



new vision

2007 Annual Report 年報



VITOP BIOENERGY HOLDINGS LIMITED

天年生物控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號: 1178

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Corporate Information 公司資料

BOARD OF DIRECTORS

Executive Directors

Hung Kai So (*Chairman*)
Han Xiaoyue (*Joint Chairman*)
Chen Henglong
Zhang He
Chan Yuk Tong
Liu Jun

Independent Non-executive Directors

Yuan Tsu I
Chan Chiu Hung, Alex
Li Li Te

COMPANY SECRETARY

Lo Chi Ko

QUALIFIED ACCOUNTANT

Yeung Man, Simon

AUTHORISED REPRESENTATIVES

Chan Yuk Tong
Yeung Man, Simon

AUDIT COMMITTEE

Chan Chiu Hung, Alex (*Chairman*)
Yuan Tsu I
Li Li Te

REMUNERATION COMMITTEE

Yuan Tsu I (*Chairman*)
Chan Chiu Hung, Alex
Li Li Te

AUDITORS

Grant Thornton
Certified Public Accountants

PRINCIPAL BANKERS

Bank of Communications
China Everbright Bank
Industrial and Commercial Bank of China
Shanghai Commercial Bank Limited

董事會

執行董事

洪繼蘇 (*主席*)
韓曉躍 (*聯席主席*)
陳恒龍
張河
陳育棠
劉俊

獨立非執行董事

袁祖怡
陳釗洪
李里特

公司秘書

勞志臯

合資格會計師

楊敏

授權代表

陳育棠
楊敏

審核委員會

陳釗洪 (*主席*)
袁祖怡
李里特

薪酬委員會

袁祖怡 (*主席*)
陳釗洪
李里特

核數師

均富會計師行
執業會計師

主要往來銀行

交通銀行
中國光大銀行
中國工商銀行
上海商業銀行

REGISTERED OFFICE

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SHARE REGISTRARS AND TRANSFER OFFICES

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Butterfield Fund Services (Cayman) Limited
Butterfield House
68 Fort Street
P.O. Box 705
George Town
Grand Cayman
Cayman Islands

Hong Kong

Union Registrars Limited
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STOCK CODE

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WEBSITE ADDRESS

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於中國之總辦事處

中華人民共和國
珠海經濟特區
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股份過戶登記處

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Chairman's Statement

主席報告

Dear Shareholders,

In the previous year, with the continuous depression of the healthcare industry in the PRC and similar products and sales model adopted by all enterprises, the industry has come to a stage where disorder competition was obvious. Under such circumstances, the Group recorded a loss of approximately HK\$12.22 million in the financial year, representing a significant decrease of approximately 69.27% or approximately HK\$27.55 million as compared with last year. The substantial narrowing down of loss in this financial year was attributable to the Group's measures in controlling the cost and reducing the expenses effectively. The Company recorded a substantial decrease of approximately 27.50% or approximately HK\$23.50 million in operating expenses, reflecting the Group's continuous efforts in improving corporate governance. However, the Group has devoted significant resources in brand building, promotion and after-sales service due to the intense market competition, and hence the Group still recorded a loss in the financial year.

The Group endeavored to ensure the stability in its operating income under this difficult environment and one of its key strategies was brand building. The Group obtained "China Top Ten Credible Healthcare Brands (中國保健行業最具公信力品牌)" in June 2006. The Group also took edges from the Beijing Olympic Games to actively strengthen the strategic co-operation with the Training Bureau of the General Administration of Sport (國家體育總局訓練局) and launch social charity functions including supporting the Tibetan Hope School under the co-operation with the General Administration of Sport in the financial year. Under the current intense competition of the healthcare industry in the PRC, all these brand building measures had played an important role in strengthening the sales of the Company.

Notwithstanding such efforts, the Group still recorded a loss and this showed that the extremely severe market environment and the competitions from identical products had seriously impacted the industry development. Therefore, the Group decided to seek breakthroughs by implementing capital reorganization in the financial year. As a result, a new board of directors with brand-new development strategies has been successfully established.

各位股東：

過去一年，中國保健行業持續低迷，各企業產品與行銷模式高度雷同，行業競爭過度無序。在此環境下，本集團於本財政年度錄得虧損約1,222萬港元，比上年虧損大幅下降約69.27%或約2,755萬港元。本財政年度虧損較上年度大幅度收窄，主要原因是本集團採取有力措施，控制成本及減少費用支出。公司在營運費用方面大幅減少約27.50%或約2,350萬港元，反映本集團在改善企業管治方面之不懈努力。然而，為應對激烈的市場競爭，本集團在品牌建設，促銷和售後服務方面進行的投入依然居高不下，因此本集團在本財政年度仍錄得虧損。

在複雜環境下，本集團努力採取各種措施以確保營業收入之穩定，其中，品牌建設為主要舉措之一。本集團在二零零六年六月榮獲「中國保健行業最具公信力品牌」名銜，集團還借助中國奧運契機，積極加強與國家體育總局訓練局的戰略合作夥伴關係，於本財政年度展開與該局合作援助西藏希望學校等社會公益活動。當前中國保健行業進入品牌競爭階段的背景下，這些品牌建設舉措對提升公司銷售至關重要。

儘管付出種種努力，本集團依然錄得虧損，這反映市場環境極其惡劣，同質化競爭已經嚴重困擾行業發展，為此，本集團決心作出最大突破，於本年度實施了資本重組，並成功組建了擁有全新發展戰略的新一屆董事會。

In April 2007, Dr. Han Xiaoyue has been duly appointed as a Joint Chairman of the new board of directors. The new board of directors comprises Dr. Chen Henglong as the Chief Executive Officer and Mr. Zhang He. In addition, the General Manager Mr. Xing He Ping and the Chief Operative Officer Dr. Lu Gen Xin of Vitop Bioenergy (China) Ltd. have joined the senior management team of Vitop. This marks a new era of development after Vitop's 15-year operation. The new management team of the Group has extensive experiences in overseas and domestic capital, sales and management and this is vital to the Group's further business development.

The Group will adhere to “focus on health industry and engage in other industries, operate our business with integrity and be innovative” as its mission in the future. The Group remains to have a foothold in health industry and commits to expand and reinforce its healthcare business. Apart from the major health industry, Vitop will take into equal consideration of the investments in environmental protection and energy saving industry in order to expand its business and benefit the distributors and reinforce its brand by bringing positive contributions to the community. Environmental protection and energy saving are the development areas encouraged by the State and government. The industry had huge growth potential and was highly profitable. In August 2007, the Group embarked on environmental friendly projects with high commercial value for the year such as acquiring 18% interest of Access Boom Group. Access Boom Group is principally engaged in development and marketing of automobile lean-burn fuel-saving instruments, electronic management system, turbo engines and other related products in the PRC. Access Boom Group will undergo rapid development with its advanced core technologies. The 18% interest held by the Group in Access Boom Group, coupled with the role of the Group as its product distributor, will provide the Group with high return.

The Group persists in “operating our business with integrity and being innovative-oriented” as its operation direction. Operating our business with integrity refers to our continuous endeavor in offering high-quality products, upgrading functions and providing after-sales services. The Group dedicates to creating more value for our customers and upgrades the brand by offering high-quality products and services. Being innovative refers to uniting and cohering the existing distributors to innovate sales patterns, channels and products as well as striving for the development target of achieving success.

二零零七年四月，以韓曉躍博士為聯席主席的新一屆董事會正式任命，新董事會成員還包括首席執行官陳恒龍博士及張河先生。另外，天年生物中國有限公司總經理邢和平先生及首席營運官盧根鑫博士亦先後加入天年高層管理團隊，這標誌著天年在經營發展十五年後，踏入了新發展的階段。本集團新領導團隊具有國際及國內資本、行銷和管理等多方面的豐富資歷，是本集團進一步發展的重要保證。

未來本集團將「立足健康、兼顧其他、誠信經營、創新發展」。本集團仍然立足健康產業，堅持做大做強健康產業。在健康主業之外，天年將兼顧環保和節能產業的投資，以延伸業務惠及經銷商，同時創造良好的社會效益來強化品牌。環保節能是國家及政府鼓勵發展的領域，並且該行業發展潛力大、盈利空間廣闊，於二零零七年八月，本集團投入一些具有重大商業價值的環保專案如收購Access Boom Group百分之十八之權益。Access Boom Group主要在內地從事汽車稀薄燃燒節油裝置、電子管理系統、渦輪發動機及其它相關產品開發及行銷，由於擁有先進的核心技術，Access Boom Group的發展將十分迅速。本集團持有Access Boom Group百分之十八的權益及作為該產品的代理商，將為本集團帶來高增值的回報。

本集團堅持「以誠信經營為本、以創新發展為綱」的經營方針。誠信經營是指堅持在產品品質、功能改善和售後服務方面持續努力，為顧客創造更多的價值，通過提供優質產品和優質服務來提升品牌。創新發展是指團結和凝聚現有經銷商，共同進行行銷模式創新、渠道創新和產品創新，爭取實現多贏共享的發展目標。

Chairman's Statement

主席報告

In light of the current network, the Group will strive to explore new development modes, in which uniting distributors is the most important operation strategy. By establishing a system to study the demand of the distributors and an instant response system, the Group will make operational decisions according to the market information from the distributors. The new development mode highly emphasizes the following three innovative aspects. Firstly, it facilitates the Group in contacting more potential customers under the innovative marketing mode and this can promote the initiatives of distributors and minimize our sales expenses. Secondly, the innovative marketing mode will focus on “healthy families, healthy hotels and healthy offices” as three major target and while selling products to the middle-aged and senior group, the Group also targets at high salaries and high-end market and to establish new structure of public marketing and corporate marketing. Thirdly, the Group will focus on key products to develop our product portfolio, select the high demand products in the market, explore new products with encouraging prospects so as to enhance the competitiveness and penetration of our innovative products.

With our innovation and new business development, the Group is committed to speeding up our development and bring satisfactory returns for our shareholders.

As the chairman of the board of directors, I would like to express my sincere thanks to our shareholders, customers, suppliers and business partners for their full support. The Group's stable development in the healthcare industry of the PRC over the past 15 years has relied on the contributions of all our staff and partners. I believe that the new board of directors will provide efficient leadership for the Group by introducing high quality resources, expanding our development and achieving flourishing business.

Hung Kai So
Chairman

Hong Kong, 29 October 2007

針對現有網路，本集團將努力探索新的發展模式，其中，凝聚經銷商作為最重要的經營策略，通過建立經銷商需求研究系統和即時回應系統，把來自經銷商的市場訊息作為經營決策的基本依據。新發展模式高度重視三種創新：其一是行銷模式創新，以促進集團接觸更多客源，激發經銷商積極性，降低銷售費用為原則；其二是行銷渠道創新，以「健康家庭、健康酒店、健康辦公」為三大目標市場，在開展面向中老年的會議行銷的同時，切入高薪階層和高端市場，建立大眾行銷和機構行銷的新架構；其三是產品創新，即通過聚焦主導產品，發展組合產品，遴選市場強烈需求的產品，開發市場前景廣闊的新產品，提升產品的市場競爭力 and 滲透力。

隨著我們的創新及新業務的拓展，本集團的發展會加快，將帶給股東理想的回報。

作為董事會主席，本人十分感激各位股東、客戶、供應商及業務夥伴對本集團的鼎力支持。本集團得以在中國保健行業十五年穩健發展，有賴所有夥伴的共同努力。本人相信，新的董事會將有效領導本集團，引進優質資源，拓闊發展空間，實現本集團的再次騰飛。

主席
洪繼蘇

香港，二零零七年十月二十九日

Business Review and Prospect

The principal activities of the Group are manufacturing and trading of multi-functional water generators, BIOenergy® products and healthcare food products in the PRC.

The Group has faced severe market competition from healthcare products during the financial year 2007. With an aim to increase our corporate operating results and minimize the losses, the Group endeavored to strengthen the management and lower our expenses. The Group recorded a loss for the year of approximately HK\$12.22 million (2006: a loss of approximately HK\$39.78 million), representing a significant decrease of 69.27% or approximately HK\$27.55 million as compared with last year.

Multi-functional water generators

The production bases of the multi-functional water generators of the Group are in Hefei (合肥天年美菱環保科技有限責任公司) (the “Hefei Factory”, the shares of which are held as to 80% by the Group) and the jointly controlled entity in Suzhou (the “Vitop OSG”), the 40% owned joint venture with OSG Corporation CO., LTD. (“OSG”). As part of the Group’s strategic business realignment plan, in December 2006, the Group disposed its 40% equity interest in Vitop OSG to its joint venture partner OSG, resulting in a gain on disposal of approximately HK\$1.16 million. At this stage, the Group has entered into an exclusive distributorship agreement for Vitop OSG’s products in the PRC market. Also, the Group imports the multi-functional water generators from OSG to supplement and enhance the product sales mix of the Group.

Revenue of the multi-functional water generators increased by HK\$4.12 million or approximately 8% as compared with last year, from approximately HK\$51.64 million in the financial year 2006 to HK\$55.76 million this year, representing approximately 53.48% of the total revenue (2006: approximately 51.64%).

In the past financial years, the Group has been focusing on product’s after-sales services. We differentiated ourselves from other competitors with the excellent services and has built up good reputation among our customers. As a result, we have acquired groups of stable customers and consumers.

業務回顧及前景

本集團的主要業務是於中國生產及銷售多功能製水機、天年素®系列產品及保健食品。

本集團在二零零七財政年度面對保健品激烈市場競爭，本集團致力加強管理、降低費用，以提升企業經營業績及降低虧損為目標。本集團全年錄得虧損約1,222萬港元（二零零六年：虧損約3,978萬港元），較上年虧損大幅下降約69.27%或約2,755萬港元。

多功能製水機

本集團的多功能製水機生產基地位於合肥（本集團佔80%股權的合肥天年美菱環保科技有限責任公司（「美菱工廠」）及在蘇州與日本OSG Corporation CO.,LTD.（「OSG公司」）合資的共同控制實體（本集團佔40%的股權，（「天年三愛」））。本集團根據策略性業務重整計劃之一，已於二零零六年十二月將本集團佔天年三愛之40%的股權出售予合資夥伴OSG公司，此項出售收益約為116萬港元。目前本集團簽訂了在中國市場獨家銷售天年三愛產品的協議。此外，本集團亦從OSG公司進口原裝多功能製水機，以補充、豐富本集團的製水機產品結構。

多功能製水機的收益與上年相比增加了412萬港元，由二零零六財政年度的約5,164萬港元增加至本年度的5,576萬港元，增幅約8%，佔總收益約53.48%。（二零零六年：約51.64%）

本集團在過去的財政年度中一直注重產品售後服務，通過優異的服務與其他競爭對手形成差異，在顧客中形成良好口碑，以致擁有穩定的顧客群和消費者。

Management Discussion and Analysis

管理層討論及分析

BIOenergy® products

The BIOenergy® products line of the Group adopted the BIOenergy® compound and MBF®, and the principal products are Healthy Sleeping System, including healthy pillows, healthy mattresses, healthy quilts and other bedroom accessories. In May 2007, the Group introduced the latest new product with a variety of compound efficacies, “Endless Warmth”, with positive market response.

The revenue of the BIOenergy® products was approximately HK\$20.99 million, dropping by approximately 22.80% as compared with 2006 and representing approximately 20.14% of the total turnover (2006: approximately 27.20%). The decrease in revenue was mainly attributable to the increasing competition in the functional textile market. Ordinary home textile has converted into functional textile industry, resulting in an intense competition of healthcare textile products. The Group will put concerted effort in exploring new products, rationalizing the product line and exploring new distribution channels, extending the sales of product line to other industry such as the hotel industry.

Healthcare food products

The overall revenue increased by approximately 52.66% to approximately HK\$24.63 million, representing approximately 23.63% of the total turnover (2006: approximately 16.14%). Subsequent to the launch of propolis, the Group introduced another new bone-health product called Bone-Shukang, which has been very well received by the market. The Group expects a stable growth in the sales of introducing new healthcare food products.

天年素® 系列產品

本集團的天年素® 系列產品，採用本集團獨家專利的天年素® 複合物及微元生化纖維® (MBF®)，主要產品為健康睡眠系列產品，包括健康睡枕、床墊、健康被及其他配套之床上用品。本集團已於二零零七年五月推出最新的具有多種複合功效的新產品——「一世春暉」，市場反應良好。

天年素® 系列產品之收益約為2,099萬港元，較二零零六財政年度下降約22.80%，佔總營業額約20.14% (二零零六年：約27.20%)。收益下降主要是由於功能紡織品市場競爭加劇。普通家紡企業紛紛轉向功能紡織行業，帶來保健紡織品非常激烈的競爭。本集團將不斷努力，開發新品，優化產品線，同時拓展新的銷售渠道，將該產品線拓展至其他領域如酒店行業。

保健食品

整體收益上升約52.66%至約2,463萬港元，佔總營業額約23.63% (二零零六年：約16.14%)。繼蜂膠類產品後，本集團又推出了骨質營養類的產品——「骨疏康」，該產品推出後受到市場熱烈歡迎。本集團期望通過不斷推出新的保健食品能夠為本集團提供穩健的銷售增長。

Financial Review

Revenue and gross profit

For the financial year 2007, the financial performance of the Group was unsatisfactory. Overall revenue slightly increased by approximately 4.25% or approximately HK\$4.26 million as compared with the financial year 2006, of which revenue generated from healthcare food products and multi-functional water generators increased by 52.66% to HK\$24.63 million and increased by 8% to HK\$55.76 million respectively. However, BIOenergy® products decreased by 22.80% to HK\$20.10 million, which lowered the overall increase rate of our revenue. This is caused by the intense competition of the healthcare textile industry.

Due to the intense competition of the overall healthcare product industry, the Group's revenue increased by 4.25% this year, while gross profit dropped by HK\$1.93 million as compared with 2006. Gross profit margin decreased by 3.70 percentage points to 41.65%. The decrease was attributable to the sales of the multi-functional water generators produced by OSG with lower gross profit margin, which represent 19.6% of the sales. At the same time, the Group increased the discounts offered to the franchisees under adverse market environment and therefore the gross profit margin of each product line has decreased.

Expenses

With respect to expenses, with more resources contributed on brand building and obtaining the certificates and awards, including "State Free of Inspection Product", "China Top Brand" and "China Well-known Trademark" in the financial year 2006, the Group is free from contributing further resources on marketing promotion. Therefore, in the financial year 2007, the Group recorded a substantial drop of approximately 20.18% or approximately HK\$7.14 million to HK\$28.23 million (2006: HK\$35.37 million) in selling and distribution costs. In the meantime, the Group strengthened its management in order to enhance its enterprise management standard. Although administrative expenses increased by approximately HK\$1.05 million, there was a sharp decrease in other operating expenses of approximately 72.74% or approximately HK\$17.42 million to HK\$6.53 million (2006: HK\$23.94 million).

財務回顧

收益及毛利

本集團於二零零七財政年度的表現不盡理想。整體收益較二零零六財政年度微幅上升約4.25%或約426萬港元。其中保健食品和多功能製水機的收益分別增長了52.66%和8%至2,463萬港元和5,576萬港元。但天年素®系列產品的收益卻下降了22.80%至2,010萬港元，從而拖累整體的收益上升幅度。這是由於保健紡織品行業競爭加劇的影響導致。

同樣由於整體保健品行業激烈的市場競爭亦導致本集團本年度在收益上升4.25%的同時，毛利較二零零六年度減少了193萬港元，毛利率降低了3.7個百分點至41.65%。這是由於毛利率較低的OSG公司生產的多功能製水機佔了銷售比重的19.6%，同時為應付惡劣的市場環境不得不提高給予特許商的提貨折扣，導致各條產品線的毛利率都出現下降的情況。

費用

在費用方面，由於二零零六財政年度，本集團在品牌方面有較大的投入，並取得一系列的認證獎勵，如「國家免檢產品」、「中國名牌產品」、「中國馳名商標」等，集團在二零零七年度的市場推廣不需再投入大量資源，故二零零七財政年度的銷售及分銷成本大幅減少約20.18%或約714萬港元至2,823萬港元（二零零六財政年度：3,537萬港元）。同時，集團加強管理，提升企業的管理水準，雖行政管理費用增加約105萬港元，但其他營運費用大幅減少約72.74%或約1,742萬港元至653萬港元（二零零六財政年度：2,394萬港元）。

Management Discussion and Analysis

管理層討論及分析

Net Profit

Although the gross profit of the Group dropped by HK\$1.93 million, the Group recorded a significant decrease in the expenses. As a result, the Group recorded an operating loss of approximately HK\$13.62 million (2006: approximately HK\$38.09 million). The income tax of the Group for the year was HK\$0.17 million (2006: approximately HK\$0.99 million). Meanwhile, the Group gained a profit of HK\$1.16 million as a result of the disposal of its 40% equity interest in Vitop OSG. Thus, the Group recorded a loss of approximately HK\$12.22 million (2006: approximately HK\$39.78 million).

Pledge of Assets and Investments

As at 30 June 2007, the Group's gearing ratio, measured on the basis of total borrowings as a percentage of total equity attributable to the shareholders of the Company, was approximately 6.21% (2006: approximately 7.59%), of which the bank loans of approximately HK\$2.61 million (2006: approximately HK\$3.89 million) were secured by a pledge of our financial assets designated at fair value through profit or loss of HK\$2.36 million and pledged bank deposit of HK\$0.02 million (2006: financial assets designated at fair value through profit or loss of HK\$2.48 million and pledged bank deposit of HK\$0.02 million) and supported by a corporate guarantee executed by the Company.

Significant Investment

During the year, there was no significant investment held by the Group.

Material Acquisitions and Disposals of Subsidiaries and Associated Companies/Jointly Controlled Entities

During the year, the Group disposed of the 40% equity interest in Vitop OSG to its joint venture partner, OSG, resulting in a gain of approximately HK\$1.16 million.

Save as disclosed above, during the year, there was no other material acquisition or disposal of subsidiaries and associated companies/jointly controlled entities conducted by the Group.

純利

本集團的毛利下降了193萬港元，但費用卻大幅減少，故本集團只錄得1,362萬港元的經營虧損（二零零六年：約3,809萬港元）。本集團本年度所交所得稅為17萬港元，（二零零六年：約99萬港元）。同時，由於本集團將擁有40%股權的天年三愛出售，獲得116萬港元的盈利，故本集團最後錄得約1,222萬港元的虧損（二零零六年：約3,978萬港元）。

資產抵押及投資

於二零零七年六月三十日，本集團之資產負債比率（按總借貸佔股東權益總額百分比計算）約6.21%（二零零六年：約7.59%）。其中銀行貸款約261萬港元（二零零六年：約389萬港元）乃以本集團為數236萬港元之指定為按公平值以溢利或虧損列賬之財務資產及2萬港元之已抵押銀行存款（二零零六年：248萬港元之指定為按公平值以溢利或虧損列賬之財務資產及2萬港元之已抵押銀行存款）作抵押，並以本公司所提供之公司擔保支持。

重大投資

年內，本集團概無持有重大投資。

重大收購及出售附屬公司及聯營公司／共同控制實體

年內，本集團將其擁有天年三愛40%的股權出售予其合資夥伴OSG公司，獲得收益約116萬港元。

除上文所披露者外，年內，本集團概無進行任何附屬公司及聯營公司／共同控制體的重大收購或出售。

Management Discussion and Analysis 管理層討論及分析

Employees and Remuneration Policies

As at 30 June 2007, the Group employed a total of 271 (2006: 310) employees, of which 265 were deployed in the PRC (2006: 304) and 6 (2006: 6) were deployed in Hong Kong. The total salaries (excluding directors' emoluments) for the year were approximately HK\$17.53 million (2006: HK\$18.33 million). Remuneration packages comprised salary, mandatory provident fund, bonus, medical allowance and share options.

Foreign Exchange Risk Management

The majority of the Group's operations are located in the PRC, and the main operational currencies are Hong Kong Dollars and Renminbi. The Company is paying regular and active attention to Renminbi exchange rate fluctuation and consistently assess exchange risks.

Liquidity and Financial Resource

The Group mainly financed its major business operations by internally generated cash flows. For the year under review, although the Group recorded an operating loss, a net cash inflow amounted to HK\$0.56 million was generated, which was primarily attributable to rising corporate operating standard, more stringent inventory and receivables control and prudent cash management, of which approximately HK\$5.96 million was net cash outflow from operating activities, approximately HK\$8.14 million was net cash inflow from investment activities and approximately HK\$1.62 million was net cash outflow from financing activities. As at 30 June 2007, the cash and bank balances of the Group amounted to approximately HK\$30.56 million (2006: approximately HK\$31.28 million).

Contingent Liabilities

The Group's bank loan facility amounting to HK\$5 million (2006: HK\$5 million) is supported by a corporate guarantee executed by the Company.

Save as disclosed above and that in the note 31 to the financial statements, neither the Group nor the Company had any significant contingent liabilities at the balance sheet date.

僱員及薪酬政策

於二零零七年六月三十日，本集團共聘有合共271名（二零零六年：310名）僱員，其中265名（二零零六年：304名）在國內工作，另6名（二零零六年：6名）在香港工作。本年度產生之薪酬（不包括董事酬金）合共約為1,753萬港元（二零零六年：1,833萬港元）。薪酬待遇包括薪金、強制性公積金、花紅、醫療津貼及購股權。

外匯管理風險

本集團之主要業務位於中國，而主要使用貨幣為港元及人民幣。本公司正定期積極注視人民幣匯率之波動情況，並不斷評估其匯兌風險。

流動資金及財務資源

本集團主要透過內部賺取之流動現金作為主要業務開支。回顧本年度本集團在經營虧損的情況下仍產生56萬港元現金流入淨額，主要是由於提升企業的經營水準，嚴格監控存貨、應收帳款和穩健的現金管理。在其中經營活動產生現金淨流出額約為596萬港元和投資活動產生現金淨流入額約814萬港元，而融資活動產生現金淨流出額約為162萬港元。於二零零七年六月三十日，本集團之現金及銀行結存約為3,056萬港元。（二零零六年：3,128萬港元）。

或然負債

本集團為數500萬港元之銀行貸款額度（二零零六年：500萬港元），乃由本公司提供擔保。

除上述及於財務報表附註31披露外，本集團或本公司於結算日並沒有任何重大或然負債。

Management Discussion and Analysis

管理層討論及分析

Outlook and Prospect

While the global healthcare product industry has been growing rapidly, the same industry in China remained almost stagnant. The slight expansion in the overall market scale was incapable of alleviating the difficulties faced by the enterprises in the healthcare industry that were mainly caused by the short-sighted and overly speculative measures undertaken by the owners of the enterprises, and have resulted in the fierce competition in the entire industry. Such problem could not be solved instantly.

In spite of such adverse environment, the Group still benefited from its strong core competitiveness. The Group played an important role in the PRC healthcare industry with its household brand name. The Group's cornerstones include its comprehensive products portfolio, steady after-sale service system and nation-wide sales network, as well as its loyal staff members and staunch customers across the PRC.

The Group will regard gathering distributors' efforts as its major operating strategy in the future. Through establishing a system to study distributors' needs and an instant response system, the Group will make operational decisions according to the market information provided by the distributors. The Group will also pay more attention to marketing methods, channels and products innovation with development led by innovation. The Group believes that through sustained efforts, the Group will develop steadily and healthily, and this represents a step forward for the Group to become a healthcare enterprise with a century of history.

展望及未來前景

保健品行業在全球保持高速增長之同時，近年來在中國停滯不前，市場整體規模略為上升，未能緩解業內企業的生存困難，主要因為企業的急功近利，過度炒作等行為，造成整個行業的競爭極其激烈，此種情況非一時之力所能化解。

在此環境下，本集團仍有較強之核心競爭力，本集團在中國保健行業舉足輕重，品牌影響深遠。豐富的產品體系、穩固的售後服務體系以及覆蓋全國的銷售網路，遍佈全國的忠誠員工和忠誠顧客都是本集團穩固的基石。

本集團未來將把凝聚經銷商作為重要的經營策略，通過建立經銷商需求研究系統和即時回應系統，把來自經銷商的市場訊息作為經營決策的基本依據。本集團還將高度重視行銷模式、渠道創新以及產品創新，以創新引領發展，本集團相信，通過持續努力，未來本集團仍將持續穩定地健康發展，向百年健康企業邁進。

The directors present their report and the audited financial statements of Vitop Bioenergy Holdings Limited (the “Company”) and its subsidiaries (hereinafter collectively referred to as the “Group”) for the year ended 30 June 2007.

