



Many Facets
RoadShow

多面體 · 路訊通

RoadShow Holdings Limited 路訊通控股有限公司 2007 Annual Report 年報

Stock Code 股份代號 : 888

GROUP PROFILE 集團簡介

The Group is engaged in Multi-media On-board (“MMOB”) advertising aimed at passengers riding public transit vehicles in Hong Kong and also manages a nationwide advertising network in the PRC covering more than 200 cities. RoadShow was established in 2000 by Transport International Holdings Limited, Hong Kong’s largest public transport company which holds an interest of about 73% in RoadShow.



本集團在香港經營流動多媒體廣告，主要針對公共客運車輛上的乘客銷售廣告，亦在中國大陸超過200個城市管理全國性的廣告網絡。路訊通由載通國際控股有限公司於二零零零年成立。載通國際控股有限公司是全港最大的專營公共巴士服務機構，持有路訊通約73%權益。

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eye-dazzling ROADSHOW

耀目光芒



OUR MISSION 方針

The Group aims to maintain and enhance its position as a leading media sales company in the Greater China region. In order to fulfill this mission, RoadShow capitalises on a vibrant advertising market that consists of passengers who use public transit vehicles as well as pedestrians traversing transit vehicle routes, selling and marketing its MMOB business advertising spaces in Hong Kong and offering value added media sales, products and services at competitive prices.

本集團致力保持及加強其作為大中華地區領先媒體銷售公司的地位。為達致該目標，路訊通將充分利用選乘公共客運車輛乘客及交通車輛沿線行人的流動市場推廣優勢，銷售及推廣香港的流動多媒體廣告位服務，並以相宜價格提供增值媒體銷售、產品和服務。

In addition, the Group selectively pursues profitable opportunities in the Greater China region and in other countries to maximise the value of services provided to our customers and to maintain a stable revenue source to the Group.

The Group aims to aggressively build, consolidate and enhance its reputation by ensuring and strengthening stakeholders' understanding of, and confidence in its long-term strategic plans and developments. At the same time, we endeavour to improve the quality of our services to meet the needs and expectations of public transport operators and users in the Greater China region.



此外，本集團將細心挑選大中華地區及其他國家有利可圖的商機，務求同時向客戶提供最具價值的服務及為本集團維持穩健的收益來源。

本集團將積極維繫及加強各界人士對本集團長遠戰略計劃與發展的瞭解和信心，從而建立、鞏固和加強本集團聲譽和形象等寶貴資產。同時，本集團將不斷努力提高服務質素，以迎合大中華地區公共運輸服務機構及乘客的需求和期望。

finest picks 千挑萬選



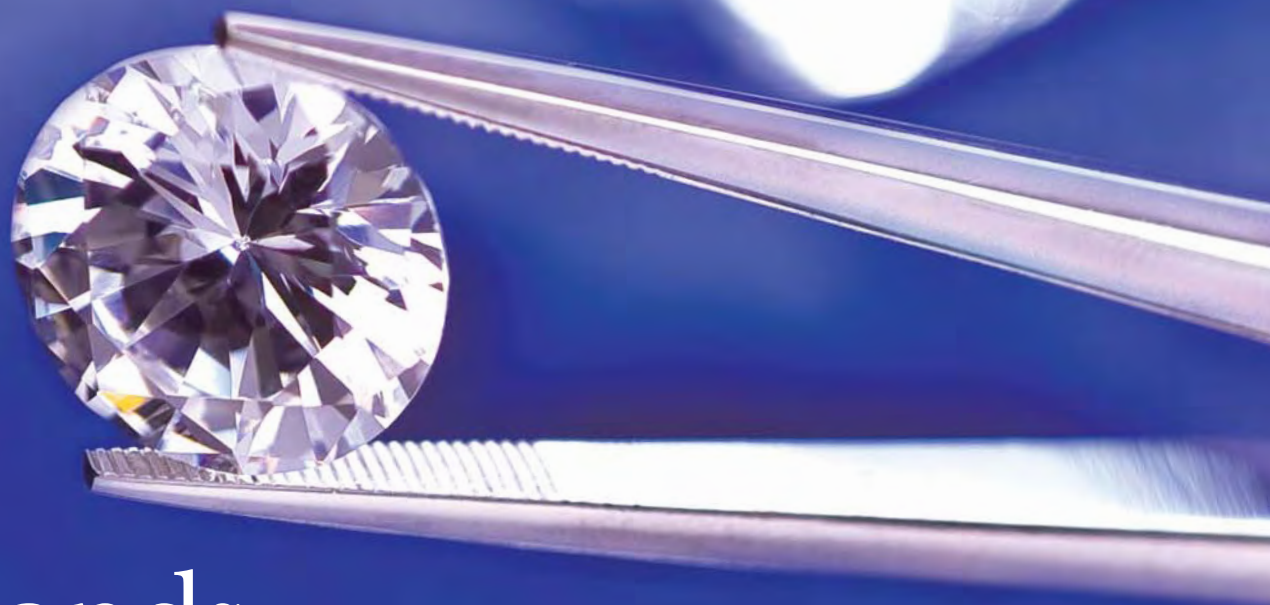


FINANCIAL HIGHLIGHTS 財務摘要

For The Year Ended 31 December
截至十二月三十一日止年度

	Unit 單位	2007	2006
Total revenue 收入總額	HK\$ million 港幣百萬元	323.7	353.4
Profit before taxation 除稅前盈利	HK\$ million 港幣百萬元	59.4	61.7
Profit attributable to equity shareholders 股東應佔盈利	HK\$ million 港幣百萬元	49.6	30.8
Earnings before interest, tax, depreciation and amortisation expenses ("EBITDA") 扣除利息、稅項、折舊及攤銷費用前利潤(「EBITDA」)	HK\$ million 港幣百萬元	84.2	99.5
Basic earnings per share 每股基本盈利	HK cents 港幣仙	4.98	3.09
Proposed final dividend per share 建議派發每股末期股息	HK cents 港幣仙	5.00	3.09
Proposed special dividend per share 建議派發每股特別股息	HK cents 港幣仙	3.88	—
Total equity attributable to equity shareholders 股東應佔權益總額	HK\$ million 港幣百萬元	882.0	857.8

experienced hands 巧奪天工



MAJOR ACHIEVEMENTS 集團成就

2007

RoadShow received the **Caring Company Award** organised by the **Hong Kong Council of Social Service** for six consecutive years from **2002 to 2007** and received the “**5 Years Plus Logo**” in recognition of its sustainable commitment in good corporate citizenship with an extra effort. RoadShow continues to support many charities and not-for-profit organisations through the publication of community service messages and charity appeals on its Multi-media On-board (MMOB) system.



於二零零二年至二零零七年，**路訊通**連續第六年獲得香港社會服務聯會頒發「商界展關懷」及「五年Plus標誌」大獎，以表揚其在實踐良好企業公民責任方面作出之努力。路訊通將繼續通過其流動多媒體系統發佈社區服務信息及慈善公益廣告，以支持眾多慈善及非牟利機構。

RoadShow received the **Bronze Award for Non-Traditional Annual Report**, **Bronze Award for Written Text** and **Honors Award for Cover Photo/Design** in the **International Academy Awards of Annual Reports Competition 2007**. The worldwide competition is hosted annually by the New York-based MerComm Inc., and is the world's largest and most prestigious awards event honouring excellence in annual reports.

路訊通於二零零七年國際年報比賽(International Academy Awards of Annual Reports Competition 2007)中奪得「非一般性類別年報大獎」銅獎、「文字」銅獎以及「封面攝影及設計」榮譽大獎三項大獎。這個國際性比賽每年一度由美國紐約MerComm Inc.舉辦，並且是全球最具規模及代表性的獎項，藉以表揚一些高水準之年報。





solid value 優質價值



CHAIRMAN'S STATEMENT 主席報告

RoadShow's overall performance in 2007 remained steady. In general, the results reflected our continuing prudent and focused expansion strategy in both Hong Kong and the mainland of China.

於二零零七年，路訊通整體表現仍然穩固。總體而言，本集團憑着在香港及中國內地審慎而專注的擴展策略，取得優良業績。



CHAIRMAN'S STATEMENT (continued) 主席報告(續)

In Hong Kong, the Group entered into a new MMOB Licence Agreement with KMB, and was granted an exclusive licence to conduct MMOB business on KMB public transit vehicles. In so doing, we were able to secure our core business and further sustain our competitive advantage in the out-of-home media market, thereby ensuring a stable revenue source to the Group and reducing potential competition in the near future. Furthermore, with the extension of the MMOB network to New World First Bus public transit vehicles, RoadShow is now a dominant player in the franchised bus advertising market. We now have approximately 4,800 public transit vehicles equipped with the MMOB system with a reach of 4 million audience daily. This proprietary system, combined with passenger shelter advertising spaces and bus body advertising, provides a powerful platform for advertisers to reach Hong Kong consumers with their product and brand messages.

In mainland China, a deemed disposal profit of approximately HK\$10.2 million was gained from the capital injection by an international investor into the associate of the Group. The Group will continue to look for new investment opportunities and will only invest in profitable projects with strong potential that can contribute to the Group's results.

The Group stresses the importance of international standards of corporate governance and maintains high transparency in the management and operation of all aspects of the business. On 8 March 2006, we implemented the revised RoadShow Code on Corporate Governance, which incorporated and complied with all the relevant requirements of the Listing Rules.

RESULTS FOR THE YEAR

For the year ended 31 December 2007, the Group reported total operating revenue of HK\$181.4 million, representing a 29.8% decrease compared with the previous year. On the other hand, net profit attributable to shareholders was HK\$49.6 million for the year, representing a 61.2% increase over the previous year.

DIVIDENDS

The Directors recommend the payment of dividends of HK8.88 cents per share including a final dividend of HK5.00 cents per share (2006: HK3.09 cents per share) and a special dividend of HK3.88 cents per share (2006: HK\$Nil per share) for the year ended 31 December 2007.

在香港，本集團已與九巴簽訂新的流動多媒體特許協議，據此授予本集團在九巴的公共客運車輛上經營流動多媒體業務之獨家特許權。透過特許協議，本集團可鞏固核心業務，同時進一步保持本集團在戶外媒體市場的競爭優勢，確保本集團取得穩固的收入來源及減少將來潛在的競爭。此外，隨著流動多媒體網絡擴展至世界第一巴士的公共客運車輛，路訊通現已成為專營巴士廣告市場的領導者。本集團現有大約4,800輛公共客運車輛配備流動多媒體系統，每日接觸近四百萬觀眾。這個專有系統與乘客候車亭廣告位及巴士車身廣告結合，從而為廣告商提供一個強大的平台，令香港消費者得以接觸其產品及品牌訊息。

在國內，由於一家國際投資者向本集團一間聯營公司注資，本集團獲得一項視作出售之收益約港幣10,200,000元。本集團將繼續發掘新的投資機會，且僅將對盈利預期良好之項目作出投資，從而推動本集團業績的增長。

本集團著重國際水平企業管治的重要性，並在管理及經營業務各方面維持高透明度。於二零零六年三月八日，本集團已執行經修訂之路訊通企業管治守則，該守則已納入並遵守上市規則的所有相關規定。

年度業績

截至二零零七年十二月三十一日止年度，本集團錄得經營收入總額港幣181,400,000元，較去年下跌29.8%。另一方面，本年度之股東應佔盈利淨額為港幣49,600,000元，較去年上升61.2%。

股息

董事建議就截至二零零七年十二月三十一日止年度派發股息每股港幣8.88仙，包括末期股息每股港幣5.00仙（二零零六年：每股港幣3.09仙）及特別股息每股港幣3.88仙（二零零六年：每股港幣零元）。

PROSPECTS

Economic growth in Hong Kong and mainland China is forecast to continue in 2008. In Hong Kong, the recent rapid development in sectors such as financial industries, new local infrastructure projects as well as the relaxation of PRC travel restrictions will continue to boost the local economy and sustain steady growth. The robust performance of the Hong Kong stock and property markets and the lowering of interest rates will also result in continuing high consumer expenditure, which in turn will lead to an increase in advertising spending.

In mainland China, the gross domestic product growth rate grew by 11.4% last year, which was the fifth successive year of double-digit growth. Total advertising spending in mainland China has also been growing at double-digit rates since the early 1990s and this is expected to continue in the foreseeable future. The 2008 Olympic Games in Beijing, the 2010 World Expo in Shanghai and the 2010 Asian Games in Guangzhou will all contribute to the growth in advertising and media sales business in mainland China.

Against this background of robust growth, we will continue to expand our customer base by selling the benefits of our MMOB platform to more advertisers to promote their products and services. We will also continue to develop more creative avenues in both Hong Kong and mainland China to capitalise on opportunities to increase our revenue.

Despite this positive outlook, there are challenges ahead. The subprime crisis in the United States and the tightening of macro-economic control measures in mainland China will have certain impacts on the local economy. We shall continue to adopt a prudent and conservative approach to our business to prevent these uncertainties from bringing substantial negative effects to our operations in both Hong Kong and mainland China.

In order to maintain our business momentum, we will provide more value-added sales services to our customers to encourage advertisers to increase their spending with us, thereby maintaining our market share. We will enhance the contents of our MMOB programmes for the benefit of our transit vehicle passengers and we will continue to work closely with advertisers and advertising agencies to maximise the impact of their promotional campaigns.

前景

預期香港及中國的經濟將於二零零八年持續增長。在香港，金融業等行業近期迅速發展，本地新基礎建設項目以及中國大陸放寬訪港旅客限制等利好因素均將繼續帶動本地經濟的發展並維持穩健增長。香港股市及房地產市場的繁榮以及利率低企均將帶動消費開支持續高企，從而推動廣告開支的增長。

在國內，去年生產總值增長率為11.4%，亦是連續第五年錄得雙位數增長。中國的廣告開支總額由九零年代初起亦呈雙位數比率增加，並預期該增長勢頭將於可預見的將來持續。在北京舉行的二零零八年奧運會、在上海舉行的二零一零年世界博覽會及在廣州舉行的二零一零年亞運會均會為國內的廣告及媒體銷售業務帶來增長。

在這樣高速增長的背景下，本集團將繼續透過向更多廣告商推介使用流動多媒體平台，推廣其產品及服務之優點，從而不斷拓展客戶基礎。本集團亦將繼續在香港及國內發展更多創新途徑，以把握增加收入的良機。

儘管宏觀前景樂觀，惟本集團仍面臨挑戰。美國次按危機及中國政府採取的「宏調」措施將對本港經濟帶來不利影響。本集團將繼續採取穩健而保守的策略發展業務，以防止該等不確定因素對本集團於香港及國內之經營帶來重大不利影響。

為了使本集團業務保持良好的增長趨勢，本集團將向客戶提供更多增值銷售服務，鼓勵廣告商增加對本集團的廣告開支，從而維持本集團的市場佔有率。本集團亦將不斷改善流動多媒體節目的內容，讓客運車輛乘客受惠。本集團亦會繼續與廣告商及廣告代理緊密合作，使彼等之推廣活動得到最大效益。

LONG TERM STRATEGY

The RoadShow Group will strive to expand its Hong Kong operations in line with the growth of both the economy and the advertising market in general. As more advertisers take advantage of MMOB, it will become a regular medium for their products and for brand promotions that are aimed at people travelling in transit vehicles.

The Mainland China operations will also continue to be an important factor in our business strategy, albeit within a prudent framework. We will only expand our media sales business on the mainland when we are convinced that the investment will provide a reasonable return. Within this guiding principle, we will explore investment opportunities that complement RoadShow's existing businesses. To enhance our media assets on the mainland, we will invest in projects and/or companies with long-term and exclusive advertising rights that can contribute to the Group's results. The expansion and investment plans of the Group will be financed by its internal reserves.

RoadShow will maintain a stable dividend policy for our investors and continue to adhere to the principles of good corporate governance and transparency.

OUR PEOPLE

The Board would like to thank all our employees for their dedication and invaluable contributions to the business during the year. We know that RoadShow's success is dependent on our experienced and professional staff. We look forward to their continuing support for the success of our business as we move forward.

DIRECTORS

My special thanks go to the Audit Committee, chaired by Dr Eric Li Ka Cheung, with Mr Michael Wong Yick-kam, Dr Carlye Wai-Ling Tsui and Mr Hui Ki On as members, for their painstaking and professional work during the year.

I would also like to express my sincere appreciation and thanks to my fellow directors, in particular the Group Managing Director, Ms Winnie Ng, for their support and contributions toward the successful performance of the Group.

John CHAN Cho Chak

Chairman

長遠策略

路訊通集團將致力於拓展香港的業務，以配合經濟及廣告市場的整體增長。隨著越來越多的廣告商善用流動多媒體，流動多媒體將可成為向乘搭客運車輛的人士推廣其產品及品牌的必然媒體。

中國大陸的業務亦將繼續成為本集團業務的重要組合部份，惟本集團將謹慎開展於中國大陸的業務。只有在本集團認為投資將提供合理回報時，才會在國內拓展媒體銷售業務。在這個原則指導下，本集團將發掘若干與路訊通現有業務相輔相成的投資機會。為了加強在國內的媒體資產，本集團將投資於擁有長期獨家廣告權、並可對本集團業績作出貢獻的項目及／或公司上。本集團的拓展及投資計劃資金來源來自內部儲備。

路訊通將致力於為其投資者維持穩定的股息政策，並繼續堅守良好企業管治及高透明度的原則。

員工

路訊通的成功，全賴一班經驗豐富、勤勉專業的員工。本人謹代表董事會向全體員工於過去一年為本集團業務全力以赴及對本集團業績作出的巨大貢獻表示衷心謝意，並期望各位再接再勵，為本集團續創佳績。

董事

本人非常感謝審核委員會主席李家祥博士及成員黃奕鑑先生、徐尉玲博士和許淇安先生，去年孜孜不倦，竭誠提供專業服務。

此外，董事會同寅，特別是本集團董事總經理伍穎梅女士，在年內鼎力支持本集團業務發展，對本集團作出寶貴貢獻，本人謹此致謝。

主席

陳祖澤



GROUP MANAGING DIRECTOR'S REPORT 集團董事總經理報告

RoadShow registered a profit attributable to shareholders of HK\$49.6 million in 2007, representing an increase of 61% over the previous year. The Group has a strong financial position, with HK\$644.0 million being registered in cash and bank balances (including pledged bank deposits). RoadShow will continue to consolidate its media assets in mainland China and will strive to look for new potential investments/projects and/or companies that provide a reasonable return.

路訊通於二零零七年錄得股東應佔盈利港幣49,600,000元，較去年增加61%。本集團財務狀況穩健，共錄得現金及銀行結餘（包括已抵押銀行存款）港幣644,000,000元。路訊通將繼續整合其於國內的媒體資產，積極物色可提供合理回報的潛在新投資／項目及／或公司。



HONG KONG OPERATIONS

During the year, the Group entered into a new MMOB Licence Agreement with KMB and was granted a five-year exclusive licence to conduct MMOB business on KMB public transit vehicles. This agreement further secured our market share as well as our leading position in the out-of-home media market. We are now a dominant player in the franchised bus advertising market with a total of approximately 4,800 transit vehicles from Kowloon Motor Bus, Citybus, New World First Bus and public light buses now broadcasting RoadShow's MMOB programmes with a daily audience of close to four million passengers. This powerful and attractive advertising medium has more than 1,000 advertisers in Hong Kong including a large number of repeat customers. In addition, media sales management and administrative services operations continue to be benefited from the existing contracts. However, the renewal of certain agreements are still under negotiation and no renewed agreements have yet been made.

MAINLAND CHINA OPERATIONS

In 2001, the Group entered into a joint venture with Daye, owned by the influential newspaper "People's Daily". This joint venture is one of the few nationwide television programme production and media service organisations in Mainland China and has an advertising network that spans over 200 cities in the PRC. During the year, we completed the subscription agreement entered into with Cross Marketing arvato services GmbH (the "Investor"), a corporation indirectly owned and controlled by Bertelsmann Aktiengesellschaft, in which the investor agreed to subscribe for 16.5% equity interest in the enlarged registered capital of the associate. The Group's equity interest in the associate has been diluted from 49.0% to 40.9%, resulting in a gain on deemed disposal of HK\$10,243,000. The introduction of a strategic partner, together with our wholly-owned media sales company in Beijing, makes us confident of our ability to capitalise on the opportunities presented by the 2008 Beijing Olympic Games, the 2010 World Expo in Shanghai, the 2010 Asian Games in Guangzhou and other events as they arise.

ENHANCING MMOB

In a competitive and fast moving business environment, RoadShow is aware of the need to plan pro-actively for the future and to enhance its products and services in response to customers' evolving needs. In 2007, we continued to strengthen the content of our MMOB programmes and to produce attractive, diversified programmes to stimulate and maintain passenger and advertiser interest. For example, we organised a special event "RoadShow Celebration of the 10th Anniversary of the Establishment of HKSAR Special Event", as well as "RoadShow Music Award" for the third consecutive year. Both of these initiatives received excellent responses. At the same time, we were also conscious of our social responsibilities and broadcast various special programmes to communicate healthy and positive messages to our passengers. We believe our commitment to this kind of programme will attract advertisers with similar beliefs and make our programmes richer and more diversified.

香港業務

本集團於本年度與九巴簽訂新的流動多媒體特許協議，獲得為期五年，於九巴公共客運車輛經營流動多媒體業務的獨家特許權。該協議進一步鞏固了本集團的市場份額及本集團於戶外媒體市場的領先地位。本集團於特許巴士廣告市場處於領導地位，約4,800輛來自九巴、城巴、新世界第一巴士的客運車輛及公共小巴播放路訊通的流動多媒體節目，每日觀眾量接近四百萬名乘客。這個極具吸引力的強大廣告媒體在香港擁有超過1,000個廣告商，當中更包括不少多次光顧的客戶。此外，媒體銷售管理及行政管理服務因現時仍在進行的合同而有所得益。然而，若干協議的續訂正在磋商中，而該等協議仍未續訂。

中國大陸業務

於二零零一年，本集團與國內極具影響力的報紙「人民日報」旗下的大業成立一家合資公司。該合資公司是中國大陸少數國家級的電視節目製作及媒體服務機構之一，其廣告網絡覆蓋全國200多個城市。年內，本集團與Cross Marketing arvato services GmbH(「投資者」)(一間由Bertelsmann Aktiengesellschaft間接擁有及控制的公司)，訂立一項協議，據此，該投資者同意認購聯營公司經擴大後註冊股本16.5%之股權。本集團於聯營公司之股權將由49.0%攤薄至40.9%，該項視作出售之交易產生港幣10,243,000元之收益。戰略伙伴的引進再加上本集團在北京全資擁有的媒體銷售公司，使我們有信心本集團一定能把握好二零零八年北京奧運會、二零零一年上海世界博覽會、二零零一年廣州亞運會以及其他盛事所帶來的機遇。

提升流動多媒體

在競爭激烈及瞬間萬變的商業環境下，路訊通注意到必須為未來制定積極進取的計劃，提升自身產品與服務以滿足客戶不斷改變的需求。於二零零七年，我們繼續豐富流動多媒體節目的內容，製作更具吸引力的多元化節目，以提高並維持乘客與廣告商的興趣。例如，我們舉辦特別節目「RoadShow慶回歸心連心晚會」，並連續第三年舉辦「路訊通至尊音樂頒獎典禮」，這兩個活動都獲得非常好的迴響。同時，我們亦非常重視我們的社會責任，透過播放各種特別節目向我們的乘客傳遞健康及積極的訊息。我們相信製作此類節目將能夠吸引到擁有相同理念的廣告商，令我們的節目更豐富以及更多元化。

STRENGTHENING RELATIONSHIPS

Nothing is more important to us in the provision of excellent, world-quality services than developing strong relationships with stakeholders.

During the year, through our MMOB iClub, we continued to provide additional services for our public transit vehicle passengers. The Group's development of this interactive platform between advertisers and passengers, particularly youthful consumers, resulted in more than 315,000 members having registered by the end of 2007. Through the short message service ("SMS") of mobile phones, members can participate in different activities like auctions, quiz games and mobile phone wallpaper and ring-tone downloads. Furthermore, MMOB iClub hosted special events such as the RoadShow 2007 Music Awards and the RoadShow Live Concert for our members.

To gain mutual trust and satisfaction from our advertisers is another of our major priorities. In 2007, the Group placed strong emphasis on after sales services, such as discussing and providing feedback on the results of the implementation of individual advertising plans. We also focused on producing tailor-made sales packages and on creative ideas for launching innovative advertising campaigns.

RoadShow is strongly committed to the community. During the year, we continued to produce promotional advertisements for approved charitable organisations and to support various community events. For the sixth consecutive year, we received the Caring Company Award organised by the Hong Kong Council of Social Service for our on-going efforts in caring for the community and our commitment to good corporate citizenship.

加強合作關係

對提供世界級的一流服務而言，與各個方面建立強而有力的合作關係至為重要。

年內，我們透過流動多媒體iClub繼續向公共客運車輛乘客提供額外服務。本集團致力發展這個廣告商與乘客(尤其是年輕消費者)之間的活動平台，並於二零零七年底擁有超過315,000名登記會員。會員可利用流動電話的短訊服務(「SMS」)參與拍賣、問答遊戲、手機牆紙及鈴聲下載等。此外，流動多媒體iClub亦為其會員舉辦「路訊通二零零七至尊音樂頒獎典禮」及「RoadShow Live演唱會」等特別活動。

獲得廣告商的信任與滿意是我們的另一重點。於二零零七年，本集團非常重視售後服務，例如討論並提供個別廣告計劃執行效果的反饋。我們亦專注於製作為客戶度身訂造的廣告套餐，著重提供有關革新廣告攻勢的創新理念。

路訊通致力為社會服務。年內，我們繼續為經認可的慈善機構製作宣傳廣告並贊助多項社區活動。香港社會服務聯會連續第六年向我們頒發「商界展關懷」標誌，表揚我們不斷著力關懷社會，致力成為良好企業公民。



LOOKING FORWARD

Since we are a dominant player in the franchised bus advertising market, RoadShow will look for other opportunities in Hong Kong such as diversifying our MMOB business on platforms other than buses. In addition, the Group will also try to explore other business opportunities beyond the scope of the MMOB services thus far provided.

By contrast, mainland China will be RoadShow's major area of growth in the future. By establishing our first CEPA subsidiary in Beijing, we aim to expand RoadShow's media sales business on the mainland and to strengthen awareness of the RoadShow brand across the region. Nevertheless, we are still considering different strategies due to the intense competition in the PRC advertising and media sales markets. In the meantime, we will look for new investment opportunities.

RoadShow will leverage on its experience and the management skills it has acquired to expand its operations in line with the Group's strategy. We will also continue to operate within an environment of strong corporate governance in all aspects of the Group.

OUR PEOPLE

Our people are the cornerstone of our success. As at 31 December 2007, RoadShow had 50 staff members in Hong Kong and 21 staff members in our mainland China subsidiaries. The Group offers comprehensive and competitive remuneration packages to all employees and a performance bonus scheme to its senior staff based on achievement of business objectives. We also have a sales commission scheme for our sales team based on the achievement of advertising revenue targets. The Group has adopted a provident fund scheme for its Hong Kong employees as required under the Mandatory Provident Fund Schemes Ordinance and has participated in employee pension schemes organised and governed by local governments for its employees on the mainland.

We care for our employees with good reason. None of our achievements would have been possible without their hard work and dedication. We look forward to the continuation of our productive relationship with them as we work together to create value for our stakeholders.

Winnie NG

Group Managing Director

邁步向前

由於我們已成為特許巴士廣告市場領導者，路訊通將在香港尋求其他商機，例如將流動多媒體業務拓展至巴士以外的平台。此外，本集團亦將積極探索在目前所提供的流動多媒體服務範圍以外的業務機遇。

另一方面，中國大陸將成為路訊通日後增長的主要來源。透過於北京成立本集團首家CEPA(更緊密經貿關係安排)附屬公司，我們計劃擴展路訊通在國內的媒體銷售業務，並提高路訊通在中國地區的品牌知名度。然而，由於中國廣告及媒體銷售市場存在激烈競爭，我們仍在考慮相關的策略。同一時間，我們仍會物色新的投資機會。

路訊通將利用其已汲取的經驗及管理技巧，根據本集團的策略拓展其業務。我們將繼續在強健的企業管治環境下經營本集團的每一個範疇。

員工

員工是我們獲得成功的基石。於二零零七年十二月三十一日，路訊通在香港有50名僱員，在國內附屬公司有21名僱員。本集團為所有僱員提供完善及具吸引力的酬金，並向旗下高級職員提供表現花紅計劃，花紅金額根據其業務目標的完成情況而評定。我們亦向銷售團隊提供銷售佣金計劃，佣金金額根據其廣告收入目標完成情況而評定。本集團已根據強制性公積金計劃條例的規定，採納一項公積金計劃供香港僱員參加，並為旗下國內僱員參加由地方政府籌辦及監管的僱員退休金計劃。

我們有充分的理由關心我們的員工。我們的成就全賴全體員工的勤勉與奉獻。我們熱切期待在共同為股東創造更高價值的同時，繼續維持本集團高效率的運作。

集團董事總經理

伍穎梅



OPERATIONAL REVIEW 業務回顧

Bus Body Promotions 巴士車身廣告



TV Programmes Produced
製作的電視節目

Innovative Bus Shelter in Hong Kong
位於香港創新的客運車輛候車亭



shining forth 光芒四射

MMOB BUSINESS

The Group's MMOB business involves installing, operating and maintaining equipment and LCD units in transit vehicles for the transmission of tailor-made programmes and advertisements, sourcing programme content and marketing, and selling advertising on the MMOB system.

The MMOB system has almost 20,000 LCD monitors in transit vehicles and telecasts a vast variety of programmes and advertisements to passengers daily. To date, approximately 4,800 transit vehicles from Kowloon Motor Bus, Citybus, New World First Bus and public light buses have been equipped with MMOB, reaching an audience of close to four million every day.

The MMOB system is an attractive medium for advertisers because of its ability to reach such a large daily audience.

流動多媒體業務

本集團的流動多媒體業務包括在客運車輛安裝、營運及保養液晶體顯示組件等設備，以播放度身訂造的節目和廣告，提供節目內容，和透過流動多媒體系統推廣和銷售廣告。

流動多媒體系統在客運車輛上裝設近20,000個液晶體顯示屏幕，每日為乘客播放多種不同類型的節目及廣告。現時，約有4,800輛來自九巴、城巴及新世界第一巴士的客運車輛及公共小巴配備了流動多媒體系統，每日的觀眾量接近四百萬名。

流動多媒體系統每日能接觸大量觀眾，對廣告商而言是非常具有吸引力的媒體。



MEDIA SALES AND SERVICES

MMOB can support any type of major outdoor advertising campaign. The Group continues to expand its customer base and enjoys a high percentage of repeat customers. Our customers include all major advertisers in Hong Kong including advertising agencies and companies in the cosmetics, pharmaceutical, electronics, telecommunications, food and beverage, jewellery, leisure, media, finance, banking, insurance, retail, education, household, clothing, liquor, skincare, health food, fitness and real estate sectors. We will continue to enlarge our customer base in 2008.

In addition to offering tailor-made sales packages to suit advertisers with diverse campaign objectives and budgets, the Group provides value-added services. To increase media sales, the Group employs various techniques to encourage customers to commit to advertising bookings, including discounts, bonus spots and special advertising packages for long-term commitments.

媒體銷售及服務

流動多媒體能支援各種大型戶外廣告計劃。本集團的客戶基礎不斷增長，其中有相當大比例是多次光顧的。我們的客戶來自香港所有主要廣告商，包括廣告代理、化妝品、製葯、電子、電訊、飲食、珠寶、悠閒娛樂、傳媒、金融、銀行、保險、零售、教育、家居用品、服裝、酒類產品、護膚產品、健康食品、健身及地產業的公司。踏入二零零八年，我們將繼續擴大我們的客戶基礎。

除提供度身訂造的廣告套餐，以配合不同廣告客戶的宣傳目標和預算外，本集團亦設有增值服務。為刺激媒體銷售額，本集團以多項策略來鼓勵客戶採用廣告宣傳，包括折扣優惠、贈送額外廣告位置、為長期客戶提供特別廣告套餐等。



PROGRAMMING

MMOB programming contents are specifically tailored to hold the interest of transit vehicle passengers. The contents include RoadShow Live Concert, the annual Music Award show and music videos, RoadShow Mega Movie and other movie trailers, drama series, animation, travelogues, interactive games on iClub and the Ringtone download service. The Group also offers infotainment programmes including civic affairs information, community service messages, crime prevention tips, gourmet guides, health education, sports and recreation, news and financial updates, economic reviews and celebrity interviews. Our MMOB programmes have attracted much attention from transit vehicle passengers due to their creative, unique, informative and entertaining contents.

During 2007, RoadShow introduced a number of special programmes, which included the following:

- To celebrate the 10th anniversary of the establishment of the HKSAR, RoadShow organize a special event “RoadShow Celebration of the 10th Anniversary of The Establishment of HKSAR Special Event” and produced a series of special programming on “China Q&A” , “Children born on July 1st” , “Views on HK Prosperity” etc.
- To enable our audiences and commuters to enrich their daily life with the pleasure of learning hobbies so as to enhance their lifestyle, a series of enrichment programmes “Enrichment Programme Special” was produced, with various topics such as pet-keeping of fish, cats and dogs, know-how on ceramics, floral design, the health effects of hiking, toys & models collection etc.
- With the goal of promoting a healthy, positive lifestyle and attitude, RoadShow launched an info-programme namely “Keep-Fit” providing health tips and DIY exercises for the community.
- To enhance our audience’s knowledge of the motherland and to broaden their civic education, RoadShow launched a National Day special programme “China Blooming” to provide information on cultural and economic aspects of the country to our audience.

節目

流動多媒體節目內容是專門為吸引客運車輛乘客觀賞而設計，內容包括RoadShow Live演唱會、年度至尊音樂頒獎禮及音樂錄影帶、RoadShow大電影及其他電影預告片、連續劇、動畫、旅遊資訊、iClub互動遊戲及手機鈴聲下載服務。此外，集團亦播放娛樂資訊節目，包括公共事務訊息、社區服務訊息、撲滅罪行宣傳片、美食指南、健康教育、體育及娛樂悠閒節目、新聞及最新金融消息、經濟回顧以及名人專訪。由於我們的流動多媒體節目的內容具創意、獨特性、資訊性及娛樂性，所以一向深受客運車輛乘客所喜愛。

於二零零七年，路訊通推出了以下多個特備節目：

- 為慶祝香港特別行政區成立十週年，路訊通舉辦了「RoadShow慶回歸心連心晚會」，並製作了「回歸答問」、「回歸十載之生於七月一日」及「回歸十載之共建繁榮」一系列特別節目。
- 為幫助我們的觀眾及乘客透過學習業餘愛好以豐富其日常生活，改善其生活方式，我們製作了一系列名為「優閒生活系列」的拓展節目，其話題包括魚、貓與狗等寵物的飼養，陶瓷技術知識，插花藝術，徒步旅行對健康的幫助，玩具及模型收藏等。
- 為推廣健康積極正面的生活方式及態度，路訊通推出資訊節目「智FIT身體」，為社區提供健康貼士及DIY鍛鍊資訊。
- 為增強觀眾對祖國的認識並拓展其公民教育，路訊通推出國慶節特別節目「盛放中國風」，向觀眾提供祖國文化及經濟方面的資訊。

PROGRAMMING (continued)

- To promote and support the music industry, RoadShow organised an Annual Music Award, which took place in January 2008.

