

VXL CAPITAL LIMITED

卓越金融有限公司

(Stock Code 股份代號: 727)

Your Property

Investment Partner  
in China



Interim Report 中期報告

2008

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## Corporate Information

### 公司資料

#### BOARD OF DIRECTORS

##### Executive Directors

Datuk LIM Chee Wah (*Chairman*)  
Mr. Percy ARCHAMBAUD-CHAO  
(*Group President and Chief Executive Officer*)  
Mr. XIAO Huan Wei

##### Independent Non-executive Directors

Mr. Alan Howard SMITH, J.P.  
Dr. Allen LEE Peng Fei, J.P.  
Mr. David YU Hon To

#### EXECUTIVE COMMITTEE

Mr. Percy ARCHAMBAUD-CHAO (*Chairman*)  
Datuk LIM Chee Wah  
Mr. XIAO Huan Wei

#### AUDIT COMMITTEE

Mr. David YU Hon To (*Chairman*)  
Mr. Alan Howard SMITH, J.P.  
Dr. Allen LEE Peng Fei, J.P.

#### REMUNERATION, QUALITY AND NOMINATION COMMITTEE

Dr. Allen LEE Peng Fei, J.P. (*Chairman*)  
Mr. Percy ARCHAMBAUD-CHAO  
Mr. Alan Howard SMITH, J.P.  
Mr. David YU Hon To

#### COMPANY SECRETARY

Mr. WONG Wing Cheong

#### 董事會

##### 執行董事

拿督林致華 (*主席*)  
趙世雄先生  
(*集團總裁及行政總裁*)  
肖煥偉先生

##### 獨立非執行董事

史亞倫太平紳士  
李鵬飛博士太平紳士  
俞漢度先生

#### 執行委員會

趙世雄先生 (*主席*)  
拿督林致華  
肖煥偉先生

#### 審核委員會

俞漢度先生 (*主席*)  
史亞倫太平紳士  
李鵬飛博士太平紳士

#### 薪酬、素質及提名委員會

李鵬飛博士太平紳士 (*主席*)  
趙世雄先生  
史亞倫太平紳士  
俞漢度先生

#### 公司秘書

黃榮昌先生

## Corporate Information (Continued) 公司資料 (續)

### QUALIFIED ACCOUNTANT

Ms. YAU Yue Ka

### REGISTERED OFFICE

Suite 2707-8, One Exchange Square  
8 Connaught Place  
Central  
Hong Kong

### SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited  
Shops 1712-16, 17th Floor, Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong

### AUDITORS

PricewaterhouseCoopers  
33rd Floor, Cheung Kong Center  
2 Queen's Road Central  
Hong Kong

### BANKERS

Bank of China Limited  
Bank of Shanghai  
Credit Agricole (Suisse) S.A.  
Industrial and Commercial Bank of China Limited  
The Bank of East Asia, Limited  
The Hongkong and Shanghai Banking Corporation Limited

### LISTING INFORMATION

The Stock Exchange of Hong Kong Limited  
Ordinary Shares (Stock Code: 727)  
Warrants (Stock Code: 831)

### 合資格會計師

丘茵嘉女士

### 註冊辦事處

香港  
中環  
康樂廣場八號  
交易廣場一期二七零七至八室

### 股份過戶登記處

香港中央證券登記有限公司  
香港  
灣仔  
皇后大道東一百八十三號  
合和中心十七樓一七一二至一六室

### 核數師

羅兵咸永道會計師事務所  
香港  
中環皇后大道中二號  
長江集團中心三十三樓

### 往來銀行

中國銀行股份有限公司  
上海銀行股份有限公司  
Credit Agricole (Suisse) S.A.  
中國工商銀行股份有限公司  
東亞銀行有限公司  
香港上海滙豐銀行有限公司

### 上市資料

香港聯合交易所有限公司  
普通股 (股份代號: 727)  
認股權證 (股份代號: 831)

## Directors' Commentaries

### 管理層討論

#### FINANCIAL REVIEW

##### Turnover

In June 2008, VXL Capital Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") has completed the disposal of 112 Apartments in Hong Kong. As a result, the rental revenue has dropped by 60.7% as compared to the corresponding period in 2007.

Since 2007, the Group has acquired and committed to acquire a portfolio of 29 hotels from the China Post Group. The initiative is to build a hospitality chain for the Group under the brand of "U" Inn hotel in provincial capitals and other fast-growing cities in the PRC. During the six months, the Group has started the refurbishment and re-branding of some hotels. It is expected that the first batch of 5 hotels will be opened in the first half of 2009 and generate revenue for the Group.

##### Staff Costs and Other Operating Expenses

Staff costs and other operating expenses for the period under review amounted to HK\$57.0 million. The increase was mainly due to costs incurred in the Changshou Properties and the expansion of "U" Inn hotel group.

In the last six months, a total cost of HK\$19.5 million including property management fee, consultancy fee and property tax were incurred on Changshou Properties. These costs would not be incurred in the future after the disposal of Changshou Properties to Blackstone Group L.P. was completed on 5 November 2008.

For the "U" Inn hotels, the Group has established management teams and operation teams in the asset group, hotel management group and the IT group. These additional headcounts and operating costs for "U" Inn group have attributed to an operating cost of HK\$14.8 million for the six-month period.

Other than the costs incurred in the above mentioned projects, the staff costs and other operating expenses of the Group are comparable to the corresponding period in 2007.

#### 財務回顧

##### 營業額

於二零零八年六月，卓越金融有限公司（「本公司」）及其附屬公司（統稱「本集團」）已完成出售位於香港之壹一寓。因此，租金收益較二零零七年同期減少60.7%。

自二零零七年以來，本集團已向中國郵政集團收購及承諾收購29間酒店，計劃於中國多個省會及其他迅速增長之城市以「卓越」酒店品牌建立連鎖酒店業務。於本六個月內，本集團已着手翻新部分酒店並重新定位。預期首批五間酒店將於二零零九年上半年開業，並為本集團帶來收益。

##### 僱員成本及其他經營開支

於回顧期內錄得僱員成本及其他經營開支57,000,000港元。增幅主要源於長壽物業及擴充「卓越」酒店集團所致之成本。

於過去六個月，長壽物業合共錄得19,500,000港元之成本，當中包括物業管理費、顧問費及房產稅。由於長壽物業已於二零零八年十一月五日完成出售予Blackstone Group L.P.，故將不會再錄得此等成本。

至於「卓越」酒店方面，本集團已成立資產部門、酒店管理部門及資訊科技部門之管理及營運團隊。「卓越」酒店集團之額外員工及營運成本令本六個月期間錄得14,800,000港元之營運成本。

除上述項目所錄得之成本外，本集團之僱員成本及其他經營開支與二零零七年同期相若。

## Directors' Commentaries (Continued)

### 管理層討論 (續)

#### FINANCIAL REVIEW (Continued)

##### Net loss after tax

The Group recorded a net loss after tax of HK\$95.1 million. This was mainly attributed to the staff and operating costs in commissioning Changshou Properties and the set up of "U" Inn group. In addition, the finance costs for the six months have increased significantly to HK\$56 million as compared to the six months in 2007, as a result from additional loans drawn down to finance the Changshou Properties and the acquisition of budget hotels.

The completion of disposal of Changshou Properties will reduce our total borrowings and our operating and finance costs in the second half of the financial year.

##### Liquidity, Financial Resources and Capital Structure

The Group maintained a total bank and cash balance of HK\$164.7 million as of 30 September 2008, of which HK\$89.5 million was deposited in escrow account and will be released upon completion of disposal of Changshou Properties; HK\$4.5 million was held in escrow account as security for the convertible note interest payment. Cash deposits had been placed with major banks in Hong Kong and the PRC in Hong Kong dollar, US dollar and Renminbi deposits.

As at 30 September 2008, the Group had other loans of HK\$477.1 million due within one year, a 2-year convertible note payable with a face value of HK\$117 million, and obligations under finance leases of HK\$3.3 million maturing within five years.

As of 30 September 2008, the gearing ratio of the Group was 153.1%, which is measured on the basis of the Group's total interest-bearing debt net of cash reserves over shareholders' funds. The ratio was reduced by approximately 41% from that of 31 March 2008 as a result of our conscientious effort in monitoring the liquidity position of the Group.

After the completion of disposal of Changshou Properties in November 2008, the bank loans on Changshou Properties have been assigned to the purchaser and other borrowings of HK\$231 million has been repaid. The Group's gearing ratio has improved significantly.

#### 財務回顧 (續)

##### 除稅後虧損淨額

本集團錄得除稅後虧損淨額95,100,000港元。此乃主要來自令長壽物業投入使用及成立「卓越」酒店集團所產生之僱員及營運成本。此外，於本六個月之融資成本較二零零七年同期大幅增加至56,000,000港元，原因是為長壽物業及收購經濟型酒店進行融資支出額外貸款。

完成出售長壽物業將會減少本集團於財政年度下半年之借款總額以及營運及融資成本。

##### 流動資金、財務資源及資本架構

本集團於二零零八年九月三十日之總銀行及現金結餘為164,700,000港元，其中89,500,000港元存放於託管賬戶，並將於完成出售長壽物業後解除；另4,500,000港元保留於託管賬戶，作為擔保可換股票據利息付款。現金存款以港元、美元及人民幣存款形式存放於香港及中國數家大型銀行。

於二零零八年九月三十日，本集團擁有其他貸款合共477,100,000港元，須於一年內償還，另有面值117,000,000港元之兩年期可換股票據應付款項及融資租賃承擔3,300,000港元，於五年內到期。

於二零零八年九月三十日，本集團之資產負債比率為153.1%，乃按本集團之計息債務總額減去現金儲備再除以股東資金計算。資本負債比率較二零零八年三月三十一日下跌約41%，此乃本集團致力監察流動資金狀況之成果。

於二零零八年十一月完成出售長壽物業後，長壽物業之銀行貸款已出讓予買方，231,000,000港元之其他借款經已償還。因此，本集團之資本負債比率已大幅改善。



**Directors' Commentaries (Continued)****管理層討論 (續)****BUSINESS REVIEW AND OUTLOOK**

During the period under review, China's tourism and hotel industries were facing new challenges arising from the financial tsunami, the exceptionally severe snowstorms in the central and southern regions of China and the "5.12" Sichuan earthquake. Despite all these disasters, the success of Beijing Olympics 2008 did not only enhance the pride of the Chinese people, but also provide an opportunity for China to expose its culture and history to the world. The Group is taking advantage of these rising opportunities in China with a focus on propitious investments, particularly in the tourism related real-estate investment. Along with a prudent attitude on investment and being conscious of underlying market risks, the Group is confident to ride out the financial tsunami.

**Budget Hotels in the PRC**

Budget hotels remain one of the main focuses of the Group's business development. In terms of budget hotel network expansion, as at 30 September 2008, the Group acquired and committed to acquire 29 hotels spreading across various vibrant cities throughout the PRC.

The setting up of management teams, operations teams in the asset acquisition group, hotel management group and the IT group has built up a strong base to re-brand and upgrade the acquired hotels to a quality portfolio under the "U" Inn hotels brand. The overall refurbishment of "U" Inn hotels has commenced during the second half of 2008 and will continue to progress according to schedule. Since the "U" Inn group is still in the development stage, the Group does not expect any positive contribution of net profit from the "U" Inn hotels in the near future. It is expected that the "U" Inn hotels brand will launch the first five hotels in the first half of 2009.

The business conditions will generally remain challenging in 2009. However, the outlook for the budget hotel market will be optimistic as more travellers and tourists trade down their accommodation choices from star-rated hotels to budget hotels.

In this challenging environment, the Group will continue to focus its priorities on hotel refurbishments, keep costs under control; and continue to secure new opportunities while enhancing the brand and services delivery.

**業務回顧與展望**

於回顧期內，中國旅遊及酒店業面對金融海嘯、華中及華南地區異常嚴重之雪災及「五一二」四川大地震帶來之新挑戰。然而，儘管災害連連，中國二零零八年主辦北京奧運之成功，不僅令中國人民引以自豪，更給予中國向世界展示其文化及歷史之機會。鑑於中國湧現種種機遇，本集團乘勢集中發展合適投資，尤其在於與旅遊相關之房地產投資。本集團投資態度審慎，同時意識到潛在市場風險，深信可安然度過是次金融海嘯。

**於中國之經濟型酒店**

經濟型酒店乃本集團業務發展重心之一。經濟型酒店網絡擴展方面，於二零零八年九月三十日，本集團已收購及承諾收購於中國多個大城市共二十九間酒店。

本集團為資產收購部門、酒店管理部門及資訊科技部門成立管理及營運團隊，為重塑及提升已收購酒店成為「卓越」酒店品牌旗下優質酒店之工作奠下強大的基礎。「卓越」酒店於二零零八年下半年開始全面整修，並將按計劃繼續進行。由於「卓越」酒店集團現正處於發展階段，本集團並不預期「卓越」酒店於不久將來會帶來任何淨利潤之正面貢獻。本集團現時計劃於二零零九年上半年推出首五間以「卓越」酒店品牌為名之酒店。

預期二零零九年營商環境整體上仍然極具挑戰。然而，由於更多旅遊人士及旅客選擇轉投經濟型酒店，而不入住星級酒店，經濟型酒店市場前景顯得理想。

在此極具挑戰之環境下，本集團將繼續集中優先進行酒店整修及控制成本，並將於加強品牌及服務之同時，繼續物色新機遇。

## Directors' Commentaries (Continued)

### 管理層討論 (續)

#### BUSINESS REVIEW AND OUTLOOK (Continued)

##### Investment Properties

##### *(a) 112 Apartments: Serviced apartment tower in Hong Kong*

The Group entered into a Sale and Purchase Agreement with a third party investor for the disposal of 112 Apartments at a consideration of HK\$161.0 million on 7 December 2007. The Group acquired 112 Apartments in September 2005 at a consideration of HK\$110.0 million. The disposal was completed in June 2008.

