



### 1. GENERAL

The Company is incorporated in Bermuda as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 37 to the financial statements.

### 2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

In preparing the financial statements, the directors have given careful consideration to the future liquidity of the Group in the light of its consolidated loss attributable to shareholders of HK\$28,291,000 for the year ended 31 March 2004 and net current liabilities of HK\$39,303,000 and deficiency of shareholders' fund of HK\$14,368,000 as at 31 March 2004.

As stated in note 22 to the financial statements, the Group had overdue other borrowings totaling HK\$31,048,000.

Against this background, the directors adopted the following measures to strengthen the capital base of the Group and to improve its financial position, liquidity and cash flows.

#### (i) Equity financing

On 27 May 2003, the Company announced the placing of 100 million new shares of the Company of HK\$0.10 each at a price of HK\$0.10 per share. The placing was completed on 10 October 2003.

### 1. 一般事項

本公司於百慕達註冊成立為獲豁免有限公司，而其股份於香港聯合交易所有限公司（「聯交所」）上市。

本公司為一間投資控股公司。其附屬公司主要業務載於財務報表附註37。

### 2. 採納會計實務準則

在編製財務報表時，由於本集團截至2004年3月31日止年度之股東應佔綜合虧損為28,291,000港元，於2004年3月31日之流動負債淨額為39,303,000港元，而股東資金虧絀為14,368,000港元，故董事已慎重考慮本集團日後之流動資金問題。

誠如財務報表附註22所述，本集團之逾期借貸合共31,048,000港元。

有鑑於此，董事採取以下措施以鞏固本集團之資本基礎，以及改善其財務狀況、流動資金及現金流量。

#### (i) 股本及貿易融資

於2003年5月27日，本公司宣佈按每股0.10港元配售本公司100,000,000股每股面值0.10港元之新股。配售於2003年10月10日完成。



## 2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS (continued)

### (ii) Restructuring of the Group's indebtedness and arranging for new facilities for trade financing

The Group is negotiating with its bankers for the rescheduling or extension of existing loan facilities and for the granting of new facilities to support its future working capital and other financing requirements. The Group is also negotiating with certain of its creditors for the rescheduling of repayments.

As stated in note 35, an independent third party has approached the Company on 5 April 2004, for buying certain part of the Company's outstanding debts.

In view of the above measures taken to secure new equity and trade financing and the restructuring of the Group's indebtedness, the directors are of the opinion that these financial statements should be prepared on a going concern basis.

## 3. ADOPTION OF REVISED STATEMENT OF STANDARD ACCOUNTING PRACTICE

In the current year, the Group has adopted, for the first time, the revised Statement of Standard Accounting Practice 12 Income Taxes ("SSAP 12 Revised"). The principal effect of the implementation of SSAP 12 (Revised) is in relation to deferred tax. In previous years, partial 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.

## 2. 採納會計實務準則 (續)

### (ii) 本集團之債務重組及安排貿易融資之新貸款

本集團現正與其往來銀行磋商重新安排或延長現有信貸之還款期，並提供新增信貸以應付日後之營運資金及其他財政所需。本集團亦正與若干債權人磋商重新安排還款事宜。

誠如財務報表附註35所述，一名獨立第三方於2004年4月5日就收購本公司尚未清償債務之若干部份接觸本公司。

基於已採取上述措施以獲取新股本資金及貿易融資及重組本集團債務，董事認為，該等財務報表應按持續經營基準編製。

## 3. 採納新訂及經修訂會計實務準則

於本年度，本集團首次採納由香港會計師公會「(香港會計師公會)」頒佈之香港財務報告準則(「會計實務準則」)一會計實務準則(「會計實務準則」)第12號(經修訂)「所得稅」(「會計實務準則第12號(經修訂)」)。採用會計實務準則第12號(經修訂)之主要影響乃關於遞延稅項。於過往年度，遞延稅項以收益表負債法提撥部分撥備，即就產生之時差確認負債(除非有關時差預期於可預見將來不會撥回)。會計實務準則第12號(經修訂)規定採用資產負債表負債法，並就財務報表中資產及負債之賬面值與計算應課稅溢利相應稅基之所有暫時性差異確認遞延稅項，惟少數情況外。採納會計實務準則第12號(經修訂)對本會計期間或過往會計期間之業績並無重大影響，因此，無須作出調整。



#### 4. SIGNIFICANT ACCOUNTING POLICIES

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

##### Basis of consolidation

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

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

##### Goodwill

Goodwill arising on consolidation represents the excess of the cost of acquisition over the Group's interest in the fair value of the identifiable assets and liabilities of a subsidiary, or an associate, at the date of acquisition.

Goodwill is capitalised and amortised on a straight-line basis over its useful economic life. Goodwill arising on the acquisition of an associate is included within the carrying amount of the associate. Goodwill arising on the acquisition of subsidiaries is presented separately in the balance sheet.

On disposal of a subsidiary or an associate, the attributable unamortised goodwill is included in the determination of the profit or loss on disposal.

#### 4. 重大會計政策

財務報表乃按照歷史成本慣例計算，且經重估其他投資作出調整以及根據香港普遍採納之會計原則編製。所採納之主要會計政策如下：

##### 綜合基準

綜合財務報表包括本公司及其附屬公司截至3月31日止各年之財務報表。

於年內收購及出售之附屬公司及聯營公司之業績，於收購有效日期起或至出售有效日期止（倘適用）計入綜合收益表。

##### 商譽

因綜合而產生之商譽指收購成本超出本集團於收購當日於附屬公司或聯營公司之可辨認資產及負債之公平值所佔權益之部份。

商譽撥作資本並就其可使用年期以直線法攤銷。因收購聯營公司時產生之商譽計入該聯營公司之賬面值。因收購附屬公司而產生之商譽則在資產負債表中另行呈列。

出售附屬公司或聯營公司時，應佔未攤銷商譽於釐定出售盈虧時一併計算。



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

##### Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses.

Depreciation is provided to write off the cost of items of property, plant and equipment over their estimated useful lives, using the straight-line method, at the following rates per annum:

Buildings	2% to 4%
Leasehold improvements	20% or over the terms of the lease, whichever is the shorter
Furniture, fixtures and office equipment	20%
Motor vehicles	20%

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

##### 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 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 losses are recognised as an expense immediately.

Where an impairment loss is subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately.

#### 4. 重大會計政策 (續)

##### 物業、廠房及設備

物業、廠房及設備乃按成本減累計折舊及減值虧損列賬。

折舊乃按物業、廠房及設備估計可使用年期以直線法根據下列年率撇銷成本：

樓宇	2%至4%
租賃物業裝修	20%或按租約年期計算(以較短者為準)
傢俬、裝置及辦公室設備	20%
汽車	20%

出售或棄置資產所產生之盈虧乃出售該項資產所得款項與其賬面值之差額，並於收益表內確認。

##### 減值

於各結算日，本集團會審閱其有形及無形資產之賬面值，以確認該等資產是否已出現減值虧損。倘本公司估計某項資產之可回收金額低於其賬面值，則該項資產之賬面值須減低至其可回收金額。減值虧損將即時確認為開支。

倘某項減值虧損其後撥回，則該項資產之賬面值須增至其可回收金額之經修訂估計數額，惟增加後之賬面值不得超過以往年度若資產並無減值虧損確認而原應釐定之賬面值。減值虧損撥回將即時確認為收入。



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

##### Development costs

Expenditures on research activities are recognised as expenses in the period in which they incur.

An internally-generated intangible asset arising from development expenditures is recognised only if it is anticipated that the development costs incurred on a clearly-defined project will be recovered through future commercial activity. The resultant asset is amortised systematically over its useful life by using the unit of production method.

Where no internally-generated intangible asset can be recognised, development expenditure is recognised as an expense in the period in which it is incurred.

##### Investments in subsidiaries

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

##### Interests in associates

The consolidated income statement includes the Group's share of the post-acquisition results of its associates for the year. In the consolidated balance sheet, interests in associates are stated at the Group's share of the net assets of the associates less the negative goodwill in so far as it has not already been released to income, less any identified impairment loss.

The results of associates are accounted for by the Company on the basis of dividends received and receivable during the year. In the Company's balance sheet, investments in associates are stated at cost, as reduced by any identified impairment loss.

#### 4. 重大會計政策 (續)

##### 開發成本

研究活動之開支乃於產生之期間確認開支。

倘預測清楚界定之項目所產生之開發成本可透過日後之商業活動可予收回，僅會確認開發開支所產生之內部無形資產。隨後產生之資產按生產單位方法以其可使用年期有系統地攤銷。

倘並無可確認之內部產生之無形資產，開發開支乃於產生之期間確認為開支。

##### 於附屬公司之投資

於附屬公司之投資乃按成本值減任何已辨認減值虧損計入本公司資產負債表。

##### 於聯營公司之權益

綜合收益表載有本集團於本年度所佔其聯營公司之收購後業績。於綜合資產負債表內，於聯營公司之權益乃按本集團所佔該等聯營公司之資產淨值減收購時產生而未列入收益表內之折讓，及減任何已辨認減值虧損列賬。

聯營公司計入本公司損益賬內之業績，以本公司於年內已收及應收之股息為限。於聯營公司的投資，按成本減任何減值虧損於本公司資產負債表內列賬。





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

##### Investments in securities

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

Investments other than held-to-maturity debt securities are classified as investment securities and other investments.

Investment securities, which are securities held for an identified long-term strategic purpose, are measured at subsequent reporting dates at cost, as reduced by any impairment loss that is other than temporary.

Other investments are measured at fair value, with unrealised gains and losses included in the net profit or loss for the year.

##### Inventories

Inventories are stated at the lower of cost and net realisable value. Cost of inventory is based on the specific identification cost formula and comprises all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

##### Operating lease

###### *Lessor*

Rental income is recognized on a straight-line basis over the relevant lease term.

###### *Lessee*

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

#### 4. 重大會計政策 (續)

##### 於證券之投資

於證券之投資於交易日確認入賬並初步按成本計算。

持至到期債務證券以外之投資均歸類為投資證券及其他投資。

投資證券指按可辨認長期策略目的持有之證券，乃按隨後申報日期按成本計算，並減去非臨時性質之任何減值。

其他投資乃按公平值計算，而未變現盈虧則計入該年度之損益淨值。

##### 存貨

存貨乃按成本值與可變現淨值兩者中較低者列賬。存貨之成本值乃按特定識別成本程式計算，並包括購買之所有成本、轉換成本及其他將存貨達至其目前地點及狀況所產生之其他成本。

##### 經營租約

###### *出租人*

租金收入以直線法按有關租約年期確認。

###### *承租人*

就經營租約應付之租金以直線法按有關租約年期於收益表中支銷。



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

##### Assets held under hire purchase contracts

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

##### Related parties

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

##### Revenue recognition

Sales of goods are recognized when the goods are delivered and title has passed.

