

1. CORPORATE INFORMATION

Tak Sing Alliance Holdings Limited is a limited liability company incorporated in Bermuda. The registered office of the Company is located at Canon's Court, 22 Victoria Street, Hamilton HM12, Bermuda. The principal place of business of the Company is located at 26th Floor, Phase II Wyler Centre, 200 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong.

During the year, the Group was principally engaged in investment holding, the manufacture, trading and distribution of garments, property investment and development, and the operations of hotel, restaurant and food businesses.

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") (which also include Hong Kong Accounting Standards ("HKASs") and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants, accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for investment properties and certain financial assets, which have been measured at fair value. These financial statements are presented in Hong Kong dollars and all values are rounded to the nearest thousand (HK\$'000) except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries for the year ended 31 March 2006. The results of subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. All significant intercompany transactions and balances within the Group are eliminated on consolidation.

The acquisition of a subsidiary during the year has been accounted for using the purchase method of accounting. This method involves allocating the cost of the business combinations to the fair value of the assets acquired, and liabilities and contingent liabilities assumed at the date of acquisition. The cost of the acquisition is measured at the aggregate of the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition.

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

1. 公司資料

達成集團是一間於百慕達註冊成立之有限公司。本公司註冊辦事處為Canon's Court, 22 Victoria Street, Hamilton HM12, Bermuda。本公司主要營業地點為香港新界葵涌大連排道200號偉倫中心第二期26樓。

年內，本集團的主要業務為投資控股，成衣製造、貿易及分銷，物業及物流業務的投資及發展及經營酒店、酒樓及食品業務。

2.1 編製基準

本財務報告乃按照香港會計師公會頒佈之香港財務報告準則（「香港財務報告準則」），其亦包括香港會計準則之（「香港會計準則」）及詮釋、香港普遍採納之會計準則及香港公司條例之披露規定，並採用歷史成本法編製（已以公平值計算之投資物業及若干財務資產除外）。本財務報告乃以港幣呈列，而除非另有說明，所有價值已調整至最接近之千元單位（「千港元」）。

綜合準則

綜合財務報告包括本公司及其附屬公司截至二零零六年三月三十一日止年度的財務報告。附屬公司業績是由收購日期起計算（即是集團擁有該附屬公司之控制權之日期）及直至其控制權終止日期為止。集團內公司間所有重大交易往來及結餘均已於綜合賬目時予以對銷。

於年內收購之附屬公司已按購入會計法入賬。此方法包括按購入資產，於收購當日預計之負債及或然負債的公平值分配商業合併之成本。收購成本以取得資產的公平值、已發行的股本工具及已產生之或於交易日期已假設之負債，加上因收購應佔直接成本的總數而計算。

少數股東權益乃指外界股東於本公司之附屬公司之業績及資產淨值所應佔之利益。

2.2 IMPACT OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

The following new and revised HKFRSs affect the Group and are adopted for the first time for the current year's financial statements:

HKAS 1	Presentation of Financial Statements
HKAS 2	Inventories
HKAS 7	Cash Flow Statements
HKAS 8	Accounting Policies, Changes in Accounting Estimates and Errors
HKAS 10	Events after the Balance Sheet Date
HKAS 12	Income Taxes
HKAS 14	Segment Reporting
HKAS 16	Property, Plant and Equipment
HKAS 17	Leases
HKAS 18	Revenue
HKAS 19	Employee Benefits
HKAS 21	The Effects of Changes in Foreign Exchange Rates
HKAS 23	Borrowing Costs
HKAS 24	Related Party Disclosures
HKAS 27	Consolidated and Separate Financial Statements
HKAS 28	Investments in Associates
HKAS 31	Interests in Joint Ventures
HKAS 32	Financial Instruments: Disclosure and Presentation
HKAS 33	Earnings per Share
HKAS 36	Impairment of Assets
HKAS 37	Provisions, Contingent Liabilities and Contingent Assets
HKAS 39	Financial Instruments: Recognition and Measurement
HKAS 39 Amendment	Transition and Initial Recognition of Financial Assets and Financial Liabilities
HKAS 40	Investment Property
HKFRS 2	Share-based Payment
HKFRS 3	Business Combinations
HKFRS 5	Non-current Assets Held for Sale and Discontinued Operations
HK(SIC)-Int 21	Income Taxes – Recovery of Revalued Non-depreciable Assets
HK-Int 4	Leases – Determination of the Length of Lease Term in respect of Hong Kong Land Leases

2.2 新訂及經修訂香港財務報告準則之影響

影響本集團並於本年度財務報表首次採用之新訂及經修訂香港財務報告準則如下：

香港會計準則第1號	財務報表之呈列
香港會計準則第2號	存貨
香港會計準則第7號	現金流量表
香港會計準則第8號	會計政策、會計估計之變動及差錯
香港會計準則第10號	結算日後事項
香港會計準則第12號	所得稅
香港會計準則第14號	分類呈報
香港會計準則第16號	物業、廠房及設備
香港會計準則第17號	租賃
香港會計準則第18號	收益
香港會計準則第19號	僱員福利
香港會計準則第21號	外幣匯率變動之影響
香港會計準則第23號	借款成本
香港會計準則第24號	關連人士之披露
香港會計準則第27號	綜合及獨立財務報表
香港會計準則第28號	於聯營公司之投資
香港會計準則第31號	於合營企業之權益
香港會計準則第32號	金融工具：披露及呈列
香港會計準則第33號	每股盈利
香港會計準則第36號	資產減值
香港會計準則第37號	撥備、或然負債及或然資產
香港會計準則第39號	金融工具：確認及計量
香港會計準則第39號（修訂）	金融資產及金融負債之過度及首次確認
香港會計準則第40號	投資物業
香港財務報告準則第2號	股份形式之付款
香港財務報告準則第3號	商業合併
香港財務報告準則第5號	持作待售非流動資產及已終止營運
香港（常設解釋委員會）詮釋第21號	所得稅－無折舊資產之重估值
香港會計準則詮釋第4號	租賃－釐定香港土地租賃之租約年期

2.2 IMPACT OR NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (continued)

The adoption of HKASs 2, 7, 8, 10, 12, 14, 16, 18, 19, 23, 27, 31, 33, 37 HKFRS 5, HK(SIC)-Int 21 and HK-Int 4 has had no material impact on the accounting policies of the Group and the Company and the methods of computation in the Group's and the Company's financial statements.

HKAS 1 has affected the presentation of minority interests on the face of the consolidated balance sheet, consolidated income statement, consolidated statement of changes in equity and other disclosures. In addition, in prior periods, the Group's share of tax attributable to associates was presented as a component of the Group's total tax charge/(credit) in the consolidated income statement. Upon the adoption of HKAS 1, the Group's share of the post-acquisition results of associates is presented net of the Group's share of tax attributable to associates.

HKAS 21 had no material impact on the Group. As permitted by the transitional provisions of HKAS 21, goodwill arising in a business combination prior to 1 January 2005 and fair value adjustments arising on that acquisition are deemed to be in the currency of the Company. In respect of acquisitions subsequent to 1 January 2005, any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of the assets and liabilities are treated as assets and liabilities of the foreign operation and are translated at the closing rate in accordance with HKAS 21.

HKAS 24 has expanded the definition of related parties and affected the Group's related party disclosures.

2.2 新訂及經修訂香港財務報告準則之影響 (續)

採納香港會計準則第2、7、8、10、12、14、16、18、19、23、27、31、33、37號、香港財務報告準則第5號、香港會計準則(SIC)詮釋第21號及香港會計準則詮釋第4號，對本集團及本公司之會計政策與及本集團及本公司財務報表之計算方法並無重大影響。

香港會計準則第1號影響少數股東權益於綜合資產負債表、綜合收益表、綜合資本變動表及其它披露之賬面呈列。此外，於過往期間，本集團應佔聯營公司之稅項乃於綜合收益表內呈列為本集團稅項扣除／(抵免)總額之一部分。於採納香港會計準則第1號後，本集團應佔聯營公司收購後之業績乃扣除本集團應佔聯營公司之稅項後呈列。

香港會計準則第21號對本集團並無重大影響。香港會計準則第21號的過渡性條文容許在二零零五年一月一日前因業務合併產生的商譽，以及因收購產生的公平價值調整視作以本公司的功能貨幣列值。根據香港會計準則第21號，有關二零零五年一月一日後之收購而言，因收購一間外國公司產生之任何商譽及對資產與負債之賬面值作出之任何公平值調整，乃視為該外國公司之資產與負債處理及按截止日期之匯率折算。

香港會計準則第24號已擴大關連人士之定義，並影響本集團關連人士之披露。

2.2 IMPACT OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (continued)

The impact of adopting the other HKFRSs is summarised as follows:

(a) HKAS 17 – Leases

In prior years, leasehold land and buildings held for own use were stated at cost or 1995 valuation less accumulated depreciation and any impairment losses.

Upon the adoption of HKAS 17, the Group's leasehold interest in land and buildings is separated into leasehold land and leasehold buildings. The Group's leasehold land is classified as an operating lease, because the ownership title of the land is not expected to pass to the Group by the end of the lease term, and is reclassified from property, plant and equipment to prepaid land lease payments, while leasehold buildings continue to be classified as part of property, plant and equipment. Prepaid land premiums for land lease payments under operating leases are initially stated at cost and subsequently amortised on the straight-line basis over the lease term. When the lease payments cannot be allocated reliably between the land and buildings elements, the entire lease payments are included in the cost of the land and buildings as a finance lease in property, plant and equipment.

The effects of the above change are summarised in note 2.4 to the financial statements. The change has been adopted retrospectively from the earliest period presented and comparative amounts have been restated.

2.2 新訂及經修訂香港財務報告準則之影響 (續)

採納其他香港財務報告準則之影響概括如下：

(a) 香港會計準則第17號 – 租賃

於過往年度，持作自用之租賃土地及樓宇乃按成本值或一九九五年之估值減任何累計折舊及任何減值虧損入賬。

在採納香港會計準則第17號後，本集團於土地及樓宇之租賃權益將分別列為租賃土地及租賃樓宇。由於預期租期屆滿時土地業權不會轉移到本集團，本集團之租賃土地被歸類為經營租賃，並從物業、廠房及設備重列為預付土地租賃付款，而租賃樓宇繼續列作物業、廠房及設備之一部份。經營租賃項目下土地租賃款項之預付土地租金最初按成本入賬，其後則按租賃期以直線基準攤銷。倘租賃款項無法可靠地於土地及樓宇之間作出分配，整筆租賃款項則計入土地及樓宇成本作為物業、廠房及設備之融資租賃。

此項會計政策變更之影響已總結綜合財務報表附註2.4內。本集團已於最早期提呈及比對數字重列時追溯採用此新會計政策。

2.2 IMPACT OR NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (continued)

(b) HKAS 28 – Investments in Associates

In prior years, the share of losses of associates is recognised to the extent of the carrying amount of the investment in the associates under the equity method of accounting. The share of losses of the associates over the carrying amount of the Group's investments in these associates was not shared by the Group. Upon the adoption of HKAS 28, the interests in associates is the carrying amount of the investments in the associates under the equity method together with any long-term receivables and loans that, in substance, form part of the Group's net investments in the associates.

The effect of the above changes are summarised in note 2.4(b) to the financial statements. The change has been adopted retrospectively from the earliest period presented and comparative amounts have been restated.

(c) HKAS 32 and HKAS 39 – Financial Instruments

Available-for-sale equity investments

In prior years, the Group classified its investments in equity securities as investment securities, which were held for non-trading purposes and were stated at their cost less any impairment losses on an individual basis. Upon the adoption of HKAS 39, these securities held by the Group at 1 April 2005 in the amount of HK\$16,515,000 are designated as available-for-sale equity investments under the transitional provisions of HKAS 39 and accordingly are stated at fair value with gains or losses being recognised as a separate component of equity until subsequent derecognition or impairment. In the case where the available-for-sale equity investments do not have a quoted market price in an active market and whose fair value cannot be reliably measured, they are carried at cost.

2.2 新訂及經修訂香港財務報告準則之影響 (續)

(b) 香港會計準則第28號 – 聯營公司投資

於以往年度，應佔聯營公司之虧損根據權益法按於該聯營公司之投資賬面值予以入賬。集團將會承擔應佔聯營公司之虧損只限集團於該聯營公司之投資賬面值。直至採納香港會計準則第28號，於聯營公司之權益為根據權益法所得之投資賬面值連同實際構成集團於聯營公司之投資淨額之任何長期應收賬項及貸款。

此項會計政策變更之影響已總結綜合財務報表附註2.4(b)內。本集團已於最早期提呈及比對數字重列時追溯採用此新會計師政策。

(c) 香港會計準則第32號及香港會計準則第39號 – 金融工具

可供出售股本投資

於過往年度，本集團將其非持作買賣目的並按個別投資基準以成本扣除任何減值虧損列賬之股本證券投資分類為投資證券。於採納香港會計準則第39號後，本集團於二零零五年四月一日持有為數16,515,000港元之該等證券，根據香港會計準則第39號之過渡條文乃列作可供出售股本投資，亦因此而按公平值入賬，產生之盈虧作為權益之一個單獨之組成部分來確認，直至其後終止確認或減值為止。在活躍市場中沒有市場報價而其公平值未能可靠地計算的情況下，該等可供出售股本證券將以成本列賬。

2.2 IMPACT OR NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (continued)

(c) HKAS 32 and HKAS 39 – Financial Instruments (continued)

Available-for-sale equity investments (continued)

The adoption of HKAS 39 has resulted in the reclassification of the Group's investment securities as available-for-sale equity investments, and has not resulted in any change in the measurement of these equity securities.

Financial assets at fair value through profit or loss

In prior years, the Group classified its held-to-maturity investments as held-to-maturity securities which the Group had the expressed intention and ability to hold to maturity and were stated at amortised cost. Upon the adoption of HKAS 39, these securities held by the Group at 1 April 2005 in the amount of HK\$4,938,000 are reclassified as financial assets at fair value through profit or loss under the transitional provisions of HKAS 39 and accordingly, are stated at fair value with gains or losses being recognised in the income statement.

The effect of the above changes are summarised in note 2.4 to the financial statements. In accordance with the transitional provisions of HKAS 39, comparative amounts have not been restated.

2.2 新訂及經修訂香港財務報告準則之影響 (續)

(c) 香港會計準則第32號及香港會計準則第39號 – 金融工具 (續)

可供出售投資 (續)

採納香港會計準則第39號使本集團之投資證券被重新分類為可供出售股本投資及對此等股本證券之計算並無造成任何變動。

從損益中以公平值列賬之財務資產

於過往年度，本集團將其有意及有能力持有至到期日證券及按攤銷成本列賬之證券分類為持至到期日之證券。於採納香港會計準則第39號後，本集團於二零零五年四月一日持有為數4,938,000港元之該等證券，根據香港會計準則第39號之過渡條文乃列作從損益中以公平值列賬之財務資產，亦因此而按公平值入賬，產生之盈虧於收益表確認。

上述變更之影響在財務報表附註2.4中列示。跟據香港會計準則第39號之過渡條文，並沒有重述比較數字。

2.2 IMPACT OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (continued)

(d) HKAS 40 – Investment Property

In prior years, changes in the fair values of investment properties were dealt with as movements in the asset revaluation reserve. If the total of this reserve was insufficient to cover a deficit, on a portfolio basis, the excess of the deficit was charged to the income statement. Any subsequent revaluation surplus was credited to the income statement to the extent of the deficit previously charged.

Upon the adoption of HKAS 40, gains or losses arising from changes in the fair values of investment properties are included in the income statement in the year in which they arise. In accordance with the transitional provisions of HKAS 40, the opening balance of retained profits and the results for the comparative period have been restated to reflect this change retrospectively. The effects of the above change are summarised in note 2.4 to the financial statements.

(e) HKFRS 2 – Share-based Payment

In prior years, no recognition and measurement of share-based payment transactions in which employees (including directors) were granted share options over shares in the Company were required until such options were exercised by employees, at which time the share capital and share premium were credited with the proceeds received.

Upon the adoption of HKFRS 2, when employees (including directors) render services as consideration for equity instruments (“equity-settled transactions”), the cost of the equity-settled transactions with employees is measured by reference to the fair value at the date at which the instruments are granted.

2.2 新訂及經修訂香港財務報告準則之影響 (續)

(d) 香港會計準則第40號 – 投資物業

於過往年度，投資物業公平值之變動乃於資產重估儲備中作變動處理。按組合基準而言，倘儲備總額不足以彌補虧絀，虧絀數額之多出部分則在收益表中扣除。任何其後之重估盈餘會按過往扣除之虧絀計入收益表。

於採納香港會計準則第40號後，投資物業公平值變動產生之收益或虧損乃計入產生年度內之收益表中。跟據香港會計準則第40號之過渡條文，累計溢利之年初結餘及比較期之業績已被重述以追溯反映此變動，上述變更之影響已在財務報表附註2.4中列示。

(e) 香港財務報告準則第2號 – 以股份支付之款項

於過往年度，並無確認或計算以股份支付款項之交易，即僱員（包括董事）獲授本公司股份之購股權，直至僱員行使該等購股權時，以收到之所得款項貸記股本及股份溢價。

於採納香港財務報告準則第2號後，當僱員（包括董事）以提供服務為股本工具之代價（「以股本結算之交易」）時，與僱員進行以股本結算之交易之成本將參考授出該等工具當日之公平值計算。

2.2 IMPACT OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (continued)

(e) HKFRS 2 – Share-based Payment (continued)

The main impact of HKFRS 2 on the Group is the recognition of the cost of these transactions and a corresponding entry to equity for employee share options. The revised accounting policy for share-based payment transactions is described in more detail in note 2.5 “Summary of significant accounting policies” below.

The Group has adopted the transitional provisions of HKFRS 2 under which the new measurement policies have not been applied to (i) options granted to employees on or before 7 November 2002; and (ii) options granted to employees after 7 November 2002 but which had vested before 1 January 2005.

As the Group did not have any employee share options which were granted during the period from 7 November 2002 to 31 December 2004 but had not yet vested as at 1 January 2005, the adoption of HKFRS 2 has had no impact on the retained profits as at 31 March 2004 and at 31 March 2005. The Group has recognised the cost of options which were granted during the year in the current year’s income statement in accordance with the revised accounting policy.

The effects of adopting HKFRS 2 are summarised in note 2.4 to the financial statements.

2.2 新訂及經修訂香港財務報告準則之影響 (續)

(e) 香港財務報告準則第2號 – 以股份支付之款項 (續)

香港財務報告準則第2號對本集團之主要影響為就僱員之購股權而言之此等交易成本及相應權益入賬之確認。已修訂會計政策內有關以股份支付之款項交易已詳細載於下文附註2.5「重大會計政策之概要」內。

本集團已採納香港財務報告準則第2號之過渡條文，據此，新訂確認及計量政策並不適用於(i)二零零二年十一月七日或之前向僱員授出之所有購股權；及(ii)二零零二年十一月七日之後向僱員授出但已於二零零五年一月一日前行使之所有購股權。

因本集團並無任何於二零零二年十一月七日至二零零四年十二月三十一日期間向僱員授出但於二零零五年一月一日時尚未行使之所有購股權，故採納香港財務報告準則第2號對於二零零四年三月三十一日及於二零零五年三月三十一日之保留溢利並無影響。本集團已根據經修訂之會計政策在本年度之收益表中確認於年內所授出購股權之成本。

採納香港財務報告準則第2號之影響於下文附註2.4中概述。

2.2 IMPACT OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (continued)

(f) HKFRS 3 – Business Combinations and HKAS 36 – Impairment of Assets

In prior years, goodwill and negative goodwill arising on acquisitions prior to 1 January 2001 was eliminated against the consolidated retained profits and credited to the consolidated capital reserve, respectively, in the year of acquisition and was not recognised in the income statement until disposal or impairment of the acquired businesses.

Goodwill arising on acquisitions on or after 1 January 2001 was capitalised and amortised on the straight-line basis over its estimated useful life and was subject to impairment testing when there was any indication of impairment. Negative goodwill was carried in the balance sheet and was recognised in the consolidated income statement on a systematic basis over the remaining average useful life of the acquired depreciable/amortisable assets.

The adoption of HKFRS 3 and HKAS 36 has resulted in the Group ceasing annual goodwill amortisation and commencing testing for impairment at the cash-generating unit level annually (or more frequently if events or changes in circumstances indicate that the carrying value may be impaired).

Any excess of the Group's interest in the net fair value of the acquirees' identifiable assets, liabilities and contingent liabilities over the cost of acquisition of subsidiaries (previously referred to as negative goodwill), after reassessment, is recognised immediately in the income statement.

2.2 新訂及經修訂香港財務報告準則之影響 (續)

(f) 香港財務報告準則第3號 – 商業合併及香港會計準則第36號 – 資產減值

於過往年度，於二零零一年一月一日前因收購產生之商譽及負商譽分別於綜合保留溢利中撇銷及於綜中資本儲備中入帳，且不會於收益表內確認，直至收購業務出售或減值為止。

於二零零一年一月一日或之後因收購產生之商譽已被資本化及按其估計可使用年期以直線法攤銷及當有減值跡象時，須作出減值測試。負商譽被確認及列入於聯營公司之權益內，並在所收購之可予折舊／攤銷之資產之餘下平均可使用年期内按有系統之基準在綜合收益表內確認。

採納香港財務報告準則第3號及香港會計準則第36號後，本集團不再進行每年商譽攤銷，但須每年進行賺取現金收益單位減值評估（或如發生事件或情況改變致使賬面值可能減值，則須更頻密地進行該評估）。

本集團在被收購方之可辨認資產、負債及或然負債之公平淨值中之權益，超過收購附屬公司之成本之部分（以往指為「負商譽」），在經重新評估後，即時在綜合收益表內予以確認。

2.2 IMPACT OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (continued)

(f) HKFRS 3 – Business Combinations and HKAS 36 – Impairment of Assets (continued)

The transitional provisions of HKFRS 3 have required the Group to eliminate at 1 April 2005 the carrying amounts of accumulated amortisation with a corresponding adjustment to the cost of goodwill and to derecognised at 1 April 2005 the carrying amounts of negative goodwill (including that remaining in the consolidated capital reserve) against retained profits. Goodwill previously eliminated against the retained earnings remains eliminated against the retained earnings and is not recognised in the income statement when all or part of the business to which the goodwill relates is disposed of or when a cash-generating unit to which the goodwill relates becomes impaired.

The effects of the above changes are summarised in note 2.4 to the financial statements. In accordance with the transitional provisions of HKFRS 3, comparative amounts have not been restated.

2.2 新訂及經修訂香港財務報告準則之影響 (續)

(f) 香港財務報告準則第3號 – 商業合併及香港會計準則第36號 – 資產減值 (續)

根據香港財務報告準則第3號過渡性條文之規定，本集團須相應調整商譽成本以抵銷於二零零五年四月一日之累積攤銷賬面值，並於二零零五年四月一日還原已確認之負商譽賬面值於累積盈餘對銷。之前在累積盈餘內抵銷之商譽，仍然在累積盈餘內抵銷，並且當該等商譽有關之全部或部份業務已出售或當該等商譽有關之賺取現金收益單位減值時，不再在收益表內確認。

上述修訂之影響概述於賬目附註2.4內。根據香港財務報告準則第3號之過渡性條文，比較數字並無重新呈列。

2.3 IMPACT OF ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements. Unless otherwise stated, these HKFRSs are effective for annual periods beginning on or after 1 January 2006:

HKAS 1 Amendment	Capital Disclosures
HKAS 19 Amendment	Actuarial Gains and Losses, Group Plans and Disclosures
HKAS 21 Amendment	Net Investment in a Foreign Operation
HKAS 39 Amendment	Cash Flow Hedge Accounting of Forecast Intragroup Transactions
HKAS 39 Amendment	The Fair Value Option
HKAS 39 & HKFRS 4 Amendments	Financial Guarantee Contracts
HKFRSs 1 & 6 Amendments	First-time Adoption of Hong Kong Financial Reporting Standards and Exploration for and Evaluation of Mineral Resources
HKFRS 6	Exploration for and Evaluation of Mineral Resources
HKFRS 7	Financial Instruments: Disclosures
HK(IFRIC)-Int 4	Determining whether an Arrangement contains a Lease
HK(IFRIC)-Int 5	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds
HK(IFRIC)-Int 6	Liabilities arising from Participating in a Specific Market – Waste Electrical and Electronic Equipment
HK(IFRIC)-Int 7	Applying the Restatement Approach under HKAS 29 Financial Reporting in Hyperinflationary Economies
HK(IFRIC)-Int 8	Scope of HKFRS 2
HK(IFRIC)-Int 9	Reassessment of Embedded Derivatives

2.3 已頒佈但尚未生效的香港財務報告準則的影響

本集團並無於此等財務報告應用以下已頒佈但尚未生效的新訂及經修訂香港財務報告準則。除另有說明外，此等香港財務報告準則於二零零六年一月一日或之後開始的年度期間生效：

香港會計準則第1號 (修訂本)	資本披露
香港會計準則第19號 (修訂本)	精算損益、集團計劃及披露
香港會計準則第21號 (修訂本)	境外業務之投資淨額
香港會計準則第39號 (修訂本)	預測集團內部交易之現金流量對沖會計處理
香港會計準則第39號 (修訂本)	公平價值選擇
香港會計準則第39號及香港財務報告準則第4號 (修訂本)	財務擔保合約
香港會計準則第1號及6號 (修訂本)	首次採納香港財務報告準則，及礦物資源之勘探及評估
香港財務報告準則第6號	礦物資源之勘探及評估
香港財務報告準則第7號	金融工具：披露
香港(國際財務報告詮釋委員會)第4號詮釋	決定一項安排是否包含租賃
香港(國際財務報告詮釋委員會)第5號詮釋	解除、恢復及環境修復基金所產生權益之權利
香港(國際財務報告詮釋委員會)第6號詮釋	因參與特定市場所產生的負債－電氣及電子設備廢料
香港(國際財務報告詮釋委員會)第7號詮釋	根據香港會計準則第29號惡性通貨膨脹經濟中的財務報告書應用重列法
香港(國際財務報告詮釋委員會)第8號詮釋	香港財務報告準則第2號之範圍
香港(國際財務報告詮釋委員會)第9號詮釋	隱藏衍生工具之重估

2.3 IMPACT OF ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

The HKAS 1 Amendment shall be applied for annual periods beginning on or after 1 January 2007. The revised standard will affect the disclosures about qualitative information about the Group's objective, policies and processes for managing capital; quantitative data about what the Company regards as capital; and compliance with any capital requirements and the consequences of any non-compliance.