At the same time, RoadShow continued to support and participate in various charity and community activities. These included the following:

- To help the people of Hong Kong understand more about the needs of the community and to recognise the contribution of Non-Government Organisations (NGOs), RoadShow, collaborating with the Hong Kong Council of Social Service, Hong Kong Baptist University and 10 other NGOs, initiated a cross-section community activity called "Caring for Hong Kong".
- To recognise a group of magicians who integrate magic into social services and community help at all levels, RoadShow supported the 5th Hong Kong Magic Festival, inviting the audience to share their sense of joy and happiness.
- To participate in and support charity, RoadShow aired charity appeals from about 160 organisations during the year, including Flag Day organisers, the Heep Hong Society, Oxfam Hong Kong, the Community Chest, UNICEF, World Vision, the Hong Kong Red Cross, the Agency for Volunteer Service, the Senior Citizen Home Safety Association and many others.

Following the growth in popularity of the Short Message Service ("SMS") provided by telecom companies, RoadShow launched iClub in 2003, which provides an interactive platform for both advertisers and passengers. As at 31 December 2007, iClub had over 315,000 members who participated in our daily quiz games and enjoyed special offers.

The Group will continue to enrich and diversify its programme contents by drawing upon more regional and local content suppliers and introducing more interactive games to members of iClub. We will also offer special feature programmes and participate as a media partner in various concerts, movie productions and other events. The Group will continue to devote more resources to in-house production and focus on enriching and upgrading content to generate greater interest in our programmes.

節目 (續)

- 為推動及支持樂壇，路訊通於二零零八年一月份舉辦了RoadShow至尊音樂頒獎禮。

同時，路訊通亦不斷支持及參與不同類型的慈善及社區活動，其中包括以下活動：

- 為讓香港市民更清楚社區需要，瞭解多個非政府組織的貢獻，路訊通與香港社會服務聯會、香港浸會大學及其他10個非政府組織機構，攜手籌辦製作名為「關愛香港」的跨界別社區活動。
- 為表揚一班將魔術融入社會服務及不同層面社區援助的魔術師，路訊通贊助了第五屆香港魔術節，邀請觀眾與這些魔術師一起分享他們的快樂。
- 為參與及支持慈善活動，路訊通於年內播放了約160個慈善團體的呼籲，其中包括賣旗籌款組織、協康會、樂施會、公益金、聯合國兒童基金香港委員會、香港世界宣明會、香港紅十字會、義務工作發展局、長者安居服務協會及其他多個慈善團體。

有鑒於電訊公司提供的短訊服務("SMS")日漸普及，路訊通遂於二零零三年推出iClub，作為廣告商與乘客之間的互動平台。於二零零七年十二月三十一日，iClub已經有超過315,000名會員，參與每日舉辦的問答遊戲及享有特別優惠。

本集團將繼續豐富並多元化節目內容，包括引入更多地區及本地節目供應商、為iClub會員推出更多互動遊戲、製作更多特別節目，並以傳媒合作夥伴的身份參與各類演唱會、電影製作和其他活動。本集團將繼續投入更多資源提升自行製作能力，致力加強及升級節目內容，從而提高節目的吸引力。

MAINLAND CHINA

In mainland China, GDP growth and total advertising spending are both forecast to continue growing at double-digit rates into the foreseeable future. The 2008 Olympic Games in Beijing, the 2010 World Expo in Shanghai and the 2010 Asian Games in Guangzhou are expected to be major growth drivers for the advertising and media sales business.

THE GROUP AND THE COMMUNITY

For six consecutive years, RoadShow has received the Caring Company Award from the Hong Kong Council of Social Service. The Group continuously supports many charities and non-profit organisations through the dissemination of community service messages and charity appeals on MMOB. The Group also participates in various charity and fund-raising events and encourages its employees to participate in the Dress Special Day organised by the Community Chest. The Group will continue to support civic education by producing informative and educational programmes for our transit vehicle passengers.

PEOPLE

People are our greatest asset and the key to our business success. The Group is committed to nurturing a culture across the whole organisation that allows employees to feel a sense of belonging and that they are valued and appreciated. The Group promotes teamwork and continuously seeks to improve our work processes. We offer an equitable and competitive remuneration and benefits package to all employees. The Group also provides our people with the necessary tools, training, support and infrastructure to be highly effective and productive members of the Company.

中國大陸

在中國大陸，預測在可預見的將來，國內生產總值增長及廣告開支總額均會繼續按雙位數字增長。預期在北京舉行的二零零八年奧運會、在上海舉行的二零一零年世界博覽會及在廣州舉行的二零一零年亞運會將成為廣告及媒體銷售業務的主要增長動力。

本集團及社群

路訊通連續六年獲香港社會服務聯會頒發「商界展關懷」標誌。本集團繼續透過流動多媒體系統發放社群服務信息和慈善機構呼籲的宣傳片段，藉此支持多間慈善及非牟利機構。本集團亦參與多項慈善籌款活動，並鼓勵員工參與公益金舉辦的公益服飾日。本集團亦會繼續為客運車輛乘客製作資訊及教育節目，支持公民教育。

員工

員工是本集團最寶貴的資產，亦是業務成功的關鍵因素。本集團致力在機構內培育理想企業文化，讓員工感到備受重視和賞識，從而建立對本公司的歸屬感。本集團更推廣團體合作精神，同時不斷改善營運程序。我們為全體員工制訂公平和具競爭力的薪酬及福利計劃，並提供必要的工具、培訓、支援和基礎設備，讓本公司員工能達致更高的工作效率及效益。



FINANCIAL REVIEW 財務回顧

FINANCIAL HIGHLIGHTS 財務摘要

For the year ended 31 December
截至十二月三十一日止年度

2007 HK\$'000 港幣千元	2006 HK\$'000 港幣千元
Total revenue 收入總額	
323,726	353,416
Total operating expenses 經營費用總額	
143,033	214,072
Profit attributable to equity shareholders 股東應佔盈利	
49,620	30,781
Basic earnings per share (in Hong Kong cents) 每股基本盈利 (港幣仙)	
4.98	3.09

The Group generates its operating revenue from the following geographical locations:

本集團的營業額來自以下地區：

	2007			2006		
	Group 本集團 HK\$'000 港幣千元	Share of an associate 應佔一間 聯營公司 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元	Group 本集團 HK\$'000 港幣千元	Share of an associate 應佔一間 聯營公司 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
Segment revenue 地區營業額						
Hong Kong 香港	129,976	–	129,976	138,143	–	138,143
Mainland China 中國大陸	4,292	142,368	146,660	38,342	95,035	133,377
Total 總計	134,268	142,368	276,636	176,485	95,035	271,520
Segment results 地區業績						
Hong Kong 香港	8,484	–	8,484	7,753	–	7,753
Mainland China 中國大陸	(723)	12,538	11,815	36,806	6,387	43,193
Total 總計	7,761	12,538	20,299	44,559	6,387	50,946
Unallocated operating income and expenses 未予分配經營收入及費用			30,564			(250)
Finance costs 財務費用			(1,706)			(1,631)
Gain on disposal of subsidiaries 出售附屬公司收益			–			12,677
Gain on deemed disposal of partial interest in an associate 視作出售一間聯營公司部份權益之收益			10,243			–
Income tax 所得稅			(2,003)			(7,353)
Profit for the year 本年度盈利			57,397			54,389
Attributable to: 應佔如下：						
Equity shareholders of the Company 本公司股東			49,620			30,781
Minority interests 少數股東權益			7,777			23,608
			57,397			54,389

RESULTS

For the year ended 31 December 2007, the Group reported total revenue of HK\$323.7 million, representing a 8.4% decrease over the previous year; total revenue included the Group's turnover, share of an associate's turnover, gain on disposal of media assets, other revenue and other net income. The Group recorded a profit attributable to shareholders of HK\$49.6 million in 2007 as compared to HK\$30.8 million in 2006. The profit derived from its Hong Kong operations and Mainland China operations was HK\$25.6 million (2006: HK\$7.3 million) and HK\$24.0 million (2006: HK\$23.5 million) respectively. The Group continues to maintain a strong financial position with bank deposits and cash balances (including pledged bank deposits) amounting to HK\$644.0 million as at 31 December 2007.

OPERATING REVENUE

For the year ended 31 December 2007, the Group reported a total revenue of HK\$323.7 million. The total revenue was derived principally from our media sales business as operated in both Hong Kong and Mainland China, with each accounting for approximately 40% and 45% respectively of the total revenue for the year ended 31 December 2007. The revenue generated from our Hong Kong media sales business decreased from HK\$138.1 million to HK\$130.0 million while that from the Mainland China media sales business increased from HK\$133.4 million to HK\$146.7 million, representing a decrease of 6% and an increase of 10%, respectively compared with the previous year. The decrease in revenue in Hong Kong was mainly due to the intense competition in the outdoor media market while the increase in Mainland China is contributed from the expansion and the rapid growth in the industry of the Group's associate.

OPERATING EXPENSES

The Group's operating expenses decreased by HK\$71.1 million from HK\$214.1 million to HK\$143.0 million. The decrease in operating expenses was mainly due to the reduction in operating expenses of HK\$40.7 million attributed to the Group's subsidiaries disposed in 2006. In addition, depreciation and amortisation expenses, impairment loss on fixed assets and impairment loss on goodwill had also been reduced by HK\$13.1 million, HK\$5.0 million and HK\$12.5 million respectively.

業績

截至二零零七年十二月三十一日止年度，本集團錄得收入總額港幣323,700,000元，較去年減少8.4%；收入總額包括本集團營業額、應佔一間聯營公司營業額、出售媒體資產收益、其他收入及其他收益淨額。與二零零六年的股東應佔盈利港幣30,800,000元比較，二零零七年本集團錄得股東應佔盈利港幣49,600,000元，當中來自香港及中國大陸業務的盈利分別為港幣25,600,000元（二零零六年：港幣7,300,000元）及港幣24,000,000元（二零零六年：港幣23,500,000元）。本集團繼續維持穩健的財政狀況，於二零零七年十二月三十一日的銀行存款及現金結餘（包括已抵押銀行存款）為港幣644,000,000元。

經營收入

截至二零零七年十二月三十一日止年度，本集團錄得收入總額港幣323,700,000元。收入總額主要來自香港及中國大陸經營的媒體銷售業務，各自分別佔截至二零零七年十二月三十一日止年度的收入總額約40%及45%。本集團於香港的媒體銷售業務所產生的收入由港幣138,100,000元減少至港幣130,000,000元，而本集團於中國大陸的媒體銷售業務產生的收入則由港幣133,400,000元增至港幣146,700,000元，比較上一年分別減少6%及增加10%。香港收入減少主要由於戶外媒體市場競爭激烈，而中國大陸收入增加乃由於本集團聯營公司所在行業快速發展所致。

經營費用

本集團經營費用由港幣214,100,000元減少港幣71,100,000元至港幣143,000,000元。經營費用減少主要由於本集團於二零零六年所出售之附屬公司應佔經營費用減少港幣40,700,000元所致。此外，折舊及攤銷費用、固定資產減值虧損以及商譽之減值虧損亦分別減少港幣13,100,000元、港幣5,000,000元及港幣12,500,000元。

DIVIDENDS

The Directors recommend the payment of dividends of HK8.88 cents per share including a final dividend of HK5.00 cents per share (2006: HK3.09 cents per share) and a special dividend of HK3.88 cents per share (2006: HK\$Nil per share) for the year ended 31 December 2007. This represents a pay-out ratio of 178% of the current year's profit.

CASH FLOW

In 2007, the cash generated from the operations of the Group was HK\$66.4 million (2006: HK\$97.2 million). Payment for capital expenditure in 2007 amounted to HK\$0.1 million (2006: HK\$2.9 million). The consolidated cash flow statement of the Group for the year ended 31 December 2007 is set out on pages 76 to 77 of this Annual Report.

LIQUIDITY AND FINANCIAL RESOURCES

Bank deposits and cash balances as at 31 December 2007 amounted to HK\$644.0 million (2006: HK\$622.1 million).

At 31 December 2007, the Group had a secured bank loan amounting to HK\$38.0 million (2006: HK\$38.0 million), which is repayable within one year. The gearing ratio, representing the ratio of bank borrowings to the total share capital and reserves of the Group was 4.3% at 31 December 2007 (2006: 4.4%).

At 31 December 2007, the Group had net current assets of HK\$583.8 million (2006: HK\$585.8 million) and total assets of HK\$994.7 million (2006: HK\$963.5 million).

The Group's cash needs are primarily for working capital and to support its media sales business. At 31 December 2007, the Group had banking facilities totalling HK\$50.0 million (2006: HK\$50.0 million). The Group is confident that sufficient funds are maintained to meet the funding requirements for potential business expansion and development in the near future.

股息

董事建議就截至二零零七年十二月三十一日止年度派發股息每股港幣8.88仙，包括末期股息每股港幣5.00仙(二零零六年：每股港幣3.09仙)及特別股息每股港幣3.88仙(二零零六年：每股港幣零元)。派息率約為本年度盈利的178%。

現金流量

二零零七年內，本集團來自經營活動的現金為港幣66,400,000元(二零零六年：港幣97,200,000元)。二零零七年度的資本開支為港幣100,000元(二零零六年：港幣2,900,000元)。本集團截至二零零七年十二月三十一日止年度的綜合現金流量報表載於本年報第76頁至第77頁。

流動資金及財務資源

於二零零七年十二月三十一日，銀行存款及現金結餘為港幣644,000,000元(二零零六年：港幣622,100,000元)。

於二零零七年十二月三十一日，本集團有抵押銀行貸款為港幣38,000,000元(二零零六年：港幣38,000,000元)，並須於一年內償還。於二零零七年十二月三十一日，資本負債比率(為銀行貸款佔本集團股本及儲備金總額的比率)為4.3%(二零零六年：4.4%)。

於二零零七年十二月三十一日，本集團的流動資產淨值為港幣583,800,000元(二零零六年：港幣585,800,000元)，而資產總值為港幣994,700,000元(二零零六年：港幣963,500,000元)。

本集團的現金需要主要是用作營運資金及支持其媒體銷售業務。於二零零七年十二月三十一日，本集團的銀行信貸額共計港幣50,000,000元(二零零六年：港幣50,000,000元)。本集團深信已備有充裕資金以應付不久將來潛在業務擴充及發展的資金需要。

CHARGE ON ASSETS

Bank deposits of HK\$38.0 million (2006: HK\$39.5 million) were pledged to secure the Group's bank loan.

EXPOSURE TO FLUCTUATIONS IN EXCHANGE RATES AND RELATED HEDGES

The Group's monetary assets, loans and transactions are principally denominated in Hong Kong Dollars, US Dollars and Renminbi. During the year, there was no material fluctuation in the exchange rates of Hong Kong Dollars and US Dollars. The appreciation in the current value of the Renminbi contributed positively to the Group's bottom line. The Group did not engage in any derivatives activities and did not commit to any financial instruments to hedge its balance sheet exposure in 2007. At 31 December 2007, the proceeds from the Global Offering and the exercise of an over-allotment option by the underwriters on 18 July 2001, which had not been utilised, were placed into bank deposits.

CAPITAL EXPENDITURES AND CAPITAL COMMITMENTS

Capital expenditures incurred by the Group during 2007 amounted to HK\$0.1 million (2006: HK\$2.9 million). The breakdown of capital expenditures incurred is shown in notes 14 and 15 of the financial statements on pages 107 to 110 of this Annual Report.

Capital commitments outstanding and not provided for in the financial statements of the Group as at 31 December 2007 amounted to HK\$173.0 million (2006: HK\$195.9 million), which is mainly for the upgrade of the existing MMOB system for the MMOB business. The commitments are to be financed by bank borrowings and/or internal resources of the Group.

CONTINGENT LIABILITIES

As at 31 December 2007, the Group had no material contingent liabilities.

資產抵押

銀行存款港幣38,000,000元(二零零六年：港幣39,500,000元)已抵押以取得本集團的銀行貸款。

匯率波動風險及相關對沖

本集團的貨幣資產、貸款及交易主要以港幣、美元及人民幣為單位。年內，港幣及美元的匯率並無重大波動。人民幣幣值上升為本集團的收支帶來正面貢獻。於二零零七年，本集團並無進行任何衍生工具活動，亦無指定任何金融工具對沖其資產負債表風險。於二零零一年七月十八日通過全球發售及包銷商行使超額配股權後尚未動用的所得款項於二零零七年十二月三十一日已存作銀行存款。

資本開支及資本承擔

本集團於二零零七年內的資本開支為港幣100,000元(二零零六年：港幣2,900,000元)。資本開支的明細資料載於本年報第107頁至第110頁的財務報表附註14及15。

於二零零七年十二月三十一日，經批准但並未於本集團財務報表作出撥備的資本承擔為港幣173,000,000元(二零零六年：港幣195,900,000元)，主要是用於流動多媒體業務提升現有流動多媒體系統。資本承擔的資金來源將來自銀行貸款及／或本集團的內部資源。

或然負債

於二零零七年十二月三十一日，本集團並無重大或然負債。

ACCOUNTING STANDARDS AND POLICIES

The financial statements set out on pages 68 to 144 have been prepared in accordance with the applicable disclosure requirements of the Listing Rules, all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance.

EMPLOYEES AND REMUNERATION POLICIES

At 31 December 2007, the Group had 50 full-time employees in Hong Kong and 21 full-time employees in Mainland China. The Group has adopted a share option scheme, details of which are contained in the paragraph headed “Share option scheme” as described on page 61 of this Annual Report.

會計準則及政策

載於第68頁至第144頁的財務報表乃根據上市規則的所有適用披露規定、香港會計師公會頒佈的所有適用的香港財務報告準則，包括所有適用的個別香港財務報告準則、香港會計準則及詮釋、香港公認會計原則及香港公司條例的披露規定而編製。

僱員及薪酬政策

於二零零七年十二月三十一日，本集團於香港有50名全職僱員，於中國大陸則有21名全職僱員。本集團已採納一項購股權計劃，詳情載於本年報第61頁「購股權計劃」一段。

CONNECTED TRANSACTIONS

For the year ended 31 December 2007, the Group entered into the following continuing connected transactions, details of which are set out below:

關連交易

本集團在截至二零零七年十二月三十一日止年度所進行的持續關連交易的詳情如下：

(i) Name of connected parties 關連人士名稱	Nature of transaction 交易性質	HK\$'000 港幣千元	Cap amount approved by the independent shareholders 經獨立股東批准的金額上限 HK\$'000 港幣千元
(1) The Kowloon Motor Bus Company (1933) Limited (Note 1) 九龍巴士(一九三三)有限公司 (附註1)	Royalty fee payable by Bus Focus Limited ("Bus Focus") (Note 2) to KMB in connection with the provision of media sales services for transit vehicle shelters owned by KMB 由Bus Focus Limited(「Bus Focus」)(附註2)就為九巴擁有的客運車輛候車亭提供媒體銷售服務向九巴支付專利費	4,635	10,800
(2) JCDecaux Texon Limited (Note 3) (附註3)	Management fee payable by Bus Focus to JCDecaux Texon in connection with the provision of media sales services for transit vehicle shelters owned by KMB 由Bus Focus就為九巴擁有的客運車輛候車亭提供媒體銷售服務向JCDecaux Texon支付管理費	7,276	17,300
(3) KMB Public Bus Services Holdings Limited (Note 4) (附註4)	Service fee payable by KMBPBS to RoadShow Media Limited in connection with the provision of media sales management and administrative services by RoadShow Media Limited in relation to advertising spaces located at the exterior panels of the bus bodies of KMB's transit vehicles 由KMBPBS就RoadShow Media Limited為九巴客運車輛巴士車身外圍板位的廣告位提供媒體銷售管理及行政服務而應支付予RoadShow Media Limited的服務費	15,164	20,000

Notes:

- The Kowloon Motor Bus Company (1933) Limited ("KMB") is an indirect wholly-owned subsidiary of TIH.
- Bus Focus Limited ("Bus Focus") is an indirect 60%-owned subsidiary of the Company and a direct 40%-owned associate of Immense Prestige Limited ("IPL"). IPL is a wholly-owned subsidiary of JCDecaux Texon International Limited ("JCDecaux TIL").
- JCDecaux Texon Limited ("JCDecaux Texon") is a wholly-owned subsidiary of JCDecaux TIL.
- KMB Public Bus Services Holdings Limited ("KMBPBS") is an indirect wholly-owned subsidiary of TIH.

附註：

- 九龍巴士(一九三三)有限公司(「九巴」)是載通間接全資擁有的附屬公司。
- Bus Focus Limited(「Bus Focus」)是本公司間接擁有60%權益的附屬公司，並且是Immense Prestige Limited(「IPL」)直接擁有40%權益的聯營公司。IPL是JCDecaux Texon International Limited(「JCDecaux TIL」)全資擁有的附屬公司。
- JCDecaux Texon Limited(「JCDecaux Texon」)是JCDecaux TIL全資擁有的附屬公司。
- KMB Public Bus Services Holdings Limited(「KMBPBS」)是載通間接全資擁有的附屬公司。

CONNECTED TRANSACTIONS (continued)

The Group entered into the above transactions with the connected parties in 2001. The Stock Exchange granted a waiver to the Group from strict compliance with the relevant requirements of the Listing Rules in respect of the transaction on 18 June 2001. The waiver expired on 31 December 2004. Following amendment to the Listing Rules, the transactions constitute non-exempt continuing connected transactions under Rule 14A.35 of the Listing Rules, which are subject to reporting, announcement and independent shareholders' approval requirements. The details of the above transactions were disclosed in the announcement of the Company dated 24 November 2005. As the agreements regarding the above transactions have not expired, a special general meeting was held on 23 December 2005 for the purpose of considering and approving the non-exempt continuing transactions for the three years ending 31 December 2007. The transactions were approved at the SGM.

關連交易(續)

本集團於二零零一年與關連人士訂立上述交易。聯交所於二零零一年六月十八日向本集團授出豁免這些交易嚴格遵守上市規則的有關規定。該豁免已於二零零四年十二月三十一日屆滿。根據已修定的上市規則第14A.35條，上述交易構成非豁免持續關連交易，並須遵守申報、公佈及獨立股東批准的規定。上述交易的詳情已於本公司二零零五年十一月二十四日的公告內披露。由於有關上述交易的協議尚未屆滿，故本公司已於二零零五年十二月二十三日就考慮及批准於截至二零零七年十二月三十一日止三個年度進行上述非豁免持續交易舉行了股東特別大會。這些交易已於股東特別大會上獲批准。

(ii) Name of connected party 關連人士名稱	Nature of transaction 交易性質	HK\$'000 港幣千元	Cap amount approved by the independent shareholders 經獨立股東批准的金額上限 HK\$'000 港幣千元
(1) The Kowloon Motor Bus Company (1933) Limited 九龍巴士(一九三三)有限公司	Licence fee and service charges payable by RoadShow Media Limited to KMB in connection with the granting of an exclusive licence to conduct MMOB advertising on KMB buses fitted with the MMOB broadcasting system RoadShow Media Limited就獲九巴獨家特許在九巴裝有流動多媒體廣播系統的巴士上進行流動多媒體廣告向九巴應支付的特許費及服務費	7,083	14,000

The Group entered into the above transaction with the connected party in 2007. The transaction constitutes non-exempt continuing connected transactions under Rule 14A.35 of the Listing Rules, which is subject to reporting, announcement and independent shareholders' approval requirements. The details of the above transaction were disclosed in the announcement of the Company dated 31 October 2007 and was approved at the special general meeting by the independent shareholders on 10 December 2007.

本集團於二零零七年與關連人士訂立上述交易。根據上市規則第14A.35條，上述交易構成非豁免持續關連交易，並須遵守申報、公佈及獨立股東批准的規定。上述交易的詳情已於本公司二零零七年十月三十一日的公告內披露，並於二零零七年十二月十日的股東特別大會上獲獨立股東批准。

CONNECTED TRANSACTIONS (Continued)

關連交易(續)

(iii) Name of connected party 關連人士名稱	Nature of transaction 交易性質	HK\$'000 港幣千元	Cap amount disclosed in the announcement 已於公告披露的金額上限 HK\$'000 港幣千元
(1) JCDcauxTexon	Shortfall of guaranteed rental receivable by Bus Focus in connection with the provision of media sales services for transit vehicle shelters owned by KMB Bus Focus就為九巴擁有的客運車輛候車亭提供媒體銷售服務應收取的保證金差額	9,734	9,500

The Group entered into the above transaction with the connected party in 2001. The Stock Exchange granted a waiver to the Group from strict compliance with the relevant requirements of the Listing Rules in respect of the transaction on 18 June 2001. The waiver expired on 31 December 2004. Following amendment to the Listing Rules, the transaction constitutes non-exempt continuing connected transactions under Rule 14A.34 of the Listing Rules, which are subject to reporting and announcement requirements. An announcement was made by the Company on 24 November 2005 to disclose the annual cap in respect of the above transaction for the three years ending 31 December 2007.

Independent Non-Executive Directors have reviewed and confirmed that the continuing connected transactions as set out in (i), (ii) and (iii) above, which were entered into by the Group, are:

- in the ordinary and usual course of business of the Group;
- on normal commercial terms or on terms no less favourable than terms available to or from (as appropriate) independent third parties; and
- fair and reasonable and in the interests of the shareholders of the Company as a whole.

本集團於二零零一年與關連人士訂立上述交易。聯交所於二零零一年六月十八日向本集團授出豁免這些交易嚴格遵守上市規則的有關規定。該豁免已於二零零四年十二月三十一日屆滿。於上市規則獲修訂後，根據上市規則第14A.34條，上述交易構成非豁免持續關連交易，並須遵守申報及公佈的規定。本公司已就此於二零零五年十一月二十四日發出公告，以披露上述交易截至二零零七年十二月三十一日止三個年度之每年金額上限。

獨立非執行董事已審閱本集團上述(i)、(ii)及(iii)項的持續關連交易，並確認此等交易是：

- 於本集團日常及一般業務過程中訂立；
- 按一般商業條款或按不優於提供予獨立第三者或由獨立第三者提供(視適用情況而定)的條款訂立；及
- 公平合理及符合本公司股東的整體利益。

CONNECTED TRANSACTIONS (continued)

The Independent Non-Executive Directors noted that the agreements of the transactions mentioned in (i)(1), (i)(2) and (iii) above expired on 31 July 2007. The transactions with the connected parties were continued after 31 July 2007. The Group has been negotiating with the connected parties regarding the renewal of the agreements. Subject to the signing of the renewed agreements, the Group will ensure that it will comply with the relevant provisions of the Listing Rules.

In addition, the Auditor of the Company confirmed that:

- the continuing connected transactions were approved by the Board;
- there were agreements in place governing the continuing connected transactions and the prices charged for all of the transactions were in accordance with the pricing terms set out in the relevant agreements governing such transactions, except for the items below:
 - (i) Bus Focus and KMB entered into a licence agreement at which KMB agreed to grant Bus Focus an exclusive licence to conduct the media sales agency and management in relation to transit vehicle shelters owned by KMB as part of the provision of its public bus service under Public Bus Services Ordinance from time to time for the purpose of advertising, sponsorship or commercial promotion for the period from 1 March 2001 to 31 July 2007. The agreement expired on 31 July 2007. As of 19 March 2008, Bus Focus and KMB are still in negotiation over the terms and conditions of the agreement for the period commencing 1 August 2007. Accordingly, the Auditor was not able to carry out the agreed upon procedures for the period from 1 August 2007 to 31 December 2007 as to whether the related transaction has been carried out in accordance with the pricing terms set out in the agreement governing the transaction; and
 - (ii) Bus Focus and JCDecaux Texon entered into a service agreement in connection with the provision of media sales services for transit vehicle shelters owned by KMB for the period from 1 March 2001 to 31 July 2007. The agreement expired on 31 July 2007. As of 19 March 2008, Bus Focus and JCDecaux Texon are still in negotiation over the terms and conditions of the agreement for the period commencing 1 August 2007. Accordingly, the Auditor was not able to carry out the agreed upon procedures for the period

關連交易(續)

獨立非執行董事留意到，上述(i)(1)、(i)(2)及(iii)提及之交易已於二零零七年七月三十一日屆滿，而與關連人士交易於二零零七年七月三十一日以後仍繼續進行。本集團已經與關連人士就協議的續期進行磋商。倘若簽訂續期協議，本集團將確保其遵守上市規則之相關條款。

此外，本公司核數師已確認：

- 董事會已批准該等持續關連交易；
- 該等持續關連交易乃受既定協議規限，所有交易所收取的價格乃按規管該等交易的相關協議內所載的定價條款而定，惟下列項目除外：
 - (i) Bus Focus曾與九巴簽訂特許協議於二零零一年三月一日至二零零七年七月三十一日之期間進行廣告、贊助或商業推廣，據此，九巴同意向Bus Focus就其所有客運車輛候車亭授予媒體銷售代理及管理的獨家特許權(客運車輛候車亭乃九巴不時根據公共巴士服務條例提供公共巴士服務之一部分)。該協議已於二零零七年七月三十一日屆滿。截至二零零八年三月十九日，Bus Focus與九巴仍在就自二零零七年八月一日開始之協議條款及條件進行磋商。因此，核數師未能進行二零零七年八月一日至二零零七年十二月三十一日期間的已議定程序，以確定相關交易是否按規管該等交易的相關協議內所載的定價條款進行；
 - (ii) Bus Focus與JCDecaux Texon就於二零零一年三月一日至二零零七年七月三十一日期間為九巴擁有的客運車輛候車亭提供媒體銷售服務訂立一項服務協議。該協議於二零零七年七月三十一日屆滿。截至二零零八年三月十九日，Bus Focus與JCDecaux Texon仍在就自二零零七年八月一日開始

from 1 August 2007 to 31 December 2007 as to whether the related transaction has been carried out in accordance with the pricing terms set out in the agreement governing the transaction;

- the aggregate dollar amount of the continuing connected transactions for the year ended 31 December 2007 did not exceed the respective caps disclosed in previous announcements made by the Company in respect of each of the continuing connected transactions, except for the item below:
 - (i) the guaranteed rental receivable by Bus Focus from JCDecaux Texon in connection with the provision of media sales services for transit vehicle shelters owned by KMB amounted to HK\$9,734,000, for the period from 1 January 2007 to 31 July 2007 exceeded the cap amount of HK\$9,500,000 set for this transaction.

USE OF PROCEEDS

Since the listing of RoadShow on the Stock Exchange, the Group has utilised approximately HK\$350.5 million for the development of, and the purchase of equipment for use in, the MMOB business and for the acquisition of complementary businesses in Mainland China. The balance of the proceeds, which has not been utilised, has been deposited with licensed banks in Hong Kong.

CORPORATE GOVERNANCE

Over the years, the Group has placed strong emphasis on maintaining high standards of corporate governance and believes good corporate governance provides a solid and sound framework to assist the Directors in fulfilling their duties and responsibilities to the Group. The Group's standards of corporate governance ensure that the Group's corporate decision-making process, internal controls, disclosure of information and communication with shareholders is conducted in accordance with sound management practices and in full compliance with the regulatory standards. The Corporate Governance Report of the Group for the year ended 31 December 2007 is set out on pages 40 to 56 of this Annual Report.

之協議條款及條件進行磋商。因此，核數師未能進行二零零七年八月一日至二零零七年十二月三十一日期間的已議定程序，以確定相關交易是否按規管該等交易的相關協議內所載的定價條款進行；

- 截至二零零七年十二月三十一日止年度，持續關連交易的合計金額並未超過本公司以前公告所披露的各持續關連交易上限金額，惟以下項目除外：
 - (i) 二零零七年一月一日至二零零七年七月三十一日期間，Bus Focus就為九巴擁有的客運車輛候車亭提供媒體銷售服務應收JCDecaux Texon的保證金差額為港幣9,734,000元，已超過該項交易港幣9,500,000元上限金額。

運用集資所得款項

自路訊通於聯交所上市以來，本集團為發展流動多媒體業務及購置流動多媒體設備，以及收購中國大陸的配套業務而付出約港幣350,500,000元，餘下集資所得款項已存入香港持牌銀行作為存款。

企業管治

本集團多年來一直致力保持高水平的企業管治，並深信良好的企業管治產生穩固而健全的框架，從而有助董事為本集團履行職責及責任。本集團的企業管治水平，確保本集團的企業決策程序、內部監控、資料披露以及與股東的溝通均符合優質管理要求，並充分遵守監管標準。本集團截至二零零七年十二月三十一日止年度的企業管治報告載於本年報第40頁至第56頁。



PROFILES OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理人員簡介

DIRECTORS 董事



John CHAN Cho Chak GBS, JP, DBA (Hon), BA, DipMS, CCMI, FCILT, FHKIoD

Chairman, aged 64. Mr Chan has been the Chairman of the Company since 15 January 2001. He was appointed as Managing Director of The Kowloon Motor Bus Company (1933) Limited (“KMB”) in November 1993. He is now Managing Director of Transport International Holdings Limited and Senior Executive Director of KMB and Long Win Bus Company Limited. He is also an Independent Non-Executive Director of Hang Seng Bank Limited and Guangdong Investment Limited. Before joining the Group, Mr Chan held many positions in the Hong Kong Civil Service from 1964 to 1978 and from 1980 to 1993. The key posts held in the Hong Kong Government included Private Secretary to the Governor, Deputy Secretary (General Duties), Director of Information Services, Deputy Chief Secretary, Secretary for Trade and Industry and Secretary for Education and Manpower. Mr Chan also served as Executive Director and General Manager of Sun Hung Kai Finance Company Limited from 1978 to 1980. Mr Chan is the Chairman of the Hong Kong Jockey Club and Vice Patron of the Community Chest.



Michael WONG Yick-kam BBA, MBA

Deputy Chairman, aged 56. Mr Wong has been a Director of the Company since 1 April 2001. He obtained his bachelor’s and master’s degrees in business administration from The Chinese University of Hong Kong. He has been an Executive Director of Sun Hung Kai Properties Limited since 1996. Mr Wong is also an Executive Director of SUNeVision Holdings Limited, and a Non-Executive Director of SmarTone Telecommunications Holdings Limited and USI Holdings Limited. In community service, he is Chairman of the Hong Kong Youth Hostels Association. He is a member of the Steering Committee on Promotion of Volunteer Service of the Social Welfare Department and also a member of the Board of Trustees of New Asia College, The Chinese University of Hong Kong.