Integration service, services income and contract income are recognised upon receipt of acceptance from outside customers.

Consultancy income is recognised when services are provided.

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

#### 4. 重大會計政策 (續)

##### 租賃資產

凡將資產擁有權(法定所有權除外)絕大部份回報及風險轉歸本集團之租約均列為融資租約。融資租約訂立時,租賃資產成本均按最低租金之現值撥充資本,並連同債務(利息部份除外)入賬,以及映有關之購買及融資情況。根據資本化融資租約持有之資產均列入固定資產,並按資產租賃年期或估計可使用年期(以較短期間為準)計算折舊。該等租約之融資費用乃於租賃年期內按固定比率自損益賬扣除。

##### 關連人士

倘其中一方有能力直接或間接控制另一方,或對另一方之財務及營運決策方面具有重大影響力,則雙方為互相關連,而受共同控制或共同重大影響者,亦被視為互相關連。關連人士可以為個人或公司實體。

##### 收益確認

銷售貨品於貨品付運及所有權獲轉移時予以確認。

綜合服務、服務收入及合約收入乃於收訖外界客戶之接納書時予以確認。

顧問收入於提供服務時確認。

銀行存款利息收入乃參考未償還本金及適用利率按時間基準計算。



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

##### Revenue recognition (continued)

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

##### Borrowing costs

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

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

##### Taxation

Income tax 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 and expense that are taxable or deductible in other years, and it further excludes income statement items that are never taxable and deductible.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, 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 tax profit nor the accounting profit.

#### 4. 重大會計政策 (續)

##### 收益確認 (續)

來自投資之股息收入在確立股東收取款項之權利時予以確認。

##### 借貸成本

收購、建築或生產合資格資產直接應佔之借貸成本乃撥作資本，作為該等資產之部份成本。上述借貸成本於資產大致可作原定用途或銷售時不再撥充資本。

所有其他借貸成本乃按其產生期間確認為開支。

##### 稅項

所得稅開支指現時應付稅項及遞延稅項。

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期間應課稅或可扣稅收入及開支，並且不包括收入表內從未課稅及扣稅之項目。本集團本期稅項乃按現行稅率或結算日時實際確立之稅率計算。

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。



**4. SIGNIFICANT ACCOUNTING POLICIES (continued)****Taxation (continued)**

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 profits 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 realised. Deferred tax is charged or credited in 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.

**Foreign currencies**

Transactions in currencies other than Hong Kong dollar are translated at the rates ruling on the dates of the transactions or at the contracted settlement rate. Monetary assets and liabilities denominated in currencies other than Hong Kong dollar are re-translated at the rates ruling on the balance sheet date. Profits and losses arising on exchange are dealt with in the income statement.

On consolidation, the assets and liabilities of the Group's overseas operations which are denominated in currencies other than Hong Kong dollars are translated at the rates ruling on the balance sheet date. Income and expense items are translated at the average exchange rate for the year. Exchange differences arising, if any, are classified as equity and transferred to the Group's exchange reserve. Such translation differences are recognized as income or as expenses in the year in which the operation is disposed of.

**Retirement benefit schemes**

The retirement benefit costs charged in the income statement represent the contribution payable in respect of the year to the Group's defined contribution schemes.

**4. 重大會計政策 (續)****稅項 (續)**

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期間適用之稅率計算。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。

**外幣**

外幣交易按交易日公佈匯率或合約結算匯率換算。以外幣為單位之貨幣資產及負債乃按結算日所公佈之匯率重新換算為港元。所產生之兌盈虧乃於收益表中處理。

於合併賬目時，以外幣計值之海外業務之資產和負債均按結算日之匯率換算為港元。收支項目按有關年度之平均匯率換算為港元。換算所產生之兌差額（如有）將列作權益，並撥入本集團之兌儲備。該等換算差額均於出售業務年度確認為收入或開支。

**退休福利計劃**

於收益表中扣除之退休福利成本指就有關年度應付予本集團界定供款計劃之應付供款。



## 5. TURNOVER

Turnover represent the net amounts received and receivable for goods sold and services provided by the Group to outside customers and is summarized as follows:

Sales and integration service	銷售及綜合服務
Services income	服務收益
Contract income	合約收益

## 5. 營業額

營業額為本集團向外界顧客出售貨物及提供服務之已收及應收款項淨額，概述如下：

<b>2004</b> <b>HK\$'000</b> <b>千港元</b>	2003 <i>HK\$'000</i> 千港元
<b>153,154</b>	208,497
<b>8,983</b>	17,346
<b>979</b>	4,482
<b>163,116</b>	230,325

## 6. BUSINESS AND GEOGRAPHICAL SEGMENTS

### Business segments

For management purposes, the Group is currently organized into three operating divisions – sales and integration service, services income and contract income. These divisions are the basis on which the Group reports its primary segment information.

Principal activities are as follows:

Sales and integration service	–	income from sales and provision of integration services of computer and communication systems
Services income	–	income from design, consultation and production of information system software
Contract income	–	income in connection with the sale of communication systems equipment for intelligent buildings and provision of installation services

## 6. 業務及地域分部

### 業務分部

就管理目的而言，本集團現分為三大營運分部－銷售及綜合服務、服務收益及合約收益。此等分部為本集團呈報其主要分部資料之基準。

主要業務如下：

銷售及綜合服務	–	來自銷售以及提供電腦及通訊系統之綜合服務收益
服務收益	–	來自設計、顧問及製造資訊系統軟件之收益
合約收益	–	來自有關智能建築之通訊系統設備之銷售以及提供安裝服務之收益

For the year ended 31 March 2004 截至二零零四年三月三十一日止年度

## 6. BUSINESS AND GEOGRAPHICAL SEGMENTS

(continued)

## Business segments (continued)

Segment information about these business is presented below:

## For the year ended 31 March 2004

## Group

		Sales and integration service	Services income	Contract income	Consolidated
		銷售及 綜合服務	服務收益	合約收益	綜合
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Turnover	營業額				
External sales	向外銷售	153,154	8,983	979	163,116
Segment results	分部業績	(4,435)	3,842	(108)	(701)
Unallocated corporate expenses	未分配公司開支				(7,608)
Loss from operations	經營業務虧損				(8,309)
Finance costs	融資成本				(3,099)
Share of result of associate	分佔聯營公司業績				701
Loss on provision of guarantee to a former subsidiary	前附屬公司擔保 虧損撥備				(20,000)
Loss before taxation	除稅前虧損				(30,707)
Taxation	稅項				29
Loss before minority interests	除少數股東權益前虧損				(30,678)
Minority interests	少數股東權益				2,387
Loss for the year	本年虧損				(28,291)

## 6. 業務及地域分部 (續)

## 業務分部 (續)

此等業務之分部資料呈列如下：

## 截至2004年3月31日止年度

## 本集團

	Sales and integration service	Services income	Contract income	Consolidated
	銷售及 綜合服務	服務收益	合約收益	綜合
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元
Turnover				
External sales	153,154	8,983	979	163,116
Segment results	(4,435)	3,842	(108)	(701)
Unallocated corporate expenses				(7,608)
Loss from operations				(8,309)
Finance costs				(3,099)
Share of result of associate				701
Loss on provision of guarantee to a former subsidiary				(20,000)
Loss before taxation				(30,707)
Taxation				29
Loss before minority interests				(30,678)
Minority interests				2,387
Loss for the year				(28,291)

## 6. BUSINESS AND GEOGRAPHICAL SEGMENTS

(continued)

## Business segments (continued)

Group

		Sales and integration service	Services income	Contract income	Others	Consolidated
		銷售及 綜合服務	服務收益	合約收益	其他	綜合
		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
Capital additions	資本增添	526	31	3	2	562
Depreciation and amortisation	折舊及攤銷	3,769	221	24	1,118	5,132

As at 31 March 2004

Group

		Sales and integration service	Services income	Contract income	Consolidated
		銷售及 綜合服務	服務收益	合約收益	綜合
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Assets	資產				
Segment assets	分部資產	129,869	7,617	830	138,316
Unallocated corporate assets	未分配公司資產				17,018
Consolidated total assets	綜合總資產				155,334
Liabilities	負債				
Segment liabilities	分部負債	113,893	6,680	727	121,300
Unallocated corporate liabilities	未分配公司負債				44,897
Consolidated total liabilities	綜合總負債				166,197

## 6. 業務及地域分部 (續)

## 業務分部 (續)

本集團

		Sales and integration service	Services income	Contract income	Others	Consolidated
		銷售及 綜合服務	服務收益	合約收益	其他	綜合
		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
Capital additions	資本增添	526	31	3	2	562
Depreciation and amortisation	折舊及攤銷	3,769	221	24	1,118	5,132

於2004年3月31日

本集團

		Sales and integration service	Services income	Contract income	Consolidated
		銷售及 綜合服務	服務收益	合約收益	綜合
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Assets	資產				
Segment assets	分部資產	129,869	7,617	830	138,316
Unallocated corporate assets	未分配公司資產				17,018
Consolidated total assets	綜合總資產				155,334
Liabilities	負債				
Segment liabilities	分部負債	113,893	6,680	727	121,300
Unallocated corporate liabilities	未分配公司負債				44,897
Consolidated total liabilities	綜合總負債				166,197

For the year ended 31 March 2004 截至二零零四年三月三十一日止年度

## 6. BUSINESS AND GEOGRAPHICAL SEGMENTS

(continued)

## Business segments (continued)

## For the year ended 31 March 2003

## Group

		Sales and integration service 銷售及 綜合服務 HK\$'000 千港元	Services income 服務收益 HK\$'000 千港元	Contract income 合約收益 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Turnover	營業額				
External sales	向外銷售	208,497	17,346	4,482	230,325
Segment results	分部業績	5,492	2,268	253	8,013
Unallocated corporate expenses	未分配公司開支				(92,616)
Loss from operations	經營業務虧損				(84,603)
Finance costs	融資成本				(5,569)
Share of result of associate	分佔聯營公司業績				(2,829)
Loss before taxation	除稅前虧損				(93,001)
Taxation	稅項				-
Loss before minority interests	除少數股東權益前虧損				(93,001)
Minority interests	少數股東權益				6,486
Loss for the year	本年虧損				(86,515)

## 6. 業務及地域分部 (續)

## 業務分部 (續)

## 截至2003年3月31日止年度

## 本集團



## 6. BUSINESS AND GEOGRAPHICAL SEGMENTS

(continued)

## Business segments (continued)

## Group

		Sales and integration service 銷售及 綜合服務 HK\$'000 千港元	Services income 服務收益 HK\$'000 千港元	Contract income 合約收益 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Capital additions	資本增添	2,943	228	25	329	3,525
Depreciation and amortisation	折舊及攤銷	3,374	1,146	127	185	4,832

## Group

		Sales and integration service 銷售及 綜合服務 HK\$'000 千港元	Services income 服務收益 HK\$'000 千港元	Contract income 合約收益 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Assets	資產				
Segment assets	分部資產	110,170	35,903	3,988	150,061
Unallocated corporate assets	未分配公司資產				30,935
Consolidated total assets	綜合總資產				180,996
Liabilities	負債				
Segment liabilities	分部負債	66,104	28,534	3,169	97,807
Unallocated corporate liabilities	未分配公司負債				93,373
Consolidated total liabilities	綜合總負債				191,180

## 6. 業務及地域分部 (續)

## 業務分部 (續)

## 本集團

## 本集團

**6. BUSINESS AND GEOGRAPHICAL SEGMENTS**

(continued)

**Geographical segments**

No geographical segment analysis is provided as substantially all of the Group's turnover and contribution to results were derived from the PRC.

