RICHLY FIELD

Richly Field China Development Limited

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 313)

Annual Report 2009

CONTENTS

CORPORATE INFORMATION

Joint and Several Liquidators

Stephen LIU Yiu Keung
(appointed by the High Court of the HKSAR on 29 May 2007 and released on 23 July 2008)
Robert Armor MORRIS
(appointed by the High Court of the HKSAR on 29 May 2007 and released on 23 July 2008)

Board of Directors

Executive Directors

HE Guang *(Chairman)*
(appointed on 23 July 2008)
YU Xing Bao
(appointed on 9 February 2009)
WONG Kin Fai
(appointed on 23 July 2008)
PANG Yuet
(appointed on 25 September 2008 and resigned on 6 February 2009)
SUN Peng
(appointed on 23 July 2008 and resigned on 6 February 2009)
ZHANG Yi
(appointed on 25 September 2008 and resigned on 6 February 2009)
LIN Xiong
(resigned on 23 July 2008)
CHIN Wai Kay, Geordie
(resigned on 23 July 2008)

Non-executive Director

GUO Dong
(appointed on 9 February 2009)
GE Zemin
(appointed on 23 July 2008 and resigned on 20 February 2009)

Independent Non-executive Directors

CHAN Chi Yuen
(appointed on 20 February 2009)
DAI Chang Jiu
(appointed on 20 February 2009)
HE Chuan
(appointed on 20 February 2009)
YUE Kwai Wa, Ken
(appointed on 23 July 2008 and resigned on 20 February 2009)
LEI Jian
(appointed on 23 July 2008 and resigned on 20 February 2009)
HEI Xue Yan
(appointed on 23 July 2008 and resigned on 20 February 2009)
WONG Ying Sheung
(resigned on 23 July 2008)

Audit Committee

CHAN Chi Yuen *(Chairman)*
DAI Chang Jiu
HE Chuan

Remuneration Committee

HE Guang *(Chairman)*
CHAN Chi Yuen
DAI Chang Jiu
HE Chuan

Company Secretary

LEE Pui Shan

Auditors

NCN CPA Limited

Legal Advisers

Bermuda Law

Appleby

Hong Kong Law

Iu, Lai & Li Solicitors

Principal Registrar

Appleby Management (Bermuda) Limited
Argyle House
41 a Cedar Avenue
Hamilton HM12
Bermuda

Hong Kong Share Registrar and Transfer Office

Tricor Secretaries Limited
26/F, Tesbury Centre
28 Queen's Road East
Hong Kong

Registered Office

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

Principal Place of Business

Unit 1208, 12/F
West Tower, Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

Principal Banker

The Bank of East Asia, Limited
China Construction Bank Corporation
China Merchants Bank
Industrial and Commercial Bank of China

Website

http://www.equitynet.com.hk/richlyfield

Stock Code

313

The board of directors (the "Board") of Richly Field China Development Limited (the "Company") (formerly known as Dickson Group Holdings Limited) would like to announce the audited consolidated final results of the Company and its subsidiaries (collectively the "Group") for the year ended 31 March 2009 (the "Year"), together with the comparative figures for the year ended 31 March 2008.

RESTRUCTURING OF THE GROUP

A winding-up petition against the Company was filed on 30 June 2006 and the Company was subsequently wound up by the High Court of Hong Kong (the "Hong Kong Court") on 18 December 2006. The liquidators (the "Liquidators") were appointed on 29 May 2007 pursuant to an Order of the Hong Kong Court.

Trading in the Company's shares on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") has been suspended since 30 December 2005. The Company has been placed into the third stage of the delisting procedures in accordance with Practice Note 17 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") on 7 June 2007. If no viable resumption proposal was submitted at least 10 business days before 6 December 2007, the listing status of the Company would have been cancelled.

The Liquidators had been in discussion and negotiation with various potential investors with a view of restructuring the Company and submitting a viable resumption proposal to the Stock Exchange. The restructuring proposal submitted by Richly Field Group Limited ("Richly Field") on 30 August 2007 had been accepted by the Liquidators and in principle supported by the major creditors as it offers recovery terms for the creditors superior to other restructuring proposals received by the Company.

The restructuring was, amongst other things, resulted in:

(i) a restructuring of the share capital of the Company through the increase in authorised share capital, the subscription of 6,000,000,000 new shares of the Company by Richly Field for HK$300 million and the placing of 1,750,000,000 new shares by the Company to independent placees for approximately HK$87.5 million;

(ii) all the creditors of the Company and creditors of its subsidiaries holding guarantees given by the Company discharging and waiving their claims against the Company by way of schemes of arrangement under section 166 of the Hong Kong Companies Ordinance (Cap 32 of the Laws of Hong Kong) and section 99 of the Companies Act 1981 of Bermuda (as amended from time to time) (the "Schemes") by payment of an amount of HK$75 million;

(iii) the entire interest of the Company in all its subsidiaries except for Dickson Construction Engineering (Guang Dong) Limited ("Dickson Guangdong") being disposed of to a new company to be held by the scheme administrators of the Schemes for a nominal consideration; and

(iv) the resumption of trading in the shares of the Company upon completion of the restructuring (the "Completion"), i.e. 23 July 2008.

The special general meeting was convened on 23 April 2008 and all the resolutions regarding the implementation of the restructuring were duly and unanimously passed by the shareholders attending and eligible to vote at the meeting.

The creditors' meetings to approve the schemes of arrangement in Hong Kong (the "Hong Kong Scheme") and Bermuda (the "Bermuda Scheme") were held on 23 April 2008 and 26 May 2008 respectively. Both Schemes were duly and unanimously passed by the required majority of the creditors. The Hong Kong Scheme was sanctioned by the Hong Kong Court on 27 May 2008 and the Bermuda Scheme was sanctioned by the Supreme Court of Bermuda on 13 June 2008.

On 27 May 2008, the Hong Kong Court ordered that all further proceedings in the winding up of the Company pursuant to the Order dated 18 December 2006 be stayed on condition that the restructuring was completed.

Both the Hong Kong Scheme and Bermuda Scheme became effective upon the Completion, i.e. 23 July 2008.

The Company's interests in the subsidiaries, except in Dickson Guangdong, were transferred to a new company on 2 June 2008 and 18 June 2008. Meanwhile, the operation of Dickson Guangdong has been re-activated with the financing from Richly Field.

Upon Completion, Mr. Lin Xiong, Mr. Chin Wai Kay, Geordie and Mr. Wong Ying Sheung resigned as executive directors and independent non-executive director respectively. Mr. He Guang, Mr. Sun Peng and Mr. Wong Kin Fai were appointed as executive directors, Mr. Ge Zemin was appointed as a non-executive director, Mr. Yue Kwai Wa, Ken, Mr. Lei Jian and Mr. Hei Xue Yan were appointed as independent non-executive directors upon Completion.

BUSINESS REVIEW

The main business activity of the Company is investment holding. Its main subsidiaries were in the building construction and maintenance industry including building work, design and construction and building maintenance. Their operations were located in the People's Republic of China (the "PRC").

With the funds invested by Richly Field to the Company, the Group's operation has been revived and the Group has continued to engage in the building construction and maintenance business in the property development industry. The payment of the outstanding registered capital of Dickson Guangdong took place in mid of September 2008 and the full business license was issued to Dickson Guangdong in November 2008. Dickson Guangdong only has its business license and does not have other contractor licenses. However, there is no impediment for Dickson Guangdong to undertake any construction project in the PRC as long as such project does not involve works which require the contractor to have a specialist license. At the moment, Dickson Guangdong can undertake construction projects in the PRC which does not require license of any specific class.

However, the real estate construction market in the PRC has been faltering in the second half of 2008 and it has become more and more difficult for Dickson Guangdong to secure new construction contracts since a number of property developers in the PRC have their own construction teams for the building and construction works for the development projects. Moreover, some of the construction contracts initially secured by Dickson Guangdong which were stated in the resumption proposal were put on hold. According to the PRC legal opinion, these construction contracts would not be enforceable. The Company has been actively seeking new business opportunities in the PRC during the Year.

Two memorandums of understanding have been recently entered into by the Group in December 2008, details of both of which are set out as follows:

1. Memorandum of understanding (the "First MOU") for construction project in Haikou, Hainan Province, the PRC

Parties:	(i) Hainan Haikou Construction Group Company Limited* (海南海口建築集團有限公司) ("Haikou Construction")
	(ii) Dickson Guangdong
Project involved:	Haikou Construction, as principal contractor, will engage Dickson Guangdong, as sub-contractor, for providing stone earthwork construction for a building project located in Hainan Province, the PRC
Estimated contract sum:	The total value of the construction contract is expected to be approximately RMB32 million (equivalent to approximately HK$36.5 million) (subject to formal contract)

2. Memorandum of understanding (the "Second MOU") for real estate development project in Changsha, Hunan Province, the PRC

Parties:	(i) Hunan Wangcheng Economic Development Zone Management Committee* (湖南望城經濟開發區管理委員會) ("Wangcheng Committee")
	(ii) Dickson Guangdong
Project involved:	Wangcheng Committee will engage Dickson Guangdong for developing a leisure tourist zone in Changsha, Hunan Province, the PRC. It is proposed that a shopping mall, hotel and spa facilities, restaurants will be constructed in such leisure tourist zone. Dickson Guangdong will be principally responsible for constructing roads, electricity facilities, water pipes and drainage facilities, as well as network facilities for this tourist zone.
Estimated contract sum:	The total value of the development project is expected to be approximately RMB15 million (equivalent to approximately HK$17.1 million) (subject to formal contract).

For the First MOU, on 26 February 2009, Haikou Construction and Dickson Guangdong entered into a formal contract related to phase 1 of the project. The contract sum was RMB4.2 million (equivalent to approximately HK$4.78 million) and was completed 70% as at 31 March 2009. Dickson Guangdong was negotiating with Haikou Construction for other phases of the project.

For the Second MOU, on 30 March 2009, a written notice from Wangcheng Committee was received and Dickson Guangdong was informed to extend the date of signing of the formal contract of the Second MOU to further 6 months up to 30 July 2009. Other terms of the Second MOU remain unchanged and valid.

As mentioned above, the Group has been actively operating with a view to strengthening its business in the PRC for the Year and has been carrying out preliminary works for various construction projects. The Board considered that, in view of the uncertainty on the construction industry in the PRC and the keen competition brought by the consolidation of construction players in the market, it is in the interest of the Group to diverse its business scope to include project development so as to expand the Group's business by providing comprehensive service from construction to project development, thereby strengthening the Group's earning base.

Acquisition

On 11 September 2008, the Company entered into the acquisition agreement with the vendor and the guarantor regarding the proposed acquisition of the entire issued share capital and shareholder's loan of Dubella International Limited ("Dubella"). Dubella has an effective 35% equity interest in 湖州華創置業有限公司 ("Huzhou Huachuang"), a wholly foreign-owned enterprise holding the contractual interest in a piece of land situated in 中國太湖旅遊度假區, which is close to Xin Dou Gang in the East, leading to Bin He Road in the West, neighbouring Bin He Avenue in the South and to Tai Hu in the North in Huzhou City, Zhejiang Province, the PRC with a site area of approximately 254,604 square meters ("Huzhou Land"). Pursuant to the terms of the acquisition agreement, it was agreed that the consideration for the acquisition is HK$269,000,000, and would be settled as to HK$125,000,000 by cash and HK$144,000,000 by way of the issue of 1,200,000,000 consideration shares by the Company. A deposit of HK$75,000,000 (the "Deposit") has been paid by the Company on 11 September 2008 to the vendor as part of the consideration of the acquisition through internal resources.

