

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 September 2006

綜合財務報表附註

截至二零零六年九月三十日止六個月

1. CORPORATE INFORMATION

The Company is a limited liability company incorporated in the Cayman Islands. The registered office of the Company is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The principal place of business of the Company is located at 28/F, Tower 6, The Gateway, Harbour City, 9 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong.

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

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

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

The consolidated interim financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 "Interim financial reporting" issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities ("Listing Rules") on The Stock Exchange of Hong Kong Limited ("Stock Exchange"). These consolidated interim financial statements are presented in Hong Kong dollars and all values are rounded to the nearest thousand (HK\$'000) except otherwise indicated.

These consolidated interim financial statements should be read in conjunction with the audited annual financial statements for the year ended 31 March 2006.

All significant intercompany transactions and balances within the Group have been eliminated on consolidation.

The accounting policies and method of computation adopted in the preparation of these consolidated interim financial statements are consistent with those used in the annual financial statements for the year ended 31 March 2006 except in relation to the following new and revised Hong Kong Financial Reporting Standards ("HKFRSs") and Hong Kong Accounting Standards ("HKASs") (collectively the "new HKFRSs") which are effective for accounting periods beginning on or after 1 January 2006 and are relevant to the operations of the Group. The details of which are set out below:

HKAS 21 Amendment	The effects of changes in foreign exchange rate – 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
HK(IFRIC)-Int 4	Determining whether an arrangement contains a lease

The adoption of the above HKFRSs has had no material impact on the accounting policies of the Group and the methods of computation in the Group's consolidated interim financial statements.

1. 公司資料

本公司為於開曼群島註冊成立之有限公司。本公司之註冊辦事處地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands。本公司主要營業地點在香港九龍尖沙咀廣東道9號海港城港威大廈第6座28樓。

於回顧期間內，本集團之業務為舉辦展覽會及貿易展覽會以及提供相關之補充服務。

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

2. 編製基準及重大會計政策

綜合中期財務報表乃按照香港會計師公會頒佈之香港會計準則第34號「中期財務報告」及香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄16之適用披露規定編製。本綜合中期財務報表以港元呈列，而除另有指明外，所有數值均約整至千位（千港元）。

此等綜合中期財務報表應與截至二零零六年三月三十一日止年度之經審核年度財務報表一併閱覽。

本集團各公司間之重大交易及結餘已於綜合賬目時對銷。

編製綜合中期財務報表所採納之會計政策及計算方法乃與編製截至二零零六年三月三十一日止年度之年度財務報表所採納者一致，惟有關下列新增及經修訂香港財務報告準則（「香港財務報告準則」）及香港會計準則（「香港會計準則」）（統稱為「新香港財務報告準則」）則除外，其適用於二零零六年一月一日或以後開始之會計期間及有關本集團之經營業務。有關詳情列載如下：

香港會計準則第21號（修訂）	外幣匯率變動之影響：對境外實體的投資淨額
香港會計準則第39號（修訂）	預測集團內公司間交易之現金流量對沖會計處理
香港會計準則第39號（修訂）	公平值選擇
香港會計準則第39號及香港財務報告準則第4號（修訂）	財務擔保合約
香港（國際財務報告詮釋委員會）－詮釋第4號	釐定安排是否包含租賃

採納上述香港財務報告準則對本集團之會計政策及本集團綜合中期財務報表之計算方法並無產生重大影響。

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The following are standards and interpretations which are issued but not effective in the current financial period:

HKAS 1 Amendment (effective for accounting periods beginning on or after 1 January 2007)	Capital disclosures
HKFRS 7 (effective for accounting periods beginning on or after 1 January 2007)	Financial instruments: disclosures
HK(IFRIC)-Int 8 (effective for accounting periods beginning on or after 1 May 2006)	Scope of HKFRS 2
HK(IFRIC)-Int 9 (effective for accounting periods beginning on or after 1 June 2006)	Reassessment of embedded derivatives
HK(IFRIC)-Int 10 (effective for accounting periods beginning on or after 1 November 2006)	Interim financial reporting and impairment

Except for HKFRSs 1 and 7, the Group expected that the adoption of the pronouncement listed above will not have any significant impact on the Group's financial statements in the period of initial adoption.

3. SEGMENT INFORMATION

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

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

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

The following table presents revenue and certain asset and expenditure information for the Group's geographical segments including Hong Kong, the People's Republic of China (the "PRC"), Republic of Poland ("Poland") and United States of America ("USA").