##### *(b) Changshou Properties: Retail spaces in Shanghai*

In November 2008, the Group had completed the disposal of the North Block and South Block of the property development known as Changshou Commercial Plaza situated in Putuo District, Shanghai, the PRC ("Changshou Properties"). Under the heads of agreement, the Group agreed to sell 95% equity interests of a wholly-owned subsidiary – Moral High Limited ("Moral High") to a company which is indirectly controlled by affiliates of the Blackstone Group L.P. Moral High is the holding company of Peak Moral High Commercial Development (Shanghai) Limited which owns Changshou Properties. The net consideration for the 95% interests in Moral High in a sum of RMB536.7 million (equivalent to approximately HK\$601.1 million) was derived from the independent valuation of Changshou Properties at RMB1,000.0 million (equivalent to approximately HK\$1,120.0 million) after netting off the outstanding bank loan of RMB435.0 million (equivalent to approximately HK\$477.2 million). The disposal reflects a remarkable capital appreciation of approximately RMB276.0 million (equivalent to approximately HK\$309.1 million) since the Group has completed the acquisition of Changshou Properties in January 2007.

The completion of disposal of Changshou Properties will improve the gearing ratio, and reduce the operating and finance costs of the Group in the second half of the year.

##### 業務回顧與展望 (續)

##### 投資物業

##### *(a) 壹一寓：香港服務式公寓大樓*

於二零零七年十二月七日，本集團與第三方投資者訂立一份買賣協議，以代價161,000,000港元出售壹一寓。本集團於二零零五年九月以代價110,000,000港元收購壹一寓。是項出售已於二零零八年六月完成。

##### *(b) 長壽物業：上海零售商舖*

於二零零八年十一月，本集團已完成出售位於中國上海普陀區名為長壽商業廣場之北座及南座之物業發展項目（「長壽物業」）。根據大綱協議，本集團同意向一間由Blackstone Group L.P. 聯屬公司間接控制之公司出售其全資附屬公司德高有限公司（「德高」）之95%股權。德高為峻領德高商業發展（上海）有限公司之控股公司，而峻領德高商業發展（上海）有限公司則擁有長壽物業。德高95%權益之代價淨額為人民幣536,700,000元（約相等於601,100,000港元），乃按長壽物業之獨立估值人民幣10億元（約相等於11.2億港元）減去未償還銀行借款人民幣435,000,000元（約相等於477,200,000港元）計算。是項出售反映本集團自二零零七年一月完成收購長壽物業以來，錄得可觀資本增值約人民幣276,000,000元（約相等於309,100,000港元）。

完成出售長壽物業將會改善本集團於本年度下半年之資本負債比率，並減省經營及融資成本。



**Directors' Commentaries (Continued)****管理層討論 (續)****BUSINESS REVIEW AND OUTLOOK (Continued)****Kai Tak Cruise Terminal Project**

On 30 September 2008, the HKSAR Government has decided to finance the Kai Tak Cruise Terminal by fully bearing its approximate HK\$7 billion construction in order to assure the project is due for completion in mid-2013. The second tender of the Terminal was then ceased. The HKSAR Government plans to lease the terminal facilities to cruise operators upon completion with a tenancy agreement of about seven to ten years.

**Issue of Convertible Notes**

On 24 July 2008, the Company announced issuance of Convertible Notes ("Notes") in the aggregate principal amount of US\$38.0 million (equivalent to approximately HK\$296.4 million). The Notes comprise the First Tranche Notes and the Second Tranche Notes, with principal amounts of US\$15.0 million (equivalent to approximately HK\$117.0 million) and US\$23.0 million (equivalent to approximately HK\$179.4 million) respectively. Upon full conversion of the Notes at the initial conversion price of HK\$0.97 per share, an aggregate of 305,567,010 conversion shares will be issued by the Company.

On 9 September 2008, the Company has issued the Notes in an aggregate principle amount of US\$15.0 million (equivalent to approximately HK\$117.0 million). Proceeds from the issue of Notes were for working capital and the expansion and investment in the Group's budget hotel related projects in the PRC.

The Notes issued have remained outstanding as at 30 September 2008, as there was no conversion of the Notes made by the subscriber. The issue of the Notes would significantly improve the Group's short term cashflow and assist in the financing of acquisition and renovation of hotel properties.

The second tranche of the convertible notes is an option open to the subscriber with an option period of 90 days from the date when the First Tranche Notes drawn. Such option has been extended for another 90 days in December 2008. The terms of the Second Tranche Notes are same as the First Tranche Notes drawn.

**業務回顧與展望 (續)****啟德郵輪碼頭項目**

於二零零八年九月三十日，香港特區政府決定自資約70億港元作為啟德郵輪碼頭之建造費，以確保項目可於二零一三年中竣工。碼頭第二次招標隨即終止。香港特區政府計劃於郵輪碼頭建成後，將碼頭設施租予郵輪營運者，租賃協議為期約七至十年。

**發行可換股票據**

於二零零八年七月二十四日，本公司公布發行本金總額38,000,000美元（約相等於296,400,000港元）之可換股票據（「票據」）。票據包括第一批票據及第二批票據，本金額分別為15,000,000美元（約相等於117,000,000港元）及23,000,000美元（約相等於179,400,000港元）。按初步換股價每股0.97港元悉數兌換票據後，本公司將會發行合共305,567,010股換股股份。

於二零零八年九月九日，本公司發行本金總額15,000,000美元（約相等於117,000,000港元）之票據。發行票據之所得款項已作營運資金用途及撥作擴充及投資本集團於中國之經濟型酒店相關項目。

於二零零八年九月三十日，由於尚未有認購人兌換票據，故已發行之票據仍未獲兌換。發行票據可大幅改善本集團之短期現金流，並為收購及翻新酒店物業提供資金。

第二批可換股票據乃給予認購人之期權，期限由提取第一批票據當日起計九十日。該等期權已於二零零八年十二月額外延長九十日。第二批票據之條款與第一批票據相同。

# Condensed Consolidated Interim Income Statement (Unaudited)

## 簡明綜合中期收益表 (未經審核)

For the six months ended 30 September 2008 截至二零零八年九月三十日止六個月

The Board of Directors (the "Board") of the Company presents hereunder the unaudited condensed consolidated financial statements of the Group for the six months ended 30 September 2008 together with the comparative figures for the six months ended 30 September 2007.

本公司之董事會(「董事會」)謹此提呈本集團於截至二零零八年九月三十日止六個月之未經審核簡明綜合財務報表,連同截至二零零七年九月三十日止六個月之比較數字如下。

		For the six months ended	
		30 September 2008	30 September 2007
		HK\$'000	HK\$'000
		截至九月三十日止六個月 二零零八年	二零零七年
		千港元	千港元
	Note		
	附註		
<b>Continuing operations</b>	持續經營業務		
Revenue	收益	2,163	5,511
Other operating income	其他經營收入	1,958	378
Other gain/(loss), net	其他盈利/(虧損)淨額	1,456	144,437
Staff costs	僱員成本	(14,964)	(12,454)
Write off of goodwill upon disposal of an investment property	出售投資物業時撇銷之商譽	(18,314)	-
Other operating expenses	其他經營開支	(42,006)	(16,718)
Operating (loss)/profit	經營(虧損)/溢利	(69,707)	121,154
Finance costs	融資成本	(56,106)	(17,260)
Share of (loss)/profit of associates	應佔聯營公司(虧損)/溢利	(85)	1
(Loss)/profit before taxation	除稅前(虧損)/溢利	(125,898)	103,895
Taxation credit/(charge)	稅項抵免/(支出)	30,825	(24,663)
(Loss)/profit for the period from continuing operations	持續經營業務之期內(虧損)/溢利	(95,073)	79,232
<b>Discontinued operations</b>	已終止經營業務		
Profit for the period from discontinued operations	已終止經營業務之期內溢利	-	3,837
(Loss)/profit for the period	期內(虧損)/溢利	(95,073)	83,069
Attributable to:	以下應佔:		
- equity holders of the Company	- 本公司權益持有人	(94,215)	83,069
- minority interest	- 少數股東權益	(858)	-
		(95,073)	83,069
<b>Basic and diluted earnings per ordinary share for (loss)/profit attributable to equity holders of the Company</b>	本公司權益持有人應佔(虧損)/溢利之每股普通股基本及攤薄溢利	<b>HK cents</b> 港仙	<b>HK cents</b> 港仙
- Continuing operations	- 持續經營業務	(6.16)	5.18
- Discontinued operations	- 已終止經營業務	N/A無	0.25

The notes on pages 13 to 35 form part of these condensed consolidated financial statements.

第13頁至第35頁之附註屬本簡明綜合財務報表之一部分。

# Condensed Consolidated Interim Balance Sheet

## 簡明綜合中期資產負債表

As at 30 September 2008 於二零零八年九月三十日

	Note	At 30 September 2008 HK\$'000 (Unaudited) 於二零零八年 九月三十日 千港元 (未經審核)	At 31 March 2008 HK\$'000 (Audited) 於二零零八年 三月三十一日 千港元 (經審核)
	附註		
<b>Non-current assets</b>			
Property, plant and equipment		162,020	141,825
Investment properties	8	–	995,219
Land use rights		60,038	37,379
Intangible asset		4,470	–
Interests in associates		140	225
Available-for-sale financial asset		2,120	660
		<b>228,788</b>	<b>1,175,308</b>
<b>Current assets</b>			
Financial assets at fair value through profit or loss		13,450	21,753
Receivables, prepayments and deposits	9	21,883	12,859
Deposit for acquisition of budget hotels		49,289	62,197
Restricted cash	10	94,095	–
Cash at banks and in hand		70,632	29,526
		<b>249,349</b>	<b>126,335</b>
Assets held for sale	11	<b>1,143,793</b>	<b>179,314</b>
		<b>1,393,142</b>	<b>305,649</b>
<b>Current liabilities</b>			
Payables and accruals	12	41,400	44,647
Deposits received from disposal of subsidiaries/property	13	89,545	32,200
Derivative financial instrument	14(b)	16,245	–
Borrowings	15	478,137	484,583
		<b>625,327</b>	<b>561,430</b>
Liabilities directly associated with assets held for sale	11	<b>632,571</b>	–
		<b>1,257,898</b>	<b>561,430</b>
<b>Net current assets/(liabilities)</b>		<b>135,244</b>	<b>(255,781)</b>
<b>Total assets less current liabilities</b>		<b>364,032</b>	<b>919,527</b>
<b>Non-current liabilities</b>			
Convertible notes	14(a)	76,101	–
Borrowings	15	2,302	475,360
Deferred tax liabilities	16	–	87,591
		<b>78,403</b>	<b>562,951</b>
<b>Net assets</b>		<b>285,629</b>	<b>356,576</b>
<b>EQUITY</b>			
<b>Capital and reserves attributable to equity holders of the Company</b>			
Share capital	17	15,296	15,296
Reserves		268,918	341,280
		<b>284,214</b>	<b>356,576</b>
<b>Minority interest</b>		<b>1,415</b>	–
<b>Total equity</b>		<b>285,629</b>	<b>356,576</b>

The notes on pages 13 to 35 form part of these condensed consolidated financial statements.

