



**KARCE INTERNATIONAL HOLDINGS COMPANY LIMITED**  
**泰 盛 實 業 集 團 有 限 公 司**

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

Stock Code 股份代號: 1159

Annual Report 2009 年報



# CONTENTS

## 目錄

Corporate Information	公司資料	2
Financial Highlights	財務摘要	4
Chairman's Statement	主席報告	5
Management Discussion and Analysis	管理層回顧及業績分析	9
Corporate Governance Report	企業管治報告書	16
Directors' Profiles	董事簡介	25
Directors' Report	董事會報告書	29
Independent Auditors' Report	獨立核數師報告	39
Consolidated Statement of Comprehensive Income	綜合全面損益表	45
Consolidated Statement of Financial Position	綜合財務狀況表	47
Consolidated Statement of Changes in Equity	綜合權益變動表	49
Consolidated Statement of Cash Flows	綜合現金流量表	51
Notes to the Consolidated Financial Statements	綜合財務報表附註	54
Financial Summary	財務總表	160

### DIRECTORS

#### Executive Directors

- Mr. Tong Shek Lun  
(Chairman and Managing Director)  
(resigned on 2 March 2009)
- Mr. Chim Kim Lun, Ricky  
(appointed as Chairman and Managing Director on  
2 March 2009 and resigned on 16 April 2009)
- Mr. Sun Ying Chung  
(appointed as Chairman and Managing Director on  
16 April 2009)
- Mr. Cheng Kwok Hing, Andy  
(resigned on 22 April 2009)
- Mr. Chan Sung Wai  
(appointed on 16 April 2009)
- Mr. Wong King Lam, Joseph  
(appointed on 12 October 2009)

#### Non-executive Directors

- Mr. Lee Kwok Leung  
Mr. Yang Yiu Chong, Ronald Jeffrey

#### Independent non-executive Directors

- Mr. Sun Yaoquan  
(resigned on 1 February 2009)
- Mr. Goh Gen Cheung  
(resigned on 9 February 2009)
- Mr. Wan Hon Keung  
(resigned on 31 December 2009)
- Mr. Tse Yuk Kong  
(appointed on 2 March 2009 and resigned on 28 April 2009)
- Mr. Lum Pak Sum  
(appointed on 28 April 2009)
- Mr. Chan Siu Wing, Raymond  
(appointed on 2 April 2009 and resigned on 7 April 2010)
- Mr. Ho Lic Ki  
(appointed on 14 January 2010 and resigned on 9 April 2010)
- Mr. Law Chun Choi  
(appointed on 22 April 2010)
- Mr. Mak Ka Wing, Patrick  
(appointed on 22 April 2010)

### COMPANY SECRETARY

- Mr. Kwong Ping Man  
(resigned on 12 January 2009)
- Ms. Tang Lo Nar, Luler  
(appointed on 12 January 2009 and resigned on 1 April 2010)
- Mr. Cheng Mei Chau  
(appointed on 1 April 2010)

### 董事

#### 執行董事

- 唐錫麟先生  
(主席兼董事總經理)  
(於二零零九年三月二日辭任)
- 詹劍崙先生  
(於二零零九年三月二日獲委任為主席兼董事  
總經理並已於二零零九年四月十六日辭任)
- 辛衍忠先生  
(於二零零九年四月十六日  
獲委任為主席兼董事總經理)
- 鄭國興先生  
(於二零零九年四月二十二日辭任)
- 陳崇煒先生  
(於二零零九年四月十六日獲委任)
- 黃景霖先生  
(於二零零九年十月十二日獲委任)

#### 非執行董事

- 李國樑先生  
楊耀宗先生

#### 獨立非執行董事

- 孫耀全先生  
(於二零零九年二月一日辭任)
- 葛根祥先生  
(於二零零九年二月九日辭任)
- 溫漢強先生  
(於二零零九年十二月三十一日辭任)
- 謝旭江先生  
(於二零零九年三月二日  
獲委任並已於二零零九年四月二十八日辭任)
- 林栢森先生  
(於二零零九年四月二十八日獲委任)
- 陳兆榮先生  
(於二零零九年四月二日  
獲委任並已於二零一零年四月七日辭任)
- 何力驥先生  
(於二零一零年一月十四日  
獲委任並已於二零一零年四月九日辭任)
- 羅進財先生  
(於二零一零年四月二十二日獲委任)
- 麥家榮先生  
(於二零一零年四月二十二日獲委任)

### 公司秘書

- 鄺炳文先生  
(於二零零九年一月十二日辭任)
- 鄧露娜女士  
(於二零零九年一月十二日  
獲委任並已於二零一零年四月一日辭任)
- 鄭美洲先生  
(於二零一零年四月一日獲委任)

# CORPORATE INFORMATION

## 公司資料

### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Suite 3404, 34th Floor  
Bank of America Tower  
12 Harcourt Road, Central  
Hong Kong

### AUDITORS

HLB Hodgson Impey Cheng  
Chartered Accountants  
Certified Public Accountants

### BERMUDA PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Butterfield Corporate Services Limited  
Rosebank Centre  
11 Bermudiana Road  
Pemborke  
Bermuda

### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

### PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited  
Bank of China Limited  
Hang Seng Bank Limited  
The Hongkong and Shanghai Banking Corporation Limited  
Chong Hing Bank Limited

### WEBSITE

<http://www.aplushk.com/clients/1159>

### 總辦事處及主要營業地點

香港  
中環夏慤道12號  
美國銀行中心  
34樓3404室

### 核數師

國衛會計師事務所  
英國特許會計師  
香港執業會計師

### 百慕達主要股份過戶登記處

Butterfield Corporate Services Limited  
Rosebank Centre  
11 Bermudiana Road  
Pemborke  
Bermuda

### 股份過戶登記香港分處

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

### 主要往來銀行

中國銀行(香港)有限公司  
中國銀行股份有限公司  
恒生銀行有限公司  
香港上海滙豐銀行有限公司  
創興銀行有限公司

### 網址

<http://www.aplushk.com/clients/1159>

# FINANCIAL HIGHLIGHTS

## 財務摘要

(In Hong Kong thousand dollars, except per share data)

(除每股股份之數據外均以千港元呈列)

For the year ended 31 December	截至十二月三十一日止年度	2009 二零零九年	2008 二零零八年
<b>DATA OF CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME</b>	<b>綜合全面損益表數據</b>		
<b>Continuing Operation</b>	<b>持續經營業務</b>		
Revenue	收益	<b>43,485</b>	70,681
Loss for the year	本年度虧損	<b>(587,120)</b>	(77,012)
EBITDA excluding a gain on fair value change of derivative financial instruments, impairment losses on available-for-sale investment	EBITDA (不包括衍生金融工具公平值變動收益、可供出售投資之減值虧損)	<b>(538,529)</b>	(44,143)
Loss from both continuing and discontinued operations	來自持續經營業務及終止經營業務之虧損	<b>(585,670)</b>	(169,728)
		<b>HK cents</b> 港仙	HK cents 港仙
Loss per share – basic	每股虧損—基本		
From continuing operation	來自持續經營業務	<b>(83.92)</b>	(12.08)
From continuing and discontinued operations	來自持續經營業務及終止經營業務	<b>(83.71)</b>	(26.62)
Proposed final dividend per share	擬派每股末期股息	–	–
		<b>2009</b> 二零零九年	2008 二零零八年
<b>DATA OF CONSOLIDATED STATEMENT OF FINANCIAL POSITION</b>	<b>綜合財務狀況表數據</b>		
Bank balances and cash	銀行結存及現金	<b>25,544</b>	1,609
Net current assets	流動資產淨值	<b>41,042</b>	190,409
Total net (liabilities)/assets/Shareholders' funds	總(負債)/資產淨值/股東資金	<b>(255,849)</b>	253,270
Current ratio	流動比率	<b>9.6</b>	1.7
Quick ratio	速動比率	<b>9.6</b>	1.7

# CHAIRMAN'S STATEMENT

## 主席報告

### Dear shareholders,

On behalf of the board ("Board") of directors (the "Directors") of Karce International Holdings Company Limited (the "Company"), together with its subsidiaries (the "Group"), I present herewith to the shareholders of the Group the annual report and audited consolidated results of the Group for the year ended 31 December 2009.

### RESULTS OF THE YEAR

The year ended 31 December 2009 was the most difficult year the Group had witnessed since its establishment, owing to continuous increase in production cost and significant decline in the selling prices of conductive silicon rubber keypads and electronic products such as electronic learning machines and electronic educational game products. After taking over the business of the Group, the current management conducted a full review of the Group's overall performance and investments. The management believed that a drastic overhaul of the Group's operations is necessary to safeguard the maximum interest of the shareholders. As such, the Group disposed of the electronic products business and conductive silicon rubber keypads manufacturing business on 26 February 2009 and 30 December 2009 respectively, to improve the overall operation of the Group.

For the year ended 31 December 2009, the consolidated revenue contributed from continuing operations (i.e. conductive silicon rubber keypads trading business and liquid crystal on silicon ("LCoS") television business of the Group amounted to approximately HK\$43,485,000 (2008: HK\$70,681,000).

### 致各股東：

本人謹代表泰盛實業集團有限公司（「本公司」，連同其附屬公司統稱「本集團」）董事（「董事」）會（「董事會」）向各股東提呈本集團截至二零零九年十二月三十一日止年度之年度報告及經審核綜合業績。

### 本年度業績

截至二零零九年十二月三十一日止年度本集團面對成立以來最困難的一年，原因在於生產成本持續攀升及導電硅橡膠按鍵及電子學習機、電子教育遊戲產品等電子產品的售價大幅下調。現行管理層接管集團的業務後，全面檢討其整體業務表現和各項投資。基於保障股東最大利益的前提，管理層認為有必要對集團的業務作大刀闊斧的調整。本集團分別於二零零九年二月二十六日及二零零九年十二月三十日出售電子產品業務及導電硅橡膠按鍵生產業務，以改善本集團的整體營運情況。

截至二零零九年十二月三十一日止年度，持續經營業務（即導電硅橡膠按鍵貿易業務及LCoS電視業務）貢獻本集團綜合收益約為43,485,000港元（二零零八年：70,681,000港元）。

# CHAIRMAN'S STATEMENT

## 主席報告

While the Group endeavored to improve operational efficiency and reduce cost, the cost of major raw materials such as rubber and plastic surged. However, the Group was not able to raise the price of its products to shift the extra costs to customers. As a result, the Group's continuing operations reported a gross loss of HK\$10,558,000 for the year (2008 gross loss: HK\$29,931,000).

The Group proposed to acquire a LCoS television business in 2008 through the acquisition of Pacific Choice Holdings Limited ("Pacific Choice"). However, the plan for developing LCoS television business had been put off, due to a pledge created on key manufacturing machineries that should be transferred from the vendor had not been discharged on 15 January 2010 (12 months after the completion of the acquisition of Pacific Choice). As a result, the production and sales plan of the Suzhou plant and LCoS televisions had not been realised. Moreover, the management of the Suzhou plant had never complied with the request of the Company concerning its operation and production. In light of this, the Board acknowledged at a board meeting held on 20 April 2010 that the results of the PRC subsidiary which carried out the LCoS television business shall be treated as having been deconsolidated from that of the Group with effect from 1 December 2009. The Group reported a net loss on deconsolidation of subsidiaries of HK\$602,806,000 for the year ended 31 December 2009.

Accordingly, the Group recorded a loss attributable to the Company's shareholders of approximately HK\$585,670,000 for the year ended 31 December 2009 (loss for the year 2008: HK\$169,728,000). Loss per share from continuing operations and discontinued operations was approximately HK83.71 cents (loss per share for the year 2008: HK26.62 cents)

### DIVIDEND

Based on the abovementioned performance, the Board has resolved not to recommend a final dividend for the year ended 31 December 2009 (2008: nil).

儘管本集團致力提升營運效率，削減成本，惟橡膠及塑料等主要原材料成本上漲，且無法透過提高產品售價將原材料成本增幅轉嫁客戶，以致年度內持續經營業務的毛損為10,558,000港元（二零零八年度毛損：29,931,000港元）。

於二零零八年，本集團建議透過收購Pacific Choice Holdings Limited（「Pacific Choice」）以發展LCoS電視業務，因賣方應予轉讓之關鍵設備的抵押延至二零一零年一月十五日（收購Pacific Choice完成後十二個月）仍未獲解除而擱置，蘇州廠房及LCoS電視之生產及銷售計劃未有實現。此外，蘇州廠房之管理層從未配合本公司有關其營運及生產之要求。鑑於上述情況，董事會於二零一零年四月二十日舉行之董事會會議上承認，自二零零九年十二月一日起，從事LCoS電視業務之中國附屬公司之業績須按不再綜合入本集團的業績內之方式處理。截至二零零九年十二月三十一日止年度，本集團錄得終止綜合附屬公司之虧損淨額約602,806,000港元。

因此，本集團截至二零零九年十二月三十一日止年度錄得本公司股權持有人應佔虧損約585,670,000港元（二零零八年度虧損：169,728,000港元）。來自持續經營業務及終止經營業務之每股虧損約83.71港仙（二零零八年度每股虧損：26.62港仙）。

### 股息

基於上述的業務表現，董事會議決不擬派發截至二零零九年十二月三十一日止年度之末期股息（二零零八年：零）。

### FUTURE PLANS AND PROSPECTS

Entering the second half of 2009, the overall economy was on its way to positive development, with the gradual return of consumer confidence and recovery of demand. However, the continued rise in costs poses a great challenge to the manufacturing industry as well as consumer trading industry in 2010, leading to anticipated intensified competition in conductive silicon rubber keypads market. In light of the uncertain outlook for 2010, the Group is cautious about its operations in the coming year.

The disposal of the conductive silicon rubber keypads manufacturing business and electronic products operation in 2009 will enable the Group to reduce net cash outflow and concentrate its resources in pursuing projects with better growth prospects. All these will improve the Group's financial position, as well as further optimize its continuing operations, thereby laying a foundation for the long-term development of the Group.

With respect to the LCoS television business, as mentioned earlier, because the pledge created on the machineries related to the production of LCoS televisions had not been discharged, the production and sales plan of the Suzhou plant and LCoS televisions had not been realized. As a result, the Group had missed the timing and opportunities. In view of the rapid technological advancement in the production of LCD televisions and plasma televisions, and a trend of replacement of old models with new ones, LCoS television's advantage in price and picture quality has diminished. Moreover, LCD televisions and plasma televisions have rapidly penetrated the global television market, while 3D television technology has become matured. The Group is of the opinion that it has missed the golden opportunity for launching LCoS televisions. At a Board meeting held on 20 April 2010 the Board resolved that the Company will negotiate with the vendors for a proposal to sell the LCoS television business back to the vendors, and subject to terms of the proposed disposal to be agreed, the convertible bonds and promissory notes issued to the vendors, as part of the consideration for the acquisition may be required to be cancelled.

### 未來計劃及展望

進入二零零九年下半年，消費者信心逐步恢復和需求復甦，整體經濟朝著較正面方向發展。然而，成本持續上升構成二零一零年製造業和消費貿易行業的一大挑戰，導電硅橡膠按鍵市場競爭預期進一步白熱化。鑑於二零一零年前景不明朗，本集團對未來一年業務持審慎的態度。

隨著導電硅橡膠按鍵生產業務及電子產品業務於二零零九年度已相繼出售將有利於本集團減少現金淨流出，並把資源集中於尋找前景較理想的項目，繼而改善本集團之財務情況，同時進一步優化持續經營業務。這些舉措預期可為本集團重建長遠發展的基礎。

至於LCoS電視業務方面，如前所述LCoS電視有關生產設備的抵押未獲解除，蘇州廠房及LCoS電視的生產及銷售計劃迄今未能實現，導致錯失時機。鑑於液晶電視機及等離子電視機在生產技術上飛躍發展，更新換代，LCoS電視在價格及畫面質素上的優勢不再明顯，加上液晶電視機及等離子電視機已迅速佔據環球電視機市場，3D立體電視技術已成熟，本集團認為，已錯過推出LCoS電視的最佳機遇。於二零一零年四月二十日舉行之董事會會議上，董事會議決本公司將與賣家協商將LCoS電視業務售回予賣方之建議，且根據將予協定之建議出售條款。作為部分收購代價而發行予賣方之可換股債券及承兌票據或須予以註銷。



# CHAIRMAN'S STATEMENT

## 主席報告

The existing continuing operations of the Group will continue to provide steady cash flow. The Group will exercise stringent cost control of its existing business and enhance its control over operating expenses and selling costs. Financially, the Group will strive to lower the gearing ratio, and maintain sufficient capital and a healthy financial position, in order to be in a better position to capture opportunities in the future.

In addition to maintaining stable operation of the existing trading business, the Group is actively exploring opportunities to achieve further business diversification, with an aim to broaden its revenue stream and earning base. The management realizes that resources related industry in mainland China and neighboring regions is rapidly growing to satisfy strong upstream demand in particular from various industries in mainland China. The Group is now conducting a preliminary study on investment in this area. The current management team possesses extensive investment and finance experience. The management is confident to utilize its professional knowledge to improve the overall efficiency of the Group and is committed to achieve satisfactory return for the shareholders.

### ACKNOWLEDGEMENTS

Finally, on behalf of the Board, I would like to express my sincere gratitude to the Directors and all the employees of the Group for their dedication. I would also like to thank our shareholders, suppliers, bankers and customers for their continuous support.

**Sun Ying Chung**

*Chairman*

28 April 2010

目前，本集團現有的業務將繼續提供穩定的現金流。本集團對現有業務將實施從緊的成本控制，加強對營運開支及銷售成本的監控。在財務上，本集團正致力降低資本負債比率，並保持充裕的資金和穩健的財務狀況，讓本集團更好地把握未來的商機。

在維持現有貿易業務穩定經營的同時，集團亦正積極尋求機遇，將該業務能有更多元化的發展，以擴闊收益來源和盈利基礎。管理層注意到在國內及周邊地區的資源性行業，正在迅速發展，以滿足特別是國內各類工業的旺盛上游需求。集團的管理層正朝這方面的投資進行初步探討。此外，集團的現行管理團隊具備豐富投資和財務經驗，有信心致力發揮專業知識，提升集團的整體效益，爭取為股東實現合理的回報。

### 致謝

最後，對於本集團董事及全體員工盡忠職守，本人謹代表董事會致以深切謝意。此外，就各股東、供應商、往來銀行及客戶對本集團不斷支持，本人謹此致謝。

**辛衍忠**

*主席*

二零一零年四月二十八日

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層回顧及業績分析

### SEGMENTAL ANALYSIS

#### Conductive Silicon Rubber Keypads

The popularity of electronic devices, such as mobile phones and audio visual products, continued to drive the growth of demand for conductive silicon rubber keypads. However, industry competition remained severe during the year under review as a result of over production of keypads, leading to significant decline in the selling prices.

The adverse operating environment had greatly affected the turnover of the Group's conductive silicon rubber keypads business for the year ended 31 December 2009, which amounted to approximately HK\$43,485,000, representing a decrease of approximately 38.5 percent from HK\$70,681,000 of the previous year. In the face of the difficult market environment, the Group continued to exercise stringent cost control and improved operational efficiency. For the year 2009, the Group succeeded in narrowing the segment loss to approximately HK\$21,701,000 from approximately HK\$43,766,000 in 2008.

The Group's conductive silicon rubber keypads business involved both manufacturing and trading activities. In late 2009, the Group decided to dispose the entire manufacturing operation after considering its continued loss-making performance. The disposal was completed on 30 December 2009 and the Group realised a gain on disposal of approximately HK\$19,018,000.

Following the completion of the disposal of the manufacturing operation, the Group continues to engage in the trading business of conductive silicon rubber keypads. In view of increasingly fierce competition in the market, the Group anticipates further decline in the selling prices. With a prudent financial management and seasoned experience in trading operations, the Group is confident in weathering any possible challenges ahead and will continue to explore ways to improve operational efficiency of this segment.

### 分部分析

#### 導電硅橡膠按鍵

電子設備（如流動電話及影音產品）之受歡迎程度持續推動導電硅橡膠按鍵之需求增長。然而，回顧年度內按鍵之生產過剩令業內競爭依然嚴峻，從而導致售價大幅下降。

經營環境欠佳，對本集團截至二零零九年十二月三十一日止年度之導電硅橡膠按鍵業務之營業額產生重大影響。營業額約為43,485,000港元，較上一年度之70,681,000港元減少約38.5%。在艱難之市場環境下，本集團持續實施嚴格成本控制並提高營運效率。於二零零九年，本集團成功將分部虧損由二零零八年約43,766,000港元縮減至約21,701,000港元。

本集團之導電硅橡膠按鍵業務涉及製造及貿易活動。於二零零九年末期，本集團經考慮製造業務之持續虧損表現後決定出售整個業務。有關出售已於二零零九年十二月三十日完成及本集團變現出售收益約19,018,000港元。

緊隨出售製造業務完成後，本集團繼續從事導電硅橡膠按鍵之買賣業務。隨着市場競爭日益激烈，本集團預期售價進一步下跌。憑藉審慎財務管理及貿易業務之熟練經驗，本集團對適應未來任何可能挑戰充滿信心，並將繼續探索改善該分部經營效率之方式。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層回顧及業績分析

### Electronic products

On 26 February 2009, the Group completed the disposal of its entire interest in electronic products operation for a consideration of HK\$250,000,000. The decision to dispose the electronic products business was made after taking into account the squeezed profit margin and rising production costs of this operation as well as the alternate investment opportunities provided for with the use of proceeds from the disposal of this business.

During the year under review, the Group realised a gain on the disposal of the electronic products business of HK\$90,828,000 and, prior to the disposal, revenue and operating profit of HK\$90,787,000 (2008 full year: HK\$512,847,000) and HK\$5,171,000 (2008 full year: an operating loss of HK\$8,951,000) respectively.

### LCoS Television

In mid 2008, the Group announced its plan to expand into production and distribution of liquid crystal on silicon ("LCoS") television through the acquisition of the entire issued share capital of Pacific Choice Holdings Limited ("Pacific Choice"), which included the patents ("TMDC Sale Patents") and machineries ("TMDC Sale Machineries") required for the production of LCoS televisions, enlarged display units and related components. The acquisition was completed on 15 January 2009.

During the year under review, the production plan of LCoS at the Suzhou plant was put off, as the pledge created on TMDC Sale Machineries had not been discharged and the transfer of ownership of the TMDC Sale Machineries could not be completed. Moreover, the management of the Suzhou plant had never complied with the request of the Company concerning its operation and production. In light of this, the Board acknowledged at a meeting held on 20 April 2010 that the results of the PRC subsidiary which carried out the LCoS television business shall be treated as having been de-consolidated from that of the group with effect from 1 December 2009. As a result, the Group reported a net loss on deconsolidation of subsidiaries of HK\$602,806,000 for the year ended 31 December 2009.

### 電子產品

於二零零九年二月二十六日，本集團完成出售電子產品業務之全部權益，代價為250,000,000港元。出售電子產品業務之決定乃經考慮緊縮之邊際利潤及此業務之產品成本上升以及出售此業務之所得款項用途提供替代投資機會後作出。

於回顧年度，本集團變現出售電子產品業務之收益為90,828,000港元，而於出售事項前，收益及經營溢利分別為90,787,000港元（二零零八年全年：512,847,000港元）及5,171,000港元（二零零八年全年：經營虧損為8,951,000港元）。

### LCoS電視

於二零零八年中期，本集團宣佈其計劃，以透過收購Pacific Choice Holdings Limited（「Pacific Choice」）之全部已發行股本拓展至生產及分銷硅液晶體（「LCoS」）電視，這包括生產LCoS電視所需之專利（「TMDC銷售專利」）及機器（「TMDC銷售機器」）、擴大顯示器及有關元件。收購事項於二零零九年一月十五日完成。

於回顧年度，蘇州廠之LCoS生產計劃被推遲，原因為就TMDC銷售機器建立之抵押並無被解除，故而TMDC銷售機器所有權之轉讓無法完成。此外，蘇州廠房之管理層從未配合本公司有關其營運及生產之要求。鑑於上述情況，董事會於二零一零年四月二十日舉行之董事會會議上承認，自二零零九年十二月一日起，從事LCoS電視業務之中國附屬公司之業績須按不再綜合入本集團的業績內之方式處理。因此，截至二零零九年十二月三十一日止年度，本集團錄得終止綜合附屬公司之虧損淨額約602,806,000港元。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層回顧及業績分析

In view of the delay of the production plan and rapid advancement in television technology, the Group will negotiate with the vendors for a proposal to sell the LCoS television business back to the Vendors, and subject to the terms of the proposed disposal to be agreed the convertible bonds and promissory notes issued to the vendors as part of the consideration for the acquisition may be required to be cancelled.

### Available-for-sale investment

The Group has become a shareholder of KFE Japan since 1 October 2008 by subscribing, through a subsidiary, for the KFE Japan subscription shares ("KFE Japan Subscription Shares") as part of the consideration for the disposal of the Group's printed circuit board business in 2008. The value of KFE Japan Subscription Shares is accounted for as the Group's available-for-sale investment.

Listed on the Nagoya Stock Exchange, KFE Japan is principally engaged in the development, trading and manufacture of electronic products in Japan.

The Group's available-for-sale investment is measured at fair value at each end of the reporting period, which exposes the Group to equity security price risk. As such, the Group regularly reviews the value of the available-for-sale investment and will consider adequate impairment to be made when necessary.

The value of KFE Japan Subscription Shares has been decreasing because of the global financial tsunami. Fair value change of approximately HK\$2,030,000 was recorded in equity for year ended 31 December 2009, and on 30 December 2009 the Group disposed the subsidiary which held the KFE Japan Subscription Shares.

鑑於生產計劃延遲及電視技術之快速進步，本集團將與賣方協商將LCoS電視業務售回予賣方之建議，而根據將予協定之建議出售條款，作為部分收購代價而發行予賣方之可換股債券及承兌票據或須予以註銷。

### 可供出售投資

本集團透過一間附屬公司認購KFE Japan認購股份（「KFE Japan認購股份」），自二零零八年十月一日起成為KFE Japan之股東，作為本集團於二零零八年出售印製電路板之部分代價。KFE Japan認購股份之價值將入賬列作本集團之可供出售投資。

KFE Japan在名古屋證券交易所上市，主要於日本從事電子產品開發、貿易及製造業務。

本集團之可供出售投資按各報告期末之公平值計量，使本集團承受股本證券價格風險。故此，董事將定期檢討可供出售投資之價值，並將於必要時考慮作出足夠之減值。

KFE Japan認購股份亦由於全球經濟海嘯而持續減少。截至二零零九年十二月三十一日止年度，於權益中錄得公平值變動約2,030,000港元，而於二零零九年十二月三十日，本集團出售持有KFE Japan認購股份之附屬公司。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層回顧及業績分析

### CAPITAL STRUCTURE

The Group had a deficiency in shareholder's fund of approximately HK\$255,849,000 (2008: net assets of approximately HK\$253,270,000). As at 31 December 2009, the short term and long term interest bearing debts to shareholders' equity was nil (2008: approximately nil).

As announced by the Group on 20 January 2009, the Group entered into Subscription Agreements with each of the subscribers for the subscription of 50,000,000 new shares for a total consideration of HK\$5,000,000 at the subscription price of HK\$0.10 per Subscription Share.

The Subscription Shares of 50,000,000 new shares represent about 7.66% of the then existing issued share capital of the Group and about 7.12% of the enlarged share capital of the Group immediately after Subscription. The Subscription Shares were issued under the General Mandate and rank equally among themselves and with the then existing shares.

The Directors believe that the above fund raising exercise provides an opportunity to broaden the shareholder base and strengthen its capital base and financial position for its future business developments. Further, the Group considers that the Subscription is currently a preferred method of fund raising as compared with other equity fund raising exercises based on time and costs involved. The Group used the net proceeds of the Subscription as general working capital of the Group.

### 股本結構

本集團股東資金虧絀約為255,849,000港元(二零零八年:資產淨額約為253,270,000港元)。於二零零九年十二月三十一日,短期及長期計息債項佔股東資金為零(二零零八年:約為零)。

如二零零九年一月二十日之公佈所述,本集團與各認購人訂立認購協議,以按認購價每股認購股份0.10港元認購50,000,000股新股份,總代價為5,000,000港元。

相當於50,000,000股新股份之認購股份佔本集團當時現有已發行股本約7.66%及佔本集團於緊隨認購事項後之經擴大股本約7.12%。認購股份將根據一般授權發行,並將各自及與當時現有股份享有同等權利。

董事相信上述集資活動為擴闊股東基礎、加強其資本基礎及財政狀況以助未來業務發展之良機。此外,本集團認為,目前就時間及成本而言,認購事項相比其他股本集資活動為較理想之集資方法。本集團會將認購事項之所得款項淨額用作本集團之一般營運資金。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層回顧及業績分析

### Liquidity and Financial Resources

The Group generally finances its operation by internally generated cash flow and banking facilities provided by its bankers.

Prudent financial management and selective investment criteria have enabled the Group to maintain a strong financial position. As at 31 December 2009, the Group's fixed deposits and cash balances increased to approximately HK\$25,544,000 (2008: approximately HK\$1,609,000).

In 2009, the current ratio was approximately 9.6 (2008: approximately 1.7) based on current assets of approximately HK\$41,042,000 and current liabilities of approximately HK\$4,257,000 and the quick ratio was approximately 9.6 (2008: approximately 1.7).

### Material Acquisition and Disposals during the year

On 23 May 2008, the Group announced the investment in the production and distribution of LCoS televisions through the acquisition of the entire issued share capital of Pacific Choice. The acquisition was completed on 15 January 2009.

On 23 May 2008, the Group announced the disposal of the electronic products business, the disposal of which was completed on 26 February 2009. The financial results of the disposed electronic products segment for the period from 1 January 2009 to 26 February 2009 are presented under discontinued operations.

On 14 December 2009 the Group announced the disposal of the conductive silicon rubber keypads manufacturing operation. The disposal was completed on 30 December 2009.

### 流動資金及財政資源

本集團一般以內部產生之現金及其往來銀行提供之銀行信貸為其業務提供資金。

審慎理財及選擇性投資，令本集團之財政狀況維持穩健。於二零零九年十二月三十一日，本集團之定期存款及現金結存增加至約25,544,000港元（二零零八年：約1,609,000港元）。

於二零零九年，流動比率約為9.6（二零零八年：約1.7），此乃按流動資產約41,042,000港元及流動負債約4,257,000港元之基準計算，而速動比率則約為9.6（二零零八年：約1.7）。

### 年內重大收購及出售事項

於二零零八年五月二十三日，本集團宣佈透過收購 Pacific Choice 之全部已發行股本投資於 LCoS 電視之生產及分銷業務。收購事項已於二零零九年一月十五日完成。

此外，本集團亦於二零零八年五月二十三日宣佈出售電子產品業務。出售事項已於二零零九年二月二十六日完成。已出售電子產品分部於二零零九年一月一日至二零零九年二月二十六日止期間之財務業績已入賬列為終止經營業務。

於二零零九年十二月十四日，本集團宣佈出售導電硅橡膠按鍵製造業務。出售事項已於二零零九年十二月三十日完成。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層回顧及業績分析

### FOREIGN EXCHANGE RISK MANAGEMENT

Most of the Group's assets and liabilities, revenues and expenditure are denominated in Hong Kong dollars, the United States dollars and the Renminbi. It is the Group's policy to adopt a conservative approach on foreign exchange exposure management. However, the Group will continue to monitor its foreign exchange exposure and market conditions to determine if any hedging is required. The Group generally finances its operation with internal resources and bank facilities provided by the banks in Hong Kong.

As a measure of additional prudence, the Group uses different low-risk derivative instruments to manage its exposure to foreign currency risks on the receivables and payables.

There are no outstanding derivative instruments as at 31 December 2009.

The exposure to foreign currency of the Group mainly arose from the net cash flow and the net working capital translation of its PRC subsidiaries. The management of the Group will actively hedge the foreign currency exposures through natural hedges, forward contracts and options. Speculative currency transactions are strictly prohibited. The management of currency risk is centralised in the headquarters of the Group in Hong Kong.

Apart from the above, most of the Group's assets and liabilities, revenues and expenditure are either denominated in Hong Kong dollars, the United States dollars and the Renminbi. Therefore, the Directors consider the exposure risk to foreign currency fluctuations is minimal.

### 外匯風險管理

本集團大部份之資產及負債、收益及開支乃以港元、美元及人民幣結算。採用保守方法管理外匯風險乃本集團之政策。然而，本集團將繼續監控其外匯風險及市場狀況，以確定是否需要採取對沖措施。本集團一般以內部資源及香港銀行所提供之銀行融資作為營運所需資金。

作為提供額外保障之措施，本集團使用多項低風險衍生工具管理其應收款項和應付款項之外幣風險。

本集團於二零零九年十二月三十一日並無尚未到期之衍生工具。

本集團之外匯風險主要來自其在中國之附屬公司的淨現金流量及淨營運資金換算。本集團之管理層將透過自然對沖、遠期合約及期權積極對沖外匯風險。本集團嚴禁進行投機性貨幣交易。貨幣風險由香港總公司統一管理。

除上述者外，本集團大部份之資產及負債、收益及支出乃以港元、美元及人民幣計值。因此，董事認為本集團所承受之外匯波動風險實屬微不足道。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層回顧及業績分析

### Employees and Remuneration Policies

As at 31 December 2009, the Group employed approximately 871 full time employees, out of which approximately 9 were based in Hong Kong and approximately 862 were based in the PRC. Total staff cost incurred for continuing operations (including directors' remuneration and excluding equity settled share-based payment expenses) was HK\$3,877,704 and decrease by 89% as compared to HK\$35,199,000 in 2008. The Group remuneration policies are primarily based on prevailing market salary levels and the performance of the respective companies and individuals concerned. Employees may also participate in the share option scheme of the Group.

### Contingent Liability

At 31 December 2009, the Group had no significant contingent liability.

### 僱員及酬金政策

於二零零九年十二月三十一日，本集團僱用約871名全職僱員，其中約9名駐於香港，而約862名駐於內地。就持續經營業務產生之僱員成本總額（包括董事薪酬但不包括按股本結算以股份為基礎之款項開支）為3,877,704港元，較二零零八年之35,199,000港元減少89%。本集團之薪酬政策主要根據現時之市場薪酬水平，以及各公司及員工個別之表現為基準釐定。僱員亦可參與本集團之認購股權計劃。

### 或然負債

於二零零九年十二月三十一日，本集團並無任何重大或然負債。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告書

### CORPORATE GOVERNANCE PRACTICES

The Company has established a formal and transparent procedure to protect the interests of the shareholders of the Company. The Company regularly reviews the corporate governance procedures and developments of the Company. The Company applied the principles and complied with all the code provisions as set out in the Code on Corporate Governance Practices contained in Appendix 14 to the Rules (the "Listing Rules") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") throughout the period under review, except that:

Under the code provision A.2.1, the roles of chairman and chief executive officer ("CEO") of the Company should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and CEO of the Company should be clearly established and set out in writing. The roles of the chairman and the CEO of the Company was not separated and was performed by the same individual, Mr. Tong Shek Lun throughout 2008 till 2 March 2009. Mr. Chim Kim Lun, Ricky succeeded the roles of chairman and CEO following Mr. Tong's resignation on 2 March 2009. Mr. Sun Ying Chung further succeeded the roles of chairman and CEO following Mr. Chim's resignation on 16 April 2009.

The Directors meet regularly to consider major matters affecting the operations of the Group. The Directors consider that this structure will not impair the balance of power and authority between the Directors and the management of Company and believes that this structure will enable the Group to make and implement decisions promptly and efficiently.

### DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding Directors' securities transactions on terms no less exacting than the required standard of dealings as set out in Appendix 10 to the Listing Rules. Having made specific enquiry of all Directors, the Directors have complied with such code of conduct and the required standard of dealings and its code of conduct regarding securities transactions by the Directors throughout the year ended 31 December 2009.

