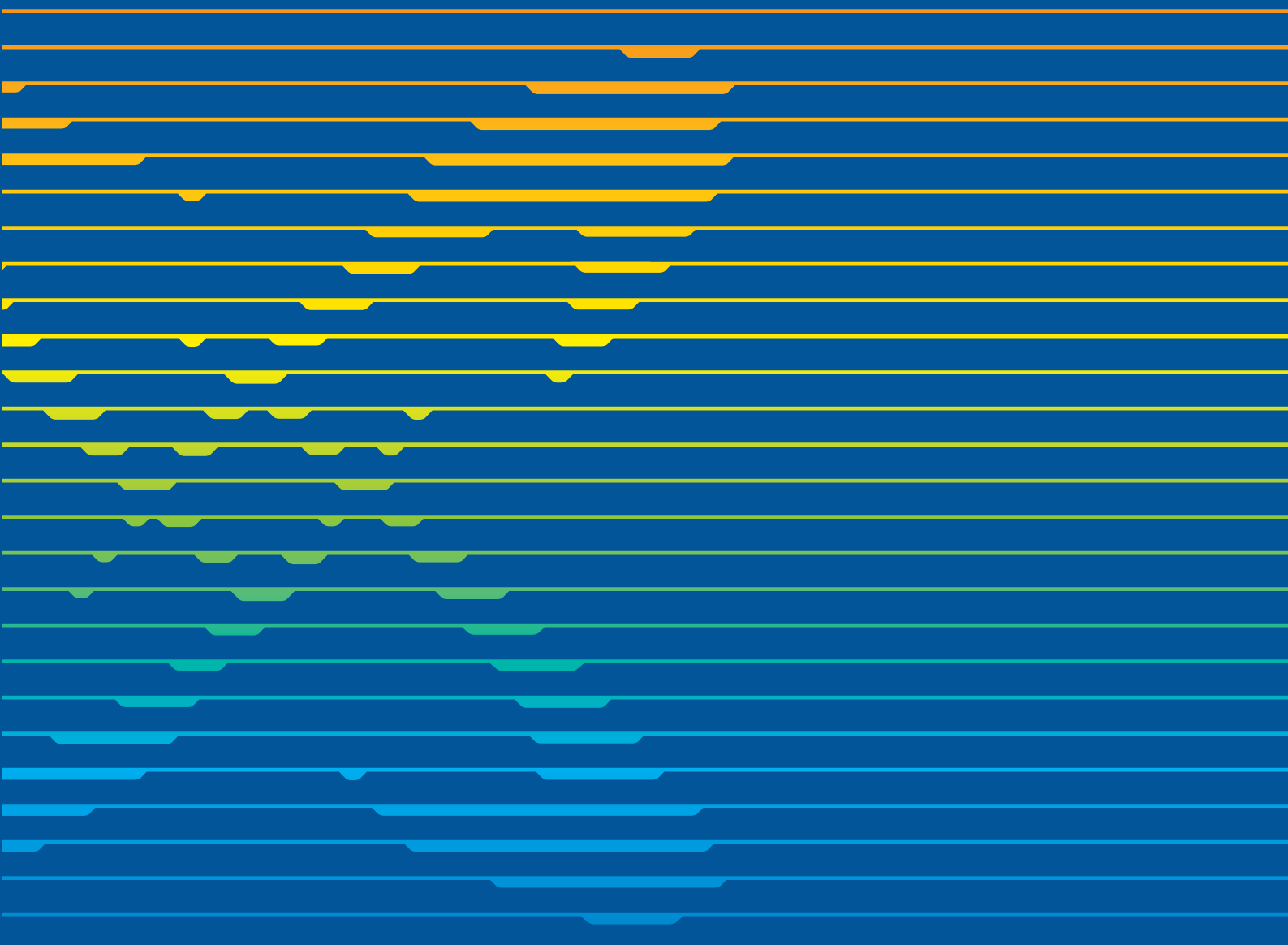




XIN CORPORATION LIMITED
新創綜合企業有限公司

Stock Code 股份代號 : 1141

ANNUAL REPORT
2008 年報



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CORPORATE INFORMATION 公司資料

EXECUTIVE DIRECTORS

Mr. Suen Cho Hung, Paul (*Chairman*)
Mr. Lo Ming Chi, Charles (*Deputy Chairman and
Chief Executive Officer*)
Mr. Yu Wai Man
Mr. Zhang Zhidong
Mr. Sue Ka Lok

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Wong Kwok Tai
Mr. Weng Yixiang
Mr. Lu Xinsheng
Mr. Xiong Wei

COMPANY SECRETARY AND QUALIFIED ACCOUNTANT

Mr. Yu Wai Man

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Suite 1501, 15th Floor
Great Eagle Centre
23 Harbour Road
Wanchai
Hong Kong

PRINCIPAL BANKERS

Standard Chartered Bank (Hong Kong) Limited
Bank of Communications Co., Ltd., Hong Kong Branch
Standard Bank Asia Limited
Bank of China (Hong Kong) Limited

SOLICITORS

Richards Butler

執行董事

孫粗洪先生(主席)
勞明智先生(副主席及
行政總裁)
余偉文先生
張志東先生
蘇家樂先生

獨立非執行董事

黃國泰先生
翁以翔先生
邊新生先生
熊偉先生

公司秘書及合資格會計師

余偉文先生

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

總辦事處及主要營業地點

香港
灣仔
港灣道23號
鷹君中心
15樓1501室

主要往來銀行

渣打銀行(香港)有限公司
交通銀行股份有限公司香港分行
標準銀行亞洲有限公司
中國銀行(香港)有限公司

律師

齊伯禮律師行

CORPORATE INFORMATION
公司資料

AUDITORS

Ernst & Young
18th Floor
Two International Finance Centre
8 Finance Street
Central
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Butterfield Fund Services (Bermuda) Limited
Rosebank Centre
11 Bermudiana Road
Pembroke
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

核數師

安永會計師事務所
香港
中環
金融街8號
國際金融中心
2期18樓

主要股份過戶登記處

Butterfield Fund Services (Bermuda) Limited
Rosebank Centre
11 Bermudiana Road
Pembroke
Bermuda

香港股份過戶登記分處

卓佳登捷時有限公司
香港
灣仔
皇后大道東28號
金鐘匯中心26樓

CHAIRMAN'S STATEMENT 主席報告書

For the year ended 31 March 2008, the Group's revenue was HK\$129,582,000 and its net loss attributable to equity holders of the Company was HK\$12,854,000.

BUSINESS OVERVIEW

For the year under review, the Group's core businesses were on the supply and procurement business in the Asia Pacific Region and securities investment. Due to keen competition in sourcing business and the downturn of global economy with concerns about the impact of sub-prime crisis and worldwide inflationary pressures, the revenue and profit of the supply and procurement business decreased by 33.2% to HK\$129,582,000 and dropped by 45.3% to HK\$11,598,000 respectively as compared to that of last year. For securities investment, which was mainly in large capitalization H-shares and blue chips, net loss of HK\$3,600,000 was recorded for the year under review.

Riding on the rapid development of the economy and local tourism industry in the People's Republic of China ("PRC"), the Board considers that there will be more travellers and tourists in the PRC and thereby increasing demand for hotel services. The Group, on 5 September 2007, entered into a conditional joint venture agreement (as supplemented on 3 December 2007) with independent third parties for the establishment of a joint venture company in the PRC which would be principally engaged in the operation of budget hotels in the PRC. In view of that not all the conditions of the joint venture agreement could be fulfilled on or before the specified date, the agreement was terminated on 3 March 2008. For details, please refer to the Company's announcements dated 13 September 2007, 3 December 2007 and 3 March 2008 and the circular of the Company dated 4 October 2007.

截至二零零八年三月三十一日止年度，本集團之收入為129,582,000港元，及本公司權益持有人應佔虧損淨額為12,854,000港元。

業務概覽

回顧年度內，本集團之核心業務為於亞太區經營供應及採購業務以及證券投資。由於採購業務面對激烈競爭以及全球經濟下滑，加上市場憂慮次按危機之影響及全球通脹壓力，供應及採購業務之收入較去年下跌33.2%至129,582,000港元，盈利亦倒退45.3%至11,598,000港元。證券投資主要集中於大市值之H股及藍籌股，此項業務於回顧年度錄得虧損淨額3,600,000港元。

有見中華人民共和國（「中國」）經濟與國內旅遊業發展迅速，董事會認為中國將會迎接更多旅客，對酒店服務之需求亦會隨之轉旺。於二零零七年九月五日，本集團與獨立第三方訂立有條件合營企業協議（於二零零七年十二月三日再作補充），以於中國成立一間將主要於中國從事經濟型酒店業務的合營企業。鑑於合營企業協議之條件未能於指定日期或之前全部達成，有關協議於二零零八年三月三日已告終止。詳情請參閱本公司日期為二零零七年九月十三日、二零零七年十二月三日及二零零八年三月三日之公佈以及日期為二零零七年十月四日之本公司通函。

CHAIRMAN'S STATEMENT 主席報告書

On 28 November 2007, the Company entered into a sale and purchase agreement with an independent third party to dispose of its entire equity interest in a group of subsidiaries, whose principal assets are the land and buildings located in Dongguan, Guangdong Province, the PRC. Details of the transaction were summarized in the Company's circular dated 12 December 2007.

PROSPECTS

In order to accelerate the Group's growth and improve its profitability, the Board is actively seeking new opportunities to place the Group on the path to steady growth as well as any opportunities of obtaining long term equity financing to strengthen the Group's capital base.

Due to the continuous high rise of petroleum and its related products over years, the Group, in May 2008, entered into a memorandum of understanding ("MOU") in relation to the possible acquisition of 15% equity interest in a company engaged in the business of exploitation and extraction of oil in the PRC. Pursuant to the MOU, the Group has options to acquire the remaining 85% equity interest in the oil company. For details, please refer to the Company's announcement dated 26 May 2008.

APPRECIATION

On behalf of the board, I would like to take this opportunity to thank our staff for their diligence, dedication and loyalty towards the Group, and to our shareholders, investors and other business partners for their support over the past year.

Suen Cho Hung, Paul
Chairman

Hong Kong
25 July 2008

於二零零七年十一月二十八日，本公司與獨立第三方訂立買賣協議，以出售其於一組附屬公司之全部股權，有關附屬公司之主要資產為位於中國廣東省東莞市之土地及樓宇。有關交易之詳情已概列於本公司日期為二零零七年十二月十二日之通函。

前景

為加快本集團增長步伐及提升盈利能力，董事會正積極物色有助本集團達致穩健增長之新商機，以及取得長期股本融資以擴大本集團資本基礎之任何機遇。

鑑於油價及石油相關產品之價格於過去數年持續高企，本集團遂於二零零八年五月就可能收購一間在中國從事開採及提煉石油業務之公司之15%股權而訂立諒解備忘錄（「諒解備忘錄」）。根據諒解備忘錄，本集團獲授選擇權，可收購石油公司餘下之85%股權。詳情請參閱本公司日期為二零零八年五月二十六日之公佈。

鳴謝

本人謹代表董事會，對本集團所有員工一直不遺餘力、專心致志及盡忠職守深表感謝，並謹此對全體股東、投資者及其他業務夥伴於過去一年從不間斷的支持致以由衷謝意。

主席
孫粗洪

香港
二零零八年七月二十五日

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論與分析

RESULTS

The Group's revenue for the year ended 31 March 2008 was HK\$129,582,000, representing a decrease of 33.2% as compared to that of last year (2007: HK\$193,989,000). The decrease in revenue was due to keen competition in sourcing business and the downturn of global economy. Loss attributable to equity holders of the Company amounted to HK\$12,854,000 (2007: HK\$7,904,000), which included a provision of HK\$6,478,000 for impairment of goodwill.

CHARGE ON THE GROUP'S ASSETS

As at the balance sheet date, there were no investment properties or prepaid land lease payments pledged to secure bank borrowing advanced to the Group (2007: HK\$17,769,000).

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 March 2008, the Group's total indebtedness comprised only convertible notes of HK\$69,074,000 which would be repayable within two years. The convertible notes were interest-free and denominated in Hong Kong dollars. As at 31 March 2007, the total indebtedness was HK\$32,259,000, including interest-bearing borrowings, loan from a minority shareholder and convertible notes. They were at fixed interest rates or interest-free and denominated in Hong Kong dollars, Renminbi or Singapore dollars. As at 31 March 2008, the Group had current ratio of 6.52 (2007: 1.00) based on current assets of HK\$290,823,000 and current liabilities of HK\$44,604,000.

As at 31 March 2008, the Group had neither unutilised banking facilities nor any hedging financial instruments. The Group's net current assets were HK\$246,219,000 (2007: HK\$336,000) and its gearing ratio (total indebtedness divided by total indebtedness and total equity) was 0.28 as at balance sheet date (2007: 0.45).

On 20 June 2007, the Company entered into (i) a conditional placing agreement with Interchina Securities Limited in relation to placing, on a best effort basis, of the Company's convertible notes ("Convertible Notes") up to HK\$100,000,000; and (ii) a conditional option agreement with Vision Century Group Limited ("Vision Century") to subscribe for convertible notes ("New Vision Century Notes") up to HK\$100,000,000. The initial conversion price for both convertible notes is HK\$0.28 per share. For details, please refer to the Company's circular dated 19 July 2007.

業績

本集團於截至二零零八年三月三十一日止年度錄得之收入為129,582,000港元，較去年下跌33.2%（二零零七年：193,989,000港元）。收入減少是由於採購業務面對激烈競爭及全球經濟下滑所致。本公司權益持有人應佔虧損為12,854,000港元（二零零七年：7,904,000港元），當中包括就商譽減值計提之撥備6,478,000港元。

本集團資產之抵押

於結算日，本集團並無抵押任何投資物業或預付土地租賃款項（二零零七年：17,769,000港元），以取得本集團獲授之銀行貸款。

流動資金及財政資源

於二零零八年三月三十一日，本集團之總負債僅包括69,074,000港元之可換股票據，須於兩年內償還。可換股票據為免息及以港元計值。於二零零七年三月三十一日，總負債為32,259,000港元，當中包括計息貸款、一位少數股東提供之貸款及可換股票據，乃以固定利率計息或免息及主要以港元、人民幣或新加坡元計值。於二零零八年三月三十一日，根據流動資產290,823,000港元及流動負債44,604,000港元計算，本集團之流動比率為6.52（二零零七年：1.00）。

於二零零八年三月三十一日，本集團並無未動用之銀行融資或任何對沖金融文據。本集團之流動資產淨值為246,219,000港元（二零零七年：336,000港元），而其於結算日之資本負債比率（總負債除以總負債及權益總額）為0.28（二零零七年：0.45）。

於二零零七年六月二十日，本公司(i)與國中證券有限公司訂立一項有條件配售協議，內容有關按竭誠盡力之基準，配售本金額最多100,000,000港元之本公司可換股票據（「可換股票據」）；及(ii)與Vision Century Group Limited（「Vision Century」）訂立一項有條件購股權協議，以認購本金額最多100,000,000港元之可換股票據（「新的Vision Century票據」）。上述兩項可換股票據之初步兌換價同為每股0.28港元。詳情請參閱本公司日期為二零零七年七月十九日之通函。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論與分析

On 17 September 2007, the Company issued the Convertible Notes in the aggregate principal amount of HK\$40,000,000 to six subscribers and the New Vision Century Notes in the principal amount of HK\$40,000,000 to Vision Century. On 18 September 2007, all these convertible notes were converted into 285,714,283 shares. Details of the transactions were summarized in the Company's announcements dated 17 September 2007 and 19 September 2007.

On 7 November 2007, the Company issued the Convertible Notes in the aggregate principal amount of HK\$60,000,000 to ten subscribers and the New Vision Century Notes in the principal amount of HK\$60,000,000 to Vision Century. Conversions of aggregate principal amount of HK\$10,000,000 of the Convertible Notes and HK\$30,000,000 of the New Vision Century Notes into 35,714,285 shares and 107,142,857 shares took place on 8 November 2007 and 17 January 2008 respectively. Details of the transactions were summarized in the Company's announcements dated 6 December 2007 and 17 January 2008.

CAPITAL STRUCTURE

During the year under review, the issued share capital of the Company has increased as follows:

(i) Exercise of share options granted to directors

In April and May 2007, certain directors of the Group exercised their share options at an exercise price of HK\$0.23 per share and 4,096,000 new shares were issued.

(ii) Conversion of convertible notes

In April and July 2007, convertible notes in the principal amount of HK\$7,126,560 and HK\$17,000,000 were converted at conversion price of HK\$0.17 per share and HK\$0.141 per share into 41,920,941 shares and 120,567,375 shares respectively.

於二零零七年九月十七日，本公司向六名認購人發行本金總額40,000,000港元之可換股票據及向Vision Century發行本金額40,000,000港元之新的Vision Century票據。於二零零七年九月十八日，上述所有可換股票據已兌換為285,714,283股股份。有關交易之詳情已概列於本公司日期為二零零七年九月十七日及二零零七年九月十九日之公佈。

於二零零七年十一月七日，本公司向十名認購人發行本金總額60,000,000港元之可換股票據及向Vision Century發行本金額60,000,000港元之新的Vision Century票據。涉及本金總額10,000,000港元之可換股票據及30,000,000港元之新的Vision Century票據已分別於二零零七年十一月八日及二零零八年一月十七日兌換為35,714,285股及107,142,857股股份。有關交易之詳情已概列於本公司日期為二零零七年十二月六日及二零零八年一月十七日之公佈。

資本架構

回顧年度內，本公司之已發行股本已增加如下：

(i) 董事行使獲授之購股權

於二零零七年四月及五月，本集團若干董事按行使價每股0.23港元行使獲授之購股權，4,096,000股新股份已予以發行。

(ii) 兌換可換股票據

於二零零七年四月及七月，本金額分別為7,126,560港元及17,000,000港元之可換股票據已分別按每股0.17港元及每股0.141港元之兌換價兌換為41,920,941股及120,567,375股股份。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論與分析

(iii) Conversion of the Convertible Notes and the New Vision Century Notes

In September 2007, several conversions of aggregate principal amount of HK\$80,000,000 of the Convertible Notes and the New Vision Century Notes (issued on 17 September 2007) took place, resulting in the issue of 285,714,283 shares at the conversion price of HK\$0.28 per share.

In November 2007, several conversions of aggregate principal amount of HK\$10,000,000 of the Convertible Notes (issued on 7 November 2007) took place, resulting in the issue of 35,714,285 shares at the conversion price of HK\$0.28 per share.

In January 2008, a conversion of principal amount of HK\$30,000,000 of the New Vision Century Notes (issued on 7 November 2007) took place, resulting in the issue of 107,142,857 shares at the conversion price of HK\$0.28 per share.

Consequent to the aforesaid events, the issued share capital of the Company has increased by HK\$5,952,000 (represented by 595,155,741 shares) to HK\$10,699,000 (represented by 1,069,863,767 shares).

POST BALANCE SHEET EVENTS

On 30 April 2008, 64,120,000 share options were granted to certain staff, directors and consultants of the Company. Among which, 6,208,000 share options were exercised in May 2008.

In May 2008, the Company received three conversion notices for conversions of aggregate principal amount of HK\$17,500,000 of the Convertible Notes (issued on 7 November 2007), resulting in the issue of 62,499,999 shares at the conversion price of HK\$0.28 per share. As at the date of this report, there is an outstanding balance of HK\$32,500,000 of the Convertible Notes.

On 22 May 2008, the holder of the New Vision Century Notes exercised its right to convert the remaining balance of HK\$30,000,000 of the New Vision Century Notes (issued on 7 November 2007) into 107,142,857 shares at the conversion price of HK\$0.28 per share.

(iii) 兌換可換股票據及新的Vision Century票據

於二零零七年九月，於二零零七年九月十七日發行之可換股票據及新的Vision Century票據已按每股0.28港元之兌換價進行數次涉及本金總額80,000,000港元之兌換，導致本公司發行285,714,283股股份。

於二零零七年十一月，於二零零七年十一月七日發行之可換股票據已按每股0.28港元之兌換價進行數次涉及本金總額10,000,000港元之兌換，導致本公司發行35,714,285股股份。

於二零零八年一月，二零零七年十一月七日發行之新的Vision Century票據已按每股0.28港元之兌換價進行涉及本金額30,000,000港元之兌換，導致本公司發行107,142,857股股份。

於上述事項後，本公司之已發行股本已增加5,952,000港元（由595,155,741股股份所組成），增至10,699,000港元（由1,069,863,767股股份所組成）。

結算日後事項

於二零零八年四月三十日，64,120,000份購股權已授予本公司若干僱員、董事及顧問。其中6,208,000份購股權於二零零八年五月已獲行使。

於二零零八年五月，本公司接獲三張兌換通知書以兌換於二零零七年十一月七日發行之本金總額為17,500,000港元之可換股票據，兌換價為每股0.28港元，導致本公司發行62,499,999股股份。於本報告日期，尚未兌換之可換股票據餘額為32,500,000港元。

於二零零八年五月二十二日，新的Vision Century票據之持有人行使其權利，將餘額30,000,000港元於二零零七年十一月七日發行之新的Vision Century票據按每股0.28港元之兌換價，兌換為107,142,857股股份。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論與分析

The Group, on 26 May 2008, entered into a MOU in relation to the possible acquisition of 15% equity interest in a company engaged in the business of exploitation and extraction of oil in the PRC. Pursuant to the MOU, the Group has options to acquire the remaining 85% equity interest in the oil company. For details, please refer to the Company's announcement dated 26 May 2008.

On 15 July 2008, the Board announced that it proposes to change the official registered English name of the Company from "Xin Corporation Limited" to "Poly Development Holdings Limited" (the "Change of English Name") and, upon the Change of English Name becoming effective, to adopt the new Chinese name "保興發展控股有限公司" to replace the existing Chinese name of the Company "新創綜合企業有限公司" for identification only. The Change of English Name shall be subject to, (i) the passing of a special resolution by the shareholders of the Company at the 2008 annual general meeting of the Company; and (ii) the approval by the Registrar of Companies in Bermuda. Further details are contained in the Company's announcement dated 15 July 2008.

EXPOSURE ON EQUITY PRICE RISK AND FOREIGN CURRENCY RISK

The Group is exposed to equity price risk arising from individual equity investments classified as trading equity investments. The Group's listed investments are listed on the Hong Kong Stock Exchange and are valued at quoted market prices at the balance sheet date.

All borrowings of the Group are denominated in Hong Kong dollars. The Group currently does not have a foreign currency hedging policy. However, management closely monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

HUMAN RESOURCES

As at 31 March 2008, the Group employed a total of 10 employees, among which, 5 staff were based in Hong Kong, 3 were based in the PRC and 2 were in Singapore. Remuneration packages are structured by reference to market terms and individual performance. Staff benefits plans maintained by the Group include mandatory provident fund scheme, medical insurance and discretionary bonuses.

於二零零八年五月二十六日，本集團就可能收購一間在中國從事開採及提煉石油業務之公司之15%股權而訂立諒解備忘錄。根據諒解備忘錄，本集團獲授選擇權，可收購石油公司餘下之85%股權。詳情請參閱本公司日期為二零零八年五月二十六日之公佈。

於二零零八年七月十五日，董事會宣佈建議將本公司之正式註冊英文名稱由「Xin Corporation Limited」更改為「Poly Development Holdings Limited」(「更改英文名稱」)，及待更改英文名稱生效後，採納新中文名稱「保興發展控股有限公司」，以取代本公司之現有中文名稱「新創綜合企業有限公司」(僅供識別)。更改英文名稱一事須待(i)本公司之股東於本公司之二零零八年股東週年大會上通過一項特別決議案；及(ii)取得百慕達公司註冊處批准，方可作實。進一步詳情載於本公司日期為二零零八年七月十五日之公佈。

股權價格風險及匯率波動風險

本集團面對因個別被列為可供出售投資的股權投資所產生的股權價格風險。本集團之股票投資主要在香港聯交所上市而其價值相等於在結算日的市值。

本集團之全部借貸均以港元計值。本集團目前並無外匯對沖政策。然而，管理層密切監察外匯風險及將於有需要時考慮對沖重大外匯風險。

人力資源

於二零零八年三月三十一日，本集團聘用之僱員總數共10人，當中長駐香港之職員為5人、長駐中國之職員為3人及長駐新加坡之職員為2人。薪酬福利乃參考市場條款及個人表現而制訂。本集團提供之員工福利計劃包括強制性公積金計劃、醫療福利及酌情花紅。

DIRECTORS' BIOGRAPHIES 董事履歷

EXECUTIVE DIRECTORS

Mr. Suen Cho Hung, Paul, *Chairman*

Aged 47, Mr. Suen joined the Company as an executive director and the Chairman of the Company in November 2007 and is also a director of various members of the Group. Mr. Suen holds a Master of Business Administration degree from the University of South Australia. Mr. Suen has over 15 years of experience in international trading of metals, minerals and raw materials, manufacturing of metal products, property investment as well as management and corporate planning of industrial enterprises in the People's Republic of China (the "PRC"). Mr. Suen is a substantial shareholder of the Company as disclosed in the section headed "Substantial shareholders' and other persons' interests in shares and underlying shares" in the Report of the Directors.

Mr. Lo Ming Chi, Charles, *J.P., Deputy Chairman, Chief Executive Officer and the chairman of the Remuneration Committee*

Aged 58, Mr. Lo joined the Company as an executive director and the Chairman of the Company in December 2000 and has been re-designated as the Deputy Chairman and the Chief Executive Officer of the Company in November 2007. Mr. Lo is also a director of various members of the Group. Mr. Lo is a Certified Practising Accountant of the CPA Australia and an associate member of the Financial Services Institute of Australasia. Mr. Lo has over 32 years of professional and business experience in financial and investment services in Australia, Hong Kong and other Asian countries.

Mr. Yu Wai Man, *Company Secretary, Qualified Accountant and member of the Remuneration Committee*

Aged 43, Mr. Yu joined the Company as the company secretary and qualified accountant in December 2000 and was appointed as an executive director in April 2001. Mr. Yu is also a director of various members of the Group. Mr. Yu is a fellow member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. Mr. Yu has over 23 years of experience in the accounting field, including 3 years in external audit and 2 years in internal audit. Mr. Yu has over 15 years of financial experience in companies listed both in Hong Kong and the United Kingdom.

執行董事

孫粗洪先生主席

47歲，孫先生於二零零七年十一月加入本公司任職執行董事及主席，彼亦為本集團多間成員公司之董事。孫先生持有國立南澳大學工商管理碩士學位。孫先生於金屬、礦物及原料之國際貿易、金屬產品之製造、物業投資以及於中華人民共和國（「中國」）之工業企業之管理及企業規劃方面積逾15年經驗。孫先生為本公司之主要股東，有關詳情已於「董事會報告」之「主要股東及其他人士於股份及相關股份之權益」一節披露。

勞明智先生太平紳士、副主席、行政總裁及薪酬委員會主席

58歲，勞先生於二零零零年十二月加入本公司任職執行董事及主席，並於二零零七年十一月獲調任為本公司之副主席及行政總裁。勞先生亦為本集團多間成員公司之董事。勞先生為澳洲會計師公會之執業會計師及Financial Services Institute of Australasia之會員。勞先生在澳洲、香港及其他亞洲國家之金融及投資服務方面擁有逾32年之專業及商務經驗。

余偉文先生公司秘書、合資格會計師及薪酬委員會成員

43歲，余先生於二零零零年十二月加入本公司任職公司秘書及合資格會計師，並於二零零一年四月獲委任為執行董事。余先生亦為本集團多間成員公司之董事。余先生為特許公認會計師公會及香港會計師公會之資深會員，並在會計方面擁有逾23年之經驗，其中包括3年外部審計及2年內部審計之經驗。余先生擁有逾15年香港及英國上市公司之財務經驗。

DIRECTORS' BIOGRAPHIES 董事履歷

EXECUTIVE DIRECTORS (continued)

Mr. Zhang Zhidong

Aged 45, Mr. Zhang joined the Company as an executive director in October 2007. Mr. Zhang graduated from Liaoning College of Finance and Economics (遼寧財經學院) (currently known as Dongbei University of Finance and Economics) with a Bachelor of Economics degree and majoring in accounting. Mr. Zhang has over 20 years of experience in financial and corporate management of government authorities and enterprises in the PRC. Prior to joining the Company, Mr. Zhang was the chairman of the board of directors and general manager of a four star hotel in the PRC.

Mr. Sue Ka Lok

Aged 43, Mr. Sue joined the Company as an executive director in November 2007 and is also a director of various members of the Group. Mr. Sue graduated from the University of Sydney, Australia with a Bachelor of Economics degree and holds a Master of Science in Finance degree from the City University of Hong Kong. Mr. Sue is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Hong Kong Institute of Chartered Secretaries and a member of the Hong Kong Securities Institute. Mr. Sue has extensive experience in corporate management, finance, accounting and company secretarial practice.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Wong Kwok Tai, *Chairman of the Audit Committee and member of the Remuneration Committee*

Aged 69, Mr. Wong joined the Company as an independent non-executive director in August 2001. Mr. Wong is a Practising Certified Public Accountant and a fellow member of the CPA Australia and the Hong Kong Institute of Certified Public Accountants. Mr. Wong has more than 43 years of financial experience. Mr. Wong is the principal of W. Wong & Co., CPA.

執行董事(續)

張志東先生

45歲，張先生於二零零七年十月加入本公司任職執行董事。張先生畢業於遼寧財經學院(現為東北財經大學)並持有經濟學學士學位，主修會計。張先生於中國之政府部門及企業擁有逾20年之財務及企業管理經驗。張先生於加入本公司之前，曾於中國一家四星級酒店出任董事長兼總經理。

蘇家樂先生

43歲，蘇先生於二零零七年十一月加入本公司任職執行董事，彼亦為本集團多間成員公司之董事。蘇先生畢業於澳洲悉尼大學，持有經濟學學士學位，並持有香港城市大學金融學理學碩士學位。蘇先生為香港會計師公會及香港特許秘書公會之資深會員及香港證券專業學會之會員。蘇先生於企業管理、財務、會計及公司秘書實務方面具有豐富經驗。

獨立非執行董事

黃國泰先生 審核委員會主席及薪酬委員會成員

69歲，黃先生於二零零一年八月加入本公司出任獨立非執行董事。黃先生乃執業會計師，並為澳洲會計師公會及香港會計師公會之資深會員。黃先生擁有逾43年財務經驗。黃先生為黃國泰會計師行之負責人。

DIRECTORS' BIOGRAPHIES 董事履歷

INDEPENDENT NON-EXECUTIVE DIRECTORS (continued)

Mr. Weng Yixiang, *Member of the Audit Committee and the Remuneration Committee*

Aged 49, Mr. Weng joined the Company as an independent non-executive director in October 2007. Mr. Weng graduated from China Central Radio and TV University specializing in law and is also qualified as a senior economist in the PRC. Mr. Weng has over 20 years of experience in banking, investment and finance and had served as senior executive in government authorities and financial institutions in the PRC. Mr. Weng is the general manager of an investment management and consulting company in the PRC.

Mr. Lu Xinsheng, *Member of the Audit Committee and the Remuneration Committee*

Aged 41, Mr. Lu joined the Company as an independent non-executive director in October 2007. Mr. Lu graduated from Sichuan University with a Bachelor of Science degree specializing in environmental chemistry. Mr. Lu has over 20 years of experience in trading business and has held senior positions in trading and logistics companies in the PRC.

Mr. Xiong Wei, *Member of the Audit Committee and the Remuneration Committee*

Aged 34, Mr. Xiong joined the Company as an independent non-executive director in October 2007. Mr. Xiong graduated from Chongqing Workers and Staff Members College (重慶市職工大學) specializing in economics management. Mr. Xiong has over 15 years of experience of advertising and public communication and has held senior positions in advertising and media companies in the PRC.

獨立非執行董事(續)

翁以翔先生審核委員會及薪酬委員會成員

49歲，翁先生於二零零七年十月加入本公司任職獨立非執行董事。翁先生畢業於中央廣播電視大學，專修法律，並於中國為合資格高級經濟師。翁先生於銀行、投資及金融方面擁有逾20年之經驗，並曾於中國之政府部門及金融機構擔任高級行政人員職務。翁先生現為中國一家投資管理及顧問公司之總經理。

盧新生先生審核委員會及薪酬委員會成員

41歲，盧先生於二零零七年十月加入本公司任職獨立非執行董事。盧先生畢業於四川大學並持有理學學士學位，主修環境化學。盧先生於貿易業務方面擁有逾20年之經驗，並於中國之貿易及物流公司擔任高級人員之職務。

熊偉先生審核委員會及薪酬委員會成員

34歲，熊先生於二零零七年十月加入本公司任職獨立非執行董事。熊先生畢業於重慶市職工大學，專修經濟管理。熊先生於廣告及大眾傳媒方面擁有逾15年之經驗，並曾於中國之廣告及傳媒公司擔任高級人員之職務。

REPORT OF THE DIRECTORS 董事會報告

The directors present their report and the audited financial statements of the Company and of the Group for the year ended 31 March 2008.

PRINCIPAL ACTIVITIES

The principal activities of the Company are investment holdings and securities investment. Details of the principal activities of the principal subsidiaries are set out in note 17 to the financial statements.

RESULTS

The Group's loss for the year ended 31 March 2008 and the state of affairs of the Company and of the Group at that date are set out in the financial statements on pages 37 to 144.

