

Annual Report
2008 年報



CIL HOLDINGS LIMITED
華建控股有限公司

(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: 479

CONTENTS 目錄

Corporate Information 公司資料	02-03
Chairman's Statement 主席報告書	04-05
Management Discussion and Analysis 管理層討論及分析	06-08
Directors' Report 董事會報告書	09-17
Corporate Governance Report 企業管治報告書	18-24
Biographical Details of Directors and Senior Management 董事及高級管理層履歷	25-26
Independent Auditor's Report 獨立核數師報告書	27-29
Consolidated Income Statement 綜合收益表	30
Consolidated Balance Sheet 綜合資產負債表	31-32
Balance Sheet 資產負債表	33
Statements of Changes in Equity 權益變動表	34
Consolidated Cash Flow Statement 綜合現金流量表	35-36
Notes to the Financial Statements 財務報表附註	37-107
Financial Summary 財務概要	108

CORPORATE INFORMATION 公司資料

DIRECTORS

Ke Jun Xiang (*Chairman*)
Ho Pui Tsun, Peter (*Deputy Chairman*)
Shao Wei Hong
Hu Yeshan
Simon Ng
(appointed on 19 April 2010)
Li Qinyi*
Chow Yeung Tuen, Richard*
(appointed on 19 April 2010)
Lo Yuen Lai*
(appointed on 19 April 2010)
Wong Kwok Tai, Wytan**
(resigned on 5 May 2008)
Kwok Yam Sheung**
Chan Man Wai, Joman**
(appointed on 19 April 2010)
Chan Siu Kay**
(appointed on 19 April 2010)

* Non-Executive Director
** Independent Non-Executive Director

COMPANY SECRETARY

Chiu King Hoi, Anthony

PRINCIPAL BANKERS

Bank of China (Hong Kong)
DBS Bank (Hong Kong) Limited
The HSBC Corporation Limited
Guangdong Development Bank

AUDITORS

Graham H. Y. Chan & Co.
Unit 1, 15/F, The Center
99 Queen's Road Central, Hong Kong

董事

柯俊翔 (*主席*)
何佩川 (*副主席*)
邵偉宏
胡葉山
伍世榮
(於二零一零年四月十九日委任)
李勤毅*
鄒揚敦*
(於二零一零年四月十九日委任)
盧元麗*
(於二零一零年四月十九日委任)
黃國泰**
(於二零零八年五月五日辭任)
郭蔭尚**
陳文偉**
(於二零一零年四月十九日委任)
陳紹基**
(於二零一零年四月十九日委任)

* 非執行董事
** 獨立非執行董事

公司秘書

趙景開

主要往來銀行

中國銀行(香港)
星展銀行(香港)有限公司
香港上海滙豐銀行有限公司
廣東發展銀行

核數師

陳浩賢會計師事務所
香港中環皇后大道中99號
中環中心15樓1501室

CORPORATE INFORMATION 公司資料

SHARE REGISTERS

Bermuda

The Bank of Bermuda Limited
6 Front Street
Hamilton HM11
Bermuda

Hong Kong

Tricor Tengis Limited
Level 28, Three Pacific Place
1 Queen's Road East
Hong Kong

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

12/F, Bank of Communications Building
563 Nathan Road
Kowloon, Hong Kong

STOCK CODE

00479

股份登記處

百慕達

The Bank of Bermuda Limited
6 Front Street
Hamilton HM11
Bermuda

香港

卓佳登捷時有限公司
香港
皇后大道東1號
太古廣場三座28樓

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

總辦事處及主要營業地點

香港九龍
彌敦道563號
交通銀行大廈12樓

股票代號

00479

CHAIRMAN'S STATEMENT 主席報告書

On behalf of the board of directors (the "Board"), I hereby present to the shareholders the annual results of CIL Holdings Limited (the "Company") and its subsidiaries (the "Group") for the year ended 30 June 2008.

The management had dedicated to strengthening the overall financial performance of the Group during the year by continually developing its existing business in trading of multi-media and communication products, divesting under-performing assets as well as exploring new investment opportunities.

During the year under review, turnover of the Group was HK\$159.6 million, representing a decrease of 9.8% over last year. However, gross profit was improved from HK\$7.2 million of last year to HK\$8.1 million.

In last financial year, total amount of HK\$28.5 million arising from the gain on waiver of amount due to directors and the gain on disposal of subsidiaries was booked in the consolidated income statement, leading to a net profit attributable to shareholders of HK\$21.6 million. In the absence of any exceptional gains this year, the Group recorded a net loss of HK\$9.3 million for the year ended 30 June 2008.

The management will review the Group's business from time to time and strive to improve its business operation and overall financial position. At the same time, the Group will proactively seek potential investment opportunities that can enhance value to the shareholders.

Dealing in the shares of the Company has been suspended by The Stock Exchange of Hong Kong Limited ("Stock Exchange") since 1 April 2004 mainly for the reason that the Company failed to keep the market informed of its developments and make timely disclosure of its financial position for a period of time. The Listing Committee of the Stock Exchange decided

本人謹代表董事會(「董事會」)向各股東提呈華建控股有限公司(「本公司」)及其附屬公司(「本集團」)截至二零零八年六月三十日止年度之全年業績。

年內，管理層致力加強本集團之整體財務表現，工作包括持續發展目前多媒體及通訊產品之貿易業務、減持表現欠佳之資產，以及發掘新投資機會。

於回顧年度，本集團之營業額為159,600,000港元，較去年減少9.8%。然而，毛利由去年之7,200,000港元改善至8,100,000港元。

於上一個財政年度，合共28,500,000港元是來自應付董事款項獲豁免產生之收益與註銷附屬公司之收益並已於綜合收益表入賬，產生股東應佔純利21,600,000港元。由於本年度缺乏任何特殊收益，本集團於截至二零零八年六月三十日止年度錄得虧損淨額9,300,000港元。

管理層將不時檢討本集團之業務，並將致力改善業務營運及整體財務狀況。與此同時，本集團將積極發掘可以提升股東價值之潛在投資機會。

本公司股份自二零零四年四月一日起被香港聯合交易所有限公司(「聯交所」)暫停買賣，主要原因為本公司於一段時間內未能讓市場得知其發展並且適時披露財務狀況。聯交所上市委員會於二零零七年十一月二十九日決定，給予本公司六個月時間以對使到本公司不適合上市之有關事宜進行補救。若本公司未能採取適當行

CHAIRMAN'S STATEMENT 主席報告書

on 29 November 2007 to give the Company a period of six months to remedy those matters which had rendered it unsuitable for listing. If the Company failed to take adequate action to meet the conditions for resumption as required and obtain a restoration of listing, the Stock Exchange intended to cancel the listing of the Company on 12 June 2008.

We have teamed up with our financial advisors and lawyers on a resumption proposal which contains the actions taken or proposed to be taken by the Company to remedy those matters raised by the Stock Exchange. It has been completed and submitted to the Stock Exchange on 28 May 2008.

The Stock Exchange has subsequently requested the Company to provide further information and address certain issues. The Company is still working towards providing further information to the Stock Exchange and to carry out actions necessary to fulfill the conditions for resumption. As at the date of this report, the resumption proposal has not been approved by the Stock Exchange but further announcements will be made on the progress if and when there are material developments.

Finally, I would like to take this opportunity to express my gratitude to my fellow directors, management and staff for their contributions and dedication to the Group. In addition, I would like to thank all the shareholders, business partners, suppliers and customers for their continued support.

Ke Jun Xiang
Chairman

Hong Kong, 3 February 2009

動以符合復牌所需之條件並取得復牌批准，聯交所可於二零零八年六月十二日取消本公司之上市地位。

本公司已與財務顧問及律師就復牌方案緊密合作，當中載有本公司已經或擬採取之行動，以對聯交所提出之該等事宜作出補救。復牌方案已經備妥並於二零零八年五月二十八日向聯交所提交。

聯交所已於其後要求本公司提供進一步資料及回應若干問題。本公司仍正致力向聯交所提供進一步資料及採取所需行動，以達成復牌之條件。於本報告日期，復牌方案尚未獲聯交所批准，若有重大進展，本公司將就此再作公佈。

最後，本人藉此機會衷心感謝董事會同寅、管理層及員工對本集團之全心貢獻。此外，本人謹對所有股東、業務伙伴、供應商及客戶一直之鼎力支持致以謝意。

主席
柯俊翔

香港，二零零九年二月三日

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

FINANCIAL RESULTS

The Group's consolidated turnover dropped by 9.8% to HK\$159.6 million from HK\$176.9 million for the corresponding year ended 30 June 2007.

During last financial year, gain on waiver of amount due to directors and gain on disposal of subsidiaries totaling HK\$28.5 million made contribution to the profit attributable to equity holders amounting to HK\$21.6 million. In the absence of any exceptional gains in the current year, net loss of HK\$9.3 million was recorded, representing loss per share of HK0.15 cents (2007: earnings per share of HK0.35 cents).

BUSINESS REVIEW AND OUTLOOK

During the year, the Company's principal activity continued to be investment holding whilst its major subsidiary was mainly engaged in trading of multi-media and communication products.

The management is working aggressively with financial advisors and lawyers on the resumption of trading of the company stocks on the Stock Exchange. If the resumption is successful, the Group will consider acquiring additional capital to strengthen its financial base.

Other than its existing core business, the management will continue put its best effort to explore new businesses to enhance value of the Group; to keep operating expenses at the minimum level and to maintain resources for future developments.

財務業績

本集團之綜合營業額由截至二零零七年六月三十日止年度之176,900,000港元減少9.8%至159,600,000港元。

於上一個財政年度，來自應付董事款項獲豁免產生之收益與註銷附屬公司之收益合共28,500,000港元對股東應佔溢利作出貢獻，股東應佔溢利金額為21,600,000港元。由於本年度缺乏任何特殊收益，本集團錄得虧損淨額9,300,000港元，即每股虧損0.15港仙（二零零七年：每股盈利0.35港仙）。

業務回顧及展望

年內，本公司之主要業務繼續為投資控股，而其主要附屬公司主要從事多媒體及通訊產品貿易。

管理層與財務顧問及律師正就本公司股份於聯交所復牌而努力。倘若成功復牌，本集團將考慮爭取額外資本以加強財務基礎。

除現有核心業務外，管理層將繼續致力發掘新業務以提升本集團之價值，並致力將經營開支保持在最低水平以及保留資源作未來發展。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

LIQUIDITY AND FINANCIAL RESOURCES

As at 30 June 2008, the Group had net liabilities of HK\$113.9 million comprising total assets of HK\$67.4 million and total liabilities of HK\$181.3 million. The Group's non-current asset consisted solely of fixed assets of HK\$0.9 million. The current ratio, representing by current assets divided by current liabilities, was 0.37. The bank balances and cash at the balance sheet date was HK\$25.6 million.

As at 30 June 2008, The Group had short-term borrowings of HK\$40.5 million. The loans were subject to interest at prevailing commercial lending rates. Calculation of the gearing ratio, which is based on the total borrowings and the Group's shareholders' funds, would not be appropriate as the shareholders' funds were negative as at the balance sheet date.

The Group will actively seek for financial resources and improve its capital structure so as to strengthen its financial base and will also restructure its existing operation to improve returns to shareholders.

FOREIGN CURRENCY EXPOSURE

The Group was exposed to foreign exchange risk arising from the exposure of HK\$ against RMB as HK\$24.4 million of the Group's bank balance was denominated in RMB at the balance sheet date (2007: HK\$21.8 million).

MATERIAL ACQUISITIONS AND DISPOSALS OF INVESTMENTS

During the year ended 30 June 2008, there was no material acquisition of subsidiaries or affiliated companies. Most of the Group's subsidiaries had been dissolved or struck off in last year.

流動資金及財政資源

於二零零八年六月三十日，本集團負債淨額為113,900,000港元，包含資產總值67,400,000港元及負債總額181,300,000港元。本集團之非流動資產僅包括900,000港元之固定資產。流動比率(流動資產除以流動負債)為0.37。於結算日，銀行結存及現金為25,600,000港元。

於二零零八年六月三十日，本集團之短期借貸為40,500,000港元。貸款按通行商業借貸利率計息。由於結算日之股東資金為負數，因此根據總借貸及本集團之股東資金計算的資本負債比率並不適用。

本集團將積極尋求財務資源及改善其資本結構以強化財務基礎，並將重整現有業務以提高股東回報。

外匯風險

本集團於結算日之銀行結餘中有24,400,000港元(二零零七年：21,800,000港元)是以人民幣計值，本集團因而面對港元兌人民幣產生之外匯風險。

有關投資之重大收購及出售

於截至二零零八年六月三十日止年度內，並無有關附屬公司或聯屬公司之重大收購。本集團大部份附屬公司已於去年解散或被剔除。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

EMPLOYEES AND REMUNERATION POLICY

The Group employed a staff of 40 persons as at 30 June 2008 (2007: 40). They were remunerated according to the prevailing manpower conditions and individual performance. There was no change on the staff policy during the year.

PLEDGE OF ASSETS

The Group did not have any pledge of assets as at 30 June 2008.

CONTINGENT LIABILITIES

The Group had a number of pending litigations as at 30 June 2008. In the opinion of legal counsel, it is premature to predict the claims against the Company. The Board is of the opinion that the outflow of economic benefits cannot be measured with sufficient reliability. The details of litigations are disclosed in Note 31 to the financial statement. Saved as disclosed above, the Group and the Company did not have any material contingent liabilities as at 30 June 2008.

僱員及薪酬政策

於二零零八年六月三十日，本集團聘有40名員工（二零零七年：40名）。員工薪酬根據當時人力市場情況及個人表現釐定。年內員工政策並無變動。

資產抵押

於二零零八年六月三十日，本集團並無任何資產抵押。

或然負債

於二零零八年六月三十日，本集團有多項待決訴訟。法律顧問認為，現時要預測本公司面對之申索實為言之尚早。董事會認為，暫時無法可靠地計量經濟利益之流失。有關訴訟之詳情已於財務報表附註31披露。除上述披露外，於二零零八年六月三十日，本集團及本公司並無任何重大或然負債。

DIRECTORS' REPORT 董事會報告書

The directors have pleasure in presenting their report and the audited financial statements for the year ended 30 June 2008.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 33 to the financial statements.

RESULTS AND DIVIDEND

The results of the Group for the year ended 30 June 2008 and the state of affairs of the Company and the Group as at that date are set out in the financial statements on pages 30 to 33.

The directors do not recommend the payment of any dividend in respect of the year ended 30 June 2008.

SEGMENT INFORMATION

An analysis of the Group's performance for the year by business and geographical segments is set out in note 6 to the financial statements.

RESERVES

Details of movements in the reserves of the Group and the Company during the year are set out in the statements of changes in equity on page 34.

DISTRIBUTABLE RESERVES

At 30 June 2008, the Company had no retained profits available for cash distribution. Under the Companies Act 1981 of Bermuda (as amended), the contributed surplus of the Company in the amount of HK\$56,516,000 at 30 June 2008 may only be distributable to shareholders in certain circumstances, which the Company is currently unable to satisfy.

董事會欣然提呈截至二零零八年六月三十日止年度之報告及經審核財務報表。

主要業務

本公司為一家投資控股公司，其附屬公司之主要業務載於財務報表附註33。

業績及股息

本集團截至二零零八年六月三十日止年度之業績及本公司及本集團於當日之事務狀況載於財務報表第30至33頁。

董事會不建議派發截至二零零八年六月三十日止年度之任何股息。

分類資料

本集團於年內按業務及地域分類之業績分析載於財務報表附註6。

儲備

本集團及本公司於年內之儲備變動詳情載於第34頁之權益變動表。

可分派儲備

於二零零八年六月三十日，本公司並無保留溢利可供現金分派。根據一九八一年百慕達公司法（經修訂），本公司於二零零八年六月三十日之繳入盈餘56,516,000港元僅可於若干情況分派予股東，而本公司目前未能符合有關情況。

DIRECTORS' REPORT 董事會報告書

SUMMARY FINANCIAL INFORMATION

A summary of the published results and assets and liabilities of the Group for the last five financial years, as extracted from the audited financial statements and reclassified as appropriate, is set out on page 108. This summary does not form part of the audited financial statements.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in property, plant and equipment of the Group and the Company during the year are set out in note 16 to the financial statements.

MAJOR INTERESTS IN PROPERTIES

The Group did not hold any major interests in properties as at 30 June 2008.

BANK AND OTHER BORROWINGS

Details of bank and other borrowings of the Group are set out in note 23 to the financial statements.

SHARE CAPITAL

Details of the movements in share capital of the Company during the year are set out in note 26 to the financial statements.

SHARE OPTIONS

The Company did not operate any share options scheme during the year.

財務資料概要

本集團於過去五個財政年度之已刊登業績及資產與負債之概要(摘自經審核財務報表及於適當情況經重新分類)載於第108頁。此概要並非經審核財務報表之一部分。

物業、機器及設備

有關本集團及本公司於本年度之物業、機器及設備變動詳情載於財務報表附註16。

主要物業權益

於二零零八年六月三十日,本集團並無持有任何主要物業權益。

銀行貸款及其他借貸

有關本集團之銀行貸款及其他借貸詳情載於財務報表附註23。

股本

有關年內本公司之股本變動詳情載於財務報表附註26。

購股權

本公司於年內並無任何購股權計劃。

DIRECTORS' REPORT 董事會報告書

MAJOR CUSTOMERS AND SUPPLIERS

The percentages of turnover and purchases attributable to the Group's major customers and suppliers for the year are of follows:

Turnover:	
- The largest customer	30%
- Five largest customers combined	71%
Purchases:	
- The largest supplier	50%
- Five largest suppliers combined	99%

None of the directors, their associates or any shareholders (which, to the knowledge of the directors, own more than 5% of the Company's issued share capital) had any beneficial interests in any of the above customers or suppliers.

DIRECTORS

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

Executive directors:

Mr. Ke Jun Xiang
Mr. Ho Pui Tsun, Peter
Mr. Shao Wei Hong
Mr. Hu Yeshan

Non-executive directors:

Mr. Li Qinyi

Independent non-executive directors:

Mr. Wong Kwok Tai, Wytan (resigned on 5 May 2008)
Mr. Kwok Yam Sheung

主要客戶及供應商

年內主要客戶及供應商所佔本集團營業額及採購額之百分比如下：

營業額：	
- 最大客戶	30%
- 五大客戶共佔	71%
採購額：	
- 最大供應商	50%
- 五大供應商共佔	99%

年內各董事、彼等之聯繫人士或就董事會所知擁有本公司已發行股本5%以上之任何股東，概無擁有上述客戶或供應商之任何實益權益。

董事

本年度內及截至本報告日期之本公司董事如下：

執行董事：

柯俊翔先生
何佩川先生
邵偉宏先生
胡葉山先生

非執行董事：

李勤毅先生

獨立非執行董事：

黃國泰先生(於二零零八年五月五日辭任)
郭蔭尚先生

DIRECTORS' REPORT 董事會報告書

In accordance with the Company's bye-laws 99, Mr. Ke Jun Xiang, Mr. Ho Pui Tsun, Peter, Mr. Shao Wei Hong, Mr. Hu Yeshan, Mr. Li Qinyi and Mr. Kwok Yam Sheung will retire at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Biographical details of the directors and senior management of the Company are set out on pages 25 to 26.

DIRECTORS' SERVICE CONTRACTS

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

DIRECTORS' INTERESTS IN CONTRACTS

Saved as disclosed in note 29 to the financial statements, no contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party, and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

根據本公司之公司細則第99條，柯俊翔先生、何佩川先生、邵偉宏先生、胡葉山先生、李勤毅先生及郭蔭尚先生將於應屆股東週年大會上退任，並合資格且願意膺選連任。

董事及高級管理層之履歷

本公司董事及高級管理層之履歷載於第25至26頁。

董事之服務合約

概無擬於應屆股東週年大會上膺選連任之董事與本公司訂立本公司於一年內須作出賠償（法定賠償除外）方可終止之服務合約。

董事於合約之權益

除財務報表附註29所披露者外，於本年度完結或年內任何時間，本公司或其任何附屬公司概無簽訂與本集團業務有關且本公司董事直接或間接擁有重大權益之任何重大合約。

DIRECTORS' REPORT 董事會報告書

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES

As at 30 June 2008, the interests of the directors and the chief executive of the Company and/or their respective associates in the long or short positions in shares, underlying shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)(the "SFO")) as recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Part XV of the SFO or the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") under the Listing Rules were as follows:

Long position in the shares of the Company:

Name of director	Number of ordinary shares beneficially held	Nature of interest	Approximate percentage of total shareholding (%)
董事姓名	實益持有之普通股數目	權益性質	佔總持股量之概約百分比(%)
Mr. Ke Jun Xiang 柯俊翔先生	3,530,000,000 (Note) (附註)	Interest in corporation 擁有法團權益	57.17

Note: Mr. Ke Jun Xiang ("Mr. Ke") had a controlling interest in Global Work Management Limited and Trade Honour Limited ("Trade Honour") which held 30,000,000 and 3,500,000,000 ordinary shares of the Company respectively. Accordingly, Mr. Ke was deemed to have interests in 3,530,000,000 ordinary shares of the Company.