Principal Activities

The principal activity of the Company is investment holding. The principal activities of its subsidiaries are manufacturing and trading of multi-functional water generators, BIOenergy® products, healthcare food products and other healthcare products in the People's Republic of China, excluding Hong Kong and Macau.

Results and Appropriations

The results of the Group for the year ended 30 June 2007 and the state of affairs of the Group and the Company as at that date are set out in the financial statements on pages 36 to 107.

The directors do not recommend the payment of a final dividend to shareholders of the Company for the years ended 30 June 2007 and 2006 respectively.

Summary of Financial Information

A summary of the published results and the assets, liabilities and minority interests of the Group for the last five financial years is set out on page 108. This summary does not form part of the audited financial statements.

Donations

During the year, the Group made charitable donations of approximately HK\$0.36 million.

Property, Plant and Equipment

Details of the movements in the Group's property, plant and equipment during the year are set out in note 15 to the financial statements.

董事會謹提呈天年生物控股有限公司（「本公司」）及其附屬公司（以下統稱「本集團」）截至二零零七年六月三十日止年度之董事會報告書及經審核財務報表。

主要業務

本公司之主要業務為投資控股，其附屬公司之主要業務為於中華人民共和國（不包括香港及澳門）生產及買賣多功能製水機、天年素®系列產品、保健食品及其他健康產品。

業績及分派

本集團截至二零零七年六月三十日止年度之業績及本集團與本公司於當日的財務狀況載於財務報表第36至107頁。

董事不建議分別就截至二零零七年及二零零六年六月三十日止年度向本公司股東派付末期股息。

財務資料概要

本集團過去五個財政年度的已公佈業績及資產、負債及少數股東權益概要載於第108頁。此概要並不構成經審核財務報表的組成部分。

捐款

本集團於年內作出之慈善捐款約為36萬港元。

物業、廠房及設備

年內，本集團物業、廠房及設備變動詳情載於財務報表附註15。

Report of the directors 董事會報告書

Prepaid Land Lease Payments and Intangible Assets

Details of the movements in the Group's prepaid land lease payments and intangible assets during the year are set out in notes 16 and 17 to the financial statements, respectively.

Share Capital and Share Options

Details of the movements in the Company's share capital and share options during the year, together with the reasons therefor, are set out in notes 27 and 28 to the financial statements, respectively.

Pre-emptive Rights

There are no provisions for pre-emptive rights under the Company's articles of association or the laws of the Cayman Islands, being the jurisdiction in which the Company was incorporated, which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

Purchase, Sale or Redemption of Listed Securities of the Company

During the year, there were no purchases, sales or redemptions by the Company, or any of its subsidiaries, of the Company's listed securities.

Reserves

Details of the movements in the reserves of the Group and the Company during the year are set out in the consolidated statement of changes in equity and note 29 to the financial statements, respectively.

預付土地租賃付款及無形資產

年內，本集團預付土地租賃付款及無形資產變動詳情分別載於財務報表附註16及17。

股本及購股權

年內，本公司股本及購股權變動詳情連同有關原因分別載於財務報表附註27及28。

優先購股權

本公司組織章程細則或開曼群島(本公司註冊成立所在的司法權區)法例概無關於優先購股權之規定，致使本公司須按比例向現有股東發行新股。

購買、出售或贖回本公司上市證券

年內，本公司或其任何附屬公司概無購買、出售或贖回本公司上市證券。

儲備

年內，本集團及本公司之儲備變動詳情分別載於綜合權益變動表及財務報表附註29。

Distributable Reserves

As at 30 June 2007, the Company's reserve available for distribution, calculated in accordance with the Companies Law, Cap.22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, amounted to approximately HK\$26.49 million. This includes the Company's share premium account, in the capital amount of approximately HK\$52.08 million as at 30 June 2007, which may be distributed provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as and when they fall due in the ordinary course of business. The share premium account may also be distributed in the form of fully paid bonus shares.

Major Customers and Suppliers

During the year under review, the percentage of sales to the Group's five largest customers accounted for approximately 35.44% of the Group's total sales for the year and sales to the largest customer included therein amounted to approximately 10.92%. Purchases from the Group's five largest suppliers accounted for approximately 56.70% of the total purchases for the year and purchases from the largest supplier included therein amounted to 21.33%.

To the best knowledge of the directors, neither the directors, their associates, nor any shareholders who owned more than 5.0% of the Company's issued share capital, had any beneficial interest in the Group's five largest customers and/or five largest suppliers during the year.

可供分派儲備

於二零零七年六月三十日，本公司按照開曼群島公司法第22章（一九六一年第三法例，經綜合及修訂）的規定計算所得的可供分派儲備約達2,649萬港元。此乃包括本公司於二零零七年六月三十日可供分派的股份溢價賬內的資本金額約5,208萬港元，惟緊隨建議派發股息日期後，本公司於其日常業務過程中可償還其到期債務。股份溢價賬亦可以繳足紅股方式分派。

主要客戶及供應商

於回顧年內，本集團首五大客戶的銷售額百分比佔本年度本集團總銷售額約35.44%，而其中向最大客戶銷售額則佔約10.92%。對本集團首五大供應商的購貨額佔本年度總購貨額約56.70%，其中對最大供應商的購貨額則佔21.33%。

就董事所深知，董事、彼等的聯繫人士，或擁有本公司已發行股本5.0%以上的任何股東，於年內概無於本集團首五大客戶及／或首五大供應商中擁有任何實益權益。

Report of the directors 董事會報告書

Directors

The directors of the Company during the year and up to the date of this report were as follows:

Executive directors

Mr. Hung Kai So (*Chairman*)
Mr. Han Xiaoyue (*Joint Chairman*)
(*appointed on 23 April 2007*)
Mr. Chen Henglong
(*appointed on 14 May 2007*)
Mr. Zhang He
(*appointed on 14 May 2007*)
Mr. Chan Yuk Tong
Mr. Liu Jun
Mr. Ma Yufeng
(*resigned on 5 December 2006*)
Mr. Ying Yoke Nean (*Joint Chairman*)
(*appointed on 5 December 2006*
and resigned on 23 April 2007)
Mr. Kam loi (*Vice Chairman*)
(*resigned on 14 May 2007*)

Independent non-executive directors

Mr. Yuan Tsu I
Professor Li Li Te
Mr. Chan Chiu Hung Alex

In accordance with article 86(3) of the articles of association of the Company, Mr. Han Xiaoyue, Mr. Chen Henglong and Mr. Zhang He shall hold office only until the forthcoming annual general meeting of the Company and shall be eligible for re-election. Mr. Han, Mr. Chen and Mr. Zhang, being eligible, will offer themselves for re-election at the meeting.

In accordance with article 87(1) of the articles of association of the Company, Professor Li Li Te will retire by rotation at the forthcoming annual general meeting of the Company. Professor Li Li Te, being eligible, will offer himself for re-election at the meeting.

董事

年內及截至本報告日期止，本公司董事如下：

執行董事

洪繼蘇先生 (主席)
韓曉躍先生 (聯席主席)
(於二零零七年四月二十三日獲委任)
陳恒龍先生
(於二零零七年五月十四日獲委任)
張河先生
(於二零零七年五月十四日獲委任)
陳育棠先生
劉俊先生
馬余鋒先生
(於二零零六年十二月五日辭任)
英沃年先生 (聯席主席)
(於二零零六年十二月五日
獲委任且於二零零七年四月二十三日辭任)
金銳先生 (副主席)
(於二零零七年五月十四日辭任)

獨立非執行董事

袁祖怡先生
李里特教授
陳釗洪先生

按照本公司組織章程細則第86(3)條，韓曉躍先生、陳恒龍先生及張河先生將任職僅至本公司應屆股東週年大會止，惟符合資格膺選連任。韓先生、陳先生及張先生符合資格並願意於會上膺選連任。

按照本公司組織章程細則第87(1)條，李里特教授將於本公司應屆股東週年大會上輪席退任。李里特教授符合資格並願意於會上膺選連任。

Directors' and Senior Management's Biographies

Biographical details of the directors of the Company and the senior management of the Group are set out on pages 22 to 26 of the annual report.

Directors' Service Contracts

Each of Messrs. Han Xiaoyue, Chen Henglong and Zhang He, the executive directors, has not entered into a director's service agreement with the Company. They are not appointed for a specific term but are subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the articles of association of the Company. Either the Company or they may terminate the appointment by giving at least three month's notice in writing.

Professor Li Li Te, the independent non-executive director, has not entered into non-executive director's service agreement with the Company. He is not appointed for a specific term but is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the articles of association of the Company. Either the Company or he may terminate the appointment by giving at least one month's notice in writing.

Save as disclosed above, no director proposed for re-election at the forthcoming annual general meeting has a service contract with the Company, which is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

Directors' Interests in Contracts

Save as disclosed in note 33 to the financial statements under the heading "Related Party Transactions", there were no other contracts of significance to which the Company or any of its subsidiaries was a party and in which a director of the Company had a material interests, whether or any directly or indirectly subsisting at the end of the year or at any time during the year.

董事及高層管理人員個人資料

本公司董事及本集團高層管理人員個人資料詳情載於本年報第22至26頁。

董事的服務合約

執行董事韓曉躍先生、陳恒龍先生及張河先生各自並無與本公司訂立董事服務協議，彼等亦無以指定任期委任，惟須按照本公司組織章程細則的規定於本公司股東週年大會上輪席退任及膺選連任。本公司或彼等可發出最少三個月書面通知以終止委任。

獨立非執行董事李里特教授並無與本公司訂立非執行董事合約。彼亦無以指定任期委任，惟須按照本公司組織章程細則的規定於本公司股東週年大會上輪席退任及膺選連任。本公司或彼可發出最少一個月書面通知以終止委任。

除上文所披露者外，擬在應屆股東週年大會上膺選連任的董事，概無與本公司訂立任何本公司在一年內不可在不予賠償（法定賠償除外）之情況下終止的服務合約。

董事的合約權益

除財務報表附註33「關連人士交易」一節所披露之外，本公司董事概無於本公司或其任何附屬公司所訂立在本年度年底或年內任何時間仍然存續，並對本公司屬重大之任何其他合約中直接或間接擁有重大權益。

Report of the directors 董事會報告書

Directors' Interests and Short Positions in Shares, Underlying Shares and Debentures

As at 30 June 2007, the interests and short positions of the directors of the Company in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")) as recorded in the register required to be kept under section 352 of the SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code"), were as follows:

Long positions in the shares and underlying shares of the Company

董事於股份、相關股份及債權證的權益及淡倉

於二零零七年六月三十日，本公司董事於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債權證中擁有根據證券及期貨條例第352條須予存置的登記冊所記錄的權益及淡倉；或根據上市公司董事進行證券交易的標準守則（「標準守則」）須通知本公司及香港聯合交易所有限公司（「聯交所」）的權益及淡倉如下：

於本公司股份及相關股份的好倉

Name of directors	Capacity	Number of shares held	Number of underlying shares held pursuant to share options 根據購股權持有的相關股份數目	Aggregate interest	Approximate percentage of interest
董事姓名	身份	所持股份數目		總權益	權益概約百分比
Hung Kai So 洪繼蘇	Beneficial owner 實益擁有人	138,707,105	–	138,707,105	19.86%
Han Xiaoyue (appointed as a director of the Company 23 April 2007) 韓曉躍 (於二零零七年四月二十三日獲委任為本公司董事)	Interest of controlled corporation (Note 1) 於受控法團的權益 (附註一)	119,805,112	–	119,805,112	17.15%
Liu Jun 劉俊	Beneficial owner 實益擁有人	16,816,607	–	16,816,607	2.41%

Note 1: These 119,805,112 shares are owned by Pippen Group Ltd., the issued share capital of which is beneficially owned by Mr. Han Xiaoyue, an executive Director, and Mr. Wang Jiandong as to 33.33% and 66.67% respectively. Each of Mr. Han Xiaoyue and Mr. Wang Jiandong are deemed to be interested in these 119,805,112 under Part XV of the SFO.

附註一：該等119,805,112股股份乃由Pippen Group Ltd.擁有，Pippen Group Ltd.已發行股本由韓曉躍先生（執行董事）及王建東先生分別實益擁有33.33%及66.67%。根據證券及期貨條例第XV部，韓曉躍先生及王建東先生均被視為擁有該等119,805,112股股份之權益。

Save as disclosed above, as at 30 June 2007, none of the directors of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) which were recorded in the register required to be kept under section 352 of the SFO, or otherwise to be notified to the Company and the Stock Exchange pursuant to the Model Code.

Directors' Remuneration

The directors' fee are subject to shareholders' approval at general meeting. Other emoluments are determined by the Company's board of directors or its remuneration committee with reference to directors' duties, responsibilities and performance and the results of the Group.

Directors' Right to Acquire Shares of Debentures

Save as disclosed in the share option scheme disclosures in note 28 to the financial statements, at no time during the year was the Company or any of its subsidiaries a party to any arrangement to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debt securities including debentures of, the Company or any other body corporate and none of the directors or their spouses or children under the age of 18 had any right to subscribe for securities of the Company, or had exercised any such right during the year.

Share Option Scheme

Details of the share option scheme are set out in note 28 to the financial statements.

除上文所披露者外，於二零零七年六月三十日，本公司董事概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債權證中擁有根據證券及期貨條例第352條須予存置之登記冊所記錄的權益或淡倉；或根據標準守則須通知本公司及聯交所之權益或淡倉。

董事酬金

董事袍金須由股東於股東大會上批准。其他酬金則由本公司董事會或其薪酬委員會經參考董事之職務、責任及表現與本集團之業績而釐定。

董事購入股份或債權證的權利

除財務報表附註28所披露的購股權計劃外，本公司或其任何附屬公司並無參與訂立任何安排，以促使本公司董事可藉購入本公司或任何其他法人團體的股份或債務證券（包括債權證）而獲益；亦無任何董事或其配偶或18歲以下子女擁有任何可認購本公司證券之權利，或於年內行使任何該等權利。

購股權計劃

有關購股權計劃的詳情載於財務報表附註28。

Report of the directors 董事會報告書

Interest and Short Positions of Substantial Shareholders/Other Persons Recorded in the Register Kept Under Section 336 of the SFO

As at 30 June 2007, so far as the directors of the Company are aware of and having made due enquires, the interests and short positions of the substantial shareholders/persons (other than the directors of the Company) in the shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO were as follows:

Long positions in the shares and underlying shares of the Company

根據證券及期貨條例第336條須予存置的登記冊所記錄的主要股東/其他人士的權益及淡倉

於二零零七年六月三十日，就本公司董事所知及作出查詢後，根據證券及期貨條例第336條須予存置的登記冊所記錄，本公司董事以外之主要股東/人士在本公司股份及相關股份中擁有的權益及淡倉如下：

於本公司股份及相關股份的好倉

Name of shareholders	Capacity	Number of shares held	Number of underlying shares held pursuant to share options 根據購股權持有的相關股份數目	Aggregate interest 總權益	Approximate percentage of interest 權益概約百分比
Pippen Group Ltd.	Beneficial owner 實益擁有人	119,805,112	–	119,805,112	17.15%
Sae-lao Rakchanok	Beneficial owner 實益擁有人	48,902,949	–	48,902,949	7.00%
Longway Group Ltd.	Beneficial owner (note 1) 實益擁有人 (附註一)	38,211,494	–	38,211,494	5.47%

Note 1: By virtue of the SFO, Mr. Ma Yufeng is deemed to be interested in the 38,211,494 shares of the Company held by Longway Group Ltd., a company incorporated in the British Virgin Islands and wholly owned by Mr. Ma.

附註一：根據證券及期貨條例，馬余鋒先生被視為擁有由Longway Group Ltd.所持有之38,211,494股本公司股份的權益，Longway Group Ltd.為一家於英屬處女群島註冊成立的公司，並由馬先生全資擁有。

Save as disclosed above, as at 30 June 2007, no person, other than the directors of the Company whose interests are set out in the section "Directors' interests and short positions in shares, underlying shares and debentures" above, had an interest or a short position in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO.

除上文所披露者外，於二零零七年六月三十日，概無任何人士(擁有上文「董事於股份、相關股份及債權證的權益及淡倉」一節所載權益的本公司董事除外)於本公司股份或相關股份中擁有根據證券及期貨條例第336條須予存置的登記冊所記錄的權益或淡倉。

Directors' Interests in Competing Business

During the year and up to the date of this report, none of the directors of the Company is interested in any business apart from the Group's business, which competes or is likely to compete, either directly or indirectly, with the business of the Group.

Public Float

Based on the information that is publicly available to the Company and within the knowledge of the directors of the Company, as at the date of this report, there is sufficient public float of not less than 25% of the Company's issued shares as required under the Listing Rules.

Independent Non-executive Directors

The Company has received from each of its independent non-executive directors the annual confirmation of his independence pursuant to rule 3.13 of the Listing Rules. The Company, based on such confirmation, considers Mr. Yan Tsu I, Professor Li Li Te and Mr. Chan Chiu Hung Alex to be independent as at the date of this annual report.

Auditors

The Company's auditors, Grant Thornton retire and, being eligible, offer themselves for reappointment.

On behalf of the Board

Han Xiaoyue
Joint Chairman

Hong Kong, 29 October 2007

董事於競爭業務中的權益

年內及截至本報告日期止，除在本集團業務擁有權益外，本公司董事於與本集團業務直接或間接構成競爭或可能構成競爭之任何業務中概無擁有任何權益。

公眾持股量

根據本公司所得的公開資料並就本公司董事所知，於本報告日期，本公司已發行股份之公眾持股量不少於上市規則所規定的25%。

獨立非執行董事

本公司已接獲各獨立非執行董事就根據上市規則第3.13條所發出的年度確認，以確認彼等的獨立性。於本年報日期，根據有關確認，本公司認為袁祖怡先生、李里特教授及陳釗洪先生均屬獨立。

核數師

本公司核數師均富會計師行任滿告退，且符合資格並願意膺選連任。

承董事會命

聯席主席
韓曉躍

香港，二零零七年十月二十九日

Biography of Directors and Senior Management 董事及高層管理人員個人資料

Executive Directors

Mr. Hung Kai So (洪繼蘇), aged 64, is the chairman of the Company and is a director of various subsidiaries of the Group. Mr. Hung joined the Group in February 1999 and is responsible for the strategic planning, business development and corporate management of the Group. He holds a diploma in Textile from the Hong Kong Technical School. After graduation, he has worked in the textile industry and has over 40 years of experience in the textile industry.

Dr. Han Xiaoyue (韓曉躍), aged 45, has been appointed as an executive director and Joint Chairman of the Company on 23 April 2007. Dr. Han holds a Bachelor Degree of Computer Science from Tsinghua University, Beijing and a PhD in Finance from the University of Texas, the United States. He has over 17 years' of experience in investment banking and has worked for multi-national securities firms such as Merrill Lynch and Societe Generale. He has involved actively in large-scale investment projects in the PRC and has rich experience in investment management. Dr. Han had been appointed as an executive director and the chief executive officer of Sino Gas Group Limited, a company listed on the Stock Exchange. He is well-versed with the operation and management of the listed company.

Dr. Chen Henglong (陳恒龍), aged 42, has been appointed as an executive director of the Company and Chief Executive Officer of the Group on 14 May 2007. Dr. Chen graduated from the University of Delaware in the United States in 1994 and obtained a PhD in Biochemistry. Afterwards, Dr. Chen worked in Dupont and Imperial Chemical Industries in the areas of bio-pharmaceutical research and development. Dr. Chen had also founded and successfully operated MNC Pharmaceutical Group for ten years and had accumulated profuse experience in corporate governance, market strategy and sales and research and development of new products. In 2006, Dr. Chen was invited to join the Science Academy of China as visiting scientist researcher and was mainly engaged in market strategy and sales in relation to, among others, environmental protection and biopharmaceutical projects.

執行董事

洪繼蘇先生，64歲，本公司主席及本集團多家附屬公司的董事。洪先生於一九九九年二月加盟本集團，負責本集團的策略規劃、業務發展及公司管理。彼持有香港科技學校紡織專業文憑。畢業後，彼於紡織行業工作，並積逾40年經驗。

韓曉躍博士，45歲，於二零零七年四月二十三日獲委任為本公司執行董事兼聯席主席。彼持有北京清華大學計算機科學士學位及美國德克薩斯州大學金融學博士學位，並於投資銀行業方面工作積逾17年經驗。彼曾任職於美國美林證券、法國興業銀行等大型跨國證券行。彼曾參與不少中國之大型投資項目，並具有豐富投資管理經驗。韓博士曾獲委任為於聯交所上市的中油潔能集團有限公司之執行董事兼行政總裁。彼熟悉上市公司的運作及管理。

陳恒龍博士，42歲，於二零零七年五月十四日獲委任為本公司之執行董事及本集團之首席執行官。彼於一九九四年畢業於美國特拉華大學，獲生物化學博士學位。隨後，陳博士分別就業於美國杜邦公司及帝國化學公司，從事生物製藥之研究與開發。陳博士亦創辦並成功經營了美國麥恩斯製藥集團達十年之久，在公司管理、市場策劃、銷售及新產品研發方面積累了豐富經驗。於二零零六年，陳博士受聘為中國科學院之特邀歸國研究員，主要從事有關(其中包括)環保及生物製藥專案之市場策劃及銷售。

Biography of Directors and Senior Management 董事及高層管理人員個人資料

Mr. Zhang He (張河), aged 47, has been appointed as an executive director of the Company on 14 May 2007. Mr. Zhang graduated from Renmin University of China and obtained the Bachelor Degree of Economics in 1982. After returning from Tokyo, where he worked as an intern with Deloitte Tokyo for one year, he joined the China Everbright Group. During the period of more than 13 years with the China Everbright Group, he held the posts of finance manager, financial controller, and deputy general manager in various group companies in the China Everbright Group in Hong Kong and Mainland China and gained extensive experience in large group enterprise management. From 2002 to 2005, Mr. Zhang was an executive director of Beijing Gaojin Investment Consultant Ltd. and led consulting engagements in the area of assisting companies in the People's Republic of China getting listed overseas. All of these posts further enhanced Mr. Zhang's experience in finance, tax, accounting management, company reorganization, and overseas capital operations of foreign investment enterprises. Since April 2006, Mr. Zhang has been an executive director of Hong Kong China National Resources Development Holdings Limited, a company listed on the Stock Exchange.

Mr. Chan Yuk Tong (陳育棠), aged 45, is an executive director of the Company. Mr. Chan joined the Group in September 2005 and is responsible for the development of strategic plans of the Group. He holds a Bachelor's degree in Commerce from the University of Newcastle in Australia and a Master's degree in Business Administration from the Chinese University of Hong Kong. He has more than 20 years of experience in auditing, accounting, management consultancy and financial advisory services. Mr. Chan is a practising fellow member of the Hong Kong Institute of Certified Public Accountants and a member of CPA Australia. He is an independent non-executive director of Anhui Conch Cement Company Limited, Carico Holdings Limited, Daisho Microline Holdings Limited, Kam Hing International Holdings Limited and Sichuan Xinhua Winshare Chainstore Co., Ltd., the shares of these companies are listed on the Main Board of The Stock Exchange of Hong Kong Limited. He was also an independent non-executive director of Luks Industrial (Group) Limited and World Trade Bun Kee Limited, listed companies in Hong Kong, during the period from 30 September 2004 to 1 December 2005 and from 1 January 2007 to 3 July 2007, respectively.

張河先生，47歲，於二零零七年五月十四日獲委任為本公司執行董事。張先生於一九八二年畢業於中國人民大學，並取得經濟學學士學位。彼曾於日本德勤國際東京事務所實習一年，自東京回國後，彼加入了中國光大集團公司。於中國光大集團公司工作超過十三年，期間彼於中國光大集團公司於香港及中國內地之多間集團公司擔任財務經理、財務總監及副總經理，積累了管理大型集團性公司之豐富經驗。由二零零二年至二零零五年，張先生為北京高金投資顧問公司執行董事，從事協助於中華人民共和國之公司在海外上市之諮詢工作。上述工作進一步豐富了張先生對於外商投資企業之財務、稅務、會計管理、公司重組及海外資本運作等經驗。二零零六年四月至今，張先生為香港中國資源開發集團有限公司執行董事，該公司於聯交所上市。

陳育棠先生，45歲，本公司執行董事。陳先生於二零零五年九月加盟本集團，負責本集團的策略規劃。彼持有澳洲紐卡素大學商業學士學位及香港中文大學工商管理碩士學位，並於審計、會計、管理及財務顧問服務方面工作積逾20年經驗。陳先生為香港會計師公會執業資深會員及澳洲會計師公會會員。彼為安徽海螺水泥股份有限公司、中汽資源投資有限公司、大昌微綫集團有限公司、錦興國際控股有限公司及四川新華文軒連鎖股份有限公司(此等公司股份於香港聯合交易所有限公司主板上市)的獨立非執行董事。陳先生亦分別在二零零四年九月三十日至二零零五年十二月一日期間及二零零七年一月一日至二零零七年七月三日期間為香港上市公司陸氏實業(集團)及世貿彬記集團有限公司的獨立非執行董事。

Biography of Directors and Senior Management

董事及高層管理人員個人資料

Mr. Liu Jun (劉俊), aged 49, is an executive director of the Company and is a director of two subsidiaries of the Group. Mr. Liu joined the Group in October 1992 and is in charge of the new products development of the Group and the public relationship with professional associations. He completed a four-year course in Textile Engineering from East China Institute of Textile Science and Technology (華東紡織工學院) in January 1982. Prior to joining the Group, he had worked in the textile industry for many years. Mr. Liu is a co-inventor of the BIOenergy® compound. He is also the deputy secretary of the China Healthcare Association (中國保健協會副秘書長).

Independent Non-executive Directors

Mr. Yuan Tsu I (袁祖怡), aged 59, has been appointed as an independent non-executive director of the Company since May 2001. Mr. Yuan is the president of Cottonhide Industrial Co., Limited, which is principally engaged in raw cotton product trading business in Taiwan and South East Asia. He has over 25 years of experience in the raw cotton product trading industry.

Mr. Chan Chiu Hung Alex (陳釗洪), aged 41, has been appointed as an independent non-executive director of the Company since January 2006. Mr. Chan holds a Bachelor degree in Business Administration, major in Finance from the Hong Kong Baptist University. He has been working with several listed and multinational companies for over 14 years. Mr. Chan is a fellow member of the Association of Chartered Certified Accountants, a member of the Hong Kong Institute of Certified Public Accountants, the Institute of Chartered Secretaries and Administrators and the Hong Kong Institute of Company Secretaries. He is an independent non-executive director of A-Max Holdings Limited (Stock Code: 959) and Kong Sun Holdings Limited (Stock Code: 295) whose shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited.

劉俊先生，49歲，本公司執行董事及本集團兩家附屬公司的董事。劉先生於一九九二年十月加盟本集團，負責本集團的新產品開發及行業協會公關工作。一九八二年一月，彼於華東紡織工學院完成四年制的紡織工程學專業課程。彼於加盟本集團前，已在紡織行業工作多年。劉先生為天年素®複合物的共同發明者。彼亦為中國保健協會副秘書長。

獨立非執行董事

袁祖怡先生，59歲，自二零零一年五月獲委任為本公司獨立非執行董事。袁先生為Cottonhide Industrial Co., Limited的主席，該公司主要於台灣及東南亞從事棉產品貿易業務。彼於棉產品貿易行業工作積逾25年經驗。

陳釗洪先生，41歲，自二零零六年一月獲委任為本公司獨立非執行董事。陳先生持有香港浸會大學工商管理學士學位，主修財務。彼於多家上市及跨國公司工作積逾14年。陳先生為英國特許公認會計師公會資深會員、香港會計師公會會員、英國特許秘書及行政人員公會及香港秘書公會之會員。彼為奧瑪仕控股有限公司(股份代號：959)及江山控股有限公司(股份代號：295)(其股份於香港聯合交易所有限公司主板上市)的獨立非執行董事。

Biography of Directors and Senior Management

董事及高層管理人員個人資料

Professor Li Li Te (李里特), aged 59, has been appointed as an independent non-executive director of the Company since October 2004. He graduated from Northwest Agriculture University in 1981 and holds a Master degree and a Doctor degree both from Hokkaido University in 1985 and 1988 respectively. He has been engaged in the scientific research work on storage processing of agricultural produce, food project and electrolytic ion function water development. Professor Li was previously the vice president of China Agricultural University and is the chairman of Water Function Research and Development Promotion Committee of the China Healthcare Association, Food Science and Engineering discipline evaluation group member of Academic Degree Committee under the State Council, vice director of the National Food and Nutrition Consultative Committee, vice president of the third session of Chinese Institute of Food Science and Technology, council member of Chinese Food Industry Association, vice chairman of the seventh and eighth session of China Association of Agricultural Science Societies, honorary vice president of the Chinese Society of Agricultural Engineering, council member of Chinese Cereals and Oils Association and president of Beijing Agricultural Engineering Society.

