



Leisure Recreation Holdings Limited  
澤新遊樂控股有限公司\*

(Incorporated in Bermuda with limited liability)  
(於百慕達註冊成立之有限公司)

Stock Code 股份代號 : 703

## Annual Report 年報 2007



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## CORPORATE INFORMATION

### 公司資料

#### BOARD OF DIRECTORS

Mr. Chan See Kit, Johnny (*Chairman*)  
Mr. Chan Chak Mo (*Managing Director*)  
Mr. Lai King Hung (*Deputy Chairman*)  
Ms. Leong In lan  
Mr. Cheung Hon Kit \*  
Mr. Yu Kam Yuen, Lincoln \*  
Mr. Chan Shek Wah \*  
Mr. Chan Pak Cheong Afonso \*

\* *Independent non-executive director*

#### AUDIT COMMITTEE

Mr. Cheung Hon Kit  
Mr. Chan Shek Wah  
Mr. Chan Pak Cheong Afonso

#### REMUNERATION COMMITTEE

Mr. Cheung Hon Kit  
Mr. Chan Shek Wah  
Mr. Chan Pak Cheong Afonso

#### COMPANY SECRETARY AND QUALIFIED ACCOUNTANT

Mr. Leung Hon Fai

#### REGISTERED OFFICE

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

#### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 1409, West Tower  
Shun Tak Centre  
200 Connaught Road Central  
Hong Kong

#### AUDITOR

BDO McCabe Lo Limited  
*Certified Public Accountants*

#### 董事會

陳思杰先生(*主席*)  
陳澤武先生(*董事總經理*)  
黎經洪先生(*副主席*)  
梁衍茵女士  
張漢傑先生\*  
余錦遠先生\*  
陳錫華先生\*  
陳百祥先生\*

\* *獨立非執行董事*

#### 審核委員會

張漢傑先生  
陳錫華先生  
陳百祥先生

#### 薪酬委員會

張漢傑先生  
陳錫華先生  
陳百祥先生

#### 公司秘書兼合資格會計師

梁漢輝先生

#### 註冊辦事處

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

#### 總辦事處兼香港主要營業地點

香港  
干諾道中200號  
信德中心  
西翼1409室

#### 核數師

德豪嘉信會計師事務所有限公司  
*執業會計師*

## **CORPORATE INFORMATION**

### **公司資料**

#### **PRINCIPAL BANKER**

Bank of China  
Seng Heng Bank  
The Hongkong and Shanghai Banking Corporation Limited

#### **BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG**

Tricor Tengis Limited  
26th Floor, Tesbury Centre  
28 Queen's Road East  
Hong Kong

#### **PRINCIPAL REGISTRAR AND AGENT IN BERMUDA**

Codan Services Limited  
Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

#### **LEGAL ADVISER**

##### **as to Hong Kong Law:**

lu Lai & Li solicitors

##### **as to Bermuda Law:**

Conyers Dill & Pearman

##### **as to Mainland China Law:**

Wang Jing & Co.

##### **as to Macau Law:**

Goncalves Pereira, Rato, Ling, Vong & Cunha-Advogados

#### **WEBSITE**

[www.innovo.com.hk](http://www.innovo.com.hk)  
[innovo.etnet.com.hk](http://innovo.etnet.com.hk)

#### **STOCK CODE**

703 (ordinary shares)

#### **主要往來銀行**

中國銀行  
誠興銀行  
香港上海滙豐銀行有限公司

#### **香港股份過戶登記分處**

卓佳登捷時有限公司  
香港  
皇后大道東28號  
金鐘匯中心26樓

#### **百慕達主要股份過戶登記代理**

Codan Services Limited  
Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

#### **法律顧問**

香港法律：  
姚黎李律師行

百慕達法律：  
Conyers Dill & Pearman

中國內地法律：  
廣東敬海律師事務所

澳門法律：  
力圖律師事務所

#### **網址**

[www.innovo.com.hk](http://www.innovo.com.hk)  
[innovo.etnet.com.hk](http://innovo.etnet.com.hk)

#### **股份代號**

703(普通股)

## CHAIRMAN'S STATEMENT 主席報告

The year of 2007 was the key turning point for the Company and its subsidiaries ("Group") in which the Company has resumed its share trading on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and successfully raised over HK\$116.4 million in cash to strengthen its capital base. Also, the Group has since then enhanced its income base through diversifying its food and beverage business in Macau with good success. Presented to shareholders is the 2007 annual report of the Group.

### OPERATIONS REVIEW

#### Food and Beverage Business

During the financial year of 2007, the Company has acquired and/or set up four restaurants in prime locations in Macau with two in Lisboa Hotel and two in Venetian Macau Resort Hotel. The performance of all these restaurants was quite promising and contributed approximately HK\$70.2 million turnover to the Group, representing some 74% of the Group's turnover for the 2007 financial year. The Group's food and beverage business expanded rapidly during that financial year to capture the booming gaming and tourism industries in Macau. The Group now owns two Japanese food restaurants, one Portuguese food restaurant, two Chinese food restaurants, with an experienced management team and staffs of 208 people working in its restaurants in Macau.

#### Carnival Amusement Park Business

The carnival amusement park business continued to face keen competition during the financial year of 2007. In that financial year, the Group's carnival amusement park business contributed about 26.4% of the Group's turnover, although it generated about 38.1% of the Group's profit. The Shaoguan carnival has after over 20 months in operation been experiencing the slow-down of its attraction to its visitors, and price-cut has been introduced to attract its visitors. The poor cold weather commencing in the late 2007 further adversely affected the visitors flow to this carnival.

The Company's joint venture, Guangzhou Funmania Nature Park in Panyu, commenced its amusement park section operations in May 2007 with satisfactory opening. Since then, the Group has further added two new attractions – a water bumper ball playing section and an all terrain vehicles playing section to enhance visitors flow. But the development of its nature park section has been progressing very slowly with delay in the various design and construction approvals. Such delay has been due to a possible rezoning of the neighbouring lands for commercial/industrial uses. In mid 2007, a neighbouring amusement park in Panyu did complete a very substantial upgrade of its facilities and amenities, the impact of which has gradually by late 2007 made the competition severely keen against the Group's amusement park there.

二零零七年為本公司及其附屬公司(「本集團」)之轉捩點，本公司恢復於香港聯合交易所有限公司(「聯交所」)上市，並成功籌得超過116,400,000港元現金鞏固其資本基礎。此外，本集團亦已成功透過擴充業務至澳門食物及飲品業擴闊其收入基礎。以下謹向各股東提呈本集團二零零七年年報。

#### 業務回顧

##### 食物及飲品業務

於二零零七年財政年度，本公司已收購及／或開設4家位於澳門黃金地段的餐廳，其中兩家位於葡京酒店，另兩家則位於澳門威尼斯人度假村。上述餐廳的表現頗為理想，為本集團營業額帶來約70,200,000港元貢獻，佔本集團二零零七年財政年度營業額約74%。本集團之食物及飲品業務於本財政年度迅速擴展，以從澳門蓬勃發展的博彩及旅遊業分一杯羹。本集團現時擁有兩家日式餐廳、一家葡式餐廳及兩家中式餐廳，並有豐富經驗的管理隊伍及208名員工於澳門的餐廳工作。

##### 嘉年華會遊樂場業務

嘉年華會遊樂場業務於二零零七年財政年度繼續面對激烈競爭。於本財政年度，嘉年華會遊樂場業務為本集團營業額帶來約26.4%貢獻，佔本集團溢利約38.1%。韶關嘉年華會已經營超20個月，入場人數出現放緩，現正調低票價以吸引訪客。二零零七年年底開始的惡劣天氣亦進一步影響嘉年華會人流。

本公司於番禺的合營公司廣州澤灝農業生態園於二零零七年五月開始其遊樂場業務，進展理想。自此之後，本集團已增添碰碰水球及越野車兩項設施以吸引人流。然而，由於多項設計及建築批准出現延誤，生態遊樂園的開發進度非常緩慢。有關延誤乃因鄰近土地可能重新規劃作商業／工業用途所致。於二零零七年年中，鄰近位於番禺的遊樂場完成休閒設施大規模升級，有關影響於二零零七年底逐漸浮現，令本集團於該地區之遊樂場面對嚴峻競爭。

## CHAIRMAN'S STATEMENT 主席報告

### OUTLOOK

The Group's income base and capital base have been substantially enlarged, with the implementation of its resumption proposal in June 2007. During the financial year of 2007, the Group sustained a net loss of about HK\$36.2 million, and such loss was mainly attributable to the impairment of the two receivables of some HK\$68 million which were incurred by the previous management and may not be recovered at all. The present management has done quite remarkable well to achieve a net profit of some HK\$33.6 million before the impairment of such two receivables and the employee share-based compensation of some HK\$1.8 million (arising from the grant of employee share options in November 2007). With a strengthened balance sheet and income base, the Group has in March 2008 successfully obtained a term loan facility of HK\$75 million to finance the expansion and operations of its food and beverage business.

The exceptional poor cold winter since late December 2007 until early March 2008 has adversely reduced the visitors flow to the Group's carnival and amusement parks in the Mainland China, in addition to the keen competition faced by the Group. The management expects that the turnover from the Group's food and beverage business would continue to be strong and increasing while the Group's carnival amusement parks business would experience downturn. At such, the management would monitor closely on the Group's carnival amusement parks business, with a view to formulate a new strategy, in light of the keen competition and unpredictable climate change in the Mainland China.

The management is quite confident that the Group's food and beverage business should do well in the year of 2008 making positive contribution to the Group. At present, the management expects to open more new restaurants by the end of 2008. To continue to secure a better and steady stream of income, the management is continuing to look for suitable locations to set up more restaurants in Macau to capture the booming gaming and tourism industries in Macau.

**CHAN SEE KIT, JOHNNY**  
*Chairman*

Hong Kong  
18 April 2008

### 前景

本集團的收入基礎及資本基礎已經大幅擴張，而復牌建議已於二零零七年六月實行。於二零零七年財政年度，本集團錄得淨虧損約36,200,000港元，該等虧損主要由於兩項因上任管理層所產生約68,000,000港元之應收款項未必能夠收回而出現減值所致。現任管理層表現優異，在未計及該兩項應收款項減值，以及由於在二零零七年十一月授出僱員購股權而產生約1,800,000港元的僱員股份薪酬前，為本集團錄得約33,600,000港元純利。隨著資產負債狀況及收入基礎加強，本集團於二零零八年三月成功取得75,000,000港元的有期貨貸，為其食物及飲品業務之擴充及營運提供資金。

除本集團面對嚴峻競爭外，二零零七年十二月底至二零零八年三月初異常的寒冷天氣亦令本集團於中國大陸的嘉年華會及遊樂場的人流減少。管理層預期本集團之食物及飲品業務將繼續表現強勁，而其嘉年華會及遊樂場業務則會放緩。因此，管理層將會密切注視本集團的嘉年華會及遊樂場業務，務求就中國大陸競爭激烈的環境及不能預測的氣候變化下制訂新策略。

管理層有信心，本集團的食物及飲品業務將會於二零零八年有理想表現，為本集團帶來正面貢獻。目前，本集團計劃於二零零八年底開設更多新餐廳。為繼續確保獲得更佳及更穩定的收入來源，管理層正繼續尋找合適位置於澳門開設更多餐廳，以從澳門蓬勃發展的博彩及旅遊業分一杯羹。

主席  
陳思杰

香港  
二零零八年四月十八日

# CORPORATE GOVERNANCE REPORT

## 公司管治報告

The board of directors of the Company (“Board”) is committed to maintain and ensure high standard of corporate governance and is continuously reviewing and improving the corporate governance practices and standards of the Group to ensure that business activities and decision making processes are conducted in a proper manner and to enhance the Company’s competitiveness and operating efficiency.

The Company has complied with the code provisions set out in the Code on Corporate Governance Practices contained in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”) throughout the year ended 31 December 2007.

### THE BOARD OF DIRECTORS

#### Board Composition

The Board is led by the Chairman and currently comprises four executive directors (one of whom is the Chairman) and four independent non-executive directors. The directors of the Company during the year and up to the date of this Annual Report were:

#### *Executive Directors*

Mr. Chan See Kit, Johnny (*Chairman*)  
Mr. Chan Chak Mo (*Managing Director*)  
Mr. Lai King Hung (*Deputy Chairman*)  
Ms. Leong In lan  
Mr. Tong Ka Wai (retired on 28 May 2007)  
Mr. Lim Kam Hung (retired on 28 May 2007)

#### *Independent Non-Executive Directors*

Mr. Cheung Hon Kit  
Mr. Yu Kam Yuen, Lincoln  
Mr. Chan Shek Wah  
Mr. Chan Pak Cheong Afonso (appointed on 16 April 2008)  
Mr. Chui Sai Cheong (resigned on 31 January 2008)

本公司之董事會(「董事會」)致力維持及確保實施高水準之公司管治，現正不斷檢討及改善本集團之公司管治常規及準則，確保作出適當業務運作及決策過程，從而提高本公司競爭力及營運效率。

於截至二零零七年十二月三十一日止年度期間，本公司一直遵守香港聯合交易所有限公司證券上市規則(「上市規則」)附錄14所載企業管治常規守則。

### 董事會

#### 董事會之組成

由主席領導之董事會現有四名執行董事(其中一人為主席)及四名獨立非執行董事。以下為於本年度內及截至本年報日期止在任之本公司董事：

#### *執行董事*

陳思杰先生(主席)  
陳澤武先生(董事總經理)  
黎經洪先生(副主席)  
梁衍茵女士  
唐家威先生(於二零零七年五月二十八日退任)  
林金熊先生(於二零零七年五月二十八日退任)

#### *獨立非執行董事*

張漢傑先生  
余錦遠先生  
陳錫華先生  
陳百祥先生(於二零零八年四月十六日獲委任)  
崔世昌先生(於二零零八年一月三十一日辭任)

## CORPORATE GOVERNANCE REPORT 公司管治報告

### THE BOARD OF DIRECTORS – continued

#### Board Composition – continued

The biographical details of the directors are set out on pages 21 to 23 of this Annual Report. The Board possesses a balance of skill and experience which are appropriate for the requirements of the business of the Company. The independent non-executive directors of the Company have appropriate professional qualifications and their professional opinions raised in the Board meetings facilitate the maintenance of good corporate governance practices. In compliance with Rule 3.10 (1) and (2) of the Listing Rules, Mr. Chui Sai Cheong, one of the independent non-executive directors, is specialized in accounting and financial management. Mr. Chui resigned on 31 January 2008 and Mr. Chan Pak Cheong Afonso who has many years of experience in accounting and finance, has appointed to be his replacement now. A balanced composition of executive and non-executive directors also generates a strong independent element on the Board, which exercises independent judgement effectively and makes decision objectively for the best interests of the Company. The Company shall review the composition of the Board regularly to ensure the Board possessing the appropriate and necessary expertise, skills and experience to meet the needs of the Group's business.

The Company does not at present have any officer with the title of "chief executive officer" ("CEO") but instead, the duties of the CEO are performed by the Managing Director. To have a clear division between the management of the Board and the daily management of the business operations of the Company, the role of the Chairman is separate from that of the Managing Director. The Chairman focuses on overall corporate development and strategic direction of the Group and provides leadership for the Board and oversees the efficient functioning of the Board. The Managing Director is responsible for all daily management including planning and developing the Group's strategy. Such division of responsibilities helps to reinforce their independence and to ensure a balance of power and authority.

All independent non-executive directors are free from any business or other relationship with the Company. The Company has received from each independent non-executive director a confirmation of his independence. The Board considers that each independent non-executive director is independent in character and judgement and that they all meet the specific independence criteria as required under Rule 3.13 of the Listing Rules. Moreover, all independent non-executive directors are engaged on service contracts for a term of one year commencing on date of appointment and thereafter for further successive periods of one year, subject to retirement by rotation and re-election in accordance with the provisions of the Bye-Laws of the Company.

### 董事會 – 續

#### 董事會之組成 – 續

董事之履歷載於本年報第21至23頁。董事會成員具備經營本公司業務所需之各種技能及經驗。本公司之獨立非執行董事具備適當專業資格，彼等於董事會會議上提出之專業意見有助維持良好之公司管治常規。其中一名獨立非執行董事崔世昌先生專長在於會計及財務管理，符合上市規則第3.10(1)及(2)條之規定。崔先生於二零零八年一月三十一日辭任，而於會計及財務方面擁有多年經驗之陳百祥先生現已獲委任以填補空缺。執行董事及非執行董事之均衡分配比例亦大大提升董事會之獨立性，可有效作出獨立判斷及客觀地為本公司之最佳利益訂制決策。本公司將定期檢討董事會之組成，確保董事會擁有適當所需專長、技能及經驗，以配合本集團之業務需求。

本公司目前並無設立「行政總裁」(「行政總裁」)職銜，行政總裁之職務現由董事總經理負責。為釐清董事會之管理及本公司業務運作之日常管理工作，主席與董事總經理之職責清楚劃分，主席專注本集團之整體發展與策略路向，及領導董事會並監督董事會發揮高效職能。董事總經理負責一切日常管理工作，其中包括規劃及推行本集團之策略。上述責任劃分安排有助加強彼此之獨立性，確保權力得到均衡分配。

所有獨立非執行董事均無參與本公司之任何業務，與本公司亦不存在其他關係。本公司已接獲各獨立非執行董事就其獨立身分而發出之確認聲明。董事會認為，獨立非執行董事在性格及判斷上獨立，全部均符合上市規則第3.13條明確規定之獨立標準。此外，全體獨立非執行董事之服務合約均為期一年，由委任當日起計，期滿後可再續任一年，惟須根據本公司之公司細則輪值退任及重選連任。



## CORPORATE GOVERNANCE REPORT 公司管治報告

### THE BOARD OF DIRECTORS – *continued*

#### Board Composition – *continued*

To keep abreast of the responsibilities as a director of the Company and of the conduct, business activities and development of the Company, the directors are from time to time provided with information relating to the activities and development of the businesses of the Group and also the legal and regulatory requirements as a director of the Company. In addition, they are given full access to independent professional advice whenever deemed necessary by the Directors at the Company's expenses. Although no request was made by any director for such independent professional advice in 2007, independent professional advice had been given to the independent directors in respect of the Company's resumption proposal as announced in May 2007.

#### Directors' Securities Transactions

The Company has adopted a code of conduct regarding directors' securities transactions on terms no less exacting than the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix 10 to the Listing Rules ("Model Code"). Having made specific enquiry of all directors of the Company, all directors have confirmed that they had complied with the required standard set out in the Model Code and the Company's code of conduct regarding directors' securities transactions during the year.

To enhance the corporate governance of the Group as a whole, the Board has established a written guideline on terms no less exacting than the Model Code for employees of the Company and directors and employees of the Company's subsidiaries and holding company who are likely to be in possession of unpublished price sensitive information in relation to the Group or securities of the Company. No incidents of non-compliance were noted by the Company in 2007.

#### Nomination of Directors

The Company does not have a nomination committee. The Board is empowered under the Company's Bye-Laws to appoint any person as a director either to fill a casual vacancy on or as an additional member of the Board. The selection criteria are mainly based on the professional qualification and experience of the candidate. A newly appointed director must retire and be re-elected at the first general meeting after his appointment. At each annual general meeting, one-third of the directors (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation. A retiring director shall be eligible for re-election.

### 董事會 – 續

#### 董事會之組成 – 續

為清楚瞭解本公司董事之職責及本公司之運作、業務狀況及發展，董事不時獲提供有關本集團業務活動及發展之資料，以及作為本公司董事須遵守之法律及監管規定。此外，董事可於彼等認為有需要時徵詢獨立專業意見，所需費用由本公司支付。儘管於二零零七年並無董事要求徵詢獨立專業意見，本公司亦已就於二零零七年五月所公佈復牌建議向獨立董事提供獨立專業意見。

#### 董事之證券交易

本公司已就董事之證券交易採納一套不比上市規則附錄10所載上市發行人董事證券交易標準守則(「標準守則」)寬鬆之操守守則。經向本公司全體董事作出具體查詢後，全體董事均確認彼等於年內一直遵守標準守則及本公司就董事之證券交易而制訂之操守守則列載之規定。

為加強本集團之整體公司管治質素，董事會已為有機會接觸到尚未公佈且涉及本集團或本公司證券之股價敏感資料之本公司僱員以及本公司附屬公司及控股公司之董事及僱員制訂不比標準守則寬鬆之書面指引。本公司於二零零七年並無發現任何違規事件。

#### 董事之提名

本公司並無成立提名委員會。董事會根據本公司之公司細則獲授權委任任何人士擔任董事，以填補董事會之遺缺或新增席位。甄選標準主要視乎候選人之專業資格及經驗而定。新任董事必須於獲委任後之首次股東大會上退任及重選連任。於每屆股東週年大會上，三分之一董事(或倘人數並非三之倍數，則為最接近但不少於三分之一之數)須輪值告退。退任董事符合資格重選連任。

## CORPORATE GOVERNANCE REPORT 公司管治報告

### THE BOARD OF DIRECTORS – *continued*

#### Board Meeting

Regular Board meetings are held at least four times a year to approve annual and interim results, review the business operation and the internal control system of the Group and the meeting schedule will be fixed at the beginning of each year. Apart from these regular meetings, Board meetings are also held to approve major issues including, among other things, overall strategy of the Group, investment plans, disposal proposal, appointment of directors and oversight of management. At least 14 days' notice of each regular meeting is normally given to all directors. Agendas and accompanying Board papers are usually sent not less than 3 days before the date of Board meetings to ensure that the directors are given sufficient review time. Draft minutes of Board meetings and Board committee meetings are circulated to directors for their review and comment while final version of the said minutes, duly signed, are sent to all members for their records. All said minutes are kept by the Company Secretary of the Company and are open for inspection at any reasonable time on reasonable notice by any director.

During the year ended 31 December 2007, 13 Board meetings were held and the individual attendance of directors are set out as follows:

Directors	董事	No. of meeting attended 出席會議次數
Mr. Chan Chak Mo	陳澤武先生	13/13
Mr. Chan See Kit, Johnny	陳思杰先生	13/13
Mr. Lai King Hung	黎經洪先生	9/13
Ms. Leong In lan	梁衍茵女士	12/13
Mr. Tong Ka Wai *	唐家威先生 *	2/13
Mr. Lim Kam Hung *	林金熊先生 *	2/13
Mr. Cheung Hon Kit	張漢傑先生	13/13
Mr. Chui Sai Cheong	崔世昌先生	11/13
Mr. Yu Kam Yuen Lincoln	余錦遠先生	11/13
Mr. Chan Shek Wah	陳錫華先生	11/13

\* Mr. Tong Ka Wai and Lim Kam Hung retired on 28 May 2007.

### 董事會一續

#### 董事會會議

董事會每年至少舉行四次例會，議程包括批准全年及中期業績、檢討本集團之業務運作及內部監控制度，會期將於每年年初訂定。除此等例會外，董事會亦就批准重大事項召開會議，其中包括本集團整體策略、投資計劃、出售建議、董事委任及管理層疏忽。全體董事一般於每次例會舉行前獲發至少14日通知。議程及有關董事會文件通常於董事會會議舉行日期前至少3日寄交董事，確保董事得到充份時間審閱。董事獲分發董事會會議及董事委員會會議之草擬會議記錄以供審閱批註，而經正式簽署之會議記錄定稿則送交全體董事會成員存案。上述所有會議記錄均由本公司之公司秘書保管，可供任何董事於任何合理時間內在發出合理通知後查閱。

於截至二零零七年十二月三十一日止年度，董事會共召開十三次會議，以下為個別董事之出席情況：

\* 唐家威先生及林金熊先生於二零零七年五月二十八日退任。

## CORPORATE GOVERNANCE REPORT 公司管治報告

### THE BOARD OF DIRECTORS – *continued*

#### Board and Management

To enable all directors to make informed decisions at board of director meetings and to discharge their duties and responsibilities, the management of the Company always provides the Directors with appropriate, complete and reliable information in a timely manner. To further reinforce independence, the Board and each director can have separate and independent access to the management of the Company if additional information is required.

In order to have a clear principle in relation to matters specifically reserved to the Board for decisions, functions between the Board and the management of the Company are formalized. Matters reserved to the Board for decision include the making of significant financial and legal commitments, merger and acquisition, material asset acquisition or disposal, the change of share capital, the approval of financial reporting, budgeting, management succession and representation to shareholders. The management of the Company on the other hand is responsible for the day-to-day running of the Group. It is required to submit reports on the operations to the Board on a regular basis and make recommendations to the Board on the development of major projects or business proposals and their respective implementation. The Board is of the view that such division of responsibilities can enhance the corporate governance of the Company.

#### Remuneration of Directors

The Board has set up the Remuneration Committee in 2005 with specific written terms of reference which deal clearly with its authority and duties. The Remuneration Committee's role is to make recommendation to the Board on the remuneration policy and structure for directors and senior management and to ensure that they are fairly rewarded for their individual contribution to the Group's overall performance, having regard to the interests of shareholders. The principal duties of the Remuneration Committee include determining the specific remuneration packages of all executive directors and senior management as well as reviewing and approving performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time.

### 董事會 – 續

#### 董事會及管理層

為使全體董事能於董事會會議上作出知情決定及履行其本身職責，董事適時獲提供由本公司管理層整理之恰當、完整及可靠資料。為進一步加強獨立性，董事會及各董事如需額外資料，可自行聯絡本公司管理層。

為就指定須由董事會決定之事項定下清晰原則，董事會與本公司管理層各司己職。須留待董事會決定之事項包括作出重大之財務及法定承擔、收購合併、重大資產收購或出售、更改股本、批准財務報告、制訂預算、管理層繼任問題及向股東交代等。本公司管理層則負責本集團之日常運作，且須定期向董事會匯報營運狀況，以及就重大項目或業務方案之進度及其實施向董事會提供建議。董事會認為釐清職責範圍可加強本公司之公司管治。

#### 董事之薪酬

董事會於二零零五年成立薪酬委員會，並以書面明確界定其權力及職責。薪酬委員會之職責為就董事及高級管理層之薪酬政策及架構向董事會提供建議，確保在顧及股東利益之餘，對本集團整體表現有所貢獻之董事及高級管理人員均獲得公平回報。薪酬委員會之主要職責包括釐定全體執行董事及高級管理層之薪酬待遇，以及根據董事會不時議決之公司目標及宗旨檢討及批准按工作表現釐定之酬金。

## CORPORATE GOVERNANCE REPORT 公司管治報告

### THE BOARD OF DIRECTORS – continued Remuneration of Directors – continued

The members of the Remuneration Committee include:

Mr. Cheung Hon Kit (*Committee Chairman*)  
Mr. Chui Sai Cheong#  
Mr. Chan Pak Cheong Afonso##  
Mr. Chan Shek Wah

# Mr. Chui Sai Cheong resigned on 31 January 2008.

## Mr. Chan Pak Cheong Afonso was appointed on 16 April 2008.

All Remuneration Committee members are independent non-executive directors. During the year ended 31 December 2007, no Remuneration Committee meetings were held.