董事及主要行政人員之股份權益

於二零零八年六月三十日，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條本公司須存置之登記冊所記錄，或根據證券及期貨條例第XV部或根據上市規則中《上市公司董事進行證券交易的標準守則》（「標準守則」）之規定須知會本公司及香港聯合交易所有限公司（「聯交所」），本公司董事及主要行政人員及／或彼等各自之聯繫人士於本公司或其任何相聯法團（見證券及期貨條例第XV部之定義）之股份、相關股份及債券中擁有下列好倉或淡倉：

本公司股份好倉：

附註：柯俊翔先生（「柯先生」）於Global Work Management Limited及Trade Honour Limited（「Trade Honour」）中擁有控股權，此等公司分別持有本公司之普通股30,000,000股及3,500,000,000股。因此，柯先生被視作於本公司之3,530,000,000股普通股中擁有權益。

DIRECTORS' REPORT 董事會報告書

Save as disclosed above, as at 30 June 2008, none of the directors and/or any of their associates had any interests in the shares or deemed interest in the long and short position in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to Part XV of the SFO or the Model Code.

DIRECTORS' AND CHIEF EXECUTIVES' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the year was the Company or its subsidiaries, a party to any arrangements to enable the directors or chief executives of the Company to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate. None of the directors' or chief executives or their spouses or children under 18 years of age, had any right to subscribe for the securities of the Company, or had exercised any such right during the year.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

None of the directors of the Company has interests in any businesses which compete or are likely to compete, either directly or indirectly, with the businesses of the Group.

除上文所披露者外，於二零零八年六月三十日，根據證券及期貨條例第352條本公司須置存之登記冊所記錄，或根據證券及期貨條例第XV部或根據標準守則之規定須知會本公司及聯交所，董事及／或其任何聯繫人士概無於本公司或其任何相聯法團（見證券及期貨條例第XV部之定義）之股份中擁有任何權益或被視作於股份、相關股份及債券中擁有好倉及淡倉。

董事及主要行政人員購買股份或債券之權利

於本年度內任何時間，本公司或其附屬公司概無參與任何安排，致使本公司董事或主要行政人員可藉著購入本公司或任何其他法人團體之股份或債券而獲益。概無董事或主要行政人員或彼等之配偶或彼等未滿十八歲之子女擁有認購本公司證券之任何權利，或於年內曾行使任何該等權利。

董事於競爭業務之權益

本公司各董事概無擁有直接或間接與本集團業務構成或可能構成競爭之任何業務權益。

DIRECTORS' REPORT 董事會報告書

SUBSTANTIAL SHAREHOLDERS

As at 30 June 2008, the following persons (other than the directors or the chief executive of the Company) had an interest in the following long position in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO.

Long position in the shares of the Company:

Name of shareholders	Notes	Nature of interest	Number of ordinary shares held	Approximate percentage of total shareholding (%) 佔總持股量之 概約百分比(%)
股東姓名／名稱	附註	權益性質	持有之普通股數目	
Trade Honour Limited		Beneficial Owner 實益擁有人	3,500,000,000	56.68
Upperclass Limited		Beneficial Owner 實益擁有人	500,000,000	8.10
Yau Kwok Wai	1	Interest in Corporation 擁有法團權益	500,000,000	8.10
ICEA Financial Services Limited 工商東亞金融服務有限公司		Beneficial Owner 實益擁有人	510,406,044	8.27
ICEA Financial Holdings Limited	2	Interest in Corporation 擁有法團權益	510,406,044	8.27
Industrial and Commercial Bank of China 中國工商銀行	3	Interest in Corporation 擁有法團權益	510,406,044	8.27

Notes:

- The interest disclosed comprised 500,000,000 shares held by Upperclass Limited, which is 100% owned by Yau Kwok Wai.
- The interest disclosed comprised 510,406,044 shares held by ICEA Financial Services Limited, which is 100% owned by ICEA Financial Holdings Limited.

主要股東

於二零零八年六月三十日，根據證券及期貨條例第336條本公司須置存之登記冊所記錄，下列人士（本公司董事或主要行政人員除外）於本公司股份或相關股份中擁有下列好倉。

本公司股份好倉：

Name of shareholders	Notes	Nature of interest	Number of ordinary shares held	Approximate percentage of total shareholding (%) 佔總持股量之 概約百分比(%)
股東姓名／名稱	附註	權益性質	持有之普通股數目	
Trade Honour Limited		Beneficial Owner 實益擁有人	3,500,000,000	56.68
Upperclass Limited		Beneficial Owner 實益擁有人	500,000,000	8.10
Yau Kwok Wai	1	Interest in Corporation 擁有法團權益	500,000,000	8.10
ICEA Financial Services Limited 工商東亞金融服務有限公司		Beneficial Owner 實益擁有人	510,406,044	8.27
ICEA Financial Holdings Limited	2	Interest in Corporation 擁有法團權益	510,406,044	8.27
Industrial and Commercial Bank of China 中國工商銀行	3	Interest in Corporation 擁有法團權益	510,406,044	8.27

附註：

- 所披露之權益包括500,000,000股由Upperclass Limited持有之股份，該公司由Yau Kwok Wai擁有100%權益。
- 所披露之權益包括510,406,044股由工商東亞金融服務有限公司持有之股份，該公司由ICEA Financial Holdings Limited擁有100%權益。

DIRECTORS' REPORT 董事會報告書

3. The interest disclosed comprised 510,406,044 shares beneficially held by ICEA Financial Holdings Limited, which is 75% owned by Industrial and Commercial Bank of China, through ICEA Financial Holdings Limited.

Saved as disclosed above, so far as known to the directors as at 30 June 2008, no other person (other than directors or the chief executive of the Company) had an interest in the long and short position in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO.

MANAGEMENT CONTRACTS

No contacts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

CONNECTED TRANSACTIONS

Saved as disclosed in note 29 to the financial statements, there are no other transactions which would need to be disclosed as connected transactions in accordance with the requirement of the Listing Rules.

CONVERTIBLE SECURITIES, OPTIONS, WARRANTS OR SIMILAR RIGHTS

The Company had no outstanding convertible securities, options, warrants or other similar rights as at 30 June 2008. There had been no exercise of convertibles securities, options, warrants or similar rights during the year.

PURCHASE, SALE OF REDEMPTION OF THE COMPANY'S SECURITIES

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

3. 所披露之權益包括510,406,044股由ICEA Financial Holdings Limited實益持有之股份，該公司由中國工商銀行透過ICEA Financial Holdings Limited擁有75%權益。

除上文所披露者外，於二零零八年六月三十日，就董事所知，根據證券及期貨條例第336條本公司須置存之登記冊所記錄，並無其他人士（本公司董事或主要行政人員除外）於本公司股份或相關股份中擁有好倉及淡倉。

管理合約

年內並無訂立或存在任何有關本公司業務之整體或任何重大部份的管理及行政合約。

關連交易

除財務報表附註29所披露者外，概無其他交易須根據上市規則規定披露為關連交易。

可換股證券、購股權、認股權證或類似權利

本公司於二零零八年六月三十日並無尚未行使之可換股證券、購股權、認股權證或其他類似權利。年內亦無行使可換股證券、購股權、認股權證或類似權利。

購買、出售或贖回本公司證券

本公司或其任何附屬公司概無於年內購買、出售或贖回任何本公司之上市證券。

DIRECTORS' REPORT 董事會報告書

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Bye-Laws of the Company or the laws of Bermuda in relation to issues of new shares by the Company.

RETIREMENT BENEFITS SCHEME

Details of the Group's retirement benefits scheme are set out in note 14 to the financial statements.

AUDITORS

The financial statements of the Company for the year ended 30 June 2008 were audited by Graham H.Y. Chan & Co. A resolution for the re-appointment of Graham H.Y. Chan & Co. as auditors of the Company until the conclusion of the next annual general meeting is to be proposed at the forthcoming annual general meeting.

On behalf of the Board

Ke Jun Xiang
Chairman

Hong Kong, 3 February 2009

優先認購權

本公司之公司細則或百慕達法例均無涉及發行本公司新股份之優先認股權條文。

退休福利計劃

本集團之退休福利計劃詳情載於財務報表附註14。

核數師

本公司截至二零零八年六月三十日止年度之財務報表乃由陳浩賢會計師事務所審核。有關重新委任陳浩賢會計師事務所為本公司核數師直至下屆股東週年大會結束之決議案將於應屆股東週年大會上提呈。

代表董事會

主席
柯俊翔

香港，二零零九年二月三日

CORPORATE GOVERNANCE REPORT 企業管治報告書

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

CORPORATE GOVERNANCE PRACTICES

The Stock Exchange of Hong Kong Limited issued the Code on Corporate Governance Practices ("CG Code") as set out in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited ("Listing Rules"), which became effective for any accounting year commencing on or after 1 January 2005. The Company has applied the principles and made efforts to comply with code provisions of the CG Code for the year ended 30 June 2008, except for certain deviations as explained in the relevant paragraphs in this report.

DIRECTORS' SECURITIES TRANSACTIONS

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

BOARD OF DIRECTORS

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

董事會(「董事會」)致力確保本公司一直維持優良的企業管治常規，認同優良的企業管治有助本公司保障股東權益，並可提升本集團之表現。

企業管治常規

香港聯合交易所有限公司頒佈了載列於香港聯合交易所有限公司證券上市規則(「上市規則」)附錄十四所載之企業管治常規守則(「企業管治守則」)，企業管治守則乃於二零零五年一月一日或其後開始之會計年度生效。於截至二零零八年六月三十日止年度，本公司已應用企業管治守則之原則並且致力遵守企業管治守則之守則條文，惟下文所說明之若干偏離行為除外。

董事的證券交易

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

董事會

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

CORPORATE GOVERNANCE REPORT 企業管治報告書

During the year, the Company had seven directors and 11 full board meetings were held. The attendance of each director is set out as follows:

年內，本公司有七名董事並舉行了11次全體董事成員會議。各董事之出席率如下：

Executive directors	Number of attendance	執行董事	出席次數
Mr. Ke Jun Xiang (<i>Chairman</i>)	11/11	柯俊翔先生 (<i>主席</i>)	11/11
Mr. Ho Pui Tsun, Peter (<i>Deputy Chairman</i>)	4/11	何佩川先生 (<i>副主席</i>)	4/11
Mr. Shao Wei Hong	9/11	邵偉宏先生	9/11
Mr. Hu Yeshan	5/11	胡葉山先生	5/11
Non-executive directors		非執行董事	
Mr. Li Qinyi	0/11	李勤毅先生	0/11
Independent non-executive directors		獨立非執行董事	
Mr. Wong Kwok Tai, Wytan (resigned on 5 May 2008)	0/11	黃國泰先生 (於二零零八年五月五日辭任)	0/11
Mr. Kwok Yam Sheung	0/11	郭蔭尚先生	0/11

The Company considers all the independent non-executive directors to be independent in accordance with the independence guidelines set out in the Listing Rules.

根據上市規則之獨立身份指引，本公司認為全體獨立非執行董事均為獨立人士。

Code provision A.1.3 stipulates that notice of at least 14 days should be given of a regular board meeting to give all directors an opportunity to attend. In relation to this provision, some board meetings were convened by short notice of less than 14 days during the year.

守則條文A.1.3訂明，召開董事會定期會議應發出至少十四天通知，以讓所有董事皆有機會騰空出席。就此項條文而言，年內部份董事會會議之通知期少於十四天。

Under Code provision A.4.2, every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. All directors of the Company are subject to retirement and re-election at the annual general meeting in accordance with the Company's Bye-Law.

根據守則條文A.4.2，每名董事(包括有指定任期的董事)應輪流退任，至少每三年一次。本公司各董事均須根據本公司之公司細則於股東週年大會上退任及重選。

CORPORATE GOVERNANCE REPORT 企業管治報告書

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Under Code provision A.2.1, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual and the division of responsibilities between the chairman and the chief executive officer should be clearly established and set out in writing.

The Company during the year and up to present does not have any officer assuming the position of chief executive officer. Mr. Ke Jun Xiang is now performing both roles as the chairman and the chief executive officer. Taking into consideration the nature and extent of the Group's operation, the board will continue to review the management structure and may consider appointing a chief executive officer in the future if the need arises.

NON-EXECUTIVE DIRECTORS

Under Code provision A.3.2, the Company should appoint independent non-executive directors representing at least one-third of the board. Subsequent to the resignation of one independent non-executive director in May 2008, the number of directors in the Board up to 30 June 2008 had decreased to six and only one of them was independent non-executive director.

Without the requisite number of independent non-executive directors, rule 3.10 of the Listing Rules, which requires the board of the Company must include at least three independent non-executive directors, was also not complied with. However, the Company will identify suitable persons who are willing to become independent non-executive directors and will announce their appointment in due course.

主席及行政總裁

根據守則條文A.2.1，主席與行政總裁的角色應有區分，並不應由一人同時兼任。主席與行政總裁之間職責的分工應清楚界定並以書面列載。

本公司於年內及直至目前為止並無任何人員擔任行政總裁之職務。柯俊翔先生目前正擔任主席與行政總裁兩種角色。董事會將考慮本集團業務之性質及範圍而繼續檢討管理層之架構，並會於需要時考慮委任行政總裁。

非執行董事

根據守則條文A.3.2，本公司應委任之獨立非執行董事數目須至少為董事會成員總數的三分之一。一名獨立非執行董事於二零零八年五月辭任後，直至二零零八年六月三十日為止，董事會之董事人數減至六人，當中僅一名為獨立非執行董事。

因為缺乏足夠數目之獨立非執行董事，本公司未能達到上市規則第3.10條有關本公司董事會須最少有三名獨立非執行董事之規定。然而，本公司將物色願意出任獨立非執行董事之人選，並將會於適當時候公佈有關任命。

CORPORATE GOVERNANCE REPORT 企業管治報告書

Under Code provision A.4.1, the non-executive directors should be appointed for a specific term, subject to re-election. Non-executive directors of the Company are not appointed for a specific term but are subject to retirement and re-election at the annual general meeting in accordance with the Company's Bye-Law.

NOMINATION OF DIRECTORS

Currently, the Company does not have a nomination committee. The directors are responsible for selecting and recommending candidates for directorship, identifying individuals suitably qualified in terms of skill, knowledge and experience and making recommendation to the Board for approval.

REMUNERATION COMMITTEE

Under Code provisions B.1.1 to B.1.5, remuneration committee has to be set up by the Company. Despite terms of references have been adopted, the Company has not established a remuneration committee due to insufficient number of independent non-executive directors as explained in the foregoing paragraphs. However, the constitution of which will be finalized once at least three independent non-executive directors has been appointed.

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

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

根據守則條文A.4.1，非執行董事應以特定任期委任，並須重選連任。本公司之非執行董事並非以特定任期委任，惟須根據本公司之公司細則在股東週年大會上退任及膺選連任。

提名董事

本公司目前並無提名委員會。董事負責篩選及推薦董事候選人，物色具備適合擔任董事會成員所需之技能、知識及經驗之人士，並向董事會推薦以供董事會批准。

薪酬委員會

根據守則條文B.1.1至B.1.5，本公司須成立薪酬委員會。雖然本公司已採納相關職權範圍，惟因上文所述本公司未有足夠獨立非執行董事，本公司並未成立薪酬委員會。然而，待本公司委任至少三名獨立非執行董事後，本公司將審定薪酬委員會之章程文件。

即將成立之薪酬委員會之主要職責及職能如下：

1. 就本公司董事及高級管理層之全體薪酬政策及架構，以及就設立正規而具透明度的程序制定此等薪酬政策，向董事會提出建議；及
2. 透過參照董事會不時通過的公司目標及宗旨，檢討及批准績效薪酬。

CORPORATE GOVERNANCE REPORT 企業管治報告書

AUDITORS' REMUNERATION

The remuneration paid to the auditors of the Company, Graham H.Y. Chan & Co., for services rendered to the Group, is set out below:

Services rendered	Fee paid/payable HK\$
Annual audit	500,000
Non-audit	960,000

核數師之酬金

就本公司核數師陳浩賢會計師事務所向本集團提供之服務而向其支付之酬金如下：

提供之服務	已付／應付費用 港元
全年審核費	500,000
非審核	960,000

AUDIT COMMITTEE

The major roles and functions of the Company's Audit Committee are:

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

審核委員會

本公司審核委員會之主要職責及職能如下：

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

CORPORATE GOVERNANCE REPORT 企業管治報告書

The Audit Committee at the beginning of the year comprised two independent non-executive directors of the Company and all of them possess the appropriate professional qualifications, or accounting or related financial management expertise as required under the Listing Rules.

After the resignation of one independent non-executive director during the year, only one member remained serving in the Audit Committee as at 30 June 2008.

During the year, the Audit Committee did not hold any meeting.

INTERNAL CONTROL

The Company has commissioned ongoing review on the Group's internal control system and operational procedures by reference to the standards set out in the guide entitled "Internal Control and Risk Management – a Basic Framework" published by the Hong Kong Institute of Certified Public Accountants in 2005.

Where issues are identified in the course of review, the Company has sought to, and will continue to seek to, implement remedial measures so as to ensure that systems are, or will promptly be put, in place to enable the Company to have better internal control, and hence ability to ensure compliance of its financial reporting and other obligations.

The Company has completed written manuals for the disclosure of information, internal control and the delineation of responsibilities of the Board and board committees. In addition, it is also working on reviewing the documentation of the internal control procedures relating to the Group's business operations.

於年初時審核委員會由本公司兩名獨立非執行董事組成，彼等均具備上市規則規定之合適專業資格或會計或相關財務管理專業知識。

一名獨立非執行董事於年內辭任後，於二零零八年六月三十日，審核委員會僅有一名成員。

年內，審核委員會並無舉行任何會議。

內部監控

本公司已參考香港會計師公會於二零零五年發出名為「內部監控及風險管理－基本框架」之指引所載之準則，對本集團之內部監控制度及營運程序進行持續檢討。

就檢討時發現有任何問題，本公司已經並將繼續採取補救措施，確保實行或適時實行適用制度，確保本公司有更佳內部監控以及有能力確保遵守財務報告及其他責任。

本公司已就披露資料、內部監控及董事會與董事委員會之職責分工制訂書面指引。此外，本公司亦正審議就本集團之業務運作編製內部監控程序之文件。

CORPORATE GOVERNANCE REPORT 企業管治報告書

DIRECTORS' RESPONSIBILITY FOR PREPARING FINANCIAL STATEMENTS

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

The directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended 30 June 2008.

AUDITORS' REPORTING RESPONSIBILITIES

The statement of the auditors of the Company about their responsibilities on the financial statements is set out under the section headed "Independent Auditor's Report" of this annual report.

董事對編製財務報表之責任

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

董事確認彼等有編製本公司截至二零零八年六月三十日止年度之財務報表的責任。

核數師之申報責任

本公司核數師就財務報表之責任聲明載於本年報之「獨立核數師報告書」內。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層履歷

EXECUTIVE DIRECTORS

KE Jun Xiang, aged 47, joined the Company in August 1999 and is the Executive Director and Chairman of the Company. Mr. Ke graduated from Zhongshan University specializing in Business Management. He joined China Huitong Group of Companies as the person-in-charge of the Guangzhou Office. He was appointed as the Legal Representative and General Manager of the Guangdong Company of China Huitong Group of Companies since 1992.

