

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

31 March 2005 截至二零零五年三月三十一日止年度

### 1. CORPORATE INFORMATION

The registered office of the Company is located at Century Yard, Cricket Square, Hutchins Drive, P.O. Box 2681 GT, George Town, Grand Cayman, British West Indies.

During the year, the Group was involved in the organisation of exhibitions and trade shows and providing ancillary services.

In the opinion of the directors, the ultimate holding company is Capital Concord Profits Limited, which is incorporated in the British Virgin Islands.

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Hong Kong Institute of Certified Public Accountants ("HKICPA") has issued a number of new and revised Hong Kong Financial Reporting Standards and Hong Kong Accounting Standards (collectively referred to as the "new HKFRSs") which are effective for accounting periods commencing on or after 1 January 2005. The Group has not early adopted these new HKFRSs in the financial statements for the year ended 31 March 2005. The new HKFRSs may result in changes in the future as to how the Group's financial performance and financial position are prepared and presented.

The financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (which also include Statements of Standard Accounting Practice and Interpretations) issued by the HKICPA, accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance and applicable disclosure provisions of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). A summary of the significant accounting policies followed by the Group in the preparation of the financial statements is set out below:

#### (a) Basis of preparation

The measurement basis used in the preparation of the financial statements is historical cost modified by marking to market of certain investment in securities.

#### (b) Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 31 March 2005. The results of the subsidiaries acquired or disposed of during the year are consolidated from their effective dates of acquisition or disposal, respectively. All significant inter-company transactions and balances within the Group are eliminated on consolidation.

Minority interests represent the interest of outside shareholders in the results and net assets of the Company's subsidiaries.

### 1. 公司資料

本公司之註冊辦事處地址為Century Yard, Cricket Square, Hutchins Drive, P.O. Box 2681 GT, George Town, Grand Cayman, British West Indies。

年內，本集團之業務為舉辦展覽會及貿易展覽會以及提供相關之補充服務。

董事認為，最終控股公司為Capital Concord Profits Limited，其於英屬處女群島註冊成立。

### 2. 重大會計政策概要

香港會計師公會（「香港會計師公會」）已頒佈多項新增及經修訂之香港財務申報準則及香港會計準則（統稱「新香港財務申報準則」），並於二零零五年一月一日或之後起開始之會計期間生效。本集團於截至二零零五年三月三十一日止年度之財務報表並未提早採納該等新香港財務申報準則。新香港財務申報準則可能會導致本集團日後須對其財務表現及財務狀況之編製及呈列方式作出調整。

財務報表已按照香港會計師公會頒佈之香港財務申報準則（其亦包括會計實務準則及詮釋）、香港普遍採納之會計原則及香港公司條例之披露規定以及香港聯合交易所有限公司證券上市規則（「上市規則」）之適用披露規定而編製。本集團編製財務報表所採納之重大會計政策之概要載列如下：

#### (a) 編製基準

本財務報表乃以歷史成本法作為編製基準，並將若干證券投資之價值調整至市價。

#### (b) 綜合賬目之基準

綜合財務報表包括本公司及其附屬公司截至二零零五年三月三十一日止年度之財務報表。在本年度內購入或出售之附屬公司之業績分別按實際購入或出售日期起計作綜合賬目。集團內成員公司之間的一切重大交易及結餘均已在綜合賬目時對銷。

少數股東權益即外部股東於業績及本公司附屬公司資產淨值之權益。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### (c) Revenue recognition

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

- (i) Participation fee income is derived from the letting of exhibition booths and the provision of decoration facilities for the exhibition booths and is recognised when the decoration facilities are provided and when the shows are held;
- (ii) Entrance fee income is recognised on a cash receipt basis;
- (iii) Revenue from hotel and travel package services provided is recognised when the services are rendered;
- (iv) Advertising fee income earned from the publication of trade show and exhibition booklets is recognised when the trade show and exhibition booklets are published;
- (v) Internet advertising revenue and portal income is recognised ratably in the period in which the advertisement and information is displayed on the website of the Group; and
- (vi) Interest income is recognised on a time proportion basis, taking into account the principal outstanding and the effective rate of interest applicable.