2. 編製基準及重大會計政策 (續)

以下為於本會計期間內已頒布但尚未生效之準則及詮釋：

香港會計準則第1號(修訂) (於二零零七年一月一日或以後開始之會計期間生效)	資本披露
香港財務報告準則第7號 (於二零零七年一月一日或以後開始之會計期間生效)	金融工具：披露
香港(國際財務報告詮釋委員會)－詮釋第8號 (於二零零六年五月一日或以後開始之會計期間生效)	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)－詮釋第9號 (於二零零六年六月一日或以後開始之會計期間生效)	重估內嵌式衍生工具
香港(國際財務報告詮釋委員會)－詮釋第10號 (於二零零六年十一月一日或以後開始之會計期間生效)	中期財務報告及減值

除香港財務報告準則第1號及第7號外，本集團預期採納上文所列之規定將不會對本集團於初步應用期間之財務報表造成任何重大影響。

3. 分類資料

分類資料以兩種分類形式呈列：(i)按第一分類報告基準之業務分類；及(ii)按第二分類基準之地區分類。

本集團之營業額及經營溢利或虧損僅來自舉辦貿易展覽會及提供相關補充服務，故並無對本集團之營業額及經營業績按主要業務作進一步分析。

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

下表呈列本集團各地區分類(包括香港、中華人民共和國(「中國」)、波蘭共和國(「波蘭」)及美利堅合眾國(「美國」))之收入及若干資產及支出資料。

3. SEGMENT INFORMATION (CONTINUED)

Geographical segments

3. 分類資料(續)

地區分類

		Six months ended	
		30 September	
		截至九月三十日止六個月	
		2006	2005
		二零零六年	二零零五年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited/Restated)
		(未經審核)	(未經審核/經重列)
Segment revenue:	分部收入：		
Turnover from shows and exhibitions and providing ancillary services:	展覽會及提供相關補充服務之營業額：		
Hong Kong	香港	12,670	14,057
The PRC	中國	-	2,739
Poland	波蘭	10,034	9,811
USA	美國	11,689	13,812
		34,393	40,419
Consolidated	綜合		
Other segment information:	其他分部資料：		
Segment assets:	分部資產：		
Hong Kong	香港	197,560	221,396
The PRC	中國	5,885	12,259
		203,445	233,655
Consolidated	綜合		
Capital expenditure:	資本支出：		
Hong Kong	香港	90	239
The PRC	中國	25	69
		115	308
Consolidated	綜合		

4. TURNOVER AND REVENUE

Turnover represents the aggregate of participation fee income, hotel and travel package income, advertising fee income and portal income from exhibitions and trade shows. It is stated net of output value added tax of approximately HK\$2,220,000 (for six months ended 30 September 2005: HK\$1,867,000) accrued at 22% of the gross income generated from the exhibition and shows held in Poland.

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

4. 營業額及收益

營業額指來自展覽會及貿易展覽會之參展費收入、酒店及旅遊套票收入、廣告費收入及入門網站收入。此等收入在減去銷項增值稅約2,220,000港元(截至二零零五年九月三十日止六個月：1,867,000港元)後列賬。有關稅項在波蘭舉辦之展覽會所產生之總收入22%計提。

本集團之營業額及其他收益分析如下：

		Six months ended	
		30 September	
		截至九月三十日止六個月	
		2006	2005
		二零零六年	二零零五年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Turnover	營業額		
Participation fee income	參展費收入	21,722	26,362
Hotel and travel package income	酒店及旅遊套票收入	7,142	8,698
Advertising fee income	廣告費收入	4,320	4,109
Portal income	入門網站收入	1,209	1,250
		34,393	40,419
Other revenue	其他收益		
Interest income	利息收入	915	387
Sundry income	雜項收入	263	99
		1,178	486
Total revenue	總收益	35,571	40,905