HO Pui Tsun, Peter, aged 54, joined the Company in August 1996 as an Executive Director and is the Deputy Chairman of the Group. He graduated from the University of Toronto with a Bachelor Degree in Applied Science, and he has extensive experience in the construction industry in Hong Kong and the PRC.

SHAO Wei Hong, aged 50, joined the Company in January 2001 as an Executive Director. Mr. Shao graduated from Liaoning Industrial University, majoring in Corporate Management. Mr. Shao is the Deputy General Manager of China International Science Investment Trust Company. From March 1987 to September 1992, Mr. Shao was the Deputy Manager of Liaoning Province Anshan Wah Lai Technology Development Company. From February 1985 to February 1987, he was the Deputy Manager of Liaoning Province Anshan Electronics Company. Mr. Shao has many years of experience in electronics technology and financial trust business in the PRC.

HU Yeshan, aged 45, joined the Company in February 2001 as an Executive Director. He is the Deputy General Manager of a well-established property investment group in Guangzhou. Mr. Hu has many years of working experience in the property market and an extensive business connection in the PRC.

執行董事

柯俊翔，現年47歲，於一九九九年八月加入本公司，現擔任本公司之執行董事及主席。柯先生畢業於中山大學，主修商業管理，曾在中國惠通集團之廣州辦事處任職主管，並於一九九二年被委任為中國惠通旗下的廣東惠通實業公司之法人代表及總經理。

何佩川，現年54歲，於一九九六年八月加入本公司，現擔任本集團之執行董事及副主席。彼畢業於多倫多大學，獲應用科學學士銜，在香港及中國之建築業界均累積豐富經驗。

邵偉宏，現年50歲，於二零零一年一月加入本公司為執行董事。邵先生畢業於遼寧工業大學，主修企業管理。彼現時亦兼任中國國際科技信託投資公司大連公司之副總經理，於一九八七年三月至一九九二年九月曾任職遼寧省鞍山華黎技術科技發展公司之副總經理，於一九八五年二月至一九八七年二月出任遼寧省鞍山電子工業貿易公司副經理一職。邵先生在中國電子科技及財務信託業擁有多多年經驗。

胡葉山，現年45歲，於二零零一年二月加入本公司為執行董事，現時亦兼任廣州一家有規模之物業投資公司之副總經理。胡先生擁有多多年物業市場經驗，於中國人脈甚廣。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層履歷

NON-EXECUTIVE DIRECTORS

LI Qinyi, aged 56, joined the Company in May 1998 and is the Non-Executive Director of the Company. Mr. Li is a senior economist in the PRC. He obtained his doctorate degree in Beijing Economic University. He had been an analyst of Ministry of Construction National Economic Reform Committee and an officer of Ministry of Construction Materials Industry. Mr. Li joined China National Real Estate Development Group in 1988, and was appointed the Deputy General Manager of China National Real Estate Development Group Corporation in June 1992. Besides, Mr. Li is also the Vice President of China National Real Estate Development Group.

INDEPENDENT NON-EXECUTIVE DIRECTORS

KWOK Yam Sheung, aged 62, joined the Company in September 2004 as an Independent Non-executive Director. Mr. Kwok is a corporate secretary. He is a fellow member of the Institute of Chartered Secretaries & Administrators and the Hong Kong Institute of Company Secretaries. He has worked for a number of public listed companies as company secretary and also has extensive experience in the property industry.

COMPANY SECRETARY

CHIU King Hoi, Anthony, aged 49, joined the Company in October 1997. He is also the Financial Controller of the Company. Mr. Chiu holds a Bachelor Degree of Commerce in Accounting and a Master Degree of Business in Electronic Commerce. He is a fellow member of CPA Australia and a member of the Hong Kong Institute of Certified Public Accountants. Mr. Chiu has over 20 years of work experience in auditing and accounting. Prior to joining the Company, he had held senior financial positions in various listed companies in Hong Kong.

非執行董事

李勤毅，現年56歲，一九九八年五月加入本公司，現擔任本公司非執行董事。李先生是中國高級經濟師，獲北京經濟學院涉外經濟管理專業研究生畢業，曾任國家經濟體制改革委員會研究員、建設部辦公廳官員。一九八八年加入中國房地產開發集團公司，並於一九九二年六月獲委任為該集團副總經理。除此之外，李先生也是中國房地產開發集團副總裁。

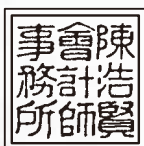
獨立非執行董事

郭蔭尚，現年62歲，於二零零四年九月加入本公司，擔任獨立非執行董事。郭先生現職為公司秘書。彼為英國特許秘書及行政人員公會及香港公司秘書公會之資深會員，並曾於多間上市公司出任公司秘書一職，於物業市場亦擁有豐富的經驗。

公司秘書

趙景開，現年49歲，於一九九七年十月加入本公司。彼亦為本公司之財務總監。趙先生持有會計學士學位及電子商貿碩士學位。彼為澳洲會計師公會之資深會員及香港會計師公會之會員。趙先生於審核及會計方面工作逾20年。於加入本公司前，彼曾於香港多間上市公司出任高級財務人員職位。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告書

**GRAHAM H.Y. CHAN & CO.**

CERTIFIED PUBLIC ACCOUNTANTS
HONG KONG

INDEPENDENT AUDITOR'S REPORT
TO THE SHAREHOLDERS OF CIL HOLDINGS LIMITED
(incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of CIL Holdings Limited set out on pages 30 to 107, which comprise the consolidated and Company balance sheet as at 30 June 2008, and the consolidated income statement, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes.

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

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

致華建控股有限公司股東之
獨立核數師報告書
(於百慕達註冊成立之有限公司)

本核數師(以下簡稱「我們」)已審核第30頁至第107頁所載華建控股有限公司之綜合財務報表。此財務報表包括於二零零八年六月三十日之綜合及貴公司資產負債表、以及截至該日止年度之綜合收益表、綜合權益變動表和綜合現金流量表，以及主要會計政策概要及其他解釋附註。

董事於財務報表之責任

貴公司董事須負責根據香港會計師公會頒布之香港財務報告準則及香港公司條例之披露規定，編製真實公平之財務報表。有關責任包括設計、實施及維護與編製及真實而公平地列報財務報表相關之內部監控，以使財務報表不存在由於欺詐或錯誤而出現重大錯誤陳述；選擇和應用適當之會計政策；及按情況作出合理之會計估計。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告書

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with Section 90 of 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 financial statements are free from material misstatement.

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

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

核數師之責任

本核數師之責任乃根據審核之結果，就該等財務報表發表意見，並按照百慕達公司法第90條規定僅向股東(作為個體)報告，除此之外，本報告不作其他用途。我們毋須就本報告之內容向任何其他人士負責或承擔責任。

我們已根據香港會計師公會頒佈之香港核數準則審核。這些準則要求我們遵守道德規範，並規劃及執行審核，以合理確定此等財務報表是否不存在任何重大錯誤陳述。

審核涉及執程序，以獲取有關財務報表所載金額及披露資料之審核憑證。所選定之程序乃取決於核數師之判斷，包括財務報表有否因欺詐或錯誤而導致重大錯誤陳述之風險評估。在評估該等風險時，核數師會考慮與該公司編製及真實而公平地列報財務報表相關之內部監控，以設計適當之審核程序，但並非為對該公司之內部監控之效能發表意見。審核亦包括評估董事所採用之會計政策是否合適及所作出之會計估計是否合理，以及評估財務報表之整體列報方式。

我們相信，我們所獲得之審核憑證已充足和適當地為我們之審核意見提供基礎。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告書

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of the Company and the Group's affairs as at 30 June 2008 and of the Group's loss and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

EMPHASIS OF MATTER

Without qualifying our opinion we draw your attention to Note 2 to the financial statements concerning the adoption of going concern basis on which the financial statements have been prepared. As further explained in the notes, the financial statements of the Group have been prepared on a going concern basis, notwithstanding that the Group incurred a loss of HK\$9,287,000 during the year ended 30 June 2008 and, as at that date, the Group reported consolidated net current liabilities and consolidated net liabilities of HK\$114,879,000 and HK\$113,943,000 respectively. These conditions indicate the existence of a material uncertainty which may cast significant doubt on the ability of the Group to continue as a going concern. The consolidated financial statements have been prepared on a going concern basis, the validity of which is dependent on the continual financial support from the controlling shareholder in order to finance the Group's future working capital and financial requirements and the Group's ability to obtain new working capital from prospective investors and to generate adequate cash flows from its operation in the foreseeable future. The consolidated financial statements do not include any adjustment that would result from a failure to obtain such financial support and working capital. We consider that adequate disclosures have been made.

Graham H.Y. Chan & Co.
Certified Public Accountants (Practising)
 Unit 1, 15/F, The Center,
 99 Queen's Road Central,

Hong Kong, 3 February 2009

意見

本核數師認為，綜合財務報表根據香港財務報告準則足以真實及公平地反映 貴公司及 貴集團截至二零零八年六月三十日之財務狀況以及 貴集團截至該日止年度之虧損及現金流量，並已根據香港公司條例之披露規定妥為編製。

強調事項

在不發表保留意見的情況下，我們謹請股東留意財務報表附註2關於按持續經營基準而編製的財務報表。如該等附註進一步解釋，雖然 貴集團於截至二零零八年六月三十日止年度錄得虧損9,287,000港元及 貴集團於該日之綜合流動負債淨額及綜合負債淨額分別為114,879,000港元及113,943,000港元， 貴集團之財務報表乃以持續經營基準編製。該等條件顯示存在重大不明朗因素，可能對 貴集團持續經營之能力構成重大疑問。綜合財務報表乃以持續經營基準編製，其有效性取決於控股股東會否持續提供財務支持以讓 貴集團撥付未來營運資金及財務需求、 貴集團能否從準投資者取得新營運資金以及於可見將來從營運取得足夠現金流量。綜合財務報表並不包括未能獲得財務支持及營運資金時可能需要作出之調整。我們認為已經作出足夠披露。

陳浩賢會計師事務所
 執業會計師
 香港皇后大道中99號
 中環中心15樓1501室

香港，二零零九年二月三日

CONSOLIDATED INCOME STATEMENT 綜合收益表

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

		Note 附註	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Turnover	營業額	6	159,618	176,943
Cost of sales	銷售成本		(151,538)	(169,681)
Gross profit	毛利		8,080	7,262
Other income	其他收入	7	5,856	5,329
Gain on waiver of amount due to directors	應付董事款項獲豁免所產生之收益	24	-	12,170
Gain on disposal of subsidiaries	註銷附屬公司之收益	27	-	16,323
Impairment loss recognised in respect of available for sales investment	可供出售投資之已確認減值虧損		(4,658)	(3,342)
Write-down of inventories	撇減存貨		(464)	-
Administrative expenses	行政開支		(16,430)	(14,374)
Finance costs	融資成本	8	(1,671)	(1,805)
(Loss)/profit before taxation	除稅前(虧損)/溢利	9	(9,287)	21,563
Taxation	稅項	10	-	-
(Loss)/profit for the year	本年度(虧損)/溢利		(9,287)	21,563
Attributable to:	應佔:			
Equity holders of the company	本公司股權持有人	11	(9,287)	21,563
Minority interest	少數股東權益		-	-
			(9,287)	21,563
(Loss)/earnings per share	每股(虧損)/盈利	12		
- Basic	- 基本		(0.15) cents港仙	0.35 cents港仙
- Diluted	- 攤薄		N/A不適用	N/A不適用
Dividends	股息	13	Nil無	Nil無

CONSOLIDATED BALANCE SHEET 綜合資產負債表

At 30 June 2008 於二零零八年六月三十日

			2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
			Note 附註	
Non-current assets	非流動資產			
Property, plant and equipment	物業、機器及設備	16	936	752
Available-for-sale investment	可供出售投資	18	-	4,658
			936	5,410
Current assets	流動資產			
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		8,831	7,077
Inventories	存貨	19	13,672	10,604
Accounts receivable	應收賬款	20	18,368	15,117
Bank balances and cash	銀行結存及現金	28	25,608	23,464
			66,479	56,262
Current liabilities	流動負債			
Accounts and bills payables	應付賬款及票據	21	24,084	32,941
Accruals, deposits received and other payables	應計費用、已收按金及其他應付款項	22	82,270	64,830
Interest payable of unsecured borrowings	無抵押借貸之應付利息		19,384	18,882
Interest-bearing borrowings	計息借貸	23	40,473	28,555
Due to directors	應付董事款項	24	15,147	21,120
			181,358	166,328
Net current liabilities	流動負債淨額		(114,879)	(110,066)
Total assets less current liabilities	總資產減流動負債		(113,943)	(104,656)

CONSOLIDATED BALANCE SHEET 綜合資產負債表

At 30 June 2008 於二零零八年六月三十日

		Note	2008	2007
		附註	二零零八年 HK\$'000 千港元	二零零七年 HK\$'000 千港元
Capital and reserves	資本及儲備			
Issued capital	已發行股本	26	61,749	61,749
Reserves	儲備		(175,692)	(166,405)
			(113,943)	(104,656)

The financial statements on pages 30 to 107 were approved and authorised for issue by the board of directors on 3 February 2009 and are signed on its behalf by:

第30至107頁之財務報表已經董事會於二零零九年二月三日批准及授權刊發，並由下列代表簽署：

On behalf of the board

代表董事會

Ke Jun Xiang
柯俊翔
Director
董事

Shao Wei Hong
邵偉宏
Director
董事

BALANCE SHEET 資產負債表

At 30 June 2008 於二零零八年六月三十日

		Note 附註	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Non-current assets	非流動資產			
Investment in subsidiaries	於附屬公司之投資	17	20	10
Available-for-sale investment	可供出售投資	18	-	4,658
			20	4,668
Current assets	流動資產			
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		47	429
Amount due from a subsidiary	應收一間附屬公司款項	17	8	-
Bank balances and cash	銀行結存及現金		24,386	21,801
			24,441	22,230
Current liabilities	流動負債			
Accruals, deposits received and other payables	應計費用、已收按金及其他應付款項	22	82,492	81,574
Interest-bearing borrowings	計息借貸	23	29,908	25,908
Due to subsidiaries	應付附屬公司款項	17	302	392
Due to directors	應付董事款項	24	14,607	11,680
			127,309	119,554
Net current liabilities	流動負債淨額		(102,868)	(97,324)
Net liabilities	負債淨額		(102,848)	(92,656)
Capital and reserves	資本及儲備			
Issued capital	已發行股本	26	61,749	61,749
Reserves	儲備		(164,597)	(154,405)
			(102,848)	(92,656)

Ke Jun Xiang
柯俊翔
Director
董事

Shao Wei Hong
邵偉宏
Director
董事

STATEMENTS OF CHANGES IN EQUITY 權益變動表

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

Group		本集團				
		Issued capital	Share premium	Capital reserve	Accumulated losses	Total
		已發行股本	股份溢價	資本儲備	累積虧損	合計
		HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000
		千港元	千港元	千港元	千港元	千港元
At 1 July 2006	於二零零六年七月一日	61,749	293,907	(100)	(481,775)	(126,219)
Net profit for the year	年內淨溢利	-	-	-	21,563	21,563
At 30 June 2007 and 1 July 2007	於二零零七年六月三十日及二零零七年七月一日	61,749	293,907	(100)	(460,212)	(104,656)
Net loss for the year	年內淨虧損	-	-	-	(9,287)	(9,287)
At 30 June 2008	於二零零八年六月三十日	61,749	293,907	(100)	(469,499)	(113,943)
Company		本公司				
		Issued capital	Share premium	Contributed surplus	Accumulated losses	Total
		已發行股本	股份溢價	繳入盈餘	累積虧損	合計
		HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000
		千港元	千港元	千港元	千港元	千港元
At 1 July 2006	於二零零六年七月一日	61,749	293,907	56,516	(510,930)	(98,758)
Net profit for the year	年內淨溢利	-	-	-	6,102	6,102
At 30 June 2007 and 1 July 2007	於二零零七年六月三十日及二零零七年七月一日	61,749	293,907	56,516	(504,828)	(92,656)
Net loss for the year	年內淨虧損	-	-	-	(10,192)	(10,192)
At 30 June 2008	於二零零八年六月三十日	61,749	293,907	56,516	(515,020)	(102,848)

The contributed surplus of the Company represents the difference between the nominal value of the Company's shares issued in exchange for the fair value of the shares of the subsidiaries acquired at the dates of acquisition. Under the Companies Act 1981 of Bermuda (as amended), the Company may make distributions to its members out of the contributed surplus under certain circumstances, which the Company is currently unable to satisfy.

本公司之繳入盈餘乃指本公司所發行用於交換之股份面值與所收購附屬公司股份於收購日期公平值之差額。根據一九八一年百慕達公司法（經修訂），本公司可在若干情況自繳入盈餘向其股東作出分派，惟本公司目前並不符合該等情況。

CONSOLIDATED CASH FLOW STATEMENT 綜合現金流量表

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

	Note 附註	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
(Loss)/profit before taxation	除稅前(虧損)/溢利	(9,287)	21,563
Adjustments for:	就下列各項作出調整:		
Interest income	利息收入	(178)	(164)
Interest expenses	利息開支	1,671	1,805
Depreciation	折舊	351	282
Gain on disposal of subsidiaries	出售附屬公司之收益	27	(16,323)
Impairment loss recognised in respect of available for sales investment	可供出售投資之已確認減值虧損	4,658	3,342
Write-down of inventories	撇減存貨	464	-
Provision for disputed claims against the Group for outstanding loan	因未償還貸款而對本集團提出之具爭議申索的撥備	200	-
Gain on waiver of amount due to directors	應付董事款項獲豁免之收益	24	(12,170)
Operating loss before working capital changes	營運資金變動前之經營虧損	(2,121)	(1,665)
Increase in accounts receivable	應收賬款增加	(3,251)	(7,590)
Increase in prepayments, deposits and other receivables	預付款項、按金及其他應收款項增加	(1,754)	(6,049)
(Increase)/decrease in inventories	存貨(增加)/減少	(3,532)	5,268
Increase/(decrease) in accounts and bills payables, accruals, other payables and deposit received	應付賬款及票據、應計費用、其他應付款項及已收按金增加/(減少)	8,150	(6,470)
(Decrease)/increase in due to directors	應付董事款項(減少)/增加	(5,973)	12,938
Cash used in operations	經營所用現金	(8,481)	(3,568)
Interest paid	已付利息	(936)	(1,805)
Net cash used in operating activities	經營業務所用現金淨額	(9,417)	(5,373)

CONSOLIDATED CASH FLOW STATEMENT 綜合現金流量表

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

	Note 附註	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Cash flows from investing activities	投資業務 所得現金流量		
Purchase of property, plant and equipment	購買物業、機器及設備	(535)	(64)
Interest income	利息收入	178	164
Net cash (used in)/from investing activities	投資業務(所用)/所得現金淨額	(357)	100
Cash flows from financing activities	融資活動所得現金流量		
Increase in factoring loan	讓售貸款增加	7,744	-
New loan arised	新借貸款	6,000	4,847
Repayment of loan	貸款還款	(2,000)	-
Net cash from financing activities	融資活動所得現金淨額	11,744	4,847
Net increase/(decrease) in cash and cash equivalents	現金及現金等值項目增加/(減少)淨額	1,970	(426)
Cash and cash equivalents at beginning of year	年初之現金及現金等值項目	23,464	23,890
Cash and cash equivalents at end of year	年終之現金及現金等值項目	25,434	23,464

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

1. CORPORATE INFORMATION

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. Trading of the Company's shares has been suspended since 1 April 2004. The directors consider Trade Honour Limited, a company incorporated in the British Virgin Islands to be the parent and ultimate holding company of the Company.

The address of its registered office and principal place of business of the Company are disclosed in the "Corporate Information" section of the annual report.

The principal activity of the Company is investment holding. The principal activities of the Company's principal subsidiaries are set out in note 33.

These consolidated financial statements are presented in thousands of units of Hong Kong dollars ("HK\$'000"), unless otherwise stated.

2. SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

1. 公司資料

本公司於百慕達註冊成立為獲豁免有限責任公司，其股份於香港聯合交易所有限公司上市。本公司之股份自二零零四年四月一日起暫停買賣。董事認為，Trade Honour Limited (於英屬處女群島註冊成立之公司) 為本公司之母公司及最終控股公司。

本公司之註冊辦事處及主要營業地點之地址，已於年報「公司資料」一節披露。

本公司之主要業務為投資控股。本公司主要附屬公司之主要業務已載於附註33。

除另有指明外，綜合財務報表以千港元為呈列單位。

2. 主要會計政策

編製綜合財務報表所應用之主要會計政策載列如下。除另有指明外，該等政策已對呈列之所有年度貫徹應用。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs"), which is a collective term referred to all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations ("Ints") issued by The Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. In addition, the financial statements comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The consolidated financial statements have been prepared under the historical cost convention.

The preparation of financial statements in conformity with HKFRSs requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

2. 主要會計政策(續)

2.1 編製基準

本集團之綜合財務報表乃根據香港財務報告準則(「香港財務報告準則」, 此統稱指香港會計師公會(「香港會計師公會」)頒佈之所有適用之個別香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋(「詮釋」)、香港普遍採納之會計原則及香港公司條例之披露規定編製。此外, 財務報表遵守香港聯合交易所有限公司證券上市規則之適用披露規定。綜合財務報表根據歷史成本慣例法編製。

於編製符合香港財務報告準則之財務報表時, 管理層須作出判斷、估計及假設, 有關判斷、估計及假設影響政策應用及資產、負債、收入及開支之申報金額。管理層根據過往經驗, 以及於特定情況彼等認為合理之其他因素作出估計及相關之假設, 所得結果構成管理層就目前未能從其他來源而得出之資產及負債之賬面值所作出賬面值判斷之基準。實際數字或會有別於估計數字。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (continued)

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

The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in Note 3.

In preparing the financial statements, the directors have considered the future liquidity of the Group in view of its net liabilities position as at 30 June 2008. The Group incurred a loss of HK\$9,287,000 for the year ended 30 June 2008, and as at that date, it had consolidated net current liabilities and consolidated net liabilities of HK\$114,879,000 (2007: HK\$ 110,066,000) and HK\$113,943,000 (2007: HK\$104,656,000) respectively. These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern and that it may be unable to realise its assets and discharge its liabilities in the normal course of business. Nevertheless, the directors are of the opinion that the Group will be able to finance its future working capital and financial requirements given that:

2. 主要會計政策(續)

2.1 編製基準(續)

本集團按持續基準對估計及相關假設作出檢討。倘會計估計數字之修訂僅會影響修訂估計數字之期間，則有關會計估計數字之修訂將於該期間內確認；倘該項會計估計數字之修訂影響目前及未來期間，則有關會計估計數字之修訂將於修訂期間及未來期間確認。

涉及高度判斷或極為複雜之範疇，或假設與估計對綜合財務報表為重要者，乃於附註3披露。

編製財務報表時，董事已就二零零八年六月三十日之淨負債水平審慎考慮本集團之未來流動資金狀況。本集團於截至二零零八年六月三十日止年度錄得虧損9,287,000港元，其於該日之綜合流動負債淨額及綜合負債淨額分別為114,879,000港元(二零零七年：110,066,000港元)及113,943,000港元(二零零七年：104,656,000港元)。該等條件顯示存在重大不明朗因素，可能對本集團持續經營之能力構成重大疑問，而其可能因此無法於日常業務範圍內變現其資產及解除其負債。然而，董事認為基於以下原因，本集團將能夠應付未來營運資金及財務需求：

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (continued)

- (i) the Group has been actively discussing with prospective investors to obtain new working capital;
- (ii) the Company's controlling shareholder has agreed to provide financial support as is necessary to enable the Group to meet its liabilities as they fall due; and
- (iii) based on a cash flow forecast prepared by the Group's management for the eighteen months ending 31 December 2009, the Group will be able to generate adequate cash flows from its operation.

The ability to obtain new working capital from the investor is dependent on the approval by the Stock Exchange of the resumption proposal and the trading of the Company's shares on the Stock Exchange successfully resumed.

Accordingly, the directors are of the opinion that it is appropriate to prepare the financial statements for the year ended 30 June 2008 on a going concern basis. Should the Group be unable to continue to operate as a going concern, adjustments would have to be made to write down the value of assets to their recoverable amounts, to provide for further liabilities which might arise and to reclassify non-current assets as current assets. The effect of these adjustments has not been reflected in the financial statements.

2. 主要會計政策(續)

2.1 編製基準(續)

- (i) 本集團一直就取得新營運資金與準投資者進行積極商討；
- (ii) 本公司控股股東已同意提供所需財務支持，以便本集團應付到期負債；及
- (iii) 根據本集團管理層就截至二零零九年十二月三十一日止十八個月編製之現金流量預測，本集團將可自營運取得足夠現金流量。

能否從投資者取得新營運資金，乃取決於聯交所是否批准復牌方案以及本公司股份能否成功在聯交所恢復買賣。

因此，董事認為以持續經營基準編製截至二零零八年六月三十日止年度之財務報表為恰當之做法。倘本集團無法持續經營業務，則須調整及撤減資產價值至可收回金額，並就可能產生之進一步負債撥備以及將非流動資產重新分類為流動資產。此等調整之影響並未於財務報表中反映。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

2. SIGNIFICANT ACCOUNTING POLICIES
(Continued)

2.2 Adoption of new and revised standards

The HKICPA has issued certain new and revised HKFRSs that are first effective for the current accounting period of the Group. The Group has adopted the new and revised HKFRSs below, which are relevant to its operations, in the preparation of the consolidated financial statements.

HKAS 1 (Amendment)

香港會計準則第1號(修訂本)

HKFRS 7

香港財務報告準則第7號

HK(IFRIC) – INT 10

香港(國際財務報告詮釋委員會) – 詮釋10

HK(IFRIC) – INT 11

香港(國際財務報告詮釋委員會) – 詮釋11

The adoption of the new HKFRSs had no material effect on how the results and financial position of the company for the current and prior accounting periods have been prepared and presented. Accordingly, no prior period adjustment has been required.

However, as a result of the adoption of HKFRS 7, *Financial instruments: Disclosures* and the amendment to HKAS 1, *Presentation of financial statements: Capital disclosures*, there have been some additional disclosures provided as follows:

2. 主要會計政策(續)

2.2 採納新訂及經修訂之準則

香港會計師公會頒佈若干對本集團本會計期間首次生效之新訂及經修訂之香港財務報告準則。本集團已於編製綜合財務報表時採納下列與營運有關之新訂及經修訂香港財務報告準則。

Presentation of Financial Statements

– Capital Disclosures

財務報表之呈列 – 資本披露

Financial Instruments: Disclosures

金融工具：披露

Interim financial reporting and impairment

中期財務報告及減值

HKFRS 2 – Group and treasury share transactions

香港財務報告準則第2號 – 集團及庫存股份交易

採納新訂香港財務報告準則對本公司於目前及以往會計期間之業績及財務狀況的編製及呈列方式並無重大影響。因此毋須作出前期調整。

然而，由於採納香港財務報告準則第7號*金融工具：披露*以及香港會計準則第1號之修訂*財務報表之呈列：資本披露*，因此有以下若干額外披露：

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Adoption of new and revised standards (continued)

As a result of the adoption of HKFRS 7, the financial statements included expanded disclosure about the significance of the company's financial instruments and the nature and extent of risks arising from those instruments, compared with the information previously required to be disclosed by HKAS 32, *Financial instruments: Disclosure and presentation*. These disclosures are set out in notes 4 and 5.

The amendment to HKAS 1 introduces additional disclosure requirements to provide information about the level of capital and the company's objectives, policies and processes for managing capital. These new disclosures are set out in note 26.

Both HKFRS 7 and the amendment to HKAS 1 do not have any material impact on the classification, recognition and measurement of the amounts recognised in the financial statements.

2. 主要會計政策(續)

2.2 採納新訂及經修訂之準則(續)

與先前根據香港會計準則第32號金融工具：披露及呈列而須披露之資料相比，由於採納香港財務報告準則第7號，財務報表收錄有關公司金融工具之重要性以及該等工具之性質及由其產生之風險程度需額外披露。該等披露載於附註4及5。

香港會計準則第1號之修訂引入更多披露規定，以提供有關資本水平及公司管理資本之目標、政策及程序的資料。該等新披露載於附註26。

香港財務報告準則第7號及香港會計準則第1號之修訂對在財務報表確認的金額之分類、確認及計量並無任何重大影響。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

2. SIGNIFICANT ACCOUNTING POLICIES
(Continued)

2.3 Impact of issued but not yet effective Hong Kong Financial Reporting Standards

Up to the date of approval of these consolidated financial statements, the HKICPA has issued the following amendments, new standards and interpretations which are not yet effective for the accounting period ended 30 June 2008 and which have not been adopted in these consolidated financial statements.

HKFRSs (Amendments)
香港財務報告準則(修訂本)
HKAS 1 (Revised)
香港會計準則第1號(經修訂)
HKAS 23 (Revised)
香港會計準則第23號(經修訂)
HKAS 27 (Revised)
香港會計準則第27號(經修訂)
HKAS 32 and HKAS 1 (Amendment)
香港會計準則第32號及
香港會計準則第1號(修訂本)
HKAS 39 & HKFRS 7 (Amendments)
香港會計準則第39號及
香港財務報告準則第7號(修訂本)
HKAS 39 (Amendment)
香港會計準則第39號(修訂本)
HKFRS 1 (Revised)
香港財務報告準則第1號(經修訂)
HKFRS 1 and HKAS 27
(Amendments)
香港財務報告準則第1號及
香港會計準則第27號(修訂本)
HKFRS 2 (Amendment)
香港財務報告準則第2號(修訂本)
HKFRS 3 (Revised)
香港財務報告準則第3號(經修訂)
HKFRS 8
香港財務報告準則第8號
HK (IFRIC) - INT 12
香港(國際財務報告詮釋委員會) - 詮釋12
HK (IFRIC) - INT 13
香港(國際財務報告詮釋委員會) - 詮釋13
HK (IFRIC) - INT 14
香港(國際財務報告詮釋委員會) - 詮釋14
HK (IFRIC) - INT 15
香港(國際財務報告詮釋委員會) - 詮釋15
HK (IFRIC) - INT 16
香港(國際財務報告詮釋委員會) - 詮釋16
HK (IFRIC) - INT 17
香港(國際財務報告詮釋委員會) - 詮釋17

2. 主要會計政策(續)

2.3 已頒佈但尚未生效之香港財務報告準則之影響

直至批准本綜合財務報表之日期為止，香港會計師公會已頒佈以下對截至二零零八年六月三十日止會計期間尚未生效，而並未於本綜合財務報表採納之修訂、新準則及詮釋。

Improvements to HKFRSs⁶
香港財務報告準則之改善⁶
Presentation of Financial Statements¹
財務報表之呈列¹
Borrowing Costs¹
借貸成本¹
Consolidated and Separate Financial Statements²
綜合及獨立財務報表²
Puttable financial instruments and obligations arising on liquidation¹
可沽售金融工具及清盤產生之責任¹
Reclassification of Financial Assets⁷
金融資產之重新分類⁷
Financial Instruments: Recognition and Measurement - Eligible Hedged Items²
金融工具：確認及計量 - 合資格對沖項目²
First-time Adoption of HKFRS²
首次採納香港財務報告準則²
Cost of an Investment in a Subsidiary, Joint Controlled Entity or Associate¹
投資於一間附屬公司、共同控制實體或聯營公司之成本¹
Share-based Payment-Vesting Conditions and Cancellations¹
以股支付 - 歸屬條件及註銷¹
Business Combinations²
業務合併²
Operating Segments¹
經營分類¹
Service Concession Arrangements³
服務特許權安排³
Customer Loyalty Programmes⁴
客戶忠誠計劃⁴
HKAS 19 - The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interpretation³
香港會計準則第19號 - 界定福利資產之限額、最低撥款規定及兩者之相互關係³
Agreements for the Construction of Real Estate¹
興建房地產之協議¹
Hedges of a Net Investment in a Foreign Operation⁵
境外業務投資淨額之對沖⁵
Distributions of Non-cash Assets to Owners²
向擁有人分派非現金資產²

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

2. SIGNIFICANT ACCOUNTING POLICIES
(Continued)2.3 Impact of issued but not yet effective
Hong Kong Financial Reporting Standards
(continued)

- 1 Effective for annual periods beginning on or after 1 January 2009
- 2 Effective for annual periods beginning on or after 1 July 2009
- 3 Effective for annual periods beginning on or after 1 January 2008
- 4 Effective for annual periods beginning on or after 1 July 2008
- 5 Effective for annual periods beginning on or after 1 October 2008
- 6 Effective for annual periods beginning on or after 1 January 2009 except the amendment to HKFRS 5 which is effective for annual periods beginning on or after 1 July 2009
- 7 Effective on or after 1 July 2008

The Group is in the process of making an assessment of what the impact of these amendments, new standards and new interpretations would be in the period of initial application, but not yet in a position to state whether these amendments, new standards and new interpretations would have a significant impact on the Group's results of operations and financial position.

2.4 Subsidiaries and minority interest

Subsidiaries are entities controlled by the Group. Control exists when the Group has the power to govern the financial and operating policies of an entity, so as to obtain benefits from its activities. In assessing control, potential voting rights that presently are exercisable are taken into account.

2. 主要會計政策(續)

2.3 已頒佈但尚未生效之香港財務報告準則之影響(續)

- 1 於二零零九年一月一日或之後開始之年度期間生效
- 2 於二零零九年七月一日或之後開始之年度期間生效
- 3 於二零零八年一月一日或之後開始之年度期間生效
- 4 於二零零八年七月一日或之後開始之年度期間生效
- 5 於二零零八年十月一日或之後開始之年度期間生效
- 6 於二零零九年一月一日或之後開始之年度期間生效，惟香港財務報告準則第5號之修訂則於二零零九年七月一日或之後開始之年度期間生效
- 7 於二零零八年七月一日或之後開始生效

本集團現正評估此等修訂、新準則及新詮釋對首次應用期間之影響，但尚未能確定此等修訂、新準則及新詮釋會否對本集團之經營業績及財務狀況造成重大影響。

2.4 附屬公司及少數股東權益

附屬公司為本集團控制之公司。當本集團有權支配一間公司的財務及經營政策，並藉此從其活動中取得利益，則本集團擁有該公司之控制權。評估控制權時，現時可行使的潛在投票權亦計算在內。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.4 Subsidiaries and minority interest (continued)

The results of subsidiaries acquired or disposed of during the year are dealt with in the consolidated income statement from the date that control commences until the date that control ceases. Intragroup balances and transactions and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

Minority interests in the consolidated balance sheet comprise the outside shareholders' proportion of the net assets of subsidiaries and are presented as a part of equity in the consolidated balance sheet and statement of changes in equity. Minority interests in the results of the Group are disclosed as an allocation of the profit for the year between minority interests and the equity shareholders of the Company.

Where losses applicable to the minority exceed the minority's interest in the equity of a subsidiary, the excess, and any further losses applicable to the minority, are charged against the Group's interest except to the extent that the minority has a binding obligation to, and is able to, make additional investment to cover the losses. If the subsidiary subsequently reports profits, the Group's interest is allocated all such profits until the minority's share of losses previously absorbed by the Group has been recovered.

2. 主要會計政策(續)

2.4 附屬公司及少數股東權益(續)

年內收購或出售之附屬公司，自開始控制起至失去控制權當日止之業績已包括於綜合收益表內。集團內部往來之結餘和交易，以及集團內部交易所產生之任何未變現溢利，會在編製綜合財務報表時全數抵銷。集團內部交易所引致未變現虧損之抵銷方法與未變現收益相同，但抵銷額只限於沒有證據顯示已出現減值之部份。

綜合資產負債表內之少數股東權益包括外界股東所佔之附屬公司資產淨值部份，於綜合資產負債表及綜合權益變動表內被視為權益之一部份處理。本集團業績內之少數股東權益按少數股東權益及本公司股權持有人應佔年內溢利分配披露。

如果歸屬於少數股東之虧損超過少數股東於該附屬公司股本之權益中，除少數股東有義務承擔並且有能力作出額外投資予以彌補之部份外，其餘部份沖減本集團權益。該附屬公司日後之所有盈利均分配予本集團之權益，直至先前由本集團承擔原應由少數股東攤佔之虧損得到彌補為止。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.4 Subsidiaries and minority interest (continued)

In the Company's balance sheet, investments in subsidiaries are stated at cost less any impairment losses. The results of subsidiaries are recognised by the Company to the extent of dividends received and receivable at the balance sheet date.

2.5 Segment reporting

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

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

Segment revenue, expenses, results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis to that segment. Segment revenue, expenses and segment performance include transactions between segments. Intersegment pricing is based on similar terms as those available to other external parties for similar services. These transactions are eliminated upon consolidation.

2. 主要會計政策(續)

2.4 附屬公司及少數股東權益(續)

在本公司之資產負債表內，附屬公司之投資乃按成本值減去任何減值虧損列賬。本公司按於結算日已收及應收附屬公司之股息確認附屬公司之業績。

2.5 分部呈報

所謂一個分部，乃指本集團之一個可清楚界定的組成部份，經營提供產品或服務的業務(業務分類)，或在某一個特定經濟環境經營提供產品或服務的業務(地區分類)，其風險與收益亦與其他分部不同。

就綜合財務報表而言，本集團已根據本集團的內部財務報告選擇業務分部資料作為主要呈報模式，而地區分部資料則作為次要呈報模式。

分部收入、支出、業績、資產及負債包括一個分部直接應佔之項目，以及可按合理基準向有關分部劃撥之項目。分部收入、支出及分部表現包括分部之間的交易。分部間之定價是根據就相若服務向其他外界人士提供之類似條款而釐定。此等交易於綜合賬目時對銷。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.5 Segment reporting (continued)

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

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

2.6 Foreign currency translation

(a) *Functional and presentation currency*

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Hong Kong dollars, which is the Company's functional and presentation currency.

2. 主要會計政策(續)

2.5 分部呈報(續)

分部資本支出乃本集團年內購入且預期可使用一年以上之分部資產(包括有形及無形資產)所引致之總成本額。

未劃撥項目主要包括財務及企業資產、計息貸款、借貸、企業及融資費用及少數股東權益。

2.6 外幣換算

(a) *功能及呈列貨幣*

本集團各實體之財務報表中包括的項目，乃以有關實體所經營的主要經濟環境之貨幣(「功能貨幣」)計量。綜合財務報表以本公司之功能及呈列貨幣—港元呈列。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.6 Foreign currency translation (continued)

(b) Transactions and balances

Foreign currency transactions are initially recorded using the functional currency rates ruling at the date of the transactions. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rates of exchange ruling at the balance sheet date. All differences are taken to the income statement. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

2.7 Property, plant and equipment

All property, plant and equipment is stated at historical cost less depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are expensed in the consolidated income statement during the financial period in which they are incurred.

2. 主要會計政策(續)

2.6 外幣換算(續)

(b) 交易及結餘

外幣交易初步使用交易日期所適用之功能貨幣匯率初步列賬。以外幣列值之貨幣資產及負債按結算日適用之功能貨幣匯率重新換算。所有差額計入收益表。按外幣之歷史成本計量之非貨幣項目乃使用初次交易日期之匯率予以換算。按外幣之公平值計量之非貨幣項目乃使用釐定公平值日期所適用之匯率予以換算。

2.7 物業、機器及設備

物業、機器及設備均按歷史成本值減折舊及減值虧損列賬。歷史成本值包括收購有關項目直接應佔之開支。

當與該項目有關之未來經濟利益很可能流入本集團，而且該項目之成本能被可靠計算時，其後成本方可列入資產之賬面值或確認為獨立資產(如適用)。所有其他維修及保養成本均於其產生之財政期間，在綜合收益表內列作開支。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

2. SIGNIFICANT ACCOUNTING POLICIES
(Continued)

2.7 Property, plant and equipment (continued)

Depreciation on property, plant and equipment is calculated using the straight-line method to write off their cost over their estimated useful lives at the following annual rates:

Leasehold improvements	25%-30%
Furniture and fixtures	25%-30%
Machinery and equipment	10%-30%
Motor vehicles	20%-25%

Useful lives and depreciation method are reviewed and adjusted if appropriate, at each balance sheet date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

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. The gain or loss arising on derecognition of the asset is the difference between the net disposal proceeds and the carrying amount of the relevant asset, and is recognised in the consolidated income statement in the year in which the asset is derecognised.

