

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st March, 2004 (Amounts expressed in Hong Kong dollars)  
截至二零零四年三月三十一日止年度（金額以港元計算）

### 1. GENERAL

The Company is an exempted company with limited liability under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. Its ultimate holding company is Honeylink Agents Limited, a company incorporated in the British Virgin Islands.

The Company is an investment holding company. The principal activities of the Group are the provision of financial services, including securities dealing and broking, futures and options broking, securities margin financing, corporate finance services, and brokerage of mutual funds and insurance-linked investment plans and products.

### 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARD

In the current year, the Company has adopted, for the first time, the following Hong Kong Financial Reporting Standard (“HKFRS”) issued by the Hong Kong Society of Accountants (“HKSA”). The term of HKFRS is inclusive of Statements of Standard Accounting Practice (“SSAP(s)”) and Interpretations approved by the HKSA.

SSAP 12 (Revised)      Income Taxes

The principal effect of the implementation of SSAP 12 (Revised) is in relation to deferred tax. In previous years, provision was made for deferred tax using the income statement liability method, i.e. a liability was recognised in respect of timing differences arising, except where those timing differences were not expected to reverse in the foreseeable future. SSAP 12 (Revised) requires the adoption of a balance sheet liability method, whereby deferred tax is recognised in respect of all temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, with limited exceptions. The adoption of SSAP 12 (Revised) has had no material effect on the results for the current or prior accounting years. Accordingly, no prior year adjustment has been required.

### 1. 一般事項

本公司根據開曼群島公司法第22章（一九六一年法例三，經綜合及修訂）為受豁免有限公司。而其最終控股公司為英屬處女群島註冊成立之有限公司 Honeylink Agents Limited。

本公司為投資控股公司。本集團主要業務為提供金融服務，包括證券買賣及經紀服務、期貨及期權經紀服務、證券保證金融資、企業融資服務，以及互惠基金及保險相關投資計劃及產品之經紀服務。

### 2. 所採用之香港財務申報準則

於本年度，本公司首次採納以下由香港會計師公會（「香港會計師公會」）頒佈之香港財務申報準則（「香港財務申報準則」）。而香港財務申報準則之條款已涵蓋香港會計師公會批准之會計實務準則（「會計實務準則」）及詮釋。

會計實務準則      《所得稅》  
第12號（經修訂）

實施會計實務準則第12號（經修訂）主要影響到遞延稅項。於以往年度，本集團乃以收入表負債法（即已就所產生之時差確認負債者，惟不包括預期於可見將來不會逆轉之時差）就遞延稅務作出撥備。會計實務準則第12號（經修訂）規定須採納資產負債表負債法，據此遞延稅項乃就資產與負債在財務報表之賬面值與計算應課稅溢利時使用之相應計稅基數之所有臨時時差而確認，惟僅有少數例外。採納此會計實務準則第12號（經修訂）對本會計年度期間或以往會計年度期間之業績並無重大影響，因此毋須作出前期年度之調整。

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### 3. SIGNIFICANT ACCOUNTING POLICIES

The financial statements have been prepared under the historical cost convention, as modified for the revaluation of property, investment property and investments in securities, and in accordance with accounting principles generally accepted in Hong Kong. The principal accounting policies adopted are set out below:

#### Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries made up to 31st March each year.

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

#### Investments in subsidiaries

Investments in subsidiaries are included in the Company's balance sheet at cost less any identified impairment loss.

#### Revenue recognition

All transactions in securities trading are recorded on a trade-date basis.

Commission and brokerage income, clearing and handling fees income and advisory fee income are recognised when the services are rendered.

Interest income is accrued on a time basis, by reference to the principal outstanding and at the interest rate applicable.

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established.

Rental income under operating leases is recognised in the income statement on a straight-line basis over the relevant lease term.

### 3. 主要會計政策

財務報表乃按歷史成本常規，並就重估物業、物業投資及證券投資進行調整後根據香港普遍接納之會計原則編製。所採用主要會計政策如下：

#### 綜合基準

綜合財務報表包括本公司及其附屬公司截至每年三月三十一日止年度之財務報表。

年內所收購或出售之附屬公司之業績乃分別由收購生效日期起計算或計算至直至出售生效日期止(選適用者)，列入綜合收益表。

#### 於附屬公司之投資

於附屬公司投資列入本公司之資產負債表乃按成本減任何已辨認之減值虧損。

#### 收益確認

所有證券買賣交易按有關買賣日期記錄。

佣金及經紀佣金收入、結算及手續費收入及顧問費收入於提供服務後確認。

利息收入乃參照尚欠本金並以適用利率按時間基準應予累算。

投資項目之股息收入於股東有權收取款項時確認。

租金收入以直線基準按有關租約年期於收益表中確認。

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### 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Taxation

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

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years, and it further excludes items of income or expense that are never taxable or deductible.

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

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

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

Deferred tax is calculated at the tax rates that are expected to apply in the year when the liability is settled or the asset is realised. Deferred tax is charged or credited to the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

### 3. 主要會計政策（續）

#### 稅項

所得稅開支指現時應付稅項及遞延稅項之總和。

現時應付稅項乃按本年度應課稅盈利計算。應課稅盈利與收入表中所報盈利淨額不同，乃由於前者不包括在其他年度應課稅或可扣稅收入及開支，並且不包括從未課稅及扣稅之收入或支出項目。

遞延稅項為就財務報表資產及負債賬面值及計算應課稅盈利相應稅基差額而須支付或收回之稅項，並以資產負債表負債法處理。遞延稅項負債通常會就所有應課稅臨時差額確認，而遞延稅項資產乃按可能出現可利用臨時時差扣稅之應課稅盈利時提撥。若於一項交易中，因商譽（或負商譽）或因業務合併以外原因開始確認其他資產及負債而引致之臨時時差既不影響應課稅務盈利、亦不影響會計盈利，則不會確認該等資產及負債。

遞延稅項負債乃按因於附屬公司之投資而引致之應課稅臨時差異而確認，惟若本集團可令臨時差額對沖及臨時差額有可能未必於可見將來對沖之情況除外。

遞延稅項資產之賬面值於每個結算日作檢討，並於沒可能會有足夠應課稅盈利恢復全部或部分資產價值時作調減。

遞延稅項乃按預期於負債清償或資產變現年度適用之稅率計算。遞延稅項於收入表中扣除或計入收入表。惟倘遞延稅項直接在股本權益中扣除或計入股本權益之情況（在此情況下遞延稅項亦會於股本權益中處理）除外。

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### 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Operating leases expense

Rentals payable under operating leases are charged to the income statement on a straight-line basis over the terms of the relevant lease.

#### Retirement benefits scheme

Payments to the Mandatory Provident Fund Scheme are charged as an expense as they fall due.

#### Intangible assets

Trading rights in The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and Hong Kong Futures Exchange Limited (the "Futures Exchange") are stated at cost less amortisation. Amortisation is provided to write off the cost on a straight-line basis over their estimated useful lives.

#### Allowance for bad and doubtful debts

Allowance is made for doubtful debts as and when they are considered necessary by the directors. Factors under consideration include the net realisable value of the securities pledged by the clients, the financial condition and repayment records of the clients and the general economic conditions. When the directors consider that the chances of debt recovery are remote, the outstanding debt will be written off.

#### Property and equipment

Property and equipment are stated at cost or valuation less depreciation and amortisation, and accumulated impairment losses.

Land and buildings are stated in the balance sheet at their revalued amount, being the fair value at the date of revaluation less any subsequent accumulated depreciation and amortisation and any subsequent impairment losses. Revaluations are performed with sufficient regularity such that the carrying amount does not differ materially from that which would be determined using fair values at the balance sheet date.