### 企業管治常規

本公司已設立正式並具透明度之程序以保障本公司股東之利益。本公司定期檢討本公司之企業管治程序及發展。於回顧期間，本公司已應用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所載企業管治常規守則所列之原則並遵守所有守則條文，惟以下者除外：

根據守則條文第A.2.1條，本公司主席與行政總裁（「行政總裁」）之角色應有區分，並不應由一人同時兼任。本公司主席與行政總裁之間職責之分工應清楚界定並以書面列載。於整個二零零八年直至二零零九年三月二日期間，本公司之主席與行政總裁之角色並無區分，乃由唐錫麟先生一人兼任。繼唐先生於二零零九年三月二日辭任後，詹劍崙先生接任主席兼行政總裁，而辛衍忠先生則繼詹先生於二零零九年四月十六日辭任後進一步接任主席兼行政總裁。

董事定期會面以考慮影響本集團營運之重大事項。董事認為此組織結構將不會損害董事與本公司管理層之間的權力及職權平衡，並相信此組織結構將可令本集團迅速及有效率地作出和落實決定。

### 董事之證券交易

本公司已採納條款不遜於上市規則附錄10所載交易規定標準之董事進行證券交易之行為守則。經向全體董事作出特定查詢後，各董事於截至二零零九年十二月三十一日止年度已一直遵守該等行為守則及交易規定標準以及其董事進行證券交易之行為守則。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告書

### BOARD OF DIRECTORS

During the year till the date of this report, the members of the board of Directors included:

#### Executive Directors

- Mr. Tong Shek Lun  
(Chairman and Managing Director)  
(resigned on 2 March 2009)
- Mr. Chim Kim Lun, Ricky  
(appointed as Chairman and Managing Director  
on 2 March 2009 and resigned on 16 April 2009)
- Mr. Sun Ying Chung  
(appointed as Chairman and Managing Director  
on 16 April 2009)
- Mr. Cheng Kwok Hing, Andy  
(resigned on 22 April 2009)
- Mr. Chan Sung Wai  
(appointed on 16 April 2009)
- Mr. Wong King Lam, Joseph  
(appointed on 12 October 2009)

#### Non-executive Directors

- Mr. Lee Kwok Leung  
Mr. Yang Yiu Chong, Ronald Jeffrey

#### Independent non-executive Directors

- Mr. Sun Yaoquan  
(resigned on 1 February 2009)
- Mr. Goh Gen Cheung  
(resigned on 9 February 2009)
- Mr. Wan Hon Keung  
(resigned on 31 December 2009)
- Mr. Tse Yuk Kong  
(appointed on 2 March 2009 and resigned on 28 April 2009)
- Mr. Lum Pak Sum  
(appointed on 28 April 2009)
- Mr. Chan Siu Wing, Raymond  
(appointed on 2 April 2009 and resigned on 7 April 2010)
- Mr. Ho Lic Ki  
(appointed on 14 January 2010 and resigned on 9 April 2010)
- Mr. Law Chun Choi  
(appointed on 22 April 2010)
- Mr. Mak Ka Wing, Patrick  
(appointed on 22 April 2010)

### 董事會

於本年度直至本報告日期，董事會成員包括：

#### 執行董事

- 唐錫麟先生  
(主席兼董事總經理)  
(於二零零九年三月二日辭任)
- 詹劍崙先生  
(於二零零九年三月二日  
獲委任為主席兼董事總經理，  
並已於二零零九年四月十六日辭任)
- 辛衍忠先生  
(於二零零九年四月十六日  
獲委任為主席兼董事總經理)
- 鄭國興先生  
(於二零零九年四月二十二日辭任)
- 陳崇煒先生  
(於二零零九年四月十六日獲委任)
- 黃景霖先生  
(於二零零九年十月十二日獲委任)

#### 非執行董事

- 李國樑先生  
楊耀宗先生

#### 獨立非執行董事

- 孫耀全先生  
(於二零零九年二月一日辭任)
- 葛根祥先生  
(於二零零九年二月九日辭任)
- 溫漢強先生  
(於二零零九年十二月三十一日辭任)
- 謝旭江先生  
(於二零零九年三月二日獲委任並已  
於二零零九年四月二十八日辭任)
- 林栢森先生  
(於二零零九年四月二十八日獲委任)
- 陳兆榮先生  
(於二零零九年四月二日獲委任並  
已於二零一零年四月七日辭任)
- 何力驥先生  
(於二零一零年一月十四日獲委任並已於  
二零一零年四月九日辭任)
- 羅進財先生  
(於二零一零年四月二十二日獲委任)
- 麥家榮先生  
(於二零一零年四月二十二日獲委任)

# CORPORATE GOVERNANCE REPORT

## 企業管治報告書

The board of Directors held several board meetings during the year ended 31 December 2009. Details of the attendance of the meetings of the board of Directors are as follows:

董事會於截至二零零九年十二月三十一日止年度內舉行多次全體董事會會議。董事會之會議出席詳情如下：

<b>Directors</b>	<b>董事</b>	<b>Attendance</b> 出席次數
<b>Executive Directors</b>		
Mr. Tong Shek Lun	唐錫麟先生	11/11
Mr. Chim Kim Lun, Ricky	詹劍崙先生	14/14
Mr. Cheng Kwok Hing, Andy	鄭國興先生	12/12
Mr. Sun Ying Chung	辛衍忠先生	7/7
Mr. Chan Sung Wai	陳崇煒先生	9/9
Mr. Wong King Lam, Joseph	黃景霖先生	4/4
<b>Non-executive Directors</b>		
Mr. Lee Kwok Leung	李國樑先生	5/5
Mr. Yang Yiu Chong, Ronald Jeffrey	楊耀宗先生	4/4
<b>Independent non-executive Directors</b>		
Mr. Sun Yaoquan (resigned on 1 February 2009)	孫耀全先生 (於二零零九年二月一日辭任)	0/0
Mr. Goh Gen Cheung (resigned on 9 February 2009)	葛根祥先生 (於二零零九年二月九日辭任)	1/1
Mr. Wan Hon Keung (resigned on 31 December 2009)	溫漢強先生 (於二零零九年十二月三十一日辭任)	13/13
Mr. Tse Yuk Kong (appointed on 2 March 2009 and resigned on 28 April 2009)	謝旭江先生 (於二零零九年三月二日獲委任並已 於二零零九年四月二十八日辭任)	2/2
Mr. Lum Pak Sum (appointed on 28 April 2009)	林栢森先生 (於二零零九年四月二十八日獲委任)	6/6
Mr. Chan Siu Wing, Raymond (appointed on 2 April 2009 and resigned on 7 April 2010)	陳兆榮先生 (於二零零九年四月二日獲委任並 已於二零一零年四月七日辭任)	6/6

# CORPORATE GOVERNANCE REPORT

## 企業管治報告書

Apart from the above regular board meetings of the year, the board of Directors will meet on other occasions when a board-level decision on a particular matter is required. The Directors receive details of agenda items for decision and minutes of committee meetings in advance of each board meeting. The board of Directors has reserved for its decision or consideration matters covering corporate strategy, annual and interim results, Directors' appointment, succession planning, risk management, major acquisitions, disposals and capital transactions, and other significant operational and financial matters. Major corporate matters that are specifically delegated by the board of Directors to the management include the preparation of annual and interim accounts for board approval before public reporting, execution of business strategies and initiatives adopted by the board of Directors, implementation of adequate systems of internal controls and risk management procedures, and compliance with relevant statutory requirements, rules and regulations.

### CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Under the code provision A.2.1, the roles of chairman and CEO should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and CEO of the Company should be clearly established and set out in writing. The roles of the chairman and the CEO of the Company was not separated and was performed by the same individual, Mr. Tong Shek Lun throughout 2008. Mr. Chim Kim Lun, Ricky succeeded the roles of chairman and CEO following Mr. Tong's resignation on 2 March 2009 where Mr. Sun Ying Chung took up the roles of chairman and CEO from Mr. Chim Kim Lun, Ricky on 16 April 2009. The Directors meet regularly to consider major matters affecting the operations of the Group. The Directors consider that this structure will not impair the balance of power and authority between the Directors and the management of Company and believes that this structure will enable the Group to make and implement decisions promptly and efficiently.

除本年度上述董事會定期會議外，董事會將於須就特定事項作出董事會層面之決定之其他情況下舉行會議。董事於每次董事會會議前取得議程項目及委員會會議記錄之詳情。董事會保留其對企業策略、全年及中期業績、董事委任、繼任計劃、風險管理、重大收購、出售及資本交易，以及其他重大營運及財務事宜之決策及審議權。董事會向管理層作出特定委託之主要企業事宜包括編製全年及中期賬目以於公開報告前供董事會批准、執行董事會採納之業務策略及新計劃、實行充分之內部監控制度及風險管理程序，以及遵守相關法例規定、規則及規例。

### 主席兼行政總裁

根據守則條文第A.2.1條，主席與行政總裁之角色應有區分，並不應由一人同時兼任。本公司主席與行政總裁之間職責之分工應清楚界定並以書面列載。於整個二零零八年，本公司之主席與行政總裁之角色並無區分，乃由唐錫麟先生一人兼任。繼唐先生於二零零九年三月二日辭任後，詹劍崙先生接任主席兼行政總裁，而辛衍忠先生則於二零零九年四月十六日接替詹劍崙先生出任主席兼行政總裁。董事定期會面以考慮影響本集團營運之重大事項。董事認為此組織結構將不會損害董事與本公司管理層之間的權力及職權平衡，並相信此組織結構將可令本集團迅速及有效率地作出和落實決定。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告書

### NON-EXECUTIVE DIRECTORS

Under the code provision A.4.1, the appointment of non-executive Directors should have been appointed for a specific term.

During the year ended 31 December 2009, the non-executive Directors were not appointed for any specific terms as they are subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the Company's by-laws.

### REMUNERATION OF DIRECTORS

Under the code provision B.1.1, the Company should establish a remuneration committee (the "Remuneration Committee") with specific written terms of reference which deal clearly with its authority and duties. The role and function of the Remuneration Committee include the determination of the specific remuneration packages of all executive Directors and senior management of the Company, including benefits in kind, pension rights and compensation payments, such as any compensation payable for loss or termination of their office or appointment, and make recommendations to the board of the remuneration of non-executive Directors.

During the year till the date of this report, members of the Remuneration Committee included:

- Mr. Tong Shek Lun (*Chairman*)  
(resigned on 2 March 2009)
- Mr. Goh Gen Cheung  
(resigned on 9 February 2009)
- Mr. Chim Kim Lun, Ricky  
(appointed on 2 March 2009 and resigned on 16 April 2009)
- Mr. Tse Yuk Kong  
(appointed on 2 March 2009 and resigned on 28 April 2009)
- Mr. Wan Hon Keung  
(resigned on 31 December 2009)
- Mr. Chan Siu Wing, Raymond  
(appointed on 2 April 2009 and resigned on 7 April 2010)
- Mr. Sun Ying Chung  
(appointed on 16 April 2009)
- Mr. Lum Pak Sum  
(appointed on 28 April 2009)
- Mr. Ho Lic Ki  
(appointed on 14 January 2010 and resigned on 9 April 2010)
- Mr. Law Chun Choi  
(appointed on 22 April 2010)
- Mr. Mak Ka Wing, Patrick  
(appointed on 22 April 2010)

### 非執行董事

根據守則條文第A.4.1條委任非執行董事須以等定任期予以委任。

截至二零零九年十二月三十一日止年度內，非執行董事並非按特定任期委任，因彼等須根據本公司之細則於本公司之股東週年大會上輪值退任並重選連任。

### 董事之薪酬

根據守則條文第B.1.1條，本公司應設立具有明確成文權責範圍之薪酬委員會（「薪酬委員會」）；有關權責範圍應清楚說明委員會之權限及職責。薪酬委員會之角色及職能包括釐定全體執行董事及本公司高級管理人員之特定薪酬待遇，包括實物利益、退休金權利及賠償金（包括喪失或終止職務或委任之賠償），並就非執行董事之薪酬向董事會提出建議。

於本年度直至本報告日期，薪酬委員會之成員包括：

- 唐錫麟先生（主席）  
（於二零零九年三月二日辭任）
- 葛根祥先生  
（於二零零九年二月九日辭任）
- 詹劍崙先生  
（於二零零九年三月二日獲委任並已於二零零九年四月十六日辭任）
- 謝旭江先生  
（於二零零九年三月二日獲委任並已於二零零九年四月二十八日辭任）
- 溫漢強先生  
（於二零零九年十二月三十一日辭任）
- 陳兆榮先生  
（於二零零九年四月二日獲委任並已於二零一零年四月七日辭任）
- 辛衍忠先生  
（於二零零九年四月十六日獲委任）
- 林栢森先生  
（於二零零九年四月二十八日獲委任）
- 何力驥先生  
（於二零一零年一月十四日獲委任並已於二零一零年四月九日辭任）
- 羅進財先生  
（於二零一零年四月二十二日獲委任）
- 麥家榮先生  
（於二零一零年四月二十二日獲委任）

# CORPORATE GOVERNANCE REPORT

## 企業管治報告書

Four meetings of the Remuneration Committee were held in 2009 to discuss remuneration related matters. Details of the attendance of the meetings of the Remuneration Committee are as follows:

薪酬委員會於二零零九年舉行四次會議，以討論薪酬相關事宜。薪酬委員會會議之出席詳情如下：

Members	成員	Attendance 出席次數
Mr. Tong Shek Lun	唐錫麟先生	0/0
Mr. Goh Gen Cheung	葛根祥先生	0/0
Mr. Chim Kim Lun, Ricky	詹劍崙先生	2/2
Mr. Sun Ying Chung	辛衍忠先生	3/3
Mr. Tse Yuk Kong	謝旭江先生	2/2
Mr. Wan Hon Keung	溫漢強先生	4/4
Mr. Chan Siu Wing, Raymond	陳兆榮先生	4/4
Mr. Lum Pak Sum	林栢森先生	2/2

The Remuneration Committee has considered and reviewed the existing terms of employment contracts of the executive Directors and appointment letters of the independent non-executive Directors with reference to the factors including salaries paid by comparable companies, time commitment and responsibilities of the Directors, employment conditions elsewhere in the Company and desirability of performance-based remuneration. The Remuneration Committee considers that the existing terms of employment contracts of the executive Directors and appointment letters of the independent non-executive Directors are fair and reasonable. Details of the emolument policy of the Directors are set out on page 37 of this report.

薪酬委員會已參照包括可比較公司所支付之薪金、董事付出之時間及職責、本公司其他職位之僱傭條件及應否按表現釐訂薪酬等因素，考慮及檢討執行董事聘用合約及獨立非執行董事委任函之現有條款。薪酬委員會認為執行董事聘用合約及獨立非執行董事委任函之現有條款屬公平合理。董事之酬金政策詳情載於本報告第37頁。

### AUDITORS' REMUNERATION

The Company's external auditors are HLB Hodgson Impey Cheng (the "Auditors"). The audit committee of the Group (the "Audit Committee") is responsible for considering the appointment of the external auditors and reviewing any non-audit functions performed by the external auditors, including whether such non-audit functions could lead to any potential material adverse effect on the Group. For the year ended 31 December 2009, the Auditors have performed audit and non-audit services and their remuneration in respect of audit and non-audit service is HK\$480,000 and HK\$62,000 respectively.

### AUDIT COMMITTEE

As required by Rule 3.21 of the Listing Rules, the Company has established an Audit Committee with written terms of reference which deal clearly with its authority and duties. Its principal duties are to review and supervise the Group's financial reporting process and internal control systems. During the year until the date of this report, members of the Audit Committee included:

Mr. Sun Yaoquan

*(resigned on 1 February 2009)*

Mr. Goh Gen Cheung

*(resigned on 9 February 2009)*

Mr. Wan Hon Keung

*(resigned on 31 December 2009)*

Mr. Tse Yuk Kong

*(resigned on 28 April 2009)*

Mr. Chan Siu Wing, Raymond

*(appointed on 2 April 2009 and resigned on 7 April 2010)*

Mr. Lum Pak Sum

*(appointed on 28 April 2009)*

Mr. Ho Lic Ki

*(appointed on 14 January 2010 and resigned on 9 April 2010)*

Mr. Law Chun Choi

*(appointed on 22 April 2010)*

Mr. Mak Ka Wing, Patrick

*(appointed on 22 April 2010)*

### 核數師酬金

本公司之外聘核數師為國衛會計師事務所（「核數師」）。本集團之審核委員會（「審核委員會」）負責考慮委任外聘核數師及檢討外聘核數師所執行之任何非核數職能，包括該等非核數職能會否對本集團構成任何潛在重大不利影響。截至二零零九年十二月三十一日止年度，核數師已履行核數及非核數服務，彼等有關核數及非核數之酬金分別為480,000港元及62,000港元。

### 審核委員會

本公司已按照上市規則第3.21條之規定成立審核委員會；審核委員會具有成文權責範圍，明確列出該委員會的權限及職責。其主要職責為檢討及監督本集團之財務報告程序及內部監控系統。於本年度直至本報告日期，審核委員會之成員包括：

孫耀全先生

*(於二零零九年二月一日辭任)*

葛根祥先生

*(於二零零九年二月九日辭任)*

溫漢強先生

*(於二零零九年十二月三十一日辭任)*

謝旭江先生

*(於二零零九年四月二十八日辭任)*

陳兆榮先生

*(於二零零九年四月二日獲委任並已於二零一零年四月七日辭任)*

林栢森先生

*(於二零零九年四月二十八日獲委任)*

何力驥先生

*(於二零一零年一月十四日獲委任並已於二零一零年四月九日辭任)*

羅進財先生

*(於二零一零年四月二十二日獲委任)*

麥家榮先生

*(於二零一零年四月二十二日獲委任)*

# CORPORATE GOVERNANCE REPORT

## 企業管治報告書

The Audit Committee held three meetings during the period under review. Details of the attendance of the meetings of the Audit Committee are as follows:

於回顧期間內，審核委員會共舉行三次會議。審核委員會會議之出席詳情如下：

Members	成員	Attendance 出席次數
Mr. Sun Yaoquan (resigned on 1 February 2009)	孫耀全先生 (於二零零九年二月一日辭任)	0/0
Mr. Goh Gen Cheung (resigned on 9 February 2009)	葛根祥先生 (於二零零九年二月九日辭任)	0/0
Mr. Wan Hon Keung (resigned on 31 December 2009)	溫漢強先生 (於二零零九年十二月三十一日辭任)	2/3
Mr. Tse Yuk Kong (resigned on 28 April 2009)	謝旭江先生 (於二零零九年四月二十八日辭任)	1/1
Mr. Chan Siu Wing, Raymond (appointed on 2 April 2009 and resigned on 7 April 2010)	陳兆榮先生 (於二零零九年四月二日獲委任並 已於二零一零年四月七日辭任)	2/2
Mr. Lum Pak Sum (appointed on 28 April 2009)	林栢森先生 (於二零零九年四月二十八日獲委任)	2/2

The Group's audited consolidated results for the year ended 31 December 2009 have been reviewed by the Audit Committee, which was of the opinion that the preparation of such results complied with the applicable accounting standards, the Listing Rules and legal requirements, and that adequate disclosures have been made.

審核委員會已審閱本集團截至二零零九年十二月三十一日止年度之經審核綜合業績。審核委員會認為該等業績之編製符合適用會計準則、上市規則及法律規定，並已作出充分披露。

The Audit Committee considered that the existing proposed terms in relation to the appointment of the Group's external auditors are fair and reasonable.

審核委員會認為有關委任本集團外聘核數師之現行計劃條款屬公平合理。

## DIRECTORS' AND AUDITORS' RESPONSIBILITIES FOR ACCOUNTS

## 董事及核數師對賬目之責任

The Directors' responsibilities for the accounts and the responsibilities of the external auditors to the shareholders of the Company are set out on pages 39 and 40 of this report.

董事對賬目之責任及外聘核數師對本公司股東之責任載於本報告第39及40頁。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告書

### INTERNAL CONTROL

The Board has conducted a review of the effectiveness of the Group's system of internal control to ensure the effective and adequate internal control system. The Board convened meetings regularly to discuss financial, operational and compliance controls risk management functions.

### COMMUNICATION WITH SHAREHOLDERS

The Board endeavours to maintain an on-going dialogue with shareholders. All Directors are encouraged to attend the general meetings to have personal communication with shareholders. In annual general meeting, Chairman of the Board and the chairman of each committee are required to attend and answer questions from shareholders in respect of the matters that they are responsible and accountable for. The external auditors are also required to be present to assist the Directors in addressing any relevant queries by shareholders.

The Company's annual general meeting ("AGM") and special general meeting ("SGM") provide good opportunities for shareholders to air their views and ask Directors and management questions regarding the Company. All shareholders of the Company receive the annual report, circulars and notices of AGM and SGM and other corporate communications. Separate resolutions are required at general meetings on each distinct issue. Each shareholder is permitted to appoint a proxy to attend and vote in his stead.

### VOTING BY POLL

Pursuant to the articles of association of the Company, the Chairman shall demand a poll in the Company's general meetings whenever voting by poll is required under the Listing Rules. The Company's articles of association has set out the procedures, requirements and circumstances where voting by poll is required, and in corporate communications to shareholders for matters where shareholders' voting are required, the procedures for and shareholders' right to demand a poll shall be specified. Such procedure and shareholders' right would be reiterated and explained by the Chairman at the commencement of the general meeting of shareholders.

### 內部監控

董事會已對本集團之內部監控制度之成效進行檢討，以確保內部監控制度行之有效及並無不足。董事會定期召開會議以討論財務、經營及遵例監控風險管理職能。

### 與股東的溝通

董事會致力與股東保持持續對話。本集團鼓勵全體董事出席股東大會並與股東進行個人溝通。董事會主席及各委員會主席均須出席股東週年大會，並回應股東就彼等負責之事宜所作出之提問。外聘核數師亦須出席以協助董事回應股東任何有關提問。

藉本公司股東週年大會（「股東週年大會」）及股東特別大會（「股東特別大會」），股東可表達彼等對本公司之意見及向董事及管理層提問。本公司全體股東均獲寄發年報、通函、股東週年大會及股東特別大會通告以及其他公司通訊。本公司須就各項不同事項於股東大會上個別提呈決議案。每名股東可委派一名代表出席大會及代其投票。

### 以投票方式表決

根據本公司之組織章程細則，於上市規則規定須以投票方式表決之情況下，主席須於本公司股東大會上要求以投票方式表決。本公司之組織章程細則已載列須以投票方式表決之程序、規定及情況，以及在需要股東投票之情況下於致股東之公司通訊載列股東以投票方式表決之程序及股東要求投票方式表決之權利。於股東大會開始時主席亦會重申及闡釋該等程序及股東權利。

# DIRECTORS' PROFILES

## 董事簡介

### EXECUTIVE DIRECTORS

**Mr. Sun Ying Chung**, aged 70, has extensive experience in the investment, construction and property development in the major cities of the PRC. He was appointed on 16 April 2009 as the Chairman and Managing Director.

**Mr. Chan Sung Wai**, aged 61, appointed as executive Director on 16 April 2009, has extensive experience in trading, real property and shipping industries. Mr. Chan also has extensive experience in financial and media business. He has been working for a number of years on the major media companies in Hong Kong, and is responsible for covering, editing and writing commentaries. Mr. Chan is also a chief editor of the petroleum magazine and has comprehensive knowledge on the media industry in the PRC. Mr. Chan was an executive director of Grand Field Group Holdings Limited (stock code: 115) for a period from 14 November 2007 to 18 June 2008, and an existing executive director of Xian Yuan Titanium Resources Holdings Limited (stock code: 353) and Asia Resources Holdings Limited (stock code: 899), which are listed on the main board of the Stock Exchange.

### 執行董事

**辛衍忠先生**，七十歲，在中國內地各大主要城市投資、建築及物業發展等方面有豐富經驗。彼於二零零九年四月十六日獲委任為主席兼董事總經理。

**陳崇煒先生**，六十一歲，於二零零九年四月十六日獲委任為執行董事，具有豐富之貿易、地產及航運投資經驗。陳先生亦為金融及傳媒業資深工作者，在香港主流媒體擔任採訪、編輯及評論工作多年，曾任石油雜誌主編，熟悉國內傳媒行業狀況。陳先生曾於二零零七年十一月十四日至二零零八年六月十八日出任鈞濠集團有限公司（股份代號：115）之執行董事，現為聯交所主板上市公司森源鈦礦控股有限公司（股份代號：353）及亞洲資源控股有限公司（股份代號：899）之執行董事。

## DIRECTORS' PROFILES

### 董事簡介

**Mr. Wong King Lam, Joseph**, aged 57, appointed as an executive director on 12 October 2010. He has more than 29 years' extensive experience in auditing, corporate and financial management with a number of companies in different business sectors which include an international accounting firm and local listed companies. He is a fellow member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants.

Mr. Wong is an executive director of Asia Resources Holdings Limited (stock code: 899) since 1 October 2009. He has been an executive director of Grand Field Group Holdings Limited (stock code: 115) during the period from 16 March to 31 December 2007 and was subsequently re-appointed as executive director of the same company since 20 November 2009. He is also an independent non-executive director of Tungtex (Holdings) Company Limited (stock code: 518) since 18 August 2004. Mr. Wong was an independent non-executive director respectively of China Strategic Holdings Limited (stock code: 235), Wing On Travel (Holdings) Limited (stock code: 1189), China Infrastructure Investment Limited (stock code: 600) until 2007.

**黃景霖先生**，現年五十七歲，於二零一零年十月十二日獲委任為執行董事。彼於多間不同業務範疇之公司積逾29年審計、企業及財務管理之豐富經驗，其中包括一間主要國際會計師行及多間本港上市公司。彼為英國特許公認會計師公會及香港會計師公會資深會員。

黃先生自二零零九年十月一日起出任亞洲資源控股有限公司（股份代號：899）之執行董事。彼自二零零七年三月十六日至十二月三十一日期間曾為鈞濠集團有限公司（股份代號：115）之執行董事及其後自二零零九年十一月二十日起獲重新委任為該公司之執行董事。彼自二零零四年八月十八日起亦為同得仕（集團）有限公司（股份代號：518）之獨立非執行董事。黃先生曾分別為中策集團有限公司（股份代號：235）、永安旅遊（控股）有限公司（股份代號：1189）及中國基建投資有限公司（股份代號：600）之獨立非執行董事，直至二零零七年為止。

# DIRECTORS' PROFILES

## 董事簡介

### NON-EXECUTIVE DIRECTORS

**Mr. Lee Kwok Leung**, aged 56, has been a non-executive Director since 2000. He is the managing director of Derico Financial Services Limited and Success Talent Investments Limited. He has years of direct investment, fund management and banking experience. Mr. Lee holds an investment advisor status from the Securities and Futures Commissions from 2000.

**Mr. Yang Yiu Chong, Ronald Jeffrey**, aged 43, has been a non-executive Director since 2000. He is also an executive director of Sing Tao News Corporation Limited, a listed company in Hong Kong. Perfect Treasure Investment Limited, a substantial shareholder of the Company, is an indirect subsidiary of Sing Tao News Corporation Limited. He had worked in the corporate finance field with an international bank for four years and held a senior position with a publicly listed printing company. Mr. Yang holds a double bachelors' degree in accounting and finance from Boston University, the United States of America.

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Lum Pak Sum**, aged 49, appointed as independent non-executive Director on 28 April 2009, Mr. Lum holds a master degree in business administration from the University of Warwick, UK and a LLB (Honor) degree from the University of Wolverhampton, UK. He is currently a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants, UK. Mr. Lum has over 18 years' experience in the financial field, the money market and capital market. He was the independent non-executive director of Fu Cheong International Holdings Limited (the listing of the shares of it was cancelled on 28 June 2006) for the period from September 2004 to June 2006, Grand Field Group Holdings Limited (stock code: 115) for the period from July 2004 to May 2008, Golife Concepts Holdings Limited (stock code: 8172) for the period from September 2005 to December 2008 and Heng Xin China Holdings Limited (stock code: 8046) for the period from June 2007 to November 2008. He is currently an independent non-executive director of Xian Yuen Titanium Resources Holdings Limited (stock code: 353), Waytung Global Group Limited (stock code: 21) and Bestway International Holdings Limited (stock code: 718). These companies are listed on the Stock Exchange of Hong Kong.

### 非執行董事

**李國樑先生**，五十六歲，自二零零零年起出任非執行董事。李先生為德高金融服務有限公司及成駿投資有限公司之董事總經理。彼在直接投資、基金管理及銀行業務方面擁有多年經驗。李先生於二零零零年取得證券及期貨事務監察委員會認可之投資顧問資格。

**楊耀宗先生**，四十三歲，自二零零零年起出任非執行董事。楊先生亦為香港上市公司星島新聞集團有限公司之執行董事。本公司之主要股東Perfect Treasure Investment Limited乃星島新聞集團有限公司之間接附屬公司。彼於一間國際銀行任職企業財務職位達四年，並於一間上市印刷公司擔任高級管理人員職位。楊先生持有美國波士頓大學會計及財務學雙學士學位。

### 獨立非執行董事

**林栢森先生**，四十九歲，於二零零九年四月二十八日獲委任為獨立非執行董事。林先生持有英國華威大學工商管理碩士學位及英國Wolverhampton大學法律榮譽學位。彼現時為香港會計師公會及英國特許公認會計師公會資深會員。林先生於財經界、貨幣市場及資本市場擁有逾18年豐富經驗。他曾擔任下列公司之獨立非執行董事，富昌國際控股有限公司（任期為二零零四年九月至二零零六年六月期間）（該公司之股份於二零零六年六月二十八日取消上市地位）、鈞濠集團有限公司（股份代號：115）（任期自二零零四年七月至二零零八年五月止）、寶利福控股有限公司（股份代號：8172）（任期自二零零五年九月至二零零八年十二月止）及恆芯中國控股有限公司（股份代號：8046）（任期自二零零七年六月至二零零八年十一月止）。彼現時亦為森源鈦礦控股有限公司（股份代號：353）、滙通天下集團有限公司（股份代號：21）及百威國際控股有限公司（股份代號：718）之獨立非執行董事。上述公司之股份均於香港聯合交易所上市。

## DIRECTORS' PROFILES

### 董事簡介

**Mr. Law Chun Choi**, aged 49, appointed as independent non-executive Director on 22 April 2010. Mr. Law is a practising and fellow member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants, the Hong Kong Institute of Company Secretaries and the Institute of Chartered Secretaries and Administrators. Mr. Law graduated from The Hong Kong Polytechnic University with a Postgraduate Diploma in Corporate Administration and Professional Diploma in Accountancy.

Mr. Law is the Financial Controller and Company Secretary of China Infrastructure Investment Limited (stock code: 600) since 2005. He is a rich-experience accountant and has extensive experience in diversified business in Asia-Pacific. Mr. Law is also a director of Jade Century Investments Ltd., a private investments holding company incorporated in BVI, since April 1998.

**Mr. Mak Ka Wing, Patrick**, aged 45, appointed as independent non-executive Director on 22 April 2010. Mr. Mak is a registered solicitor of the High Court of Hong Kong and a senior partner of Patrick Mak & Co., Solicitors. Mr. Mak has over 10 years' legal experience as a practicing solicitor. He was awarded the Common Professional Examination Certificate in Laws by the University of Hong Kong in 1995 and was awarded his Postgraduate Certificate in Laws (P.C.LL) by the University of Hong Kong in 1998.

Mr. Mak worked in Dublin, Ireland with Messrs. Donald T. McAuliffe & Co., Solicitors of Ireland from 1990 to 1991 and worked in London, England with Messrs. Sparrow & Trieu, Solicitors from 1991 to 1992.

Mr. Mak is being an independent non-executive director of U-right International Holdings Limited (Provisional Liquidators Appointed) (stock code 627).

**羅進財先生**，四十九歲，於二零一零年四月二十二日獲委任為獨立非執行董事。羅先生為香港會計師公會之執業資深會員、特許會計師公會、香港公司秘書公會及英國特許秘書及行政人員公會之資深會員。羅先生畢業於香港理工大學，持有公司管理深造文憑及會計學專業文憑。

羅先生自二零零五年起出任中國基建投資有限公司（股份代號：600）之財務總監及公司秘書。彼為資深會計師，並擁有亞太區經營多種業務之豐富經驗。自一九九八年四月羅先生亦為Jade Century Investments Ltd.之董事，該公司乃一間於英屬處女群島註冊成立之私人投資控股公司。

**麥家榮先生**，四十五歲，於二零一零年四月二十二日獲委任為獨立非執行董事。麥先生為香港高等法院註冊律師及麥家榮律師行高級合夥人。麥先生擁有超過十年作為執業律師之法律經驗。彼於一九九五年獲香港大學授予香港法律專業共同試證書，並於一九九八年獲香港大學授予法學專業證書(P.C.LL)。

麥先生於一九九零年至一九九一年在愛爾蘭都柏林受聘於愛爾蘭Messrs Donald T. McAuliffe & Co.律師行，其後於一九九一年至一九九二年在英國倫敦受聘於Messrs Sparrow & Trieu律師行。

麥先生現任佑威國際控股有限公司（已委任臨時清盤人）（股份代號：627）之獨立非執行董事。

# DIRECTORS' REPORT

## 董事會報告書

The directors of the Company (the "Directors") present the annual report and the audited consolidated financial statements of the Group for the year ended 31 December 2009.

### PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 47 to the consolidated financial statements. During the year, the electronic products and printed circuit boards businesses were disposed.

### RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2009 are set out in the consolidated statement of comprehensive income on page 45 and 46. The Directors do not recommend the payment of a final dividend for the year ended 31 December 2009. There is no arrangement under which a shareholder of the Company has waived or agreed to waive any dividends.

### SHARE CAPITAL MOVEMENT

Details of movement in share capital of the Company during the year, together with the reasons therefor, are set out in note 33 to the consolidated financial statements.

### DISTRIBUTABLE RESERVES OF THE COMPANY

The Company did not have any reserves available for distribution to shareholders as at 31 December 2009 (2008: nil). Under the Companies Act 1981 of Bermuda (as amended), contributed surplus is available for distribution to shareholders.

本公司董事會（「董事會」）欣然提呈本集團截至二零零九年十二月三十一日止年度之年報及經審核綜合財務報表。

### 主要業務

本公司為一間投資控股公司，其附屬公司之主要業務載於綜合財務報表附註47。年內，已出售電子產品及印製電路板業務。

### 業績及分配

本集團截至二零零九年十二月三十一日止年度之業績，載於第45及46頁之綜合全面損益表。董事會不建議就截至二零零九年十二月三十一日止年度派付末期股息。現時並無任何本公司股東放棄或同意放棄股息之安排。

### 股本變動

本公司於年內股本之變動詳情及相關原因，載於綜合財務報表附註33。

### 本公司之可供分派儲備

於二零零九年十二月三十一日，本公司無可供分派予股東之儲備（二零零八年：零）。根據百慕達一九八一年公司法（經修訂），繳入盈餘可供分派予股東。

# DIRECTORS' REPORT

## 董事會報告書

However, the Company cannot declare or pay a dividend, or make a distribution out of contributed surplus if:

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

然而，在下列情況下，本公司不得宣派或派付股息或從繳入盈餘作出分派：

- (a) 本公司現時或作出派付後將無力償還到期債務；或
- (b) 本公司資產之可變現價值將因分派而少於其負債、已發行股本及股份溢價賬之總和。

## DIRECTORS AND SERVICE CONTRACTS

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

### Executive Directors

- Mr. Tong Shek Lun  
*(Chairman and Managing Director)*  
*(resigned on 2 March 2009)*
- Mr. Chim Kim Lun, Ricky  
*(appointed as Chairman and Managing Director on 2 March 2009 and resigned on 16 April 2009)*
- Mr. Sun Ying Chung  
*(appointed as Chairman and Managing Director on 16 April 2009)*
- Mr. Cheng Kwok Hing, Andy  
*(resigned on 22 April 2009)*
- Mr. Chan Sung Wai  
*(appointed on 16 April 2009)*
- Mr. Wong King Lam, Joseph  
*(appointed on 12 October 2009)*

## 董事及服務合約

於年內及直至本報告日期為止，董事如下：

### 執行董事

- 唐錫麟先生  
*(主席兼董事總經理)*  
*(於二零零九年三月二日辭任)*
- 詹劍崙先生  
*(於二零零九年三月二日獲委任為主席兼董事總經理並已於二零零九年四月十六日辭任)*
- 辛衍忠先生  
*(於二零零九年四月十六日獲委任為主席兼董事總經理)*
- 鄭國興先生  
*(於二零零九年四月二十二日辭任)*
- 陳崇煒先生  
*(於二零零九年四月十六日獲委任)*
- 黃景霖先生  
*(於二零零九年十月十二日獲委任)*

# DIRECTORS' REPORT

## 董事會報告書

### Non-executive Directors

Mr. Lee Kwok Leung  
Mr. Yang Yiu Chong, Ronald Jeffrey

### Independent non-executive Directors

Mr. Sun Yaoquan  
*(resigned on 1 February 2009)*

Mr. Goh Gen Cheung  
*(resigned on 9 February 2009)*

Mr. Wan Hon Keung  
*(resigned on 31 December 2009)*

Mr. Tse Yuk Kong  
*(appointed on 2 March 2009 and resigned on 28 April 2009)*

Mr. Lum Pak Sum  
*(appointed on 28 April 2009)*

Mr. Chan Siu Wing, Raymond  
*(appointed on 2 April 2009 and resigned on 7 April 2010)*

Mr. Ho Lic Ki  
*(appointed on 14 January 2010 and resigned on 9 April 2010)*

Mr. Law Chun Choi  
*(appointed on 22 April 2010)*

Mr. Mak Ka Wing, Patrick  
*(appointed on 22 April 2010)*

In accordance with Bye-law 87(1) and 87(2) of the Company's bye-laws, Mr. Wong King Lam, Joseph, Mr. Lee Kwok Leung, Mr. Law Chun Choi and Mr. Mak Ka Wing, Patrick will retire at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

### 非執行董事

李國樑先生  
楊耀宗先生

### 獨立非執行董事

孫耀全先生  
*(於二零零九年二月一日辭任)*

葛根祥先生  
*(於二零零九年二月九日辭任)*

溫漢強先生  
*(於二零零九年十二月三十一日辭任)*

謝旭江先生  
*(於二零零九年三月二日  
獲委任並於二零零九年四月二十八日辭任)*

林栢森先生  
*(於二零零九年四月二十八日獲委任)*

陳兆榮先生  
*(於二零零九年四月二日  
獲委任並於二零一零年四月七日辭任)*

何力驥先生  
*(於二零一零年一月十四日  
獲委任並於二零一零年四月九日辭任)*

羅進財先生  
*(於二零一零年四月二十二日獲委任)*

麥家榮先生  
*(於二零一零年四月二十二日獲委任)*

根據本公司之公司細則第87(1)及87(2)條，黃景霖先生、李國樑先生、羅進財先生及麥家榮先生於即將舉行之股東週年大會上告退，惟符合資格並願意膺選連任。



# DIRECTORS' REPORT

## 董事會報告書

### DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

On 23 May 2008, the Company announced the disposal of the electronic products segment to a private company which is solely owned by a Director – Mr. Tong Shek Lun. The disposal was completed on 26 February 2009, and enabled the Group to realize cash of approximately HK\$250,000,000 which is deployed for the Group's conductive silicon rubber keypads products segment and LCoS Television segment.

Other than as disclosed above, no contracts of significance to which the Company or any of its subsidiaries was a party and in which a Director had a material interest, whether directly and indirectly, subsisted at the end of the year or at any time during the year.

The executive Directors have confirmed to the Company that they are not interested in any business apart from the Group's business, which competes or is likely to compete, either directly or indirectly, with the Group's business.

### 董事於重大合約之權益

於二零零八年六月二十三日，本公司宣佈出售電子產品分部予一家由董事唐錫麟先生獨資擁有之私人公司。出售事項已於二零零九年二月二十六日完成，本集團得以變現現金約250,000,000港元，撥作本集團導電硅橡膠按鍵產品分部及LCoS電視分部所需。

除上文所披露者外，本公司或其任何附屬公司概無訂立任何本公司董事直接或間接擁有重大權益而於年終時或本年度任何時間內仍然有效之重要合約。

各執行董事向本公司確認，除本集團業務外，彼等概無於其他業務擁有權益，致使其與本集團業務直接或間接競爭或可能競爭。

# DIRECTORS' REPORT

## 董事會報告書

### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SECURITIES

As at 31 December 2009, the interests and short positions of the Directors and the chief executives of the Company and their associates in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO"), as recorded in the register maintained by the Company pursuant to section 352 of the SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code"), were as follows:

(i) Ordinary shares of HK\$0.1 each of the Company (Long positions)

### 董事及主要行政人員之證券權益

於二零零九年十二月三十一日，根據香港法例第571章證券及期貨條例（「證券及期貨條例」）第352條規定而設置之登記冊所載或已根據上市公司董事進行證券交易的標準守則（「標準守則」）向本公司及香港聯合交易所有限公司（「聯交所」）另行呈報，本公司董事及主要行政人員及彼等之聯繫人士於本公司及其相聯法團（定義見證券及期貨條例）之股份、相關股份及債券中擁有之權益及淡倉如下：

(i) 本公司每股面值0.1港元之普通股（好倉）

Name of Director	Type of interest	Number of ordinary shares held	Percentage of issued share capital of the Company
董事姓名	權益性質	持有之普通股數目	佔本公司已發行股本之百分比
Mr. Sun Ying Chung 辛衍忠先生	Individual 個人權益	23,000,000	3.27%

### (ii) Share options

Details of the Directors' interests in share options of the Company are set out in the section headed "Share Option Scheme" below.

Other than disclosed above and in the section headed "Share Option Scheme" none of the Directors and the chief executives of the Company and their associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of the SFO) that was required to be recorded pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code at 31 December 2009.

## SHARE OPTION SCHEME

Particulars of the Company's share option scheme are set out in note 34 to the consolidated financial statements. No options have been granted under the share option scheme since its adoption.

Other than the share option scheme 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 or their respective spouses or minor children to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

### (ii) 認購股權

董事於本公司認購股權之權益詳情載於下文「認購股權計劃」內。

除上文及「認購股權計劃」一節所披露者外，本公司董事及主要行政人員及彼等之聯繫人士於二零零九年十二月三十一日概無於本公司或其任何相聯法團（定義見證券及期貨條例）之任何股份、相關股份或債券中擁有任何須根據證券及期貨條例第352條予以記錄或須根據標準守則向本公司及聯交所另行呈報之權益或淡倉。

## 認購股權計劃

本公司認購股權計劃之詳情，載於綜合財務報表附註34。自採納認購股權計劃以來，概無根據認購股權計劃授出認購股權。

除於上文披露之認購股權計劃外，於本年度任何時間內，本公司或其任何附屬公司概無參與任何安排，致使董事或彼等各自之配偶或未成年子女可藉購買本公司或任何其他法人團體之股份或債券而獲益。

# DIRECTORS' REPORT

## 董事會報告書

### SUBSTANTIAL SHAREHOLDERS

As at 31 December 2009, the register of substantial shareholders maintained by the Company pursuant to section 336 of the SFO showed that, other than the interests of certain Directors disclosed under the section headed "Directors' and Chief Executives' Interests in Securities" above, the following shareholders had notified the Company of the interests and short positions in the shares and underlying shares of the Company:

#### Long positions

#### Name of shareholders

#### Capacity

#### 股東名稱

#### 身份

Golden Mount Limited (Note 1) (附註1)

Beneficial owner  
實益擁有人

Perfect Treasure Investment Limited  
(Note 2) (附註2)

Beneficial owner  
實益擁有人

Notes:

(1) Golden Mount Limited is beneficially owned by Mr. Chim Pui Chung who does not hold any position in the Company.

