



德祥地產集團有限公司

ITC PROPERTIES GROUP LIMITED

(Stock Code 股份代號 : 199)

Annual Report 年報

2009-2010



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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Cheung Hon Kit (*Chairman*)
Mr. Chan Fut Yan (*Managing Director*)
Mr. Cheung Chi Kit
Mr. Lai Tsan Tung, David
Mr. Chan Yiu Lun, Alan

Non-executive Director

Mr. Ma Chi Kong, Karl

Independent Non-executive Directors

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

COMMITTEES

Audit Committee

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

Remuneration Committee

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

COMPANY SECRETARY

Ms. Yan Ha Hung, Loucia

AUTHORISED REPRESENTATIVES

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

SOLICITORS

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

AUDITOR

Deloitte Touche Tohmatsu

董事會

執行董事

張漢傑先生 (*主席*)
陳佛恩先生 (*董事總經理*)
張志傑先生
賴贊東先生
陳耀麟先生

非執行董事

馬志剛先生

獨立非執行董事

喬小東先生 (*副主席*)
王志強先生
郭嘉立先生

委員會

審核委員會

王志強先生 (*主席*)
喬小東先生
郭嘉立先生

薪酬委員會

王志強先生 (*主席*)
陳佛恩先生
郭嘉立先生

公司秘書

忻霞虹小姐

法定代表

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

律師

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

核數師

德勤 • 關黃陳方會計師行

CORPORATE INFORMATION

公司資料

PRINCIPAL BANKERS

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

REGISTERED OFFICE

Clarendon House
 Church Street
 Hamilton HM 11
 Bermuda

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

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

WEBSITE

<http://www.itcproperties.com>

STOCK CODE

Hong Kong Stock Exchange 199

主要往來銀行

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

註冊辦事處

Clarendon House
 Church Street
 Hamilton HM 11
 Bermuda

香港主要營業地點

香港
 中環
 夏愨道12號
 美國銀行中心31樓3102室

主要股份登記及過戶處

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

股份登記及過戶香港分處

卓佳秘書商務有限公司
 香港灣仔
 皇后大道東28號
 金鐘匯中心26樓

網址

<http://www.itcproperties.com>

股份代號

香港聯交所 199

CHAIRMAN'S STATEMENT

主席報告書

BUSINESS REVIEW

Turnover for the year ended 31st March, 2010 was approximately HK\$314.4 million, a strong growth of HK\$169.3 million when compared to last year (HK\$145.1 million), mainly due to significant increase in proceeds from the sale of securities and properties during the year. Gross profit improved accordingly from HK\$44.1 million last year to approximately HK\$50.6 million for current year.

Income from loan financing amounted to HK\$14.8 million for the year, reduced from HK\$21.8 million last year mainly due to the repayment of other loan receivables and loans due from related companies during the year.

The Group's property investment in Hong Kong has benefited from the robust performance of the local property sector in 2009, amid low mortgage interest rates and expectation of inflation. During the year, the Group has recognised increase in fair value of investment properties of HK\$39.7 million and reversal of impairment losses on properties held for sale of HK\$92.6 million for the year. Besides, the Group's securities investment also benefited from the rebound of the stock markets since the second quarter of 2009. The Group has realised certain investments in financial instruments and has recorded a net gain of approximately HK\$170.7 million. Altogether, the Group achieved a profit of HK\$102.9 million for the year ended 31st March, 2010 showing a strong turn-around from the loss of HK\$461.8 million last year.

業務回顧

截至二零一零年三月三十一日止年度，本集團之營業額約為港幣314,400,000元，與去年（港幣145,100,000元）比較大幅增長港幣169,300,000元，主要由於本年度銷售證券及物業之所得款項大幅上升。毛利相應改善，由去年港幣44,100,000元增加至本年度約港幣50,600,000元。

年內貸款融資收入為港幣14,800,000元，較去年港幣21,800,000元有所減少，主要由於年內償還其他應收貸款及關連公司之貸款。

在按揭息口處於低位及預期出現通脹下，本集團於香港之物業投資受惠於二零零九年本地房地產業市場之理想表現。本集團於年內已確認港幣39,700,000元之投資物業公平值增加及於年內撥回港幣92,600,000元之待售物業減值虧損。此外，本集團之證券投資亦受惠於自二零零九年第二季起之股票市場反彈。本集團套現若干財務工具之投資，故錄得淨溢利約港幣170,700,000元。因此，本集團於截至二零一零年三月三十一日止年度總計取得達致港幣102,900,000元之溢利，較去年同期錄得港幣461,800,000元虧損大幅回升。

CHAIRMAN'S STATEMENT

主席報告書

BUSINESS REVIEW (Cont'd)

Property

Macau:

In April 2010, Empresa De Fomento Industrial E Comercial Concórdia, S.A. ("Concordia"), in which the Group has an effective interest of 35.5%, launched the presale of the first phase of its development in Cotai South, Macau, named "One Oasis". One Oasis includes five residential towers with saleable gross floor area of approximately 1.3 million sq. ft. and a state-of-the-art clubhouse facility. The presale was met with good market response and available units were nearly sold out at an encouraging average price of about HK\$4,000 per sq. ft. which secured a substantial profit contribution to the Group to be recognised upon its completion. The special units in these towers will be marketed in September this year and the next 5 blocks immediately thereafter. Construction works are in smooth progress with completion of the first phase expected in mid-2012.

業務回顧(續)

物業

澳門：

於二零一零年四月，本集團擁有35.5%實際權益之聯生發展股份有限公司(「聯生」)開始預售其於澳門路環南岸的發展項目的第一期，名為「金峰南岸」。金峰南岸包括五幢住宅大廈(總銷售樓面面積約為1,300,000平方呎)並擁有殿堂級會所設施。市場對預售反應熱烈，可供出售的單位接近售罄，每平方呎平均售價約為港幣4,000元，為本集團帶來重大溢利貢獻，該等溢利將於落成後確認。該等大廈的特式單位的市場推廣活動將於本年度九月展開，而另外五幢的市場推廣活動將於隨後即時展開。建築工程進展順利，第一期預期於二零一二年中完成。



In December 2009, the Group entered into an agreement to dispose of all its interest in 44 residential units at Zhu Kuan Mansion for approximately HK\$132.1 million. Subsequently, another 3 units together with 3 car parking spaces at Pearl on the Lough have been sold during the year. These disposals together contributed a reasonably good profit for the Group. The remaining portfolio of property inventory in Macau, which consists 12 residential units and 12 car parking spaces are still available for sale.

於二零零九年十二月，本集團訂立協議，出售其於珠江大廈44個住宅單位之所有權益，代價約為港幣132,100,000元。其後於年內已另外出售海明灣畔之3個住宅單位及3個停車位。該等出售合共為本集團帶來令人滿意的利潤。於澳門之餘下物業存貨組合包括12個住宅單位及12個停車位仍可供出售。

CHAIRMAN'S STATEMENT

主席報告書

BUSINESS REVIEW (Cont'd)

Property (Cont'd)

HK:

During the year, the Group has completed the acquisition of the interests over 90% in property interests at Nos. 35, 37, 39-39A, 39B and 39C Tung Lo Wan Road and the whole block interests at No. 33 Tung Lo Wan Road. Together with the prior acquisitions of the interests in over 90% property interests at No. 7 Moreton Terrace and the whole block interests at Nos. 19-21 Shelter Street, the Group intends to redevelop these properties on an amalgamated site area of about 11,700 sq. ft. into a block of deluxe residential high-rise and a block of hotel/commercial complex (the "Causeway Bay Project"). Up to the date of this report, the Group has successfully secured the acquisition of all the remaining units.

Foundation works at 703 and 705, Nathan Road (the "Nathan Road Project"), in which the Group has entire interest, are actively in progress. The site will be developed into a Ginza-style retail, food and beverage complex with gross floor area of approximately 30,000 sq. ft. Completion of the new building is expected in mid-2011.

PRC:

In November 2009, the Group has entered into an agreement to form a joint venture company (the "JVC") in which the Group has 45% equity interest. The JVC is principally engaged in the development and management of a hot spring and resort project (the "Guiyang Project") in Guiyang City, the People's Republic of China (the "PRC"). The JVC has secured to obtain through public listing and bidding process the state-owned land use rights certificates of parcels of land in Wudang District, Guiyang City, Guizhou Province, the PRC with site area of approximately 697,746 m² (the "Guiyang Land"). The Guiyang Land can be developed for residential, commercial, cultural, recreational and resort uses and the preliminary maximum plot ratio is in the range of 1.0 to 1.5.

In December 2009, the Group entered into two sale and purchase agreements (the "Agreements") to acquire Newskill Investments Limited ("Newskill"). On completion, the Group, through Newskill and its subsidiaries, will own a parcel of land (the "JY1 Land") situated at the junction of Zhongshan Wu Road (中山五路) and Education Road (教育路) in Yuexiu District (越秀區), one of the prime shopping and commercial districts in Guangzhou, the PRC. The gross site area of the JY1 Land is 9,710 m² and is planned to be developed into a high-class shopping arcade with 4 basement floors and 7-storeys above ground with gross floor area of about 64,514 m². The consideration for the acquisition is HK\$960 million.

The title transfer of the parcel of land at Hengqin, Zhuhai, located right on the waterfront across from Cotai, Macau is still pending upon lifting of moratorium for land transfer within the Hengqin area. The site area is approximately 26,000 m² with plot ratio of 1.6 which permitted uses under prevailing town planning guidelines included commercial, residential, hotel and retail.

In February 2010, the Group has entered into an agreement for the formation of a joint venture, in the name of 三亞創新休閒產業投資有限公司 ("三亞創新") in which the Group has 45% interest. The principal activity of 三亞創新 is to explore investment opportunity in Sanya Innovative New City Recreational Park and Marina, which is located at bayou of River NingYuan (around 40 kilometers from Sanya City), for the development of property, marina and leisure businesses. As at the date of this report, there is good progress in the negotiation with the relevant government authorities in relation to the leasing and/or acquisition of land parcel designated for this purpose.

業務回顧(續)

物業(續)

香港:

年內，本集團完成收購銅鑼灣道35號、37號、39號-39號A、39號B及39號C物業超過90%之物業權益及銅鑼灣道33號整幢物業之物業權益。連同早前收購摩頓臺7號逾90%物業權益及信德街19-21號整幢物業之物業權益，本集團目前擬於經整合地盤面積約11,700平方呎之土地上重新發展該等物業為一幢豪華住宅高樓及一幢酒店／商業綜合物業(「銅鑼灣項目」)。截至本報告日期，本集團已成功確保收購全部餘下之單位。

本集團擁有全部權益位於彌敦道703號及705號(「彌敦道項目」)的地基工程正在進行中。該地盤將發展成建築面積約為30,000平方呎之銀座式零售及餐飲綜合項目。新樓宇預計於二零一一年中落成。

中國:

於二零零九年十一月，本集團訂立了一份有關成立一間合營公司(「合營公司」)之協議，本集團擁有該合營公司之45%股本權益。該合營公司主要從事中華人民共和國(「中國」)貴陽市一個溫泉及度假村項目(「貴陽項目」)之發展和管理。合營公司已透過公開掛牌及投標程序確保取得中國貴州省貴陽市烏當區數幅土地之國有土地使用權證，該土地之地盤面積約為697,746平方米(「貴陽土地」)。貴陽土地可發展作住宅、商業、文化、消閒及度假村用途，而初步之最高地積比率介乎1.0至1.5。

於二零零九年十二月，本集團訂立兩份買賣協議(「協議」)收購新藝投資有限公司(「新藝」)。完成收購後，本集團將通過新藝及其附屬公司擁有一幅位於越秀區(中國廣州其中一個主要購物及商業區)中山五路及教育路交界之地塊(「JY1土地」)。JY1土地總地盤面積為9,710平方米，計劃發展為擁有4層地庫和7層高地面建構物、總樓面面積約為64,514平方米之高級商場。收購代價為港幣960,000,000元。

澳門路氹海濱對岸珠海橫琴一幅土地之所有權轉讓申請因橫琴地區之土地轉讓暫停而仍然待決。該項目之地盤面積約為26,000平方米，地積比率為1.6，根據現時城市規劃指引，此地盤可發展用途包括商業、住宅、酒店及零售商場。

於二零一零年二月，本集團訂立協議，成立名為三亞創新休閒產業投資有限公司(「三亞創新」)之合資公司，其中本集團持有45%權益。三亞創新之主要業務為發掘於三亞創新新城體育公園及遊艇碼頭(位於寧遠河河口，距三亞市約40公里)之商機，以發展物業、遊艇碼頭及消閒業務。於本報告日期，與相關政府機關就租賃及／或收購指定作此用途之地塊之商討進度良好。

CHAIRMAN'S STATEMENT

主席報告書

BUSINESS REVIEW (Cont'd)

Property (Cont'd)

PRC: (Cont'd)

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

業務回顧(續)

物業(續)

中國:(續)

本集團持有作發展/待售之主要物業現有權益概述如下:

Location 地點	Usage 用途	Group's interest 本集團 所佔權益 (%)	Attributable Gross Floor Area 所佔 建築面積 (sq. ft.) (平方呎)
Concordia Land situated at Estrada de Seac Pai Van, Macau 位於澳門石排灣馬路之聯生土地	Residential/Commercial/Hotel 住宅/商業/酒店	35.5	2,250,000
12 residential units and 12 car parking spaces at Pearl on the Lough, Iiha da Taipa, junto à Estrada Nordeste da Taipa Aterro da Baía de Pac On, Macau 位於澳門氹仔北安灣P05地段海明灣畔之12個住宅單位及12個停車位	Residential 住宅	100	29,000
Nathan Road Project situated at 703 and 705, Nathan Road, Mongkok, Kowloon, Hong Kong 位於香港九龍旺角彌敦道703號及705號之彌敦道項目	Retailing 零售	100	30,000
Causeway Bay Project comprising: 銅鑼灣項目, 包括:			
- No. 7 Moreton Terrace, Causeway Bay, Hong Kong - 香港銅鑼灣摩頓臺7號	Hotel/Commercial 酒店/商業	100	31,000
- Nos. 19-21 Shelter Street, Causeway Bay, Hong Kong - 香港銅鑼灣信德街19-21號	Residential 住宅	100	91,000
- No. 33 Tung Lo Wan Road, Causeway Bay, Hong Kong - 香港銅鑼灣銅鑼灣道33號			
- Nos. 35, 37, 39-39A, 39B and 39C Tung Lo Wan Road, Causeway Bay, Hong Kong - 香港銅鑼灣銅鑼灣道35號、37號、39-39號A、39號B及39號C			
Guiyang Land situated at Wudang District, Guiyang City, Guizhou Province, the PRC 位於中國貴州省貴陽烏市當區之貴陽土地	Residential/Commercial/ Cultural/Recreational/Resort 住宅/商業/ 文化/消閒/度假村	45	3,300,000

Golf and Leisure

Turnover from golf and leisure business during the year was HK\$55.2 million (2009: HK\$49.5 million) with a segmental loss of HK\$20.5 million (2009: HK\$10.5 million).

高爾夫球及消閒

年內來自高爾夫球及消閒業務之營業額為港幣55,200,000元(二零零九年:港幣49,500,000元),分部虧損為港幣20,500,000元(二零零九年:港幣10,500,000元)。

CHAIRMAN'S STATEMENT

主席報告書

BUSINESS REVIEW (Cont'd)

Golf and Leisure (Cont'd)

The local government authority has in principle consented to the Group's development plan of members' village within Sun Valley Golf Resort of about gross floor area of 76,700 m². Together with prior approval for the development of the enlarged hotel development plan of gross floor area of approximately 66,800 m², the aggregate gross floor area is about 143,500 m². Detailed development plan has further been submitted to the local government authorities for the construction of about 250 spa villas to provide its members with exclusive lodging facilities. Model flats are being built and presale of golf memberships accompanied with the exclusive usage right of spa villas is in the planning stage (the "Sanya Golf Project"). A number of investors have been attracted by the investment potential of the Sun Valley Golf Resort and been lobbying with the Group for joint development. On 21st July, 2010, the Group has entered into an agreement to dispose of 65% of the Group's interest in Sun Valley Golf Resort for a cash consideration of approximately HK\$746.0 million which is expected to contribute to the Group a substantial profit of around HK\$490.9 million upon completion scheduled early 2011.

After the disposal of the entire interest in the Lotus Hill Golf Resort, the Group remains as the lessee of the golf resort as well as a partner to the development of villas therein. The development, through the joint venture, of 28 villas within the golf resort is progressing well. In November 2009, a selling agency agreement on a fully underwritten basis has been entered into which has secured a reasonable profit from the joint venture to the Group.

Securities Investment

To take advantage from the rebound in the securities market during the year, the Group realised considerable gain from the partial disposal of its securities investment. During the year, turnover and segmental profit from securities investment were HK\$186.4 million (2009: HK\$53.5 million) and HK\$169.8 million (2009: a segmental loss of HK\$171.1 million) respectively. As at 31st March, 2010, the Group had available-for-sale investments and financial assets at fair value through profit or loss in an aggregate sum of HK\$194.4 million, mainly comprised shares listed in Hong Kong and Singapore.

Financing

During the year, the Group had interest income from convertible bonds, a related company and other loan receivables of HK\$21.1 million. As at the year end date, debt portion of convertible bonds and other loan receivables of the Group amounted to HK\$43.4 million and HK\$212.0 million respectively.

FINANCIAL REVIEW

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

During the year, the Group has obtained additional bank and other borrowings of approximately HK\$492.6 million, mainly to finance the development of the Nathan Road Project, the Causeway Bay Project and refinance certain debts upon their maturities. As at the year end date, total borrowings from financial institutions amounted to HK\$477.7 million, of which HK\$464.1 million is repayable after one year. The Group's gearing ratio at the year end date was 0.81 (2009: 0.64), determined as the proportion of the Group's bank borrowings and convertible note payables (after deducting the pledged bank deposits and the bank balances and cash of HK\$202.9 million) to the Group's shareholders' funds of HK\$2,114.6 million.

業務回顧(續)

高爾夫球及消閒(續)

當地政府機關原則上同意本集團之建築面積約76,700平方米之紅峽谷高爾夫球度假俱樂部會員度假村發展計劃。連同早前批准建築面積約66,800平方米之經擴大酒店發展計劃項下發展，總建築面積將約為143,500平方米。具體發展計劃已呈交當地政府機關，以批准興建約250間水療別墅，為其會員提供專有住宿設施。示範單位正在興建中，而高爾夫球會籍連同水療別墅之獨家使用權預售正處於計劃階段（「三亞高爾夫項目」）。不少投資者為紅峽谷高爾夫球度假俱樂部發展潛力所吸引並與本集團磋商合作發展。於二零一零年七月二十一日，本集團簽訂一份協議出售本集團於紅峽谷高爾夫球度假俱樂部之65%權益，作價約港幣746,000,000元，並預計將於完成時（預期二零一一年初）為本集團貢獻約港幣490,900,000元之重大利潤。

於出售蓮花山高爾夫球度假村之全部權益後，本集團繼續為該高爾夫球度假村之承租人以及該高爾夫球度假村內之別墅之發展夥伴。高爾夫球度假村內28幢別墅正透過合營公司進行發展，且進度理想。於二零零九年十一月，一份全面包銷基準之銷售代理協議已訂立，確保本集團取得合理之應佔合營公司溢利。

證券投資

受惠於年內證券市場之反彈，本集團藉出售其部分證券投資而獲得可觀收益。年內，證券投資之營業額及分部溢利分別為港幣186,400,000元（二零零九年：港幣53,500,000元）及港幣169,800,000元（二零零九年：分部虧損港幣171,100,000元）。於二零一零年三月三十一日，本集團之可供出售投資及按公平值列賬及計入損益之金融資產合共為港幣194,400,000元，主要包括在香港及新加坡上市之股份。

融資

於年內，本集團來自可換股債券、一間應收關連公司款項及其他應收貸款之利息收入為港幣21,100,000元。於年結日，本集團之可換股債券之負債部分及其他應收貸款分別為港幣43,400,000元及港幣212,000,000元。

財務回顧

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

於年內，本集團已取得約港幣492,600,000元的額外銀行及其他借貸，主要為彌補道項目、銅鑼灣項目的發展提供資金，並於若干負債到期後再融資。於年結日，銀行及其他來自金融機構之借貸總額為港幣477,700,000元，當中港幣464,100,000元將於一年後償還。本集團於年結日之淨資產負債比率為0.81（二零零九年：0.64），乃按本集團之銀行借貸與可換股票據應付款項（經扣除已抵押銀行存款及銀行結餘及現金港幣202,900,000元）與本集團之股東資金港幣2,114,600,000元之比例計算。

CHAIRMAN'S STATEMENT

主席報告書

FINANCIAL REVIEW (Cont'd)

The Group's borrowings from financial institutions are interest-bearing with variable rates. Given the management's anticipation of stable interest rates in the capital market, no hedging instruments were used against any unfavorable interest rate fluctuations.

Most of the assets and liabilities of the Group were denominated in Hong Kong dollars, Renminbi and Macau Pataca, hence the Group's exposure to fluctuations in foreign exchange rates is minimal.

To further strengthen the Group's financial resources and liquidity position, the Company had completed the placing of 94,000,000 new ordinary shares of HK\$0.01 each at HK\$1.60 each ("Placing") in June 2010. The net proceeds of approximately HK\$146.1 million were retained as general working capital for business development.

NUMBER OF EMPLOYEES AND REMUNERATION POLICIES

As at the year end date, the number of employees of the Group was 557 (2009: 553). Employees are remunerated according to their qualifications and experience, job nature and performance, under the pay scales aligned with market conditions. Other benefits to employees include medical, insurance cover, share options and retirement schemes. On 29th March, 2010, the Company had granted share options with an exercise price of HK\$2.22 per share to certain directors, senior management and employees of the Group pursuant to the terms and conditions of the share option scheme adopted by the Company on 26th August, 2002 (the "2002 Scheme").

OUTLOOK

Since 2005, the Group has been focusing its core activity on property businesses with Concordia and Sun Valley Golf Resort being the first two development projects acquired. This investment strategy has proven to be a huge success as evident in the presale of One Oasis recently as well as the partial disposal of 65% interest in Sun Valley Golf Resort, which have secured substantial profits for the Group. Further gains on Concordia are anticipated to be recognised over time in the future as their subsequent phases are launched against the backdrop of global economic recovery and steady growth of the Mainland's economy. Based on the Group's prevailing plan over its project portfolio, the developments of further phases of Concordia, the Causeway Bay Project, the Nathan Road Project, the Sanya Golf Project and phase 1 of the Guiyang Project will be completed over the coming years, by the time which the Group can undoubtedly take full benefit in the next economy cycle upswing. For other properties held for sale, the Group has been taking steps to cash in on the investments. The Group will continue with this investment strategy to search for quality properties by taking a prudent approach with primary focus on enhancing the synergistic value of its existing portfolio.

Despite the recent property market cooling measures including the tightening of real-estate financing adopted by the PRC government as efforts to cool down the soaring housing prices, it is expected that, being one of the fastest growing economies in the world, property demand in the PRC will continue to grow in the middle to long run. Investors, on the whole, prefer property as their core investments due to the record low interest rates, low public confidence in financial products as well as early signs of economic recovery worldwide. Coupled with the fact that there will only be limited new supply of properties in prime locations in Hong Kong and Macau in the foreseeable future, the Group is in an advantageous position to bring into fruition value for its shareholders. Barring unforeseen circumstances, the Group is confident in capturing future capital gains from its investment portfolio.