### 3. 主要會計政策(續)

#### 經營租約支出

應付經營租約之租金以直線基準按有關租約年期於收益表中扣除。

#### 退休福利計劃

退休福利計劃之應付供款於到期繳付時支出扣除。

#### 無形資產

於香港聯合交易所有限公司(「聯交所」)及香港期貨交易所有限公司(「期交所」)之交易權按成本值減攤銷列賬。攤銷以直線法按估計可用期內註銷成本計算。

#### 呆壞賬撥備

董事若認為有需要時可作出呆壞賬撥備。考慮因素包括客戶抵押證券之可變現淨值、客戶之財務狀況及還款紀錄以及一般經濟狀況。董事若認為追討欠款機會渺茫，則將撇銷欠款。

#### 物業及設備

物業及設備乃按成本值或估值減折舊及攤銷及累算減值虧損後列賬。

土地及樓宇按重估值(即於重估當日之公平值)減去任何累積折舊及攤銷以及任何日後減值虧損後於資產負債表列賬。重估乃定期進行，使有關賬面值與於結算日按公平值計算之價值不會有重大差異。

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### 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Any revaluation increase arising on revaluation of land and buildings is credited to the revaluation reserve, except to the extent that it reverses a revaluation decrease of the same asset previously recognised as an expense, in which case the increase is credited to the income statement to the extent of the decrease previously charged. A decrease in net carrying amount arising on revaluation of an asset is dealt with as an expense to the extent that it exceeds the balance, if any, on the revaluation reserve relating to a previous revaluation of that asset. On the subsequent sale or retirement of a revalued asset, the attributable revaluation surplus is transferred to retained profits.

Depreciation and amortisation is provided to write off the cost of property and equipment over their estimated useful lives and after taking into account their estimated residual value, using the straight-line method, on the following rates per annum:

Leasehold land	Over the terms of the lease
Buildings	Over the shorter of the terms of the lease or 50 years
Leasehold improvements	The shorter of the lease terms and 5 years
Motor vehicles	25%
Office equipment	20%
Furniture and fixtures	15%

The gain or loss arising on the disposal or retirement of an item of property and equipment is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognised in the income statement.

### 3. 主要會計政策（續）

土地及樓宇重估產生之增值撥入重估儲備，惟倘儲備中出現先前確認為支出之相同資產重估減值，在此情況下，計入收益表之重估增值則以先前扣除之減值為限。重估資產產生之賬面淨值減少如超出該項資產就先前重估之重估儲備結餘（如有），則作為支出處理。於重估資產在日後出售或報廢時，乃將應估重估盈餘轉撥至保留溢利。

物業及設備在其估計可使用年期內，經計及其估計餘值後，以直線法按下列年率註銷成本計算折舊及攤銷：

租賃土地	按租賃期計算
樓宇	按租賃期或50年（以較短時期為準）計算
租賃物業裝修	按租賃期及5年（以較短時期為準）
汽車	25%
辦公室設備	20%
傢具及裝置	15%

物業及設備因出售或退廢而產生之收益或虧損乃按出售該項資產所得款額與其賬面值之差額釐定，並於收益表中確認。

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### 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Investment property

Investment property is completed property which is held for its investment potential, any rental income being negotiated at arm's length.

Investment property is stated at its open market value. Any revaluation increase or decrease arising on the revaluation of investment property is credited or charged to the investment property revaluation reserve unless the balance on this reserve is insufficient to cover a revaluation decrease, in which case the excess of the revaluation decrease over the balance on the investment property revaluation reserve is charged to the income statement. Where a decrease has previously been charged to the income statement and a revaluation increase subsequently arises, this increase is credited to the income statement to the extent of the decrease previously charged.

On disposal of an investment property, the balance on the investment property revaluation reserve attributable to that property is transferred to the income statement.

No depreciation is provided on investment property except where the unexpired term of the relevant lease is 20 years or less.

#### Impairment

At each balance sheet date, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. Impairment loss is recognised as an expense immediately, unless the relevant asset is carried at a revalued amount under another SSAP, in which case the impairment loss is treated as a revaluation decrease under that SSAP.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, such that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of any impairment loss is recognised as income immediately, unless the relevant asset is carried at a revalued amount under another SSAP, in which case the reversal of the impairment loss is treated as a revaluation increase under that SSAP.

### 3. 主要會計政策(續)

#### 物業投資

物業投資為已完成並可作投資用途而持有之物業，其任何租金收入經公平磋商釐定。

物業投資乃以其公開市值列賬。因重估投資物業而產生之重估增減，則計入投資物業重估儲備或自該儲備扣除，除非儲備結餘不足以抵銷重估減值。若情況如此，重估減值高出投資物業重估儲備之部份則自收入表扣除。減值如先前已自收入表扣除，而其後產生重估增值，則此增值則計入收入表，惟數額以先前扣除之減值為限。

出售物業投資時，有關物業應佔投資物業重估儲備結餘之部份乃轉撥入收入表。

除非有關租約之未屆滿租期為或少於20年，否則物業投資將不就計提折舊。

#### 減值

於各結算日，本集團審核其有形及無形資產之賬面值，以釐定該等資產是否有顯示錄得減值虧損。倘資產之估計可回收金額較其賬面值低，則資產之賬面值減至其可回收金額。除非有關資產按另一會計實務準則重估入賬，即減值虧損按該會計實務準則列作重估減值，否則減值虧損隨即確認為支出。

倘減值虧損其後撥回，資產之賬面值增加至經修訂之估計可回收金額，惟增幅不得超過往年度該資產並無已確認減值虧損下應已釐定之賬面值。除非有關資產按另一會計實務準則重估入賬，即減值虧損撥回按該會計實務準則列作重估升值，否則撥回之減值虧損隨即確認為收入。

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### 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Investments in securities

Investments in securities are recognised on a trade-date basis and are initially measured at cost.

All securities, other than held-to-maturity debt securities, are measured at fair value at subsequent reporting dates.

Where securities are held for trading purposes, unrealised gains and losses are included in net profit or loss for the year. For other securities, unrealised gains and losses are dealt with in equity, until the security is disposed of or is determined to be impaired, at which time the cumulative gain or loss previously recognised in equity is included in net profit or loss for the year.

#### Club membership

Club membership is stated at cost less any identified impairment loss.

#### Cash and cash equivalents

Cash on hand, demand deposits, short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, as well as bank borrowings which are repayable within three months and form an integral part of the Group's cash management are classified as cash and cash equivalents in the consolidated cash flow statement. All other borrowings are classified as financing activities in the consolidated cash flow statement.

### 4. TURNOVER

### 3. 主要會計政策 (續)

#### 證券投資

證券投資乃根據買賣日期基準確認，最初以成本值計算。

持至到期債務證券以外之所有證券於其後之呈報日以公平價值計算。

倘持有之證券用作買賣，未變現損益包括在年內淨損益中。至於其他證券，未變現損益於股本中處理，直至證券售出或確定為減損為止，屆時將累計損益 (之前於股本中確認) 包括在年內淨損益。

#### 會所會籍

會所會籍乃按成本值減去任何已辨認之減值虧損後列賬。

#### 現金及現金等價物

手頭現金，活期存款，短期，流通率極高的投資 (此等投資可隨時轉換為既定金額的現金，其價值變動風險有限) 及於三個月內償還並構成本集團現金管理中不可分割部分的銀行貸款，皆分類為綜合現金流量表內的現金及現金等價物。其他銀行貸款於綜合現金流量表內則分類為融資業務。

### 4. 營業額

		2004 二零零四年 \$'000 千元	2003 二零零三年 \$'000 千元
Commission and brokerage	佣金及經紀佣金	45,430	27,340
Underwriting and placing commission	包銷及配售佣金	2,638	2,577
Interest income from:	利息收入來源：		
– clients	– 客戶	24,837	24,837
– financial institutions	– 財務機構	98	402
– clearing house	– 結算公司	2	77
Clearing and handling fees income	結算及手續費收入	2,470	1,252
Advisory fee income	顧問費收入	1,162	601
Property rental income	物業租金收入	240	–
		76,877	57,086

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### 5. BUSINESS AND GEOGRAPHICAL SEGMENTS

#### Business segments

For management purposes, the Group is currently organised into four operating divisions, namely, broking, securities margin financing, corporate finance and investments. These divisions are the basis on which the Group reports its primary segment information. The principal activities of these divisions are as follows:

Broking 經紀	– provision of stockbroking, futures and options broking, and mutual funds and insurance-linked investment plans and products broking 提供股票經紀、期貨及期權經紀，及互惠基金及保險相關投資計劃及產品經紀服務
Securities margin financing 證券保證金融資	– provision of securities margin financing 提供證券保證金融資
Corporate finance 企業融資	– provision of corporate advisory services 提供企業顧問服務
Investments 投資	– holding of investments 持有投資項目

Segment information about these businesses is presented below.