陳祖澤太平紳士 GBS, DBA (Hon), BA, DipMS, CCMI, FCILT, FHKIoD

主席，六十四歲。陳氏自二零零一年一月十五日起為本公司主席。他於一九九三年十一月獲委任為九龍巴士（一九三三）有限公司（「九巴」）董事長。陳氏現任載通國際控股有限公司董事長、九巴高級執行董事及龍運巴士有限公司高級執行董事。陳氏亦為恒生銀行有限公司及粵海投資有限公司獨立非執行董事。於加入集團前，陳氏於一九六四年至一九七八年及一九八零年至一九九三年間任職於香港政府，期間歷任港督私人秘書、副常務司、政府新聞處處長、副布政司、工商司及教育及人力統籌司等要職。陳氏於一九七八年至一九八零年間曾任職新鴻基財務有限公司執行董事及總經理。陳氏亦為香港賽馬會主席及香港公益金名譽副會長。

黃奕鑑 BBA, MBA

副主席，五十六歲。黃氏自二零零一年四月一日起為本公司董事。他持有香港中文大學工商管理學士及碩士學位。他自一九九六年起擔任新鴻基地產發展有限公司的執行董事，黃氏亦為新意網集團有限公司執行董事，及數碼通電訊集團有限公司及富聯國際集團有限公司的非執行董事。就社區服務而言，黃氏為香港青年旅舍協會主席。黃氏亦為社會福利署推廣義工服務督導委員會委員及香港中文大學新亞書院校董。

DIRECTORS (continued) 董事(續)



Winnie NG BA, MBA (Chicago), MPA (Harvard)

Founder and Group Managing Director, aged 44. Ms Ng is the Founder of the Company and has been a Director since 15 January 2001 responsible for the formulation and implementation of the overall policy and strategy. She has also been a Director of Transport International Holdings Limited (“TIH”), The Kowloon Motor Bus Company (1933) Limited (“KMB”) and KMB (China) Holdings Limited (“KMB (China)”) since 4 September 1997, 12 October 1995 and 1 September 1997 respectively. Ms Ng joined the KMB Group in 1990 and since then has looked after various portfolios including business development, marketing and sales, customer service, procurement, insurance, facilities management, and corporate relations. She has successfully revamped and rejuvenated KMB’s image and positioned KMB as a powerful out-of-home media sales tool by raising the profiles of bus body, bus shelter, and in-bus advertising. She was appointed Commercial Director of KMB in 1999 and then Executive Director of TIH, KMB, and KMB (China) in 2001. In 2003, Ms Ng won the Yazhou Zhoukan Young Chinese Entrepreneur Award and in 2006 was named one of China’s One Hundred Outstanding Women Entrepreneurs; she was also named Mason Fellow of Harvard University in 2006. Active in public service, she is Director of Bauhinia Foundation Research Centre; Director of HK Cyberport; Board Member of Agency for Volunteer Service; Council Member of Better HK Foundation; PR Committee Member of Community Chest; Executive Committee Member of HK Council of Social Service; Hospital Governing Committee Member of Queen Elizabeth Hospital, and Director of Habitat for Humanity China. Ms Ng is also Vice Chairman of Council of China’s Foreign Trade, China Council for Promotion of International Trade and Vice Board Chairman of Council of World Market, Shanghai Foreign Economic Relation & Trade Commission. Ms Ng is sister of Mr Anthony Ng, Director of the Company. Ms Ng holds an MBA degree from the University of Chicago and an MPA degree from Harvard University.

伍穎梅 BA, MBA (Chicago), MPA (Harvard)

創辦人兼集團董事總經理，四十四歲。伍氏為本公司創辦人，並自二零零一年一月十五日起為本公司董事，負責制定及落實集團的整體政策及策略。她分別自一九九七年九月四日、一九九五年十月十二日、一九九七年九月一日起出任載通國際控股有限公司(「載通」)、九龍巴士(一九三三)有限公司(「九巴」)及九巴(中國)控股有限公司(「九巴(中國)」)董事。伍氏於一九九零年加入九巴集團，此後不斷參與多項工作，計有業務發展、市場推廣及銷售、客戶服務、採購、保險、資產管理及企業關係。伍氏成功使九巴形象革新，並提升了巴士車身、候車亭和車內的廣告，使九巴成為一個強而有力的戶外媒體銷售工具。伍氏於一九九九年獲委任為九巴商務總監，其後於二零零一年獲委任為載通、九巴及九巴(中國)執行董事。伍氏於二零零三年獲亞洲週刊頒授華人青年企業家大獎，及後於二零零六年獲選為中國百名傑出女企業家；同年，她亦獲哈佛大學授予梅森學者。伍氏熱心社會服務，她為智經研究中心理事、香港數碼港董事局成員、義務工作發展局董事、香港明天更好基金董事局成員、香港公益金公共關係委員會委員、香港社會服務聯會執行委員會委員、伊利沙伯醫院醫院管治委員會成員及中華仁人家園協會董事。伍氏亦為中國國際貿易促進委員會主辦中國對外貿易理事會副理事長及上海市對外經濟貿易委員會國際市場理事會副理事長。伍氏為本公司董事伍永漢先生的姊姊。伍氏持有芝加哥大學工商管理及哈佛大學公共行政學碩士學位。

DIRECTORS (continued) 董事(續)



MAK Chun Keung

Director, aged 67. Mr Mak has been a Director of the Company since 23 May 2001. He joined The Kowloon Motor Bus Company (1933) Limited in 1994, appointed Commercial Director in 2001 and retired in February 2006. He was Director of HK Macau Limited, a subsidiary of The Kowloon Motor Bus Company (1933) Limited providing urban bus services in co-operation with Dalian City No. 1 Bus Company through Dalian HK Macau Motor Bus Services Limited, and Director of the co-operative joint venture in Dalian, People's Republic of China. Mr Mak has over 20 years of experience in international banking and finance, and has held senior executive positions in foreign and local banking institutions throughout his career.



Dr Carlye Wai-Ling TSUI BBS, MBE, JP, DProf, BA(Econ), FHKIoD, FBCS, CITP, FHKIE, HonFACE, PDipCD

Independent Non-Executive Director, aged 60. Dr Tsui has been a Director of the Company since 1 April 2001. She is the Chief Executive Officer of The Hong Kong Institute of Directors. She is also Fellow of The Hong Kong Institution of Engineers, The Hong Kong Institute of Directors and The British Computer Society, Honorary Fellow of the Hong Kong Association for Computer Education and Chartered Information Technology Professional. Dr Tsui is the holder of Professional Diploma on Corporate Governance and Directorship. A Justice of the Peace, Dr Tsui was formerly a Wan Chai District Councillor, a Councillor of Urban Council and Provisional Urban Council and a member of Broadcasting Authority. She is Past Chairman of Hong Kong Chinese Orchestra. She was selected as one of the Ten Outstanding Young Persons in Hong Kong 1981 and awarded IT Achiever of the Year 1992, Member of the Most Excellent Order of the British Empire in 1997, Bronze Bauhinia Star 2003 and the Ken Goulding Award for the most outstanding professional doctorate of Middlesex University 2007.

麥振強

董事，六十七歲。麥氏自二零零一年五月二十三日起為本公司董事。他自一九九四年加入九龍巴士(一九三三)有限公司，於二零零一年獲委任為商務總監並於二零零六年二月退休。他曾為九龍巴士(一九三三)有限公司的附屬公司港濠有限公司的董事，該公司與大連市第一公共汽車公司合作透過大連港濠汽車服務有限公司提供市區巴士服務，而麥氏同時曾亦為中華人民共和國大連合作公司的董事。麥氏在國際銀行及金融方面有逾二十年經驗，並曾於外國及本地銀行機構擔任多個高級行政人員職位。

徐尉玲博士太平紳士 BBS, MBE, DProf, BA(Econ), FHKIoD, FBCS, CITP, FHKIE, HonFACE, PDipCD

獨立非執行董事，六十歲。徐博士自二零零一年四月一日起為本公司董事。她為香港董事學會的行政總裁。她的專業資格包括：香港工程師學會、香港董事學會及英國電腦學會的資深會員、香港電腦教育學會的榮譽院士及特許資訊科技專業人士。徐博士持有「企業管治及董事專業文憑」。徐博士身為太平紳士，曾任灣仔區區議員，並為前市政局及臨時市政局議員，以及廣播事務管理局成員。她亦為香港中樂團前主席。她於一九八一年獲選為香港十大傑出青年之一，並於一九九二年獲頒傑出資訊科技成就獎，於一九九七年獲頒英帝國員佐勳章，於二零零三年獲頒銅紫荊星章，並獲密德薩斯大學頒發二零零七年最傑出專業深造博士獎。

DIRECTORS (continued) 董事(續)



HUI Ki On GBS, CBE, QPM, CPM

Independent Non-Executive Director, aged 64. Mr Hui has been a Director of the Company since 1 April 2001. He was previously Commissioner of Police in Hong Kong from 1994 to January 2001. Mr Hui has served with the Police Force since 1963. During his police career, Mr Hui had been awarded the Baton of Honor, the Commissioner's Commendation, the Colonial Police Medal for Meritorious Service, the Queen's Police Medal, the Colonial and HKSAR Police Long Service Medals and the CBE. In 2001, he was awarded the Gold Bauhinia Gold Star Medal by the Hong Kong Special Administrative Region Government. Mr Hui is also a member of the Scout Association of Hong Kong and is currently the Assistant Chief Commissioner (International and Liaison) of the Association. He is the Acting Managing Director of K. Wah International Holdings Limited.



Dr Eric LI Ka Cheung GBS, OBE, JP, LLD, DSocSc, BA, FCPA (Practising), Hon HKAT, FCA, FCPA (Aust.), FCIS

Independent Non-Executive Director, aged 54. Dr Li has been a Director of the Company since 16 September 2004. He is the Senior Partner of Li, Tang, Chen & Co., Certified Public Accountants (Practising) and an Independent Non-executive Director of Transport International Holdings Limited, The Kowloon Motor Bus Company (1933) Limited, Long Win Bus Company Limited, SmarTone Telecommunications Holdings Limited, Wong's International (Holdings) Limited, Hang Seng Bank Limited, China Resources Enterprise, Limited, Bank of Communications Co., Ltd. and Meadville Holdings Limited. He is a non-executive director of Sun Hung Kai Properties Limited. Dr Li is a member of the 11th National Committee of the Chinese People's Political Consultative Conference, a member of the Legislative Council of Hong Kong from 1991 to 2004 and Chairman of its Public Accounts Committee from 1995 to 2004. He is also a past president of the Hong Kong Institute of Certified Public Accountants.

許淇安 GBS, CBE, QPM, CPM

獨立非執行董事，六十四歲。許氏自二零零一年四月一日起為本公司董事。他於一九九四年至二零零一年一月間曾任香港警務處處長。許氏自一九六三年以來一直為警隊服務。於其警隊生涯中，許氏曾獲多項殊榮，包括榮譽警棍、警務處處長嘉獎、殖民地警察榮譽獎章、女皇警察獎章、殖民地及香港特區警察長期服務獎章及英帝國司令勳章。於二零零一年，許氏獲香港特別行政區政府頒授金紫荊星章。許氏亦為香港童軍總會的會員，目前為該組織的助理總監（國際及內聯）。許氏為嘉華國際集團有限公司的署理董事總經理。

李家祥博士太平紳士 GBS, OBE, LLD, DSocSc, BA, FCPA (Practising), Hon HKAT, FCA, FCPA (Aust.), FCIS

獨立非執行董事，五十四歲。李博士自二零零四年九月十六日起為本公司董事。他為李湯陳會計師事務所首席合夥人，執業資深會計師，現任載通國際控股有限公司、九龍巴士（一九三三）有限公司、龍運巴士有限公司、數碼通電訊集團有限公司、王氏國際（集團）有限公司、恒生銀行有限公司、華潤創業有限公司、交通銀行股份有限公司及美維控股有限公司的獨立非執行董事。他為新鴻基地產發展有限公司的非執行董事。李博士為中國人民政治協商會議第十一屆全國委員會委員，亦曾於一九九一年至二零零四年出任香港立法會議員及於一九九五年至二零零四年任該會政府賬目委員會主席。他亦為香港會計師公會前會長。

DIRECTORS (continued) 董事(續)



Anthony NG BA, MBA (Ivey)

Director, aged 40. Mr Ng has been a Director of the Company since 1 April 2001. He is a director of Sundart Holdings Ltd (a leading contracting company specializing in commercial and residential interior decoration with operations in Beijing, Shanghai, Macau and Hong Kong), Harvest City Ltd (a company investing in public bus operations in Shenyang, Jilin and Dalian) and NetThruPut Inc (a Canadian leading company in web-based crude oil trading and an affiliate company of Enbridge Inc). Mr Ng is a member of Council to the Board of Sowers Action, a charity organization which aims at developing fundamental education in China. Mr Ng is the brother of Ms Winnie Ng, Group Managing Director of the Company. Mr Ng holds an MBA degree from the Richard Ivey School of Business of the University of Western Ontario.



John Anthony MILLER OBE, JP, MPA (Harvard), BA (London)

Director, aged 57. Mr Miller has been a Director of the Company since 20 March 2008. Mr Miller retired from the Civil Service in February 2007 as Permanent Representative of the Hong Kong Special Administrative Region of China to the World Trade Organization in Geneva. Key positions held over a career spanning 35 years prior to Mr Miller's retirement include Permanent Secretary for Financial Services and the Treasury 2002-2004, Director of Housing and Chief Executive of the Housing Authority 1996-2002, Director-General of Trade 1993-1996, Director of Marine 1991-1993, Information Coordinator in the Chief Secretary's Office 1989-1991 and Private Secretary to the Governor 1979-1982. Mr Miller is a non-executive director of Transport International Holdings Limited, The Kowloon Motor Bus Company (1933) Limited and Hong Kong Business Aviation Centre Limited, a partly-owned subsidiary of Sun Hung Kai Properties Limited. Mr Miller holds an MPA degree from Harvard University and a BA degree from London University.

伍永漢 BA, MBA (Ivey)

董事，四十歲。伍氏自二零零一年四月一日起為本公司董事。他為承達集團有限公司(該公司專注承辦商業及住宅室內裝修，佔有領導地位，在北京、上海、澳門及香港均有運作)、豐城有限公司(該公司投資經營包括瀋陽、吉林及大連市的公共巴士業務)及NetThruPut Inc(該公司為一家在加拿大佔有領導地位的網上原油交易公司及Enbridge Inc的附屬公司)的董事。伍氏為苗圃行動名譽理事會的成員，苗圃行動為致力發展中國基礎教育的慈善機構。伍氏為本公司的集團董事總經理伍穎梅女士的弟弟。伍氏持有西安大略大學 Richard Ivey School of Business 的工商管理碩士學位。

苗學禮太平紳士 OBE, MPA (Harvard), BA (London)

董事，57歲。苗學禮先生自二零零八年三月二十日起出任本公司董事。他於二零零七年二月卸任中國香港特別行政區駐日內瓦世界貿易組織常設代表，並離開公務員隊伍。他在退休前的35年事業發展中曾任多個要職，包括在二零零二年至二零零四年任財經事務及庫務局常任秘書長，在一九九六年至二零零二年任房屋署署長及房屋委員會行政總裁，在一九九三年至一九九六年任貿易署署長，在一九九一年至一九九三年任海事處處長，在一九八九年至一九九一年任布政司辦公室資訊統籌處長，以及在一九七九年至一九八二年任港督私人秘書。苗學禮先生現於載通國際控股有限公司、九龍巴士(一九三三)有限公司及新鴻基地產發展有限公司持有部分股權的附屬公司香港商用航空中心有限公司出任非執行董事。苗學禮先生持有哈佛大學公共行政碩士學位及倫敦大學文學士學位。

DIRECTORS (continued) 董事(續)



Andrew SO Sing Tak

Director, aged 42. Mr So has been a Director of the Company since 6 September 2005. He is currently the Chief Executive Officer of SUNeVision Holdings Limited and has been with Sun Hung Kai Properties Group since July 2001. Mr So is also a non-executive director of SmarTone Telecommunications Holdings Limited. Mr So holds both a BA from Harvard University and MBA from Harvard Business School, and he has over 15 years' experience in management and technology consulting, having worked extensively in the USA, UK, Hong Kong and elsewhere in Asia, formulating and executing strategies for companies in diverse industries. Prior to joining Sun Hung Kai Properties Group, Mr So was Senior Vice President and Managing Director–Greater China, with Digitas Asia Limited, subsidiary of a Nasdaq-listed systems integrator and web solutions provider headquartered in Boston, Massachusetts. He set up Digitas' first office in Asia to serve global and local clients. Before that, Mr So held the position of Managing Director–Telecommunications with Scient, a technology solutions provider based in San Francisco, where he led business development and solution delivery for Asian Telecom and Internet clients. He has also worked for the international consulting and systems integration firms Accenture and Cap Gemini, in the USA and Europe.

蘇承德

董事，四十二歲。蘇氏自二零零五年九月六日起為本公司董事。他現為新意網集團有限公司行政總裁，自二零零一年七月起加入新鴻基地產集團。蘇氏亦為數碼通電訊集團有限公司非執行董事。蘇氏持有美國哈佛大學文學士學位及哈佛商學院工商管理碩士學位，並擁有逾十五年管理及資訊科技顧問服務經驗，曾在美國、英國、香港及亞洲區內多個地方工作，負責為不同行業的公司制定及執行企業發展策略。蘇氏在加入新鴻基地產集團之前，曾出任美國Digitas Asia Limited大中華地區的高級副總裁兼董事總經理。Digitas Asia Limited的母公司設於麻省波士頓，為Nasdaq上市的系統整合及網上解決方案供應商。他在亞洲設立了Digitas首個辦事處，以服務各國及本地客戶。在此之前，蘇氏曾在Scient出任電訊業務董事總經理，負責亞洲電訊及互聯網客戶的商務發展及方案傳送服務。Scient乃資訊科技解決方案供應商，其總部設於三藩市。他亦曾於美國及歐洲兩地分別為國際顧問及系統整合公司Accenture及Cap Gemini擔任要職。

BOARD OF DIRECTORS 董事會

Name 姓名	Position held in the Group 於集團擔任的職位	Date of appointment 委任日期
John CHAN Cho Chak 陳祖澤太平紳士 GBS, JP	Chairman 主席	15 January 2001 二零零一年一月十五日
Michael WONG Yick-kam 黃奕鑑	Deputy Chairman 副主席	1 April 2001 二零零一年四月一日
Winnie NG 伍穎梅	Group Managing Director 集團董事總經理	15 January 2001 二零零一年一月十五日
Anthony NG 伍永漢	Director 董事	1 April 2001 二零零一年四月一日
Dr Carlye Wai-Ling TSUI 徐尉玲博士太平紳士 BBS, MBE, JP	Independent Non-Executive Director 獨立非執行董事	1 April 2001 二零零一年四月一日
HUI Ki On 許淇安 GBS, CBE, QPM, CPM	Independent Non-Executive Director 獨立非執行董事	1 April 2001 二零零一年四月一日
MAK Chun Keung 麥振強	Director 董事	23 May 2001 二零零一年五月二十三日
Dr Eric LI Ka Cheung 李家祥博士太平紳士 GBS, OBE, JP	Independent Non-Executive Director 獨立非執行董事	16 September 2004 二零零四年九月十六日
Andrew SO Sing Tak 蘇承德	Director 董事	6 September 2005 二零零五年九月六日
John Anthony MILLER 苗學禮太平紳士 OBE, JP	Director 董事	20 March 2008 二零零八年三月二十日

SENIOR MANAGEMENT 高級管理人員

Name 姓名	Position held in the Group 於集團擔任的職位	Year joined the Group 加入集團之年份
Winnie NG 伍穎梅	Founder and Group Managing Director 創辦人兼集團董事總經理	Inception 創辦之日
Ramond YIU Wing Hong 姚永康	Marketing & Sales Director (Hong Kong and Greater China) 市務及營業總監(大中華地區)	October 2000 二零零零年十月
Lisa HUI Ping Sum 許冰心	Commercial Director 商務總監	May 2002 二零零二年五月
MAN Miu Sheung 文妙嫦	Finance & Administration Director and Company Secretary 財務及行政總監兼公司秘書	February 2007 二零零七年二月



CORPORATE GOVERNANCE REPORT 企業管治報告

CORPORATE GOVERNANCE PRACTICES

Over the years, the Company and its subsidiaries (the “Group”) have placed strong emphasis on maintaining high standards of corporate governance and believe that good corporate governance provides a solid and sound framework to assist the Board in fulfilling its duties and responsibilities to the Group and its shareholders.

In November 2004, the Stock Exchange issued the “Code on Corporate Governance Practices and Corporate Governance Report” (the “Code”), which took effect for accounting periods commencing on or after 1 January 2005. The Code sets out principles of good corporate governance and two levels of recommendations, namely:

- Code Provisions (listed companies are expected to comply with all these provisions or to give considered reasons for any deviation); and
- Recommended Best Practices (listed companies are encouraged to comply with these recommendations or to give reasons for any deviation).

On 14 March 2005, the Board established the “RoadShow Code on Corporate Governance” (the “RoadShow Code”) and the Company has implemented the RoadShow Code since then. On 8 March 2006, the Board approved and adopted a number of new sections of the RoadShow Code which, among other things, rectified the two deviations from the code provisions (in the Code of Corporate Governance Practices contained in Appendix 14 of the Listing Rules) as reported in the Annual Report for the year ended 31 December 2005.

The Company was in compliance with all applicable code provisions set out in the Code on Corporate Governance Practices as set out in Appendix 14 of the Listing Rules throughout the year ended 31 December 2007.

企業管治常規

本公司及其附屬公司(「本集團」)多年來一直致力保持高水平的企業管治，並深信良好的企業管治提供穩固而健全的框架，從而有助於董事會對本集團及其股東履行職責及責任。

於二零零四年十一月，聯交所頒佈「企業管治常規守則及企業管治報告」(「守則」)，此守則適用於二零零五年一月一日或以後開始的會計期間。守則載列良好企業管治的原則及下列兩層面的建議：

- 守則條文(上市公司須切實遵守所有條文，或如偏離條文，需作出經考慮的解釋)；及
- 建議最佳常規(鼓勵上市公司遵守所有建議，或如偏離建議，需作出解釋)。

董事會於二零零五年三月十四日制定「路訊通企業管治守則」(「路訊通守則」)，本公司自此開始實施路訊通守則。於二零零六年三月八日，董事會批准並採納多項納入路訊通守則的新條款，其中包括修訂兩項於截至二零零五年十二月三十一日止年度報告呈列之偏離上市規則附錄14所載《企業管治常規守則》條文的情況。

本公司於截至二零零七年十二月三十一日止之年度已遵守上市規則附錄14所載《企業管治常規守則》的所有適用之守則條文。

THE BOARD OF DIRECTORS

Responsibilities

The Board is responsible for promoting the success of the Group by directing and supervising its affairs in a responsible and effective manner. Each director should take decisions objectively in the interests of the Group.

The major types of decisions that are taken by the Board are those relating to:

- the appointment of the Chairman, Group Managing Director ("GMD"), members of the Executive Committee, Audit Committee, Remuneration Committee and Nomination Committee, and the Company Secretary;
- the strategic plans and objectives of the Company;
- the monitoring and controlling of the Group's operating and financial performance; and
- the assessment and management of risk to which the Group is exposed.

The Board delegates the Group's day-to-day operations to the GMD.

董事會

責任

董事會以負責任及有效的方式指導及監管本集團事務，務求令本集團創出佳績。各董事須做出符合本集團利益的客觀決定。

董事會作出的主要決定乃與下列事項有關：

- 委任主席、集團董事總經理、行政委員會、審核委員會、薪酬委員會及提名委員會的成員以及公司秘書；
- 本公司的策略性計劃及目標；
- 監察及控制本集團的經營及財務表現；及
- 評估及管理本集團的風險。

董事會授權集團董事總經理處理本集團日常事務運作。

THE BOARD OF DIRECTORS (continued)

Responsibilities (continued)

The Directors are responsible for the preparation of the Group's financial statements for each financial year or period that give a true and fair view of the state of affairs of the Group and of the results and cash flows for that year or period. In preparing the financial statements for the year ended 31 December 2007, the Directors have:

- selected suitable accounting policies and applied them consistently;
- made judgments and estimates that are prudent and reasonable; and
- prepared the financial statements on a going concern basis.

The Directors acknowledge their responsibility for preparing the Group's financial statements. This responsibility extends to annual and interim reports, other "price-sensitive" announcements and other financial disclosures required under the Listing Rules, as well as reports to regulators and information required to be disclosed pursuant to statutory requirements. The responsibility of the external auditors for the audit of the financial statements of the Company for the year ended 31 December 2007 is set out in the Independent Auditor's Report on pages 66 to 67 of this Annual Report.

董事會(續)

責任(續)

董事負責編製本集團各財政年度或期間的財務報表，該等財務報表均真實公允地反映本集團於該年度或期間的財政狀況、業績與現金流量。於編製截至二零零七年十二月三十一日止年度的財務報表時，董事已：

- 選用合適的會計政策並加以貫徹運用；
- 作出審慎及合理的判斷及估計；及
- 以持續經營基準編製財務報表。

董事確認彼等編製本集團財務報表之責任。責任範圍包括年報及中期報告、上市規則規定作出的其他「股價敏感」公佈及其他財務披露、向監管當局呈交的報告，以及根據法定規定須予披露的資料。外聘核數師審核本公司截至二零零七年十二月三十一日止年度財務報表的責任載於本年報第66頁至第67頁的獨立核數師報告。

THE BOARD OF DIRECTORS (continued)

Composition

The Board is composed of nine Directors as at 31 December 2007, three of whom are Independent Non-Executive Directors (“INEDs”). These INEDs bring a wide range of business and financial experience to the Board, which contributes to the effective direction of the Group.

Details of all Directors, including the Chairman, GMD, Executive Directors (“EDs”), Non-Executive Directors (“NEDs”) and INEDs are set out on pages 33 to 38 of this Annual Report. The relationships (including financial, business, family or other material or relevant relationships) among members of the Board are also disclosed. There is no such relationship between the Chairman and the GMD.

In order to reinforce independence, accountability and responsibility, the posts of the Chairman and the GMD are held separately by Mr John Chan Cho Chak and Ms Winnie Ng respectively. The Chairman is responsible for ensuring that the Board is functioning properly with good corporate governance practices and procedures, whilst the GMD is responsible for managing the Group’s businesses in a manner consistent with the Group’s standards and in accordance with specific plans, instructions or directions of the Board.

During the year ended 31 December 2007, the Board at all times complied with the requirements of the Listing Rules relating to the appointment of at least three INEDs and also the requirement that one of these INEDs should possess appropriate professional qualifications or accounting or related financial management expertise.

Pursuant to the requirement in the Listing Rules, the Company has received a written confirmation from each INED of his or her independence from the Company. The Company considers all of the INEDs to be independent.

The Board met regularly throughout the year to discuss the overall strategy as well as the operational and financial performance of the Group. All Directors are kept informed on a timely basis of major changes that may affect the Group’s businesses, including relevant rules and regulations. Written procedures are also in place for Directors to seek independent professional advice in performing their Directors’ duties at the Company’s expense. No request was made by any Director for such independent professional advice in 2007. Four Board meetings were held during 2007.

董事會(續)

成員

於二零零七年十二月三十一日，董事會由九名董事組成，其中三人為獨立非執行董事。該等獨立非執行董事為董事會帶來豐富的業務及財務經驗，並對本集團作出有效的指引。

全體董事(包括主席、集團董事總經理、執行董事、非執行董事及獨立非執行董事)的資料詳情載於本年報第33頁至第38頁。董事會成員之間的關係(包括財務、業務、家族或其他重大或相關關係)亦已披露。主席與集團董事總經理之間並無任何上述關係。

為加強獨立性、問責性及責任性，主席及集團董事總經理的職位分別由陳祖澤太平紳士及伍穎梅女士擔任。主席負責確保董事會以良好的企業管治常規及程序妥善地運作，而集團董事總經理則負責以與集團標準一致的方式及根據董事會個別的計劃、指示或指令管理本集團業務。

截至二零零七年十二月三十一日止年度，董事會於所有時間均已遵守上市規則有關委任至少三名獨立非執行董事的規定，並已遵守其中一名獨立非執行董事須具備適當專業資格或會計或相關財務管理經驗的規定。

根據上市規則的規定，本公司已接獲各獨立非執行董事就其獨立性向本公司發出的書面確認。本公司認為所有獨立非執行董事均符合有關獨立性的要求。

董事會於年內定期召開會議，以商討本集團的整體策略及經營與財務表現。所有董事均適時獲告知可能影響本集團業務的主要變動，包括有關規則及規例。本公司亦已制定有關本公司出資為董事尋求獨立專業意見以令其履行董事職責的書面程序。於二零零七年，並無董事要求獨立專業意見。本公司於二零零七年舉行了四次董事會會議。

BOARD COMMITTEES

The Board has appointed the following committees to oversee various aspects of the Company's affairs. The composition of these Board Committees during 2007 is set out below:

董事委員會

董事會已委任以下委員會監管本公司各方面的事務。於二零零七年，該等董事委員會的成員如下：

Directors 董事		Executive Committee 行政委員會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會
Independent Non-Executive Directors:	獨立非執行董事：				
Dr Carlye Wai-Ling TSUI	徐尉玲博士太平紳士		M 成員	M 成員	M 成員
HUI Ki On	許淇安		M 成員	M 成員	M 成員
Dr Eric LI Ka Cheung	李家祥博士太平紳士		C 主席		
Non-Executive Directors:	非執行董事：				
John CHAN Cho Chak	陳祖澤太平紳士	C 主席			
Michael WONG Yick-kam	黃奕鑑	M 成員	M 成員	C 主席	C 主席
Andrew SO Sing Tak	蘇承德	M 成員			
Executive Director:	執行董事：				
Winnie NG	伍穎梅	M 成員			
C: Chairman	主席				
M: Member	成員				

BOARD COMMITTEES (continued)

Executive Committee

The Executive Committee was established on 12 September 2001. The Committee is composed of four Directors, three of whom are NEDs.

The Executive Committee meets regularly throughout the year and on an ad hoc basis if necessary to review business operations, financial operations and ad hoc projects of the Group. These projects include major acquisitions, investments and their funding requirements.

During 2007, the Executive Committee held four meetings.

Audit Committee

The Audit Committee was established on 11 April 2001. The Committee is composed of four NEDs, three of whom are INEDs. The GMD is required to attend each Audit Committee meeting as requested by the members of the Committee. After each meeting, the Audit Committee reports to the Board on significant issues.

The Audit Committee is to assist the Board in fulfilling its responsibilities relating to accounting and reporting practices, to improve the credibility and objectivity of the Company's financial and other reports, and to strengthen the systems of internal control, risk management and compliance with applicable laws and regulations.

During 2007, the Audit Committee held three meetings. The Audit Committee reviewed the following documents and matters in the meetings:

- the Company's Report of the Directors, Independent Auditors' Report and Financial Statements for the year ended 31 December 2006 and 2006 Annual Report, with a recommendation to the Board for approval;
- the Company's Interim Financial Report for the six months ended 30 June 2007 and Interim Report 2007, with a recommendation to the Board for approval;

董事委員會 (續)

行政委員會

行政委員會於二零零一年九月十二日成立。委員會由四名董事組成，其中三人為非執行董事。

行政委員會於年內定期召開會議，並於需要時不定期召開會議，以審閱集團業務經營、財務運作及不定期項目。該等項目包括重大收購、投資項目及上述項目的資金安排。

於二零零七年，行政委員會舉行了四次會議。

審核委員會

審核委員會於二零零一年四月十一日成立。委員會由四名非執行董事組成，其中三人為獨立非執行董事。集團董事總經理需應委員會成員的要求出席每次審核委員會會議。審核委員會於每次會議後均向董事會匯報重大議題。

審核委員會協助董事會履行其有關會計及匯報常規的責任、改善本公司財務及其他報告的可信性及客觀性，以及加強內部監控制度、風險管理及遵守適用法例及規例。

於二零零七年，審核委員會舉行了三次會議。審核委員會已於會議上審閱以下文件及事宜：

- 本公司董事會報告書、獨立核數師報告書及截至二零零六年十二月三十一日止年度的財務報表與二零零六年年報，以及建議予董事會批准；
- 本公司截至二零零七年六月三十日止六個月的中期財務報告及二零零七年中期報告，以及建議予董事會批准；

BOARD COMMITTEES (continued)

Audit Committee (continued)

- the Company's accounting policies and its compliance with the prevailing accounting standards of Hong Kong;
- the audit plan of the External Auditors for the year ended 31 December 2007, including the extent of co-ordination between the Audit Committee and the auditors;
- the results of the external audits;
- the audit fees payable to the External Auditors for the six months ended 30 June 2007 and for the year ended 31 December 2007, and terms of engagement of the External Auditors for approval by the Board;
- the results of the 2006 and 2007 internal audits performed by an outsourced professional firm;
- the 2007 internal audit plans of an outsourced professional firm including the extent of co-ordination between the Audit Committee and the professional firm;
- the effectiveness of the system of internal control of the Company and its subsidiaries, including financial, operational and compliance controls and risk management functions performed by an outsourced professional firm; and
- the compliance by the Company with all applicable laws, regulations, standards and best practice guidelines.

董事委員會(續)

審核委員會(續)

- 本公司會計政策及其遵守香港現行會計準則的情況；
- 外聘核數師就截至二零零七年十二月三十一日止年度制定的審核計劃，包括審核委員會與核數師之間的合作情況；
- 外部審核的結果；
- 要求董事會批准截至二零零七年六月三十日止六個月及截至二零零七年十二月三十一日止年度應付予外聘核數師的核數費用，以及外聘核數師的聘用條款；
- 外判專業公司進行的二零零六年及二零零七年內部審核的結果；
- 外判專業公司制定的二零零七年內部審核計劃，包括審核委員會與外判專業公司之間的合作情況；
- 本公司及其附屬公司內部監控制度的有效性，包括外判專業公司進行的財務、經營及遵守規則的監控事宜以及風險管理程序；及
- 本公司遵守所有適用法例、規例、準則及最佳常規指引的情況。

BOARD COMMITTEES (continued)

Remuneration Committee

The Company established the Remuneration Committee on 23 March 2004 comprising three NEDs, two of whom are INEDs.

The Remuneration Committee is intended to define and articulate a compensation philosophy or strategy consistent with the strategic objectives of the Company. To achieve this objective, the Remuneration Committee formulates policies on and reviews the remuneration of the Company's Directors and senior management.

The principal elements of the Company's remuneration policy for Directors and senior management are:

- no individual should determine his or her own remuneration package;
- remuneration packages should be on a par with companies with whom the Company competes for human resources;
- the Company should aim at designing remuneration packages that attract and retain executives needed to run the Group successfully and motivate executives to pursue appropriate growth strategies whilst it should avoid paying an excessive amount for such purposes;
- remuneration packages should reflect the performance and responsibility of an individual, as well as the complexity of work; and
- remuneration packages should be structured in such a way that can provide incentives to Directors and senior management to improve their individual performance.

董事委員會 (續)

薪酬委員會

薪酬委員會於二零零四年三月二十三日成立，由三名非執行董事組成，其中兩人為獨立非執行董事。

薪酬委員會負責界定一套與本公司策略性目標一致的薪酬補償原理或策略，並加以闡釋。為達致此目標，薪酬委員會制定本公司董事及高級管理人員的薪酬政策，並對此作出檢討。

本公司董事及高級管理人員的薪酬政策的主要部份包括：

- 個人不得釐定其本身的薪酬組合；
- 薪酬組合應與本公司在人力市場上的競爭對手相若；
- 本公司應致力設計薪酬組合，以吸引及挽留對本集團成功運作必需的行政人員，並推動行政人員追求合適增長的策略，惟應避免就該等目的而支付過多金額；
- 薪酬組合應反映個人的表現及責任以及工作的複雜程度；及
- 薪酬組合應以能促使董事及高級管理人員改善其個人表現的方向制定。

BOARD COMMITTEES (continued)

Remuneration Committee (continued)

During 2007, the Remuneration Committee held one meeting. The work performed by the Remuneration Committee in 2007 included the following:

- reviewing the remuneration of Directors and making recommendations to the Board;
- reviewing and assessing criteria for awarding performance related bonuses to Directors, having regard to the Group's business objectives and targets; and
- reviewing the principal elements of the remuneration packages of senior management.

Nomination Committee

The Company established the Nomination Committee on 8 March 2006 comprising three NEDs, two of whom are INEDs. The principal functions of the Nomination Committee include:

- reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board on a regular basis and making recommendations to the Board regarding any proposed changes;
- identifying individuals suitably qualified to become Board members, and selecting or making recommendations to the Board on the selection of individuals nominated for Directorships;
- assessing the independence of Independent Non-Executive Directors; and
- making recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman and the Group Managing Director.