5. LOSS FROM OPERATING ACTIVITIES

5. 經營業務虧損

		Six months ended 30 September	
		截至九月三十日止六個月	
		2006	2005
		二零零六年	二零零五年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
The Group's loss from operating activities is arrived at after charging:	本集團之經營業務虧損已扣除：		
Amortisation of intangible assets	無形資產攤銷	3,048	2,274
Amortisation of development costs for shows and exhibitions	展覽會發展成本攤銷	-	595
Amortisation of prepaid land premiums	預付土地租金之攤銷	5	34
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	1,214	1,291
Development costs expensed for shows and exhibitions held during the period	期內舉行之展覽會之發展成本列作開支	-	5,639
Impairment of interest in an option to acquire an equity interest of a company	購入一間公司股權之購股權之權益減值	1,365	2,507
Minimum lease payments under operating leases rentals of land and buildings (Note)	土地及樓宇經營租賃租金之最低租賃付款(附註)	6,400	6,919
Staff costs (including directors' remuneration)	員工成本(包括董事酬金)		
- salaries and wages	- 薪金及工資	18,726	21,549
- retirement benefit scheme contributions	- 退休福利計劃供款	541	488
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之公平值虧損	5,104	3,248
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	-	134

Note: The amount includes rental paid for the venue of exhibition and trade show held in Poland, net of input value added tax of approximately HK\$480,000 (for the six months ended 30 September 2005: HK\$380,000) accrued at 22% of the gross rental expenses for the period.

附註：該筆款項包括一項於波蘭舉行貿易展覽會之場地所支付之租金，已扣除按本期間租金支出總額22%計提之進項增值稅約480,000港元(截至二零零五年九月三十日止六個月：380,000港元)。

6. FINANCE COSTS

6. 融資成本

		Six months ended 30 September	
		截至九月三十日止六個月	
		2006	2005
		二零零六年	二零零五年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Interest on bank loans wholly repayable within five years	五年內應悉數償還之銀行貸款利息	-	67

7. TAXATION

The amount of taxation charged to the consolidated income statement represents:

Hong Kong profits tax	香港利得稅
Provided for the period	期內準備
Under-provision in previous years	過往年度追加準備
Overseas income tax	海外所得稅
Provided for the period	期內準備

At 30 September 2006, the Group had no significant unrecognised deferred tax.

8. DIVIDENDS

The Board of the Company do not recommend a payment of an interim dividend for the six months ended 30 September 2006 (for the six months ended 30 September 2005: Nil).

7. 稅項

於綜合損益賬內扣除之稅項如下：

Six months ended 30 September 截至九月三十日止六個月	
2006 二零零六年 HK\$'000 千港元 (Unaudited) (未經審核)	2005 二零零五年 HK\$'000 千港元 (Unaudited) (未經審核)
-	-
-	67
-	67
-	-
-	67

於二零零六年九月三十日，本集團並無重大未確認遞延稅項。

8. 股息

本公司董事會不建議派發截至二零零六年九月三十日止六個月之中期股息(截至二零零五年九月三十日止六個月：無)。

9. LOSSES PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

9. 本公司股東應佔每股虧損

		Six months ended 30 September 截至九月三十日止六個月	
		2006 二零零六年 HK\$'000 千港元 (Unaudited) (未經審核)	2005 二零零五年 HK\$'000 千港元 (Unaudited) (未經審核)
Loss attributable to equity holders of the Company	本公司股東應佔虧損	49,130	55,744
		Number of shares in thousand 股份數目(千股)	Number of shares in thousand 股份數目(千股)
Weighted average number of ordinary shares in issue	已發行普通股加權平均股數	235,452	215,932
Incremental shares from assumed exercise of warrants	假設認股權證獲行使而增加之股份	-	18,074
Diluted weighted average number of shares	經攤薄加權平均股數	235,452	234,006
Basic losses per share	每股基本虧損	HK 20.9 cents 港仙	HK 25.8 cents 港仙
Diluted losses per share	每股攤薄虧損	N/A 不適用	HK 23.8 cents 港仙

There was no dilutive shares in existence for the six months ended 30 September 2006 and accordingly, no diluted losses per share has been presented.