According to the development scheme (subject to the approval of the relevant government authorities) on the Huzhou Land, it is originally planned to develop and construct on the Huzhou Land a composite project principally comprises hotel, convention and exhibition facilities, commercial and entertainment center, and apartments and townhouses with ancillary facilities.

However, based on the latest available information, the Company is informed that due to a modification of the overall zoning plan of the entire Taihu Tourist Resort district, the original development scheme on the Huzhou Land would need to be revised for other development scheme purpose. In light of the above, the Huzhou Land could not be developed as originally intended by the Company and the vendor at the time of signing of the acquisition agreement.

Due to the unexpected change of circumstances as described above, the Company and the vendor has discussed and mutually agreed not to proceed with the acquisition. On 15 October 2008, the Company and the vendor entered into the termination agreement to terminate the acquisition agreement.

Pursuant to the termination agreement, the vendor had agreed to repay the Deposit to the Company, together with any interest accrued at 3% per annum calculated from the date of payment of the Deposit by the Company to the date of repayment of the Deposit by the vendor to the Company, within 3 months from the date of signing of the termination agreement. The payment of the Deposit constituted an advance to an entity pursuant to Rule 13.13 of the Listing Rules at that time.

The vendor failed to repay the Deposit on time, and the Company kept negotiating with the vendor for further terms and conditions. On 24 March 2009, the Company and the vendor entered into supplemental agreement, the vendor had agreed to settle the Deposit into Renminbi at a rate of HK$1 to RMB0.88132 together with the accrued interest at 3% per annum calculated from the date of receipt of the Deposit and to the final payment date to one of subsidiaries of the Company. On 30 March 2009, RMB67,211,534 was received in total.

Mandatory Conditional General Offer

On 4 December 2008, the Company announced that there was a mandatory conditional general offer (the "Offer") to be undertaken and the Offer was completed on 4 February 2009. After the Offer, Richly Field was no longer controlling shareholder of the Company and was not beneficially interested in shares of the Company. Kenton Investments Development and City Focus Holdings Limited, which are wholly owned by Mr. Liao Chang, are beneficially interested in 3,360,000,000 shares of the Company representing 41.58% of the issued share capital of the Company on 4 February 2009.

Change of Company Name

At a special general meeting of the Company held on 26 March 2009, the shareholders, by special resolution, approved the change of English company name from "Dickson Group Holdings Limited" to "Richly Field China Development Limited" and the adoption of the new Chinese name "裕田中國發展有限公司" as the secondary name of the Company. The Board believed the change of company name provided the Company with a new corporate identity which reflected the change in the controlling shareholder of the Company.

FINANCIAL REVIEW

Results

Turnover for the year ended 31 March 2009 amounted to approximately HK$3,351,000 and the corresponding last year was approximately HK$11,037,000. Loss attributable to equity holders for the Year was approximately HK$16,805,000 compared with a profit of approximately HK$24,890,000 for the corresponding last year. Loss per share for the Year was HK0.3 cents compared with an earning per share of HK7.5 cents for the corresponding last year.

Liquidity and Capital Resources

During the Year, the Company has completed the subscription of 6,000,000,000 new shares by Richly Field and the issuance of 1,750,000,000 new shares to independent placees, raising net proceeds of approximately HK$300 million and HK$84 million respectively.

As at 31 March 2009, the Group's net assets amounted to approximately HK$277,872,000 as compared with net liabilities amounted to approximately HK$540,001,000 at 31 March 2008. As at 31 March 2009 the Group had net current assets of approximately HK$277,224,000 including cash and cash equivalents of approximately HK$193,303,000 as compared with net current liabilities of approximately HK$540,104,000 including cash and cash equivalents of approximately HK$40,323,000 at 31 March 2008. The Group's gearing ratio measured on the basis of the Group's total borrowings over the total equity as at 31 March 2009 was not applicable as the Group has no borrowings (31 March 2008: N/A).

The Group has no significant exposure to foreign currency fluctuation as cash balances, trade receivables and trade payables were denominated in Hong Kong dollars and Renminbi ("RMB").

Capital Commitment and Contingent Liabilities

As at 31 March 2009, the Group did not have any capital commitment compared to HK$30,169,000 as at 31 March 2008. There were no material contingent liabilities as at 31 March 2009.

Employees

As at 31 March 2009, the Group employed a total of 10 employees (excluding directors). The Group remunerates its employees based on their performance, working experience and prevailing market standards. Employee benefits include a medical insurance coverage and provident fund.

PROSPECTS

Through nearly a year of adjustment for the Group, the Board is confident that, with its strong support in the business and financial aspects, the Group will be able to achieve a substantial level of operations and gain a strong foothold in the PRC construction industry. Meanwhile, to rationalize our business structure, the Group will open up real estate development business and may also seek business opportunities in upstream and downstream business in areas such as real estate and construction.

The real estate market in the PRC has gradually shown a trend of sequential increase since the end of 2008. The domestic commodity residential market needs a release process for its vast amount of accumulated owner-occupied demand after a long adjustment period. The preferential policies of the PRC government in credit and taxation have also lowered the cost for residents purchasing their own home and supported the rebuilding of confidence in the commodity residential market, which have both provided certain reasonable explanations for the warmer real estate market in the PRC. However, considering that uncertainties still exist in the macro environment, the Group will continue to look for other investment opportunities which have promising potentials with the principle of "seizing opportunities selectively" so as to expand our business rationally and enhance our competitive advantage.

FINAL DIVIDEND

The Board does not recommend any final dividend for the year ended 31 March 2009 (31 March 2008: Nil).

* *for identification purposes only*

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities and other particulars of the subsidiaries are set out in note 30 to the financial statements.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 March 2009 are set out in the consolidated income statement on page 34 of the financial statements.

There will not be a payment of a final dividend for the year ended 31 March 2009. (31 March 2008: Nil)

CONTINGENT LIABILITIES

Details are set out in note 26 to the financial statements.

SHARE CAPITAL

Details of the authorised and issued share capital of the Company are set out in note 20 to the financial statements.

RESERVES

Details of the movements in the reserves of the Group and the Company during the Year are set out in the consolidated statement of changes in equity on page 38 and 39 and in note 21 to the financial statements respectively.

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 March 2009, the aggregate amount of turnover and purchases attributable to the Group's five largest customers and suppliers respectively represented 100% of the Group's total turnover and purchases.

To the best knowledge of the directors of the Company, none of the directors of the Company or any of their associates or shareholders had any beneficial interest in the Group's five largest customers and suppliers.

FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 74. This summary does not form part of the audited financial statements.

DIRECTORS

The directors of the Company during the Year and up to the date of this report were:

Executive Directors:
HE Guang *(appointed on 23 July 2008)*
YU Xing Bao *(appointed on 9 February 2009)*
WONG Kin Fai *(appointed on 23 July 2008)*
PANG Yuet *(appointed on 25 September 2008 and resigned on 6 February 2009)*
SUN Peng *(appointed on 23 July 2008 and resigned on 6 February 2009)*
ZHANG Yi *(appointed on 25 September 2008 and resigned on 6 February 2009)*
LIN Xiong *(resigned on 23 July 2008)*
CHIN Wai Kay, Geordie *(resigned on 23 July 2008)*

Non-executive Director:
GUO Dong *(appointed on 9 February 2009)*
GE Zemin *(appointed on 23 July 2008 and resigned on 20 February 2009)*

Independent Non-executive Directors:
CHAN Chi Yuen *(appointed on 20 February 2009)*
DAI Chang Jiu *(appointed on 20 February 2009)*
HE Chuan *(appointed on 20 February 2009)*
YUE Kwai Wa, Ken *(appointed on 23 July 2008 and resigned on 20 February 2009)*
LEI Jian *(appointed on 23 July 2008 and resigned on 20 February 2009)*
HEI Xue Yan *(appointed on 23 July 2008 and resigned on 20 February 2009)*
WONG Ying Sheung *(resigned on 23 July 2008)*

Pursuant to Bye-Law 99, Mr. He Guang and Wong Kin Fai will retire by rotation at the forthcoming annual general meeting and, being eligible, will be offering themselves for re-election.

Pursuant to Bye-Law 102B, Mr. Yu Xing Bao and Mr. Guo Dong will retire by rotation at the forthcoming annual general meeting and, being eligible, will be offering themselves for re-election.

The term of office of each non-executive director is not specified but subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the Bye-Laws of the Company.

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

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES AND UNDERLYING SHARES

As at 31 March 2009, the interests of the directors, the chief executives and their associates, in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) ("SFO")) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO) or, as recorded in the register maintained by the Company pursuant to Section 352 of the SFO, or otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transaction by Directors of Listed Companies, were as follows:

Long positions

Ordinary shares of HK$0.05 each of the Company

Name of director	Capacity	Number of issued ordinary shares held/ interested	Percentage of the issued share capital of the Company
He Guang *(Note 1)*	Held by controlled corporation	1,440,000,000	17.82%
Wong Kin Fai *(Note 2)*	Held by his spouse	30,000	Less than 0.01%

Note:

1) Sino Dynamics Investments Limited, which is the registered holder of 1,440,000,000 shares, is wholly owned by Mr. He Guang. Mr. He Guang is deemed to be interested in 1,440,000,000 shares under the SFO.

2) Mr. Wong Kin Fai is deemed to be interested in 30,000 shares held by his spouse under the SFO.

Save as disclosed above, none of the directors, the chief executive and their associates, had any interests or short positions in any shares, underlying shares or debenture of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were required to be recorded in the register kept by the Company under Section 352 of the SFO or otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transaction by Directors of Listed Companies as at 31 March 2009.

SUBSTANTIAL SHAREHOLDERS

As at 31 March 2009, other than the interests of certain directors as disclosed under the section headed "Directors' and chief executives' interests in shares and underlying shares" above, the interests and short positions of persons in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or, who is, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group, or substantial shareholders as recorded in the register of substantial shareholder required to be kept by the Company under Section 336 of the SFO were as follow:

Long positions

Name of shareholder	Capacity	Number of issued ordinary shares held/ interested	Percentage of the issued share capital of the Company
Sino Dynamics Investments Limited *(Note 1)*	Registered owner	1,440,000,000	17.82%
Liao Chang *(Note 2)*	Held by controlled corporation	3,360,000,000	41.58%
Kenton Investments Development Limited *(Note 2)*	Registered owner	1,920,000,000	23.76%
City Focus Holdings Limited *(Note 2)*	Registered owner	1,440,000,000	17.82%
Zhang Wei *(Note 3)*	Held by controlled corporation	500,000,000	6.19%
Primestar Group Holdings Limited *(Note 3)*	Registered owner	500,000,000	6.19%

Notes:

1) Sino Dynamics Investments Limited, which is the registered holder of 1,440,000,000 shares, is wholly owned by Mr. He Guang.

2) Kenton Investments Development Limited and City Focus Holdings Limited are both wholly and beneficially owned by Mr. Liao Chang.

