

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### RESULTS

For the year under review, turnover of the Group was HK\$262,063,000, representing approximately 9.8% increase from that of the last year (2004: HK\$238,745,000). Net profit attributable to shareholders was HK\$148,331,000, representing a growth of 210% as compared with that of the last year (2004: HK\$47,850,000). Earnings per share for the year ended 31 March 2005 were HK17.68 cents (2004: HK5.75 cents).

### CONTINGENT LIABILITIES

As at the balance sheet date, the Company had outstanding guarantees of HK\$163,900,000 given to banks to secure general banking facilities granted to the Group in the amount of approximately HK\$162,415,000. Approximately HK\$95,800,000 had been utilized by the Group as at the balance sheet date.

### CHARGE ON GROUP'S ASSETS

As at 31 March 2005, certain of the Group's leasehold land and buildings and investment properties with carrying value of approximately HK\$369,000,000 and marketable securities with carrying value of approximately HK\$53,811,000 were pledged to banks/a stock broker for the total interest-bearing loans of HK\$172,415,000 and margin account facility of HK\$30,000,000 granted to the Group respectively. As at 31 March 2005, HK\$95,800,000 of the total interest-bearing loans and none of margin account facility have been utilized by the Group.

### CAPITAL COMMITMENT

As at the balance sheet date, the Group had commitment in respect of approximately S\$6,600,000 (equivalent to approximately HK\$30,000,000) representing costs of refurbishing the rooms of a hotel in Indonesia and upgrading its facilities.

### 業績

於回顧年度，本集團之營業額為262,063,000港元，較去年增加約9.8%（二零零四年：238,745,000港元）。股東應佔溢利淨額為148,331,000港元，較去年增加210%（二零零四年：47,850,000港元）。截至二零零五年三月三十一日止年度之每股盈利為17.68港仙（二零零四年：5.75港仙）。

### 或然負債

於結算日，本公司給予銀行之未償還擔保數額為163,900,000港元，作為本集團獲授約162,415,000港元之一般銀行信貸之抵押。於結算日，本集團已動用約95,800,000港元之信貸。

### 本集團資產之抵押

於二零零五年三月三十一日，本集團賬面值約369,000,000港元之若干租賃土地及樓宇及投資物業，以及賬面值約53,811,000港元之有價證券抵押予銀行／一證券經紀，以分別獲取共172,415,000港元之計息貸款及30,000,000港元之保證金賬戶信貸。於二零零五年三月三十一日，本集團已動用共95,800,000港元之計息貸款，惟尚未動用保證金賬戶信貸。

### 資本承擔

於結算日，本集團有約6,600,000新加坡元（相當於約30,000,000港元）之承擔，為翻新印尼之酒店客房及更新酒店設施之成本。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### LIQUIDITY AND FINANCIAL RESOURCES

As at 31 March 2005, the Group had net current assets of approximately HK\$63,345,000 and shareholders' funds of approximately HK\$396,918,000. During the year under review, the Group issued two convertible bonds in the total amount of US\$19,015,348.75 (equivalent to HK\$148,319,720) to a connected party for acquiring 45% equity interest in New Century Maritime Limited ("NCML"), an investment holding company whose principal assets are the entire beneficial interests in two cruise ships named "Leisure World" and "Amusement World" (the "Cruise Ships"), together with the rights and benefits of and in the relevant shareholders' loans. The Group was also granted two new mortgage bank loans in the total sum of HK\$42,700,000 for acquiring certain investment properties in Hong Kong. As a result of that, the Group's total indebtedness (representing the aggregate amounts of interest bearing-loans from banks and the convertible bonds) was increased to approximately HK\$244,120,000. Among which, approximately HK\$95,800,000 was secured by mortgages over the Group's properties having an aggregate net book value of approximately HK\$369,000,000 as at 31 March 2005 and approximately HK\$148,320,000 was unsecured. Furthermore, approximately HK\$21,200,000 will be repayable within one year, approximately HK\$186,552,000 will be repayable within the second to fifth years and the remaining balance of approximately HK\$36,368,000 will be repayable after five years. The Group's gearing ratio (total indebtedness divided by shareholders' funds) was increased to 0.62 for the year ended 31 March 2005 (2004: 0.23). Except for approximately HK\$148,320,000 of the total indebtedness denominated in US Dollars and charged at fixed interest rate of 1% per annum, all the other indebtedness was denominated in Hong Kong Dollars and charged at floating interest rate. The Group has not used financial instruments for currency hedging purposes.