財務回顧(續)

本集團之金融機關借貸按浮動利率計息。鑒於管理層預期資本市場之利率穩定，因此並未針對任何不利的利率波動使用對沖工具。

本集團大部分資產及負債均以港幣、人民幣及澳門幣計算，因此，本集團所面對之匯率波動風險極微。

為進一步加強本集團之財務資源及流動資金狀況，本公司已於二零一零年六月完成按港幣1.60元之配售價配售94,000,000股每股港幣0.01元之新普通股（「配售事項」）。約港幣146,100,000元之所得款項淨額將保留作一般營運資金以發展業務。

僱員人數及薪酬政策

於年結日，本集團之僱員人數為557人（二零零九年：553人）。本集團按員工之資歷及經驗、工作性質及表現以及市場薪酬情況釐定薪酬待遇。其他僱員福利包括醫療、保險、購股權及退休計劃。於二零一零年三月二十九日，本公司根據本公司於二零零二年八月二十六日採納之購股權計劃之條款及條件，向本集團之若干董事、高級管理層及僱員授出每股行使價為港幣2.22元之購股權（「2002年計劃」）。

展望

自二零零五年起，本集團專注於其物業業務核心活動，首兩項收購發展項目為聯生及紅峽谷高爾夫球度假俱樂部。此投資策略成績驕人，如近期進行的金峰南岸預售以及出售紅峽谷高爾夫球度假俱樂部之部分權益（65%），為本集團帶來可觀溢利。在全球經濟復甦及內地經濟穩健增長的背景下，日後陸續推出金峰南岸未開售單位預期將進一步帶來收益。根據本集團目前對其項目組合之計劃，聯生之未開售項目、銅鑼灣項目、彌敦道項目、三亞高爾夫項目及貴陽項目第一期將於未來數年完成，屆時，本集團勢將受惠於下一個經濟增長周期。就其他待售物業而言，本集團已採取措施從其投資賺取利潤。本集團將貫徹此投資策略，透過審慎方式物色優質物業，並主要集中於提高其現有組合的協同價值。

儘管中國政府近日推出包括收緊房地產融資的樓市減溫措施以壓抑飆升的樓價，預期中國作為全球經濟增長最迅速的經濟體之一，物業需求將於中期至長期繼續增長。整體而言，由於利率處於歷史低位、公眾對金融產品的信心不足以及出現全球經濟復甦的初步跡象，因此，投資者仍屬意以物業作為其核心投資。加上於可見將來，香港及澳門的黃金地段的新物業供應有限，本集團正處於有利位置，可為其股東帶來豐厚回報。在沒有不可預見的情況下，本集團有信心於未來從其投資組合取得資本收益。

CHAIRMAN'S STATEMENT

主席報告書

PLEDGE OF ASSETS

As at 31st March, 2010, the Group's general credit facilities granted by banks and financial institutions were secured by pledges of the Group's investment properties under development of HK\$232.0 million, properties held for sale in an aggregate value of HK\$803.8 million, bank deposits of HK\$42.2 million and property, plant and equipment of HK\$0.2 million.

SECURITIES IN ISSUE

On 28th January, 2010 and 2nd February, 2010, the Company issued and allotted a total of 2,113 new ordinary shares of HK\$0.01 each (the "Shares") at the adjusted exercise price of HK\$2.625 per Share upon exercise of the subscription rights attaching to the adjusted warrants issued pursuant to the rights issue by the Company (the "Warrants") on 5th August, 2008. The subscription rights attaching to the outstanding Warrants which have not been exercised were expired on 4th February, 2010 in accordance with the terms and conditions of the instrument dated 5th August, 2008 constituting the Warrants.

On 1st December, 2009, 31,720 adjusted share options (the "Options") granted under the 2002 Scheme at the adjusted exercise price of HK\$10.55 per Share were lapsed upon resignation of an employee of the Company. On 29th March, 2010, a total of 3,666,832 adjusted Options at the adjusted exercise price of HK\$10.55 per Share were cancelled and the Company granted an aggregate of 21,890,000 Options at an initial exercise price of HK\$2.22 (subject to adjustment) per Share.

As at 31st March, 2010, there were 470,919,597 Shares in issue and a total of the 21,890,000 Options granted by the Company at an initial exercise price of HK\$2.22 (subject to adjustment) per Share which remain outstanding. In addition, the Company has issued (i) zero coupon convertible notes due 2010 in the aggregate outstanding principal amount of HK\$471,050,000 at the adjusted conversion price of HK\$5.675 per Share on 11th August, 2005; (ii) zero coupon convertible notes due 2010 in the aggregate outstanding principal amount of HK\$17,476,177 at the adjusted conversion price of HK\$5.675 per Share on 8th June, 2006; and (iii) 1% convertible notes due 2011 in the aggregate outstanding principal amount of HK\$906,000,000 at the adjusted conversion price of HK\$9.025 per Share on 15th June, 2006 respectively, all of which remain outstanding.

Save as disclosed above, there was no movement in the issued share capital of the Company during the year ended 31st March, 2010.

APPRECIATION

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

Cheung Hon Kit
Chairman

Hong Kong, 22nd July, 2010

資產抵押

於二零一零年三月三十一日，銀行及金融機構向本集團授出之一般信貸額度乃以本集團總值港幣232,000,000元之發展中投資物業、總值港幣803,800,000元之待售物業、港幣42,200,000元之銀行存款及港幣200,000元之物業、機械及設備作抵押。

發行證券

於二零一零年一月二十八日及二零一零年二月二日，本公司於行使本公司於二零零八年八月五日進行之供股所發行的經調整認股權證（「認股權證」）所隨附的認購權後，按每股港幣2.625元的經調整行使價發行並配發合共2,113股每股港幣0.01元之新普通股（「股份」）。尚未行使認股權證所隨附之認購權根據日期為二零零八年八月五日構成認股權證之文據之條款及條件於二零一零年二月四日到期。

於二零零九年十二月一日，於本公司一名僱員辭職後，根據二零零二年計劃按每股港幣10.55元之經調整行使價授出之31,720份經調整購股權（「購股權」）失效。於二零一零年三月二十九日，合共3,666,832份經調整行使價為每股港幣10.55元之經調整購股權失效及本公司按初步行使價每股港幣2.22元（可予調整）授出合共21,890,000份購股權。

於二零一零年三月三十一日，已發行股份數目為470,919,597股，並有合共21,890,000份由本公司按港幣2.22元（可予調整）之初步行使價授出之購股權尚未行使。此外，本公司已分別(i)於二零零五年八月十一日按每股港幣5.675元之經調整兌換價發行二零一零年到期零息可換股票據（尚未行使之本金總額為港幣471,050,000元）；(ii)於二零零六年六月八日按每股港幣5.675元之經調整兌換價發行二零一零年到期零息可換股票據（尚未行使之本金總額為港幣17,476,177元）；及(iii)於二零零六年六月十五日按每股港幣9.025元之經調整兌換價發行二零一一年到期1%可換股票據（尚未行使之本金總額為港幣906,000,000元），上述可換股票據均尚未行使。

除以上所披露者外，於截至二零一零年三月三十一日止年度，本公司之已發行股本概無變動。

致謝

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

主席
張漢傑

香港，二零一零年七月二十二日

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員履歷

DIRECTORS

Executive Directors

Mr. Cheung Hon Kit, aged 56, joined the Company as Chairman in April 2005 and a director of various subsidiaries of the Company. He graduated from the University of London with a bachelor of arts degree. Mr. Cheung has over 32 years of experience in real estate development, property investment and corporate finance, and has worked in key executive positions in various leading property development companies in Hong Kong. He is the chairman and an executive director of Rosedale Hotel Holdings Limited (formerly known as Wing On Travel (Holdings) Limited) (01189.HK), an executive director of ITC Corporation Limited (00372.HK), an independent non-executive director of International Entertainment Corporation (08118.HK) and Future Bright Holdings Limited (formerly known as Innovo Leisure Recreation Holdings Limited) (00703.HK).

Mr. Chan Fut Yan, aged 56, joined the Company as Managing Director in April 2005 and a director of various subsidiaries of the Company. He is also a member of the Remuneration Committee of the Company. Mr. Chan has over 37 years of experience in the local construction field specialising in site supervision, planning of works and progress monitoring. He is an executive director of ITC Corporation Limited (00372.HK) and the deputy chairman and an executive director of Paul Y. Engineering Group Limited (00577.HK) (appointed on 31st May, 2010).

Mr. Cheung Chi Kit, aged 44, joined the Company in 2005 and is now an Executive Director. Mr. Cheung is responsible for the finance and accounting functions of the Group. He is also a director of various subsidiaries of the Company. Mr. Cheung has over 22 years of experience in auditing, accounting and financial management. He holds a bachelor's degree in accounting. Mr. Cheung is a member of The Hong Kong Institute of Certified Public Accountants, The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators.

Mr. Lai Tsan Tung, David, aged 56, joined the Company in 2006 and is now an Executive Director. Mr. Lai is also a director of various subsidiaries of the Company and is responsible for the leisure and golf operations of the Group in the People's Republic of China (the "PRC"). He graduated from the University of Birmingham with a bachelor's degree in civil engineering. Mr. Lai has over 31 years of experience in the construction field and has worked for several international construction companies at a senior managerial position.

Mr. Chan Yiu Lun, Alan, aged 26, joined the Company as an Executive Director in March 2010 and a director of various subsidiaries of the Company. He graduated from Trinity College of Arts and Sciences of Duke University, United States of America, with a bachelor of arts degree in Political Science – International Relations. Mr. Chan previously worked in the investment banking division of The Goldman Sachs Group, Inc. He is currently an executive director of ITC Corporation Limited (00372.HK) (appointed on 19th March, 2009) and an alternate director to Dr. Chan Kwok Keung, Charles, a non-executive director of PYI Corporation Limited (00498.HK) (appointed on 19th July, 2010). Mr. Chan was appointed as a director of Burcon NutraScience Corporation ("Burcon") whose issued shares are listed on the Toronto Stock Exchange (Stock Code : BU) and Frankfurt Stock Exchange (Stock Code : WKN 157793) (appointed on 20th April, 2010) and an advisor of the Bisagni Environmental Enterprise (BEE Inc.). He was an alternate director to Ms. Chau Mei Wah, Rosanna in Burcon until 23rd April, 2010.

董事

執行董事

張漢傑先生，56歲，於二零零五年四月加入為本公司主席及本公司多家附屬公司之董事。彼畢業於倫敦大學，持有文學學士學位。張先生於地產發展、物業投資及企業融資方面積逾三十二年經驗。彼曾於香港多間具領導地位的物業發展公司擔任主要行政職務。彼為珀麗酒店控股有限公司(前稱永安旅遊(控股)有限公司) (01189.HK)之主席及執行董事、德祥企業集團有限公司(00372.HK)之執行董事、國際娛樂有限公司(08118.HK)及佳景集團有限公司(前稱澤新遊樂控股有限公司) (00703.HK)之獨立非執行董事。

陳佛恩先生，56歲，於二零零五年四月加入為本公司董事總經理及本公司多家附屬公司之董事。彼亦為本公司薪酬委員會之成員。陳先生於本地建築業內積逾三十七年經驗，專注於地盤監督、工程策劃及施工進度監察工作。彼為德祥企業集團有限公司(00372.HK)之執行董事及保華建築集團有限公司(00577.HK)之副主席兼執行董事(於二零一零年五月三十一日獲委任)。

張志傑先生，44歲，於二零零五年加入本公司，現為執行董事。張先生負責本集團之財務及會計工作。彼亦為本公司多家附屬公司之董事。張先生在審核、會計及財務管理方面積逾二十二年經驗。彼持有會計學士學位。張先生為香港會計師公會、香港特許秘書公會及英國特許秘書及行政人員公會之會員。

賴贊東先生，56歲，於二零零六年加入本公司，現為執行董事。賴先生亦為本公司多家附屬公司之董事，並負責本集團在中華人民共和國(「中國」)之消閒及高爾夫球業務。彼畢業於伯明翰大學，持有土木工程學士學位。賴先生在建築業積逾三十一年經驗，並曾擔任多間國際建築公司之高級管理職位。

陳耀麟先生，26歲，於二零一零年三月加入本公司為執行董事及本公司多家附屬公司之董事。彼畢業於Trinity College of Arts and Sciences，美國杜克大學(Duke University，United States of America)，持有政治學國際關係文學學士學位。陳先生曾任職於高盛集團(The Goldman Sachs Group, Inc.)之投資銀行部。彼現時為德祥企業集團有限公司(00372.HK)之執行董事(於二零零九年三月十九日獲委任)及保華集團有限公司(00498.HK)非執行董事陳國強博士之替任董事(於二零一零年七月十九日獲委任)。陳先生為Burcon NutraScience Corporation(「Burcon」)(其已發行股份於多倫多交易所上市(股份代號：BU)及於法蘭克福交易所上市(股份代號：WKN 157793))之董事(於二零一零年四月二十日獲委任)及為安生態有限公司(BEE Inc.)之顧問。彼曾出任周美華女士於Burcon之替任董事，直至二零一零年四月二十三日止。

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員履歷

DIRECTORS (Cont'd)

Non-executive Director

Mr. Ma Chi Kong, Karl, aged 39, joined the Company as an Executive Director in May 2007 and has been re-designated as a Non-executive Director with effect from 1st January, 2010. He holds a bachelor's degree in business administration and a master's degree in finance. Mr. Ma is also a holder of AIMR Certified Financial Analyst. He has over 17 years of experience in banking industry and property development in the PRC. Since 1998, Mr. Ma has been involved in SOE restructuring and acquisitions, projects financing and real estate investments in major cities of the PRC. He has successfully invested and managed several property deals for private investors including a villa project in Beijing, a vineyard property in Jiangsu Province and office developments in Guangdong Province. Mr. Ma is very active in the property sector in Beijing and is currently a standing member of Beijing Xicheng District China's People Consultative Committee, the PRC.

Independent Non-executive Directors

Mr. Qiao Xiaodong, aged 52, joined the Company as Vice Chairman and an Independent Non-executive Director in February 2008. He is also a member of the Audit Committee of the Company. Mr. Qiao holds a bachelor's degree in science and also a bachelor's degree in business and administration from Norwegian School of Management. He graduated from the Beijing University of Science and Technology. In the early 1990s, Mr. Qiao joined China Council for the Promotion of International Trade as a Patent Attorney, and is the managing director of China Technology Trade (H.K.) Ltd. He has been engaged in real estate business in the PRC since 1997. Mr. Qiao was the chairman and the director in several real estate development companies.

Mr. Wong Chi Keung, Alvin, aged 48, joined the Company as an Independent Non-executive Director in May 2003. He is also the chairman of both the Audit Committee and the Remuneration Committee of the Company. Mr. Wong is a fellow member of The Hong Kong Institute of Certified Public Accountants and The Association of Chartered Certified Accountants and an associate member of The Chartered Institute of Management Accountants. He has over 23 years of experience in accounting and corporate finance gained in property development, construction and manufacturing companies. Mr. Wong was an executive director of CNT Group Limited (00701.HK) (resigned on 1st September, 2008).

Mr. Kwok Ka Lap, Alva, aged 62, joined the Company as an Independent Non-executive Director in October 2001. He is also a member of both the Audit Committee and the Remuneration Committee of the Company. Mr. Kwok has been a marketing manager in an international company engaging in the design of business administration system. He has over 27 years of experience in the insurance and investment business, principally in the senior managerial position leading a sizable sales team. Mr. Kwok is an independent non-executive director of Hanny Holdings Limited (00275.HK) and Rosedale Hotel Holdings Limited (formerly known as Wing On Travel (Holdings) Limited) (01189.HK). He was an executive director of China Strategic Holdings Limited (00235.HK) (resigned on 7th April, 2008).

董事(續)

非執行董事

馬志剛先生，39歲，於二零零七年五月加入本公司為執行董事及自二零一零年一月一日起調任為非執行董事。彼持有工商管理學士學位及財務碩士學位。馬先生亦為投資管理研究協會之特許財務分析師。彼於銀行業及中國物業發展積逾十七年經驗。自一九九八年，馬先生於中國主要城市參與國有企業重組及收購、項目融資及房地產投資。彼成功地為私人投資者投資及管理多個物業買賣包括北京之別墅項目、江蘇省之葡萄園物業以及廣東省之商業樓宇發展。馬先生於北京之地產界非常活躍及現為中國北京市西城區政協常務委員。

獨立非執行董事

喬小東先生，52歲，於二零零八年二月加入本公司為副主席兼獨立非執行董事。彼亦為本公司審核委員會之成員。喬先生持有理科學士及獲挪威商學院的工商管理學士學位。彼畢業於北京理工大學。一九九零年代初期，喬先生受聘於中國國際貿易促進委員會出任專利代理人，及後出任中國技術轉讓(香港)有限公司之董事總經理。自一九九七年後，彼於中國從事房地產行業。喬先生先後出任數家房地產開發公司的董事長及董事職務。

王志強先生，48歲，於二零零三年五月加入本公司為獨立非執行董事。彼亦為本公司審核委員會及薪酬委員會之主席。王先生為香港會計師公會資深會員、英國特許公認會計師公會資深會員及英國特許管理會計師公會會員。彼於物業發展、建築及製造公司方面積逾二十三年會計及企業財務經驗。王先生曾為北海集團有限公司(00701.HK)之執行董事(於二零零八年九月一日辭任)。

郭嘉立先生，62歲，於二零零一年十月加入本公司為獨立非執行董事。彼亦為本公司審核委員會及薪酬委員會之成員。郭先生曾出任一家從事設計商業行政系統之國際公司之市場經理。彼在保險及投資業務方面積逾二十七年經驗，且為高級管理人員，管理具規模之營業隊伍。郭先生為錦興集團有限公司(00275.HK)及珀麗酒店控股有限公司(前稱永安旅遊(控股)有限公司)(01189.HK)之獨立非執行董事。彼曾為中策集團有限公司(00235.HK)之執行董事(於二零零八年四月七日辭任)。

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員履歷

SENIOR MANAGEMENT

Ms. Yan Ha Hung, Loucia, aged 41, is the General Manager (Corporate Services) and the Company Secretary of the Group. She is also a director of various subsidiaries of the Company. Ms. Yan holds a master's degree in business administration. She is an Associate Member (Practitioner's Endorsement) of both The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators. Prior to joining the Group in July 2005, Ms. Yan was the company secretary of certain listed companies in Hong Kong. She has over 16 years of experience in company secretarial and legal affairs.

高級管理人員

忻霞虹小姐，41歲，本集團之總經理(企業事務)及公司秘書。彼亦為本公司多家附屬公司之董事。忻小姐持有工商管理碩士學位。彼為香港特許秘書公會及英國特許秘書及行政人員公會之會員(執業者認可證明)。於二零零五年七月加入本集團前，忻小姐曾為數間上市公司之公司秘書。彼於公司秘書及法律事務方面積逾十六年經驗。

DIRECTORS' REPORT

董事會報告書

The directors of the Company (the "Directors") present their annual report and the audited consolidated financial statements of the Group for the year ended 31st March, 2010.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of the Group are property development and investment in Macau, the PRC and Hong Kong, development and investments in golf resorts and leisure operations in the PRC, securities investment and loan financing services. The activities of the Company's principal subsidiaries are set out in note 50 to the consolidated financial statements of this report.

RESULTS AND APPROPRIATION

The results of the Group for the year ended 31st March, 2010 are set out in the consolidated income statement on page 44 of this annual report.

No dividend was paid during the year. The Directors do not recommend the payment of a dividend for the year ended 31st March, 2010.

FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group for the last five financial years is set out on page 146 of this report.

PROPERTY, PLANT AND EQUIPMENT

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

PRINCIPAL PROPERTIES

Particulars of the Group's principal properties at 31st March, 2010 are set out on pages 147 and 148 of this report.

SHARE CAPITAL

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

DISTRIBUTABLE RESERVES OF THE COMPANY

The Company's reserves available for distribution to its shareholders as at 31st March, 2010 and 2009 were as follows:

本公司之董事(「董事」)謹此提呈本集團截至二零一零年三月三十一日止年度年報及經審核綜合財務報表。

主要業務

本公司乃一投資控股公司。本集團之主要業務為於澳門、中國及香港從事物業發展及投資，於中國從事高爾夫球度假村及消閒經營業務發展及投資、證券投資以及貸款融資服務，其主要附屬公司之業務載於本報告綜合財務報表附註50。

業績及分派

本集團於截至二零一零年三月三十一日止年度之業績載於本年報第44頁之綜合損益表。

本年度並無派發股息。董事不建議派付截至二零一零年三月三十一日止年度之股息。

財務概要

本集團過去五個財政年度之業績、資產及負債摘要刊載於本報告第146頁。

物業、機械及設備

本集團於年內之物業、機械及設備變動詳情載於本年報綜合財務報表附註15。

主要物業

本集團於二零一零年三月三十一日之主要物業詳情載於本報告第147及148頁。

股本

本公司於年內之股本變動詳情載於本報告綜合財務報表附註37。

本公司可供分派儲備

本公司於二零一零年及二零零九年三月三十一日可供向股東分派之儲備如下：

	2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Contributed surplus	113,020	113,020
Retained profit	29,454	57,668
	142,474	170,668

DIRECTORS' REPORT

董事會報告書

DISTRIBUTABLE RESERVES OF THE COMPANY (Cont'd)

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

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

DIRECTORS AND DIRECTORS' SERVICE CONTRACTS

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

Executive Directors:

Mr. Cheung Hon Kit (*Chairman*)
 Mr. Chan Fut Yan (*Managing Director*)
 Mr. Cheung Chi Kit
 Mr. Lai Tsan Tung, David
 Mr. Chan Yiu Lun, Alan
 (*appointed on 1st March, 2010*)

Non-executive Director:

Mr. Ma Chi Kong, Karl
 (*re-designated from an executive Director on 1st January, 2010*)

Independent non-executive Directors:

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

Pursuant to Bye-law 86(2) of the bye-laws of the Company (the "Bye-laws"), Mr. Chan Yiu Lun, Alan, an executive Director, being appointed by the board of Directors (the "Board") during the year, shall retire at the forthcoming annual general meeting (the "AGM"). Pursuant to Bye-law 87(1) of the Bye-laws and the Code on Corporate Governance Practices (the "Code") as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (the "Listing Rules"), Mr. Cheung Chit Kit, an executive Director, Mr. Qiao Xiaodong and Mr. Wong Chi Keung, Alvin, both independent non-executive Directors, will retire at the AGM by rotation. All retiring Directors, being eligible, will offer themselves for re-election at the AGM. Mr. Cheung Hon Kit, Mr. Chan Fut Yan and Mr. Lai Tsan Tung, David, all executive Directors, and Mr. Ma Chi Kong, Karl, a non-executive Director, and Mr. Kwok Ka Lap, Alva, an independent non-executive Director, will continue in office for the ensuing year.