於截至二零零六年九月三十日止六個月內並不存在任何具攤薄影響之股份，因此並無列報每股攤薄虧損。

10. PROPERTY, PLANT AND EQUIPMENT

10. 物業、廠房及設備

(Unaudited) (未經審核)		Buildings 樓宇 HK\$'000 千港元	Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Furniture and equipment 傢俬及設備 HK\$'000 千港元	Fixtures and fittings 裝置及配件 HK\$'000 千港元	Computer equipment 電腦設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Cost:	成本值：							
At 1 April 2006	於二零零六年四月一日	3,294	3,831	6,134	2,897	6,063	2,500	24,719
Additions	增添	-	-	-	-	115	-	115
30 September 2006	於二零零六年九月三十日	3,294	3,831	6,134	2,897	6,178	2,500	24,834
Accumulated depreciation and impairment:	累積折舊及減值：							
At 1 April 2006	於二零零六年四月一日	1,308	3,546	5,388	2,873	5,013	1,181	19,309
Provided for the period	期間內準備	101	207	251	17	222	416	1,214
30 September 2006	於二零零六年九月三十日	1,409	3,753	5,639	2,890	5,235	1,597	20,523
Net book value: At 30 September 2006 (Unaudited)	賬面淨值： 於二零零六年九月三十日 (未經審核)	1,885	78	495	7	943	903	4,311
At 31 March 2006 (Audited)	於二零零六年三月三十一日 (經審核)	1,986	285	746	24	1,050	1,319	5,410

At 30 September 2006, the Group's buildings are situated in Hong Kong and held under medium term lease.

於二零零六年九月三十日，本集團之樓宇地位於香港，並按中期租賃持有。

11. PREPAID LAND PREMIUMS

The Group's interest in leasehold land and land use rights represent prepaid operating lease payment and their net book value are analysed as follows:

11. 預付土地租金

本集團於租賃土地及土地使用權之權益指預付經營租賃付款及其賬面淨值分析如下：

(Unaudited)
(未經審核)

Carrying amount at 1 April 2006 (Audited)	於二零零六年四月一日 之賬面值(經審核)	364
Recognised during the period	期間內確認	(5)
Carrying amount at 30 September 2006 (Unaudited)	於二零零六年九月三十日 之賬面值(未經審核)	359

2006
二零零六年
HK\$'000
千港元

The leasehold land is held under medium term lease in Hong Kong.

租賃土地乃於香港按中期租賃持有。

12. INTANGIBLE ASSETS

(Unaudited) (未經審核)

Cost/valuation:

At 1 April 2006 and at
30 September 2006

Accumulated amortisation:

At 1 April 2006
Amortisation provided for the period

At 30 September 2006

Net book value

At 30 September 2006 (Unaudited)

At 31 March 2006 (Audited)

成本值／估值：

於二零零六年四月一日及
於二零零六年九月三十日

累積攤銷：

於二零零六年四月一日
期間攤銷準備

於二零零六年九月三十日

賬面淨值：

於二零零六年九月三十日
(未經審核)

於二零零六年三月三十一日
(經審核)

12. 無形資產

	e-Commerce platform 電子商貿平台 HK\$'000 千港元	Licence rights 特許權 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Cost/valuation:			
At 1 April 2006 and at 30 September 2006	34,219	17,632	51,851
Accumulated amortisation:			
At 1 April 2006	6,619	7,711	14,330
Amortisation provided for the period	1,903	1,145	3,048
At 30 September 2006	8,522	8,856	17,378
Net book value			
At 30 September 2006 (Unaudited)	25,697	8,776	34,473
At 31 March 2006 (Audited)	27,600	9,921	37,521

13. AVAILABLE-FOR-SALE FINANCIAL ASSETS

(Unaudited) (未經審核)

Equity securities listed in Hong Kong
At fair value

Unlisted financial assets outside
Hong Kong (Notes a and b)

At cost
Exchange realignment
Less: Provision for impairment

於香港上市之股本證券
按公平值

於香港境外之非上市財務
資產(附註a及b)

按成本值
匯率調整
減：減值準備

13. 可供銷售財務資產

	30 September 2006 二零零六年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2006 二零零六年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Equity securities listed in Hong Kong At fair value	15,346	16,052
Unlisted financial assets outside Hong Kong (Notes a and b)		
At cost	9,434	9,434
Exchange realignment	157	87
Less: Provision for impairment	(8,071)	(6,706)
	1,520	2,815
	16,866	18,867

13. AVAILABLE-FOR-SALE FINANCIAL ASSETS (CONTINUED)

Note:

- (a) The fair value of the unlisted financial assets is determined based on the net assets of Beijing Kenfair Capital Exhibition Company Limited at 30 September 2006.
- (b) As at 30 September 2006 and up to the date of approval of this report, the Group was still negotiating with CITIC Trust & Investment Co., Ltd. for the exercise of the option to acquire 90% of Beijing Kenfair Capital Exhibition Company Limited. The negotiation is in the final stage and further announcement will be made upon the signing of the agreement for the exercise of the option.

