



德祥地產集團有限公司

**ITC PROPERTIES GROUP LIMITED**

(Stock Code 股份代號 : 199)

(Warrant Code 認股權證代號 : 490)

Annual Report  
**2008-2009**  
年報

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# CORPORATE INFORMATION

## 公司資料

ITC PROPERTIES GROUP LIMITED 德祥地產集團有限公司

### BOARD OF DIRECTORS

#### Executive Directors

Mr. Cheung Hon Kit (*Chairman*)  
Mr. Chan Fut Yan (*Managing Director*)  
Mr. Cheung Chi Kit  
Mr. Lai Tsan Tung, David  
Mr. Ma Chi Kong, Karl

#### Independent Non-executive Directors

Mr. Qiao Xiaodong (*Vice Chairman*)  
Mr. Wong Chi Keung, Alvin  
Mr. Kwok Ka Lap, Alva

### COMMITTEES

#### Audit Committee

Mr. Wong Chi Keung, Alvin (*Chairman*)  
Mr. Qiao Xiaodong  
Mr. Kwok Ka Lap, Alva

#### Remuneration Committee

Mr. Wong Chi Keung, Alvin (*Chairman*)  
Mr. Chan Fut Yan  
Mr. Kwok Ka Lap, Alva

### COMPANY SECRETARY

Ms. Yan Ha Hung, Loucia

### AUTHORISED REPRESENTATIVES

Mr. Cheung Hon Kit  
Mr. Cheung Chi Kit  
Ms. Yan Ha Hung, Loucia  
(*Alternate to each of Mr. Cheung Hon Kit and Mr. Cheung Chi Kit*)

### SOLICITORS

Conyers Dill & Pearman (*Bermuda*)  
Iu, Lai & Li (*Hong Kong*)  
Vincent T. K. Cheung, Yap & Co. (*Hong Kong*)  
Leong Hon Man, Advogado (*Macau*)

### AUDITORS

Deloitte Touche Tohmatsu

### 董事會

#### 執行董事

張漢傑先生 (*主席*)  
陳佛恩先生 (*董事總經理*)  
張志傑先生  
賴贊東先生  
馬志剛先生

#### 獨立非執行董事

喬小東先生 (*副主席*)  
王志強先生  
郭嘉立先生

### 委員會

#### 審核委員會

王志強先生 (*主席*)  
喬小東先生  
郭嘉立先生

#### 薪酬委員會

王志強先生 (*主席*)  
陳佛恩先生  
郭嘉立先生

### 公司秘書

忻霞虹小姐

### 法定代表

張漢傑先生  
張志傑先生  
忻霞虹小姐  
(*張漢傑先生及張志傑先生各自之替任人*)

### 律師

Conyers Dill & Pearman (*百慕達*)  
姚黎李律師行 (*香港*)  
張葉司徒陳律師事務所 (*香港*)  
梁瀚民大律師 (*澳門*)

### 核數師

德勤 • 關黃陳方會計師行

### PRINCIPAL BANKERS

Industrial and Commercial Bank of China (Asia) Limited  
Wing Hang Bank, Limited  
UBS, AG Hong Kong Branch  
Bank of China (Hong Kong) Limited  
Bank of China Limited, Macau Branch

### REGISTERED OFFICE

Clarendon House  
Church Street  
Hamilton HM 11  
Bermuda

### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 3102, 31/F., Bank of America Tower  
12 Harcourt Road  
Central  
Hong Kong

### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

The Bank of Bermuda Limited  
6 Front Street  
Hamilton HM 11  
Bermuda

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

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

### WEBSITE

<http://www.itcproperties.com>

### STOCK CODE

Hong Kong Stock Exchange 199

### WARRANT CODE

Hong Kong Stock Exchange 490

### 主要往來銀行

中國工商銀行(亞洲)有限公司  
永亨銀行有限公司  
瑞士銀行香港分行  
中國銀行(香港)有限公司  
中國銀行股份有限公司澳門分行

### 註冊辦事處

Clarendon House  
Church Street  
Hamilton HM 11  
Bermuda

### 香港主要營業地點

香港  
中環  
夏愨道12號  
美國銀行中心31樓3102室

### 主要股份登記及轉名處

The Bank of Bermuda Limited  
6 Front Street  
Hamilton HM 11  
Bermuda

### 股份登記及轉名香港分處

卓佳秘書商務有限公司  
香港灣仔  
皇后大道東28號  
金鐘匯中心26樓

### 網址

<http://www.itcproperties.com>

### 股份代號

香港聯交所 199

### 認股權證代號

香港聯交所 490

# CHAIRMAN'S STATEMENT

## 主席報告書

ITC PROPERTIES GROUP LIMITED 德祥地產集團有限公司

### BUSINESS REVIEW

The Group's turnover from continuing operations for the year ended 31st March, 2009 was approximately HK\$145.1 million, showing a reduction of HK\$455.7 million from the comparative figure of HK\$600.8 million mainly due to significant reduction in proceeds from the sale of securities during the year. The gross profit decreased from approximately HK\$76.9 million last year to approximately HK\$44.1 million for current year.

Income from loan financing amounted to HK\$21.8 million for the year, showing a decrease as compared with HK\$31.8 million last year mainly because of the disposal of a loan due from an associate last year.

Since Concordia (as defined below) in current year capitalised all its borrowing cost as part of the cost for its property development, the Group's interest income from the shareholder's loan to Concordia, which is included in other income, was eliminated on equity accounting for the results of Concordia. Correspondingly, the share of loss of Concordia as an associate also reduced as compared with last year.

The Group recorded a loss for the year of HK\$461.8 million, as compared to HK\$144.4 million last year, mainly due to the following unrealised losses provided in the income statement:

1. The US financial turmoil has been hammering the world-wide economy in all aspects including the stock markets in the second half of the year. The drastic price deterioration of listed securities caused the Group to record a loss on financial instruments of HK\$169.3 million, HK\$167.5 million of which represented unrealised loss due to drop in market price at year end, as compared with a net gain of HK\$76.4 million earned for last year.
2. The sentiment of the property market has been greatly affected by the financial turbulence and pessimistic outlook of the economy. Both transaction volume and price of properties in Hong Kong in general experienced a sharp decline during the second half of the year. As a result, impairment losses of HK\$54.1 million and HK\$92.6 million respectively on the properties under development and properties held for sale were incurred at the balance sheet date.

### Property Development and Investment

#### Macau:

Empresa De Fomento Industrial E Comercial Concórdia, S.A. ("Concordia"), of which the Group has an effective interest of 35.5%, has taken the last couple of years to complete all formalities with the Macau Government Authority enabling Concordia to develop the newly re-aligned lots into over 4,000 luxury residential units and 80 villas, state-of-the art clubhouse facilities. An ultra-luxury hotel occupying 800,000 sq. ft. catered for Japanese tourists together with shopping facilities and Hip Food and Beverage outlets will be included as Phase I development which is scheduled to be completed towards the end of 2011.

### 業務回顧

截至二零零九年三月三十一日止年度，本集團之持續經營業務營業額約為港幣145,100,000元，較比較數字港幣600,800,000元減少港幣455,700,000元，主要由於年內銷售證券所得款項大幅減少所致。毛利由去年約港幣76,900,000元減少至本年度約港幣44,100,000元。

年內貸款融資收入為港幣21,800,000元，較去年港幣31,800,000元有所減少，主要由於去年出售給予一間聯營公司之貸款。

由於聯生(定義見下文)於本年度將其借貸成本資本化以作為其物業發展之部份成本，本集團來自聯生股東貸款之利息收入(已計入其他收入)已就聯生之業績按權益會計法對銷。因此，攤分作為聯營公司之聯生之虧損亦較去年減少。

本集團於本年度錄得港幣461,800,000元之虧損，去年則為港幣144,400,000元，主要由於下列於損益表撥備之未變現虧損所致：

1. 於下半年，美國金融市場動盪對全球經濟造成全面衝擊，股票市場亦不能幸免。上市證券價格急挫令本集團錄得港幣169,300,000元之金融工具虧損，其中港幣167,500,000元為因年末市場價格下跌而帶來之未變現虧損，而去年則錄得港幣76,400,000元之淨收益。
2. 物業市場氣氛大受金融風暴及經濟前景不佳所影響。於下半年，香港之物業成交量及價格普遍均大幅下跌。因此，於結算日，發展中物業及待售物業分別錄得港幣54,100,000元及港幣92,600,000元之減值虧損。

### 物業發展及投資

#### 澳門：

本集團擁有35.5%實際權益之聯生發展股份有限公司(「聯生」)過去數年一直致力完成向澳門政府機關辦理一切正式手續，以讓其將新獲批地塊發展為超過4,000個豪華住宅單位、80幢別墅及頂級會所設施。第一期發展將包括一所面積800,000平方呎，專為日本旅客而設且超級豪華的酒店、購物設施以及潮流餐飲肆，並計劃於二零一一年底落成。

### BUSINESS REVIEW (Cont'd)

#### Property Development and Investment (Cont'd)

##### Macau: (Cont'd)

Marketing of the 1,356 residential units in Phase I will start around Christmas 2009.

In May 2008, the Group sold another residential unit and car parking space at Pearl on the Lough at a profit. The remaining portfolio of property inventory in Macau consists of 44 residential units at Zhu Kuan Mansion tastefully upgraded to a high standard, 15 residential units and 15 car parking spaces at Pearl on the Lough. The units will be relaunched for sale or lease once market conditions turn more favourable.

##### HK:

In September 2008, the Group acquired the entire interests in Keen Step Corporation Limited, which possesses over 90% property interests at No. 7 Moreton Terrace. In December 2008, the Group has further acquired the entire interest in Pine Cheer Limited, which possesses the whole block interests at Nos. 19-21 Shelter Street. Subsequent to year end, in June 2009, the Group has completed the acquisition of the entire interests in Fortress Jet International Limited and Sino Able Investments Limited, which possess over 90% property interests at Nos. 35, 37, 39-39A, 39B and 39C Tung Lo Wan Road and the whole block interests at No. 33 Tung Lo Wan Road, respectively. The Group currently intends to redevelop these properties on an amalgamation basis as up-market food and beverage outlets and hotel (the "Causeway Bay Project").

The 2 adjacent blocks of building located at 703 and 705, Nathan Road (the "Nathan Road Project"), in which the Group has entire interest, have been evacuated and demolition is in progress. The site will be developed into a ginza-style retails, food and beverage complex with aggregate gross floor area of approximately 29,000 sq. ft. which completion is expected toward the end of 2010.

During the current year, 1 unit at Talon Tower on Connaught Road West was sold at a profit. As at 31st March, 2009, there were 6 residential units and 1 commercial unit remained unsold.

##### PRC:

The title transfer of the parcel of land at Hengqin, Zhuhai, located right on the waterfront across from Cotai, Macau is still pending upon lifting of moratorium for land transfer within the Hengqin area imposed by local government. The site area is approximately 26,000 m<sup>2</sup> with plot ratio of 1.6 which permitted uses under prevailing town planning guidelines are commercial, residential, hotel and retail.

### 業務回顧(續)

#### 物業發展及投資(續)

##### 澳門:(續)

第一期1,356個住宅單位之推廣大約將於二零零九年聖誕展開。

於二零零八年五月,本集團出售海明灣畔另一個住宅單位及停車位,並於該交易中獲利。於澳門之物業餘下存貨組合包括位於珠江大廈已被升格為時尚優質項目之44個住宅單位,以及海明灣畔之15個住宅單位及15個停車位。預期該等單位將於市況轉好時重新推出發售或出租。

##### 香港:

於二零零八年九月,本集團收購建毅有限公司之全部權益,其持有香港摩頓臺7號逾90%物業權益。於二零零八年十二月,本集團進一步收購展栢有限公司之全部權益,其持有信德街19-21號整項物業之物業權益。緊隨結算日於二零零九年六月,本集團完成收購堡捷國際有限公司及捷毅投資有限公司全部股權,堡捷國際有限公司及捷毅投資有限公司分別持有銅鑼灣道35號、37號、39號-39號A、39號B及39號C物業超過90%之物業權益及銅鑼灣道33號整項物業之物業權益。本集團目前擬整合該等物業重新發展為高檔餐飲肆及酒店(「銅鑼灣項目」)。

本集團擁有位於彌敦道703號及705號的兩幢毗鄰樓宇(「彌敦道項目」)之全部權益,該兩幢物業之住戶已遷走,並正進行清拆。該地盤將發展為總建築面積約為29,000平方呎之銀座式零售及餐飲綜合項目,此計劃預期於二零一零年末完成。

於本年度,干諾道西達隆名居其中1個單位已售出,並獲得利潤。於二零零九年三月三十一日尚餘6個住宅單位及1個商業單位待售。

##### 中國:

澳門路氹海濱對岸珠海橫琴一幅土地之所有權轉讓申請因當地政府暫停橫琴地區之土地轉讓而仍然待決。該項目之地盤面積約為26,000平方米,地積比率為1.6,根據現時城市規劃指引,此地盤可發展作商業、住宅、酒店及零售用途。

# CHAIRMAN'S STATEMENT

## 主席報告書

ITC PROPERTIES GROUP LIMITED 德祥地產集團有限公司

### BUSINESS REVIEW (Cont'd)

#### Property Development and Investment (Cont'd)

PRC: (Cont'd)

Outlined below is a summary of the Group's prevailing interest in significant properties held for development/sale:

### 業務回顧(續)

#### 物業發展及投資(續)

中國：(續)

本集團持有作發展／待售之主要物業現有權益概述如下：

Location 地點	Usage 用途	Group's interest 本集團 所佔權益 (%)	Attributable Gross Floor Area 所佔 建築面積 (sq. ft.) (平方呎)
Concordia land situated at Estrada de Seac Pai Van, Macau 位於澳門石排灣馬路之聯生土地	Residential/Commercial/Hotel 住宅／商業／酒店	35.5	2,250,000
44 residential units at Edifício Comercial Zhu Kuan Mansion, Avenida Xian Xing Hai nos. 81-121, Rua de Londres nos. 148-254, Avenida do Governador Jaime Silvério Marques, Macau 位於澳門冼星海大馬路81-121號 倫敦街148-254號 馬濟時總督大馬路 珠江大廈之44個住宅單位	Residential 住宅	100	57,400
15 residential units and 15 car parking spaces at Pearl on the Lough, Iiha da Taipa, junto à Estrada Nordeste da Taipa Aterro da Baía de Pac On, Macau 位於澳門氹仔北安灣 P05地段海明灣畔 之15個住宅單位 及15個停車位	Residential 住宅	100	37,000
Nathan Road Project situated at 703 and 705, Nathan Road, Mongkok, Kowloon, Hong Kong 位於香港九龍旺角彌敦道 703號及705號之彌敦道項目	Retailing 零售	100	29,000
Causeway Bay Project comprising: 銅鑼灣項目，包括：			
- Nos. 19-21 Shelter Street, Causeway Bay, Hong Kong - 香港銅鑼灣信德街19-21號		100	157,300
- No. 7 Moreton Terrace, Causeway Bay, Hong Kong - 香港銅鑼灣摩頓臺7號		Over 90 超過90	
- Nos. 35, 37, 39-39A, 39B and 39C Tung Lo Wan Road, Causeway Bay, Hong Kong - 香港銅鑼灣銅鑼灣道35號、37號、 39號-39號A、39號B及39號C	Hotel/Office/Shops 酒店／辦公室／店舖	Over 90 超過90	
- No. 33 Tung Lo Wan Road, Causeway Bay, Hong Kong - 香港銅鑼灣銅鑼灣道33號		100	

### BUSINESS REVIEW (Cont'd)

#### Golf and Leisure

The turnover from the golf and leisure business during the year was HK\$44.1 million (2008: HK\$62.6 million) with a segmental loss of HK\$5.8 million (2008: HK\$56.5 million, inclusive of HK\$45 million impairment losses on prepaid lease payments of leasehold land and premium on prepaid lease payments of leasehold land). The gloomy economic climate has adversely affected the golf resort operation during the second half of the year which was the peak season for the Sun Valley Golf Resort in Sanya. However, the Group had been able to contain its loss by implementation of various cost-control measures.

The Group is currently carrying out the construction of members' village, initially of around 50 villas within the Sun Valley Golf Resort to provide its members a pleasant accommodation for their get-away holidays. Simultaneously, around 300 new membership will be promoted which holders can enjoy these members' village on a timeshare basis. In addition, the enlarged hotel development plan of approximately 66,800 m<sup>2</sup> including 28 units of deluxe villas, 3 hotel buildings, a conference centre, a resort facility building and a driving range within the Sun Valley Golf Resort (the "Sanya Hotel Project") has been formally approved by the authority. Development works will start in due course.

After the disposal of the entire interest in the Lotus Hill Golf Resort, the Group remains as the lessee of the golf resort as well as a partner to the development of villas therein. The villas development is progressing as scheduled and over 40 villas will be built which sale is expected in the second half of 2009.

#### Securities Investment

The dire financial tsunami and bearish sentiments overcast the global financial market in the second half of the year and as a result, the Group's securities investment activities have inevitably been affected significantly and adversely. During the year, turnover and segmental loss from securities investment were HK\$53.5 million (2008: HK\$424.6 million) and HK\$169.8 million (2008: a segmental profit of HK\$59.1 million) respectively. As at 31st March, 2009, the Group had available-for-sale investments and financial assets at fair value through profit or loss in an aggregate sum of HK\$214.4 million, mainly comprised shares listed in Hong Kong and Singapore.

#### Financing

During the year, the Group had interest income from convertible bonds, related companies and other loan receivables of HK\$27.3 million. As at 31st March, 2009, debt portion of convertible bonds, unsecured loans and interest due from related companies and other loan receivables of the Group amounted to HK\$37 million, HK\$48.4 million and HK\$208.7 million respectively.

### 業務回顧(續)

#### 高爾夫球及消閒

於本年度，來自高爾夫球及消閒業務之營業額為港幣44,100,000元(二零零八年：港幣62,600,000元)，分部虧損為港幣5,800,000元(二零零八年：港幣56,500,000元，包含港幣45,000,000元之租賃土地預付租賃款項以及租賃土地預付租賃款項之溢價之減值虧損)。經濟氣氛暗淡於本年度下半年對高爾夫球度假村營運造成不利影響，而下半年度一向為三亞紅峽谷高爾夫球度假俱樂部之旺季。然而，本集團透過推行各種控制成本措施而得以遏制其虧損。

本集團目前正於紅峽谷高爾夫球度假俱樂部興建會員度假村，初期為大約50間別墅，藉此為其會員提供舒適住宿環境以享受優閒假期。與此同時，我們將推廣大約300個全新會籍，持有者可按時間共享基準入住會員村。此外，擴建酒店發展計劃所涉及之面積達到約66,800平方米，其中包括28個豪華別墅、3幢酒店樓宇、1幢會議中心、1幢度假設施樓宇及1個於紅峽谷高爾夫球度假俱樂部之高爾夫球練球場(「三亞酒店項目」)，該項目已獲有關機構正式批准，發展工程將於適當時候施工。

於出售蓮花山高爾夫球度假村之全部權益後，本集團繼續為該高爾夫球度假村之承租人以及該高爾夫球度假村內之別墅之發展夥伴。別墅發展工程如期進行，並將興建超過40間別墅，預期於二零零九年下半年展開銷售。

#### 證券投資

嚴峻的金融海嘯及熊市氣氛於本年度下半年令全球金融市場添上陰霾，因此，本集團之證券投資活動不可避免地受到重大及不利影響。於本年度，證券投資帶來之營業額及分部虧損分別為港幣53,500,000元(二零零八年：港幣424,600,000元)及港幣169,800,000元(二零零八年：分部溢利港幣59,100,000元)。於二零零九年三月三十一日，本集團之可供出售投資及按公平值列賬及計入損益之金融資產合共為港幣214,400,000元，主要包括在香港及新加坡上市之股份。

#### 融資

於本年度，本集團之可換股債券、應收關連公司款項及其他貸款之利息收入為港幣27,300,000元。於二零零九年三月三十一日，本集團之可換股債券之負債部份、關連公司之無抵押貸款及應付利息以及其他應收貸款分別為港幣37,000,000元、港幣48,400,000元及港幣208,700,000元。



# CHAIRMAN'S STATEMENT

## 主席報告書

ITC PROPERTIES GROUP LIMITED 德祥地產集團有限公司

### FINANCIAL REVIEW

To further strengthen the Group's capital base, the Company had completed the rights issue in August 2008, pursuant to which 9,286,554,078 new ordinary shares were issued at a subscription price of HK\$0.07 each on the basis of three rights shares for every share held. The net proceeds of approximately HK\$626.9 million were raised for general working capital. After the rights issue, there were about 12,382 million shares issued by the Company. In March 2009, the Company completed the capital reorganisation which, among other things, included a 25-to-1 share consolidation such that the issued ordinary shares of the Company have been reduced to about 471 million. The capital reorganisation had no financial effect on the Group.

The Group adopts a prudent funding and treasury policy with regard to its overall business operations. In addition to the convertible note payables, a variety of credit facilities is maintained so as to meet its working capital requirements.

As at 31st March, 2009, total borrowings from financial institutions amounted to HK\$123.5 million, of which HK\$40.7 million was repayable after one year. The net gearing ratio of the Group, calculated with reference to the bank borrowings of HK\$123.5 million and the fair value of the liability component of convertible note payables of HK\$1,336.1 million, offsetting with the pledged bank deposits and the bank and cash balances of HK\$168.6 million, and the Group's shareholders' funds of HK\$2,002.1 million, was 0.64 as at 31st March, 2009, as compared to 0.6 as at 31st March, 2008.

About HK\$89.4 million of the borrowings from financial institutions were interest-bearing with variable rates while interest of the remaining loan balances was calculated on fixed rates. The management anticipates that interest rate remains stable in the capital market and therefore no hedge is to be made against any unfavourable fluctuation in interest rate. Most of the assets and liabilities of the Group were denominated in Hong Kong dollars, Renminbi and Macau Pataca, and hence the Directors considered that the Group was not subject to any material adverse exchange rate exposure.

### NUMBER OF EMPLOYEES AND REMUNERATION POLICIES

As at 31st March, 2009, the number of employees of the Group was 553 (2008: 1,003). Employees are remunerated according to their qualifications and experience, job nature and performance, under the pay scales aligned with market conditions. Other benefits to employees include medical, insurance cover, share options and retirement schemes.

### 財務回顧

為進一步加強本集團之資本基礎，本公司已於二零零八年八月完成供股，據此，9,286,554,078股新普通股已按每持有一股股份獲發三股供股股份之基準按每股港幣0.07元之認購價發行。所籌得之款項淨額約港幣626,900,000元乃作一般營運資金。於供股後，本公司已發行約12,382,000,000股股份。於二零零九年三月，本公司完成股本重組，其中包括以二十五股股份合併為一股股份之股份合併，故本公司之已發行普通股減至約471,000,000股。股本重組對本集團概無任何財務影響。

本集團就其整體業務採納審慎融資及財務政策。除可換股票據應付款項外，本集團維持多項信貸融資，以應付其營運資金所需。

於二零零九年三月三十一日，金融機構借貸總額為港幣123,500,000元，當中港幣40,700,000元將於一年後償還。於二零零九年三月三十一日，本集團之淨資產負債比率為0.64，比較二零零八年三月三十一日之比率為0.6，當中已計及銀行借貸港幣123,500,000元及可換股票據應付款項負債部份之公平值港幣1,336,100,000元，並抵銷已抵押銀行存款與銀行及現金結餘港幣168,600,000元以及本集團股東資金港幣2,002,100,000元。

約港幣89,400,000元之金融機構借貸乃按浮動利率計息，而餘下的大部份貸款結餘按固定利率計息。管理層預料資本市場之利率將維持穩定，故毋須就任何負面利率波動作出對沖。本集團大部份資產及負債均以港幣、人民幣及澳門幣列值，故董事認為，本集團並無面對任何重大匯率風險。

### 僱員人數及薪酬政策

於二零零九年三月三十一日，本集團之僱員人數為553人(二零零八年：1,003人)。本集團按員工之資歷及經驗、工作性質及表現以及市場薪酬情況釐定薪酬待遇。其他僱員福利包括醫療、保險、購股權及退休計劃。

### OUTLOOK

The Group will continue its investment strategy to look for quality properties by taking a more prudent approach with primary focus on enhancing the synergistic value of its existing portfolio. Based on the prevailing plan, the developments of the Concordia land, the Causeway Bay Project, the Nathan Road Project and the Sanya Hotel Project will be completed over the coming years. By the time of their respective completion, it is anticipated that the Group can take full benefit in the next economy cycle up-swing. For other properties held for sale, after taking into account the existing market condition, the management considers that their carrying value is reasonable which may be sold when there are suitable opportunities.

The effect of the quantitative easing policies implemented by the governments of the People's Republic of China (the "PRC"), the United States of America and most European countries gradually emerge during the first half of 2009 and there is a better sentiment over the economy in the foreseeable future. There is a general belief that the Greater China region will be the first to recover from the financial tsunami. Given that the interest rate remains at record low and public confidence in financial products need certain time to rebuild, investors in general prefer property as their core investments. The property market in Hong Kong has stabilised from the recent meltdown with improvements in both transaction volume and price. In view that all properties in its portfolio, which are located in Macau, Hong Kong and the PRC, were acquired at reasonable costs with superb intrinsic value, the Group is optimistic in capturing future capital gains from these investments when the market further recovers.

### PLEDGE OF ASSETS

As at 31st March, 2009, the Group's general credit facilities granted by banks and financial institutions were secured by pledges of the Group's properties held for sale in an aggregate value of HK\$223.5 million, bank balances of HK\$44.6 million, property, plant and equipment of HK\$0.4 million and financial assets at fair value through profit or loss of approximately HK\$1.1 million.

### 展望

本集團將透過採取審慎方式及集中於提升其現有組合之協同價值貫徹其物色優質物業之投資策略。根據目前之計劃，聯生土地、銅鑼灣項目、彌敦道項目及三亞酒店項目之發展將於未來數年相繼落成，而於完成時，預期本集團將可受惠於下一個經濟復甦周期。就其他待售物業而言，經考慮現時市況後，管理層認為其賬面值處於合理水平，並將於出現合適機會時出售。

受多國政府採取之量化寬鬆政策所影響，於二零零九年上半年，中華人民共和國（「中國」）、美國及大部份歐洲國家經濟逐漸復甦，對可見將來之經濟環境情緒有所改善。普遍均認為大中華地區將為首個從金融海嘯復甦之地區。鑑於利率仍處於低位，且仍需時間讓大眾重建對金融產品之信心，故投資者趨向均以物業作為其主要投資。香港物業市場目前漸趨穩定，成交量及價格均有所提升。由於本集團組合內所有位於澳門、香港及中國之物業均以合理價格收購且具高內在價值，本集團有信心於市場進一步復甦後能從該等投資取得資本收益。

### 資產抵押

於二零零九年三月三十一日，銀行及金融機構向本集團授出之一般信貸額度乃以本集團總值港幣223,500,000元之待售物業、港幣44,600,000元之銀行結餘、港幣400,000元之物業、機械及設備及約港幣1,100,000元之按公平值列賬及計入損益之金融資產作抵押。

# CHAIRMAN'S STATEMENT

## 主席報告書

ITC PROPERTIES GROUP LIMITED 德祥地產集團有限公司

### SECURITIES IN ISSUE

On 5th August, 2008, the Company issued a total of 9,286,554,078 new ordinary shares at a subscription price of HK\$0.07 per share pursuant to the rights issue on the basis of three rights shares (with warrants in the proportion of four warrants for every fifteen rights shares subscribed) for every share held (the "Rights Issue"). As a term and condition of the Rights Issue, the Company issued a total of 2,476,414,328 warrants to the subscribers of the rights shares conferring the rights to the holders thereof to subscribe in cash for 2,476,414,328 warrant shares at an initial exercise price of HK\$0.105 per warrant share (the "Warrants"). A total of 92 Warrants with fractional entitlement were not issued to the subscribers but have been issued and retained for the benefit of the Company as disclosed in the Company's announcement dated 1st August, 2008.

With reference to the announcement of the Company dated 1st August, 2008, as a result of the Rights Issue, the conversion price of both the zero coupon convertible notes due 2010 in the aggregate outstanding principal amount of HK\$471,050,000 issued by the Company on 11th August, 2005 (the "First 2010 Convertible Notes") and the zero coupon convertible notes due 2010 in the aggregate outstanding principal amount of HK\$17,476,177 issued by the Company on 8th June, 2006 (the "Second 2010 Convertible Notes") has been adjusted from HK\$0.44 per share to HK\$0.227 per share while the conversion price of the 1% convertible notes due 2011 in the aggregate outstanding principal amount of HK\$906,000,000 issued by the Company on 15th June, 2006 (the "2011 Convertible Notes"), has been adjusted from HK\$0.70 per share to HK\$0.361 per share, all of which took effect retroactively on 12th July, 2008.

With reference to the announcement of the Company dated 12th August, 2008, as a result of the Rights Issue, the exercise price of the outstanding share options granted by the Company pursuant to the share option scheme adopted on 26th August, 2002 (the "Options") has been adjusted from HK\$0.50 per share to HK\$0.315 per share for the Options granted on 15th August, 2006 and from HK\$0.67 per share to HK\$0.422 per share for the Options granted on 27th July, 2007. In addition, the aggregate of 25,300,000 outstanding Options granted by the Company on 15th August, 2006 exercisable during the exercise period from 15th August, 2006 to 14th August, 2008 has been adjusted to 40,125,800 outstanding Options and the aggregate of 61,700,000 outstanding Options granted by the Company on 27th July, 2007 exercisable during the exercise periods from 27th July, 2008 or 27th July, 2009 (as the case may be) to 26th July, 2011 have been adjusted to 97,856,200 outstanding Options.

### 已發行證券

於二零零八年八月五日，本公司根據供股按每持有一股股份供三股供股股份（以及按每認購十五股供股股份派送四份認股權證）（「供股」）之基準，按認購價每股港幣0.07元發行合共9,286,554,078股新普通股。根據供股之條款及條件，本公司已發行合共2,476,414,328份認股權證予供股股份認購人，以授予有關持有人權利按初步行使價每股認股權證股份港幣0.105元以現金認購2,476,414,328股認股權證股份（「認股權證」）。誠如本公司日期為二零零八年八月一日之公佈所披露，合共92份涉及零碎股份之認股權證未曾發行予認購人，惟已發行並由本公司保留。

茲提述本公司日期為二零零八年八月一日之公佈，由於進行供股，本公司於二零零五年八月十一日發行之二零一零年到期零息可換股票據（尚未行使之本金總額為港幣471,050,000元）（「第一批二零一零年可換股票據」）及本公司於二零零六年六月八日發行之二零一零年到期零息可換股票據（尚未行使之本金總額為港幣17,476,177元）（「第二批二零一零年可換股票據」）之兌換價已由每股港幣0.44元調整至每股港幣0.227元，而本公司於二零零六年六月十五日發行之二零一一年到期1%可換股票據（尚未行使之本金總額為港幣906,000,000元）（「二零一一年可換股票據」）之兌換價則由每股港幣0.70元調整至每股港幣0.361元，上述所有兌換價均於二零零八年七月十二日追溯生效。

茲提述本公司日期為二零零八年八月十二日之公佈，由於進行供股，本公司根據於二零零二年八月二十六日採納之購股權計劃而於二零零六年八月十五日授出之尚未行使購股權（「購股權」）之行使價已由每股港幣0.50元調整至每股港幣0.315元，而於二零零七年七月二十七日授出之尚未行使購股權之行使價則由每股港幣0.67元調整至每股港幣0.422元。此外，本公司於二零零六年八月十五日授出之合共25,300,000份尚未行使購股權（可於二零零六年八月十五日至二零零八年八月十四日行使期間行使）已調整至40,125,800份尚未行使購股權，而本公司於二零零七年七月二十七日授出之合共61,700,000份尚未行使購股權（可於二零零八年七月二十七日或二零零九年七月二十七日（視乎情況而定）至二零一一年七月二十六日行使期間行使）已調整至97,856,200份尚未行使購股權。

### SECURITIES IN ISSUE (Cont'd)

On 14th August, 2008, a total of the 40,125,800 adjusted Options at the adjusted exercise price of HK\$0.315 per share were lapsed on maturity. During the period from 14th August, 2008 to 13th March, 2009, a total of the 5,392,400 adjusted Options at the adjusted exercise price of HK\$0.422 per share were lapsed upon resignation of a director and certain employees of the Company.

With reference to the announcement of the Company dated 13th March, 2009, as a result of the reorganisation of the share capital of the Company involving every twenty five issued shares of HK\$0.01 each consolidated into one consolidated share (the "Consolidated Share") of HK\$0.25 and the paid-up capital of each Consolidated Share reduced from HK\$0.25 to HK\$0.01 by cancelling HK\$0.24 (the "Capital Reorganisation"), the conversion prices of the First 2010 Convertible Notes, the Second 2010 Convertible Notes and the 2011 Convertible Notes have been adjusted from HK\$0.227 per share, HK\$0.227 per share and HK\$0.361 per share respectively to HK\$5.675 per share, HK\$5.675 per share and HK\$9.025 per share respectively while the maximum numbers of shares to be issued upon the full conversion of the First 2010 Convertible Notes, the Second 2010 Convertible Notes and the 2011 Convertible Notes have been adjusted from 2,075,110,125 shares, 76,987,563 shares and 2,509,695,282 shares respectively to 83,004,399 shares, 3,079,502 shares and 100,387,795 shares respectively. Moreover, the exercise price of the Options granted on 27th July, 2007 has been adjusted from HK\$0.422 per share to HK\$10.55 per share while the maximum number of shares which may be issued upon exercise of such Options has been adjusted from 92,463,800 shares to 3,698,552 shares as a result of the Capital Reorganisation. In addition, the subscription price of the Warrants has been adjusted from HK\$0.105 per share to HK\$2.625 per share while the subscription rights of one warrant has been adjusted from 1 share to 0.04 share while the maximum number of shares to be allotted and issued upon exercise of the subscription rights attaching to the warrants has been adjusted from 2,476,414,420 shares to 99,056,576 shares as a result of the Capital Reorganisation.

As at 31st March, 2009, there were 470,917,484 ordinary shares in issue, a total of the 3,698,552 adjusted Options at the adjusted exercise price of HK\$10.55 per share and the 99,056,576 adjusted Warrants at the adjusted exercise price of HK\$2.625 per share remain outstanding.

Save as disclosed above, there was no movement in the issued share capital of the Company during the year ended 31st March, 2009.

### 已發行證券(續)

於二零零八年八月十四日，經調整行使價為每股港幣0.315元之合共40,125,800份經調整購股權已於到期後失效。於二零零八年八月十四日至二零零九年三月十三日期間，經調整行使價為每股港幣0.422元之合共5,392,400份經調整購股權於本公司一名董事及若干僱員離職後失效。

茲提述本公司日期為二零零九年三月十三日之公佈，由於本公司進行股本重組(涉及每二十五股每股面值港幣0.01元之已發行股份合併為一股面值港幣0.25元之合併股份(「合併股份」)以及將每股合併股份之繳足股本由港幣0.25元削減港幣0.24元至港幣0.01元)(「股本重組」)，第一批二零一零年可換股票據、第二批二零一零年可換股票據及二零一一年可換股票據之兌換價已經分別由每股港幣0.227元、每股港幣0.227元及每股港幣0.361元調整為每股港幣5.675元、每股港幣5.675元及每股港幣9.025元，而於悉數兌換第一批二零一零年可換股票據、第二批二零一零年可換股票據及二零一一年可換股票據後將予發行之股份最高數目已經分別由2,075,110,125股股份、76,987,563股股份及2,509,695,282股股份調整為83,004,399股股份、3,079,502股股份及100,387,795股股份。此外，由於進行股本重組，於二零零七年七月二十七日授出之購股權行使價已經由每股港幣0.422元調整為每股港幣10.55元，而於該等購股權獲行使後將予發行之股份最高數目已經由92,463,800股股份調整為3,698,552股股份。此外，由於進行股本重組，認股權證之認購價已經由每股港幣0.105元調整為每股港幣2.625元，而一份認股權證之認購權亦已經由1股股份調整為0.04股股份，於認股權證所附之認購權獲行使後將予配發及發行之股份最高數目已經由2,476,414,420股股份調整為99,056,576股股份。

於二零零九年三月三十一日，已發行普通股為470,917,484股、經調整行使價為每股港幣10.55元之經調整購股權合共為3,698,552份，以及經調整行使價為每股港幣2.625元之經調整而尚未行使之認股權證為99,056,576份。

除上文所披露者外，本公司已發行股本於截至二零零九年三月三十一日止年度概無任何變動。

# CHAIRMAN'S STATEMENT

## 主席報告書

ITC PROPERTIES GROUP LIMITED 德祥地產集團有限公司

### APPRECIATION

I would like to take this opportunity to express my appreciation to the shareholders for their support, to the management and staff for their dedicated efforts and to our clients, consultants and partners for all their valuable assistance offered during this past year.

**Cheung Hon Kit**  
*Chairman*

Hong Kong, 24th July, 2009

### 致謝

本人謹藉此機會就股東之鼎力支持、管理層及員工之竭誠服務以及客戶、顧問及業務夥伴於過去一年給予之寶貴協助致以衷心感謝。

*主席*  
**張漢傑**

香港，二零零九年七月二十四日

### DIRECTORS

#### Executive Directors

**Mr. Cheung Hon Kit**, aged 55, joined the Company as Chairman in April 2005 and a director of various subsidiaries of the Company. He graduated from the University of London with a bachelor of arts degree. Mr. Cheung has over 31 years of experience in real estate development, property investment and corporate finance, and has worked in key executive positions in various leading property development companies in Hong Kong. He is the chairman and executive director of Wing On Travel (Holdings) Limited (01189.HK), an executive director of ITC Corporation Limited (00372.HK), an independent non-executive director of International Entertainment Corporation (08118.HK) and Future Bright Holdings Limited (formerly known as Innovo Leisure Recreation Holdings Limited) (00703.HK). Mr. Cheung previously held directorship as an independent non-executive director of Towngas China Company Limited (formerly known as Panva Gas Holdings Limited) (01083.HK) (resigned on 23rd May, 2007).

**Mr. Chan Fut Yan**, aged 55, joined the Company as Managing Director in April 2005 and a director of various subsidiaries of the Company. He is also a member of the Remuneration Committee of the Company. Mr. Chan has over 36 years of experience in the local construction field specialising in site supervision, planning of works and progress monitoring. He is an executive director of ITC Corporation Limited (00372.HK).

**Mr. Cheung Chi Kit**, aged 43, joined the Company in 2005 and is now an Executive Director of the Company. Mr. Cheung is responsible for the finance and accounting functions of the Group. He is also a director of various subsidiaries of the Company. Mr. Cheung has over 21 years of experience in auditing, accounting and financial management. He holds a bachelor's degree in accounting. Mr. Cheung is a member of The Hong Kong Institute of Certified Public Accountants, The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators.

**Mr. Lai Tsan Tung, David**, aged 55, joined the Company in 2006 and is now an Executive Director of the Company. Mr. Lai is also a director of various subsidiaries of the Company and he is responsible for the leisure and golf operations in the People's Republic of China (the "PRC"). He graduated from the University of Birmingham with a bachelor's degree in civil engineering. Mr. Lai has over 30 years of experience in the construction field and has worked for several international construction companies at a senior managerial position.

### 董事

#### 執行董事

**張漢傑先生**，55歲，於二零零五年四月加入為本公司主席及本公司多家附屬公司之董事。彼畢業於倫敦大學，持有文學學士學位。張先生於地產發展、物業投資及企業融資方面積逾三十一年經驗。彼曾於香港多間具領導地位的物業發展公司擔任主要行政職務。彼為永安旅遊(控股)有限公司(01189.HK)之主席及執行董事、德祥企業集團有限公司(00372.HK)之執行董事、國際娛樂有限公司(08118.HK)及佳景集團有限公司(前稱澤新遊樂控股有限公司)(00703.HK)之獨立非執行董事。張先生曾為港華燃氣有限公司(前稱百江燃氣控股有限公司)(01083.HK)之獨立非執行董事(於二零零七年五月二十三日辭任)。

**陳佛恩先生**，55歲，於二零零五年四月加入為本公司董事總經理及本公司多家附屬公司之董事。彼亦為本公司薪酬委員會之成員。陳先生於本地建築業積逾三十六年經驗，專注於地盤監督、工程策劃及施工進度監察工作。彼為德祥企業集團有限公司(00372.HK)之執行董事。

**張志傑先生**，43歲，於二零零五年加入本公司，現為本公司執行董事。張先生負責本集團之財務及會計工作。彼亦為本公司多家附屬公司之董事。張先生在審核、會計及財務管理方面積逾二十一年經驗。彼持有會計學士學位。張先生為香港會計師公會、香港特許秘書公會及英國特許秘書及行政人員公會之會員。

**賴贊東先生**，55歲，於二零零六年加入本公司，現為本公司執行董事。賴先生亦為本公司多家附屬公司之董事，並負責本集團在中華人民共和國(「中國」)之消閒及高爾夫球業務。彼畢業於伯明翰大學，持有土木工程學士學位。賴先生在建築業積逾三十年經驗，並曾擔任多間國際建築公司之高級管理職位。

# BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

## 董事及高級管理人員履歷

ITC PROPERTIES GROUP LIMITED 德祥地產集團有限公司

### DIRECTORS (Cont'd)

#### Executive Directors (Cont'd)

**Mr. Ma Chi Kong, Karl**, aged 38, joined the Company as an Executive Director in May 2007 and a director of various subsidiaries of the Company. He is responsible for its real estate acquisitions and property development in the PRC. Mr. Ma holds a bachelor's degree in Business Administration and a Master's degree in Finance. He is also a holder of AIMR Certified Financial Analyst. Mr. Ma has over 16 years of experience in banking industry and property development in the PRC. Since 1998, he has been involved in SOE restructuring and acquisitions, projects financing and real estate investments in major cities of the PRC. He has successfully invested and managed several property deals for private investors including a villa project in Beijing, a vineyard property in Jiangsu Province and office developments in Guangdong Province. Mr. Ma is very active in the property sector in Beijing and is currently a standing member of Beijing Xicheng District China's People Consultative Committee.

#### Independent Non-executive Directors

**Mr. Qiao Xiaodong**, aged 51, joined the Company as Vice Chairman and an Independent Non-executive Director in February 2008. He is also a member of the Audit Committee of the Company. Mr. Qiao holds a bachelor's degree in Science and also a bachelor's degree in Business and Administration from Norwegian School of Management. He graduated from the Beijing University of Science and Technology. In the early 1990s, Mr. Qiao joined China Council for the Promotion of International Trade as a Patent Attorney, and the managing director of China Technology Trade (H.K.) Ltd. He has been engaged in real estate business in the PRC since 1997. Mr. Qiao was the chairman and the director in several real estate development companies.

**Mr. Wong Chi Keung, Alvin**, aged 47, joined the Company as an Independent Non-executive Director in May 2003. He is also the chairman of both the Audit Committee and the Remuneration Committee of the Company. Mr. Wong is a fellow member of The Hong Kong Institute of Certified Public Accountants and The Association of Chartered Certified Accountants and an associate member of The Chartered Institute of Management Accountants. He has over 22 years of experience in accounting and corporate finance gained in property development, construction and manufacturing companies. Mr. Wong previously held directorship as an executive director of CNT Group Limited (00701.HK) (resigned on 1st September, 2008).

**Mr. Kwok Ka Lap, Alva**, aged 61, joined the Company as an Independent Non-executive Director in October 2001. He is also a member of both the Audit Committee and the Remuneration Committee of the Company. Mr. Kwok has been a marketing manager in an international company engaging in the design of business administration system. He has over 26 years of experience in the insurance and investment business, principally in the senior managerial position leading a sizable sales team. Mr. Kwok is an independent non-executive director of Hanny Holdings Limited (00275.HK) and Wing On Travel (Holdings) Limited (01189.HK). He previously held directorship as an executive director of China Strategic Holdings Limited (00235.HK) (resigned on 7th April, 2008).

### 董事(續)

#### 執行董事(續)

**馬志剛先生**，38歲，於二零零七年五月加入本公司為執行董事，亦為本公司多家附屬公司之董事。彼負責中國房地產收購及物業發展。馬先生持有工商管理學士學位及財務碩士學位。彼亦為投資管理研究協會之特許財務分析師。馬先生於銀行業及中國物業發展積逾十六年經驗。自一九九八年，彼於中國主要城市參與國有企業重組及收購、項目融資及房地產投資。彼成功地為私人投資者投資及管理多個物業買賣包括北京之別墅項目、江蘇省之葡萄園物業以及廣東省之商業樓宇發展。馬先生於北京之地產界非常活躍及現為北京市西城區政協常務委員。

#### 獨立非執行董事

**喬小東先生**，51歲，於二零零八年二月加入本公司為副主席兼獨立非執行董事。彼亦為本公司審核委員會之成員。喬先生持有理科學士及獲挪威商學院的工商管理學士學位。彼畢業於北京理工大學。一九九零年代初期，喬先生受聘於中國國際貿易促進委員會出任專利代理人，及後出任中國技術轉讓(香港)有限公司之董事總經理。自一九九七年後，彼於中國從事房地產行業。喬先生先後出任數家房地產開發公司的董事長及董事職務。

**王志強先生**，47歲，於二零零三年五月加入本公司為獨立非執行董事。彼亦為本公司審核委員會及薪酬委員會之主席。王先生為香港會計師公會資深會員、英國特許公認會計師公會資深會員及英國特許管理會計師公會會員。彼於物業發展、建築及製造公司方面積逾二十二年會計及企業財務經驗。王先生曾為北海集團有限公司(00701.HK)之執行董事(於二零零八年九月一日辭任)。

**郭嘉立先生**，61歲，於二零零一年十月加入本公司為獨立非執行董事。彼亦為本公司審核委員會及薪酬委員會之成員。郭先生曾出任一家從事設計商業行政系統之國際公司之市場經理。彼在保險及投資業務方面積逾二十六年經驗，且為高級管理人員，管理具規模之營業隊伍。郭先生為錦興集團有限公司(00275.HK)及永安旅遊(控股)有限公司(01189.HK)之獨立非執行董事。彼曾為中策集團有限公司(00235.HK)之執行董事(於二零零八年四月七日辭任)。

### SENIOR MANAGEMENT

**Ms. Yan Ha Hung, Loucia**, aged 40, is the General Manager (Corporate Services) and the Company Secretary of the Group. She is also a director of various subsidiaries of the Company. Ms. Yan holds a master's degree in business administration. She is an Associate Member (Practitioner's Endorsement) of both The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators. Prior to joining the Group in July 2005, Ms. Yan was the company secretary of certain listed companies in Hong Kong. She has over 15 years of experience in company secretarial and legal affairs.

### 高級管理人員

**忻霞虹小姐**，40歲，本集團之總經理(企業事務)及公司秘書。彼亦為本公司多家附屬公司之董事。忻小姐持有工商管理碩士學位。彼為香港特許秘書公會及英國特許秘書及行政人員公會之會員(執業者認可證明)。於二零零五年七月加入本集團前，忻小姐曾為數間香港上市公司之公司秘書。彼於公司秘書及法律事務方面積逾十五年經驗。



# DIRECTORS' REPORT

## 董事會報告書

ITC PROPERTIES GROUP LIMITED 德祥地產集團有限公司

The directors present their annual report and the audited consolidated financial statements of the Group for the year ended 31st March, 2009.

### PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of the Group are property development and investment in Macau, the PRC and Hong Kong, development and investments in golf resorts and leisure operations in the PRC, securities investment and loan financing services. The activities of the Company's principal subsidiaries are set out in note 49 to the consolidated financial statements.

### RESULTS AND APPROPRIATION

The results of the Group for the year ended 31st March, 2009 are set out in the consolidated income statement on pages 46 and 47.

No dividend was paid during the year. The directors do not recommend the payment of a dividend for the year ended 31st March, 2009.

### FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group for the last five financial years is set out on page 155.

### PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year are set out in note 15 to the consolidated financial statements.

### PRINCIPAL PROPERTIES

Particulars of the Group's principal properties at 31st March, 2009 are set out on page 156.

### SHARE CAPITAL

Details of movements during the year in the share capital of the Company are set out in note 37 to the consolidated financial statements.

### DISTRIBUTABLE RESERVES OF THE COMPANY

The Company's reserves available for distribution to the shareholders as at 31st March, 2009 and 2008 were as follows:

		2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元
Contributed surplus	繳入盈餘	113,020	—
Retained profits	保留溢利	57,668	61,160
		<b>170,688</b>	<b>61,160</b>

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

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

董事會謹此提呈本集團截至二零零九年三月三十一日止年度年報及經審核綜合財務報表，敬祈省覽。

### 主要業務

本公司乃一投資控股公司。本集團之主要業務為於澳門、中國及香港從物業發展及投資，於中國從事高爾夫球度假村及消閒經營業務發展及投資、證券投資以及貸款融資服務，其主要附屬公司之業務載於綜合財務報表附註49。

### 業績及分派

本集團於截至二零零九年三月三十一日止年度之業績載於第46及47頁之綜合損益表。

本年度並無派發股息。董事不建議派付截至二零零九年三月三十一日止年度之股息。

### 財務概要

本集團過去五個財政年度之業績、資產及負債摘要刊載於第155頁。

### 物業、機械及設備

本集團於年內之物業、機械及設備變動詳情載於綜合財務報表附註15。

### 主要物業

本集團於二零零九年三月三十一日之主要物業詳情載於第156頁。

### 股本

本公司於年內之股本變動詳情載於綜合財務報表附註37。

### 本公司可供分派儲備

本公司於二零零九年及二零零八年三月三十一日可供向股東分派之儲備如下：

根據百慕達一九八一年公司法（修訂本），本公司之繳入盈餘可供分派。然而，本公司於以下情況不得自繳入盈餘宣派或派付股息或作出分派：

- 倘本公司現時或於派付後將會無法償付其到期負債；或
- 倘本公司資產之可變現價值將因而減至低於其負債及已發行股本及股份溢價賬之總和。

### DIRECTORS AND DIRECTORS' SERVICE CONTRACTS

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

#### Executive directors:

Mr. Cheung Hon Kit (*Chairman*)  
Mr. Chan Fut Yan (*Managing Director*)  
Mr. Wong Kam Cheong, Stanley (*Deputy Managing Director*)  
(*resigned on 1st September, 2008*)  
Mr. Cheung Chi Kit  
Mr. Lai Tsan Tung, David  
Mr. Ma Chi Kong, Karl

#### Independent non-executive directors:

Mr. Qiao Xiaodong (*Vice Chairman*)  
Mr. Wong Chi Keung, Alvin  
Mr. Kwok Ka Lap, Alva

Pursuant to Bye-law 87(1) of the bye-laws of the Company (the "Bye-laws") and the Code on Corporate Governance Practices (the "Code") as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (the "Listing Rules"), Mr. Lai Tsan Tung, David and Mr. Ma Chi Kong, Karl, both executive directors, and Mr. Kwok Ka Lap, Alva, an independent non-executive director, will retire at the forthcoming annual general meeting (the "AGM") by rotation. All retiring directors, being eligible, will offer themselves for re-election at the AGM. Mr. Cheung Hon Kit, Mr. Chan Fut Yan and Mr. Cheung Chi Kit, all executive directors, and Mr. Qiao Xiaodong and Mr. Wong Chi Keung, Alvin, both independent non-executive directors, will continue in office for the ensuing year.