(2) Perfect Treasure Investment Limited is a company incorporated in Hong Kong and a wholly-owned subsidiary of Sing Tao News Corporation Limited, a company incorporated in Bermuda and whose securities are listed on the Stock Exchange.

Other than as disclosed above, the Company has not been notified of any person, other than a Director of the Company, had any other interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO as at 31 December 2009.

### 主要股東

除上文「董事及主要行政人員之證券權益」所披露之若干董事權益外，於二零零九年十二月三十一日根據證券及期貨條例第336條存置之主要股東名冊顯示，下列股東已知會本公司其於本公司股份及相關股份中擁有權益及淡倉：

#### 好倉

Number of ordinary shares held 持有之 普通股數目	Percentage of issued share capital of the Group 佔本集團已發行 股本之百分比
--	---

151,180,000

21.52%

90,764,000

12.92%

附註：

(1) Golden Mount Limited由詹培忠先生（於本公司並無擔任任何職務）實益擁有。

(2) Perfect Treasure Investment Limited為一間在香港註冊成立之有限公司，乃星島新聞集團有限公司（一間於百慕達註冊成立之公司，其證券於聯交所上市）之全資附屬公司。

除上文所披露者外，於二零零九年十二月三十一日，本公司並未獲任何人士（本公司董事除外）知會於本公司根據證券及期貨條例第336條存置之登記冊記錄之股份及相關股份中擁有任何其他權益或淡倉。

# DIRECTORS' REPORT

## 董事會報告書

### MAJOR CUSTOMERS AND SUPPLIERS

During the year, the Group's largest and top five suppliers accounted for approximately 14% and 29% of the Group's total purchases, respectively. The Group's largest and top five customers accounted for approximately 37% and 59% of the Group's total turnover, respectively.

None of the Director, its associate or shareholder of the Company 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 Company's five largest suppliers or customers.

### CONVERTIBLE SECURITIES, WARRANTS OR SIMILAR RIGHTS

The Company had outstanding zero coupon convertible bonds in the amount of HK\$300,000,000, issued in January 2009, convertible at HK\$0.4 per share, due in 2014, were issued for the very substantial acquisition of LcoS Television where details have been disclosed in note 35.

Save as disclosed above, the Company had no outstanding convertible securities, warrants or other similar rights as at 31 December 2009 and there has been no exercise of any convertible securities, warrants or similar rights during the year.

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

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

### PRE-EMPTIVE RIGHTS

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

### 主要客戶及供應商

於本年度內，本集團之最大及五大供應商分別佔本集團之總購買額約14%及29%。本集團之最大及五大客戶分別佔本集團總營業額約37%及59%。

本公司所有董事、其聯繫人士或任何股東（據董事所知擁有本公司5%以上之已發行股本）概無擁有本公司五大供應商或客戶之權益。

### 可換股證券、認股權證或類似權利

本集團並未支付有關LCoS電視之非常重大收購事項於二零零九年一月發行本金額300,000,000港元而於二零一四年到期之零息可換股債券，該等債券可按每股0.4港元之價格兌換為股份。詳情已於附註35中披露。

除上文所披露者外，本公司於二零零九年十二月三十一日並無尚未行使之可換股證券、認股權證或類似權利，而年內亦無行使任何可換股證券、認股權證或類似權利。

### 購買、出售或贖回本公司上市證券

本公司及其附屬公司於年內並無購買、出售或贖回本公司之任何上市證券。

### 股份優先購買權

本公司之公司細則或百慕達法律均無關於股份優先購買權之規定，要求本公司在發行新股時須按比例配發予現有股東。

# DIRECTORS' REPORT

## 董事會報告書

### EVENTS AFTER THE REPORTING PERIOD

Details of significant events after the reporting period are set out in note 50 to the consolidated financial statements.

### CORPORATE GOVERNANCE

The Company has complied throughout the year ended 31 December 2009 with the Code of Corporate Governance Practices as contained in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules"). A report on the principal corporate governance practices adopted by the Company is set out on pages 16 to 24.

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.

### EMOLUMENT POLICY

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

The emoluments of the Directors are decided by the Remuneration Committee, having regard to the Group'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 34 to the consolidated financial statements.

### 報告日期後事項

重大報告日期後事項詳情載於綜合財務報表附註50。

### 公司管治

截至二零零九年十二月三十一日止年度，本公司已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所載之企業管治常規守則。本公司所採納之主要企業管治常規報告載於第16至24頁。

本公司已根據上市規則第3.13條，取得各獨立非執行董事確認彼等獨立性之年度確認。本公司認為，所有獨立非執行董事均屬獨立。

### 酬金政策

本集團僱員之酬金政策由薪酬委員會根據僱員之優點、資格及能力釐定。

本集團董事之酬金由薪酬委員會於考慮本集團經營業績、個人之表現及可比較市場數據後決定。

本公司已採納認購股權計劃，作為對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34。

# DIRECTORS' REPORT

## 董事會報告書

### SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to and within the knowledge of the Directors, it is confirmed that there is a sufficient public float of the issued share capital of the Company throughout the year ended 31 December 2009.

### AUDITORS

A resolution for the re-appointment of HLB Hodgson Impey Cheung as auditors of the Company will be proposed at the forthcoming annual general meeting.

On behalf of the board of Directors

**Sun Ying Chung**

*Chairman and Managing Director*

Hong Kong  
28 April 2010

### 足夠之公眾持股量

根據公開可得資料及就董事所知，本公司確認於截至二零零九年十二月三十一日止年度已發行股本一直具有足夠之公眾持股量。

### 核數師

本公司將於應屆股東週年大會上提呈一項續聘國衛會計師事務所為本公司核數師之決議案。

代表董事會

**辛衍忠**

*主席兼董事總經理*

香港  
二零一零年四月二十八日

# INDEPENDENT AUDITORS' REPORT

## 獨立核數師報告



國衛會計師事務所  
Hodgson Impey Cheng

Chartered Accountants  
Certified Public Accountants

31/F, Gloucester Tower 香港  
The Landmark 中環  
11 Pedder Street 畢打街11號  
Central 置地廣場  
Hong Kong 告羅士打大廈31樓

### TO THE SHAREHOLDERS OF KARCE INTERNATIONAL HOLDINGS COMPANY LIMITED

*(Incorporated in Bermuda with limited liability)*

We were engaged to audit the consolidated financial statements of Karce International Holdings Company Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 45 to 159 which comprise the consolidated statement of financial position as at 31 December 2009, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows 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.

### 致泰盛實業集團有限公司各股東 (於百慕達註冊成立之有限公司)

本核數師(以下簡稱「吾等」)已獲委任以審核載於第45至159頁泰盛實業集團有限公司(以下簡稱「貴公司」)及其附屬公司(以下合稱「貴集團」)之綜合財務報表。此綜合財務報表包括於二零零九年十二月三十一日之綜合資產負債表與截至該日止年度之綜合損益表、綜合權益變動表及綜合現金流量表,以及主要會計政策概要及其他附註解釋。

### 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》披露規定,編製及真實而公平地列報該等綜合財務報表。此責任包括設計、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算。



# INDEPENDENT AUDITORS' REPORT

## 獨立核數師報告

### AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, 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. However, because of the matters described in the basis for disclaimer of opinion paragraphs, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

### BASIS FOR DISCLAIMER OF OPINION

#### Limitation of scope – 聯合光電(蘇州)有限公司(transliterated as “United Opto-Electronics (Suzhou) Co., Ltd.”) (the “PRC Subsidiary”)

The Group has been unable to obtain the books and records and related supporting documents of the PRC Subsidiary for the period from 15 January 2009 (date of acquisition) to 30 November 2009 (date of deconsolidation). We were therefore unable to carry out audit procedures to obtain sufficient appropriate audit evidence to satisfy ourselves as to the nature, completeness, accuracy, existence, valuation, classification and disclosures in respect of all of the transactions undertaken by the PRC Subsidiary during the year ended 31 December 2009. We were also unable to carry out audit procedures that we consider necessary to satisfy ourselves as to the completeness and existence of any significant contingent liabilities, commitments and events after the reporting period relating to the PRC Subsidiary. Any adjustments that might have been found to be necessary in respect of the above financial information would have a significant effect on the consolidated

### 核數師之責任

吾等的責任是根據我們的審核對該等綜合財務報表作出意見。吾等的報告僅按照百慕達公司法第90條，為股東（作為一個團體）而編製，並不為其他任何目的。吾等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。吾等已根據香港會計師公會頒佈之香港審計準則進行審核。這些準則要求吾等遵守道德規範，並規劃及執行審核，以合理確定該等綜合財務報表是否不存有任何重大錯誤陳述。然而，由於不表達意見之基準一段所述之其他事宜，吾等未能獲取充分適當審核證據以為審核意見提供基準。

### 不表達意見之基準

#### 範圍限制 – 聯合光電(蘇州)有限公司(譯為「United Opto-Electronics (Suzhou) Co., Ltd.」) (「中國附屬公司」)

貴集團未能取得中國附屬公司自二零零九年一月十五日(收購日期)至二零零九年十一月三十日(取消綜合日期)期間之賬冊及記錄以及相關證明文件。吾等因而未能執行審核程序以取得足夠合適之審核憑證以令吾等信納中國附屬公司於截至二零零九年十二月三十一日止年度內進行之所有交易之性質、完整性、準確性、存在性、估值、分類及披露。吾等亦未能執行吾等認為必要之審核程序以令吾等信納於報告期後與中國附屬公司有關之任何重大或然負債、承擔及事件之完整性及存在性。上述財務資料之任何必要調整

# INDEPENDENT AUDITORS' REPORT

## 獨立核數師報告

statement of comprehensive income of the Group for the year ended 31 December 2009. The financial information of the PRC Subsidiary which has been included in the consolidated statement of comprehensive income of the Group for the year ended 31 December 2009 is summarised as below:

可能會對 貴集團截至二零零九年十二月三十一日止年度之綜合全面損益表產生重大影響。計入 貴集團截至二零零九年十二月三十一日止年度之綜合全面損益表內之中國附屬公司之財務資料概述如下：

### Income and expenses of the PRC Subsidiary for the period from 15 January 2009 to 30 November 2009 as included in the consolidated statement of comprehensive income of the Group for the year ended 31 December 2009

計入 貴集團截至二零零九年十二月三十一日止年度之綜合全面損益表內之中國附屬公司自二零零九年一月十五日至二零零九年十一月三十日止期間之收入及開支

		HK\$'000 千港元
Administrative expenses	行政開支	(1,810)
Loss for the period	本期間虧損	(1,810)

### Net loss arising from deconsolidation of subsidiaries on 30 November 2009 as included in the consolidated statement of comprehensive income of the Group for the year ended 31 December 2009

計入 貴集團截至二零零九年十二月三十一日止年度綜合全面損益表內之於二零零九年十一月三十日取消綜合附屬公司之虧損淨額

		HK\$'000 千港元
Goodwill	商譽	77,685
Intangible assets	無形資產	668,000
Property, plant and equipment	物業、廠房及設備	854
Inventories	存貨	2,730
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	620
Bank balances and cash	銀行結存及現金	4
Accruals and other payables	應計費用及其他應付款項	(3,487)
Deferred tax liabilities	遞延稅項負債	(143,600)
Net loss on deconsolidation of subsidiaries	取消綜合附屬公司虧損淨額	602,806

# INDEPENDENT AUDITORS' REPORT

## 獨立核數師報告

Included in "Net loss on deconsolidation of subsidiaries" as shown in the consolidated statement of comprehensive income for the year ended 31 December 2009, was loss of approximately HK\$602,806,000 arising from the deconsolidation of Pacific Choice Holdings Limited and its subsidiaries (collectively referred to as the "Pacific Choice Group") on 1 December 2009. Due to the effect of the limitation described as above, the Group was unable to ascertain the valuation, existence and completeness of the assets and liabilities of the Pacific Choice Group as at the date of deconsolidation. The Group was also unable to reliably and accurately assess the valuation of the goodwill and intangible assets in accordance with HKFRS 3 and HKAS 38 respectively on the date of deconsolidation. We were therefore unable to carry out audit procedures to obtain sufficient appropriate audit evidence to satisfy ourselves as to whether the loss on the deconsolidation of the Pacific Choice Group and the loss included in the consolidated financial statements up until the date of deconsolidation of the Pacific Choice Group, as well as the related disclosures set out in the notes to the consolidated financial statements are free from material misstatement. Any adjustments that might have been found to be necessary in respect of the above would have a consequential significant effect on the consolidated statement of comprehensive income of the Group for the year ended 31 December 2009 and its cash flows for the year then ended.

Included in notes 21 and 41 was the goodwill with the carrying amount of approximately HK\$77,685,000 arising from the acquisition of the Pacific Choice Group (the "Acquisition"). The assets and liabilities of the PRC Subsidiary are significant to the Pacific Choice Group on the date of acquisition. For reasons as explained above, we were unable to carry out audit procedures to obtain sufficient appropriate audit evidence to satisfy ourselves as to nature, completeness, accuracy, existence, valuation, classification and disclosures in respect of the assets and liabilities acquired from the Acquisition on 15 January 2009. Any adjustments that might have been found to be necessary in respect of the above would have a significant effect on the carrying amount of the goodwill arising from the Acquisition on

誠如於截至二零零九年十二月三十一日止年度綜合全面損益表所顯示，「取消綜合附屬公司虧損淨額」為於二零零九年十二月一日取消綜合Pacific Choice Holdings Limited及其附屬公司（統稱「Pacific Choice集團」）產生之虧損約602,806,000港元。由於上文所述之限制影響，貴集團無法確定Pacific Choice集團於取消綜合日期之資產及負債之估值、存在性及完整性。貴集團亦無法根據香港財務報告準則第3號及香港會計準則第38號分別於取消綜合日期可靠及精確評估商譽及無形資產之價值。因此，貴集團無法執行審核程序以獲得足夠適當之審核憑證令本身信納，取消綜合Pacific Choice集團虧損、直至取消綜合Pacific Choice集團日期綜合財務報表所載之虧損以及綜合財務報表附註所載之相關披露均不存在重大錯誤陳述。就上文可能查明所需之任何調整對貴集團截至二零零九年十二月三十一日止年度之綜合全面損益表及其截至該日止年度之現金流量可能會產生相繼重大影響。

附註21及41包括收購Pacific Choice集團（「收購事項」）產生之賬面值約77,685,000港元之商譽。中國附屬公司之資產及負債於收購日期對Pacific Choice集團而言屬重大。就上文所闡明之原因而言，我們無法進行審核程序以取得充分適當之審核憑證而令我們信納有關自於二零零九年一月十五日之收購事項所收購之資產及負債之性質、完整性、準確性、存在性、估值、分類及披露。上述之任何必要調整或會對於二零零九年一月十五日收購事項產生之商譽之賬面值產生重

# INDEPENDENT AUDITORS' REPORT

## 獨立核數師報告

15 January 2009. The financial position of the PRC Subsidiary as at 15 January 2009 which has been included in note 42 to the consolidated financial statements of the Group for the year ended 31 December 2009 is summarised as below:

### *Assets and liabilities of the PRC Subsidiary as at 15 January 2009*

大影響。中國附屬公司於二零零九年一月十五日之財務狀況已計入 貴集團截至二零零九年十二月三十一日止年度之綜合財務報表附註42內，概述如下：

### *中國附屬公司於二零零九年一月十五日之資產及負債*

		HK\$'000 千港元
Property, plant & equipment	物業、廠房及設備	1,268
Inventories	存貨	2,730
Deposits and prepayments	按金及預付款項	1,965
Bank balances and cash	銀行結存及現金	45
Accruals and other payables	應計費用及其他應付款項	(3,487)
		2,521

### **DISCLAIMER OF OPINION: DISCLAIMER ON VIEW GIVEN BY FINANCIAL STATEMENTS**

### **保留意見：不就財務報表發表意見之聲明**

Because of the significance of the matters described in the basis for disclaimer of opinion paragraphs, we do not express an opinion on the consolidated financial statements as to whether they give a true and fair view of the state of affairs of the Group as at 31 December 2009 and of the Group's loss and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and as to whether the financial statements have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

由於在「不發表意見基準」段落所述事項具有重大影響，吾等概不就綜合財務報表是否已根據香港財務報告準則真實公平地反映 貴集團於二零零九年十二月三十一日之事務狀況、 貴集團截至該日止年度之虧損及現金流量，以及財務報表是否已按照香港公司條例之披露要求妥為編製發表意見。

In respect alone of the limitation on our work as described in the basis for disclaimer of opinion paragraphs above:

僅就吾等就不發表意見基準段落所述事項之審核工作限制而言：

- We have not obtained all the information and explanations that we considered necessary for the purpose of our audit; and
- 吾等並未取得吾等認為就吾等之審核工作而言屬必須之所有資料及解釋；及
- We were unable to determine whether proper books of account had been kept.
- 吾等未能確定適當賬冊是否已獲保存。

# INDEPENDENT AUDITORS' REPORT

## 獨立核數師報告

### **MATERIAL UNCERTAINTY CONCERNING GOING CONCERN BASIS OF ACCOUNTING**

Without further qualifying our opinion, we draw attention to note 3 to the financial statements which indicated that the Group incurred a net loss of approximately HK\$585,670,000 during the year ended 31 December 2009 and, as of the date, the Group's total liabilities exceeded its total assets by approximately HK\$255,849,000. These conditions, along with other matters as set forth in note 3, indicate the existence of a material uncertainty which may cast significant doubt about the Group's ability to continue as a going concern.

#### **HLB Hodgson Impey Cheng**

*Chartered Accountants  
Certified Public Accountants*

Hong Kong, 28 April 2010

### **有關持續經營會計基準之重大不明朗因素**

在不作出進一步保留意見之情況下，吾等謹請閣下垂注綜合財務報表附註3，其中顯示貴集團於截至二零零九年十二月三十一日止年度產生虧損淨額約585,670,000港元，及於該日，貴集團之總負債超過其總資產約255,849,000港元。此等情況，連同附註3所載之其他事宜，顯示目前存在重大不明朗因素，可能會對貴集團持續經營能力產生重大疑問。

#### **國衛會計師事務所**

*英國特許會計師  
香港執業會計師*

香港，二零一零年四月二十八日

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 綜合全面損益表

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

		Notes 附註	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
<b>Continuing operations</b>	<b>持續經營業務</b>			
Revenue	收益	5	43,485	70,681
Cost of sales	銷售成本		(54,043)	(100,612)
Gross loss	毛損		(10,558)	(29,931)
Other revenue and gain	其他收入及收益	6	138	203
Selling and distribution costs	銷售及分銷費用		(620)	(1,545)
Administrative expenses	行政開支		(17,183)	(22,146)
Gain on cancellation of promissory notes	註銷承兌票據收益		28,297	–
Loss on early redemption of promissory notes	提早贖回承兌票據之虧損	36	(61,351)	–
Net loss on deconsolidation of subsidiaries	取消綜合附屬公司虧損淨額	42	(602,806)	–
Gain on disposal of subsidiaries, net	出售附屬公司收益淨額	43	109,846	–
Impairment loss on available-for-sale investment	可供出售投資減值虧損		–	(23,268)
Finance costs	融資成本	7	(34,313)	(291)
Loss before taxation	除稅前虧損	11	(588,550)	(76,978)
Taxation	稅項	8	1,430	(34)
Loss for the year from continuing operations	來自持續經營業務之本年度虧損		(587,120)	(77,012)
<b>Discontinued operations</b>	<b>終止經營業務</b>			
Profit/(loss) for the year from discontinued operations	來自終止經營業務之本年度溢利/(虧損)	9	1,450	(92,716)
Loss for the year	本年度虧損		(585,670)	(169,728)
<b>Other comprehensive (expenses)/income</b>	<b>其他全面(開支)/收入</b>			
Exchange differences on translating foreign operations	換算國外業務產生之匯兌差額			
Exchange difference arising during the year	本年度產生之匯兌差額		(1,487)	22,914
Transfer to profit or loss on disposal of foreign operations	出售國外業務時轉撥至損益		(45,130)	(6,052)
			(46,617)	16,862

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 綜合全面損益表

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

	Notes 附註	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Change in asset revaluation reserve	資產重估儲備之變動		
Revaluation surplus on buildings	樓宇重估盈餘	-	307
Deferred tax on revaluation of buildings	樓宇重估遞延稅項	-	(77)
		-	230
Loss on fair value change of available-for-sale investment	可供出售投資公平值變動虧損	(2,030)	(436)
Other comprehensive (expenses)/ income for the year, net of tax	本年度其他全面(開支)/收入(扣除稅項)	(48,647)	16,656
<b>Total comprehensive expenses for the year</b>	<b>本年度其他全面開支</b>	<b>(634,317)</b>	<b>(153,072)</b>
Loss attributable to: Owners of the Company	以下應佔虧損: 本公司擁有人	(585,670)	(169,728)
Total comprehensive expenses attributable to: Owners of the Company	以下應佔全面開支總額: 本公司擁有人	(634,317)	(153,072)
<b>Loss per share</b>	<b>每股虧損</b>		
From continuing and discontinued operations	來自持續經營業務及終止經營業務		
Basic and diluted	基本及攤薄		
(HK cents per share)	(每股港仙)	(83.71)	(26.62)
From continuing operations	來自持續經營業務		
Basic and diluted	基本及攤薄		
(HK cents per share)	(每股港仙)	(83.92)	(12.08)

The accompanying notes form an integral part of these financial statements. 隨附之附註為該等財務報表之一部份。

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

As at 31 December 2009 於二零零九年十二月三十一日

			2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
		Notes 附註		
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	16	-	53,676
Prepaid lease payments	預付租金	17	-	3,526
Available-for-sale investment	可供出售投資	18	-	8,241
Club debenture	會所債券	19	-	600
Intangible asset	無形資產	20	-	-
Goodwill	商譽	21	-	-
			-	66,043
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	22	-	7,074
Trade and bills receivables	貿易應收款項及應收票據	23	8,238	29,782
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	24	89	28,899
Amount due from a related company	應收一間關連公司款項	25	7,171	-
Bank balances and cash	銀行結存及現金	26	25,544	1,609
			41,042	67,364
Assets classified as held for sale	分類為持作出售之資產	10	-	382,490
			41,042	449,854
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and bills payables	貿易應付款項及應付票據	27	127	22,139
Accruals and other payables	應計費用及其他應付款項	28	967	30,815
Amount due to a shareholder	應付一名股東款項	29	3,000	15,500
Amount due to a related company	應付一間關連公司款項	30	163	-
Tax liabilities	稅項負債		-	20
			4,257	68,474
Liabilities associated with assets classified as held for sale	與分類為持作出售資產相關之負債	10	-	190,971
			4,257	259,445
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>36,785</b>	190,409



# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

As at 31 December 2009 於二零零九年十二月三十一日

	Notes 附註	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>	<b>36,785</b>	256,452
<b>Non-current liabilities</b>	<b>非流動負債</b>		
Amount due to a shareholder	應付一名股東款項	29	18,430
Convertible bonds	可換股債券	35	176,785
Deferred tax liabilities	遞延稅項負債	37	22,388
Promissory notes	承兌票據	36	75,031
		<b>292,634</b>	3,182
Net (liabilities)/assets	(負債)/資產淨額	<b>(255,849)</b>	253,270
<b>Capital and reserves</b>	<b>資本及儲備</b>		
Share capital	股本	33	70,236
Reserves	儲備		(326,085)
		<b>(255,849)</b>	253,270

The consolidated financial statements on pages 45 to 159 were approved and authorised for issue by the Board of Directors on 28 April 2010 and are signed on its behalf by:

載於第45頁至第159頁之綜合財務報表於二零一零年四月二十八日獲董事會通過及授權刊發，並由下列董事代表簽署：

**Sun Ying Chung**

辛衍忠

Chairman and Managing Director  
主席兼董事總經理

**Chan Sung Wai**

陳崇煒

Director  
董事

The accompanying notes form an integral part of these consolidated financial statements.

隨附之附註為該等綜合財務報表之一部份。

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

Attributable to owners of the Company  
本公司擁有人應佔

		Share capital	Share premium	Capital reserve	Special reserve	Statutory reserves	Asset revaluation reserve	Investment revaluation reserve	Exchange reserve	Capital redemption reserve	Convertible bonds reserve	Retained profits/ (accumulated losses)	Discontinued operations	Total
		股本	股份溢價	資本儲備	特別儲備	法定儲備	重估儲備	重估儲備	匯兌儲備	贖回儲備	可換股債券儲備	保留溢利/ (累計虧損)	終止經營業務	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
			(note i) (附註i)	(note ii) (附註ii)	(note iii) (附註iii)	(note iv) (附註iv)					(note v) (附註v)	(note 10) (附註10)		
At 1 January 2008	於二零零八年一月一日	54,436	82,364	35,597	19,487	6,553	51,949	-	29,755	1,564	-	93,326	-	375,031
Loss for the year	本年度虧損	-	-	-	-	-	-	-	-	-	-	(169,728)	-	(169,728)
Other comprehensive income/ (expenses) for the year	本年度其他全面收入/ (開支)	-	-	-	-	-	230	(436)	16,862	-	-	-	-	16,656
Total comprehensive income/ (expenses) for the year	本年度全面收入/(開支) 總額	-	-	-	-	-	230	(436)	16,862	-	-	(169,728)	-	(153,072)
Transfer to discontinued operations	轉撥至終止經營業務	-	-	(9,513)	(15,930)	-	(40,534)	-	(35,990)	-	-	-	101,967	-
Transfer to profit or loss on disposal of foreign operations	出售國外業務時轉撥至損益	-	-	-	-	-	(3,989)	-	-	-	-	3,989	-	-
Issue of ordinary shares	股份發行開支	10,800	21,600	-	-	-	-	-	-	-	-	-	-	32,400
Share issue expenses	發行股份開支	-	(1,089)	-	-	-	-	-	-	-	-	-	-	(1,089)
At 31 December 2008 and at 1 January 2009	於二零零八年十二月三十一日及二零零九年一月一日	66,236	102,875	26,084	3,557	6,553	7,656	(436)	10,627	1,564	-	(72,413)	101,967	253,270
Loss for the year	本年度虧損	-	-	-	-	-	-	-	-	-	-	(585,670)	-	(585,670)
Other comprehensive expenses for the year	本年度其他全面開支	-	-	-	-	-	-	(2,030)	(10,627)	-	-	-	(35,990)	(48,647)
Total comprehensive expenses for the year	本年度全面開支總額	-	-	-	-	-	-	(2,030)	(10,627)	-	-	(585,670)	(35,990)	(634,317)
Transfer to profit or loss on disposal of foreign operations	出售國外業務時轉撥至損益	-	-	(26,084)	(3,680)	(6,553)	(7,656)	2,466	-	-	-	107,484	(65,977)	-
Issue of ordinary shares	發行普通股	5,000	-	-	-	-	-	-	-	-	-	-	-	5,000
Share issue expenses	股份發行開支	-	(200)	-	-	-	-	-	-	-	-	-	-	(200)
Equity component of convertible bonds	可換股債券之權益部份	-	-	-	-	-	-	-	-	-	144,189	-	-	144,189
Deferred tax arising from issue of convertible bonds	發行可換股債券產生之遞延稅項	-	-	-	-	-	-	-	-	-	(23,791)	-	-	(23,791)
At 31 December 2009	於二零零九年十二月三十一日	70,236	102,675	-	(123)	-	-	-	-	1,564	120,398	(550,599)	-	(255,849)

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

Notes:

- (i) The share premium account of the Group includes shares issued by the Company at premium.

During the year ended 31 December 2009, the Company had issued 50,000,000 new shares pursuant to the subscription shares under general mandate at the subscription price of HK\$0.1 per subscription share. Legal and professional fee of approximately HK\$200,000 was incurred in relation to the issue of subscription shares.

- (ii) The capital reserve of the Group represents the reserve arising from the acquisition of a further interest in the share capital of a subsidiary at nil consideration pursuant to the Group's reorganisation and capitalisation of retained profits of a subsidiary.

- (iii) The special reserve of the Group represents the difference between the nominal amount of the share capital issued by the Company's subsidiaries in exchange for the nominal value of the issued share capital of other subsidiaries pursuant to the Group's reorganisation.

- (iv) The statutory reserves of the Group represents reserve required by the relevant laws of the People's Republic of China (the "PRC") applicable to the Company's PRC subsidiaries and is appropriated at directors' discretion. The statutory reserves can be used to make up prior years' losses of the PRC subsidiaries, if any, and can be applied in conversion into capital after approval by PRC authorities.

- (v) The convertible bonds reserve represents the equity components of the convertible bonds issued. The convertible bonds issued is split into their liability and equity components at initial recognition at the fair values of each of the convertible bonds, which are determined by independent qualified professional valuers.

附註：

- (i) 本集團之股份溢價賬包括本公司按溢價發行之股份。

截至二零零九年十二月三十一日止年度，本公司已根據一般授權項下之認購股份按認購價每股認購股份0.1港元發行50,000,000股新股份。因發行認購股份而產生法律及專業費用約200,000港元。

- (ii) 本集團之資本儲備乃指根據集團重組以零代價收購附屬公司之股本權益以及將一家附屬公司之保留溢利資本化而產生之儲備。

- (iii) 本集團之特別儲備乃根據集團重組以本公司附屬公司之已發行股本換取其他附屬公司之已發行股本兩者面值間之差額。

- (iv) 本集團之法定儲備乃按適用於本公司中華人民共和國（「中國」）附屬公司之有關中國法例所規定而設立之儲備，董事可酌情使用。經中國有關部門批准後，法定儲備可用於填補中國附屬公司過往年度之虧損（如有）並可轉換為資本。

- (v) 可換股債券儲備乃指已發行可換股債券之權益部份。已發行可換股債券於初步按公平值確認各可換股債券時，被分為負債及權益部份，乃由獨立合資格專業估值師釐定。

The accompanying notes form an integral part of these financial statements.

隨附之附註為該等財務報表之一部份。

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

	Notes 附註	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
<b>Operating activities</b>	<b>經營業務</b>		
Loss before taxation:	除稅前虧損：		
Continuing operations	持續經營業務	(588,550)	(76,978)
Discontinued operations	終止經營業務	1,450	(86,321)
		<b>(587,100)</b>	(163,299)
Adjustments for:	按下列各項調整：		
Finance costs	融資成本	7	4,703
Impairment loss recognised in respect of trade receivables	就貿易應收款項確認之減值虧損	2,156	6,861
Write down of obsolete and slow moving inventories	陳舊及滯銷存貨撇減	12	1,065
Reversal of impairment loss recognised in respect of trade receivables	就貿易應收款項確認之減值虧損撥回	-	(523)
Reversal of obsolete and slow moving inventories written down	已撇減陳舊及滯銷存貨之撥回	-	(2,499)
Interest income	利息收入	(16)	(393)
(Gain)/loss on disposal of subsidiaries, net	出售附屬公司之(收益)/虧損淨額	43	31,606
Impairment loss recognised in respect of on club debenture	就會所債券確認之減值虧損	-	580
Gain on fair value change of investment properties	投資物業公平值變動收益	-	(128)
Gain on cancellation of promissory notes	註銷承兌票據之收益	36	-
Loss on early redemption of promissory notes	提早贖回承兌票據產生之虧損	36	-
Net loss on deconsolidation of subsidiaries	取消綜合附屬公司虧損淨額	42	-
Depreciation and amortisation	折舊及攤銷	13,467	38,112
Revaluation surplus on buildings	樓宇重估盈餘	-	(484)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	287	240
Unrealised (gain)/loss on fair value change of derivative financial instruments	未變現衍生金融工具公平值變動(收益)/虧損	(510)	715
Loss on disposal of available-for-sale investment	出售可供出售投資之虧損	-	258
Impairment loss on available-for-sale investment	就可供出售投資確認之減值虧損	-	23,268
Operating cash flows before movements in working capital	營運資金調撥前之經營現金流量	<b>(10,586)</b>	(59,918)
Decrease in inventories	存貨減少	<b>2,871</b>	6,148

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

	Notes 附註	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Decrease/(increase) in trade and bills receivables	貿易應收款項及應收票據減少／(增加)	17,385	(5,699)
Decrease/(increase) in prepayments, deposits and other receivables	預付款項、按金及其他應收款項減少／(增加)	15,271	(28,438)
Decrease in trade and bills payable	貿易應付款項及應付票據減少	(11,417)	(28,884)
(Decrease)/increase in accruals and other payables	應計費用及其他應付款項(減少)／增加	(15,344)	36,310
Increase in amount due to a director	應付一名董事款項增加	-	1,500
Increase in amount due from a related company	應收一間關連公司款項增加	(7,171)	-
Increase in amount due to a shareholder	應付一名股東款項增加	5,930	15,500
Increase in amount due to a related company	應付一間關連公司款項增加	22,675	-
Cash generated from/(used in) operations	來自／(耗於)經營業務之現金	19,614	(63,481)
Hong Kong Profits Tax refund	已退回香港利得稅	27	716
PRC Enterprise Income Tax paid	已付中國企業所得稅	-	(5,342)
<b>Net cash generated from/(used in) operating activities</b>	<b>來自／(耗於)經營業務之現金淨額</b>	<b>19,641</b>	<b>(68,107)</b>
<b>Investing activities</b>	<b>投資業務</b>		
Purchase of property, plant and equipment	購買物業、廠房及設備	(2,544)	(18,666)
Interests received	已收利息	16	393
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項淨額	637	1,648
Proceeds from acquisition of subsidiaries, net	收購附屬公司所得款項淨額	(885)	-
Derecognition of cash of subsidiaries deconsolidated	取消確認已取消綜合附屬公司之現金	(4)	-
Proceeds from disposal of subsidiaries, net	出售附屬公司所得款項淨額	239,723	22,784
Proceeds from disposal of available-for-sale investment	出售可供出售投資所得款項	-	6,015
<b>Net cash generated from investing activities</b>	<b>來自投資業務之現金淨額</b>	<b>236,943</b>	<b>12,174</b>

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

	Notes 附註	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
<b>Financing activities</b>	<b>融資業務</b>		
Proceeds from bank borrowings	銀行借貸所得款項	-	53,428
Repayment of bank borrowings	償還銀行借貸	-	(54,924)
Repayment of obligations under finance leases	償還融資租賃責任	-	(4,905)
Repayment of promissory notes	償還承兌票據	(250,000)	-
Interest paid on bank loans	銀行貸款已付利息	(649)	(2,568)
Interest paid on overdraft and others	已付透支及其他利息	(100)	(1,943)
Interest paid on obligations under finance leases	融資租賃責任已付利息	(90)	(192)
Proceeds from issue of ordinary shares	發行普通股所得款項	5,000	32,400
Payment for share issue expenses	股份發行開支付款	(200)	(1,089)
<b>Net cash (used in)/generated from financing activities</b>	<b>(耗於)／來自融資業務之現金淨額</b>	<b>(246,039)</b>	20,207
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>現金及現金等值項目增加／(減少)淨額</b>	<b>10,545</b>	(35,726)
<b>Cash and cash equivalents at the beginning of the year</b>	<b>年初之現金及現金等值項目</b>	<b>16,477</b>	53,179
<b>Effect of foreign exchange rate changes</b>	<b>匯率變動之影響</b>	<b>(1,478)</b>	(976)
<b>Cash and cash equivalents at the end of the year</b>	<b>年末之現金及現金等值項目</b>	<b>25,544</b>	16,477
<b>Analysis of the balances of cash and cash equivalents</b>	<b>現金及現金等值項目結餘分析</b>		
Bank balances and cash	銀行結存及現金	25,544	1,609
Cash and cash equivalents and bank overdrafts included in a disposal group held for sale (note 10)	計入持作出售組別之現金及現金等值項目及銀行透支(附註10)	-	14,868
		<b>25,544</b>	16,477

The accompanying notes form an integral part of these financial statements.

隨附之附註為該等財務報表之一部份。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 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 addresses of the registered office and principal place of business of the Company are disclosed in the Corporate Information to the annual report.

The Company acts as an investment holding company. The principal activities of its subsidiaries are set out in Note 47.

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

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

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

HKAS 1 (Revised)	Presentation of Financial Statements
HKAS 23 (Revised)	Borrowing Costs
HKAS 32 & 1 (Amendments)	Puttable Financial Instruments and Obligations Arising on Liquidation
HKFRS 1 & HKAS 27 (Amendments)	Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate
HKFRS 2 (Amendment)	Vesting Conditions and Cancellations
HKFRS 7 (Amendment)	Improving Disclosures about Financial Instruments

### 1. 一般事項

本公司乃一間在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。本公司註冊辦事處及主要營業地點之地址於年報之公司資料內披露。

本公司為一間投資控股公司，其附屬公司之主要業務載於附註47。

綜合財務報表以港元（即本公司之功能貨幣）呈列。

### 2. 新訂及經修訂香港財務報告準則（「香港財務報告準則」）之應用

於本年度，本集團採納以下多項由香港會計師公會（「香港會計師公會」）頒佈之準則、修訂及詮釋（「新香港財務報告準則」），該等修訂及詮釋現正或已經生效。

香港會計準則第1號（經修訂）	財務報表之呈列
香港會計準則第23號（經修訂）	借貸成本
香港會計準則第32號及第1號（修訂本）	可沽售金融工具及清盤產生之責任
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之投資成本
香港財務報告準則第2號（修訂本）	歸屬條件及註銷
香港財務報告準則第7號（修訂本）	財務工具之披露之改進

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

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

HKFRS 8	Operating Segments
HK(IFRIC) – Int 9 & HKAS 39 (Amendments)	Embedded Derivatives
HK(IFRIC) – Int 13	Customer Loyalty Programmes
HK(IFRIC) – Int 15	Agreements for the Construction of Real Estate
HK(IFRIC) – Int 16	Hedges of a Net Investment in a Foreign Operation
HK(IFRIC) – Int 18	Transfers of Assets from Customers
HKFRSs (Amendments)	Improvements to HKFRSs issued in 2008, except for the amendment to HKFRS 5 that is effective for annual periods beginning on or after 1 July 2009
HKFRSs (Amendments)	Improvements to HKFRSs issued in 2009 in relation to the amendments to paragraph 80 of HKAS 39

HKAS 1 (Revised) “Presentation of Financial Statements” has introduced terminology changes (including revised titles for the financial statements) and changes in the format and content of the financial statements.

HKFRS 8 “Operating Segments” is a disclosure standard that has resulted in a change in presentation of the segment information (see note 5).