2. 主要會計政策(續)

2.7 物業、機器及設備(續)

物業、機器及設備之折舊乃按其估計可用年限以直線法計提，從而撇銷項目成本。就此採用之年率如下：

租賃物業裝修	25%-30%
傢俬及裝置	25%-30%
機械及設備	10%-30%
汽車	20%-25%

可用年限及折舊方法於各結算日檢討，並在適當情況作出調整。

若資產之賬面值較其估計可收回金額為高，則會立即將資產之賬面值撇減至其可收回金額。

物業、機器及設備項目乃於出售，又或預期繼續使用資產亦不會產生未來經濟利益時取消確認。取消確認資產產生之盈虧，乃指出售所得款項淨額與相關資產賬面值之間的差額，並於取消確認資產之年度內在綜合收益表確認。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.8 Impairment of assets

At each balance sheet date, 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 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. Impairment losses are recognised as an expense immediately.

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

2. 主要會計政策(續)

2.8 資產減值

於各結算日，本集團審核有形及無形資產之賬面值，以釐定有否顯示該等資產已出現減值虧損之跡象。倘若估計資產之估計可收回金額低於賬面值，資產之賬面值將調低至可收回金額。減值虧損乃即時支銷。

倘若減值虧損隨後減少，資產之賬面值乃增加至經修訂估計可收回金額，惟所增加之賬面值不得超過倘有關資產於過往年度未確認減值虧損而釐訂之賬面值。撥回減值虧損乃即時確認為收入。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.9 Financial assets

When financial assets are recognised initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs. The Group assesses whether a contract contains an embedded derivative when the Group first becomes a party to it and assesses whether an embedded derivative is required to be separated from the host contract when the analysis shows that the economic characteristics and risks of embedded derivatives are not closely related to those of the host contract. Reassessment only occurs if there is a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required under the contract. The Group determines the classification of its financial assets after initial recognition and, where allowed and appropriate, re-evaluates this designation at the balance sheet date. All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

2. 主要會計政策(續)

2.9 金融資產

金融資產於首次確認時以公平值計算，而並非以公平值透過損益列賬之投資，則加上直接應佔交易成本計算。本集團於首次成為一份合約之立約方時，須評估該合約是否包含嵌入式衍生工具，而當分析顯示嵌入式衍生工具之經濟特徵及風險與主合約並無緊密關連時，則評估嵌入式衍生工具是否須與該主合約分開處理。僅於合約條款有變以致大幅修訂該合約所需之現金流量，方會重新進行評估。本集團於首次確認後釐定其金融資產分類，並在容許及適當時於結算日重新評估有關分類。所有一般買賣之金融資產概於交易日(即本集團承諾購買或出售該資產之日期)予以確認。一般買賣乃指按照一般市場規定或慣例在一定期間內交付資產之金融資產買賣。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.9 Financial assets (continued)

(a) Available-for-sale investments

Available-for-sale investments are non-derivatives that are either designated as available-for-sale investments or not classified as financial assets at fair value through profit or loss, loans and receivables or held-for-maturity investments. At each balance sheet date subsequent to initial recognition, available-for-sale investments are measured at fair value. Changes in fair value are recognised in equity, until the financial asset is disposed of or is determined to be impaired, at which time, the cumulative gain or loss previously recognised in equity is removed from equity and recognised in profit or loss.

For available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured, they are measured at cost less any identified impairment losses at each balance sheet date subsequent to initial recognition.

2. 主要會計政策(續)

2.9 金融資產(續)

(a) 可供出售投資

可供出售投資為指定為可供出售投資或並非歸類為其他類別(即按公平值計入損益之金融資產、貸款及應收款項或持至到期投資)之非衍生工具。於初步確認後之各結算日,可供出售投資按公平值計量。公平值變動於權益確認,直至金融資產被售出或釐定出現減值,屆時,早前於權益中確認之累計損益會自權益剔除並於損益確認。

就並無活躍市場之市價報價及其公平值未能可靠計算之可供出售之股本投資,乃於首次確認後之每個結算日按成本值減任何已識別減值虧損計算。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

2. SIGNIFICANT ACCOUNTING POLICIES
(Continued)

2.9 Financial assets (continued)

(b) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. At each balance sheet date subsequent to initial recognition, loans and receivables (including accounts and other receivables, fixed deposits, bank balances and cash) are carried at amortised cost using the effective interest method less any allowance for impairment. Amortised cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction costs. Gains and losses are recognised in the income statement when the loans and receivables are derecognised or impaired, as well as through the amortisation process.

(c) Impairment of financial assets

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

2. 主要會計政策(續)

2.9 金融資產(續)

(b) 貸款及應收款項

貸款及應收款項為付款金額屬固定或可釐定而並非在活躍市場報價之非衍生金融資產。於初步確認後之各結算日，貸款及應收款項(包括應收賬款及其他應收款項、定期存款、銀行結存及現金)以實際利率法按攤銷成本減任何減值撥備列賬。攤銷成本已計入任何收購折讓或溢價，並包括屬於實際利率及交易成本一部份之費用。於貸款及應收款項不再確認或出現減值時，以及在攤銷過程中，在收益表中確認盈虧。

(c) 金融資產之減值

金融資產(於按公平值計入損益之金融資產除外)會於各結算日評定是否有減值跡象。倘有客觀證據顯示金融資產之估計未來現金流量因於初步確認該金融資產後發生之一項或多項事件而受到影響時，金融資產即已減值。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.9 Financial assets (continued)

(c) Impairment of financial assets (continued)

For an available-for-sale investment, a significant or prolonged decline in the fair value of that financial asset 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 debtor;
- default or delinquency in interest or principal payments;
- it becoming probable that the debtor will enter bankruptcy or financial re-organisation; and
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor.

For financial assets carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods.

2. 主要會計政策(續)

2.9 金融資產(續)

(c) 金融資產之減值(續)

就可供出售投資而言，該項金融資產之公平值顯著或長期下跌至低於其成本，均被視為減值之客觀證據。

就所有其他金融資產而言，減值之客觀證據可包括：

- 債務人面對重大財政困難；
- 未能繳付或延遲償還利息或本金；
- 債務人有可能面臨破產或財務重組；及
- 技術、市場、經濟或法律環境出現重大變動而對債務人有不利影響。

就按成本列賬之金融資產而言，減值虧損數額按資產賬面值與按同類型的金融資產之現行市場回報率折現估計未來現金流量之現值之差額計量。該等減值虧損不會於以後期間撥回。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

2. SIGNIFICANT ACCOUNTING POLICIES
(Continued)

2.9 Financial assets (continued)

(c) Impairment of financial assets (continued)

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.

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 loss was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

Impairment losses on available-for-sale 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.

2. 主要會計政策(續)

2.9 金融資產(續)

(c) 金融資產之減值(續)

就按攤銷成本列賬之金融資產而言，倘有客觀證據顯示資產減值，則於損益確認減值虧損，並按該項資產之賬面值與以原有實際利率折現所得估計未來現金流量現值間之差額計量。

如在隨後期間，減值虧損金額減少，而有關減少客觀上與確認減值虧損後發生之事件有關，則先前已確認之減值虧損將於損益撥回，惟該資產於減值被撥回當日之賬面值不得超過倘並無確認減值之已攤銷成本。

可供出售投資之減值虧損不會於往後期間在損益撥回。確認減值虧損後若有任何公平值增加乃直接於權益確認。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.9 Financial assets (continued)

(c) Impairment of financial assets (continued)

The carrying amount of the financial asset is reduced by the impairment loss directly, except for impairment losses recognised in respect of trade receivables, whose recovery is considered doubtful but not remote. In this case, the impairment losses for doubtful debts are recorded using an allowance account. When the Group is satisfied that recovery is remote, the amount considered irrecoverable is written off against trade receivables directly and any amounts held in the allowance account relating to that debt are reversed. Subsequent recoveries of amounts previously charged to the allowance account are reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly are recognised in income statement.

(d) Derecognition of financial assets

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

- the rights to receive cash flows from the asset have expired;

2. 主要會計政策(續)

2.9 金融資產(續)

(c) 金融資產之減值(續)

減值虧損於金融資產之賬面值直接扣減，惟就應收賬款因收回性存疑(但並非微乎其微)所確認的虧損除外。在此情況，呆賬的減值虧損使用撥備賬記錄。倘本集團認為收回的可能性甚微，則直接從應收賬款中撇銷視為不可收回的金額，而在撥備賬中所持有關於該項債務的任何金額會被撥回。若其後收回先前計入撥備賬的金額，則相關的撥備會被撥回。撥備賬的其他變動及其後撥回已撇銷的金額，均直接在收益表內確認。

(d) 取消確認金融資產

金融資產(或一項金融資產一部分或一組同類金融資產一部分)在下列情況將取消確認：

- 收取該項資產所得現金流量之權利已經屆滿；

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.9 Financial assets (continued)

(d) Derecognition of financial assets (continued)

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

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

2. 主要會計政策(續)

2.9 金融資產(續)

(d) 取消確認金融資產(續)

- 本集團保留收取該項資產所得現金流量之權利，惟須根據一項「轉付」安排，在未有對第三者造成嚴重延緩之情況，已就有關權利全數承擔付款之責任；或
- 本集團已轉讓其收取該項資產所得現金流量之權利，並(a)已轉讓該項資產之絕大部分風險及回報；或(b)並無轉讓或保留該項資產絕大部分風險及回報，但已轉讓該項資產之控制權。

本集團凡轉讓其收取該項資產所得現金流量之權利，但並無轉讓或保留該項資產之絕大部分風險及回報，且並無轉讓該項資產之控制權，該項資產將確認入賬，條件為本集團須繼續參與該項資產。若以本集團就已轉讓資產作出保證之形式繼續參與，則已轉讓資產乃以該項資產之原賬面值及本集團或須償還之代價數額上限(以較低者為準)計算。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.9 Financial assets (continued)

(d) *Derecognition of financial assets (continued)*

Where continuing involvement takes the form of a written put and/or purchased option (including a cash-settled option or similar provision) on the transferred asset, the extent of the Group's continuing involvement is the amount of the transferred asset that the Group may repurchase, except in the case of a written put option (including a cash-settled option or similar provision) on an asset measured at fair value, where the extent of the Group's continuing involvement is limited to the lower of the fair value of the transferred asset and the option exercise price.

2.10 Financial liabilities and equity instruments

Financial liabilities and equity instruments issued by the company 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 company after deducting all of its liabilities. The Group's financial liabilities are generally classified into financial liabilities.

2. 主要會計政策(續)

2.9 金融資產(續)

(d) 取消確認金融資產(續)

以沽出及/或購入期權(包括現金結算期權或類似期權)之方式繼續參與之已轉讓資產,本集團繼續參與之程度將為本集團可購回所轉讓資產之款額,惟就以公平值計量之資產之認沽期權(包括現金結算期權或類似期權)而言,本集團繼續參與之程度將以所轉讓資產之公平值或期權行使價兩者中之較低者為限。

2.10 金融負債及權益工具

由公司發行之金融負債及股本工具按所訂立之合約安排性質及金融負債及股本工具之定義而分類。

股本工具為證明公司資產剩餘權益(經扣除其所有負債)之任何合約。本集團之金融負債一般分類為金融負債。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.10 Financial liabilities and equity instruments (continued)

Financial liabilities

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

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

Derecognition of financial liabilities

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

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

2. 主要會計政策(續)

2.10 金融負債及權益工具(續)

金融負債

金融負債包括應付賬款及票據、其他應付款項、應付董事款項及計息借貸，初步以公平值減直接應佔交易成本列賬，其後則以實際利息法按攤銷成本計量，惟倘貼現之影響並不重大，於此情況則按成本列賬。相關利息開支於收益表中的「融資成本」確認。

於負債取消確認或進行攤銷時，收益及虧損會於收益表確認。

取消確認金融負債

當負債項下之責任被解除或取消或屆滿，金融負債將取消確認。

如現有金融負債由同一放債人以條款大致上相異之負債所取代，或現有負債之條款作出重大修訂，此類交換或修訂將被視為取消確認原負債及確認新負債處理，有關賬面值之差額於收益表中確認。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.10 Financial liabilities and equity instruments (continued)

Equity instruments

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new shares are taken to equity as a deduction, net of tax, from the proceeds.

2.11 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average basis and includes all costs of purchase, costs of conversion, and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

2. 主要會計政策(續)

2.10 金融負債及權益工具(續)

股本工具

普通股乃分類為權益。發行新股直接應佔之增加成本乃計入權益，作為所得款項之扣減(扣除稅項)。

2.11 存貨

存貨乃按成本或可變現淨值中之較低者列賬，成本並採用加權平均法釐定，並包括所有採購成本、轉換成本及令存貨達至現有地點及條件所產生之其他費用。

可變現淨值乃按日常業務範圍內之估計售價，減估計完成成本及進行出售所需之估計成本。

出售存貨時，該等存貨之賬面值將於有關收入確認期間確認為支出。存貨撇減至可變現淨值之數額及所有存貨虧損均於撇減或虧損出現之期間內確認為開支。任何存貨撇減撥回之數額，均於撥回之期間內確認為列作開支存貨數額之減少。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.12 Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and deposits held at call with banks. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated cash flow statement.

2.13 Taxation

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

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

2. 主要會計政策(續)

2.12 現金及現金等值項目

現金及現金等值項目包括手頭現金及銀行活期存款。須應要求償還，並構成本集團現金管理之一部分之銀行透支亦列作綜合現金流量表之現金及現金等值項目之組成部份。

2.13 稅項

所得稅開支指現時應付稅項及遞延稅項之總和。

現時應付稅項乃按期內應課稅溢利計算。應課稅溢利與收益表中所報溢利淨額不同，乃由於前者不包括在其他年度應課稅或可扣稅之收入及開支，亦不包括永不須課稅或可扣稅之收益表項目。本集團乃按結算日已實行或大致已實行之稅率計算即期稅項之負債。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.13 Taxation (continued)

Deferred tax is recognised on the differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary differences arise from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

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

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset realised. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

2. 主要會計政策(續)

2.13 稅項(續)

遞延稅項按財務報表中資產及負債賬面值與用於計算應課稅溢利相應稅基之差額而確認，並以資產負債表負債法記賬。遞延稅項負債通常會就所有應課稅暫時差異而確認，而遞延稅項資產則僅按可能出現未來可扣稅暫時差異之應課稅溢利時確認。若於一項交易中，因初步確認(業務合併除外)資產與負債而引致之暫時差異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與負債。

遞延稅項資產之賬面值於每個結算日作檢討，並在沒可能有足夠應課稅溢利讓全部或部分資產得以收回時作調減。

遞延稅項乃按預期於清償負債或變現資產之期間適用之稅率計算。遞延稅項於收益表中扣除或加入，惟倘與遞延稅項有關之項目直接在權益中扣除或加入，則該遞延稅項亦會於權益中處理。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.14 Revenue recognition

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

- (i) from the sale of goods, when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold;
- (ii) commission income is recognised when services are provided; and
- (ii) interest income, on an accrual basis using the effective interest method by applying the rate that discounts the estimated future cash receipts through the expected life of the financial instrument to the net carrying amount of the financial asset.

2.15 Employee benefits

(a) *Employee leave entitlements*

Employee entitlements to annual leave and long service payment are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service payment as a result of services rendered by employees up to the balance sheet date.

2. 主要會計政策(續)

2.14 收入確認

在有關之經濟利益有可能流入本集團及可按下列方式對有關收入作出可靠之計算時，收入將予確認：

- (i) 銷售貨物，於擁有權之重大風險及回報已轉移至買方而本集團並不保留擁有權及有關之管理或對售出貨物之有效控制；
- (ii) 佣金收入乃於提供服務時確認；及
- (iii) 利息收入以應計方式按金融工具的估計年期用實際利率將未來估計的現金收入折扣計算金融資產的賬面淨值。

2.15 僱員福利

(a) *僱員假期權益*

僱員應享年假及長期服務金乃於應計予僱員時確認，並就截至結算日因僱員所提供服務而產生之估計年假及長期服務金負債作出撥備。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.15 Employee benefits (continued)

(a) Employee leave entitlements (continued)

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(b) Pension obligations

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

2. 主要會計政策(續)

2.15 僱員福利(續)

(a) 僱員假期權益(續)

僱員應享病假及分娩假僅於支取假期時始予確認。

(b) 退休金責任

根據強制性公積金計劃條例，本集團為所有合資格參與強積金計劃之僱員設立定額供款強制性公積金計劃(「強積金計劃」)。供款乃按僱員基本薪金之百分比計算，並於根據強積金計劃之規定須作出供款時在收益表扣除。強積金計劃之資產以獨立管理基金形式持有，與本集團之資產分開。本集團就強積金計劃支付之僱主供款於投入計劃起即全部歸僱員所有。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.16 Borrowing costs

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

All other borrowing costs are charged to the income statement in the period in which they are incurred.

2.17 Operating leases

Where the Group has the use of assets held under operating leases, payment made under the leases are charged to the consolidated income statement over the accounting periods covered by the lease term except where an alternative basis is more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received are recognised in the consolidated income statement as an integral part of the aggregate net lease payments made. Contingent rentals are charged to the consolidated income statement in the accounting period in which they are incurred.

2. 主要會計政策(續)

2.16 借貸成本

直接源自收購、建造或生產合資格資產(即必須經過一段長時間方可作擬訂用途或出售的資產)之借貸成本乃撥充資本,作為該等資產成本之一部份。當資產大致上可供其擬定用途或出售,則該等借貸成本不再撥充資本。就留待合資格資產之特定借貸所進行暫時投資賺取之投資收入,乃於撥充資本的借貸成本中扣除。

所有其他借貸成本乃於其產生之期間在收益表扣除。

2.17 經營租賃

倘本集團擁有經營租賃項下持有資產的使用權,根據租賃支付的款項於租約年期所涵蓋的會計期間內在綜合收益表內扣除,除非其他基準更能代表租賃資產所產生的收益模式,則作別論。收取的租賃優惠在綜合收益表內確認,作為所付總租賃款項淨額的必需部分。或然租金於其產生的會計期間在綜合收益表內扣除。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.18 Provisions and contingent liabilities

Provisions are recognised when: (i) the Group has a present legal or constructive obligation as a result of past events; (ii) it is probable that an outflow of resources will be required to settle the obligation; and (iii) the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provision are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax that reflects current market assessment of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

2. 主要會計政策(續)

2.18 撥備及或然負債

當(i)本集團須就已發生的事件承擔法律或推定責任；(ii)預期為解決有關責任會導致資源外流；及(iii)在可以作出可靠的估計時，本集團便會確認撥備。不得就日後經營虧損確認撥備。

如有多項類似責任，在償付該等責任中能導致資源流出的機會乃經考慮責任的類別整體後釐定。即使與同一責任類別所包含的任何一個項目相關的資源流出的機會極低，仍須確認撥備。

撥備以為履行義務所預計需要產生之支出之現值計量，計算此等現值使用之稅前折現率能夠反映當前市場之貨幣時間價值及該負債特有之風險。時間流逝導致撥備金額之增加，確認為利息開支。

在未能肯定是否會導致經濟利益流出，或有關款額未能可靠地估量的情況，有關責任則列作或然負債並予以披露，除非導致經濟利益流出之機會極低，則作別論。可能承擔的責任（其存在與否只能藉一項或多項未來事件之發生與否而確定）亦列作或然負債並予以披露，除非導致經濟利益流出之機會極低，則作別論。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.19 Related parties

Parties are considered to be related to the Group if the Group has the ability, directly or indirectly, to control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group and the party are subject to common control or common significant influence. Related parties may be individuals (being members of key management personnel, significant shareholders and/or their close family members) or other entities and include entities which are under the significant influence of related parties of the Group where those parties are individuals, and post-employment benefits plans which are for the benefit of employees of the Group or of any entity that is a related party of the Group.

3. ACCOUNTING JUDGEMENT AND ESTIMATES

In the process of applying the Group's accounting policies, the 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 past experience, expectations of the future and other information. The key sources of estimation uncertainty that may significantly affect the amounts recognised in the financial information are disclosed below.