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

The term of office of each non-executive director and independent non-executive director appointed from time to time is fixed with the terms of office subject to retirement by rotation and re-election in accordance with the requirements of code provisions A.4.1 and A.4.2 of the Code which states that non-executive directors should be appointed for a specific term, subject to re-election, and that all directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after their appointment and every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years, subject to the Bye-laws.

### 董事及董事服務合約

於年內及截至本報告日期止，本公司之在任董事如下：

#### 執行董事：

張漢傑先生(*主席*)  
陳佛恩先生(*董事總經理*)  
黃錦昌先生(*副董事總經理*)  
(*於二零零八年九月一日辭任*)  
張志傑先生  
賴贊東先生  
馬志剛先生

#### 獨立非執行董事：

喬小東先生(*副主席*)  
王志強先生  
郭嘉立先生

根據本公司之公司細則(「公司細則」)第87(1)條及香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄14所載之企業管治常規守則(「守則」)，執行董事賴贊東先生及馬志剛先生，以及獨立非執行董事郭嘉立先生，將於應屆股東週年大會(「股東週年大會」)輪值退任。所有退任董事均合資格並願意於股東週年大會膺選連任。所有執行董事張漢傑先生、陳佛恩先生及張志傑先生，以及獨立非執行董事喬小東先生及王志強先生將於來年繼續留任。

擬於股東週年大會膺選連任之董事，概無與本公司或其任何附屬公司訂有本集團不得於一年內毋須賠償(法定賠償除外)終止之服務合約。

各不時獲委任之非執行董事及獨立非執行董事之服務年期乃固定，惟須根據守則條文第A.4.1及A.4.2條之規定輪席告退及膺選連任，該條文訂明非執行董事之委任應有指定任期，並須接受重新選舉及所有獲委任填補臨時空缺之董事均須於彼等獲委任後之首屆股東大會接受股東選舉，各董事(包括以固定年期獲委任者)均須根據本公司之公司細則至少每三年輪值退任一次。

# DIRECTORS' REPORT

## 董事會報告書

ITC PROPERTIES GROUP LIMITED 德祥地產集團有限公司

### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES AND CONVERTIBLE NOTES

As at 31st March, 2009, the interests and short positions of the directors and chief executive of the Company and/or their associates in the shares, underlying shares and convertible notes of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (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 and short positions which they were taken or deemed to have under such provisions of the SFO), or which were required to be entered into the register maintained by the Company pursuant to section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules, were as follows:

#### Long position

(i) *Interests in the shares and underlying shares under equity derivatives (as defined in Part XV of the SFO)*

Name of director 董事姓名	Capacity 身分	Number of issued shares 已發行 股份數目	Number of underlying shares (under equity derivatives of the Company) 本公司 股權衍生工具 項下之相關 股份數目	Aggregate interest 總權益	Approximate percentage of the issued share capital of the Company 佔本公司已發行 股本概約百分比 (%)
Mr. Cheung Hon Kit ("Mr. Cheung") 張漢傑先生(「張先生」)	Beneficial owner 實益擁有人	7,176,000	1,312,000	8,488,000	1.80
Mr. Lai Tsan Tung, David ("Mr. Lai") 賴贊東先生(「賴先生」)	Interest of controlled corporation 受控法團權益	–	3,079,502 (Note) (附註)	3,079,502	0.65

*Note:* Mr. Lai, an executive director of the Company, was deemed to be interested in 3,079,502 underlying shares in respect of a principal amount of HK\$17,476,177 zero coupon convertible notes due 2010 issued by the Company on 8th June, 2006 at the adjusted conversion price of HK\$5.675 per share held by Green Label Investments Limited ("Green Label") by virtue of his beneficial interest in the entire issued share capital of Green Label.

### 董事及主要行政人員於股份、相關股份及可換股票據之權益及淡倉

於二零零九年三月三十一日，本公司之董事及主要行政人員及／或彼等之聯繫人士於本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及可換股票據中擁有須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所之權益及淡倉(包括彼等根據證券及期貨條例有關條文被視作或當作擁有之權益及淡倉)，或須記入本公司根據證券及期貨條例第352條存置之登記冊之權益及淡倉，或須根據上市規則附錄10所載之上市發行人董事進行證券交易的標準守則(「標準守則」)知會本公司及聯交所之權益及淡倉如下：

#### 好倉

(i) 於股份及股權衍生工具項下之相關股份(定義見證券及期貨條例第XV部)之權益

Number of underlying shares (under equity derivatives of the Company) 本公司 股權衍生工具 項下之相關 股份數目	Aggregate interest 總權益	Approximate percentage of the issued share capital of the Company 佔本公司已發行 股本概約百分比 (%)
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*附註：* 鑑於本公司執行董事賴先生擁有 Green Label Investments Limited (「Green Label」)全部已發行股本之實益權益，因此被視為持有本公司於二零零六年六月八日發行予Green Label本金金額為港幣17,476,177元於二零一零年到期之零息可換股票據所涉及3,079,502股相關股份之權益，經調整換股價為每股港幣5.675元。

# DIRECTORS' REPORT

## 董事會報告書

Annual Report 2008-2009 年報

### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES AND CONVERTIBLE NOTES (Cont'd)

### 董事及主要行政人員於股份、相關股份及可換股票據之權益及淡倉(續)

#### Long position (Cont'd)

#### (ii) Interests in the share options of the Company

#### 好倉(續)

#### (ii) 於本公司購股權之權益

Name of director 董事姓名	Date of grant 授出日期	Option period 可行使期間	Adjusted exercise price per share 每股經調整 行使價 (HK\$) (港幣)	Number of share options 購股權數目	Approximate percentage of the issued share capital of the Company 佔本公司已發行 股本概約百分比 (%)
Mr. Cheung 張先生	27th July, 2007 二零零七年七月二十七日	27th July, 2007 – 26th July, 2011 二零零七年七月二十七日至 二零一一年七月二十六日	10.55	761,280	0.16
Mr. Chan Fut Yan ("Mr. Chan") 陳佛恩先生 (「陳先生」)	27th July, 2007 二零零七年七月二十七日	27th July, 2007 – 26th July, 2011 二零零七年七月二十七日至 二零一一年七月二十六日	10.55	444,080	0.09
Mr. Cheung Chi Kit 張志傑先生	27th July, 2007 二零零七年七月二十七日	27th July, 2007 – 26th July, 2011 二零零七年七月二十七日至 二零一一年七月二十六日	10.55	317,200	0.06
Mr. Lai 賴先生	27th July, 2007 二零零七年七月二十七日	27th July, 2007 – 26th July, 2011 二零零七年七月二十七日至 二零一一年七月二十六日	10.55	190,320	0.04
Mr. Ma Chi Kong, Karl 馬志剛先生	27th July, 2007 二零零七年七月二十七日	27th July, 2007 – 26th July, 2011 二零零七年七月二十七日至 二零一一年七月二十六日	10.55	570,960	0.12
Mr. Wong Chi Keung, Alvin ("Mr. Wong") 王志強先生(「王先生」)	27th July, 2007 二零零七年七月二十七日	27th July, 2007 – 26th July, 2011 二零零七年七月二十七日至 二零一一年七月二十六日	10.55	95,160	0.02
Mr. Kwok Ka Lap, Alva 郭嘉立先生	27th July, 2007 二零零七年七月二十七日	27th July, 2007 – 26th July, 2011 二零零七年七月二十七日至 二零一一年七月二十六日	10.55	95,160	0.02
				2,474,160	

# DIRECTORS' REPORT

## 董事會報告書

ITC PROPERTIES GROUP LIMITED 德祥地產集團有限公司

### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES AND CONVERTIBLE NOTES (Cont'd)

#### Long position (Cont'd)

##### (ii) Interests in the share options of the Company (Cont'd)

Save as disclosed above, none of the directors or chief executive of the Company nor their associates had any interests or short positions in any shares, underlying shares or convertible notes of the Company or any of its associated corporations (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 and short positions which any such director or chief executive was taken or deemed to have under such provisions of the SFO); or which were required pursuant to section 352 of the SFO to be entered into the register maintained by the Company; or which were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

### SHARE OPTIONS

The share option scheme was adopted by the Company on 26th August, 2002 (the "2002 Scheme"). Particulars of the Company's share option scheme are set out in note 38 to the consolidated financial statements.

The following table sets out the movements in the 2002 Scheme during the year ended 31st March, 2009:

### 董事及主要行政人員於股份、相關股份及可換股票據之權益及淡倉(續)

#### 好倉(續)

##### (ii) 於本公司購股權之權益(續)

除上文披露者外，本公司董事或主要行政人員或彼等之聯繫人士概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)任何股份、相關股份或可換股票據中，擁有任何須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所之權益或淡倉(包括彼等根據證券及期貨條例有關條文被視作或當作擁有之權益及淡倉)，或根據證券及期貨條例第352條須記入本公司存置之登記冊之權益或淡倉，或根據標準守則須知會本公司及聯交所之權益或淡倉。

### 購股權

本公司購股權計劃於二零零二年八月二十六日(「2002計劃」)獲採納。本公司購股權計劃之詳情載於綜合財務報表附註38。

下表披露2002計劃於截至二零零九年三月三十一日止年度之變動：

Category and name of participants 類別及參與者姓名	Date of grant 授出日期	Option period 可行使期間 (Note 1) (附註1)	Exercise price per share 每股行使價 (HK\$) (港幣)	Number of share options 購股權數目				Outstanding as at 31.3.2009 於二零零九年三月三十一日尚未行使
				Outstanding as at 1.4.2008 於二零零八年四月一日尚未行使	Granted during the year 年內授出	Exercised during the year 年內行使	Cancelled/Lapsed during the year 年內註銷/失效	
<b>Directors</b> 董事								
Mr. Cheung 張先生	15.8.2006 二零零六年八月十五日	15.8.2006 - 14.8.2008 二零零六年八月十五日至 二零零八年八月十四日	0.315 (Note 2) (附註2)	15,860,000 (Note 2) (附註2)	-	-	(15,860,000)	-
	27.7.2007 二零零七年七月二十七日	27.7.2007 - 26.7.2011 二零零七年七月二十七日至 二零一一年七月二十六日	10.55 (Notes 2 and 3) (附註2及3)	761,280 (Notes 2 and 3) (附註2及3)	-	-	-	761,280
Mr. Chan 陳先生	15.8.2006 二零零六年八月十五日	15.8.2006 - 14.8.2008 二零零六年八月十五日至 二零零八年八月十四日	0.315 (Note 2) (附註2)	9,516,000 (Note 2) (附註2)	-	-	(9,516,000)	-
	27.7.2007 二零零七年七月二十七日	27.7.2007 - 26.7.2011 二零零七年七月二十七日至 二零一一年七月二十六日	10.55 (Notes 2 and 3) (附註2及3)	444,080 (Notes 2 and 3) (附註2及3)	-	-	-	444,080

# DIRECTORS' REPORT

## 董事會報告書

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### SHARE OPTIONS (Cont'd)

### 購股權(續)

Category and name of participants 類別及參與者姓名	Date of grant 授出日期	Option period 可行使期間 (Note 1) (附註1)	Exercise price per share 每股行使價 (HK\$) (港幣)	Number of share options 購股權數目				
				Outstanding as at 1.4.2008 於二零零八年四月一日尚未行使	Granted during the year 年內授出	Exercised during the year 年內行使	Cancelled/Lapsed during the year 年內註銷/失效	Outstanding as at 31.3.2009 於二零零九年三月三十一日尚未行使
Mr. Cheung Chi Kit 張志傑先生	15.8.2006 二零零六年八月十五日	15.8.2006 – 14.8.2008 二零零六年八月十五日至 二零零八年八月十四日	0.315 (Note 2) (附註2)	3,172,000 (Note 2) (附註2)	-	-	(3,172,000)	-
	27.7.2007 二零零七年七月二十七日	27.7.2007 – 26.7.2011 二零零七年七月二十七日至 二零一一年七月二十六日	10.55 (Notes 2 and 3) (附註2及3)	317,200 (Notes 2 and 3) (附註2及3)	-	-	-	317,200
Mr. Lai 賴先生	27.7.2007 二零零七年七月二十七日	27.7.2007 – 26.7.2011 二零零七年七月二十七日至 二零一一年七月二十六日	10.55 (Notes 2 and 3) (附註2及3)	190,320 (Notes 2 and 3) (附註2及3)	-	-	-	190,320
Mr. Ma Chi Kong, Karl 馬志剛先生	27.7.2007 二零零七年七月二十七日	27.7.2007 – 26.7.2011 二零零七年七月二十七日至 二零一一年七月二十六日	10.55 (Notes 2 and 3) (附註2及3)	570,960 (Notes 2 and 3) (附註2及3)	-	-	-	570,960
Mr. Wong 王先生	15.8.2006 二零零六年八月十五日	15.8.2006 – 14.8.2008 二零零六年八月十五日至 二零零八年八月十四日	0.315 (Note 2) (附註2)	2,379,000 (Note 2) (附註2)	-	-	(2,379,000)	-
	27.7.2007 二零零七年七月二十七日	27.7.2007 – 26.7.2011 二零零七年七月二十七日至 二零一一年七月二十六日	10.55 (Notes 2 and 3) (附註2及3)	95,160 (Notes 2 and 3) (附註2及3)	-	-	-	95,160
Mr. Kwok Ka Lap, Alva 郭嘉立先生	27.7.2007 二零零七年七月二十七日	27.7.2007 – 26.7.2011 二零零七年七月二十七日至 二零一一年七月二十六日	10.55 (Notes 2 and 3) (附註2及3)	95,160 (Notes 2 and 3) (附註2及3)	-	-	-	95,160
				33,401,160	-	-	(30,927,000)	2,474,160
<b>Former Directors 前董事</b>								
Mr. Chui Sai Cheong ("Mr. Chui") (Note 4) 崔世昌先生 (「崔先生」) (附註4)	15.8.2006 二零零六年八月十五日	15.8.2006 – 14.8.2008 二零零六年八月十五日至 二零零八年八月十四日	0.50	1,500,000	-	-	(1,500,000)	-
	27.7.2007 二零零七年七月二十七日	27.7.2007 – 26.7.2011 二零零七年七月二十七日至 二零一一年七月二十六日	0.67	1,500,000	-	-	(1,500,000)	-
Mr. Wong Kam Cheong, Stanley (Note 5) 黃錦昌先生 (附註5)	15.8.2006 二零零六年八月十五日	15.8.2006 – 14.8.2008 二零零六年八月十五日至 二零零八年八月十四日	0.315 (Note 2) (附註2)	3,172,000 (Note 2) (附註2)	-	-	(3,172,000)	-
	27.7.2007 二零零七年七月二十七日	27.7.2007 – 26.7.2011 二零零七年七月二十七日至 二零一一年七月二十六日	10.55 (Notes 2 and 3) (附註2及3)	190,320 (Notes 2 and 3) (附註2及3)	-	-	-	190,320
				6,362,320	-	-	(6,172,000)	190,320

# DIRECTORS' REPORT

## 董事會報告書

ITC PROPERTIES GROUP LIMITED 德祥地產集團有限公司

### SHARE OPTIONS (Cont'd)

### 購股權 (續)

Category and name of participants 類別及參與者姓名	Date of grant 授出日期	Option period 可行使期間 (Note 1) (附註1)	Exercise price per share 每股行使價 (HK\$) (港幣)	Number of share options 購股權數目				
				Outstanding as at 1.4.2008 於二零零八年四月一日尚未行使	Granted during the year 年內授出	Exercised during the year 年內行使	Cancelled/Lapsed during the year 年內註銷	Outstanding as at 31.3.2009 於二零零九年三月三十一日尚未行使
Employees 僱員	15.8.2006 二零零六年八月十五日	15.8.2006 – 14.8.2008 二零零六年八月十五日至二零零八年八月十四日	0.315 (Note 2) (附註2)	2,379,000 (Note 2) (附註2)	-	-	(2,379,000)	-
	27.7.2007 二零零七年七月二十七日	27.7.2007 – 26.7.2011 二零零七年七月二十七日至二零零一年七月二十六日	10.55 (Notes 2 and 3) (附註2及3)	6,609,272 (Notes 2 and 3) (附註2及3)	-	-	(5,892,400)	716,872
Other participants 其他參與者	15.8.2006 二零零六年八月十五日	15.8.2006 – 14.8.2008 二零零六年八月十五日至二零零八年八月十四日	0.315 (Note 2) (附註2)	3,647,800 (Note 2) (附註2)	-	-	(3,647,800)	-
	27.7.2007 二零零七年七月二十七日	27.7.2007 – 26.7.2011 二零零七年七月二十七日至二零零一年七月二十六日	10.55 (Notes 2 and 3) (附註2及3)	317,200 (Notes 2 and 3) (附註2及3)	-	-	-	317,200
				12,953,272	-	-	(11,919,200)	1,034,072
<b>Total 合計</b>				<b>52,716,752</b>	<b>-</b>	<b>-</b>	<b>(49,018,200)</b>	<b>3,698,552</b>

### SHARE OPTIONS (Cont'd)

#### Notes:

1. In relation to the share options granted on 15th August, 2006, subject to the terms and conditions of the 2002 Scheme, the share options shall be exercisable at any time during the option period and subject further to a maximum of 50% of the share options shall be exercisable during the period commencing from 15th August, 2006 to 14th August, 2007, with the balance of the share options not yet exercised may be exercised during the period commencing from 15th August, 2007 to 14th August, 2008. In relation to the share options granted on 27th July, 2007, subject to the terms and conditions of the 2002 Scheme, the share options shall be exercisable at any time during the option period and subject further to a maximum of 50% of the share options shall be exercisable during the period commencing from 27th July, 2008 to 26th July, 2009, with the balance of the share options not yet exercised may be exercised during the period commencing from 27th July, 2009 to 26th July, 2011.
2. As disclosed in the announcement of the Company dated 12th August, 2008 in relation to the adjustments to the exercise prices and the numbers of share options, the exercise price of the share options granted on 15th August, 2006 has been adjusted from HK\$0.50 per share to HK\$0.315 per share and the aggregate outstanding number of share options has also been adjusted from 25,300,000 share options to 40,125,800 share options while the exercise price of the share options granted on 27th July, 2007 has been adjusted from HK\$0.67 per share to HK\$0.422 per share and the aggregate outstanding number of share options has also been adjusted from 61,700,000 share options to 97,856,200 share options as a result of the rights issue on the basis of three rights shares (with warrants in the proportion of four warrants for every fifteen rights shares subscribed) for every share held (the "Rights Issue").
3. As disclosed in the announcement of the Company dated 13th March, 2009 in relation to the adjustments to the exercise price and the number of share options, the exercise price of the share options granted on 27th July, 2007 has been adjusted from HK\$0.422 per share to HK\$10.55 per share and the aggregate outstanding number of share options has also been adjusted from 92,463,800 share options to 3,698,552 share options as a result of the capital reorganisation involving, among others, the consolidation of every twenty-five issued shares of HK\$0.01 each into one consolidated share of HK\$0.25 (the "Capital Reorganisation").
4. Following the resignation of Mr. Chui as an independent non-executive director of the Company with effect from 5th February, 2008, 1,500,000 share options granted by the Company at the initial exercise price of HK\$0.50 per share and 1,500,000 share options granted by the Company at the initial exercise price of HK\$0.67 per share both to Mr. Chui were expired on 4th August, 2008, which was six months after the date of his resignation pursuant to clause 7.2(a) of the 2002 Scheme.
5. Notwithstanding the resignation of Mr. Wong Kam Cheong, Stanley as the deputy managing director and an executive director of the Company with effect from 1st September, 2008, the further adjusted 190,320 share options granted by the Company at the further adjusted exercise price of HK\$10.55 per share to Mr. Wong Kam Cheong, Stanley continue to be valid and exercisable according to the terms and conditions of the 2002 Scheme as he remains as a consultant of the Company.

### 購股權(續)

#### 附註:

1. 有關於二零零六年八月十五日授出的購股權在2002計劃之條款及條件規限下，購股權可於可行使期間內隨時行使，惟最多50%之購股權可於二零零六年八月十五日至二零零七年八月十四日期間行使，而餘下仍未行使的購股權可於二零零七年八月十五日至二零零八年八月十四日期間行使。有關於二零零七年七月二十七日授出的購股權在2002計劃之條款及條件規限下，購股權可於可行使期間內隨時行使，惟最多50%之購股權可於二零零八年七月二十七日至二零零九年七月二十六日期間行使，而餘下仍未行使的購股權可於二零零九年七月二十七日二零一一年七月二十六日期間行使。
2. 如本公司於二零零八年八月十二日刊發有關調整行使價及購股權數目之公佈所披露，由於按每持有一股股份供三股供股股份(以及按每認購十五股供股股份派送四份認股權證)之基準供股(「供股」)，於二零零六年八月十五日授出之購股權之行使價已由每股港幣0.50元調整至每股港幣0.315元，未行使之購股權總數亦已由25,300,000份購股權調整至40,125,800份購股權，而於二零零七年七月二十七日授出之購股權之行使價則已由每股港幣0.67元調整至每股港幣0.422元，未行使之購股權總數亦已由61,700,000份購股權調整至97,856,200份購股權。
3. 如本公司於二零零九年三月十三日刊發有關調整行使價及購股權數目之公佈所披露，由於涉及(其中包括)將每二十五股每股面值0.01港元之已發行股份合併為一股每股面值0.25港元之合併股份之股本重組(「股本重組」)，於二零零七年七月二十七日授出之購股權之行使價已由每股港幣0.422元調整至每股港幣10.55元，未行使之購股權總數亦已由92,463,800份購股權調整至3,698,552份購股權。
4. 隨著崔先生於二零零八年二月五日起辭任本公司獨立非執行董事，由本公司以每股港幣0.50元之初步行使價授出1,500,000份及由本公司以每股港幣0.67元之初步行使價授出1,500,000份予崔先生之購股權已於二零零八年八月四日(即根據2002計劃第7.2(a)項所述由彼之辭任日期起計六個月之後)失效。
5. 儘管黃錦昌先生於二零零八年九月一日起辭任本公司副董事總經理及執行董事，惟由於黃錦昌先生仍為本公司之顧問，由本公司以每股港幣10.55元之經進一步調整行使價授出予彼之190,320份經進一步調整購股權根據2002計劃之條款及條件繼續有效及可予行使。



# DIRECTORS' REPORT

## 董事會報告書

ITC PROPERTIES GROUP LIMITED 德祥地產集團有限公司

### DIRECTORS' INTERESTS IN COMPETING BUSINESSES

Interests of a director of the Company in competing businesses of the Group as at 31st March, 2009 required to be disclosed pursuant to Rule 8.10 of the Listing Rules were as follows:

### 董事於競爭業務之權益

於二零零九年三月三十一日，本公司董事於競爭業務中擁有須根據上市規則第8.10條披露之權益如下：

Name of director 董事姓名	Name of company 公司名稱	Nature of competing business 競爭業務性質	Nature of interest 權益性質
Mr. Cheung 張先生	Wing On Travel (Holdings) Limited and its subsidiaries 永安旅遊(控股)有限公司及其附屬公司	Property business and hotel operation in Hong Kong and the PRC 香港及中國物業業務及酒店經營	As the managing director 作為董事總經理
	China Development Limited 中之傑發展有限公司	Property investment in Hong Kong 香港物業投資	As a director and shareholder 作為董事及股東
	Artnos Limited	Property investment in Hong Kong 香港物業投資	As a director and shareholder 作為董事及股東
	Co-Forward Development Ltd. 互勵發展有限公司	Property investment in Hong Kong 香港物業投資	As a director and shareholder 作為董事及股東
	Orient Centre Limited	Property investment in Hong Kong 香港物業投資	As a shareholder 作為股東
	Super Time Limited	Property investment in Hong Kong 香港物業投資	As a director and shareholder 作為董事及股東
	Asia City Holdings Ltd.	Property investment in Hong Kong 香港物業投資	As a director and shareholder 作為董事及股東
	Supreme Best Ltd.	Property investment in Hong Kong 香港物業投資	As a shareholder 作為股東
	Orient Holdings Limited 東田集團有限公司	Property investment in Hong Kong 香港物業投資	As a director and shareholder 作為董事及股東
	Link Treasure International Limited 聚寶國際有限公司	Property investment in Hong Kong 香港物業投資	As a director and shareholder 作為董事及股東
Silver City Limited 銀鎮有限公司	Property investment in Hong Kong 香港物業投資	As a director and shareholder 作為董事及股東	

### DIRECTORS' INTERESTS IN COMPETING BUSINESSES (Cont'd)

Mr. Cheung is the chairman of the Company who is principally responsible for the Group's strategic planning and management of the operations of the Board. His role is clearly separated from that of the managing director, Mr. Chan, who is principally responsible for the Group's operations and business development.

In addition, any significant business decision of the Group is to be determined by the Board. A director who has interest in the subject matter being resolved will abstain from voting. In view of the above, the Board considers that the interests of Mr. Cheung in other companies will not prejudice his capacity as director nor compromise the interests of the Group and the shareholders of the Company.

Save as disclosed above, as at 31st March, 2009, none of the directors of the Company or their respective associates was interested in any business apart from the Group's businesses which competes or is likely to compete, either directly or indirectly, with the businesses of the Group.

### DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed above, at no time during the year was the Company or any of its subsidiaries a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate. In addition, none of the directors or their spouses or children under the age of 18 had any right to subscribe for securities of the Company or had exercised any such right during the year.

### DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Other than as disclosed under the section headed "Connected Transactions and Continuing Connected Transactions" below and in note 47 to the consolidated financial statements, there are no contracts of significance to which the Company or any of its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

### INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

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

### 董事於競爭業務之權益(續)

張先生為本公司主席，主要負責本集團策略規劃及管理董事會運作。彼之職務與董事總經理陳先生之職務清晰劃分，陳先生則主要負責本集團營運及業務發展。

此外，本集團任何重大業務決策須由董事會決定。倘董事於所議決事項擁有任何權益，彼將須放棄投票。基於上述各項，董事會認為，張先生於其他公司之權益不會對彼出任董事職務構成任何重大影響，亦不會犧牲本公司及本公司股東利益。

除上文披露者外，於二零零九年三月三十一日，本公司董事或彼等之聯繫人士概無於任何與本集團業務直接或間接構成或可能構成競爭之業務(本集團業務除外)中擁有權益。

### 董事購買股份或債券之權利

除上文披露者外，本公司或其任何附屬公司於年內任何時間概無訂立任何安排，致使本公司董事可透過購入本公司或任何其他法人團體之股份或債券而獲益。此外，概無董事或彼等之配偶或十八歲以下之子女擁有認購本公司證券之任何權利或已於年度行使有關權利。

### 董事之重大合約權益

除下文「關連交易及持續關連交易」所載及綜合財務報表附註47所披露者外，在年結日及於本年度任何時間內，本公司或其任何附屬公司並無訂有本公司董事於當中直接或間接擁有重大權益之任何重大合約。

### 獨立非執行董事之獨立性

本公司已根據上市規則第3.13條取得各獨立非執行董事就其獨立性作出之年度確認。本公司認為所有獨立非執行董事均為獨立人士。

# DIRECTORS' REPORT

## 董事會報告書

ITC PROPERTIES GROUP LIMITED 德祥地產集團有限公司

### CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

Connected transactions and continuing connected transactions undertaken by the Company during the year ended 31st March, 2009 and up to the date of this report are set out below:

- (a) As stated in the announcement dated 7th December, 2007, on 28th November, 2007, Donson (International) Development Limited (“Donson”), an indirect wholly-owned subsidiary of the Company, entered into several agreements in relation to:
- (i) disposal by Donson of its entire interest in Guangzhou Panyu Lotus Golf & Country Club Co., Ltd. (“Panyu Golf”), Guangzhou Panyu Wei Di Si Golf Property Company Limited (“Wei Di Si”) and Guangzhou Lian Chui Property Management Company Limited (“Lian Chui”) (the “Disposal”) to 廣州市番禺協誠實業有限公司 (“番禺協誠”), a company incorporated in the PRC with limited liability, which is an investment holding company controlled by the Panyu Municipal Government, the PRC, for an aggregate cash consideration of RMB20 million (equivalent to approximately HK\$22.8 million) as set out in note 42 to the consolidated financial statements;
- (ii) the co-operation between Panyu Golf and Donson in the development of a parcel of land within Guangzhou Lotus Hill Golf Resort (the “Development Agreement”) in which the Group will have the right to share 65% of its residual value. Under the terms of the Development Agreement, the Group will provide a loan of RMB40 million (equivalent to approximately HK\$45.5 million) to Panyu Golf for use in the development project as set out in note 20 to the consolidated financial statements; and
- (iii) the lease of Guangzhou Lotus Hill Golf Resort (the “Lease Agreement”) which comprised golf course and golf clubhouse within Panyu, Guangzhou, Guangdong Province, the PRC by Panyu Golf to Guangzhou Donson Hotel Management Limited (“Donson Hotel Management”), a subsidiary of the Company, for three years commencing from the date of the Lease Agreement entered into between Donson Hotel Management as lessee and Panyu Golf as lessor for the lease of the Guangzhou Lotus Hill Golf Resort on 16th April, 2008 at an annual rental of RMB5 million (equivalent to approximately HK\$5.7 million) renewable at the option of Donson Hotel Management at the successive terms of 3 years up to 20 years.

### 關連交易及持續關連交易

本公司於截至二零零九年三月三十一日止年度及截至本報告日期進行之關連交易及持續關連交易如下：

- (a) 誠如日期為二零零七年十二月七日之公佈所述，於二零零七年十一月二十八日，本公司之間接全資附屬公司東迅(國際)發展有限公司(「東迅」)就以下各項訂立若干協議：
- (i) 東迅出售其於廣州番禺蓮花山高爾夫球度假俱樂部有限公司(「番禺高爾夫球」)、廣州市番禺偉迪斯高爾夫房地產有限公司(「偉迪斯」)及廣州市蓮翠房產物業管理有限公司(「蓮翠」)之全部權益予於中國註冊成立之有限公司廣州市番禺協誠實業有限公司(「番禺協誠」)，為中國番禺市政府控制之投資控股公司(「出售事項」)，總現金代價為人民幣20,000,000元(相等於約港幣22,800,000元)，誠如綜合財務報表附註42所載；
- (ii) 番禺高爾夫球與東迅合作進行發展位於廣州蓮花山高爾夫球度假村內一幅土地(「發展協議」)，據此，本集團有權享有其65%餘值。根據發展協議之條款，本集團將向番禺高爾夫球提供人民幣40,000,000元(相等於約港幣45,500,000元)貸款用於發展項目，誠如綜合財務報表附註20所載；及
- (iii) 本公司附屬公司廣州市東迅酒店管理有限公司(「東迅酒店管理」)租賃，包括中國廣東省廣州市番禺區內廣州蓮花山高爾夫球度假村之高爾夫球場及高爾夫球會所(「租賃協議」)，由東迅酒店管理(作為承租人)與番禺高爾夫球(作為出租人)於二零零八年四月十六日就租賃廣州蓮花山高爾夫球度假村訂立租賃協議之日起為期三年，年租為人民幣5,000,000元(相等於約港幣5,700,000元)，東迅酒店管理有權選擇每三年續期，總年期最長為20年。

### CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS (Cont'd)

(a) (Cont'd)

By virtue of the fact that 番禺協誠 is controlled by the Panyu Municipal Government and 廣州市番禺旅游總公司 (“番禺旅游”), a company incorporated in the PRC which is a substantial shareholder of Panyu Golf, Wei Di Si and Lian Chui, is also controlled by the Panyu Municipal Government, 番禺協誠 and 番禺旅游 are therefore connected persons of the Company. Accordingly, the disposal of Panyu Golf, Wei Di Si and Lian Chui and the provision of the loan of RMB40 million constituted connected transactions for the Company under Chapter 14A of the Listing Rules. The transactions contemplated under the Lease Agreement also constituted a continuing connected transaction for the Company under Chapter 14A of the Listing Rules. Details of the above mentioned transactions are set out in the announcement dated 7th December, 2007 and the circular of the Company dated 17th January, 2008. The Disposal was completed on 6th March, 2008. The Development Agreement and the Lease Agreement were entered into by the Group on 16th April, 2008.

- (b) As stated in the announcement on 28th April, 2008, ITC Properties Management Limited (the “Tenant”), an indirect wholly-owned subsidiary of the Company, entered into a tenancy agreement (the “Tenancy Agreement”) with Island Town Limited (the “Landlord”), an indirect wholly-owned subsidiary of Hanny Holdings Limited (“Hanny”) for renting Unit 3102, 31/F., Bank of America Tower, 12 Harcourt Road, Central Hong Kong, for the period from 28th April, 2008 to 27th April, 2011 with a fixed rental of HK\$311,340 per month and management fee and air-conditioning charges of HK\$23,927 per month. The annual caps for total rental and other charges payable by the Tenant to the Landlord will not exceed HK\$3,900,000 for the financial year ending 31st March, 2009 and HK\$4,200,000 for each of the financial years ending 31st March, 2010 and 31st March, 2011.

As at the date of the Tenancy Agreement, Hanny was indirectly interested in approximately 16.72% of the issued share capital of the Company. Accordingly, the Landlord was a connected person of the Company. The Tenancy Agreement, which will be carried out on a continuing basis and in the ordinary and usual course of business of the Company, constituted a continuing connected transaction for the Company under Rule 14A.14 of the Listing Rules.

The independent non-executive directors of the Company confirmed that the above continuing connected transactions have been entered into by the Company in the ordinary course of its business, on normal commercial terms, and in accordance with the terms of the agreement governing such transactions that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

### 關連交易及持續關連交易(續)

(a) (續)

由於番禺協誠受番禺市政府控制，而廣州市番禺旅游總公司(「番禺旅游」)乃一間於中國註冊成立之公司，為番禺高爾夫球、偉迪斯及蓮翠之主要股東，亦受番禺市政府控制，故番禺協誠及番禺旅游均為本公司之關連人士。因此，根據上市規則第14A章，出售番禺高爾夫球、偉迪斯及蓮翠，以及提供人民幣40,000,000元貸款構成本公司之關連交易。根據上市規則第14A章，租賃協議項下擬進行之交易亦構成本公司之持續關連交易。上述交易詳情載於日期為二零零七年十二月七日之公佈及本公司日期為二零零八年一月十七日之通函。出售事項已於二零零八年三月六日完成。本集團於二零零八年四月十六日同時訂立發展協議及租賃協議。

- (b) 誠如日期為二零零八年四月二十八日之公佈所述，本公司之間接全資附屬公司德祥地產管理有限公司(「承租人」)與錦興集團有限公司(「錦興」)之間接全資附屬公司倫都有限公司(「業主」)訂立一項租賃協議(「租約」)，以租用香港中環夏慤道12號美國銀行中心31樓3102室，年期由二零零八年四月二十八日起至二零一一年四月二十七日止，固定金額月租為港幣311,340元，管理費及空調費每月港幣23,927元。截至二零零九年三月三十一日止財政年度，承租人應向業主支付之租金及其他費用總額年度上限不會超過港幣3,900,000元，截至二零一零年三月三十一日及二零一一年三月三十一日止財政年度各年不會超過港幣4,200,000元。

於租約日期，錦興間接擁有本公司已發行股本約16.72%。因此，業主為本公司之關連人士。租約將於本公司一般及正常業務過程中按持續基準進行，根據上市規則第14A.14條構成本公司之持續關連交易。

本公司之獨立非執行董事確認，上述持續關連交易乃於本公司日常業務過程中按一般商業條款以及根據規管有關交易之協議之條款訂立，該等條款屬公平合理，且符合本公司股東之整體利益。

# DIRECTORS' REPORT

## 董事會報告書

ITC PROPERTIES GROUP LIMITED 德祥地產集團有限公司

### CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS (Cont'd)

(b) (Cont'd)  
Pursuant to Rule 14A.38 of the Listing Rules, the auditors of the Company have performed certain agreed-upon procedures on the above continuing connected transactions in accordance with Hong Kong Standard on Related Services 4400 "Engagement to Perform Agreed-Upon Procedures Regarding Financial Information" issued by the Hong Kong Institute of Certified Public Accountants and reported that the continuing connected transactions (i) had received the approval of the Company's board of directors; (ii) had been entered into in accordance with the relevant agreement governing the transactions; and (iii) had not exceeded the annual cap disclosed in the Company's announcements dated 7th December, 2007 and 28th April, 2008 respectively.

### SUBSTANTIAL SHAREHOLDERS

As at 31st March, 2009, the interests and short positions of any substantial shareholders or other persons (not being directors or chief executive of the Company) in the shares and underlying shares of the Company which have been disclosed to the Company pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO and have been recorded in the register required to be kept by the Company pursuant to section 336 of the SFO were as follows:

#### Long position

(i) Interests in the ordinary shares of HK\$0.01 each of the Company

### 關連交易及持續關連交易(續)

(b) (續)  
根據上市規則第14A.38條，本公司核數師已根據由香港會計師公會頒佈之香港相關服務準則第4400號「就財務資料進行協定程序之委聘」，就上述持續關連交易進行若干協定程序，並呈報該等持續關連交易已：(i)獲本公司董事會批准；(ii)乃根據規管該等交易之相關協議訂立；及(iii)並無超過本公司日期分別為二零零七年十二月七日及二零零八年四月二十八日之公佈所載之年度上限。

### 主要股東

於二零零九年三月三十一日，主要股東或其他人士(並非本公司董事或主要行政人員)於本公司股份及相關股份中擁有已根據證券及期貨條例第XV部第2及3分部之條文向本公司披露及已記錄於本公司根據證券及期貨條例第336條規定存置之登記冊之權益及淡倉如下：

#### 好倉

(i) 於本公司每股面值港幣0.01元之普通股之權益

Name of shareholder 股東名稱	Capacity 身分	Number of issued shares 已發行股份數目	Approximate percentage of the issued share capital of the Company 佔本公司已發行 股本概約百分比 (%)
Loyal Concept Limited ("Loyal Concept")	Beneficial owner 實益擁有人	76,402,763 (Note 1) (附註1)	16.22
Hanny Magnetics (B.V.I.) Limited ("Hanny Magnetics")	Interest of controlled corporation 受控法團權益	76,402,763 (Note 1) (附註1)	16.22
Hanny Holdings Limited ("Hanny") 錦興集團有限公司(「錦興」)	Interest of controlled corporation 受控法團權益	76,402,763 (Note 1) (附註1)	16.22
Famex Investment Limited ("Famex") 其威投資有限公司(「其威」)	Interest of controlled corporation 受控法團權益	76,402,763 (Note 1) (附註1)	16.22

### SUBSTANTIAL SHAREHOLDERS (Cont'd)

#### Long position (Cont'd)

(i) Interests in the ordinary shares of HK\$0.01 each of the Company (Cont'd)

### 主要股東(續)

#### 好倉(續)

(i) 於本公司每股面值港幣0.01元之普通股之權益(續)

Name of shareholder 股東名稱	Capacity 身分	Number of issued shares 已發行股份數目	Approximate percentage of the issued share capital of the Company 佔本公司已發行 股本概約百分比 (%)
Mankar Assets Limited ("Mankar")	Interest of controlled corporation 受控法團權益	76,402,763 (Note 1) (附註1)	16.22
Selective Choice Investments Limited ("Selective Choice")	Beneficial owner 實益擁有人	36,593,400 (Note 1) (附註1)	7.77
ITC Investment Holdings Limited ("ITC Investment")	Interest of controlled corporations 受控法團權益	112,996,163 (Note 1) (附註1)	23.99
ITC Corporation Limited ("ITC") 德祥企業集團有限公司 (「德祥」)	Interest of controlled corporations 受控法團權益	112,996,163 (Note 1) (附註1)	23.99
Dr. Chan Kwok Keung, Charles ("Dr. Chan") 陳國強博士(「陳博士」)	Interest of controlled corporations 受控法團權益	112,996,163 (Note 1) (附註1)	23.99
	Beneficial owner 實益擁有人	6,066,400 (Note 1) (附註1)	1.29
		119,062,563	25.28
Ms. Ng Yuen Lan, Macy ("Ms. Ng") 伍婉蘭女士(「伍女士」)	Interest of spouse 配偶權益	119,062,563 (Note 1) (附註1)	25.28
Stark Master Fund, Ltd. ("Stark Master")	Beneficial owner 實益擁有人	22,802,210 (Note 2) (附註2)	4.84
Stark Investments (Hong Kong) Limited ("Stark HK")	Investment manager 投資經理	37,234,836 (Note 3) (附註3)	7.91

# DIRECTORS' REPORT

## 董事會報告書

ITC PROPERTIES GROUP LIMITED 德祥地產集團有限公司

### SUBSTANTIAL SHAREHOLDERS (Cont'd)

#### Long position (Cont'd)

(ii) Interests in the underlying shares under equity derivatives of the Company (as defined in Part XV of the SFO)

### 主要股東(續)

#### 好倉(續)

(ii) 於本公司股權衍生工具項下之相關股份之權益(定義見證券及期貨條例第XV部)

Name of shareholder 股東名稱	Capacity 身分	Number of underlying shares 相關股份數目	Approximate percentage of the issued share capital of the Company 佔本公司已發行 股本概約百分比 (%)
Loyal Concept	Beneficial owner 實益擁有人	103,347,228 (Note 1) (附註1)	21.95
Hanny Magnetics	Interest of controlled corporation 受控法團權益	103,347,228 (Note 1) (附註1)	21.95
Hanny 錦興	Interest of controlled corporation 受控法團權益	103,347,228 (Note 1) (附註1)	21.95
Famex 其威	Interest of controlled corporation 受控法團權益	103,347,228 (Note 1) (附註1)	21.95
Mankar	Interest of controlled corporation 受控法團權益	103,347,228 (Note 1) (附註1)	21.95
Selective Choice	Beneficial owner 實益擁有人	9,792,099 (Note 1) (附註1)	2.08
ITC Investment	Interest of controlled corporations 受控法團權益	113,139,327 (Note 1) (附註1)	24.03
ITC 德祥	Interest of controlled corporations 受控法團權益	113,139,327 (Note 1) (附註1)	24.03

### SUBSTANTIAL SHAREHOLDERS (Cont'd)

#### Long position (Cont'd)

(ii) Interests in the underlying shares under equity derivatives of the Company (as defined in Part XV of the SFO) (Cont'd)

### 主要股東(續)

#### 好倉(續)

(ii) 於本公司股權衍生工具項下之相關股份之權益(定義見證券及期貨條例第XV部)(續)

Name of shareholder 股東名稱	Capacity 身分	Number of underlying shares 相關股份數目	Approximate percentage of the issued share capital of the Company 佔本公司已發行 股本概約百分比 (%)
Dr. Chan 陳博士	Interest of controlled corporations 受控法團權益	113,139,327 (Note 1) (附註1)	24.03
	Beneficial owner 實益擁有人	761,920 (Note 1) (附註1)	0.16
		113,901,247	24.19
Ms. Ng 伍女士	Interest of spouse 配偶權益	113,901,247 (Note 1) (附註1)	24.19
Stark Master	Beneficial owner 實益擁有人	23,875,536 (Note 2) (附註2)	5.07
Stark HK	Investment manager 投資經理	36,093,775 (Note 3) (附註3)	7.66



# DIRECTORS' REPORT

## 董事會報告書

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### SUBSTANTIAL SHAREHOLDERS (Cont'd)

#### Long position (Cont'd)

(ii) *Interests in the underlying shares under equity derivatives of the Company (as defined in Part XV of the SFO) (Cont'd)*

Notes:

1. Hanny and Hanny Magnetics were taken to have interest in 179,749,991 shares (of which 103,347,228 shares relate to their derivative interests) which were held by Loyal Concept, being a wholly-owned subsidiary of Hanny Magnetics which, in turn, was a wholly-owned subsidiary of Hanny, the issued shares of which are listed on the Stock Exchange. Famex, a wholly-owned subsidiary of Mankar, was the controlling shareholder of Hanny. Mankar was a wholly-owned subsidiary of ITC Investment which, in turn, was a wholly-owned subsidiary of ITC. Famex and Mankar were deemed to be interested in 179,749,991 shares (of which 103,347,228 shares relate to their derivative interests) which were held by Loyal Concept. Selective Choice, a wholly-owned subsidiary of ITC Investment which, in turn, was a wholly-owned subsidiary of ITC, owned 46,385,499 shares (of which 9,792,099 shares relate to its derivative interest). ITC Investment and ITC were deemed to be interested in 226,135,490 shares (of which 113,139,327 shares relate to their derivative interests) which were held by Loyal Concept and Selective Choice. Dr. Chan was the controlling shareholder of ITC. Ms. Ng is the spouse of Dr. Chan. Dr. Chan owned 6,828,320 shares (of which 761,920 shares relate to his derivative interest) and was deemed to be interested in 226,135,490 shares (of which 113,139,327 shares relate to his derivative interest) which were held by Loyal Concept and Selective Choice. Ms. Ng was deemed to be interested in 232,963,810 shares (of which 113,901,247 shares relate to her derivative interest) which were held by Dr. Chan, Loyal Concept and Selective Choice.
2. Stark Master owned 46,677,746 shares (as restated taking into account the effects of the Rights Issue and the Capital Reorganisation) (of which 23,875,536 shares relate to its derivative interest).
3. Stark HK was taken to have an interest as an investment manager in 73,328,611 shares (as restated taking into account the effects of the Rights Issue and the Capital Reorganisation) (of which 36,093,775 shares relate to its derivative interest) which were held by Centar Investments (Asia) Ltd., Shepherd Investments International, Ltd., Stark Asia Master Fund, Ltd. and Stark International.

Save as disclosed above, the Company has not been notified of any other relevant interests or short positions in the issued share capital of the Company as at 31st March, 2009.

### 主要股東(續)

#### 好倉(續)

(ii) 於本公司股權衍生工具項下之相關股份之權益(定義見證券及期貨條例第XV部)(續)

附註:

1. 錦興與Hanny Magnetics 被視為在 Loyal Concept持有之179,749,991股股份(其中103,347,228股股份涉及其衍生權益)中擁有權益。Loyal Concept為Hanny Magnetics之全資附屬公司,而Hanny Magnetics為錦興(其已發行股份於聯交所上市)之全資附屬公司。Mankar之全資附屬公司其威為錦興之控股股東。Mankar為ITC Investment之全資附屬公司,而ITC Investment則為德祥之全資附屬公司。其威及Mankar 均被視為於Loyal Concept所持有之179,749,991股股份(其中103,347,228股股份涉及其衍生權益)中擁有權益。ITC Investment(其為德祥之全資附屬公司)之全資附屬公司Selective Choice持有46,385,499股股份(其中9,792,099股股份涉及其衍生權益)中擁有權益。ITC Investment及德祥被視為於Loyal Concept和Selective Choice所持有之226,135,490股股份(其中113,139,327股股份涉及其衍生權益)中擁有權益。陳博士為德祥之控股股東,伍女士為陳博士之配偶。陳博士持有6,828,320股股份(其中761,920股股份涉及其衍生權益),及被視為在Loyal Concept及Selective Choice所持有之226,135,490股股份(其中113,139,327股股份涉及其衍生權益)中擁有權益。伍女士被視為於陳博士、Loyal Concept及Selective Choice所持有之232,963,810股股份(其中113,901,247股股份涉及其衍生權益)中擁有權益。
2. Stark Master擁有46,677,746股股份(經計及供股及股本重組之影響後重列)(其中23,875,536股股份涉及其衍生權益)。
3. Stark HK作為投資經理被當作擁有Centar Investments (Asia) Ltd.、Shepherd Investments International, Ltd.、Stark Asia Master Fund, Ltd.及Stark International所持有73,328,611股股份(經計及供股及股本重組之影響後重列)(其中36,093,775股股份涉及其衍生權益)中擁有權益。

除上文所披露者外,本公司並未獲悉任何其他於二零零九年三月三十一日於本公司已發行股本中之相關權益或淡倉。

### MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31st March, 2009, our largest customer accounted for 12% of the Group's total turnover and the aggregate amount of turnover attributable to the Group's five largest customers were 34% of the Group's total turnover. Aggregate purchases attributable to the Group's five largest suppliers were less than 30% of the Group's total purchases.

None of the directors, their associates or any shareholders (which to the knowledge of the directors owns more than 5% of the Company's issued share capital) has any interest in any of the Group's five largest suppliers.

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

During the year ended 31st March, 2009 and before the Capital Reorganisation taken place on 16th March, 2009, the Company had repurchased a total of 609,135,000 ordinary shares on the Stock Exchange at an aggregate consideration of HK\$26,532,055, representing an average price of approximately HK\$0.044 paid for each share repurchased. The highest and lowest prices per share paid for such repurchases were HK\$0.058 and HK\$0.033 respectively. All these shares were cancelled.

Save as disclosed above, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year ended 31st March, 2009.