### 5. 業務及地域分類

#### 業務分類

就管理目的，本集團現時分成四個經營部門，即經紀、證券保證金融資、企業融資及投資。該等部門是本集團匯報基本分類資料之基準。該等部門之主要業務如下：

此等業務之分類資料謹呈如下。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st March, 2004 (Amounts expressed in Hong Kong dollars)  
截至二零零四年三月三十一日止年度（金額以港元計算）

### 5. BUSINESS AND GEOGRAPHICAL SEGMENTS (continued)

Income statement for the year ended 31st March, 2004

### 5. 業務及地域分類(續)

截至二零零四年三月三十一日止年度收益表

		Broking	Securities margin financing	Corporate finance	Investments	Consolidated
		經紀	證券保證	企業融資	投資	綜合
		\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元
<b>REVENUE</b>	收入					
Turnover	營業額	50,457	24,538	1,642	240	76,877
<b>RESULTS</b>	業績					
Segment profit	分類溢利	20,586	16,137	916	417	38,056
Unallocated income and expenses	未分配收入及費用					(553)
Profit before taxation	稅前溢利					37,503
Taxation	稅項					(7,364)
Profit for the year	本年溢利					30,139

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st March, 2004 (Amounts expressed in Hong Kong dollars)  
截至二零零四年三月三十一日止年度 (金額以港元計算)

### 5. BUSINESS AND GEOGRAPHICAL SEGMENTS (continued)

### 5. 業務及地域分類(續)

Balance sheet as at 31st March, 2004

於二零零四年三月三十一日之資產負債表

		Broking	Securities margin financing	Corporate finance	Investments	Consolidated
		經紀	證券保證	企業融資	投資	綜合
		\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元
<b>ASSETS</b>	<b>資產</b>					
Segment assets	分類資產	65,434	469,106	4,952	15,617	555,109
Unallocated corporate assets	未分配企業資產					5,500
Consolidated total assets	綜合資產總值					560,609
<b>LIABILITIES</b>	<b>負債</b>					
Segment liabilities	分類負債	34,265	239,149	3	60	273,477
Unallocated corporate liabilities	未分配企業負債					5,467
Consolidated total liabilities	綜合負債總額					278,944

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st March, 2004 (Amounts expressed in Hong Kong dollars)  
截至二零零四年三月三十一日止年度 (金額以港元計算)

### 5. BUSINESS AND GEOGRAPHICAL SEGMENTS (continued)

Other information for the year ended 31st March, 2004

### 5. 業務及地域分類(續)

截至二零零四年三月三十一日止年度其他資料

		Securities margin financing	Corporate finance	Investments	Consolidated	
	Broking	證券保證 金融資	企業融資	投資	綜合	
	經紀	證券保證 金融資	企業融資	投資	綜合	
	\$'000	\$'000	\$'000	\$'000	\$'000	
	千元	千元	千元	千元	千元	
Allowance for loans to securities margin clients	證券保證金 客戶貸款 之撥備	-	2,100	-	-	2,100
Additions of property and equipment	增購物業 及設備	1,147	-	-	-	1,147
Amortisation of intangible assets	無形資產 之攤銷	127	-	-	-	127
Depreciation and amortisation of property and equipment	物業及 設備 之折舊 及攤銷	1,781	-	18	-	1,799

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st March, 2004 (Amounts expressed in Hong Kong dollars)  
截至二零零四年三月三十一日止年度 (金額以港元計算)

### 5. BUSINESS AND GEOGRAPHICAL SEGMENTS (continued)

Income statement for the year ended 31st March, 2003

### 5. 業務及地域分類(續)

截至二零零三年三月三十一日止年度  
收益表

		Broking	Securities margin financing 證券保證 金融資	Corporate finance 企業融資	Investments 投資	Consolidated 綜合
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
<b>REVENUE</b>	收入					
Turnover	營業額	31,718	24,610	758	-	57,086
<b>RESULTS</b>	業績					
Segment profit (loss)	分類溢利 (虧損)	72	15,223	(338)	(970)	13,987
Unallocated income and expenses	未分配 收入及費用					(207)
Profit before taxation	稅前溢利					13,780
Taxation	稅項					(3,398)
Profit for the year	本年溢利					10,382

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st March, 2004 (Amounts expressed in Hong Kong dollars)  
截至二零零四年三月三十一日止年度（金額以港元計算）

### 5. BUSINESS AND GEOGRAPHICAL SEGMENTS (continued)

### 5. 業務及地域分類(續)

Balance sheet as at 31st March, 2003

於二零零三年三月三十一日之資產  
負債表

		Broking	Securities margin financing	Corporate finance	Investments	Consolidated
		經紀	證券保證 金融資	企業融資	投資	綜合
		\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元
<b>ASSETS</b>						
Segment assets	資產 分類資產	46,305	296,255	4,551	1,073	348,184
Unallocated corporate assets	未分配企業 資產					5,600
Consolidated total assets	綜合資產 總值					353,784
<b>LIABILITIES</b>						
Segment liabilities	負債 分類負債	17,128	74,786	66	–	91,980
Unallocated corporate liabilities	未分配企業 負債					943
Consolidated total liabilities	綜合負債 總額					92,923

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st March, 2004 (Amounts expressed in Hong Kong dollars)  
截至二零零四年三月三十一日止年度 (金額以港元計算)

### 5. BUSINESS AND GEOGRAPHICAL SEGMENTS (continued)

### 5. 業務及地域分類(續)

Other information for the year ended 31st March, 2003

截至二零零三年三月三十一日止年度其他資料

		Securities margin financing 證券保證	Corporate finance 企業融資	Investments 投資	Consolidated 綜合	
	Broking 經紀	金融資	企業融資	投資	綜合	
	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	
Allowance for loans to securities margin clients	證券保證金 客戶貸款 之撥備	—	800	—	—	800
Additions of property and equipment	增購物業 及設備	1,106	—	—	—	1,106
Amortisation of intangible assets	無形資產 之攤銷	125	—	—	—	125
Depreciation and amortisation of property and equipment	物業及 設備 之折舊 及攤銷	2,862	—	18	—	2,880
Loss on disposal of property and equipment	出售物業 及設備 之虧損	39	—	—	—	39

#### Geographical segments

All of the activities of the Group are based in Hong Kong and all of the Group's turnover and profit before taxation are derived from Hong Kong. In addition, the Group's assets are located in Hong Kong.

#### 地域分類

本集團全部業務以香港為根據地，而本集團全部營業額及稅前溢利來自香港。此外，本集團之資產均位於香港。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st March, 2004 (Amounts expressed in Hong Kong dollars)  
截至二零零四年三月三十一日止年度（金額以港元計算）

### 6. OTHER OPERATING INCOME

### 6. 其他營運收入

		2004 二零零四年 \$'000 千元	2003 二零零三年 \$'000 千元
Dividend income	股息收入	51	545
Net realised gain on trade securities	買賣證券之變現收益淨額	125	-
Net realised gain on other securities	其他證券之變現收益淨額	-	322
Net gain on error trades	錯誤執行交易之收益淨額	42	1
Sundry income	其他收入	2	332
		<b>220</b>	<b>1,200</b>

### 7. FINANCE COSTS

### 7. 融資成本

		2004 二零零四年 \$'000 千元	2003 二零零三年 \$'000 千元
Interest on:	利息：		
– bank loans and overdrafts wholly repayable within five years	– 須於五年內 悉數償還之 銀行貸款及透支	3,517	5,154
– subordinated loan wholly repayable within five years	– 須於五年內悉數 償還之後償貸款	-	375
Bank charges	銀行手續費	44	90
		<b>3,561</b>	<b>5,619</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st March, 2004 (Amounts expressed in Hong Kong dollars)  
截至二零零四年三月三十一日止年度 (金額以港元計算)

### 8. STAFF COSTS

### 8. 員工成本

		2004 二零零四年 \$'000 千元	2003 二零零三年 \$'000 千元
Salaries and other benefits	薪金及其他福利	8,085	9,046
Contributions to retirement benefits scheme	退休福利計劃供款	288	283
		<b>8,373</b>	9,329