第13頁至第35頁之附註屬本簡明綜合財務報表之一部分。

# Condensed Consolidated Interim Statement of Changes in Equity (Unaudited)

## 簡明綜合中期權益變動表 (未經審核)

For the six months ended 30 September 2008 截至二零零八年九月三十日止六個月

		Attributable to equity holders of the Company 本公司權益持有人應佔								
		Share capital	Share premium	Available-for-sale financial assets reserve	Employee share-based compensation reserve	Exchange reserve	Retained earnings	Total	Minority interest	Total equity
		股本	股份溢價	可供出售財務資產儲備	以股份支付之僱員補償儲備	匯兌儲備	保留溢利	總額	少數股東權益	權益總額
		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
At 1 April 2007	於二零零七年四月一日	15,280	150,409	300	-	7,588	125,824	299,401	-	299,401
Translation exchange differences	外匯換算差額	-	-	-	-	6,040	-	6,040	-	6,040
Employee share option benefits	僱員購股權福利	-	-	-	3,377	-	-	3,377	-	3,377
Issue of new shares on exercise of share options	因行使購股權而發行新股份	16	1,953	-	(738)	-	-	1,231	-	1,231
Profit for the period attributable to shareholders	期內股東應佔溢利	-	-	-	-	-	83,069	83,069	-	83,069
At 30 September 2007	於二零零七年九月三十日	15,296	152,362	300	2,639	13,628	208,893	393,118	-	393,118
At 1 April 2008	於二零零八年四月一日	15,296	152,049	404	3,805	51,634	133,388	356,576	-	356,576
Translation exchange differences	外匯換算差額	-	-	-	-	19,725	-	19,725	-	19,725
Employee share option benefits	僱員購股權福利	-	-	-	2,128	-	-	2,128	-	2,128
Contribution from minority shareholders	少數股東出資	-	-	-	-	-	-	-	2,273	2,273
Loss for the period attributable to shareholders	期內股東應佔虧損	-	-	-	-	-	(94,215)	(94,215)	(858)	(95,073)
At 30 September 2008	於二零零八年九月三十日	15,296	152,049	404	5,933	71,359	39,173	284,214	1,415	285,629

The notes on pages 13 to 35 form part of these condensed consolidated financial statements.

第13頁至第35頁之附註屬本簡明綜合財務報表之一部分。

## Condensed Consolidated Interim Cash Flow Statement (Unaudited)

### 簡明綜合中期現金流量表 (未經審核)

For the six months ended 30 September 2008 截至二零零八年九月三十日止六個月

		For the six months ended	
		30 September	30 September
		2008	2007
		HK\$'000	HK\$'000
		截至九月三十日止六個月	截至九月三十日止六個月
		二零零八年	二零零七年
		千港元	千港元
Net cash (used in)/from operating activities	經營活動(所用)／所得現金淨額	(44,893)	553
Net cash used in investing activities	投資活動所用現金淨額	(44,819)	(346,191)
Net cash from financing activities	融資活動所得現金淨額	132,342	346,325
Increase in cash and cash equivalents	現金及現金等值物增加	42,630	687
Cash and cash equivalents at 1 April	於四月一日之現金及現金等值物	29,526	20,970
Effect of foreign exchange rate changes	匯兌變動之影響	(1,524)	(1,243)
Cash and cash equivalents at 30 September	於九月三十日之現金及現金等值物	70,632	20,414
Analysis of balances of cash and cash equivalents	現金及現金等值物結餘分析		
Cash at banks and in hand	銀行結餘及現金	70,632	20,414

The notes on pages 13 to 35 form part of these condensed consolidated financial statements.

第13頁至第35頁之附註屬本簡明綜合財務報表之一部分。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

### 1. GENERAL INFORMATION

The Group is engaged in hotel investment and management, property investment, securities trading and investment.

The Directors consider the immediate and ultimate holding company to be VXL Capital Partners Corporation Limited (“VXLCPL”) which is incorporated in the British Virgin Islands.

The condensed consolidated interim financial statements were approved for issue by the Board of the Company on 15 December 2008.

### 2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

These unaudited condensed consolidated financial statements are prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”).

The condensed financial statements have been prepared under the historical cost convention, except as modified by the revaluation of the available-for-sale financial assets, the financial assets and financial liabilities (including derivative financial instruments) at fair value through profit or loss, and the investment properties, which are carried at fair value.

These condensed consolidated financial statements should be read in conjunction with the financial statements for the year ended 31 March 2008.

The accounting policies used in these condensed financial statements are consistent with those of the financial statements for the year ended 31 March 2008.

### 1. 一般資料

本集團之業務為酒店投資及管理、物業投資、證券買賣及投資。

董事認為於英屬處女群島註冊成立之 VXL Capital Partners Corporation Limited (「VXLCPL」) 為直接及最終控股公司。

此等簡明綜合中期財務報表經本公司董事會於二零零八年十二月十五日批准刊發。

### 2. 編製基準及會計政策

此等未經審核簡明綜合財務報表乃根據香港會計師公會（「香港會計師公會」）頒佈之《香港會計準則》（「《香港會計準則》」）第34號「中期財務報告」編製。

簡明財務報表乃根據歷史成本法編製，並就重估可供出售財務資產、按公平值透過損益列賬之財務資產及財務負債（包括衍生財務工具）以及投資物業作出修訂，該等資產及負債乃按公平值列賬。

此等簡明綜合財務報表應與截至二零零八年三月三十一日止年度之財務報表一併參閱。

此等簡明財務報表所採用之會計政策與截至二零零八年三月三十一日止年度之財務報表所採用者一致。



## Notes to the Condensed Consolidated Financial Statements (Continued)

### 簡明綜合財務報表附註 (續)

#### 2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

The following interpretations are mandatory for the first time for the financial year beginning 1 April 2008 but are not currently relevant to the Group.

HK(IFRIC) – Int 11	HKFRS 2 – Group and treasury share transactions
HK(IFRIC) – Int 12	Service concession arrangements
HK(IFRIC) – Int 14	HKAS 19 – the limit on a defined benefit asset, minimum funding requirements and their interaction

The following new standards and amendments to standards have been issued but are not effective for accounting period beginning 1 April 2008 and have not been early adopted by the Group:

HKAS 1 (Revised)	Presentation of financial statements
HKAS 23 (Revised)	Borrowing costs
HKAS 27 (Revised)	Consolidated and separate financial statements
HKAS 32 Amendment	Financial instruments: presentation
HKFRS 2 Amendment	Share-based payment
HKFRS 3 (Revised)	Business combinations
HKFRS 8	Operating segments

The Group is currently evaluating the effect of these standards and amendments to standards on the consolidated financial statements.

#### 2. 編製基準及會計政策 (續)

以下為於二零零八年四月一日開始之財政年度首次強制執行但目前與本集團無關之詮釋。

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 – 集團及 庫存股份交易
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
香港 (國際財務報告 詮釋委員會) – 詮釋第14號	香港會計準則第19 號 – 界定利益資 產之限制、最低資 金需要及其相互 關係

以下為於二零零八年四月一日開始之會計期間已頒佈但未生效且未由本集團提早採納之新準則及準則修訂：

香港會計準則第1號 (經修訂)	財務報表的呈報
香港會計準則第23號 (經修訂)	借貸成本
香港會計準則第27號 (經修訂)	綜合及個別財務 報表
香港會計準則第32號 修訂本	財務工具：呈報 修訂本
香港財務報告準則 第2號修訂本	以股份為基礎之 付款
香港財務報告準則 第3號 (經修訂)	業務合併
香港財務報告準則 第8號	營運分部

本集團現評估此等準則及準則修訂對綜合財務報表之影響。

## Notes to the Condensed Consolidated Financial Statements (Continued)

### 簡明綜合財務報表附註 (續)

### 3. SEGMENT INFORMATION

#### Primary reporting format – business segments

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

Summarized details of the business segments are as follows:

- a) the property investment segment is engaged in operation of the investment properties. The Group will continue to look for quality properties for future investment;
- b) the hotel investment and management segment is engaged in hotel investment and hotel operations;
- c) the securities trading and investment segment is engaged in securities trading and investment and other investment holding. The revenue of this segment mainly comprises net income from trading of securities; and
- d) the unallocated segment comprises operations other than those specified in (a) to (c) above and includes that of the corporate office.

The Group's financial services operation was discontinued during the period ended 30 September 2007. There was no discontinued operation during the period ended 30 September 2008.

Capital expenditures comprise additions to property, plant and equipment, land use rights and investment properties (Note 8). Segment assets consist primarily of property, plant and equipment, land use rights, investment properties, goodwill, investments, assets held for sale (Note 11) and receivables. Segment liabilities comprise operating liabilities, liabilities associated with assets held for sale, deposits received for disposal of subsidiaries/property and bank loans (Notes 12, 11, 13 and 15). Unallocated assets and liabilities mainly represent assets and liabilities used by the corporate office, which cannot be allocated on a reasonable basis to any segment. Segment liabilities exclude items such as amount due to ultimate holding company and deferred tax liabilities.

### 3. 分部資料

#### 主要報告方式 – 業務分部

本集團之業務乃根據彼等之業務經營性質及所提供服務而分開籌劃及管理。本集團之業務分部各自為一個策略性業務單位，其所承受風險及所得回報有別於其他業務分部。

業務分部之詳情概述如下：

- a) 物業投資分部從事投資物業之營運。本集團將繼續物色優質物業作日後投資用途；
- b) 酒店投資及管理分部從事酒店投資及營運；
- c) 證券買賣及投資分部從事證券買賣、投資及其他投資控股。此分部之收益主要包括證券買賣收入淨額；及
- d) 未分配項目分部為上述(a)至(c)項所述以外之業務，包括本集團辦事處業務。

本集團之金融服務業務在截至二零零七年九月三十日止期間已終止經營。截至二零零八年九月三十日止期間並無已終止經營業務。

資本開支包括添置物業、機器及設備、土地使用權以及投資物業(附註8)。分部資產主要由物業、機器及設備、土地使用權、投資物業、商譽、投資、持作出售之資產(附註11)及應收款項組成。分部負債由經營負債、與持作出售之資產相關之負債、出售附屬公司／物業之已收按金及銀行貸款(附註12、11、13及15)組成。未分配資產及負債主要指由本集團辦事處使用且難以按合理基準分配到任何分部之資產及負債。分部負債不包括應付最終控股公司款項及遞延稅項負債等項目。

## Notes to the Condensed Consolidated Financial Statements (Continued)

## 簡明綜合財務報表附註 (續)

## 3. SEGMENT INFORMATION (Continued)

Primary reporting format – business segments  
(Continued)

The segment results, depreciation and amortization and capital expenditures for the six months ended 30 September 2008 and 2007 are as follows:

## 3. 分部資料 (續)

## 主要報告方式 – 業務分部 (續)

截至二零零八年及二零零七年九月三十日止六個月，分部業績、折舊及攤銷與資本開支載列如下：

		Property investment	Hotel investment & management	Securities trading & investment	Unallocated	The Group
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		物業投資 千港元	酒店投資 及管理 千港元	證券買賣 及投資 千港元	未分配 項目 千港元	本集團 千港元
For the six months ended 30 September 2008	截至二零零八年 九月三十日 止六個月					
<b>Segment revenue:</b>	<b>分部收益：</b>					
Sales to external customers	對外客戶銷售	2,124	62	(23)	–	2,163
<b>Segment results</b>	<b>分部業績</b>	<b>(26,398)</b>	<b>(14,697)</b>	<b>(10,573)</b>		<b>(51,668)</b>
Write off of goodwill upon disposal of an investment property	出售投資物業時 撇銷之 商譽	(18,314)	–	–	–	(18,314)
Change in fair value of derivative financial instruments (Note 4)	衍生財務工具之 公平值變動 (附註4)	–	5,533	–	5,532	11,065
Change in fair value of the embedded derivatives component of convertible notes (Note 4)	可換股票據內嵌式 衍生工具部分之 公平值變動 (附註4)	–	5,354	–	5,355	10,709
Unallocated operating income and expenses, net	未分配經營收入及 開支淨額					(21,577)
Finance income	財務收入					78
Finance costs	融資成本	(22,521)	(1,076)	–	(32,509)	(56,106)
Share of profits of associates	應佔聯營公司溢利					(85)
Loss before taxation	除稅前虧損					(125,898)
Taxation	稅項					30,825
Loss for the period	期內虧損					(95,073)
<b>Other segment information</b>	<b>其他分部資料</b>					
Fair value loss on investment properties (Note 4)	投資物業公平值 虧損 (附註4)	8,190	–	–	–	8,190
Depreciation and amortization	折舊及攤銷	122	5,211	–	578	5,911
Capital expenditures	資本開支					
– Investment properties	– 投資物業	124,223	–	–	–	124,223
– Property, plant and equipment	– 物業、機器及 設備	22	19,730	–	3,004	22,756
– Land use rights	– 土地使用權	–	22,424	–	–	22,424

## Notes to the Condensed Consolidated Financial Statements (Continued)

### 簡明綜合財務報表附註 (續)

### 3. SEGMENT INFORMATION (Continued)

#### Primary reporting format – business segments (Continued)

### 3. 分部資料 (續)

#### 主要報告方式 – 業務分部 (續)

		Continuing operations				Discontinued operations			The Group
		持續經營業務				已終止經營業務			
		Property investment	Hotel investment & management	Securities trading & investment	Unallocated	Subtotal	Financial services	Elimination	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		物業投資	酒店投資及管理	證券買賣及投資	未分配項目	小計	金融服務	對銷	本集團
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
For the six months ended	截至二零零七年								
30 September 2007	九月三十日								
	止六個月								
<b>Segment revenue</b>	<b>分部收益</b>								
Sales to external customers	對外客戶銷售	5,061	–	450	–	5,511	3,876	–	9,387
Inter-segment revenue	分部間收益	–	–	–	–	–	317	(317)	–
Total segment revenue	分部總收益	5,061	–	450	–	5,511	4,193	(317)	9,387
<b>Segment results</b>	<b>分部業績</b>	108,115	(54)	35,729		143,790	462		144,252
Unallocated operating income and expenses, net	未分配經營收入及開支淨額					(22,636)	–		(22,636)
Finance costs	融資成本	(6,731)	–	–	(10,529)	(17,260)	–		(17,260)
Profit on disposal of discontinued operations	出售已終止經營業務之溢利					–	2,189		2,189
Share of profits of associates	應佔聯營公司溢利					1	1,230		1,231
Profit before taxation	除稅前溢利					103,895	3,881		107,776
Taxation	稅項					(24,663)	(44)		(24,707)
Profit for the period	期內溢利					79,232	3,837		83,069
<b>Other segment information</b>	<b>其他分部資料</b>								
Fair value gain on investment properties (Note 4)	投資物業公平值盈利 (附註4)	109,152	–	–	–	109,152	–		109,152
Depreciation and amortization	折舊及攤銷	162	–	–	1,548	1,710	22		1,732
Capital expenditures	資本開支								
– Investment properties	– 投資物業	9,751	–	–	–	9,751	–		9,751
– Property, plant and equipment	– 物業、機器及設備	892	–	–	651	1,543	–		1,543