### CONTINUING OBLIGATIONS UNDER CHAPTER 13 OF THE LISTING RULES

The following disclosure is made by the Company pursuant to Rules 13.20 and 13.22 of the Listing Rules:

#### 1. ADVANCES TO ENTITIES

In accordance with Rule 13.20 of the Listing Rules, details of the advances to entities made by the Group as at 31st March, 2009, which individually exceeds 8% of the assets ratio as set out in Rule 14.07 of the Listing Rules are as follows:

Entity 實體	Attributable interest held by the Group 本集團持有之應佔權益	Advances 墊款 HK\$'000 港幣千元	Interest receivable 應收利息 HK\$'000 港幣千元	Total 合計 HK\$'000 港幣千元	Percentage of total assets 佔總資產 百分比 (Note 2) (附註2)
Orient Town Limited ("Orient Town") and its subsidiaries (Notes 1 and 3) 華鎮有限公司(「華鎮」)及其附屬公司 (附註1及3)	45%	1,076,188	56,182	1,132,370	31.6%

### 主要客戶及供應商

截至二零零九年三月三十一日止年度，最大客戶佔本集團總營業額之12%，而本集團五大客戶之營業總額佔本集團總營業額之34%。本集團五大供應商之採購總額佔本集團總採購少於30%。

各董事、彼等之聯繫人士或據各董事所知擁有本公司已發行股本超過5%之任何股東概無於本集團五大供應商中擁有任何權益。

### 購買、出售或贖回本公司之上市證券

截至二零零九年三月三十一日止年度以及於二零零九年三月十六日進行股本重組前，本公司以總代價港幣26,532,055元於聯交所合共購回609,135,000股普通股，即每股已購回股份平均支付約港幣0.044元。該等購回之每股最高及最低價分別為港幣0.058元及港幣0.033元。所有該等股份經已註銷。

除上文披露者外，本公司或其任何附屬公司於截至二零零九年三月三十一日止年度內概無購買、出售或贖回本公司任何上市證券。

### 上市規則第13章項下之持續責任

下文為本公司根據上市規則第13.20及13.22條作出之披露：

#### 1. 向實體墊款

根據上市規則第13.20條，本集團於二零零九年三月三十一日向實體墊款(個別計算超過上市規則第14.07條所載列之資產比率之8%)之詳情如下：

# DIRECTORS' REPORT

## 董事會報告書

ITC PROPERTIES GROUP LIMITED 德祥地產集團有限公司

### CONTINUING OBLIGATIONS UNDER CHAPTER 13 OF THE LISTING RULES (Cont'd)

#### 1. ADVANCES TO ENTITIES (Cont'd)

Notes:

- (1) The advances are unsecured; HK\$908,000,000 of the advances is non-interest bearing and no demand for repayment will be made by the Group unless approved by the board of directors of Orient Town. HK\$168,188,000 of the advances is non-interest bearing with no fixed terms of repayment.
- (2) "Total assets" means the total assets value of the Group of approximately HK\$3,581 million as at 31st March, 2009 according to the Group's audited consolidated balance sheet as at 31st March, 2009.
- (3) Pursuant to an acquisition agreement dated 29th March, 2006 for the Group to acquire 40% issued share capital of Orient Town, the Group undertook to advance to Orient Town by way of shareholder's loan in the amount of HK\$885 million (the "First Shareholder's Loan"). On 30th March, 2007, the Group has exercised the right to acquire further 5% issued share capital of Orient Town, as a condition of which an additional loan of HK\$93 million (the "Second Shareholder's Loan") was advanced to Orient Town. Loan to Orient Town amounted to HK\$70 million was repaid in 2007. The shareholder's loans were principally used for financing acquisition of indirect interest in 14 parcels of leased land situated in Estrada de Seac Pai Van, Macau and for repayment of shareholder's loan due by Orient Town to the vendor. Pursuant to another acquisition agreement dated 25th January, 2007 for the Group to acquire 8.7% issued share capital of, a shareholder's loan and interest accrued thereon of HK\$39.6 million and HK\$71.4 million respectively (the "Acquired Loan") due by Empresa De Fomento Industrial E Comercial Concórdia, S.A. ("Concordia"), an effective 59.5%-owned subsidiary of Orient Town, the Group undertook to further advance to Concordia by way of an additional shareholder's loan up to HK\$70 million (the "Concordia Loan"), of which HK\$55 million was advanced to Concordia in prior year. The First Shareholder's Loan, the Second Shareholder's Loan, the Acquired Loan and the Concordia Loan have been approved in the special general meetings of the Company held on 15th June, 2006 and 23rd March, 2007, respectively. HK\$70 million was repaid during the year ended 31st March, 2008.

### 上市規則第13章項下之持續責任(續)

#### 1. 向實體墊款(續)

附註：

- (1) 該墊款乃無抵押，其中港幣908,000,000元墊款不計息，且除獲華鎮之董事會批准，否則本集團將不會提出償還要求。港幣168,188,000元墊款不計息，且沒有固定還款期。
- (2) 「總資產」指根據本集團於二零零九年三月三十一日之經審核綜合資產負債表所示本集團於二零零九年三月三十一日約港幣3,581,000,000元之總資產。
- (3) 根據日期為二零零六年三月二十九日本集團收購華鎮之40%已發行股本之一項收購協議，本集團承諾透過股東貸款之形式向華鎮墊款港幣885,000,000元（「第一次股東貸款」）。於二零零七年三月三十日，本集團已行使權利進一步收購華鎮5%之已發行股本，並已向華鎮額外提供港幣93,000,000元之貸款（「第二次股東貸款」）作為收購條件。授予華鎮之貸款中港幣70,000,000元已於二零零七年償還。股東貸款主要用作收購於澳門石排灣馬路之十四幅土地之間接權益之融資及償還華鎮結欠賣方之股東貸款。根據日期為二零零七年一月二十五日本集團就購入華鎮擁有59.5%實際權益附屬公司聯生發展股份有限公司（「聯生」）8.7%已發行股本以及股東貸款及累計利息金額分別為港幣39,600,000元及港幣71,400,000元（「購入貸款」）的另一項收購協議，本集團承諾透過提供額外股東貸款（金額不超過港幣70,000,000元）（「聯生貸款」）之形式再向聯生提供墊款，其中港幣55,000,000元已於過往年度墊支予聯生。第一次股東貸款、第二次股東貸款、購入貸款及聯生貸款已分別於二零零六年六月十五日及二零零七年三月二十三日舉行之本公司股東特別大會獲批准。港幣70,000,000元已於截至二零零八年三月三十一日止年度償還。

### CONTINUING OBLIGATIONS UNDER CHAPTER 13 OF THE LISTING RULES (Cont'd)

#### 2. FINANCIAL ASSISTANCE TO AFFILIATED COMPANIES

As detailed in the previous paragraph headed "Advances To Entities", the Group had provided financial assistance to affiliated companies in the aggregate amount of HK\$1,132,370,000 which represented 31.6% of the Group's total assets value as at 31st March, 2009. In accordance with the requirement under Rule 13.22 of the Listing Rules, the proforma combined balance sheet of these affiliated companies, and the Group's attributable interests in these affiliated companies based on their latest financial statements available are presented below:

		<b>Proforma combined balance sheet</b>	<b>Group's attributable interests</b>
		<b>備考合併資產負債表</b>	<b>本集團應佔權益</b>
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Non-current assets	非流動資產	2,582,352	1,178,971
Current assets	流動資產	232,284	143,508
Current liabilities	流動負債	(624,777)	(508,178)
Non-current liabilities	非流動負債	(2,124,530)	(956,038)
Minority interests	少數股東權益	(61,130)	(27,509)
		<u>4,199</u>	<u>(169,246)</u>

### EMOLUMENT POLICY

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

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

The Company has adopted a share option scheme as an incentive to directors and eligible employees, details of the scheme are set out in note 38 to the consolidated financial statements.

### PRE-EMPTIVE RIGHTS

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

### SUFFICIENCY OF PUBLIC FLOAT

The Company has maintained a sufficient public float throughout the year ended 31st March, 2009.

### 上市規則第13章項下之持續責任(續)

#### 2. 向聯屬公司提供之財務援助

詳情載列於上段標題為「向實體墊款」，本集團已向聯屬公司提供總額為港幣1,132,370,000元之財務援助，於二零零九年三月三十一日佔本集團資產總值31.6%。根據上市規則第13.22條，該等聯屬公司可供參閱之最新財務報表為基準，該等聯屬公司之備考合併資產負債表及本集團於該等聯屬公司之應佔權益呈列如下：

### 薪酬政策

本集團僱員之薪酬政策乃由薪酬委員會按僱員之優點、資歷及能力訂定。

本公司董事之薪酬由薪酬委員會經考慮本公司經營業績、個別表現及可供比較市場統計數據後決定。

本公司已採納一項購股權計劃作為給予董事及合資格僱員之獎勵，有關詳情載於綜合財務報表附註38。

### 優先購買權

公司細則或百慕達法例並無優先購買權之條文，規定本公司須按比例向現有股東提呈發售新股。

### 足夠公眾持股量

本公司於截至二零零九年三月三十一日止年度一直維持足夠公眾持股量。

# DIRECTORS' REPORT

## 董事會報告書

ITC PROPERTIES GROUP LIMITED 德祥地產集團有限公司

### CORPORATE GOVERNANCE

The Company is committed to maintaining a high standard of corporate governance. Information on the corporate governance practices adopted by the Company is set out in the Corporate Governance Report, which is on pages 37 to 43 of this annual report.

### AUDITORS

A resolution will be submitted at the AGM to re-appoint Messrs. Deloitte Touche Tohmatsu as auditors of the Company.

On behalf of the Board

**Cheung Hon Kit**  
*Chairman*

Hong Kong, 24th July, 2009

### 企業管治

本公司致力維持高水平企業管治。有關本公司所採納企業管治常規之資料載於本年報第37至43頁之企業管治報告書。

### 核數師

有關續聘德勤•關黃陳方會計師行為本公司核數師之決議案將於股東週年大會提呈。

代表董事會

主席  
**張漢傑**

香港，二零零九年七月二十四日

The Company is committed to maintaining a high standard of corporate governance practices and procedures and complying with statutory and regulatory requirements with an aim to maximise the shareholders' values and interests as well as to enhance the stakeholders' transparency and accountability.

### CORPORATE GOVERNANCE PRACTICES

Throughout the year ended 31st March, 2009, the Company has continued to comply with the code provisions of the Code on Corporate Governance Practices (the "Code") as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

### DIRECTORS' SECURITIES TRANSACTIONS

The Company has continued to adopt the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding securities transactions by the directors. Specific enquiry has been made with all directors of the Company and the directors have confirmed that they have complied with the required standard set out in the Model Code throughout the year ended 31st March, 2009. The Company also continued to adopt a code of conduct governing securities transactions by employees who may possess or have access to price-sensitive information.

### BOARD OF DIRECTORS

Members of the Board are individually and collectively responsible for leadership and control, and for promoting the success, of the Company by operating and developing the Group's business operations and implementing the Company's business strategies. As at the date of this report, the Board consists of eight directors which include five executive directors and three independent non-executive directors.

The Company has a balanced Board composition of executive and non-executive directors (including independent non-executive directors). With three Board members being independent non-executive directors possessing professional expertise and a diverse range of experience, the Board can effectively exercise independent judgment, give independent advice to the management of the Company and make decisions objectively in the interests of the Company and its shareholders as a whole. The biographical details of the directors are set out on pages 13 to 14 of this annual report. There is no financial, business, family or other material/relevant relationship among the members of the Board.

The Board has delegated the Executive Board or Committee with authority and responsibility for handling the management functions and operations of the day-to-day business of the Company while specifically reserving certain important matters and decisions, such as annual and interim period financial reporting and control, equity fund raising, declaration of interim dividend, recommendation of final dividend or other distributions, decision regarding notifiable transactions and connected transactions under Chapter 14 and Chapter 14A of the Listing Rules respectively and recommendation for capital reorganisation or scheme of arrangement of the Company, for the approval by the Board.

本公司致力維持高水平企業管治常規及程序，以符合法定及監管規定，以為股東帶來最大回報及利益，並提高對股東之透明度及問責性為目標。

### 企業管治常規

截至二零零九年三月三十一日止年度，本公司繼續遵守香港聯合交易所有限公司證券上市規則（「上市規則」）附錄14所載企業管治常規守則（「守則」）之守則條文。

### 董事進行證券交易

本公司繼續採納上市規則附錄10所載上市發行人董事進行證券交易的標準守則（「標準守則」）作為董事進行證券交易之操守準則。本公司已向本公司全體董事作出特定查詢，董事均確認，彼等於截至二零零九年三月三十一日止年度內一直遵守標準守則所載規定標準。本公司亦繼續採納有關可能擁有或取得股價敏感資料之僱員進行證券交易之操守準則。

### 董事會

董事會成員個別及共同負責領導及控制本公司，並透過經營及發展本集團業務運作及推行本公司之業務策略，推動本公司邁向成功。於本報告日期，董事會由八名董事組成，當中包括五名執行董事及三名獨立非執行董事。

本公司董事會結構平衡，成員由執行及非執行董事（包括獨立非執行董事）組成，三名董事會成員為獨立非執行董事，具備均衡組合之專業知識及廣泛經驗，董事會可有效作出獨立判斷、向本公司管理層作出獨立建議，並客觀地作出符合本公司及全體股東整體利益之決定。董事履歷詳情載於本年報第13至14頁。董事會成員間概無財務、業務、家庭或其他重大／相關關係。

董事會已成立執行董事會或委員會，授予其行使管理職能及執行本公司日常業務運作之權力及責任，另特別保留若干重要事項及決定（如年度及中期財務報告及監控、籌集股本資金、宣派中期股息、建議派付末期股息或其他分派、分別根據上市規則第14章及第14A章須予公佈之交易及關連交易之決定以及建議進行本公司股本重組或債務償還安排）由董事會批准。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告書

ITC PROPERTIES GROUP LIMITED 德祥地產集團有限公司

### BOARD OF DIRECTORS (Cont'd)

Regular Board meetings are held at least four times a year with at least 14 days notice being given to all directors. Additional meetings, if necessary, are arranged as and when required. Directors may attend Board meetings either in person or through electronic means of communication. A total of nine Board meetings (including four regular Board meetings) were held during the year ended 31st March, 2009.

The directors are provided with relevant information to enable them to make informed decisions and appropriate arrangements are in place to ensure that they are given every opportunity to include matters in the agenda of the Board meetings. All directors have separate and independent access to the advice and services of the Group's senior management and consultants with a view to ensuring that Board procedures and all applicable rules and regulations are observed and complied with.

The attendance record of each individual Board member at the Board, Audit Committee and Remuneration Committee meetings during the year under review, on a named basis, is as follows:

### 董事會(續)

本公司每年最少舉行四次例行董事會會議，全體董事將於例行董事會會議舉行最少14天前接獲通知，如有必要，本公司會於適當時候額外安排會議。董事可親身或以電子通訊方式出席董事會會議。截至二零零九年三月三十一日止年度，本公司合共舉行九次董事會會議，包括四次例行董事會會議。

董事獲提供相關資料，以便作出知情決定，另已作出適當安排，確保彼等有機會於董事會會議議程中加入事項。全體董事均可各自個別獲得本集團高級管理人員及顧問提供之意見及協助，以確保遵循及符合董事會程序以及所有合適規則及規例。

下表以記名方式載列回顧年度本公司各個別董事會成員於董事會、審核委員會及薪酬委員會會議各自之出席率：

Name of Director 董事姓名	Meetings Attended/Eligible to Attend 已出席會議／合資格出席會議次數		
	Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會
<b>Executive directors:</b>	<b>執行董事：</b>		
Mr. Cheung Hon Kit (Chairman)	張漢傑先生(主席)	9/9	
Mr. Chan Fut Yan (Managing Director)	陳佛恩先生(董事總經理)	9/9	
Mr. Wong Kam Cheong, Stanley (Deputy Managing Director) (resigned on 1st September, 2008)	黃錦昌先生 (副董事總經理) (於二零零八年九月一日辭任)	3/3	
Mr. Cheung Chi Kit	張志傑先生	9/9	
Mr. Lai Tsan Tung, David	賴贊東先生	8/9	
Mr. Ma Chi Kong, Karl	馬志剛先生	7/9	
<b>Independent non-executive directors:</b>	<b>獨立非執行董事：</b>		
Mr. Qiao Xiaodong (Vice Chairman)	喬小東先生(副主席)	5/9	1/4
Mr. Wong Chi Keung, Alvin	王志強先生	7/9	4/4
Mr. Kwok Ka Lap, Alva	郭嘉立先生	9/9	4/4

### BOARD OF DIRECTORS (Cont'd)

#### Chairman and Managing Director

The roles of the Chairman and the Managing Director, held by separate individuals, are clearly segregated with an aim to provide a balance of power and authority. The Chairman is principally responsible for the strategic planning of the Group and the management of the operations of the Board. The Managing Director is mainly responsible for the operations and business development of the Group.

#### Non-executive Directors

Pursuant to the bye-laws of the Company (the "Bye-laws"), every director is subject to re-election and retirement by rotation at least once every three years. Non-executive directors are subject to the aforesaid retirement requirements and are appointed for a specific term of not more than three years.

At least one of the independent non-executive directors has appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.10 of the Listing Rules. The Company has received, from each of the independent non-executive directors, an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules and considers them to be independent.

#### Nomination, Appointment and Re-election of Directors

The Board as a whole is responsible for the appointment and nomination of directors for re-election by shareholders at the annual general meeting of the Company. Pursuant to the Bye-laws, the directors shall have the power from time to time and at any time to appoint any person as director either to fill a casual vacancy on the Board or as an addition to the existing Board who is subject to retirement and re-election at the first general meeting or first annual general meeting respectively after his/her appointment. The Board should take into account of the candidate's qualification, ability and potential contribution to the Company. A candidate to be appointed as an independent non-executive director must satisfy the independence criteria set out in Rule 3.13 of the Listing Rules. During the year under review, no director was involved in fixing his own terms of appointment and no independent non-executive director participated in assessing his own independence.

Throughout the year ended 31st March, 2009, the Company complied with code provision A.4.2 of the Code by receiving confirmation in writing from each of the non-executive directors (including independent non-executive directors) in relation to their renewed term of office so that every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years and pursuant to the Bye-laws, at each annual general meeting one-third of the directors of the Company for the time being shall retire from office by rotation such that each director shall be subject to retirement at least once every three years at the annual general meeting.

### 董事會(續)

#### 主席及董事總經理

主席及董事總經理由兩名個別人士出任，其職責清晰劃分，以維持權力及職權之平衡。主席主要負責本集團之策略規劃以及管理董事會之運作。董事總經理則主要負責管理本集團營運及業務發展。

#### 非執行董事

根據本公司之公司細則(「公司細則」)，各董事須至少每三年膺選連任及輪值退任。非執行董事亦須遵守上述退任規定，並根據不超過三年的特定任期獲委任。

根據上市規則第3.10條，最少一名獨立非執行董事具備合適專業資格或會計或相關財務管理專業知識。本公司已接獲各獨立非執行董事各自根據上市規則第3.13條就獨立身分發出之年度確認書，並認為彼等均屬獨立人士。

#### 提名、委任及重選董事

董事會整體負責委任董事及提名董事經由股東於本公司股東週年大會重選。根據公司細則，董事有權不時及隨時委任任何人士出任董事，以填補董事會之臨時空缺或作為現有董事會之新增成員，惟有關人士須分別於彼獲委任後首次股東大會或首次股東週年大會退任及膺選連任。董事會須計及被提名人士之資歷、才能及對本公司之潛在貢獻。獲委任為獨立非執行董事之被提名人士須符合上市規則第3.13條所載獨立身分標準。於回顧年度內，概無董事參與釐定本身之委任條款，亦無獨立非執行董事參與評估本身之獨立身分。

於截至二零零九年三月三十一日止整個年度，本公司已遵守守則之守則條文第A.4.2條，就非執行董事(包括獨立非執行董事)之更新任期接到彼等之書面確認，以使各董事(包括按特定任期獲委任者)須至少每三年輪值退任一次，而根據公司細則，於每次股東週年大會上，本公司當時三分之一之董事須輪值退任，以使各董事須至少每三年於股東週年大會輪值退任一次。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告書

ITC PROPERTIES GROUP LIMITED 德祥地產集團有限公司

### REMUNERATION COMMITTEE

The Board established a Remuneration Committee with specific written terms of reference which clearly defines its role, authority and function. As at the date of this report, the members of the Remuneration Committee are Mr. Wong Chi Keung, Alvin (chairman of the Remuneration Committee), Mr. Chan Fut Yan and Mr. Kwok Ka Lap, Alva. With the exception of Mr. Chan Fut Yan who is also an executive director of the Company, the other members of the Remuneration Committee are independent non-executive directors of the Company.

The main responsibilities of the Remuneration Committee includes making recommendations to the Board on the Company's policy and structure for all remuneration packages of the directors and senior management, establishing a formal and transparent procedure for developing policy on such remuneration and reviewing and determining the remuneration packages of the directors and senior management. The terms of reference of the Remuneration Committee, which follow closely with the requirements of the Code and have been adopted by the Board and are posted on the Company's website. The Remuneration Committee has been provided with sufficient resources to discharge its duties.

During the year ended 31st March, 2009, the Remuneration Committee has discussed and resolved the revision of the remuneration packages of the directors and senior management and made recommendations to the Board for its approval.

Details of the remuneration packages of the directors are set out in note 13 to the consolidated financial statements. During the year under review, no director was involved in deciding his own remuneration package.

### AUDIT COMMITTEE

The Board has set up the Audit Committee with specific written terms of reference which clearly defines its role, authority and function. As at the date of this report, the members of the Audit Committee are the three independent non-executive directors, namely, Mr. Wong Chi Keung, Alvin (chairman of the Audit Committee), Mr. Qiao Xiaodong and Mr. Kwok Ka Lap, Alva. Mr. Wong Chi Keung, Alvin is a qualified accountant with extensive experience in financial reporting and controls as required by the Listing Rules.

The principal duties of the Audit Committee includes reviewing the Group's interim and final results prior to recommending them to the Board for its approval, appointing and reviewing the relationship with the external auditors of the Company and reviewing the Group's financial information and the Group's financial reporting system and internal control procedures. The terms of reference of the Audit Committee, which follow closely with the requirements of the Code and have been adopted by the Board, are posted on the Company's website. The Audit Committee has been provided with sufficient resources to discharge its duties.

### 薪酬委員會

董事會已成立薪酬委員會，並書面訂明職權範圍，清楚界定其職責、職權及職能。於本報告日期，薪酬委員會成員為王志強先生（薪酬委員會主席）、陳佛恩先生及郭嘉立先生。除本公司執行董事陳佛恩先生外，薪酬委員會成員均為本公司獨立非執行董事。

薪酬委員會主要職責包括就本公司有關董事及高級管理人員所有薪酬組合之政策及結構，向董事會提供推薦意見；就有關薪酬制定政策及審閱並釐定執行董事與高級管理人員之薪酬組合制定正式及具透明度之程序。薪酬委員會之職權範圍符合守則規定，已獲董事會採納，並載於本公司網站。薪酬委員會獲提供充裕資源履行其職責。

截至二零零九年三月三十一日止年度內，薪酬委員會曾討論及決定修訂董事及高級管理人員之薪酬組合，並向董事會提出推薦意見以獲取其批准。

董事薪酬組合詳情載於綜合財務報表附註13。於回顧年度內，概無董事參與決定本身之薪酬組合。

### 審核委員會

董事會已成立審核委員會，並書面訂明職權範圍，清楚界定其職責、職權及職能。於本報告日期，審核委員會成員為三名獨立非執行董事王志強先生（審核委員會主席）、喬小東先生及郭嘉立先生。王志強先生為合資格會計師，於財務申報及監控方面具備上市規則所規定之豐富經驗。

審核委員會主要職責包括於建議董事會批准前審閱本集團之中期及末期業績、委聘外聘核數師及檢討本公司與外聘核數師之關係、審閱本集團之財務資料及本集團之財務申報制度與內部監控程序。審核委員會之職權範圍緊隨守則規定，已獲董事會採納，並載於本公司網站。審核委員會獲提供充裕資源履行其職責。

### AUDIT COMMITTEE (Cont'd)

During the year ended 31st March, 2009, the Audit Committee held four committee meetings. During these meetings, the Audit Committee had reviewed and made recommendations for the Board's approval in respect of (1) the draft audited financial statements for the year ended 31st March, 2008 and the draft unaudited interim financial statements for the six months ended 30th September, 2008; (2) discussions on the change in accounting policies and practices which may affect the Group with the management and the external auditors of the Company; (3) the re-appointment of external auditors for the shareholders' approval at the Company's annual general meeting and reviewing the fees charged by the external auditors; and (4) the internal control policy of the Company.

The Board and the Audit Committee did not have any differences of opinion during the year ended 31st March, 2009.

### FINANCIAL REPORTING

The directors acknowledge their responsibility for preparing the financial statements for each financial period to give a true and fair view of the state of affairs of the Group and of the results and cash flows for that period. In preparing the financial statements for the year ended 31st March, 2009, the directors have selected suitable accounting policies and applied them consistently, made judgments and estimates that are prudent, fair and reasonable and prepared the financial statements on a going concern basis. The Board was not aware of any material uncertainties relating to any events or conditions that might cause significant doubt upon the Group's ability to continue as a going concern. The statement of the external auditors of the Company regarding their reporting responsibilities on the financial statements of the Group is set out in the Independent Auditor's Report, which is set out on pages 44 and 45 of this annual report.

### AUDITORS' REMUNERATION

Messrs. Deloitte Touche Tohmatsu ("Deloitte") were re-appointed by shareholders at the annual general meeting held on 10th September, 2008 as the Company's external auditors until the next annual general meeting. For the year ended 31st March, 2009, the total auditors' remuneration in respect of statutory audit and non-audit services provided by Deloitte is set out below:

Services rendered	所提供服務	Fees paid/payable 已付／應付費用 HK\$'000 港幣千元
Statutory audit fees	法定審核費用	3,931
Fees for non-audit services:	非審核服務費用：	
Ad hoc projects	特別項目	1,833
Review of interim results	審閱中期業績	743
<b>Total auditors' remuneration for the year</b>	<b>年內核數師酬金總額</b>	<b>6,507</b>

### 審核委員會(續)

截至二零零九年三月三十一日止年度內，審核委員會曾舉行四次委員會會議。於該等會議上，審核委員會曾審閱(1)截至二零零八年三月三十一日止年度之經審核財務報表初稿及截至二零零八年九月三十日止六個月之未經審核中期財務報表初稿；(2)與本公司管理人員及外聘核數師就可能影響本集團之會計政策與慣例之變動進行討論；(3)續聘外聘核數師以供股東於本公司股東週年大會批准及檢討外聘核數師所收取之費用；及(4)本公司之內部監控政策，並就此等項目提供推薦意見以便董事會批准。

截至二零零九年三月三十一日止年度，董事會與審核委員會並無任何意見分歧。

### 財務申報

董事知悉彼等就各個財務期間編製財務報表以真實公平地反映本集團之財務狀況及於該等期間之業績與現金流量之責任。於編製截至二零零九年三月三十一日止年度之財務報表時，董事已選定合適會計政策並已貫徹應用以及作出審慎、公平與合理之判斷及估計，並按持續基準編製財務報表。董事會並不知悉有關可能對本集團持續經營之能力構成重大疑問之事件或情況之任何重大不明朗因素。本公司外聘核數師對彼等就本集團財務報表之申報責任之聲明載於本年報第44及45頁之獨立核數師報告書。

### 核數師酬金

德勤·關黃陳方會計師行(「德勤」)於二零零八年九月十日舉行之股東週年大會，獲股東續聘為本公司之外聘核數師，任期至下屆股東週年大會止。截至二零零九年三月三十一日止年度，就德勤所提供法定審核及非審核服務之核數師酬金總額載列如下：

# CORPORATE GOVERNANCE REPORT

## 企業管治報告書

ITC PROPERTIES GROUP LIMITED 德祥地產集團有限公司

### INTERNAL CONTROLS

The Board has overall responsibility for maintaining a sound and effective system of internal control for reviewing its effectiveness, particularly in respect of the controls on finance, operations, compliance and risk management, to achieve the Company's business strategies and the Group's business operations. The directors of the Company have adopted an internal control policy of the Group, which has been developed with a primary objective of providing general guidance and recommendations on a basic framework of internal control and risk management. The Company's internal control system includes a well-established organizational structure, comprehensive policies and standards, periodic reviews on the implementation of the internal control systems for newly acquired businesses and operational and financial controls on the acquired property investments in Macau, the PRC and Hong Kong. Procedures have been designed to secure assets against unauthorized use or disposition, to ensure maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication and to ensure compliance with the Group's accounting policies, applicable laws, rules and regulations. The aim of the Group's internal control policy is to provide reasonable, but not absolute, assurance against material misstatement or loss rather than to eliminate risks of failure in operational systems and achievements of the objectives of the Group. The Board has conducted an annual review of the effectiveness of the system of internal control of the Group and has considered the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget. The Audit Committee has conducted periodic reviews on the internal audit checklists and reports prepared by the internal audit manager of the Company which are presented to the Board for its consideration and approval.

### 內部監控

董事會整體負責維持穩健及有效之內部監控制度，並檢討其效能，特別是有關財務、營運、守規及風險管理之監控，致令本公司之業務策略及本集團之業務營運均取得成功。本公司董事已採納本集團之內部監控政策，制定有關政策旨在就內部監控及風險管理提供一般指引及推薦意見。本公司之內部監控制度包括完善之組織架構及全面之政策與準則，定期審閱新收購業務之內部監控系統實施情況及於澳門、中國及香港之已收購物業投資之營運及財務控制狀況，並已制定程序杜絕未經授權使用或棄置資產，並確保就提供可靠財務資料作內部或刊發用途維持完善會計記錄以及確保符合本集團之會計政策、適用法例、規則與規例。本集團之內部監控政策旨在提供合理惟並非絕對保證並無重大錯誤陳述或損失以及管理而非消除營運系統及達致本集團目標過程中之疏忽風險。董事會已就本集團內部監控制度之效能進行年度檢討，並已考慮本公司具會計及財務申報職能之員工是否擁有足夠資源資歷及經驗，以及其培訓計劃及預算費用。審核委員會已就內部審核清單及由本公司內部審核經理編製之報告進行定期審閱，以提呈董事會供其考慮及批准。

### COMMUNICATION WITH SHAREHOLDERS

The Board always strives to maintain an ongoing and transparent communication with all the shareholders of the Company and, in particular, use general meetings as a means to communicate with its shareholders and encourage their participation. In respect of each distinctively separate issue put forward for consideration at a general meeting, a separate resolution is proposed by the Chairman of that meeting. The Chairman of the Board has attended the annual general meeting and the special general meetings of the Company and was available to answer questions at the meetings. The Company communicates with its shareholders through the publication of annual and interim reports, announcements, circulars and dissemination of additional information about the Group's activities, business strategies and developments. Such information is also available on the Company's website: <http://www.itcproperties.com>. Prior to 1st January, 2009, details of the poll voting procedures complying with the Listing Rules and the Bye-laws are included in the Company's circulars sent to the shareholders of the Company and in the proceedings of the Company's general meetings. Following the recent changes to the Code with effective from 1st January, 2009, the Company held one special general meeting where notice of not less than 10 clear business day was sent to its shareholders and the detailed procedures for conducting a poll was explained by the Company Secretary of the Company at the meeting. During the year ended 31st March, 2009, some resolutions put forward at the special general meetings had been conducted by way of poll and the poll results were published in compliance with the requirements of the Listing Rules.

By order of the Board

**Yan Ha Hung, Loucia**  
*Company Secretary*

Hong Kong, 24th July, 2009

### 與股東之溝通

董事會致力與本公司全體股東維持持續及高透明度之溝通，特別是透過股東大會與股東溝通，並鼓勵彼等參與。就各項須提呈股東大會考慮之特別個別事項而言，該會議之主席將提呈個別決議案。董事會主席已出席本公司之股東週年大會及股東特別大會，並可於大會上回答提問。本公司採用各種渠道與股東溝通，包括透過刊發年度及中期報告、公佈、通函及有關本集團業務、業務策略及發展之其他資料，該等資料亦載於本公司網站：<http://www.itcproperties.com>。於二零零九年一月一日前，遵照上市規則及公司細則規定按股數投票表決之程序詳情，載於本公司致本公司股東之通函及本公司股東大會之會議文件。於守則近期作出修改（於二零零九年一月一日起生效）後，本公司舉行了一次股東特別大會，本公司股東於該大會舉行不少於10個完整營業日前接獲通知，而進行按股數投票之詳細程序已由本公司之公司秘書於大會上作出解釋。於截至二零零九年三月三十一日止年度內，於股東特別大會提呈之若干決議案已根據按股數投票之方式表決，而本公司已根據上市規則之規定刊發投票結果。

承董事會命

公司秘書  
**忻霞虹**

香港，二零零九年七月二十四日

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告書

ITC PROPERTIES GROUP LIMITED 德祥地產集團有限公司

# Deloitte.

## 德勤

**TO THE MEMBERS OF ITC PROPERTIES GROUP LIMITED**  
(incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of ITC Properties Group Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 46 to 154, which comprise the consolidated balance sheet as at 31st 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 CONSOLIDATED FINANCIAL STATEMENTS**

The directors of the Company are responsible for the preparation and the true and fair presentation of these consolidated 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 the consolidated 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.

**致德祥地產集團有限公司列位股東**  
(於百慕達註冊成立之有限公司)

本核數師行已完成審核第46至154頁所載德祥地產集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表，其中包括於二零零九年三月三十一日之綜合資產負債表及截至該日期止年度之綜合損益表、綜合權益變動表及綜合現金流量表及主要會計政策概要及其他說明附註。

### **董事就綜合財務報表須承擔之責任**

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

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告書

Annual Report 2008-2009 年報

### AUDITOR'S 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, in accordance with Section 90 of the Bermuda Companies Act, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. 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 auditor's judgement, 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 auditor considers 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 Group as at 31st 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.

**Deloitte Touche Tohmatsu**  
*Certified Public Accountants*  
Hong Kong  
24th July, 2009

### 核數師之責任

本行的責任是根據本行的審核對該等綜合財務報表作出意見，本行的報告僅為根據《百慕達公司法》第90節為股東（作為一個團體）而編製，並不為其他任何目的。本行並不就本報告之內容對任何其他人士承擔任何義務或接受任何責任。本行已根據香港會計師公會頒佈之香港審計準則進行審核。這些準則要求本行遵守道德規範，並規劃及執行審核，以合理確定綜合財務報表是否不存有任何重大錯誤陳述。

審核涉及執行程序以獲取有關綜合財務報表所載金額及披露資料之審核憑證。所選定之程序取決於核數師之判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存有重大錯誤陳述之風險。在評估該等風險時，本行考慮與實體編製及真實而公平地列報綜合財務報表相關之內部控制，以設計適當之審核程序，但並非為對實體內部控制之效能發表意見。審核亦包括評價董事所採用之會計政策之合適性及所作出之會計估計之合理性，以及評價綜合財務報表之整體列報方式。

本行相信，本行所獲得之審核憑證是充足和適當地為我們的審核意見提供基礎。

### 意見

本行認為，該等綜合財務報表均已根據香港財務報告準則真實與公平地反映 貴集團於二零零九年三月三十一日之財政狀況及 貴集團於截至該日止年度之虧損和現金流量，並已按照香港《公司條例》有關之披露規定妥為編製。

**德勤•關黃陳方會計師行**  
執業會計師  
香港  
二零零九年七月二十四日

# CONSOLIDATED INCOME STATEMENT

## 綜合損益表

(for the year ended 31st March, 2009) (截至二零零九年三月三十一日止年度)

ITC PROPERTIES GROUP LIMITED 德祥地產集團有限公司

		NOTES 附註	2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元
<b>Continuing operations</b>	<b>持續經營業務</b>			
Turnover	營業額			
– Gross proceeds	– 所得款項總額	50	<b>145,121</b>	600,844
Revenue	收益	5	<b>92,670</b>	181,944
Property sale and rental income	物業銷售及租金收入		<b>25,751</b>	81,792
Golf and leisure income	高爾夫球及消閒收入		<b>44,058</b>	62,622
			<b>69,809</b>	144,414
Cost of sales	銷售成本		<b>(25,726)</b>	(67,511)
Gross profit	毛利		<b>44,083</b>	76,903
Income from loan financing	貸款融資淨收入		<b>21,772</b>	31,789
Net (loss) gain on financial instruments	金融工具之淨(虧損)溢利	6	<b>(169,337)</b>	76,382
Other income	其他收入	7	<b>33,995</b>	73,206
Administrative expenses	行政費用		<b>(133,113)</b>	(141,959)
Finance costs	財務費用	8	<b>(108,357)</b>	(109,933)
Impairment losses on property interests	物業權益之減值虧損	9	<b>(146,712)</b>	(45,000)
Loss on disposal of an associate	出售一間聯營公司之虧損	21	–	(39,486)
Loss on disposal of subsidiaries	出售附屬公司之虧損	42	–	(19,073)
Share of results of a jointly controlled entity	應佔一間共同控制實體業績	20	<b>(212)</b>	–
Share of results of associates	應佔聯營公司業績	21	<b>(4,404)</b>	(25,047)
Loss before taxation	除稅前虧損		<b>(462,285)</b>	(122,218)
Taxation	稅項	10	<b>469</b>	(3,475)
Loss for the year from continuing operations	本年度來自持續經營業務之虧損		<b>(461,816)</b>	(125,693)
<b>Discontinued operations</b>	<b>非持續經營業務</b>			
Loss for the year from discontinued operations	本年度來自非持續經營業務之虧損	11	–	(18,665)
Loss for the year	本年度虧損	12	<b>(461,816)</b>	(144,358)

# CONSOLIDATED INCOME STATEMENT

## 綜合損益表

(for the year ended 31st March, 2009) (截至二零零九年三月三十一日止年度)

Annual Report 2008-2009 年報

		NOTE 附註	2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元
Attributable to:	下列人士應佔：			
Equity holders of the Company	本公司權益持有人		(461,816)	(141,853)
Minority interests	少數股東權益		-	(2,505)
			<u>(461,816)</u>	<u>(144,358)</u>
Loss per share	每股虧損	14		
<b>From continuing and discontinued operations:</b>	<b>來自持續及非持續經營業務：</b>			
- Basic and diluted (HK dollar)	- 基本及攤薄 (港元)		<u>(1.20)</u>	<u>(0.74)</u>
<b>From continuing operations:</b>	<b>來自持續經營業務：</b>			
- Basic and diluted (HK dollar)	- 基本及攤薄 (港元)		<u>(1.20)</u>	<u>(0.64)</u>



# CONSOLIDATED BALANCE SHEET

## 綜合資產負債表

(at 31st March, 2009) (於二零零九年三月三十一日)

ITC PROPERTIES GROUP LIMITED 德祥地產集團有限公司

			2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元
	NOTES 附註			
<b>Non-current assets</b>		<b>非流動資產</b>		
Property, plant and equipment	15	物業、機械及設備	186,224	178,543
Prepaid lease payments of leasehold land	16	租賃土地預付租賃款項	20,822	20,808
Premium on prepaid lease payments of leasehold land	17	租賃土地預付租賃款項之溢價	111,558	114,294
Properties under development	18	發展中物業	189,000	240,853
Available-for-sale investments	19	可供出售投資	37,892	94,570
Interest in a joint venture	20	於一間合資公司之權益	44,759	14,745
Interests in associates	21	於聯營公司之權益	134,809	135,503
Unsecured loans and interest due from associates	21	應收聯營公司之無抵押貸款及利息	1,073,982	1,077,690
Debt portion of convertible bonds	23	可換股債券之負債部份	36,320	51,120
Derivatives embedded in convertible bonds	23	可換股債券附帶之衍生工具	-	4,865
Deposits and expenses paid for acquisition of a land use right	24	收購土地使用權已付按金及開支	47,275	47,275
Deposits and expenses paid for acquisition of subsidiaries	43	收購附屬公司已付按金及開支	47,244	-
			<b>1,929,885</b>	<b>1,980,266</b>
<b>Current assets</b>		<b>流動資產</b>		
Inventories	26	存貨	3,143	2,161
Properties held for sale		待售物業	539,388	252,903
Debt portion of convertible bonds	23	可換股債券之負債部份	727	-
Financial assets at fair value through profit or loss	27	按公平值列賬及計入損益之金融資產	176,552	11,957
Debtors, deposits and prepayments	28	應收賬款、按金及預付款項	503,148	514,795
Other loan receivables	25	其他應收貸款	208,727	243,133
Prepaid lease payments of leasehold land	16	租賃土地預付租賃款項	530	517
Amounts due from associates	22	應收聯營公司款項	2,172	2,154
Unsecured loans and interest due from related companies	29	應收關連公司之無抵押貸款及利息	48,437	58,251
Pledged bank deposits	30	已抵押銀行存款	44,626	51,818
Bank balances and cash	30	銀行結餘及現金	124,035	243,038
			<b>1,651,485</b>	<b>1,380,727</b>

# CONSOLIDATED BALANCE SHEET

## 綜合資產負債表

(at 31st March, 2009) (於二零零九年三月三十一日)

Annual Report 2008-2009 年報

	NOTES 附註	2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元
<b>Current liabilities</b>	<b>流動負債</b>		
Creditors, deposits and accrued charges	應付賬款、按金及 應計開支	31 72,047	70,392
Amounts due to minority shareholders of subsidiaries	應付附屬公司少數 股東款項	32 395	890
Tax payable	應繳稅項	11,856	13,252
Convertible note payables – due within one year	一年內到期之可換股票據 應付款項	33 7,174	7,284
Obligations under finance leases – due within one year	一年內到期之融資 租賃承擔	34 90	49
Bank borrowings – due within one year	一年內到期之銀行借貸	35 82,830	113,996
		<b>174,392</b>	<b>205,863</b>
<b>Net current assets</b>	<b>淨流動資產</b>	<b>1,477,093</b>	<b>1,174,864</b>
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>	<b>3,406,978</b>	<b>3,155,130</b>
<b>Non-current liabilities</b>	<b>非流動負債</b>		
Convertible note payables – due after one year	一年後到期之可換股票據 應付款項	33 1,328,913	1,236,559
Obligations under finance leases – due after one year	一年後到期之融資 租賃承擔	34 282	173
Bank borrowings – due after one year	一年後到期之銀行借貸	35 40,658	39,647
Deferred tax liabilities	遞延稅項負債	36 27,889	28,574
		<b>1,397,742</b>	<b>1,304,953</b>
		<b>2,009,236</b>	<b>1,850,177</b>
<b>Capital and reserves</b>	<b>股本及儲備</b>		
Share capital	股本	37 4,709	30,955
Reserves	儲備	1,997,342	1,812,043
Equity attributable to the equity holders of the Company	本公司權益持有人 應佔權益	2,002,051	1,842,998
Minority interests	少數股東權益	7,185	7,179
		<b>2,009,236</b>	<b>1,850,177</b>

The consolidated financial statements on pages 46 to 154 were approved and authorised for issue by the Board of Directors on 24th July, 2009 and are signed on its behalf by:

第46至154頁所載綜合財務報表已於二零零九年七月二十四日由董事會批准及授權刊發，並由下列董事代為簽署：

**Cheung Hon Kit**  
張漢傑  
Chairman  
主席

**Cheung Chi Kit**  
張志傑  
Executive Director  
執行董事

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

(for the year ended 31st March, 2009) (截至二零零九年三月三十一日止年度)

ITC PROPERTIES GROUP LIMITED 德祥地產集團有限公司

		Attributable to equity holders of the Company 本公司權益持有人應佔部分														
												Retained profits/ (Accumulated losses)		Minority interests		
		Share capital	Share premium	Contributed surplus	Convertible Capital redemption reserve	Convertible loan notes reserve	Share-based payment reserve	Available-for-sale investments reserve	Special reserve	Revaluation reserve	Translation reserve	Warrant reserve	Retained profits/ (Accumulated losses)	Total	Minority interests	Total
		HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
		(Note) (附註)														
At 1st April, 2007	於二零零七年四月一日	23,123	1,066,055	-	1,124	368,304	3,296	3,481	(8,908)	1,795	10,364	-	153,005	1,621,639	50,181	1,671,820
Exchange differences arising on translation of foreign operations	換算外國業務之匯兌差額	-	-	-	-	-	-	-	-	-	18,580	-	-	18,580	3,478	22,058
Gain on fair value changes of available-for-sale investments	可供出售投資公平值變動溢利	-	-	-	-	-	-	44,371	-	-	-	-	-	44,371	-	44,371
Net income recognised directly in equity	於股本權益直接確認之淨收入	-	-	-	-	-	-	44,371	-	-	18,580	-	-	62,951	3,478	66,429
Released on disposal of subsidiaries (note 42)	於出售附屬公司時轉出 (附註42)	-	-	-	-	-	-	-	-	(991)	(21,472)	-	-	(22,463)	(43,975)	(66,438)
Released on disposal of available-for-sale investments	於出售可供出售投資時轉出	-	-	-	-	-	-	(60,752)	-	-	-	-	-	(60,752)	-	(60,752)
Loss for the year	本年度虧損	-	-	-	-	-	-	-	-	-	-	-	(141,853)	(141,853)	(2,505)	(144,358)
Total recognised expenses for the year	本年度已確認開支總額	-	-	-	-	-	-	(16,381)	-	(991)	(2,892)	-	(141,853)	(162,117)	(43,002)	(205,119)
Conversion of convertible notes	兌換可換股票據	4,832	268,001	-	-	(60,585)	-	-	-	-	-	-	-	212,248	-	212,248
Issue of shares	發行股份	3,000	165,000	-	-	-	-	-	-	-	-	-	-	168,000	-	168,000
Expenses incurred in connection with issue of shares	關於發行股份之開支	-	(5,114)	-	-	-	-	-	-	-	-	-	-	(5,114)	-	(5,114)
Recognition of equity-settled share-based payments	確認以股權結算之股份形式付款	-	-	-	-	-	8,342	-	-	-	-	-	-	8,342	-	8,342
At 31st March, 2008	於二零零八年三月三十一日	30,955	1,493,942	-	1,124	307,719	11,638	(12,900)	(8,908)	804	7,472	-	11,152	1,842,998	7,179	1,850,177

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

(for the year ended 31st March, 2009) (截至二零零九年三月三十一日止年度)

Annual Report 2008-2009 年報

		Attributable to equity holders of the Company 本公司權益持有人應佔部分																
		Share capital		Contributed surplus		Convertible Capital redemption reserve		Share-based payment reserve		Available-for-sale investments		Retained profits/ (Accumulated losses)		Minority interests				
		Share capital	Share premium	Contributed surplus	股本贖回儲備	可換股票據儲備	股本贖回儲備	股份付款儲備	可供出售投資儲備	Special reserve	Revaluation reserve	Translation reserve	Warrant reserve	認股權證儲備	保留溢利/ (累計虧損)	Total	少數股東權益	Total
		HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Exchange differences arising on translation of foreign operations		-	-	-	-	-	-	-	-	-	-	2,202	-	-	2,202	-	2,202	
Loss on fair value changes of available-for-sale investments		-	-	-	-	-	-	-	(44,413)	-	-	-	-	-	(44,413)	-	(44,413)	
Net income and expenses recognised directly in equity		-	-	-	-	-	-	-	(44,413)	-	-	2,202	-	-	(42,211)	-	(42,211)	
Impairment loss on available-for-sale investments		-	-	-	-	-	-	-	53,037	-	-	-	-	-	53,037	-	53,037	
Released on disposal of available-for-sale investments		-	-	-	-	-	-	-	4,299	-	-	-	-	-	4,299	-	4,299	
Loss for the year		-	-	-	-	-	-	-	-	-	-	-	-	(461,816)	(461,816)	-	(461,816)	
Total recognised income and expenses for the year		-	-	-	-	-	-	-	12,923	-	-	2,202	-	(461,816)	(446,691)	-	(446,691)	
Rights issue with warrants		92,866	522,622	-	-	-	-	-	-	-	-	-	34,571	-	650,059	-	650,059	
Expenses incurred in connection with rights issue		-	(23,183)	-	-	-	-	-	-	-	-	-	-	-	(23,183)	-	(23,183)	
Transfer on lapse of share options		-	-	-	-	-	-	(4,418)	-	-	-	-	-	4,418	-	-	-	
Capital injection from minority shareholders in incorporation		-	-	-	-	-	-	-	-	-	-	-	-	-	-	6	6	
Recognition of equity-settled share-based payments		-	-	-	-	-	-	5,547	-	-	-	-	-	-	5,547	-	5,547	
Repurchase and cancellation of shares		(6,092)	(20,587)	-	6,092	-	-	-	-	-	-	-	-	(6,092)	(26,679)	-	(26,679)	
Capital reorganisation (note 37(e))		(113,020)	-	113,020	-	-	-	-	-	-	-	-	-	-	-	-	-	
At 31st March, 2009		4,709	1,972,794	113,020	7,216	307,719	12,767	23	(8,908)	804	9,674	34,571	(452,338)	2,002,051	7,185	2,009,236		

Note: Special reserve of the Group represents the difference between the nominal value of the share capital of the subsidiaries acquired and the nominal amount of the share capital of the Company issued as consideration under the group reorganisation in 1994.