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

本公司可供分派儲備(續)

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

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

董事及董事服務合約

於年內及截至本報告日期止,本公司之在任董事如下:

執行董事:

張漢傑先生(*主席*)
 陳佛恩先生(*董事總經理*)
 張志傑先生
 賴贊東先生
 陳耀麟先生
 (*於二零一零年三月一日獲委任*)

非執行董事:

馬志剛先生
 (*於二零一零年一月一日由執行董事調任*)

獨立非執行董事:

喬小東先生(*副主席*)
 王志強先生
 郭嘉立先生

根據本公司之公司細則(「公司細則」)第86(2)條,陳耀麟先生於年內由董事會(「董事會」)委任為執行董事,將於應屆股東週年大會(「股東週年大會」)退任。根據公司細則第87(1)條及香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄14所載之企業管治常規守則(「守則」),執行董事張志傑先生、獨立非執行董事喬小東及王志強先生,將於股東週年大會輪值退任。所有退任董事均合資格並願意於股東週年大會膺選連任。張漢傑先生、陳佛恩先生及賴贊東先生(全體為執行董事),以及非執行董事馬志剛先生以及獨立非執行董事郭嘉立先生將於來年繼續留任。

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

DIRECTORS' REPORT

董事會報告書

DIRECTORS AND DIRECTORS' SERVICE CONTRACTS (Cont'd)

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

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

As at 31st March, 2010, the interests and short positions of the directors and chief executive of the Company and/or their associates in the shares, underlying shares and convertible notes of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or which were required to be entered into the register maintained by the Company pursuant to section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules, were as follows:

Long position

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

Name of Director 董事姓名	Capacity 身分	Number of issued shares 已發行 股份數目	Number of underlying shares (under equity derivatives of the Company) 本公司 股權衍生工具 項下之相關 股份數目	Aggregate interest 總權益	Approximate percentage of the issued share capital of the Company 佔本公司已發行 股本概約百分比 (%)
Mr. Cheung Hon Kit ("Mr. Cheung") 張漢傑先生(「張先生」)	Beneficial owner 實益擁有人	12,000,000	–	12,000,000	2.55
Mr. Lai Tsan Tung, David ("Mr. Lai") 賴贊東先生(「賴先生」)	Interest of controlled corporation 受控法團權益	–	3,079,502 (Note) (附註)	3,079,502	0.65

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

董事及董事服務合約(續)

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

董事及主要行政人員於股份及相關股份及可換股票據之權益及淡倉

於二零一零年三月三十一日，本公司之董事及主要行政人員及／或彼等之聯繫人士於本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及可換股票據中擁有須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所之權益及淡倉(包括彼等根據證券及期貨條例有關條文被視作或當作擁有之權益及淡倉)，或須記入本公司根據證券及期貨條例第352條存置之登記冊之權益及淡倉，或須根據上市規則附錄10所載之上市發行人董事進行證券交易的標準守則(「標準守則」)知會本公司及聯交所之權益及淡倉如下：

好倉

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

附註： 鑑於本公司執行董事賴先生擁有Green Label Investments Limited(「Green Label」)全部已發行股本之實益權益，因此被視為持有本公司於二零零六年六月八日發行予Green Label本金金額為港幣17,476,177元於二零一零年到期之零息可換股票據所涉及3,079,502股相關股份之權益，經調整換股價為每股港幣5.675元。

DIRECTORS' REPORT

董事會報告書

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

Long position (Cont'd)

(ii) Interests in the share options of the Company

董事及主要行政人員於股份、相關股份及可換股票據之權益及淡倉(續)

好倉(續)

(ii) 於本公司購股權之權益

Name of Director 董事姓名	Date of grant 授出日期	Option period 可行使期間	Exercise price per share 每股行使價 (HK\$) (港幣)	Number of share options 購股權數目	Approximate percentage of the issued share capital of the Company 估本公司已發行 股本概約百分比 (%)
Mr. Cheung 張先生	29th March, 2010 二零一零年三月二十九日	29th March, 2010 – 28th March, 2014 二零一零年三月二十九日至 二零一四年三月二十八日	2.22	3,900,000	0.83
Mr. Chan Fut Yan ("Mr. Chan") 陳佛恩先生 (「陳先生」)	29th March, 2010 二零一零年三月二十九日	29th March, 2010 – 28th March, 2014 二零一零年三月二十九日至 二零一四年三月二十八日	2.22	2,900,000	0.62
Mr. Cheung Chi Kit 張志傑先生	29th March, 2010 二零一零年三月二十九日	29th March, 2010 – 28th March, 2014 二零一零年三月二十九日至 二零一四年三月二十八日	2.22	2,100,000	0.45
Mr. Lai 賴先生	29th March, 2010 二零一零年三月二十九日	29th March, 2010 – 28th March, 2014 二零一零年三月二十九日至 二零一四年三月二十八日	2.22	1,500,000	0.32
Mr. Chan Yiu Lun, Alan 陳耀麟先生	29th March, 2010 二零一零年三月二十九日	29th March, 2010 – 28th March, 2014 二零一零年三月二十九日至 二零一四年三月二十八日	2.22	1,500,000	0.32
Mr. Ma Chi Kong, Karl 馬志剛先生	29th March, 2010 二零一零年三月二十九日	29th March, 2010 – 28th March, 2014 二零一零年三月二十九日至 二零一四年三月二十八日	2.22	370,000	0.08
Mr. Qiao Xiaodong 喬小東先生	29th March, 2010 二零一零年三月二十九日	29th March, 2010 – 28th March, 2014 二零一零年三月二十九日至 二零一四年三月二十八日	2.22	370,000	0.08
Mr. Wong Chi Keung, Alvin 王志強先生	29th March, 2010 二零一零年三月二十九日	29th March, 2010 – 28th March, 2014 二零一零年三月二十九日至 二零一四年三月二十八日	2.22	370,000	0.08
Mr. Kwok Ka Lap, Alva 郭嘉立先生	29th March, 2010 二零一零年三月二十九日	29th March, 2010 – 28th March, 2014 二零一零年三月二十九日至 二零一四年三月二十八日	2.22	370,000	0.08
				13,380,000	

DIRECTORS' REPORT

董事會報告書

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

Long position (Cont'd)

Save as disclosed above, none of the directors or chief executive of the Company nor their associates had any interests or short positions in any shares, underlying shares or convertible notes of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which any such director or chief executive was taken or deemed to have under such provisions of the SFO); or which were required pursuant to section 352 of the SFO to be entered into the register maintained by the Company; or which were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

SHARE OPTIONS

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

The following table sets out the movements in the 2002 Scheme during the year ended 31st March, 2010:

董事及主要行政人員於股份、相關股份及可換股票據之權益及淡倉(續)

好倉(續)

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

購股權

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

下表披露2002計劃於截至二零一零年三月三十一日止年度之變動：

Category and name of participants 類別及參與者姓名	Date of grant 授出日期	Option period 可行使期間 (Note) (附註)	Adjusted (if any) exercise price per share 每股經調整 (如有) 行使價 (HKS) (港幣)	Number of share options 購股權數目				
				Outstanding as at 1st April, 2009 於二零零九年 四月一日 尚未行使	Granted during the year 年內授出	Exercised during the year 年內行使	Cancelled/ Lapsed during the year 年內 註銷/失效	Outstanding as at 31st March, 2010 於二零一零年 三月三十一日 尚未行使
Directors 董事								
Mr. Cheung 張先生	27.7.2007 二零零七年七月二十七日	27.7.2007 – 26.7.2011 二零零七年七月二十七日至 二零一一年七月二十六日	10.55	761,280	-	-	(761,280)	-
	29.3.2010 二零一零年三月二十九日	29.3.2010 – 28.3.2014 二零一零年三月二十九日至 二零一四年三月二十八日	2.22	-	3,900,000	-	-	3,900,000
Mr. Chan 陳先生	27.7.2007 二零零七年七月二十七日	27.7.2007 – 26.7.2011 二零零七年七月二十七日至 二零一一年七月二十六日	10.55	444,080	-	-	(444,080)	-
	29.3.2010 二零一零年三月二十九日	29.3.2010 – 28.3.2014 二零一零年三月二十九日至 二零一四年三月二十八日	2.22	-	2,900,000	-	-	2,900,000

DIRECTORS' REPORT

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SHARE OPTIONS (Cont'd)

購股權(續)

Category and name of participants 類別及參與者姓名	Date of grant 授出日期	Option period 可行使期間 (Note) (附註)	Adjusted (if any) exercise price per share 每股經調整 (如有) 行使價 (HK\$) (港幣)	Number of share options 購股權數目				
				Outstanding as at 1st April, 2009 於二零零九年 四月一日 尚未行使	Granted during the year 年內授出	Exercised during the year 年內行使	Cancelled/ Lapsed during the year 年內 註銷/失效	Outstanding as at 31st March, 2010 於二零一零年 三月三十一日 尚未行使
Mr. Cheung Chi Kit 張志傑先生	27.7.2007 二零零七年七月二十七日	27.7.2007 – 26.7.2011 二零零七年七月二十七日至 二零一一年七月二十六日	10.55	317,200	-	-	(317,200)	-
	29.3.2010 二零一零年三月二十九日	29.3.2010 – 28.3.2014 二零一零年三月二十九日至 二零一四年三月二十八日	2.22	-	2,100,000	-	-	2,100,000
Mr. Lai 賴先生	27.7.2007 二零零七年七月二十七日	27.7.2007 – 26.7.2011 二零零七年七月二十七日至 二零一一年七月二十六日	10.55	190,320	-	-	(190,320)	-
	29.3.2010 二零一零年三月二十九日	29.3.2010 – 28.3.2014 二零一零年三月二十九日至 二零一四年三月二十八日	2.22	-	1,500,000	-	-	1,500,000
Mr. Chan Yiu Lun, Alan 陳耀麟先生	29.3.2010 二零一零年三月二十九日	29.3.2010 – 28.3.2014 二零一零年三月二十九日至 二零一四年三月二十八日	2.22	-	1,500,000	-	-	1,500,000
Mr. Ma Chi Kong, Karl 馬志剛先生	27.7.2007 二零零七年七月二十七日	27.7.2007 – 26.7.2011 二零零七年七月二十七日至 二零一一年七月二十六日	10.55	570,960	-	-	(570,960)	-
	29.3.2010 二零一零年三月二十九日	29.3.2010 – 28.3.2014 二零一零年三月二十九日至 二零一四年三月二十八日	2.22	-	370,000	-	-	370,000
Mr. Qiao Xiaodong 喬小東先生	29.3.2010 二零一零年三月二十九日	29.3.2010 – 28.3.2014 二零一零年三月二十九日至 二零一四年三月二十八日	2.22	-	370,000	-	-	370,000
Mr. Wong Chi Keung, Alvin 王志強先生	27.7.2007 二零零七年七月二十七日	27.7.2007 – 26.7.2011 二零零七年七月二十七日至 二零一一年七月二十六日	10.55	95,160	-	-	(95,160)	-
	29.3.2010 二零一零年三月二十九日	29.3.2010 – 28.3.2014 二零一零年三月二十九日至 二零一四年三月二十八日	2.22	-	370,000	-	-	370,000
Mr. Kwok Ka Lap, Alva 郭嘉立先生	27.7.2007 二零零七年七月二十七日	27.7.2007 – 26.7.2011 二零零七年七月二十七日至 二零一一年七月二十六日	10.55	95,160	-	-	(95,160)	-
	29.3.2010 二零一零年三月二十九日	29.3.2010 – 28.3.2014 二零一零年三月二十九日至 二零一四年三月二十八日	2.22	-	370,000	-	-	370,000
				2,474,160	13,380,000	-	(2,474,160)	13,380,000

DIRECTORS' REPORT

董事會報告書

SHARE OPTIONS (Cont'd)

購股權 (續)

Category and name of participants 類別及參與者姓名	Date of grant 授出日期	Option period 可行使期間 (Note) (附註)	Adjusted (if any) exercise price per share 每股經調整 (如有) 行使價 (HK\$) (港幣)	Number of share options 購股權數目				
				Outstanding as at 1st April, 2009 於二零零九年 四月一日 尚未行使	Granted during the year 年內授出	Exercised during the year 年內行使	Cancelled/ Lapsed during the year 年內 註銷/失效	Outstanding as at 31st March, 2010 於二零一零年 三月三十一日 尚未行使
Employees 僱員	27.7.2007 二零零七年七月二十七日	27.7.2007 – 26.7.2011 二零零七年七月二十七日至 二零一一年七月二十六日	10.55	716,872	-	-	(716,872)	-
	29.3.2010 二零一零年三月二十九日	29.3.2010 – 28.3.2014 二零一零年三月二十九日至 二零一四年三月二十八日	2.22	-	5,510,000	-	-	5,510,000
Other participants 其他參與者	27.7.2007 二零零七年七月二十七日	27.7.2007 – 26.7.2011 二零零七年七月二十七日至 二零一一年七月二十六日	10.55	507,520	-	-	(507,520)	-
	29.3.2010 二零一零年三月二十九日	29.3.2010 – 28.3.2014 二零一零年三月二十九日至 二零一四年三月二十八日	2.22	-	3,000,000	-	-	3,000,000
				1,224,392	8,510,000	-	(1,224,392)	8,510,000
Total 合計				3,698,552	21,890,000	-	(3,698,552)	21,890,000

Note:

附註：

In relation to the share options granted on 29th March, 2010, subject to the terms and conditions of the 2002 Scheme, the share options shall be exercisable at any time during the option period provided that up to a maximum of 50% of the share options shall be exercised during the second year period commencing from 29th March, 2011 to 28th March, 2012 and the balance of the share options not yet exercised shall be exercised during the period commencing from 29th March, 2012 to 28th March, 2014.

有關於二零一零年三月二十九日授出的購股權在2002計劃之條款及條件規限下，購股權可於可行使期間內隨時行使，惟最多50%之購股權可於二零一一年三月二十九日至二零一二年三月二十八日第二年期間行使，而餘下仍未行使的購股權可於二零一二年三月二十九日至二零一四年三月二十八日期間行使。

DIRECTORS' REPORT

董事會報告書

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

Interests of a Director in competing businesses of the Group as at 31st March, 2010 required to be disclosed pursuant to Rule 8.10 of the Listing Rules were as follows:

董事於競爭業務之權益

於二零一零年三月三十一日，董事於競爭業務中擁有須根據上市規則第8.10條披露之權益如下：

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

DIRECTORS' REPORT

董事會報告書

DIRECTORS' INTERESTS IN COMPETING BUSINESSES (Cont'd)

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

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

Save as disclosed above, as at 31st March, 2010, none of the Directors or their respective associates was interested in any business apart from the Group's businesses which competes or is likely to compete, either directly or indirectly, with the businesses of the Group.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

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

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Other than as disclosed in note 47 to the consolidated financial statements of this annual report, there are no contracts of significance to which the Company or any of its subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

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

董事於競爭業務之權益(續)

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

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

除上文披露者外，於二零一零年三月三十一日，董事或彼等之聯繫人士概無於任何與本集團業務直接或間接構成或可能構成競爭之業務(本集團業務除外)中擁有權益。

董事購買股份或債券之權利

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

董事之重大合約權益

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

獨立非執行董事之獨立性

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

DIRECTORS' REPORT

董事會報告書

CONNECTED TRANSACTION AND CONTINUING CONNECTED TRANSACTIONS

Connected transaction and continuing connected transactions undertaken by the Company during the year ended 31st March, 2010 and up to the date of this report are set out below:

- (a) On 15th December, 2009, ITC Properties (China) Limited (formerly known as Macau Prime Property (China) Limited) (“ITC Properties (China)”), an indirect wholly-owned subsidiary of the Company, entered into two sale and purchase agreements in relation to the acquisition of the entire interest in Newskill Investments Limited (“Newskill”) of which Cango Trading Limited (“CTL”) is one of the vendors holding 8% interest in the issued share capital of Newskill (the “CTL Acquisition Agreement”). The consideration payable by ITC Properties (China) to CTL is HK\$76.8 million which shall wholly be settled in cash upon completion of the CTL Acquisition Agreement. By virtue of the fact that CTL was an indirect wholly-owned subsidiary of Hanny Holdings Limited, which in turn was a substantial shareholder of the Company indirectly holding approximately 16.22% of its issued share capital as at the date of the CTL Acquisition Agreement, the CTL Acquisition Agreement constitutes a connected transaction for the Company under Chapter 14A of the Listing Rules. Details of the transaction are set out in the announcement dated 23rd December, 2009 and the circular dated 31st May, 2010 of the Company. The CTL Acquisition Agreement was approved by the independent shareholders of the Company at the special general meeting of the Company held on 17th June, 2010 but which completion has not yet been taken place as at the date of this report.
- (b) As stated in the Company’s announcement dated 7th December, 2007, on 28th November, 2007, Donson (International) Development Limited (“Donson”), an indirect wholly-owned subsidiary of the Company, entered into several agreements in relation to:
- (i) disposal by Donson of its entire interest in Guangzhou Panyu Lotus Golf & Country Club Co., Ltd. (“Panyu Golf”), Guangzhou Panyu Wei Di Si Golf Property Company Limited (“Wei Di Si”) and Guangzhou Lian Chui Property Management Company Limited (“Lian Chui”) (the “Disposal”) to 廣州市番禺協誠實業有限公司 (“番禺協誠”), a company incorporated in the PRC with limited liability, which is an investment holding company controlled by the Panyu Municipal Government, the PRC, for an aggregate cash consideration of RMB20 million (equivalent to approximately HK\$22.8 million) as set out in note 47 to the consolidated financial statements;

關連交易及持續關連交易

本公司於截至二零一零年三月三十一日止年度及截至本報告日期進行之關連交易及持續關連交易如下：

- (a) 於二零零九年十二月十五日，本公司之間接全資附屬公司ITC Properties (China) Limited (前稱 Macau Prime Property (China) Limited) (「ITC Properties (China)」) 訂立兩份買賣協議，內容有關收購新藝投資有限公司 (「新藝」) 全部權益，Cango Trading Limited (「CTL」) 為賣方之一，持有新藝已發行股本之8%權益 (「CTL收購協議」)。ITC Properties (China) 應付CTL之代價為港幣76,800,000元，將於CTL收購協議完成後以現金悉數清償。鑒於CTL為錦興集團有限公司之間接全資附屬公司，而錦興集團有限公司為本公司之主要股東，於CTL收購協議日期間接持有本公司已發行股本約16.22%，故CTL收購協議構成本公司於上市規則第14A章項下之關連交易。交易詳情載於本公司日期為二零零九年十二月二十三日之公佈及日期為二零一零年五月三十一日之通函。CTL收購協議已經獲本公司獨立股東於二零一零年六月十七日舉行之本公司股東特別大會上批准，惟交易直至本報告日期尚未完成。
- (b) 誠如本公司日期為二零零七年十二月七日之公佈所述，於二零零七年十一月二十八日，本公司之間接全資附屬公司東迅(國際)發展有限公司 (「東迅」) 就以下各項訂立若干協議：
- (i) 東迅出售其於廣州番禺蓮花山高爾夫球度假俱樂部有限公司 (「番禺高爾夫球」)、廣州市番禺偉迪斯高爾夫房地產有限公司 (「偉迪斯」) 及廣州市蓮翠房產物業管理有限公司 (「蓮翠」) 之全部權益予於中國註冊成立之有限公司廣州市番禺協誠實業有限公司 (「番禺協誠」)，為中國番禺市政府控制之投資控股公司 (「出售事項」)，總現金代價為人民幣20,000,000元 (相等於約港幣22,800,000元)，誠如綜合財務報表附註47所載；

DIRECTORS' REPORT

董事會報告書

CONNECTED TRANSACTION AND CONTINUING CONNECTED TRANSACTIONS (Cont'd)

- (b) (Cont'd)
- (ii) the co-operation between Panyu Golf and Donson in the development of a parcel of land within Guangzhou Lotus Hill Golf Resort (the "Development Agreement") in which the Group will have the right to share 65% of its residual value. Under the terms of the Development Agreement, the Group will provide a loan of RMB40 million (equivalent to approximately HK\$45.5 million) to Panyu Golf for use in the development project as set out in note 47 to the consolidated financial statements; and
- (iii) the lease of Guangzhou Lotus Hill Golf Resort (the "Lease Agreement") which comprised golf course and golf clubhouse in Panyu, Guangzhou, Guangdong Province, the PRC by Panyu Golf to Guangzhou Donson Hotel Management Limited ("Donson Hotel Management"), a subsidiary of the Company, for three years commencing from the date of the Lease Agreement entered into between Donson Hotel Management as lessee and Panyu Golf as lessor for the lease of the Guangzhou Lotus Hill Golf Resort on 16th April, 2008 at an annual rate of RMB5 million (equivalent to approximately HK\$5.7 million) renewable at the option of Donson Hotel Management at the successive terms of 3 years up to 20 years.