3) Primestar Group Holdings Limited is wholly owned by Ms. Zhang Wei.

Save as disclosed above, as at 31 March 2009, no person (other than the directors of the Company) who had an interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or, who is, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group, or any other substantial shareholders whose interests or short positions were recorded in the register required to be kept by the Company under Section 336 of the SFO.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

To the best knowledge of the Board, 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 directors or their respective spouse or minor children, or were any such rights exercised by them, or was the Company or any of its subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

DIRECTORS' INTEREST IN CONTRACTS OF SIGNIFICANCE AND CONNECTED PARTY TRANSACTIONS

Having made all reasonable enquiries and based on the available books and records, the Board is not aware of any material interest in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the Year.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at the date of this report, none of the directors, the shareholders of the Company and their respective associates had any interest in a business which causes or may cause a significant competition with the business of the Group and any other conflicts of interest which any such person has or may have with the Group.

RELATED PARTY TRANSACTIONS

Details of the related party transactions are set out in note 23 to the financial statements.

MANAGEMENT CONTRACTS

The Board is not aware of any contract during the Year entered into with the management and administration of the whole or any substantial part of the business of the Company.

RETIREMENT BENEFIT SCHEMES

Details of the retirement benefit schemes are set out in note 22 to the financial statements.

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

During the Year, the Company and any of its subsidiaries did not purchase, sell or redeem any of the Company's listed shares.

PRE-EMPTIVE RIGHTS

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

PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the directors, the Company has maintained a sufficient public float as required under the Listing Rules during the Year and up to the date of this report.

RESUMPTION OF TRADING

Trading in the shares of the company on the Main Board of the Stock Exchange has been suspended since 30 December 2005, and resumed for trading on 28 July 2008.

AUDITORS

The financial statements for the year ended 31 March 2009 were audited by NCN CPA Limited who were appointed as auditors of the Company to fill the vacancy caused by the resignation of Shu Lun Pau Horwath Hong Kong CPA Limited on 7 November 2008. A resolution for their re-appointment as auditors of the Company will be proposed at the forthcoming annual general meeting.

On behalf of the Board

He Guang
Chairman

Hong Kong, 10 July 2009

CORPORATE GOVERNANCE PRACTICES

Following the issue of the Code on Corporate Governance Practices (the "CG Code"), as set out in Appendix 14 of the Listing Rules, the Company has carefully reviewed and considered its provisions, and carried out a detailed analysis on the corporate governance practices of the Company which against the requirements of the CG Code.

The period from 1 April 2008 to 23 July 2008 was under the control of Liquidators, the Board was unable to comment as to whether the Company has complied with the CG Code throughout that period.

After 23 July 2008, the Company was in compliance with the CG Code including the new provisions which were taken effect from 1 January 2009, except for the following deviations:

Code Provision A.2.1

This provision states that the roles of chairman and chief executive officer should be separated and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive officer should be clearly established and set out in writing.

Mr. He Guang assumes the role of chairman, and there is no other person designated as chief executive officer. The Board believes that this structure helps maintain strong and effective leadership and leads to a highly efficient decision making process. The Board will review this situation periodically.

Code Provision A.4.1

This provision requires the non-executive directors should be appointed for specific terms, subject to re-election at the general meeting of the Company. Currently, all the non-executive directors are not appointed for a specific term but are subject to retirement by rotation and re-election at the forthcoming annual general meeting in accordance with the Company's Bye-Laws. As such, the Board considers that sufficient measures have been taken to ensure that the Company's corporate governance practices are no less exacting that in the CG Code.

Code Provision E.1.2

This provision requires the chairman of the Board to attend the annual general meeting (the "AGM") and arrange for the chairman of the audit, remuneration and nomination committees (as appropriate) or in the absence of the chairman of such committees, another member of the committee to be available to answer questions at the AGM.

The chairman of the Board had not attended the AGM held on 29 August 2008 as he was engaged in an important business meeting overseas. The said AGM was chaired by an executive director.

BOARD OF DIRECTORS

Composition

As at the date of this report, the Board comprises of seven directors including three executive directors, one non-executive director, and three independent non-executive directors.

The Board is responsible for the leadership and control of the Company and oversees the Company's businesses, investment and strategic decisions and performance. In addition, the Board has also delegated various responsibilities to the board committees. Further details of these board committees are set out in this report.

Executive Directors:
HE Guang
YU Xing Bao
WONG Kin Fai

Non-executive Director:
GUO Dong

Independent Non-executive Directors:
CHAN Chi Yuen
DAI Chang Jiu
HE Chuan

The Board members have no financial, business, family or other material/relevant relationships with each other. The biographical information of the directors are set out on pages 28 to 30 under the section headed "Biographical Details of Directors".

Chairman

The role of the chairman of the Company takes the lead in formulating overall strategies and policies of the Company; ensures the effective performance by the Board of its functions, including compliance with good corporate governance practices and encourages and facilitates active contribution of directors in Board activities. He also ensures that all directors are properly briefed on issues arising at Board meetings and have received adequate, complete and reliable information in a timely manner with the assistance of the company secretary.

Executive Directors

The executive directors are responsible for running the Company and executing the strategies adopted by the Board. They lead the Company's management team in accordance with the directions set by the Board and are responsible for ensuring that proper internal control system is in place and the Company's business conforms to applicable laws and regulations.

Non-executive Director and independent non-executive Directors

The non-executive director and the independent non-executive directors serve the important function of ensuring and monitoring the basis for an effective corporate governance framework.

Their participations provide adequate checks and balances to safeguard the interests of the Company and its shareholders. The Board consists of three independent non-executive directors and one of them has appropriate professional qualifications or accounting or related financial management expertise. The Company has received from each of the independent non-executive directors a confirmation of independence for the Year pursuant to Rule 3.13 of the Listing Rules.

On this basis, the Board considers all such directors to be independent.

Board Meetings

During the financial year ended 31 March 2009, the Board held nineteen regular/special Board meetings.

The attendance of each member at the Board meetings is set out below:

Name	Number of meetings attended/Total
Executive Directors:	
He Guang *(Chairman) (appointed on 23 July 2008)*	19/19
Yu Xing Bao *(appointed on 9 February 2009)*	3/3
Wong Kin Fai *(appointed on 23 July 2008)*	19/19
Pang Yuet *(appointed on 25 September 2008 and resigned on 6 February 2009)*	11/11
Sun Peng *(appointed on 23 July 2008 and resigned on 6 February 2009)*	15/16
Zhang Yi *(appointed on 25 September 2008 and resigned on 6 February 2009)*	11/11
Non-executive Director:	
Guo Dong *(appointed on 9 February 2009)*	3/3
Ge Zemin *(appointed on 23 July 2008 and resigned on 20 February 2009)*	12/16
Independent Non-executive Directors:	
Chan Chi Yuen *(appointed on 20 February 2009)*	2/2
Dai Chang Jiu *(appointed on 20 February 2009)*	2/2
He Chuan *(appointed on 20 February 2009)*	2/2
Yue Kwai Wa, Ken *(appointed on 23 July 2008 and resigned on 20 February 2009)*	14/16
Lei Jian *(appointed on 23 July 2008 and resigned on 20 February 2009)*	15/16
Hei Xue Yan *(appointed on 23 July 2008 and resigned on 20 February 2009)*	15/16

Board minutes are kept by the company secretary and are open for inspection by the directors. Every Board member is entitled to have access to Board papers and related materials and has unrestricted access to the advice and services of the company secretary, and has the liberty to seek external professional advice if so required.

TRAINING FOR DIRECTORS

Each newly appointed director receives comprehensive, formal induction to ensure that he/she has appropriate understanding of the business and his/her responsibilities and obligations under the Listing Rules and relevant regulatory requirements.

DIRECTOR'S SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 of the Listing Rules (the "Model Code") as the code of conduct regarding securities transactions by the directors.

The period from 1 April 2008 to 23 July 2008 was under the control of Liquidators, the Board was unable to confirm that all resigned directors have complied with the Model Code throughout that period.

The Board confirmed that all the existing directors have complied with the required standard set out in the Model Code after 23 July 2008.

AUDIT COMMITTEE

The audit committee (the "Audit Committee") has been established by the Board. The Audit Committee currently comprises three independent non-executive directors. The Audit Committee will meet at least twice a year. The Audit Committee is mainly responsible for overseeing the Company's financial reporting system and internal control procedures; making recommendations to the Board in the appointment and removal of the external auditors and to approve the remuneration and terms of engagement of the external auditors, and any questions of resignation or dismissal of such auditors; and reviewing the interim and annual reports and accounts of the Company.

During the Year, the Audit Committee held two meetings. Details of attendance are set out below:

Name	**Number of meetings members attended/Total**
Chan Chi Yuen *(Chairman) (appointed on 20 February 2009)*	Not applicable
Dai Chang Jiu *(appointed on 20 February 2009)*	Not applicable
He Chuan *(appointed on 20 February 2009)*	Not applicable
Yue Kwai Wa, Ken *(appointed on 23 July 2008 and resigned on 20 February 2009)*	2/2
Lei Jian *(appointed on 23 July 2008 and resigned on 20 February 2009)*	2/2
Hei Xue Yan *(appointed on 23 July 2008 and resigned on 20 February 2009)*	2/2

REMUNERATION COMMITTEE

The Company established a remuneration committee (the "Remuneration Committee") which consists of one executor director and three independent non-executive directors. The Remuneration Committee is mainly responsible for making recommendations to the Board on the Company's remuneration policy for directors and senior management, and overseeing the remuneration packages of the executive directors, and senior management.

During the Year, the Remuneration Committee held three meetings to discuss about the remuneration package of directors. Details of attendance are set out below:

Name	Number of meetings members attended/Total
Executive Director:	
He Guang *(Chairman) (appointed on 23 July 2008)*	2/3
Pang Yuet *(appointed on 25 September 2008 and resigned on 6 February 2009)*	1/3
Independent Non-executive Directors:	
Chan Chi Yuen *(appointed on 20 February 2009)*	Not applicable
Dai Chang Jiu *(appointed on 20 February 2009)*	Not applicable
He Chuan *(appointed on 20 February 2009)*	Not applicable
Yue Kwai Wa, Ken *(appointed on 23 July 2008 and resigned on 20 February 2009)*	3/3
Lei Jian *(appointed on 23 July 2008 and resigned on 20 February 2009)*	3/3
Hei Xue Yan *(appointed on 23 July 2008 and resigned on 20 February 2009)*	3/3

DIRECTORS' REMUNERATION

Mr. Yu Xing Bao, Mr. Guo Dong, Mr. Chan Chi Yuen, Mr. Dai Chang Jiu and Dr. He Chuan are entitled to a monthly director's fee of HK$40,000, HK$12,500, HK$12,500, HK$12,500 and HK$12,500 respectively with effect from 1 June 2009. The monthly director's fee for Mr. He Guang and Mr. Wong Kin Fai remains unchanged of HK$40,000.

NOMINATION COMMITTEE

In considering the nomination of new directors, the Board will take into account the qualification, ability, working experience, leadership and professional ethics of the candidates, especially their experience in the investment business and/or other professional areas.

Furthermore, as the full Board is responsible for the selection and approval of candidate for appointment as director to the Board, therefore the Company has not established a nomination committee for the time being.