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

香港財務報告準則第8號	經營分部
香港（國際財務報告 詮釋委員會） — 詮釋第9號和 香港會計準則 第39號（修訂本）	嵌入式衍生工具
香港（國際財務報告 詮釋委員會） — 詮釋第13號	客戶忠誠計劃
香港（國際財務報告 詮釋委員會） — 詮釋第15號	房地產建造合同
香港（國際財務報告 詮釋委員會） — 詮釋第16號	境外業務投資淨額的對沖
香港（國際財務報告 詮釋委員會） — 詮釋第18號	轉讓客戶資產
香港財務報告準則 （修訂本）	於二零零八年頒佈之香港財務報告準則之改進，惟於二零零九年七月一日或之後開始之年度期間生效之香港財務報告準則第5號之修訂除外
香港財務報告準則 （修訂本）	於二零零九年頒佈對香港財務報告準則之改進，有關修訂香港會計準則第39號第80段

香港會計準則第1號（經修訂）「財務報表之呈列」引入多項詞彙變動（包括更改財務報表之標題）以及財務報表格式及內容變動。

香港財務報告準則第8號「經營分部」是一項披露準則，導致分部資料之呈列方式作出修改（見附註5）。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

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

The amendments to HKFRS 7 “Financial Instruments: Disclosures” expand and amend the disclosures required in relation to fair value measurements and liquidity risk. The Group has not provided comparative information for the expanded disclosures in accordance with the transitional provision set out in the amendments.

Except as described above, the adoption of the new and revised HKFRSs had no material effect on the consolidated financial statements of the Group for the current or prior accounting periods.

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 – amendments to HKFRS 5 <sup>1</sup>
HKFRSs (Amendments)	Improvements to HKFRSs 2009 <sup>2</sup>
HKAS 24 (Revised)	Related Party Disclosures <sup>6</sup>
HKAS 27 (Revised)	Consolidated and Separate Financial Statements <sup>7</sup>
HKAS 32 (Amendment)	Classification of Right Issues <sup>4</sup>
HKAS 39 (Amendment)	Eligible Hedge Items <sup>7</sup>
HKFRS 1 (Amendment)	Additional Exemptions for First-Time Adopters <sup>3</sup>
HKFRS 1 (Amendment)	Limited Exemption from Comparative HKFRS 7 Disclosures for First-time Adopters <sup>5</sup>

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

香港財務報告準則第7號「金融工具：披露」之修訂增加及修訂公平值計量及流動資金風險之披露規定。本集團並無根據修訂本所載之過渡性條文就增加之披露提供比較資料。

除上文所述者外，採納新訂及經修訂香港財務報告準則對本集團本會計期間或過往會計期間之綜合財務報表並無造成重大影響。

本集團並無提前採納下列已頒佈但尚未生效之新訂及經修訂的準則、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 – 香港財務報告準則第5號之修訂 <sup>1</sup>
香港財務報告準則（修訂本）	於二零零九年頒佈香港財務報告準則之改進 <sup>2</sup>
香港會計準則第24號（經修訂）	關連人士披露 <sup>6</sup>
香港會計準則第27號（經修訂）	綜合及獨立財務報表 <sup>7</sup>
香港會計準則第32號（修訂本）	供股分類 <sup>4</sup>
香港會計準則第39號（修訂本）	合資格對沖項目 <sup>7</sup>
香港財務報告準則第1號（修訂本）	首次採納者之額外豁免 <sup>3</sup>
香港財務報告準則第1號（修訂本）	香港財務報告準則第7號對首次採納者披露比較數字之有限度豁免 <sup>5</sup>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

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

HKFRS 2 (Amendment)	Group Cash-settled Shared-based Payment Transactions <sup>3</sup>
HKFRS 3 (Revised)	Business Combinations <sup>1</sup>
HKFRS 9	Financial Instruments <sup>7</sup>
HKFRIC – Int 14 (Amendment)	Prepayments of a Minimum Funding Requirement <sup>6</sup>
HKFRIC – Int 17	Distribution of Non-cash Assets to Owners <sup>1</sup>
HKFRIC – Int 19	Extinguishing Financial Liabilities with Equity Instruments <sup>5</sup>

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

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2010, except for the amendments to HKAS 38, HKFRS 2, HKFRIC – Int 9 and HKFRIC – Int 16 which are effective for annual periods beginning on or after 1 July 2009

<sup>3</sup> Effective for annual periods beginning on or after 1 January 2010

<sup>4</sup> Effective for annual periods beginning on or after 1 February 2010

<sup>5</sup> Effective for annual periods beginning on or after 1 July 2010

<sup>6</sup> Effective for annual periods beginning on or after 1 January 2011

<sup>7</sup> Effective for annual periods beginning on or after 1 January 2013

The application of HKFRS 3 (Revised) may affect the Group's accounting for business combination for which the acquisition date is on or after 1 July 2009. HKAS 27 (Revised) will affect the accounting treatment for changes in the Group's ownership interest in a subsidiary.

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

香港財務報告準則第2號（修訂本）	集團以現金結算以股份為基礎之付款交易 <sup>3</sup>
香港財務報告準則第3號（經修訂）	業務合併 <sup>1</sup>
香港財務報告準則第9號	金融工具 <sup>7</sup>
香港（國際財務報告詮釋委員會）— 詮釋第14號（修訂本）	最低資金要求之預付款項 <sup>6</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>1</sup>
香港（國際財務報告詮釋委員會）— 詮釋第19號	以股本工具抵銷金融負債 <sup>5</sup>

<sup>1</sup> 於二零零九年七月一日或其後開始之年度期間生效

<sup>2</sup> 於二零一零年一月一日或其後開始之年度期間生效，惟香港會計準則第38號、香港財務報告準則第2號、香港（國際財務報告詮釋委員會）— 詮釋第9號及香港（國際財務報告詮釋委員會）— 詮釋第16號之修訂於二零零九年七月一日或其後開支之年度期間生效則除外

<sup>3</sup> 於二零一零年一月一日或其後開始之年度期間生效

<sup>4</sup> 於二零一零年二月一日或其後開始之年度期間生效

<sup>5</sup> 於二零一零年七月一日或其後開始之年度期間生效

<sup>6</sup> 於二零一一年一月一日或其後開始之年度期間生效

<sup>7</sup> 於二零一三年一月一日或其後開始之年度期間生效

應用香港財務報告準則第3號（經修訂）可能會影響收購日期為二零零九年七月一日或之後之業務合併之會計處理。香港會計準則第27號（經修訂）將會影響有關本集團於附屬公司所擁有權益之變動之會計處理。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

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

HKFRS 9 Financial Instruments introduces new requirements for the classification and measurement of financial assets and will be effective from 1 January 2013, with earlier application permitted. The standard requires all recognised financial assets that are within the scope of HKAS 39 Financial Instruments: Recognition and Measurement to be measured at either amortised cost or fair value. Specifically, debt investments that (i) are held within a business model whose objective is to collect the contractual cash flows and (ii) have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost. All other debt investments and equity investments are measured at fair value. The application of HKFRS 9 will affect the classification and measurement of the Group's financial assets.

In addition, as part of Improvements to HKFRSs issued in (2009), HKAS 17 Leases has been amended in relation to the classification of leasehold land. The amendments will be effective from 1 January 2010, with earlier application permitted. Before the amendments to HKAS 17, lessees were required to classify leasehold land as operating leases and presented as prepaid land lease payments in the consolidated statement of financial position. The amendments have removed such a requirement. Instead, the amendments require the classification of leasehold land to be based on the general principles set out in HKAS 17, that are based on the extent to which risks and rewards incidental to ownership of a leased asset lie with the lessor or the lessee. The application of the amendments to HKAS 17 might affect the classification of the Group's leasehold land.

The directors anticipate that the application of the other new and revised Standards, Amendments or Interpretations will have no material impact on the consolidated financial statements.

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

香港財務報告準則第9號金融工具引入對金融資產的分類及計量的新規定，將於二零一三年一月一日起生效，並可提早應用。該準則規定所有符合香港會計準則第39號金融工具：確認及計量範疇的已確認金融資產按攤銷成本或公平值計量。特別是，(i)根據業務模式以收取合約現金流量為目的所持有及(ii)純粹為支付本金額及未償還本金額的利息而產生合約現金流量的債務投資，一般按攤銷成本計量。所有其他債務投資及股本投資按公平值計量。應用香港財務報告準則第9號將對本集團金融資產的分類及計量造成影響。

此外，作為於二零零九年頒佈的香港財務報告準則改進項目的一部分，香港會計準則第17號租賃中有關租賃土地分類的規定已作出修訂。有關修訂將於二零一零年一月一日起生效，並可提早應用。於香港會計準則第17號修訂之前，租賃土地須被承租人分類為經營租賃，並於綜合財務狀況表內呈列為預付租賃款項。有關修訂已刪除此規定。然而，有關修訂規定租賃土地須根據香港會計準則第17號所載的一般原則（即根據出租人或承租人所涉及租賃資產擁有權附帶的風險和回報程度）進行分類。應用香港會計準則第17號可能對本集團租賃土地的分類造成影響。

董事預期應用其他新訂及經修訂準則、修訂或詮釋將不會對綜合財務報表產生重大影響。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

#### Basis of preparation

The consolidated financial statements have been prepared on the historical cost basis, except for certain properties and financial instruments which are measured at revalued amounts or fair values, where appropriate.

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

These consolidated financial statements are presented in Hong Kong dollars and all value are rounded to the nearest thousand (HK\$'000), except otherwise indicated.

#### Going concern

The financial statements have been prepared on a going concern basis. The Group had incurred accumulated losses of approximately HK\$550,599,000 (2008: approximately HK\$72,413,000) and had a deficiency in shareholder's fund of approximately HK\$255,849,000 (2008: net assets of approximately HK\$253,270,000). Notwithstanding the above results, the consolidated financial statements have been prepared on a going concern basis, the validity of which is dependent upon the success of the Group's future operations, its ability to generate adequate cash flows in order to meet its obligations as and when fall due and its ability to refinance or restructure its borrowings such that the Group can meet its future working capital and financing requirements.

A shareholder of the Company has confirmed that he will not demand repayment of the amount of HK\$18,430,000 within twelve months from the end of the reporting period. For further detail, please refer to note 29. Furthermore, the promissory notes holder has confirmed that it will not demand for repayment of the principal amount of HK\$87,500,000 until the extended maturity date on 14 January 2012. For further detail, please refer to note 36.

### 3. 主要會計政策

#### 編製基準

綜合財務報表乃按歷史成本基準編製，惟若干物業及金融工具按重估值或公平值（倘適用）計算則除外。

綜合財務報表乃根據香港會計師公會頒佈之香港財務報告準則編製。此外，綜合財務報表載有聯交所證券上市規則及香港公司條例規定之適用披露事項。

該等綜合財務報表乃以港元列示，除另有說明外，所有金額均調整至最接近之千位數。

#### 持續經營

財務報表乃以持續經營基準編製。本集團產生累計虧損約550,599,000港元（二零零八年：約72,413,000港元）及股東資金虧絀約255,849,000港元（二零零八年：資產淨額約253,270,000港元）。儘管如此，綜合財務報表乃以持續經營基準編製，其有效性取決於本集團未來業務之成功、能產生足夠現金流量以應付到期債務，以及能再融資或重組其借貸以令本集團可應付未來營運資金及融資之需要。

本公司一名股東已確認，其將不會要求於報告期末起計十二個月內償還18,430,000港元。有關更多詳情，請參閱附註29。此外，承兌票據持有人已確認，將不會要求償還本金額87,500,000港元，直至於二零一二年一月十四日之到期日為止。有關更多詳情，請參閱附註36。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### Basis of preparation *(continued)*

##### *Subsidiaries deconsolidated*

Notwithstanding that the Group has acquired 100% equity interests in Pacific Choice Holdings Limited ("Pacific Choice") and its subsidiaries (collective referred as to "Pacific Choice Group") on 15 January 2009 (the "Acquisition") and held the respective interests as at 31 December 2009, the Pacific Choice Group was no longer regarded as subsidiaries of the Group as the directors of the Company are of the opinion that the control of the Pacific Choice Group had been lost during the year.

Since the end of November 2009, despite effort made, the Company was unable to obtain any books and records from 聯合光電(蘇州)有限公司 (transliterated as "United Opto-Electronics (Suzhou) Co., Ltd.") (the "PRC Subsidiary"). Neither could the Company obtain the use of the production machinery and solid cooperation from the management of the Pacific Choice/Pacific Choice Group/PRC Subsidiary particularly on the operation (if any) of the PRC Subsidiary. As a result, the directors of the Company were unable to access its complete set of underlying books and records together with the supporting documents since the end of November 2009.

The Directors of the Company considered that the PRC Subsidiary/Pacific Choice/Pacific Choice Group is not under control by the Company given (among others) (i) the machinery, equipment and technology for the production of LCoS TV have never been delivered to the Company for further development despite demand letters sent by or on behalf of the Group; and (ii) the management of the PRC Subsidiary have never complied with the request of the Company concerning its operation and production.

In the opinion of the Directors of the Company, the Group proposed to sell the Pacific Choice Group back to the vendors due to the issues as stated above. The directors of the Company resolved to deconsolidate the Pacific Choice Group with the effective date on 1 December 2009. The consolidated statement of comprehensive income presented a loss of HK\$602,806,000 on deconsolidation of the Pacific Choice Group. Details of the deconsolidation of the Pacific Choice Group are stated in note 42.

### 3. 主要會計政策 (續)

#### 編製基準 (續)

##### 已取消綜合附屬公司

儘管本集團已於二零零九年一月十五日收購Pacific Choice Holdings Limited (「Pacific Choice」)及其附屬公司(統稱「Pacific Choice集團」)100%股權(「收購事項」)並於二零零九年十二月三十一日持有有關權益,由於本公司董事認為已於本年度失去對Pacific Choice集團之控制權,故Pacific Choice集團不再被視為本集團之附屬公司。

自二零零九年十一月下旬起,儘管已作出多方努力,本公司仍未能取得聯合光電(蘇州)有限公司(譯為「United Opto-Electronics (Suzhou) Co., Ltd.」)(「中國附屬公司」)之任何賬冊及記錄。本公司亦未能取得生產機器之使用權以及Pacific Choice/Pacific Choice集團/中國附屬公司之穩定合作,尤其是在中國附屬公司之營運方面(如有)。因此,本公司董事未能自二零零九年十一月下旬起取得完整之相關賬冊及記錄以及證明文件。

本公司董事認為,鑑於(其中包括)(i)儘管本集團或代表本集團發出請求函,生產LCoS電視之機器、設備及技術尚未交付予本公司作進一步發展;及(ii)中國附屬公司之管理層從未配合本公司有關其營運及生產之要求,故本公司認為,中國附屬公司/Pacific Choice/Pacific Choice集團並非受本公司控制。

本公司董事認為,由於上文所述之事宜,本集團擬將Pacific Choice集團售回予賣方。本公司董事議決,自二零零九年十二月一日起,取消綜合Pacific Choice集團。綜合全面損益表呈列取消綜合Pacific Choice集團產生之虧損602,806,000港元。有關取消綜合Pacific Choice集團之詳情載於附註42。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities (including special purpose 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 statement of comprehensive income from the effective date of acquisition or up to the effective date of disposal, as appropriate.

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

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

#### Non-current assets held for sale

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset (or disposal group) is available for immediate sale in its present condition.

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of the assets' (disposal groups') previous carrying amount and fair value less costs to sell.

### 3. 主要會計政策 (續)

#### 綜合賬目之基準

綜合財務報表包括本公司及由本公司(其附屬公司)控制實體(包括特別用途實體)之財務報表。當本公司有能力規管一間實體之財務及經營政策以從其業務中取得利益時,則具有控制權。

於年內收購或出售之附屬公司之業績乃由收購生效日期起計或計至出售生效日期止(如適用)計入綜合全面損益表。

倘有需要,本集團會對附屬公司之財務報表作出調整,使其會計政策與本集團其他成員公司所採用者保持一致。

所有集團內交易、結餘、收入及支出均於綜合賬目時對銷。

#### 持作出售之非流動資產

倘非流動資產及出售組別之賬面值主要透過出售交易而非透過持續使用而收回,則會分類為持作出售。此條件僅於極有可能達成出售及資產(或出售組別)可於現狀下即時出售時方告符合。

分類為持作出售之非流動資產(及出售組別)乃按資產(出售組別)以往賬面值及公平值減銷售成本之較低者計量。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods sold 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.

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 estimated future cash receipts through the expected life of the financial asset to that assets' net carrying amount.

Rental income from operating leases is recognised on a straight-line basis over the terms of the relevant leases.

#### Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation.

On initial recognition, investment properties are measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values using the fair value model. Gains or losses arising from changes in the fair value of investment properties are included in consolidated statement of comprehensive income for the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposals. 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 asset) is included in the consolidated statement of comprehensive income in the year in which the item is derecognised.

### 3. 主要會計政策 (續)

#### 收入確認

收入按日常業務過程中就所售貨品所收取或應收取之代價(已扣除折扣及銷售有關稅項)之公平值計量。

貨品銷售乃在貨品付運及擁有權轉移後確認。

金融資產之利息收入乃以時間為基準按未償還本金及適用實際利率計提，而實際利率為透過金融資產之預期可用年期將估計日後現金收據實際折現至該資產之賬面淨值之比率。

經營租賃所得之租金收入於有關租賃期內以直線法確認。

#### 投資物業

投資物業指持作賺取租金及/或資本增值之物業。

於初次確認時，投資物業按成本值(包括任何直接應佔開支)計量。於初次確認後，投資物業運用公平值模型按公平值計量。投資物業公平值變動所產生之收益或虧損計入其產生期間之綜合全面損益表內。

投資物業於出售或永久停止使用後，及預期出售該投資物業不會產生未來經濟利益時終止確認。終止確認該資產所產生之任何收益或虧損(按出售所得款項淨額與該資產賬面值間之差額計算)計入終止確認項目年度之綜合全面損益表內。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Property, plant and equipment

Property, plant and equipment, other than buildings held for use in the production or supply of goods or services, or for administrative purposes and construction in progress, are stated at cost less subsequent accumulated depreciation and impairment loss.

Buildings held for use in the production or supply of goods or services, or for administrative purposes, are stated at their revalued amount, being the fair value at the date of revaluation less subsequent accumulated depreciation and impairment loss. Revaluations are performed with sufficient regularity such that the carrying amount does not differ materially from that which would be determined using fair values at the end of the reporting period.

Any revaluation increase arising on revaluation of buildings is credited to the asset revaluation reserve, except to the extent that it reverses a revaluation decrease of the same asset previously recognised as an expense, in which case the increase is credited to the consolidated statement of comprehensive income to the extent of the decrease previously charged. A decrease in net carrying amount arising on revaluation of an asset is dealt with as an expense to the extent that it exceeds the balance, if any, on the asset revaluation reserve relating to a previous revaluation of that asset. On the subsequent sale or retirement of a revalued asset, the attributable revaluation surplus is transferred to retained profits.

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

### 3. 主要會計政策 (續)

#### 物業、廠房及設備

用作生產或提供貨物或服務或作行政用途之樓宇及在建工程以外之物業、廠房及設備按成本減隨後之累計折舊及減值虧損列賬。

用作生產或提供貨物或服務或作行政用途之樓宇乃按其重估值列賬，重估值按其於重估日期之公平值減日後之累計折舊及減值虧損計算。重估乃定期進行，以確保賬面值與於報告期末以公平值列賬者不會有重大差異。

任何因重估樓宇而增加之重估值乃計入資產重估儲備，但若之前曾於綜合損益表中撥回相同資產確認為支出之重估減值，則此增值計入綜合全面損益表，惟以先前扣除數額為限。重估資產所產生之賬面淨值減少數額如超過該項資產過往重估時之相關重估儲備結餘（如有），則該超出部份列作開支處理。重估資產於其後出售或報廢時，應得之重估盈餘撥作保留溢利。

在建工程以外物業、廠房及設備項目於估計可使用年期內使用直線法並經考慮其殘值計算折舊，以撇銷其成本或公平值。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

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

Construction in progress is stated at cost less any 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 statement of comprehensive income in the year in which the item is derecognised.

#### Club debenture

Club debenture with indefinite useful life is carried at cost less any impairment loss.

#### Intangible assets acquired in a business combination

Intangible assets acquired in a business combination and recognised separately from goodwill are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination are measured at cost less accumulated amortisation and accumulated impairment losses (if any), on the same basis as intangible assets that are acquired separately.

### 3. 主要會計政策 (續)

#### 物業、廠房及設備 (續)

在建工程以成本減任何減值虧損列賬。在建工程於完成及可用作擬定用途時分類為物業、廠房及設備之適當類別。該等資產按其他物業資產之相同基準計算折舊，由有關資產可用作擬定用途時起計。

根據融資租賃持有之資產按自有資產之相同基準於估計可用年期或有關租賃年期之較短者折舊。

當物業、廠房及設備項目已出售或預期繼續使用該項資產不會為日後帶來經濟利益時，該項物業、廠房及設備將終止確認。因終止確認該項資產而產生之任何收益或虧損（按該項目之出售所得款項淨額及其賬面值之差額計算）計入終止確認該項資產之年度之綜合全面損益表。

#### 會所債券

沒有限定可使用年期之會所債券乃按成本減除其任何減值虧損列賬。

#### 於業務合併中收購之無形資產

於業務合併時收購及於商譽中分別確認之無形資產在收購日期以其公平值初步確認，而有關公平值被視為其成本。

於初步確認後，於業務合併中收購之無形資產按與分別收購之無形資產相同之基準以成本減累計攤銷及累計減值虧損（如有）計算。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Impairment of tangible and intangible assets (other than goodwill)

At the end of the reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. In addition, intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment annually, and whenever there is indication that they may be impaired.

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, unless the relevant asset is carried at a revalued amount under another Standard, in which case the impairment loss is treated as a revaluation decrease under that Standard.

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 immediately in profit or loss, unless the relevant asset is carried at a revalued amount under another Standard, in which case the reversal of the impairment loss is treated as a revaluation increase under that Standard.

#### Goodwill

Goodwill arising on an acquisition of a business is carried at cost less accumulated impairment losses, if any, and is presented in the consolidated statement of financial position.

### 3. 主要會計政策 (續)

#### 有形及無形資產(商譽除外)減值

於報告期間末，本集團檢討其有形及無形資產之賬面值，以釐定是否有跡象顯示該等資產出現減值虧損。倘出現任何有關跡象，則須估計資產之可收回金額，以釐定減值虧損之程度(如有)。此外，無限可使用年期之無形資產與未可供使用之無形資產每年及於出現可能減值之跡象時進行減值測試。

倘估計資產之可收回金額少於其賬面值，資產之賬面值被削減至其可收回金額。減值虧損即時確認為開支，除非相關資產根據另一項準則而按重估值入賬則除外，於該情況下，減值虧損將根據該準則視作重估減少。

倘一項減值虧損於日後撥回，則該項資產之賬面值乃增加至其經修訂估計可收回金額，惟增加後之賬面值不得超出假設以往年度並無就該項資產確認減值虧損原應釐定之賬面值。減值虧損撥回即時確認為收入，除非有關資產根據另一項準則按重估金額列賬，在此情況下減值虧損根據該項準則列作重估增值。

#### 商譽

因收購業務產生之商譽按成本減累計減值虧損入賬(如有)，並於綜合財務狀況表中呈列。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Goodwill (continued)

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating unit expected to benefit from the synergies of the combination. A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit on a pro-rata basis based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss in the consolidated statement of comprehensive income. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

#### Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the first-in, first-out method.

#### Financial instruments

Financial assets and financial liabilities are recognised on the consolidated statement of financial position 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.

### 3. 主要會計政策 (續)

#### 商譽 (續)

就減值測試而言，本集團向預期將自合併產生之協同效益中受惠之每個現金產生單位分配商譽。本集團會每年及於現金產生單位之商譽有任何減值跡象時就獲分配商譽之單位進行減值測試。倘現金產生單位之可收回金額少於其賬面金額，則本集團首先會分配減值虧損以減少該單位獲分配之任何商譽之賬面金額，再根據該單位之各項資產之賬面金額按比例分配至該單位之其他資產。任何商譽減值虧損直接於綜合全面損益表中直接以損益確認。確認為商譽之減值虧損於之後期間不得撥回。

出售有關現金產生單位時，計算出售之損益時會計入商譽之可供分派金額。

#### 存貨

存貨乃按成本及可變現淨值兩者中較低者列賬。存貨成本按先入先出法計算。

#### 金融工具

倘集團實體成為金融工具合約條文之訂約方，則於綜合財務狀況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（按公平值計入損益「公平值計入損益」之金融資產及金融負債除外）而直接應佔之交易成本，於初步確認時自該項金融資產或金融負債之公平值內扣除或計入其中（倘適用）。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial instruments (continued)

##### Financial assets

The Group's financial assets are classified into loans and receivables and available-for-sale financial assets. All regular way purchases and 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.

##### Financial assets – 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 on points 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.

##### 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 the end of each reporting period subsequent to initial recognition, loans and receivables (including trade and other receivables and bank balances) are carried at amortised cost using the effective interest method, less any identified impairment losses.

##### 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 the end of each reporting period 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 consolidated statement of comprehensive income.

### 3. 主要會計政策 (續)

#### 金融工具 (續)

##### 金融資產

本集團之金融資產分為貸款及應收款項及可供出售金融資產。所有日常買賣之金融資產於交易日確認或終止確認。日常買賣指根據市場規則或慣例訂立之時間內交收資產之金融資產買賣。

##### 金融資產 – 實際利率法

實際利率法乃計算金融資產之攤銷成本及按有關期間攤分利息收入之方法。實際利率乃按金融資產之預計可用年期或(倘適用)較短期間精確貼現估計未來現金收入(包括所支付或收取能構成整體實際利率之所有費用及利率差價、交易成本及其他溢價或折價)之比率。收入按債務工具之實際利率基準確認。

##### 貸款及應收款項

貸款及應收款項為無活躍市場報價而附帶固定或可釐定付款之非衍生金融資產。於初次確認後各報告期末，貸款及應收款項(包括貿易及其他應收款項及銀行結存)採用實際利率法攤銷成本，減任何已識別減值虧損列賬。

##### 可供出售金融資產

可供出售金融資產為指定為或非分類為按公平值計入損益之非衍生金融資產、貸款及應收款項或持至到期之投資。於首次確認後各報告期末，可供出售金融資產按公平值計算。公平值之變動於股本權益確認，直至該金融資產被出售或被斷定為出現減值，則屆時過往於股本權益確認之累計收入或虧損會自股本權益剔除，並於綜合全面損益表確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial instruments (continued)

##### Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. 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 impacted.

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.

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 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 trade and other 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 trade receivable or other 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.

### 3. 主要會計政策 (續)

#### 金融工具 (續)

##### 金融資產減值

金融資產(按公平值計入損益之金融資產除外)於各報告期末就出現之減值跡象進行評估。倘有客觀證據顯示因金融資產初次確認後發生一項或多項事件影響金融資產之預期未來現金流量，則金融資產出現減值。

就可供出售股權投資而言，該投資之公平值大幅或持久低於成本被視為減值之客觀證據。

就其他所有金融資產而言，減值之客觀證據包括：

- 發行人或對約方出現重大財政困難；或
- 未能繳付或延遲償還利息或本金；或
- 借款人有可能面臨破產或財務重組。

就按已攤銷成本列賬之金融資產而言，減值虧損乃於有客觀證據證明資產出現減值時於損益內確認，並按該資產之賬面值與按原先實際利率貼現之估計未來現金流量之現值間之差額計算。

與所有金融資產有關之減值虧損會直接於金融資產之賬面值中作出扣減，惟貿易及其他應收款項除外，其賬面值會透過撥備賬作出扣減。撥備賬內之賬面值變動會於損益中確認。當貿易及其他應收款項被視為不可收回時，其將於撥備賬內撇銷。倘其後收回之前已撇賬的款項，將撥回損益內。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial instruments (continued)

##### *Impairment of financial assets (continued)*

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.

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 was recognised, the previously recognised impairment loss is reversed through profit and 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.

##### *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.

##### *Financial liabilities and equity – 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.

### 3. 主要會計政策 (續)

#### 金融工具 (續)

##### 金融資產減值 (續)

可供出售股權投資之減值虧損將不會於以後期間撥回損益中。任何減值虧損後之公平值上升於權益中直接確認。

就按攤銷成本計算之金融資產而言，倘減值虧損額於隨後期間有所減少，而有關減少在客觀上與確認減值後發生之事件有關，則先前已確認之減值虧損將透過損益予以撥回，惟該資產於減值被撥回當日之賬面值不得超過未確認減值時之已攤銷成本。

##### 金融負債及股本權益

由集團實體發行之金融負債及股本權益工具按所訂立之合約安排性質，以及金融負債及股本權益工具之定義而分類。

股本權益工具為帶有集團資產剩餘權益（經扣除其所有負債）之任何合約。

##### 金融負債及股本權益 – 實際利率法

實際利率法乃計算金融負債之攤銷成本及按有關期間攤分利息開支之方法。實際利率乃按金融負債的預計可用年期或（倘適用）較短期間精確貼現估計未來現金付款的比率。利息開支按實際利率基準確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial instruments (continued)

#### Financial liabilities and equity – Effective interest method (continued)

##### Financial liabilities (other than derivative financial instruments)

The Group's financial liabilities (including trade and bills payables and bank loans) are subsequently measured at amortised cost, using the effective interest method.

##### Equity instruments

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

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

#### 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 the end of each reporting period. The resulting gain or loss is recognised in consolidated statement of comprehensive income immediately.

#### Convertible Bonds

Convertible bonds 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 an equity instrument.

On initial recognition, the fair value of the liability component is determined using the prevailing market interest rate of similar non-convertible debts. The difference between the gross proceeds of the issue of the convertible bonds 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 bonds reserve).

### 3. 主要會計政策 (續)

#### 金融工具 (續)

#### 金融負債及股本權益 – 實際利率法 (續)

##### 金融負債 (衍生金融工具除外)

本集團之金融負債 (包括貿易應付款項及應付票據及銀行貸款) 乃採用實際利率法計算攤銷成本。

##### 股本權益工具

本公司所發行之股本權益工具乃按已收取之所得款項減直接發行成本記賬。

購回本公司自有股本權益投資工具於股本權益中直接確認及扣除。購買、出售、發行或註銷本公司自有股本投資工具之盈虧並無於損益內確認。

#### 衍生金融工具

衍生工具於訂立衍生工具合約當日按公平值初次確認，隨後於各報告期末按公平值重新計量。產生之收益或虧損隨即於綜合全面損益表中確認。

#### 可換股債券

本公司所發行之可換股債券同時包括負債及轉換期權部分，於初步確認時分別歸類為其各自之項目。倘轉換期權將透過以固定金額之現金或其他財務資產換取固定數目之本公司股本工具結算，則分類為股本工具。

於初步確認時，負債部分之公平值乃按類似之非可換股債務之現行市場利率釐定。發行可換股票據之所得款項總額與指定至負債部分 (即可讓持有人將貸款票據轉換為權益之轉換期權) 之公平值之差額列入權益 (可換股債券儲備)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial instruments (continued)

##### 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 assets' 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 consolidated statement of comprehensive income.

Financial liabilities are derecognised when the obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in consolidated statement of comprehensive income.

##### Provision

Provisions are recognised when the Group has a present obligation as a result of a past event, and it is probable that the Group will be required to settle that obligation. Provisions are measured at the directors' best estimate of the expenditure required to settle the obligation at the end of the reporting period, and are discounted to present value where the effect is material.

##### Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the consolidated statement of financial position.

### 3. 主要會計政策 (續)

#### 金融工具 (續)

##### 終止確認

若從資產收取現金流之權利已屆滿，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份風險及回報轉移，則金融資產將被終止確認。於終止確認金融資產時，資產之賬面值與已收及應收代價及已直接於股本權益內確認之累計盈虧之總和之差額，將於綜合全面損益表中確認。

倘責任已解除、取消或屆滿，則金融負債將被終止確認。終止確認之金融負債之賬面值與已付或應付代價之差額於綜合全面損益表中確認。

##### 撥備

倘本集團因過往事件而產生現時之責任，而本集團可能須償還該責任時，則確認撥備。撥備乃根據董事於報告期末對償還有關責任所需支出之最佳估算釐定，並在有關影響屬重大時貼現至現值。

##### 現金及現金等值項目

現金及現金等值項目包括手頭現金、隨時可提取之銀行存款、原期限不超過三個月之其他高流動性短期投資及銀行透支。銀行透支於綜合財務狀況表內之流動負債列作借貸。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

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

#### *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 statement of financial position 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 consolidated statement of comprehensive income.

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

#### *Leasehold land*

Interest in leasehold land is accounted for as operating leases and amortised over the lease term on a straight-line basis except for those that are classified and accounted for as investment properties under the fair value model.

### 3. 主要會計政策 (續)

#### 租賃

凡於租賃條款中訂明將擁有權之絕大部份風險及回報轉嫁承租人之租賃均列為融資租賃。所有其他租賃列為經營租賃。

#### *本集團作為出租人*

經營租賃之租金收入按直線法於有關租賃年期在綜合全面損益表內確認。磋商及安排一項經營租賃產生之初步直接成本加入租賃資產之賬面值，於租賃年內按直線法確認為開支。

#### *本集團作為承租人*

按融資租賃持有之資產按租賃開始時之公平值或(倘為較低者)按最低租賃付款之現值確認為本集團資產。出租人之相應負債於綜合財務狀況表列作融資租賃責任。租賃付款按比例於融資費用及減少租賃責任之間作出分配，從而使該等負債之應付餘額之息率固定。融資費用直接於綜合全面損益表中扣除。

經營租賃之應付租金於有關租賃期間按直線法於綜合全面損益表中扣除。作為促使訂立經營租賃之已收及應收利益亦按租賃期限以直線法確認為租金開支扣減。

#### *租賃土地*

租賃土地之權益按經營租賃入賬，並以直線法於租賃期內攤銷，惟該等根據公平值模型分類及計入為投資物業者除外。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### Retirement benefit costs

Payments to defined contribution retirement benefit plans and the Mandatory Provident Fund Scheme are charged as an expense when employees have rendered service entitling them to the contributions.

#### Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type of class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

#### Borrowing costs

All borrowing costs are recognised as and included in finance costs in the consolidated statement of comprehensive income in the period in which they are incurred.

#### 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 the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing on the end of the reporting period. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

### 3. 主要會計政策 (續)

#### 退休福利成本

向定額供款退休福利計劃及強制性公積金計劃作出之供款，於僱員提供服務而符合享有供款資格時列作開支。

#### 分部報告

經營分部及財務資料所呈列各分部的金額，乃從為向本集團各項業務及地理位置分配資源及評估其業績而定期向本集團最高行政管理層提供的財務報表當中識別出來。

個別重要的經營分部不會合計以供財務報告之用，但如該等經營分部的產品和服務性質、生產工序性質、客戶類別或階層、分銷產品或提供服務的方法以至監管環境的本質等經濟特性均屬類似，則作別論。個別不重要的經營分部如果符合以上大部分條件，則可以合計為一個報告分部。

#### 借貸成本

所有借貸成本均於產生期間確認及納入綜合全面損益表內之融資成本。

#### 外幣

編製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）進行之交易乃按其功能貨幣（即實體經營之主要經濟環境之貨幣）於交易日期當時之匯率記錄。於各報告期末，以外幣列值之貨幣項目以報告期末之匯率重新換算。按公平值列賬且按外幣列值之非貨幣項目乃按釐定公平值當日之匯率重新換算。以外幣歷史成本計算之非貨幣項目不予重新換算。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Foreign currencies (continued)

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

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 Company (i.e. Hong Kong dollars) at the rate of exchange prevailing at the end of the reporting period, 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 exchange reserve). Such exchange differences are recognised in consolidated statement of comprehensive income in the period in which the foreign operation is disposed of.

#### Taxation

Income tax expenses represent 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 statement of comprehensive income because of items of income or expense that are taxable or deductible in other years and 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 end of the reporting period.

### 3. 主要會計政策 (續)

#### 外幣 (續)

結算貨幣項目及換算貨幣項目所產生之匯兌差額於產生期間在綜合全面損益表確認。因重新換算按公平值列賬之非貨幣項目產生之匯兌差額計入期內之綜合全面損益表中，惟換算直接於股本權益內確認收益及虧損之非貨幣項目產生之差額除外，在此情況下，匯兌差額亦會直接於股本權益中確認。

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報告期末當日匯率換算為本公司之呈列貨幣（即港元），而有關之收入及開支項目乃按年內平均匯率換算，除非期內匯率大幅波動，則於此情況下，將採用交易日期之匯率換算。所產生匯兌差額（如有）均確認為股本權益之獨立部份（匯兌儲備）。有關換算差額於該項海外業務出售期間在綜合全面損益表中確認。

#### 稅項

所得稅開支指即期應付稅項及遞延稅項之總和。

即期應付稅項乃按本年度應課稅溢利計算。應課稅溢利與綜合全面損益表中所報溢利不同，此乃由於在其他年度應課稅或可扣稅之收入或開支項目，以及從未課稅及扣稅之項目所致。本集團即期稅項負債乃使用於報告期末已頒行或大致上已頒行之稅率計算。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Taxation (continued)

Deferred tax is recognised on temporary 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. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences 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.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised in 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 in which case, the deferred tax is also recognised in other comprehensive income or directly in equity respectively.

#### Employees' benefits

##### Bonuses

The Group recognises a liability for bonuses when there is a contractual obligation and the amount can be estimated reliably.

### 3. 主要會計政策 (續)

#### 稅項 (續)

遞延稅項就綜合財務報表資產及負債賬面值及用以計算應課稅溢利相應稅基之確認臨時差額。遞延稅項負債通常會就所有應課稅臨時差額確認。遞延稅項資產通常按可能出現可利用臨時差額扣稅之應課稅溢利時確認可扣稅臨時差額。若於一項交易中，因商譽或因企業合併以外原因初次確認其他資產及負債而引致之臨時差額既不影響應課稅溢利亦不影響會計溢利，則不會確認該等資產及負債。

遞延稅項資產及負債乃按預期於負債償還或資產變現期間適用之稅率根據各報告期末已頒佈或實質上已頒佈之稅率（及稅法）計算。遞延稅項於損益中確認，惟倘遞延稅項與直接在股本權益中扣除或計入之項目有關（在此情況下遞延稅項亦會於股本權益中處理，在此情況下，遞延稅項亦分別於其他全面收入或直接於權益中確認）除外。

#### 僱員福利

##### 花紅

本集團於出現合約責任及能可靠估計金額時就花紅確認負債。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Employees' benefits (continued)

##### Retirement benefit obligations

The Group operates a Mandatory Provident Fund Scheme (the "MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for those employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF Scheme is a defined contribution scheme, the assets of which are held in separate trustee administered funds.

Under the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at 5% of the employees' relevant income, with the employers' contributions subject to a cap of monthly relevant income of HK\$20,000. The Group's contributions to the scheme are expensed as incurred and are vested in accordance with the scheme's vesting scales. Where employees leave the scheme prior to the full vesting of the employer's contributions, the amount of forfeited contributions is used to reduce the contributions payable by the Group.

##### Share-based payment expenses

The fair value of the employee services received determined by reference to the fair value of share options granted at the grant date is recognised as an expense in full at the grant date when the share options granted vest immediately, with a corresponding increase in equity (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.