## Notes to the Condensed Consolidated Financial Statements (Continued)

### 簡明綜合財務報表附註 (續)

### 3. SEGMENT INFORMATION (Continued)

#### Primary reporting format – business segments (Continued)

The segment assets and liabilities as at 30 September 2008 and 31 March 2008 are as follows:

		Property investment	Hotel investment & management	Securities trading & investment	Unallocated	The Group
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		物業投資 千港元	酒店投資 及管理 千港元	證券買賣 及投資 千港元	未分配項目 千港元	本集團 千港元
At 30 September 2008	於二零零八年 九月三十日					
Segment assets	分部資產	1,155,293	278,885	13,595	9,290	1,457,063
Interests in associates	聯營公司權益					140
Restricted cash	受限制現金					94,095
Cash at banks and in hand	銀行結餘及現金					70,632
<b>Total assets</b>	<b>資產總值</b>					<b>1,621,930</b>
Segment liabilities	分部負債	723,587	44,416	–	11,758	779,761
Other loans and convertible notes	其他貸款及 可換股票據	58,336	38,050	–	269,566	365,952
Obligations under finance leases	融資租賃承擔	–	–	–	3,346	3,346
Amount due to ultimate holding company	應付最終控股 公司款項					187,242
<b>Total liabilities</b>	<b>負債總額</b>					<b>1,336,301</b>
At 31 March 2008	於二零零八年 三月三十一日					
Segment assets	分部資產	1,182,866	238,259	21,754	8,327	1,451,206
Interests in associates	聯營公司權益					225
Cash at banks and in hand	銀行結餘及現金					29,526
<b>Total assets</b>	<b>資產總值</b>					<b>1,480,957</b>
Segment liabilities	分部負債	51,896	18,472	–	6,479	76,847
Bank and other loans	銀行及其他貸款	500,315	–	–	271,474	771,789
Obligations under finance leases	融資租賃承擔	–	–	–	461	461
Amount due to ultimate holding company	應付最終控股 公司款項					187,693
Deferred tax liabilities	遞延稅項負債					87,591
<b>Total liabilities</b>	<b>負債總額</b>					<b>1,124,381</b>

### 3. 分部資料 (續)

#### 主要報告方式 – 業務分部 (續)

於二零零八年九月三十日及二零零八年三月三十一日，分部資產及負債載列如下：

## Notes to the Condensed Consolidated Financial Statements (Continued)

### 簡明綜合財務報表附註 (續)

### 3. SEGMENT INFORMATION (Continued)

#### Secondary reporting format – geographical segments

The Group's three business segments operate in Hong Kong and the PRC. The segment revenue and capital expenditures based on geographical segments for the six months ended 30 September 2008 and 2007 are as follows:

		30 September 2008 二零零八年	For the six months ended 30 September 2007 截至九月三十日止六個月 二零零七年			
		The Group HK\$'000 本集團 千港元	Continuing operations HK\$'000 持續 經營業務 千港元	Discontinued operations HK\$'000 已終止 經營業務 千港元	Elimination HK\$'000 對銷 千港元	The Group HK\$'000 本集團 千港元
<b>Revenue</b>	<b>收益</b>					
Hong Kong	香港	2,101	5,511	4,193	(317)	9,387
PRC	中國	62	-	-	-	-
		<b>2,163</b>	<b>5,511</b>	<b>4,193</b>	<b>(317)</b>	<b>9,387</b>
<b>Capital expenditures</b>	<b>資本開支</b>					
Hong Kong	香港	3,004	578	-	-	578
PRC	中國	166,399	10,716	-	-	10,716
		<b>169,403</b>	<b>11,294</b>	<b>-</b>	<b>-</b>	<b>11,294</b>

Revenue is categorized based on the jurisdiction in which the customers are located, while capital expenditures are classified based on where the assets are located.

The segment assets based on geographical segments as at 30 September 2008 and 31 March 2008 are as follows:

		At 30 September 2008 HK\$'000 於二零零八年 九月三十日 千港元	At 31 March 2008 HK\$'000 於二零零八年 三月三十一日 千港元
<b>Total assets</b>	<b>資產總值</b>		
Hong Kong	香港	51,221	222,220
PRC	中國	1,570,709	1,258,737
		<b>1,621,930</b>	<b>1,480,957</b>

Total assets are categorized based on where the assets are located.

### 3. 分部資料 (續)

#### 次要報告方式－地區分部

本集團之三個業務分部均於香港及中國經營。截至二零零八年及二零零七年九月三十日止六個月，按地區分類之分部收益及資本開支載列如下：

收益按客戶所在司法權區進行分類，而資本開支則按資產所在地進行分類。

於二零零八年九月三十日及二零零八年三月三十一日，按地區分類之分部資產載列如下：

資產總值乃按資產所在地進行分類。



## Notes to the Condensed Consolidated Financial Statements (Continued)

### 簡明綜合財務報表附註 (續)

#### 4. OTHER GAIN/(LOSS), NET

Unrealized (loss)/gain on financial assets at fair value through profit or loss	按公平值透過損益列賬之財務資產之未變現(虧損)/盈利	(12,128)	35,285
Change in fair value of derivative financial instruments (Note 14(b))	衍生財務工具之公平值變動(附註14(b))	11,065	–
Change in fair value of the embedded derivatives component of convertible notes (Note 14(a))	可換股票據內嵌式衍生工具部分之公平值變動(附註14(a))	10,709	–
Fair value (loss)/gain on investment properties	投資物業公平值(虧損)/盈利	(8,190)	109,152

Unrealized (loss)/gain on financial assets at fair value through profit or loss is classified under “Other gain/(loss), net”. Accordingly, the comparative figures have been reclassified to conform to the current period’s presentation.

#### 5. OPERATING (LOSS)/PROFIT

Operating (loss)/profit is arrived at after (crediting)/charging:	計算經營(虧損)/溢利時已(抵免)/扣除:		
Depreciation and amortization	折舊及攤銷	5,911	1,710
Loss on disposal of property, plant and equipment	出售物業、機器及設備之虧損	207	99
Exchange (gain)/loss	匯兌(盈利)/虧損	(589)	72
Operating leases – land and building	經營租賃—土地及樓宇	6,577	3,341

#### 4. 其他盈利/(虧損)淨額

For the six months ended		30 September 2008	30 September 2007
		HK\$’000	HK\$’000
		截至九月三十日止六個月	截至九月三十日止六個月
		二零零八年	二零零七年
		千港元	千港元
Unrealized (loss)/gain on financial assets at fair value through profit or loss	按公平值透過損益列賬之財務資產之未變現(虧損)/盈利	(12,128)	35,285
Change in fair value of derivative financial instruments (Note 14(b))	衍生財務工具之公平值變動(附註14(b))	11,065	–
Change in fair value of the embedded derivatives component of convertible notes (Note 14(a))	可換股票據內嵌式衍生工具部分之公平值變動(附註14(a))	10,709	–
Fair value (loss)/gain on investment properties	投資物業公平值(虧損)/盈利	(8,190)	109,152
		<b>1,456</b>	<b>144,437</b>

按公平值透過損益列賬之財務資產之未變現(虧損)/盈利列作「其他盈利/(虧損)淨額」。因此，已重新分類比較數字以符合本期間之呈報方式。

#### 5. 經營(虧損)/溢利

For the six months ended		30 September 2008	30 September 2007
		HK\$’000	HK\$’000
		截至九月三十日止六個月	截至九月三十日止六個月
		二零零八年	二零零七年
		千港元	千港元
Operating (loss)/profit is arrived at after (crediting)/charging:	計算經營(虧損)/溢利時已(抵免)/扣除:		
Depreciation and amortization	折舊及攤銷	5,911	1,710
Loss on disposal of property, plant and equipment	出售物業、機器及設備之虧損	207	99
Exchange (gain)/loss	匯兌(盈利)/虧損	(589)	72
Operating leases – land and building	經營租賃—土地及樓宇	6,577	3,341

## Notes to the Condensed Consolidated Financial Statements (Continued)

### 簡明綜合財務報表附註 (續)

#### 6. TAXATION

Hong Kong profits tax is assessed at the statutory rate of 16.5% (six months ended 30 September 2007: 17.5%) on the assessable profit for the period. Taxation on overseas profits has been calculated on the estimated assessable profit for the period at the rates of taxation prevailing in the jurisdictions in which the Group operates.

The amount of taxation charged/(credited) to the consolidated income statement represents:

#### 6. 稅項

香港利得稅乃根據期內應課稅溢利按 16.5% (截至二零零七年九月三十日止六個月: 17.5%) 之法定稅率徵收。海外利得稅已根據本集團經營所處司法權區之適用稅率就估計之期內應課稅溢利計算。

綜合收益表內已扣除/(計入)之稅項乃指:

		<b>For the six months ended</b>	
		<b>30 September</b>	<b>30 September</b>
		<b>2008</b>	<b>2007</b>
		<b>HK\$'000</b>	<b>HK\$'000</b>
		<b>截至九月三十日止六個月</b>	<b>截至九月三十日止六個月</b>
		<b>二零零八年</b>	<b>二零零七年</b>
		<b>千港元</b>	<b>千港元</b>
Continuing operations:	持續經營業務:		
Current tax	本期稅項	2	-
Deferred tax	遞延稅項	(30,827)	24,663
		<b>(30,825)</b>	<b>24,663</b>
Discontinued operations (Note):	已終止經營業務(附註):		
Current tax	本期稅項	-	44
		<b>-</b>	<b>44</b>

Note: The current tax from discontinued operations for the six months ended 30 September 2007 was included in the "Profit for the period from discontinued operations" in the consolidated income statement.

附註: 截至二零零七年九月三十日止六個月, 已終止經營業務之本期稅項已計入綜合收益表內「已終止經營業務之期內溢利」。

## Notes to the Condensed Consolidated Financial Statements (Continued)

## 簡明綜合財務報表附註 (續)

## 7. BASIC AND DILUTED EARNINGS PER ORDINARY SHARE FOR (LOSS)/PROFIT ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

Basic earnings per ordinary share are calculated by dividing the Group's (loss)/profit attributable to equity holders by the weighted average number of ordinary shares in issue during the period.

## 7. 本公司權益持有人應佔(虧損)／溢利之每股普通股基本及攤薄溢利

每股普通股基本溢利乃根據期內本集團之權益持有人應佔(虧損)／溢利除以已發行普通股之加權平均數計算。

		For the six months ended	
		30 September 2008 HK\$'000 截至九月三十日止六個月 二零零八年 千港元	30 September 2007 HK\$'000 二零零七年 千港元
(Loss)/profit attributable to the equity holders of the Company	本公司權益持有人應佔(虧損)／溢利		
– from continuing operations, HK\$'000	– 來自持續經營業務, 千港元	(94,215)	79,232
– from discontinued operations, HK\$'000	– 來自已終止經營業務, 千港元	–	3,837
Weighted average number of ordinary shares in issue	已發行普通股之加權平均數	1,529,600,200	1,528,213,115
Basic earnings per share	每股基本溢利		
– from continuing operations, HK cents	– 來自持續經營業務, 港仙	(6.16)	5.18
– from discontinued operations, HK cents	– 來自已終止經營業務, 港仙	–	0.25

Diluted earnings per ordinary share is calculated by adjusting the weighted average number of ordinary shares to assume conversion of all dilutive potential ordinary shares. The conversion of all potential ordinary shares arising from share options, convertible notes and warrants would have an anti-dilutive effect on the earnings per ordinary share for the period ended 30 September 2008. There were no convertible notes outstanding at 30 September 2007, and the conversion of all potential ordinary shares arising from share options and warrants would have an anti-dilutive effect on the earnings per ordinary share for the period ended 30 September 2007.

