期間完結前須按載於合營協議之股權按比例分配。共同控制企業將界定為(i)本集團之附屬公司，倘本集團擁有合營公司過半數股權及可支配及控制其財務、經營政策及董事會之組成；(ii)本集團之聯營公司，倘本集團擁有合營公司20%或以上之股權及能對其管理層行使重大影響力。

(g) 投資證券

本集團處理投資證券(不包括於附屬公司及聯營公司之投資)之政策如下：

- (i) 就一明確長遠目的而持有之投資歸類為投資證券。投資證券乃按成本減任何減值撥備列帳。

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2. PRINCIPAL ACCOUNTING POLICIES (continued)

(g) Investments in securities (continued)

(i) (continued)

The carrying amounts of individual investments are reviewed at each balance sheet date to assess whether the fair values have declined below the carrying amounts. When a decline other than temporary has occurred, the carrying amount of such investments will be reduced to its fair value. The amount of the reduction is recognised as expenses in the income statement.

(ii) All other securities (whether held for trading or otherwise) are stated in the balance sheet at fair value. Changes in fair value are recognised in the income statement as they arise.

(iii) Profits or losses on disposal of investments in securities are determined as the difference between the net disposal proceeds and the carrying amount of the investments and are accounted for in the income statement as they arise.

2. 主要會計政策 (續)

(g) 投資證券 (續)

(i) (續)

個別投資之帳面值於每一結算日會作檢討，以評估公平價值有否降至低於帳面值。倘出現非暫時性下降，該等投資之帳面值將削減至其公平價值。削減數額於收益表內確認為開支。

(ii) 所有其他投資（包括持有作買賣或其他用途）均按公平值列帳資產負債表。公平值之變化須於產生時於收益表確認。

(iii) 出售投資證券之溢利或虧損指出售所得款項淨額與投資帳面值之差額，並須於產生時計入收益表。

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2. PRINCIPAL ACCOUNTING POLICIES (continued)

(h) Property, plant and equipment

(i) Land and buildings

Land and buildings are stated at cost or valuation, being the open market value for existing use at the date of revaluation, less subsequent accumulated depreciation. The Group has adopted the transitional provisions of SSAP 17 "Property, plant and equipment" issued by the Hong Kong Society of Accountants of not making regular revaluations by class of those assets which were revalued prior to the introduction of SSAP 17. These assets are stated at revalued amounts based on revaluations which were reflected in the prior years' financial statements. Upon the disposal of land and buildings, the relevant portion of the realised revaluation reserve in respect of previous valuations is transferred from the revaluation reserve to the income statement.

Depreciation of land is provided on a straight-line basis to write off its cost or valuation over the unexpired periods of the leases.

Depreciation of buildings is provided on a straight-line basis to write off their cost or valuation over the unexpired periods of the leases or their estimated useful lives whichever is shorter. The annual rates used for this purpose are 2% to 5%.

2. 主要會計政策 (續)

(h) 物業、機器及設備之折舊

(i) 土地及樓宇

土地及樓宇按成本或估值(即重估當日作現有用途之公開市值),減其後之累積折舊入帳。本集團已採納香港會計師公會頒佈之會計實務準則第17條「物業、機器及設備」之過渡條文,並無為於發出會計準則第17條之前已加以重估之資產按資產類別作定期重估。此等資產乃按重估金額(以上年度之財務報表所列重估價值為依據)列帳。於出售土地及樓宇時,有關之前估值之變現重估儲備之相關部份將由重估儲備轉撥至收益表。

土地之折舊乃按餘下租約期以直線法撇銷其成本或估值。

樓宇之折舊乃按餘下租約期或估計可使用年期(以較短者為準)以直線法撇銷其成本或估值。所使用之年率為2%至5%。

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2. PRINCIPAL ACCOUNTING POLICIES (continued)

(h) Property, plant and equipment (continued)

(ii) Other property, plant and equipment

Other property, plant and equipment are stated at cost less accumulated depreciation. Depreciation is provided on a straight-line basis to write off the cost less residue value of each asset over its estimated useful life. The annual rates are as follows:

Leasehold improvements
Furniture and fixtures
Machinery and equipment
Motor vehicles

(iii) Cost of restoring and improving property, plant and equipment

Major expenditures on modifications and betterments of property, plant and equipment which will result in future economic benefits are capitalised, while expenditures on maintenance and repairs are expensed when incurred.

2. 主要會計政策 (續)

(h) 物業、機器及設備之折舊 (續)

(ii) 其他物業、機器及設備

其他物業、機器及設備按成本減累積折舊入帳。折舊乃按每項資產之估計可使用年期以直線法撇銷其成本減該資產之餘值。折舊年率載列如下：

租賃物業裝修	25%-30%
傢俬及裝置	25%-30%
機械及設備	10%-30%
汽車	20%-25%

(iii) 修整及改良物業、機器及設備之成本

修整及改良物業、機器及設備而有助產生未來經濟利益之主要開支一概撥作資本，而保養及維修費用則於產生時列作開支。

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2. PRINCIPAL ACCOUNTING POLICIES (continued)

(h) Property, plant and equipment (continued)

(iv) *Impairing of property, plant and equipment*

The carrying amounts of property, plant and equipment are reviewed regularly to assess whether their recoverable amounts have declined below their carrying amounts. Expected future cash flows have not been discounted in determining the recoverable amount.

(v) *Gain or loss on disposal of property, plant and equipment*

The gain or loss on disposal of a property, plant and equipment is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in the income statement. Any revaluation reserve balance remaining attributable to the relevant asset is transferred to the income statement and is shown as a movement in reserves.

2. 主要會計政策 (續)

(h) 物業、機器及設備之折舊 (續)

(iv) 物業、機器及設備之減值

物業、機器及設備之帳面值會作定期檢討，以評估可收回款項有否降至低於帳面值。在釐定可收回款項時，不會將預期日後出現之現金流入折算為現值。

(v) 出售物業、機器及設備之收益或虧損

出售物業、機器及設備之收益或虧損指出售所得款項淨額與有關資產帳面值兩者間之差額，並於收益表中確認。有關資產應佔之重估儲備結餘會轉撥至收益表，並列作儲備變動。

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2. PRINCIPAL ACCOUNTING POLICIES (continued)

(i) Assets under leases

(i) Finance leases and hire purchase contracts

Leases that substantially transfer to the Group or the Company all the rewards and risks of ownership of assets, other than legal title, are accounted for as finance leases and hire purchase contracts. At the inception of a finance lease and hire purchase contract, the fair value of the asset is recorded together with the obligation, excluding the interest element, to pay future rentals.

Payments to the lessor are treated as consisting of capital and interest elements. Finance charges implicit in the finance lease and hire purchase payments are charged to the income statement in proportion to the capital balances outstanding.

Assets held under finance leases are depreciated over the shorter of the lease terms and estimated useful lives whereas assets held under hire purchase contracts are depreciated on the same basis as set out in note 2(h) above.

2. 主要會計政策 (續)

(i) 租賃資產

(i) 融資租約及租購合約

資產擁有權之所有重大報酬及風險(法定業權除外)實質上轉嫁予本集團或本公司之租約列為融資租約及租購合約。租賃資產之公平值及支付日後租金之承擔(利息部分除外)於融資租約及租購合約開始生效時開始入帳。

支付予出租公司之款項包括資本及利息部分。融資租約及租購合約所隱含之融資費用根據未償還之資本結餘按比例計入收益表。

以融資租約持有之資產按租約期或資產之估計可使用年期(以較短者為準)計算折舊,按租購合約持有之資產則按載於附註2(h)之基準計算折舊。

For the year ended 30 June 2001

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2. PRINCIPAL ACCOUNTING POLICIES (continued)

(i) Assets under leases (continued)

(ii) Operating leases

Leases where substantially all the risks and rewards of ownership of the leased assets remain with the lessors are accounted for as operating leases. Rental payments under operating leases are charged to the income statement on a straight-line basis over the period of the relevant leases.

(j) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on a first-in, first-out basis, and includes all costs of purchase, costs of conversion, and other costs incurred in bringing the inventories to their present location and condition. In the case of work in progress and finished goods cost comprises direct materials, direct labour and appropriate proportion of overheads. Net realisable value is based on estimated normal selling prices, less further costs expected to be incurred to completion and disposal. Provision is made for obsolete, slow-moving or defective items where appropriate.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised.

2. 主要會計政策 (續)

(i) 租賃資產 (續)

(ii) 經營租約

租用資產擁有權之所有重大報酬及風險實質上仍由出租公司持有之租約列作經營租約。此等經營租約之租金按租約期以直線法計入收益表內。

(j) 存貨

存貨乃按成本或可變現淨值中之較低者列帳，成本並採用先入先出法釐定，並包括所有採購成本、轉換成本及令存貨達至現有地點及條件所產生之其他費用。如為在製品及製成品，成本則包括直接材料、直接人工及適當比例經常費用。可變現淨值乃按估計售價減預期於完成及出售時所產生之任何額外成本計算。存貨亦會就陳舊、過時或滯銷之存貨作出適當撥備。

出售存貨時，該等存貨之帳面值將於有關收益入確定期間確認為支出。

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2. PRINCIPAL ACCOUNTING POLICIES (continued)

(k) Accounts receivable

Provision is made against accounts receivable to the extent they are considered to be doubtful. Accounts receivable in the balance sheet is stated net of such provision.

(l) Revenue recognition

(i) Sales revenue is recognised when the merchandise is shipped and title has passed.

(ii) Interest income is recognised on a time proportion basis, taking into account the principal amounts outstanding and at the interest rate applicable.

(iii) Income from investments is recognised when the right to receive payment is established.

(iv) Rental income from letting of land and buildings is recognised on an accrual basis.

(m) Pension costs

The Group's contributions to pension costs in respect of the defined contribution provident scheme and the mandatory provident fund scheme are charged directly to the income statement when incurred.

2. 主要會計政策 (續)

(k) 應收款項

應收款項於被認為有機會成為呆帳時作出撥備。應收款項扣除該撥備後於資產負債表中列帳。

(l) 收入之確認

(i) 銷售收入乃於貨物付運及所有權轉移後確認。

(ii) 利息收入乃根據未提取之本金及適用之利率按時間比例確認。

(iii) 投資收入乃於收取付款之權利確立後確認。

(iv) 出租土地及樓宇之租金收入乃按應計基準確認。

(m) 退休金開支

本集團就定額供款公積金計劃及強制性公積金計劃之退休金開支供款於產生時直接自收益表中扣除。

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2. PRINCIPAL ACCOUNTING POLICIES (continued)

(n) Deferred taxation

Deferred taxation is provided using the liability method on all material timing differences, other than those which are not expected to crystallise in the foreseeable future. A deferred tax asset is not recognised until its realisation is assured beyond reasonable doubt.

(o) Cash equivalents

Cash equivalents represent short term highly liquid investments which are readily convertible into known amounts of cash and which are within three months of maturity when acquired, less advances from banks repayable within three months from the date of the advance.

(p) Foreign currency translation

Individual companies within the Group maintain their books and records in the primary currencies of their respective operations ("functional currencies"). In the accounts of the individual companies, transactions in other currencies during the year are translated into the respective functional currencies at the applicable rates of exchange prevailing at the time of the transactions. Monetary assets and liabilities denominated in other currencies are translated into the respective functional currencies at the applicable rates of exchange in effect at the balance sheet date. Exchange gains or losses are dealt with in the income statement of the individual companies.

2. 主要會計政策 (續)

(n) 遞延稅項

遞延稅項採用負債法就所有重大時差撥備，惟預期於可見將來不會產生負債者則除外。遞延稅項資產僅於可見將來一定會作實之情況下予以確認。

(o) 現金等值項目

現金等值項目指短期而流動性極高之投資(可隨時轉換為已知數額之現金，且於購入當日起計三個月內到期)，減去須於提供墊款日起計三個月內償還之銀行墊款。

(p) 外幣換算

本集團之成員公司之帳冊及紀錄均以有關業務之主要貨幣(「當地貨幣」)入帳。年內，個別公司之帳目中以其他貨幣計算之交易按交易日之適用匯率換算為各自之當地貨幣入帳。以其他貨幣計算之貨幣資產及負債則按結算日之適用匯率換算為各自之當地貨幣。匯兌收益或虧損一概計入個別公司之收益表。

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2. PRINCIPAL ACCOUNTING POLICIES (continued)

(p) Foreign currency translation (continued)

The Group prepares the consolidated financial statements in Hong Kong dollars. For the purpose of consolidation, assets and liabilities of subsidiaries with functional currencies other than Hong Kong dollars are translated into Hong Kong dollars at the applicable rates of exchange in effect at the balance sheet date; income and expense items are also translated into Hong Kong dollars at the rates of exchange ruling at the balance sheet date. Exchange differences arising from such translations are dealt with as movements in reserves.