HKFRS 7 will replace HKAS 32 and has modified the disclosure requirements of HKAS 32 relating to financial instruments. This HKFRS shall be applied for annual periods beginning on or after 1 January 2007.

In accordance with the amendments to HKAS 39 regarding financial guarantee contracts, financial guarantee contracts are initially recognised at fair value and are subsequently measured at the higher of (i) the amount determined in accordance with HKAS 37 and (ii) the amount initially recognised, less, when appropriate, cumulative amortisation recognised in accordance with HKAS 18.

The HKAS 19 Amendment, HKAS 39 Amendment regarding cash flow hedge accounting of forecast intragroup transactions, HKFRSs 1 and 6 Amendments, HKFRS 6, HK(IFRIC)-Int 5 and HK(IFRIC)-Int 6 do not apply to the activities to the Group. HKAS 21 Amendment, HK(IFRIC)-Int 6 and HK(IFRIC)-Int 7 shall be applied for annual periods beginning on or after 1 December 2005. HK(IFRIC)-Int 8 and HK(IFRIC)-Int 9 shall be applied for annual periods beginning on or after 1 May 2006 and 1 June 2006, respectively.

Except as stated above, the Group expects that the adoption of other pronouncements listed above will not have any significant impact on the Group's financial statements in the period of initial application.

2.3 已頒佈但尚未生效的香港財務報告準則的影響 (續)

香港會計準則第1號(修訂本)適用於二零零七年一月一日或該日後開始的年度。經修訂準則將影響下列各項的披露：有關本集團管理資本的目標、政策及程序等非量化資料；有關本公司視為資本的量化數據；對任何資本要求的遵行情況，以及任何不合規情況的後果。

香港財務報告準則第7號將取代香港會計準則第32號，並修訂了香港會計準則第32號有關金融工具的披露要求。此項香港財務報告準則適用於二零零七年一月一日或該日後開始的年度。

香港會計準則第39號有關財務擔保合約的修訂，財務擔保合約初步按公平值確認其後按(i)依據香港會計準則第37號釐定的金額及(ii)初步確認金額減(如適用)依據香港會計準則第18號確認的累計攤銷(以較高者為準)計量。

香港會計準則第19號(修訂本)、有關預測集團內部交易之現金流量對沖會計處理的香港會計準則第39號(修訂本)、香港財務報告準則第1及6號(修訂本)、香港財務報告準則第6號、香港(國際財務報告詮釋委員會)第5號詮釋及香港(國際財務報告詮釋委員會)第6號詮釋並不適用於本集團業務。香港會計準則第21號(修訂本)香港(國際財務報告詮釋委員會)第6號詮釋及香港(國際財務報告詮釋委員會)第7號詮釋適用於二零零五年十二月一日或該日後開始的年度。香港(國際財務報告詮釋委員會)第8號詮釋及香港(國際財務報告詮釋委員會)第9號詮釋分別適用於二零零六年五月一日及二零零六年六月一日或該日後開始的年度。

除上文載列者外，本集團預期採納上文所列的其他公告對初次應用期間的本集團財務報告並無任何重大影響。

2.4 SUMMARY OF THE IMPACT OF CHANGES IN ACCOUNTING POLICIES

2.4 會計政策變動影響之概要

(a) Effect on the consolidated balance sheet

(a) 對綜合資產負債表之影響

At 1 April 2005	於二零零五年四月一日	Effect of adopting 採納之影響				Total HK\$'000	
		HKAS 17#	HKASs 32 and 39*	HKAS 40# Surplus on revaluation of investment properties HK\$'000	HKFRS 3* Derecognition of negative goodwill HK\$'000		
Effect of new policies (Increase/(decrease))	新政策之影響 (增額/(減額))	Prepaid land lease payments HK\$'000	Change in classification of financial assets HK\$'000	香港會計準則 第32號及 第39號* 股本投資 分類變動 千港元	香港會計準則 第40號# 重估投資 物業之盈餘 千港元	香港財務 報告準則 第3號* 還原已確認 之負商譽 千港元	總計 千港元
Assets	資產						
Property, plant and equipment	物業、廠房及 設備	(560)	-	-	-	(560)	
Prepaid land lease payments	預付土地租賃款項	1,152	-	-	-	1,152	
Negative goodwill	負商譽	-	-	-	186,539	186,539	
Available-for-sale equity investments	可供出售股本投資	-	16,515	-	-	16,515	
Financial assets at fair value through profit or loss	按公平值計入損益賬之 財務資產	-	4,938	-	-	4,938	
Other financial assets	其他財務資產	-	(21,902)	-	-	(21,902)	
Debtors, deposits and prepayments	應收賬款、按金及 預付款項	32	-	-	-	32	
						186,714	
Equity	股本						
Investment property revaluation reserve of associates	聯營公司 投資物業 重估儲備	-	-	(3,016)	-	(3,016)	
Retained profits	保留盈利	624	(449)	3,016	186,539	189,730	
						186,714	

* Adjustments taken effect prospectively from 1 April 2005

* 調整追溯自二零零五年四月一日起生效

Adjustments/presentation taken effect retrospectively

調整/呈列已追溯生效

2.4 SUMMARY OF THE IMPACT OF CHANGES IN ACCOUNTING POLICIES

(continued)

(a) Effect on the consolidated balance sheet
(continued)

At 1 March 2006	於二零零六年 三月三十一日	Effect of adopting 採納之影響				Total HK\$'000	
		HKAS 17	HKASs 32 and 39	HKAS 40 Surplus on revaluation of investment properties	HKFRS 3 Derecognition of negative goodwill		
Effect of new policies (Increase/(decrease))	新政策之影響 (增額/(減額))	Prepaid land lease payments HK\$'000	classification of financial assets HK\$'000	Change in classification of financial assets HK\$'000	HKAS 40 Surplus on revaluation of investment properties HK\$'000	Derecognition of negative goodwill HK\$'000	Total HK\$'000
		香港會計準則 第17號 土地租賃 預付款之攤銷 千港元	香港會計準則 第32號及 第39號 股本投資 分類變動 千港元	香港會計準則 第40號 重估投資 物業之盈餘 千港元	香港財務 報告準則 第3號 遞原已確認 之負商譽 千港元		總計 千港元
Assets	資產						
Property, plant and equipment	物業、廠房及 設備	(1,104)	-	-	-	-	(1,104)
Prepaid land lease payments	預付土地租賃款項	1,120	-	-	-	-	1,120
Negative goodwill	負商譽	-	-	-	-	155,396	155,396
Available-for-sale equity investments	可供出售股本投資	-	16,771	-	-	-	16,771
Financial assets at fair value through profit or loss	按公平值計入損益賬之 財務資產	-	10,531	-	-	-	10,531
Other financial assets	其他財務資產	-	(28,366)	-	-	-	(28,366)
Debtors, deposits and prepayments	應收賬款、按金及 預付款項	32	-	-	-	-	32
							<u>154,380</u>
Equity	股本						
Investment property revaluation reserve	投資物業 重估儲備	-	-	(39,663)	-	-	(39,663)
Retained profits	保留盈利	48	(1,064)	39,663	155,396	-	194,043
							<u>154,380</u>

2.4 會計政策變動影響之概要 (續)

(a) 對綜合資產負債表之影響
(續)

2.4 SUMMARY OF THE IMPACT OF
CHANGES IN ACCOUNTING POLICIES

(continued)

(b) Effect on the balances of equity at 1
April 2004 and at 1 April 2005

2.4 會計政策變動影響之概要 (續)

(b) 對於二零零四年四月一日及
二零零五年四月一日之股本
結餘之影響

		Effect of adopting 採納之影響					Total HK\$'000
		HKFRS 3	HKAS 17	HKAS 28	HKAS 39	HKAS 40	
					Fair value on financial assets at fair value	Surplus on revaluation of investment properties	
Effect of new policies (Increase/(decrease))	新政策之影響 (增額/(減額))	Negative goodwill HK\$'000	Prepaid land lease payments HK\$'000	Interests in associates HK\$'000	profit or loss through HK\$'000		
		香港 財務準則 第3號	香港 會計準則 第17號	香港 會計準則 第28號	香港 會計準則 第39號 金融資產 公平值	香港會計 報告準則 第40號 重估投資 物業之盈餘	總計 千港元
1 April 2004	於二零零四年四月一日						
Retained profits	保留盈利	-	576	(2,886)	-	-	(2,310)
							(2,310)
1 April 2005	於二零零五年四月一日						
Investment property revaluation reserve of associates	聯營公司投資物業 重估儲備	-	-	-	-	(3,016)	(3,016)
Retained profits	保留盈利	186,539	624	-	(449)	3,016	189,730
							186,714

2.4 SUMMARY OF THE IMPACT OF CHANGES IN ACCOUNTING POLICIES

(continued)

(c) Effect on the consolidated income statement for the years ended 31 March 2006 and 2005

2.4 會計政策變動影響之概要 (續)

(c) 對於截至二零零六年及二零零五年三月三十一日止年度之綜合收益表之影響

Effect of new policies	新政策之影響	Effect of adopting 採納之影響						Total HK\$'000
		HKAS 1 Share of post-tax profits and losses of associates HK\$'000 香港 會計準則 第1號	HKAS 17 Prepaid land lease payments HK\$'000 香港 會計準則 第17號	HKAS 28 Interests in associates HK\$'000 香港 會計準則 第28號	HKAS 40 Surplus on revaluation of investment properties HK\$'000 香港 會計準則 第40號	HKFRS 2 Employee share option scheme HK\$'000 香港財務 報告準則 第2號	HKFRS 3 Recognition of negative goodwill as income HK\$'000 香港財務 報告準則 第3號	
		應佔聯營公司 除稅後盈利 及虧損 千港元	土地租賃預 付款之攤銷 千港元	於聯營公司 之投資 千港元	重估投資 物業之盈餘 千港元	僱員認 股權計劃 千港元	確認負 商譽為收入 千港元	總計 千港元
Year ended 31 March 2006	截至二零零六年 三月三十一日止年度							
Increase in administrative expenses	行政費用增額	-	-	-	-	(3,762)	-	(3,762)
Decrease in other revenue	其他收入減少	-	-	-	-	-	(31,143)	(31,143)
Decrease in cost of sales	銷售成本減少	-	32	-	-	-	-	32
Decrease in share of profits and losses of associates	應佔聯營公司 盈利及虧損 (減額)	(13,391)	-	-	-	-	-	(13,391)
Decrease in tax	稅項減額	13,391	-	-	-	-	-	13,391
Total increase/(decrease) in profit	盈利增/(減)總額	-	32	-	-	(3,762)	(31,143)	(34,873)
Decrease in basic earnings per share (cents)	每股基本 盈利減額 (港仙)	-	-	-	-	(0.51)	(4.21)	(4.72)
Decrease in diluted earnings per share (cents)	每股攤薄 盈利減額 (港仙)	-	-	-	-	(0.51)	(4.20)	(4.71)

2.4 SUMMARY OF THE IMPACT OF CHANGES IN ACCOUNTING POLICIES

(continued)

(c) Effect on the consolidated income statement for the years ended 31 March 2006 and 2005 (continued)

2.4 會計政策變動影響之概要 (續)

(c) 對於截至二零零六年及二零零五年三月三十一日止年度之綜合收益表之影響 (續)

Effect of new policies	新政策之影響	Effect of adopting 採納之影響						Total HK\$'000
		HKAS 1 Share of post-tax profits and losses of associates HK\$'000 香港 會計準則 第1號 應佔聯營公司 除稅後盈利 及虧損 千港元	HKAS 17 Prepaid land lease payments HK\$'000 香港 會計準則 第17號 土地租賃預 付款之攤銷 千港元	HKAS 28 Interests in associates HK\$'000 香港 會計準則 第28號 於聯營公司 之投資 千港元	HKAS 40 Surplus on revaluation of investment properties HK\$'000 香港 會計準則 第40號 重估投資 物業之盈餘 千港元	HKFRS 2 Employee share option scheme HK\$'000 香港財務 報告準則 第2號 僱員認 股權計劃 千港元	HKFRS 3 Recognition of negative goodwill as income HK\$'000 香港財務 報告準則 第3號 確認為 收入 千港元	
Year ended 31 March 2005	截至二零零五年 三月三十一日止年度							
Decrease in cost of sales	銷售成本減少	-	48	-	-	-	-	48
Increase/(decrease) in share of profits and losses of associates	應佔聯營公司盈利及 虧損增/(減)額	(4,076)	-	2,886	3,016	-	-	1,826
Decrease in tax	稅項減額	4,076	-	-	-	-	-	4,076
Total increase in profit	盈利增加總額	-	48	2,886	3,016	-	-	5,950
Increase in basic earnings per share (cents)	每股基本 盈利增額 (港仙)	-	-	0.40	0.41	-	-	0.81
Increase in diluted earnings per share (cents)	每股攤薄 盈利增額 (港仙)	-	-	-	-	-	-	-

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Subsidiaries

A subsidiary is an entity whose financial and operating policies the Company controls, directly or indirectly, so as to obtain benefits from its activities.

The results of subsidiaries are included in the Company's income statement to the extent of dividends received and receivable. The Company's interests in subsidiaries are stated at cost less any impairment losses.

Unconsolidated subsidiaries

Interests in unconsolidated subsidiaries are stated at their carrying values at the date of deconsolidation less any impairment losses.

Joint ventures

A joint venture is an entity set up by contractual arrangement, whereby the Group and other parties undertake an economic activity. The joint venture operates as a separate entity in which the Group and the other parties have an interest.

The joint venture agreement between the venturers stipulates the capital contributions of the joint venture parties, the duration of the joint venture entity and the basis on which the assets are to be realised upon its dissolution. The profits and losses from the joint venture's operations and any distributions of surplus assets are shared by the venturers, either in proportion to their respective capital contributions, or in accordance with the terms of the joint venture agreement.

A joint venture is treated as:

- (a) a subsidiary, if the Group has unilateral control, directly or indirectly, over the joint venture;
- (b) a jointly-controlled entity, if the Group does not have unilateral control, but has joint control, directly or indirectly, over the joint venture;

2.5 主要會計政策之概要

附屬公司

附屬公司乃指本公司直接或間接控制其財務及營運決策以自該公司之業務得益之實體企業。

附屬公司之業績按已收及應收股息計入本公司之損益賬。本公司於附屬公司的權益乃按成本值減任何減值虧損入賬。

未綜合附屬公司

未綜合附屬公司權益乃按置存值減去董事會認為必要的永久減值準備後列賬。

合營公司

合營公司乃本集團以合約形式建立之實體企業，及其他夥伴藉此設立經濟活動。此合營公司以一獨立企業形式經營，本集團及其他對其擁有權益。

合營夥伴互相訂立的合營協議訂明合營各方的出資額、合營年期及於解散時資產變現的基準。經營所得損益及盈餘資產的分派均由合營夥伴按彼等各自出資額的比例或根據合營協議的條款攤分。

合營公司被視為：

- (a) 附屬公司－倘本集團單方面直接或間接擁有該合營公司經濟活動的控制權；
- (b) 共同控權合資公司－倘本集團無法單方面對合營公司的經濟活動行使控制權，但直接或間接擁有該合營公司之共同控制權；

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Joint ventures (continued)

- (c) an associate, if the Group does not have unilateral or joint control, but holds, directly or indirectly, generally not less than 20% of the joint venture's registered capital and is in a position to exercise significant influence over the joint venture; or
- (d) an equity investment accounted for in accordance with HKAS 39, if the Group holds, directly or indirectly, less than 20% of the joint venture's registered capital and has neither joint control of, nor is in a position to exercise significant influence over, the joint venture.

Associates

An associate is an entity, not being a subsidiary or a jointly-controlled entity, in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence.

The Group's share of the post-acquisition results and reserves of associates is included in the consolidated income statement and consolidated reserves, respectively. The Group's interests in associates are stated in the consolidated balance sheet at the Group's share of net assets under the equity method of accounting, less any impairment losses. Adjustments are made to bring into line any dissimilar accounting policies that may exist.

The results of associates are included in the Company's income statement to the extent of dividends received and receivable. The Company's interests in associates are treated as non-current assets and are stated at cost less any impairment losses.

2.5 主要會計政策之概要 (續)

合營公司 (續)

- (c) 聯營公司一倘本集團長期持有其一般不少於20%附有投票權之股份權益及可對其管理行使重大影響力;或
- (d) 按香港會計準則第39號,股本投資為本集團直接或間接持有合營公司註冊資本20%以下的權益,並無控制權或對其有重大影響之合營公司。

聯營公司

聯營公司為附屬公司以外而本集團擁有不少於其20%股本投票權的長期權益,並對其有重大影響力之實體。

本集團所佔聯營公司於收購後的業績及儲備分別列於綜合收益表及綜合儲備內。在綜合資產負債表中,本集團於聯營公司的投資乃按本集團根據權益會計法計算之所佔其資產淨值,減去董事會認為必要永久減值準備後列出。若與會計政策存有任何差異,將會作出適當調整。

聯營公司之業績包括已收取股息及應收取股息已載於本公司之收益表內。本公司在聯營公司之利益將視為非流動資產,並以成本減去任何虧損減值。

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Jointly-controlled entities

A jointly-controlled entity is a joint venture that is subject to joint control, resulting in none of the participating parties having unilateral control over the economic activity of the jointly-controlled entity.

The Group's share of the post-acquisition results and reserves of jointly-controlled entities is included in the consolidated income statement and consolidated reserves, respectively. The Group's interest in jointly-controlled entities are stated in the consolidated balance sheet at the Group's share of net assets under the equity method of accounting, less any impairment losses.

The results of jointly-controlled entities are included in the Company's income statement to the extent of dividends received and receivable. The company's interest in a jointly-controlled entity is treated as non-current assets and is stated at cost less any impairment losses.

Goodwill

Goodwill arising on the acquisition of subsidiaries represents the excess of the cost of the business combination over the Group's interest in the net fair value of the acquirees' identifiable assets acquired, and liabilities and contingent liabilities assumed as at the date of acquisition.

Goodwill on acquisitions for which the agreement date is on or after 1 January 2005

Goodwill arising on acquisition is recognised in the consolidated balance sheet as an asset, initially measured at cost and subsequently at cost less any accumulated impairment losses.

The carrying amount of goodwill is reviewed for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired.

2.5 主要會計政策之概要 (續)

共同控權合資公司

合資公司為一由本集團和其他人士透過合約安排，共同承擔及控制之經濟活動，而該經濟活動並不受任何參與單方面控制。

本集團所佔共同控權合資公司於收購後之業績之權益乃根據符合本集團會計政策調整後之審核業績計算，並計入綜合損益表內。與共同控權合資公司所有重大交易往來賬款之變現損益，已根據本集團所佔該共同控權合資公司之權益按比例扣除。

合資公司之業績已被包括在本公司之收益表內之股息收入及應收股息之內。本公司對合資公司之權益當作非流動資產處理並按成本減去董事會認為必要的永久減值準備後列賬。

商譽

收購附屬公司及聯營公司所產生之商譽，乃指商業合併之收購成本超逾本集團於收購當日應佔被收購者之已購入可辨別資產、負債及或然負債之公允價值之數額。

協議日期為二零零五年一月一日或之後之購入商譽

因收購所產生之商譽乃作為資產於綜合資產負債表內確認，初始以成本計算，之後以成本減任何累積減值虧損計算。

每年均會檢討商譽之賬面值有否出現減值，倘出現任何事件或情況變動顯示賬面值有可能出現減值，則會作更頻繁之檢討。

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Goodwill (continued)

Goodwill on acquisitions for which the agreement date is on or after 1 January 2005 (continued)

For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units. Each unit or group of units to which the goodwill is so allocated:

- represents the lowest level within the Group at which the goodwill is monitored for internal management purposes; and
- is not larger than a segment based on either the Group's primary or the Group's secondary reporting format determined in accordance with HKAS 14 "Segment Reporting".

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units), to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised.

Where goodwill forms part of a cash-generating unit (group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative values of the operation disposed of and the portion of the cash-generating unit retained.

An impairment loss recognised for goodwill is not reversed in a subsequent period.

2.5 主要會計政策之概要 (續)

商譽 (續)

協議日期為二零零五年一月一日或之後之購入商譽 (續)

用作測試減值時，由商業合併所購入之商譽，由收購日起計，分配予集團每個現金產生單位，或預期會因合併協同作用受惠之現金產生單位組，不論集團是否分配其他資產及負債至該些單位或該些單位組。每單位或單位組之商譽分配方法如下：

- 本集團為內部管理目的監察商譽的最低層次；及
- 按照香港會計準則第14號「分部報告」劃分，而不大於集團主要或次要報告之分部。

減值乃根據估計與商譽有關之現金產生單位（現金產生單位組合）之可收回數額釐訂。倘現金產生單位（現金產生單位組合）之可收回數額少於其賬面值，則會確認減值虧損。

倘商譽組成部份現金產生單位（現金產生單位組合），而該單位之業務部份經已出售，則在釐訂出售業務之盈虧時，與所出售業務有關之商譽將計入業務之賬面值。在此情況下，所出售之商譽將按所出售業務之相關價值及所保留之現金產生單位部份計算。

就商譽確認之減值虧損不會於其後期間撥回。

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Goodwill (continued)

Goodwill previously eliminated against the consolidated reserves

Prior to the adoption of Statement of Standard Accounting Practice (“SSAP”) 30 “Business Combinations” in 2001, goodwill arising on acquisition was eliminated against the consolidated reserves in the year of acquisition. On the adoption of HKFRS 3, such goodwill remains eliminated against the consolidated reserves and is not recognised in profit or loss when all or part of the business to which the goodwill relates is disposed of or when a cash-generating unit to which the goodwill relates becomes impaired.

Impairment of assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, financial assets, investment properties and goodwill), the asset’s recoverable amount is estimated. An asset’s recoverable amount is calculated as the higher of the asset’s or cash-generating unit’s value in use and its fair value less costs to sell, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the income statement in the period in which it arises.

2.5 主要會計政策之概要 (續)

商譽 (續)

先前與綜合儲備對銷之商譽

於二零零一年採納會計實務準則第30號「商業合併」之前，收購產生之商譽在收購附屬公司及聯營公司年度之綜合儲備中對銷。於採納香港財務報告準則第3號時，當所有或部份與商譽有關的業務出售或與商譽有關的現金產生單位減值時，相關商譽繼續與綜合儲備對銷，而不會於損益表中確認。

資產減值

倘有跡象顯示出現減值或須就資產進行年度減值測試（存貨、遞延稅項資產、金融資產及投資物業除外），則會估計資產之可收回數額。資產之可收回數額按資產或產生現金單位之使用價值或公平值（以較高者為準）減銷售成本而計算，並就個別資產而確定，除非有關資產並無產生現金流入，且在頗大程度上獨立於其他資產或資產類別。在此情況下，可收回數額就資產所屬之產生現金單位而確定。

只有當資產之賬面值超出其可收回值時，減值虧損才予以確認。在評估使用價值時，估計之未來現金流量乃按稅前折現率折現至彼等的現值，而稅前折現率乃反映現時市場就金錢時間價值及資產特定風險之評估。減值虧損將計入其產生期間之收益表中。

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of assets (continued)

An assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, however not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation), had no impairment loss been recognised for the asset in prior years. A reversal of such impairment loss is credited to the income statement in the period in which it arises.

Related parties

A party is considered to be related to the Group if:

- (a) the party, directly or indirectly through one or more intermediaries, (i) controls, is controlled by, or is under common control with, the Group; (ii) has an interest in the Group that gives it significant influence over the Group; or (iii) has joint control over the Group;
- (b) the party is an associate;
- (c) the party is a jointly-controlled entity;
- (d) the party is a member of the key management personnel of the Group or its parent;
- (e) the party is a close member of the family of any individual referred to in (a) or (d);

2.5 主要會計政策之概要 (續)

資產減值 (續)

在每個報告日會評估有否於任何過往已確認之資產減值虧損可能不再存在或可能減少之跡象。倘出現任何該等跡象，會估計可收回數額。只有當用以確定資產可收回值之估計出現更改時，才可將以往確認之減值虧損（除商譽外）回撥，但有關價值並不可高於假設過往年度並無就該資產確認任何減值虧損之情況下，該資產本來確定之賬面值（經扣除任何折舊／攤銷）。減值虧損撥回至其產生期間之收益表中。

關連人士

在下列情況下，有關方將被視為本集團的關連人士：

- (a) 有關方直接或透過一名或多名中介人間接：(i)控制本集團，或受到本集團控制或共同控制；(ii)擁有本公司的權益，並可對本集團實施重大影響力；或(iii)與他人共同擁有本集團的控制權；
- (b) 有關方為聯營方；
- (c) 有關方為與他人共同控制實體；
- (d) 有關方為本集團或其母公司的主要管理人員；
- (e) 有關方為(a)或(d)項所述人士的直系親屬；

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Related parties (continued)

- (f) the party is an entity that is controlled, jointly controlled or significantly influenced by or for which significant voting power in such entity resides with, directly or indirectly, any individual referred to in (d) or (e); or
- (g) the party is a post-employment benefit plan for the benefit of the employees of the Group, or of any entity that is a related party of the Group.

Property, plant and equipment and depreciation

Property, plant and equipment are stated at cost or valuation less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment 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 items of property, plant and equipment have been put into operation, such as repairs and maintenance, 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 an item of property, plant and equipment, and where the cost of the item can be measured reliably, the expenditure is capitalised as an additional cost of that asset or as a replacement.