14. GOODWILL

Carrying value at 31 March 2006 and
30 September 2006

於二零零六年三月三十一日
及二零零六年九月三十日
之賬面值

Impairment test for goodwill

Goodwill is allocated to the Group's intangible assets, the e-commerce platform. The recoverable amount is determined on a value-in-use calculation. The calculation used cash flow projections based on the financial budgets approved by management cover a 8-year period. Cash flows are extrapolated using the estimated growth rates stated below.

Key assumptions used for value-in-use calculations:

Growth rate	4% - 10%
Discount rate	23%

The growth rate used is based on the management's expectation for the market development. A pre-tax discount rate is used.

In the opinion of the directors, goodwill of the Group does not have any impairment as at 30 September 2006.

13. 可供銷售財務資產(續)

附註：

- (a) 非上市財務資產之公平值乃根據北京建發京城會展有限公司於二零零六年九月三十日之資產淨值釐定。
- (b) 於二零零六年九月三十日及截至本報告批准日期，本集團仍在就行使購股權以購入北京建發京城會展有限公司之90%股權與中信信託投資有限責任公司進行磋商。有關磋商正處於最後階段，待簽署有關行使購股權之協議後，本公司將會作出進一步公佈。

14. 商譽

30 September 2006 二零零六年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2006 二零零六年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
920	920

商譽減值測試

商譽乃分配至本集團之無形資產電子商務平台。可收回款額乃按使用價值計算釐定。有關計算使用到根據管理層批准之涵蓋8年期間之財政預算所得之現金流量預測。現金流量乃使用下文所述之估計增長率推測。

使用價值計算所採用之重要假設：

增長率	4% - 10%
折現率	23%

所採用之增長率乃根據管理層有關市場發展之預測計算，並使用稅前折現率。

董事認為，於二零零六年九月三十日，本集團之商譽並無任何減值。

15. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

15. 按公平值計入損益賬之財務資產

	30 September 2006 二零零六年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2006 二零零六年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Equity securities: Listed in Hong Kong ^(#) At market value	10,858	15,962
股本證券： 於香港上市 ^(#) 按市值		

At 30 September 2006, the details of the Group's financial assets at fair value through profit or loss are as follows:

於二零零六年九月三十日，按公平值計入損益賬之本集團財務資產之詳情如下：

Name 名稱	Place of incorporation 註冊成立地點	Principal activities 主要業務	Particulars and percentage of issued shares held 詳情及所持 已發行股份百分比
# Cosmopolitan International Holdings Limited (SEHK stock code: 120)	Cayman Islands	Property investment and securities trading	17.44% ordinary shares
#四海國際集團有限公司 (聯交所股份編號：120)	開曼群島	物業投資及證券買賣	17.44%普通股

Cosmopolitan International Holdings Limited has proposed an open offer on 4 October 2006. For details, please refer to Note 23(b) Subsequent Events.

四海國際集團有限公司已於二零零六年十月四日建議提呈公開發售。有關詳情，敬請參閱附註23(b)「結算日後事項」。

16. SHARE CAPITAL

Authorised:	法定：
Ordinary shares of HK\$0.01 each	每股面值0.01港元之普通股
Issued and fully paid:	已發行及繳足：
Ordinary shares of HK\$0.01 each	每股面值0.01港元之普通股

16. 股本

30 September 2006 二零零六年九月三十日 (Unaudited) (未經審核)		31 March 2006 二零零六年三月三十一日 (Audited) (經審核)	
Number of shares 股份數目 '000 千股	Amounts 金額 HK\$'000 千港元	Number of Shares 股份數目 '000 千股	Amounts 金額 HK\$'000 千港元
1,000,000	10,000	1,000,000	10,000
235,452	2,355	235,452	2,355

A summary of the movements in the Company's issued share capital is as follows:

本公司已發行股本之變動概述如下：

	Number of share in issue 已發行 股份數目 '000 千股	Share capital 股本 HK\$'000 千港元	Share premium account 股份溢價賬 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1 April 2006	235,452	2,355	89,517	91,872
Share premium account transferred to retained profits (Note)	-	-	(66,000)	(66,000)
At 30 September 2006	235,452	2,355	23,517	25,872

Note: A resolution for the reduction of share premium by an amount of HK\$66,000,000 has been passed as a special resolution at the annual general meeting of the Company held on 16 September 2006. Pursuant to article 146(1) of the Company's articles of association, the credit amount of HK\$66,000,000 arising from the reduction of the balance of the share premium account was entirely used to eliminate the accumulated losses of the Company of HK\$23,910,000 as at 31 March 2006 and thereby created a surplus of HK\$42,090,000 in the retained earnings of the Company.