每股普通股攤薄溢利乃於假設所有具潛在攤薄影響之普通股獲兌換後, 透過調整普通股之加權平均數計算。兌換因購股權、可換股票據及認股權證而產生之所有潛在普通股會對截至二零零八年九月三十日止期間之每股普通股溢利造成反攤薄影響。於二零零七年九月三十日並無任何尚未兌換之可換股票據, 而兌換因購股權及認股權證而產生之所有潛在普通股會對截至二零零七年九月三十日止期間之每股普通股溢利造成反攤薄影響。

## Notes to the Condensed Consolidated Financial Statements (Continued)

### 簡明綜合財務報表附註 (續)

#### 8. INVESTMENT PROPERTIES

		At 30 September 2008 HK\$'000 於二零零八年 九月三十日 千港元	At 31 March 2008 HK\$'000 於二零零八年 三月三十一日 千港元
At 1 April	於四月一日	995,219	891,561
Additions	添置	124,223	39,175
Fair value (loss)/gain	公平值(虧損)/盈利	(8,190)	143,251
Exchange difference	匯兌差額	29,649	82,150
At 30 September/31 March	於九月三十日/三月三十一日	<b>1,140,901</b>	1,156,137
Less amount classified as assets held for sale (Note 11)	減分類為持作出售之資產之 金額(附註11)	<b>(1,140,901)</b>	(160,918)
		-	995,219

The Group has entered into a sale and purchase agreement to dispose of its equity interest in Moral High Limited ("MHL"). Accordingly, the investment properties, namely Changshou Properties, held by MHL's subsidiary were reclassified as "Assets held for sale". The details of the disposal are discussed in Note 11(a).

#### 9. RECEIVABLES, PREPAYMENTS AND DEPOSITS

		At 30 September 2008 HK\$'000 於二零零八年 九月三十日 千港元	At 31 March 2008 HK\$'000 於二零零八年 三月三十一日 千港元
Trade receivables (Note)	貿易應收賬款(附註)	-	384
Other receivables	其他應收款項	13,882	2,665
Prepayments and deposits	預付款項及按金	8,001	9,810
		<b>21,883</b>	12,859

Note: The ageing analysis of the trade receivables is as follows:

Within 1 month	一個月內	-	384
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#### 8. 投資物業

		At 30 September 2008 HK\$'000 於二零零八年 九月三十日 千港元	At 31 March 2008 HK\$'000 於二零零八年 三月三十一日 千港元
At 1 April	於四月一日	995,219	891,561
Additions	添置	124,223	39,175
Fair value (loss)/gain	公平值(虧損)/盈利	(8,190)	143,251
Exchange difference	匯兌差額	29,649	82,150
At 30 September/31 March	於九月三十日/三月三十一日	<b>1,140,901</b>	1,156,137
Less amount classified as assets held for sale (Note 11)	減分類為持作出售之資產之 金額(附註11)	<b>(1,140,901)</b>	(160,918)
		-	995,219

本集團已訂立買賣協議出售德高有限公司(「德高」)之股權。因此,由德高之附屬公司所持有名為長壽物業之投資物業已重新分類為「持作出售之資產」。出售詳情於附註11(a)闡述。

#### 9. 應收款項、預付款項及按金

		At 30 September 2008 HK\$'000 於二零零八年 九月三十日 千港元	At 31 March 2008 HK\$'000 於二零零八年 三月三十一日 千港元
Trade receivables (Note)	貿易應收賬款(附註)	-	384
Other receivables	其他應收款項	13,882	2,665
Prepayments and deposits	預付款項及按金	8,001	9,810
		<b>21,883</b>	12,859

附註: 貿易應收賬款之賬齡分析如下:

Within 1 month	一個月內	-	384
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**Notes to the Condensed Consolidated Financial Statements (Continued)****簡明綜合財務報表附註 (續)****10. RESTRICTED CASH**

Restricted cash	受限制現金
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Restricted cash represented balances of HK\$89.5 million deposited in escrow account to be released upon completion of disposal of Changshou Properties and HK\$4.5 million held in escrow account as reserve for interest payable to the convertible noteholders.

**11. ASSETS HELD FOR SALE****(a) Disposal of equity interest in a subsidiary  
– Moral High Limited**

MHL is a wholly-owned subsidiary of the Company and an investment holding company holding 100% equity interest in the registered capital of Peak Moral High Commercial Development (Shanghai) Limited (“Peak Moral High”). The principal asset of Peak Moral High is Changshou Properties.

On 4 June 2008, the Group entered into a sale and purchase agreement to dispose of 90% equity interest in MHL. As at 30 September 2008, the Group has received an initial deposit of US\$11.5 million (equivalent to approximately HK\$89.5 million), which was deposited in escrow account (Note 10).

On 22 October 2008, the Group has entered into an amendment agreement with the purchaser, under which the percentage of equity interest in MHL being sold was revised to 95% and the gross consideration (before netting off with loans and liabilities) was revised to RMB1,000.0 million. Details of this disposal have been disclosed in the Company’s announcements to shareholders dated 13 June 2008, 23 October 2008 and 5 November 2008.

**10. 受限制現金**

At 30 September 2008 HK\$’000 於二零零八年 九月三十日 千港元	At 31 March 2008 HK\$’000 於二零零八年 三月三十一日 千港元
<b>94,095</b>	–

受限制現金乃指現時存放於託管賬戶、將於完成出售長壽物業後解除之結餘 89,500,000 港元，以及保留於託管賬戶內之 4,500,000 港元，作為應付可換股票據持有人利息之儲備。

**11. 持作出售之資產****(a) 出售一間附屬公司之股權  
– 德高有限公司**

德高為本公司之全資附屬公司，並為投資控股公司，持有峻領德高商業發展(上海)有限公司(「峻領德高」)註冊資本之全部股權。峻領德高之主要資產為長壽物業。

於二零零八年六月四日，本集團訂立一份買賣協議出售德高 90% 股權。於二零零八年九月三十日，本集團已收取初步按金 11,500,000 美元(約相等於 89,500,000 港元)，並將按金存放於託管賬戶(附註 10)。

於二零零八年十月二十二日，本集團與買方訂立一份修訂協議，據此，所出售德高股權之百分比修訂為 95%，而總代價(對銷貸款及負債前)則修訂為人民幣 1,000,000,000 元。是項出售之詳情已於本公司於二零零八年六月十三日、二零零八年十月二十三日及二零零八年十一月五日致股東之公告內披露。

# Notes to the Condensed Consolidated Financial Statements (Continued)

## 簡明綜合財務報表附註 (續)

### 11. ASSETS HELD FOR SALE (Continued)

#### (a) Disposal of equity interest in a subsidiary – Moral High Limited (Continued)

Therefore, as at 30 September 2008, the related assets and liabilities of MHL and Peak Moral High have been reclassified as held for sale and are presented separately in the consolidated balance sheet.

The disposal of Changshou Properties has been completed on 5 November 2008.

In the opinion of the Directors, the fair value of Changshou Properties was approximately RMB1,000.0 million as at 30 September 2008, which was also the revised gross consideration of Changshou Properties agreed with the purchaser.

The assets and liabilities of MHL and Peak Moral High are classified as held for sale as follows:

### 11. 持作出售之資產 (續)

#### (a) 出售一間附屬公司之股權 – 德高有限公司 (續)

因此，於二零零八年九月三十日，德高及峻領德高之相關資產及負債已重新分類為持作出售，並於綜合資產負債表內分開呈列。

長壽物業已於二零零八年十一月五日完成出售。

董事認為，長壽物業於二零零八年九月三十日之公平值約為人民幣1,000,000,000元，而此金額亦為與買方協定之長壽物業經修訂總代價。

德高及峻領德高之相關資產及負債已按下表所示分類為持作出售：

		At 30 September 2008
		HK\$'000
		於二零零八年九月三十日
		千港元
Assets held for sale:	持作出售之資產：	
Property, plant and equipment	物業、機器及設備	986
Investment property (Note 8)	投資物業 (附註8)	1,140,901
Trade and other receivables	貿易及其他應收款項	1,761
Cash at banks and in hand	銀行結餘及現金	145
		1,143,793
Liabilities directly associated with assets held for sale:	與持作出售之資產直接相關之負債：	
Trade and other payables	貿易及其他應付款項	96,168
Bank borrowings	銀行借款	477,752
Deferred tax liabilities (Note 16)	遞延稅項負債 (附註16)	58,651
		632,571

As at 30 September 2008, the Group has commitment regarding disposal costs of the aforesaid transaction in the amount of HK\$10.8 million.

於二零零八年九月三十日，本集團關於上述交易之出售成本之承擔為10,800,000港元。



## Notes to the Condensed Consolidated Financial Statements (Continued)

## 簡明綜合財務報表附註 (續)

## 11. ASSETS HELD FOR SALE (Continued)

(b) Disposal of an investment property  
– 112 Apartments

On 7 December 2007, the Group entered into a sale and purchase agreement to dispose of a block of service apartments, 112 Apartments. The assets classified as held for sale at 31 March 2008 were as follows:

Property, plant and equipment	物業、機器及設備
Investment property (Note 8)	投資物業 (附註8)
Goodwill	商譽

The disposal of 112 Apartments was completed on 12 June 2008. The goodwill and deferred tax liabilities associated with 112 Apartments were written off as “Other operating expenses” and “Taxation” respectively, in the consolidated income statement during the period ended 30 September 2008.

## 12. PAYABLES AND ACCRUALS

Trade payables (Note)	貿易應付賬款 (附註)
Property acquisition cost payable	應付物業收購成本
Other payables and accruals	其他應付款項及應計項目

Note: The ageing analysis of the trade payables is as follows:

Within 1 month	一個月內
Between 1 and 3 months	一至三個月

## 11. 持作出售之資產 (續)

(b) 出售一項投資物業  
– 壹一寓

於二零零七年十二月七日，本集團訂立一份買賣協議，出售一幢服務式公寓壹一寓。於二零零八年三月三十一日，分類為持作出售之資產如下：

At 30 September 2008

HK\$'000

於二零零八年九月三十日  
千港元

Property, plant and equipment	物業、機器及設備	82
Investment property (Note 8)	投資物業 (附註8)	160,918
Goodwill	商譽	18,314
		<u>179,314</u>

壹一寓已於二零零八年六月十二日完成出售。與壹一寓相關之商譽及遞延稅項負債已於截至二零零八年九月三十日止期間之綜合收益表內分別作為「其他經營開支」及「稅項」撇銷。

## 12. 應付款項及應計項目

	At 30 September 2008 HK\$'000 於二零零八年 九月三十日 千港元	At 31 March 2008 HK\$'000 於二零零八年 三月三十一日 千港元
Trade payables (Note)	–	163
Property acquisition cost payable	15,468	6,200
Other payables and accruals	25,932	38,284
	<u>41,400</u>	<u>44,647</u>

附註：貿易應付賬款之賬齡分析如下：

	At 30 September 2008 HK\$'000 於二零零八年 九月三十日 千港元	At 31 March 2008 HK\$'000 於二零零八年 三月三十一日 千港元
Within 1 month	–	132
Between 1 and 3 months	–	31
	<u>–</u>	<u>163</u>

## Notes to the Condensed Consolidated Financial Statements (Continued)

## 簡明綜合財務報表附註 (續)

## 13. DEPOSITS RECEIVED FROM DISPOSAL OF SUBSIDIARIES/PROPERTY

Deposits received from disposal of subsidiaries	出售附屬公司之已收按金
Deposits received from disposal of property	出售一項物業之已收按金

The amounts represented the initial deposits received from the purchasers in respect of disposal of equity interest in MHL and disposal of an investment property, 112 Apartments, as at 30 September 2008 and 31 March 2008 respectively. The details of the disposals are explained in Note 11.

## 14. DERIVATIVE FINANCIAL INSTRUMENT AND CONVERTIBLE NOTES

On 29 August 2008, the Company entered into a subscription agreement with a third party subscriber to issue a two-year convertible note ("Notes") in an aggregate amount of US\$15.0 million with an option granted to the subscriber to subscribe for the second tranche of the Notes in an aggregate amount of US\$23.0 million. On 9 September 2008, the Company issued the first tranche of the Notes with a face value of US\$15.0 million (equivalent to approximately HK\$117.1 million). The Notes can be converted into ordinary shares of the Company at any time after issuance at a conversion price of HK\$0.97 per ordinary share (subject to anti-dilutive adjustments) and bear interest at LIBOR plus 5% per annum. The noteholder has the right to put the Notes back to the Company after one and half year of issuance or the Company will be required to redeem the Notes upon maturity, i.e. two years after issuance. In either case, the noteholder will be entitled to a redemption amount representing a yield of 22% per annum. Details of the Notes can be referred to the Company's announcements dated 24 July 2008 and 29 August 2008. No conversion has been made during the period.