(q) Related parties

Parties are considered to be related to the Group if the Group has the ability, directly or indirectly, to control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group and the party are subject to common control or common significant influence. Related parties may be individuals or entities.

2. 主要會計政策 (續)

(p) 外幣換算 (續)

本集團以港元編製綜合財務報表。就綜合帳目而言，以港元以外之當地貨幣計算之附屬公司資產及負債均按結算日之適用匯率換算為港元。收入及開支亦按結算日之適用匯率換算為港元。該等換算所產生之匯兌差額一概入帳為儲備變動。

(q) 關連人士

倘本集團有能力直接或間接控制另一方人士，或可在制訂財務及經營決策上對另一方行使重大影響力，則視作與本集團有關連，相反亦然。倘本集團及另一方人士受制於共同控制或重大影響力，則雙方均被視作有關連。關連人士包括個人或公司。

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3. TURNOVER AND REVENUE

The Group is principally engaged in trading of interior decoration materials, consumer video/audio electronics, multimedia set top box and communication equipment during the year.

Analysis of turnover and revenue is as follows:

Turnover
Interior decoration and renovation, building construction, and mechanical engineering
Trading of interior decoration materials
Trading of multi-media and communication products

Other revenue
Interest income
Guaranteed income from a management company
Gain on disposals of subsidiaries
Gain on disposals of other investments
Written off of long outstanding payable
Written back of provision for inventories
Written back of provision for bad and doubtful debts
Waiver of a loan due to a written off subsidiary
Adjustment for a written off jointly controlled entity
Exchange gain
Rental income
Others

Total revenue

營業額：

室內裝修與翻新工程、樓宇建築工程及電機工程
室內裝修材料貿易
多媒體及通訊產品貿易

其他收入：

利息收入
管理公司之保證收入
出售附屬公司收益
出售其他投資收益
長期未償還應付帳款撇銷
存貨撥備撥回
呆壞帳撥備撥回
豁免應付已撇銷附屬公司之貸款
共同控制企業撇銷調整
滙兌收益
租金收入
其他

總收入

3. 營業額及收入

本集團於年內主要從事室內裝修材料、視聽電子消費產品、多媒體上網機及通訊設備之貿易。

營業額及收入之分析如下：

2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元
----------------------------------	----------------------------------

	-	170,134
6,146		26,359
41,433		-
47,579		196,493
35		195
833		-
-		122,318
1,367		-
-		4,056
1,721		3,975
-		27,852
9,207		-
602		-
35		181
660		-
3,301		576
17,761		159,153
65,340		355,646

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3. TURNOVER AND REVENUE (continued)

Analysis of turnover and contribution to loss from operations by principal activities and geographical locations is as follows:

3. 營業額及收入 (續)

按主要業務及地區劃分之營業額及經營虧損貢獻分析如下：

	Turnover 營業額		Contribution to profit/(loss) from operations 經營溢利/(虧損)	
	2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元
By principal activities:	按主要業務劃分：			
Interior decoration and renovation, building construction, electrical and mechanical engineering and mechanical engineering	-	170,134	-	(246,865)
Trading of interior decoration materials	6,146	26,359	(6,925)	(30,828)
Trading of multi-media and communication products	41,433	-	(4,300)	-
	47,579	196,493	(11,225)	(277,693)
Other group expenses net of other income			(410,889)	23,044
Adjustment for winding up subsidiaries			448,679	-
			26,565	(254,649)
By geographical locations :	按地區劃分：			
The Hong Kong Special Administrative Region ("Hong Kong")	31,481	176,198	(9,658)	(262,091)
Other parts in the People's Republic of China ("PRC")	15,632	18,708	(1,524)	(13,270)
Overseas	466	1,587	(43)	(2,332)
	47,579	196,493	(11,225)	(277,693)
Other group expenses net of other income			(410,889)	23,044
Adjustment for winding up subsidiaries			448,679	-
			26,565	(254,649)

The analysis included the results of the two subsidiaries of which no audited financial statements are available.

上述分析包括未有經審核財務報表可供查閱之兩間附屬公司之業績。

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4. PROFIT/(LOSS) FROM OPERATIONS

Profit/(loss) from operations is stated after crediting and charging the following items:-

4. 經營溢利／(虧損)

載於綜合損益帳之經營溢利／(虧損)已計入及扣除下列各項：

		2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元
Crediting:	已計入：		
Gross rental income	租金總收入	660	-
Less: Outgoings	減：開支	(888)	-
		(228)	-
Adjustment for winding up subsidiaries	清盤附屬公司調整	448,679	-
Charging:	已扣除：		
Cost of goods sold and services provided	出售貨品及提供服務之成本	44,136	292,926
Staff cost (including directors' emoluments)	員工開支(包括董事酬金)	23,796	46,941
Depreciation	折舊		
- owned property, plant and equipment	- 自置物業、機器及設備	1,367	2,004
- assets acquired under finance leases and hire purchase contracts	- 根據融資租約及租購合約之物業、機器及設備	1,347	1,466
Operating lease rentals in respect of land and buildings	有關土地及樓宇之經營租約租金	816	5,709
Auditors' remuneration	核數師酬金	260	993
Pension scheme contribution	退休金供款	126	196
Provision for bad and doubtful debts	呆壞帳撥備	6,344	68,614
Provision for construction contracts	建築工程合約撥備	-	57,085
Provision for obsolete and slow moving inventories	陳舊及滯銷存貨撥備	-	3,025
Amortization of goodwill	商譽攤銷	4,039	-
Goodwill arising on acquisition of a subsidiary written off	收購附屬公司商譽撇銷	-	34,986
Loss on disposal of property, plant and equipment	出售物業、機器及設備之虧損	7,950	863
Plant and equipment written off	機器及設備撇銷	917	-
Adjustment for written off subsidiaries	附屬公司撇銷調整	3,378	-
Adjustment for written off associates	聯營公司撇銷調整	13	-
Loans to winding up subsidiaries written off	清盤附屬公司貸款撇銷	300,491	-
Loans to subsidiaries written off	附屬公司貸款撇銷	557	-
Loss on disposal of other investments	出售其他投資虧損	-	98,462
Provision for diminution in value of investments in securities	投資證券減值撥備	71,046	-
Provision for loss on trading of listed investment	買賣上市投資之虧損撥備	-	9,838
Unrealised holding loss on other investments	其他投資之未變現帳面虧損	-	15,208

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5. FINANCE COSTS

5. 融資成本

		2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元
Interest on:	利息：		
Bank loans, bills and overdrafts wholly repayable within five years	須於五年內悉數償還之 銀行貸款、票據及透支	85	20,737
Other borrowings wholly repayable within five years	須於五年內悉數償還之 其他借款	24,688	38,609
Obligations under finance leases and hire purchase contracts	根據融資租賃及租購 合約承擔	306	464
Other borrowing costs wholly repayable within five years	須於五年內悉數償還之 其他借款成本	7,431	542
		32,510	60,352
Less: Amount capitalised	減：已撥充資本之數額	-	(13,366)
		32,510	46,986

6. TAXATION

6. 稅項

		2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元
Hong Kong profits tax	香港利得稅	-	-
Overseas taxation	海外稅項	-	16
Over-provision in prior years	過往年度超額撥備	(330)	(1,035)
		(330)	(1,019)
Share of taxation attributable to jointly controlled entities	共同控制企業 應佔稅項	-	60
		(330)	(959)
Deferred taxation (note 25)	遞延稅項(附註25)	(29)	29
		(359)	(930)

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6. TAXATION (continued)

No provision for Hong Kong profits tax and overseas income tax has been made since there is no estimated assessable profit derived from Hong Kong and overseas for the year. In prior year, PRC enterprise income tax was provided for at the appropriate current rates relating to profits of subsidiaries in PRC.

7. LOSS ATTRIBUTABLE TO SHAREHOLDERS

The loss attributable to shareholders includes a loss of approximately HK\$249,344,000 (2000: HK\$53,173,000) which has been dealt with in the financial statements of the Company.

8. LOSS PER SHARE

The calculation of basic loss per share for the year ended 30 June 2001 is based on the loss attributable to shareholders of approximately HK\$4,207,000 (2000: HK\$299,583,000) and on the weighted average number of approximately 10,868,226,575 (2000: 1,881,605,572) ordinary shares in issue during the year.

No diluted loss per share for the years ended 30 June 2001 and 2000 is shown as the effect of the potential ordinary shares outstanding during these two years would be anti-dilutive.

6. 稅項 (續)

由於年內並無香港及海外估計應課稅溢利，故並無就香港利得稅及海外所得稅作出撥備。去年，就中國企業所得稅所作出之撥備乃根據中國附屬公司之溢利按現行稅率計算。

7. 股東應佔虧損

計入本公司財務報表之股東應佔虧損約249,344,000港元（二零零零年：虧損53,173,000港元）。

8. 每股虧損

截至二零零一年六月三十日止年度之每股基本虧損乃按股東應佔綜合虧損約4,207,000港元（二零零零年：299,583,000港元）及年內已發行普通股加權平均數約10,868,226,575股（二零零零年：1,881,605,572股）計算。

由於截至二零零一年及二零零零年六月三十日止年度之已發行潛在普通股具有反攤薄影響，故並無呈列有關年度之每股攤薄虧損。

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9. PENSION SCHEME

Prior to 1 December 2000, the Group operated a defined contribution provident fund scheme for its employees. Employees of the Group were entitled to join the scheme upon fulfilling certain conditions. The Group contributes an amount equal to a fixed percentage of the salary of each participating employee. Forfeited contributions in respect of unvested benefits of employees leaving the scheme were used to reduce the Group's ongoing contributions. Net contributions were charged to the income statement in the year to which they relate.

From 1 December 2000 onwards, the Group participates in the Mandatory Provident Fund Scheme (the "MPF Scheme") for those employees who are eligible to participate in the MPF Scheme. Contributions are made by the Group at 5 per cent of the employee's relevant income as defined in the Hong Kong Mandatory Provident Fund Schemes Ordinance. The Group's employer contributions are fully and immediately vested in the employees as accrued benefits once they are paid. Contributions are charged to the income statement as they become payable in accordance with the rules of the MPF Scheme. The Group had not paid contribution according to the MPF Scheme during the year.

9. 退休金計劃

於二零零零年十二月一日前，本集團為僱員提供定額供款退休金計劃。本集團之僱員可於符合若干條件之情況下參與該計劃。本集團將就每名參與之僱員按其薪金之固定百分比供款。僱員提早離職而未能獲得有關利益部份之沒收供款將用作減低本集團日後之供款。供款淨額將列入有關年度之收益表。

從二零零零年十二月一日起，本集團為符合強制性公積金計劃（「強積金計劃」）之合資格僱員加入了強積金計劃。本集團所作出之供款為香港強制性公積金計劃條例所規定之僱員有關收入之5%。本集團僱主供款於僱員獲得有關付款後悉數及隨即作為應計福利撥歸僱員所有。按照強積金計劃規則，供款於支付時於收益表中扣除。根據強積金計劃，年內本集團並無支付供款。

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10. DIRECTORS' AND SENIOR EXECUTIVES' EMOLUMENTS

10. 董事及高級行政人員之酬金

(a) Details of directors' emoluments are:

(a) 董事酬金之詳情如下：

		2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元
Fees for executive directors	執行董事袍金	150	180
Fees for non-executive directors	獨立非執行董事袍金	145	40
Other emoluments for executive directors:	執行董事之其他酬金：		
- Basic salaries, allowances and benefits in kind	- 基本薪金、津貼及實物利益	11,742	11,051
- Contribution to pension scheme	- 退休金計劃供款	36	-
		12,073	11,271

Included in the above-mentioned emoluments, the Group provided residential apartment to some executive directors, the monetary value of the accommodation so provided to the executive directors is HK\$1,205,000 (2000: HK\$1,578,000) for the year.

In the absence of a readily available market value for options on the shares of the Company, the emoluments disclosed above do not include the estimated monetary value of the share options granted to the directors. Details of the share option schemes of the Company are set out in note 27 and the report of the directors under the heading "Directors' interests in equity".