附註：在本公司於二零零六年九月十六日舉行之股東週年大會上通過一項決議案作為特別決議案，削減股份溢價66,000,000港元。根據本公司組織章程細則第146(1)條，削減股份溢價賬餘額所產生之貸方款額66,000,000港元，已全部用以撇銷本公司於二零零六年三月三十一日之累計虧損23,910,000港元，以致本公司保留溢利出現盈餘42,090,000港元。

17. SHARE OPTION SCHEME

The Company operates a share option scheme (the "Scheme") for the purpose of providing incentives and/or rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the Scheme include any executives and full time employees of the Company, including all executive directors of the Company and its subsidiaries. The Scheme became effective on 10 April 2002 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

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 option in excess of this limit is subject to shareholders' approval in a general meeting.

17. 購股權計劃

本公司設有一項購股權計劃（「該計劃」），藉以向對本集團業務成功作出貢獻之合資格參與者給予鼓勵及／或回報。該計劃之合資格參與者包括本公司任何行政人員及全職僱員（包括本公司及其任何附屬公司之所有執行董事）。該計劃於二零零二年四月十日起生效，除非以其他方式取消或修訂該計劃，否則該計劃自該日起計十年內保持有效。

根據該計劃現時獲准授出而尚未行使之購股權所涉及之最高股份數目相等於其行使時本公司於任何時間已發行股份之10%。該計劃各合資格參與者於任何12個月期間內根據購股權可獲發行之最高股份數目以本公司任何時間已發行股份之1%為限。凡進一步授出超過此限額之購股權，必須於股東大會上獲股東批准。

17. SHARE OPTION SCHEME (CONTINUED)

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their subsidiaries, 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 shareholders' 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 the offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted would be determined by the directors, and commences after a certain vesting period and ends on a date which is not later than five years from the date of the offer of the share options or the expiry date of the Scheme, if earlier.

The exercise price of the share options would be determined by the directors, but may not be less than the higher of (i) the Stock Exchange closing price of the Company's shares on the date of the offer of the share options, which must be a business day; and (ii) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of the offer, provided that the subscription price shall not be lower than the nominal value of the shares.

The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in a capital reserve within equity. The fair value is measured at grant date, taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the share options, the total estimated fair value of the share options is spread over the vesting period, taking into account the probability that the options will vest.

During the vesting period, the number of share options that expected to vest is reviewed. Any adjustment to the cumulative fair value recognised in prior years is charged/credited to the income statement for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the capital reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of share options that vest (with a corresponding adjustment to the capital reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognised in the capital reserve until either the option is exercised (when it is transferred to the share premium account) or the option expires (when it is released directly to retained profits).

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

During the Review Period, there was no option granted by the Company and the Company had no options outstanding as at 30 September 2006 and up to the date of approval of these financial statements.

17. 購股權計劃(續)

凡向本公司董事、主要行政人員或主要股東或彼等之任何聯繫人士授出購股權，必須事先取得獨立非執行董事之批准。此外，凡於任何12個月期間內向本公司或其任何附屬公司之主要股東或獨立非執行董事授出任何購股權，而有關數額超過本公司任何時間已發行股份之0.1%或總值(根據授出日期本公司股份之價格計算)超過5,000,000港元，必須事先於股東大會上獲股東批准。

授出購股權之建議可於提出建議日期起計28日內接納，承授人須支付合共1港元之象徵式代價。所授購股權之行使期乃由董事釐定，並於若干歸屬期後方會開始，且最遲須於購股權建議提出日期起計五年或該計劃屆滿日期(倘為較早者)當日結束。

購股權之行使價由董事釐定，惟不得低於(i)本公司股份於購股權建議提出日期(必須為營業日)在聯交所之收市價；及(ii)本公司股份於緊接建議提出日期前五個交易日在聯交所之平均收市價兩者中較高者，惟認購價不得低於股份面值。