## 2. 重大會計政策概要(續)

### (c) 收益確認

收益乃於本集團可取得經濟利益，而收益亦得到可靠計算時，按以下基準確認：

- (i) 參展費收入來自出租展覽攤位及所提供之攤位額外佈置設施，此項收入於正式提供佈置設施及展覽正式進行時確認入賬；
- (ii) 入場費收入按所收現金確認入賬；
- (iii) 來自酒店及旅遊套票服務之收益於提供服務時確認入賬；
- (iv) 廣告費收入來自為貿易展及展覽會出版場刊，於貿易展及展覽會場刊出版時確認入賬；
- (v) 網上廣告收益及入門網站收入乃按廣告刊登期間之播放比例及資訊在本集團網址登載期間之顯示比例確認入賬；及
- (vi) 利息收入按時間比例基準計入未償還本金及適用之實際利率確認入賬。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### (d) Fixed assets and depreciation

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

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

Land	Over the lease terms
Buildings	5%
Leasehold improvements	Over the lease terms
Furniture and equipment	20%
Fixtures and fittings	33 $\frac{1}{3}$ %
Computer equipment	25%
Motor vehicles	33 $\frac{1}{3}$ %

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

## 2. 重大會計政策概要(續)

### (d) 固定資產及折舊

固定資產按成本值減累積折舊及減值虧損列賬。資產之成本包括資產之購買價及將資產達至運作及運往作計劃用途之地點之任何直接應計成本。資產投入運作後產生之開支如維修及保養之費用，一般在產生期間於損益賬中扣除。當清晰證明上述開支已致使預期待日後因使用該資產而將會取得之經濟利益增加，則該開支會撥作資本，列為該固定資產之額外成本。

折舊乃用於各項資產之估計可使用年期使用直線法撇銷資產之成本，按以下主要年率計算：

土地	按租約年期攤分
樓宇	5%
租賃裝修	按租約年期攤分
傢俬及設備	20%
裝置及配件	33 $\frac{1}{3}$ %
電腦設備	25%
汽車	33 $\frac{1}{3}$ %

出售或報廢固定資產產生之收益或虧損乃出售有關資產所得款項淨額及其賬面值之差額，並於損益賬內確認。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### (e) Intangible assets

#### (i) Licence rights

Purchased licence rights are stated at cost less any impairment losses and are amortised on the straight-line basis over their estimated useful lives.

#### (ii) e-Commerce platform

Acquisition cost of purchasing an e-Commerce platform is stated at cost less any impairment losses and is amortised on the straight-line basis over its estimated useful life.

### (f) Development costs for shows and exhibitions

Expenditure incurred on projects to develop new shows and exhibitions is capitalised and deferred only when the projects are clearly defined; the expenditure is separately identifiable and can be measured reliably; there is reasonable certainty that the projects are technically feasible; and have commercial value. Development expenditure which does not meet these criteria is expensed when incurred.

When the relevant shows and exhibitions are held, development costs which are expected to generate future economic benefits for more than one year are classified as non-current assets and are amortised on a straight-line basis over their estimated useful lives. Development costs which do not meet the criteria are expensed and charged to the income statement when the relevant new shows and exhibitions are held.

Development costs that are classified as non-current assets are stated at cost less accumulated amortisation and any impairment losses.

### (g) Subsidiaries

A subsidiary is an enterprise controlled by the Company. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an enterprise so as to obtain benefits from its activities.

In the Company's balance sheet, the investments in subsidiaries are stated at cost less provision for impairment losses. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

## 2. 重大會計政策概要(續)

### (e) 無形資產

#### (i) 特許權

購買之特許權均按成本值減任何減值虧損列賬，並按直線法在其估計可使用年內攤銷。

#### (ii) 電子商貿平台

購買電子商貿平台之購入成本按成本值減任何減值虧損列賬，並按直線法在其估計可使用年內攤銷。

### (f) 展覽會發展成本

為計劃籌辦新展覽會而動用之開支均予以資本化，並僅會在該等計劃可明確界定、有關開支可清楚分辨、能夠可靠地計量、可合理肯定有關計劃在技術上實屬可行並具備商業價值時予以遞延。不能符合此等規格之發展開支在產生時入賬列作開支。

預期會產生一年以上之未來經濟利益之發展成本在有關展覽會舉行時會被列作非流動資產，並以直線法按彼等之估計可使用年期予以攤銷。不符合上述規格之發展成本會於有關之新展覽會舉行時入賬列作開支並於損益賬扣除。

列作非流動資產之發展成本乃按成本值減累積攤銷及任何減值虧損列賬。

### (g) 附屬公司

附屬公司乃由本公司控制之企業。當本公司有權力直接或間接監管一間企業之財務及經營政策，藉此自其業務中得利益時，則存在控制權。

於附屬公司之投資乃按成本值減減值虧損準備於本公司之資產負債表列賬。附屬公司之業績由本公司根據已收及應收股息入賬。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### (h) Investment in securities

#### (i) Investment securities

Investment securities are listed equity securities intended to be held on a long term basis and are stated at cost less any provision for impairment losses.