### 9. PROFIT BEFORE TAXATION

### 9. 稅前溢利

		2004 二零零四年 \$'000 千元	2003 二零零三年 \$'000 千元
Profit before taxation has been arrived at after charging (crediting):	稅前溢利經已扣除(計入)下列各項:		
Allowance for loans to securities margin clients	證券保證金客戶貸款撥備	2,100	800
Auditors' remuneration	核數師酬金	450	500
Loss on disposal of property and equipment	出售物業及設備之虧損	-	39
Operating lease rentals in respect of rented premises	租賃物業之經營租約租金	2,344	4,893
Net realised and unrealised losses on trading securities	買賣證券之已變現及未變現淨虧損	-	237
Rental income from investment property net of outgoings of HK\$45,000 (2003: nil)	由物業投資租金收入，扣除支出45,000港元(二零零三年：零)	(195)	-



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st March, 2004 (Amounts expressed in Hong Kong dollars)  
截至二零零四年三月三十一日止年度 (金額以港元計算)

### 10. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

### 10. 董事及僱員酬金

#### Directors' emoluments

#### 董事酬金

		2004 二零零四年 \$'000 千元	2003 二零零三年 \$'000 千元
Fees:	袍金：		
Executive directors	執行董事	-	-
Independent non-executive directors	獨立非執行董事	65	105
		65	105
Other emoluments (executive directors):	其他酬金 (執行董事)：		
Salaries and other benefits	薪金及其他福利	1,265	1,379
Commission received	已收佣金	1,554	822
Contributions to retirement benefits scheme	退休福利計劃供款	53	58
		2,872	2,259
		2,937	2,364

The aggregate emoluments of each of the directors were less than HK\$1,000,000.

每位董事之總酬金少於1,000,000港元。

During the year, the directors were entitled on a priority basis to the use of the Group's motor vehicles. The cost of these motor vehicles at 31st March, 2004 was approximately HK\$2,110,000 (2003: HK\$2,110,000). The depreciation for the year was nil (2003: HK\$944,000).

於年內，董事有權優先使用本集團之汽車。於二零零四年三月三十一日，上述汽車成本約為2,110,000港元 (二零零三年：2,110,000港元)。本年度之折舊支出為零 (二零零三年：944,000港元)。

None of the directors has waived any emoluments during the year.

於年內，概無董事放棄任何酬金。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st March, 2004 (Amounts expressed in Hong Kong dollars)  
截至二零零四年三月三十一日止年度 (金額以港元計算)

### 10. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (continued)

#### Employees' emoluments

The five highest paid individuals of the Group included one (2003: one) director, details of whose emoluments are set out above. The emoluments of the remaining four (2003: four) highest paid individuals are as follows:

		2004 二零零四年 \$'000 千元	2003 二零零三年 \$'000 千元
Salaries and other benefits	薪金及其他福利	1,893	1,740
Contributions to retirement benefits scheme	退休福利計劃供款	59	48
		<b>1,952</b>	<b>1,788</b>

The aggregate emoluments of these remaining four (2003: four) highest paid employees were less than HK\$1,000,000.

During the year, no emoluments were paid by the Group to the five highest paid individuals (including directors and employees) as an inducement to join or upon joining the Group or as compensation for loss of office.

### 10. 董事及僱員酬金(續)

#### 僱員酬金

本集團五位最高薪個別人士包括一位(二零零三年:一位)董事,其薪金詳情載於上文。其餘四位(二零零三年:四位)最高薪個別人士之酬金如下:

		2004 二零零四年 \$'000 千元	2003 二零零三年 \$'000 千元
Salaries and other benefits	薪金及其他福利	1,893	1,740
Contributions to retirement benefits scheme	退休福利計劃供款	59	48
		<b>1,952</b>	<b>1,788</b>

已付予其餘四名(二零零三年:四名)最高薪員工之總酬金少於1,000,000港元。

於年內,本集團並無向五名最高薪酬個別人士(包括董事及僱員)支付任何酬金,作為彼等加盟本集團之誘金或入職獎金,或作為離職補償金。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st March, 2004 (Amounts expressed in Hong Kong dollars)  
截至二零零四年三月三十一日止年度 (金額以港元計算)

### 11. TAXATION

### 11. 稅項

		2004 二零零四年 \$'000 千元	2003 二零零三年 \$'000 千元
Hong Kong Profits Tax	香港利得稅		
Current year	本年度	6,756	2,580
Underprovision in prior years	往年度不足撥備	608	18
		7,364	2,598
Deferred taxation	遞延稅項	-	800
		7,364	3,398

Hong Kong Profits Tax is calculated at 17.5% (2003: 16%) on the estimated assessable profit for the year.

香港利得稅乃按本年度之估計應課稅溢利以17.5% (二零零三年: 16%) 之稅率計算。

The taxation for the year can be reconciled to the profit before taxation per the consolidated income statement as follows:

本年度稅項與綜合收益表內除稅前溢利之調節如下:

		2004 二零零四年 \$'000 千元	2003 二零零三年 \$'000 千元
Profit before taxation	除稅前溢利	37,503	13,780
Taxation at the domestic income tax rate of 17.5% (2003: 16%)	本地所得稅稅率17.5% (二零零三年: 16%) 計算之稅項	6,563	2,205
Underprovision in prior years	往年度不足撥備	608	18
Tax effect of expenses not deductible for tax purpose	不可扣稅支出之稅務影響	97	761
Tax effect of income not taxable for tax purpose	不應課稅收入之稅務影響	(26)	(674)
Tax effect of estimated tax losses not recognised	未確認預計稅務虧損之稅務影響	11	63
Tax effect of utilisation of estimated tax losses previously not recognised	過往未確認之可使用預計稅務虧損之稅務影響	(70)	(40)
Others	其他	181	1,065
Taxation expense for the year	本年度稅務支出	7,364	3,398

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st March, 2004 (Amounts expressed in Hong Kong dollars)  
截至二零零四年三月三十一日止年度 (金額以港元計算)

### 12. DIVIDENDS

### 12. 股息

		2004 二零零四年 \$'000 千元	2003 二零零三年 \$'000 千元
Interim, paid	已付，中期		
– HK2.5 cents	– 每股2.5港仙		
(2003: HK1.7 cents) per share	(二零零三年：1.7港仙)	7,500	5,100
Final, proposed – HK5 cents	擬派，末期 – 每股5港仙		
(2003: HK1 cent) per share	(二零零三年：1港仙)	15,000	3,000
		22,500	8,100

### 13. EARNINGS PER SHARE

The calculation of earnings per share for the year is based on the net profit for the year of approximately HK\$30,139,000 (2003: HK\$10,382,000) and on the weighted average number of ordinary shares of 300,000,000 (2003: 286,438,356) during the year.

### 13. 每股盈利

本年度之每股盈利乃根據年內之純利約30,139,000港元(二零零三年：10,382,000港元)及於年內加權平均數300,000,000普通股(二零零三年：286,438,356)計算。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st March, 2004 (Amounts expressed in Hong Kong dollars)  
截至二零零四年三月三十一日止年度 (金額以港元計算)

### 14. PROPERTY AND EQUIPMENT

### 14. 物業及設備

		Leasehold land and buildings 租賃土地 及樓宇	Leasehold improvements 租賃 物業裝修	Motor vehicles 汽車	Office equipment 辦公室 設備	Furniture and fixtures 傢具及 裝置	Total 合計
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
<b>The Group</b>	<b>本集團</b>						
<b>COST OR VALUATION</b>	<b>成本或估值</b>						
At 1st April, 2003	於二零零三年 四月一日	7,500	6,525	2,110	8,831	1,099	26,065
Transfer to investment property	轉至物業投資	(6,600)	-	-	-	-	(6,600)
Additions	增添	-	1,029	-	56	62	1,147
At 31st March, 2004	於二零零四年 三月三十一日	900	7,554	2,110	8,887	1,161	20,612
Comprising:	包括:						
At cost	按成本	-	7,554	2,110	8,887	1,161	19,712
At valuation – 2002	按重估值 – 二零零二年	900	-	-	-	-	900
		900	7,554	2,110	8,887	1,161	20,612
<b>DEPRECIATION AND AMORTISATION</b>	<b>折舊及攤銷</b>						
At 1st April, 2003	於二零零三年 四月一日	108	5,904	2,110	4,610	1,090	13,822
Eliminated on transfer to investment property	轉至物業投資 時抵銷	(126)	-	-	-	-	(126)
Provided for the year	年度撥備	54	574	-	1,160	11	1,799
At 31st March, 2004	於二零零四年 三月三十一日	36	6,478	2,110	5,770	1,101	15,495
<b>NET BOOK VALUES</b>	<b>賬面淨值</b>						
At 31st March, 2004	於二零零四年 三月三十一日	864	1,076	-	3,117	60	5,117
At 31st March, 2003	於二零零三年 三月三十一日	7,392	621	-	4,221	9	12,243