DIRECTORS RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The Board acknowledges its responsibility to prepare the Company's financial statements for each financial period and to ensure that the financial statements are in accordance with statutory requirements and applicable accounting standards. The Board also ensures the timely publication of the financial statements. The directors, having made appropriate enquiries, confirm that they are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

The statements of the auditors of the Company regarding their responsibilities on the financial statements is set out in the Independent Auditors' Report on pages 31 to 33 of this annual report.

INTERNAL CONTROL

The Board has overall responsibilities for maintaining sound and effective internal control system of the Company. The Board has delegated to the management the implementation of such systems of internal controls as well as the review of relevant financial, operational and compliance controls and risk management procedures. The Audit Committee composites member of the management was established for conducting a review of the internal control of the Company which cover the material controls including financial, operational and compliance controls and risk management functions. Procedures have been set up, inter alia, for safeguarding assets against unauthorized use or disposition, controlling over capital expenditure, maintaining proper accounting records and ensuring the reliability of financial information used for business and publication.

The management throughout the Company maintains and monitors the internal control system on an ongoing basis. No material issue but areas for improvement had been identified and appropriate measures had been taken. Also the Board considered that the resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget are adequacy.

AUDITORS' REMUNERATION

During the Year under review, the remuneration in respect of audit and non-audit services provided by the Company's auditors is set out below:

Services rendered	Fee paid/payable
	HK$'000
Audit services	250
Non-audit services	170

INVESTOR RELATIONS

During the Year, the Company has proactively enhanced its corporate transparency and communications with its shareholders and the investment community through its mandatory interim and final reports announcement. Through the timely distribution of press releases, the Company has also kept the public abreast of its latest developments.

COMMUNICATION WITH SHAREHOLDERS

The annual general meeting provides a useful forum for shareholders to exchange views with the Board. The Chairman as well as Chairman of the Audit and Remuneration Committees and members of the Committees are pleased to answer shareholders' questions. Separate resolutions are proposed at general meetings on each substantially separate issue, including the election of individual directors. All the announcements and circulars are published on the Company's website (http://www.equitynet.com.hk/richlyfield) and on the website of the Stock Exchange (http://www.hkexnews.hk).

EXECUTIVE DIRECTORS

Mr. HE Guang ("Mr. He")

Mr. He, aged 50, was appointed as an executive director of the Company on 23 July 2008. Mr. He was an executive director and vice-president of Beijing Capital Land Limited (stock code: 2868) from December 2002 to December 2008. In the past, Mr. He was responsible for project management in the New Rank Group in Hong Kong since 1998. During the period from late 1996 to 1998, he worked as a senior engineer for C.M. Wong Associates Limited in Hong Kong, which is a firm of consulting engineers specializing in structural and geo-technical engineering projects. He has also worked as a senior architect and engineer for TCL Construction Development Limited in Canada from May 1996 to December 1996 and was responsible for designing several development projects in Canada and in Hong Kong. Prior to his position at Beijing Capital Land Limited, Mr. He also served as a member of the senior management of Beijing Rongjin Real Estate Development Company Limited, a PRC property development company. Mr. He has 22 years of experience in architectural engineering and obtained his doctorate in civil engineering from the University of Montreal, Canada in 1996.

Mr. YU Xing Bao ("Mr. Yu")

Mr. Yu, aged 44, was appointed as an executive director of the Company on 9 February 2009. Mr. Yu is a certified public accountant in the PRC. Mr. Yu was an independent non-executive director of Beijing Capital Land Limited (stock code: 2868) from May 2004 to December 2008. Mr. Yu obtained his bachelor degree from Shanghai University of Finance & Economics in 1987 and his master degree in business administration from Tsinghua University in 2005. Mr. Yu has previously worked for SheKou ZhongHua Certified Public Accountants in Shenzhen, and the China office of American Appraisal Hong Kong Limited. From 1996, Mr. Yu served as the legal representative and chief accountant of Beijing ZhongRuiJia Certified Public Accountants. Since 2000, Mr. Yu has been serving as the legal representative and chief accountant of Ascenda Certified Accountants (Beijing). Mr. Yu was appointed as a director of Dickson Construction Engineering (Guangdong) Limited, which is the wholly-owned subsidiary of the Company, on 10 December 2008.

Mr. WONG Kin Fai ("Mr. Wong")

Mr. Wong, aged 41, was appointed as an executive director of the Company on 23 July 2008. Mr. Wong is a qualified cost engineer practising in quantity surveying and project management. He has over 10 years of experience in the construction industry and is principally engaged in the provision of consultancy services to construction projects in Hong Kong and the PRC. Mr. Wong obtained a master of science degree in engineering business management from the University of Warwick in 1993 and a postgraduate diploma in quantity surveying from the University of Hong Kong in 1997. He is an accredited Quantity Surveyor with the Academy of Experts (England).

NON-EXECUTIVE DIRECTOR

Mr. GUO Dong ("Mr. Guo")

Mr. Guo, aged 36, was appointed a non-executive director of the Company on 9 February 2009. Mr. Guo obtained his bachelor degree in science from Shanghai Maritime University in 1996 and bachelor degree in law from Tsinghua University in 2001. In 2006, Mr. Guo finished his postgraduate studies in Industrial Economics in Central University of Finance and Economics. Since 2002, Mr. Guo has been a practising lawyer in PRC and has five years' experience in practising law. Mr. Guo is the director and secretary of the board of directors of 江西四特酒有限責任公司 (Jiangxi Saint Liquor Co., Ltd*). Mr. Gao has 3 years of experience in management.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. CHAN Chi Yuen ("Mr. Chan")

Mr. Chan, aged 42, was appointed as an independent non-executive director of the Company on 20 February 2009. Mr. Chan holds a bachelor degree with honours in business administration and a master of science degree in corporate governance and directorship. He is a fellow member of The Hong Kong Institute of Certified Public Accountants and The Association of Chartered Certified Accountants and is an associate member of The Institute of Chartered Accountants in England and Wales. Mr. Chan is a practicing certified public accountant and has extensive experience in financial management, corporate finance and corporate governance.

Mr. Chan is currently an executive director of Kong Sun Holdings Limited (stock code: 295) and an independent non-executive director of China Sciences Conservational Power Limited (stock code: 351), Hong Kong Health Check and Laboratory Holdings Company Limited (stock code: 397), Premium Land Limited (stock code: 164) and Superb Summit International Timber Company Limited (stock code: 1228). Mr. Chan was an executive director of New Times Group Holdings Limited (stock code: 166) since May 2006 and was re-designated as a non-executive director from October 2006 onwards. He was also an executive director of Amax Entertainment Holdings Limited (stock code: 959) from August 2005 to January 2009 and China E-Learning Group Limited (formerly known as "Prosticks International Holdings Limited") (stock code: 8055) from July 2007 to September 2008 and an independent non-executive director of Golden Resorts Group Limited (stock code: 1031) from September 2004 to October 2005.

Mr. DAI Chang Jiu ("Mr. Dai")

Mr. Dai, aged 46, was appointed as an independent non-executive director of the Company on 20 February 2009. Mr. Dai holds a bachelor degree in law from the Department of Political Education of Anhui Normal University, an L.L.M. degree from Southwest University of Political Science & Law and an EMBA degree from 法國巴黎高等商科學校. Mr. Dai worked with the Department of Treaty and Law of the Ministry of Finance for more than 7 years and Shenzhen Zhongzhou Certified Public Accountants for about 1 year. Since February 1996, he has been a partner of Beijing Forever Law Firm.

Dr. HE Chuan ("Dr. He")

Dr. He, aged 45, was appointed as an independent non-executive director of the Company on 20 February 2009. Dr. He is a professor and national A-class registered architect. Dr. He graduated from the Department of Architecture in Xi'an Institute of Metallurgy & Construction Engineering with a bachelor degree in architecture in 1984 and the Department of Architecture in Southeast University with a PhD degree in architecture in 1995. Dr. He is currently a professor of College of Architecture and Urban Planning in Shenzhen University. He has devoted to architecture design, teaching, research and real estate planning for more than 20 years.

* *for identification purposes only*

TO THE SHAREHOLDERS OF
RICHLY FIELD CHINA DEVELOPMENT LIMITED
(FORMERLY KNOWN AS DICKSON GROUP HOLDINGS LIMITED)
(incorporated in the Cayman Islands and continued in Bermuda with limited liability)

We have audited the consolidated financial statements of Richly Field China Development Limited (formerly known as Dickson Group Holdings Limited) set out on pages 34 to 73, which comprise the consolidated and company balance sheets as at 31 March 2009, 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 consolidated financial statements based on our audit and to report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated 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 consolidated 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 consolidated financial statements.

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

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 March 2009 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.

EMPHASIS OF MATTER

Without qualifying our opinion, we draw attention to the fact that the audit opinion dated 15 July 2008 on the financial statements of the Company and of the Group for the year ended 31 March 2008 was disclaimed for the scope limitations based on reasons summarised in the basis for disclaimer of opinion section therein, therefore the comparative amounts shown in these consolidated financial statements may not be comparable with the amounts for the current year. The scope limitations referred therein were principally resolved upon the completion of the Group Restructuring during the current year and thus they no longer had any major impact on the current year's consolidated financial statements.

NCN CPA LIMITED
Certified Public Accountants
Fung Pui Cheung
Practising Certificate Number P00755

20/F., Hong Kong Trade Centre,
161-167 Des Voeux Road,
Central, Hong Kong,
Hong Kong S.A.R., China
10 July 2009

CONSOLIDATED INCOME STATEMENT

For the year ended 31 March 2009

	Notes	**2009**	2008
		HK$'000	*HK$'000*
Turnover	6	**3,351**	11,037
Cost of sales		**(3,053)**	(8,737)
Gross profit		**298**	2,300
Other revenue	6	**2,174**	1,930
Administrative expenses		**(19,277)**	(8,435)
Operating loss		**(16,805)**	(4,205)
Finance costs	7	**–**	(1,053)
Impairment of amount due from a jointly controlled entity		**–**	(1,896)
Gain on disposal of available-for-sale investment		**–**	30,611
Write-back of impairment loss on trade and other receivables		**–**	1,433
(Loss)/profit before taxation	8	**(16,805)**	24,890
Income tax	9	**–**	–
(Loss)/profit for the year		**(16,805)**	24,890
Dividend	11	**–**	–
(Loss)/earnings per share			
– Basic	12	**(0.3) cents**	7.5 cents
– Diluted	12	**N/A**	N/A

CONSOLIDATED BALANCE SHEET

As at 31 March 2009

	Notes	2009 HK$'000	2008 HK$'000
ASSETS AND LIABILITIES			
Non-current assets			
Property, plant and equipment	13	**648**	497
Current assets			
Trade and other receivables	15	**86,493**	2,201
Cash and bank balances		**193,303**	40,323
		279,796	42,524
Current liabilities			
Trade and other payables	16	**2,572**	403,882
Bank and other borrowings	17	**–**	171,207
Convertible notes	18	**–**	4,183
Tax payable		**–**	3,356
		2,572	582,628
Net current assets/(liabilities)		**277,224**	(540,104)
Total assets less current liabilities		**277,872**	(539,607)
Non-current liabilities			
Amounts due to unconsolidated subsidiaries		**–**	394
Net assets/(liabilities)		**277,872**	(540,001)

CONSOLIDATED BALANCE SHEET

As at 31 March 2009

	Notes	**2009**	2008
		HK$'000	*HK$'000*
EQUITY			
Share capital	20	**404,044**	16,544
Reserves		**(126,172)**	(556,545)
Total equity		**277,872**	(540,001)

Approved and authorised for issue by the board of directors on 10 July 2009.