2.5 主要會計政策之概要 (續)

關連人士 (續)

- (f) 有關方乃(d)或(e)項所述人士直接或間接控制、與他人共同控制或發揮重大影響力、或擁有重大投票權之實體；或
- (g) 有關方為本集團或其關聯方的僱員終止受雇後的福利計劃的受益人。

物業、廠房及設備以及折舊

物業、廠房及設備乃按成本值或估值減累計折舊及任何減值虧損列值。物業、廠房及設備項目之成本值包括其購買價及任何令該資產達至現時營運狀況及地點以作原定用途之直接應佔成本。物業、廠房及設備項目投入運作後產生之開支(如修理及維修)一般按其產生之期間在收益表內扣除。倘能清楚顯示費用令物業、廠房及設備項目用途取得之預期未來經濟效益有所增加,而該項目之成本能可靠地計量,則該筆費用將撥充資本作為資產之額外成本。

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Property, plant and equipment and depreciation (continued)

Depreciation is calculated on the straight-line basis to write off the cost or valuation of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Hotel properties	Over the lease terms
Leasehold land	Over the lease terms
Buildings	2.5% – 3%
Leasehold improvements	10% – 15%
Plant and machinery	10%
Furniture, fixtures and equipment	15% – 20%
Motor vehicles	20%

Where parts of an item of property, plant and equipment have different useful lives, the cost or valuation of that item is allocated on a reasonable basis among the parts and each part is depreciated separately.

Residual values, useful lives and depreciation method are reviewed, and adjusted if appropriate, at each balance sheet date.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the income statement in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

2.5 主要會計政策之概要 (續)

物業、廠房及設備以及折舊 (續)

折舊之計算方法乃按每項資產的估計可使用年期以直線法撇銷其成本值或估值。所採用的主要有關年率如下：

酒店物業	按租約年期
長期及中期租約土地	按租約年期
樓宇	2.5% – 3%
租賃物業裝修	10% – 15%
廠房及機器	10%
傢俬、裝置及設備	15% – 20%
汽車	20%

倘一項物業、廠房及設備項目之部份之使用年期不同，該項目之成本或估值乃於有關部份按合理基準分配，而各部份均獨立折舊。

殘值、使用年期及折舊方法於各結算日審核及調整（如適用）。

物業、廠房及設備項目，乃於出售後或預期將來其用途或出售並無經濟利益時終止確認。於資產終止確認之年度內，於收益表中確認之出售或報廢之任何收益或虧損乃出售所得款項淨額與相關資產賬面值之差額。

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investment properties

Investment properties are interests in land and buildings held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the balance sheet date.

Gain or losses arising from changes in the fair values of investment properties are included in the income statement in the year in which they arise.

Any gains or losses on the retirement or disposal of an investment property are recognised in the income statement in the year of the retirement or disposal.

Leases

Leases that transfer substantially all the rewards and risks of ownership of assets to the Group, 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 property, plant and equipment 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.

2.5 主要會計政策之概要 (續)

投資物業

投資物業乃指持作賺取租金收入及／或持作資本增值之土地及樓宇權益，並非作生產或供應產品或服務或作行政目的；或作日常業務中的銷售。該等物業按成本（包括交易成本）初步計量。於初步確認後，投資物業乃按公平值列賬，反映於結算日之市場環境。

投資物業之公平值變動產生之收益或虧損乃於其產生之年度收益表內列賬。

任何報廢或出售投資物業之收益或虧損乃於報廢或出售年度內於收益表內確認。

租約

凡資產擁有權帶來之絕大部份回報及風險仍歸集團所有法律地位除外，則有關租賃乃列為財務租賃。於財務租約開始，租約資產之成本乃按現在最少租金付款及紀錄資本化。當中不包括利息原素以反映購買及貸款。資本化財務租約下之資產包括物業、廠房及設備，同時將以租約年期及估計該資產有用年期較短者進行折舊。該租約之財務成本已計入收益賬內，因此為租約期內提供一致抵押期利率。

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Leases (continued)

Assets acquired through hire purchase contracts of a financing nature are accounted for as finance leases, but are depreciated over their estimated useful lives.

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to the income statement on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under the operating leases are charged to the income statement on the straight-line basis over the lease terms.

Prepaid land lease payments under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms. When the lease payments cannot be allocated reliably between the land and buildings elements, the entire lease payments are included in the cost of the land and buildings as a finance lease in property, plant and equipment.

Investments and other financial assets

Applicable to the year ended 31 March 2005:

The Group classified its investments, other than subsidiaries, associates and jointly-controlled entities, as investment securities and held-to-maturity securities.

2.5 主要會計政策之概要 (續)

租約 (續)

本公司透過屬融資性質之租購合約購入之資產乃以融資租賃入賬，惟該資產以其估計可使用年期攤銷。

凡資產擁有權帶來之絕大部份回報及風險仍歸出租人所有，則有關租賃乃列為經營租賃。倘本集團為出租人，伸本集團於經營租賃項下出租之資產乃計入為非流動資產，而經營租賃項下之應收租金則按租期以直線法計入收益表。倘本集團為承租人，經營租賃項下之應付租金將按租期以直線法於收益表扣除。

根據經營租約預付之土地租金首次乃成本列賬，而隨後則按租期以直線法確認。租金不可於土地及樓宇部份可靠地分配時，全部租金乃於土地及樓宇之成本列賬為物業、廠房及設備之融資租賃。

投資及其他財務資產

適用於截至二零零五年三月三十一日止年度：

本集團將其投資（附屬公司，聯營公司及共同控權合資公司除外）分類為投資證券及持有至到期證券。

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Applicable to the year ended 31 March 2005: (continued)

Investment securities

Investment securities in listed and unlisted debt and equity securities, intended to be held for a continuing strategic or long term purpose, are stated at cost less any impairment losses, on an individual investment basis.

When a decline in the fair value of a security below its carrying amount has occurred, unless there is evidence that the decline is temporary, the carrying amount of the security is reduced to its fair value, as estimated by the directors. The amount of the impairment is charged to the income statement for the period in which it arises. When the circumstances and events which led to the impairment in value cease to exist and there is persuasive evidence that the new circumstances and events will persist for the foreseeable future, the amounts of the impairments previously charged is credited to the income statement to the extent of the amount previously charged.

Held-to-maturity securities

Held-to-maturity securities are investments in dated debt securities which the Group has the expressed intention and ability to hold to maturity, and are stated at cost adjusted for the amortisation of premiums or discounts arising on acquisition, less any impairment losses which reflect their credit risk.

The profit or loss on disposal of investment securities is accounted for in the period in which the disposal occurs as the difference between the net sales proceeds and the carrying amount of the investments.

2.5 主要會計政策之概要 (續)

投資及其他財務資產 (續)

適用於截至二零零五年三月三十一日止年度：(續)

投資證券

擬持有就現有之策略及長遠目的而言之上市投資證券及非上市債務及股本證券乃按個別投資基準以成本減任何減值虧損入賬。

當出現減值，證券之賬面值將如董事所估計減至證券之公平值，而減值涉及之款項將計入出現該等減值之期間之收益表內。當出現任何情況及事件導致減值不再出現，並且有有力證據顯示新出現之情況及事件在可見之將來將會持續，則先前入賬之減值款項將計入收益表，並以先前入賬之款項為限。

持有至到期之證券

持有至到期之證券為本集團表示有意及有能力持有至到期之有註明日期債務證券，而該證券之成本乃經收購所產生之攤銷溢價或折讓後調整減顯示證券之貸款風險之任何減值虧損。

出售投資證券之溢利或虧損已於出現該等出售之所屬期間內入賬，作為銷售所得款項淨額與投資賬面值之差額。

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Applicable to the year ended 31 March 2006:

Financial assets in the scope of HKAS 39 are classified as either financial assets at fair value through profit or loss, loans and receivables and available-for-sale financial assets, as appropriate. When financial assets are recognised initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs. The Group determines the classification of its financial assets after initial recognition and, where allowed and appropriate, re-evaluates this designation at the balance sheet date.

All regular way purchases and sales of financial assets are recognised on the trade date i.e., the date that the Group commits to purchase the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

Financial assets at fair value through profit or loss

Financial assets classified as held for trading are included in the category “financial assets at fair value through profit or loss”. Financial assets are classified as held for trading if they are acquired for the purpose of sale in the near term. Gains or losses on investments held for trading are recognised in the income statement.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are carried at amortised cost using the effective interest method. Gains and losses are recognised in the income statement when the loans and receivables are derecognised or impaired, as well as through the amortisation process.

2.5 主要會計政策之概要 (續)

投資及其他財務資產 (續)

適用於截至二零零六年三月三十一日止年度：

香港會計準則第39號範圍內之財務資產乃分類為按盈虧釐定公平值之財務資產、及持有至到期投資(如適用)。金融資產於初步確認時，乃以公平值計算，及倘投資並非按盈虧釐定公平值時，則以直接應佔交易成本計算。本集團於初步確認後決定其金融資產之分類，及倘容許及適合，於結算日重新評估此項指定。

所有一般買賣之金融資產概於交易日(即本集團承諾購買資產之日期)予以確認。一般買賣指按照一般市場規定或慣例所定之期間內交付資產之金融資產買賣。

透過損益按公平值計算之金融資產

分類為持作買賣之金融資產乃包括於「透過損益按公平值計算之金融資產」類別中。倘金融資產以短期出售為目的而購入，則分類為持作買賣。持作買賣之投資之收益或虧損於收益表內確認。

貸款及應收款項

貸款及應收款項乃按固定或可釐定款項且並無於活躍市場報價之非衍生金融資產。該等資產按實際利率法以攤銷成本列賬。於貸款及應收款項終止確認或出現減值時，收益及虧損乃透過攤銷處理於收益表確認。

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Available-for-sale financial assets

Available-for-sale financial assets are non-derivative financial assets in listed and unlisted equity securities that are designated as available for sale or are not classified in any of the other categories. After initial recognition, available-for-sale financial assets are measured at fair value, with gains or losses recognised as a separate component of equity until the investment is derecognised or until the investment is determined to be impaired, at which time the cumulative gain or loss previously reported in equity is included in the income statement.

When the fair value of unlisted equity securities cannot be reliably measured because (a) the variability in the range of reasonable fair value estimates is significant for that investment or (b) the probabilities of the various estimates within the range cannot be reasonably assessed and used in estimating fair value, such securities are stated at cost less any impairment losses.

Fair value

The fair value of investments that are actively traded in organised financial markets is determined by reference to quoted market bid prices at the close of business at the balance sheet date. For investments where there is no active market, fair value is determined using valuation techniques. Such techniques include using recent arm's length market transactions; reference to the current market value of another instrument which is substantially the same; a discounted cash flow analysis; and option pricing models.

2.5 主要會計政策之概要 (續)

投資及其他財務資產 (續)

可供出售財務資產

可供出售財務資產乃上市非衍生金融資產及持作可供出售或並非分類為其他兩類任何一類之非上市股本證券。於初步確認後，可供出售財務資產乃按公平值計算，產生之收益或虧損作為權益之一個單獨之組成部分來確認，直至投資終止確認或直至投資被釐定為減值，屆時過往呈報於權益之累積收益或虧損乃包括於收益表中。

當非上市股本證券之公平值由於(a)合理公平值估計範圍之變動相對該投資而言實屬重大，或(b)上述範圍內之各種估價之概率未能合理評估及用以估算公平值，而未能可靠計算時，該等證券將按成本扣除任何減值虧損列帳。

公平值

就於有秩序之金融市場上交投活躍之投資而言，其公平值乃參考結算日營業時間結束時於證券交易所之市場買入報價後釐定。至於沒有活躍市場之投資，其公平值則以估值方法釐定。該等方法包括以最近按公平原則進行之市場交易，以另外大致相同之工具之現行市值作參考，以現金流量折現分析及期權定價模型。

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets (applicable to the year ended 31 March 2006)

The Group assesses at each balance sheet date whether there is any objective evidence that a financial asset or a group of financial assets is impaired.

Assets carried at amortised cost

If there is objective evidence that an impairment loss on loans and receivables carried at amortised cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition). The carrying amount of the asset is reduced either directly or through the use of an allowance account. The amount of the impairment loss is recognised in profit or loss.

The Group first assesses whether objective evidence of impairment exists individually for financial assets that are individually significant, and individually or collectively for financial assets that are not individually significant. If it is determined that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, the asset is included in a group of financial assets with similar credit risk characteristics and that group is collectively assessed for impairment. Assets that are individually assessed for impairment and for which an impairment loss is or continues to be recognised are not included in a collective assessment of impairment.

2.5 主要會計政策之概要 (續)

財務資產之減值 (適用於截至二零零六年三月三十一日止年度)

本集團於各結算日評估有否客觀證據顯示財務資產或一組財務資產出現減值。

按攤銷成本列賬之資產

倘有客觀證據顯示按攤銷成本列賬之貸款及應收款項出現減值虧損，虧損數額按該資產之賬面值與估計未來現金流量（不包括尚未出現之未來信貸虧損）之現值（按財務資產之原來實際利率（即初步確認時所計之實際利率）折現）之差額計算。資產之賬面值可直接或透過使用備抵項目減少。減值虧損數額於收益表確認。

本集團首先評估有否客觀證據顯示減值單獨地存在於獨立具有重要性之財務資產，還是單獨或整體地存在於不獨立具有重要性之財務資產。倘確定並無客觀證據顯示減值存在於單獨評估之金融資產，無論重要與否，該資產將包括於具類似信貸風險特徵之一組財務資產，並整體進行減值評估。單獨進行減值評估且其減值虧損已確認或將持續確認之資產並不包括於整體減值評估。

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets (applicable to the year ended 31 March 2006) (continued)

Assets carried at amortised cost (continued)

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed. Any subsequent reversal of an impairment loss is recognised in the income statement, to the extent that the carrying value of the asset does not exceed its amortised cost at the reversal date.

Assets carried at cost

If there is objective evidence that an impairment loss on an unquoted equity instrument that is not carried at fair value because its fair value cannot be reliably measured has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Impairment losses on these assets are not reversed.

Available-for-sale financial assets

If an available-for-sale asset is impaired, an amount comprising the difference between its cost (net of any principal payment and amortisation) and its current fair value, less any impairment loss previously recognised in profit or loss, is transferred from equity to the income statement. Impairment losses on equity instruments classified as available for sale are not reversed through profit or loss.

2.5 主要會計政策之概要 (續)

財務資產之減值 (適用於截至二零零六年三月三十一日止年度) (續)

按已攤銷成本列帳的資產 (續)

如果在以後的會計年度，減值虧損的金額減少，且這種減少客觀上與減值虧損確認後發生的事項相關聯，則先前確認的減值虧損可被轉回。任何之後被轉回之減值虧損被列入收益表中，惟有關轉回不應當使該項財務資產於虧損減值轉回時的帳面值超過其未確認減值的攤餘價值。

按成本列值之資產

倘有客觀證據顯示，因未能可靠計量公平值而未按公平值列值之如非上市股本工具，則虧損金額按該資產之賬面值與預期未來現金流量之現值（按類似財務資產之現行市率折現）之差額入賬。該等資產之減值虧損不予撥回。

可供出售之財務資產

倘一項可供出售資產出現減值，其成本值（扣除任何主要付款及攤銷）與其現行公平值之差額，在扣減以往在溢利或虧損中確認之任何減值虧損後會由權益轉撥至收益表。分類作可供出售之股本工具之減值虧損不會透過溢利或虧損撥回。

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Derecognition of financial assets (applicable to the year ended 31 March 2006)

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised where:

- the rights to receive cash flows from the asset have expired;
- the Group retains the rights to receive cash flows from the asset, but has assumed an obligation to pay in full without material delay to a third party under a “pass-through” arrangement; or
- the Group has transferred its rights to receive cash flows from the asset and either (a) has transferred substantially all the risks and rewards of the asset, or (b) has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Where the Group has transferred its rights to receive cash flows from an asset and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognised to the extent of the Group’s continuing involvement in the asset. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

2.5 主要會計政策之概要 (續)

終止確認財務資產 (適用於截至二零零六年三月三十一日止年度)

在下列情況下，將終止確認財務資產，或（如適當）一項財務資產之一部份或一組類似財務資產之一部份：

- 可獲取資產所得現金流量之權利期滿；
- 本集團保留可獲取資產所得現金流量之權利，但根據交付協議須無重大延地向第三方清償；或
- 本集團已轉讓其可獲取資產所得現金流量之權利，並(a)轉讓資產之一切回報及風險絕大部份，或(b)既無轉讓亦無保留資產之一切回報及風險絕大部份，但已轉讓資產之控制權。

倘本集團已轉讓其可獲取資產所得現金流量之權利，但既無轉讓亦無保留資產之一切回報及風險絕大部份，亦無轉讓資產之控制權，則本集團將繼續確認該資產。以轉讓資產擔保形式發生之持續相關乃按該資產之原賬面值及本集團須支付之最高代價額（以較低者為準）計算。

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Derecognition of financial assets (applicable to the year ended 31 March 2006) (continued)

Where continuing involvement takes the form of a written and/or purchased option (including a cash-settled option or similar provision) on the transferred asset, the extent of the Group's continuing involvement is the amount of the transferred asset that the Group may repurchase, except in the case of a written put option (including a cash-settled option or similar provision) on an asset measured at fair value, where the extent of the Group's continuing involvement is limited to the lower of the fair value of the transferred asset and the option exercise price.

Interest-bearing loans and borrowings

All loans and borrowings are initially recognised at the fair value of the consideration received less directly attributable transaction costs.

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest method.

Gains and losses are recognised in net profit or loss when the liabilities are derecognised as well as through the amortisation process.

Derecognition of financial liabilities (applicable to the year ended 31 March 2006)

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in profit or loss.

2.5 主要會計政策之概要 (續)

終止確認財務資產 (適用於截至二零零六年三月三十一日止年度) (續)

倘持續相關以轉該資產書面及／或購買期權 (包括現金結算期權或類似條文) 形式發生，則本集團之持續相關部份為本集團購回之轉讓資產部份。倘資產之書面認估期權 (包括現金結算期權或類似條文) 按公平值計算，則本集團之持續相關部份僅限於轉讓資產之公平值及期權行使價兩者之較低者。

帶息貸款及借貸

所有貸款及借貸首次均按應收代價之公平值減直接應佔之交易成本確認。

首次確認後，計息貸款及借貸隨後按實際利率法以攤銷成本列值。

倘負債撤銷確認或在進行攤銷處理，則其盈虧按純利或淨損確認。

撤銷確認財務負債 (適用於截至二零零六年三月三十一日止年度)

負債被解除或取消或到期時，撤銷確認財務負債。

倘現有財務負債由同一貸方授予條款迥異之其他債項取代，或現有負債之條款經款經重大修訂，則該等變更或修訂視作撤銷確認原負債及確認新負債，各賬面值之差額於損益表確認。

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the first-in, first-out basis and in the case of work in progress and finished goods, comprised direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

Export quotas

Temporary export quotas purchased are charged to the income statement at the date when goods are shipped under that quota category or upon expiry.

Export quotas allocated by the authorities in the countries in which the Group operates are not capitalised as assets in the consolidated balance sheet.

Income arising from the sale of export quotas is credited to the income statement in the year of disposal.

Properties held for sale

Properties held for sale are stated at the lower of cost and net realisable value on an individual property basis. Cost includes all development expenditure, applicable borrowing costs and other direct costs attributable to such properties. Net realisable value is determined by reference to the prevailing market price.

2.5 主要會計政策之概要 (續)

存貨

存貨在適當扣除過時或滯銷貨品的準備後，按成本值（以先入先出法計算）與可變現淨值兩者中之較低者估值。至於在製品及製成品方面，成本值包括直接材料、直接工資及適當比例的製造開支，可變現淨乃根據估計售價，減預期於完工及出售前產生的任何其他成本計算。

出口配額

購入臨時出口配額，於貨品根據該配額類別付運的日期或配額期限屆滿的日期在收益表內扣除。

由本集團經營業務所在國家有關當局分配的出口配額並無撥作資本，亦未於資產負債表中列為資產。

出售出口配額所得收入，於出售年度計入收益表。

待售物業

待售物業按成本值及按個別物業之可變現淨值之較低者記賬。成本值包括所有有關該物業應佔之發展費用、有關之借貸成本及其它直接成本。可變現淨值則按於當時之市值而釐定。

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Cash and cash equivalents

For the purpose of the consolidated cash flow statement, cash and cash equivalents comprise cash on hand and 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.

For the purpose of the balance sheets, cash and cash equivalents comprise cash on hand and at banks, including term deposits, which are not restricted as to use.

Income tax

Income tax comprises current and deferred tax. Income tax is recognised in the income statement, or in equity if it relates to items that are recognised in the same or a different period directly in equity.

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities.

Deferred tax is provided, using the liability method, on all temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

2.5 主要會計政策之概要 (續)

現金及現金等值項目

就綜合現金流量表而，現金及現金等值項目指手頭現金及活期存款及短期高度流通而可以隨時兌換成已知數額之現金，而該筆現金須承受價宜改變之較低風險，並為較短期之投資項目（一般為於購入後三個月內到期），減去須即期償還之銀行透支，而成為本集團現金管理之主要部分。

就資產負債表而言，現金及現金等值項目包括並無指定用途之手頭現金及銀行現金（包括定期存款）

所得稅

所得稅包括即期及遞延稅項。所得稅乃收益表內確認，惟若其與於相同或不同期間直接在權益中確認之項目有關，則在權益中確認。

即期及前期之即期稅項資產及負債乃按預期從稅務機關收回或向其支付之金額計量。

遞延稅項以負債法就於結算日之資產及負債之稅務基礎及其用作稅務申報之置存值之間之所有暫時差額撥備。

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax (continued)

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- where the deferred tax liability arises from goodwill or the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with interests in subsidiaries, associates and joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, carryforward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised, except:

- where the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with interests in subsidiaries, associates and joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

2.5 主要會計政策之概要 (續)

所得稅 (續)

所有應課稅暫時性差異均會確認為遞延稅項負債，惟以下情況例外：

- 惟倘遞延稅項負債乃因商譽或因並非商業合併交易之資產或負債之初步確認而產生，且於交易時並不影響會計溢利及應課稅溢利或虧損者則除；及
- 就與在附屬公司，聯營公司及合營公司權益有關之應課稅暫時差異而言，則倘暫時差異撥回之時間可被控制及暫時差異於可預見將來可能將不能撥回者除外。

遞延稅項資產乃就所有可扣減暫時差異、未動用稅項資產及未動用稅項虧損之轉結而確認，惟以可扣減暫時差異、未動用稅項資產及未動用稅項虧損之轉結可獲動用作抵銷應課稅溢利為限，惟以下情況例外：

- 惟倘可扣減暫時差異之遞延稅項資產乃因並非商業合併交易之資產或負債之初步確認而產生，且於交易時共不影響會計溢利及應課稅溢利或虧損者則除外；及
- 就與在附屬公司，聯營公司及合營公司權益有關之可扣減暫時差異而言，遞延稅項資產之確認僅以暫時差異於可預見將來可撥回及暫時差異可獲動用作抵銷應課稅溢利為限。

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax (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 profit will be available to allow all or part of the deferred tax asset to be utilised. Conversely, previously unrecognised deferred tax assets are reassessed at each balance sheet date and are recognised to the extent that it is 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 is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

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:

- (a) from the sale of goods and quotas, when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods and quotas sold;
- (b) income from the restaurant and food businesses, at the point of sale to customers;

2.5 主要會計政策之概要 (續)

所得稅 (續)

遞延稅項資產之賬面值於每個結算日作出檢討，並扣減至應課稅溢利不再足以供所有或部份遞延資產可被動用。相反，以往未被確認之遞延稅項資產乃於各結算日重新評估，並於應課稅溢利足以供所有或部份遞延稅項資產可被動用時確認。

遞延稅項資產及負債乃按預期適用於變現資產或償還負債期間之稅率，按照於結算日已制定或實質制定之稅率（及稅務法）計算。

倘存在法律上可強制執行之權利，令即期稅項資產及即期稅項負債可互相抵銷，而遞延稅項關於同一應課稅實體及同一稅務機關，則遞延稅項資產及遞延稅項負債將會抵銷。

收入確認

倘本集團可獲得經濟利益，而收入可準確地計算，則收入將按下列基準入賬：

- (a) 銷售貨品及配額乃在擁有貨品的重大風險及報酬轉交買方時入賬，惟本集團須確保其不牽涉有關之管理（通常指擁有權而言），亦無擁有所售貨品及配額的實際控制權；
- (b) 餐飲業務收入乃於售予顧客時入賬；

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition (continued)

- (c) income from the sale of completed properties, on the exchange of legally binding unconditional sales contracts;
- (d) rental income, in the period in which the properties are let out and on the straight-line basis over the lease terms;
- (e) hotel and other service income, in the period in which such services are rendered; and
- (f) interest income, on an accrual basis using the effective interest method by applying the rate that discounts the estimated future cash receipts through the expected life of the financial instrument to the net carrying amount of the financial assets.

Employee benefits

Share-based payment transactions

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. Employees (including directors) of the Group receive remuneration in the form of share-based payment transactions, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transaction with employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a binomial model, further details of which are given in note 32. In valuing equity-settled transactions, no account is taken of any performance conditions, other than conditions linked to the price of the shares of the Company ("market condition"), if applicable.

2.5 主要會計政策之概要 (續)

收入確認 (續)

- (c) 出售已完成物業之收入，乃於受法律約束之無條件銷售合約簽訂時確認；
- (d) 租金收入乃於物業出租期間根據租賃年期以直線法計算；
- (e) 酒店及其他服務收入乃於提供服務期間入賬；及
- (f) 利息收入以應計方式按金融工具的估計年期用實際利率法將未來估計的現金收入折扣計算財務資產的賬面淨值。

僱員福利

以股份支付的交易

本公司實施購股權計劃，為對本集團業務成功作出貢獻之合資格參與者，提供激勵與獎勵。本集團僱員（包括董事）以股本支付之交易方式收取報酬，僱員提供服務作為收取股本工具之代價（「以股本支付之交易」）。

與僱員進行以股本支付之交易之成本，乃參照授出日期之公平值而計算。公平值根據外界估值師使用二項式模式確定，參考附註32。評定以股本支付交易之價值時，除了對本公司股份價格有影響之條件（「市場條件」）（如適用）外，並無將任何績效條件計算在內。

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Employee benefits (continued)

Share-based payment transactions (continued)

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service condition are fulfilled, ending on the date on which the relevant employee become fully entitled to the award (the “vesting date”). The cumulative expense recognised for equity-settled transactions at each balance sheet date until the vesting date reflects the extent to which the vesting period has expired and the Group’s best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the income statement for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

No expense is recognised for awards that do not ultimately vest, except for awards where vesting is conditional upon a market condition, which are treated as vesting irrespective of whether or not the market condition is satisfied, provided that all other performance conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified. In addition, an expense is recognised for any modification, which increases the total fair value of the share-based payment arrangement, or is otherwise beneficial to the employee as measured at the date of modification.