Senior Management

Dr. Lu Gen Xin(盧根鑫), aged 54, joined the Group on 1 July 2007 as the chief operating officer of Vitop Group. He is responsible for strategic development, market operation and innovative projects of the Group. He graduated from Wuhan University and Fudan University and is a senior visiting scholar in University of Maryland, US and an economics professor with Doctorate of Law degree. He held senior positions and worked as an executive chairman in large-scale state-owned enterprises in the PRC and has extensive experience in strategic planning, investment, mergers and acquisitions, operation and marketing.

Mr. Xing He Ping(邢和平), aged 52, joined the group on 14 April 2007 as the general manager of Vitop Bioenergy (China) Ltd. He is responsible for the strategic planning, business development and overall management of the Company. He obtained a Bachelor of Arts degree and a Master's degree in Economics from Wuhan University and Huazhong Normal University and is a senior economist, a law professor and an international arbitrator. He has held senior management positions in well-known state-owned enterprises, foreign-invested enterprises and large-scale private pharmaceutical companies and has extensive experience in international trading, strategic planning and management operations in pharmaceutical market.

李里特教授，59歲，自二零零四年十月獲委任為本公司獨立非執行董事。彼於一九八一年畢業於西北農業大學，並分別在一九八五年及一九八八年於日本北海道大學取得碩士及博士學位。彼一直在農產品貯藏加工、食品工程及電解離子功能水開發利用方面從事科研工作。李教授曾任中國農業大學副校長及為中國保健協會功能水研究推廣促進會會長、國務院學位委員會食品科學與工程學科評議組成員、國家食物與營養諮詢委員會副主任、第3屆中國食品科學技術學會副理事長、中國食品工業協會常務理事、第7、8屆中國農學會副會長、中國農業工程學會名譽理事長、中國糧油學會常務理事及北京農業工程學會理事長。

高層管理人員

盧根鑫博士，54歲，於二零零七年七月一日加盟本集團，任職天年集團首席營運官，負責集團發展戰略、市場運營和創新項目。彼先後畢業於武漢大學及復旦大學，為美國馬里蘭大學高級訪問學者、經濟學教授、法學博士。彼曾擔任過中國大型國有企業高級職務和執行董事長，並於戰略、投資、購並、經營和市場行銷方面具有豐富的經驗。

邢和平先生，52歲，於二零零七年四月十四日加盟本集團，任職天年生物(中國)有限公司總經理，負責公司策略規劃、業務發展及整體管理。彼持有武漢大學、華中師範大學文學學士和經濟學碩士學位，為高級經濟師、法學教授、國際仲裁員。彼曾就職於著名大型國有集團公司、外商投資企業和大型民營醫藥公司並擔任高級領導職務，在國際貿易、醫藥終端的市場策劃和管理運作方面具有豐富的經驗。

Biography of Directors and Senior Management 董事及高層管理人員個人資料

Mr. Liu Yi Song (劉一松), aged 63, is the general manager of Hefei Vitop Meiling Environmental Technologies Co., Ltd (合肥天年美菱環保科技有限責任公司) (“Vitop Meiling”), a subsidiary of the Company, and is a director of a subsidiary of the Group. Mr. Liu joined the Group in April 2004 and is responsible for the management of Vitop Meiling. He graduated from the Department of Management Engineering of Hefei university of Technology (合肥工業大學) in 1984. Prior to joining the Group, he had over 20 years of experience in business management.

Mr. Yeung Man Simon(楊敏), aged 35, is the financial controller and company secretary of the Company. Mr. Yeung joined the Group in November 2004 and is responsible for the financial and internal control of the Group. He graduated from the University of Georgia, the United States of America with a Bachelor degree in Accounting and a Bachelor degree in Finance and Banking. Mr. Yeung is an associate member of the Hong Kong Institute of Certified Public Accountants and a member of the American Institute of Certified Public Accountants. Prior to joining the Company, he worked in an international accounting firm. He has over 10 years of experience in auditing, finance and accounting.

Ms. He Rui Hong (何瑞紅), aged 37, is the deputy general manager of Vitop China. Ms. He joined the Group in July 1993 and is responsible for the financial and management of the daily operation of the Group. She graduated from the Department of Economics and Management of Henan Polytechnic University (河南理工大學) major in accounting and auditing, with a Bachelor degree in Engineering in 1992 and completed a postgraduate course in accounting in the School of Management of Sun Yat-Sen University in 2003. She has over 14 years of experience in financial management.

Mr. Xiao Cheng Zhi(肖承志), aged 36, joined the group on 1 August 2005 as a deputy general manager of Vitop Bioenergy (China) Ltd. He is responsible for overall marketing and coordination of the Company. He graduated from Hubei University in 1992 and is an intermediate economist. Before joining our Company in 2002, he has over 10 years of experience in marketing and management.

劉一松先生，63歲，本公司附屬公司合肥天年美菱環保科技有限責任公司(「天年美菱」)總經理及本集團一家附屬公司的董事。劉先生於二零零四年四月加盟本集團，負責天年美菱管理工作。彼於一九八四年畢業於合肥工業大學管理工程系。彼於加盟本集團前，已在企業管理方面工作積逾20年經驗。

楊敏先生，35歲，本公司財務總監及公司秘書。楊先生於二零零四年十一月加盟本集團，負責本集團財務及內部監控工作。彼畢業於美國喬治亞洲大學，持有會計與金融及銀行雙學士學位。楊先生為香港會計師公會及美國會計師公會會員。在加入本公司前，楊先生曾於一間國際會計師事務所任職。彼於核數、財務及會計方面工作積逾10年經驗。

何瑞紅女士，37歲，天年中國副總經理。何女士於一九九三年七月加盟本集團，負責本集團財務及日常業務管理工作。彼於一九九二年畢業於河南理工大學經濟管理系，主修會計及審計，持工學學士學位，並於二零零三年在中山大學管理學院修畢會計學專業研究生課程。彼於財務管理方面工作積逾14年經驗。

肖承志先生，36歲，於二零零五年八月一日加盟本集團，任職天年生物(中國)有限公司副總經理，負責公司整理行銷和協調工作。彼於1992年畢業於湖北大學，為中級經濟師。彼於2002年加盟本公司前，已在行銷管理行業工作積逾10年經驗。

Corporate Governance Practices

The Company is committed to establishing and maintaining high standards of corporate governance. The directors of the Company believe that sound and reasonable corporate governance practices are essential for the growth of the Group and for safeguarding and maximizing shareholders' interests.

During the year, the Company has applied the principles and complied with the code provisions set out in the Code on Corporate Governance Practices (the "Code") contained in Appendix 14 to the Listing Rules, except for the deviations from code provisions A.4.1 and E.1.2 as stated and explained below.

Directors' Securities Transactions

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules (the "Model Code") as its own code for securities transactions by Directors. All members of the Boards has confirmed, following specific enquiry by the Company, that they have complied with the required standard as set out in the Model Code during the year.

Board of Directors

The Board comprises nine directors, of which six are executive directors and three are independent non-executive directors. The members of the Board as at the date of this annual report are as follows:

Executive directors

Mr. Hung Kai So (*Chairman*)
Mr. Han Xiaoyue (*Joint Chairman*)
(*appointed on 23 April 2007*)
Mr. Chen Henglong
(*appointed on 14 May 2007*)
Mr. Zhang He
(*appointed on 14 May 2007*)
Mr. Chan Yuk Tong
Mr. Liu Jun
Mr. Ma Yufeng
(*resigned on 5 December 2006*)
Mr. Ying Yoke Nean (*Joint Chairman*)
(*resigned on 23 April 2007*)
Mr. Kam loi (*Vice Chairman*)
(*resigned on 14 May 2007*)

企業管治常規

本公司一直致力建立及維持高水平的企業管治。本公司董事相信穩健及合理之企業管治常規對本集團增長以及保障和擴大股東權益實屬必要。

年內，本公司已應用上市規則附錄十四企業管治常規守則（「守則」）所載的原則，並已遵守守則內的守則條文，惟偏離下文所述及闡釋之守則條文第A.4.1及E.1.2條則除外。

董事的證券交易

本公司已採納上市規則附錄十所載的上市公司董事進行證券交易的標準守則（「標準守則」）為其董事進行證券交易的守則。經本公司作出特別查詢後，全體董事會成員已確認彼等於年內已遵守標準守則所載的規定標準。

董事會

董事會由九名董事組成，其中六名為執行董事，三名為獨立非執行董事。於本年報日期，董事會成員如下：

執行董事

洪繼蘇先生 (*主席*)
韓曉躍先生 (*聯席主席*)
(*於二零零七年四月二十三日獲委任*)
陳恒龍先生
(*於二零零七年五月十四日獲委任*)
張河先生
(*於二零零七年五月十四日獲委任*)
陳育棠先生
劉俊先生
馬余鋒先生
(*於二零零六年十二月五日辭任*)
英沃年先生 (*聯席主席*)
(*於二零零七年四月二十三日辭任*)
金銳先生 (*副主席*)
(*於二零零七年五月十四日辭任*)

Corporate Governance Report 企業管治報告

Independent non-executive directors

Mr. Yuan Tsu I
Professor Li Li Te
Mr. Chan Chiu Hung Alex

The Board assumes responsibility for leadership and control of the Company and shall be collectively responsible for promoting the success of the Company by directing and supervising the Company's affairs. The Board formulates overall strategies and policies of the Group and monitors the performance and activities of the management. With delegating authorities from the Board, the management of the Company is responsible for the day-to-day operations of the Group under the leadership of the Vice Chairman and Joint Chairman.

To the best knowledge of the Company, there is no financial, business, family or other material/relevant relationships among members of the Board and in particular, between the Chairman and the Vice Chairman and Joint Chairman.

During the year, 10 full board meetings (including four regular board meetings) were held and the individual attendance of each director at the board meetings was as follows:

Directors	Attendance	董事	出席率
<i>Executive directors</i>			
Mr. Hung Kai So (Chairman)	10/10	洪繼蘇先生 (主席)	10/10
Mr. Han Xiaoyue (Joint Chairman) (appointed on 23 April 2007)	3/3	韓曉躍先生 (聯席主席) (於二零零七年四月二十三日獲委任)	3/3
Mr. Chen Henglong (appointed on 14 May 2007)	0/2	陳恒龍先生 (於二零零七年五月十四日獲委任)	0/2
Mr. Zhang He (appointed on 14 May 2007)	2/2	張河先生 (於二零零七年五月十四日獲委任)	2/2
Mr. Chan Yuk Tong	7/10	陳育棠先生	7/10
Mr. Liu Jun	8/10	劉俊先生	8/10
Mr. Ma Yufeng (resigned on 5 December 2006)	4/4	馬余鋒先生 (於二零零六年十二月五日辭任)	4/4
Mr. Ying Yoke Nean (Joint Chairman) (resigned on 23 April 2007)	1/1	英沃年先生 (聯席主席) (於二零零七年四月二十三日辭任)	1/1
Mr. Kam loi (Vice Chairman) (resigned on 14 May 2007)	4/6	金銳先生 (副主席) (於二零零七年五月十四日辭任)	4/6
<i>Independent non-executive directors</i>			
Mr. Yuan Tsu I	10/10	袁祖怡先生	10/10
Professor Li Li Te	8/10	李里特教授	8/10
Mr. Chan Chiu Hung Alex	10/10	陳釗洪先生	10/10

獨立非執行董事

袁祖怡先生
李里特教授
陳釗洪先生

董事會負有領導及監控本公司之責任，並共同負責統管及監督本公司事務以促使本公司成功發展。董事會制定本集團的整體策略及政策，並監察管理層之表現及運作。本公司管理層獲董事會授權，負責在副主席及聯席主席之領導下管理本集團日常業務。

就本公司所深知，董事會成員之間 (特別是主席與副主席及聯席主席之間) 概無存有財務、業務、家屬或其他重大／相關之關係。

年內，本公司召開了10次全體董事會會議 (包括四次董事會定期會議)，而各董事於董事會會議的出席率如下：

For a regular board meeting, notice of at least fourteen days is given to all directors of the Company, who are given an opportunity to include matters in the agenda for discussion, and an agenda and accompanying board papers are sent to all directors of the Company at least three days before the intended date of a regular board meeting.

Minutes of board meetings and meetings of board committees are kept by the secretary of the Company and are open for inspection at any reasonable time on reasonable notice by any director of the Company. Draft and final versions of minutes of board meetings are sent to all directors of the Company for their comment and records respectively, in both cases within a reasonable time after the board meeting is held.

Appropriate insurance cover has been arranged in respect of legal action against the directors and officers of the Group.

Non-executive Directors

Under code provision A.4.1 of the Code, non-executive directors should be appointed for a specific term and be subject to re-election.

The independent non-executive directors of the Company (other than Mr. Yuan Tsu I) were not appointed for a specific term, but are subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the articles of association of the Company.

Mr. Yuan Tsu I, the independent non-executive director, has entered into a non-executive director's contract with the Company for an initial fixed period of one year commencing on 10 February 2003. The contract will continue thereafter for further successive periods of one year, provided that the Company may terminate the appointment at the end of each one-year period by giving to the director at least one month's written notice thereof.

Remuneration of Directors

The remuneration committee of the Company was established on 21 March 2005 with specific written terms of reference and comprises three independent non-executive directors of the Company, namely Mr. Yuan Tsu I (the chairman of the committee), Professor Li Li Te and Mr. Chan Chiu Hung Alex.

就董事會定期會議而言，本公司全體董事均獲發至少十四天通知，並均有機會提出商討事項列入會議議程，而會議議程及隨附會議文件至少在計劃舉行董事會定期會議日期前三天送交本公司全體董事。

董事會會議及董事委員會會議紀錄由公司秘書備存，若有本公司任何董事發出合理通知，可在任何合理之時段查閱有關會議紀錄。董事會會議結束後，於合理時段內先後將董事會會議紀錄的初稿及最終定稿發送本公司全體董事，初稿供董事表達意見，最終定稿則作其紀錄之用。

本公司已就本集團董事及高級職員可能會面對之法律行動作適當的投保安排。

非執行董事

根據守則的守則條文第A.4.1條，非執行董事之委任應有指定任期，並須接受重選。

本公司獨立非執行董事(袁祖怡先生除外)並無以指定任期委任，惟須根據本公司組織章程細則的規定於本公司股東週年大會上輪席退任及膺選連任。

獨立非執行董事袁祖怡先生已與本公司訂立非執行董事合約，自二零零三年二月十日起計初步固定為期一年。其後除非本公司於各為期一年之年期結束時向董事發出至少一個月書面通知以終止委任，否則合約可連續續約一年。

董事薪酬

本公司薪酬委員會於二零零五年三月二十一日成立，具有特定書面職權範圍，並由本公司三名獨立非執行董事組成，分別為袁祖怡先生(委員會主席)、李里特教授及陳釗洪先生。

Corporate Governance Report

企業管治報告

The role and function of the remuneration committee primarily include reviewing, considering and approving proposals as well as making recommendations to the Board on the Company's policy and structure relating to the remuneration of directors and senior management.

During the year, one meeting was held by the remuneration committee to consider and approve the terms of the service agreements made with executive director and senior management, and discuss remuneration related matters. The individual attendance of each member at the remuneration committee meetings was as follows:

Members	Attendance
Mr. Yuan Tsu I (<i>chairman of the committee</i>)	1/1
Professor Li Li Te	0/1
Mr. Chan Chiu Hung Alex	1/1

Nomination of Directors

The Board is empowered under the articles of association of the Company to appoint any person as a director of the Company either to fill a casual vacancy or as an addition to the existing Board. No nomination committee was established by the Company in view of the small size of the Board. The Board as a whole is responsible for considering the suitability of an individual to act as a director of the Company, and approving and terminating the appointment of a director of the Company.

The executive directors of the Company are responsible for selecting and recommending suitable candidates for members of the Board based on their characters, qualifications, experience and background, when there is a vacancy or an additional director is considered necessary. The recommendations of the executive directors are then put forward for consideration by the Board.

During the year, the executive directors recommended four candidates for the appointments to the Board.

During the year, three meetings were held by the Board to consider and approve the appointments and resignations of directors of the Company. The attendances of the meetings comprised a majority of the executive directors and independent non-executive directors, with no director being involved in fixing his own terms of appointment and no independent non-executive director being involved in assessing his own independence. All such appointments and resignations are unanimously resolved by the members of the Board attending at the meetings.

薪酬委員會主要角色及職能包括審閱、考慮及批准有關董事及高級管理層薪酬的建議，以及向董事會就本公司有關董事及高級管理層薪酬的政策及架構提供建議。

年內，薪酬委員會召開了一次會議，以考慮及批准與執行董事和高級管理層訂立之服務協議條款，並討論薪酬相關事宜。各成員於薪酬委員會會議之出席率如下：

成員	出席率
袁祖怡先生 (<i>委員會主席</i>)	1/1
李里特教授	0/1
陳釗洪先生	1/1

董事提名

董事會獲本公司組織章程細則授權委任任何人士為本公司董事，以填補臨時空缺或增聘現時董事會成員。基於董事會規模不大，本公司並無成立提名委員會。董事會全面負責考慮個別人士是否勝任本公司董事一職，並負責批准及終止本公司董事委任。

本公司執行董事負責根據候選人的品格、資歷、經驗及背景挑選及推薦合適人選出任董事，以填補空缺或在有需要時新增董事名額。執行董事的推薦其後呈交董事會考慮。

年內，執行董事推薦四名候選人加入董事會。

年內，董事會召開了三次會議，以考慮及批准本公司董事之委任及辭任。大部份執行董事及獨立非執行董事均有出席該等會議，且概無董事參與釐定其本身的委任條款，亦無獨立非執行董事參與評核其本身的獨立性。出席該等會議之董事會成員一致決議通過全部該等委任及辭任。

The individual attendance of each director at the board meetings was as follows:

各董事於董事會會議的出席率如下：

Directors	Attendance	董事	出席率
Mr. Hung Kai So (Chairman)	3/3	洪繼蘇先生 (主席)	3/3
Mr. Han Xiaoyue (Joint Chairman) (appointed on 23 April 2007)	1/1	韓曉躍先生 (聯席主席) (於二零零七年四月二十三日獲委任)	1/1
Mr. Chen Henglong (appointed on 14 May 2007)	0/0	陳恒龍先生 (於二零零七年五月十四日獲委任)	0/0
Mr. Zhang He (appointed on 14 May 2007)	0/0	張河先生 (於二零零七年五月十四日獲委任)	0/0
Mr. Chan Yuk Tong	3/3	陳育棠先生	3/3
Mr. Liu Jun	2/3	劉俊先生	2/3
Mr. Ma Yufeng (resigned on 5 December 2006)	1/1	馬余鋒先生 (於二零零六年十二月五日辭任)	1/1
Mr. Ying Yoke Nean (Joint Chairman) (resigned on 23 April 2007)	0/1	英沃年先生 (聯席主席) (於二零零七年四月二十三日辭任)	0/1
Mr. Kam loi (Vice Chairman) (resigned on 14 May 2007)	0/2	金銳先生 (副主席) (於二零零七年五月十四日辭任)	0/2
Mr. Yuan Tsu I	3/3	袁祖怡先生	3/3
Professor Li Li Te	2/3	李里特教授	2/3
Mr. Chan Chiu Hung Alex	3/3	陳釗洪先生	3/3

Auditors' Remuneration

An amount of approximately HK\$0.44 million was charged to the Group's consolidated income statement for the year ended 30 June 2007 for audit services provided by Messrs. Grant Thornton. There were no significant non-audit services provided by Messrs. Grant Thornton during the year.

Audit Committee

The audit committee of the Company was established on 18 January 2002 with written terms of reference which were revised on 21 March 2005 in compliance with the code provision C.3.3 of the Code. The audit committee comprises three independent non-executive directors of the Company, namely Mr. Chan Chiu Hung Alex (chairman of the committee), Mr. Yuan Tsu I and Professor Li Li Te. Mr. Chan Chiu Hung Alex possesses appropriate professional accounting qualifications and related financial management expertise as required under rule 3.10(2) of the Listing Rules.

The primary duties of the audit committee include the review and supervision of the financial reporting process and internal control system, and the review of the interim and annual reports of the Group.

核數師酬金

為數約44萬港元之均富會計師行所提供之核數服務款額已於本集團截至二零零七年六月三十日止年度之綜合收益表內扣除。年內，均富會計師行並無提供重大非核數服務。

審核委員會

本公司審核委員會於二零零二年一月十八日成立，為符合守則的守則條文第C.3.3條，其書面職權範圍已於二零零五年三月二十一日作出修訂。審核委員會由本公司三名獨立非執行董事組成，分別為陳釗洪先生(委員會主席)、袁祖怡先生及李里特教授。根據上市規則第3.10(2)條的規定，陳釗洪先生具備適當專業會計資格及有關財務管理專長。

審核委員會的主要職責包括檢討及監察財務匯報程序及內部監控系統，並審閱本集團的中期及年度報告。

Corporate Governance Report

企業管治報告

During the year, two meetings were held by the audit committee to review the annual report of the Group for the year ended 30 June 2007 and the interim report of the Group for the six months ended 31 December 2006 before submission to the Board for approval, and to provide advice and comments thereon to the Board. The individual attendance of each member at the audit committee meetings was as follows:

Members	Attendance	成員	出席率
Mr. Chan Chiu Hung Alex (<i>Chairman of the committee</i>)	2/2	陳釗洪先生 (<i>委員會主席</i>)	2/2
Mr. Yuan Tsu I	2/2	袁祖怡先生	2/2
Professor Li Li Te	2/2	李里特教授	2/2

Directors' and Auditors' Responsibilities on the Accounts

The directors of the Company acknowledge their responsibility for preparing the accounts of the Group for the year ended 30 June 2007.

The statement by Messrs. Grant Thornton, the existing external auditors of the Company, about their reporting responsibilities on the accounts of the Group is set out in the Report of the Auditors on pages 34 and 35.

As at 30 June 2007, the directors of the Company confirm that, to the best of their knowledge, information and belief, having made all reasonable enquiries, they are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern. Accordingly, the directors of the Company have prepared the accounts of the Group on a going concern basis.

Internal Control

The Board has the responsibility to ensure that the Company maintains sound and effective internal controls to safeguard the shareholders' investments and the Company's assets. The internal control system is designed to provide reasonable, but not absolute, assurance against material misstatement or loss and the management rather than elimination of risks associated with the business activities of the Group.

年內，審核委員會召開了兩次會議，以在提交董事會審批前，審閱本集團截至二零零七年六月三十日止年度之年報及截至二零零六年十二月三十一日止六個月之中期報告，以及就此向董事會提供相關建議及意見。各成員於審核委員會會議之出席率如下：

董事及核數師對賬目的責任

本公司董事承認彼等負有編製本集團截至二零零七年六月三十日止年度賬目之責任。

本公司現有外聘核數師均富會計事行就其對本集團賬目發表有關其中報責任之聲明載於第34及35頁的核數師報告書內。

於二零零七年六月三十日，本公司董事確認，就彼等作出一切合理查詢後所深知、所悉及確信，彼等並不知悉有任何重大不明朗事件或情況可能會嚴重影響本公司持續經營的能力。因此，本公司董事已按持續經營基準編製本集團賬目。

內部監控

董事會有責任確保本公司的內部監控穩健有效，以保障股東的投資及本公司之資產。內部監控系統旨在就是否存在重大錯誤陳述或損失，作出合理但不絕對的確定，並會管理而非消除與本集團業務活動有關的風險。

Communication with Shareholders

The Board endeavours to maintain an on-going dialogue with shareholders and in particular, use annual general meetings or other general meetings to communicate with shareholders and encourage their participation.

The directors of the Company host the annual general meeting each year to meet the shareholders and answer their enquiries.

Under code provision E.1.2 of the Code, the Chairman of the Board should attend, and the chairmen of the audit and remuneration committees should be available to answer questions at, the annual general meeting of the Company.

The Chairman of the Board and the chairman of the remuneration committee were unable to attend the annual general meeting of the Company held on 22 December 2006 in person, but the Chairman of the Board has already delegated to one of the executive directors of the Company to chair the meeting on his behalf and has also arranged for the chairman of the audit committee to be available to answer questions at the annual general meeting on behalf of the chairman of the remuneration committee.

與股東的溝通

董事會致力與股東持續保持對話，尤其是藉股東週年大會或其他股東大會與股東溝通及鼓勵彼等參與。

本公司董事每年主持股東週年大會，會見股東並回答股東的詢問。

根據守則的守則條文第E.1.2條，董事會主席應出席本公司股東週年大會，而審核委員會及薪酬委員會主席應在本公司股東週年大會上回答提問。

董事會主席及薪酬委員會主席未能親身出席本公司於二零零六年十二月二十二日舉行之股東週年大會，但董事會主席已委任本公司其中一名執行董事代為主持大會，且亦已安排審核委員會主席代表薪酬委員會主席在股東週年大會上回答提問。

Independent Auditors' Report 獨立核數師報告書

Certified Public Accountants
Member of Grant Thornton International

Grant Thornton 
均富會計師行

To the members of Vitop Bioenergy Holdings Limited
(Incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of Vitop Bioenergy Holdings Limited (the "Company") set out on pages 36 to 107, which comprise the consolidated and company balance sheets as at 30 June 2007 and the consolidated income statement, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes.

Directors' responsibility for the financial statements

The directors of the Company are responsible for the preparation and the true and fair presentation of these financial statements in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and the true and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditors' responsibility

Our responsibility is to express an opinion on these financial statements based on our audit and to report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether the financial statements are free from material misstatement.