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

關連交易及持續關連交易 (續)

- (b) (續)
- (ii) 番禺高爾夫球與東迅合作進行發展位於廣州蓮花山高爾夫球度假村內一幅土地(「發展協議」), 據此, 本集團有權享有其65%餘值。根據發展協議之條款, 本集團將向番禺高爾夫球提供人民幣40,000,000元(相等於約港幣45,500,000元)貸款用於發展項目, 誠如綜合財務報表附註47所載; 及
- (iii) 本公司附屬公司廣州市東迅酒店管理有限公司(「東迅酒店管理」)租賃, 包括中國廣東省廣州市番禺區內廣州蓮花山高爾夫球度假村之高爾夫球場及高爾夫球會所(「租賃協議」), 由東迅酒店管理(作為承租人)與番禺高爾夫球(作為出租人)於二零零八年四月十六日就租賃廣州蓮花山高爾夫球度假村訂立租賃協議之日起為期三年, 年租為人民幣5,000,000元(相等於約港幣5,700,000元), 東迅酒店管理有權選擇每三年續期, 總年期最長為20年。

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

DIRECTORS' REPORT

董事會報告書

CONNECTED TRANSACTION AND CONTINUING CONNECTED TRANSACTIONS (Cont'd)

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

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

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

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

關連交易及持續關連交易(續)

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

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

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

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

DIRECTORS' REPORT

董事會報告書

SUBSTANTIAL SHAREHOLDERS

As at 31st March, 2010, the interests and short positions of any substantial shareholders or other persons (not being directors or chief executive of the Company) in the shares and underlying shares of the Company which have been disclosed to the Company pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO and have been recorded in the register required to be kept by the Company pursuant to section 336 of the SFO were as follows:

Long position

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

主要股東

於二零一零年三月三十一日，主要股東或其他人士（並非本公司董事或主要行政人員）於本公司股份及相關股份中擁有已根據證券及期貨條例第XV部第2及3分部之條文向本公司披露及已記錄於本公司根據證券及期貨條例第336條規定存置之登記冊之權益及淡倉如下：

好倉

(i) 於本公司每股面值港幣0.01元之普通股之權益

Name of shareholder 股東名稱	Capacity 身分	Number of issued shares 相關股份數目	Approximate percentage of the issued share capital of the Company 佔本公司已發行 股本概約百分比 (%)
Loyal Concept Limited ("Loyal Concept")	Beneficial owner 實益擁有人	76,402,763 (Note 1) (附註1)	16.22
Hanny Magnetics (B.V.I.) Limited ("Hanny Magnetics")	Interest of controlled corporation 受控法團權益	76,402,763 (Note 1) (附註1)	16.22
Hanny 錦興	Interest of controlled corporation 受控法團權益	76,402,763 (Note 1) (附註1)	16.22
Famex Investment Limited ("Famex") 其威投資有限公司(「其威」)	Interest of controlled corporation 受控法團權益	76,402,763 (Note 1) (附註1)	16.22
Mankar Assets Limited ("Mankar")	Interest of controlled corporation 受控法團權益	76,402,763 (Note 1) (附註1)	16.22
Selective Choice Investments Limited ("Selective Choice")	Beneficial owner 實益擁有人	36,593,400 (Note 1) (附註1)	7.77
ITC Investment Holdings Limited ("ITC Investment")	Interest of controlled corporations 受控法團權益	112,996,163 (Note 1) (附註1)	23.99

DIRECTORS' REPORT

董事會報告書

SUBSTANTIAL SHAREHOLDERS (Cont'd)

Long position (Cont'd)

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

主要股東(續)

好倉(續)

(i) 於本公司每股面值港幣0.01元之普通股之權益(續)

Name of shareholder 股東名稱	Capacity 身分	Number of issued shares 相關股份數目	Approximate percentage of the issued share capital of the Company 佔本公司已發行 股本概約百分比 (%)
ITC Corporation Limited ("ITC") 德祥企業集團有限公司 (「德祥」)	Interest of controlled corporations 受控法團權益	112,996,163 (Note 1) (附註1)	23.99
Dr. Chan Kwok Keung, Charles ("Dr. Chan") 陳國強博士(「陳博士」)	Interest of controlled corporations 受控法團權益	112,996,163 (Note 1) (附註1)	23.99
	Beneficial owner 實益擁有人	6,066,400 (Note 1) (附註1)	1.29
		119,062,563	25.28
Ms. Ng Yuen Lan, Macy ("Ms. Ng") 伍婉蘭女士(「伍女士」)	Interest of spouse 配偶權益	119,062,563 (Note 1) (附註1)	25.28
Stark Master Fund, Ltd. ("Stark Master")	Beneficial owner 實益擁有人	22,142,211 (Note 2) (附註2)	4.70
Stark Investments (UK) LLP (formerly known as Stark Investments (UK) Limited) (前稱Stark Investments (UK) Limited) ("Stark UK")	Investment manager 投資經理	30,424,233 (Note 3) (附註3)	6.46

DIRECTORS' REPORT

董事會報告書

SUBSTANTIAL SHAREHOLDERS (Cont'd)

Long position (Cont'd)

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

主要股東(續)

好倉(續)

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

Name of shareholder 股東名稱	Capacity 身分	Number of underlying shares (under equity derivatives of the Company) 相關股份數目 (於本公司股權 衍生工具項下)	Approximate percentage of the issued share capital of the Company 佔本公司已發行 股本概約百分比 (%)
Loyal Concept	Beneficial owner 實益擁有人	88,066,676 (Note 1) (附註1)	18.70
Hanny Magnetics	Interest of controlled corporation 受控法團權益	88,066,676 (Note 1) (附註1)	18.70
Hanny 錦興	Interest of controlled corporation 受控法團權益	88,066,676 (Note 1) (附註1)	18.70
Famex 其威	Interest of controlled corporation 受控法團權益	88,066,676 (Note 1) (附註1)	18.70
Mankar	Interest of controlled corporation 受控法團權益	88,066,676 (Note 1) (附註1)	18.70
Selective Choice	Beneficial owner 實益擁有人	7,091,412 (Note 1) (附註1)	1.51
ITC Investment	Interest of controlled corporations 受控法團權益	95,158,088 (Note 1) (附註1)	20.21
ITC 德祥	Interest of controlled corporations 受控法團權益	95,158,088 (Note 1) (附註1)	20.21

DIRECTORS' REPORT

董事會報告書

SUBSTANTIAL SHAREHOLDERS (Cont'd)

Long position (Cont'd)

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

主要股東(續)

好倉(續)

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

Name of shareholder 股東名稱	Capacity 身分	Number of underlying shares (under equity derivatives of the Company) 相關股份數目 (於本公司股權 衍生工具項下)	Approximate percentage of the issued share capital of the Company 佔本公司已發行 股本概約百分比 (%)
Dr. Chan 陳博士	Interest of controlled corporations 受控法團權益	95,158,088 (Note 1) (附註1)	20.21
Ms. Ng 伍女士	Interest of spouse 配偶權益	95,158,088 (Note 1) (附註1)	20.21
Stark Master	Beneficial owner 實益擁有人	6,669,604 (Note 2) (附註2)	1.42
Stark UK	Investment manager 投資經理	9,339,208 (Note 2) (附註2)	1.98

DIRECTORS' REPORT

董事會報告書

SUBSTANTIAL SHAREHOLDERS (Cont'd)

Long position (Cont'd)

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

Notes:

- Hanny and Hanny Magnetics were taken to have interest in 164,469,439 shares (of which 88,066,676 shares relate to their derivative interests) which were held by Loyal Concept, being a wholly-owned subsidiary of Hanny Magnetics which, in turn, was a wholly-owned subsidiary of Hanny, the issued shares of which are listed on the Stock Exchange. Famex, a wholly-owned subsidiary of Mankar, was the controlling shareholder of Hanny. Mankar was a wholly-owned subsidiary of ITC Investment which, in turn, was a wholly-owned subsidiary of ITC. Famex and Mankar were deemed to be interested in 164,469,439 shares (of which 88,066,676 shares relate to their derivative interests) which were held by Loyal Concept. Selective Choice, a wholly-owned subsidiary of ITC Investment which, in turn, was a wholly-owned subsidiary of ITC, owned 43,684,812 shares (of which 7,091,412 shares relate to its derivative interest). ITC Investment and ITC were deemed to be interested in 208,154,251 shares (of which 95,158,088 shares relate to their derivative interests) which were held by Loyal Concept and Selective Choice. Dr. Chan was the controlling shareholder of ITC. Ms. Ng is the spouse of Dr. Chan. Dr. Chan owned 6,066,400 shares and was deemed to be interested in 208,154,251 shares (of which 95,158,088 shares relate to his derivative interest) which were held by Loyal Concept and Selective Choice. Ms. Ng was deemed to be interested in 214,220,651 shares (of which 95,158,088 shares relate to her derivative interest) which were held by Dr. Chan, Loyal Concept and Selective Choice.
- Stark Master owned 28,811,815 shares (of which 6,669,604 shares relate to its derivative interest).
- Stark UK was taken to have an interest as an investment manager in 39,763,441 shares (of which 9,339,208 shares relate to its derivative interest).

Save as disclosed above, the Company has not been notified of any other relevant interests or short positions in the issued share capital of the Company as at 31st March, 2010.

主要股東(續)

好倉(續)

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

附註:

- 錦興與Hanny Magnetics 被視為在Loyal Concept 持有之164,469,439股股份(其中88,066,676股股份涉及其衍生權益)中擁有權益。Loyal Concept 為Hanny Magnetics 之全資附屬公司, 而Hanny Magnetics 為錦興(其已發行股份於聯交所上市)之全資附屬公司。Mankar 之全資附屬公司其威為錦興之控股股東。Mankar 為ITC Investment 之全資附屬公司, 而ITC Investment 則為德祥之全資附屬公司。其威及Mankar 均被視為於Loyal Concept 所持有之164,469,439股股份(其中88,066,676股股份涉及其衍生權益)中擁有權益。ITC Investment (其為德祥之全資附屬公司) 之全資附屬公司 Selective Choice 持有43,684,812股股份(其中7,091,412股股份涉及其衍生權益)中擁有權益。ITC Investment 及德祥被視為於Loyal Concept 和 Selective Choice 所持有之208,154,251股股份(其中95,158,088股股份涉及其衍生權益)中擁有權益。陳博士為德祥之控股股東, 伍女士為陳博士之配偶。陳博士持有6,066,400股股份, 及被視為在Loyal Concept 及 Selective Choice 所持有之208,154,251股股份(其中95,158,088股股份涉及其衍生權益)中擁有權益。伍女士被視為於陳博士、Loyal Concept 及 Selective Choice 所持有之214,220,651股股份(其中95,158,088股股份涉及其衍生權益)中擁有權益。
- Stark Master 擁有28,811,815股股份(其中6,669,604股股份涉及其衍生權益)。
- Stark UK 作為投資經理持有39,763,441股股份(其中9,339,208股股份涉及其衍生權益)。

除上文所披露者外, 本公司並未獲悉任何其他於二零一零年三月三十一日於本公司已發行股本中之相關權益或淡倉。

DIRECTORS' REPORT

董事會報告書

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31st March, 2010, our largest customer accounted for approximately 14.4% of the Group's total turnover and the aggregate amount of turnover attributable to the Group's five largest customers were approximately 21.8% of the Group's total turnover. Aggregate purchases attributable to the Group's five largest suppliers were less than 12.6% of the Group's total purchases.

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

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

During the year ended 31st March, 2010, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year ended 31st March, 2010.

CONTINUING OBLIGATIONS UNDER CHAPTER 13 OF THE LISTING RULES

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

1. ADVANCES TO ENTITIES

In accordance with Rule 13.20 of the Listing Rules, details of the advances to entities made by the Group as at 31st March, 2010, which individually exceeds 8% of the assets ratio as set out in Rule 14.07 of the Listing Rules are as follows:

Entity 實體	Attributable interest held by the Group 本集團持有之應佔權益	Advances 墊款 HK\$'000 港幣千元	Interest receivable 應收利息 HK\$'000 港幣千元	Total 合計 HK\$'000 港幣千元	Percentage of total assets 佔總資產 百分比 (Note 2) (附註2)
Orient Town Limited ("Orient Town") and its subsidiaries (Notes 1 and 3) 華鎮有限公司(「華鎮」)及其附屬公司 (附註1及3)	45%	1,076,528	56,182	1,132,710	26.9%

主要客戶及供應商

截至二零一零年三月三十一日止年度，最大客戶佔本集團總營業額約14.4%，而本集團五大客戶之營業總額佔本集團總營業額約21.8%。本集團五大供應商之採購總額佔本集團總採購少於12.6%。

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

購買、出售或贖回本公司之上市證券

截至二零一零年三月三十一日止年度，本公司或其任何附屬公司於截至二零一零年三月三十一日止年度內概無購買、出售或贖回本公司任何上市證券。

上市規則第13章項下之持續責任

下文為本公司根據上市規則第13.20及13.22條作出之披露：

1. 向實體墊款

根據上市規則第13.20條，本集團於二零一零年三月三十一日向實體墊款(個別計算超過上市規則第14.07條所載列之資產比率之8%)之詳情如下：

DIRECTORS' REPORT

董事會報告書

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

上市規則第13章項下之持續責任(續)

1. ADVANCES TO ENTITIES (Cont'd)

Notes:

- (1) The advances are unsecured, of which HK\$908,000,000 is non-interest bearing and no demand for repayment will be made by the Group unless approved by the board of directors of Orient Town. HK\$168,528,000 of the advances is non-interest bearing with no fixed terms of repayment.
- (2) "Total assets" means the total assets value of the Group of approximately HK\$4,209 million as at 31st March, 2010 according to the Group's audited consolidated statement of financial position as at 31st March, 2010.
- (3) Pursuant to an acquisition agreement dated 29th March, 2006 for the Group to acquire 40% issued share capital of Orient Town, the Group undertook to advance to Orient Town by way of shareholder's loan in the amount of HK\$885 million (the "First Shareholder's Loan"). On 30th March, 2007, the Group has exercised the right to acquire further 5% issued share capital of Orient Town, as a condition of which an additional loan of HK\$93 million (the "Second Shareholder's Loan") was advanced to Orient Town. Loan to Orient Town amounted to HK\$70 million was repaid in 2007. The shareholder's loans were principally used for financing acquisition of indirect interest in 14 parcels of leased land situated in Estrada de Seac Pai Van, Macau and for repayment of shareholder's loan due by Orient Town to the vendor. Pursuant to another acquisition agreement dated 25th January, 2007 for the Group to acquire 8.7% issued share capital of, a shareholder's loan and interest accrued thereon of HK\$39.6 million and HK\$71.4 million respectively (the "Acquired Loan") due by Empresa De Fomento Industrial E Comercial Concórdia, S.A. ("Concordia"), an effective 59.5%-owned subsidiary of Orient Town, the Group undertook to further advance to Concordia by way of an additional shareholder's loan up to HK\$70 million (the "Concordia Loan"), of which HK\$55 million was advanced to Concordia in prior year. The First Shareholder's Loan, the Second Shareholder's Loan, the Acquired Loan and the Concordia Loan have been approved in special general meetings of the Company held on 15th June, 2006 and 23rd March, 2007, respectively. HK\$70 million was repaid during the year ended 31st March, 2008.

1. 向實體墊款(續)

附註:

- (1) 該墊款乃無抵押，其中港幣908,000,000元墊款不計息，且除獲華鎮之董事會批准，否則本集團將不會提出償還要求。港幣168,528,000元墊款不計息，且沒有固定還款期。
- (2) 「總資產」指根據本集團於二零一零年三月三十一日之經審核綜合財務狀況表所示本集團於二零一零年三月三十一日約港幣4,209,000,000元之總資產。
- (3) 根據日期為二零零六年三月二十九日本集團收購華鎮之40%已發行股本之一項收購協議，本集團承諾透過股東貸款之形式向華鎮墊款港幣885,000,000元(「第一次股東貸款」)。於二零零七年三月三十日，本集團已行使權利進一步收購華鎮5%之已發行股本，並已向華鎮額外提供港幣93,000,000元之貸款(「第二次股東貸款」)作為收購條件。授予華鎮之貸款中港幣70,000,000元已於二零零七年償還。股東貸款主要用作收購於澳門石排灣馬路之十四幅土地之間接權益之融資及償還華鎮結欠賣方之股東貸款。根據日期為二零零七年一月二十五日本集團就購入華鎮擁有59.5%實際權益附屬公司聯生發展股份有限公司(「聯生」)8.7%已發行股本以及股東貸款及累計利息金額分別為港幣39,600,000元及港幣71,400,000元(「購入貸款」)的另一項收購協議，本集團承諾透過提供額外股東貸款(金額不超過港幣70,000,000元)(「聯生貸款」)之形式再向聯生提供墊款，其中港幣55,000,000元已於過往年度墊支予聯生。第一次股東貸款、第二次股東貸款、購入貸款及聯生貸款已分別於二零零六年六月十五日及二零零七年三月二十三日舉行之本公司股東特別大會獲批准。港幣70,000,000元已於截至二零零八年三月三十一日止年度償還。

DIRECTORS' REPORT

董事會報告書

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

2. FINANCIAL ASSISTANCE TO AFFILIATED COMPANIES

As at 31st March, 2010, the Group had provided financial assistance to affiliated companies in the aggregate amount of HK\$1,253,142,000 (inclusive of the amounts detailed in the previous paragraph headed "Advances to entities") which represented approximately 29.5% of the Group's total asset value as at 31st March, 2010. In accordance with the requirement under Rule 13.22 of the Listing Rules, the proforma combined statement of financial position of those affiliated companies and the Group's attributable interests in those affiliated companies based on their latest financial statements available are presented below:

		Proforma combined statement of financial position 備考合併 財務狀況表 HK\$'000 港幣千元	Group's attributable interests 本集團應佔權益 HK\$'000 港幣千元
Non-current assets	非流動資產	3,066,189	1,417,344
Current assets	流動資產	602,797	323,638
Current liabilities	流動負債	(1,021,870)	(531,260)
Non-current liabilities	非流動負債	(2,066,729)	(1,121,001)
Minority interests	少數股東權益	(148,454)	(67,066)
		431,933	21,655

EMOLUMENT POLICY

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

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

The Company has adopted the 2002 Scheme as an incentive to directors and eligible employees, details of the 2002 Scheme are set out in note 38 to the consolidated financial statements of this report.

PRE-EMPTIVE RIGHTS

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

SUFFICIENCY OF PUBLIC FLOAT

The Company has maintained a sufficient public float throughout the year ended 31st March, 2010.

上市規則第13章項下之持續責任(續)

2. 向聯屬公司提供之財務援助

於二零一零年三月三十一日，本集團已向聯屬公司提供總額為港幣1,253,142,000元之財務援助(其中已包括詳情載列於上段標題為「向實體墊款」之款項)，佔本集團於二零一零年三月三十一日資產總值約29.5%。根據上市規則第13.22條，該等聯屬公司可供參閱之最新財務報表為基準，該等聯屬公司之備考合併財務狀況表及本集團於該等聯屬公司之應佔權益呈列如下：

薪酬政策

本集團僱員之薪酬政策乃由薪酬委員會按僱員之優點、資歷及能力訂定。

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

本公司已採納2002計劃作為給予董事及合資格僱員之獎勵，有關2002計劃詳情載於本報告綜合財務報表附註38。

優先購買權

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

足夠公眾持股量

本公司於截至二零一零年三月三十一日止年度一直維持足夠公眾持股量。

DIRECTORS' REPORT

董事會報告書

CORPORATE GOVERNANCE

The Company is committed to maintaining a high standard of corporate governance. Information on the corporate governance practices adopted by the Company is set out in the Corporate Governance Report, which is on pages 35 to 41 of this report.

EVENTS AFTER THE REPORTING PERIOD

Details of the significant events occurring after the reporting period are set out in note 48 to the consolidated financial statements of this report.

AUDITOR

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

On behalf of the Board

Cheung Hon Kit
Chairman

Hong Kong, 22nd July, 2010

企業管治

本公司致力維持高水平企業管治。有關本公司所採納企業管治常規之資料載於本報告第35至41頁之企業管治報告書。

報告期後事項

報告期後發生之重大事情載列於本報告綜合財務表附註48。

核數師

有關續聘德勤•關黃陳方會計師行為本公司核數師之決議案將於股東週年大會提呈。

代表董事會

主席
張漢傑

香港，二零一零年七月二十二日

CORPORATE GOVERNANCE REPORT

企業管治報告書

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

CORPORATE GOVERNANCE PRACTICES

Throughout the year ended 31st March, 2010, the Company has continued to comply with the code provisions of the Code on Corporate Governance Practices (the "Code") as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

DIRECTORS' SECURITIES TRANSACTIONS

The Company has continued to adopt the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding securities transactions by the directors of the Company (the "Directors"). Specific enquiry has been made with all Directors who have confirmed that they have complied with the required standard set out in the Model Code throughout the year ended 31st March, 2010. The Company also continued to adopt a code of conduct governing securities transactions by its employees who may possess or have access to price-sensitive information.

BOARD OF DIRECTORS

Members of the board of Directors (the "Board") are individually and collectively responsible for leadership and control, and for promoting the success, of the Company by operating and developing the Group's business operations and implementing the Group's business strategies. During the year under review, there are some changes in the Board composition. Mr. Ma Chi Kong, Karl, previously an executive Director, has been re-designated as a non-executive Director with effect from 1st January, 2010 for pursuing his other business engagements in the People's Republic of China (the "PRC"). Mr. Chan Yiu Lun, Alan has been appointed as an executive Director with effect from 1st March, 2010. As at the date of this report, the Board consists of nine Directors which include five executive Directors, one non-executive Director and three independent non-executive Directors.

The Company has a balanced Board composition of executive and non-executive Directors (including independent non-executive Directors). With three Board members being independent non-executive Directors possessing professional expertise and a diverse range of experience, the Board can effectively exercise independent judgment, give independent advice to the management of the Company and make decisions objectively in the interests of the Company and its shareholders as a whole. The biographical details of the Directors and their respective terms of office are set out on pages 11 to 12 of this report. There is no financial, business, family or other material/relevant relationship among the members of the Board.

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

企業管治常規

截至二零一零年三月三十一日止年度，本公司繼續遵守香港聯合交易所有限公司證券上市規則（「上市規則」）附錄14所載企業管治常規守則（「守則」）之守則條文。

董事進行證券交易

本公司繼續採納上市規則附錄10所載上市發行人董事進行證券交易的標準守則（「標準守則」）作為本公司董事（「董事」）進行證券交易之操守準則。本公司已向全體董事作出特定查詢，董事均確認，彼等於截至二零一零年三月三十一日止年度內一直遵守標準守則所載規定標準。本公司亦繼續採納有關可能擁有或取得股價敏感資料之僱員進行證券交易之操守準則。

董事會

董事會（「董事會」）成員個別及共同負責領導及控制本公司，並透過經營及發展本集團業務運作及推行本集團之業務策略，推動本公司邁向成功。於回顧年度，董事會結構經歷若干變動。馬志剛先生（前為執行董事）獲調任為非執行董事，於二零一零年一月一日生效，以讓其尋求於中華人民共和國（「中國」）之其他業務。陳耀麟先生獲委任為執行董事，於二零一零年三月一日生效。於本報告日期，董事會由九名董事組成，當中包括五名執行董事、一名非執行董事及三名獨立非執行董事。

本公司董事會結構平衡，成員由執行及非執行董事（包括獨立非執行董事）組成，三名董事會成員為獨立非執行董事，具備均衡組合之專業知識及廣泛經驗，董事會可有效作出獨立判斷、向本公司管理層作出獨立建議，並客觀地作出符合本公司及全體股東整體利益之決定。董事履歷詳情及彼等各自任期載於本報告第11至12頁。董事會成員間概無財務、業務、家庭或其他重大／相關關係。

CORPORATE GOVERNANCE REPORT

企業管治報告書

BOARD OF DIRECTORS (Cont'd)

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

Regular Board meetings are held at least four times a year with at least 14 days prior notice being given to all Directors. Additional meetings, if necessary, are arranged as and when required. Directors may attend Board meetings either in person or through electronic means of communication. A total of nine Board meetings (including four regular Board meetings) were held during the year ended 31st March, 2010.

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

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

董事會(續)

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

本公司每年最少舉行四次例行董事會會議，全體董事將於例行董事會會議舉行最少14天前接獲通知，如有必要，本公司會於適當時候額外安排會議。董事可親身或以電子通訊方式出席董事會會議。截至二零一零年三月三十一日止年度，本公司合共舉行九次董事會會議，包括四次例行董事會會議。

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

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

Name of Director 董事姓名		Meetings Attended/Eligible to Attend 已出席會議/合資格出席會議次數		
		Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會
<i>Executive Directors:</i> 執行董事：				
Mr. Cheung Hon Kit (Chairman)	張漢傑先生(主席)	9/9		
Mr. Chan Fut Yan (Managing Director)	陳佛恩先生(董事總經理)	9/9		1/1
Mr. Cheung Chi Kit	張志傑先生	9/9		
Mr. Lai Tsan Tung, David	賴贊東先生	8/9		
Mr. Chan Yiu Lun, Alan (appointed on 1st March, 2010)	陳耀麟先生 (於二零一零年三月一日獲委任)	2/2		
<i>Non-executive Director:</i> 非執行董事：				
Mr. Ma Chi Kong, Karl (re-designated on 1st January, 2010)	馬志剛先生 (於二零一零年一月一日調任)	9/9		
<i>Independent non-executive Directors:</i> 獨立非執行董事：				
Mr. Qiao Xiaodong (Vice Chairman)	喬小東先生(副主席)	7/9	3/4	
Mr. Wong Chi Keung, Alvin	王志強先生	9/9	4/4	1/1
Mr. Kwok Ka Lap, Alva	郭嘉立先生	9/9	4/4	1/1

CORPORATE GOVERNANCE REPORT

企業管治報告書

BOARD OF DIRECTORS (Cont'd)

Chairman and Managing Director

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

Non-executive Directors

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

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

Nomination, Appointment and Re-election of Directors

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

Throughout the year ended 31st March, 2010, the Company complied with code provision A.4.2 of the Code by receiving confirmation in writing from each of the non-executive Directors (including independent non-executive Directors) in relation to their renewed term of office so that every Director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years and pursuant to the Bye-laws, at each annual general meeting one-third of the Directors for the time being shall retire from office by rotation such that each Director shall be subject to retirement at least once every three years at the annual general meeting.