附註：本集團特別儲備為本公司根據於一九九四年集團重組所收購附屬公司之股本面值與本公司發行作為代價之股本面值兩者之差額。

# CONSOLIDATED CASH FLOW STATEMENT

## 綜合現金流量表

(for the year ended 31st March, 2009) (截至二零零九年三月三十一日止年度)

ITC PROPERTIES GROUP LIMITED 德祥地產集團有限公司

		2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元
<b>OPERATING ACTIVITIES</b>	<b>經營業務</b>		
Loss before taxation	除稅前虧損	(462,285)	(140,325)
Adjustments for:	調整項目：		
Finance costs	財務費用	108,357	110,546
Share of results of a jointly controlled entity	應佔一間共同控制實體業績	212	-
Share of results of associates	應佔聯營公司業績	4,404	25,047
Bank interest income	銀行利息收入	(4,676)	(10,259)
Interest income on convertible bonds	可換股債券之利息收入	(5,502)	(3,036)
Interest income on unsecured loan due from an associate	應收一間聯營公司之無抵押 貸款之利息收入	(14,417)	(51,618)
Depreciation of property, plant and equipment	物業、機械及設備折舊	11,507	17,569
Allowance for inventories	存貨撥備	-	5,106
Allowance for bad and doubtful debts	呆壞賬撥備	5,313	1,801
Release of prepaid lease payments of leasehold land	租賃土地預付租賃款項 轉出	525	2,293
Amortisation of premium on prepaid lease payments of leasehold land	租賃土地預付租賃款項 溢價攤銷	2,736	2,914
Equity-settled share-based payments expense	以股權結算之股份形式 付款之開支	5,547	8,342
Impairment losses on property interests	物業權益之減值虧損	146,712	45,000
Loss on disposal of an associate	出售一間聯營公司之虧損	-	39,486
Loss on disposal of property, plant and equipment	出售物業、機械及設備 之虧損	171	127
Loss on disposal of subsidiaries	出售附屬公司之虧損	-	37,644
Net loss (gain) on financial instruments	金融工具之淨虧損(收益)	169,456	(71,772)
Operating cash flows before movements in working capital	未計營運資金變動前之 經營業務現金流量	(31,940)	18,865
Decrease in other loan receivables	其他應收貸款減少	14,569	31,682
Increase in inventories	存貨增加	(932)	(27,652)
Increase in properties held for sale	待售物業增加	(39,691)	(167,242)
Increase in properties under development	發展中物業增加	(2,268)	(244,128)
(Increase) decrease in financial assets at fair value through profit or loss	按公平值列賬及計入損益之 金融資產(增加)減少	(279,072)	62,586
Decrease (increase) in debtors, deposits and prepayments	應收賬款、按金及預付款項 減少(增加)	44,008	(43,677)
Decrease (increase) in unsecured loans and interest due from related companies	應收關連公司無抵押貸款及 利息減少(增加)	9,814	(3,684)
(Decrease) increase in creditors, deposits and accrued charges	應付賬款、按金及應計開支 (減少)增加	(2,761)	48,562
Cash used in operations	經營所用現金	(288,273)	(324,688)
Hong Kong Profits Tax paid	已繳香港利得稅	(1,498)	(1,568)
Overseas taxation paid	已繳海外稅項	-	(203)
Interest paid	已付利息	(16,113)	(22,855)
<b>NET CASH USED IN OPERATING ACTIVITIES</b>	<b>經營業務所耗 現金淨額</b>	<b>(305,884)</b>	<b>(349,314)</b>

# CONSOLIDATED CASH FLOW STATEMENT

## 綜合現金流量表

(for the year ended 31st March, 2009) (截至二零零九年三月三十一日止年度)

Annual Report 2008-2009 年報

	NOTES 附註	2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元
<b>INVESTING ACTIVITIES</b>	<b>投資業務</b>		
Acquisition of subsidiaries (net of cash and cash equivalents acquired)	收購附屬公司(扣除所收購現金及現金等值項目) 41	(200,837)	–
Loan advance to a jointly controlled entity	墊付貸款予一間共同控制實體	(58,811)	–
Deposits and expenses paid for acquisition of subsidiaries	收購附屬公司已付按金及開支	(47,244)	–
Purchase of convertible bonds	購入可換股債券	(33,750)	–
Refundable earnest money paid	已付可予退還誠意金	(32,670)	(25,600)
Loan advance to a joint venture	墊付貸款予一間合資公司	(29,629)	–
Purchase of property, plant and equipment	購入物業、機械及設備	(15,635)	(39,151)
Purchase of available-for-sale investments	購入可供出售投資	(5,631)	(63,258)
Advance to associates	墊款予聯營公司	(18)	(2,086)
Investment in associates	於聯營公司之投資	(2)	–
Proceeds from redemption/disposal of convertible bonds	贖回/出售可換股債券所得款項	57,000	44,975
Proceeds from disposal of available-for-sale investments	出售可供出售投資所得款項	17,896	226,428
Refundable earnest money refunded	已退回可予退還誠意金	10,000	–
Decrease (increase) in pledged bank deposits	已抵押銀行存款減少(增加)	7,192	(11,035)
Interest received	已收利息	5,722	9,331
Dividend received	已收股息	2,501	1,131
Proceeds from disposal of property, plant and equipment	出售物業、機械及設備所得款項	974	188
Net proceeds from disposal of associates	出售聯營公司所得款項淨額	–	136,607
Advances to associates	墊款予聯營公司	–	(81,409)
Disposal of subsidiaries (net of cash and cash equivalents disposed)	出售附屬公司(扣除所出售現金及現金等值項目) 42	–	(56,310)
Acquisition of associates	收購聯營公司	–	(45,507)
Deposit and expenses paid for acquisition of a land use right	收購土地使用權已付按金及開支	–	(5,809)
<b>NET CASH (USED IN) FROM INVESTING ACTIVITIES</b>	<b>投資業務(所耗)所得現金淨額</b>	<b>(322,942)</b>	<b>88,495</b>

# CONSOLIDATED CASH FLOW STATEMENT

## 綜合現金流量表

(for the year ended 31st March, 2009) (截至二零零九年三月三十一日止年度)

ITC PROPERTIES GROUP LIMITED 德祥地產集團有限公司

		2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元
<b>FINANCING ACTIVITIES</b>	<b>融資業務</b>		
Proceeds from issue of shares	發行股份所得款項	650,059	168,000
New bank and other borrowings raised	新增銀行及其他借貸	20,247	5,741,188
Repayment to a former shareholder of a subsidiary	還款予一間附屬公司之 一名前股東	(58,758)	-
Repayment of bank and other borrowings	償還銀行及其他借貸	(51,327)	(5,668,618)
Share repurchase and cancellation	購回及註銷股份	(26,679)	-
Expenses paid in connection with issue of shares (Repayment to) advance from minority shareholders of subsidiaries	發行股份已付之開支 附屬公司少數股東 (還款)墊款	(23,183)	(5,114)
Repayment of obligations under finance leases	償還融資租賃承擔	(59)	(23)
<b>NET CASH FROM FINANCING ACTIVITIES</b>	<b>融資業務所得現金淨額</b>	<b>509,783</b>	<b>248,926</b>
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等值項目 減少淨額</b>	<b>(119,043)</b>	<b>(11,893)</b>
<b>CASH AND CASH EQUIVALENTS AT 1ST APRIL</b>	<b>於四月一日之現金及 現金等值項目</b>	<b>243,038</b>	<b>254,622</b>
<b>EFFECT OF FOREIGN EXCHANGE RATE CHANGES</b>	<b>外匯變動之影響</b>	<b>40</b>	<b>309</b>
<b>CASH AND CASH EQUIVALENTS AT 31ST MARCH, representing bank balances and cash</b>	<b>於三月三十一日之現金 及現金等值項目， 指銀行結餘及現金</b>	<b>124,035</b>	<b>243,038</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(for the year ended 31st March, 2009) (截至二零零九年三月三十一日止年度)

Annual Report 2008-2009 年報

### 1. GENERAL

The Company is incorporated in Bermuda as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The address of the registered office of the Company is Clarendon House, Church Street, Hamilton HM 11, Bermuda and the principal place of business of the Company is Unit 3102, 31/F., Bank of America Tower, 12 Harcourt Road, Central, Hong Kong.

The consolidated financial statements are prepared in Hong Kong dollars, which is the same as the functional currency of the Company.

The Company is an investment holding company. The principal activities of the Group are property development and investment in Macau, the People’s Republic of China (the “PRC”) and Hong Kong, development and operation of golf resort and hotel in the PRC, securities trading and investment and loan financing services. In prior year, the Group discontinued trading of motorcycles and manufacture and trading of medicine and health products, details of which are set out in note 11. The activities of its principal subsidiaries are set out in note 49.

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRS”)

In the current year, the Group has applied the following amendments and interpretations (“new HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) which are or have become effective.

HKAS 39 & HKFRS 7 (Amendments)	Reclassification of Financial Assets
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 adoption of the new HKFRSs had 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.

### 1. 一般資料

本公司為於百慕達註冊成立之獲豁免有限公司，其股份於香港聯合交易所有限公司（「聯交所」）上市。本公司之註冊辦事處地址為Clarendon House, Church Street, Hamilton HM 11, Bermuda，而本公司主要營業地點位於香港中環夏慤道12號美國銀行中心31樓3102室。

綜合財務報表乃以本公司功能貨幣港幣編製。

本公司為投資控股公司。本集團之主要業務為於澳門、中華人民共和國（「中國」）及香港從事物業發展及投資、於中國開發及經營高爾夫球度假村及酒店、證券買賣及投資及貸款融資服務。於去年，本集團結束買賣摩托車及製造及買賣醫藥及健康產品，詳情載於附註11。其主要附屬公司之業務載於附註49。

### 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）

於本年度，本集團應用由香港會計師公會（「香港會計師公會」）頒佈之有效或已生效之修訂及詮釋（「新香港財務報告準則」）。

香港會計準則第39號及香港財務報告準則第7號（修訂本）	重新分類金融資產
香港（國際財務報告詮釋委員會）－詮釋第12號	服務特許權安排
香港（國際財務報告詮釋委員會）－詮釋第14號	香港會計準則第19號－一定額利益資產之限額、最低資本規定及相互之間之關係

採納新香港財務報告準則並無對如何編製及呈列本會計期間或過往會計期間之業績及財務狀況產生任何重大影響。因此，無須作出過往期間調整。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(for the year ended 31st March, 2009) (截至二零零九年三月三十一日止年度)

ITC PROPERTIES GROUP LIMITED 德祥地產集團有限公司

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRS”) (Cont’d)

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

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

### 2. 應用新訂及經修訂香港財務報告準則 (「香港財務報告準則」)(續)

本集團並未提早應用以下已頒佈但尚未生效之新訂及經修訂準則、修訂或詮釋。

香港財務報告準則 (修訂本)	香港財務報告準則之改進 <sup>1</sup>
香港財務報告準則 (修訂本)	二零零九年香港財務報告準則之改進 <sup>2</sup>
香港會計準則第1號 (經修訂)	呈列財務報表 <sup>3</sup>
香港會計準則第23號 (經修訂)	借貸成本 <sup>3</sup>
香港會計準則第27號 (經修訂)	綜合及獨立財務報表 <sup>4</sup>
香港會計準則第32號及第1號 (修訂本)	可予沽出之金融工具及因清盤而產生之責任 <sup>3</sup>
香港會計準則第39號 (修訂本)	合資格對沖項目 <sup>4</sup>
香港財務報告準則第1號及香港會計準則第27號 (修訂本)	於附屬公司、共同控制實體或聯營公司投資之成本 <sup>3</sup>
香港財務報告準則第2號 (修訂本)	歸屬條件及註銷 <sup>3</sup>
香港財務報告準則第3號 (經修訂)	業務合併 <sup>4</sup>
香港財務報告準則第7號 (修訂本)	改善有關金融工具之披露 <sup>3</sup>
香港財務報告準則第8號	經營分部 <sup>3</sup>
香港(國際財務報告詮釋委員會) – 詮釋第9號及香港會計準則第39號 (修訂本)	內含衍生工具 <sup>5</sup>
香港(國際財務報告詮釋委員會) – 詮釋第13號	客戶忠誠計劃 <sup>6</sup>
香港(國際財務報告詮釋委員會) – 詮釋第15號	有關興建房地產之協議 <sup>3</sup>
香港(國際財務報告詮釋委員會) – 詮釋第16號	對境外業務淨投資之對沖 <sup>7</sup>
香港(國際財務報告詮釋委員會) – 詮釋第17號	向擁有人分派非現金資產 <sup>4</sup>
香港(國際財務報告詮釋委員會) – 詮釋第18號	從客戶轉移資產 <sup>8</sup>

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRS”) (Cont’d)

- <sup>1</sup> Effective for annual periods beginning on or after 1st January, 2009 except the amendments to HKFRS 5, effective for annual periods beginning on or after 1st July, 2009
- <sup>2</sup> Effective for annual periods beginning on or after 1st January, 2009, 1st July, 2009 and 1st January, 2010, as appropriate
- <sup>3</sup> Effective for annual periods beginning on or after 1st January, 2009
- <sup>4</sup> Effective for annual periods beginning on or after 1st July, 2009
- <sup>5</sup> Effective for annual periods ending on or after 30th June, 2009
- <sup>6</sup> Effective for annual periods beginning on or after 1st July, 2008
- <sup>7</sup> Effective for annual periods beginning on or after 1st October, 2008
- <sup>8</sup> Effective for transfers on or after 1st July, 2009

The adoption of HKFRS 3 (Revised) may affect the Group’s accounting for business combination for which the acquisition date is on or after 1st April, 2010. HKAS 27 (Revised) will affect the accounting treatment for changes in the Group’s ownership interest in a subsidiary. The directors of the Company anticipate that the application of other new and revised standards, amendments or interpretations will have no material impact on the results and the financial position of the Group.

### 3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at fair values, as explained in the accounting policies set out below.

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

#### Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries). 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.

### 2. 應用新訂及經修訂香港財務報告準則 (「香港財務報告準則」) (續)

- <sup>1</sup> 於二零零九年一月一日或之後開始之年度期間生效，惟香港財務報告準則第5號修訂本除外，其於二零零九年七月一日或之後開始之年度期間生效
- <sup>2</sup> 於二零零九年一月一日、二零零九年七月一日及二零一零年一月一日(按適用情況)或之後開始之年度期間生效
- <sup>3</sup> 於二零零九年一月一日或之後開始之年度期間生效
- <sup>4</sup> 於二零零九年七月一日或之後開始之年度期間生效
- <sup>5</sup> 於二零零九年六月三十日或之後結束之年度期間生效
- <sup>6</sup> 於二零零八年七月一日或之後開始之年度期間生效
- <sup>7</sup> 於二零零八年十月一日或之後開始之年度期間生效
- <sup>8</sup> 對於二零零九年七月一日或之後之轉讓生效

若收購日期為二零一零年四月一日或之後，則採納香港財務報告準則第3號(經修訂)可能影響有關本集團業務合併之會計處理。香港會計準則第27號(經修訂)將影響本集團於附屬公司之擁有權變動之會計處理。本公司董事預期，應用其他新訂及經修訂準則、修訂或詮釋不會對本集團的業績及財務狀況構成重大影響。

### 3. 主要會計政策

除如下文所載會計政策所述若干金融工具按公平值計量外，綜合財務報表乃根據歷史成本法編製。

綜合財務報表乃按香港會計師公會頒佈之香港財務報告準則而編製。此外，綜合財務報表包括聯交所證券上市規則及香港《公司條例》規定之適當披露。

#### 綜合基準

綜合財務報表合併本公司及本公司控制實體(其附屬公司)之財務報表。當本公司擁有決定一實體之財務及營運政策之權力，並從而透過其活動取得利益時即被視為取得控制權。

於年內收購或出售之附屬公司業績乃自收購生效日期起或直至出售生效日期止(視情況而定)計入綜合損益表。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(for the year ended 31st March, 2009) (截至二零零九年三月三十一日止年度)

ITC PROPERTIES GROUP LIMITED 德祥地產集團有限公司

### 3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### Basis of consolidation (Cont'd)

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in 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 presented 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.

#### Business combinations

The acquisition of businesses 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.

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.

#### Property, plant and equipment

Property, plant and equipment, including building, held for use or supply of goods or services, or for administrative purposes (other than construction in progress) are stated at cost less subsequent accumulated depreciation and accumulated impairment losses.

### 3. 主要會計政策(續)

#### 綜合基準(續)

倘有需要時將對附屬公司之財務報表作出調整，藉此令其會計政策與本集團其他成員公司所採用者相符。

集團內公司間之所有交易、結餘及收支均已於綜合賬目時對銷。

少數股東於綜合附屬公司資產淨值之權益與本集團於當中之權益分開呈列。少數股東於資產淨值之權益包括於原本業務合併日期之權益及少數股東自合併日期後應佔權益變動。少數股東應佔虧損超出少數股東於該附屬公司股本權益之差額乃分配至本集團權益，惟倘少數股東具有約束力責任及能夠作出額外投資彌償有關虧損則除外。

#### 業務合併

收購業務乃以採購法入賬。收購成本以於交易日期本集團為交換被收購方之控制權所給予資產、所產生或承擔債項及所發行之股本工具之公平值之總和加上任何直接因業務合併產生之成本計量。符合香港財務報告準則第3號「業務合併」之確認條件之被收購方之可識別資產、負債及或然負債於收購日期以其公平值確認。

收購產生之商譽確認為資產及最初以成本計量，即業務合併成本超出本集團於已確認可識別資產、負債及或然負債之公平淨值之權益。倘於重估後，本集團於被收購方之可識別資產、負債及或然負債之公平淨值之權益超出業務合併之成本，則超出金額即時確認為損益。

於被收購方之少數股東權益最初以少數股東所佔已確認可識別資產、負債及或然負債之公平淨值比例計量。

#### 物業、機械及設備

物業、機械及設備包括持有用於生產或提供貨物或服務、或用於行政用途之樓宇(除在建工程外)以成本減其後累計折舊及累計減值虧損列賬。

**3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)****Property, plant and equipment (Cont'd)**

Depreciation is provided to write off the cost of items of property, plant and equipment other than construction in progress, over their estimated useful lives and after taking into account of their estimated residual value, using the straight-line method.

Construction in progress includes property, plant and equipment in the course of construction for production or for its own use purposes. Construction in progress is carried at cost less any recognised impairment loss. Construction in progress is classified to the appropriate category of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets or, where shorter, the term of the relevant lease.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the consolidated income statement in the year in which the item is derecognised.

**Prepaid lease payments of leasehold land**

Prepaid lease payments of leasehold land, which represent up-front payments to acquire leasehold land interest, are stated at cost and released to profit or loss over the period of the lease on a straight-line basis.

**Premium on prepaid lease payments of leasehold land**

Premium on prepaid lease payments of leasehold land represents premium on acquisition of prepaid lease payments of land use rights as a result of acquisition of subsidiaries, which are stated at cost and released to profit or loss on the same basis as the related land use rights.

**Properties under development**

Properties under development for future sale in the ordinary course of business are stated at the lower of cost and net realisable value. It comprises the costs of land use right and development expenditure directly attributable to the development of the properties.

**3. 主要會計政策(續)****物業、機械及設備(續)**

物業、機械及設備(除在建工程外)之折舊乃根據估計可用年期,並考慮到其估計剩餘價值後以直線法將其成本撇銷計算。

在建工程包括物業、機械及設備,在工程分類上被定為用作生產或自用。在建工程以成本扣除已確認減值虧損列賬。當工程完成或準備自用時,在建工程須合適地分類為物業、機械及設備。當該資產可作既定用途時,其折舊開始計算並與其他物業資產折舊計算方法相同。

以融資租賃持有之資產按預計可使用年期按根據自置資產相同之基準或有關租期(以較短者為準)折舊。

物業、機械及設備項目於出售或當預期持續使用該資產將不會產生未來經濟利益時終止確認。終止確認該資產時所產生任何盈虧(以出售所得款項淨額與該項目賬面值間之差額計算)將計入終止確認該項目年度之綜合損益表內。

**租賃土地預付租賃款項**

預付租賃款項指購入租賃土地權益之預付款項,乃按成本列賬,並於租約期間在損益內按直線法攤銷。

**租賃土地預付租賃款項之溢價**

租賃土地預付租賃款項之溢價指因收購附屬公司而收購土地使用權預付租賃款項之溢價,乃按成本列賬,並按與相關土地使用權相同之基準在損益內攤銷。

**發展中物業**

在日常業務過程中用作日後銷售用途之發展中物業按成本及可變現淨值之較低者列賬。有關金額包括土地使用權成本及發展有關物業直接應佔之發展開支成本。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(for the year ended 31st March, 2009) (截至二零零九年三月三十一日止年度)

ITC PROPERTIES GROUP LIMITED 德祥地產集團有限公司

### 3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### Joint ventures

##### *Jointly controlled operations*

When a group entity undertakes its activities under joint venture arrangements directly, constituted as jointly controlled operations, the assets and liabilities arising from those jointly controlled operations are recognised in the balance sheet of the relevant company on an accrual basis and classified according to the nature of the item. The Group's share of the income from jointly controlled operations, together with the expenses that it incurs are included in the consolidated income statement when it is probable that the economic benefits associated with the transactions will flow to/from the Group.

##### *Jointly controlled entities*

Joint venture arrangements that involve the establishment of a separate entity in which venturers have joint control over the economic activity of the entity are referred to as jointly controlled entities.

The results and assets and liabilities of jointly controlled entities are incorporated in the consolidated financial statements using the equity method of accounting. Under the equity method, investments in jointly controlled entities are carried in the consolidated balance sheet at cost as adjusted for post-acquisition changes in the Group's share of the net assets of the jointly controlled entities, less any identified impairment loss. When the Group's share of losses of a jointly controlled entity equals or exceeds its interest in that jointly controlled entity (which includes any long-term interests that, in substance, form part of the Group's net investment in the jointly controlled entity), the Group discontinues recognising its share of further losses. An additional share of losses is provided for and a liability is recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of that jointly controlled entity.

When a group entity transacts with a jointly controlled entity of the Group, profits or losses are eliminated to the extent of the Group's interest in the jointly controlled entity.

#### Interests in associates

An associate is an entity over which the investor has significant influence and that is neither a subsidiary nor an interest in a joint venture.

### 3. 主要會計政策(續)

#### 合資公司

##### *共同控制業務*

倘集團實體根據合營企業安排直接經營業務，則構成共同控制業務，而該等共同控制業務產生之資產及負債乃按累計基準於有關公司之資產負債表中確認，並根據該項目之性質分類。本集團應佔共同控制業務之收入，連同所產生之開支，於交易涉及之經濟效益將可能會流入／流出本集團時計入綜合收益表。

##### *共同控制實體*

共同控制實體指以合營安排另行成立之獨立實體，其各合營方可共同控制該實體之經濟活動。

共同控制實體之業績及資產與負債乃採用權益會計法計入綜合財務報表。根據權益法，於共同控制實體之投資以成本在綜合資產負債表內列賬，並就本集團應佔共同控制實體之淨資產於收購後之變動作出調整，並扣除任何已識別減值虧損。倘本集團應佔共同控制實體之虧損相等於或超過其於該共同控制實體之權益(包括任何實質上構成本集團於該共同控制實體之淨投資一部分之任何長期權益)，則本集團會終止確認其應佔之其他虧損。本集團會就額外應佔之虧損撥備，並會確認負債，惟僅以本集團已產生法定或推定責任或代表該共同控制實體支付之款項為限。

倘集團實體與本集團之共同控制實體進行交易，溢利或虧損乃根據本集團於該共同控制實體之權益為限予以撇銷。

#### 於聯營公司之權益

聯營公司為投資者具有重大影響而並非附屬公司或於合營企業之權益之實體。

**3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)****Interests in associates (Cont'd)**

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting. Under the equity method, investments in associates are carried in the consolidated balance sheet at cost as adjusted for post-acquisition changes in the Group's share of the net assets of the associates, less any identified impairment loss. When the Group's share of losses of an associate equals or exceeds its interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. An additional share of losses is provided for and a liability is recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of that associate.

Any excess of the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities over the cost of acquisition, after reassessment, is recognised immediately in profit or loss.

Where a group entity transacts with an associate of the Group, profits and losses are eliminated to the extent of the Group's interest in the relevant associate.

**Inventories**

Hotel inventories and other inventories are stated at the lower of cost and net realisable value. Cost is calculated using the weighted average method.

**Properties held for sale**

Properties held for sale are stated at the lower of cost and net realisable value. Net realisable value is determined by reference to professional valuations or directors' estimates based on prevailing market conditions.

**Financial instruments**

Financial assets and financial liabilities are recognised on the consolidated balance sheet when a group entity 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 ("FVTPL")) 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.

**3. 主要會計政策(續)****於聯營公司之權益(續)**

聯營公司之業績及資產與負債以權益會計法計入此等綜合財務報表內。根據權益法，於聯營公司之投資乃按成本(並就本集團於收購後應佔聯營公司資產淨值扣除任何減值虧損作出調整)減任何已識別減值虧損計入綜合資產負債表。當本集團應佔聯營公司虧損相當於或超出其於該聯營公司之權益(包括任何本質上組成本集團於該聯營公司投資淨額部分之長期權益)時，本集團終止確認其應佔進一步虧損。本集團會就應佔額外虧損提供撥備，並僅就本集團代表該聯營公司所產生法定或推定責任或所作付款確認負債。

於重估後，任何本集團應佔可識別資產、負債及或然負債之公平淨值之金額超出收購成本即時於損益中確認。

當集團實體與本集團聯營公司進行交易時，損益會與本集團於有關聯營公司之權益對銷。

**存貨**

酒店存貨及其他存貨乃按成本及可變現淨值之較低者入賬。成本以加權平均法計算。

**待售物業**

待售物業按成本及可變現淨值之較低者入賬。可變現淨值乃參考專業估值或董事按照現行市況估計釐定。

**金融工具**

倘集團實體成為工具合約條文之訂約方，則於綜合資產負債表中確認金融資產及金融負債。金融資產及金融負債初步按公平值計算。因收購或發行金融資產及金融負債(按公平值列賬及計入損益之金融資產及金融負債除外)而直接產生之交易成本，於初步確認時加入金融資產或金融負債(按適用情況)之公平值或自金融資產或金融負債(按適用情況)之公平值扣除。因收購按公平值列賬及計入損益之金融資產或金融負債而直接產生之交易成本即時於損益確認。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### Financial instruments (Cont'd)

##### Financial assets

The Group's financial assets are classified into financial assets at FVTPL, loans and receivables or available-for-sale financial assets. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

##### Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset, or, where appropriate, a shorter period.

Income is recognised on an effective interest basis for debt instruments.

##### Financial assets at fair value through profit or loss

Financial assets at FVTPL has two subcategories, including financial assets held for trading and those designated as at FVTPL on initial recognition.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near future; or
- it is a part of an identified portfolio of financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

### 3. 主要會計政策(續)

#### 金融工具(續)

##### 金融資產

本集團之金融資產歸入下列四個類別其中一類：按公平值列賬及計入損益之金融資產、貸款及應收款項及可供出售金融資產。所有金融資產之一般買賣按交易日確認及終止確認。一般買賣指須根據市場規則或慣例訂定之時間內交付資產之金融資產買賣。

##### 實際利息法

實際利息法乃計算金融資產之攤銷成本以及分配相關期間之利息收入之方法。實際利率乃按金融資產之預計年期或適用的較短期間內準確貼現估計未來收取之現金(包括構成實際利率一部份之所有已付或已收之費用、交易成本及其他溢價或折讓)之利率。

債務工具利息收入按實際利息基準確認。

##### 按公平值列賬及計入損益之金融資產

按公平值列賬及計入損益之金融資產有兩個次類別，包括持作買賣之金融資產和在初始確認時指定按公平值列值及計入損益之金融資產。

金融資產分類為持作買賣，若：

- 購進之主要目的是於短期內將之變賣；或
- 其為由本集團共同管理之已識別金融工具組合之其中一部分，並於近期有實際之短期獲利特點；或
- 其為一種並不能作為指定及有效對沖工具之衍生工具。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### Financial instruments (Cont'd)

##### Financial assets (Cont'd)

Financial assets at fair value through profit or loss (Cont'd)

A financial asset other than a financial asset held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial asset forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKAS 39 permits the entire combined contract (asset or liability) to be designated as at FVTPL.

At each balance sheet date subsequent to initial recognition, financial assets at FVTPL are measured at fair value, with changes in fair value recognised directly in profit or loss in the period in which they arise. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial assets.

#### Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. At each balance sheet date subsequent to initial recognition, loans and receivables (including debt portion of convertible bonds (see accounting policy below), debtors, other loan receivables, amounts due from associates, unsecured loans and interest due from related companies/associates, pledged bank deposits and bank balances and cash) are carried at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment loss on financial assets below).

#### Debt portion of convertible bonds

Convertible bonds held by the Group are separately recognised as a debt portion and derivatives embedded in convertible bonds. On initial recognition, the debt portion of the convertible bond and the embedded derivatives are recognised separately at fair value. The debt portion is subsequently measured at amortised cost using the effective interest method.

### 3. 主要會計政策(續)

#### 金融工具(續)

##### 金融資產(續)

按公平值列賬及計入損益之金融資產(續)  
倘出現下列情況，則持作買賣之金融資產以外之金融資產，可於初始確認時被劃分為按公平值列賬及計入損益：

- 有關劃分撤銷或大幅減低計量或確認可能出現不一致之情況；或
- 金融資產組成金融資產或金融負債各組合或兩者之部分，並根據本集團既定風險管理或投資策略，按公平值基準管理及評估其表現，而分類資料則按該基準由內部提供；或
- 金融資產組成包含一種或以上嵌入式衍生工具之合約其中部分，而香港會計準則第39號允許將整份合併合約(資產或負債)劃分為按公平值及計入損益之金融資產。

於初始確認後之各結算日，按公平值列賬及計入損益之金融資產以公平值計量，公平值變動在出現期間直接在損益確認。於損益表中確認之損益淨額不包括該等金融資產所賺取之所有股息及利息。

#### 貸款及應收款項

貸款及應收款項乃並無於活躍市場報價之固定或待定金額付款之非衍生金融資產。於初步確認後各結算日，貸款及應收款項(包括可換股債券之負債部份(請參閱下文之會計政策)、應收賬款、其他應收款項、應收聯營公司款項、應收關連公司/聯營公司無抵押貸款及利息、已抵押銀行存款以及銀行結餘及現金)均以實際利息法，按攤銷成本減任何已識別減值虧損入賬(請參閱下文有關金融資產減值虧損之會計政策)。

#### 可換股債券之負債部份

本集團所持有之可換股債券乃按負債部份及可換股債券內含之衍生工具分開確認。於初始確認時，可換股債券的負債部份及內含衍生工具各自以公平值分開確認。於其後期間，負債部份採用實際利息法按攤銷成本計量。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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### 3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### Financial instruments (Cont'd)

##### Financial assets (Cont'd)

##### Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated or not classified as financial assets at FVTPL, loans and receivables or held-to-maturity investments.

At each balance sheet date subsequent to initial recognition, available-for-sale financial assets are measured at fair value. Changes in fair value are recognised in equity, until the financial asset 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 (see accounting policy on impairment loss on financial assets below).

##### Derivative financial instruments

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at each balance sheet date. The resulting gain or loss is recognised in profit or loss immediately.

##### Embedded derivatives

Derivatives embedded in non-derivative host contracts are treated as separate derivatives when their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at fair value with changes in fair value recognised in profit or loss. In all other circumstances, derivatives embedded are not separated and are accounted for together with the host contracts in accordance with appropriate standards.

##### Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at each balance sheet date. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

For an available-for sale equity investment, a significant or prolonged decline in the fair value of that investment below its cost is considered to be objective evidence of impairment.

### 3. 主要會計政策(續)

#### 金融工具(續)

##### 金融資產(續)

##### 可供出售金融資產

可供出售金融資產乃指定或並未分類為按公平值列賬及計入損益之金融資產、貸款及應收款項或持有至到期日之投資之非衍生工具。

於初始確認後之每個結算日，可供出售金融資產按公平值計算。公平值之變動於權益中確認，直至該金融資產被出售或決定出現減值，屆時過往於權益中確認之累計溢利或虧損會自權益中剔除，並於損益賬確認（請參閱下文有關金融資產減值虧損之會計政策）。

##### 衍生金融工具

衍生工具最初於衍生工具合約簽訂當日按公平值確認，並且之後於各結算日按照公平值重新計算。由此產生的收益或虧損立即於損益賬確認。

##### 內含衍生工具

當內含衍生工具之風險及特質與主合同之風險及特質並無密切關係，及主合同並非按公平值以公平值變動計入損益時，非衍生主合同之內含衍生工具乃自有關主合同分開，並被視作獨立衍生工具。在所有其他情況下，附帶內含衍生工具不會分開處理，並根據適用準則與主合同一併處理。

##### 金融資產減值

金融資產（按公平值列賬及計入損益之金融資產除外）於每個結算日評估是否有減值跡象。倘有客觀證據證明初步確認金融資產後發生之一項或多項事件令金融資產之估計未來現金流量受到影響，則金融資產屬已減值。

就可供出售股本投資而言，其公平值嚴重或持續低於其成本被視為其減值之客觀證據。

**3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)****Financial instruments (Cont'd)****Impairment of financial assets (Cont'd)**

For all other financial assets, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

For certain categories of financial asset, such as debtors and other loan receivables, assets that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the credit period of 90 days and the repayment date of other loan receivables respectively, and observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, an impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of debtors and other loan receivables, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When a debtor or an other loan receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment losses was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

Impairment losses on available-for-sale equity investments will not be reversed in profit or loss in subsequent periods. Any increase in fair value subsequent to impairment loss is recognised directly in equity.

**3. 主要會計政策(續)****金融工具(續)****金融資產減值(續)**

就所有其他金融資產而言，減值之客觀證據可能包括：

- 發行人或對手方存在嚴重財政困難；或
- 拒付或拖欠支付利息或本金；或
- 借款人有可能破產或進行財務重組。

應收賬款及其他應收貸款等被評估為非個別減值之若干金融資產類別，其後按整體基準進行減值評估。應收賬款組合之客觀減值證據可包括本集團之過往收款經驗、組合內延遲還款至超逾90日信貸期或應收貸款之償還日期之次數增加，以及與應收賬款逾期有關之全國或地方經濟狀況明顯改變。

就以攤銷成本列值之金融資產而言，倘若存在客觀證據表明資產出現減值，則減值虧損於損益賬內確認，並按資產賬面值與按初始實際利率貼現之估計日後現金流量現值之差額計量。

就所有金融資產而言，金融資產之賬面值直接按減值虧損減少，惟應收賬款及其他應收貸款除外，其賬面值乃透過使用撥備賬目而減少。撥備賬目之賬面值變動於損益賬內確認。倘應收賬款或其他應收貸款被視為無法收回，則與撥備賬目撇銷。其後收回過往撇銷之款項計入損益賬內。

就以攤銷成本列值之金融資產而言，倘若隨後期間減值虧損數額減少，而該減少乃客觀地與減值虧損確認後發生之事項聯繫，則先前確認之減值虧損於損益賬撥回，惟撥回減值當日資產之賬面值不得超過倘若並無確認減值原有之攤銷成本。

可供出售股本投資之減值虧損將不會於隨後期間於損益賬撥回。於減值虧損後錄得之任何公平值增加直接於股本確認。

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### 3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### Financial instruments (Cont'd)

##### Financial liabilities and equity

Financial liabilities and equity instruments issued by a group entity are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities.

##### Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period.

Interest expense is recognised on an effective interest basis.

##### Financial liabilities

Financial liabilities including creditors, amounts due to minority shareholders of subsidiaries, and bank borrowings are subsequently measured at amortised cost, using the effective interest method.

##### Convertible note payables

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

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

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

### 3. 主要會計政策(續)

#### 金融工具(續)

##### 金融負債及股本

由集團實體發行之金融負債及股本工具按所訂立合約安排之性質以及金融負債及股本工具之定義而分類。

股本工具為證明於本集團資產經扣除其所有負債後剩餘權益之任何合約。

##### 實際利息法

實際利息法乃計算金融負債之攤銷成本以及分配相關期間之利息開支之方法。實際利率乃按金融負債之預計年期或適用之較短期間內準確貼現估計未來現金付款之利息。

利息開支按實際利息基準確認。

##### 金融負債

金融負債(包括應付賬款、應付附屬公司少數股東款項及銀行借貸)其後之計量以實際利息法按攤銷成本計算。

##### 可換股票據應付款項

本公司發行之可換股票據應付款項包括負債及兌換期權部分，乃於初步確認時獨立分類為負債及兌換期權部分。將以交換固定金額之現金或可兌換為本公司固定數目之股本工具之另一種金融資產結算之兌換期權歸類為股本工具。

於初步確認時，負債部分之公平值按同類不可換股債務之現行市場利息釐定。發行可換股貸款票據應付款項所得款項總額與轉往負債部分之公平值間之差額，即代表持有人可將貸款票據兌換為股本之兌換期權，於權益內列賬(可換股貸款票據股本儲備)。

於往後期間，可換股貸款票據之負債部分乃採用實際利息法按攤銷成本列賬。股本部分即兌換負債部分為本公司普通股之期權，將保留於可換股貸款票據股本儲備，直至內含期權獲行使為止。於此情況下，可換股貸款票據股本儲備之結餘將撥至股份溢價。倘期權於到期日未獲行使，可換股貸款票據股本儲備之結餘將撥回保留溢利(累計虧損)。期權兌換或到期時不會於損益賬確認盈虧。

**3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)****Financial instruments (Cont'd)***Financial liabilities and equity (Cont'd)**Convertible note payables (Cont'd)*

Transaction costs that relate to the issue of the convertible note payables are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are charged directly to equity. Transaction costs relating to the liability component are included in the carrying amount of the liability portion and amortised over the period of the convertible note payables using the effective interest method.

*Equity instruments*

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

Upon repurchase of the Company's own shares, the respective shares are subsequently cancelled upon repurchase and accordingly, the issued share capital of the Company is diminished by the nominal value thereof. The premium paid on repurchase is charged against the Company's share premium account. An amount equal to the nominal value of the shares repurchased is transferred from retained profits (accumulated losses) to capital redemption reserve.

*Warrants*

Warrants issued by the Company that will be settled by the exchange of a fixed amount of cash for a fixed number of the Company's own equity instruments are classified as an equity instrument.

The fair value of warrants on the date of issue is recognised in equity (warrant reserve). The warrant reserve will be transferred to share capital and share premium upon exercise of the warrants. Where the warrants remain unexercised at the expiry date, the amount previously recognised in warrant reserve will be released to the retained profits (accumulated losses).

*Derecognition*

Financial assets are derecognised when the rights to receive cash flows from the assets expire or, the financial assets are transferred and the Group has transferred substantially all the risks and rewards of ownership of the financial assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised directly in equity is recognised in profit or loss.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

**3. 主要會計政策(續)****金融工具(續)***金融負債及股本(續)**可換股票據應付款項(續)*

與發行可換股票據應付款項相關之交易成本乃按所得款項之劃分比例分配至負債及股本部分。與股本部分相關之交易成本乃直接計入股本內。與負債部分相關之交易成本乃計入負債部分之賬面值，並按可換股票據應付款項之年期採用實際利息法攤銷。

*股本工具*

本公司所發行股本工具按已收所得款項扣除直接發行成本後列賬。

於購回本公司本身之股份時，有關股份將於購回後予以註銷，本公司之已發行股本亦會按相關面值相應作出撤減。進行購回時已付之溢價於本公司之股份溢價賬內扣除。一筆相當於被購回股份面值之數額將由保留溢利(累計虧損)轉撥至股本贖回儲備。

*認股權證*

由本公司發行以定額現金換取本公司本身之定額股本工具進行結算之認股權證分類為股本工具。

認股權證於發行日期之公平值於權益(認股權證儲備)確認。認股權證儲備於認股權證獲行使後轉撥至股本及股份溢價。倘認股權證於屆滿日期尚未行使，過往於認股權證儲備確認之金額將解除至保留溢利(累計虧損)。

*終止確認*

倘自資產收取現金流量之權利已屆滿，或金融資產已轉讓及本集團已將其於金融資產擁有權之絕大部分風險及回報轉移，則終止確認金融資產。於終止確認金融資產時，資產賬面值與已收或應收代價及已直接於權益確認之累計盈虧之總和之差額，將於損益賬確認。

至於金融負債，當於有關合約訂明之特定責任獲履行、取消或屆滿時終止確認。終止確認之金融負債賬面值與已付或應付代價之差額乃於損益賬確認。

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### 3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### Revenue recognition

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

Sales of goods are recognised when goods are delivered and title has passed.

Revenue in relation to hotel and golf club operations are recognised when the services are provided.

Golf club annual subscription fees are recognised on a straight line basis over the subscription period of one year.

Golf club membership transfer fees are recognised upon approval of the transfer by the management committee of the golf operations.

Building management fee income is recognised on a straight line basis over the relevant period in which the services are rendered.

Sales of securities investments are recognised when the related bought and sold notes are executed.

Sales of completed properties are recognised on the execution of a binding sales agreement.

Interest income from a financial asset is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

Dividend income from investments is recognised when the Group's rights to receive payment have been established.

#### Leasing

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.

##### *The Group as lessor*

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

### 3. 主要會計政策(續)

#### 收益確認

收益乃按已收或應收代價之公平值計量，代表就於日常業務過程中提供之產品及服務應收及扣除貼現及銷售相關稅項之金額。

銷售貨物於貨物交付及擁有權轉讓時確認。

經營酒店及高爾夫球會之收益於提供服務時確認。

高爾夫球會會費於相關會員年內以直線法確認。

高爾夫球會轉會費於高爾夫球業務之管理委員會批准轉會時確認。

樓宇管理費收入於提供服務之相關期間以直線法確認。

銷售證券投資於完成有關買入及賣出票據時確認。

銷售已落成物業之收入於簽訂具約束力銷售協議時確認。

金融資產之利息收入乃根據尚餘本金及適用實際利率按時間基準計量，實際利率乃將金融資產於預計年內估計日後現金收入貼現至資產賬面淨值之比率。

投資之股息收入在本集團收取款項之權利確立時確認。

#### 租賃

融資租賃指租約條款將擁有權之絕大部分風險及回報轉嫁予承租人之租約。所有其他租約均列為營業租賃。

##### *本集團作為出租人*

來自營業租賃之租金收入按有關租賃之租期以直線法於綜合損益表確認。商議及安排營業租賃產生之初期直接成本計入有關租賃資產之賬面值內，並按直線法於租期確認為開支。

**3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)****Leasing (Cont'd)***The Group as lessee*

Assets held under finance leases are recognised as assets of the Group 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 consolidated 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 accounting policy on borrowing costs (see below).

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 on a straight-line basis.

**Foreign currencies**

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges 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 was 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 recognised in profit or loss in the period in which they arise. 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 exchange differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in equity, in which case, the exchange differences are also recognised directly in equity.

**3. 主要會計政策(續)****租賃(續)***本集團作為承租人*

按融資租賃持有之資產按租約開始時之公平值或最低租賃付款現值之較低者確認為本集團資產。出租人之相應負債於綜合資產負債表列作融資租賃承擔。租約付款按比例於財務費用及租約承擔減少之間作出分配，從而就計算該等負債應付餘額得出固定息率。財務費用直接自損益中扣除，除非直接計入合資格資產內，在該情況下財務費用依據本集團有關借貸成本之會計政策(見下文)撥充資本。

營業租賃之應付租金於有關租期按直線法於損益扣除。作為訂立營業租賃之優惠已收及應收利益亦按租期以直線法確認為租金開支減少。

**外幣**

編製各個別集團實體之財務報表時，以該實體功能貨幣以外貨幣(外幣)進行之交易乃以其功能貨幣(即實體經營之主要經濟環境之貨幣)按交易日期當時之匯率記錄。於各結算日，以外幣列值之貨幣項目以結算當日之匯率重新換算。以外幣列值並按公平值列賬之非貨幣項目以釐定公平值之日當時之匯率重新換算。以外幣過往成本計算之非貨幣項目不予重新換算。

結算貨幣項目及重新換算貨幣項目所產生匯兌差額會於產生期間於損益確認。重新換算以公平值列賬之非貨幣項目所產生之匯兌差額於期內計入損益，惟重新換算損益直接於權益內確認之非貨幣項目所產生匯兌差額除外，於此情況下，匯兌差額亦直接於權益內確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(for the year ended 31st March, 2009) (截至二零零九年三月三十一日止年度)

ITC PROPERTIES GROUP LIMITED 德祥地產集團有限公司

### 3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### Foreign currencies (Cont'd)

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) at the rate of exchange prevailing at the balance sheet date, and their income and expenses are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised as a separate component of equity (the translation reserve). Such exchange differences are recognised in profit or loss in the period in which the foreign operation is disposed of.

#### Share-based payment transactions

##### Equity-settled share-based payment transactions

Share options granted to employees and others providing similar services after 1st April, 2005

The fair value of services received determined by reference to the fair value of share options granted at the grant date is expensed on a straight-line basis over the vesting period with a corresponding increase in equity (share-based payment reserve).

At each balance sheet date, the Group revises its estimates of the number of options that are expected to ultimately vest. The impact of the revision of the estimates during the vesting period, if any, is recognised in profit or loss, with a corresponding adjustment to share-based payment reserve.

At the time when the share options are exercised, the amount previously recognised in share-based payment reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share-based payment reserve will be transferred to retained profits (accumulated losses).

##### Share options granted to suppliers/consultants

Share options issued in exchange for goods or services are measured at the fair values of the goods or services received, unless that fair value cannot be reliably measured, in which case the goods or services received are measured by reference to the fair value of the share options granted. The fair values of the goods or services received are recognized as expenses immediately. Corresponding adjustment has been made to equity (share-based payment reserve).

### 3. 主要會計政策(續)

#### 外幣(續)

就呈列綜合財務報表而言，本集團海外業務之資產及負債均按結算當日匯率換算為本集團之呈列貨幣(即港幣)，而收入及開支則按年內平均匯率換算，除非期內匯率出現重大波幅，於此情況下，則將採用交易當日之匯率。所產生匯兌差額(如有)確認為股本之獨立部分(換算儲備)。有關匯兌差額於該項海外業務出售期間在損益確認。

#### 以股份為基礎支付之交易

##### 以股權結算以股份形式付款之交易

於二零零五年四月一日後授予僱員及其他提供同類服務之人士之購股權參考於授出日期已授出購股權之公平值而釐定之所獲取服務之公平值於歸屬期間以直線基準支銷，而權益(以股份為基礎支付儲備)亦會相應增加。

於各結算日，本集團修訂其對預期將最終歸屬之購股權數目之估計。估計變動於歸屬期(如有)之影響於損益賬確認，並對以股份為基礎支付儲備作出相應調整。

於購股權獲行使時，過往於以股份為基礎支付儲備確認之金額將轉撥至股份溢價。當購股權於歸屬日後被沒收或於屆滿日期仍未行使，則過往於以股份為基礎支付儲備確認之金額將轉撥至保留溢利(累計虧損)。

##### 授予供應商／顧問之購股權

就交換貨品或服務發行之購股權按所獲取貨品或服務之公平值計量，除非公平值未能可靠估算，則參考授出之購股權之公平值估計獲取貨品或服務之公平值。所獲取貨品或服務之公平值即時確認為開支，權益(以股份為基礎支付儲備)已作出相應調整。

**3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)****Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets are capitalised as part of the cost of those assets. Capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

**Impairment losses on tangible assets**

At each balance sheet date, the Group reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

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

**Retirement benefit costs**

Payments to the defined contribution retirement benefit plans are charged as expenses when employees have rendered service entitling them to the contributions.

**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 consolidated 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 Group's 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 consolidated financial statements and the corresponding tax base 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. Such 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.

**3. 主要會計政策(續)****借貸成本**

直接涉及收購、建設或生產合資格資產之借貸成本均撥充資本，作為該等資產之部份成本。當資產大致上可準備投入作擬訂用途或出售時，該等借貸成本即停止撥充資本。在特定借貸撥作合資格資產之支出前暫時用作投資所賺取之投資收入須自合資格撥充資本之借貸成本中扣除。

所有其他借貸成本均於其產生期間於損益中確認。

**有形資產減值虧損**

於各結算日，本集團檢討其有形資產之賬面值，以確定有否跡象顯示該等資產出現減值虧損。倘某項資產之可收回金額估計低於其賬面值，該資產之賬面值將減至其可收回金額。減值虧損即時確認為開支。

倘減值虧損其後撥回，則資產賬面值將增至其經修訂之估計可收回金額，惟該增加之賬面值不得超出過往年度假設並無就資產確認任何減值虧損而釐定之賬面值。減值虧損撥回會即時確認為收入。

**退休福利成本**

界定供款退休福利計劃所作之供款於僱員提供服務令其應享供款時列為開支。

**稅項**

所得稅開支指現行應繳稅項及遞延稅項之總和。

現行應繳稅項乃按本年度應課稅溢利計算。應課稅溢利與綜合損益表所報溢利不同，乃由於前者不包括其他年度之應課稅或可扣稅收入或開支，並且不包括毋須課稅或不能扣稅之項目。本集團之現行稅項負債乃按結算日已頒佈或實際頒佈之稅率計算。

遞延稅項指就綜合財務報表內資產及負債賬面值與計算應課稅溢利所用相應稅基之差額確認，按資產負債表負債法列賬。遞延稅項負債一般會就所有應課稅暫時差額確認，而遞延稅項資產乃於可能出現應課稅溢利以抵銷可扣稅之暫時差額時確認。倘暫時差額源自商譽或初步確認不影響應課稅溢利或會計溢利之交易(業務合併除外)其他資產及負債，則不會確認該等資產及負債。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(for the year ended 31st March, 2009) (截至二零零九年三月三十一日止年度)

ITC PROPERTIES GROUP LIMITED 德祥地產集團有限公司

### 3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### Taxation (Cont'd)

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.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the 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 realised. 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.

### 4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, the directors of the Company 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 may differ from these estimates.

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

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

#### Allowance on other loan receivables

As at 31st March, 2009, the carrying amount of other loan receivables, was HK\$208,727,000 (2008: HK\$243,133,000). The Group performs ongoing credit evaluations of its borrowers and adjusts credit limits based on payment history and the borrowers' current credit-worthiness, as determined by the review of their current credit information. When there is objective evidence of impairment, impairment loss is determined based on the present value of the estimated future cash flows discounted at the original effective interest rate. If the financial conditions of the borrowers of the Group were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be considered.