He Guang
Executive Director

Wong Kin Fai
Executive Director

BALANCE SHEET

As at 31 March 2009

	Notes	**2009**	2008
		HK$'000	*HK$'000*
ASSETS AND LIABILITIES			
Non-current assets			
Property, plant and equipment	13	**48**	–
Interests in subsidiaries	14	**188,688**	3,600
		188,736	3,600
Current assets			
Trade and other receivables	15	**825**	–
Cash and bank balances		**88,181**	280
		89,006	280
Current liabilities			
Trade and other payables	16	**250**	2,569
Bank and other borrowings	17	**–**	30,618
Convertible notes	18	**–**	4,183
		250	37,370
Net current assets/(liabilities)		**88,756**	(37,090)
Total assets less current liabilities		**277,492**	(33,490)
Non-current liabilities			
Amounts due to subsidiaries		**–**	340,463
Net assets/(liabilities)		**277,492**	(373,953)
EQUITY			
Share capital	20	**404,044**	16,544
Reserves	21	**(126,552)**	(390,497)
Total equity		**277,492**	(373,953)

Approved and authorised for issue by the board of directors on 10 July 2009.

He Guang	**Wong Kin Fai**
Executive Director	*Executive Director*

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Share capital (note 20)	Share premium	Contributed surplus	Capital redemption reserve	Translation reserve	Merger reserve	Available-for-sale investment revaluation reserve	Reorganisation reserve	Accumulated losses	Total equity
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
At 1 April 2007	16,544	142,131	69,476	109	391	1,650	(680)	–	(795,276)	(565,655)
Exchange differences arising on translation of overseas operations	–	–	–	–	84	–	–	–	–	84
Release on disposal	–	–	–	–	–	–	680	–	–	680
Total income and expense for the year recognised directly in equity	–	–	–	–	84	–	680	–	–	764
Profit for the year	–	–	–	–	–	–	–	–	24,890	24,890
At 31 March 2008 and 1 April 2008	16,544	142,131	69,476	109	475	1,650	–	–	(770,386)	(540,001)
Exchange differences arising on translation of overseas operations	–	–	–	–	705	–	–	–	–	705
Total income and expense for the year recognised directly in equity	–	–	–	–	705	–	–	–	–	705
Issue of new shares by way of subscription	300,000	–	–	–	–	–	–	–	–	300,000
Issue of new shares by way of placing	87,500	(2,625)	–	–	–	–	–	–	–	84,875
Transfer upon reorganisation	–	–	–	–	–	(1,650)	–	450,748	–	449,098
Loss for the year	–	–	–	–	–	–	–	–	(16,805)	(16,805)
At 31 March 2009	404,044	139,506*	69,476*	109*	1,180*	–*	–*	450,748*	(787,191)*	277,872

The share premium represents the difference between the nominal amount of share capital and amounts received on issue of shares.

The contributed surplus represents the surplus arising on reduction of paid up capital during the year ended 31 March 2004.

The reorganisation reserve represents the carrying amount of net liabilities of subsidiaries, net of expenses, being disposed of under the schemes of arrangement under section 166 of the Hong Kong Companies Ordinance (Cap 32 of the Laws of Hong Kong) and section 99 of the Companies Act 1981 of Bermuda (as amended time to time). Both schemes of arrangement were sanctioned by the High Court of Hong Kong and the Supreme Court of Bermuda on 27 May 2008 and 13 June 2008 respectively.

* These reserve accounts comprise the consolidated reserves of HK$126,172,000 (2008: HK$556,545,000) in the consolidated balance sheet.

CONSOLIDATED CASH FLOW STATEMENT

For the year ended 31 March 2009

	Notes	**2009**	2008
		HK$'000	*HK$'000*
Operating activities			
(Loss)/profit before taxation		**(16,805)**	24,890
Adjustments for:			
Depreciation		**150**	39
Loss on disposal of property, plant and equipment		**84**	–
Impairment of amount due from a jointly controlled entity		**–**	1,896
Gain on disposal of available-for-sale investment		**–**	(30,611)
Write-back of impairment loss on trade and other receivables and amounts due from customers for contract work		**–**	(1,433)
Impairment loss on other receivables		**1,180**	–
Interest income		**(1,492)**	(293)
Finance costs		**–**	1,053
Exchange fluctuation		**691**	84
Operating cash flows before working capital changes		**(16,192)**	(4,375)
Increase in trade and other receivables		**(87,606)**	(768)
(Decrease)/increase in trade and other payables		**(1,386)**	1,449
Cash used in operations		**(105,184)**	(3,694)
Interest paid		**–**	(1,053)
Net cash used in operating activities		**(105,184)**	(4,747)

	Notes	2009	2008
		HK$'000	*HK$'000*
Investing activities			
Interest received		**1,492**	293
Proceeds from disposal of available-for-sale investment		**–**	39,467
Payments to acquire property, plant and equipment		**(368)**	(536)
Cash outflow on restructuring	24	**(127,835)**	–
Net cash (used in)/generated from investing activities		**(126,711)**	39,224
Financing activities			
Issue of shares		**384,875**	–
Proceeds from new borrowings		**–**	11,052
Repayment of borrowings		**–**	(7,059)
Net cash generated from financing activities		**384,875**	3,993
Net increase in cash and cash equivalents		**152,980**	38,470
Cash and cash equivalents at beginning of year		**40,323**	1,853
Cash and cash equivalents at end of year		**193,303**	40,323
Analysis of balances of cash and cash equivalents			
Cash and bank balances		**193,303**	40,323

1. General information

The Company was originally incorporated in the Cayman Islands on 10 September 1990 but re-domiciled to Bermuda on 11 February 2004 with limited liability and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited. The addresses of the registered office and principal place of business of the Company are disclosed in the Corporate Information section of this annual report.

The financial statements are presented in Hong Kong dollars, the functional currency of the Company.

The Company is engaged in investment holding and the Group is engaged in the construction business. The activities of the subsidiaries are set out in note 30 to the financial statements.

2. Corporate restructuring

A restructuring proposal of the Group was submitted by Richly Field Group Limited and the Liquidators of the Company on 30 August 2007. The restructuring proposal involves cash injection by Richly Field Group Limited through subscription of new shares and placing of new shares of approximately HK$387.5 million of which an amount of HK$75 million would be used to settle the creditors of the Company, resulting in discharging and waiving the Group's indebtedness.

On 23 April 2008, the Company convened a special general meeting in which all the resolutions regarding the implementation of the restructuring were duly and unanimously passed by the shareholders of the Company.

During the year, following the passing of the Hong Kong Scheme and the Bermuda Scheme under the restructuring proposal by the requisite majorities of creditors of the Company, the Hong Kong Court and the Supreme Court of Bermuda Court sanctioned the Schemes.

The winding up order against the Company was permanently stayed effective on 23 July 2008 and the Liquidators of the Company were discharged with effect from 23 July 2008.

Upon completion of the restructuring proposal, the entire interest of all the Company's subsidiaries, except for Dickson Construction Engineering (Guang Dong) Limited, was transferred.

Details of the above have been disclosed in the Company's announcement dated 23 July 2008.

3. Application of New and Revised Hong Kong Financial Reporting Standards ("HKFRSs")

In the current year, the Group has applied for the first time a number of new standards, amendment and interpretations ("new HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), which are or have become effective, as follows:

HKAS 39 & HKFRS 7 (Amendments)	Reclassification of Financial Assets
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 application of the new HKFRSs has no material effect on how the results and financial position for the current or prior accounting periods have been prepared and presented. Accordingly, no prior period adjustment has been required.

The Group has not early applied the following new and revised standards, amendments or interpretations that have been issued but not yet effective.

HKFRSs (Amendments)	Improvements to HKFRSs[1]
HKFRSs (Amendments)	Improvements to HKFRSs 2009[2]
HKAS 1 (Revised)	Presentation of Financial Statements[3]
HKAS 23 (Revised)	Borrowing Costs[3]
HKAS 27 (Revised)	Consolidated and Separate Financial Statements[4]
HKAS 32 & 1 (Amendments)	Puttable Financial Instruments and Obligations Arising on Liquidation[3]
HKAS 39 (Amendments)	Eligible Hedged Items[4]
HKFRS 1 & HKAS 27 (Amendments)	Cost of an Investment in a Subsidiary, Jointly Controlled Entity or an Associate[3]
HKFRS 2 (Amendment)	Vesting Conditions and Cancellations[3]
HKFRS 3 (Revised)	Business Combinations[4]
HKFRS 7 (Amendments)	Improving Disclosures about financial instruments[3]
HKFRS 8	Operating Segments[3]
HK(IFRIC) – Int 9 & HKAS 39 (Amendments)	Reassessment of Embedded Derivatives[5]
HK(IFRIC) – Int 13	Customer Loyalty Programmes[6]
HK(IFRIC) – Int 15	Agreements for the Construction of Real Estate[3]
HK(IFRIC) – Int 16	Hedges of a Net Investment in a Foreign Operation[7]
HK(IFRIC) – Int 17	Distributions of Non-cash Assets to Owners[4]
HK(IFRIC) – Int 18	Transfer of Assets from Customers[8]

3. Application of New and Revised Hong Kong Financial Reporting Standards ("HKFRSs") (continued)

[1] Effective for annual periods beginning on or after 1 January 2009 except for the amendments to HKFRS 5, effective for annual periods beginning on or after 1 July 2009
[2] Effective for annual periods beginning on or after 1 January 2009, 1 July 2009 and 1 January 2010, as appropriate
[3] Effective for annual periods beginning on or after 1 January 2009
[4] Effective for annual periods beginning on or after 1 July 2009
[5] Effective for annual periods ending on or after 30 June 2009
[6] Effective for annual periods beginning on or after 1 July 2008
[7] Effective for annual periods beginning on or after 1 October 2008
[8] Effective for transfers of assets from customers received on or after 1 July 2009

The applications of HKFRS 3 (Revised) may affect the accounting for business combination for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after 1 July 2009. HKAS 27 (Revised) will affect the accounting treatment for changes in a parent's ownership interest in a subsidiary. The directors of the Company anticipate that the application of the other new and revised standards, amendments or interpretations will have no material impact on the results and the financial position of the Group.

4. Significant accounting policies

The financial statements have been prepared in accordance with HKFRSs, issued by the HKICPA. In addition, the financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and by the Hong Kong Companies Ordinance.

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

A summary of the significant accounting policies adopted by the Group is set out below.

(a) Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries (entities controlled by the Company). Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated income statement from the effective date of acquisition or up to the effective date of disposal, as appropriate.

4. Significant accounting policies (continued)

(a) Basis of consolidation (continued)

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

All intra-group transactions, balances, income and expenses are eliminated on consolidation.

Minority interests in the net assets of consolidated subsidiaries are identified separately from the Group's equity therein. Minority interests in the net assets consist of the amount of those interests at the date of the original business combination and the minority's share of changes in equity since the date of the combination. Losses applicable to the minority in excess of the minority's interest in the subsidiary's equity are allocated against the interests of the Group except to the extent that the minority has a binding obligation and is able to make an additional investment to cover the losses.