### 3. 主要會計政策 (續)

#### 僱員福利 (續)

##### 退休福利責任

本集團根據香港強制性公積金計劃條例為根據香港僱傭條例所僱用之僱員提供強制性公積金計劃(「強積金計劃」)。強積金計劃為定額供款計劃，其資產由獨立信託管理基金持有。

根據強積金計劃，僱主及其僱員各自須按僱員相關收入之5%之比例就計劃作出供款，而每月相關收入之上限為20,000港元。本集團向強積金計劃作出之供款於產生時支銷，並根據計劃之應享比例歸屬僱員。倘僱員於僱主供款全數歸屬前退出強積金計劃，沒收之供款金額將用作扣減本集團之應付供款。

##### 以股份為基礎之款項開支

就經參照授出當日已授出認購股權之公平值而釐定之已接受僱員服務公平值而言，倘若授出之認購股權即時歸屬，則於授出當日全數確認為開支，而股本(以股份為基礎之款項儲備)則相應增加。

認購股權獲行使時，先前於以股份為基礎之款項儲備中確認之款項將撥入股份溢價。當認購股權於歸屬日期後被沒收或於屆滿日仍未行使，先前於以股份為基礎之款項儲備中確認之款項將撥入保留溢利。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### Related party transactions

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

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

A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

### 3. 主要會計政策 (續)

#### 關連人士交易

倘出現下列情況，則一方被視為與本集團有關連：

- i. 該方透過一名或多名中介人士直接或間接(a)控制本集團或被本集團控制或與本集團受共同控制；(b)於本集團擁有權益，從而對本集團行使重大影響力；或(c)共同控制本集團；
- ii. 該方為聯繫人士；
- iii. 該方為共同控制實體；
- iv. 該方為本集團或其母公司之主要管理人員；
- v. 該方為(i)或(iv)所述任何人士之近親；
- vi. 該方為(iv)或(v)所述任何人士直接或間接控制、共同控制或重大影響或可行使大量投票權之實體；或
- vii. 該方為本集團或作為本集團關連人士之任何實體之僱員福利而設之離職後福利計劃。

倘關連人士之間存在資源或責任轉讓，則有關交易被視為關連人士交易。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### Contingent liabilities and contingent assets

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

A contingent liability is not recognised but is disclosed in the notes to the consolidated financial statements. When a change in the probability of an outflow occurs so that outflow is probable, they will then be recognised as a provision.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. A contingent asset is not recognised but is disclosed in the notes to the consolidated financial statements when an inflow of economic benefits is probable. When inflow is virtually certain, an asset is recognised.

### 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, management is 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.

### 3. 主要會計政策 (續)

#### 或然負債及或然資產

或然負債乃因過去事件而可能出現之責任，而須視乎日後會否出現一項或多項本集團不可完全控制之不確定事件方可確實。或然負債亦包括基於過去事件而產生之現有責任，但由於未必需要經濟資源流出或不能就該責任數額作可靠計量而未有確認。

或然負債不會確認入賬但會於綜合財務報表附註中披露。倘流出之可能性出現變化，而相當可能出現流出，則會確認為撥備。

或然資產乃因過去事件而可能出現之資產，而須視乎日後會否出現一項或多項本集團不可完全控制之不確定事件方可確實。倘很可能出現經濟利益流入，則或然資產不會確認入賬但會於綜合財務報表附註中披露。倘實際存在經濟利益流入，則確認有關資產。

### 4. 主要會計判斷及估計不明朗因素之主要來源

在應用附註3所述之本集團會計政策時，管理層須對無其他來源顯示賬面值之資產及負債之賬面值作出判斷、估計及假設。估計及相關假設乃以過往經驗及視為相關之其他因素為依據。實際結果或與該等估計有差異。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

#### 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(continued)

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.

##### Key sources of estimation uncertainty

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

##### *Depreciation*

The carrying value of the Group's property, plant and equipment as at 31 December 2009 was Nil (2008: HK\$53,676,000). The Group depreciates the property, plant and equipment at different depreciation rates. The depreciation rates are determined on the straight-line method, after taking into account of their residual values. The depreciation expense for future periods is adjusted if there are significant changes from previous estimates.

#### 4. 主要會計判斷及估計不明朗因素之主要來源 (續)

估計及相關假設會持續進行檢討。倘會計估計之修訂僅影響修訂相關估計之期間，則該修訂會在該期間內確認，或倘會計估計之修訂同時影響當前及未來期間，則該修訂會在修訂期間及未來期間內確認。

##### 估計不明朗因素之主要來源

以下列舉於報告期末對未來之主要假設及估計不明朗因素之其他主要來源，該等假設及來源構成下一個財政年度資產及負債賬面值面對重大調整之重大風險。

##### *折舊*

於二零零九年十二月三十一日，本集團物業、廠房及設備之賬面值為零（二零零八年：53,676,000港元）。本集團按不同折舊率折舊物業、廠房及設備。折舊率經考慮有關殘值後按直線法釐定。未來期間之折舊費用於先前之估計出現重大變動時作出調整。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

#### 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(continued)

##### Key sources of estimation uncertainty

(continued)

##### *Impairment of property, plant and equipment*

In accordance with HKAS 16, the Group estimates the useful lives of property, plant and equipment in order to determine the amount of depreciation expenses to be recorded. The useful lives are estimated at the time the asset is acquired based on historical experience, the expected usage, wear and tear of the assets, as well as technical obsolescence arising from changes in the market demands or service output of the assets. The Group also performs annual reviews on whether the assumptions made on useful lives continued to be valid. The Group tests annually whether the assets have suffered any impairment. The recoverable amount of an asset or a cash generating unit is determined based on value-in-use calculations which require the use of assumptions and estimates.

##### *Income tax*

The Group is subject to income taxes in Hong Kong and the PRC. Significant judgement is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

#### 4. 主要會計判斷及估計不明朗因素之主要來源 (續)

##### 估計不明朗因素之主要來源 (續)

##### *物業、廠房及設備減值*

本集團根據香港會計準則第16號之規定估計物業、廠房及設備之可使用年期，以釐定須予記錄之折舊開支。本集團於購入資產時，根據以往經驗、資產之預期使用量、損耗程度，以及技術會否因市場需求或資產產能有變而變成過時，估計其可使用年限。本集團亦會於每年作出檢討，以判斷就可使用年限所作出之假設是否仍然合理。本集團每年測試資產是否出現減值。資產或現金產生單位之可收回款額乃根據使用價值算法予以釐定，此項計算須運用假設及估算。

##### *所得稅*

本集團須在香港及中國內地繳納所得稅。於釐定所得稅撥備時須作出重大判斷。日常業務過程中有大量無法確定最終稅款之交易及計算。本集團根據對是否需要繳付額外稅款之估計，就預期稅務審計項目確認負債。倘該等事項最終稅款結果有別於最初記錄之金額，有關差額將影響作出有關決定之期間之所得稅及遞延稅項撥備。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

#### 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(continued)

##### Key sources of estimation uncertainty

(continued)

##### *Estimate of fair value of investment properties*

The best evidence of fair value is current prices in an active market for similar lease and other contracts. In the absence of such information, the Group determines the amount within a range of reasonable fair value estimates. In making its judgement, the Group considers information from a variety of sources including:

- (a) current prices in an active market for properties of different nature, condition or location (or subject to different lease or other contracts), adjusted to reflect those differences;
- (b) recent prices of similar properties in less active markets, with adjustments to reflect any changes in economic conditions since the date of the transactions that occurred at those prices; and
- (c) discounted cash flow projections based on reliable estimates of future cash flows, derived from the terms of any existing lease and other contracts, and (where possible) from external evidence such as current market rents for similar properties in the same location and condition, and using discount rates that reflect current market assessments of the uncertainty in the amount and timing of the cash flows.

If information on current or recent prices of investment properties is not available, the fair values of investment properties are determined using discounted cash flow valuation techniques. The Group uses assumptions that are mainly based on market conditions existing at the end of each reporting period.

#### 4. 主要會計判斷及估計不明朗因素之主要來源 (續)

##### 估計不明朗因素之主要來源 (續)

##### *投資物業公平值之估計*

公平值之最佳憑證為同類租約及其他合約於活躍市場所提供之最新價格。倘無法獲取有關資料，本集團將在合理公平值估計範圍內釐定有關金額。於作出判斷時，本集團會考慮多方面資料，其中包括：

- (a) 不同性質、狀況或地點（或受不同租約或其他合約規限）物業當時在活躍市場上之最新價格（須就各項差異作出調整）；
- (b) 於稍欠活躍市場之類似物業近期價格，進行調整以反映自從按該等價格訂立交易之日期以來經濟狀況之任何變化；及
- (c) 根據未來現金流量所作可靠估計而預測之貼現現金流量，此項預測源自任何現有租約與其他合約之條款及（在可能情況下）外在因素（如地點及狀況相同之類似物業最新市場租值），並採用足以反映當時市場評估無法肯定有關現金流量金額及時間之貼現率計算。

倘無法取得有關投資物業最新或最近期價格之資料，則採用貼現現金流量估值法釐定投資物業之公平值。本集團所用假設主要以各報告期末出現之市況為依據。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

#### 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

*(continued)*

##### Key sources of estimation uncertainty

*(continued)*

##### *Estimate of fair value of investment properties*

*(continued)*

The principal assumptions underlying management's estimation of fair value are those related to: the receipt of contractual rentals; expected future market rentals; void periods; maintenance requirements; and appropriate discount rates. These valuations are regularly compared to actual market yield data, and actual transactions by the Group and those reported by the market.

The expected future market rentals are determined on the basis of current market rentals for similar properties in the same location and condition.

The Group assesses the fair value of its investment properties based on valuation determined by qualified independent professional valuers in Hong Kong and the PRC.

##### *Net realisable value of inventories*

Net realisable value of inventories is the estimated selling price in the ordinary course of business, less estimated costs of completion and selling expenses. These estimates are based on the current market condition and the historical experience and selling goods of similar nature. It could change significant as a result of change in market condition. Management will reassess the estimations at the end of the reporting period.

#### 4. 主要會計判斷及估計不明朗因素之主要來源 (續)

##### 估計不明朗因素之主要來源 (續)

##### *投資物業公平值之估計 (續)*

支持管理層所作公平值估計之主要假設涉及：合約租金收入；預計未來市場租值；空置期；維修保養規定；及適當之貼現率。此等估值定期與實際市場回報數據及本集團進行實際交易及市場提供之交易紀錄作比較。

預計未來市場租金乃基於同一地點及相同情況下相似類型物業之現行市場租金釐定。

本集團根據香港及中國內地之合資格獨立專業估值師釐定之估值評估其投資物業之公平值。

##### *存貨之可變現淨值*

存貨之可變現淨值乃於日常業務過程中作出之估計售價減估計完成成本及出售開支。此等估計乃根據現時市況及類似性質之過往經驗及出售產品而作出，並會因市況變動而大幅變化。管理層會於報告期末重新評估有關估計。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

#### 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(continued)

##### Key sources of estimation uncertainty

(continued)

###### *Estimate of recoverable amounts of assets*

The Group tests annually whether the assets have suffered any impairment. The recoverable amount of an asset or a cash generating unit is determined based on value-in-use calculations which require the use of assumptions and estimates.

###### *Impairment loss recognised in respect of trade and other receivables*

Allowance for trade and other receivable is made based on the evaluation of collectability and ageing analysis of accounts and on directors' judgement by reference to the estimation of the future cash flow discounted at an effective interest rate to calculate the present value. Where the actual future cash flows are less than expected, an impairment loss should be recognised.

###### *Estimate of fair value of derivatives and other financial instruments*

The fair value of financial instruments that are not traded in an active market is determined by valuation techniques. The Group uses its judgement to select a variety of methods and make assumptions that are primary based on market condition existing at the end of each reporting period.

###### *Impairment of goodwill*

Determining whether goodwill is impaired requires an estimation of the value in use of the cash generating units to which goodwill has been allocated. The value in use calculation requires management to estimate the future cash flows expected to arise from the cash-generating units and a suitable discount rate in order to calculate present value.

#### 4. 主要會計判斷及估計不明朗因素之主要來源 (續)

##### 估計不明朗因素之主要來源 (續)

###### *資產可收回金額之估計*

本集團每年測試資產是否出現任何減值。資產或現金產生單位之可收回金額乃根據使用價值釐定，當中須作出假設及估計。

###### *就貿易及其他應收款項確認之減值虧損*

計提貿易及其他應收款項撥備之基準為對收回可能性及賬款賬齡之評估，以及董事經考慮未來現金流量按實際利率貼現以計算現值之估計後所作之判斷。倘實際未來現金流量低於預期，則須確認減值虧損。

###### *衍生工具及其他金融工具之公平值*

並無在活躍市場買賣之金融工具之公平值採用估值法釐定。本集團採用多種方法，並主要依據各報告期末當時之市況作出相關假設。

###### *商譽減值*

決定商譽是否出現減值需要估計獲分配商譽之現金產生單位之使用價值。計算使用價值需要管理層估計預期自現金產生單位產生之未來現金流量及可計算現值之適當貼現率。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

#### 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(continued)

##### Key sources of estimation uncertainty

(continued)

###### *Impairment of intangible asset*

The Group tests annually whether intangible asset has suffered any impairment in accordance with the accounting policy stated above. The recoverable amounts of intangible asset has been determined based on discounted cash flow method.

###### *Measurement of convertible bonds*

On issue of convertible bonds, the fair value of the liability component is determined using a market rate for an equivalent non-convertible bonds; and this amount is carried as a long term liability on the amortised cost basis until extinguished on conversion or redemption. The remainder of the proceeds is allocated to the conversion option that is recognised and included in the convertible bonds reserve, net of transactions cost. The splitting of the liability and equity components requires an estimation of the market interest rate.

###### *Measurement of promissory notes*

On issue of promissory notes, the fair value is determined using a market rate for an equivalent loan; and this amount is carried as a long term liability on the amortised cost basis until extinguished on redemption or cancellation.

#### 4. 主要會計判斷及估計不明朗因素之主要來源 (續)

##### 估計不明朗因素之主要來源 (續)

###### *無形資產減值*

本集團每年按照上述會計政策為無形資產進行減值測試。無形資產之可收回金額是根據貼現現金流量法釐定。

###### *可換股債券之計量*

於發行可換股債券時，負債部分的公平值乃以一對等非可換股債券之市值釐定；此一數額按已攤銷成本基準列於長期負債項下，直至轉換或贖回後刪除為止。所得款項餘額乃分配為換股權，該換股權於扣除交易成本後於可換股債券儲備內確認及計入。負債及權益部分之分開需要對市場利率作出估計。

###### *承兌票據之計量*

發行承兌票據時，公平值乃經使用等額貸款市價釐定；及該金額按攤銷成本基準以長期負債入賬直至贖回或註銷時註銷為止。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 5. SEGMENT INFORMATION

The Group has adopted HKFRS 8 Operating Segments with effect from 1 January 2009. HKFRS 8 is a disclosure Standard that requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker for the purposes of allocating resources to segments and assessing their performance. In contrast, the predecessor Standard (HKAS 14 Segment Reporting) required an entity to identify two sets of segments (business and geographical), using a risks and returns approach. In the past, the Group's primary reporting segment was business segments. The adoption of HKFRS 8 has resulted in a redesignation of the Group's reportable segments as compared with the primary reportable segments determined in accordance with HKAS 14.

The Group's reportable segments under HKFRS 8 do not differ materially from those previously disclosed under HKAS 14. In prior years, segment information reported externally was analysed on the basis of the types of goods supplied by the Group's operating divisions (i.e. conductive silicon rubber keypads, electronic products and printed circuits boards). The directors of the Company considered that the current segment presentation provides sufficient and appropriate information to the Group's key management for the allocation of resources to the segment and to assess its performance, as the current presentation has already focused specifically on the category of customers for different type of goods. The Group's reportable segments under HKFRS 8 are therefore as follows:

- Conductive silicon rubber keypads
- Electronic products – disposed of on 26 February 2009 (Note 43)
- Printed circuit boards – disposed of during the year ended 31 December 2008
- LCoS television – acquired on 15 January 2009 (Note 41)

### 5. 分部資料

本集團於二零零九年一月一日起採納香港財務報告準則第8號「經營分部」。香港財務報告準則第8號為一項披露準則，規定經營分部須根據主要營運決策者為分配分部資源及評估其表現定期審閱之有關本集團組成部份之內部報告劃分。而以往之準則（即香港會計準則第14號「分部報告」）則規定實體從風險及回報角度，呈列業務及地區兩種分部資料。以往，本集團之主要可申報方式為業務分部。與按香港會計準則第14號釐定之主要可申報分部相比，採納香港財務報告準則第8號已導致本集團可申報分部之重新指定。

本集團根據香港財務報告準則第8號劃分之可申報分部與先前根據香港會計準則第14號所披露者分別不大。於過往年度，對外呈報之分部資料乃按本集團經營分部所提供之產品類別（如導電硅橡膠按鍵、電子產品及印製電路板）進行分析。本公司董事認為，現時之呈列已特別專注於不同類別產品之客戶分類，故現時之分部呈列為本集團主要管理人員提供充足及合適之資料，以分配分部資源及評估其表現。故此，本集團根據香港財務報告準則第8號之可申報分部呈列如下：

- 導電硅橡膠按鍵
- 電子產品—已於二零零九年二月二十六日出售（附註43）
- 印製電路板—已於截至二零零八年十二月三十一日止年度出售
- LCoS電視—已於二零零九年一月十五日收購（附註41）

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 5. SEGMENT INFORMATION (continued)

#### Business segments

#### Segment revenues and results

The following is an analysis of the Group's revenue and results by reportable segment:

2009

		Continuing operations 持續經營業務			Discontinued operations 終止經營業務			Consolidated 綜合
		Conductive silicon rubber keypads 導電 硅橡膠按鍵	LCoS LCoS電視	Elimination 撇減	Total 合計	Electronic products 電子產品	Elimination 撇減	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>REVENUE</b>	<b>收益</b>							
External sales	外部銷售	43,485	-	-	43,485	90,787	-	134,272
Inter-segment sales	部間銷售	1,443	-	(1,443)	-	673	(673)	-
<b>Total</b>	<b>總額</b>	<b>44,928</b>	<b>-</b>	<b>(1,443)</b>	<b>43,485</b>	<b>91,460</b>	<b>(673)</b>	<b>134,272</b>
<b>RESULT</b>	<b>業績</b>							
Segment results	分部業績	(20,931)	(1,944)	(770)	(23,645)	4,401	770	(18,474)
Unallocated income	未分配收入				116		201	317
Interest income	利息收入				8		8	16
Unallocated corporate expenses	未分配之企業開支				(4,702)		(3,703)	(8,405)
Finance costs	融資成本				(34,313)		(791)	(35,104)
Gain on disposal of subsidiaries, net	出售附屬公司收益淨額				109,846		-	109,846
Net loss on deconsolidation of subsidiaries	取消綜合附屬公司虧損淨額				(602,806)		-	(602,806)
Gain on fair value change of derivative financial instruments	衍生金融工具公平值變動收益				-		564	564
Gain on cancellation of promissory notes	註銷承兌票據之收益				28,297		-	28,297
Loss on early redemption of promissory notes	提早贖回承兌票據之虧損				(61,351)		-	(61,351)
(Loss)/profit before taxation	除稅前(虧損)/溢利				(588,550)		1,450	(587,100)
Taxation	稅項				1,430		-	1,430
(Loss)/profit for the year	本年度(虧損)/溢利				(587,120)		1,450	(585,670)

### 5. 分部資料 (續)

#### 業務分部

#### 分部收益及業績

以下為本集團按須報告分部劃分之收益及業績分析：

二零零九年

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 5. SEGMENT INFORMATION (continued)

#### Business segments (continued)

#### Segment revenues and results (continued)

2008

		Continuing operation 持續經營業務			Discontinued operations 終止經營業務			Total	Consolidated
		Conductive silicon rubber keypads 導電 硅橡膠按鍵	Elimination 撇減	Total 合計	Electronic products 電子產品	Printed circuit boards 印製電路板	Elimination 撇減		
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
<b>REVENUE</b>	<b>收益</b>								
External sales	外部銷售	70,681	-	70,681	512,847	61,555	-	645,083	
Inter-segment sales	部間銷售	16,239	(16,239)	-	5,041	18,824	(23,865)	-	
<b>Total</b>	<b>總額</b>	<b>86,920</b>	<b>(16,239)</b>	<b>70,681</b>	<b>517,888</b>	<b>80,379</b>	<b>(23,865)</b>	<b>645,083</b>	
<b>RESULT</b>	<b>業績</b>								
Segment results	分部業績	(28,809)	(14,957)	(43,766)	(8,951)	(50,392)	14,957	(88,152)	
Unallocated corporate expenses	未分配之企業開支			(9,691)				(9,691)	
Finance costs	融資成本			(291)				(4,703)	
Loss on disposal of subsidiaries	出售附屬公司之虧損			-				(31,606)	
Impairment loss on available-for-sale investment	可供出售投資之減值虧損			(23,268)				(23,268)	
Gain/(loss) on fair value change of derivative financial instruments	衍生金融工具公平值變動之收益/(虧損)			38				(5,879)	
Loss before taxation	除稅前虧損			(76,978)				(163,299)	
Taxation	稅項			(34)				(6,429)	
<b>Loss for the year</b>	<b>本年度虧損</b>			<b>(77,012)</b>				<b>(169,728)</b>	

Segment results represents the profit earned by each segment without allocation of central administrative expenses, finance costs, gain/(loss) on disposal of subsidiaries, interest income, net loss on deconsolidation of subsidiaries, gain on fair value change of derivative financial instruments, gain on cancellation of promissory notes, loss on early redemption of promissory notes and taxation. This is the measure reported to the chief operating decision maker for the purpose of resource allocation and assessment of segment performance.

### 5. 分部資料 (續)

#### 業務分部 (續)

#### 分部收益及業績 (續)

二零零八年

分部業績指各分部所賺取之溢利，並無攤分中央行政開支、融資成本、出售附屬公司之收益／（虧損）、利息收入、取消綜合附屬公司虧損淨額、衍生金融工具公平值變動收益、註銷承兌票據收益、提早贖回承兌票據虧損及稅項。此為就分配資源及評核分部表現向營運總決策人呈報資料之形式。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 5. SEGMENT INFORMATION (continued)

#### Business segments (continued)

#### Segment assets and liabilities

2009

### 5. 分部資料 (續)

#### 業務分部 (續)

#### 分部資產及負債

二零零九年

		Conductive silicon rubber keypads 導電 硅橡膠按鍵 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
<b>ASSETS</b>	<b>資產</b>		
Segment assets	分部資產	16,698	16,698
Unallocated corporate assets	未分配公司資產		24,344
Consolidated total assets	綜合資產總額		41,042
<b>LIABILITIES</b>	<b>負債</b>		
Segment liabilities	分部負債	132	132
Unallocated corporate liabilities	未分配公司負債		296,759
Consolidated total liabilities	綜合負債總額		296,891

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 5. SEGMENT INFORMATION (continued)

#### Business segments (continued)

#### Segment assets and liabilities (continued)

2008

		Conductive silicon rubber keypads 導電 硅橡膠按鍵 HK\$'000 千港元	Electronic products 電子產品 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
<b>ASSETS</b>	<b>資產</b>			
Segment assets	分部資產	90,886	382,490	473,376
Unallocated corporate assets	未分配公司資產			42,521
Consolidated total assets	綜合資產總額			515,897
<b>LIABILITIES</b>	<b>負債</b>			
Segment liabilities	分部負債	32,225	190,971	223,196
Unallocated corporate liabilities	未分配公司負債			39,431
Consolidated total liabilities	綜合負債總額			262,627

For the purposes of assessing segment performance and allocating resources between segments, the group's senior executive management monitors the results, assets and liabilities attributable to each reportable segment on the following bases:

Segment assets include all current assets with the exception of unallocated corporate assets. Segment liabilities include trade and bills payables, other payables and accruals and unallocated corporate liabilities.

### 5. 分部資料 (續)

#### 業務分部 (續)

#### 分部資產及負債 (續)

二零零八年

		Conductive silicon rubber keypads 導電 硅橡膠按鍵 HK\$'000 千港元	Electronic products 電子產品 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
<b>ASSETS</b>	<b>資產</b>			
Segment assets	分部資產	90,886	382,490	473,376
Unallocated corporate assets	未分配公司資產			42,521
Consolidated total assets	綜合資產總額			515,897
<b>LIABILITIES</b>	<b>負債</b>			
Segment liabilities	分部負債	32,225	190,971	223,196
Unallocated corporate liabilities	未分配公司負債			39,431
Consolidated total liabilities	綜合負債總額			262,627

就評估分部表現及於分部間分配資源而言，集團之高級管理層根據以下基礎監察各個須報告分部應佔的業績、資產及負債：

分部資產包括所有流動資產，但不包括未分配公司資產。分部負債包括貿易應付款項及應付票據、其他應付款項及應計費用及未分配公司負債。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 5. SEGMENT INFORMATION (continued)

#### Business segments (continued)

#### Other segment information

2009

### 5. 分部資料 (續)

#### 業務分部 (續)

#### 其他資料

二零零九年

	Continuing operations 持續經營業務			Discontinued operations 終止經營業務		Consolidated 綜合	
	Conductive silicon rubber keypads 導電 硅橡膠按鍵 HK\$'000 千港元	LCoS television LCoS電視 HK\$'000 千港元	Total 合計 HK\$'000 千港元	Electronic products 電子產品 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元		
Additions to property, plant and equipment	添置物業、廠房及設備	1,237	-	1,237	360	1,307	2,904
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	8,980	414	9,394	3,504	409	13,307
Amortisation of prepaid lease payments	預付租金攤銷	98	-	98	62	-	160
Written down of obsolete and slow moving inventories	陳舊及滯銷存貨撇減	12	-	12	-	-	12
Impairment loss recognised in respect of trade receivables	就貿易應收款項確認之減值虧損	614	-	614	-	1,542	2,156

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 5. SEGMENT INFORMATION (continued)

#### Business segments (continued)

#### Other segment information (continued)

2008

	Continuing operation 持續經營業務	Discontinued operations 終止經營業務			Total	Unallocated	Consolidated
		Conductive silicon rubber keypads 導電 硅橡膠按鍵	Electronic products 電子產品	Printed circuit boards 印製電路板			
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
Additions to property, plant and equipment	添置物業、廠房及設備	6,496	10,362	3,882	14,244	-	20,740
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	8,006	21,159	7,478	28,637	980	37,623
Amortisation of prepaid lease payments	預付租金攤銷	97	368	24	392	-	489
(Reversal)/written down of obsolete and slow moving inventories	陳舊及滯銷存貨 (撥回)/撇減	1,065	-	(2,499)	(2,499)	-	(1,434)
Impairment loss recognised in respect of trade receivables	就貿易應收款項確認之 減值虧損	594	5,695	572	6,267	-	6,861

### 5. 分部資料 (續)

#### 業務分部 (續)

#### 其他資料 (續)

二零零八年

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 5. SEGMENT INFORMATION (continued)

#### Business segments (continued)

##### Geographical segments

The Group's customers are principally located in Hong Kong, the PRC (other than Hong Kong), Europe, Japan, other Asian countries and America.

The following table provides an analysis of the Group's sales by geographical market:

### 5. 分部資料 (續)

#### 業務分部 (續)

##### 地區分部

本集團之客戶主要分佈於香港、中國（香港除外）、歐洲、日本、其他亞洲國家及美國。

本集團銷售按市場地域之分析如下：

		Revenue from external customers 來自外部客戶之收益		Revenue from external customers 來自外部客戶之收益		Consolidated 綜合	
		Continuing operations 持續經營業務		Discontinued operations 終止經營業務			
		2009 二零零九年	2008 二零零八年	2009 二零零九年	2008 二零零八年	2009 二零零九年	2008 二零零八年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Hong Kong	香港	4,436	14,403	58,981	193,674	63,417	208,077
PRC	中國	39,044	56,252	454	26,190	39,498	82,442
Europe	歐洲	5	26	12,127	164,861	12,132	164,887
Japan	日本	-	-	8,220	68,633	8,220	68,633
Other Asian countries	其他亞洲國家	-	-	9,209	54,061	9,209	54,061
America	美國	-	-	672	42,399	672	42,399
Others	其他	-	-	1,124	24,584	1,124	24,584
		43,485	70,681	90,787	574,402	134,272	645,083

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 5. SEGMENT INFORMATION (continued)

#### Business segments (continued)

#### Geographical segments (continued)

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:

		Carrying amount of segment assets 分部資產賬面值		Additions to property, plant and equipment 添置物業、廠房及設備	
		2009	2008	2009	2008
		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
		千港元	千港元	千港元	千港元
Hong Kong	香港	41,042	87,964	1,307	2,568
PRC	中國	–	385,412	1,597	18,172
		<b>41,042</b>	473,376	<b>2,904</b>	20,740

#### Revenue from major products and services

The Group's revenue from continuing and discontinued operations from its products were as follows:

#### 來自主要產品及服務之收益

本集團來自其產品持續經營業務及終止經營業務之收益如下：

		2009	2008
		二零零九年	二零零八年
		HK\$'000	HK\$'000
		千港元	千港元
Electronic products	電子產品	90,787	512,847
Rubber keypad	橡膠按鍵	43,485	61,555
Printed circuit board	印製電路板	–	70,681
		<b>134,272</b>	645,083

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 6. OTHER REVENUE AND GAIN

### 6. 其他收入及收益

		Continuing operations		Discontinued operations		Consolidated	
		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
		千港元	千港元	千港元	千港元	千港元	千港元
Interest income	利息收入	8	64	8	329	16	393
Gain on disposal of property, plant and equipment	出售物業、廠房及設備收益	-	67	-	149	-	216
Reversal of impairment loss recognised in respect of trade receivables	就貿易應收款項確認之減值虧損撥回	-	72	-	451	-	523
Sundry income	雜項收入	130	-	201	-	331	-
Gain on fair value change on derivative financial instruments	衍生金融工具公平值變動收益						
- Realised gain	- 已變現收益	-	-	510	-	510	-
- Unrealised gain	- 未變現收益	-	-	54	-	54	-
Revaluation surplus on buildings	樓宇重估盈餘	-	-	-	612	-	612
		138	203	773	1,541	911	1,744

### 7. FINANCE COSTS

### 7. 融資成本

		Continuing operations		Discontinued operations		Consolidated	
		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
		千港元	千港元	千港元	千港元	千港元	千港元
Interest on:	以下各項之利息：						
Bank loans wholly repayable within five years	須於五年內悉數償還之銀行貸款	-	102	649	2,466	649	2,568
Obligations under finance leases	融資租賃責任	-	-	90	192	90	192
Overdraft and other finance costs	透支及其他融資成本	48	189	52	1,754	100	1,943
Effective interest on convertible bonds	可換股債券之實際利息	20,974	-	-	-	20,974	-
Effective interest on promissory notes	承兌票據之實際利息	13,291	-	-	-	13,291	-
		34,313	291	791	4,412	35,104	4,703

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 8. TAXATION

### 8. 稅項

		Continuing operations		Discontinued operations		Consolidated	
		持續經營業務	終止經營業務	終止經營業務	綜合	2009	2008
		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
		千港元	千港元	千港元	千港元	千港元	千港元
Current tax:	即期稅項：						
Hong Kong Profits Tax	香港利得稅	-	-	-	-	-	-
PRC Enterprise Income Tax	中國企業所得稅	-	-	-	(5,185)	-	(5,185)
		-	-	-	(5,185)	-	(5,185)
Over/(under) provision of current tax in prior years:	過往年度即期稅項超額撥備/(撥備不足)：						
Hong Kong Profits Tax	香港利得稅	34	(34)	-	-	34	(34)
PRC Enterprise Income Tax	中國企業所得稅	(7)	-	-	(1,098)	(7)	(1,098)
		27	(34)	-	(1,098)	27	(1,132)
Deferred tax (note 37)	遞延稅項 (附註37)						
Current year	本年度	1,403	-	-	(112)	1,403	(112)
		1,430	(34)	-	(6,395)	1,430	(6,429)

PRC subsidiaries are subject to PRC Enterprise Income Tax at 25%. Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

On 16 March 2007, the People's Republic of China promulgated the Law of the People's Republic of China on Enterprise Income Tax (the "New Law") by Order No. 63 of the President of the People's Republic of China. On 6 December 2007, the State Council issued Implementation Regulation of the New Law. The New Law and Implementation Regulation changed the tax rate of the PRC subsidiaries to 25% from 1 January 2008 onwards.

中國附屬公司須按稅率25%繳納中國企業所得稅。其他司法權區之稅項按有關司法權區之現行稅率計算。

於二零零七年三月十六日，中華人民共和國以中華人民共和國主席令第63號頒佈中華人民共和國企業所得稅法(「新稅法」)。於二零零七年十二月六日，國務院頒佈新稅法實施條例。根據新稅法及實施條例，自二零零八年一月一日起，中國附屬公司之稅率調整為25%。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 8. INCOME TAX INCOME/EXPENSES

(continued)

The tax charge for the year can be reconciled to the loss per the consolidated statement of comprehensive income as follows:

### 8. 稅項 (續)

於本年度內，綜合全面損益表內稅項支出與虧損對賬如下：

		2009 二零零九年		2008 二零零八年	
		HK\$'000 千港元	%	HK\$'000 千港元	%
Loss before taxation:	除稅前虧損：				
Continuing operations	持續經營業務	(588,550)		(76,978)	
Discontinued operations	終止經營業務	1,450		(86,321)	
		<b>(587,100)</b>		<b>(163,299)</b>	
Tax at domestic income tax rate of 25% (2008: 25%)	按國內所得稅率25%計算之稅項 (二零零八年：25%)	<b>(146,775)</b>	<b>25.0</b>	(40,825)	25.0
Tax effect of expenses not deductible for tax purposes	不可扣稅支出之稅務影響	<b>142,494</b>	<b>(24.5)</b>	4,422	(2.7)
Tax effect of income not taxable for tax purposes	毋須繳稅收入之稅務影響	<b>(2,305)</b>	<b>0.5</b>	(1,638)	1.0
Tax effect of tax losses not recognised	未確認稅損之稅務影響	<b>7,434</b>	<b>(1.2)</b>	16,413	(10.1)
Tax effect of unrecognised temporary differences	未確認暫時差額之稅務影響	<b>1,403</b>	<b>(1.8)</b>	-	-
Utilisation of tax losses previously not recognised	動用之前尚未確認之稅損	<b>(551)</b>	<b>0.2</b>	(576)	0.3
Effect of different tax rates of group entities operating in other jurisdictions	於其他司法管轄區經營之集團實體繳納不同稅率之影響	-	-	5,994	(3.7)
Under/(over) provision in respect of prior years	過往年度撥備不足／ (超額撥備)	<b>27</b>	-	1,132	(0.7)
Others	其他	<b>(297)</b>	-	21,507	(13.0)
Tax charge for the year	年度稅項支出	<b>(1,430)</b>	<b>(1.8)</b>	6,429	(3.9)

As the majority of the operations of the Group during the year ended 31 December 2009 were carried out in the PRC, the PRC Enterprise Income Tax rate is used.

截至二零零九年十二月三十一日止年度，由於本集團之大部分業務主要於中國經營，故採用中國企業所得稅率。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 9. DISCONTINUED OPERATIONS

#### Disposal of the electronic products business

On 2 May 2008, the Group has entered into a conditional sale and purchase agreement with Extract Group Limited ("Extract Group"), under which the Group has agreed to sell and Extract Group has agreed to purchase the entire interest in and the shareholder's loans due from Habermann Limited, Joyham Jade Limited, Sabic Electronic Limited and Xinyu Electronics Limited. For further details, please refer to the circular dated 30 September 2008. The disposal was completed on 26 February 2009. Please refer to note 43 for details.

#### Disposal of the printed circuit boards business

On 12 September 2008, the Group has entered into a conditional sale and purchase agreement with KFE Hong Kong Co., Limited ("KFE Hong Kong"), as the purchaser and KFE Japan Co. Ltd. ("KFE Japan"), as the issuer of the subscription shares, under which the Group has agreed to sell and KFE Hong Kong has agreed to purchase (i) the entire issued share capital of Jet Master Limited ("Jet Master") and the entire registered capital of Dongguan Tai Shan Electronics Co., Ltd., ("Tai Shan") which was wholly owned by Jet Master and (ii) the factory land, production setup, properties with relevant licenses and the lease, machinery and sewage facilities at a consideration of US\$3,000,000 (approximately HK\$23,310,000).

Subsequently on 26 September 2008, the Group has entered into a supplementary agreement with KFE Hong Kong and KFE Japan, under which the Group has agreed to sell and KFE Hong Kong has agreed to purchase the entire inventory of Tai Shan as at 30 September 2008 at market value. For further details, please refer to the circular dated 17 October 2008. The disposal was completed on 30 September 2008. Please refer to note 43 for details.

### 9. 終止經營業務

#### 出售電子產品業務

於二零零八年五月二日，本集團與Extract Group Limited（「Extract Group」）訂立一項有條件買賣協議，據此，本集團已同意出售而Extract Group已同意購買Habermann Limited、Joyham Jade Limited、Sabic Electronic Limited及新域電子有限公司之全部權益及應付股東貸款。有關更多詳情，請參閱日期為二零零八年九月三十日之通函。有關出售已於二零零九年二月二十六日完成。有關詳情請參閱附註43。

#### 出售印製電路板業務

於二零零八年九月十二日，本集團與KFE Hong Kong Co., Limited（「KFE Hong Kong」）（作為買方）及KFE Japan Co. Ltd.（「KFE Japan」）（作為認購股份發行人）訂立有條件買賣協議，據此，本集團已同意出售而KFE Hong Kong已同意購買(i) Jet Master Limited（「Jet Master」）之全部已發行股本及東莞泰山電子有限公司（「泰山」，由Jet Master全資擁有）之全部註冊資本及(ii)工廠用地、生產設施、物業（連同相關許可證及租賃）、機械設備及排水設施，代價為3,000,000美元（約23,310,000港元）。

於二零零八年九月二十六日之後，本集團與KFE Hong Kong及KFE Japan訂立一項補充協議，據此，本集團已同意出售而KFE Hong Kong已同意按市值購買泰山於二零零八年九月三十日之全部存貨。有關更多詳情，請參閱日期為二零零八年十月十七日之通函。有關出售已於二零零八年九月三十日完成。有關詳情，請參閱附註43。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 9. DISCONTINUED OPERATIONS

(continued)

The combined results and cash flows of the discontinued operations, the electronic products business (2008: the printed circuit boards and electronic products businesses) included in the consolidated statement of comprehensive income and the consolidated statement of cash flows are set out below.

### 9. 終止經營業務 (續)

綜合全面損益表及綜合現金流量表所載終止經營業務電子產品業務(二零零八年: 印製電路板及電子產品業務)之合併業績及現金流量載列如下:

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
<b>Profit/(loss) for the year from discontinued operations</b>	<b>來自終止經營業務之本年度溢利/(虧損)</b>		
Revenue	收益	90,787	574,402
Expenses	開支	(89,337)	(629,117)
Profit/(loss) before taxation	除稅前溢利/(虧損)	1,450	(54,715)
Income tax expense	所得稅開支	-	(6,395)
Loss on disposal of operations	出售該等業務之虧損	-	(31,606)
Profit/(loss) for the year from discontinued operations	來自終止經營業務之本年度溢利/(虧損)	1,450	(92,716)
<b>Cash flows from discontinued operations</b>	<b>來自終止經營業務之現金流量</b>		
Net cash flows from operating activities	來自經營業務之現金流量淨額	15,744	(25,586)
Net cash flows from investing activities	來自投資業務之現金流量淨額	(306)	(61)
Net cash flows from financing activities	來自融資業務之現金流量淨額	(1,471)	(3,777)
Net cash flows	現金流量淨額	13,967	(29,424)

The electronic products business has been classified and accounted for at 31 December 2008 as a disposal group held for sale (note 10).