### 3. 主要會計政策(續)

#### 稅項(續)

遞延稅項負債乃按於附屬公司及聯營公司之投資及於合資公司之權益所產生應課稅暫時差額確認，惟若本集團可控制撥回暫時差額之時間及暫時差額有可能於可見將來不會撥回之情況除外。

遞延稅項資產之賬面值於各個結算日檢討，並於可能不再有足夠應課稅溢利恢復該項資產全部或部分之情況下調減。

遞延稅項乃按預期於償還負債或變現資產期間適用之稅率計算。遞延稅項於損益表扣除或計入，惟遞延稅項與直接扣除或計入權益之項目相關者除外，在此情況下，遞延稅項亦於權益中處理。

### 4. 估計不確定因素主要來源

於應用本集團之會計政策時，本公司之董事須對未能透過其他來源確定之資產及負債之賬面值作出判斷、估計及假設。所作出之估計及相關假設乃以過往經驗及其他被視為相關之因素為基準。實際業績可能與該等估計有異。

估計及相關假設乃以持續基準被審閱。倘對會計估計之修訂僅影響進行修訂之期間，則於該期間確認，或倘修訂會影響目前及未來期間，則會於目前及未來期間確認。

下列是涉及未來期間的主要假設以及其他在結算日作出估計不確定因素主要來源，這些估計是具有會造成在下一個會計年度對資產以及負債的賬面值作出重大調整的風險。

#### 其他應收貸款撥備

於二零零九年三月三十一日，其他應收貸款之賬面值為港幣208,727,000元(二零零八年：港幣243,133,000元)。本集團持續評估其借款人之信譽，並按過往付款記錄以及審閱借款人現行信貸資料釐定其現時信譽調整信貸限額。倘存在減值之客觀證據，減值虧損乃根據以原有實際利率貼現之估計未來現金流量現值釐定。倘本集團借款人之財政狀況轉壞以致其之付款能力減弱，則或會考慮作出額外撥備。

**4. KEY SOURCES OF ESTIMATION UNCERTAINTY (Cont'd)****Estimated impairment of available-for-sale investments**

As at 31st March, 2009, the carrying amount of the available-for-sale equity investments was HK\$37,892,000 (2008: HK\$94,570,000). The Group determines that available-for-sale equity securities are impaired when there has been a significant or prolonged decline in the fair value below original cost. The determination of when a decline in fair value below original cost is not recoverable within a reasonable time period is judgmental by nature, so profit and loss could be affected by differences in this judgment.

**Estimated impairment on properties under development/properties held for sale**

As at 31st March, 2009, the carrying amounts of properties under development and properties held for sale are HK\$189,000,000 and HK\$539,388,000 (2008: HK\$240,853,000 and HK\$252,903,000) respectively. In determining whether impairment on properties under development/properties held for sale is required, the Group takes into consideration the intention of the properties for use/sale, the current market environment, the estimated market value of the properties and/or the present value of future cash flow expected to receive. Impairment is recognised based on the higher of present value of estimated future cash flow and estimated market value. If the market environment/circumstances changes significantly, resulting in a decrease in the recoverable amount of these properties interest, impairment loss may be required.

**Income taxes**

As at 31st March, 2009, no deferred tax asset has been recognised on the tax losses of HK\$700,389,000 (2008: HK\$517,627,000) due to the unpredictability of future profit streams. The realisability of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future.

**4. 估計不確定因素主要來源(續)****可供出售投資之估計減值**

於二零零九年三月三十一日，可供出售股本投資之賬面值為港幣37,892,000元(二零零八年：港幣94,570,000元)。當可供出售股本證券之公平值大幅及長期低於其原有成本時，本集團釐定其出現減值。至於如何釐定公平值於合理時期內仍低於原有成本並無法復原乃屬判斷性質，因此溢利及虧損可以由於此項判斷之差異而受到影響。

**發展中物業／待售物業之估計減值**

於二零零九年三月三十一日，發展中物業及待售物業之賬面值分別為港幣189,000,000元及港幣539,388,000元(二零零八年：港幣240,853,000元及港幣252,903,000元)。釐定發展中物業／待售物業是否需要減值，本集團考慮此等物業擬供使用／出售、最新市場狀況、估計此物業之市值及／或其未來可收現金流量之現值。減值之確認乃根據估計未來現金流量及估計市值兩者之較高者。如市場狀況／情況有重大轉變，而結果令該等物業之可收回款項減少，則須作出額外減值虧損。

**所得稅**

於二零零九年三月三十一日，由於不能確定未來溢利趨勢，故並未就港幣700,389,000元(二零零八年：港幣517,627,000元)稅項虧損確認遞延稅項資產。遞延稅項資產能否變現須視乎日後是否有足夠未來溢利或應課稅暫時性差額可供使用。

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### 5. REVENUE

Revenues include revenue from property development and investment, golf and leisure operations, loan financing income, dividend income from investments held-for-trading and net gain on disposal of investments held-for-trading.

Revenue represents the aggregate of the amounts received and receivable from third parties, net of discounts and sales related taxes for the year. An analysis of the Group's revenue for the year, for both continuing and discontinued operations, is as follows:

### 5. 收益

收益包括物業發展及投資收益、高爾夫球及消閒業務、貸款融資收入、持作買賣投資之股息收入及出售持作買賣投資之溢利淨額。

收益指年內來自第三方扣除貼現及銷售相關稅項後已收及應收款項之總和。年內本集團之收益(包括持續經營業務及非持續經營業務)之分析如下：

		2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元
<b>Continuing operations</b>	<b>持續經營業務</b>		
Loan interest income	貸款利息收入	21,772	31,789
Sales of properties	銷售物業	17,901	76,619
Hotel operations	經營酒店	14,563	18,852
Green fees, practice balls and car rental income	草坪費、練習球及汽車租金收入	10,738	19,895
Food and beverage sales	銷售食物及飲料	10,639	12,698
Rental income	租金收入	7,850	3,270
Golf club subscription fees and handling fees	高爾夫球會會費及手續費	5,993	8,174
Pro shop sales	專賣店銷售	2,125	3,198
Dividend income from financial instruments	金融工具之股息收入	970	1,131
Net gain on disposal of investments held-for-trading	出售持作買賣投資之淨溢利	119	4,610
Building management fee income	樓宇管理費用收入	-	1,708
		<b>92,670</b>	<b>181,944</b>
<b>Discontinued operations</b>	<b>非持續經營業務</b>		
Sales of medicine and health products	銷售醫藥及健康產品	-	115,741
Sales of motorcycles	銷售摩托車	-	17,567
		-	133,308
		<b>92,670</b>	<b>315,252</b>

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### 6. NET (LOSS) GAIN ON FINANCIAL INSTRUMENTS

### 6. 金融工具之淨(虧損)溢利

		Continuing operations 持續經營業務	
		2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元
(Decrease) increase in fair values of:	下列各項之公平值(減少)增加:		
– investments held-for-trading	– 持作買賣投資	(114,477)	9,608
– derivatives embedded in convertible bonds	– 可換股債券附帶之衍生工具	(3,247)	1,944
– equity-linked notes	– 股本掛鈎票據	–	710
Impairment loss on available-for-sales investments	可供出售投資之減值虧損	(53,037)	–
(Loss) gain on disposal of available-for-sale investments	出售可供出售投資之(虧損)溢利	(4,299)	60,752
Gain (loss) on disposal of convertible bonds	出售可換股債券之溢利(虧損)	3,103	(2,373)
Dividend income on available-for-sales investments	可供出售投資之股息收入	1,531	426
Dividend income on investments held-for-trading	持作買賣投資之股息收入	970	705
Net gain on disposal of investments held-for-trading	出售持作買賣投資之淨溢利	119	4,610
		<b>(169,337)</b>	<b>76,382</b>

### 7. OTHER INCOME

### 7. 其他收入

		Continuing operations 持續經營業務		Discontinued operations 非持續經營業務		Consolidated 綜合	
		2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元
Bank interest income	銀行利息收入	4,676	10,168	–	91	4,676	10,259
Exchange gain, net	匯兌收益淨額	2,841	2,732	–	–	2,841	2,732
Interest income on convertible bonds	可換股債券之利息收入	5,502	3,036	–	–	5,502	3,036
Interest on unsecured loan due from an associate	應收一間聯營公司無抵押貸款之利息	–	27,942	–	–	–	27,942
Other interest income (Note)	其他利息收入(附註)	14,417	23,676	–	–	14,417	23,676
Others	其他	6,559	5,652	–	876	6,559	6,528
		<b>33,995</b>	<b>73,206</b>	<b>–</b>	<b>967</b>	<b>33,995</b>	<b>74,173</b>

Note: The interest income is receivable from a shareholder of an associate since HK\$281,150,000 of unsecured loans due from an associate was advanced to the associate as the shareholder did not provide its portion of the loans. Details are set out in note 21.

附註：此利息收入為應收一間聯營公司一名股東之款項，應收一間聯營公司無抵押貸款中港幣281,150,000元之提供乃由於該名股東並未按其股份向該聯營公司提供貸款。詳情載於附註21。

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### 8. FINANCE COSTS

### 8. 財務費用

	Continuing operations 持續經營業務		Discontinued operations 非持續經營業務		Consolidated 綜合	
	2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元
Effective interest on convertible note payables	101,414	97,681	-	-	101,414	97,681
Interest on bank borrowings wholly repayable within five years	6,919	11,416	-	613	6,919	12,029
Interest on obligations under finance leases	24	8	-	-	24	8
Interest on unsecured loans from:						
Minority shareholders of subsidiaries	-	734	-	-	-	734
Related companies	-	94	-	-	-	94
	<b>108,357</b>	<b>109,933</b>	<b>-</b>	<b>613</b>	<b>108,357</b>	<b>110,546</b>

### 9. IMPAIRMENT LOSSES ON PROPERTY INTERESTS

### 9. 物業權益之減值虧損

	Continuing operations 持續經營業務	
	2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元
Impairment losses on:		
- prepaid lease payments of leasehold land and premium on prepaid lease payments of leasehold land (note 16)	-	45,000
- properties under development (note 18)	54,121	-
- properties held for sale (Note)	92,591	-
	<b>146,712</b>	<b>45,000</b>

Note: During the year, the directors conducted a review of the Group's properties held for sale and determined that certain of the assets were impaired, due to decrease of open market values based on the valuation report conducted by RHL Appraisal Limited, an independent valuer. Accordingly, impairment losses of HK\$92,591,000 have been recognised.

附註：年內，董事就本集團之待售物業進行審閱，並因根據獨立估值師永利行評值顧問有限公司編製之估值報告所示公開市值有所下降而釐定若干資產已減值。因此，已確認港幣92,591,000元之減值虧損。

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### 10. TAXATION

### 10. 稅項

		Continuing operations		Discontinued operations		Consolidated	
		持續經營業務		非持續經營業務		綜合	
		2009	2008	2009	2008	2009	2008
		二零零九年	二零零八年	二零零九年	二零零八年	二零零九年	二零零八年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Current tax:	本年度稅項：						
Hong Kong Profits Tax	香港利得稅	-	1,509	-	-	-	1,509
PRC Enterprise Income Tax	中國企業所得稅	229	833	-	558	229	1,391
		<u>229</u>	<u>2,342</u>	<u>-</u>	<u>558</u>	<u>229</u>	<u>2,900</u>
Overprovision in prior years:	過往年度超額撥備：						
Hong Kong Profits Tax	香港利得稅	(13)	-	-	-	(13)	-
Deferred tax (note 36):	遞延稅項(附註36)：						
Current year	本年度	(685)	1,133	-	-	(685)	1,133
		<u>(469)</u>	<u>3,475</u>	<u>-</u>	<u>558</u>	<u>(469)</u>	<u>4,033</u>

On 26th June, 2008, the Hong Kong Legislative Council passed the Revenue Bill 2008 which reduced corporate profits tax rate from 17.5% to 16.5% effective from the year of assessment 2008/2009. Therefore, Hong Kong Profits Tax is calculated at 16.5% (2008: 17.5%) of the estimated assessable profits for the year.

於二零零八年六月二十六日，香港立法會通過《2008年收入條例草案》，該草案將企業利得稅稅率由17.5%調低至16.5%，自二零零八年至二零零九年應課稅年度起生效。因此，香港利得稅乃按年內估計應課稅溢利之16.5%（二零零八年：17.5%）計算。

No tax is payable on the profit for the year for some of the subsidiaries arising in Hong Kong since the assessable profit is wholly absorbed by tax losses brought forward. Hong Kong tax losses carried forward amount to approximately HK\$677,940,000 (2008: HK\$511,706,000).

由於應課稅溢利被以前年度稅務虧損悉數抵銷，故部份附屬公司於香港產生之溢利無須課稅。香港稅務虧損結餘約為港幣677,940,000元（二零零八年：港幣511,706,000元）轉入下年度。

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

其他司法權區產生之稅項乃按有關司法權區之現行稅率計算。

The newly promulgated Enterprise Income Tax Law (the “New Law”) of the People’s Republic of China (the “PRC”) are effective on 1st January, 2008. In February 2008, the Ministry of Finance and the State Administration of Taxation issued several important tax circular which clarify the implementation of the New Law and have an impact on certain of the Company’s PRC subsidiaries. Under the New Law, the Enterprise Income Tax rate of the Group’s subsidiaries in the PRC was either reduced from 33% to 25% or increased from 15% to 25% progressively from 1st January, 2008 onwards. The relevant tax rates for the Group’s subsidiaries in the PRC ranged from 18% to 25% (2008: 15% to 33%).

新頒佈之中華人民共和國（「中國」）企業所得稅法（「新稅法」）於二零零八年一月一日生效。於二零零八年二月，財務部及國家稅務總局頒佈若干重大稅務通函，以澄清新稅法之實施程序，並對本公司若干中國附屬公司產生影響。根據新稅法，本集團之中國附屬公司之稅率由33%減至25%，或自二零零八年一月一日起逐步由15%增至25%。本集團之中國附屬公司相關稅率由18%至25%（二零零八年：15%至33%）不等。

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### 10. TAXATION (Cont'd)

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

		2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元
Loss before taxation:	除稅前虧損：		
Continuing operations	持續經營業務	(462,285)	(122,218)
Discontinued operations	非持續經營業務	-	(18,107)
		<b>(462,285)</b>	<b>(140,325)</b>
Tax at the Hong Kong Profits Tax rate of 16.5% (2008: 17.5%)	按香港利得稅稅率16.5% (二零零八年：17.5%) 計算之稅項	(76,277)	(24,557)
Tax effect of expenses not deductible for tax purpose	不可扣稅開支之稅務影響	51,472	47,703
Tax effect of income not taxable for tax purpose	毋須課稅收入之稅務影響	(7,107)	(18,601)
Tax effect of deductible temporary differences not recognised	未確認可扣稅暫時差額之稅務影響	32,622	7,768
Utilisation of deductible temporary differences previously not recognised	動用先前未確認之可扣稅暫時差額	(158)	(9,887)
Tax effect of share of results of a jointly controlled entity and associates	應佔共同控制實體及聯營公司業績之稅務影響	762	4,383
Effect of different tax rates of subsidiaries operating in other jurisdictions	於其他司法權區經營之附屬公司稅率不同之影響	(1,770)	(2,776)
Overprovision in previous year	過往年度超額撥備	(13)	-
Tax (credit) charge for the year	本年度稅項(備抵)支出	<b>(469)</b>	<b>4,033</b>

### 10. 稅項(續)

本年度稅項(備抵)支出與綜合損益表所示虧損之對賬如下：

### 11. DISCONTINUED OPERATIONS

On 27th February, 2007, the Group entered into a sale and purchase agreement to dispose of its entire 100% equity interest in Tung Fong Hung Investment Limited ("TFH") (together with its subsidiaries, the "TFH Group"), which carried out all of the Group's business of manufacturing and trading of medicine and health products, together with an assignment of the outstanding loan owing by TFH amounting to HK\$99,728,000 to the acquirer. The disposal was completed on 31st July, 2007, on which date the control of the TFH Group was passed to the acquirer.

### 11. 非持續經營業務

於二零零七年二月二十七日，本集團訂立一份銷售及購買協議，出售其於Tung Fong Hung Investment Limited (「東方紅」) (連同其附屬公司一併稱為「東方紅集團」) 之全部股本權益(東方紅原負責本集團的製造及買賣醫藥及健康產品一切業務)，同時將東方紅所欠之港幣99,728,000元未償還貸款撥予收購方。出售事項於二零零七年七月三十一日完成，而本集團對東方紅集團的控制權亦於同日轉至收購方手中。

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### 11. DISCONTINUED OPERATIONS (Cont'd)

On 31st March, 2008, the Group disposed of its entire interest in King-Tech International Holdings Limited (together with its subsidiary, the "King-Tech Group"), which carried out all of the Group's business of trading of motorcycles to the acquirer. The disposal was completed on 31st March, 2008, on which date the control of the King-Tech Group was passed to the acquirer.

The loss for the year ended 31st March, 2008 from the discontinued operations is analysed as follows:

### 11. 非持續經營業務(續)

於二零零八年三月三十一日，本集團出售其於勁龍國際控股有限公司(連同其附屬公司一併稱為「勁龍集團」)之全部權益(勁龍集團原負責本集團的買賣摩托車業務)予收購方。出售事項於二零零八年三月三十一日完成，而本集團於勁龍集團的控制權亦於同日轉至收購方手中。

截至二零零八年三月三十一日止年度來自非持續經營業務之虧損分析如下：

		2008 二零零八年 HK\$'000 港幣千元
Loss from discontinued operations:	來自非持續經營業務之虧損：	
Profit from manufacturing and trading of medicine and health products operation	來自製造及買賣醫藥及健康產品業務之溢利	1,266
Loss from trading of motorcycles operation	來自買賣摩托車業務之虧損	(1,360)
		<u>(94)</u>
Loss on disposal of discontinued operations:	出售非持續經營業務之虧損：	
Loss on disposal of the business of manufacturing and trading of medicine and health products	出售製造及買賣醫藥及健康產品業務之虧損	(18,577)
Gain on disposal of business of trading of motorcycles	出售買賣摩托車業務之收益	6
		<u>(18,571)</u>
		<u>(18,665)</u>
Attributable to:	下列人士應佔：	
Equity holders of the Company	本公司權益持有人	(18,596)
Minority interests	少數股東權益	(69)
		<u>(18,665)</u>



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### 11. DISCONTINUED OPERATIONS (Cont'd)

The results of businesses of manufacturing and trading of medicine and health products, and trading of motorcycles for the period from 1st April, 2007 to the respective dates of disposals, which have been included in the consolidated income statement, were as follows:

### 11. 非持續經營業務(續)

由二零零七年四月一日至各自之出售日期間，製造及買賣醫藥及健康產品業務及買賣摩托車業務(已載於綜合損益表)之業績如下：

		<b>Medicine and Health Products 醫藥及健康產品</b>	<b>Motorcycles 摩托車</b>	<b>Total 總計</b>
		<b>1.4.2007 to 31.7.2007 二零零七年 四月一日至 二零零七年 七月三十一日 HK\$'000 港幣千元</b>	<b>1.4.2007 to 31.3.2008 二零零七年 四月一日至 二零零八年 三月三十一日 HK\$'000 港幣千元</b>	<b>1.4.2007 to 31.3.2008 二零零七年 四月一日至 二零零八年 三月三十一日 HK\$'000 港幣千元</b>
Revenue	收益	115,741	17,567	133,308
Cost of sales	銷售成本	(77,496)	(16,518)	(94,014)
Gross profit	毛利	38,245	1,049	39,294
Other income	其他收入	967	-	967
Distribution and selling expenses	分銷及銷售費用	(25,580)	-	(25,580)
Administrative expenses	行政費用	(10,833)	(2,408)	(13,241)
Other expenses	其他費用	(363)	-	(363)
Finance costs	財務開支	(612)	(1)	(613)
Profit (loss) before taxation	除稅前溢利(虧損)	1,824	(1,360)	464
Taxation	稅項	(558)	-	(558)
Profit (loss) for the period/year	本期/年間溢利(虧損)	1,266	(1,360)	(94)

The cash flows of the discontinued operations contributed to the Group were as follows:

本集團非持續經營業務之現金流量如下：

		2008 二零零八年 HK\$'000 港幣千元
Net cash from operating activities	經營業務所得之現金淨額	29,777
Net cash used in investing activities	投資業務所耗之現金淨額	(822)
Net cash from financing activities	融資業務所得之現金淨額	846
		<u>29,801</u>

The carrying amounts of the assets and liabilities of the TFH Group and the King-Tech Group at the dates of disposals are disclosed in note 42.

東方紅集團及勁龍集團於出售日之資產及負債之賬面值載於附註42。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(for the year ended 31st March, 2009) (截至二零零九年三月三十一日止年度)

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### 12. LOSS FOR THE YEAR

### 12. 本年度虧損

	Continuing operations 持續經營業務		Discontinued operations 非持續經營業務		Consolidated 綜合	
	2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元
Loss for the year has been arrived at after charging (crediting):						
Auditors' remuneration						
– current year	3,265	3,391	–	262	3,265	3,653
– underprovision in previous years	666	138	–	–	666	138
	<b>3,931</b>	<b>3,529</b>	<b>–</b>	<b>262</b>	<b>3,931</b>	<b>3,791</b>
Directors' emoluments (note 13a)	18,222	25,212	–	–	18,222	25,212
Other staff costs:						
Salaries and other benefits	35,037	39,754	–	16,338	35,037	56,092
Equity-settled share-based payments expense to employees	1,465	2,498	–	–	1,465	2,498
Retirement benefits scheme contributions, net of forfeited contributions of HK\$253,000 (2008: Nil)	1,699	875	–	893	1,699	1,768
Total staff costs	56,423	68,339	–	17,231	56,423	85,570
Less: Amount capitalised in intangible assets	–	–	–	(17)	–	(17)
	<b>56,423</b>	<b>68,339</b>	<b>–</b>	<b>17,214</b>	<b>56,423</b>	<b>85,553</b>
Cost of inventories recognised as an expense, including impairment loss on properties held for sale of HK\$92,591,000 (2008: Nil)	107,416	55,690	–	90,121	107,416	145,811
Depreciation of property, plant and equipment	11,507	15,688	–	1,881	11,507	17,569
Release of prepaid lease payments of leasehold land	525	2,283	–	10	525	2,293
Amortisation of premium on prepaid lease payments of leasehold land	2,736	2,914	–	–	2,736	2,914
Total depreciation and amortisation	14,768	20,885	–	1,891	14,768	22,776
Allowance for inventories	–	–	–	5,106	–	5,106
Loss on disposal of property, plant and equipment	171	110	–	17	171	127
Net exchange (gain) loss	(2,841)	(2,732)	–	25	(2,841)	(2,707)
Allowance for bad and doubtful debts	5,313	1,441	–	360	5,313	1,801

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## 綜合財務報表附註

(for the year ended 31st March, 2009) (截至二零零九年三月三十一日止年度)

ITC PROPERTIES GROUP LIMITED 德祥地產集團有限公司

### 13. DIRECTORS' EMOLUMENTS AND HIGHEST PAID INDIVIDUALS

#### (a) Directors' emoluments

The emoluments paid or payable to each of the nine (2008: twelve) directors were as follows:

2009	二零零九年
Cheung Hon Kit	張漢傑
Chan Fut Yan	陳佛恩
Wong Kam Cheong, Stanley	黃錦昌
Cheung Chi Kit	張志傑
Lai Tsan Tung, David ("Mr. Lai")	賴贊東 (「賴先生」)
Ma Chi Kong, Karl	馬志剛
Wong Chi Keung, Alvin	王志強
Kwok Ka Lap, Alva	郭嘉立
Qiao Xiaodong	喬小東

2008	二零零八年
Cheung Hon Kit	張漢傑
Chan Fut Yan	陳佛恩
Wong Kam Cheong, Stanley	黃錦昌
Cheung Chi Kit	張志傑
Mr. Lai	賴先生
Ma Chi Kong, Karl	馬志剛
Ho Hau Chong, Norman	何厚鏘
Lo Lin Shing, Simon	魯連城
Wong Chi Keung, Alvin	王志強
Kwok Ka Lap, Alva	郭嘉立
Qiao Xiaodong	喬小東
Chui Sai Cheong	崔世昌

Fees 袍金 HK\$'000 港幣千元	Salaries and other benefits 薪金及 其他福利 HK\$'000 港幣千元	Other emoluments 其他酬金			Total emoluments 酬金總額 HK\$'000 港幣千元
		Discretionary and performance related payments 酌情及與 表現掛鈎 之獎金 HK\$'000 港幣千元	Equity-settled share-based payments expense 以股權結算 以股份形式 付款之開支 HK\$'000 港幣千元	Contributions to retirement benefits schemes 退休福利 計劃供款 HK\$'000 港幣千元	
		(Note)			
		(附註)			

10	2,880	-	1,198	12	4,100
10	2,640	-	699	264	3,613
4	1,019	-	188	5	1,216
10	1,800	-	499	90	2,399
240	1,762	-	299	12	2,313
10	3,000	-	899	12	3,921
120	-	-	150	-	270
120	-	-	150	-	270
120	-	-	-	-	120
<b>644</b>	<b>13,101</b>	<b>-</b>	<b>4,082</b>	<b>395</b>	<b>18,222</b>

10	2,640	2,500	1,670	12	6,832
10	2,400	1,750	978	240	5,378
10	2,002	334	406	12	2,764
10	1,430	500	644	72	2,656
240	1,695	250	357	12	2,554
8	2,516	334	1,072	10	3,940
5	-	-	72	-	77
5	-	-	36	-	41
120	-	-	215	-	335
120	-	-	179	-	299
19	-	-	-	-	19
102	-	-	215	-	317
<b>659</b>	<b>12,683</b>	<b>5,668</b>	<b>5,844</b>	<b>358</b>	<b>25,212</b>

Note: The amount included performance related incentive payment which is determined by the performance of the directors for the year ended 31st March, 2008.

No directors waived any emoluments during the current and prior years.

### 13. 董事酬金及最高薪酬人士

#### (a) 董事酬金

已付或應付九名(二零零八年：十二名)董事各自之酬金如下：

附註：該金額包括根據董事於截至二零零八年三月三十一日止年度之表現釐定之表現掛鈎花紅。

於本年度及過往年度，並無任何董事放棄酬金。

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### 13. DIRECTORS' EMOLUMENTS AND HIGHEST PAID INDIVIDUALS (Cont'd)

#### (b) Highest paid individuals

All five individuals with the highest emoluments in the Group were directors of the Company for both years whose emoluments are included in (a) above.

During both years, no emoluments were paid by the Group to the five highest paid individuals, including directors and employees, as an inducement to join or upon joining the Group or as compensation for loss of office.

### 14. LOSS PER SHARE

#### (a) For continuing and discontinued operations

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

		2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元
Loss:	虧損：		
Loss for the year attributable to equity holders of the Company and loss for the purposes of basic and diluted loss per share	本公司權益持有人應佔本年度虧損及計算每股基本及攤薄虧損之虧損	<u>(461,816)</u>	<u>(141,853)</u>
		2009 二零零九年	2008 二零零八年
Number of shares:	股份數目：		
Weighted average number of ordinary shares for the purposes of basic and diluted loss per share (Note)	計算每股基本及攤薄虧損之普通股加權平均數(附註)	<u>383,880,132</u>	<u>192,654,235</u>

Note: The weighted average number of ordinary shares for both years has been adjusted for the effect of the rights issue and capital reorganisation during the year.

### 13. 董事酬金及最高薪酬人士(續)

#### (b) 最高薪酬人士

於該兩年，本集團最高薪酬之五名人士中全體均為本公司董事，其酬金載於上文(a)。

於該兩年，本集團並無向五名最高薪酬人士(包括董事及僱員)支付酬金，作為鼓勵加入或加入本集團時之獎勵或作為離職補償。

### 14. 每股虧損

#### (a) 來自持續及非持續經營業務

本公司普通股權益持有人應佔每股基本及攤薄虧損乃按照以下數據計算：

附註：由於年內進行供股及股本重組帶來之影響，故於該兩年之普通股加權平均數均已作出調整。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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### 14. LOSS PER SHARE (Cont'd)

#### (b) From continuing operations

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

Loss is calculated as follows:

Loss for the year attributable to equity holders of the Company	本公司權益持有人應佔本年度虧損
Less: Loss for the year from discontinued operations	減：來自非持續經營業務之本年度虧損
Loss for the purposes of basic and diluted loss per share from continuing operations	計算來自持續經營業務每股基本及攤薄虧損之虧損

The denominators used are the same as those detailed above for both basic and diluted loss per share.

#### (c) From discontinued operations

Basic and diluted loss per share from discontinued operations is HK\$0.1 per share for the year ended 31st March, 2008, based on the loss for the year ended 31st March, 2008 from discontinued operations attributable to the equity holders of the Company of HK\$18,596,000 and the denominators detailed above for both basic and diluted loss per share.

The calculation of diluted loss per share for both years has not assumed the exercise of the share options and warrants (for the year ended 31st March, 2009) and the conversion of convertible notes as these potential ordinary shares are anti-dilutive during both years.

### 14. 每股虧損(續)

#### (b) 來自持續經營業務

本公司普通股權益持有人應佔來自持續經營業務每股基本及攤薄虧損乃按照以下數據計算：

虧損數字以下列方式計算：

	2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元
Loss for the year attributable to equity holders of the Company	(461,816)	(141,853)
Less: Loss for the year from discontinued operations	-	(18,596)
Loss for the purposes of basic and diluted loss per share from continuing operations	(461,816)	(123,257)

所用之分母與上文所述計算兩項每股基本及攤薄虧損所用者相同。

#### (c) 來自非持續經營業務

根據截至二零零八年三月三十一日止年度來自非持續經營業務之本公司權益持有人應佔虧損港幣18,596,000元及上文所述計算每股基本及攤薄虧損所用之分母計算，截至二零零八年三月三十一日止年度來自非持續經營業務之每股基本及攤薄虧損為每股港幣0.1元。

由於該等潛在普通股於該兩年均具反攤薄作用，故計算每股攤薄虧損並未假設行使購股權及認股權證（就截至二零零九年三月三十一日止年度而言）以及兌換可換股票據。

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### 15. PROPERTY, PLANT AND EQUIPMENT

### 15. 物業、機械及設備

		Leasehold improvements	Plant and machineries	Furniture, fixtures and equipment	Motor vehicles	Construction in progress	Total
	Buildings	Leasehold improvements	Plant and machineries	Furniture, fixtures and equipment	Motor vehicles	Construction in progress	Total
	樓宇	租賃 物業裝修	機械及設備	傢俬、 裝置及設備	汽車	在建工程	總計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
<b>COST</b>	<b>成本</b>						
At 1st April, 2007	於二零零七年 四月一日	208,254	51,873	27,267	8,230	7,208	340,655
Exchange adjustments	匯兌調整	18,981	140	1,706	219	217	25,112
Additions	添置	2,133	400	10,068	2,406	2,938	39,313
Disposal of subsidiaries (note 42)	出售附屬公司 (附註42)	(129,599)	(51,786)	(28,315)	(6,069)	(3,916)	(219,685)
Disposals	出售	-	(438)	(1,096)	(24)	(233)	(1,791)
At 31st March, 2008 and 1st April, 2008	於二零零八年 三月三十一日及 二零零八年四月一日	99,769	189	9,630	4,762	6,214	183,604
Exchange adjustments	匯兌調整	2,830	8	410	108	135	5,179
Additions	添置	5,876	4,240	940	1,379	20	15,844
Transfer	轉讓	37,751	-	-	12	-	(37,763)
Disposals	出售	(725)	(35)	-	(277)	(1,161)	(2,198)
At 31st March, 2009	於二零零九年 三月三十一日	<b>145,501</b>	<b>4,402</b>	<b>10,980</b>	<b>5,984</b>	<b>5,208</b>	<b>202,429</b>
<b>DEPRECIATION</b>	<b>折舊</b>						
At 1st April, 2007	於二零零七年四月一日	9,353	35,642	11,873	2,990	841	60,699
Exchange adjustments	匯兌調整	4,706	56	520	88	67	5,437
Provided for the year	本年度撥備	11,020	1,114	2,860	1,300	1,275	17,569
Eliminated on disposal of subsidiaries (note 42)	出售附屬公司時 對銷(附註42)	(22,747)	(36,322)	(13,915)	(3,230)	(954)	(77,168)
Eliminated on disposals	出售時對銷	-	(435)	(949)	(22)	(70)	(1,476)
At 31st March, 2008 and 1st April, 2008	於二零零八年 三月三十一日及 二零零八年四月一日	2,332	55	389	1,126	1,159	5,061
Exchange adjustments	匯兌調整	417	8	173	33	59	690
Provided for the year	本年度撥備	6,389	1,397	1,375	1,110	1,236	11,507
Eliminated on disposals	出售時對銷	(95)	(35)	-	(177)	(746)	(1,053)
At 31st March, 2009	於二零零九年 三月三十一日	<b>9,043</b>	<b>1,425</b>	<b>1,937</b>	<b>2,092</b>	<b>1,708</b>	<b>16,205</b>
<b>CARRYING VALUES</b>	<b>賬面值</b>						
At 31st March, 2009	於二零零九年 三月三十一日	<b>136,458</b>	<b>2,977</b>	<b>9,043</b>	<b>3,892</b>	<b>3,500</b>	<b>186,224</b>
At 31st March, 2008	於二零零八年 三月三十一日	97,437	134	9,241	3,636	63,040	178,543

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### 15. PROPERTY, PLANT AND EQUIPMENT (Cont'd)

The above items of property, plant and equipment other than construction in progress are depreciated on a straight-line basis at the following rates per annum:

Buildings	4% or over the remaining term of the relevant lease, if shorter
Leasehold improvements	33% or over the term of the relevant leases, if shorter
Plant and machineries	5% – 15%
Furniture, fixtures and equipment	10% – 33 $\frac{1}{3}$ %
Motor vehicles	10% – 20%

The carrying values of buildings shown above are located in:

– Hong Kong	– 香港
– PRC	– 中國

At 31st March, 2009, the carrying values of furniture, fixtures and equipment of the Group included an amount of HK\$357,000 (2008: HK\$215,000) in respect of assets held under finance leases.

### 16. PREPAID LEASE PAYMENTS OF LEASEHOLD LAND

The Group's prepaid lease payments of leasehold land comprise:

Land use rights in the PRC on medium-term lease	於中國根據中期租約持有之土地使用權
Analysed for reporting purposes as:	就申報分析為：
Current asset	流動資產
Non-current asset	非流動資產

### 15. 物業、機械及設備(續)

上述物業、機械及設備項目(在建工程除外)以直線法按下列年率折舊：

樓宇	4%或按尚餘之有關租期(取其較短者)
租賃物業裝修	33%或按有關租期(取其較短者)
機械及設備	5% – 15%
傢俬、裝置及設備	10% – 33 $\frac{1}{3}$ %
汽車	10% – 20%

上述樓宇乃位於下列各地，其賬面值如下：

	2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元
– Hong Kong	4,454	–
– PRC	132,004	97,437
	<b>136,458</b>	<b>97,437</b>

於二零零九年三月三十一日，本集團傢俬、裝置及設備之賬面值包括就按融資租賃持有資產之款項港幣357,000元(二零零八年：港幣215,000元)。

### 16. 租賃土地預付租賃款項

本集團之租賃土地預付租賃款項包括：

	2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元
Land use rights in the PRC on medium-term lease	21,352	21,325
Analysed for reporting purposes as:		
Current asset	530	517
Non-current asset	20,822	20,808
	<b>21,352</b>	<b>21,325</b>

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### 16. PREPAID LEASE PAYMENTS OF LEASEHOLD LAND (Cont'd)

During the year ended 31st March, 2008, the Group disposed of Guangzhou Panyu Lotus Golf & Country Club Co., Ltd. ("Panyu Golf"), a 65% owned subsidiary of the Company, which held a golf course and a piece of land located at Panyu, Guangdong Province in the PRC as set out in note 42. Prior to the disposal of Panyu Golf, the Group assessed the recoverable amount of the land by reference to its fair value and identified and recognised impairment losses of HK\$30,681,000 and HK\$14,319,000 in respect of the prepaid lease payments of leasehold land and premium on prepaid lease payments of leasehold land, respectively.

### 17. PREMIUM ON PREPAID LEASE PAYMENTS OF LEASEHOLD LAND

The amount represents the premium on acquisition of prepaid lease payments for the rights to use land situated in the PRC on medium-term lease as a result of acquisition of subsidiaries in previous years, which is amortised on the same basis as the related prepaid lease payments of the relevant land use rights.

The movement of premium on prepaid lease payments is set out below:

### 16. 租賃土地預付租賃款項(續)

截至二零零八年三月三十一日止年度，本集團出售本公司持有65%權益之附屬公司廣州番禺蓮花山高爾夫球度假俱樂部有限公司（「番禺高爾夫球」）。如附註42所述，該公司持有一個高爾夫球場及一幅位於中國廣東省番禺的土地。於出售番禺高爾夫球前，本集團已參考該土地之公平值以評估其可回收金額，並已就預付租賃土地之租賃付款及預付租賃土地之租賃付款溢價分別鑑定並確認減值虧損為港幣30,681,000元及港幣14,319,000元。

### 17. 租賃土地預付租賃款項之溢價

該金額指因往年收購附屬公司而收購位於中國按中期租賃持有之土地使用權預付租賃款項之溢價，乃按與相關土地使用權之有關預付租賃款項相同之基準攤銷。

預付租賃款項之溢價之變動如下：

		HK\$'000 港幣千元
<b>COST</b>	<b>成本</b>	
At 1st April, 2007	於二零零七年四月一日	134,029
Disposal of subsidiaries (note 42)	出售附屬公司(附註42)	(14,761)
<b>At 31st March, 2008 and 2009</b>	<b>於二零零八年及二零零九年三月三十一日</b>	<b>119,268</b>
<b>AMORTISATION AND IMPAIRMENT</b>	<b>攤銷及減值</b>	
At 1st April, 2007	於二零零七年四月一日	2,502
Charge for the year	本年度扣除	2,914
Impairment loss recognised (note 16)	已確認減值虧損(附註16)	14,319
Disposal of subsidiaries (note 42)	出售附屬公司(附註42)	(14,761)
At 31st March, 2008	於二零零八年三月三十一日	4,974
Charge for the year	本年度扣除	2,736
<b>At 31st March, 2009</b>	<b>於二零零九年三月三十一日</b>	<b>7,710</b>
<b>CARRYING VALUES</b>	<b>賬面值</b>	
At 31st March, 2009	於二零零九年三月三十一日	<b>111,558</b>
At 31st March, 2008	於二零零八年三月三十一日	114,294



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### 18. PROPERTIES UNDER DEVELOPMENT

At cost:	按成本：
At 1st April	於四月一日
Additions	添置
Disposal of subsidiaries (note 42)	出售附屬公司(附註42)
Impairment loss recognised (note 9)	已確認減值虧損(附註9)
At 31st March	於三月三十一日

During the year, the directors conducted a review of the Group's properties under development and determined that certain of the assets were impaired, due to decrease of open market value based on the valuation report conducted by RHL Appraisal Limited. Accordingly, an impairment loss of HK\$54,121,000 has been recognised.

Management of the Group expects the whole amount of properties under development to be completed and released to market after one year (2008: after two years).

### 19. AVAILABLE-FOR-SALE INVESTMENTS

Available-for-sale investments comprise:	可供出售投資包括：
Equity securities listed in Hong Kong	於香港上市之股本證券
Equity securities listed elsewhere	於其他地方上市之股本證券

### 20. INTEREST IN A JOINT VENTURE

#### Jointly controlled entity:

In May 2008, the Group formed and equally owned a jointly controlled entity, Keen Step Corporation Limited ("Keen Step"), together with an independent third party at an investment cost of HK\$1. In September 2008, the Group further acquired the remaining 50% equity interest in Keen Step. Therefore, the interest in a jointly controlled entity was derecognised upon date of completion of further acquisition. Details are set out in note 41(a). During the year, the jointly controlled entity has contributed HK\$212,000 of share of loss to the Group.

### 18. 發展中物業

	2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元
At cost:		
At 1st April	240,853	11,296
Additions	2,268	244,128
Disposal of subsidiaries (note 42)	-	(14,571)
Impairment loss recognised (note 9)	(54,121)	-
At 31st March	189,000	240,853

年內，董事就本集團之發展中物業進行審閱，並因根據永利行評值顧問有限公司編製之估值報告所示公開市值有所下降而釐定若干資產已減值。因此，已確認港幣54,121,000元之減值虧損。

本集團管理層預期所有發展中物業將於一年後落成及推出市場(二零零八年：兩年後)。

### 19. 可供出售投資

	2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元
Available-for-sale investments comprise:		
Equity securities listed in Hong Kong	5,764	18,631
Equity securities listed elsewhere	32,128	75,939
	37,892	94,570

### 20. 於一間合資公司之權益

#### 共同控制實體：

於二零零八年五月，本集團以投資成本港幣1元與一名獨立第三方成立並平均擁有一間共同控制實體建設有限公司(「建設」)。於二零零八年九月，本集團進一步收購建設餘下50%股權。因此，於一間共同控制實體之權益在完成進一步收購當日剔除確認，有關詳情載於附註41(a)。年內，該共同控制實體佔本集團虧損為港幣212,000元。

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### 20. INTEREST IN A JOINT VENTURE (Cont'd)

#### Jointly controlled operation:

Interest in properties held for development	於持作發展物業之權益
Loan to a joint venture	貸款予一間合資公司

In March 2008, the Group disposed of Panyu Golf, a 65% owned subsidiary of the Company, which held a golf resort known as "Guangzhou Lotus Hill Golf Resort" located at Panyu, Guangdong Province in the PRC. As part of the consideration for the disposal, the Group entered into a joint venture agreement to construct and develop certain residential units over a piece of land with a site area of approximately 48,000 sq. m. within the golf resort (the "Development Project"). The Group's interest in properties held for development represents its entitlement to share 65% of the residual value of the Development Project under the terms of the joint venture agreement.

In addition, the Group is obliged to advance an aggregate of RMB40 million for use in the Development Project, of which approximately RMB26,044,000 (equivalent to HK\$29,629,000) was advanced by the Group during the year. The loan is unsecured, bearing interest at a lending interest rate of 5.4% of corresponding period as quoted by the People's Bank of China and will not be repaid until completion of the Development Project. In the opinion of the directors, the loan will not be repaid within twelve months from the balance sheet date and is therefore classified as non-current asset.

### 21. INTERESTS IN ASSOCIATES/UNSECURED LOANS AND INTERESTS DUE FROM ASSOCIATES

Cost of investment in associates, unlisted	於聯營公司之投資成本，非上市
Share of post-acquisition losses	應佔收購後虧損
Loans and interests due from associates	應收聯營公司之貸款及利息
Less: Loss allocated in excess of cost of investment	減：超出投資成本之已分配虧損

### 20. 於一間合資公司之權益(續)

#### 共同控制業務：

	2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元
Interest in properties held for development	15,130	14,745
Loan to a joint venture	29,629	-
	<b>44,759</b>	<b>14,745</b>

於二零零八年三月，本集團出售本公司持有65%權益之附屬公司番禺高爾夫球。該公司持有一個位於中國廣東省番禺名為「廣州蓮花山高爾夫球度假村」之高爾夫球度假村。作為出售代價之一部份，本集團訂立合資協議，於高爾夫球度假村內一幅地盤面積約為48,000平方米之土地上興建及開發若干住宅單位（「發展項目」）。本集團於持作發展物業之權益指其根據合資協議之條款應佔發展項目餘值之65%權益。

此外，本集團有責任墊付用於發展項目之人民幣40,000,000元，本集團已於年內墊付其中約人民幣26,044,000元（相等於港幣29,629,000元）。貸款為無抵押、按中國人民銀行公佈的同期貸款利率5.4厘計息，直至發展項目完成為止不會償還。董事認為，貸款不會於結算日起十二個月內償還，因而分類為非流動資產。

### 21. 於聯營公司之權益／應收聯營公司之無抵押貸款及利息

	2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元
Cost of investment in associates, unlisted	169,202	221,708
Share of post-acquisition losses	(34,393)	(86,205)
	<b>134,809</b>	<b>135,503</b>
Loans and interests due from associates	1,130,198	1,077,690
Less: Loss allocated in excess of cost of investment	(56,216)	-
	<b>1,073,982</b>	<b>1,077,690</b>

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### 21. INTERESTS IN ASSOCIATES/UNSECURED LOANS AND INTERESTS DUE FROM ASSOCIATES (Cont'd)

The loans and interests due from associates of HK\$1,130,198,000 included an amount of HK\$626,850,000 (2008: HK\$626,850,000) which is the unsecured, non-interest bearing and advanced to an associate based on its agreed portion of advance stated in the acquisition agreement. The imputed interest rate on this amount of loans was 8% (2008: 8%) per annum.

The remaining balance of approximately HK\$281,150,000 (2008: HK\$281,150,000) is advanced to the associate as a shareholder did not provide its portion of the loans. The amount carries interest at rates ranging from 5% to 5.25% (2008: ranging from 5.25% to 7.75%) per annum.

In the opinion of the directors, the amount will not be repaid within twelve months of the balance sheet date and was therefore classified as non-current asset.

Before offering any new loan to associate, the Group will assess the associate's credit quality and the usage of the loan by the associate. The recoverability of the loan is reviewed throughout the year. The whole loans to associates are repayable upon request for repayment, so the balances are neither past due nor impaired and have no loan default history.

Pursuant to the Empresa De Fomento Industrial E Comercial Concórdia, S.A. ("Concordia") acquisition agreement, one of the subsidiaries of the Group further undertook to advance to Concordia a shareholder's loan of not more than HK\$15,000,000 (2008: HK\$15,000,000) after the completion of the Concordia acquisition agreement.

The Group has concentration of credit risk as 85% of the total unsecured loans and interests is due from only one associate which is a private company located in Macau. In order to minimise the credit risk, management of the Group has monitored the repayment ability of the associates continuously.

During the year ended 31st March, 2008, the Group entered into the following transactions regarding the associates:

- (a) The Group acquired 8.7% of the registered capital of Concordia, a company incorporated in Macau, which held the leasehold interests of 14 parcels of land situated in Estrade de Seac Pai Van, Macau. Upon completion of the acquisition, the Group's effective interest in the registered capital of Concordia increased to 35.5%.

### 21. 於聯營公司之權益／應收聯營公司之無抵押貸款及利息(續)

應收聯營公司之貸款及利息港幣1,130,198,000元包括港幣626,850,000元(二零零八年:港幣626,850,000元)之款項,該款項為無抵押、免息及按收購協議所述之協定墊款部份墊付予一間聯營公司。此筆貸款款項之估算年利率為8厘(二零零八年:8厘)。

由於一名股東並無提供其貸款部份,故約港幣281,150,000元(二零零八年:港幣281,150,000元)之餘款墊付予該聯營公司。年內,該款項按介乎5厘至5.25厘(二零零八年:介乎5.25厘至7.75厘)之年利率計息。

董事認為,由於該等款項不會於結算日起十二個月內償還,因而分類為非流動資產。

於給予聯營公司新貸款前,本集團將評估聯營公司之信貸記錄以及聯營公司貸款用途。於整個年度均會審閱貸款之可收回程度。聯營公司之所有貸款均須按要求償還,故結餘並未逾期或減值,且概無欠款記錄。

根據聯生發展股份有限公司(「聯生」)收購協議,本集團一間附屬公司進一步承諾,於完成聯生收購協議後向聯生墊付不多於港幣15,000,000元(二零零八年:港幣15,000,000元)之股東貸款。

由於85%之總無抵押貸款及利息均來自一間聯營公司(為位於澳門之私人公司),故本集團面對集中信貸風險。為減低信貸風險,本集團管理層持續監察聯營公司之還款能力。

截至二零零八年三月三十一日止年度,本集團訂立下列有關聯營公司之交易:

- (a) 本集團收購聯生8.7%註冊股本,該公司於澳門註冊成立,持有位於澳門石排灣馬路之14幅地塊之權益。於完成收購後,本集團於聯生註冊股本擁有之實際權益增至35.5%。

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### 21. INTERESTS IN ASSOCIATES/UNSECURED LOANS AND INTERESTS DUE FROM ASSOCIATES (Cont'd)

- (b) The Group disposed of its entire 40% equity interest in More Profit International Limited (“More Profit”) together with the shareholder’s loan due to the Group amounting to HK\$260,412,000 at an aggregate consideration amounted to HK\$350 million, to Get Nice Holdings Limited (“Get Nice”), a company incorporated in Cayman Islands and listed on the Stock Exchange (the “Disposal”). The Disposal resulted in a loss of the Disposal of approximately HK\$39,486,000.
- (c) The Group disposed of its entire 50% equity interest in Jean-Bon Pharmaceutical Technology Company Limited through the disposal of TFH as set out in notes 11 and 42. The carrying value of the interest in this associate is zero upon disposal.

At 31st March, 2009 and 2008, the Group had interests in the following major associates:

### 21. 於聯營公司之權益／應收聯營公司之無抵押貸款及利息(續)

- (b) 本集團出售其於 More Profit International Limited (「More Profit」) 全部40% 權益連同港幣260,412,000元之應付本集團股東貸款予結好控股有限公司(「結好」)(一間於開曼群島註冊成立並於聯交所上市之公司)，總代價為港幣350,000,000元(「出售事項」)。出售事項產生約港幣39,486,000元之出售虧損。
- (c) 本集團透過出售東方紅出售其於正邦醫藥科技有限公司全部50% 股權，有關詳情載於附註11及42。於此聯營公司之權益賬面值在出售後為零。

於二零零九年及二零零八年三月三十一日，本集團於下列主要聯營公司擁有權益：

Name of associate 聯營公司名稱	Form of business structure 業務架構形式	Place of incorporation/ operation 註冊成立/ 經營地點	Class of shares held 所持股份類別 (Note 1) (附註1)	Nominal value of issued and fully paid share capital 已發行及繳足股本面值	Proportion of nominal value of issued share capital indirectly held by the Group 本公司持有之已發行股本面值比例 %	Principal activity 主要業務
Best Profit Holdings Limited 佳富集團有限公司	Incorporated 註冊成立	Hong Kong 香港	Ordinary 普通股	HK\$1,000 港幣1,000元	31.5	Investment holding (Note 2) 投資控股(附註2)
Concordia 聯生	Incorporated 註冊成立	Macau 澳門	Quota Capital 註冊資本	MOP100,000,000 澳門幣100,000,000元	35.5	Property development 物業發展
Orient Town Limited 華鎮有限公司	Incorporated 註冊成立	Hong Kong 香港	Ordinary 普通股	HK\$700 港幣700元	45	Investment holding (Note 2) 投資控股(附註2)
Orient Town Project Management Limited 華鎮項目管理有限公司	Incorporated 註冊成立	Macau 澳門	Quota Capital 註冊資本	MOP25,000 澳門幣25,000元	45	Property project management 物業項目管理
San Lun Mang Investimentos, Limitada 新聯盟投資有限公司	Incorporated 註冊成立	Macau 澳門	Quota Capital 註冊資本	MOP100,000 澳門幣100,000元	31.5	Investment holding (Note 2) 投資控股(附註2)

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### 21. INTERESTS IN ASSOCIATES/UNSECURED LOANS AND INTERESTS DUE FROM ASSOCIATES (Cont'd)

Notes:

- Quota capital represents the Portuguese equivalence of registered capital as Portuguese is the official language of Macau.
- The principal activities of their subsidiaries are mainly property development and property project management.