(b) Business combinations

The acquisition of subsidiaries is accounted for using the purchase method. The cost of the acquisition is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree, plus any costs directly attributable to the business combination. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under HKFRS 3 Business Combinations are recognised at their fair values at the acquisition date, except for non-current assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations, which are recognised and measured at fair value less costs to sell.

Goodwill arising on acquisition is recognised as an asset and initially measured at cost, being the excess of the cost of the business combination over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognised. If, after reassessment, the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities exceeds the cost of the business combination, the excess is recognised immediately in profit or loss.

The interest of minority shareholders in the acquiree is initially measured at the minority's proportion of the net fair value of the assets, liabilities and contingent liabilities recognised.

4. Significant accounting policies (continued)

(c) *Goodwill*

Goodwill arising on an acquisition of a subsidiary represents the excess of the cost of acquisition over the Group's interest in the fair value of the identifiable assets and liabilities of the relevant subsidiary at the date of acquisition. Goodwill arising on an acquisition of an associate or a jointly controlled entity represents the excess of the cost of acquisition over the Group's share of the relevant associate's or jointly controlled entity's net assets at the date of acquisition.

Capitalised goodwill is presented separately in the consolidated balance sheet and is carried at cost less any accumulated impairment losses.

For the purposes of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the acquisition. A cash-generating unit to which goodwill has been allocated is tested for impairment annually, and whenever there is an indication that the unit may be impaired. For goodwill arising on an acquisition in a financial year, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that financial year. When the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated to reduce the carrying amount of any goodwill allocated to the unit first, and then to the other assets of the unit pro rata on the basis of the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in the consolidated income statement. An impairment loss for goodwill is not reversed in subsequent periods.

On subsequent disposal of a subsidiary, an associate or a jointly controlled entity, the attributable amount of goodwill capitalised is included in the determination of the amount of profit or loss on disposal.

(d) *Investments in subsidiaries*

A subsidiary is an entity controlled by the Company. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that presently are exercisable are taken into account.

In the Company's balance sheet, investments in subsidiaries are stated at cost less any impairment losses, unless it is classified as held for sale.

4. Significant accounting policies (continued)

(e) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for services provided in the normal course of business, net of discounts and sales related taxes:

(i) Revenue from construction contracts, on the percentage of completion basis, as further explained in the accounting policy for "Construction contracts" below;

(ii) Revenue from rendering of contract services, on the percentage of completion basis, as further explained in the accounting policy for "Contracts for services" below; and

(iii) Interest income is accrued on a time-apportioned basis by reference to the principal outstanding using the effective interest method.

(f) Property, plant and equipment

Property, plant and equipment are stated at cost or valuation less accumulated depreciation and any accumulated impairment losses.

Depreciation is charged so as to write off the cost or valuation of assets, other than properties under construction, over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at each balance sheet date, with the effect of any changes in estimate accounted for on a prospective basis. The principal annual rates are as follows:

Leasehold improvements	25%
Office equipment	15%-33⅓%
Furniture and fixtures	15%-20%

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

4. Significant accounting policies (continued)

(g) *Leases*

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

Assets held under finance leases are recognised as assets of the Group or the Company at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the balance sheet as a finance lease obligation. Lease payments are apportioned between finance charges and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly to profit or loss, unless they are directly attributable to qualifying assets, in which case they are capitalised in accordance with the Group's general policy on borrowing costs.

Rentals payable under operating leases are charged to profit or loss on a straight-line basis over the term of the relevant lease. Benefits received and receivable as an incentive to enter into an operating lease are recognised as a reduction of rental expense over the lease term on a straight-line basis.

Interest in leasehold land is amortised over the lease term on a straight-line basis.

(h) *Foreign currencies*

The individual financial statements of each group entity are presented in the currency of the primary economic environment in which the entity operates (its functional currency). For the purpose of the consolidated financial statements, the results and financial position of each entity are expressed in Hong Kong dollars, the functional currency of the Company and the presentation currency for the consolidated financial statements.

4. Significant accounting policies (continued)

(h) Foreign currencies (continued)

In preparing the financial statements of the individual entities, transactions in currencies other than the entity's functional currency (foreign currencies) are recorded at the rates of exchange prevailing on the dates of the transactions. At each balance sheet date, monetary items denominated in foreign currencies are retranslated at the rates prevailing on the balance sheet date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are included in profit or loss for the period in which they arise, except for exchange differences arising on a monetary item forms part of the Company's net investment in a foreign operation, in which case, such exchange differences are recognised in equity in the consolidated financial statements. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in equity, in which cases, the exchange differences are also recognised directly in equity.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are expressed in Hong Kong dollars using exchange rates prevailing on the balance sheet date. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuated significantly during that period, in which case, the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are included in the translation reserve as a separate component of equity. Such exchange differences are recognised in profit or loss in the period in which the foreign operation is disposed of.

Goodwill and fair value adjustments on identifiable assets acquired arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the rate prevailing on the balance sheet date. Exchange differences arising are included in the translation reserve.

4. Significant accounting policies (continued)

(i) Employee benefits

(i) Short Term Employee Benefits and Contributions to Defined Contribution Retirement Plans

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

(ii) Termination Benefits

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

(j) Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised.

Deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

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

4. Significant accounting policies (continued)

(j) Taxation (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 profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is charged or credited to profit or loss, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

(k) Impairment of assets other than goodwill

At each balance sheet date, the management reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the management estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount under other standard, in which case the impairment loss is treated as revaluation decrease under that standard.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cashgenerating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount under other standard, in which case the reversal of the impairment loss is treated as a revaluation increase under that standard.

Impairment losses recognised in an interim financial report prepared in compliance with HKAS 34 Interim Financial Reporting are not reversed at the end of the financial year to which the interim period relates even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of that financial year.

4. Significant accounting policies (continued)

(l) Financial instruments

Financial assets and financial liabilities are recognised in the balance sheet when the Group or the Company becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

(i) Trade and other receivables

Trade and other receivables are subsequently measured at amortised cost, using the effective interest method, less any impairment losses for bad and doubtful debts except where the receivables are interest-free loans made to related parties without any fixed repayment terms or the effect of discounting would be immaterial. In such cases, the receivables are stated at cost less any impairment losses for bad and doubtful debts.

(ii) Investments

Investments are recognised and derecognised on a trade date basis where the purchase or sale of an investment is under a contract whose terms require delivery of the investment within the timeframe established by the market concerned.

Investments which are non-derivatives with fixed or determinable payments and fixed maturities that the management has the positive intention and ability to hold to maturity are classified as held-to-maturity investments and are measured at subsequent reporting dates at amortised cost, using the effective interest method, less any impairment losses recognised to reflect irrecoverable amounts.

Investments held for trading are classified as investments at fair value through profit and loss and are measured at subsequent reporting dates at fair value with changes in fair value recognised in profit or loss in the period in which they arise.

Investments which are non-derivatives and classified neither as held-to-maturity investments nor investments at fair value through profit and loss are classified as available-for-sale investments and are measured at subsequent reporting dates at fair value. Changes in fair value are recognised directly in equity, until the investment is disposed of or is determined to be impaired, at which time, the cumulative gain or loss previously recognised in equity is removed from equity and recognised in profit or loss. Impairment losses are recognised in profit or loss. For available-for-sale equity investments, impairment losses will not be reversed in profit and loss in subsequent periods.

4. Significant accounting policies (continued)

(l) Financial instruments (continued)

(iii) Trade and Other Payables

Trade and other payables 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.

(iv) Borrowings

Interest-bearing borrowings are stated at amortised cost, using the effective interest method, with any difference between the proceeds (net of transaction costs) and the settlement or redemption value being recognised over the term of the borrowings in accordance with the Group's accounting policy for borrowing costs.

(v) Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Consideration paid to reacquire the Company's own equity instruments are deducted from equity. No gain or loss is recognised in profit or loss.

(m) Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

(n) Provisions and contingent liabilities

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

Present obligation is disclosed as a contingent liability where it is not probable that an outflow of economic benefits will be required to settle the obligation or the amount of the obligation cannot be measured reliably. Possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as a contingent liability unless the probability of outflow of economic benefits is remote.

4. Significant accounting policies (continued)

(o) Related parties

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

(i) The party, directly or indirectly through one or more intermediaries, (1) controls, is controlled by, or is under common control with, the Group; (2) has an interest in the Group that gives it significant influence over the Group; or (3) has joint control over the Group;

(ii) The party is an associate;

(iii) The party is a jointly controlled entity;

(iv) The party is a member of the key management personnel of the Group or its parent;

(v) The party is a close member of the family of any individual referred to in (i) or (iv);

(vi) 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 (iv) or (v); or

(vii) The party is a post-employment benefit plan which is for the benefit of employees of the Group or of any entity that is a related party of the Group.

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

(p) Construction contracts

Contract revenue comprises the agreed contract amount and appropriate amounts from variation orders, claims, and incentive payments. Contract costs incurred comprise direct materials, the costs of subcontracting, direct labour, and an appropriate proportion of variable and fixed construction overheads.

Revenue from fixed price construction contracts is recognised on the percentage of completion method, measured by reference to the proportion of costs incurred to date to the estimated total cost of the relevant contract.

Revenue from cost plus construction contracts is recognised on the percentage of completion method, by reference to the recoverable costs incurred during the period plus the related fee earned, measured by the proportion of costs incurred to date to the estimated total cost of the relevant contract.

Provision is made for foreseeable losses as soon as they are anticipated by management.

4. Significant accounting policies (continued)

(p) Construction contracts (continued)

Where contract costs incurred to date plus recognised profits less recognised losses exceed progress billings, the surplus is treated as an amount due from contract customers.

Where progress billings exceed contract costs incurred to date plus recognised profits less recognised losses, the surplus is treated as an amount due to contract customers.

(q) Contracts for services

Contract revenue on the rendering of services comprises the agreed contract amount. Costs of rendering services comprise labour and other costs of personnel directly engaged in providing the services and attributable overheads.

Revenue from the rendering of services is recognised based on the percentage of completion of the transaction, provided that the revenue, the costs incurred and the estimated costs to completion can be measured reliably. The percentage of completion is established by reference to the costs incurred to date as compared to the total costs to be incurred under the transaction.

Provision is made for foreseeable losses as soon as they are anticipated by management.

Where contract costs incurred to date plus recognised profits less recognised losses exceed progress billings, the surplus is treated as an amount due from contract customers.

Where progress billings exceed contract costs incurred to date plus recognised profits less recognised losses, the surplus is treated as an amount due to contract customers.

4. Significant accounting policies (continued)

(r) Segment reporting

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

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

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

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

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

5. Critical accounting estimates and judgments

In the application of the Group's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results differ from these estimates.

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

In determining whether an asset is impaired or the event previously causing the impairment no longer exists, the management has to exercise judgment in the area of asset impairment, particularly in assessing: (i) whether an event has occurred that may affect that asset value or such event affecting the asset value has not been in existence; (ii) whether the carrying value of an asset can be supported by net present value of future cash flows which are estimated based upon the continued use of the asset or derecognition; and (iii) the appropriate key assumptions to be applied in preparing cash flow projections including whether these cash flow projections are discounted using an appropriate rate. Changing the assumptions selected by management to determine the level of impairment, including the discount rates or the growth rate assumptions in the cash flow projections, could materially affect the net present value used in the impairment test.