2.5 主要會計政策之概要 (續)

僱員福利 (續)

以股份支付的交易 (續)

以股本支付之交易之成本，連同權益相應增加部分，在績效及／或服務條件獲得履行期間（於有關僱員完全有權獲得授予之日（「歸屬日期」）結束）內確認。在歸屬日期前，每屆結算日確認之以股本支付之交易之累計開支，反映歸屬期已到期部分及本集團對最終將會歸屬之股本工具數目之最佳估計。在某一期間內在收益表內扣除或進賬，乃反映累計開支於期初與期終確認時的變動。

對於已授出但尚未歸屬之購股權，不會確認任何開支，但視乎市場條件而決定歸屬與否的已授出購股權則除外，對於該類購股權而言，只要所有其他績效條件已經達成，不論市場條件是否達成，均會被視為已歸屬。

倘若以股本支付之購股權之條款有所變更，所確認之開支最少須達到猶如條款並無任何變更之水平。此外，倘若按變更日期之計量，任何變更導致以股份支付之安排的總公平值有所增加，或對僱員帶來其他利益，則應就該等變更確認開支。

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Employee benefits (continued)

Share-based payment transactions (continued)

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

The Group had adopted the transitional provisions of HKFRS 2 in respect of equity-settled awards and has applied HKFRS 2 only to equity-settled awards granted after 7 November 2002 that had not vested on 1 January 2005 and to those granted on or after 1 January 2005.

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. An 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.

2.5 主要會計政策之概要 (續)

僱員福利 (續)

以股份支付的交易 (續)

倘若以股本支付之購股權被註銷，應被視為已於註銷日期歸屬，任何尚未確認之授予購股權之開支，均應立刻確認，然而，若授予新購股權代替已註銷之購股權，並於授出日期指定為替代購股權，則已註銷之購股權及新購股權，均應被視為原購股權的變更，一如前段所述。

計算每股盈利時，尚未行使購股權之攤薄效應，反映為額外股份攤薄。

本集團已採納香港財務報告準則第2號有關以股本支付購股權之過渡性條文，並僅應用香港財務報告準則第2號於二零零二年十一月七日之後授出之購股權，不歸屬於二零零五年一月一日及於二零零五年一月一日或之後。

結轉有薪假期

本集團根據聘用合約按公曆年之基準向其僱員提供有薪年假。在若干情況下，於結算日，該等尚未使用之假期可結轉，而有關僱員可在下一年度使用。於結算日本集團就該等在年度內產生之有薪假期涉及之預期未來費用撥作預提費用及結轉該等假期。

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Employee benefits (continued)

Employment Ordinance long service payments

Certain of the Group's employees have completed the required number of years of service to the Group in order to be eligible for long service payments under the Hong Kong Employment Ordinance (the "Employment Ordinance") in the event of the termination of their employment. The Group is liable to make such payments in the event that such a termination of employment meets the circumstances specified in the Employment Ordinance.

A contingent liability is disclosed in respect of possible future long service payments to employees, as a number of current employees have achieved the required number of years of service to the Group, to the balance sheet date, in order to be eligible for long service payments under the Employment Ordinance if their employment is terminated in the circumstances specified. A provision has not been recognised in respect of such possible payments, as it is not considered probable that the situation will result in a material future outflow of resources from the Group.

2.5 主要會計政策之概要 (續)

僱員福利 (續)

僱傭條例長期服務金

本集團之若干僱員已完成根據香港僱傭條例(「僱傭條例」)所規定為本集團服務之服務年期,可於倘若其遭終止僱用時,合資格獲取長期服務金。故此,若僱員遭解僱時符合僱傭條例所指之特定情況,集團須負債支付此等長期服務金。

鑑於若干現有僱員於結算日已達致為本集團服務所需年數,放倘彼等在特定情況下遭終止僱用時,可根據僱傭條例合資格獲取長期服務金,因此集團就可能於未來向僱員支付長期服務金之或然負債作出披露。由於該等可能出現之支付長期服務金之情況並不大可能會導致本集團之資源日後出現重大流出情況,故並無就該可能出現之支付長期服務金作出撥備。

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Employee benefits (continued)

Pension schemes

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the “MPF Scheme”) under the Mandatory Provident Fund Schemes Ordinance, for those employees who are eligible to participate in the MPF Scheme. 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, except for the Group’s employer voluntary contributions, which are refunded to the Group when the employee leaves employment prior to the contributions vesting fully, in accordance with the rules of the MPF Scheme.

The employees of the Group’s subsidiaries which operate in Mainland China are required to participate in central pension schemes (the “CP Schemes”) operated by respective local municipal governments. These subsidiaries are required to contribute a certain percentage of their covered payroll to the CP Schemes to fund their benefits. The only obligation of the Group with respect to the CP Schemes is to pay the ongoing required contributions under the CP Schemes. Contributions under the CP Schemes are charged to the income statement as they become payable in accordance with the rules of the CP Schemes.

2.5 主要會計政策之概要 (續)

僱員福利 (續)

僱員退休計劃

本集團遵從強制性公積金計劃條例推行界定供款強制公積金退休計劃(「強積金計劃」)予合資格參予之僱員。供款乃按參予計劃之僱員獲得之有關收入之某百分率而作出，並根據強積金計劃之規則於應付時計入收益賬內。強積金計劃之資產與本集團之資產乃分開保存，由獨立管理基金持有。本集團所作之僱主供款(不包括僱主自願性供款)於供款時悉數賦予僱員，而若僱員於可部份或悉數享有本集團為其作出之僱主自願性供款前離職，僱主自願性供款則根據強積金計劃之規則部份或悉數退還本集團。

本集團於中國內地之附屬公司之僱員需要參與由當地市政府所提供之中央退休金計劃。該等附屬公司需要以其工資成本之若干份額作為該中央退休金計劃之供款。倘供款根據中央退休金計劃之規則應予以支付時，便會於收益賬中扣除。

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Dividends

Final dividends proposed by the directors are classified as a separate allocation of retained profits within the equity 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.

Foreign currencies

These financial statements are presented in Hong Kong dollars, which is the Company's functional and presentation currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions are initially recorded using the functional currency rates ruling at the date of the transactions. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rates of exchange ruling at the balance sheet date. All differences are taken to profit or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

2.5 主要會計政策之概要 (續)

股息

董事建議之末期股息將於資產負債表，股本項目下之保留溢利分類為獨立分配，直至該等股息於股東大會上獲股東批准。倘此等股息獲股東批准及宣派，末期股息將會確認為一項負債。

外幣

該等財務報表乃以本公司之功能及呈報貨幣港元編制。本集團之每個實體釐定其本身之功能貨幣，而載於各實體之財務報表之項目乃以功能貨幣計量。外幣交易按交易日之功能貨幣之匯率初步記錄。於結算日以外幣訂值之貨幣資產及負債乃按結算日之功能貨幣匯率重新換算。所有差額均撥入溢利或虧損。按外幣之歷史成本計量之非貨幣項目乃於首次交易日期按匯率換算。按外幣之公平值計量之非貨幣項目乃於公平值釐定當日按匯率換算。

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign currencies (continued)

The functional currency of certain overseas subsidiaries, associates and jointly-controlled entities are currencies other than the Hong Kong dollars. As at the balance sheet date, the assets and liabilities of these entities are translated into the presentation currency of the Company at the exchange rates ruling at the balance sheet date and, their income statements are translated into Hong Kong dollars at the weighted average exchange rates for the year. The resulting exchange differences are included in a separate component of equity. On disposal of a foreign entity, the deferred cumulative amount recognised in equity relating to that particular foreign operation is recognised in the income statement.

For the purpose of the consolidated cash flow statement, the cash flows of overseas subsidiaries are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

2.5 主要會計政策之概要 (續)

外幣 (續)

若平海外附屬公司、聯營公司及共同控權合資公司之功能貨幣並非港元。於結日，該等個體之資產及負債按結算當天之匯率折算為本公司之呈報貨幣，該等個體之收益報表按本年度之加權平均兌換率折算為港元。因此產生之匯兌差額被列入股本中之獨立部分。在出售海外個體時，已於權益確認之該特定海外業務相關之遞延累計總額被再確認於收益表中。

於綜合現金流量表時，以外幣記賬之海外附屬公司之現金流量乃以出現現金流量當日之率換算為港幣。而海外附屬公司於年內經常出現之現金流量項目則以年內之加權平均率換算為港幣。

3 重大會計判斷及估計

判斷

於應用本集團會計政策過程中，管理層已作出以下判斷，惟涉及估計者除外，因估計對財務報表中確認之金額影響最大：

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Judgements (continued)

Operating lease commitments – Group as lessor

The Group has entered into commercial property leases on its investment property portfolio. The Group has determined that it retains all the significant risks and rewards of ownership of these properties which are leased out on operating leases.

Classification between investment properties and owner-occupied properties

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group.

Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately (or leased out separately under a finance lease), the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes.

Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as investment property.

3 重大會計判斷及估計 (續)

判斷 (續)

經營租賃承諾 – 本集團作為出租人

本集團已就其投資物業組合訂立商用物業租約。本集團已確定其保留所有以經營租賃方式出租之此等物業帶來之重大風險及回報。

投資物業及業主物業之歸類

本集團確定一幢物業是否可稱作投資物業，並已制定判斷之準則。投資物業乃持有作賺取租金或資金增值或兩者兼有之用途。因此，本集團考慮一幢物業在產出現金流量時，是否大都獨立於本集團持有之其他資產。

部分物業被持有作賺取租金或資金增值用途，另一部分則被持有作生產、貨物及服務供應或行政用途。倘若此等部分可分別出售（或按一項融資租約分別出租），本集團就把此等部分分別記賬。倘若此等部分不能分別出售，則只能於一小部分作生產、貨物及服務供應或行政用途時，一幢物業方為投資物業。

按個別物業判斷以決定輔助服務之重大程度是否足以使一幢物業不再是投資物業。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Judgements (continued)

Long service payments

The Group and the Company had contingent liabilities in respect of possible future long service payments to employees under the Employment Ordinance, as further explained in the accounting policy for “Employee benefits” as set out in note 2.5 to the financial statements. Management has to consider whether it is appropriate to recognise the provision for long service payments.

In making its judgement, the Group considers (i) the number of current employees who have achieved the required number of years of service to the Group and the Company, as at the balance sheet date, in order to be eligible for long service payments, under the Employment Ordinance if their employment is terminated in the circumstances specified; (ii) the average age of those employees; (iii) the turnover rate of those employees; and (iv) the possibility of the termination of employment of those employees that meet circumstances specified in the Employment Ordinance based on relevant economic and other factors. Management considers that no provision for long service payments is required as it is not considered probable that the situation at the balance sheet date will result in a material future outflow of resources from the Group and the Company.

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

3 重大會計判斷及估計 (續)

判斷 (續)

長期服務金

本集團及公司之一項或然負債為根據僱傭條例之規定於未來可能須支付予僱員之長期服務金，進一步解釋請參閱財務報告附註2.5的「僱員福利」。管理層需考慮是否要適當為長期服務金作撥備。

在作出判斷時本集團考慮到(i)由於結算日本集團之僱員之受僱年期已到達於香港僱傭條例中所規定，可於在條例指定之情況下終止受僱時，有權獲發長期服務金員工人數(ii)僱員平均歲數；(iii)僱員的流失率；(iv)可能終止僱傭關係受僱員工及符合香港僱傭條例指定之情況的相同經濟環及因素。管理層鑑於可能出現之情況於結算日不會導致本集團將來有重大之資源流出，故未有就該等可能須支付之長期服務金作出撥備。

估計之不確定因素

有關未來之主要假設以及其他於結算日會為下個財政年度資產與負債賬面值帶來重大調整風險之主要估計不明朗因素如下。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty (continued)

Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating unit and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of goodwill at 31 March 2006 was HK\$8,721,000 (2005: HK\$8,721,000). More details are given in note 17.

Measurement of fair value of equity-settled transactions

The Company operates share option schemes under which employees (including directors) of the Group receive remuneration in the form of share-based payment transactions. The cost of these equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted, using assumptions including expected volatility and risk free interest rate. Such cost is recognised, together with a corresponding increase in equity, over the period in which the service conditions are fulfilled.

4. 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.

3 重大會計判斷及估計 (續)

估計之不確定因素 (續)

商譽之減值

本集團最少每年釐定商譽是否需要減值。此須對獲分配商譽之現金產生單位之使用價值作出估計。估計使用價值需要本集團對現金產生單位之預期日後現金流量作出估計，並選擇合適之折扣率以計算該等現金流量之現值。於二零零六年三月三十一日，本集團商譽之賬面值為8,721,000港元（二零零五年：8,721,000港元）。

對以股份結算交易之公平值之計算

本公司推行股份認購權計劃，據此，本集團之僱員（包括董事）以股份形式之付款之交易方式獲取報酬。與僱員之該等股份結算交易之成本，是參考授出日期之公平值計算，並已就預期波動及無風險利率作出假設。該等成本，連同相應之股本增加，及於服務之條件獲履行之期間內確認入賬。就股份結算交易於每一結算日確認直至生效日期為止之累計開支，反映生效期之屆滿及本集團就最終將予生效之股本工具數目作出之最佳估計予以確認。

4. 分類資料

本公司之分類資料以兩種分類方式呈列：(i) 以業務分類為主要分類報告基準；及(ii)以地區分類為次要分類報告基準。

4. SEGMENT INFORMATION (continued)

The Group's operating businesses are structured and managed separately, according to the nature of their operations and the products and services they provide. Each of the Group's business segments represents a strategic business unit that offers products and services which are subject to risks and returns that are different from those of other business segments. Summary details of the business segments are as follows:

- (a) the garment segment is engaged in the manufacture, trading and distribution of garment products;
- (b) the restaurant, food and hotel segment is engaged in restaurant and hotel operation and the provision of food and beverage services;
- (c) the property investment and development segment comprises the development and sale of properties and the leasing of commercial and residential premises; and
- (d) the "others" segment comprises, principally, the supply of LPG gas for motor vehicles, and other operations.

In determining the Group's geographical segments, revenues and results 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.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

(a) Business segments

The following tables present revenue, profit/(loss) and certain asset, liability and expenditure information for the Group's business segments for the years ended 31 March 2006 and 2005.

4. 分類資料 (續)

本集團之經營業務乃按其業務性質及該等業務所提供之產品及服務分類及管理。本集團各自之業務分類乃指提供產品及服務之策略性業務單位，而其所涉及之風險及回報乃有別於其他業務分類之風險及回報。業務分類之概要如下：

- (a) 成衣分類為從事成衣之製造、買賣及分銷；
- (b) 酒樓、食品及酒店分類為從事餐廳及酒店業務及提供食品及飲品服務；
- (c) 物業投資及發展分類包括物業之發展與銷售，租賃商業與住宅房產；及
- (d) 其他分類主要包括本集團之供應汽車用石油氣業務及其他業務。

在釐定本集團之地區分類時，分部應佔之收益及業績乃根據客戶之所在地而劃分，而應佔之資產則根據資產之所在地而劃分。

分類間之銷售及轉讓乃參照當時市場內用以與第三者進行交易之價格而進行交易。

(a) 業務分類

以下為截至二零零六年及二零零五年三月三十一日止年度本集團業務分類之收入、溢利／（虧損）及若干資產、負債及支出之資料。

NOTES TO FINANCIAL STATEMENTS

財務報告附註

31 March 2006

二零零六年三月三十一日

4. SEGMENT INFORMATION (continued)

(a) Business segments (continued)

Group	集團											
	Garment 成衣		Restaurant, food and hotel 酒樓、食品及酒店		Property and development 物業投資及發展		Others 其他		Eliminations 對銷		Consolidated 綜合	
	2006	2005	2006	2005	2006	2005	2006	2005	2006	2005	2006	2005
	(Restated)											
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	二零零六年	二零零五年	二零零六年	二零零五年	二零零六年	二零零五年	二零零六年	二零零五年	二零零六年	二零零五年	二零零六年	二零零五年
	(重列)											
	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	千港元	千港元
Segment revenue:	分類收入:											
Sales to external customers	銷售予外界客戶											
Intersegment sales	分類間相互之銷售											
Other revenue	其他收益											
Total	合計											
Segment results	分類業績											
Unallocated corporate income	未分配企業收入											
Unallocated corporate expenses	未分配企業支出											
Finance costs	財務開支											
Share of profits and losses of associates	應佔聯營公司溢利及虧損											
Profit before tax	除稅前溢利											
Tax	稅項											
Profit for the year	本年度溢利											

* The impairment losses of property, plant and equipment and provision for doubtful debts and other receivables of HK\$12,693,000 and HK\$2,998,000, respectively, arising from the cessation of operation in Guatemala were included in segment result of Garment.

4. 分類資料 (續)

(a) 業務分類 (續)

集團	集團											
	成衣		酒樓、食品及酒店		物業投資及發展		其他		對銷		綜合	
	2006	2005	2006	2005	2006	2005	2006	2005	2006	2005	2006	2005
	(Restated)											
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	二零零六年	二零零五年	二零零六年	二零零五年	二零零六年	二零零五年	二零零六年	二零零五年	二零零六年	二零零五年	二零零六年	二零零五年
	(重列)											
	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	千港元	千港元
Segment revenue:	分類收入:											
Sales to external customers	銷售予外界客戶											
Intersegment sales	分類間相互之銷售											
Other revenue	其他收益											
Total	合計											
Segment results	分類業績											
Unallocated corporate income	未分配企業收入											
Unallocated corporate expenses	未分配企業支出											
Finance costs	財務開支											
Share of profits and losses of associates	應佔聯營公司溢利及虧損											
Profit before tax	除稅前溢利											
Tax	稅項											
Profit for the year	本年度溢利											

* 於成衣業務之分類業績中包括危地馬拉停止業務而作出物業、廠房及設備之減值12,693,000港元及應收賬款、按金及預售款項之撥備2,998,000港元。

4. SEGMENT INFORMATION (continued)

4. 分類資料 (續)

(a) Business segments (continued)

(a) 業務分類 (續)

		Garment 成衣		Restaurant, food and hotel 酒樓、食品及酒店		Property investment and development 物業投資及發展		Others 其他		Consolidated 綜合	
		2006	2005 (Restated)	2006	2005	2006	2005	2006	2005	2006	2005 (Restated)
		HK\$'000 二零零六年 千港元	HK\$'000 二零零五年 (重列) 千港元	HK\$'000 二零零六年 千港元	HK\$'000 二零零五年 千港元	HK\$'000 二零零六年 千港元	HK\$'000 二零零五年 千港元	HK\$'000 二零零六年 千港元	HK\$'000 二零零五年 千港元	HK\$'000 二零零六年 千港元	HK\$'000 二零零五年 (重列) 千港元
Segment assets	分類資產	117,631	113,506	233,469	209,070	1,233,725	995,705	8,563	9,114	1,593,388	1,327,395
Interests in associates	聯營公司之權益	18	2,324	(6)	8	104,317	35,181	(2,185)	(1,322)	102,144	36,191
Unallocated assets	未分配資產									111,374	95,052
Total assets	總資產									1,806,906	1,458,638
Segment liabilities	分類負債	27,863	41,633	53,818	58,873	41,128	43,293	7,514	5,652	130,323	149,451
Unallocated liabilities	未分配負債									635,465	522,878
Total liabilities	總負債									765,788	672,329
Other segment information:	其他分類資料										
Depreciation	折舊										
- segment	- 分類	3,321	3,713	9,544	10,913	4,799	2,947	482	65	18,146	17,638
- unallocated	- 未分配									2,211	2,045
										20,357	19,683
Capital expenditure	資本支出										
- segment	- 分類	1,560	1,408	3,678	8,073	599	11,893	1,682	122	7,519	21,496
- unallocated	- 未分配									689	2,934
										8,208	24,430
Impairment losses recognised in the income statement	於損益賬中減值										
Provision for doubtful debts and other receivables	呆賬準備及其他應收款之撥備										
- segment	- 分類	10,739	1,088	1,177	17	1,205	25,489	656	-	13,777	26,594
- unallocated	- 未分配									-	1,333
										13,777	27,927
Impairment of interests in associates	應佔聯營公司減值	2,306	-	-	-	-	-	733	-	3,039	-
Impairment of property, plant and equipments	物業、廠房及設備減值	12,693	-	-	-	-	-	-	-	12,693	-
Write-down of inventories to net realisable value	存貨之減值	1,225	-	-	-	-	-	-	-	1,225	-
										30,734	27,927
Change in fair value of investment properties	投資物業增值	-	-	2,642	-	37,021	3,326	-	-	39,663	3,326

4. SEGMENT INFORMATION (continued)

(b) Geographical segments

The following table presents revenue, certain asset and expenditure information for the Group's geographical segments for the years ended 31 March 2006 and 2005.

Group

	America		South Africa		Hong Kong		Mainland China		Others		Consolidated	
	2006	2005	2006	2005	2006	2005	2006	2005	2006	2005	2006	2005
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	二零零六年	二零零五年	二零零六年	二零零五年	二零零六年	二零零五年	二零零六年	二零零五年	二零零六年	二零零五年	二零零六年	二零零五年
	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	千港元	千港元
Segment revenue:	分類收入:											
Sales to external customers	銷售予外界客戶											
	113,601	159,360	131,402	186,913	43,521	56,586	288,956	247,147	17,859	30,989	595,339	680,995
Other geographical information:	其他地域資料:											
Segment assets	分類資產											
	9,739	29,997	45,556	53,910	109,148	98,951	1,427,896	1,144,537	1,049	-	1,593,388	1,327,395
Capital expenditure:	資本支出:											
- segment	- 分類											
- unallocated	- 未分配											
	71	639	224	71	361	202	6,863	20,584	-	-	7,519	21,496
											689	2,934
											8,208	24,430

4. 分類資料 (續)

(b) 地域分類

以下為截至二零零六年及二零零五年三月三十一日止年度本集團地域分類之收入、若干資產及支出之資料:

本集團

5. REVENUE

Revenue, which is also the Group's turnover, represents the aggregate of the net invoiced value of goods sold, after allowances for goods returned and trade discounts, the rendering of services, proceeds from the sale of properties and gross rental income received and receivable.

Revenue from the following activities is included in turnover:

5. 收入

收入亦為本集團之營業額，指所售貨品（已扣除退貨及行內折扣）及所提供服務的發票淨值、出售物業收益以及已收及應收租金收入總額的總收益。

下列業務的所得收入已計入營業額：

		Group 本集團	
		2006	2005
		HK\$'000	HK\$'000
		二零零六年	二零零五年
		千港元	千港元
Revenue	收入		
Sale of goods	銷售貨品	271,453	385,521
Income from the hotel, restaurant and food businesses	酒店、酒樓及食品業務收入	286,574	256,017
Gross rental income	租金收入總額	33,799	35,127
Proceeds from the sale of properties	出售物業所得款項	3,513	4,330
		595,339	680,995

6. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging:

6. 除稅前盈利

本集團除稅前盈利已扣除：

		Group 本集團	
		2006	2005
		(Restated)	
		Notes	Notes
		HK\$'000	HK\$'000
		二零零六年	二零零五年
		(重列)	
		附註	附註
		千港元	千港元
Cost of inventories sold and services provided	已售存貨及 已提供服務之成本	406,807	462,968
Depreciation	折舊	14 20,357	19,683
Amortisation of goodwill*	商譽之攤銷*	17 -	459
Impairment of goodwill arising during the year***	年內商譽 之減值***	17 3,663	-
Auditors' remuneration	核數師酬金	2,252	1,810
Employee benefits expense (excluding directors' remuneration (note 8))#:	僱員福利支出 (不包括附註8 之董事酬金)#:		
Wages and salaries	工資及薪金	103,932	84,953
Equity-settled share option expense	以股份結算股份 認購權支出	1,320	-
Pension scheme contributions (defined contribution scheme)	退休金供款 (指定供款計劃)	744	865
		105,996	85,818

6. PROFIT BEFORE TAX (continued)

6. 除稅前盈利 (續)

		Group 本集團	
		2006	2005 (Restated)
Notes		HK\$'000 二零零六年	HK\$'000 二零零五年 (重列)
附註		千港元	千港元
	Impairment of interests in associates***	3,039	-
	Write-down of inventories to net realisable value	1,225	-
	Loss on disposal of other financial assets	-	77
	Fair value losses of financial assets at fair value through profit or loss	614	-
	Minimum lease payment under operating leases for land and buildings	14,564	15,570
	Provisions for doubtful debts and other receivables	13,777	27,927
14	Impairment of items of property, plant and equipment***	12,693	-
	Quota expenses	-	175
	and after crediting:		
	Amortisation of negative goodwill**	-	31,143
	Foreign exchange differences, net	110	1,809
15	Changes in fair value of investment properties	39,663	3,326
	Gross rental income	33,799	35,127
	Direct operating expenses (including repairs and maintenance) arising on rental-earning investment properties	(1,286)	(2,070)
		<u>32,513</u>	<u>33,057</u>
	Bank interest income	2,068	1,670
	Gain on disposal of items of property, plant and equipment	8	362
35	Gain on disposal of a subsidiary	697	-
	Quota income	-	13

6. PROFIT BEFORE TAX (continued)

- * The movement in goodwill in the prior year amortised in the consolidated income statement was included in “Other expenses” on the face of the consolidated income statement.
- # Inclusive of an amount of HK\$78,720,000 (2005: HK\$73,177,000) classified under cost of inventories sold and services provided.
- ** The movement in negative goodwill in the prior year recognised in the consolidated income statement was included in “Other revenue” on the face of the consolidated income statement.
- *** The impairment of goodwill, impairment of items of property, plant and equipment and impairment of interests in associates are included in “Other expenses” on the face of the consolidated income statement.