The following is an analysis of the carrying amount of segment assets and additions to property, plant and equipment and development costs, analysed by the geographical area in which the assets are located.

**6. 業務及地域分部 (續)****地域分部**

本集團絕大部份營業額及業績貢獻乃源自中國，故此並無按地域分部作出分析。

以下乃分部資產賬面值及物業、廠房及設備之增添以及開發成本，按有關資產所在地作出分析。

		<b>Carrying amount of segment assets</b>		<b>Additions to property, plant and equipment and development costs</b>	
		<b>分部資產之賬面值</b>		<b>物業、廠房及設備之增添及開發成本</b>	
		<b>2004</b>	2003	<b>2004</b>	2003
		<b>HK\$'000</b>	HK\$'000	<b>HK\$'000</b>	HK\$'000
		<b>千港元</b>	千港元	<b>千港元</b>	千港元
Hong Kong	香港	<b>44,789</b>	49,573	<b>2</b>	2
PRC	中國	<b>110,545</b>	131,423	<b>560</b>	3,523
		<b>155,334</b>	180,996	<b>562</b>	3,525



## 7. OTHER OPERATING INCOME

Other operating income comprises:

Gain on disposal of development cost	出售開發成本之收益
Unrealised holding gain on other investments	持有其他投資未變現收益
Interest income	利息收入
Dividend income from other investments	其他投資股息收入
Rental income	租金收入
Write-back of over accrued salaries and wages	超額累計薪金及工資撥回
Others	其他

## 7. 其他經營收益

其他經營收益包括：

<b>The Group</b>	
<b>本集團</b>	
<b>2004</b>	2003
<b>HK\$'000</b>	HK\$'000
<b>千港元</b>	千港元
-	2,593
<b>7,595</b>	-
<b>7</b>	74
<b>469</b>	336
-	114
-	4,354
<b>725</b>	964
<b>8,796</b>	8,435

**8. OTHER OPERATING EXPENSES**

Other operating expenses comprise:

Loss on disposal of other investments	出售其他投資虧損
Provision for bad and doubtful debts	呆壞賬撥備
Provision for amount due from an associate	聯營公司欠款撥備
Impairment loss on development cost	開發成本減值虧損
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損
Unrealised holding loss on other investments	持有其他投資未變現虧損
Provision for other receivables	其他應收賬項撥備

**8. 其他經營支出**

其他經營收益包括：

<b>The Group</b> <b>本集團</b>	
<b>2004</b> <b>HK\$'000</b> <b>千港元</b>	2003 HK\$'000 千港元
<b>878</b>	9,957
<b>-</b>	21,931
<b>643</b>	-
<b>-</b>	8,838
<b>991</b>	335
<b>-</b>	25,801
<b>724</b>	14,151
<b>3,236</b>	81,013

**9. LOSS FROM OPERATIONS**

Loss from operations is arrived at:	經營業務虧損已扣除下列各項後達致：
Auditors' remuneration	核數師酬金
Amortisation of goodwill (included in administrative expenses)	商譽攤銷 (已包括在行政費用)
Depreciation of property, plant and equipment	物業、廠房及設備之折舊
Staff costs (including directors' emoluments – note 10)	員工成本 (包括董事酬金 – 附註10)

**9. 經營業務虧損**

<b>The Group</b> <b>本集團</b>	
<b>2004</b> <b>HK\$'000</b> <b>千港元</b>	2003 HK\$'000 千港元
<b>320</b>	380
<b>2,028</b>	2,027
<b>3,104</b>	2,805
<b>17,789</b>	20,626

## 10. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

Particulars of the emoluments of the directors and the five highest paid individuals for the year were as follows:

## (a) Directors' emoluments

Fees	袍金
Other emoluments:	其他酬金：
Salaries and other benefits	薪金及其他福利
Provident fund contributions	退休福利計劃供款
Total emoluments	酬金總額

HK\$100,000 were paid to two independent non-executive directors during the year (2003: HK\$Nil).

The emoluments of the directors were within the following ranges:

HK\$1,000,000 or below	1,000,000港元或以下
HK\$2,000,001 – HK\$2,500,000	2,000,001港元至2,500,000港元

## 10. 董事及僱員酬金

年內董事及五位最高薪人士之酬金之詳情如下：

## (a) 董事之酬金

The Group 本集團	
2004 HK\$'000 千港元	2003 HK\$'000 千港元
-	-
3,371	3,013
46	19
<b>3,417</b>	<b>3,032</b>

於年內支付非執行董事支付總額為袍金共10萬港元(2003年:無)。

董事之酬金界乎下列範圍：

Number of directors 董事數目	
2004	2003
4	10
1	1



**10. DIRECTORS' AND EMPLOYEES' EMOLUMENTS**

(continued)

**(b) Employees' emoluments**

The five highest paid individuals included three (2003: three) directors, details of their emoluments are set out above. The emoluments of the remaining two (2003: two) individuals are as follows:

Salaries and other benefits	薪金及其他福利
Provident fund contributions	退休福利計劃及強積金供款

The emoluments of the employees were within the following ranges:

HK\$1,000,000 or below	1,000,000港元或以下
------------------------	----------------

**10. 董事及僱員酬金 (續)****(b) 僱員酬金**

五位最高薪人士包括三位(2003年:三位)董事。彼等酬金之詳情載於上文。餘下二位(2003年:二位)之酬金如下:

<b>The Group</b>	
<b>本集團</b>	
<b>2004</b>	2003
<b>HK\$'000</b>	HK\$'000
<b>千港元</b>	千港元
<b>692</b>	1,171
<b>13</b>	19
<b>705</b>	1,190

僱員之酬金界乎下列範圍:

<b>The Group</b>	
<b>本集團</b>	
<b>2004</b>	2003
<b>HK\$'000</b>	HK\$'000
<b>千港元</b>	千港元
<b>2</b>	2

## 11. FINANCE COSTS

## 11. 融資成本

		<b>The Group</b> 本集團	
		<b>2004</b> <b>HK\$'000</b> 千港元	2003 HK\$'000 千港元
Interest on:	有關下列項目之利息：		
Bank loans and overdrafts	銀行貸款及透支	<b>332</b>	782
Other borrowings wholly repayable within five years	須於五年內悉數償還之其他借貸	<b>2,689</b>	4,478
		<b>3,021</b>	5,260
Finance charges	融資支出	<b>78</b>	309
		<b>3,099</b>	5,569

## 12. TAXATION

## 12. 稅項

		<b>The Group</b> 本集團	
		<b>2004</b> <b>HK\$'000</b> 千港元	2003 HK\$'000 千港元
The charge comprises:	稅務支出包括：		
Taxation in the PRC	中國稅項		
– overprovision in previous year	撥回以前年度多計稅項	<b>29</b>	–



## 12. TAXATION (continued)

No provision for Hong Kong Profits Tax has been made in the financial statements as the Group had no assessable profits for the year (2003: Nil).

Taxation in the PRC is calculated at the rates prevailing in the PRC. Certain subsidiaries of the Group operating in the PRC are eligible for certain tax exemptions and concessions. Accordingly, PRC income tax has been provided taking into account of these tax exemptions and concessions.

Details of deferred taxation are set out in note 24 to the financial statements.

## 13. LOSS PER SHARE

The calculation of the basic loss per share is based on the loss attributable to shareholders of HK\$28,291,000 (2003: HK\$86,515,000) and on weighted average number of ordinary shares in issue during the year of 1,357,938,000 (2003: 1,242,372,000) shares.

Diluted loss per share amounts for the years ended 31 March 2004 and 2003 have not been calculated because the share options outstanding during these years had an anti-dilutive effect on the basic loss per share.

## 12. 稅項 (續)

於本集團本個年度並無應課稅溢利，故並無就香港利得稅於財務報表作出撥備（2003年：無）。

中國稅項按中國現行稅率計算。本集團於中國經營之若干附屬公司均符合資格享有若干稅項豁免及寬減。因此，中國所得稅已計及該等稅項豁免及寬減作出撥備。

遞延稅項詳情載於財務報表附註24。

## 13. 每股虧損

每股基本虧損乃按本年度股東應佔日常業務虧損28,291,000港元（2003年：虧損86,515,000港元）及年內已發行普通股加權平均數1,357,938,000股（2003年：1,242,372,000股）計算。

由於截至2004年及2003年3月31日止年度尚未行使購股權對每股基本虧損造成攤薄影響，故此並未計算該等年度之每股攤薄虧損。

## 14. PROPERTY, PLANT AND EQUIPMENT

## 14. 物業、廠房及設備

## THE GROUP

## 本集團

		Buildings	Leasehold improvements	Furniture, fixtures and office equipment	Motor vehicles	Total
		樓宇	辦公室 裝修	傢俬、裝置及 辦公室設備	汽車	總額
		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
<b>COST</b>	<b>成本</b>					
At 1 April 2003	於2003年4月1日	2,267	2,184	6,075	1,079	11,605
Additions	增添	-	-	562	-	562
Disposals	出售	-	(2,118)	(424)	(1,079)	(3,621)
<b>At 31 March 2004</b>	<b>於2004年3月31日</b>	<b>2,267</b>	<b>66</b>	<b>6,213</b>	<b>-</b>	<b>8,546</b>
<b>DEPRECIATION</b>	<b>折舊</b>					
At 1 April 2003	於2003年4月1日	573	893	2,502	262	4,230
Charge for the year	本年度撥備	117	8	2,895	84	3,104
Eliminated on disposals	於出售時撇銷	-	(901)	(1,383)	(346)	(2,630)
<b>At 31 March 2004</b>	<b>於2004年3月31日</b>	<b>690</b>	<b>-</b>	<b>4,014</b>	<b>-</b>	<b>4,704</b>
<b>NET BOOK VALUES</b>	<b>賬面淨值</b>					
<b>At 31 March 2004</b>	<b>於2004年3月31日</b>	<b>1,577</b>	<b>66</b>	<b>2,199</b>	<b>-</b>	<b>3,842</b>
At 31 March 2003	於2003年3月31日	1,694	1,291	3,573	817	7,375