The remuneration, comprising director's fee, of independent non-executive directors is subject to recommendation by the Remuneration Committee for shareholders' approval at the annual general meeting. Reimbursement is allowed for out-of-pocket expenses incurred (including traveling and hotel expenses) in connection with the performance of their duties.

### AUDIT COMMITTEE

The Board has set up the Audit Committee in 2002 with specific written terms of reference which deal clearly with its authority and duties. The Audit Committee is to review the Group's financial reporting, internal controls and corporate governance issues and make relevant recommendations to the Board.

The members of the Audit Committee include:

Mr. Chan Shek Wah (*Committee Chairman*)  
Mr. Cheung Hon Kit  
Mr. Chui Sai Cheong#  
Mr. Chan Pak Cheong Afonso##

# Mr. Chui Sai Cheong resigned on 31 January 2008.

## Mr. Chan Pak Cheong Afonso was appointed on 16 April 2008.

### 董事會 – 續

#### 董事之薪酬 – 續

薪酬委員會成員包括：

張漢傑先生 (*委員會主席*)  
崔世昌先生#  
陳百祥先生##  
陳錫華先生

# 崔世昌先生於二零零八年一月三十一日辭任。

## 陳百祥先生於二零零八年四月十六日獲委任。

薪酬委員會全體成員均為獨立非執行董事。於截至二零零七年十二月三十一日止年度，薪酬委員會並無召開會議。

獨立非執行董事之酬金 (包括董事袍金) 須待股東在考慮薪酬委員會之建議後於股東週年大會上批准方可作實。就履行職責而墊付之開支 (包括交通及酒店住宿費用) 可實報實銷。

### 審核委員會

董事會於二零零二年成立審核委員會，以書面明確界定其權力及職責。審核委員會負責審閱本集團之財務申報、內部監控及公司管治等問題，並向董事會提供有關建議。

審核委員會成員包括：

陳錫華先生 (*委員會主席*)  
張漢傑先生  
崔世昌先生#  
陳百祥先生##

# 崔世昌先生於二零零八年一月三十一日辭任。

## 陳百祥先生於二零零八年四月十六日獲委任。

## CORPORATE GOVERNANCE REPORT 公司管治報告

### AUDIT COMMITTEE – *continued*

All Audit Committee members are independent non-executive directors. During the year ended 31 December 2007, two audit committee meetings were held and the individual attendance of members are set out as follows:

Members	董事	No. of meeting attended 出席會議次數
Mr. Cheung Hong Kit	張漢傑先生	2/2
Mr. Chui Sai Cheong	崔世昌先生	2/2
Mr. Chan Shek Wah	陳錫華先生	2/2

In discharging its responsibilities, the Audit Committee had performed the following works during the year of 2007:

- (i) reviewed the draft interim and annual financial statements and the related draft results announcements;
- (ii) reviewed the change in accounting standards and assessment of potential impacts on the Group's financial statements;
- (iii) reviewed the Group's internal control system and discussed the relevant issues including financial, operational and compliance controls and risk management functions; and
- (iv) made recommendation on the appointment or reappointment of the external auditors and approved their terms of engagement.

### 審核委員會 – 續

審核委員會全體成員均為獨立非執行董事。於截至二零零七年十二月三十一日止年度，審核委員會共召開兩次會議，以下為個別成員之出席情況：

No. of meeting attended 出席會議次數
2/2
2/2
2/2

審核委員會於二零零七年已履行其職責執行以下工作：

- (i) 審閱草擬中期及全年財務報表以及相關草擬業績公佈；
- (ii) 審閱會計準則變動並評估可能對本集團財務報表產生之潛在影響；
- (iii) 檢討本集團之內部監控制度及商議有關事項，包括財務、營運、合規監控以及風險管理等工作；及
- (iv) 就委聘或續聘外界核數師提供建議及批准委聘條件。

### AUDITOR'S REMUNERATION

Apart from carrying out the annual audit, BDO McCabe Lo Limited, being the auditors of the Company carried out the review on the interim report of the Company and acted as a reporting accountant for the Resumption Proposal. The fee of the annual audit is HK\$700,000 whereas the fee for the interim review is HK\$130,000. Besides, the fee of acting as a reporting accountant for the Company's resumption proposal in May 2007 is HK\$1,360,000. Save the above disclosed, BDO McCabe Lo Limited did not provide any substantial non-audit services to the Company.

### 核數師之酬金

除提供年度核數服務外，本公司核數師德豪嘉信會計師事務所有限公司亦審閱本公司中期報告及就復牌建議出任申報會計師。年度核數及中期審核服務收費分別為700,000港元及130,000港元。此外，於二零零七年五月出任本公司復牌建議申報會計師之費用為1,360,000港元。除上文披露者外，德豪嘉信會計師事務所有限公司並無向本公司提供任何重大非核數服務。

## CORPORATE GOVERNANCE REPORT 公司管治報告

### RESPONSIBILITY FOR PREPARATION AND REPORTING OF ACCOUNTS

The Directors acknowledge their responsibility for preparing the accounts which have been prepared in accordance with statutory requirements and applicable accounting standards. A statement by the auditors about their reporting responsibilities is set out on page 32 of this Annual Report.

### INTERNAL CONTROLS

A sound and effective internal control system is important to safeguard the shareholders' investment and the Company's assets. The Company shall review the internal control system from time to time to meet with the changing business operation environment.

### SHAREHOLDERS' RIGHTS AND INVESTOR RELATIONS

The Group establishes communications with shareholders through the publication of announcements, notices, circulars, interim and annual reports and in the Company website at [www.innovo.com.hk](http://www.innovo.com.hk).

According to the Bye-laws of the Company, shareholders, holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right to vote at general meetings of the Company, can by written requisition to the Board or the Company Secretary of the Company convene a special general meeting for the transaction of any business specified in such requisition. Any general meeting at which the passing of a special resolution is to be considered shall be called by not less than 21 clear days' notice, whilst others may be called by not less than 14 clear days' notice. The chairman of any general meetings ensures that the shareholders are informed of the procedure for demanding a poll by way of making the disclosure in the circulars to shareholders and repeating the same during the general meetings. The chairman of general meetings also ensures compliance with the requirements about voting by poll contained in the Listing Rules and the Bye-laws of the Company.

### 編製及呈報賬目之責任

董事明白彼等須負責根據法例規定及適用會計準則編製賬目。核數師就其呈報責任所發出聲明載於本年報第32頁。

### 內部監控

健全而有效之內部監控制度對於保障股東投資及本公司資產非常重要。本公司將不時檢討內部監控制度，以迎合瞬息萬變之營商環境。

### 股東權利及投資者關係

本集團透過刊登公佈、通告、通函、中期及全年報告及於本公司網站([www.innovo.com.hk](http://www.innovo.com.hk))與股東保持聯繫。

根據本公司之公司細則，凡於提出有關要求當日持有本公司實繳資本(附有權利可於本公司股東大會上投票)不少於十分之一之股東，可以書面向本公司董事會或公司秘書要求召開股東特別大會，以便處理有關要求列明之任何事項。任何就考慮通過特別決議案而召開之股東大會必須先行發出不少於二十一整天之通知方可召開，而其他股東大會則可發出不少於十四整天之通知。任何股東大會之主席須確保股東均已獲悉要求進行按股數投票表決之程序，通知方式包括於寄發予股東之通函內披露及於股東大會上重申。股東大會之主席亦須確保遵守上市規則及本公司之公司細則所載有關按股數投票表決之規定。

## CORPORATE GOVERNANCE REPORT 公司管治報告

### SHAREHOLDERS' RIGHTS AND INVESTOR RELATIONS — continued

In order to maintain an on-going dialogue with shareholders, shareholders are encouraged to attend annual general meetings (“AGM”) of the Company at which the Chairman of the Board and the chairman of the Board committees are available to answer questions related to the Group’s business. The matters resolved at the 2007 AGM are summarized below:

- Approval of the audited financial statements for the year ended 31 December 2006
- Mr. Chan Chak Mo was re-elected as Director
- Mr. Cheung Hon Kit was re-elected as independent non-executive Director
- Re-appointment of BDO McCabe Lo Limited as the external auditor of the Company
- Grant of a general mandate to Directors to allot, issue and deal with additional shares in Company not exceeding 20 per cent of the total issue share capital
- Grant of a general mandate to Directors to repurchase shares in Company not exceeding 10 per cent of the total issue share capital

Shareholders’ comments and suggestions as well as any proposals put forward to shareholders’ meetings at a reasonable time are welcome and such comments and proposals can be sent in writing to the Company Secretary at the Company’s principal place of business in Hong Kong. The Board endeavors to answer all valuable questions from the shareholders.

### CORPORATE SOCIAL RESPONSIBILITY

As a listed company, the Group values the importance of corporate social responsibility (“CSR”) and its impact on the community. The Company integrates CSR elements in its business activities and participates in or encourages the staff to participate in the charitable activities to promote the good corporate citizenship in Hong Kong, Macau and Mainland China.

### 股東權利及投資者關係

#### — 續

為經常與股東保持溝通，股東宜出席本公司之股東週年大會（「股東週年大會」），董事會主席及董事會轄下各委員會之主席將於會上解答有關本集團業務之提問。於二零零七年股東週年大會議決之事項概述如下：

- 批准截至二零零六年十二月三十一日止年度之經審核財務報表
- 重選陳澤武先生為董事
- 重選張漢傑先生為獨立非執行董事
- 續聘德豪嘉信會計師事務所有限公司為本公司外聘核數師
- 向董事授出一般授權以配發、發行及處理不超過本公司已發行股本總額20%之股份
- 向董事授出一般授權以購回不超過本公司已發行股本總額10%之股份

歡迎股東於合理時間在股東大會上發表意見及提出建議，有關意見及建議亦可以書面形式逕寄本公司香港主要營業地點，交由公司秘書處理。董事會定當設法解答股東之寶貴提問。

### 企業社會責任

作為上市公司，本集團對企業社會責任（「企業社會責任」）以及本身對社會之影響相當重視。本公司為其業務注入不少企業社會責任元素，透過親身或鼓勵員工參與公益活動，致力於香港、澳門及中國內地推動優質企業公民活動。

## **CORPORATE GOVERNANCE REPORT**

### **公司管治報告**

## **CORPORATE SOCIAL RESPONSIBILITY – *continued***

### **Employees**

The Company recognizes that the staff is the valuable asset and human capital is important to the growth of the Company. The Company provides staff training to enhance their commercial and technical skills and expertise. In addition, the Company provides a safe working environment to staff of different sections.

### **Community**

The Company has encouraged donation to the people in need by staff and our customers such as joining events organized by the Community Chest and placing the donation boxes in the restaurants for donation by customers.

## **企業社會責任 – 續**

### **僱員**

本公司深明僱員乃推動本公司發展之寶貴資產及人力資本。為提升僱員商業技巧及專業技能，本公司致力向僱員提供培訓。此外，本公司亦為各部門員工提供安全工作環境。

### **社會**

透過參與公益金所舉辦活動及於餐廳設置捐款箱收集客戶捐款等活動，本公司積極鼓勵員工及客戶捐助有需要人士。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層論述及分析

#### FINANCIAL REVIEW

For the year ended 31 December 2007, the turnover of the Group was approximately HK\$95.3 million, representing an increase of approximately 4.96 times as compared to those of last year (2006: HK\$16.0 million). The key contributor was the Group's food and beverage business with approximately HK\$70.2 million turnover to the Group, representing some 74% of the Group's turnover for the 2007 financial year. The profit from operations of the Group for the year ended 31 December 2007 was HK\$8.7 million, representing an increase of approximately 7.7 times as compared to those of last year (2006: HK\$1.0 million). During the financial year of 2007, the Group sustained a net loss of about HK\$36.2 million, representing an increase of approximately 4.75 times as compared to those of last year (2006: HK\$6.3 million). And such loss was mainly attributable to the impairment of the two receivables of some HK\$68 million which were incurred by the previous management and may not be recovered at all. The Group achieved a net profit of some HK\$33.6 million before the impairment of such two receivables and the employee share-based payment of some HK\$1.8 million (arising from the grant of employee share options in November 2007).

#### OPERATION REVIEW

The Group's principal activities are in food and beverage and carnival amusement parks businesses.

The Group during the financial year of 2007 has successfully diversified its operations into food and beverage in Macau with a broader income base. By the end of that financial year, the Group had four restaurants in Macau, and such diversification has generated more stable revenue and profit contributions. During that year, the total income from food and beverage business was HK\$70.2 million. The management expects that the food and beverage business would continue to make positive contribution to the Group's revenue.

#### 財務回顧

於截至二零零七年十二月三十一日止年度，本集團之營業額約為95,300,000港元(二零零六年：16,000,000港元)，較去年增加約4.96倍。本集團之食物及飲品業務為本集團營業額之主要來源，帶來約70,200,000港元，佔本集團二零零七財政年度營業額約74%。本集團於截至二零零七年十二月三十一日止年度之經營溢利為8,700,000港元(二零零六年：1,000,000港元)，較去年增加約7.7倍。於二零零七年財政年度，本集團錄得虧損淨額約36,200,000港元(二零零六年：6,300,000港元)，較去年增加約4.75倍。出現該等虧損主要由於涉及前管理層之兩項約68,000,000港元應收款項出現減值，且未必能夠收回。未計該兩項應收款項減值及於二零零七年十一月授出僱員購股權產生之僱員股份付款約1,800,000港元前本集團錄得純利約33,600,000港元。

#### 營運回顧

本集團之主要業務為食物及飲品以及嘉年華會遊樂園業務。

於二零零七財政年度，本集團於澳門成功多元化擴展其飲食業務，並擴闊收入基礎。截至財政年度年結日，本集團於澳門已開設4家餐廳，而該項多元化發展為本集團帶來穩定收益及溢利貢獻。年內，飲食業務之收入總額為70,200,000港元。管理層預期，飲食業務將繼續為本集團收益帶來正面貢獻。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層論述及分析

#### OPERATION REVIEW – *continued*

The Company's joint venture, Guangzhou Funmania Nature Park in Panyu, commenced its amusement park section operations in May 2007 with satisfactory opening. Since then, the Group has further added two new attractions – a water bumper ball playing section and an all terrain vehicles playing section, to enhance visitors flow. But the development of its nature park section has been progressing very slowly with delay in the various design and construction approvals. Such delay has been due to a possible rezoning of the neighbouring lands for commercial/industrial uses. In mid 2007, a neighbouring amusement park in Panyu did complete a very substantial upgrade of its facilities and amenities, the impact of which has gradually by late 2007 made the competition severely keen against the Group's amusement park there.

During that year, the total income from carnival business including admission fee, rides, games stalls and sponsorship was HK\$25.1 million, representing an increase of 56.9% as compared to those of last year of HK\$16 million.

#### LIQUIDITY AND FINANCIAL RESOURCES

The Group generally finances its operations with internally generated resources and banking facilities provided by its bankers.

As at 31 December 2007, the Group had net current assets of HK\$66.0 million (2006: HK\$58.6 million). As at 31 December 2007, the Group's cash and bank balances amounted to HK\$84.9 million (2006: HK\$1.1 million), in which HK\$3.2 million was pledged to a bank in respect of the guarantee given in lieu of rental deposit (2006: Nil) and without any bank overdrafts (2006: bank overdrafts of HK\$4.4 million).

As at 31 December 2007, the Group had interest-bearing loans of approximately HK\$47.6 million (2006: HK\$86.0 million). The interest-bearing loans comprised a convertible note which was unsecured, interest bearing at 3% per annum and repayable on 25 December 2009. As at 31 December 2006, the interest-bearing loan represented a director's loan which was unsecured, interest bearing at 3% per annum and without fixed repayment terms. As at 31 December 2007, the Group did not have any bank loan outstanding (2006: HK\$42.0 million). The Group's borrowings are made in Hong Kong dollars.

#### 營運回顧 – 續

本公司於番禺的合營公司廣州澤灝農業生態園於二零零七年五月開始其遊樂場業務，進展理想。自此之後，本集團已增添碰碰水球及越野車兩項設施以吸引人流。然而，由於多項設計及建築批准出現延誤，生態遊樂園的開發進度非常緩慢。有關延誤乃因鄰近土地可能重新規劃作商業／工業用途所致。於二零零七年年中，鄰近位於番禺的遊樂場完成休閒設施大規模升級，有關影響於二零零七年底逐漸浮現，令本集團該地區遊樂場面對嚴峻競爭。

年內，來自嘉年華會業務之收入總額為25,100,000港元，當中包括入場費、機動遊戲、遊戲攤位及贊助，較去年16,000,000港元增加56.9%。

#### 流動資金及財務資源

本集團之營運資金一般來自內部產生之資源及往來銀行提供之銀行融資。

於二零零七年十二月三十一日，本集團之流動資產淨值為66,000,000港元（二零零六年：58,600,000港元）。於二零零七年十二月三十一日，本集團之現金及銀行結餘約為84,900,000港元（二零零六年：1,100,000港元），當中3,200,000港元已就代替租金按金提供之擔保抵押予銀行（二零零六年：無），且並無任何銀行透支（二零零六年：銀行透支4,400,000港元）。

於二零零七年十二月三十一日，本集團有附息貸款約47,600,000港元（二零零六年：86,000,000港元）。該筆附息貸款包括無抵押、按年息3厘計息及須於二零零九年十二月二十五日償還之可換股票據。於二零零六年十二月三十一日，計息貸款指一項無抵押、按年息3厘計息及無固定還款期之董事貸款。於二零零七年十二月三十一日，本集團並無任何銀行貸款未償還（二零零六年：42,000,000港元）。本集團之借貸以港元為單位。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層論述及分析

#### LIQUIDITY AND FINANCIAL RESOURCES – *continued*

As at 31 December 2007, the Group's gearing ratio represented by bank borrowings and interest-bearing loans bearing to the Group's total assets was 21.5% (2006: 127.0%).

#### MATERIAL LITIGATION

As at 31 December 2007, the Group had not involved in any material litigation or arbitration (2006: Nil).

#### CAPITAL EXPENDITURES

For the year ended 31 December 2007, the Group's capital expenditures were approximately HK\$31.9 million (2006: HK\$5.4 million).

#### CHARGES ON GROUP ASSETS

As at 31 December 2007, the Group pledged bank balances of HK\$3.2 million to a bank in respect of the guarantee given in lieu of rental deposit. Other than that, the Group did not have any charges on assets (2006: Nil).

#### CONTINGENT LIABILITIES

As at 31 December 2007, the Group did not have any contingent liabilities (2006: Nil).

#### CURRENCY EXPOSURE

As at 31 December 2007, the Group did not have any outstanding hedging instrument. The Group shall continue to monitor closely its foreign currency exposure and requirements and to arrange for hedging facilities when necessary.

#### CHANGES IN THE GROUP'S COMPOSITION

During that financial year, the Company has diversified into food and beverage business with four restaurants in Macau whereby such business contributed significant revenue to the Group's turnover.

#### 流動資金及財務資源 – 續

於二零零七年十二月三十一日，本集團之負債比率為21.5%（二零零六年：127.0%），指銀行借貸及計息貸款相對本集團總資產之比例。

#### 重大訴訟

於二零零七年十二月三十一日，本集團並無牽涉任何重大訴訟或仲裁（二零零六年：無）。

#### 資本開支

於截至二零零七年十二月三十一日止年度，本集團之資本開支約為31,900,000港元（二零零六年：5,400,000港元）。

#### 本集團資產抵押

於二零零七年十二月三十一日，本集團已就代替租金按金提供之擔保向銀行抵押銀行結餘3,200,000港元。除此之外，本集團並無任何資產抵押（二零零六年：無）。

#### 或然負債

於二零零七年十二月三十一日，本集團並無任何或然負債（二零零六年：無）。

#### 貨幣風險

於二零零七年十二月三十一日，本集團並無任何尚未償還之對沖工具。本集團將繼續密切監察其外幣風險及需求，並在必要時作出對沖安排。

#### 本集團成員公司變動

於該財政年度內，本公司多元化發展食物及飲品業務，於澳門擁有四家餐廳，而該業務為本集團營業額帶來重大收益。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層論述及分析

#### EMPLOYEES

As at 31 December 2007, the Group employed a total of 9 full-time staff in Hong Kong (2006: 7), 53 full-time staff in Mainland China (2006: 30) and 171 full-time staff in Macau (2006: nil). The remuneration policies are reviewed on a periodical basis by the current management.

The share option scheme of the Company approved by its shareholders on 13 June 2002 and adopted on the same date is valid and effective for a period of 10 years since the date of adoption. During the financial year, 46,160,240 share options were granted to the Directors and employees.

#### RESUMPTION OF SHARES TRADING

The Company completed its resumption proposal comprising, inter alia, the following transactions in that financial year:

- (i) consolidated every 10 issued and unissued shares of HK\$0.01 each into one consolidated share of HK\$0.1 each;
- (ii) capitalised a shareholder's loan of Mr. Chan Chak Mo of HK\$70 million;
- (iii) issued additional shares of HK\$20 million to Mr. Chan Chak Mo for cash; and
- (iv) issued new shares of HK\$100 million by placing.

Details of such transactions were disclosed in the Company's circular dated 31 May 2007.

#### 僱員

於二零零七年十二月三十一日，本集團在香港、中國內地及澳門分別聘用合共9名(二零零六年：7名)、53名(二零零六年：30名)及171名(二零零六年：無)全職員工。現任管理層會定期檢討薪酬政策。

本公司之購股權計劃於二零零二年六月十三日獲股東批准，並於同日獲採納，自採納日期起十年期間內有效及生效。於財政年度內，已向董事及僱員授出46,160,240份購股權。

#### 恢復股份買賣

本公司於本財政年度完成其復牌建議，其中包括以下交易：

- (i) 將每10股每股面值0.01港元之已發行及未發行股份合併為一股面值0.1港元之合併股份；
- (ii) 將陳澤武先生之股東貸款70,000,000港元撥充資本；
- (iii) 向陳澤武先生發行20,000,000港元額外股份以獲取現金；及
- (iv) 以配售方式發行100,000,000港元新股份。

該等交易詳情於本公司日期為二零零七年五月三十一日之通函內披露。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層論述及分析

#### RESUMPTION OF SHARES TRADING – *continued*

Trading in the Company's shares resumed on the Main Board of The Stock Exchange of Hong Kong Limited on 26 June 2007. The Company successfully raised about HK\$116.4 million through such resumption proposal, after deducting the related expenses borne by the Company. Up to 31 December 2007, the Company applied the net proceeds in the following purposes:

- (i) approximately HK\$48.5 million paid for settlement of bank borrowings;
- (ii) approximately HK\$6.9 million paid for construction and operation of the nature amusement park in Panyu, China; and
- (iii) the remaining balance of approximately HK\$61.0 million as general working capital of the Group.

#### FIVE YEAR FINANCIAL SUMMARY

A summary of the consolidated results and of the assets and liabilities of the Group for the last five financial years is set out on page 103.

#### 恢復股份買賣 – 續

本公司股份於二零零七年六月二十六日在香港聯合交易所有限公司主板恢復買賣。扣除本公司承擔的有關開支後，本公司透過該復牌建議成功集資約116,400,000港元。直至二零零七年十二月三十一日，本公司的所得款項淨額已用於下列用途：

- (i) 約48,500,000港元用作償還銀行借貸；
- (ii) 約6,900,000港元用作支付於中國番禺興建及經營生態遊樂園所需成本；及
- (iii) 餘額約61,000,000港元撥作本集團一般營運資金。

#### 五年財務概要

本集團過去五個財政年度之綜合業績及資產與負債概要載於第103頁。

## PROFILE OF DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理人員一覽

#### EXECUTIVE DIRECTORS

**Mr. Chan See Kit, Johnny**, aged 48, joined the Group in October 2004 as the chief operating officer of the carnival business of the Group. He is responsible for the overall management of the carnival business of the Group. Mr. Chan was subsequently appointed as the Chairman of the Group in December 2005. He is the holder of a bachelor degree in business administration from the University of Toronto, Canada. He has over 17 years experience in the trading business. Mr. Chan is a brother of the Company's managing Director, Mr. Chan Chak Mo.

**Mr. Chan Chak Mo**, aged 56, is the sole director of Puregain Assets Limited, which is the substantial shareholder of the Company. Mr. Chan joined the Group as managing Director and Chairman in March 2004 and September 2004 respectively. He subsequently resigned as Chairman in December 2005. Mr. Chan possesses over 22 years experience in investment and the management of various kinds of business including hotels, restaurant and entertainment centers in Hong Kong and Macau. Mr. Chan is also a member of the Legislative Assembly of Macau Special Administrative Region and a committee member of the Committee for the 8th, 9th, 10th and 11th China Political Consultative Conference of Shanghai. Mr. Chan holds a bachelor's degree and a master's degree in business administration.

**Mr. Lai King Hung**, aged 50, joined the Group in May 2002 as chief executive officer until May 2003 and rejoined the Group in April 2004 as general manager of the carnival business of the Group. He is responsible for the daily operation of the carnival business of the Group. Mr. Lai was subsequently appointed as the deputy Chairman of the Group in December 2005. He holds a bachelor of science degree in science from the University of Manitoba, Canada. He has extensive experience in the family entertainment industry. Prior to joining the Group, Mr. Lai was a director of a public listed company in Hong Kong engaged in the amusement park business. He was then responsible for its planning and strategy, finance management, administration and management of the entire operation.

**Ms. Leong In lan**, joined the Group as executive Director in March 2004. Ms. Leong has over 12 years experience in the accounting finance field. Ms. Leong has obtained an associate diploma of business and accounting from TAFF Technical College, Western Australia.