上述酬金包括本集團為數位董事提供之住屋福利。年內為執行董事提供之住宿合共估計價值1,205,000港元（二零零零年：1,578,000港元）。

由於並無本公司股份購股權之市值可供參考，以上披露之酬金並不包括授予董事之購股權之估計價值。本公司之購股權計劃詳情載於附註27及董事會報告「董事之證券權益」一節。

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截至二零零一年六月三十日止年度

10. DIRECTORS' AND SENIOR EXECUTIVES' EMOLUMENTS (continued)

(b) Analysis of directors' emoluments by number of directors and emolument ranges is as follows:

10. 董事及高級行政人員之酬金 (續)

(b) 執行董事酬金按董事數目及酬金範圍之分析如下：

		2001 二零零一年	2000 二零零零年
		Number of directors 董事人數	Number of directors 董事人數
Nil to HK\$1,000,000	零至1,000,000港元	11	9
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	1	-
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	-	-
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元	1	-
HK\$2,500,001 to HK\$3,000,000	2,500,001港元至3,000,000港元	-	1
HK\$3,000,001 to HK\$3,500,000	3,000,001港元至3,500,000港元	1	1
HK\$3,500,001 to HK\$4,000,000	3,500,001港元至4,000,000港元	1	-
HK\$4,000,001 to HK\$4,500,000	4,000,001港元至4,500,000港元	-	1
		15	12

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10. DIRECTORS' AND SENIOR EXECUTIVES' EMOLUMENTS (continued)

(c) Details of emoluments paid to the five highest paid individuals (including directors and other employees) are:

Basic salaries, allowances and benefits in kind	基本薪金、津貼及實物利益
Contributions to pension scheme	退休金計劃供款

In the absence of a readily available market value for options on the shares of the Company, the emoluments disclosed above do not include the estimated monetary value of the share options granted to certain employees. Details of the share option schemes of the Company are set out in note 27 and the report of the directors under the heading "Directors' interests in equity".

The five highest paid individuals included three (2000: three) directors of the Company, details of whose emoluments have been included in note 10(a) above.

During the year, no emoluments of the five highest paid individuals (including directors and other employees) were incurred as inducement to join or upon joining the Group.

10. 董事及高級行政人員之酬金 (續)

(c) 五位最高薪人士 (包括董事及其他僱員) 之酬金詳情如下:

	2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元
	11,432	12,723
	23	-
	<u>11,455</u>	<u>12,723</u>

由於並無本公司股份購股權之市值可供參考，以上披露之酬金並不包括授予若干僱員之購股權之估計價值。本公司之購股權計劃詳情載於附註27及董事會報告「董事之證券權益」一節。

五位最高薪人士包括三位 (二零零零年: 三位) 本公司董事，彼等之酬金詳情載於附註10(a)。

年內，本集團概無向五位最高薪人士 (包括董事及其他僱員) 支付任何酬金，作為加入本集團或於加入本集團時之報酬。

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10. DIRECTORS' AND SENIOR EXECUTIVES' EMOLUMENTS (continued)

(c) (continued)

Analysis of emoluments of the five highest paid individuals (including directors and other employees) by number of individuals and emolument range is as follows:

Nil to HK\$1,000,000	零至1,000,000港元
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元
HK\$2,500,001 to HK\$3,000,000	2,500,001港元至3,000,000港元
HK\$3,000,001 to HK\$3,500,000	3,000,001港元至3,500,000港元
HK\$3,500,001 to HK\$4,000,000	3,500,001港元至4,000,000港元
HK\$4,000,001 to HK\$4,500,000	4,000,001港元至4,500,000港元

10. 董事及高級行政人員之酬金 (續)

(c) (續)

五位最高薪人士(包括董事及其他僱員)之酬金按人數及酬金範圍之分析如下:

2001 二零零一年	2000 二零零零年
Number of directors 董事人數	Number of directors 董事人數
-	-
2	2
-	-
1	-
-	1
1	1
1	-
-	1
5	5

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11. PROPERTY, PLANT AND EQUIPMENT

11. 物業、機器及設備

(a) Movements of property, plant and equipment of the Group are:

(a) 本集團物業、機器及設備之變動如下：

Group	本集團	Other	Leasehold	Furniture	Machinery	Motor	Total
		property	improve- ments	and fixtures	and equipment	vehicles	
		租賃 其他物業	租賃 物業裝修	傢俬 及裝置	機械及 設備	汽車	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Cost or valuation	成本或估值						
At 1 July 2000	於二零零零年七月一日	39,333	2,959	1,677	2,223	7,255	53,447
Additions	添置	-	221	278	89	-	588
Acquisition of a subsidiary	收購附屬 公司	-	2,176	1,899	207	65	4,347
Disposals	出售	(9,941)	(84)	(91)	(308)	(939)	(11,363)
Written off of winding up subsidiaries	清盤附屬公司 撤銷	(5,892)	(2,269)	-	(177)	(922)	(9,260)
Written off	撤銷	-	(555)	(1,464)	(1,269)	(3,615)	(6,903)
At 30 June 2001	於二零零一年六月三十日	23,500	2,448	2,299	765	1,844	30,856
Representing	代表：						
At Cost	成本	-	2,448	2,299	765	1,844	7,356
At Valuation	估值	23,500	-	-	-	-	23,500
		23,500	2,448	2,299	765	1,844	30,856
Accumulated depreciation	累積折舊						
At 1 July 2000	於二零零零年七月一日	3,037	2,511	1,333	1,196	4,673	12,750
Charge for the year	本年度支出	566	228	223	349	1,348	2,714
Disposals	出售	(411)	(8)	(9)	(38)	(851)	(1,317)
Written off of winding up subsidiaries	清盤附屬公司撤銷	(426)	(2,170)	-	(144)	(922)	(3,662)
Written off	撤銷	-	(449)	(1,417)	(1,139)	(2,982)	(5,987)
At 30 June 2001	於二零零一年六月三十日	2,766	112	130	224	1,266	4,498
Net book value	帳面淨值：						
At 30 June 2001	於二零零一年六月三十日	20,734	2,336	2,169	541	578	26,358
At 30 June 2000	於二零零零年六月三十日	36,296	448	344	1,027	2,582	40,697

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截至二零零一年六月三十日止年度

11. PROPERTY, PLANT AND EQUIPMENT (continued)

- (b) Details of other properties, at cost or valuation, of the Group were:

Geographical locations and tenure of titles:

Hong Kong	香港
- medium-term leases	- 中期租約
- long-term leases	- 長期租約
PRC	中國
- Building Land Certificate for an unspecified duration	- 並無指定期限之建築用地證明書

- (c) On 30 June 1995, the Group's other property in Hong Kong was revalued by S.H. Ng & Co., Ltd., an independent firm of professional valuers, on an open market value based on existing use. Had the Group's other property held at revalued amount been carried at cost less accumulated depreciation, they would have been included in the financial statements at approximately HK\$12,159,000 (2000: HK\$12,441,000).

11. 物業、機器及設備 (續)

- (b) 本集團其他物業 (按成本或估值列帳) 之詳情如下:

地區及租約年期:

	2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元
	23,500	23,500
	-	9,941
	-	5,892
	23,500	39,333

- (c) 於一九九五年六月三十日, 本集團在香港之其他物業乃由獨立專業估值師行 S. H. Ng & Co., Ltd. 按其現有用途重估公開市值。倘本集團名下按重估價值列帳之其他物業按成本減累積折舊入帳, 則在財務報表上所列價值應約為 12,159,000 港元 (二零零零年: 12,441,000 港元)。

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11. PROPERTY, PLANT AND EQUIPMENT (continued)

- (d) At 30 June 2001, the other property was pledged to a bank as securities for the facilities granted to a winding up subsidiary (note 32(a)).
- (e) The Group's plant and equipment held under finance leases and hire purchase contracts expiring from one to two years. None of the leases include contingent rentals.
- (f) The aggregate net book value of assets of the Group held under finance leases and hire purchase contracts at 30 June 2001 amounted to approximately HK\$514,000 (2000: HK\$2,600,000).

11. 物業、機器及設備 (續)

- (d) 於二零零一年六月三十日，其他物業均已抵押予銀行，作為一間清盤附屬公司獲授信貸之抵押品（附註32(a)）。
- (e) 本集團有關機器及設備之融資租約及租購合約於一至兩年內到期。並無任何租約包含或然租金。
- (f) 於二零零一年六月三十日本集團以融資租約及租購合約所持有之資產的帳面淨值總額約為514,000港元（二零零零年：2,600,000港元）。

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截至二零零一年六月三十日止年度

11. PROPERTY, PLANT AND EQUIPMENT (continued)

11. 物業、機器及設備 (續)

(g) Movements of property, plant and equipment of the Company are:

(g) 本公司物業、機器及設備之變動如下：

Company		Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Furniture and fixtures 傢俬及裝置 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 合計 HK\$'000 千港元
	Cost				
	At 1 July 2000	56	1,334	717	2,107
	Additions	3	-	-	3
	Disposals	-	-	(717)	(717)
	Written off	(59)	(1,334)	-	(1,393)
	At 30 June 2001	-	-	-	-
	Accumulated depreciation				
	At 1 July 2000	56	1,317	599	1,972
	Charge for the year	-	17	118	135
	Disposals	-	-	(717)	(717)
	Written off	(56)	(1,334)	-	(1,390)
	At 30 June 2001	-	-	-	-
	Net book value				
	At 30 June 2001	-	-	-	-
	At 30 June 2000	-	17	118	135

(h) The aggregate net book value of assets of the Company held under finance leases and hire purchase contracts at 30 June 2001 amounted to approximately HK\$Nil (2000: HK\$118,000).

(h) 本公司以融資租約及租購合約持有之資產於二零零一年六月三十日之帳面淨值總額約為零港元(二零零零年:118,000港元)。

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12. GOODWILL

12. 商譽

		HK\$'000 千港元
Cost	成本	
Additions and at 30 June 2001	添置及於二零零一年六月三十日	40,039
Accumulated amortisation	累計攤銷	
Charge for the year and at 30 June 2001	年內支出及於二零零一年六月三十日	4,039
Net book value	帳面淨額	
At 30 June 2001	於二零零一年六月三十日	<u>36,000</u>

On 27 April 2001, the Group acquired 100% interests of Goldhill Merchandising Inc.. The total consideration to acquire the subsidiary and a loan of Peso 57,535,000 due from the subsidiary was HK\$50 million which was partially settled. At 30 June 2001, the unpaid balance of HK\$7 million which was due in October 2001 was included in accruals, other payable and deposits received.

於二零零一年四月二十七日，本集團收購Goldhill Merchandising Inc.之100%權益。收購該附屬公司之代價及為數57,535,000披索之應收附屬公司貸款其中部份款項已償還合共為50,000,000港元。於二零零一年六月三十日止，尚未償還之餘款7,000,000港元列入應計款項、其他應付款項及已收按金內，並將於二零零一年十月到期。

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截至二零零一年六月三十日止年度

13. INVESTMENTS IN SUBSIDIARIES

13. 於附屬公司之投資

		Company	
		本公司	
		2001	2000
		二零零一年	二零零零年
		HK\$'000	HK\$'000
		千港元	千港元
Unlisted shares, at cost	非上市股份，按成本	56,720	56,720
Due from subsidiaries	應收附屬公司之款項	449,879	534,442
Due to subsidiaries	應付附屬公司之款項	(42)	(16,505)
		506,557	574,657
Less: Provision for permanent diminution in value	減：永久減值撥備	(506,557)	(569,223)
		-	5,434

(a) The balances with subsidiaries are unsecured, non-interest bearing and have no fixed term of repayment.

(a) 與附屬公司之結餘為無抵押，不計利息及無指定還款期的款項。

(b) Details of the Company's principal subsidiaries at 30 June 2001 are set out in note 34.

(b) 本公司於二零零一年六月三十日之主要附屬公司詳情載於附註34。

(c) An indirect subsidiary, Collections International Limited, was pledged to a third party as securities for borrowings of the Company.

(c) 間接附屬公司 Collections International Limited 的股份已抵押予第三者以取得本公司之借貸。

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截至二零零一年六月三十日止年度

13. INVESTMENTS IN SUBSIDIARIES (continued)

(d) Additional information on material subsidiaries

- (i) The following information are extracted from audited financial statements of two wholly-owned subsidiaries, Accrue Enterprises Limited and Goldhill Merchandising Inc.

13. 於附屬公司之投資 (續)

(d) 主要附屬公司之其他資料

- (i) 以下資料摘錄自兩間全資附屬公司 Accrue Enterprises Limited 及 Goldhill Merchandising Inc. 的經審核財務報表。

		2001 二零零一年 HK\$'000 千港元
Income statement	收益表	
Turnover	營業額	-
Other operating expenses	其他經營開支	(4,039)
Loss from operations	經營虧損	(4,039)
Minority interest	少數股東權益	-
Loss attributable to shareholders	股東應佔虧損	(4,039)

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13. INVESTMENTS IN SUBSIDIARIES (continued)

13. 於附屬公司之投資 (續)

(d) (continued)

(d) (續)

	2001 二零零一年 HK\$'000 千港元
Balance sheet	
Non-current assets	
Property, plant and equipment	4,653
Current assets	
Inventories	300
Accounts receivable	1,035
Prepayment, deposits and other receivables	16,119
Cash at bank and in hand	103
	17,557
Current liabilities	
Accounts payable	5,253
Accruals, other payable and deposits received	6,045
Interest-bearing borrowings	706
Provision for taxation	245
	12,249
Net current assets	5,308
Net assets	9,961

資產負債表

非流動資產

物業、機器及
設備

流動資產

存貨
應收帳款
預付款項、按金及
其他應收款項
銀行現金及庫存現金

流動負債

應付帳款
應計費用、其他應付
款項及已收按金
計息借款
應付稅項

流動資產淨額

資產淨額

Note: These subsidiaries are not audited by
RSM Nelson Wheeler.