SUMMARY FINANCIAL INFORMATION

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

董事會謹此提呈本公司及本集團截至二零零八年三月三十一日止年度之董事會報告及經審核財務報表。

主要業務

本公司之主要業務為投資控股及證券投資。主要附屬公司之主要業務詳列於財務報表附註17。

業績

本集團截至二零零八年三月三十一日止年度之虧損及本公司與本集團於該日之業務狀況列載於財務報表第37至第144頁。

財務資料概要

以下為摘錄自己刊發之經審核財務報表之本集團過往五個財政年度之業績及資產、負債與少數股東權益概要。本概要並不構成經審核財務報表之一部分。

REPORT OF THE DIRECTORS
董事會報告

SUMMARY FINANCIAL INFORMATION (continued)

財務資料概要(續)

RESULTS

業績

		Year ended 31 March 截至三月三十一日止年度				
		2008	2007	2006	2005	2004
		二零零八年	二零零七年	二零零六年	二零零五年	二零零四年
		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
CONTINUING OPERATIONS	持續經營業務					
Revenue	收入	129,582	193,989	155,550	144,687	-
Profit/(loss) before tax	除稅前溢利/(虧損)	(9,486)	3,643	693	(5,807)	(13,182)
Tax	稅項	(655)	(3,553)	(3,172)	(1,608)	-
PROFIT/(LOSS) FOR THE YEAR FROM CONTINUING OPERATIONS	持續經營業務之本年度溢利/(虧損)	(10,141)	90	(2,479)	(7,415)	(13,182)
DISCONTINUED OPERATIONS	已終止經營業務					
Loss for the year from discontinued operations	已終止經營業務之本年度虧損	-	-	(7,855)	(1,717)	(16,868)
PROFIT/(LOSS) FOR THE YEAR	本年度溢利/(虧損)	(10,141)	90	(10,334)	(9,132)	(30,050)
Attributable to:	以下人士應佔:					
Equity holders of the Company	本公司權益持有人	(12,854)	(7,904)	(15,994)	(12,047)	(30,575)
Minority interests	少數股東權益	2,713	7,994	5,660	2,915	525
		(10,141)	90	(10,334)	(9,132)	(30,050)

REPORT OF THE DIRECTORS
董事會報告

SUMMARY FINANCIAL INFORMATION (continued)

財務資料概要(續)

ASSETS, LIABILITIES AND MINORITY INTERESTS

資產與負債及少數股東權益

		Year ended 31 March 截至三月三十一日止年度				
		2008	2007	2006	2005	2004
		二零零八年	二零零七年	二零零六年	二零零五年	二零零四年
		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
Total assets	總資產	290,849	166,931	118,007	139,472	89,383
Total liabilities	總負債	(113,678)	(128,178)	(110,524)	(134,027)	(95,696)
Minority interests	少數股東權益	(608)	(688)	(9,607)	(2,395)	520
		176,563	38,065	(2,124)	3,050	(5,793)

PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES

Details of movements in the property, plant and equipment and investment properties of the Company and of the Group during the year are set out in notes 13 and 14 to the financial statements, respectively.

物業、廠房及設備及投資物業

本公司及本集團物業、廠房及設備及投資物業年內之變動詳情分別載於財務報表附註13及14。

SHARE CAPITAL, SHARE OPTIONS AND CONVERTIBLE NOTES

Details of movements in the Company's share capital, share options and convertible notes during the year, together with the reasons therefore, are set out in notes 32, 33 and 30 to the financial statements, respectively.

股本、購股權及可換股票據

年內，本公司之股本、購股權及可換股票據之變動詳情連同有關原因分別載於財務報表附註32、33及30。

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's bye-laws or the Companies Act 1981 of Bermuda which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

優先購買權

本公司之公司細則或百慕達一九八一年公司法並無有關優先購買權之規定，故本公司毋須按比例發售新股予現有股東。

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

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

購買、贖回或出售本公司上市證券

本公司或其各附屬公司概無於年內購買、贖回或出售本公司任何上市證券。

REPORT OF THE DIRECTORS 董事會報告

RESERVES

Details of movements in the reserves of the Company and of the Group during the year are set out in note 34(b) to the financial statements and in the consolidated statement of changes in equity, respectively.

DISTRIBUTABLE RESERVES

At 31 March 2008, the Company had no reserves available for distribution and/or distribution in specie as computed in accordance with the Companies Act 1981 of Bermuda. The Company's share premium account, in the amount of HK\$186,571,000, may be distributed in the form of fully paid bonus shares.

MAJOR CUSTOMERS AND SUPPLIERS

In the year under review, sales to the Group's five largest customers accounted for approximately 100% of the total sales for the year and sales to the largest customer included therein accounted for approximately 98%. Purchases from the Group's five largest suppliers accounted for approximately 42% of the total purchases for the year and purchases from the largest supplier included therein accounted for approximately 15%.

None of the directors of the Company or any of their associates or any shareholders (which, to the best knowledge of the directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest customers or suppliers during the year.

儲備

本公司及本集團年內之儲備變動詳情分別載於財務報表附註34(b)及綜合權益變動表內。

可供分派儲備

於二零零八年三月三十一日，根據百慕達一九八一年公司法計算，本公司並無可作現金分派及／或實物分派之儲備。本公司之股份溢價賬為數186,571,000港元可以繳足股款紅股之形式分派。

主要客戶及供應商

於回顧年度內，本集團五大客戶佔年內總銷售額約100%，而最大客戶則佔年內總銷售額約98%。本集團五大供應商佔年內總採購額約42%，而最大供應商則佔年內總採購額約15%。

本公司董事或其任何聯繫人士或據董事所知擁有本公司已發行股本逾5%之任何股東，於年內概無持有本集團五大客戶或供應商之任何實質權益。

REPORT OF THE DIRECTORS
董事會報告

DIRECTORS

The directors of the Company during the year were:

Executive directors:

- Mr. Suen Cho Hung, Paul (*appointed as executive director and Chairman on 20 November 2007*)
- Mr. Lo Ming Chi, Charles (*re-designated from Chairman to Deputy Chairman and Chief Executive Officer on 20 November 2007*)
- Mr. Yu Wai Man
Mr. Zhang Zhidong (*appointed on 15 October 2007*)
- Mr. Sue Ka Lok (*appointed on 20 November 2007*)
- Mr. Wilson Ng (*resigned on 25 October 2007*)
- Mr. Ng Wee Keat (*resigned on 20 November 2007*)
- Mr. Ng Eng Leng (*resigned on 20 November 2007*)

Independent non-executive directors:

- Mr. Wong Kwok Tai
Mr. Weng Yixiang (*appointed on 15 October 2007*)
- Mr. Lu Xincheng (*appointed on 25 October 2007*)
- Mr. Xiong Wei (*appointed on 25 October 2007*)
- Mr. Ko Kwong Woon, Ivan (*resigned on 15 October 2007*)
- Mr. Lau Pok Lam (*resigned on 25 October 2007*)

In accordance with bye-law 86(2) of the Company's bye-laws, Mr. Suen Cho Hung, Paul, Mr. Zhang Zhidong, Mr. Sue Ka Lok, Mr. Weng Yixiang, Mr. Lu Xincheng and Mr. Xiong Wei will hold office until the forthcoming annual general meeting (the "AGM") and, being eligible, offer themselves for re-election at the AGM.

董事

年內，本公司之董事如下：

執行董事：

- 孫粗洪先生 (於二零零七年十一月二十日獲委任為執行董事及主席)
- 勞明智先生 (於二零零七年十一月二十日由主席獲調任為副主席及行政總裁)
- 余偉文先生
張志東先生 (於二零零七年十月十五日獲委任)
- 蘇家樂先生 (於二零零七年十一月二十日獲委任)
- 黃偉盛先生 (於二零零七年十月二十五日辭任)
- 黃偉傑先生 (於二零零七年十一月二十日辭任)
- 黃應麟先生 (於二零零七年十一月二十日辭任)

獨立非執行董事：

- 黃國泰先生
翁以翔先生 (於二零零七年十月十五日獲委任)
- 遼新生先生 (於二零零七年十月二十五日獲委任)
- 熊偉先生 (於二零零七年十月二十五日獲委任)
- 高廣垣先生 (於二零零七年十月十五日辭任)
- 劉璞琳先生 (於二零零七年十月二十五日辭任)

根據本公司之公司細則第86(2)條，孫粗洪先生、張志東先生、蘇家樂先生、翁以翔先生、遼新生先生及熊偉先生將留任至即將舉行之股東週年大會(「股東週年大會」)，惟彼等符合資格並願膺選連任。

REPORT OF THE DIRECTORS 董事會報告

In accordance with bye-law 87 of the Company's bye-laws, Mr. Lo Ming Chi, Charles will retire by rotation at the AGM and, being eligible, offer himself for re-election at the AGM.

The Company has received annual confirmations of independence from Mr. Wong Kwok Tai, Mr. Weng Yixiang, Mr. Lu Xinsheng and Mr. Xiong Wei, and as at the date of this report still considers them to be independent.

DIRECTORS' BIOGRAPHIES

Biographical details of the directors of the Company are set out on pages 10 to 12 of the annual report.

DIRECTORS' SERVICE CONTRACTS

No director proposed for re-election at the AGM has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

DIRECTORS' REMUNERATION

The directors' fees are subject to shareholders' approval at general meetings. Other emoluments are determined by the Company's board of directors with reference to directors' duties, responsibilities and performance and the results of the Group.

DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed in note 39 to the financial statements, no director had a material interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company or any of its holding companies, subsidiaries and fellow subsidiaries was a party during the year.

根據本公司之公司細則第87條，勞明智先生將於股東週年大會上輪值告退，惟彼符合資格並願膺選連任。

本公司已接獲黃國泰先生、翁以翔先生、遼新生先生及熊偉先生所發出之年度獨立性確認書，彼等於本報告日期仍被視為獨立人士。

董事履歷

本公司董事履歷之詳情，載於年報第10至第12頁。

董事之服務合約

擬於股東週年大會上膺選連任之董事，概無與本公司訂立不可於一年內由本公司不作出賠償（法定賠償除外）而終止之服務合約。

董事酬金

董事袍金須由股東於股東大會上批准。其他酬金由本公司董事會根據董事職責、責任及表現，以及本集團業績釐定。

董事之合約權益

除於財務報表附註39披露者外，董事於年內在由本公司或其任何控股公司、附屬公司及同系附屬公司訂立對本集團業務而言為重要之合約中，概無直接或間接擁有重大權益。

REPORT OF THE DIRECTORS 董事會報告

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 March 2008, the interests and short positions of the directors in the share capital and underlying shares of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code"), were as follows:

Long positions in ordinary shares of the Company:

Name of director	Capacity and nature of interest	Number of ordinary shares held	Percentage of the Company's issued share capital
董事姓名	身份及權益性質	所持普通股數目	佔本公司已發行股本之百分比
Mr. Suen Cho Hung, Paul 孫粗洪先生	Interest held by controlled corporation 由控制法團持有之權益	250,038,143 (Note 1) (附註1)	23.37
Mr. Lo Ming Chi, Charles 勞明智先生	Directly beneficially owned 直接實益擁有	1,000,000	0.09

Long positions in a convertible note of the Company:

Name of director	Capacity and nature of interest	Number of underlying shares held	Percentage of the Company's issued share capital
董事姓名	身份及權益性質	所持相關股份數目	佔本公司已發行股本之百分比
Mr. Suen Cho Hung, Paul 孫粗洪先生	Interest held by controlled corporation 由控制法團持有之權益	107,142,857 (Note 2) (附註2)	10.02

董事於股份及相關股份之權益及淡倉

於二零零八年三月三十一日，董事於本公司或其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股本及相關股份中擁有根據證券及期貨條例第352條須登記於本公司所存置之登記冊內之權益及淡倉，或根據上市公司董事進行證券交易的標準守則（「標準守則」）之規定而須知會本公司及香港聯合交易所有限公司（「聯交所」）之權益及淡倉如下：

於本公司普通股之好倉：

於本公司可換股票據之好倉：

REPORT OF THE DIRECTORS 董事會報告

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

Notes:

1. These shares are held by Global Wealthy Limited, a wholly owned subsidiary of Excelsior Kingdom Limited, which in turn is wholly owned by Mr. Suen Cho Hung, Paul.
2. This represents the interest of Global Wealthy Limited in 107,142,857 underlying shares through the convertible note issued by the Company to it in the principal amount of HK\$30,000,000 which can be converted into 107,142,857 shares at an initial conversion price of HK\$0.28 per share (subject to adjustments).

In addition to the above, as at 31 March 2008, a director has a non-beneficial personal equity interest in a subsidiary held for the benefit of the Company solely for the purpose of complying with the minimum company membership requirements.

Save as disclosed above, as at 31 March 2008, none of the directors had registered an interest or short positions in the shares or underlying shares of the Company or any of its associated corporations that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the section "Directors' interests and short positions in shares and underlying shares" above and in the share option scheme disclosures in note 33 to the financial statements, at no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any director or their respective spouse or minor children, or were any such rights exercised by them; or was the Company, its holding company or any of its subsidiaries and fellow subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

董事於股份及相關股份之權益及淡倉 (續)

附註：

1. 此等股份由Global Wealthy Limited持有，Global Wealthy Limited乃Excelsior Kingdom Limited之全資附屬公司，而Excelsior Kingdom Limited則由孫粗洪先生全資擁有。
2. 此乃指Global Wealthy Limited透過其獲本公司發行本金額為30,000,000港元之可換股票據而於107,142,857股相關股份中持有之權益，該等可換股票據可按初步兌換價每股0.28港元（可予調整）兌換為107,142,857股股份。

於二零零八年三月三十一日，除上文所述者外，一名董事就本公司之利益於一間附屬公司持有非實質個人股本權益，目的僅為符合最低公司股東成員人數之規定。

於二零零八年三月三十一日，除上文所披露者外，董事概無於本公司或其任何相聯法團之股份或相關股份中擁有根據證券及期貨條例第352條須予記錄之權益或淡倉，或根據標準守則之規定而須知會本公司及聯交所之權益或淡倉。

董事購買股份及債券之權利

除上文「董事於股份及相關股份之權益及淡倉」一節及財務報表附註33之購股權計劃披露所披露之事項外，於年內任何時間，並無授予任何董事或彼等各自之配偶或未成年子女可透過購買本公司股份或債券而獲益之權利，而彼等亦無行使任何該等權利；同時，本公司、其控股公司或其任何附屬公司及同系附屬公司概無訂立任何安排，致使董事可於任何其他法團獲得該等權利。

REPORT OF THE DIRECTORS 董事會報告

SHARE OPTION SCHEME

Details of the share option scheme of the Company are set out in note 33 to the financial statements.

購股權計劃

有關本公司購股權計劃之詳情載於財務報表附註33。

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN SHARES AND UNDERLYING SHARES

As at 31 March 2008, the following interests of 5% or more of the issued share capital of the Company were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO:

主要股東及其他人士於股份及相關股份之權益

於二零零八年三月三十一日，根據證券及期貨條例第336條規定本公司須存置之權益登記冊記錄，以下股東擁有本公司已發行股本5%或以上權益：

Long positions:

好倉：

Name 姓名	Capacity and nature of interest 身份及權益性質	Number of ordinary shares held 所持 普通股數目	Percentage of the Company's issued share capital 佔本公司已發行 股本百分比	Number of underlying shares held 所持相關 股份數目
Mr. Suen Cho Hung, Paul 孫粗洪先生	Interest held by controlled corporation 由控制法團持有 之權益	250,038,143 (Note 1) (附註1)	23.37	107,142,857 (Note 2) (附註2)
Excelsior Kingdom Limited	Interest held by controlled corporation 由控制法團持有 之權益	250,038,143 (Note 1) (附註1)	23.37	107,142,857 (Note 2) (附註2)
Global Wealthy Limited	Directly beneficially owned 直接實益擁有	250,038,143 (Note 1) (附註1)	23.37	107,142,857 (Note 2) (附註2)

REPORT OF THE DIRECTORS 董事會報告

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN SHARES AND UNDERLYING SHARES (continued)

Notes:

1. These shares are held by Global Wealthy Limited, which is a wholly owned subsidiary of Excelsior Kingdom Limited which in turn is wholly-owned by Mr. Suen Cho Hung, Paul. Accordingly, Mr. Suen Cho Hung, Paul and Excelsior Kingdom Limited were deemed to be interested in 250,038,143 shares under the SFO.
2. This represents the interest of Global Wealthy Limited in 107,142,857 underlying shares through the convertible note issued by the Company to it in the principal amount of HK\$30,000,000 which can be converted into 107,142,857 shares at an initial conversion price of HK\$0.28 per share (subject to adjustments).

There is a duplication of interests of 250,038,143 shares and 107,142,857 underlying shares in the Company between Mr. Suen Cho Hung, Paul, Excelsior Kingdom Limited and Global Wealthy Limited.

Save as disclosed above, as at 31 March 2008, no person, other than the directors and chief executive of the Company, whose interests are set out in the section "Directors' interests and short positions in shares and underlying shares" above, had registered an interest or short positions in the shares or underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO.

主要股東及其他人士於股份及相關股份 之權益(續)

附註：

1. 此等股份由Global Wealthy Limited持有，Global Wealthy Limited乃Excelsior Kingdom Limited之全資附屬公司，而Excelsior Kingdom Limited則由孫粗洪先生全資擁有。因此，根據證券及期貨條例，孫粗洪先生及Excelsior Kingdom Limited被視為擁有250,038,143股股份之權益。
2. 此乃指Global Wealthy Limited透過其獲本公司發行本金額為30,000,000港元之可換股票據而於107,142,857股相關股份中持有之權益，該等可換股票據可按初步兌換價每股0.28港元(可予調整)兌換為107,142,857股股份。

孫粗洪先生、Excelsior Kingdom Limited及Global Wealthy Limited所持有之本公司250,038,143股股份及107,142,857股相關股份權益屬同一批權益。

除上文所披露者外，於二零零八年三月三十一日，並無任何人士(不包括本公司董事及行政總裁，其權益載於上文「董事於股份及相關股份之權益及淡倉」一節)於本公司之股份或相關股份中擁有根據證券及期貨條例第336條須予記錄之權益或淡倉。

REPORT OF THE DIRECTORS 董事會報告

CONNECTED AND CONTINUING CONNECTED TRANSACTIONS

During the year, the Company and the Group had the following connected and continuing connected transactions, certain details of which are disclosed in compliance with the requirements of Chapter 14A of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules").

- (a) On 20 February 2004, the Group entered into a shareholders' agreement (the "Xin Procurement Agreement") with Huang & Co (Singapore) Pte. Ltd. ("HCSPL"), a company incorporated in Singapore with limited liability, to form Xin Procurement & Trading Pte. Ltd. ("Xin Procurement"), a company incorporated in Singapore with limited liability. HCSPL is wholly-owned by New Century International Pte. Ltd. ("New Century International"), a company incorporated in Singapore with limited liability. New Century International is in turn wholly-owned by the parents of Mr. Wilson Ng and Mr. Ng Wee Keat, both are the ex-executive directors of the Company and directors of HCSPL. Pursuant to the Xin Procurement Agreement, the Group and HCSPL owned 51% and 49% of equity interests in Xin Procurement, respectively.

On 28 February 2007, the Group acquired an additional 24% interest in Xin Procurement and the rights of and benefits in a shareholder's loan of S\$120,000 (equivalent to HK\$618,000) from HCSPL, at a consideration of HK\$7,126,560 (the "Acquisition"). Upon completion of the Acquisition, the Group holds 75% interest in Xin Procurement and HCSPL holds the remaining 25% interest therein. The consideration of the Acquisition was settled by issuing a 1% convertible note of principal amount of HK\$7,126,560 by the Company to HCSPL.

關連及持續關連交易

年內，本公司及本集團曾進行以下關連及持續關連交易，若干有關詳情乃根據聯交所證券上市規則（「上市規則」）第14A章之規定予以披露。

- (a) 於二零零四年二月二十日，本集團與一間在新加坡註冊成立之有限公司Huang & Co (Singapore) Pte. Ltd.（「HCSPL」）訂立一份股東協議（「Xin Procurement協議」），以成立一間於新加坡註冊成立之有限公司—Xin Procurement & Trading Pte. Ltd.（「Xin Procurement」）。HCSPL乃由一間在新加坡註冊成立之有限公司New Century International Pte. Ltd.（「New Century International」）全資擁有。New Century International則由黃偉盛先生及黃偉傑先生（兩位均為本公司之前任執行董事及HCSPL董事）之父母全資擁有。根據Xin Procurement協議，本集團及HCSPL分別擁有Xin Procurement之51%及49%股本權益。

於二零零七年二月二十八日，本集團向HCSPL收購於Xin Procurement之額外24%權益及股東貸款120,000坡元（相等於618,000港元）之權利及利益，代價為7,126,560港元（「收購事項」）。於收購事項完成時，本集團持有Xin Procurement之75%權益，而HCSPL則持有其餘下25%權益。收購事項之代價由本公司向HCSPL發行本金額7,126,560港元之一厘息可換股票據支付。

REPORT OF THE DIRECTORS 董事會報告

CONNECTED AND CONTINUING CONNECTED TRANSACTIONS (continued)

(a) (continued)

By virtue of the interests of the parents of Mr. Wilson Ng and Mr. Ng Wee Keat, who had been the directors of the Company up to their resignation on 25 October 2007 and 20 November 2007, respectively, in HCSPL, the Acquisition constituted a connected transaction of the Company under the Listing Rules, details of which have been disclosed in the Company's circular dated 29 January 2007.

On 20 February 2004, Xin Procurement entered into a supply agreement (the "Supply Agreement") with HCSPL whereby Xin Procurement has been appointed as a supplier to HCSPL for the supply of certain office equipment and office supplies, machinery, machinery parts, lubricating oil and bunkering.

The contract terms have been reviewed by the executive directors of the Company, who consider that the transactions were: (i) in the ordinary and usual course of the business of the Group; (ii) in the interests of the Company; and (iii) on normal commercial terms that are fair and reasonable as far as the shareholders of the Company are concerned. By virtue of the interests of the parents of Mr. Wilson Ng and Mr. Ng Wee Keat in HCSPL, the transactions contemplated under the Supply Agreement constituted continuing connected transactions of the Company under the Listing Rules, details of which have been disclosed in the Company's circular dated 12 March 2004. The continuing connected transactions were approved by independent shareholders of the Company on the special general meeting held on 29 March 2004 with an annual cap of S\$7.5 million (approximately HK\$34.5 million) for each of the three financial years ended 31 March 2007. During the year, Xin Procurement made sales to HCSPL amounting to HK\$3,000.

關連及持續關連交易(續)

(a) (續)

鑒於黃偉盛先生及黃偉傑先生(彼等分別於二零零七年十月二十五日及二零零七年十一月二十日辭任前均為本公司之董事)之父母於HCSPL之權益,根據上市規則,收購事項構成本公司之關連交易,有關詳情已在本公司於二零零七年一月二十九日之通函內披露。

於二零零四年二月二十日, Xin Procurement與HCSPL訂立一份供應協議(「供應協議」),據此, Xin Procurement已獲委任為HCSPL供應若干辦公室設備及辦公室用品、機器、機械零件、機油及燃料之供應商。

合約條款已經由本公司之執行董事審閱,本公司之執行董事認為該等交易(i)乃於本集團之一般及日常業務過程中進行;(ii)符合本公司之利益;及(iii)乃按正常商業條款訂立,而該等條款對本公司股東而言屬公平合理。根據上市規則,鑑於黃偉盛先生及黃偉傑先生之父母於HCSPL之權益,根據供應協議擬進行之交易構成本公司之持續關連交易,有關詳情已於二零零四年三月十二日之本公司通函內披露。持續關連交易已經由本公司之獨立股東於二零零四年三月二十九日舉行之股東特別大會上批准,而截至二零零七年三月三十一日止三個財政年度各年之年度上限為7,500,000坡元(約34,500,000港元)。年內, Xin Procurement與HCSPL之銷售為3,000港元。

REPORT OF THE DIRECTORS
董事會報告

**CONNECTED AND CONTINUING CONNECTED
TRANSACTIONS (continued)**

- (b) On 30 March 2006, the Company issued a convertible note in the principal amount of HK\$37,000,000, as part of the consideration for the release and discharge of the Group from all of its obligations and liabilities in respect of a loan advanced by Vision Century Group Limited ("Vision Century"), who had been the Company's then immediate holding company prior to 20 November 2007. Vision Century has the right to convert the outstanding principal amount of the convertible note into shares at any time before 29 March 2009 at the initial conversion price of HK\$0.205 per conversion share, which was adjusted to HK\$0.141 per conversion share to reflect the Company's open offer made on 16 October 2006. The convertible note carries interest at a rate of 1% per annum, which is payable semi-annually in arrears on 31 March and 30 September. Vision Century converted HK\$10,000,000, HK\$10,000,000 and HK\$7,000,000 of the convertible note into ordinary shares of the Company on 1 March 2007, 5 March 2007 and 26 July 2007, respectively. On 27 July 2007, Vision Century transferred the remaining HK\$10,000,000 of the convertible note to three independent third parties, who fully converted their convertible note into ordinary shares of the Company on 30 July 2007.
- (c) Pursuant to the Xin Procurement Agreement, HCSPL had advanced funds to Xin Procurement as the working capital and the loan from HCSPL was HK\$644,000 as at 31 March 2007. The Group has fully repaid such amount to HCSPL during the year. The terms of the advance are set out in note 28 to the financial statements.

關連及持續關連交易(續)

- (b) 於二零零六年三月三十日，本公司發行本金額37,000,000港元之可換股票據，作為解除及免除本集團就Vision Century Group Limited (「Vision Century」) 所墊付貸款而承擔之一切責任及負債之部分代價。而Vision Century於二零零七年十一月二十日前為本公司當時之直屬控股公司。Vision Century有權於二零零九年三月二十九日前隨時將可換股票據結欠之本金額按初步換股價每股兌換股份0.205港元轉換為股份，而換股價已調整至每股兌換股份0.141港元，以反映於二零零六年十月十六日進行之本公司公開發售。可換股票據按年利率一厘計息，須於每年三月三十一日及九月三十日每半年到期時支付一次。Vision Century已分別於二零零七年三月一日、二零零七年三月五日及二零零七年七月二十六日轉換10,000,000港元、10,000,000港元及7,000,000港元之可換股票據為本公司普通股。於二零零七年七月二十七日，Vision Century亦轉讓餘下10,000,000港元之可換股票據予三位獨立第三方，彼等於二零零七年七月三十日已將其可換股票據全數轉換為本公司之普通股股份。
- (c) 根據Xin Procurement協議，HCSPL墊付資金予Xin Procurement作為營運資本。於二零零七年三月三十一日，HCSPL提供之貸款為644,000港元。年內，本集團已全數償還該項貸款予HCSPL。墊款之條款載於財務報表附註28。

REPORT OF THE DIRECTORS 董事會報告

CONNECTED AND CONTINUING CONNECTED TRANSACTIONS (continued)

- (d) During the year, Xin Procurement repaid HK\$21,200,000 to HCSPL. At 31 March 2008, the outstanding balance owed by Xin Procurement to HCSPL amounted to HK\$34,255,000, including dividend payable of HK\$20,614,000, which is unsecured, interest-free and has no fixed terms of repayment.
- (e) During the year, a management fee of HK\$636,000 was charged by HCSPL in respect of certain administrative services rendered to the Group. The management fee was determined between the Group and HCSPL.
- (f) During the year, Huang Procurement Pte. Ltd., a wholly-owned subsidiary of HCSPL, paid HK\$41,121,000 to certain of the Group's suppliers on behalf of the Group in respect of its purchases of office equipment and office supplies, machinery, machinery parts, lubricating oil and bunkering.

Save as disclosed above, there are no transactions which would need to be disclosed as connected and continuing connected transactions in accordance with the requirements of the Listing Rules.

DIRECTORS' INTERESTS IN A COMPETING BUSINESS

During the year and up to the date of this report, no directors were considered to have an interest in a business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group, as defined in the Listing Rules, other than those businesses of which the directors of the Company were appointed as directors to represent the interests of the Company and/or the Group.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the directors, at least 25% of the Company's total issued share capital was held by the public as at the date of this report.

關連及持續關連交易(續)

- (d) 年內，Xin Procurement償還21,200,000港元予HCSPL。於二零零八年三月三十一日，Xin Procurement結欠HCSPL之結餘為34,255,000港元，包括應付股息20,614,000港元，該筆款項乃無抵押、免息及無固定還款期。
- (e) 年內，HCSPL就提供予本集團之若干管理服務收取管理費636,000港元，有關管理費由本集團與HCSPL釐定。
- (f) 年內，HCSPL之全資附屬公司Huang Procurement Pte. Ltd.就本集團購買辦公室設備及辦公室用品、機器、機械零件、機油及燃料，代表本集團向本集團若干供應商支付41,121,000港元。

除上文所披露者外，概無交易須根據上市規則之規定作為關連及持續關連交易予以披露。

董事於競爭業務之權益

於年內及截至本年報日期為止，董事概無於現時或可能會與本集團業務進行直接或間接競爭之業務中擁有權益(定義見上市規則)，惟本公司董事被委任作為董事以代表本公司及/或本集團利益之業務除外。

足夠公眾持股量

按照本公司所得之公開資料及就董事所知悉，於本報告日期，公眾人士持有本公司之已發行股本總額最少25%。

REPORT OF THE DIRECTORS
董事會報告

POST BALANCE SHEET EVENTS

Details of the significant post balance sheet events of the Group are set out in note 42 to the financial statements.

AUDITORS

Ernst & Young retire and a resolution for their reappointment as auditors of the Company will be proposed at the forthcoming annual general meeting.

ON BEHALF OF THE BOARD

Suen Cho Hung, Paul
Chairman

Hong Kong
25 July 2008

結算日後事項

本集團之重大結算日後事項詳情載於財務報表附註42。

核數師

安永會計師事務所任期屆滿，本公司將於即將舉行之股東週年大會上提呈決議案重新委任其為本公司之核數師。

代表董事會

主席
孫粗洪

香港
二零零八年七月二十五日

CORPORATE GOVERNANCE REPORT 企業管治報告

The Board of Directors (the "Board") is committed to maintaining high standards of corporate governance practices at all times. The Board believes that good corporate governance helps the Company to safeguard the interests of its shareholders and to enhance the performance of the Group.

CORPORATE GOVERNANCE PRACTICES

The Board has adopted the principles and complied all the applicable provisions of the Code on Corporate Governance Practices (the "Code") as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") for the year ended 31 March 2008, except for a deviation as specified with considered reason for such deviation as explained below.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Listing Rules as its own code of conduct regarding securities transactions by the directors of the Company. Having made specific enquiry of all directors of the Company, all of them confirmed that they have complied with the required standard set out in the Model Code during the year.

BOARD OF DIRECTORS

The Board is responsible for leadership and control of the Company. The Board reviews and approves the objectives, strategies, direction and policies of the Group, the annual budget, annual and interim results, the management structure of the Company as well as other significant policy and financial matters. The Board has delegated the responsibility of the day-to-day operations of the Group to the management of the Company.

董事會(「董事會」)一直致力維持高水準之企業管治常規。董事會深信良好之企業管治有助保障其股東之利益及提升本集團之表現。

企業管治常規

於截至二零零八年三月三十一日止年度，董事會已採納及遵守香港聯合交易所有限公司證券上市規則(「上市規則」)附錄十四所載之企業管治常規守則(「守則」)之所有適用守則條文，惟下文所解釋一項已闡明原因之偏離行為除外。

董事的證券交易

本公司已採納上市規則附錄十所載之上市發行人董事進行證券交易之標準守則(「標準守則」)，作為本公司董事進行證券交易之行為守則。經向本公司全體董事進行特定查詢後，彼等均確認於年內已遵守標準守則所載之規定準則。

董事會

董事會負責領導及監控本公司。董事會審閱及批核本集團之業務目標、策略、方向及政策、本公司之年度預算、全年及中期業績、管理層架構，以及其他重大政策及財務事宜。董事會已委任本公司管理層負責本集團之日常營運。

CORPORATE GOVERNANCE REPORT 企業管治報告

As at the date of this report, the Board comprises nine Directors, five of which are Executive Directors, namely Mr. Suen Cho Hung, Paul (Chairman), Mr. Lo Ming Chi, Charles (Deputy Chairman and Chief Executive Officer), Mr. Yu Wai Man, Mr. Zhang Zhidong and Mr. Sue Ka Lok; and four are Independent Non-executive Directors, namely Mr. Wong Kwok Tai, Mr. Weng Yixiang, Mr. Lu Xinsheng and Mr. Xiong Wei. The Company has received from each of the Independent Non-executive Directors an annual confirmation of his independence pursuant to rule 3.13 of the Listing Rules. The Company considers all the Independent Non-executive Directors to be independent in accordance with the independence guidelines set out in the Listing Rules. Biographical details of the Directors are set out under the section headed "Directors' Biographies" on pages 10 to 12 of this annual report.