#### 執行董事

**陳思杰先生**，48歲，於二零零四年十月加入本集團，擔任本集團嘉年華會業務之營運總監，負責本集團嘉年華會業務之整體管理事宜。陳先生其後於二零零五年十二月獲委任為本集團之主席。彼持有加拿大多倫多大學頒發之工商管理學士學位，擁有逾十七年貿易業務經驗。陳先生為本公司董事總經理陳澤武先生之弟弟。

**陳澤武先生**，56歲，本公司主要股東Puregain Assets Limited之唯一董事。陳先生於二零零四年三月加入本集團擔任董事總經理及於二零零四年九月出任主席，其後於二零零五年十二月辭任主席。陳先生於香港及澳門之各類業務投資及管理方面擁有逾二十二年經驗，其中包括酒店、食肆及遊樂中心。陳先生亦為澳門特別行政區立法會成員以及中國政治協商會議上海市第八、九、十及十一屆委員會成員。陳先生持有工商管理學士學位及碩士學位。

**黎經洪先生**，50歲，於二零零二年五月加入本集團擔任行政總裁，直至二零零三年五月離任，其後於二零零四年四月再度加盟本集團，擔任本集團嘉年華會業務之總經理，負責本集團嘉年華會業務之日常運作。黎先生其後於二零零五年十二月獲委任為本集團之副主席。彼持有加拿大University of Manitoba頒發之理學士學位，擁有廣泛之家庭娛樂行業經驗。於加入本集團前，黎先生曾於一家從事遊樂場業務之香港上市公司出任董事，負責該公司之規劃及策略、財務管理、行政以及整體業務管理。

**梁衍茵女士**，於二零零四年三月加入本集團擔任執行董事。梁女士於會計財務領域擁有逾十二年經驗。梁女士畢業於西澳洲TAFF Technical College，持有商業及會計專科文憑。

## PROFILE OF DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理人員一覽

#### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Cheung Hon Kit**, aged 54, joined the Group as independent non-executive Director in April 2004. Mr. Cheung graduated from the University of London with a Bachelor of Arts degree and has over 28 years of experience in real estate development, property investment and corporate finance and has worked in key executive positions in various leading property development companies in Hong Kong. Mr. Cheung is the chairman of ITC Properties Group Limited (00199.HK), the managing director of Wing On Travel (Holdings) Limited (01189.HK) and an executive director of ITC Corporation Limited (00372.HK), all of which are public companies listed on the Stock Exchange. He is also an independent non-executive director of International Entertainment Corporation (08118.HK), which is a public company listed on the Stock Exchange.

**Mr. Yu Kam Yuen, Lincoln**, aged 54, joined the Group as an independent non-executive Director in December 2004. Mr. Yu graduated from the University of Western Ontario, Canada with a Bachelor's degree in Economics and undergone training in dyestuffs technology at Bayer AG and Hoechst AG in Germany. He is the President of the Hong Kong Dyestuffs Merchants Association Limited. He also entuses for participating in many charitable organizations and is Board Member and a Campaign Committee Member of the Community Chest of Hong Kong. Mr. Yu is also a non-executive Director of China Renji Medical Group Limited (00648.HK) which is a public company listed on the Stock Exchange.

**Mr. Chan Shek Wah**, aged 44, joined the Group as an independent non-executive Director in December 2004. Mr. Chan has more than 21 years of professional experiences in the financial services industry. He has been engaged in the sales, proprietary trading, structuring of equity derivatives and equity capital markets products as well as the provision of corporate finance advisory services to listed issuers. He was the senior management and the executive directors in several international financial institutions. Mr. Chan is the licensed responsible officer with the Securities and Futures Commission for Radland International Limited, CU Corporate Finance Limited and CU Investment Management Limited. Mr. Chan is also an independent non-executive director of China Sci-Tech Holdings Limited (00985.HK), which is a public company listed on the Stock Exchange.

#### 獨立非執行董事

**張漢傑先生**，54歲，於二零零四年四月加入本集團擔任獨立非執行董事。彼畢業於倫敦大學，持有文學士學位，於房地產開發、物業投資及企業融資方面擁有逾二十八年經驗，並曾於香港多家知名物業發展公司擔任主要行政職位。張先生為德祥地產集團有限公司(00199.HK)主席、永安旅遊(控股)有限公司(01189.HK)董事總經理以及德祥企業集團有限公司(00372.HK)執行董事，上述公司均為聯交所上市公司。彼亦為聯交所上市公司國際娛樂有限公司(08118.HK)之獨立非執行董事。

**余錦遠先生**，54歲，於二零零四年十二月加入本集團擔任獨立非執行董事。余先生畢業於加拿大西安大略省大學，持有經濟學士學位，曾於德國Bayer AG及Hoechst AG接受染料技術培訓。余先生為香港染料同業商會有限公司會長。彼熱心參與多個慈善組織，現為香港公益金籌募委員會成員。余先生亦為聯交所上市公司中國仁濟醫療集團有限公司(00648.HK)之非執行董事。

**陳錫華先生**，44歲，於二零零四年十二月加入本集團擔任獨立非執行董事。陳先生於金融服務業擁有逾二十一年經驗，包括銷售、自營買賣、股本衍生工具、股本資本市場產品以及向上市公司提供企業融資顧問服務。彼曾擔任多個國際財務機構之高級管理人員及執行董事。陳先生為證券及期貨事務監察委員會項下金江股票有限公司、澤銘投資有限公司及富聯投資管理有限公司之持牌負責人。陳先生亦為聯交所上市公司中國科技集團有限公司(00985.HK)之獨立非執行董事。

## PROFILE OF DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理人員一覽

#### INDEPENDENT NON-EXECUTIVE DIRECTORS – *continued*

**Mr. Chan Pak Cheong Afonso**, aged 61, joined the Group as an independent non-executive Director in April 2008. Mr. Chan has over 28 years of experiences in the financial and accounting industries. He is the sole owner of Chan Pak Cheong (Auditor) Accountant Office, an accounting and auditing firm; and has been a Certified Public Accountant for more than 28 years and a Vice President of Macau Society of Accountants during the year from 1980 to 2008. Mr. Chan acted as a Commissioner of the Finance Department of Macau – Commission of the Revision of Profit Tax from 1984 to 1996, as well as one of the Evaluation Commissioners of the Commission of Registry of the Auditors and the Accountants from 2006 to 2008. Mr. Chan holds a Bachelor's degree in Accountancy and Statistics.

#### SENIOR MANAGEMENT

**Ms. Lam Wing Yan, Winifred**, is the senior manager in corporate finance and business development of the Group and responsible for corporate finance and business development. Ms. Lam joined the Group in April 2004 and holds a bachelor degree in Commerce from the University of Toronto, Canada. She has over 13 years of experience in banking and finance and management in various listed companies in Hong Kong.

**Mr. Leung Hon Fai**, aged 36, is the qualified accountant and company secretary of the Group. Mr. Leung joined the Group in March 2004 and holds a honour diploma of accountancy from Lingnan University. He is currently an associate member of Hong Kong Institute of Certified Public Accountants and a fellow member of the Chartered Association of Certified Accountants. He has over 12 years of extensive experience in accounting field.

#### 獨立非執行董事 – 續

陳百祥先生，61歲，於二零零八年四月加入本公司出任獨立非執行董事。陳先生擁有逾二十八年財務及會計業務經驗。彼為會計及核數公司陳百祥會計師樓之唯一擁有人，已擔任執業會計師逾二十八年，並由一九八零年至二零零八年期間擔任澳門會計師公會副主席。陳先生曾於一九八四年至一九九六年期間擔任澳門財政部利得稅修改委員會委員，並於二零零六年至二零零八年期間擔任澳門核數師暨會計師註冊委員會之評核委員。陳先生持有會計及統計學學士學位。

#### 高級管理人員一覽

林穎欣女士，為本集團企業融資及業務發展部高級經理，負責企業融資及業務發展事宜。林女士於二零零四年四月加入本集團，持有加拿大多倫多大學商業學士學位。彼於香港多家上市公司積逾十三年銀行、財務及管理經驗。

梁漢輝先生，36歲，本集團之合資格會計師兼公司秘書。梁先生於二零零四年三月加入本集團，持有嶺南大學頒授之會計學榮譽文憑。彼現為香港會計師公會會員及英國特許公認會計師公會資深會員。梁先生於會計行業擁有逾十二年經驗。



## DIRECTORS' REPORT

### 董事會報告

The directors of the Company present their annual report together with the audited consolidated financial statements for the year ended 31 December 2007.

#### PRINCIPAL ACTIVITIES

The principal activity of the Company continues to be investment holding. The principal activities and other particulars of subsidiaries are set out in Notes 35 and 36 to the financial statements.

#### RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2007 and the state of the Company and the Group's affairs as at that date are set out in the consolidated financial statements on page 34 to 37.

The directors do not recommend the payment of any dividend in respect of the year ended 31 December 2007.

#### SHARE CAPITAL

Details of movement in share capital of the Company during the year are set out in Note 30 to the financial statements.

#### RESERVES

Details of the movements in reserves of the Group and the Company during the year are set out on page 90 and in Note 31 to the financial statements.

#### FIXED ASSETS

During the year, the Group acquired an investment property at cost of HK\$3,546,000. At 31 December 2007 the Group valued their investment properties on an open market basis.

Details of the above and other movements in fixed assets of the Group are set out in Notes 17 and 18 to the financial statements.

本公司董事謹此提呈其截至二零零七年十二月三十一日止年度之年報及經審核綜合財務報表。

#### 主要業務

本公司之主要業務繼續為投資控股。附屬公司之主要業務及其他詳情載於本財務報表附註35及36。

#### 業績及撥款

本集團截至二零零七年十二月三十一日止年度之業績以及於當日本公司及本集團之情況事宜載於綜合財務報表第34頁至37頁。

董事不建議就截至二零零七年十二月三十一日止年度派發任何股息。

#### 股本

本公司股本於年內之變動詳情載於財務報表附註30。

#### 儲備

本集團及本公司儲備於年內之變動載於本財務報表第90頁附註31。

#### 固定資產

年內，本集團以成本3,546,000港元購置一項投資物業。於二零零七年十二月三十一日，本集團按公開市場準則重估其投資物業。

上述詳情及其他本集團固定資產之變動詳情載於本財務報表附註17及附註18。

## DIRECTORS' REPORT 董事會報告

### CONVERTIBLE NOTE

Details of the convertible note are set out in Note 28 to the financial statements.

### DIRECTORS

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

#### Executive Directors:

Chan Chak Mo (*Managing Director*)

Chan See Kit, Johnny (*Chairman*)

Lai King Hung (*Deputy Chairman*)

Leong In lan

Tong Ka Wai (retired on 28 May 2007)

Lim Kam Hung (retired on 28 May 2007)

#### Independent non-executive directors:

Cheung Hon Kit

Yu Kam Yuen, Lincoln

Chan Shek Wah

Chan Pak Cheong Afonso (appointed on 16 April 2008)

Chui Sai Cheong (resigned on 31 January 2008)

In accordance with Clause 99 of the Company's Bye Laws, Ms. Leong In lan, Messrs. Yu Kam Yuen, Lincoln and Chan Shek Wah shall retire from office, being eligible, offer themselves for election.

In accordance with Clause 102(B) of the Company's Bye Laws, Messrs. Chan Pak Cheong Afonso shall retire from office, being eligible, offer himself for election.

Each of the remaining non-executive directors has been appointed for a term of one year commencing on date of appointment and thereafter for further successive periods of one year until terminated by not less than one month's written notice served by either party on the other.

None of the directors being proposed for re-election at the forthcoming annual general meeting has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

### 可換股票據

可換股票據詳情載於本財務報表附註28。

### 董事

本公司於年內及直至本報告日期之董事如下：

#### 執行董事：

陳澤武(*董事總經理*)

陳思杰(*主席*)

黎經洪(*副主席*)

梁衍茵

唐家威 (於二零零七年五月二十八日退任)

林金熊 (於二零零七年五月二十八日退任)

#### 獨立非執行董事：

張漢傑

余錦遠

陳錫華

陳百祥 (於二零零八年四月十六日獲委任)

崔世昌 (於二零零八年一月三十一日辭任)

根據本公司之公司細則第99條，梁衍茵女士、余錦遠先生及陳錫華先生將退任，彼等符合資格並願膺選連任。

根據本公司之公司細則第102(B)條，陳百祥先生將會退任，彼符合資格並願膺選連任。

各非執行董事之任命由委任日期起為期一年，其後將逐年重續一年，直至任何一方向另一方發出不少於一個月書面通知為止。

擬於即將舉行之股東週年大會膺選連任之董事概無與本公司或其任何附屬公司訂立不可由本集團於一年內毋須賠償(法定賠償除外)而終止之服務合約。



## **DIRECTORS' REPORT**

### **董事會報告**

#### **DIRECTORS' INTERESTS IN CONTRACTS**

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company or any of its subsidiaries were entered into or existed during the year.

#### **CONNECTED TRANSACTIONS**

Significant related party transactions entered into by the Group during the year ended 31 December 2007, (which did not constitute connected transactions and were not required to be disclosed under the Listing Rules) together with the connected transactions under the Listing Rules are disclosed in Note 38 to the financial statements.

#### **INTERESTS IN COMPETING BUSINESS**

As at 31 December 2007, none of the directors of the Company owned any interests in other business, which competes or is likely to competes, either directly or indirectly, with the Group's existing business in Mainland China and Macau although Mr. Chan Chak Mo owns approximately 3.8% effective equity interests in a Macau company, Future Bright Restaurant Enterprises Limited which owns some restaurant business in Macau.

#### **董事於合約之權益**

年內，概無訂立或存在有關本公司業務整體或任何重大部分的管理及行政合約。

#### **關連交易**

本集團於截至二零零七年十二月三十一日止年度內訂立的重大關連人士交易(不構成關連交易及毋須根上市規則披露)連同上市規則項下之關連交易於財務報表附註38披露。

#### **於競爭業務之權益**

於二零零七年十二月三十一日，儘管陳澤武先生於在澳門擁有若干餐廳業務的澳門公司，佳景飲食企業有限公司擁有約3.8%實際股本權益，概無本公司董事於與本集團在中國大陸及澳門之業務構成或可能構成直接或間接競爭的其他業務中擁有任何權益。

## DIRECTORS' REPORT 董事會報告

### DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND CONVERTIBLE NOTE

At 31 December 2007, the interests and short positions of the directors and their associates in the shares, underlying shares and convertible note of the Company and its associated corporations, as recorded in the register maintained by the Company pursuant to Section 352 of the Hong Kong Securities and Futures Ordinance (the "SFO"), or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Companies, were as follows:

#### Long positions

Ordinary shares of HK\$0.10 each of the Company

### 董事於股份、相關股份及可換股票據之權益及淡倉

於二零零七年十二月三十一日，按本公司根據香港證券及期貨條例（「證券及期貨條例」）第352條置存之登記冊所載，董事及其聯繫人士於本公司及其相聯法團擁有之股份、相關股份及可換股票據之權益及淡倉，或根據上市公司董事進行證券交易的標準守則須知會本公司及香港聯合交易所有限公司（「聯交所」）之該等權益及淡倉如下：

#### 好倉

本公司每股面值0.10港元之普通股

Name of director 董事姓名	Capacity 身分	Number of ordinary shares held 所持普通股數目	Percentage of issued share capital of the Company 佔本公司已發行 股本百分比
Mr. Chan Chak Mo 陳澤武先生	Beneficial owner (Note a) 實益擁有人(附註 a)	285,346,622	61.82%
		285,346,622	61.82%
Mr. Yu Kam Yuen, Lincoln 余錦遠先生	Beneficial owner 實益擁有人	280,200	0.06%
		280,200	0.06%

Note a: These shares, representing approximately 61.82% of the issued share capital of the Company, of which 53.72% are held by Mr. Chan, 6.67% are held by Puregain Assets Limited, a company beneficially wholly-owned by Mr. Chan Chak Mo and balance of 1.43% are held by Cash Smart Enterprises Limited, a company beneficially as to 50% owned by Mr. Chan Chak Mo.

附註a：該等股份佔本公司已發行股本約61.82%，其中53.72%由陳澤武先生持有、6.67%由陳先生全資實益擁有的公司Puregain Assets Limited持有，其餘1.43%則由陳澤武先生實益擁有50%的公司Cash Smart Enterprises Limited持有。

#### Underlying shares of share options of the Company

#### 本公司購股權的相關股份

Name of director 董事姓名	Capacity 身分	Number of underlying shares held 所持普通股數目	Percentage of issued share capital of the Company 佔本公司已發行 股本百分比
Mr. Chan See Kit, Johnny 陳思杰先生	Beneficial owner 實益擁有人	4,616,024	1%
		4,616,024	1%
Mr. Lai King Hung 黎經洪先生	Beneficial owner 實益擁有人	4,616,024	1%
		4,616,024	1%
Ms. Leong In lan 梁衍茵女士	Beneficial owner 實益擁有人	4,616,024	1%
		4,616,024	1%

## DIRECTORS' REPORT 董事會報告

### DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND CONVERTIBLE NOTE – *continued*

#### Underlying shares of the convertible note of the Company

Name of director 董事姓名	Capacity 身分	Number of underlying shares held 所持相關股份數目	Percentage of issued share capital of the Company 佔本公司已發行 股本百分比
Mr. Chan Chak Mo 陳澤武先生	Beneficial owner (Note b) 實益擁有人(附註b)	102,616,816 102,616,816	22.23% 22.23%

Note b: As at 31 December 2007, Victory Gate Investments Limited, a company beneficially wholly-owned by Mr. Chan, was the holder of a convertible note in the principal amount of HK\$51,308,408 which could be converted upon exercise, into shares of the Company at HK\$0.5 per share, by no later than the close of business on 5 days before 25 December 2009. This constituted a long position in physically settled equity derivatives under the SFO.

### 董事於股份、相關股份及可換股票據之 權益及淡倉 – 續

#### 本公司可換股票據的相關股份

附註b：於二零零七年十二月三十一日，由陳先生全資實益擁有之勝機投資有限公司持有本金額為51,308,408港元之可換股票據。可換股票據於行使時可按每股0.5港元轉換為本公司股份，惟最遲須於二零零九年十二月二十五日前五日營業時間結束前行使。根據證券及期貨條例，此構成實物結算股本衍生工具中之好倉。

Save as disclosed above, none of the directors nor their associates had any interests or short positions in any shares, underlying shares or convertible notes of the Company or any of its associated corporations as at 31 December 2007.

除上文披露者外，各董事或彼等之聯繫人士於二零零七年十二月三十一日概無於本公司或其任何相聯法團任何股份、相關股份或可換股票據中擁有任何權益或淡倉。

### SHARE OPTIONS

Particulars of the Company's share option scheme are set out in Note 32 to the consolidated financial statements.

### 購股權

有關本公司購股權詳情載於綜合財務報表附註32。

## DIRECTORS' REPORT 董事會報告

### SHARE OPTIONS – continued

The following table discloses movements in the Company's share options during the year:

### 購股權 – 續

下表披露年內本公司購股權之變動：

			Outstanding at beginning of year	Granted during year	Exercise Price HK\$	Outstanding at end of year	Exercisable period
	Option type		年初尚未行使	年內授出	行使價 港元	年終尚未行使	行使期
	購股權類別						
<b>Directors 董事</b>							
Mr. Chan See Kit, Johnny	陳思杰先生	2007	-	4,616,024	0.482	4,616,024	21 May 2008 – 31 May 2010 二零零八年五月二十一日至二零一零年五月三十一日
Mr. Lai King Hung	黎經洪先生	2007	-	4,616,024	0.482	4,616,024	21 May 2008 – 31 May 2010 二零零八年五月二十一日至二零一零年五月三十一日
Ms. Leong In lan	梁衍茵女士	2007	-	4,616,024	0.482	4,616,024	21 May 2008 – 31 May 2010 二零零八年五月二十一日至二零一零年五月三十一日
Total	總計		-	13,848,072	-	13,848,072	
<b>Employees 僱員</b>							
Mr. Cheng Lok Kuan	程玉鈞先生	2007	-	4,616,024	0.482	4,616,024	21 May 2008 – 31 May 2010 二零零八年五月二十一日至二零一零年五月三十一日
Mr. Tang Kwok Keung	鄧國強先生	2007	-	4,616,024	0.482	4,616,024	21 May 2008 – 31 May 2010 二零零八年五月二十一日至二零一零年五月三十一日
Mr. Chan Kwan Fai	陳均輝先生	2007	-	4,616,024	0.482	4,616,024	21 May 2008 – 31 May 2010 二零零八年五月二十一日至二零一零年五月三十一日
Mr. Lim Kam Hung	林金熊先生	2007	-	4,616,024	0.482	4,616,024	21 May 2008 – 31 May 2010 二零零八年五月二十一日至二零一零年五月三十一日
Ms. Wong Wai Seung	黃慧嫦女士	2007	-	4,616,024	0.482	4,616,024	21 May 2008 – 31 May 2010 二零零八年五月二十一日至二零一零年五月三十一日
Mr. Choi Wai Fan	崔惠芬先生	2007	-	2,308,012	0.482	2,308,012	21 May 2008 – 31 May 2010 二零零八年五月二十一日至二零一零年五月三十一日
Mr. Woo Fok Man	胡淑雯先生	2007	-	2,308,012	0.482	2,308,012	21 May 2008 – 31 May 2010 二零零八年五月二十一日至二零一零年五月三十一日
Ms. Wang Ling Bing	王凌冰女士	2007	-	2,308,012	0.482	2,308,012	21 May 2008 – 31 May 2010 二零零八年五月二十一日至二零一零年五月三十一日
Mr. Tam Se Kong	譚社光先生	2007	-	2,308,012	0.482	2,308,012	21 May 2008 – 31 May 2010 二零零八年五月二十一日至二零一零年五月三十一日
Total	總計		-	32,312,168	-	32,312,168	

The closing price of the Company's shares immediately before 21 November, 2007, being the date of grant of the 2007 options, was HK\$0.48.

緊接二零零七購股權授出日期二零零七年十一月二十一日前，本公司股份收市價為0.48港元。

### ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Other than the warrant and option holdings disclosed above, at no time during the year was the Company or any of its subsidiaries, a party to any arrangements to enable to 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.

### 購買股份或債券之安排

除上文所披露認股權證及所持購股權外，本公司或其任何附屬公司於年內任何時間並無訂立任何安排，致使本公司董事可藉購入本公司或任何其他法人團體之股份或債券而獲益。

## DIRECTORS' REPORT

### 董事會報告

#### SUBSTANTIAL SHAREHOLDERS

As at 31 December 2007, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the Securities and Futures Ordinance showed that other than the interests disclosed above, in respect of certain directors, the Company has not been notified of any other relevant interests or short position in the issued share capital of the Company.

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

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

#### PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Bye-Laws, or the laws of Bermuda, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

#### CORPORATE GOVERNANCE

The Company has complied throughout the year with the Code on Corporate Governance Practices as set out in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange.

The Company has adopted a code of conduct regarding securities transactions by directors on terms no less exacting than the required standard set out in Appendix 10 to the Rules Governing the Listing of Securities of the Stock Exchange (the "Model Code"). After having made specific enquiry of all directors, all directors confirmed that they have complied with the standard set out in Model Code and the code of conduct regarding securities transactions by directors adopted by the Company.

The Company has received, from each of the independent non-executive directors, an annual confirmation of his independent pursuant to Rules 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange. The Company has considered all of the independent non-executive directors are independent.

#### EMOLUMENT POLICY

The emolument policy of the employees of the Group is set up by the Remuneration Committee on the basis of their merit, qualifications and competence.

The emoluments of the directors of the Company are decided by the Remuneration Committee, having regard to the Company's operating results, individual performance and comparable market statistics.

The Company has adopted a share option scheme as an incentive to directors and eligible employees, details of the scheme is set out in Note 32 to the consolidated financial statements.

#### 主要股東

按本公司根據證券及期貨條例第336條置存之主要股東名冊所示，於二零零七年十二月三十一日，除上文所披露若干董事之權益外，本公司並無獲知會任何其他於本公司已發行股本之相關權益或淡倉。

#### 購買、出售或贖回本公司上市證券

本年度，本公司及其任何附屬公司概無購買、出售或贖回本公司之上市證券。

#### 優先購買權

本公司之公司細則或百慕達法例並無條文規定本公司發售新股時須以按比例方式先發售予現時股東。

#### 公司管治

本公司於年內一直遵守聯交所證券上市規則附錄14所載企業管治常規守則。

本公司已就董事進行證券交易訂立行為守則，其條款不比聯交所證券上市規則附錄十所載規定標準（「標準守則」）寬鬆。經向全體董事作出具體查詢後，所有董事確認彼等已遵守標準守則及本公司就董事進行證券交易所採納行為守則所載之標準。

本公司已根據聯交所證券上市規則第3.13條自各獨立非執行董事接獲彼等獨立身分之年度確認書。本公司認為全體獨立非執行董事均為獨立人士。

#### 薪酬政策

薪酬委員會根據本集團僱員之表現、資歷及工作能力制定員工之薪酬政策。

薪酬委員會按本公司營運業績、個人表現及相關市場數據釐定董事之薪酬。

本公司已採納購股權計劃，作為對董事及合資格僱員之獎勵。有關計劃詳情載於綜合財務報表附註32。

## DIRECTORS' REPORT

### 董事會報告

#### SUFFICIENCY OF PUBLIC FLOAT

The Company has maintained a sufficient public float throughout the year ended 31 December 2007.

#### POST BALANCE SHEET EVENTS

Details of significant post balance sheet events are set out in Note 39 to the financial statements.

#### MAJOR CUSTOMERS AND SUPPLIERS

The aggregate sales during the year attributable to the Group's five largest customers were less than 30% of the Group's total sales.

During the year, the aggregate purchases of redemption gifts, food and beverages attributable to the Group's five largest suppliers comprised approximately 40.3% of the Group's total purchases while the purchases attributable to the Group's largest supplier was approximately 14.3% of the Group's total purchases of redemption gifts, food and beverage.

None of the current directors, their associates or any major shareholders, which to the knowledge of the current directors, owned more than 5% of the Company's issued share capital had any interest in the share capital of any of the five largest customers or suppliers of the Group.

#### AUDIT COMMITTEE

The audit committee of the Company consists of three independent non-executive directors, Mr. Cheung Hon Kit, Mr. Chan Shek Wah and Mr. Chan Pak Cheong Afonso. The audit committee has reviewed with management the accounting policies as well as critical accounting estimates and assumptions with management. The audit committee also discussed with the auditors on their audit plan and key audit areas. The audited consolidated financial statements and the annual results announcement of the Group for the year ended 31 December 2007 had been reviewed by the audit committee before submission to the Board for adoption.

#### AUDITOR

A resolution will be proposed at the forthcoming annual general meeting of the Company to re-appoint the auditor, BDO McCabe Lo Limited.