### MAJOR ACQUISITIONS

On 6 February 2004, the Group entered into an agreement to acquire six retail shops, subject to existing tenancy, which are located at Shop Nos. 1A, 1B, 1C, 1F, 1G and 1H of Retail Portions on the Ground Floor of Commercial Podium, Mandarin Plaza, No. 14 Science Museum Road, Tsim Sha Tsui East, Kowloon at the consideration of HK\$53,000,000. The transaction was completed on 6 April 2004.

### 流動資金及財政資源

於二零零五年三月三十一日，本集團淨流動資產及股東資金分別約為63,345,000港元及約396,918,000港元。於回顧年度內，本集團發行兩批總金額為19,015,348.75美元(相當於148,319,720港元)之可換股債券予一名關連人士，以收購New Century Maritime Limited(「NCML」)之45%股權，連同有關股東貸款中之權利及利益。NCML為一家投資控股公司，其主要資產為兩艘分別名為「Leisure World」及「Amusement World」之郵輪(「郵輪」)之全部實益權益。本集團亦獲授予兩筆新銀行按揭貸款，總額為42,700,000港元，以收購香港若干投資物業。因此，本集團之總債務(即銀行提供之計息貸款及可換股債券之總額)增至約244,120,000港元。其中約95,800,000港元乃以本集團於二零零五年三月三十一日總賬面淨值約369,000,000港元之物業按揭作抵押，而約148,320,000港元為無抵押。此外，約21,200,000港元須於一年內償還，約186,552,000港元須於第二至第五年內償還，餘額約36,368,000港元須於五年後償還。截至二零零五年三月三十一日止年度，本集團之負債比率(總債務除以股東資金)增加至0.62(二零零四年：0.23)。除總債務中約148,320,000港元以美元為結算單位及按固定1%年息率計息外，所有其他債務均以港元為結算單位及按浮動息率計息。本集團並無使用金融工具進行貨幣對沖。

### 主要收購事項

於二零零四年二月六日，本集團訂立一份協議(受現有租約規限)，按代價53,000,000港元收購位於九龍尖沙咀東部科學館道14號新文華中心商場地下零售區第1A、1B、1C、1F、1G及1H號舖之六間零售商舖。該項交易已於二零零四年四月六日完成。

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The Group entered into an agreement on 26 March 2004 (as supplemented on 30 March 2004) with connected parties to acquire 25% equity interest in NCML, an investment holding company whose principal assets are the entire beneficial interests in the Cruise Ships, together with the rights and benefits of and in the shareholders' loan of US\$10,562,693.75 (the "First Acquisition"). The First Acquisition was completed on 20 July 2004 and the consideration was satisfied by the Company's issuance of a convertible bond in the principal amount of US\$10,565,193.75 entitling the holder thereof to convert the outstanding principal amount into new ordinary shares at an exercise price of HK\$0.61 per share (subject to adjustment) or repayable on the second anniversary of its issuance.

On 14 July 2004, the Group entered into another agreement to acquire a retail shop, subject to existing tenancy, which is located at Ground Floor including its cockloft, Chi Fu Building, 301 Portland Street, Mongkok, Kowloon at the consideration of HK\$21,800,000. The acquisition was completed on 14 September 2004.

On 25 August 2004, the Group entered into a sale and purchase agreement to acquire a retail shop which is located at Ground Floor and Mezzanine Floor of Kam Sha Mansion, No. 212 Cheung Sha Wan Road, Shamshuipo, Kowloon at the consideration of HK\$19,380,000. The acquisition was subject to its existing tenancy agreement and completed on 29 October 2004.