During the year, four full board meetings were held and the attendance of each Director is set out as follows:

於本報告日期，董事會由九名董事組成，當中五名為執行董事，即孫粗洪先生（主席）、勞明智先生（副主席及行政總裁）、余偉文先生、張志東先生及蘇家樂先生；以及四名為獨立非執行董事，即黃國泰先生、翁以翔先生、遼新生先生及熊偉先生。本公司已接獲獨立非執行董事各自根據上市規則第3.13條發出之年度獨立確認書。本公司參照上市規則所載列之獨立指引，視全部獨立非執行董事為獨立人士。董事之履歷詳情載列於本年報第10至第12頁之「董事履歷」一節內。

年內，本公司舉行了四次全體董事成員會議，各董事之出席率載列如下：

Executive Directors	Number of attendance	執行董事	出席次數
Mr. Suen Cho Hung, Paul (<i>Chairman</i>) (appointed on 20 November 2007)	1/4	孫粗洪先生(<i>主席</i>) (於二零零七年十一月二十日獲委任)	1/4
Mr. Lo Ming Chi, Charles (<i>Deputy Chairman and Chief Executive Officer</i>)	4/4	勞明智先生(<i>副主席及行政總裁</i>)	4/4
Mr. Yu Wai Man	4/4	余偉文先生	4/4
Mr. Zhang Zhidong (appointed on 15 October 2007)	1/4	張志東先生 (於二零零七年十月十五日獲委任)	1/4
Mr. Sue Ka Lok (appointed on 20 November 2007)	1/4	蘇家樂先生 (於二零零七年十一月二十日獲委任)	1/4
Mr. Wilson Ng (resigned on 25 October 2007)	1/4	黃偉盛先生 (於二零零七年十月二十五日辭任)	1/4
Mr. Ng Wee Keat (resigned on 20 November 2007)	2/4	黃偉傑先生 (於二零零七年十一月二十日辭任)	2/4
Mr. Ng Eng Leng (resigned on 20 November 2007)	2/4	黃應麟先生 (於二零零七年十一月二十日辭任)	2/4

CORPORATE GOVERNANCE REPORT 企業管治報告

Independent Non-executive Directors

Mr. Wong Kwok Tai	4/4
Mr. Weng Yixiang (appointed on 15 October 2007)	1/4
Mr. Lu Xinsheng (appointed on 25 October 2007)	1/4
Mr. Xiong Wei (appointed on 25 October 2007)	1/4
Mr. Ko Kwong Woon, Ivan (resigned on 15 October 2007)	3/4
Mr. Lau Pok Lam (resigned on 25 October 2007)	3/4

獨立非執行董事

黃國泰先生	4/4
翁以翔先生 (於二零零七年十月十五日獲委任)	1/4
遼新生先生 (於二零零七年十月二十五日獲委任)	1/4
熊偉先生 (於二零零七年十月二十五日獲委任)	1/4
高廣垣先生 (於二零零七年十月十五日辭任)	3/4
劉璞琳先生 (於二零零七年十月二十五日辭任)	3/4

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The Group adopts a dual leadership structure in which the role of the Chairman is separated from that of the Chief Executive Officer ("CEO"). The Chairman is responsible for overseeing all Board functions, while the executive directors and senior management are under the leadership of the CEO to oversee the day-to-day operations of the Group and implementing the strategies and policies approved by the Board.

The position of the Chairman of the Board is currently held by Mr. Suen Cho Hung, Paul and the position of CEO is currently held by Mr. Lo Ming Chi, Charles.

NON-EXECUTIVE DIRECTORS

Code provision A.4.1 stipulates that non-executive directors should be appointed for a specific term, subject to re-election.

The independent non-executive directors of the Company are not appointed for a specific term but shall retire from office by rotation at least once every three years as referred to in the bye-law 87 of the Company's bye-laws which provides that at each annual general meeting one-third of the directors of the Company for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation.

主席及行政總裁

本集團採用雙領導架構，據此主席之角色與行政總裁(「行政總裁」)之角色有所區分。主席負責監管董事會之所有運作，而執行董事及高級管理層則由行政總裁帶領，以監督本集團每日運作及執行董事會所批准之策略及政策。

董事會主席之職位現由孫粗洪先生擔任，而行政總裁一職則由勞明智先生擔任。

非執行董事

守則條文第A.4.1條規定，非執行董事的委任應有指定任期，並須接受重新選舉。

本公司之獨立非執行董事並非按指定任期委任，惟須按本公司之公司細則第87條所載之規定至少每三年輪值告退一次，該條文規定，於每屆股東週年大會上，三分之一(或如彼等之人數並非三(3)之倍數，則以最接近但不少於三分之一之人數為準)當時在任之本公司董事須輪值告退。

CORPORATE GOVERNANCE REPORT 企業管治報告

REMUNERATION OF DIRECTORS

The Remuneration Committee was established on 13 July 2005 with specific terms of reference. As at the date of this report, the Remuneration Committee comprises six members, including two Executive Directors, namely Mr. Lo Ming Chi, Charles (Chairman of the Remuneration Committee) and Mr. Yu Wai Man, and four Independent Non-executive Directors, namely Mr. Wong Kwok Tai, Mr. Weng Yixiang, Mr. Lu Xinsheng and Mr. Xiong Wei.

The major roles and functions of the Remuneration Committee are as follows:

- to make recommendations to the Board on the Company's policy and structure for all remuneration of the Directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration; and
- to review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time.

During the year, four meetings were held and the attendance of each member is set out as follows:

Members	Number of attendance
Mr. Lo Ming Chi, Charles (Chairman of the Remuneration Committee)	4/4
Mr. Yu Wai Man	4/4
Mr. Wong Kwok Tai	4/4
Mr. Weng Yixiang (appointed on 15 October 2007)	2/4
Mr. Lu Xinsheng (appointed on 25 October 2007)	1/4
Mr. Xiong Wei (appointed on 25 October 2007)	1/4
Mr. Ko Kwong Woon, Ivan (resigned on 15 October 2007)	2/4
Mr. Lau Pok Lam (resigned on 25 October 2007)	3/4

董事薪酬

薪酬委員會乃於二零零五年七月十三日成立，並設有特定之職權範圍。於本報告日期，薪酬委員會由六名成員組成，包括本公司之兩名執行董事，即勞明智先生（薪酬委員會主席）及余偉文先生，以及四名獨立非執行董事，即黃國泰先生、翁以翔先生、遼新生先生及熊偉先生。

薪酬委員會之主要職責及職能如下：

- 就本公司董事及高級管理層之全體薪酬政策及架構，以及就設立正式而具透明度的程序制訂此等薪酬政策，向董事會提出建議；及
- 透過參照董事會不時通過的公司目標，檢討及批准按表現而釐定的薪酬。

年內，薪酬委員會舉行了四次會議，各成員之出席率載列如下：

成員	出席次數
勞明智先生(薪酬委員會主席)	4/4
余偉文先生	4/4
黃國泰先生	4/4
翁以翔先生 (於二零零七年十月十五日獲委任)	2/4
遼新生先生 (於二零零七年十月二十五日獲委任)	1/4
熊偉先生 (於二零零七年十月二十五日獲委任)	1/4
高廣垣先生 (於二零零七年十月十五日辭任)	2/4
劉璞琳先生 (於二零零七年十月二十五日辭任)	3/4

CORPORATE GOVERNANCE REPORT 企業管治報告

The following is a summary of work performed by the Remuneration Committee during the year:

1. to determine the remuneration of the Directors; and
2. to review the remuneration policy of the Group.

NOMINATION OF DIRECTORS

Currently, the Company did not have a nomination committee. The Directors are responsible for selecting and recommending candidates for directorship. They identify individuals suitably qualified in terms of skill, knowledge and experience to become members of the Board, taking into account of the then existing composition of the Board in terms of skill, knowledge and experience and make recommendation to the Board for approval.

AUDITORS' REMUNERATION

For the year ended 31 March 2008, remuneration payable to the Company's auditors, Ernst & Young, for the provision of audit services was HK\$1,080,000. During the year, HK\$523,600 was paid as remuneration to Ernst & Young for the provision of non-audit related services to the Group.

AUDIT COMMITTEE

As at the date of this report, the Audit Committee comprises four Independent Non-executive Directors, namely Mr. Wong Kwok Tai (Chairman of the Audit Committee), Mr. Weng Yixiang, Mr. Lu Xinheng and Mr. Xiong Wei. One of the Independent Non-executive Directors possesses the appropriate professional qualifications, or accounting or related financial management expertise as required under the Listing Rules.

以下為薪酬委員會於年內所進行工作之概要：

1. 釐定董事薪酬；及
2. 檢討本集團之薪酬政策。

董事提名

現時，本公司並無設立提名委員會。董事負責篩選及推薦董事候選人。董事在考慮董事會現有成員之技能、知識及經驗後，物色具備適合擔任董事會成員所需之技能、知識及經驗之人士，並向董事會推薦以供董事會批准。

核數師酬金

於截至二零零八年三月三十一日止年度，應付予本公司之核數師安永會計師事務所為1,080,000港元，作為提供審核服務之酬金。於本年度內，523,600港元已付予安永會計師事務所，作為向本集團提供非審核相關服務之酬金。

審核委員會

於本報告日期，審核委員會由四名獨立非執行董事組成，即黃國泰先生（審核委員會主席）、翁以翔先生、邊新生先生及熊偉先生。其中一名獨立非執行董事具備上市規則所規定之合適專業資格，或會計或相關財務管理專業知識。

CORPORATE GOVERNANCE REPORT 企業管治報告

The major roles and functions of the Audit Committee are:

1. to make recommendation to the Board on the appointment, re-appointment and removal of the external auditors, to approve the remuneration and terms of engagement of the external auditors, and any questions of resignation or dismissal of those auditors;
2. to discuss with the external auditors before the audit commences, the nature and scope of the audit;
3. to review the interim and annual financial statements before submission to the Board;
4. to discuss problems and reservations arising from the interim results and final audit, and any matters the external auditors may wish to discuss; and
5. to review the Group's financial and accounting policies and practices.

During the year, four audit committee meetings were held and the attendance of each member is set out as follows:

Members	Number of attendance
Mr. Wong Kwok Tai (<i>Chairman of the Audit Committee</i>)	4/4
Mr. Weng Yixiang (appointed on 15 October 2007)	2/4
Mr. Lu Xincheng (appointed on 25 October 2007)	1/4
Mr. Xiong Wei (appointed on 25 October 2007)	1/4
Mr. Ko Kwong Woon, Ivan (resigned on 15 October 2007)	2/4
Mr. Lau Pok Lam (resigned on 25 October 2007)	3/4

審核委員會之主要職責及職能如下：

1. 就外聘核數師之委聘、續聘及撤職事宜，批核外聘核數師之酬金及聘任條款，以及有關外聘核數師辭任或罷免之任何問題向董事會作出推薦意見；
2. 於審核開始前與外聘核數師商討審核之性質及範疇；
3. 於向董事會提交中期及全年財務報表前審閱中期及全年財務報表；
4. 討論中期業績及全年審核工作產生之問題和保留意見，及核數師有意商談之任何事項；及
5. 審閱本集團之財務及會計政策與慣例。

年內，審核委員會舉行了四次會議，各成員之出席率載列如下：

成員	出席次數
黃國泰先生(審核委員會主席)	4/4
翁以翔先生 (於二零零七年十月十五日獲委任)	2/4
遠新生先生 (於二零零七年十月二十五日獲委任)	1/4
熊偉先生 (於二零零七年十月二十五日獲委任)	1/4
高廣垣先生 (於二零零七年十月十五日辭任)	2/4
劉璞琳先生 (於二零零七年十月二十五日辭任)	3/4

CORPORATE GOVERNANCE REPORT 企業管治報告

The following is a summary of work performed by the Audit Committee during the year:

1. to review with the management and auditors of the Company the accounting principles and practices adopted by the Group, to discuss the audited financial statements for the year 31 March 2007 and to recommend them to the Board for approval; and
2. to review with the management and auditors of the Company the accounting principles and practices adopted by the Group, to discuss the unaudited interim financial statements for the six months ended 30 September 2007 and to recommend them to the Board for approval.

DIRECTORS' RESPONSIBILITY FOR THE ACCOUNTS

The Board is responsible for presenting a balanced, clear and understandable assessment of annual and interim reports, price-sensitive announcements and other financial disclosures required under the Listing Rules and other regulatory requirements.

The Directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended 31 March 2008.

The statement of the external auditors of the Company about their responsibilities on the financial statements is set out in the "Independent Auditors' Report" on pages 35 to 36 of this annual report.

INTERNAL CONTROL

The Board recognizes its responsibilities for maintaining an adequate system of internal control to safeguard the Group's assets and shareholders' interests. An internal control system, including a defined management structure with limits of authority, is designed to help achieving business objectives, safeguard assets against unauthorized use, maintain proper accounting records for the provision of reliable financial information for internal use and for publication. The internal control system is set up to provide reasonable, but not absolute, assurance against material mis-statement or loss and to manage rather than eliminate risks of failure in operational systems and achievement of the Group's objectives.

During the year, the Board conducted a review of the effectiveness of the internal control system of the Group.

以下為審核委員會於年內所進行工作之概要：

1. 與本公司管理層及核數師審閱本集團所採納之會計原則及慣例，討論截至二零零七年三月三十一日止年度之經審核財務報表，並推薦予董事會以供彼等批核；及
2. 與本公司管理層及核數師審閱本集團所採納之會計原則及慣例，討論截至二零零七年九月三十日止六個月之未經審核中期財務報表，並推薦予董事會以供彼等批核。

董事對賬目之責任

董事會須負責就年度及中期報告、股價敏感資料的公佈及其他根據上市規則及其他監管規定須作出之財務披露呈報一個不偏不倚、清晰及可理解之評估。

董事承認彼等有編製本公司截至二零零八年三月三十一日止年度之財務報表的責任。

本公司外聘核數師就財務報表之責任聲明載於本年報第35至36頁之「獨立核數師報告」內。

內部監控

董事會意識到其維持充分內部監控系統之責任，以保障本集團之資產及股東權益。內部監控系統（包括該權限之界定管理架構）已予制訂，以助達成業務目標、保障資產免受到未經授權之使用、存置恰當會計紀錄，以提供可靠之財務資料作內部及刊發之用。設立內部監察系統可合理（但非絕對）防止重大失實聲明或損失，及管理（而非消除）營運系統失靈及未能達成業務目標之風險。

年內，董事會已對本集團內部監控系統之效益進行檢討。

INDEPENDENT AUDITORS' REPORT
獨立核數師報告



To the shareholders of Xin Corporation Limited
(Incorporated in Bermuda with limited liability)

We have audited the financial statements of Xin Corporation Limited set out on pages 37 to 144, which comprise the consolidated and company balance sheets as at 31 March 2008, and the consolidated income statement, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes.

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

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

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit. Our report is made solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

致新創綜合企業有限公司全體股東
(於百慕達註冊成立之有限公司)

我們已審核載於第37頁至144頁的新創綜合企業有限公司財務報表，此財務報表包括二零零八年三月三十一日的綜合資產負債表和公司資產負債表與截至該日止年度的綜合收益表、綜合權益變動表、綜合現金流量表以及主要會計政策和其他附注解釋。

董事就財務報表須承擔的責任

董事須負責根據香港會計師公會頒佈的香港財務報告準則和香港公司條例之披露規定編制並且真實而公允地列報該等財務報表。這些責任包括設計、實施和維護真實而公允地編制及列報財務報表之相關的內部控制，以使財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述；選擇和運用恰當的會計政策；及做出合理的會計估計。

核數師的責任

我們的責任是根據我們的審核結果對該等財務報表作出意見。我們的報告依據一九八一年百慕達公司法第90條之規定僅為全體股東編制，而並不可作其他目的。我們概不就本報告的內容對其他任何人士負責或承擔責任。

我們已根據香港會計師公會頒佈的香港審計準則的規定執行審核。這些準則要求我們遵守職業道德規範，並規劃及執行審核，從而獲得合理確定此等財務報表是否不存有任何重大錯誤陳述。

INDEPENDENT AUDITORS' REPORT 獨立核數師報告

AUDITORS' RESPONSIBILITY (continued)

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

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

OPINION

In our opinion, the financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 March 2008 and of the Group's loss and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

Ernst & Young
Certified Public Accountants
18th Floor
Two International Finance Centre
8 Finance Street
Central
Hong Kong

25 July 2008

核數師的責任(續)

審核涉及執行程序以獲取有關財務報表所載金額和披露資料的審核證據。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致財務報表存有重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該公司編制及真實而公允地列報財務報表相關的內部控制，以設計適當的審核程序，但並非對公司的內部控制的有效性發表意見。審核亦包括評價董事所採用的會計政策的合適性及作出的會計估計的合理性，以及評價財務報表的整體列報方式。

我們相信，我們所獲得的審核證據充足且適當地為我們的審核意見提供基礎。

意見

我們認為，該等財務報表已根據香港財務報告準則真實而公允地反映公司和集團於二零零八年三月三十一日的財務狀況及截至該日止年度的集團虧損和現金流量，並已按照香港公司條例之披露規定妥為編制。

安永會計師事務所
執業會計師
香港
中環
金融街8號
國際金融中心
2期18樓

二零零八年七月二十五日

CONSOLIDATED INCOME STATEMENT 綜合收益表

Year ended 31 March 2008
截至二零零八年三月三十一止年度

		Notes	2008	2007
		附註	二零零八年 HK\$'000 千港元	二零零七年 HK\$'000 千港元
REVENUE	收入	5	129,582	193,989
Cost of sales	銷售成本		(113,747)	(168,509)
Gross profit	毛利		15,835	25,480
Other income and gains	其他收入及收益	5	8,638	2,080
Selling and distribution costs	銷售及分銷開支		(136)	(248)
Administrative expenses	行政開支		(18,922)	(17,499)
Net losses on investments at fair value through profit or loss	透過損益按公平價值列賬之投資之虧損淨額		(3,600)	-
Impairment of goodwill	商譽減值	16	(6,478)	-
Other expenses	其他開支		(897)	(1,897)
Finance costs	融資成本	6	(3,926)	(4,273)
PROFIT/(LOSS) BEFORE TAX	除稅前溢利／（虧損）	7	(9,486)	3,643
Tax	稅項	10	(655)	(3,553)
PROFIT/(LOSS) FOR THE YEAR	本年度溢利／（虧損）		(10,141)	90
Attributable to:	以下人士應佔：			
Equity holders of the Company	本公司權益持有人	11	(12,854)	(7,904)
Minority interests	少數股東權益		2,713	7,994
			(10,141)	90
LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY	本公司普通股權益持有人應佔每股虧損	12		
Basic	基本		(HK1.6 cents港仙)	(HK3.6 cents港仙)
Diluted	攤薄		N/A不適用	N/A不適用

CONSOLIDATED BALANCE SHEET

綜合資產負債表

31 March 2008

二零零八年三月三十一日

		Notes 附註	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
NON-CURRENT ASSETS 非流動資產				
Property, plant and equipment	物業、廠房及設備	13	26	163
Investment properties	投資物業	14	–	20,188
Prepaid land lease payments	預付土地租賃款項	15	–	31,124
Goodwill	商譽	16	–	6,478
Total non-current assets	非流動資產總額		26	57,953
CURRENT ASSETS 流動資產				
Inventories	存貨	18	1,234	1,970
Accounts receivable	應收賬款	19	36,468	75,869
Prepaid land lease payments	預付土地租賃款項	15	–	779
Prepayments, deposits and other receivables	預付款項、按金及其他應收賬款	20	4,036	1,105
Loan receivable	應收貸款	21	8,000	–
Due from related companies	應收關連公司款項	22	1,204	–
Investments at fair value through profit or loss	透過損益按公平價值列賬之投資	23	5,340	–
Pledged deposits	已抵押存款	24	48,256	–
Cash and cash equivalents	現金及現金等值物	24	186,285	29,255
Total current assets	流動資產總額		290,823	108,978
CURRENT LIABILITIES 流動負債				
Accounts and bills payable	應付賬款及應付票據	25	6,884	21,019
Other payables and accruals	其他應付賬款及應計款項	26	1,854	22,982
Interest-bearing bank borrowings	計息銀行借款	27	–	12,079
Loan from a minority shareholder	一位少數股東提供之貸款	28	–	644
Due to a minority shareholder	應付一位少數股東款項	29	34,255	48,241
Due to a related company	應付一間關連公司款項	22	–	18
Tax payable	應繳稅項		1,611	3,659
Total current liabilities	流動負債總額		44,604	108,642
NET CURRENT ASSETS	流動資產淨額		246,219	336
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		246,245	58,289

CONSOLIDATED BALANCE SHEET
綜合資產負債表

31 March 2008
 二 零 零 八 年 三 月 三 十 一 日

		Notes 附註	2008 二 零 零 八 年 HK\$'000 千 港 元	2007 二 零 零 七 年 HK\$'000 千 港 元
NON-CURRENT LIABILITIES	非流動負債			
Convertible notes	可換股票據	30	69,074	19,536
Total non-current liabilities	非流動負債總額		69,074	19,536
Net assets	資產淨額		177,171	38,753
EQUITY	權益			
Equity attributable to equity holders of the Company	本公司權益持有人應佔權益			
Issued capital	已發行股本	32	10,699	4,747
Equity component of convertible notes	可換股票據之權益部分		12,287	6,035
Reserves	儲備	34(a)	153,577	27,283
			176,563	38,065
Minority interests	少數股東權益		608	688
Total equity	權益總額		177,171	38,753

Suen Cho Hung, Paul
 孫粗洪
 Chairman
 主席

Lo Ming Chi, Charles
 勞明智
 Deputy Chairman and Chief Executive Officer
 副主席及行政總裁

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

Year ended 31 March 2008
 截至二零零八年三月三十一日止年度

		Attributable to equity holders of the Company 本公司權益持有人應佔										
		Equity							Total	Minority interests	Total equity	
		Issued capital	Share premium account	Contributed surplus	component of convertible notes	Exchange fluctuation reserve	Share option reserve	Accumulated losses				
		已發行股本	股份溢價賬	實繳盈餘	可換股票據之權益部分	波動儲備	購股權儲備	累積虧損	合計	股東權益	總權益	
Notes		附註	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	
			HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
			千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	
						(note 30)	匯率			少數	總權益	
						(附註30)				股東權益	總權益	
At 1 April 2006	於二零零六年四月一日		827	-	3,085	10,344	10	457	(16,847)	(2,124)	9,607	7,483
Exchange difference on translation of the financial statements of foreign entities	換算海外實體之財務報表產生之匯兌差額		-	-	-	-	2,399	-	-	2,399	874	3,273
Total income and expense for the year recognised directly in equity	直接於權益確認之本年度收支總額		-	-	-	-	2,399	-	-	2,399	874	3,273
Profit/(loss) for the year	本年度溢利/(虧損)		-	-	-	-	-	-	(7,904)	(7,904)	7,994	90
Total income and expense for the year	本年度收支總額		-	-	-	-	2,399	-	(7,904)	(5,505)	8,868	3,363
Acquisition of minority interests	收購少數股東權益		-	-	-	-	-	-	-	-	(30)	(30)
Dividend declared to a minority shareholder	向一位少數股東宣派股息		-	-	-	-	-	-	-	-	(17,757)	(17,757)
Shares issued on an open offer	按公開發售發行股份	32(a)	2,481	27,292	-	-	-	-	-	29,773	-	29,773
Conversion of convertible note	兌換可換股票據	32(b)	1,418	20,106	-	(5,591)	-	-	-	15,933	-	15,933
Share options exercised during the year	年內行使之購股權	32(c)	21	602	-	-	-	(152)	-	471	-	471
Share issue expenses	股份發行開支	32	-	(1,765)	-	-	-	-	-	(1,765)	-	(1,765)
Issue of convertible notes	發行可換股票據	30	-	-	-	1,282	-	-	-	1,282	-	1,282
At 31 March 2007	於二零零七年三月三十一日		4,747	46,235*	3,085*	6,035	2,409*	305*	(24,751)*	38,065	688	38,753

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

Year ended 31 March 2008
截至二零零八年三月三十一日止年度

Attributable to equity holders of the Company

本公司權益持有人應佔

	Notes 附註	Equity									
		Issued capital 已發行股本	Share premium account 股份溢價賬	Contributed surplus 實繳盈餘	component of convertible notes 可換股票據 之權益部分	Exchange fluctuation reserve 匯率 波動儲備	Share option reserve 購股權儲備	Accumulated losses 累積虧損	Total	Minority interests 少數 股東權益	Total equity 總權益
		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 April 2007	於二零零七年四月一日	4,747	46,235	3,085	6,035	2,409	305	(24,751)	38,065	688	38,753
Exchange difference on translation of the financial statements of foreign entities	換算海外實體之財務報表產生之匯兌差額	-	-	-	-	773	-	-	773	64	837
Total income and expense for the year recognised directly in equity	直接於權益確認之本年度收支總額	-	-	-	-	773	-	-	773	64	837
Profit/(loss) for the year	本年度溢利/(虧損)	-	-	-	-	-	-	(12,854)	(12,854)	2,713	(10,141)
Total income and expense for the year	本年度收支總額	-	-	-	-	773	-	(12,854)	(12,081)	2,777	(9,304)
Disposal of subsidiaries	出售附屬公司	35(b)	-	-	-	(1,656)	-	-	(1,656)	-	(1,656)
Dividend declared to a minority shareholder	向一位少數股東宣派股息	-	-	-	-	-	-	-	-	(2,857)	(2,857)
Conversion of convertible notes	兌換可換股票據	32(d)	5,911	139,130	-	(25,217)	-	-	119,824	-	119,824
Share options exercised during the year	年內行使之購股權	32(e)	41	1,206	-	-	-	(305)	942	-	942
Issue of convertible notes	發行可換股票據	30	-	-	-	31,625	-	-	31,625	-	31,625
Direct transaction costs attributable to the equity component of convertible notes	可換股票據股權部分應佔直接交易成本	-	-	-	(156)	-	-	-	(156)	-	(156)
At 31 March 2008	於二零零八年三月三十一日	10,699	186,571*	3,085*	12,287	1,526*	-*	(37,605)*	176,563	608	177,171

* These reserve accounts comprise the consolidated reserves of HK\$153,577,000 (2007: HK\$27,283,000) in the consolidated balance sheet.

* 該等儲備賬包括綜合資產負債表中之綜合儲備153,577,000港元(二零零七年: 27,283,000港元)。

CONSOLIDATED CASH FLOW STATEMENT
綜合現金流量表

Year ended 31 March 2008
 截至二零零八年三月三十一日止年度

	Notes 附註	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
CASH FLOWS FROM OPERATING ACTIVITIES	經營業務之現金 流量		
Profit/(loss) before tax	除稅前溢利／（虧損）	(9,486)	3,643
Adjustments for:	就下列各項之調整：		
Finance costs	融資成本	6 3,926	4,273
Bank interest income	銀行利息收入	5 (2,574)	(372)
Interest income on loans receivable	應收貸款之利息收入	5 (693)	—
Interest income on an amount due from a related company	應收一間關連公司 款項之利息收入	5 (30)	—
Gains on disposal of items of property, plant and equipment	出售物業、廠房及設備 項目之收益	5 —	(157)
Impairment of investment properties	投資物業之 減值	7 —	446
Impairment of goodwill	商譽減值	6,478	—
Net losses on investments at fair value through profit or loss	透過損益按公平價值列 賬之投資之虧損淨額	3,600	—
Depreciation of items of property, plant and equipment	物業、廠房及設備項目 之折舊	7 156	146
Depreciation of investment properties	投資物業 之折舊	7 1,541	2,312
Recognition of prepaid land lease payments	確認預付土地 租賃款項	7 520	779
Increase in investments at fair value through profit or loss	透過損益按公平價值 列賬之投資 增加	(8,940)	—
Gain on disposal of subsidiaries	出售附屬公司之收益	5 (4,562)	—
		(10,064)	11,070
Decrease in inventories	存貨之減少	736	103
Decrease/(increase) in accounts receivable	應收賬款之減少／ （增加）	39,401	(18,178)
Increase in prepayments, deposits and other receivables	預付款項、按金及其他 應收賬款之增加	(3,045)	(234)
Increase in loan receivable	應收貸款之增加	(8,000)	—
Increase/(decrease) in accounts and bills payable	應付賬款及應付票據 之增加／（減少）	(12,304)	8,094
Increase in other payables and accruals	其他應付賬款及應計 款項之增加	1,892	402
Decrease in amount due to a minority shareholder	應付一位少數股東 款項之減少	(15,872)	—
Decrease in balances with related companies	與關連公司結餘 之減少	(1,222)	(525)
Exchange realignment	匯兌調整	1,552	(265)

CONSOLIDATED CASH FLOW STATEMENT 綜合現金流量表

Year ended 31 March 2008
截至二零零八年三月三十一日止年度

		Notes	2008	2007
		附註	二零零八年 HK\$'000 千港元	二零零七年 HK\$'000 千港元
Cash generated from/(used in) operations	經營業務產生／（動用）之現金		(6,926)	467
Interest on loans receivable received	已收應收貸款之利息		693	-
Overseas taxes paid	已付海外稅項		(2,923)	(3,066)
Net cash outflow from operating activities	經營業務現金流出淨額		(9,156)	(2,599)
CASH FLOWS FROM INVESTING ACTIVITIES				
Interest received	已收利息		2,604	372
Purchases of items of property, plant and equipment	購置物業、廠房及設備項目	13	(15)	(15)
Proceeds from disposal of items of property, plant and equipment	出售物業、廠房及設備項目所得款項		-	157
Net proceeds from disposal of subsidiaries	出售附屬公司所得款項淨額	35(b)	22,205	-
Increase in time deposit	定期存款之增加		-	(1,030)
Increase in pledged time deposit	已抵押定期存款之增加	24	(48,256)	-
Exchange realignment	匯兌調整		(110)	-
Net cash outflow from investing activities	投資活動之現金流出淨額		(23,572)	(516)

CONSOLIDATED CASH FLOW STATEMENT
綜合現金流量表

Year ended 31 March 2008
 截至二零零八年三月三十一日止年度

	Notes 附註	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動之 現金流量		
Proceeds from issue of convertible notes	30	200,000	–
Proceeds from issue of shares		–	29,773
Proceeds from exercise of share options	32(e)	942	471
Share issue expenses		–	(1,765)
Increase/(decrease) in trust receipt loans		(529)	529
Repayment of bank loans		(3,500)	(4,334)
Repayment of other loan		–	(2,000)
Repayment of a loan from a minority shareholder		(644)	–
Expenses for issue of convertible notes		(2,500)	–
Increase/(decrease) in an amount due to a minority shareholder		(4,780)	4,780
Interest paid		(538)	(1,237)
Exchange realignment		424	–
Net cash inflow from financing activities		188,875	26,217
NET INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等值物之增加淨額	156,147	23,102
Cash and cash equivalents at beginning of year		28,225	5,123
Effect of foreign exchange rate changes, net		773	–
CASH AND CASH EQUIVALENTS AT END OF YEAR	年終之現金及現金等值物	185,145	28,225
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等值物結餘分析		
Cash and bank balances	24	8,099	28,225
Time deposits with original maturity of less than three months when acquired		177,046	–
		185,145	28,225

BALANCE SHEET

資產負債表

31 March 2008
二零零八年三月三十一日

		Notes 附註	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	13	18	9
Investments in subsidiaries	於附屬公司之投資	17	-	-
Total non-current assets	非流動資產總額		18	9
CURRENT ASSETS	流動資產			
Due from subsidiaries	應收附屬公司款項	17	56,440	8,114
Due from a related company	應收一間關連公司款項	22	1,095	-
Prepayments, deposits and other receivables	預付款項、按金及其他應收賬款	20	272	357
Investments at fair value through profit or loss	透過損益按公平價值列賬之投資	23	5,340	-
Cash and bank balances	現金及銀行結餘	24	181,976	24,827
Total current assets	流動資產總額		245,123	33,298
CURRENT LIABILITIES	流動負債			
Due to a subsidiary	應付一間附屬公司款項	17	15,827	-
Other payables and accruals	其他應付賬款及應計款項	26	1,254	1,878
Total current liabilities	流動負債總額		17,081	1,878
NET CURRENT ASSETS	流動資產淨值		228,042	31,420
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		228,060	31,429
NON-CURRENT LIABILITIES	非流動負債			
Convertible notes	可換股票據	30	69,074	19,536
Total non-current liabilities	非流動負債總額		69,074	19,536
Net assets	資產淨額		158,986	11,893
EQUITY	權益			
Issued capital	已發行股本	32	10,699	4,747
Equity component of convertible notes	可換股票據之權益部分		12,287	6,035
Reserves	儲備	34(b)	136,000	1,111
Total equity	權益總額		158,986	11,893

Suen Cho Hung, Paul

孫粗洪

Chairman

主席

Lo Ming Chi, Charles

勞明智

Deputy Chairman and Chief Executive Officer

副主席及行政總裁

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 MARCH 2008

二零零八年三月三十一日

1. CORPORATE INFORMATION

Xin Corporation Limited is a limited liability company incorporated in Bermuda. The registered office of the Company is located at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. On 1 April 2008, the principal place of business of the Company has been changed to Suite 1501, 15th Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong.

The Group is principally engaged in supply and procurement business operations and securities investment.

Vision Century Group Limited ("Vision Century"), a company incorporated in the British Virgin Islands, had been the Company's immediate holding company. Following Vision Century's disposal of its entire equity interest in the Company during the year, Vision Century ceased to be the Company's immediate holding company.

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants, accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for equity investments, which have been measured at fair value. These financial statements are presented in Hong Kong dollars and all values are rounded to the nearest thousand except when otherwise indicated.