6. 除稅前盈利 (續)

- * 以前年度於綜合收益表內攤銷之商譽已計入綜合收益表「其他開支」內。
- # 其中包括分類為存貨銷售成本及服務提供78,720,000港元(2005: 73,177,000港元)。
- ** 以前年度於綜合收益表內確認之負商譽已計入綜合收益表「其他收益」內。
- *** 聯營公司商譽之減值、物業、廠房及設備減值已計入綜合收益表「其他開支」內。

7. FINANCE COSTS

7. 財務開支

		Group 本集團	
		2006	2005
		HK\$'000	HK\$'000
		二零零六年	二零零五年
		千港元	千港元
Interest in respect of:	利息:		
Bank loans, overdrafts and other loans wholly repayable within five years	銀行貸款、透支及於五年內償還其他借貸	24,861	13,668
Factoring arrangements	代理融資安排	1	106
Finance leases	融資租約	106	172
		24,968	13,946

8. DIRECTORS' REMUNERATION

Directors' remuneration for the year, 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:

8. 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」）及香港公司條例第一百六十一條披露董事酬金如下：

		Group 本集團	
		2006 HK\$'000 二零零六年 千港元	2005 HK\$'000 二零零五年 千港元
Fees	袍金	400	442
Other emoluments:	其他酬金：		
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	5,475	3,797
Bonuses paid and payables	已付及應付花紅	2,104	3,455
Employee share option benefits	僱員購股權利益	2,442	-
Pension scheme contributions	退休供款計劃	154	154
		10,175	7,406
		10,575	7,848

During the year, certain directors were granted share options, in respect of their services to the Group, under the share option schemes of the Company, further details of which are set out in note 32 to the financial statements. The fair value of such options, which has been amortised to the income statement, was determined as at the date of the grant and was included in the above directors' remuneration disclosures.

於本年度，若干董事因對本集團之服務，按本公司購股權計劃獲授購股權，詳情載於財務報表附註32。該等認購權之公平值（已於本年收益表內攤銷）乃在授予日期計算，並已包括在上述董事酬金披露。

8. DIRECTORS' REMUNERATION (continued)

(a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

		Fees HK\$'000	Employee share option benefits HK\$'000	Total HK\$'000
		袍金 千港元	僱員 購股權利益 千港元	總額 千港元
2006	二零零六年			
Lo Ming Chi, Charles	勞明智	100	33	133
Yau Wing Keung	游永強	100	33	133
Lo Man Kit, Sam	盧文傑	100	33	133
		300	99	399
2005	二零零五年			
Lo Ming Chi, Charles	勞明智	125	-	125
Yau Wing Keung	游永強	100	-	100
Lo Man Kit, Sam	盧文傑	117	-	117
		342	-	342

There were no other emoluments payable to the independent non-executive directors during the year (2005: Nil).

8. 董事酬金 (續)

(a) 獨立非執行董事

本年度已付獨立非執行董事袍金如下：

本年並無應付獨立非執行董事之其他酬金 (二零零五年：無)。

8. DIRECTORS' REMUNERATION (continued)

8. 董事酬金 (續)

(b) Executive directors and a non-executive director

(b) 執行董事及非執行董事

		Salaries, allowances and benefits	Bonuses paid and payables	Employee share option benefits	Pension scheme contributions	Total remuneration	
	Fees	in kind					
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
	袍金	薪金、津貼 及實物利益	已付及 應付花紅	僱員 購股權利益	退休金 計劃供款	酬金總額	
	千港元	千港元	千港元	千港元	千港元	千港元	
2006							
Executive directors:	執行董事:						
Ma Kai Cheung	馬介璋	-	2,284	927	770	52	4,033
Ma Kai Yum	馬介欽	-	1,710	927	770	52	3,459
Ng Yan Kwong	吳恩光	-	1,251	250	770	50	2,321
		-	5,245	2,104	2,310	154	9,813
Non-executive director:	非執行董事						
Yip Hing Chung	葉慶忠	100	230	-	33	-	363
		100	5,475	2,104	2,343	154	10,176

8. DIRECTORS' REMUNERATION (continued)

(b) Executive directors and a non-executive director (continued)

		Fees HK\$'000 袍金 千港元	Salaries, allowances and benefits in kind HK\$'000 薪金、津貼 及實物利益 千港元	Bonuses paid and payables HK\$'000 已付及 應付花紅 千港元	Pension scheme contributions HK\$'000 退休金 計劃供款 千港元	Total remuneration HK\$'000 酬金總額 千港元
2005	二零零五年					
Executive directors:	執行董事:					
Ma Kai Cheung	馬介璋	-	1,859	1,628	52	3,539
Ma Kai Yum	馬介欽	-	988	1,627	52	2,667
Ng Yan Kwong	吳恩光	-	950	200	50	1,200
		-	3,797	3,455	154	7,406
Non-executive director:	非執行董事					
Yip Hing Chung	葉慶忠	100	-	-	-	100
		100	3,797	3,455	154	7,506

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

於年內沒有任何協議以致董事被放棄或同意放棄其酬金。

9. FIVE HIGHEST PAID EMPLOYEES' REMUNERATION

The five highest paid employees of the Group during the year included three (2005: three) directors, details of whose remuneration are set out in note 8 above. Details of the remuneration of the remaining two (2005: two) non-director, highest paid employees, for the year are as follows:

Salaries, allowances and benefits in kind	薪金、津貼及實物利益
Pension scheme contributions	退休供款計劃

Group 本集團	
2006 HK\$'000 二零零六年 千港元	2005 HK\$'000 二零零五年 千港元
6,911	5,009
-	-
<u>6,911</u>	<u>5,009</u>

The number of non-director, highest paid employees whose remuneration fell within the following bands is as follows:

非董事的最高薪僱員之薪酬範圍如下：

		Number of employees 僱員人數	
		2006 Number of employees 二零零六年 僱員人數	2005 Number of employees 二零零五年 僱員人數
HK\$500,000 – HK\$1,000,000	500,000港元 – 1,000,000港元	1	-
HK\$1,000,001 – HK\$1,500,000	1,000,001港元 – 1,500,000港元	-	1
HK\$3,500,001 – HK\$4,000,000	3,500,001港元 – 4,000,000港元	-	1
HK\$5,500,001 – HK\$6,000,000	5,500,001港元 – 6,000,000港元	1	-
		<u>2</u>	<u>2</u>

10. TAX

Hong Kong profits tax has been provided at the rate of 17.5% (2005: 17.5%) on the estimated assessable profits arising in Hong Kong during the year. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Group operates, based on existing legislation, interpretations and practices in respect thereof.

10. 稅項

香港利得稅乃根據年度內源於香港之估計應課稅盈利按稅率17.5%計算(2005: 17.5%)。海外地區應課稅溢利之稅項乃根據本集團經營所處國家之現行法例、詮釋及慣例之現行稅率計算撥備。

		Group 本集團	
		2006	2005
		HK\$'000	(Restated) HK\$'000
		二零零六年	二零零五年
		千港元	(重列) 千港元
Group:	集團		
Current – Hong Kong	即期 – 香港		
Charge for the year	本年度支出	3,657	38
Underprovision/(overprovision) in prior years	以前年度低估/(超額)撥備	(116)	2
Current – Mainland China	即期 – 中國大陸	5,329	4,466
Current – Overseas	即期 – 海外		
Charge for the year	本內度支出	4	3,744
Overprovision in prior years	以前年度超額撥備	(1,065)	(37)
Deferred tax expense – note 30	遞延稅項支出 – 附註30	4,331	1,432
Total tax charge for the year	本年度總稅項支出	12,140	9,645

10. TAX (continued)

A reconciliation of the tax expense applicable to profit before tax using the statutory rates for the countries in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rates, and a reconciliation of the applicable rates (i.e. the statutory tax rates) to the effective tax rates, are as follows:

10. 稅項 (續)

以下為適用於除稅前溢利之稅項支出(採用本公司及其大部份之附屬公司業務所在國家之法定稅率計算)與按實際稅率計算之稅項支出之對賬,以及適用稅率(即法定稅率)與實際稅率之對賬:

		Group 本集團			
		2006 二零零六年		2005 二零零五年	
		HK\$'000	%	(Restated) HK\$'000	%
		千港元		(重列) 千港元	
Profit before tax	除稅前溢利	70,036		53,331	
Tax at the statutory tax rate	按法定稅率計算之稅項	12,256	17.5	9,333	17.5
Lower tax rate of other countries	其他國家之較低稅率	(119)	(0.2)	(932)	(1.7)
Higher tax rate of other countries	其他國家之較高稅率	3,100	4.4	2,866	5.4
Adjustment in respect of current tax of previous periods	就即期稅項作出以前年度調整	(1,181)	(1.7)	(35)	(0.1)
Profits and losses attributable to an associate	應佔聯營公司溢利及虧損	(13,391)	(19.1)	(4,076)	(7.6)
Income not subject to tax	毋須課稅收入	(1,017)	(1.5)	(6,572)	(12.3)
Expenses not deductible for tax	不可扣稅之開支	1,193	1.7	490	0.9
Tax losses utilised from previous periods	來自以前年度已動用稅項虧損	(1,081)	(1.5)	(1,965)	(3.7)
Tax losses not recognised	未確認之稅項虧損	12,380	17.7	10,536	19.7
Tax charge at the Group's effective rate	按本集團之實際稅率計算之稅項支出	12,140	17.3	9,645	18.1

The share of tax attributable to an associate amounting to HK\$13,391,000 (2005: HK\$4,076,000) is included in "Share of profits and losses of associates" on the face of the consolidated income statement.

應佔聯營公司稅項為13,391,000港元(二零零五年:4,076,000港元)已載於綜合收益表內「應佔聯營公司溢利及虧損」。

11. NET PROFIT FROM ORDINARY ACTIVITIES ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT

The net profit from ordinary activities attributable to equity holders of the parent for the year ended 31 March 2006 includes net loss dealt with in the financial statements of the Company amounting to HK\$623,000 (2005: HK\$10,356,000) (note 33(b)).

12. DIVIDEND

Proposed final – HK1 cent
(2005: HK2 cents)
per ordinary share

建議派發末期股息
— 每股普通股港幣1仙
(二零零五年：港幣2仙)。

The proposed final dividend for the year is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

13. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of basic earnings per share amounts is based on the net profit for the year attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares in issue during the year.

The calculation of diluted earnings per share amounts is based on the net profit for the year attributable to ordinary equity holders of the parent. The weighted average number of ordinary shares used in the calculation is the ordinary shares in issue during the year, as used in the basic earnings per share calculation and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise or conversion of all dilutive potential ordinary shares into ordinary shares.

No diluted earnings per share was presented for the year ended 31 March 2005 as no diluting events existed during that year.

11. 母公司股東應佔經營業務所得溢利

截至二零零六年三月三十一日止年度，本公司財務報告內處理之母公司股東應佔經營業務所得溢利淨額包括淨虧損為623,000港元（二零零五年：10,356,000港元）（附註33(b)）。

12. 股息

Group and Company 本公司及本集團	
2006 HK\$'000 二零零六年 千港元	2005 HK\$'000 二零零五年 千港元

7,436

14,772

截至本年度之建議末期股息須待本公司股東於即將召開之股東週年大會上批准。

13. 母公司權益持有人應佔每股盈利

每股基本盈利乃根據母公司權益持有人本年應佔溢利及年內已發行股份之加權平均數計算。

每股攤薄盈利乃根據本年度母公司權益持有人應佔溢利計算。在計算時所採用之加權平均股數即為計算每股基本盈利所採用之本年度已發行股份，以及假設所有尚未行使購股權於該年內被視為全面行使後以無代價方式發行之加權平均股數計算。

二零零五年因無攤薄盈利之事項，故並無披露每股攤薄盈利。

13. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT (continued)

The calculations of basic and diluted earnings per share are based on:

13. 母公司股東應佔每股普通股溢利 (續)

基本及攤薄每股盈利基於以下計算：

		2006	2005
		HK\$'000	(Restated) HK\$'000
		二零零六年	二零零五年 (重列)
		千港元	千港元
Earnings	盈利		
Net profit attributable to ordinary equity holders of the parent, used in the basic earnings per share calculation	基本每股盈利之母公司權益持有人應佔溢利	56,130	40,680
		Number of shares	
		股份數目	
		2006	2005
		二零零六年	二零零五年
Shares	股份		
Weighted average number of ordinary shares in issue during the year used in the basic earnings per share calculation	用於計算每股採用之加權平均股數	738,751,603	738,587,219
Effect of dilution – weighted average number of ordinary shares: Share options	攤薄之影響 — 加權平均股數： 購股權	1,480,386	—
		<u>740,231,989</u>	<u>738,587,219</u>

14. PROPERTY, PLANT AND EQUIPMENT

14. 物業、廠房及設備

Group	本集團						
	Hotel properties	Land and buildings	Leasehold improvements	Plant and machinery	Furniture, fixtures and equipment	Motor vehicles	Total (Restated)
	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000
	酒店物業	土地及樓宇	租賃物業裝修	廠房及機器	傢俬、裝置及設備	車輛	總額 (重列)
	千港元	千港元	千港元	千港元	千港元	千港元	千港元
31 March 2006	二零零六年三月三十一日						
At 31 March 2005 and at 1 April 2005:	於二零零五年三月三十一日及於二零零五年四月一日:						
Cost or valuation	66,031	90,199	65,750	64,551	51,420	10,515	348,466
Accumulated depreciation and impairment	(412)	(21,507)	(44,656)	(35,898)	(37,353)	(5,950)	(145,776)
Net carrying amount	65,619	68,692	21,094	28,653	14,067	4,565	202,690
At 1 April 2005, net of accumulated depreciation and impairment	於二零零五年四月一日, 已扣除累積折舊及減值						
Additions	-	-	2,006	541	4,295	1,366	8,208
Disposals	-	-	(1,109)	(47)	(1,489)	(137)	(2,782)
Disposal of a subsidiary (note 35)	-	-	(189)	(1,760)	(202)	(61)	(2,212)
Impairment (note 6)*	-	(9,976)	(511)	(1,672)	(305)	(229)	(12,693)
Depreciation provided during the year (note 6)	-	(2,049)	(9,846)	(2,287)	(4,707)	(1,468)	(20,357)
Exchange realignment	109	(89)	601	268	310	34	1,233
At 31 March 2006, net of accumulated depreciation and impairment	於二零零六年三月三十一日, 已扣除累積折舊及減值						
	65,728	56,578	12,046	23,696	11,969	4,070	174,087
At 31 March 2006:	於二零零六年三月三十一日:						
Cost or valuation	67,846	90,140	64,621	60,718	50,841	10,938	345,104
Accumulated depreciation and impairment	(2,118)	(33,562)	(52,575)	(37,022)	(38,872)	(6,868)	(171,017)
Net carrying amount	65,728	56,578	12,046	23,696	11,969	4,070	174,087

* During the year, the Group carried out a review of the recoverable amount of its factory in Guatemala. These assets are used in the Group's garment segment. The review led to the recognition of an impairment loss of HK\$12,693,000, that has been recognised in the income statement. The recoverable amount of the relevant assets has been determined on the basis of net selling price.

* 於年內, 本集團對於危地馬拉工廠之可收回款項進行檢討。此項資產屬本集團成衣業務分類。識別為虧損減值12,693,000港元已在收益表中確認。有關資產之可收回款項已因應其銷售淨值而釐定。

14. PROPERTY, PLANT AND EQUIPMENT
(continued)

14. 物業、廠房及設備 (續)

Group		本集團						Total (Restated) HK\$'000
		Hotel properties HK\$'000 酒店物業 千港元	Land and buildings HK\$'000 土地及 樓宇 千港元	Leasehold improve- ments HK\$'000 租賃 物業 裝修 千港元	Plant and machinery HK\$'000 廠房及 機器 千港元	Furniture, fixtures and equipment HK\$'000 傢俬、 裝置 及設備 千港元	Motor vehicles HK\$'000 車輛 千港元	
31 March 2005	二零零五年三月三十一日							
At 1 April 2004:	於二零零四年四月一日:							
Cost or valuation	按成本值或估值	-	116,454	63,709	57,940	47,366	9,456	294,925
Accumulated depreciation and impairment	累計折舊及 減值	-	(25,250)	(40,795)	(33,203)	(33,664)	(6,708)	(139,620)
Net carrying amount	賬面淨值	-	91,204	22,914	24,737	13,702	2,748	155,305
At 1 April 2004, net of accumulated depreciation and impairment	於二零零四年四月一日， 已扣除累積 折舊及減值	-	91,204	22,914	24,737	13,702	2,748	155,305
Additions	添置	-	-	7,189	2,337	1,890	2,636	14,052
Acquisitions of subsidiaries (note 34)	收購附屬公司 (附註34)	66,031	-	650	4,379	3,208	138	74,406
Disposals	出售	-	-	(12)	(21)	(378)	-	(411)
Impairment	減值	-	(14,727)	-	-	-	-	(14,727)
Depreciation provided during the year (note 6)	年內折舊 撥備(附註6)	(412)	(1,469)	(9,662)	(2,802)	(4,378)	(960)	(19,683)
Transfers to investment properties (note 15)	轉至投資物業 (附註15)	-	(6,319)	-	-	-	-	(6,319)
Exchange realignment	匯兌調整	-	3	15	23	23	3	67
At 31 March 2005, net of accumulated depreciation and impairment	於二零零五年三月三十一日， 已扣除累積 折舊及減值	65,619	68,692	21,094	28,653	14,067	4,565	202,690
At 31 March 2005:	於二零零五年三月三十一日:							
Cost or valuation	按成本值或估值	66,031	90,199	65,750	64,551	51,420	10,515	348,466
Accumulated depreciation and impairment	累計折舊及 減值	(412)	(21,507)	(44,656)	(35,898)	(37,353)	(5,950)	(145,776)
Net carrying amount	賬面淨值	65,619	68,692	21,094	28,653	14,067	4,565	202,690

14. PROPERTY, PLANT AND EQUIPMENT

(continued)

The net book value of the Group's fixed assets held under finance leases included in the total amount of motor vehicles at 31 March 2006, amounted to HK\$1,237,000 (2005: HK\$1,813,000).

Certain of the Group's leasehold land and buildings were revalued at 31 March 1995, by Vigers Appraisal & Consulting Limited, independent professionally qualified valuers, at an open market value bases on their existing use. Since 1995, no further valuations of the Group's leasehold land and buildings have been carried out, as the Group has relied upon the exemption granted under the transitional provisions in paragraph 80A of HKAS 16, from the requirement to carry out further revaluations of its property, plant and equipment which were stated at valuation at that time.

Had these leasehold land and buildings and hotel properties been carried at historical cost less accumulated depreciation and any impairment losses, their carrying amounts would have been approximately HK\$84,264,000 (2005: HK\$97,691,000).

14. 物業、廠房及設備 (續)

本集團持有融資租約為固定資產之淨賬面值，包括於二零零六年三月三十一日總價值1,237,000港元（二零零五年：1,813,000港元）。

獨立專業估值師威格斯資產評估顧問有限公司已按現有用途之基準對位於香港之租賃土地及樓宇於一九九五年三月三十一日之公開市值進行估值。自一九九五年，本集團之租賃土地及樓宇並無重估。於編製賬目時，集團倚賴香港會計師公會發出之香港會計準則第16號中第80A段之過渡條款下毋須進行定期重估。自該日起並無呈列租賃土地及樓宇之估值。

倘本集團經重估之租賃土地及樓宇及酒店物業以成本值減累計折舊之價值入賬，價值應約為84,264,000港元（二零零五年：97,691,000港元）。

14. PROPERTY, PLANT AND EQUIPMENT

(continued)

At 31 March 2006, certain of the Group's property, plant and equipment with a total carrying value of approximately HK\$117,071,000 (2005: HK\$49,933,000) were pledged to secure general banking facilities granted to the Group (note 40).

The cost/valuation of the Group's land and buildings and hotel properties by geographical location and the terms of the leases are as follows:

14. 物業、廠房及設備 (續)

於二零零六年三月三十一日，本集團共有總賬面值約117,071,000港元（二零零五年：49,933,000 港元）之若干物業、廠房及設備作抵押，以取得一般銀行、貿易融資及其他信貸（附註40）。

本集團按地區及租賃年期劃分之土地及樓宇及酒店物業的成本值或估值分析如下：

		Group 本集團	
		2006	2005 (Restated)
		HK\$'000 二零零六年	HK\$'000 二零零五年 (重列)
		千港元	千港元
Medium term leasehold land and buildings situated in Hong Kong, at 1995 valuation	於香港租賃之土地及樓宇中期租約，按一九九五年估值	35,245	35,245
Medium term leasehold land and buildings situated in Mainland China, at cost	於中國大陸之土地及樓宇中期租約，成本值	40,930	38,882
Medium term hotel properties situated in Mainland China, at cost	於中國大陸之酒店物業中期租約，成本值	67,846	66,031
Freehold land and buildings situated overseas, at cost	於海外之土地及樓宇永久業權，成本值	13,965	16,072
		157,986	156,230

15. INVESTMENT PROPERTIES

15. 投資物業

		Group 本集團	
		2006 HK\$'000 二零零六年 千港元	2005 HK\$'000 二零零五年 千港元
Carrying amount at 1 April, at valuation	於四月一日之賬面值， 按估值	931,747	876,888
Additions during the year	年內增加	-	10,378
Arising on acquisitions of subsidiaries (note 34)	由購入附屬公司而產生(附註34)	-	34,836
Transfer from property, plant and equipment (note 14)	轉撥自物業、廠房 及設備(附註14)	-	6,319
Net gain from a fair value adjustment (note 6)	按公平值調整之淨盈利(附註6)	39,663	3,326
Exchange realignment	匯兌調整	3,373	-
Balance at 31 March, at valuation	三月三十一日結餘，按估值	974,783	931,747
Analysis by geographical location:	按地區劃分：		
Hong Kong	香港	60,268	55,394
Mainland China	中國大陸	914,515	876,353
		974,783	931,747

The Group's investment properties, of which HK\$874,636,000 (2005: HK\$841,721,000) are held under medium term leases and HK\$100,147,000 (2005: HK\$90,026,000) under long term leases, were revalued on 31 March 2006 by Vigers Appraisal & Consulting Limited, independent professional qualified valuers, on an open market, existing use basis. The investment properties are leased to third parties under operating leases, further summary details of which are included in note 38(a) to the financial statements.

At 31 March 2006, the Group's investment properties with a value of HK\$668,403,000 (2005: HK\$620,295,000) were pledged to secure general banking facilities granted to the Group (note 40).

Further particulars of the Group's investment properties are included on pages 183 to 185.

獨立專業估值師威格斯資產評估顧問有限公司已按現有用途之基準重估本集團之中期及長期租約投資物業，並且於二零零六年三月三十一日的公開市值分別為874,636,000(二零零五年：841,721,000港元)及100,147,000港元。(二零零五年：為90,026,000港元)。投資物業乃按經營租賃租予第三者，詳情已載於財務報告附註38(a)內。

截至二零零六年三月三十一日，本集團為銀行給予本集團之貸款提供一般性擔保而本集團所抵押之投資物業總值為668,403,000港元(二零零五年：620,295,000港元)(附註40)。

本集團之投資物業詳情已載列於第183至185頁。

16. PREPAID LAND LEASE PAYMENTS

16. 預付土地租賃款項

		Group 本集團	
		2006	2005
		HK\$'000	(Restated) HK\$'000
		二零零六年	二零零五年 (重列)
		千港元	千港元
Carrying amount at 1 April	於四月一日賬面值		
As previously reported	如過往呈報	-	-
Effect of adopting HKAS 17 (note 2.2(a))	採納香港會計準則 第17號(除註2.2(a))	1,184	1,216
As restated	經重列	1,184	1,216
Recognised during the year	於年內確認	(32)	(32)
Carrying amount at 31 March	於三月三十一日賬面值	1,152	1,184
Current portion included in debtors, deposits and prepayments	流動部份包括應收賬款、 按金及預付款項	(32)	(32)
Non-current portion	非流動部份	1,120	1,152

The leasehold land is held under a medium term lease and is situated in Mainland China.

租賃土地以中期租約持有，位於中國大陸。

17. GOODWILL AND NEGATIVE GOODWILL

17. 商譽及負商譽

		Group 本集團		
		Goodwill HK\$'000 商譽 千港元	Negative Goodwill HK\$'000 負商譽 千港元	Total HK\$'000 總額 千港元
31 March 2006	二零零六年三月三十一日			
At 1 April 2005:	於二零零五年 四月一日:			
Cost as previously reported	前報告之成本值	9,180	(311,645)	(302,465)
Effect of adopting HKFRS 3 (note 2.2(f))	採立香港財務 報告準則第3號 (附註2.2(f))	(459)	311,645	311,186
Cost as restated	已重列之成本值	8,721	-	8,721
Accumulated amortisation as previously reported	前報告 累積攤銷	459	(125,106)	(124,647)
Effect of adopting HKFRS 3 (note 2.2(f))	採立香港財務 報告準則第3號 (附註2.2(f))	(459)	125,106	124,647
Accumulated amortisation as restated	已重列累積攤銷	-	-	-
Net carrying amount	賬面淨值	8,721	-	8,721
Cost at 1 April 2005	於二零零五年 四月一日之 成本值	8,721	-	8,721
Acquisition of a subsidiary (note 34)	收購一間附屬公司 (附註34)	3,663	-	3,663
Impairment during the year	年內減值	(3,663)	-	(3,663)
Cost and carrying amount as at 31 March 2006	於二零零六年 三月三十一日 賬面成本值	8,721	-	8,721
At 31 March 2006:	於二零零六年 三月三十一日:			
Cost	成本值	12,384	-	12,384
Accumulated impairment	累積減值	(3,663)	-	(3,663)
Net carrying amount	賬面淨值	8,721	-	8,721

17. GOODWILL AND NEGATIVE GOODWILL

(continued)

During the year, the Group recognised an impairment of goodwill arising from acquisition of a subsidiary (note 34) in the amount of HK\$3,663,000 (2005: Nil).

