

財務報表附註 Notes to Financial Statements

截至二零零六年三月三十一日止年度 For the year ended 31 March 2006

1. 一般資料及集團重組

本公司於二零零四年五月二十五日根據開曼群島公司法第22章(一九六一年第3條法例，經綜合及修訂)註冊成立為獲豁免有限公司。本公司之註冊辦事處位於Century Yard, Cricket Square, Hutchins Drive, P.O. Box 2681 GT, George Town, Grand Cayman, British West Indies，而其香港主要營業地點位於香港九龍灣宏開道16號德福大廈1809-1812室。

本公司及其附屬公司(統稱「本集團」)主要從事向香港公營機構提供有關水務工程、道路工程、渠務工程及斜坡加固服務之土木工程合約之保養及建造工程。

根據為重整本集團架構以籌備本公司之普通股於香港聯合交易所有限公司(「聯交所」)主板上市之重組(「重組」)，本公司於二零零六年二月二十五日成為現時組成本集團之附屬公司之控股公司。重組詳情於本公司日期為二零零六年三月三日所編製之售股章程附錄六「法定及一般資料」中「重組」一節內披露。本公司之股份已由二零零六年三月十四日起在聯交所上市。

截至二零零六年三月三十一日止年度之財務報表已於二零零六年七月十三日獲董事會批准。

2. 編製基準

第40至79頁之財務報表已根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)編製。另外，該等財務報表包括香港公司條例及聯交所證券上市規則規定之適用披露事項。

重組已於財務報表中反映，方法為將現時組成本集團之本公司及其附屬公司視作持續經營實體處理。因此，截至二零零六年三月三十一日止年度之財務報表已採用香港會計師公會頒佈之會計指引第5號「共同控制合併賬目之合併會計處理」所載之合併會計原則編製，而綜合業績包括現時組成本集團之附屬公司之業績，猶如現行之架構於整段呈列期間一直存在。截至二零零五年三月三十一日止年度之比較數字已按相同基準編製。

1. GENERAL INFORMATION AND GROUP REORGANISATION

Ming Hing Holdings Limited (the “**Company**”) was incorporated in the Cayman Islands on 25 May 2004 as an exempted company with limited liability under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The registered office of the Company is situated at Century Yard, Cricket Square, Hutchins Drive, P.O. Box 2681 GT, George Town, Grand Cayman, British West Indies and its principal place of business in Hong Kong is situated at Units 1809-1812, Telford House, 16 Wang Hoi Road, Kowloon Bay, Hong Kong.

The Company and its subsidiaries (collectively, the “**Group**”) are principally engaged in performing maintenance and construction works on civil engineering contracts in respect of waterworks engineering, road works and drainage and slope upgrading for the public sector in Hong Kong.

Pursuant to the reorganisation (the “**Reorganisation**”) to rationalise the structure of the Group for the purpose of listing of the Company’s ordinary shares on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the Company became the holding company of the subsidiaries now comprising the Group on 25 February 2006. Details of the Reorganisation were disclosed in section headed “Reorganisation” in Appendix VI “Statutory and General Information” in the Company’s prospectus dated 3 March 2006. The shares of the Company have been listed on the Stock Exchange since 14 March 2006.

The financial statements for the year ended 31 March 2006 were approved by the board of directors on 13 July 2006.

2. BASIS OF PREPARATION

The financial statements on pages 40 to 79 have been prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRS**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”). In addition, the financial statements include the applicable disclosures required by the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on the Stock Exchange.

The Reorganisation has been reflected in the financial statements by regarding the Group now comprising the Company and its subsidiaries as a continuing entity. Accordingly, the financial statements for the year ended 31 March 2006 have been prepared using the principles of merger accounting as set out in Accounting Guideline 5 “Merger Accounting for Common Control Combinations” issued by the HKICPA and the consolidated results include the results of the subsidiaries now comprising the Group as if the current structure had been in existence throughout the period presented. The comparative figures in respect of the year ended 31 March 2005 have been prepared on the same basis.

財務報表附註 Notes to Financial Statements

截至二零零六年三月三十一日止年度 For the year ended 31 March 2006

2. 編製基準 (續)

除若干財務資產及財務負債之重估外，財務報表已根據歷史成本常規編製。計量基準已於下文之會計政策中全面敘述。務請注意，編製財務報表已運用會計估計及假設。雖然該等估計按照管理層對目前事項及行動之最深入了解而作出，惟實際結果最終可能與該等估計有所出入。

本集團並無提早採納以下已頒佈但尚未生效並與本集團有關之準則或詮釋。本公司董事預計採納該等準則及詮釋將不會導致本集團之會計政策出現重大變動。

香港會計準則第1號(修訂)	資本披露 ¹
香港會計準則第39號及 香港財務報告準則第4號 (修訂)	金融工具： 確認及計量及保險合 約－財務擔保合約 ²
香港財務報告準則第7號	金融工具：－披露 ¹

¹ 於二零零七年一月一日或之後開始之年度期間生效

² 於二零零六年一月一日或之後開始之年度期間生效

3. 主要會計政策摘要

(a) 綜合基準

綜合財務報表包括本公司及其附屬公司截至每年三月三十一日止之財務報表。

(b) 附屬公司

附屬公司指本公司有權控制其財務及營運政策之實體。於評估本公司是否控制另一實體時，會考慮是否存在目前可行使或轉換之潛在投票權及其影響。附屬公司於控制權轉移至本公司當日起與本公司全面綜合計算，並自控制權終止當日起不再與本公司綜合計算。

集團內公司間之交易、結餘及交易之未變現收益會予以對銷。除非該項交易有證據證明所轉讓之資產出現減值，否則未變現虧損亦予以對銷。

2. BASIS OF PREPARATION (continued)

The financial statements have been prepared under the historical cost convention except for the revaluation of certain financial assets and financial liabilities. The measurement bases are fully described in the accounting policies below. It should be noted that accounting estimates and assumptions are used in the preparation of the financial statements. Although these estimates are based on management's best knowledge of current events and actions, actual results may ultimately differ from those estimates.

The Group has not early adopted the following standards or interpretations that have been issued but are not yet effective and are relevant to the Group. The directors of the Company anticipate that the adoption of such standards and interpretations will not result in substantial changes to the Group's accounting policies.

HKAS 1 (Amendment)	Capital Disclosures ¹
HKAS 39 & HKFRS 4 (Amendment)	Financial Instruments : Recognition and Measurement and Insurance Contracts – Financial Guarantee Contracts ²
HKFRS 7	Financial Instruments – Disclosures ¹

¹ Effective for annual periods beginning on or after 1 January 2007

² Effective for annual periods beginning on or after 1 January 2006

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of consolidation

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

(b) Subsidiaries

Subsidiaries are entities over which the Company has the power to control the financial and operating policies. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Company controls another entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Company and are deconsolidated from the date that control ceases.

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidences of an impairment of the asset transferred.

3. 主要會計政策摘要 (續)

(b) 附屬公司 (續)

在本公司之資產負債表中，附屬公司乃按成本值扣除任何減值虧損列賬。本公司按結算日已收及應收股息將附屬公司之業績入賬。

(c) 收益確認

當土木工程合約之結果能被可靠估計時，土木工程合約之保養或建造工程產生之收益將根據個別合約於結算日之完成百分比確認(詳情見下文附註3(i))。

利息收入乃參照未償還之本金及適用實質利率按時間比例而確認。

(d) 借款成本

所有借款成本均於產生時扣除。

(e) 物業、廠房及設備

物業、廠房及設備乃按成本(包括購入價格及任何使該項資產達到其擬定用途之運作狀況及地點之直接應佔成本)減累計折舊及任何減值虧損列賬。其後之成本僅會於與該項目有關之未來經濟利益可能流入本集團，而該項目成本能被可靠計算時，計入資產之賬面值，或確認為一項獨立資產(倘適用)。其他所有維修及保養乃於產生之財政期間內在收益表扣除。

出售物業、廠房及設備產生之收益或虧損乃按出售所得款項淨額與資產賬面值之差額釐定，並於收益表中確認。

物業、廠房及設備乃按其估計可使用年期，以結餘遞減法按下列年率撇銷成本作出折舊：

傢俬、裝置及設備	20%
租賃物業裝修	30%
汽車	20%
機器及工具	30%

資產之可使用年期於各結算日予以檢討及調整(倘適用)。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Subsidiaries (continued)

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

(c) Revenue recognition

When the outcome of civil engineering contracts can be estimated reliably, revenue from maintenance or construction works on civil engineering contracts is recognised according to the percentage of completion of individual contracts at the balance sheet date (see note 3(i) below for details).

Interest income is recognised on a time-proportion basis by reference to the principal outstanding and at the effective interest rate applicable.

(d) Borrowing costs

All borrowing costs are expensed as incurred.

(e) Property, plant and equipment

Property, plant and equipment are stated at cost, which comprise purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use, less accumulated depreciation and any impairment losses. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

Gain or loss arising on disposal of property, plant and equipment is determined as the difference between the net sale proceeds and the carrying amount of the asset and is recognised in the income statement.

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

Furniture, fixtures and equipment	20%
Leasehold improvements	30%
Motor vehicles	20%
Machinery and tools	30%

The assets' useful lives are reviewed and adjusted, if appropriate, at each balance sheet date.