董事委員會(續)

薪酬委員會(續)

於二零零七年，薪酬委員會召開了一次會議。薪酬委員會於二零零七年進行的工作包括以下各項：

- 檢討董事薪酬，並向董事會提出建議；
- 經考慮本集團的業務宗旨及目標後，檢討及評估向董事發放與表現掛勾的花紅之標準；及
- 檢討高級管理人員薪酬組合的主要因素。

提名委員會

本公司於二零零六年三月八日成立提名委員會，由三名非執行董事組成，其中兩人為獨立非執行董事。提名委員會的主要職責包括：

- 定期檢討董事會架構、規模及成員(包括技能、知識及經驗)，並向董事會就任何建議變動提出建議；
- 物色具適合資格成為董事會成員之個別人士，並挑選獲提名人士出任董事職務或就此向董事會提出建議；
- 評估獨立非執行董事的獨立性；及
- 向董事會就委任或重新委任董事及董事的繼任計劃(尤其是主席及集團董事總經理)相關事宜提出建議。

BOARD COMMITTEES (continued)

Nomination Committee (continued)

During 2007, the Nomination Committee held one meeting. The work performed by the Nomination Committee in 2007 included the following:

- reviewing the structure, size and composition of the Board and making recommendations to the Board relating to the retirement and re-appointment of Directors by rotation at the forthcoming Annual General Meeting ("AGM") of the Company; and
- reviewing the independence of Independent Non-executive Directors.

董事委員會(續)

提名委員會(續)

於二零零七年，提名委員會召開了一次會議。提名委員會於二零零七年進行的工作包括下列各項：

- 檢討董事會的架構、規模及成員，並向董事會就董事於本公司即將舉行的股東週年大會上輪值退任及重新委任而提出建議；及
- 檢討獨立非執行董事的獨立性。

BOARD COMMITTEES (continued)

Details of Directors' attendance at the Board and Board Committee Meetings, the AGM and Special General Meeting ("SGM") held in 2007 are set out below:

董事委員會 (續)

各董事出席於二零零七年舉行的董事會、各董事委員會會議、股東週年大會及於二零零七年舉行的股東特別大會詳情如下：

Directors 董事		Board 董事會	Executive Committee 行政委員會	Audit Committee 審核委員會	Meetings Attended/Held 所出席／舉行會議			AGM 股東週年大會	SGM 股東特別大會
					Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會			
Independent Non-Executive Directors: 獨立非執行董事：									
Dr Carlye Wai-Ling TSUI	徐尉玲博士太平紳士	4/4		3/3	1/1	1/1	1	1	
HUI Ki On	許淇安	4/4		2/3	1/1	1/1	1	1	
Dr Eric LI Ka Cheung	李家祥博士太平紳士	3/4		3/3			1	1	
Non-Executive Directors: 非執行董事：									
John CHAN Cho Chak	陳祖澤太平紳士	4/4	4/4				1	1	
Michael WONG Yick-kam	黃奕鑑	3/4	4/4	3/3	1/1	1/1	1	1	
MAK Chun Keung	麥振強	3/4					1	0	
Anthony NG	伍永漢	2/4					0	1	
LAU Mei Mui, May ⁽¹⁾	劉美梅 ⁽¹⁾	1/4					1	N/A 不適用	
Andrew SO Sing Tak	蘇承德	4/4	4/4				1	1	
Executive Director: 執行董事：									
Winnie NG	伍穎梅	4/4	4/4				1	1	

(1) Resigned on 1 September 2007

(1) 於二零零七年九月一日辭任

BOARD COMMITTEES (continued)

Appointment of Directors

The Company follows formal procedures for the appointment of new Directors. Appointments are first considered by the Nomination Committee. The nomination is then submitted to the Board for decision with reference to criteria that include professional knowledge and industrial experience, personal ethics, integrity and personal skills, and the time commitments of the candidates. Thereafter, all Directors are subject to re-election by the shareholders at the AGM in their first year of appointment.

All NEDs are appointed for a term of not more than three years.

DIRECTORS' SECURITIES TRANSACTIONS

During 2007, the Company required all its Directors to comply with the Model Code as set out in Appendix 10 of the Listing Rules. Following specific enquiry by the Company, all Directors have confirmed that they fully complied with the required standard set out in the Model Code throughout the year 2007.

On 8 March 2006, the Board has approved and adopted the Company's Code on Securities Transactions with immediate effect. The Company's Code on Securities Transactions is prepared on terms no less exacting than the required standard set out in the Model Code.

DIRECTORS' AND SENIOR MANAGEMENT INTERESTS IN SHARES

Details of Directors' interests in the shares of the Company are set out in the Report of the Directors section on pages 60 to 61 of this Annual Report.

董事委員會(續)

委任董事

本公司依循正式程序委任新董事。委任先經提名委員會考慮，提名名單其後提交董事會，而董事會則參考候選人的專業知識及行業經驗、個人操守、誠信及個人技能及可投入的時間等標準後，方作出決定。全體董事其後須於首個獲委任年度的股東週年大會上接受股東重選董事的安排。

所有非執行董事的委任期均不多於三年。

董事進行證券交易

於二零零七年，本公司規定其所有董事均須遵守上市規則附錄10所載的標準守則。經本公司作出專門查詢後，所有董事均已確認，彼等已於二零零七年全面遵守標準守則所載的標準。

於二零零六年三月八日，董事會已批准及採納本公司的證券交易守則，並即時生效。本公司編製的證券交易守則條款較標準守則所訂標準為高。

董事及高級管理人員於股份的權益

董事及高級管理人員於本公司股份的權益的詳情載於本年報第60頁至第61頁董事會報告書一節。

INTERNAL CONTROL

The Board is responsible for maintaining an adequate system of internal controls in RoadShow and reviewing its effectiveness through the Audit Committee. The Board and the Audit Committee have decided to outsource the review of the internal controls function to an independent professional firm (the "Internal Auditor") and the Board has delegated to the management the implementation of such systems of internal controls as well as the review of relevant financial, operational and compliance controls and risk management procedures.

Qualified personnel throughout the Group maintain and monitor the systems of controls on an ongoing basis and the GMD and Head of Finance have to report any significant changes, deficiencies and material weaknesses in, and fraud related to, internal controls to the Audit Committee and the Group's Internal Auditors.

The Company's management and employees, assisted by the Internal Auditor with particular experience in assessing process risks and control procedures, have evaluated the Company's control environment, conducted risk assessments of businesses and processes and documented those processes that are critical to the Company's performance.

In accordance with the audit plan designed by the Internal Auditor and agreed by the Audit Committee, the Internal Auditor updates and reviews the Company's internal control system every year in such a way that the update and review of all the major components of the internal control system are completed within a period of three years.

內部監控

董事會負責令路訊通維持足夠的內部監控制度，並透過審核委員會審閱其效用。董事會及審核委員會已決定向獨立專業公司（「外聘內部核數師」）外判內部監控職能的審核工作，而董事會已授權管理人員推行該等內部監控制度，審閱有關財務、經營及合規控制事宜以及風險管理程序。

整個集團的合資格人員不斷維持及監察監控制度，而集團董事總經理及財務主管須向審核委員會及集團的外聘內部核數師匯報任何有關內部監控的重要變動、不足之處、重大缺陷及欺詐情況。

外聘內部核數師尤其在評估過程風險及監控程序上具備經驗，而本公司管理人員及僱員在外聘內部核數師的協助下，已經評估本公司的監控環境、進行業務及流程方面的風險評估，並將該等對本公司的表現十分關鍵的流程作記錄。

根據外聘內部核數師設計及經審核委員會同意的審核計劃，外聘內部核數師每年均更新及審閱本公司內部監控制度，且主要部份的更新及審閱將於三年內完成。

INTERNAL CONTROL (continued)

During 2007, the Internal Auditor reviewed the processes and procedures for compliance with relevant policies and procedures of the Company. The scope covered the following processes:

- Strategic Planning and Monitoring, and Budgeting
- General Ledger and Financial Statements Closing
- Compliance with Relevant Rules and Regulations
- Treasury
- Multi-Media On-Board Operations
- Service Provider Tendering and Monitoring
- Programme Production and Acquisition, Content Planning and Programming

The Internal Auditor then provided recommendations to management to improve internal controls. Based on the findings and comments from the Internal Auditor and Audit Committee, the Board considered the internal control system effective and adequate and decided there were no significant areas of concern that might affect the Company's shareholders.

內部監控(續)

於二零零七年，外聘內部核數師已審閱相關流程及程序與本公司相關政策及程序的合規性。審閱的範圍包括：

- 策略規劃及監控以及預算
- 總賬及財務報表結算
- 遵守相關法規及規例
- 庫務
- 流動多媒體營運
- 服務供應商投標及監控
- 節目製作及收購、內容策劃及節目策劃

外聘內部核數師隨後向管理層提供有關改善內部控制的建議。根據外聘內部核數師及審核委員會所得的結果及意見，董事會認為，內部監控制度為有效及足夠，並無對本公司股東有影響並需要關注的重大事宜。

INTERNAL CONTROL (continued)

With respect to procedures and internal controls for the handling and dissemination of price-sensitive information, the Company

- is aware of its obligations under the Listing Rules and the overriding principle that information that is expected to be price-sensitive should be announced immediately;
- conducts its affairs with close regard to the “Guide on disclosure of price-sensitive information” issued by the Stock Exchange in 2002;
- has included in its Code of Conduct a strict prohibition on the unauthorised use of confidential or insider information; and
- has established and implemented procedures for responding to external enquiries about the Group’s affairs. Senior staff of the Group are identified and authorised to act as the Company’s spokespersons and respond to enquiries in allocated areas of issues.

內部監控 (續)

在處理及發放股價敏感資料的程序及內部監控方面，本公司

- 知悉其於上市規則的責任及對預計為股價敏感的資料應即時公佈的重大原則；
- 在處理事務時恪守聯交所於二零零二年頒佈的《股價敏感資料披露指引》；
- 在其操守準則包括嚴禁未經授權使用機密或內幕資料的規定；及
- 建立及實施回應外界對本集團事務查詢的程序，並確定及授權本集團高級職員擔任本公司的發言人，以回應指定範疇內的查詢。

AUDITORS' REMUNERATION

In line with the sound practice that the independence of external auditors should not be impaired by other non-audit assignments, the Group ensures that assignments other than statutory audits undertaken by external auditors should not have an adverse impact on their independence. The External Auditors are also required to review their relationship with the Group and furnish confirmation to the Audit Committee confirming their independent status.

During 2007, the External Auditors (including any entity under common control, ownership or management with the external auditors or any entity that a reasonable and informed third party having knowledge of all relevant information would reasonably conclude as part of the audit firm nationally or internationally) provided the following audit and non-audit services to the Group:

	2007 HK\$ 港幣元	2006 HK\$ 港幣元
Audit 審核	1,821,500	2,085,300
Non-audit services 非審核服務	225,000	422,000

An independence confirmation has been obtained from the External Auditor confirming that for the year ended 31 December 2007 and thereafter to the date of this Annual Report, the External Auditor is independent of the Group in accordance with the independence requirements of the Hong Kong Institute of Certified Public Accountants.

核數師薪酬

為符合外聘核數師的獨立性不會因非審計工作而受損的良好常規，本集團確保外聘核數師進行法定審計以外的工作將不會對其獨立性構成負面影響。外聘核數師亦須檢討彼等與本集團的關係，並向審核委員會發出確認書以確認彼等的獨立性。

於二零零七年，外聘核數師(包括任何與外聘核數師受同一機構控制、擁有或管理，而掌握所有相關資料的第三方能合理地推斷其為該核數師事務所的全國或國際分部的機構)為本集團提供以下審核及非審核服務：

根據香港會計師公會的獨立性規定，本集團已接獲外聘核數師就其於截至二零零七年十二月三十一日止年度及截至本年報日期的獨立性作出的確認，確認外聘核數師乃獨立於本集團。

CODE OF CONDUCT

The Group's Code of Conduct for Directors and Employees (the "CCDE") has long been established to ensure that both Directors and employees are kept abreast of and fulfill a set of defined ethical obligations and appropriate behaviours when conducting businesses and/or performing their duties. The CCDE also provides guidance on responsibility to the Group's shareholders, customers and the community. Any member in breach of the CCDE is subject to disciplinary action. The CCDE is updated from time to time, taking into account changes in the relevant legislation and the business environment.

INVESTOR RELATIONS AND COMMUNICATIONS

The Company continues to pursue a pro-active policy of promoting investor relations and communications by holding meetings with institutional shareholders and analysts. All shareholders have 21 clear days' notice of the Annual General Meeting and Special General Meeting for passing of a special resolution, and 14 clear days' notice of all other general meetings at which the Company's directors and Committee Chairmen or members are available to answer their questions. The results of any voting by poll are declared on the first business day after the meeting and are published on the Stock Exchange's and the Company's website together with details of the meeting, including the time and venue and major resolutions. As a channel to further promote effective communication, the Company's website is maintained to disseminate corporate information and other relevant financial and non-financial information electronically and on a timely basis.

During 2007, the Board confirmed that there were no significant changes made in the Company's bye-laws.

操守準則

本集團早已設立董事及僱員操守準則(「操守準則」)，以確保董事及僱員於從事業務及／或履行職責時，瞭解及履行明確界定之道德責任及合適行為。操守準則亦提供對本集團股東、客戶及社區的責任指引。任何違反操守準則的成員須接受紀律處分。操守準則會根據有關立法及業務環境的變動而不時更新。

投資者關係及溝通

本公司一直推行積極促進投資者關係及加強溝通的政策，故保持與機構投資股東及分析員的會面。全體股東均會於股東週年大會及為通過特別決議案而召開之股東特別大會舉行前的二十一整天獲發通告，及於所有其他股東大會舉行前十四整天獲發通知，本公司董事及委員會主席或成員則於會上回答彼等的提問。以投票表決方式之選舉結果會於會議舉行後首個營業日宣佈，並連同會議詳情(包括舉行時間、地點及主要決議案)刊登於聯交所及本公司網站。作為進一步促進有效溝通的管道，本公司網站會適時以電子方式發放公司資料及其他有關財務及非財務資料。

於二零零七年，董事會確認本公司的公司細則並無重大變動。

FINANCIAL REPORTS 財務報告

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REPORT OF THE DIRECTORS 董事會報告書

The Directors have pleasure in submitting their annual report together with the audited financial statements for the year ended 31 December 2007.

PRINCIPAL PLACE OF BUSINESS

RoadShow Holdings Limited (the “Company”) is a company incorporated and domiciled in Bermuda and has its registered office at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda and principal place of business at 9 Po Lun Street, Lai Chi Kok, Kowloon, Hong Kong.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding and the Group is principally engaged in the provision of media sales and management services for the Multi-media On-board (the “MMOB”) business and the operation of media advertising management services through marketing advertising spaces on transit vehicle exteriors, shelters and outdoor signages.

Particulars of the Company’s principal subsidiaries are set out in note 18 to the financial statements. The analysis of the principal activities and geographical locations of the operations of the Company and its subsidiaries (the “Group”) during the financial year are set out in note 13 to the financial statements.

FINANCIAL STATEMENTS

The profit of the Group for the year ended 31 December 2007 and the state of the Company’s and the Group’s affairs as at that date are set out in the financial statements on pages 68 to 144 of this Annual Report.

DIVIDENDS

The Directors recommend the payment of dividends of HK8.88 cents per share including a final dividend of HK5.00 cents per share (2006: HK3.09 cents per share) and a special dividend of HK3.88 cents per share (2006: HK\$Nil per share) in respect of the year ended 31 December 2007.

FIXED ASSETS

Details of movements in fixed assets during the year are set out in note 14 to the financial statements.

董事同寅欣然提呈本年度年報及截至二零零七年十二月三十一日止年度之經審核財務報表，以供閱覽。

主要營業地點

RoadShow Holdings Limited (路訊通控股有限公司*) (「本公司」) 乃於百慕達註冊成立的公司，其註冊辦事處位於Clarendon House, 2 Church Street, Hamilton HM11, Bermuda，主要營業地點則位於香港九龍荔枝角寶輪街九號。

主要業務

本公司之主要業務為投資控股。本集團主要從事提供流動多媒體業務的媒體銷售及管理服務，以及透過推銷客運車輛車身、候車亭及戶外廣告牌的廣告位經營媒體廣告管理服務。

本公司主要附屬公司的資料刊載於財務報表附註18。本公司及其附屬公司(「本集團」)在本財政年度之主要業務及經營地區分析資料刊載於財務報表附註13。

財務報表

本集團截至二零零七年十二月三十一日止年度的盈利與本公司及本集團於該日的財政狀況刊載於本年報第68頁至第144頁之財務報表內。

股息

董事建議就截至二零零七年十二月三十一日止年度派發股息每股港幣8.88仙，包括末期股息每股港幣5.00仙(二零零六年：每股港幣3.09仙)及特別股息每股港幣3.88仙(二零零六年：每股港幣零元)。

固定資產

本年度內固定資產之變動詳情刊載於財務報表附註14。

* 僅供識別

RESERVES

Details of movements in the reserves of the Group and the Company during the year are set out in note 28 to the financial statements.

DIRECTORS

The Directors during the financial year and up to the date of this report were:

John CHAN Cho Chak GBS, JP	Chairman
Michael WONG Yick-kam	Deputy Chairman
Winnie NG	Group Managing Director
Anthony NG	
Dr Carlye Wai-Ling TSUI* BBS, MBE, JP	
HUI Ki On* GBS, CBE, QPM, CPM	
MAK Chun Keung	
LAU Mei Mui, May	<i>Resigned on 1 September 2007</i>
Dr Eric LI Ka Cheung* GBS, OBE, JP	
Andrew SO Sing Tak	

* Independent Non-Executive Director

In accordance with the Company's Bye-Law 87 and Appendix 14 of the Rules Governing the Listing of Securities on the Main Board of The Stock Exchange of Hong Kong Limited (the "Listing Rules"), Mr Michael WONG Yick-kam, Dr Carlye Wai-Ling TSUI and Mr MAK Chun Keung retire from the Board by rotation and, being eligible, offer themselves for re-election at the forthcoming Annual General Meeting.

On 20 March 2008, Mr John Anthony MILLER was appointed as Director of the Company. In accordance with the Company's Bye-Law 86(2), Mr John Anthony MILLER retires and, being eligible, offers himself for re-election at the forthcoming Annual General Meeting.

Brief biographical details of the Directors of the Company are set out on pages 33 to 38 of this Annual Report.

No Director proposed for re-election at the forthcoming Annual General Meeting has an unexpired service contract which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than normal statutory obligations.

儲備金

本集團及本公司年內之儲備金變動詳情刊載於財務報表附註28。

董事

於本財政年度及截至本報告日期止之董事如下：

陳祖澤太平紳士GBS	主席
黃奕鑑	副主席
伍穎梅	集團董事總經理
伍永漢	
徐尉玲博士太平紳士* BBS, MBE	
許淇安* GBS, CBE, QPM, CPM	
麥振強	
劉美梅	於二零零七年九月一日辭任
李家祥博士太平紳士* GBS, OBE	
蘇承德	

* 獨立非執行董事

根據本公司的公司細則第87條及香港聯交所主板證券上市規則(「上市規則」)附錄14規定，黃奕鑑先生、徐尉玲博士及麥振強先生依章輪值退任，惟願於即將舉行的股東週年大會上候選連任。

於二零零八年三月二十日，苗學禮太平紳士獲委任為本公司董事。根據本公司的公司細則第86(2)條規定，苗先生依章退任，惟願於即將舉行的股東週年大會上候選連任。

本公司董事的簡介刊載於本年報第33頁至第38頁。

本公司或其任何附屬公司並無與擬於即將舉行的股東週年大會上候選連任的董事訂立任何於一年內若本公司或其任何附屬公司終止其合約時，需作出賠償(除一般法定賠償外)的尚未屆滿的服務合約。

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

The Directors of the Company who held office at 31 December 2007 had the following interests in the shares of the Company, its holding companies, subsidiaries and other associated corporations (within the meaning of the Securities and Futures Ordinance ("SFO")) at that date as recorded in the register of directors' and chief executives' interests and short positions required to be kept under section 352 of the SFO:

Interests in issued shares

於已發行股份中的權益

Beneficial interests 實益權益		Personal interests 個人權益	Family interests 家族權益	Corporate interests 公司權益	Other interests 其他權益	Total number of shares held 所持有股份總數	% of total issued shares 佔全部已發行股份百分比
The Company: Ordinary shares of HK\$0.1 each							
本公司：每股面值港幣0.1元之普通股							
Winnie NG (Note 2)	伍穎梅(附註2)	1,000,000	–	–	123,743	1,123,743	0.1%
Anthony NG (Note 2)	伍永漢(附註2)	–	–	–	123,743	123,743	0.0%
Transport International Holdings Limited ("TIH") (Note 1): Ordinary shares of HK\$1 each							
載通國際控股有限公司(「載通」)(附註1)：每股面值港幣1元之普通股							
John CHAN Cho Chak	陳祖澤	2,000	–	–	–	2,000	0.0%
Winnie NG (Note 3)	伍穎梅(附註3)	41,416	–	–	21,000,609	21,042,025	5.2%
Anthony NG (Note 3)	伍永漢(附註3)	233,954	–	–	21,000,609	21,234,563	5.3%

Notes:

- TIH is the ultimate holding company of the Company.
- Each of Ms Winnie NG and Mr Anthony NG has interest in 123,743 shares in the Company as a beneficiary of certain private trusts which beneficially held the shares.
- Each of Ms Winnie NG and Mr Anthony NG has interest in 21,000,609 shares in TIH as a beneficiary of certain private trusts which beneficially held the shares.

董事於股份、相關股份及債權證的權益及淡倉

根據《證券及期貨條例》第352條所存置的董事及最高行政人員權益及淡倉登記冊的記錄，於二零零七年十二月三十一日在任的本公司董事於本公司、其控股公司、附屬公司及其他相聯法團(定義見《證券及期貨條例》)的股份中擁有以下權益：

附註：

- 載通乃本公司之最終控股公司。
- 伍穎梅女士及伍永漢先生各自以若干私人信託的受益人身份持有本公司123,743股股份的權益，而該等私人信託實益持有上述股份。
- 伍穎梅女士及伍永漢先生各自以若干私人信託的受益人身份持有載通21,000,609股股份的權益，而該等私人信託實益持有上述股份。

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES (continued)

Apart from the foregoing, none of the Directors of the Company or any of their spouses or children under eighteen years of age has interests or short positions in the shares, underlying shares or debentures of the Company, or any of its holding companies, subsidiaries or other associated corporations, as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company pursuant to the Model Code for Securities Transactions by Directors of Listed Companies.

CONFIRMATION OF INDEPENDENCE

The Company has received from each of the independent non-executive directors an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules and considers all the independent non-executive directors to be independent.

SHARE OPTION SCHEME

The Company has a share option scheme (the "Scheme") which was adopted on 7 June 2001 whereby the Directors of the Company are authorised, at their discretion, to invite employees of the Group, including directors of any company in the Group, to take up options to subscribe for shares in the Company. The purpose of the Scheme is to provide an opportunity for employees of the Group to acquire an equity participation in the Company and to encourage them to work towards enhancing the value of the Company and its shares for the benefit of the Company and its shareholders as a whole. The Scheme shall be valid and effective for a period of ten years ending on 6 June 2011, after which no further options will be granted.

The total number of securities available for issue under the Scheme as at 31 December 2007 was 99,736,533 shares which represented 10% of the issued share capital of the Company at 31 December 2007. In respect of the maximum entitlement of each participant under the Scheme, the number of securities issued and to be issued upon exercise of the options granted to each participant in any 12-month period is limited to 1% of the Company's ordinary shares in issue. The options are unlisted. Each option gives the holder the right to subscribe for one ordinary share of HK\$0.1 each of the Company.

As at 31 December 2007, no options were outstanding.

Apart from the foregoing, at no time during the year was the Company, any of its holding companies, subsidiaries or fellow 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 debentures of the Company or any other body corporate.

董事於股份、相關股份及債權證的權益及淡倉(續)

除上文所披露者外，本公司董事或其任何配偶或未滿十八歲的子女概無於本公司、其任何控股公司、附屬公司或其他相聯法團的股份、相關股份或債權證中擁有根據《證券及期貨條例》第352條規定須存置的登記冊所記錄或根據《上市公司董事進行證券交易的標準守則》須知會本公司的任何權益或淡倉。

獨立性確認

本公司已根據上市規則第3.13條的規定，接獲各獨立非執行董事的年度獨立性確認書，並認為全體獨立非執行董事均具獨立性。

購股權計劃

本公司現有一項購股權計劃(「該計劃」)，該計劃於二零零一年六月七日獲得採納。據此，本公司董事獲授權可酌情邀請本集團僱員(包括本集團任何公司之董事)接納可認購本公司股份之購股權。該計劃旨在向本集團僱員提供機會，讓彼等參資本公司，以鼓勵彼等為了本公司及股東之整體利益，努力工作，提升本公司及其股份之價值。該計劃之有效期為十年，於二零一一年六月六日屆滿，其後將不會進一步授出購股權。

於二零零七年十二月三十一日，根據該計劃可供發行的證券總數為99,736,533股股份，佔本公司於二零零七年十二月三十一日已發行股本之10%。根據該計劃中各參與者的授權上限，每位參與者在任何12個月期間內行使獲授的購股權時獲發行及可獲發行的證券數目上限為本公司已發行普通股的1%。購股權並無上市，每份購股權賦予持有人認購本公司一股每股面值港幣0.1元的普通股的權利。

於二零零七年十二月三十一日，概無任何未行使購股權。

除上述者外，本公司、其任何控股公司、附屬公司或同系附屬公司並無於年內任何時間參與任何安排，使本公司董事可透過購入本公司或任何其他實體公司的股份或債權證而獲益。

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

At 31 December 2007, the interests or short positions of the persons (not being Directors and chief executives of the Company) in the shares and underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and The Stock Exchange of Hong Kong Limited pursuant to Divisions 2 and 3 of Part XV of the SFO and required to be entered in the register maintained by the Company pursuant to Section 336 of the SFO were as follows:

主要股東及其他人士於股份、相關股份及債權證的權益及淡倉

於二零零七年十二月三十一日，除本公司董事及最高行政人員外的人士所持有本公司或其任何相聯法團(定義見《證券及期貨條例》第XV部)之股份及相關股份的權益或淡倉，且根據《證券及期貨條例》第XV部第2及3分部規定須知會本公司及聯交所以及按《證券及期貨條例》第336條須載於本公司登記冊者，詳情如下：

Ordinary shares of HK\$0.1 each 每股面值港幣0.1元之普通股

		Registered shareholders 登記股東	Corporate interests 公司權益	Total number of shares held 所持股份總數	% of total issued shares 佔全部已發行 股份百分比
Substantial shareholders					
	主要股東				
TIH (Note)	載通(附註)	–	728,127,410	728,127,410	73.01%
KMB Resources Limited	KMB Resources Limited	728,127,410	–	728,127,410	73.01%
Other person					
	其他人士				
DJE Investment S.A. and others	DJE Investment S.A.及其他	69,956,000	–	69,956,000	7.01%

Note: KMB Resources Limited owns 728,127,410 shares in the Company. KMB Resources Limited is a wholly-owned subsidiary of TIH, which is accordingly deemed to be interested in the same number of shares held by KMB Resources Limited in the Company under SFO.

附註：KMB Resources Limited擁有728,127,410股本公司股份。KMB Resources Limited為載通的全資附屬公司，故根據《證券及期貨條例》，載通被視為擁有KMB Resources Limited所持相同數目股份。

Apart from the foregoing, no other interests or short positions required to be recorded in the register kept under section 336 of the SFO have been notified to the Company.

除上述者外，本公司並無獲知會其他須記入根據《證券及期貨條例》第336條存置的登記冊的權益或淡倉。

SUFFICIENCY OF 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 Annual Report, the Company has maintained the prescribed public float under the Listing Rules.

DIRECTORS' INTERESTS IN CONTRACTS

No contract of significance to which the Company, or any of its holding companies, subsidiaries or fellow subsidiaries was a party, and in which a Director of the Company had a material interest, subsisted at the end of the year or at any time during the year.

MAJOR CUSTOMERS AND SUPPLIERS

The information in respect of the Group's sales and purchase attributable to the major customers and suppliers respectively during the financial year is as follows:

The largest customer	最大客戶
Five largest customers in aggregate	五大客戶合計
The largest supplier	最大供應商
Five largest suppliers in aggregate	五大供應商合計

At no time during the year have the Directors, their associates or any shareholder of the Company (which to the knowledge of the Directors owns more than 5% of the Company's issued share capital) had any interest in these major customers and suppliers.

足夠的公眾持股量

根據本公司從公開途徑取得的資料及就本公司董事所知，於本年報刊發日期，本公司維持上市規則所規定的公眾持股量。

董事的合約權益

本公司、其任何控股公司、附屬公司或同系附屬公司並無參與簽訂任何重要合約，使本公司董事於本年度完結之日或於年內任何時間享有重大利益。

主要客戶及供應商

於本財政年度內，本集團主要客戶及供應商應佔之銷售及購買信息分別載列如下：

Percentage of the Group's total 佔本集團總量百分比

		Sales 銷售	Purchases 購買
The largest customer	最大客戶	11%	
Five largest customers in aggregate	五大客戶合計	24%	
The largest supplier	最大供應商		14%
Five largest suppliers in aggregate	五大供應商合計		36%

本公司董事、其聯繫人士或任何股東(據董事所知擁有本公司已發行股本超過5%者)並無於年內任何時間於上述主要客戶及供應商擁有任何權益。

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

During the year, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

BANK LOANS

Particulars of bank loans of the Company and the Group as at 31 December 2007 are set out in note 25 to the financial statements.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Bye-Laws and the Law in Bermuda.

DIRECTORS AND SENIOR MANAGEMENT PROFILES

Brief biographical details of the Directors and senior management of the Company are set out on pages 33 to 39 of this Annual Report.

FIVE YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on pages 145 to 146 of this Annual Report.

RETIREMENT SCHEMES

The Group operates a mandatory provident fund scheme under the Hong Kong Mandatory Provident Fund Schemes Ordinance and employee pension schemes organised by the PRC local governments under the regulations of the PRC. All these retirement schemes are defined contribution plans and their particulars are set out in note 32 to the financial statements.

購入、出售或贖回本公司已上市證券

年內，本公司或其任何附屬公司概無購入、出售或贖回本公司任何已上市證券。

銀行貸款

本公司及本集團截至二零零七年十二月三十一日止之銀行貸款詳情刊載於財務報表附註25。

優先購買權

本公司的公司細則及百慕達法例概無優先購買權的條文。

董事及高級管理人員簡介

本公司董事及高級管理人員資料簡介刊載於本年報第33頁至第39頁。

五年財務概要

本集團最近五個財政年度之業績及資產負債概要刊載於本年報第145頁至第146頁。

退休計劃

本集團已根據香港《強制性公積金計劃條例》的規定，設立強制性公積金計劃，並按中國的法規規定參與由中國地方政府籌辦的僱員退休金計劃。該等退休計劃乃定額供款計劃，詳情刊載於財務報表附註32。

AUDITORS

KPMG retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of KPMG as auditors of the Company is to be proposed at the forthcoming Annual General Meeting.

By Order of the Board

John CHAN Cho Chak

Chairman

Hong Kong, 19 March 2008

核數師

畢馬威會計師事務所依章告退，惟願接受重聘。有關重聘畢馬威會計師事務所為本公司核數師的決議案將於即將舉行的股東週年大會上提出。

承董事會命

主席

陳祖澤

香港，二零零八年三月十九日

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告書



TO THE SHAREHOLDERS OF ROADSHOW HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of RoadShow Holdings Limited (the "Company") set out on pages 68 to 144, which comprise the consolidated and company balance sheets as at 31 December 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. 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.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit. This report is made solely to you, as a body, in accordance with section 90 of the Bermuda Companies Act 1981, 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.

致路訊通控股有限公司各股東

(於百慕達成立的有限公司)

本核數師(以下簡稱「我們」)已審核刊於第68至第144頁路訊通控股有限公司(「貴公司」)的綜合財務報表,此財務報表包括於二零零七年十二月三十一日的綜合及貴公司資產負債表,及截至該日止年度的綜合損益表、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的責任

貴公司董事須負責根據香港會計師公會頒佈的《香港財務報告準則》編製及真實而公平地列報該等財務報表。此責任包括設計、實施及維護與編製及真實而公平地列報財務報表相關的內部控制,以使財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述;選擇和應用適當的會計政策,及按情況下作出合理的會計估計。

核數師的責任

我們的責任是根據我們的審核對該等財務報表作出意見。本報告書乃按照百慕達一九八一年公司法第90條的規定,僅向作為法人的股東報告。除此以外,我們的報告書不可用作其他用途。我們概不就本報告書的內容,對任何其他人士負責或承擔法律責任。

我們已根據香港會計師公會頒佈的香港審計準則進行審核。該等準則要求我們遵守道德規範,並規劃及執行審核,以合理確定此等財務報表是否不存有任何重大錯誤陳述。

AUDITOR'S RESPONSIBILITY (continued)

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's 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 auditor considers 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 31 December 2007 and of the Group's profit 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.

KPMG

Certified Public Accountants
8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong
19 March 2008

核數師的責任(續)

審核涉及執行程序以獲取有關財務報表所載金額及披露資料的審核憑證。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致財務報表有重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該公司編製及真實而公平地列報財務報表相關的內部控制，以設計適當審核程序，但並非為對公司的內部控制的效能發表意見。審核亦包括評價董事所採用的會計政策的合適性及所作出的會計估計的合理性，以及評價財務報表的整體列報方式。

我們相信，我們所獲得的審核憑證是充足和適當地為我們的審核意見提供基礎。

意見

我們認為，該等綜合財務報表已根據香港財務報告準則真實而公平地反映 貴公司及 貴集團於二零零七年十二月三十一日的事務狀況及 貴集團截至該日止年度的盈利及現金流量，並已按照香港《公司條例》的披露規定妥為編製。

畢馬威會計師事務所

執業會計師
香港中環
遮打道10號
太子大廈8樓
二零零八年三月十九日

CONSOLIDATED INCOME STATEMENT 綜合損益表

For the year ended 31 December 2007 (Expressed in Hong Kong dollars) 截至二零零七年十二月三十一日止年度 (按港幣計算)

		Note	2007	2006
		附註	\$'000 千元	\$'000 千元
Group turnover	集團營業額	3	134,268	176,485
Share of an associate's turnover	應佔一間聯營公司營業額		142,368	95,035
Subtotal	小計		276,636	271,520
Gain on disposal of media assets	出售媒體資產收益		–	44,043
Other revenue and other net income	其他收入及其他收益淨額	4	47,090	37,853
Total revenue	收入總額		323,726	353,416
Group turnover	集團營業額	3	134,268	176,485
Gain on disposal of media assets	出售媒體資產收益	6(a)	–	44,043
Other revenue and other net income	其他收入及其他收益淨額	4	47,090	37,853
Total operating revenue	經營收入總額		181,358	258,381
Operating expenses	經營費用			
Royalty, licence and management fees	專利費、特許費及管理費		(43,154)	(35,072)
Depreciation and amortisation	折舊及攤銷		(23,123)	(36,173)
Staff expenditure	員工成本		(18,448)	(29,543)
Repairs and maintenance	維修及保養		(9,227)	(12,279)
Cost of inventories	存貨成本		(3,807)	(4,659)
Impairment loss of fixed assets	固定資產減值虧損		(3,000)	(7,969)
Impairment loss of accounts receivable	應收賬款減值虧損		(55)	(4,870)
Impairment loss of goodwill	商譽減值虧損		–	(12,487)
Impairment loss of media assets	媒體資產減值虧損		–	(2,100)
Site rentals	場地租金		–	(12,634)
Other operating expenses	其他經營費用	5	(42,219)	(56,286)
Total operating expenses	經營費用總額		(143,033)	(214,072)

CONSOLIDATED INCOME STATEMENT (continued) 綜合損益表(續)

For the year ended 31 December 2007 (Expressed in Hong Kong dollars) 截至二零零七年十二月三十一日止年度(按港幣計算)

		Note	2007	2006
		附註	\$'000	\$'000
			千元	千元
Profit from operations	經營盈利		38,325	44,309
Finance costs	財務費用	5	(1,706)	(1,631)
Share of profit of an associate	應佔一間聯營公司盈利		12,538	6,387
Gain on deemed disposal of partial interest in an associate	視作出售一間聯營公司部份權益之收益	19(a)	10,243	–
Gain on disposal of subsidiaries	出售附屬公司收益	6(b)	–	12,677
Profit before taxation	除稅前盈利	5	59,400	61,742
Income tax	所得稅	7(a)	(2,003)	(7,353)
Profit for the year	本年度盈利	28(a)	57,397	54,389
Attributable to:	應佔如下：			
Equity shareholders of the Company	本公司股東	10	49,620	30,781
Minority interests	少數股東權益		7,777	23,608
Profit for the year	本年度盈利		57,397	54,389
Dividends payable to equity shareholders of the Company attributable to the year:	本年度應付本公司股東的股息：			
Final dividend and special dividend proposed after the balance sheet date	於結算日後宣派的末期股息及特別股息	11(a)	88,566	30,819
Earnings per share (in Hong Kong cents)	每股盈利(港仙)			
Basic and diluted	基本及攤薄	12	4.98	3.09

The notes on pages 78 to 144 form part of these financial statements.