17. 商譽及負商譽 (續)

於年內，本集團因收購附屬公司而產生之商譽減值為3,663,000港元(附註34)(二零零五年：無)。

		Group 本集團		
		Goodwill HK\$'000 商譽 千港元	Negative Goodwill HK\$'000 負商譽 千港元	Total HK\$'000 總額 千港元
31 March 2005	二零零五年三月三十一日			
At 1 April 2004:	於二零零四年 四月一日：			
Cost	成本值	-	(311,645)	(311,645)
Accumulated amortisation	累積攤銷	-	93,963	93,963
Net carrying amount	賬面淨值	-	(217,682)	(217,682)
Cost at 1 April 2004, net of accumulated amortisation	於二零零四年 四月一日之 成本，已扣除 累積攤銷	-	(217,682)	(217,682)
Acquisition of subsidiaries (note 34)	收購附屬公司 (附註34)	9,180	-	9,180
Amortisation provided/(recognised as income) during the year	於年內提供 攤銷/(確認 為收入)	(459)	31,143	30,684
At 31 March 2005	於二零零五年 三月三十一日	8,721	(186,539)	(177,818)
At 31 March 2005:	於二零零五年 三月三十一日：			
Cost	成本值	9,180	(311,645)	(302,465)
Accumulated amortisation	累積攤銷	(459)	125,106	124,647
Net carrying amount	賬面淨值	8,721	(186,539)	(177,818)

17. GOODWILL AND NEGATIVE GOODWILL (continued)

In 2005, goodwill not previously eliminated against the consolidated reserves was amortised on the straight-line basis over its estimate useful life of five years.

As further detailed in note 2.2 to the financial statements, the Group applied transitional provisions of HKFRS 3 that permitted goodwill in respect of business combinations which occurred prior to 2001, to remain eliminated against the consolidated reserves.

The amounts of goodwill remaining in the consolidated reserves, arising from the acquisition of subsidiaries prior to the adoption of SSAP 30 in 2001 were HK\$86,230,000 (2005: HK\$86,230,000) as at 31 March 2006. The amount of goodwill is stated at its cost.

Impairment testing of goodwill

Goodwill acquired through business combination has been allocated to cash-generating unit of the restaurants, food and hotel (the "Cash-generating Unit"), which is reportable segment, for impairment testing.

The recoverable amount of the Cash-generating Unit has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by senior management. The discount rate applied to cash flow projections is 8% (2005: 8%) and cash flows beyond the five-year period are extrapolated using a growth rate of 4% (2005: 4%).

17. 商譽及負商譽 (續)

於二零零五年，過往並無與綜合資本儲備對銷之商譽於其長達五年之估計可使用年內按直線基準攤銷。

誠如賬目附註2.2之進一步闡釋，本集團應用香港財務報告準則第3號之過渡性條款容許於二零零一年前進行業務合併所產生之商譽繼續與綜合資本儲備對銷。

截至二零零六年三月三十一日保留於綜合資本儲備且因於二零零一年採納香港會計準則第30號前收購附屬公司產生之商譽金額為86,230,000港元（二零零五年：86,230,000港元）。商譽之金額按成本列賬。

商譽之減值測試

由商業合併產生之商譽已分配給酒樓、食品及酒店業務（「現金產生單位」），其為可匯報之分類以作減值測試。

現金產生單位之可取回金額已按可用價值計算現金流量釐定，依照已經管理層通過之五年期的財務預算。現金流量折扣率為8%（二零零五年：8%）及以增長率4%預測（二零零五年：4%）。

17. GOODWILL AND NEGATIVE GOODWILL

(continued)

Impairment testing of goodwill (continued)

Key assumptions were used in the value in use calculation of the Cash-generating Unit for 31 March 2006 and 31 March 2005. The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of goodwill:

Budgeted gross margins – The basis used to determine the value assigned to the budgeted gross margins is the average gross margins achieved in the year immediately before the budgeted year, increased for expected efficiency improvements.

Discount rates – The discount rates used are before tax and reflect specific risks relating to the relevant units.

18. INTERESTS IN SUBSIDIARIES

Unlisted shares, at cost	非上市股份，按成本值
Due from subsidiaries	應收附屬公司款項
Due to subsidiaries	應付附屬公司款項

Impairment	減值
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The amounts due from/to the subsidiaries are unsecured, interest-free and have no fixed terms of repayment. The carrying amounts of these amounts due from/to subsidiaries approximate to their fair values.

17. 商譽及負商譽 (續)

商譽之減值測試 (續)

主要假設為現金產生單位於二零零六年三月三十一日及二零零五年三月三十一日之價值計算。管理層按其現金流量預期商譽減值測試以描述每一個假設：

毛利預算值 – 毛利預算值基於年度預算前一年之平均毛利加上預計之效率增加額。

折扣率 – 採用之折扣率為除稅前及反映相關單位之風險。

18. 估附屬公司權益

		Company	
		本公司	
		2006	2005
		HK\$'000	HK\$'000
		二零零六年	二零零五年
		千港元	千港元
		61,990	61,990
		733,789	764,218
		(99,727)	(101,780)
		696,052	724,428
		(2,876)	(2,876)
		693,176	721,552

應收及應付附屬公司之款項為無抵押，不計利息及無固定還款期。此等款項之賬面值與其公平值相若。

18. INTERESTS IN SUBSIDIARIES (continued)

18. 佔附屬公司權益 (續)

Particulars of the principal subsidiaries of the Company are as follows:

主要附屬公司的詳情如下:

Name	Place of incorporation/ registration	Class of equity interest held	Nominal value of issued ordinary/ registered share capital	Percentage of equity interest attributable to the Company		Principal activities
				2006	2005	
名稱	註冊成立/ 註冊及經營地點	所持股權類別	已發行普通/ 註冊資本	本公司應佔股權百分比		主要業務
				二零零六年	二零零五年	
Amica Fashion Company (Pty) Limited	South Africa 南非	Ordinary shares 普通股	Rand160,002 160,002蘭特	80	80	Manufacture of garments 成衣製造
Amica Properties Limited 亞美加置業有限公司	Hong Kong 香港	Ordinary shares 普通股	HK\$10,000 10,000港元	100	100	Property investment 物業投資
Carrianna (BVI) Ltd. *	British Virgin Islands 英屬處女群島	Ordinary shares 普通股	US\$1 1美元	100	100	Investment holding 投資控股
Carrianna (Chiu Chow) Restaurant Limited # 佳寧娜(潮州)酒樓有限公司	Hong Kong 香港	Ordinary shares 普通股	HK\$8,000,000 8,000,000港元	73	73	Restaurant operations 食肆經營
Carrianna Holdings Limited 佳寧娜集團有限公司	Hong Kong 香港	Ordinary shares 普通股	HK\$25,000,000 25,000,000港元	100	100	Property development and investment 物業投資及發展
Carrianna (Shenzhen) Investment Co., Ltd. (1) 佳寧娜(深圳)投資有限公司(1)	Mainland China 中國大陸	Registered capital 註冊資本	HK\$80,000,000 80,000,000港元	100	100	Investment holding and property development 投資控股及物業發展
佛山華僑大廈 佳寧娜酒店有限公司(2)	Mainland China 中國大陸	Registered capital 註冊資本	RMB4,700,000 4,700,000人民幣	100 **	100	Hotel and restaurant operations 酒店及食肆經營

18. INTERESTS IN SUBSIDIARIES (continued)

18. 佔附屬公司權益 (續)

Particulars of the principal subsidiaries of the Company are as follows: (continued)

主要附屬公司的詳情如下: (續)

Name	Place of incorporation/ registration	Class of equity interest held	Nominal value of issued ordinary/ registered share capital	Percentage of equity interest attributable to the Company		Principal activities
				2006	2005	
名稱	註冊成立/ 註冊及經營地點	所持股權類別	已發行普通/ 註冊資本	本公司應佔股權百分比		主要業務
				二零零六年	二零零五年	
Goldfield Properties Limited 嘉豐置業有限公司	Hong Kong 香港	Ordinary shares 普通股	HK\$2 2港元	100	100	Property investment 物業投資
International Fashions Group Inc. #	Canada 加拿大	Ordinary shares Non-voting preference shares 普通股 無投票權優先股	C\$9,000 C\$500 9,000加元 500加元	89 -	89 -	Distribution and sale of garments 分銷及銷售成衣
Kunming Carrianna Chaozhou Restaurant Ltd. (2) 昆明佳寧娜潮州酒樓有限公司 (2)	Mainland China 中國大陸	Registered capital 註冊資本	HK\$12,000,000 12,000,000港元	62	62	Restaurant operations 食肆經營
Shenzhen Carrianna (Chiu Chow) Restaurant Co., Ltd. (2) 深圳佳寧娜潮州酒樓有限公司 (2)	Mainland China 中國大陸	Registered capital 註冊資本	HK\$6,000,000 6,000,000港元	92	92	Restaurant operations 食肆經營
Shenzhen Carrianna Friendship Square Restaurant Co., Ltd. (2) 深圳佳寧娜友誼 廣場大酒樓有限公司 (2)	Mainland China 中國大陸	Registered capital 註冊資本	RMB20,000,000 20,000,000人民幣	68	68	Restaurant operations 食肆經營

18. INTERESTS IN SUBSIDIARIES (continued)

18. 佔附屬公司權益 (續)

Particulars of the principal subsidiaries of the Company are as follows: (continued)

主要附屬公司的詳情如下: (續)

Name	Place of incorporation/ registration	Class of equity interest held	Nominal value of issued ordinary/ registered share capital	Percentage of equity interest attributable to the Company		Principal activities
				2006	2005	
名稱	註冊成立/ 註冊及經營地點	所持股權類別	已發行普通/ 註冊資本	本公司應佔股權百分比		主要業務
				二零零六年	二零零五年	
Tak Sing Alliance Limited	Hong Kong	Ordinary shares	HK\$200	100	100	Manufacture and distribution of garments and property development
		Non-voting deferred shares	HK\$1,000,000	-	-	
	香港	普通股	200港元			製造、分銷成衣及物業發展
		無投票權遞延股份	1,000,000港元			
Tak Sing (Panyu) Fashion Company Limited ⁽¹⁾	Mainland China	Registered capital	HK\$51,000,000	100	100	Manufacture of garments
番禺達昇服裝有限公司 ⁽¹⁾	中國大陸	註冊資本	51,000,000港元			成衣製造
上海佳寧娜餐飲管理有限公司	Mainland China	Registered capital	RMB1,500,000	74	-	Restaurant operation
	中國大陸	註冊資本	人民幣1,500,000			食肆經營
西安佳寧娜鮑翅皇酒樓有限公司	Mainland China	Registered capital	RMB1,000,000	74	-	Restaurant operation
	中國大陸	註冊資本	人民幣1,000,000			食肆經營
* Direct subsidiaries of the Company				*		本公司直接附屬公司
** 55% of equity interest is directly attributable to the Company				**		本公司直接持有55%股權權益
# Not audited by Ernst & Young Hong Kong or other Ernst & Young International member firms				#		由安永會計師事務所以外的執業會計師審核
⁽¹⁾ Wholly-owned foreign enterprises				⁽¹⁾		外商獨資企業
⁽²⁾ Sino foreign equity joint venture companies				⁽²⁾		中外合資企業

Except for Carrianna Holdings Limited, which is incorporated in Hong Kong but operates in Mainland China, all of the above subsidiaries operate in their place of incorporation/registration.

除佳寧娜集團有限公司在香港註冊而於中國大陸經營外，以上其他附屬公司皆在其註冊國家經營。

18. INTERESTS IN SUBSIDIARIES (continued)

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

19. INTERESTS IN UNCONSOLIDATED SUBSIDIARIES

18. 估附屬公司權益 (續)

依董事會的意見，以上所列的附屬公司為主要影響本集團於年度內的業績或組成本集團資產淨值的主要部分的附屬公司；而若同時詳列其附屬公司的資料，將令致資料過於冗長。

19. 估未綜合附屬公司權益

		Group		Company	
		本集團		本公司	
		2006	2005	2006	2005
		二零零六年	二零零五年	二零零六年	二零零五年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Amounts due from unconsolidated subsidiaries	應收未綜合附屬公司款項	-	9,157	-	47
Net liabilities deconsolidated	不作綜合負債淨額	-	(6,967)	-	-
		-	2,190	-	47
Provision for non-recovery	無法收回款項撥備	-	(2,190)	-	(47)
		-	-	-	-

19. INTERESTS IN UNCONSOLIDATED SUBSIDIARIES (continued)

Particulars of the unconsolidated subsidiaries at the balance sheet date were as follows:

Name 公司	Place of incorporation/ registration and operations 註冊成立/ 註冊及經營地點	Percentage of indirect equity interest attributable to the Company 本公司應佔之 間接股權百分比		Principal activities 主要業務
		2006 二零零六年	2005 二零零五年	
Jeantex Holding B.V.	The Netherlands 荷蘭	–	63	Dormant 暫無營業
Jeantex B.V.	The Netherlands 荷蘭	–	63	Dormant 暫無營業
Chiori Mode GmbH	Germany 德國	–	63	Dormant 暫無營業

Jeantex Holding B.V. is the holding company of Jeantex B.V. and Chiori Mode GmbH (collectively “Jeantex”), which were previously engaged in the distribution and sale of garments. During the year ended 31 March 1998, Jeantex sustained continuing operation losses due to the inability of the Company to exercise effective control over its operations and assets. The directors resolved not to provide further finance to Jeantex and to dispose of the Group’s interest therein as soon as possible.

In view of the foregoing, Jeantex was treated as abandoned subsidiaries and, therefore was deconsolidated in 1998. Furthermore, in view of the large deficiency in assets of Jeantex and its unsatisfactory results, the board of directors had made full provision against the interests in these unconsolidated subsidiaries in 1998. No guarantees had been given by the Group to Jeantex or its creditors and thus no contingent liability in respect thereof is considered likely to arise. There is no impact to the Group’s turnover and results for the year of not consolidating Jeantex as they are dormant.

The unconsolidated subsidiaries were dissolved as at 31 March 2006.

19. 估未綜合附屬公司權益 (續)

於結算日的有關未綜合的附屬公司之詳情如下：

Name 公司	Place of incorporation/ registration and operations 註冊成立/ 註冊及經營地點	Percentage of indirect equity interest attributable to the Company 本公司應佔之 間接股權百分比		Principal activities 主要業務
		2006 二零零六年	2005 二零零五年	
Jeantex Holding B.V.	The Netherlands 荷蘭	–	63	Dormant 暫無營業
Jeantex B.V.	The Netherlands 荷蘭	–	63	Dormant 暫無營業
Chiori Mode GmbH	Germany 德國	–	63	Dormant 暫無營業

Jeantex Holding B.V.乃曾從事分銷及銷售成衣的Jeantex B.V.及Chiori Mode GmbH之控股公司(統稱「Jeantex」)。於一九九八年三月三十一日年結時，由於本集團未能就Jeantex運作及資產方面行使實際控制權，故Jeantex持續出現經營虧損，董事會決議停止向Jeantex提供資金，並盡快出售本集團於該公司之權益。

鑑於以上所述，Jeantex視作為本集團已放棄之附屬公司，故此於一九九八年度開始不作綜合。除此以外，鑑於Jeantex龐大的資產赤字及強差人意的業績，董事會於一九九八年決定將此等不作綜合附屬公司的權益作全面撥備。本集團並無給予Jeantex或其債權人任何擔保，故此不會因而產生任何或然負債。由於Jeantex已停業，不綜合Jeantex對本集團本年度之營業額及業績並無影響。

未綜合附屬公司已於2006年3月31日清盤。

20. INTEREST IN A JOINTLY-CONTROLLED ENTITY

20. 共同控權合資公司權益

		Group 本集團	
		2006	2005
		HK\$'000	HK\$'000
		二零零六年	二零零五年
		千港元	千港元
Share of net assets	應佔資產淨值	1,790	1,790
Amount due to the jointly-controlled entity	應付共同控權合資公司款	(612)	(612)
Provision for impairment	減值撥備	(1,178)	(1,178)
		-	-

The balances with the jointly-controlled entity are unsecured, interest-free and are not repayable within one year from the balance sheet date.

共同控權合資公司的欠款為無抵押及不計利息，且毋須於結算日起計一年內償還。

Particulars of the Group's interest in the jointly-controlled entity are as follows:

本集團佔共同控權合資公司權益之詳情如下：

Name 名稱	Business structure 業務 架構形式	Place of incorporation/ registration and operation 註冊成立/ 註冊及經營地點	Percentage of			Principal activity 主要業務
			Ownership interest 本集團應佔股權百分比 股權	Voting power 投票權	Profit sharing 利潤	
Chengdu Carrianna Chaozhou Restaurant Co., Ltd. 成都佳寧娜潮州酒樓有限公司	Corporate 公司	PRC/Mainland China 中華人民共和國/ 中國大陸	51	50	51	Dormant 暫無營業

The investment in the jointly-controlled entity is indirectly held by the Company.

本公司間接擁有共同控權合資公司。

21. INTERESTS IN ASSOCIATES

21. 佔聯營公司權益

		Group 本集團	
		2006 HK\$'000 二零零六年 千港元	2005 HK\$'000 二零零五年 千港元
Share of net assets	應佔資產淨值	89,599	20,464
Due from associates	應收聯營公司款	25,802	25,816
Due to associates	應付聯營公司款	(2,629)	(2,500)
		112,772	43,780
Provision for impairment	減值撥備	(10,628)	(7,589)
		102,144	36,191

The amounts due from/to associates are unsecured, interest-free and have no fixed terms of repayment. The carrying amounts of these amounts due from/to associates approximate to their fair values.

The Group's share of aggregate profits accumulated by the associates for the year amounted to HK\$69,135,000 (2005: of HK\$19,189,000).

The Group's share of the net post-acquisition surplus of the associates as at 31 March 2006 amounted to HK\$85,990,000 (2005: HK\$16,855,000).

與聯營公司的應收／應付款均為無抵押、不計利息及無固定償還期限。與聯營公司的應收／應付款之帳面值與其公平值相約。

年內本集團佔聯營公司的累計溢利為69,135,000港元(二零零五年: 19,189,000港元)。

本集團於二零零六年三月三十一日應佔經營公司的收購後盈餘為85,990,000港元(二零零五年: 16,855,000港元)。

21. INTERESTS IN ASSOCIATES (continued)

Particulars of the principal associates, which are all unlisted companies, are as follows:

Name	Particulars of issued share held	Business structure	Place of incorporation/ registration and operations	Percentage of equity interest attributable to the Group		Principal activities
				2006	2005	
名稱	持有已發行股本	業務架構形式	註冊成立/註冊及營運地點	本集團應佔股權百分比		主要業務
				二零零六年	二零零五年	
China South City Holdings Limited (“CSCHL”) # 華南城控股有限公司 (「華南城」) #	Ordinary shares HK\$40,000	Corporate 公司	Hong Kong/ Mainland China 香港/中國大陸	20	20	Investment holding 投資控股
Grandtex Investment Limited (“Grandtex”) 駿貿投資有限公司 (「駿貿」)	Ordinary shares HK\$1	Corporate 公司	Hong Kong 香港	-	50	Investment holding 投資控股

not audited by Ernst & Young Hong Kong or other Ernst & Young International member firms

The associates are indirectly held by the Company.

21. 估聯營公司權益 (續)

主要聯營公司皆為非上市公司，詳情如下：

由安永會計師事務所以外的執業會計師審核。

本公司間接擁有以上聯營公司。

21. INTERESTS IN ASSOCIATES (continued)

The above table lists the associates of the Group which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other associates would, in the opinion of the directors, result in particulars of excessive length.

During the year, the Group acquired the remaining 50% equity in Grandtex after which it has been treated as a subsidiary (note 34).

The following table illustrates the summarised financial information of the Group's associates extracted from their management accounts:

		2006 HK\$'000 二零零六年 千港元	2005 HK\$'000 二零零五年 千港元
Assets	資產	1,365,666	1,048,095
Liabilities	負債	(875,294)	(939,943)
Revenue	收入	464,331	377,311
Profit	盈利	349,861	97,689

22. AVAILABLE-FOR-SALE EQUITY INVESTMENTS

		Group 本集團	
		2006 HK\$'000 二零零六年 千港元	2005 HK\$'000 二零零五年 千港元
Unlisted equity investments, at cost	非上市股本投資, 按成本值	16,771	-

The above investments consist of investments in equity securities which were designated as available-for-sale financial assets on 1 April 2005 and have no fixed maturity date or coupon rate.

21. 估聯營公司權益 (續)

依董事會的意見, 以上所列本集團的聯營公司為主要影響本集團於本年度的業績或組成本集團資產淨值主要部分的聯營公司; 如若同時詳列其他未有列出的聯營公司的資料, 則會令致資料過於冗長。

於年內, 本集團購入駿貿餘下50%之股本, 其後該公司被視為一間附屬公司 (附註34)。

下列為摘錄自本集團管理賬目有關其聯營公司之財務資料:

22. 可供出售股本投資

		Group 本集團	
		2006 HK\$'000 二零零六年 千港元	2005 HK\$'000 二零零五年 千港元
Unlisted equity investments, at cost	非上市股本投資, 按成本值	16,771	-

上述投資包括於二零零五年四月一日指定為可供出售金融資產之股本證券, 且無固定到期日或票面息率。

22. AVAILABLE-FOR-SALE EQUITY INVESTMENTS (continued)

Unlisted equity investments under available-for-sale investments are stated at cost because their fair values could not be reliably measured as at the balance sheet date.

23. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

Unlisted investment funds, at fair value: 非上市投資基金, 按公平值:

Hong Kong

香港

10,531

-

24. INVENTORIES

Raw materials
Work in progress
Finished goods
Food and beverages

原料
在製品
製成品
食品及飲料

16,755

19,961

3,864

3,132

2,312

2,255

23,217

14,279

46,148

39,627

At 31 March 2006, the carrying amount of inventories of the Group pledged as security for the Group's bank loans amounting to HK\$1,419,000 (2005: HK\$427,000), as further detailed in note 40 to the financial statements.

於二零零六年三月三十一日, 本集團將1,419,000港元(二零零五年: 427,000港元)的存貨抵押予銀行以獲取貸款, 詳情已載於財務報告附註40。

22. 可供出售股本投資 (續)

可供出售股本投資之非上市股本投資按其成本值計算於資產負債表日未能確定計算公平值。

23. 按盈虧釐定公平值之財務資產

Group
本集團

2006

2005

HK\$'000

HK\$'000

二零零六年

二零零五年

千港元

千港元

24. 存貨

Group
本集團

2006

2005

HK\$'000

HK\$'000

二零零六年

二零零五年

千港元

千港元

25. DEBTORS, DEPOSITS AND PREPAYMENTS

Included in the balance is an amount of HK\$74,879,000 (2005: HK\$71,182,000) representing the trade debtors of the Group. The aged analysis of such debtors is as follows:

		Group 本集團	
		2006	2005
		HK\$'000	HK\$'000
		二零零六年	二零零五年
		千港元	千港元
Current – 30 days	即日 – 30日	30,686	24,060
31 – 60 days	31 – 60日	7,342	6,380
61 – 90 days	61 – 90日	5,389	8,433
Over 90 days	超過90日	31,462	32,309
		74,879	71,182

Credit terms

Trade debtors and bills receivable arose from garment business generally have credit terms of 30 to 90 days. Restaurant business is normally traded on a cash basis. For property sales, credit terms vary in accordance with the terms of the sale and purchase agreements. All trade debtors are recognised and carried at their original invoiced amounts less provision for doubtful debts which is recorded when the collection of the full amount is no longer probable. Bad debts are written off as incurred.

In view of the aforementioned and the fact that the Group's trade debtors relate to a large number of diversified customers, there is no significant concentration of credit risk. Trade debtors are non-interest-bearing.

25. 應收賬款、按金及預付款項

其中包括 74,879,000 港元 (二零零五年: 71,182,000 港元) 為本集團之應收貿易賬款。此應收賬款之賬齡分析如下:

		Group 本集團	
		2006	2005
		HK\$'000	HK\$'000
		二零零六年	二零零五年
		千港元	千港元
Current – 30 days	即日 – 30日	30,686	24,060
31 – 60 days	31 – 60日	7,342	6,380
61 – 90 days	61 – 90日	5,389	8,433
Over 90 days	超過90日	31,462	32,309
		74,879	71,182

信貸政策

本集團成衣業務之應收貿易賬款及票據之信貸政策條款由三十日至九十日不等。酒樓業務一般以現金收入為主。物業出售之信貸政策則按照買賣合同而釐定。應收賬項乃按其原發票金額扣除當為無可能悉數收取賒款而作之呆賬撥備後確認及記賬。壞賬則於產生時予以註銷。

考慮到上述的事實，集團應收貿易賬款涉及大數量為多種類型客戶，沒有重大的信貸風險，均為無需付息之應收貿易賬款。

26. CASH AND CASH EQUIVALENTS AND PLEDGED TIME DEPOSITS

26. 現金、現金等值項目及已抵押定期存款

	Note 附註	Group 本集團		Company 本公司	
		2006 HK\$'000 二零零六年 千港元	2005 HK\$'000 二零零五年 千港元	2006 HK\$'000 二零零六年 千港元	2005 HK\$'000 二零零五年 千港元
Cash and bank balances		115,553	62,747	387	89
Time deposits		7,490	19,122	39	38
		123,043	81,869	426	127
Less: Pledged time deposits for bank loans	40	(7,490)	(19,122)	(39)	(38)
Cash and cash equivalents		115,553	62,747	387	89

At the balance sheet date, the cash and bank balances (including time deposits) of the Group denominated in Renminbi ("RMB") amounted to HK\$71,608,000 (2005: HK\$30,042,000). The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at bank earns interest at floating rates based on daily bank deposits rates. Short term time deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The carrying amounts of the cash and cash equivalents and the pledged deposits approximate to their fair values.