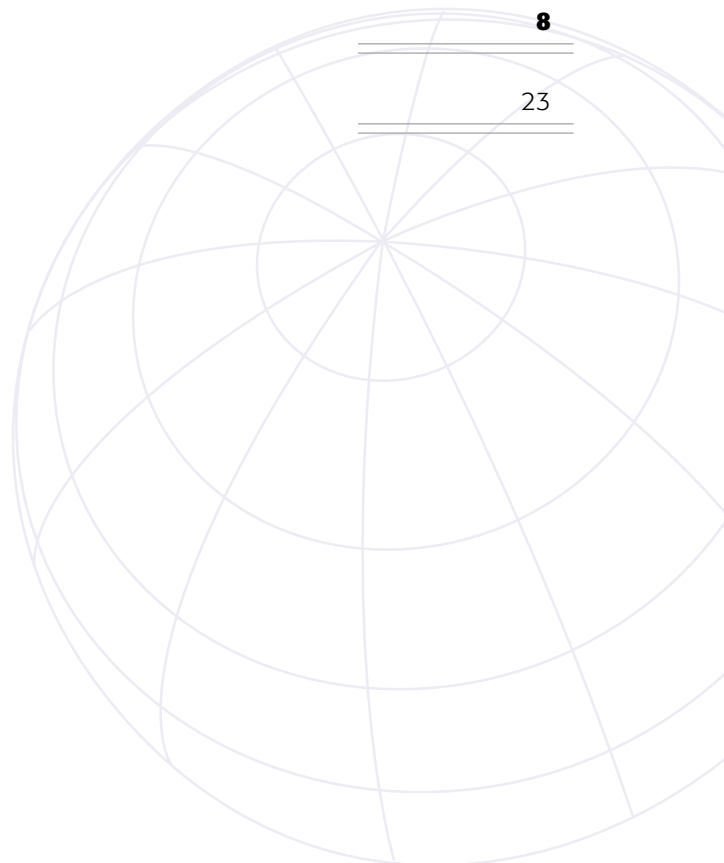
## 14. PROPERTY, PLANT AND EQUIPMENT (continued)

## 14. 物業、廠房及設備 (續)

## THE COMPANY

## 本公司

		<b>Furniture, fixtures and office equipment 傢俬、裝置及 辦公室設備</b>
		<i>HK\$'000</i> 千港元
<b>COST</b>	<b>成本</b>	
At 1 April 2003 and at 31 March 2004	於2003年4月1日及 2004年3月31日	<b>71</b>
<b>DEPRECIATION</b>	<b>折舊</b>	
At 1 April 2003	於2003年4月1日	48
Charge for the year	本年度撥備	15
<b>At 31 March 2004</b>	<b>於2004年3月31日</b>	<b>63</b>
<b>NET BOOK VALUES</b>	<b>賬面淨值</b>	
<b>At 31 March 2004</b>	<b>於2004年3月31日</b>	<b>8</b>
At 31 March 2003	於2003年3月31日	23





## 15. GOODWILL

**COST**

At 1 April 2003 and 31 March 2004 於2003年4月1日及2003年3月31日

**THE GROUP****本集團**

HK\$'000

千港元

**30,519****AMORTISATION**At 1 April 2003  
Provision for the year**攤銷**於2003年4月1日  
本年度撥備

4,144

2,028

**At 31 March 2004****於2004年3月31日****6,172****NET BOOK VALUES****At 31 March 2004****賬面淨值****於2004年3月31日****24,347**

At 31 March 2003

於2003年3月31日

26,375

The amortisation period adopted for goodwill is between 10 to 20 years.

商譽所採納攤銷期界乎10至20年。

## 16. INTERESTS IN SUBSIDIARIES

Unlisted shares, at cost  
Less: Impairment loss未上市股份，以成本值  
減：減值虧損

Particulars of the Company's subsidiaries as at 31 March 2004 are set out in note 37 to the financial statements.

## 16. 於附屬公司之投資

**The Group****本集團**

<b>2004</b>	2003
<b>HK\$'000</b>	HK\$'000
<b>千港元</b>	千港元
<b>108,202</b>	108,202
<b>(108,192)</b>	(108,192)

**10**

10

本公司附屬公司於2004年3月31日之詳情載於財務報表附註37。

For the year ended 31 March 2004 截至二零零四年三月三十一日止年度

## 17. INTERESTS IN ASSOCIATES

## 17. 於聯營公司之權益

		<b>The Group</b> <b>本集團</b>	
		<b>2004</b> <b>HK\$'000</b> <b>千港元</b>	2003 <i>HK\$'000</i> 千港元
Share of net assets	佔聯營公司之資產淨值	<b>6,540</b>	7,114
Discount on acquisition of an associate	收購一間聯營公司之折讓	<b>(2,584)</b>	(2,584)
		<b>3,956</b>	4,530

Details of the Group's associates at 31 March 2004 are as follows:

本集團之聯營公司於2004年3月31日之詳情如下：

Name 名稱	Country of establishment 主要註冊成立地點	Principal place of operation 業務所在地	Percentage of equity interest held by the Group 本集團持有股本權益比重	Nature of business 業務性質
北京合力紅帆自動化技術有限公司	PRC 中國	PRC 中國	25.5%	Provision of technical development and consulting services 提供技術開發及顧問服務
北京合力金橋軟件技術有限責任公司	PRC 中國	PRC 中國	39%	Provision of telecommunication infrastructure solution service 提供通訊基礎設備解決方案服務

## 18. INVENTORIES

Raw materials and consumables	原料及消耗品
Work in progress	在製品

The raw materials and consumables are carried at net realisable value.

## 19. TRADE AND OTHER RECEIVABLES

According to the contracts entered into with trade customers, an average of 90% of the contract revenue is normally repayable within 90 days from the date of receipt of customers' acceptance, whereas the remaining 10% of trade receivables represent retentions held by customers which are normally due one year after project completed. The following is an aging analysis of trade receivables included in trade and other receivables at the balance sheet date:

Trade receivables:	貿易應收賬款:
Within 30 days	30日內
Over 30 days but within 90 days	30日以上但少於90日
Over 90 days	90日以上
Other receivables	其他應收賬款

## 18. 存貨

The Group  
本集團

2004 HK\$'000 千港元	2003 HK\$'000 千港元
3,871	4,997
42,664	59,685
<b>46,535</b>	64,682

原料及消耗品乃以可變現淨值入賬。

## 19. 貿易及其他應收賬款

根據與貿易客戶訂立之合約，平均90%之合約收益一般須於收訖客戶接納書日期起計90日內支付，而餘下10%貿易應收賬款乃客戶持有之保證金，一般須於合同完成一年後清償。以下為計入結算日貿易及其他應收賬款之貿易應收賬款之賬齡分析：

The Group  
本集團

2004 HK\$'000 千港元	2003 HK\$'000 千港元
9,104	32,663
4,352	9,779
13,866	9,570
<b>27,322</b>	52,012
<b>20,173</b>	7,578
<b>47,495</b>	59,590



20. OTHER INVESTMENTS

20. 其他投資

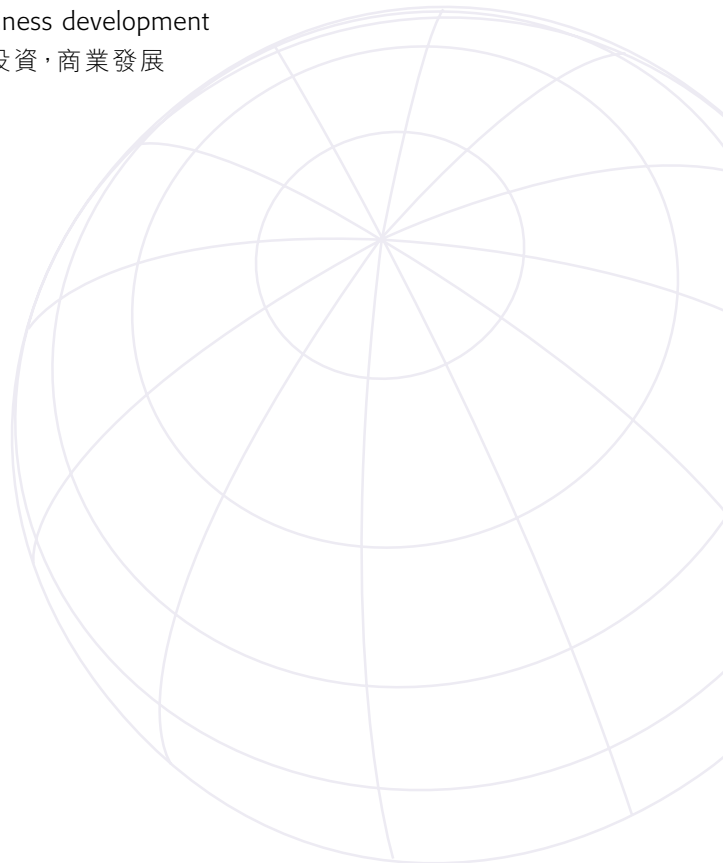
Equity securities listed in Hong Kong, at market value 於香港上市之股本證券，按市值

<b>The Group</b> <b>本集團</b>	
<b>2004</b> <b>HK\$'000</b> <b>千港元</b>	2003 <i>HK\$'000</i> 千港元
<b>14,290</b>	10,676

Details of the investment disclosed in pursuant to S129(2) of the Company Ordinance, of which the amount of the Company's investment exceeds 10% of the total assets of the company are as follows:

本集團根據公司條例第129(2)條規定須披露之大於本公司總資產10%的投資詳情如下：

<b>Name of Company</b> 公司名稱	<b>Country of incorporation</b> 註冊成立地點	<b>Principal activities</b> 主要業務	<b>Percentage of holding</b> 本公司應佔股本權益比重
Dynamic Holdings Limited 達力集團有限公司	Hong Kong 香港	Property investment and business development 物業投資·商業發展	5.22%



## 21. TRADE AND OTHER PAYABLES

The following is an aged analysis of trade payables included in trade and other payables at the balance sheet date:

Trade payables:	貿易應收賬款:
Within 90 days	90日內
Over 90 days but within 180 days	90日以上但少於180日
Over 180 days	180日以上
Other payables	其他應收賬款

## 21. 貿易及其他應付賬款

以下為計入結算日貿易及其他應付賬款之貿易應付賬款之賬齡分析:

<b>The Group</b>	
<b>本集團</b>	
<b>2004</b>	2003
<b>HK\$'000</b>	HK\$'000
<b>千港元</b>	千港元
<b>15,403</b>	33,645
<b>1,051</b>	105
<b>46,540</b>	36,193
<b>62,994</b>	69,943
<b>27,374</b>	28,539
<b>90,368</b>	98,482

## 22. BANK AND OTHER BORROWINGS

Bank and other borrowings comprise:	銀行及其他借貸包括:
Bank loans	銀行貸款
Other borrowings	其他借貸
Analysed as:	按下列分析:
Secured	有抵押
Unsecured	無抵押

## 22. 銀行及其他借貸

<b>THE GROUP</b>		<b>THE COMPANY</b>	
<b>本集團</b>		<b>本公司</b>	
<b>2004</b>	2003	<b>2004</b>	2003
<b>HK\$'000</b>	HK\$'000	<b>HK\$'000</b>	HK\$'000
<b>千港元</b>	千港元	<b>千港元</b>	千港元
-	4,717	-	-
<b>42,879</b>	49,068	<b>10,053</b>	12,094
<b>42,879</b>	53,785	<b>10,053</b>	12,094
-	14,934	-	-
<b>42,879</b>	38,851	<b>10,053</b>	12,094
<b>42,879</b>	53,785	<b>10,053</b>	12,094



## 22. BANK AND OTHER BORROWINGS (continued)

## 22. 銀行及其他借貸(續)

		THE GROUP		THE COMPANY	
		本集團		本公司	
		2004	2003	2004	2003
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Bank and other borrowings are repayable as follows:	銀行及其他借貸須於下列時間償還:				
Bank loans and overdrafts are repayable within one year	須於一年內償還之銀行貸款及透支	-	4,717	-	-
Other borrowings are repayable:	其他借貸須於下列				
Within one year	一年內	40,403	44,083	7,650	7,270
In the second to fifth years inclusive	兩年後但不超過五年	2,476	4,985	2,403	4,824
		42,879	49,068	10,053	12,094
		42,879	53,785	10,053	12,094
Less: Amount repayable within one year and shown under current liabilities	減:須於一年內償還以及呈列為流動負債	(40,403)	(48,800)	(7,650)	(7,270)
Amount due after one year	超過一年後到期償還	2,476	4,985	2,403	4,824

The repayment term of certain other borrowings amounting to HK\$31,408,000 have matured before the year end date. As described in note 2, the directors are of the opinion that the Group can obtain the support from the bankers to reschedule those loans for a further period of time.

Details of the assets of the Group pledged to secure bank and other borrowings are set out in note 30 to the financial statements.

計為31,408,000港元之若干其他借貸之還款期已於年結日前到期。誠如附註2所述，董事認為，本集團可獲往來銀行支持，重新延長該等貸款之還款期。

本集團用作抵押以取得銀行及其他借貸之資產之詳情載於財務報表附註30。



### 23. CONVERTIBLE BONDS

Pursuant to the subscription letter dated 20 May 1998 made between Baring Asia Flagship Investments B.V. and the Company, the convertible bonds (the "Bonds") in the principal amount of US\$6,000,000 (equivalent to approximately HK\$46,476,000) were issued by the Company at the direction of Baring Asia Flagship Investments B.V. on 30 June 1998 to Baring Asia Investments II B.V. The Bonds were transferred in or about July 2000 to BAPEF Investments II Limited (the "Bondholder").

The Bonds were, at the option of the Bondholder, convertible on or after 1 July 1998 up to and including 30 June 2001, into fully paid ordinary shares of the Company with a par value of HK\$0.10, at an initial conversion price of HK\$0.588 per share, subject to adjustment under certain events.

Unless previously redeemed, converted, purchased or cancelled, the Company is required to redeem the Bonds on the original maturity date at 133.75%. An amount of US\$2,400,000 (equivalent to approximately HK\$18,600,000) was cancelled upon repurchase by the Company during the year ended 31 March 1999. As at 31 March 2000 and 31 March 2001, the outstanding balance of the Bonds was US\$3,600,000 (equivalent to approximately HK\$28,031,000).

### 23. 可換股債券

根據Baring Asia Flagship Investments B.V.與本公司於1998年5月20日訂立之認購書，本公司於1998年6月30日按Baring Asia Flagship Investments B.V.之指示，發行本金額達6,000,000美元（相等於約46,476,000港元）之可換股債券（「債券」）予Baring Asia Investments II B.V.。債券已於2000年7月或前後轉讓予BAPEF Investments II Limited（「債券持有人」）。

按債券持有人選擇，債券可於1998年7月1日或之後至2001年6月30日（「包括該日」）以初步換股價每股0.588港元（可就發生若干事件而作調整）兌換為本公司每股面值0.10港元之繳足普通股。

除非之前已進行贖回、兌換、購回或註銷，否則本公司須於原定到期日按133.75%贖回債券。本公司於截至1999年3月31日止年度內進行購回時註銷共2,400,000美元（相等於約18,600,000港元）。於2000年3月31日及2001年3月31日，債券之未償還餘額為3,600,000美元（相等於約28,031,000港元）。



### 23. CONVERTIBLE BONDS (continued)

On 7 June 2001, the Company entered into an agreement with Able Technology Limited and the Bondholder pursuant to which the maturity date of the convertible bonds would be extended to 30 June 2003. The conversion price has been revised to HK\$0.25 per share, subject to adjustment under certain events. The conversion time of the Bonds is fixed at 31 December 2001, 30 June 2002, 31 December 2002 and 30 June 2003 (or such other time as the Company and Bondholder may agree) to convert US\$900,000 (equivalent to approximately HK\$7,020,000) on each date. In addition, all accrued interest from 30 June 1998 to the completion of the agreement was waived by the Bondholder in August 2001 upon issuance of 6.88 million ordinary shares of the Company to the Bondholder (note 26(c)). In accordance with the supplemental deed entered into by the Company and the Bondholder on 9 August 2001, subject to the due performance by the Company and there being no event of default or potential event of default, the Bonds will not bear any interest. In the circumstances where there is any event of default or potential event of default, interest will be payable on the outstanding principal amount of the Bonds at 2% per annum.

On 28 December 2001, approximately 30.7 million ordinary shares of the Company at a conversion price of HK\$0.2366 were issued to the Bondholder to convert the principal amount of Bonds of US\$900,000 (equivalent to approximately HK\$7,020,000) together with the administrative charges of US\$31,770 (equivalent to approximately HK\$248,000) (note 26(c)).

On 30 June 2002, approximately 32.5 million ordinary shares of the Company at a conversion price of HK\$0.2236 were issued to the Bondholder to convert the principal amount of Bonds of US\$900,000 (equivalent to approximately HK\$7,020,000) together with the administrative charges of US\$31,770 (equivalent to approximately HK\$248,000) (note 26(f)).

### 23. 可換股債券 (續)

於2001年6月7日，本公司、Able Technology Limited與債券持有人訂立一項協議，據此，可換股債券之到期日將順延至2003年6月30日。換股價已修訂為每股0.25港元（可就發生若干事件而作調整）。債券之兌換時間定於2001年12月31日、2002年6月30日、2002年12月31日以及2003年6月30日（或本公司與債券持有人可能協定之其他日期），並於每個兌換日期兌換900,000美元（相等於約7,020,000港元）。此外，由1998年6月30日至協議完成之日之所有應計利息，已被債券持有人經就發行本公司6,880,000股普通股予債券持有人後，於2001年8月予以放棄（附註26(c)）。根據本公司與債券持有人於2001年8月9日訂立之補充契據（惟本公司須妥為履行職責及並無發生違約事項或潛在違約事件所規限），債券將不附有利息。在發生任何違約或潛在違約事件之情況下，利息將以年率2%按未償還本金額計算。

於2001年12月28日，本公司以兌換價0.2366港元向債券持有人發行約30,700,000股普通股，以兌換本金額共900,000美元（相等於約7,020,000港元）之債券及行政費用31,770美元（相等於約248,000港元）（附註26(c)）。

於2002年6月30日，本公司以兌換價0.2236港元向債券持有人發行約32,500,000股普通股，以兌換本金額共900,000美元（相等於約7,020,000港元）之債券及行政費用31,770美元（相等於約248,000港元）（附註26(f)）。



### 23. CONVERTIBLE BONDS (continued)

The Bondholder didn't exercise the rights to convert the principal amount of Bonds of US\$1,800,000 which were fixed to be converted on 31 December 2002 and 30 June 2003.

On 23 September 2003, the Bondholder agreed with the Company to extend the maturity date of the outstanding Bonds to 31 December 2004.

Changes in the balance of the convertible bonds are as follows:

Balance as at 1 April 2003 and 31 March 2004	於2003年4月1日及 2004年3月31日之結餘
---	------------------------------

### 24. DEFERRED TAXATION

Balance at beginning and at end of year	年初及年終結餘
--	---------

The amount mainly represented the tax effect arising from the timing difference in revenue recognition for accounting and tax reporting purposes.

Neither the Group nor the Company had any other significant unprovided deferred taxation for the year or at the balance sheet date.

### 23. 可換股債券 (續)

債券持有人於2002年12月31日及2003年6月30日之既定兌換日期並未行使兌換權利。兌換本金額1,800,000美元之債券。

於2003年9月23日，債券持有人與本公司同意延長尚未行使之債券之到期日至2004年12月31日。

可換股債券之結餘之變動如下：

**THE GROUP  
& THE COMPANY**  
本集團及本公司

<i>USD'000</i> 千美元	<i>HK\$'000</i> 千港元 equivalent (同等值)
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<b>1,800</b>	<b>14,040</b>
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### 24. 遞延稅項

**The Group**  
本集團

<b>2004</b> <i>HK\$'000</i> 千港元	2003 <i>HK\$'000</i> 千港元
---------------------------------------	--------------------------------

<b>1,229</b>	1,229
--------------	-------

有關金額主要指就會計及稅項申報而確認收益之時差而產生之稅項影響。

本集團及本公司於年內或於結算日並無任何重大未撥備遞延稅項。

## 25. SHARE CAPITAL

## 25. 股本

		<b>Number of shares 股份數目</b>	<b>Share capital 股本</b>
		'000 千股	HK\$'000 千港元
Ordinary shares of HK\$0.10 each	每股面值0.10港元之普通股		
Authorised:	法定股本:		
At 31 March 2003 and 31 March 2004	2003年3月31日及 2004年3月31日	3,000,000	300,000
Issued and fully paid:	已發行及繳足股本:		
At 1 April 2002	於2002年4月1日	1,148,383	114,838
Issued in consideration for the acquisition of other investment ( <i>note a</i> )	作為收購其他 投資之代價 而發行 ( <i>附註a</i> )	90,276	9,028
Conversion of debts ( <i>note b</i> )	兌換債項 ( <i>附註b</i> )	32,504	3,250
At 31 March 2003	於2003年3月31日	1,271,163	127,116
Issued on private placement ( <i>note c</i> )	私人配售時發行 ( <i>附註c</i> )	100,000	10,000
Conversion of debts and guarantees ( <i>note d</i> )	兌換債項 ( <i>附註d</i> )	20,000	2,000
<b>At 31 March 2004</b>	<b>於2004年3月31日</b>	<b>1,391,163</b>	<b>139,116</b>

## Notes:

- (a) On 24 June 2002, the Company allotted 90,276,000 ordinary shares as consideration for the acquisition of 15,046,000 shares in Dynamic Holdings Limited, which was HK\$40,624,000.
- (b) On 30 June 2002, 32,504,000 ordinary shares of the Company at a conversion price of HK\$0.2236 were issued to the Bondholder to convert certain of its Bonds (*note 23*).
- (c) The Company entered into three private placements with three independent parties. The proceeds were used to repay the indebtedness of the Company and provide additional working capital for the Group. These new shares were allotted pursuant to a general mandate granted by the shareholders at the annual general meeting of the Company held on 27 September 2002.