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st March, 2004 (Amounts expressed in Hong Kong dollars)  
截至二零零四年三月三十一日止年度 (金額以港元計算)

### 14. PROPERTY AND EQUIPMENT (continued)

### 14. 物業及設備 (續)

		2004 二零零四年 \$'000 千元	2003 二零零三年 \$'000 千元
The carrying amount of leasehold land and buildings comprises buildings situated on:	租賃土地及樓宇之賬面值為位於以下土地之樓宇之賬面值：		
– land in Hong Kong under long lease	– 在香港之長期租賃土地	–	6,510
– land in Hong Kong under medium-term lease	– 在香港之中期租賃土地	864	882
		864	7,392

At 31st March, 2004, the directors considered that the carrying amount of the Group's leasehold land and buildings did not differ significantly from their fair values.

於二零零四年三月三十一日，董事認為本集團租賃土地及樓宇之賬面值與其公平價值沒有重大差異。

If leasehold land and buildings had not been revalued, they would have been included in these financial statements at historical cost less accumulated depreciation of approximately HK\$2,188,000 (2003: HK\$10,561,000).

倘租賃土地及樓宇重未予以重估，則原應按歷史成本減累積折舊約2,188,000港元(二零零三年：10,561,000港元)計入財務報表。

### 15. INVESTMENT PROPERTY

### 15. 物業投資

#### The Group

#### 本集團

		\$'000 千元
Transfer from property and equipment	由物業及設備轉至	6,474
Surplus on revaluation	重估盈餘	576
At 31st March, 2004	於二零零四年三月三十一日	7,050

Investment property was valued at their open market value at 31st March, 2004 by CB Richard Ellis Limited, an independent firm of professional valuers. This valuation gave rise to a revaluation increase of approximately HK\$576,000 which have been credited to investment property revaluation reserve.

物業投資乃由獨立專業估值師世邦魏理仕有限公司於二零零四年三月三十一日之公開市值進行估值。該估值將引致重估增加約576,000港元，並已計入物業投資儲備內。

The investment property is held under a long lease in Hong Kong and is rented out under an operating lease.

香港之物業投資以長期租約持有及以經營租約租出。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st March, 2004 (Amounts expressed in Hong Kong dollars)  
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### 16. INVESTMENTS IN SUBSIDIARIES

### 16. 附屬公司之投資

#### The Company

#### 本公司

	2004 二零零四年 \$'000 千元	2003 二零零三年 \$'000 千元
Unlisted shares, at cost	194,749	194,749

Particulars of the subsidiaries of the Company, which are wholly-owned, at 31st March, 2004 are as follows:

於二零零四年三月三十一日，本公司之全資擁有附屬公司之詳情如下：

Name of company	Place of incorporation	Class of shares held	Issued and fully paid share capital	Principal activities
公司名稱	註冊成立地點	股份類別	已發行及繳足股本 (Note i) (附註i)	主要業務
Get Nice Incorporated	British Virgin Islands 英屬處女群島	Ordinary 普通股	US\$10,000 Ordinary shares 10,000美元 普通股	Investment holding 投資控股
Get Nice Investment Limited ("GNI")	Hong Kong	Ordinary	HK\$40,000,003 3 ordinary shares and 40,000,000 non-voting deferred shares (Note ii)	Securities dealing and broking and securities margin financing
結好投資有限公司 ("結好投資")	香港	普通股	40,000,003港元 3股普通股及 40,000,000股 無投票權 遞延股 (附註ii)	證券買賣及 經紀業務及 證券保證金 融資
Get Nice Futures Company Limited	Hong Kong	Ordinary	HK\$10,000,000 Ordinary shares	Futures and options broking
結好期貨有限公司	香港	普通股	10,000,000港元 普通股	期貨及期權 經紀業務
Get Nice Capital Limited	Hong Kong	Ordinary	HK\$10,000,000 Ordinary shares	Corporate finance services
結好融資有限公司	香港	普通股	10,000,000港元 普通股	企業融資服務

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st March, 2004 (Amounts expressed in Hong Kong dollars)  
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### 16. INVESTMENTS IN SUBSIDIARIES (continued)

### 16. 附屬公司之投資(續)

Name of company 公司名稱	Issued and Place of incorporation 註冊成立 地點	Class of shares held 股份類別	fully paid share capital 已發行及 繳足股本	Principal activities 主要業務
Get Nice Asset Management Limited 結好資產管理有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2,000,000 Ordinary shares 2,000,000港元 普通股	Brokerage of mutual funds and insurance-linked investment plans and products 互惠基金及保險相投資計劃及產品之經紀業務
Quality Champion Limited 可權有限公司	Hong Kong 香港	Ordinary 普通股	HK\$9,000 Ordinary shares 9,000港元 普通股	Property holding 物業持有
Get Nice Finance Company Limited 結好財務有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 Ordinary shares 2港元 普通股	Investment holding 投資控股
Allex International Limited 藝業國際有限公司	Hong Kong 香港	Ordinary 普通股	HK\$10,000 Ordinary shares 10,000港元 普通股	Holding of a motor vehicle 持有汽車



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st March, 2004 (Amounts expressed in Hong Kong dollars)  
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### 16. INVESTMENTS IN SUBSIDIARIES (continued)

Notes:

- (i) The Company directly holds the interest in Get Nice Incorporated. All other interests shown above are indirectly held by the Company. The principal place of operation of the companies within the Group is Hong Kong.
- (ii) The non-voting deferred shares, which are held by two directors of the Company, carry practically no rights to dividends nor to receive notice of nor to attend or vote at any general meeting of GNI and on liquidation, the assets of GNI available for distribution among the holders of ordinary shares and the holders of non-voting deferred shares shall be applied first in paying to the holders of ordinary shares the sum of HK\$1,000,000,000,000 per ordinary share and secondly in repaying to the holders of non-voting deferred shares the nominal amount paid up or credited as paid up on such shares, and the balances of the GNI's assets shall belong to and be distributed among the holders of ordinary shares in proportion to the amount paid up or credited as paid up on such ordinary shares respectively.

### 16. 附屬公司之投資(續)

附註：

- (i) 本公司直接持有 Get Nice Incorporated 之權益。上述所示之其他權益均由本公司間接持有。本集團內之公司的營業地方均為香港。
- (ii) 由本公司兩名董事持有之無投票權遞延股於實際上無權收取股息，亦無權接收結好投資任何股東大會通告或出席大會或於會上投票。於清盤時，結好投資可供分派予普通股持有人及無投票權遞延股持有人之資產應先用以支付每股普通股 1,000,000,000,000 港元之款項予普通股持有人，繼而用以償還有關股份之已繳足或入賬列為繳足面值予無投票權遞延股份持有人，而結好投資之資產餘額在屬於普通股持有人，並分別按彼等就有關普通股之繳足或入賬列為繳足股款之比例分派。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st March, 2004 (Amounts expressed in Hong Kong dollars)  
截至二零零四年三月三十一日止年度 (金額以港元計算)

### 17. INTANGIBLE ASSETS

### 17. 無形資產

		\$'000 千元
<b>The Group</b>	<b>本集團</b>	
<b>COST</b>	<b>成本</b>	
At 1st April, 2003 and 31st March, 2004	於二零零三年四月一日及 二零零四年三月三十一日	1,258
<b>AMORTISATION</b>	<b>攤銷</b>	
At 1st April, 2003	於二零零三年四月一日	376
Charged for the year	本年攤銷	127
At 31st March, 2004	於二零零四年三月三十一日	503
<b>NET BOOK VALUES</b>	<b>賬面淨值</b>	
At 31st March, 2004	於二零零四年三月三十一日	755
At 31st March, 2003	於二零零三年三月三十一日	882

The intangible assets represent three trading rights in the Stock Exchange and one trading right in the Futures Exchange which are stated at cost less amortisation. They are amortised over a period of 10 years.