授予僱員之購股權之公平值連同資本儲備內之相應增加乃於權益內確認為一項僱員成本。該公平值乃於授出日期經計及購股權獲授出時之條款及條件後計量。倘僱員須於無條件享有購股權之前履行歸屬條件，則購股權之估計公平值總額乃經計及購股權將會歸屬之可能性後按歸屬期限予以攤分。

於歸屬期內，會檢討預期歸屬之購股權數目。於過往年度確認之累計公平值之任何調整乃扣自／計入有關檢討年度之損益賬，除非原有僱員支出連同資本儲備之相應增加可確認為一項資產則作別論。於歸屬日，確認為一項支出之款額乃予以調整，以反映歸屬之實際購股權數目(連同資本儲備之相應調整)，惟倘沒收僅因未達致與本公司股份之市價有關之歸屬條件則除外。股本款額乃於資本儲備中確認直至購股權獲行使(當其撥至股份溢價賬時)或購股權屆滿(當其直接扣自保留盈利時)為止。

購股權之持有人無權收取股息或在股東大會上投票。

於回顧期間內，本公司概無授出任何購股權，而於二零零六年九月三十日及截至本財務報表批准日期，本公司亦無任何尚未行使之購股權。

18. RESERVES

The amounts of the Group reserves and the movements therein for the current and prior period are presented in the consolidated statement of changes in equity on page 25 of the consolidated interim financial statements.

19. PLEDGED BANK DEPOSITS

At 30 September 2006, the Group's has no bank deposits pledged to any bank (31 March 2006: HK\$2,866,000 were pledged to a bank for issue of bank guarantee of EUR245,000 in relation to the lease of an overseas exhibition venue).

20. CONTINGENT LIABILITIES

The Group had no significant contingent liabilities at 30 September 2006 (31 March 2006: Nil).

21. OPERATING LEASE ARRANGEMENTS

The Group leases certain of its office properties and exhibition venues under operating lease arrangements. Leases for office properties are negotiated for terms ranging from one to three years and the leases for exhibition venues are negotiated according to the exhibition periods, normally less than one week.

At 30 September 2006, the Group had total future minimum lease payments under non-cancellable operating leases in respect of land and buildings falling due as follows:

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

18. 儲備

本集團在本期間及上一期間之儲備及變動款額在綜合中期財務報表第25頁之綜合權益變動表內呈列。

19. 已抵押銀行存款

於二零零六年九月三十日，本集團並無將其銀行存款抵押予任何銀行(二零零六年三月三十一日：就有關租賃海外展覽會而獲授之銀行擔保245,000歐元而將2,866,000港元抵押予銀行)。

20. 或然負債

於二零零六年九月三十日，本集團並無任何重大或然負債(二零零六年三月三十一日：無)。

21. 經營租賃安排

本集團根據經營租賃安排租用其若干辦公室物業及展覽場地。辦公室物業之租賃期經協商定出，年期由一至三年不等，而展覽場地之租賃期則按照展覽期而定，一般為少於一星期。

於二零零六年九月三十日，本集團根據不可撤銷之土地及樓宇經營租約而須於下列期限內支付之未來最低租約付款總額如下：

30 September 2006 二零零六年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2006 二零零六年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
16,460	14,849
13,137	3,255
29,597	18,104

22. MATERIAL RELATED PARTY TRANSACTIONS

In addition to the transactions and balances disclosed elsewhere in these financial statements, during the Review Period, the Group had entered into the following material related party transactions.

(a) Key management personnel remuneration

Remuneration for key management personnel, including amounts paid to the Company's directors is as follows:

Short term employee benefits	短期僱員福利
MPF contributions	強積金供款

Total remuneration is included in "Staff costs" (Note 5).

- (b) During the Review Period, the Group had not entered into other material related party transactions.

22. 重大關連人士交易

除於本財務報表其他地方披露之交易及結餘外，於回顧期間內，本公司已訂立下列重大關連人士交易。

(a) 主要管理人員酬金

主要管理人員之酬金(包括已付予本公司董事之款額)如下：

Six months ended	
30 September	
截至九月三十日止六個月	
2006	2005
二零零六年	二零零五年
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)
7,578	11,369
60	60
7,638	11,429

酬金總額乃包括在「員工成本」(附註5)內。

- (b) 於回顧期間內，本集團並無訂立其他重大關連人士交易。

23. SUBSEQUENT EVENTS

- (a) According to HKAS 18, revenue from the receipt of participation fee is recognised when the event takes place. As "Mega Show Part 1" and "Mega Show Part 2" organised by the Group are held and completed in October every year and the turnover of the Group is principally from the participation fee received from these shows, disclosing the unaudited turnover and net profit for the period from 1 April to 31 October every year in the interim report will give a better understanding of the business operations of the Group.