## 附註:

- (a) 於2002年6月24日，本公司配發90,276,000股普通股，作為收購達力集團有限公司15,046,000股股份之代價，即40,624,000港元。
- (b) 於2002年6月30日，本公司32,504,000股普通股乃按0.2236港元之兌換價向債券持有人發行，以兌換其若干債券（附註23）。
- (c) 於年內，本公司與兩名獨立第三方進行兩次私人配售。所得款項乃用作本集團債務償還及提供額外營運資金。該等新股乃根據公司於2002年9月27日舉行之股東週年大會上股東授予董事之一般授權而配發。



### 25. SHARE CAPITAL (continued)

- (d) On December 5, 2003, the Company entered into a conversion agreement with its creditor, resulting in an issue of 20,000,000 ordinary shares of HK\$0.10 each at issue price of HK\$1.00.

As a result of the conversion, the indebtedness of the Company's former subsidiary amounting to approximately HK\$36.9 million was discharged and the guarantee provided by the Company was released.

These new shares were allotted pursuant to a general mandate granted by the shareholders at the annual general meeting of the Company held on 14 November 2003.

All the issued shares rank pari passu with other existing shares in issue in all respects.

### 26. SHARE OPTION SCHEME

The Company's share option scheme (the "Scheme") was adopted pursuant to a resolution passed on 22 January 2001.

#### Summary of the Scheme

##### (a) Purpose of the Scheme

The purpose of the Scheme is to provide incentives and rewards to eligible participants who contribute to the success of the Group and to retain the services of the employees who will continue to make valuable contribution to the Group.

##### (b) Participants of the Scheme

Pursuant to the Scheme, the board of directors of the Company (the "Board") may grant options to any full-time employees of the Company or its subsidiaries, including executive directors in full-time employment of the Company or any subsidiary, to subscribe for shares in the Company.

### 25. 股本 (續)

- (d) 於2003年12月5日，本公司與債權人訂立債項股本兌換協議，以按發行價約港元0.10發行20,000,000股，每股面值1.00港元之普通股。

經發行債項股本兌換後，本公司對前子公司的債項保證總額約36,900,000港元將償還及發回。

該等新股乃根據公司於2003年11月14日舉行之股東週年大會上股東授予董事之一般授權而配發。

所有已發行股份與其他現有已發行股份在各方面享有同等地位。

### 26. 購股權計劃

本公司購股權計劃（「該計劃」）乃根據2001年1月22日通過之一項決議案而採納。

#### 該計劃之概要

##### (a) 該計劃之目的

該計劃旨在向對本集團能取得佳績而有所貢獻之合資格參與人提供鼓勵及獎勵，以及挽留持續為本集團作出寶貴貢獻之僱員。

##### (b) 該計劃之參與人

根據該計劃，本公司董事會（「董事會」）可向本公司或其附屬公司之任何全職僱員（包括本公司或任何附屬公司之全職執行董事）授出購股權，以認購本公司股份。



**26. SHARE OPTION SCHEME (continued)****Summary of the Scheme (continued)****(c) Total number of shares available for issue under the Scheme**

As at 31 March 2004, the total number of shares of the Company available for issue under the options granted pursuant to the Scheme was 52,626,000, representing approximately 3.78% of the issued share capital of the Company as at 31 March 2004.

The total number of shares, in respect of which options may be granted under the Scheme, is not permitted to exceed 10% of the shares of the Company in issue at any point of time.

**(d) Maximum entitlement of each participant**

No participant shall be granted an option which, if exercised in full, would result in such person's maximum entitlement exceeding 25% of the aggregate number of shares of the Company for the time being issued and issuable under the Scheme.

**(e) Time of exercise of options**

Pursuant to the Scheme, an option may be exercised in accordance with the terms of the Scheme at any time during a period to be notified by the Board to each grantee and in any event shall not exceed 10 years from the date of offer of the option.

**(f) Payment on acceptance of option**

Pursuant to the Scheme, HK\$1 is payable by each grantee to the Company on acceptance of the option within the period to be notified by the Board.

**26. 購股權計劃 (續)****該計劃之概要 (續)****(c) 根據該計劃可予發行之股份總數**

於2004年3月31日，本公司根據該計劃授出之購股權而可予發行之本公司股份總數為52,626,000股，佔本公司於2004年3月31日已發行股本約3.78%。

與根據該計劃可能授出之購股權有關之股份總數，不得超過本公司於任何時間已發行股份之10%。

**(d) 各參與人之授權上限**

倘購股權獲悉數行使時，將導致參與人之授權上限超過本公司當時已發行及根據該計劃可予發行之股份總數之25%，則概無任何參與人可獲授購股權。

**(e) 購股權行使時間**

根據該計劃，購股權可根據該計劃之條款於董事會通知各承授人持有購股權之期間屆滿後，任何時間予以行使，惟無論如何不得超過提出授出購股權當日起計後10年。

**(f) 接納購股權付款**

根據該計劃，各承授人於董事會通知之期間內接納購股權時，須向本公司支付1港元。





### 26. SHARE OPTION SCHEME (continued)

#### Summary of the Scheme (continued)

##### (g) Basis of determining the subscription price

The subscription price per share under the Scheme is determined by the Board and notified to the grantee and shall be no less than the higher of:

- (i) the average closing price of the Company's shares as quoted on the Stock Exchange for the five trading days immediately preceding the date of grant;
- (ii) the closing price of the Company's shares as quoted on the Stock Exchange on the date of grant; and
- (iii) the nominal value of the share of the Company.

##### (h) Remaining life of the Scheme

The Scheme will remain valid until 21 January 2011.

### 26. 購股權計劃 (續)

#### 該計劃之概要 (續)

##### (g) 釐定認購價之基準

根據該計劃，每股股份之認購價由董事會釐定，並通知承授人，惟認購價不得低於以下之較高者：

- (i) 本公司股份於緊接授出當日前五個交易日於聯交所所報之平均收市價；
- (ii) 本公司股份於授出當日於聯交所所報之收市價；及
- (iii) 本公司股份之面值。

##### (h) 該計劃之剩餘年期

該計劃將於2011年1月21日前一直有效。

## 26. SHARE OPTION SCHEME (continued)

## Share Options

The following table disclose details of the Company's share options held by employees (including directors) and movement in such holdings during the year.

Date of grant	Exercisable period	Subscription Price per share	Number of share options 購股權數目		
			Outstanding at 1 April 2003 於2003年 4月1日 尚未行使	Lapsed during the year 於年內失效 (Note c) (附註c)	Outstanding at 31 March 2004 於2004年 3月31日 尚未行使
授出日期	行使期間	每股認購價 HK\$ 港元			
3 August 2001 2001年8月3日	3 August 2001 to 2 August 2011 (Note a) 2001年8月3日至 2011年8月2日 (附件a)	0.3672	3,500,000	(1,500,000)	2,000,000
29 August 2001 2001年8月29日	29 August 2001 to 28 August 2011 (Note b) 2001年8月29日至 2011年8月28日 (附件b)	0.3520	66,790,000	(16,164,000)	50,626,000
			70,290,000	(17,664,000)	52,626,000

Note a: The options are immediately vested on the date of grant.

Note b: The options will vest in four tranches in the proportion of 15%: 25%: 30%: 30%. The first, the second and the third tranches of the options has vested on 1 April 2002, 1 April 2003 and 1 April 2004, respectively. The fourth tranche will vest on 1 April 2005.

## 26. 購股權計劃 (續)

## 購股權

下表披露僱員(包括董事)持有之本公司購股權及所持有購股權於年內之變動詳情:

Number of share options  
購股權數目

Date of grant	Exercisable period	Subscription Price per share	Number of share options 購股權數目		
			Outstanding at 1 April 2003 於2003年 4月1日 尚未行使	Lapsed during the year 於年內失效 (Note c) (附註c)	Outstanding at 31 March 2004 於2004年 3月31日 尚未行使
授出日期	行使期間	每股認購價 HK\$ 港元			
3 August 2001 2001年8月3日	3 August 2001 to 2 August 2011 (Note a) 2001年8月3日至 2011年8月2日 (附件a)	0.3672	3,500,000	(1,500,000)	2,000,000
29 August 2001 2001年8月29日	29 August 2001 to 28 August 2011 (Note b) 2001年8月29日至 2011年8月28日 (附件b)	0.3520	66,790,000	(16,164,000)	50,626,000
			70,290,000	(17,664,000)	52,626,000

附註a: 購股權於授出當日即時歸屬。

附註b: 購股權將按15%: 25%: 30%: 30%之比例分四部份歸屬。購股權之第一批、第二批及第三批已分別於2002年4月1日、2003年4月1日及2004年4月1日獲歸屬。第四批將於2005年4月1日獲歸屬。



## 26. SHARE OPTION SCHEME (continued)

## Share Options (continued)

Note c: Options to subscribe for an aggregate of 17,664,000 shares of the Company were lapsed upon termination of employment of a director and certain employees of the Group.

The financial impact of share options granted is not recorded in the Company's or the Group's balance sheet until such time as the share options are exercised, and no charge is recorded in the income statement or balance sheet for their cost. Upon the exercise of the share options, the resulting shares issued are recorded by the Company as additional share capital at the nominal value of the shares, and the excess of the exercise price per share over the nominal value of the shares is recorded by the Company in the share premium account. Share options which are lapsed or cancelled prior to their exercise date are deleted from the register of outstanding share options.