致：天年生物控股有限公司各股東
(於開曼群島註冊成立之有限公司)

本核數師(以下簡稱「我們」)已完成審核載於第36頁至第107頁之天年生物控股有限公司(「貴公司」)之綜合財務報表，包括於二零零七年六月三十日之綜合及公司資產負債表，截至該日止年度之綜合收益表、綜合權益變動表及綜合現金流量表，以及主要會計政策概要及其他附註解釋。

董事就財務報表須承擔之責任

貴公司董事須遵照香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定，編製及真實而公平地列報此等財務報表。這責任包括設計、實施及維護與編製及真實而公平地列報財務報表有關之內部監控，以確保並無重大錯誤陳述(不論是否因欺詐或錯誤引起)；選擇並應用適當的會計政策；及在不同情況下作出合理之會計估算。

核數師之責任

我們的責任是根據審核工作之結果，對此等財務報表提出意見，僅向整體股東報告。除此以外，我們的報告書概不可用作其他用途。我們概不就本報告書之內容，對任何其他人士負責或承擔法律責任。

我們按照香港會計師公會頒佈之香港核數準則進行審核工作，此等準則規定我們須遵守道德規定以計劃及進行審核，以合理確定此等財務報表是否不存有任何重大錯誤陳述。

Independent Auditors' Report 獨立核數師報告書

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation and true and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 30 June 2007 and of the Group's loss and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

Grant Thornton

Certified Public Accountants
13th Floor, Gloucester Tower
The Landmark
15 Queen's Road Central
Hong Kong

29 October 2007

審核工作包括進行取得與財務報表所載金額及披露事項有關之審核憑證之程序。選取此等程序取決於核數師之判斷，包括評估財務報表出現重大錯誤陳述（不論是否因欺詐或錯誤引起）之風險。在作出此等風險評估時，核數師考慮與公司編製其真實而公平列報財務報表有關之內部監控，以設計適當審核程序，但並非為對公司之內部監控是否有效表達意見。審核工作亦包括評價董事所採用之會計政策是否恰當及所作之會計估算是否合理，以及評價財務報表之整體呈列方式。

我們相信，我們已取得充份恰當之審核憑證，為我們的審核意見提供基礎。

意見

我們認為，按照香港財務報告準則編製之綜合財務報表真實公平地反映 貴公司及 貴集團於二零零七年六月三十日之財政狀況及 貴集團截至該日止年度之虧損及現金流量，並已按照香港公司條例之披露規定適當地編製。

均富會計師行

執業會計師
香港
皇后大道中15號
置地廣場
告羅士打大廈13樓

二零零七年十月二十九日

Consolidated Income Statement

綜合收益表

For the year ended 30 June 2007
截至二零零七年六月三十日止年度

		Notes 附註	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Revenue	收益	6	104,247	99,988
Cost of sales	銷售成本		(60,826)	(54,640)
Gross profit	毛利		43,421	45,348
Other income	其他收入	7	4,922	3,347
Selling and distribution costs	銷售及分銷成本		(28,234)	(35,371)
Administrative expenses	行政管理費用		(27,201)	(26,148)
Other operating expenses	其他經營費用		(6,525)	(23,940)
Impairment loss recognised on the remeasurement of assets of disposal group	重新計算出售資產 已確認之減值虧損	24	-	(1,323)
Loss from operating activities	經營虧損	8	(13,617)	(38,087)
Finance costs	財務支出	9	(273)	(131)
Gain on disposal of subsidiaries	出售附屬公司收益		682	-
Gain on disposal of a jointly-controlled entity	出售共同控制實體收益		1,161	-
Share of loss of a jointly-controlled entity	攤佔共同控制實體虧損		-	(570)
Loss before income tax expense	除所得稅開支前虧損		(12,047)	(38,788)
Income tax expense	所得稅開支	10	(174)	(987)
Loss for the year	本年度虧損		(12,221)	(39,775)
Attributable to :	下列人士應佔 :			
Equity holders of the Company	本公司權益持有人	11	(12,681)	(39,920)
Minority interests	少數股東權益		460	145
Loss for the year	本年度虧損		(12,221)	(39,775)
Dividends	股息	12	-	-
Loss per share attributable to equity holders of the Company during the year	年內本公司權益持有人 應佔每股虧損	13		
Basic	基本		HK(1.82) cents 港仙	HK(5.78) cents 港仙
Diluted	攤薄		N/A 不適用	N/A 不適用

Consolidated Balance Sheet

綜合資產負債表

As at 30 June 2007
於二零零七年六月三十日

	Notes	2007	2006
	附註	二零零七年	二零零六年
		HK\$'000	HK\$'000
		千港元	千港元
ASSETS AND LIABILITIES			
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	15	12,545
Prepaid land lease payments	預付土地租約付款	16	-
Intangible assets	無形資產	17	1,773
Interests in a jointly-controlled entity	於共同控制實體之權益	19	-
Financial assets designated at fair value through profit or loss	指定為按公平值以溢利或虧損列賬之財務資產	20	2,480
Pledged bank deposit	已抵押銀行存款	23	20
		14,904	16,818
Current assets	流動資產		
Inventories	存貨	21	19,096
Trade receivables	貿易應收賬款	22	4,767
Deposits, prepayments and other receivables	訂金、預付款項及其他應收賬款		6,470
Cash and bank balances	現金及銀行結存	23	31,282
		60,453	61,615
Assets classified as held for sale	分類為可供銷售之資產	24	7,165
		60,453	68,780
Current liabilities	流動負債		
Trade payables	貿易應付賬款	25	8,948
Accrued liabilities and other payables	應計負債及其他應付賬款		10,976
Deposits received	已收按金		8,567
Interest-bearing bank loans	計息銀行貸款	26	2,276
Provision for income tax	所得稅撥備		57
		30,643	30,824
Liabilities associated with assets classified as held for sale	與分類為可供銷售之資產相關之負債	24	122
		30,643	30,946

Consolidated Balance Sheet

綜合資產負債表

As at 30 June 2007
於二零零七年六月三十日

		Notes	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
		附註		
Net current assets	流動資產淨值		29,810	37,834
Total assets less current liabilities	資產總值減流動負債		44,714	54,652
Non-current liabilities	非流動負債			
Interest-bearing bank loans	計息銀行貸款	26	770	1,613
Net assets	資產淨值		43,944	53,039
EQUITY	權益			
Equity attributable to equity holders of the Company	本公司權益持有人應佔權益			
Share capital	股本	27	17,464	17,464
Reserves	儲備	29	24,571	33,785
			42,035	51,249
Minority interests	少數股東權益		1,909	1,790
Total equity	總權益		43,944	53,039

Han Xiaoyue

Director

韓曉躍

董事

Zhang He

Director

張河

董事

Balance Sheet

資產負債表

As at 30 June 2007
於二零零七年六月三十日

	Notes	2007	2006
	附註	二零零七年	二零零六年
		HK\$'000	HK\$'000
		千港元	千港元
ASSETS AND LIABILITIES			
Non-current assets			
Interests in subsidiaries	18	29,691	33,691
Interests in a jointly-controlled entity	19	-	-
		29,691	33,691
Current assets			
Amounts due from subsidiaries	18	18,902	23,018
Deposits, prepayments and other receivables		4,038	93
Cash and bank balances	23	20	11
		22,960	23,122
Current liabilities			
Amounts due to subsidiaries	18	7,619	3,277
Accrued liabilities and other payables		1,083	497
		8,702	3,774
Net current assets		14,258	19,348
Net assets		43,949	53,039
EQUITY			
Share capital	27	17,464	17,464
Reserves	29	26,485	35,575
		43,949	53,039

Han Xiaoyue

Director

韓曉躍

董事

Zhang He

Director

張河

董事

Consolidated Cash Flow Statement

綜合現金流量表

For the year ended 30 June 2007
截至二零零七年六月三十日止年度

	Notes 附註	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Cash flows from operating activities	經營業務之現金流量		
Loss before income tax	除所得稅前虧損	(12,047)	(38,788)
Adjustments for:	已作出下列調整：		
Interest income	利息收入	(864)	(389)
Depreciation	折舊	5,044	5,358
Amortisation	攤銷	2,000	1,911
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	104	153
Gain on disposal of subsidiaries	出售附屬公司收益	(682)	-
Share of loss of a jointly-controlled entity	攤佔共同控制實體之虧損	-	570
Gain on disposal of a jointly-controlled entity	出售共同控制實體收益	(1,161)	-
Impairment loss on trade receivables	貿易應收賬款之減值虧損	1,766	2,254
Impairment loss on deposits, prepayments and other receivables	訂金、預付款項及其他應收賬款之減值虧損	-	10,957
Provision for obsolete and slow moving inventories	陳舊及滯銷存貨撥備	1,919	7,319
Finance costs	財務支出	273	131
Impairment loss recognised on the remeasurement of assets of disposal group	重新計算出售資產已確認之減值虧損	-	1,323
Operating loss before working capital changes	未計營運資金變動之經營虧損	(3,648)	(9,201)
Decrease/(Increase) in inventories	存貨減少／(增加)	4,877	(1,313)
Decrease/(Increase) in trade receivables	貿易應收賬款減少／(增加)	1,321	(1,192)
(Increase)/Decrease in deposits, prepayments and other receivables	訂金、預付款項及其他應收賬款(增加)／減少	(8,434)	7,783
Decrease/(Increase) in financial assets designated at fair value through profit or loss	指定為按公平值以溢利或虧損列賬之財務資產減少／(增加)	124	(2,480)
Decrease in short term investments	短期投資減少	-	1,495
Decrease in trade payables	貿易應付賬款減少	(2,531)	(8,329)
Increase in accrued liabilities and other payables	應計負債及其他應付賬款增加	2,715	708
Increase/(Decrease) in deposits received	已收訂金增加／(減少)	89	(1,353)
Cash used in operations	經營已動用之現金	(5,487)	(13,882)
PRC corporate income taxes paid	已付中國企業所得稅	(194)	(930)
Interest paid	已付利息	(273)	(131)
Net cash used in from operating activities	經營業務已動用之現金淨額	(5,954)	(14,943)

Consolidated Cash Flow Statement

綜合現金流量表

For the year ended 30 June 2007
截至二零零七年六月三十日止年度

	Notes 附註	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Cash flows from investing activities	投資活動之現金流量		
Purchase of property, plant and equipment	購買物業、廠房及設備	(729)	(1,711)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	238	282
Purchase of intangible assets	購買無形資產	(3,708)	-
Decrease/(Increase) in time deposits with original maturity of more than three months when acquired	收購時原定到期日超過三個月之定期存款減少/(增加)	2,585	(10,619)
Acquisition of subsidiaries	收購附屬公司	-	191
Additional interest in a subsidiary	於一間附屬公司之額外權益	-	(286)
Proceeds from disposal of subsidiaries	出售附屬公司所得款項	7,725	-
Proceeds from disposal of a jointly-controlled entity	出售共同控制實體所得款項	1,161	-
Interest received	已收利息	864	389
Increase in pledged bank deposit	抵押銀行存款增加	-	(20)
<i>Net cash generated from/(used in) investing activities</i>	<i>投資活動所產生/(已動用)之現金淨額</i>	8,136	(11,774)
Cash flows from financing activities	融資活動之現金流量		
New bank loans	新增銀行貸款	-	5,000
Repayment of bank loans	償還銀行貸款	(1,277)	(1,611)
Dividend paid to minority shareholder of a subsidiary	已付一間附屬公司少數股東股息	(341)	-
Dividend paid	已付股息	-	(1,859)
<i>Net cash (used in)/generated from financing activities</i>	<i>融資活動(已動用)/所產生之現金淨額</i>	(1,618)	1,530
Net increase/(decrease) in cash and cash equivalents	現金及現金等值物增加/(減少)淨額	564	(25,187)
Cash and cash equivalents at beginning of the year	年初之現金及現金等值物	20,663	44,780
Effect of foreign exchange rate changes	匯率變動之影響	1,302	1,070
Cash and cash equivalents at end of the year	年終之現金及現金等值物	22,529	20,663
Analysis of balances of cash and cash equivalents	現金及現金等值物結存分析		
Cash and bank balances	現金及銀行結存	30,563	31,282
Time deposits with original maturity of more than three months when acquired	收購時原定到期日超過三個月之定期存款	(8,034)	(10,619)
Cash and cash equivalents at 30 June	於六月三十日之現金及現金等值物	22,529	20,663

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 30 June 2007
截至二零零七年六月三十日止年度

Equity attributable to equity holders of the Company 本公司權益持有人應佔權益

		Share capital	Share premium *	Statutory reserve *	Capital redemption reserve *	Capital reserve *	Translation reserve *	Retained profits/ losses) *	Proposed final dividend	Total	Minority interests	Total equity
		股本	股份溢價*	法定儲備*	贖回儲備*	資本儲備*	匯兌儲備*	(Accumulated losses) *	末期股息	總額	股東權益少數	總權益
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 30 June 2005 and 1 July 2005	於二零零五年六月三十日及二零零五年七月一日	17,048	30,496	8,789	29	28,764	(57)	1,514	4,910	91,493	1,891	93,384
Translation adjustment	匯兌調整	-	-	-	-	-	1,535	-	-	1,535	40	1,575
Net income/(expenses) recognised directly in equity	直接於權益中確認之收入/(開支)淨額	-	-	-	-	-	1,535	-	-	1,535	40	1,575
Loss for the year	本年度虧損	-	-	-	-	-	-	(39,920)	-	(39,920)	145	(39,775)
Total recognised income and expense for the year	年內已確認之收入及開支總額	-	-	-	-	-	1,535	(39,920)	-	(38,385)	185	(38,200)
Final dividend 2005 paid - paid by cash	已派二零零五年度末期股息 - 以現金派送	-	-	-	-	-	-	-	(1,859)	(1,859)	-	(1,859)
- satisfied by issue of new shares	- 以發行新股派發	416	2,635	-	-	-	-	-	(3,051)	-	-	-
Additional interest in a subsidiary	於一間附屬公司之額外權益	-	-	-	-	-	-	-	-	-	(286)	(286)
At 30 June 2006 and 1 July 2006	於二零零六年六月三十日及二零零六年七月一日	17,464	33,131	8,789	29	28,764	1,478	(38,406)	-	51,249	1,790	53,039
Translation adjustment	匯兌調整	-	-	-	-	-	3,467	-	-	3,467	-	3,467
Net income/(expenses) recognised directly in equity	直接於權益中確認之收入/(開支)淨額	-	-	-	-	-	3,467	-	-	3,467	-	3,467
Loss for the year	本年度虧損	-	-	-	-	-	-	(12,681)	-	(12,681)	460	(12,221)
Total recognised income and expense for the year	年內已確認之收入及開支總額	-	-	-	-	-	3,467	(12,681)	-	(9,214)	460	(8,754)
Dividend paid to minority shareholders	支付少數股東之股息	-	-	-	-	-	-	-	-	-	(341)	(341)
At 30 June 2007	於二零零七年六月三十日	17,464	33,131	8,789	29	28,764	4,945	(51,087)	-	42,035	1,909	43,944

* These reserve accounts comprise the consolidated reserves of HK\$24,571,000 (2006: HK\$33,785,000) in the consolidated balance sheet.

* 以上儲備賬戶包括載於綜合資產負債表中24,571,000港元之綜合儲備(二零零六年: 33,785,000港元)。

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2007
截至二零零七年六月三十日止年度

1. General Information

The Company was incorporated in the Cayman Islands on 15 February 2001 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 Company withdrew the listing of its shares on The Growth Enterprise Market (the “GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 10 February 2003, and on the same date, by way of introduction, listed its entire issued share capital on the Main Board of the Stock Exchange.

The Company’s registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-111, Cayman Islands. The Company’s principal place of business has been changed from Suites 918-920, 9/F Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong to Suites 913-917, 9/F Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong during the year.

The principal activity of the Company is investment holding. The principal activities of its subsidiaries are manufacturing and trading of BIOenergy® products, healthcare food products, multi-functional water generators and other healthcare products in the People’s Republic of China, excluding Hong Kong and Macau (the “PRC”).

The financial statements on pages 36 to 107 have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations issued by the Hong Kong Institute of Certified Public Accountants. The financial statements also include the applicable disclosure requirements of the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”).

The financial statements for the year ended 30 June 2007 were approved and authorised for issue by the board of directors on 29 October 2007.

1. 一般資料

本公司於二零零一年二月十五日根據開曼群島公司法第22章(一九六一年第三本, 經綜合及修訂)於開曼群島註冊成立為獲豁免有限公司。於二零零三年二月十日, 本公司撤銷其股份在香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)的上市地位, 並於同日, 其所有已發行股本以介紹方式在聯交所主板上市。

本公司之註冊辦事處地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-111, Cayman Islands。年內, 本公司之主要營業地點由香港灣仔港灣道30號新鴻基中心9樓918-920室改為香港灣仔港灣道30號新鴻基中心9樓913-917室。

本公司之主要業務為投資控股。其附屬公司之主要業務是在中華人民共和國(不包括香港及澳門, 「中國」)生產及銷售天年素®系列產品、保健食品、多功能製水機及其他健康產品。

第36至第107頁之財務報表已根據香港會計師公會頒佈之香港財務報告準則(「香港財務報告準則」), 其為統稱, 其中包括所有適用之個別香港財務報告準則、香港會計準則及詮釋。財務報表同時亦載有香港公司條例及聯交所證券上市規則(「上市規則」)之適當披露規定。

截至二零零七年六月三十日止年度之財務報表已於二零零七年十月二十九日獲董事會批准及授權刊發。

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2007
截至二零零七年六月三十日止年度

2. Adoption of New or Amended HKFRSs

From 1 July 2006, the Group has adopted all the new and amended HKFRSs which are first effective on 1 July 2006 and relevant to the Group. The adoption of these HKFRSs has resulted in changes in the Group's accounting policies on financial guarantee contracts.

The amendments to HKAS 39 require an entity to account for certain financial guarantee contracts in accordance with the standard. To comply with the requirements of the amended HKAS 39, the Group has adopted a new accounting policy to recognise financial guarantee contracts. On initial recognition, these contracts are measured at fair value and they are subsequently stated at the higher of :

- the amount initially recognised less where appropriate, cumulative amortisation recognised in accordance with the Group's revenue recognition policies; and
- the amount of the obligation under the contract, as determined in accordance with HKAS 37 – "Provision, Contingent Liabilities and Contingent Assets" ("HKAS 37").

Details of this new accounting policy are set out in note 3.23.

2. 採納新訂或經修訂香港財務報告準則

自二零零六年七月一日起，本集團已採納於二零零六年七月一日首次生效及與本集團有關之新訂及經修訂香港財務報告準則，採納該等香港財務報告準則對本集團有關財務擔保合約之會計政策造成變動。

香港會計準則第39號(修訂)規定實體須根據該準則對若干財務擔保合約列賬。為遵守香港會計準則第39號(修訂)之規定，本集團已採納新的會計政策以確認財務擔保合約。於首次確認時，該等合約已按公平值計量，其後則按以下兩者中之較高者列賬：

- 首次確認數額減去(如適用)根據本集團收入確認政策確認之累計攤銷；及
- 根據香港會計準則第37號「撥備、或然負債及或然資產」(「香港會計準則第37號」)釐定之合約承擔數額。

此項新會計政策之詳情載於附註3.23。

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2007
截至二零零七年六月三十日止年度

2. Adoption of New or Amended HKFRSs (continued)

New or amended HKFRSs that have been issued but are not yet effective

The Group has not early adopted the following HKFRSs that have been issued but are not yet effective. The directors of the Company anticipate that the adoption of such HKFRSs will not result in material financial impact on the Group's financial statements.

HKAS 1 (Amendment)	Capital Disclosures ¹
HKAS 23 (Revised)	Borrowing Costs ²
HKFRS 7	Financial Instruments: Disclosures ¹
HKFRS 8	Operating Segments ²
HK(IFRIC) – Int 10	Interim Financial Reporting and Impairment ³
HK(IFRIC) – Int 11	Group and Treasury Share Transactions ⁴
HK(IFRIC) – Int 12	Service Concession Arrangements ⁵
HK(IFRIC) – Int 13	Customer Loyalty Programmes ⁶
HK(IFRIC) – Int 14	HKAS 19 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction ⁵

2. 採納新訂或經修訂香港財務報告準則 (續)

已頒佈但尚未生效之新訂或經修訂香港財務報告準則

本集團並無提早採納下列已頒佈但尚未生效之香港財務報告準則。本公司董事預期採納此等香港財務報告準則將不會對本集團之財務報表造成任何重大財務影響。

香港會計準則 第1號(修訂)	資本披露 ¹
香港會計準則 第23號(修訂)	借款費用 ²
香港財務報告 準則第7號	金融工具 – 披露 ¹
香港財務報告 準則第8號	經營分部 ²
香港(國際財務報告 詮釋委員會) – 詮釋第10號	中期財務報告及減值 ³
香港(國際財務報告 詮釋委員會) – 詮釋第11號	集團及庫存股份交易 ⁴
香港(國際財務報告 詮釋委員會) – 詮釋第12號	服務經營權安排 ⁵
香港(國際財務報告 詮釋委員會) – 詮釋第13號	客戶獎勵計劃 ⁶
香港(國際財務報告 詮釋委員會) – 詮釋第14號	香港會計準則第19號 — 界定利益資產的 限額、最低資金規 定及相互間的關係 ⁵

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2007
截至二零零七年六月三十日止年度

2. Adoption of New or Amended HKFRSs (continued)

New or amended HKFRSs that have been issued but are not yet effective (continued)

- 1 Effective for annual periods beginning on or after 1 January 2007
- 2 Effective for annual periods beginning on or after 1 January 2009
- 3 Effective for annual periods beginning on or after 1 November 2006
- 4 Effective for annual periods beginning on or after 1 March 2007
- 5 Effective for annual periods beginning on or after 1 January 2008
- 6 Effective for annual periods beginning on or after 1 July 2008

3. Summary of Significant Accounting Policies

3.1 Basis of preparation

The significant accounting policies that have been used in the preparation of these financial statements are summarised below. These policies have been consistently applied to all the years presented unless otherwise stated.

The financial statements have been prepared on the historical cost basis except for the revaluation of certain assets and liabilities. The measurement bases are fully described in the accounting policies below.

It should be noted that accounting estimates and assumptions are used in preparation of financial statements. Although these estimates are based on management's best knowledge and judgement of current events and actions, actual results may ultimately differ from those estimates. The areas involving higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 4.

2. 採納新訂或經修訂香港財務報告準則 (續)

已頒佈但尚未生效之新訂或經修訂香港財務報告準則 (續)

- 1 於二零零七年一月一日或以後開始之年度期間生效。
- 2 於二零零九年一月一日或以後開始之年度期間生效。
- 3 於二零零六年十一月一日或以後開始之年度期間生效。
- 4 於二零零七年三月一日或以後開始之年度期間生效。
- 5 於二零零八年一月一日或以後開始之年度期間生效。
- 6 於二零零八年七月一日或以後開始之年度期間生效。

3. 主要會計政策概要

3.1 編製基準

編製該等財務報表所採用之主要會計政策於下文概述。除另有指明外，該等政策已貫徹應用於所有呈列之年度。

除重估若干資產及負債外，財務報表乃根據歷史成本法基準編製。有關計量基準詳載於下文之會計政策。

謹請留意，編製財務報表時曾採用會計估計及假設。雖然此等估計乃根據管理層對現時事項及行動之最佳認識及判斷而作出，惟實際結果最終可能與此等估計有出入。附註4披露涉及較高水平之判斷及複雜性之範疇，或其假設及估計對財務報表而言重要之範疇。

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2007
截至二零零七年六月三十日止年度

3. Summary of Significant Accounting Policies (continued)

3.2 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries made up to 30 June each year.

3.3 Subsidiaries

Subsidiaries are entities over which the Group has the power to control the financial and operating policies so as to obtain benefits from their activities. The existence and effect of potential voting rights that are currently exercisable are considered when assessing whether the Group controls another entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are excluded from consolidation from the date that control ceases.

Business combinations are accounted for by applying the purchase method. This involves the revaluation at fair value of all identifiable assets and liabilities, including contingent liabilities of the subsidiary, at the acquisition date, regardless of whether or not they were recorded in the financial statements of the subsidiary prior to acquisition. On initial recognition, the assets and liabilities of the subsidiary are included in the consolidated balance sheet at their fair values, which are also used as the bases for subsequent measurement in accordance with the Group's accounting policies.

Intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

In the Company's balance sheet, subsidiaries are carried at cost less impairment loss unless the subsidiary is held for sale or included in a disposal group. The results of the subsidiaries are accounted for by the Company on the basis of dividends received and receivable at the balance sheet date.

3. 主要會計政策概要 (續)

3.2 綜合賬目基準

綜合財務報表包括本公司及其附屬公司截至各年度六月三十日止之財務報表。

3.3 附屬公司

附屬公司乃所有本集團對其財務及營運決策有控制權，以從其業務取得利益之實體。當判斷本公司是否控制另一實體時，均會考慮現時可行使之潛在表決權是否存在及其影響。附屬公司乃自控制權轉讓予本集團當日起全面綜合計算，並自控制權終止當日起不再綜合計算。

業務合併以收購法列賬，其中涉及按公平值重估於收購日期之所有可識別資產及負債，包括該附屬公司之或然負債，而不論該等資產及負債於收購前是否記錄於該附屬公司之財務報表中。於初步確認時，該附屬公司之資產及負債會按公平值計入綜合資產負債表，亦會根據本集團之會計政策用作其後計量之基準。

編製綜合財務報表時，集團內之交易、結餘及集團公司間交易之未變現收益均予以對銷。除非交易提供證據顯示所轉讓資產出現減值，否則亦會對銷未變現虧損。

除非附屬公司乃可供銷售或列為出售之資產，否則於本公司之資產負債表中，附屬公司乃按成本減去任何減值虧損列賬。附屬公司之業績由本公司按照於結算日之已收及應收股息基準入賬。

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2007
截至二零零七年六月三十日止年度

3. Summary of Significant Accounting Policies

(continued)

3.3 Subsidiaries (continued)

Minority interest represents the portion of the profit or loss and net assets of a subsidiary attributable to equity interest that are not owned by the Group and are not the Group's financial liabilities.

Minority interests are presented in the consolidated balance sheet within equity, separately from the equity attributable to the equity holders of the Company. Profit or loss attributable to the minority interests are presented separately in the consolidated income statement as an allocation of the Group's results. Where losses applicable to the minority exceed the minority interests in the subsidiary's equity, the excess and further losses applicable to the minority are allocated against the minority interests to the extent that the minority has a binding obligation and is able to make an additional investment to cover the losses. Otherwise, the losses are charged against the Group's interests. If the subsidiary subsequently reports profits, such profits are allocated to the minority interests only after the minority's share of losses previously absorbed by the Group has been recovered.

3.4 Jointly-controlled entities

A jointly-controlled entity is a contractual arrangement whereby two or more parties undertake an economic activity that is subject to joint control. Joint control is the contractually agreed sharing of control over an economic activity, and exist only when the strategic financial and operating decisions relating to the activity require the unanimous consent of the venturers.

Under the equity method, the Group's interests in the jointly-controlled entity is carried at cost and adjusted for the post-acquisition changes in the Group's share of the jointly-controlled entity's net assets less any identified impairment loss, unless it is classified as held for sale or included in a disposal group that is classified as held for sale. The consolidated income statement includes the Group's share of the post-acquisition, post-tax results of the jointly-controlled entity for the year, including any impairment loss on goodwill relating to the investment in the jointly-controlled entity recognised for the year.

3. 主要會計政策概要 (續)

3.3 附屬公司 (續)

少數股東權益指附屬公司之溢利或虧損及資產淨值中，並非由本集團擁有之股權所應佔，且並非本集團財務負債之部份。

少數股東權益會在綜合資產負債表之權益項目中，與本公司權益持有人之應佔權益分開呈列。少數股東權益應佔溢利或虧損在綜合收益表分開呈列為本集團業績分配。少數股東攤佔之虧損超過附屬公司權益中之少數股東權益，少數股東攤佔之超出額及額外虧損乃以少數股東之權益為限對銷，惟倘如少數股東有具約束力之義務及能夠額外作出投資以填補虧損則除外。否則，該等虧損將於本集團之權益中扣除。倘附屬公司隨後錄得溢利，該等溢利只會在過往由本集團承擔之少數股東攤佔虧損收回後才分配至少數股東權益。

3.4 共同控制實體

共同控制實體指兩名或以上人士進行受共同控制之經濟活動之合約安排。共同控制指以合約形式協定分佔經濟活動之控制權，並僅會在有關活動的策略性財務及營運決策要求合資各方取得一致共識之情況下出現。

根據權益法，本集團於共同控制實體之權益按成本列賬，並就本集團攤佔共同控制實體之資產淨值之收購後變動作調整，並減去任何已確認之減值虧損（除非共同控制實體列作可供銷售或列入可供銷售之資產）。綜合收益表包括本集團攤佔共同控制實體年內之收購後及除稅後業績，包括年內有關共同控制實體投資之商譽之任何減值虧損。

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3. Summary of Significant Accounting Policies (continued)

3.4 Jointly-controlled entities (continued)

When the Group's share of losses in the jointly-controlled entity equals or exceeds its interest in the jointly-controlled entity, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payment on behalf of the jointly-controlled entity.

Any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities of the jointly-controlled entity recognised at the date of acquisition is recognised as goodwill. The cost of acquisition is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed and equity instruments issued by the Group, plus any costs directly attributable to the investment.

The goodwill is included within the carrying amount of the investment and is assessed for impairment as part of the investment. After the application of equity method, the Group determined whether it is necessary to recognise an additional impairment loss on the Group's investment in its jointly-controlled entity. At each balance sheet date, the Group determines whether there is any objective evidence that the investment in jointly-controlled entity is impaired. If such indications are identified, the Group calculates the amount of impairment as being the difference between the recoverable amount of the jointly-controlled entity and their respective carrying amount.

Unrealised gains on transactions between the Group and its jointly-controlled entity are eliminated to the extent of the Group's interest in the jointly-controlled entity. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

In the Company's balance sheet, the investment in a jointly-controlled entity is stated at cost less any impairment losses. The result of the jointly-controlled entity is accounted for by the Company on the basis of dividend received and receivable.