1. 公司資料

新創綜合企業有限公司為一間於百慕達註冊成立之有限公司。本公司之註冊辦事處位於Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda。於二零零八年四月一日，本公司之主要營業地點更改為香港灣仔港灣道23號鷹君中心15樓1501室。

本集團之主要業務為供應及採購業務以及證券投資。

Vision Century Group Limited (「Vision Century」) (一間於英屬處女群島註冊成立之公司) 曾為本公司之直接控股公司。隨著Vision Century於本年度出售其於本公司之全部股權，Vision Century不再為本公司之直接控股公司。

2.1 編製基準

該等財務報表乃根據香港會計師公會頒佈之香港財務報告準則 (「香港財務報告準則」) (包括所有香港財務報告準則、香港會計準則 (「香港會計準則」) 及詮釋)、香港普遍採納之會計原則及香港公司條例之披露規定而編製。除股權投資乃按公平價值計量外，該等財務報表乃按歷史成本準則編製。除非另有說明，該等財務報表乃以港元呈列，所有數值均調整至最接近一千之數值。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 MARCH 2008
二零零八年三月三十一日

2.1 BASIS OF PREPARATION (continued)

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 March 2008. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. All significant intercompany transactions and balances within the Group are eliminated on consolidation.

Minority interests represent the interests of outside shareholders not held by the Group in the results and net assets of the Company's subsidiaries. An acquisition of minority interests is accounted for using the parent entity extension method whereby the difference between the consideration and the book value of the share of the net assets is recognised as goodwill.

2.2 IMPACT OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

The Group has adopted the following new and revised HKFRSs for the first time for the current year's financial statements.

HKFRS 7	Financial Instruments: Disclosures
HKAS 1 Amendment	Capital Disclosures
HK(IFRIC)-Int 8	Scope of HKFRS 2
HK(IFRIC)-Int 9	Reassessment of Embedded Derivatives
HK(IFRIC)-Int 10	Interim Financial Reporting and Impairment
HK(IFRIC)-Int 11	HKFRS 2 – Group and Treasury Share Transactions

2.1 編製基準(續)

綜合基準

綜合財務報表包括本公司及其各附屬公司(統稱「本集團」)截至二零零八年三月三十一日止年度之財務報表。附屬公司之業績乃分別由本集團取得控制權之日起計入綜合財務報表，並持續計入綜合財務報表，直至該控制權終止為止。本集團內部公司間之所有重大交易及結餘均於編製綜合賬目時對銷。

少數股東權益指並非由本集團持有之外界股東於本公司附屬公司業績及資產淨值中所佔之權益。收購少數股東權益按母公司伸延法入賬，據此所收購資產淨值的代價與所佔賬面值之間的差額確認為商譽。

2.2 新訂及經修訂香港財務報告準則之影響

本集團首次採納以下新訂及經修訂香港財務報告準則編製本年度財務報表。

香港財務報告準則第7號	金融工具：披露
香港會計準則第1號(修訂)	資本披露
香港(國際財務報告詮釋委員會)－詮釋第8號	香港財務報告準則第2號之範圍
香港(國際財務報告詮釋委員會)－詮釋第9號	內含衍生工具之重新評估
香港(國際財務報告詮釋委員會)－詮釋第10號	中期財務報告及減值
香港(國際財務報告詮釋委員會)－詮釋第11號	香港財務報告準則第2號－集團和庫存股份交易

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 MARCH 2008

二零零八年三月三十一日

2.2 IMPACT OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (continued)

Except for HKAS 1 Amendment and HKFRS 7, the adoption of HK(IFRIC)-Int 8, HK(IFRIC)-Int 9, HK(IFRIC)-Int 10 and HK(IFRIC)-Int 11 has had no material effect on the Group's financial statements for the year ended 31 March 2008.

The principal effects of adopting HKFRS 7 and HKAS 1 Amendment are as follows:

(a) HKFRS 7 Financial Instruments: Disclosures

This standard requires disclosures that enable users of the financial statements to evaluate the significance of the Group's financial instruments and the nature and extent of risks arising from those financial instruments. The new disclosures are included throughout the financial statements. While there has been no effect on the financial position or results of operations of the Group, comparative information has been included where appropriate.

(b) Amendment to HKAS 1 Presentation of Financial Statements – Capital Disclosures

This amendment requires the Group to make disclosures that enable users of the financial statements to evaluate the Group's objectives, policies and processes for managing capital. These new disclosures are shown in note 41 to the financial statements.

2.2 新訂及經修訂香港財務報告準則之影響(續)

除香港會計準則第1號(修訂)及香港財務報告準則第7號外,採納香港(國際財務報告詮釋委員會)–詮釋第8號、香港(國際財務報告詮釋委員會)–詮釋第9號、香港(國際財務報告詮釋委員會)–詮釋第10號及香港(國際財務報告詮釋委員會)–詮釋第11號對本集團截至二零零八年三月三十一日止年度之財務報表並無產生重大影響。

採納香港財務報告準則第7號及香港會計準則第1號(修訂)之主要影響如下:

(a) 香港財務報告準則第7號 金融工具:披露

該準則規定須作出有關披露,以令財務報表的使用者能夠評估本集團金融工具的重要性及該等金融工具所產生風險的性質及程度。該等新披露載於財務報表。儘管該準則對本集團之財務狀況或經營業績並無影響,比較資料已予適當載入。

(b) 香港會計準則第1號(修訂) 呈列財務報表–資本披露

該修訂規定本集團須作出有關披露,以令財務報表的使用者能夠評估本集團資本管理的目標、政策及程序。該等新披露事項載於財務報表附註41。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 MARCH 2008

二零零八年三月三十一日

2.3 IMPACT OF ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements.

HKFRS 2 Amendments	Amendments to HKFRS 2 Share-based Payment: Vesting Conditions and Cancellations ¹
HKFRS 3 (Revised)	Business Combinations ²
HKFRS 8	Operating Segments ¹
HKAS 1 (Revised)	Presentation of Financial Statements ¹
HKAS 23 (Revised)	Borrowing Costs ¹
HKAS 27 (Revised)	Consolidated and Separate Financial Statements ²
HKAS 32 and HKAS 1 Amendments	Puttable Financial Instruments and Obligations Arising on Liquidation ¹
HK(IFRIC)-Int 12	Service Concession Arrangements ⁴
HK(IFRIC)-Int 13	Customer Loyalty Programmes ³
HK(IFRIC)-Int 14	HKAS 19 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction ⁴

- ¹ Effective for annual periods beginning on or after 1 January 2009
- ² Effective for annual periods beginning on or after 1 July 2009
- ³ Effective for annual periods beginning on or after 1 July 2008
- ⁴ Effective for annual periods beginning on or after 1 January 2008

2.3 已頒佈但尚未生效之香港財務報告準則之影響

本集團尚未於本財務報表採用下列已頒佈但尚未生效之新訂及經修訂香港財務報告準則。

香港財務報告準則第2號(修訂)	香港財務報告準則第2號之修訂以股份為基礎付款：歸屬條件及註銷 ¹
香港財務報告準則第3號(經修訂)	業務合併 ²
香港財務報告準則第8號	經營分部 ¹
香港會計準則第1號(經修訂)	呈列財務報表 ¹
香港會計準則第23號(經修訂)	借貸成本 ¹
香港會計準則第27號(經修訂)	綜合及獨立財務報表 ²
香港會計準則第32號及香港會計準則第1號(修訂)	可沽售金融工具及清盤產生之責任 ¹
香港(國際財務報告詮釋委員會)－詮釋第12號	服務特許權安排 ⁴
香港(國際財務報告詮釋委員會)－詮釋第13號	客戶忠誠獎勵計劃 ³
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－界定福利資產限制、最低資金需求及兩者之互動關係 ⁴

- ¹ 於二零零九年一月一日或之後開始之年度期間生效
- ² 於二零零九年七月一日或之後開始之年度期間生效
- ³ 於二零零八年七月一日或之後開始之年度期間生效
- ⁴ 於二零零八年一月一日或之後開始之年度期間生效

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 MARCH 2008

二零零八年三月三十一日

2.3 IMPACT OF ISSUED BUT NOT YET EFFECTIVE

HONG KONG FINANCIAL REPORTING STANDARDS (continued)

The amendment to HKFRS 2 restricts the definition of “vesting condition” to a condition that includes an explicit or implicit requirement to provide services. Any other conditions are non-vesting conditions, which have to be taken into account to determine the fair value of the equity instruments granted. In the case that the award does not vest as a result of a failure to meet a non-vesting condition that is within the control of either the entity or the counterparty, this must be accounted for as a cancellation. The Group has not entered into share-based payment schemes with non-vesting conditions attached and, therefore, does not expect significant implications on its accounting for share-based payments.

The revised HKFRS 3 introduces a number of changes in the accounting for business combinations that will impact on the amount of goodwill recognised, the reported results in the period that an acquisition occurs and future reported results. The revised HKAS 27 requires that a change in the ownership interest of a subsidiary is accounted for as an equity transaction. Therefore, such a change will have no impact on goodwill, nor will it give rise to a gain or loss. Furthermore, the amended standard changes the accounting for losses incurred by the subsidiary as well as the loss of control of a subsidiary. The changes introduced by the revised HKFRS 3 and the revised HKAS 27 must be applied prospectively and will affect future acquisitions and transactions with minority interests.

2.3 已頒佈但尚未生效之香港財務報告 準則之影響(續)

修訂後之香港財務報告準則第2號限制將「歸屬條件」的定義界定為包括明確或暗示規定提供服務的條件。其餘任何情況均為非歸屬條件，該等條件須在釐定所授出股權工具之公平價值時予以考慮。當非歸屬條件在實體或對方的控制下未能達成時，該獎勵不得行使，該等情形須視為註銷。本集團並無訂立附帶非歸屬條件之以股份付款之計劃，故預期該修訂後之準則不會對其以股份為基礎之付款之會計處理方法產生重大影響。

經修訂之香港財務報告準則第3號引入與業務合併相關會計處理的一系列更改，該等變化將對已確認商譽的數額、收購發生期間的所申報業績及未來報告的業績產生影響。經修訂之香港會計準則第27號規定將附屬公司擁有權權益變動列作股權交易。因此，該變動對商譽並無影響，亦不會產生收益或虧損。此外，該經修訂準則更改了附屬公司產生的虧損以及對附屬公司喪失控制權的會計處理方法。經修訂之香港財務報告準則第3號及香港會計準則第27號中所引入的更改須於未來應用，並將影響日後進行的收購及與少數股東之間的交易。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 MARCH 2008
二零零八年三月三十一日

2.3 IMPACT OF ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

HKFRS 8, which will replace HKAS 14 Segment Reporting, specifies how an entity should report information about its operating segments, based on information about the components of the entity that is available to the chief operating decision maker for the purposes of allocating resources to the segments and assessing their performance. This standard also requires the disclosure of information about the products and services provided by the segments, the geographical areas in which the Group operates, and revenue from the Group's major customers.

HKAS 1 has been revised to separate owner and non-owner changes in equity. The statement of changes in equity will include only details of transactions with owners, with all non-owner changes in equity presented as a single line. This standard also introduces the statement of comprehensive income: it presents all items of income and expense recognised in profit or loss, together with all other items of recognised income and expenses, either in one single statement, or in two linked statements.

HKAS 23 has been revised to require capitalisation of borrowing costs when such costs are directly attributable to the acquisition, construction or production of a qualifying asset. As the Group's current policy for borrowing costs aligns with the requirements of the revised standard, the revised standard is unlikely to have any financial impact on the Group.

HKAS 32 and HKAS 1 Amendments permit a range of entities to recognise their capital as equity rather than as financial liabilities, and require additional disclosures for puttable financial instruments classified as equity. The amendments reinforce that there is a limited scope exception to the definition of a financial liability and no analogies should be made to these requirements.

2.3 已頒佈但尚未生效之香港財務報告 準則之影響(續)

香港財務報告準則第8號將會取代香港會計準則第14號分部報告，指明實體的總決策人就向分部分配資源與評估其業績用途，應如何根據其組成部分的訊息呈報有關其營運分部的資料。該準則亦規定須披露分部提供的產品及服務、本集團經營業務的所在地區，以及來自本集團主要客戶的收入的資料。

香港會計準則第1號已經修訂，以將股東權益及非股東權益變動分開。權益變動表僅載有與股東有關交易之詳情，並於同一行呈列所有非股東之權益變動。該準則亦引入綜合收益表：呈列所有確認為溢利或虧損之收入及開支，及其他所有已確認收入及開支項目（無論以單一報表或以兩份相連報表呈列）。

香港會計準則第23號已經修訂，以規定購置、建造或生產合資格的資產之直接應佔借貸成本須予以資本化。由於本集團目前關於借貸成本之政策符合該經修訂準則之規定，該經修訂準則應不會對本集團產生任何財務影響。

香港會計準則第32號及香港會計準則第1號（修訂）容許一系列實體將其資本確認為權益而非金融負債，並規定分類為權益的可沽售金融工具須作額外披露。該修訂重申金融負債之定義中存在有限範圍之例外情況，且不應就是項規定作出類推。

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2.3 IMPACT OF ISSUED BUT NOT YET EFFECTIVE

HONG KONG FINANCIAL REPORTING STANDARDS (continued)

HK(IFRIC)-Int 12 requires an operator under public-to-private service concession arrangements to recognise the consideration received or receivable in exchange for the construction services as a financial asset and/or an intangible asset, based on the terms of the contractual arrangements. HK(IFRIC)-Int 12 also addresses how an operator shall apply existing HKFRSs to account for the obligations and the rights arising from service concession arrangements by which a government or a public sector entity grants a contract for the construction of infrastructure used to provide public services and/or for the supply of public services. As the Group currently has no such arrangements, the interpretation is unlikely to have any financial impact on the Group.

HK(IFRIC)-Int 13 requires that loyalty award credits granted to customers as part of a sales transaction are accounted for as a separate component of the sales transaction. The consideration received in the sales transaction is allocated between the loyalty award credits and the other components of the sale. The amount allocated to the loyalty award credits is determined by reference to their fair value and is deferred until the awards are redeemed or the liability is otherwise extinguished. The Group has currently introduced the customer loyalty award credits arrangement and management does not expect this arrangement would have any material financial impact on the Group.

HK(IFRIC)-Int 14 addresses how to assess the limit under HKAS 19 *Employee Benefits* on the amount of a refund or a reduction in future contributions in relation to a defined benefit scheme that can be recognised as an asset, in particular, when a minimum funding requirement exists.

2.3 已頒佈但尚未生效之香港財務報告準則之影響(續)

香港(國際財務報告詮釋委員會)－詮釋第12號要求公營至私人服務經營權安排下的營運商，根據合同安排的條款，將換取建造服務的已收或應收代價確認為一項金融資產及／或無形資產。香港(國際財務報告詮釋委員會)－詮釋第12號亦註明營運商如何應用現行香港財務報告準則，將自服務經營權安排所產生之責任和權利(據此政府或公營部門實體就興建提供及／或供應公營服務的基本建設授予一份合約)列賬。由於本集團目前尚無該等安排，故此項詮釋應不會對本集團構成任何財務影響。

香港(國際財務報告詮釋委員會)－詮釋第13號規定，客戶所獲授予作為銷售交易一部分之忠誠獎勵積分，須作該銷售交易之獨立部分列賬。銷售交易所收取之代價須在忠誠獎勵積分與銷售其他部分之間作分配。有關分配至忠誠獎勵積分之款額乃經參考其公平價值而釐定，並在有關獎勵可贖回或負債可另行撇銷前予以遞延。本集團目前已推出客戶忠誠獎勵積分安排，惟管理層預期是項安排不會對本集團產生任何重大財務影響。

香港(國際財務報告詮釋委員會)－詮釋第14號提出，根據香港會計準則第19號 *僱員福利*，如何評估有關定額福利計劃(尤其是存在最低供款規定時)未來供款之退款或扣減款額可確認為資產之限額。

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2.3 IMPACT OF ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

The Group is in the process of making an assessment of the impact of these new and revised HKFRSs upon initial application. So far, it has concluded that the adoption of HKAS 1 (Revised) and HKFRS 8 may result in new or amended disclosures. In respect of the remaining new and revised HKFRSs, it is not yet in a position to state whether they would have a significant impact on the Group's results of operations and financial position.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Subsidiaries

A subsidiary is an entity whose financial and operating policies the Company controls, directly or indirectly, so as to obtain benefits from its activities. The results of subsidiaries are included in the Company's income statement to the extent of dividends received and receivable. The Company's investments in subsidiaries are stated at cost less any impairment losses.

Goodwill

Goodwill arising on the acquisition of minority interests represents the difference between the consideration and the book value of the share of the net assets acquired at the date of acquisition.

Goodwill arising on acquisition is recognised in the consolidated balance sheet as an asset, initially measured at cost and subsequently at cost less any accumulated impairment losses. The carrying amount of goodwill is reviewed for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 March. Impairment is determined by assessing the recoverable amount of the cash-generating unit to which the goodwill relates. Where the recoverable amount of the cash-generating unit is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

2.3 已頒佈但尚未生效之香港財務報告 準則之影響(續)

本集團正在評估該等新訂及經修訂香港財務報告準則於初次應用時之影響。至今所得結論為，採納香港會計準則第1號(經修訂)及香港財務報告準則第8號可能導致新增或經修訂之披露。惟本集團目前尚未能釐定其餘新訂及經修訂之香港財務報告準則會否對其經營業務及財務狀況構成重大影響。

2.4 主要會計政策概要

附屬公司

附屬公司為本公司直接或間接控制其財務及經營政策以因應其業務得益之實體。附屬公司之業績乃按已收及應收股息數額列入本公司收益表內。本公司於附屬公司之權益乃按成本值減任何減值虧損列賬。

商譽

因收購少數股東權益產生之商譽指代價與於收購日期所收購淨資產賬面值之差額。

因收購產生之商譽在綜合資產負債表內確認為資產，初步按成本計量，其後按成本減任何累計減值虧損。商譽之賬面值需每年進行檢核，或於出現任何事件或情況改變顯示賬面值可能減少時，則更頻密進行檢核。本集團於三月三十一日進行年度之減值測試。減值按商譽有關之現金產生單位可收回款額進行評估釐定。倘現金產生單位之可收回款額低於賬面值，則確認減值虧損。就商譽確認之減值虧損不會於其後撥回。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

Impairment of non-financial assets other than goodwill

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, financial assets and goodwill), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs to sell, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the income statement in the period in which it arises.

An assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such impairment loss is credited to the income statement in the period in which it arises.

2.4 主要會計政策概要(續)

商譽以外之非金融資產之減值

倘有跡象顯示出現減值，或需要進行年度資產減值測試時(存貨、金融資產及商譽除外)，會估計資產之可收回款額。資產之可收回款額以資產或現金產生單位之使用價值與其公平價值兩者中之較高者減銷售成本計算，並以個別資產釐定，除非資產並無產生現金流量，而現金流量大多獨立於其他資產或資產組合，則在此情況下，可收回款額乃以資產所屬之現金產生單位釐定。

只有在資產賬面值超逾其可收回款額之情況下，方會確認減值虧損。評估使用價值時，則以反映現金時間價值及資產特有風險之當時市場評估之除稅前貼現率折現估計未來現金流量。減值虧損會自其出現期間，於收益表內扣除。

於各報告日期均會評估是否有任何跡象顯示於過往確認之減值虧損不再存在或可能已減少。倘出現該等跡象，則會估計可收回款額。只有在用以釐定資產可收回款額之估計方法改變時，過往確認之資產減值虧損(不包括商譽)方會逆轉，惟倘於過往年度並未就資產確認減值虧損，有關款額不得高於原定釐定之賬面值(扣除任何折舊/攤銷)。撥回之該減值虧損會撥入其出現期間之收益表。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Related parties

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

- (a) the party, directly or indirectly through one or more intermediaries, (i) controls, is controlled by, or is under common control with, the Group; (ii) has an interest in the Group that gives it significant influence over the Group; or (iii) has joint control over the Group;
- (b) the party is a member of the key management personnel of the Group or its holding companies;
- (c) the party is a close member of the family of any individual referred to in (a) or (b);
- (d) the party is an entity that is controlled, jointly-controlled or significantly influenced by or for which significant voting power in such entity resides with, directly or indirectly, any individual referred to in (b) or (c); or
- (e) the party is a post-employment benefit plan for the benefit of the employees of the Group, or of any entity that is related party of the Group.

2.4 主要會計政策概要(續)

有關連人士

在下列情況下，一名人士會被視為本集團之有關連人士：

- (a) 該人士直接或間接透過一家或以上中介人士：(i)控制本集團，受到本集團控制，或與本集團受到共同控制；(ii)擁有本集團之權益，使之能對本集團行使重大影響力；或(iii)共同控制本集團；
- (b) 該人士為本集團或其控股公司之主要管理層成員之一；
- (c) 該人士為第(a)或第(b)項所指之任何個人之近親；
- (d) 該人士為受到第(b)或第(c)項所指之任何個人所控制、共同控制或能行使重大影響力之實體，或該人士直接或間接擁有該實體之重大投票權；或
- (e) 該人士乃為本集團或任何屬於本集團有關連人士之實體之僱員福利而設之離職後福利計劃。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the income statement in the period in which it is incurred. In situations where it can be clearly demonstrated that the expenditure has resulted in an increase in the future economic benefits expected to be obtained from the use of an item of property, plant and equipment, and where the cost of the item can be measured reliably, the expenditure is capitalised as an additional cost of that asset or as a replacement.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life, after taking into account its estimated residual value. The principal annual rates used for this purpose are as follows:

Leasehold improvements	20% or over the lease terms, whichever is shorter
Moulds, plant and machinery	12.5% – 15%
Furniture, fixtures, equipment and motor vehicles	20%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately.

2.4 主要會計政策概要(續)

物業、廠房及設備及折舊

物業、廠房及設備(在建工程除外)乃按成本減累積折舊及任何減值虧損列賬。物業、廠房及設備項目之成本包括其購買價及任何將資產達致其現有運作狀況及地點作擬定用途之直接成本。在物業、廠房及設備項目投入運作後產生之支出,如維修與保養等,一般於產生期間自收益表中扣除。倘若當時之情況能清楚顯示支出導致預期日後因使用物業、廠房及設備項目獲得之經濟利益有所增加,而項目成本能夠可靠地計量,則將支出撥作該項資產之額外成本或重置成本。

折舊按各物業、廠房及設備項目之估計可使用年期(已計及其估計剩餘價值)以直線法撇銷其成本至其剩餘價值計算。計算所用之主要年率如下:

租賃物業裝修	20%或按租賃年期(以較短者為準)
模具、廠房及機器	12.5%–15%
傢俬、裝置、設備及汽車	20%

當物業、廠房及設備項目之各部分具有不同之可使用年期,該項目之成本依照合理之基準分配予各部分,而每部分會分開折舊。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Property, plant and equipment and depreciation (continued)

Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at each balance sheet date.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement of an item of property, plant and equipment recognised in the income statement in the year the asset is derecognised is the difference between the net sale proceeds and the carrying amount of the relevant asset.

Construction in progress represents buildings under construction, which is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction during the period of construction. Construction in progress is reclassified to the appropriate category of items of property, plant and equipment when completed and ready for use.

Investment properties

Investment properties are interests in buildings held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. Such properties are stated at cost less accumulated depreciation and any impairment losses.

Any gains or losses on the retirement or disposal of an investment property are recognised in the income statement in the year of the retirement or disposal.

2.4 主要會計政策概要(續)

物業、廠房及設備及折舊(續)

剩餘價值、可使用年期及折舊方法會於各結算日檢討及調整(如適用)。

物業、廠房及設備項目在出售時或預期日後使用或出售項目時不再帶來經濟利益時反確認。於資產反確認年度之收益表中確認出售或廢置物業、廠房及設備項目之任何損益，指出售所得款項淨額與相關資產賬面值之差額。

在建工程乃在建樓宇，按成本減任何減值虧損列賬，且並無折舊。成本包含建築期內所涉及之建築直接成本。在建工程於完成及可使用時重新分類至適當之物業、廠房及設備項目類別。

投資物業

投資物業乃於持作賺取租金收入及/或資本增值，而非作生產或供應貨品或服務或作行政用途，亦非作一般業務過程中銷售之樓宇權益。該等物業按成本減累計折舊及任何減值虧損計量。

廢置或出售投資物業之任何損益於廢置或出售年度之收益表中確認。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

Leases

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to the income statement on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under the operating leases are charged to the income statement on the straight-line basis over the lease terms.

Prepaid land lease payments under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms.

Investments and other financial assets

When financial assets are recognised initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs.

The Group assesses whether a contract contains an embedded derivative when the Group first becomes a party to it and assesses whether an embedded derivative is required to be separated from the host contract when the analysis shows that the economic characteristics and risks of the embedded derivative are not closely related to those of the host contract. Reassessment only occurs if there is a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required under the contract.

The Group determines the classification of its financial assets after initial recognition and, where allowed and appropriate, re-evaluates this designation at the balance sheet date.

2.4 主要會計政策概要(續)

租賃

凡將資產之擁有權之絕大部分回報及風險撥歸出租人之租約，均被列為經營租約處理。倘本集團為出租人，本集團根據經營租約出租之資產乃計入非流動資產，而經營租約之應收租金乃按租賃期以直線法計入收益表內。倘本集團為承租人，經營租約之應付租金乃按租賃期以直線法自收益表中扣除。

經營租約項下之預付土地租賃款項初步按成本列賬，其後以直線法按租賃期確認。

投資及其他金融資產

金融資產於首次確認時按公平價值(倘屬並非透過損益按公平價值列賬之投資)加直接應佔交易成本計算。

當本集團首次成為合約之訂約方時，會衡量該合約是否包括內含衍生工具，及倘有分析顯示內含衍生工具之經濟特性及風險與並非透過損益按公平價值列值之主合約並無密切關係，則會衡量內含衍生工具是否須與主合約分開入賬。當合約條款變更以致大幅調整合約原先規定之現金流量時，方會進行重新評估。

本集團於初步確認後釐定其金融資產之分類，並在容許及適當之情況下於結算日重新評估有關分類。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading. Financial assets are classified as held for trading if they are acquired for the purpose of sale in the near term. Gains or losses on investments held for trading are recognised in the income statement. The net gain or losses recognised in the income statement does not include any dividends or interest earned on these financial assets, which are recognised in accordance with the policies set out for "Revenue recognition" below.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are subsequently carried at amortised cost using the effective interest method less any allowance for impairment. Amortised cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction costs. Gains and losses are recognised in the income statement when the loans and receivables are derecognised or impaired, as well as through the amortisation process.

2.4 主要會計政策概要(續)

投資及其他金融資產(續)

所有一般金融資產買賣乃於交易日期(即本集團承諾買賣資產之日期)確認。一般買賣乃指按照一般市場規定或慣例訂定之期間內交付資產之金融資產買賣。

透過損益按公平價值列賬之金融資產

透過損益按公平價值列賬之金融資產包括持作買賣之金融資產。倘收購金融資產之目的為在短期內出售，則會分類為持作買賣。持作買賣投資之盈虧在收益表中確認。收益表確認之盈虧淨額不包括源自該等金融資產的任何股息或賺取之利息，有關收入按照下文「收入確認」一節之政策確認入賬。

貸款及應收賬款

貸款及應收賬款乃非衍生金融資產，其固定或定額付款並無在活躍市場上報價。該等資產其後按實際利息法以攤銷成本減去任何減值撥備列賬。攤銷成本乃計入於收購時之任何折讓或溢價後計算，並包括構成實際利率及交易成本一部分之費用。於貸款及應收賬款反確認或減值時，損益以及攤銷過程於收益表中確認。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Fair value

The fair value of investments that are actively traded in organised financial markets is determined by reference to quoted market bid prices at the close of business at the balance sheet date. For investments where there is no active market, fair value is determined using valuation techniques. Such techniques include using recent arm's length market transactions; reference to the current market value of another instrument which is substantially the same; a discounted cash flow analysis; and other valuation models.

Impairment of financial assets

The Group assesses at each balance sheet date whether there is any objective evidence that a financial asset or a group of financial assets is impaired.

Assets carried at amortised cost

If there is objective evidence that an impairment loss on loans and receivables carried at amortised cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition). The carrying amount of the asset is reduced either directly or through the use of an allowance account. The amount of the impairment loss is recognised in the income statement. Loans and receivables together with any associated allowance are written off when there is no realistic prospect of future recovery.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed by adjusting the allowance account. Any subsequent reversal of an impairment loss is recognised in the income statement, to the extent that the carrying value of the asset does not exceed its amortised cost at the reversal date.

2.4 主要會計政策概要(續)

投資及其他金融資產(續)

公平價值

在有組織金融市場有活躍買賣之投資之公平價值乃參考結算日營業時間結束時之市場所報買入價釐定。對於並無活躍市場之投資，公平價值則採用估價技術釐定。該等技術包括採用最近期按公平原則進行之市場交易；參照幾乎相同之其他工具之目前市場價值；折現現金流量分析；及其他估值方法。

金融資產減值

本集團於各結算日均會評估是否有任何客觀跡象顯示一項金融資產或一組金融資產出現減值。

按攤銷成本列賬之資產

倘按攤銷成本列賬之貸款及應收賬款出現減值虧損之跡象，虧損額乃資產賬面值與按金融資產原實際利率（即初步確認時計算之實際利率）折現之估計未來現金流量現值（未出現之未來信貸虧損除外）兩者間之差額。資產賬面值直接或透過使用撥備賬予以減少。減值虧損額在收益表確認。貸款及應收賬款連同與其相關之撥備在實際預計日後無法收回時予以撇銷。

倘減值虧損額於其後期間減少，而減少與確認減值後出現之事件客觀有關，則先前已確認之減值虧損會透過調整撥備賬目逆轉。其後一切減值虧損逆轉於收益表中確認，惟以資產賬面值不超過其於逆轉日期之攤銷成本為限。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets (continued)

Assets carried at amortised cost (continued)

In relation to accounts and other receivables, a provision for impairment is made when there is objective evidence (such as the probability of insolvency or significant financial difficulties of the debtor and significant changes in the technological, market economic or legal environment that have an adverse effect on the debtor) that the Group will not be able to collect all of the amounts due under the original terms of an invoice. The carrying amount of the receivables is reduced through the use of an allowance account. Impaired debts are derecognised when they are assessed as uncollectible.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised where:

- the rights to receive cash flows from the asset have expired;
- the Group retains the rights to receive cash flows from the asset, but has assumed an obligation to pay them in full without material delay to a third party under a "pass-through" arrangement; or
- the Group has transferred its rights to receive cash flows from the asset and either (a) has transferred substantially all the risks and rewards of the asset, or (b) has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Where the Group has transferred its rights to receive cash flows from an asset and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognised to the extent of the Group's continuing involvement in the asset. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

2.4 主要會計政策概要(續)

金融資產減值(續)

按攤銷成本列賬之資產(續)

就應收賬款及其他應收賬款而言，倘出現客觀證據(如債務人可能無力償債或出現重大財務困難以及科技、市場經濟或法治環境出現對債務人構成不利影響之重大轉變)顯示本集團將無法按發票之原定條款收回所有到期款項，則會作出減值撥備。應收賬款之賬面值透過使用撥備賬而減少。已減值之債務一經評估為無法收回時則會反確認。

反確認金融資產

金融資產(或(倘適用)一項金融資產之一部分或一組類似金融資產之一部分)在下列情況將反確認：

- 收取該項資產所得現金流量之權利已屆滿；
- 本集團保留收取該項資產所得現金流量之權利，惟須根據一項「轉付」安排，在未有嚴重延緩第三方之情況下，已就有關權利全數承擔付款之責任；或
- 本集團已轉讓其收取該項資產所得現金流量之權利，並(a)已轉讓該項資產之絕大部分風險及回報；或(b)並無轉讓或保留該項資產之絕大部分風險及回報，但已轉讓該項資產之控制權。

凡本集團轉讓其收取該項資產所得現金流量之權利，但並無轉讓或保留該項資產之絕大部分風險及回報，且並無轉讓該項資產之控制權，該項資產將確認入賬，惟以本集團須持續涉及該項資產之程度為限。倘以所轉讓資產擔保形式持續涉及，則按該項資產之原賬面值與本集團或須償還之代價數額上限兩者中之較低者計算。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial liabilities at amortised cost (including interest-bearing loans and borrowings)

Financial liabilities, including accounts and bills payable, other payables, interest-bearing bank borrowings, loan from a minority shareholder and amounts due to a minority shareholder and a related company, are initially stated at fair value less directly attributable transaction costs and are subsequently measured at amortised cost, using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost. The related interest expense is recognised within "finance costs" in the income statement.

Gains and losses are recognised in the income statement when the liabilities are derecognised as well as through the amortisation process.

Convertible notes

The component of convertible notes that exhibits characteristics of a liability is recognised as a liability in the balance sheet, net of transaction costs. On issuance of convertible notes, the fair value of the liability component is determined using a market rate for an equivalent non-convertible note; and this amount is carried as a long term liability on the amortised cost basis until extinguished on conversion or redemption. The remainder of the proceeds is allocated to the conversion option that is recognised and included in shareholders' equity, net of transaction costs. The carrying amount of the conversion option is not remeasured in subsequent years. Transaction costs are apportioned between the liability and equity components of the convertible notes based on the allocation of proceeds to the liability and equity components when the instruments are first recognised.