The carrying amounts of individual investments are reviewed at each balance sheet date to assess whether the fair values have declined below the carrying amounts. When a decline other than temporary has occurred, the carrying amount of such securities will be reduced to its fair value. The impairment loss is recognised as an expense in the income statement. This impairment loss is written back to income statement when the circumstances and events that led to the write-downs or write-offs cease to exist and there is persuasive evidence that the new circumstances and events will persist for the foreseeable future.

#### (ii) Other investments

Other investments are carried at fair value. At each balance sheet date, the net unrealised gains or losses arising from the changes in the fair value of other investments are recognised in the income statement. Profits or losses on disposal of other investments, representing the difference between the net sales proceeds and the carrying amounts, are recognised in the income statement as they arise.

### (i) Impairment of assets

Internal and external sources of information are reviewed at each balance sheet date to determine whether there is any indication of impairment of assets, or whether there is any indication that an impairment loss previously recognised no longer exists or may have decreased. If any such indication exists, the recoverable amount of the asset is estimated. An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount. An impairment loss is charged to the income statement in the year in which it arises, unless the asset is carried at a revalued amount, when the impairment loss is accounted for in accordance with the relevant policy for that revalued asset.

## 2. 重大會計政策概要(續)

### (h) 證券投資

#### (i) 投資證券

投資證券乃計劃作長線持有之上市股本證券，並按成本值減任何減值虧損準備列賬。

個別投資之賬面值在每個結算日均作檢討，以評估其公平值是否已下降至低於其賬面值。假如下降並非暫時性，則有關證券之賬面值須削減至其公平值。減值虧損在損益賬中列作開支。當引致撤減或撤銷之情況及事件不再存在，而有可信證據顯示新的情況和事件會於可見將來持續，則此項減值虧損將予撥回損益賬。

#### (ii) 其他投資

其他投資按公平值列賬。在各個結算日，其他投資之公平值變動引致之未變現盈虧淨額均在損益賬確認。出售其他投資之溢利或虧損(指出售所得款項淨額與賬面值之差額)在產生時於損益賬確認。

### (i) 資產減值

於各個結算日會就內部及外部所得資料作出檢討，以釐定是否有跡象顯示資產出現減值，或是否有跡象顯示過往年度就資產所確認之減值虧損已不再存在或可能減少。倘出現任何該等跡象，則會估計資產之可收回數額。當資產之賬面值超出其可收回數額時，即會確認減值虧損。減值虧損在產生年度於損益賬扣除，惟以重估金額列賬之資產則作別論，其時減值虧損乃根據適用於該項經重估資產之會計政策作會計處理。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### (i) Impairment of assets (continued)

#### (i) Calculation of recoverable amount

The recoverable amount of an asset is the higher of its net selling price and value in use. The net selling price is the amount obtainable from the sale of an asset in an arm's length transaction while value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

#### (ii) Reversal of impairment losses

In respect of assets other than goodwill, an impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount.

A reversal of impairment losses is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to the income statement in the year in which the reversals are recognised.

### (j) Deferred revenue

Deferred revenue represents amounts received in advance for services to be rendered.

### (k) Taxation

Income tax expenses 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 is the profit for the year, determined in accordance with the rules established by the taxation authorities, upon which income taxes are payable.

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 difference 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 a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

## 2. 重大會計政策概要(續)

### (i) 資產減值(續)

#### (i) 計算可收回數額

資產的可收回數額以其銷售淨價和使用價值兩者中的較高數額為準。銷售淨價乃可由按公平原則進行交易而出售之資產所收取之款額，而使用價值則為預期因持續使用資產及於其可使用年期完結時出售該資產而產生之估計未來現金流量之現值。如果資產所產生的現金流入基本上不獨立於其他資產所產生的現金流入，則以能獨立產生現金流入的最小資產類別(即現金產生單位)來釐定可收回數額。