於二零零八年十二月三十一日, 電子產品業務已分類及入賬列作持作出售之出售組別(附註10)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 10. NON-CURRENT ASSETS HELD FOR SALE 10. 持作出售之非流動資產

		2008 二零零八年 HK\$'000 千港元
Assets related to the electronic products business classified as held for sale (note)	有關分類為持作出售之電子產品業務之資產(附註)	382,490
Liabilities associated with assets classified held for sale (note)	與分類為持作出售資產相關之負債(附註)	(190,971)
Net assets of electronic products business classified as held for sale	分類為持作出售之電子產品業務資產淨值	191,519
Reserve of electronic products business classified as held for sale	分類為持作出售之電子產品業務儲備	101,967

Note:

As described in Note 9, the Group has entered into an agreement to dispose of its electronic products business and the disposal was completed on 26 February 2009. The major classes of assets and liabilities comprising the operations classified as held for sale at 31 December 2008 are as follows:

附註:

誠如附註9所述，本集團已訂立一份協議，以出售其電子產品業務，且有關出售已於二零零九年二月二十六日完成。於二零零八年十二月三十一日，該等業務分類為持作出售之主要資產及負債類別如下：

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 10. NON-CURRENT ASSETS HELD FOR SALE (continued)

### 10. 持作出售之非流動資產 (續)

Note: (continued)

附註：(續)

		2008 二零零八年 HK\$'000 千港元
Investment properties	投資物業	77,402
Property, plant and equipment	物業、廠房及設備	141,804
Prepaid lease payments	預付租金	14,366
Inventories	存貨	83,954
Trade and bills receivables	貿易及其他應收款項	49,094
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	1,002
Bank balances and cash	銀行結存及現金	14,868
Assets of electronic products business classified as held for sale		382,490
Trade and bills payables	貿易應付款項及應付票據	(63,708)
Accruals and other payables	其他應付款項及應計費用	(28,234)
Tax liabilities	稅項負債	(21,980)
Derivative financial instrument	衍生金融工具	(715)
Amount due to a director	應付一名董事款項	(1,500)
Finance lease obligations	融資租賃責任	(2,770)
Bank borrowings	銀行貸款	(54,712)
Deferred tax liabilities	遞延稅項負債	(17,352)
Liabilities of electronic products business associated with assets classified as held for sale		(190,971)
Net assets of electronic products business classified as held for sale		191,519
Capital reserve	資本儲備	9,513
Special reserve	特別儲備	15,930
Asset revaluation reserve	資產重估儲備	40,534
Exchange reserve	匯兌儲備	35,990
		101,967

Note:

附註：

- (i) The amount due was unsecured, interest free and repayable on demand. The directors consider that the carrying amount approximates to its fair value.
- (ii) For the year ended 31 December 2008, the bank loans carry floating interest at 1% to 2% above Hong Kong Inter Bank Offer Rate ("HIBRO"). Their effective interest rates are ranging from 2.31% to 5.26% per annum.

- (i) 應付款項為無抵押、免息，並須應要求償還。董事認為，該賬面值與其公平值相若。
- (ii) 截至二零零八年十二月三十一日止年度，銀行貸款乃按高於香港銀行同業拆息1%至2%之浮動利率計息，實際年利率介乎每年2.31%至5.26%。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 11. LOSS BEFORE TAXATION

### 11. 除稅前虧損

		Continuing operations		Discontinued operations		Consolidated	
		持續經營業務		終止經營業務		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
		千港元	千港元	千港元	千港元	千港元	千港元
Loss before taxation has been arrived at after charging:	除稅前虧損經扣除下列項目：						
Auditors' remuneration	核數師酬金	530	309	197	511	727	820
Depreciation:	折舊：						
- Owned assets	- 自有資產	9,394	8,339	3,468	28,067	12,862	36,406
- Assets held under finance leases	- 根據融資租賃持有之資產	-	647	445	570	445	1,217
Amortisation of prepaid lease payments	預付租金攤銷	98	97	62	392	160	489
Impairment loss recognised in respect of trade receivables	就貿易應收款項確認之減值虧損	614	594	1,542	6,267	2,156	6,861
Impairment loss recognised in respect of club debenture	就會所債券確認之減值虧損	-	580	-	-	-	580
Loss on disposal of available-for-sale investment	出售可供出售投資之虧損	-	258	-	-	-	258
Foreign exchange loss, net	外匯虧損淨額	-	-	446	-	446	-
Cost of inventories recognised as expense	確認為開支之存貨成本	19,776	99,520	58,543	528,001	78,319	627,521
Written down/(reversal) of obsolete and slow moving inventories	陳舊及滯銷存貨撇減/(撥回)	12	1,065	-	(2,499)	12	(1,434)
Directors' remuneration	董事酬金	472	530	-	4,823	472	5,353
Staff costs	僱員成本	18,314	33,998	15,214	130,019	33,528	164,017
Retirement benefits scheme contribution	退休福利計劃供款	470	671	(204)	2,724	266	3,395
Total staff costs	僱員成本總額	19,256	35,199	15,010	137,566	34,266	172,765
Operating lease rentals	經營租賃租金	1,556	81	55	418	1,611	499
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	286	92	-	364	286	456
Loss on fair value change of derivative financial instruments comprised of:	衍生金融工具公平值變動虧損包括：						
- Realised (gain)/loss	- 已變現(收益)/虧損	-	(38)	(54)	5,202	(54)	5,164
- Unrealised (gain)/loss	- 未變現(收益)/虧損	-	-	(510)	715	(510)	715
		-	(38)	(564)	5,917	(564)	5,879
and after crediting:	並經計入下列項目：						
Gross rental income from investment properties	投資物業租金收入總額	-	-	-	185	-	185
Less: Direct operating expenses from investment properties that generate rental income during the year	減：年內產生租金收入投資物業之直接營運開支	-	-	-	(36)	-	(36)
		-	-	-	149	-	149
Foreign exchange gains, net	外匯收益淨額	299	-	-	7,667	299	7,667

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 12. DIRECTORS' REMUNERATION AND HIGHEST PAID EMPLOYEES

### 12. 董事薪酬及最高薪僱員

#### (a) Directors' remuneration

#### (a) 董事薪酬

	Notes 附註	Fee 袍金 HK\$'000 千港元	Other emoluments 其他酬金		Total 合計 HK\$'000 千港元
			Salaries and other benefits 薪金及其他福利 HK\$'000 千港元	Retirement benefits scheme contributions 退休福利計劃供款 HK\$'000 千港元	
<b>2009</b>	<b>二零零九年</b>				
Executive directors:	執行董事：				
Mr. Tong Shek Lun	唐錫麟先生 (a)	-	302	15	317
Mr. Chim Kim Lun, Ricky	詹劍崙先生 (b)	-	-	-	-
Mr. Sun Ying Chung	辛衍忠先生 (c)	-	-	-	-
Mr. Cheng Kwok Hing, Andy	鄭國興先生 (d)	-	-	-	-
Mr. Chan Sung Wai	陳崇煒先生 (c)	-	-	-	-
Mr. Wong King Lam, Joseph	黃景霖先生	72	-	-	72
		<b>72</b>	<b>302</b>	<b>15</b>	<b>389</b>
Non-executive directors:	非執行董事：				
Mr. Lee Kwok Leung	李國樑先生	120	-	-	120
Mr. Yang Yiu Chong, Ronald Jeffrey	楊耀宗先生	120	-	-	120
		<b>240</b>	<b>-</b>	<b>-</b>	<b>240</b>
Independent non-executive directors:	獨立非執行董事：				
Mr. Wan Hon Keung	溫漢強先生 (e)	48	-	-	48
Mr. Tse Yuk Kong	謝旭江先生 (f)	4	-	-	4
Mr. Chan Siu Wing, Raymond	陳兆榮先生 (g)	45	-	-	45
Mr. Lum Pak Sum	林栢森先生	40	-	-	40
Mr. Sun Yaoquan	孫耀全先生 (h)	10	-	-	10
Mr. Goh Gen Cheung	葛根祥先生 (i)	13	-	-	13
		<b>160</b>	<b>-</b>	<b>-</b>	<b>160</b>
Total emoluments	薪酬總額	<b>472</b>	<b>302</b>	<b>15</b>	<b>789</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 12. DIRECTORS' REMUNERATION AND HIGHEST PAID EMPLOYEES (continued)

### 12. 董事薪酬及最高薪僱員 (續)

#### (a) Directors' remuneration (continued)

#### (a) 董事薪酬 (續)

		Other emoluments 其他酬金				
		Salaries and other benefits	Retirement benefits scheme contributions	Total		
		薪金及 其他福利	退休福利 計劃供款	合計		
		Fee 袍金				
Notes 附註		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
2008	二零零八年					
Executive directors:		執行董事：				
Mr. Tong Shek Lun	唐錫麟先生	(a)	–	1,934	82	2,016
Ms. Ko Lai King, Kinny	高麗瓊女士	(j)	–	1,217	46	1,263
Ms. Chung Wai Yu, Regina	鍾惠愉女士	(j)	–	1,470	74	1,544
Mr. Chim Kim Lun, Ricky	詹劍崙先生	(b)	–	–	–	–
Mr. Cheng Kwok Hing, Andy	鄭國興先生	(d)	–	–	–	–
			–	4,621	202	4,823
Non-executive directors:		非執行董事：				
Mr. Lee Kwok Leung	李國樑先生		120	–	–	120
Mr. Yang Yiu Chong, Ronald Jeffrey	楊耀宗先生		120	–	–	120
			240	–	–	240
Independent non-executive directors:		獨立非執行董事：				
Mr. Sun Yaoquan	孫耀全先生	(h)	120	–	–	120
Mr. Goh Gen Cheung	葛根祥先生	(i)	120	–	–	120
Mr. Chan Ho Man	陳浩文先生	(k)	50	–	–	50
Mr. Wah Hon Keung	溫漢強先生	(e)	–	–	–	–
			290	–	–	290
Total emoluments	薪酬總額		530	4,621	202	5,353



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 12. DIRECTORS' REMUNERATION AND HIGHEST PAID EMPLOYEES (continued)

#### (a) Directors' remuneration (continued)

Notes:

- (a) The director resigned on 2 March 2009.
- (b) The director appointed on 2 March 2009 and resigned on 16 April 2009.
- (c) These directors appointed on 16 April 2009.
- (d) The director resigned on 22 April 2009.
- (e) The director appointed on 27 May 2008.
- (f) The director appointed on 2 March 2009.
- (g) The director appointed on 2 April 2009.
- (h) The director resigned on 1 February 2009.
- (i) The director resigned on 9 February 2009.
- (j) These directors resigned on 8 October 2008.
- (k) The director resigned on 27 May 2008.

No emoluments have been paid by the Group to the directors as an inducement to join or upon joining the Group or as compensation for loss of office and no directors have waived any emoluments in both years.

### 12. 董事薪酬及最高薪僱員 (續)

#### (a) 董事薪酬 (續)

附註：

- (a) 該名董事於二零零九年三月二日辭任。
- (b) 該名董事於二零零九年三月二日獲委任並已於二零零九年四月十六日辭任。
- (c) 該等董事於二零零九年四月十六日獲委任。
- (d) 該名董事於二零零九年四月二十二日辭任。
- (e) 該名董事於二零零八年五月二十七日辭任。
- (f) 該名董事於二零零九年三月二日獲委任。
- (g) 該名董事於二零零九年四月二日獲委任。
- (h) 該名董事於二零零九年二月一日辭任。
- (i) 該名董事於二零零九年二月九日辭任。
- (j) 該等董事於二零零八年十月八日辭任。
- (k) 該名董事於二零零八年五月二十七日辭任。

於該兩個年度，本集團概無給予董事酬金作為彼等加入或於加入本集團時之獎金或離職補償，且概無董事放棄任何薪酬。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 12. DIRECTORS' REMUNERATION AND HIGHEST PAID EMPLOYEES (continued)

#### (b) Five highest paid employees

None of the executive directors of the Company are the five highest paid employees of the Group (2008: three) executive directors of the Company, details of whose emoluments are included above. The remuneration of the five (2008: remaining two) individuals was as follows:

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Salaries and other benefits	薪金其他福利	1,272	1,244
Retirement benefits scheme contribution	退休福利計劃供款	49	62
		<b>1,321</b>	1,306

The emoluments of the five (2008: two) highest paid employees were within the following bands:

		Number of employees 僱員人數	
		2009 二零零九年	2008 二零零八年
Nil to HK\$1,000,000	零至1,000,000港元	5	2

### 13. DIVIDEND

The Directors do not recommend the payment of any dividend for the year ended 31 December 2009 (2008: Nil).

### 12. 董事薪酬及最高薪僱員 (續)

#### (b) 五位最高薪僱員

本公司執行董事均非本集團五位最高薪僱員(二零零八年:三位)本公司執行董事,彼等之酬金詳情載於上文。五位(二零零八年:其餘兩位)人士之薪酬如下:

五位(二零零八年:兩位)最高薪僱員之酬金介乎下列範圍:

### 13. 股息

董事並無建議就截至二零零九年十二月三十一日止年度派付任何股息(二零零八年:零)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 14. LOSS PER SHARE

#### From continuing and discontinued operations

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

### 14. 每股虧損

#### 來自持續經營業務及終止經營業務

本公司權益持有人應佔每股基本及攤薄虧損乃按下列數據計算：

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
<i>Loss</i>	<i>虧損</i>		
Loss for the year attributable to the owners of the Company for the purpose of basic loss per share	就計算每股基本虧損之本公司擁有人應佔本年度虧損	<b>(585,670)</b>	(169,728)
Effect of dilutive potential ordinary shares: Interest on convertible bonds	潛在攤薄普通股之影響： 可換股債券利息	<b>20,974</b>	–
Loss for the purpose of diluted loss per share	就計算每股攤薄虧損之虧損	<b>(564,696)</b>	(169,728)
		<b>'000 千股</b>	<b>'000 千股</b>
<i>Number of ordinary shares</i>	<i>普通股數目</i>		
Weighted average number of ordinary shares for the purpose of basic loss per share	就計算每股基本虧損之普通股加權平均數	<b>699,616</b>	637,602
Effect of dilutive potential ordinary shares: Convertible bonds	潛在攤薄普通股之影響： 可換股債券	<b>721,233</b>	–
Weighted average number of ordinary shares for the purpose of diluted loss per share	就計算每股攤薄虧損之普通股加權平均數	<b>1,420,849</b>	637,602

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 14. LOSS PER SHARE (continued)

#### From continuing and discontinued operations (continued)

Diluted loss per share from continuing and discontinued operations for the years ended 31 December 2009 and 2008 was the same as the basic loss per share. The Company's outstanding convertible bonds were not included in the calculation of diluted loss per share from continuing and discontinued operations because the effect of the Company's outstanding convertible bonds was anti-dilutive.

There was no diluting event existed during the year ended 31 December 2008.

#### From continuing operations

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

Loss figures are calculated as follows:

	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Loss for the year attributable to owners of the Company	(587,120)	(77,012)
Effect of dilutive potential ordinary shares:		
Interest on convertible bonds	20,974	-
Loss for the purpose of basic loss per shares from continuing operations	(566,146)	(77,012)

### 14. 每股虧損 (續)

#### 來自持續經營業務及終止經營業務 (續)

截至二零零九年及二零零八年十二月三十一日止年度之來自持續經營業務及終止經營業務之每股攤薄虧損與每股基本虧損相同。由於本公司尚未贖回可換股債券具有反攤薄作用，故於計算來自持續經營業務及終止經營業務之每股攤薄虧損時並無計及本公司之尚未贖回可換股債券。

於截至二零零八年十二月三十一日止年度，並不存在任何攤薄事件。

#### 來自持續經營業務

本公司權益持有人應佔持續經營業務之每股基本及攤薄虧損乃按下列數據計算：

虧損數額計算如下：

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 14. LOSS PER SHARE (continued)

#### From continuing operations (continued)

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

Diluted loss per share from continuing operations for the years ended 31 December 2009 and 2008 was the same as the basic loss per share. The Company's outstanding convertible bonds were not included in the calculation of diluted loss per share from continuing operations because the effect of the Company's outstanding convertible bonds was anti-dilutive.

There was no diluting event existed during the year ended 31 December 2009.

#### From discontinued operations

Basic and diluted earnings per share for the year ended 31 December 2009 for the discontinued operations is HK0.21 cents per share and HK0.10 cents per share respectively. The numerators are based on the profit for the year ended 31 December 2009 from discontinued operations of approximately HK\$1,450,000, while the denominators used are the same as those detailed above for both basic and diluted loss per share.

Basic loss per share for the year ended 31 December 2008 for the discontinued operations is HK14.54 cents per share based on the loss for the year from discontinued operations of approximately HK\$92,716,000 and the denominators used are the same as those detailed above for both basic and diluted loss per share.

There was no diluting event existed during the year ended 31 December 2008.

### 14. 每股虧損 (續)

#### 來自持續經營業務 (續)

所用分母與上文所述就計算每股基本及攤薄虧損所用者相同。

截至二零零九年及二零零八年十二月三十一日止年度之來自持續經營業務之每股攤薄虧損與每股基本虧損相同。由於本公司尚未贖回可換股債券具有反攤薄作用，故於計算來自持續經營業務之每股攤薄虧損時並無計及本公司之尚未贖回可換股債券。

於截至二零零九年十二月三十一日止年度，並不存在任何攤薄事件。

#### 來自終止經營業務

截至二零零九年十二月三十一日止年度，終止經營業務之每股基本及攤薄盈利分別為每股0.21港仙及每股0.10港仙。分子乃根據截至二零零九年十二月三十一日止年度來自終止經營業務之溢利約1,450,000港元計算，而所用分母與上文所述就計算每股基本及攤薄虧損所用者相同。

截至二零零八年十二月三十一日止年度，終止經營業務之每股基本虧損為每股14.54港仙，乃按終止經營業務之本年度虧損約92,716,000港元計算，而所用分母與上文所述就計算每股基本及攤薄虧損所用者相同。

於截至二零零八年十二月三十一日止年度，並不存在任何攤薄事件。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 15. INVESTMENT PROPERTIES

### 15. 投資物業

		HK\$'000 千港元
<b>Fair value</b>	<b>公平值</b>	
At 1 January 2008	於二零零八年一月一日	71,579
Exchange adjustment	匯兌調整	5,695
Increase in fair value	公平值增加	128
Classified as part of a disposal group held for sale (Note 10)	分類為持作出售組別之一部份 (附註10)	(77,402)
At 31 December 2008, 1 January 2009 and 31 December 2009	於二零零八年十二月三十一日、 二零零九年一月一日及 二零零九年十二月三十一日	-

The investment properties are situated on land under medium-term leases in the PRC and are rented out under operating leases.

投資物業乃於中國按中期租賃持有，並根據經營租賃租出。

The Group's investment properties are measured using the fair value model.

本集團投資物業乃採用公平值模式計量。

The fair value of the Group's investment properties at 31 December 2008 has been arrived at on the basis of a valuation carried out on that date by Savills Valuation and Professional Services Limited, independent qualified professional valuers not connected with the Group. Savills Valuation and Professional Services Limited are members of the Hong Kong Institute of Surveyors, and have appropriate qualifications and recent experiences in the valuation of similar properties in the relevant locations. The valuation, which conforms to Valuation Standards on Properties of the Hong Kong Institute of Surveyors, was arrived at by reference to recent market evidence of transaction prices for similar properties. The investment properties was disposed together with the subsidiaries during the year ended 31 December 2009, please refer to note 43 for details.

本集團投資物業於二零零八年十二月三十一日之公平值乃按與本集團並無關連之獨立合資格專業估值師第一太平戴維斯估值及專業顧問有限公司於當日進行估值之基準達致。第一太平戴維斯估值及專業顧問有限公司乃香港測量師學會會員，擁有適當資歷及評估近期相關地點類似物業價值之經驗。是次估值遵循香港測量師學會物業估值準則，並參考類似物業交易價格之市場憑證釐定。投資物業已於截至二零零九年十二月三十一日止年度已與附屬公司一起出售，詳情請參閱附註43。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 16. PROPERTY, PLANT AND EQUIPMENT 16. 物業、廠房及設備

		Buildings	Leasehold improvements	Plant, machinery and moulds	Furniture, fixture and office equipment	Motor vehicles	Construction in progress	Total
		樓宇	租賃物業裝修	廠房、機器及模具	傢俬、裝置及辦公室設備	汽車	在建工程	合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>Cost or valuation</b>	<b>成本值或估值</b>							
At 1 January 2008	於二零零八年一月一日	138,193	2,459	287,090	24,183	10,289	335	462,549
Exchange adjustments	匯兌調整	10,708	91	22,464	1,438	480	27	35,208
Additions	添置	-	5,656	12,090	310	2,353	331	20,740
Reclassified as held for sale	重新分類為持作出售	(92,763)	(1,302)	(169,304)	(6,129)	(10,292)	-	(279,790)
Disposal of subsidiaries	出售附屬公司	(30,192)	-	(92,312)	(5,520)	(799)	(693)	(129,516)
Disposal/written off	出售/撇銷	-	(14)	(9,804)	(64)	(915)	-	(10,797)
Revaluation	重估	(2,237)	-	-	-	-	-	(2,237)
At 31 December 2008 and at 1 January 2009	於二零零八年十二月三十一日及於二零零九年一月一日	23,709	6,890	50,224	14,218	1,116	-	96,157
Additions	添置	-	159	1,057	21	1,307	-	2,544
Acquisition of subsidiaries	收購附屬公司	-	1,268	-	-	-	-	1,268
Disposal of subsidiaries	出售附屬公司	(23,709)	(7,039)	(49,816)	(13,930)	(2,423)	-	(96,917)
Deconsolidation of subsidiaries (note 42)	取消綜合附屬公司(附註42)	-	(854)	-	-	-	-	(854)
Disposal/written off	出售/撇銷	-	(10)	(1,465)	(96)	-	-	(1,571)
At 31 December 2009	於二零零九年十二月三十一日	-	414	-	213	-	-	627
<b>Comprising</b>	<b>包括</b>							
At cost	成本值	-	414	-	213	-	-	627
At valuation - 2009	按二零零九年估值	-	-	-	-	-	-	-
		-	414	-	213	-	-	627
<b>Depreciation</b>	<b>折舊</b>							
At 1 January 2008	於二零零八年一月一日	-	1,895	180,336	20,099	8,124	-	210,454
Exchange adjustments	匯兌調整	-	49	14,356	1,161	376	-	15,942
Provided for the year	本年度撥備	3,701	275	29,778	2,363	1,506	-	37,623
Reclassified as held for sale	重新分類為持作出售	-	(1,272)	(123,204)	(5,668)	(7,842)	-	(137,986)
Disposal of subsidiaries	出售附屬公司	(673)	-	(64,941)	(5,222)	(779)	-	(71,615)
Eliminated on disposal/ written off	出售/撇銷抵銷	-	(12)	(8,135)	(60)	(702)	-	(8,909)
Eliminated on revaluation	重估抵銷	(3,028)	-	-	-	-	-	(3,028)
At 31 December 2008 and at 1 January 2009	於二零零八年十二月三十一日及於二零零九年一月一日	-	935	28,190	12,673	683	-	42,481
Provided for the year	本年度撥備	641	2,199	5,273	1,025	665	-	9,803
Disposal of subsidiaries	出售附屬公司	(641)	(2,720)	(32,919)	(13,391)	(1,348)	-	(51,019)
Eliminated on disposal/ written off	出售/撇銷抵銷	-	-	(544)	(94)	-	-	(638)
At 31 December 2009	於二零零九年十二月三十一日	-	414	-	213	-	-	627
<b>Carrying value</b>	<b>賬面值</b>							
At 31 December 2009	於二零零九年十二月三十一日	-	-	-	-	-	-	-
At 31 December 2008	於二零零八年十二月三十一日	23,709	5,955	22,034	1,545	433	-	53,676

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 16. PROPERTY, PLANT AND EQUIPMENT

(continued)

The above items of property, plant and equipment, other than construction in progress, are depreciated on a straight-line method, after taking into account of their residual values, at the following rates per annum:

Buildings	Over 50 years, or shorter of the lease terms, where appropriate
Leasehold improvements	25%
Plant, machinery and moulds	12.5% – 25%
Furniture, fixtures and office equipment	25%
Motor vehicles	25%

The fair value of the Group's buildings at the end of the reporting periods has been arrived at on the basis of a valuation carried out on that date by Savills Valuation and Professional Services Limited, independent qualified professional valuers not connected with the Group. Savills Valuation and Professional Services Limited are members of the Hong Kong Institute of Surveyors, and have appropriate qualifications and recent experiences in the valuation of similar properties in the relevant locations. The valuation, which conforms to Valuation Standards on Properties of the Hong Kong Institute of Surveyors, was arrived at using a depreciated replacement cost basis. The resulting revaluation increase of approximately HK\$307,000 and HK\$484,000 as at 31 December 2008 has been credited to asset revaluation reserve and consolidated statement of comprehensive income, respectively.

If the buildings had not been revalued, they would have been included at historical cost less accumulated depreciation of approximately HK\$10,644,000.

As at 31 December 2008, the carrying values of property, plant and equipment included an amount of approximately HK\$5,998,000 in respect of assets held under finance leases. Part of the property, plant and equipment was disposed with the subsidiaries during the year ended 31 December 2009, please refer note 43 for details. Property, plant and equipment of approximately HK\$854,000 has been deconsolidated arising from the deconsolidated of a subsidiary as stated in note 42.

### 16. 物業、廠房及設備 (續)

上述物業、廠房及設備項目(在建工程除外)經計及其殘值後，每年按以下比率以直線法折舊：

樓宇	逾50年或租期兩者之較短者(視適用情況而定)
租賃物業裝修	25%
廠房機器及模具	12.5% – 25%
傢俬、裝置及辦公室設備	25%
汽車	25%

本集團樓宇於報告期末之公平值乃按與本集團並無關連之獨立合資格專業估值師第一太平戴維斯估值及專業顧問有限公司於當日進行估值之基準達致。第一太平戴維斯估值及專業顧問有限公司乃香港測量師學會會員，擁有適當資歷及近期相關地點類似物業估值之經驗。是次估值遵照香港測量師學會物業估值準則，使用折舊重置成本基準進行。於二零零八年十二月三十一日，由此產生之重估增加約307,000港元及484,000港元已分別計入資產重估儲備及綜合全面損益表中。

倘該等樓宇未經重估，按歷史成本減累計折舊之基準計算入賬之數額約為10,644,000港元。

於二零零八年十二月三十一日，物業、廠房及設備之賬面值包括根據融資租賃持有之資產約5,998,000港元。部份物業、廠房及設備已於截至二零零九年十二月三十一日止年度內與附屬公司一起出售，詳情請參閱附註43。物業、廠房及設備約854,000港元已於附註42所述因終止綜合附屬公司而未有綜合。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 17. PREPAID LEASE PAYMENTS

### 17. 預付租金

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
The Group's prepaid lease payments comprise leasehold interest in land and land use rights held under medium-term leases as follows:	本集團之預付租金包括以下根據中期租賃持有之土地及土地使用權：		
Leasehold land in Hong Kong	於香港之租賃土地	-	4,644
Land use rights in the PRC	於中國之土地使用權	-	13,346
		-	17,990
Classified as part of a disposal group held for sale (Note 10)	分類為持作出售組別之一部份(附註10)	-	(14,366)
		-	3,624
Analysis for reporting purposes as:	為報告目的而分析為：		
Non-current asset	非流動資產	-	3,526
Current asset (Note 24)	流動資產(附註24)	-	98
		-	3,624

Prepaid lease payment amounted to approximately HK\$98,000 has been amortised during the year ended 31 December 2009 (2008: HK\$98,000). The remaining amount has been disposed together with the subsidiaries during the year ended 31 December 2009, please refer to note 43 for details.

預付租賃付款約為98,000港元已於截至二零零九年十二月三十一日止年度(二零零八年：98,000港元)被攤銷。餘額已於截至二零零九年十二月三十一日止年度與附屬公司一起出售，詳情請參閱43。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 18. AVAILABLE-FOR-SALE INVESTMENT 18. 可供出售投資

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Equity securities listed in overseas, at fair value	海外上市權益證券，按公平值	-	8,241
Analysis for reporting purposes as:	為報告目的而分析為：		
Non-current asset	非流動資產	-	8,241
Current asset	流動資產	-	-
		-	8,241

During the year ended 31 December 2008, the Group has made an impairment loss on the whole amount of the investment in the issued share capital of Ascalade Communications Inc. ("ACI"). ACI is operating in the telecommunication industry sector and its shares have been quoted in the Toronto Stock Exchange ("TSX"). On 3 December 2008, ACI has been delisted from TSX.

As at 31 December 2008, the amount represents the Group's interest in the issued share capital of KFE Japan in relation to subscription shares received upon the disposal of subsidiaries during the year. In accordance with the terms in the sales and purchase agreement, the Group is required to hold the investment for at least two years, and therefore the amount is classified as non-current assets. KFE Japan is listed on Nagoya Stock Exchange of Japan, and is principally engaged in development, trading and manufacture of electronic products in Japan. As at 31 December 2008, the Group held 12.04% equity interest in KFE Japan. The available-for-sale investment was disposed together with the subsidiaries during the year ended 31 December 2009, please refer to note 43 for details.

截至二零零八年十二月三十一日止年度，本集團對於Ascalade Communications Inc. (「ACI」)已發行股本之全部投資金額作出減值虧損。ACI從事電訊業，其股份已於多倫多證券交易所(「多倫多證交所」)上市。於二零零八年十二月三日，ACI撤銷於多倫多證交所之上市地位。

於二零零八年十二月三十一日，該款項指本集團就年內出售附屬公司時收取之認購股份於KFE Japan已發行股本之權益。根據買賣協議之條款，本集團須持有有關投資至少達兩年，因此，該款項分類為非流動資產。KFE Japan在日本名古屋證券交易所上市，主要於日本從事電子產品開發、貿易及製造業務。於二零零八年十二月三十一日，本集團持有KFE Japan之12.04%股權。可供出售投資已於截至二零零九年十二月三十一日止年度與附屬公司一起出售，詳情請參閱附註43。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 19. CLUB DEBENTURE

At 31 December 2008, the club debenture represents entrance fee paid to a golf club held on long-term basis. During the year ended 31 December 2008, the Directors of the Company considered making impairment on club debenture of approximately HK\$580,000 as the market value of such club debenture declined. The club debenture has been disposed together with the subsidiaries during the year ended 31 December 2009, please refer to note 43 to the consolidated financial statement for details.

### 20. INTANGIBLE ASSET

The intangible asset comprise of patents and/or patents application in the PRC, Taiwan and the United States relating to micro-display elements and manufacturing of LCoS televisions and related components.

The cost of the patents is amortised on a straight-line basis over the estimated remaining useful life of ten years. No amortisation is made for the year ended 31 December 2009 since the LCoS television business has not yet commenced.

### 19. 會所債券

於二零零八年十二月三十一日，會所債券為向一間高爾夫球會支付之入會費，按長期基準持有。於截至二零零八年十二月三十一日止年度，鑑於會所債券之市值下降，本公司董事考慮就會所債券作出減值約580,000港元。會所債券已於截至二零零九年十二月三十一日止年度內與附屬公司一起出售，詳情請參閱綜合財務報表附註43。

### 20. 無形資產

無形資產包括中國、台灣及美國有關微型顯示器元件及生產LCoS電視及相關部件之專利及／或專利應用。

專利成本按直線法於估計剩餘可使用年期十年間攤銷。由於LCoS電視業務尚未展開，故並無於截至二零零九年十二月三十一日止年度作出攤銷。

		HK\$'000 千港元
<b>Cost</b>	<b>成本</b>	
At 1 January 2008, 31 December 2008 and 1 January 2009	於二零零八年一月一日、二零零八年十二月三十一日及二零零九年一月一日	–
Addition arising from acquisition of subsidiaries (note i)	因收購附屬公司而添置(附註i)	668,000
Deconsolidation of subsidiaries (note ii)	取消綜合附屬公司(附註ii)	(668,000)
At 31 December 2009	於二零零九年十二月三十一日	–
<b>Carrying amount</b>	<b>賬面值</b>	
<b>At 31 December 2009</b>	<b>於二零零九年十二月三十一日</b>	<b>–</b>
At 31 December 2008	於二零零八年十二月三十一日	–

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 20. INTANGIBLE ASSET (continued)

Notes:

- (i) On 15 January 2009, the Group acquired Pacific Choice Holdings Limited ("Pacific Choice") and its subsidiaries (collectively referred as to "Pacific Choice Group") (Note 41), fair value of the intangible asset was approximately HK\$668,000,000 was recognised by reference to the valuation report issued by Messrs. B.I. Appraisals Limited ("B.I. Appraisal"), independent qualified professional valuers, at 15 January 2009 which valued the intangible assets on discounted cash flow method.
- (ii) Save as disclosed in note 3 to the consolidated financial statements, the intangible assets of approximately HK\$668,000,000 has been disposed of due to deconsolidation of Pacific Choice Group on 30 November 2009. Please refer to note 42 for details of deconsolidation of subsidiaries.

### 20. 無形資產 (續)

附註：

- (i) 於二零零九年一月十五日，本集團收購Pacific Choice Holdings Limited (「Pacific Choice」)及其附屬公司(統稱為「Pacific Choice集團」)(附註41)，經參考獨立合資格專業估值師保柏國際評估有限公司(「保柏國際評估」)於二零零九年一月十五日對無形資產按折現現金流量法進行估值而發行之估值報告後，確認無形資產公平值約668,000,000港元。
- (ii) 除綜合財務報表附註3所披露者外，無形資產約668,000,000港元已因於二零零九年十一月三十日取消綜合Pacific Choice集團而予以出售。有關取消綜合附屬公司詳情請參閱附註42。

### 21. GOODWILL

### 21. 商譽

		HK\$'000 千港元
<b>Cost</b>	<b>成本</b>	
At 1 January 2008, 31 December 2008 and 1 January 2009	於二零零八年一月一日、二零零八年十二月三十一日及二零零九年一月一日	-
Addition arising from acquisition of subsidiaries (note i)	因收購附屬公司而添置(附註i)	77,685
Deconsolidation of subsidiaries (note ii)	取消綜合附屬公司(附註ii)	(77,685)
At 31 December 2009	於二零零九年十二月三十一日	-
<b>Carrying amount</b>	<b>賬面值</b>	
<b>At 31 December 2009</b>	<b>於二零零九年十二月三十一日</b>	<b>-</b>
At 31 December 2008	於二零零八年十二月三十一日	-

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 21. GOODWILL (continued)

Notes:

- (i) On 15 January 2009, the Group acquired Pacific Choice Group, goodwill of approximately HK\$77,685,000 was recognised. For further details on the Acquisition, please refer to note 41.
- (ii) Save as disclosed in note 3 to the consolidated financial statements, the goodwill of approximately HK\$77,685,000 has been disposed of due to deconsolidation of Pacific Choice Group on 30 November 2009. Please refer to note 42 for details of deconsolidation of subsidiaries.

### 21. 商譽 (續)

附註：

- (i) 於二零零九年一月十五日，本集團收購Pacific Choice集團，確認商譽約77,685,000港元。有關收購事項之進一步詳情，請參閱附註41。
- (ii) 除綜合財務報表附註3所披露者外，商譽約77,685,000港元已因於二零零九年十一月三十日取消綜合Pacific Choice集團而予以出售。有關取消綜合附屬公司之詳情，請參閱附註42。

### 22. INVENTORIES

### 22. 存貨

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Raw materials	原材料	-	2,705
Work in progress	在製品	-	2,532
Finished goods	製成品	<b>2,730</b>	3,769
		<b>2,730</b>	9,006
Less: Write down of obsolete and slow moving inventories	減：陳舊及滯銷存貨撇減	-	(1,932)
Less: Deconsolidation of a subsidiary (note 42)	減：終止綜合附屬公司(附註42)	<b>(2,730)</b>	-
		-	7,074

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 22. INVENTORIES (continued)

The cost of inventories recognised as expense and included in cost of sales amounted to approximately HK\$78,319,000 (2008: HK\$631,357,000).

Movement in the write down of obsolete and slow moving inventories is summarised as follows:

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Balance at beginning of the year	年初結餘	1,932	18,439
Exchange difference	匯兌調整	-	1,524
Write down of obsolete and slow moving inventories	陳舊及滯銷存貨撇減	12	1,065
Reversal of obsolete inventories written down	已撇減陳舊存貨之撥回	-	(2,499)
Classified as part of a disposal group held for sale	分類為持作出售組別之一部份	-	(16,597)
Disposal of subsidiaries	出售附屬公司	(1,944)	-
Balance at end of the year	年終結餘	-	1,932

The reversal of obsolete inventories written down arose from sales of obsolete inventories recognised during the year.

The directors of the Company have assessed the net realisable values and conditions of the Company's inventories as at 31 December 2008. During the year, the directors of the Company have considered written down of obsolete and slow moving inventories of approximately HK\$12,000 (2008: HK\$1,065,000) and no reversal of obsolete inventories written down (2008: HK\$2,499,000) be made in respect of the net realisable value of the inventories.

### 22. 存貨 (續)

確認為開支並計入銷售成本之存貨成本約為78,319,000港元(二零零八年: 631,357,000港元)。

陳舊及滯銷存貨撇減之變動概述如下:

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Balance at beginning of the year	年初結餘	1,932	18,439
Exchange difference	匯兌調整	-	1,524
Write down of obsolete and slow moving inventories	陳舊及滯銷存貨撇減	12	1,065
Reversal of obsolete inventories written down	已撇減陳舊存貨之撥回	-	(2,499)
Classified as part of a disposal group held for sale	分類為持作出售組別之一部份	-	(16,597)
Disposal of subsidiaries	出售附屬公司	(1,944)	-
Balance at end of the year	年終結餘	-	1,932

已撇減陳舊存貨之撥回乃由於年內已確認之陳舊存貨銷售產生。

本公司董事已評估本公司存貨於二零零八年十二月三十一日之可變現淨值及狀況。年度本公司董事認為應就存貨之可變現淨值作出陳舊及滯銷存貨撇減約12,000港元(二零零八年: 1,065,000港元)及已撇減陳舊存貨之撥回為零港元(二零零八年: 2,499,000港元)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 23. TRADE AND BILLS RECEIVABLES

### 23. 貿易應收款項及應收票據

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Trade receivables	貿易應收款項	9,526	31,036
Less: Provision for impairment loss recognised in respect of trade receivables	減：就貿易應收款項確認之減值虧損撥備	(1,288)	(1,915)
		<b>8,238</b>	29,121
Bills receivables	應收票據	-	661
		<b>8,238</b>	29,782

The Group allows an average credit period of 60 days to its trade customers. An aged analysis of trade receivables and bills receivables, net of provision for impairment loss recognised in respect of trade receivables, is as follows:

本集團給予其貿易客戶平均60日之信貸期。扣除就貿易應收款項確認之減值虧損撥備後之貿易應收款項及應收票據之賬齡分析如下：

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Not yet due	未到期	5,366	17,630
Overdue within 30 days	過期不超過30日	1,699	6,151
Overdue for 31-60 days	過期31至60日	1,173	3,022
Overdue for 61-90 days	過期61至90日	-	2,877
Overdue for more than 90 days	過期超過90日	-	102
		<b>8,238</b>	29,782

The Group closely monitors the granting of credit and periodically reviews the recoverability of each trade debt. Majority of the trade receivables that are neither past due nor impaired have no default payment history.