2.4 主要會計政策概要(續)

按攤銷成本入賬之金融負債(包括計息貸款及借款)

金融負債包括應付賬款及應付票據、其他應付賬款、計息銀行借款、一位少數股東提供之貸款及應付一名少數股東及一家關連公司款項、初步按公平價值減直接應佔交易成本確認，其後以實質利息法按攤銷成本計算，但如折現並無重大影響則除外，在此情況下，則按成本列賬。相關利息開支列入收益表中「融資成本」項下。

損益乃於負債反確認時透過攤銷過程後於收益表中確認。

可換股票據

可換股票據中顯示負債特徵之部分，扣除交易成本後在資產負債表中確認為負債。發行可換股票據時，債務部分之公平價值乃採用非可換股票據等值項目之市場比率釐定，而此數額乃按攤銷成本基準作為長期負債列賬，直至換股或贖回時註銷為止。所得款項餘額會分配至換股權，於扣除交易成本後在股東權益內確認入賬。換股權賬面值於其後年度不會重新計量。交易成本乃根據首次確認該等工具時，所得款項分配至負債及權益部分之比例攤分至可換股票據之負債及權益部分。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the income statement.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the first-in, first-out basis. Net realisable value is based on estimated selling prices less any estimated cost to be incurred to completion and disposal.

Cash and cash equivalents

For the purpose of the consolidated cash flow statement, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the balance sheets, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

2.4 主要會計政策概要(續)

反確認金融負債

倘負債項下承擔被解除、取消或到期，則須反確認金融負債。

倘現有金融負債被來自同一貸款人之另一項負債按實質上不相同之條款取代，或現有負債之條款大部分被修訂，則該項交換或修訂會作為反確認原有負債及確認新負債處理，各自之賬面值差額於收益表內確認。

存貨

存貨按成本值或可變現淨值兩者中較低者入賬。成本值按先進先出法計算。可變現淨值乃根據估計售價減預期完成及出售存貨所需之任何成本計算。

現金及現金等值物

就綜合現金流量表而言，現金及現金等值物包括手頭現金及活期存款，及購入後一般在三個月內到期及可隨時轉換為已知數額現金且價值變動風險較小之短期高度流動性投資，扣除須應要求償還並構成本集團現金管理之組成部分之銀行透支。

就資產負債表而言，現金及現金等值物包括之手頭現金及銀行存款(包括定期存款)及性質類似現金而用途不受限制之資產。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the balance sheet date of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the income statement.

Income tax

Income tax comprises current and deferred tax. Income tax is recognised in the income statement, or in equity if it relates to items that are recognised in the same or a different period directly in equity.

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities.

Deferred tax is provided, using the liability method, on all temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

2.4 主要會計政策概要(續)

撥備

在本集團因已發生之事件而負有現行法律或推定責任，從而日後有可能須撥出資源以履行有關責任，且有關數額亦能可靠估算之情況下，本集團會確認撥備。

倘貼現之影響乃屬重大，則確認為撥備之數額為日後預期用於履行有關責任之開支於結算日之現值。隨時間推移產生之貼現現值增加計入收益表之融資成本。

所得稅

所得稅包括本期稅項及遞延稅項。所得稅於收益表中確認，或倘有關項目於相同或不同期間在權益中確認，則直接在權益中確認。

本期及前期之本期稅項資產及負債，以預期可從課稅機關收回或向課稅機關繳付之款項計量。

遞延稅項就於結算日資產與負債之稅基及其於財務報告中之賬面值兩者間之所有暫時差異以負債法撥備。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax (continued)

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- where the deferred tax liability arises from goodwill or the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, carryforward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised, except:

- where the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

2.4 主要會計政策概要(續)

所得稅(續)

遞延稅項負債乃就所有應課稅暫時差異確認，除：

- 惟於商譽或進行一項交易時初步確認非業務合併交易之資產或負債時產生而於交易時並無對會計溢利或應課稅溢利或虧損構成影響之遞延稅項負債除外；及
- 就有關於附屬公司之投資產生之應課稅暫時差異而言，惟於暫時差異之撥回時間可以控制及暫時差異有可能不會於可預見未來撥回。

遞延稅項資產就所有可扣減暫時差異及未被動用之稅項抵免與未被動用之稅項虧損之結轉確認，惟以有可能以應課稅溢利抵銷可扣減暫時差異及可動用之稅項抵免及未被動用之稅項虧損之結轉為限：

- 惟於進行一項非業務合併交易時初步確認非業務合併交易之資產或負債時產生而於交易時並無對會計溢利或應課稅溢利或虧損構成影響之有關可扣減暫時差異之遞延稅項資產除外；及
- 就於附屬公司之投資產生之可扣減暫時差異而言，遞延稅項資產僅以暫時差異有可能於可預見未來撥回及可動用應課稅溢利以抵銷暫時差異為限確認。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

Income tax (continued)

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Conversely, previously unrecognised deferred tax assets are reassessed at each balance sheet date and are recognised to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

2.4 主要會計政策概要(續)

所得稅(續)

遞延稅項資產之賬面值於每個結算日檢討，並扣減至不再可能有足夠應課稅溢利讓所有或部分遞延稅項資產被動用為止。相反，以往未確認之遞延稅項資產於每個結算日重新評估，並在可能有足夠應課稅溢利讓所有或部分遞延稅項資產被動用時確認。

遞延稅項資產與負債以資產被變現或負債清還之期間之預期適用稅率，按於結算日已制定或實際已制定之稅率(及稅務法例)計算。

倘存在合法可行使以本期稅項資產抵銷本期稅項負債之權利，而遞延稅項與同一應課稅實體及同一課稅機關有關，則抵銷遞延稅項資產及遞延稅項負債。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition

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

- (a) from the sale of goods, when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold;
- (b) from the trading of securities on a trade date basis;
- (c) rental income, on the straight-line basis over the lease terms;
- (d) interest income, on an accrual basis using the effective interest method by applying the rate that discounts the estimated future cash receipts through the expected life of the financial instrument to the net carrying amount of the financial asset; and
- (e) dividend income, when the shareholders' right to receive payment has been established.

2.4 主要會計政策概要(續)

確認收入

當經濟效益有可能流入本集團而收入金額能可靠地計量時，收入按下列方式確認：

- (a) 來自貨品銷售，附於擁有權之主要風險及回報已轉移至買家，且本集團並無保留一般視為與擁有權相關之管理權或已售貨品之有效控制權時；
- (b) 來自證券買賣，按交易日期為基準；
- (c) 租金收入乃按租約期以直線法計算；
- (d) 利息收入方面，乃按應計基準使用實際利息法計算，須採用能把金融工具預期年期下估計未來現金收入折現至金融資產賬面淨值之利率；及
- (e) 股息收入，於確立收取款項之股東權利時予以確認。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

Employee benefits

Share-based payment transactions

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payment transactions, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. In valuing equity-settled transactions, no account is taken of any performance conditions, other than conditions linked to the price of the shares of the Company ("market conditions"), if applicable.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award (the "vesting date"). The cumulative expense recognised for equity-settled transactions at each balance sheet date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the income statement for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

No expense is recognised for awards that do not ultimately vest, except for awards where vesting is conditional upon a market condition, which are treated as vesting irrespective of whether or not the market condition is satisfied, provided that all other performance conditions are satisfied.

2.4 主要會計政策概要(續)

僱員福利

以股份付款之交易

本公司設有一項購股權計劃，其目的在於向為本集團之成功營運作出貢獻之合資格參與人給予鼓勵及回報。本集團僱員(包括董事)以股份付款之交易方式收取報酬，據此，僱員提供服務作為收取股權工具之代價(「以權益結算之交易」)。

與僱員進行以權益結算之交易之成本，乃參照於授出日期之公平價值計量。於評估以權益結算之交易之價值時，除了與本公司股份價格有關之條件(「市場條件」)(如適用)外，並無將任何績效條件計算在內。

以權益結算之交易之成本，連同權益相應增加部分，在績效及/或服務條件獲得履行之期間(於有關僱員完全有權獲得獎勵之日期(「歸屬日期」)結束)內確認。在歸屬日期前，於每個結算日確認之以權益結算之交易之累積開支，反映歸屬期已到期部分及本集團對最終將會歸屬之股權工具數目之最佳估計。在某一期間內在收益表中之扣除或進賬，乃反映於期初及期終確認之累積開支變動。

對於並未最終歸屬之獎勵不會確認任何開支，惟須視乎市場條件而決定歸屬與否之獎勵則除外。對於該類購股權而言，只要所有其他績效條件已經達成，不論市場條件是否達成，均會被視為已歸屬。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Employee benefits (continued)

Share-based payment transactions (continued)

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified. In addition, an expense is recognised for any modification, which increases the total fair value of the share-based payment arrangement, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

Paid leave carried forward

The Group provides paid annual leave to its employees under their employment contracts on a calendar year basis. Under certain circumstances, such leave which remains untaken as at the balance sheet date is permitted to be carried forward and utilised by the respective employees in the following year. An accrual is made at the balance sheet date for the expected future cost of such paid leave earned during the year by the employees and carried forward.

2.4 主要會計政策概要(續)

僱員福利(續)

以股份付款之交易(續)

倘以權益結算之獎勵之條款有所修訂，所確認開支最少須達到猶如條款並無任何修訂之水平。此外，倘有關修訂導致以股份付款之付款安排之總公平價值有所增加，或為僱員帶來其他利益，則應就該等修訂確認開支。

倘以權益結算之獎勵被註銷，應被視為猶如已於註銷日期歸屬，任何尚未確認之獎勵開支應即時確認。然而，倘有新獎勵取代已註銷獎勵，並於授出日期指定為取代獎勵，則已註銷獎勵及新獎勵，均如前段所述應被視為原先獎勵之修訂。

計算每股盈利時，尚未行使購股權之攤薄效應會反映為額外股份攤薄。

結轉有薪假期

本集團根據僱傭合約按曆年基準向僱員提供有薪年假。在若干情況下，於結算日仍未享用之假期允許結轉，由有關僱員在下個年度享用。於結算日，本集團會就僱員於年內享有及結轉之有薪假期之預期未來成本確認一項應計款項。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

Employee benefits (continued)

Retirement benefits scheme

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance, for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries and are charged to the income statement as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

Foreign currencies

These financial statements are presented in Hong Kong dollars, which is the Company's functional and presentation currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions are initially recorded using the functional currency rates ruling at the date of the transactions. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rates of exchange ruling at the balance sheet date. All differences are taken to the income statement. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

2.4 主要會計政策概要(續)

僱員福利(續)

退休福利計劃

本集團根據強制性公積金計劃條例為其合資格參與強制性公積金退休福利計劃(「強積金計劃」)之僱員運作一個定額供款之強積金計劃。供款乃依據僱員基本薪酬之百分比計算，並根據強積金計劃之規例於應付時計入收益表。強積金計劃之資產乃與本集團之資產分開持有，並由獨立管理基金管理。本集團僱主之供款於向強積金計劃供款時即全部撥歸僱員所有。

外幣

本財務報表乃以港元，即本公司之功能及呈列貨幣呈列。本集團內各實體決定其本身之功能貨幣，而包括在各實體之財務報表之項目乃使用該功能貨幣計量。外幣交易初步使用交易日期功能貨幣相對外幣之匯率記錄。以外幣為結算單位之貨幣性資產與負債會按結算日功能貨幣相對外幣之匯率再度換算。所有差額均記入收益表。以外幣歷史成本計量之非貨幣性資產，按初步交易日期之匯率換算。按外幣公平價值計量之非貨幣性項目，使用公平價值釐定日期之匯率換算。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign currencies (continued)

The functional currencies of certain overseas subsidiaries are currencies other than the Hong Kong dollar. As at the balance sheet date, the assets and liabilities of these entities are translated into the presentation currency of the Company at the exchange rates ruling at the balance sheet date and, their income statements are translated into Hong Kong dollars at the weighted average exchange rates for the year. The resulting exchange differences are included in the exchange fluctuation reserve. On disposal of a foreign entity, the deferred cumulative amount recognised in equity relating to that particular foreign operation is recognised in the income statement.

For the purpose of the consolidated cash flow statement, the cash flows of overseas subsidiaries are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year.

2.4 主要會計政策概要(續)

外幣(續)

若干海外附屬公司之功能貨幣為港元以外之貨幣。於結算日，該等實體之資產與負債會按結算日之匯率換算為本公司之呈列貨幣，而收益表會按年度加權平均匯率換算為港元。所產生之匯兌差額會包括在匯兌波動儲備。出售海外實體時，在權益中確認有關該特定海外業務之遞延累積金額會在收益表中確認。

就綜合現金流量表而言，海外附屬公司之現金流量按現金流量日期之匯率換算為港元。海外附屬公司於整個年度經常持續產生之現金流量按年度加權平均匯率換算為港元。

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3. SIGNIFICANT ACCOUNTING ESTIMATES

The preparation of the Group's financial statements requires management to make estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the reporting date. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

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 the next financial year, are discussed below.

Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating unit and also to choose a suitable discount rate in order to calculate the present value of those cash flows. At 31 March 2008, the carrying amount of goodwill of HK\$6,478,000 was fully impaired. More details of the assessment of impairment of goodwill are set out in note 16.

Impairment allowances for accounts and loan receivable

Impairment allowances for accounts and loan receivable are made based on the assessment of the recoverability of accounts and loan receivable. The identification of doubtful debts requires management judgement and estimates. Where the actual outcome or expectation in future is different from the original estimate, such differences will impact the carrying value of the receivables and doubtful debt expenses/write-back in the period in which such estimate has been changed.

3. 主要會計估計

管理層編製本集團之財務報表時，須於報告日期作出會影響收入、開支、資產及負債呈報金額及或然負債披露的估計及假設。然而，有關假設及估計之不確定性可能導致未來須就受影響的資產或負債之賬面值作出重大調整。

估計數字之不明朗因素

下文披露有關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，該等因素帶有於下個財政年度資產與負債之賬面值作出顯著調整之重大風險，有關之討論如下。

商譽減值

本集團最少每年評估商譽是否減值。本集團須估計獲分配商譽之現金產生單位的使用價值。估計使用價值時，本集團須估計現金產生單位的預期未來現金流量，亦須選擇用作計算現金流量現值的合適貼現率。於二零零八年三月三十一日，賬面值為6,478,000港元之商譽已全數減值。有關評估商譽減值之更多詳情載於附註16。

應收賬款及應收貸款減值撥備

應收賬款及應收貸款減值撥備乃按應收賬款及應收貸款的可收回程度評估作出。管理人員於識辨呆賬時需作出判斷及估計。若實際情況或對未來之預測有別於原有估計，則有關差額將對估計改變期間之應收款項及呆賬之賬面值以及呆賬開支／回撥構成影響。

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4. SEGMENT INFORMATION

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

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

- the supply and procurement segment supplies office equipment and office supplies, machinery, machinery parts, lubricating oil and bunkering for vessels;
- the securities investment segment includes trading in equity securities; and
- the corporate and others segment consists of corporate income and expense items and holding of property.

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

There are no intersegment sales and transfers among the business segments.

4. 分類資料

分類資料以兩種分類方式提呈：(i)以業務分類作為其主要呈報方式；及(ii)以地區分類作為次要呈報方式。

本集團之經營業務按業務性質及所提供之產品進行組合及管理。本集團每項業務分類均代表所提供產品涉及之風險及回報與其他業務分類不同之策略性業務單位。業務分類資料現概述如下：

- 供應及採購分類業務為供應辦公室設備、辦公室用品及遠洋郵輪使用之機器、機械零件、機油及燃料；
- 證券投資分類業務包括買賣股權證券；及
- 企業及其他分類業務，包括企業收支項目及持有物業。

本集團決定地區分類時，會按客戶所在地劃分收益所屬分類，亦按資產所在地劃分資產所屬分類。

業務分類之間概無分類銷售及轉讓。

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4. SEGMENT INFORMATION (continued)

(a) Business segments

The following tables present revenue, profit/(loss) and certain asset, liability and expenditure information for the Group's business segments for the years ended 31 March 2008 and 2007.

4. 分類資料(續)

(a) 業務分類

下表呈列本集團截至二零零七年及二零零八年三月三十一日止年度按業務分類之收入、溢利/(虧損)及若干資產、負債及開支之資料。

		Supply and procurement		Securities investment		Corporate and others		Consolidated	
		供應及採購		證券投資		企業及其他		綜合	
		2008	2007	2008	2007	2008	2007	2008	2007
		二零零八年	二零零七年	二零零八年	二零零七年	二零零八年	二零零七年	二零零八年	二零零七年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Segment revenue:	分類收入:								
Sales to external customers	外來客戶之銷售額	129,582	193,989	-	-	-	-	129,582	193,989
Other revenue and gains	其他收入及收益	45	345	-	-	200	1,200	245	1,545
		129,627	194,334	-	-	200	1,200	129,827	195,534
Segment results	分類業績	11,598	21,189	(3,600)	-	(6,278)	1,200	1,720	22,389
Interest income and unallocated revenue and gains	利息收入及未分配收入及收益							8,393	535
Unallocated expenses	未分配開支							(15,673)	(15,008)
Finance costs	融資成本							(3,926)	(4,273)
Profit/(loss) before tax	除稅前溢利/(虧損)							(9,486)	3,643
Tax	稅項							(655)	(3,553)
Profit/(loss) for the year	本年度溢利/(虧損)							(10,141)	90

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4. SEGMENT INFORMATION (continued)

(a) Business segments (continued)

4. 分類資料 (續)

(a) 業務分類 (續)

		Supply and procurement 供應及採購		Securities investment 證券投資		Corporate and others 企業及其他		Consolidated 綜合	
		2008	2007	2008	2007	2008	2007	2008	2007
		二 零 零 八 年	二 零 零 七 年	二 零 零 八 年	二 零 零 七 年	二 零 零 八 年	二 零 零 七 年	二 零 零 八 年	二 零 零 七 年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千 港 元	千 港 元	千 港 元	千 港 元	千 港 元	千 港 元	千 港 元	千 港 元
Assets and liabilities:	資產與負債：								
Segment assets	分類資產	45,834	82,491	6,435	-	8,341	55,185	60,610	137,676
Unallocated assets	未分配資產							230,239	29,255
Total assets	總資產							290,849	166,931
Segment liabilities	分類負債	43,349	74,403	-	-	1,255	22,161	44,604	96,564
Unallocated liabilities	未分配負債							69,074	31,614
Total liabilities	總負債							113,678	128,178
Other segment information:	其他分類資料：								
Depreciation and recognition of prepaid land lease payments	折舊及確認預付土地租賃款項	147	139	-	-	2,070	3,098	2,217	3,237
Impairment of investment properties	投資物業之減值	-	-	-	-	-	446	-	446
Impairment of goodwill	商譽減值	-	-	-	-	6,478	-	6,478	-
Capital expenditure	資本支出	-	15	-	-	15	-	15	15

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4. SEGMENT INFORMATION (CONTINUED)

(b) Geographical segments

The following table presents revenue and certain asset and expenditure information for the Group's geographical segments for the years ended 31 March 2008 and 2007.

Group

		Singapore		The People's Republic of China (including Hong Kong and Mainland China)		Consolidated	
		新加坡		中華人民共和國 (包括香港及中國大陸)		綜合	
		2008	2007	2008	2007	2008	2007
		二零零八年	二零零七年	二零零八年	二零零七年	二零零八年	二零零七年
		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
Segment revenue:	分類收入：						
Sales to external customers	外來客戶之銷售額	129,582	193,989	-	-	129,582	193,989
Other segment information:	其他分類資料：						
Segment assets	分類資產	45,834	82,491	245,015	84,440	290,849	166,931
Capital expenditure	資本支出	-	15	15	-	15	15

4. 分類資料(續)

(b) 地區分類

下表呈列本集團截至二零零八年及二零零七年三月三十一日止年度按地區分類之收入及若干資產及支出之資料。

本集團

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5. REVENUE, OTHER INCOME AND GAINS

Revenue, which is also the Group's turnover, represents the net invoiced value of goods sold, after allowances for returns and trade discounts during the year.

An analysis of revenue, other income and gains is as follows:

5. 收入、其他收入及收益

收入（亦指本集團之營業額）指年內已扣除退貨及貿易折扣之售出貨物發票淨值。

收入、其他收入及收益分析如下：

		2008 二 零 零 八 年 HK\$'000 千 港 元	2007 二 零 零 七 年 HK\$'000 千 港 元
Revenue	收入		
Sale of goods	銷售貨物	129,582	193,989
Other income	其他收入		
Bank interest income	銀行利息收入	2,574	372
Interest income on loans receivable	應收貸款 之利息收入	693	-
Interest income on amount due from a related company	應收一間關連公司款項 之利息收入	30	-
Rental income	租金收入	200	1,200
Others	其他	169	351
		3,666	1,923
Gains	收益		
Gain on disposal of items of property, plant and equipment	出售物業、廠房 及設備項目之收益	-	157
Gain on disposal of subsidiaries (note 35 (b))	出售附屬公司之收益 (附註35(b))	4,562	-
Write-back of accrued expenses	應計開支撥回	395	-
Others	其他	15	-
		4,972	157
		8,638	2,080

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6. FINANCE COSTS

6. 融資成本

		Group 本集團	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Interest on:	利息：		
Bank loans and other loan wholly repayable within five years	須於五年內全數償還之銀行貸款及其他貸款	538	962
Convertible notes	可換股票據	3,388	3,311
		3,926	4,273

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7. PROFIT/(LOSS) BEFORE TAX

The Group's profit/(loss) before tax is arrived at after charging/(crediting):

7. 除稅前溢利／（虧損）

本集團除稅前溢利／（虧損）經扣除／（計入）以下各項：

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Cost of inventories sold	已售存貨成本	113,747	168,509
Depreciation of items of property, plant and equipment (note 13)	物業、廠房及設備項目之折舊（附註13）	156	146
Depreciation of investment properties (note 14)	投資物業之折舊（附註14）	1,541	2,312
Recognition of prepaid land lease payments (note 15)	確認預付土地租賃款項（附註15）	520	779
Minimum lease payments in respect of land and buildings	有關土地及樓宇之最低租金	580	389
Auditors' remuneration	核數師酬金	1,080	1,020
Employee benefits expense (excluding directors' remuneration – note 8):	僱員福利開支（不包括董事酬金－附註8）：		
Wages and salaries	工資及薪金	2,552	1,906
Pension scheme contributions	退休金計劃供款	140	140
		2,692	2,046
Exchange losses, net	匯兌虧損，淨額	897	1,450
Impairment of investment properties	投資物業之減值	-	446
Net rental income	租金收入淨額	(200)	(1,200)

At 31 March 2008, the Group had no forfeited contributions available to reduce its contributions to pension schemes in future years (2007: Nil).

於二零零八年三月三十一日，本集團並無已沒收供款可供扣減其未來年度之退休金計劃供款（二零零七年：無）。

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8. DIRECTORS' REMUNERATION

Directors' remuneration for the year, disclosed pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and Section 161 of the Hong Kong Companies Ordinance, is as follows:

8. 董事酬金

根據香港聯合交易所有限公司證券上市規則(「上市規則」)及香港公司條例第161條披露之本年度董事酬金詳情如下:

		Group 本集團	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Fees:	袍金:		
Executive directors	執行董事	-	-
Independent non-executive directors	獨立非執行董事	333	300
		333	300
Other emoluments of executive directors:	執行董事之其他酬金:		
Salaries, other allowances and benefits in kind	薪金、其他津貼及實物利益	1,390	1,040
Discretionary bonuses	酌情花紅	500	-
Pension scheme contributions	退休金計劃供款	95	52
		1,985	1,092
		2,318	1,392

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8. DIRECTORS' REMUNERATION (continued)

(a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

8. 董事酬金 (續)

(a) 獨立非執行董事

於年內支付予獨立非執行董事之袍金如下：

		Group 本集團	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Mr. Wong Kwok Tai	黃國泰先生	120	100
Mr. Lau Pok Lam	劉璞琳先生	68	100
Mr. Ko Kwong Woon, Ivan	高廣垣先生	65	100
Mr. Weng Yixiang	翁以翔先生	28	—
Mr. Lu Xinsheng	遯新生先生	26	—
Mr. Xiong Wei	熊偉先生	26	—
		333	300

There were no other emoluments payable to the independent non-executive directors during the year (2007: Nil).

本年度內並無應付獨立非執行董事之任何其他酬金(二零零七年：無)。

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8. DIRECTORS' REMUNERATION (continued)

8. 董事酬金(續)

(b) Executive directors

(b) 執行董事

		Salaries, other allowances and benefits in kind	Discretionary bonuses	Pension scheme contributions	Total remuneration
		薪金、其他津貼及實物利益	酌情花紅	退休金計劃供款	酬金總額
		HK\$'000	HK\$000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
2008					
二零零八年					
Mr. Lo Ming Chi, Charles	勞明智先生	600	300	45	945
Mr. Yu Wai Man	余偉文先生	360	200	28	588
Mr. Zhang Zhidong	張志東先生	277	-	14	291
Mr. Ng Eng Leng	黃應麟先生	153	-	8	161
Mr. Suen Cho Hung, Paul	孫粗洪先生	-	-	-	-
Mr. Sue Ka Lok	蘇家樂先生	-	-	-	-
Mr. Wilson Ng	黃偉盛先生	-	-	-	-
Mr. Ng Wee Keat	黃偉傑先生	-	-	-	-
		1,390	500	95	1,985
2007					
二零零七年					
Mr. Lo Ming Chi, Charles	勞明智先生	520	-	26	546
Mr. Yu Wai Man	余偉文先生	260	-	13	273
Mr. Ng Eng Leng	黃應麟先生	260	-	13	273
Mr. Wilson Ng	黃偉盛先生	-	-	-	-
Mr. Ng Wee Keat	黃偉傑先生	-	-	-	-
		1,040	-	52	1,092

There was no arrangement under which a director waived or agreed to waive any remuneration during the year.

本年度內並無董事作出放棄酬金或同意放棄酬金之安排。

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9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included three (2007: three) directors, details of whose remuneration are set out in note 8 above. Details of the remuneration of the remaining two (2007: two) non-director, highest paid employees for the year are as follows:

		Group 本集團	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Salaries, other allowances and benefits in kind	薪金、其他津貼及實物利益	473	456
Pension scheme contributions	退休金計劃供款	22	23
		495	479

The remuneration of all non-director, highest paid employees fell within the band of nil to HK\$1,000,000 for the years ended 31 March 2008 and 2007.

During the year, discretionary bonuses of HK\$500,000 were paid to or receivable by two of the five highest paid employees of the Group (2007: Nil). No emoluments were paid by the Group to any of the five highest paid employees as an inducement to join, or upon joining the Group, or as compensation for loss of office (2007: Nil).

9. 五位最高薪僱員

年內之五位最高薪僱員之中，三位（二零零七年：三位）為董事，彼等之酬金詳情已載列於上文附註8。餘下兩位（二零零七年：兩位）非董事之高薪僱員之酬金詳情如下：

截至二零零八年及二零零七年三月三十一日止年度，所有非董事之最高薪僱員之酬金均介乎零至1,000,000港元之組別內。

年內，支付或應付五位最高薪僱員其中兩位之酌情花紅為500,000港元（二零零七年：無）。本集團概無向任何五位最高薪僱員支付酬金以吸引彼等加盟本集團或作為加盟本集團時之報酬或離職補償（二零零七年：無）。

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10. TAX

Hong Kong profits tax has been provided at the rate of 17.5% (2007: 17.5%) on the estimated assessable profits arising in Hong Kong during the year. No Hong Kong profits tax has been provided during the year ended 31 March 2007 as the Group did not generate any assessable profits arising in Hong Kong in that year. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates, based on existing legislation, interpretations and practices in respect thereof.

10. 稅項

香港利得稅乃就於該年度內在香港產生之估計應課稅溢利按17.5% (二零零七年：17.5%) 之稅率撥備。由於截至二零零七年三月三十一日止年度內並無源自該年度在香港之應課稅溢利，故本集團並無就香港利得稅撥備。於其他司法權區之應課稅溢利稅項，已根據有關之現行法例、註釋及慣例，按本集團經營業務之國家之稅率計算。

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Group:	本集團：		
Current – Hong Kong	即期－香港	3	–
Current – Elsewhere	即期－其他地區		
Charge for the year	本年度稅項支出	1,763	3,553
Overprovision in prior years	過往年度超額撥備	(1,111)	–
Total tax charge for the year	年內稅項支出總額	655	3,553

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10. TAX (continued)

A reconciliation of the tax expense/(credit) applicable to the profit/(loss) before tax using the statutory rates for the jurisdictions in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rates is as follows:

Group – 2008

		Hong Kong	Singapore	Mainland China	Total
		香港	新加坡	中國大陸	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Profit/(loss) before tax	除稅前溢利／（虧損）	(19,593)	11,557	(1,450)	(9,486)
Tax at the applicable tax rate	按適用稅率計算之稅項	(3,429)	2,080	(479)	(1,828)
Income not subject to tax	毋須課稅收入	(1,400)	(348)	-	(1,748)
Expenses not deductible for tax	不可扣稅開支	2,415	31	31	2,477
Tax losses not recognised	未確認稅務虧損	2,417	-	448	2,865
Adjustment in respect of current tax of previous periods	就過往期間當期稅項作出之調整	-	(1,111)	-	(1,111)
Tax charge at the Group's effective rate	按本集團實際稅率計算之稅項支出	3	652	-	655

Group – 2007

		Hong Kong	Singapore	Mainland China	Total
		香港	新加坡	中國大陸	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Profit/(loss) before tax	除稅前溢利／（虧損）	(15,903)	21,152	(1,606)	3,643
Tax at the applicable tax rate	按適用稅率計算之稅項	(2,783)	3,807	(531)	493
Income not subject to tax	毋須課稅收入	(285)	(284)	-	(569)
Expenses not deductible for tax	不可扣稅開支	1,338	30	-	1,368
Tax losses not recognised	未確認稅務虧損	1,730	-	531	2,261
Tax charge at the Group's effective rate	按本集團實際稅率計算之稅項支出	-	3,553	-	3,553

10. 稅項（續）

採用本公司及其多數附屬公司註冊司法權區之法定稅率計算之除稅前溢利／（虧損）適用之稅項支出／（抵免）與按實際稅率計算之稅項支出之對賬如下：

本集團—二零零八年

		Hong Kong	Singapore	Mainland China	Total
		香港	新加坡	中國大陸	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Profit/(loss) before tax	除稅前溢利／（虧損）	(19,593)	11,557	(1,450)	(9,486)
Tax at the applicable tax rate	按適用稅率計算之稅項	(3,429)	2,080	(479)	(1,828)
Income not subject to tax	毋須課稅收入	(1,400)	(348)	-	(1,748)
Expenses not deductible for tax	不可扣稅開支	2,415	31	31	2,477
Tax losses not recognised	未確認稅務虧損	2,417	-	448	2,865
Adjustment in respect of current tax of previous periods	就過往期間當期稅項作出之調整	-	(1,111)	-	(1,111)
Tax charge at the Group's effective rate	按本集團實際稅率計算之稅項支出	3	652	-	655

本集團—二零零七年

		Hong Kong	Singapore	Mainland China	Total
		香港	新加坡	中國大陸	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Profit/(loss) before tax	除稅前溢利／（虧損）	(15,903)	21,152	(1,606)	3,643
Tax at the applicable tax rate	按適用稅率計算之稅項	(2,783)	3,807	(531)	493
Income not subject to tax	毋須課稅收入	(285)	(284)	-	(569)
Expenses not deductible for tax	不可扣稅開支	1,338	30	-	1,368
Tax losses not recognised	未確認稅務虧損	1,730	-	531	2,261
Tax charge at the Group's effective rate	按本集團實際稅率計算之稅項支出	-	3,553	-	3,553

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11. LOSS ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

The consolidated loss attributable to equity holders of the Company for the year ended 31 March 2008 includes a loss of HK\$5,142,000 (2007: HK\$3,817,000) which has been dealt with in the financial statements of the Company (note 34(b)).

12. LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of basic loss per share amount is based on the loss for the year attributable to ordinary equity holders of the Company for the year of HK\$12,854,000 (2007: HK\$7,904,000), and the weighted average of 792,002,196 (2007: 218,723,611) ordinary shares in issue during the year.

Diluted loss per share amounts for the years ended 31 March 2008 and 2007 have not been disclosed, as the convertible notes and share options outstanding during these years had anti-dilutive effects on the basic loss per share amounts for these years.