無形資產為於聯交所之三個交易權及期交所之一個交易權，均以成本減攤銷列賬，並按十年攤銷。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st March, 2004 (Amounts expressed in Hong Kong dollars)  
截至二零零四年三月三十一日止年度 (金額以港元計算)

### 18. OTHER NON-CURRENT ASSETS

### 18. 其他非流動資產

		The Group 本集團	
		2004 二零零四年 \$'000 千元	2003 二零零三年 \$'000 千元
Admission fee paid to	支付香港中央結算		
Hong Kong Securities Clearing	有限公司(「香港結算」)		
Company Limited ("HKSCC")	入會費用	150	150
Contribution in cash to compensation fund	賠償基金現金供款	300	400
Guarantee fund contributed to HKSCC	香港結算保證基金供款	150	150
Reserve fund contribution to	香港期貨結算有限公司		
HKFE Clearing Corporation	(「期貨結算」)		
Limited ("HKFECC")	儲備金供款	1,871	1,500
Club membership	會所會籍	5,100	5,100
		7,571	7,300

### 19. INVESTMENTS IN SECURITIES

### 19. 證券投資

		The Group 本集團					
		Trading securities 買賣證券		Other securities 其他證券		Total 合計	
		2004 二零零四年 \$'000 千元	2003 二零零三年 \$'000 千元	2004 二零零四年 \$'000 千元	2003 二零零三年 \$'000 千元	2004 二零零四年 \$'000 千元	2003 二零零三年 \$'000 千元
<b>Non-current assets</b>	<b>非流動資產</b>						
Quoted mutual funds	上市互惠基金	-	-	8,361	-	8,361	-
<b>Current assets</b>	<b>流動資產</b>						
Listed equity securities	於香港上市						
in Hong Kong	股本證券	-	1,073	-	-	-	1,073
		-	1,073	8,361	-	8,361	1,073
<b>Market value</b>	<b>按市場價值</b>						
Quoted mutual funds	上市互惠基金	-	-	8,361	-	8,361	-
Listed securities	上市證券	-	1,073	-	-	-	1,073
		-	1,073	8,361	-	8,361	1,073

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st March, 2004 (Amounts expressed in Hong Kong dollars)  
截至二零零四年三月三十一日止年度（金額以港元計算）

### 20. TRADE DEBTORS

### 20. 應收貿易賬款

		The Group 本集團	
		2004 二零零四年	2003 二零零三年
		\$'000 千元	\$'000 千元
Accounts receivable arising from the business of dealing in securities:	證券買賣業務運作中產生之應收賬項：		
– Cash clients	– 現金客戶	11,346	8,256
– HKSCC	– 香港結算	7,611	–
Loans to securities margin clients:	證券保證金客戶貸款：		
– Directors and their associates	– 董事及其聯繫人士	852	43
– Other margin clients	– 其他保證金客戶	446,203	277,484
Accounts receivable from HKFECC arising from the business of dealing in futures contracts	期貨買賣合約業務中產生來自期貨結算之應收賬項	2,937	982
Commission receivable from brokerage of mutual funds and insurance-linked investment plans and products	來自互惠基金及保險相關投資計劃及產品之經紀服務之應收佣金	432	474
Amounts receivable arising from the business of providing corporate advisory services	提供企業顧問服務業務中產生之應收款項	283	–
		<b>469,664</b>	<b>287,239</b>

The settlement terms of accounts receivable from cash clients and HKSCC are two days after trade-date, and from HKFECC is one day after trade-date.

Except for the loans to securities margin clients and commission receivable from brokerage of mutual funds and insurance-linked investment plans and products as mentioned below, all the above balances aged within 30 days.

Loans to securities margin clients are secured by clients' pledged securities, repayable on demand and bear interest at commercial rates. No aged analysis is disclosed as in the opinion of directors, the aged analysis does not give additional value in view of the nature of business of securities margin financing.

Commission receivable from brokerage of mutual funds and insurance-linked investment plans and products are settled within 60 days after the Group has submitted the subscription application/policies to the fund managers/policy issuers. The age of this balance is within 60 days.

應收現金客戶及香港結算之賬項結算期為交易日後兩日，而期貨結算方面則為交易日後一日。

除下文所述借予證券保證金客戶之貸款及有關互惠基金經紀服務及保險相關投資計劃及產品之應收佣金外，以上結存之賬齡均不超過30日。

借予證券保證金客戶之貸款均以客戶之抵押證券作抵押，按通知還款，以商業利率計息。鑑於證券保證金融資之業務性質，董事認為賬齡分析並無額外作用，因此並無披露任何賬齡分析。

有關互惠基金及保險相關投資計劃及產品經紀服務之應收佣金乃於本集團向基金經理／保單發行人提交認購申請／保單後60天內清償。此等結餘額之賬齡為60天以內。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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### 21. TRADE CREDITORS

### 21. 應付貿易賬款

		The Group 本集團	
		2004 二零零四年	2003 二零零三年
		\$'000 千元	\$'000 千元
Accounts payable arising from the business of dealing in securities:	於證券買賣業務日常運作中產生之應付賬項：		
– Cash clients	– 現金客戶	21,716	7,965
– HKSCC	– 香港結算	–	2,548
Accounts payable to clients arising from the business of dealing in futures contracts	於期貨合約買賣業務運作中產生之應付客戶賬項	8,942	3,578
Amounts due to securities margin clients	欠證券保證金客戶款項	36,184	18,299
Commission payable for brokerage of mutual funds and insurance-linked investment plans and products	有關互惠基金及保險相關投資計劃及產品經紀服務之應付佣金	308	473
		<b>67,150</b>	<b>32,863</b>

The settlement terms of accounts payable to cash clients and HKSCC are two days after trade-date. The age of these balances is within 30 days.

應付現金客戶及香港結算之賬項結算期為交易日後兩日。該等結餘之賬齡均不超過30日。

Accounts payable to clients arising from the business of dealing in futures contracts are margin deposits received from clients for their trading of futures contracts on the Futures Exchange. The excesses of the outstanding amounts over the required initial margin deposits stipulated by the Futures Exchange are repayable to clients on demand. No aged analysis is disclosed as in the opinion of directors, the aged analysis does not give additional value in view of the nature of business of futures contract dealing.

於期貨合約買賣業務運作中產生之應付客戶賬項指向客戶收取以在期交所買賣期貨合約之保證金按金。超於期交所規定所需之初步保證金按金之尚未退還款額須於客戶要求時償還。鑑於期貨合約買賣業務性質，董事認為賬齡分析並無額外作用，因此並無披露賬齡分析。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st March, 2004 (Amounts expressed in Hong Kong dollars)  
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### 21. TRADE CREDITORS (continued)

Amounts due to securities margin clients are repayable on demand. No aged analysis is disclosed as in the opinion of directors, the aged analysis does not give additional value in view of the nature of business of securities margin financing.

Commission payable for brokerage of mutual funds and insurance-linked investment plans and products are settled immediately upon the Group has received payments from fund managers/policy issuers. The age of this balance is within 60 days.

### 22. BANK BORROWINGS

Bank overdrafts – secured  
Other bank loans – secured

銀行透支 – 有抵押  
其他銀行貸款 – 有抵押

**202,965**

56,488

The maturity of the borrowings is on demand or within one year.

At 31st March, 2004, bank overdrafts of approximately HK\$186,783,000 (2003: HK\$37,188,000) and bank loans of approximately HK\$16,182,000 (2003: HK\$19,300,000) were secured by clients' pledged securities and corporate guarantees provided by the Company. In addition, bank loans of approximately HK\$5,227,000 (2003: nil) were secured by a personal guarantee given by Mr. Hung Hon Man.