On behalf of the Board/By order of the Board

**Chan Chak Mo**  
Managing Director  
Hong Kong, 18 April 2008

#### 足夠公眾持股量

於截至二零零七年十二月三十一日止年度期間，本公司一直維持足夠公眾持股量。

#### 結算日後事項

有關結算日後重大事項之詳情載於財務報表附註39。

#### 主要客戶及供應商

年內，本集團五大客戶之銷售總額佔本集團銷售總額不足30%。

年內，本集團五大供應商應佔換領禮品、食物及飲品採購總額佔本集團之採購總額約40.3%，而本集團最大供應商應佔採購額則佔本集團之換領禮品、食物及飲品採購總額約14.3%。

概無現任董事、彼等之聯繫人士或據現任董事所知擁有本公司已發行股本逾5%之任何主要股東，於本集團五大供應商之股本中擁有任何權益。

#### 審核委員會

本公司審核委員會由三名獨立非執行董事張漢傑先生、陳錫華先生及陳百祥先生組成。審核委員會已與管理層檢討本集團採納的會計政策以及重大會計估計及假設。審核委員會亦曾與核數師討論其核數計劃及主要核數範疇。本集團截至二零零七年十二月三十一日止年度之經審核綜合財務報表及年度業績公佈於呈交董事會採納前，已經由審核委員會審閱。

#### 核數師

本公司將於應屆股東週年大會提呈決議案，續聘德豪嘉信會計師事務所有限公司為核數師。

代表董事會／承董事會命

**董事總經理**  
**陳澤武**  
香港，二零零八年四月十八日



## INDEPENDENT AUDITOR'S REPORT 獨立核數師報告



**BDO McCabe Lo Limited**  
Certified Public Accountants  
25th Floor, Wing On Centre  
111 Connaught Road Central  
Hong Kong  
Telephone: (852) 2541 5041  
Telefax: (852) 2815 0002

德豪嘉信會計師事務所有限公司  
執業會計師  
香港干諾道中一百一十一號  
永安中心二十五樓  
電話:(八五二)二五四一 五〇四一  
傳真:(八五二)二八一五 〇〇〇二

### TO THE SHAREHOLDERS OF INNOVO LEISURE RECREATION HOLDINGS LIMITED

致澤新遊樂控股有限公司股東

(incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

We have audited the consolidated financial statements of Innovo Leisure Recreation Holdings Limited (the "Company") set out on pages 34 to 102, 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.

本行已完成審核載於第34至102頁澤新遊樂控股有限公司(「貴公司」)之綜合財務報表，當中包括於二零零七年十二月三十一日之綜合及公司資產負債表及截至該日止年度之綜合收益表、綜合權益變動報表及綜合現金流量表，以及重大會計政策概要及其他解釋附註。

### DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

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

### 董事就財務報表須承擔之責任

貴公司董事須負責根據香港會計師公會頒佈之香港財務報告準則及香港公司條例披露規定編製及真實而公平地列報該等財務報表。這責任包括設計、實施及維護與編製及真實而公平地列報財務報表相關內部監控，以使財務報表不存在由於欺詐或錯誤而導致之重大錯誤陳述；選擇和應用適當之會計政策；及按情況下作出合理之會計估計。

### 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 Companies Act, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

### 核數師之責任

本行之責任是根據本行之審核對該等財務報表發表意見。本行是按照公司法第90條之規定，僅向整體股東報告。除此以外，本報告不可用作其他用途。本行概不就本報告之內容對任何其他人士負責或承擔責任。

## INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

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.

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 judgment, 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 the affairs of the Company and of the Group as at 31 December 2007 and of the Group's loss and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of Hong Kong Companies Ordinance.

#### **BDO McCabe Lo Limited**

*Certified Public Accountants*

#### **Lee Ka Leung, Daniel**

Practising Certificate Number P01220

Hong Kong, 18 April 2008

本行已按照香港會計師公會頒佈之香港核數準則進行審核工作。該等準則要求本行遵守操守規定以及計劃及進行審核以合理地確定該等財務報表是否不存在重大錯誤陳述。

審核範圍包括進程序以取得與財務報表所載數額及披露事項有關之審核憑證。選取之該等程序須視乎核數師之判斷，包括評估財務報表之重大錯誤陳述不論其由欺詐或錯誤引起之風險。在作出該等風險評估時，核數師將考慮與編製並真實兼公平地呈列財務資料有關之內部監控，以為不同情況設計適當審核程序，但並非旨在就公司內部監控是否有效表達意見。審核範圍亦包括評估所用會計政策之恰當性，董事所作之會計估算之合理性，並就財務報表之整體呈列方式作出評估。

本行相信，本行取得之審核憑證就提出審核意見而言屬充分及恰當。

### 意見

本行認為該等綜合財務報表已根據香港財務報告準則真實與公平地反映 貴公司及 貴集團於二零零七年十二月三十一日之財政狀況及 貴集團截至該日止年度之虧損及現金流量，並已按照香港公司條例之披露規定妥善編製。

#### **德豪嘉信會計師事務所有限公司**

*執業會計師*

#### **李家樑**

執業證書編號：P01220

香港，二零零八年四月十八日

## CONSOLIDATED INCOME STATEMENT

### 綜合收益表

FOR THE YEAR ENDED 31 DECEMBER 2007

截至二零零七年十二月三十一日止年度

		Notes 附註	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Turnover	營業額	6	95,286	15,989
Other income and gains	其他收入及收益	7	10,567	5,136
Depreciation of property, plant and equipment	物業、廠房及 設備折舊		(6,319)	(4,336)
Staff costs	員工成本	9	(22,876)	(7,734)
Impairment of trade receivables	貿易應收款項減值		(29,853)	–
Other operating expenses	其他經營費用		(38,057)	(8,045)
Profit from operations	經營溢利	8	8,748	1,010
Impairment of amount due from a former director	應收一名前董事款項減值		(38,682)	–
Finance income	財務收入	12	599	1,762
Finance costs	財務成本	12	(7,635)	(9,050)
Share of loss of an associate	應佔一家聯營公司虧損	20	(22)	–
Loss before taxation	除稅前虧損		(36,992)	(6,278)
Income tax credit	所得稅撥回	13	765	–
Net loss for the year	年度虧損淨額		(36,227)	(6,278)
Attributable to:	分配予：			
Equity holders of the Company	本公司權益持有人		(41,516)	(6,210)
Minority interests	少數股東權益		5,289	(68)
			(36,227)	(6,278)
Loss per share	每股虧損			
– Basic (HK cents per share)	– 基本(每股港仙)	16	(15.49)	(10.35)
– Diluted (HK cents per share)	– 攤薄(每股港仙)	16	(12.35)	(10.35)

## CONSOLIDATED BALANCE SHEET

### 綜合資產負債表

AS AT 31 DECEMBER 2007

於二零零七年十二月三十一日

		Notes 附註	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	17	43,817	21,320
Investment property	投資物業	18	3,760	–
Goodwill	商譽	19	61,781	–
Interest in an associate	所佔一家聯營公司權益	20	170	–
Total non-current assets	非流動資產總額		109,528	21,320
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	21	7,777	5,118
Trade and other receivables	貿易及其他應收款項	22	19,547	38,036
Amount due from a former director	應收前董事款項	23	–	38,682
Cash and cash equivalents	現金及等同現金項目	24	84,909	1,075
Total current assets	流動資產總額		112,233	82,911
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	貿易及其他應付款項	25	29,976	6,232
Amount due to a director	應付一名董事款項	26	–	235
Bank loans due within one year	須於一年內償還之銀行貸款	27	–	13,413
Current tax liabilities	本期稅項負債		16,300	–
Bank overdraft	銀行透支	27	–	4,395
Total current liabilities	流動負債總額		46,276	24,275
<b>Net current assets</b>	<b>流動資產淨值</b>		65,957	58,636
<b>Total assets less current liabilities</b>	<b>資產總值減流動負債</b>		175,485	79,956
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Amount due to ultimate holding company	應付最終控股公司款項		–	336
Amounts due to directors	應付董事款項	26	–	86,036
Bank loans due after one year	須於一年後償還之銀行貸款	27	–	28,601
Convertible note	可換股票據	28	47,618	–
Total non-current liabilities	非流動負債總額		47,618	114,973
<b>TOTAL NET ASSETS/(LIABILITIES)</b>	<b>淨資產/(負債)總額</b>		127,867	(35,017)

## CONSOLIDATED BALANCE SHEET

### 綜合資產負債表

AS AT 31 DECEMBER 2007

於二零零七年十二月三十一日

		Notes 附註	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
<b>Capital and reserves attributable to equity holders of the Company</b>	本公司權益持有人應佔資本及儲備			
Share capital	股本	30	<b>46,160</b>	6,000
Reserves	儲備		<b>80,400</b>	(40,949)
Equity/(deficiency) attributable to equity holders of the Company	分配予本公司權益持有人的權益/(虧絀)		<b>126,560</b>	(34,949)
<b>Minority interests</b>	少數股東權益		<b>1,307</b>	(68)
<b>TOTAL EQUITY</b>	總權益		<b>127,867</b>	(35,017)

The consolidated financial statements on pages 34 to 102 were approved and authorised for issue by the Board of Directors on 18 April 2008 and are signed on its behalf by:

載於第34頁至102頁之綜合財務報表已於二零零八年四月十八日獲董事會批准並授權刊發，由以下人士代表簽署：

**Chan See Kit, Johnny**

*Chairman*

陳思杰

主席

**Chan Chak Mo**

*Managing Director*

陳澤武

董事總經理

## BALANCE SHEET

### 資產負債表

AS AT 31 DECEMBER 2007

於二零零七年十二月三十一日

		Notes 附註	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>			
Interests in subsidiaries	所佔附屬公司權益	35	62,109	—
<b>Current assets</b>	<b>流動資產</b>			
Amounts due from subsidiaries	應收附屬公司款項		36,467	—
Other receivables	其他應收款項	22	222	204
Cash and cash equivalents	現金及等同現金項目		30,152	106
Total current assets	流動資產總額		66,841	310
<b>Current liabilities</b>	<b>流動負債</b>			
Other payables	其他應付款項		4,425	4,150
Total current liabilities	流動負債總額		4,425	4,150
<b>Net current assets/(liabilities)</b>	<b>流動資產/(負債)淨額</b>		62,416	(3,840)
<b>Total assets less current liabilities</b>	<b>資產總值減流動負債</b>		124,525	(3,840)
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Amount due to ultimate holding company	應付最終控股公司款項		—	336
Amounts due to directors	應付董事款項	26	—	76,345
Convertible note	可換股票據	28	47,618	—
Total non-current liabilities	非流動負債總額		47,618	76,681
<b>TOTAL NET ASSETS/(LIABILITIES)</b>	<b>淨資產/(負債)總額</b>		76,907	(80,521)
<b>Capital and reserves attributable to equity holders of the Company</b>	<b>分配予本公司權益持有人之資本及儲備</b>			
Share capital	股本	30	46,160	6,000
Reserves	儲備	31	30,747	(86,521)
<b>TOTAL EQUITY</b>	<b>權益總額</b>		76,907	(80,521)

The financial statements on pages 34 to 102 were approved and authorised for issue by the Board of Directors on 18 April 2008 and are signed on its behalf by:

**Chan See Kit, Johnny**

Chairman

陳思杰

主席

**Chan Chak Mo**

Managing Director

陳澤武

董事總經理

載於第34頁至102頁之綜合財務報表已於二零零八年四月十八日獲董事會批准並授權刊發，由以下人士代表簽署：

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合股權變動報表

FOR THE YEAR ENDED 31 DECEMBER 2007

截至二零零七年十二月三十一日止年度

		Share capital	Share premium	Special reserve <sup>*</sup>	Capital reserve (Note 31)	Employee share-based compensation reserve (Note 31)	Convertible note equity reserve (Note 31)	Foreign exchange reserve (Note 31)	Accumulated losses	Equity attributable to equity holders of the Company	Minority interests	Total
		股本	股份溢價	特殊儲備*	股本儲備 (附註31)	僱員股份酬金開支 (附註31)	可換股票據權益儲備 (附註31)	外匯儲備 (附註31)	累積虧損	分配予本公司權益持有人的權益	少數股東權益	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2006	於二零零六年一月一日	6,000	18,197	34,800	-	-	-	632	(89,773)	(30,144)	-	(30,144)
Translation differences on overseas operations	海外業務換算差額	-	-	-	-	-	-	104	-	104	-	104
Loss for the year	本年度虧損	-	-	-	-	-	-	-	(6,210)	(6,210)	(68)	(6,278)
Contributed by equity holders for the year	年內權益持有人注資	-	-	-	1,301	-	-	-	-	1,301	-	1,301
At 31 December 2006 and 1 January 2007	於二零零六年十二月三十一日及二零零七年一月一日	6,000	18,197	34,800	1,301	-	-	736	(95,983)	(34,949)	(68)	(35,017)
Translation differences on overseas operations	海外業務換算差額	-	-	-	-	-	-	(587)	-	(587)	-	(587)
Loss for the year	本年度虧損	-	-	-	-	-	-	-	(41,516)	(41,516)	5,289	(36,227)
Contributed by equity holders for the year	年內權益持有人注資	-	-	-	9	-	-	-	-	9	-	9
Equity component of convertible note	可換股票據的權益部分											
Issue of new shares	發行新股份	-	-	-	-	-	4,576	-	-	4,576	-	4,576
- on Placing	- 於配售時	20,000	80,000	-	-	-	-	-	-	100,000	-	100,000
- on Subscription	- 於認購時	4,000	16,000	-	-	-	-	-	-	20,000	-	20,000
- on Capitalisation of shareholder's loan	- 於股東貸款資本化時	14,000	56,000	-	-	-	-	-	-	70,000	-	70,000
- on Acquisition of subsidiaries	- 於收購附屬公司時	2,160	8,641	-	-	-	-	-	-	10,801	-	10,801
Expenses incurred in connection with the issue of new shares	發行新股所涉及開支	-	(3,589)	-	-	-	-	-	-	(3,589)	-	(3,589)
Capital injection in subsidiaries by minority interests	少數股東權益向附屬公司注資	-	-	-	-	-	-	-	-	-	10	10
Acquisition of subsidiaries	收購附屬公司	-	-	-	-	-	-	-	-	-	76	76
Dividend paid to minority interests of subsidiaries	派發予附屬公司少數股東權益之股息	-	-	-	-	-	-	-	-	-	(4,000)	(4,000)
Employee share-based compensation benefit	僱員股份酬金福利	-	-	-	-	1,815	-	-	-	1,815	-	1,815
Transfer of reserves	轉撥儲備	-	-	-	32	-	-	-	(32)	-	-	-
At 31 December 2007	於二零零七年十二月三十一日	46,160	175,249	34,800	1,342	1,815	4,576	149	(137,531)	126,560	1,307	127,867

\* The special reserve of the Group represents the difference between the nominal amount of the shares issued by the Company and the aggregate amount of the share capital and share premium of subsidiaries acquired pursuant to a group reorganisation in preparation for the listing of the Company's shares on The Stock Exchange of Hong Kong Limited in 2002.

\* 本集團之特別儲備乃指本集團於二零零二年為籌備本公司股份在香港聯合交易所有限公司上市而進行之集團重組所發行股份面值與所收購附屬公司股本及股份溢價總和之差額。

# CONSOLIDATED CASH FLOW STATEMENT

## 綜合現金流量表

FOR THE YEAR ENDED 31 DECEMBER 2007  
截至二零零七年十二月三十一日止年度

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
<b>Cash flows from operating activities</b>	<b>經營活動所得現金流量</b>		
Loss before income tax expense	除所得稅前虧損	(36,992)	(6,278)
Adjustments for:	就下列項目作出調整：		
Finance income	財務收入	(599)	(1,762)
Finance costs	財務成本	7,635	9,050
Foreign exchange gain	外匯收益	(1,485)	-
Depreciation of property, plant and equipment	物業、廠房及設備折舊	6,319	4,336
Share of loss of an associate	應佔一家聯營公司虧損	22	-
Employee share option benefits	僱員購股權福利	1,815	-
Fair value gain from an investment property	投資物業公允價值收益	(214)	-
Impairment loss on trade receivables	貿易應收款項減值虧損	29,853	-
Impairment loss on amount due from a former director	應收一名前董事款項減值虧損	38,682	-
Impairment loss on inventories	存貨減值虧損	481	-
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	43	-
<b>Operating profit before working capital changes</b>	<b>未計營運資金變動前之經營溢利</b>	<b>45,560</b>	5,346
(Increase)/Decrease in inventories	存貨(增加)/減少	(3,140)	568
Decrease in trade and other receivables	貿易及其他應收款項減少	3,889	368
Increase/(Decrease) in trade and other payables	貿易及其他應付款項增加/(減少)	3,930	(1,032)
<b>Cash generated from operations</b>	<b>經營活動所產生現金</b>	<b>50,239</b>	5,250
Income taxes paid	已付所得稅	(44)	-
<b>Net cash from operating activities</b>	<b>經營活動所得現金淨額</b>	<b>50,195</b>	5,250
<b>Investing activities</b>	<b>投資活動</b>		
Interest received	所收利息	599	4
Purchases of property, plant and equipment	購置物業、廠房及設備	(28,359)	(5,379)
Purchase of an investment property	購買一項投資物業	(3,546)	-
Proceeds from sale of property, plant and equipment	出售物業、廠房及設備所得款項	316	-
Acquisition of subsidiary, net of cash acquired	收購附屬公司，已扣除已購入現金	22,251	-
Increase in pledged bank balances	已抵押銀行結餘增加	(3,227)	-
Loan to an associate	貸款予一家聯營公司	(178)	-
Payments for acquisition of interest in an associate	收購一家聯營公司權益付款	(14)	-
<b>Net cash used in investing activities</b>	<b>投資活動所用現金淨額</b>	<b>(12,158)</b>	(5,375)



## CONSOLIDATED CASH FLOW STATEMENT

### 綜合現金流量表

FOR THE YEAR ENDED 31 DECEMBER 2007

截至二零零七年十二月三十一日止年度

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
<b>Financing activities</b>	<b>融資活動</b>		
Proceeds from issuance of shares	發行股份所得款項	120,000	–
Proceeds from bank borrowings	銀行借貸所得款項	50,000	–
Proceeds from issuance of shares to minority interests by subsidiaries	附屬公司向少數股東權益發行股份所得款項	10	–
Payment of expenses incurred in connection with the issue of shares	發行股份所涉及開支付款	(3,589)	–
Dividends paid to minority shareholders	派發予少數股東的股息	(4,000)	–
Repayment to directors	還款予董事	(16,548)	–
Amounts contributed by equity holders	權益持有人注資額	9	1,301
Repayment of bank borrowings	償還銀行貸款	(92,014)	(9,872)
Repayment to ultimate holding company	償還最終控股公司款項	(336)	(6,616)
Interest paid	已付利息	(6,749)	(4,654)
Advances from directors	董事墊款	–	15,940
<b>Net cash flows from/(used in) financing activities</b>	<b>融資活動所得/(所用)現金流量淨額</b>	<b>46,783</b>	<b>(3,901)</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>現金及等同現金項目增加/(減少)淨額</b>	<b>84,820</b>	<b>(4,026)</b>
<b>Cash and cash equivalents at 1 January</b>	<b>於一月一日之現金及等同現金項目</b>	<b>(3,320)</b>	<b>641</b>
<b>Effect of exchange rate changes on cash and cash equivalents</b>	<b>匯率變動對現金及等同現金項目之影響</b>	<b>182</b>	<b>65</b>
<b>Cash and cash equivalents at 31 December</b>	<b>於十二月三十一日之現金及等同現金項目</b>	<b>81,682</b>	<b>(3,320)</b>
<b>Analysis of the balances of cash and cash equivalents</b>	<b>現金及等同現金項目結餘分析</b>		
Bank balances and cash	銀行結餘及現金	84,909	1,075
Bank overdraft	銀行透支	–	(4,395)
Pledged bank balances	已抵押銀行結餘	(3,227)	–
		<b>81,682</b>	<b>(3,320)</b>

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

FOR THE YEAR ENDED 31 DECEMBER 2007  
截至二零零七年十二月三十一止年度

### 1. GENERAL

Inново Leisure Recreation Holdings Limited (the “Company”) is a public limited company incorporated in Bermuda. Its shares are listed in The Stock Exchange of Hong Kong Limited. Its registered office and principal place of business are at Room 1409, West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong. The Group, comprising the Company and its subsidiaries, is engaged in the operations of food and beverage, and carnival amusement parks.

### 2. ADOPTION OF NEW OR REVISED HONG KONG FINANCIAL REPORTING STANDARDS

(a) In the current year, the Group has applied all the new and revised standards, amendments and interpretations (“new HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), that are relevant to its operation and effective for the current accounting period of the Group and the Company.

The adoption of these new HKFRSs did not affect recognition or measurement of the amounts recognised in the financial statements for the current or prior accounting periods.

However, the adoption of “HKFRS 7 Financial instruments: Disclosure” and “Amendment to Hong Kong Accounting Standards (“HKAS”) 1 Presentation of financial statements: Capital disclosures” resulted a much extensive disclosures in respect of financial instruments and an additional disclosure on capital management policy respectively. Comparative information has been restated to achieve a consistent presentation or included to reflect the new requirements.

### 1. 一般資料

澤新遊樂控股有限公司(「本公司」)為於百慕達註冊成立之有限公司，其股份於香港聯合交易所有限公司上市。本公司之註冊辦事處及主要營業地點為香港干諾道中200號信德中心西翼1409室。本集團(包括本公司及其附屬公司)從事食物及飲品以及嘉年華會遊樂園業務。

### 2. 應用新訂或經修訂香港財務報告準則

(a) 於本年度，本集團已採納香港會計師公會(「香港會計師公會」)頒佈一切與其業務相關且於本集團及本公司現行會計期間生效之新訂及經修訂準則、修訂及詮釋(「新香港財務報告準則」)。

採納該等新香港財務報告準則對確認或計量現行或過往會計期間財務報表所呈列金額並無影響。

然而，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(「香港會計準則」)第1號修訂—財務報告呈列：資本披露」分別導致需要就金融工具作出更詳盡披露及就資本管理政策作出額外披露。比較資料已經重列或載入，令呈列方式貫徹一致及反映新規定。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

FOR THE YEAR ENDED 31 DECEMBER 2007

截至二零零七年十二月三十一止年度

## 2. ADOPTION OF NEW OR REVISED HONG KONG FINANCIAL REPORTING STANDARDS – continued

### (b) Potential impact arising on the new accounting standards not yet effective

The Group has not yet applied the following new or revised HKFRSs that have been issued but are not yet effective. The directors of the Company anticipated that the application of these new or revised HKFRSs will have no material impact of the financial statements of the Group.

HKAS 1 (Revised)	Presentation of Financial Statements <sup>2</sup>
HKAS 23 (Revised)	Borrowing Costs <sup>2</sup>
HKAS 27 (Revised)	Consolidated and Separate Financial Statements <sup>1</sup>
HKFRS 2 (Amendment)	Share-based Payments – Vesting Conditions and Cancellations <sup>2</sup>
HKFRS 3 (Revised)	Business Combinations <sup>1</sup>
HKFRS 8	Operating Segments <sup>2</sup>
HK(IFRIC) – Interpretation 11	Group and Treasury Share transactions <sup>5</sup>
HK(IFRIC) – Interpretation 12	Service Concession Arrangements <sup>4</sup>
HK(IFRIC) – Interpretation 13	Customer Loyalty Programmes <sup>3</sup>
HK(IFRIC) – Interpretation 14	HKAS 19 – The Limit on a Defined Benefit Asset, Minimum Fund Requirements and their interaction <sup>4</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 July 2009

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2009

<sup>3</sup> Effective for annual periods beginning on or after 1 July 2008

<sup>4</sup> Effective for annual periods beginning on or after 1 January 2008

<sup>5</sup> Effective for annual periods beginning on or after 1 March 2007

## 2. 應用新訂或經修訂香港財務報告準則 – 續

### (b) 尚未生效之新訂會計準則可能引致之影響

本集團並未採用下列已頒佈但尚未生效之新訂或經修訂香港財務報告準則。本公司董事預期採用該等新訂或經修訂香港財務報告準則對本集團財務報表不會有重大影響。

香港會計準則第1號 (經修訂)	財務報告呈列 <sup>2</sup>
香港會計準則第23號 (經修訂)	借貸成本 <sup>2</sup>
香港會計準則第27號 (經修訂)	綜合及獨立財務報表 <sup>1</sup>
香港財務報告準則第2號 (修訂本)	股份付款 – 歸屬條件及註銷 <sup>2</sup>
香港財務報告準則第3號 (經修訂)	業務合併 <sup>1</sup>
香港財務報告準則第8號	經營分部 <sup>2</sup>
香港(國際財務報告詮釋委員會) – 詮釋第11號	集團及庫存股份交易 <sup>5</sup>
香港(國際財務報告詮釋委員會) – 詮釋第12號	服務經營權安排 <sup>4</sup>
香港(國際財務報告詮釋委員會) – 詮釋第13號	忠實顧客 <sup>3</sup>
香港(國際財務報告詮釋委員會) – 詮釋第14號	香港會計準則第19號 – 界定福利資產限額、最低資金規定及其相互關係 <sup>4</sup>

<sup>1</sup> 自二零零九年七月一日或之後開始的年度期間生效

<sup>2</sup> 自二零零九年一月一日或之後開始的年度期間生效

<sup>3</sup> 自二零零八年七月一日或之後開始的年度期間生效

<sup>4</sup> 自二零零八年一月一日或之後開始的年度期間生效

<sup>5</sup> 自二零零七年三月一日或之後開始的年度期間生效

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

FOR THE YEAR ENDED 31 DECEMBER 2007

截至二零零七年十二月三十一止年度

### 3. BASIS OF PREPARATION

#### (a) Statement of compliance

The consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), Hong Kong Accounting Standards (“HKASs”) and Interpretations (hereinafter collectively referred to as the “HKFRSs”) issued by the “HKICPA”. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and by the Hong Kong Companies Ordinance.

#### (b) Basis of measurement

The financial statements have been prepared under the historical cost basis except for investment property, which is carried at fair value.

#### (c) Use of estimate and judgments

The preparation of financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgment or complexity or areas where assumptions and estimates are significant to the financial statements are disclosed in note 41.

#### (d) Functional and presentation currency

The functional currency of the Company is Hong Kong dollars while the functional currencies of its subsidiaries in the Mainland China, Macau and Hong Kong are Renminbi, Macau Patacas and Hong Kong dollars respectively. The consolidated financial statements are presented in Hong Kong dollars for the convenience of the readers.

### 3. 編製基準

#### (a) 合規聲明

綜合財務報表乃根據香港會計師公會頒佈之一切適用香港財務報告準則(「香港財務報告準則」)、香港會計準則(「香港會計準則」)及詮釋(以下統稱為「香港財務報告準則」)編製。此外，綜合財務報表載有香港聯合交易所有限公司證券上市規則及公司條例所規定之披露事項。

#### (b) 編製基準

除投資物業按公允價值列賬外，財務報表乃按歷史成本基準編製。

#### (c) 使用估計及判斷

編製符合香港財務報告準則的財務報表需要使用若干主要會計估算。管理層在應用本集團會計政策過程中亦需作出判斷。涉及需要較多判斷或較為複雜的範疇，或涉及對財務報表屬重大假設和估算的範疇，在財務報表附註41中披露。

#### (d) 功能及呈報貨幣

本公司之功能貨幣為港元，而於中國大陸、澳門及香港之功能貨幣分別為人民幣、澳門元及港元。為方便讀者理解，綜合財務報表以港元呈列。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

FOR THE YEAR ENDED 31 DECEMBER 2007

截至二零零七年十二月三十一止年度

#### 4. PRINCIPAL ACCOUNTING POLICIES

##### (a) Basis of consolidation

The consolidated financial statements comprise of the financial statement of the Company and its subsidiaries (“the Group”) as at 31 December each year. Subsidiaries are fully consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. Inter-company transactions and balances between group companies are therefore eliminated in full.