Further to the First Acquisition, on 23 November 2004, the Group entered into another agreement with connected parties to acquire further 20% equity interest in NCML together with the rights and benefits of and in sale loan at an aggregate consideration of US\$9,219,586.30 (the "Second Acquisition"). The Second Acquisition was completed on 1 March 2005 and the consideration was satisfied by the Group partly by cash of approximately US\$1,711,000 and the remaining US\$8,450,155 (equivalent to approximately HK\$65,911,000) by the Company's issuance of another convertible bond entitling the holder thereof to convert the outstanding principal amount into new ordinary shares at an exercise price of HK\$0.62 per share (subject to adjustment) or repayable on the second anniversary of its issuance. Following the First Acquisition and the Second Acquisition, the Group holds 45% equity interest in NCML.

於二零零四年三月二十六日，本集團與關連人士訂立一份協議（於二零零四年三月三十日補充）收購NCML（其主要資產為郵輪全部實益權益之投資控股公司）之25%股權，連同股東貸款10,562,693.75美元之權利及利益（「首次收購」）。首次收購於二零零四年七月二十日完成，代價乃以本公司發行本金額為10,565,193.75美元之可換股債券方式支付，可換股債券持有人有權將未償還本金額兌換為新普通股，行使價為每股0.61港元（可予調整），否則可換股債券須於發行後兩年屆滿時償還。

於二零零四年七月十四日，本集團訂立另一份協議（受現有租約規限），按代價21,800,000港元收購位於九龍旺角砵蘭街301號置富樓地下（包括其閣樓）一間零售商舖。收購事項已於二零零四年九月十四日完成。

於二零零四年八月二十五日，本集團訂立一份買賣協議，按代價19,380,000港元收購位於九龍深水埗長沙灣道212號金沙樓地下及閣樓之一間零售商舖。該收購事項須受其現有租約規限，並已於二零零四年十月二十九日完成。

在首次收購後，於二零零四年十一月二十三日，本集團與關連人士訂立另一份協議，按總代價9,219,586.30美元收購NCML之額外20%股權連同銷售貸款之權利及利益（「第二次收購」）。第二次收購於二零零五年三月一日完成，本集團以現金約1,711,000美元支付部分代價，餘額8,450,155美元（相當於約65,911,000港元）由本公司發行另一批可換股債券支付，可換股債券持有人有權將未償還本金額兌換為新普通股，行使價為每股0.62港元（可予調整），否則可換股債券須於發行後兩年屆滿時償還。在首次收購及第二次收購後，本集團持有NCML之45%股權。

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### POST BALANCE SHEET EVENTS

On 9 April 2005, the Group entered into a sale and purchase agreement to dispose of its entire equity interest in a subsidiary group, which is engaged in the website internet business, and the related shareholder's loan at consideration of approximately HK\$2,000,000. The disposal was completed on 31 May 2005.

On 15 June 2005, the Group entered into a preliminary sale and purchase agreement to acquire a retail shop which is located at Shop 5 on Ground Floor, Dundas Square, No. 43H Dundas Street, Mongkok, Kowloon, Hong Kong at the consideration of HK\$38,000,000. The acquisition is subject to a new tenancy agreement and will be completed on or before 16 September 2005.

### HUMAN RESOURCES

As at 31 March 2005, the total number of employees of the Group was about 420, among which about 239 staff were based in Indonesia, 134 staff in Singapore and 47 staff in Hong Kong. Apart from competitive remuneration package offered to the employees, share option may also be granted in order to attract and retain talented employees. As at the balance sheet date, the Company had 25,000,000 share options outstanding.

### 結算日後事項

於二零零五年四月九日，本集團訂立一份買賣協議，出售其於一附屬集團（該附屬集團從事互聯網網站業務）全部股權及相關股東貸款，代價約為2,000,000港元。出售事項於二零零五年五月三十一日完成。

於二零零五年六月十五日，本集團訂立一份初步買賣協議，按代價38,000,000港元收購位於香港九龍旺角登打士街43H號登打士廣場地下5號鋪之一間零售商舖。收購事項須受其新訂租約規限，並將於二零零五年九月十六日或之前完成。

### 人力資源

於二零零五年三月三十一日，本集團僱員合共約為420人，其中約239人駐於印尼，134人駐於新加坡及47人駐於香港。除為僱員提供優厚薪酬組合外，本集團亦可授出購股權以吸納及挽留優秀僱員。於結算日，本公司有25,000,000份尚未行使之購股權。