3. 主要會計政策概要 (續)

3.4 共同控制實體 (續)

當本集團攤佔共同控制實體虧損等同或超過其佔共同控制實體之權益時，本集團不會再行確認虧損，除非已產生法定或推定責任或已代表共同控制實體付款則作別論。

收購成本超出本集團於收購日攤佔共同控制實體之可識別資產、負債及或然負債之公平淨值之超出額乃確認為商譽。收購成本按所得資產、所產生或承擔之負債及本集團發行之股本工具於交易日之總公平值計量，另加任何直接歸入投資之成本。

商譽乃列入投資之賬面值，並須作為投資之一部份進行減值評估。經採用權益法後，本集團釐定是否需要在本集團於共同控制實體之投資上確認額外之減值虧損。於各結算日，本集團釐定是否有客觀證據顯示於共同控制實體之投資出現減值。倘該等證據獲確認，本集團按共同控制實體之可收回金額及其個別賬面值之差額計算減值金額。

本集團與其共同控制實體進行交易所得之未變現收益乃予以對銷，惟以本集團於共同控制實體之權益為限。除非交易提供證據顯示所轉讓資產出現減值，否則亦會對銷未變現虧損。

於本公司之資產負債表內，於共同控制實體之投資乃按成本減任何減值虧損列賬。共同控制實體之業績由本公司按已收及應收股息基準入賬。

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3. Summary of Significant Accounting Policies (continued)

3.5 Property, plant and equipment

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and impairment losses. The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to the working condition and location for its intended use. 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 costs, such as repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

Depreciation is calculated on the straight-line basis to write off the cost of property, plant and equipment, less any estimated residual values, over the following estimated useful lives :

Leasehold improvements	5 years or over the lease terms, whichever is shorter
Machinery and equipment	8 to 12 years
Furniture and office equipment	3 to 8 years
Motor vehicles	8 years

The gain or loss arising on disposal or retirement of an item of property, plant and equipment recognised in the income statement is the difference between the net sales proceeds and the carrying amount of the relevant asset.

The asset's residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date.

Construction in progress represents a building under construction, which is stated at cost less any impairment losses and is not depreciated. Cost comprises direct cost of construction during the period of construction.

3. 主要會計政策概要 (續)

3.5 物業、廠房及設備

除在建工程外，物業、廠房及設備乃按收購成本值減累計折舊及累計減值虧損列賬。資產成本包括其購買價及任何令資產達致其營運狀況及地點以作其擬定用途之直接應佔成本。其後成本僅會在與項目有關之未來經濟利益可能流入本集團且該項目成本能可靠計量時，視乎情況計入資產賬面值或確認為獨立資產。所有成本，如其他維修及保養乃於其產生之財政期間內於收益表扣除。

折舊乃按以下之估計使用年期以直線法撇銷物業、廠房及設備之成本計算，減去任何估計之剩餘價值計算：

租賃物業	五年或按租約年期
裝修	(以較短者為準)
機器及設備	八至十二年
傢具及辦公室	
設備	三至八年
汽車	八年

於收益表內確認因出售或報廢物業、廠房及設備之項目產生之收益或虧損乃出售有關資產所得淨額及賬面值之差異。

資產之剩餘價值及可使用年期會於每個結算日進行檢討及調整(如適用)。

在建工程指在建樓宇，並按成本減任何減值虧損列賬，且不會予以折舊。成本包括建築期間內直接之建築成本。

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3. Summary of Significant Accounting Policies (continued)

3.6 Financial assets

Financial assets other than hedging instruments are classified into the following categories: loans and receivables, financial assets at fair value through profit or loss, available-for-sale financial assets and held-to-maturity investments.

Management determines the classification of its financial assets at initial recognition depending on the purpose for which the financial assets were acquired and where allowed and appropriate, re-evaluates this designation at every reporting date.

All financial assets are recognised when, and only when, the Group becomes a party to the contractual provisions of the instrument. When financial assets are recognised initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs.

Derecognition of financial assets occurs when the rights to receive cash flows from the investments expire or are transferred and substantially all of the risks and rewards of ownership have been transferred. At each balance sheet date, financial assets are reviewed to assess whether there is objective evidence of impairment. If any of such evidence exists, impairment loss is determined and recognised based on the classification of the financial assets.

3. 主要會計政策概要 (續)

3.6 財務資產

對沖工具以外之財務資產列作以下類別：貸款及應收賬款、按公平值以溢利或虧損列賬之財務資產、可供銷售財務資產及持至到期投資。

管理層於首次確認時根據所購入財務資產之目的決定其財務資產之分類，並在容許及適當時，於每個報告日期重新評估有關分類。

所有財務資產均於（及僅於）本集團成為工具合約條文之訂約方確認。財務資產於首次確認時按公平值計量，如投資並非按公平值以溢利或虧損列賬，則按直接應佔交易成本計算。

收取投資之現金流量之權利屆滿或轉讓且所有權絕大部份風險及回報轉讓時，不確認財務資產。於各結算日，財務資產予以審閱，以評估是否有減值之客觀證據。倘任何有關證據出現，減值則根據財務資產的類別以釐定及確認。

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3. Summary of Significant Accounting Policies (continued)

3.6 Financial assets (continued)

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss includes financial assets held for trading and financial assets designated upon initial recognition as at fair value through profit or loss.

Financial assets are classified as held for trading if they are acquired for the purpose of selling in the near term. Derivatives, including separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments or financial guarantee contracts.

Where a contract contains one or more embedded derivatives, the entire hybrid contract may be designated as a financial asset at fair value through profit or loss, except where the embedded derivative does not significantly modify the cash flows or it is clear that separation of the embedded derivative is prohibited.

Financial assets may be designated at initial recognition as at fair value through profit or loss if the following criteria are met :

- the designation eliminates or significantly reduces the inconsistent treatment that would otherwise arise from measuring the assets or recognising gains or losses on them on a different basis; or

3. 主要會計政策概要 (續)

3.6 財務資產 (續)

按公平值以溢利或虧損列賬之財務資產

按公平值以溢利或虧損列賬之財務資產包括持作買賣及由本集團指定於首次確認時按公平值以溢利或虧損列賬之財務資產。

財務資產如以短期賣出為目的而購買，則分類為持作交易資產。除非衍生工具(包括獨立之內含衍生工具)指定為有效之對沖工具，否則亦會分類為持作交易財務資產。

倘合約包括一項或多項附帶內含衍生工具，則整項混合式合約或須列為按公平值列入收益表中之金融資產，惟若附帶內含衍生工具對現金流量並無重大影響或明確禁止將附帶內含衍生工具分開入賬則除外。

倘符合下列條件，財務資產將於首次確認時指定為按公平值計入損益賬：

- 該指定為消除或主要地減低以不同基礎上計量資產或確認其損益而出現不一致處理之情況；或

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3. Summary of Significant Accounting Policies (continued)

3. 主要會計政策概要 (續)

3.6 Financial assets (continued)

3.6 財務資產 (續)

Financial assets at fair value through profit or loss (continued)

按公平值以溢利或虧損列賬之財務資產 (續)

- the assets are part of a group of financial assets which are managed and their performance evaluated on a fair value basis, in accordance with a documented risk management strategy and information about the group of financial assets is provided internally on that basis to the key management personnel; or
- the financial asset contains an embedded derivative that would need to be separately recorded.

- 該資產成為一組財務資產之一部份，該組財務資產按既定之風險管理策略進行管理，其表現以公平值來衡量，而有關該組財務資產之資料則以該基準由內部向主要管理人員提供；或
- 該財務資產內含將須分開記錄之衍生工具。

Trade receivables

貿易應收賬款

Trade receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Trade receivables are subsequently measured at amortised cost using the effective interest method, less any impairment losses. Amortised cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction cost.

貿易應收賬款為擁有固定或可釐定付款但並無在活躍市場報價之非衍生財務資產。貿易應收賬款其後以實際利率法按攤銷成本減任何減值虧損計量。攤銷成本乃以收購時任何折讓或溢價計算，包括構成整體實際利率及交易成本之費用。

Impairment of financial assets

財務資產減值

At each balance sheet date, financial assets other than at fair value through profit or loss are reviewed to determine whether there is any objective evidence of impairment. If any such evidence exists, the impairment loss is measured and recognised as follows :

於各結算日，本公司評估並非按公平值計入損益賬之財務資產，以確定是否存在減值之客觀證據，若出現此等證據，減值虧損則以下列情況計量及確認：

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3. Summary of Significant Accounting Policies

(continued)

3.6 Financial assets (continued)

Impairment of financial assets (continued)

Trade receivables

If there is objective evidence that an impairment loss on trade receivables carried at amortised cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The amount of the loss is recognised in the income statement of the period in which the impairment occurs.

If, in subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed to the extent that it does not result in a carrying amount of the financial asset exceeding what the amortised cost would have been had the impairment not been recognised at the date the impairment is reversed. The amount of the reversal is recognised in the income statement of the period in which the reversal occurs.

3. 主要會計政策概要 (續)

3.6 財務資產 (續)

財務資產減值 (續)

貿易應收賬款

倘出現客觀證據顯示以攤銷成本入賬之貿易應收款項出現減值虧損，虧損金額按該資產之賬面值及以該財務資產之原實際利率折現之估計未來現金流量之現值（不包括仍未產生之未來信用虧損）之間之差額計算。虧損金額乃於減值發生期間於收益表確認。

倘若其後減值虧損金額減少，而有關減幅可客觀地與確認減值後發生之事件有聯繫，則撥回過往確認之減值虧損，惟於撥回減值當日不得導致財務資產賬面值超過如無確認減值之原有攤銷成本。撥回金額於撥回發生期間於收益表中確認。

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3. Summary of Significant Accounting Policies (continued)

3.7 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using weighted average method and, in the case of work in progress and finished goods, comprise direct materials, where applicable, direct labour and an appropriate proportion of overheads. Net realisable value is the estimated selling price in the ordinary course of business less any applicable selling expenses.

3.8 Intangible assets and research and development costs

Intangible assets

Intangible assets acquired separately are recognised initially at cost. After initial recognition, intangible assets with finite useful lives are carried at cost less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is provided on straight-line basis over their estimated useful lives.

Intangible assets with indefinite useful lives are carried at cost less any subsequent accumulated impairment losses. Intangible assets are tested for impairment as described below in note 3.12. Amortisation commences when the intangible assets are available for use.

Research and development costs

Costs associated with research activities are expensed in the income statement as they occur. Costs that are directly attributable to the development phase are recognised as intangible assets provided they meet the following recognition requirements :

- (i) demonstration of technical feasibility of the prospective product for internal use or sale;
- (ii) there is intention to complete the intangible asset and use or sell it;

3. 主要會計政策概要 (續)

3.7 存貨

存貨以成本或可變現淨值兩者之較低者列賬。成本採用加權平均法決定，而就在製品及製成品而言，成本包括直接材料（倘適用）、直接勞工及適當比例之間接成本。可變現淨值為日常業務過程之估計售價減任何適用銷售開支。

3.8 無形資產及研發成本

無形資產

獨立收購之無形資產初步按成本確認。初步確認後，使用年期有限之無形資產按成本減累計攤銷及任何累計減值虧損列賬。使用年期有限之無形資產於估計使用年期內按直線法作攤銷撥備。

使用年期無限之無形資產乃按成本減任何其後累計減值虧損列賬。誠如下文附註3.12所述，無形資產會進行減值測試。無形資產一旦可供使用即開始攤銷。

研發成本

與研究活動有關之成本於產生時在收益表內支銷。開發階段應佔之直接成本在符合以下確認要求時確認為無形資產：

- (i) 供內部使用或銷售之潛在產品之技術可行性得到證明；
- (ii) 有意圖完成並使用或出售無形資產；

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3. Summary of Significant Accounting Policies

(continued)

3.8 Intangible assets and research and development costs (continued)

Research and development costs (continued)

- (iii) the Group's ability to use or sell the intangible asset is demonstrated;
- (iv) the intangible asset will generate probable economic benefits through internal use or sale;
- (v) sufficient technical, financial and other resources are available for completion; and
- (vi) the expenditure attributable to the intangible asset can be reliably measured.

Direct costs include employee costs incurred on development along with an appropriate portion of relevant overheads. The costs of internally generated product developments are recognised as intangible assets. They are subject to the same subsequent measurement method as externally acquired intangible assets.

All other development costs are expensed as incurred.

3.9 Prepaid land lease payments

Prepaid land lease payments represent up-front payments to acquire the land use rights/leasehold land. They are stated at cost less accumulated amortisation and accumulated impairment losses. Amortisations are charged to the consolidated income statement over the remaining period of the lease on a straight line basis.

3. 主要會計政策概要 (續)

3.8 無形資產及研發成本 (續)

研發成本 (續)

- (iii) 顯示出本集團有能力使用或出售無形資產；
- (iv) 無形資產將可能透過內部使用或銷售產生經濟利益；
- (v) 有足夠技術、財務及其他資源可供完成研發；及
- (vi) 應佔無形資產支出可以可靠計量。

直接成本包括開發時產生之僱員成本及適當比例之相關間接成本。產品開發所產生之內部成本確認為無形資產。其計量方法與其後從外部收購之無形資產之計量方法相同。

所有其他開發成本於產生時支銷。

3.9 預付土地租賃付款

預付土地租賃付款指購入土地使用權／租賃土地之預付款項。該等款項按成本減累計攤銷及累計減值虧損列賬。攤銷於餘下租期內按直線法計算於綜合收益表內支出。

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3. Summary of Significant Accounting Policies (continued)

3.10 Income tax

Income tax for the year comprises current tax and deferred tax.

Current income tax assets and/or liabilities comprise those obligations to, or claims from, tax 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 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 the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profit will be available.

3. 主要會計政策概要 (續)

3.10 所得稅

所得稅包括即期稅項及遞延稅項。

即期所得稅資產及／或負債包括本期或過往呈報期間（而於結算日尚未支付），向稅務當局繳納稅款之責任或來自稅務當局申索。該等金額乃根據年內應課稅溢利按相關期間適用之稅率及稅法計算。即期稅項資產或負債之所有變動於收益表確認為稅項開支之一部份。

遞延稅項乃指財務報表中資產及負債之賬面值與計算應課稅溢利時所採用之相應稅基之間之差額中，預計須繳納或可收回之稅項，並採用資產負債表負債法入帳。遞延稅項負債一般會就所有應課稅暫時差異作出確認，而遞延稅項資產指在未來很可能有應課稅溢利以供可扣稅暫時差異。倘於交易中初步確認資產與負債所產生之暫時差異不會影響應課稅或會計溢利，則不會確認該項資產及負債。

遞延稅項負債乃就附屬公司之投資所產生之應課稅暫時差異予以確認，惟本集團可控制暫時差異之撥回及暫時差異可能將不會於可見將來撥回則除外。

遞延稅項資產之賬面值會於各結算日進行審閱及扣減，直至未來不可能有足夠之應課稅溢利令有關資產得以全部或部份回收。被扣減之遞延稅項資產若於預期將來出現足夠之應課稅溢利時，則予以轉回。

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3. Summary of Significant Accounting Policies

(continued)

3.10 Income tax (continued)

Deferred tax assets and liabilities are not discounted. Deferred tax is calculated at the tax rates that are expected to apply in the year when the liability is settled or the asset realised. Deferred tax is charged or credited to the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

3.11 Cash and cash equivalents

Cash and cash equivalents include cash at bank and in hand as well as short term bank deposits.

3.12 Impairment of assets

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

An impairment loss is recognised as an expense immediately for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of fair value, reflecting market conditions less costs to sell, and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of time value of money and the risk specific to the asset.

For the purposes of assessing impairment, where an asset does not generate cash inflows largely independent from those from other assets, the recoverable amount is determined for the smallest group of assets that generate cash inflows independently (i.e. a cash-generating unit). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level.

3. 主要會計政策概要 (續)

3.10 所得稅 (續)

遞延稅項資產及負債並無折讓。遞延稅項乃按預期於負債清償或資產變現年度適用之稅率計算。遞延稅項均計入收益表或自收益表內扣除，惟倘遞延稅項與直接計入權益或自權益中扣除之項目有關，則亦將在權益中處理。

3.11 現金及現金等值物

現金及現金等值物包括現金、銀行結存及短期銀行存款。

3.12 資產減值

物業、機器及設備、無形資產及於附屬公司之權益須進行減值測試。

減值虧損按資產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價值兩者之較高者。估算使用價值時，預計未來現金流量乃折讓至其現值，惟折讓時所使用之稅前折讓率須能夠反映市場現時對金額之時間價值及資產之特定風險之評估。

就評估減值而言，倘資產所產生之現金流入基本上不獨立於其他資產所產生之現金流入，則以能獨立產生現金流入之最小資產類別(即現金生產單位)來釐定可收回數額。因此，部份資產個別進行減值測試，部份則在現金產生單位層次進行測試。

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3. Summary of Significant Accounting Policies (continued)

3.12 Impairment of assets (continued)

Impairment losses recognised for cash-generating units is charged pro rata to the assets in the cash generating unit, except that the carrying value of an asset will not be reduced below its individual fair value less cost to sell, or value in use, if determinable.

An impairment is reversed if there has been a favourable 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. A reversal of an impairment loss is credited to the income statement in the period in which it arises.

3.13 Assets classified as held for sale

Assets and disposal groups are classified as held for sales if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset (or disposal group) is available for immediate sale in its present condition. Assets (and disposal groups) classified as held for sale are measured at the lower of the assets' (disposed group's) previous carrying amount and fair value less costs to sell.

3. 主要會計政策概要 (續)

3.12 資產減值 (續)

除資產帳面值將不會調減至低於其個別公允價值減出售本或使用價值 (如可釐定)外，任何已獲確認為現金產生單位之減值虧損乃按比例自該現金產生單位資產中扣除。

倘釐定資產之可收回金額之估計有所變動，且僅於資產賬面值並無超逾倘並無確認減值虧損時原應予以釐定之賬面值 (已扣除折舊或攤銷) 時，則撥回減值虧損。撥回之減值虧損會計入進行撥回之相關期間之收益表內。

3.13 分類為可供銷售之資產

倘資產及出售之資產之賬面值主要透過出售交易 (而非透過持續使用) 收回，則其被歸類為可供銷售之資產。僅當出售機會相當高及資產 (或出售資產) 可於現況下即時出售時，方視為符合本條件。歸類為可供銷售之資產 (及出售之資產) 乃按資產 (出售之資產) 之過往賬面值及公平值 (以較低者為準) 扣減出售成本計算。

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3. Summary of Significant Accounting Policies

(continued)

3.14 Employee benefits

(i) Retirement benefits scheme

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the "Retirement Scheme") under the Mandatory Provident Fund Schemes Ordinance for those employees who are eligible to participate in the Retirement Scheme. Contributions are made based on a percentage of the employees' basic salaries and are charged to the income statement as they become payable in accordance with the rules of the Retirement Scheme. The assets of the Retirement 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 Retirement Scheme except for the Group's employer voluntary contributions, which are refunded to the Group when an employee leaves employment prior to the contributions vesting fully, in accordance with the rules of the Retirement Scheme.

Pursuant to the relevant regulations of the government of the PRC, subsidiaries of the Group operating in the PRC are required to participate in an employee pension scheme operated by the relevant local government authorities in the PRC and to make contributions for employees who are registered as permanent residents in the PRC. Such contributions are charged to the income statement as they become payable.

3. 主要會計政策概要 (續)

3.14 僱員福利

(i) 退休金計劃

本集團根據強制性公積金計劃條例設有定額供款強制性公積金退休福利計劃(「退休計劃」)，對象為該等合資格參與退休計劃之僱員。供款乃根據僱員基本薪金之某個百分比計算，並於根據退休計劃之規則於到期應付時在收益表扣除。退休計劃之資產與本集團之資產分開持有，由獨立管理之基金管理。本集團向退休計劃作出僱主供款後，有關供款即全部屬僱員所有，惟本集團之自願僱主供款除外。倘若僱員於該等自願供款未全屬本身所有時不再受僱於本集團，有關供款則會根據退休計劃之規則退還予本集團。

根據中國政府之有關規例，本集團在中國經營業務之附屬公司須參與中國有關地方政府當局所管理之僱員退休金計劃，並為登記為中國永久居民之僱員作出供款。該等供款乃於到期應付時在收益表扣除。

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3. Summary of Significant Accounting Policies (continued)

3. 主要會計政策概要 (續)

3.14 Employee benefits (continued)

3.14 僱員福利 (續)

(ii) Share-based employee compensation

(ii) 以股份支付之僱員薪酬

The Group operates equity-settled share-based compensation plans for remuneration of its employees.

本集團運作以權益結算並以股份支付之薪酬計劃為其僱員提供薪酬。

All employee services received in exchange for the grant of any share-based compensation are measured at their fair values. These are indirectly determined by reference to the share options awarded. The value is appraised at the grant date and excludes the impact of any non-market vesting conditions.

所有僱員用以交換任何以股份支付之薪酬之服務按公平值計量，並經參考已授出之購股權間接釐定。該等服務之價值於授出當日評定，且不計及任何非市場歸屬條件之影響。

All share-based compensation is recognised as an expense in income statement, unless it qualifies for recognition as asset, with a corresponding credit to share option reserve. If vesting periods or other vesting conditions apply, the expense is recognised 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 vest. 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.

所有以股份支付之薪酬於收益表內確認為開支（若符合確認為資產除外），並相應計入購股權儲備。如歸屬期或其他歸屬條件適用，開支於歸屬期內根據對預期將歸屬之購股權數目之最佳有效估計確認。對預期將歸屬之購股權數目之假設包括非市場歸屬條件。倘有任何跡象表明預期將歸屬之購股權數目不同於之前估計，其後應對估計進行修訂。倘最終獲行使之購股權少於原先估計，於以往期間已確認之開支不予調整。

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.

購股權獲行使時，之前已於購股權儲備中確認之金額將轉至股份溢價賬。倘購股權遭沒收或於到期日仍未獲行使，之前已於購股權儲備中確認之金額將轉至滾存溢利。

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3. Summary of Significant Accounting Policies

(continued)

3.15 Equity-settled share-based payment transactions

(i) **Share options granted to employees**

Details of the accounting policy are set out in note 3.14(ii)

(ii) **Share options granted to customers/suppliers**

Share options issued to customers/suppliers in exchange for goods or services are measured at the fair values of the goods or services received. The fair values of the goods or services received are recognised immediately as expenses, unless the goods or services qualify for recognition as assets.

3.16 Financial liabilities

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.

Borrowings are recognised initially at fair value, net of transaction costs incurred, and are 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 borrowings using the effective interest method.

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

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

3. 主要會計政策概要 (續)

3.15 以權益結算並以股份支付之交易

(i) **發行予僱員之購股權**

會計政策詳情載於附註 3.14(ii)。

(ii) **發行客戶／供應商之購股權**

發行予客戶／供應商以換取貨品或服務之購股權乃按所獲貨品或服務之公平價值計量。除非所獲貨品或服務符合資格確認為資產，否則貨品或服務之公平價值即時確認為開支。

3.16 財務負債

財務負債於本集團成為該契約之合約協議訂約方時確認。所有與權益有關之開支於收益表中確認為財務支出項下之開支。

借款初步按公平值扣除所產生之交易成本確認，其後借款按攤銷成本列賬。所得款項(扣除交易成本)與贖回價值間之任何差額於借款期間使用實際利率法於收益表內確認。

除非本集團擁有無條件權利延遲至結算日後至少12個月清償負債，否則借款分類為流動負債。

貿易及其他應付賬款首次按公平值確認，其後使用實際利率法按攤銷成本計量。

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3. Summary of Significant Accounting Policies (continued)

3.17 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 benefits) to the extent they are incremental costs directly attributable to the equity transaction.

3.18 Income recognition

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

- (i) Revenue from the sales of goods is recognised on the transfer of risks and rewards of ownership, provided that the Group maintains neither managerial involvement to the degree usually associated with the ownership, nor effective control over the goods sold;
- (ii) Interest income is recognised on a time proportion basis, taking into account the principal amounts outstanding and the effective interest rates applicable; and
- (iii) Dividend income is recognised when the Group's right as a shareholder to receive payment is established.

3. 主要會計政策概要 (續)

3.17 股本

普通股分類為權益。股本按已發行股份之面值釐定。

如與發行股份有關之任何交易成本為股本交易直接應佔之遞增成本，則任何該等成本乃從股份溢價賬中扣除(減去任何相關所得稅利益)。

3.18 收入確認

當經濟利益有可能流向本集團，而有關收益能可靠計量時，按以下基準確認收益：

- (i) 銷售貨品之收益於所有權之風險及回報已轉讓時確認，惟本集團不得再牽涉所有權通常附帶之管理事宜，亦不再對出售之貨品有任何實際控制權；
- (ii) 利息收入乃根據時間比例確認(經考慮未償還本金額及適用實際息率)；及
- (iii) 股息收入在確定本集團作為股東有權收取派發之款項時確認。

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3. Summary of Significant Accounting Policies (continued)

3.19 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions. Government grants relating to costs are deferred and recognised in the income statement in gross amount over the period necessary to match them with the costs that they are intended to compensate. Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred government grants and are recognised in the income statement on a straight line basis over the expected lives of the related assets.

3.20 Related parties

Parties are considered to be related to the Group if :

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

3. 主要會計政策概要 (續)

3.19 政府補貼收益

政府補貼收益乃於可合理地保證將可收取後及本集團將遵守一切附帶條件時，按其公平值確認。與成本有關之政府補貼收益乃於收益表中之總數按與擬補償之成本進行配對所需期間作出遞延及確認。與購買物業、機器及設備有關之政府補貼收益則計入非流動負債中列作遞延政府補貼收益，並於收益表中以直線法按有關資產之預計使用年期確認。

3.20 關連人士

被視為與本集團有關連之人士指：

- (i) 透過一個或多個中介人直接或間接：
 - 控制本集團、被本集團控制或受本集團共同控制之人士；或
 - 於本集團擁有權益使其對本集團可施以重大影響力之人士；或
 - 於本集團有共同控制權之人士；
- (ii) 為一家聯營公司或共同控制實體之人士；
- (iii) 為本集團或其母公司主要管理人員之人士；
- (iv) 為第(i)或(iii)條所述任何個人之直系親屬之人士；

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3. Summary of Significant Accounting Policies (continued)

3.20 Related parties (continued)

- (v) 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 (iii) or (iv); or
- (vi) the party is a post-employment benefit plan for the benefit of employees of the Group, or of any entity that is a related party of the Group.

3.21 Operating leases

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases. Where the Group has the use of assets held under operating leases, payment made under the leases are charged to the income statement on a straight line basis over the lease terms.

3.22 Foreign currencies

The financial statements are presented in Hong Kong dollars (HK\$), which is also the functional currency of the Company.

In the separate financial statements of the consolidated entities, foreign currency transactions are translated into the functional currency of the individual entity using the exchange rates prevailing at the dates of the transactions. At balance sheet date, monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the balance sheet date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year-end exchange rates are recognised in the income statement.

3. 主要會計政策概要 (續)

3.20 關連人士 (續)

- (v) 為第(iii)或(iv)條所述任何個人直接或間接地控制、共同控制或有重大影響力或有重大投票權之實體之人士；或
- (vi) 為本集團或其關連人士之任何實體之僱員離職後福利計劃之受益人。

3.21 經營租約

倘本集團把一項安排(包括一項交易或一系列交易)確定為在協定期間內轉讓一項或一些特定資產之使用權以換取一筆或多筆付款，則這項安排便屬於或包含一項租賃。確定時是以對有關安排之實質所作評估為準，而不管這項安排是否涉及租賃之法律形式。

並未轉讓所有權之全部相關風險及回報之租賃，則歸類為經營租賃。如屬本集團透過經營租賃使用資產之情況，則根據租賃作出之付款會於租期內按直線法於收益表扣除。

3.22 外幣

財務報表以港元呈報，港元為本公司之功能貨幣。

各綜合實體各自之財務報表中，外幣交易按交易日當時之匯率換算為個別實體之功能貨幣入賬。於結算日，外幣計值之貨幣資產及負債以結算日之外匯利率換算。因結算該等交易及按年末匯率換算以外幣計值之貨幣資產及負債而產生之外匯收益及虧損於收益表中確認。

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財務報表附註

For the year ended 30 June 2007
截至二零零七年六月三十日止年度

3. Summary of Significant Accounting Policies (continued)

3.22 Foreign currencies (continued)

In the consolidated financial statements, all separate financial statements of subsidiaries and jointly controlled entities originally presented in a currency different from the Group's presentation currency, have been converted into Hong Kong dollars. Assets and liabilities have been translated into Hong Kong dollars at the closing rate at the balance sheet date. Income and expenses have been converted into Hong Kong dollars at the exchange rates ruling at the transaction dates, or the average rates over the reporting period provided that the exchange rates do not fluctuate significantly. Any differences arising from this procedure have been dealt with in the translation reserve in equity. Goodwill and fair value adjustments arising on the acquisition of a foreign entity have been treated as assets and liabilities of the foreign entity and translated into Hong Kong dollars at the closing rates.