於結算日，本集團之現金及現金結存中（包括定期存款）有人民幣值（「人民幣」）為單位結存之結餘為數71,608,000港元（二零零五年：30,042,000港元）。人民幣未能自由兌換為其他貨幣，但根據中國內地之外匯管制條例及結匯、售匯及付匯管理條例規定之寬免，可容許本集團透過特許執行外業務之銀行兌換人民幣為其他貨幣。

銀行現金賺取之利息乃按每日銀行存款利率之浮動利率而定。短期定期存款之期限不一，介乎一日至三個月不等，主要視乎本集團之即時現金需求，並按不同的短期定期存款賺取利息。現金及現金等值項目與已抵押存款之帳面值與其公平值相約。

27. TRADE CREDITORS

The aged analysis of trade creditors is as follows:

		Group 本集團	
		2006 HK\$'000 二零零六年 千港元	2005 HK\$'000 二零零五年 千港元
Current – 30 days	即日 – 30日	19,076	29,454
31 – 60 days	31 – 60日	5,403	5,099
61 – 90 days	61 – 90日	6,387	5,843
Over 90 days	超過90日	5,750	10,415
		36,616	50,811

27. 應付賬款

應付賬款之賬齡分析如下：

28. INTEREST-BEARING BANK AND OTHER BORROWINGS

				Group 本集團		Company 本公司	
		Effective interest rate (%) 實際年利率	Maturity 到期日	2006 HK\$'000 二零零六年 千港元	2005 HK\$'000 二零零五年 千港元	2006 HK\$'000 二零零六年 千港元	2005 HK\$'000 二零零五年 千港元
Current		即期					
Bank overdrafts – unsecured	銀行透支 – 無抵押	5.5% – 8.3%	on demand	4,148	47	-	-
Bank overdrafts – secured	銀行透支 – 有抵押	5.5% – 8.3%	on demand	11,701	2,335	-	-
Bank loans – unsecured	銀行貸款 – 無抵押	3.5% – 7.0%	2007	29,700	27,200	1,200	1,200
Bank loans – secured	銀行貸款 – 有抵押	3.0% – 7.0%	2007	159,721	145,814	15,536	15,960
Trust receipt loans – unsecured	信託收據貸款 – 無抵押	4.8% – 5.1%	June 2006	2,535	2,037	-	-
Trust receipt loans – secured	信託收據貸款 – 有抵押	5.8%	June 2006	4,435	8,592	-	-
Other loans – secured	其他貸款 – 有抵押	6.5%	2007	1,786	-	-	-
				214,026	186,025	16,736	17,160
Non-Current		非即期					
Bank loans – unsecured	銀行貸款 – 無抵押	5.5% – 8.3%	2008	4,500	5,700	4,500	5,700
Bank loans – secured	銀行貸款 – 有抵押	3.0% – 7.0%	2008 – 2010	279,758	201,204	39,324	54,860
Other loans – secured	其他貸款 – 有抵押	6.5%	2010	9,821	-	-	-
				294,079	206,904	43,824	60,560
				508,105	392,929	60,560	77,720

28. 附息之銀行及其他貸款

28. INTEREST-BEARING BANK AND OTHER BORROWINGS (continued)

28. 附息之銀行及其他貸款 (續)

		Group 本集團		Company 本公司	
		2006 HK\$'000 二零零六年 千港元	2005 HK\$'000 二零零五年 千港元	2006 HK\$'000 二零零六年 千港元	2005 HK\$'000 二零零五年 千港元
Analysed into:	分析為:				
Bank overdrafts repayable:					
within one year or on demand	一年內或要求時償還 的銀行透支	15,849	2,382	-	-
Bank loans repayable:	銀行貸款還款期:				
within one year or on demand	一年內或 要求時償還	189,421	173,014	16,736	17,160
in the second year	第二年	79,202	49,224	19,824	16,736
in the third to fifth years, inclusive	第三年至第五年(首 尾兩年包括在內)	194,135	135,522	24,000	43,824
beyond five years	五年以上	10,921	22,158	-	-
		473,679	379,918	60,560	77,720
Other borrowing repayable:	須於以下期間內償還 之其他貸款:				
within one year or on demand	於一年內或 要求時償還	1,786	-	-	-
in the second year	第二年	1,786	-	-	-
in the third to fifth years, inclusive	第三年至第五年(首 尾兩年包括在內)	5,357	-	-	-
beyond five years	五年以上	2,678	-	-	-
		11,607	-	-	-
Trust receipt loans repayable:					
within one year or on demand	一年內或要求時償還 的信託收據貸款	6,970	10,629	-	-
		508,105	392,929	60,560	77,720

All interest-bearing bank and other borrowings bear interest at floating interest rates.

所有計息銀行及其他貸款均以浮息計算。

The carrying amounts of the Group's and the Company's borrowings approximate to their fair values.

本集團及本公司即期貸款之賬面值接近其公平值。

A director of the Company has guaranteed certain of the Group's banking facilities up to HK\$352,433,000 (2005: HK\$380,400,000).

本公司一名董事為本集團部份銀行貸款額度提供擔保合共352,433,000港元(二零零五年: 380,400,000港元)

29. FINANCE LEASE PAYABLES

The Group leases certain of its motor vehicles for its garment business. These leases are classified as finance leases and have remaining lease terms ranging from 1 to 4 years.

At 31 March 2006, the total future minimum lease payments under finance leases and their present values were as follows:

29. 應付融資租約

本集團將部份車輛為成衣業務作融資用途，此等列為融資租約，為期1至4年。

於二零零六年三月三十一日，根據融資租約須在未來支付之最少租約款項及其總現值如下：

		Group 本集團			
		Minimum lease payments	Minimum lease payments	Present value of minimum lease payments	Present value of minimum lease payments
		最少租 約款項 2006 二零零六年 HK\$'000 千港元	最少租 約款項 2005 二零零五年 HK\$'000 千港元	最少租 約款項 現值 2006 二零零六年 HK\$'000 千港元	最少租 約款項 現值 2005 二零零五年 HK\$'000 千港元
Amounts payable:	款項償還期：				
Within one year	一年內	670	897	597	789
In the second year	第二年	321	711	293	641
In the third to fifth years, inclusive	第三年至第五年(首 尾兩年包括在內)	351	631	319	569
Total minimum finance lease payments	應付融資租約 最低總額	1,342	2,239	1,209	1,999
Future finance charges	將來財務費用	(133)	(240)		
Total net finance lease payables	應付融資租約 淨額總值	1,209	1,999		
Portion classified as current liabilities	列為流動負債的部分	(597)	(789)		
Long term portion	長期部分	612	1,210		

The carrying amounts of the Group's finance lease payables approximate to their fair values.

集團應付融資租約賬面值與公平值相約。

30. DEFERRED TAX

The movements in deferred tax liabilities and assets during the year are as follows:

Deferred tax liabilities

Group

		2006 二零零六年					
		Accelerated tax depreciation HK\$'000	Fair value adjustments arising from acquisitions of subsidiaries HK\$'000	Revaluation of properties HK\$'000	Undistributed profits of a subsidiary HK\$'000	Total HK\$'000	
		加速稅項 折舊 千港元	因收購 附屬公司之 公平值調整 千港元	物業重估 千港元	附屬公司 未分派溢利 千港元	總計 千港元	
At 1 April 2005	於二零零五年四月一日	5,541	9,180	35,059	1,723	51,503	
Deferred tax charged/(credited) to the income statement during the year (note 10)	本年度收益表中扣除/ (已計入)之 遞延稅項(附註10)	(4,136)	-	5,914	213	1,991	
Exchange realignment	匯兌調整	(22)	-	47	-	25	
Gross deferred tax liabilities at 31 March 2006	於二零零六年三月三十一日 之遞延稅項債務總值	1,383	9,180	41,020	1,936	53,519	

30. 遞延稅項

本年度遞延稅項資產及負債之變動如下：

遞延稅項負債

本集團

		2006 二零零六年					
		Accelerated tax depreciation HK\$'000	Fair value adjustments arising from acquisitions of subsidiaries HK\$'000	Revaluation of properties HK\$'000	Undistributed profits of a subsidiary HK\$'000	Total HK\$'000	
		加速稅項 折舊 千港元	因收購 附屬公司之 公平值調整 千港元	物業重估 千港元	附屬公司 未分派溢利 千港元	總計 千港元	
At 1 April 2005	於二零零五年四月一日	5,541	9,180	35,059	1,723	51,503	
Deferred tax charged/(credited) to the income statement during the year (note 10)	本年度收益表中扣除/ (已計入)之 遞延稅項(附註10)	(4,136)	-	5,914	213	1,991	
Exchange realignment	匯兌調整	(22)	-	47	-	25	
Gross deferred tax liabilities at 31 March 2006	於二零零六年三月三十一日 之遞延稅項債務總值	1,383	9,180	41,020	1,936	53,519	

30. DEFERRED TAX (continued)

Deferred tax assets

Group

30. 遞延稅項 (續)

遞延稅項資產

本集團

		2006 Losses available for offset against future taxable profit HK\$'000 二零零六年 可用以與未應課稅 溢利抵銷虧損 千港元
At 1 April 2005	於二零零五年四月一日	2,531
Deferred tax charged to the income statement during the year (note 10)	本年度於收益表中扣除 遞延稅項 (附註10)	<u>(2,340)</u>
Gross deferred tax assets at 31 March 2006	於二零零六年三月三十一日之 遞延稅項資產總值	<u>191</u>
Net deferred tax liabilities at 31 March 2006	於二零零六年三月三十一日之 遞延稅項負債淨值	<u>53,328</u>

30. DEFERRED TAX (continued)

Deferred tax liabilities

Group

		2005 二零零五年				
		Accelerated tax depreciation HK\$'000 加速稅項 折舊 千港元	Fair value adjustment arising from acquisition of subsidiaries HK\$'000 收購附屬公司 公平值之調整 千港元	Revaluation of properties HK\$'000 物業重估 千港元	Undistributed profits of a subsidiary HK\$'000 附屬公司 未分派溢利 千港元	Total HK\$'000 總計 千港元
At 1 April 2004	於二零零四年四月一日	7,182	-	34,926	672	42,780
Deferred tax debited to goodwill during the year	年內商譽之遞延稅項開支	-	9,180	-	-	9,180
Deferred tax charged/(credited) to the income statement during the year (note 10)	本年度收益表中扣除 ／(已計入)之 遞延稅項(附註10)	(1,909)	-	133	1,051	(725)
Exchange realignment	匯兌調整	268	-	-	-	268
Gross deferred tax liabilities at 31 March 2005	於二零零五年三月三十一日 之遞延稅項債務總值	5,541	9,180	35,059	1,723	51,503

30. 遞延稅項 (續)

遞延稅項負債

本集團

Accelerated tax depreciation HK\$'000 加速稅項 折舊 千港元	Fair value adjustment arising from acquisition of subsidiaries HK\$'000 收購附屬公司 公平值之調整 千港元	Revaluation of properties HK\$'000 物業重估 千港元	Undistributed profits of a subsidiary HK\$'000 附屬公司 未分派溢利 千港元	Total HK\$'000 總計 千港元
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At 1 April 2004	於二零零四年四月一日	7,182	-	34,926	672	42,780
Deferred tax debited to goodwill during the year	年內商譽之遞延稅項開支	-	9,180	-	-	9,180
Deferred tax charged/(credited) to the income statement during the year (note 10)	本年度收益表中扣除 ／(已計入)之 遞延稅項(附註10)	(1,909)	-	133	1,051	(725)
Exchange realignment	匯兌調整	268	-	-	-	268
Gross deferred tax liabilities at 31 March 2005	於二零零五年三月三十一日 之遞延稅項債務總值	5,541	9,180	35,059	1,723	51,503

30. DEFERRED TAX (continued)

Deferred tax assets

Group

		2005 Losses available for offset against future taxable profit HK\$'000 二零零五年 可用以與未應課稅 溢利抵銷虧損 千港元
At 1 April 2004	於二零零四年四月一日	4,688
Deferred tax charged to the income statement during the year (note 10)	本年度於收益表中已計入 遞延稅項收入(附註10)	<u>(2,157)</u>
Gross deferred tax assets at 31 March 2005	於二零零五年三月三十一日之 遞延稅項資產總值	<u>2,531</u>
Net deferred tax liabilities at 31 March 2005	於二零零五年三月三十一日之 遞延稅項負債淨值	<u>48,972</u>

The Group has tax losses arising in Hong Kong of HK\$79,227,000 (2005: HK\$68,526,000) that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. The Group also has tax losses arising in Mainland China of HK\$Nil (2005: HK\$3,893,000) and in overseas of HK\$1,622,000 (2005: HK\$1,334,000) that are available for offsetting against future taxable profits of the companies in which the losses arose for a maximum of 5 years. Deferred tax assets have not been recognised in respect of these losses as it is uncertain whether sufficient future taxable profits will be generated against which the tax losses can be utilised.

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

30. 遞延稅項 (續)

遞延稅項資產

本集團

本集團有源自香港之稅項虧損79,227,000港元(二零零五年:68,526,000港元),而此等虧損可無限期用以與有關公司之未來應課稅溢利抵銷。本集團亦有源自中國大陸及海外之稅項虧損分別為零港元及1,622,000港元(二零零五年:3,893,000港元及1,334,000港元),而此等虧損則最多於五年內用以與有關公司之未來應課稅溢利抵銷。由於未能確定未來是否能產生足夠之應課稅溢利用作抵銷此等稅項虧損,故未就此等虧損確認遞延稅項資產。

本公司向其股東派付股息並無產生所得稅後果。

31. SHARE CAPITAL

31. 股本

		Company 本公司	
		2006	2005
		HK\$'000	HK\$'000
		二零零六年	二零零五年
		千港元	千港元
Authorised:	法定股本：		
2,000,000,000	每股面值0.10港元之普通		
(2005: 2,000,000,000)	股份2,000,000,000股		
ordinary shares of	(二零零五年：		
HK\$0.10 each	2,000,000,000股)	200,000	200,000
Issued and fully paid:	已發行及繳足股本：		
743,587,219	每股面值0.10港元之普通		
(2005: 738,587,219)	股份743,587,219股		
ordinary shares of	(二零零五年：		
HK\$0.10 each	738,587,219股)	74,359	73,859

During the year, the subscription rights attaching to 5,000,000 share options were exercised at the subscription price of HK\$0.30 per share (note 32), resulting in the issue of 5,000,000 shares of HK\$0.10 each for a total cash consideration before expenses, of HK\$1,500,000.

於年內，以認購價每股0.30港元行駛購股權5,000,000股（附註32），共發行每股面值0.1港元的股份共5,000,000股，未扣除費用前，其總現金代價為1,500,000港元。

31. SHARE CAPITAL (continued)

A summary of the transaction during the year with reference to the above movement in the Company's issued ordinary share capital is as follows:

		Number of shares in issue	Issued share capital HK\$'000	Share premium account HK\$'000	Total HK\$'000
		已發行 股份數目	已發行 股本 千港元	股份溢利 戶口 千港元	總數 千港元
At 1 April 2004 and 1 April 2005	於二零零四年 四月一日 及二零零五年 四月一日	738,587,219	73,859	464,952	538,811
Share options exercised (note 32)	行使購股權 (附註32)	5,000,000	500	1,000	1,500
At 31 March 2006	於二零零六年 三月三十一日	743,587,219	74,359	465,952	540,311

Details of the Company's share option scheme and the share options issued under the scheme are included in note 32 to the financial statements.

31. 股本 (續)

按上述本公司已發行股本之變動，於年內之交易項目如下：

本公司之購股權計劃之詳情，已載於本財務報告附註32。

32. SHARE OPTION SCHEME

The Company operates a share option scheme (the "Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the Scheme include the Company's directors, including independent non-executive directors, other employees of the Group. The Scheme became effective on 10 October 2005 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

32. 購股權計劃

本公司設有一項購股權計劃（「該計劃」），為對本集團業務作出貢獻之合資格參與者提供鼓勵及獎勵。該計劃之合資格參與者包括本公司董事，包括獨立非執行董事，本集團其他員工。該計劃於二零零五年十月十日生效，惟除非獲註銷或修訂，該計劃將於當日起計十年內維持有效。

32. SHARE OPTION SCHEME (continued)

The maximum number of unexercised share options currently permitted to be granted under the Scheme is an amount equivalent, upon their exercise, to 10% of the shares of the Company in issue at any time. The maximum number of shares issuable under share options to each eligible participant in the Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

Share options granted to a director are subject to approval in advance by the independent non-executive directors of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the price of the Company's shares at the date of the grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholder's approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 28 days from the date of offer. The amount payable on acceptance of an option is HK\$1. The exercise period of the share options granted is determinable by the directors.

The exercise price of share options is determinable by the directors and shall be at least the highest of (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the offer date, which must be a business day; (ii) the average closing price of the shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the offer date; and (iii) the nominal value of a share.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meeting.

32. 購股權計劃 (續)

根據該計劃，授出之尚未行使購股權上限不得超過本公司不時已發行股份總數之10%。每名合資格參與者於該計劃項下之可發行股份上限為任何12個月期間不得超過本公司不時已發行股份總數之1%。任何進一步授出之購股權超過此限額，則需經股東在股東大會上批准。

授予購股權給董事必需預先獲得本公司獨立非執行董事批准（或其聯系人士）；若超過本公司不時已發行股份0.1%或於任何12個月期間，總價值（按授予日期時本公司之股價）超過5,000,000港元，則需要預先獲股東於股東大會上批准。

購股權從授出當日起的28天內接受認購，接納購股權時需付款項為1港元。授予購股權的行使期由董事釐定。

購股權之行使價乃由董事會釐定，必須為以下各項之較高者：(i)股份於建議日期（該日必須為營業日）於聯交所每日報價表所列之市收價；(ii)股份於緊接建議日期前五個營業日於聯交所每日報價表所列之平均市收價；及(iii)股份面值。

購股權益無授予持有人權利獲取股息或於股東會上投票。

32. SHARE OPTION SCHEME (continued)

The following share options were outstanding under the Scheme during the year:

	Number of share options 購股權數目				Date of grant of share options*	Exercise period of share options	Exercise price of share options** HK\$	Price of Company's shares*** 本公司股份之價格***		
	At 1 April 2005	Granted during the year	Exercised during the year	At 31 March 2006				At grant date of options HK\$	Immediately before the exercise date HK\$	At exercise date of options HK\$
	於二零零五年四月一日	於年內授出	於年內行使	於二零零六年三月三十一日	授出購股權日期*	行使購股權期間	行使購股權價格** 港元	於購股權授出之日期 港元	購股權行使之日期前 港元	於購股權行使之日期 港元
Executive Directors 執行董事										
Mr. Ma Kai Cheung 馬介璋	-	7,000,000	-	7,000,000	27/10/2005	27/10/2005 – 26/10/2015	0.30	0.295	-	-
Mr. Ma Kai Yum 馬介欽	-	7,000,000	-	7,000,000	27/10/2005	27/10/2005 – 26/10/2015	0.30	0.295	-	-
Mr. Ng Yan Kwong 吳恩光	-	7,000,000	-	7,000,000	27/10/2005	27/10/2005 – 26/10/2015	0.30	0.295	-	-
	-	21,000,000	-	21,000,000						
Independent Non-Executive Directors 獨立非執行董事										
Mr. Lo Ming Chi, Charles 勞明智	-	300,000	-	300,000	27/10/2005	27/10/2005 – 26/10/2015	0.30	0.295	-	-
Mr. Yau Wing Keung 游永強	-	300,000	-	300,000	27/10/2005	27/10/2005 – 26/10/2015	0.30	0.295	-	-
Mr. Lo Man Kit, Sam 盧文傑	-	300,000	-	300,000	27/10/2005	27/10/2005 – 26/10/2015	0.30	0.295	-	-
	-	900,000	-	900,000						
Non-Executive Directors 非執行董事										
Mr. Yip Hing Chung 葉慶忠	-	300,000	-	300,000	27/10/2005	27/10/2005 – 26/10/2015	0.30	0.295	-	-
	-	300,000	-	300,000						
Other employees 其他僱員										
In aggregate 總計	-	12,000,000	(5,000,000)	7,000,000	27/10/2005	27/10/2005 – 26/10/2015	0.30	0.295	0.3	0.4
	-	34,200,000	(5,000,000)	29,200,000						

32. 購股權計劃 (續)

在本年度內，該計劃項下尚未行使之購股權如下：

32. SHARE OPTION SCHEME (continued)

Notes to reconciliation of share options outstanding during the year:

- * The vesting period of the share options is from the date of the grant until the commencement of the exercise period.
- ** The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.
- *** The price of the Company's shares disclosed as at the date of the grant of the share options is the Stock Exchange closing price on the trading day immediately prior to the date of the grant of the options. The price of the Company's shares disclosed immediately before the exercise date of the share options is the weighted average of the Stock Exchange closing prices immediately before the dates on which the options were exercised over all of the exercises of options within the disclosure line.

The fair value of the share options granted during the year was HK\$3,762,000.

The fair value of equity-settled share options granted during the year was estimated as at the date of grant, using a binomial model, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model used for the year ended 31 March 2006:

Dividend yield (%)	6.78
Expected volatility (%)	53.82
Historical volatility (%)	53.82
Risk-free interest rate (%)	4.37
Expected life of option (year)	10
Weighted average share price (HK\$)	0.298

The expected life of the options is based on the historical data over the past years and is not necessarily indicative of the exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome.

32. 購股權計劃 (續)

於年內尚餘之購股權附註：

- * 購股權賦予權利的日期是由授出當日起計算直至行使期的開始日。
- ** 購股權的行使價是受到如配售新股或派送紅股，或本公司股本類同的更動而調整。
- *** 本公司於購股權授出日期所披露的股價是購股權授出當日起計算之前在香港聯合交易所第一個交易日的收市價。於行使購股權日期所披露之本公司股份價格是聯交所所報之收市價按披露類別內行使所有購股權後之加權平均數。

於年內已授出購股權之公平價值為3,762,000港元。

於年內已授出股權支付之購股權之公平價值為使用二項式模式及購股權授出之條款及條件計算。下表載列截至二零零六年三月三十一日止年度二項式之計入項目：

股息率(%)	6.78
預期波動(%)	53.82
歷史波動(%)	53.82
無風險利率(%)	4.37
購股權預計年期(年)	10
加權平均股價(港元)	0.298

購股權之預計年期乃根據過去之歷史數據計算，該行使模式並不一定發生。預期波動反映歷史波動為未來趨勢之指示之假設，並不一定為實際結果。

32. SHARE OPTION SCHEME (continued)

No other feature of the options granted was incorporated into measurement of fair value.

The 5,000,000 share options exercised during the year resulted in the issue of 5,000,000 ordinary shares of the Company and new share capital of HK\$500,000 and share premium of HK\$1,000,000 (before issue expenses), as further detailed in note 31 to the financial statements.

At the balance sheet date, the Company had 29,200,000 share options outstanding under the Scheme. The exercise in full of the remaining share options would, under the present capital structure of the Company, result in the issue of 29,200,000 additional ordinary shares of the Company and additional share capital of HK\$2,920,000 and share premium of HK\$5,840,000 (before issue expenses).

At the date of approval of these financial statements, the Company had 29,200,000 share options outstanding under the Scheme, which represented approximately 3.9% of the Company's shares in issue as at that date.

33. RESERVES**(a) Group**

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on pages 62 to 63 of the financial statements.

Certain amount of goodwill arising on the acquisitions of subsidiaries in prior years remain eliminated against the goodwill reserve, as explained in note 17 to the financial statements.

The reserve funds of the Group represent the non-distributable statutory reserves of the Group's subsidiaries operating in Mainland China. The transfers to these reserves are determined by the board of directors of the subsidiaries in accordance with the relevant laws and regulations of Mainland China. The reserve funds can be used to offset against future losses or to increase the capital of the subsidiaries.

32. 購股權計劃 (續)

於計算公平價值時並無計及所授購股權之任何其他特性。

由於5,000,000股購股權已於年內行使，因而導致本公司額外發行5,000,000股普通股，額外股本為500,000港元及股份溢價為1,000,000港元（扣除發行開支前），詳情已載於財務報告附註31。

於結算日，根據計劃，本公司有29,200,000份購股權尚未行使。根據本公司現行股本結構，全面行使餘下之購股權將導致本公司額外發行29,200,000股普通股，額外股本為2,920,000港元，股份溢價為5,840,000港元（扣除發行開支前）。

於批准此財務報表當日，根據計劃，本公司有29,200,000份購股權尚未行使，佔本公司當日已發行股份約3.9%。

33. 儲備**(a) 本集團**

本集團截至現年度及前年度之儲備款額及儲備變動已呈列於財務報告第62至63頁之綜合權益變動表。

如財務報告附註17所載，以前年度收購附屬公司而產生之商譽款額將可與綜合商譽儲備對銷。

本集團之儲備為集團於中國附屬公司不能分派之法定股本。附屬公司之董事局將根據中國大陸之有關法律轉至該等儲備。此等儲備可與未來之虧損對銷或用作增加附屬公司之股本。

33. RESERVES (continued)

(b) Company

		Share premium account	Contributed surplus	Capital redemption reserve	Share Options reserve	Retained profits	Total
	Notes	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	附註	股份 溢價賬 千港元	實繳 盈餘 千港元	資本 贖回儲備 千港元	購股權計列 千港元	保留溢利 千港元	總計 千港元
At 1 April 2004	於二零零四年四月一日	464,952	59,759	316	-	50,544	575,571
Net loss for the year	本年度虧損淨額	-	-	-	-	(10,356)	(10,356)
Proposed final dividend	建議末期股息	12	-	-	-	(14,772)	(14,772)
At 31 March 2005	於二零零五年三月三十一日	464,952	59,759	316	-	25,416	550,443
Issue of shares	發行股份	31	1,000	-	-	-	1,000
Equity-settled share option arrangements	以購股權支付的安排	32	-	-	3,762	-	3,762
Net loss for the year	本年度虧損淨額	-	-	-	-	(623)	(623)
Proposed final dividend	建議末期股息	12	-	-	-	(7,436)	(7,436)
At 31 March 2006	於二零零六年三月三十一日	465,952	59,759	316	3,762	17,357	547,146

The contributed surplus of the Company arose as a result of the Group reorganisation on 12 August 1991 and represented the difference between the nominal value of the share capital issued by the Company and the combined net assets of the subsidiaries acquired pursuant to the Group reorganisation, less the effects of the bonus issue of shares in previous years.

Under the Companies Act 1981 of Bermuda (as amended), the contributed surplus is distributable to shareholders under certain specific circumstances.