董事會(續)

主席及董事總經理

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

非執行董事

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

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

提名、委任及重選董事

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

於截至二零一零年三月三十一日止整個年度，本公司已遵守守則之守則條文第A.4.2條，就非執行董事(包括獨立非執行董事)之更新任期接到彼等之書面確認，以使各董事(包括按特定任期獲委任者)須至少每三年輪值退任一次，而根據公司細則，於每次股東週年大會上，當時三分之一董事須輪值退任，以使各董事須至少每三年於股東週年大會輪值退任一次。

CORPORATE GOVERNANCE REPORT

企業管治報告書

REMUNERATION COMMITTEE

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

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

During the year ended 31st March, 2010, the Remuneration Committee convened one committee meeting and has discussed and resolved by way of written resolutions passed by all committee members the remuneration package of a newly appointed Director and senior management, the bonus of the Directors and the cancellation and grant of share options to the Directors; and made recommendations to the Board for its approval.

Details of the remuneration packages of the Directors are set out in note 13 to the consolidated financial statements of this report. During the year under review, no Director was involved in deciding his own remuneration package and the grant of his share options.

AUDIT COMMITTEE

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

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

薪酬委員會

董事會已成立薪酬委員會，並書面訂明職權範圍，清楚界定其職責、職權及職能。於本報告日期，薪酬委員會由三名成員組成，分別為王志強先生(薪酬委員會主席)、陳佛恩先生及郭嘉立先生。除執行董事陳佛恩先生外，薪酬委員會成員均為獨立非執行董事。

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

截至二零一零年三月三十一日止年度內，薪酬委員會曾召開一次委員會會議，全體委員會成員討論並以書面決議案形式決定一名新獲委任的董事及高級管理層的薪酬方案、董事花紅及註銷及向董事授予購股權，並向董事會提出推薦意見以獲取其批准。

董事薪酬組合詳情載於本報告綜合財務報表附註13。於回顧年度內，概無董事參與決定本身之薪酬組合並授出其購股權。

審核委員會

董事會已成立審核委員會，並書面訂明職權範圍，清楚界定其職責、職權及職能。於本報告日期，審核委員會成員由三名獨立非執行董事組成，分別為王志強先生(審核委員會主席)、喬小東先生及郭嘉立先生。王志強先生為合資格會計師，於財務申報及監控方面具備上市規則所規定之豐富經驗。

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

CORPORATE GOVERNANCE REPORT

企業管治報告書

AUDIT COMMITTEE (Cont'd)

During the year ended 31st March, 2010, the Audit Committee held four committee meetings. During these meetings, the Audit Committee had reviewed and made recommendations for the Board's approval in respect of (1) the draft audited financial statements for the year ended 31st March, 2009 and the draft unaudited interim financial statements for the six months ended 30th September, 2009; (2) discussions on the change in accounting policies and practices which may affect the Group with the management and the external auditors of the Company; (3) the re-appointment of external auditor for the shareholders' approval at the Company's annual general meeting and reviewing the fees charged by the external auditor; and (4) the internal control policy of the Company.

The Board and the Audit Committee did not have any differences of opinion during the year ended 31st March, 2010.

FINANCIAL REPORTING

The Directors acknowledge their responsibility for preparing the financial statements for each financial period to give a true and fair view of the state of affairs of the Group and of the results and cash flows for that period. Although the requirement for a qualified accountant in the Main Board Listing Rules had been abolished since 1st January, 2009, the Group continues to maintain a team of qualified accountants to oversee its financial reporting and other accounting-related issues in accordance with the relevant laws, rules and regulations.

In preparing the financial statements for the year ended 31st March, 2010, the Directors have selected suitable accounting policies and applied them consistently, made judgments and estimates that are prudent, fair and reasonable and prepared the financial statements on a going concern basis. The Board was not aware of any material uncertainties relating to any events or conditions that might cause significant doubt upon the Group's ability to continue as a going concern. The statement of the external auditor of the Company regarding its reporting responsibilities on the financial statements of the Group is set out in the Independent Auditor's Report, which is set out on pages 42 and 43 of this report.

審核委員會(續)

截至二零一零年三月三十一日止年度內，審核委員會曾舉行四次委員會會議。於該等會議上，審核委員會曾審閱(1)截至二零零九年三月三十一日止年度之經審核財務報表初稿及截至二零零九年九月三十日止六個月之未經審核中期財務報表初稿；(2)與本公司管理人員及外聘核數師就可能影響本集團之會計政策與慣例之變動進行討論；(3)續聘外聘核數師以供股東於本公司股東週年大會批准及檢討外聘核數師所收取之費用；及(4)本公司之內部監控政策，並就此等項目提供推薦意見以便董事會批准。

截至二零一零年三月三十一日止年度，董事會與審核委員會並無任何意見分歧。

財務申報

董事知悉彼等就各個財務期間編製財務報表以真實公平地反映本集團之財務狀況及於該等期間之業績與現金流量之責任。儘管主板上市規則就一名合資格會計師的要求已於二零零九年一月一日廢止，本集團繼續維持合資格會計師團隊以審查其財務報告及相關會計問題符合相關法律、規定及法規。

於編製截至二零一零年三月三十一日止年度之財務報表時，董事已選定合適會計政策並已貫徹應用以及作出審慎、公平與合理之判斷及估計，並按持續基準編製財務報表。董事會並不知悉有關可能對本集團持續經營之能力構成重大疑問之事件或情況之任何重大不明朗因素。本公司外聘核數師對彼就本集團財務報表之申報責任之聲明載於本報告第42及43頁之獨立核數師報告書。

CORPORATE GOVERNANCE REPORT

企業管治報告書

AUDITOR'S REMUNERATION

Messrs. Deloitte Touche Tohmatsu ("Deloitte") were re-appointed by shareholders of the Company at the annual general meeting held on 9th September, 2009 as the Company's external auditor until the next annual general meeting. For the year ended 31st March, 2010, the total auditor's remuneration in respect of statutory audit and non-audit services provided by Deloitte is set out below:

Services rendered	所提供服務	Fees paid/payable 已付／應付費用 HK\$'000 港幣千元
Statutory audit fees	法定審核費用	3,410
Fees for non-audit services:	非審核服務費用：	
Ad hoc projects	特別項目	453
Review of interim results	審閱中期業績	611
Total auditor's remuneration for the year	年內核數師酬金總額	4,474

INTERNAL CONTROLS

The Board has overall responsibility for maintaining a sound and effective system of internal controls for reviewing its effectiveness, particularly in respect of the controls on finance, operations, compliance and risk management, to achieve the Company's business strategies and the Group's business operations.

The Directors have adopted an internal control policy of the Group, which has been developed with a primary objective of providing general guidance and recommendations on a basic framework of internal controls and risk management. The Company's internal controls includes a well-established organizational structure, comprehensive policies and standards, periodic reviews on the implementation of the internal control systems for newly acquired businesses and operational and financial controls on the acquired property investments in Macau, the PRC and Hong Kong. Procedures have been designed to secure assets against unauthorized use or disposition, to ensure maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication and to ensure compliance with the Group's accounting policies, applicable laws, rules and regulations.

The aim of the Group's internal control policy is to provide reasonable, but not absolute, assurance against material misstatement or loss rather than to eliminate risks of failure in operational systems and achievements of the objectives of the Group. The Board has conducted an annual review of the effectiveness of the internal controls system of the Group and has considered the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget. The Audit Committee has conducted periodic reviews on the internal audit checklists and reports prepared by the senior internal audit manager of the Company which are presented to the Board for its consideration and approval.

核數師酬金

德勤·關黃陳方會計師行(「德勤」)於二零零九年九月九日舉行之股東週年大會，獲本公司股東續聘為本公司之外聘核數師，任期至下屆股東週年大會止。截至二零一零年三月三十一日止年度，就德勤所提供法定審核及非審核服務之核數師酬金總額載列如下：

內部監控

董事會整體負責維持穩健及有效之內部監控制度，並檢討其效能，特別是有關財務、營運、守規及風險管理之監控，致令本公司之業務策略及本集團之業務營運均取得成功。

董事已採納本集團之內部監控政策，制定有關政策旨在就內部監控及風險管理提供一般指引及推薦意見。本公司之內部監控制度包括完善之組織架構及全面之政策與準則，定期審閱新收購業務之內部監控系統實施情況及於澳門、中國及香港之已收購物業投資之營運及財務控制狀況，並已制定程序杜絕未經授權使用或棄置資產，並確保就提供可靠財務資料作內部或刊發用途維持完善會計記錄以及確保符合本集團之會計政策、適用法例、規則與規例。

本集團之內部監控政策旨在提供合理惟並非絕對保證並無重大錯誤陳述或損失以及管理而非消除營運系統及達致本集團目標過程中之疏忽風險。董事會已就本集團內部監控制度之效能進行年度檢討，並已考慮本公司具會計及財務申報職能之員工是否擁有足夠資源、資歷及經驗，以及其培訓計劃及預算費用。審核委員會已就內部審核清單及由本公司高級內部審核經理編製之報告進行定期審閱，以提呈董事會供其考慮及批准。

CORPORATE GOVERNANCE REPORT

企業管治報告書

COMMUNICATION WITH SHAREHOLDERS

The Board always strives to maintain an ongoing and transparent communication with all the shareholders of the Company and, in particular, use general meetings as a means to communicate with its shareholders and encourage their participation.

During the year under review, the Chairman of the Board has attended the annual general meeting and the special general meetings of the Company and was available to answer questions at the meetings. Notices of not less than 20 clear business days and not less than 10 clear business days were sent to the shareholders of the Company for annual general meeting and special general meeting respectively. At the general meetings, a separate resolution in respect of each distinctively separate issue put forward for consideration was proposed by the chairman, and voting on each resolution was conducted by poll with detailed procedures explained by the Company Secretary of the Company. The results of the poll were published in compliance with the requirements of the Listing Rules.

The Company communicates with its shareholders through the publication of annual and interim reports, announcements, circulars and dissemination of additional information about the Group's activities, business strategies and developments. Such information is also available on the Company's website: <http://www.itcproperties.com>.

By order of the Board

Yan Ha Hung, Loucia
Company Secretary

Hong Kong, 22nd July, 2010

與股東之溝通

董事會致力與本公司全體股東維持持續及高透明度之溝通，特別是透過股東大會與股東溝通，並鼓勵彼等參與。

於回顧年度，董事會主席已出席本公司之股東週年大會及股東特別大會，並可於大會上回答提問本公司股東分別於股東週年大會及股東特別大會舉行不少於20個完整營業日前及不少於10個完整營業日前接獲通知。就各項須提呈股東大會考慮之特別個別事項而言，主席將提呈個別決議案，而每個決議案進行按股數投票之詳細程序已由本公司之公司秘書作出解釋。本公司已根據上市規則之規定刊發投票結果。

本公司採用各種渠道與股東溝通，包括透過刊發年度及中期報告、公佈、通函及有關本集團業務、業務策略及發展之其他資料，該等資料亦載於本公司網站：<http://www.itcproperties.com>。

承董事會命

公司秘書
忻霞虹

香港，二零一零年七月二十二日

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告書

Deloitte.

德勤

TO THE MEMBERS OF ITC PROPERTIES GROUP LIMITED

德祥地產集團有限公司

(incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of ITC Properties Group Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 44 to 145, which comprise the consolidated statement of financial position as at 31st March, 2010, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory notes.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether the consolidated financial statements are free from material misstatement.

致德祥地產集團有限公司列位股東*(於百慕達註冊成立之有限公司)*

本核數師行已完成審核第44至145頁所載德祥地產集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表，其中包括於二零一零年三月三十一日之綜合財務狀況表及截至該日期止年度之綜合損益表、綜合全面收益表、綜合權益變動表及綜合現金流量表及主要會計政策概要及其他說明附註。

董事就綜合財務報表須承擔之責任

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

核數師之責任

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

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告書

AUDITOR'S RESPONSIBILITY (Cont'd)

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

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

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Group as at 31st March, 2010 and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong
22nd July, 2010

核數師之責任(續)

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

本行相信，本行所獲得之審核憑證是充足和適當地為我們的審核意見提供基礎。

意見

本行認為，該等綜合財務報表均已根據香港財務報告準則真實與公平地反映 貴集團於二零一零年三月三十一日之財政狀況及 貴集團於截至該日止年度之溢利和現金流量，並已按照香港《公司條例》有關之披露規定妥為編製。

德勤·關黃陳方會計師行
執業會計師
香港
二零一零年七月二十二日

CONSOLIDATED INCOME STATEMENT

綜合損益表

(for the year ended 31st March, 2010) (截至二零一零年三月三十一日止年度)

		NOTES 附註	2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Turnover	營業額			
– Gross proceeds	– 營業總收入		314,358	145,121
Revenue	收益	6	239,750	92,670
Property sale and rental income	物業銷售及租金收入		64,266	25,751
Golf and leisure income	高爾夫球及消閒收入		48,896	44,058
			113,162	69,809
Cost of sales	銷售成本		(62,561)	(25,726)
Gross profit	毛利		50,601	44,083
Income from loan financing	貸款融資收入		14,758	21,772
Net gain (loss) on financial instruments	金融工具淨溢利(虧損)	7	170,663	(169,337)
Other income	其他收入	8	28,773	33,995
Increase in fair value of investment properties under development	發展中投資物業公平值增加	18	39,749	–
Reversal (recognition) of impairment losses on property interests	撥回(確認)物業權益之減值虧損	9	92,591	(146,712)
Impairment loss recognised on advance to a jointly controlled entity	就一間共同控制實體之墊款確認之減值虧損	20	(11,022)	–
Administrative expenses	行政費用		(148,135)	(133,113)
Finance costs	財務費用	10	(124,063)	(108,357)
Share of results of a jointly controlled entity	應佔一間共同控制實體業績	20	95	(212)
Share of results of associates	應佔聯營公司業績	21	(11,050)	(4,404)
Profit (loss) before taxation	除稅前溢利(虧損)		102,960	(462,285)
Taxation	稅項	11	(108)	469
Profit (loss) for the year	本年度溢利(虧損)	12	102,852	(461,816)
Profit (loss) for the year attributable to:	下列人士應佔本年度溢利(虧損):			
Owners of the Company	本公司擁有人		102,852	(461,816)
Minority interests	少數股東權益		–	–
			102,852	(461,816)
Earnings (loss) per share	每股盈利(虧損)	14		
– Basic and diluted (HK dollar)	– 基本及攤薄(港幣)		0.22	(1.20)

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面損益表

(for the year ended 31st March, 2010) (截至二零一零年三月三十一日止年度)

		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Profit (loss) for the year	本年度溢利(虧損)	<u>102,852</u>	<u>(461,816)</u>
Other comprehensive income	其他全面收益		
Net gain (loss) on fair value changes of available-for-sale investments	可供出售投資公平值變動 淨收益(虧損)	12,482	(44,413)
Reclassification adjustments on:	就下列事項之重新分類 調整：		
– impairment losses on available-for-sale investments	– 可供出售投資之減值 虧損	–	53,037
– exchange differences relating to deemed disposal of subsidiaries	– 有關視作出售附屬 公司之匯兌差額	(117)	–
– disposal of available-for-sale investments	– 出售可供出售投資	(3,836)	4,299
Exchange differences arising on translation of foreign operations	換算海外業務之匯兌差額	(144)	2,202
Other comprehensive income for the year	本年度其他全面收益	<u>8,385</u>	<u>15,125</u>
Total comprehensive income (expense) for the year	本年度全面收益(開支)總額	<u>111,237</u>	<u>(446,691)</u>
Total comprehensive income (expense) for the year attributable to:	下列人士應佔本年度全面 收益(開支)總額：		
Owners of the Company	本公司擁有人	111,237	(446,691)
Minority interests	少數股東權益	–	–
		<u>111,237</u>	<u>(446,691)</u>

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

(at 31st March, 2010) (於二零一零年三月三十一日)

		NOTES 附註	2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Non-current assets	非流動資產			
Property, plant and equipment	物業、機械及設備	15	184,681	186,224
Prepaid lease payments of leasehold land	租賃土地預付租賃款項	16	20,291	20,822
Premium on prepaid lease payments of leasehold land	租賃土地預付租賃款項之 溢價	17	108,821	111,558
Investment properties under development	發展中投資物業	18	232,000	–
Properties under development	發展中物業	18	–	189,000
Available-for-sale investments	可供出售投資	19	44,869	37,892
Interests in joint ventures	於合資公司之權益	20	57,370	44,759
Interests in associates	於聯營公司之權益	21	305,092	134,809
Unsecured loans and interest due from associates	聯營公司之無抵押貸款及 應付利息	21	1,098,195	1,073,982
Debt portion of convertible bonds	可換股債券之負債部分	23	41,802	36,320
Deposits and expenses paid for acquisition of a land use right	收購土地使用權已付按金 及費用	24	47,275	47,275
Deposits and expenses paid for acquisition of subsidiaries	收購附屬公司已付按金及 費用	41&43	362,191	47,244
Other loan receivables	其他應收貸款	25	3,775	–
Pledged bank deposit	已抵押銀行存款	30	24,700	–
			2,531,062	1,929,885
Current assets	流動資產			
Inventories	存貨	26	2,902	3,143
Properties held for sale	待售物業	26	901,222	539,388
Debt portion of convertible bonds	可換股債券之負債部分	23	1,627	727
Financial assets at fair value through profit or loss	按公平值列賬及計入損益 之金融資產	27	149,491	176,552
Debtors, deposits and prepayments	應收賬款、按金及預付 款項	28	227,840	503,148
Other loan receivables	其他應收貸款	25	208,246	208,727
Prepaid lease payments of leasehold land	租賃土地預付租賃款項	16	530	530
Amounts due from associates	應收聯營公司款項	22	7,875	2,172
Unsecured loan and interest due from a related company	一間關連公司之無抵押 貸款及應付利息	29	–	48,437
Pledged bank deposits	已抵押銀行存款	30	17,500	44,626
Bank balances and cash	銀行結餘及現金	30	160,661	124,035
			1,677,894	1,651,485

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

(at 31st March, 2010) (於二零一零年三月三十一日)

	NOTES 附註	2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Current liabilities	流動負債		
Creditors, deposits and accrued charges	應付賬款、按金及應計開支	31 133,113	72,047
Amount due to a minority shareholder of a subsidiary	應付一間附屬公司一名少數股東款項	32 244	395
Tax payable	應繳稅項	12,294	11,856
Convertible note payables – due within one year	一年內到期之可換股票據應付款項	33 533,342	7,174
Obligations under finance leases – due within one year	一年內到期之融資租賃承擔	34 75	90
Bank borrowings – due within one year	一年內到期之銀行借貸	35 13,652	82,830
		692,720	174,392
Net current assets	淨流動資產	985,174	1,477,093
Total assets less current liabilities	總資產減流動負債	3,516,236	3,406,978
Non-current liabilities	非流動負債		
Convertible note payables – due after one year	一年後到期之可換股票據應付款項	33 902,974	1,328,913
Obligations under finance leases – due after one year	一年後到期之融資租賃承擔	34 167	282
Bank borrowings – due after one year	一年後到期之銀行借貸	35 464,067	40,658
Deferred tax liabilities	遞延稅項負債	36 27,205	27,889
		1,394,413	1,397,742
		2,121,823	2,009,236
Capital and reserves	股本及儲備		
Share capital	股本	37 4,709	4,709
Reserves	儲備	2,109,929	1,997,342
Equity attributable to owners of the Company	本公司擁有人應佔權益	2,114,638	2,002,051
Minority interests	少數股東權益	7,185	7,185
		2,121,823	2,009,236

The consolidated financial statements on pages 44 to 145 were approved and authorised for issue by the Board of Directors on 22nd July, 2010 and are signed on its behalf by:

第44至145頁所載綜合財務報表已於二零一零年七月二十二日由董事會批准及授權刊發，並由下列董事代為簽署：

Cheung Hon Kit
張漢傑
Chairman
主席

Cheung Chi Kit
張志傑
Executive Director
執行董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

(for the year ended 31st March, 2010) (截至二零一零年三月三十一日止年度)

		Attributable to owners of the Company 本公司擁有人應佔部分														
		Share capital	Share premium	Contributed surplus	Convertible Capital redemption reserve	Convertible loan notes equity reserve	Share-based payment reserve	Available-for-sale investments reserve	Special reserve	Revaluation reserve	Translation reserve	Accumulated Warrant reserve	Accumulated profits (losses)	Minority interests	Total	
		股本	股份溢價	繳入盈餘	股本贖回儲備	可換股票據股本儲備	股份付款儲備	可供出售投資儲備	特別儲備	重估儲備	換算儲備	認股權證儲備	累計溢利(虧損)	少數股東權益	總計	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	
				(Note 49(a)) (附註49(a))				(Note) (附註)								
At 1st April, 2008	於二零零八年 四月一日	30,955	1,493,942	-	1,124	307,719	11,638	(12,900)	(8,908)	804	7,472	-	11,152	1,842,998	7,179	1,850,177
Loss for the year	本年度虧損	-	-	-	-	-	-	-	-	-	-	-	(461,816)	(461,816)	-	(461,816)
Exchange differences arising on translation of foreign operations	換算海外業務之 匯兌差額	-	-	-	-	-	-	-	-	-	2,202	-	-	2,202	-	2,202
Net loss on fair value changes of available-for-sale investments	可供出售投資公平 值變動淨虧損	-	-	-	-	-	-	(44,413)	-	-	-	-	-	(44,413)	-	(44,413)
Impairment loss on available-for-sale investments	可供出售投資減值 虧損	-	-	-	-	-	-	53,037	-	-	-	-	-	53,037	-	53,037
Disposal of available-for-sale investments	出售可供出售投資 投資	-	-	-	-	-	-	4,299	-	-	-	-	-	4,299	-	4,299
Total comprehensive income (expenses) for the year	本年度全面收益 (開支)總額	-	-	-	-	-	-	12,923	-	-	2,202	-	(461,816)	(446,691)	-	(446,691)
Rights issue with warrants	供股連同認股權證	92,866	522,622	-	-	-	-	-	-	-	-	34,571	-	650,059	-	650,059
Expenses incurred in connection with rights issue	關於供股之開支	-	(23,183)	-	-	-	-	-	-	-	-	-	-	(23,183)	-	(23,183)
Transfer on lapse of share options	於購股權失效時 轉撥	-	-	-	-	-	(4,418)	-	-	-	-	-	4,418	-	-	-
Capital injection from minority interests	由少數股東注資	-	-	-	-	-	-	-	-	-	-	-	-	-	6	6
Recognition of equity-settled share-based payments	確認以股權結算之 股份形式付款	-	-	-	-	-	5,547	-	-	-	-	-	-	5,547	-	5,547
Repurchase and cancellation of shares	購回及注銷股份	(6,092)	(20,587)	-	6,092	-	-	-	-	-	-	-	(6,092)	(26,679)	-	(26,679)
Capital reorganisation (note 37(c))	股本重組 (附註37(c))	(113,020)	-	113,020	-	-	-	-	-	-	-	-	-	-	-	-
At 31st March, 2009	於二零零九年三月 三十一日	4,709	1,972,794	113,020	7,216	307,719	12,767	23	(8,908)	804	9,674	34,571	(452,338)	2,002,051	7,185	2,009,236

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

(for the year ended 31st March, 2010) (截至二零一零年三月三十一日止年度)