本集團密切監測信貸提供及定期審閱各貿易債項收回比率。大部份貿易應收款項均未過期及未減值，並沒有拖欠款項記錄。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 23. TRADE AND BILLS RECEIVABLES

(continued)

Included in the Group's trade receivable balance are debtors with an aggregate carrying amount of approximately HK\$2,872,000 (2008: HK\$12,152,000) which are past due at the end of the reporting period for which the Group has not provided for impairment loss. The Group does not hold any collateral over these balances.

Movement in the provision for impairment loss recognised in respect of trade receivables is summarised as follows:

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Balance at beginning of the year	年初結餘	1,915	6,544
Exchange adjustment	匯兌調整	-	15
Impairment losses recognised during the year	年內確認之減值虧損	2,156	6,861
Reversal of impairment losses	減值虧損撥回	-	(523)
Amounts written off as uncollectible	不能收回而撇銷之金額	(70)	(589)
Reclassified as part of disposal group of asset held for sale	重新分類為持作出售資產組別之一部份	-	(10,393)
Disposal of subsidiaries	出售附屬公司	(2,713)	-
Balance at end of the year	年終結餘	1,288	1,915

In determining the recoverability of a trade receivable, the Group considers any change in credit quality of the trade receivables from the date credit was initially granted up to the end of the reporting period. Included in the provision for impairment loss recognised in respect of trade receivables are individually impaired trade receivables with an aggregate balance of approximately HK\$2,156,000 (2008: HK\$6,861,000) which have either been placed under liquidation or in severe financial difficulties. The impairment loss recognised represents the difference between the carrying amount of the specific trade receivable and the present value of the expected recoverable amount. The Group does not hold any collateral over these balances.

### 23. 貿易應收款項及應收票據 (續)

本集團之貿易應收款項結餘包括賬面總值為約2,872,000港元(二零零八年: 12,152,000港元)之應收款項。該筆款項已於報告期末逾期,故本集團並無就此作出減值虧損。本集團並無就該等結餘持有任何抵押品。

就貿易應收款項確認之減值虧損撥備之變動概述如下:

確定貿易應收款項之可收回性時,本集團會考慮自授予信貸當日起計至報告期末內貿易應收款項之任何信貸質素變動。就貿易應收款項確認之減值虧損撥備包括個別已減值之貿易應收款項合共約2,156,000港元(二零零八年: 6,861,000港元),均為被置放清盤或出現重大財政困難。已確認之減值虧損為特定貿易應收款項之賬面值及預期可收回金額之現值之差額。本集團並無就該等結餘持有任何抵押品。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 23. TRADE AND BILLS RECEIVABLES

(continued)

The Group's trade and bills receivables that are denominated in currencies other than the functional currencies of the relevant group entities are set out below:

### 23. 貿易應收款項及應收票據 (續)

以相關集團實體之功能貨幣以外之貨幣計值之本集團貿易應收款項及應收票據載列如下：

		Denominated in 按以下貨幣計算	
		USD 美元 HK\$'000 千港元	RMB 人民幣 HK\$'000 千港元
<b>At 31 December 2009</b>	於二零零九年十二月三十一日	<b>706</b>	<b>364</b>
At 31 December 2008	於二零零八年十二月三十一日	15,927	484

### 24. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

### 24. 預付款項、按金及其他應收款項

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	<b>709</b>	29,367
Less: Impairment loss recognised in respect of other receivables	減：就其他應收款項確認之減值虧損	-	(566)
Less: Deconsolidation of subsidiaries (note 42)	減：取消綜合附屬公司(附註42)	<b>(620)</b>	-
		<b>89</b>	28,801
Prepaid lease payments (Note 17)	預付租金(附註17)	-	98
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	<b>89</b>	28,899

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 24. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (continued)

At 31 December 2008, an amount of HK\$25,000,000 has been paid as a deposit for the very substantial acquisition in relation to the sale and purchase agreements entered by the Group on 30 April 2008 and 24 October 2008. On 15 January 2009, the acquisition was completed and the amount was recognised as part of the investment cost in subsidiaries.

Movement in the provision for impairment loss recognised in respect of other receivables are summarised as follows:

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Balance at beginning of the year	於年初之結餘	566	566
Disposal of subsidiaries	出售附屬公司	(566)	-
Balance at end of the year	於年終之結餘	-	566

In determining the recoverability of other receivables, the Group considers any change in credit quality of the other receivables from the date credit was initially granted up to the end of the reporting period. The impairment loss recognised represents the difference between the carrying amount of the specific other receivables and the present value of the expected recoverable amount.

### 25. AMOUNT DUE FROM A RELATED COMPANY

The amount due from a related company was unsecured, interest free and recoverable on demand.

### 24. 預付款項、按金及其他應收款項 (續)

於二零零八年十二月三十一日，本公司就本集團於二零零八年四月三十日及二零零八年十月二十四日訂立之買賣協議支付25,000,000港元作為之非常重大收購之按金。於二零零九年一月十五日，該收購已完成，而有關金額作為部分於附屬公司之投資成本確認。

就其他應收款項之減值撥備變動概述如下：

確定其他應收款項之可收回性時，本集團會考慮自授予信貸當日起計至報告期末內其他應收款項之任何信貸質素變動。已確認之減值虧損為特定其他應收款項之賬面值及預期可收回金額之現值之差額。

### 25. 應收一間關連公司款項

應收一間關連公司款項為無抵押、免息、並須應要求償還。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 26. CASH AND BANK BALANCES

Bank balances comprise short-term bank deposits which carry interest at 0.01% (2008: 0.5% to 3%) per annum.

The Group's bank balances that are denominated in currencies other than the functional currencies of the relevant group entities are set out below:

### 26. 現金及銀行結存

銀行結存包括短期銀行存款，按年利率0.01%計息（二零零八年：0.5%至3%）。

以相關集團實體之功能貨幣以外之貨幣計值之本集團銀行結餘載列如下：

		Denominated in 按以下貨幣計算
		USD 美元
		HK\$'000 千港元
<b>At 31 December 2009</b>	於二零零九年十二月三十一日	<b>106</b>
At 31 December 2008	於二零零八年十二月三十一日	339

### 27. TRADE AND BILLS PAYABLES

Trade payables 貿易應付款項

An aged analysis of trade and bills payables, net of amount classified as part of disposal group held for sale is as follows:

### 27. 貿易應付款項及應付票據

2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
----------------------------------	----------------------------------

Trade payables	貿易應付款項	<b>127</b>	22,139
----------------	--------	------------	--------

貿易應付款項及應付票據（扣除分類為持作出售組別的部分之金額）之賬齡分析如下：

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Not yet due or overdue within 30 days	未到期或過期不超過30日	-	12,886
Overdue for 31-60 days	過期31至60日	-	3,376
Overdue for 61-90 days	過期61至90日	-	2,066
Overdue for more than 90 days	過期超過90日	<b>127</b>	3,811
		<b>127</b>	22,139

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 27. TRADE AND BILLS PAYABLES

(continued)

The Group's trade and bills payables that are denominated in currencies other than the functional currencies of the relevant group entities are set out below:

### 27. 貿易應付款項及應付票據 (續)

以相關集團實體之功能貨幣以外之貨幣計值之本集團貿易應付款項及應付票據載列如下：

		Denominated in 按以下貨幣計算
		USD 美元
		HK\$'000 千港元
<b>At 31 December 2009</b>	<b>於二零零九年十二月三十一日</b>	<b>68</b>
At 31 December 2008	於二零零八年十二月三十一日	2,539

The average credit period of purchase is 60 days. The Group has financial risk management policies in place to ensure that all payables are paid within the credit timeframe.

採購之平均信貸期為60天。本集團已制訂財務風險管理政策，以確保所有應付款項均於信貸期內償付。

### 28. ACCRUALS AND OTHER PAYABLES

### 28. 應計費用及其他應付款項

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Accruals and other payables	應計費用及其他應付款項	967	59,049
Reclassified as a disposal group of assets held for sale (note 10)	重新分類為持作出售資產組別 (附註10)	-	(28,234)
		<b>967</b>	<b>30,815</b>

### 29. AMOUNT DUE TO A SHAREHOLDER

Except for the amount of HK\$3,000,000 (2008: HK\$15,500,000) due to a shareholder, which was unsecured, interest free and repayable on demand. The remaining amount of HK\$18,430,000 amount due to a shareholder was unsecured, interest free and have no fixed terms of repayment. The shareholder has agreed not demand for repayment for twelve months from the end of the reporting period.

### 29. 應付一名股東款項

除應付一名股東款項3,000,000港元(二零零八年：15,500,000港元)(該款項為無抵押、免息並須應要求償還)外，應付一名股東餘下款項18,430,000港元為無抵押、免息及並無固定還款期。該股東已同意不會於報告期末起十二個月內要求償還。

### 30. AMOUNT DUE TO A RELATED COMPANY

The amounts due to a related company was unsecured, interest free and repayable on demand.

### 30. 應付一間關連公司款項

該款項為無抵押、免息，並須應要求償還。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 31. OBLIGATIONS UNDER FINANCE LEASES

### 31. 融資租賃責任

		Minimum lease payments		Present value of minimum lease payments	
		最低租金	最低租金之現值	最低租金	最低租金之現值
		2009	2008	2009	2008
		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
		千港元	千港元	千港元	千港元
Amount payable under finance leases:	融資租賃之應付款項：				
Within one year	一年內	-	1,646	-	1,552
Between one to two years	於一年後但兩年內	-	870	-	819
Between two to five years	於兩年後但五年內	-	412	-	399
		-	2,928	-	2,770
Less: Future finance costs	減：日後融資成本	-	(158)	-	-
Present value of lease obligations	租賃責任之現值	-	2,770	-	2,770
Reclassified as a disposal group of assets held for sale (note 10)	重新分類為持作出售資產組別 (附註10)			-	(2,770)
				-	-
Less: Amount due within one year shown under current liabilities	減：須於一年內償還並列入流動負債之款項			-	-
Amount due after one year	於一年後償還之款項			-	-

It is the Group's policy to lease certain of its plant, machinery, and motor vehicles under finance leases. The average lease term is three years. For the year ended 31 December 2008, the average effective borrowing rate was 4.81% per annum for the year. Interest rates are fixed at the contract date ranging from 2.55% to 7.07% per annum. All leases are on a fixed repayment basis.

本集團之政策為以融資租賃之方式租賃若干廠房、機器及汽車，租期平均為三年。截至二零零八年十二月三十一日止年度，本年度平均實際借貨率為4.81%。利率乃於訂約當日釐定，介乎每年2.55%至7.07%。所有租賃款項均須定期償還。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 32. BANK LOANS

The bank loans are unsecured and are repayable as follows:

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Within one year	於一年內	-	50,141
Between one to two years	於一年後但兩年內	-	857
Between two to five years	於兩年後但五年內	-	2,571
Over five years	於五年後	-	1,143
		-	54,712
Reclassified as a disposal group of assets held for sale (note 10)	重新分類為持作出售資產組別 (附註10)	-	(54,712)
		-	-

For the year ended 31 December 2008, the interest rate are fixed at the contract date ranging from 6.99% to 8.22% per annum. All bank loans are on a fixed repayment basis.

### 32. 銀行貸款

銀行貸款為無抵押並須按以下還款期償還：

截至二零零八年十二月三十一日止年度，利率固定為合約利率，每年介乎6.99%至8.22%。所有銀行貸款均按定期償還基準訂立。

### 33. SHARE CAPITAL

		Number of shares 股份數目		Amount 金額	
		2009 二零零九年 '000 千股	2008 二零零八年 '000 千股	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Ordinary shares of HK\$0.1 each	每股0.1港元之普通股				
Authorised:	法定：				
At beginning and end of the year	年初及年末	2,000,000	2,000,000	200,000	200,000
Issued and fully paid:	已發行及繳足：				
At beginning of the year	年初	652,356	544,356	65,236	54,436
Issue of shares	發行股份	50,000	108,000	5,000	10,800
At the end of the year	年末	702,356	652,356	70,236	65,236

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 33. SHARE CAPITAL (continued)

Note:

Pursuant to a subscription agreement entered into on 20 January 2009, the Company issued a total of 50,000,000 ordinary shares of HK\$0.1 per shares to 2 individual investors. The net proceeds of approximately HK\$4,800,000 will be used for broaden the shareholder base and strengthen its capital base and financial position for the Group's future business developments.

### 34. SHARE OPTION SCHEME

The Company's share option scheme (the "Share Option Scheme") was adopted on 29 May 2002 under which the Board of the Directors may grant options to eligible participants, including employees and directors, of the Company and any of its subsidiaries to subscribe for shares of the Company. The Share Option Scheme is valid and effective for a period of 10 years commencing from the adoption date after which no further options may be issued.

The number of shares, which may be issued upon exercise of all outstanding options granted under the Share Option Scheme and other schemes adopted by the Group, is not permitted to exceed 30% of the shares of the Company in issue at any point in time. The total number of shares in respect of which options may be granted under the Share Option Scheme and other schemes adopted by the Group in aggregate is not permitted to exceed 10% of the shares of the Company in issue at the adoption date. The total number of shares in respect of which options may be granted to any individual is not permitted to exceed 1% of the shares of the Company in issue at any 12-month period.

### 33. 股本 (續)

附註：

根據於二零零九年一月二十日訂立之認購協議，本公司向兩名個人投資者發行合共50,000,000股每股面值0.1港元之普通股。有關所得款項淨額約為4,800,000港元，將用作擴闊股東基礎及為本集團日後業務發展加強資本基礎財務狀況。

### 34. 認購股權計劃

本公司於二零零二年五月二十九日採納其認購股權計劃（「認購股權計劃」），據此，董事會可向合資格參與者（包括本公司及其任何附屬公司之僱員及董事）授出可認購本公司股份之認購股權。認購股權計劃乃由採納日期起計十年內有效，其後將不得再發行任何認購股權。

行使根據認購股權計劃及本集團採納之其他計劃授出之所有尚未行使認購股權而可能發行之股份數目，不得超過任何時間本公司已發行股份之30%。根據認購股權計劃及本集團採納之其他計劃可能授出之認購股權之有關股份總數不得超過採納日期本公司已發行股份之10%。可能向任何人士發行之認購股權之有關股份總數不得超過於任何十二個月期間本公司已發行股份之1%。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 34. SHARE OPTION SCHEME (continued)

Consideration of HK\$1 is payable by the grantee on the acceptance of option granted. Option may be exercised from the date of acceptance of the offer of such option to the earlier of the date on which such option lapses and 10 years from the offer date of that option. The exercise price is determined by the directors of the Company, and will not be less than the higher of the closing prices of the shares on the Stock Exchange on the date of the grant of the options, the average of the closing prices of the shares for the five trading days immediately preceding the date of the grant of the options and the nominal value of the shares.

No share options have been granted under the Share Option Scheme since its adoption.

### 35. CONVERTIBLE BONDS

On 15 January 2009, the Company issued the Tranche 1 Bonds due on 14 January 2014 with a principal amount of HK\$300,000,000, which is interest free. The Tranche 1 Bonds are issued as part of the consideration for acquisition of Pacific Choice. The Tranche 1 Bonds are convertible into fully paid ordinary shares with a par value of HK\$0.4 per share, subject to adjustment. The effective interest rate is 14%.

The convertible bonds contain liability and equity components. The equity component is presented in equity heading "convertible bonds reserve".

The fair value of the liability component of the convertible bonds at the issuance date was determined based on the present value of the estimated future cash outflows discounted at the prevailing market rate for an equivalent non-convertible loan.

The liability component is measured at amortised cost. The interest expenses for the year of approximately HK\$20,974,000 is calculated by applying an effective interest rate as stated above to the liability component for about 10-month period since the convertible bonds were issued. The difference between the carrying amount of liability component at the date of issue of approximately HK\$155,611,000 and the amount reported in consolidated statement of financial position at 31 December 2009 of approximately HK\$176,785,000 represents the effective interest less interest paid to that date.

### 34. 認購股權計劃 (續)

承授人接納獲授之認購股權時須支付代價1港元。認購股權可由接納該等認購股權建議日期起至該等認購股權失效日期及認購股權建議日期起滿十年當日(以較早者為準)止期間行使。行使價由本公司董事釐定,並將不低於認購股權授出日期股份於聯交所之收市價、緊接認購股權授出日期前五個交易日股份於聯交所之平均收市價或股份面值之較高者。

自認購股權計劃獲採納以來概無根據認購股權計劃授出任何認購股權。

### 35. 可換股債券

於二零零九年一月十五日,本公司發行於二零一四年一月十四日到期本金額300,000,000港元之第一批債券,不計利息。第一批債券乃發行作為收購Pacific Choice之部份代價。該等債券可按初步換股價每股0.4港元(可予調整)轉換為本公司之繳足普通股。實際利率為14%。

可換股債券包含負債及權益部份。權益部份於權益項下之「可換股債券儲備」呈列。

可換股債券負債部份於發行日期之公平值乃依據同等非可換股貸款按現行市場利率貼現之估計未來現金流出之現值而釐定。

負債部分乃按攤銷成本計量。本年度利息開支約20,974,000港元乃根據上文所述之自可換股債券發行起約10個月期間之負債部分之實際利率計算。於發行日期負債部分之賬面值約155,611,000港元與截至二零零九年十二月三十一日止年度綜合財務狀況表內所申報之金額約176,785,000港元之差額相當於實際利息減該日已支付利息。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 35. CONVERTIBLE BONDS (continued)

The convertible bonds issued during the period have been split as to the liability and equity components as follows:

		<b>Tranche 1 Bonds</b>
		<b>第一批債券</b>
		HK\$'000
		千港元
Fair value of convertible bonds issued	已發行可換股債券之公平值	300,000
Liability component	負債部份	(155,811)
Equity component	權益部份	144,189

The movement of the liability component of the convertible bonds for the year is set out below:

期內發行之可換股債券分為負債及權益兩部份呈列如下：

可換股債券負債部份於本年度之變動如下：

		HK\$'000
		千港元
At 1 January 2009	於二零零九年一月一日	-
Liability component at the date of issue	發行當日之負債部份	155,811
Interest expense charged	扣除之利息開支	20,975
<b>At 31 December 2009</b>	<b>於二零零九年十二月三十一日</b>	<b>176,786</b>

### 36. PROMISSORY NOTES

On 15 January 2009, the Group issued promissory notes of HK\$375,000,000 for acquiring the entire issued share capital of Pacific Choice at zero coupon rate. The effective interest rate is 16%.

### 36. 承兌票據

於二零零九年一月十五日，本集團發行按零票息率發行375,000,000港元之承兌票據，以收購Pacific Choice之全部已發行股本。實際利率為16%。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 36. PROMISSORY NOTES (continued)

On 16 February 2009, the Group and the bearer of the promissory notes has agreed that if there was an early repayment of HK\$250,000,000, 10% of the principal amount of the promissory notes, i.e. HK\$37,500,000, would be cancelled in favour to the Group. The repayment has made on 19 February 2009.

### 36. 承兌票據 (續)

於二零零九年二月十六日，本集團及承兌票據持票人已同意，倘出現提早償還250,000,000港元，則承兌票據本金額之10%（即37,500,000港元）將被註銷，歸本集團所有。償還已於二零零九年二月十九日進行。

		HK\$'000 千港元
At 1 January 2009	於二零零九年一月一日	–
Fair value of promissory notes issued	已發行承兌票據公平值	278,686
Early redemption	提早贖回	(188,649)
Cancellation in respect of early redemption	就提早贖回而註銷	(28,297)
Interest expenses charged	扣除之利息開支	13,291
<b>At 31 December 2009</b>	<b>於二零零九年十二月三十一日</b>	<b>75,031</b>

Notes:

- (i) Loss on early redemption of promissory notes is derived from the difference between the carrying amount of liability component of approximately HK\$188,649,000 and the fair value of liability component of HK\$250,000,000 as at 19 February 2009 and derecognition of deferred tax liabilities of approximately HK\$10,123,000.
- (ii) Gain on cancellation of promissory notes is derived from cancellation of the carrying amount of approximately HK\$28,297,000 and derecognition of deferred tax liabilities of approximately HK\$1,518,000.

附註：

- (i) 提早贖回承兌票據虧損乃由於二零零九年二月十九日之負債部分賬面值約188,649,000港元與負債部分公平值250,000,000港元之差額及終止確認遞延稅項負債約10,123,000港元所產生。
- (ii) 註銷承兌票據收益乃由註銷賬面值約28,297,000港元及終止確認遞延稅項負債約1,518,000港元所產生。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 37. DEFERRED TAX LIABILITIES

The major deferred tax liabilities recognised by the Group and movements thereon during the current and prior years are as follows:

### 37. 遞延稅項負債

本集團確認之主要遞延稅項負債及其於本年度與過往年度內之變動詳情如下：

		Revaluation of properties 物業重估 HK\$'000 千港元	Convertible bonds 可換股債券 HK\$'000 千港元	Promissory notes 承兌票據 HK\$'000 千港元	Intangible assets 無形資產 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2008	於二零零八年一月一日	20,642	-	-	-	20,642
Charge to equity	在股本扣除	77	-	-	-	77
Charge to consolidated statement of comprehensive income	在綜合全面損益表扣除	112	-	-	-	112
Exchange adjustments	匯兌調整	1,637	-	-	-	1,637
Disposal of subsidiaries (note 43)	出售附屬公司(附註43)	(1,934)	-	-	-	(1,934)
Reclassified as a disposal group of assets held for sale (note 10)	重新分類為持作出售資產組別(附註10)	(17,352)	-	-	-	(17,352)
At 31 December 2008 and at 1 January 2009	於二零零八年十二月三十一日及二零零九年一月一日	3,182	-	-	-	3,182
Issuance of convertible bonds	發行可換股債券	-	23,791	-	-	23,791
Issuance of promissory notes	發行承兌票據	-	-	15,892	-	15,892
Fair value adjustment on acquisition of subsidiaries	於收購附屬公司時之公平值調整	-	-	-	143,600	143,600
Disposal of subsidiaries	出售附屬公司	(3,182)	-	-	-	(3,182)
Derecognised in relation to waiver of promissory notes	就放棄承兌票據而取消確認	-	-	(1,518)	-	(1,518)
Derecognised in relation to early repayment	就提早償還而取消確認	-	-	(10,123)	-	(10,123)
Deconsolidation of subsidiaries (note 42)	取消確認附屬公司(附註42)	-	-	-	(143,600)	(143,600)
Charge to consolidated statement of comprehensive income	在綜合全面損益表扣除	-	(3,461)	(2,193)	-	(5,654)
<b>At 31 December 2009</b>	<b>於二零零九年十二月三十一日</b>	<b>-</b>	<b>20,330</b>	<b>2,058</b>	<b>-</b>	<b>22,388</b>

As at 31 December 2009, the Group has unused tax losses of approximately HK\$11,817,000 (2008: HK\$81,125,000) available for offset against future profits. No deferred tax asset has been recognised due to the unpredictability of future profit streams. The losses may be carried forward indefinitely.

於二零零九年十二月三十一日，本集團可用以抵銷日後溢利之未用稅項虧損約為11,817,000港元(二零零八年：81,125,000港元)。由於未能預計日後溢利，故並無確認遞延稅項資產。有關虧損可無限期結轉。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 38. RETIREMENT BENEFITS SCHEMES

The Group participates in both a defined contribution scheme which is registered under the Occupational Retirement Scheme Ordinance (the "ORSO Scheme") and a Mandatory Provident Fund Scheme (the "MPF Scheme") established under the Mandatory Provident Fund Ordinance in December 2000. The assets of the schemes are held separately from those of the Group, in funds under the control of trustees. Employees who were members of the ORSO Scheme prior to the establishment of the MPF Scheme were offered a choice of staying within the ORSO Scheme or switching to the MPF Scheme, whereas all new employees joining the Group on or after 1 December 2000 are required to join the MPF Scheme.

The retirement benefits scheme contributions charged to the consolidated statement of comprehensive income represent contributions payable to the schemes by the Group at rates specified in the rules of the schemes. Where there are employees who leave the ORSO Scheme prior to vesting fully in the contributions, the amounts of the forfeited contributions will be used to reduce future contributions payable by the Group.

The subsidiaries of the Company in the PRC are required to make contributions to state-managed retirement benefits scheme operated by the PRC government based on a certain percentage of the monthly payroll costs of the PRC employees.

During the year, the retirement benefits scheme contributions are approximately HK\$266,000 (2008: HK\$3,395,000). The Group did not have any forfeited contributions available to offset future employers' contributions to the ORSO Scheme.

### 38. 退休福利計劃

本集團同時參與根據職業退休計劃條例登記之定額供款計劃（「職業退休計劃」）及按於二零零零年十二月生效之強制性公積金條例設立之強制性公積金計劃（「強積金計劃」）。該等計劃之資產與本集團之資產分開處理，交由獨立信託人控制。在設立強積金計劃前已為職業退休計劃成員之僱員可選擇留在職業退休計劃或轉往強積金計劃，然而，所有於二零零零年十二月一日或之後加入本集團之新僱員必須加入強積金計劃。

於綜合全面損益表扣除之退休福利計劃供款乃本集團按計劃規則指定之供款率向計劃支付之供款。倘僱員於符合資格享有供款前退出職業退休計劃，則沒收供款額將用於減少本集團將來之供款。

本公司於中國之附屬公司須按中國僱員月薪之一定百分比向一項由中國政府經營之國營退休福利計劃供款。

本年度，退休福利計劃之供款約為266,000港元（二零零八年：3,395,000港元）。本集團並無任何已沒收供款可供抵銷職業退休計劃之未來僱主供款。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 39. CAPITAL COMMITMENTS

### 39. 資本承擔

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Capital expenditure in respect of the acquisition of property, plant and equipment:	就收購物業、廠房及設備之資本開支：		
Authorised but not contracted for	已授權但未簽約	-	-
Contracted but not provided for	已簽約但未撥備	-	46
		-	46

### 40. OPERATING LEASES COMMITMENTS

### 40. 經營租賃承擔

#### The Group as lessee

As at the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases in respect of office premises which fall due as follows:

#### 本集團作為承租人

於報告期末，本集團承諾根據於下列期間屆滿之不可撤銷經營租賃所持之寫字樓物業支付之日後最低租金款額如下：

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Within one year	一年內	-	112
In the second to fifth year inclusive	第二至第五年 (首尾兩年包括在內)	-	-
		-	112

Leases are negotiated for original terms ranging from one to five years at fixed monthly rentals.

租賃按每月固定租金訂立，為期一至五年。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 41. ACQUISITION OF SUBSIDIARIES

On 15 January 2009, the Group acquired the entire issued share capital of Pacific Choice and the loan outstanding as at the completion of Acquisition due to China Eagle Development Limited ("China Eagle") and Fairtime International Limited ("Fairtime") (collectively referred as to the "Vendors") for total consideration of HK\$270,000,000.

Under the acquisition agreement, the consideration shall be settled by (i) as to HK\$25,000,000 in cash; (ii) as to HK\$255,000,000 by the issue of the Tranche 1 Bonds to China Eagle; (iii) as to HK\$45,000,000 by the issue of the Tranche 1 Bonds to Fairtime; (iv) as to HK\$375,000,000 by the issue of promissory notes to China Eagle; and (v) as to HK\$2,000,000,000 by the issue of the Tranche 2 Bonds, the Tranche 3 Bonds and the Tranche 4 Bonds to China Eagle and Fairtime in their respective equity interest in Pacific Choice.

### 41. 收購附屬公司

於二零零九年一月十五日，本集團收購Pacific Choice之全部已發行股本及於收購事項完成日期結欠China Eagle Development Limited (「China Eagle」)及Fairtime International Limited (「Fairtime」) (統稱「賣方」)之未償還貸款，代價總額約為270,000,000港元。

根據收購協議，有關代價將按以下方式支付：(i) 25,000,000港元以現金支付；(ii) 255,000,000港元透過向China Eagle發行第一批債券支付；(iii) 45,000,000港元透過向Fairtime發行第一批債券支付；(iv) 375,000,000港元透過向China Eagle發行承兌票據支付；及(v) 2,000,000,000港元透過按China Eagle及Fairtime各自所持Pacific Choice之股本權益比例向該等公司發行第二批債券、第三批債券及第四批債券支付。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 41. ACQUISITION OF SUBSIDIARIES

(continued)

The amount of goodwill arising as a result of the acquisition was approximately HK\$77,685,000.

### 41. 收購附屬公司 (續)

收購事項產生之商譽金額約為77,685,000港元。

		<b>Acquiree's carrying amounts</b>	<b>Fair value adjustment</b>	<b>Fair value</b>
		被收購方 之賬面值	公平值調整	公平值
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
<b>Net assets acquired:</b>	<b>所收購資產淨值：</b>			
Intangible assets	無形資產	93,600	574,400	668,000
Property, plant and equipment	物業、廠房及設備	1,268	-	1,268
Inventories	存貨	2,730	-	2,730
Deposits and prepayments	按金及預付款項	1,974	-	1,974
Amounts due from shareholders	應收股東款項	24,985	-	24,985
Bank balances and cash	銀行結存及現金	46	-	46
Accruals and other payables	應計費用及其他應付款項	(3,487)	-	(3,487)
Deferred tax liabilities	遞延稅項負債	-	(143,600)	(143,600)
100% equity interest in Pacific Choice	Pacific Choice之 100%股本權益	121,116	430,800	551,916
Waiver of shareholders' loan upon completion	於完成時放棄股東貸款			(24,985)
Goodwill	商譽			77,685
				<b>604,616</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 41. ACQUISITION OF SUBSIDIARIES

(continued)

### 41. 收購附屬公司 (續)

		HK\$'000 千港元
<b>Total consideration satisfied by:</b>	<b>代價總額以下列方式支付：</b>	
Cash consideration	現金代價	25,000
Fair value of convertible bonds	可換股債券公平值	300,000
Fair value of promissory notes	承兌票據公平值	278,686
Cost of Acquisition	收購事項成本	930
		604,616

		HK\$'000 千港元
<b>Net cash outflow arising on acquisition:</b>	<b>收購事項產生之現金流出淨額：</b>	
Cash consideration paid	已付現金代價	(25,000)
Cost of Acquisition	收購事項成本	(930)
Bank balances and cash acquired	所收購銀行結存及現金	46
		24,116

Notes:

- (i) The contracted value of the acquisition was HK\$2,700,000,000. Acquisition-related costs have been excluded from the cost of acquisition and have been recognised as an expense in the year.
- (ii) On the date acquisition, the Company issued Tranche 1 Bonds of HK\$300,000,000 as part of the payment of Acquisition consideration. All certificates for the entire Tranche 1 Bonds shall at Acquisition completion be held under escrow until the receipt of confirmation by the Vendors from the Company of its satisfaction of fulfillment of all conditions as set out in the TMDC agreement. At 31 December 2009, all certificated of Tranche 1 Bonds were still kept at the escrow agent.

附註：

- (i) 收購事項之合約價值為2,700,000,000港元。收購相關成本並無計入收購成本之內，並於本年度確認為開支。
- (ii) 於收購日期，本公司已發行300,000,000港元第一批債券作為支付部分收購代價。整批第一批債券之所有證書須於收購完成時以託管方式持有，直至賣方接獲本公司確認其信納TMDC協議所載之所有條件已獲達成為止。於二零零九年十二月三十一日，第一批債券之所有證書仍由託管代理持有。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 41. ACQUISITION OF SUBSIDIARIES

(continued)

The remaining balance of HK\$2,000,000,000 shall be settled by the issue of the Tranche 2 Bonds, the Tranche 3 Bonds and the Tranche 4 Bonds by the Company to the Vendors in their respective equity interest in Pacific Choice, subject to the provision with reference to the reviewed consolidated net profits before tax and before amortisation of the intangible assets of Pacific Choice Group as shown in the reviewed consolidated financial statements of Pacific Choice Group. The Pacific Choice Group has not generated profits during the year ended 31 December 2009, therefore the conditions in issuing the remaining tranches of bonds have not been committed. For further details, please refer to the Company's circular dated 28 November 2008.

- (iii) The fair values of the convertible bonds and promissory notes issued have been arrived at on the basis of a valuation carried out on the completion date of the acquisition by B.I. Appraisals, independent qualified professional valuers not connected with the Group. The valuation was arrived at by reference to discounted cash flow method.
- (iv) Goodwill arose in the business combination because the acquisition included the revenue growth and future market development of Pacific Choice. These benefits are not recognised separately from goodwill as the future economic benefits arising from them cannot be reliably measured.

None of the goodwill arising on this acquisition is expected to be deductible for tax purpose.

- (v) Included in the profits for the year ended 31 December 2009 is loss of approximately HK\$1,944,000 attributable from Pacific Choice.

Had the acquisition of Pacific Choice been effected at 1 January 2009, the loss for the year from continuing operations would have been approximately HK\$2,102,000. The pro forma information is for illustrative purpose only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved as the acquisition been completed at 1 January 2009, nor is intended to be a projection of future results.

### 41. 收購附屬公司 (續)

餘額2,000,000,000港元將透過本公司按賣方所持Pacific Choice各自之股本權益比例向賣方發行第二批債券、第三批債券及第四批債券支付，須受參考Pacific Choice集團之經審閱綜合財務報表所示之Pacific Choice集團經審閱綜合除稅前及未攤銷無形資產前純利之條文限制。於截至二零零九年十二月三十一日止年度，Pacific Choice集團並無產生溢利，故此，發行餘下各批債券之條件尚未達成。有關進一步詳情，請參考本公司於二零零八年十一月二十八日刊發之通函。

- (iii) 已發行可換股債券及承兌票據之公平值乃根據與本集團概無關連之獨立合資格專業估值師柏國際評估有限公司於收購事項完成當日作出之估值釐定。有關估值乃參考貼現現金流量法而作出。
- (iv) 業務合併產生商譽乃由於是項收購涵括Pacific Choice之收益增長及未來市場發展。該等利益並無與商譽分開確認，蓋因其中產生之未來經濟利益未能可靠計量。

是項收購所產生之商譽預計不可用作扣稅。

- (v) 截至二零零九年十二月三十一日止年度之溢利包括攤佔Pacific Choice之虧損約1,944,000港元。

收購Pacific Choice如於二零零九年一月一日進行，則來自持續經營業務之本年度虧損將約為2,102,000港元。該備考資料僅作說明之用，未必預示倘收購事項於二零零九年一月一日完成而本集團可能實際取得之收益及業績，亦並非作為未來業績預測。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 41. ACQUISITION OF SUBSIDIARIES

*(continued)*

- (vi) Upon the completion of acquisition of Pacific Choice Group, the TMDC Sale Machineries (as defined in the Company's circular dated 28 November 2008) has not been released and the transfer of the ownership of the TMDC Sale Machineries from TMDC to Pacific Choice Group has not been completed.

China Eagle and Fairtime procure the transfer of the ownership of the TMDC Sale Machineries to be completed within twelve months from the date of completion of acquisition. Once the transfer of the ownership of the TMDC Sale Machineries is completed, the fair values of the TMDC Sale Machineries would be recorded in property, plant and equipment, and the amount of goodwill arose from the acquisition of Pacific Choice Group would also be adjusted.

In the event that the transfer of the ownership of the TMDC Sale Machineries does not take place within twelve months from the date of completion of acquisition.

For details, please refer to the Company's announcement dated 15 January 2009.

### 41. 收購附屬公司 (續)

- (vi) 完成收購Pacific Choice集團後，TMDC銷售機器（定義見本公司日期為二零零八年十一月二十八日之通函）之抵押未獲解除，亦未完成將TMDC銷售機器之擁有權從TMDC轉讓予Pacific Choice集團。

China Eagle及Fairtime須於收購事項完成日期起計十二個月內促使完成TMDC銷售機器擁有權之轉讓。TMDC銷售機器之擁有權一經轉讓，TMDC銷售機器之公平值將計入「物業、廠房及設備」項下，而收購Pacific Choice集團所產生之商譽金額亦將作出調整。

倘TMDC銷售機器之擁有權未能於收購事項完成日期起計十二個月內轉讓。

有關詳情請參閱本公司日期為二零零九年一月十五日之公佈。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 42. DECONSOLIDATION OF SUBSIDIARIES

Save as disclosed in note 3 to the consolidated financial statement, the Directors of the Company have resolved that Pacific Choice Group shall be treated as having been de-consolidated from that of the Group with effect from 1 December 2009.

Net loss on deconsolidation of the Pacific Choice Group was calculated based on disposal of the net assets of the Pacific Choice Group.

Details of the net assets of the Pacific Choice Group as at 30 November 2009 are set out below.

### 42. 取消綜合一間附屬公司

除綜合財務報表附註3所披露者外，自於本公司董事已議決Pacific Choice集團將被作為已從本集團賬目中取消綜合處理，自二零零九年十二月一日生效。

取消綜合Pacific Choice集團之虧損淨額乃按已處置Pacific Choice集團之資產淨值計算。

已處置Pacific Choice集團於二零零九年十一月三十日之資產淨值之詳情載列如下。

		HK\$'000 港元
Net assets disposed of:	已處置資產淨值：	
Goodwill	商譽	77,685
Intangible asset	無形資產	668,000
Property, plant and equipment	物業、廠房及設備	854
Inventories	存貨	2,730
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	620
Bank balances and cash	銀行結存及現金	4
Accruals and other payables	應計費用及其他應付款項	(3,487)
Deferred tax liabilities	遞延稅項負債	(143,600)
Net loss on deconsolidation of subsidiaries	取消綜合附屬公司虧損淨額	602,806
Analysis of net outflow of cash and cash equivalents arising from deconsolidation of subsidiaries	取消綜合附屬公司產生之現金及現金等值項目流出淨額之分析	(4)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 43. DISPOSAL OF SUBSIDIARIES

### 43. 出售附屬公司

#### For the year ended 31 December 2009

#### 截至二零零九年十二月三十一日止年度

On 26 February 2009, the Group disposed of its 100% equity interests in Xinyu Electronics Limited, Joyham Jade Limited, Sabic Electronic Limited and Habermann Limited (collectively referred to as the "Four BVI Companies") at a total consideration of approximately HK\$250,000,000 and the net assets at the date of disposal were as follows:

於二零零九年二月二十六日，本集團出售其於新域電子有限公司、Joyham Jade Limited、Sabic Electronic Limited及Habermann Limited（統稱「四家英屬處女群島公司」）之全部股本權益，總代價約為250,000,000港元，於出售日期之資產淨值如下：

		HK\$'000 千港元
<b>Net assets disposed of:</b>	<b>所出售之資產淨值：</b>	
Investment properties	投資物業	77,402
Property, plant and equipment	物業、廠房及設備	137,354
Prepaid lease payments	預付租金	14,304
Inventories	存貨	68,164
Trade and bill receivables	貿易應收款項及應收票據	53,990
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	2,606
Bank balances and cash	銀行結存及現金	27,210
Trade payables	貿易應付款項	(71,341)
Accruals and other payables	應計費用及其他應付款項	(21,705)
Derivative financial instruments	衍生金融工具	(204)
Tax liabilities	稅項負債	(21,980)
Bank loans	銀行貸款	(54,170)
Obligation under finance lease	融資租賃責任	(650)
Deferred tax liabilities	遞延稅項負債	(17,352)
		<b>193,628</b>
Release of translation reserve	匯兌儲備撥回	(34,456)
Gain on disposal of subsidiaries	出售附屬公司之收益	90,828
		<b>250,000</b>
<b>Total consideration</b>	<b>代價總額</b>	<b>250,000</b>
<b>Satisfied by:</b>	<b>以下列方式支付：</b>	
Cash consideration	現金代價	250,000
<b>Net cash inflow arising on disposal:</b>	<b>出售產生之現金流入淨額：</b>	
Cash consideration	現金代價	250,000
Bank balances and cash on disposal	出售之銀行結存及現金	(27,210)
		<b>222,790</b>

For the period from 1 January 2009 to the date of disposal, the turnover contributed by the Four BVI companies was approximately HK\$90,787,000 and gain of approximately HK\$5,171,000 has recognised in the Group's loss for the year ended 31 December 2009.