33. 儲備 (續)

(b) 本公司

本公司的實繳盈餘乃因一九九一年八月十二日的集團重組而產生，為本公司發行股本的面值與根據集團重組而收購的附屬公司的合併資產淨值的差額，減去過往年度的紅股發行之影響。

根據百慕達一九八一年公司法（經修訂），實繳盈餘可按若干指定情況分派予股東。

34. BUSINESS COMBINATION

On 31 August 2005, the Group acquired a 50% effective interest in Grandtex Investment Limited from a third party of the Company. Grandtex Investment Limited is engaged in investment holding. The purchase consideration for the acquisition was in the form of cash, with HK\$2 paid at the acquisition date on 31 August 2005.

The fair value of the identifiable assets and liabilities of Grandtex Investment Limited as at the date of acquisition and the corresponding carrying amounts immediately before the acquisition were as follows:

34. 商業合併

本集團於二零零五年八月三十一日由第三者購入駿貿投資有限公司50%權益。駿貿投資有限公司主要業務為投資控股。收購代價2港元以現金形式於二零零五年八月三十一日收購日支付。

駿貿投資有限公司於收購日可辦認資產及負債之公平值及其於收購前之賬面值如下：

		Fair value recognised on acquisition HK\$'000 收購時 已確認之公平值 千港元	Carrying amount HK\$'000 賬面值 千港元
Cash and bank balances	現金及銀行結餘	45	45
Debtors, deposits and prepayments	應收帳款、按金及預付款項	134	134
Sundry creditors and accruals	其他應付賬款及應計費用	(3,842)	(3,842)
		<u>(3,663)</u>	<u>(3,663)</u>
Goodwill on the acquisition (note 17)	收購產生之商譽(附註17)	3,663	
Satisfied by cash	以現金支付	<u>—</u>	
		<u>3,663</u>	

34. BUSINESS COMBINATION (continued)

An analysis of the net inflow of cash and cash equivalents in respect of the acquisition of a subsidiary is as follows:

		HK\$'000 千港元
Cash consideration	現金代價	–
Cash and bank balances acquired	收購之現金及銀行結餘	45
Net inflow of cash and cash equivalents in respect of the acquisition of a subsidiary	收購一間附屬公司之現金及現金等值項目之流入淨額	45

Since its acquisition, Grandtex Investment Limited became dormant and there was no turnover and profit contributable to the Group's consolidated profit for the year ended 31 March 2006.

Had the combination taken place at the beginning of the year, the revenue from continuing operations of the Group and the profit of the Group for the year would have been HK\$486,000 and HK\$888,000, respectively.

In the prior year, on 31 December 2004, the Group completed the acquisition of 100% equity interest in 佛山市華僑大廈 (now known as “佛山華僑大廈佳寧娜酒店有限公司”) and 佛山市中旅聯合總公司 (now known as “佳寧娜(佛山) 企業有限公司”) (collectively “佛山佳寧娜大酒店”) for a cash consideration of HK\$64,602,000. 佛山華僑大廈佳寧娜酒店有限公司 is engaged in the hotel and restaurant operations in the Mainland China.

34. 商業合併 (續)

收購一間附屬公司之現金及現金等值項目之流入分析：

		HK\$'000 千港元
Cash consideration	現金代價	–
Cash and bank balances acquired	收購之現金及銀行結餘	45
Net inflow of cash and cash equivalents in respect of the acquisition of a subsidiary	收購一間附屬公司之現金及現金等值項目之流入淨額	45

自收購後，駿賢投資有限公司暫無營業，於二零零六年三月三十一日止年度並沒有為集團綜合盈利帶來收入及盈利貢獻。

假設合併由年初開始，本集團二零零六年之收入及利潤將分別增加486,000港元及888,000港元。

以前年度，於二零零四年十二月三十一日，本集團完成收購佛山市華僑大廈（現稱「佛山華僑大廈佳寧娜酒店有限公司」）及佛山市中旅聯合總公司（現稱「佳寧娜(佛山) 企業有限公司」）（統稱「佛山佳寧娜大酒店」）的100%股權，投資成本為64,602,000港元。佛山佳寧娜大酒店之業務為經營中國大陸酒店及酒樓業務。

34. BUSINESS COMBINATION (continued)

The fair value of the identifiable assets and liabilities of 佛山佳寧娜大酒店 as at the date of acquisition and the corresponding carrying amounts immediately before the acquisition were as follows:

34. 商業合併 (續)

佛山佳寧娜大酒店於收購日可辨認資產及負債之公平值及其於收購前之賬面值如下:

		Fair value recognised on acquisition 收購時 已確認之公平值 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元
Properties, plant and equipment (note 14)	物業、廠房及設備 (附註14)	74,406	74,406
Investment properties (note 15)	投資物業 (附註15)	34,836	34,836
Cash and bank balances	現金及銀行結存	3,768	3,768
Debtors, deposits and prepayments	應收賬款、按金及 預付款項	1,384	1,384
Inventories	存貨	783	783
Trade creditors	應付賬款	(4,002)	(4,002)
Sundry creditors and accruals	其他應付賬款及應計費用	(18,570)	(18,570)
Interest-bearing bank borrowings	附息之銀行貸款	(20,259)	(20,259)
Tax payable	應繳稅項	(7,744)	(7,744)
Deferred tax (note 30)	遞延稅項 (附註30)	(9,180)	(9,180)
		<u>55,422</u>	<u>55,422</u>
Goodwill on acquisition (note 17)	收購產生之商譽 (附註17)	9,180	
Satisfied by cash	以現金支付	<u>(64,602)</u>	
		<u>(55,422)</u>	

34. BUSINESS COMBINATION (continued)

Analysis of the net outflow of cash and cash equivalents in respect of acquisitions of a subsidiary is as follows:

		HK\$'000 千港元
Cash consideration	現金代價	(64,602)
Cash and bank balances acquired	已收購之現金及銀行結存	3,768
Net outflow of cash and cash equivalents in respect of acquisition of subsidiaries	收購附屬公司之現金及現金等值項目之流出淨額	<u>(60,834)</u>

34. 商業合併 (續)

收購附屬公司之現金及現金等值項目之流出淨額分析如下：

35. DISPOSAL OF A SUBSIDIARY

On 30 September 2005, the Group disposed of a 60% equity interest in Everbright Textile, S.A. ("Everbright"). Everbright is engaged in the laundry operations in the Republic of Guatemala. The disposal was settled by a cash consideration of HK\$1,519,000.

35. 出售附屬公司

於二零零五年九月三十日，本集團出售 Everbright Textile, S.A. (「Everbright」) 60%股本權益。Everbright 於危地馬拉之業務為漂洗業務。出售之代價為現金 1,519,000 港元。

		2006 HK\$'000 二零零六年 千港元	2005 HK\$'000 二零零五年 千港元
Net liabilities disposed of:	已出售之負債淨額：		
Property, plant and equipment (note 14)	物業、廠房及設備 (附註14)	2,212	-
Cash and bank balances	現金及銀行結存	2	-
Inventories	存貨	329	-
Prepayments and other debtors	應收賬款、按金及預付款項	318	-
Trade creditors	應付賬款	(4,287)	-
Sundry creditors and accruals	其他應付賬款及應計費用	(790)	-
		<u>(2,216)</u>	-
Gain on disposal of a subsidiary (note 6)	出售附屬公司收益 (附註6)	697	-
		<u>1,519</u>	-
Satisfied by cash	現金支付	<u>1,519</u>	-

35. DISPOSAL OF A SUBSIDIARY (continued)

An analysis of the net outflow of cash and cash equivalents in respect of the disposal of a subsidiary is as follows:

		2006 HK\$'000 二零零六年 千港元	2005 HK\$'000 二零零五年 千港元
Cash consideration	現金代價	(1,519)	-
Cash and bank balances disposed of	已出售之現金及銀行結存	(2)	-
Net outflow of cash and cash equivalents in respect of the disposal of a subsidiary	出售附屬公司之現金及現金等值項目之流出淨額	<u>(1,521)</u>	-

The result of the subsidiary disposed of in the year ended 31 March 2006 had no significant impact on the Group's consolidated turnover or profit after tax for that year.

35. 出售附屬公司 (續)

出售附屬公司之現金及現金等值項目之流出淨額分析如下：

		2006 HK\$'000 二零零六年 千港元	2005 HK\$'000 二零零五年 千港元
Cash consideration	現金代價	(1,519)	-
Cash and bank balances disposed of	已出售之現金及銀行結存	(2)	-
Net outflow of cash and cash equivalents in respect of the disposal of a subsidiary	出售附屬公司之現金及現金等值項目之流出淨額	<u>(1,521)</u>	-

於二零零六年三月三十一日出售附屬公司對本集團綜合收入或除稅後並沒有帶來重大影響。

36. NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT

36. 出售附屬公司 (續)

(a) Reconciliation of profit before tax to net cash inflow/(outflow) from operating activities

(a) 除稅前溢利與經營業務的現金流入／(流出)淨額之對賬

		Group 本集團	
		2006	2005
		HK\$'000	(Restated) HK\$'000
		二零零六年	二零零五年 (重列)
		千港元	千港元
Profit before tax	除稅前溢利	70,036	53,331
Adjustments for:	調整於：		
Amortisation of goodwill	商譽攤銷	-	459
Bank interest income	銀行利息收入	(2,068)	(1,670)
Depreciation	折舊	20,357	19,683
Equity-settled share option expenses	以股份結算股份認購權支出	3,762	-
Finance costs	財務費用	24,968	13,946
Fair value losses on financial assets at fair value through profit or loss	按公平值計入損益賬之財務資產減值	614	-
Gain on disposal of items of property, plant and equipment	出售物業、廠房及設備之收益	(8)	(362)
Gain on disposal of a subsidiary	出售一間附屬公司收益	(697)	-
Loss on disposal of other financial assets	出售其他財務資產之虧損	-	77
Negative goodwill recognised as income	已確認收入之負商譽	-	(31,143)
Provisions for doubtful debts and other receivables	呆賬準備及其他應收款之撥備	13,777	27,927
Impairment of interests in associates	應佔聯營公司減值	3,039	-
Impairment of items of property, plant and equipment	物業、廠房及設備減值	12,693	-
Impairment of goodwill	商譽減值	3,663	-
Recognition of prepaid land lease payments	預付土地租賃款項之確認	32	32
Share of profits and losses of associates	應佔聯營公司溢利及虧損	(69,135)	(19,189)
Changes in fair value of investment properties	投資物業重估收益	(39,663)	(3,326)
Operating profit before working capital changes	營運資金變動前所得之經營溢利	41,370	59,765
Decrease in properties held for sale	出售物業之減少	222	1,029
Decrease/(increase) in debtors, deposits and prepayments	應收賬款、按金及預收款項減少／(增加)	(22,360)	14,507
Increase in inventories	存貨的增加	(6,315)	(14,200)
Decrease in trade creditors	應付賬款的減少	(11,008)	(1,824)
Decrease in sundry creditors, accruals and deposits received	其他應付賬款、應計費用及預收按金的減少	(10,015)	(1,892)
Cash generated from/(used in) operations	經營業務所得／(支出)之現金	(8,106)	57,385
Hong Kong profits tax refunded/(paid)	已付香港利得稅	28	(41)
Mainland China tax paid	已付中國稅款	(10,369)	(506)
Overseas taxes paid	已付海外稅款	(4,109)	(3,411)
Dividend paid	已付股息	(14,772)	(7,386)
Dividend paid to minority shareholders	已付少數股東股息	(1,452)	-
Net cash inflow/(outflow) from operating activities	經營業務之現金流入／(流出)淨額	(38,780)	46,041

36. NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT (continued)

(b) Major non-cash transactions

In the prior year, the Group entered into finance lease arrangements in respect of property, plant and equipment with a total capital value at the inception of the leases of HK\$1,275,000. There were no major non-cash transactions during the current year.

37. CONTINGENT LIABILITIES

- (a) At the balance sheet date, contingent liabilities not provided for in the financial statements were as follows:

36. 出售附屬公司 (續)

(b) 不涉及現金之主要交易

以前年度，本集團就物業、廠房及設備作出之融資租約總資本值為1,275,000港元。本年內並沒有不涉及現金之主要交易。

37. 或然負債

- (a) 於結算日，本集團及本公司未列入財務報告內之或然負債如下：

	Group 本集團		Company 本公司	
	2006 HK\$'000 二零零六年 千港元	2005 HK\$'000 二零零五年 千港元	2006 HK\$'000 二零零六年 千港元	2005 HK\$'000 二零零五年 千港元
Bills discounted with recourse 附有追索權的 貼現票據	-	10,568	-	-
Guarantees given for mortgage loan facilities granted to purchasers of properties 就小業主購買物業之按揭貸款而作出的擔保	65,228	89,083	8,029	12,085
Guarantees given for banking facilities utilised by subsidiaries 就附屬公司獲授銀行信貸而作出的擔保	-	-	437,352	331,155
Guarantees given to a bank in connection with facilities granted to an associate 就聯營公司獲銀行信貸而作出的擔保	11,000	11,000	11,000	11,000
	76,228	110,651	456,381	354,240

37. CONTINGENT LIABILITIES (continued)

- (b) The Group has a contingent liability in respect of possible future long service payments to employees under the Hong Kong Employment Ordinance, with a maximum possible amount of HK\$3,992,000 (2005: HK\$4,808,000) as at 31 March 2006, as further explained under the heading “Employee benefits” in note 2.5 to the financial statements. The contingent liability has arisen because, at the balance sheet date, a number of current employees have achieved the required number of years of service to the Group in order to be eligible for long service payments under the Hong Kong Employment Ordinance if their employment is terminated under certain circumstances. A provision has not been recognised in respect of such possible payments, as it is not considered probable that the situation will result in a material future outflow of resources from the Group.

38. OPERATING LEASE ARRANGEMENTS**(a) As lessor**

The Group leases its investment properties (note 15) under operating lease arrangements, with leases negotiated for terms ranging from 1 to 6 years. The terms of the leases generally also require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions.

37. 或然負債 (續)

- (b) 本集團之一項或然負債為根據僱傭條例之規定於未來可能須支付予僱員之長期服務金。於二零零六年三月三十一日，該筆款項最高可能為3,992,000港元（二零零五年：4,808,000港元）（進一步之說明載於財務報告附註2.5「僱員福利」內）。該項或然負債之產生乃由於結算本集團之僱員之受僱年期已到達於香港僱傭條例中所規定，可於在條例指定之情況下終止受僱時，有權獲發長期服務金之服務年數，因而本集團須承擔支付該筆款項。鑑於可能出現之情況不會導致本集團將來有重大之資源流出，故未有就該等可能須支付之長期服務金作出撥備。

38. 經營租賃安排**(a) 作為出租人**

本集團根據經營租賃安排出租其若干投資物業（附註15），經營租賃經商議達成之租期介乎一至六年。租賃條款一般亦包括租客須支付抵押按金及於若干情況下可因應當時市況而定期調整租金。

38. OPERATING LEASE ARRANGEMENTS

(continued)

(a) As lessor (continued)

At 31 March 2006, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

Within one year	於一年內
In the second to fifth years, inclusive	於第二至第五年 (包括首尾兩年)
After five years	於第五年後

38. 經營租賃安排 (續)

(a) 作為出租人 (續)

於二零零六年三月三十一日，本集團根據與租戶訂立於下列期間到期之不可撤銷經營租賃在日後可收取之最低租金總額如下：

		Group 本集團	
		2006	2005
		HK\$'000	HK\$'000
		二零零六年	二零零五年
		千港元	千港元
Within one year	於一年內	39,759	42,303
In the second to fifth years, inclusive	於第二至第五年 (包括首尾兩年)	92,133	98,524
After five years	於第五年後	10,522	10,661
		<u>142,414</u>	<u>151,488</u>

38. OPERATING LEASE ARRANGEMENTS

(continued)

(b) As lessee (continued)

The Group leases certain of its properties under operating lease arrangements. Leases for properties are negotiated for terms ranging from 1 to 10 years and rentals are normally fixed in accordance with the respective tenancy agreements. No arrangements have been entered into for contingent rental payments.

At 31 March 2006, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

38. 經營租賃安排 (續)

(b) 作為承租人 (續)

本集團根據經營租賃安排租用若干物業。物業租賃經商議達成之租期介乎一至十年。租金之數額乃根據有關之租賃合約釐定，並無作出任何或然租金支出的安排。

於二零零六年三月三十一日，本集團根據於下列期間到期之不可撤銷經營租賃在日後須支付之最低租金數額如下：

		Group 本集團	
		2006	2005
		HK\$'000	HK\$'000
		二零零六年	二零零五年
		千港元	千港元
Within one year	於一年內	9,725	24,016
In the second to fifth years, inclusive	於第二至第五年 (包括首尾兩年)	19,977	27,805
After five years	於第五後	13,944	-
		43,646	51,821

39. COMMITMENTS

In addition to the operating lease commitments detailed in note 38(b) above, the Group had the following commitments at the balance sheet date:

Capital commitments:

Authorised and contracted,
but not provided for

其他資本承擔：
已授權及訂約

The Company did not have any material commitments as at the balance sheet date (2005: Nil).

40. PLEDGE OF ASSETS

As at the balance sheet date, certain of the Group's fixed assets, investment properties, time deposits, financial assets at fair value through profit or loss/other financial assets, properties held for sale and inventories with a total carrying value of approximately HK\$826,356,000 (2005: HK\$718,226,000) were pledged to secure general banking, trade finance and other facilities granted to the Group. In addition, rental income generated in respect of certain investment properties of the Group were assigned to bankers to secure loan facilities granted to the Group.

39. 承擔

於結算日，除列於附註38(b)之經營租賃安排外本集團有以下尚未清結之承擔：

Group 本集團	
2006	2005
HK\$'000	HK\$'000
二零零六年	二零零五年
千港元	千港元

1,074

206

本公司於結算日並無重大承擔（二零零五年：無）。

40. 資產抵押

於結算日，本集團共有總賬面值約826,356,000港元（二零零五年：718,226,000港元）之若干固定資產、投資物業、定期存款、按公平值計入損益賬之財務資產、其他財務資產出售物業及存貨已作抵押，以取得一般銀行、貿易融資及其他信貸。本集團亦以部份投資物業之租金收益作抵押，以取得銀行之信貸。

41. RELATED PARTY TRANSACTIONS

- (a) In addition to the transactions detailed elsewhere in these financial statements, the Group had the following transactions with related parties during the year:

Sale of goods to related companies	出售貨品予有關連公司
Purchase of goods from related companies	向有關連公司購入貨品

Notes:

- (i) The directors consider that sales to related companies were made according to the published prices and conditions offered to the major customers of the Group.
- (ii) The directors consider that purchase prices were determined according to the published prices and conditions similar to those offered to other customers of the related companies.

In the opinion of the directors, the above transactions were entered into by the Group in the normal course of business.

- (b) Outstanding balances with related parties:

- (i) Details of the amounts due to/from its associates are included in note 21 to the financial statements.
- (ii) Included in trade creditors, the Group had outstanding payable to a related company of HK\$187,000 (2005: HK\$4,904,000). The payable is unsecured, interest-free and has no fixed terms of repayment.

41. 有關連人士交易

- (a) 除已紀錄於財務報告其他附註內的關連交易外，本集團與有關連人士進行下列交易：

Notes	2006 HK\$'000 二零零六年 千港元	2005 HK\$'000 二零零五年 千港元
附註		

(i)	18,838	18,590
(ii)	(60,529)	(64,246)

附註：

- (i) 依據董事會之意見，出售貨品予有關連公司乃於日常業務中進行，價錢及條款不較本集團其他客戶優惠。
- (ii) 依據董事會之意見，向有關連公司購買貨物乃於日常業務中進行，價錢及條款不較本團其他供應商優惠。

董事認為上述交易乃本集團於日常業務中訂立。

- (b) 與有關連人士未結清餘額：

- (i) 本集團與聯營公司之間之餘額詳情載於財務報表附註21。
- (ii) 應付賬款中包括本集團應付給有關連人士187,000港元(二零零五：4,904,000港元)。該款項為無抵押，免息及按要求償還。

41. RELATED PARTY TRANSACTIONS

(continued)

(c) Compensation of key management personnel of the Group:

		2006 HK\$'000 二零零六年 千港元	2005 HK\$'000 二零零五年 千港元
Short term employee benefits	短期僱員福利	16,296	14,016
Post-employment benefits	退休利益	154	154
Share-based payments	以股份作支付的費用	3,630	-
Total compensation paid to key management personnel	給主要管理人員之總報酬	<u>20,080</u>	<u>14,170</u>

Further details of directors' emoluments are included in note 8 to the financial statements.

42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprises bank loans and overdrafts, finance lease payables, other interest-bearing loans and cash and short term deposits. The main purpose of these financial instruments is to raise finance for the Group operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

It is, and has been, throughout the year under review, the Group's policy that no trading in financial instruments shall be undertaken.

The main risks arising from the Group's financial instruments are cash flow interest rate risk, foreign currency risk, credit risk and liquidity risk. The board reviews and agrees policies for managing each of these risks and they are summarised below.

41. 有關連人士交易 (續)

(c) 本集團主要管理人員之報酬:

		2006 HK\$'000 二零零六年 千港元	2005 HK\$'000 二零零五年 千港元
Short term employee benefits	短期僱員福利	16,296	14,016
Post-employment benefits	退休利益	154	154
Share-based payments	以股份作支付的費用	3,630	-
Total compensation paid to key management personnel	給主要管理人員之總報酬	<u>20,080</u>	<u>14,170</u>

本集團之董事酬金列載於附註8。

42. 財務風險管理目標及政策

本集團之主要金融工具包括銀行貸款及透支、其他帶息貸款、融資租約，以及現金及短期存款。該等金融工具之主要目的是為本集團業務籌集資金。本集團亦有多項直接於業務產生之其他金融資產及負債，例如應收賬款及應付賬款。

本集團回顧年度之政策一直為不進行任何金融工具買賣。

本集團金融工具涉及之主要風險為現金流量利率風險、外匯風險、信貸風險及流動資金風險。董事會審閱及同意管理該等風險之政策，概述如下。

42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Cash flow interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's bank loans with a floating interest rate. The interest rates and terms of repayment of the Groups' borrowings are disclosed in note 28 to the financial statements. The Group's policy is to obtain the most favourable interest rates available for its borrowings.

Except for the Group's bank loans, the Group has no significant interest-bearing assets or liabilities. Cash at bank earns interest at floating rates based on daily bank deposits rates. Short term time deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the Group, and earns interest at the respective short term time deposit rates.

Foreign currency risk

The Group operates in Hong Kong, America, South Africa and Mainland China and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to Renminbi, US dollars and South Africa Rand. Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities and net investments in operations in Mainland China. The directors consider that the exchange rates of Hong Kong dollars against Renminbi and United States dollars in the foreseeable future are expected to be relatively stable and the appreciation in Renminbi against Hong Kong dollars is expected to be mild. Hence, there is no significant exposure to fluctuation in foreign exchange rates.

The Group has certain investments in operations in America, South Africa and Mainland China, whose net assets are exposed to translation risk. Most of these investments are in Mainland China. The management does not expect any material adverse impact on the foreign exchange fluctuation, as an expected mild appreciation in Renminbi will further benefit the Group's net assets position in the PRC.

42. 財務風險管理目標及政策 (續)

現金流量利率風險

本集團所面對之利率風險主要與本集團浮息計算債項有關。本集團債項之利率及償還條款於賬目附註28披露。本集團政策為以市場可以獲得的最低利率作為借款利率。

除本集團之銀行貸款外，本集團並沒有重大計息之資產或負債，銀行存款以浮息計算，短期定期存款按集團之現金需要由一日至三個月不等，並按短期存款利率賺取利息。

外匯風險

本集團主要於香港、美洲、南非及中國大陸營運而承受外匯交易風險，主要為人民幣、美元及南非幣。外匯風險由商業活動，已確認資產及負債及於中國大陸之投資活動而產生。董事認為人民幣及美元的匯率相對穩定，人民幣對港元的幣值預期較溫和。因此，集團並沒有顯着的匯率風險。

本集團於美洲、南非及中國大陸之投資產生滙兌差額風險，此等投資大部份在中國大陸。人民幣之溫和升值對集團於中國之資產帶來得益，因此管理層認為集團的投資並沒有重大外匯風險。

42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk

The Group's major exposure to the credit risk arising from the default of the trade receivables, with maximum exposure equal to their carrying amounts in the consolidated balance sheet. The Group trades only with recognised and creditworthy third parties. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

The credit risk of the Group's other financial assets, which comprise cash and cash equivalents, available-for-sale equity investments and financial assets at fair value through profit or loss, arises from default of the counterparty, with a maximum exposure equal to the carrying amount of these instruments.

Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, bank loans and finance leases.

Fair values

As at 31 March 2006, the carrying amounts of the Group's financial assets and liabilities approximated to their fair values.

43. COMPARATIVE AMOUNTS

As further explained in notes 2.2 and 2.4 to the financial statements, due to the adoption of new HKFRSs during the current year, the accounting treatment and presentation of certain items and balances in the financial statements have been revised to comply with the new requirements. Accordingly, certain prior year and opening balance adjustments have been made and certain comparative amounts have been reclassified and restated to conform with the current year's presentation and accounting treatment.

44. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 21 July 2006.

42. 財務風險管理目標及政策 (續)

借貸風險

本集團之主要信貸風險為客戶應收賬款未能回收所引致，風險上限相等於綜合資產負債表所列之賬面值。為了減低風險，本集團祇與信譽可靠之第三者進行交易。此外，管理層持續監察應收結存之情況並採取及時追收行動，因此，本集團之壞賬風險並不重大。

本集團因對方違約而產生之其他金融資產（包括現金及現金等值項目，可供出售股本投資及財務資產）之信貸風險，風險上限乃相等於該等工具之賬面值。

流動資金風險

本集團透過利用銀行透支額、貸款及融資租約，維持資金延續性與靈活性兩者之間之平衡。

公平值

於二零零六年三月三十一日，本集團金融資產及負債之賬面值與其公平值相若。

43. 比較數字

誠如財務報表附註2.2及2.4進一步解釋，由於在本年度採用新及經修訂香港財務報告準則，財務報表若干項目及結餘之會計處理及呈列已修訂，以符合新要求。因此，若干以往年度及年初結餘已作出調整，若干比較數字已重新歸類及重列以與本年度之呈列及會計處理一致。

44. 財務報告之批准

財務報告已於二零零六年七月二十一日經董事會批准。