11. 本公司權益持有人應佔虧損

於本公司財務報表內處理之截至二零零八年三月三十一日止年度之本公司權益持有人應佔綜合虧損為5,142,000港元(二零零七年: 3,817,000港元)(附註34(b))。

12. 本公司普通股權益持有人應佔每股虧損

每股基本虧損金額乃按照本年度之本公司權益持有人應佔本年度虧損12,854,000港元(二零零七年: 7,904,000港元)及本年度已發行普通股之加權平均數792,002,196股(二零零七年: 218,723,611股)計算。

由於可換股票據及年內尚未行使之購股權對截至二零零八年及二零零七年三月三十一日止年度之每股基本虧損具有反攤薄影響，因此並無披露該兩個年度之每股攤薄虧損金額。

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13. PROPERTY, PLANT AND EQUIPMENT

13. 物業、廠房及設備

Group

本集團

		Leasehold improvements	Furniture, fixtures, equipment and motor vehicles	Construction in progress	Total
		物業裝修	傢俬、裝置、 設備及汽車	在建工程	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
31 March 2008	二零零八年三月三十一日				
At 1 April 2007:	於二零零七年四月一日：				
Cost	成本	25	1,650	32,288	33,963
Accumulated depreciation and impairment	累積折舊 及減值	(15)	(1,497)	(32,288)	(33,800)
Net carrying amount	賬面淨值	10	153	–	163
At 1 April 2007, net of accumulated depreciation and impairment	於二零零七年四月一日， 扣除累積折舊 及減值	10	153	–	163
Additions	添置	–	15	–	15
Depreciation provided during the year	本年度 折舊	(7)	(149)	–	(156)
Exchange realignment	匯兌調整	–	4	–	4
At 31 March 2008, net of accumulated depreciation and impairment	於二零零八年三月三十一日， 扣除累積折舊 及減值	3	23	–	26
At 31 March 2008:	於二零零八年三月三十一日：				
Cost	成本	27	1,709	–	1,736
Accumulated depreciation and impairment	累積折舊 及減值	(24)	(1,686)	–	(1,710)
Net carrying amount	賬面淨值	3	23	–	26

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13. PROPERTY, PLANT AND EQUIPMENT (continued)

13. 物業、廠房及設備(續)

Group		Leasehold improvements	Moulds, plant and machinery	Furniture, fixtures, equipment and motor vehicles		Construction in progress	Total
				傢俬、 裝置、 設備及汽車	在建工程		
		物業裝修	模具、 廠房及 機器	傢俬、 裝置、 設備及汽車	在建工程	合計	
		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
31 March 2007	二零零七年三月三十一日						
At 1 April 2006:	於二零零六年四月一日:						
Cost	成本	24	88,302	1,592	32,288	122,206	
Accumulated depreciation and impairment	累積折舊 及減值	(8)	(88,302)	(1,340)	(32,288)	(121,938)	
Net carrying amount	賬面淨值	16	-	252	-	268	
At 1 April 2006, net of accumulated depreciation and impairment	於二零零六年四月一日， 扣除累積折舊 及減值	16	-	252	-	268	
Additions	添置	-	-	15	-	15	
Depreciation provided during the year	本年度 折舊	(7)	-	(139)	-	(146)	
Exchange realignment	匯兌調整	1	-	25	-	26	
At 31 March 2007, net of accumulated depreciation and impairment	於二零零七年三月三十一日， 扣除累積折舊 及減值	10	-	153	-	163	
At 31 March 2007:	於二零零七年三月三十一日:						
Cost	成本	25	-	1,650	32,288	33,963	
Accumulated depreciation and impairment	累積折舊 及減值	(15)	-	(1,497)	(32,288)	(33,800)	
Net carrying amount	賬面淨值	10	-	153	-	163	

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13. PROPERTY, PLANT AND EQUIPMENT (continued)

13. 物業、廠房及設備(續)

Company		本公司	
		Furniture, fixtures, equipment and motor vehicles 傢俬、裝置、 設備及汽車	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
At 1 April:	於四月一日：		
Cost	成本	631	631
Accumulated depreciation	累積折舊	(622)	(619)
Net carrying amount		9	12
At 1 April, net of accumulated depreciation	於四月一日，扣除 累積折舊	9	12
Addition	添置	15	-
Depreciation provided during the year	本年度 折舊	(6)	(3)
At 31 March, net of accumulated depreciation		18	9
At 31 March:	於三月三十一日：		
Cost	成本	646	631
Accumulated depreciation	累積折舊	(628)	(622)
Net carrying amount		18	9

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14. INVESTMENT PROPERTIES

14. 投資物業

		Group 本集團	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Cost:	成本：		
At 1 April	於四月一日	23,398	21,867
Disposal of subsidiaries (note 35(b))	出售附屬公司 (附註35(b))	(24,629)	-
Exchange realignment	匯兌調整	1,231	1,531
At 31 March	於三月三十一日	-	23,398
Accumulated depreciation and impairment:	累積折舊 及減值：		
At 1 April	於四月一日	3,210	430
Depreciation provided for the year	本年度 折舊	1,541	2,312
Impairment	減值	-	446
Disposal of subsidiaries (note 35(b))	出售附屬公司 (附註35(b))	(5,097)	-
Exchange realignment	匯兌調整	346	22
At 31 March	於三月三十一日	-	3,210
Net book value:	賬面淨值：		
At 31 March	於三月三十一日	-	20,188

At 31 March 2007, the Group's investment properties with a carrying value of approximately HK\$15,620,000 were pledged to secure general banking facilities granted to the Group (note 27).

於二零零七年三月三十一日，賬面值約15,620,000港元之本集團投資物業已作抵押，以取得本集團獲授之一般銀行信貸(附註27)。

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15. PREPAID LAND LEASE PAYMENTS

15. 預付土地租賃款項

		Group 本集團	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Carrying amount at 1 April	於四月一日之賬面值	31,903	30,544
Recognised during the year	於本年度確認	(520)	(779)
Disposal of subsidiaries (note 35(b))	出售附屬公司 (附註35(b))	(33,035)	-
Exchange realignment	匯兌調整	1,652	2,138
Carrying amount at 31 March	於三月三十一日之賬面值	-	31,903
Current portion	流動部分	-	(779)
Non-current portion	非流動部分	-	31,124

The prepaid land lease payments were paid for the right to use certain lands under long term leases in Mainland China. At 31 March 2007, the Group's prepaid land lease payments with a carrying value of HK\$2,149,000 were pledged to secure general banking facilities granted to the Group (note 27).

Pursuant to various sale and purchase agreements (the "S&P Agreements") entered into between the Group and an independent third party, during the years 1998 and 1999, the Group acquired certain land use rights (the "Land") in Mainland China with a carrying value of HK\$26,354,000 as at 31 March 2007. Pursuant to the S&P Agreements, the Group was required to pay an annual fee of HK\$126,000 in respect of the Land commencing from 2008 up to 2048 with a 20% increment for every five years starting from 2008 (note 37). On 30 November 2007, the respective land use rights were disposed of upon completion of the disposal of subsidiaries (note 35(b)).

預付土地租賃款項乃就按長期租約使用位於中國大陸之若干土地之權利而支付。於二零零七年三月三十一日，賬面值2,149,000港元之本集團預付土地租賃款項已作抵押，以取得本集團獲授之一般銀行信貸(附註27)。

於一九九八年及一九九九年期間，根據本集團與獨立第三方訂立之多項買賣協議(「買賣協議」)，本集團於中國大陸收購若干土地使用權(「該土地」)，該土地於二零零七年三月三十一日之賬面值為26,354,000港元。根據買賣協議，由二零零八年開始直至二零四八年為止，本集團須就該土地支付年費126,000港元，並須自二零零八年起每五年增加20%(附註37)。於二零零七年十一月三十日，各有關土地使用權於完成出售附屬公司後已被出售(附註35(b))。

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16. GOODWILL

Goodwill arising from the acquisition of additional 24% interest in Xin Procurement & Trading Pte. Ltd. ("Xin Procurement") from the minority shareholder, Huang & Co (Singapore) Pte. Ltd. ("HCSPL"), is related to the procurement business cash-generating unit.

The recoverable amount of the procurement business cash-generating unit has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by senior management.

Key assumptions were used in the value in use calculation of the procurement business cash-generation unit for 31 March 2008. The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of goodwill:

Budgets gross margins – The basis used to determine the value assigned to the budgeted gross margins is the average gross margins achieved in the year immediately before the budget year.

Discount rate – The discount rate used (8%) is before tax and reflects specific risks relating to the relevant unit.

During the year, Xin Procurement has operated under an adverse environment and lost one of the key customers. The directors of the Company evaluated the business activity and future performance of Xin Procurement and determined, with reference to the recoverable amount of the procurement business cash-generating unit, that an impairment provision on goodwill of HK\$6,478,000 was required and charged to the consolidated income statement for the year ended 31 March 2008.

16. 商譽

從一名少數股東 Huang & Co (Singapore) Pte. Ltd. (「HCSPL」) 收購 Xin Procurement & Trading Pte. Ltd. (「Xin Procurement」) 之額外24%權益產生之商譽涉及採購業務現金產生單位。

採購業務現金產生單位之可收回款額已根據使用價值計算法，按高級管理層所批准涵蓋五年期間之財務預算所計算現金流量預測而釐定。

就二零零八年三月三十一日之採購業務現金產生單位採用使用價值計算法時已運用主要假設。以下說明管理層以現金流量預測進行商譽減值測試時採用之各項主要假設：

預算毛利率 – 用作釐定劃分至預算毛利率之價值所採用之基準為於緊接預算年度前年度達致之平均毛利率。

折讓率 – 所採用折讓率(8%)為除稅前及反映涉及有關單位之特定風險。

年內，Xin Procurement於艱困環境下經營並失去其中一位主要客戶。本公司董事評估Xin Procurement之業務活動及未來表現，並參考採購業務現金產生單位之可收回金額後，釐定需於截至二零零八年三月三十一日止年度就商譽計提減值撥備6,478,000港元，有關撥備已於綜合收益表扣除。

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**17. INVESTMENTS IN SUBSIDIARIES AND AN AMOUNT
DUE FROM/(TO) SUBSIDIARIES**

**17. 於附屬公司之投資及應收／(應付)
附屬公司之款項**

		Company 本公司	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Unlisted shares, at cost	非上市股份，以成本值計	—	68,709
Less: Provision for impairment	減：減值撥備	—	(68,709)
		—	—
Due from subsidiaries	應收附屬公司款項	56,561	219,615
Less: Provision for impairment	減：減值撥備	(121)	(211,501)
		56,440	8,114
Due to a subsidiary	應付一間附屬公司款項	(15,827)	—
		40,613	8,114

The amounts due from and to subsidiaries included in the current assets and current liabilities are unsecured, interest-free and have no fixed terms of repayment. The carrying amounts of these balances with subsidiaries, after provision for impairment, approximate to their fair values.

計入流動資產及流動負債之應收及應付附屬公司款項為無抵押、免息及無固定還款期。該等與附屬公司之結餘除去減值撥備後之賬面值與其公平價值相若。

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17. INVESTMENTS IN SUBSIDIARIES AND AN AMOUNT DUE FROM/(TO) SUBSIDIARIES (continued)

Particulars of the Company's principal subsidiaries are as follows:

17. 於附屬公司之投資及應收／(應付) 附屬公司之款項(續)

本公司主要附屬公司之資料如下：

Name 名稱	Place of incorporation and operations 註冊成立 及經營地點	Nominal value of issued ordinary share capital 已發行普通股 股本之面值	Percentage of equity attributable to the Company 本公司應佔權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Able Market Profits Limited	British Virgin Islands ("BVI") 英屬處女群島	Ordinary US\$1 普通股1美元	100	—	Investment holding 投資控股
Asian Ocean Limited 奧新有限公司	Hong Kong 香港	Ordinary HK\$2 普通股2港元	100	—	Inactive 暫無營業
Wealth Fame International Limited * 裕豐國際有限公司*	BVI 英屬處女群島	Ordinary US\$1 普通股1美元	100	—	Investment holding 投資控股
Xin Procurement	Singapore 新加坡	Ordinary S\$10,000 普通股10,000坡元	—	75	Supply and procurement of equipment, goods and services for vessels 提供遠洋郵輪之 設備、貨品及 服務之供應及 採購
Poly Resources (Asia) Limited * 保興資源(亞洲)有限公司*	Hong Kong 香港	Ordinary HK\$1 普通股1港元	—	100	Inactive 暫無營業

* These companies were newly incorporated in current year.

* 此等公司為本年度新註冊成立公司。

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17. INVESTMENTS IN SUBSIDIARIES AND AN AMOUNT DUE FROM/(TO) SUBSIDIARIES (continued)

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

18. INVENTORIES

17. 於附屬公司之投資及應收／(應付)附屬公司之款項(續)

董事認為，上表所列之本公司附屬公司對本年度之業績產生主要影響，或構成本集團資產淨值之主要部分。董事認為，詳述其他附屬公司將導致篇幅過於冗長。

18. 存貨

		Group 本集團	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Goods held for resale	持作轉售之貨品	1,234	1,970

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19. ACCOUNTS RECEIVABLE

The Group's trading terms with its customers are mainly on credit, except for new customers, where payment in advance is normally required. The credit period is generally for a period of one month, extending up to three to six months for major customers. Each customer has a maximum credit limit. Overdue balances are reviewed regularly by senior management. Accounts receivable are non-interest-bearing. The carrying amounts of the accounts receivable approximate to their fair values.

An aged analysis of the accounts receivable at the balance sheet date, based on invoice date, and net of allowances, is as follows:

19. 應收賬款

除新客戶一般需要預付款項外，本集團與其客戶之貿易條款以信貸為主，信貸期一般為期一個月，而主要客戶則可延長至三至六個月。每名客戶均有最高信貸限額。高級管理層會定期檢討逾期結餘。應收賬款不計息。應收賬款之賬面值與其公平價值相若。

於結算日，按發票日期及減除撥備後之應收賬款賬齡分析如下：

		Group 本集團	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Within 30 days	30日內	4,962	18,939
31 to 60 days	31至60日內	4,912	18,960
61 to 90 days	61至90日內	6,651	11,905
91 to 180 days	91至180日內	19,943	25,337
Over 180 days	超過180日	-	728
		36,468	75,869
Impairment	減值	-	-
Total	合計	36,468	75,869

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19. ACCOUNTS RECEIVABLE (continued)

The aged analysis of the accounts receivable that are not considered to be impaired is as follows:

		Group 本集團	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Neither past due nor impaired	未逾期亦未作減值	4,962	18,939
Less than 1 month past due	逾期少於一個月	4,912	18,960
1 to 3 months past due	逾期一至三個月	26,594	37,242
More than 3 months past due	逾期超過三個月	-	728
		36,468	75,869

Receivables that were neither past due nor impaired relate to customers for whom there was no recent history of default.

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

19. 應收賬款(續)

未減值之應收賬款之賬齡分析如下：

未逾期亦未作減值之應收賬款乃與在近期並無拖欠款項記錄之顧客有關。

逾期但未作減值之應收賬款乃與數名與本集團有良好往績記錄之獨立顧客有關。根據過往經驗，本公司董事認為，由於該等顧客之信貸質素並無重大變動而結餘被視為依然能全數收回，故毋須就該等結餘作出減值撥備。本集團並無就該等結餘持有任何抵押品或其他信用增進物。

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20. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

20. 預付款項、按金及其他應收賬款

		Group 本集團		Company 本公司	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Prepayments and deposits	預付款項及按金	3,714	985	272	357
Other receivables	其他應收賬款	322	120	—	—
		4,036	1,105	272	357

None of the above assets is either past due or impaired. The financial assets included in the above balances relate to receivables for which there was no recent history of default.

以上資產概無逾期或減值。以上結餘包括之金融資產乃與近期並無拖欠款項紀錄之應收賬款有關。

21. LOAN RECEIVABLE

The effective interest rate of the Group's loan receivable is 18% per annum, which is equal to the contractual interest rate. The carrying amount of the loan receivable approximates to its fair value.

The loan receivable, which is repayable within one year, is neither past due nor impaired. In addition, the loan is secured by a legal first charge on the assets of the borrower and personal guarantees from two directors of the borrower.

21. 應收貸款

本集團應收貸款之實際利率為每年18%，相等於合約利率。應收貸款之賬面值與其公平價值相若。

應收貸款並未逾期亦無減值，惟須於一年內償還。此外，該項貸款乃以借款人資產之第一法定押記及借款人之兩位董事提供之個人擔保作抵押。

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22. BALANCES WITH RELATED COMPANIES

Particulars of amounts due from/(to) related companies, disclosed pursuant to Section 161B of the Hong Kong Companies Ordinance, are as follows:

Group		本集團		
Name	Notes	31 March 2008 二零零八年 三月三十一日 HK\$'000 千港元	Maximum amount outstanding during the year 年內未償付 最高金額 HK\$'000 千港元	31 March 2007 二零零七年 三月三十一日 HK\$'000 千港元
GT Capital Limited	高富金融有限公司 (i)	1,095	50,000	-
Huang Procurement Pte. Ltd.	(ii)	109	38,367	(18)
		1,204	88,367	(18)

Company		本公司		
Name	Note	31 March 2008 二零零八年 三月三十一日 HK\$'000 千港元	Maximum amount outstanding during the year 年內未償付 最高金額 HK\$'000 千港元	31 March 2007 二零零七年 三月三十一日 HK\$'000 千港元
GT Capital Limited	高富金融有限公司 (i)	1,095	50,000	-

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22. BALANCES WITH RELATED COMPANIES (continued)

Notes:

- (i) During the year, the Company opened a securities trading account with GT Capital Limited ("GT Capital") for securities trading purpose. GT Capital is a company incorporated in Hong Kong and is engaged in securities brokerage, which is a wholly-owned subsidiary of China Yunnan Tin Minerals Group Company Limited, a company subject to significant influence by Mr. Suen Cho Hung, Paul, a director of the Company. The amount due from GT Capital represents the unsecured cash deposit maintained in the securities trading account with GT Capital earning interest at prevailing market interest rates.
- (ii) Huang Procurement Pte. Ltd. ("Huang Procurement") is a wholly-owned subsidiary of HCSPL. The balance with Huang Procurement is unsecured, interest-free and has no fixed terms of repayment.

The carrying amounts of the balances with related companies approximate to their fair values.

23. INVESTMENTS AT FAIR VALUE THROUGH PROFIT OR LOSS

Listed equity investments,
 at market value:
 Hong Kong

上市股權投資，
 按市值：
 香港

The above equity investments at 31 March 2008 were classified as held for trading.

22. 與關連公司結餘 (續)

附註：

- (i) 年內，本公司在高富金融有限公司（「高富金融」）開立證券交易賬戶。高富金融為一間於香港註冊成立從事證券經紀業務之公司，其為中國雲錫礦業集團有限公司之全資附屬公司，而本公司董事孫粗洪先生對中國雲錫礦業集團有限公司具有重大影響力。應收高富金融之款項，代表存放於在高富金融開立之證券交易賬戶以按現行市場利率賺取利息之無抵押現金存款。
- (ii) Huang Procurement Pte. Ltd.（「Huang Procurement」）為HCSPL之全資附屬公司。與Huang Procurement之結餘為無抵押、免息及並無固定還款期。

與關連公司結餘之賬面值與其公平價值相若。

23. 透過損益按公平價值列賬之投資

Group and Company 本集團及本公司

	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
	5,340	—

於二零零八年三月三十一日，上述股權投資乃分類為持作買賣。

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24. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSITS

24. 現金及現金等值物及已抵押存款

		Group 本集團		Company 本公司	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Cash and bank balances	現金及銀行結餘	8,099	28,225	4,930	24,827
Time deposits	定期存款	226,442	1,030	177,046	-
		234,541	29,255	181,976	24,827
Less: Pledged time deposits (note 36)	減：已抵押定期存款 (附註36)	(48,256)	-	-	-
		186,285	29,255	181,976	24,827

As at 31 March 2007, the Group had cash and bank balances of HK\$284,000 denominated in Renminbi ("RMB") deposited with banks in Mainland China. RMB was not freely convertible into foreign currencies. Under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group was permitted to exchange RMB for foreign currencies through banks that are authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Time deposit is made for varying periods of between 1 month and 1 year depending on immediate cash requirements of the Group, and earns interest at the respective time deposit rate. The bank balances, time deposits and pledged deposits are deposited with creditworthy banks with no recent history of default. The carrying amounts of the cash and bank balances and the time deposits approximate to their fair values.

於二零零七年三月三十一日，本集團以人民幣（「人民幣」）列值之現金及銀行結存為284,000港元，均存放於中國大陸之銀行作為存款。人民幣不能自由兌換為外幣。根據中國大陸之《外匯管制法規及結匯、售匯及付匯管理規定》，本集團可透過獲認可進行外匯業務之銀行將人民幣兌換為外幣。

存放於銀行之現金根據每日銀行存款利率按浮動利率賺取利息。定期存款乃視乎本集團即時現金需要為期一個月至一年不等，並按相關定期存款利率賺取利息。銀行結存、定期存款及已抵押存款乃存放於信譽良好且並無拖欠款項紀錄之銀行。現金及銀行結存之賬面值與其公平價值相若。

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25. ACCOUNTS AND BILLS PAYABLE

An aged analysis of the accounts and bills payable at the balance sheet date, based on invoice date, is as follows:

		Group 本集團	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Within 30 days	30日內	4,083	12,322
31 to 60 days	31至60日內	2,184	3,410
61 to 90 days	61至90日內	47	517
91 to 180 days	91至180日內	294	338
Over 180 days	超過180日	276	4,432
		6,884	21,019

The accounts payable are non-interest-bearing and are normally settled on 60-day terms. The carrying amounts of the accounts payable approximate to their fair values. As at 31 March 2007, the Group had bills payable of HK\$265,000, which were within 30 days.

25. 應付賬款及應付票據

於結算日，按發票日期之應付賬款及應付票據賬齡分析如下：

應付賬款乃不計息及一般於60日內結賬。應付賬款之賬面值與其公平價值相若。於二零零七年三月三十一日，本集團有應付票據265,000港元，其賬齡為30日內。

26. OTHER PAYABLES AND ACCRUALS

		Group 本集團		Company 本公司	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Other payables	其他應付賬款	-	349	-	6
Accruals	應計款項	1,854	22,633	1,254	1,872
		1,854	22,982	1,254	1,878

26. 其他應付賬款及應計款項

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27. INTEREST-BEARING BANK BORROWINGS

27. 計息銀行借款

		2008 二 零 零 八 年			2007 二 零 零 七 年		
		Effective interest rate (%) 實際利率 (%)	Maturity 到期日	HK\$'000 千港元	Effective interest rate (%) 實際利率 (%)	Maturity 到期日	HK\$'000 千港元
Secured:	有抵押：						
Bank loans	銀行貸款	-	-	-	6.138	1 year	11,550
Trust receipt loans	信託收據貸款	-	-	-	8	90 days	529
				-			12,079

At 31 March 2007, the bank loan facilities of the Group were supported by:

- (a) certain investment properties and prepaid land lease payments of the Group in Mainland China with an aggregate carrying value of approximately HK\$17,769,000 (notes 14 and 15);
- (b) corporate guarantees executed by a subsidiary of the Company;
- (c) a corporate guarantee executed by HCSPL;
- (d) a personal guarantee executed by Mr. Ng (Huang) Chew Leng, a parent of certain directors of the Company resigned during the year and an ex-substantial shareholder of the Company; and
- (e) certain bank deposits of HCSPL of not less than S\$5,000,000 (equivalent to HK\$25,750,000).

At 31 March 2007, all the interest-bearing bank borrowings bore interest at fixed rates. The carrying amounts of the Group's borrowings approximated to their fair values.

於二零零七年三月三十一日，本集團之銀行融資以下列各項作為抵押：

- (a) 本集團賬面總值約17,769,000港元之若干中國大陸投資物業及預付土地租賃款項(附註14及15)；
- (b) 本公司一間附屬公司作出之公司擔保；
- (c) HCSPL簽立之公司擔保；
- (d) 黃昭麟先生(為已於年內辭任之本公司若干董事之父親及本公司前主要股東)簽立之個人擔保；及
- (e) HCSPL不少於5,000,000坡元(相等於25,750,000港元)之若干銀行存款。

於二零零七年三月三十一日，計息銀行借款全部均以固定利率計息。本集團之借款之賬面值與其公平價值相若。

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28. LOAN FROM A MINORITY SHAREHOLDER

The loan was advanced by a minority shareholder of one of the Group's subsidiaries. The loan was unsecured and interest-free. Pursuant to the shareholders' agreement entered into between the Group and the minority shareholder of the relevant subsidiary, the minority shareholder had agreed not to demand the repayment of the loan until the relevant subsidiary had the ability to do so and had obtained prior consent from the Group for the repayment of the loan. The loan was fully repaid by the Group during the year.

29. DUE TO A MINORITY SHAREHOLDER

The amount due to a minority shareholder is unsecured, interest-free and has no fixed terms of repayment. The carrying amount of the amount due to a minority shareholder approximates to its fair value.

30. CONVERTIBLE NOTES

28. 一位少數股東提供之貸款

該等貸款由本集團其中一間附屬公司之一位少數股東提供。貸款為無抵押及免息。根據本集團與有關附屬公司之少數股東訂立之股東協議，少數股東已同意不會要求償還該等貸款，除非有關附屬公司有能力和少數股東已事先取得本集團就償還貸款作出之同意。年內，本集團已悉數償還該項貸款。

29. 應付一位少數股東之款項

應付一位少數股東之款項並無抵押、免息及無固定還款期。應付一位少數股東之賬面值與其公平價值相若。

30. 可換股票據

		Group and Company 本集團及本公司		
		Notes 附註	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Old Vision Century Note (as defined below)	舊的Vision Century票據 (定義見下文)	(a)	–	13,658
HCSPL Note (as defined below)	HCSPL票據 (定義見下文)	(b)	–	5,878
New Convertible Notes and New Vision Century Notes (as defined below)	新的可換股票據及 新的Vision Century票據 (定義見下文)	(c)	69,074	–
			69,074	19,536

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30. CONVERTIBLE NOTES (continued)

Notes:

- (a) On 30 March 2006, the Company issued a convertible note in the principal amount of HK\$37,000,000 to Vision Century, the former immediate holding company of the Company, as part of the consideration for the release and discharge of the Group from all of its obligations and liabilities in respect of a loan advanced by Vision Century (the "Old Vision Century Note"). Vision Century had the right to convert the outstanding principal amount of the convertible note into shares at any time before 29 March 2009 at the conversion price of HK\$0.141 per conversion share, which was adjusted to reflect the Company's open offer. The Company may at any time prior to the maturity date repay the whole or part of the principal outstanding amount of the convertible note. The Old Vision Century Note carried interest at a rate of 1% per annum, which was payable semi-annually in arrears on 31 March and 30 September.

In March 2007, two conversions in an aggregate principal amount of HK\$20,000,000 of the Old Vision Century Note were made by Vision Century, which resulted in a total number of 141,843,970 ordinary shares of HK\$0.01 each being issued by the Company. After the conversions, the outstanding principal amount of the Old Vision Century Note was reduced to HK\$17,000,000 as at 31 March 2007.

In July 2007, Vision Century and three independent third parties converted an aggregate principal amount of HK\$17,000,000 of the Old Vision Century Note, which resulted in a total number of 120,567,375 ordinary shares of HK\$0.01 each being issued by the Company. After the conversion, no Old Vision Century Note was outstanding as at 31 March 2008.

30. 可換股票據(續)

附註：

- (a) 於二零零六年三月三十日，本公司向本公司的前直接控股公司Vision Century發行本金額37,000,000港元之可換股票據，作為解除及免除本集團就Vision Century所墊付貸款而承擔之一切責任及負債之部分代價（「舊的Vision Century票據」）。Vision Century有權於二零零九年三月二十九日前隨時將尚未償還之可換股票據本金額按換股價每股兌換股份0.141港元轉換為股份，而換股價已調整以反映本公司之公開發售。本公司可於到期日前任何時間償還可換股票據未償還本金額全部或部分。舊的Vision Century票據按年利率一厘計息，須於每年三月三十一日及九月三十日每半年到期時支付一次。

於二零零七年三月，Vision Century已進行兩次涉及本金總額20,000,000港元之舊的Vision Century票據兌換，導致本公司發行合共141,843,970股每股面值0.01港元之普通股。於兌換後，於二零零七年三月三十一日，尚未償還之舊的Vision Century票據本金額已減少至17,000,000港元。

於二零零七年七月，Vision Century及三名獨立第三方兌換本金總額為17,000,000港元之舊的Vision Century票據，導致本公司發行總數120,567,375股每股面值0.01港元之普通股。於兌換後，於二零零八年三月三十一日並無任何尚未行使之舊的Vision Century票據。

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30. CONVERTIBLE NOTES (continued)

Notes: (continued)

(b) On 28 February 2007, the Company issued a convertible note in the principal amount of HK\$7,126,560 to HCSPL, as consideration for the acquisition of an additional 24% interest in Xin Procurement and the rights of and benefits in a shareholder's loan of S\$120,000 (equivalent to HK\$618,000) from HCSPL, the minority shareholder of Xin Procurement (the "HCSPL Note"). HCSPL had the right to convert the outstanding principal amount of the HCSPL Note into shares at any time before 27 February 2010 at a conversion price of HK\$0.17 per conversion share. The Company may at any time prior to the maturity date repay the whole or part of the principal outstanding amount of the convertible note. The HCSPL Note carried interest at 1% per annum, which was payable semi-annually in arrears on 31 March and 30 September. On 17 April 2007, HCSPL converted the entire HCSPL Note of principal amount of HK\$7,126,560, which resulted in a total number of 41,920,941 ordinary shares of HK\$0.01 each being issued by the Company. After the conversion, no HCSPL Note was outstanding as at 31 March 2008.

(c) On 20 June 2007, the Company entered into (i) a conditional placing agreement with Interchina Securities Limited (the "Placing Agent") in relation to the placing by the Placing Agent, on a best effort basis, of the Company's convertible notes with principal amount up to HK\$100,000,000 (the "New Convertible Notes") to independent third parties (the "Placing Agreement"); and (ii) a conditional option agreement with Vision Century, pursuant to which the Company has conditionally agreed to grant to Vision Century an option exercisable during the option period to subscribe for convertible notes to be issued by the Company with principal amount up to HK\$100,000,000 (the "New Vision Century Notes") at a consideration of HK\$10 (the "Option Agreement"). The terms of the New Convertible Notes will be identical to those of the New Vision Century Notes. The completion of the Placing Agreement, the Option Agreement and the issue of the New Convertible Notes and the New Vision Century Notes were approved by the independent shareholders of the Company in the special general meeting of the Company held on 6 August 2007.

30. 可換股票據(續)

附註：(續)

(b) 於二零零七年二月二十八日，本公司向HCSPL發行本金額7,126,560港元之可換股票據，作為向Xin Procurement之少數股東HCSPL收購於Xin Procurement之額外24%權益及股東貸款120,000港元（相等於618,000港元）之權利及利益之代價（「HCSPL票據」）。HCSPL有權於二零一零年二月二十七日前隨時將尚未償還之HCSPL票據本金額按換股價每股兌換股份0.17港元轉換為股份。本公司可於到期日前任何時間償還可換股票據未償還本金額全部或部分。HCSPL票據按年利率一厘計息，須於每年三月三十一日及九月三十日每半年到期時支付一次。於二零零七年四月十七日，HCSPL兌換本金額為7,126,560港元之全部HCSPL票據，導致本公司發行總數41,920,941股每股面值0.01港元之普通股。於兌換後，於二零零八年三月三十一日並無任何尚未行使之HCSPL票據。

(c) 於二零零七年六月二十日，本公司(i)與國中證券有限公司（「配售代理」）訂立一項有條件配售協議，內容有關配售代理按竭誠盡力之基準，向獨立第三方配售本金額最多100,000,000港元之本公司可換股票據（「新的可換股票據」）（「配售協議」）；及(ii)與Vision Century訂立一項有條件購股權協議，據此本公司已有條件同意授予Vision Century一項購股權，而Vision Century據此可在購股權期間內行使購股權按代價10港元認購本公司將予發行本金額最多100,000,000港元之可換股票據（「新的Vision Century票據」）（「購股權協議」）。新的可換股票據之條款與新的Vision Century票據之條款相同。配售協議及購股權協議之完成以及發行新的可換股票據及新的Vision Century票據，已於二零零七年八月六日舉行之本公司股東特別大會獲本公司獨立股東批准。

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30. CONVERTIBLE NOTES (continued)

Notes: (continued)

(c) (continued)

Pursuant to the Placing Agreement and the Option Agreement, the New Convertible Notes and the New Vision Century Notes are convertible into ordinary shares of the Company at an initial conversion price of HK\$0.28 per share.

On 17 September 2007, the Company issued the first tranche of the New Convertible Notes in an aggregate principal amount of HK\$40,000,000 to six independent third parties (the "Subscribers") for general working capital of the Company. The Subscribers had the right to convert the outstanding principal amount of the New Convertible Notes into shares of the Company at any time before 16 September 2009 at a conversion price of HK\$0.28 per share. The Company may at any time prior to the maturity date repay the whole or part of the principal outstanding amount of the convertible note. The New Convertible Notes were interest-free and wholly repayable by 16 September 2009.

On 18 September 2007, the Subscribers converted the entire principal amount of HK\$40,000,000 of the first tranche of the New Convertible Notes, which resulted in a total number of 142,857,141 ordinary shares of HK\$0.01 each being issued by the Company.

On 17 September 2007, the Company issued the first tranche of the New Vision Century Notes in an aggregate principal amount of HK\$40,000,000 to Vision Century. Vision Century had the right to convert the outstanding principal amount of the New Vision Century Notes into shares of the Company at any time before 16 September 2009 at a conversion price of HK\$0.28 per share. The Company may at any time prior to the maturity date repay the whole or part of the principal outstanding amount of the convertible note. The New Vision Century Notes were interest-free and wholly repayable by 16 September 2009.

30. 可換股票據(續)

附註：(續)

(c) (續)

根據配售協議及購股權協議，新的可換股票據及新的Vision Century票據可按初步換股價每股0.28港元兌換為本公司普通股。

於二零零七年九月十七日，本公司發行本金總額為40,000,000港元之第一批新的可換股票據予六名獨立第三方（「認購人」），以換取本公司一般營運資金。認購人有權於二零零九年九月十六日前任何時間，按換股價每股0.28港元將新的可換股票據之尚未償還本金額兌換為本公司股份。本公司可於到期日前任何時間償還可換股票據未償還本金額全部或部分。新的可換股票據乃免息及須於二零零九年九月十六日前全數償還。

於二零零七年九月十八日，認購人兌換第一批新的可換股票據之全部本金額40,000,000港元，導致本公司發行總數142,857,141股每股面值0.01港元之普通股。

於二零零七年九月十七日，本公司發行本金總額為40,000,000港元之第一批新的Vision Century票據予Vision Century。Vision Century有權於二零零九年九月十六日前任何時間，按換股價每股0.28港元將新的Vision Century票據之尚未償還本金額兌換為本公司股份。本公司可於到期日前任何時間償還可換股票據未償還本金額全部或部分。新的Vision Century票據乃免息及須於二零零九年九月十六日前全數償還。

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30. CONVERTIBLE NOTES (continued)

Notes: (continued)

(c) (continued)

On 18 September 2007, Vision Century converted the entire principal amount of HK\$40,000,000 of the first tranche of New Vision Century Notes, which resulted in a total number of 142,857,142 ordinary shares of HK\$0.01 each being issued by the Company.