## 13. 出售附屬公司／物業之已收按金

At 30 September 2008 HK\$'000 於二零零八年 九月三十日 千港元	At 31 March 2008 HK\$'000 於二零零八年 三月三十一日 千港元
89,545	–
–	32,200
<b>89,545</b>	<b>32,200</b>

該等款項指於二零零八年九月三十日及二零零八年三月三十一日分別就出售德高股權及出售投資物業壹一寓而向買方收取之首期按金。該等出售之詳情於附註11闡述。

## 14. 衍生財務工具及可換股票據

於二零零八年八月二十九日，本公司與一名第三方認購人訂立認購協議，向認購人發行總值15,000,000美元之兩年期可換股票據（「票據」）連同授出可認購總值23,000,000美元之第二批票據之選擇權。於二零零八年九月九日，本公司發行面值15,000,000美元（約相等於117,100,000港元）之第一批票據。票據於發行後可隨時按每股普通股0.97港元（可作出反攤薄調整）之兌換價兌換為本公司之普通股，並按年利率為倫敦銀行同業拆息另加5%計息。票據持有人有權於票據發行起計一年半後將票據售回予本公司，或本公司將須於票據到期時（即發行起計兩年）贖回票據。在兩種情況下，票據持有人均有權收取相當於按年利率22%計算之收益之贖回金額。票據詳情可參照本公司日期為二零零八年七月二十四日及二零零八年八月二十九日之公告。期內並無進行兌換。

## Notes to the Condensed Consolidated Financial Statements (Continued)

### 簡明綜合財務報表附註 (續)

#### 14. DERIVATIVE FINANCIAL INSTRUMENT AND CONVERTIBLE NOTES (Continued)

According to HKAS 39, “Financial Instruments – Recognition and Measurement”, the first tranche of the Notes should be separated into the following components: a derivative component representing the option to subscribe for the second tranche of the Notes (the “Second Tranche Option”) and embedded derivatives consisting of a conversion option, a put option and other options (collectively the “ED Options”), and a liability component.

##### Derivative

##### *Second Tranche Option*

The Second Tranche Option was recognized at fair value upon initial recognition, calculated using a Black Scholes model by an external independent valuer, with any change in fair value recognized in the consolidated income statement in the period when the change occurs.

The Second Tranche Option is classified as “Derivative financial instrument” under current liabilities in the consolidated balance sheet.

##### Embedded derivatives

##### *ED Options*

The ED Options was also recognized at fair value upon initial recognition, calculated using a Binomial Model by an external independent valuer, with any change in fair value recognized in the consolidated income statement in the period when the change occur.

The ED Options is included in the “Convertible notes” in the consolidated balance sheet.

##### Liability component

The liability component was the residual amount of proceeds after deducting the fair values of the Second Tranche Option and the ED Options at the date of issue of the Notes, and was subsequently measured at amortized cost.

Interest expense was calculated using the effective interest method by applying the effective interest rate of 58.5% to the adjusted liability component. Should the aforesaid derivative components not be separated out and the entire Notes be considered as the liability component, the effective interest rate would have been 21.7%.

The liability component is included in the “Convertible notes” in the consolidated balance sheet.

#### 14. 衍生財務工具及可換股票據 (續)

根據香港會計準則第39號「財務工具－確認及計量」，第一批票據必須分為以下部分：衍生工具部分（指認購第二批票據之選擇權（「第二批票據認購權」）及內嵌式衍生工具（包括兌換選擇權、認沽選擇權及其他選擇權（統稱「內嵌式衍生工具選擇權」））及負債部分。

##### 衍生工具部分

##### *第二批票據認購權*

第二批票據認購權已按公平值確認，當初次確認時按外聘獨立估值師採用柏力克－舒爾斯模型計算，公平值變動則於產生期間之綜合收益表內確認。

第二批票據認購權列作綜合資產負債表內流動負債項目下之「衍生財務工具」。

##### 內嵌式衍生工具

##### *內嵌式衍生工具選擇權*

內嵌式衍生工具選擇權亦已按公平值確認，當初次確認時按外聘獨立估值師採用二項式模型計算，公平值變動則於產生期間之綜合收益表內確認。

內嵌式衍生工具選擇權列作綜合資產負債表內之「可換股票據」。

##### 負債部分

負債部分為於扣除第二批票據認購權及內嵌式衍生工具選擇權於票據發行日之公平值後之所得款項餘額，其後按攤銷餘額列賬。

利息支出按實際利率法就經調整負債部分採用實際利率58.5%計算。倘上述衍生工具部分並非分開呈列，及將票據整體視為負債，則實際利率應為21.7%。

負債部分列作綜合資產負債表內之「可換股票據」。

## Notes to the Condensed Consolidated Financial Statements (Continued)

### 簡明綜合財務報表附註 (續)

#### 14. DERIVATIVE FINANCIAL INSTRUMENT AND CONVERTIBLE NOTES (Continued)

##### (a) Convertible notes

The convertible notes recognized in the consolidated balance sheet was arrived at as follows:

#### 14. 衍生財務工具及可換股票據 (續)

##### (a) 可換股票據

於綜合資產負債表確認之可換股票據如下：

		At 30 September 2008
		HK\$'000
		於二零零八年九月三十日
		千港元
Proceeds of issue	發行所得款項	117,086
Second Tranche Option	第二批票據認購權	(27,399)
ED Options	內嵌式衍生工具選擇權	(27,809)
Liability component at date of issue	於發行當日之負債部分	61,878
Less: issuance costs	減：發行成本	(4,683)
Interest expense	利息支出	2,071
Issuance costs amortized	已攤銷發行成本	141
Exchange difference	匯兌差額	(312)
<b>Liability component at 30 September 2008</b>	<b>於二零零八年九月三十日之負債部分</b>	<b>59,095</b>
ED Options at date of issue	於發行當日之內嵌式衍生工具選擇權	27,809
Change in fair value	公平值變動	(10,709)
Exchange difference	匯兌差額	(94)
<b>ED Options at 30 September 2008</b>	<b>於二零零八年九月三十日之內嵌式衍生工具選擇權</b>	<b>17,006</b>
<b>Carrying value of convertible notes</b>	<b>可換股票據之賬面值</b>	<b>76,101</b>

## Notes to the Condensed Consolidated Financial Statements (Continued)

## 簡明綜合財務報表附註 (續)

## 14. DERIVATIVE FINANCIAL INSTRUMENT AND CONVERTIBLE NOTES (Continued)

## (b) Derivative financial instrument

Details of the Second Tranche Option classified as “Derivative financial instrument” are as follows:

Second Tranche Option at date of issue	於發行當日之第二批票據認購權	27,399
Change in fair value	公平值變動	(11,065)
Exchange difference	匯兌差額	(89)
Derivative component – Second Tranche Option at 30 September 2008	於二零零八年九月三十日之衍生工具部分 – 第二批票據認購權	16,245

## 15. BORROWINGS

Non-current	非即期
Bank loans	銀行貸款
Obligations under finance leases	融資租賃承擔
Current	即期
Bank loans	銀行貸款
Other loans	其他貸款
Obligations under finance leases	融資租賃承擔
Amount due to ultimate holding company	應付最終控股公司款項

The other loans and amount due to ultimate holding company have effective interest rates ranging from 12% to 22% and are repayable within one year. One of the other loans in the amount of HK\$231,515,000 was secured with the shares of MHL, and it has been repaid upon the completion of disposal of equity interest in MHL subsequent to the balance sheet date. The details of the disposal was explained in Note 11(a). The remaining other loan is unsecured.

The amount due to ultimate holding company is unsecured, repayable within one year and bearing interest at LIBOR/HIBOR plus 1.75%.

## 14. 衍生財務工具及可換股票據 (續)

## (b) 衍生財務工具

分類為「衍生財務工具」之第二批票據認購權詳情如下：

At 30 September 2008  
HK\$'000  
於二零零八年九月三十日  
千港元

## 15. 借款

At 30 September 2008 HK\$'000 於二零零八年 九月三十日 千港元	At 31 March 2008 HK\$'000 於二零零八年 三月三十一日 千港元
–	475,090
<b>2,302</b>	270
<b>2,302</b>	475,360
–	25,225
<b>289,851</b>	271,474
<b>1,044</b>	191
<b>187,242</b>	187,693
<b>478,137</b>	484,583
<b>480,439</b>	959,943

其他貸款及應付最終控股公司款項之實際利率介乎12%至22%，並須於一年內償還。其中一筆為數231,515,000港元之其他貸款以德高之股份作抵押，並已於結算日後完成出售德高股權時償還。出售詳情於附註11(a)闡述。餘下其他貸款為無抵押。

應付最終控股公司款項為無抵押，須於一年內償還及按倫敦銀行同業拆息／香港銀行同業拆息另加1.75%計息。

## Notes to the Condensed Consolidated Financial Statements (Continued)

## 簡明綜合財務報表附註 (續)

## 16. DEFERRED TAX LIABILITIES

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset and when such accounts relate to the same fiscal authority. The offset amounts are as follows:

		At 30 September 2008 HK\$'000 於二零零八年 九月三十日 千港元	At 31 March 2008 HK\$'000 於二零零八年 三月三十一日 千港元
Deferred tax assets	遞延稅項資產	84	9,671
Deferred tax liabilities	遞延稅項負債	(84)	(97,262)
Net deferred tax liabilities	遞延稅項負債淨額	-	(87,591)

The components of deferred tax assets/(liabilities) recognized in the consolidated balance sheet and the movements during the period/year are as follows:

## 16. 遞延稅項負債

倘若有權依法抵銷，而遞延稅項與同一財政機構相關，即可將遞延稅項資產與負債互相抵銷。抵銷額如下：

期內／年內，綜合資產負債表所確認之遞延稅項資產／(負債) 成份及其變動如下：

		Revaluation of investment property and depreciation allowance HK\$'000 投資物業重估 及折舊撥備 千港元	Tax losses HK\$'000 稅務虧損 千港元	Total HK\$'000 總額 千港元
At 1 April 2007 (Charged)/credited to consolidated income statement	於二零零七年四月一日 (扣除自)／計入 綜合收益表	(57,128)	1,421	(55,707)
Exchange difference	匯兌差額	(34,695)	7,854	(26,841)
At 31 March 2008	於二零零八年 三月三十一日	(5,439)	396	(5,043)
Credited to consolidated income statement	計入綜合 收益表	(97,262)	9,671	(87,591)
Exchange difference	匯兌差額	24,499	6,328	30,827
At 30 September 2008	於二零零八年 九月三十日	(2,164)	277	(1,887)
Less amount classified as liabilities directly associated with assets held for sale (Note 11(a))	減：分類為與持作出售之 資產直接相關之負債 之金額 (附註11(a))	(74,927)	16,276	(58,651)
		74,843	(16,192)	58,651
		(84)	84	-

The Group has entered into a sale and purchase agreement to dispose of its equity interest in MHL. Accordingly, the deferred tax liabilities recorded by MHL and its subsidiary was classified as "Liabilities directly associated with assets held for sale". The details of the disposal are discussed in Note 11(a).

本集團已訂立一份買賣協議出售德高之股權。因此，德高及其附屬公司錄得之遞延稅項負債已分類為「與持作出售之資產直接相關之負債」。出售詳情於附註11(a) 闡述。



## Notes to the Condensed Consolidated Financial Statements (Continued)

### 簡明綜合財務報表附註 (續)

#### 16. DEFERRED TAX LIABILITIES (Continued)

Unrecognized deferred tax assets are as follows:

		At 30 September 2008 HK\$'000 於二零零八年 九月三十日 千港元	At 31 March 2008 HK\$'000 於二零零八年 三月三十一日 千港元
Unused tax losses	未動用之稅項虧損	29,445	28,587
Accelerated tax allowance	加速稅項撥備	608	114
		<b>30,053</b>	<b>28,701</b>

As at 30 September 2008, the Group has unutilized tax losses of approximately HK\$158,411,000 (31 March 2008: HK\$153,753,000) to carry forward against future taxable income. No deferred tax assets have been recognized in respect of the tax losses due to the unpredictability of future profit streams. Included in the tax losses, HK\$119,370,000 (31 March 2008: HK\$131,347,000) has no expiry date and HK\$39,041,000 (31 March 2008: HK\$22,406,000) expire within five years.