3. 主要會計政策摘要 (續)

(f) 減值測試

物業、廠房及設備以及於附屬公司之權益須進行減值測試。

就評估減值而言，資產按可獨立辨識之現金流量（「現金產生單位」）之最低水平歸類。因此，部份資產乃個別進行減值測試；部份則以現金產生單位之水平進行測試。每當發生任何事件或情況變動，顯示物業、廠房及設備之賬面值未必能收回時，該等資產會進行減值測試。

減值虧損按資產或現金產生單位之賬面值超過其可收回金額之部份即時確認為支出。可收回金額為反映市況之公允值及減去出售成本與使用值（根據內部折現現金流量評估計算）兩者之較高者。

如用以釐定資產可收回數額之估計發生變化，減值虧損需予回撥，惟回撥額不得令資產賬面金額（扣除折舊或攤銷後超過如先前不確認減值虧損）釐定之賬面金額。

(g) 租約

(i) 融資租賃（作為承租人）

倘承租人承擔與租賃資產擁有權有關之絕大部分風險及回報，租賃資產之經濟擁有權即轉交承租人。有關資產於租約開始時，按租約付款現值加由承租人承擔之附帶費用（如有）確認（「初始價值」）不論該等租約付款是否部分須於租約開始時預先支付，一筆相應金額確認為融資租賃負債。

對根據融資租賃協議持有之資產之其後會計處理與可資比較收購資產所應用者一致。相應之融資租賃負債會減除扣除財務費用後之租約付款，並於融資成本扣除。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(f) Impairment testing

Property, plant and equipment and interests in subsidiaries are subject to impairment testing.

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows ("cash-generating units"). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level. Those assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount of property, plant and equipment may not be recoverable.

An impairment loss is recognised as an expense immediately for the amount by which the asset's or cash-generating unit's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of fair value, which reflects market conditions less costs to sell, and value in use, which is determined based on an internal discounted cash flow evaluation.

An impairment loss is reversed if there has been a change in the estimates used to determine the asset's recoverable amount and only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

(g) Leases

(i) Finance leases (as lessee)

The economic ownership of a leased asset is transferred to the lessee if the lessee bears substantially all the risks and rewards related to the ownership of the leased asset. The related asset is recognised at the time of inception of the lease at the present value of the lease payments plus incidental payment, if any, to be borne by the lessee ("initiate value"). A corresponding amount is recognised as a finance lease liability, irrespective of whether some of these lease payments are payable up-front at the date of inception of the lease.

Subsequent accounting for assets held under finance lease agreement corresponds to those applied to comparable acquired assets. The corresponding finance lease liability is reduced by lease payments less finance charges, which are expensed to finance costs.

3. 主要會計政策摘要 (續)

- (g) 租約 (續)
(ii) 經營租賃 (作為承租人)
資產擁有權之絕大部份風險及回報由出租人承擔之租約屬經營租約。該等經營租約適用之年度租金按直線法於租期內計入收益表。

- (h) 貿易及其他應收款項
貿易及其他應收款項 (包括應收保留款項) 最初以交易日基準按公允值確認，其後以實際利息法按攤銷成本減去減值撥備計算。任何價值之轉變將於收益表中確認。

當具有客觀證據證明本集團將無法根據應收款項之原定期限收回應付本集團之全部款項，貿易及其他應收款項則確認減值撥備。撥備之金額釐定為賬面值與預期未來現金流量現值之差額。

- (i) 土木工程合約
當土木工程合約之結果能可靠地估計時 (即建造工程之完成百分比最少達30% (倘適用))，土木工程合約之保養或建造工程產生之收益將根據個別合約於結算日之完成百分比確認。完成百分比乃參照已履行工程之價值釐定。

任何可預見虧損於被識別時計提撥備，並即時於收益表中確認為支出。合約工程、申索及獎金之變動於獲得客戶核准且能可靠計量時，確認為收益。

倘無法可靠估計土木工程合約之結果，收益僅以將可收回之已產生合約成本為限，或以經客戶核證之工程價值為限予以確認。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

- (g) Leases (continued)
(ii) Operating leases (as lessee)
Leases where substantially all the risks and rewards of ownership of assets remain with the lessor are accounted for as operating leases. Annual rentals applicable to such operating leases are charged to the income statement on a straight-line basis over the lease terms.

- (h) Trade and other receivables
Trade and other receivables including retention receivables are recognised initially at fair value on trade date basis and subsequently measured at amortised cost using the effective interest method, less any impairment losses. Any changes in their values are recognised in income statement.

Impairment provision is recognised for trade and other receivables when objective evidence is received that the Group will not be able to collect all amounts due to it in accordance with the original terms of receivables. The amount of provision is determined as the difference between the asset's carrying amount and the present value of estimated future cash flows.

- (i) Civil engineering contracts
When the outcome of civil engineering contracts can be estimated reliably (i.e. where applicable, the percentage of completion of the individual construction work is at least 30%), revenue from maintenance or construction works on civil engineering contracts is recognised according to the percentage of completion of individual contract at the balance sheet date. The percentage of completion is determined by reference to the value of works performed.

Provisions are made for any foreseeable losses when they are identified and recognised immediately as an expense in the income statement. Variations in contract work, claims and incentive payments are recognised as revenue when they are approved by customers and can be measured reliably.

When the outcome of civil engineering contracts cannot be estimated reliably, revenue is recognised only to the extent of contract costs incurred that would probably be recoverable or to the extent of the value of works certified by the customers.

3. 主要會計政策摘要 (續)

(i) 土木工程合約 (續)

應收客戶合約工程款項乃指所產生之合約成本加上已確認溢利，減去進度款項及任何可預見虧損。應付客戶合約工程款項乃指進度款項超出所產生合約成本之款項加上已確認溢利，減去任何可預見虧損之款項。成本主要包括物料、工人及分包商費用。本年度就合約之未來活動引致之成本，確認為應收客戶合約工程款項。就已履行工程已出具賬單，但客戶尚未支付之款項，均列入資產負債表「貿易及其他應收款項」項下。

當所承接合約中規定之條件實現時，保留款項(即應付予分包商之進度款項)或應收客戶款項，分別列入資產負債表「貿易及其他應付款項」及「貿易及其他應收款項」項下。

(j) 所得稅之會計處理

所得稅包括當期及遞延稅項。

當期所得稅資產及／或負債包括與財務機構就現行或過往呈報期間有關而於結算日尚未支付之責任或申索。該等金額乃根據本年度應課稅溢利按相關財務期間適用之稅率及稅法計算。當期稅項資產或負債之所有變動於收益表確認為稅項支出的一部分。

遞延稅項乃按於結算日財務報表內資產與負債賬面值與其相應稅基間之暫時差額使用負債法計算。遞延稅項負債一般會就所有應課稅暫時差額確認。遞延稅項資產乃就所有可扣稅暫時差額、可結轉稅項虧損以及其他未運用稅務進賬確認，惟以可能有應課稅溢利可以可扣稅暫時差額、未運用稅項虧損及未運用稅務進賬撇銷之情況為限。

遞延稅項乃按預期於負債清償或資產變賣期間適用之稅率計算(不作貼現)，惟有關稅率必須為於結算日已實施或大致上實施之稅率。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(i) Civil engineering contracts (continued)

Amounts due from customers of contract works represent contract costs incurred plus recognised profits less progress billings and any foreseeable losses. Amounts due to customers for contract works represent the excess of progress billings over contract costs incurred plus recognised profits less any foreseeable losses. Costs mainly comprise materials, direct labour and sub-contractors' fees. Costs incurred during the year in connection with future activity on a contract are recognised as amounts due from customers for contract works. Amounts billed for works performed but not yet paid by the customers are included in the balance sheet under trade and other receivables.

Retentions, representing amounts of progress billings which are payable to sub-contractors or receivables from customers when conditions specified in the contracts undertaken are satisfied, are included in the balance sheet under trade and other payables and trade and other receivables respectively.

(j) Accounting for income taxes

Income tax comprises current and deferred tax.

Current income tax assets and/or liabilities comprise those obligations to, or claims from, fiscal authorities relating to the current or prior reporting period, that are unpaid at the balance sheet date. They are calculated according to the tax rates and tax laws applicable to the fiscal periods to which they relate, based on the taxable profit for the year. All changes to current tax assets or liabilities are recognised as a component of tax expense in the income statement.

Deferred tax is calculated using the liability method on temporary differences at the balance sheet date between the carrying amounts of assets and liabilities in the financial statements and their respective tax bases. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, tax losses available to be carried forward as well as other unused tax credits, to the extent that it is probable that taxable profits will be available against which deductible temporary differences, unused tax losses and unused tax credits can be utilised.

Deferred tax is calculated, without discounting, at tax rates that are expected to apply in the period the liability is settled or the asset realised, provided they are enacted or substantively enacted at the balance sheet date.

3. 主要會計政策摘要 (續)

- (j) **所得稅 (續)**
遞延稅項資產或負債變動於收益表確認，或倘與直接自權益扣除或計入權益之項目有關，則於權益確認。
- (k) **現金及現金等價物**
現金及現金等價物包括銀行及手頭現金以及短期銀行存款，扣除須於通知時償還並構成本集團現金管理不可分割部分之銀行透支。
- (l) **僱員福利**
界定供款計劃
本集團已根據強制性公積金計劃條例，為該等合資格參與強制性公積金退休福利計劃（「強積金計劃」）之僱員設立界定供款強積金計劃。有關供款乃根據僱員基本薪金之若干百分比計算，並根據強積金計劃之規則在應付該等供款時在收益表中扣除。強積金計劃之資產乃由獨立管理基金持有，與本集團之該等資產分開持有。本集團之僱主供款乃於僱主向強積金計劃作出供款時全數撥歸僱員所有。

僱傭條例之長期服務金

本集團若干僱員已任職若干年數，符合資格在終止僱用後領取香港僱傭條例規定之長期服務金。倘若終止僱用符合僱傭條例規定之情況，則本集團須負責支付有關長期服務金。

本集團已就預期未來將予支付之長期服務金作出撥備。撥備乃根據僱員截至結算日向本集團提供服務可能賺取之未來款項之最佳估計。

短期僱員福利

短期僱員福利於應計予僱員時確認，並就僱員於截至結算日止提供服務而產生之年假之估計負債作出撥備。非累計補假於支取時方予確認。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

- (j) **Accounting for income taxes (continued)**
Changes in deferred tax assets or liabilities are recognised in the income statement, or in equity if they relate to items that are charged or credited directly to equity.
- (k) **Cash and cash equivalents**
Cash and cash equivalents include cash at banks and in hand as well as short-term bank deposits, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.
- (l) **Employee benefits**
Defined contribution plan
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 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.