		Attributable to owners of the Company 本公司擁有人應佔部分																		
		Share capital		Contributed surplus		Convertible Capital redemption reserve		Convertible loan notes equity reserve		Share-based payment reserve		Available-for-sale investments reserve		Accumulated profits (losses)		Minority interests		Total		
		Share capital	Share premium	Contributed surplus	reserve	reserve	reserve	reserve	reserve	Special reserve	Revaluation reserve	Translation reserve	Warrant reserve	profits (losses)	Total	Minority interests	Total			
		HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
				(Note 49(a)) (附註49(a))						(Note) (附註)										
Profit for the year	本年度溢利	-	-	-	-	-	-	-	-	-	-	-	-	102,852	102,852	-	102,852			
Exchange differences arising on translation of foreign operations	換算海外業務之匯兌差額	-	-	-	-	-	-	-	-	-	-	(144)	-	-	(144)	-	(144)			
Net gain on fair value changes of available-for-sale investments	可供出售投資公平值變動淨收益	-	-	-	-	-	-	-	12,482	-	-	-	-	-	-	-	12,482	-	12,482	
Reclassification upon deemed disposal of subsidiaries (note 42)	於視作出售附屬公司時重新分類(附註42)	-	-	-	-	-	-	-	-	-	-	(117)	-	-	(117)	-	(117)			
Disposal of available-for-sale investments	出售可供出售投資	-	-	-	-	-	-	-	(3,836)	-	-	-	-	-	(3,836)	-	(3,836)			
Total comprehensive income (expenses) for the year	本年度全面收益(開支)總額	-	-	-	-	-	-	-	8,646	-	-	(261)	-	102,852	111,237	-	111,237			
Exercise of warrants	行使認股權證	-	3	-	-	-	-	-	-	-	-	-	(1)	-	2	-	2			
Transfer on lapse of warrants	於認股權證失效時轉撥	-	-	-	-	-	-	-	-	-	-	-	(34,570)	34,570	-	-	-			
Transfer on cancellation of share options	於購股權取消時轉撥	-	-	-	-	-	-	(13,975)	-	-	-	-	-	13,975	-	-	-			
Recognition of equity-settled share-based payments	確認以股權結算之股份形式付款	-	-	-	-	-	-	1,348	-	-	-	-	-	-	1,348	-	1,348			
At 31st March, 2010	於二零一零年三月三十一日	4,709	1,972,797	113,020	7,216	307,719	140	8,669	(8,908)	804	9,413	-	(300,941)	2,114,638	7,185	2,121,823				

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

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

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

(for the year ended 31st March, 2010) (截至二零一零年三月三十一日止年度)

		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
OPERATING ACTIVITIES	經營業務		
Profit (loss) before taxation	除稅前溢利(虧損)	102,960	(462,285)
Adjustments for:	調整項目：		
Finance costs	財務費用	124,063	108,357
Depreciation of property, plant and equipment	物業、機械及設備折舊	12,015	11,507
Share of results of associates	應佔聯營公司業績	11,050	4,404
Impairment loss on advance to a jointly controlled entity	墊款予一間共同控制實體之減值虧損	11,022	-
Amortisation of premium on prepaid lease payments of leasehold land	租賃土地預付租賃款項溢價攤銷	2,737	2,736
Equity-settled share-based payments expense	以股權結算以股份形式付款之開支	1,348	5,547
Allowance for bad and doubtful debts	呆壞賬撥備	889	5,313
Release of prepaid lease payments of leasehold land	租賃土地預付租賃款項轉出	525	525
Loss on disposal of property, plant and equipment	出售物業、機械及設備之虧損	99	171
(Reversal) recognition of impairment losses on property interests	物業權益之減值虧損(撥回)確認	(92,591)	146,712
Net (gain) loss on financial instruments	金融工具之淨(收益)虧損	(59,081)	169,456
Increase in fair value of investment properties under development	發展中投資物業公平值增加	(39,749)	-
Other interest income	其他利息收入	(14,126)	(14,417)
Interest income on convertible bonds	可換股債券之利息收入	(6,382)	(5,502)
Gain on deemed disposal of subsidiaries	視作出售附屬公司之收益	(637)	-
Interest income on unsecured loan due from associates	應收聯營公司之無抵押貸款之利息收入	(634)	-
Bank interest income	銀行利息收入	(242)	(4,676)
Share of results of a jointly controlled entity	應佔一間共同控制實體業績	(95)	212
Operating cash flows before movements in working capital	未計營運資金變動前之經營業務現金流量	53,171	(31,940)
Decrease (increase) in inventories	存貨減少(增加)	220	(932)
Decrease (increase) in properties held for sale	待售物業減少(增加)	46,804	(39,691)
Decrease (increase) in financial assets at fair value through profit or loss	按公平值列賬及計入損益之金融資產減少(增加)	65,632	(279,072)
(Increase) decrease in debtors, deposits and prepayments	應收賬款、按金及預付款項(增加)減少	(49,725)	44,008
(Increase) decrease in other loan receivables	其他應收貸款(增加)減少	(3,294)	14,569
Increase (decrease) in creditors, deposits and accrued charges	應付賬款、按金及應計開支增加(減少)	57,060	(2,761)
Cash from (used in) operations	經營所得(所耗)現金	169,868	(295,819)
Interest paid	已付利息	(23,204)	(16,113)
Overseas taxation paid	已繳海外稅項	(354)	-
Hong Kong Profits Tax paid	已繳香港利得稅	-	(1,498)
NET CASH FROM (USED IN) OPERATING ACTIVITIES	經營業務所得(所耗)現金淨額	146,310	(313,430)

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

(for the year ended 31st March, 2010) (截至二零一零年三月三十一日止年度)

	NOTES 附註	2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
INVESTING ACTIVITIES			
Investment in associates	於聯營公司之投資	(102,428)	(2)
Deemed disposal of subsidiaries (net of cash and cash equivalents disposed)	視作出售附屬公司(扣除所出售現金及現金等值項目)	(55,158)	–
Refundable earnest money paid	已付可予退還誠意金	(47,800)	(32,670)
Acquisition of subsidiaries (net of cash and cash equivalents acquired)	收購附屬公司(扣除所收購現金及現金等值項目)	(36,035)	(200,837)
Advance to associates	墊款予聯營公司	(28,785)	(18)
Loan advance to a jointly controlled entity	墊付貸款予一間共同控制實體	(12,050)	(58,811)
Loan advance to a joint venture	墊付貸款予一間合資公司	(11,488)	(29,629)
Purchase of property, plant and equipment	購入物業、機械及設備	(11,307)	(15,635)
Purchase of available-for-sale investments	購入可供出售投資	(8,518)	(5,631)
Addition of investment properties under development	添置發展中投資物業	(3,251)	–
Repayment of unsecured loan and interest due from a related company	一間關連公司之無抵押貸款及應付利息還款	48,437	9,814
Dividend received	已收股息	16,674	2,501
Proceeds from disposal of available-for-sale investments	出售可供出售投資所得款項	14,023	17,896
Decrease in pledged bank deposits	已抵押銀行存款減少	2,426	7,192
Proceeds from disposal of property, plant and equipment	出售物業、機械及設備所得款項	309	974
Interest received	已收利息	242	5,722
Deposits and expenses paid for acquisition of subsidiaries	收購附屬公司已付按金及費用	–	(47,244)
Purchase of convertible bonds receivable	購入可換股債券應收款項	–	(33,750)
Increase in properties under development	發展中物業增加	–	(2,268)
Proceeds from disposal/redemption of convertible bonds	出售/贖回可換股債券所得款項	–	57,000
Refundable earnest money refunded	已退回可予退還誠意金	–	10,000
NET CASH USED IN INVESTING ACTIVITIES	投資業務所耗現金淨額	(234,709)	(315,396)
FINANCING ACTIVITIES			
New bank and other borrowings raised	新增銀行及其他借貸	492,621	20,247
Exercise of warrants	行使認股權證	2	–
Repayment of bank and other borrowings	償還銀行及其他借貸	(367,268)	(51,327)
Repayment to minority shareholders of subsidiaries	向附屬公司少數股東還款	(151)	(517)
Repayment of obligations under finance leases	償還融資租賃承擔	(130)	(59)
Proceeds from issue of shares and warrants	發行股份及認股權證所得款項	–	650,059
Repayment to a former shareholder of a subsidiary	償還一間附屬公司之一名前股東	–	(58,758)
Share repurchased and cancelled	購回及注銷股份	–	(26,679)
Expenses paid in connection with issue of shares	發行股份已付之開支	–	(23,183)
NET CASH FROM FINANCING ACTIVITIES	融資業務所得現金淨額	125,074	509,783
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等值項目增加(減少)淨額	36,675	(119,043)
CASH AND CASH EQUIVALENTS AT 1ST APRIL	於四月一日之現金及現金等值項目	124,035	243,038
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	外匯變動之影響	(49)	40
CASH AND CASH EQUIVALENTS AT 31ST MARCH, representing bank balances and cash	於三月三十一日之現金及現金等值項目, 指銀行結餘及現金	160,661	124,035

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(for the year ended 31st March, 2010) (截至二零一零年三月三十一日止年度)

1. GENERAL

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

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

The Company is an investment holding company. The principal activities of the Group are property development and investment in Macau, the People’s Republic of China (the “PRC”) and Hong Kong, development and operation of golf resort and hotel in the PRC, securities investment and loan financing services. The activities of its principal subsidiaries are set out in note 50.

1. 一般資料

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

綜合財務報表乃以本公司功能貨幣港幣編製。

本公司為投資控股公司。本集團之主要業務為於澳門、中華人民共和國（「中國」）及香港從事物業發展及投資、於中國開發及經營高爾夫球度假村及酒店、證券投資及貸款融資服務。其主要附屬公司之業務載於附註50。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(for the year ended 31st March, 2010) (截至二零一零年三月三十一日止年度)

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

In the current year, the Group has applied the following new and revised Standards, Amendments and Interpretations (“new and revised HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”).

HKAS 1 (Revised 2007)	Presentation of Financial Statements
HKAS 23 (Revised 2007)	Borrowing Costs
HKAS 32 & 1 (Amendments)	Puttable Financial Instruments and Obligations Arising on Liquidation
HKFRS 1 & HKAS 27 (Amendments)	Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate
HKFRS 2 (Amendment)	Vesting Conditions and Cancellations
HKFRS 7 (Amendment)	Improving Disclosures about Financial Instruments
HKFRS 8 HK(IFRIC) – Int 9 & HKAS 39 (Amendments)	Operating Segments Embedded Derivatives
HK(IFRIC) – Int 13	Customer Loyalty Programmes
HK(IFRIC) – Int 15	Agreements for the Construction of Real Estate
HK(IFRIC) – Int 16	Hedges of a Net Investment in a Foreign Operation
HK(IFRIC) – Int 18	Transfers of Assets from Customers
HKFRSs (Amendments)	Improvements to HKFRSs issued in 2008, except for the amendment to HKFRS 5 that is effective for annual periods beginning or after 1st July, 2009
HKFRSs (Amendments)	Improvements to HKFRSs issued in 2009 in relation to the amendment to paragraph 80 of HKAS 39

2. 應用新訂及經修訂香港財務報告準則 (「香港財務報告準則」)

於本年度，本集團已應用下列由香港會計師公會 (「香港會計師公會」) 頒佈之新訂及經修訂準則、修訂及詮釋 (「新訂及經修訂香港財務報告準則」)。

香港會計準則第1號 (二零零七年經修訂)	財務報表之呈列
香港會計準則第23號 (二零零七年經修訂)	借貸成本
香港會計準則第32號及 第1號(修訂本)	可予沽出之金融工具及因清盤而產生之責任
香港財務報告準則 第1號及香港會計準則 第27號(修訂本)	對附屬公司、共同控制實體或聯營公司投資之成本
香港財務報告準則 第2號(修訂本)	歸屬條件及註銷
香港財務報告準則 第7號(修訂本)	改善有關金融工具之披露
香港財務報告準則第8號	經營分部
香港(國際財務報告詮釋 委員會) – 詮釋第9號及 香港會計準則第39號 (修訂本)	嵌入式衍生工具
香港(國際財務報告詮釋 委員會) – 詮釋第13號	客戶忠誠計劃
香港(國際財務報告詮釋 委員會) – 詮釋第15號	有關興建房地產之協議
香港(國際財務報告詮釋 委員會) – 詮釋第16號	對境外業務淨投資之對沖
香港(國際財務報告詮釋 委員會) – 詮釋第18號	從客戶轉移資產
香港財務報告準則 (修訂本)	二零零八年頒佈之香港財務報告準則之改進(於二零零九年七月一日或之後開始之年度期間生效之香港財務報告準則第5號之修訂除外)
香港財務報告準則 (修訂本)	二零零九年頒佈之香港財務報告準則之改進，有關對香港會計準則第39號第80段作出之修訂

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(for the year ended 31st March, 2010) (截至二零一零年三月三十一日止年度)

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

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

HKAS 1 (Revised 2007) Presentation of Financial Statements

HKAS 1 (Revised 2007) has introduced terminology changes (including revised titles for the consolidated financial statements) and changes in the format and content of the consolidated financial statements.

HKFRS 8 Operating Segments

HKFRS 8 is a disclosure standard that has resulted in a redesignation of the Group’s reportable segments (see Note 5) and change in the basis of measurement of segment profit or loss.

Improving Disclosures about Financial Instruments (Amendments to HKFRS 7 Financial Instruments: Disclosures)

The amendments to HKFRS 7 expand the disclosures required in relation to fair value measurements in respect of financial instruments which are measured at fair value. The amendments also expand and amend the disclosures required in relation to liquidity risk.

The Group has not provided comparative information for the expanded disclosures in accordance with the transitional provision set out in the amendments.

Amendment to HKAS 40 Investment Property

HKAS 40 has been amended to include within its scope properties under construction or development for future use as investment properties and to require such properties to be measured at fair value (where the fair value is reliably determinable).

The Group has applied the amendment to HKAS 40 prospectively from 1st April, 2009 in accordance with the relevant transitional provision. As a result of the application of the amendment, the Group’s properties under development for future use as investment properties that include the leasehold land and building element have been reclassified from properties under development to investment properties and are subsequently re-measured to their fair values as at 31st March, 2010, with the fair value gain of HK\$39,749,000 being recognised in profit or loss for the year ended 31st March, 2010. The carrying amount of the properties under development of HK\$189,000,000 as at 1st April, 2009 approximates to its fair value on that date. The adoption of the amendment to HKAS 40 has had no material effect to the profit or loss in the current year as the fair value gain in the current period represents partial reversal of impairment loss recognised in the previous year.

2. 應用新訂或經修訂香港財務報告準則 (「香港財務報告準則」)(續)

除下文所述外，採納新訂及經修訂香港財務報告準則對現時或過往會計期間之本集團綜合財務報表並無重大影響。

香港會計準則第1號(二零零七年經修訂)「財務報表之呈列」

香港會計準則第1號(二零零七年經修訂)引入了術語變動(包括修改綜合財務報表標題)，及綜合財務報表之形式及內容之變動。

香港財務報告準則第8號「經營分部」

香港財務報告準則第8號為一項披露準則，其令本集團重新劃定可報告分部(見附註5)及計算分部溢利或虧損之基準有變。

改善有關金融工具之披露

(香港財務報告準則第7號「金融工具：披露」之修訂)

香港財務報告準則第7號之修訂擴大有關以公平值計量之金融工具按公平值計量之披露規定。修訂亦擴大及修訂有關流動資金風險之披露規定。

本集團並無根據該等修訂所載之過渡條文就擴大披露規定提供比較資料。

香港會計準則第40號「投資物業」之修訂

香港會計準則第40號已經修訂，使其範圍包括在建物業或發展以供將來使用之投資物業，並要求有關物業按公平值計量(倘於能可靠地釐定公平值的情況下)。

本集團已根據相關過渡條文，由二零零九年四月一日起應用香港會計準則第40號的修訂。由於應用有關修訂，本集團已將未來作為投資物業使用之發展中物業(包括租賃土地及樓宇元素)由發展中物業重新分類為投資物業，並隨後於二零一零年三月三十一日以公平值計量，有關公平值收益港幣39,749,000元已經確認於截至二零一零年三月三十一日止年度之損益賬。發展中物業於二零零九年四月一日之賬面值港幣189,000,000元與該日之公平值相若。由於當期公平值收益相當於去年確認之減值虧損之部分撥回，採用香港會計準則第40號之修訂對本年度之損益賬並無重大影響。

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綜合財務報表附註

(for the year ended 31st March, 2010) (截至二零一零年三月三十一日止年度)

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

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

HKFRSs (Amendments)	Amendment to HKFRS 5 as part of Improvements to HKFRSs 2008 ¹
HKFRSs (Amendments)	Improvements to HKFRSs 2009 ²
HKFRSs (Amendments)	Improvements to HKFRSs 2010 ³
HKAS 24 (Revised)	Related Party Disclosures ⁷
HKAS 27 (Revised)	Consolidated and Separate Financial Statements ¹
HKAS 32 (Amendment)	Classification of Rights Issues ⁵
HKAS 39 (Amendment)	Eligible Hedged Items ¹
HKFRS 1 (Amendment)	Additional Exemptions for First-time Adopters ⁴
HKFRS 1 (Amendment)	Limited Exemption from Comparative HKFRS 7 Disclosures for First-time Adopters ⁶
HKFRS 2 (Amendment)	Group Cash-settled Share-based Payment Transactions ⁴
HKFRS 3 (Revised)	Business Combinations ¹
HKFRS 9	Financial Instruments ⁸
HK(IFRIC) – Int 14 (Amendment)	Prepayments of a Minimum Funding Requirement ⁷
HK(IFRIC) – Int 17	Distributions of Non-cash Assets to Owners ¹
HK(IFRIC) – Int 19	Extinguishing Financial Liabilities with Equity Instruments ⁶

¹ Effective for annual periods beginning on or after 1st July, 2009

² Amendments that are effective for annual periods beginning on or after 1st July, 2009 and 1st January, 2010, as appropriate

³ Effective for annual periods beginning on or after 1st July, 2010 and 1st January, 2011, as appropriate

⁴ Effective for annual periods beginning on or after 1st January, 2010

⁵ Effective for annual periods beginning on or after 1st February, 2010

⁶ Effective for annual periods beginning on or after 1st July, 2010

⁷ Effective for annual periods beginning on or after 1st January, 2011

⁸ Effective for annual periods beginning on or after 1st January, 2013

2. 應用新訂或經修訂香港財務報告準則 (「香港財務報告準則」) (續)

本集團並無提前採用以下已頒佈但尚未生效之新訂或經修訂準則、修訂或詮釋。

香港財務報告準則 (修訂本)	香港財務報告準則第5號之修訂，為二零零八年香港財務報告準則改進之一部分 ¹
香港財務報告準則 (修訂本)	香港財務報告準則二零零九年之改進 ²
香港財務報告準則 (修訂本)	香港財務報告準則二零一零年之改進 ³
香港會計準則第24號 (經修訂)	關連方披露 ⁷
香港會計準則第27號 (經修訂)	綜合及獨立財務報表 ¹
香港會計準則第32號 (修訂本)	供股分類 ⁵
香港會計準則第39號 (修訂本)	合資格對沖項目 ¹
香港財務報告準則第1號 (修訂本)	首次採納者之額外豁免 ⁴
香港財務報告準則第1號 (修訂本)	首次採納者於香港財務報告準則第7號披露比較資料之有限豁免 ⁶
香港財務報告準則第2號 (修訂本)	集團以現金支付之以股份為基礎支付之交易 ⁴
香港財務報告準則第3號 (經修訂)	業務合併 ¹
香港財務報告準則第9號	金融工具 ⁸
香港(國際財務報告詮釋委員會) – 詮釋第14號 (修訂本)	預付最低資金規定 ⁷
香港(國際財務報告詮釋委員會) – 詮釋第17號	向擁有人分派非現金資產 ¹
香港(國際財務報告詮釋委員會) – 詮釋第19號	以股本工具抵銷金融負債 ⁶

¹ 於二零零九年七月一日或以後開始之年度期間生效

² 於二零零九年七月一日及二零一零年一月一日(視情況而定)或以後開始之年度期間生效之修訂本

³ 於二零一零年七月一日及二零一一年一月一日(視情況而定)或以後開始之年度期間生效

⁴ 於二零一零年一月一日或以後開始之年度期間生效

⁵ 於二零一零年二月一日或以後開始之年度期間生效

⁶ 於二零一零年七月一日或以後開始之年度期間生效

⁷ 於二零一一年一月一日或以後開始之年度期間生效

⁸ 於二零一三年一月一日或以後開始之年度期間生效

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綜合財務報表附註

(for the year ended 31st March, 2010) (截至二零一零年三月三十一日止年度)

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

(Cont’d)

The application of HKFRS 3 (Revised) may affect the Group’s accounting for business combination for which the acquisition date is on or after 1st April, 2010. HKAS 27 (Revised) will affect the accounting treatment for changes in the Group’s ownership interest in a subsidiary.

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

The directors of the Company anticipate that the application of the other new and revised standards, amendments or interpretations will have no material impact on the consolidated financial statements.

3. SIGNIFICANT ACCOUNTING POLICIES

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

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

Basis of consolidation

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

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

2. 應用新訂或經修訂香港財務報告準則 (「香港財務報告準則」)(續)

應用香港財務報告準則第3號(經修訂)可能影響收購日期為二零一零年四月一日或其後之本集團業務合併之會計處理。香港會計準則第27號(經修訂)將會影響本集團於附屬公司之所有權權益變動之會計處理法。

香港財務報告準則第9號「金融工具」引進有關金融資產分類和計量的新規定，並將由二零一三年四月一日起生效，並可提前採用。此準則規定，所有在香港會計準則第39號「金融工具：確認及計量」範疇以內已確認金融資產，須按已攤銷成本或公平值計量。尤其是，(i)以業務模式持有而旨在收取訂約現金流；及(ii)有純粹支付本金及未償還本金之利息之訂約現金流的債務投資，一般按已攤銷成本計量。至於所有其他債務投資及股本投資則按公平值計量。採用香港財務報告準則第9號或會影響本集團金融資產的分類和計量。

本公司董事預期應用其他新訂及經修訂準則、修訂或詮釋不會對綜合財務報表造成重大影響。

3. 主要會計政策

除若干金融工具及投資物業按公平值計值外，綜合財務報表乃按歷史成本法編製，所採用之會計政策載列如下。

綜合財務報表乃按照香港會計師公會頒佈之香港財務報告準則編製。此外，綜合財務報表載有香港聯合交易所有限公司證券上市規則及香港《公司條例》所規定之適當披露資料。

綜合賬目基準

綜合財務報表包括本公司及本公司控制實體(其附屬公司)之財務報表。當本公司擁有決定實體之財務及經營政策之權力，並從而透過其活動取得利益時即被視為取得控制權。

年內收購或出售之附屬公司之業績由其有效收購日期起或截至有效出售日期止(視情況而定)計入綜合損益表內。

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(for the year ended 31st March, 2010) (截至二零一零年三月三十一日止年度)

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Basis of consolidation (Cont'd)

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

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

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

Business combinations

The acquisition of businesses is accounted for using the purchase method. The cost of the acquisition is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree, plus any costs directly attributable to the business combination. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under HKFRS 3 "Business Combinations" are recognised at their fair values at the acquisition date.