第78頁至第144頁的附註屬本財務報表的一部份。

CONSOLIDATED BALANCE SHEET 綜合資產負債表

At 31 December 2007 (Expressed in Hong Kong dollars) 於二零零七年十二月三十一日 (按港幣計算)

		Note	2007	2006
		附註	\$'000 千元	\$'000 千元
Non-current assets	非流動資產			
Fixed assets	固定資產	14	25,868	51,424
Media assets	媒體資產	15	1,122	1,408
Goodwill	商譽	16	–	–
Non-current prepayments	非流動預付款項	17	38,322	47,902
Interest in an associate	於一間聯營公司權益	19	232,623	176,839
Deferred tax assets	遞延稅項資產	26(b)	9,560	8,449
			307,495	286,022
Current assets	流動資產			
Inventories	存貨	20	1,450	887
Amount due from ultimate holding company	應收最終控股公司款項	21(a)	2,222	4,436
Accounts receivable	應收賬款	22	21,694	25,944
Other receivables and deposits	其他應收賬款及按金		5,996	7,146
Prepayments	預付款項	17	9,580	14,708
Current tax recoverable	可收回本期稅項	26(a)	2,315	2,316
Pledged bank deposits	已抵押銀行存款	25	38,000	39,520
Bank deposits and cash	銀行存款及現金	23	605,957	582,558
			687,214	677,515
Current liabilities	流動負債			
Accounts payable	應付賬款	24	5,362	5,899
Amount due to a fellow subsidiary	應付一間同系附屬公司賬款	21(c)	8,526	–
Other payables and accruals	其他應付賬款及應計費用		50,228	46,640
Bank loans	銀行貸款	25	38,000	38,000
Current tax payable	應付本期稅項	26(a)	1,276	1,156
			103,392	91,695

CONSOLIDATED BALANCE SHEET (continued) 綜合資產負債表(續)

At 31 December 2007 (Expressed in Hong Kong dollars) 於二零零七年十二月三十一日(按港幣計算)

		Note 附註	2007 \$'000 千元	2006 \$'000 千元
Net current assets	流動資產淨值		583,822	585,820
Total assets less current liabilities	資產總值減流動負債		891,317	871,842
Non-current liabilities	非流動負債			
Deferred tax liabilities	遞延稅項負債	26(b)	4,047	8,537
NET ASSETS	資產淨值		887,270	863,305
CAPITAL AND RESERVES	股本及儲備金			
Share capital	股本	28(a)	99,737	99,737
Reserves	儲備金		782,254	758,041
Total equity attributable to equity shareholders of the Company	本公司股東應佔權益總額	28(a)	881,991	857,778
Minority interests	少數股東權益	28(a)	5,279	5,527
TOTAL EQUITY	權益總額		887,270	863,305

Approved and authorised for issue by the Board of Directors on 19 March 2008.

經董事會於二零零八年三月十九日核准並許可發出。

John CHAN Cho Chak

陳祖澤

Chairman

主席

Winnie NG

伍穎梅

Group Managing Director

集團董事總經理

The notes on pages 78 to 144 form part of these financial statements.

第78頁至第144頁的附註屬本財務報表的一部份。

BALANCE SHEET 資產負債表

At 31 December 2007 (Expressed in Hong Kong dollars) 於二零零七年十二月三十一日 (按港幣計算)

		Note 附註	2007 \$'000 千元	2006 \$'000 千元
Non-current asset	非流動資產			
Investments in subsidiaries	附屬公司投資	18	62,835	62,835
Current assets	流動資產			
Amount due from ultimate holding company	應收最終控股公司款項	21(a)	4,773	4,773
Amounts due from subsidiaries	應收附屬公司款項	21(b)	513,381	479,780
Other receivables and deposits	其他應收賬款及按金		617	1,180
Pledged bank deposits	已抵押銀行存款	25	38,000	39,520
Bank deposits and cash	銀行存款及現金	23	417,942	400,514
			974,713	925,767
Current liabilities	流動負債			
Amounts due to subsidiaries	應付附屬公司款項	21(b)	189,807	163,636
Other payables and accruals	其他應付賬款及應計費用		7,101	8,971
Bank loans	銀行貸款	25	38,000	38,000
			234,908	210,607
Net current assets	流動資產淨值		739,805	715,160
NET ASSETS	資產淨值		802,640	777,995

BALANCE SHEET (continued) 資產負債表 (續)

At 31 December 2007 (Expressed in Hong Kong dollars) 於二零零七年十二月三十一日 (按港幣計算)

		Note	2007	2006
		附註	\$'000 千元	\$'000 千元
CAPITAL AND RESERVES	股本及儲備金			
Share capital	股本	28(b)	99,737	99,737
Reserves	儲備金		702,903	678,258
TOTAL EQUITY	權益總額	28(b)	802,640	777,995

Approved and authorised for issue by the Board of Directors on 19 March 2008.

經董事會於二零零八年三月十九日核准並許可發出。

John CHAN Cho Chak

陳祖澤

Chairman

主席

Winnie NG

伍穎梅

Group Managing Director

集團董事總經理

The notes on pages 78 to 144 form part of these financial statements.

第78頁至第144頁的附註屬本財務報表的一部份。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 綜合權益變動表

For the year ended 31 December 2007 (Expressed in Hong Kong dollars) 截至二零零七年十二月三十一日止年度 (按港幣計算)

		2007		2006	
	Note 附註	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
Total equity at 1 January	於一月一日的權益總額		863,305		862,968
Net income recognised directly in equity:	直接於權益內確認的淨收入：				
Exchange differences on translation of the financial statements of foreign operations	兌換海外公司財務報表的匯兌差額	28(a)	8,081		4,154
Net profit for the year	本年度盈利淨額	28(a)			
Attributable to:	應佔如下：				
Equity shareholders of the Company	本公司股東		49,620	30,781	
Minority interests	少數股東權益		7,777	23,608	54,389
Release upon deemed disposal of partial interest in an associate	於視作出售一間聯營公司部份權益時解除	28(a)	(1,782)		—
Total recognised income and expense for the year	本年度確認的收入及支出總額		63,696		58,543
Attributable to:	應佔如下：				
Equity shareholders of the Company	本公司股東		55,637	34,140	
Minority interests	少數股東權益		8,059	24,403	
			63,696	58,543	

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (continued) 綜合權益變動表(續)

For the year ended 31 December 2007 (Expressed in Hong Kong dollars) 截至二零零七年十二月三十一日止年度(按港幣計算)

		Note 附註	2007		2006	
			\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
Purchase of minority interests	購入少數股東權益	28(a)		(606)		–
Premium on additional investment in a subsidiary	於附屬公司增加投資的溢價	28(a)		(605)		–
Release upon settlement of loan to a subsidiary	於結清借貸予附屬公司時解除	28(a)		–		(1,312)
Disposal of subsidiaries	出售附屬公司	28(a)		–		(31,527)
Dividend declared or approved during the year	年內已宣派或批准的股息	11(b)		(30,819)		(16,955)
Dividends paid to minority interests	已付予少數股東的股息	28(a)		(7,701)		(8,412)
Total equity at 31 December	於十二月三十一日的權益總額			887,270		863,305

The notes on pages 78 to 144 form part of these financial statements.

第78頁至第144頁的附註屬本財務報表的一部份。

CONSOLIDATED CASH FLOW STATEMENT 綜合現金流量表

For the year ended 31 December 2007 (Expressed in Hong Kong dollars) 截至二零零七年十二月三十一日止年度 (按港幣計算)

	Note 附註	2007 \$'000 千元	2006 \$'000 千元
Operating activities			
Profit before taxation		59,400	61,742
Adjustments for:			
Depreciation and amortisation		23,123	36,173
Impairment loss on fixed assets		3,000	7,969
Impairment loss on goodwill		-	12,487
Impairment loss on media assets		-	2,100
Write down of inventories		109	1,178
Finance costs		1,706	1,631
Share of profit of an associate		(12,538)	(6,387)
Interest income		(30,926)	(23,881)
Gain on disposal of media assets		-	(44,043)
Gain on disposal of subsidiaries		-	(12,677)
Gain on deemed disposal of certain interest in an associate		(10,243)	-
Foreign exchange gain		(486)	(2,240)
		33,145	34,052
Operating profit before changes in working capital			
Decrease in prepayments (non-current and current) (Increase)/decrease in inventories		14,708 (672)	15,734 172
Decrease/(increase) in amount due from ultimate holding company		2,214	(1,672)
Decrease/(increase) in accounts receivable		4,250	(9,447)
Decrease in other receivables and deposits		1,150	4,818
(Decrease)/increase in accounts payable		(537)	636
Increase in amount due to a fellow subsidiary		8,526	-
Increase in other payables and accruals		3,588	52,900
		66,372	97,193
Cash generated from operations			
Interest received		4,621	3,234
Tax (paid)/refunded			
- Hong Kong Profits Tax paid		(6,903)	(12,219)
- Hong Kong Profits Tax refunded		564	2,509
- PRC income tax paid		(1,144)	(968)
		63,510	89,749
Net cash generated from operating activities			

CONSOLIDATED CASH FLOW STATEMENT (continued) 綜合現金流量表(續)

For the year ended 31 December 2007 (Expressed in Hong Kong dollars) 截至二零零七年十二月三十一日止年度(按港幣計算)

		Note 附註	2007 \$'000 千元	2006 \$'000 千元
Investing activities	投資活動			
Payment for purchase of fixed assets	購入固定資產付款		(124)	(2,193)
Purchase of minority interest	購入少數股東權益		(1,211)	–
Net proceeds from disposal of media assets	出售媒體資產所得款項淨額		–	72,086
Payment for advertising rights	購入廣告權付款		–	(725)
Net cash inflow from disposal of subsidiaries	出售附屬公司現金流入淨額	30	–	9,349
Loan to an associate	借貸予一間聯營公司		(23,544)	(28,302)
Repayment of loan from an associate	一間聯營公司償還貸款		–	8,583
Proceeds recovered from prepayment	預付款項已收回所得款項		–	28,000
Interest received from an associate	已收一間聯營公司利息		904	–
Interest received	已收利息		22,570	17,439
Net cash (used in)/generated from investing activities	(用於)／來自投資活動的現金淨額		(1,405)	104,237
Financing activities	融資活動			
Proceeds from other unsecured loan	其他無抵押貸款所得款項		–	2,811
(Increase)/decrease in bank deposits maturing over three months	三個月後到期的銀行存款 (增加)／減少		(43,071)	117,991
Decrease/(increase) in pledged bank deposits	已抵押銀行存款減少／(增加)		1,520	(39,520)
Interest paid	已付利息		(1,706)	(1,631)
Dividend paid	已付股息		(30,819)	(16,955)
Dividends paid to minority shareholders	已付予少數股東的股息		(7,701)	(8,412)
Net cash (used in)/generated from financing activities	(用於)／來自融資活動的現金淨額		(81,777)	54,284
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物(減少)／增加淨額		(19,672)	248,270
Cash and cash equivalents at 1 January	於一月一日的現金及現金等價物		572,129	323,859
Cash and cash equivalents at 31 December	於十二月三十一日的現金及現金等價物	23	552,457	572,129

The notes on pages 78 to 144 form part of these financial statements.

第78頁至第144頁的附註屬本財務報表的一部份。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

1 SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Main Board of The Stock Exchange of Hong Kong Limited (“the Listing Rules”). A summary of the significant accounting policies adopted by the Group is set out below.

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the Group and the Company. Note 2 provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these financial statements.

(b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 December 2007 comprise the Company and its subsidiaries (together referred to as the “Group”) and the Group’s interest in associate.

The measurement basis used in the preparation of the financial statements is the historical cost basis.

The preparation of financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by management in the application of HKFRSs that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year relating to fixed assets and goodwill have been discussed in notes 14, 19 and 35 respectively.

1 主要會計政策

(a) 遵例聲明

本財務報表已遵照香港會計師公會頒佈的所有適用之《香港財務報告準則》，包括所有適用的個別《香港財務報告準則》、《香港會計準則》及詮釋、香港公認會計原則及香港《公司條例》的披露規定編製。本財務報表亦符合香港聯合交易所有限公司《證券上市規則》的適用披露規定。本集團採用的主要會計政策概要如下。

香港會計師公會已頒佈多項於本集團及本公司當前會計期間首次生效或可供提早採納之新訂與經修訂《香港財務報告準則》。附註2載列因初次應用與本集團有關之新訂與經修訂準則而產生於此等財務報表內反映當前及過往會計期間之會計政策變動資料。

(b) 財務報表編製基準

截至二零零七年十二月三十一日止年度的綜合財務報表包括本公司及其附屬公司（統稱「本集團」）及本集團於聯營公司的權益。

本財務報表乃按歷史成本法編製。

於編製符合《香港財務報告準則》之財務報表時，管理層須作出對會計政策的應用及資產、負債、收入及支出之報告金額作出判斷、估計及假設。估計及相關假設乃根據過往經驗及管理層相信該等情況下乃屬合理的各項其他因素為基礎而作出，所得結果乃構成管理層就目前未能從其他資料來源對資產及負債賬面值所作判斷的基礎。實際結果可能有別於估計數額。

估計及相關假設按持續基準定期檢討。倘會計估計之修訂僅影響該期間，有關修訂於該期間內確認；或倘會計估計之修訂對當前及未來期間均有影響，則該修訂於作出修訂之期間及未來期間確認。

有關管理層在應用《香港財務報告準則》時作出對財務報表有重大影響的判斷，及對在下一年度固定資產及商譽受重大調整風險的估計之討論，分別載於附註14、19及35。

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

1 SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Subsidiaries and minority interests

Subsidiaries are entities controlled by the Group. Control exists when the Group has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that presently are exercisable are taken into account.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances and transactions and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

Minority interests represent the portion of the net assets of subsidiaries attributable to interests that are not owned by the Company, whether directly or indirectly through subsidiaries, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. Minority interests are presented in the consolidated balance sheet within equity, separately from equity attributable to the equity shareholders of the Company. Minority interests in the results of the Group are presented on the face of the consolidated income statement as an allocation of the total profit or loss for the year between minority interests and the equity shareholders of the Company.

Where losses applicable to the minority exceed the minority's interest in the equity of a subsidiary, the excess, and any further losses applicable to the minority, are charged against the Group's interest except to the extent that the minority has a binding obligation to, and is able to, make additional investment to cover the losses. If the subsidiary subsequently reports profits, the Group's interest is allocated all such profits until the minority's share of losses previously absorbed by the Group has been recovered.

In the Company's balance sheet, an investment in a subsidiary is stated at cost less impairment losses (see note 1(j)).

1 主要會計政策(續)

(c) 附屬公司及少數股東權益

附屬公司為受本集團控制的實體。當本集團有權控制一個實體的財務及經營政策而從其業務中獲益，則存在控制權。評估控制權時會計及現時可行使的潛在投票權。

附屬公司投資由持有控制權開始起併入綜合財務報表內，直至控制權終止為止。集團內公司間的結餘及交易，及集團內公司間的交易所產生的任何未變現盈利，將於編製綜合財務報表時予以全面抵銷。集團內公司間的交易所產生的未變現虧損按與未變現收益相同的方式抵銷，惟只限於未變現虧損並不顯示存有減值的情況。

少數股東權益指並非由本公司直接或通過附屬公司間接擁有權益的應佔附屬公司資產淨值部份，而本集團並無就此與該等權益的持有人協定任何額外條款，致使本集團整體就該等權益負有符合財務負債定義的合約責任。少數股東權益須於綜合資產負債表內的權益項下與本公司股東應佔權益分開列示。本集團業績內的少數股東權益按本年度盈利或虧損總額於綜合損益表中分配予少數股東權益和本公司股東。

如果少數股東應佔虧損超過其應佔附屬公司的權益，則超額部份和以後任何其他少數股東應佔虧損於本集團權益扣除；但如少數股東受契約約束且有能力作出額外投資彌補虧損則除外。如附屬公司其後恢復盈利，則所有該等盈利均會分配予本集團權益，直至收回以往由集團承擔的少數股東應佔虧損為止。

本公司資產負債表內的附屬公司投資乃按成本減任何減值虧損(見附註1(j))列賬。

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

1 SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) Associate

An associate is an entity in which the Group has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

An investment in an associate is accounted for in the consolidated financial statements under the equity method and is initially recorded at cost and adjusted thereafter for the post acquisition change in the Group's share of the associate's net assets, unless it is classified as held for sale, in which case it is stated at the lower of its carrying amount and fair value less costs to sell. The consolidated income statement includes the Group's share of the post-acquisition, post-tax results of the associate for the year, including any impairment loss on goodwill relating to the investment in associate recognised for the year (see notes 1(e) and (j)).

When the Group's share of losses exceeds its interest in the associate, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate. For this purpose, the Group's interest in the associate is the carrying amount of the investment under the equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the associate.

Unrealised profits and losses resulting from transactions between the Group and its associate are eliminated to the extent of the Group's interest in the associate, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

In the Company's balance sheet, its investment in associate is stated at cost less impairment losses (see note 1(j)), unless it is classified as held for sale.

1 主要會計政策(續)

(d) 聯營公司

聯營公司是指集團可以對該公司管理層產生重大的影響，包括參與財務及經營決策，但不是控制或共同控制其管理層的公司。

聯營公司投資是按權益法列入綜合財務報表，並先以成本入賬，然後就本集團應佔該聯營公司資產淨值在收購後的變動作出調整，除非其被分類為持作出售資產，其時則會按其賬面值及公允價值減出售成本中的較低者列賬。本集團所佔聯營公司於收購後的年度除稅後業績，包括任何年內確認之有關聯營公司投資的商譽減值虧損(見附註1(e)及(j))則於綜合損益表反映。

當本集團應佔虧損超過其於聯營公司之權益，則本集團的權益會減至零，且不再確認以後的虧損，除非本集團存在法定或推定義務或本集團已代表聯營公司付款。就此而言，本集團於聯營公司的權益為按權益法計算的投資賬面值，連同實質上構成本集團在聯營公司淨投資一部份的長期權益。

本集團與各聯營公司之間交易所產生的未變現損益，均按本集團在聯營公司所佔的權益比率抵銷，但假如未變現虧損是由轉讓已減值資產而產生，則這些未變現虧損會即時在損益表確認。

本公司資產負債表內的聯營公司投資乃按成本減減值虧損(見附註1(j))列賬，除非其被分類為持作出售資產。

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

1 SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) Goodwill

Goodwill represents the excess of the cost of a business combination or an investment in an associate over the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities.

Goodwill is stated at cost less accumulated impairment losses. Goodwill is allocated to cash-generating units and is tested annually for impairment (see note 1(j)). In respect of an associate, the carrying amount of goodwill is included in the carrying amount of the interest in the associate.

Any excess of the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over the cost of a business combination or an investment in an associate is recognised immediately in profit or loss.

On disposal of a cash generating unit or an associate during the year, any attributable amount of purchased goodwill is included in the calculation of the profit or loss on disposal.

(f) Fixed assets and depreciation

Fixed assets are stated in the balance sheet at cost less accumulated depreciation and impairment losses (see note 1(j)).

Gains or losses arising from the retirement or disposal of a fixed asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in profit or loss on the date of retirement or disposal.

1 主要會計政策(續)

(e) 商譽

商譽指業務合併或聯營公司投資成本超出本集團佔所收購公司的可確定資產、負債及或然負債的公允淨值權益的差額。

商譽乃按成本減累計減值虧損列賬。商譽會分配至現金生產單位，並每年進行減值評估(見附註1(j))。就聯營公司而言，聯營公司權益的賬面值已包含商譽之賬面值。

本集團佔所收購公司的可確定資產、負債及或然負債的公允淨值超出業務合併或聯營公司投資成本的任何差額，將即時在損益表確認。

於年內出售現金生產單位或聯營公司時，有關購入商譽應佔金額應納入計算其出售損益之數額。

(f) 固定資產及折舊

固定資產乃按成本減累計折舊及減值虧損(見附註1(j))計入資產負債表。

固定資產在報廢或出售時所產生的損益，以出售所得淨收入與資產的賬面值之間的差額釐定，並於報廢或出售日在損益表內確認。

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

1 SIGNIFICANT ACCOUNTING POLICIES (continued)

(f) Fixed assets and depreciation (continued)

Depreciation is calculated to write off the cost of fixed assets on a straight-line method over their estimated useful lives as follows:

Audio and visual equipment	5 – 7 years
Hardware and software	5 years
Furniture and fixtures	7 years
Motor vehicles	5 years

Both the useful life of an asset and its residual value, if any, are reviewed annually.

(g) Programming library

- (i) Programming library consists of commissioned programming and contracted programming cost in respect of programming rights of presentation. Expenditure on commissioned and contracted programmes is amortised to profit or loss on a straight-line basis over the licence period. Programming library is stated at cost less accumulated amortisation and impairment losses (see note 1(j)).
- (ii) Cost of programmes produced in-house is recognised as an expense in the period in which it is incurred.

(h) Media assets

Media assets represent advertising rights which are the costs of acquiring operating rights for the placement of advertisements in advertising display panels in the PRC and include any directly attributable costs of bringing advertising display panels to their present condition and location for their intended use. Advertising rights are stated at cost less accumulated amortisation and impairment losses (see note 1(j)).

Advertising rights are amortised to profit or loss on a straight-line basis over 5-10 years, the agreed periods of use of the advertising right.

(i) Accounts receivable and other receivables

Accounts receivable and other receivables are initially recognised at fair value and thereafter stated at amortised cost less allowance for impairment of doubtful debts (see note 1(j)), except where the effect of discounting would be immaterial, in which case they are stated at cost less allowance for impairment of doubtful debts (see note 1(j)).

1 主要會計政策(續)

(f) 固定資產及折舊(續)

折舊乃按照下列固定資產的估計可使用年期以直線法撇銷其原值：

影音設備	5-7年
硬體及軟件	5年
傢俬及裝置	7年
汽車	5年

資產的可使用年期及其剩餘價值(如有)會每年檢討。

(g) 節目庫

- (i) 節目庫包括特約節目與外判節目的節目播映權成本。特約節目與外判節目的開支以直線法於特許期在損益表內攤銷。節目庫乃以成本減去累計攤銷及減值虧損(見附註1(j))後列賬。
- (ii) 內部製作的節目成本於發生的期間內確認為支出。

(h) 媒體資產

媒體資產指廣告權，乃收購在中國的廣告展示屏上安放廣告的經營權的成本，當中亦包括使廣告展示屏達至現時狀態及運往現址以進行擬定用途時所涉及的任何直接應佔成本。廣告權乃以成本減去累計攤銷及減值虧損(見附註1(j))後列賬。

廣告權按使用廣告權的協定期限以直線法分5至10年在損益表內攤銷。

(i) 應收賬款及其他應收賬款

應收賬款及其他應收賬款先按公允價值確認，其後按已攤銷成本減呆壞賬減值撥備(見附註1(j))列賬；如折現影響並不重大，則會按成本減呆壞賬減值撥備(見附註1(j))列賬。

1 SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Impairment of assets

(i) Impairment of receivables

Current receivables that are stated at cost or amortised cost are reviewed at each balance sheet date to determine whether there is objective evidence of impairment. If any such evidence exists, any impairment loss is determined and recognised as follows:

- For current receivables that are carried at cost, the impairment loss is measured as the difference between the carrying amount of the receivables and the estimated future cash flows, discounted at the current market rate of return for similar receivables where the effect of discounting is material. Impairment losses for the receivables are reversed if in a subsequent period the amount of the impairment loss decreases.
- For current receivables that are carried at amortised cost, the impairment loss is measured as the difference between the carrying amount of the receivables and the present value of estimated future cash flows, discounted at the receivables' original effective interest rate (i.e. the effective interest rate computed at initial recognition of these receivables), where the effect of discounting is material.

If in a subsequent period the amount of an impairment loss decreases and the decrease can be linked objectively to an event occurring after the impairment loss was recognised, the impairment loss is reversed through profit or loss. A reversal of an impairment loss shall not result in the receivables' carrying amount exceeding that which would have been determined had no impairment loss been recognised in prior years.

1 主要會計政策(續)

(j) 資產減值

(i) 應收賬款減值

本集團於每個結算日檢討按成本或已攤銷成本列賬之流動應收賬款，以確定是否存在任何客觀的減值證據。倘存在任何有關證據，則任何減值虧損會按下列方法釐定及確認：

- 就按成本列賬的流動應收賬款而言，減值虧損乃以應收賬款賬面值與其估計未來現金流量(倘折現影響重大，則按類似應收賬款的現行市場回報率折現)的差額計量。倘減值虧損數額在其後期間減少，則應收賬款減值虧損會撥回。
- 就按已攤銷成本列賬的流動應收賬款而言，減值虧損乃以應收賬款賬面值與按應收賬款原實際利率(即初次確認該等應收賬款時計算的實際利率)計算(倘折現影響屬重大)的估計未來現金流量貼現值的差額計量。

倘在其後期間減值虧損數額減少，而該減少乃可客觀地與確認減值虧損後發生的事件聯繫，則減值虧損會於損益表撥回。減值虧損撥回不得導致應收賬款賬面值超過倘若在往年並無確認減值虧損而釐定的賬面值。

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

1 SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Impairment of assets (continued)

(ii) Impairment of other assets

Internal and external sources of information are reviewed at each balance sheet date to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

- fixed assets;
- media assets;
- goodwill;
- programming library;
- interest in associate; and
- investments in subsidiaries.

If any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill, the recoverable amount is estimated annually whether or not there is any indication of impairment.

(1) Calculation of recoverable amount

The recoverable amount of an asset is the greater of its net selling price 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 assessments of time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

(2) Recognition of impairment losses

An impairment loss is recognised in profit or loss whenever the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs to sell, or value in use, if determinable.

1 主要會計政策 (續)

(j) 資產減值 (續)

(iii) 其他資產減值

於每個結算日檢討內外資訊來源，以審查下列資產有否出現減值，或(惟商譽除外)之前所確認的減值虧損是否已不再存在或可能已經減少：

- 固定資產；
- 媒體資產；
- 商譽；
- 節目庫；
- 聯營公司權益；及
- 附屬公司投資。

若存在任何有關跡象，本集團將評估資產的可收回數額。此外，就商譽而言，不論是否存在任何減值跡象，本集團也會每年評估可收回數額。

(1) 可收回數額的計算方法

資產可收回數額是淨售價及使用價值兩者中的較高者。在評估使用價值時，會使用除稅前折現率將估計未來現金流量折現至現值。該折現率乃反映市場當時所評估的貨幣時間價值和該資產的特定風險。若資產所產生的現金流入並無高度獨立於其他資產所產生的現金流入，則其可收回數額乃按可獨立產生現金流入的最小資產組合(即一個現金生產單位)釐定。

(2) 減值虧損的確認

每當資產的賬面值(或其所屬的現金生產單位)高於其可收回數額時，即於損益表內確認減值虧損。就現金生產單位確認的減值虧損會作出分配，首先減少任何分配至現金生產單位(或單位組別)商譽之賬面值，然後按比例減少單位(或單位組別)內其他資產的賬面值，惟資產賬面值不會減少至低於其個別公允價值減出售成本或使用價值(如可釐定)後之數額。

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

1 SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Impairment of assets (continued)

(ii) Impairment of other assets (continued)

(3) Reversals of impairment losses

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

(iii) Interim financial reporting and impairment

Under the Listing Rules, the Group is required to prepare an interim financial report in compliance with HKAS 34, *Interim financial reporting*, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year (see notes 1(j)(i) and (ii)).

Impairment losses recognised in an interim period in respect of goodwill carried at cost are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates.

1 主要會計政策 (續)

(j) 資產減值 (續)

(ii) 其他資產減值 (續)

(3) 減值虧損撥回

就商譽以外的資產而言，倘據以釐定可收回數額的估計基準出現有利變動，則減值虧損將會撥回。惟商譽的減值虧損不予撥回。

減值虧損的撥回額僅限於倘往年並無確認減值虧損而釐定的資產賬面值。減值虧損的撥回將於確認撥回的年度內於損益表列賬。

(iii) 中期財務報告及減值

根據上市規則，本集團須遵照《香港會計準則》第34號「中期財務報告」編製財政年度首六個月的中期財務報告。於中期期間結束時，本集團須應用與於財政年度結束時相同的減值測試、確認及撥回標準(見附註1(j)(i)及(ii))。

於中期期間就按成本列賬的商譽確認的減值虧損不會於其後期間撥回。即使假若有關中期期間的減值評估於年底進行，而並無虧損，或虧損輕微，有關減值虧損仍不會撥回。

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

1 SIGNIFICANT ACCOUNTING POLICIES (continued)

(k) Inventories

Inventories are carried at the lower of cost and net realisable value.

Cost is calculated using the first-in-first-out cost method and comprises all costs of purchase and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

(l) Accounts payable and other payables

Accounts payable and other payables are initially recognised at fair value and thereafter stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

(m) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated cash flow statement.

1 主要會計政策(續)

(k) 存貨

存貨乃按成本及可變現淨值兩者中的較低者列賬。

成本乃按先進先出法計算，並包括所有購貨成本及其他將存貨保存於現時所在地點及保持現有狀況所涉及的成本。

可變現淨值是在日常業務過程中的估計售價減去完成銷售的估計所需成本及估計作出銷售必要之成本後所得之數。

在售出存貨後，此等存貨的賬面值於確認相關收入期間列作支出。存貨的價值撇減至可變現淨值的數額和所有存貨虧損均在出現撇減或虧損的期間內確認為支出。任何存貨撇減的撥回數額，將於出現該等撥回的期間內扣減存貨支出。

(l) 應付賬款及其他應付賬款

應付賬款及其他應付賬款先按公允價值確認，其後按已攤銷成本列賬；如折現影響並不重大，則會按成本列賬。

(m) 現金及現金等價物

現金及現金等價物包括銀行存款及現金、在銀行及其他金融機構的活期存款以及流動性極高的短期投資。這些投資可以在未經通知下即時轉換為已知數額的現金，而在價值變動方面的風險並不巨大，且獲取時的到期日在3個月之內。就編製綜合現金流量表而言，須應要求償還並構成本集團現金管理之一部份的銀行透支亦列入現金及現金等價物的組成部份。

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

1 SIGNIFICANT ACCOUNTING POLICIES (continued)

(n) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised directly in equity, in which case they are recognised in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at each balance sheet date and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

1 主要會計政策(續)

(n) 所得稅

年內所得稅包括本期稅項及遞延稅項資產及負債的變動。本期稅項及遞延稅項資產及負債的變動在損益表確認，除非與屬於直接計入權益的項目有關，其時則會於權益賬內確認。

本期稅項是指年內應課稅收入按結算日有效或實際有效的稅率計算的預期應繳稅項，並且就過往年度的應繳稅項作出調整。

遞延稅項資產及負債的產生是由於在財務報告中，資產及負債的賬面值與其稅基之間分別出現可抵扣暫時性差異及應課稅暫時性差異。未使用的稅務虧損及稅收抵免亦可產生遞延稅項資產。

除一些有限制的例外情況，所有遞延稅項負債必須確認。惟可確認的遞延稅項資產，應以能抵銷該資產可能出現的未來應課稅盈利數額為限。可支持確認可抵扣暫時性差異所產生的遞延稅項資產的未來應課稅盈利包括因撥回現有應課稅暫時性差異所產生者，惟這些差異必須屬於同一稅務機關及同一應稅實體，並預期會在預期撥回可抵扣暫時性差異的同一期間或遞延稅項資產所產生的稅務虧損可向後期或前期結轉的期間撥回。在釐定現有應課稅暫時性差異是否支持確認未使用的稅務虧損及抵免所產生的遞延稅項資產時，會採用上述同一標準，即倘這些暫時性差異與同一稅務機關及同一應稅實體有關，並預期會在可使用上述稅務虧損或抵免的期間內撥回，則上述由稅務虧損或抵免所產生的遞延稅項資產便需確認。

已確認遞延稅項的數額乃根據資產及負債的賬面值變現或清償的預定模式，以於結算日有效或實際有效的稅率計算。遞延稅項資產及負債均無須折現。

遞延稅項資產的賬面值於每年結算日進行檢討，倘若認為可能並無足夠應課稅盈利以供扣減有關稅項得益，則遞延稅項資產會予以削減。該削減數額可在可能有足夠應課稅盈利時撥回。

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

1 SIGNIFICANT ACCOUNTING POLICIES (continued)

(n) Income tax (continued)

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Group or the Company has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Group or the Company intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
 - the same taxable entity; or
 - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

(o) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group or the Company has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditures expected to settle the obligation.

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

1 主要會計政策(續)

(n) 所得稅(續)

本期稅項和遞延稅項結餘及其變動，均各自分開列示及不會互相抵銷。本期稅項資產和遞延稅項資產只會在本集團或本公司有合法權利以本期稅項資產抵銷本期稅項負債，並且符合以下附帶條件的情況下才可以分別抵銷本期稅項負債和遞延稅項負債：

- 本期稅項資產和負債：本集團或本公司計劃按淨額基準結算，或在實現資產的同時清償負債；或
- 遞延稅項資產和負債：該等資產和負債必須與同一稅務機關就以下其中一項徵收的所得稅有關：
 - 同一個應稅實體；或
 - 不同的應稅實體：該等實體計劃在預期有大額遞延稅項負債需要清償或遞延稅項資產可以收回的每個未來期間內，按淨額基準實現本期稅項資產並清償本期稅項負債，或在實現資產的同時清償負債。

(o) 撥備及或然負債

若本集團或本公司有可能因過去事件構成法定或推定義務而需付出經濟利益以履行其責任，並能對付出的經濟利益作可靠估計時，則須對此未能確定時間及數額之負債確認撥備。倘若有關貨幣時間值重大，撥備乃以履行責任時預期所需支出的現值列賬。

除非付出經濟利益的機會極微，倘本集團或本公司不可能需要付出經濟利益，或不能對數額作可靠估計，則此項責任會被披露為或然負債。除非付出經濟利益的機會極微，如果潛在義務的存在亦只在發生或不發生一項或多項未來事件才獲肯定，即以或然負債披露。

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

1 SIGNIFICANT ACCOUNTING POLICIES (continued)

(p) Revenue recognition

Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised in profit or loss as follows:

- (i) Income from multi-media sales is recognised when the related advertisements are telecasted or commercials appear before the public. Revenue is stated net of agency commission and rebate.
- (ii) Fee income from media sales management and administrative services is recognised when the related services are rendered.
- (iii) Signage production fees are recognised when the related services are rendered.
- (iv) Revenue from sale of merchandise is recognised when the merchandise is delivered at the customers' premises which is taken to be the point in time when the significant risks and rewards of ownership of the merchandise have been transferred to the customers. Revenue is stated net of trade discounts.
- (v) Interest income is recognised as it accrues using the effective interest method.