Employment Ordinance long service payments

Certain of the Group's employees have completed the required number of years of service to the Group and are eligible for long service payments under the Hong Kong 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 provision is recognised in respect of the probable future long service payments expected to be made. The provision is based on the best estimate of the probable future payments which have been earned by the employees from their service to the Group to the balance sheet date.

Short-term employee benefits

Short-term employee benefits are recognised when they accrue to employees. In particular, a provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the balance sheet date. Non-accumulating compensated absences are not recognised until the time of leave.

3. 主要會計政策摘要 (續)

(l) 僱員福利 (續)

以股份支付之僱員補償

本集團已設立一項購股權計劃，以肯定及承認合資格參與者對本集團所作出之貢獻。本集團之僱員（包括董事）以股份支付之補償方式收取報酬，而僱員提供服務作為股本工具（「股本交收交易」）之代價。

與僱員進行股本交收交易之成本參照於購股權授出日期之公允值（不計任何非市場歸屬條件之影響）計量。

股本交收交易之成本按照預期予以歸屬之購股權數目之最佳估計於歸屬期內以直線基準於收益表確認為支出。有關預期成為可行使購股權的數目之假設已包括於非市場歸屬條件內。如有跡象顯示預期歸屬之購股權數目與原先估計有所出入，則於其後修訂估計。如最終行使之購股權數目少於原來估計，則不就前期確認之支出作出調整。

購股權獲行使時，原先於購股權儲備內確認之數額將撥入股份溢價。當購股權被收回或於到期日仍未獲行使時，原先於購股權儲備中確認之數額將撥入保留溢利。

(m) 財務負債

本集團之財務負債包括貿易及其他應付款項、銀行貸款及融資租賃負債。上述各項分別作為計入之「貿易及其他應付款項」及「借款」於資產負債表內列賬。

當本集團成為有關工具合約之一方時，即確認財務負債。所有於利息相關之費用均作為支出，於收益表之融資成本內確認。

財務負債均分類為流動負債，除非本集團有權無條件遞延債務之清償至結算日後至少十二個月。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(l) Employee benefits (continued)

Share-based employee compensation

The Group operates a share option scheme for the purpose of recognising and acknowledging the contributions that the eligible participants have made to the Group. Employees (including directors) of the Group receive remuneration in the form of share-based compensation, whereby employees render services as consideration for equity instrument ("equity-settled transactions").

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date the options are granted excluding the impact of any non-market vesting conditions.

The cost of equity-settled transactions is recognised as an expense in income statement on straight-line basis over the vesting period, based on the best available estimate of the number of share options expected to vest. Non-market vesting conditions are included in assumptions about the number of options that are expected to become exercisable. Estimates are subsequently revised, if there is any indication that the number of share options expected to vest differs from previous estimates. No adjustment to expense recognised in prior periods is made if fewer share options ultimately are exercised than originally estimated.

At the time when the share options are exercised, the amount previously recognised in share option reserve will be transferred to share premium. When the share options are forfeited or are still not exercised at the expiry date, the amount previously recognised in share option reserve will be transferred to retained profits.

(m) Financial liabilities

The Group's financial liabilities include trade and other payables, bank loans and finance lease liabilities. They are included in balance sheet line items as "trade and other payables" and "borrowings".

Financial liabilities are recognised when the Group becomes a party to the contractual agreements of the instrument. All interest related charges are recognised as an expense in finance costs in the income statement.

Financial liabilities are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liabilities for at least 12 months after the balance sheet date.

3. 主要會計政策摘要 (續)

(m) 財務負債 (續)

貿易及其他應付款項初步以其公允值確認，及後則採用實際利率法以攤銷成本計量。

銀行貸款最初乃按公允值(扣除已產生之交易成本)確認，而其後按攤銷成本列賬。如所得款項(扣除交易成本)及贖回價值出現任何差額，則於銀行貸款期內以實際利率法在收益表內確認。

融資租賃負債乃按初始價值減租金還款之資本成份計算(見附註3(g)(ii))。

(n) 撥備及或然負債

當本集團因過去事項產生法律責任或推定責任，並且履行該責任時很可能導致經濟利益流出時，則在資產負債表中確認撥備，惟須就有關責任能作出可靠之估計。倘金錢之時間價值重大，撥備為預期履行責任所需支出之現值。

所有撥備均於各個結算日審閱並經調整以反映現時最佳估計值。

在未能肯定是否會導致經濟利益的流出，或有關款額未能可靠地估量時，除非該經濟利益流出的可能性極低，否則有關責任須披露為或然負債。而可能承擔的責任(其存在與否只能藉一項或多項未來事件的發生與否才可確定)亦須披露為或然負債，除非導致經濟利益流出的可能性極低，則作別論。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(m) Financial liabilities (continued)

Trade and other payables are recognised initially at their fair value and subsequently measured at amortised cost, using the effective interest rate method.

Bank loans are recognised initially at fair value, net of transaction costs incurred, and subsequently stated at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the bank loans using the effective interest method.

Finance lease liabilities are measured at initial value less the capital element of lease repayments (see note 3(g)(ii)).

(n) Provisions and contingent liabilities

Provisions are recognised in the balance sheet when the Group has a legal or constructive obligation as a result of a past event and it is probable that an outflow of economic benefits will be required to settle the obligation, provided a reliable estimate in respect of the obligation can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

All provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

3. 主要會計政策摘要 (續)

(o) 關聯人士

以下人士被視為與本集團有關聯之人士：

- (i) 該人士直接地，或間接地透過一位或多位中介者(1)控制本公司／本集團，或受本公司／本集團所控制，或與本公司／本集團受共同控制；(2)持有本公司之權益以至足以對本公司／本集團產生重大影響力；或(3)擁有本公司／本集團之共同控制權；
- (ii) 該人士為關聯人士；
- (iii) 該人士為共同控制實體；
- (iv) 該人士為本公司或其母公司之主要管理人員；
- (v) 該人士為上文第(i)或(iv)項所提及之任何人士之家族關係緊密之成員；
- (vi) 上文第(iv)或(v)項所提及之任何人士直接或間接地控制或共同控制該人士，或直接或間接地對該人士構成重大影響，或直接或間接地擁有該人士之重大投票權；或
- (vii) 該人士為就本公司／本集團或本公司／本集團之關聯人士任何實體之員工福利之退休福利計劃中之一方。

(p) 股本

普通股乃列作權益。股本乃以已發行股份之面值釐定。

任何與發行股份相關之交易成本乃自股份溢價扣除(扣除任何相關所得稅利益)，以與權益交易直接有關所增加之成本為限。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(o) Related parties

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

- (i) directly, or indirectly through one or more intermediaries, the party (1) controls, is controlled, or is under common control with, the Company/Group; (2) has an interest in the Company that gives it significant influence over the Company/Group; or (3) has joint control over the Company/Group;
- (ii) the party is an associate;
- (iii) the party is a jointly-controlled entity;
- (iv) the party is a member of the key management personnel of the Company or its parent;
- (v) the party is a close member of the family of any individual referred to in (i) or (iv);
- (vi) 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 (iv) or (v); or
- (vii) the party is a post-employment benefit plan for the benefit of employees of the Company/Group, or of any entity that is a related party of the Company/Group.

(p) Share capital

Ordinary shares are classified as equity. Share capital is determined using the nominal value of shares that have been issued.

Any transaction costs associated with the issuing of shares are deducted from share premium (net of any related income tax benefit) to the extent they are incremental costs directly attributable to the equity transaction.

4. 重要會計估計及判斷

本集團持續評估估計及判斷，並以過往經驗及其他因素，包括在目前情況下對未來事件之合理預期作為依據。

本集團對未來作出估計及假設。本集團得出之會計估計(將如其定義)不大可能與有關之實際情況完全一致。就具有風險引致資產及負債於下一個財政年度賬面值須作出重大調整之估計及假設如下：

(a) 有關土木工程合約之完成比例及可預見虧損之估計

土木工程合約之保養及建造工程之收益，乃根據個別合約之完成百分比確認。當就一項特定合約發現可預見虧損，該項虧損即時於收益表內確認為一項支出。個別合約之完成百分比及可預見虧損乃根據本集團管理層制定之所產生實際成本及估計合約總成本而釐定。為確保估計合約總成本為準確及最新，管理層經常審閱迄今所產生之成本及直至完成之成本，尤其是任何成本超支及客戶更改指示，並於有需要時檢討估計合約總成本。

(b) 應收款項之減值撥備

應收款項之減值撥備由管理層根據其客戶過往之信貸記錄及現行市場狀況而釐定。此估計可因客戶財政狀況之變動而重大改變。管理層將於每個結算日重新估計應收款項之減值撥備金額(如有)。

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions 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:

(a) Percentage of completion and estimation of foreseeable losses in respect of civil engineering contracts

Revenue from maintenance and construction works on civil engineering contracts is recognised according to the percentage of completion of individual contracts. When foreseeable loss in respect of a particular contract is identified, such loss is recognised as an expense in the income statement immediately. The percentage of completion and foreseeable loss of individual contracts are determined based on the actual costs incurred and the total estimated contract cost prepared by the management of the Group. In order to ensure the total estimated contract cost is accurate and up-to-date, management reviews the costs incurred to date and costs to completion frequently, in particular any cost over-runs and variation orders from customers, and revise the total estimated contract cost where necessary.

(b) Provision for impairment of receivables

Provision for impairment of receivables is determined by management based on the credit history of its customers and the current market condition. It could change significantly as a result of changes in the financial position of the customers. Management would re-assess the amount of impairment provision of receivables, if any, at each balance sheet date.