### 21. 應付貿易賬款(續)

欠證券保證金客戶款項須於要求時償還。鑑於證券保證金融資業務性質，董事認為賬齡分析並無額外作用，因此並無披露賬齡分析。

有關互惠基金及保險相關投資計劃及產品經紀服務之應付佣金乃於本集團從基金經理／保單發行人收取款項後隨即清繳。此等結餘額之賬齡為六十天以內。

### 22. 銀行借貸

#### The Group 本集團

	2004 二零零四年 \$'000 千元	2003 二零零三年 \$'000 千元
Bank overdrafts – secured	186,783	37,188
Other bank loans – secured	16,182	19,300
	<b>202,965</b>	56,488

該等借貸乃按通知時或於一年內到期。

於二零零四年三月三十一日之銀行透支約186,783,000港元(2003年：約37,188,000港元)及銀行貸款約16,182,000港元(2003年：19,300,000港元)以客戶之抵押證券及本公司之企業擔保作抵押。此外，銀行貸款約5,227,000港元(2003年：零)乃由洪漢文先生提供個人擔保作為擔保。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st March, 2004 (Amounts expressed in Hong Kong dollars)  
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### 23. DEFERRED TAXATION

### 23. 遞延稅項

		The Group 本集團	
		2004 二零零四年	2003 二零零三年
		\$'000 千元	\$'000 千元
At beginning of the year	於本年開始	800	–
Charged for the year	年內扣除	–	800
At end of the year	於本年終	800	800

The deferred taxation represents the tax effect of accelerated tax depreciation.

遞延稅項指因加速稅項折舊之稅務影響。

The Company had no significant unprovided deferred taxation for the year or at the balance sheet date.

本公司於本年度或結算日並無任何重大遞延稅項未作撥備。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st March, 2004 (Amounts expressed in Hong Kong dollars)  
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### 24. SHARE CAPITAL

### 24. 股本

		Number of shares 股份數目 '000	\$'000 千元
Ordinary shares of HK\$0.1 each	普通股每股0.1港元		
<i>Authorised:</i>		法定：	
At 1st April, 2002	於二零零二年四月一日	1,000	100
Increase during the year	於年內增加	1,999,000	199,900
At 31st March, 2003 and 31st March, 2004	於二零零三年三月三十一日 及二零零四年三月三十一日	2,000,000	200,000
<i>Issued:</i>		已發行：	
At 1st April, 2002	於二零零二年四月一日	1,000	–
Issue of shares on the reorganisation	於重組發行之股份	1,000	100
Credited as fully paid from special reserve	由特別儲備撥入 列作為繳足	–	100
Issue of shares by capitalisation of share premium account	透過資本化股份溢價賬 發行股份	223,000	22,300
Placing and public offer of shares	配售及公開發售股份	75,000	7,500
At 31st March, 2003 and 31st March, 2004	於二零零三年三月三十一日 及二零零四年三月三十一日	300,000	30,000

There was no movement in the share capital of the Company during the year.

本公司於年內之股本沒有變動。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31st March, 2004 (Amounts expressed in Hong Kong dollars)  
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### 25. RESERVES

### 25. 儲備

		Share premium 股份溢價 \$'000 千元	Special reserve 特別儲備 \$'000 千元	Retained profits 保留溢利 \$'000 千元	Total 總額 \$'000 千元
<b>THE COMPANY</b>	<b>本公司</b>				
At 1st April, 2002	於二零零二年 四月一日	-	-	(305)	(305)
Shares issued at premium	股份以溢價發行	67,500	-	-	67,500
Capitalisation	資本化發行	(22,300)	(100)	-	(22,400)
Surplus arising from the reorganisation	因重組而產生 之盈餘	-	204,649	-	204,649
Expenses in connection with the listing of the shares of the Company	有關本公司 股份上市 之費用	(12,106)	-	-	(12,106)
Net profit for the year	本年純利	-	-	4,835	4,835
Dividends paid	已付股息	-	(10,000)	(4,100)	(14,100)
At 31st March, 2003 and 1st April, 2003	於二零零三年 三月三十一日 及二零零三年 四月一日	33,094	194,549	430	228,073
Net profit for the year	本年純利	-	-	10,355	10,355
Dividends paid	已付股息	-	-	(10,500)	(10,500)
At 31st March, 2004	於二零零四年 三月三十一日	33,094	194,549	285	227,928

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### 25. RESERVES (continued)

Under the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, the share premium of the Company may be distributed subject to the provisions of the Company's Memorandum or Articles of Association and provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as and when they fall due in the ordinary course of business. This share premium account may also be distributed in the form of fully paid bonus shares.

The special reserve of the Company arose as a result of the group reorganisation and represents the excess of the then combined net assets of the subsidiaries acquired over the nominal value of the share capital of the Company issued in exchange thereof less dividends distributed from pre-reorganisation reserve of a subsidiary.

#### The Group

Movements in the reserves of the Group are set out in the consolidated statement of changes in equity.

The special reserve of the Group represents the difference between the nominal value of the shares of the subsidiaries together with the net book value of a subordinated loan capitalised at the date on which they were acquired by the Company and the nominal amount of the Company's shares issued for the acquisition at the time of the group reorganisation.

### 26. SHARE OPTION SCHEME

The share option scheme (the "Option Scheme") of the Company was adopted by the Company pursuant to a resolution passed on 16th May, 2002. The major terms of the Option Scheme are summarised as follows:

- (i) The purpose of the Option Scheme is to provide incentives or rewards to the participants for their contribution to the Group.

### 25. 儲備(續)

根據開曼群島公司法第二十二章（一九六一年法例三，經綜合及修訂），本公司之股份溢價可用作分派，惟須按本公司章程大綱或章程細則之規定及如緊隨該股息被建議分派當日，本公司將要處於可償還日常業務所產生的到期及應償還之債項狀況。此股份溢價賬亦可以繳足紅股方式派發。

本公司之特別儲備乃因集團重組而產生，及指當時被收購之附屬公司之合併淨資產高出本公司為此換取所發行之股份面值款項，減去從附屬公司重組前儲備分派之股息。

#### 本集團

本集團之儲備變動載於綜合權益變動表內。

本集團特別儲備指於被本公司收購當日的附屬公司股本面值及一筆資本化的後償貸款的賬面淨值，與集團重組時為此收購所發行的公司股份面值之差額。

### 26. 購股權計劃

本公司根據一項於二零零二年五月十六日通過之決議案採納本公司之購股權計劃（「購股權計劃」）。購股權計劃之主要條款概述如下：

- (i) 購股權計劃旨在獎勵及報酬之參與者，以表揚彼等對本集團之貢獻。

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### 26. SHARE OPTION SCHEME (continued)

- (ii) The participants of the Option Scheme include:
  - (a) any employee or director (including executive director, non-executive director and independent non-executive director) of any member of the Group; (b) supplier or potential supplier of goods and services; (c) customer or potential customer; (d) person or entity that provides research, development or other technological support; (e) shareholder of any member of the Group; and (f) adviser or consultant to or any joint venture partner or business alliance of any member of the Group or any counterparty to any transaction of any member of the Group.
- (iii) The maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Option Scheme and any other share option scheme of the Group must not in aggregate exceed 30% of the relevant class of securities of the issued share capital of the Company from time to time.
- (iv) The total number of shares which may be issued upon exercise of all share options to be granted under the Option Scheme and any other share option scheme of the Group must not in aggregate exceed 10% of the shares of the Company in issue.
- (v) The total number of shares issued and which may fall to be issued upon exercise of the share options granted under the Option Scheme and any other share option scheme of the Group (including both exercised or outstanding options) to each participant in any twelve month period shall not exceed 1% of the issued share capital of the Company for the time being.
- (vi) There is no minimum period required for the holding of a share option before it can be exercised.
- (vii) A share option may be exercised at any time during a period to be determined by the directors, which period may commence on a day after the date upon which the offer for the grant of share options is made but shall not later than ten years from the date of grant of the share option.