On acquisition, the assets and liabilities of the relevant subsidiaries are measured at their fair values at the date of acquisition. The interest of minority shareholders is stated at the minority’s proportion of the fair values of the assets and liabilities recognised.

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, investments in subsidiaries are stated at cost less impairment loss, if any.

#### 4. 主要會計政策

##### (a) 綜合基準

綜合財務報表包括本公司及其附屬公司(「本集團」)於每年十二月三十一日之財務報表。附屬公司於收購日期(即本集團取得控制權日期)全面綜合入賬，並將繼續綜合入賬，直至該控制權終結為止。集團公司間之交易及結餘因此已全數對銷。

於進行收購時，有關附屬公司之資產及負債乃按其於收購日期之公允價值計量，少數股東所佔權益乃按少數股東在已確認資產及負債公允價值所佔之比例列賬。

少數股東權益是指並非由本公司直接或透過附屬公司擁有之權益所佔附屬公司資產淨值之部分，就此而言，本集團並無與該等權益之持有人協定任何額外條款，以致本集團整體須承擔該等權益就財務負債所界定之合約責任。少數股東權益在綜合資產負債表之權益項目中與本公司股東應佔權益分開列示；而少數股東所佔本集團業績之權益，則在綜合收益表內列為在少數股東權益與本公司權益擁有人之間分配之年內溢利及虧損總額。

如果少數股東應佔之虧損超過其所佔附屬公司股本權益之權益，超額部分和任何歸屬於少數股東之進一步虧損，便會沖減本集團所佔權益；但如少數股東須承擔具有約束力之義務並有能力彌補虧損則除外。附屬公司所有其後溢利均會分配予本集團，直至本集團收回以往承擔之少數股東應佔虧損為止。

於本公司之資產負債表，於附屬公司之權益乃按成本扣除減值虧損(如有)列賬。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

FOR THE YEAR ENDED 31 DECEMBER 2007

截至二零零七年十二月三十一止年度

#### 4. PRINCIPAL ACCOUNTING POLICIES – *continued*

##### (b) Subsidiaries

A subsidiary is an entity over which the Company is able to exercise control. Control is achieved where the Company, directly or indirectly, 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.

##### (c) Associates

Where the Group has the power to participate in (but not control) the financial and operating policy decisions of another entity, that another entity is classified as an associate. Associates are accounted for using the equity method, whereby they are initially recognised in the consolidated balance sheet at cost and thereafter, their carrying values are adjusted for the Group's share of the post-acquisition change in the associates' net assets – except that losses in excess of the Group's interest in the associate are not recognised unless there is an obligation to make good those losses.

Profits and losses arising on transactions between the Group and its associates are recognised only to the extent of unrelated investors' interests in the associate. The investor's share in the associate's profits and losses resulting from these transactions is eliminated against the carrying value of the associate.

Any premium paid for an associate above the fair value of the Group's share of the identifiable assets, liabilities and contingent liabilities acquired is capitalised and included in the carrying amount of the associate and subject to impairment in the same way as goodwill arising on a business combination.

#### 4. 主要會計政策 – 續

##### (b) 附屬公司

附屬公司乃指本公司控制之公司。控制乃指本公司有權直接或間接管理一家實體之財務及經營之決策，以於其業務中獲取利益。於評估控制時，已計及當前可行使之潛在投票權。

##### (c) 聯營公司

倘本集團有權參與（並非控制）另一間實體之財務及營運政策決策，則該實體被歸類為聯營公司。聯營公司採用權益法列賬，初步按成本於綜合資產負債表確認，此後其賬面值在本集團應佔聯營公司資產淨值內就本集團應佔收購後變動進行調整，惟超出本集團於聯營公司權益之虧損不予確認，除非有責任補償該等虧損則除外。

本集團與其聯營公司間進行交易所產生之溢利及虧損以無關連投資者於聯營公司之權益為限確認。該投資者應佔聯營公司於該等交易產生溢利及虧損，與聯營公司賬面值對銷。

本集團就聯營公司支付之任何超出本集團應佔所收購可識別資產、負債及或然負債公允價值之溢價，均予以資本化，計入聯營公司之賬面值，並須以業務合併產生之商譽所用相同方式減值。

## NOTES TO THE FINANCIAL STATEMENTS

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#### 4. PRINCIPAL ACCOUNTING POLICIES – *continued*

##### (d) Goodwill

Goodwill represents the excess of the cost of a business combination over the interest in the fair value of identifiable assets, liabilities and contingent liabilities acquired. Cost comprises the fair values of assets given, liabilities assumed and equity instruments issued, plus any direct costs of acquisition.

Goodwill is capitalised as a separate asset with any impairment in carrying value being charged to the consolidated income statement.

Where the fair value of identifiable assets, liabilities and contingent liabilities exceed the fair value of consideration paid, the excess is credited in full to the consolidated income statement.

For the purpose of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units that are expected to benefit from the synergies of the acquisition. A cash-generating unit to which goodwill has been allocated is tested for impairment annually, and whenever there is an indication that the unit may be impaired.

For goodwill arising on an acquisition in a financial year, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that financial year. When the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated to reduce the carrying amount of any goodwill allocated to the unit first, and then to the other assets of the unit pro rate on the basis of the carrying amount to each asset in the unit. Any impairment loss for goodwill is recognised directly in the consolidated income statement. An impairment loss for goodwill is not reversed in subsequent periods.

##### (e) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses at the balance sheet date.

#### 4. 主要會計政策 – 續

##### (d) 商譽

商譽指業務合併成本超出所收購可識別資產、負債及或然負債公允價值之權益之部分。成本則由收購時所支付資產、所承擔負債及所發行股本工具加任何直接成本之公允價值組成。

商譽作為獨立資產予以資本化，其賬面值之任何減值會於綜合收益表扣除。

倘可識別資產、負債及或然負債之公允價值超出已付代價之公允價值，則超出部分全數計入綜合收益表。

就減值測試而言，因收購而產生之商譽乃分配至預計可從收購之協同效益受惠之各有關現金產生單位。獲分配商譽之現金產生單位每年及每當有跡象顯示該單位可能出現減值時，會測試其有否減值。

就於某一財政年度進行收購產生之商譽而言，已獲分配商譽之現金產生單位會於該財政年度完結之前進行減值測試。當現金產生單位之可收回數額少於該單位之賬面值時，會分配有關減值虧損以首先減低分配予該單位之任何商譽之賬面值，其後根據該單位各資產之賬面值按比例地減低分配予該單位之其他資產。商譽之任何減值虧損直接於綜合收益表確認。商譽之減值虧損於確認後不會在隨後期間撥回。

##### (e) 物業、廠房及設備

物業、廠房及設備乃按成本減於結算日之累計折舊及累計減值虧損列賬。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

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#### 4. PRINCIPAL ACCOUNTING POLICIES – *continued*

##### (e) Property, plant and equipment – *continued*

Construction in progress is stated at cost less any accumulated impairment losses. Costs includes all construction costs and other direct costs, including borrowing costs capitalised, attributable to the construction in progress. They are not depreciated until completion of construction. Costs of completed construction works are transferred to the appropriate categories of property, plant and equipment.

Property, plant and equipment are depreciated so as to write off their cost net of expected residual value over their estimated useful lives on a straight-line basis. The useful lives, residual value and depreciation method are reviewed, and adjusted if appropriate, at each balance sheet date. The useful lives are as follows:

Leasehold improvements	Over the shorter of remaining life of the leases or 5 years
Amusement rides and machines	5 – 8 years
Office fixtures and equipment	2 – 5 years
Kitchen utensils and supplies	5 years

The gain or loss on disposal of an item of property, plant and equipment other than leasehold building is the difference between the net sale proceeds and its carrying amount, and is recognised in the income statement on disposal.

##### (f) Investment properties

Investment properties are interests in land and buildings (including the leasehold interest under an operating lease for property which would otherwise meet the definition of an investment property) held to earn rental income and/or for capital appreciation rather than occupied by the Group for use in production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business.

Investment properties are carried at fair value, which reflect market conditions at the balance sheet date. Change in fair value are recognised in the income statement. Gain or loss on disposal of investment property is the difference between the net sale proceeds and its carrying amount, and is recognised in the income statement on disposal.

#### 4. 主要會計政策 – 續

##### (e) 物業、廠房及設備 – 續

在建工程按成本減任何累計減值虧損入賬。成本乃指一切建築成本及其他有關在建工程之直接成本，包括撥充資本之借貸成本，在建築工程完成前概不攤銷。已竣工建築工程之成本轉撥至物業、廠房及設備下之適當類別。

物業、廠房及設備之折舊乃於其餘下估計可使用年內採用直線法撇銷其成本(減估計剩餘價值)可使用年期及剩餘價值於各個結算日檢討及調整(如適用)。可使用年期如下：

租賃裝修	按租約餘下年期或5年(以較短者為準)
機動遊戲及遊戲機	5–8年
辦公室裝置及設備	2–5年
廚房用具及供應品	5年

出售租賃樓宇以外之物業、廠房及設備項目時，其損益乃銷售所得款項淨額與賬面值之差額，在出售時於收益表確認。

##### (f) 投資物業

投資物業乃持作賺取租金收入及/或作資本增值之土地及樓宇權益(包括可能符合投資物業定義之物業經營租賃下之租賃權益)，而並非由本集團佔用作生產或供應貨品或服務或作為行政用途，或於日常業務中出售。

投資物業以反映結算日市況之公允價值列賬，公允價值變動於收益表確認。出售投資物業之損益指銷售所得款項淨額與其賬面值之差額，乃於出售時在收益表確認。



## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

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#### 4. PRINCIPAL ACCOUNTING POLICIES – *continued*

##### (g) Financial Instruments

###### (i) Financial assets

Loans and receivables: These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of goods and services to customers (trade debtors), but also incorporate other types of contractual monetary asset. At each balance sheet date subsequent to initial recognition, they are carried at amortised cost using the effective interest method, less any identified impairment losses.

###### (ii) Impairment loss on financial assets

Objective evidence that the asset is impaired includes observable data that comes to the attention of the Group includes the following loss events:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- granting concession to a debtor because of debtors' financial difficulty;
- it becoming probable that the debtor will enter bankruptcy or other financial reorganization.

#### 4. 主要會計政策 – 續

##### (g) 財務工具

###### (i) 財務資產

貸款及應收款項：此等資產為附有固定或可訂定付款數額而並無在活躍市場上提供報價之非衍生財務資產，主要透過向客戶提供貨品及服務而產生（貿易債務人），但亦涵蓋其他具有合約性之貨幣資產類別。於首次確認後之每個結算日，該等資產採用實際利率法按攤銷成本減任何已確定之減值虧損列賬。

###### (ii) 財務資產減值虧損

資產已出現減值之客觀證據包括集團察覺到有關以下虧損事件的明顯數據：

- 債務人出現重大財政困難；
- 違反合約，如逾期交付或拖欠支付利息或本金；
- 由於債務人出現財政困難而給予債務人優惠條件；
- 債務人有可能破產或進行其他財務重組。

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### 財務報表附註

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#### 4. PRINCIPAL ACCOUNTING POLICIES – *continued*

##### (g) Financial Instruments – *continued*

###### (ii) *Impairment loss on financial assets – continued*

An impairment loss is recognised in the income statement when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate. The carrying amount of financial asset is reduced through the use of an allowance account. When any part of financial asset is determined as uncollectible, it is written off against the allowance account for the relevant financial asset.

Impairment losses are reversed in subsequent periods when an increase in the asset's recoverable amount can be related objectively to an event occurring after the impairment was recognised, subject to a restriction that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

###### (iii) *Financial liabilities*

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

Bank borrowings and the debt element of convertible note issued by the Group are initially recognised at the amount advanced net of any transaction costs directly attributable to the issue of the instrument. Such interest bearing liabilities are subsequently measured at amortised cost using the effective interest rate method, which ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried in the balance sheet. "Interest expense" in this context includes initial transaction costs and premium payable on redemption, as well as any interest or coupon payable while the liability is outstanding.

#### 4. 主要會計政策 – 續

##### (g) 財務工具 – 續

###### (ii) *財務資產減值虧損 – 續*

當有客觀證據顯示資產已減值時，於收益表內確認減值虧損，並且按照資產賬面金額與按原有實際利率折現之估計未來現金流量之現值之差額衡量減值虧損。財務資產賬面金額乃透過撥備賬扣減。倘財務資產任何部分無法收回，則與相關財務資產之撥備賬對銷。

當資產之可收回數額增加在客觀上與確認減值後所發生之事件有關，減值虧損會於其後期間撥回，惟規定資產在撥回減值當日之賬面值，不得超過如無確認減值原應有之攤銷成本。

###### (iii) *財務負債*

貿易及其他應付款項初步以公允價值確認，其後按攤銷成本以實際利率計量。

銀行借貸及本集團所發行可換股債券之債務部分，將首先以貸款金額減發行財務工具所產生的直接交易成本確認。該等計息負債其後採用實際利息法按攤銷成本入賬，以確保期內任何還款利息支出就資產負債表當中所列負債餘額形成穩定利率。本文中「利息支出」包括交易成本、贖回時應付溢價以及任何負債未償還時的利息或票息。

## NOTES TO THE FINANCIAL STATEMENTS

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#### 4. PRINCIPAL ACCOUNTING POLICIES – *continued*

##### (g) Financial Instruments – *continued*

###### (iv) *Convertible note*

Convertible note issued by the Group that contain both the liability and conversion option components is classified separately into their respective items on initial recognition. Conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is classified as an equity instrument.

On initial recognition, the fair value of the liability component is determined using the prevailing market interest of similar non-convertible debts. The difference between the proceeds of the issue of the convertible note and the fair value assigned to the liability component, representing the conversion option for the holder to convert the note into equity, is included in equity (convertible note equity reserve).

In subsequent periods, the liability component of the convertible note is carried at amortised cost using the effective interest method. The equity component, represented by the option to convert the liability component into ordinary shares of the Company, will remain in convertible note equity reserve until the embedded option is exercised (in which case the balance stated in convertible note equity reserve will be transferred to share premium). Where the option remains unexercised at the expiry dates, the balance stated in convertible note equity reserve will be released to the retained profits. No gain or loss is recognised in the income statement upon conversion or expiration of the option.

#### 4. 主要會計政策 – 續

##### (g) 財務工具 – 續

###### (iv) *可換股票據*

本公司發行附有負債及換股權之可換股貸款票據，於初步確認時分類為個別項目。換股權將以固定金額現金或另一項財務資產交換固定數量之本公司股本工具結付。

初步確認時，負債部分之公允價值乃以類似非可換股債務之當前市場利率釐定。發行可換股票據之所得款項與負債部分獲指定之公允價值之間差額，指持有人轉換票據為權益之換股權，計入權益內(可換股票據權益儲備)。

於往後期間，可換股票據之負債部分以實際利率法按攤銷成本列帳。股本部分(即將負債轉換為本公司普通股之換股權)仍將附於可換股票據，直至內含換股權獲行使為止，在此情況下，可換股票據權益儲備所列結餘將轉撥至股份溢價。倘換股權於屆滿日期尚未行使，則於可換股票據股本儲備所列結餘，將會轉至保留溢利。於換股權獲轉換或屆滿時，將不會於收益表確認損益。

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#### 4. PRINCIPAL ACCOUNTING POLICIES – *continued*

##### (g) Financial Instruments – *continued*

###### (v) *Derecognition*

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the investment expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKAS 39.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires.

##### (h) Impairment of other assets

At each balance sheet date, the Group reviews the carrying amounts of the following assets to determine whether there is any indication that those assets have suffered an impairment loss or an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment under cost model;
- interests in subsidiaries; and
- interest in an associate

If the recoverable amount (i.e. the greater of the fair value less costs to sell and value in use) of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately.

#### 4. 主要會計政策 – 續

##### (g) 財務工具 – 續

###### (v) 解除確認

倘涉及投資之未來現金流量之合約權利屆滿，或倘財務資產已經轉讓，而有關轉讓符合香港會計準則第39號之解除確認標準，則本集團可解除確認該項財務資產。

財務負債於有關合約內指定之責任獲履行、註銷或屆滿時解除確認。

##### (h) 其他資產減值

於各結算日，本集團審閱以下資產之賬面值，以釐定是否有跡象顯示該等資產出現減值虧損或以往確認之減值虧損不再出現或有所減少：

- 物業、廠房及設備(按成本模式)；
- 於附屬公司之權益；及
- 於聯營公司之權益

倘資產之可收回金額(即公允價值減銷售成本與使用價值之較高者)估計低於其賬面值，則該資產之賬面值將減至其可收回金額。減值虧損即時確認為開支。

當減值虧損於其後撥回，該資產之賬面值乃增加至其可收回金額修訂後之估計數額，惟就此增加之賬面值並不超出於往年間並未確認減值虧損之原應釐定賬面值。減值虧損撥回即時確認為收入。

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### 財務報表附註

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#### 4. PRINCIPAL ACCOUNTING POLICIES – *continued*

##### (i) Inventories

Inventories are initially recognised at cost, and subsequently at the lower of cost and net realisable value. Cost comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost of inventories for carnival amusement parks and restaurants are calculated using the weighted average method and first-in first-out method respectively. Net realisable value represents 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.

##### (j) Revenue recognition

Income from operation of carnival amusement parks are recognised when the tickets and tokens are sold to customers and when services are provided.

Income from sales of food and beverages are recognized in the income statement at the point of sale to customers.

##### (k) Income taxes

Income taxes for the year comprise current tax and deferred tax.

Current tax is based on the profit or loss from ordinary activities adjusted for items that are non-assessable or disallowable for income tax purposes and is calculated using tax rates that have been enacted or substantively enacted at the balance sheet date.

#### 4. 主要會計政策 – 續

##### (i) 存貨

存貨初步按成本確認，其後按成本或可變現淨值兩者中之較低值確認。成本包括一切採購成本、轉換成本及將存貨送至現有地點及達致現有狀況所需之其他成本。嘉年華會遊樂園及餐廳之存貨成本，分別按加權平均法及先入先出法計算。可變現淨值指日常業務過程中之估計售價減完成之估計成本以及進行銷售必要之估計成本。

##### (j) 收益確認

嘉年華會遊樂園業務之收入於向客戶出售門票及代币以及提供服務時確認。

食物及飲品收入於向客戶作出銷售時於收益表確認。

##### (k) 所得稅

所得稅包括本期稅項及遞延稅項。

本期稅項根據日常業務所產生之損益(已就毋須課所得稅或不獲寬減之項目作出調整)徵收，採用於結算日當日已經生效或實質上經已生效之稅率計算。

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#### 4. PRINCIPAL ACCOUNTING POLICIES – *continued*

##### (k) Income taxes – *continued*

Deferred tax arises from temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for tax purposes and is accounted for using the balance sheet liability method. Except for recognised assets and liabilities that affect neither accounting nor taxable profits, deferred tax liabilities are recognised for all temporary differences. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Deferred tax is measured at the tax rates expected to apply in the period when the liability is settled or the asset is realised based on tax rates that have been enacted or substantively enacted at the balance sheet date.

Income taxes are recognised in the income statement except when they relate to items directly recognised to equity in which case the taxes are also directly recognised in equity.

##### (l) Employee benefits

###### (i) *Defined contribution pension plan*

The Group participates in a Mandatory Provident Fund Scheme (the “Scheme”) for all qualifying employees in Hong Kong. The assets of the Scheme are held separately from those of the Group in funds under the control of trustee. The Group contributes 5% of relevant payroll costs to the Scheme.

Obligations for contributions to defined contribution pension plan are recognised as an expense in the income statement as incurred.

###### (ii) *Employee entitlements*

Employee entitlements to annual leave and long service payment are recognised when they accrue to the employees. A provision is made for the estimated liability for annual leave and long service payment as a result of service rendered by employees up to the balance sheet date.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

#### 4. 主要會計政策 – 續

##### (k) 所得稅 – 續

由於就財務申報釐定資產及負債之賬面值與報稅所用相應金額之間出現暫時差異，因而出現遞延稅項，遞延稅項採用資產負債表負債法入賬。除不影響入賬或應課稅溢利之已確認資產及負債外，所有暫時性差異均確認為遞延稅項負債。遞延稅項資產只在應課稅溢利可用於抵銷暫時性差異之情況下始予確認。遞延稅項按預計於清償負債或變現資產之期間內適用之稅率計量，而所依據之稅率於結算日當日已經生效或實質上已經生效。

所得稅在收益表中確認，惟倘涉及已直接確認為權益之項目，則有關稅項亦直接確認為權益。

##### (l) 僱員福利

###### (i) *定額供款退休金計劃*

本集團為香港所有合資格僱員參與強制性公積金計劃（「該計劃」）。該計劃之資產獨立於本集團之資產，由受託人控制之基金持有。本集團向該計劃作出相當於有關薪金成本5%之供款。

界定供款退休金計劃之供款責任，於產生時在收益表確認為開支。

###### (ii) *僱員享有之權利*

僱員可享有之年假及長期服務金，於僱員獲得有關福利時確認。僱員就截至結算日止所提供服務而可享有年假及長期服務金之估計負債均作出撥備。

僱員可享有之病假及產假於休假時始予確認。

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#### 4. PRINCIPAL ACCOUNTING POLICIES – *continued*

##### (l) Employee benefits – *continued*

###### (iii) Termination benefits

Termination benefits are recognised when, and only when, the Group demonstrably commits itself to terminate employment or to provide benefits as a result of voluntary redundancy by having a detailed formal plan which is without realistic possibility of withdrawal.

##### (m) Operating lease

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Rental income from operating leases is recognised in the income statement on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense over the lease term on the same basis as rental income.

Rentals payable under operating lease are charged to the income statement on a straight-line basis over the lease term.

##### (n) Foreign currency

Transactions entered into by Group entities in currencies other than the currency of the primary economic environment in which it operates (the “functional currency”) are recorded at the rates ruling when the transactions occur. Foreign currency monetary assets and liabilities are translated at the rates ruling at the balance sheet date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

#### 4. 主要會計政策 – 續

##### (l) 僱員福利 – 續

###### (iii) 終止福利

終止福利僅於本集團明確承諾終止聘用，或就根據詳細正式而撤銷可能性不大(不會更改)的自願離職計劃而提供福利時予以確認。

##### (m) 經營租約

凡根據租約轉讓條款，將資產擁有權之絕大部分風險及回報轉讓予承租人，則分類為融資租約。所有其他租約均列作經營租約。

經營租約之租金收入按直線法在有關租約期內在收益表中確認。就磋商及安排經營租約產生之初期直接費用將加入租賃資產之賬面值，並按照與租金收入相同之基準，以直線法在租賃期內確認為開支。

經營租約項下之應付租金按租賃年期以直線法在收益表內扣除。

##### (n) 外幣

本集團旗下實體以其營業所在主要經濟環境之流通貨幣(「功能貨幣」)以外其他貨幣進行之交易乃按交易當日之匯率入賬。以外幣為單位之貨幣資產及負債按結算日之匯率換算。以外幣按公允價值計量之非貨幣項目乃按釐定公允價值當日之匯率換算。以外幣按歷史成本計量之非貨幣項目不會重新換算。

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#### 4. PRINCIPAL ACCOUNTING POLICIES – *continued*

##### (n) Foreign currency – *continued*

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in the income statement in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in the income statement for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in equity, in which case, the exchange differences are also recognised directly in equity.

On consolidation, the results of foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the rates approximating to those ruling when the transactions took place are used. All assets and liabilities of foreign operations are translated at the rate ruling at the balance sheet date. Exchange differences arising on translating the opening net assets at opening rate and the results of foreign operations at actual rate are recognised directly in equity (the “foreign exchange reserve”). Exchange differences recognised in the income statement of group entities’ separate financial statements on the translation of long-term monetary items forming part of the Group’s net investment in the foreign operation concerned are reclassified to the foreign exchange reserve.

On disposal of a foreign operation, the cumulative exchange differences recognised in the foreign exchange reserve relating to that operation up to the date of disposal are transferred to the income statement as part of the profit or loss on disposal.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation on or after 1 January 2005 are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the balance sheet date. Exchange differences arising are recognised in the foreign exchange reserve.

#### 4. 主要會計政策 – 續

##### (n) 外幣 – 續

於結算及換算貨幣項目所產生的匯兌差異，於其產生期間在收益表內確認。換算非貨幣項目所產生的匯兌差異，以公允價值計入期內收益表內，惟重新換算非貨幣項目產生之盈虧差異直接於權益內確認，在此情況下，匯兌差異直接於權益內確認。

於綜合賬目時，海外業務之業績按年內平均匯率兌換為本集團呈報貨幣港元，除非期內匯率波幅嚴重，在此情況下，則使用進行交易時之概約匯率。海外業務所有資產及負債按結算日之匯率換算。按期初匯率換算期初資產淨值與按實際匯率換算海外業務業績所產生匯兌差額，直接確認為權益（「外匯儲備」）。因換算屬於本集團於海外業務投資淨額之長期貨幣項目之匯兌差額，在集團旗下實體之獨立財務報表之收益表中確認，均重新歸類為外匯儲備。

於出售海外業務時，外匯儲備內確認該業務截至出售日期止之累計匯兌差額將轉至收益表，作為出售溢利或虧損之一部分。

於二零零五年一月一日或以後，於收購海外業務時產生之有關所收購可識別資產的商譽及公允價值調整乃視為該海外業務的資產及負債，並按於結算日之適用匯率進行換算。所產生之匯兌差額於外匯儲備確認。



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#### 4. PRINCIPAL ACCOUNTING POLICIES – *continued*

**(o) Share based payments**

Where share options are awarded to employees, the fair value of the options at the date of grant is charged to the income statement over the vesting period with a corresponding increase in the employee share based compensation reserve within equity.

**(p) Provisions and contingent liabilities**

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event, which will probably result in an outflow of economic benefits that can be reasonably estimated.

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, the existence of which 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.

**(q) Segment reporting**

A segment is a distinguishable component of the Group that is engaged either in providing products or services (business segment), or 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 business segment information as the primary reporting format and geographical 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.

#### 4. 主要會計政策 – 續

**(o) 股份支出**

倘授出購股權予僱員，則購股權於授出日期之公允價值於歸屬期自收益表扣除，而權益項下僱員股份酬金儲備將會相應增加。

**(p) 準備及或然負債**

倘負債之限期或數額不確定，但有可能因過去事項導致本集團須承擔法律或推定義務，且須付出可合理估計之經濟利益，必須確認負債準備。

倘可能不需要付出經濟利益，或不能對金額作可靠估計，除非付出之機會極微，則此項責任會被視作或然負債披露。除非付出機會極微，潛在責任在會否發生一項或多項未來事件始能肯定情況下以或然負債披露。

**(q) 分部報告**

分部乃指本集團可區分之部分，包括提供之產品或服務(業務分部)或提供產品或服務之特定經濟環境(地區分部)，風險及利益均有別於其他分部。

根據本集團之內部財務申報制度，本集團於該等財務報表選擇業務分部資料為主要報告形式，而地區分部資料則為次要報告形式。

分部收益、開支、業績、資產及負債均包括直接劃分入該分部之項目或可合理劃分為該分部之項目。

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截至二零零七年十二月三十一止年度

#### 4. PRINCIPAL ACCOUNTING POLICIES – continued

##### (q) Segment reporting – continued

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.