財務報表附註 Notes to Financial Statements

截至二零零六年三月三十一日止年度 For the year ended 31 March 2006

5. 收益、其他收入及分類資料

收益(亦即本集團之營業額)相等於土木工程合約保養及建造工程之合約收益。收益及其他收入之分析如下:

		二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000
收益	Revenue	263,768	207,196
其他收入:	Other income:		
銀行利息收入	Bank interest income	1,110	71
雜項收入	Sundry income	21	117
		1,131	188
		264,899	207,384

本集團主要在香港從事水務工程承建業務，且本集團之所有營運設施均位於香港。因此，概無呈列業務及地區分類分析。

5. REVENUE, OTHER INCOME AND SEGMENT INFORMATION

Revenue, which is also the Group's turnover, represents contract revenue from maintenance and construction work on civil engineering contracts. An analysis of revenue and other income is as follows:

The Group is principally engaged in the waterworks engineering contracting business in Hong Kong and all of the Group's operating facilities are located in Hong Kong. Accordingly, no business and geographical segment analyses are presented.

6. 經營溢利

		二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000
經營溢利乃經扣除/(計入)	Profit from operations is arrived		
下列各項後得出:	at after charging/(crediting):		
核數師酬金	Auditors' remuneration	608	152
折舊	Depreciation		
- 自有資產	- owned assets	3,440	1,294
- 租賃資產	- leased assets	-	67
		3,440	1,361
出售物業、廠房及設備 之虧損	Loss on disposal of property, plant and equipment	75	346
員工成本(包括董事酬金)	Staff costs (including directors' emoluments)	35,026	13,643
確認為退休福利計劃支出 之金額(列入員工成本)	Amount recognised as expense for retirement benefits scheme (included in staff costs)	1,394	419
退休福利計劃供款之退款 (列入員工成本)	Refunds of contributions to retirement benefits scheme (included in staff costs)	(17)	(295)
經營租約費用	Operating lease charges		
- 土地及樓宇	- land and buildings	920	792
- 廠房及機器	- plant and machinery	1,591	108
		2,511	900

財務報表附註 Notes to Financial Statements

截至二零零六年三月三十一日止年度 For the year ended 31 March 2006

7. 融資成本

7. FINANCE COSTS

		二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000
以下項目之利息費用：	Interest charges on:		
應於五年內償還之	Bank loans wholly repayable		
銀行貸款	within five years	819	280
融資租賃之利息部份	Interest element of finance leases	3	104
		822	384

8. 所得稅支出

8. INCOME TAX EXPENSE

香港利得稅乃根據本年度估計應課稅溢利按稅率17.5%(二零零五年：17.5%)作出撥備。

Hong Kong profits tax has been provided at the rate of 17.5% (2005: 17.5%) on the estimated assessable profit for the year.

		二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000
香港利得稅	Hong Kong profits tax		
— 本期	— current	7,120	7,337
— 往年度之(超額)/	— (over)/under provision		
不足撥備	in prior years	(49)	45
遞延稅項(附註21)	Deferred tax (note 21)	1,218	309
所得稅開支	Income tax expense	8,289	7,691

按適用稅率計算之稅務支出及會計溢利之對賬表如下：

Reconciliation between tax expense and accounting profit at applicable tax rate is as follows:

		二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000
扣除所得稅前溢利	Profit before income tax	46,908	43,342
按適用稅率計算之稅項	Tax at applicable tax rate	8,209	7,585
毋須課稅收入之	Tax effect of non-taxable		
稅務影響	income	(165)	(7)
不可扣減支出之	Tax effect of non-deductible		
稅務影響	expenses	186	59
往年度未確認之	Taxable temporary differences not recognised		
應課稅暫繳差額	in prior years	—	9
往年度之(超額)/不足	(Over)/Under provision in prior years	(49)	45
撥備			
其他	Others	108	—
所得稅開支	Income tax expense	8,289	7,691

財務報表附註 Notes to Financial Statements

截至二零零六年三月三十一日止年度 For the year ended 31 March 2006

9. 本公司權益持有人應佔本年度溢利

於本公司權益持有人應佔38,619,000港元(二零零五年：35,651,000港元)之本年度綜合溢利中，11,546,000港元(二零零五年：零港元)之溢利已於本公司之財務報表內處理。

10. 股息

中期股息	Interim dividends
擬派末期股息— 每股3.6港仙 (二零零五年：零港仙)	Proposed final dividend of HK3.6 cents per share (2005: Nil)

本年度之擬派末期股息須待本公司股東於應屆股東週年大會上批准，方可作實。

往年之股息由本公司之一間附屬公司宣派及支付予重組前當時之股東。

11. 每股盈利

每股基本盈利乃根據本年度溢利38,619,000港元(二零零五年：35,651,000港元)及於本年度已發行普通股之加權平均數243,945,000股(二零零五年：240,000,000股)計算。

在釐定普通股之加權平均數時，有關如附註22(a)、(b)、(d)及(e)所述重組及股份溢價賬撥充資本之240,000,000股已發行普通股被視為自二零零四年四月一日起已發行。

由於無潛在攤薄股份，故並無呈列截至二零零六年及二零零五年三月三十一日止年度之每股攤薄盈利。

9. PROFIT FOR THE YEAR ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

Of the consolidated profit for the year attributable to equity holders of the Company of HK\$38,619,000 (2005: HK\$35,651,000), a profit of HK\$11,546,000 (2005: Nil) has been dealt with in the financial statements of the Company.

10. DIVIDENDS

	二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000
中期股息	—	19,800
擬派末期股息— 每股3.6港仙 (二零零五年：零港仙)	11,520	—
	11,520	19,800

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

The dividends in prior year were declared and paid by one of the Company's subsidiaries to its then shareholders prior to the Reorganisation.

11. EARNINGS PER SHARE

The calculation of basic earnings per share is based on the profit for the year of HK\$38,619,000 (2005: HK\$35,651,000) and on the weighted average number of ordinary shares of 243,945,000 shares (2005: 240,000,000 shares) in issue during the year.

In determining the weighted average number of ordinary shares, 240,000,000 ordinary shares issued in connection with the Reorganisation and capitalisation of share premium account as detailed in Note 22 (a),(b),(d) and (e) were deemed to be in issue since 1 April 2004.

Diluted earnings per share for the years ended 31 March 2006 and 2005 have not been presented as there were no dilutive potential shares.

財務報表附註 Notes to Financial Statements

截至二零零六年三月三十一日止年度 For the year ended 31 March 2006

12. 董事及高級管理人員酬金

(i) 董事酬金

		袍金 Fees 千港元 HK\$'000	薪金、 津貼及 實物福利 Salaries, allowances and benefits in kind 千港元 HK\$'000	退休福利 計劃供款 Retirement benefits scheme contributions 千港元 HK\$'000	總額 Total 千港元 HK\$'000
二零零六年		2006			
執行董事		Executive Directors			
原秋明先生	Mr. Yuen Chow Ming	–	1,014	–	1,014
蘇耀祥先生	Mr. So Yiu Cheung	–	1,014	12	1,026
原偉強先生	Mr. Yuen Wai Keung	–	1,014	12	1,026
非執行董事		Non-Executive Director			
黃富基先生	Mr. Wong Fu Kei	–	–	–	–
獨立非執行董事		Independent Non-Executive Directors			
何鍾泰博士	Dr. Ho Chung Tai, Raymond	10	–	–	10
梁以德教授	Professor. Leung Yee Tak	10	–	–	10
張志文先生	Mr. Cheung Chi Man, Dennis	8	–	–	8
		28	3,042	24	3,094
二零零五年		2005			
執行董事		Executive Directors			
原秋明先生	Mr. Yuen Chow Ming	–	975	–	975
蘇耀祥先生	Mr. So Yiu Cheung	–	975	12	987
原偉強先生	Mr. Yuen Wai Keung	–	975	12	987
非執行董事		Non-Executive Director			
黃富基先生	Mr. Wong Fu Kei	–	–	–	–
		–	2,925	24	2,949

並無董事放棄或同意放棄於截至二零零六年及二零零五年三月三十一日止年度之任何酬金。

No director waived or agreed to waive any emoluments in respect of the years ended 31 March 2006 and 2005.

財務報表附註 Notes to Financial Statements

截至二零零六年三月三十一日止年度 For the year ended 31 March 2006

12. 董事及高級管理人員酬金 (續)

(ii) 五名最高薪人士

本集團於兩個年度之五名最高薪人士包括三名董事，其酬金已於上文披露。已付予其餘兩名最高薪非董事人士之酬金如下：

		二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000
薪金、津貼 及實物福利	Salaries, allowances and benefits in kind	987	682
退休福利計劃供款	Retirement benefits scheme contributions	24	22
		1,011	704

上述兩名最高薪非董事人士每人於兩個年度之酬金總額均少於1,000,000港元。

- (iii) 於截至二零零六年及二零零五年三月三十一日止年度內，本集團並無向董事或任何五名最高薪人士支付任何酬金，作為加入本集團或加入本集團後之獎勵或作為離職補償。

12. DIRECTORS' AND SENIOR MANagements' EMOLUMENTS (continued)

(ii) Five highest paid individuals

The five highest paid individuals in the Group for both years included three directors whose emoluments have been disclosed above. The emoluments paid to the remaining two highest paid, non-director individuals are as follows:

The aggregate emoluments of each of the above two highest paid, non-director individuals for both years were less than HK\$1,000,000.