## 26. 購股權計劃 (續)

## 購股權 (續)

附註c：認購本公司總數17,664,000股股份之認購權將於一位董事或若干僱員離職本集團而失效。

在購股權獲行使前，已授出購股權之財務影響並無記錄於本公司或本集團之資產負債表，亦無就其成本於收益表或資產負債表記錄支出。於購股權獲行使時，本公司將按股份面值將所產生之已發行股份記錄為額外股本，而每股股份行使價超出股份面值之數額則記入股份溢價賬。於行使日期前失效或註銷之購股權將從尚未行使購股權之登記冊內刪除。

## 27. RESERVES

## THE COMPANY

		Share premium	Contributed surplus	Accumulated losses	Total
		股份溢價	實繳盈餘	累計虧損	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
At 1 April 2002	於2002年4月1日	339,229	107,992	(604,910)	(157,689)
Premium on issue of shares	發行股份之溢價	26,136	—	—	26,136
Share issue expenses	發行股份費用	(248)	—	—	(248)
Loss for the year	本年度虧損	—	—	(31,071)	(31,071)
At 31 March 2003	於2003年3月31日	365,117	107,992	(635,981)	(162,872)
Premium on issue of shares	發行股份之溢價	18,000	—	—	18,000
Loss for the year	本年度虧損	—	—	(25,906)	(25,906)
<b>At 31 March 2004</b>	<b>於2004年3月31日</b>	<b>383,117</b>	<b>107,992</b>	<b>(661,887)</b>	<b>(170,778)</b>

## 27. 儲備

## 本公司



## 27. RESERVES (continued)

The contributed surplus of the Company represents the difference between the fair value of the consolidated net assets of Chun Tai (BVI) Limited acquired and the nominal value of the Company's shares issued in exchange therefore.

Under the Companies Act 1981 of Bermuda (as amended), contributed surplus is also available for distribution to shareholders. However, a company cannot declare or pay a dividend, or make a distribution out of contributed surplus; if:

- a) the Company is, or would after the payment be, unable to pay its liabilities as they become due; or
- b) the realisable value of the Company's assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.

In the opinion of the directors, the Company had no reserves available for distribution to its shareholders as at 31 March 2004 and 2003.

## 28. NON-CASH TRANSACTIONS

During the year, the Company entered into a debt-equity conversion agreement with a creditor and accordingly a guarantee given in respect of loans granted to a former subsidiary of approximately HK\$36.9 million was settled by the allotment of the Company's ordinary shares. (note 25)

## 27. 儲備 (續)

本公司之實繳盈餘為所收購Chun Tai (BVI) Limited 綜合資產淨值之公平價值與為交換該等資產而發行之本公司股份面值兩者之差額。

根據百慕達1981年公司法(經修訂), 實繳盈餘亦可供分派予股東。然而, 倘:

- a) 本公司未能或於作出派付後將未能支付其即將到期之負債; 或
- b) 本公司之資產之變現值將因此少於其負債及已發行股本及股份溢價賬之總額, 則一家公司將不可宣派或派付股息或分派實繳盈餘。

董事認為, 本公司於2004年及2003年3月31日並無可供派付予股東之儲備。

## 28. 非現金交易

於本年度內, 本集團與一債權人訂立一項債務股本轉換協議。因此作為前附屬公司擔保人擔保貸款約36,900,000港元由本公司分配發普通股償付(附註25)。



## 29. ANALYSIS OF CHANGES IN FINANCING DURING THE YEAR

## 29. 年內融資變動之分析

		<b>Minority interests</b> 少數股東權益 HK\$'000 千港元	<b>Share capital and premium</b> 股本及溢價 HK\$'000 千港元	<b>Bank and other borrowings</b> 銀行及其他借貸 HK\$'000 千港元 (Restated) (經重列)
At 1 April 2002	於2002年4月1日	12,379	454,067	60,100
Issue of shares	發行股份	-	31,146	-
Share issue expenses	發行股份費用	-	(248)	-
Conversion of debts	轉換債項	-	7,268	-
Repayments during the year	本年度償還款項	-	-	(6,315)
Share of loss of subsidiaries by minority interests	少數股東分佔 附屬公司虧損	(6,486)	-	-
At 31 March 2003	於2003年3月31日	5,893	492,233	53,785
Issue of shares	發行股份	-	30,000	-
Repayments during the year	年內償還款項	-	-	(10,906)
Share of loss of subsidiaries by minority interests	少數股東分佔 附屬公司虧損	(2,388)	-	-
<b>At 31 March 2004</b>	<b>於2004年3月31日</b>	<b>3,505</b>	<b>522,233</b>	<b>42,879</b>

## 30. PLEDGE OF ASSETS

## 30. 資產抵押

As at 31 March 2004, bank deposits of HK\$455,000 (2003: HK\$1,002,000) were pledged to a bank to secure banking facilities granted to the Group.

於2004年3月31日，銀行存款455,000港元（2003年：1,002,000港元）已抵押予一家銀行，作為授予本集團之銀行信貸之擔保。

As at 31 March 2004, other investments of HK\$14,290,000 (2003: HK\$10,676,000) were pledged to secure other borrowings of the Group.

於2004年3月31日，其他投資14,290,000港元（2003年：10,676,000港元）已抵押作為本集團其他借貸之擔保。

In addition, on 7 November 2003, the Company issued a debenture to a creditor by charging all undertakings, assets and receivables as a continuing security for payment of the indebtedness amounting to approximately HK\$6.4 million (2003: Nil).

此外，於2003年11月7日，本公司向一位債權人簽發一份債權證，以其資產及應收款項作為償還約6,400,000港元（2003年：無）之債項之持續抵押。

## 31. OPERATING LEASE ARRANGEMENTS

## 31. 經營租約安排

## The Group as lessee

## 本集團作為承租人

Minimum lease payments paid under operating leases during the year 年內根據經營租約之最低租金

The Group 本集團	
2004 HK\$'000 千港元	2003 HK\$'000 千港元
<b>2,274</b>	4,061

At the balance sheet date, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

於結算日，本集團根據不可撤銷經營租約而須支付之未來最低租金如下：

Within one year 一年內  
In the second to fifth years inclusive 第二至第五年（包括首尾兩年）

The Group 本集團	
2004 HK\$'000 千港元	2003 HK\$'000 千港元
<b>535</b>	3,753
<b>69</b>	1,283
<b>604</b>	5,036

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

經營租約租金指本集團租賃若干辦公室物業應付之租金。租金乃經各方磋商，而租約平均為期兩年。



## 31. OPERATING LEASE ARRANGEMENTS (continued)

**The Group as lessor**

Property rental income earned during the year was HK\$Nil (2003: HK\$114,000), which was derived from the sub-lease of rented premises.

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

Within one year	一年內
In the second to fifth years inclusive	第二至第五年(包括首尾兩年)

At 31 March 2004, the Company had no commitments under non-cancelable operating leases (2003: Nil).

## 31. 經營租約安排(續)

**本集團作出為出租人**

年內並無來自分租所租物業之物業租金收入(2003年:114,000港元)。

於結算日,本集團已就以下之未來最低租金與租客訂約:

<b>The Group</b>	
<b>本集團</b>	
<b>2004</b>	2003
<b>HK\$'000</b>	HK\$'000
<b>千港元</b>	千港元
-	199
-	117
-	316

於2004年3月31日,本公司並無根據不可撤銷經營租約之承擔(2003年:無)。



## 32. CONTINGENT LIABILITIES

## 32. 或然負債

	THE GROUP		THE COMPANY	
	本集團		本公司	
	2004	2003	2004	2003
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元
Guarantee given in respect of other loans granted to a former subsidiary	-	36,867	-	36,867
Guarantee given in respect of other loans granted to subsidiaries	-	-	<b>18,733</b>	10,137
Guarantee given to a bank in respect of warranty bonds issued to a customer	<b>455</b>	999	-	-
	<b>455</b>	37,866	<b>18,733</b>	47,004

## 33. LITIGATIONS

## 33. 訴訟

Shenzhen Longtai Technology Limited ("Shenzhen Longtai") initiated legal proceedings against the Company for a sum of approximately HK\$1.1 million arising out of alleged monies payable for goods sold and delivered to a former subsidiary of the Company. On 5 May 2004, the High Court ordered Shenzhen Longtai to place an additional deposit of HK\$300,000 to the previously deposited HK\$400,000 as security costs by 10 August 2004. Court proceedings will only be resumed after the deposit is placed.

Showa Leasing, a hire purchase creditor to which the Company owed indebtedness in aggregate of approximately HK\$6.4 million, has filed a winding-up petition against the Company on 2 May 2003. On 18 August 2003, the winding-up petition was dismissed and the Company has agreed with Showa Leasing to settle the principal amount and related interest payable by 30 monthly installment starting from August 2003. On 7 November 2003, the Company also executed a debenture charging all undertakings, assets and receivables as a continuing security for payment of the indebtedness.

深圳隆泰科技發展有限公司(「深圳隆泰」)就已售出及交付予本公司前附屬公司之貨品而指稱應付之款項向本公司提出有關約1,100,000港元款項之訴訟。於2004年5月5日，高等法院頒令深圳隆泰需於2004年8月10日前額外存入300,000港元(之前已存入400,000港元)作為訴訟保證金。待存入上述款項後，法院訴訟方會再繼續進行。

本公司欠合共約6,400,000港元債項之租購合約債權人Showa Leasing於2002年5月2日向本公司發出清盤呈請。於2003年8月18日，清盤呈請遭撤銷，而本公司已同意於2003年8月起分三十個月清償本金額及應付之相關利息。於2003年11月7日，本公司同意簽署一項債權證，以所有相關資產及應收款項作為償還債項之持續抵押。



### 33. LITIGATIONS (continued)

On 26 February 2004, the Company served a Writ of Summons upon Showa Leasing. By an assignment made and dated 14 March 2002, Showa Leasing had assigned and transferred all its benefits, interests and title of certain machinery under various lease agreements to the Company. Despite repeated requests from the Company, Showa Leasing has not yet fulfilled its obligations to transfer title of the machinery to the Company under the assignment. As at the date of this announcement, both the Company and Showa Leasing are in the process of preparing the necessary documents to be submitted to the High Court.

On 14 August 2003, New China Trust & Investment Co., Ltd. ("New China"), a secured creditor of Beijing HollyBridge System Integration Company Limited, a subsidiary of the Company, instituted legal proceedings against the subsidiary, which owned a loan of about HK\$19 million together with an accrued interest of approximately HK\$1.1 million. The Company has also issued a guarantee to New China for the loan granted to the subsidiary. On 28 August 2003, the Chongqing Intermediate People's Court granted an injunction order to restrain the Company from transfer of its shareholding up to 27 May 2004. After seeking legal advice, the directors are of the opinion that such order is invalid as the Company does not hold a direct interest in the registered capital of that subsidiary. Subsequently, the subsidiary and New China have agreed in principal to settle the claim by providing goods and services to New China equivalent to the outstanding amount.