(q) Operating leases

Where the Group has the use of assets held under operating leases, payments made under the leases are charged to profit or loss in equal instalments over the accounting periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased assets.

1 主要會計政策(續)

(p) 收入確認

收入是在經濟利益可能流入本集團，及本集團能可靠地計算該等收入與有關的成本(如適用)時，按以下方法於損益賬內確認：

- (i) 來自媒體銷售的收入乃在有關廣告公開播放或推出時確認。所列出的收入已扣除代理佣金及回扣款額。
- (ii) 媒體銷售管理及行政服務的費用收入乃在提供有關服務時確認。
- (iii) 廣告板製作費乃在提供有關服務時確認。
- (iv) 來自商品銷售的收入乃在商品遞送至客戶時確認，即商品擁有權的重大風險及回報轉讓予客戶的時刻。所列出的收入已扣除交易折扣款額。
- (v) 利息收入乃採用有效利息法確認。

(q) 經營租賃

如果本集團是以經營租賃獲得資產的使用權，則根據租賃作出的付款會在租賃期所涵蓋的會計期間內，以等額在損益賬中列支；但如有其它基準能更清楚地反映租賃資產所產生的收益模式則除外。

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

1 SIGNIFICANT ACCOUNTING POLICIES (continued)

(r) Employee benefits

(i) Short term employee benefits and contributions to defined contribution retirement plans

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

(ii) Share-based payments

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

During the vesting period, the number of share options that is expected to vest is reviewed. Any adjustment to the cumulative fair value recognised in prior years is charged/credited to the profit or loss for the year of the review, with a corresponding adjustment to the capital reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of options that vest (with a corresponding adjustment to the capital reserve). The equity amount is recognised in the capital reserve until either the option is exercised (when it is transferred to the share premium account) or the option expires (when it is released directly to retained profits).

(s) Translation of foreign currencies

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the balance sheet date. Exchange gains and losses are recognised in profit or loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was determined.

1 主要會計政策(續)

(r) 僱員福利

(i) 短期僱員福利及定額供款退休計劃供款

薪金、全年花紅、有薪年假、定額供款退休計劃供款以及非金錢福利的成本均於僱員提供相關服務之年度計提。倘付款或結算有延誤及影響重大，則有關金額會按現值列賬。

(ii) 以股份為基礎的支付

授予僱員購股權的公允價值確認為僱員成本，相應的增加會於權益內的資本儲備反映。公允價值在授出日期按二項式點陣法模型，經考慮授出購股權的條款及條件而計量。倘僱員須符合歸屬條件才有權無條件獲授購股權，則購股權的估計總公允價值會於考慮購股權歸屬的可能性後在歸屬期內分攤。

於歸屬期內，將會檢討預期歸屬的購股權數目。凡對過往年度已確認的累計公允價值所作的調整，會在檢討年度列支／計入損益賬，相應的調整會於資本儲備反映。在歸屬日，確認為支出的金額會作出調整，以反映歸屬的實際購股權數目（相應的調整會於資本儲備反映）。權益金額於資本儲備內確認，直至購股權被行使（在此情況下將轉至股份溢價賬內）或購股權屆滿（在此情況下將直接撥回保留盈利內）。

(s) 外幣兌換

年內的外幣交易按交易日的匯率換算。以外幣列值的貨幣資產及負債則按結算日的匯率換算。兌換損益於損益賬內確認。

按歷史成本計量並以外幣為單位的非貨幣資產及負債，均使用交易日的匯率換算。按公允價值列賬並以外幣為單位的非貨幣資產及負債，均使用釐定公允價值當日的匯率換算。

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

1 SIGNIFICANT ACCOUNTING POLICIES (continued)

(s) Translation of foreign currencies (continued)

The results of foreign operations are translated into Hong Kong dollars at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Balance sheet items, including goodwill arising on consolidation of foreign operations acquired on or after 1 January 2005, are translated into Hong Kong dollars at the foreign exchange rates ruling at the balance sheet date. The resulting exchange differences are recognised directly in a separate component of equity. Goodwill arising on consolidation of a foreign operation acquired before 1 January 2005 is translated at the foreign exchange rate that applied at the date of acquisition of the foreign operation.

On disposal of a foreign operation, the cumulative amount of the exchange differences recognised in equity which relate to that foreign operation is included in the calculation of the profit or loss on disposal.

(t) Related parties

For the purposes of these financial statements, a party is considered to be related to the Group if:

- (i) the party has the ability, directly or indirectly through one or more intermediaries, to control the Group or exercise significant influence over the Group in making financial and operating policy decisions, or has joint control over the Group;
- (ii) the Group and the party are subject to common control;
- (iii) the party is an associate of the Group or a joint venture in which the Group is a venturer;
- (iv) the party is a member of key management personnel of the Group or the Group's parent, or a close family member of such an individual, or is an entity under the control, joint control or significant influence of such individuals;
- (v) the party is a close family member of a party referred to in (i) or is an entity under the control, joint control or significant influence of such individuals; or
- (vi) the party is a post-employment benefit plan which is for the benefit of employees of the Group or of any entity that is a related party of the Group.

Close family members of an individual are those family members who may be expected to influence, or be influenced by, that individual in their dealings with the entity.

1 主要會計政策 (續)

(s) 外幣兌換 (續)

外國業務的業績乃按與交易日的匯率相若的匯率換算為港幣。資產負債表的項目(包括因綜合於二零零五年一月一日或之後收購外國業務的賬目而產生的商譽)按結算日的匯率換算為港幣。所產生的匯兌差額直接在權益個別部份內確認。因綜合於二零零五年一月一日前收購外國業務的賬目而產生的商譽按適用於收購海外業務當日的匯率換算。

於出售海外業務時，由該海外業務產生在權益內確認的累計匯兌差額在計算出售損益時已包括在內。

(t) 關連人士

就本財務報表而言，於下列情況下，該人士將被視為本集團的關連人士：

- (i) 該人士有權直接或間接透過一間或多間中介團體控制本集團或對本集團的財務及經營決策行使重大影響力，或共同控制本集團；
- (ii) 本集團與該人士受共同控制；
- (iii) 該人士為本集團的聯營公司或本集團參與投資的合營企業；
- (iv) 該人士為本集團或本集團母公司的主要管理層成員，或上述人士的近親，或受上述人士控制、共同控制或重大影響的實體；
- (v) 該人士為第(i)項所述人士的近親，或為受該等人士控制、共同控制或重大影響的實體；或
- (vi) 該人士乃為本集團或屬本集團關連方的任何實體的僱員而設的退休福利計劃。

個別人士的近親指於彼等與實體進行交易時，預期可能影響該人士或受該人士影響的家族成員。

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

1 SIGNIFICANT ACCOUNTING POLICIES (continued)

(u) Segment reporting

A segment is a distinguishable component of the Group that is engaged either in providing products or services (business segment), or in providing products or services within a particular economic environment (geographical segment), which is subject to risks and rewards that are different from those of other segments.

In accordance with the Group's internal financial reporting system, the Group has chosen geographical segment information as the primary reporting format and business segment information as the secondary reporting format for the purposes of these financial statements.

Segment revenue, expenses, results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis to that segment. For example, segment assets may include inventories, trade receivables and fixed assets. Segment revenue, expenses, assets and liabilities are determined before intra-group balances and intra-group transactions are eliminated as part of the consolidation process, except to the extent that such intra-group balances and transactions are between group entities within a single segment. Inter-segment pricing is based on similar terms as those available to other external parties.

Segment capital expenditure is the total cost incurred during the year to acquire segment assets (both tangible and intangible) that are expected to be used for more than one year.

Unallocated items mainly comprise financial and corporate assets, interest-bearing loans, borrowings, tax balances and corporate and financing expenses.

1 主要會計政策(續)

(u) 分類匯報

分部項目是按本集團內從事提供產品或服務(業務分部)或在既定經濟環境內提供產品或服務(地域分部)，其承受的風險及回報與其他分類項目有所不同的可識別組成部份分類。

根據本集團的內部財務報告制度，本集團就本財務報表選擇地區分部資料為主要呈報方式，業務分部資料則為次要呈報方式。

分部的收入、支出、業績、資產及負債包括直接來自該分部，以及可合理地分配至該分部的項目。例如，分部資產可能包括存貨、貿易應收賬款及固定資產。分部的收入、支出、資產及負債是在未抵銷編製綜合賬目時需要抵銷集團內公司間結餘及集團內公司間交易前釐定，惟同屬一個分部的集團內公司間結餘及交易則除外。分部間的價格乃按其他外界人士可得的類似條款而制訂。

分部資本開支指於年內收購預期使用超過一年的分部資產(有形及無形資產)而產生的總成本。

未予分配項目主要包括財務及企業資產、計息貸款、借貸、稅項結餘、企業支出及融資費用。

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

2 CHANGES IN ACCOUNTING POLICIES

The HKICPA has issued a number of new and revised HKFRSs and Interpretations that are first effective or available for early adoption for the current accounting period of the Group and the Company.

There have been no significant changes to the accounting policies applied in these financial statements for the years presented as a result of these developments. However, as a result of the adoption of HKFRS 7, *Financial instruments: Disclosures* and the amendment to HKAS 1, *Presentation of financial statements: Capital disclosures*, there have been some additional disclosures provided as follows:

As a result of the adoption of HKFRS 7, the financial statements include expanded disclosure about the significance of the Group's financial instruments and the nature and extent of risks arising from those instruments, compared with the information previously required to be disclosed by HKAS 32, *Financial instruments: Disclosure and presentation*. These disclosures are provided throughout these financial statements in particular in note 29.

The amendment to HKAS 1 introduces additional disclosure requirements to provide information about the level of capital and the Group's and the Company's objectives, policies and processes for managing capital. These new disclosures are set out in note 28(e).

Both HKFRS 7 and the amendment to HKAS 1 do not have any material impact on the classification, recognition and measurement of the amounts recognised in the financial statements.

The Group has not applied any new standard of interpretation that is not yet effective for the current accounting period (see note 37).

3 TURNOVER

The Group is principally engaged in the provision of media sales and management and administrative services for Multi-Media On-Board ("MMOB") business and the operation of media advertising management services through marketing advertising spaces on transit vehicle exteriors, shelters and outdoor signages.

Turnover represents income from media sales and management and administrative services, net of agency commission and rebate.

2 會計政策變動

香港會計師公會已頒佈多項於本集團及本公司是次會計期間首次生效或可供提早採納的新訂及經修訂香港財務報告準則及詮釋。

於過往年度所呈列的財務報表中所採用的會計政策並無因上述修訂而發生重大變動。然而，由於採納香港財務報告準則第7號「金融工具：披露」及香港會計準則第1號「財務報表的呈報：資本披露」的修訂條文，部份額外披露規定如下：

由於採納香港財務報告準則第7號規定，財務報表所闡述的本集團財務工具的重要性及該等工具所產生風險的性質及範圍，較先前根據香港會計準則第32號「財務工具：披露及呈報」所披露的資料更為詳盡。本財務報表列載的該等披露詳情載於附註29。

香港會計準則第1號的修訂條文提出額外披露規定，須提供有關資本水平及本集團及本公司管理資本之目標、政策及程序資料。該等新披露載於附註28(e)。

香港財務報告準則第7號及香港會計準則第1號的修訂條文對於本財務報表確認的金額的分類、確認及計算均無造成任何重大影響。

本集團於是次會計期間並無採納任何尚未生效的新準則或詮釋(見附註37)。

3 營業額

本集團主要從事為流動多媒體業務提供媒體銷售、管理及行政服務，以及透過推銷客運車輛車身、候車亭及戶外廣告牌的廣告位，經營媒體廣告管理服務。

營業額指扣除代理佣金及回扣後，來自媒體銷售、管理及行政服務的收入。

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

4 OTHER REVENUE AND OTHER NET INCOME

4 其他收入及其他收益淨額

		2007	2006
		\$'000	\$'000
		千元	千元
Other revenue	其他收入		
Sales of merchandise	商品銷售	5,624	5,447
Interest income	利息收入	30,926	23,881
Sundry revenue	其他收入	2,322	2,347
		38,872	31,675
Other net income	其他收益淨額		
Exchange gain	匯兌收益	8,218	6,178
		47,090	37,853

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

5 PROFIT BEFORE TAXATION

Profit before taxation is arrived at after charging:

	2007 \$'000 千元	2006 \$'000 千元
Amortisation of media assets	370	8,405
Auditors' remuneration	1,830	2,085
Contributions to defined contribution schemes	588	649
Depreciation	22,753	27,768
Impairment losses	55	4,870
– accounts receivable	–	12,487
– goodwill	–	7,969
– fixed assets	3,000	2,100
– media assets	–	1,631
Interest on bank loans wholly repayable within five years	1,706	2,072
Operating lease charges – land and buildings	1,428	12,634
Operating lease charges – media assets	–	–
Production, programming and marketing costs (included in other operating expenses)	29,733	36,828

6 DISPOSALS OF MEDIA ASSETS AND SUBSIDIARIES

(a) Disposal of media assets

During the year ended 31 December 2006, a subsidiary of the Group disposed of certain media assets in Beijing with a net book value of \$28,043,000, resulting in a gain on disposal of \$44,043,000.

(b) Disposal of subsidiaries

During the year ended 31 December 2006, the Group disposed of its interests in RoadVision (Dalian) Limited and Guangzhou Key Media Advertising Company Limited, resulting in a gain on disposal of \$12,677,000.

5 除稅前盈利

除稅前盈利已扣除：

	2007 \$'000 千元	2006 \$'000 千元
媒體資產攤銷	370	8,405
核數師酬金	1,830	2,085
定額供款計劃的供款	588	649
折舊	22,753	27,768
減值虧損	55	4,870
– 應收賬款	–	12,487
– 商譽	–	7,969
– 固定資產	3,000	2,100
– 媒體資產	–	1,631
須於五年內悉數償還的銀行貸款利息	1,706	2,072
經營租賃支出–土地及樓宇	1,428	12,634
經營租賃支出–媒體資產	–	–
製作、節目及推廣成本 (計入其他經營費用)	29,733	36,828

6 出售媒體資產及附屬公司

(a) 出售媒體資產

截至二零零六年十二月三十一日止年度，本集團一間附屬公司出售位於北京賬面淨值為港幣28,043,000元的若干媒體資產，產生出售收益港幣44,043,000元。

(b) 出售附屬公司

截至二零零六年十二月三十一日止年度，本集團出售其於RoadVision (Dalian) Limited及廣州市關鍵媒體廣告有限公司的權益，產生出售收益港幣12,677,000元。

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

7 INCOME TAX IN THE CONSOLIDATED INCOME STATEMENT

(a) Taxation in the consolidated income statement represents:

		2007 \$'000 千元	2006 \$'000 千元
Current tax	本期稅項		
Provision for Hong Kong Profits Tax for current year	本年度香港利得稅撥備	6,619	8,747
Over-provision in respect of prior years	過往年度超額撥備	(12)	(12)
		6,607	8,735
Provision for PRC income tax	中國所得稅撥備	997	5,025
		7,604	13,760
Deferred tax	遞延稅項		
Reversal and origination of temporary differences	暫時性差異的轉回及確認	(5,601)	(6,407)
		2,003	7,353

The provision for Hong Kong Profits Tax for 2007 is calculated at 17.5% (2006: 17.5%) of the estimated assessable profits for the year. Taxation for the Mainland China subsidiaries is charged at the appropriate current rates for taxation ruling in The People's Republic of China ("PRC").

7 列於綜合損益表內之所得稅

(a) 列於綜合損益表之稅項為：

		2007 \$'000 千元	2006 \$'000 千元
Current tax	本期稅項		
Provision for Hong Kong Profits Tax for current year	本年度香港利得稅撥備	6,619	8,747
Over-provision in respect of prior years	過往年度超額撥備	(12)	(12)
		6,607	8,735
Provision for PRC income tax	中國所得稅撥備	997	5,025
		7,604	13,760
Deferred tax	遞延稅項		
Reversal and origination of temporary differences	暫時性差異的轉回及確認	(5,601)	(6,407)
		2,003	7,353

香港利得稅撥備是按照本年度估計應課稅盈利的17.5% (二零零六年：17.5%) 計算。於中國大陸的附屬公司的稅項則按照中華人民共和國 (「中國」) 現行的適用稅率計算。

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

7 INCOME TAX IN THE CONSOLIDATED INCOME STATEMENT (continued)

(b) Reconciliation between tax expense and accounting profit at applicable tax rates:

7 列於綜合損益表內之所得稅(續)

(b) 稅項開支與會計盈利按適用稅率計算的稅款之對賬：

		2007 \$'000 千元	2006 \$'000 千元
Profit before taxation	除稅前盈利	59,400	61,742
Notional tax on profit before taxation, calculated at the rates applicable to profits in the countries concerned	按照除稅前盈利及獲得該盈利相關國家適用稅率計算的名義稅項	10,357	17,322
Tax effect of non-deductible expenses	不可扣減開支的稅項影響	1,181	5,223
Tax effect of non-taxable revenue	毋須課稅收入的稅項影響	(10,428)	(9,131)
Tax effect of prior years' unrecognised tax losses utilised during the year	年內抵扣未確認稅務虧損的稅項影響	(155)	(7,949)
Tax effect of tax losses not recognised	未確認的可抵扣稅務虧損的稅項影響	933	1,776
Over-provision in prior years	過往年度超額撥備	(12)	(12)
Others	其他	127	124
Actual tax expense	實際稅項開支	2,003	7,353

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

8 DIRECTORS' REMUNERATION

Directors' remuneration disclosed pursuant to section 161 of the Hong Kong Companies Ordinance is as follows:

8 董事的酬金

根據香港《公司條例》第161條規定，董事的酬金現列報如下：

		2007		
		Directors' fees	Salaries, allowances and other benefits	Total
		董事袍金	薪金、津貼及其他福利	總計
		\$'000	\$'000	\$'000
		千元	千元	千元
Executive Director	執行董事			
Winnie NG	伍穎梅	55	1,919	1,974
Non-Executive Directors	非執行董事			
John CHAN Cho Chak	陳祖澤太平紳士	66	—	66
Michael WONG Yick-kam	黃奕鑑	87	—	87
MAK Chun Keung	麥振強	55	23	78
Anthony NG	伍永漢	55	—	55
LAU Mei Mui, May	劉美梅	37	—	37
Andrew SO Sing Tak	蘇承德	55	—	55
Independent Non-Executive Directors	獨立非執行董事			
Dr Carlye Wai-Ling TSUI	徐尉玲博士太平紳士	83	—	83
HUI Ki On	許淇安	83	—	83
Dr Eric LI Ka Cheung	李家祥博士太平紳士	78	—	78
		654	1,942	2,596

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

8 DIRECTORS' REMUNERATION (continued)

Directors' remuneration disclosed pursuant to section 161 of the Hong Kong Companies Ordinance is as follows:

8 董事的酬金 (續)

根據香港《公司條例》第161條規定，董事的酬金現列報如下：

		2006		
		Directors' fees	Salaries, allowances and other benefits	Total
		董事袍金	薪金、津貼及其他福利	總計
		\$'000	\$'000	\$'000
		千元	千元	千元
Executive Director	執行董事			
Winnie NG	伍穎梅	50	1,536	1,586
Non-Executive Directors	非執行董事			
John CHAN Cho Chak	陳祖澤太平紳士	60	–	60
Michael WONG Yick-kam	黃奕鑑	84	–	84
MAK Chun Keung	麥振強	50	280	330
Anthony NG	伍永漢	50	–	50
James Conrad LOUEY	雷兆光	47	–	47
LAU Mei Mui, May	劉美梅	50	–	50
Andrew SO Sing Tak	蘇承德	50	–	50
Independent Non-Executive Directors	獨立非執行董事			
Dr Carlye Wai-Ling TSUI	徐尉玲博士太平紳士	80	–	80
HUI Ki On	許淇安	80	–	80
Dr Eric LI Ka Cheung	李家祥博士太平紳士	78	–	78
		679	1,816	2,495

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

9 INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments, one (2006: one) is Director whose emoluments are disclosed in note 8. The aggregate of the emoluments in respect of the other four (2006: four) individuals are as follows:

		2007	2006
		\$'000	\$'000
		千元	千元
Salaries, allowances and other benefits	薪金、津貼及其他福利	4,323	4,313
Retirement scheme contributions	退休福利計劃供款	40	48
		4,363	4,361

The emoluments of the four (2006: four) individuals with the highest emoluments are within the following bands:

		Number of individuals	
		人數	
		2007	2006
\$Nil – \$1,000,000	港幣零元–港幣 1,000,000 元	1	2
\$1,000,001 – \$1,500,000	港幣 1,000,001 元–港幣 1,500,000 元	3	2

10 PROFIT ATTRIBUTABLE TO EQUITY SHAREHOLDERS OF THE COMPANY

The consolidated profit attributable to equity shareholders of the Company includes a profit of \$55,464,000 (2006: \$82,738,000) which has been dealt with in the financial statements of the Company.

9 最高酬金人士

五名最高酬金人士中包括一名董事(二零零六年：一名)，該董事酬金已列於附註8。其餘四名(二零零六年：四名)最高酬金人士的酬金總額載列如下：

	2007	2006
	\$'000	\$'000
	千元	千元
Salaries, allowances and other benefits	4,323	4,313
Retirement scheme contributions	40	48
	4,363	4,361

該四名(二零零六年：四名)最高酬金人士的酬金分析如下：

	Number of individuals	
	人數	
	2007	2006
\$Nil – \$1,000,000	1	2
\$1,000,001 – \$1,500,000	3	2

10 本公司股東應佔盈利

本公司股東應佔綜合盈利包括一筆為數港幣55,464,000元的盈利(二零零六年：港幣82,738,000元)，此盈利已於本公司的財務報表內作出處理。

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

11 DIVIDENDS

(a) Dividends payable to equity shareholders of the Company attributable to the year:

		2007 \$'000 千元	2006 \$'000 千元
Final dividend proposed after the balance sheet date of HK5.00 cents per share (2006: HK3.09 cents per share)	於結算日後建議分派末期股息 每股港幣5.00仙 (二零零六年：每股港幣3.09仙)	49,868	30,819
Special dividend proposed after the balance sheet date of HK3.88 cents per share (2006: HK\$Nil per share)	於結算日後建議分派特別股息 每股港幣3.88仙 (二零零六年：每股港幣零元)	38,698	-
		88,566	30,819

The dividends proposed after the balance sheet date has not been recognised as a liability at the balance sheet date.

於結算日後建議分派的股息並未於結算日確認為負債。

(b) Dividend payable to equity shareholders of the Company attributable to the previous year, approved and paid during the year:

		2007 \$'000 千元	2006 \$'000 千元
Final dividend in respect of the previous financial year, approved and paid during the year, of HK3.09 cents per share (2006: HK1.70 cents per share)	上一財政年度末期股息每股港幣3.09仙 (二零零六年：每股港幣1.70仙)， 已於年內批准及派發	30,819	16,955

(b) 上年度應付本公司股東的股息，已於年內批准及派發：

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

12 EARNINGS PER SHARE

(a) Basic earnings per share

The calculation of basic earnings per share is based on the profit attributable to ordinary equity shareholders of the Company of \$49,620,000 (2006: \$30,781,000) and the weighted average of 997,365,332 ordinary shares (2006: 997,365,332 shares) in issue during the year.

(b) Diluted earnings per share

There were no dilutive potential ordinary shares outstanding during the years ended 31 December 2007 and 2006. Accordingly, the amount of diluted earnings per share is the same as basic earnings per share for the years ended 31 December 2007 and 2006.

13 SEGMENT REPORTING

Segment information is presented in respect of the Group's business and geographical segments. Geographical segment information based on location of assets is chosen as the primary reporting format because this is more relevant to the Group's internal financial reporting.

Geographical segments

The Group comprises the following main geographical segments:

Hong Kong	:	Provision of media sales and management services
Mainland China	:	Provision of media sales and management services

There are no sales between the geographical segments.

12 每股盈利

(a) 每股基本盈利

每股基本盈利是根據本公司普通股股東應佔盈利港幣49,620,000元(二零零六年：港幣30,781,000元)及年內已發行普通股的加權平均數997,365,332股(二零零六年：997,365,332股)計算。

(b) 每股攤薄盈利

截至二零零七年及二零零六年十二月三十一日止年度並無具攤薄影響的已發行普通股。因此，每股攤薄盈利金額分別與截至二零零七年及二零零六年十二月三十一日止年度的每股基本盈利相同。

13 分類匯報

分類資料乃按本集團的業務及地區劃分而呈報。以資產位置為基礎的地區分類資料獲選作主要申報格式，因為其更接近集團的內部財務報告。

地區分類

本集團業務分為以下主要的地區業務：

香港	:	提供媒體銷售及管理服務
中國大陸	:	提供媒體銷售及管理服務

地區業務之間並無進行銷售。

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

13 SEGMENT REPORTING (continued)

Geographical segments (continued)

13 分類匯報(續)

地區分類(續)

		2007			2006		
		Group 本集團 \$'000 千元	Share of an associate 應佔一間 聯營公司 \$'000 千元	Total 總計 \$'000 千元	Group 本集團 \$'000 千元	Share of an associate 應佔一間 聯營公司 \$'000 千元	Total 總計 \$'000 千元
Segment revenue	地區營業額						
Hong Kong	香港	129,976	–	129,976	138,143	–	138,143
Mainland China	中國大陸	4,292	142,368	146,660	38,342	95,035	133,377
Total	總計	134,268	142,368	276,636	176,485	95,035	271,520
Segment result	地區業績						
Hong Kong	香港	8,484	–	8,484	7,753	–	7,753
Mainland China	中國大陸	(723)	12,538	11,815	36,806	6,387	43,193
Total	總計	7,761	12,538	20,299	44,559	6,387	50,946
Unallocated operating income and expenses	未予分配經營收入及費用			30,564			(250)
Profit from operations	經營盈利			50,863			50,696
Finance costs	財務費用			(1,706)			(1,631)
Gain on disposal of subsidiaries	出售附屬公司收益			–			12,677
Gain on deemed disposal of partial interest in an associate	視作出售一間聯營公司部分 權益之收益			10,243			–
Income tax	所得稅			(2,003)			(7,353)
Profit for the year	本年度盈利			57,397			54,389

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

13 SEGMENT REPORTING (continued)

Geographical segments (continued)

13 分類匯報(續)

地區分類(續)

		2007			2006		
		Hong Kong	Mainland China	Unallocated	Hong Kong	Mainland China	Unallocated
		香港	中國大陸	未予分配	香港	中國大陸	未予分配
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元	千元
Depreciation and amortisation	折舊及攤銷	22,496	627	–	27,261	8,912	–
Impairment losses	減值虧損						
– Accounts receivable	–應收帳款	55	–	–	95	4,775	–
– Goodwill	–商譽	–	–	–	–	–	12,487
– Fixed assets	–固定資產	3,000	–	–	7,969	–	–
– Media assets	–媒體資產	–	–	–	–	2,100	–

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

13 SEGMENT REPORTING (continued)

Geographical segments (continued)

13 分類匯報(續)

地區分類(續)

		2007			2006		
		Group	Share of an associate	Total	Group	Share of an associate	Total
		本集團	應佔一間 聯營公司	總計	本集團	應佔一間 聯營公司	總計
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元	千元
Segment assets	地區業務資產						
Hong Kong	香港	102,880	–	102,880	148,228	–	148,228
Mainland China	中國大陸	2,591	232,623	235,214	4,313	176,839	181,152
		105,471	232,623	338,094	152,541	176,839	329,380
Unallocated assets	未予分配資產			656,615			634,157
Total assets	總資產			994,709			963,537
Segment liabilities	地區業務負債						
Hong Kong	香港	59,486	–	59,486	49,346	–	49,346
Mainland China	中國大陸	4,605	–	4,605	3,193	–	3,193
		64,091	–	64,091	52,539	–	52,539
Unallocated liabilities	未予分配負債			43,348			47,693
Total liabilities	總負債			107,439			100,232

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

13 SEGMENT REPORTING (continued)

Geographical segments (continued)

Capital expenditure incurred during the year:

		The Group 本集團	
		2007 \$'000 千元	2006 \$'000 千元
Hong Kong	香港	108	908
Mainland China	中國大陸	16	2,010
		124	2,918

The Group's geographical segment information based on location by customers is the same as that based on location of assets. Accordingly, no further analysis on revenue from external customers by location of customers is provided.

Business segments

The Group's turnover and operating profit are almost entirely derived from media sales and management and administrative services. Accordingly, no analysis by business segment is provided.

13 分類匯報(續)

地區分類(續)

年內產生的資本開支：

		The Group 本集團	
		2007 \$'000 千元	2006 \$'000 千元
Hong Kong	香港	108	908
Mainland China	中國大陸	16	2,010
		124	2,918

本集團按客戶地點為基準的地區業務分類資料乃與按資產地點為基準者相同。因此，並無進一步提供按客戶地點的外部客戶收入的分析。

業務分類

本集團的大部份營業額及經營盈利均源自媒體銷售、管理及行政服務。因此，並無提供按業務類別劃分的分析。

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

14 FIXED ASSETS

14 固定資產

		Audio and visual equipment	Hardware and software	Furniture and fixtures	Motor vehicles	Total
		影音設備	硬件及軟件	傢俬及裝置	汽車	總計
		\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元
Cost:	原值：					
At 1 January 2006	於二零零六年一月一日結存	194,492	1,682	878	719	197,771
Exchange adjustments	匯兌調整	–	13	11	53	77
Additions	添置	829	86	26	1,252	2,193
Disposals	出售	–	–	(7)	–	(7)
Disposal of subsidiaries	出售附屬公司	–	(598)	(330)	–	(928)
At 31 December 2006	於二零零六年十二月三十一日結存	195,321	1,183	578	2,024	199,106
At 1 January 2007	於二零零七年一月一日結存	195,321	1,183	578	2,024	199,106
Exchange adjustments	匯兌調整	–	–	8	142	150
Additions	添置	–	94	30	–	124
At 31 December 2007	於二零零七年十二月三十一日結存	195,321	1,277	616	2,166	199,380

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

14 FIXED ASSETS (continued)

14 固定資產 (續)

		Audio and visual equipment 影音設備 \$'000 千元	Hardware and software 硬件及軟件 \$'000 千元	Furniture and fixtures 傢俬及裝置 \$'000 千元	Motor vehicles 汽車 \$'000 千元	Total 總計 \$'000 千元
Accumulated depreciation and impairment losses:	累計折舊及減值虧損：					
At 1 January 2006	於二零零六年一月一日結存	110,729	712	413	602	112,456
Exchange adjustments	匯兌調整	-	5	5	28	38
Charge for the year	年內折舊	26,973	329	200	266	27,768
Impairment loss for the year (note)	年內減值虧損 (附註)	7,969	-	-	-	7,969
Written back on disposals	出售時撥回	-	-	(7)	-	(7)
Disposal of subsidiaries	出售附屬公司	-	(343)	(199)	-	(542)
At 31 December 2006	於二零零六年十二月三十一日結存	145,671	703	412	896	147,682
At 1 January 2007	於二零零七年一月一日結存	145,671	703	412	896	147,682
Exchange adjustments	匯兌調整	-	-	5	72	77
Charge for the year	年內折舊	22,213	217	81	242	22,753
Impairment loss for the year (note)	年內減值虧損 (附註)	3,000	-	-	-	3,000
At 31 December 2007	於二零零七年十二月三十一日結存	170,884	920	498	1,210	173,512
Net book value:	賬面淨值：					
At 31 December 2007	於二零零七年十二月三十一日結存	24,437	357	118	956	25,868
At 31 December 2006	於二零零六年十二月三十一日結存	49,650	480	166	1,128	51,424

Note on impairment loss of fixed assets:

During the years ended 31 December 2006 and 2007, management carried out an assessment of the recoverable amount of certain fixed assets of the Group. Based on their assessment, the carrying amount of these fixed assets was written down by \$7,969,000 and \$3,000,000 in 2006 and 2007 respectively. The estimated recoverable amount was determined based on the future cash flows generated from these fixed assets.

固定資產減值虧損附註：

於截至二零零六年及二零零七年十二月三十一日止年度內，管理層對本集團若干固定資產的可收回數額進行評估。基於彼等的評估，該等固定資產於二零零六年及二零零七年的賬面值分別撇減港幣7,969,000元及港幣3,000,000元。估計可收回數額乃根據該等固定資產所產生的未來現金流量釐定。

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

15 MEDIA ASSETS

15 媒體資產

		\$'000 千元
Cost:	原值：	
At 1 January 2006	於二零零六年一月一日結存	122,807
Exchange adjustments	匯兌調整	2,444
Additions	添置	725
Disposals	出售	(33,089)
Disposal of subsidiaries	出售附屬公司	(91,090)
At 31 December 2006	於二零零六年十二月三十一日結存	1,797
At 1 January 2007	於二零零七年一月一日結存	1,797
Exchange adjustments	匯兌調整	126
At 31 December 2007	於二零零七年十二月三十一日結存	1,923
Accumulated amortisation and impairment losses:	累計攤銷及減值虧損：	
At 1 January 2006	於二零零六年一月一日結存	27,002
Exchange adjustments	匯兌調整	538
Amortisation for the year	年內攤銷	8,405
Impairment loss for the year (note)	年內減值虧損(附註)	2,100
Written back on disposals	出售時撥回	(5,046)
Disposal of subsidiaries	出售附屬公司	(32,610)
At 31 December 2006	於二零零六年十二月三十一日結存	389
At 1 January 2007	於二零零七年一月一日結存	389
Exchange adjustments	匯兌調整	42
Amortisation for the year	年內攤銷	370
At 31 December 2007	於二零零七年十二月三十一日結存	801
Net book value:	賬面淨值：	
At 31 December 2007	於二零零七年十二月三十一日結存	1,122
At 31 December 2006	於二零零六年十二月三十一日結存	1,408

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

15 MEDIA ASSETS (continued)

Note on impairment loss of media assets:

A number of advertising display panels were dismantled in 2006. Management considered that the estimated future cash flows generated from these panels were less than their reconstruction costs. Therefore, all these media assets with carrying amount of \$2,100,000 were impaired and charged to the income statement in 2006.

16 GOODWILL

		2007 \$'000 千元	2006 \$'000 千元
Cost:	原值：		
At 1 January and 31 December	於一月一日及十二月三十一日結存	12,487	12,487
Accumulated impairment losses:	累計減值虧損：		
At 1 January	於一月一日結存	12,487	-
Impairment loss for the year (note)	年內減值虧損 (附註)	-	12,487
At 31 December	於十二月三十一日結存	12,487	12,487
Carrying amount:	賬面值：		
At 31 December	於十二月三十一日結存	-	-

Note on impairment loss of goodwill:

Management has carried out the impairment assessment against goodwill in 2006 and considered that the estimated future cash flows generated from the cash-generating units ("CGU"), media advertising agency and advertising design and production in Shanghai, were less than the carrying value of the goodwill and fixed assets of the CGU. Therefore goodwill with carrying amount of \$12,487,000 was fully impaired and charged to the income statement in 2006.