##### (r) Related parties

For the purposes of the financial statements, parties are considered to be related to the Group if the Group has the ability, directly or indirectly, to control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group and the party are subject to common control or common significant influence. Related parties may be individuals (being members of key management personnel, significant shareholders and/or their close family members) or other entities and include entities which are under the significant influence of related parties of the Group where those parties are individuals, and post-employment benefit plans which are for the benefit of employees of the Group or of any entity that is a related party of the Group.

#### 5. BUSINESS AND GEOGRAPHICAL SEGMENTS

##### (a) Business segments

For management purposes, the Group is currently organised into two operating divisions – food and beverage, and carnival amusement parks. These divisions are the basis on which the Group reports its primary segment information.

Principal activities are as follows:

Carnival amusement parks – sales of tickets, tokens and advertising income.

Food and beverage – sales of food and beverages in restaurants.

#### 4. 主要會計政策 – 續

##### (q) 分部報告 – 續

於集團間結餘及集團間交易就綜合賬目互相對銷之前釐定分部收益、開支、資產及負債，惟有關集團間結餘及交易乃為集團企業間之單一分部則另作別論。分部間定價乃按給予外間人士之相若條款釐定。

##### (r) 關連人士

就本財務報表而言，倘本集團有權直接或間接控制另一方或影響另一方之財務或經營決策，或另一方有權直接或間接控制本集團或對本集團之財務及經營決策作出重要的影響，或本集團與另一方均受制於共同監控下，則被視為關連人士。關連人士可為個別人士（即主要管理人員、主要股東及／或其親屬）或其他實體，包括受本集團關連人士重大影響之實體，而該關連人士可屬個人，及提供福利予本集團僱員之離職福利計劃或某些與本集團關連之實體。

#### 5. 業務及地區分部

##### (a) 業務分部

就管理而言，本集團現時分為兩個經營部門－食物及飲品以及嘉年華會遊樂園。此等部門為本集團呈報其主要分類資料的基準。

主要業務如下：

嘉年華會遊樂園 – 銷售門票及代幣以及廣告收入。

食物及飲品 – 餐廳銷售食物及飲品。

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## 5. BUSINESS AND GEOGRAPHICAL SEGMENTS – 5. 業務及地區分部 – 續

### (a) Business segments – continued

For the year ended 31 December 2007

### (a) 業務分部 – 續

截至二零零七年十二月三十一日止年度

		Carnival amusement parks 嘉年華會 遊樂園 HK\$'000 千港元	Food and beverage 食物及飲品 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
REVENUE	收益			
Sales	銷售	25,100	70,186	95,286
Other income	其他收入	8,999	1,568	10,567
Total	總計	34,099	71,754	105,853
RESULT	業績			
Segment result	分類業績	(12,277)	29,294	17,017
Unallocated corporate expenses	未分配企業開支			(8,269)
Profit from operations	經營溢利			8,748
Impairment of amount due from a former director	應收一名前董事款項減值			(38,682)
Share of loss of an associate	應佔一家聯營公司虧損	-	(22)	(22)
Finance income	財務收入			599
Finance costs	財務成本			(7,635)
Loss before income tax credit	除所得稅撥回前虧損			(36,992)
Income tax credit	所得稅撥回			765
Loss for the year	本年度虧損			(36,227)

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截至二零零七年十二月三十一止年度

## 5. BUSINESS AND GEOGRAPHICAL SEGMENTS – 5. 業務及地區分部 – 續

### (a) Business segments – continued

#### BALANCE SHEET

As at 31 December 2007

### (a) 業務分部 – 續

#### 資產負債表

於二零零七年十二月三十一日

		Carnival amusement parks 嘉年華會 遊樂園 HK\$'000 千港元	Food and beverage 食物及飲品 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
<b>ASSETS</b>	<b>資產</b>			
Segment assets	分部資產	36,727	99,771	136,498
Interest in an associate	所佔一家聯營公司權益	-	170	170
Unallocated corporate assets	未分配企業資產			85,093
Consolidated total assets	綜合資產總值			221,761
<b>LIABILITIES</b>	<b>負債</b>			
Segment liabilities	分部負債	2,700	22,839	25,539
Unallocated corporate liabilities	未分配企業負債			68,355
Consolidated total liabilities	綜合負債總額			93,894

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## 5. BUSINESS AND GEOGRAPHICAL SEGMENTS – 5. 業務及地區分部 – 續

### (a) Business segments – continued

#### OTHER INFORMATION

For the year ended 31 December 2007

### (a) 業務分部 – 續

#### 其他資料

截至二零零七年十二月三十一日  
止年度

		Carnival amusement parks 嘉年華會 遊樂園 HK\$'000 千港元	Food and beverage 食物及飲品 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Capital additions	資本增加	4,034	24,315	3,556	31,905
Depreciation	折舊	5,034	1,260	25	6,319
Impairment losses on trade receivables	貿易應收款項之 減值虧損	29,323	530	-	29,853
Impairment loss on amount due from a former director	應收一名前董事 款項之減值虧損	-	-	38,682	38,682
Loss on disposal of property, plant and equipment	出售物業、廠房 及設備虧損	43	-	-	43
Write-down of inventories	存貨撇減	481	-	-	481

For the year ended 31 December 2006, the Group's operation was regarded as a single segment, the operation of carnival amusement parks.

於截至二零零六年十二月三十一日止年度，本集團業務被視為屬於單一分部，即從事嘉年華會遊樂園業務。

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截至二零零七年十二月三十一止年度

## 5. BUSINESS AND GEOGRAPHICAL SEGMENTS – 5. 業務及地區分部 – 續

### (b) Geographical segments

The Group's operations are located in the Mainland China, Hong Kong and Macau.

The following table provides an analysis of the Group's sales by geographical market, irrespective of the origin of the goods/services:

### (b) 地區分部

本集團業務位於中國大陸、香港及澳門。

下表按地區市場不論貨品／服務來源分析本集團之銷售：

		Sales revenue by geographical market	
		按地區市場之銷售收入分析	
		2007	2006
		二零零七年	二零零六年
		HK\$'000	HK\$'000
		千港元	千港元
Macau	澳門	70,186	–
Mainland China	中國大陸	25,100	15,989
		<b>95,286</b>	15,989

The following is an analysis of the carrying amount of segment assets, and additions to property, plant and equipment, analysed by the geographical area in which the assets are located:

下表按資產所在地區，分析分部資產以及新增物業、廠房及設備之賬面值：

		Carrying amount of segment assets		Additions to property, plant and equipment	
		分部資產賬面值		新增物業、廠房及設備	
		2007	2006	2007	2006
		二零零七年	二零零六年	二零零七年	二零零六年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Mainland China	中國大陸	39,893	103,747	4,035	5,376
Hong Kong	香港	30,724	484	10	3
Macau	澳門	151,144	–	27,860	–
		<b>221,761</b>	104,231	<b>31,905</b>	5,379

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#### 6. TURNOVER

Turnover and revenue recognised by category are as follows:

		Group 本集團	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Income from operation of carnival amusement parks	來自嘉年華會遊樂園 業務之收入	25,100	15,989
Sales of food and beverage in restaurants	餐廳銷售食物及飲品	70,186	—
		<b>95,286</b>	15,989

#### 7. OTHER INCOME AND GAINS

		Group 本集團	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Guarantee profit income	擔保溢利收入	6,108	4,335
Exchange gain	匯兌收益	2,523	—
Insurance claim income	保險索償收入	1,095	—
Reversal of impairment loss on trade receivables	貿易應收款項之減值 虧損撥回	463	—
Fair value gain from an investment property	投資物業公允價值收益	214	—
Waive of loan interest due to a director	豁免應付一名董事貸款 之利息	—	648
Others	其他	164	153
		<b>10,567</b>	5,136

The guarantee profit income represents the income received from an independent third party in accordance with the profit sharing agreement signed in 2006.

#### 6. 營業額

按類別確認之營業額及收益如下：

#### 7. 其他收入及收益

擔保溢利收入指根據於二零零六年簽訂的利潤分享協議向獨立第三方收取的收入。

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#### 8. PROFIT FROM OPERATIONS

Profit from operations is arrived at after charging:

		Group 本集團	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Staff costs (Note 9)	員工成本(附註9)	22,876	7,734
Cost of goods sold	已出售貨品成本	21,482	—
Operating lease rentals and respect of land and buildings	土地及樓宇之經營 租金	5,617	1,149
Auditor's remuneration	核數師薪酬	830	610
Write-down of inventories	存貨撇減	481	—
Loss on disposal of property, plant and equipment	出售物業、廠房 及設備虧損	43	—

#### 9. STAFF COSTS

		Group 本集團	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Staff costs (including directors) comprise:	員工成本(包括董事)包括：		
Wages and salaries	工資及薪金	20,794	7,440
Contributions on defined contribution pension plans	定額供款退休金計劃供款	267	294
Share-based payment expenses (equity settled)	股份付款開支 (股本結算)	1,815	—
		22,876	7,734

#### 8. 經營溢利

經營溢利已扣除下列各項：

#### 9. 員工成本



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#### 10. DIRECTORS' EMOLUMENTS

The emoluments paid or payable to each of the eight (2006: seven) directors were as follows:

#### 10. 董事酬金

支付或應付予八名(二零零六年:七名)董事之酬金如下:

2007 二零零七年			Directors' fees 董事袍金 HK\$'000 千港元	Salaries, allowances and benefits in kind 薪金、津貼及實物福利 HK\$'000 千港元	Retirement scheme contributions 退休計劃供款 HK\$'000 千港元	Share-based payment expenses 股份付款開支 HK\$'000 千港元	Total 總額 HK\$'000 千港元
<b>Executive directors</b>	<b>執行董事</b>						
Chan Chak Mo ("Mr. Chan")	陳澤武(「陳先生」)	a	-	1,186	-	-	1,186
Chan See Kit, Johnny	陳思杰	b	-	602	12	182	796
Lai King Hung	黎經洪		-	122	4	182	308
Leong In lan	梁衍茵		-	-	-	182	182
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>						
Cheung Hon Kit	張漢傑		240	-	-	-	240
Chui Sai Cheong	崔世昌	c	240	-	-	-	240
Yu Kam Yuen, Lincoln	余錦遠		240	-	-	-	240
Chan Shek Wah	陳錫華		180	-	-	-	180
			<b>900</b>	<b>1,910</b>	<b>16</b>	<b>546</b>	<b>3,372</b>

Notes:

- (a) Lim Kam Hung and Tong Ka Wai were the executive directors of the Company for the year ended 31 December 2007, but no remuneration was paid to them during the year.
- (b) Chan See Kit, Johnny waived his remuneration of HK\$552,000 for the year ended 31 December 2007. Other than that, none of the directors waived any remuneration for the year ended 31 December 2007.
- (c) Mr. Chui Sai Cheong has resigned as an independent non-executive director, a member of the audit committee and a member of remuneration committee of the Company with effect from 31 January 2008.

附註:

- (a) 於截至二零零七年十二月三十一日止年度，林金熊及唐家威均為本公司之執行董事，惟年內彼等並無獲支付任何酬金。
- (b) 陳思杰放棄其截至二零零七年十二月三十一日止年度之酬金552,000港元。除此之外，概無董事免收截至二零零七年十二月三十一日止年度之酬金。
- (c) 崔世昌先生已於二零零八年一月三十一日辭任本公司獨立非執行董事、審核委員會成員及薪酬委員會成員。

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#### 10. DIRECTORS' EMOLUMENTS – continued

2006 二零零六年		Directors' fees 董事袍金	Salaries, allowances and benefits in kind 薪金、津貼 及實物福利	Retirement scheme contributions 退休計劃 供款	Share-based payment expenses 股份付款開支	Total 總額
	Note 附註	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>Executive directors</b>	<b>執行董事</b>					
Chan See Kit, Johnny	陳思杰	–	48	12	–	60
Lai King Hung	黎經洪	–	120	4	–	124
Ho U Un	何汝源	40	–	–	–	40
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>					
Cheung Hon Kit	張漢傑	240	–	–	–	240
Chui Sai Cheong	崔世昌	240	–	–	–	240
Yu Kam Yuen, Lincoln	余錦遠	240	–	–	–	240
Chan Shek Wah	陳錫華	180	–	–	–	180
		940	168	16	–	1,124

(d) Mr. Chan, Leong In lan, Lim Kam Hung and Tong Ka Wai were the executive directors of the Company for the year ended 31 December 2006, but no remuneration was paid to them during the year.

(d) 於截至二零零六年十二月三十一日止年度，陳先生、梁衍茵、林金熊及唐家威均為本公司之執行董事，惟年內彼等並無獲支付任何酬金。

(e) Chan See Kit, Johnny waived his remuneration of HK\$552,000 for the year ended 31 December 2006. Other than that, none of the directors waived any remuneration for the year ended 31 December 2006.

(e) 陳思杰放棄其截至二零零六年十二月三十一日止年度之酬金552,000港元。除此之外，概無董事免收截至二零零六年十二月三十一日止年度之酬金。

(f) Ho U Un resigned as the director on 29 April 2006.

(f) 何汝源於二零零六年四月二十九日辭任董事。

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#### 11. EMPLOYEES' EMOLUMENTS

Of the five individuals with the highest emoluments in the Group, one (2006: Nil) was director of the Company whose emoluments are included in the disclosures in Note 10 above. The emoluments of the remaining four (2006: five) individuals were as follows:

		Group 本集團	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	3,367	3,000
Contributions to retirement pension schemes	退休金計劃供款	48	60
		<b>3,415</b>	<b>3,060</b>

Their emoluments were within the following bands:

彼等之酬金介乎以下範圍：

		2007 二零零七年 No. of employees 僱員人數	2006 二零零六年 No. of employees 僱員人數
Nil to HK\$1,000,000	0—1,000,000港元	3	4
HK\$1,000,001 to HK\$1,500,000	1,000,001港元—1,500,000港元	1	1

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## 12. FINANCE INCOME AND COSTS

		Group 本集團	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
<b>Finance Income</b>	<b>財務收入</b>		
Imputed interest income on amounts due to directors	應付董事款項之估算利息收入	-	1,758
Bank interest income	銀行利息收入	599	4
		<b>599</b>	1,762
<b>Finance Costs</b>	<b>財務成本</b>		
Interest on bank borrowings	銀行借貸利息	1,956	4,328
Imputed interest on interest-free loan from a director	董事免息貸款之估算利息	3,682	4,396
Interest on bank overdraft	銀行透支利息	314	326
Interest on convertible note (Note 28)	可換股票據利息 (附註28)	1,683	-
		<b>7,635</b>	9,050

## 13. INCOME TAX CREDIT

The amount of taxation in the consolidated income statement represents:

## 13. 所得稅撥回

綜合收益表內稅項金額指：

		Group 本集團	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Current tax – Macau	本期稅項 – 澳門		
Complementary Income Tax	所得補充稅		
– Current year	– 本年度稅項	(3,559)	-
– Over provision in respect of prior years	– 過往年度超額撥備	4,324	-
Income tax credit	所得稅撥回	<b>765</b>	-

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#### 13. INCOME TAX CREDIT – *continued*

No provision for Hong Kong Profits Tax has been made as the Group has no assessable profits for Hong Kong Profits Tax for the years ended 31 December 2007 and 2006. Overseas tax is calculated at the rates applicable in the respective jurisdictions.

PRC Enterprise Income Tax (“EIT”) is calculated at rate of 33% (2006: 33%). No provision for EIT has been made as the PRC subsidiaries have no assessable profits for EIT for the years ended 31 December 2007 and 2006. Macau Complementary Income Tax is calculated at the progressive rate on the estimated assessable profits for the year. The maximum tax rate is 12% for the year ended 31 December 2007.

There was no significant unprovided deferred taxation for the year or at the balance sheet date.

At the balance sheet date, the Group has unused tax losses of HK\$18,802,000 (2006: HK\$30,575,000) available for offset against future profits and will be expired in five years. No deferred tax asset in respect of the tax losses has been recognised due to the unpredictability of future profits streams.

#### 13. 所得稅撥回 – 續

由於本集團於截至二零零七年及二零零六年十二月三十一日止年度均無應課香港利得稅溢利，故並無作出香港利得稅撥備。海外稅項乃按照各司法權區適用之稅率計算。

中國企業所得稅（「企業所得稅」）按33%（二零零六年：33%）之稅率計算。由於中國附屬公司於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應課企業所得稅溢利，故此並無作出企業所得稅撥備。澳門所得補充稅乃根據年內估計應課稅溢利按累進稅率計算。截至二零零七年十二月三十一日止年度之最高稅率為12%。

於本年度或結算日並無重大未撥備遞延稅項。

於結算日，本集團有未動用稅項虧損 18,802,000 港元（二零零六年：30,575,000 港元）可用作抵銷未來溢利，並將於五年後屆滿。由於不能預測未來溢利來源，故未有就稅項虧損確認遞延稅項資產。

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#### 13. INCOME TAX CREDIT – continued

The reconciliation of income tax credit for the year to the tax expense applicable to loss before tax using the applicable tax rate for the jurisdictions in which group entities are domiciled is as follows:

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Loss before income tax credit	除所得稅撥回前虧損	(36,992)	(6,278)
Tax calculated at the applicable tax rates	按適用稅率計算之稅項	(4,439)	(1,098)
Tax effect of share of loss of an associate	應佔一家聯營公司虧損之稅務影響	3	–
Effect of different tax rates of subsidiaries operating in other jurisdictions	因在其他司法權區營業之附屬公司稅率不同之影響	2,425	1,440
Tax effect of expenses not deductible for tax purposes	不獲扣稅支出之稅務影響	10,837	44
Tax effect of revenue not taxable for tax purposes	毋須課稅收入之稅務影響	(145)	–
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	715	2,837
Utilisation of tax losses previously not recognised	動用過往未確認稅務虧損	(5,837)	(3,223)
Over provision in respect of prior years	過往年度超額撥備	(4,324)	–
Income tax credit	所得稅撥回	(765)	–

#### 14. LOSS ATTRIBUTABLE TO SHAREHOLDERS

Loss attributable to shareholders includes an amount of HK\$46,184,000 (2006: HK\$11,387,000) which has been dealt with in the financial statements of the Company.

#### 13. 所得稅撥回 – 續

本年度所得稅撥回與使用集團實體所在司法權區適用稅率計算之除稅前虧損適用之稅項開支的對賬如下：

#### 14. 股東應佔虧損

股東應佔虧損46,184,000港元(二零零六年：11,387,000港元)已計入本公司財務報表。

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#### 15. DIVIDENDS

No dividend was paid or proposed for the year 2007 and 2006.

#### 16. LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to the ordinary equity holders of the Company is based on the following data:

#### 15. 股息

於二零零七年及二零零六年並無派付或宣派任何股息。

#### 16. 每股虧損

本公司普通股持有人應佔每股基本及攤薄虧損乃根據以下數據計算：

		Group 本集團	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
(a)	<b>Basic loss per share</b>		
	Loss attributable to the equity holders		
	每股基本虧損 權益持有人應佔虧損	(41,516)	(6,210)
		<b>Number of shares</b>	Number of shares
		股份數目	股份數目
	Weighted average number of ordinary shares for the purposes of basic loss per share	267,953,036	60,000,000
	計算每股基本虧損之普通股加權平均數		
	Basis loss per share (HK cents)	(15.49)	(10.35)
	每股基本虧損 (港仙)		

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#### 16. LOSS PER SHARE – continued

#### 16. 每股虧損 – 續

		Group 本集團	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
<b>(b) Diluted loss per share</b>	<b>每股攤薄虧損</b>		
Loss attributable to the equity holders	權益持有人應佔虧損	<b>(41,516)</b>	(6,210)
Effect of dilutive potential ordinary shares:	普通股潛在攤薄影響：		
Interest on convertible note (net of tax)	除稅後可換股票據利息	<b>1,683</b>	–
Loss attributable to the equity holders for diluted loss per share	權益持有人應佔每股攤薄虧損	<b>(39,833)</b>	(6,210)
		<b>Number of shares</b> 股份數目	Number of shares 股份數目
Weighted average number of ordinary shares for the purposes of basic loss per share	計算每股基本虧損之普通股加權平均數	<b>267,953,036</b>	60,000,000
Effect of dilutive potential ordinary shares:	普通股潛在攤薄影響：		
– share options	– 購股權	<b>1,414,124</b>	–
– convertible note	– 可換股票據	<b>53,135,831</b>	–
Weighted average number of ordinary shares for the purposes of diluted loss per share	計算每股攤薄虧損之普通股加權平均數	<b>322,502,991</b>	60,000,000
Diluted loss per share (HK cents)	每股攤薄虧損 (港仙)	<b>(12.35)</b>	(10.35)

The number of shares for the year ended 31 December 2006 was adjusted for the effects of share consolidation, prior to which 600,000,000 shares were reported. On 26 June 2007, every 10 shares of the Company of HK\$0.01 each was consolidated into 1 share of HK\$0.1 each. The comparative figures have been adjusted to take into account the effect of share consolidation.

截至二零零六年十二月三十一日止年度之股份數目已就股份合併影響作出調整，先前申報數目為600,000,000股。於二零零七年六月二十六日，本公司每十股每股面值0.01港元之股份合併為一股每股面值0.1港元之股份。比較數字已作出調整，以計及股份合併之影響。



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## 17. PROPERTY, PLANT AND EQUIPMENT

## 17. 物業、廠房及設備

Group		Leasehold	Amusement	Office	Kitchen	Construction	Total
本集團		improvements	rides and	fixtures and	utensils	in progress	
		租賃裝修	機動遊戲	辦公室裝置	廚房用具	在建工程	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
<b>Cost</b>	<b>成本</b>						
At 1 January 2007	於二零零七年一月一日	2,339	26,788	714	-	409	30,250
Additions	添置	11,577	2,065	654	5,721	8,342	28,359
Acquired through acquisition of subsidiaries	透過收購附屬公司取得	-	-	170	269	-	439
Disposals	出售	-	-	(359)	-	-	(359)
Exchange differences	匯兌差額	148	350	6	(5)	26	525
At 31 December 2007	於二零零七年十二月三十一日	14,064	29,203	1,185	5,985	8,777	59,214
<b>Accumulated depreciation</b>	<b>累計折舊</b>						
At 1 January 2007	於二零零七年一月一日	546	8,150	234	-	-	8,930
Depreciation	折舊	1,673	4,097	121	428	-	6,319
Exchange differences	匯兌差額	63	81	4	-	-	148
At 31 December 2007	於二零零七年十二月三十一日	2,282	12,328	359	428	-	15,397
<b>Cost</b>	<b>成本</b>						
At 1 January 2006	於二零零六年一月一日	-	24,484	338	-	-	24,822
Additions	添置	2,339	2,260	371	-	409	5,379
Exchange differences	匯兌差額	-	44	5	-	-	49
At 31 December 2006	於二零零六年十二月三十一日	2,339	26,788	714	-	409	30,250
<b>Accumulated depreciation</b>	<b>累計折舊</b>						
At 1 January 2006	於二零零六年一月一日	-	4,439	145	-	-	4,584
Depreciation	折舊	546	3,702	88	-	-	4,336
Exchange differences	匯兌差額	-	9	1	-	-	10
At 31 December 2006	於二零零六年十二月三十一日	546	8,150	234	-	-	8,930
<b>Net book value</b>	<b>賬面淨值</b>						
At 31 December 2007	於二零零七年十二月三十一日	11,782	16,875	826	5,557	8,777	43,817
At 31 December 2006	於二零零六年十二月三十一日	1,793	18,638	480	-	409	21,320

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## 18. INVESTMENT PROPERTY

		Group 本集團	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Fair value	公允價值		
Additions during the year	年內添置	3,546	—
Change in fair value	公允價值變動	214	—
At the end of year	年終	3,760	—

The Group's investment property was revalued at 31 December 2007 on market value basis by qualified valuer from Jones Lang Lasalle Sallmanns Limited, an independent firm of chartered surveyors.

The investment property is located outside Hong Kong and held under short-term lease.

本集團投資物業已於二零零七年十二月三十一日由特許測量師獨立機構仲量聯行西門有限公司旗下合資格估值師按市值基準重估。

投資物業乃按短期租約於香港境外持有。

## 19. GOODWILL

		Group 本集團	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Cost	成本		
At 1 January	於一月一日	—	—
Acquisition of subsidiaries	收購附屬公司	61,781	—
At 31 December	於十二月三十一日	61,781	—

## 18. 投資物業

## 19. 商譽

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#### 19. GOODWILL – continued

Goodwill acquired in business combinations was allocated, at acquisition, to the cash-generating units that are expected to benefit from that business combination. The carrying amount of goodwill was allocated to the following cash-generating units for the purposes of impairment testing:

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Kanysia Investments Limited ("Kanysia Group")	Kanysia Investments Limited ("Kanysia集團")	61,775	–
Era Catering Management Company Limited ("Era Catering")	盈申餐飲管理有限公司 ("盈申餐飲")	6	–
		<b>61,781</b>	<b>–</b>

Goodwill arising on acquisition of Kanysia Group and Era Catering has been allocated to the food and beverage cash-generating unit, one of the business segments of the Group, for impairment testing. The recoverable amounts of food and beverage have been determined based on a value in use, calculated by using cash flow projections from formally approved budgets covering a five year period to 31 December 2012. Key assumptions are as follows:

		2007 二零零七年 % 百分比
Discount rate	貼現率	7
Operating margin	經營溢利率	44.6
Growth rate	增長率	6

Operating margins have been based on past experience. Discount rates are based on the Group's beta adjusted to reflect management's assessment of specific risks related to the cash-generating unit. Growth rates beyond the first five years are based on economic data pertaining to the region concerned.