#### 17. SHARE CAPITAL

		At 30 September 2008 HK\$'000 於二零零八年 九月三十日 千港元	At 31 March 2008 HK\$'000 於二零零八年 三月三十一日 千港元
Authorized:	法定:		
4,000,000,000 ordinary shares of HK\$0.01 each	4,000,000,000股普通股, 每股面值 0.01港元	<b>40,000</b>	40,000
Issued and fully paid:	已發行及繳足:		
1,529,600,200 ordinary shares of HK\$0.01 each	1,529,600,200股普通股, 每股面值 0.01港元	<b>15,296</b>	15,296

#### 16. 遞延稅項負債 (續)

未確認之遞延稅項資產如下:

	At 30 September 2008 HK\$'000 於二零零八年 九月三十日 千港元	At 31 March 2008 HK\$'000 於二零零八年 三月三十一日 千港元
Unused tax losses	29,445	28,587
Accelerated tax allowance	608	114
	<b>30,053</b>	<b>28,701</b>

於二零零八年九月三十日, 本集團擁有可結轉以抵銷日後應課稅收入之未動用稅項虧損約158,411,000港元(二零零八年三月三十一日: 153,753,000港元), 但因日後溢利來源之不可預測性, 尚未就稅項虧損確認遞延稅項資產。在稅項虧損中, 119,370,000港元(二零零八年三月三十一日: 131,347,000港元)並無屆滿日期, 39,041,000港元(二零零八年三月三十一日: 22,406,000港元)則於五年內到期。

#### 17. 股本

	At 30 September 2008 HK\$'000 於二零零八年 九月三十日 千港元	At 31 March 2008 HK\$'000 於二零零八年 三月三十一日 千港元
Authorized:		
4,000,000,000 ordinary shares of HK\$0.01 each	<b>40,000</b>	40,000
Issued and fully paid:		
1,529,600,200 ordinary shares of HK\$0.01 each	<b>15,296</b>	15,296

## Notes to the Condensed Consolidated Financial Statements (Continued)

### 簡明綜合財務報表附註 (續)

#### 18. OPERATING LEASE COMMITMENT

At 30 September 2008, the Group had commitments under non-cancelable operating leases in respect of rented premises, which fall due as follows:

	At 30 September 2008 HK\$'000 於二零零八年 九月三十日 千港元	At 31 March 2008 HK\$'000 於二零零八年 三月三十一日 千港元
Not later than 1 year	不超逾一年	12,249
Later than 1 year and not later than 5 years	一年以上但不超逾五年	9,885
		20,935
		<b>29,323</b>
		30,820

#### 19. CAPITAL COMMITMENTS

The Group has entered into various agreements to acquire 29 hotel properties from China Post Group for a total consideration of RMB504.7 million (equivalent to approximately HK\$575.8 million). The hotel properties are located in the Gansu, Guangdong provinces, Hubei, Jiangxi, Jilin, Liaoning, Shaanxi, Shandong, Sichuan, Zhejiang, Xinjiang Uygur and Tibet autonomous regions, and Chongqing municipality of the PRC. As at 30 September 2008, the Group has unrecognized outstanding commitment of RMB285.0 million (equivalent to approximately HK\$325.2 million) to China Post Group. The settlement of the outstanding commitment for the acquisition of the remaining budget hotels is subject to transfer of legal titles.

#### 18. 經營租賃承擔

於二零零八年九月三十日，本集團根據不可撤銷經營租賃須按以下年期支付之租賃物業之承擔如下：

	At 30 September 2008 HK\$'000 於二零零八年 九月三十日 千港元	At 31 March 2008 HK\$'000 於二零零八年 三月三十一日 千港元
不超逾一年	12,249	9,885
一年以上但不超逾五年	17,074	20,935
		29,323
		30,820

#### 19. 資本承擔

本集團訂立多份協議向中國郵政集團收購29間酒店物業，總代價為人民幣504,700,000元（約相等於575,800,000港元）。酒店物業位於中國甘肅、廣東省、湖北、江西、吉林、遼寧、陝西、山東、四川、浙江、新疆維吾爾及西藏自治區及重慶市等地。於二零零八年九月三十日，本集團有未確認之未付中國郵政集團之承擔人民幣285,000,000元（約相等於325,200,000港元）。有關收購其餘經濟型酒店之未付承擔須待法定所有權轉移後方會償付。

**Notes to the Condensed Consolidated Financial Statements (Continued)****簡明綜合財務報表附註 (續)****20. RELATED PARTY TRANSACTIONS**

In addition to that as disclosed in Note 15, the following transactions were carried out with related parties during the period:

**(a) Purchases of services**

The Group has contracted with various related parties, which are corporations controlled by a Director of the Company, to provide management and administrative services to the Group. The management and administrative fee paid and payable for the period is HK\$129,000 (six months ended 30 September 2007: HK\$196,000).

**(b) Rental charges**

The Group has entered into a tenancy agreement with the landlord, Smart Forward Services Limited, a corporation owned by a Director of the Company, to lease a residential unit at a monthly rent of HK\$55,000 effective from 15 May 2006 for a period of 2 years. The lease has been renewed for further two years commencing on 15 May 2008 at a monthly rent of HK\$66,000. A rental deposit of HK\$132,000 has been placed with the landlord. The rental expense paid and payable for the period is HK\$380,000 (six months ended 30 September 2007: HK\$330,000).

**(c) Payments**

During the period, the Group has interest expense paid and payable to VXLCP, the ultimate holding company, amounting to HK\$5,182,000 (six months ended 30 September 2007: HK\$5,604,000). Subsequent to the period end, the Group repaid VXLCP an amount of HK\$129 million.

**20. 關聯方交易**

除附註15所披露者外，期內與關聯方進行之交易載列如下：

**(a) 購買服務**

本集團已與多名關聯方（由本公司一名董事控制之公司）訂立合約，向本集團提供管理及行政管理服務。期內，已付及應付管理及行政管理費為129,000港元（截至二零零七年九月三十日止六個月：196,000港元）。

**(b) 租金開支**

本集團與業主 Smart Forward Services Limited（由本公司一名董事擁有之公司）訂立一份租賃協議，以月租55,000港元租賃一個住宅單位，租期由二零零六年五月十五日起計為期兩年。租賃已續約兩年，自二零零八年五月十五日開始，月租66,000港元。本集團已向業主支付132,000港元租金按金。期內，已付及應付租金開支為380,000港元（截至二零零七年九月三十日止六個月：330,000港元）。

**(c) 支出**

期內，本集團已付及應付予最終控股公司 VXLCP 之利息支出為5,182,000港元（截至二零零七年九月三十日止六個月：5,604,000港元）。於期終後，本集團已向 VXLCP 償還 129,000,000 港元。

## Notes to the Condensed Consolidated Financial Statements (Continued)

### 簡明綜合財務報表附註 (續)

#### 20. RELATED PARTY TRANSACTIONS (Continued)

##### (d) Purchase of motor vehicle

During the period, the Group has purchased a motor vehicle from a Director of the Company, at a consideration of HK\$1,300,000. The consideration was outstanding as at 30 September 2008 and included in "Payable and accruals" on the consolidated balance sheet (Note 12).

##### (e) Key management compensation

#### 20. 關聯方交易 (續)

##### (d) 購置汽車

期內，本集團向本公司一名董事購買一輛汽車，代價為1,300,000港元。於二零零八年九月三十日，有關代價尚未清付，並已計入綜合資產負債表內之「應付款項及應計項目」(附註12)。

##### (e) 主要管理層酬金

		For the six months ended	
		30 September 2008	30 September 2007
		HK\$'000	HK\$'000
		截至九月三十日止六個月 二零零八年	二零零七年
		千港元	千港元
Salaries and other short-term employee benefits	薪金及其他短期員工福利	4,151	5,919
Consultancy fee	顧問費	275	-
Employee share option benefits	僱員購股權利益	1,105	1,822
Post-employment benefits	離職後利益	18	29
		5,549	7,770

## Other Information

### 其他資料

#### DISCLOSURE OF INTERESTS

##### (A) Directors' Interests in Shares and underlying Shares of the Company

As at 30 September 2008, the interests and short positions of the Directors and Chief Executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) as recorded in the register maintained by the Company under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") in the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") are as follows:

Name of Directors	Nature of Interests	Note	Ordinary Shares/ underlying Shares of HK\$0.01 each 每股面值0.01港元之 普通股／相關股份	Approx. % of Issued Shares 佔已發行股份的 概約百分比(%)
董事名稱	權益性質	附註		
Datuk LIM Chee Wah 拿督林致華	Interests in Shares – Corporate Interests 於股份之權益 – 公司權益	1	1,069,308,000	69.90%
	Interests in Warrants – Corporate Interests 於認股權證之權益 – 公司權益	2	153,861,600	–
	Interests in Share Options – Personal Interests 於購股權之權益 – 個人權益	3	4,400,000	–
			1,227,569,600	
Mr. Percy ARCHAMBAUD-CHAO 趙世雄先生	Interests in Shares – Corporate Interests 於股份之權益 – 公司權益	4	300,000,000	19.61%
	Interests in Warrants – Corporate Interests 於認股權證之權益 – 公司權益	5	60,000,000	–
	Interests in Share Options – Personal Interests 於購股權之權益 – 個人權益	3	4,400,000	–
			364,400,000	

#### 權益披露

##### (A) 董事於本公司的股份及相關股份的權益

於二零零八年九月三十日，根據《證券及期貨條例》第三百五十二條規定須由本公司存備的登記冊所載，本公司董事及行政總裁於本公司及其相聯法團（按《證券及期貨條例》第XV部所賦予的涵義）的股份、相關股份及債權證，或根據《香港聯合交易所有限公司（「聯交所」）證券上市規則》（「《上市規則》」）中《上市發行人董事進行證券交易的標準守則》（「《標準守則》」）須知會本公司及聯交所的權益及淡倉如下：

## Other Information (Continued)

### 其他資料 (續)

#### DISCLOSURE OF INTERESTS (Continued)

##### (A) Directors' Interests in Shares and underlying Shares of the Company (Continued)

Notes:

1. The corporate interests of 1,069,308,000 Shares are held by VXL Capital Partners Corporation Limited ("VXLCPL"), a company wholly and beneficially owned by Datuk LIM Chee Wah ("Datuk Lim"). The interests in 1,069,308,000 Shares comprises 769,308,000 Shares which are beneficially owned by VXLCPL and 300,000,000 Shares which are deemed to be interested by VXLCPL as security interests. The 300,000,000 Shares are duplicated with the interests of Mr. Percy ARCHAMBAUD-CHAO ("Mr. A. Chao") as set out in note 4 of this section and the interests of VXLCPL and Huge More Limited ("Huge More") as set out in note 2 of the section "Substantial Shareholders' Interests in Shares and underlying Shares of the Company".
2. The corporate interests of 153,861,600 Warrants are held by VXLCPL and duplicated with the interests of VXLCPL as set out in Note 3 of the section "Substantial Shareholders' Interests in Shares and underlying Shares of the Company".
3. Details of the interests in Share Options are set out separately in the section "Interests in Share Options of the Company".
4. The corporate interests of 300,000,000 Shares are held by Huge More, a company wholly and beneficially owned by Mr. A. Chao. The 300,000,000 Shares are duplicated with the security interests deemed to be interested by VXLCPL as set out in Note 1 of this section and the interests of VXLCPL and Huge More as set out in Note 2 of the section "Substantial Shareholders' Interests in Shares and underlying Shares of the Company".
5. The corporate interests of 60,000,000 Warrants are held by Huge More and duplicated with the interests of Huge More as set out in Note 4 of the section "Substantial Shareholders' Interests in Shares and underlying Shares of the Company".
6. All the interests disclosed above represent long position in the Shares and underlying Shares.

#### 權益披露 (續)

##### (A) 董事於本公司的股份及相關股份的權益 (續)

附註：

1. 1,069,308,000股股份的公司權益乃透過由拿督林致華(「林拿督」)全資及實益擁有的VXL Capital Partners Corporation Limited(「VXLCPL」)持有。該1,069,308,000股股份之權益包括769,308,000股股份由VXLCPL實益擁有及300,000,000股股份被視為由VXLCPL以保證權益方式擁有。該300,000,000股股份權益與本節附註4所載趙世雄先生(「趙先生」)的權益及「主要股東於本公司的股份及相關股份的權益」一節附註2所載VXLCPL及Huge More Limited(「Huge More」)的權益重疊。
2. 153,861,600份認股權證的公司權益乃由VXLCPL持有，並與「主要股東於本公司的股份及相關股份的權益」一節附註3所載VXLCPL的權益重疊。
3. 購股權權益的詳情於「於本公司的購股權的權益」一節另行載列。
4. 300,000,000股股份的公司權益乃透過由趙先生全資及實益擁有的Huge More持有。該300,000,000股股份與本節附註1所載VXLCPL被視為以保證權益方式擁有的權益及「主要股東於本公司的股份及相關股份的權益」一節附註2所載VXLCPL及Huge More的權益重疊。
5. 60,000,000份認股權證的公司權益乃由Huge More持有，並與「主要股東於本公司的股份及相關股份的權益」一節附註4所載Huge More的權益重疊。
6. 上文披露之所有權益均指股份及相關股份之好倉。

**Other Information (Continued)****其他資料 (續)****DISCLOSURE OF INTERESTS (Continued)****(B) Interests in Share Options of the Company**

As at 30 September 2008, details of share options granted to Directors and employees under the Share Option Scheme adopted by the Company at annual general meeting held on 3 June 2005 and outstanding are:-

Grantees	Date of Grant	Exercise Period	Exercise Price per Share (HK\$)	No. of Share options 購股權數目				
				Share options as at 1/4/2008	Granted during the period	Exercise during the period	Cancelled/Lapsed during the period	Share options as at 30/9/2008
獲授人	授出日期	行使期	每股行使價 (港元)	於 二零零八年 四月一日 之購股權	本期間 授出	本期間 行使	本期間 註銷/失效	於 二零零八年 九月三十日 之購股權
<b>Directors</b>								
<b>董事</b>								
Datuk LIM Chee Wah 拿督林致華	23/8/2007	23/8/2007 to 22/08/2012	0.77	4,400,000	-	-	-	4,400,000
Mr. Percy ARCHAMBAUD-CHAO 趙世雄先生	23/8/2007	23/8/2007 to 22/08/2012	0.77	4,400,000	-	-	-	4,400,000
<b>Employees</b>								
<b>僱員</b>								
Aggregate total of employees 僱員合共	23/8/2007	23/8/2007 to 22/08/2012	0.77	25,600,000	-	-	(3,000,000)	22,600,000
				34,400,000	-	-	(3,000,000)	31,400,000

**權益披露 (續)****(B) 於本公司的購股權的權益**

於二零零八年九月三十日，按本公司於二零零五年六月三日舉行之股東周年大會採納的購股權計劃授予董事及僱員的未行使購股權詳情為：



## Other Information (Continued)

### 其他資料 (續)

### DISCLOSURE OF INTERESTS (Continued)

#### (B) Interests in Share Options of the Company (Continued)

Note:

1. The Share Options to subscribe for Shares are exercisable as to:
  - (i) For Directors or employees who have been employed for not less than two years immediately before date of grant:
    - (a) up to 20% immediately after date of grant;
    - (b) up to 46.7% immediately after 12 months from date of grant;
    - (c) up to 73.3% immediately after 24 months from date of grant; and
    - (d) up to 100% immediately after 36 months from date of grant.
  - (ii) For Directors or employees who have been employed for less than two years immediately before date of grant:
    - (a) up to 33.3% immediately after 12 months from date of grant;
    - (b) up to 66.7% immediately after 24 months from date of grant; and
    - (c) up to 100% immediately after 36 months from date of grant.