15 媒體資產 (續)

媒體資產減值虧損附註：

若干廣告展示屏已於二零零六年拆除。管理層認為來自該等廣告展示屏的估計未來現金流量將少於其重建成本。因此，所有該等賬面值為港幣2,100,000元的媒體資產已減值並於二零零六年的損益表內扣除。

16 商譽

		2007 \$'000 千元	2006 \$'000 千元
Cost:	原值：		
At 1 January and 31 December	於一月一日及十二月三十一日結存	12,487	12,487
Accumulated impairment losses:	累計減值虧損：		
At 1 January	於一月一日結存	12,487	-
Impairment loss for the year (note)	年內減值虧損 (附註)	-	12,487
At 31 December	於十二月三十一日結存	12,487	12,487
Carrying amount:	賬面值：		
At 31 December	於十二月三十一日結存	-	-

商譽減值虧損附註：

管理層於二零零六年對商譽作出減值評估，認為現金生產單位(媒體廣告代理、廣告設計及製作-上海)所產生的估計未來現金流量少於其商譽及固定資產的賬面值。因此，賬面值為港幣12,487,000元的商譽已全數減值並於二零零六年度的損益表內扣除。

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

17 NON-CURRENT AND CURRENT PREPAYMENTS

Non-current and current prepayments consist of advance payments for concession and rights for advertising and media programme placement on transit vehicles and transit network furniture.

18 INVESTMENTS IN SUBSIDIARIES

Unlisted shares, at cost

非上市股份原值

The following list contains only the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group. The class of shares held is ordinary unless otherwise stated.

17 非流動及流動預付款項

非流動及流動預付款項包括於客運車輛及客運網絡沿線的廣告及媒體節目播放權的預付款。

18 附屬公司投資

The Company 本公司	
2007 \$'000 千元	2006 \$'000 千元
62,835	62,835

下表僅載列對本集團業績、資產或負債構成主要影響的附屬公司的資料。除另有指明外，所持股份類別均為普通股。

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

18 INVESTMENTS IN SUBSIDIARIES (continued)

All of these are controlled subsidiaries as defined under note 1(c) and have been consolidated into the Group's financial statements.

Name of company 公司名稱	Place of incorporation/ operation 註冊及營業地點	Particulars of issued and paid up capital 已發行及已繳足股本	Attributable equity interest % 應佔股權百分比		Principal activity 主要業務	
			direct 直接	indirect 間接		
AdSociety Advertising Agency Limited	創智傳動廣告有限公司	Hong Kong 香港	\$2 港幣2元	–	100	Investment holding 投資控股
Bus Focus Limited	Bus Focus Limited	The British Virgin Islands/ Hong Kong 英屬處女群島/ 香港	US\$100 100美元	–	60	Provision of media sales service for advertising on transit vehicle shelters 提供客運車輛候車亭廣告的媒體銷售服務
CityVision Limited	CityVision Limited	Hong Kong 香港	\$10,000 港幣10,000元	–	90	Operation of Multi-media On-board business on transit vehicles 經營客運車輛流動多媒體業務
Cyberstop Limited	Cyberstop Limited	The British Virgin Islands/ Hong Kong 英屬處女群島/ 香港	US\$1 1美元	–	100	Holder of the registered design and patent in relation to cyber bus stops 持有有關數碼巴士站的註冊設計及專利

18 附屬公司投資(續)

所有附屬公司均是附註1(c)所定義的受控制附屬公司，其業績已併入本集團財務報表內綜合計算。

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

18 INVESTMENTS IN SUBSIDIARIES (continued)

18 附屬公司投資(續)

Name of company 公司名稱	Place of incorporation/ operation 註冊及營業地點	Particulars of issued and paid up capital 已發行及已繳足股本	Attributable equity interest % 應佔股權百分比		Principal activity 主要業務	
			direct 直接	indirect 間接		
Expert Plus Holdings Limited	Expert Plus Holdings Limited	The British Virgin Islands/ Hong Kong 英屬處女群島/ 香港	US\$1 1美元	–	100	Investment holding 投資控股
KM-Vision Limited	KM-Vision Limited	Hong Kong 香港	\$10,000 港幣10,000元	–	100	Operation of Multi-media On-board business on transit vehicles 經營客運車輛流動 多媒體業務
LW-Vision Limited	LW-Vision Limited	Hong Kong 香港	\$10,000 港幣10,000元	–	95	Operation of Multi-media On-board business on transit vehicles 經營客運車輛流動 多媒體業務
MB-Vision Limited	MB-Vision Limited	Hong Kong 香港	\$2 港幣2元	–	100	Operation of Multi-media On-board business on transit vehicles 經營客運車輛流動 多媒體業務

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

18 INVESTMENTS IN SUBSIDIARIES (continued)

18 附屬公司投資(續)

Name of company 公司名稱	Place of incorporation/ operation 註冊及營業地點	Particulars of issued and paid up capital 已發行及已繳足股本	Attributable equity interest % 應佔股權百分比		Principal activity 主要業務	
			direct 直接	indirect 間接		
Road Publications Limited	Road Publications Limited	Hong Kong 香港	\$2 港幣2元	–	100	Trading of bus souvenirs and publications 經營巴士紀念品及 書籍銷售業務
RoadShow Advertising (Beijing) Company Limited (Limited liability company)	路訊通廣告(北京)有限 公司(有限責任公司)	The People's Republic of China 中華人民共和國	US\$500,000 500,000美元	–	100	Provision of media advertising agency service and design and production of advertisements 提供媒體廣告代理服務及 廣告設計與製作
RoadShow Creations Limited	RoadShow Creations Limited	Hong Kong 香港	\$2 港幣2元	–	100	Trading of bus souvenirs 經營巴士紀念品銷售業務
RoadShow Media Holdings Limited	RoadShow Media Holdings Limited	The British Virgin Islands/ Hong Kong 英屬處女群島/ 香港	US\$1 1美元	–	100	Investment holding 投資控股

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

18 INVESTMENTS IN SUBSIDIARIES (continued)

18 附屬公司投資(續)

Name of company 公司名稱	Place of incorporation/ operation 註冊及營業地點	Particulars of issued and paid up capital 已發行及已繳足股本	Attributable equity interest % 應佔股權百分比		Principal activity 主要業務	
			direct 直接	indirect 間接		
RoadShow Media Limited	RoadShow Media Limited	Hong Kong 香港	\$2 港幣2元	–	100	Provision of media sales & management services for advertising on transit vehicle exteriors and shelters and for the Multi-media On-board business 提供客運車輛車身和候車亭廣告以及流動多媒體業務的媒體銷售及管理服務
RoadShow Productions Holdings Limited	RoadShow Productions Holdings Limited	The British Virgin Islands/ Hong Kong 英屬處女群島/ 香港	US\$1 1美元	–	100	Investment holding 投資控股
RoadShow Productions Limited	RoadShow Productions Limited	Hong Kong 香港	\$2 港幣2元	–	100	Production of content for Multi-media On-board systems 製作流動多媒體系統內容
RoadShow Resources Limited	RoadShow Resources Limited	The British Virgin Islands/ Hong Kong 英屬處女群島/ 香港	US\$1 1美元	100	–	Investment holding 投資控股

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

18 INVESTMENTS IN SUBSIDIARIES (continued)

18 附屬公司投資(續)

Name of company 公司名稱	Place of incorporation/ operation 註冊及營業地點	Particulars of issued and paid up capital 已發行及已繳足股本	Attributable equity interest % 應佔股權百分比		Principal activity 主要業務	
			direct 直接	indirect 間接		
RoadVision Holdings (China) Limited	RoadVision Holdings (China) Limited	The British Virgin Islands/ Hong Kong 英屬處女群島/ 香港	US\$1 1美元	–	100	Investment holding 投資控股
RoadVision Holdings Limited	RoadVision Holdings Limited	The British Virgin Islands/ Hong Kong 英屬處女群島/ 香港	US\$2 2美元	–	100	Investment holding 投資控股
RSG Resources Limited	RSG Resources Limited	Hong Kong 香港	\$2 港幣2元	–	100	Provision of employment agency services 提供職業介紹服務
Shanghai Yingte Consulting Company Limited (Sino-foreign co-operative joint venture)	上海鷹特諮詢有限公司 (中外合作經營企業)	The People's Republic of China 中華人民共和國	RMB1,236,000 人民幣1,236,000元	–	68	Investment holding 投資控股
Shanghai Yafei Advertising Company Limited (Limited liability company)	上海亞飛廣告有限公司 (有限責任公司)	The People's Republic of China 中華人民共和國	RMB600,000 人民幣600,000元	–	51	Provision of media advertising agency service and design and production of advertisements 提供媒體廣告代理服務及 廣告設計與製作
Smart Media Limited	勝緯有限公司	Hong Kong 香港	\$2 港幣2元	–	100	Provision of administrative services 提供行政服務

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

19 INTEREST IN AN ASSOCIATE

19 於一間聯營公司之權益

		The Group 本集團	
		2007	2006
		\$'000	\$'000
		千元	千元
Share of net assets	應佔資產淨值	115,057	84,791
Goodwill	商譽	14,496	17,361
Loans to an associate	貸款予一間聯營公司	94,793	69,241
Amount due from an associate	應收一間聯營公司款項	8,277	5,446
		232,623	176,839

(a) Particulars of the associate

Set out below are the particulars of the associate, which is an unlisted corporate entity and principally affected the results or assets of the Group.

(a) 聯營公司之詳情

以下載列聯營公司的詳情，該聯營公司為非上市企業法團，並主要影響本集團業績或資產。

Name of associate 聯營公司名稱	Form of business structure 業務架構形式	Place of incorporation and operation 註冊及營業地點	Attributable equity interest % indirect 應佔權益間接持股百分比	Principal activity 主要業務
AdSociety Daye Advertising Company Limited 創智傳動大業廣告有限公司	Sino-foreign equity joint venture 中外合資經營企業	The People's Republic of China 中華人民共和國	40.9%	Provision of full range of advertising services 提供全面廣告服務

During the year, the Group and the joint venture partner entered into an agreement with an investor in which the investor agreed to subscribe for 16.5% equity interest in the enlarged registered capital of the associate. The transaction was completed on 13 December 2007 and the Group's equity interest in the associate has been diluted from 49.0% to 40.9%, resulting in a gain on deemed disposal of \$10,243,000.

年內，本集團及合資夥伴與一名投資者訂立一項協議，據此，該投資者同意認購聯營公司經擴大後註冊股本16.5%之股權。該項交易於二零零七年十二月十三日完成，而本集團於聯營公司之股權將由49.0%攤薄至40.9%，該項視作出售之交易產生港幣10,243,000元之收益。

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

19 INTEREST IN AN ASSOCIATE (continued)

(b) Loans to associate

The loans to associate are unsecured, being interest ranging from 6.12% p.a. to 7.29% p.a. (2006: 1.20% p.a. to 5.85% p.a.) and are not expected to be settled within one year.

During the year, the Group provided an additional loan of RMB22,858,000 to the associate. The loan was made through a designated deposit/loan arrangement where a subsidiary of the Group placed a pledged deposit of RMB22,858,000 with a bank in the PRC and the bank provided a loan to the associate of the same amount.

(c) Amount due from associate

The amount due from associate is unsecured, interest-free and has no fixed terms of repayment. The amount is not expected to be settled within one year.

(d) Summary financial information on associate

		2007 \$'000 千元	2006 \$'000 千元
Non-current assets	非流動資產	140,657	130,834
Current assets	流動資產	266,741	138,784
Current liabilities	流動負債	(163,031)	(108,766)
Non-current liabilities	非流動負債	–	(16,509)
Net assets	資產淨值	244,367	144,343
Income	收入	293,391	198,578
Expenses	開支	(254,914)	(178,484)
Profit for the year ¹	年內盈利 ¹	38,477	20,094

¹ Profit represents profit before taxation of the associate.

19 於一間聯營公司之權益(續)

(b) 貸款予聯營公司

貸款予聯營公司為無抵押、按每年6.12厘至每年7.29厘不等計息(二零零六年：每年1.20厘至每年5.85厘)並預期一年內不會償還。

年內，本集團向聯營公司提供一筆額外貸款人民幣22,858,000元。該貸款乃透過委託存款／貸款安排作出，本集團的一間附屬公司向一間於中國的銀行存放已抵押存款人民幣22,858,000元，而該銀行則向聯營公司提供相同金額的貸款。

(c) 應收聯營公司款項

應收聯營公司款項為無抵押、免息及無固定還款期。預期該款項一年內不會償還。

(d) 聯營公司財務資料概要

¹ 盈利乃聯營公司除稅前盈利。

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

19 INTEREST IN AN ASSOCIATE (continued)

(d) Summary financial information on associate (continued)

The joint venture partner of the associate agreed to maintain the results of the associate for the period from 1 January 2003 to 31 December 2005 at a specified level. The share of profit recognised in the financial statements in 2003 to 2005 included the results as agreed to be maintained by the joint venture partner.

(e) Impairment test for cash-generating units ("CGU") containing goodwill

Goodwill is allocated to the Group's CGU identified according to the location of the operation and business segment.

The recoverable amount of the CGU is determined based on value-in-use calculations. These calculations use cash flow projections based on financial budgets approved by management covering one-year period. Cash flows beyond the one-year period are extrapolated using the estimate rates stated below.

Key assumptions used for value-in-use calculations:

		%
– Average gross margin	– 平均毛利率	18.5
– Average growth rate	– 平均增長率	3.0
– Discount rate	– 折現率	4.4

Management determined the budgeted gross margin based on past performance and its expectation for market development. The weighted average growth rates used are consistent with the forecasts included in industry reports. The discount rates used are pre-tax and reflect specific risks relating to the relevant segments.

The recoverable amount of the goodwill is higher than its carrying amount based on value-in-use calculations. Accordingly, no impairment loss has been recognised during the year.

19 於一間聯營公司之權益(續)

(d) 聯營公司財務資料概要(續)

該聯營公司的合資夥伴同意將該聯營公司於二零零三年一月一日至二零零五年十二月三十一日的業績維持於某個指定水平。於二零零三年至二零零五年之財務報表內確認的應佔盈利乃包括合資夥伴所同意維持的業績。

(e) 含商譽之現金生產單位減值測試

商譽乃按經營地區及業務分類分配至本集團的現金生產單位。

現金生產單位的可收回數額按使用價值計算。該使用價值則按現金流量預測推算，預測是根據已獲管理層審批的一年期財政預算作出。超逾一年期的現金流量按以下的估計比率推斷。

計算使用價值的主要假設為：

	%
管理層根據過往業績表現及預期的市場發展釐定預算毛利率。所採用的加權平均增長率乃與行業報告內所作預測一致。所採用的折現率乃於稅前並反映有關分類的特定風險。	

根據使用價值計算，商譽的可收回數額高於其賬面值。因此，年內並無確認減值虧損。

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

20 INVENTORIES

All of the inventories are finished goods of merchandise and are expected to be recovered within one year.

The amount of inventories recognised as an expense is as follows:

		The Group 本集團	
		2007 \$'000 千元	2006 \$'000 千元
Carrying amount of inventories sold	已出售存貨賬面值	3,408	3,279
Write down of inventories	存貨撇減	109	1,178
		3,517	4,457

21 AMOUNTS DUE FROM/(TO) GROUP COMPANIES

- (a) The amount due from/(to) ultimate holding company is unsecured, interest-free, repayable on demand and represents normal trade receivables and payables.
- (b) The amounts due from/(to) subsidiaries are unsecured, interest-free and have no fixed terms of settlement/repayment.
- (c) The amount due to a fellow subsidiary is unsecured, interest-free and has no fixed terms of repayment.

20 存貨

所有存貨均為商品製成品，預期所有存貨的價值可在一年內收回。

確認為支出的存貨價值如下：

		The Group 本集團	
		2007 \$'000 千元	2006 \$'000 千元
		3,408	3,279
		109	1,178
		3,517	4,457

21 應收／(應付)集團公司款項

- (a) 應收／(應付)最終控股公司款項為無抵押、免息、須於要求時償還，及涉及一般貿易應收及應付賬款。
- (b) 應收／(應付)附屬公司款項為無抵押、免息及無固定結清／還款期。
- (c) 應付一間同系附屬公司款項為無抵押、免息及無固定還款期。

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

22 ACCOUNTS RECEIVABLE

Details of the ageing analysis of accounts receivable at the balance sheet date are as follows:

		The Group 本集團	
		2007 \$'000 千元	2006 \$'000 千元
Current or less than one month overdue	即期或逾期少於一個月	15,052	15,627
One to two months overdue	逾期一至兩個月	3,732	5,125
Two to three months overdue	逾期兩至三個月	1,233	1,825
More than three months overdue	逾期超過三個月	1,677	3,367
		21,694	25,944

All of the accounts receivable are expected to be recovered within one year.

The Group's credit policy is set out in note 29(a).

Impairment loss is written off against accounts receivable when the recovery of the amount is remote. At 31 December 2007, the Group's accounts receivable of \$55,000 (2006: \$4,870,000) was determined to be impaired. The impairment loss is written off against the accounts receivable directly.

Receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral over these balances.

22 應收賬款

於結算日，應收賬款的賬齡分析詳情如下：

		The Group 本集團	
		2007 \$'000 千元	2006 \$'000 千元
Current or less than one month overdue	即期或逾期少於一個月	15,052	15,627
One to two months overdue	逾期一至兩個月	3,732	5,125
Two to three months overdue	逾期兩至三個月	1,233	1,825
More than three months overdue	逾期超過三個月	1,677	3,367
		21,694	25,944

預期所有應收賬款可於一年內收回。

本集團的信貸政策刊載於附註29(a)。

若可收回金額機會不大，則該應收賬款將作減值虧損。於二零零七年十二月三十一日，本集團之應收賬款港幣55,000元(二零零六年：港幣4,870,000元)釐定為須作減值。減值虧損乃於應收賬款中直接撇銷。

已逾期但未減值之應收款項乃與若干於本集團擁有良好業務記錄之獨立客戶有關。根據過往經驗，管理層相信由於該等結餘之信貸質素並未出現重大改變，及該等結餘仍被視為可全部收回，故無需為該等結餘作出減值撥備。本集團並未持有該等結餘之任何抵押品。

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

23 BANK DEPOSITS AND CASH

		The Group 本集團		The Company 本公司	
		2007 \$'000 千元	2006 \$'000 千元	2007 \$'000 千元	2006 \$'000 千元
Cash at bank and in hand	銀行存款及現金	43,645	45,835	4,561	706
Bank deposits maturing within three months	三個月內到期的銀行存款	508,812	526,294	413,381	389,808
Cash and cash equivalents for the purpose of cash flow statement	就編製現金流量表而言的現金 及現金等價物	552,457	572,129	417,942	390,514
Bank deposits maturing over three months	三個月後到期的銀行存款	53,500	10,429	–	10,000
		605,957	582,558	417,942	400,514

24 ACCOUNTS PAYABLE

Details of the ageing analysis of accounts payable at the balance sheet date are as follows:

		The Group 本集團	
		2007 \$'000 千元	2006 \$'000 千元
Within one month	一個月內到期	5,362	5,899

All of the accounts payable are expected to be settled within one year.

23 銀行存款及現金

		The Group 本集團		The Company 本公司	
		2007 \$'000 千元	2006 \$'000 千元	2007 \$'000 千元	2006 \$'000 千元
Cash at bank and in hand	銀行存款及現金	43,645	45,835	4,561	706
Bank deposits maturing within three months	三個月內到期的銀行存款	508,812	526,294	413,381	389,808
Cash and cash equivalents for the purpose of cash flow statement	就編製現金流量表而言的現金 及現金等價物	552,457	572,129	417,942	390,514
Bank deposits maturing over three months	三個月後到期的銀行存款	53,500	10,429	–	10,000
		605,957	582,558	417,942	400,514

24 應付賬款

於結算日，應付賬款的賬齡分析詳情如下：

		The Group 本集團	
		2007 \$'000 千元	2006 \$'000 千元
Within one month	一個月內到期	5,362	5,899

預期所有應付賬款將於一年內繳付。

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

25 BANK LOANS

At 31 December 2007, the bank loans were repayable as follows:

		The Group and the Company 本集團及本公司	
		2007	2006
		\$'000	\$'000
		千元	千元
Within one year or on demand	一年內或於需要時償還	38,000	38,000

At 31 December 2007 the Group and the Company had total banking facilities amounting to \$50,000,000 (2006: \$50,000,000). The bank loan was secured by pledged bank deposits of \$38,000,000 (2006: \$39,520,000).

25 銀行貸款

於二零零七年十二月三十一日，銀行貸款償還詳情如下：

		The Group and the Company 本集團及本公司	
		2007	2006
		\$'000	\$'000
		千元	千元
Within one year or on demand	一年內或於需要時償還	38,000	38,000

於二零零七年十二月三十一日，本集團及本公司有合共港幣50,000,000元的銀行信貸(二零零六年：港幣50,000,000元)。銀行貸款乃以已抵押銀行存款港幣38,000,000元(二零零六年：港幣39,520,000元)作抵押。

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

26 INCOME TAX IN THE CONSOLIDATED BALANCE SHEET

(a) Current taxation in the consolidated balance sheet represents:

		The Group 本集團	
		2007 \$'000 千元	2006 \$'000 千元
Provision for Hong Kong Profits Tax for the year	本年度香港利得稅撥備	6,619	8,747
Provisional Profits Tax paid	已付暫繳利得稅	(8,303)	(8,938)
		(1,684)	(191)
Balance of Profits Tax recoverable relating to prior years	有關過往年度的可收回利得稅結餘	-	(1,761)
		(1,684)	(1,952)
PRC income tax payable	應付中國所得稅	645	792
		(1,039)	(1,160)
		(2,315)	(2,316)
Current tax recoverable	可收回本期稅項	1,276	1,156
Current tax payable	應付本期稅項	(1,039)	(1,160)

26 列於綜合資產負債表之所得稅

(a) 列於綜合資產負債表之本期稅項為：

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

26 INCOME TAX IN THE CONSOLIDATED BALANCE SHEET (continued)

(b) Deferred tax assets/(liabilities) recognised:

The components of deferred tax assets/(liabilities) recognised in the consolidated balance sheet and the movements during the year are as follows:

26 列於綜合資產負債表之所得稅(續)

(b) 已確認的遞延稅項資產／(負債)：

綜合資產負債表內已確認的遞延稅項資產／(負債)部份及於年內的變動如下：

		The Group 本集團		
		Depreciation allowances in excess of related depreciation 折舊抵免 超出相關折舊	Tax losses 稅務虧損	Total 總計
		\$'000 千元	\$'000 千元	\$'000 千元
At 1 January 2006	於二零零六年一月一日	(14,224)	7,729	(6,495)
Credited to consolidated income statement	在綜合損益表內計入	5,599	808	6,407
At 31 December 2006	於二零零六年十二月三十一日	(8,625)	8,537	(88)
At 1 January 2007	於二零零七年一月一日	(8,625)	8,537	(88)
Credited to consolidated income statement	在綜合損益表內計入	4,411	1,190	5,601
At 31 December 2007	於二零零七年十二月三十一日	(4,214)	9,727	5,513

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

26 INCOME TAX IN THE CONSOLIDATED BALANCE SHEET (continued)

(b) Deferred tax assets/(liabilities) recognised: (continued)

		The Group 本集團	
		2007 \$'000 千元	2006 \$'000 千元
Net deferred tax assets recognised on the balance sheet	資產負債表內已確認的遞延稅項資產淨額	9,560	8,449
Net deferred tax liabilities recognised on the balance sheet	資產負債表內已確認的遞延稅項負債淨額	(4,047)	(8,537)
		5,513	(88)

The Group has recognised deferred tax assets in respect of the tax losses incurred by certain subsidiaries as management of the Group considers that it is probable that future taxable profits against which the losses can be utilised will be available in the relevant tax jurisdiction and entity. The tax losses do not expire under current tax legislation.

(c) Deferred tax assets not recognised

The Group has not recognised deferred tax assets of \$8,394,000 (2006:\$7,519,000) in respect of tax losses of \$47,966,000 (2006:\$42,968,000). The tax losses do not expire under current tax legislation.

27 EQUITY SETTLED SHARED-BASED TRANSACTIONS

The Company has a share option scheme (the "Scheme") which was adopted on 7 June 2001 whereby the Directors of the Company are authorised, at their discretion, to invite employees of the Group, including directors of any company in the Group, to take up options to subscribe for shares in the Company. Each option gives the holder the right to subscribe for one ordinary share in the Company. The Scheme is valid and effective for a period of ten years ending on 6 June 2011.

No options were granted during the year and there were no outstanding options at 31 December 2007 and 2006.

26 列於綜合資產負債表之所得稅(續)

(b) 已確認的遞延稅項資產/(負債):(續)

		The Group 本集團	
		2007 \$'000 千元	2006 \$'000 千元
Net deferred tax assets recognised on the balance sheet	資產負債表內已確認的遞延稅項資產淨額	9,560	8,449
Net deferred tax liabilities recognised on the balance sheet	資產負債表內已確認的遞延稅項負債淨額	(4,047)	(8,537)
		5,513	(88)

由於集團管理層認為有可能在有關稅務機關及實體將虧損用於抵銷未來應課稅溢利，故本集團已就若干附屬公司所產生之稅務虧損確認為遞延稅項資產。稅務虧損根據現行稅務法例並無期滿日。

(c) 並無確認的遞延稅項資產

本集團並無就港幣47,966,000元(二零零六年：港幣42,968,000元)的稅務虧損確認為港幣8,394,000元(二零零六年：港幣7,519,000元)的遞延稅項資產。稅務虧損根據現行稅務法例並無期滿日。

27 以股權償付的股份交易

本公司設有一項購股權計劃(「該計劃」)，該計劃於二零零一年六月七日獲採納。據此，本公司的董事獲授權可酌情邀請集團僱員(包括本集團任何公司的董事)行使購股權認購本公司股份。每份購股權賦予持有人認購本公司一股普通股的權利。該計劃的有效期為十年，於二零一一年六月六日屆滿。

年內並無授出購股權，而於二零零七年及二零零六年十二月三十一日，概無任何未行使的購股權。

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

28 CAPITAL AND RESERVES

(a) The Group

28 股本及儲備金

(a) 本集團

Attributable to equity shareholders of the Company
本公司股東應佔

		Share capital	Share premium	General reserve	Contributed surplus	Other reserve	Exchange reserve	Retained profits	Total	Minority interests	Total equity
		股本 \$'000 千元	股份溢價 \$'000 千元	一般儲備 \$'000 千元	實繳盈餘 \$'000 千元	其他儲備 \$'000 千元	外匯儲備 \$'000 千元	保留盈利 \$'000 千元	總計 \$'000 千元	少數 股東權益 \$'000 千元	權益總額 \$'000 千元
At 1 January 2006	於二零零六年一月一日	99,737	531,769	238	(200)	–	3,816	207,372	842,732	20,236	862,968
Dividend approved in respect of the previous year	有關上年度已批准的股息	–	–	–	–	–	–	(16,955)	(16,955)	–	(16,955)
Exchange differences on translation of the financial statements of foreign operations	兌換海外公司財務報表的匯兌差額	–	–	–	–	–	3,359	–	3,359	795	4,154
Release upon settlement of loan to a subsidiary	結清借貸予附屬公司時解除	–	–	–	–	–	(1,312)	–	(1,312)	–	(1,312)
Disposal of subsidiaries	出售附屬公司	–	–	–	–	–	(827)	–	(827)	(30,700)	(31,527)
Profit for the year	年內盈利	–	–	–	–	–	–	30,781	30,781	23,608	54,389
Dividends paid to minority interests	已付予少數股東的股息	–	–	–	–	–	–	–	–	(8,412)	(8,412)
At 31 December 2006	於二零零六年十二月三十一日	99,737	531,769	238	(200)	–	5,036	221,198	857,778	5,527	863,305
At 1 January 2007	於二零零七年一月一日	99,737	531,769	238	(200)	–	5,036	221,198	857,778	5,527	863,305
Dividend approved in respect of the previous year	有關上年度已批准的股息	–	–	–	–	–	–	(30,819)	(30,819)	–	(30,819)
Exchange differences on translation of the financial statements of foreign operations	兌換海外公司財務報表的匯兌差額	–	–	–	–	–	7,799	–	7,799	282	8,081
Deemed disposal of partial interest in an associate	視作出售一間聯營公司部份權益	–	–	–	–	–	(1,782)	–	(1,782)	–	(1,782)
Premium on additional investment in a subsidiary	附屬公司額外投資溢價	–	–	–	–	(605)	–	–	(605)	–	(605)
Purchase of minority interests	購入少數股東權益	–	–	–	–	–	–	–	–	(606)	(606)
Profit for the year	年內盈利	–	–	–	–	–	–	49,620	49,620	7,777	57,397
Dividends paid to minority interests	已付予少數股東的股息	–	–	–	–	–	–	–	–	(7,701)	(7,701)
At 31 December 2007	於二零零七年十二月三十一日	99,737	531,769	238	(200)	(605)	11,053	239,999	881,991	5,279	887,270

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

28 CAPITAL AND RESERVES (continued)

(b) The Company

28 股本及儲備金 (續)

(b) 本公司

		Share capital 股本 \$'000 千元	Share premium 股份溢價 \$'000 千元	Contributed surplus 實繳盈餘 \$'000 千元	Retained profits 保留盈利 \$'000 千元	Total 總計 \$'000 千元
At 1 January 2006	於二零零六年一月一日	99,737	531,769	62,635	18,071	712,212
Dividend approved in respect of the previous year	有關上年度已批准的股息	-	-	-	(16,955)	(16,955)
Profit for the year	年內盈利	-	-	-	82,738	82,738
At 31 December 2006	於二零零六年十二月三十一日	99,737	531,769	62,635	83,854	777,995
At 1 January 2007	於二零零七年一月一日	99,737	531,769	62,635	83,854	777,995
Dividend approved in respect of the previous year	有關上年度已批准的股息	-	-	-	(30,819)	(30,819)
Profit for the year	年內盈利	-	-	-	55,464	55,464
At 31 December 2007	於二零零七年十二月三十一日	99,737	531,769	62,635	108,499	802,640

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

28 CAPITAL AND RESERVES (continued)

(c) Share capital

28 股本及儲備金(續)

(c) 股本

		2007		2006	
		Number of shares 股份數目 '000 千	\$'000 千元	Number of shares 股份數目 '000 千	\$'000 千元
Authorised:	法定：				
Ordinary shares of \$0.1 each	每股港幣0.1元的普通股	10,000,000	1,000,000	10,000,000	1,000,000
Issued and fully paid:	已發行及繳足：				
At 31 December	於十二月三十一日	997,365	99,737	997,365	99,737

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

普通股持有人有權收取不時宣派的股息，並有權於本公司大會上每持有一股股份投一票。所有普通股對於本公司的剩餘資產而言均享有同等權益。

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

28 CAPITAL AND RESERVES (continued)

(d) Nature and purpose of reserves

(i) Share premium

The application of the share premium account is governed by sections 150 and 157 of the Company's Articles of Association and the Bermuda Companies Act 1981.

(ii) General reserve

General reserve is provided by each of the Group's PRC subsidiaries of 10% of the annual net income after tax, based on the subsidiary's PRC statutory financial statements.

The general reserve can be used to set off any accumulated losses or converted into paid-up capital of the respective subsidiary.

(iii) Contributed surplus

Pursuant to a group reorganisation in 2001, the Company became the holding company of the Group. The excess of the consolidated net assets represented by the shares acquired over the nominal value of the shares issued by the Company in exchange under the reorganisation in 2001 was transferred to contributed surplus. Under the Bermuda Companies Act 1981, contributed surplus is available for distribution to shareholders.

(iv) Other reserve

During the year, the Group entered into an agreement with a fellow subsidiary to acquire the remaining equity interests, 8%, in a subsidiary, KM-Vision Limited at a consideration of \$1,211,000, resulting in a premium of \$605,000. The additional investment was accounted for as an equity transaction and the premium was recognised directly in the shareholders' equity.

(v) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in note 1(s).

28 股本及儲備金(續)

(d) 儲備金的性質及用途

(i) 股份溢價

股份溢價賬的應用乃受本公司組織章程細則第150及157條及百慕達一九八一年《公司法》所規限。

(ii) 一般儲備

本集團各中國附屬公司均須根據附屬公司的中國法定財務報表計算的全年除稅後淨收入的10%撥入一般儲備。

一般儲備可用於抵銷任何累計虧損或轉換作各附屬公司的繳足資本。

(iii) 實繳盈餘

根據二零零一年的集團重組，本公司成為本集團的控股公司。綜合資產淨值盈餘指所購股份面值超出本公司因二零零一年根據重組計劃作交換而發行的股份面值，該等盈餘已撥入實繳盈餘。根據百慕達一九八一年《公司法》規定，實繳盈餘可派發予股東。

(iv) 其他儲備

於本年度，本集團與一同系附屬公司簽訂一項協議，以港幣1,211,000元之代價收購其於附屬公司KM-Vision Limited剩餘之8%的股權，所產生溢價為港幣605,000元。此額外投資乃以權益交易列賬，溢價直接於股東權益中確認。

(v) 外匯儲備

外匯儲備包括所有兌換海外公司財務報表的匯兌差額。該等儲備按刊載於附註1(s)的會計政策處理。

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

28 CAPITAL AND RESERVES (continued)

(d) Nature and purpose of reserves (continued)

(vi) Distributability of reserves

At 31 December 2007, the aggregate amount of reserves available for distribution to shareholders of the Company was \$171,134,000 (2006: \$146,489,000).

(vii) Included in the figure for the Group's retained profits is an amount of \$48,707,000 (2006: \$35,985,000), being retained profits attributable to an associate.

(e) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

At 31 December 2007, the Group had secured bank loan amounting to \$38,000,000 (2006: \$38,000,000) which is repayable within one year. The gearing ratio, representing the ratio of bank borrowings to the total share capital and reserves of the Group was 4.3% at 31 December 2007 (2006: 4.4%). The Group had bank deposits and cash balance as at 31 December 2007 amounting to \$643,957,000 (2006: \$622,078,000).

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

28 股本及儲備金 (續)

(d) 儲備金的性質及用途 (續)

(vi) 儲備金的可分派性

於二零零七年十二月三十一日，可分派予本公司股東的儲備金總額為港幣171,134,000元(二零零六年：港幣146,489,000元)。

(vii) 本集團之保留盈利內包括聯營公司應佔保留盈利港幣48,707,000元(二零零六年：港幣35,985,000元)。

(e) 資本管理

本集團管理資本之首要目標乃保障本集團能夠繼續持續經營的能力，從而透過與風險水平相對應之產品及服務定價以及獲得合理成本的融資，繼續為股東提供回報及為其他權益關涉者提供收益。

於二零零七年十二月三十一日，本集團的已抵押銀行貸款為港幣38,000,000元(二零零六年：港幣38,000,000元)，須於一年內償還。本集團於二零零七年十二月三十一日之資本負債比率(銀行借款與本集團股本及儲備總額的比率)為4.3%(二零零六年：4.4%)。本集團於二零零七年十二月三十一日之銀行存款及現金結餘為港幣643,957,000元(二零零六年：港幣622,078,000元)。

本集團積極及定期對資本架構展開檢討及管理，以在較高股東回報情況下可能伴隨之較高借貸水平與良好的資本狀況帶來的優勢及保障之間取得平衡，並因應經濟環境的變化對資本架構作出調整。

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

29 FINANCIAL INSTRUMENTS

Exposure to credit, liquidity and interest rate risks arises in the normal course of the Group's business. These risks are limited by the Group's financial management policies and practices described below.

(a) Credit risk

The Group's credit risk is primarily attributable to accounts receivable and other receivables. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

Individual credit evaluations are performed on all customers requiring credit over a certain amount. Customers of media sales business are generally granted credit terms of 90 days while customers of merchandising business either pay on delivery or are generally granted credit terms of 30-90 days. Normally, the Group does not obtain collateral from customers.

Bank deposits and cash at bank are normally placed with licensed banks that have credit ratings equal to or better than the Group. Given their high credit ratings, management does not expect any licensed bank to fail to meet its obligations.

The maximum exposure to credit risk is represented by the carrying amount of accounts receivable and other receivables in the balance sheet.