- (iii) During the years ended 31 March 2006 and 2005, no emoluments were paid by the Group to the directors or any of the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

財務報表附註 Notes to Financial Statements

截至二零零六年三月三十一日止年度 For the year ended 31 March 2006

13. 物業、廠房及設備

13. PROPERTY, PLANT AND EQUIPMENT

		傢俬、裝置 及設備 Furniture, fixtures and equipment 千港元 HK\$'000	租賃物業 裝修 Leasehold improvements 千港元 HK\$'000	汽車 Motor vehicles 千港元 HK\$'000	機器及 工具 Machinery and tools 千港元 HK\$'000	合計 Total 千港元 HK\$'000
於二零零四年四月一日 成本	At 1 April 2004 Cost	853	147	5,375	5,808	12,183
累計折舊	Accumulated depreciation	(536)	(129)	(2,631)	(3,792)	(7,088)
賬面淨值	Net book amount	317	18	2,744	2,016	5,095
賬面淨值 於二零零四年四月一日	Net book amount At 1 April 2004	317	18	2,744	2,016	5,095
添置	Additions	982	509	1,465	964	3,920
出售	Disposals	–	–	(367)	–	(367)
折舊	Depreciation	(144)	(52)	(576)	(589)	(1,361)
於二零零五年 三月三十一日	At 31 March 2005	1,155	475	3,266	2,391	7,287
於二零零五年 三月三十一日 成本	At 31 March 2005 Cost	1,835	656	5,816	6,772	15,079
累計折舊	Accumulated depreciation	(680)	(181)	(2,550)	(4,381)	(7,792)
賬面淨額	Net book amount	1,155	475	3,266	2,391	7,287
賬面淨值 於二零零五年四月一日	Net book amount At 1 April 2005	1,155	475	3,266	2,391	7,287
添置	Additions	894	1,209	10,000	3,884	15,987
出售	Disposals	(4)	–	(270)	–	(274)
折舊	Depreciation	(327)	(298)	(1,652)	(1,163)	(3,440)
於二零零六年 三月三十一日	At 31 March 2006	1,718	1,386	11,344	5,112	19,560
於二零零六年 三月三十一日 成本	At 31 March 2006 Cost	2,718	1,864	15,351	10,656	30,589
累計折舊	Accumulated depreciation	(1,000)	(478)	(4,007)	(5,544)	(11,029)
賬面淨額	Net book amount	1,718	1,386	11,344	5,112	19,560

於二零零五年三月三十一日，物業、廠房及設備之成本包括按融資租賃持有之資產571,000港元及相關累計折舊271,000港元。於二零零六年三月三十一日，並無物業、廠房及設備以融資租賃持有。

As at 31 March 2005, the cost of property, plant and equipment included an amount of HK\$571,000 in respect of assets held under finance leases and the related accumulated depreciation amounted to HK\$271,000. As at 31 March 2006, no property, plant and equipment was held under finance lease.

財務報表附註 Notes to Financial Statements

截至二零零六年三月三十一日止年度 For the year ended 31 March 2006

14. 附屬公司

本公司

於附屬公司之投資
非上市股份，按成本

應收附屬公司之款項

Investment in subsidiaries
Unlisted shares, at cost

Amounts due from subsidiaries

14. SUBSIDIARIES

Company

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

76,261

29,195

–

–

應收附屬公司款項乃無抵押、免息及須於通知時償還。

The amounts due from subsidiaries are unsecured, interest-free and are repayable on demand.

於二零零六年三月三十一日之附屬公司詳情如下：

Particulars of the subsidiaries as at 31 March 2006 are as follows:

名稱 Name	註冊成立／ 註冊之地點 Place of incorporation/ registration	已發行及 繳足股本 Issued and fully paid share capital	所持 應佔股權 Attributable equity interest held	主要業務及 經營地點 Principal activities and place of operations
直接持有權益 <i>Interests held directly</i>				
裕途控股有限公司 Rich Path Holdings Limited	英屬處女群島 British Virgin Islands	1美元 普通股 US\$1 ordinary share	100%	在香港從事投資 控股業務 Investment holding in Hong Kong
間接持有權益 <i>Interests held indirectly</i>				
明興水務渠務工程 有限公司 Ming Hing Waterworks Engineering Company Limited	香港 Hong Kong	13,800,000港元 普通股 HK\$13,800,000 ordinary shares	100%	在香港從事土木 工程承建業務 Civil engineering contracting business in Hong Kong
明興土木工程有限公司 Ming Hing Civil Contractors Limited	香港 Hong Kong	15,000港元 普通股 HK\$15,000 ordinary shares	100%	在香港從事土木 工程承建業務 Civil engineering contracting business in Hong Kong

財務報表附註 Notes to Financial Statements

截至二零零六年三月三十一日止年度 For the year ended 31 March 2006

14. 附屬公司 (續)

14. SUBSIDIARIES (continued)

名稱 Name	註冊成立/ 註冊之地點 Place of incorporation/ registration	已發行及 繳足股本 Issued and fully paid share capital	所持 應佔股權 Attributable equity interest held	主要業務及 經營地點 Principal activities and place of operations
<i>間接持有權益 (續)</i>				
<i>Interests held indirectly (continued)</i>				
明力科研有限公司 Dominic Science & Technology Limited	香港 Hong Kong	2,100港元 普通股 HK\$2,100 ordinary shares	100%	為香港土木工程 承建業務提供 技術支援服務 Provision of technical support services on civil engineering contracting business in Hong Kong
DST Engineering Supplies Limited	香港 Hong Kong	100港元 普通股 HK\$100 ordinary shares	100%	暫無營業 Inactive
中明管道修復有限公司 DST Pipe Rehab Limited	香港 Hong Kong	100港元 普通股 HK\$100 ordinary shares	100%	暫無營業 Inactive
明興永富聯營 Ming Hing – INFO JV	香港 Hong Kong	不適用 N/A	95%	在香港從事土木 工程承建業務 Civil engineering contracting business in Hong Kong

財務報表附註 Notes to Financial Statements

截至二零零六年三月三十一日止年度 For the year ended 31 March 2006

15. 土木工程合約

15. CIVIL ENGINEERING CONTRACTS

		二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000
迄今所產生之成本加已 確認溢利	Costs incurred to date plus recognised profits	436,792	1,023,228
減：迄今之進度款項	Less: Progress billings to date	(373,785)	(1,028,405)
減：可預見虧損	Less: Foreseeable losses	–	–
		63,007	(5,177)
應收客戶合約工程款項	Amounts due from customers of contract works	63,007	8,781
應付客戶合約工程 款項 (附註19)	Amounts due to customers of contract works (note 19)	–	(13,958)
		63,007	(5,177)

16. 貿易及其他應收款項

16. TRADE AND OTHER RECEIVABLES

貿易及其他應收款項之詳情(包括貿易應收款項之賬齡分析)如下：

Details of the trade and other receivables including ageing analysis of trade receivables are as follows:

		二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000
貿易應收款項(附註(i))	Trade receivables (note (i))		
三個月內	Within 3 months	4,116	1,761
四至六個月	4 to 6 months	–	–
七至九個月	7 to 9 months	–	2,266
		4,116	4,027
應收保留款項(附註(ii))	Retention receivables (note (ii))	3,660	970
預付上市費用(附註(iii))	Prepaid listing expenses (note (iii))	–	3,556
其他預付款項	Other prepayments	3,914	3,170
按金	Deposits	898	538
其他應收款項	Other receivables	6,757	3,614
		19,345	15,875
減：列入非流動資產 項下之應收保留款項	Less: Retention receivables included under non-current assets	(1,567)	(352)
		17,778	15,523

財務報表附註 Notes to Financial Statements

截至二零零六年三月三十一日止年度 For the year ended 31 March 2006

16. 貿易及其他應收款項 (續)

附註：

- (i) 客戶合約工程之信貸期通常為30日至60日。合約工程之進度款項乃定期提出申請。
- (ii) 客戶預扣之保留金於相關合約之保養期結束後支付或依據相關合約規定之條款支付。
- (iii) 於二零零五年三月三十一日之預付上市費用已於重組及本公司股份於二零零六年三月十四日於聯交所上市(「上市」)後以股份溢價賬處理或於收益表中扣除。
- (iv) 貿易及其他應收款項(包括應收保留款項)之賬面值包括於結算日與彼等公允值相若。

16. TRADE AND OTHER RECEIVABLES (continued)

Notes:

- (i) Credit period to customers of contract works is normally 30 days to 60 days. Application for progress payments of contract works is made on a regular basis.
- (ii) Retention monies withheld by customers of contract works are released after the completion of maintenance period of the relevant contract or in accordance with the terms specified in the relevant contract.
- (iii) Prepaid listing expenses as at 31 March 2005 have been dealt with in the share premium account or charged to income statement following the Reorganisation and the listing of the Company's shares on the Stock Exchange (the "Listing") on 14 March 2006.
- (iv) The carrying amounts of trade and other receivables including the retention receivables approximate their fair values at the balance sheet date.

17. 已抵押銀行存款

17. PLEDGED BANK DEPOSITS

		二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000
作為就若干土木工程合約發出履約保證抵押之銀行存款(附註26(a))	Bank deposit pledged against issuance of performance bonds in respect of certain civil engineering contracts (note 26(a))	5,096	—
用作若干銀行貸款抵押之銀行存款(附註20)	Bank deposit pledged against certain bank loans (note 20)	6,131	1,106
		11,227	1,106
減：計入非流動資產項下之已抵押銀行存款	Less: Pledged bank deposit included under non-current assets	(5,096)	—
計入流動資產項下之已抵押銀行存款	Pledged bank deposits included under current assets	6,131	1,106

已抵押銀行存款以港元(「港元」)為單位，並按固定利率3.25厘至3.86厘(二零零五年：0.75厘)計息，及於三個月到期。存款於結算日之賬面值與彼等之公允值相若。

Pledged bank deposits, denominated in Hong Kong dollars ("HK\$"), earn interest at fixed rates ranged from 3.25% to 3.86% (2005: 0.75%) and have maturity period of 3 months. The carrying amounts of these deposits approximate their fair values at the balance sheet dates.

財務報表附註 Notes to Financial Statements

截至二零零六年三月三十一日止年度 For the year ended 31 March 2006

18. 現金及現金等價物

本集團

		二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000
銀行及手頭現金	Cash at banks and in hand	54,067	44,923
短期銀行存款	Short-term bank deposits	43,000	35,038
		97,067	79,961

18. CASH AND CASH EQUIVALENTS

Group

本公司

		二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000
銀行及手頭現金	Cash at banks and in hand	3,592	—
短期銀行存款	Short-term bank deposits	25,000	—
		28,592	—

Company

短期銀行存款按固定利率3.80厘至4.01厘(二零零五年：1.43厘)賺取利息，於7日至34日到期。現金及現金等價物於結算日之賬面值與其公允值相若。

Short-term bank deposits earn interest at fixed rates ranged from 3.80% to 4.01% (2005: 1.43%) and have maturity period of 7 days to 34 days. The carrying amount of the cash and cash equivalents approximates its fair value at the balance sheet dates.