#### (ii) 減值虧損撥回

倘用以釐定可收回數額的估計出現變動，便會將資產減值虧損撥回；惟商譽則作別論。

所撥回的減值虧損以假設並無在過往年度確認減值虧損而應已釐定的資產賬面金額為限。所撥回的減值虧損在確認撥回的年度內計入損益賬。

### (j) 遞延收入

遞延收入指提供服務前所獲得之收入款額。

### (k) 稅項

所得稅指本年度應付稅項及遞延稅項之總額。

本年度應付之稅項乃按本年度應課稅溢利計算。應課稅溢利為本年度之溢利，乃根據稅務機關所制訂之規則於所得稅應予繳付時釐定。

遞延稅項乃就財務報表資產及負債賬面值及計算應課稅溢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作會計處理。遞延稅項負債通常會就所有應課稅暫時差額確認，而遞延稅項資產在可能出現可動用暫時差額扣減之應課稅溢利時確認。倘若交易中因商譽(或負商譽)或因業務合併以外原因首次確認其他資產及負債而引致之暫時差額並不影響應課稅溢利及會計溢利時，則不會確認該等資產及負債。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### (k) Taxation (continued)

Deferred tax liabilities are recognised for taxable temporary differences arising on investment 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 deferred tax asset to be utilised. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

### (l) Provisions

A provision is recognised when the Group has a present legal or constructive obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. Where the effect of the time value of money is material, the amount of a provision is the present value at the balance sheet date of the expenditures expected to be required to settle the obligation.

### (m) Contingent liabilities and contingent assets

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably. A contingent liability is not recognised but is disclosed in the notes to the financial statements. When a change in the probability of an outflow occurs so that outflow is probable, they will then be recognised as a provision.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. A contingent asset is not recognised but is disclosed in the notes to the financial statements when an inflow of economic benefits is probable. When inflow is virtually certain, an asset is recognised.

## 2. 重大會計政策概要(續)

### (k) 稅項(續)

遞延稅項負債就於附屬公司之投資產生之應課稅暫時差額予以確認，惟於本集團可控制暫時差額之撥回及暫時差額可能在可見將來不會撥回則除外。

遞延稅項資產之賬面值乃於各結算日進行檢討，並予以相應扣減，直至不可能有足夠應課稅溢利以動用全部或部分遞延稅項資產為止。遞延稅項資產及負債乃根據於結算日已實施或已大致實施之稅率(及稅務法例)，按變現資產或清償負債之期間預期適用之稅率予以計算。

### (l) 準備

倘若本集團須就已發生的事件承擔法律或推定義務，而履行該義務預期會導致資源外流，並可就責任金額作出可靠的估計，便會就此計提準備。如果貨幣時間價值重大，則按預計履行義務所需開支於結算日的現值計提準備。

### (m) 或然負債及或然資產

或然負債指因已發生的事件而可能引起的責任，此等責任須就某一宗或多宗事件會否發生才能確認，而本集團並不能完全控制這些未來事件會否實現。或然負債亦可能是因已發生的事件引致現有的責任，但由於可能不需要消耗經濟資源，或責任金額未能可靠地衡量而未有入賬。或然負債不會被確認，但會在財務報表附註內披露。假若消耗資源的可能性改變而導致出現資源消耗時，此等負債將被確認為撥備。

或然資產是指因已發生的事件而可能產生的資產，此等資產須就某一宗或多宗未來事件會否發生才能確認，而本集團並不能完全控制這些未來事件會否實現。或然資產不會被確認，但會於可能收到經濟效益時在財務報表附註內披露。若實質確定有收到經濟效益時，此等效益方會被確立為資產。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### (n) Dividends

Final dividends proposed by the directors are classified as a separate allocation of retained earnings within the capital and reserves section of the balance sheet, until they have been approved by the shareholders in a general meeting. When these dividends have been approved by the shareholders and declared, they are recognised as a liability.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

### (o) Translation of foreign currencies

Transactions in foreign currencies during the year are translated at exchange rates ruling at the transaction dates. Monetary assets and liabilities expressed in foreign currencies at the balance sheet date are translated at rates of exchange ruling at the balance sheet date. Exchange differences arising in these cases are dealt with in the income statement.

On consolidation, the financial statements of subsidiaries operating in the PRC and overseas are translated into Hong Kong dollars using the net investment method. The income statements of overseas subsidiaries are translated into Hong Kong dollars at the weighted average exchange rates for the year, and their balance sheets are translated into Hong Kong dollars at the exchange rates ruling at the balance sheet date. The resulting translation differences are included in the exchange fluctuation reserve.