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

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

Property, plant and equipment

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

3. 主要會計政策(續)

綜合賬目基準(續)

於必要時會對附屬公司之財務報表作出調整以令其會計政策與本集團其他成員公司所採用者相符。

所有集團內部交易、結餘及損益於綜合賬目時對銷。

綜合附屬公司資產淨值之少數股東權益與本集團股權分開呈列。於資產淨值之少數股東權益包括該等權益於原有業務合併日期之金額及少數股東自合併日期起應佔權益變動。適用於少數股東權益之虧損超出少數股東權益應佔附屬公司股權之數額分配至本集團權益，惟少數股東具有約束責任及可作出額外投資以補償虧損之情況則除外。

業務合併

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

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

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

物業、機械及設備

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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(for the year ended 31st March, 2010) (截至二零一零年三月三十一日止年度)

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Property, plant and equipment (Cont'd)

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

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

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

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

Prepaid lease payments of leasehold land

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

Premium on prepaid lease payments of leasehold land

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

Properties under development

Prior to 1st April, 2009, property that was being constructed or developed for future use as an investment property was included in property under development and stated at cost less accumulated impairment losses until construction or development was complete, at which time it was reclassified to and subsequently accounted for as an investment property. Upon adoption of amendments to HKAS 40, that property under development has been reclassified as an investment property under development at 1st April, 2009 (see note 3).

3. 主要會計政策(續)

物業、機械及設備(續)

物業、機械及設備項目(不包括在建工程)之折舊按其估計可使用之年期並計及其估計剩餘價值以直線法撇銷其成本。

在建工程包括興建用作生產或自用用途為目的之物業、機械及設備。在建工程以成本值減其任何確認減值虧損入賬。在建工程於完成並可用作擬定用途時獲分類為適當的物業、機械及設備。該等資產於資產可用作擬定用途時開始折舊(按與其他物業資產相同之基準)。

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

物業、機械及設備項目乃於出售時或當預期持續使用該資產將不會產生未來經濟利益時不再確認。於不再確認該資產時產生之任何收益或虧損(以出售所得款項淨額與該項目之賬面值之差額計算)乃計入於該項目不再確認時之期內損益賬中。

租賃土地預付租賃款項

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

租賃土地預付租賃款項之溢價

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

發展中物業

於二零零九年四月一日前，以往興建中或發展中而未來用途為投資物業之物業乃計入發展中物業，並以成本減累計減值虧損列值，直至建築或發展完成為止，屆時其會被重新分類且其後入賬列作投資物業。在採用香港會計準則第40號後，發展中物業於二零零九年四月一日重新分類為發展中投資物業(見附註3)。

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3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Investment properties

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

On initial recognition, investment properties are measured at cost, including any directly attributable expenses. Subsequent to initial recognition, investment properties are measured at their fair values using the fair value model. Gains or losses arising from changes in the fair value of investment property are included in profit or loss for the year in which they arise.

Construction costs incurred for investment properties under construction are capitalised as part of the carrying amount of the investment properties under construction. Starting from 1st April 2009, investment properties under construction are measured at fair value at the end of the reporting period. Any difference between the fair value of the investment properties under construction and their carrying amounts is recognised in profit or loss in the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the asset is derecognised.

Joint ventures*Jointly controlled operations*

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

3. 主要會計政策(續)

投資物業

投資物業為持作賺取租金及／或作資本增值之物業。

於初步確認時，投資物業按成本計算，包括任何直接應佔開支。於初步確認後，投資物業按公平值模式以公平值計算。投資物業公平值變動產生之損益，已計入其產生年度之損益賬內。

在建投資物業產生之建築成本資本化為在建投資物業之賬面值之一部分。自二零零九年四月一日起，在建投資物業按於報告期末之公平值計量。在建投資物業之公平值與其賬面值之差額於其產生之期間於損益賬確認。

一項投資物業出售或永久停止使用及預計不會從出售該物業中獲得未來經濟收益時，投資物業會被取消確認。取消確認某項資產所產生之任何收益或虧損(按出售所得款項淨額與該資產之賬面值之差額計算)於資產被取消確認之期間計入損益內。

合資公司*共同控制業務*

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

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3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Joint ventures (Cont'd)*Jointly controlled entities*

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

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

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

Interests in associates

An associate is an entity over which the investor has significant influence and that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

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

3. 主要會計政策(續)

合資公司(續)*共同控制實體*

共同控制實體指涉及建立獨立實體(合營者對該實體之經濟活動擁有共同控制權)之合資安排。

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

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

於聯營公司之權益

聯營公司為投資者具有重大影響而並非附屬公司或於合營企業之權益之實體。重大影響乃指參與所投資公司之財務及經營政策決策但非控制或共同控制該等政策之權力。

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

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

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

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

Inventories

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

Properties held for sale

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

Financial instruments

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

Financial assets

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

Effective interest method

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

3. 主要會計政策(續)**於聯營公司之權益(續)**

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

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

存貨

酒店存貨及其他存貨乃按成本及可變現淨值之較低者入賬。成本以加權平均法計算。

待售物業

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

金融工具

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

金融資產

本集團之金融資產會被分類為按公平值列賬及計入損益之金融資產、貸款及應收款項或可供出售金融資產。所有金融資產之一般買賣按交易日確認及終止確認。一般買賣指須根據市場規則或慣例訂定之時間內交付資產之金融資產買賣。

實際利息法

實際利息法乃計算金融資產之攤銷成本以及分配相關期間之利息收入之方法。實際利率乃將金融資產之預計年期或適用的較短期間內估計未來收取之現金(包括構成實際利率一部分之所有已付或已收之費用、交易成本及其他溢價或折讓)準確貼現至初步確認時之賬面淨值之利率。

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3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial instruments (Cont'd)

Financial assets (Cont'd)

Effective interest method (Cont'd)

Interest income is recognised on an effective interest basis for debt instruments.

Financial assets at fair value through profit or loss

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

A financial asset is classified as held for trading if:

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

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

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

Financial assets at FVTPL are measured at fair value, with changes in fair value arising from remeasurement recognised directly in profit or loss in the period in which they arise. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial assets.

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

實際利息法(續)

債務工具利息收入按實際利息基準確認。

按公平值列賬及計入損益之金融資產

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

金融資產分類為持作買賣，若：

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

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

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

按公平值列賬及計入損益之金融資產以公平值計量，重新計量而產生之公平值變動在出現期間直接在損益確認。於損益表中確認之損益淨額包括該等金融資產所賺取之所有股息及利息。

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3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial instruments (Cont'd)

Financial assets (Cont'd)

Loans and receivables

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

Debt portion of convertible bonds

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

Available-for-sale financial assets

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

Available-for-sale financial assets are measured at fair value at the end of the reporting period. Changes in fair value are recognised in other comprehensive income and accumulated in available-for-sale investments reserve, until the financial asset is disposed of or is determined to be impaired, at which time, the cumulative gain or loss previously accumulated in available-for-sale investments reserve is reclassified to profit or loss (see accounting policy on impairment loss on financial assets below).

Derivative financial instruments

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

Embedded derivatives

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

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

貸款及應收款項

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

可換股債券之負債部分

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

可供出售金融資產

可供出售金融資產為非衍生項目，無論是否劃分或分類為按公平值列賬及計入損益之金融資產、貸款及應收款項或持至到期日投資。

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

衍生金融工具

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

內含衍生工具

當內含衍生工具之風險及特質與主合同之風險及特質並無密切關係，及主合同並非按公平值以公平值變動計入損益時，非衍生主合同之內含衍生工具乃自有關主合同分開，並被視作獨立衍生工具。在所有其他情況下，附帶內含衍生工具不會分開處理，並根據適用準則與主合同一並處理。

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3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial instruments (Cont'd)

Impairment of financial assets

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

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

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

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

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

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

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

3. 主要會計政策(續)

金融工具(續)

金融資產之減值

於報告期末，金融資產(按公平值列賬及計入損益除外)被評定是否有減值跡象。當有客觀證據顯示金融資產之預期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出現而受到影響時，即對該金融資產確認減值。

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

就按其他所有金融資產而言，減值客觀證據包括：

- 發行人或交易對手出現重大財政困難；或
- 違約或逾期尚未償還利息或本金；或
- 借款人有可能面臨破產或財務重組。

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

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

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

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3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial instruments (Cont'd)

Impairment of financial assets

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

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

Financial liabilities and equity

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

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

Effective interest method

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

Interest expense is recognised on an effective interest basis.

Financial liabilities

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

3. 主要會計政策(續)

金融工具(續)

金融資產之減值

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

可供出售股本投資之減值虧損將不會於隨後期間於損益賬撥回。於減值虧損後錄得之任何公平值增加直接於其他全面收益確認，及累計至可供出售投資儲備。

金融負債及股本

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

股本工具為證明於本集團資產經扣除其所有負債後剩餘權益之任何合約。

實際利息法

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

利息開支按實際利息基準確認。

金融負債

金融負債(包括應付賬款、應付一間附屬公司一名少數股東款項及銀行借貸)其後之計量以實際利息法按攤銷成本計算。

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3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial instruments (Cont'd)

Financial liabilities and equity (Cont'd)

Convertible note payables

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

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

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

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

Equity instruments

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

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

3. 主要會計政策(續)

金融工具(續)

金融負債及股本(續)

可換股票據應付款項

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

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

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

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

股本工具

本公司所發行股本工具按已收所得款項扣除直接發行成本後列賬。

購回本公司本身股本工具已直接於股本權益中確認及扣除。概無就購買、出售、發行或注銷本公司本身股本工具之溢利或虧損確認收益或虧損。

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3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial instruments (Cont'd)

Financial liabilities and equity (Cont'd)

Warrants

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

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

Derecognition

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

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

Revenue recognition

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

Revenue from sales of goods is recognised when goods are delivered and title has passed.

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

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

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

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

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

3. 主要會計政策(續)

金融工具(續)

金融負債及股本(續)

認股權證

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

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

終止確認

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

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

收益確認

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

銷售貨物之收入於貨物交付及擁有權轉讓時確認。

經營酒店及高爾夫球會之收益於提供服務時確認。

高爾夫球會會費於相關會員年期內以直線法確認。

高爾夫球會轉會費於高爾夫球業務之管理委員會批准轉會時確認。

樓宇管理費收入於提供服務之相關期間以直線法確認。

銷售證券投資於完成有關買入及賣出票據時確認。

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3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Revenue recognition (Cont'd)

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

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

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

Leasing

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

The Group as lessor

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

The Group as lessee

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

Operating lease payments are recognised as an expense on a straight-line basis over the term of the relevant lease. Benefits received and receivable as an incentive to enter into an operating lease are recognised as a reduction of rental expense over the lease on a straight-line basis.

3. 主要會計政策(續)

收益確認(續)

銷售已落成物業之收入於簽訂具約束力銷售協議時確認。

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

投資之股息收入在本集團收取款項之權利確立時確認。

租賃

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

本集團作為出租人

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

本集團作為承租人

按融資租賃持有之資產按租約開始時之公平值或最低租賃付款現值之較低者確認為本集團資產。出租人之相應負債於綜合財務狀況表列作融資租賃承擔。租約付款按比例於財務費用及租約承擔減少之間作出分配，從而就計算該等負債應付餘額得出固定息率。財務費用直接自損益中扣除，除非直接計入合資格資產內，在該情況下財務費用依據本集團有關借貸成本之一般政策(見下文)撥充資本。

營業租賃金額於有關租期按直線法確認為開支。作為訂立營業租賃之優惠已收及應收利益亦按租期以直線法確認為租金開支減少。

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3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value is determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

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

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) at the rate of exchange prevailing at the end of the reporting period, and their income and expenses are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity (the translation reserve).

Equity-settled share-based payment transactions*Share options granted to employees and others providing similar services*

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

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

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

3. 主要會計政策(續)

外幣

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

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

就呈列綜合財務報表而言，本集團海外業務之資產及負債均按報告期末匯率換算為本集團之呈列貨幣(即港幣)，而收入及開支則按年內平均匯率換算，除非期內匯率出現重大波幅，於此情況下，則將採用交易當日之匯率。所產生匯兌差額(如有)確認至其他全面收益及累計至股本權益(換算儲備)。

以股權結算以股份形式付款之交易*僱員及其他提供同類服務之人士之購股權*

參考於授出日期已授出購股權之公平值而釐定之所獲取服務之公平值於歸屬期間以直線基準支銷，而權益(以股份為基礎支付儲備)亦會相應增加。

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

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

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3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Equity-settled share-based payment transactions (Cont'd)

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 added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

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

Impairment losses on tangible assets

At the end of the reporting period, the Group reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

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

Retirement benefit costs

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

Taxation

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

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

3. 主要會計政策(續)

以股權結算以股份形式付款之交易(續)

借貸成本

直接涉及收購、建設或生產合資格資產(即需要一定時間預備自用或出售之資產)之借貸成本計該等資產之成本，直至該等資產大致上可準備投入作擬訂用途或出售為止。在特定借貸撥作合資格資產之支出前暫時用作投資所賺取之投資收入須自合資格撥充資本之借貸成本中扣除。

所有其他借貸成本均於其產生期間於損益中確認。

有形資產減值虧損

於報告期末，本集團檢討其有形資產之賬面值，以確定有否跡象顯示該等資產出現減值虧損。倘出現上述跡象，則會估計資產之可收回金額，以釐定減值虧損(如有)之程度。倘某項資產之可收回金額估計低於其賬面值，該資產之賬面值將減至其可收回金額。減值虧損即時確認為開支。

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

退休福利成本

界定供款退休福利計劃及國家管理退休福利計劃所作之供款於僱員提供服務令其應享供款時列為開支。

稅項

所得稅開支指現行應繳稅項及遞延稅項之總和。

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

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3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Taxation (Cont'd)

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary difference to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. (Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.)

The carrying amount of deferred tax assets is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities. Deferred tax is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity respectively.

3. 主要會計政策(續)

稅項(續)

遞延稅項指就綜合財務報表內資產及負債賬面值與計算應課稅溢利所用相應稅基之暫時差額確認。遞延稅項負債一般會就所有應課稅暫時差額確認，而遞延稅項資產一般會於可能出現應課稅溢利以抵銷該等可扣稅之可扣減暫時差額時確認。倘暫時差額源自商譽或初步確認不影響應課稅溢利或會計溢利之交易(業務合併除外)其他資產及負債，則不會確認該等資產及負債。

於附屬公司及聯營公司之投資及於合資公司之權益所產生應課稅暫時差額之遞延稅項負債將獲確認，惟若本集團可控制撥回暫時差額之時間及暫時差額有可能於可見將來不會撥回之情況除外。(與該等投資及權益有關之可扣減暫時性差額所產生之遞延稅項資產僅於將有充足應課稅溢利可使用暫時性差額之利益及預期於可見將來撥回時，方予確認。)

遞延稅項資產之賬面值於報告期末檢討，並於可能不再有足夠應課稅溢利恢復該項資產全部或部分之情況下調減。

遞延稅項資產及負債乃按預期於償還負債或變現資產期間適用之稅率計算。所根據之稅率(及稅法)乃於報告期末已頒布或已動議頒布。遞延稅項資產及負債的計量反映集團於報告期末，預期將要收回或償還其資產及負債的賬面值之稅務後果。遞延稅項於損益賬中確認，惟倘遞延稅項有關之事項在其他全面收益或直接在股本權益中被確認之情況下，遞延稅項亦會於其他全面收益或直接或於股本權益中各自地被確認。

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4. KEY SOURCES OF ESTIMATION UNCERTAINTY

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

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

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

Allowance on other loan receivables

As at 31st March, 2010, the carrying amount of other loan receivables, was HK\$212,021,000 (2009: HK\$208,727,000). The Group performs ongoing credit evaluations of its borrowers and adjusts credit limits based on payment history and the borrowers' current credit-worthiness, as determined by the review of their current credit information. The Group continuously monitors collections and payments from its borrowers based upon the present value of the estimated future cash flows discounted at the original effective interest rate. If the financial conditions of the borrowers of the Group were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be considered.

Estimated impairment of available-for-sale investments

As at 31st March, 2010, the carrying amount of available-for-sale investments was HK\$44,869,000 (2009: HK\$37,892,000). The Group determines that available-for-sale investments are impaired when there has been a significant or prolonged decline in the fair value below original cost. The determination of when a decline in fair value below original cost is not recoverable within a reasonable time period is judgmental by nature, so profit and loss could be affected by differences in this judgment.

4. 估計不確定因素主要來源

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

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

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

其他應收貸款撥備

於二零一零年三月三十一日，其他應收貸款之賬面值為港幣212,021,000元（二零零九年：港幣208,727,000元）。本集團持續評估其借款人之信譽，並按過往付款紀錄以及審閱借款人現行信貸資料釐定其現時信譽調整信貸限額。本集團按原定實際利率貼現之估計未來現金流量現值，持續監察借款人之收款及付款狀況。倘本集團借款人之財政狀況轉壞以致其之付款能力減弱，則或會考慮作出額外撥備。

可供出售投資之估計減值

於二零一零年三月三十一日，可供出售投資之賬面值為港幣44,869,000元（二零零九年：港幣37,892,000元）。當可供出售投資之公平值大幅及長期低於其原有成本時，本集團釐定其出現減值。至於如何釐定公平值於合理時期內仍低於原有成本並無法復原乃屬判斷性質，因此溢利及虧損可以由於此項判斷之差異而受到影響。

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4. KEY SOURCES OF ESTIMATION UNCERTAINTY (Cont'd)

Estimated impairment of properties held for sale

As at 31st March, 2010, the carrying amounts of properties held for sale were HK\$901,222,000 (2009: HK\$539,388,000). In determining whether impairment on properties held for sale is required, the Group takes into consideration the current market environment, the estimated market value of the properties and/or the present value of future cash flow expected to receive. Impairment is recognised based on the higher of present value of estimated future cash flow and estimated market value. If the market environment/circumstances changes significantly, resulting in a decrease in the recoverable amount of these properties held for sale, impairment loss may be required.

Income taxes

As at 31st March, 2010, no deferred tax asset has been recognised on the tax losses of HK\$621,132,000 (2009: HK\$700,389,000) due to the unpredictability of future profit streams. The realisability of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future.

5. SEGMENT INFORMATION

The Group has adopted HKFRS 8 *Operating Segments* with effect from 1st April, 2009. HKFRS 8 is a disclosure standard that requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker (“CODM”) for the purpose of allocating resources to segments and assessing their performance. In contrast, the predecessor Standard (HKAS 14 *Segment Reporting*) required an entity to identify two sets of segments (business and geographical) using a risks and returns approach, with the entity’s “system of internal financial reporting to key management personnel” serving only as the starting point for the identification of such segments. The application of HKFRS 8 has resulted in redesignation of the Group’s reportable segments as compared with the primary reportable segments determined in accordance with HKAS 14.

In previous year, the Group’s primary reporting format was business segments comprising five segments, namely property development, property investment, golf and leisure, securities investment and finance. However, for the property operations, the CODM reviews the financial information of the property development and investment projects altogether. Therefore, the property operations (including property development and property investment) are considered as one operating segment. The principal locations of the Group’s property projects as at 31st March, 2010 are the PRC, Hong Kong and Macau.

4. 估計不確定因素主要來源(續)

待售物業之估計減值

於二零一零年三月三十一日，待售物業之賬面值為港幣901,222,000元(二零零九年：港幣539,388,000元)。於釐定待售物業是否需要減值時，本集團會考慮目前市場環境、物業之估計市值及／或預期將會收到之未來現金流量之現值。減值乃根據估計未來現金流量之現值與估計市值之較高者而確認。倘市場環境／情況出現重大轉變，導致該等待售物業之可收回金額下跌，則可能需要確認減值虧損。

所得稅

於二零一零年三月三十一日，由於不能確定未來溢利趨勢，故並未就港幣621,132,000元(二零零九年：港幣700,389,000元)稅項虧損確認遞延稅項資產。遞延稅項資產能否變現須視乎日後是否有足夠未來溢利或應課稅暫時性差額可供使用。

5. 分部資料

本集團自二零零九年四月一日起已採納香港財務報告準則第8號經營分部。香港財務報告準則第8號為一項披露準則，該準則要求以主要營運決策者(「主要營運決策者」)為分配資源予分部及評估其表現而定期審閱之有關本集團組成部分之內部報告，作為識別經營分部之基準。反觀原有準則(香港會計準則第14號分部報告)則要求實體採用風險及回報方法以識別兩組分部(業務及地區)，僅採用實體「向主要管理人員呈報內部財務報告之制度」作為識別該等分部之起點。相對於根據香港會計準則第14號釐定之首要可報告分部而言，採用香港財務報告準則第8號令本集團重新劃定可報告分部。

於上年度，本集團之首要報告形式為業務分部，並包含五個營運部門，包括物業發展、物業投資、高爾夫球及消閒、證券投資以及融資。然而，就物業營運而言，主要營運決策者會一併審閱物業發展及投資項目之財務資料。因此，物業營運(包括物業發展及物業投資)乃視為一個經營分部。於二零一零年三月三十一日，本集團之物業項目主要地點為中國、香港及澳門。

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5. SEGMENT INFORMATION (Cont'd)

The Group's operating segments under HKFRS 8 are therefore as follows:

Property	– development of and investment in properties
Golf and leisure	– development and operation of golf resort and hotel
Securities investments	– trading and investment of securities
Finance	– loan financing services

Information regarding these segments is reported below. Amounts reported for the prior year have been restated to conform to the requirements of HKFRS 8.

Segment revenues and results

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

For the year ended 31st March, 2010

5. 分部資料(續)

根據香港財務報告準則第8號，本集團之經營分部如下：

物業	– 物業發展及投資
高爾夫球及消閒	– 發展及經營高爾夫球度假村及酒店
證券投資	– 證券之買賣及投資
融資	– 貸款融資服務

有關該等分部之資料報告如下。過往年度所報告之金額已重列以符合香港財務報告準則第8號之規定。

分部收益及業績

以下為本集團按可報告分部劃分之收益及收入分析：

截至二零一零年三月三十一日止年度

		Turnover	Segment revenue	Operating profit (loss)	Share of results of associates	Share of results of a jointly controlled entity	Finance costs	Segment results; profit (loss) before taxation
		營業額	分部收益	經營溢利 (虧損)	應佔聯營公司業績	應佔一間共同控制實體業績	財務費用	分部業績；除稅前溢利 (虧損)
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
		(Note a)	(Note b)					
		(附註a)	(附註b)					
Property	物業	57,948	57,948	138,201	(11,050)	95	(12,666)	114,580
Golf and leisure (Note c)	高爾夫球及消閒 (附註c)	55,214	55,214	(18,519)	–	–	(2,010)	(20,529)
Securities investments	證券投資	186,438	111,830	169,764	–	–	(2)	169,762
Finance	融資	14,758	14,758	20,886	–	–	–	20,886
SEGMENT TOTAL	分部總計	314,358	239,750	310,332	(11,050)	95	(14,678)	284,699
Central administrative costs	總行政成本	–	–	(72,354)	–	–	(109,385)	(181,739)
GROUP TOTAL	集團總計	314,358	239,750	237,978	(11,050)	95	(124,063)	102,960

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5. SEGMENT INFORMATION (Cont'd)

Segment revenues and results (Cont'd)

For the year ended 31st March, 2009

		Turnover 營業額 HK\$'000 港幣千元 (Note a) (附註a)	Segment revenue 分部收益 HK\$'000 港幣千元 (Note b) (附註b)	Operating profit (loss) 經營溢利 (虧損) HK\$'000 港幣千元	Share of results of associates 應佔聯營 公司業績 HK\$'000 港幣千元	Share of results of a jointly controlled entity 應佔一間 共同控制 實體業績 HK\$'000 港幣千元	Finance costs 財務費用 HK\$'000 港幣千元	Segment results; profit (loss) before taxation 分部業績; 除稅前 溢利 (虧損) HK\$'000 港幣千元
Property	物業	20,349	20,349	(131,951)	(4,404)	(212)	(4,607)	(141,174)
Golf and leisure (Note c)	高爾夫球及消閒 (附註c)	49,460	49,460	(8,273)	-	-	(2,263)	(10,536)
Securities investments	證券投資	53,540	1,089	(171,064)	-	-	(28)	(171,092)
Finance	融資	21,772	21,772	26,989	-	-	-	26,989
SEGMENT TOTAL	分部總計	145,121	92,670	(284,299)	(4,404)	(212)	(6,898)	(295,813)
Central administrative costs	總行政成本	-	-	(65,013)	-	-	(101,459)	(166,472)
GROUP TOTAL	集團總計	145,121	92,670	(349,312)	(4,404)	(212)	(108,357)	(462,285)

Notes:

- (a) Turnover as set out above comprises rental income and sales proceeds of properties, revenue from golf and leisure operations, loan financing income, dividend income from investments held-for-trading and gross proceeds from disposal of investments held-for-trading.
- (b) Revenue as set out above comprises rental income and sales proceeds of properties, revenue from golf and leisure operations, loan financing income, dividend income from investments held-for-trading and net gain from disposal of investments held-for-trading.
- (c) Turnover and revenue of golf and leisure segment as set out above comprise rental income and other revenue from golf and leisure operations.