附註：該等附屬公司並非由羅申美會計師行審計。

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13. INVESTMENTS IN SUBSIDIARIES (continued)

(d) (continued)

- (ii) The following information are extracted from the management accounts of Flaconwood Limited and AVT Electronics Limited of which the percentage holding of the Group is 100% and 65% respectively.

Income statement

Turnover	
Cost of sales	
Gross profit	
Other revenue	
General and administrative expenses	
Other operating expenses	
Loss from operations	
Finance costs	
Loss before taxation	
Taxation	
Loss after taxation	
Minority interests	
Loss attributable to shareholders	

13. 於附屬公司之投資 (續)

(d) (續)

- (ii) 以下資料摘錄自本集團分別持有100%及65%之Flaconwood Limited及AVT Electronics Limited之管理帳目。

收益表

營業額	41,432
銷售成本	(41,065)
毛利	367
其他收入	3,300
一般及行政開支	(6,594)
其他經營開支	(312)
經營虧損	(3,239)
財務費用	(1,066)
除稅前虧損	(4,305)
稅項	-
除稅後虧損	(4,305)
少數股東權益	1,354
股東應佔虧損	(2,951)

2001
二零零一年
HK\$'000
千港元

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13. INVESTMENTS IN SUBSIDIARIES (continued)

13. 於附屬公司之權益 (續)

(d) (continued)

(d) (續)

	2001 二零零一年 HK\$'000 千港元
Balance sheet	
Non-current asset	
Property, plant and equipment	455
Current assets	
Inventories	2,268
Accounts receivable	3,220
Prepayment, deposits and other receivables	21,874
Cash at bank and in hand	296
	27,658
Current liabilities	
Bills payable, secured	11,895
Accounts payable	374
Accruals, other payable and deposits received	1,784
Interest-bearing borrowings	905
	14,958
Net current assets	12,700
Net assets	13,155
資產負債表	
非流動資產	
物業、機器及設備	455
流動資產	
存貨	2,268
應收帳款	3,220
預付款項、按金及 其他應收款項	21,874
銀行現金及庫存現金	296
	27,658
流動負債	
應付票據，有抵押	11,895
應付帳項	374
應計費用、其他應付 款項及已收按金	1,784
計息借款	905
	14,958
流動資產淨額	12,700
資產淨額	13,155

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14. INTERESTS IN ASSOCIATES

14. 於聯營公司之權益

		Group		Company	
		本集團		本公司	
		2001	2000	2001	2000
		二零零一年	二零零零年	二零零一年	二零零零年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Unlisted investments, at cost	非上市投資， 按成本	56,451	451	56,001	1
Due to associates	應付聯營公司之款項	(1)	(1)	(1)	(1)
		56,450	450	56,000	-
Less: Provision for permanent diminution in value	減：永久減值撥備	(450)	(450)	-	-
		56,000	-	56,000	-
Share of net assets	應佔資產淨值	-	13	-	-
		56,000	13	56,000	-

(a) The Group's share of the post-acquisition accumulated reserves of associates at the balance sheet date was a deficit of HK\$Nil (2000: HK\$438,000).

(a) 於結算日，本集團應佔聯營公司之收購後累計儲備為虧蝕零港元（二零零零年：438,000港元）。

For the year ended 30 June 2001

截至二零零一年六月三十日止年度

14. INTERESTS IN ASSOCIATES (continued)

(b) Details of the associates at 30 June 2001 were:

Name	Business structure	Place of incorporation and operations	Issued and fully paid/ registered capital	Percentage of equity interest attributable to the Group	Principal activities
名稱	商業結構	註冊成立及營業地點	已發行及繳足／註冊資本	本集團應佔股權百分比	主要業務
Hightor Enterprises Limited	Corporation	British Virgin Islands	US\$30,000	33.3%	Dormant
Hightor Enterprises Limited	公司	英屬處女群島	30,000美元	33.3%	暫無營業
廣州奧斯凱科技有限公司	Corporation	PRC	RMB1,500,000	32.5%	Developing and selling of computer component, hardware and software, electrical parts, products and equipment
廣州奧斯凱科技有限公司	公司	中國	1,500,000人民幣	32.5%	開發及銷售電腦零件、硬件及軟件、電子部件、產品及設備

(c) No financial information of the associates, Hightor Enterprises Limited and 廣州奧斯凱科技有限公司 are available. The interests in these associates are stated at cost.

14. 於聯營公司之權益 (續)

(b) 於二零零一年六月三十日之聯營公司詳情如下：

(c) 聯營公司－Hightor Enterprises Limited及廣州奧斯凱科技有限公司之財務資料並未能提供。於該等聯營公司之權益以成本值列帳。

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截至二零零一年六月三十日止年度

15. INTERESTS IN JOINTLY CONTROLLED ENTITIES

15. 於共同控制企業之權益

		Group 本集團	
		2001 二零零一年	2000 二零零零年
		HK\$'000 千港元	HK\$'000 千港元
Share of net assets	應佔資產淨值	40,399	42,546
Less: Provisions for diminutions in values	減：減值撥備	(16,495)	(16,495)
		23,904	26,051

Details of the jointly controlled entities as at 30 June 2001 were:

共同控制企業於二零零一年六月三十日之詳情如下：

Name 名稱	Business structure 商業 種類	Place of incorporation and operation 註冊成立及 經營地點	Percentage of equity interest held indirectly 間接持有 股權百分比	Principal activities 主要業務
Nanning Haiqi Real Estate Development Co., Ltd. 南寧海奇房地產發展有限公司*	Corporate 公司	PRC 中華人民共和國	52.7%	Property development 物業發展

* The Group's interest in this company has not been accounted for as a subsidiary because the Group's control over this company is restricted by certain provisions in the joint venture agreement. In the opinion of the directors, this company is subject to joint control and none of the participating parties has unilateral control over this company. Accordingly, the equity method of accounting is used to account for the Group's investment in this company. However, as no financial information for the year ended 30 June 2001 of this company is available, the share of net assets only represents the results of the jointly controlled entity up to 30 June 2000.

* 由於本集團在控制該公司上受合營協議之若干條文所規限，故本集團於該公司所持有權益並未以附屬公司形式列帳。董事會認為該公司受共同控制規限，任何參股方對該公司均無單方面控制權。因此，本集團於該公司之投資乃採用權益會計法入帳。然而，該公司並未能提供二零零一年六月三十日止年度之財務資料，故應佔資產淨額仍為共同控制企業截至二零零零年六月三十日之業績。

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16. INVESTMENTS IN SECURITIES

16. 投資證券

Under benchmark treatment:

根據標準方法計算：

	Group 本集團		Company 本公司	
	2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元
Equity securities	股本證券			
Investment securities, at cost	投資證券，按成本			
Unlisted	145,900	34,360	96,000	-
Less: Capital returned	-	(7,812)	-	-
Provision for permanent diminution in value	(70,000)	-	(45,000)	-
	75,900	26,548	51,000	-
Listed in overseas	6,204	6,204	-	-
Less: Provision for permanent diminution in value	(4,148)	(3,102)	-	-
	2,056	3,102	-	-
	77,956	29,650	51,000	-
Other investments, at fair value	其他投資，按公平值			
Unlisted	1,548	-	-	-
Listed in Hong Kong	27	22,003	-	-
	1,575	22,003	-	-
	79,531	51,653	51,000	-
Market value of listed investments	2,827	30,541	-	-

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16. INVESTMENTS IN SECURITIES (continued)

At 30 June 2001, the carrying amounts of investments in the following companies which exceeded 10% of total assets of the Group and the Company are as follows:

Name 名稱	Place of Incorporation 註冊地點	Particulars of issued share capital 已發行股本詳情	Percentage of shares held 所佔股份比率
New Conceptual Technology Limited 科進投資有限公司	British Virgin Islands 英屬處女群島	10,000 ordinary shares 10,000股普通股	4.65% 4.65%

17. INVENTORIES

		Group 本集團	
		2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元
Raw materials 原料		-	4,040
Finished goods 製成品		2,568	2,813
		2,568	6,853

16. 投資證券 (續)

於二零零一年六月三十日，投資帳面值超過本集團及本公司總資產10%以上之公司如下：

17. 存貨

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18. ACCOUNTS RECEIVABLE

All of the accounts receivable are stated net of provision of bad and doubtful debts and are expected to be recovered within one year. The aging analysis is as follows:

0-90 days	0至90天
91-180 days	91天至180天
Over 180 days	180天以上

No information regarding the credit policy on accounts receivable is available.

19. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

(a) Included in other receivables was an amount of approximately HK\$98 million due from Mr. Kwok Han Qiao ("Mr. Kwok") to the Company. The amount was originally advanced in July 1999 to Mr. Kwok for some potential investments in the PRC. However, up to the date of this report, neither new investment nor repayment was made and the whole amount was still outstanding. The Company has brought legal action against Mr. Kwok in June 2001 for the recovery of the amount.

18. 應收帳款

所有應收帳款扣除呆壞帳撥備後列帳，並預期可於一年內收回。其帳齡分析如下：

		Group 本集團	
		2001 二零零一年	2000 二零零零年
		HK\$'000 千港元	HK\$'000 千港元
		569	832
		535	358
		3,151	14,905
		4,255	16,095

概無有關應收帳款之信貸政策資料。

19. 預付款項、按金及其他應收款項

(a) 其他應收款項內包括一筆為數約98,000,000港元之款項，此為Mr. Kwok Han Qiao (「Kwok先生」) 結欠本公司之款項。該筆欠款於一九九九年七月就若干潛在之中國投資計劃墊支予Kwok先生。然而，直至本報告日期，並無就此作出新投資，Kwok先生亦無償還任何款項，故此仍然結欠整筆欠款。本公司已於二零零一年六月向Kwok先生採取法律行動，要求償還欠款。

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19. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (continued)

(b) Included in other receivables was an amount of approximately HK\$2.57 million due from Golden Belt Limited ("GBL") to the Company and the Group. During the year, the Company owed a sum of HK\$11.88 million to GBL which was secured by the investment securities of a subsidiary of the Company. The Company disposed the investment securities at a consideration of HK\$14.45 million. This resulted in a gain on disposal of investment of HK\$1.35 million in the consolidated income statement, a full settlement of the amount due to GBL and a receivable of HK\$2.57 million due from GBL.

(c) Included in other receivables was an amount of approximately HK\$2.7 million due from Asia Glory Holdings Limited ("AGHL") to the Group. During the year, the Company owed amounts of HK\$1.7 million to AGHL and HK\$4.4 million to three other parties. According to a deed of share charge signed on 24 March 2000 between the subsidiary of the Company and AGHL, these loans were secured by the pledge of investment securities of a subsidiary of the Company with carrying value of HK\$8.8 million. During the year, the Group had transferred these pledged investment securities to AGHL at a consideration of HK\$8.8 million for the settlement of the amounts due to AGHL and the three other parties. These resulted in a full settlement of the amounts due to AGHL and the three parties and a receivable of HK\$2.7 million from AGHL.

19. 預付款項、按金及其他應收款項 (續)

(b) 其他應收款項內包括一筆為數約2,570,000港元之款項，此為Golden Belt Limited (「GBL」) 結欠本公司及本集團之款項。年內，本公司欠負GBL一筆為數11,880,000港元之款項，並以本公司一間附屬公司之證券投資作抵押。本公司以14,450,000港元之代價出售投資證券。此舉引致於綜合損益表內出售投資1,350,000港元之收益、全數償還結欠GBL之款項及應收GBL之應收款項2,570,000港元。

(c) 其他應收款項內包括一筆為數2,700,000港元之Asia Glory Holdings Limited (「AGHL」) 結欠本集團之應收款項。年內，本公司欠負AGHL1,700,000港元及欠負三位其他人士4,400,000港元。根據本公司附屬公司與AGHL於二零零零年三月二十四日簽署之股份抵押契據，該等貸款以抵押本公司一間附屬公司帳面值為8,800,000港元之投資證券作擔保。年內，本集團已將該等已抵押投資證券轉讓予AGHL，代價為8,800,000港元，用以清償欠負AGHL及三位其他人士之款項。此舉引致全數償還結欠AGHL之款項及應收AGHL之應收款項2,700,000港元。

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20. CASH AT BANK, FROZEN

The cash at bank of HK\$10,000 (the Company : HK\$10,000) was frozen by the banks because a winding-up petition against the Company has been initiated by several creditors during the year.