6. Revenue and segment information

The Group derived income from operation of construction and maintenance work in the People's Republic of China (the "PRC") during the current and prior years. Turnover and other revenue are analysed as follows:

	2009	2008
	HK$'000	*HK$'000*
Turnover		
Construction and maintenance income	**3,351**	11,037
Other revenue		
Interest income	**1,492**	293
Exchange gain	**323**	–
Others	**359**	1,637
	2,174	1,930

6. Revenue and segment information (continued)

Operation of construction and maintenance work in the PRC is the Group's only business segment for the years ended 31 March 2009 and 2008.

The following tables present revenue and certain assets and capital expenditure information for the Group's geographical segments for the years ended 31 March 2009 and 2008.

Year ended 31 March 2009	**Hong Kong**	**The PRC**	**Consolidated**
	HK$'000	***HK$'000***	***HK$'000***
Segment revenue	**–**	**3,351**	**3,351**
Other segment information:			
Segment assets	**92,677**	**187,767**	**280,444**
Capital expenditure	**50**	**318**	**368**

Year ended 31 March 2008	Hong Kong	The PRC	Consolidated
	HK$'000	*HK$'000*	*HK$'000*
Segment revenue	–	11,037	11,037
Other segment information:			
Segment assets	34,544	8,477	43,021
Capital expenditure	–	536	536

7. Finance costs

	2009	2008
	HK$'000	*HK$'000*
Interest expense on other loans	**–**	1,053

8. (Loss)/profit before taxation

(Loss)/profit before taxation is arrived at after charging:

	2009	2008
	HK$'000	*HK$'000*
Cost of services provided	**3,053**	8,737
Staff costs		
– Salaries and other benefits	**3,872**	786
– Retirement scheme contributions	**113**	317
	3,985	1,103
Directors' remuneration (note 10)	**2,086**	–
Auditors' remuneration		
– audit services	**250**	300
– non-audit services	**170**	–
Depreciation of property, plant and equipment	**150**	39
Impairment loss on amount due from a jointly controlled entity	**–**	1,896
Impairment loss on other receivables	**1,180**	–
Loss on disposal of property, plant and equipment	**84**	–
Operating lease payments	**4,435**	745

9. Income tax

On 26 June 2008, the Hong Kong Legislative Council passed the Revenue Bill 2008 and reduced corporate profits tax rate from 17.5% to 16.5% which is effective from the year of assessment 2008/2009. No provision had been made for Hong Kong profits tax as the Group did not have any assessable profit for the current year (2008: Nil). None of the overseas subsidiaries had any taxation charge in the relevant countries for the current year (2008: Nil).

The tax charge for the year can be reconciled to the (loss)/profit per the consolidated income statement as follows:

	2009	2008
	HK$'000	*HK$'000*
(Loss)/profit before taxation	**(16,805)**	24,890
Notional tax (credit)/charge on (loss)/profit before tax, calculated at the tax rates applicable to profit in the jurisdictions concerned	**(3,302)**	4,356
Tax effect of non-taxable income	**(236)**	(4,527)
Tax effect on tax losses not recognised	**1,446**	171
Tax effect of non-deductible expenses	**2,092**	–
Income tax for the year	**–**	–

No deferred tax has been recognised on loss for the year (2008: Nil) due to unpredictability stream of future taxable profits that will be available against which the tax losses can be utilised.

10. Directors' and employees' emoluments

(i) Directors' emoluments

The emoluments paid or payable to each of the 17 directors were as follows:

2009

	Fees *HK$'000*	Salaries and other benefits *HK$'000*	Retirement scheme contributions *HK$'000*	Total *HK$'000*
Executive directors:				
Lin Xiong	–	–	–	–
Chin Wai Kay, Geordie	–	–	–	–
He Guang	481	–	–	481
Sun Peng	324	–	–	324
Wong Kin Fai	398	–	9	407
Pang Yuet	311	–	–	311
Zhang Yi	199	–	–	199
Yu Xing Bao	–	–	–	–
Non-executive directors:				
Ge Zemin	91	–	–	91
Guo Dong	–	–	–	–
Independent non-executive directors:				
Wong Ying Sheung	–	–	–	–
Yue Kwai Wa, Ken	91	–	–	91
Lei Jian	91	–	–	91
Hei Xue Yan	91	–	–	91
Chan Chi Yuen	–	–	–	–
Dai Chang Jiu	–	–	–	–
He Chuan	–	–	–	–
	2,077	–	9	2,086

No directors' emoluments were paid or payable to directors for the year ended 31 March 2008.

10. Directors' and employees' emoluments (continued)

(ii) Two (2008: None) of the five individuals with the highest emoluments in the Group were directors of the Company. The emoluments of the three (2008: five) non-director individuals with the highest emolument are as follows:

	2009	2008
	HK$'000	*HK$'000*
Salaries and other benefits	**1,850**	496
Retirement scheme contributions	**11**	200
	1,861	696

The emoluments of those three (2008: five) non-director individuals with the highest emoluments are within the following bands:

	Number of individuals	
	2009	2008
Nil to HK$1,000,000	**3**	5

11. Dividend

No dividend has been paid or proposed for the year (2008: Nil).

12. (Loss)/earnings per share

The calculations of the basic (loss)/earnings per share are based on the following data:

	2009	2008
	HK$'000	*HK$'000*
(Loss)/profit for the year attributable to the equity holders of the Company	**(16,805)**	24,890
Number of shares	***'000***	*'000*
Issued ordinary shares at the beginning of the year	**330,874**	330,874
Effect of shares issued during the year	**5,350,685**	–
Weighted average number of ordinary shares in issue used in the calculation of basic (loss)/earnings per share	**5,681,559**	330,874

Diluted (loss)/earnings per share for the years ended 31 March 2008 and 2009 has not been disclosed as there was no diluting events existed during the years ended 31 March 2008 and 2009.

13. Property, plant and equipment

The Group

	Leasehold improvements *HK$'000*	Office equipment *HK$'000*	Furniture and fixtures *HK$'000*	Total *HK$'000*
Cost:				
At 1 April 2007	–	–	–	–
Additions	398	99	39	536
At 31 March 2008 and 1 April 2008	398	99	39	536
Additions	253	18	97	368
Disposals	–	(71)	(41)	(112)
Exchange adjustments	10	2	2	14
At 31 March 2009	**661**	**48**	**97**	**806**
Accumulated depreciation:				
At 1 April 2007	–	–	–	–
Provided for the year	20	8	11	39
At 31 March 2008 and 1 April 2008	20	8	11	39
Provided for the year	122	16	12	150
Eliminated on disposals	–	(14)	(14)	(28)
Exchange adjustments	–	1	(4)	(3)
At 31 March 2009	**142**	**11**	**5**	**158**
Carrying amount:				
At 31 March 2009	**519**	**37**	**92**	**648**
At 31 March 2008	378	91	28	497

The directors considered the carrying amounts of property, plant and equipment at 31 March 2009 were not significantly different from their fair value at that date.

13. Property, plant and equipment (continued)

The Company

	Office equipment	Furniture and fixtures	Total
	HK$'000	*HK$'000*	*HK$'000*
Cost:			
At 1 April 2007 and 31 March 2008	–	–	–
Additions	9	41	50
At 31 March 2009	**9**	**41**	**50**
Accumulated depreciation:			
At 1 April 2007 and 31 March 2008	–	–	–
Provided for the year	1	1	2
At 31 March 2009	**1**	**1**	**2**
Carrying amount:			
At 31 March 2009	**8**	**40**	**48**
At 31 March 2008	–	–	–

The directors considered the carrying amounts of property, plant and equipment at 31 March 2009 were not significantly different from their fair value at that date.

14. Interests in subsidiaries

	The Group		The Company	
	2009	2008	**2009**	2008
	HK$'000	*HK$'000*	***HK$'000***	*HK$'000*
Unlisted shares/investments, at cost	**–**	7,561	**23,430**	111,011
Loans receivable from subsidiaries	**–**	–	**–**	237,210
Amounts due from subsidiaries	**–**	–	**175,161**	176,331
	–	7,561	**198,591**	524,552
Less: Impairment loss	**–**	(7,561)	**(9,903)**	(520,952)
	–	–	**188,688**	3,600

The loans receivable from subsidiaries are unsecured, interest-free and have no fixed terms of repayment.

15. Trade and other receivables

	The Group		The Company	
	2009	2008	**2009**	2008
	HK$'000	*HK$'000*	***HK$'000***	*HK$'000*
Trade receivables	**–**	1,972	**–**	–
Deposits, prepayment and other receivables (Note)	**86,493**	229	**825**	–
	86,493	2,201	**825**	–
Less: Impairment loss	**–**	–	**–**	–
	86,493	2,201	**825**	–

The Group's trading terms with its customers are mainly on credit where payment in advance is normally required. The credit period is generally 30 days to 90 days.

The ageing analysis of trade receivables that are neither individually nor collectively considered to be impaired are as follows:

	The Group	
	2009	2008
	HK$'000	*HK$'000*
Neither past due nor impaired	**–**	1,972

Note:

Included in deposits, prepayment and other receivables as at 31 March 2009, there is a refundable tender guarantee of RMB75,000,000 (approximately HK$85,500,000) paid in respect of the Group's proposed acquisition of a land use right relating to a piece of land located in Hunan, the PRC, under public land auction.

16. Trade and other payables

	The Group		The Company	
	2009	2008	**2009**	2008
	HK$'000	*HK$'000*	***HK$'000***	*HK$'000*
Trade payables	**–**	380,639	**–**	–
Accrued charges and other payables	**2,572**	23,243	**250**	2,569
	2,572	403,882	**250**	2,569

17. Bank and other borrowings

	The Group		The Company	
	2009	2008	**2009**	2008
	HK$'000	*HK$'000*	***HK$'000***	*HK$'000*
Repayable within one year or on demand:				
Bank loans and import and export loans	–	132,270	–	–
Other loans	–	38,937	–	30,618
	–	171,207	–	30,618
Analysed as:				
Secured bank loans, import and export loans and overdrafts	–	132,270	–	–
Unsecured other loans	–	38,937	–	30,618
	–	171,207	–	30,618

18. Convertible notes

As part of the restructuring scheme of the Group, the outstanding liability component of the convertible notes is written off and transferred to reorganisation reserve:

	The Group and the Company	
	2009	2008
	HK$'000	*HK$'000*
Beginning of year		
Nominal value of convertible notes issued	**5,050**	5,050
Equity component	**(867)**	(867)
Written-off under restructuring scheme	**(4,183)**	–
End of year	**–**	4,183

19. Deferred taxation

The Group and the Company had no significant deferred tax assets or liabilities as at 31 March 2008 and 2009.