#### 19. 商譽—續

於業務合併所取得商譽於收購時，分配至預期將自業務合併獲益之現金產生單位。商譽賬面值獲分配至以下現金產生單位，以進行減值測試：

收購Kanysia集團及盈申餐飲所產生商譽已分配至本集團其中一個業務分部食物及飲品現金產生單位作減值測試。食物及飲品之可收回金額乃按使用價值，根據涵蓋截至二零一二年十二月三十一日止五年期間之正式獲批准之預算所載現金流量預測釐定。主要假設如下：

經營溢利率按過往經驗釐定，而貼現率則根據本集團經調整以反映管理層就有關現金產生單位之特定風險所作評估之貝他而釐定。首五年後之增長率乃基於有關地區之相關經濟數據計算得出。

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## 20. INTEREST IN AN ASSOCIATE

		2007		2006	
		Group		Company	
		本集團		本公司	
		2007	2006	2007	2006
		二零零七年	二零零六年	二零零七年	二零零六年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Share of net liabilities	分佔淨負債	(8)	—	—	—
Loan to an associate #	向一家聯營公司貸款#	178	—	—	—
		170	—	—	—
Unlisted shares, at cost	非上市股份，成本值	14	—	—	—

# The loan to associate is unsecured, interest free and has no fixed repayment terms.

# 聯營公司之貸款為無抵押、免息及無固定還款期。

Details of the unlisted associate are as follows:

非上市聯營公司詳情如下：

Name	Place of incorporation/ establishment/ operations	Principal activities	Registered capital held	Percentage of ownership interests/ voting rights/ profit share
名稱	註冊成立／成立／經營地點	主要業務	所持註冊股本	佔所有權／投票權／分佔溢利百分比
Bright Prosper Catering Management Company Limited 佳盈利餐飲管理有限公司	Macau 澳門	Operation of restaurants 經營餐廳	MOP14,700 14,700澳門元	49%

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#### 20. INTEREST IN AN ASSOCIATE – continued

The summarised financial information in respect of the Group's associate is set out below:

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Total assets	總資產	159	–
Total liabilities	總負債	(175)	–
Net liabilities	淨負債	(16)	–
Group's share of net liabilities of an associate	本集團所佔一家聯營公司淨負債	(8)	–
Revenue	收入	–	–
Group's share of loss of an associate for the year	年內本集團所佔一家聯營公司虧損	(22)	–

#### 20. 所佔一家聯營公司權益—續

本集團聯營公司之財務資料概要如下：

#### 21. INVENTORIES

#### 21. 存貨

		Group 本集團	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Raw materials	原料	2,091	10
Finished goods and goods for resale	製成品及可供轉售貨品	5,686	5,108
		7,777	5,118

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## 22. TRADE AND OTHER RECEIVABLES

		Group 本集團		Company 本公司	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Trade receivables	貿易應收款項	17,794	33,912	-	-
Other receivables	其他應收款項	1,753	4,124	222	204
		<b>19,547</b>	38,036	<b>222</b>	204

The Group's sales to customers are mainly on cash basis. The Group grants credit to certain customers for sales of tickets and advertising space with various credit terms.

The ageing analysis of the trade and other receivables (net of provision for impairment loss) is as follows:

## 22. 貿易及其他應收款項

本集團主要以現金向客戶進行銷售。本集團以不同信貸條款就銷售門票及廣告空間向若干客戶授出信貸。

貿易及其他應收款項(已扣除減值虧損撥備)之賬齡分析如下：

		Group 本集團		Company 本公司	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Neither past due nor impaired	概無逾期或減值	1,753	4,124	222	204
Less than 90 days past due	90日內到期	9,390	4,483	-	-
91 to 365 days past due	91至365日內到期	8,404	106	-	-
More than 365 days past due	365日後到期	-	29,323	-	-
Amount past due at balance sheet date but not impaired (Note a)	於結算日到期惟並未減值之款額(附註a)	17,794	33,912	222	204
Total	總額	<b>19,547</b>	38,036	<b>222</b>	204

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## 22. TRADE AND OTHER RECEIVABLES – continued

Note a: The balances that were past due but not impaired related to a number of customers that have good track records of payment with the Group except for an amount of HK\$29,323,000 as at 31 December 2006. Please refer to Note c below for details. Based on the past experience, the management estimated that the carrying amounts could be fully recovered.

The below table reconciled the provision for impairment loss of trade and other receivables for the year:

	Group 本集團		Company 本公司	
	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
At 1 January	1,319	1,319	-	-
Acquired through acquisition of subsidiaries	463	-	-	-
Impairment loss recognised (Note c)	29,323	-	-	-
Reversal of impairment loss previously recognised	(463)	-	-	-
At 31 December (Note b)	30,642	1,319	-	-

Note b: The Group recognised impairment loss based on individual assessment in accordance with the accounting policy.

Note c: The Group has filed a claim to Hong Kong High Court against a trade debtor for the sale of theme park tickets of HK\$29,323,000. The claim is still pending for court hearing. After further review, the Directors are of the opinion that the Group is unlikely to recover the amount and a full provision for impairment loss is recognised.

## 23. AMOUNT DUE FROM A FORMER DIRECTOR

The Group has filed a claim to the Hong Kong High Court against a former director, Mr. Li Tat Ting, for an amount of HK\$38,682,000. The amount due was unsecured, interest free and with no fixed term of repayment. The claim is still pending for court hearing. After further review, the directors are of opinion that the Group is unlikely to recover the amount and a full provision for impairment loss is recognised.

## 22. 貿易及其他應收款項 – 續

附註a：已到期惟並未減值之結餘源自本集團若干還款記錄良好之客戶，惟於二零零六年十二月三十一日之款項29,323,000港元除外，詳情請參閱下文附註c。根據過往經驗，管理層估計有關賬面值可全數收回。

本年度貿易及其他應收款項之減值虧損撥備對賬如下：

附註b：本集團根據會計政策所載以個別評估方式確認減值虧損。

附註c：本集團入稟香港高等法院，就收回有關銷售主題公園門票之貿易賬款29,323,000港元向貿易債務人提出申索。申索仍有待聆訊。經進一步檢討後，董事認為收回款項之可能性不大，故此已就減值虧損作出全數撥備。

## 23. 應收一名前董事款項

本集團已入稟香港高等法院，向前董事李達庭先生索償38,682,000港元。該筆款項為無抵押、免息及無固定還款期。申索仍有待聆訊。經進一步檢討後，董事認為收回款項之可能性不大，故此已就減值虧損作出全數撥備。

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## 24. CASH AND CASH EQUIVALENTS

		Group 本集團	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Bank balances and cash	銀行結餘及現金	84,909	1,075

Bank balances include bank deposit of HK\$3,227,000 which is pledged to a bank in respect of the guarantee given in lieu of rent deposit.

## 24. 現金及等同現金項目

銀行結餘包括就一項代替租金按金之擔保而已抵押予一家銀行之3,227,000港元銀行存款。

## 25. TRADE AND OTHER PAYABLES

		Group 本集團	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Trade payables	貿易應付款項	10,965	—
Construction payables	應付工程費用	3,786	—
Accruals	應計費用	15,225	6,232
		29,976	6,232

Included in trade and other payables are trade creditors with the following ageing analysis as of the balance sheet date:

## 25. 貿易及其他應付款項

於結算日之貿易及其他應付款項的應付貿易賬項按賬齡分析如下：

		Group 本集團	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Less than 30 days	少於30日	10,965	—



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## 26. AMOUNT DUE TO A DIRECTOR/DIRECTORS

		Group 本集團		Company 本公司	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
<b>Amount due to a director – current</b>	應付一名董事款項 – 本期				
Amount due within one year (a)	一年內到期之款項(a)	-	235	-	-
<b>Amounts due to directors – non-current</b>	應付董事款項 – 非本期				
Amounts due after one year Interest bearing at prevailing market rates (b)	一年後到期之款項 按現行市場利率 計息(b)	-	86,036	-	76,345

(a) The amount was unsecured, interest free and repayable on demand. The amount was fully repaid in this year.

(b) The amounts were unsecured and have no fixed repayment terms. The amounts were fully repaid in this year.

## 26. 應付一名／多名董事款項

(a) 有關款項為無抵押、免息及需應要求償還，已於年內悉數償還。

(b) 有關款項為無抵押及無固定還款期，已於年內悉數償還。

## 27. BANK LOANS AND OVERDRAFT

		Group 本集團	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
<b>Interest bearing</b>	計息		
Secured – bank loans (Note a)	已抵押 – 銀行貸款 (附註a)	-	42,014
Unsecured – bank overdraft	無抵押 – 銀行透支	-	4,395
		-	46,409

## 27. 銀行貸款及透支

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#### 27. BANK LOANS AND OVERDRAFT – continued

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
On demand or within one year	按要求或一年內	-	13,413
Between one to two years	一年至兩年內	-	28,601
		-	42,014
Amount due within one year included in current liabilities	列為流動負債於一年內 到期之款項	-	(13,413)
		-	28,601

Note a: The bank loans as at 31 December 2006 were secured by pledge of certain shares of the Company owned by the ultimate holding company, Puregain Assets Limited, and a personal guarantee given by a director, Mr. Chan. The bank loans carried at 31 December 2006 bear floating interest rate at Seng Heng Bank Best Lending rate plus range of 0.75% to 1.25% per annum. All such bank loans were denominated in Hong Kong dollars and fully repaid in 2007.

#### 27. 銀行貸款及透支 – 續

附註a：於二零零六年十二月三十一日之銀行貸款乃以最終控股公司Puregain Assets Limited擁有之若干本公司股份及董事陳先生提供之個人擔保作抵押。於二零零六年十二月三十一日列賬之銀行貸款按誠興銀行之最優惠貸款利率加每年介乎0.75厘至1.25厘之浮動息率計算利息。所有銀行貸款均以港元為單位，並已於二零零七年悉數償還。

#### 28. CONVERTIBLE NOTE

On 26 June 2007, as a part of the implementation of its resumption proposal, the Company issued a Hong Kong dollar denominated convertible note with a principal amount of HK\$51,308,000 (the "Convertible Note") to a company wholly owned by Mr. Chan. The holder of the Convertible Note is entitled to convert the principal amount into ordinary shares of the Company at an initial conversion price of HK\$0.5 per share, during the period from 26 June 2007 to 25 December 2009. Unless previously converted, the Company shall repay the Convertible Note on 25 December 2009. Interest of 3% per annum will be paid every 6 months from the date of issue.

#### 28. 可換股票據

於二零零七年六月二十六日，作為進行復牌建議之一部分，本公司向陳先生全資擁有之公司發行本金額51,308,000港元之港元列值可換股票據（「可換股票據」）。可換股票據持有人有權於二零零七年六月二十六日至二零零九年十二月二十五日止期間按初步兌換價每股0.5港元將該本金額轉換為本公司之普通股。除非已於先前被轉換，否則本公司將於二零零九年十二月二十五日贖回可換股票據。按每年3厘利率計算之利息將自發行當日起計每6個月支付一次。

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#### 28. CONVERTIBLE NOTE – *continued*

The fair values of the liability component and the equity conversion component were determined at the issuance of the Convertible Note. The fair value of the liability component, included in non-current financial liabilities, was calculated using a market interest rate for an equivalent non-convertible bonds. The residual amount, representing the value of the equity conversion component, is included in shareholders' equity heading "Convertible Note equity reserve".

The Convertible Note recognised in the balance sheet is calculated as follows:

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Principal amount	本金額	51,308	–
Equity component	權益部分	(4,576)	–
Liability component at date of issue	於發行日期之負債部分	46,732	–
Interest expense (Note 12)	利息開支 (附註12)	1,683	–
Interest paid	已付利息	(797)	–
Liability component at 31 December 2007	於二零零七年十二月三十一日 之負債部分	47,618	–

Interest expense on the Convertible Note is calculated using the effective interest method by applying the effective interest rate of 7% to the liability component.

#### 28. 可換股票據 – 續

負債部分及股權轉換部分之公允價值，於發行可換股票據時釐定。列為非流動財務負債之負債部分公允價值按對等不可轉換債券之市場利率計算。餘額指股權轉換部分之數額，將於「可換股票據權益儲備」項下股本權益內呈列。

於結算日已確認之可換股票據計算如下：

可換股票據之利息開支以實際利率法就負債部分使用7厘實際利率計算得出。

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#### 29. FINANCIAL INSTRUMENTS – RISK MANAGEMENT

The Group's major financial assets include bank deposits, trade and other receivables. The Group's major financial liabilities include trade payable, other payables, bank loans and Convertible Note.

The Group is exposed through its operations to one or more of the following risks:

- Market risks (including interest rate risk and foreign exchange risk)
- Liquidity risk
- Credit risk

Policy for managing these risks is set by the directors of the Group. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Group's financial performance. The policy for each of the above risks is described in more detail below.

##### (a) Market risks

###### (i) Interest rate risk

The Group has insignificant exposure to interest rate risk as most of the financial assets and liabilities are either interest free or at a fixed rate except bank balances. If interest rate had been 100 basis points higher/lower and all other variables were held constant, the potential effect on profit or loss would be HK\$707,000 (2006: HK\$40,000).

#### 29. 財務工具－風險管理

本集團主要財務資產包括銀行存款以及貿易及其他應收款項。本集團主要財務負債則包括貿易應付款項、其他應付款項、銀行貸款及可換股票據。

本集團須就經營業務承受以下一項或多項風險：

- 市場風險(包括利率風險及匯兌風險)
- 流動資金風險
- 信貸風險

本集團董事就調控此等風險製訂政策。本集團整體風險管理策略主要專注於金融市場之不可預測特質，以減低其對本集團財務表現之潛在不利影響。就上述各項風險所製訂之政策詳列於下文。

##### (a) 市場風險

###### (i) 利率風險

本集團承受之利率風險並不重大，原因為除銀行結餘外，大部份財務資產及負債均為免息或按固定利率計息。倘若利率增加／減少100個基點，而所有其他因素維持不變，對溢利或虧損之潛在影響將為707,000港元(二零零六年：40,000港元)。

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## 29. FINANCIAL INSTRUMENTS – RISK MANAGEMENT – continued

### (a) Market risks – continued

#### (ii) Foreign exchange risk

The Group's exposure to foreign exchange risk primarily through its operation in the Mainland China and Macau and holding financial assets and liabilities denominated in foreign currency.

The following tables indicates the sensitivity to a reasonably possible change in the exchange rates of currencies, with all other variables held constant, of the Group's profit after tax and other equity:

## 29. 財務工具－風險管理－續

### (a) 市場風險－續

#### (ii) 匯兌風險

本集團承受之外匯風險主要源自於中國大陸及澳門之業務以及所持有以外幣列值之財務資產及負債。

下表顯示本集團除稅後溢利及權益在所有其他因素維持不變下，對貨幣匯率之合理可能變動的敏感程度：

		Group 本集團			
		2007 二零零七年		2006 二零零六年	
		Effect on loss after tax	Effect on other component of equity	Effect on loss after tax	Effect on other component of equity
		對除稅後 虧損之影響	對其他權益 部分之影響	對除稅後 虧損之影響	對其他權益 部分之影響
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
<b>RMB to HK\$:</b>	<b>人民幣兌港元：</b>				
Appreciates by 3% (2006: 2%)	升值3% (二零零六年：2%)	657	-	728	-
Depreciates by 3% (2006: 2%)	貶值3% (二零零六年：2%)	(657)	-	(728)	-
<b>HK\$ to MOP:</b>	<b>港元兌澳門元：</b>				
Appreciates by 1% (2006: Nil)	升值1% (二零零六年：無)	226	-	-	-
Depreciates by 1% (2006: Nil)	貶值1% (二零零六年：無)	(226)	-	-	-

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## 29. FINANCIAL INSTRUMENTS – RISK MANAGEMENT

### – continued

#### (b) Liquidity risk

The Group manages its liquidity risk by maintaining banking facilities, continuously monitoring payments for potential investments, cash outflows in ordinary course of business and regularly reviews its funding position to ensure it has adequate financial resources in meeting its financial obligations. In the past, the Group relied on the financial support from its controlling shareholder.

*The contractual maturities of financial liabilities are shown as below:*

	<b>2007</b> 二零零七年 <b>HK\$'000</b> 千港元	2006 二零零六年 HK\$'000 千港元
In less than one year 少於一年	<b>31,515</b>	41,005
In more than one year but not more than two years 一年後但兩年內	<b>52,848</b>	113,371
In more than two years but not more than three years 兩年後但三年內	–	3,844
	<b>84,363</b>	158,220

#### (c) Credit risk

The Group's maximum exposure to credit risk at the balance sheet date is the carrying amount of financial assets as stated in the consolidated balance sheet. At each reporting date, the Group reviews the recoverable amount of financial assets and determines the provision for impairment loss on individual basis based on their credit history, financial difficulties and default in payments.

## 29. 財務工具 – 風險管理 – 續

#### (b) 流動資金風險

本集團透過維持銀行信貸、持續監控潛在投資付款、日常業務現金流量以及定期檢討其資金狀況以確保有足夠財務資源應付其財務責任，管理其流動資金風險。本集團過往依賴其控股股東之財政支援。

*財務負債之合約還款期如下：*

#### (c) 信貸風險

本集團於結算日承受之信貸風險以綜合資產負債表所列財務資產賬面值為限。本集團於每個結算日檢討財務資產之可收回金額，並按個別基準根據其信貸記錄、財政困難及拖欠付款情況釐定減值虧損撥備。

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## 29. FINANCIAL INSTRUMENTS – RISK MANAGEMENT – continued

### (c) Credit risk – continued

The Group has no significant concentration of credit risk except for the long outstanding balance due from a trade debtor and a former director as disclosed in Notes 22 and 23 which have been fully provided during the year.

Bank balances are placed in various authorised institutions and the directors of the Company consider the credit risk for such is minimal.

## 30. SHARE CAPITAL

### (a) Authorised and issued share capital

		Company 本公司			
		2007 二零零七年	2007 二零零七年	2006 二零零六年	2006 二零零六年
		Number 數目	Value 價值	Number 數目	Value 價值
		'000 千股	HK\$'000 千港元	'000 千股	HK\$'000 千港元
	Note 附註				
<b>Authorised:</b>					
At the beginning of year					
Ordinary shares of HK\$0.01 each	法定： 年初 每股面值0.01港元 之普通股	3,000,000	30,000	3,000,000	30,000
Share consolidation	股份合併 (i)	(2,700,000)	–	–	–
Increase in authorised share capital	增加法定股本 (ii)	700,000	70,000	–	–
At the end of year					
Ordinary shares of HK\$0.1 each (2006: HK\$0.01 each)	年終 每股面值0.1港元之 普通股(二零零六年： 每股面值0.01港元)	1,000,000	100,000	3,000,000	30,000

## 29. 財務工具－風險管理－續

### (c) 信貸風險－續

除於附註22及23所披露已於年內全數撥備之應收一名貿易債務人及前董事之逾期已久結餘外，本集團並無信貸風險過份集中之情況。

銀行結餘分別存入多間獲授權機構，故本公司董事認為此方面之信貸風險極低。

## 30. 股本

### (a) 法定及已發行股本

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### 30. SHARE CAPITAL – continued

#### (a) Authorised and issued share capital – continued

	Note	2007	2007	2006	2006
	附註	二零零七年	二零零七年	二零零六年	二零零六年
		Number	Value	Number	Value
		數目	價值	數目	價值
		'000	HK\$'000	'000	HK'000
		千股	千港元	千股	千港元
<b>Issued and fully paid:</b>					
At the beginning of year					
Ordinary shares of HK\$0.01 each		600,000	6,000	600,000	6,000
Share consolidation	(i)	(540,000)	-	-	-
Share issued on (ordinary shares of HK\$0.1 each):					
- placing of new shares	(iii)	200,000	20,000	-	-
- subscription of new shares	(iv)	40,000	4,000	-	-
- capitalisation of shareholders' loan	(v)	140,000	14,000	-	-
- acquisition of subsidiaries	(vi)	21,602	2,160	-	-
At the end of year					
Ordinary shares of HK\$0.1 each (2006: HK\$0.01 each)		461,602	46,160	600,000	6,000

By a resolution passed in respect of the Company's resumption proposal at the special general meeting of the Company held on 18 June 2007, it was approved, among others, that with effect from 26 June 2007:

- (i) the authorised share capital of the Company was consolidated for every 10 ordinary shares of HK\$0.01 each into one ordinary share of HK\$0.10 each.
- (ii) the Company's authorised share capital was increased to HK\$100,000,000 by the creation of an additional 700,000,000 ordinary shares of HK\$0.10 each. All new shares rank pari passu in all respects with the existing shares of the Company.

本公司於二零零七年六月十八日所舉行股東特別大會通過有關復牌建議之決議案，批准自二零零七年六月二十六日起(其中包括)：

- (i) 本公司之法定股本按每10股每股面值0.01港元之普通股合併為一股每股面值0.10港元之普通股。
- (ii) 透過增設700,000,000股每股面值0.10港元之普通股，將本公司法定股本增加至100,000,000港元。所有新股份與本公司現有股份於各方面均享有同等權益。

### 30. 股本－續

#### (a) 法定及已發行股本－續



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### 30. SHARE CAPITAL – *continued*

#### (a) Authorised and issued share capital – *continued*

- (iii) the Company placed 200,000,000 ordinary shares of HK\$0.10 each at a price of HK\$0.5 per share to the placing agents.
- (iv) a director, Mr. Chan subscribed for 40,000,000 ordinary shares of HK\$0.1 each at a price of HK\$0.5 per share in cash.
- (v) the Company capitalised an aggregate of HK\$70,000,000 of the outstanding shareholders' loan due to Mr. Chan by issuing and allotting to him 140,000,000 ordinary shares of HK\$0.10 each at a price of HK\$0.50 per share.
- (vi) the Company issued 21,602,422 ordinary shares of HK\$0.10 each at a total consideration of HK\$10,801,000 as part of the consideration for acquisition of the subsidiaries.

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

#### (b) Capital management policy

The Group manages its capital to ensure that entities in the Group is able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance.

The directors of the Company review the capital structure periodically. As part of the review, the directors consider the cost of capital and the risk associates with each class of capital.

### 30. 股本—續

#### (a) 法定及已發行股本—續

- (iii) 本公司按每股0.5港元之價格，向配售代理配售200,000,000股每股面值0.10港元之普通股。
- (iv) 董事陳先生按每股0.5港元之價格，以現金認購40,000,000股每股面值0.1港元之普通股。
- (v) 本公司透過按每股0.50港元之價格向陳先生發行及配發140,000,000股每股面值0.10港元之普通股，將應付陳先生未償還股東貸款合共70,000,000港元資本化。
- (iv) 本公司以總代價10,801,000港元發行21,602,422股每股面值0.10港元之普通股，作為收購附屬公司之部分代價。

年內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

#### (b) 資本管理政策

本集團就確保本集團旗下實體能夠繼續持續經營管理其資本，並透過善用債務及權益結餘，為股東爭取最大回報。

本公司董事定期檢討資本架構。作為檢討之一部分，董事會考慮資本成本及與各類別資本有關的風險。

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### 30. SHARE CAPITAL – continued

#### (b) Capital management policy – continued

The gearing ratios at 31 December 2007 and 2006 were as follows:-

Debt (comprises bank borrowings, interest-bearing borrowings and convertible note)	債務（包括銀行貸款、計息借貸及可換股票據）
Cash and cash equivalents	現金及等同現金項目
Net debt	債務淨額
Equity/(deficiency)	權益／（虧絀）
Gearing ratio	資產負債比率

The decrease in gearing ratio during 2007 resulted from the reduction in net debt that occurred on the issue of new shares.

### 30. 股本－續

#### (b) 資本管理政策－續

於二零零六年及二零零七年十二月三十一日之資產負債比率如下：

	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Debt (comprises bank borrowings, interest-bearing borrowings and convertible note)	93,894	139,248
Cash and cash equivalents	(84,909)	(1,075)
Net debt	8,985	138,173
Equity/(deficiency)	127,867	(35,017)
Gearing ratio	0.07	(3.95)

二零零七年之資產負債比率下降，乃由於發行新股令債務淨額減少所致。

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## 31. RESERVES

## 31. 儲備

Company		Share premium	Contributed surplus	Capital reserve	Employee	Convertible	Accumulated losses	Total
					share-based compensation reserve	equity note reserve		
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2006	本公司 於二零零六年一月一日	18,197	243,302	-	-	-	(337,934)	(76,435)
Contributed by equity holders for the year	年內權益持有人注資	-	-	1,301	-	-	-	1,301
Net loss for the year	年內虧損淨額	-	-	-	-	-	(11,387)	(11,387)
At 31 December 2006 and 1 January 2007	於二零零六年 十二月三十一日 及二零零七年 一月一日	18,197	243,302	1,301	-	-	(349,321)	(86,521)
Contributed by equity holders for the year	年內權益持有人注資	-	-	9	-	-	-	9
Premium on issue of shares	發行股份溢價	160,642	-	-	-	-	-	160,642
Share issue expenses	發行股份開支	(3,590)	-	-	-	-	-	(3,590)
Equity component of Convertible Note	可換股票據權益部分	-	-	-	-	4,576	-	4,576
Employee share-based compensation benefit	僱員股份補償福利	-	-	-	1,815	-	-	1,815
Loss for the year	年內虧損	-	-	-	-	-	(46,184)	(46,184)
At 31 December 2007	於二零零七年 十二月三十一日	175,249	243,302	1,310	1,815	4,576	(395,505)	30,747

The following describes the nature and purpose of each reserve within owners' equity

以下說明於權益擁有人下各儲備之性質及用途

Reserve 儲備	Description and purpose 概述及用途
Share premium 股份溢價	Amount subscribed for share capital in excess of nominal value. 認購股本金額超出面值部分。
Contributed surplus 繳入盈餘	The difference between the aggregate net tangible assets of the subsidiaries acquired by the Company under the group reorganisation in 2002 and the nominal amount of the Company's share issued for the acquisition. 本公司根據二零零二年集團重組所收購附屬公司之有形資產淨值總額與本公司就收購所發行股份面值間差額。

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#### 31. RESERVES – continued

##### Reserve 儲備

##### Description and purpose 概述及用途

Capital reserve  
資本儲備

Amount contributed by the equity holders.  
權益持有人注資款額。

Employee share-based  
compensation reserve  
僱員股份補償儲備

Cumulative expenses recognised on the granting of share options to the employees over the vesting period.  
授予僱員購股權之歸屬期內確認累計開支。

Convertible Note equity reserve  
可換股票據權益儲備

Amount of proceeds on issue of Convertible Note relating to the equity component (i.e. option to convert the debt into share capital).  
與權益部分相關之發行可換股票據所得款項，即將債務轉換為股本之權利。

Foreign exchange reserve  
外匯儲備

Gains/losses arising on retranslating the net assets of overseas operations into presentation currency.  
換算海外業務淨資產為呈報貨幣所產生收益／虧損。

Under the Companies Act 1981 of Bermuda (as amended), the contributed surplus account of the Company is available for distribution. However, the Company cannot declare or pay a dividend, or make a distribution out of contributed surplus if:

- (a) it is, or would after the payment be, unable to pay its liabilities as they become due; or
- (b) the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.

The Company had no distributable reserve at 31 December 2007.