The directors consider that adequate provision has been made against these claims and no additional provision is required.

### 33. 訴訟(續)

於2004年2月26日，本公司向Showa Leasing發出傳送令狀。根據於2002年3月14日作出及訂立之出讓書，Showa Leasing已向本公司出讓及轉讓多項租賃協議項下若干機器之所有利益、權益及所有權。儘管本公司多番要求，Showa Leasing仍未根據出讓書履行其將所有權轉讓予本公司之責任。截至本公佈日期，本公司及Showa Leasing正擬備所需文件以呈交高等法院。

於2003年8月14日，本公司之附屬公司北京合力金橋系統集成技術有限公司之有抵押債權人新華信託投資股份有限公司（「新華」）向附屬公司提出法律訴訟，該附屬公司擁有貸款約19,000,000港元，連同應計利息約1,100,000港元。本公司亦已就授予附屬公司之貸款向新華作出擔保。於2003年8月28日，重慶中級人民法院發出禁制令，禁止本公司於2004年5月27日前轉讓其股權。於徵求法律意見後，董事認為由於本公司並無於該附屬公司持有任何直接權益，故有關法令實屬無效。其後，該附屬公司及新華已原則上同意向新華提供等同於未償還金額之貨品及服務以清付索償。

董事認為，本公司已有足夠撥備應付該等索償，須額外撥備。

### 34. RETIREMENT BENEFITS SCHEMES

The Group operates a Mandatory Provident Fund Scheme ("MPF Scheme") for all qualifying employees in Hong Kong. The MPF Scheme is registered with the Mandatory Provident Fund Scheme Authority under the Mandatory Provident Fund Schemes Ordinance. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of trustees. Under the rule of the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at rate specified in the rules. The only obligation of the Group with respect to the MPF Scheme is to make the required contributions under the scheme. No forfeited contribution is available to reduce the contribution payable in the future years.

During the year, the total amount contributed by the Group to the MPF Scheme amounted to approximately HK\$50,790 (2003: HK\$99,000).

The Group is also required to make contributions to state pension schemes in the PRC based on a certain percentage of the monthly salaries of the employees of its PRC subsidiaries. The Group has no other obligation under the state pension schemes in the PRC other than the contribution payment.

The Group has provided approximately HK\$1.7 million (2003: HK\$530,000) for the year to cover the contributions payable to the state pension schemes.

### 35. POST BALANCE SHEET EVENTS

On 5 April 2004, an independent third party has approached the Company, aiming at buying certain part of the Company's outstanding debts amounting to approximately HK\$12 million. As at the date of this report, three of the Company's creditors have submitted counter-offers to the independent third party's proposal. The directors expect to conclude the transaction within the next couple of months.

### 34. 退休福利計劃

本集團為所有香港合資格僱員設立一項強制性公積金計劃（「強積金計劃」）。強積金計劃根據強制性公積金計劃條例於強制性公積金管理局註冊。強積金計劃之資產與本集團資產分開持有，並以基金形式由受託人管理。根據強積金計劃之規章，僱主及僱員須按規章所指定之比率向計劃供款。本集團就強積金計劃唯一之責任乃根據計劃作出所規定的供款。概無已沒收供款可用作抵銷本集團日後應付之供款。

年內，本集團之強積金計劃供款總額約達50,790港元（2003年：99,000港元）。

本集團亦須根據其中國附屬公司僱員月薪之若干百分比向中國國家退休金計劃供款。除有關供款外，本集團並無其他根據中國國家退休金計劃之責任。

本集團於本年度已就應付予國家退休金計劃供款撥備約1,700,000港元（2003年：530,000港元）。

### 35. 結算日後事項

於2004年4月5日，一名獨立第三方就收購本公司尚未清償債務之若干部份共約12,000,000港元接觸本公司。至報告日期，本公司其中三名債權人已向該第三方之建議提出反邀約。董事預期磋商於未來兩個月內完成。



### 36. RELATED PARTY DISCLOSURES

The Group entered into the following significant transactions with related parties:

- (a) During the year, bank and other borrowings HK\$2,041,000 were repaid by a subsidiary.
- (b) The Group paid deposit to an independent third party in the amount of HK\$14,151,000 (equivalent to RMB15,000,000) for services to be rendered. The amount was guaranteed by Able Technology Limited, a substantial shareholder.
- (c) Mr. Chen Jian, a former director of the Company, pledged 27,000,000 shares of the Company to secure other borrowings of the Group. Mr. Chen Jian resigned as director of the Company on 27 September 2002.

The above transactions were carried out in accordance with terms determined and agreed by both parties.

The amounts due from/(to) related companies are unsecured, non-interest bearing and repayable on demand.

The amounts due to directors are unsecured, carrying interest at annually 5% and repayable on demand.

The amount due to an associate is unsecured, non interest bearing and repayable on demand.

### 36. 關連人士披露事項

本集團與關連人士訂立下列重大交易：

- (a) 於年內，銀行及其他借貸共2,041,000港元由一家附屬公司償還。
- (b) 本集團支付予獨立第三方14,151,000港元（相等於人民幣15,000,000元）之存款作服務報酬。該存款由主要股東Able Technology提供擔保。
- (c) 本公司前董事陳儉先生將本公司之股份27,000,000股抵押，以取得本集團其他借貸。陳儉先生已於2002年9月27日辭任本公司董事。

以上各項交易乃按照訂約雙方所釐定及議定之條款進行。

與關連公司之欠款乃無抵押、免息及須於要求時償還。

欠予董事之款項乃無抵押、須按年息5%計息及須於要求時償還。

欠予聯營公司之款項乃無抵押、免息及須於要求時償還。

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## 37. SUBSIDIARIES

Particulars of the Company's subsidiaries as at 31 March 2004 are as follows:

## 37. 附屬公司

本公司之附屬公司於2004年3月31日之詳情如下：

Name of subsidiaries 附屬公司名稱	Place of incorporation/ establishment and operations 註冊成立地點/ 成立及經營地點	Issued share/ paid-up registered capital 已發行股本/ 繳足註冊資本	Percentage of equity interest attributable to the Company 本公司應佔 股本權益比重		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Allnet Company Limited (Note i) 普納網絡(深圳)有限公司 (附註 i)	The PRC 中國	HK\$2,000,000 2,000,000港元	–	100%	Development and trading of communication and electronic products 發展及買賣通訊 及電子產品
Beijing HollyBridge System Integration Company Limited (Note i) 北京合力金橋系統集成 技術有限公司(附註 i)	The PRC 中國	RMB20,000,000 人民幣20,000,000元	–	51%	Provide solutions, software and service 提供解決方案、 軟件及服務
Chun Tai (BVI) Limited	The British Virgin Islands 英屬處女群島	US\$100 100美元	100%	–	Investment holding 投資控股
Chun Tai Novelty Company Limited 駿泰玩具禮品有限公司	Hong Kong 香港	HK\$10,000 10,000港元	–	100%	Inactive 不活躍
Chun Tai Printing Limited 駿泰印刷有限公司	Hong Kong 香港	HK\$10,000 10,000港元	–	90%	Investment holding 投資控股
Full Hope Enterprises Limited 福濠企業有限公司	Hong Kong 香港	HK\$10,000 10,000港元	100%	–	Investment holding 投資控股
Holy (Hong Kong) Universal Limited 合力(香港)環球有限公司	Hong Kong 香港	HK\$300,000 300,000港元	–	100%	Trading of communication products 買賣通訊產品



## 37. SUBSIDIARIES (continued)

## 37. 附屬公司 (續)

Name of subsidiaries 附屬公司名稱	Place of incorporation/ establishment and operations 註冊成立地點/ 成立及經營地點	Issued share/ paid-up registered capital 已發行股本/ 繳足註冊資本	Percentage of equity interest attributable to the Company 本公司應佔 股本權益比重		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Plus Financial Distribution Holdings Limited (Note ii) 普納天成理財諮詢服務有限公司 (附註 ii)	Hong Kong 香港	HK\$2 2港元	100%	—	Provision of financial services 提供金融服務
Telecom Plus Investment Limited 普納投資有限公司	Hong Kong 香港	HK\$2 2港元	100%	—	Investment holding 投資控股
Plus Financial Management Services Limited 北京普納天成理財諮詢服務有限公司	The PRC 中國	USD30,000 30,000美元	—	100%	Provision of financial services 提供金融服務
Plus Investment & Management Consulting Company (Note i) 普納管理顧問(深圳)有限公司 (附註 i)	The PRC 中國	HK\$1,500,200 1,500,200港元	—	100%	Inactive 不活躍
Telecom Plus Technology Holdings Limited 普納科技集團有限公司	Hong Kong 香港	HK\$2 2港元	100%	—	Investment holding 投資控股
Telecom Plus Technology Limited 普納科技有限公司	Hong Kong 香港	HK\$1,000,000 1,000,000港元	—	100%	Investment holding 投資控股
Up Hill Investments Limited	The British Virgin Islands 英屬處女島	US\$1 1美元	100%	—	Inactive 不活躍



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## 37. SUBSIDIARIES (continued)

## 37. 附屬公司 (續)

Name of subsidiaries 附屬公司名稱	Place of incorporation/ establishment and operations 註冊成立地點/ 成立及經營地點	Issued share/ paid-up registered capital 已發行股本/ 繳足註冊資本	Percentage of equity interest attributable to the Company 本公司應佔 股本權益比重		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Zhongshan Modern Colour Printing and Packaging Products Factory Company Limited (Note i) 中山現代彩印包裝制品 有限公司 (附註 i)	The PRC 中國	HK\$11,000,000 11,000,000港元	-	90%	Inactive 不活躍

None of the subsidiaries had any debt securities in issue at the end of the year.

附屬公司於年底概無任何已發行債務證券。

Note:

附註:

- (i) The English name is directly translated from the Chinese name shown in the PRC business license.
- (ii) The name of the subsidiary was changed from Plus Education Limited to Plus Financial Distribution Holdings Limited on 26 September 2003.

- (i) 英文譯名是從其營業執照上的中文名稱直譯出來。

- (ii) 該附屬公司之名稱於2003年9月26日由普納教育有限公司更改為普泰金融控股有限公司。

The Chinese name of the subsidiary was changed from 普泰金融控股有限公司 to 普納天成理財諮詢服務有限公司 on 23 July 2004.

該附屬公司之中文名稱於2004年7月23日由普泰金融控股有限公司更改為普納天成理財諮詢服務有限公司。

## 38. COMPARATIVE FIGURES

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

## 38. 比較數字

若干比較數字乃經重新分類以符合本年度之呈列方式。