### (p) Employee benefits

#### i) *Paid leave carried forward*

The Group provides paid annual leave to its employees under their employment contracts on a calendar year basis. Under certain circumstances, such leave which remains untaken as at the balance sheet date is permitted to be carried forward and utilised by the respective employees in the following year. No accrual is made at the balance sheet date for the expected future cost of such paid leave earned during the year by the employees and carried forward as the amount is immaterial.

## 2. 重大會計政策概要(續)

### (n) 股息

由董事建議派付之末期股息在資產負債表內股本及儲備項下列作保留盈利之一項獨立分配，直至於股東大會上獲股東批准為止。待此等股息獲股東批准而宣派後，將獲確認為一項負債。

由於本公司之組織章程大綱及細則授權董事宣派中期股息，因此，該等股息乃同時建議及宣派。故此，中期股息於建議及宣派時即確認為負債。

### (o) 外幣換算

年內之外幣交易乃按交易日期適用之匯率換算。於結算日以外幣結算之貨幣資產及負債均按結算日適用之匯率換算。在此等情況下所產生之匯兌差額乃於損益賬內處理。

於綜合賬目時，在中國及海外營運之附屬公司之財務報表乃採用投資淨額法換算為港幣。海外附屬公司之損益賬均按年內之加權平均匯率換算為港幣，而彼等之資產負債表則按結算日之匯率換算為港幣。因此而產生之匯兌差額於匯兌波動儲備內列賬。

### (p) 僱員福利

#### i) *有薪假期結轉下年度*

本集團根據僱員合約，按曆年基準向僱員提供有薪年假福利。在若干情況下，有關僱員在結算日尚餘之有薪假期可結轉下一個曆年。基於涉及之款額微不足道，故在結算日並未就此等僱員年內應計及結轉下年度之有薪假期之預期未來累計成本列賬。



## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### (p) Employee benefits (continued)

#### ii) Pension scheme

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

#### iii) Share options scheme

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. The financial impact of share options granted under the share option scheme is not recorded in the Company's or the Group's balance sheet until such time as the options are exercised, and no charge is recorded in the income statement or balance sheet for their cost. Upon the exercise of 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. Options which are cancelled prior to their exercise date, or which lapse, are deleted from the register of outstanding options.

### (q) Related party transactions

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

### (r) Cash and cash equivalents

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

## 2. 重大會計政策概要(續)

### (p) 僱員福利(續)

#### ii) 退休福利計劃

本集團根據強制性公積金計劃條例設立界定供款強制性公積金計劃(「強積金計劃」)供其所有僱員參與。根據強積金計劃之規則，供款額為僱員基本薪金之某個百分比，並於應繳付時在損益賬扣除。強積金計劃之資產與本集團之資產分開持有，並由獨立運作之基金管理。本集團之僱主供款於對強積金計劃供款時全數歸於僱員。

#### iii) 購股權計劃

本公司為獎勵及報答曾對集團業務成功作出貢獻之合資格參與者設立購股權計劃。此等購股權計劃項下授出之購股權之財務影響並不記錄於本公司或本集團之資產負債表，直至購股權行使為止，亦不會於損益賬或資產負債表扣減其成本。行使購股權時，因此發行之股份乃由本公司按股份面值記作額外股本，而股份行使價超出股份面值之數則記入本公司之股份溢價賬。行使日期前註銷或作廢之購股權會自未行使購股權登記冊中刪除。

### (q) 關連人士交易

倘一方有能力直接或間接控制另一方或在財務及經營決策方面對另一方施加重大影響，則雙方被視為關連人士。倘所涉及各方均受同一控制或同一重大影響，亦被視為關連人士。關連人士可為個人或法人實體。倘一項交易中，關連人士之間存在資源或責任轉移，則該項交易屬於關連人士交易。

### (r) 現金及現金等值項目

現金及現金等值項目乃指銀行及手頭上現金、活期存款及可隨時轉換為已知數額的現金、並無重大價值變動風險及一般於購入後三個月內屆滿的短期高流動投資，減須按要償還之銀行透支，並構成本集團現金管理之整體部份。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### (s) Operating leases

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Rentals payable under the operating leases are charged to the income statement on a straight-line basis over the lease terms.

### (t) Borrowing costs

Borrowing costs are interests and other costs incurred in connection with the borrowing of funds. All borrowing costs are charged to the income statement in the period in which the costs are incurred.

### (u) Segment reporting

A segment is a distinguishable component of the Group that is engaged either in providing products or services (business segment), or in providing products or services within a particular economic environment (geographical segment), which is subject to risks and rewards that are different from those of other segments.

In accordance with the Group's internal financial reporting, the Group has chosen business segment information as the primary reporting format and geographical segment information as the secondary reporting format.