財務報表附註 Notes to Financial Statements

截至二零零六年三月三十一日止年度 For the year ended 31 March 2006

19. 貿易及其他應付款項

貿易及其他應付款項(包括根據發票日期之應付貿易款項之賬齡分析)之詳情如下:

19. TRADE AND OTHER PAYABLES

Details of the trade and other payables including ageing analysis of trade payables (based on invoice date) are as follows:

		二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000
貿易應付款項:	Trade payables		
三個月內	Within 3 months	26,201	20,964
四至六個月	4 to 6 months	1,343	1,068
七至九個月	7 to 9 months	429	554
十至十二個月	10 to 12 months	1,062	344
十二個月以上	Over 12 months	707	8,660
		29,742	31,590
應付保留款項(附註i)	Retention payables (note i)	479	479
應付客戶合約工程款項 (附註15)	Amounts due to customers of contract works (note 15)	–	13,958
其他應付款項及應計費用	Other payables and accruals	14,273	7,411
		44,494	53,438

附註:

- (i) 本集團預扣之保留金於相關合約之保養期結束後支付。
- (ii) 貿易及其他應付款項於結算日之賬面值與彼等之公允值相若。

Notes:

- (i) Retention monies withheld by the Group are released after the completion of maintenance period of the relevant contract.
- (ii) The carrying amounts of trade and other payables approximate their fair values at the balance sheet dates.

財務報表附註 Notes to Financial Statements

截至二零零六年三月三十一日止年度 For the year ended 31 March 2006

20. 借款

20. BORROWINGS

		二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000
流動	Current		
有抵押銀行貸款(附註(a))	Bank loans, secured (note (a))	12,252	–
融資租賃負債(附註(b))	Finance lease liabilities (note (b))	–	22
		12,252	22
非流動	Non-current		
有抵押銀行貸款(附註(a))	Bank loans, secured (note (a))	15,000	4,000
貸款總額	Total borrowings	27,252	4,022
分析如下：	Analysed into:		
於以下年期償還之			
銀行貸款	Bank loans repayable		
於一年內	Within one year	12,252	–
於第二年	In the second year	15,000	4,000
		27,252	4,000
其他應償還之借款	Other borrowings repayable		
於一年內	Within one year	–	22
		27,252	4,022

附註：

- (a) 其中一項銀行貸款15,000,000港元(二零零五年：4,000,000港元)以一間關聯公司所擁有物業之法定押記及董事蘇耀祥先生及原偉強先生之個人擔保作抵押。於二零零六年六月五日，個人擔保已被有關銀行解除，並由本公司以公司擔保取代。

其他銀行貸款之12,252,000港元(二零零五年：零港元)以若干銀行存款6,131,000港元之押記及本公司之企業擔保作抵押。

- (b) 融資租賃債務之分析如下：

Notes:

- (a) One of the bank loans amounting to HK\$15,000,000 (2005: HK\$4,000,000) is secured by legal charges over properties held by a related company and personal guarantees of Mr. So Yiu Cheung and Mr. Yuen Wai Keung, the directors. The personal guarantees were released by the relevant bank and replaced by corporate guarantee of the Company on 5 June 2006.

Other bank loans amounting to HK\$12,252,000 (2005: Nil) are secured by charge over certain bank deposits amounting to HK\$6,131,000 and corporate guarantee of the Company.

- (b) The analysis of the obligations under finance leases is as follows:

		二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000
一年內到期	Due within one year	–	25
融資租賃之未來 融資支出	Future finance charges on finance leases	–	(3)
融資租賃負債之現值	Present value of finance lease liabilities	–	22

財務報表附註 Notes to Financial Statements

截至二零零六年三月三十一日止年度 For the year ended 31 March 2006

20. 借款(續)

(c) 有關借款之其他資料：

	原有貨幣 Original currency	利率 Interest rate			
		二零零六年 2006		二零零五年 2005	
		浮動利率 Floating rate	固定利率 Fixed rate	浮動利率 Floating rate	固定利率 Fixed rate
銀行貸款 Bank loans	港元 HK\$	5.7%-7.3%	-	3.5%	-
融資租賃負債 Finance lease liabilities	港元 HK\$	-	-	-	4.0%-8.3%

借款於結算日之賬面值與彼等之公允值相若。

The carrying amounts of the borrowings approximate their fair value at the balance sheet dates.

21. 遞延稅項

遞延稅項負債變動如下：

		二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000
於二零零五年／ 二零零四年四月一日	At 1 April 2005/2004	915	606
於收益表內扣除 (附註8)	Charged to income statement (note 8)	1,218	309
於二零零六／二零零五年 三月三十一日	At 31 March 2006/2005	2,133	915

遞延稅項負債指因稅務折舊撥備超逾會計折舊而產生之應課稅暫繳差額之稅務影響。

遞延稅項負債預計不會於結算日計起十二個月內償付。

The movement of the deferred tax liabilities is as follows:

The deferred tax liabilities represent the tax effects of taxable temporary differences arising as a result of tax depreciation allowances being in excess of the accounting depreciation.

The deferred tax liabilities are not expected to be settled within 12 months from the respective balance sheet dates.

財務報表附註 Notes to Financial Statements

截至二零零六年三月三十一日止年度 For the year ended 31 March 2006

22. 股本

22. SHARE CAPITAL

		附註 Notes	面值 Par value 港元 HK\$	普通股數目 Number of ordinary shares	總額 Total 千港元 HK\$'000
法定	Authorised				
於註冊成立時	Upon incorporation	(a)	1.0	380,000	380
於二零零五年三月三十一日 及二零零五年四月一日	At 31 March 2005 and 1 April 2005		1.0	380,000	380
分拆股份	Subdivision of shares	(b)		3,420,000	–
		(b)	0.1	3,800,000	380
法定股本增加	Increase in authorised share capital	(c)	0.1	996,200,000	99,620
於二零零六年三月三十一日	At 31 March 2006		0.1	1,000,000,000	100,000
已發行及繳足	Issued and fully paid				
於註冊成立時	Upon incorporation	(a)	1.0	3	–
於二零零五年三月三十一日 及二零零五年四月一日	At 31 March 2005 and 1 April 2005		1.0	3	–
分拆股份	Subdivision of shares	(b)		27	–
		(b)	0.1	30	–
就重組而發行之股份	Issue of shares in connection with the Reorganisation	(d)	0.1	119,970	12
股份溢價賬撥充資本	Capitalisation of share premium account	(e)	0.1	239,880,000	23,988
發行股份	Issue of shares	(f)	0.1	80,000,000	8,000
於二零零六年三月三十一日	At 31 March 2006		0.1	320,000,000	32,000

財務報表附註 Notes to Financial Statements

截至二零零六年三月三十一日止年度 For the year ended 31 March 2006

22. 股本 (續)

附註：

- (a) 本公司於二零零四年五月二十五日註冊成立，法定股本為380,000港元，分為380,000股每股面值1港元之股份。於二零零四年六月二日，本公司一股股份以現金按面值配發及發行本公司初始認購人，其後於同日轉讓予董事原偉強先生。於二零零四年七月十四日，一股股份以現金按面值轉讓予董事原秋明先生及董事蘇耀祥先生。

於二零零四年十二月十五日，原秋明先生、蘇耀祥先生及原偉強先生分別按面值向Robinhoods Development Limited (「Robinhoods」)轉讓本公司一股股份。

- (b) 於二零零六年二月十四日，本公司股本中每股面值1港元之已發行及未發行股份，拆分為10股每股面值0.1港元之股份。因此，當日已發行之三股每股面值1港元之股份成為30股每股面值0.1港元之股份。本公司之法定股本已於其後改為3,800,000股每股面值0.1港元之股份。
- (c) 於二零零六年二月十四日，本公司藉增設996,200,000股股份將法定股本由380,000港元增至100,000,000港元。
- (d) 根據於二零零六年二月二十五日之換股契據並作為重組之一部分，已向Robinhoods配發及發行合共119,970股入賬列作已繳足之股份，作為收購裕途控股有限公司全部已發行股本之代價。
- (e) 根據本公司於二零零六年二月二十五日通過之書面決議案，本公司透過將股份溢價賬其中23,988,000港元之進賬撥充資本，按每股面值0.1港元向本公司當時之股東Robinhoods配發及發行239,880,000股入賬列作已繳足之股份。有關配發及資本化須待本公司之股份溢價賬因下文所述就本公司股份於聯交所上市(「上市」)發行新股而取得進賬後，方可進行。
- (f) 於二零零六年三月十三日，本公司就上市而發行80,000,000股每股面值0.72港元之普通股，並籌集所得款項總額約57,600,000港元。於發行80,000,000股普通股後，本公司股份已於二零零六年三月十四日在聯交所主板上市。

22. SHARE CAPITAL (continued)

Notes:

- (a) The Company was incorporated on 25 May 2004 with an authorised share capital of HK\$380,000 divided into 380,000 shares of HK\$1 each. On 2 June 2004, one share of the Company was allotted and issued at par for cash to the initial subscriber of the Company which was subsequently transferred to Mr. Yuen Wai Keung, a director, on the same date. On 14 July 2004, one share was allotted and issued at par for cash to each of Mr. Yuen Chow Ming, a director, and Mr. So Yiu Cheung, a director.

On 15 December 2004, each of Mr. Yuen Chow Ming, Mr. So Yiu Cheung and Mr. Yuen Wai Keung transferred one share of the Company at par to Robinhoods Development Limited (「Robinhoods」).