Save as disclosed above, as at 30 September 2008, none of the Directors or Chief Executive of the Company has any interests or short positions in the Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which are recorded in the register maintained under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

### 權益披露 (續)

#### (B) 於本公司的購股權的權益 (續)

附註:

1. 購股權可於下列時間行使以認購股份:
  - (i) 就緊接授出日期前聘用不少於兩年之董事或僱員而言:
    - (a) 緊隨授出日期後最多達20%;
    - (b) 緊隨授出日期起計12個月後最多達46.7%;
    - (c) 緊隨授出日期起計24個月後最多達73.3%;及
    - (d) 緊隨授出日期起計36個月後最多達100%。
  - (ii) 就緊接授出日期前兩年內聘用之董事或僱員而言:
    - (a) 緊隨授出日期起計12個月後最多達33.3%;
    - (b) 緊隨授出日期起計24個月後最多達66.7%;及
    - (c) 緊隨授出日期起計36個月後最多達100%。

除上文所披露者外，於二零零八年九月三十日，根據《證券及期貨條例》第三百五十二條規定須存備的登記冊所載，本公司董事及行政總裁概無於本公司或其相聯法團（按《證券及期貨條例》第XV部所賦予的涵義）的股份、相關股份及債權證或根據《標準守則》須知會本公司及聯交所的權益或淡倉。

**Other Information (Continued)****其他資料 (續)****DISCLOSURE OF INTERESTS (Continued)****(C) Substantial Shareholders' Interests in Shares and underlying Shares of the Company**

As at 30 September 2008, the interests and short positions of every person, other than the Directors and Chief Executive of the Company, in the Shares and underlying Shares of the Company, as recorded in the register maintained by the Company under section 336 of the SFO are as follows:

Name of Shareholders	Nature of Interests	Note	Ordinary Shares/ underlying Shares of HK\$0.01 each 每股面值0.01港元之 普通股/相關股份	Approx. % of Issued Shares 佔已發行股份的 概約百分比(%)
股東名稱	權益性質	附註		
VXL Capital Partners Corporation Limited	Interests in Shares – Beneficial Interests 於股份之權益 – 實益權益	1	769,308,000	50.29%
	Interests in Shares – Security Interests 於股份之權益 – 保證權益	2	300,000,000	19.61%
	Interests in Warrants – Beneficial Interests 於認股權證之權益 – 實益權益	3	153,861,600	–
			1,223,169,600	
Huge More Limited	Interests in Shares – Beneficial Interests 於股份之權益 – 實益權益	2	300,000,000	19.61%
	Interests in Warrants – Beneficial Interests 於認股權證之權益 – 實益權益	4	60,000,000	–
			360,000,000	

**權益披露 (續)****(C) 主要股東於本公司的股份及相關股份的權益**

於二零零八年九月三十日，根據《證券及期貨條例》第三百三十六條須由本公司存備的登記冊所載，除本公司董事及行政總裁以外的人士於本公司股份及相關股份中的權益及淡倉如下：

## Other Information (Continued)

### 其他資料 (續)

#### DISCLOSURE OF INTERESTS (Continued)

##### (C) Substantial Shareholders' Interests in Shares and underlying Shares of the Company (Continued)

Notes:

1. 769,308,000 Shares are beneficially owned by VXLCP, which is wholly and beneficially owned by Datuk Lim, the Chairman of the Board and an executive Director of the Company. Datuk Lim is also a Director of VXLCP.
2. 300,000,000 Shares are beneficially owned by Huge More and are deemed to be interested by VXLCP as security interests. Huge More is wholly and beneficially owned by Mr. A. Chao, the Chief Executive Officer and an executive Director of the Company. Mr. A. Chao is also a Director of Huge More. These 300,000,000 Shares duplicated among themselves in this section and as set out in Notes 1 and 4 of the section "Directors' Interests in Shares and underlying Shares of the Company".
3. 153,861,600 Warrants are beneficially owned by VXLCP and duplicated with the interests of Datuk Lim as set out in Note 2 of the section "Directors' Interests in Shares and underlying Shares of the Company".
4. 60,000,000 Warrants are beneficially owned by Huge More and duplicated with the interests of Mr. A. Chao as set out in Note 5 of the section "Directors' Interests in Shares and underlying Shares of the Company".
5. All the interests disclosed above represent long position in the Shares and underlying Shares.

Save as disclosed above, as at 30 September 2008, no other interests or short positions in the Shares or underlying Shares of the Company are recorded in the register maintained under section 336 of the SFO.

#### 權益披露 (續)

##### (C) 主要股東於本公司的股份及相關股份的權益 (續)

附註:

1. 769,308,000股股份乃由本公司董事會主席兼執行董事林拿督全資及實益擁有的VXLCP實益擁有，林拿督亦是VXLCP的董事。
2. 300,000,000股股份乃由Huge More實益擁有，及被視為由VXLCP以保證權益方式擁有。Huge More乃由本公司行政總裁兼執行董事趙先生全資及實益擁有，趙先生亦是Huge More的董事。該300,000,000股股份於本節所述該批股份及與「董事於本公司的股份及相關股份的權益」一節附註1及4所載權益重疊。
3. 153,861,600份認股權證乃由VXLCP實益擁有，並與「董事於本公司的股份及相關股份的權益」一節附註2所載林拿督的權益重疊。
4. 60,000,000份認股權證乃由Huge More實益擁有，並與「董事於本公司的股份及相關股份的權益」一節附註5所載趙先生的權益重疊。
5. 上文披露之所有權益均指股份及相關股份之好倉。

除上文所披露者外，於二零零八年九月三十日，根據《證券及期貨條例》第三百三十六條存備的登記冊概無記錄其他於本公司股份或相關股份的權益或淡倉。

## Other Information (Continued)

### 其他資料 (續)

#### INTERIM DIVIDEND

The Board has resolved not to declare an interim dividend for the six months ended 30 September 2008 (2007: Nil).

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

During the six months ended 30 September 2008, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

#### CORPORATE GOVERNANCE

##### Compliance with the Code on Corporate Governance Practices

The Group is committed to maintaining high standards of corporate governance and the Board considers that effective corporate governance is an essential factor to the corporate success and to enhance shareholders' value.

The Group has applied the principles of and complied with the code provisions of the Code on Corporate Governance Practices (the "CG Code") as set out in Appendix 14 of the Rules Governing the Listing of Securities of the Stock Exchange of Hong Kong Limited (the "Listing Rules") throughout the accounting period covered by the six months ended 30 September 2008, with minor deviations as stated below.

Pursuant to Code A.4.1 of the CG Code, non-executive directors shall be appointed for a specific term. All non-executive Directors of the Company, other than Mr. Alan Howard SMITH, J.P., are appointed for a specific term. Pursuant to Code A.4.2 of the CG Code, each director shall retire by rotation at least once every three years. In accordance with the Company's Articles of Association, one-third of the directors are subject to retirement by rotation and subject to re-election at each annual general meeting. The Board therefore considers that as the Board consists of six Directors and each of them retires in every three year, this effectively achieves the same objective as set out in the CG Code.

#### 中期股息

董事會決議不宣派截至二零零八年九月三十日止六個月之中期股息(二零零七年:無)。

#### 購買、出售或贖回本公司之上市證券

於截至二零零八年九月三十日止六個月內,本公司或其任何附屬公司概無購買、出售或贖回本公司之任何上市證券。

#### 企業管治

##### 遵守《企業管治常規守則》

本集團致力維持高水平企業管治,董事會認為有效之企業管治乃企業賴以成功及提升股東價值之要素。

本集團於截至二零零八年九月三十日止六個月涵蓋之會計期間內,一直應用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《企業管治常規守則》(「《企業管治守則》」)之原則遵從守則條文,惟略有以下偏離。

根據《企業管治守則》第A.4.1條,非執行董事之委任應有指定任期。本公司之所有非執行董事(史亞倫太平紳士除外)均有指定任期。根據《企業管治守則》第A.4.2條,每名董事須最少每三年輪值退任一次。按照本公司之章程細則,三分之一的董事須於各股東周年大會上輪值退任及膺選連任。因此,董事會認為鑑於董事會由六名董事組成,而每名董事會每三年退任一次,此舉有效地達到《企業管治守則》所載之相同目標。

## Other Information (Continued)

### 其他資料 (續)

#### CORPORATE GOVERNANCE (Continued)

##### Model Code For Securities Transactions by Directors

The Board has adopted its own code of conduct regarding securities transactions by Directors (“Model Code”) on terms no less exacting than the required standard set out in the “Model Code for Securities Transactions by Directors of Listed Issuers” of the Listing Rules. Having made specific enquiries with all Directors, all the Directors have complied with the Model Code in their securities transactions during the six months ended 30 September 2008.

##### Internal Audit

The Company has appointed Mabel Chan & Co. (“Internal Auditors”) to provide internal audit services to the Group for the financial year ending 31 March 2009. The Internal Auditors have completed their review for the six months ended 30 September 2008 and concluded the Company has controlled over significant risk areas and there are no major weakness in internal control system identified.

The Board has reviewed the results of the internal control reviewed by Internal Auditors and, after discussion with management, is satisfied that the Group’s system of internal controls is adequate and effective. The Board will continue to review and improve the Group’s internal control system, taking into account the recommendations of the Internal Auditors and the prevailing regulatory requirement.

#### 企業管治 (續)

##### 董事進行證券交易的標準守則

董事會已就董事進行證券交易按不遜於上市規則之《上市發行人董事進行證券交易的標準守則》規定之標準條款，採納自身之行為守則（「標準守則」）。經向所有董事作出特定查詢後，所有董事在截至二零零八年九月三十日止六個月內之證券交易中已遵守標準守則。

##### 內部審核

本公司已委任陳美寶會計師事務所（「內部核數師」）就截至二零零九年三月三十一日止財政年度向本集團提供內部審核服務。內部核數師已就截至二零零八年九月三十日止六個月完成檢討工作，確定本公司對重大風險範疇已作出監控，且內部監控制度並無出現主要弱點。

董事會已審閱由內部核數師發出之內部監控檢討結果，並於與管理層討論後認為本集團之內部監控制度完善及有效。董事會將繼續因應內部核數師之推薦建議及當時之監管規定檢討及改善本集團之內部監控制度。

## Other Information (Continued)

### 其他資料 (續)

#### CORPORATE GOVERNANCE (Continued)

##### Audit Committee

The Audit Committee comprises all the independent non-executive Directors who possess appropriate business, legal, engineering and financial experience and skills to undertake review of financial statements in accordance with good practice of financial reporting. The Audit Committee is chaired by Mr. David YU Hon To and the other two members are Mr. Alan Howard SMITH, J.P. and Dr. Allen LEE Peng Fei, J.P.. The unaudited interim results for the six months ended 30 September 2008 have been reviewed by the Audit Committee.

By order of the Board  
**VXL Capital Limited**  
**Datuk LIM Chee Wah**  
*Chairman*

Hong Kong, 15 December 2008

#### 企業管治 (續)

##### 審核委員會

審核委員會由所有獨立非執行董事組成，彼等擁有根據財務報告之良好常規進行財務報表審閱所須之適當業務、法律、工程及財務經驗及技能。審核委員會由俞漢度先生擔任主席，其餘兩名成員為史亞倫太平紳士及李鵬飛博士太平紳士。截至二零零八年九月三十日止六個月之未經審核中期業績已由審核委員會審閱。

承董事會命  
卓越金融有限公司  
主席  
拿督林致華

香港，二零零八年十二月十五日

# VXL CAPITAL LIMITED

卓越金融有限公司

Suite 2707- 8, One Exchange Square,  
8 Connaught Place, Central, Hong Kong

香港中環康樂廣場8號  
交易廣場一期2707- 8室

[www.vxlcapital.com](http://www.vxlcapital.com)