29 金融工具

本集團的日常業務過程會產生信貸、流動資金及利率風險。該等風險受下述本集團財務管理政策及慣例限制。

(a) 信貸風險

本集團的信貸風險主要來自應收賬款及其他應收賬款。管理層設有一項信貸政策，並會持續監察這些信貸風險。

本集團對所有要求超過若干金額信貸的客戶進行單獨信貸評估。本集團一般給予媒體銷售業務的客戶90日信貸期，而商品銷售業務的客戶則須貨到付款或一般獲給予30至90日的信貸期方式繳款。集團一般不會向客戶收取抵押品。

銀行存款及在銀行的現金一般會存放於信貸評級相等於或高於本集團的持牌銀行。鑑於其信貸評級較高，管理層並不預期任何持牌銀行會無法履行其義務。

最高信貸風險於資產負債表以應收賬款及其他應收賬款的賬面值表示。

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

29 FINANCIAL INSTRUMENTS (continued)

(b) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the raising of loans to cover expected cash demands, subject to approval by the Company's board when the borrowings exceed certain predetermined levels of authority. The Group's policy is to regularly monitor its liquidity requirements to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The Company also monitors closely the cash flows of its subsidiaries. Generally, the Company's subsidiaries are required to obtain the Company's approval for activities such as investment of surplus cash, raising of loans and settlement of suppliers' invoices beyond certain limits.

The remaining contractual maturities at the balance sheet date of the Group's and the Company's non-derivative financial liabilities which are required to be repaid within one year or on demand amounting to \$51,888,000 (2006: \$43,899,000) and \$38,000,000 (2006: \$38,000,000) respectively.

(c) Interest rate risk

Bank deposits, cash at bank, bank loans and loans to associate are the major types of the Group's financial instruments subject to interest rate risk.

The bank deposits and cash at bank comprise mainly bank deposits of \$600,312,000 (2006: \$576,243,000) with fixed interest rates ranging from 2.70% to 4.95% per annum and the maturity dates of these bank deposits are within one year.

The bank loans bear interest at 0.25% per annum over the fixed deposits rate and are repayable within one year.

At 31 December 2007, it is estimated that a general increase/decrease of 100 basis points in interest rates, with all other variables held constant, would increase/decrease the Group's profit for the year and retained profits by approximately \$6,723,000 (2006: \$6,288,000).

The sensitivity analysis above has been determined assuming that the change in interest rates had occurred at the balance sheet date and had been applied to the exposure to interest rate risk for non-derivative financial instruments in existence at that date. The analysis is performed on the same basis for 2006.

29 金融工具(續)

(b) 流動資金風險

本集團旗下個體經營實體負責其自身之現金管理，包括籌集貸款以滿足預期的現金需求，倘借款金額超過其權限的若干預定水平，則須獲得本公司董事會的批准。本集團的政策為定期監察其流動資金需要，以確保其維持充裕的現金儲備及自主要金融機構取得足夠的承諾資金額度，滿足其長短期的流動資金需求。

本公司亦會密切監察其附屬公司的現金流量。一般而言，本公司的附屬公司須就以現金盈餘作投資、籌集貸款及清繳超過若干上限的供應商發票等活動取得本公司批准。

於結算日，本集團的剩餘合約到期款項及本公司的非衍生金融負債（須於一年內或於要求時償還）金額分別為港幣51,888,000元（二零零六年：港幣43,899,000元）及港幣38,000,000元（二零零六年：港幣38,000,000元）。

(c) 利率風險

銀行存款、銀行結存、銀行貸款及向聯營公司貸款為本集團須承受利率風險的主要金融工具類別。

銀行存款及銀行結存主要包括按介乎2.70%至4.95%不等的固定年利率計息的銀行存款港幣600,312,000元（二零零六年：港幣576,243,000元），這些銀行存款的到期日為一年以內。

銀行貸款按定期存款利率加年利率0.25%計息，並須於一年內償還。

於二零零七年十二月三十一日，預期利率普遍增加／減少100個基點，假設所有其他變量維持不變，本集團於本年度的盈利及保留盈利將增加／減少約港幣6,723,000元（二零零六年：港幣6,288,000元）。

上述敏感性分析乃基於假設利率變化已於結算日發生，並已於該日運用於其時存在之非衍生金融工具的利率風險。分析基準與二零零六年相同。

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

29 FINANCIAL INSTRUMENTS (continued)

(d) Currency risk

The following table details the Group's and the Company's exposure at the balance sheet date to currency risk arising from recognised assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate.

29 金融工具(續)

(d) 外匯風險

下表詳列本集團及本公司所確認以非公司功能貨幣為單位列值的資產及負債於結算日所須承擔的外匯風險。

		2007		2006	
		USD	RMB	USD	RMB
		美元	人民幣	美元	人民幣
		\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元
The Group	本集團				
Bank deposits and cash	銀行存款及現金	54,016	–	50,949	–
Loans to associate	向聯營公司貸款	8,894	22,858	8,894	–
		62,910	22,858	59,843	–
The Company	本公司				
Bank deposits and cash	銀行存款及現金	53,042	–	50,019	–

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

29 FINANCIAL INSTRUMENTS (continued)

(d) Currency risk (continued)

The following table indicates the approximate change in the Group's profit for the year and other components of consolidated equity in response to reasonably possible changes in the foreign exchange rates to which the Group has significant exposure at the balance sheet date. The sensitivity analysis includes balances between group companies where the denomination of the balances is in a currency other than the functional currencies of the lender or the borrower.

29 金融工具(續)

(d) 外匯風險(續)

下表顯示本集團於外匯匯率可能出現合理變動時，於結算日受到嚴重影響時，本集團於年內盈利及綜合權益其他部份的適當變動。敏感性分析包括集團公司之間的結餘，該結餘乃以貸款方或借款方功能貨幣以外之貨幣列值。

		2007			2006		
		Increase/ (decrease) in foreign exchange rates 外匯匯率的 增加／(減少)	Effect on profit for the year and retained profits 對年內盈利及 保留盈利的影響 \$'000 千元	Effect on other components of equity 對權益其他 部份的影響 \$'000 千元	Increase/ (decrease) in foreign exchange rates 外匯匯率的 增加／(減少)	Effect on profit for the year and retained profits 對年內盈利及 保留盈利的影響 \$'000 千元	Effect on other components of equity 對權益其他 部份的影響 \$'000 千元
The Group	本集團						
United States Dollars	美元	1%	4,204	645	1%	3,973	645
Renminbi	人民幣	3%	3,885	731	3%	3,547	—
The Company	本公司						
United States Dollars	美元	1%	4,137	—	1%	3,901	—

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

29 FINANCIAL INSTRUMENTS (continued)

(d) Currency risk (continued)

The sensitivity analysis has been determined assuming that the change in foreign exchange rates had occurred at the balance sheet date and had been applied to each of the group entities' exposure to currency risk for non-derivative financial instruments in existence at that date, and that all other variables, in particular interest rates, remain constant.

It is assumed that the pegged rate between the Hong Kong dollar and the United States dollar would be materially unaffected by any changes in movement in value of the United States dollar against other currencies. Results of the analysis as presented in the above table represent an aggregation of the effects on each of the group entities' profit after tax for the year and equity measured in the respective functional currencies, translated into Hong Kong dollars at the exchange rate ruling at the balance sheet date for presentation purposes. The analysis is performed on the same basis for 2006.

Renminbi is not a fully convertible currency. All foreign exchange transactions involving Renminbi must take place either through the People's Bank of China or other institutions authorised to buy and sell foreign currencies.

(e) Fair values

No disclosure of fair value is required as all the Group's financial instruments are carried at amounts not materially different from their fair values as at 31 December 2007 and 2006.

29 金融工具(續)

(d) 外匯風險(續)

敏感性分析乃基於假設外匯匯率變化已於結算日發生，並已於該日運用於其時存在之各集團實體所受非衍生金融工具的匯率風險，同時假定其他變量(尤其是利率)維持不變。

假設港元與美元的聯繫匯率不會受到美元兌其他貨幣價值任何變化的重大影響。上表所列分析結果為對本集團各實體於年內稅後盈利及以各功能貨幣計值之權益的總計影響，該等權益已按結算日的通行匯率兌換成港元用作呈列用途。分析基準與二零零六年相同。

人民幣不能自由兌換。所有涉及人民幣的外匯交易都必須通過中國人民銀行或其他獲授權買賣外匯的機構進行。

(e) 公允價值

由於本集團所有金融工具的列賬金額與其於二零零七年及二零零六年十二月三十一日的公允價值差異不大，故毋須披露公允價值。

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

30 DISPOSAL OF SUBSIDIARIES

During 2006, the Group disposed of all of its interest in RoadVision (Dalian) Limited and Guangzhou Key Media Advertising Company Limited satisfied in cash.

30 出售附屬公司

於二零零六年內，集團出售其於RoadVision (Dalian) Limited及廣州市關鍵媒體廣告有限公司的全部權益，出售以現金完成。

		2006 \$'000 千元
Fixed assets	固定資產	386
Media assets	媒體資產	58,480
Accounts receivable	應收賬款	35,318
Other receivables and deposits	其他應收賬款及按金	9,045
Bank deposits and cash	銀行存款及現金	40,086
Accounts payable	應付賬款	(5,723)
Other payables and accruals	其他應付賬款及應計費用	(47,402)
Current tax payable	應付本期稅項	(3,671)
Other unsecured loan	其他無抵押貸款	(18,234)
Minority interests	少數股東權益	(30,700)
Release of exchange reserve upon disposal of subsidiaries	於出售附屬公司時轉出的外匯儲備	(827)
		36,758
Gain on disposal	出售收益	12,677
Cash consideration received	已收現金代價	49,435
Less: cash of the subsidiaries disposed of	減：所出售附屬公司的現金	(40,086)
Net cash inflow in respect of the disposal of subsidiaries	出售附屬公司的淨現金流入	9,349

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

31 COMMITMENTS

(a) Capital commitments

At 31 December 2007, the Group had the following capital commitments in relation to the purchase of fixed assets not provided for in the financial statements:

		2007 \$'000 千元	2006 \$'000 千元
Authorised but not contracted for	經批准但仍未簽訂合約者	173,000	195,858

(b) Operating lease commitments

At 31 December 2007, the Group's total future minimum lease payments under non-cancellable operating leases in respect of property and equipment are payable as follows:

		2007 \$'000 千元	2006 \$'000 千元
Within 1 year	一年內	603	259
After 1 year but within 5 years	一年後至五年內	63	-
		666	259

The Group leases property and equipment under operating leases. The leases run for an initial period of 6 months to 2 years, with an option to renew the lease when all terms are renegotiated. The leases do not include any contingent rentals.

(c) Other commitments

Certain exclusive licences to conduct media sales management services for MMOB business for a term up to 2012 have been granted to the Group. The Group has committed to pay royalty fees at a pre-determined percentage of the net advertising rental received.

31 承擔

(a) 資本承擔

於二零零七年十二月三十一日，本集團有下列與購置固定資產有關的資本承擔並未於財務報表內作出撥備：

	2007 \$'000 千元	2006 \$'000 千元
Authorised but not contracted for	173,000	195,858

(b) 經營租賃承擔

於二零零七年十二月三十一日，本集團根據有關物業及設備之不可註銷經營租賃應付的未來最低租金總額如下：

	2007 \$'000 千元	2006 \$'000 千元
Within 1 year	603	259
After 1 year but within 5 years	63	-
	666	259

本集團根據經營租賃租用物業及設備。租賃初步為期六個月至兩年，並可於重新磋商全部條款後續約。租賃不包括任何或然租金。

(c) 其他承擔

本集團獲授若干為流動多媒體業務提供媒體銷售管理服務的專利權，有效期至二零一二年。本集團已承諾根據所收取的廣告租金淨額，按一個預先釐定的百分比支付專利費。

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

32 EMPLOYEE RETIREMENT BENEFITS

The Group operates a Mandatory Provident Fund Scheme (the "MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF Scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF Scheme, the employer and its employees are each required to make contributions to the plan at 5% of the employees' relevant income, subject to a cap of monthly relevant income of \$20,000. Contributions to the plan vest immediately.

As stipulated by the regulations of the PRC, the Group participates in employee pension schemes organised by the local governments under which the Company's subsidiaries are governed. Details of the schemes of the Group are as follows:

Administrator 管理人	Note 附註	Beneficiary 受益人	Contribution rate 供款率	
			2007	2006
Shanghai Social Security Fund Management Center 上海市社會保險基金管理中心	(i)	Employees 僱員	22%	22%
Beijing Social Security Fund Management Center 北京市社會保險基金管理中心	(ii)	Employees 僱員	20%	20%

Notes:

- (i) Under the scheme, the Group and its employees are each required to make a contribution to the scheme at 22% and 8% respectively of the employees' relevant income.
- (ii) Under the scheme, the Group and its employees are each required to make a contribution to the scheme at 20% and 8% of a pre-determined amount.

32 僱員退休福利

本集團根據香港《強制性公積金計劃條例》為按照香港《僱傭條例》而聘請的僱員設立強制性公積金計劃(「強積金計劃」)。強積金計劃是定額供款退休計劃，由獨立信託機構管理。根據強積金計劃，僱主與其僱員均須作出相等於僱員有關收入5%的供款，而每月有關收入的上限為港幣20,000元。計劃供款乃即時歸屬。

根據中國法規，本集團參與由管理本公司附屬公司的地方政府籌辦的僱員退休金計劃。本集團的計劃詳情如下：

附註：

- (i) 根據該計劃，本集團與其僱員分別須作出相等於僱員有關收入22%及8%的供款。
- (ii) 根據該計劃，本集團與其僱員分別須作出相等於預先釐定款額20%及8%的供款。

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

33 MATERIAL RELATED PARTY TRANSACTIONS

In addition to the transactions and balances disclosed elsewhere in these financial statements, the Group has the following related party transactions during the year, which were:

33 有關連人士的重大交易

除本財務報表其他部份所披露的交易及結餘外，本集團於年內有以下有關連人士的交易：

			Income/(expenses)	
			收入／(開支)	
		Note	2007	2006
		附註	\$'000	\$'000
			千元	千元
Management and administration fee income	管理及行政費收入	(i)	15,164	15,088
Licence fee for conducting MMOB business	流動多媒體業務特許費	(ii)	(7,083)	–
Licence and royalty fees paid for the right to sell advertising space on transit vehicle shelters	銷售客運車輛候車亭廣告位特許及專利費	(iii)	(8,035)	(7,705)
Rental expenses	租賃費用	(iv)	(990)	(990)
Management fee expenses	管理費開支	(v)	(12,495)	(11,817)
Guaranteed rentals	保證租金	(vi)	11,867	8,628
Service fee paid for logistic function	就後勤服務支付服務費	(vii)	(490)	(490)
Key management personnel remuneration	主要管理人員酬金	(viii)	(5,987)	(6,890)
Interest income from an associate	來自一間聯營公司的利息收入	(ix)	3,735	3,208

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

33 MATERIAL RELATED PARTY TRANSACTIONS (continued)

Notes:

- (i) Fee income was earned for the provision of media sales management and administrative services to a subsidiary of TIH, a substantial shareholder of the Company. The amount receivable by the Group at the year end amounted to \$Nil (2006: \$Nil).
- (ii) Licence fee were paid to a subsidiary of TIH for conducting MMOB advertising on KMB buses fitted with MMOB broadcasting system. The amount payable by the Group at the year end amounted to \$7,083,000 (2006: \$Nil).
- (iii) Licence and royalty fees were paid for selling advertising spaces on certain transit vehicle shelters owned by a subsidiary of TIH. The amount payable by the Group at the year end amounted to \$4,062,000 (2006: \$1,989,000).
- (iv) Rental expenses were paid to a subsidiary of TIH for leasing properties, computer equipment and software system, furniture and fixtures. The amount payable by the Group at the year end amounted to \$Nil (2006: \$Nil).
- (v) Management fees were paid to JCDecaux Texon Limited ("JCDecaux Texon"), a fellow subsidiary of a minority shareholder of a subsidiary of the Company, for the provision of media sales agency services in relation to bus shelters. The amount payable to JCDecaux Texon at the year end amounted to \$4,362,000 (2006: \$618,000).
- (vi) The Group entered into a contract with JCDecaux Texon for media sales agency services provided to the Group in relation to the bus shelters under the media sales business. The Group shall be entitled to a guaranteed rental calculated based on the rates per panel and the number of bus shelter panels. JCDecaux Texon shall pay any shortfall if the actual rental derived from the bus shelters is less than the guaranteed rental. The amount due to JCDecaux Texon at the year end amounted to \$4,410,000 (2006: \$3,436,000).
- (vii) The Group paid a service fee to JCDecaux Texon for the logistic function provided to the Group in relation to the bus shelters under the media sales business. The amount due to JCDecaux Texon at the year end amounted to \$204,000 (2006: \$Nil).

33 有關連人士的重大交易(續)

附註:

- (i) 費用收入是指為本公司主要股東載通的一間附屬公司提供媒體銷售管理及行政服務所得的收入。於年結日，本集團應收的款項為港幣零元(二零零六年：港幣零元)。
- (ii) 特許費是指為於九巴巴士流動多媒體廣播系統進行流動多媒體廣告支付予載通一間附屬公司的費用。於年結日，本集團應付的款項為港幣7,083,000元(二零零六年：港幣零元)。
- (iii) 特許及專利費是指就銷售載通一間附屬公司所擁有的若干客運車輛候車亭廣告位支付的費用。於年結日，本集團應付的款項為港幣4,062,000元(二零零六年：港幣1,989,000元)。
- (iv) 本集團為租賃物業、電腦設備及軟件系統、傢俬及裝置等向載通的一間附屬公司支付租賃費用。於年結日，本集團應付的款項為港幣零元(二零零六年：港幣零元)。
- (v) 本集團向提供有關巴士候車亭媒體銷售代理服務的JCDecaux Texon Limited (「JCDecaux Texon」) 支付管理費，該公司是本公司附屬公司之少數股東的同系附屬公司。於年結日，應付予JCDecaux Texon的款項為港幣4,362,000元(二零零六年：港幣618,000元)。
- (vi) 本集團就JCDecaux Texon提供有關巴士候車亭媒體銷售業務項目下的媒體銷售代理服務與JCDecaux Texon訂立合同。本集團有權收取保證租金，金額乃按各廣告板的收費與巴士候車亭廣告板的數目而釐定。倘若來自巴士候車亭的實際租金少於保證租金，差額須由JCDecaux Texon彌補。於年結日，應付予JCDecaux Texon的款項為港幣4,410,000元(二零零六年：港幣3,436,000元)。
- (vii) 本集團就JCDecaux Texon提供有關巴士候車亭媒體銷售業務項目下的後勤服務向JCDecaux Texon支付服務費。於年結日，應付予JCDecaux Texon的款項為港幣204,000元(二零零六年：港幣零元)。

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

33 MATERIAL RELATED PARTY TRANSACTIONS (continued)

(viii) Remuneration for key management personnel, including amounts paid to the Company's directors as disclosed in note 8 and certain of the highest paid employees as disclosed in note 9, is as follows:

		2007	2006
		\$'000	\$'000
		千元	千元
Short-term employee benefits	短期僱員福利	5,947	6,842
Post-employment benefits	離職後福利	40	48
		5,987	6,890

(ix) The loans to an associate are unsecured, bearing interest ranging from 6.12% p.a. to 7.29% p.a. (2006: 1.20% p.a. to 5.85% p.a.) and due within one year. The interest receivable at the year end amounted to \$8,896,000 (2006: \$5,446,000).

34 IMMEDIATE AND ULTIMATE CONTROLLING PARTY

At 31 December 2007, the Directors consider the immediate parent and ultimate controlling party of the Group to be KMB Resources Limited and Transport International Holdings Limited respectively. KMB Resources Limited is incorporated in the British Virgin Islands while Transport International Holdings Limited is incorporated in Bermuda and listed in Hong Kong. Transport International Holdings Limited produces financial statements available for public use.

33 有關連人士的重大交易(續)

(viii) 主要管理人員的酬金(包括附註8所披露支付予本公司董事的酬金及附註9所披露支付予若干最高薪金僱員的款項)如下:

	2007	2006
	\$'000	\$'000
	千元	千元
Short-term employee benefits	5,947	6,842
Post-employment benefits	40	48
	5,987	6,890

(ix) 向一間聯營公司提供之貸款為無抵押、按年利率6.12%至7.29%(二零零六年: 年利率1.20%至5.85%)計息, 並於一年內到期。於年結日, 應收取的利息為港幣8,896,000元(二零零六年: 港幣5,446,000元)。

34 直接及最終控股公司

於二零零七年十二月三十一日, 董事認為本集團的直接母公司及最終控股公司分別為KMB Resources Limited及載通國際控股有限公司。KMB Resources Limited於英屬處女群島註冊成立, 而載通國際控股有限公司則於百慕達註冊成立及於香港上市。載通國際控股有限公司編製財務報表以供公眾人士閱覽。

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

35 ACCOUNTING ESTIMATES AND JUDGEMENTS

Note 19 contains information about the assumptions and risk factors relating to goodwill impairment. Other key sources of estimation uncertainty are as follows:

(a) Depreciation

Audio and visual equipment are depreciated on a straight-line basis over their estimated useful lives. The Company reviews annually the useful life of an asset. The depreciation expense for future periods is adjusted if there are significant changes from previous estimates.

(b) Impairment of fixed assets

Fixed assets are assessed at each balance sheet date to identify indications that they may be impaired. Such indications include physical damage of a fixed asset and a decrease in the revenue derived from a fixed asset. If any such indication exists, the recoverable amount of the fixed asset is estimated. The recoverable amount of a fixed asset is based on value-in-use calculations. These calculations use cash flow projections based on reasonable assumptions that represent management's best estimate of the range of economic conditions that will exist over the remaining useful life of the asset.

36 NON-ADJUSTING POST BALANCE SHEET EVENTS

- (a) After the balance sheet date the directors proposed a final and a special dividends. Further details are disclosed in note 11.
- (b) On 27 February 2008, the Financial Secretary of the Hong Kong SAR Government announced his annual Budget which proposes a cut in the Profits Tax rate from 17.5% to 16.5% with effect from the fiscal year 2008/09 and a one-off reduction of 75% of the tax payable for the 2007/08 assessment subject to a ceiling of \$25,000. In accordance with the Group's accounting policy set out in note 1(n), no adjustments have been made to these financial statements as a result of this announcement. These proposed changes are estimated to result in the opening balances of the Group as at 1 January 2008 being remeasured as follows:
- (i) current tax payable by the Group will decrease by \$75,000; and
 - (ii) the Group's deferred tax liabilities and deferred tax assets will decrease by \$231,000 and \$546,000, respectively.

These opening balance adjustments to current and deferred tax balances at 1 January 2008 will be recognised as an increase in the Group's income tax expense of \$240,000. It is impracticable to further estimate the impact on future financial statements of the change in tax rate.

35 會計估計及判斷

附註19載述有關商譽減值的假設及其風險因素。以下為其他不確定估計的主要來源：

(a) 折舊

影音設備乃按照其估計可使用年期以直線法計算折舊。本公司每年檢討資產的可使用年期。倘過往估計發生重大變動，則未來期間的折舊開支會作出調整。

(b) 固定資產減值

本集團於每個結算日評估固定資產有否減值跡象。該等跡象包括固定資產的實質損壞及固定資產所產生的收益減少。若存在任何此等減值跡象，本集團將估計固定資產的可收回數額。固定資產的可收回數額按使用價值計算。該等計算基於管理層對該資產的經濟情況作出最佳估計所得的合理假設，並按餘下可使用年期進行現金流量預測。

36 非調整結算日後事項

- (a) 於結算日後董事建議派發末期及特別股息。詳情於附註11作出披露。
- (b) 於二零零八年二月二十七日，香港特別行政區政府財政司司長發表其年度預算案，建議將利得稅稅率由17.5%降低至16.5%，自二零零八／零九年財政年度開始生效，並一次過寬減二零零七／零八年利得稅75%，上限為港幣25,000元。根據本集團載於附註1(n)之會計政策，該等財務報表尚未根據該公佈作出調整。預計該等建議之變動將令本集團於二零零八年一月一日之承上結餘重計如下：
- (i) 本集團應付本期稅項將減少港幣75,000元；及
 - (ii) 本集團遞延稅項負債及遞延稅項資產將分別減少港幣231,000元及港幣546,000元。

該等對二零零八年一月一日之本期及遞延稅項結餘之承上結餘調整將確認為本集團所得稅開支港幣240,000元之增加。目前尚無法進一步預期稅率變動對未來財務報表港幣之影響。

NOTES TO THE FINANCIAL STATEMENTS (continued) 財務報表附註(續)

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指示外，均按港幣計算)

37 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2007

Up to the date of issue of these financial statements, the HKICPA has issued a number of amendments, new standards and interpretations which are not yet effective for the year ended 31 December 2007 and which have not been adopted in these financial statements.

The Group is in the process of making an assessment of what the impact of these amendments, new standards and new interpretations is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the Group's results of operations and financial position.

In addition, HKFRS 8, *Operating segments*, which is effective for annual periods beginning on or after 1 January 2009, may result in new or amended disclosures in the financial statements.

37 已頒佈但未於截至二零零七年十二月三十一日止年度生效的準則修訂、新準則及詮釋可能造成的影響

截至本財務報表刊發日，香港會計師公會已頒佈多項於截至二零零七年十二月三十一日止年度仍未生效的準則修訂、新準則及詮釋，而本財務報表並無採納該等修訂、新準則及詮釋。

本集團正評估該等準則修訂、新準則及新詮釋於首次應用時的影響，到目前為止，本集團認為採納該等準則修訂、新準則及新詮釋對本集團的經營業績及財務狀況構成重大影響的可能性不大。

此外，適用於二零零九年一月一日或以後開始之年度期間的香港財務報告準則第8號「經營分部」可能導致須於本財務報表作出新披露或經修訂披露。

FIVE YEAR FINANCIAL SUMMARY 五年財務概要

		For the year ended 31 December 截至十二月三十一日止年度				
		2007 二零零七年 HK\$'000 港幣千元	2006 二零零六年 HK\$'000 港幣千元	2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元	2003 二零零三年 HK\$'000 港幣千元
RESULTS						
	業績					
Group turnover	本集團營業額	134,268	176,485	191,105	181,965	156,394
Share of an associate's turnover	應佔一間聯營公司營業額	142,368	95,035	77,808	45,307	23,080
Subtotal	小計	276,636	271,520	268,913	227,272	179,474
Gain on disposal of media assets	出售媒體資產收益	-	44,043	-	-	-
Other revenue and other net income	其他收入及其他收益淨額	47,090	37,853	21,583	16,095	16,983
Total revenue	收入總額	323,726	353,416	290,496	243,367	196,457
Profit/(loss) from operations	經營盈利／(虧損)	38,325	44,309	22,693	18,718	(37,588)
Finance costs	財務費用	(1,706)	(1,631)	(2,385)	(1,348)	(1,437)
Gain on disposal of subsidiaries	出售附屬公司收益	-	12,677	-	-	-
Gain on deemed disposal of partial interest in an associate	視作出售一間聯營公司部分權益之收益	10,243	-	-	-	-
Share of profit of an associate	應佔一間聯營公司盈利	12,538	6,387	12,129	9,454	6,934
Profit/(loss) before taxation	除稅前盈利／(虧損)	59,400	61,742	32,437	26,824	(32,091)
Income tax (expense)/credit	所得稅(開支)／收入	(2,003)	(7,353)	(5,267)	(3,053)	1,634
Profit/(loss) for the year	本年度盈利／(虧損)	57,397	54,389	27,170	23,771	(30,457)
Attributable to:	應佔如下：					
Equity shareholders of the Company	本公司股東	49,620	30,781	26,270	20,114	(36,953)
Minority interests	少數股東權益	7,777	23,608	900	3,657	6,496
Profit/(loss) for the year	本年度盈利／(虧損)	57,397	54,389	27,170	23,771	(30,457)

FIVE YEAR FINANCIAL SUMMARY (continued) 五年財務概要(續)

		At 31 December				
		於十二月三十一日				
		2007	2006	2005	2004	2003
		二零零七年	二零零六年	二零零五年	二零零四年	二零零三年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
ASSETS AND LIABILITIES	資產及負債					
Fixed assets	固定資產	25,868	51,424	85,315	112,552	152,419
Media assets	媒體資產	1,122	1,408	95,805	114,722	61,313
Goodwill	商譽	–	–	12,487	12,487	13,208
Non-current prepayments	非流動預付款項	38,322	47,902	62,610	106,343	104,643
Interest in an associate	於一間聯營公司之權益	232,623	176,839	144,388	111,271	101,799
Deferred tax assets	遞延稅項資產	9,560	8,449	7,076	7,214	5,332
Net current assets	流動資產淨值	583,822	585,820	484,281	425,727	432,389
Total assets less current liabilities	資產總值減流動負債	891,317	871,842	891,962	890,316	871,103
Deferred tax liabilities	遞延稅項負債	(4,047)	(8,537)	(13,571)	(14,806)	(14,186)
Other unsecured loan	其他無抵押貸款	–	–	(15,423)	(21,123)	(21,123)
Net Assets	資產淨值	887,270	863,305	862,968	854,387	835,794
Capital and reserves	資本及儲備金					
Share capital	股本	99,737	99,737	99,737	99,737	99,737
Reserves	儲備金	782,254	758,041	742,995	727,017	706,849
Total equity attributable to equity shareholders of the Company	本公司股東應佔權益總額	881,991	857,778	842,732	826,754	806,586
Minority interests	少數股東權益	5,279	5,527	20,236	27,633	29,208
Total Equity	權益總額	887,270	863,305	862,968	854,387	835,794

DEFINITIONS 釋義

“Board” 「董事會」	means 指	The Board of Directors of RoadShow 路訊通董事會	“PRC” 「中華人民共和國」	means 指	China, excluding Hong Kong, Macau and Taiwan 中國，不包括香港、澳門及台灣
“China” 「中國」	means 指	The People’s Republic of China 中華人民共和國	“RMB” 「人民幣」	means 指	Renminbi, the lawful currency of PRC 人民幣，中國法定貨幣
“Daye” 「大業」	means 指	Daye Transmedia Co., Ltd. 大業影視傳播有限公司	“RoadShow” or the “Company” 「路訊通」或 「本公司」	means 指	RoadShow Holdings Limited 路訊通控股有限公司
“Directors” 「董事」	means 指	The Directors of the Company 本公司董事	“RoadShow Group” or the “Group” 「路訊通集團」或 「本集團」	means 指	RoadShow Holdings Limited together with its subsidiaries 路訊通控股有限公司及其附屬公司
“EBITDA” 「EBITDA」	means 指	Earnings before interest, tax, depreciation and amortisation expenses 扣除利息、稅項、折舊及攤銷費用前利潤	“Stock Exchange” 「聯交所」	means 指	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司
“Greater China” 「大中華」	means 指	China PRC, Hong Kong, Macau and Taiwan 中國大陸、香港、澳門及台灣	“TIH” 「載通」	means 指	Transport International Holdings Limited, a company incorporated in Bermuda in August 1997 and whose securities are listed on the Stock Exchange 載通國際控股有限公司，一九九七年八月於百慕達註冊成立的公司，其證券於聯交所上市
“HKICPA” 「香港會計師公會」	means 指	The Hong Kong Institute of Certified Public Accountants 香港會計師公會	“Total revenue” 「收入總額」	means 指	The Group’s turnover, share of an associate’s turnover, gain on disposal of media assets, other revenue and other net income 本集團營業額、應佔一間聯營公司營業額、出售媒體 資產收益、其他收入及其他收益淨額
“HK\$” and “HK cents” 「港幣」及「港幣仙」	means 指	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong 港幣及港幣仙，香港法定貨幣			
“KMB” 「九巴」	means 指	The Kowloon Motor Bus Company (1933) Limited, a subsidiary of TIH 九龍巴士（一九三三）有限公司，載通之附屬公司			
“Listing Rules” 「上市規則」	means 指	The Rules Governing the Listing of Securities on the Main Board of the Stock Exchange 聯交所主板證券上市規則			
“MMOB” 「流動多媒體」	means 指	Multi-media On-Board 流動多媒體			

CORPORATE DIRECTORY 公司資料

BOARD OF DIRECTORS 董事會

John CHAN Cho Chak GBS, JP, DBA (Hon), BA,
DipMS, CCMl, FCILT, FHKIoD
陳祖澤太平紳士

Michael WONG Yick-kam BBA, MBA
黃奕鑑

Winnie NG BA, MBA (Chicago), MPA (Harvard)
伍穎梅

Anthony NG BA, MBA (Ivey)
伍永漢

Dr Carlye Wai-Ling TSUI* BBS, MBE, JP, DProf, BA(Econ),
FHKIoD, FBCS, CITP, FHKIE, HonFACE, PDipCD
徐尉玲博士太平紳士*

HUI Ki On* GBS, CBE, QPM, CPM
許淇安*

MAK Chun Keung
麥振強

Dr Eric Li Ka Cheung* GBS, OBE, JP, LLD, DSocSc,
BA, FCPA (Practising), Hon HKAT, FCA, FCPA (Aust.), FCIS
李家祥博士太平紳士*

Andrew SO Sing Tak
蘇承德

John Anthony MILLER OBE, JP, MPA (Harvard), BA (London)
苗學禮太平紳士

(* Independent Non-Executive Director)

(* 獨立非執行董事)

Chairman
主席

Deputy Chairman
副主席

Group Managing Director
集團董事總經理

REGISTERED OFFICE

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

PRINCIPAL OFFICE

總辦事處

No. 9, Po Lun Street
Lai Chi Kok, Kowloon
Hong Kong
Telephone: (852) 2746 5200
Facsimile: (852) 2744 7854
Internet: <http://www.roadshow.com.hk/>
香港九龍荔枝角寶輪街九號
電話：(852) 2746 5200
傳真：(852) 2744 7854
網站：<http://www.roadshow.com.hk/>

AUDITORS 核數師

KPMG畢馬威會計師事務所
8/F, Prince's Building
10 Chater Road
Central, Hong Kong
香港中環遮打道10號太子大廈8樓

COMPANY SECRETARY

公司秘書

MAN Miu Sheung ACA, CPA, ACIS, ACS
文妙嫦

REGISTRARS 股票註冊處

Hong Kong 香港
Computershare Hong Kong
Investor Services Limited
香港中央證券登記有限公司
Shops 1712 – 1716
17/F, Hopewell Centre
183 Queen's Road East
Hong Kong
香港皇后大道東183號
合和中心17樓1712-1716室

Bermuda 百慕達
Butterfield Corporate Services Limited
11 Rosebank Centre
Bermuda Road
Hamilton, Bermuda

REGISTER OF MEMBERS

股東名冊

Book closed from 6 May 2008 to
9 May 2008 (both dates inclusive)
股份過戶停辦日期為二零零八年五月六日至
二零零八年五月九日(首尾兩天包括在內)

ANNUAL GENERAL MEETING

股東週年大會

Date & Time: 9 May 2008, 10:30 a.m.
Venue: Grand Ballroom, Level 6, Royal Plaza
Hotel, 193 Prince Edward Road West,
Kowloon, Hong Kong
日期及時間：二零零八年五月九日上午十時三十分
地點：香港九龍太子道西193號帝京酒店6樓宴會廳

DIVIDENDS 股息

Interim: Nil
Final (Proposed): HK5.00 cents per share
Special (Proposed): HK3.88 cents per share
中期：無
末期股息(建議)：每股港幣5.00仙
特別股息(建議)：每股港幣3.88仙



This Annual Report is also available on our website:

本年報亦可在本公司之互聯網址下載：

www.roadshow.com.hk



RoadShow Holdings Limited 路訊通控股有限公司

No.9 Po Lun Street, Lai Chi Kok, Kowloon, Hong Kong 香港九龍荔枝角寶輪街九號