3.23 Financial guarantee contract

A financial guarantee contract is a contract that requires the issuer (or guarantor) to make specified payments to reimburse the holder for a loss it incurs because a specified debtors fails to make payment when due in accordance with the terms of a debt instrument.

Where the Group issues a financial guarantee, the fair value of the guarantee is initially recognised as deferred income within trade and other payables. Where consideration is received or receivable for the issuance of guarantee, the consideration is recognised in accordance with the Group's policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised as investment in subsidiaries on initial recognition of any deferred income.

The amount of the guarantee initially recognised as deferred income is amortised in the income statement over the term of the guarantee as income from financial guarantee issued. In addition, provisions are recognised if and when it becomes probable that the holder of the guarantee will call upon the Group under the guarantee and the amount of that claim on the Group is expected to exceed the current carrying amount, where appropriate.

3. 主要會計政策概要 (續)

3.22 外幣 (續)

於綜合財務報表中，所有附屬公司及共同控制實體各自之財務報表原先並非以本集團之呈報貨幣呈報，現均已換算為港元。資產與負債按結算日之收市匯率換算為港元。收入及開支已按交易日之匯率或報告期間之平均匯率換算為港元（利率並無重大變動）。因此而產生之任何匯兌差額，在權益之匯兌儲備中處理。因收購一家海外實體產生之商譽及公平值調整已作為該海外實體之資產及負債處理，並按收市匯率換算為港元。

3.23 財務擔保合約

財務擔保合約為一項要求發行人（或擔保人）作出特定付款，以付還持有人因特定欠債人未能根據一項債務工具之原有或修訂條款於債務到期時還款所蒙受之損失之合約。

倘本集團發出財務擔保，則該擔保之公平值首次確認為貿易及其他應付賬款內之遞延收入。倘在發行該擔保時已收取或應收取該代價，則根據本集團適用於該類資產之政策確認有關代價。倘概無該等已收取或應收取代價，則於首次確認任何遞延收入時立即將開支確認為於附屬公司之投資。

首次確認為遞延收入之擔保款額，按擔保年內於收益表之攤銷為所發出財務擔保之收入。此外，倘擔保持有人有可能根據本集團提出之索償及對本集團提出之索償款額預期超過現時之賬面值（如適用），則確認撥備。

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財務報表附註

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3. Summary of Significant Accounting Policies (continued)

3.24 Dividends

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

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

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 to 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.

(i) Impairment of receivables

The Group's management determines impairment of receivables on a regular basis. This estimate is based on the credit history of its customers and current market conditions. The management of the Group reassesses the impairment of receivables at the balance sheet date.

3. 主要會計政策概要 (續)

3.24 股息

董事建議派發之末期股息於股東在股東大會批准派發前，乃列作資產負債表權益項目內之滾存溢利或其他可分派儲備(如適用)獨立分配。當該等股息獲股東批准並宣派，則會確認為負債。

中期股息乃於建議時同時宣派，概因本公司組織章程大綱及組織章程細則授予董事權力宣派中期股息。因此，中期股息於建議派發並宣派後隨即確認為負債。

4. 主要會計估計及判斷

估計與判斷會被持續評估，並根據過往經驗及其他因素進行，包括在有關情況下對未來事件據信為合理之預測。

本集團對未來作出估計及假設，而就此得出之會計估計按所定義者，很少會與相關之實際結果相同。很大機會導致下個財政年度之資產及負債之賬面值作出重大調整之估計及假設論述如下。

(i) 應收賬款減值

本集團之管理層會定期釐定應收賬款之減值。此項估計乃根據其客戶的信貸記錄及現時市況計算。本集團之管理層會於結算日重新評估應收賬款之減值。

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財務報表附註

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4. Critical Accounting Estimates and Judgements (continued)

(ii) Impairment of inventories

In determining the amount of allowance required for obsolete and slow-moving inventories, the Group would evaluate ageing analysis of inventories and compare the carrying value of inventories to their respective net realisable values. A considerable amount of judgement is required in determining such allowance. If conditions which have impact on the net realisable value of inventories deteriorate, additional allowances may be required.

(iii) Amortisation of intangible assets

The Company amortises its intangible assets on a straight-line basis over the estimated useful life ranged from three to ten years, commencing from the date on which the intangible assets are available for use. The estimated useful life reflects the directors' estimate of the periods that the company intends to derive future economic benefits from its intangible assets.

5. Segment Information

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

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

4. 主要會計估計及判斷 (續)

(ii) 存貨減值

為確定陳舊及滯銷存貨所需撥備之金額，本集團將評估存貨報廢時間分析，並比較存貨之賬面值與其各自之可變現淨值。在確定該等撥備時需作出大量判斷。若影響存貨之可變現淨值之情況變壞，則可能需增加撥備。

(iii) 無形資產攤銷

本公司以直線法，自其無形資產可供使用之日起計三至十年之可使用年期攤銷無形資產。預計可使用年期即董事估計本公司計劃使用其無形資產獲得未來經濟利益之期間。

5. 分部資料

分部資料以兩種分部方式呈列：(i)以業務分部為主要分部申報基準；及(ii)以地區分部為次要分部申報基準。

本集團之營運業務乃根據業務性質及所售產品而劃分並分開管理。本集團各業務分部指提供產品之策略業務單位，各業務分部之風險及回報彼此不盡相同。

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財務報表附註

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5. Segment Information (continued)

Summary details of the business segments are as follows :

- the BIOenergy® products segment consists of the manufacturing and trading of bedding products, underclothing and body protection accessories containing the BIOenergy® compound;
- the healthcare food products segment consists of the trading of healthcare food products, including polypeptide products;
- the multi-functional water generators segment consists of the manufacturing and trading of multi-functional water generators; and
- the “others” segment consists of the trading of other healthcare products and others.

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

5. 分部資料 (續)

業務分部之資料概要如下：

- 天年素® 系列產品分部，包括含天年素® 複合物之床上用品產品、內衣及保健配件之生產及銷售；
- 保健食品分部，包括多肽產品等保健食品之銷售；
- 多功能製水機分部，包括多功能製水機之生產及銷售；及
- 「其他」分部包括其他保健產品之銷售及其他。

於決定本集團之地區分部時，分部之應佔收益及業績乃根據客戶所在地區而決定，而分部之應佔資產則根據資產所在地區而決定。

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財務報表附註

For the year ended 30 June 2007
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5. Segment Information (continued)

(a) Business segments

The following tables present revenue, results and certain assets, liabilities and expenditure information for the Group's business segments:

5. 分部資料 (續)

(a) 業務分部

下表呈列本集團按業務分部之收益、業績及若干資產、負債及開支資料：

		BIOenergy® products 天年素® 系列產品		Healthcare food products 保健食品		Multi-functional water generators 多功能製水機		Others 其他		Consolidated 綜合	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Segment revenue :	分部收入 :										
Sales to external customers	對外客戶銷售	20,998	27,201	24,631	16,135	55,759	51,638	2,859	5,014	104,247	99,988
Segment results	分部業績	2,698	560	2,463	(35)	7,410	3,080	(1,302)	(3,034)	11,269	571
Unallocated other income	其他未分配收入									4,922	3,347
Unallocated expenses	未分配開支									(29,808)	(42,005)
Loss from operating activities	經營虧損									(13,617)	(38,087)
Finance cost	財務支出									(273)	(131)
Gain on disposal of subsidiaries	出售附屬公司收益									682	-
Gain on disposal of a jointly-controlled entity	出售共同控制實體收益									1,161	-
Share of loss of a jointly-controlled entity	攤佔共同控制實體虧損									-	(570)
Loss before income tax	除所得稅前虧損									(12,047)	(38,788)
Income tax expense	所得稅開支									(174)	(987)
Loss for the year	本年度虧損									(12,221)	(39,775)

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財務報表附註

For the year ended 30 June 2007
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5. Segment Information (continued)

5. 分部資料 (續)

(a) Business segments (continued)

(a) 業務分部 (續)

		BIOenergy® products 天年素® 系列產品		Healthcare food products 保健食品		Multi-functional water generators 多功能製水機		Others 其他		Consolidated 綜合	
		2007 二零零七年	2006 二零零六年	2007 二零零七年	2006 二零零六年	2007 二零零七年	2006 二零零六年	2007 二零零七年	2006 二零零六年	2007 二零零七年	2006 二零零六年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Segment assets	分部資產	10,214	9,783	1,165	2,241	4,724	7,736	796	1,585	16,899	21,345
Interests in a jointly-controlled entity	於共同控制實體之權益	-	-	-	-	-	-	-	-	-	-
Unallocated assets	未分配資產									58,458	64,253
Total assets	總資產									75,357	85,598
Segment liabilities	分部負債										
Unallocated liabilities	未分配負債									31,413	32,559
Total liabilities	總負債									31,413	32,559
Other segment information:	其他分部資料:										
Depreciation	折舊	-	-	-	-	103	92	11	9	114	101
Unallocated amount of depreciation	未分配折舊金額									4,930	5,257
										5,044	5,358
Amortisation of intangible assets	無形資產之攤銷	1,425	1,300	575	611	-	-	-	-	2,000	1,911
Capital expenditure	資本開支	-	-	-	-	105	30	12	-	117	30
Unallocated amounts of capital expenditure	未分配資本開支金額									612	1,681
										729	1,711
Provision for obsolete and slow-moving inventories	陳舊及滯銷存貨撥備	286	2,523	-	1,691	295	246	1,338	2,859	1,919	7,319
Unallocated provision for impairment of trade receivables and deposits, prepayment and other receivables	貿易應收賬款及訂金、預付款項及其他應收賬款之未分配撥備									1,766	13,211

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5. Segment Information (continued)

(b) Geographical segments

A geographical analysis of the Group's revenue, certain asset and expenditure information is not presented as the Group's revenue and assets in geographical segments other than the PRC are less than 10% of the aggregate amount of all segments.

6. Revenue

Revenue, which is also the Group's turnover, represents the net invoiced value of goods sold, after allowances for returns and trade discounts where applicable. All significant intra-group transactions have been eliminated on consolidation.

7. Other Income

5. 分部資料(續)

(b) 地區分部

由於本集團按地區分部(中國除外)之收益及資產少於全部分部合計款項之10%，故並無呈列本集團按地區劃分之收益、若干資產及開支資料分析。

6. 收益

收益，亦即為本集團之營業額，指已扣除退貨及貿易折扣(如適用)後之銷售貨品發票淨值。所有集團內部之一切重大交易已於綜合賬目中抵銷。

7. 其他收入

		Group 本集團	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Interest income	利息收入	864	389
Government grants (Note)	政府補貼收益(附註)	2,700	1,552
Others	其他	1,358	1,406
		4,922	3,347

Note: Government grants are related to certain incentive schemes offered by the PRC Government for the achievement of widely recognised brand in the PRC and certain research and development projects undertaken by the Group.

附註：政府補貼收益與中國政府為表揚本集團於中國著名品牌創下之佳績及其進行之多項研發項目之若干獎勵計劃有關。

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8. Loss from Operating Activities

Loss from operating activities is arrived at after charging/
(crediting):

8. 經營虧損

經營虧損已扣除／(計入)下列各項：

		Group	
		本集團	
		2007	2006
		二零零七年	二零零六年
		HK\$'000	HK\$'000
		千港元	千港元
Auditors' remuneration	核數師酬金	438	438
Cost of inventories sold	售出存貨成本	60,826	54,640
Staff costs	員工成本		
Directors' remuneration	董事酬金		
(note 14(a))	(附註14(a))	3,835	3,770
Wages and salaries	工資及薪金	16,543	17,344
Pension scheme contributions	退休金計劃供款	988	981
		21,366	22,095
Depreciation	折舊	5,044	5,358
Amortisation of intangible assets*	無形資產攤銷*	2,000	1,911
Exchange gain, net	匯兌收益淨額	(73)	(51)
Operating lease charges in respect of land and buildings	根據土地及樓宇之經營租約開支	3,341	3,455
Impairment loss on trade receivables	貿易應收賬款之減值虧損	1,766	2,254
Impairment loss on deposits, prepayments and other receivables	訂金、預付款項及其他應收賬款之減值虧損	-	10,957
Provision for obsolete and slow-moving inventories	陳舊及滯銷存貨撥備	1,919	7,319
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	104	153
Fair value loss on financial assets designated at fair value through profit or loss	指定為按公平值以溢利或虧損列賬之財務資產	124	30

* included in other operating expenses

* 列入其他經營開支內

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9. Finance Costs

		Group 本集團	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Interest on bank loans wholly repayable within five years	須於五年內悉數償還之銀行貸款之利息	273	131

10. Income Tax Expense

Hong Kong Profits Tax has not been provided as the Group had no assessable profits arising in Hong Kong during the year (2006 : Nil). Taxes on profits assessable elsewhere have been calculated at the applicable rates of tax prevailing in the jurisdiction in which the Group operates, based on existing legislation, interpretations and practices in respect thereof during the year.

9. 財務支出

10. 所得稅開支

由於本集團年內在香港並無應課稅溢利(二零零六年：無)，故並無作出香港利得稅撥備。其他地方之應課稅溢利之稅項乃按本集團經營業務之司法權區當時之適用稅率計算，並根據年內就該地區之現行法例、詮釋及慣例而計算。

		Group 本集團	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Current – PRC Charge for the year	即期 – 中國本年度支出	174	987

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2007
截至二零零七年六月三十日止年度

10. Income Tax Expense (continued)

Reconciliation between income tax expense and accounting loss at applicable tax rates is as follows :

		Group	
		本集團	
		2007	2006
		二零零七年	二零零六年
		HK\$'000	HK\$'000
		千港元	千港元
Loss before income tax	除所得稅前虧損	(12,047)	(38,788)
Tax at the applicable tax rates (Note a)	按適用稅率計算之稅項 (附註a)	(2,021)	(6,073)
Tax effect of non-deductible expenses	不可扣稅開支之稅務影響	581	1,802
Tax effect of non-taxable income	毋須課稅收入之稅務影響	(202)	(3)
Tax effect of temporary differences not recognised	未予確認暫時差異之稅務影響	505	3,006
Tax effect of tax losses not recognised	未確認稅務虧損之稅務影響	1,507	1,385
Tax benefit from tax holiday (Note b)	免稅期之稅務優惠 (附註b)	(196)	(59)
Others	其他	-	929
Income tax expense	所得稅開支	174	987

Notes :

- a. The applicable rates are the rates prevailing in the jurisdictions in which the Company and its subsidiaries operate.
- b. In accordance with the applicable corporate income tax law of the PRC, the Company's subsidiaries established in the PRC, are entitled to an exemption from PRC corporate income tax for the first two profitable calendar years of its operation and a 50% relief on corporate income tax for the following three years.

At the balance sheet date, the Group has unused tax losses of HK\$47,585,000 (2006: HK\$39,004,000) available for offsetting against future taxable profits of the companies which incurred the losses. Deferred tax assets have not been recognised in respect of these losses due to the unpredictability of future profit streams.

10. 所得稅開支 (續)

按適用稅率計算之所得稅開支及會計虧損對賬如下：

		Group	
		本集團	
		2007	2006
		二零零七年	二零零六年
		HK\$'000	HK\$'000
		千港元	千港元
Loss before income tax	除所得稅前虧損	(12,047)	(38,788)
Tax at the applicable tax rates (Note a)	按適用稅率計算之稅項 (附註a)	(2,021)	(6,073)
Tax effect of non-deductible expenses	不可扣稅開支之稅務影響	581	1,802
Tax effect of non-taxable income	毋須課稅收入之稅務影響	(202)	(3)
Tax effect of temporary differences not recognised	未予確認暫時差異之稅務影響	505	3,006
Tax effect of tax losses not recognised	未確認稅務虧損之稅務影響	1,507	1,385
Tax benefit from tax holiday (Note b)	免稅期之稅務優惠 (附註b)	(196)	(59)
Others	其他	-	929
Income tax expense	所得稅開支	174	987

附註：

- a. 適用稅率為本公司及其附屬公司經營業務之司法權區當時之稅率。
- b. 根據適用的中國企業所得稅法，本公司於中國成立之附屬公司在首兩個錄得盈利的年度獲豁免繳納中國企業所得稅，並在隨後三年獲減免一半企業所得稅。

於結算日，本集團之未動用稅項虧損為47,585,000港元（二零零六年：39,004,000港元），可供抵銷產生虧損之公司之未來應課稅溢利。由於未能確定未來溢利趨勢，故並未就該等虧損確認遞延稅項資產。

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2007
截至二零零七年六月三十日止年度

10. Income Tax Expense (continued)

As at 30 June 2007, the Group and the Company did not have any significant unprovided deferred tax liabilities (2006 : Nil).

11. Loss Attributable to Equity Holders of the Company

Of the consolidated loss attributable to equity holder of the Company of approximately HK\$12,681,000 (2006 : loss of HK\$39,920,000), a loss of approximately HK\$9,090,000 (2006 : loss of HK\$11,930,000) has been dealt with in the financial statements of the Company.

12. Dividends

No dividend has been paid or declared by the Company during the years presented in these financial statements.

13. Loss Per Share Attributable to Equity Holders of the Company

The calculation of basic loss per share is based on loss attributable to equity holders for the year ended 30 June 2007 of approximately HK\$12,681,000 (2006 : loss of HK\$39,920,000) and the ordinary shares of 698,543,104 (2006 : the weighted average of 690,893,647) ordinary shares in issue during the year.

Diluted results per share for the years ended 30 June 2007 and 2006 were not presented because the impact of the exercise of share option was anti-dilutive.

10. 所得稅開支 (續)

於二零零七年六月三十日，本集團及本公司概無任何重大未撥備遞延稅項負債 (二零零六年：無)。

11. 本公司權益持有人應佔虧損

於約12,681,000港元 (二零零六年：虧損39,920,000港元) 之本公司權益持有人應佔綜合虧損當中，本公司於財務報表內處理之虧損約為9,090,000港元 (二零零六年：虧損11,930,000港元)。

12. 股息

於該等財務報表呈列之各年度，本公司並無派付或宣派任何股息。

13. 本公司權益持有人應佔每股虧損

每股基本虧損乃根據截至二零零七年六月三十日止年度權益持有人應佔虧損約12,681,000港元 (二零零六年：虧損39,920,000港元) 及年內已發行普通股698,543,104股 (二零零六年：加權平均數690,893,647) 計算。

由於購股權之行使具反攤薄作用，故並無呈列截至二零零七年及二零零六年六月三十日止年度之每股攤薄業績。

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2007
截至二零零七年六月三十日止年度

14. Directors' and Five Highest Paid Employees' Remuneration

14. 董事及五名最高薪僱員之酬金

(a) Directors' emoluments

The directors' remuneration disclosed pursuant to the Listing Rules and Section 161 of the Hong Kong Companies Ordinance is as follows:

(a) 董事酬金

根據上市規則及香港公司條例第161條，董事酬金之披露如下：

		Group 本集團	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Fees	袍金	150	325
Other emoluments :	其他酬金 :		
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	3,655	3,408
Pension scheme contributions	退休金計劃供款	30	37
		3,685	3,445

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2007
截至二零零七年六月三十日止年度

14. Directors' and Five Highest Paid Employees' Remuneration (continued)

(a) Directors' emoluments (continued)

The emoluments of each director, on a named basis, for the years ended 30 June 2007 and 2006 are set out below:

Year ended 30 June 2007

Director	Salaries, allowances and benefits in kind	Pension scheme contributions	Total
董事袍金	薪金、津貼及實物利益	退休金計劃供款	合計
HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Hung Kai So	183	–	183
Kam loi (Note 8)	1,088	2	1,090
Ma Yufeng (Note 9)	439	4	443
Liu Jun	754	8	762
Chan Yuk Tong	770	12	782
Yuan Tsu I	50	–	50
Li Li Te	50	–	50
Chan Chiu Hung, Alex	50	–	50
Zhang He (Note 7)	–	–	–
Ying Yoke Nean, John (Note 5)	421	4	425
Han Xiaoyue, George (Note 6)	–	–	–
Chen Henglong (Note 7)	–	–	–
Total 2007	3,655	30	3,835

14. 董事及五名最高薪僱員之酬金 (續)

(a) 董事酬金 (續)

截至二零零七年及二零零六年六月三十日止年度，每位董事之酬金按其名稱列述如下：

截至二零零七年六月三十日止年度

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2007
截至二零零七年六月三十日止年度

14. Directors' and Five Highest Paid Employees' Remuneration (continued)

14. 董事及五名最高薪僱員之酬金 (續)

(a) Directors' emoluments (continued)

(a) 董事酬金 (續)

Year ended 30 June 2006

截至二零零六年六月三十日止年度

		Director fees	Salaries, allowances and benefits in kind	Pension scheme contributions	Total
		董事袍金	薪金、津貼及實物利益	退休金計劃供款	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Hung Kai So	洪繼蘇	-	143	-	143
Kam loi	金銳	-	1,266	4	1,270
Ma Yufeng	馬余鋒	-	599	12	611
Liu Jun	劉俊	-	680	12	692
Lee Kwok Ming (Note 1)	李國明 (附註1)	50	-	-	50
Yuan Tsu I	袁祖怡	73	-	-	73
Yick Wing Fat, Simon (Note 2)	易永發 (附註2)	117	-	-	117
Li Li Te	李里特	61	-	-	61
Chan Yuk Tong (Note 3)	陳育棠 (附註3)	-	720	9	729
Chan Chiu Hung, Alex (Note 4)	陳釗洪 (附註4)	24	-	-	24
Total 2006	二零零六年合計	325	3,408	37	3,770

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2007
截至二零零七年六月三十日止年度

14. Directors' and Five Highest Paid Employees' Remuneration (continued)

(a) Directors' emoluments (continued)

Notes:

1. Resigned as non-executive director on 5 January 2006
2. Resigned on 1 February 2006
3. Appointed on 30 September 2005
4. Appointed on 5 January 2006
5. Appointed on 5 December 2006 and resigned on 23 April 2007
6. Appointed on 23 April 2007
7. Appointed on 14 May 2007
8. Resigned on 14 May 2007
9. Resigned on 5 December 2006

Fees include HK\$150,000 (2006: HK\$325,000) payable to the independent non-executive directors. There were no other emoluments payable to the independent non-executive directors during the year (2006 : Nil).

There was no arrangement under which a director waived or agreed to waive any remuneration during the years ended 30 June 2007 and 2006.

During the year, two directors (2006 : Nil) have been granted with share options in respect of their services to the Group and further details of which were set out in note 28 to the financial statements.

14. 董事及五名最高薪僱員之酬金 (續)

(a) 董事酬金 (續)

附註：

1. 於二零零六年一月五日退任非執行董事
2. 於二零零六年二月一日退任
3. 於二零零五年九月三十日獲委任
4. 於二零零六年一月五日獲委任
5. 於二零零六年十二月五日獲委任且於二零零七年四月二十三日辭任
6. 於二零零七年四月二十三日獲委任
7. 於二零零七年五月十四日獲委任
8. 於二零零七年五月十四日退任
9. 於二零零六年十二月五日退任

袍金包括應付予獨立非執行董事之150,000港元(二零零六年：325,000港元)。年內，並無任何其他應付予獨立非執行董事之酬金(二零零六年：無)。

於截至二零零七年及二零零六年六月三十日止年度，並無董事豁免或同意豁免任何酬金之安排。

年內兩名董事(二零零六年：無)在本集團之服務而授予彼等購股權，其進一步詳情載於財務報表附註28。

14. Directors' and Five Highest Paid Employees' Remuneration (continued)**14. 董事及五名最高薪僱員之酬金** (續)**(b) Five highest paid individuals**

The five highest paid individuals in the Group during the year included three (2006 : three) directors, details of whose emoluments have been disclosed in note (a) above. The emoluments paid to the remaining two (2006 : two) non-directors, highest paid individuals for the year are as follows:

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

(b) 五名最高薪人士

年內，本集團五名最高薪人士包括三名董事(二零零六年：三名董事)，彼等之酬金詳情已於上文附註(a)披露。年內支付予其餘兩名(二零零六年：兩名)非董事、最高薪人士之酬金如下：

Group 本集團	
2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元

2,047	1,596
23	24
2,070	1,620

The number of the remaining highest paid individuals whose emoluments fell within the following band is as follows:

其餘酬金介乎以下範圍之最高薪人士之人數如下：

2007 二零零七年	2006 二零零六年
-----------------------------	-----------------------------

Nil to HK\$1,000,000	零至1,000,000港元
HK\$1,000,001 to HK\$1,100,000	1,000,001至1,100,000港元

-	2
2	-

During the years ended 30 June 2007 and 2006, no emoluments were paid by the Group to the directors or any of the five highest paid employees of the Group as an inducement to join the Group or upon joining the Group or as compensation for loss of office.

於截至二零零七年及二零零六年六月三十日止年度，本集團並無向董事或任何本集團五名最高薪僱員支付酬金，作為加入本集團或加入本集團後之獎勵或作為離職補償。

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2007
截至二零零七年六月三十日止年度

15. Property, Plant and Equipment

15. 物業、廠房及設備

Group

本集團

		Construction in progress	Leasehold improvements	Machinery and equipment	Furniture and office equipment	Motor vehicles	Total
		在建工程	租賃物業裝修	機器及設備	傢具及 辦公室設備	汽車	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 July 2005	於二零零五年 七月一日						
Cost	成本	960	11,037	3,129	14,834	3,491	33,451
Accumulated depreciation	累計折舊	-	(4,161)	(2,310)	(7,923)	(2,190)	(16,584)
Net book amount	賬面淨值	960	6,876	819	6,911	1,301	16,867
Year ended 30 June 2006	截至二零零六年 六月三十日止年度						
Opening net book amount	年初賬面淨值	960	6,876	819	6,911	1,301	16,867
Additions	添置	166	864	33	643	5	1,711
Disposal	出售	-	-	(28)	(116)	(291)	(435)
Reclassified as assets held for sale	重新分類為可供 銷售資產	(1,126)	-	-	-	-	(1,126)
Acquisition of subsidiaries	收購附屬公司	-	-	3	583	-	586
Depreciation	折舊	-	(2,475)	(334)	(1,854)	(695)	(5,358)
Translation adjustment	匯兌調整	-	131	16	128	25	300
Net book amount	賬面淨值	-	5,396	509	6,295	345	12,545
At 30 June 2006 and 1 July 2006	於二零零六年 六月三十日及 二零零六年 七月一日						
Cost	成本	-	12,111	1,824	15,232	2,704	31,871
Accumulated depreciation	累計折舊	-	(6,715)	(1,315)	(8,937)	(2,359)	(19,326)
Net book amount	賬面淨值	-	5,396	509	6,295	345	12,545
Year ended 30 June 2007	截至二零零七年 六月三十日止年度						
Opening net book amount	年初賬面淨值	-	5,396	509	6,295	345	12,545
Additions	添置	-	311	103	315	-	729
Disposal	出售	-	(215)	(113)	(14)	-	(342)
Depreciation	折舊	-	(2,615)	(171)	(2,116)	(142)	(5,044)
Translation adjustment	匯兌調整	-	436	43	507	28	1,014
Net book amount	賬面淨值	-	3,313	371	4,987	231	8,902
At 30 June 2007	於二零零七年 六月三十日						
Cost	成本	-	12,742	1,947	16,028	2,925	33,642
Accumulated depreciation	累計折舊	-	(9,429)	(1,576)	(11,041)	(2,694)	(24,740)
Net book amount	賬面淨值	-	3,313	371	4,987	231	8,902

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2007
截至二零零七年六月三十日止年度

16. Prepaid Land Lease Payments

16. 預付土地租賃付款

Group

本集團

HK\$'000
千港元

At 1 July 2005	於二零零五年七月一日	
Cost and net book value	成本及賬面淨值	7,165
Translation adjustment	匯兌調整	135
Reclassified as assets held for sale	重新分類為可供銷售資產	(7,300)
At 30 June 2006 and 30 June 2007	於二零零六年六月三十日及 二零零七年六月三十日	—

The Group's prepaid land lease payments represent up-front payments to acquire long term interest in the usage of land situated in the PRC, which are held under medium term leases.