- (b) On 14 February 2006, every issued and unissued share of HK\$1 each in the capital of the Company was subdivided into 10 shares of HK\$0.1 each. Hence, the three shares of HK\$1 each on issue on that date became 30 shares of HK\$0.1 each. The authorised share capital of the Company was then changed to 3,800,000 shares of HK\$0.1 each.
- (c) On 14 February 2006, the authorised share capital of the Company was increased from HK\$380,000 to HK\$100,000,000 by the creation of additional 996,200,000 shares.
- (d) Pursuant to a share exchange deed on 25 February 2006, and as part of the Reorganisation, a total of 119,970 shares, credited as fully paid, were allotted and issued to Robinhoods in consideration for acquisition of the entire issued share capital of Rich Path Holdings Limited.
- (e) According to written resolutions of the Company passed on 25 February 2006, 239,880,000 shares of the Company were allotted and issued, credited as fully paid at par value of HK\$0.1 each to Robinhoods, the then shareholder of the Company, by the capitalisation of the sum of HK\$23,988,000 from the share premium account. Such allotment and capitalisation were conditional on the share premium account being credited as a result of the new shares issued in connection with the listing of the Company's shares on the Stock Exchange (the "Listing") as described below.
- (f) On 13 March 2006, the Company issued 80,000,000 ordinary shares of HK\$0.72 per share in connection with the Listing, and raised gross proceeds of approximately HK\$57,600,000. Subsequent to the issuance of 80,000,000 ordinary shares, the shares of the Company were listed on the Main Board of the Stock Exchange on 14 March 2006.

22. 股本 (續)

於二零零五年三月三十一日，本公司綜合資產負債表內之股本為12,000港元，即本公司於註冊成立時及自上文(a)至(d)所述之其後交易所產生之股本，並視為於該等賬目所呈報之整個會計年度內經已發行。

於二零零五年三月三十一日，本公司資產負債表內之股本為3港元，即於當日已發行每股面值1港元之普通股3股。

23. 以股份支付之僱員補償

本公司自採納以下計劃以來，並無授出任何購股權。

本公司根據當時全體股東於二零零六年二月二十五日通過之書面決議案採納一項購股權計劃(「該計劃」)。該計劃旨在肯定及承認合資格參與者對本集團業務發展所作出或可作出之貢獻。該計劃之合資格參與者包括 (i) 本公司之執行、非執行或獨立非執行董事或本集團於其中擁有權益之實體(「聯屬公司」)之董事；(ii) 本集團或任何聯屬公司之其他僱員或主管人員；(iii) 本集團或任何聯屬公司之客戶、供應商、代理、合夥人、顧問、諮詢人或股東或承建商；(iv) 任何信託或全權委託信託之受託人，而該等信託或全權委託信託之受益人或任何全權信託對象，包括第(i)、(ii)及(iii)項下之人士；及(v) 第(i)、(ii)及(iii)項下之任何人士實益擁有之公司。

該計劃之主要條款概述如下：

- (1) 承授人接納購股權時必須向本公司支付1港元作為承授代價。
- (2) 該計劃項下每股份之認購價不得低於下列三者中之最高者：(i) 本公司之股份面值；(ii) 於授予合資格參與者當日(須為香港持牌銀行營業之日及聯交所可進行證券交易業務之日(「交易日」))每股股份於聯交所每日報價表所列之收市價；及(iii)緊接授予合資格參與者當日前連續五個交易日每股股份於聯交所每日報價表所列之平均收市價。

22. SHARE CAPITAL (continued)

The share capital in the consolidated balance sheet as at 31 March 2005 amounted to HK\$12,000 represents the capital of the Company arising on incorporation and from the subsequent transactions described in (a) to (d) above and is deemed to be in issue throughout the accounting year presented in these accounts.

The share capital in the balance sheet of the Company as at 31 March 2005 amounted to HK\$3 represents 3 ordinary shares of HK\$1 each in issue on that date.

23. SHARE-BASED EMPLOYEE COMPENSATION

No share option was granted by the Company since the adoption of the following scheme.

The Company has adopted a share option scheme (the "Scheme") pursuant to a written resolution of all the then shareholders passed on 25 February 2006. The purpose of the Scheme is to recognise and acknowledge the contributions that the eligible participants have made or may make to the business development of the Group. Eligible participants of the Scheme include (i) the Company's executive, non-executive or independent non-executive directors or a director of an entity in which the Group holds an interest (the "Affiliate"); (ii) other employee or officer of the Group or any Affiliate; (iii) customer, supplier, agent, partner, consultant, adviser or shareholder of or contractor to the Group or any Affiliate; (iv) the trustee of any trust the beneficiary of which or any discretionary trust the discretionary objects of which include persons under (i), (ii) and (iii); and (v) a company beneficially owned by any persons under (i), (ii) and (iii).

The principal terms of the Scheme are summarised as follows:

- (1) Upon acceptance of the option, the grantee shall pay HK\$1 to the Company as consideration for the grant.
- (2) The subscription price in respect of each share under the Scheme shall not be less than the highest of (i) the nominal value of the Company's shares; (ii) the closing price of each share as stated in the Stock Exchange's daily quotations sheet on the date of offer to the eligible participant, which must be a day on which licensed banks are open for business in Hong Kong and the Stock Exchange is open for business for dealing in securities ("Trading Day"); and (iii) the average closing price of each share as stated in the Stock Exchange's daily quotations sheets for the five consecutive Trading Days immediately preceding the date of offer to the eligible participant.

23. 以股份支付之僱員補償 (續)

- (3) 購股權可根據該計劃之條款，於購股權被視為經已授出之營業日計起不超過10年之期間內隨時行使。概無規定行使購股權前必須持有之最短時限。
- (4) 倘本集團或任何聯屬公司之僱員終止聘約或本集團或任何聯屬公司與客戶、供應商、代理、合夥人、諮詢人、顧問或股東之關係終止，則購股權將於其行使期屆滿後失效。
- (5) 除非取得股東批准，本公司根據該計劃或本公司任何其他計劃授出之所有購股權獲行使時將予發行之最高股份數目合共不得超過32,000,000股，即本公司股份於聯交所上市當日本公司已發行股本之10%。

在不影響該計劃任何其他條文之情況下，本公司根據該計劃及本公司任何其他計劃行使所有已授出而尚未行使之購股權時將予發行之股份最高數目，合共不得超過不時已發行股份總數之30%。

除非取得股東批准，否則於任何12個月期間內授予任何合資格參與者之購股權（包括已行使、已註銷及尚未行使之購股權）獲行使時發行及將予發行之股份總數不得超過不時已發行股份總數之1%。

- (6) 該計劃由採納日期（即二零零六年二月二十五日）起計於十年內有效及生效。

23. SHARE-BASED EMPLOYEE COMPENSATION

(continued)

- (3) An option may be exercised in accordance with the terms of the Scheme at any time during the period which shall not be more than 10 years from the business day on which the option is deemed to have been granted. There is no minimum period for which an option must be held before it can be exercised.
- (4) An option will lapse on expiry of the exercise period of the option, on cessation of employment, or on cessation to be customer, supplier, agent, partner, consultant, adviser or shareholder of or contractor to the Group or any Affiliate.
- (5) The maximum number of the Company's shares which may be issued upon exercise of all options to be granted under the Scheme and any other scheme of the Company shall not in aggregate exceed 32,000,000, being 10% of the issued share capital of the Company as at the date of listing of the Company's shares on the Stock Exchange, unless shareholders' approval has been obtained.

Notwithstanding any other provisions of the Scheme, the maximum number of the Company's shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other scheme of the Company must not in aggregate exceed 30% of the total number of shares in issue from time to time.

Unless approved by the shareholders, the maximum number of shares issued and to be issued upon exercise of the options granted to any eligible participants (including exercised, cancelled and outstanding options) in any 12-month period shall not exceed 1% of the total number of shares in issue from time to time.

- (6) The Scheme shall be valid and effective for a period of ten years commencing on the date of adoption of the Scheme, i.e. 25 February 2006.

財務報表附註 Notes to Financial Statements

截至二零零六年三月三十一日止年度 For the year ended 31 March 2006

24. 儲備

本集團

		二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000
股份溢價	Share premium	12,010	–
合併儲備	Merger reserve	13,805	13,805
保留溢利	Retained profits	65,339	38,240
		91,154	52,045

本集團儲備之變動詳情載於第43頁之綜合權益變動表。

24. RESERVES

Group

Details of the movements on the Group's reserves are set out in the consolidated statement of changes in equity on page 43.

本公司

		股份溢價 Share premium 千港元 HK\$'000 (附註a) (note a)	繳入盈餘 Contributed surplus 千港元 HK\$'000 (附註b) (note b)	保留溢利 Retained profit 千港元 HK\$'000	總額 Total 千港元 HK\$'000
於二零零五年四月一日	At 1 April 2005	–	–	–	–
就重組發行之股份	Issue of shares in connection with the Reorganisation	–	76,249	–	76,249
股份溢價賬資本化 (附註22(e))	Capitalisation of share premium account (note 22(e))	(23,988)	–	–	(23,988)
發行股份(附註22(f))	Issue of shares (note 22(f))	49,600	–	–	49,600
股份發行費用	Share issue expenses	(13,602)	–	–	(13,602)
擬派末期股息(附註10)	Proposed final dividend (note 10)	–	–	(11,520)	(11,520)
本年度溢利	Profit for the year	–	–	11,546	11,546
於二零零六年三月三十一日 At 31 March 2006		12,010	76,249	26	88,285

附註：

- (a) 根據開曼群島公司法第22章(一九六一年第3條法例，經綜合及修訂)，本公司股份溢價賬之資金可供分派予本公司股東，惟緊隨建議分派股息日期後，本公司須有能力償還其於日常業務過程中已到期之債務。
- (b) 本公司之繳入盈餘指根據於二零零六年二月二十五日生效之重組所收購於附屬公司之投資成本高於本公司以作交換之股本面值之差額。

Notes:

- (a) Under the Companies Law Cap. 22, (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, the funds in the share premium account of the Company are distributable to the shareholders of the Company provided that immediately following the date on which a dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.
- (b) Contributed surplus of the Company represents the difference between the costs of investment in subsidiaries acquired pursuant to the Reorganisation effected on 25 February 2006 over the nominal value of the share capital of the Company in exchange.