Segment revenue, expenses, results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis to that segment. Segment revenue, expenses, assets, and liabilities are determined before intra-group balances and intra-group transactions are eliminated as part of the consolidation process, except to the extent that such intra-group balances and transactions are between group enterprises within a single segment. Inter-segment pricing is based on similar terms as those available to other external parties.

Segment capital expenditure is the total cost incurred during the period to acquire segment assets (both tangible and intangible) that are expected to be used for more than one year.

## 2. 重大會計政策概要(續)

### (s) 經營租賃

經營租賃是指擁有資產的所有回報及風險實質上由出租公司保留的租賃。經營租賃的應付租金於租賃期內以直線法在損益賬中支銷。

### (t) 借貸成本

借貸成本指因借入資金而產生之利息及其他成本。所有借貸成本均於產生期間於損益賬中扣除。

### (u) 分部呈報

一個分部乃指本集團之一個可清楚界定的組成部份，經營提供產品或服務的業務(按業務劃分)，或在某一個特定經濟環境經營提供產品或服務的業務(按地區劃分)，其風險與回報亦與其他分部不同。

根據本集團的內部財務申報，本集團已選擇業務分部資料作為主要呈報模式，而地區分部資料則作為次要呈報模式。

分部收入、支出、業績、資產及負債包括一個分部直接應佔之項目，與及可按合理基準向有關分部劃撥之項目。分部收入、支出、資產及負債在集團成員公司間的結餘款額及集團成員公司間的交易互相對銷(此乃綜合賬目過程之一部份)前釐定，惟倘此等集團成員公司間之結餘款額及交易乃在集團成員公司間某單一分部內產生者，則作別論。各分部之間的交易定價乃根據各分部向集團外其他人士提供之類似交易條款釐定。

分部資本開支乃於本年度內購入且預期可使用一年以上之分部資產(包括有形及無形資產)所引致之總成本額。

### 3. SEGMENT INFORMATION

Segment information is presented by way of two segment formats: (i) on a primary segment reporting basis, by business segment; and (ii) on a secondary segment reporting basis, by geographical segment.

The Group's turnover and operating profit are attributable solely to one business segment, the organising of trade shows and exhibitions and providing ancillary services and accordingly, no further analysis of the Group's turnover and operating profit by principal activities is provided.

In determining the Group's geographical segments, revenues are attributed to the segments based on the location of the customers, and assets are attributed to the segments based on the location of the assets.

The following table presents revenue and certain asset and expenditure information for the Group's geographical segments.

#### Geographical segments

		Hong Kong 香港		The PRC 中國		United Kingdom 英國		USA 美國		Consolidated 綜合	
		2005	2004	2005	2004	2005	2004	2005	2004	2005	2004
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Segment revenue:	分部收入：										
Turnover from shows and exhibitions and providing ancillary services	展覽會及提供相關補充服務之營業額	<b>190,043</b>	188,761	-	-	<b>19,295</b>	26,387	<b>19,340</b>	13,204	<b>228,678</b>	228,352
Other segment information:	其他分部資料：										
Segment assets	分部資產	<b>196,449</b>	183,771	<b>12,019</b>	10,046	-	-	-	-	<b>208,468</b>	193,817
Capital expenditure	資本支出	<b>4,698</b>	24,589	<b>560</b>	-	-	-	-	-	<b>5,258</b>	24,589

### 3. 分部資料

分部資料以兩種分部形式呈列：(i)按第一分部報告基準之業務分部；及(ii)按第二分部報告基準之地區分部。

本集團之營業額及經營溢利僅來自舉辦貿易展覽會及提供相關之補充服務，故並無提供本集團之營業額及經營溢利按主要業務之分析。

決定本集團之地區分部時，收入乃按顧客所在地區劃分，而資產則按資產所在地劃分。

下表呈列本集團地區分部收入及若干資產及支出資料。

#### 地區分部

#### 4. TURNOVER AND REVENUE

Turnover represents the aggregate of participation fee income, entrance fee income, hotel and travel package income, advertising fee income and portal income from exhibitions and trade shows. It is stated net of output value added tax of approximately HK\$2,861,000 (2004: HK\$4,528,000) accrued at 17.5% of the gross income generated from the exhibition and shows held in the United Kingdom.