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

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

		2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元
Total assets	資產總值	2,814,636	2,662,736
Total liabilities	負債總值	(2,749,307)	(2,585,912)
Minority interest	少數股東權益	(61,130)	(64,384)
Net assets as recorded in the books of the associates	於聯營公司賬目列賬之資產淨值	<u>4,199</u>	<u>12,440</u>
Group's share of net assets of associates (Note)	本集團應佔聯營公司資產淨值 (附註)	<u>134,809</u>	<u>135,503</u>

Note:

The Group's share of net assets of associates include a fair value adjustment for premium for the interest in leasehold land of the associate upon the acquisition of additional interest in the associate in prior year.

### 21. 於聯營公司之權益／應收聯營公司之無抵押貸款及利息(續)

附註：

- 葡語中之 Quota capital 即註冊資本。葡語為澳門之官方語言。
- 其附屬公司之主要業務為物業發展及物業項目管理。

上表載列本集團的聯營公司，董事認為該等聯營公司對本集團年度業績有重大影響，或構成本集團資產淨值的主要部份。董事認為列出其他聯營公司的資料會過份冗長。

本集團聯營公司之財務資料概要載列如下：

	2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元
Revenue	-	-
Loss for the year	(8,241)	(54,201)
Group's share of loss of associates for the year	<u>(4,404)</u>	<u>(25,047)</u>

附註：

本集團應佔聯營公司資產淨值包括於去年收購聯營公司額外權益時就聯營公司租賃土地權益之溢價作出公平值調整。

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### 21. INTERESTS IN ASSOCIATES/UNSECURED LOANS AND INTERESTS DUE FROM ASSOCIATES (Cont'd)

The Group has discontinued the recognition of its share of losses of certain associates. The amounts of unrecognised share of losses of these associates, extracted from the relevant management accounts of the associates, both for the year and cumulatively, are as follows:

		2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元
Unrecognised share of losses of associates for the year	本年度未確認應佔聯營公司虧損	—	(2,451)
Accumulated unrecognised share of losses of associates	累計未確認應佔聯營公司虧損	(2,451)	(2,451)

### 22. AMOUNTS DUE FROM ASSOCIATES

The amounts are unsecured, interest-free and repayable within one year of the balance sheet dates.

### 21. 於聯營公司之權益／應收聯營公司之無抵押貸款及利息(續)

本集團已終止確認其應佔聯營公司虧損。截至本年度止，及累計未確認之應佔該等聯營公司虧損金額(摘錄自該等聯營公司之相關管理賬目)如下：

### 22. 應收聯營公司款項

該金額為無抵押、免息且須於結算日後一年內償還。

### 23. DEBT PORTION OF CONVERTIBLE BONDS AND DERIVATIVES EMBEDDED IN CONVERTIBLE BONDS

### 23. 可換股債券之負債部份及可換股債券附帶之衍生工具

		Debt portion 負債部份		Embedded conversion option 附帶可換股選擇權	
		2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元
Convertible bonds issued by:	由下列各方發行之可換股債券：				
Get Nice (note a)	結好(附註a)	—	51,120	—	4,865
Wing On (notes b and c)	永安(附註b及c)	37,047	—	—	—
		37,047	51,120	—	4,865
Analysed as:	分類為：				
Current	流動	727	—	—	—
Non-current	非流動	36,320	51,120	—	4,865
		37,047	51,120	—	4,865

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### 23. DEBT PORTION OF CONVERTIBLE BONDS AND DERIVATIVES EMBEDDED IN CONVERTIBLE BONDS

(Cont'd)

Notes:

- (a) The convertible bonds issued by Get Nice ("Get Nice Bonds") with the principal amount of HK\$100 million was issued to the Group as part of consideration for the disposal of More Profit in September 2007. The Group was entitled to convert the Get Nice Bonds into shares in Get Nice at conversion price of HK\$0.901 per share. The maturity date is 20th September, 2010.

During the year ended 31st March, 2008, the Group has disposed of the Get Nice Bonds with principal amount of HK\$43 million. During the year ended 31st March, 2009, all the outstanding Get Nice Bonds with principal amount of HK\$57 million were redeemed at 100% of the principal amount outstanding together with the accrued interest thereon calculated at 5% per annum, resulting in a gain on redemption (by the issuer) of HK\$3,103,000.

- (b) The 2% convertible bonds issued by Wing On Travel (Holdings) Limited ("Wing On") ("Wing On Bonds") with an aggregate principal amount of HK\$45,000,000 was purchased during the year from an independent third party at total consideration of HK\$33,750,000. The Group is entitled to convert the Wing On Bonds into shares of Wing On at an initial conversion price of HK\$0.79 per share (subject to adjustments), which was subsequently adjusted to HK\$0.339 as a result of rights issue by Wing On on 3rd July, 2008. Unless previously converted or lapsed, Wing On shall redeem the Wing On Bonds on 7th June, 2011 at 110% of their principal amount.
- (c) Mr. Cheung Hon Kit, an executive director of the Company is also a director of Wing On.

### 23. 可換股債券之負債部份及可換股債券附帶之衍生工具(續)

附註：

- (a) 於二零零七年九月，結好向本集團發行本金額為港幣100,000,000元之可換股債券(「結好債券」)，作為出售More Profit之部份代價。本集團有權按每股港幣0.901元之兌換價將結好債券兌換為結好股份。到期日為二零一零年九月二十日。

截至二零零八年三月三十一日止年度，本集團出售本金額為港幣43,000,000元之結好債券。截至二零零九年三月三十一日止年度，本金額為港幣57,000,000元之所有未兌換結好債券按未兌換債券之100%本金額贖回(連同以年利率5厘計息之有關利息)，(由發行人進行)贖回產生港幣3,103,000元之溢利。

- (b) 年內從一名獨立第三方購回由永安旅遊(控股)有限公司(「永安」)發行本金總額為港幣45,000,000元之2厘可換股債券(「永安債券」)，總代價為港幣33,750,000元。本集團有權按初步兌換價每股港幣0.79元(可予調整)將永安債券兌換為永安股份，兌換價其後於二零零八年七月三日因永安進行供股而調整為港幣0.339元。除已兌換或失效者外，永安可於二零一一年六月七日按其本金額之110%贖回永安債券。
- (c) 本公司執行董事張漢傑先生亦為永安董事。

### 23. DEBT PORTION OF CONVERTIBLE BONDS AND DERIVATIVES EMBEDDED IN CONVERTIBLE BONDS (Cont'd)

The Group classified the debt portion of the convertible bonds as loans and receivables and the embedded conversion option is deemed as held for trading and classified as financial assets at fair value through profit or loss on initial recognition. The fair values of the embedded conversion option on initial recognition are determined by the directors of the Company with reference to the valuation performed by Greater China Appraisal Limited, a firm of independent professional valuer using Black-Scholes Option Pricing Model. Details of the assumptions used in the Black-Scholes Option Pricing Model in the valuation of the conversion option embedded in convertible bonds as at the following dates are as follows:

#### Get Nice Bonds

Closing price at date of valuation  
Conversion price  
Expected volatility (note a)  
Expected annual dividend yield  
Risk-free interest rate (note b)

#### 結好債券

估值日期之收市價  
兌換價  
預計波幅(附註a)  
預計每年股息收益率  
無風險利率(附註b)

港幣HK\$0.59元  
港幣HK\$0.901元  
53.43%  
4.39%  
1.385%

港幣HK\$0.495元  
港幣HK\$0.901元  
46.25%  
8.081%  
2.1%

Purchase date  
購買日期

7th August, 2008  
二零零八年八月七日

31st March, 2009  
二零零九年三月三十一日

#### Wing On Bonds

Closing price at date of valuation  
Conversion price  
Expected volatility (note c)  
Expected annual dividend yield  
Risk-free interest rate (note b)

#### 永安債券

估值日期之收市價  
兌換價  
預計波幅(附註c)  
預計每年股息收益率  
無風險利率(附註b)

港幣HK\$0.055元  
港幣HK\$0.339元  
66.342%  
2.405%  
2.712%

港幣HK\$0.025元  
港幣HK\$0.339元  
88.677%  
不適用N/A  
0.762%

Notes:

- (a) Expected volatility was determined by using the historical volatility of the price return of the ordinary shares of Get Nice over 910 days from the valuation date.
- (b) The risk-free rate interest was based on the yield of Exchange Fund Note.
- (c) Expected volatility was determined by using the historical volatility of the price return of the ordinary shares of Wing On over 569 days from the valuation date.

附註：

- (a) 預計波幅是以估值日期起910日結好普通股的歷史價格回報波幅而釐定。
- (b) 無風險利息率以外匯基金票據孳息率為基礎。
- (c) 預計波幅是以估值日期起569日永安普通股的歷史價格回報波幅而釐定。

### 23. 可換股債券之負債部份及可換股債券附帶之衍生工具(續)

本集團將可換股債券之負債部份列作借貸及應收款項，而附帶可換股選擇權視作持作買賣，並於初步確認時透過損益賬按公平值列作金融資產。附帶可換股選擇權於初步確認時之公平值，乃由本公司董事參考漢華評值有限公司(一家獨立事業估值公司)以柏力克-舒爾斯期權定價模式進行之估值而釐定。於下列日期就可換股債券附帶之可換股部分使用柏力克-舒爾斯期權定價模式進行估值之假設詳情如下：

	Redemption date
31st March, 2008 二零零八年三月三十一日	12th August, 2008 贖回日期 二零零八年八月十二日



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### 23. DEBT PORTION OF CONVERTIBLE BONDS AND DERIVATIVES EMBEDDED IN CONVERTIBLE BONDS (Cont'd)

On initial recognition, the fair value of the debt portion of the convertible bonds was determined using the prevailing market interest rate of similar non-convertible debts. The effective interest rate to the debt component of Wing On Bonds is 17.51% (2008: 9% to the debt component of Get Nice Bonds).

As at 31st March, 2009, the Group has concentration of credit risk as all of the convertible bonds held by the Group was due from Wing On, which shares are listed on the Stock Exchange and a related party of which Mr. Cheung Hon Kit, an executive director of the Company is also a director. As at 31st March, 2008, all of the convertible bonds were due from an independent third party.

### 24. DEPOSITS AND EXPENSES PAID FOR ACQUISITION OF A LAND USE RIGHT

The amounts represent deposits and expenses paid for the acquisition of a land use right in the PRC for a total cash consideration of RMB50,964,000 (equivalent to HK\$57,980,000) under an acquisition agreement dated 22nd March, 2007.

### 25. OTHER LOAN RECEIVABLES

Fixed-rate loan receivables	定息應收貸款
Variable-rate loan receivables	浮息應收貸款

The whole amounts are repayable on demand or within one year.

The following is an analysis of the ageing of other loan receivables at the balance sheet dates:

Within one year	一年內
More than one year, but not exceeding two years	超過一年，但少於兩年
More than two years, but not exceeding three years	超過兩年，但少於三年

### 23. 可換股債券之負債部份及可換股債券所附帶之衍生工具(續)

於初步確認時，可換股債券負債部份之公平值仍使用類似不可兌換債務之現行市場利率釐定。永安債券負債部份之實際利率為17.51厘(二零零八年：結好債券負債部份為9厘)。

於二零零九年三月三十一日，本集團面對集中信貸風險，原因是本集團持有之可換股債券均來自永安(其股份於聯交所上市及為一有關連人士，而本公司執行董事張漢傑先生亦為永安之董事)。於二零零八年三月三十一日，所有可換股債券均來自一名獨立第三方。

### 24. 收購土地使用權已付按金及開支

有關款項指根據日期為二零零七年三月二十二日的收購協議，收購一項於中國之土地使用權已付之按金及開支，該收購總現金代價為人民幣50,964,000元(相等於港幣57,980,000元)。

### 25. 其他應收貸款

	2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元
Fixed-rate loan receivables	13,133	13,133
Variable-rate loan receivables	195,594	230,000
	<b>208,727</b>	<b>243,133</b>

全部款項均須按要求或於一年內償還。

以下為其他應收貸款於結算日之賬齡分析：

	2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元
Within one year	68,317	93,500
More than one year, but not exceeding two years	30,776	144,998
More than two years, but not exceeding three years	109,634	4,635
	<b>208,727</b>	<b>243,133</b>

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### 25. OTHER LOAN RECEIVABLES (Cont'd)

At 31st March, 2009, the Group's fixed-rate loan receivables of HK\$8,498,000 (2008: HK\$8,498,000) carried interest at 8% per annum and were secured by 40,000,000 shares of a private limited company incorporated in Malaysia, with a nominal value of RM0.25 (equivalent to HK\$0.53) per share. The remaining fixed-rate loan receivables of HK\$4,635,000 (2008: HK\$4,635,000) were denominated in United States dollars ("USD"), which is not the functional currencies of the relevant group entities, carried interest at 3% and were unsecured. All the fixed-rate loan receivables are due within one year.

At 31st March, 2009, all variable-rate loans were unsecured, carried interest at Hong Kong Prime Rate, Hong Kong Prime Rate plus 1% or 2% per annum and are repayable within one year. The effective interest rates are ranging from 5% to 7.25% per annum (2008: 7.25% to 9.75% per annum).

Before offering any new loans, the director will assess the potential borrower's credit quality and defines credit limits by the borrower. The director will continuously assess the recoverability of other loan receivables. The whole amount of other loan receivables are repayable upon request for repayment, so the balances are neither past due nor impaired and in the opinion of the directors they have no history of loan default.

The Group's has concentration of credit risk in the above loans as five borrowers accounted for 76% (2008: 95%) of the total other loan receivables as at 31st March, 2009.

The borrowers mainly consist of one listed company in Hong Kong and several private companies. In order to minimise the credit risk, management of the Group monitors the repayment ability of the borrowers continuously.

### 26. INVENTORIES

Finished goods	製成品
Consumables	消耗品

### 25. 其他應收貸款(續)

於二零零九年三月三十一日，本集團之定息應收貸款港幣8,498,000元(二零零八年：港幣8,498,000元)以年利率8厘計息，並以一間於馬來西亞註冊成立之私人有限公司之40,000,000股每股面值馬來西亞幣0.25元(相等於港幣0.53元)之股份作抵押。其餘定息應收貸款港幣4,635,000元(二零零八年：港幣4,635,000元)乃以美元(「美元」)計值(美元並非相關集團實體之功能貨幣)，以3厘計息，為無抵押貸款，所有定息應收貸款於一年內到期。

於二零零九年三月三十一日，所有浮息借貸為無抵押，按香港最優惠利率、香港最優惠利率加年利率1厘或2厘計息，並須於一年內償還。實際利率介乎年利率5厘至7.25厘(二零零八年：介乎年利率7.25厘至9.75厘)。

董事於提供新貸款前，先評估借入人之潛在信貸質素及界定借入人之信貸額。董事將持續評估其他應收貸款之可收回程度。所有其他應收貸款須按要償還，故結餘並無逾期亦無減值，且董事認為該等款項並無欠款記錄。

由於五名借入人於二零零九年三月三十一日佔其他應收貸款總額76%(二零零八年：95%)，故本集團就上述貸款面對集中信貸風險。

借入人主要包括一間香港上市公司及數間私人公司。本集團管理層為減低信貸風險，已一直監察借入人之還款能力。

### 26. 存貨

		2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元
Finished goods	製成品	906	341
Consumables	消耗品	2,237	1,820
		<b>3,143</b>	<b>2,161</b>

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### 27. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS 27. 按公平值列賬及計入損益之金融資產

		2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元
Investments held-for-trading:	持作買賣投資：		
Equity securities listed in Hong Kong	於香港上市之股本證券	174,897	9,245
Equity securities listed elsewhere	於其他地方上市之股本證券	1,655	1,756
		<b>176,552</b>	11,001
Financial assets designated at fair value through profit or loss:	指定按公平值列賬及計入損益之金融資產：		
Equity-linked notes	股本掛鈎票據	-	956
		<b>176,552</b>	11,957

At the balance sheet date, all financial assets at fair value through profit or loss are stated at fair value. The fair values of listed securities are determined based on the bid prices quoted in active markets and those of the equity-linked notes are based on fair values quoted by the respective issuing banks or financial institutions.

The Group's financial assets at fair value through profit or loss that are denominated in currency other than functional currency of the relevant group entity are set out below:

於結算日，所有以公平值列賬及計入損益之金融資產均以公平值列示。上市證券之公平值乃按照活躍市場所報之買價而釐定，股本掛鈎票據之賣價乃按發票銀行或金融機構各自所報之公平值而釐定。

並非以相關集團實體之功能貨幣列值之本集團以公平值列賬及計入損益之金融資產載列如下：

		2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元
Japanese Yen	日圓	1,116	1,756
USD	美元	539	956

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### 28. DEBTORS, DEPOSITS AND PREPAYMENTS

### 28. 應收賬款、按金及預付款項

		2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元
Trade debtors	應收貿易賬款	10,748	27,685
Less: Allowance for doubtful debts	減：呆壞賬撥備	(5,336)	–
		<b>5,412</b>	27,685
Refundable earnest money (note a)	可予退還誠意金(附註a)	388,461	365,791
Other receivable (note b)	其他應收款項(附註b)	19,120	23,659
Other debtors, deposits and prepayments	其他應收賬款、按金及預付款項	90,155	97,660
		<b>503,148</b>	514,795

The Group allows credit period of 90 days to its trade customers.

本集團給予其貿易客戶之信貸期為90日。

The following is an analysis of the ageing of debtors net of allowance for doubtful debts at the balance sheet date:

以下為應收賬款(扣除呆壞賬撥備)於結算日之賬齡分析：

		2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元
0 – 60 days	零至六十日	864	16,977
61 – 90 days	六十一日至九十日	431	124
Over 90 days	超過九十日	4,117	10,584
		<b>5,412</b>	27,685

Before accepting any new customer, the Group will assess the potential customer's credit quality and define credit limits by customer. Limits attributed to customers are reviewed twice a year. 16% (2008: 61%) of the trade debtors that are neither past due nor impaired have the best credit rating.

於接受新顧客訂單前，本集團將評估該客戶之誠信素質，並釐定該客戶的信貸期限。客戶的信貸額會每年進行兩次檢討。16% (二零零八年：61%) 並無過期或減值之應收貿易賬款具最高之信貸評級。

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### 28. DEBTORS, DEPOSITS AND PREPAYMENTS (Cont'd)

Included in the Group's trade debtors is an aggregate carrying amount of HK\$4,117,000 (2008: HK\$10,584,000) which are past due at the balance sheet date for which the Group has not provided for impairment loss. The Group does not hold any collateral over these balances. The average age of trade debtors is 135 days (2008: 120 days). The ageing of trade debtors which are past due but not impaired is as follows:

Over 90 days	超過九十日

The Group has provided fully for general trade debtors due over 2 years because historical experience is such that these receivables that are past due beyond 2 years are generally not recoverable.

Movement in the allowance for doubtful debts is as follows:

	年初結餘	2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元
Balance at beginning of the year	年初結餘	-	3,315
Exchange realignment	匯兌調整	23	305
Impairment losses recognised on debtors	應收款項確認之減值虧損	5,313	1,801
Amount written off as uncollectible	撇銷為不可收回款項	-	(992)
Eliminated on disposal of subsidiaries	出售附屬公司時對銷	-	(4,429)
Balance at end of the year	年終結餘	5,336	-

Notes:

- (a) (i) In June 2005, a wholly-owned subsidiary of the Company and an independent third party ("Vendor A") signed a non-binding letter of intent with a view of negotiating a possible acquisition from Vendor A of 50% of its ownership and interest in certain land located in Macau which was initially intended for redevelopment purposes, at an initial consideration of HK\$495,000,000. Upon signing of the letter of intent, an amount of HK\$10,000,000 (2008: HK\$10,000,000) was paid by the Group as refundable earnest money.

### 28. 應收賬款、按金及預付款項(續)

列賬本集團的應收賬款之賬面總值為港幣4,117,000元(二零零八年:港幣10,584,000元),該金額已於結算日到期,惟本集團並無提供減值虧損。本集團概無在此等結餘持有任何抵押品。應收貿易賬款的平均賬齡為135日(二零零八年:120日)。逾期但未減值之應收貿易賬款之賬齡載列如下:

本集團已就逾期超過2年之一般應收貿易賬款作全數撥備,原因是過往經驗顯示,該等逾期超過2年日之應收賬款一般不能予以收回。

呆壞賬撥備之變動載列如下:

	2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元
Balance at beginning of the year	-	3,315
Exchange realignment	23	305
Impairment losses recognised on debtors	5,313	1,801
Amount written off as uncollectible	-	(992)
Eliminated on disposal of subsidiaries	-	(4,429)
Balance at end of the year	5,336	-

附註:

- (a) (i) 於二零零五年六月,本公司一間全資附屬公司與一名獨立第三方(「賣方甲」)簽訂無約束力意向書,以磋商可能以初步代價港幣495,000,000元,向賣方甲收購其位於澳門若干土地之50%擁有權及權益,有關土地初步擬作重建用途。於簽訂意向書後,本集團已支付港幣10,000,000元(二零零八年:港幣10,000,000元)作為可予退還誠意金。

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### 28. DEBTORS, DEPOSITS AND PREPAYMENTS (Cont'd)

Notes: (Cont'd)

- (a) (ii) On 28th December, 2006, 21st March, 2007 and 17th February, 2009, further amounts of refundable earnest money of approximately HK\$170,000,000, HK\$160,191,000 and HK\$12,000,000, respectively, were paid by the Group through Wing On, a company whose shares are listed on the Stock Exchange for the negotiation of possible acquisition of ownership and interest in properties located in the PRC. Wing On undertakes to refund the earnest money to the Group in full upon request of the Group. Up to the date of this report, the negotiations have not yet been concluded.
- (iii) On 18th January, 2008, the Company entered into a memorandum of understanding with an independent third party with a view of negotiating a possible acquisition of the entire issued share capital of a company which is proposed to hold and develop a land in Vietnam. Upon signing of the memorandum of understanding, an amount of HK\$15,600,000 was paid by the Group as refundable earnest money. A further amount of HK\$20,670,000 was paid by the Group during the year ended 31st March, 2009.
- (iv) On 29th October, 2007, a wholly-owned subsidiary of the Company paid HK\$10,000,000 to vendor with a view of negotiating a possible acquisition of ownership and interest in properties located in Hong Kong. The amount was fully refunded to the Group during the year ended 31st March, 2009.

The refundable earnest money mainly concentrated on vendors of 3 projects and over 80% of total refundable earnest money are in relation to one project. The Company has continuously assessed the recoverability of the money invested and the progress of the project and the vendors have no history of loan default.

No formal agreements in respect of the above possible acquisitions have been entered into up to the date of this report. In the opinion of the directors of the Company, the possible acquisitions may or may not materialise and are fully refundable, therefore, the above refundable earnest money is classified as current asset accordingly.

- (b) The other receivable represented an amount due from the vendors in respect of tax indemnity given by the vendors pursuant to the sales and purchase agreements for acquisition of subsidiaries in 2006 and 2007.

### 28. 應收賬款、按金及預付款項(續)

附註：(續)

- (a) (ii) 於二零零六年十二月二十八日、二零零七年三月二十一日及二零零九年二月十七日，本集團透過永安(一間其股份於聯交所上市之公司)就磋商可能收購位於中國之物業之擁有權及權益，分別進一步支付可予退還誠意金約港幣170,000,000元、港幣160,191,000元及港幣12,000,000元。永安承諾當本集團要求時，悉數退還誠意金予本集團。截至本報告日期，有關磋商尚未結束。
- (iii) 於二零零八年一月十八日，本公司為磋商可能收購一間建議於越南持有及開發一幅土地之公司之全部已發行股本，與獨立第三方訂立諒解備忘錄。簽立諒解備忘錄後，本集團支付港幣15,600,000元作為可予退還誠意金。截至二零零九年三月三十一日止年度，本集團進一步支付港幣20,670,000元。
- (iv) 於二零零七年十月二十九日，本公司之全資附屬公司為磋商可能收購位於香港之物業之擁有權及權益，向賣方支付港幣10,000,000元。款項已於截至二零零九年三月三十一日止年度悉數退還予本集團。

可予退還誠意金主要來自三個項目之賣方，可予退還誠意金總額超過80%來自一個項目。本公司持續評估已投資之款項之可收回程度及項目之進度，且賣方概無欠款記錄。

截至本報告日期為止，概無就上述可能進行之收購訂立任何正式協議。本公司董事認為，可能進行之收購未必落實且可予悉數退還，因此，上述可予退還誠意金分類為流動資產。

- (b) 其他應收款項指於二零零六年及二零零七年就收購附屬公司而訂立之買賣協議有關賣方作出之稅項彌償之應收賣方款項。

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### 29. UNSECURED LOANS AND INTEREST DUE FROM RELATED COMPANIES

The amount represented loan to a subsidiary of Wing On (2008: Wing On and one of its subsidiaries). The principal amount of HK\$40,000,000 (2008: HK\$51,000,000) is unsecured, carries interest at Hong Kong Prime Rate plus 2% and repayable within one year (2008: within one year) from balance sheet date. The effective interest rate is 7.0% (2008: 7.2%) per annum.

The Group has concentration of credit risk as all (2008: all) of the unsecured loans were mainly due from one (2008: two) related company.

### 30. PLEDGED BANK DEPOSITS/BANK BALANCES AND CASH

The pledged bank deposits represents deposits pledged to banks to secure general banking facilities granted to the Group. The deposits carry fixed interest at rates ranging from 0.35% to 4.78% (2008: 2.9% to 4.78%) per annum.

The bank balances carry interest at prevailing market rates ranging from 0.001% to 2.2% (2008: 0.01% to 4.5%) per annum.

The Group's pledged bank deposits and bank balances and cash that are denominated in currency other than functional currency of the relevant group entities are set out below:

USD 美元

### 29. 應收關連公司之無抵押貸款及利息

該款項指給予一間永安之附屬公司(二零零八年：永安及其一間附屬公司)之貸款。港幣40,000,000元(二零零八年：港幣51,000,000元)之本金額為無抵押，按香港最優惠利率加2厘計息，並於結算日起一年內償還(二零零八年：一年內)。實際年利率為7.0厘(二零零八年：7.2厘)。

本集團面對集中信貸風險，原因是全部(二零零八年：全部)無抵押貸款來自一間(二零零八年：兩間)關連公司。

### 30. 已抵押銀行存款／銀行結餘及現金

已抵押銀行存款指已抵押予銀行以取得本集團之一般銀行融資之存款。該存款之固定年利率由0.35厘至4.78厘(二零零八年：2.9厘至4.78厘)不等。

銀行結餘之現行年利率由0.001厘至2.2厘(二零零八年：0.01厘至4.5厘)不等。

並非以相關集團實體之功能貨幣列值之本集團已抵押銀行存款以及銀行結餘及現金載列如下：

	2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元
USD 美元	26,226	31,975

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### 31. CREDITORS, DEPOSITS AND ACCRUED CHARGES

The following is an analysis of creditors, deposits and accrued charges at the balance sheet date:

		2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元
Trade creditors aged:	應付貿易賬款之賬齡：		
0 – 60 days	零至六十日	763	1,420
61 – 90 days	六十一至九十日	447	355
Over 90 days	超過九十日	799	360
		<b>2,009</b>	2,135
Other creditors, deposits and accrued charges ( <i>Note</i> )	其他應付賬款、按金及應計開支 ( <i>附註</i> )	<b>70,038</b>	68,257
		<b>72,047</b>	70,392

The average credit period on purchases of goods is 60 days. The Group has financial risk management policies to ensure that all payables are within the credit timeframe.

*Note:* Under the agreement in connection with the disposal of Panyu Golf, the Group agreed to assume certain assets and liabilities of Panyu Golf with the net carrying amount of HK\$14,924,000 (2008: HK\$30,423,000) which has been included in other creditors at 31st March, 2009.

### 31. 應付賬款、按金及應計開支

應付賬款、按金及應計開支於結算日之分析如下：

購買貨品之平均信貸期為60日。本集團有財務風險管理政策確保所有應付款項於信貸期內支付。

*附註：* 根據有關出售番禺高爾夫球的協議，本集團同意承擔番禺高爾夫球若干賬面淨值為港幣14,924,000元（二零零八年：港幣30,423,000元）之資產及負債。該金額於二零零九年三月三十一日列賬為其他應付賬款。



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### 32. AMOUNTS DUE TO MINORITY SHAREHOLDERS OF SUBSIDIARIES

The amounts are unsecured, interest-free and repayable on demand.

### 33. CONVERTIBLE NOTE PAYABLES

- (a) On 11th August, 2005, the Company has issued HK\$1,000 million unsecured zero coupon convertible notes due 2010 (the “First 2010 Convertible Notes”) at an initial conversion price of HK\$0.44 per ordinary share, which was subsequently adjusted to HK\$5.675 as a result of the Company’s rights issue and capital reorganisation as detailed in notes 37(c) and 37(e) respectively. The First 2010 Convertible Notes is non-interest bearing and will mature on 11th August, 2010. The holders of the convertible note payables have the right to convert the First 2010 Convertible Notes into shares of HK\$0.01 each of the Company at any time during the period from 11th August, 2005 to 11th August, 2010.

The First 2010 Convertible Notes, unless converted prior to the maturity under the conditions specified in the relevant notes documents, will be redeemed at 110% of their principal amounts.

During the year ended 31st March, 2008, HK\$111 million of the First 2010 Convertible Notes was converted into 252,272,723 ordinary shares of HK\$0.01 each in the share capital of the Company at the conversion price of HK\$0.44 per ordinary share as set out in note 37(a). As at 31st March, 2009, HK\$471 million (2008: HK\$471 million) of the First 2010 Convertible Notes was outstanding.

### 32. 應付附屬公司少數股東款項

款項為無抵押、免息及按要求償還。

### 33. 可換股票據應付款項

- (a) 於二零零五年八月十一日，本公司按初步換股價每股普通股港幣0.44元（隨後因附註37(c)及37(e)分別所述之本公司供股及股本重組而調整至港幣5.675元）而發行港幣1,000,000,000元於二零一零年到期無抵押零息可換股票據（「第一批二零一零年可換股票據」）。第一批二零一零年可換股票據為不計息，並將於二零一零年八月十一日到期。應付可換股票據持有人有權於二零零五年八月十一日至二零一零年八月十一日止期間，隨時將第一批二零一零年可換股票據兌換為本公司每股面值港幣0.01元之普通股。

除非第一批二零一零年可換股票據於到期前按有關票據文件所註明之條件獲兌換，否則將按其本金額之110%被贖回。

誠如附註37(a)所述，截至二零零八年三月三十一日止年度，港幣111,000,000元第一批二零一零年可換股票據按兌換價每股普通股港幣0.44元兌換為252,272,723股本公司股本中每股面值港幣0.01元之普通股。港幣471,000,000元（二零零八年：港幣471,000,000元）之第一批二零一零年可換股票據於二零零九年三月三十一日尚未兌換。

### 33. CONVERTIBLE NOTE PAYABLES (Cont'd)

#### (a) (Cont'd)

Upon full conversion of the outstanding First 2010 Convertible Notes at 31st March, 2009 at the adjusted conversion price of HK\$5.675 per ordinary share of HK\$0.01 each in the share capital of the Company, a total of 83,004,399 new ordinary shares, which would fall to be issued by the Company upon the exercise of the conversion rights attached to the First 2010 Convertible Notes, would be issued.

- (b) On 8th June, 2006, the Company issued HK\$60 million unsecured zero coupon convertible notes due 2010 (the "Second 2010 Convertible Notes") at an initial conversion price of HK\$0.44 per ordinary share, which was subsequently adjusted to HK\$5.675 as a result of the Company's rights issue and capital reorganisation as detailed in notes 37(c) and 37(e) respectively. The Second 2010 Convertible Notes is non-interest bearing and will mature on 11th August, 2010. The holders of the convertible note payables have the right to convert the Second 2010 Convertible Notes into shares of HK\$0.01 each of the Company at any time during the period from 8th June, 2006 to 11th August, 2010.

Unless previously converted, the Company will redeem the convertible note payables on the maturity date at the redemption amount of 108.3% of the principal amount of the convertible notes then outstanding.

During the year ended 31st March, 2008, HK\$42.5 million of the Second 2010 Convertible Notes was converted into 96,645,052 ordinary shares of HK\$0.01 each in the share capital of the Company at the initial conversion price of HK\$0.44 per share as set out in note 37(a). As at 31st March, 2009, HK\$17.5 million (2008: HK\$17.5 million) of the Second 2010 Convertible Notes was outstanding.

### 33. 可換股票據應付款項(續)

#### (a) (續)

倘於二零零九年三月三十一日第一批二零一零年可換股票據按每股本公司股本中每股面值港幣0.01元之普通股港幣5.675元之經調整換股價全數兌換，則將發行合共83,004,399股新普通股，本公司須於第一批二零一零年可換股票據所附換股權獲得行使時發行有關股份。

- (b) 於二零零六年六月八日，本公司按初步換股價每股普通股港幣0.44元(隨後因附註37(c)及37(e)分別所述之本公司供股及股本重組而調整至港幣5.675元)，發行港幣60,000,000元於二零一零年到期之無抵押零息可換股票據(「第二批二零一零年可換股票據」)。第二批二零一零年可換股票據為免息，並將於二零一零年八月十一日到期。應付可換股票據持有人有權於二零零六年六月八日至二零一零年八月十一日期間，隨時將第二批二零一零年可換股票據兌換為本公司每股面值港幣0.01元之股份。

除過往兌換者外，本公司將於到期日按尚未兌換之可換股票據本金額之108.3%贖回可換股票據。

截至二零零八年三月三十一日止年度，金額為港幣42,500,000元之第二批二零一零年可換股票據如附註37(a)所載按初步兌換價每股港幣0.44元兌換為96,645,052股本公司股本中每股面值港幣0.01元之普通股。港幣17,500,000元(二零零八年：港幣17,500,000元)之第二批二零一零年可換股票據於二零零九年三月三十一日尚未兌換。

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### 33. CONVERTIBLE NOTE PAYABLES (Cont'd)

#### (b) (Cont'd)

Upon full conversion of the outstanding Second 2010 Convertible Notes at 31st March, 2009 at the adjusted conversion price of HK\$5.675 per ordinary share of HK\$0.01 each in the share capital of the Company, a total of 3,079,502 new ordinary shares, which would fall to be issued by the Company upon the exercise of the conversion rights attached to the Second 2010 Convertible Notes, would be issued.

- (c) On 15th June, 2006, the Company issued HK\$1,000 million unsecured 1% convertible notes due 2011 (the "2011 Convertible Notes") at an initial conversion price of HK\$0.70 per ordinary shares, which was subsequently adjusted to HK\$9.025 as a result of the Company's rights issue and capital reorganisation as detailed in notes 37(c) and 37(e) respectively. The 2011 Convertible Notes bear interest at 1% per annum and will mature on 19th June, 2011. The holders of the convertible note payables have the right to convert the 2011 Convertible Notes into shares of HK\$0.01 each of the Company at any time during the period from 15th June, 2006 to 19th June, 2011.

Unless previously converted, the Company will redeem the convertible note payables on the maturity date at the redemption amount of 110% of the principal amount of the convertible notes then outstanding.

During the year ended 31st March, 2008, HK\$94 million of 2011 Convertible Notes was converted into 134,285,714 ordinary shares of HK\$0.01 each in the share capital of the Company at the initial conversion price of HK\$0.70 per original share as set out in note 37(a). As at 31st March, 2009, HK\$906 million (2008: HK\$906 million) of the 2011 Convertible Notes was outstanding.

Upon full conversion of the outstanding 2011 Convertible Notes at 31st March, 2009 at the adjusted conversion price of HK\$9.025 per ordinary share of HK\$0.01 each in the share capital of the Company, a total of 100,387,795 new ordinary shares, which would fall to be issued by the Company upon the exercise of the conversion rights attached to the 2011 Convertible Notes, would be issued.

### 33. 可換股票據應付款項(續)

#### (b) (續)

倘於二零零九年三月三十一日第二批二零一零年可換股票據按每股本公司股本中每股面值港幣0.01元之普通股港幣5.675元之經調整換股價全數兌換，則將發行合共3,079,502股新普通股，本公司須於第二批二零一零年可換股票據所附換股權獲得行使時發行有關股份。

- (c) 於二零零六年六月十五日，本公司按初步換股價每股普通股港幣0.70元(隨後因附註37(c)及37(e)分別所述之本公司供股及股本重組而調整至港幣9.025元)，發行港幣1,000,000,000元於二零一一年到期之1厘息無抵押可換股票據(「二零一一年可換股票據」)。二零一一年可換股票據按年利率1厘計息，並將於二零一一年六月十九日到期。應付可換股票據持有人有權於二零零六年六月十五日至二零一一年六月十九日期間，隨時將二零一一年可換股票據兌換為本公司每股面值港幣0.01元之股份。

除過往兌換者外，本公司將於到期日按尚未兌換之可換股票據應付款項本金額之110%贖回可換股票據。

截至二零零八年三月三十一日止年度，金額為港幣94,000,000元之二零一一年可換股票據如附註37(a)所述按初步兌換價每股原股份港幣0.70元兌換為134,285,714股本公司股本中每股面值港幣0.01元之普通股。港幣906,000,000元(二零零八年：港幣906,000,000元)之二零一一年可換股票據於二零零九年三月三十一日尚未兌換。

倘於二零零九年三月三十一日二零一一年可換股票據按每股本公司股本中每股面值港幣0.01元之普通股港幣9.025元之經調整換股價全數兌換，則將發行合共100,387,795股新普通股，本公司須於二零一一年可換股票據所附換股權獲得行使時發行有關股份。

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### 33. CONVERTIBLE NOTE PAYABLES (Cont'd)

Each of the convertible note payables contain two components, liability and equity elements. The equity element is presented in equity under the heading of "convertible loan notes equity reserve". The effective interest rates of the convertible note payables are ranging from 5.85% to 9.16% (2008: 5.85% to 9.16%) per annum.

The movement of the liability component of the convertible note payables for the year is set out below:

### 33. 可換股票據應付款項(續)

各可換股票據應付款項包含兩部分：負債及股本部分。股本部分於「可換股票據股本儲備」項下呈列為股本。可換股票據之實際年利率則為5.85厘至9.16厘(二零零八年：5.85厘至9.16厘)不等。

可換股票據應付款項負債部分年內變動如下：

		2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元
Liability component at the beginning of the year	年初之負債部分	1,243,843	1,368,400
Conversion during the year	年內兌換	-	(212,248)
Effective interest charged (note 8)	實際利息開支(附註8)	101,414	97,681
Interest paid	已付利息	(9,170)	(9,990)
Liability component at the end of the year	年終之負債部分	<u>1,336,087</u>	<u>1,243,843</u>
Analysed for reporting purposes as:	就申報分析為：		
Current liability	流動負債	7,174	7,284
Non-current liability	非流動負債	<u>1,328,913</u>	<u>1,236,559</u>
		<u>1,336,087</u>	<u>1,243,843</u>

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### 34. OBLIGATIONS UNDER FINANCE LEASES

### 34. 融資租賃承擔

		Minimum lease payments 最低租金款項		Present value of minimum lease payments 最低租金款項現值	
		2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元
Amount payable under finance leases:	根據融資租賃應付款項：				
Within one year	一年內	120	67	90	49
In the second to fifth year inclusive	第二至第五年 (包括首尾兩年)	327	202	282	173
		447	269	372	222
Less: Future finance charges	減：日後融資費用	(75)	(47)	-	-
Present value of lease obligations	租賃承擔現值	372	222	372	222
Less: Amount due within one year shown under current liabilities	減：流動負債項下一年內到期之款項			(90)	(49)
Amount due after one year	一年後到期之款項			282	173

It is the Group's policy to lease certain furniture, fixtures and equipment under finance leases. The average lease term is approximately five years. Interest rates underlying all obligations under finance leases are fixed at respective contract dates ranging from 9.11% to 9.18% (2008: 9.15% to 9.16%) per annum.

The Group's obligations under finance leases are secured by the lessors' charge over the leased assets.

本集團之政策為根據融資租賃租用若干傢俬、裝置及設備。平均租期約為五年。所有融資租賃項下承擔之年息為9.11厘至9.18厘(二零零八年：9.15厘至9.16厘)不等，息率於各合約日期釐定。

本集團融資租賃承擔乃以出租人之出租資產作抵押。

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### 35. BANK BORROWINGS

### 35. 銀行借貸

		2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元
Bank loans, secured	有抵押銀行貸款	<b>123,488</b>	153,643
The maturity profile of the above loans and borrowings is as follows:	上述貸款及借貸之到期日如下：		
Within one year or on demand	於一年內或按要求償還	<b>82,830</b>	113,996
More than one year, but not exceeding two years	一年以上但兩年內	<b>26,485</b>	12,433
More than two years, but not exceeding three years	兩年以上但三年內	<b>13,073</b>	12,837
More than three years but not exceeding four years	三年以上但四年內	<b>1,100</b>	13,254
More than four years but not exceeding five years	四年以上但五年內	-	1,123
		<b>123,488</b>	153,643
Less: Amount due within one year shown under current liabilities	減：流動負債項下一年內到期之款項	<b>(82,830)</b>	(113,996)
Amount due after one year	一年後到期之款項	<b>40,658</b>	39,647

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### 35. BANK BORROWINGS (Cont'd)

### 35. 銀行借貸(續)

Bank borrowings comprise 銀行借貸包括	Maturity date 到期日	Contractual interest rate 合約利率	Carrying amount 賬面值	
			2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元
Variable-rate borrowings: 浮息借貸：				
HIBOR plus 1% secured HK\$ bank loan (note) 香港銀行同業拆息加1厘 有抵押港元銀行貸款(附註)	Revolving 循環	HIBOR + 1% 香港銀行同業 拆息加1厘	1,898	1,844
HIBOR plus 1.55% secured HK\$ bank loan (note) 香港銀行同業拆息加1.55厘 有抵押港元銀行貸款(附註)	30th April, 2012 二零一二年四月三十日	HIBOR + 1.55% 香港銀行同業 拆息加1.55厘	39,605	51,690
Hong Kong Prime Rate minus 0.5% secured HK\$ bank loan (note) 香港最優惠利率減0.5厘 有抵押港元銀行貸款(附註)	26th July, 2009 二零零九年七月二十六日	P - 0.5% 最優惠利率減0.5厘	47,856	66,850
			<b>89,359</b>	<b>120,384</b>
Fixed-rate borrowings: 定息借貸：				
5.67% secured bank loan of RMB12,000,000 5.67厘之人民幣12,000,000元 有抵押銀行貸款	25th November, 2010 二零一零年十一月二十五日	5.67% 5.67厘	13,651	-
5.31% secured bank loan of RMB18,000,000 5.31厘之人民幣18,000,000元 有抵押銀行貸款	10th September, 2009 二零零九年九月十日	5.31% 5.31厘	20,478	-
7.47% secured bank loan of RMB12,000,000 7.47厘之人民幣12,000,000元 有抵押銀行貸款	22nd December, 2008 二零零八年十二月二十二日	7.47% 7.47厘	-	13,304
7.02% secured bank loan of RMB18,000,000 7.02厘之人民幣18,000,000元 有抵押銀行貸款	9th September, 2008 二零零八年九月九日	7.02% 7.02厘	-	19,955
			<b>34,129</b>	<b>33,259</b>
			<b>123,488</b>	<b>153,643</b>

Note: Interest will be repriced when HIBOR or Hong Kong Prime Rate change.

附註：利率將根據香港銀行同業拆息或香港最優惠利率變動而重訂。

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### 35. BANK BORROWINGS (Cont'd)

At the balance sheet date, the Group has the following undrawn borrowing facilities:

Floating rate	浮動利率
– expiring within one year	– 一年內屆滿
– expiring beyond one year	– 一年後屆滿

The effective interest rates of bank borrowings are ranging from 1.35% to 7.20% (2008: 4.75% to 8.06%) per annum.

### 36. DEFERRED TAXATION

The following is the major deferred tax liabilities recognised and movements thereon during the current and prior years:

		Accelerated tax depreciation 加速 稅項折舊 HK\$'000 港幣千元	Deferred development costs 遞延 開發成本 HK\$'000 港幣千元	Tax losses 稅項虧損 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
At 1st April, 2007 (Credit) charge to income for the year	於二零零七年四月一日 於年內收入(計入)扣除	42,469 (646)	75 –	(1,935) 1,779	40,609 1,133
Exchange realignment Released on disposal of subsidiaries (note 42)	匯兌調整 出售附屬公司轉出 (附註42)	1,067 (14,316)	– (75)	81 75	1,148 (14,316)
At 31st March, 2008 Credit to income for the year	於二零零八年三月三十一日 於年內收入計入	28,574 (685)	– –	– –	28,574 (685)
<b>At 31st March, 2009</b>	<b>於二零零九年三月三十一日</b>	<b>27,889</b>	<b>–</b>	<b>–</b>	<b>27,889</b>

At 31st March, 2009, the Group has unused tax losses of HK\$700,389,000 (2008: HK\$517,627,000) available for offset against future profits. At the balance sheet date, no deferred tax asset has been recognised in respect of such losses. Tax losses of HK\$677,940,000 (2008: HK\$511,706,000) may be carried forward indefinitely under current tax regulation in Hong Kong and the remaining tax losses of HK\$22,449,000 (2008: HK\$5,921,000) will expire from 2009 to 2013.

### 35. 銀行借貸(續)

於結算日，本集團有以下未提取之借貸融資：

	2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元
	2,190	17,150
	13,702	222,406
	<b>15,892</b>	<b>239,556</b>

銀行借貸之實際年利率為1.35厘至7.20厘(二零零八年：4.75厘至8.06厘)不等。

### 36. 遞延稅項負債

以下為本年度及過往年度已確認之主要遞延稅項負債及有關變動：

於二零零九年三月三十一日，本集團可用作抵銷未來溢利之未動用稅項虧損為港幣700,389,000元(二零零八年：港幣517,627,000元)。於結算日並無就有關虧損確認遞延稅項資產。根據香港現時稅務規例，稅務虧損港幣677,940,000元(二零零八年：港幣511,706,000元)可無限期結轉，而餘下稅務虧損港幣22,449,000元(二零零八年：港幣5,921,000元)將於二零零九年至二零一三年屆滿。



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### 37. SHARE CAPITAL

### 37. 股本

		Number of shares 股份數目	Amount 金額 HK\$'000 港幣千元
At HK\$0.01 each:	每股港幣0.01元：		
Authorised:	法定：		
At 1st April, 2007, 31st March, 2008 and 31st March, 2009	於二零零七年四月一日、二零零八年三月三十一日及二零零九年三月三十一日	40,000,000,000	400,000
Issued and fully paid:	已發行及繳足：		
At 1st April, 2007	於二零零七年四月一日	2,312,314,541	23,123
Conversion of convertible notes (note a)	兌換可換股票據(附註a)	483,203,485	4,832
Placement of shares (note b)	配售股份(附註b)	300,000,000	3,000
At 31st March, 2008	於二零零八年三月三十一日	3,095,518,026	30,955
Rights issue (note c)	供股(附註c)	9,286,554,078	92,866
Share repurchased and cancelled (note d)	購回及註銷股份(附註d)	(609,135,000)	(6,092)
Share consolidation (note e(i))	股份合併(附註e(i))	(11,302,019,620)	-
Capital reduction (note e(iii))	削減股本(附註e(iii))	-	(113,020)
<b>At 31st March, 2009</b>	<b>於二零零九年三月三十一日</b>	<b>470,917,484</b>	<b>4,709</b>

Notes:

- (a) During the year ended 31st March, 2008, the First 2010 Convertible Notes, the Second 2010 Convertible Notes and the 2011 Convertible Notes with aggregate principal amounts of HK\$111,000,000, HK\$42,500,000 and HK\$94,000,000 were converted into 252,272,723, 96,645,052 and 134,285,710 ordinary shares of HK\$0.01 each in the Company at the conversion prices (before adjustment of Rights Issue and Capital Reorganisation) of HK\$0.44, HK\$0.44 and HK\$0.70 per share, respectively.
- (b) On 18th May, 2007, the Company entered into a share placing agreement with a placing agent for a placing of 300,000,000 new ordinary shares of HK\$0.01 each in the Company at an issue price of HK\$0.56 per share (before adjustment of Rights Issues and Capital Reorganisation). The placement was approved by shareholders in a special general meeting held on 1st June, 2008. The net proceeds of approximately HK\$163 million would be used to finance the expansion of the property portfolio and the existing property development projects of the Group. The new shares rank pari passu with all the other shares in issue in all respects.