21. ACCOUNTS AND BILLS PAYABLES

Accounts payable
Bills payable, secured

應付帳項
應付票據，有抵押

All of the accounts payable are expected to be settled within one year. The aging analysis is as follows:

0-90 days	0至90天
91-180 days	91天至180天
Over 180 days	180天以上

No information regarding the security pledged and aging analysis for bills payable is available.

20. 銀行現金，已凍結

由於年內若干債權人向本公司提出清盤呈請，銀行凍結本集團銀行10,000港元（本公司：10,000港元）之現金。

21. 應付帳項及票據

		Group 本集團	
		2001	2000
		二零零一年	二零零零年
		HK\$'000	HK\$'000
		千港元	千港元
		7,893	117,677
		11,895	2,174
		19,788	119,851

所有應付帳項預期於一年內償還。其帳齡分析如下：

		Group 本集團	
		2001	2000
		二零零一年	二零零零年
		HK\$'000	HK\$'000
		千港元	千港元
		844	2,904
		3,083	1,028
		3,966	113,745
		7,893	117,677

有關已抵押證券及應付票據之帳齡分析資料並未能提供。

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截至二零零一年六月三十日止年度

22. CONSTRUCTION CONTRACTS

22. 建築工程合約

		Group 本集團	
		Gross amount due from customers for contract work 應收客戶工程 合約總額 HK\$'000 千港元	Gross amount due to customers for contract work 應付客戶工程 合約總額 HK\$'000 千港元
At 30 June 2001	於二零零一年六月三十日	-	-
At 30 June 2000	於二零零零年六月三十日	13,371	(9,309)

At 30 June 2001, retention monies held by customers for contract work included in accounts receivable under current assets amounted to HK\$Nil (2000: HK\$43,372,000).

At 30 June 2001, advances received from the customers for contract work included in deposits received under current liabilities amounted to HK\$Nil (2000: HK\$19,466,000).

於二零零一年六月三十日在客戶之工程合約保留款項包括在流動資產中之應收款項零港元(二零零零年: 43,372,000港元)。

於二零零一年六月三十日,收取客戶預繳之工程合約費包括在流動負債之已收按金約零港元(二零零零年: 19,466,000港元)。

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23. INTEREST-BEARING BORROWINGS

23. 計息借款

		Group		Company	
		本集團	本公司	本公司	本公司
		2001	2000	2001	2000
		二零零一年	二零零零年	二零零一年	二零零零年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Bank loans	銀行貸款	-	98,652	-	32,194
Bank overdrafts	銀行透支	905	9,447	-	1
Other loans	其他貸款	65,534	93,884	60,164	62,792
		66,439	201,983	60,164	94,987
Secured	有抵押	52,216	181,734	49,690	78,412
Unsecured	無抵押	14,223	20,249	10,474	16,575
		66,439	201,983	60,164	94,987

Other loans were overdue and bear interest at rates ranging from Hong Kong prime rate to 60% per annum.

其他貸款均為逾期未付及按照優惠利率至60%不等之年利率計算利息。

Other loans of HK\$51,311,000 were secured by the following:

其他貸款中之51,311,000港元按以下方式擔保：

- mortgages over properties owned by a winding up subsidiary;
- a pledge of a jointly controlled entity and investment securities with total carrying value of HK\$25,961,000 of the Group (the Company : HK\$Nil); and
- personal guarantees executed by certain directors of the Company.

- 以一間清盤附屬公司名下物業作按揭；
- 以本集團總帳面值為25,961,000港元(本公司：零港元)之一間共同控制企業及投資證券作抵押；及
- 由若干本公司董事提供個人擔保。

No information regarding the security pledged for the bank overdrafts is available.

有關已抵押銀行透支之擔保之資料並未能提供。

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24. OBLIGATIONS UNDER FINANCE LEASES AND HIRE PURCHASE CONTRACTS

24. 融資租約及租購合約承擔

(a) The maturity of obligation under finance leases and hire purchase contracts is as follows:

(a) 根據下列期間屆滿之融資租約及租購合約承擔之數額如下：

		Group		Company	
		本集團		本公司	
		2001	2000	2001	2000
		二零零一年	二零零零年	二零零一年	二零零零年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Repayable within one year	一年內償還	1,514	1,291	1	121
Repayable in the second to fifth year	二至五年內償還	274	1,384	-	-
		1,788	2,675	1	121
Current portion	即期部份	(1,514)	(1,291)	(1)	(121)
Non-current portion	非即期部份	274	1,384	-	-

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24. OBLIGATIONS UNDER FINANCE LEASES AND
HIRE PURCHASE CONTRACTS (continued)

24. 融資租約及租購合約承擔 (續)

(b) Obligations under finance leases and hire
purchase contracts are repayable as follows:-(b) 融資租約及租購合約承擔之應
付數額如下：

Group

本集團

	2001 二零零一年			2000 二零零零年		
	Present value of the minimum lease payments	Interest expenses relating to future periods	Total minimum lease payments	Present value of the minimum lease payments	Interest expenses relating to future periods	Total minimum lease payments
	最低租約付款之現值 HK\$'000 千港元	有關未來期間之利息開支 HK\$'000 千港元	最低租約付款總額 HK\$'000 千港元	最低租約付款之現值 HK\$'000 千港元	有關未來期間之利息開支 HK\$'000 千港元	最低租約付款總額 HK\$'000 千港元
Within one year	1,514	150	1,664	1,291	288	1,579
Within two to five years	274	19	293	1,384	157	1,541
	1,788	169	1,957	2,675	445	3,120

Company

本公司

	2001 二零零一年			2000 二零零零年		
	Present value of the minimum lease payments	Interest expenses relating to future periods	Total minimum lease payments	Present value of the minimum lease payments	Interest expenses relating to future periods	Total minimum lease payments
	最低租約付款之現值 HK\$'000 千港元	有關未來期間之利息開支 HK\$'000 千港元	最低租約付款總額 HK\$'000 千港元	最低租約付款之現值 HK\$'000 千港元	有關未來期間之利息開支 HK\$'000 千港元	最低租約付款總額 HK\$'000 千港元
Within one year	1	-	1	121	31	152
Within two to five years	-	-	-	1	-	1
	1	-	1	122	31	153

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25. DEFERRED TAXATION

25. 遞延稅項

		Group 本集團	
		2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元
At 1 July	於七月一日	29	-
Transfer to taxation (note 6)	轉撥為稅項(附註6)	(29)	29
At 30 June	於六月三十日	-	29
Provided for in respect of:	就下列各項作出撥備:		
Accelerated depreciation allowances	加速折舊減免	-	49
Other timing differences	其他時差	-	(20)
		-	29

The major components of the Group's provision for deferred taxation and the potential deferred tax liability/(asset) not provided for at the balance sheet date are as follows:

以下為於結算日未撥備之遞延稅項及潛在遞延稅項負債/(資產)之主要組成部份:

		Group 本集團		Company 本公司	
		2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元
Accelerated capital allowances	加速資本減免	36	154	-	8
Tax losses available for future relief	可於未來獲豁免之稅務虧損	(65,960)	(67,347)	(60,226)	(14,568)
		(65,924)	(67,193)	(60,226)	(14,560)

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截至二零零一年六月三十日止年度

25. DEFERRED TAXATION (continued)

The benefit of any future tax relief, which arose from tax losses and general provision for doubtful debts incurred by the Company and/or certain of its subsidiaries, has not been included as an asset in the balance sheet because the directors consider it prudent not to recognise the benefit until it is assured beyond reasonable doubt.

Except for the unprovided benefit of any future tax relief, the Company had no other significant unprovided deferred taxation as at the balance sheet date.

25. 遞延稅項 (續)

本公司及／或其若干附屬公司之稅務虧損及一般呆帳撥備產生之任何稅務寬減利益並不包括在資產負債表內，因為董事會認為以求審慎起見，該利益只應在毫無疑問之情況下始予以確認。

除並無就任何稅務寬減利益撥備外，本公司於結算日概無其他重大遞延稅項未予撥備。

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26. SHARE CAPITAL

26. 股本

		Group and Company 本集團及本公司			
		2001 二零零一年		2000 二零零零年	
		No. of shares 股份數目		No. of shares 股份數目	
		'000 千股	HK\$'000 千港元	'000 千股	HK\$'000 千港元
Authorised:	法定:				
Ordinary shares of HK\$0.01 (2000: HK\$0.10) each (a)	每股面值0.01港元 (二零零零年:0.10港元) 普通股(a)	60,000,000	600,000	4,000,000	400,000
Issued and fully paid:	已發行並繳足股款:				
Beginning of the year	年初	3,002,615	300,262	1,460,235	146,024
Issued upon settlement of convertible note (b)	因結算可換股 票據而發行(b)	125,000	12,500	-	-
Issued upon share placements (c)	因股份配售而發行(c)	900,000	9,000	776,000	77,600
Issued upon settlement of debts (d)	因償還債務而發行(d)	13,793,086	137,930	474,030	47,403
Issued at HK\$0.10 as consideration shares (e)	按0.10港元作為 代價股份發行(e)	1,374,000	137,400	250,000	25,000
Issued at HK\$0.01 as consideration shares (f)	按0.01港元作為 代價股份發行(f)	6,900,000	69,000	-	-
Issued upon exercise of share options	因行使購股權而發行	-	-	42,350	4,235
Capital deduction (g)	削減股本(g)	-	(405,145)	-	-
End of the year	年終	26,094,701	260,947	3,002,615	300,262

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26. SHARE CAPITAL (continued)

The following changes in the share capital of the Company took place during the year:

- (a) On 22 September 2000, the authorised share capital of the Company was increased from HK\$400,000,000 to HK\$600,000,000 by creation of an additional 2,000,000,000 new ordinary shares of HK\$0.10 each ranking pari passu in all respects with the existing ordinary shares of the Company.
- (b) On 19 July 2000, 125 million ordinary shares of HK\$0.10 each were converted by the convertible note holder, Mr. Lee Bing Kwong, at a price of HK\$0.10 per share.
- (c) During the year, the Company entered into a placing agreement with Kingsway SW Securities Limited for placing of 900 million ordinary shares of HK\$0.01 each at a price of HK\$0.011 each. The premium on issue of shares of HK\$900,000 was credited to the share premium account. The net proceeds of approximately HK\$9.5 million was used as the Group's additional working capital.

26. 股本 (續)

本公司之股本於年內之變動詳情如下：

- (a) 於二零零零年九月二十二日，本公司透過增設2,000,000,000股每股面值0.10港元之新普通股，將本公司之法定股本由400,000,000港元增至600,000,000港元。該等新普通股於各方面與本公司當時現有普通股享有同等權益。
- (b) 於二零零零年七月十九日，可換股票據持有者Lee Bing Kwong先生按每股0.10港元之價格轉換125,000,000股每股面值0.10港元之普通股。
- (c) 年內，本公司與滙富証券有限公司訂立一項配售協議，以每股面值0.011港元之價格配售合共900,000,000股每股面值0.01港元之普通股。發行股份之溢價900,000港元已計入股份溢價帳。配售所得款項約9,500,000港元，用作本集團之額外營運資金。

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26. SHARE CAPITAL (continued)

- (d) During the year, 13,793 million ordinary shares of HK\$0.01 each were issued at HK\$0.01 to various creditors for the settlement of the outstanding loans and payables of approximately HK\$137,930,000 owed by the Group to these creditors.
- (e) During the year, 1,374 million ordinary shares of HK\$0.10 each were issued at HK\$0.10 to various vendors not associated with the Company as consideration for acquisition of interests in certain associates and investment securities.
- (f) During the year, 6,900 million ordinary shares of HK\$0.01 each were issued at HK\$0.01 to various vendors not associated with the Company as part of consideration for acquisition of interests in a subsidiary and an associate.

26. 股本 (續)

- (d) 年內，向若干債權人以0.01港元之價格發行13,793,000,000股每股面值0.01港元之普通股，用於償還本集團結欠若干債權人之未償還貸款及應付款項約137,930,000港元。
- (e) 年內，向多間與本公司無關連之賣家以0.10港元之價格發行1,374,000,000股每股面值0.10港元之普通股，作為收購於若干聯營公司及投資證券之權益之代價。
- (f) 年內，向多間與本公司無關連之賣家以0.01港元之價格發行6,900,000,000股每股面值0.01港元之普通股，作為收購於一間附屬公司及一間聯營公司之權益之部份代價。

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26. SHARE CAPITAL (continued)

(g) A special resolution was passed at a special general meeting of shareholders on 9 November 2000. It was resolved to:

(i) reduce the par value of the 4,502 million shares which were in issue up to 9 November 2000 in the Company from HK\$0.10 to HK\$0.01 each by the cancellation of HK\$0.09 paid up on each issued share. On the basis of 4,501,614,739 ordinary shares issued at the date of capital deduction, a credit of HK\$405,145,000 was raised;

(ii) subdivide each authorized but unissued share capital of the Company into 10 subdivided shares of HK\$0.01 each;

(iii) utilise the entire credit arising from the capital reorganisation to eliminate part of the accumulated losses of the Company (note 28); and

(iv) increase the board lot from 2,000 to 100,000 upon completion of the capital reorganisation. The reduction of the par value of the shares of the Company and share subdivision gave the Company greater flexibility in pricing any new issue of its shares.