### 26. 購股權計劃(續)

- (ii) 購股權計劃之參與者包括：(a) 本集團任何成員公司之任何僱員或董事 (包括執行董事、非執行董事及獨立非執行董事)；(b) 本集團之商品或服務供應商或潛在供應商；(c) 客戶或潛在客戶；(d) 提供研發或其他科技支援之人士或企業；(e) 本集團任何成員公司股東；及 (f) 本集團任何成員公司之顧問或專家顧問，或任何合營夥伴或業務聯盟或本集團任何成員公司之任何交易對手。
- (iii) 因可能行使根據購股權計劃或本集團之任何其他購股權計劃所授出及尚未行使其所有任何購股權須予發行之股數上限合計不得超過本公司不時已發行股本中任何有關證券類別之 30%。
- (iv) 因行使根據購股權計劃及本集團之任何其他購股權計劃所授出之所有購股權須予發行之股份總數合計不得超過本公司已發行股份之 10%。
- (v) 於任何 12 個月期間因行使根據購股權計劃及本集團任何其他購股權計劃所授出之購股權而已向各參予者發行及須向各參與者發行之股份總數 (同時包括已行使或尚未行使購股權兩者) 不得超過本公司當時已發行股本 1%。
- (vi) 購股權計劃並無規定在行使前所需持有購股權之最短期限。
- (vii) 購股權可於董事會釐定之期間內隨時行使，該期間須由授出購股權建議日期後之日起計，至授出購股權日期後 10 年內屆滿。

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### 26. SHARE OPTION SCHEME (continued)

- (viii) The acceptance of a share option, if accepted, must be made within 21 days from the date of the offer of grant of the share option.
- (ix) The exercise price of a share option must be the higher of:
  - (a) the closing price of the share of the Company as stated in the Stock Exchange's daily quotations on the date of the offer of the grant;
  - (b) the average closing price of the share of the Company as stated in the Stock Exchange's daily quotations for the five trading days immediately preceding the date of the offer of the grant; and
  - (c) the nominal value of the share of the Company.
- (x) The Option Scheme will expire on 5th June, 2012.
- (xi) At the date of this report, the total number of shares available for issue under the Option Scheme was 30,000,000, representing 10% of the shares of the Company in issue at that date.
- (xii) There has been no share option granted since the adoption of the Option Scheme.

### 27. RETIREMENT BENEFITS SCHEME

The Group has operated a pension scheme under the rules and regulations of the Mandatory Provident Fund Schemes Ordinance ("MPF Scheme") for all qualifying employees in Hong Kong. The assets of the MPF Scheme are held separately in an independently managed fund. The Group has followed the minimum statutory contribution requirements of 5% of eligible employees' relevant aggregate income. The contributions are charged to the income statement as incurred.

### 26. 購股權計劃(續)

- (viii) 參與者須於授出購股權建議日期起計21天內接納購股權。
- (ix) 購股權之行使價須為：
  - (a) 授出購股權建議日期在聯交所之每日報價表所示之本公司股份收市價；
  - (b) 緊接授出購股權建議日期前五個交易日在聯交所之每日報價表所示之本公司股份平均收市價；及
  - (c) 本公司股份面值三者中之最高者。
- (x) 購股權計劃將於二零一二年六月五日期滿。
- (xi) 於本報告刊發日期，根據購股權計劃可供發行之股份總數為30,000,000股，佔本公司於該日之已發行股份10%。
- (xii) 自採納購股權計劃以來，概無授出購股權。

### 27. 退休福利計劃

本集團已根據強制性公積金計劃條例之規則及規例為香港所有合資格僱員制定退休福利計劃（「強制金計劃」）。強制金計劃之資產由一個獨立管理基金所持有。本集團已根據最低法定供款規定，即合資格僱員每月有關收入之5%供款。供款時於收益表扣除。

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### 28. LEASE COMMITMENTS

#### The Group as lessee

At balance sheet date, the Group had commitments for future minimum lease payments under non-cancellable operating leases in respect of leasehold land and buildings which fall due as follows:

		2004 二零零四年 \$'000 千元	2003 二零零三年 \$'000 千元
Within one year	一年內	1,861	892
In the second to fifth year inclusive	第二年至第五年內	362	260
		<b>2,223</b>	<b>1,152</b>

Operating lease payments represent rentals payable by the Group for its office premises. Leases are mainly negotiated for an average term of two years and rentals are fixed for an average of two years.

#### The Group as lessor

At the balance sheet date, the Group had contracted with tenants for the following minimum lease payments:

		2004 二零零四年 \$'000 千元	2003 二零零三年 \$'000 千元
Within one year	一年內	360	—
In the second to fifth year inclusive	第二年至第五年內	120	—
		<b>480</b>	<b>—</b>

Lease is negotiated for a term of two years.

### 29. CONTINGENT LIABILITIES

The Group had no material contingent liabilities at 31st March, 2004.

The Company has given guarantees to banks in respect of general facilities granted to its subsidiaries. The extent of such facilities utilised by the subsidiaries at 31st March, 2004 amounted to approximately HK\$202,965,000 (2003: HK\$56,488,000).

### 28. 租約承擔

#### 本集團為承租人

於結算日，本集團就不可撤銷之租賃土地及樓宇經營租約將來最少租賃付款之到期日如下：

經營租約付款指本集團就其辦公室物業須支付之租金。租約之平均年期大多定為兩年，而租金亦平均維持兩年不變。

#### 本集團為出租人

於結算日，以下為本集團就租戶所簽訂之合約為租約最低款項：

租約為兩年租期磋商。

### 29. 或然負債

本集團於二零零四年三月三十一日沒有重大或然負債。

本公司為銀行給予其附屬公司一般信貸作出擔保。於二零零四年三月三十一日，附屬公司已使用之信貸額為約202,965,000港元(二零零三年：56,488,000港元)。

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### 30. RELATED PARTY TRANSACTIONS

During the year, the Group had the following related party transactions:

Name of related party 有關連人士名稱	Nature of transaction 交易性質	2004 二零零四年 \$'000 千元	2003 二零零三年 \$'000 千元
Fullink Developments Limited 富協發展有限公司	Rental expense (Note i) 租金支出 (附註i)	821	1,800
Messrs. Shum Kin Wai, Frankie, Cham Wai Ho, Anthony, Cheng Wai Ho and their associates 岑建偉先生、 湛威豪先生、鄭偉浩先生 以及彼等之聯繫人士	Commission income (Note ii) 佣金收入 (附註ii) Interest income (Note iii) 利息收入 (附註iii)	309 3	32 114
Mr. Hung Hon Man 洪漢文先生	Interest expense (Note iv) 利息支出 (附註iv)	-	375

Notes:

- (i) This transaction was transacted at a price agreed between the parties and in accordance with the agreement governing the transaction.
- (ii) Commission was charged at 0.125% on the value of transactions. The rate was similar to rates offered to other clients of the Group.
- (iii) Interest was charged at 8% to 14.5% per annum.
- (iv) Interest was calculated at Hong Kong prime lending rate per annum according to the agreement entered into between the parties.

Messrs. Hung Hon Man and Cham Wai Ho, Anthony, directors of the Company, have beneficial interests in Fullink Developments Limited.

In addition, during the year, Mr. Hung Hon Man provided personal guarantee to a bank to secure a term loan of HK\$30,000,000 granted to the Group. Mr. Hung Hon Man did not receive any fee from the Group for the personal guarantee provided. At 31st March, 2004, the extent of such bank loan utilised by the Group amounted to approximately HK\$5,227,000 (2003: nil).

### 30. 有關連人士交易

本集團與有關連人士進行了以下交易：

附註：

- (i) 此交易按雙方議定之價格進行，並按規限有關交易之協議進行。
- (ii) 佣金按交易價值之0.125%收取，此佣金率與收取本集團其他客戶之佣金率相若。
- (iii) 利息按年利率8%至14.5%收取。
- (iv) 利息根據雙方訂立之協議每年按香港最優惠貸款利率計算。

本公司董事洪漢文先生及湛威豪先生於富協發展有限公司中實益擁有權益。

此外，於本年度，洪漢文先生向一間銀行提供個人擔保，以就本集團獲得30,000,000港元之定期貸款作出擔保。洪漢文先生沒有就提供個人擔保向本集團收取任何費用。於二零零四年三月三十一日，已被集團使用之該銀行貸款款項為約為5,227,000港元（2003年：零）。