本集團預付土地租賃付款指購入位於中國以中期租賃持有之土地之長期使用權益之預付款項。

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2007
截至二零零七年六月三十日止年度

17. Intangible Assets

17. 無形資產

Group

本集團

		Patents and technical know-how 專利權及 技術知識 HK\$'000 千港元	Deferred development costs 遞延 開發成本 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 July 2005	於二零零五年七月一日			
Cost	成本	1,673	6,317	7,990
Accumulated amortisation	累計攤銷	(1,070)	(3,306)	(4,376)
Net book amount	賬面淨值	603	3,011	3,614
Year ended 30 June 2006	截至二零零六年 六月三十日止年度			
Opening net book amount	年初賬面淨值	603	3,011	3,614
Amortisation	攤銷	(174)	(1,737)	(1,911)
Translation adjustment	匯兌調整	13	57	70
Net book amount	賬面淨值	442	1,331	1,773
At 30 June 2006 and 1 July 2006	於二零零六年 六月三十日及 二零零六年七月一日			
Cost	成本	1,705	6,437	8,142
Accumulated amortisation	累計攤銷	(1,263)	(5,106)	(6,369)
Net book amount	賬面淨值	442	1,331	1,773
Year ended 30 June 2007	截至二零零七年 六月三十日止年度			
Opening net book amount	年初賬面淨值	442	1,331	1,773
Addition	添置	3,708	-	3,708
Amortisation	攤銷	(575)	(1,425)	(2,000)
Translation adjustment	匯兌調整	37	108	145
Net book amount	賬面淨值	3,612	14	3,626
At 30 June 2007	於二零零七年六月三十日			
Cost	成本	5,552	6,961	12,513
Accumulated amortisation	累計攤銷	(1,940)	(6,947)	(8,887)
Net book amount	賬面淨值	3,612	14	3,626

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2007
截至二零零七年六月三十日止年度

18. Interests in Subsidiaries

18. 於附屬公司之權益

		Company 本公司	
		2007 二零零七年	2006 二零零六年
		HK\$'000 千港元	HK\$'000 千港元
Unlisted investments, at cost	非上市投資，按成本	39,952	39,952
Less : Provision for impairment	減：減值撥備	(10,261)	(6,261)
		29,691	33,691
Note :	附註：		
Due from subsidiaries	應收附屬公司之款項	18,902	23,018
Due to subsidiaries	應付附屬公司之款項	(7,619)	(3,277)

As at 30 June 2007, the balances with subsidiaries are unsecured, interest-free and repayable on demand. Accordingly, the amounts due from/(to) subsidiaries are classified as current assets/liabilities.

於二零零七年六月三十日，附屬公司之結餘乃無抵押、免息及於催繳時償還。因此，應收／(應付)附屬公司之款項乃列為流動資產／負債。

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18. Interests in Subsidiaries (continued)

Particulars of the principal subsidiaries as at 30 June 2007 are as follows :

Name 名稱	Place of incorporation/ establishment and operations 註冊成立/ 成立及 經營地點	Particulars of issued capital/ registered capital 已發行股本/ 註冊股本詳情	Percentage of equity attributable to the Group 本集團應佔 權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Vitop Bioenergy Limited 天年生物工程有限公司	British Virgin Islands ("BVI") 英屬處女群島 (「英屬處女群島」)	1 share of US\$1 each 每股面值1美元 之1股股份	100%	-	Investment holding 投資控股
Vitop Bioenergy (China) Ltd ("Vitop China")*	PRC	Registered capital of HK\$50,000,000	-	100%	Manufacturing and trading of BIOenergy® products, and trading of multi-functional water generators, healthcare food products and other healthcare products 生產及銷售天年素® 系列產品、銷售多 功能製水機、保健 食品及其他健康產品
天年生物(中國)有限公司* (「天年中國」)	中國	註冊股本 50,000,000港元			
Vitop Healthcare Product Limited 天年健康產品有限公司	Hong Kong 香港	2 shares of HK\$1 each 每股面值1港元 之2股股份	-	100%	Trading of BIOenergy® products 銷售天年素®系列產品
合肥天年美菱環保科技 有限責任公司**	PRC 中國	Registered capital of RMB5,840,000 註冊股本 人民幣5,840,000元	-	80%	Manufacturing and trading of multi-functional water generators 生產及銷售多功能製水機
Vitop International Limited ("VIL")	BVI 英屬處女群島	450,000 shares of US\$1 each 每股面值1美元 之450,000股股份	-	100%	Investment holding 投資控股

* Registered as wholly-foreign owned enterprise ("WFOE") under the PRC law.

** Registered as Sino-foreign joint venture under the PRC law.

The financial statements of the above subsidiaries are audited by Grant Thornton for statutory purpose or Group consolidation purpose.

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

18. 於附屬公司之權益 (續)

於二零零七年六月三十日，主要附屬公司之詳情如下：

* 根據中國法例註冊為外商獨資企業 (「外商獨資企業」)。

** 根據中國法例註冊為中外合營企業。

上述附屬公司之財務報表乃由均富會計師行為法定目的或本集團合併目的審核。

上表載列本公司之附屬公司，本公司董事認為，此等附屬公司主要影響本年度之業績或組成本集團之資產及負債之重要部份。本公司董事認為，倘提供其他附屬公司詳細資料會導致個別項目過長。

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19. Interests in a Jointly-controlled Entity

19. 於共同控制實體之權益

		Group 本集團	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Share of net assets	攤佔資產淨值	-	-
		Company 本公司	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Unlisted investments, at cost	非上市投資，按成本	-	1,328
Less : Provision for impairment	減：減值撥備	-	(1,328)
		-	-

On 12 December 2006, the Company entered into a sale and purchase agreement (the "Agreement") to dispose of its equity interest in Vitop OSG Environment Technology (Suzhou) Co. Ltd ("Vitop OSG"), representing approximately 40% of the total registered capital of Vitop OSG, to the joint venture partner at a consideration of Japanese Yen of 18,000,000 (equivalent to HK\$1,161,000), resulting in a gain on disposal of HK\$1,161,000. Vitop OSG is engaged in manufacture and trading of multi-functional water generators.

According to the Agreement, the Company's commitment in respect of further injection of outstanding capital to Vitop OSG which amounted to approximately HK\$2,857,000 was discharged upon completion of the disposal.

於二零零六年十二月十二日，本公司簽訂一項買賣協議（「協議」），以18,000,000日圓（約1,161,000港元）的代價向該合營夥伴出售於天年三愛環保科技（蘇州）有限公司（「天年三愛」）擁有的股權（相當於天年三愛已註冊股本總額約40%），故出售收益為1,161,000港元。天年三愛生產及銷售多功能製水機。

根據此協議，本公司於出售事項完成後已解除向天年三愛進一步注資約2,857,000港元的承諾。

20. Financial Assets Designated at Fair Value Through Profit or Loss

20. 指定為按公平值以溢利或虧損列賬之財務資產

		Group 本集團	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Structured notes with embedded derivatives, at fair value	內含衍生工具之結構性票據，按公平值	2,356	2,480

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20. Financial Assets Designated at Fair Value Through Profit or Loss (continued)

The structured notes with embedded derivatives as at 30 June 2007 were classified as financial assets designated at fair value through profit or loss. Fair value of the structured notes with embedded derivatives as at 30 June 2007 has been determined by reference to the quotation provided by the bank.

Financial assets designated at fair value through profit or loss are presented within the section on operating activities as part of changes in working capital in the cash flow statement.

21. Inventories

Raw materials	原材料
Work in progress	在製品
Finished goods	製成品
Less: Provision for obsolete and slow-moving finished goods	減：陳舊及滯銷製成品撥備

20. 指定為按公平值以溢利或虧損列賬之財務資產 (續)

於二零零七年六月三十日，內含衍生工具之結構性票據被指定為按公平值以溢利或虧損被列作財務資產。於二零零七年六月三十日之內含衍生工具之結構性票據乃參考銀行提供的報價而釐定。

指定為按公平值以溢利或虧損列賬之財務資產，於現金流量表之經營業務按營運資金變動其中部份呈列。

21. 存貨

		Group 本集團	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
		6,003	6,351
		4,673	3,994
		13,036	17,323
		23,712	27,668
		(10,952)	(8,572)
		12,760	19,096

22. Trade Receivables

The credit terms that the Group offers to customers are generally not more than 90 days. The ageing analysis of the Group's trade receivables at the balance sheet date is as follows :

Outstanding balances with ages:	根據賬齡劃分之未償還餘額：
Within 30 days	於30日內
Between 31 to 60 days	31至60日
Between 61 to 180 days	61至180日
Over 180 days	逾180日
Less: Provision for impairment	減：減值撥備

22. 貿易應收賬款

本集團給予客戶之信貸期一般不超過90日。本集團之貿易應收賬款於結算日之賬齡分析如下：

		Group 本集團	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
		1,264	1,661
		704	1,163
		1,044	1,683
		7,572	6,307
		10,584	10,814
		(8,358)	(6,047)
		2,226	4,767

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23. Cash and Bank Balances

23. 現金及銀行結存

		Group 本集團		Company 本公司	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Cash at banks and in hand	現金及銀行結存	11,322	9,350	20	11
Time deposits	定期存款	19,261	21,952	-	-
Total cash and bank balances	現金及銀行結存總額	30,583	31,302	20	11
Less: Pledged bank deposit for a bank loan facility	減：銀行貸款額度之已抵押銀行存款	(20)	(20)	-	-
		30,563	31,282	20	11

Cash at bank earns interest at floating rates based on daily bank deposit rates. Short-term bank deposits are made for a period of 12 months (2006 : periods ranged from one day and 12 months), and earn interest at the respective short-term time deposit rates, ranging from 0.25% to 1.98% (2006: 1.98% to 2.25%) per annum.

銀行現金按根據每日銀行存款利率計算之浮動利率計息。短期銀行存款至十二個月之時期存入銀行(二零零六年：由一日至十二月個月之時期)，並按各自之短期存款利率(年利率介乎0.25%至1.98%之間(二零零六年：1.98%至2.25%))計息。

As at the balance sheet date, the cash and bank balances of the Group denominated in Renminbi ("RMB") amounted to approximately HK\$30,202,000 (2006 : HK\$30,681,000). The RMB is not freely convertible into other currencies. However, under the PRC Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

於結算日，本集團以人民幣(「人民幣」)計值之現金及銀行結存約達30,202,000港元(二零零六年：30,681,000港元)。人民幣不得自由兌換為其他貨幣，惟根據中國外匯管制條例及結匯、售匯及付匯管理規定，本集團獲准透過獲授權進行外匯業務之銀行將人民幣兌換為其他貨幣。

24. Assets Classified as Held for Sale

24. 分類為可供銷售之資產

On 18 January 2006, Star Ocean Limited entered into a conditional sale and purchase agreement with 上海嘉翔工業開發有限公司 for the disposal of its 100% equity interest in Shanghai Heng Fai for a cash consideration of RMB7.5 million (equivalent to approximately HK\$7.7 million) (the "Disposal"). Shanghai Heng Fai is engaged in property investment in Shanghai, the PRC. The Disposal was completed during the year.

於二零零六年一月十八日，海洋星有限公司與上海嘉翔工業開發有限公司訂立一份有條件買賣協議，以出售其於上海巨輝之100%股本權益，代價為現金人民幣7,500,000元(約相等於7,700,000港元)(「出售事項」)。上海巨輝於中國上海從事物業投資。出售事項於年內完成。

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24. Assets Classified as Held for Sale (continued)

The major classes of assets and liabilities of Shanghai Heng Fai at 30 June 2006 which were classified as assets held for sale were as follows:

24. 分類為可供銷售之資產 (續)

於二零零六年六月三十日，上海亘輝列作可供銷售之資產之資產及負債之主要類別如下：

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	1,126
Prepaid land lease payments	預付土地租賃付款	7,300
Deposits, prepayments and other receivables	訂金、預付款項及其他應收賬款	62
Total assets classified as held for sale	列作可供銷售之總資產	8,488
Less: Impairment loss recognised on the remeasurement of assets of disposal group	減：重新計算出售資產已確認之減值虧損	(1,323)
Assets classified as held for sale	列作可供銷售之資產	7,165
Accrued liabilities and other payables associated with assets classified as held for sale	列作可供銷售之資產附帶之應計負債及其他應付賬款	(122)
Net assets of disposal of a subsidiary	出售一間附屬公司之資產淨值	7,043

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25. Trade Payables

The credit terms of trade payables varies according to the terms agreed with different suppliers. The ageing analysis of the Group's trade payables as at the balance sheet date is as follows :

		Group 本集團	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Outstanding balances with ages:	根據賬齡劃分之未償還餘額：		
Within 30 days	於30日內	3,677	3,608
Between 31 to 60 days	31至60日	741	1,880
Between 61 to 180 days	61至180日	979	1,392
Over 180 days	逾180日	1,020	2,068
		6,417	8,948

25. 貿易應付賬款

貿易應付賬款之信貸期因與不同供應商協定之時間而異。本集團之貿易應付賬款於結算日之賬齡分析如下：

26. Interest-bearing Bank Loans

		Original currency 原幣	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Bank loans, secured	銀行貸款，有抵押	HK\$港元	2,612	3,889
Analysed into :	分析如下：			
Bank loans repayable	須於以下期間償還之 銀行貸款			
– within one year	– 一年內		1,842	2,276
– in the second year	– 第二年		770	847
– in the third to fifth years, inclusive	– 第三年至第五年 (包括首尾兩年)		–	766
			2,612	3,889
Less : Amounts due within one year included in current liabilities	減：計入流動負債項下之 一年內到期之款項		(1,842)	(2,276)
Amounts due after one year included in non-current liabilities	計入非流動負債項下之 一年後到期之款項		770	1,613

26. 計息銀行貸款

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26. Interest-bearing Bank Loans (continued)

The Group's bank loan facility amounting to HK\$5,000,000 (2006 : HK\$5,000,000), of which HK\$2,612,000 (2006 : HK\$3,889,000) has been utilised as at the balance sheet date. The facility is secured by the Group's financial assets designated at fair value through profit or loss amounting to HK\$2,356,000 (note 20) and a pledged bank deposit of HK\$20,000 (note 23) and supported by a corporate guarantee executed by the Company (note 31).

All bank loans of the Group are floating interest rate bank loans. The interest rates of the Group's bank loans ranged from 4.5% to 7.1% (2006 : 4.3% to 8.3%) per annum.

26. 計息銀行貸款 (續)

本集團的銀行貸款額度金額為5,000,000港元(二零零六年: 5,000,000港元),於結算日,其中2,612,000港元(二零零六年: 3,889,000港元)已被動用。該額度乃以本集團指定為按公平值以溢利或虧損列賬之財務資產2,356,000港元(附註20)及已抵押銀行存款20,000港元(附註23)作抵押,並由本公司提供之公司擔保支持(附註31)。

本集團所有銀行貸款均以浮動利率計息。本集團銀行貸款之年利率由4.5%至7.1%(二零零六年: 4.3%至8.3%)不等。

27. Share Capital

27. 股本

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Authorised:	法定:		
20,000,000,000 ordinary shares of HK\$0.025 each	20,000,000,000股每股面值0.025港元之普通股	500,000	500,000
Issued and fully paid:	已發行及繳足:		
698,543,104 ordinary shares of HK\$0.025 each	698,543,104股每股面值0.025港元之普通股	17,464	17,464

A summary of movements in the authorised and issued share capital of the Company is as follows :

本公司法定及已發行股本變動概要如下:

		Number of authorised shares 法定 股份數目	Number of shares issued 已發行 股份數目	Nominal value of shares issued 已發行 股份面值 HK\$'000 千港元
At 1 July 2005	於二零零五年七月一日	20,000,000,000	681,923,748	17,048
Shares issued as scrip dividends (Note)	以股代息發行之股份(附註)	-	16,619,356	416
At 30 June 2006 and 30 June 2007	於二零零六年六月三十日及 二零零七年六月三十日	20,000,000,000	698,543,104	17,464

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27. Share Capital (continued)

Note:

During the year ended 30 June 2006, a total of 16,619,356 shares were issued under the scrip dividend scheme of the Company for the payment of 2005 final dividend.

28. Share Option Scheme

In connection with the listing of the Company's shares on the Main Board of the Stock Exchange, the Company conditionally adopted a share option scheme (the "Scheme") pursuant to an ordinary resolution passed by the shareholders of the Company on 23 January 2003. The Scheme became effective on 10 February 2003 upon the listing of the Company's shares on the Main Board of the Stock Exchange by way of introduction and, unless otherwise cancelled or amended, the Scheme remains in force for ten years from that date.

The purpose of the Scheme is to provide incentives or rewards to participants for their contribution to the Group or any entity in which the Group has an equity interest (the "Invested Entity") and/or to enable the Group or an Invested Entity to recruit and retain high-calibre employees and attract human resources that are valuable to the Group or an Invested Entity.

The participants of the Scheme include: (a) any employee (whether full time or part time employee, including any executive director but not any non-executive director) of the Company, any of its subsidiaries or any Invested Entity; (b) any non-executive director (including any independent non-executive director) of the Company, any of its subsidiaries or any Invested Entity; (c) any supplier of goods or services to any member of the Group or any Invested Entity; (d) any customer of the Group or any Invested Entity; (e) any person or entity that provides research, development or other technological support to the Group or any Invested Entity; and (f) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity.

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

27. 股本 (續)

附註：

截至二零零六年六月三十日止年度，根據本公司之以股代息計劃合共發行16,619,356股股份以派付二零零五年末期股息。

28. 購股權計劃

就本公司股份於聯交所主板上市，本公司根據一項由本公司股東於二零零三年一月二十三日通過之普通決議案，有條件採納一項購股權計劃（「計劃」）。計劃已自本公司股份以介紹方式在聯交所主板上市後於二零零三年二月十日起生效，且計劃（除已註銷或經修訂外）由當日起計十年內一直有效。

計劃旨在向對本集團或本集團持有股本權益之任何實體（「投資實體」）有所貢獻之參與者提供獎勵或獎賞，及／或使本集團或投資實體有能力招攬及挽留高質素僱員，以及吸引寶貴人才加入本集團或投資實體。

計劃之參與者包括：(a)本公司、其任何附屬公司或任何投資實體之任何僱員（不論全職或兼職僱員，包括任何執行董事，惟不包括任何非執行董事）；(b)本公司、其任何附屬公司或任何投資實體之任何非執行董事（包括任何獨立非執行董事）；(c)本集團任何成員公司或任何投資實體之任何貨品或服務供應商；(d)本集團或任何投資實體之任何客戶；(e)向本集團或任何投資實體提供研究、開發或其他技術支援之任何人士或實體；及(f)本集團任何成員公司或任何投資實體之任何股東，或本集團任何成員公司或任何投資實體所發行任何證券之任何持有人。

向本公司董事、行政總裁或主要股東或彼等任何聯繫人士授予之購股權須獲本公司獨立非執行董事事先批准。此外，授予本公司主要股東或獨立非執行董事或彼等任何聯繫人士之任何購股權，如超逾截至授出當日12個月內任何時間之本公司已發行股份0.1%，且根據本公司股份於授出當日之收市價計算所得總值超逾5,000,000港元，則須於股東大會上獲股東事先批准。

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For the year ended 30 June 2007
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28. Share Option Scheme (continued)

The total number of shares of the Company in respect of which options may be granted under the Scheme must not exceed 69,854,310 shares, being 10% of the total number of shares of the Company in issue on the date when the 10% Scheme limit has been refreshed. The 10% Scheme limit was refreshed at the extraordinary general meeting of the Company held on 22 December 2006. The total number of shares in respect of which options are issuable under the Scheme was 79,151,364, representing approximately 11.33% of the issued share capital of the Company at 30 June 2007.

The total number of shares of the Company issued and to be issued upon exercise of the options granted and to be granted to each participant (including exercised and outstanding options) in any twelve-month period up to the date of grant shall not exceed 1% of the total number of shares of the Company in issue as at the date of grant (the "Individual Limit"). Any further grant of options in excess of the Individual Limit must be subject to shareholders' approval in general meeting with such participant and his or her associates abstaining from voting.

An option may be exercised at any time during a period as the board of directors of the Company (the "Board") may determine which shall not be more than ten years from the date of grant of the option.

Save as determined by the Board, there is no minimum period for which an option must be held before it can be exercised.

The acceptance of an offer of the grant of an option must be made within 28 days from the date upon which such offer is made with a non-refundable payment of HK\$1.00 from the grantee to the Company by way of consideration for the grant thereof.

The subscription price of a share of the Company in respect of any option shall be such price as the Board in its absolute discretion shall determine, save that such price will not be lower than the highest of: (a) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date of grant of the option, which must be a trading day; (b) the average closing price of the shares as stated in the Stock Exchange's daily quotations sheets for the five trading days immediately preceding the date of grant of the option; and (c) the nominal value of the share.

Subject to earlier termination of the Company by resolution in general meeting, the Scheme shall be valid and effective till 9 February 2013. After the expiry of such valid period, no further options will be offered but in all other respects the provisions of the Scheme shall remain in full force and effect.

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

28. 購股權計劃 (續)

根據計劃可授出之購股權而予以發行之本公司股份總數，不得超過69,854,310股，即於10%計劃限額更新當日本公司已發行股份總數之10%。10%計劃限額已於本公司在二零零六年十二月二十二日舉行之股東特別大會上更新。根據計劃可發行之購股權而予以發行之股份總數為79,151,364股，佔於二零零七年六月三十日本公司已發行股本約11.33%。

於截至授出購股權當日任何12個月期內所授予及將授予各參與者之購股權(包括已行使及尚未行使之購股權)獲行使而已發行及將予發行之本公司股份總數，不得超逾授出購股權當日本公司已發行股份總數之1% (「個人上限」)。凡進一步授出超逾個人上限之購股權，均須經股東在股東大會上批准，惟有關參與者及其聯繫人士必須放棄投票。

購股權可於本公司董事會(「董事會」)決定之期間內隨時予以行使，惟購股權之行使期不得超逾授出購股權當日起計10年。

除董事會另有指定外，購股權在可予行使前並無任何最短持有期限。

授予購股權之建議必須於該建議提出日期起計28日內獲接納，承授人須支付1.00港元之不可退還款項，作為授予有關購股權之代價。

就任何購股權所涉及之本公司股份之每股認購價均由董事會全權酌情釐定，惟不得低於以下各項之最高者：(a)於授出購股權當日(必須為交易日)聯交所每日報價表所列之股份收市價；(b)於緊接購股權授出日期前5個交易日聯交所每日報價表所列之股份平均收市價；及(c)股份面值。

計劃將一直有效，直至二零一三年二月九日為止，惟本公司可在股東大會上提呈決議案提早終止計劃。計劃之有效期屆滿後，將不會提呈授出任何購股權，惟計劃之條款於所有其他方面將一直具有十足效力。

購股權並無賦予持有人收取股息或於股東大會上投票之權利。

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28. Share Option Scheme (continued)

Particulars of the share options granted and remained outstanding under the Scheme during the year ended 30 June 2007 were as follows:

Name or category of participant 參與者姓名或類別	Number of share options 購股權數目				At 30 June 2007 於二零零七年 六月三十日	Date of grant* 授出日期*	Exercise period 行使期	Exercise price** 行使價** HK\$ 港元
	At 1 July 2006 於二零零六年 七月一日	Granted during the year 年內已授出	Lapsed during the year 年內已失效	Exercised during the year 年內已行使				
Directors: 董事:								
Ma Yufeng 馬余鋒	4,151,700	-	(4,151,700)	-	-	4 Nov 2003 二零零三年 十一月四日	4 Nov 2003 to 4 Nov 2006 二零零三年 十一月四日至 二零零六年 十一月四日	0.30
Liu Jun 劉俊	4,151,700	-	(4,151,700)	-	-	4 Nov 2003 二零零三年 十一月四日	4 Nov 2003 to 4 Nov 2006 二零零三年 十一月四日至 二零零六年 十一月四日	0.30
Chan Yuk Tong 陳育棠	-	10,000,000	-	-	10,000,000	5 Dec 2006 二零零六年 十二月五日	5 Dec 2006 to 4 Dec 2011 二零零六年 十二月五日至 二零一一年 十二月四日	0.10
Ying Yoke Nean 英沃年	-	14,000,000	-	-	14,000,000	5 Dec 2006 二零零六年 十二月五日	5 Dec 2006 to 4 Dec 2011 二零零六年 十二月五日至 二零一一年 十二月四日	0.10
	8,303,400	24,000,000	(8,303,400)	-	24,000,000			

28. 購股權計劃 (續)

截至二零零七年六月三十日止年度，根據計劃獲授出及尚未行使之購股權詳情如下：

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28. Share Option Scheme (continued)

28. 購股權計劃 (續)

Name or category of participant 參與者姓名或類別	Number of share options 購股權數目				At 30 June 2007 於二零零七年 六月三十日	Date of grant* 授出日期*	Exercise period 行使期	Exercise price** 行使價** HK\$ 港元
	At 1 July 2006 於二零零六年 七月一日	Granted during the year 年內已授出	Lapsed during the year 年內已失效	Exercised during the year 年內已行使				
Other employees: 其他僱員：								
In aggregate 總計	6,421,700	-	(6,421,700)	-	-	4 Nov 2003 二零零三年 十一月四日	4 Nov 2003 to 4 Nov 2006 二零零三年 十一月四日至 二零零六年 十一月四日	0.30
In aggregate 總計	2,100,000	-	(2,100,000)	-	-	1 Jun 2004 二零零四年 六月一日	1 Jun 2004 to 31 May 2007 二零零四年 六月一日至 二零零七年 五月三十一日	0.425
In aggregate 總計	18,101,364	-	(2,200,000)	-	15,901,364	14 Oct 2004 二零零四年 十月十四日	14 Oct 2004 to 13 Oct 2007 二零零四年 十月十四日至 二零零七年 十月十三日	0.371
In aggregate 總計	5,000,000	-	(5,000,000)	-	-	5 Jan 2004 二零零四年 一月五日	5 Jan 2004 to 4 Jan 2009 二零零四年 一月五日至 二零零九年 一月四日	0.495
In aggregate 總計	-	20,000,000	-	-	20,000,000	5 Dec 2006 二零零六年 十二月五日	5 Dec 2006 to 4 Dec 2011 二零零六年 十二月五日至 二零一一年 十二月四日	0.10
	31,623,064	20,000,000	(15,721,700)	-	35,901,364			
Suppliers: 供應商：								
In aggregate 總計	9,000,000	-	-	-	9,000,000	14 Oct 2004 二零零四年 十月十四日	14 Oct 2004 to 13 Oct 2007 二零零四年 十月十四日至 二零零七年 十月十三日	0.371
In aggregate 總計	6,000,000	-	-	-	6,000,000	28 Oct. 2004 二零零四年 十月二十八日	28 Oct 2004 to 27 Oct 2009 二零零四年 十月二十八日至 二零零九年 十月二十七日	0.355
	15,000,000	-	-	-	15,000,000			
Customers: 客戶：								
In aggregate 總計	70,000	-	(70,000)	-	-	4 Nov 2003 二零零三年 十一月四日	4 Nov 2003 to 4 Nov 2006 二零零三年 十一月四日至 二零零六年 十一月四日	0.30
In aggregate 總計	4,250,000	-	-	-	4,250,000	14 Oct 2004 二零零四年 十月十四日	14 Oct 2004 to 13 Oct 2007 二零零四年 十月十四日至 二零零七年 十月十三日	0.371
	4,320,000	-	(70,000)	-	4,250,000			
	59,246,464	44,000,000	(24,095,100)	-	79,151,364			

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28. Share Option Scheme (continued)

Particulars of the share options granted and remained outstanding under the Scheme during the year ended 30 June 2006 were as follows:

28. 購股權計劃 (續)