2. 主要會計政策(續)

2.19 關聯方

倘本集團有能力直接或間接控制另一方或可對另一方之財務及營運決策行使重大影響力(反之亦然),或本集團與另一方受共同控制或受共同重大影響,均視作關聯方。關聯方可以為個人(為主要管理人員成員、重大股東及/或其關係密切之家族成員)或其他實體,(在有關人士為個人的情況)亦包括受本集團關聯方重大影響的實體,及受益人為本集團或為本集團關聯方的任何實體的僱員的離職後福利計劃。

3. 會計判斷及估計

當應用本集團會計政策之過程中,管理層須就無法即時從其他來源明顯地得知之資產及負債賬面值作出判斷、估計及假設。有關估計及相關假設是根據經驗,對未來之預期及其他資料而作出。可能對財務資料之已確認金額帶來重大影響之估計不確定因素之主要來源於下文披露。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

3. ACCOUNTING JUDGEMENT AND ESTIMATES (Continued)

Impairment of available-for-sale investment

The Group follows the guidance of HKAS 39 to determine when an available-for-sale investment is impaired. This determination requires significant judgment. In making this judgment, the Group evaluates, among other factors, the duration and extent to which the fair value of an investment is less than its cost; and the financial health of a near-term business outlook for the investee, including factors such as industry and sector performance, changes in technology and operational and financing cash flow.

If all the declines in fair value below cost were considered significant or prolonged, provision for impairment loss may be required.

Allowance for bad and doubtful debts

The policy for allowance for doubtful loans and bad debts of the Group is based on the evaluation of collectability and aged analysis of accounts and on management's judgment. A considerable amount of judgment is required in assessing the ultimate realisation of these receivables, including the current creditworthiness and the past collection history of each debtor. If the financial conditions of debtors of the Group were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required.

3. 會計判斷及估計(續)

可供出售投資之減值

本集團在可供出售投資出現減值時會遵循香港會計準則第39號之指引。該項確定須作出重大判斷。於作出判斷時，本集團會評估(其中包括)投資之公平值低於其成本之持續時間及程度，以及投資對象之財務穩健程度及近期業務前景，包括如行業及界別表現、技術革新以及經營及融資現金流量等因素。

倘公平值低於成本的所有下跌幅度被認為重大或屬一段長時期，或須作出減值虧損撥備。

呆壞賬撥備

本集團呆壞賬之撥備政策以可收回機會評估、賬齡分析及管理層之判斷為基礎。核定最終可收回應收款項之金額需作出大量的判斷，包括對每位客戶的當前信譽及過去收賬記錄的判斷。假若本集團客戶的財政狀況逐漸惡化，導致其付款能力下降，則可能需要更多撥備。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

4. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of the group and company's financial assets and liabilities as at the balance sheet date are as follows:

4. 按類別劃分之金融工具

本集團及本公司之各類金融資產及負債於結算日之賬面值如下：

	Group 本集團		Company 本公司	
	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
<i>Financial assets:</i>	<i>金融資產：</i>			
Available-for-sale investment	-	4,658	-	4,658
Loans and receivables (including cash and cash equivalents)	43,979	38,581	24,394	21,801
<i>Financial liabilities:</i>	<i>金融負債：</i>			
Financial liabilities measured at amortised cost	136,719	121,938	82,917	75,462

5. FINANCIAL RISK MANAGEMENT

5.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk and interest rate risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Group's financial performance. The policies for managing these risks are summarised below.

5. 財務風險管理

5.1 財務風險因素

本集團因其業務活動而面對多種財務風險：市場風險（包括外匯風險及利率風險）、信貸風險及流動資金風險。本集團之整體風險管理計劃專注於應對金融市場之不可預測因素以及致力減低本集團財務表現所受到之潛在不利影響。下文概列就管理此等風險所採取之政策。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

5. FINANCIAL RISK MANAGEMENT (Continued)

5.1 Financial risk factors (continued)

(a) Market risk

Foreign exchange risk

The Group's monetary assets and transactions are principally denominated in Hong Kong Dollars ("HK\$"), Chinese Renminbi ("RMB") and United States Dollars ("US\$").

Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities. The Group currently use forward exchange contract to hedge against its exposure to US Dollars currency risk and Hong Kong dollars is pegged to the United States dollars, thus foreign exchange exposure is considered to be minimal.

The Group exposes to currency risk that are denominated in Chinese Renminbi ("RMB"). The Group currently does not have hedging policy against RMB. However, management monitors the Group's currency exposure and will consider hedging significant foreign exchange rate exposure should the need arise.

5. 財務風險管理(續)

5.1 財務風險因素(續)

(a) 市場風險

外匯風險

本集團之貨幣資產及交易主要以港元、人民幣及美元計值。

外匯風險源自未來商業交易、已確認之資產及負債。本集團目前運用遠期外匯合約來對沖其面對之美元貨幣風險，加上港元與美元掛鈎，因此本集團面對之外匯風險甚低。

本集團面對以人民幣計值的貨幣風險。本集團目前並無有關人民幣之對沖政策。然而，管理層監察本集團之貨幣風險，並會於需要時考慮對沖重大的外幣匯率風險。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

5. FINANCIAL RISK MANAGEMENT
(Continued)

5.1 Financial risk factors (continued)

(a) Market risk (continued)

Foreign exchange risk (continued)

The following table demonstrates the sensitivity at the balance sheet date to a reasonably possible change in the RMB exchange rate, with all other variables held constant, of the Group's net profit (due to change in the fair value of monetary assets and liabilities).

	Increase/(decrease) in exchange rate 匯率上升/(下跌)	Increase/(decrease) in equity 權益增加/(減少)	
		2008 二零零八年 HK\$' 000 千港元	2007 二零零七年 HK\$' 000 千港元
If Hong Kong dollar weakens against RMB 若港元兌人民幣貶值	5	958	1,305
If Hong Kong dollar strengthens against RMB 若港元兌人民幣升值	(5)	(958)	(1,305)

The sensitivity analysis has been determined assuming that the change in foreign exchange rate had occurred at the balance sheet date and had been applied to the Group's exposure to currency risk for financial instruments in existence at that date, and that all other variables, in particular interest rates, remain constant. The analysis is performed on the same basis for 2007.

5. 財務風險管理(續)

5.1 財務風險因素(續)

(a) 市場風險(續)

外匯風險(續)

下表列出於結算日本集團純利對於人民幣匯率在合理範圍內可能出現之變動的敏感度(基於貨幣資產及負債的公平值出現變動), 當中假設所有其他變數維持不變。

釐定敏感度分析時乃假設外幣匯率變動於結算日已經發生, 並且應用於本集團於該日之金融工具的貨幣風險, 而所有其他變數(特別是利率)乃維持不變。二零零七年亦按相同基準作出分析。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

5. FINANCIAL RISK MANAGEMENT (Continued)

5.1 Financial risk factors (continued)

(a) Market risk (continued)

Interest rate risk

The Group's exposure to interest rate risk arises primarily from its interest-bearing borrowings and bank deposits. Borrowings and bank deposits at variable rates expose the Group to cash flow interest rate risk. Fair value interest rate risk relates primarily to fixed rate borrowings.

The Group currently does not have any interest rate hedging policy. The management monitors the Group's exposure on ongoing basis and will consider hedging interest rate risk should the need arise.

At 30 June 2008, it is estimated that a general increase/decrease of 100 basis points in interest rates, with all other variables held constant, would increase/decrease the Group's profit after tax by approximately HK\$171,000 (2007: increase/decrease HK\$97,000).

The sensitivity analysis above has been determined assuming that the change in interest rates had occurred at the balance sheet date and had been applied to the Group's exposure to interest rate risk for financial instruments in existence at that date. The 100 basis point increase or decrease represents management's assessment of a reasonably possible change in interest rates over the period until the next annual balance sheet date. The analysis is performed on the same basis for 2007.

5. 財務風險管理(續)

5.1 財務風險因素(續)

(a) 市場風險(續)

利率風險

本集團之利率風險主要源自其計息借貸及銀行存款。浮息借貸及銀行存款令本集團面對現金流量利率風險。公平值利率風險主要是關於定息借貸。

本集團目前並無任何利率對沖政策。管理層持續監察本集團所面對之風險，並將於需要時考慮對沖利率風險。

於二零零八年六月三十日，估計若利率普遍上調／下調100點子而所有其他變數不變，則本集團之除稅後溢利將增加／減少約171,000港元(二零零七年：增加／減少97,000港元)。

釐定上列敏感度分析時乃假設利率變動於結算日已經發生，並且應用於本集團於該日之金融工具的利率風險。100點子的上調或下調代表管理層對於直至下個年度結算日為止的期間內，利率於合理範圍內可能出現之變動的評估。二零零七年亦按相同基準作出分析。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

5. FINANCIAL RISK MANAGEMENT (Continued)

5.1 Financial risk factors (continued)

(b) Credit risk

The Group exposes to credit risk, which is the risk that a counterparty will be unable to pay amounts in full when due. Key areas where the company exposes to credit risk are bank balances and accounts receivable.

Bank balances are placed with high-credit-quality institutions and the management considers that the credit risk for such is minimal.

For credit exposures with customers, the Group has put in place policies to ensure that provision of services to customers with an appropriate credit history and the Group performs periodic credit evaluations of its customers. The Group's historical experience in collection of accounts receivable falls within the recorded allowances.

The Group has entered into a factoring agreement with financial institution to shorten the sales receipt cycle and to strength the Group's cash flow position. The table below shows the credit limit and balance of the debtors at the respective balance sheet dates.

5. 財務風險管理(續)

5.1 財務風險因素(續)

(b) 信貸風險

本集團面對信貸風險，此為對約方未能於到期時支付全數之風險。信貸風險主要源自銀行存款以及應收賬款。

銀行結存乃存放於享有高信貸評級之機構，管理層認為有關信貸風險甚低。

至於客戶的信貸風險方面，本集團亦設有政策，確保只向擁有合適信貸紀錄之客戶提供服務，而本集團亦定期對客戶進行信貸評估。本集團在收取應收賬款方面之經驗符合已記錄之撥備。

本集團已經與金融機構訂立讓售協議，以縮短收取貨款的日數並且加強本集團之現金流量水平。下表列出債務人於相關結算日的信貸限額及結餘。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

5. FINANCIAL RISK MANAGEMENT
(Continued)

5.1 Financial risk factors (continued)

(b) Credit risk (continued)

		2008 二零零八年		2007 二零零七年	
		Credit Limit 信貸限額 HK\$' 000 千港元	Utilized 已動用 HK\$' 000 千港元	Credit Limit 信貸限額 HK\$' 000 千港元	Utilized 已動用 HK\$' 000 千港元
Customers	客戶	29,700	10,390	19,800	2,647

No credit limits were exceeded during the reporting period, and the management does not expect any losses from nonperformance by these counterparties.

Normally, the Group does not obtain collateral from customers.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. At the balance sheet date, the company has a certain concentration of credit risk as 60% and 95% (2007: 7% and 89%) of the total trade receivables was due from the company's largest customer and the five largest customers respectively.

The maximum exposure to credit risk without taking account of any collateral held is represented by the carrying amount of each financial asset in the balance sheet after deducting any impairment allowance.

Further quantitative data in respect of the Group's exposure to credit risk arising from accounts receivable are disclosed in note 20 to the financial statements.

5. 財務風險管理(續)

5.1 財務風險因素(續)

(b) 信貸風險(續)

於報告期間內並無超出信貸限額，而管理層預計不會產生對約方不履約之虧損。

本集團一般不會向客戶取得抵押品。

本集團面對之信貸風險主要受到每名客戶之個人特點所影響。於結算日，本公司面對一定的信貸風險集中，因為應收賬款總額中的60%及95% (二零零七年：7%及89%) 是分別應收本公司之最大客戶及五大客戶的款項。

未計所持抵押品之最高信貸風險是各項金融資產於資產負債表扣除任何減值撥備的賬面值。

有關本集團因應收賬款而面對之信貸風險的進一步量化數據，乃於財務報表附註20披露。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

5. FINANCIAL RISK MANAGEMENT (Continued)

5.1 Financial risk factors (continued)

(c) Liquidity risk

As at 30 June 2008, the Company and the Group had net current liabilities of HK\$102,868,000 and HK\$114,879,000 (2007: HK\$97,324,000 and HK\$110,066,000) respectively, and deficiency of shareholders' fund of HK\$102,848,000 and HK\$113,943,000 (2007: HK\$92,656,000 and HK\$104,656,000), respectively. The maintenance of the Company and the Group as a going concern depends upon being able to obtain new working capital and continue its business. Details are explained in note 2 to the financial statements above.

The Group manages its liquidity risk by maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities and monitoring the liquidity requirements from time to time.

The table below analyzes the Group's and the Company's financial liabilities into relevant maturity groupings based on the remaining period from the balance sheet date to the contractual maturity date.

5. 財務風險管理(續)

5.1 財務風險因素(續)

(c) 流動資金風險

於二零零八年六月三十日，本公司及本集團之流動負債淨額分別為102,868,000港元及114,879,000港元(二零零七年：97,324,000港元及110,066,000港元)，股東資金虧絀分別為102,848,000港元及113,943,000港元(二零零七年：92,656,000港元及104,656,000港元)。本公司及本集團能否繼續以持續基準經營，乃取決於能否取得新營運資金及繼續經營業務。詳情於上文財務報表附註2說明。

本集團透過保持充足現金及足夠資金信貸額之可用資金管理其流動資金風險，並不時監控其流動資金需求。

下表顯示本集團及本公司的財務負債，按照相關的到期組別，根據由結算日至合約到期日的剩餘期間進行分析。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

5. FINANCIAL RISK MANAGEMENT
(Continued)

5.1 Financial risk factors (continued)

(c) Liquidity risk (continued)

The amounts disclosed in the table are the contractual undiscounted cash flows.

As at 30 June 2008

5. 財務風險管理(續)

5.1 財務風險因素(續)

(c) 流動資金風險(續)

在表內披露的金額為合約未貼現的現金流量。

於二零零八年六月三十日

		Carrying amount	Total contractual undiscounted cash flow	Within one year or on demand
		賬面值	合約未貼現的現金流量總額	一年內或按要求
		HK\$' 000	HK\$' 000	HK\$' 000
		千港元	千港元	千港元
Group:	本集團:			
Accounts and bills payables	應付賬款及票據	24,084	24,084	24,084
Accruals, deposits received and other payables	應計費用、已收按金及其他應付款項	37,631	37,631	37,631
Interest payable of unsecured borrowings	無抵押借貸之應付利息	19,384	19,384	19,384
Interest-bearing borrowings	計息借貸	40,473	40,959	40,959
Due to directors	應付董事款項	15,147	15,147	15,147
		136,719	137,205	137,205
Company:	本公司:			
Accruals, deposits received and other payables	應計費用、已收按金及其他應付款項	38,100	38,100	38,100
Interest-bearing borrowings	計息借貸	29,908	30,394	30,394
Due to subsidiaries	應付附屬公司款項	302	302	302
Amounts due to directors	應付董事款項	14,607	14,607	14,607
		82,917	83,403	83,403

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

5. FINANCIAL RISK MANAGEMENT
(Continued)

5.1 Financial risk factors (continued)

(c) Liquidity risk (continued)

As at 30 June 2007

		Carrying amount	Total contractual undiscounted cash flow 合約未貼現的 現金流量總額	Within one year or on demand 一年內或按要求
		賬面值 HK\$' 000 千港元	現金流量總額 HK\$' 000 千港元	一年內或按要求 HK\$' 000 千港元
Group:	本集團：			
Accounts and bills payables	應付賬款及票據	32,941	32,941	32,941
Accruals, deposits received and other payables	應計費用、已收按金及其他應付款項	20,440	20,440	20,440
Interest payable of unsecured borrowings	無抵押借貸之應付利息	18,882	18,882	18,882
Interest-bearing borrowings	計息借貸	28,555	28,555	28,555
Due to directors	應付董事款項	21,120	21,120	21,120
		121,938	121,938	121,938
Company:	本公司：			
Accruals, deposits received and other payables	應計費用、已收按金及其他應付款項	37,482	37,482	37,482
Interest-bearing borrowings	計息借貸	25,908	25,908	25,908
Due to subsidiaries	應付附屬公司款項	392	392	392
Amounts due to directors	應付董事款項	11,680	11,680	11,680
		75,462	75,462	75,462

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

5. FINANCIAL RISK MANAGEMENT (Continued)

5.2 Fair value estimation

The carrying amounts of the Group's financial assets including bank deposits, accounts receivable; and financial liabilities including accounts and bills payables, interest-bearing borrowings, other payables and amounts due to directors approximate their fair values due to their short maturities. The face value less any estimated credit adjustments for financial assets and liabilities with a maturity of less than one year are assumed to approximate their fair values.

6. TURNOVER AND SEGMENT INFORMATION

Turnover represents the amount received and receivable for goods sold during the year.

(a) Business segments

The Group's turnover represents the revenue generated from the business of trading of multi-media and communication products. Accordingly, no business segment information is required.

5. 財務風險管理(續)

5.2 公平值估計

本集團之金融資產(包括銀行存款、應收賬款)及金融負債(包括應付賬款及票據、計息借貸、其他應付款項及應付董事款項)之賬面值與其公平值相若，原因為到期時間較短。於一年內到期之金融資產及負債的面值減任何估計信貸調整之數，乃假定與公平值相若。

6. 營業額及分類資料

營業額指年內就已售出貨品之已收及應收款項。

(a) 業務分類

本集團之營業額指多媒體及通訊產品貿易業務產生之收益。因此，毋須提供業務分類資料。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

6. TURNOVER AND SEGMENT INFORMATION (Continued)

(b) Geographical segments

6. 營業額及分類資料(續)

(b) 地區分類

		2008 二零零八年 HK\$' 000 千港元	2007 二零零七年 HK\$' 000 千港元
Segment revenue by location of customers	按客戶所在地劃分之分類收入		
PRC, excluding Hong Kong	中國(不包括香港)	118,734	99,048
Hong Kong	香港	40,884	77,895
		159,618	176,943
Segment assets by location of assets	按資產所在地劃分之分類資產		
PRC, excluding Hong Kong	中國(不包括香港)	29,091	57,330
Hong Kong	香港	38,324	4,342
		67,415	61,672
Capital expenditures by location of assets	按資產所在地劃分之資本開支		
PRC, excluding Hong Kong	中國(不包括香港)	26	50
Hong Kong	香港	509	14
		535	64

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

7. OTHER INCOME

7. 其他收入

		2008 二零零八年 HK\$' 000 千港元	2007 二零零七年 HK\$' 000 千港元
Interest income	利息收入	178	164
Commission income	佣金收入	3,199	2,659
Gain on exchange difference	匯兌差額收益	2,427	1,336
Others	其他	52	1,170
		5,856	5,329

8. FINANCE COSTS

8. 融資成本

		2008 二零零八年 HK\$' 000 千港元	2007 二零零七年 HK\$' 000 千港元
Interests on:	利息：		
Bank loans, bills and overdrafts wholly repayable within five years	須於五年內悉數償還之 銀行貸款、票據及透支	755	1,214
Other borrowing costs	其他借貸成本	916	591
		1,671	1,805

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

9. (LOSS)/PROFIT BEFORE TAXATION

(Loss)/profit before taxation has been arrived at after charging the following:

9. 除稅前(虧損)/溢利

除稅前(虧損)/溢利已扣除下列各項：

		2008 二零零八年 HK\$' 000 千港元	2007 二零零七年 HK\$' 000 千港元
Cost of goods sold and services provided	出售貨品及提供服務之成本	151,538	169,681
Staff costs (including directors' emoluments)	員工成本(包括董事酬金)	5,124	7,654
Retirement scheme contributions	退休金計劃供款	87	88
Auditors' remuneration	核數師酬金		
- audit services	- 核數服務		
- current year	- 本年度	555	440
- underprovision for the years	- 以往年度撥備不足	-	100
Bad debt written off	撇銷壞賬	64	-
Depreciation	折舊	351	282
Operating lease rentals in respect of land and buildings	有關土地及樓宇之經營租約租金	1,591	1,816

10. TAXATION

No provision for Hong Kong profits tax has been made in the financial statements since there is no estimated assessable profit derived from Hong Kong for the year (2007: Nil).