附註：

- (a) 截至二零零八年三月三十一日止年度，本金總額分別為港幣111,000,000元、港幣42,500,000元及港幣94,000,000元之第一批二零一零年可換股票據、第二批二零一零年可換股票據及二零一一年可換股票據已分別按換股價(於進行供股及股本重組調整前)每股港幣0.44元、港幣0.44元及港幣0.70元兌換為252,272,723股、96,645,052股及134,285,710股本公司每股面值港幣0.01元之普通股。
- (b) 於二零零七年五月十八日，本公司與一名配售代理訂立股份配售協議，按發行價每股港幣0.56元(於進行供股及股本重組調整前)配售300,000,000股本公司每股面值港幣0.01元之新普通股。配售已於二零零八年六月一日舉行之股東特別大會上獲股東批准。所得款項淨額約港幣163,000,000元將撥作擴展本集團物業組合及現有物業發展項目之用。新股份於各方面均與其他已發行股份享有同等權益。

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### 37. SHARE CAPITAL (Cont'd)

Notes: (Cont'd)

- (c) In August 2008, the Company has issued and allotted 9,286,554,078 ordinary shares of HK\$0.01 each to the existing qualifying shareholders pursuant to the rights issue on the basis of three rights shares (with warrants in the proportion of four warrants for every fifteen rights shares subscribed) for every share currently held (the "Rights Issue") at a subscription price of HK\$0.07 per share. The net proceeds of approximately HK\$627 million were used as general working capital of the Group. The new shares rank pari passu with the existing shares in all respects. Details of the Rights Issue were set out in a circular of the Company dated 11th July, 2008.
- (d) During the year ended 31st March, 2009, the Company repurchased a total of 609,135,000 ordinary shares of HK\$0.01 each in the Company through the Stock Exchange at an aggregate consideration of approximately HK\$27 million (including transaction costs), details of which are as follows:

Month of repurchase 購回月份	No. of ordinary shares of HK\$0.01 each 每股面值港幣0.01元 之普通股數目	Price per share 每股股份價格		Aggregate consideration paid 已付代價總額 HK\$'000 港幣千元
		Highest 最高 HK\$ 港幣	Lowest 最低 HK\$ 港幣	
September 2008 二零零八年九月	387,805,000	0.054	0.037	17,506
October 2008 二零零八年十月	78,330,000	0.058	0.033	4,282
February 2009 二零零九年二月	143,000,000	0.034	0.034	4,891
	609,135,000			26,679

All of the above shares were cancelled upon repurchase. The nominal value of the cancelled shares was credited to the capital redemption reserve and the aggregate consideration was paid out of the reserves of the Company.

None of the Company's subsidiaries purchased, sold and redeemed any of the Company's listed securities during both years.

### 37. 股本(續)

附註：(續)

- (c) 於二零零八年八月，本公司按每持有一股股份供三股供股股份(以及按每認購十五股供股股份派送四份認股權證)之基準供股(「供股」)，以認購價每股股份港幣0.07元，向現有合資格股東發行及配發9,286,554,078股每股面值港幣0.01元之普通股。所得款項淨額約港幣627,000,000元將用作本集團一般營運資金。新股份在所有方面與現有股份享有同等地位。供股詳情載於本公司日期為二零零八年七月十一日之通函。
- (d) 截至二零零九年三月三十一日止年度，本公司透過聯交所以代價總額約港幣27,000,000元(包括交易成本)購回609,135,000股本公司每股面值港幣0.01元之普通股，詳情載列如下：

上述所有股份於購回時註銷。註銷股份之面值計入資本贖回儲備，總代價以本公司之儲備支付。

該兩年內，本公司附屬公司概無購買、出售及贖回任何本公司上市證券。

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### 37. SHARE CAPITAL (Cont'd)

Notes: (Cont'd)

- (e) On 30th January, 2009, the Company proposed reorganisation of the share capital ("Capital Reorganisation"). The Capital Reorganisation became effective on 16th March, 2009 after approval by the shareholders. The Capital Reorganisation involved the following:
- (i) every twenty-five issued shares of HK\$0.01 each were consolidated into one share of HK\$0.25 ("Share Consolidation").
  - (ii) the total number of the consolidated shares in the issued share capital of the Company following the Share Consolidation was rounded down to a whole number by cancelling the fractional consolidated share arising from the Share Consolidation;
  - (iii) the paid-up capital of each consolidated share was reduced from HK\$0.25 to HK\$0.01 by cancelling HK\$0.24 so as to form a reorganised share of HK\$0.01 ("Capital Reduction"); and
  - (iv) the credit arising in the accounts of the Company from the Capital Reduction was credited to the contributed surplus account of the Company and the directors were authorised to apply such amount in any manner permitted by the laws of Bermuda and the Bye-laws and to make a distribution to the shareholders from time to time, without further authorisation from the shareholders.

#### Warrants

Pursuant to the Rights Issue as detailed in note (c), the Company has issued 2,476,414,328 warrants to the subscribers of the rights shares conferring the rights to the holders thereof to subscribe in cash for 2,476,414,328 warrant shares of the Company of HK\$0.01 each at an initial exercise price of HK\$0.105 per warrant share (subject to adjustments) at any time during the period from 5th August, 2008 to 4th February, 2010. A total of 2,476,414,420 warrants (of which 92 warrants with fractional entitlement were not issued to the subscribers but have been issued and retained for the benefit of the Company) and the exercise price of HK\$0.105 per warrant share were subsequently adjusted to 99,056,576 warrants and HK\$2.625 per share, respectively, as a result of the Capital Reorganisation.

At 31st March, 2009, the Company had outstanding 99,056,576 warrants (after adjustment of the Capital Reorganisation), which if exercise in full would result in the issue of 99,056,576 ordinary shares of HK\$0.01 each.

### 37. 股本(續)

附註：(續)

- (e) 於二零零九年一月三十日，本公司建議重組本(「股本重組」)。股本重組經股東批准後於二零零九年三月十六日生效。股本重組涉及下列事項：
- (i) 將每二十五股每股面值港幣0.01元之已發行股份合併為一股每股面值港幣0.25元股份(「股份合併」)；
  - (ii) 本公司於股份合併後已發行股本中合併股份之總數，將透過註銷因股份合併而出現之零碎合併股份而下調至整數；
  - (iii) 每股合併股份之繳足股本將透過註銷港幣0.24元而由港幣0.25元削減至港幣0.01元，以組成每股面值港幣0.01元之重組股份(「削減股本」)；及
  - (iv) 本公司賬目中因削減股本而產生之進賬，將計入本公司之繳入盈餘賬，而董事將獲授權按百慕達法例及細則所批准之任何形式動用有關款項，並在無須獲取股東進一步授權向下向股東不時作出分派。

#### 認股權證

根據附註(c)所述之供股，本公司向供股股份認購人發行2,476,414,328份認股權證，該等認股權證賦予其持有人權利於二零零八年八月五日至二零一零年二月四日期間隨時，按初步行使價每股認股權證股份港幣0.105元(可予調整)以現金認購2,476,414,328股認股權證股份。合共2,476,414,420份認股權證(其中92份附帶碎股之認股權證尚未發行予認購人，惟以本公司之利益發行及保留)及每股認股權證行使價港幣0.105元隨後因股本重組而分別調整至99,056,576份認股權證及每股港幣2.625元。

於二零零九年三月三十一日，本公司擁有99,056,576份(經股本重組組調整)認股權證尚未行使，該等認股權證倘悉數獲行使，將導致發行99,056,576股每股面值港幣0.01元之普通股。

**37. SHARE CAPITAL (Cont'd)****Warrants (Cont'd)**

The subscription rights attaching to the warrants are measured at fair value of approximately HK\$34,571,000 on initial recognition and are recognised in equity in the warrant reserve.

The fair value of the warrants issued during the year was calculated using the Binominal option pricing model. The inputs into the model were as follows:

Date of issue	5th August, 2008
Share price	HK\$0.064
Exercise price	HK\$0.105
Time to maturity	1.5 years
Expected volatility	75.58%
Expected dividend yield	Nil
Risk free rate	1.981%
Fair value per warrant	HK\$0.0140

The variables and assumptions used in computing the fair value of the warrants are based on management's best estimate.

**37. 股本(續)****認股權證(續)**

該等認股權證所附之認購權於初次確認時之公平值約港幣34,571,000元，並在認股權證儲備中確認為股本。

已發行認股權證之公平值乃採用二項式期權定價模式計算。該模式之輸入項目如下：

發行日期	二零零八年 八月五日
股價	港幣0.064元
行使價	港幣0.105元
距到期時間	1.5年
預計波幅	75.58%
預計股息率	無
無風險利率	1.981厘
每份認股權證 公平值	港幣0.0140元

計算認股權證公平值採用之變數及假設乃按管理層之最佳估計作出。

**38. SHARE-BASED PAYMENT TRANSACTIONS****Scheme adopted on 26th August, 2002 (the “Scheme”)**

Following the termination of the scheme adopted on 28th February, 1994, in August 2002, the Scheme was adopted pursuant to a resolution passed on 26th August, 2002 for the primary purpose of providing incentives to eligible persons and will expire on 25th August, 2012. Under the Scheme, the directors of the Company may grant share options to the following eligible persons to subscribe for shares in the Company:

- (i) employees including executive directors of the Company, its subsidiaries and any companies in which the Company holds any equity interest; or
- (ii) non-executive directors of the Company, its subsidiaries and any companies in which the Company holds any equity interest; or
- (iii) suppliers or customers; or
- (iv) consultants, advisers or agents.

Share options granted should be accepted within 28 days of the date of grant, upon payment of HK\$1 per each grant of share options. The exercise price is determined at the highest of: (i) the closing price of the shares on the date of grant of the share option; or (ii) the average closing price of shares on the five trading days immediately preceding the date of grant; or (iii) the nominal value of shares on the date of grant.

There is no specific requirement that an option must be held for any minimum period before it can be exercised but the directors are empowered to impose at their discretion any such minimum period at the time of grant of any particular option. The period during which an option may be exercised will be determined by the directors at their absolute discretion, save that no option may be exercised more than 10 years from the date of grant.

The maximum number of shares in respect of which share options under the Scheme may be granted when aggregated with the maximum number of shares in respect of which options may be granted under all the other schemes (the “Scheme Limit”) is 10% of shares in issue on the adoption date of the Scheme. The Scheme Limit may be refreshed by a resolution in shareholders’ meeting such that the total number of shares which may be issued upon exercise of all options to be granted under the Scheme and any other schemes shall not exceed 10% of the shares in issue as at the date of such shareholders’ approval. However, the Scheme Limit and any increase in the Scheme Limit shall not result in the number of shares which may be issued upon exercise of all outstanding share options granted under the Scheme and other schemes exceed 30% of the shares in issue from time to time. No person shall be granted a share option, within 12-month period of the date of grant, exceeds 1% of the shares in issue as at the date of grant.

**38. 股份形式付款交易****於二零零二年八月二十六日採納之計劃(「計劃」)**

繼於一九九四年二月二十八日採納之計劃終止後，於二零零二年八月本公司根據於二零零二年八月二十六日通過之決議案採納計劃，主要目的為向合資格人士提供獎勵，計劃將於二零一二年八月二十五日屆滿。根據計劃，本公司董事可向下列合資格人士授出可認購本公司股份之購股權：

- (i) 本公司、其附屬公司及本公司持有其任何股本權益之任何公司之僱員，包括執行董事；或
- (ii) 本公司、其附屬公司及本公司持有其任何股本權益之任何公司之非執行董事；或
- (iii) 供應商或客戶；或
- (iv) 諮詢顧問、顧問或代理人。

所授出購股權須於授出日期起計28天內接納，屆時須就每份授出之購股權支付港幣1元代價。行使價按以下最高之價格釐定：(i)股份於授出購股權日期之收市價；或(ii)股份於緊接授出購股權日期前五個交易日之平均收市價；或(iii)股份於授出日期之面值。

概無有關在購股權可予行使前之最短持有期之特別規定，惟董事有權於授出任何特定購股權之時酌情釐定任何該等最短持有期。購股權可予行使期間將由董事全權釐定，惟概無購股權可於授出日期起計十年後行使。

根據計劃可予授出購股權所涉及之股份總數，連同根據所有其他計劃可予授出購股權所涉及之股份總數(「計劃限額」)最多合共為計劃獲採納當日已發行股份之10%。計劃限額可通過股東大會決議案更新，惟根據計劃及任何其他計劃將予授出之購股權獲悉數行使時可發行之股份總數，不得超過於股東批准當日已發行股份之10%。然而，計劃限額及其任何增幅不得導致根據計劃及其他計劃授出之未行使購股權獲悉數行使時可予發行之股份數目，超出不時已發行股份之30%。概無任何人士可於授出購股權日期起計十二個月期間，獲授超出於授出日期已發行股份1%之購股權。

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### 38. SHARE-BASED PAYMENT TRANSACTIONS (Cont'd)

The following table discloses details of the Company's share options held by directors and employees and other participants, and movements in such holdings during the current and prior years:

### 38. 股份形式付款交易(續)

下表披露董事、僱員及其他參與者所持有本公司購股權詳情，以及本年度及過往年度有關變動：

Date of grant 授出日期	Vesting proportion 歸屬部份	Exercisable period 可行使期間	Adjusted exercise price 每股 經調整 行使價 (Note 1) (附註1) HK\$ 港幣	Number of share options 購股權數目								
				Outstanding at 1.4.2007 於二零零七年 四月一日 尚未行使	Granted during the year 年內授出	Forfeited during the year 年內沒收	Outstanding at 1.4.2008 於二零零八年 四月一日 尚未行使	Adjustment during the year 年內調整 (Note 1) (附註1)	Expired during the year 年內屆滿	Forfeited during the year 年內沒收	Outstanding at 31.3.2009 於二零零九年 三月三十一日 尚未行使	
Employees and other participants:	僱員及其他參與者：											
15.8.2006	二零零六年八月十五日	50%	15.8.2006 - 14.8.2008 二零零六年八月十五日至 二零零八年八月十四日	0.315	1,900,000	-	-	1,900,000	1,113,400	(3,013,400)	-	-
		50%	15.8.2007 - 14.8.2008 二零零七年八月十五日至 二零零八年八月十四日	0.315	1,900,000	-	-	1,900,000	1,113,400	(3,013,400)	-	-
27.7.2007	二零零七年七月二十七日	50%	27.7.2008 - 26.7.2011 二零零八年七月二十七日至 二零一一年七月二十六日	10.55	-	10,100,000	-	10,100,000	(6,636,764)	-	(2,946,200)	517,036
		50%	27.7.2009 - 26.7.2011 二零零九年七月二十七日至 二零一一年七月二十六日	10.55	-	10,100,000	-	10,100,000	(6,636,764)	-	(2,946,200)	517,036
Former directors (Note 2):	前董事 (附註2)：											
15.8.2006	二零零六年八月十五日	50%	15.8.2006 - 14.8.2008 二零零六年八月十五日至 二零零八年八月十四日	0.315	4,000,000	-	(2,250,000)	1,750,000	586,000	(1,586,000)	(750,000)	-
		50%	15.8.2007 - 14.8.2008 二零零七年八月十五日至 二零零八年八月十四日	0.315	4,000,000	-	(2,250,000)	1,750,000	586,000	(1,586,000)	(750,000)	-
27.7.2007	二零零七年七月二十七日	50%	27.7.2008 - 26.7.2011 二零零八年七月二十七日至 二零一一年七月二十六日	10.55	-	2,250,000	-	2,250,000	(1,404,840)	-	(750,000)	95,160
		50%	27.7.2009 - 26.7.2011 二零零九年七月二十七日至 二零一一年七月二十六日	10.55	-	2,250,000	-	2,250,000	(1,404,840)	-	(750,000)	95,160

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### 38. SHARE-BASED PAYMENT TRANSACTIONS (Cont'd)

### 38. 股份形式付款交易(續)

Date of grant 授出日期	Vesting proportion 歸屬部份	Exercisable period 可行使期間	Adjusted exercise price 每股 經調整 行使價 (Note 1) (附註1) HK\$ 港幣	Number of share options 購股權數目									
				Outstanding at 1.4.2007 於二零零七年 四月一日 尚未行使	Granted during the year 年內授出	Forfeited during the year 年內沒收	Outstanding at 1.4.2008 於二零零八年 四月一日 尚未行使	Adjustment during the year 年內調整 (Note 1) (附註1)	Expired during the year 年內屆滿	Forfeited during the year 年內沒收	Outstanding at 31.3.2009 於二零零九年 三月三十一日 尚未行使		
Directors: 董事:													
15.8.2006	二零零六年八月十五日	50%	15.8.2006 – 14.8.2008 二零零六年八月十五日至 二零零八年八月十四日	0.315	9,750,000	-	-	9,750,000	5,713,500	(15,463,500)	-	-	
		50%	15.8.2007 – 14.8.2008 二零零七年八月十五日至 二零零八年八月十四日	0.315	9,750,000	-	-	9,750,000	5,713,500	(15,463,500)	-	-	
27.7.2007	二零零七年七月二十七日	50%	27.7.2008 – 26.7.2011 二零零八年七月二十七日至 二零一一年七月二十六日	10.55	-	19,500,000	-	19,500,000	(18,262,920)	-	-	-	1,237,080
		50%	27.7.2009 – 26.7.2011 二零零九年七月二十七日至 二零一一年七月二十六日	10.55	-	19,500,000	-	19,500,000	(18,262,920)	-	-	-	1,237,080
					<u>31,300,000</u>	<u>63,700,000</u>	<u>(4,500,000)</u>	<u>90,500,000</u>	<u>(37,783,248)</u>	<u>(40,125,800)</u>	<u>(8,892,400)</u>		<u>3,698,552</u>
Exercisable at the end of the years	年終行使							<u>26,800,000</u>					<u>1,849,276</u>
Weighted average exercise price	加權平均行使價			<u>0.315</u>	<u>10.55</u>	<u>0.315</u>	<u>9.758</u>	<u>N/A</u>	<u>0.315</u>	<u>10.099</u>			<u>10.55</u>

#### Notes:

- The exercise price and the number of share options outstanding at 31st March, 2009 have been adjusted to reflect the effect of the Rights Issue and Capital Reorganisation.
- All former directors are no longer employees of the Group.

The closing price of the Company's shares immediately before 27th July, 2007, the date of grant of the options, was HK\$0.67 (before adjustment of Rights Issue and Capital Reorganisation), and the estimated fair value of the options granted was approximately HK\$15,269,000 at the date of grant.

#### 附註:

- 於二零零九年三月三十一日之行使價及尚未行使購股權數目已調整以反映供股及股本重組之影響。
- 所有前董事已不再為本集團僱員。

本公司股份於緊接購股權授出日期二零零七年七月二十七日前之收市價為港幣0.67元(於進行供股及股本重組調整前)。已授出購股權之估計公平值於授出日期分別約為港幣15,269,000元。

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### 38. SHARE-BASED PAYMENT TRANSACTIONS (Cont'd)

The fair values of the share options granted during the year ended 31st March, 2008 were calculated using the Binomial option pricing model. The inputs into the model were as follows:

Date of grant	授出日期	27th July, 2007 二零零七年 七月二十七日
Closing share price at the date of grant	授出日期股份收市價	HK\$0.63 港幣0.63元
Initial exercise price (before adjustment of Rights Issue and Capital Reorganisation)	初步行使價(於進行供股及股本重組調整前)	HK\$0.67 港幣0.67元
Expected life of options	預計購股權年期	1 to 2 years 一至二年
Expected volatility	預計波幅	59.03% 59.03厘
Expected dividend yield	預計股息率	Nil 無
Risk free rate	無風險利率	4.28% 4.28厘
Fair value per option (before adjustment of Rights Issue and Capital Reorganisation)	每份購股權公平值 (於進行供股及股本重組調整前)	HK\$0.2206 & HK\$0.2588 港幣0.2206元及 港幣0.2588元

The total estimated fair value of the options granted was approximately HK\$15,269,000 at the date of grant.

Expected volatility was determined by using the historical volatility of the Company's share price over five years. The expected life used in the model has been estimated, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioral considerations.

As the fair value of the services to be performed by other eligible participants cannot be estimated reliably because it is not possible to measure the fair value of the total remuneration package, the fair value of such services is also measured with reference to the fair value of share options granted using the Binomial option pricing model.

### 38. 股份形式付款交易(續)

於截至二零零八年三月三十一日止年度授出之購股權之公平值乃採用二項式期權定價模式計算。該模式之輸入項目如下：

已授出購股權估計公平值總額，於授出日期約港幣15,269,000元。

預計波幅乃採用本公司股價於過往五年之歷史波幅釐定。該模式採用之預計年期乃根據管理層經考慮不可轉讓性、行使限制及慣例後作出之最佳估計。

由於其他合資格參與者提供的服務的公平值基於不可能計量其酬金組合總額之公平值而未能可靠估計，有關服務的公平值亦經參考授出的購股權的公平值並採用二項式期權定價模式計算。



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### 38. SHARE-BASED PAYMENT TRANSACTIONS (Cont'd)

The Group recognised the total expense of HK\$5,547,000 for the year (2008: HK\$8,342,000) in relation to the share options granted by the Company, of which HK\$1,465,000 (2008: HK\$2,498,000) was related to options granted to the Group's employees which has been included in staff costs as set out in note 12, and the remaining balance of HK\$4,082,000 (2008: HK\$5,844,000) was related to options granted to directors which has been included in directors' emoluments as set out in note 13(a).

The Binomial option pricing model has been used to estimate the fair value of the options. The variables and assumptions used in computing the fair value of the share options are based on management's best estimate. The value of an option varies with different variables of certain subjective assumptions.

### 39. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of debt, which includes the convertible note payables and borrowings disclosed in notes 33 and 35 respectively, net of cash and cash equivalents and equity attributable to equity holders of the Company, comprising issued share capital and reserves.

The directors of the Company review the capital structure on a regular basis. As part of this review, the directors consider the cost of capital and the risks associated with each class of capital. The Group will balance its overall capital structure through the payment of dividends, new share issues and share buy-backs as well as the issue of new debt or the redemption of existing debt.

### 38. 股份形式付款交易(續)

本年度，本集團已就本公司授出之購股權確認港幣5,547,000元(二零零八年：港幣8,342,000元)之開支總額，誠如附註12所載，其中港幣1,465,000元(二零零八年：港幣2,498,000元)乃與計入員工成本之授予本集團僱員之購股權有關，而誠如附註13(a)所載，其餘結餘港幣4,082,000元(二零零八年：港幣5,844,000元)乃與計入董事薪酬之授予董事之購股權有關。

二項式期權定價模式乃用作估計購股權公平值。計算購股權公平值採用之變數及假設乃按管理層之最佳估計作出。購股權價值基於若干主觀假設而有所不同。

### 39. 資本風險管理

管理層管理其資本，以確保本集團之實體將可持續經營，並透過優化債務及權益結餘為股東帶來最大回報。於過往年度，本集團之整體策略維持不變。

本集團之資本結構包括債務，其包括分別於附註33及35披露可換股票據應付款項及借貸(扣除現金及現金等值項目)及本公司權益持有人應佔權益，其包括已發行股本及儲備。

本公司董事定期審閱資本結構。作為此審閱之一環，董事考慮資本成本及與各類別資本相關之風險。本集團將透過支付股息、發行新股及購回股份以及新增債務或贖回現有債務而平衡其整體資本結構。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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### 40. FINANCIAL INSTRUMENTS

#### (a) Categories of financial instruments

Financial assets	金融資產
Available-for-sale investments	可供出售投資
Fair value through profit or loss	按公平值列賬並計入損益
Investments held-for-trading	持作買賣投資
Equity-linked notes	股本掛鈎票據
Derivatives embedded in convertible bonds	可換股債券附帶之衍生工具
Loans and receivables (including cash and cash equivalents)	貸款及應收款項 (包括現金及現金等值項目)
<b>Financial liabilities</b>	<b>金融負債</b>
Amortised cost	攤銷成本

#### (b) Financial risk management objectives and policies

The Group's major financial instruments include equity and debt investments, debtors, other loan receivables, amounts due from associates, unsecured loans and interest due from associates/related companies, pledged bank deposits, bank balances and cash, creditors, convertible note payables, obligations under finance leases, amounts due to minority shareholders of subsidiaries and bank borrowings. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below.

#### Market risk

##### (i) Currency risk

Several subsidiaries of the Company have foreign currency bank balances, which expose the Group to foreign currency risk. Management has closely monitored foreign exchange exposure and will undertake procedures should necessary to mitigate the currency risk.

### 40. 金融工具

#### (a) 金融工具分類

	2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元
<b>Financial assets</b>		
Available-for-sale investments	37,892	94,570
Fair value through profit or loss		
Investments held-for-trading	176,552	11,001
Equity-linked notes	-	956
Derivatives embedded in convertible bonds	-	4,865
Loans and receivables (including cash and cash equivalents)	1,995,950	2,202,185
<b>Financial liabilities</b>		
Amortised cost	<b>1,503,432</b>	<b>1,449,570</b>

#### (b) 財務風險管理目標及政策

本集團主要金融工具包括股本及債券投資、應收賬款、其他應收貸款、應收聯營公司款項、應收聯營公司／關連公司之無抵押貸款及利息、已抵押銀行存款、銀行結餘及現金、應付賬款、可換股票據應付款項、融資租賃承擔、應付附屬公司少數股東款項及銀行借貸。此等金融工具之詳情於相關附註披露。與此等金融工具相關之風險及就減輕此等風險之政策載於下文。

#### 市場風險

##### (i) 貨幣風險

本集團若干附屬公司有以外幣計值之銀行結餘，故本集團須承擔外匯風險。管理層已緊密監察外匯風險，並將於有需要時採取步驟以減輕外匯風險。

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### 40. FINANCIAL INSTRUMENTS (Cont'd)

#### (b) Financial risk management objectives and policies

(Cont'd)

Market risk (Cont'd)

##### (i) Currency risk (Cont'd)

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the reporting date are as follows:

		Assets 資產		Liabilities 負債	
		2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元
USD	美元	26,226	31,975	-	-

The functional currency of the respective group entities is Hong Kong dollars. The Group's exposure to the currency risk of USD is limited because Hong Kong dollars are pegged to USD.

##### (ii) Interest rate risk

The Group is exposed to fair value interest rate risk in relation to loan to a joint venture, unsecured loans from associates, debt portion of convertible bonds, fixed-rate other loan receivables, fixed-rate bank deposits, convertible note payables and bank borrowings as set out in notes 20, 21, 23, 25, 30, 33 and 35 respectively.

The Group is also exposed to cash flow interest rate risk in relation to variable-rate other loan receivables, unsecured loans due from related companies and bank borrowings as set out in notes 25, 29 and 35 respectively.

The Group's exposures to interest rates on financial liabilities are detailed in the liquidity risk management section of this note. The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of Hong Kong Prime Rate and HIBOR.

### 40. 金融工具(續)

#### (b) 財務風險管理目標及政策(續)

市場風險(續)

##### (i) 貨幣風險(續)

本集團於報告日期以外幣列值之貨幣資產及貨幣負債之賬面值如下：

各集團實體之功能貨幣為港幣。由於美元與港幣掛鈎，本集團面對美元外匯風險有限。

##### (ii) 利率風險

本集團就貸款予合資公司、聯營公司之無抵押貸款、可換股債券之負債部分、定息其他應收貸款、定息銀行存款、可換股票據應付款項及銀行借貸而面對公平值利率風險(該等詳情分別載於附註20、21、23、25、30、33及35)。

本集團就浮息其他應收貸款、關連公司無抵押貸款及銀行借貸而面對現金流量利率風險(該等詳情分別載於附註25、29及35)。

本集團因金融負債而面對之利率風險，在本附註的流動資金風險管理一節詳述。本集團之現金流量利率風險，主要集中於港元最優惠利率及香港銀行同業拆息之波動。

## 40. FINANCIAL INSTRUMENTS (Cont'd)

## (b) Financial risk management objectives and policies

(Cont'd)

Market risk (Cont'd)

## (ii) Interest rate risk (Cont'd)

**Sensitivity analysis**

The sensitivity analyses below have been determined based on the exposure to interest rates for non-derivative instruments at the balance sheet date. For variable-rate other loan receivables, unsecured loans from related companies and bank borrowings, the analysis is prepared assuming the amount of asset and liability outstanding at the balance sheet date was outstanding for the whole year. A 100 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 100 basis point higher/lower and all other variables were held constant, the Group's loss for the year ended 31st March, 2009 would decrease/increase by HK\$1,221,000 (2008: HK\$1,325,000). This is mainly attributable to the Group's exposure to interest rates on its variable-rate other loan receivables and bank borrowings.

## (iii) Other price risk

The Group is exposed to equity price risk arising from available-for-sale investments, derivatives embedded in convertible bonds and investments held-for-trading. Management manages this exposure by maintaining a portfolio of investments with different risks. The Group's equity price risk is mainly concentrated on listed equity investments quoted on the Stock Exchange. In addition, the Group has appointed a special team to monitor the price risk and will consider hedging the risk exposure should the need arise.

## 40. 金融工具(續)

## (b) 財務風險管理目標及政策(續)

市場風險(續)

## (ii) 利率風險(續)

**敏感度分析**

以下敏感度分析乃根據非衍生金融工具於結算日之利率風險為基準而釐定。就浮息其他應收貸款、關連公司無抵押貸款及銀行借貸而言，編製該項分析時假設於結算日之未償還資產及負債額於全年內仍未償還。於向內部關鍵管理人員報告及陳述有關利率變動可能性的合理估計時使用100基點的增加或減少。

倘利率上升/下降100基點，而所有其他變量維持不變，則本集團於截至二零零九年三月三十一日止年度虧損將減少/增加港幣1,221,000元(二零零八年：港幣1,325,000元)。此乃主要由於本集團之浮息其他應收貸款及銀行借貸面對的利率風險所致。

## (iii) 其他價格風險

本集團面對因可供出售投資、可換股債券附帶之衍生工具及持作買賣投資而產生之股本價格風險。管理層通過維持具不同風險特性之投資組合管理該類風險。本集團之股本價格風險主要集中於按聯交所報價之上市股本投資。此外，本集團委任一個特別小組監察價格風險並於必要時將考慮對沖風險。

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### 40. FINANCIAL INSTRUMENTS (Cont'd)

#### (b) Financial risk management objectives and policies (Cont'd)

##### Market risk (Cont'd)

##### (iii) Other price risk (Cont'd)

##### **Sensitivity analysis**

The sensitivity analyses below have been determined based on the exposure to equity price risks at the reporting date. The exposure of the Group to other price risk from the derivatives embedded in convertible bonds (note 23) is limited because the amount at the balance sheet date is insignificant.

If the prices of the respective equity instruments had been 10% higher/lower:

- loss for the year ended 31st March, 2009 would decrease/increase by HK\$14,742,000 (2008: HK\$2,008,000) as a result of the changes in fair value of investments held-for-trading;
- available-for-sale investment reserve would increase by HK\$3,789,000/loss would increase by HK\$3,789,000 for further impairment as a result of the changes in fair value of available-for-sale investments for the year ended 31st March, 2009; and

### 40. 金融工具(續)

#### (b) 財務風險管理目標及政策(續)

##### 市場風險(續)

##### (iii) 其他價格風險(續)

##### **敏感度分析**

以下敏感度分析乃根據報告日期的股本價格風險釐定。本集團面對來自可換股債券附帶之衍生工具(附註23)之其他價格風險有限，原因是於結算日之金額屬微不足道。

倘相關股本工具之價格上升/下降10%：

- 由於持作買賣投資公平值變動，截至二零零九年三月三十一日止年度的虧損將減少/增加港幣14,742,000元(二零零八年：港幣2,008,000元)；
- 由於截至二零零九年三月三十一日止年度可供出售投資公平值變動帶來進一步減值，本集團可供出售投資儲備將增加港幣3,789,000元/虧損將增加港幣3,789,000元；及

## 40. FINANCIAL INSTRUMENTS (Cont'd)

## (b) Financial risk management objectives and policies (Cont'd)

## Market risk (Cont'd)

## (iii) Other price risk (Cont'd)

**Sensitivity analysis (Cont'd)**

- available-for-sale investment reserve would increase/decrease by HK\$9,457,000 as a result of charges in fair value of available-for-sale investments for the year ended 31st March, 2008.

*Credit risk*

As at 31st March, 2009 and 2008, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated balance sheet and financial guarantees provided by the Group (note 45).

In order to minimise the credit risk, management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual debt at each balance sheet date to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

The Group's concentration of credit risk by geographical locations is mainly in PRC, which accounted for 95% (2008: 75%) of the total debtors as at 31st March, 2009.

## 40. 金融工具(續)

## (b) 財務風險管理目標及政策(續)

## 市場風險(續)

## (iii) 其他價格風險(續)

**敏感度分析(續)**

- 由於截至二零零八年三月三十一日止年度可供出售投資公平值變動，可供出售投資儲備將增加／減少港幣9,457,000元。

*信貸風險*

於二零零九年及二零零八年三月三十一日，本集團將導致本集團產生財務損失之最高信貸風險乃由交易對手無法解除責任所致，最高風險為綜合資產負債表內所列金融資產之賬面值及本集團之財務擔保(附註45)。

就減低該等信貸風險而言，本集團管理層已委任一支隊伍，專責釐定信貸限額、信貸批核及其他監察程式，以確保採取收回逾期債務之跟進措施。此外，本集團管理層會於各結算日審閱各個別債務之可收回金額，以確保就無法收回金額確認足夠減值虧損。就此，本公司董事認為本集團之信貸風險已大大減少。

由於交易方均為國際信貸評級機構評為高信貸評級之銀行，故流動資金之信貸風險有限。

本集團按地區劃分之信貸風險主要集中於中國，佔於二零零九年三月三十一日之債務總額之95%(二零零八年：75%)。

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### 40. FINANCIAL INSTRUMENTS (Cont'd)

#### (b) Financial risk management objectives and policies

(Cont'd)

##### *Credit risk (Cont'd)*

The Group does not have any other significant concentration of credit risk, other than concentration of credit risk on liquid funds which are deposited with several banks with high credit ratings, and the unsecured loans and interests due from associates as set in note 21, the debt portion of convertible bonds and derivatives embedded in convertible bonds as set out in note 23, deposits paid for acquisition of subsidiaries as set out in note 43, other loan receivables as set out in note 25, debtors as disclosed above, refundable earnest money as set out in note 28(a) and unsecured loans and interest due from related companies as set out in note 29.

##### *Liquidity risk*

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of bank borrowings and ensures compliance with loan covenants.

The Group relies on bank borrowings as a significant source of liquidity. As at 31st March, 2009, the Group has available unutilised bank loan facilities of approximately HK\$15,892,000 (2008: HK\$239,556,000), details of which are set out in note 35.

### 40. 金融工具(續)

#### (b) 財務風險管理目標及政策(續)

##### *信貸風險(續)*

本集團除就存放於多間具高信貸評級之銀行之流動資金、附註21所載之應收聯營公司之無抵押貸款及利息、附註23所載之可換股債券的負債部份及可換股債券附帶之衍生工具、附註43所載之收購附屬公司所付按金、附註25所載之其他應收貸款、上文所披露之應收賬款、附註28(a)所載之可退還保證金及附註29所載之應收關連公司之無抵押貸款及利息外，概無面對任何其他重大集中信貸風險。

##### *流動資金風險*

就管理流動資金風險而言，本集團監察及維持管理層視為足以為本集團營運提供資金，以及減輕現金流量波動影響之現金及現金等值物水平。管理層監察銀行借貸之動用情況，並確保符合貸款契諾。

本集團依賴銀行借貸作為流動資金之重要來源。於二零零九年三月三十一日，本集團擁有可供使用但未動用銀行信貸融資約港幣15,892,000元(二零零八年：港幣239,556,000元)，有關詳情載於附註35。

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### 40. FINANCIAL INSTRUMENTS (Cont'd)

#### (b) Financial risk management objectives and policies (Cont'd)

##### Liquidity risk (Cont'd)

The following table details the Group's remaining contractual maturity for its financial liabilities. For non-derivative financial liabilities, the table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows.

Liquidity and interest risk tables

	Weighted average effective interest rate	Less than 3 months	3 months to 1 year	1-5 years	Total undiscounted cash flows	Carrying amount at
						at 31.3.2009
	%	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
2009						
Non-derivative financial liabilities						
Creditors		43,462	-	-	43,462	43,462
Amount due to minority shareholders of subsidiaries		395	-	-	395	395
Obligations under finance leases	9.15	30	90	327	447	372
Bank borrowings						
- fixed rate	5.45	465	21,243	14,158	35,866	34,129
- variable rate	3.23	5,748	57,927	27,467	91,142	89,359
Convertible note payables	0.62	9,060	-	1,551,802	1,560,862	1,336,087
		59,160	79,260	1,593,754	1,732,174	1,503,804

### 40. 金融工具(續)

#### (b) 財務風險管理目標及政策(續)

##### 流動資金風險(續)

下表刊載本集團之金融負債餘下合約到期日。就非衍生金融負債而言，下表乃根據本集團須還款最早日期當日之金融負債未貼現現金流量作出。下表已包括利息及本金現金流量。

流動資金及利率風險表



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### 40. FINANCIAL INSTRUMENTS (Cont'd)

#### (b) Financial risk management objectives and policies

(Cont'd)

Liquidity risk (Cont'd)

Liquidity and interest risk tables (Cont'd)

	Weighted average effective interest rate	Less than 3 months	3 months to 1 year	1-5 years	Total undiscounted cash flows	Carrying amount at
						31.3.2008
	加權平均 實際利率 %	少於三個月 HK\$'000 港幣千元	三個月至 一年 HK\$'000 港幣千元	一至五年 HK\$'000 港幣千元	未貼現現金 流量總額 HK\$'000 港幣千元	於二零零八年 三月三十一日 之賬面值 HK\$'000 港幣千元
2008						
Non-derivative financial liabilities						
Creditors		51,194			51,194	51,194
Amount due to minority shareholders of subsidiaries		890			890	890
Obligations under finance leases	9.15	17	51	201	269	222
Bank borrowings						
– fixed rate	7.20	598	34,007		34,605	33,259
– variable rate	4.05	6,065	77,311	42,112	125,488	120,384
Convertible note payables	0.62	9,171		1,560,862	1,570,033	1,243,843
		67,935	111,369	1,603,175	1,782,479	1,449,792

#### (c) Fair value

The fair value of financial assets and financial liabilities are determined as follows:

- the fair value of financial assets and financial liabilities (excluding derivative instruments) with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market bid prices and ask prices respectively; and
- the fair value of other 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 input. For an option-based derivative, the fair value is estimated using option pricing model (for example, the Binomial option pricing model and the Black-Scholes option pricing model).

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

### 40. 金融工具(續)

#### (b) 財務風險管理目標及政策(續)

流動資金風險(續)

流動資金及利率風險表(續)

	3 months to 1 year	1-5 years	Total undiscounted cash flows	Carrying amount at
				31.3.2008
	三個月至 一年 HK\$'000 港幣千元	一至五年 HK\$'000 港幣千元	未貼現現金 流量總額 HK\$'000 港幣千元	於二零零八年 三月三十一日 之賬面值 HK\$'000 港幣千元
2008				
金融資產及金融負債之公平值 乃以下列方式釐定：				
• 擁有標準條款及條件且 於活躍流動市場中買賣 之金融資產及金融負債 (不包括衍生工具)之公 平值乃分別參考其市場 所報賣出價及買入價而 釐定；及				
• 其他金融資產及金融負 債(包括衍生工具)之公 平值乃按以現金流量貼 現分析為基準之公認定 價模式並採用可觀察現 有市場交易之價格或利 率而釐定。就以購股權 為基準之衍生工具而 言，公平值乃根據期權 定價模式(例如二項式 期權定價模式及柏力 克-舒爾斯期權定價模 式)估計得出。				

董事認為，綜合財務報表內所列金融資產及金融負債以攤銷成本計量之賬面值與其公平值相若。

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### 41. ACQUISITION OF ASSETS THROUGH ACQUISITION OF SUBSIDIARIES

During the year, the Group completed two acquisitions, being the acquisition on 2nd September, 2008 (“1st Acquisition”) and the acquisition on 16th December, 2008 (“2nd Acquisition”). Both acquisitions have been accounted for as acquisition of assets and liabilities as the subsidiaries acquired do not constitute businesses.

### 41. 透過收購附屬公司而收購資產

年內，本集團完成兩項收購（即二零零八年九月二日之收購（「第一項收購」）及二零零八年十二月十六日之收購（「第二項收購」）。由於所購入附屬公司並未構成業務，故兩項收購均以收購資產及負債列賬。

		1st Acquisition (note a) 第一項收購 (附註a) HK\$'000 港幣千元	2nd Acquisition (note b) 第二項收購 (附註b) HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
The assets and liabilities acquired are as follows:	所購入資產與負債如下：			
Properties held for sale	待售物業	97,743	209,088	306,831
Deposits and expenses paid for acquisition of properties held for sale	收購待售物業已付按金及費用	20,477	12,077	32,554
Debtors	應收賬款	73	290	363
Creditors, deposits and accrued charges	應付賬款、按金及應計開支	(936)	(278)	(1,214)
Amount advanced by the Group before 1st Acquisition	本集團於第一項收購前墊付之款項	(58,599)	–	(58,599)
Loan advanced by the Group before 2nd Acquisition	本集團於第二項收購前墊付之貸款	–	(20,340)	(20,340)
Amount due to a shareholder	應付股東款項	(58,758)	(199,006)	(257,764)
		–	1,831	1,831
Loan receivable by the Group set-off on 2nd Acquisition	於第二項收購時所抵銷之本集團應收貸款	–	20,340	20,340
Assignment of amount due to a shareholder	轉讓應付股東款項	–	199,006	199,006
Net assets acquired and cash consideration	購入淨資產及現金代價	–	221,177	221,177
Total consideration satisfied by:	總代價以下列方式支付：			
Cash	現金	–	200,837	200,837
Loan receivable by the Group set-off on 2nd Acquisition	於第二項收購時所抵銷之本集團應收貸款	–	20,340	20,340
		–	221,177	221,177
Net cash outflow arising on acquisition:	收購產生現金流出淨額			
Cash consideration paid	已付現金代價	–	199,006	199,006
Expense incurred for the acquisition	收購產生開支	–	1,831	1,831
		–	200,837	200,837

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### 41. ACQUISITION OF ASSETS THROUGH ACQUISITION OF SUBSIDIARIES (Cont'd)

Notes:

- (a) On 2nd September, 2008, the Group acquired the remaining 50% equity interest in Keen Step, which was previously formed between, and owned equally by, a wholly-owned subsidiary of the Company and an independent third party in May 2008 for the purpose of the acquisition and holding of properties and was accounted for as a jointly controlled entity of the Group (note 20) using equity accounting prior to the 1st Acquisition, at a consideration of HK\$1.
- (b) On 16th December, 2008, the Group acquired the entire issued capital of Pine Cheer Limited (“Pine Cheer”) for a consideration of approximately HK\$199,006,000 and incurred transaction costs of HK\$1,831,000.

The subsidiaries acquired contributed HK\$810,000 to the Group’s revenue and had a loss of HK\$92,391,000 included in the Group’s loss for the period from the date of acquisition to 31st March, 2009.

### 42. DISPOSAL OF SUBSIDIARIES

As detailed to in note 11, the Group discontinued its businesses of manufacturing and trading of medicine and health products and trading of motorcycles through disposal of its subsidiaries, the TFH Group and the King-Tech Group on 31st July, 2007 and 31st March, 2008, respectively.

In addition, the Group entered into several conditional agreements on 28th November, 2007, to dispose of its entire 65%, 64.83% and 65% interest in Panyu Golf, Guangzhou Wei Di Si Golf Property Company Limited (“Wei Di Si”) and Guangzhou Lian Chui Property Management Company Limited (“Lian Chui”), respectively, which are engaged in development and operation of golf resort and hotel in the PRC to the acquirer. The disposal was completed on 6th March, 2008, on which date the control of these subsidiaries was passed to the acquirer.

### 41. 透過收購附屬公司而收購資產(續)

附註：

- (a) 於二零零八年九月二日，本集團以代價港幣1元購入建毅餘下50%股權。建毅之前由本公司全資附屬公司與一名獨立第三方於二零零八年五月組成，並各自擁有相同權益，以收購並持有物業，並於第一項收購前利用權益會計法列為本集團之共同控制實體(附註20)。
- (b) 於二零零八年十二月十六日，本集團以代價約港幣199,006,000元購入展栢有限公司(「展栢」)全部已發行股本，並產生交易成本港幣1,831,000元。

購入之附屬公司為本集團收入貢獻港幣810,000元，而虧損港幣92,391,000元已計入本集團由收購日期起至二零零九年三月三十一日止期間之虧損。

### 42. 出售附屬公司

誠如附註11所詳述，本集團分別於二零零七年七月三十一日及二零零八年三月三十一日，透過出售其附屬公司東方紅集團及勁龍集團，終止其製造及買賣醫藥及健康產品和摩托車買賣之業務。

此外，本集團於二零零七年十一月二十八日訂立多項有條件協議，向收購方出售其於番禺高爾夫球、廣州市番禺偉迪斯高爾夫房地產有限公司(「偉迪斯」)及廣州市蓮翠房產物業管理有限公司(「蓮翠」)分別持有全部65%、64.83%及65%之權益。該三間公司均於中國從事發展及經營高爾夫球度假村及酒店的業務。出售事項已於二零零八年三月六日完成，而該等附屬公司之控制權已於該日轉給收購方。

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### 42. DISPOSAL OF SUBSIDIARIES (Cont'd)

The aggregate net assets of the disposed subsidiaries at the dates of disposals were as follows:

### 42. 出售附屬公司(續)

於各出售日期已出售附屬公司之淨資產總額如下：

		Continuing operations 持續經營 業務 HK\$'000 港幣千元	Discontinued operations 非持續經營 業務 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
Net assets disposed of:	已出售淨資產：			
Property, plant and equipment	物業、機械及設備	111,501	31,016	142,517
Prepaid lease payments of leasehold land	租賃土地預付 租賃款項	52,947	1,405	54,352
Intangible assets	無形資產	–	430	430
Other loan receivables	其他應收貸款	–	30,314	30,314
Inventories	存貨	68	96,153	96,221
Properties under development	發展中物業	14,571	–	14,571
Amount due from immediate holding company	應收直接控股 公司款項	–	1,138	1,138
Debtors, deposits and prepayments	應收賬款、按金及預付款項	5,534	39,834	45,368
Financial assets at fair value through profit or loss	按公平值列賬及計入 損益之金融資產	–	2,500	2,500
Tax recoverable	可收回稅項	–	2,045	2,045
Bank balances and cash	銀行結餘及現金	3,862	81,629	85,491
Creditors, deposits and accrued charges	應付賬款、按金及 應計費用	(6,389)	(128,765)	(135,154)
Dividend payable to a minority shareholder of a subsidiary	應付附屬公司少數 股東之股息	(2,665)	–	(2,665)
Amounts due to minority shareholders of subsidiaries	應付附屬公司少數 股東款項	(521)	–	(521)
Unsecured loan from a minority shareholder of a subsidiary	附屬公司少數股東 無抵押貸款	(14,115)	(980)	(15,095)
Unsecured loan from a related party	有關連人士無抵押貸款	(621)	–	(621)
Obligations under finance leases	融資租賃承擔	–	(12)	(12)
Bank borrowings	銀行借貸	(17,573)	(25,457)	(43,030)
Tax payable	應付稅項	–	(270)	(270)
Deferred tax liabilities	遞延稅項負債	(14,316)	–	(14,316)
		132,283	130,980	263,263
Minority interests	少數股東權益	(43,471)	(504)	(43,975)
Translation reserve released	匯兌儲備獲解除	(17,671)	(3,801)	(21,472)
Revaluation reserve released	重估儲備獲解除	(991)	–	(991)
		70,150	126,675	196,825
Loss on disposal of subsidiaries	出售附屬公司之虧損	(19,073)	(18,571)	(37,644)
Total consideration	總代價	51,077	108,104	159,181

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### 42. DISPOSAL OF SUBSIDIARIES (Cont'd)

### 42. 出售附屬公司(續)

		Continuing operations 持續經營 業務 HK\$'000 港幣千元	Discontinued operations 非持續經營 業務 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
Satisfied by:	以下列方式支付：			
Cash	現金	22,173	20,000	42,173
Amount due from the disposed subsidiary included in debtors, deposits and prepayments	應收已出售附屬公司 款項(於應收 賬款、按金及 預付款項入賬)	14,669	-	14,669
Other loan receivables	其他應收貸款	-	90,000	90,000
Interest in a joint venture (note 20)	於一間合資公司之 權益(附註20)	14,745	-	14,745
Expense paid for the disposal of subsidiaries	出售附屬公司 已付開支	(510)	(1,896)	(2,406)
		<u>51,077</u>	<u>108,104</u>	<u>159,181</u>
Net cash outflow arising on disposal:	出售事項產生之淨現金流出：			
Cash consideration	現金代價	22,173	20,000	42,173
Bank balances and cash disposed of	已出售銀行結餘及現金	(14,448)	(81,629)	(96,077)
Expense paid for the disposal of subsidiaries	出售附屬公司 已付開支	(510)	(1,896)	(2,406)
		<u>7,215</u>	<u>(63,525)</u>	<u>(56,310)</u>

The impacts of the disposed subsidiaries of discontinued operation on the Group's results and cash flows in the current and prior periods are disclosed in note 11.

出售非持續經營業務之附屬公司對本集團於目前及過往期間之業績及現金流量之影響於附註11中作出披露。

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### 43. CAPITAL AND OTHER COMMITMENTS

### 43. 資本及其他承擔

		2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元
Capital expenditure contracted for but not provided in the consolidated financial statements in respect of:	就以下各項之已訂約但未於綜合財務報表撥備之資本開支：		
– acquisition of property, plant and equipment	– 購置物業、機械及設備	27,807	31,292
Other commitments:	其他承擔：		
– acquisition of subsidiaries (Note)	– 收購附屬公司(附註)	210,400	–
– acquisition of a land use right (note 24)	– 收購土地使用權(附註24)	5,000	5,000
– loan to an associate (note 21)	– 向一間聯營公司提供貸款(附註21)	15,000	15,000
– loan to a joint venture	– 向一間合資公司提供貸款	15,880	–
		<b>246,280</b>	<b>20,000</b>
		<b>274,087</b>	<b>51,292</b>

Note: On 30th December, 2008, a subsidiary of the Company entered into a conditional agreement with Vincent Asset Holdings Limited (“Vincent Asset”), an independent third party to acquire 100% equity interest in Charm Noble Group Limited (“Charm Noble”), Favor Gain Group Limited (“Favor Gain”) and Adventura International Limited (“Adventura”), for a consideration of an aggregate amount of HK\$10 million and face value of the entire amount of the shareholder’s loans owed by Charm Noble, Favor Gain and Adventura to Vincent Asset on the completion date of the acquisition on a dollar-to-dollar basis. As of 31st March, 2009, deposits and expenses amounted to HK\$47,244,000 had been paid by the Group. The Group has concentration of credit risk as the whole balance was due from an independent third party. The aforesaid acquisition was completed in June 2009. Details of the acquisition were set out in a circular of the Company dated 18th February, 2009.