截至二零零六年六月三十日止年度，根據計劃獲授出及尚未行使之購股權詳情如下：

Name or category of participant 參與者姓名或類別	Number of share options 購股權數目					At 30 June 2006 於二零零六年六月三十日	Date of grant* 授出日期*	Exercise period 行使期	Exercise price** 行使價** HK\$ 港元
	At 1 July 2005 於二零零五年七月一日	Granted during the year 年內已授出	Reclassification 重新分類	Lapsed during the year 年內已失效	Exercised during the year 年內已行使				
Directors: 董事:									
Hung Kai So 洪繼蘇	1,600,000	-	-	(1,600,000)	-	-	30 Apr 2003 二零零三年四月三十日	30 Apr 2003 to 30 Apr 2006 二零零三年四月三十日至 二零零六年四月三十日	0.25
Kam Ioi 金銳	1,600,000	-	-	(1,600,000)	-	-	30 Apr 2003 二零零三年四月三十日	30 Apr 2003 to 30 Apr 2006 二零零三年四月三十日至 二零零六年四月三十日	0.25
Ma Yufeng 馬余鋒	2,500,000	-	-	(2,500,000)	-	-	30 Apr 2003 二零零三年四月三十日	30 Apr 2003 to 30 Apr 2006 二零零三年四月三十日至 二零零六年四月三十日	0.25
	4,151,700	-	-	-	-	4,151,700	4 Nov 2003 二零零三年十一月四日	4 Nov 2003 to 4 Nov 2006 二零零三年十一月四日至 二零零六年十一月四日	0.30
Liu Jun 劉俊	2,500,000	-	-	(2,500,000)	-	-	30 Apr 2003 二零零三年四月三十日	30 Apr 2003 to 30 Apr 2006 二零零三年四月三十日至 二零零六年四月三十日	0.25
	4,151,700	-	-	-	-	4,151,700	4 Nov 2003 二零零三年十一月四日	4 Nov 2003 to 4 Nov 2006 二零零三年十一月四日至 二零零六年十一月四日	0.30
Lee Kwok Ming (resigned as a director of the Company on 5 January 2006) 李國明 (於二零零六年 一月五日退任本公司董事)	20,000,000	-	(5,000,000)	(15,000,000)	-	-	5 Jan 2004 二零零四年一月五日	5 Jan 2004 to 4 Jan 2009 二零零四年一月五日至 二零零九年一月四日	0.495
	36,503,400	-	(5,000,000)	(23,200,000)	-	8,303,400			
Other employees: 其他僱員:									
In aggregate 總計	3,250,000	-	-	(3,250,000)	-	-	30 Apr 2003 二零零三年四月三十日	30 Apr 2003 to 30 Apr 2006 二零零三年四月三十日至 二零零六年四月三十日	0.25
In aggregate 總計	7,791,700	-	(70,000)	(1,300,000)	-	6,421,700	4 Nov 2003 二零零三年十一月四日	4 Nov 2003 to 4 Nov 2006 二零零三年十一月四日至 二零零六年十一月四日	0.30
In aggregate 總計	2,700,000	-	-	(600,000)	-	2,100,000	1 Jun 2004 二零零四年六月一日	1 Jun 2004 to 31 May 2007 二零零四年六月一日至 二零零七年五月三十一日	0.425
In aggregate 總計	19,001,364	-	(100,000)	(800,000)	-	18,101,364	14 Oct 2004 二零零四年十月十四日	14 Oct 2004 to 13 Oct 2007 二零零四年十月十四日至 二零零七年十月十三日	0.371
In aggregate 總計	-	-	5,000,000	-	-	5,000,000	5 Jan 2004 二零零四年一月五日	5 Jan 2004 to 4 Jan 2009 二零零四年一月五日至 二零零九年一月四日	0.495
	32,743,064	-	4,830,000	(5,950,000)	-	31,623,064			
Suppliers: 供應商:									
In aggregate 總計	1,500,000	-	-	(1,500,000)	-	-	30 Apr 2003 二零零三年四月三十日	30 Apr 2003 to 30 Apr 2006 二零零三年四月三十日至 二零零六年四月三十日	0.25
In aggregate 總計	9,000,000	-	-	-	-	9,000,000	14 Oct 2004 二零零四年十月十四日	14 Oct 2004 to 13 Oct 2007 二零零四年十月十四日至 二零零七年十月十三日	0.371
In aggregate 總計	6,000,000	-	-	-	-	6,000,000	28 Oct 2004 二零零四年十月二十八日	28 Oct 2004 to 27 Oct 2009 二零零四年十月二十八日至 二零零九年十月二十七日	0.355
	16,500,000	-	-	(1,500,000)	-	15,000,000			
Customers: 客戶:									
In aggregate 總計	2,805,000	-	-	(2,805,000)	-	-	30 Apr 2003 二零零三年四月三十日	30 Apr 2003 to 30 Apr 2006 二零零三年四月三十日至 二零零六年四月三十日	0.25
In aggregate 總計	-	-	70,000	-	-	70,000	4 Nov 2003 二零零三年十一月四日	4 Nov 2003 to 4 Nov 2006 二零零三年十一月四日至 二零零六年十一月四日	0.30
In aggregate 總計	4,150,000	-	100,000	-	-	4,250,000	14 Oct 2004 二零零四年十月十四日	14 Oct 2004 to 13 Oct 2007 二零零四年十月十四日至 二零零七年十月十三日	0.371
	6,955,000	-	170,000	(2,805,000)	-	4,320,000			
	92,701,464	-	-	(33,455,000)	-	59,246,464			

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28. Share Option Scheme (continued)

- * The vesting period of the share options is from the date of the grant until the commencement of the exercise period.
- ** The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.

The share options granted on 30 April 2003 shall be vested and exercisable up to 30%, 60% and 100% on or before 30 April 2004, 2005 and 2006, respectively, for all grantees under the Scheme.

The share options granted on 4 November 2003 shall be vested and exercisable up to 30%, 60% and 100% on or before 4 November 2004, 2005 and 2006, respectively, for grantees other than the directors of the Company.

The share options for subscribing for 5,000,000 shares granted on 5 January 2004 shall be exercisable for a period of five years commencing on 5 January 2004 provided that Mr. Lee Kwok Ming shall only be entitled to exercise the share options to subscribe for not more than 5,000,000 shares upon the occurrence of one of the events of (i) upon the expiration of the twelve-month period commencing from 5 January 2004; (ii) the audited financial results of the Group for the year ended 30 June 2005 is not less than HK\$25,000,000; (iii) upon the expiration of his two-year service term commencing from 5 January 2004; and (iv) the audited financial results of the Group for the year ended 30 June 2006 is not less than HK\$50,000,000 pursuant to a letter agreement dated 4 January 2006 and entered into between the Company and Mr. Lee Kwok Ming in respect of his re-designation as consultant of the Company following his resignation as a director of the Company on 5 January 2006. In the event the 2005 and 2006 financial results is less than the respective amounts as stated in (ii) and (iv), the share option to subscribe for not more than 5,000,000 shares upon the occurrence of each of the events stipulated in (ii) and (iv) shall lapse automatically upon publication of 2005 and 2006 financial results.

The share options granted on 1 June 2004 shall be vested and exercisable up to 30%, 60% and 100% on or before 31 May 2005, 2006 and 2007, respectively, by the grantees.

28. 購股權計劃 (續)

- * 購股權之歸屬期由授出日期起直至行使期開始為止。
- ** 在供股或發行紅股或本公司股本出現其他類似變動之情況下，購股權之行使價或會調整。

所有於二零零三年四月三十日根據計劃獲授予購股權之承授人，於二零零四年、二零零五年及二零零六年四月三十日或之前歸屬及最多可分別行使30%、60%及100%購股權。

於二零零三年十一月四日獲授予購股權之承授人(除本公司董事以外)，於二零零四年、二零零五年及二零零六年十一月四日或之前，最多可分別行使30%、60%及100%購股權。

根據本公司與李國明先生於二零零六年一月四日訂立之函件協議(內容有關李國明先生於二零零六年一月五日辭任本公司董事後轉任為本公司顧問)，於二零零四年一月五日授出可認購5,000,000股股份之購股權自二零零四年一月五日起計，行使期為五年，惟倘出現以下一個情況，李國明先生僅獲授予行使購股權以行使不超過5,000,000股股份：(i)由二零零四年一月五日開始十二個月之期屆滿；(ii)本集團截至二零零五年六月三十日止年度之經審核財務業績不少於25,000,000港元；(iii)彼由二零零四年一月五日開始兩年之服務年期屆滿；及(iv)本集團截至二零零六年六月三十日止年度之經審核財務業績不少於50,000,000港元。倘二零零五年及二零零六年之財務業績分別少於上文(ii)及(iv)所述之金額，於出現(ii)及(iv)之兩個情況時認購不超過5,000,000股股份之購股權在刊發二零零五年及二零零六年之財務業績後將自動失效。

於二零零四年六月一日獲授予購股權之承授人，於二零零五年、二零零六年及二零零七年五月三十一日或之前歸屬及最多可分別行使30%、60%及100%購股權。

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財務報表附註

For the year ended 30 June 2007
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28. Share Option Scheme (continued)

The share options granted on 14 October 2004 shall be vested and exercisable up to 30%, 60% and 100% on or before 13 October 2005, 2006 and 2007, respectively, by the grantees.

The share options granted on 28 October 2004 shall be vested and exercisable as to 2,000,000 share options on execution of the marketing service agreement dated 28 October 2004 and entered into between the Company and the grantee, and as to 4,000,000 share options on completion of the marketing services provided by the grantee.

The share options granted on 5 December 2006 to Mr. Chan Yuk Tong shall be exercisable as to 2,250,000, 3,500,000 and 4,250,000 share options upon the conditions that the audited financial results of the Group for the years ending 30 June 2007, 2008 and 2009 are not less than HK\$0, HK\$10,000,000 and HK\$20,000,000 respectively, from the date of the publication of the audited financial results of respective year up to the date falling five years from the date of grant. The share options shall lapse automatically if the above conditions are not met.

The share options granted on 5 December 2006 to Mr. Ying Yoke Nean shall be exercisable as to 3,150,000, 4,900,000 and 5,950,000 share options upon the conditions that the audited financial results of the Group for the years ending 30 June 2007, 2008 and 2009 are not less than HK\$0, HK\$10,000,000 and HK\$20,000,000 respectively, from the date of the publication of the audited financial results of respective year up to the date falling five years from the date of grant. The share options shall lapse automatically if the above conditions are not met.

The share options granted on 5 December 2006 to an employee shall be exercisable as to 4,500,000, 7,000,000 and 8,500,000 share options upon the conditions that the audited financial results of the Group for the years ending 30 June 2007, 2008 and 2009 are not less than HK\$0, HK\$10,000,000 and HK\$20,000,000 respectively, from the date of the publication of the audited financial results of respective year up to the date falling five years from the date of grant. The share options shall lapse automatically if the above conditions are not met.

All share-based employee compensation will be settled in equity. The Group has no legal or constructive obligation to repurchase or settle the options.

28. 購股權計劃 (續)

於二零零四年十月十四日獲授予購股權之承授人，於二零零五年、二零零六年及二零零七年十月十三日或之前最多可分別行使30%、60%及100%購股權。

於二零零四年十月二十八日獲授予購股權之承授人，可於與本公司簽署訂立日期為二零零四年十月二十八日之營銷服務協議後歸屬及行使其中2,000,000份購股權，另外4,000,000份購股權於承授人完成提供營銷服務後行使。

於二零零六年十二月五日授予陳育棠先生購股權，當本集團截至二零零七年、二零零八年及二零零九年六月三十日止年度之已審核財務業績(由公佈相應年度之已審核財務業績日期起至授予日期五年後)，業績分別不少於0港元、10,000,000港元及20,000,000港元，可行使2,250,000、3,500,000及4,250,000購股權。倘上述條件未能達到，購股權將自動失效。

於二零零六年十二月五日授予英沃年先生購股權，當本集團截至二零零七年、二零零八年及二零零九年六月三十日止年度之已審核財務業績(由公佈相應年度之已審核財務業績日期起至授予日期五年後)，業績分別不少於0港元、10,000,000港元及20,000,000港元，可行使3,150,000、4,900,000及5,950,000購股權。倘上述條件未能達到，購股權將自動失效。

於二零零六年十二月五日授予一名僱員購股權，當本集團截至二零零七年、二零零八年及二零零九年六月三十日止年度之已審核財務業績(由公佈相應年度之已審核財務業績日期起至授予日期五年後)，業績分別不少於0港元、10,000,000港元及20,000,000港元，可行使4,500,000、7,000,000及8,500,000購股權。倘上述條件未能達到，購股權將自動失效。

所有以股份支付之僱員薪酬將以股權償付。本集團並無法律推定責任購回或償付購股權。

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財務報表附註

For the year ended 30 June 2007
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28. Share Option Scheme (continued)

Share options and weighted average exercise price are as follows for the reporting periods presented :

		2007 二零零七年		2006 二零零六年	
		Number 數目	Weighted average exercise price 加權平均 行使價	Number 數目	Weighted average exercise price 加權平均 行使價
Outstanding at 1 July 於七月一日 尚未行使		59,246,464	0.364	92,701,464	0.365
Granted 已授出		44,000,000	0.10	–	–
Lapsed 已失效		(24,095,100)	0.358	(33,455,000)	0.368
Outstanding at 30 June 於六月三十日 尚未行使		79,151,364	0.219	59,246,464	0.364

For share options outstanding at the end of the year, the weighted average remaining contractual life is 2.75 (2006: 1.35) years from the date of this annual report.

29. Reserves

Group

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on page 42 of the financial statements.

The share premium account of the Group mainly includes: (i) shares issued at a premium; and (ii) the difference between the nominal value of the share capital of the subsidiaries acquired pursuant to the reorganisation scheme (the "Group Reorganisation") in preparation for the public listing of the Company's shares on the GEM of the Stock Exchange over the nominal value of the share capital of the Company issued in exchange therefor.

The Group's capital reserve represented the amount of retained earnings of Vitop China applied for the increase in its registered and paid-up capital.

28. 購股權計劃 (續)

於報告期間呈報之購股權及加權平均行使價：

於年終尚未行使購股權之加權平均剩餘合約年期為2.75 (二零零六年：1.35) 年 (由本年報日期起計)。

29. 儲備

本集團

本集團於本年度及過往年度之儲備數額及有關變動載於財務報表第42頁之綜合權益變動表內。

本集團股份溢價賬主要包括：(i)以溢價發行之股份；及(ii)根據為籌備本公司股份在聯交所創業板公開上市之重組計劃(「集團重組」)，所收購附屬公司之股本面值與用作交換之本公司已發行股本面值之差額。

本集團之資本儲備指用作增加天年中國註冊及已繳資本之天年中國保留溢利金額。

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2007
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29. Reserves (continued)

Group (continued)

In accordance with the relevant PRC regulations applicable to WOFE, Vitop China, being the wholly-owned subsidiary of the Company, is required to transfer 10% of their profit after tax, if any, to the statutory reserve until the balance of the fund reach 50% of their respective registered capital. Subject to certain restrictions as set out in the relevant PRC regulations, the statutory reserve may be used to offset against their respective accumulated losses.

Company

29. 儲備 (續)

本集團 (續)

按照有關適用於外商獨資企業之中國規例，本公司全資附屬公司天年中國須轉撥其除稅後溢利(如有) 10%至法定儲備，直至基金結餘達至彼等各自之註冊資本之50%。根據有關中國規例所載之若干限制，法定儲備可用作抵銷彼等各自之累計虧損。

本公司

		Share premium	Capital redemption reserve	Accumulated losses	Total
		股份溢價	贖回儲備	累計虧損	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
At 1 July 2005	於二零零五年 七月一日	49,447	29	(4,606)	44,870
New shares issued as scrip dividend	以股代息發行之 新股份	2,635	-	-	2,635
Net loss for the year – Total recognised income and expense for the year	本年度虧損淨額 – 本年度已 確認收入 及開支總額	-	-	(11,930)	(11,930)
At 30 June 2006 and 1 July 2006	於二零零六年 六月三十日及 二零零六年 七月一日	52,082	29	(16,536)	35,575
Net loss for the year – Total recognised income and expense for the year	本年度虧損淨額 – 本年度已 確認收入及 開支總額	-	-	(9,090)	(9,090)
At 30 June 2007	於二零零七年 六月三十日	52,082	29	(25,626)	26,485

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2007
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29. Reserves (continued)

Company (continued)

The share premium account of the Company mainly includes: (i) shares issued at a premium; and (ii) the difference between the nominal value of the share capital of the Company issued in exchange for the issued share capital of the subsidiaries and the value of the underlying net assets of the subsidiaries acquired pursuant to the Group Reorganisation. Under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, the share premium account is distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as and when they fall due in the ordinary course of business.

30. Commitments

(a) Operating lease commitment

The Group leases certain of its offices, factory and machinery and equipment under non-cancellable operating lease arrangements with lease terms ranging from one to five years.

As at 30 June 2007, the total future minimum lease payments under non-cancellable operating leases are payable as follows :

Within one year	一年內
In the second to fifth years	第二至第五年

The Company did not have any significant operating lease arrangements as at the balance sheet date (2006: Nil).

29. 儲備 (續)

本公司 (續)

本公司股份溢價賬主要包括：(i)以溢價發行之股份；及(ii)根據集團重組，以用作交換附屬公司已發行股本之本公司股本面值與所收購附屬公司相關資產淨值之差額。根據開曼群島公司法第22章（一九六一年第三本，經綜合及修訂），只要在緊隨建議派發股息之日期後，本公司將有能力償還在日常業務過程中到期之債務，則股份溢價賬乃為可分派予本公司股東。

30. 承擔

(a) 經營租賃承擔

本集團根據不可撤銷經營租賃安排租賃其若干寫字樓、工廠及機器及設備，年期介乎一至五年。

於二零零七年六月三十日，不可撤銷經營租約之應付未來最低租金總額如下：

		Group 本集團	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Within one year	一年內	2,408	1,829
In the second to fifth years	第二至第五年	1,011	1,719
		3,419	3,548

本公司於結算日並無任何重大經營租約安排（二零零六年：無）。

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2007
截至二零零七年六月三十日止年度

30. Commitments (continued)

(b) Other commitment

Commitments in respect of : 有關下列項目之承擔：
 – property, plant and equipment contracted, – 已訂約但未撥備之物業、廠房及設備
 but not provided for
 – others – 其他

		Group 本集團	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
		1,751	1,751
		-	952
		1,751	2,703

The Company did not have any significant other commitments as at the balance sheet date (2006 : Nil).

30. 承擔 (續)

(b) 其他承擔

於結算日，本公司並無任何其他重大承擔(二零零六年：無)。

31. Contingent Liabilities

- (a) The Company has executed a corporate guarantee amounting to HK\$5,000,000 (2006 : HK\$5,000,000) with respect to a bank loan to one of its subsidiaries (note 26). Under the guarantee, the Company would be liable to pay the bank if the bank is unable to recover the loan. At the balance sheet date, no provision for the Company's obligation under the guarantee has been made as the directors considered that it was not probable that the repayment of the loan would be in default.
- (b) In November 2006, a lawsuit alleging breach of products purchase agreement was brought by a supplier against a subsidiary of the Company. The supplier was claiming a damage amounting to approximately RMB14,200,000 (equivalent to HK\$14,600,000). The subsidiary then filed an answer denying the allegation and counterclaim. The lawsuit was heard in the intermediate People's Court of the PRC in Zhuhai, Guangdong Province, on 27 March 2007, 11 May 2007 and 27 June 2007 respectively and is still pending for the judgement to be delivered. After taking into account of legal advices from solicitors, the directors consider that the subsidiary has a good defence against such claim and no provision have therefore been made in the financial statements.

31. 或然負債

- (a) 本集團銀行貸款額度金額為5,000,000港元(二零零六年：5,000,000港元)(附註26)，由本公司提供其附屬公司擔保支持。根據條款，本公司承受貸方所有未償還金額。於結算日，本公司董事認為該貸款不會違約而不需要作出任何撥備。
- (b) 於二零零六年十一月，一間供應商宣稱本公司一間附屬公司違反產品購買協議並向該附屬公司提出訴訟。供應商索償人民幣14,200,000元(相等於14,600,000港元)。該附屬公司否認違反協議及提出反索償。該訴訟分別於二零零七年三月二十七日、二零零七年五月十一日及二零零七年六月二十七日於中國廣東省珠海市中级人民法院聆訊，到目前為止該訴訟仍未裁決。經考慮律師之法律意見後，董事認為該附屬公司對該索償有充分之抗辯理由，故並無於財務報表中作出任何撥備。

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2007
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31. Contingent Liabilities (continued)

Save as disclosed above, neither the Group nor the Company had any significant contingent liabilities at the balance sheet date.

31. 或然負債 (續)

除上述披露者外，於結算日，本集團或本公司並無任何重大或然負債。

32. Note to the Consolidated Cash Flow Statement

Disposal of subsidiaries

32. 綜合現金流量表附註

出售附屬公司

		2007 二零零七年 HK\$'000 千港元
Net assets disposed of :	出售下列項目之資產淨值：	
Property, plant and equipment	物業、廠房及設備	1,126
Prepaid land lease payments	預付土地租賃付款	5,977
Deposits, prepayments and other receivables	訂金、預付款項及其他應收賬款	62
Accrued liabilities and other payables	應計負債及其他應付賬款	(122)
		7,043
Gain on disposal of subsidiaries	出售附屬公司之收益	682
Consideration	代價	7,725
Satisfied by :	支付方式為：	
Cash	現金	7,725

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2007
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33. Related Party Transactions

Save as disclosed elsewhere in these financial statements, the Group had the following material transactions with certain related parties :

(a)

	Notes 附註	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Rental expenses to	付予以下人士之 租金開支		
– a minority equity holder of a subsidiary of the Company	– 本公司附屬 公司之少數 權益持有人 (i)	504	480
– a related company	– 關連公司 (ii)	368	150
Purchase of goods from the joint venture partner of the jointly controlled entity of the Group	自本集團共同 控制實體之合營 企業夥伴採購 貨品 (i)	3,692	14,714
Purchases from a jointly-controlled entity	自共同控制 實體採購 (i)	3,233	2,691

Notes :

- (i) The Group's transactions with a minority equity holder of a subsidiary of the Company, the Group's jointly-controlled entity and the joint venture partner of the Group's jointly-controlled entity were made in accordance with the mutually agreed terms.
- (ii) The rental expenses were incurred to China Excel Professional Advisors Limited, in which Mr. Chan Yuk Tong, an executive director of the Company, is director and equity holder. The lease period is from 1 January 2006 to 17 May 2007 with monthly rent of HK\$25,000.

33. 關連人士交易

除於財務報表所披露者外，本集團與若干關連人士進行下列重大交易：

(a)

	Notes 附註	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Rental expenses to	付予以下人士之 租金開支		
– a minority equity holder of a subsidiary of the Company	– 本公司附屬 公司之少數 權益持有人 (i)	504	480
– a related company	– 關連公司 (ii)	368	150
Purchase of goods from the joint venture partner of the jointly controlled entity of the Group	自本集團共同 控制實體之合營 企業夥伴採購 貨品 (i)	3,692	14,714
Purchases from a jointly-controlled entity	自共同控制 實體採購 (i)	3,233	2,691

附註：

- (i) 本集團與本公司附屬公司之少數權益持有人、本集團共同控制實體及本集團共同控制實體之合營企業夥伴之交易乃按照各方協定之條款進行。
- (ii) 所產生之租金開支乃支付予華傑專案諮詢有限公司，本公司執行董事陳育棠先生為其董事及權益持有人。租期自二零零六年一月一日至二零零七年五月十七日，每月租金為25,000港元。

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2007
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33. Related Party Transactions (continued)

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

Total remuneration of directors and other members of key management during the year	年內董事及其他主要管理人員之薪酬總額
– Short term employee benefits	– 短期僱員福利
– Pension scheme contribution	– 退休金計劃供款

33. 關連人士交易 (續)

(b) 本集團主要管理人員之薪酬：

2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
6,873	5,919
85	123
6,958	6,042

34. Risk Management Objectives and Policies

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 and currency exchange rates. Generally, the Group employs a conservative strategy regarding its risk management.

(a) 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 balance sheet or in the notes to the financial statements. 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 bank deposits are mainly deposited with banks in Hong Kong and the PRC.

34. 風險管理目標及政策

本集團並無書面風險管理政策及指引。然而，董事會定期舉行會議，分析及制定措施以管理本集團所面對之市場風險，主要包括利率變動及匯率變動。一般而言，本集團就其風險管理推行保守策略。

(a) 信貸風險

一般而言，財務資產所承受之最大信貸風險為於資產負債表或財務報表附註內列示之財務資產賬面值。因此，信貸風險僅會在最大潛在虧損與財務資產之賬面值有重大出入之情況下予以披露。

本集團之銀行存款主要存入香港及中國之銀行。

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2007
截至二零零七年六月三十日止年度

34. Risk Management Objectives and Policies

(continued)

(a) Credit risk (continued)

The Group has little concentration of credit risk due to its relatively large customer base. The Group performs ongoing credit evaluation of its customers' financial positions. Provision for impairment is based upon a review of the expected collectibility of all receivables.

(b) Foreign currency risk

The Group's exposure to foreign currency risk mainly arises from the exchange rate movement between HK\$ and RMB in relation to its PRC operations. The Group currently does not have a foreign currency hedging policy. In order to mitigate the foreign currency risk, the management closely monitors such risks and will consider hedging significant foreign currency exposure should the need arises.

(c) Interest rate risk

The Group has exposure to interest rate risk arising from its bank loans and structured notes with embedded derivatives. The impact of interest rate fluctuations is insignificant during the year. The Group currently does not have an interest rate hedging policy. However, the management monitors the related interest rate exposure closely and will consider to use hedging policy if the need arise.

(d) Fair values

The fair values of the Group's current financial assets and liabilities are not materially different from their carrying amount because of the immediate or short term maturity. The fair values of non-current liabilities were not disclosed because the carrying values were not materially different from their fair values.

35. Post Balance Sheet Event

Pursuant to the acquisition agreement dated 4 August 2007, the Company acquires 18% equity interests in Access Boom Group Limited ("Access Boom") at a consideration of HK\$18 million. The principal activity of Access Boom is in development and marketing of automobile lean-burn fuel-saving instruments, electronic management system, turbo engines and other related products in the PRC. The consideration shall be satisfied by (i) HK\$5 million in cash and (ii) the remaining of HK\$13 million by the allotment and issue of the Company's ordinary shares at the issue price of HK\$0.35.

34. 風險管理目標及政策 (續)

(a) 信貸風險 (續)

由於本集團擁有相對廣泛之客戶基礎，故本集團之集中信貸風險甚微。本集團會對其客戶之財政狀況進行持續信貸評估。減值撥備乃根據所有應收賬款預計收回程度之檢討情況計算。

(b) 外幣風險

本集團之外匯風險主要來自與本集團中國業務有關之港幣與人民幣匯率變動之風險。本集團現時並無外匯對沖政策。為減低外匯風險，管理層會密切監察有關風險及在有需要時考慮對沖重大外匯風險。

(c) 利率風險

本集團承受其銀行貸款及內含衍生工具之結構式票據所產生之利率風險。本年度利率變動之影響甚微。本集團目前並無利率對沖政策。然而，管理層會嚴密監察相關利率風險，並會考慮在必要時使用對沖策略。

(d) 公平值

本集團流動財務資產及負債分為即時或短期，故其公平值與賬面值並無重大差異。由於非流動負債賬面值與公平值並無重大差異，故並無披露其公平值。

35. 結算日後事項

根據於二零零七年八月四日簽訂之收購協議，本公司收購Access Boom Group Limited (「Access Boom」) 之18%股本權益，總代價為18,000,000港元。Access Boom主要業務為於中國開發及營銷汽車稀薄燃燒節油裝置、電子管理系統、渦輪發動機及其他相關產品。代價應以下列方式支付(i)現金5,000,000港元及(ii)餘下13,000,000港元以配發及發行每股發行價0.35港元之公司普通股方式支付。

Summary of Financial Information

財務資料概要

		Year ended 30 June 六月三十日止年度				
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Revenue	收益	104,247	99,988	145,551	139,982	103,509
(Loss)/Profit before income tax	除所得稅前 (虧損) / 溢利	(12,047)	(38,788)	3,032	23,131	6,146
Income tax expense	所得稅開支	(174)	(987)	(766)	(2,281)	(512)
(Loss)/Profit for the year	本年度 (虧損) / 溢利	(12,221)	(39,775)	2,266	20,850	5,634
Attributable to:	下列人士應佔：					
Equity holders of the Company	本公司權益 持有人	(12,681)	(39,920)	1,271	20,186	5,634
Minority interests	少數股東權益	460	145	995	664	–
		(12,221)	(39,775)	2,266	20,850	5,634
		At 30 June 於六月三十日				
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Assets and liabilities	資產及負債					
Total assets	資產總值	75,357	85,598	128,804	130,482	95,560
Total liabilities	負債總額	(31,413)	(32,559)	(35,420)	(33,071)	(18,655)
Minority interests	少數股東權益	(1,909)	(1,790)	(1,891)	(1,499)	–
Equity attributable to equity holders of the Company	本公司權益持有人 應佔權益	42,035	51,249	91,493	95,912	76,905

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