10. 稅項

由於年內並無香港估計應課稅溢利，故並無於財務報表內就香港利得稅作出撥備(二零零七年：零)。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

10. TAXATION (Continued)

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

10. 稅項(續)

年內稅項開支可與綜合收益表所列(虧損)/溢利對賬如下：

		2008 二零零八年 HK\$' 000 千港元	2007 二零零七年 HK\$' 000 千港元
(Loss)/profit before taxation	除稅前(虧損)/溢利	(9,287)	21,563
Calculated at a taxation rate of 16.5% (2007: 17.5%)	按稅率16.5%(二零零七年: 17.5%)計算	(1,532)	3,774
Expenses not deductible for taxation purposes	不可扣稅支出	26	41
Income not subject to taxation	毋須繳稅收入	1,680	(3,909)
Unused tax loss not recognised	未予確認之未使用稅項虧損	-	94
Utilisation of tax loss not previously recognised	使用以往未確認之稅項虧損	(174)	-
Taxation	稅項	-	-

Notes: The standard Hong Kong profits tax rate is 16.5% for the year ended 30 June 2008 (2007: 17.5%).

附註：截至二零零八年六月三十日止年度之標準香港利得稅率為16.5%(二零零七年: 17.5%)。

11. (LOSS)/PROFIT ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

The net loss attributable to equity holders of the Company includes a loss of approximately HK\$10,192,000 (2007: profit of HK\$6,102,000) which has been dealt with in the financial statements of the Company for the year ended 30 June 2008.

11. 本公司股權持有人應佔(虧損)/溢利

本公司股權持有人應佔虧損淨額包括虧損約10,192,000港元(二零零七年: 溢利6,102,000港元)，已於本公司截至二零零八年六月三十日止年度之財務報表處理。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

12. (LOSS)/EARNINGS PER SHARE

The calculation of basic (loss)/earnings per share for the year ended 30 June 2008 is based on the loss attributable to shareholders of approximately HK\$9,287,000 (2007: profit of HK\$21,563,000) and 6,174,917,000 (2007: 6,174,917,000) ordinary shares in issue during the year.

Diluted (loss)/earnings per share was not presented as there was no dilutive potential ordinary share in issue for the years ended 30 June 2008 and 2007.

13. DIVIDENDS

No dividend was paid or proposed for the year ended 30 June 2008 (2007: nil), nor has any dividend been proposed since the balance sheet date.

14. RETIREMENT BENEFITS SCHEME

The Group participates in the Mandatory Provident Fund Scheme (the "MPF Scheme") for those employees who are eligible to participate in the MPF Scheme. Contributions are made by the Group at 5 per cent of the employee's relevant income as defined in the Hong Kong Mandatory Provident Fund Schemes Ordinance. The Group's employer contributions are fully and immediately vested in the employees as accrued benefits once they are paid. Contributions are charged to the income statement as they become payable in accordance with the rules of the MPF Scheme.

12. 每股(虧損)/盈利

截至二零零八年六月三十日止年度之每股基本(虧損)/盈利乃按股東應佔虧損約9,287,000港元(二零零七年: 溢利21,563,000港元)及年內已發行普通股6,174,917,000股(二零零七年: 6,174,917,000股)計算。

截至二零零八年及二零零七年六月三十日止年度,概無已發行攤薄潛在普通股,故並無呈列每股股份之攤薄(虧損)/盈利。

13. 股息

概無就截至二零零八年六月三十日止年度派付或擬派股息(二零零七年:無),自結算日以來亦無擬派任何股息。

14. 退休福利計劃

本集團為符合強制性公積金計劃(「強積金計劃」)之合資格僱員加入了強積金計劃。本集團所作出之供款為香港強制性公積金計劃條例所規定之僱員有關收入之百分之五。本集團僱主供款於僱員獲得有關付款後悉數及隨即作為應計福利撥歸僱員所有。按照強積金計劃規則,供款於應付時在收益表扣除。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

15. DIRECTORS' AND SENIOR EXECUTIVES' EMOLUMENTS

(a) Details of directors' emoluments

No emoluments are paid to directors for the year ended 30 June 2008, and the remuneration of each director for the year ended 30 June 2007 are shown in the following table:

2007

<i>Executive directors</i>	執行董事
Ke Jun Xiang	柯俊翔
Ho Pui Tsun, Peter	何佩川
Shao Wei Hong	邵偉宏
Hu Yeshan	胡葉山
<i>Non-executive directors</i>	非執行董事
Li Qinyi	李勤毅
<i>Independent non-executive directors</i>	獨立非執行董事
Wong Kwok Tai, Wytan (Note 1)	黃國泰 (附註1)
Kwok Yam Sheung	郭蔭尚

15. 董事及高級行政人員之酬金

(a) 董事酬金之詳情

截至二零零八年六月三十日止年度並無向董事支付酬金，而各董事於截至二零零七年六月三十日止年度之酬金列於下表：

二零零七年

Fees	Salaries, allowances and benefits in kind		Contribution to retirement scheme	Total
	袍金	薪金、津貼及實物利益	退休福利計劃供款	
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
-	-	-	-	-
-	1,800	-	-	1,800
-	-	-	-	-
-	-	-	-	-
-	-	-	-	-
-	-	-	-	-
-	-	-	-	-
-	1,800	-	-	1,800

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

15. DIRECTORS' AND SENIOR EXECUTIVES' EMOLUMENTS (Continued)

(a) Details of directors' emoluments (continued)

Notes:

1. Mr. Wong Kwok Tai resigned on 5 May 2008.
2. Mr. Ke Jun Xiang and Mr. Shao Wei Hong had waived their salaries for the year ended 30 June 2007 to the amounts of HK\$600,000 and HK\$320,000 respectively. The amounts had been excluded in the above disclosure.

(b) Details of emoluments paid to the five highest paid individuals (including directors and other employees)

15. 董事及高級行政人員之酬金 (續)

(a) 董事酬金之詳情 (續)

附註：

1. 黃國泰先生於二零零八年五月五日辭任。
2. 柯俊翔先生與邵偉宏先生已分別放棄本身於截至二零零七年六月三十日止年度之600,000港元及320,000港元薪酬。有關款項並無計入上文之披露。

(b) 五位最高薪人士 (包括董事及其他僱員) 之酬金詳情

	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Basic salaries, allowances and benefits in kind 基本薪金、津貼及實物利益	2,539	4,583
Contributions to pension scheme 退休金計劃供款	46	43
	2,585	4,626

The five highest paid individuals included none (2007: one) executive director of the Company, details of whose emoluments have been included in note 15(a) above.

五位最高薪人士中並無本公司執行董事 (二零零七年：一位)，彼之酬金詳情載於上文附註15(a)。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

15. DIRECTORS' AND SENIOR EXECUTIVES' EMOLUMENTS (Continued)

- (b) Details of emoluments paid to the five highest paid individuals (including directors and other employees) (continued)

Analysis of emoluments of the five highest paid individuals (including directors and other employees) by emolument range is as follows:

Nil to HK\$1,000,000	零至1,000,000港元
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元
HK\$2,000,001 to HK\$3,000,000	2,000,001港元至3,000,000港元

Apart from the waiver of directors' salaries as mentioned above, there were no arrangements under which a director or senior management waived or agreed to waive any emoluments, and no incentive payment nor compensation for loss of office was paid or payable to any director or senior management during the year.

15. 董事及高級行政人員之酬金 (續)

- (b) 五位最高薪人士(包括董事及其他僱員)之酬金詳情(續)

五位最高薪人士(包括董事及其他僱員)之酬金按酬金範圍分析如下:

	2008 二零零八年 Number 人數	2007 二零零七年 Number 人數
Nil to HK\$1,000,000	5	3
HK\$1,000,001 to HK\$1,500,000	-	-
HK\$1,500,001 to HK\$2,000,000	-	2
HK\$2,000,001 to HK\$3,000,000	-	-
	5	5

除上述董事豁免薪酬外，並無董事或高級管理人員放棄或同意放棄任何酬金之安排，年內概無向任何董事或高級管理人員支付或須支付任何獎金或離職補償。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

16. PROPERTY, PLANT AND EQUIPMENTS

16. 物業、機器及設備

The Group		本集團				
		Leasehold improvements	Furniture and fixture	Machinery and equipment	Motor vehicles	Total
		租賃物業裝修	傢俬及裝置	機械及設備	汽車	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Cost	成本					
At 1 July 2006	於二零零六年七月一日	602	644	652	142	2,040
Additions	添置	-	54	10	-	64
At 30 June 2007	於二零零七年六月三十日	602	698	662	142	2,104
At 1 July 2007	於二零零七年七月一日	602	698	662	142	2,104
Additions	添置	-	48	20	467	535
At 30 June 2008	於二零零八年六月三十日	602	746	682	609	2,639
Accumulated depreciation	累積折舊					
At 1 July 2006	於二零零六年七月一日	178	330	498	64	1,070
Charge for the year	本年度支出	116	93	45	28	282
At 30 June 2007	於二零零七年六月三十日	294	423	543	92	1,352
At 1 July 2007	於二零零七年七月一日	294	423	543	92	1,352
Charge for the year	本年度支出	114	103	51	83	351
At 30 June 2008	於二零零八年六月三十日	408	526	594	175	1,703
Net book value	賬面淨值					
At 30 June 2008	於二零零八年六月三十日	194	220	88	434	936
At 30 June 2007	於二零零七年六月三十日	308	275	119	50	752

At 30 June 2008 and 2007, the Company had no property, plant and equipment.

於二零零八年及二零零七年六月三十日，本公司並無物業、機器及設備。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

17. INVESTMENT IN SUBSIDIARIES

17. 於附屬公司之投資

		Company 本公司	
		2008 二零零八年 HK\$' 000 千港元	2007 二零零七年 HK\$' 000 千港元
Unlisted shares, at cost	非上市股份，按成本	20	10
Due from subsidiaries	應收附屬公司之款項	51,900	51,892
Less: Impairment loss	減：減值虧損	(51,892)	(51,892)
		8	-
Due to subsidiaries	應付附屬公司之款項	(302)	(392)

(a) The balances with subsidiaries are unsecured, non-interest bearing and have no fixed term of repayment.

(a) 與附屬公司之結餘為無抵押、免息及無固定還款期。

(b) Details of the Company's principal subsidiaries at 30 June 2008 are set out in note 33.

(b) 本公司於二零零八年六月三十日之主要附屬公司詳情載列於附註33。

(c) The movement in the allowance for impairment as of balance sheet date is as follows:

(c) 於結算日之減值撥備變動如下：

		2008 二零零八年 HK\$' 000 千港元	2007 二零零七年 HK\$' 000 千港元
Balance at beginning of the year	年初結餘	51,892	75,210
Amounts written off as uncollectible	因不可收回而撇銷之金額	-	(23,318)
Balance at end of the year	年終結餘	51,892	51,892

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

17. INVESTMENT IN SUBSIDIARIES
(Continued)

(d) Additional information on material subsidiary:

The following information are extracted from the audited financial statements of AVT Electronics Limited.

17. 於附屬公司之投資(續)

(d) 主要附屬公司之其他資料：

以下資料摘錄自AVT Electronics Limited之經審核財務報表。

		2008 二零零八年 HK\$' 000 千港元	2007 二零零七年 HK\$' 000 千港元
Income statement	收益表		
Turnover	營業額	159,618	176,943
Cost of sales	銷售成本	(151,538)	(169,681)
Gross profit	毛利	8,080	7,262
Other income	其他收入	3,281	2,823
Administrative expenses	行政開支	(9,104)	(9,480)
Finance costs	財務費用	(890)	(1,361)
Profit/(loss) before taxation	除稅前溢利/(虧損)	1,367	(756)
Taxation	稅項	-	-
Profit/(loss) after taxation	除稅後溢利/(虧損)	1,367	(756)

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

17. INVESTMENT IN SUBSIDIARIES
(Continued)(d) Additional information on material subsidiary:
(continued)

17. 於附屬公司之投資(續)

(d) 主要附屬公司之其他資料：(續)

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Balance sheet	資產負債表		
Non-current assets	非流動資產		
Property, plant and equipment	物業、機器及設備	936	752
Current assets	流動資產		
Inventories	存貨	14,136	10,604
Accounts receivable	應收賬款	18,368	15,117
Prepayment, deposits and other receivables	預付款項、按金及其他應收款項	8,784	6,360
Due from parent	應收母公司款項	182	182
Due by a related company	應收關連公司款項	-	289
Bank balances and cash	銀行結存及現金	1,213	1,662
		42,683	34,214
Current liabilities	流動負債		
Bank overdraft	銀行透支	174	-
Bills payable, secured	應付票據，有抵押	9,984	14,956
Accounts payable	應付賬款	14,100	17,985
Accruals, other payables and deposits received	應計費用、其他應付款項及已收按金	3,216	2,259
Due to a director	應付董事款項	440	9,240
Due to related companies	應付關連公司款項	16,068	-
Interest-bearing borrowings	計息借貸	10,391	2,647
		54,373	47,087
Net current liabilities	流動負債淨額	(11,690)	(12,873)
Net liabilities	負債淨額	(10,754)	(12,121)

Note: The financial statements of AVT Electronics Limited were not audited by Graham H. Y. Chan & Co.

附註：AVT Electronics Limited之財務報表並非由陳浩賢會計師事務所審核。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

18. AVAILABLE-FOR-SALE INVESTMENT

18. 可供出售投資

		Group and Company 本集團及本公司	
		2008 二零零八年 HK\$' 000 千港元	2007 二零零七年 HK\$' 000 千港元
Equity securities	股本證券		
Unlisted equity securities in the PRC, at cost	中國之非上市股本證券， 按成本	8,000	8,000
Less: Impairment	減：減值	(8,000)	(3,342)
		-	4,658

The investment at 30 June 2008 and 2007 represents 5% interest in 湖南沅江陽光大地有機農業有限公司, an unlisted equity securities, in the PRC. It is measured at cost less impairment at the balance sheet date as the directors of the Company are of the opinion that its fair value cannot be measured reliably.

The directors are of the view that due to further diminution in value of the unlisted investment, full provision has been made in the financial statements for the year ended 30 June 2008. The movement in the allowance for impairment as of balance sheet date is as follows:

於二零零八年及二零零七年六月三十日之投資指於中國之湖南沅江陽光大地有機農業有限公司的5%權益(非上市股本證券)。由於本公司董事認為無法可靠地計量此項投資之公平值，此項投資乃按成本減去結算日之減值計量。

董事認為，由於該項非上市投資之價值進一步下跌，因此已於截至二零零八年六月三十日止年度作出全數撥備。於結算日之減值撥備變動如下：

		2008 二零零八年 HK\$' 000 千港元	2007 二零零七年 HK\$' 000 千港元
Balance at beginning of the year	年初結餘	3,342	-
Impairment loss recognised	已確認之減值虧損	4,658	3,342
Balance at end of the year	年終結餘	8,000	3,342

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

19. INVENTORIES

		Group 本集團	
		2008 二零零八年 HK\$' 000 千港元	2007 二零零七年 HK\$' 000 千港元
Finished goods	製成品	14,136	10,604
Less: write-down of inventories value	減：撇減存貨之價值	(464)	-
		13,672	10,604

The above inventories are stated at cost.

19. 存貨

上述存貨乃按成本值列賬。

20. ACCOUNTS RECEIVABLE

The Group's trading terms with its customers are mainly on credit, except for new customers, where payment in advance is normally required. The credit period is generally for a period of up to 90 days. The Group seeks to maintain strict control over its outstanding receivables to minimise credit risk. Overdue balances are regularly reviewed by senior management. In view of the aforementioned and the fact that the Group's accounts receivable related to a large number of diversified customers, there is no significant concentration of credit risk. Accounts receivable are non-interest-bearing and their carrying amounts approximate to their fair values.

20. 應收賬款

本集團與其客戶的貿易條款主要以信貸形式進行，惟新客戶一般須預付款項。信貸期一般最多為90日。本集團對其未償還應收賬款維持嚴謹監控，藉以減低信貸風險。高級管理層會定期審閱逾期欠款。鑑於上述措施以及本集團的應收賬款與多個不同類型客戶相關，故並無信貸高度集中風險。應收賬款為免息，且其賬面值與其公平值相若。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

20. ACCOUNTS RECEIVABLE (Continued)

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

20. 應收賬款(續)

根據發票日期，應收賬款於結算日之賬齡分析如下：

		Group 本集團	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
0-90 days	0至90天	18,286	14,977
91-180 days	91至180天	82	3
181 days -365 days	181至365天	-	137
Over 1 year	1年以上	2,971	2,971
		21,339	18,088
Less: Allowance for doubtful debts	減：呆賬撥備	(2,971)	(2,971)
		18,368	15,117

For the year ended 30 June 2008, the bad debt of approximately HK\$64,000 (2007: Nil) was written off against the accounts receivable directly as there was no expectation that the amount can be recovered. There is no movement in the allowance for doubtful debts during the year ended 30 June 2008 and 2007.

截至二零零八年六月三十日止年度，約64,000港元(二零零七年：無)之壞賬已經直接與應收賬款撇銷，原因為預期有關款項將無法收回。於截至二零零八年及二零零七年六月三十日止年度內，呆賬撥備並無變動。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

20. ACCOUNTS RECEIVABLE (Continued)

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

20. 應收賬款(續)

並不視為出現減值之應收賬款之賬齡分析如下：

		2008 二零零八年 HK\$' 000 千港元	2007 二零零七年 HK\$' 000 千港元
Neither past due nor impaired:	並無逾期亦無減值：		
Current	本期	13,273	14,275
Past due but not impaired:	已逾期但並無減值：		
Less than 1 month past due	逾期不足1個月	4,711	702
1 to 3 months past due	逾期1至3個月	305	-
More than 3 months but less than 12 months past due	逾期超過3個月但少於12個月	79	140
		5,095	842
		18,368	15,117

Receivables that were neither past due nor impaired relate to a large number of diversified customers for whom there was no recent history of default. Receivables that were past due but not impaired relate to number of independent customers that have a good track record with the Group. Based on past experience, the directors of the Company are of the opinion that no provision for impairment is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral over these balances.

並無逾期亦無減值之應收賬款為一批近期並無拖欠紀錄之不同類型客戶之欠款。已逾期但並無減值之應收賬款均為多名與本集團有良好往績之獨立客戶。根據經驗，由於信貸質素並無重大改變，而且結餘仍視為可全數收回，所以本公司董事認為毋須就該等結餘作出減值撥備。本集團並無就該等結餘持有任何抵押品。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

21. ACCOUNTS AND BILLS PAYABLES

21. 應付賬款及票據

		Group 本集團	
		2008 二零零八年 HK\$' 000 千港元	2007 二零零七年 HK\$' 000 千港元
Accounts payable	應付賬款	14,100	17,985
Bills payable, secured	應付票據，有抵押	9,984	14,956
		24,084	32,941

All of the accounts payable are expected to be settled within one year. The aging analysis is as follows:

所有應付賬款預期於一年內償還。其賬齡分析如下：

		Group 本集團	
		2008 二零零八年 HK\$' 000 千港元	2007 二零零七年 HK\$' 000 千港元
0-90 days	0至90天	8,874	17,658
91-180 days	91至180天	-	-
Over 180 days	180天以上	5,226	327
		14,100	17,985

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

22. ACCRUALS, DEPOSITS RECEIVED AND OTHER PAYABLES

Included in accruals, deposits received and other payables in the consolidated and the Company's balance sheets as at 30 June 2008, was the provision of HK\$43,892,000 (2007: HK\$43,692,000) in respect of the disputed claims against the Company. The creditors claimed repayments of the outstanding debts together with the interest and legal costs. The provision was made for the difference between the amounts claimed less the amounts already recognised in the accounts.

22. 應計費用、已收按金及其他應付款項

於二零零八年六月三十日之綜合及本公司資產負債表中的應計費用、已收按金及其他應付款項，包括有關對本公司提出之具爭議申索的撥備43,892,000港元（二零零七年：43,692,000港元）。債權人要求償還未償還債務連利息及法律費用。撥備乃就所申索之金額減去已經在賬目內確認之金額而作出。

23. INTEREST-BEARING BORROWINGS

23. 計息借貸

		Group 本集團		Company 本公司	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Bank overdrafts - secured	銀行透支－有抵押	174	-	-	-
Factoring loan - unsecured	讓售貸款－無抵押	10,391	2,647	-	-
Other loans-unsecured	其他貸款－無抵押	29,908	25,908	29,908	25,908
		40,473	28,555	29,908	25,908

At 30 June 2008, the banking facilities of the Group were secured by the legal charge over properties owned by a company controlled by the minority shareholders of a subsidiary and personal guarantees executed by them.