自二零零九年一月一日起至出售日期止期間，四家英屬處女群島貢獻之營業額為90,787,000港元，而收益約5,171,000港元已於本集團截至二零零九年十二月三十一日止年度虧損內確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 43. DISPOSAL OF SUBSIDIARIES (continued) 43. 出售附屬公司 (續)

#### For the year ended 31 December 2009

(continued)

On 30 December 2009, the Group disposed of its 100% equity interest in Tachibana Limited and China Ample Investments Limited at a consideration of approximately HK\$20,000,000. The net assets at the date of completion were as follows:

#### 截至二零零九年十二月三十一日止年度 (續)

於二零零九年十二月三十日，本集團出售其於Tachibana Limited及China Ample Investments Limited之全部股本權益，代價約為20,000,000港元，於完成日期之資產淨值如下：

		HK\$'000 千港元
<b>Net assets disposed of:</b>	<b>所出售之資產淨值：</b>	
Property, plant and equipment	物業、廠房及設備	45,897
Prepaid lease payments	預付租金	3,526
Inventories	存貨	4,191
Available-for-sale investment	可供出售投資	6,211
Club debenture	會所債券	600
Trade receivables	貿易應收款項	2,003
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	542
Bank balances and cash	銀行結存及現金	3,067
Trade payables	貿易應付款項	(10,595)
Amounts due to related companies	應付關連公司款項	(24,635)
Accruals and other payables	應計費用及其他應付款項	(16,009)
Tax liabilities	稅項負債	(20)
Deferred tax liabilities	遞延稅項負債	(3,122)
		<b>11,656</b>
Release of translation reserve	匯兌儲備撥回	(10,674)
Gain on disposal of subsidiaries	出售附屬公司之收益	19,018
		<b>20,000</b>
<b>Total consideration</b>	<b>代價總額</b>	<b>20,000</b>
<b>Satisfied by:</b>	<b>以下列方式支付：</b>	
Cash consideration	現金代價	20,000
<b>Net cash inflow arising on disposal:</b>	<b>出售產生之現金流入淨額：</b>	
Cash consideration	現金代價	20,000
Bank balances and cash on disposal	出售之銀行結存及現金	(3,067)
		<b>16,933</b>

For the period from 1 January 2009 to the date of disposal, the turnover contributed by the subsidiaries was approximately HK\$14,626,000 and loss of approximately HK\$22,810,000 has recognised in the Group's loss for the year ended 31 December 2009.

自二零零九年一月一日起至出售日期止期間，該附屬公司貢獻之營業額為14,626,000港元，而虧損約22,810,000港元已於本集團截至二零零九年十二月三十一日止年度虧損內確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 43. DISPOSAL OF SUBSIDIARIES (continued) 43. 出售附屬公司 (續)

#### For the year ended 31 December 2008

On 12 September 2008, the Group has entered into a conditional sale and purchase agreement to sell (i) the entire issued share capital of Jet Master and the entire registered capital of Tai Shan which was wholly owned by Jet Master and (ii) the factory land, production setup, properties with relevant licenses and the lease, machinery and sewage facilities.

Subsequently on 26 September 2008, the Group has entered into a supplementary agreement to sell the entire inventory of Tai Shan as at 30 September 2008 at market value. The disposal was completed on 30 September 2008.

Summary of the aggregate effects of the disposal of subsidiaries are as follows:

#### 截至二零零八年十二月三十一日止年度

於二零零八年九月十二日，本集團訂立一項有條件買賣協議，以出售(i) Jet Master之全部已發行股本及泰山(由Jet Master全資擁有)之全部註冊資本及(ii)工廠用地、生產設施、物業(連同相關許可證及租約)、機械設備及排水設施。

於二零零八年九月二十六日之後，本集團訂立一項補充協議，以按市值出售泰山於二零零八年九月三十日之全部存貨。有關出售已於二零零八年九月三十日完成。

出售附屬公司之整體影響概述如下：

		HK\$'000 千港元
<b>Net assets disposed of:</b>	<b>已售資產淨值：</b>	
Property, plant and equipment	物業、廠房及設備	59,378
Prepaid lease payment	預付租金	1,130
Inventories	存貨	10,768
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	1,777
Bank balances and cash	銀行結餘及現金	249
Trade payables	貿易應付款項	(29,914)
Accruals and other payables	其他應付款項及應計費用	(14,039)
Tax liabilities	稅項負債	(28)
Obligation under finance lease	融資租賃責任	(1,331)
Deferred tax liabilities	遞延稅項負債	(1,934)
		26,056
Net liabilities being retained by the Group	本集團保留之負債淨額	41,811
Release of translation reserve	匯兌儲備撥回	(6,052)
Loss on disposal	出售虧損	(31,606)
		30,209
<b>Total consideration</b>	<b>代價總額</b>	<b>30,209</b>
<b>Satisfied by:</b>	<b>以下列方式支付：</b>	
Cash consideration	現金代價	22,784
Subscription shares	認購股份	7,425
		30,209
<b>Net cash inflow arising on disposal:</b>	<b>出售產生之現金流入淨額：</b>	
Cash consideration	現金代價	22,784

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 44. RELATED PARTY TRANSACTIONS

Save as disclosed elsewhere in the financial statements, during the year ended 31 December 2009, the Group had entered into the following transactions with related parties which, in the opinion of the directors, were carried out in the ordinary course of the Group's business.

Name of related party 關連人士名稱	Nature of transaction 交易性質	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
T&S Industrial Company Limited	Administration fee paid by the Company 本公司支付之管理費	857	—
Dongguan Humen Taida Electronics Co Ltd 東莞虎門泰達電子有限公司	Rental paid 已付租金	1,555	—
	Sales to the Company 銷售予本公司	6,128	—
	Purchase from the Company 採購自本公司	1,299	—

The remuneration of directors and other members of key management during the year was as follows:

於本年度內，董事及其他主要管理層成員之薪酬如下：

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Short-term benefits	短期福利	1,965	6,755
Post-employment benefits	退休福利	58	308
		<b>2,023</b>	7,063

The remuneration of directors and other members of key management is determined by the Board of Directors having regard to the performance of individual and market trends.

董事及其他主要管理層成員之薪酬由董事會參照個人表現及市場趨勢釐定。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 45. 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 stakeholders 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 convertible bonds and promissory notes disclosed in Notes 35 and 37 respectively, cash and cash equivalents and equity attributable to owners of the Group, comprising issued share capital, reserves and retained earnings.

#### Gearing ratio

The directors of the Group review the capital structure on a regular basis. As part of this review, the directors consider the cost of capital and the risks associates with each class of capital. Based on recommendations of the directors, the Group will balance its overall capital structure through the payment of dividends and new share issues as well as the raising of new debt or the redemption of existing debt. The ratio is calculated based on total debt and shareholders' equity.

The gearing ratio at the year end was as follows:

Total debt	債項總額
Shareholders' equity	股東權益
Gearing ratio	資本負債率

### 45. 資本風險管理

本集團管理其資本，以確保本集團之實體能繼續持續經營，同時透過優化債務及股本結餘，為股東提供最佳回報。本集團之整體策略與去年相同。

本集團之資本架構包括債務（包括分別於附註35及37披露之可換股債券及承兌票據）、現金及現金等值項目以及本集團擁有人應佔權益（包括已發行股本、儲備及保留溢利）。

#### 資本負債率

本集團董事定期檢討資本架構。作為該檢討之一部份，董事會考慮資本成本及與各類資本相關之風險。根據董事建議，本集團將透過支付股息及發行新股，以及新增債務或償還現有債務，以平衡其整體資本架構。該比率乃根據債項總額及股東權益計算。

年終之資本負債率如下：

	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Total debt	251,816	—
Shareholders' equity	(255,849)	253,270
Gearing ratio	(1)	—



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 46. FINANCIAL INSTRUMENTS

### 46. 金融工具

#### (a) Categories of financial instruments

#### (a) 金融工具類別

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
<b>Financial assets</b>	<b>金融資產</b>		
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)	40,953	34,487
Available-for-sale investment	可供出售投資	-	8,241
<b>Financial liabilities</b>	<b>金融負債</b>		
Amortised cost	攤銷成本	256,073	68,454

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 46. FINANCIAL INSTRUMENTS (continued)

#### (b) Financial risk management objectives and policies

The Group's major financial instruments include available-for-sale investment, trade and other receivables, derivative financial instruments, bank balances, trade and other payables, obligations under finance leases and bank loans. 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

The Group has foreign currency sales and purchases, which expose the Group to foreign currency risk. Approximately 53% of the Group's sales are denominated and settled in United States Dollar ("USD"). In addition, certain intra-group receivables outstanding at the end of the reporting periods are denominated in currency other than the functional currency of the relevant group entities, such as Renminbi ("RMB").

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the reporting date are as follows:

		Assets		Liabilities	
		資產		負債	
		2009	2008	2009	2008
		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
		千元	千元	千港元	千港元
USD	美元	6,415	15,524	-	(2,539)
RMB	人民幣	-	7,214	-	(22,367)
HK\$	港元	-	37,448	-	(28,048)

### 46. 金融工具 (續)

#### (b) 財務風險管理目標及政策

本集團之主要金融工具包括可供出售投資、貿易及其他應收款項、衍生金融工具、銀行結存、貿易及其他應付款項、融資租賃責任及銀行貸款。與該等金融工具有關之風險及如何降低該等風險之政策載列如下。

##### 市場風險

##### (i) 外匯風險

本集團進行外匯買賣，故本集團面對外匯風險。本集團約53%銷售乃以美元（「美元」）列示及償付。此外，於報告期末若干未償還之集團間應收款項以相關集團實體之功能貨幣以外之貨幣（如人民幣（「人民幣」））列示。

於報告日期，本集團以外幣列示之金融資產及金融負債之賬面值如下：

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 46. FINANCIAL INSTRUMENTS (continued)

#### (b) Financial risk management objectives and policies (continued)

##### Market risk (continued)

##### (i) Currency risk (continued)

The Group does not have a foreign currency hedging policy. However, the Group entered into certain foreign exchange forward contracts and USD/RMB linked hybrid USD swaps to manage the foreign currency exposures.

##### Sensitivity analysis

The Group's currency risk is mainly attributable to the exposure outstanding on receivables denominated in HK\$ of the subsidiaries operated in the PRC. As Hong Kong dollars is pegged to USD, the currency risk exposure of the USD receivables is considered insignificant.

The Group's sensitivity to a 5% increase in HK\$ against RMB is that the Group's loss for the year will be increased by Nil (2008: increased by approximately HK\$817,000). For a 5% weakening of HK\$ against RMB, there would be an equal and opposite impact on the Group's (loss)/profit for the current and prior years. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates.

### 46. 金融工具 (續)

#### (b) 財務風險管理目標及政策 (續)

##### 市場風險 (續)

##### (i) 外匯風險 (續)

本集團並無外匯對沖政策。然而，本集團已訂立若干遠期外匯合約及美元／人民幣掛鈎混合美元掉期合約，以管理外匯風險。

##### 敏感度分析

本集團之外匯風險主要來自於中國營運之附屬公司未償還應收款項風險，該等應收款項以港元列示。由於港元與美元掛鈎，故以美元列示之應收款項外匯風險並不重大。

本集團對港元兌人民幣升值5%之敏感度為本集團之年度虧損將會增加零港元（二零零八年：增加約817,000港元）。倘港元兌人民幣貶值5%，將會對本集團於本年度及過往年度之（虧損）／溢利產生同等相反影響。於向主要管理人員申報外匯風險時所用之敏感度比率為5%，該比率代表管理層合理評估外匯利率之可能變動。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 46. FINANCIAL INSTRUMENTS (continued)

#### (b) Financial risk management objectives and policies (continued)

##### Market risk (continued)

##### (ii) Interest rate risk

The Group is exposed to fair value interest rate risk in relation to obligations under finance leases (see note 31 for details) and bank deposits carrying fixed interest rates. Management monitors interests rate exposure and consider as insignificant.

The Group is also exposed to cash flow interest rate risk in relation to variable-rate bank loans (see note 32 for details) and short-term deposits placed in banks.

The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of HIBOR arising from the Group's bank loans. Management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arises.

##### Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for non-derivative instruments at the end of the reporting period. For variable-rate bank loans and bank deposits, the analysis is prepared assuming the amount of liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 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.

### 46. 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

本集團面對有關融資租賃之責任(詳情見附註31)及定息計息之銀行存款之公平值利率變動風險。管理層監控利率風險,並認為該等風險並不重大。

本集團亦面對有關浮息銀行貸款(詳情見附註32)及存放於銀行之短期存款之現金流利率風險。

本集團之現金流利率風險主要為本集團銀行貸款產生之香港銀行同業拆息波動。管理層監控利率風險,並將於有需要時考慮制定重大利率風險之對沖措施。

##### 敏感度分析

下列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。就浮息銀行貸款及銀行存款而言,編製該項分析時假設於結算日之未償還負債額於全年內仍未償還。於向主要管理人員申報利率風險時所用之增加或減少基點為50,該基點代表管理層合理評估利率風險之可能變動。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 46. FINANCIAL INSTRUMENTS (continued)

#### (b) Financial risk management objectives and policies (continued)

##### Market risk (continued)

##### (ii) Interest rate risk (continued)

###### Sensitivity analysis (continued)

If interest rates had been 50 basis points higher/lower and all other variables were held constant, the Group's loss for the year ended 31 December 2009 would increase/decrease by approximately HK\$128,000 (2008: HK\$8,000). This is mainly attributable to the Group's exposure to interest rates on its variable-rate bank loans and bank deposits.

##### (iii) Other price risk

The Group is exposed to equity price risk through its available-for-sale investment in KFE Japan which is measured at fair value at the end of each reporting period. The Group's equity price risk is mainly concentrated on equity instruments operating in wholesale industry sector quoted in the Nagoya Stock Exchange. Management regularly reviews the value of the available-for-sale investment and will consider adequate impairment loss to be made when necessary.

###### Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to equity price risks at the reporting date.

If the prices of the equity instruments had been 5% higher/lower, the impairment loss on available-for-sale investment recognised would decrease/increase by Nil (2008: decrease/increase by HK\$412,000) as a result of change in fair value of available-for-sale investment.

### 46. 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 (續)

倘利率上升/下降50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十二月三十一日止年度虧損將增加/減少約128,000港元（二零零八年：8,000港元）。此乃主要由於本集團之浮息銀行貸款及銀行存款面對之利率風險所致。

##### (iii) 其他價格風險

本集團於KFE Japan之可供出售投資面對權益價格風險，該可供出售投資乃於各報告期末按公平值計算。本集團之權益價格風險主要集中於名古屋證券交易所批發行業內之權益工具。管理層定期審閱可供出售投資價值，並將於有需要時考慮作出足夠減值虧損。

###### 敏感度風險

下列敏感度分析乃根據於報告日所面對之權益價格風險釐定。

倘權益工具價格上升/下降5%，可供出售投資之公平值變動會導致已確認之可供出售投資減值虧損減少/增加約零港元（二零零八年：減少/增加412,000港元）。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 46. FINANCIAL INSTRUMENTS (continued)

#### (b) Financial risk management objectives and policies (continued)

##### **Credit risk**

The Group takes on exposure to credit risk, which is the risk that a counterparty will be unable to pay amounts in full when due.

As at 31 December 2009, 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 statement of financial position.

The Group's principal financial assets are trade and other receivables and bank balances. Significant changes in the economy, or in the health of a particular industry segment, could result in losses that are different from those provided for in the consolidated statement of financial position. Management therefore carefully manages its exposure to credit risk.

##### **Management of credit risk**

The Group's credit risk is primarily attributable to its trade and other receivables. The Group is also exposed to concentration of credit risk as the Group relies on a limited number of customers.

The Group manages its credit risk by closely monitoring the granting of credit. In addition, the Group reviews the recoverable amount of each individual trade debt at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. The Group also entered into factoring arrangement without recourse with banks in order to minimise its credit risk exposure. In this regard, the directors of the Group consider that the Group's credit risk is significantly reduced.

### 46. 金融工具 (續)

#### (b) 財務風險管理目標及政策 (續)

##### **信貸風險**

本集團面對信貸風險，該風險指交易對方於到期時未能支付全數款項。

於二零零九年十二月三十一日，因交易對方未能履行責任而可為本集團帶來財務虧損之本集團最大信貸風險，乃來自綜合財務狀況表所列各項已確認金融資產之賬面值。

本集團之主要金融資產為貿易及其他應收款項以及銀行結餘。經濟或特定行業出現重大變動可能導致虧損與綜合財務狀況表所列之虧損有所不同，故管理層需謹慎監察其信貸風險。

##### **信貸風險管理**

本集團之信貸風險主要來自貿易及其他應收款項。由於本集團依賴有限數目之客戶，故本集團亦面臨集中信貸風險。

本集團透過密切監察授出之信貸管理其信貸風險。於各報告期末，本集團亦會評估每項個別應收款項之可收回金額，以確保就不可收回金額作出足夠之撥備。為將信貸風險降至最低，本集團亦與銀行訂立貼現安排。就此而言，董事認為本集團之信貸風險已顯著降低。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 46. FINANCIAL INSTRUMENTS (continued)

#### (b) Financial risk management objectives and policies (continued)

##### *Credit risk (continued)*

##### **Concentration of risks of financial assets with credit risk exposure**

The Group's concentration of credit risk by geographical locations is mainly in Hong Kong, which accounted for approximately 72% (2008: 78%) of the total trade receivables as at 31 December 2009. Also, the Group has concentration of credit risk as approximately 40% (2008: 25%) and approximately 72% (2008: 57%) of the total trade receivables was due from the Group's largest customer and the five largest customers respectively within the business segment.

The credit risk on bank balances is limited because the counterparties are banks with high credit-ratings. Other than concentration of credit risk specified above, the Group does not have any other significant concentration of credit risk. The counterparties consist of a large number of companies, spread across diverse industries.

##### *Liquidity risk*

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. Management monitors the utilisation of bank loans and ensures compliance with loan covenants.

The Group relies on bank loans as a significant source of liquidity. As at 31 December 2009, the Group has available non-pledged unutilised bank loan facilities of Nil (2008: HK\$34,538,000).

### 46. 金融工具 (續)

#### (b) 財務風險管理目標及政策 (續)

##### *信貸風險 (續)*

##### **面對信貸風險之金融資產之集中風險**

就地區而言，本集團之信貸風險主要集中於香港，佔於二零零九年十二月三十一日之貿易應收賬款總額約72%（二零零八年：78%）。此外，由於應收本集團於業務分部內之最大客戶及五大客戶款項分別佔貿易應收款項總額約40%（二零零八年：25%）及約72%（二零零八年：57%），故本集團有集中信貸風險。

由於對手方為具良好信貸評級之銀行，故銀行結存之信貸風險為有限。除上文列明之集中信貸風險外，本集團並無任何其他非常集中之信貸風險。對手方包括覆蓋各行業之多間公司。

##### *流動資金風險*

在管理流動資金風險方面，本集團監控及維持有管理層認為足夠之現金及現金等值項目水平，以向本集團之營運提供資金及減輕現金流波動之影響。管理層會監控銀行貸款之動用及確保遵守貸款契約。

本集團以銀行貸款作為主要流動資金來源。於二零零九年十二月三十一日，本集團非抵押可供使用惟尚未使用之銀行貸款融資為零港元（二零零八年：34,538,000港元）。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 46. FINANCIAL INSTRUMENTS (continued)

#### (b) Financial risk management objectives and policies (continued)

##### Liquidity risk (continued)

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities and derivative financial assets and 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.

For derivative instruments settle on a net basis, undiscounted net cash (inflows)/outflows are presented.

### 46. 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)

下表刊載本集團非衍生金融負債以及衍生金融資產及負債之餘下合約到期日詳情。就非衍生金融負債而言，該表乃根據本集團被要求支付款項最早日期之金融負債之未折讓現金編製。該表已包括利息及本金現金流。

就按淨額基準結算之衍生工具而言，已呈列未折讓現金(流入)/流出淨額。

		Weighted average effective interest rate	Less than 1 month	1-3 months	3 months to 1 year	Over 1 year	Total undiscounted cash flows	Carrying amount at 31 December
		加權平均實際利率	少於1個月	1至3個月	3個月至1年	超過1年	未折讓現金流總額	十二月三十一日賬面值
		%	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		%	千港元	千港元	千港元	千港元	千港元	千港元
<b>2009</b>	<b>二零零九年</b>							
<b>Non-derivative financial liabilities</b>	<b>非衍生金融負債</b>							
Trade and bills payables	貿易應付款項及應付票據	-	127	-	-	-	127	127
Other payables and accruals	其他應付款項及應計費用	-	10,156	-	-	-	10,156	10,156
Convertible bonds	可換股債券	14	-	-	-	176,786	300,000	176,786
Promissory notes	承兌票據	16	-	-	-	75,031	87,500	75,031
			10,283	-	-	251,817	397,783	262,100
<b>2008</b>	<b>二零零八年</b>							
<b>Non-derivative financial liabilities</b>	<b>非衍生金融負債</b>							
Trade and bills payables	貿易應付款項及應付票據	-	16,520	5,619	-	-	85,846	85,846
Other payables and accruals	其他應付款項及應計費用	-	30,815	-	-	-	30,815	30,815
Amount due to a shareholder	應付一名股東款項	-	15,500	-	-	-	15,500	15,500
			62,835	5,619	-	-	68,454	68,454



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 46. FINANCIAL INSTRUMENTS (continued)

#### (c) Fair value of financial instruments

The fair value of the Group's financial assets and financial liabilities are determined as follows:

- the fair value of financial assets and financial liabilities with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market bid prices; and
- the fair values of other financial assets and financial liabilities (excluding derivative instruments) are determined in accordance with generally accepted pricing models (e.g. discounted cash flow analysis using observable and/or unobservable inputs).
- the fair values of derivative instruments are calculated using quoted prices. Where such prices are not available, a discounted cash flow analysis is performed using the applicable yield curve for the duration of the instruments for non-optional derivatives, and option pricing models for optional derivatives.

Except as detailed in the following table, management consider that the carrying amounts of financial assets and financial liabilities recorded in the consolidated financial statements approximate to their fair values:

### 46. 金融工具 (續)

#### (c) 金融工具公平值

本集團之金融資產及金融負債之公平值之釐定方法如下：

- 金融資產及金融負債如有標準條款及條件及於活躍市場交易，其公平值乃參考所報市場競價釐定；及
- 其他金融資產及金融負債(衍生工具除外)之公平值乃根據普遍接納定價模式(如可觀察及/或不可觀察之貼現現金流量分析)釐定。
- 衍生工具之公平值乃以報價計算。倘未取得有關價格，則非期權衍生工具以工具年期之適用收益曲線進行貼現現金流分析，而期權衍生工具則以期權定價模式進行貼現現金流分析。

除下表所詳述者外，管理層認為綜合財務報表中入賬之金融資產及金融負債之賬面值與其公平值相若：

		At 31 December 2009 於二零零九年十二月三十一日		At 31 December 2008 於二零零八年十二月三十一日	
		Carrying amount	Fair value	Carrying amount	Fair value
		賬面值	公平值	賬面值	公平值
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
<b>Financial assets</b>	<b>金融資產</b>				
Available-for-sale investment	可供出售投資	-	-	8,241	8,241
<b>Financial liabilities</b>	<b>金融負債</b>				
Convertible bonds (note 1)	可換股債券(附註1)	176,785	176,785	-	-
Promissory notes	承兌票據	75,031	78,829	-	-

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 46. FINANCIAL INSTRUMENTS (continued)

#### (c) Fair value of financial instruments

(continued)

Note:

- (i) The fair value of the liability component of convertible bonds is determined assuming redemption on 14 January 2014 and using a 14% interest rate.

#### *Fair value measurements recognised in the consolidated statement of financial position*

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

No analysis is disclosed since the Group has no financial instruments that are measured subsequent to initial recognition at fair value at the end of the reporting period.

### 46. 金融工具 (續)

#### (c) 金融工具公平值 (續)

附註：

- (i) 可換股債券負債部分之公平值之釐定乃假設於二零一四年一月十四日贖回及使用14%利率計算。

#### *於綜合財務狀況表確認的公平值計量*

下表提供初步確認後以公平值計量之財務工具分析，其按可觀察公平值程度分為一至三級：

- 第一級公平值計量乃按相同資產或負債於活躍市場中所報價格（未經調整）；
- 第二級公平值計量乃除第一級計入之報價外，來自資產或負債可直接（即價格）或間接（即自價格衍生）觀察輸入數據得出；及
- 第三級公平值計量乃計入並非根據可觀察市場數據（無法觀察輸入數據）之資產或負債之估值方法得出。

由於本集團於初步確認後，並無金融工具於報告期末以公平值計量，故並無披露分析。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 47. PARTICULARS OF SUBSIDIARIES

Particulars of the Company's subsidiaries as at 31 December 2009 and 31 December 2008 are as follows:

### 47. 附屬公司詳情

於二零零九年十二月三十一日，本公司之附屬公司詳情如下：

Name of company 公司名稱	Place incorporation or registration/ operation 註冊成立或 登記/營業地點	Nominal value of issued and fully paid ordinary share capital/ paid up registered capital 已發行及全數繳足 普通股股本/ 實繳註冊資本面值	Proportion ownership interest held by the Company 本公司持有之 擁有權權益比率				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	
			%	%	%	%	
Champeace Investment Limited (note i) 昌和投資有限公司(附註i)	Hong Kong 香港	HK\$2 Ordinary shares 普通股2港元	-	-	-	100	Investment holding 投資控股
China Ample Investments Limited (note i) China Ample Investments Limited (附註i)	British Virgin Islands 英屬處女群島	US\$1 Ordinary shares 普通股1美元	-	-	-	100	Investment holding 投資控股
Champion Keypad Manufacturing Limited 卓盈按鍵製造有限公司	Hong Kong 香港	HK\$10,000 Ordinary shares 普通股10,000港元	-	-	-	100	Trading in conductive silicon rubber products 導電硅橡膠產品貿易
Dongguan Humen Taida Electric Co., Ltd (note i) 東莞虎門泰達電子有限公司 (附註i)	PRC 中國	HK\$180,000,000 Registered capital 註冊資本 180,000,000港元	-	-	-	100	Manufacturing and trading of electronic products 製造及買賣電子產品
Dongguan Shatian Tehsheng Silicon Rubber Product Co., Ltd. (note ii) 東莞沙田德盛硅橡膠製品 有限公司(附註ii)	PRC 中國	HK\$38,000,000 Registered capital 註冊資本 38,000,000港元	-	-	100	100	Manufacturing and trading of conductive silicon rubber Products 製造及買賣導電硅橡膠產品
Dragon Spirit Enterprise Limited (note iv) 龍威企業有限公司(附註iv)	British Virgin Islands 英屬處女群島	US\$100 Ordinary shares 普通股100美元	-	-	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 31 December 2009 截至二零零九年十二月三十一日止年度

### 47. PARTICULARS OF SUBSIDIARIES

(continued)

### 47. 附屬公司詳情 (續)

Name of company 公司名稱	Place incorporation or registration/ operation 註冊成立或 登記/營業地點	Nominal value of issued and fully paid ordinary share capital/ paid up registered capital 已發行及全數繳足 普通股股本/ 實繳註冊資本面值	Proportion ownership interest held by the Company 本公司持有之 擁有權益比率				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	
			%	%	%	%	
Habermann Limited (note i) Habermann Limited (附註i)	British Virgin Islands 英屬處女群島	US\$2 Ordinary shares 普通股2美元	-	-	100	100	Investment holding 投資控股
Hong Shing Industrial Limited 康盛實業有限公司	Hong Kong 香港	HK\$10,000 Ordinary shares 普通股10,000港元	-	-	100	100	Trading of conductive silicon rubber Products 買賣導電硅橡膠產品
Interconn Electronics Limited (note ii) 盈泰康電子有限公司 (附註ii)	Hong Kong 香港	HK\$1 Ordinary shares 普通股1港元	-	-	100	100	Trading of printed circuit boards 買賣印製電路板
Joyham Jade Limited (note i) Joyham Jade Limited (附註i)	British Virgin Islands 英屬處女群島	US\$2 Ordinary shares 普通股2美元	-	-	100	100	Investment holding 投資控股
Karce Company Limited (note i) 卡西有限公司 (附註i)	Hong Kong 香港	HK\$10,000 Ordinary shares 普通股10,000港元	-	-	100	100	Trading of electronic Products 買賣電子產品
Karce Communications Limited (note iv) 卡西通訊設備有限公司 (附註iv)	British Virgin Islands 英屬處女群島	US\$2 Ordinary shares 普通股2美元	-	-	100	100	Inactive 暫無業務
Karce Electronics Limited (note i) 卡西電子有限公司 (附註i)	Hong Kong 香港	HK\$2 Ordinary shares 普通股2港元	-	-	100	100	Inactive 暫無業務
Karce Electronics Toys Limited (note i) 卡西電子玩具有限公司 (附註i)	Hong Kong 香港	HK\$20,000 Ordinary shares 普通股20,000港元	-	-	100	100	Trading of electronic products 買賣電子產品

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 47. PARTICULARS OF SUBSIDIARIES

(continued)

### 47. 附屬公司詳情 (續)

Name of company 公司名稱	Place incorporation or registration/ operation 註冊成立或 登記/營業地點	Nominal value of issued and fully paid ordinary share capital/ paid up registered capital 已發行及全數繳足 普通股股本/ 實繳註冊資本面值	Proportion ownership interest held by the Company 本公司持有之 擁有權益比率				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	
			%	%	%	%	
Master Key Industrial Limited (note i) 啟萬實業有限公司(附註i)	Hong Kong 香港	HK\$10,000 Ordinary shares 普通股10,000港元	-	-	100	100	Trading of electronic products 買賣電子產品
Million Well Creation Limited 百隆創建有限公司	Hong Kong 香港	HK\$1 Ordinary share 普通股1港元	-	-	100	100	Inactive 暫無業務
On Shing Holdings Company Limited 安盛控股有限公司	Hong Kong 英屬處女群島	HK\$10,000 Ordinary shares 普通股10,000港元	-	-	100	100	Investment holding 投資控股
Pristine Limited (note iii) Pristine Limited (附註iii)	Labuan Malaysia 馬來西亞納閩	US\$1 Ordinary shares 普通股1美元	-	-	100	100	Investment holding 投資控股
Redditch Enterprises Limited Redditch Enterprises Limited	British Virgin Islands 英屬處女群島	US\$10,000 Ordinary shares 普通股10,000美元	100	100	-	-	Investment holding 投資控股
Sabic Electronic Limited (note i) Sabic Electronic Limited (附註i)	British Virgin Islands 英屬處女群島	US\$2 Ordinary shares 普通股2美元	-	-	100	100	Investment holding 投資控股
Sourcestar Profits Limited Sourcestar Profits Limited	British Virgin Islands 英屬處女群島	US\$1 Ordinary shares 普通股1美元	100	100	-	-	Investment holding 投資控股
T & S Industrial Company Limited (note ii) 泰盛電子實業有限公司 (附註ii)	Hong Kong 香港	HK\$200,000 Ordinary shares 普通股200,000港元	-	-	100	100	Provision of purchasing agency, administrative and management services 提供購貨代理、行政及管理服務

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 47. PARTICULARS OF SUBSIDIARIES

(continued)

Name of company	Place of incorporation or registration/ operation	Nominal value of issued and fully paid ordinary share capital/ paid up registered capital 已發行及全數繳足普通股股本/ 實繳註冊資本面值	Proportion ownership interest held by the Company				Principal activities
			Directly 直接		Indirectly 間接		
公司名稱	註冊成立或登記/營業地點		2009 二零零九年 %	2008 二零零八年 %	2009 二零零九年 %	2008 二零零八年 %	主要業務
Tachibana Limited (note i)	British Virgin Island	US\$100 Ordinary shares	-	-	100	100	Investment holding
Tachibana Limited (附註i)	英屬處女群島	普通股100美元					投資控股
Xinyu Electronics Limited (note ii)	British Virgin Island	US\$1 Ordinary shares	-	-	100	100	Investment holding
新城電子有限公司(附註ii)	英屬處女群島	普通股1美元					投資控股

All the subsidiaries established in the PRC are registered as foreign investment enterprise.

None of the subsidiaries had any debt securities outstanding as at 31 December 2009 and 31 December 2008 or at any time during the year.

Notes:

- (i) Those subsidiaries were disposed on 26 February 2009.
- (ii) Those subsidiaries were disposed on 30 December 2009.
- (iii) The management considered that Pristine Limited was deregistered since 30 May 2009.
- (iv) Karce Communications Limited and Dragon Spirit Limited were deregistered on 30 November 2009.

### 47. 附屬公司詳情 (續)

所有於中國成立之附屬公司均註冊為外資企業。

於二零零九年十二月三十一日及二零零八年十二月三十一日或年內任何時間，附屬公司概無任何尚未償還之債務證券。

附註：

- (i) 該等附屬公司已於二零零九年二月十六日出售。
- (ii) 該等附屬公司已於二零零九年十二月三十日出售。
- (iii) 管理層認為Pristine Limited自二零零九年五月三十日起取消註冊。
- (iv) 卡西通訊設備有限公司及龍威企業有限公司於二零零九年十一月三十日取消註冊。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 48. CONTINGENT LIABILITIES

The Group did not have any significant capital commitments as at 31 December 2009.

### 48. 或然負債

於二零零九年十二月三十一日，本集團並無任何重大或然負債。

### 49. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

### 49. 本公司之財務狀況表資料

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Investment in subsidiaries	於附屬公司之投資	-	103,710
Amounts due from subsidiaries	應收附屬公司款項	-	2,875
Other current assets	其他流動資產	24,209	2,884
Amounts due to subsidiaries	應付附屬公司款項	(166,478)	(2,767)
Other current liabilities	其他流動負債	(3,961)	(1,915)
Convertible bonds	可換股債券	(176,785)	-
Deferred tax liabilities	遞延稅項負債	(20,330)	-
Net (liabilities)/assets	資產(負債)／淨值	<b>(343,346)</b>	104,787
Share capital	股本	<b>70,236</b>	65,236
Reserves	儲備	<b>(413,582)</b>	39,551
		<b>(343,346)</b>	104,787

Notes:

- (a) The carrying amount of the investment in subsidiaries is reduced to their recoverable amounts which are determined by reference to the estimation of future cash flows expected to be generated from the respective subsidiaries.
- (b) The amounts due from/(to) subsidiaries are unsecured, interest-free and repayable on demand.
- (c) Loss of the Company for the year ended 2009 amount to approximately HK\$576,188,000 (2008: HK\$135,401,000).

附註：

- (a) 於附屬公司之投資之賬面值乃予以降低至彼等之可收回金額，此乃根據預期將由有關附屬公司產生之估計未來現金流量而釐定。
- (b) 應收／(應付)附屬公司之款項為無抵押、免息，並須應要求償還。
- (c) 截至二零零九年年本公司虧損約為576,188,000港元(二零零八年：135,401,000港元)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2009 截至二零零九年十二月三十一日止年度

### 50. EVENTS AFTER THE REPORTING PERIOD

On 23 April 2010, the Company has announced the progress on the LCoS television business. The details are as follows:

As the original production plan has not been realised and certain terms/undertakings of the acquisition agreement to be performed on the part of the Vendors have not been performed, despite the Acquisition completion in January 2009, and despite continual requests by the Group's management seeking the Pacific Choice Group's assistance and fulfillment of the agreed terms, the Group on 5 March 2010 issued a demand letter to the Vendors and the warrantors requesting them to provide satisfactory explanations and to suggest remedial actions. Up to the date of this announcement, no reply has been received from the Vendors or the warrantors.

At the Board meeting on 20 April 2010, it was resolved that the Company would first negotiate with the Vendors and the warrantors for a proposal to sell the Pacific Choice back to the Vendors. Subject to the terms of the proposed disposal to be agreed, Convertible Bonds granted to the Vendors (or their nominee(s)) as part of the Acquisition consideration (to the extent not redeemed) may be required to be cancelled, while the promissory notes issued to the First Vendor (or its nominee(s)) as part of the Acquisition consideration (to the extent not yet redeemed) may be required to be tendered back to the Company for cancellation. For further details, please refer to the Company's circular dated on 23 April 2010.

### 50. 報告日期後事項

於二零一零年四月二十三日，本公司已公佈有關LCoS電視業務之進展。詳情如下：

由於原生產計劃並無落實及將由賣方履行之收購協議之若干條款／承諾尚未履行，儘管收購完成已於二零零九年一月進行，以及儘管本集團之管理層不斷要求尋求Pacific Choice集團之協助及履行協定條款，本集團遂於二零一零年三月五日向賣方及擔保人發出請求函，要求彼等提供令人滿意之解釋並提出補救措施。直至本公佈日期，並未收到賣方或擔保人之任何回覆。

於二零一零年四月二十日之董事會會議上，董事會議決本公司將首先與賣方及擔保人協商向賣方售回Pacific Choice之建議。根據將予協定之建議出售之條款，作為部份收購代價向賣方（或彼等之代名人）授出之可換股債券（以尚未贖回者為限）或須予註銷，而作為部份收購代價向第一賣方（或其代名人）發出之承兌票據（以尚未贖回者為限）或須退還予本公司註銷。有關進一步詳情，請參閱本公司日期為二零一零年四月二十三日之通函。



# FINANCIAL SUMMARY

## 財務總表

### RESULTS

### 業績

		For the year ended 31 December 截至十二月三十一日止年度				
		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
		千港元	千港元	千港元	千港元	千港元
Revenue (including discontinued operations)	收益 (包括終止經營業務)	647,004	705,859	735,114	645,083	<b>134,272</b>
Profit/(loss) before taxation	除稅前溢利／(虧損)	28,767	4,500	(62,826)	(163,299)	<b>27,800</b>
Taxation	稅項	(731)	(2,069)	(1,924)	(6,429)	<b>(10,211)</b>
Profit/(loss) for the year from continuing operations	本年度來自持續經營業務之溢利／(虧損)	28,036	2,431	(64,750)	(169,728)	<b>(585,670)</b>
Attributable to: Owners of the Company	以下應佔： 本公司擁有人	28,036	2,431	(64,750)	(169,728)	<b>(585,670)</b>

### ASSETS AND LIABILITIES

### 資產及負債

		As at 31 December 於十二月三十一日				
		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
		千港元	千港元	千港元	千港元	千港元
Total assets	總資產	687,704	667,458	669,470	515,897	<b>41,042</b>
Total liabilities	總負債	(246,258)	(250,971)	(294,439)	(262,627)	<b>(292,634)</b>
		441,446	416,487	375,031	253,270	<b>(251,592)</b>
Attributable to: Owners of the Company	以下應佔： 本公司擁有人	441,446	416,487	375,031	253,270	<b>(255,849)</b>

**KARCE INTERNATIONAL HOLDINGS COMPANY LIMITED**  
泰 盛 實 業 集 團 有 限 公 司