20. Share capital

	Number of shares		Amount	
	2009	2008	**2009**	2008
	'000	*'000*	***HK$'000***	*HK$'000*
Authorised:				
Ordinary shares of HK$0.05 each				
– At beginning of the year	**4,000,000**	4,000,000	**200,000**	200,000
– Increase of authorised share capital (Note)	**16,000,000**	–	**800,000**	–
	20,000,000	4,000,000	**1,000,000**	200,000
Issued and fully paid:				
Ordinary shares of HK$0.05 each				
– At beginning of the year	**330,874**	330,874	**16,544**	16,544
– Issue of new ordinary shares by way of subscription (Note)	**6,000,000**	–	**300,000**	–
– Issue of new ordinary shares by way of placing (Note)	**1,750,000**	–	**87,500**	–
	8,080,874	330,874	**404,044**	16,544

Note:

According to the restructuring scheme of the Group, during the year the Company increased its authorised share capital to HK$1,000,000,000 of 20,000,000,000 ordinary shares, 6,000,000,000 new ordinary shares were issued upon completion of the subscription exercise and 1,750,000,000 new ordinary shares were issued upon completion of the placing exercise. The total proceeds of approximately HK$387.5 million were raised. Details have been disclosed in the Company's announcement of 23 July 2008.

21. Reserves

	Share premium	Contributed surplus	Capital redemption reserve	Reorganisation reserve	Accumulated losses	Total
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
At 1 April 2007	142,131	69,476	109	–	(602,019)	(390,303)
Loss for the year	–	–	–	–	(194)	(194)
At 31 March 2008	142,131	69,476	109	–	(602,213)	(390,497)
Transfer upon reorganisation	–	–	–	287,004	–	287,004
Issue of new shares by way of placing	(2,625)	–	–	–	–	(2,625)
Loss for the year	–	–	–	–	(20,434)	(20,434)
At 31 March 2009	139,506	69,476	109	287,004	(622,647)	(126,552)

Details of the share premium, contributed surplus and reorganisation reserve are stated in the consolidated statement of changes in equity on page 39 of the financial statements.

22. Retirement benefit schemes

The Group operates a Mandatory Provident Fund Scheme (the "MPF Scheme") for all qualifying employees in Hong Kong. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of an independent trustee. Under the rules of the MPF Scheme, the employer and its employees are each required to make contributions at HK$1,000 or 5% of the relevant payroll costs, whichever is the lower, to the scheme. The only obligation of the Group with respect to the MPF Scheme is to make the required contributions under the scheme.

The employees of the Group's subsidiaries in the People's Republic of China are members of a state-managed retirement benefit scheme operated by the local government. The subsidiaries are required to contribute a specified percentage of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions.

23. Related party transactions

Transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note.

Key management personnel represents the directors of the Group and their remunerations are set out in note 10.

24. Cash outflow on restructuring

	2009 ***HK$'000***
Net liabilities and reserves transferred to reorganisation reserve	
Trade and other receivables	**2,134**
Cash and bank balances	**37,085**
Trade and other payables	**(405,563)**
Bank and other borrowings	**(165,568)**
Convertible bonds	**(4,183)**
Tax payable	**(3,356)**
Amounts due to unconsolidated subsidiaries	**(394)**
	(539,845)
Release of translation reserve	**(3)**
Release of merger reserve	**(1,650)**
	(541,498)
Add: Cost and consideration for group restructuring	
Liquidation fee	**15,750**
Scheme fund	**75,000**
Total net amounts of transfers upon restructuring	**(450,748)**

24. Cash outflow on restructuring (continued)

An analysis of the net outflow of cash and cash equivalents in respect of the reorganization is as follows:

Cash and bank balances disposed of	(37,085)
Liquidation fee paid	(15,750)
Scheme fund paid	(75,000)
Net outflow of cash and cash equivalents in respect of the disposal of subsidiaries	(127,835)

25. Operating lease

The Group as lessee

	The Group	
	2009	2008
	HK$'000	*HK$'000*
Minimum lease payments paid under operating leases during the year are as follows:		
Premises	**4,435**	745

At the balance sheet date, the total future minimum lease payments under non-cancelable operating leases are as follows:

	The Group		The Company	
	2009	2008	**2009**	2008
	HK$'000	*HK$'000*	***HK$'000***	*HK$'000*
Premises				
– Within 1 year	**3,189**	34	**2,953**	–
– After 1 year but within 5 years	**892**	–	**853**	–
	4,081	34	**3,806**	–

Leases are negotiated for two years (2008: one year) and the rentals are fixed during the relevant lease periods.

26. Contingent liabilities

At 31 March 2009, the Group and the Company did not have any contingent liabilities:

	The Group		The Company	
	2009	2008	**2009**	2008
	HK$'000	*HK$'000*	***HK$'000***	*HK$'000*
Guarantee given to certain banks and a financial institution to secure banking facilities granted to its subsidiaries and a jointly controlled entity	–	–	–	158,000
Guarantee given to bank to guarantee banking facilities of certain group companies and a financial institution to guarantee a performance bond in respect of a property services contract undertaken by a jointly controlled entity	–	5,300	–	–
Guarantee given to a third party for two short term loan facilities	–	–	–	6,000
	–	5,300	–	164,000

For the year ended 31 March 2008, a subsidiary of the Group had contractual disputes with the Hong Kong Housing Authority and Architectural Services Department as disclosed in the annual report for the year ended 31 March 2008. During the year ended 31 March 2009, under the Group's restructuring schemes, the claims against the Company and the Group were discharged.

27. Capital commitments

At the balance sheet date, the capital expenditure contracted for but not provided for in these financial statements was as follows:

	The Group		The Company	
	2009	2008	**2009**	2008
	HK$'000	*HK$'000*	***HK$'000***	*HK$'000*
Capital injection to a subsidiary	–	30,169	–	30,169

28. Summary of financial assets and financial liabilities by category

The carrying amounts of the Group's financial assets and financial liabilities as recognised at 31 March 2009 and 2008 are categorised as follows:

	2009	2008
	HK$'000	*HK$'000*
Financial assets		
Loans and receivables (including cash and bank balances)	**279,796**	42,524
Financial liabilities		
Financial liabilities measured at amortised cost	**2,572**	579,666

29. Financial risk and capital risk management

(a) Financial risk management

The Group is exposed to a variety of financial risks which result from both its operating and investing activities. The board of directors and management meet periodically to analyse and formulate strategies to manage and monitor these exposures to ensure appropriate measures are implemented on a timely and effective manner. Generally, the Group introduces conservative strategies on its risk management. As the Group's exposure to these risks is kept to a minimum, the Group has not used any derivatives or other instruments for hedging purposes. The Group does not enter into any trade derivative financial instruments for speculative purposes.

The Group's major financial instruments include cash and bank deposits, trade and other receivables and trade and other payables. Details of these financial instruments are disclosed in respective notes. The main risks associated with these financial instruments and the policies on how to mitigate these risks are set out below:

(i) Credit Risk

The carrying amounts of other receivables included in the consolidated balance sheet represent the Group's maximum exposure to credit risk in the event of the counterparties' failure to perform their obligations as at 31 March 2009 in relation to its financial assets. A provision for impairment would be made where there is an identified loss event which, based on previous experience, is evidence of a reduction in the recoverability of the cash flows. No other financial assets carry a significant exposure to credit risk.

29. Financial risk and capital risk management (continued)

(a) Financial risk management (continued)

(ii) Currency Risk

The Group's main trading operations are in the PRC and have no significant exposure to any specific foreign currency other than Renminbi ("RMB").

Sensitivity analysis

The following table details the sensitivity to a 5% (2008: 5%) increase and decrease in Hong Kong dollars against RMB. The sensitivity analysis includes outstanding foreign currency denominated monetary items. A positive number below indicates an increase in profit and other equity where the Hong Kong dollars strengthen 5% (2008: 5%). For a 5% (2008: 5%) weakening of the Hong Kong dollars against RMB, there would be equal and opposite impact on the profit and other equity and the balances below would be negative.

	The Group Impact of RMB		**The Company Impact of RMB**	
	2009	2008	**2009**	2008
	HK$'000	*HK$'000*	***HK$'000***	*HK$'000*
Sensitivity rate	**5%**	5%	**5%**	5%
Effect on the components of equity (Note)	**7,264**	308	**–**	–

Note:

This is mainly attributable to the exposure outstanding on receivables, payables and cash in banks denominated in RMB not subject to cash flow hedge at year end.

(iii) Liquidity Risk

The Group will consistently implement a prudent liquidity risk management and ensure that it maintains sufficient cash and cash equivalents to meet its liquidity requirements.

29. Financial risk and capital risk management (continued)

(a) Financial risk management (continued)

(iv) Fair Value of financial instruments

The fair value of financial assets and financial liabilities (including derivative instruments) are determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices or rates from observable current market transactions as inputs. For an option-based derivative, the fair value is estimated using option pricing model (for example, Black-Scholes Model).

The directors consider that all the carrying amounts of financial assets and financial liabilities recorded in the financial statements approximate their fair values.

(b) Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Group monitors capital on the basis of the debt-to-equity ratio. This ratio is calculated as debt divided by total equity. Debt represent current and non-current liabilities as shown in the consolidated balance sheet. Total equity represents the equity as shown in the consolidated balance sheet.

During 2009, the Group's strategy, which was unchanged from 2008, was to maintain the net debt-to-equity ratio at a low level. The net debt-to-equity ratios at 31 March 2009 and 2008 are as follows:

	2009	2008
	HK$'000	*HK$'000*
Total debt	**2,572**	583,022
Total equity	**277,872**	(540,001)
Net debt-to-equity ratio	**0.9%**	N/A

30. Particulars of subsidiaries

Particulars of the Company's subsidiaries at 31 March 2009 are as follows:

Name of subsidiary	Place of incorporation/ operation	Forms of legal entity	Issued and fully paid share capital/ registered capital	Proportion of nominal value of issued capital/ registered capital held by the Company Directly	Indirectly	Principal activities
Dickson Construction Engineering (Guang Dong) Limited	The PRC	Wholly foreign owned enterprise	US$3,000,000	100%	–	Building contractors
Globe Outlets City Limited	British Virgin Islands	International business company	US$1	100%	–	Investment holding
Globe Outlets City Holdings Limited	Hong Kong	Limited liability company	HK$1	–	100%	Investment holding
湖南裕田名牌折扣城有限公司	The PRC	Wholly foreign owned enterprise	HK$90,000,000	–	100%	Properties investment
Wealthy Field Development Holdings Limited	British Virgin Islands	International business company	US$1	100%	–	Investment holding
Wealthy Field Development Limited	Hong Kong	Limited liability company	HK$1	–	100%	Inactive

None of the subsidiaries had issued any debt securities as at 31 March 2009.

The following table summarises the consolidated results, assets and liabilities of the Group for each of five years ended 31 March:

RESULTS

	Year ended 31 March				
	2005	**2006**	**2007**	**2008**	**2009**
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	***HK$'000***
Turnover	1,027,528	339,429	36	11,037	**3,351**
Profit/(loss) attributable to					
– equity holders of the the Company	11,333	(750,897)	(4,113)	24,890	**(16,805)**
– minority interests	4	3	–	–	**–**
	11,337	(750,894)	(4,113)	24,890	**(16,805)**

ASSETS AND LIABILITIES

	Year ended 31 March				
	2005	**2006**	**2007**	**2008**	**2009**
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	***HK$'000***
Total assets	838,691	13,766	13,346	43,021	**280,444**
Total liabilities	(654,481)	(574,740)	(579,001)	(583,022)	**(2,572)**
Net assets/(liabilities)	184,210	(560,974)	(565,655)	(540,001)	**277,872**