On 7 November 2007, the Company issued the second tranche of the New Convertible Notes and the New Vision Century Notes in the principal amount of HK\$60,000,000 each to ten independent third parties (the "New Subscribers") and Vision Century, respectively. On 8 November 2007, the New Subscribers converted an aggregate principal amount of HK\$10,000,000 of the New Convertible Notes, which resulted in a total number of 35,714,285 ordinary shares of HK\$0.01 each being issued by the Company.

On 20 November 2007, Vision Century transferred the New Vision Century Notes of principal amount of HK\$60,000,000 to Global Wealthy Limited ("Global Wealthy"), a company wholly and beneficially owned by Mr. Suen Cho Hung, Paul, a director of the Company.

On 17 January 2008, Global Wealthy converted the New Vision Century Notes in the principal amount of HK\$30,000,000, which resulted in a total number of 107,142,857 ordinary shares of HK\$0.01 each being issued by the Company.

After the above conversions, the outstanding principal amounts of the New Convertible Notes and New Vision Century Notes were reduced to HK\$50,000,000 and HK\$30,000,000, respectively, as at 31 March 2008.

The fair value of the liability component was estimated at the issuance date using an equivalent market interest rate for a similar note without a conversion option. The residual amount is assigned as the equity component and is included in shareholders' equity.

30. 可換股票據(續)

附註：(續)

(c) (續)

於二零零七年九月十八日，Vision Century兌換第一批新的Vision Century票據之全部本金額40,000,000港元，導致本公司發行總數142,857,142股每股面值0.01港元之普通股。

於二零零七年十一月七日，本公司向十名獨立第三方(「新認購人」)發行本金額60,000,000港元之第二批新的可換股票據及向Vision Century發行本金額60,000,000港元之第二批新的Vision Century票據。於二零零七年十一月八日，新認購人兌換本金總額10,000,000港元之新的可換股票據，導致本公司發行總數35,714,285股每股面值0.01港元之普通股。

於二零零七年十一月二十日，Vision Century轉讓本金額60,000,000港元之新的Vision Century票據予Global Wealthy Limited(「Global Wealthy」)，Global Wealthy乃一間由本公司董事孫粗洪先生全資實益擁有之公司。

於二零零八年一月十七日，Global Wealthy兌換本金額30,000,000港元之新的Vision Century票據，導致本公司發行總數107,142,857股每股面值0.01港元之普通股。

於上述各項兌換後，於二零零八年三月三十一日，新的可換股票據及新的Vision Century票據之尚未償還本金額已分別削減至50,000,000港元及30,000,000港元。

債務部分之公平價值乃於發行日期採用並無兌換選擇權之類似票據之相等市場利率估計。剩餘價值劃分為權益部分及計入股東權益。

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30. CONVERTIBLE NOTES (continued)

Notes: (continued)

The convertible notes issued have been split as to the liability and equity components, as follows:

		New Convertible Notes 新的可換股 票據 HK\$'000 千港元	New Vision Century Notes 新的Vision Century票據 HK\$'000 千港元	Old Vision Century Note 舊的Vision Century票據 HK\$'000 千港元	HCSPL Note HCSPL票據 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Liability component at 1 April 2006	於二零零六年四月一日 之債務部分	-	-	26,674	-	26,674
Nominal value of the convertible note issued for the year ended 31 March 2007	截至二零零七年三月三十一日 止年度已發行可換股票據 之賬面值	-	-	-	7,126	7,126
Equity component	權益部分	-	-	-	(1,282)	(1,282)
Interest expense for the year	本年度利息開支	-	-	3,272	39	3,311
Interest paid for the year	本年度已付利息	-	-	(270)	(5)	(275)
Conversion of convertible note	兌換可換股票據	-	-	(16,018)	-	(16,018)
Liability component at 31 March 2007 and 1 April 2007	於二零零七年三月三十一日及 二零零七年四月一日之債務部分	-	-	13,658	5,878	19,536
Nominal value of the convertible notes issued in current year	於本年度已發行 可換股票據之賬面值	100,000	100,000	-	-	200,000
Equity component	權益部分	(15,812)	(15,813)	-	-	(31,625)
Direct transaction costs attributable to the liability component	債務部分應佔直接交易 成本	(528)	(316)	-	-	(844)
Interest expense for the year	本年度利息開支	1,486	1,327	554	21	3,388
Conversion of convertible notes	兌換可換股票據	(41,975)	(59,295)	(14,212)	(5,899)	(121,381)
Liability component at 31 March 2008	於二零零八年三月三十一日 之債務部分	43,171	25,903	-	-	69,074

30. 可換股票據(續)

附註：(續)

已發行之可換股票據已分拆為債務及權益部分如下：

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31. DEFERRED TAX

The Group has tax losses arising in Hong Kong of HK\$46,676,000 (2007: HK\$34,986,000) that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. Deferred tax assets have not been recognised in respect of these losses as they have arisen in companies that have been loss-making for some time.

The Group and the Company had no unprovided deferred tax at 31 March 2008 and 31 March 2007.

31. 遞延稅項

本集團於香港產生之稅項虧損為46,676,000港元(二零零七年: 34,986,000港元),可無限期用作抵銷錄得虧損之公司之未來應課稅溢利。本集團並無就該等虧損確認遞延稅項資產,因該等虧損乃由已錄得虧損一段時間之附屬公司產生。

於二零零八年三月三十一日及二零零七年三月三十一日,本集團及本公司概無任何未提撥遞延稅項。

32. SHARE CAPITAL

32. 股本

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Authorised:	法定股本:		
10,000,000,000 (2007: 10,000,000,000) ordinary shares of HK\$0.01 each	10,000,000,000股 (二零零七年: 10,000,000,000股) 每股面值0.01港元 之普通股	100,000	100,000
Issued and fully paid:	已發行及繳足股本:		
1,069,863,767 (2007: 474,708,026) ordinary shares of HK\$0.01 each	1,069,863,767股 (二零零七年: 474,708,026股) 每股面值0.01港元 之普通股	10,699	4,747

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32. SHARE CAPITAL (continued)

A summary of the transactions of the Company's issued ordinary share capital during the years ended 31 March 2007 and 2008 is set out below:

Issued capital

		Notes 附註	Number of shares in issue 已發行 股份數目	Issued share capital 已發行股本 HK\$'000 千港元	Share premium account 股份溢價賬 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1 April 2006	於二零零六年四月一日		82,704,014	827	-	827
Issued on Open Offer (as defined below)	公開發售所發行 (定義如下)	(a)	248,112,042	2,481	27,292	29,773
Issued on conversion of convertible notes	可換股票據兌換 所發行	(b)	141,843,970	1,418	20,106	21,524
Share options exercised	行使購股權所發行	(c)	2,048,000	21	602	623
			474,708,026	4,747	48,000	52,747
Share issue expenses	股份發行開支		-	-	(1,765)	(1,765)
At 31 March 2007 and 1 April 2007	於二零零七年三月三十一日及 二零零七年四月一日		474,708,026	4,747	46,235	50,982
Issued on conversion of convertible notes	可換股票據兌換 所發行	(d)	591,059,741	5,911	139,130	145,041
Share options exercised	行使購股權所發行	(e)	4,096,000	41	1,206	1,247
As at 31 March 2008	於二零零八年三月三十一日		1,069,863,767	10,699	186,571	197,270

32. 股本(續)

截至二零零七年及二零零八年三月三十一日止年度進行有關上述本公司已發行普通股股本變動之交易概要載列如下:

已發行股本

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32. SHARE CAPITAL (continued)

- (a) On 16 October 2006, the Company effected an open offer of 248,112,042 new shares of HK\$0.01 each at HK\$0.12 per share (the "Open Offer") to its qualifying shareholders on the basis of three offer shares for every share held on that date. Cash proceeds of approximately HK\$29,773,000, before the related expenses, were received by the Company.
- (b) In March 2007, two conversions in an aggregate principal amount of HK\$20,000,000 of the Old Vision Century Note were made by Vision Century at conversion price of HK\$0.141 per share, resulting in the issue of 141,843,970 ordinary shares of HK\$0.01 each. The conversion resulted in an increase in share capital and share premium account by approximately HK\$1,418,000 and HK\$20,106,000, respectively.
- (c) The subscription rights attaching to 2,048,000 share options were exercised at the subscription price of HK\$0.23 per share, resulting in the issue of 2,048,000 ordinary shares of HK\$0.01 each for a total cash consideration of HK\$471,000 and the transfer of HK\$152,000 from share option reserve to the share premium account.

32. 股本 (續)

- (a) 於二零零六年十月十六日，本公司實行公開發售，按於該日期每持有一股股份獲發三股發售股份之基準，按每股0.12港元向其合資格股東發售248,112,042股每股面值0.01港元之新股份（「公開發售」）。所得現金款項約29,773,000港元（未計有關開支）已由本公司收悉。
- (b) 於二零零七年三月，Vision Century已按兌換價每股0.141港元，進行兩次涉及本金總額20,000,000港元之舊的Vision Century票據兌換，導致本公司發行141,843,970股每股面值0.01港元之普通股。兌換導致股本及股份溢價賬分別增加約1,418,000港元及20,106,000港元。
- (c) 2,048,000份購股權附帶之認購權已按認購價每股0.23港元行使，導致發行2,048,000股每股面值0.01港元之普通股，現金總代價為471,000港元，以及將152,000港元從購股權儲備轉撥至股份溢價賬。

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32. SHARE CAPITAL (continued)

(d) In April 2007, HCSPL converted the entire HCSPL Note of principal amount of HK\$7,126,560 at a conversion price of HK\$0.17 per share, resulting in the issue of 41,920,941 ordinary shares of HK\$0.01 each. The conversion resulted in an increase in share capital and share premium account by approximately HK\$419,000 and HK\$6,759,000, respectively.

In July 2007, Vision Century and three independent third parties converted an aggregate principal amount of HK\$17,000,000 of the Old Vision Century Notes at a conversion price of HK\$0.141 per share, resulting in the issue of 120,567,375 ordinary shares of HK\$0.01 each. The conversions resulted in an increase in share capital and share premium account by approximately HK\$1,207,000 and HK\$17,704,000, respectively.

In September 2007, the Subscribers and Vision Century converted an aggregate principal amount of HK\$80,000,000 of the New Convertible Notes and the New Vision Century Notes at a conversion price of HK\$0.28 per share, resulting in the issue of 285,714,283 ordinary shares of HK\$0.01 each. The conversions resulted in an increase in share capital and share premium account by approximately HK\$2,857,000 and HK\$75,660,000, respectively.

In November 2007, the New Subscribers converted an aggregate principal amount of HK\$10,000,000 of the New Convertible Notes at a conversion price of HK\$0.28 per share, resulting in the issue of 35,714,285 ordinary shares of HK\$0.01 each. The conversions resulted in an increase in share capital and share premium account by approximately HK\$357,000 and HK\$9,645,000, respectively.

In January 2008, Global Wealthy converted a principal amount of HK\$30,000,000 of the New Vision Century Notes at a conversion price of HK\$0.28 per share, resulting in the issue of 107,142,857 ordinary shares of HK\$0.01 each. The conversions resulted in an increase in share capital and share premium account by approximately HK\$1,071,000 and HK\$29,362,000, respectively.

32. 股本(續)

(d) 於二零零七年四月，HCSPL按換股價每股0.17港元兌換本金額為7,126,560港元之全部HCSPL票據，導致發行41,920,941股每股面值0.01港元之普通股。兌換導致股本及股份溢價賬分別增加約419,000港元及6,759,000港元。

於二零零七年七月，Vision Century及三名獨立第三方按換股價每股0.141港元兌換本金總額為17,000,000港元之舊的Vision Century票據，導致發行120,567,375股每股面值0.01港元之普通股。兌換導致股本及股份溢價賬分別增加約1,207,000港元及17,704,000港元。

於二零零七年九月，認購人及Vision Century按換股價每股0.28港元分別兌換本金總額80,000,000港元之新的可換股票據及新的Vision Century票據，導致發行285,714,283股每股面值0.01港元之普通股。兌換導致股本及股份溢價賬分別增加約2,857,000港元及75,660,000港元。

於二零零七年十一月，新認購人按換股價每股0.28港元兌換本金總額10,000,000港元之新的可換股票據，導致發行35,714,285股每股面值0.01港元之普通股。兌換導致股本及股份溢價賬分別增加約357,000港元及9,645,000港元。

於二零零八年一月，Global Wealthy按換股價每股0.28港元兌換本金額30,000,000港元之新的Vision Century票據，導致發行107,142,857股每股面值0.01港元之普通股。兌換導致股本及股份溢價賬分別增加約1,071,000港元及29,362,000港元。

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32. SHARE CAPITAL (continued)

(e) The subscription rights attaching to 4,096,000 share options were exercised at the subscription price of HK\$0.23 per share (note 33), resulting in the issue of 4,096,000 ordinary shares of HK\$0.01 each for a total cash consideration of HK\$942,000 and the transfer of HK\$305,000 from the share option reserve to the share premium account.

33. SHARE OPTION SCHEME

The Company operates a share option scheme (the "Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the Scheme include the Company's directors, including independent non-executive directors, other employees of the Group, suppliers of goods or services to the Group, customers of the Group, the Company's shareholders, and any minority shareholders in the Company's subsidiaries. The Scheme became effective on 30 December 2002 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The maximum number of shares in respect of which options may be granted under the Scheme shall not exceed 10%, in nominal amount, of the issued share capital of the Company on the adoption date of the Scheme (the "Scheme Mandate Limit"). Options which have lapsed in accordance with the terms of this Scheme will not be counted for the purpose of calculating the Scheme Mandate Limit. The maximum number of shares issuable under share options to each eligible participant in the Scheme within any 12-month period is limited to 1% of the shares of the Company in issue. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

32. 股本(續)

(e) 4,096,000份購股權所附有之認購權獲行使，認購價為每股0.23港元(附註33)，導致發行4,096,000股每股面值0.01港元之普通股，涉及總現金代價942,000港元以及將305,000港元由購股權儲備轉撥至股份溢價賬。

33. 購股權計劃

本公司設有購股權計劃(「該計劃」)，該計劃之目的是對本集團營運成功作出貢獻之合資格參與者給予鼓勵及回報。該計劃之合資格參與者包括本公司之董事(包括獨立非執行董事)、本集團其他僱員、本集團之貨品或服務供應商、本集團之客戶、本公司股東及本公司附屬公司之任何少數股東。該計劃於二零零二年十二月三十日生效，除非另行撤銷或修訂，否則有效期為自該日起計10年。

根據該計劃可能授出之購股權可予發行之股份最多不得超過於採納該計劃日期本公司已發行股本面值之10%(「計劃授權限額」)。計算計劃授權限額時，並不計入根據該計劃條款失效之購股權。於任何十二個月期間內，根據該計劃可發行予各合資格參與者之股份上限數目為本公司已發行股份之1%。凡再授出任何超出此上限之購股權，必須經股東於股東大會上批准。

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33. SHARE OPTION SCHEME (continued)

Share options granted to any director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors of the Company. In addition, any grant of share options to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time and with an aggregate value (based on the closing price of the Company's shares as stated in the daily quotation sheets issued by The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on the date of the grant in excess of HK\$5,000,000, within any 12-month period, is subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 30 days from the date of the offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the directors or up to the expiry date of the Scheme, if earlier.

The exercise price of the share options is determinable by the directors in their absolute discretion, but in any event shall not be less than the greatest of (i) the closing price of the Company's shares as stated in the daily quotations sheet issued by the Stock Exchange on the date of grant of the share options; (ii) the average Stock Exchange closing price of the Company's shares as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the date of grant of share options; and (iii) the nominal value of the Company's share.

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

33. 購股權計劃(續)

授予本公司任何董事、主要行政人員或主要股東或彼等之任何聯繫人士之購股權須經本公司獨立非執行董事事先批准。此外，向本公司主要股東或獨立非執行董事或彼等之任何聯繫人士授予任何購股權，倘於任何12個月期間超過本公司任何時間已發行股份之0.1%及總價值(按香港聯合交易所有限公司(「聯交所」)於授出日期刊發之每日報價表所報之本公司股份收市價計算)超過5,000,000港元，則須經股東於股東大會事先批准。

授出購股權之建議可於建議日期起計30日內接納，承授人須支付象徵式代價合共1港元。所授出購股權之行使期由董事釐定或該計劃屆滿日(以較早者為準)終止。

行使價乃由董事會全權釐定，惟不得低於以下最高者：(i)本公司股份於購股權授出日期在聯交所每日報價表所報之收市價；(ii)股份於緊接購股權授出日期前五個營業日在聯交所每日報價表所報之平均收市價；及(iii)本公司之股份面值。

購股權並無賦予其持有人獲分派股息或在股東大會投票之權利。

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33. SHARE OPTION SCHEME (continued)

The movement of share options under the Scheme during the year is presented as follows:

33. 購股權計劃(續)

於本年度內，該計劃下之購股權變動如下：

Name or category of participant	Number of share options			Date of grant of share options*	Exercise period of share options	Exercise price of share options**	Price of the Company's shares***			
	購股權數目						At exercise	本公司股份價格***		
	At 1 April 2007	Exercised during the year	At 31 March 2008					At grant date of options	Immediately before the exercise date	At exercise date of options
參與者姓名或類別	於二零零七年四月一日	於年內行使	於二零零八年三月三十一日	購股權授出日期*	購股權行使期	購股權行使價**	於購股權授出日期	緊接行使日期前	於購股權行使日期	
	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	
	per share	per share	per share	per share	per share	per share	per share	per share	per share	
	每股港元	每股港元	每股港元	每股港元	每股港元	每股港元	每股港元	每股港元	每股港元	

Directors									
董事									
Mr. Yu Wai Man 余偉文先生	1,024,000	(1,024,000)	-	29-07-2005 二零零五年七月二十九日	29-07-2005 to 28-07-2007 二零零五年七月二十九日至二零零七年七月二十八日	0.230	0.295	0.325	0.320
Mr. Wilson Ng 黃偉盛先生	1,024,000	(1,024,000)	-	29-07-2005 二零零五年七月二十九日	29-07-2005 to 28-07-2007 二零零五年七月二十九日至二零零七年七月二十八日	0.230	0.295	0.360	0.355

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33. SHARE OPTION SCHEME (continued)

33. 購股權計劃(續)

Name or category of participant 參與者姓名或類別	Number of share options 購股權數目			Date of grant of share options* 購股權授出日期*	Exercise period of share options 購股權行使期	Exercise price of share options** 購股權行使價** HK\$ per share 每股港元	Price of the Company's shares*** 本公司股份價格***		
	At 1 April 2007 於二零零七年四月一日	Exercised during the year 於年內行使	At 31 March 2008 於二零零八年三月三十一日				Immediately		
	At grant date 於購股權授出日期	before exercise date 緊接行使日期前	At exercise date 於購股權行使日期				At grant date 於購股權授出日期	before exercise date 緊接行使日期前	At exercise date 於購股權行使日期
Directors (continued) 董事(續)									
Mr. Ng Wee Keat 黃偉傑先生	1,024,000	(1,024,000)	-	29-07-2005 二零零五年七月二十九日	29-07-2005 to 28-07-2007 二零零五年七月二十九日至二零零七年七月二十八日	0.230	0.295	0.360	0.355
Mr. Ng Eng Leng 黃應麟先生	1,024,000	(1,024,000)	-	29-07-2005 二零零五年七月二十九日	29-07-2005 to 28-07-2007 二零零五年七月二十九日至二零零七年七月二十八日	0.230	0.295	0.360	0.355
	4,096,000	(4,096,000)	-						

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33. SHARE OPTION SCHEME (continued)

* The share options granted to directors are vested upon granted.

** The exercise price of the share options is subject to adjustments in the case of capitalisation of profits or reserve, rights or bonus issues, consolidation, subdivision or reduction of the share capital or other alternative in the capital structure of the Company. During the year ended 31 March 2007, the exercise price of the share options was adjusted from HK\$0.295 per share to HK\$0.23 per share as a result of the Open Offer (note 32(a)).

*** The price of the Company's shares disclosed as at the date of grant of the share options is the closing price as stated in the daily quotation sheets issued by the Stock Exchange on the trading day immediately prior to the date of grant of the options. The price of the Company's shares immediately before the exercise date of the share options is the weighted average of the Stock Exchange closing prices immediately before the dates on which the options were exercised over all of the exercises of options within the disclosure line.

The 4,096,000 share options exercised during the year resulted in the issue of 4,096,000 ordinary shares of the Company, new share capital of HK\$41,000, share premium of HK\$1,206,000 and the reduction in the share option reserve of HK\$305,000, as further detailed in note 32(e) to the financial statements.

At the balance sheet date, the Company had no share option outstanding under the Scheme.

Subsequent to the balance sheet date, on 30 April 2008, a total of 64,120,000 share options were granted to certain staff, directors and consultants of the Group in respect of their services to the Group in the forthcoming year. These share options vest on 30 April 2008 and have an exercise price of HK\$0.188 per share and an exercise period ranging from 30 April 2008 to 29 April 2010. The closing price of the Company's shares on the trading day immediately prior to the date of grant was HK\$0.185 per share.

33. 購股權計劃(續)

* 授予董事之購股權於授出時歸屬。

** 倘溢利及儲備撥充資本、進行供股或派發紅股、股份合併或分拆或股本削減，或本公司之股本架構有其他變動，則購股權之行使價須予調整。於截至二零零七年三月三十一日止年度內，購股權之行使價已因公開發售而由每股0.295港元調整至每股0.23港元(附註32(a))。

*** 於購股權授出日期披露之本公司股份價格乃股份於緊接購股權授出日期前一個交易日在聯交所之每日報價表所報之收市價。緊接購股權行使日期前之本公司股份價格乃緊接購股權行使日期前之聯交所加權平均收市價除以於披露範圍內所有行使之購股權。

於年內行使之4,096,000份購股權導致發行4,096,000股本公司普通股、新股本41,000港元、股份溢價1,206,000港元及削減購股權儲備305,000港元，如財務報表附註32(e)進一步詳述。

於結算日，根據該計劃，本公司並無購股權尚未行使。

結算日後，於二零零八年四月三十日，合共64,120,000份購股權已就本集團若干僱員、董事及顧問於下年度向本集團提供之服務而授予該等人士。該等購股權於二零零八年四月三十日歸屬，行使價為每股0.188港元，行使期由二零零八年四月三十日至二零一零年四月二十九日。本公司股份於緊接授出日期前一個交易日之收市價為每股0.185港元。

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33. SHARE OPTION SCHEME (continued)

On 7 May 2008 and 15 May 2008, 6,208,000 share options in aggregate were exercised by certain staff and consultants of the Group, at an exercise price of HK\$0.188 per share, which resulted in the issue of 6,208,000 ordinary shares of the Company of HK\$0.01 each.

At the date of approval of these financial statements, the Company had 57,912,000 share options outstanding under the Scheme, which represented approximately 5% of the Company's shares in issue as at that date.

33. 購股權計劃(續)

於二零零八年五月七日及二零零八年五月十五日，合共6,208,000份購股權已獲本集團若干僱員及顧問行使，行使價為每股0.188港元，導致發行6,208,000股每股面值0.01港元之本公司普通股。

於本財務報表批准日期，根據該計劃，本公司有57,912,000份購股權尚未行使，相當於本公司於該日之已發行股份約5%。

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34. RESERVES

(a) Group

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

(b) Company

34. 儲備

(a) 本集團

本年度及以往年度本集團之儲備及其變動數額列於財務報表之綜合權益變動表。

(b) 本公司

		Share premium account 股份溢價賬 HK\$'000 千港元	Contributed surplus 實繳盈餘 HK\$'000 千港元	Share option reserve 購股權儲備 HK\$'000 千港元	Accumulated losses 累積虧損 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1 April 2006	於二零零六年四月一日	-	3,085	457	(44,697)	(41,155)
Shares issued on the Open Offer	按公開發售發行之股份	27,292	-	-	-	27,292
Conversion of the convertible notes	兌換可換股票據	20,106	-	-	-	20,106
Share options exercised during the year	於年內行使之 購股權	602	-	(152)	-	450
Share issue expenses	股份發行開支	(1,765)	-	-	-	(1,765)
Loss for the year	本年度虧損	-	-	-	(3,817)	(3,817)
At 31 March 2007 and 1 April 2007	於二零零七年三月三十一日 及二零零七年四月一日	46,235	3,085	305	(48,514)	1,111
Conversion of the convertible notes	兌換可換股票據	139,130	-	-	-	139,130
Share options exercised during the year	於年內行使之 購股權	1,206	-	(305)	-	901
Loss for the year	本年度虧損	-	-	-	(5,142)	(5,142)
At 31 March 2008	於二零零八年三月三十一日	186,571	3,085	-	(53,656)	136,000

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35. NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT

(a) Major non-cash transactions

The Group had the following major non-cash transactions during the years ended 31 March 2007 and 2008:

- (i) During the year, Xin Procurement declared and approved an interim dividend of approximately HK\$11,429,000 (2007: HK\$36,236,000), of which HK\$2,857,000 (2007: HK\$17,757,000) was payable to the Group's minority shareholder, which was settled through an amount due to the minority shareholder.
- (ii) On 17 January 2008, conversion of principal amount of HK\$30,000,000 of the New Vision Century Notes were made by Global Wealthy, which did not result in any cash flows. The conversion resulted in a decrease of the liability component of the convertible note by HK\$25,767,000.
- (iii) On 18 September and 8 November 2007, two conversions in an aggregate principal amount of HK\$50,000,000 of the New Convertible Notes were made by the Subscribers and the New Subscribers, which did not result in any cash flows. The conversions resulted in a decrease of the liability component of the convertible note by HK\$41,975,000.
- (iv) On 18 September 2007, conversion of principal amount of HK\$40,000,000 of the New Vision Century Notes were made by Vision Century, which did not result in any cash flows. The conversion resulted in a decrease of the liability component of the convertible note by HK\$33,528,000.

35. 綜合現金流量表附註

(a) 主要非現金交易

於截至二零零七年及二零零八年三月三十一日止年度內，本集團曾進行以下主要非現金交易：

- (i) 年內，Xin Procurement宣派及批准中期股息約11,429,000港元（二零零七年：36,236,000港元），其中2,857,000港元（二零零七年：17,757,000港元）為應付本集團之少數股東，並透過應付少數股東款項之方式支付。
- (ii) 於二零零八年一月十七日，Global Wealthy已進行涉及本金額30,000,000港元之新的Vision Century票據兌換，並無導致任何現金流量。兌換導致可換股票據之債務部分減少25,767,000港元。
- (iii) 於二零零七年九月十八日及十一月八日，認購人及新認購人已進行兩次涉及本金總額50,000,000港元之新的可換股票據兌換，並無導致任何現金流量。兌換導致可換股票據之債務部分減少41,975,000港元。
- (iv) 於二零零七年九月十八日，Vision Century已進行涉及本金額40,000,000港元之新的Vision Century票據兌換，並無導致任何現金流量。兌換導致可換股票據之債務部分減少33,528,000港元。

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35. NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT (continued)

(a) Major non-cash transactions (continued)

- (v) In July 2007, two conversions in an aggregate principal amount of HK\$17,000,000 of the Old Vision Century Note were made by Vision Century and three independent third parties, which did not result in any cash flows. The conversions resulted in a decrease of the liability component of the convertible note by HK\$14,212,000 and an increase in other payables and accruals by HK\$57,000, representing the unpaid interest accrued to the portion of the Old Vision Century Note converted.
- (vi) On 17 April 2007, conversion of principal amount of HK\$7,126,560 of the HCSPL Note were made by HCSPL, which did not result in any cash flows. The conversion resulted in a decrease of the liability component of the convertible note by HK\$5,899,000.
- (vii) In March 2007, two conversions in an aggregate principal amount of HK\$20,000,000 of the Old Vision Century Note were made by Vision Century, which did not result in any cash flows. The conversions resulted in a decrease of the liability component of the convertible note by HK\$16,018,000 and an increase in other payables and accruals by HK\$85,000, representing the unpaid interest accrued to the portion of the Old Vision Century Note converted.

35. 綜合現金流量表附註(續)

(a) 主要非現金交易(續)

- (v) 於二零零七年七月，Vision Century及三名獨立第三方已進行兩次涉及本金總額17,000,000港元之舊的Vision Century票據兌換，並無導致任何現金流量。兌換導致可換股票據之債務部分減少14,212,000港元以及其他應付賬款及應計款項增加57,000港元，相等於已兌換舊的Vision Century票據部分之應計未付利息。
- (vi) 於二零零七年四月十七日，HCSPL已進行涉及本金額7,126,560港元之HCSPL票據兌換，並無導致任何現金流量。兌換導致可換股票據之債務部分減少5,899,000港元。
- (vii) 於二零零七年三月，Vision Century已進行兩次涉及本金總額20,000,000港元之舊的Vision Century票據兌換，並無導致任何現金流量。兌換導致可換股票據之債務部分減少16,018,000港元以及其他應付賬款及應計款項增加85,000港元，相等於已兌換舊的Vision Century票據部分之應計未付利息。

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35. NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT (continued)

(a) Major non-cash transactions (continued)

(viii) On 28 February 2007, the Group acquired an additional 24% interest in Xin Procurement and the rights of and benefits in a shareholders' loan of S\$120,000 (equivalent to HK\$618,000) from HCSPL at a consideration of HK\$7,126,560. The consideration of the acquisition was settled by issuing the HCSPL Note of principal amount of HK\$7,126,560 by the Company to HCSPL.

(b) Disposal of subsidiaries

On 28 November 2007, the Company entered into a sale and purchase agreement with Giant Gain Group Limited, an independent third party, to dispose of (i) its 100% equity interest in the entire issued share capital of Hung Cheong Holdings Limited ("HCHL"), the then wholly-owned subsidiary, and its subsidiaries (collectively known as "HC Group"); and (ii) the benefit of and the interest in a loan of approximately HK\$28,500,000 owed by HCHL to the Company, at an aggregate consideration of approximately HK\$25,508,000 (the "Disposal"). Details of the transaction were summarised in the Company's announcement dated 28 November 2007 and the Company's circular dated 12 December 2007. The Disposal was completed on 30 November 2007.

35. 綜合現金流量表附註 (續)

(a) 主要非現金交易 (續)

(viii) 於二零零七年二月二十八日，本集團向HCSPL收購於Xin Procurement之額外24%權益及股東貸款120,000坡元（相等於618,000港元）之權利及利益，代價為7,126,560港元。收購事項之代價由本公司向HCSPL發行本金額7,126,560港元之HCSPL票據支付。

(b) 出售附屬公司

於二零零七年十一月二十八日，本公司與Giant Gain Group Limited（為獨立第三方）訂立買賣協議，以出售(i)其於Hung Cheong Holdings Limited（「HCHL」），為當時一間全資附屬公司及HCHL之附屬公司（統稱「HC集團」）之全部股本權益；及(ii) HCHL結欠本公司之貸款之利益及權益，合共約28,500,000港元，總代價約25,508,000港元（「出售事項」）。有關交易之詳情已概列於日期為二零零七年十一月二十八日之本公司公佈及日期為二零零七年十二月十二日之本公司通函。出售事項已於二零零七年十一月三十日完成。

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35. NOTES TO THE CONSOLIDATED CASH FLOW

STATEMENT (continued)

(b) Disposal of subsidiaries (continued)

35. 綜合現金流量表附註(續)

(b) 出售附屬公司(續)

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Net assets disposed of:	已售出資產淨額：		
Investment properties (note 14)	投資物業(附註14)	19,532	-
Prepaid land lease payments (note 15)	應付土地租賃款項(附註15)	33,035	-
Prepayments, deposits and other receivables	預付款項、按金及其他應收賬款	114	-
Cash and bank balances	現金及銀行結餘	7	-
Accounts payable	應付賬款	(1,831)	-
Other payables and accruals	其他應付賬款及應計款項	(23,077)	-
Bank borrowing	銀行借款	(8,474)	-
		19,306	-
Exchange fluctuation reserve realised	已變現匯兌波動儲備	(1,656)	-
Gain on disposal of subsidiaries (note 5)	出售附屬公司之收益(附註5)	4,562	-
		22,212	-
Satisfied by:	支付方法：		
Cash	現金	25,508	-
Less: Expenses directly attributable to the disposal of subsidiaries	減：出售附屬公司直接應佔開支	(3,296)	-
		22,212	-

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35. NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT (continued)

(b) Disposal of subsidiaries (continued)

An analysis of the net inflow of cash and cash equivalents in respect of the disposal of subsidiaries is as follows:

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Cash consideration	現金代價	25,508	-
Cash and bank balances disposed of	所出售現金及銀行結餘	(7)	-
Expenses directly attributable to the disposal of subsidiaries	出售附屬公司直接應佔開支	(3,296)	-
Net inflow of cash and cash equivalents in respect of the disposal of subsidiaries	出售附屬公司之現金及現金等值物流入淨額	22,205	-

36. PLEDGE OF ASSETS

At 31 March 2008, time deposits of HK\$48,256,000 were pledged to a bank for issuing a letter of credit of HK\$48,048,000 (2007: Nil) to a supplier of the Group for purchase of inventories (note 38).