25. 銀行融資

於二零零六年三月三十一日，本集團之銀行融資額為70,403,000港元（二零零五年：32,833,000港元），其中19,593,000港元（二零零五年：21,151,000港元）並無動用。

26. 承擔

本集團

- (a) 本集團已承諾就若干土木工程合約向一名客戶採購建築材料。於二零零六年三月三十一日承擔下之未履行採購額約為16,992,000港元（二零零五年：零港元）。

就該採購承擔而言，一間銀行已發出23,543,000港元（二零零五年：零港元）之履約保證（相等於本集團承諾採購建築材料之初始款項），以保證本集團妥當履行合約。

- (b) 於二零零六年三月三十一日，根據土地及樓宇之不可撤銷經營租賃而於日後應付之最低租金總額如下：

		二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000
一年內	Within one year	984	792
第二年至第五年	In the second to fifth year	984	–
		1,968	792

本集團根據一項經營租賃租賃若干物業。該項租賃初步為期三年零八個月，於到期日有權重續租賃及重新磋商條款。該項租賃並不包括任何或然租金。

本公司

於二零零六年及二零零五年三月三十一日，本公司並無任何重大承擔。

25. BANKING FACILITIES

As at 31 March 2006, the Group had available bank facilities of HK\$70,403,000 (2005: HK\$32,833,000), out of which HK\$19,593,000 (2005: HK\$21,151,000) was not utilised.

26. COMMITMENTS

Group

- (a) The Group has committed to purchase construction materials from a customer in respect of certain civil engineering contracts. The outstanding amount of purchases under commitment as at 31 March 2006 was approximately HK\$16,992,000 (2005: Nil).

In respect of the purchase commitments, performance bonds of HK\$23,543,000 (2005: Nil) which represents the original amount of the construction materials that the Group has committed to purchase have been issued by a bank in favour of the customer for due performance of the contracts by the Group.

- (b) As at 31 March 2006, the future aggregate minimum lease rental payable under a non-cancellable operating lease in respect of land and buildings was as follows:

The Group leases certain properties under an operating lease. The lease runs for an initial period of three years and eight months, with an option to renew the lease and renegotiate the terms at the expiry date. The lease does not include any contingent rentals.

Company

The Company did not have any significant commitments as at 31 March 2006 and 2005.

27. 或然負債及訴訟

本集團

於截至二零零六年三月三十一日止年度，本集團面對一項於日常業務過程產生之勞資訴訟，而於向法院提交之申請中並無訂明特定索償金額。該案件仍處於早期階段，亦無可靠基準量化因素償而可能產生之損失(如有)。

董事認為已投購足夠之保險以就該等因訴訟而產生之損失(如有)作出保障，因此，該等訴訟項下之最終責任將不會對本集團之財務狀況造成重大不利影響。

於截至二零零六年三月三十一日止年度隨後，本集團一間成員公司接獲一名分包商就兩項已完成工程項目所提出兩項金額合共約7,000,000港元之申索。本集團就該兩項申索委任之法律顧問認為，本集團不僅有充份理由抗辯，更可就多付金額(如有)作出反申索。因此，董事認為該等申索將不大可能對本集團產生任何重大財務影響。

本公司

於二零零六年三月三十一日，本公司就一間附屬公司之若干銀行融資25,860,000港元(二零零五年：零港元)作出公司擔保，其中12,267,000港元(二零零五年：零港元)經已被動用。

28. 關聯方交易

本集團由Robinhoods(一間於英屬處女群島註冊成立及存置股東名冊之有限公司)控制。Able Promise Holdings Limited、Group Honour Assets Limited及Foremost Time Holdings Limited(三者均為英屬處女群島註冊成立及存置股東名冊之有限公司)各自持有Robinhoods三分之一股權。

27. CONTINGENT LIABILITIES AND LITIGATIONS

Group

A labour lawsuit arising from the normal course of business has been lodged against the Group during the year ended 31 March 2006 and no specific claim amount has been specified in the application submitted to the court. The case is still at its early stage and there is no reliable basis to quantify the losses, if any, which may arise as a result of the claim.

In the opinion of directors, sufficient insurance policies are maintained to cover the losses, if any, arising from the lawsuit and therefore the ultimate liability under the lawsuit would not have a material adverse impact on the financial position of the Group.

Following the year ended 31 March 2006, a member of the Group has received two claims of an approximate amount of HK\$7.0 million from a sub-contractor in respect of two completed projects. The legal advisers to the Group on these two claims are of the opinion that the relevant member of the Group has a good case not only to defend but also to counterclaim the overpaid amount, if any. On this basis, the directors consider that the claims will unlikely result in any material financial impact on the Group.

Company

As at 31 March 2006, the Company has given corporate guarantees in respect of certain bank facilities of a subsidiary amounting to HK\$25,860,000 (2005: Nil) of which HK\$12,267,000 (2005: Nil) has been utilised.

28. RELATED PARTY TRANSACTIONS

The Group is controlled by Robinhoods, a limited liability company incorporated and domiciled in the British Virgin Islands. Robinhoods is held as to one-third by each of Able Promise Holdings Limited, Group Honour Assets Limited and Foremost Time Holdings Limited, limited liability companies incorporated and domiciled in the British Virgin Islands.

財務報表附註 Notes to Financial Statements

截至二零零六年三月三十一日止年度 For the year ended 31 March 2006

28. 關聯方交易 (續)

本集團曾進行以下關連方交易：

(i) 與一間關聯公司之交易

支付予君明有限公司之辦公室租金	Rental expenses for office premises paid to Grand Media Limited
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本公司董事原秋明先生、蘇耀祥先生及原偉強先生於上述關聯公司分別擁有34%、33%及33%之股權。

(ii) 主要管理人員

員工成本為包括以下各類之主要管理人員補償：

薪金、津貼及實物福利	Salaries, allowances and benefits in kind
僱用後福利	Post-employment benefits

28. RELATED PARTY TRANSACTIONS (continued)

The Group entered into the following related party transactions:

(i) Transactions with a related company

	二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000
支付予君明有限公司之辦公室租金	920	792

The directors of the Company, Mr. Yuen Chow Ming, Mr. So Yiu Cheung and Mr. Yuen Wai Keung, have equity interests of 34%, 33% and 33%, respectively, in the above related company.

(ii) Key management personnel

Included in staff costs are key management personnel compensation which comprises the following categories:

	二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000
薪金、津貼及實物福利	4,860	4,125
僱用後福利	72	63
	4,932	4,188

29. 財務風險管理

本集團並無明文之風險管理政策及指引。然而，董事會會定期召開會議，分析及制訂措施，以管理本集團承受之市場風險，主要包括利率變動。一般而言，本集團就其風險管理採納一套穩健策略。由於本公司董事認為，本集團所承受之市場風險持續處於最低水平，故本集團並無使用任何衍生工具或其他工具作對沖用途。本集團並無持有或發行衍生金融工具作買賣用途。

本集團之財務資產主要包括應收保留款項、應收客戶合約工程款項、貿易及其他應收款項、現金及現金等價物。本集團之財務負債包括貿易及其他應付款項及借款。

(a) 利率風險

除現金及銀行結餘外，本集團並無重大附息資產。本集團因借款產生之利率風險已於附註20披露。

(b) 外幣風險

本集團因外幣匯率變動而承受之風險十分輕微。

(c) 信貸風險

一般而言，財務資產之最大信貸風險為綜合資產負債表賬面所示財務資產之賬面值。因此，信貸風險僅在最大潛在虧損與財務資產之賬面值出現重大差異之情況下披露。

本集團積極監察應收保留款項、應收客戶合約工程款項、貿易及其他應收款項，以避免信貸風險過份集中。

(d) 流動資金風險

本集團保持充足之現金及遵守優質貸方規定之信貸上限，謹慎管理流動資金風險。

(e) 公允值

董事認為，綜合資產負債表所呈報財務資產及財務負債之公允值與其賬面值相若。

29. FINANCIAL RISK MANAGEMENT

The Group does not have written risk management policies and guidelines. However, the board of directors meets periodically to analyse and formulate measures to manage the Group's exposure to market risk, including principally changes in interest rates. Generally, the Group employs a conservative strategy regarding its risk management. As the directors of the Company consider that the Group's exposure to market risk is kept at a minimum level, the Group has not used any derivatives or other instruments for hedging purposes. The Group does not hold or issue derivative financial instruments for trading purposes.

The financial assets of the Group comprise primarily retention receivables, amounts due from customers of contract works, trade and other receivables, cash and cash equivalents. The financial liabilities of the Group comprise trade and other payables and borrowings.

(a) Interest rate risk

The Group has no significant interest-bearing assets apart from cash and cash equivalents. The Group's interest rate risk arising from borrowings are disclosed in note 20.

(b) Foreign currency risk

The Group's exposure to risk resulting from changes in foreign currency exchange rates is minimal.

(c) Credit risk

Generally, the maximum credit risk exposure of financial assets is the carrying amount of the financial assets as shown on the face of the consolidated balance sheet. Credit risk, therefore, is only disclosed in circumstances where the maximum potential loss differs significantly from the financial asset's carrying amount.

The Group's retention receivables, amounts due from customers of contract works and trade and other receivables are actively monitored to avoid significant concentrations of credit risk.

(d) Liquidity risk

The Group applies prudent liquidity risk management by maintaining sufficient amount of cash and keeping committed credit line available from high quality lenders.

(e) Fair Value

The directors consider that the fair value of financial assets and financial liabilities reported in the consolidated balance sheet approximate their carrying amounts.