於二零零八年六月三十日，本集團之銀行融通額由一家附屬公司之少數股東控制之公司所擁有之物業的法定押記以及彼等簽立之個人擔保作為抵押。

Unsecured other loans amounting to HK\$29,908,000 in aggregate bear interests at fixed rates. Bank borrowings bear interests at variable rates.

合共29,908,000港元之無抵押其他貸款乃按固定利率計息。銀行借貸按浮動利率計息。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

23. INTEREST-BEARING BORROWINGS
(Continued)

The effective interest rates (which are also equal to contracted interest rates) at 30 June 2008 are 5.25%, 12% and 24% (2007: 12% and 24%).

The carrying amounts of interest-bearing borrowings approximate their fair values.

23. 計息借貸(續)

於二零零八年六月三十日之實際利率(亦相等於訂約利率)為5.25%、12%及24%(二零零七年:12%及24%)。

計息借貸之賬面值與其公平值相若。

24. DUE TO DIRECTORS

24. 應付董事款項

		Group 本集團		Company 本公司	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Ke Jun Xiang	柯俊翔	2,875	-	2,875	-
Ho Pui Tsun, Peter (Notes)	何佩川(附註)	11,732	11,680	11,732	11,680
Hu Yeshan	胡葉山	-	-	-	-
Shao Wei Hong	邵偉宏	-	-	-	-
Director of a subsidiary	附屬公司之董事	540	9,440	-	-
		15,147	21,120	14,607	11,680

The amounts due to directors are unsecured, interest free and have no fixed repayable terms.

應付董事款項為無抵押、免息及無固定還款期。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

24. DUE TO DIRECTORS (Continued)

On 27 May 2008, each of Mr. Ke Jun Xiang, Mr. Hu Yeshan and Mr. Shao Wei Hong signed a waiver letter to the Company pursuant to which they agreed to waive the amounts due by the Company to them as at 30 June 2007. The gain on waiver of amount due to directors amounting to HK\$13,090,000, which includes accrued directors' emoluments of HK\$920,000 for the year ended 30 June 2007 was recognised in consolidated income statement with amount of HK\$12,170,000 for the year ended 30 June 2007 and deducted from directors' emoluments disclosed in note 15 above, respectively.

Notes: Court order was granted on 21 April 2008 against the Company as Garnishee for the amount due by the Company to Mr Ho Pui Tsun, Peter until the payment of approximately HK\$8,721,000 plus interest on approximately HK\$4,889,000 at judgment rate from 29 November 2007 until payment and HK\$1,500 fixed costs and costs of the garnishee proceedings assessed by gross sum assessment at HK\$5,000.

24. 應付董事款項(續)

二零零八年五月二十七日，柯俊翔先生、胡葉山先生及邵偉宏先生為本公司簽訂豁免書，據此，彼等同意放棄本公司於二零零七年六月三十日應向彼等支付之款項。應付董事款項獲豁免之收益為13,090,000港元，當中包括截至二零零七年六月三十日止年度之董事酬金920,000港元，分別於截至二零零七年六月三十日止年度確認12,170,000港元及從上文附註15披露之董事袍金中扣除。

附註： 法院於二零零八年四月二十一日就本公司應付何佩川先生之款項頒佈針對本公司(作為第三債務人)之命令，直至支付約8,721,000港元及就約4,889,000港元按判決利率支付由二零零七年十一月二十九日至付款為止的利息，以及支付1,500港元的定額訟費及第三債務人的法律程序的訟費(以整筆款項評估為5,000港元)。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

25. DEFERRED TAXATION

As at 30 June 2008 and 2007, the Group and the Company had no material unprovided deferred tax liability. The potential deferred tax assets not provided for at the balance sheet date are as follow:

25. 遞延稅項

於二零零八年及二零零七年六月三十日，本集團及本公司並無重大未提撥遞延稅項負債。於結算日未提撥之潛在遞延稅項資產如下：

		Group 本集團		Company 本公司	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Accelerated capital allowances	提前轉歸資本之免稅額	2	(18)	-	-
Tax losses available for future relief	可於未來獲豁免之稅務虧損	(61,514)	(65,488)	(55,564)	(58,931)
Others	其他	(77)	-	-	-
		(61,589)	(65,506)	(55,564)	(58,931)

No deferred tax asset has been recognised in respect of tax losses as the crystallization of the tax benefits is uncertain. The tax losses may be carried forward indefinitely.

由於能否實現稅務利益並不明確，故不就稅務虧損確認遞延稅項資產。稅務虧損並無到期日。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

26. SHARE CAPITAL

Authorised and issued share capital

		Company 本公司			
		2008 二零零八年		2007 二零零七年	
		No. of shares 股份數目 ('000) (千股)	HK\$ '000 千港元	No. of shares 股份數目 ('000) (千股)	HK\$ '000 千港元
Ordinary shares of HK\$0.01 each	普通股每股面值0.01港元				
Authorised:	法定:	60,000,000	600,000	60,000,000	600,000
Issued and fully paid:	已發行及繳足:	6,174,917	61,749	6,174,917	61,749

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 optimization of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of debts, net of cash and cash equivalents and equity attributable to equity holders of the Company, comprising issued share capital and reserves.

The Directors of the Company review the capital structure periodically. As part of this review, the Directors of the Company review annual budgets taking into account of the provision of funding. Based on the operating budgets, the Directors consider the cost of capital and the risks associated with each class of capital and balance its overall capital structure through new share issues as well as the issue of new debt or the redemption of existing debt.

26. 股本

法定及已發行股本

		Company 本公司			
		2008 二零零八年		2007 二零零七年	
		No. of shares 股份數目 ('000) (千股)	HK\$ '000 千港元	No. of shares 股份數目 ('000) (千股)	HK\$ '000 千港元
Ordinary shares of HK\$0.01 each	普通股每股面值0.01港元				
Authorised:	法定:	60,000,000	600,000	60,000,000	600,000
Issued and fully paid:	已發行及繳足:	6,174,917	61,749	6,174,917	61,749

資本風險管理

本集團管理其資本以確保本集團旗下實體能夠以持續經營方式經營，並同時透過達致債務與股本之間最佳的平衡為利益相關者爭取最高回報。本集團的整體策略跟上年度保持不變。

本集團之資本架構由債務，扣除現金及現金等值項目及本公司股權持有人應佔權益（包括已發行股本及儲備）組成。

本公司董事定期檢討資本架構。作為此檢討工作之一部份，本公司董事審閱年度預算，並考慮資金的準備。根據經營預算，董事考慮資本成本及各資本類別之相關風險，並透過發行新股份、發行新債務或贖回現有債務，以平衡其整體資本架構。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

27. DISPOSAL OF SUBSIDIARIES

For the year ended 30 June 2007, most of the subsidiaries had been dissolved or struck off. The net liabilities of these subsidiaries were as follows:

27. 註銷附屬公司

於截至二零零七年六月三十日止年度，大部份附屬公司已經解散或被剔除。該等附屬公司之負債淨額如下：

		HK\$' 000 千港元
Net liabilities disposed of:	所註銷之負債淨額：	
Accruals, deposits received and other payables	應計費用、已收按金及其他應付款項	4,079
Due to winding up subsidiaries	應付清盤附屬公司款項	11,982
Due to directors	應付董事款項	262
		<hr/>
Gain on disposal	註銷收益	16,323
		<hr/>

28. CASH AND CASH EQUIVALENTS

28. 現金及現金等值項目

		Group 本集團	
		2008 二零零八年 HK\$ 港元	2007 二零零七年 HK\$ 港元
Bank balances and cash	銀行結存及現金	25,608	23,464
Bank overdrafts (note 23)	銀行透支(附註23)	(174)	-
		<hr/>	<hr/>
		25,434	23,464
		<hr/>	<hr/>

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

29. RELATED PARTY TRANSACTIONS

During the year, the Group entered into the following material related party transactions.

(a) Key management personnel remuneration

Remuneration for key management personnel, including amounts paid to the Company's directors and certain of the highest paid employees as disclosed in note 15 as follows:

		2008 二零零八年 HK\$' 000 千港元	2007 二零零七年 HK\$' 000 千港元
Short term employee benefits	短期僱員福利	2,539	4,583
Post-employment benefits	離職後福利	46	43
		2,585	4,626

(b) During the year, the Group entered into the following material related party transactions.

Related party 關聯方	Transaction 交易	2008 二零零八年 HK\$' 000 千港元	2007 二零零七年 HK\$' 000 千港元
AVT International Limited (note a)	Purchases		
AVT International Limited (附註a)	採購	166	1
	Sales		
	銷售	2,875	3,492
Nicegoal Limited (note b)	Rent paid		
Nicegoal Limited (附註b)	已付租金	312	396

29. 關聯方交易

年內，本集團訂立以下重大關聯方交易。

(a) 管理要員薪酬

管理要員薪酬(包括附註15中披露向本公司董事及若干最高薪僱員支付之款項)如下：

(b) 年內，本集團訂立以下重大關聯方交易。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

29. RELATED PARTY TRANSACTIONS
(Continued)

(c) Included in accruals, deposits received and other payables in the consolidated balance sheet as at 30 June 2008, was amounts of approximately HK\$17,825,000 due to related parties. The amounts are unsecured, interest free and have no fixed term of repayment.

29. 關聯方交易(續)

(c) 於二零零八年六月三十日之綜合資產負債表中的應計費用、已收按金及其他應付款項包括約17,825,000港元之應付關聯方款項。有關款項為無抵押、免息及無固定還款期。

Related party	關聯方	2008 二零零八年 HK\$' 000 千港元	2007 二零零七年 HK\$' 000 千港元
Nicegoal Limited (note b)	Nicegoal Limited (附註b)	1,103	869
Trade Honour Limited (note c)	Trade Honour Limited (附註c)	654	654
AVT International Limited (note a)	AVT International Limited (附註a)	16,012	-
AVT Industrial Limited (note d)	AVT Industrial Limited (附註d)	56	-
		17,825	1,523

Notes:

- a) AVT International Limited is controlled by a minority shareholder and director of AVT Electronics Limited which is a subsidiary of the Company. The above transactions were carried out at terms determined and agreed with both parties.
- b) Nicegoal Limited is controlled by the minority shareholders of AVT Electronics Limited. The rental expenses were based on the tenancy agreement signed by the Group and Nicegoal Limited.
- c) Trade Honour Limited is the parent company of the Company.
- d) AVT Industrial Limited is controlled by a minority shareholder and director of AVT Electronics Limited.

附註:

- a) AVT International Limited由本公司附屬公司AVT Electronics Limited之少數股東及董事所控制。上述交易乃按雙方釐定及同意之條款進行。
- b) Nicegoal Limited由AVT Electronics Limited之少數股東所控制。租金開支乃根據本集團與Nicegoal Limited簽訂之租賃協議而釐定。
- c) Trade Honour Limited為本公司之母公司。
- d) AVT Industrial Limited由AVT Electronics Limited之少數股東及董事所控制。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

30. OPERATING LEASE AND OTHER COMMITMENTS

At 30 June 2008, the Group had commitments for future minimum lease under non-cancellable operating leases in respect of land and buildings which fall due as follows:

Not later than one year	不超過一年
Later than one year and not later than five years	一年後但不超過五年

30. 經營租約及其他承擔

於二零零八年六月三十日，本集團根據不可撤銷之經營租約就有關土地及樓宇到期應付之未來最低租約承擔如下：

	2008 二零零八年 HK\$' 000 千港元	2007 二零零七年 HK\$' 000 千港元
	348	2,103
	-	1,344
	348	3,447

31. LITIGATIONS

- (a) On 30 April 2008, eCyber China Holdings Limited obtained a summary of judgment against CIL Holdings Limited on the sum of approximately HK\$6.9 million plus interest and assessed legal costs in the sum of approximately HK\$89,000.

CIL Holdings Limited filed Notice of Appeal to a Judge in Chambers with the High Court on 14 May 2008 and the said Appeal is pending.

The amount of HK\$9,098,000 had been provided for in the financial statements in prior years and further amount of HK\$200,000 is provided in current year for the possible interest and legal cost up to 30 June 2008.

31. 訴訟

- (a) 於二零零八年四月三十日，光訊控股集團有限公司取得針對華建控股有限公司之簡易判決，乃有關約6,900,000港元之款項以及約89,000港元之利息及經評定法律費用。

華建控股有限公司已於二零零八年五月十四日向高等法院內庭的法官提交上訴通知書，而有關上訴現為待決。

於上年度已於財務報表中作出9,098,000港元撥備，本年度已就直至二零零八年六月三十日為止之潛在利息及法律費用作出200,000港元的進一步撥備。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

31. LITIGATIONS (Continued)

- (b) China Gold Finance Limited claims against CIL Holdings Limited for outstanding loan in the total sum of HK\$69.3million on 27 June 2001 (whereas HK\$40,000,000 being the alleged principal loan and HK\$29.3million being alleged outstanding interest up to 27 June 2001) plus interest and legal cost.

The amount of HK\$69.3 million had been provided for in the financial statements in prior years.

In the opinion of legal counsel, it is premature to predict the outcome of the claim against the Company by China Gold Finance Limited. The Board is of the opinion that the outflow of economic benefits cannot be reliably estimated and accordingly no interest and legal cost are provided in the consolidated financial statements since 27 June 2001.

- (c) Hom Fu Lee Company Limited ("Hom Fu") claimed against Pilot Apex Development Limited, a subsidiary of the Company for outstanding rent, rates and management fee.

On 31 July 2007, Interlocutory Judgment and Order was granted in the Hom Fu's favour. The Group should pay Hom Fu the outstanding rent, rates, management fee and the interest on the amount of outstanding rent at the rate of 3% above the HSBC's best lending rate for the period from 1 January 2007 to the date of payment. The Group had settled part of the judgment sum and the balance had been provided in the financial statement.

31. 訴訟(續)

- (b) 於二零零一年六月二十七日，China Gold Finance Limited就尚未支付貸款總額69,300,000港元(其中40,000,000港元被指稱為貸款本金額，而29,300,000港元則被指稱為截至二零零一年六月二十七日止之尚未支付利息)，加利息及法律費用，對華建控股有限公司提出索償。

為數69,300,000港元之金額已於過往年度之財務報表內作出撥備。

法律顧問認為，預測China Gold Finance Limited對本公司提出申索一事之結果實為言之尚早。董事會認為，無法可靠地估計經濟利益之流失，因此，自二零零一年六月二十七日以來，概無於綜合財務報表就利息及法律費用作出撥備。

- (c) 鴻富利有限公司(「鴻富」)就尚未支付之租金、差餉及管理費對本公司之附屬公司Pilot Apex Development Limited提出申索。

於二零零七年七月三十一日發出之非正審判決及法令均對鴻富有利。本集團應向鴻富支付尚未支付之租金、差餉及管理費以及就由二零零七年一月一日起至付款日期止期間之未付租金按滙豐銀行最優惠借貸利率加3厘之利率計算之利息。本集團已結清部份判決總額，而結餘已於財務報表作出撥備。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

31. LITIGATIONS (Continued)

As the result of the Group's breach of the provision of the tenancy agreement, Hom Fu would have suffered the loss and damages upon recovery of possession of the premises from the Group. Such loss and damages are still liable to be paid by the Group to Hom Fu upon the amount being assessed and/or quantified. No provision has been made in this regard.

- (d) The Company claims against Kwok Han Qiao (formerly known as Kwok Wai Tak Edward) in 2001 for an account from Kwok Han Qiao of principal total sum of HK\$98 million and the profit deprived therefrom and payment of such sums so found to the Company plus interest and legal costs.

Full provision for impairment had been provided in the financial statement in prior year.

32. SUBSEQUENT EVENTS

Subsequent to balance sheet date the Company has entered into loan agreements with third parties. Proceeds of approximately HK\$3 million has been received.

31. 訴訟(續)

由於本集團違反租賃協議的條文，鴻富於向本集團收回物業之管有權時或會遭受虧損及損失。當金額經評估及／或計量後，該等虧損及損失仍須由本集團向鴻富支付。概無就此作出撥備。

- (d) 本公司於二零零一年對Kwok Han Qiao (前稱Kwok Wai Tak Edward) 申索總本金額為98,000,000港元之賬款，及由此失去之溢利，以及向本公司支付之總額，加利息及法律費用。

已於上個年度之財務報表內作出全數減值撥備。

32. 結算日後事項

於結算日後，本公司與第三方訂立貸款協議，已收到約3,000,000港元之所得款項。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2008 截至二零零八年六月三十日止年度

33. PARTICULARS OF PRINCIPAL SUBSIDIARIES

The following list contains only the particular of subsidiaries which principally affected the results, assets or liabilities of the Group. The class of shares held is ordinary unless otherwise stated.

33. 主要附屬公司詳情

以下名單僅載列主要影響本集團之業績、資產或負債的附屬公司之資料。除另有列明外，持有之股份類別為普通股。

Name 公司名稱	Place of incorporation/ operation 註冊成立/ 營業地點	Issued and fully paid share/ registered capital 已發行及繳足 股份/註冊股本	Percentage of equity interest attributable to the Group 本集團應佔 股本權益百分比	Principal activities 主要業務
AVT Electronics Limited (Note a) (附註a)	Hong Kong 香港	HK\$4,500,100 4,500,100港元	65%	Trading of multi-media products 銷售多媒體產品
Flaconwood Ltd. (Note b) (附註b)	British Virgin Islands 英屬處女群島	US\$1 1美元	100%	Investment Holding 投資控股
Pilot Apex Development Limited (Note b) (附註b)	Hong Kong 香港	HK\$10,000 10,000港元	100%	Dormant 暫無營業
Inout Jewellery Limited (Note b) (附註b)	Hong Kong 香港	HK\$1 1港元	100%	Dormant 暫無營業
Idea Wisdom Investment Limited (Note b) (附註b)	Hong Kong 香港	HK\$10,000 10,000港元	100%	Dormant 暫無營業

Notes:

(a) This subsidiary is not audited by Graham H. Y. Chan & Co.

(b) This subsidiary is directly held by the Company.

附註：

(a) 該附屬公司並非由陳浩賢會計師事務所審核。

(b) 該附屬公司由本公司直接持有。

FINANCIAL SUMMARY 財務概要

RESULTS

業績

Year Ended 30 June

截至六月三十日止年度

		2008 二零零八年 HK\$' 000 千港元	2007 二零零七年 HK\$' 000 千港元	2006 二零零六年 HK\$' 000 千港元	2005 二零零五年 HK\$' 000 千港元	2004 二零零四年 HK\$' 000 千港元
TURNOVER	營業額	159,618	176,943	210,161	121,287	73,411
PROFIT/(LOSS) BEFORE TAXATION	除稅前溢利/ (虧損)	(9,287)	21,563	(122,448)	(7,436)	(53,074)
TAXATION	稅項	-	-	-	-	-
PROFIT/(LOSS) BEFORE MINORITY INTERESTS	未計少數股東權益前 溢利/(虧損)	(9,287)	21,563	(122,448)	(7,436)	(53,074)
MINORITY INTERESTS	少數股東權益	-	-	-	-	-
PROFIT/(LOSS) ATTRIBUTABLE TO SHAREHOLDERS	股東應佔溢利/ (虧損)	(9,287)	21,563	(122,448)	(7,436)	(53,074)

ASSETS AND LIABILITIES

資產與負債

At 30 June

於六月三十日

		2008 二零零八年 HK\$' 000 千港元	2007 二零零七年 HK\$' 000 千港元	2006 二零零六年 HK\$' 000 千港元	2005 二零零五年 HK\$' 000 千港元	2004 二零零四年 HK\$' 000 千港元
TOTAL ASSETS	資產總值	67,415	61,672	57,486	168,123	147,285
TOTAL LIABILITIES	負債總額	(181,358)	(166,328)	(183,705)	(171,894)	(143,620)
MINORITY INTERESTS	少數股東權益	-	-	-	-	-
NET ASSETS/(LIABILITIES) EMPLOYED	應用資產/ (負債)淨值	(113,943)	(104,656)	(126,219)	(3,771)	3,665



Annual Report 2008 年報

CIL HOLDINGS LIMITED
華建控股有限公司