附註：於二零零八年十二月三十日，本公司一間附屬公司與獨立第三方 Vincent Asset Holdings Limited (「Vincent Asset」) 訂立有條件協議，按總代價港幣10,000,000元收購美貴集團有限公司(「美貴」)、好機集團有限公司(「好機」)及 Adventura International Limited (「Adventura」)全部股權，以及於收購完成日期美貴、好機及Adventura結欠 Vincent Asset 之全部股東貸款面值等額。於二零零九年三月三十一日，本集團已支付港幣47,244,000元之按金及開支。由於所有結餘均來自一名獨立第三方，故本集團面對集中信貸風險。上述收購已於二零零九年六月完成，收購詳情載於本公司日期為二零零九年二月十八日之通函。

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### 44. OPERATING LEASE COMMITMENTS

The Group as lessee

		2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元
Property rentals paid by the Group during the year in respect of:	本集團年內就以下各項支付之物業租金：		
Minimum lease payments	最低租金	14,222	13,662
Contingent rents	或然租金	-	3,167
		<u>14,222</u>	<u>16,829</u>

At the balance sheet date, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

		2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元
Within one year	一年內	13,731	2,474
In the second to fifth year inclusive	第二至第五年(包括首尾兩年)	15,020	1,524
Over five years	超過五年	11,404	10,302
		<u>40,155</u>	<u>14,300</u>

Operating lease payments represent rentals payable by the Group for certain of its office premises and golf course. Leases are negotiated for an average term of three years and rentals are either fixed or, in addition to the fixed rentals, determined based on a fixed percentage of the monthly gross turnover of the outlets, for an average term of three years.

#### The Group as lessor

The property rental income earned during the year was HK\$7,850,000 (2008: HK\$3,270,000). The properties which are leased out as at 31st March, 2009 have rental yield of approximately 4% and with committed tenants with the longest tenure within 2 years from the balance sheet date.

### 44. 營業租賃承擔

本集團為承租人

於結算日，本集團根據不可撤銷營業租賃須於下列年期支付之未來最低租賃付款承擔如下：

應付營業租賃金額指本集團就其若干寫字樓及高爾夫球場應付之租金。租期平均議定為三年，租金為固定租金，或除固定租金外另加按店舖每月總營業額固定百分比計算(平均為期三年)。

#### 本集團為出租人

本年度賺取之物業租金收入為港幣7,850,000元(二零零八年：港幣3,270,000元)。於二零零九年三月三十一日已出租物業之租賃回報約4厘，而租戶訂立之租約最長為於結算日起兩年內。

#### 44. OPERATING LEASE COMMITMENTS (Cont'd)

##### The Group as lessor (Cont'd)

At the balance sheet date, the Group had contracted with tenants for the following future minimum lease payments:

		2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元
Within one year	一年內	6,821	805
In the second to fifth year inclusive	第二至第五年(包括首尾兩年)	7,063	-
		<b>13,884</b>	<b>805</b>

#### 45. PLEDGE OF ASSETS

At 31st March, 2009, the Group's bank borrowings and credit facilities from financial institutions were secured by the following:

- (a) bank deposits of HK\$44,626,000 (2008: HK\$41,268,000);
- (b) legal charges over the Group's properties held for sale with a carrying value of HK\$223,476,000 (2008: HK\$231,818,000);
- (c) financial assets at fair value through profit or loss of HK\$1,116,000 (2008: HK\$1,756,000).

In addition, at 31st March, 2008, the Group had bank deposits of approximately of HK\$10,550,000 pledged to banks in respect of banking facilities granted to third parties.

#### 46. RETIREMENT BENEFITS SCHEMES

The Group operates a defined contribution retirement benefits scheme which is registered under the Occupational Retirement Scheme Ordinance (the "ORSO Scheme") for eligible employees. The assets of the scheme are separately held in funds under the control of trustees.

The cost charged to the consolidated income statement represents contributions paid or payable to the fund by the Group at rates specified in the rules of the scheme. Where there are employees who leave the scheme prior to vesting fully in the contributions, the contributions payable by the Group are reduced by the amount of forfeited contributions.

#### 44. 營業租賃承擔(續)

##### 本集團為出租人(續)

於結算日，本集團已就下列未來最低租賃付款與租戶訂約：

	2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元
Within one year	6,821	805
In the second to fifth year inclusive	7,063	-
	<b>13,884</b>	<b>805</b>

#### 45. 資產抵押

於二零零九年三月三十一日，本集團之銀行借貸及由財務機構作出之信貸融資由下列項目作抵押：

- (a) 銀行存款港幣44,626,000元(二零零八年：港幣41,268,000元)；
- (b) 本集團賬面值為港幣223,476,000元(二零零八年：港幣231,818,000元)之持作出售物業之法定抵押；
- (c) 按公平值列賬並計入損益之金融資產港幣1,116,000元(二零零八年：港幣1,756,000元)。

此外，於二零零八年三月三十一日，本集團約為港幣10,550,000元之銀行存款已抵押予銀行，作為銀行授予第三方融資之擔保。

#### 46. 退休福利計劃

本集團為合資格僱員推行根據職業退休保障計劃條例(「職業退休保障計劃」)註冊之定額供款退休福利計劃，該計劃之資產乃由受託人管理之基金分開持有。

在綜合損益表中扣除之費用，乃指本集團按該計劃規定所註明特定比率向基金已付或應付之供款。倘僱員在全數取得供款前退出該計劃，則沒收之供款可用以減低本集團應付之供款。



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ITC PROPERTIES GROUP LIMITED 德祥地產集團有限公司

### 46. RETIREMENT BENEFITS SCHEMES (Cont'd)

At the balance sheet date, the Group had no significant forfeited contributions, which arose upon employees leaving the retirement benefits scheme and which are available to reduce the contributions payable by the Group in future years.

With effect from 1st December, 2000, the Group has also joined the MPF Scheme for employees in Hong Kong. The MPF Scheme is registered with the Mandatory Provident Fund Scheme Authority under the Mandatory Provident Fund Scheme Ordinance. 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 rule of the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at rate specified in the rules. The only obligation of the Group with respect to the MPF Scheme is to make the required contributions under the scheme. The contributions to the MPF Scheme charged to the consolidated income statement represent contributions paid or payable to the funds by the Group at rates specified in the rules of the scheme. No forfeited contribution is available to reduce the contribution payable in future years.

The employees of the subsidiaries in the PRC are members of state-managed retirement benefits schemes operated by the PRC government. The subsidiaries are required to contribute a certain percentage of their payroll to the retirement benefits schemes to fund the benefits. The only obligation of the Group with respect to the retirement benefits schemes are to make the required contributions under the schemes.

The total cost charged to consolidated income statement of HK\$2,094,000 (2008: HK\$2,126,000) represents contributions paid or payable to the schemes by the Group during the year.

### 46. 退休福利計劃(續)

於結算日，本集團並無因僱員退出退休福利計劃而有可用作減低本集團往後年度應付供款之重大沒收供款。

由二零零零年十二月一日起，本集團亦為香港僱員參加強積金計劃。強積金計劃已根據強制性公積金計劃條例向強制性公積金計劃管理局註冊。有關強積金計劃資產與本集團資產分開管理，並由一名獨立受託人控制之基金持有。

根據強積金計劃之規則，僱主及其僱員須各自按規例所註明特定比率向計劃供款，本集團於強積金計劃之唯一責任為向該計劃作出所規定供款。於綜合損益表中扣除之強積金計劃供款，乃指本集團按該計劃規例所註明特定比率向基金已付或應付之供款。並無任何沒收供款可用作扣減日後應付供款。

中國附屬公司之僱員為中國政府運作之國家管理退休福利計劃之成員。附屬公司須按其工資某一百分比向退休福利計劃供款，撥作福利之資金。本集團對退休福利計劃之唯一責任為作出計劃項下規定供款。

於綜合損益表扣除之總成本為港幣2,094,000元(二零零八年：港幣2,126,000元)，乃指年內本集團已付或應付予計劃之供款。

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### 47. RELATED AND CONNECTED PARTY TRANSACTIONS AND BALANCES

#### Related party transactions

- (a) During the year, the Group had the following transactions with related parties:

Related parties 有關連人士	Note 附註	Nature of transactions 交易性質
<i>Associates:</i> 聯營公司：		
Orient Town Limited 華鎮有限公司		Interest income 利息收入
Concordia 聯生		Management fee paid 已付管理費
Orient Town Project Management Limited 華鎮項目管理有限公司		Management fee received 已收管理費
<i>Other related companies:</i> 其他有關連公司：		
Great Intelligence Holdings Limited ("Great Intelligence")	(i)	Rental expenses and management fee paid 租金開支及已付管理費
Wing On 永安		Interest income 利息收入

*Note:*

- (i) Mr. Chan Fut Yan, an executive director of the Company is also a director of Great Intelligence.

Details of the outstanding balances with related parties are set out in the consolidated balance sheet and in notes 21, 22, 23 and 29.

- (b) Compensation of key management personnel  
The remuneration of directors during the year was as follows:

Short-term benefits	短期福利
Post-employment benefits	離職後福利
Share-based payments	股份形式付款

### 47. 有關連人士及關連人士交易及結餘

#### 有關連人士交易

- (a) 年內，本集團曾與有關連人士進行以下交易：

2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元
14,417	51,618
152	910
120	250
2,917	—
3,660	4,677

*附註：*

- (i) 本公司執行董事陳佛恩先生亦為Great Intelligence之董事。

與有關連人士之尚未償還結餘詳情載於綜合資產負債表及附註21、22、23及29。

- (b) 主要管理人員報酬  
年內董事之薪酬如下：

2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元
13,745	19,010
395	358
4,082	5,844
18,222	25,212

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### 47. RELATED AND CONNECTED PARTY TRANSACTIONS AND BALANCES (Cont'd)

#### Related party transactions (Cont'd)

- (b) Compensation of key management personnel (Cont'd)  
The remuneration of directors is determined by the remuneration committee having regard to the performance of individuals and market trends.

#### Connected party transactions

- (a) During the year ended 31st March, 2008, Donson (International) Development Limited (“Donson”), an indirectly wholly-owned subsidiary of the Company, entered into several agreements in relation to:
- (i) disposal by Donson of its entire interest in Panyu Golf, Wei Di Si and Lian Chui to 廣州市番禺協誠實業有限公司 (“番禺協誠”), a company incorporated in the PRC with limited liability, which is an investment holding company controlled by the Panyu Municipal Government, the PRC, for an aggregate cash consideration of RMB20 million (equivalent to approximately HK\$22.8 million) as set out in note 42;
- (ii) the co-operation between Panyu Golf and Donson in the Development Project in which the Group will have the right to share 65% of its residual value. Under the terms of the Development Project Agreement, the Group will provide a loan of RMB40 million (equivalent to approximately HK\$45.5 million) to Panyu Golf for use in the Development Project as set out in note 20; and

### 47. 有關連人士及有關連人士交易及結餘 (續)

#### 有關連人士交易 (續)

- (b) 主要管理人員報酬 (續)  
董事之薪酬乃由薪酬委員會經考慮個別人士表現及市場趨勢釐定。

#### 有關連人士交易

- (a) 截至二零零八年三月三十一日止年度，本公司間接全資附屬公司東迅(國際)發展有限公司(「東迅」)就下列事項訂立多項協議：
- (i) 東迅以合共現金代價人民幣20,000,000元(相等於約港幣22,800,000元)，出售其於番禺高爾夫球、偉迪斯及蓮翠之全部權益予廣州市番禺協誠實業有限公司(「番禺協誠」，一間於中國註冊成立之有限公司，為中國番禺市政府控制之投資控股公司)，詳情載於附註42；
- (ii) 番禺高爾夫球與東迅於發展項目的合作中，本集團將有權分佔其剩餘價值之65%。根據發展項目協議之條款，本集團將提供人民幣40,000,000元(相等於約港幣45,500,000元)之貸款予番禺高爾夫球用於該發展項目，詳情載於附註20；及

## 47. RELATED AND CONNECTED PARTY TRANSACTIONS AND BALANCES (Cont'd)

## Connected party transactions (Cont'd)

(a) (Cont'd)

- (iii) the lease of Guangzhou Lotus Hill Golf Resort ("Lease Agreement") which comprises golf course and golf clubhouse within Panyu, Guangzhou, Guangdong Province, the PRC to Guangzhou Donson Hotel Management Limited ("Donson Hotel Management"), a subsidiary of the Company, for three years commencing from the date of the Lease Agreement entered into between Donson Hotel Management as lessee and Panyu Golf as lessor for the lease of the Guangzhou Lotus Hill Golf Resort on 16th April, 2008 at an annual rental of RMB5 million (equivalent to approximately HK\$5.7 million) renewable at the option of Donson Hotel Management at successive terms of 3 years up to 20 years.

By virtue of the fact that 番禺協誠 is controlled by the Panyu Municipal Government and 廣州市番禺旅游總公司 ("番禺旅游"), a company established in the PRC which is a substantial shareholder of Panyu Golf, Wei Di Si and Lian Chui, is also controlled by the Panyu Municipal Government, 番禺協誠 and 番禺旅游 are therefore connected persons of the Company. Further details of the transactions are set out in the announcement dated 7th December, 2007. The disposal was completed on 6th March, 2008.

During the year ended 31st March, 2009, lease rental of HK\$4,837,000 was paid to Panyu Golf. The rentals were charged in accordance with the Lease Agreement.

## 47. 有關連人士及關連人士交易及結餘 (續)

## 關連人士交易 (續)

(a) (續)

- (iii) 本公司附屬公司廣州市東迅酒店管理有限公司 (「東迅酒店管理」) 租賃包括中國廣東省廣州市番禺區內高爾夫球場及高爾夫球會所之廣州蓮花山高爾夫球度假村 (「租賃協議」), 由東迅酒店管理 (作為承租人) 與番禺高爾夫球 (作為出租人) 就租賃廣州蓮花山高爾夫球度假村事宜於二零零八年四月十六日訂立之租賃協議日期起為期三年, 年租為人民幣 5,000,000 元 (相等於約港幣 5,700,000 元), 東迅酒店管理有權選擇每三年續期, 總年期最長為二十年。

由於番禺協誠受番禺市政府控制, 而廣州市番禺旅游總公司 (「番禺旅游」) 乃一間於中國註冊成立之公司, 為番禺高爾夫球、偉迪斯及蓮翠的主要股東, 亦受番禺市政府控制, 故番禺協誠及番禺旅游均為本公司之關連人士。交易之詳情載於日期為二零零七年十二月七日之公佈。出售事項已於二零零八年三月六日完成。

截至二零零九年三月三十一日止年度, 租金港幣 4,837,000 元已支付予番禺高爾夫球。租金乃根據租賃協議計算。

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### 47. RELATED AND CONNECTED PARTY TRANSACTIONS AND BALANCES (Cont'd)

#### Connected party transactions (Cont'd)

- (b) During the year ended 31st March, 2009, subsidiaries of the Company entered into tenancy agreements with a subsidiary of a substantial shareholder of the Company and a minority shareholder of subsidiaries. The rental expense paid to the subsidiary of a substantial shareholder of the Company and minority shareholders of subsidiaries were HK\$3,721,000 (2008: Nil) and HK\$247,000 (2008: HK\$231,000), respectively for the year ended 31st March, 2009. The rentals were charged in accordance with the relevant tenancy agreements.
- (c) During the year ended 31st March, 2008, Kopola Investment Company Limited (“Kopola”) had converted HK\$50 million of the convertible note due 2010 issued by the Company into 113,636,363 ordinary shares of HK\$0.01 each in the share capital of the Company at a conversion price of HK\$0.44 per share. Each of Mr. Ho Hau Chong, Norman (a former non-executive director of the Company who retired on 12th September, 2007), and his brother, Mr. Ho Hau Hay, Hamilton owned 50% interest in Kopola, the conversion of the convertible notes constituted a connected transaction of the Company under the Listing Rules.

### 47. 有關連人士及有關連人士交易及結餘 (續)

#### 有關連人士交易 (續)

- (b) 截至二零零九年三月三十一日止年度，本公司附屬公司與本公司主要股東之附屬公司及附屬公司之少數股東訂立租賃協議。截至二零零九年三月三十一日止年度，向本公司主要股東之附屬公司及附屬公司之少數股東支付之租金開支分別為港幣3,721,000元(二零零八年：零)及港幣247,000元(二零零八年：港幣231,000元)。租金乃根據有關租賃協議計算。
- (c) 截至二零零八年三月三十一日止年度內，Kopola Investment Company Limited (「Kopola」) 已將本公司所發行港幣50,000,000元之二零一零年可換股票據按每股換股價港幣0.44元兌換為113,636,363股本公司股本中每股面值港幣0.01元之普通股。何厚鏘先生(本公司之前非執行董事，於二零零七年九月十二日退任)及其兄弟何厚浚先生各自擁有Kopola 50%權益，兌換可換股票據構成本公司根據上市規則之關連交易。

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### 48. BALANCE SHEET OF THE COMPANY

The balance sheet of the Company at 31st March, 2009 is as follows:

### 48. 本公司資產負債表

本公司於二零零九年三月三十一日之資產負債表如下：

		Note 附註	2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元
Assets	資產		3,883,915	3,186,076
Liabilities	負債		1,373,451	1,279,538
			<b>2,510,464</b>	<b>1,906,538</b>
Capital and reserves	股本及儲備			
Share capital	股本		4,709	30,955
Reserves	儲備	(a)	2,505,755	1,875,583
			<b>2,510,464</b>	<b>1,906,538</b>

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### 48. BALANCE SHEET OF THE COMPANY (Cont'd)

Note:

#### (a) Reserves

		Share premium	Contributed surplus	Capital redemption reserve	Convertible loan notes equity reserve	Share-based payment reserve	Warrant reserve	Retained profits	Total
		股份溢價	繳入盈餘	股本贖回儲備	可換股貸款票據股本儲備	股份付款儲備	認股權證儲備	保留溢利	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
<b>THE COMPANY</b>	<b>本公司</b>								
At 31st March, 2007	於二零零七年三月三十一日	1,066,055	-	1,124	355,304	3,296	-	28,938	1,454,717
Conversion of convertible notes	兌換可換股票據	268,001	-	-	(47,585)	-	-	-	220,416
Issue of shares	發行股份	165,000	-	-	-	-	-	-	165,000
Expenses incurred in connection with issue of shares	關於發行股份之開支	(5,114)	-	-	-	-	-	-	(5,114)
Recognition of equity-settled share-based payments	確認股本結算股份付款	-	-	-	-	8,342	-	-	8,342
Profit for the year	本年度溢利	-	-	-	-	-	-	32,222	32,222
At 31st March, 2008	於二零零八年三月三十一日	1,493,942	-	1,124	307,719	11,638	-	61,160	1,875,583
Profit for the year	本年度溢利	-	-	-	-	-	-	1,517	1,517
Rights issue with warrants	供股連同認股權證	522,622	-	-	-	-	34,571	-	557,193
Transfer upon lapse and forfeiture of share options	於購股權失效時轉撥	-	-	-	-	(4,418)	-	1,083	(3,335)
Recognition of equity-settled share-based payments	確認股本結算股份付款	-	-	-	-	5,547	-	-	5,547
Repurchase and cancellation of shares	購回及註銷股份	(20,587)	-	6,092	-	-	-	(6,092)	(20,587)
Capital Reorganisation (note 37(e)(iv))	股本重組(附註37(e)(iv))	-	113,020	-	-	-	-	-	113,020
Expenses incurred in connection with rights issue	關於供股之開支	(23,183)	-	-	-	-	-	-	(23,183)
At 31st March, 2009	於二零零九年三月三十一日	1,972,794	113,020	7,216	307,719	12,767	34,571	57,668	2,505,755

Note: The contributed surplus of the Company represents the credit arising from Capital Reduction pursuant to the Capital Reorganisation on 13th March, 2009.

### 48. 本公司資產負債表(續)

附註：

#### (a) 儲備

附註：本公司之繳入盈餘指根據二零零九年三月十三日之股本重組進行之削減股本而產生之進賬。

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### 49. SUBSIDIARIES

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

### 49. 附屬公司

本公司主要附屬公司於二零零九年三月三十一日之詳情如下：

Name of subsidiary 附屬公司名稱	Place of incorporation/ or registration/ operations 註冊成立 或註冊/經營地點	Issued and fully paid share/ registered capital 已發行及繳足 股本/註冊資本	Percentage of issued share/ registered capital held by the Company 本公司所持已發行 股本/註冊資本之百分比				Principal activities 主要業務
			Directly 直接		Indirectly 間接		
			2009 二零零九年 %	2008 二零零八年 %	2009 二零零九年 %	2008 二零零八年 %	
Advance Tech Limited 科進有限公司	Hong Kong 香港	HK\$1 ordinary share 港幣1元普通股	-	-	100	100	Securities investment 證券投資
Castle Win International Limited 城威國際有限公司	Hong Kong 香港	HK\$1 ordinary share 港幣1元普通股	-	-	100	100	Properties development 物業發展
Donson 東迅	Hong Kong 香港	HK\$85,297,692 ordinary shares 港幣85,297,692元 普通股	-	-	100	100	Investment holding 投資控股
Hayton Limited 漢東有限公司	Hong Kong 香港	HK\$1 ordinary share 港幣1元普通股	-	-	100	100	Property investment 物業投資
ITC Properties Management Limited 德祥地產管理有限公司	Hong Kong 香港	HK\$2,000 ordinary shares 港幣2,000元普通股	-	-	100	100	Securities investment and investment holding 證券投資及投資控股
		HK\$500,000 non-voting deferred shares (note a) 港幣500,000元 無投票權遞延股 (附註a)	-	-	-	-	



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### 49. SUBSIDIARIES (Cont'd)

### 49. 附屬公司(續)

Name of subsidiary 附屬公司名稱	Place of incorporation or registration/ operations 註冊成立 或註冊/經營地點	Issued and fully paid share/ registered capital 已發行及繳足 股本/註冊資本	Percentage of issued share/ registered capital held by the Company 本公司所持已發行 股本/註冊資本之百分比				Principal activities 主要業務
			Directly 直接		Indirectly 間接		
			2009 二零零九年 %	2008 二零零八年 %	2009 二零零九年 %	2008 二零零八年 %	
Keen Step 建毅	Hong Kong 香港	HK\$2 ordinary shares 港幣2元普通股	-	-	100	-	Property investment 物業投資
Linktop Limited	British Virgin Islands 英屬處女群島	US\$1 ordinary share 美金1元普通股	-	-	100	100	Investment holding 投資控股
Macau Prime (B.V.I.) Limited	British Virgin Islands 英屬處女群島	US\$50,000 ordinary shares 美金50,000元普通股	100	100	-	-	Investment holding 投資控股
Macau Prime Finance Limited 澳門祥泰財務有限公司	Hong Kong 香港	HK\$2 ordinary shares 港幣2元普通股	-	-	100	100	Money lending 貸款
Macau Prime Property (Hong Kong) Limited	British Virgin Islands 英屬處女群島	US\$1 ordinary share 美金1元普通股	-	-	100	100	Investment holding 投資控股
Macau Prime Property (Macau) Limited	British Virgin Islands 英屬處女群島	US\$1 ordinary share 美金1元普通股	-	-	100	100	Investment holding 投資控股
Master Super Development Limited 泰瑞發展有限公司	Hong Kong 香港	HK\$100 ordinary shares 港幣100元普通股	-	-	100	100	Property investment 物業投資

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(for the year ended 31st March, 2009) (截至二零零九年三月三十一日止年度)

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### 49. SUBSIDIARIES (Cont'd)

### 49. 附屬公司(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ or registration/ operations 註冊成立 或註冊/經營地點	Issued and fully paid share/ registered capital 已發行及繳足 股本/註冊資本	Percentage of issued share/ registered capital held by the Company 本公司所持已發行 股本/註冊資本之百分比				Principal activities 主要業務
			Directly 直接		Indirectly 間接		
			2009	2008	2009	2008	
			二零零九年 %	二零零八年 %	二零零九年 %	二零零八年 %	
Million Orient Limited 東萬有限公司	Hong Kong 香港	HK\$1 ordinary share 港幣1元普通股	-	-	100	100	Investment holding 投資控股
New Smarten Limited 新豐利有限公司	Hong Kong 香港	HK\$1 ordinary share 港幣1元普通股	-	-	100	100	Investment holding 投資控股
Oriental Mind Limited	British Virgin Islands 英屬處女群島	US\$1 ordinary share 美金1元普通股	-	-	100	100	Investment holding 投資控股
Pine Cheer 展栢	Hong Kong 香港	HK\$100 ordinary shares 港幣100元普通股	-	-	100	-	Property investment 物業投資
Smarteam Limited 萃添有限公司	Hong Kong 香港	HK\$1 ordinary share 港幣1元普通股	-	-	100	100	Property investment 物業投資
South Step Limited 南通興業有限公司	Hong Kong 香港	HK\$1 ordinary share 港幣1元普通股	-	-	100	100	Property investment and development 物業投資及發展
Teamate Limited	British Virgin Islands 英屬處女群島	US\$1 ordinary share 美金1元普通股	-	-	100	100	Investment holding 投資控股

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(for the year ended 31st March, 2009) (截至二零零九年三月三十一日止年度)

ITC PROPERTIES GROUP LIMITED 德祥地產集團有限公司

### 49. SUBSIDIARIES (Cont'd)

### 49. 附屬公司(續)

Name of subsidiary 附屬公司名稱	Place of incorporation or registration/ operations 註冊成立 或註冊/經營地點	Issued and fully paid share/ registered capital 已發行及繳足 股本/註冊資本	Percentage of issued share/ registered capital held by the Company 本公司所持已發行 股本/註冊資本之百分比		Principal activities 主要業務		
			Directly 直接	Indirectly 間接			
			2009 二零零九年 %	2008 二零零八年 %		2009 二零零九年 %	2008 二零零八年 %
Top Century International Limited	British Virgin Islands 英屬處女群島	US\$1 ordinary share 美金1元普通股	-	-	100	100	Investment holding 投資控股
Well Cycle Limited 志圖有限公司	Hong Kong 香港	HK\$2 ordinary shares 港幣2元普通股	-	-	100	100	Letting of motor vehicles 汽車租賃
三亞亞龍灣風景高爾夫 文化公園有限公司	PRC (note b) 中國(附註b)	RMB35,000,000 人民幣35,000,000元	-	-	80	80	Development and operation of hotel and golf resort 發展及經營酒店及 高爾夫球度假村
三亞亞龍灣紅峽谷度假 酒店有限公司	PRC (note b) 中國(附註b)	HK\$30,000,000 港幣30,000,000元	-	-	96	96	Development and operation of hotel 開發及營運酒店
廣州市東迅酒店管理 有限公司	PRC (note b) 中國(附註b)	HK\$5,000,000 港幣5,000,000元	-	-	100	100	Development and operation of hotel 開發及營運酒店

#### Notes:

- (a) The non-voting deferred shares, which are not held by the Group, practically carry no rights to dividends or to receive notice of or to attend or vote at any general meeting of the respective companies nor to participate in any distribution on winding up.
- (b) The subsidiaries were established in the PRC as a sino-foreign equity joint venture companies.

#### 附註：

- (a) 並非本集團持有之無投票權遞延股份，實質上並無附有權利可獲派股息或獲發有關公司任何股東大會之通告或出席股東大會或於會上投票或於清盤時獲取任何分派。
- (b) 該等附屬公司於中國成立為中外合資經營公司。

### 49. SUBSIDIARIES (Cont'd)

None of the subsidiaries had any debt securities outstanding at the balance sheet date or at any time during the year.

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

### 50. SEGMENT INFORMATION

#### Business segments

For management purposes, the Group is currently organised into five operating divisions. These divisions are the basis on which the Group reports its primary segment information.

Principal activities are as follows:

Property development	–	development of property
Property investment	–	trading of properties
Golf and leisure	–	development and operation of golf resort and hotel
Securities investment	–	trading and investment of securities
Finance	–	loan financing services

The Group was also involved in trading of motorcycles and manufacturing and trading of medicine and health products previously. These operations were discontinued in prior year as set out in note 11.

### 49. 附屬公司(續)

於結算日或本年度任何時間內，各附屬公司概無任何尚未償還之債務證券。

上表載列董事認為對本集團業績或資產有重大影響之本公司附屬公司。董事認為，詳列其他附屬公司之資料會令篇幅過於冗長。

### 50. 分部資料

#### 業務分部

就管理而言，本集團現時分為五個營運部門。該等部門為本集團報告其首要分部資料之基準。

主要業務如下：

物業發展	–	物業發展
物業投資	–	物業買賣
高爾夫球及 消閒	–	高爾夫球度假村及 酒店發展及營運
證券投資	–	證券買賣及投資
融資	–	貸款融資服務

過往年度本集團亦曾從事摩托車買賣及醫藥及健康食品之製造及買賣。該等業務已於去年結束，詳情載於附註11。

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## 綜合財務報表附註

(for the year ended 31st March, 2009) (截至二零零九年三月三十一日止年度)

ITC PROPERTIES GROUP LIMITED 德祥地產集團有限公司

### 50. SEGMENT INFORMATION (Cont'd)

#### Business segments (Cont'd)

Segment information about these businesses is presented below. Gross proceeds included in turnover as set out below comprise revenue from property development and investment, golf and leisure operations, loan financing income, dividend income from investments held-for-trading and gross proceeds from disposal of investments held-for-trading.

2009

		Property development 物業發展 HK\$'000 港幣千元	Property investment 物業投資 HK\$'000 港幣千元	Golf and leisure 高爾夫球 及消閒 HK\$'000 港幣千元	Securities investment 證券投資 HK\$'000 港幣千元	Finance 融資 HK\$'000 港幣千元	Segment total 分部合計 HK\$'000 港幣千元	Elimination 對銷 HK\$'000 港幣千元	Consolidated 綜合 HK\$'000 港幣千元
CONSOLIDATED INCOME STATEMENT	綜合損益表								
FOR THE YEAR ENDED 31ST MARCH, 2009	截至二零零九年三月三十一日止年度								
TURNOVER	營業額								
- Gross proceeds	- 所得款項總額	706	25,045	44,058	53,540	21,772	145,121	-	145,121
REVENUE	收益								
External sales	對外之銷售	706	25,045	44,058	1,089	21,772	92,670	-	92,670
Inter-segment sales (Note)	分部之間之銷售(附註)	-	-	-	-	26,107	26,107	(26,107)	-
Total	合計	706	25,045	44,058	1,089	47,879	118,777	(26,107)	92,670
SEGMENT RESULTS	分部業績	(68,512)	(91,817)	(5,833)	(169,794)	20,338	(315,618)		(315,618)
Unallocated corporate income	未分配企業收入						29,955		29,955
Unallocated corporate expenses	未分配企業費用						(63,649)		(63,649)
Finance costs	財務費用						(108,357)		(108,357)
Share of result of a jointly-controlled entity	應佔一間共同控制實體業績	(212)	-	-	-	-	(212)		(212)
Share of results of associates	應佔聯營公司業績	(4,404)	-	-	-	-	(4,404)		(4,404)
Loss before taxation	除稅前虧損						(462,285)		(462,285)
Taxation	稅項						469		469
Loss for the year	本年度虧損						(461,816)		(461,816)

Note: Inter-segment sales were charged at terms determined and agreed between group companies.

### 50. 分部資料(續)

#### 業務分部(續)

該等業務之分部資料呈列如下。下文所載計入營業額之所得款項總額包括來自物業發展及投資、高爾夫球及消閒業務之收益、貸款融資收入、持作買賣投資之股息收入及出售持作買賣投資之所得款項總額。

二零零九年

附註：分部之間之銷售乃按集團內各公司之間釐定及同意之條款計費。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(for the year ended 31st March, 2009) (截至二零零九年三月三十一日止年度)

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### 50. SEGMENT INFORMATION (Cont'd)

#### Business segments (Cont'd)

### 50. 分部資料(續)

#### 業務分部(續)

		Property development 物業發展 HK\$'000 港幣千元	Property investment 物業投資 HK\$'000 港幣千元	Golf and leisure 高爾夫球 及消閒 HK\$'000 港幣千元	Securities investment 證券投資 HK\$'000 港幣千元	Finance 融資 HK\$'000 港幣千元	Consolidated 綜合 HK\$'000 港幣千元
CONSOLIDATED BALANCE SHEET AT 31ST MARCH, 2009	綜合資產負債表 於二零零九年三月三十一日						
ASSETS	資產						
Segment assets	分部資產	306,108	544,820	306,337	251,491	320,702	1,729,458
Interest in a joint venture	於一間合資公司之權益	44,759	-	-	-	-	44,759
Interest in associates	於聯營公司之權益	134,809	-	-	-	-	134,809
Unsecured loans and interest due from associates	應收聯營公司之無抵押 貸款及利息	1,073,982	-	-	-	-	1,073,982
Unallocated corporate assets	未分配企業資產						598,362
Consolidated total assets	綜合資產總值						3,581,370
LIABILITIES	負債						
Segment liabilities	分部負債	1,202	5,045	41,071	820	20	48,158
Unallocated corporate liabilities	未分配企業負債						1,523,976
Consolidated total liabilities	綜合負債總額						1,572,134

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(for the year ended 31st March, 2009) (截至二零零九年三月三十一日止年度)

ITC PROPERTIES GROUP LIMITED 德祥地產集團有限公司

### 50. SEGMENT INFORMATION (Cont'd) Business segments (Cont'd)

### 50. 分部資料(續) 業務分部(續)

	Property development 物業發展 HK\$'000 港幣千元	Property investment 物業投資 HK\$'000 港幣千元	Golf and leisure 高爾夫球 及消閒 HK\$'000 港幣千元	Securities investment 證券投資 HK\$'000 港幣千元	Finance 融資 HK\$'000 港幣千元	Segment total 分部總計 HK\$'000 港幣千元	Unallocated 未分配 HK\$'000 港幣千元	Consolidated 綜合 HK\$'000 港幣千元
OTHER INFORMATION	其他資料							
Depreciation of property, plant and equipment	物業、機械及設備折舊							
	429	170	8,898	-	-	9,497	2,010	11,507
Amortisation of prepaid lease payments of leasehold land	預付租賃土地之租賃款項攤銷							
	-	-	525	-	-	525	-	525
Amortisation of premium on prepaid lease payments of leasehold land	預付租賃土地之租賃款項溢價攤銷							
	-	-	2,736	-	-	2,736	-	2,736
Loss on disposal of property, plant and equipment	出售物業、機械及設備虧損							
	-	-	27	-	-	27	144	171
Allowance for bad and doubtful debts	呆壞賬撥備							
	56	4,440	817	-	-	5,313	-	5,313
Decrease in fair value of financial assets at fair value through profit or loss	按公平值列賬及計入損益之金融資產公平值減少							
	-	-	-	114,477	-	114,477	-	114,477
Decrease in fair value of derivatives embedded in convertible bonds	可換股債券內含之衍生工具公平值減少							
	-	-	-	-	-	-	3,247	3,247
Capital additions	資本增加							
	2,553	4,624	3,979	-	-	11,156	4,688	15,844
Equity-settled share-based payment expenses	股權結算股份支付之開支							
	-	-	-	-	-	-	5,547	5,547
Impairment loss on available-for-sales investment	可供出售投資減值虧損							
	-	-	-	53,037	-	-	-	53,037
Impairment loss on property interests	物業權益減值虧損							
	54,121	92,591	-	-	-	146,712	-	146,712
Loss on disposal of available-for-sales investment	出售可供出售投資虧損							
	-	-	-	4,299	-	-	-	4,299
Dividend income on available-for-sales investment	可供出售投資股息收入							
	-	-	-	970	-	-	-	970

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## 綜合財務報表附註

(for the year ended 31st March, 2009) (截至二零零九年三月三十一日止年度)

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### 50. SEGMENT INFORMATION (Cont'd)

Business segments (Cont'd)  
2008

### 50. 分部資料(續)

業務分部(續)  
二零零八年

	Continuing operations 持續經營業務							Discontinued operations 非持續經營業務				
	Property develop- ment 物業發展	Property investment 物業投資	Golf and leisure 及消閒 高爾夫球	Securities investment 證券投資	Finance 融資	Segment total 分部合計	Elimination 對銷	Total 合計	Motor- cycles 摩托車	Medicine and health 醫藥及 健康產品	Total 合計	Consolidated 綜合
	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
CONSOLIDATED INCOME STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2008	綜合損益表 截至二零零八年 三月三十一日止年度											
TURNOVER – Gross proceeds	營業額 – 所得款項總額											
	2,500	79,292	62,622	424,641	31,789	600,844	–	600,844	17,567	115,741	133,308	734,152
REVENUE	收益											
External sales	2,500	79,292	62,622	5,741	31,789	181,944	–	181,944	17,567	115,741	133,308	315,252
Inter-segment sales (Note)	–	–	–	–	25,842	25,842	(25,842)	–	–	–	–	–
Total	2,500	79,292	62,622	5,741	57,631	207,786	(25,842)	181,944	17,567	115,741	133,308	315,252
SEGMENT RESULTS	(2,136)	27,906	(56,461)	59,141	7,469	35,919		35,919	(1,359)	1,747	388	36,307
Unallocated corporate income						39,018		39,018	–	689	689	39,707
Unallocated corporate expenses						(58,762)		(58,762)	–	–	–	(58,762)
Unallocated finance costs						(54,787)		(54,787)			(613)	(55,400)
Loss on disposal of an associate	–	(39,486)	–	–	–	(39,486)		(39,486)	–	–	–	(39,486)
Loss on disposal of subsidiaries	–	–	(19,073)	–	–	(19,073)		(19,073)	–	–	–	(19,073)
Share of results of associates	(30,047)	5,000	–	–	–	(25,047)		(25,047)	–	–	–	(25,047)
Loss before taxation and gain (loss) on disposal of discontinued operations												(122,218)
Taxation						(3,475)		(3,475)			(558)	(4,033)
Gain (loss) on disposal of discontinued operations						–		–	6	(18,577)	(18,571)	(18,571)
Loss for the year						(125,693)		(125,693)			(18,665)	(144,358)

Note: Inter-segment sales were charged at terms determined and agreed between group companies.

附註：分部之間之銷售乃按集團內各公司之間釐定及同意之條款計費。



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## 綜合財務報表附註

(for the year ended 31st March, 2009) (截至二零零九年三月三十一日止年度)

ITC PROPERTIES GROUP LIMITED 德祥地產集團有限公司

### 50. SEGMENT INFORMATION (Cont'd)

#### Business segments (Cont'd)

2008

### 50. 分部資料(續)

#### 業務分部(續)

二零零八年

	Continuing operations 持續經營業務						Discontinued operations 非持續經營業務			
	Property development 物業發展	Property investment 物業投資	Golf and leisure 高爾夫球及消閒	Securities investment 證券投資	Finance 融資	Total 合計	Motorcycles 摩托車	Medicine and health products 醫藥及健康產品	Total 合計	Consolidated 綜合
	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
CONSOLIDATED BALANCE SHEET AT 31ST MARCH, 2008	綜合資產負債表 於二零零八年 三月三十一日									
ASSETS	資產									
Segment assets	322,814	274,111	320,619	162,513	322,178	1,402,235	-	-	-	1,402,235
Interest in a joint venture	14,745	-	-	-	-	14,745	-	-	-	14,745
Interest in associates	135,503	-	-	-	-	135,503	-	-	-	135,503
Unsecured loans and interest due from associates	1,077,690	-	-	-	-	1,077,690	-	-	-	1,077,690
Unallocated corporate assets						730,820				730,820
Consolidated total assets						3,360,993				3,360,993
LIABILITIES	負債									
Segment liabilities	885	5,168	58,250	920	36	65,259	-	-	-	65,259
Unallocated corporate liabilities						1,445,557				1,445,557
Consolidated total liabilities						1,510,816				1,510,816

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(for the year ended 31st March, 2009) (截至二零零九年三月三十一日止年度)

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### 50. SEGMENT INFORMATION (Cont'd)

#### Business segments (Cont'd)

2008

### 50. 分部資料(續)

#### 業務分部(續)

二零零八年

	Continuing operations 持續經營業務						Discontinued operations 非持續經營業務					Total Consolidated 總計 綜合
	Property development 物業發展	Property investment 物業投資	Golf and leisure 及消閒	Securities investment 證券投資	Finance 融資	Segment total 分部總計	Unallocated 未分配	Total 總計	Motor-cycles 摩托車	Medicine and health products 醫藥及健康產品	Total 總計	
	HKS'000 港幣千元	HKS'000 港幣千元	HKS'000 港幣千元	HKS'000 港幣千元	HKS'000 港幣千元	HKS'000 港幣千元	HKS'000 港幣千元	HKS'000 港幣千元	HKS'000 港幣千元	HKS'000 港幣千元	HKS'000 港幣千元	HKS'000 港幣千元
OTHER INFORMATION 其他資料												
Depreciation of property, plant and equipment 物業、機械及設備折舊	20	-	14,882	-	-	14,902	786	15,688	-	1,881	1,881	17,569
Amortisation of prepaid lease payments of leasehold land 預付租賃土地之租賃款項攤銷	-	-	2,283	-	-	2,283	-	2,283	-	10	10	2,293
Amortisation of premium on prepaid lease payments of leasehold land 預付租賃土地之租賃款項溢價攤銷	-	-	2,914	-	-	2,914	-	2,914	-	-	-	2,914
Allowance for inventories 存貨撥備	-	-	-	-	-	-	-	-	-	5,106	5,106	5,106
Loss on disposal of property, plant and equipment 出售物業、廠房及設備虧損	-	-	77	-	-	77	33	110	-	17	17	127
Allowance for bad and doubtful debts 呆壞賬撥備	-	-	1,441	-	-	1,441	-	1,441	-	360	360	1,801
Increase in fair value of financial assets at fair value through profit or loss 按公平值列賬及計入損益之金融資產公平值增加	-	-	10,318	-	-	10,318	-	10,318	-	-	-	10,318
Increase in fair value of derivatives embedded in convertible bonds 可換股債券內含之衍生工具公平值增加	-	-	-	-	-	-	1,944	1,944	-	-	-	1,944
Capital additions 資本增加	958	-	36,727	-	-	37,685	918	38,603	-	710	710	39,313
Equity-settled share-based payment expenses 股權結算股份支付之開支	-	-	-	-	-	-	8,342	8,342	-	-	-	8,342
Gain on disposal of available-for-sales investments 出售可供出售投資收益	-	-	-	60,752	-	-	-	60,752	-	-	-	60,752
Dividend income on available-for-sales investments 可供出售投資股息收入	-	-	-	426	-	-	-	426	-	-	-	426

#### Geographical segments

The Group's operations are principally located in Macau, Hong Kong and the PRC. The Group's administrative functions are carried out in Macau, Hong Kong and the PRC.

#### 地區分部

本集團之業務主要位於澳門、香港及中國。本集團之行政職能於澳門、香港及中國進行。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(for the year ended 31st March, 2009) (截至二零零九年三月三十一日止年度)

ITC PROPERTIES GROUP LIMITED 德祥地產集團有限公司

### 50. SEGMENT INFORMATION (Cont'd)

#### Geographical segments (Cont'd)

The following table provides an analysis of the Group's revenue by geographical market, based on location of customers, irrespective of the origin of the goods:

		Revenue by geographical market 按地區市場劃分之收益	
		2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元
Hong Kong	香港	24,605	188,549
PRC	中國	49,459	89,657
Macau	澳門	11,356	15,260
Others**	其他**	7,250	21,786
		<b>92,670</b>	<b>315,252</b>

\*\* No single location included in this category constituted 10% or above of total revenue from sales to all external customers.

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

### 50. 分部資料(續)

#### 地區分部(續)

下表提供本集團根據客戶所在地按地區市場劃分之收益分析(不論貨品來源地)：

		Revenue by geographical market 按地區市場劃分之收益	
		2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元
Hong Kong	香港	24,605	188,549
PRC	中國	49,459	89,657
Macau	澳門	11,356	15,260
Others**	其他**	7,250	21,786
		<b>92,670</b>	<b>315,252</b>

\*\* 本類別內概無單一地區佔來自向對外客戶銷售之全部收益10%或以上。

以下為按資產所在地區劃分之分部資產賬面值以及添置物業、機械及設備之分析：

		Carrying amount of segment assets 分部資產賬面值		Additions to property, plant and equipment 添置物業、機械及設備	
		2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元
Segment assets	分部資產				
Macau	澳門	1,308,034	1,375,889	-	-
Hong Kong	香港	1,001,926	607,606	4,624	710
PRC	中國	376,827	374,277	6,532	37,685
Others	其他	78,386	122,153	-	-
		<b>2,765,173</b>	<b>2,479,925</b>	<b>11,156</b>	<b>38,395</b>
Other corporate assets	其他公司資產	816,197	881,068	4,688	918
		<b>3,581,370</b>	<b>3,360,993</b>	<b>15,844</b>	<b>39,313</b>

# FINANCIAL SUMMARY

## 財務概要

Annual Report 2008-2009 年報

		Year ended 31st March, 截至三月三十一日止年度				
		2005	2006	2007	2008	2009
		二零零五年	二零零六年	二零零七年	二零零八年	二零零九年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Revenue	收益	379,396	842,256	507,152	181,944	92,670
Profit (loss) before tax	除稅前溢利(虧損)	14,085	(70,435)	84,156	(140,325)	(462,285)
Income tax expenses	所得稅開支	(1,823)	(2,657)	(10,055)	(4,033)	469
Profit (loss) for the year	本年度溢利(虧損)	12,262	(73,092)	74,101	(144,358)	(461,816)
Attributable to:	下列人士應佔：					
Equity holders of the Company	本公司權益持有人	12,262	(72,960)	79,091	(141,853)	(461,816)
Minority interests	少數股東權益	–	(132)	(4,990)	(2,505)	–
		12,262	(73,092)	74,101	(144,358)	(461,816)
		At 31st March, 於三月三十一日				
		2005	2006	2007	2008	2009
		二零零五年	二零零六年	二零零七年	二零零八年	二零零九年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Total assets	總資產	478,513	1,401,214	3,382,100	3,360,993	3,581,370
Total liabilities	總負債	(229,709)	(955,381)	(1,710,280)	(1,510,816)	(1,572,134)
		248,804	445,833	1,671,820	1,850,177	2,009,236
Equity attributable to equity holders of the Company	本公司權益持有人應佔股本	248,804	445,017	1,621,639	1,842,998	2,002,051
Minority interests	少數股東權益	–	816	50,181	7,179	7,185
		248,804	445,833	1,671,820	1,850,177	2,009,236

# SCHEDULE OF PRINCIPAL PROPERTIES

## 主要物業附表

ITC PROPERTIES GROUP LIMITED 德祥地產集團有限公司

Location 地點	Approximate gross floor area 概約建築面積 (Sq. ft.) (平方呎)	Use 用途	Stage of completion 完成階段	Group's ownership 本集團 之所有權
<b>PROPERTIES HELD FOR SALE</b>		<b>持作銷售物業</b>		
First floor, 9C, 10C, 22B, 22C, 23C, 25C Talon Tower 38 Connaught Road West Hong Kong 位於香港干諾道西38號達隆名居之一樓 9C、10C、22B、22C、23C及25C	8,275	Commercial and residential 商業及住宅	Completed 已落成	100%
44 residential units at Edificio Comercial Zhu Kuan Mansion, Avenida Xian Xing Hai nos. 81-121, Rua de Londres nos. 148-254, Avenida do Governador Jaime Silverio Marques nos. 80-120 and Rua de Madrid nos. 147-225, 位於澳門冼星海大馬路81-121號， 倫敦街148-254號， 馬濟時總督大馬路80-120號及 馬德理街147-225號 珠江大廈之44個住宅單位	57,432	Residential 住宅	Completed 已落成	100%
15 residential units and 15 car parking spaces Pearl on the Lough, Ilha da Taipa, junto a Estrada Nordeste da Taipa Aterro da Baia de Pac On, Macau 位於澳門氹仔北安灣 P05地段海明灣畔1座 之15個住宅單位 及15個停車位	37,097	Residential 住宅	Completed 已落成	100%
Shop Space on G/F, Cockloft and the Whole of Front Terrace, Flat A on 1/F and Flat Roof, Flat B on 1/F and Flat Roof, Flats A and B on 2/F, Flats A and B on 3/F, Flats A and B on 4/F, Flat A on 5/F and Portion A of the Main Roof, No. 7 Moreton Terrace, Hong Kong 香港摩頓臺7號地下商舖、閣樓及 整個前園、一樓A室及平台、一樓B室 及平台、二樓A及B室、三樓A及B室、 四樓A及B室、五樓A室及主要天台A部分	8,781	Residential 住宅	Completed 已落成	100%
Nos. 19 - 21 Shelter Street, Hong Kong 香港信德街19-21號	16,300	Residential 住宅	Completed 已落成	100%
<b>PROPERTIES UNDER DEVELOPMENT</b>		<b>發展中物業</b>		
Nos. 703 and 705 Nathan Road, Kowloon 九龍彌敦道703及705號	29,000 (Gross site area approximately 2,432 sq. ft.) (地盤面積：約2,432平方呎)	Retailing 零售	Undergoing demolition 清拆中	100%
Junto Atewo Da Conçudia Estrada De Seac Pai Van Lote "A" to "O". S. Francisco Xavier Colraue, Macao 位於澳門路環聖方濟各堂區A地段至O地段 石排灣馬路聯生填海區	8,000,000 (Gross site area approximately 600,000 sq. ft.) (地盤面積：約600,000平方呎)	Residential, Commercial and Hotel 住宅、商業及酒店	Planning 計劃中	35.5%



德祥地產集團有限公司  
**ITC PROPERTIES GROUP LIMITED**

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