#### 31. 儲備—續

根據百慕達一九八一年公司法(修訂本)，本公司之繳入盈餘可供分派。然而，倘出現下列情況，則本公司不得動用繳入盈餘宣派或派付股息或作出分派：

- (a) 本公司於支付有關款項後無法或可能無法償還到期債務；或
- (b) 本公司資產之可變現價值將因而低於其負債、已發行股本及股份溢價賬之總和。

於二零零七年十二月三十一日，本公司並無可供分派儲備。

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#### 32. SHARE-BASED PAYMENT

Pursuant to the share option scheme adopted by the Company on 13 June 2002, the Company may grant options to the directors, employees, non-executive directors, suppliers of goods and services, customers, advisors and consultants, shareholders of the Company or any of its subsidiaries for the primary purpose of providing incentives to them, to subscribe for shares in the Company with the payment of HK\$1 per offer. The total number of shares in respect of which options may be granted shall not exceed 30% of the issued share capital of the Company from time to time. The number of shares in respect of which options may be granted to any individual in any one year shall not exceed 1% of the issued share capital of the Company. Options granted to substantial shareholders or independent non-executive directors in excess of 0.1% of the Company's issued share capital or with a value in excess of HK\$5 million must be approved in advance by the Company's shareholders. The exercise price of the share option will be determined at the higher of the average of closing prices of the shares on the Stock Exchange on the five trading days immediately preceding the date of grant of the options; the closing price of the shares on the Stock Exchange on the date of grant; and the nominal value of the shares. The share options are exercisable for a period not later than 10 years from the date of grant, where the acceptance date should not be later than 28 days after the date of offer.

The Company operates an equity-settled share based remuneration scheme for employees. Several Hong Kong employees are eligible to participate in the scheme, the only vesting condition being that the individual remains an employee of the Group over six months from the date of grant.

#### 32. 股份支出

根據本公司於二零零二年六月十三日採納之購股權計劃，本公司可向本公司或其任何附屬公司之董事、僱員、非執行董事、貨物及服務供應商、客戶、諮詢人及顧問、股東授出購股權，以認購本公司股份，藉此激勵彼等為本集團效力。購股權之代價為每次1港元。可能授出之購股權所涉及股份總數，不得超過本公司不時之已發行股本30%。此外，於任何一個年度，不得向任何人士授出涉及本公司已發行股本1%以上之購股權。倘向主要股東或獨立非執行董事授出超過本公司已發行股本0.1%或價值超過5,000,000港元之購股權，則必須事先取得本公司股東批准。購股權之行使價為緊接股份於購股權授出日期前五個交易日在聯交所之平均收市價、股份於授出日期在聯交所之收市價以及股份面值三者中之最高者。購股權可於授出日期起計10年內行使，而接納日期不得遲於提呈日期後28日。

本公司為僱員提供股本結算股份薪酬計劃。若干香港僱員符合資格參與有關計劃，唯一歸屬條件為有關人士於授出日期起計六個月止期間仍為本集團僱員。

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### 32. SHARE-BASED PAYMENT – continued

Movement of share options:

		2007 二零零七年 Weighted average exercise price 加權平均 行使價 HK\$ 港元	2007 二零零七年 Number 數目	2006 二零零六年 Weighted average exercise price 加權平均 行使價 HK\$ 港元	2006 二零零六年 Number 數目
Outstanding at beginning of the year	年初尚未行使	-	-	-	-
Granted during the year	年內授出	0.482	46,160,240	-	-
Outstanding at the end of the year	年終尚未行使	0.482	46,160,240	-	-

The weighted average remaining contractual life of the options outstanding at the end of the year was 2.5 years (2006: Nil).

The weighted average fair value of each option granted during the year was HK\$0.174 (2006: Nil).

The following information is relevant in the determination of the fair value of options granted during the year under the share option scheme operated by the Group.

### 32. 股份支出—續

購股權之變動：

尚未行使購股權於年終之加權平均合約剩餘年期為兩年半(二零零六年：無)。

年內所授出每份購股權之加權平均公允價值為0.174港元(二零零六年：無)。

以下為本集團用以釐定根據購股權計劃所授出購股權公允價值之資料。

		2007 二零零七年	2006 二零零六年
<b>Equity-settled</b>	<b>股權結算</b>		
Option pricing model used	所用期權定價模式	<b>Binomial lattice</b> 二項式期權定價模式	N/A 不適用
Share price at grant date	於授出日期之股價	<b>HK\$0.48</b> 港元	-
Exercise price	行使價	<b>HK\$0.482</b> 港元	-
Contractual life	合約年期	<b>2.5 years</b> 2.5年	-
Expected volatility	估計波幅	<b>85.5%</b>	-
Expected dividend rate	估計股息率	<b>0%</b>	-
Risk-free interest rate	無風險利率	<b>2.55%</b>	-

The volatility assumption, measured at the standard deviation of expected share price returns, is based on a statistical analysis of daily share prices over the previous years.

The Group did not enter into any share-based payment transactions with parties other than employees during the current or previous year.

按估計股價回報標準差計算得出之波幅預測，乃基於股份於過往年度之日報股價數據分析作出。

於本年度或過往年度，本集團概無與僱員以外人士進行任何股份付款交易。

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### 33. OPERATING LEASE COMMITMENTS

The Group has entered into commercial lease on certain land and buildings. These leases have an average life of one to twenty years with renewal option included in the contracts. Future minimum lease payments under non-cancellable operating leases as at 31 December are as follows:

		Group 本集團	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Not later than one year	不超過一年	7,007	722
Within two to five years	兩年至五年	26,951	1,419
Over five years	超過五年	17,801	5,217
		51,759	7,358

### 34. CAPITAL COMMITMENTS

Contracted but not provided for the acquisition of property, plant and equipment	已訂約惟未撥備之物業、廠房及設備收購
--	--------------------

The Company had no outstanding capital commitments as at 31 December 2007 (2006: committed capital contribution in PRC subsidiaries of HK\$6,525,000).

### 33. 經營租賃承擔

本集團已就若干土地及樓宇訂立商業租約。有關租約之平均年期介乎一至二十年不等，合約可予重續。於十二月三十一日，不可撤銷經營租賃項下未來最低租賃付款如下：

### 34. 資本承擔

		Group 本集團	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Contracted but not provided for the acquisition of property, plant and equipment		5,407	—

於二零零七年十二月三十一日，本公司並無任何尚未償還之資本承擔（二零零六年：中國附屬公司之資本承擔6,525,000港元）。

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## 35. INTERESTS IN SUBSIDIARIES

	非上市股份成本值 減:減值
Unlisted shares, at cost	305,621
Less: impairment in value	(243,512)
	62,109
Amounts due from subsidiaries	36,467

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

The table lists below the subsidiaries of the Group which, in the opinion of the Directors principally affected the results or assets of the Group. To give details of other subsidiaries would in the opinion of Directors, result in particulars of excessive length.

## 35. 所佔附屬公司權益

	Company 本公司	
	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
	305,621	243,512
	(243,512)	(243,512)
	62,109	—
Amounts due from subsidiaries	36,467	—

應收附屬公司款項為無抵押、免息及須應要求償還。

下表所列為董事認為對本集團業績或資產有主要影響之附屬公司。董事認為列出其他附屬公司詳情將導致篇幅過分冗長。

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment/ operations 註冊成立/成立/ 經營地點	Principal activities 主要業務	Nominal value of issued and fully paid/ registered capital 已發行及繳足股本 /註冊股本面值	Percentage of nominal value of issued/registered capital 佔已發行/ 註冊股本面值百分比	
				Directly 直接	Indirectly 間接
Alltrade Enterprises Limited 全貿企業有限公司	British Virgin Islands/ Hong Kong 英屬處女群島/香港	Leasing of mechanical rides 租賃機動遊戲	US\$1 1美元	100%	—
Infotower Limited	British Virgin Islands/ Hong Kong 英屬處女群島/香港	Investment holding 投資控股	US\$1 1美元	—	100%
Metro Asia Limited 盛亞有限公司	British Virgin Islands/ Hong Kong 英屬處女群島/香港	Investment holding, administrative and supporting services 投資控股、行政及支援服務	US\$1 1美元	100%	—
Regent King Holdings Limited 欣景集團有限公司	Hong Kong 香港	Administrative and supporting services 行政及支援服務	HK\$1 1港元	100%	—



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### 35. INTERESTS IN SUBSIDIARIES – continued

### 35. 所佔附屬公司權益 – 續

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment/ operations 註冊成立/成立/ 經營地點	Principal activities 主要業務	Nominal value of issued and fully paid/ registered capital 已發行及繳足股本 /註冊股本面值	Percentage of nominal value of issued/registered capital 佔已發行/ 註冊股本面值百分比	
				Directly 直接	Indirectly 間接
上海澤安游樂有限公司*	Mainland China 中國內地	Operation of carnivals 經營嘉年華會	US\$1,750,000 1,750,000美元	–	98.29%
Guangzhou Funmania Carnival Company Limited 廣州澤安游樂有限公司	Mainland China 中國內地	Operation of amusement park 經營遊樂園	RMB3,000,000 人民幣3,000,000元	–	100%
Guangzhou Funmania Nature Park Limited 廣州澤灝農業生態園有限公司	Mainland China 中國內地	Operation of nature amusement park in Panyu, Mainland China 於中國內地番禺經營生態 遊樂園	HK\$5,000,000 5,000,000港元	–	80%
Kanyisia Investments Limited	Mainland China 中國內地	Investment holding 投資控股	US\$20,000 20,000美元	100%	–
Success Cuisine Company Limited 上佳飲食有限公司	Macau 澳門	Operation of a Japanese restaurant 經營日式餐廳	MOP30,000 30,000澳門元	–	75%
Successful Food Company Limited 最佳食品有限公司	Macau 澳門	Operation of a Chinese restaurant 經營中式餐廳	MOP30,000 30,000澳門元	–	80%
Restaurante Chun leng Limitada (“Chun leng”) 駿盈餐飲有限公司 (「駿盈」)	Macau 澳門	Operation of a Japanese restaurant and a Portuguese restaurant 經營日式及葡式餐廳	MOP25,000 25,000澳門元	–	100%
FB Group Enterprises Management Company Limited 佳景集團企業管理有限公司	Macau 澳門	Administrative and supporting services 行政及支援服務	MOP25,000 25,000澳門元	–	100%
Golden Reality Limited 金茵有限公司	Hong Kong 香港	Property investment 物業投資	HK\$1 1港元	–	100%

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#### 35. INTERESTS IN SUBSIDIARIES – continued

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment/ operations 註冊成立／成立／ 經營地點	Principal activities 主要業務	Nominal value of issued and fully paid/ registered capital 已發行及繳足股本 ／註冊股本面值	Percentage of nominal value of issued/registered capital 佔已發行/ 註冊股本面值百分比	
				Directly 直接	Indirectly 間接
Era Catering Management Company Limited 盈申餐飲管理有限公司	Macau 澳門	Operation of a Chinese restaurant 經營中式餐廳	MOP25,000 25,000澳門元	–	50.8%

\* This is a sino-foreign joint venture enterprise under PRC law. Subject to the payment of an annual payment of RMB50,000 to the joint venture party, the Group is entitled to all profits and bears all of the losses of this subsidiary.

None of the subsidiaries had issued any debt securities at the end of the year.

#### 36. ACQUISITIONS OF SUBSIDIARIES

On 25 June 2007, as a part of implementation of the Company's resumption proposal, the Group acquired 100% of the issued share capital of the Kanysia Group for the consideration of HK\$62,109,000, of which HK\$10,801,000 was settled by issue of 21,602,422 new shares of the Company at a price of HK\$0.5 per share and the balance of HK\$51,308,000 was settled by issue of a Convertible Note referred to in Note 28.

At the date of acquisition, the trading of the Company's shares was remained suspended and no published price was available. The Directors estimated the fair value of shares issued for the acquisition was HK\$0.50, by reference to the issue price for new shares under the placing arrangement as part of the Company's resumption proposal. Details of analysis of the fairness of the issue price per share can be found in the Company's circular dated 31 May 2007.

#### 35. 所佔附屬公司權益 – 續

Nominal value of issued and fully paid/ registered capital 已發行及繳足股本 ／註冊股本面值	Percentage of nominal value of issued/registered capital 佔已發行/ 註冊股本面值百分比	
	Directly 直接	Indirectly 間接
MOP25,000 25,000澳門元	–	50.8%

\* 此乃根據中國法例成立之中外合資企業。待向合營方按年支付人民幣50,000元後，本集團即有權享有此附屬公司之所有溢利及承擔其所有虧損。

於年終，概無附屬公司發行任何債券證券。

#### 36. 收購附屬公司

於二零零七年六月二十五日，作為實行本公司復牌建議之一部分，本集團收購Kanysia集團全部已發行股本，作價62,109,000港元，其中10,801,000港元以按每股0.5港元之價格發行本公司21,602,422股新股支付，而其餘51,308,000港元則以發行附註28所述可換股票據支付。

於收購日期，本公司股份仍然暫停買賣，且並無公開價格。董事參考作為本公司復牌建議其中一環之配售安排項下新股份之發行價，估計就收購所發行股份之公允價值為0.50港元。有關每股發行價是否公平之分析詳情，請參閱本公司日期為二零零七年五月三十一日之通函。

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#### 36. ACQUISITIONS OF SUBSIDIARIES – continued

On 16 August 2007, the Group acquired 100% of the issued share capital of Chun leng and the sale loan of MOP6,881,000 for the consideration of HK\$6,836,000 which was settled by cash.

On 30 November 2007, the Group acquired 50.8% of the issued share capital of Era Catering as to 40.8% equity from Mr. Chan and 10% equity from Ms. Leong In lan, both being directors of the Company, for the total consideration of HK\$13,000 in proportion to their sale shares which was settled by cash.

Details of the fair value, which was equivalent to the carrying amount of identifiable assets and liabilities acquired, purchase consideration and goodwill are as follows:

#### 36. 收購附屬公司 – 續

於二零零七年八月十六日，本集團以現金代價6,836,000港元收購駿盈全部已發行股本及6,881,000澳門元之銷售貸款。

於二零零七年十一月三十日，本集團收購盈申餐飲已發行股本50.8%，其中40.8%股權自陳先生收購，而10%股權則自梁衍茵女士收購，兩人均為本公司董事，作價13,000港元，按照供彼等自出售股份之比例以現金支付。

所收購可識別資產及負債之公允價值(相等於賬面值)、購買代價及商譽之詳情如下：

	Era Catering and Chun leng 盈申餐飲 及駿盈	Total 總計
	Kansysia Group Kansysia集團 HK\$'000 千港元	HK\$'000 千港元
<b>Fair value of assets and liabilities acquired</b>	<b>所收購資產及負債之公允價值</b>	
Property, plant and equipment	物業、廠房及設備	439
Trade and other receivables	貿易及其他應收款項	3,995
Cash and cash equivalents	現金及等同現金項目	21,328
Trade and other payables	貿易及其他應付款項	(7,633)
Amount due to a director	應付一名董事款項	(277)
Amount due to a shareholder	應付一名股東款項	–
Taxation	稅項	(6,680)
		(17,448)
Net assets acquired	已購入淨資產	404
Minority interests	少數股東權益	35
		(6)
		334
		29
		363
<b>Consideration paid</b>	<b>已付代價</b>	
Allotment and issue of ordinary shares	配發及發行普通股	10,801
Issue of Convertible Note (Note 28)	發行可換股票據(附註28)	–
Cash	現金	51,308
		–
		35
		62,109
		35
		62,144
Goodwill (Note 19)	商譽(附註19)	61,775
		6
		61,781

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#### 36. ACQUISITIONS OF SUBSIDIARIES – *continued*

Goodwill is attributable to the expected revenue growth and future market development of the Kanysia Group, Era Catering and Chun leng and the opportunity to improve the Group's earning base.

Since the acquisition date, Kanysia Group, Era Catering and Chun leng have contributed HK\$25,153,000 and (HK\$613,000) respectively to Group's profit and (loss). If the acquisition had occurred on 1 January 2007, the Group's turnover would have an increase of HK\$39,413,000 to HK\$134,699,000 and the Group's loss attributable to equity holders for the year would have a decrease of HK\$18,341,000 to HK\$23,175,000. The proforma information is for illustrative purpose only and is not necessary and indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2007, nor is it intended to be a projection of future results.

#### 37. CONTINGENT LIABILITIES

At 31 December 2007, the Group and the Company did not have any contingent liabilities (2006: Nil).

#### 38. RELATED PARTY TRANSACTIONS

(a) During the year, the Group entered into the following transactions with related parties:

The Group incurred interest expenses of HK\$9,000 (2006: HK\$374,000) and HK\$1,217,000 (2006: HK\$2,132,000) payable to its shareholder and director respectively. The amounts payable have been subsequently waived by the shareholder and director by the balance sheet date.

The Group paid laundry expenses of HK\$453,000 (2006: Nil) to Future Bright Laundry Company Limited which is controlled by a director of the company.

The Group sold goods of HK\$614,000 (2006: Nil) to Prosperity Catering Management Limited, which is controlled by a director of the company. At the balance sheet date, the amount outstanding, included in trade and other receivables, was HK\$356,000 (2006: Nil).

#### 36. 收購附屬公司 – 續

商譽代表Kanysia集團、盈申餐飲及駿盈之預期收益增長及未來市場發展，以及本集團改善盈利基礎之機會。

自收購日期以來，Kanysia集團、盈申餐飲及駿盈已分別為本集團帶來25,153,000港元之溢利及613,000港元之虧損。倘若收購於二零零七年一月一日進行，本集團之營業額應增加39,413,000港元至134,699,000港元，而權益持有人應佔本年度本集團虧損將減少18,341,000港元至23,175,000港元。備考資料僅作說明之用，不一定能夠顯示倘若收購已於二零零七年一月一日完成時本集團實際能夠取得的收益及經營業績，亦並非對未來業績之預測。

#### 37. 或然負債

於二零零七年十二月三十一日，本集團及本公司並無任何或然負債(二零零六年：無)。

#### 38. 有關連人士交易

(a) 年內，本集團已訂立以下有關連人士交易：

本集團分別向其股東及董事支付利息開支9,000港元(二零零六年：374,000港元)及1,217,000港元(二零零六年：2,132,000港元)。應付款其後已於結算日獲股東及董事豁免。

本集團向由本公司一名董事控制的佳景乾濕洗衣有限公司支付洗衣費453,000港元(二零零六年：無)。

本集團向由本公司一名董事控制的多利來餐飲管理有限公司出售貨品614,000港元(二零零六年：無)。於結算日，包括於貿易及其他應收款項之尚未償還款項為356,000港元(二零零六年：無)。

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#### 38. RELATED PARTY TRANSACTIONS – *continued*

- (b) As a part of the implementation of the Company's resumption proposal, Mr. Chan has subscribed 40,000,000 shares and a further 140,000,000 shares to capitalise an aggregate of HK\$70 million outstanding loan due to him at HK\$0.5 per share. Mr. Chan and his wholly owned company, being the vendors of the Kanysia Group, also disposed the entire issued share capital of Kanysia Group at the consideration of HK\$62.1 million to the Company, of which 21,602,422 shares were allotted to him as part of the consideration and a convertible note was issued to Mr. Chan. For details, please refer to note 28.
- (c) On 16 August 2007, the Group acquired from a director, Mr. Chan, 100% of the issued share capital and the sale loan of Chun Ieng, a Macau company, for the consideration of HK\$6,836,000. On 30 November 2007, the Group acquired 40.8% and 10% of the issued share capital of Era Catering from Mr. Chan and Ms. Leong In lan, both being directors of the Company respectively for the total consideration of HK\$13,000 in proportion to their sale shares. Details of these two transactions are set out in Note 36.
- (d) The remuneration of directors and other members of key management during the year are disclosed in Notes 10 and 11.

#### 39. POST BALANCE SHEET EVENT

On 17 March 2008, the Company obtained an unsecured loan facility of HK\$75 million from a bank in Macau with the condition that Mr. Chan has to maintain a direct shareholding of at least 30% issued share capital of the Company.

On 26 March 2008, the Company partially redeemed the Convertible Note of HK\$26,308,408 with accrued interest.

#### 38. 有關連人士交易 – 續

- (b) 作為實行本公司復牌建議的一部分，陳先生以每股0.5港元之價格，認購40,000,000股股份及進一步認購140,000,000股股份，以將尚未償還予彼合共70,000,000港元之貸款撥充資本。作為Kanysia集團賣方的陳先生及其全資擁有之公司亦已將Kanysia集團全部已發行股本以62,100,000港元之代價售予本公司，其中已向彼配發21,602,422股股份作為部分代價，陳先生亦獲發可換股票據。有關詳情請參閱附註28。
- (c) 於二零零七年八月十六日，本集團以代價6,836,000港元，向董事陳先生收購澳門公司駿盈全部已發行股本及銷售貸款。於二零零七年十一月三十日，本集團分別向本公司董事陳先生及梁衍茵女士收購盈申餐飲已發行股本之40.8%及10%權益，總代價為13,000港元，根據彼等之銷售股份按比例支付。此兩項交易詳情載於附註36。
- (d) 董事及其他主要管理層人員於年內之薪酬於附註10及附註11披露。

#### 39. 結算日後事項

於二零零八年三月十七日，本集團自澳門一家銀行取得一項75,000,000港元之無抵押借貸融資，條件為陳先生必須直接持有本公司已發行股本至少30%。

於二零零八年三月二十六日，本公司贖回可換股票據部分本金額連同應計利息合共26,308,408港元。

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#### 40. NOTES SUPPORTING CASH FLOW STATEMENT

Significant non-cash transactions are as follows:

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
<b>Investment activities</b>	<b>投資活動</b>		
Equity consideration for acquisition of subsidiaries	收購附屬公司之股本代價	10,801	—
Convertible Note consideration for acquisition of subsidiaries	收購附屬公司之可換股票據代價	51,308	—
<b>Financing activities</b>	<b>融資活動</b>		
Shareholder's loan capitalised	已撥充資本之股東貸款	70,000	—

#### 40. 現金流量報表附註

重大非現金交易如下：

#### 41. KEY SOURCES OF ESTIMATION UNCERTAINTY

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

##### (a) Estimated impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, a material impairment loss may arise. As at 31 December 2007, the carrying amount of goodwill is HK\$61,781,000. Details of the recoverable amount calculation are disclosed in Note 19.

#### 41. 估計不明朗因素之主要來源

涉及未來之主要假設及於結算日估計不明朗因素之其他主要來源(兩者均有導致下個財政年度之資產與負債賬面值出現大幅調整的重大風險)概述如下。

##### (a) 估計商譽減值

釐定商譽是否減值需要估計獲分配有關商譽的現金產生單位使用值。計算使用值需要本集團對預期可自現金產生單位獲得的未來現金流量以及適合計算所得現值的折現率作出估計。倘實際現金流量較預期為少，則可能產生重大減值虧損。本集團於二零零七年十二月三十一日的商譽賬面值為61,781,000港元。計算可收回金額之詳情載於附註19。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

FOR THE YEAR ENDED 31 DECEMBER 2007

截至二零零七年十二月三十一止年度

#### 41. KEY SOURCES OF ESTIMATION UNCERTAINTY – *continued*

##### (b) Impairment of assets

The Group tests annually whether the financial assets and other assets have suffered any impairment in accordance with the Group's accounting policies. The assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets exceeds its recoverable amount. The recoverable amount of an asset or a cash generating unit is determined based on value-in-use calculations which require the use of assumptions and estimates.

##### (c) Useful lives of property, plant and equipment

The Group determines the depreciation amount of property, plant and equipment based on the estimated useful lives and residual values, which are reviewed at each balance sheet date. The principal assumptions for the Group's estimation of the useful lives and residual values include those related to the mode of operations, government regulations and scrap value of property, plant and equipment in the future.

#### 42. APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Board of Directors on 18 April 2008.

#### 41. 估計不明朗因素之主要來源 – 續

##### (b) 資產減值

本集團根據本集團會計政策每年就財務資產及其他資產是否出現減值進行檢測。倘出現顯示有關資產之賬面值超出其可收回金額之事件或變動時，將檢討資產減值。資產或現金產生單位之可收回金額乃根據使用價值計算釐定，當中涉及假設及估計之運用。

##### (c) 物業、廠房及設備之可使用年期

本集團根據估計可使用年期及剩餘價值(於各結算日審閱)釐定物業、廠房及設備之折舊金額。本集團估計可使用年期及剩餘價值之主要假設包括與未來經營模式、政府法規以及物業、廠房及設備殘值等有關之假設。

#### 42. 批准財務報表

財務報表已於二零零八年四月十八日獲董事會批准及授權刊發。

## FIVE YEARS SUMMARY

### 五年摘要

		Year ended 31 December					
		於十二月三十一日					
		2003	2004	2005	2006	2007	
		二零零三年	二零零四年	二零零五年	二零零六年	二零零七年	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		千港元	千港元	千港元	千港元	千港元	
<b>RESULTS</b>	<b>業績</b>						
Turnover	營業額	12,986	4,239	18,561	15,989	<b>95,286</b>	
Loss before taxation	除稅前虧損	(198,033)	(47,399)	(18,229)	(6,278)	<b>(36,992)</b>	
Tax credit	稅項撥回	-	-	1,500	-	<b>765</b>	
Net loss for the year	年度虧損淨額	(198,033)	(47,399)	(16,729)	(6,278)	<b>(36,227)</b>	
(Loss)/Profit attributable to	下列人士應佔						
	(虧損)/溢利						
- Equity holders of the Company	- 本公司權益持有人	(198,033)	(47,167)	(16,729)	(6,210)	<b>(41,516)</b>	
- Minority interests	- 少數股東權益	-	(232)	-	(68)	<b>5,289</b>	
Net loss for the year	年度虧損淨額	(198,033)	(47,399)	(16,729)	(6,278)	<b>(36,227)</b>	

		As at 31 December					
		於十二月三十一日					
		2003	2004	2005	2006	2007	
		二零零三年	二零零四年	二零零五年	二零零六年	二零零七年	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		千港元	千港元	千港元	千港元	千港元	
<b>ASSETS AND LIABILITIES</b>	<b>資產與負債</b>						
Total assets	總資產	70,302	106,332	103,651	104,231	<b>221,761</b>	
Total liabilities	總負債	(38,770)	(121,967)	(133,795)	(139,248)	<b>(93,894)</b>	
Total net assets / (liabilities)	淨資產/(負債)總額	31,532	(15,635)	(30,144)	(35,017)	<b>127,867</b>	



## GROUP PROPERTY

### 本集團物業

As at 31 December 2007  
於二零零七年十二月三十一日

#### PROPERTY HELD FOR INVESTMENT

#### 持作投資物業

Location 位置		Gross floor area 建築面積 (sq.m.) (平方米)	Lease expiry year 租約到期年份	Existing use 目前用途
Unit F on 2nd Floor of Industrial Fu Tai No. 251 Avenida De Venceslau De Morais Macau	澳門 慕拉士大馬路251號 富大工業大廈 2樓F室	389.16	2013 二零一三年	Godown 倉庫