26. 股本 (續)

(g) 於二零零零年十一月九日在股東特別大會上通過一項特別決議案。決議如下：

(i) 藉註銷每股已發行股份繳足股款0.09港元將本公司截至二零零零年十一月九日止已發行之4,502,000,000股股份面值由每股0.10港元削減至每股0.01港元。按削減股本當日已發行之4,501,614,739股普通股股份計算，入賬405,145,000港元；

(ii) 將每股本公司法定但未發行股本拆細為10股每股面值0.01港元已拆細股份；

(iii) 動用因股本重組而產生之全部進帳，以撇銷本公司之部分累積虧損（附註28）；及

(iv) 於股本重組完成後將買賣單位由2,000股增至100,000股。削減本公司股份面值及拆細股份可讓本公司更靈活地釐訂其任何發行新股份之價格。

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27. SHARE OPTIONS

On 1 July 1993, the Company approved a share option scheme under which the directors may, at their discretion, at any time during ten years from the date of approval, invite any eligible employee of the Group to take up options to subscribe for shares of the Company. Such options will lapse on the voluntary resignation or termination of any eligible employee's employment in accordance with the termination provision of his contract of employment other than by reason of redundancy. The maximum number of shares on which options may be granted may not exceed 10% of the share capital in issue at the time of grant. The aforesaid share option scheme became effective upon the listing of the Company's shares and warrants on the Exchange on 21 July 1993.

At 30 June 2001, the Company had 23,500,000 share options outstanding, of which 6,300,000 and 17,200,000 options were exercisable at HK\$0.320 and HK\$0.626 per share (subject to adjustments), respectively, at any time during the period of ten years from the date of grant of the options. The exercise in full of such share options would, under the present capital structure of the Company, result in the issue of 23,500,000 additional shares.

27. 購股權計劃

於一九九三年七月一日，本公司批准一項購股權計劃；據此，董事會可由批准計劃當日起計十年內隨時酌情邀請本集團任何符合資格之僱員接受購股權，以便認購本公司之股份。該等購股權將在合資格僱員主動辭職或根據其僱傭合約所規定之解僱條款遭解僱（裁員除外）時失效。授予購股權所能認購之股份數目最高限額不得超過授予購股權時之已發行股本之10%。上述購股權計劃於一九九三年七月二十一日本公司股份及認股權證上市後隨即生效。

於二零零一年六月三十日，本公司尚有23,500,000股購股權仍未行使，其中6,300,000股及17,200,000股購股權可分別由授出購股權當日起計十年內隨時分別按每股0.320港元及0.626港元（可予以調整）行使。根據本公司之現有股本結構，全面行使此等購股權將導致發行額外23,500,000股股份。

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28. RESERVES

28. 儲備

		2001					2000				
		二零零一年					二零零年				
Group	本集團	Enterprise expansion and reserve funds					Asset revaluation reserve	Exchange fluctuation reserve	Accumulated losses	Total	Total
		Share premium	Capital reserve	Enterprise expansion and reserve funds	Asset revaluation reserve	Exchange fluctuation reserve					
		溢價	資本儲備	企業發展及儲備基金	資產重估儲備	外匯波動儲備	累積虧損	合計	合計		
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	\$'000	
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	
Beginning of year	年初	295,180	6,674	79	9,649	(193)	(902,888)	(591,499)	(261,735)		
Issuance of new shares for working capital	發行新股為籌集營運資金	900	-	-	-	-	-	900	-		
Share issue expenses	發行股份費用	(2,173)	-	-	-	-	-	(2,173)	(30,181)		
Adjustment for winding up subsidiaries	清盤附屬公司調整	-	(18)	(79)	-	(78)	-	(175)	-		
Adjustment for written off subsidiaries	撇銷附屬公司調整	-	-	-	-	147	-	147	-		
Adjustment in nominal value of the Company's shares (note 26(g))	本公司股份面值調整(附註26(g))	-	-	-	-	-	405,145	405,145	-		
Net loss for the year	本年度虧損淨額	-	-	-	-	-	(4,207)	(4,207)	(299,583)		
End of year	年終	293,907	6,656	-	9,649	(124)	(501,950)	(191,862)	(591,499)		
Reserves retained by:	保留儲備:										
Company and subsidiaries	本公司及附屬公司	293,907	-	-	9,649	(124)	(498,247)	(194,815)	(593,993)		
Associates	聯營公司	-	-	-	-	-	-	-	(438)		
Joint venture	合營公司	-	6,656	-	-	-	(3,703)	2,953	2,932		
		293,907	6,656	-	9,649	(124)	(501,950)	(191,862)	(591,499)		

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28. RESERVES (continued)

28. 儲備 (續)

		2001			2000
		二零零一年			二零零零年
		Share premium	Contributed surplus	Accumulated losses	Total
		股份溢價帳	繳入盈餘	累計虧損	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
			Note		
			附註		
Company	本公司				
Beginning of year	年初	295,180	56,516	(696,785)	(345,089)
Issuance of new shares	發行新股				
for working capital	為籌集營運資金	900	-	-	900
Share issue expenses	發行股份費用	(2,173)	-	-	(2,173)
Adjustment in nominal value of the Company's shares (note 24(g))	本公司股份面值調整 (附註24(g))	-	-	405,145	405,145
Net loss for the year	本年度虧損淨額	-	-	(249,344)	(249,344)
End of year	年終	293,907	56,516	(540,984)	(190,561)

Note:

The contributed surplus of the Company represents the difference between the nominal value of the Company's shares issued in exchange for the fair value of the shares of the subsidiaries acquired at the dates of acquisition. Under the Companies Act 1981 of Bermuda (as amended), the Company may make distributions to its members out of the contributed surplus under certain circumstances, which the Company is currently unable to satisfy.

附註:

本公司之繳入盈餘指作為交換條件而發行之本公司普通股面值與所收購附屬公司股份於收購日期之公平值兩者間之差額。根據百慕達一九八一年公司法(經修訂),本公司可在若干情況下自繳入盈餘中撥款向其股東進行分派,惟目前本公司並未符合此等情況之規定。

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29. NOTES TO THE CONSOLIDATED CASH FLOW STATEMENTS

29. 綜合現金流量表附註

(a) Reconciliation of loss before taxation to net cash outflow from operating activities:

(a) 除稅前虧損及經營業務之現金流出淨額之對帳：

		2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元
Loss before taxation	除稅前虧損	(5,945)	(301,827)
Interest income	利息收入	(35)	(195)
Interest expense	利息支出	25,079	46,444
Depreciation	折舊	2,714	3,470
Amortisation of goodwill	商譽攤銷	4,039	-
Loss on disposal of property, plant and equipment	出售物業、機器及設備之虧損	7,950	863
Adjustment for winding up subsidiaries	清盤附屬公司調整	(448,679)	-
Adjustment for written off subsidiaries	附屬公司撤銷調整	3,378	-
Adjustment for written off associates	聯營公司撤銷調整	13	-
Adjustment for a written off jointly controlled entity	共同控制企業撤銷調整	(602)	-
Loans to subsidiaries written off	附屬公司貸款撤銷	557	-
Waiver of a loan due to a written off subsidiary	豁免應付已撤銷附屬公司之借款	(9,207)	-
Loans to winding up subsidiaries written off	清盤附屬公司貸款撤銷	300,491	-
Plant and equipment written off	機器及設備撤銷	917	-
(Gain)/loss on disposal of other investments	出售其他投資(收益)／虧損	(1,367)	98,462
Provision for diminution in value of investments in securities	投資證券減值撥備	71,046	-

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29. NOTES TO THE CONSOLIDATED CASH FLOW STATEMENTS (continued) 29. 綜合現金流量表附註 (續)

(a) (continued)

(a) (續)

		2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元
Provisions for bad and doubtful debts	呆壞帳撥備	6,344	68,614
Written off of long outstanding payable	長期未償還 應付帳款撤銷	-	(4,056)
Written off of research and development costs	研究及開發成本撤銷	-	614
Provision for construction contracts	建築工程合約撥備	-	57,085
Provisions for obsolete and slow-moving inventories	陳舊及滯銷存貨撥備	-	3,025
Unrealised holding loss of other investments	其他投資未變 現帳面虧損	-	15,208
Goodwill arising on acquisition of subsidiaries written off	收購附屬公司商譽撤銷	-	34,986
Gain on disposal of subsidiaries	出售附屬公司收益	-	(122,318)
Share of loss of jointly controlled entities	分佔共同控制企業之虧損	-	192
Decrease in due to winding up subsidiaries	應付清盤附屬公司 款項減少	(3,729)	-
Decrease in due to jointly controlled entities	應付共同控制 企業款項減少	(212)	-
Decrease in assets held for disposal	待售資產減少	-	126,000
Decrease in accounts receivable	應收帳款減少	5,897	63,779

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29. NOTES TO THE CONSOLIDATED CASH FLOW STATEMENTS (continued) 29. 綜合現金流量表附註 (續)

(a) (continued)

(a) (續)

		2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元
Increase in prepayments, deposits and other receivables	預付款項、按金及其他應收款項增加	(27,136)	(123,740)
Increase in due from jointly controlled entities	應收共同控制企業款項減少	-	(2,227)
Decrease in due from a substantial shareholder of subsidiaries	應收附屬公司主要股東款項減少	-	31,184
Decrease in inventories	存貨減少	4,388	6,754
Increase in gross amount due from customers for contract work	應收工程合約客戶總額增加	-	(49,607)
Increase in accounts and bills payables, accruals, other payable and deposits received, and interest payables for secured borrowings	應付帳款及票據、應計費用、其他應付款項及已收按金及有抵押借貸之應付利息增加	39,895	(11,688)
Decrease in gross amount due to customers for contract work	應付工程合約客戶總額減少	-	(1,180)
Net cash outflow from operating activities	經營業務之現金流出淨額	(24,204)	(60,158)

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

29. 綜合現金流量表附註 (續)

(b) Acquisition of a subsidiary and a loan due from the subsidiary:

(b) 收購一間附屬公司及應收附屬公司貸款：

		2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元
Net assets acquired:	已收購資產淨值：		
Non-current assets	非流動資產	4,347	1,583
Cash and bank balances	現金及銀行結餘	306	245
Other current assets	其他流動資產	15,760	17,106
Bank overdraft and cash equivalent loans	銀行透支及現金等值項目貸款	-	(9,275)
Other current liabilities	其他流動負債	(10,452)	(5,791)
Non-current liabilities	非流動負債	-	(1,354)
		9,961	2,514
Goodwill	商譽	40,039	34,986
		50,000	37,500
Satisfied by:	支付：		
Issue of capital	發行股本	43,000	25,000
Issue of promissory note	發行期票	7,000	12,500
		50,000	37,500

During the year the Company acquired 100% interest in a company, Goldhill Merchandising Inc. and a loan due from the subsidiary amounted to Peso 57,535,000 at a consideration of HK\$50 million satisfied by the issue of approximately 430 million new ordinary shares in the Company at HK\$0.10 each and the issue of HK\$7 million promissory note.