Details of the Group's bank borrowings, which were secured by the assets of the Group, are included in note 27 to the financial statements.

35. 綜合現金流量表附註(續)

(b) 出售附屬公司(續)

就出售附屬公司之現金及現金等值物流入淨額分析如下：

36. 資產抵押

於二零零八年三月三十一日，定期存款48,256,000港元已抵押予一間銀行，以獲取該銀行就本集團購買存貨出具48,048,000港元(二零零七年：無)之信用證予本集團一名供應商(附註38)。

本集團以本集團資產作抵押之銀行借款之詳情，載於財務報表附註27。

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37. OPERATING LEASE ARRANGEMENTS

The Group leases certain of its office properties under operating lease arrangements. Leases for the properties are negotiated for terms of one to two years.

At 31 March 2008, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

		Group 本集團	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Within one year	一年內	1,372	583
In the second to fifth years, inclusive	第二至第五年 (包括首尾兩年)	1,413	430
		2,785	1,013

At 31 March 2007, pursuant to various agreements entered into between the Group and an independent third party in Mainland China, the Group was required to pay an annual fee of HK\$126,000 in respect of the Land classified as prepaid land lease payments of the Group in Mainland China, with a carrying value of HK\$26,354,000 at 31 March 2007, commencing from calendar year 2008 up to calendar year 2048 with a 20% increment for every five years (note 15).

37. 經營租約安排

本集團根據經營租賃安排租賃其若干辦公室物業。就該等物業洽商之租期為一至兩年。

於二零零八年三月三十一日，本集團根據不可撤銷經營租賃須於下列年期內支付之未來最低租金款項總額如下：

於二零零七年三月三十一日，根據本集團與中國大陸之一名獨立第三方訂定之多項協議，本集團須就本集團在中國大陸之若干租賃土地支付年費126,000港元，有關土地於二零零七年三月三十一日之賬面值為26,354,000港元，租約從二零零八年起至二零四八年止，每五年租值增加20% (附註15)。

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38. COMMITMENTS

At 31 March 2008, the Group had a contractual commitment in respect of the purchase of inventories of HK\$48,584,000 (2007: HK\$1,048,000).

The Company did not have any other significant commitments as at 31 March 2008 (2007: Nil).

39. RELATED PARTY TRANSACTIONS

Save as disclosed elsewhere in these financial statements, the Group also had the following related party transactions for the years ended 31 March 2007 and 2008:

- (a) On 20 February 2004, the Group entered into a shareholders' agreement (the "Xin Procurement Agreement") with HCSPL, a company incorporated in Singapore with limited liability, to form Xin Procurement in Singapore with limited liability. HCSPL is wholly-owned by New Century International Pte. Ltd. ("New Century International"), a company incorporated in Singapore with limited liability. New Century International is in turn wholly-owned by the parents of Mr. Wilson Ng and Mr. Ng Wee Keat, both of whom are executive directors of the Company and also directors of HCSPL. Pursuant to the Xin Procurement Agreement, the Group and HCSPL owned 51% and 49% of equity interests in Xin Procurement, respectively. On 28 February 2007, the Group acquired an additional 24% interest in Xin Procurement and the rights of and benefits in a shareholders' loan of S\$120,000 (equivalent to HK\$618,000) from HCSPL at a consideration of HK\$7,126,560 (the "Acquisition"). The consideration of the Acquisition was settled by issuing the HCSPL Note of the principal amount of HK\$7,126,560 by the Company to HCSPL. Upon completion of the Acquisition, the Group holds 75% interest in Xin Procurement and HCSPL holds the remaining 25% interest. The Acquisition constituted a very substantial acquisition under the Listing Rules. Details of the Acquisition have been disclosed in the Company's circular dated 29 January 2007.

38. 承擔

於二零零八年三月三十一日，本集團之合約承擔涉及購買存貨48,584,000港元（二零零七年：1,048,000港元）。

於二零零八年三月三十一日，本公司並無任何其他重大承擔（二零零七年：無）。

39. 有關連人士交易

除於本財務報表其他部分所披露者外，本集團於截至二零零七年及二零零八年三月三十一日止年度亦有以下有關連人士交易：

- (a) 於二零零四年二月二十日，本集團與一間在新加坡註冊成立之有限公司HCSPL訂立一份股東協議（「Xin Procurement協議」），以成立一間於新加坡註冊成立之有限公司— Xin Procurement。HCSPL乃由新加坡註冊成立之有限公司New Century International Pte. Ltd.（「New Century International」）全資擁有。New Century International則由黃偉盛先生及黃偉傑先生（兩位均為本公司執行董事及HCSPL董事）之父母全資擁有。根據Xin Procurement協議，本集團及HCSPL分別擁有Xin Procurement之51%及49%股本權益。於二零零七年二月二十八日，本集團向HCSPL收購於Xin Procurement之額外24%權益及股東貸款120,000坡元（相等於618,000港元）之權利及利益，代價為7,126,560港元（「收購事項」）。收購事項之代價由本公司向HCSPL發行本金額7,126,560港元之HCSPL票據支付。於收購事項完成時，本集團持有Xin Procurement之75%權益，而HCSPL則持有其餘下25%權益。根據上市規則，收購事項構成一項非常重大收購事項。收購事項之詳情已於二零零七年一月二十九日之本公司通函內披露。

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39. RELATED PARTY TRANSACTIONS (continued)

- (b) On 20 February 2004, Xin Procurement entered into a supply agreement (the "Supply Agreement") with HCSPL whereby Xin Procurement was appointed as a supplier of HCSPL for the supply of certain office equipment and office supplies, machinery, machinery parts, lubricating oil and bunkering for vessels. The Supply Agreement remains valid after the change of the Group's interest in Xin Procurement on 28 February 2007. By virtue of the interests of the parents of Mr. Wilson Ng and Mr. Ng Wee Keat, who had been the directors of the Company for the period from 1 April 2007 to 20 November 2007, in HCSPL, the transactions contemplated under the Supply Agreement constitute connected transactions or continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

Sale of office equipment and office supplies were made at the price equivalent to 10/9 times the cost incurred by the Group. Sale of machinery, parts, stores for the upkeeping of vessels, necessary victuals for the crew, lubricating oil and bunkering for the operation of the vessels and appointment of surveyors and technical consultants for the vessels were made at the price equivalent to 100/98 times the cost incurred by the Group. During the year, Xin Procurement made sales to HCSPL amounting to HK\$3,000 (2007: HK\$2,791,000).

- (c) Pursuant to the Xin Procurement Agreement, HCSPL had advanced funds to Xin Procurement as working capital and the loan from HCSPL was HK\$644,000 as at 31 March 2007. The Group has fully repaid the loan to HCSPL during the year. The terms of the advance are set out in note 28 to the financial statements.

39. 有關連人士交易(續)

- (b) 於二零零四年二月二十日，Xin Procurement與HCSPL訂立一份供應協議(「供應協議」)，據此，Xin Procurement已獲委任為HCSPL供應若干辦公室設備及辦公室用品、遠洋郵輪使用之機器、機械零件、機油及燃料之供應商。供應協議於二零零七年二月二十八日在本集團於Xin Procurement之權益變動後仍然有效。根據上市規則第14A章，鑑於黃偉盛先生及黃偉傑先生(彼等於二零零七年四月一日至二零零七年十一月二十日期間曾任本公司董事)之父母於HCSPL之權益，根據供應協議擬進行之交易構成本公司之持續關連交易。

銷售辦公室設備及辦公室用品之價格相等於本集團產生之成本之10/9倍。銷售供遠洋郵輪之日常維修用途之機器、零件及材料；供遠洋郵輪運作而提供船員所需之補給品、機油及燃料；以及為遠洋郵輪委聘測量師及技術顧問之價格相等於本集團所產生之成本之100/98倍。於本年度內，Xin Procurement向HCSPL之銷售額為3,000港元(二零零七年：2,791,000港元)。

- (c) 根據Xin Procurement協議，HCSPL墊付資金予Xin Procurement作為營運資本。於二零零七年三月三十一日，HCSPL提供之貸款為644,000港元。年內，本集團已全數償還該項貸款予HCSPL。墊款之條款載於財務報表附註28。

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39. RELATED PARTY TRANSACTIONS (continued)

- (d) During the year, Xin Procurement repaid HK\$21,200,000 to HCSPL (2007: HCSPL made an advance of HK\$2,857,000 to Xin Procurement). At 31 March 2008, the outstanding balance owed by Xin Procurement to HCSPL amounted to HK\$34,255,000 (2007: HK\$48,241,000), including dividend payable of HK\$20,614,000 (2007: HK\$17,757,000) which is unsecured, interest-free and has no fixed terms of repayment.

- (e) During the year, a management fee of HK\$636,000 (2007: HK\$600,000) was charged by HCSPL in respect of certain administrative services rendered to the Group. The management fee was determined between the Group and HCSPL.

- (f) During the year, HCSPL reimbursed HK\$208,000 (2007: HK\$420,000) to the Group in respect of certain administrative expenses paid by the Group on behalf of HCSPL.

- (g) During the year, the Group reimbursed expenses of HK\$81,000 (2007: HK\$43,000) to HCSPL in respect of certain administrative expenses paid by HCSPL on behalf of the Group.

- (h) During the year, HCSPL did not make payment (2007: HK\$1,584,000) to the Group's suppliers on behalf of the Group in respect of its purchases of office equipment and office supplies, machinery, machinery parts, lubricating oil and bunkering.

- (i) During the year, Huang Procurement, a wholly-owned subsidiary of HCSPL, paid HK\$41,121,000 (2007: HK\$36,206,000) to certain of the Group's suppliers on behalf of the Group in respect of its purchases of office equipment and office supplies, machinery, machinery parts, lubricating oil and bunkering.

39. 有關連人士交易(續)

- (d) 於本年度內，Xin Procurement償還21,200,000港元予HCSPL(二零零七年：HCSPL墊付2,857,000港元予Xin Procurement)。於二零零八年三月三十一日，Xin Procurement結欠HCSPL之尚未償還結餘為34,255,000港元(二零零七年：48,241,000港元)，包括應付股息20,614,000港元(二零零七年：17,757,000港元)，該筆款項乃無抵押、免息及無固定還款期。

- (e) 年內，HCSPL就提供予本集團之若干管理服務收取管理費636,000港元(二零零七年：600,000港元)，有關管理費由本集團與HCSPL釐定。

- (f) 年內，HCSPL就本集團代表HCSPL支付之若干行政開支向本集團償還208,000港元(二零零七年：420,000港元)。

- (g) 年內，本集團就HCSPL代表本集團支付之若干行政開支向HCSPL償還支出81,000港元(二零零七年：43,000港元)。

- (h) 年內，HCSPL並無就本集團購買辦公室設備及辦公室用品、機器、機械零件、機油及燃料，代表本集團向本集團供應商支付任何款項(二零零七年：1,584,000港元)。

- (i) 年內，HCSPL之全資附屬公司Huang Procurement就本集團購買辦公室設備及辦公室用品、機器、機械零件、機油及燃料，代表本集團向本集團若干供應商支付41,121,000港元(二零零七年：36,206,000港元)。

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39. RELATED PARTY TRANSACTIONS (continued)

- (j) Xin Procurement has provided a corporate guarantee to a bank in respect of banking facilities granted to HCSPL of principal amount up to S\$9,860,000 (equivalent to HK\$56,202,000). As at 31 March 2008, HCSPL did not utilise the banking facilities (2007: Nil).
- (k) During the year, the Company deposited HK\$50,000,000 (2007: Nil) into a securities trading account newly opened with GT Capital for securities trading purpose. During the year ended 31 March 2008, securities trading charges of HK\$485,000 (2007: Nil) was paid to GT Capital and interest income of HK\$30,000 (2007: Nil) was received from the cash deposited with GT Capital. At 31 March 2008, the carrying amount of investments at fair value through profit or loss maintained in the securities trading account with GT Capital was HK\$5,340,000 and the cash deposited with GT Capital was HK\$1,095,000 (note 22(i)).
- (l) During the year ended 31 March 2007, Huang Worldwide Holding Limited, the immediate holding company of Vision Century, has undertaken to the Company, to provide continuing financial support to the Group so as to enable the Group to continue its day-to-day operations as a viable going concern notwithstanding any present or future financial difficulties experienced by the Group.

39. 有關連人士交易 (續)

- (j) Xin Procurement已就HCSPL獲授本金額最多9,860,000坡元(相等於56,202,000港元)之銀行融資向一間銀行提供公司擔保。於二零零八年三月三十一日, HCSPL並無動用任何銀行融資(二零零七年: 無)。
- (k) 於本年度內, 本公司將50,000,000港元(二零零七年: 無)存入在高富金融新開立之證券交易賬戶, 以作證券貿易用途。截至二零零八年三月三十一日止年度, 證券貿易費用485,000港元(二零零七年: 無)已支付予高富金融, 並已從存放於高富金融之現金收取利息收入30,000港元(二零零七年: 無)。於二零零八年三月三十一日, 在高富金融證券交易賬戶中持有之透過損益按公平價值列賬之投資的賬面值為5,340,000港元, 而存放於高富金融之現金為1,095,000港元(附註22(i))。
- (l) 截至二零零七年三月三十一日止年度, Vision Century之直接控股公司Huang Worldwide Holding Limited已向本公司承諾, 將繼續給予本集團財政支援, 以便本集團在面對任何現時或日後之財務困難時, 仍可繼續其日常運作猶如可行之持續基準。

NOTES TO FINANCIAL STATEMENTS

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39. RELATED PARTY TRANSACTIONS (continued)

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

39. 有關連人士交易(續)

(m) 本集團之主要管理層成員薪酬：

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Short term employee benefits	短期僱員福利	2,223	1,340
Post-employment benefits	離職後福利	95	52
Total compensation paid to key management personnel	支付予主要管理層成員之薪酬總額	2,318	1,392

Further details of directors' emoluments are included in note 8 to the financial statements.

有關董事酬金之進一步詳情已載於財務報表附註8。

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40. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the balance sheet date are as follows:

Group

Financial assets

		2008 二零零八年			2007 二零零七年		
		Financial assets at fair value through profit or loss			Financial assets at fair value through profit or loss		
		Loans and receivables	held for trading	Total	Loans and receivables	held for trading	Total
		透過損益按 公平價值列賬			透過損益按 公平價值列賬		
		貸款及 應收賬款	之金融資產 —持作買賣	合計	貸款及 應收賬款	之金融資產 —持作買賣	合計
		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
Accounts receivable	應收賬款	36,468	—	36,468	75,869	—	75,869
Other receivables	其他應收賬款	322	—	322	120	—	120
Loan receivable	應收貸款	8,000	—	8,000	—	—	—
Due from related companies	應收關連公司 款項	1,204	—	1,204	—	—	—
Investments at fair value through profit or loss	透過損益按公平價值 列賬之投資	—	5,340	5,340	—	—	—
Pledged deposits	已抵押存款	48,256	—	48,256	—	—	—
Cash and cash equivalents	現金及現金 等值物	186,285	—	186,285	29,255	—	29,255
		280,535	5,340	285,875	105,244	—	105,244

40. 按類別劃分之金融工具

於結算日各類金融工具之賬面值如下：

本集團

金融資產

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40. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

40. 按類別劃分之金融工具(續)

Financial liabilities

金融負債

		2008 二零零八年	2007 二零零七年
		Financial liabilities at amortised cost 以攤銷成本計量 之金融負債 HK\$'000 千港元	Financial liabilities at amortised cost 以攤銷成本計量 之金融負債 HK\$'000 千港元
Accounts and bills payable	應付賬款及應付票據	6,884	21,019
Other payables	其他應付賬款	-	349
Interest-bearing bank borrowings	計息銀行借款	-	12,079
Loan from a minority shareholder	一位少數股東提供之貸款	-	644
Due to a minority shareholder	應付一位少數股東款項	34,255	48,241
Due to a related company	應付一間關連公司款項	-	18
Convertible notes	可換股票據	69,074	19,536
		110,213	101,886

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40. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

40. 按類別劃分之金融工具(續)

Company		2008			2007		
Financial assets		二零零八年			二零零七年		
		Financial assets at fair value through profit or loss			Financial assets at fair value through profit or loss		
		Loans and receivables	held for trading	Total	Loans and receivables	held for trading	Total
		透過損益按公平價值列賬	之金融資產	合計	透過損益按公平價值列賬	之金融資產	合計
		貸款及應收賬款	— 持作買賣		貸款及應收賬款	— 持作買賣	
		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
Due from subsidiaries	應收附屬公司款項	56,440	—	56,440	8,114	—	8,114
Due from a related company	應收一間關連公司款項	1,095	—	1,095	—	—	—
Investments at fair value through profit or loss	透過損益按公平價值列賬之投資	—	5,340	5,340	—	—	—
Cash and bank balances	現金及銀行結餘	181,976	—	181,976	24,827	—	24,827
		239,511	5,340	244,851	32,941	—	32,941

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40. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

Financial liabilities

		2008 二零零八年	2007 二零零七年
		Financial liabilities at amortised cost 以攤銷成本計量 之金融負債 HK\$'000 千港元	Financial liabilities at amortised cost 以攤銷成本計量 之金融負債 HK\$'000 千港元
Due to a subsidiary	應付一間附屬公司款項	15,827	—
Other payables	其他應付賬款	—	6
Convertible notes	可換股票據	69,074	19,536
		84,901	19,542

40. 按類別劃分之金融工具(續)

金融負債

		2008 二零零八年	2007 二零零七年
		Financial liabilities at amortised cost 以攤銷成本計量 之金融負債 HK\$'000 千港元	Financial liabilities at amortised cost 以攤銷成本計量 之金融負債 HK\$'000 千港元
Due to a subsidiary	應付一間附屬公司款項	15,827	—
Other payables	其他應付賬款	—	6
Convertible notes	可換股票據	69,074	19,536
		84,901	19,542

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise cash and bank balances, short term time deposits, interest-bearing bank borrowings, loan from a minority shareholder, amount due to a minority shareholder and convertible notes. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as accounts receivable and accounts and bills payable, which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk, liquidity risk and equity price risk. The board reviews and agrees policies for managing each of these risks and they are summarised below.

Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's bank balances and time deposits with original maturity ranging from 1 month to 6 months. As at 31 March 2008, the Group had no interest-bearing bank borrowings. Therefore, any future variations in interest rates will mainly lead to change in interest income of the Group.

41. 財務風險管理目標及政策

本集團之主要金融工具包括現金及銀行結餘、短期定期存款、計息銀行借款、一位少數股東提供之貸款、應付一位少數股東款項及可換股票據。此等金融工具之主要目的乃為本集團營運集資。本集團有各種其他金融資產及負債，例如應收賬款及應付賬款及應付票據，兩者皆直接從其營運中產生。

本集團金融工具產生之主要風險為利率風險、外匯風險、信貸風險、流動資金風險及股權價格風險。董事會審閱並協議管理該等風險之政策，現概述如下。

利率風險

本集團承受之市場利率波動風險主要關於本集團之銀行結餘及原到期日介乎一個月至六個月不等之定期存款。於二零零八年三月三十一日，本集團並無計息銀行借款。因此，日後利率之任何波動將主要導致本集團利息收入變動。

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41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Foreign currency risk

The Group has transactional currency exposures in RMB and Singapore dollars. Such exposures arise from the Group's procurement business. During the years ended 31 March 2008 and 31 March 2007, the Group did not issue any financial instruments for hedging purposes.

The following table demonstrates the sensitivity at the balance sheet date to a reasonably possible change in the foreign exchange rates, with all other variables held constant, of the Group's profit/(loss) before tax and equity (due to changes in the fair value of monetary assets and liabilities).

	Increase in exchange rate 匯率上升	Increase in loss before tax and decrease in equity 除稅前虧損增加 及權益減少 HK\$'000 千港元
2008		
二零零八年		
If Hong Kong dollar weakens against Singapore dollar 倘港元兌坡元貶值	5%	—
If Hong Kong dollar weakens against RMB 倘港元兌人民幣貶值	N/A 不適用	N/A 不適用
2007		
二零零七年		
If Hong Kong dollar weakens against Singapore dollar 倘港元兌坡元貶值	5%	558
If Hong Kong dollar weakens against RMB 倘港元兌人民幣貶值	5%	661

41. 財務風險管理目標及政策(續)

外匯風險

本集團面對人民幣及新加坡元之交易貨幣風險。該等風險源自本集團之採購業務。於截至二零零八年三月三十一日及二零零七年三月三十一日止年度內，本集團並無就對沖目的而發行任何金融工具。

下表展示於結算日其他變數保持不變，而外幣匯率可能出現合理波動之情況下，本集團除稅前溢利／(虧損)及權益(因貨幣資產及負債公平價值出現變動)對波動的敏感度。

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41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant. For transactions that are not denominated in the functional currency of the relevant operating unit, the Group does not offer credit terms without the specific approval of the Head of Credit Control. The credit risk of the Group's other financial assets, which comprise cash and cash equivalents, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments.

Since the Group trades only with recognised and creditworthy third parties, there is no requirement for collateral.

Further quantitative data in respect of the Group's exposure to credit risk arising from accounts receivable and loan receivable are disclosed in notes 19 and 21 to the financial statements.

41. 財務風險管理目標及政策(續)

信貸風險

本集團只與認可而信譽可靠之第三方交易。本集團之政策為希望按信貸期進行買賣之所有客戶均須進行信貸核實程序。此外，應收賬款結餘乃按持續基準監管，而本集團之壞賬風險並不重大。就並非以相關經營單位之功能貨幣計值之交易而言，本集團只會在信貸監控主管特別批准之情況下提供信貸期。因本集團其他金融資產(包括現金及現金等值物)而產生之信貸風險而言，本集團之信貸風險因對方違約而產生，最高風險相等於該項工具之賬面值。

由於本集團只與認可而信譽可靠之第三方交易，故毋須提供抵押品。

本集團源自應收賬款及應收貸款之信貸風險之詳細數據披露於財務報表附註19及21。

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財務報表附註

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二零零八年三月三十一日

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets (e.g., accounts receivable) and projected cash flows from operations.

The Group's objective is to ensure adequate funds to meet commitments associated with its financial liabilities. Cash flows are closely monitored on an ongoing basis.

The maturity profile of the Group's financial liabilities as at the balance sheet date, based on the contracted undiscounted payments, was as follows:

Group

		本集團				
		2008				
		二零零八年				
		Less than	3 to 12	Over	Total	
		3 months	months	1 year		
		少於	三個月至	超過一年	合計	
		三個月	十二個月			
		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
Accounts and bills payable	應付賬款及應付票據	-	6,884	-	-	6,884
Due to a minority shareholder	應付一位少數股東款項	34,255	-	-	-	34,255
Convertible notes	可換股票據	-	-	-	80,000	80,000
		34,255	6,884	-	80,000	121,139

41. 財務風險管理目標及政策(續)

流動資金風險

本集團以循環流動計劃工具監察其資金短缺風險。該工具考慮金融工具及金融資產(例如:應收賬款)兩者的到期日及預測經營業務之現金流量。

本集團之目標為確保有足夠資金以應付與其金融負債相關之承擔。本集團按持續基準密切監控現金流量。

根據已訂約未貼現賬款,以下載列本集團於結算日之金融負債到期日:

本集團

2008

二零零八年

	Less than	3 to 12	Over	Total		
	3 months	months	1 year			
	少於	三個月至	超過一年	合計		
	三個月	十二個月				
	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	
Accounts and bills payable	應付賬款及應付票據	-	6,884	-	-	6,884
Due to a minority shareholder	應付一位少數股東款項	34,255	-	-	-	34,255
Convertible notes	可換股票據	-	-	-	80,000	80,000
		34,255	6,884	-	80,000	121,139

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41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk (continued)

41. 財務風險管理目標及政策(續)

流動資金風險(續)

		2007 二零零七年				
		On demand	Less than 3 months	3 to 12 months	Over 1 year	Total
		應要求 償還	少於 三個月	三個月至 十二個月	超過一年	合計
		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
Accounts and bills payable	應付賬款及應付票據	-	21,019	-	-	21,019
Other payables	其他應付賬款	-	349	-	-	349
Interest-bearing bank borrowings	計息銀行 借款	-	1,729	3,600	6,750	12,079
Loan from a minority shareholder	一位少數股東提供 之貸款	644	-	-	-	644
Due to a minority shareholder	應付一位少數股東款項	48,241	-	-	-	48,241
Due to a related company	應付一間關連公司款項	18	-	-	-	18
Convertible notes	可換股票據	-	-	-	24,127	24,127
		48,903	23,097	3,600	30,877	106,477

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二零零八年三月三十一日

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk (continued)

Company

41. 財務風險管理目標及政策(續)

流動資金風險(續)

本公司

2008

二零零八年

		On demand	Less than 3 months	3 to 12 months	Over 1 year	Total
		應要求 償還	少於 三個月	三個月至 十二個月	超過一年	合計
		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
Due to a subsidiary	應付一間附屬公司款項	15,827	-	-	-	15,827
Convertible notes	可換股票據	-	-	-	80,000	80,000
		15,827	-	-	80,000	95,827

2007

二零零七年

		On demand	Less than 3 months	3 to 12 months	Over 1 year	Total
		應要求 償還	少於 三個月	三個月至 十二個月	超過一年	合計
		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
Other payables	其他應付賬款	-	6	-	-	6
Convertible notes	可換股票據	-	-	-	24,127	24,127
		-	6	-	24,127	24,133

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二零零八年三月三十一日

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Equity price risk

Equity price risk is the risk that the fair values of equity securities decrease as a result of changes in the levels of equity indices and the value of individual securities. The Group is exposed to equity price risk arising from individual equity investments classified as trading equity investments (note 23) as at 31 March 2008. The Group's listed investments are listed on the Main Board of The Stock Exchange of Hong Kong Limited and are valued at quoted market prices at the balance sheet date.

The following table demonstrates the sensitivity to every 10% decrease in the fair values of the equity investments, with all other variables held constant and before any impact on tax, based on their carrying amounts at the balance sheet date.

	Carrying amount of equity investments 股權投資之賬面值 HK\$'000 千港元	Increase in loss before tax 除稅前虧損增加 HK\$'000 千港元	Decrease in equity 權益減少 HK\$'000 千港元
2008			
Investments at fair value through profit or loss	透過損益按公平價值 列賬之投資	5,340	534
		534	534

41. 財務風險管理目標及政策(續)

股權價格風險

股權價格風險是指股權指數水平及個別證券價值變動而導致的權益證券公平值下跌的風險。於二零零八年三月三十一日，本集團所面對的股權價格風險源自分類為持作買賣股權投資的個別上市股權投資(附註23)。本集團的上市股權投資於香港聯合交易所有限公司上市，於結算日按所報市價計值。

下表顯示在所有變數保持不變及未計任何稅項影響下，根據股權投資於結算日之賬面值，對股權投資之公平價值每出現10%減值之敏感度：

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財務報表附註

31 MARCH 2008

二零零八年三月三十一日

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Capital management

The primary objective of the Group's capital management is to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholder value.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the years ended 31 March 2008 and 31 March 2007.

The Group monitors capital using a gearing ratio, which is total debt divided by the capital plus total debt. The Group's policy is to maintain the gearing ratio of no more than 1. Total debt includes interest-bearing bank borrowings, loan from a minority shareholder and the liability component of the convertible notes. Capital includes total equity. The gearing ratios as at the balance sheet dates were as follows:

41. 財務風險管理目標及政策(續)

資本管理

本集團資本管理之主要目標為確保本集團有能力按持續經營業務之原則營運及維持穩健資本比率以支持其業務並提高股東價值。

本集團根據經濟條件之變化管理資本結構並加以調整。為維持或調整資本結構，本集團可調整對股東之派息、向股東退回資本或發行新股。於截至二零零八年三月三十一日及二零零七年三月三十一日止年度內，有關目標、政策及流程並無出現變動。

本集團利用資本負債比率來監控資本，資本負債比率為負債總額除以資本加負債總額。本集團之政策為將資本負債比率維持於不超過1。負債總額包括計息銀行借款、一位少數股東提供之貸款、及可換股票據之債務部分。資本包括權益總額。於結算日之資本負債比率如下：

NOTES TO FINANCIAL STATEMENTS

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二零零八年三月三十一日

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Capital management (continued)

Group

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Interest-bearing bank borrowings	計息銀行借款	–	12,079
Loan from a minority shareholder	一位少數股東提供之貸款	–	644
Convertible notes, the liability component	可換股票據，債務部分	69,074	19,536
Total debt	負債總額	69,074	32,259
Total equity	權益總額	177,171	38,753
Capital and total debt	資本及負債總額	246,245	71,012
Gearing ratio	資本負債比率	0.28	0.45

41. 財務風險管理目標及政策 (續)

資本管理 (續)

本集團

42. POST BALANCE SHEET EVENTS

- (a) On 30 April 2008, 64,120,000 share options were granted to certain staff, directors and consultants of the Company. Further details are disclosed in note 33 to the financial statements.
- (b) On 7 May 2008 and 15 May 2008, 6,208,000 share options in aggregate were exercised by certain staff and consultants of the Group, at an exercise price of HK\$0.188 per share. Further details are disclosed in note 33 to the financial statements.
- (c) On 19 May 2008 and 20 May 2008, two of the New Subscribers converted the New Convertible Notes in an aggregate principal amount of HK\$17,000,000 at a conversion price of HK\$0.28 per share, which resulted in a total number of 60,714,285 ordinary shares of HK\$0.01 each being issued by the Company.

42. 結算日後事項

- (a) 於二零零八年四月三十日，64,120,000份購股權已授予本公司若干僱員、董事及顧問。進一步詳情於財務報表附註33披露。
- (b) 於二零零八年五月七日及二零零八年五月十五日，合共6,208,000份購股權已由本集團若干僱員及顧問按行使價每股0.188港元行使。進一步詳情於財務報表附註33披露。
- (c) 於二零零八年五月十九日及二零零八年五月二十日，兩名新認購人按換股價每股0.28港元兌換本金總額17,000,000港元之新的可換股票據，導致本公司發行總數60,714,285股每股面值0.01港元之普通股。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

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二零零八年三月三十一日

42. POST BALANCE SHEET EVENTS (continued)

- (d) On 22 May 2008, Global Wealthy converted the New Vision Century Notes in an aggregate principal amount of HK\$30,000,000 at a conversion price of HK\$0.28 per share, which resulted in a total number of 107,142,857 ordinary shares of HK\$0.01 each being issued by the Company.
- (e) On 22 May 2008, Global Wealthy converted the New Convertible Notes of HK\$0.01 each in an aggregate principal amount of HK\$500,000 at a conversion price of HK\$0.28 per share, which resulted in a total number of 1,785,714 ordinary shares of HK\$0.01 each being issued by the Company.
- (f) On 26 May 2008, the Group entered into a memorandum of understanding ("MOU") with Time Fortune Holdings Limited ("Time Fortune") and Mr. Chan Yuk Charm ("Mr. Chan") in relation to the potential acquisition of 15% equity interest in Transwell Investments Limited ("Transwell"), a 90% owned subsidiary of Time Fortune and the remaining 10% equity interest owned by Mr. Chan, and the options to acquire the remaining 85% equity interest in Transwell. Transwell is principally engaged in the business of exploitation and extraction of oil in the oil field located in the PRC. Further details of which were set out in Company's announcement dated 26 May 2008.
- (g) On 15 July 2008, the board of directors of the Company announced that it proposed to change the official registered English name of the Company from "Xin Corporation Limited" to "Poly Development Holdings Limited", which shall be subject to the passing of a special resolution by the shareholders of the Company at the 2008 annual general meeting and the approval of the Registrar of Companies in Bermuda.

43. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 25 July 2008.

42. 結算日後事項(續)

- (d) 於二零零八年五月二十二日，Global Wealthy按換股價每股0.28港元兌換本金總額30,000,000港元之新的Vision Century票據，導致本公司發行總數107,142,857股每股面值0.01港元之普通股。
- (e) 於二零零八年五月二十二日，Global Wealthy按換股價每股0.28港元兌換本金總額500,000港元之新的可換股票據，導致本公司發行總數1,785,714股每股面值0.01港元之普通股。
- (f) 於二零零八年五月二十六日，本集團與Time Fortune Holdings Limited(「Time Fortune」)及陳煜湛先生(「陳先生」)訂立諒解備忘錄(「諒解備忘錄」)，內容有關可能收購Transwell Investments Limited(「Transwell」，為Time Fortune之90%附屬公司，餘下10%股權由陳先生擁有)15%股權及可收購Transwell餘下85%股權之選擇權。Transwell主要在位於中國的油田從事開採及提煉石油業務。進一步詳情載於本公司日期為二零零八年五月二十六日之公佈。
- (g) 於二零零八年七月十五日，本公司董事會宣佈建議將本公司之正式註冊英文名稱由「Xin Corporation Limited」更改為「Poly Development Holdings Limited」，惟須待本公司股東於二零零八年股東週年大會通過特別決議案及百慕達公司註冊處批准，方可作實。

43. 批准財務報表

董事會於二零零八年七月二十五日批准本財務報表並授權刊發。



XIN CORPORATION LIMITED
新創綜合企業有限公司