An analysis of the Group's turnover and other revenue is as follows:

#### 4. 營業額及收益

營業額指來自展覽會及貿易展覽會之參展費收入、入場費收入、酒店及旅遊套票收入、廣告費收入及入門網站收入。此等收入在減去銷項增值稅約2,861,000港元(二零零四年:4,528,000港元)後列賬。有關稅項以在英國舉辦之展覽會所產生之總收入17.5%累計。

本集團之營業額及其他收益分析如下：

		2005 HK\$'000 千港元	2004 HK\$'000 千港元
<b>Turnover</b>	<b>營業額</b>		
Participation fee income	參展費收入	<b>203,969</b>	204,931
Entrance fee income	入場費收入	<b>1,020</b>	1,787
Hotel and travel package income	酒店及旅遊套票收入	<b>12,317</b>	11,686
Advertising fee income	廣告費收入	<b>8,741</b>	7,200
Portal income	入門網站收入	<b>2,631</b>	2,748
		<b>228,678</b>	228,352
<b>Other revenue</b>	<b>其他收益</b>		
Interest income	利息收入	<b>108</b>	115
Sundry income	雜項收入	<b>403</b>	218
		<b>511</b>	333
Total revenue	總收益	<b>229,189</b>	228,685

## 5. PROFIT FROM OPERATING ACTIVITIES

The Group's profit from operating activities is arrived at after charging:

## 5. 經營業務溢利

本集團之經營業務溢利已扣除：

		2005 HK\$'000 千港元	2004 HK\$'000 千港元
Auditors' remuneration	核數師酬金	500	570
Amortisation of intangible assets	無形資產攤銷	4,549	4,914
Amortisation of development costs for shows and exhibitions	展覽會發展成本攤銷	701	701
Depreciation	折舊	3,464	4,841
Development costs expensed for shows and exhibitions postponed during the year	年內延期舉行之展覽會之 發展成本列作開支	2,889	2,266
Impairment of interest in an option to acquire an equity interest of a company	購入一間公司股權 之購股權 減值	3,102	-
Minimum lease payments under operating lease rentals of land and buildings (note (i))	土地及樓宇經營租賃租約 之最低租賃付款 (附註(i))	32,382	34,511
Staff costs (including directors' remuneration (note 7))	員工成本(包括 董事酬金(附註7))		
- wages and salaries	- 工資及薪金	42,046	39,650
- retirement benefits scheme contributions	- 退休福利計劃供款	1,083	755
and after crediting:	並經計入：		
Other income:	其他收入：		
Gain on disposal of fixed assets	出售固定資產收益	2,253	-
Gain on partial disposal of a subsidiary	出售附屬公司部份權益之收益	4,852	-
Unrealised gain on other investments	其他投資之未變現收益	8,096	5,175
Reversal of impairment loss on medium term leasehold land and buildings	撥回中期租賃土地及 樓宇減值虧損	2,130	2,251
		<b>17,331</b>	<b>7,426</b>

### Notes:

- (i) The amount includes rentals paid for the venue of an exhibition and trade show held in the United Kingdom, net of input value added tax of approximately HK\$923,000 (2004: HK\$967,000) accrued at 17.5% of the gross rental expenses for the year.
- (ii) Staff costs of approximately HK\$4,763,000 (2004: HK\$2,129,000) and rental charges of approximately HK\$1,140,000 (2004: HK\$657,000) have been capitalised in "Development costs for shows and exhibitions" and excluded in the disclosure above.

### 附註：

- (i) 該筆款項包括就一個於英國舉行之貿易展覽會之場地所支付之租金，已扣除按本年度租金支出總額17.5%累計之進項增值稅約923,000港元(二零零四年：967,000港元)。
- (ii) 員工成本約4,763,000港元(二零零四年：2,129,000港元)及租金支出約1,140,000港元(二零零四年：657,000港元)已於展覽會發展成本內資本化及並不包括在以上之披露內。

## 6. FINANCE COSTS

Interests on bank loan wholly repayable within one year	一年內應悉數償還之銀行貸款利息
Interests on bank loan wholly repayable beyond five years	五年後應悉數償還之銀行貸款利息

## 6. 融資成本

The Group 本集團	
2005 HK\$'000 千港元	2004 HK\$'000 千港元
29	175
160	177
<b>189</b>	<b>352</b>

## 7. DIRECTORS' REMUNERATION

Directors' remuneration, disclosed pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and Section 161 of the Hong Kong Companies Ordinance, is as follows:

## 7. 董事酬金

根據香港聯合交易所有限公司證券上市規則(「上市規則」)及香港公司條例第161條之規定而須披露之董事酬金如下:

Name of Director 董事姓名	The Group 本集團				Total 合計 HK\$'000 千港元
	Basic Salaries 基本薪金 HK\$'000 千港元	Housing Allowances 房屋津貼 HK\$'000 千港元	Bonuses 花紅 HK\$'000 千港元	Provident Fund Contributions 公積金供款 HK\$'000 千港元	
2005: 二零零五年:					
<b>Executive directors 執行董事</b>					
Mr. Ip Ki Cheung 葉紀章先生	1,488	840	2,000	12	4,340
Mr. Cheung Shui Kwai 張瑞貴先生	1,488	770	1,200	12	3,470
Mr. Chan Siu Chung 陳兆忠先生	1,488	840	800	12	3,140
<b>Independent non-executive directors 獨立非執行董事</b>					
Mr. Chan Wing Yau, George 陳永祐先生	60	-	-	-	60
Mr. Lai Yang Chau, Eugene 黎瀛洲先生	60	-	-	-	60
Mr. Law Sung Ching, Gavin 羅崇禎先生	40	-	-	-	40
Mr. Wong Tat Tong 黃達堂先生	20	-	-	-	20
	<b>4,644</b>	<b>2,450</b>	<b>4,000</b>	<b>36</b>	<b>11,130</b>
2004: 二零零四年:					
<b>Executive directors 執行董事</b>					
Mr. Ip Ki Cheung 葉紀章先生	1,613	840	500	12	2,965
Mr. Cheung Shui Kwai 張瑞貴先生	1,613	-	300	12	1,925
Mr. Chan Siu Chung 陳兆忠先生	1,613	840	200	12	2,665
<b>Independent non-executive directors 獨立非執行董事</b>					
Mr. Wong Tat Tong 黃達堂先生	60	-	-	-	60
Mr. Lai Yang Chau, Eugene 黎瀛洲先生	18	-	-	-	18
	<b>4,917</b>	<b>1,680</b>	<b>1,000</b>	<b>36</b>	<b>7,633</b>

## 7. DIRECTORS' REMUNERATION (continued)

Included in the directors' remuneration of HK\$11,130,000 (2004: HK\$7,633,000) is HK\$2,933,000 (2004: HK\$898,000) which is included in "Development costs for shows and exhibitions" in the consolidated balance sheet.

The remuneration for the two years ended 31 March 2005 disclosed above does not include the estimated monetary value of residential accommodation provided to a director of the Group. The estimated monetary value of such residential accommodation provided to the director, not charged to the income statement for the year, was approximately HK\$39,000 (2004: HK\$449,000).

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

## 8. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included three (2004: three) directors. Details of whose remuneration are set out in note 7 to the financial statements.

The details of the remuneration of the remaining two (2004: two) non-director, highest paid employees are as follows:

Basic salaries and allowances	基本薪金及津貼
Retirement benefits scheme contributions	退休福利計劃供款

The number of employees whose remuneration fell within the following band is as follows:

HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元
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Included in the emoluments of HK\$3,482,000 (2004: HK\$3,548,000) is HK\$206,000 (2004: HK\$322,000) which is included in "Development costs for shows and exhibitions" in the consolidated balance sheet.

## 7. 董事酬金(續)

董事酬金11,130,000港元(二零零四年:7,633,000港元)已包括綜合資產負債表內「展覽會發展成本」項下之2,933,000港元(二零零四年:898,000港元)。

上文所述截至二零零五年三月三十一日止兩個年度之酬金並無計入提供予本集團一名董事之住宅物業之估計貨幣價值。年內向該董事提供之該幢住宅之估計貨幣價值約39,000港元(二零零四年:449,000港元)並無撥入損益賬。

年內並無董事放棄或同意放棄任何酬金之安排。

## 8. 五名最高薪僱員

年內五名最高薪僱員包括三名(二零零四年:三名)董事,其酬金詳情載於財務報表附註7內。

其餘兩名(二零零四年:兩名)為非董事最高薪僱員,其酬金詳情如下:

The Group 本集團	
2005 HK\$'000 千港元	2004 HK\$'000 千港元
3,458	3,524
24	24
<b>3,482</b>	<b>3,548</b>

酬金介乎以下金額範圍之僱員數目如下:

Number of employees 僱員數目	
2005	2004
<b>2</b>	<b>2</b>

酬金3,482,000港元(二零零四年:3,548,000港元)已包括綜合資產負債表內「展覽會發展成本」項下之206,000港元(二零零四年:322,000港元)。