The unaudited turnover and the net profit for the period from 1 April 2006 to 31 October 2006 were approximately HK\$208,000,000 and HK\$27,000,000 respectively (for the period from 1 April 2005 to 31 October 2005: approximately HK\$223,000,000 and HK\$23,000,000 respectively). Based on the profit for the period from 1 April 2006 to 31 October 2006, the directors of the Company has resolved to pay an interim dividend amounted to HK\$0.05 per share to the shareholders whose name appeared on the register of members of the Company at the close of business on 4 January 2007 and the register of members of the Company should be closed from 2 January 2007 to 4 January 2007 (both dates inclusive).

- (b) On 4 October 2006, Cosmopolitan International Holdings Limited ("CIHL") announced that it proposed an open offer (the "Open Offer") to qualifying shareholders on the basis of two open offer shares for every share held at the subscription price of HK\$0.05 per open offer share. On 7 November 2006, a meeting of the executive directors of the Company was held to discuss the Open Offer and it was resolved that the Group will not subscribe any new shares in relation to the Open Offer based on the information given in the circular in relation to the Open Offer dated 24 October 2006. The Company's percentage holding of issued shares in CIHL was reduced from 17.44% to 5.81% upon completion of the Open Offer.

24. COMPARATIVE FIGURES

As explained in the annual report for the year ended 2006 of the Company, due to the adoption of the new/revised HKFRSs during the last Review Period, the accounting treatment and presentation of certain items in the consolidated interim financial statements have been revised to comply with the new requirements. Accordingly, certain comparatives have been restated to conform with the presentation of the annual report for the year ended 2006.

25. AUTHORISATION FOR ISSUE OF FINANCIAL STATEMENTS

The consolidated interim financial statements had been reviewed by the Audit Committee of the Company and were approved and authorised for issue by the Board on 15 December 2006.

23. 結算日後事項

- (a) 根據香港會計準則第18號，來自參展費之收益於展覽會舉行時確認。由於本集團舉辦之「亞洲展覽盛事第一部份」及「亞洲展覽盛事第二部份」每年均於十月舉行及完結，而本集團之營業額主要來自此等展覽會所收取之參展費，因此於中期報告內披露每年自四月一日至十月三十一日止期間之未經審核營業額及純利，將更能反映本集團之業務運作。

二零零六年四月一日至二零零六年十月三十一日期間之未經審核營業額及純利分別約208,000,000港元及27,000,000港元(二零零五年四月一日至二零零五年十月三十一日期間：分別約223,000,000港元及23,000,000港元)。根據由二零零六年四月一日起至二零零六年十月三十一日期間之溢利，本公司董事議決派付中期股息每股0.05港元予於二零零七年一月四日營業時間結束時名列本公司股東名冊之股東，而本公司將於二零零七年一月二日至二零零七年一月四日(首尾兩日包括在內)暫停辦理股東登記手續。

- (b) 於二零零六年十月四日，四海國際集團有限公司(「四海國際」)宣布，其建議向合資格股東提呈公開發售(「公開發售」)，基準為每持有一股股份可獲配發兩股公開發售股份，有關認購價為每股公開發售股份0.05港元。於二零零六年十一月七日，本公司執行董事舉行會議，以討論公開發售，並決議本集團將不會根據於二零零六年十月二十四日就公開發售而發出之通函內所提供之資料，就公開發售認購任何新股份。於公開發售完成時，本公司於四海國際已發行股份之股權百分比已由17.44%減少至5.81%。

24. 比較數字

誠如本公司截至二零零六年度之年報內所闡釋，由於在上一個回顧期間採納新增/經修訂香港財務報告準則，故綜合中期財務報表內若干項目之會計處理及呈列已作出修訂，以符合新規定。因此，若干比較數字已作出重列，以符合截至二零零六年度年報之呈列方式。

25. 授權刊發財務報表

本綜合中期財務報表已由本公司之審核委員會審閱，並於二零零六年十二月十五日獲董事會批准及授權刊發。