年內，本公司收購一間公司 (Goldhill Merchandising Inc.) 100%權益及應收附屬公司貸款57,535,000披索，代價50,000,000港元乃以本公司每股面值0.10港元發行約430,000,000股新普通股及發行價值7,000,000港元之期票支付。

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截至二零零一年六月三十日止年度

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

(b) (continued)

Analysis of net inflow/(outflow) of cash and cash equivalents in respect of the acquisition of a subsidiary and a loan due from the subsidiary:

Cash consideration	現金代價
Cash and bank deposits of the acquired subsidiary	所收購附屬公司之現金及銀行存款
Bank overdrafts and cash equivalents loans of the acquired subsidiary	所收購附屬公司之銀行透支及現金等值項目貸款

29. 綜合現金流量表附註 (續)

(b) (續)

有關收購一間附屬公司及應收附屬公司貸款之現金及現金等值項目流入／(流出)淨額分析如下：

	2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元
	-	-
	306	245
	-	(9,275)
	<u>306</u>	<u>(9,030)</u>

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29. NOTES TO THE CONSOLIDATED CASH FLOW STATEMENTS (continued) 29. 綜合現金流量表附註 (續)

(c) Adjustment for winding up subsidiaries

(c) 清盤附屬公司調整

		2001	2000
		二零零一年	二零零零年
		HK\$'000	HK\$'000
		千港元	千港元
Net assets of winding up subsidiaries:	清盤附屬公司之資產淨值：		
Non-current assets	非流動資產	8,346	-
Cash and bank deposits	現金及銀行存款	1,151	-
Other current assets	其他流動資產	27,902	-
Bank overdrafts and cash equivalent loans	銀行透支及現金等值項目貸款	(64,126)	-
Other current liabilities	其他流動負債	(421,747)	-
Non-current liabilities	非流動負債	(30)	-
Capital reserve	資本儲備	(18)	-
Enterprise expansion and reserve fund	企業發展及儲備基金	(79)	-
Exchange fluctuation reserve	外匯波動儲備	(78)	-
Adjustment for winding up subsidiaries	清盤附屬公司調整	(448,679)	-

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

(c) (continued)

Analysis of net inflow of cash and cash equivalents in respect of the adjustment for winding up subsidiaries:

Cash and bank deposits of winding up subsidiaries
Bank overdrafts and cash equivalents loans of winding up subsidiaries

清盤附屬公司之現金及銀行存款
清盤附屬公司之銀行透支及現金等值項目貸款

29. 綜合現金流量表附註 (續)

(c) (續)

有關清盤附屬公司調整之現金及現金等值項目流入淨額分析如下：

	2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元
	(1,151)	-
	64,126	-
	62,975	-

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29. NOTES TO THE CONSOLIDATED CASH FLOW STATEMENTS (continued) 29. 綜合現金流量表附註 (續)

(d) Adjustment for written off subsidiaries

(d) 撤銷附屬公司調整

		2001	2000
		二零零一年	二零零零年
		HK\$'000	HK\$'000
		千港元	千港元
Net assets of written off subsidiaries:	撤銷附屬公司之資產淨值：		
Cash and bank deposits	現金及銀行存款	19	-
Other current assets	其他流動資產	3,229	-
Other current liabilities	其他流動負債	(17)	-
Exchange fluctuation reserve	外匯波動儲備	147	-
		<hr/>	<hr/>
Adjustment for written off subsidiaries	撤銷附屬公司調整	3,378	-
		<hr/>	<hr/>

Analysis of net outflow of cash and cash equivalents in respect of the adjustment for written off subsidiaries:

有關撤銷附屬公司調整之現金及現金等值項目流出淨額分析如下：

		2001	2000
		二零零一年	二零零零年
		HK\$'000	HK\$'000
		千港元	千港元
Cash and bank deposits of written off subsidiaries	撤銷附屬公司之現金及銀行存款	(19)	-
		<hr/>	<hr/>

For the year ended 30 June 2001
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29. NOTES TO THE CONSOLIDATED CASH FLOW STATEMENTS (continued) 29. 綜合現金流量表附註 (續)

(e) Disposal of subsidiaries

(e) 出售附屬公司

		2001	2000
		二零零一年	二零零零年
		HK\$'000	HK\$'000
		千港元	千港元
Net assets disposed of:	已出售資產淨值：		
Non-current assets	非流動資產	-	285,174
Cash and bank deposits	現金及銀行存款	-	6,051
Other current assets	其他流動資產	-	98,287
Bank overdrafts and	銀行透支及		
cash equivalent loans	現金等值項目貸款	-	(30,613)
Other current liabilities	其他流動負債	-	(75,228)
Non-current liabilities	非流動負債	-	(151,775)
		-	131,896
Gain on disposal of subsidiaries	出售附屬公司所得收益	-	122,318
		-	254,214
Satisfied by :	支付：		
Off-set by accounts payable	與應付帳款對銷	-	3,241
Reclassification to other investments	重新分類為其他投資	-	250,973
		-	254,214

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

(e) (continued)

Analysis of net inflow of cash and cash equivalents in respect of the disposal of subsidiaries:

Cash and bank deposits of disposed subsidiaries	出售附屬公司之現金及銀行存款
Bank overdrafts and cash equivalents loans of disposed subsidiaries	出售附屬公司之銀行透支及現金等值項目貸款

29. 綜合現金流量表附註 (續)

(e) (續)

有關出售附屬公司之現金及現金等值項目流入淨額分析如下：

	2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元
	-	(6,051)
	-	30,613
	-	24,562

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

29. 綜合現金流量表附註 (續)

(f) Analysis of changes in financing during the year

(f) 本年度融資變動分析

		Share capital and share premium	Bank and other loans	Obligations under finance lease and hire purchase contracts	Minority interests
		股本及股份溢價帳	銀行貸款及其他貸款	融資租賃及租購合約承擔	少數股東權益
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Balance at 1 July 1999	於一九九九年七月一日之結餘	471,385	199,408	3,791	122,080
Net cash inflow/(outflow) from financing	融資活動之現金流入/(流出)淨額	51,654	(14,757)	(1,116)	-
Share of loss for the year	本年度應佔虧損	-	-	-	(1,314)
Shares issued for non-cash consideration	以非現金代價發行股份	72,403	-	-	-
Arising on disposal of subsidiaries	出售附屬公司時產生	-	(78,240)	-	(120,741)
Arising on acquisition of a subsidiary	收購附屬公司時產生	-	-	-	1,354
Settled by non-cash consideration	以非現金代價償還	-	(12,038)	-	-
Balance at 1 July 2000	於二零零零年七月一日之結餘	595,442	94,373	2,675	1,379

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截至二零零一年六月三十日止年度

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

29. 綜合現金流量表附註 (續)

(f) (continued)

(f) (續)

		Share capital and share premium	Bank and other loans	Obligations under finance lease and hire purchase contracts	Minority interests
		股本及股份溢價帳	銀行貸款及其他貸款	融資租賃及租購合約承擔	少數股東權益
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Net cash inflow/(outflow) from financing	融資活動之現金流入／(流出)淨額	7,727	74,391	(743)	-
Share of loss for the year	本年度應佔虧損	-	-	-	(1,379)
Capital reduction	資本減值	(405,145)	-	-	-
Share issued for non-cash consideration	以非現金代價發行股份	356,830	-	-	-
Adjustment for winding up subsidiaries	清盤附屬公司調整	-	(22,353)	(30)	-
Acquisition of a subsidiary	收購一間附屬公司	-	421	-	-
Settled by non-cash consideration	以非現金代價償還	-	(81,247)	(114)	-
Balance at 30 June 2001	於二零零一年六月三十日之結餘	554,854	65,585	1,788	-

For the year ended 30 June 2001
截至二零零一年六月三十日止年度

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

29. 綜合現金流量表附註 (續)

(g) Analysis of balances of cash and cash equivalents

(g) 現金及現金等值項目結餘分析

		2001	2000
		二零零一年	二零零零年
		HK\$'000	HK\$'000
		千港元	千港元
Cash and bank deposits	現金及銀行存款	512	2,021
Bank overdrafts	銀行透支	(905)	(9,447)
Bank and other borrowings	於三個月內到期之		
with maturity within	銀行貸款及其他借貸		
three months		-	(98,652)
		(393)	(106,078)

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30. COMMITMENTS

30. 承擔

(a) Capital commitments

(a) 資本承擔

Capital commitments not provided for in the financial statements are analysed as follows:

並無於財務報表撥備之資本承擔分析如下：

	Group 本集團		Company 本公司	
	2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元
Contracted but not provided for (notes)	206,594	43,056	165,257	-
Conditionally contracted for	-	112,834	-	112,834
	206,594	155,890	165,257	112,834

Notes:

附註：

- (i) commitments in respect of capital contributions in a subsidiary and jointly controlled entity in the PRC amounting to HK\$37,437,000 (2000: HK\$39,157,000);
- (ii) commitments in respect of the further acquisition of 25% shareholding in a subsidiary, AVT Electronics Limited amounting to HK\$14,423,000 (2000: HK\$Nil);
- (iii) commitments in respect of the acquisition of an associate company in the PRC and the operating receipt of a company in the PRC amounting to HK\$38,000,000 (2000: HK\$Nil);

- (i) 就中國附屬公司及共同控制企業出資而作出之承擔為37,437,000港元(二零零零年:39,157,000港元)。
- (ii) 就增持一間附屬公司(ATV Electronics Limited)25%股份而作出之承擔為14,423,000港元(二零零零年:零港元)。
- (iii) 就於中國收購一間聯營公司及一間公司之經營收益而作出之承擔為38,000,000港元(二零零零年:零港元)。

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截至二零零一年六月三十日止年度

30. COMMITMENTS (continued)

(a) Capital commitments (continued)

Notes: (continued)

- (iv) commitments in respect of the acquisition of the second tranche of shares in eCyberChina Holdings Limited amounting to approximately HK\$113 million (2000: HK\$113 million). The expected completion date of the acquisition was 15 August 2000. However, up to the date on which these financial statements were approved, the above transactions were not yet completed and the commitment of approximately HK\$113 million was not yet paid. The Group is under negotiation with the vender for a further extension of the completion date; and
- (v) commitments in respect of the purchase of land and buildings amounting to HK\$3,899,000 (2000: HK\$3,899,000).

30. 承擔 (續)

(a) 資本承擔 (續)

附註：(續)

- (iv) 就收購光訊聯網集團有限公司第二批股份而作出之承擔約為113,000,000港元(二零零零年：113,000,000港元)。預期完成收購日為二零零零年八月十五日。惟直至本報告日期，上述交易仍未完成，且約113,000,000港元之承擔款項仍未支付。本集團正就完成日期之進一步延後與賣方進行磋商。
- (v) 就購買土地及樓宇而作出之承擔為3,899,000港元(二零零零年：3,899,000港元)。

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30. COMMITMENTS (continued)

(b) Operating lease commitments

At 30 June 2001, the Group and the Company had future aggregate minimum lease payments under non-cancellable operating lease in respect of directors' quarters as follow:

Within one year
In the second to fifth
years inclusive

一年內
第二至第五年
(包括首尾兩年)

30. 承擔 (續)

(b) 經營租約承擔

二零零一年六月三十日，本集團及本公司根據不可撤回經營租約有關董事宿舍之未來最低租金總額如下：

		Group 本集團		Company 本公司	
		2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元
Within one year	一年內	693	1,140	-	771
In the second to fifth years inclusive	第二至第五年 (包括首尾兩年)	754	2,276	-	-
		1,447	3,416	-	771

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截至二零零一年六月三十日止年度

31. RELATED PARTY TRANSACTIONS

Other than disclosed elsewhere in these financial statements, the Group had the following material transactions with related parties during the year.

(a) Personal guarantees from directors

At the balance sheet date, certain directors of the Company had executed personal guarantees to the counter-indemnity against performance bonds issued to the Group amounting to HK\$Nil (2000: HK\$36 million).

(b) Advance to the jointly controlled entities

During the year, the Group advanced HK\$4,259,000 (2000: HK\$2,763,000) to a jointly controlled entity and was fully written off during the year.

(c) Rental received from a winding up subsidiary

In the normal course of business the Group received rental from a winding up subsidiary amounting to HK\$660,000 (2000: HK\$Nil) during the year.

31. 關連各方交易

除財務報表另有披露者外，本集團於年內與關連各方進行下列重大交易。

(a) 董事之個人擔保

於結算日，本公司若干董事已就向本集團發出之履約保證書之反賠償保證作出零港元（二零零零年：36,000,000港元）之個人擔保。

(b) 向共同控制企業墊款

年內，本集團向一間共同控制企業墊款4,259,000港元（二零零零年：2,763,000港元），且該款項已於年內悉數撇銷。

(c) 向清盤附屬公司收取之租金

年內，本集團在正常業務過程中向一間清盤附屬公司收取660,000港元之租金（二零零零年：零港元）。

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32. CONTINGENT LIABILITIES

(a) As at 30 June 2001, contingent liabilities not provided for in the financial statements were:

32. 或然負債

(a) 二零零一年六月三十日，並無於財務報表撥備之或然負債為：

		Group		Company	
		本集團		本公司	
		2001	2000	2001	2000
		二零零一年	二零零零年	二零零一年	二零零零年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Guarantee of credit facilities granted to subsidiaries utilised	就附屬公司已動用信貸提供擔保	-	-	5,500	93,150
Guarantee of credit facilities granted to winding up subsidiaries utilised (note (i))	就清盤附屬公司已動用信貸提供擔保(附註(i))	87,650	-	87,650	-
Guarantee of debts	就債務提供擔保	13,660	13,660	13,660	13,660
Guarantee of insurance claims	保險索償擔保	1,500	1,500	-	-
Counter-indemnities against performance bonds issued (note (ii))	就發出履約保證書作出反賠償保證(附註(ii))	28,199	57,336	20,249	48,703
Guarantee of finance lease	就融資租約提供擔保	-	-	-	5,350
Guarantee of loans to subsidiaries	就附屬公司貸款提供擔保	-	-	506	25,000
Guarantee of loans to winding up subsidiaries	就清盤附屬公司貸款提供擔保	26,799	-	26,799	-
		157,808	72,496	154,364	185,863

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截至二零零一年六月三十日止年度

32. CONTINGENT LIABILITIES (continued)

(a) (continued)

(i) Other property of the Group was pledged to a bank as securities for facilities to the extent of HK\$58,650,000 granted to a winding up subsidiary (note 11(d)).

(ii) The performance bonds issued, amounting to HK\$9,996,000 (2000: HK\$35,926,000), were also supported by personal guarantees executed by certain directors of the Company.

(b) At the balance sheet date, an employee of the Group and the Company had completed the required number of years of service under the Employment Ordinance (the "Ordinance") to be eligible for long service payments upon termination of her employment. The Group and the Company is only liable to make such payments where the termination meets the required circumstance specified in the Ordinance. If the termination of the employee met the circumstances required by the Ordinance, the Group and the Company's liability at the balance sheet date would have been approximately HK\$74,000 (2000: HK\$673,000). No provision has been made for this amount in the financial statements.

32. 或然負債 (續)

(a) (續)

(i) 本集團其他物業已抵押予一間銀行作為抵押品以獲取授予一間清盤附屬公司信貸58,650,000港元之融資(附註11(d))。

(ii) 發出金額為9,996,000港元(二零零零年: 35,926,000港元)之履約保證書亦獲本公司若干董事以個人擔保支持。

(b) 於結算日,本集團及本公司一位僱員之服務年資達到僱傭條例(「有關條例」)所規定終止僱用時可享有長期服務金之指定年數。本集團及本公司只在符合有關條例規定之情況下終止僱用始須負有法律責任支付上述長期服務金。倘在符合有關條例規定之情況下終止僱用僱員,本集團於結算日之負債將約為74,000港元(二零零零年: 673,000港元)。此款項並無於財務報表中作出撥備。

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33. SUBSEQUENT EVENTS (continued)

- (b) Subsequent to the balance date, a banker and finance lease creditors took possession on the other properties and motor vehicles with net book value of HK\$23,734,000 (the Company: HK\$Nil) and HK\$Nil (the Company: HK\$Nil) respectively. The other properties and motor vehicles were pledged to a bank and finance companies and hire purchase creditors for facilities granted to the Group.
- (c) In August 2001, Power Forward intended to exercise its power to dispose of an associate of the Group, Nanning Haiqi Real Estate Development Co., Limited, which was pledged to Power Forward for loan granted to the Company, at a consideration of HK\$4.6 million. The Group refuse to transfer the associate to Power Forward and is still under negotiation with Power Forward for the settlement of debts.
- (d) In accordance with announcement dated 10 July 2001, the Company entered into an agreement with Mr. Law Kwok Sum, an independent third party, to acquire 49% interests in Morning Star Travel and Tours, Inc. at a consideration of HK\$39.2 million. The consideration will be satisfied by the issue of 3,920 million new shares of HK\$0.01 each. Up to the date of this report, the transaction has not been completed.

33. 結算日後事項 (續)

- (b) 於結算日後，一間銀行及融資租約債權人接管本集團之其他物業及汽車，帳面淨值分別為23,734,000港元(本公司：零港元)及零港元(本公司：零港元)。該等其他物業及汽車已抵押予一間銀行及金融公司和租購債權人以獲取授予本集團之融資。
- (c) 於二零零一年八月，Power Forward擬行使其權力以出售本集團一間聯營公司Nanning Haiqi Real Estate Development Co., Limited(該公司已抵押予Power Forward以獲取授予本公司之貸款)，代價為4,600,000港元。本集團拒絕將該聯營公司轉讓予Power Forward，現仍就清償債務事宜與Power Forward進行磋商。
- (d) 依照二零零一年七月十日發佈之通告，本公司與獨立第三方Law Kwok Sum先生訂立一份協議以收購於Morning Star Travel and Tours, Inc.之49%權益，代價為39,200,000港元，將以發行3,920,000,000股每股0.01港元之新股方式支付。截至本報告日期，該項交易仍未完成。

For the year ended 30 June 2001

截至二零零一年六月三十日止年度

33. SUBSEQUENT EVENTS (continued)

- (e) In July 2001, the Company disposed of a subsidiary, Henredon Holdings Limited at the consideration of RMB3,000,000.
- (f) Subsequent to the balance sheet date, two creditors had filed writ of summon against the Company to claim the amount due by the Company and dishonour cheque issued amounting to HK\$1,046,000 and HK\$1,228,000 respectively.
- (g) In August 2001, the Group and the Company was involved in legal proceedings in respect of a group of employees claiming for an amount approximately HK\$702,000 and HK\$450,000 respectively.

34. PARTICULARS OF PRINCIPAL SUBSIDIARIES

Name	Place of incorporation/ operation	Issued and fully paid share/ Registered capital 已發行及 繳足股份/ 註冊股本	Percentage of equity interest attributable to the Group 本集團 應佔股本權益 百分比	Principal activities 主要業務
Accura Enterprises Limited (note (b))	British Virgin Islands	US\$1	100%	Investment holdings
Accura Enterprises Limited (附註(b))	英屬處女群島	1美元	100%	投資控股
AVT Electronics Limited (note (a))	Hong Kong	HK\$4,500,100	65%	Manufacturing of multi-media products
AVT Electronics Limited (附註(a))	香港	4,500,100港元	65%	製造多媒體產品

33. 結算日後事項 (續)

- (e) 於二零零一年七月，本公司出售一間附屬公司 Henredon Holdings Limited，代價為人民幣3,000,000元。
- (f) 於結算日後，兩位債權人就本公司發出傳票，以申索本公司結欠的1,046,000港元及所發不能兌現的支票1,228,000港元。
- (g) 於二零零一年八月，本集團及本公司因一群僱員分別索償約702,000港元及450,000港元而涉及法律訴訟。

34. 主要附屬公司詳情

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34. PARTICULARS OF PRINCIPAL SUBSIDIARIES

34. 主要附屬公司詳情 (續)

(continued)

Name	Place of incorporation/ operation	Issued and fully paid share/ Registered capital 已發行及 繳足股份/ 註冊股本	Percentage of equity interest attributable to the Group 本集團 應佔股本權益 百分比	Principal activities 主要業務
公司名稱	註冊成立/ 營業地點			
Best Materials Supply Limited	Hong Kong	HK\$2	100%	Investment holding
Best Materials Supply Limited	香港	2港元	100%	投資控股
Bravo Interior Products Limited	Hong Kong	HK\$2	100%	Trading of decorative products
全威裝飾材料有限公司	香港	2港元	100%	裝修材料貿易
Bravoheart Property Limited	British Virgin Islands/PRC	US\$1	100%	Investment holding
Bravoheart Property Limited	英屬處女群島/ 中國	1美元	100%	投資控股
Carpet Gallery Company Limited	Hong Kong	Ordinary HK\$306,123 **Non-voting deferred HK\$30,000	100%	Carpet Contracting services
氈藝有限公司	香港	普通股 306,123港元** 無投票權遞 延股30,000港元	100%	承辦地氈服務
Carpet Gallery (Overseas) Company Limited	British Virgin Islands	US\$300	100%	Dormant
氈藝(「海外」)有限公司	英屬處女群島	300美元	100%	暫無營業

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34. PARTICULARS OF PRINCIPAL SUBSIDIARIES

34. 主要附屬公司詳情 (續)

(continued)

Name	Place of incorporation/ operation	Issued and fully paid share/ Registered capital 已發行及 繳足股份/ 註冊股本	Percentage of equity interest attributable to the Group 本集團 應佔股本權益 百分比	Principal activities 主要業務
公司名稱	註冊成立/ 營業地點			
CIL Containers Limited (note (b))	British Virgin Islands/ Hong Kong	US\$10	100%	Investment holding
CIL Containers Limited (note (b))	英屬處女群島/香港	10美元	100%	投資控股
CIL Decorative Products Limited (note (b)) 華建裝飾材料有限公司 (附註(b))	Hong Kong 香港	HK\$2 2港元	100%	Dormant 暫無營業
CIL Group Limited (note (b))	British Virgin Islands/Hong Kong	US\$10,405	100%	Investment holding
CIL Group Limited (附註(b))	英屬處女群島/ 香港	10,405美元	100%	投資控股
CIL Investment Limited	British Virgin Islands	US\$1	100%	Dormant
CIL Investment Limited	英屬處女群島	1美元	100%	暫無營業
CIL Limited	Hong Kong	HK\$2,480,000	100%	Dormant
CIL Limited	香港	2,480,000港元	100%	暫無營業
Collections International Limited	British Virgin Islands/PRC	US\$1	100%	Investment holding
Collections International Limited	英屬處女群島/ 中國	1美元	100%	投資控股
E-Development Limited (note (b))	British Virgin Islands	US\$1	100%	Investment holding
E-Development Limited (附註(b))	英屬處女群島	1美元	100%	投資控股

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34. PARTICULARS OF PRINCIPAL SUBSIDIARIES

34. 主要附屬公司詳情 (續)

(continued)

Name	Place of incorporation/ operation	Issued and fully paid share/ Registered capital 已發行及 繳足股份/ 註冊股本	Percentage of equity interest attributable to the Group 本集團 應佔股本權益 百分比	Principal activities 主要業務
公司名稱	註冊成立/ 營業地點			
Finemost Investments Limited 銳賢投資有限公司	Hong Kong 香港	HK\$2 2港元	100%	Property holding 持有物業
First Manor Inc. (note (b))	British Virgin Islands/PRC 英屬處女群島/ 中國	US\$1 1美元	100%	Investment holding 投資控股
First Manor Inc. (附註(b))	British Virgin Islands 英屬處女群島	US\$1 1美元	100%	Investment holding 投資控股
Flaconwood Ltd. (note (b))	British Virgin Islands 英屬處女群島	US\$1 1美元	100%	Investment holding 投資控股
Flaconwood Ltd. (附註(b))	Hong Kong 香港	HK\$2 2港元	100%	Dormant 暫無營業
Grace Decorative Materials Limited Grace Decorative Materials Limited	Hong Kong 香港	HK\$2 2港元	100%	Dormant 暫無營業
Goldhill Merchandising Inc. (note(a))	Philippine	Peso 25,000	100%	Trading of goods and merchandise and leasing of rental premises and facilities
Goldhill Merchandising Inc. (附註(a))	菲律賓	25,000披索	100%	貨品及商品貿易及物業及設施出租

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34. PARTICULARS OF PRINCIPAL SUBSIDIARIES

34. 主要附屬公司詳情 (續)

(continued)

Name	Place of incorporation/ operation	Issued and fully paid share/ Registered capital 已發行及繳足股份/ 註冊股本	Percentage of equity interest attributable to the Group 本集團應佔股本權益 百分比	Principal activities 主要業務
公司名稱	註冊成立/ 營業地點			
Henredon Holdings Limited	British Virgin Islands/PRC	US\$1	100%	Investment holding
Henredon Holdings Limited	英屬處女群島/ 中國	1美元	100%	投資控股
I.D.C Group and Co., Limited	Hong Kong	HK\$100,000	100%	Dormant
I.D.C Group and Co., Limited	香港	100,000港元	100%	暫無營業
Ka Cheong Holdings Limited	British Virgin Islands	US\$200	100%	Investment holding
Ka Cheong Holdings Limited	英屬處女群島	200美元	100%	投資控股
Leadway Contracting Co., Limited	Hong Kong	HK\$2	100%	Dormant
Leadway Contracting Co., Limited	香港	2港元	100%	暫無營業
Lucky Choice Assets Limited (note (b))	British Virgin Islands/ Hong Kong	US\$1	100%	Dormant
Lucky Choice Assets Limited (附註(b))	英屬處女群島/ 香港	1美元	100%	暫無營業
Modern Faith Limited (note (b))	Hong Kong	HK\$2	100%	Dormant
煌信有限公司 (附註(b))	香港	1港元	100%	暫無營業
Top Grand Investments Limited	Hong Kong	HK\$2	100%	Dormant
Top Grand Investments Limited	香港	2港元	100%	暫無營業

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34. PARTICULARS OF PRINCIPAL SUBSIDIARIES

(continued)

Notes:

- (a) These subsidiaries are not audited by RSM Nelson Wheeler.
- (b) These subsidiaries are directly held by the Company.

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

35. COMPARATIVE FIGURES

The comparative figures were audited by another firm of Certified Public Accountants in Hong Kong. Certain comparative figures have been restated.

36. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved by the board of directors on 25 January 2002.

34. 主要附屬公司詳情 (續)

附註：

- (a) 該等附屬公司並非由羅申美會計師行審核。
- (b) 該等附屬公司由本公司直接持有。

董事會之意見認為以上列出之附屬公司，對本集團之業績影響重大並構成本集團資產淨值之主要部份。董事會認為詳述其他附屬公司將令篇幅過於冗長。

35. 比較數字

比較數字已由另一間香港執業會計師行審核。若干比較數字已予重列。

36. 財務報表之批准

財務報表已於二零零二年一月二十五日經董事會批准。