The CODM assesses the performance of the operating segments based on the profit (loss) before taxation of the group entities engaged in the respective segment activities which represents the segment result. Financial information provided to the CODM is measured in a manner consistent with the accounting policies adopted in the preparation of the consolidated financial statements.

5. 分部資料(續)

分部收益及業績(續)

截至二零零九年三月三十一日止年度

		Turnover 營業額 HK\$'000 港幣千元 (Note a) (附註a)	Segment revenue 分部收益 HK\$'000 港幣千元 (Note b) (附註b)	Operating profit (loss) 經營溢利 (虧損) HK\$'000 港幣千元	Share of results of associates 應佔聯營 公司業績 HK\$'000 港幣千元	Share of results of a jointly controlled entity 應佔一間 共同控制 實體業績 HK\$'000 港幣千元	Finance costs 財務費用 HK\$'000 港幣千元	Segment results; profit (loss) before taxation 分部業績; 除稅前 溢利 (虧損) HK\$'000 港幣千元
Property	物業	20,349	20,349	(131,951)	(4,404)	(212)	(4,607)	(141,174)
Golf and leisure (Note c)	高爾夫球及消閒 (附註c)	49,460	49,460	(8,273)	-	-	(2,263)	(10,536)
Securities investments	證券投資	53,540	1,089	(171,064)	-	-	(28)	(171,092)
Finance	融資	21,772	21,772	26,989	-	-	-	26,989
SEGMENT TOTAL	分部總計	145,121	92,670	(284,299)	(4,404)	(212)	(6,898)	(295,813)
Central administrative costs	總行政成本	-	-	(65,013)	-	-	(101,459)	(166,472)
GROUP TOTAL	集團總計	145,121	92,670	(349,312)	(4,404)	(212)	(108,357)	(462,285)

附註:

- (a) 上文所載營業額包括來自物業之銷售所得款項及租金收入、高爾夫球及消閒業務之收益、貸款融資收入、持作買賣投資之股息收入及出售持作買賣投資所得款項總額。
- (b) 上文所載之收益包括來自物業之銷售所得款項及租金收入、高爾夫球及消閒業務之收益、貸款融資收入、持作買賣投資之股息收入及出售持作買賣投資之收益淨額。
- (c) 上文所載之高爾夫球及消閒分部之營業額及收益包括租金收入及其他高爾夫球及消閒業務收益。

主要營運決策者乃基於從事各相關分部活動之集團實體之除稅前溢利(虧損)，即分部業績，以評估經營分部之表現。向主要營運決策者提供之財務資料以與編製綜合財務報表所採納之會計政策一致的方式計算。

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5. SEGMENT INFORMATION (Cont'd)

Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable segment:

		Segment assets 分部資產		Segment liabilities 分部負債	
		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Property	物業	3,025,426	2,083,866	472,195	92,389
Golf and leisure	高爾夫球及消閒	352,867	342,610	163,126	132,531
Securities investments	證券投資	194,360	214,444	1,488	2,718
Finance	融資	342,569	357,817	20	20
		3,915,222	2,998,737	636,829	227,658
Bank balances and cash and pledged bank deposits	銀行結餘及現金及已抵押銀行存款	202,861	168,661	–	–
Refundable earnest monies	可予退還誠意金	74,070	388,461	–	–
Convertible note payables	可換股票據應付款項	–	–	1,436,316	1,336,087
Unallocated	未分配	16,803	25,511	13,988	8,389
Total	總計	4,208,956	3,581,370	2,087,133	1,572,134

For the purposes of monitoring segment performances and allocating resources between segments:

- all assets are allocated to operating segments other than property, plant and equipment, certain debtors, deposits and prepayments of the corporate offices, bank balances and cash and pledged bank deposits ; and
- all liabilities are allocated to operating segments other than convertible note payables, deposits and accrued charges of the corporate offices.

5. 分部資料(續)

分部資產及負債

本集團可報告分部資產及負債分析如下：

為監控分部表現及分配分部間資源：

- 所有資產均分配至經營分部，除總部之物業、機械及設備、若干應收賬款、按金及預付款項、銀行結餘及現金及已抵押銀行存款以外；及
- 所有負債均分配至經營分部，除總部之可換股票據應付款項、按金及應計開支以外。

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5. SEGMENT INFORMATION (Cont'd)

Geographical information

The Group's revenue from external customers and information about its non-current assets, excluding financial assets, by geographical location of the assets are detailed below:

Geographical regions 地區	Revenue from external customer 來自外來客戶之收益		Carrying amount of non-current assets 非流動資產賬面值	
	2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
PRC	55,214	49,460	433,921	324,642
Hong Kong	124,210	22,750	240,928	198,092
Macau	55,837	11,356	191,261	134,809
Others	4,489	9,104	-	-
	239,750	92,670	866,110	657,543

Information about major customers

Revenue from customers of property segment of the corresponding years contributing over 10% of the total sales of the Group:

		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Customer A	客戶A	45,147	N/A ¹
Customer B	客戶B	N/A ¹	11,356
		45,147	11,356

¹ The corresponding revenue of the customer did not contribute over 10% of the total sales of the Group for the relevant year.

5. 分部資料(續)

地區資料

本集團來自外來客戶之收益及有關其非流動資產(不包括金融資產)之資料按資產之地理位置詳列如下:

有關主要客戶之資料

於相關年度內來自佔本集團總銷售超過10%之客戶(物業分部)之收益:

¹ 該客戶相關收益並無於有關年度向本集團貢獻超過總銷售之10%。

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5. SEGMENT INFORMATION (Cont'd)

Other segment information

		Addition to non-current assets		Depreciation and amortisation		Increase in fair value of investment properties under development		(Reversal) recognition of impairment losses on property interests		Interest income	
		2010	2009	2010	2009	2010	2009	2010	2009	2010	2009
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Property	物業	3,251	6,892	185	170	39,749	-	(92,591)	146,712	14,131	14,829
Golf and leisure	高爾夫球及消閒	8,615	6,158	12,334	12,190	-	-	-	-	726	156
Securities investments	證券投資	-	-	-	-	-	-	-	-	1	77
Finance	融資	-	-	-	-	-	-	-	-	21,140	27,274
		<u>11,866</u>	<u>13,050</u>	<u>12,519</u>	<u>12,360</u>	<u>39,749</u>	<u>-</u>	<u>(92,591)</u>	<u>146,712</u>	<u>35,998</u>	<u>42,336</u>
Unallocated	未分配	2,692	5,062	2,758	2,408	-	-	-	-	144	4,031
Total	總計	<u>14,558</u>	<u>18,112</u>	<u>15,277</u>	<u>14,768</u>	<u>39,749</u>	<u>-</u>	<u>(92,591)</u>	<u>146,712</u>	<u>36,142</u>	<u>46,367</u>

5. 分部資料(續)

其他分部資料

6. REVENUE

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

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

6. 收益

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

收益指年內來自第三方扣除貼現及銷售相關稅項後已收及應收款項之總和。年內本集團之收益之分析如下：

		2010	2009
		二零一零年	二零零九年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Net gain on disposal of investments held-for-trading	出售持作買賣投資之淨溢利	111,582	119
Sales of properties	銷售物業	55,837	17,901
Hotel operations	經營酒店	16,146	14,563
Green fees, practice balls and car rental income	草坪費、練習球及汽車租金收入	14,865	10,738
Loan interest income	貸款利息收入	14,758	21,772
Food and beverage sales	銷售食物及飲料	8,545	10,639
Rental income	租金收入	8,429	7,850
Golf club subscription fees and handling fees	高爾夫球會會費及手續費	7,162	5,993
Pro shop sales	專賣店銷售	2,178	2,125
Dividend income from financial instruments	金融工具之股息收入	248	970
		<u>239,750</u>	<u>92,670</u>

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7. NET GAIN (LOSS) ON FINANCIAL INSTRUMENTS

7. 金融工具之淨溢利(虧損)

		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Increase (decrease) in fair values of:	下列各項之公平值增加(減少)：		
– investments held-for-trading held at the end of reporting period	– 於報告期末持有之持作買賣投資	38,571	(114,477)
– derivatives embedded in convertible bonds	– 可換股債券附帶之衍生工具	–	(3,247)
Dividend income on available-for-sales investments	可供出售投資之股息收入	16,426	1,531
Dividend income on investments held-for-trading	持作買賣投資之股息收入	248	970
Gain (loss) on disposal of available-for-sale investments	出售可供出售投資之溢利(虧損)	3,836	(4,299)
Net gain on disposal of investments held-for-trading	出售持作買賣投資之淨溢利	111,582	119
Gain on disposal of convertible bonds	出售可換股債券之溢利	–	3,103
Impairment loss on available-for-sales investments	可供出售投資之減值虧損	–	(53,037)
		170,663	(169,337)

8. OTHER INCOME

8. 其他收入

		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Bank interest income	銀行利息收入	242	4,676
Exchange gain, net	匯兌收益淨額	–	2,841
Interest income on convertible bonds	可換股債券之利息收入	6,382	5,502
Imputed interest on unsecured loan due from an associate	應收一間聯營公司無抵押貸款之估算利息	634	–
Other interest income (Note)	其他利息收入(附註)	14,126	14,417
Others	其他	7,389	6,559
		28,773	33,995

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

附註：收入指應收一間聯營公司一名股東之款項，涉及應收一間聯營公司之港幣281,150,000元無抵押貸款，該等貸款為墊支予該聯營公司之款項，原因是該名股東並未按其比例向該聯營公司提供貸款。詳情載於附註21。

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(for the year ended 31st March, 2010) (截至二零一零年三月三十一日止年度)

9. REVERSAL (RECOGNITION) OF IMPAIRMENT LOSSES ON PROPERTY INTERESTS

During the year ended 31st March, 2009, the directors conducted a review of the Group's properties under development and properties held for sale and determined that certain of the assets were impaired, due to decrease of open market value based on the valuation report conducted by RHL Appraisal Limited. The valuation was arrived at by reference to market evidence of transaction prices for similar properties in the same locations and conditions and have taken into account the cost expended and to be expended to complete the development. The valuation has been based on the assumption that the Group sells the properties in the market subject to immediate vacant possession. Accordingly, impairment losses of HK\$54,121,000 and HK\$92,591,000 were recognised respectively.

During the current year, the directors conducted a review of the Group's properties held for sale and determined that the recoverable amount of the asset is higher than its carrying amount, due to increase of opened market values based on the valuation report conducted by RHL Appraisal Limited. The valuation was arrived at by reference to market evidence of transaction prices for similar properties in the same locations and conditions and have taken into account the cost expended and to be expended to complete the development. The valuation has been based on the assumption that the Group sells the properties in the market subject to immediate vacant possession. Accordingly, a reversal of impairment losses of HK\$92,591,000 has been recognised in profit or loss.

10. FINANCE COSTS

Effective interest on convertible note payables	可換股票據應付款項之實際利息
Interest on bank and other borrowings wholly repayable within five years	須於五年內悉數償還之銀行及其他借貸利息
Interest on obligations under finance leases	融資租賃承擔利息

9. 撥回(確認)物業權益之減值虧損

截至二零零九年三月三十一日止年度，董事就本集團之發展中物業及待售物業進行審閱，並因根據永利行評值顧問有限公司編製之估值報告所示公開市值有所下降而釐定若干資產已減值。該估值乃經參考相同地區及條件類似物業之交易價格市場憑證，並計及已耗用及將會耗用以完成發展之費用而達成。估值乃基於假設本集團於市場內出售物業並可即時交吉。因此，港幣54,121,000元及港幣92,591,000元減值虧損已分別確認。

本年內，董事就本集團之待售物業進行審閱，並因根據永利行評值顧問有限公司編製之估值報告所示公開市值有所提升而釐定可收回金額資產比賬面值高。該估值乃經參考相同地區及條件類似物業之交易價格市場憑證，並計及已耗用及將會耗用以完成發展之費用而達成。估值乃基於假設本集團於市場內出售物業並可即時交吉。因此，港幣92,591,000元減值虧損撥回已於損益賬中確認。

10. 財務費用

	2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Effective interest on convertible note payables	109,265	101,414
Interest on bank and other borrowings wholly repayable within five years	14,772	6,919
Interest on obligations under finance leases	26	24
	124,063	108,357

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11. TAXATION

11. 稅項

		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Current tax:	本年度稅項：		
Hong Kong Profits Tax	香港利得稅	-	-
PRC Enterprise Income Tax	中國企業所得稅	124	229
		<u>124</u>	<u>229</u>
Underprovision (overprovision) in prior years:	過往年度撥備不足(超額撥備)：		
Hong Kong Profits Tax	香港利得稅	668	(13)
Deferred tax (Note 36):	遞延稅項(附註36)：		
Current year	本年度	(684)	(685)
		<u>108</u>	<u>(469)</u>

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profits for both years.

No tax is payable on the profit for the year for some of the subsidiaries arising in Hong Kong since the assessable profit is wholly absorbed by tax losses brought forward.

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

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% from 1st January, 2008 onwards. For companies that were qualified under old law or regulations for incentive tax rate of 15%, the tax rate will progressively increase to 18%, 20%, 22%, 24% and 25% in years 2008, 2009, 2010, 2011 and 2012 respectively. For companies that were still entitled to certain exemption and reliefs (the "Tax Benefit") from PRC income tax, the EIT Law allowed the companies to continue to enjoy the Tax Benefit and afterwards change the tax rate to 25%.

兩個年度之香港利得稅乃按估計應課稅溢利之16.5%計算。

由於應課稅溢利被以前年度稅務虧損悉數抵銷，故部分附屬公司於香港產生之溢利無須課稅。

其他司法權區產生之稅項乃按有關司法權區之現行稅率計算。

根據《中華人民共和國企業所得稅法》(「企業所得稅法」)及企業所得稅法實施條例，中國附屬公司之稅率由二零零八年一月一日起改為25%。對於若干符合舊法或條例的15%獎勵稅率之公司，該稅率將分別在二零零八年、二零零九年、二零一零年、二零一一年及二零一二年逐步增至18%、20%、22%、24%及25%。對於若干仍有權享有中國所得稅減免(「稅務優惠」)之公司，企業所得稅法允許該等公司繼續享有稅務優惠並於其後將稅率改為25%。

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(for the year ended 31st March, 2010) (截至二零一零年三月三十一日止年度)

11. TAXATION (Cont'd)

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

11. 稅項(續)

本年度稅項支出(備抵)與綜合損益表所示除稅前溢利(虧損)之對賬如下:

		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Profit (loss) before taxation	除稅前溢利(虧損)	102,960	(462,285)
Tax at the Hong Kong Profits Tax rate at 16.5%	按香港利得稅稅率16.5% 計算之稅項	16,988	(76,277)
Tax effect of share of results of a jointly controlled entity and associates	應佔一間共同控制實體及 聯營公司業績之稅務影響	1,808	762
Tax effect of expenses not deductible for tax purpose	不可扣稅開支之稅務影響	22,760	51,472
Tax effect of income not taxable for tax purpose	毋須課稅收入之稅務影響	(30,591)	(7,107)
Underprovision (overprovision) in previous year	過往年度撥備不足(超額撥備)	668	(13)
Tax effect of deductible temporary differences not recognised	未確認可扣稅暫時差額之 稅務影響	13,396	32,622
Utilisation of deductible temporary differences previously not recognised	動用先前未確認之 可扣稅暫時差額	(22,933)	(158)
Effect of different tax rates of subsidiaries operating in other jurisdictions	於其他司法權區經營之 附屬公司稅率不同之影響	(1,988)	(1,770)
Tax charge (credit) for the year	本年度稅項支出(備抵)	108	(469)

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(for the year ended 31st March, 2010) (截至二零一零年三月三十一日止年度)

12. PROFIT (LOSS) FOR THE YEAR

12. 本年度溢利(虧損)

		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Profit (loss) for the year has been arrived at after charging (crediting):	本年度溢利(虧損)已扣除(計入):		
Auditor's remuneration	核數師酬金		
– current year	– 本年度	3,301	3,265
– underprovision in previous years	– 過往年度撥備不足	127	666
		<u>3,428</u>	<u>3,931</u>
Directors' emoluments (Note 13a)	董事酬金(附註13a)	20,897	18,222
Other staff costs:	其他員工成本:		
Salaries and other benefits	薪金及其他福利	39,811	35,037
Equity-settled share-based payments expense to employees	以股權結算以股份形式支付僱員之開支	450	1,465
Retirement benefits scheme contributions, net of forfeited contributions of HK\$253,000 in 2009	退休福利計劃供款扣除於二零零九年已沒收供款港幣253,000元	1,513	1,699
Total staff costs	員工成本總額	<u>62,671</u>	<u>56,423</u>
Cost of inventories recognised as an expense (including reversal of impairment losses on properties held for sale of HK\$92,591,000 (2009: recognition of impairment losses of HK\$92,591,000 on properties held for sale))	存貨成本確認為開支(包括撥回港幣92,591,000元之待售物業減值虧損(二零零九年: 確認港幣92,591,000元之待售物業減值虧損))	(37,513)	107,416
Depreciation of property, plant and equipment	物業、機械及設備折舊	12,015	11,507
Release of prepaid lease payments of leasehold land	租賃土地預付租賃款項撥回	525	525
Amortisation of premium on prepaid lease payments of leasehold land	租賃土地預付租賃款項之溢價攤銷	2,737	2,736
Total depreciation and amortisation	折舊及攤銷總額	<u>15,277</u>	<u>14,768</u>
Loss on disposal of property, plant and equipment	出售物業、機械及設備之虧損	99	171
Net exchange loss (gain)	匯兌虧損(收益)淨額	369	(2,841)
Allowance for bad and doubtful debts	呆壞賬撥備	889	5,313

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13. DIRECTORS' EMOLUMENTS AND HIGHEST PAID INDIVIDUALS

(a) Directors' emoluments

The emoluments paid or payable to each of the nine (2009: nine) directors were as follows:

	Fees 袍金 HK\$'000 港幣千元	Salaries and other benefits 薪金及 其他福利 HK\$'000 港幣千元	Other emoluments 其他酬金			Retirement benefits scheme contributions 退休福利 計劃供款 HK\$'000 港幣千元	Total emoluments 酬金總額 HK\$'000 港幣千元
			Discretionary and performance related incentive payments 酌情及與表現 掛鈎之獎金 HK\$'000 港幣千元	Equity-settled share-based payments expense 以股權結算 以股份形式 付款之開支 HK\$'000 港幣千元			
2010							
Cheung Hon Kit		10	2,880	2,500	275	12	5,677
Chan Fut Yan		10	2,640	2,000	165	264	5,079
Cheung Chi Kit		10	1,800	1,500	118	90	3,518
Lai Tsan Tung, David		240	1,762	1,500	72	12	3,586
Chan Yiu Lun, Alan		10	-	-	10	-	20
Ma Chi Kong, Karl		37	2,353	-	189	9	2,588
Qiao Xiaodong		120	-	-	3	-	123
Wong Chi Keung, Alvin		120	-	-	33	-	153
Kwok Ka Lap, Alva		120	-	-	33	-	153
		677	11,435	7,500	898	387	20,897
2009							
Cheung Hon Kit		10	2,880	-	1,198	12	4,100
Chan Fut Yan		10	2,640	-	699	264	3,613
Wong Kam Cheong, Stanley		4	1,019	-	188	5	1,216
Cheung Chi Kit		10	1,800	-	499	90	2,399
Lai Tsan Tung, David		240	1,762	-	299	12	2,313
Ma Chi Kong, Karl		10	3,000	-	899	12	3,921
Qiao Xiaodong		120	-	-	-	-	120
Wong Chi Keung, Alvin		120	-	-	150	-	270
Kwok Ka Lap, Alva		120	-	-	150	-	270
		644	13,101	-	4,082	395	18,222

Note: The amount included performance related incentive payment which is determined based on the performance of the directors for the year ended 31st March, 2010.

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

13. 董事酬金及最高薪酬人士

(a) 董事酬金

已付或應付九名(二零零九年: 九名)董事各自之酬金如下:

	Fees 袍金 HK\$'000 港幣千元	Salaries and other benefits 薪金及 其他福利 HK\$'000 港幣千元	Other emoluments 其他酬金			Retirement benefits scheme contributions 退休福利 計劃供款 HK\$'000 港幣千元	Total emoluments 酬金總額 HK\$'000 港幣千元
			Discretionary and performance related incentive payments 酌情及與表現 掛鈎之獎金 HK\$'000 港幣千元	Equity-settled share-based payments expense 以股權結算 以股份形式 付款之開支 HK\$'000 港幣千元			

附註: 該金額包括根據董事於截至二零一零年三月三十一日止年度之表現釐定之與表現掛鈎之獎金。

於本年度及過往年度, 並無任何董事放棄酬金。

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13. DIRECTORS' EMOLUMENTS AND HIGHEST PAID INDIVIDUALS (Cont'd)**(b) Highest paid individuals**

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

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

14. EARNINGS (LOSS) PER SHARE

The calculation of the basic and diluted earnings (loss) per share attributable to owners of the Company is based on the following data:

Earnings (loss):

Profit (loss) for the year attributable to owners of the Company and profit (loss) for the purpose of basic and diluted earnings (loss) per share

盈利(虧損)：

本公司擁有人應佔本年度溢利(虧損)及計算每股基本及攤薄盈利(虧損)之溢利(虧損)

Number of shares:

Weighted average number of ordinary shares for the purpose of basic and diluted earnings (loss) per share

股份數目：

計算每股基本及攤薄盈利(虧損)之普通股加權平均數

The weighted average number of ordinary shares for the purpose of basic earnings per share in 2009 has been adjusted for the rights issues and share consolidation.

The calculation of diluted loss per share in 2009 has not assumed the exercise of the share options and warrants and the conversion of convertible notes as these potential ordinary shares are anti-dilutive during 2009.

The calculation of diluted earnings per share for both years has not assumed the exercise of the share options and warrants and the conversion of the convertible notes because the exercise prices or the conversion prices of those instruments was higher than average market price for the Company's shares during both years.

13. 董事酬金及最高薪酬人士(續)**(b) 最高薪酬人士**

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

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

14. 每股盈利(虧損)

本公司擁有人應佔每股基本及攤薄盈利(虧損)乃按照以下數據計算：

	2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Earnings (loss):		
Profit (loss) for the year attributable to owners of the Company and profit (loss) for the purpose of basic and diluted earnings (loss) per share	102,852	(461,816)
Number of shares:		
Weighted average number of ordinary shares for the purpose of basic and diluted earnings (loss) per share	470,917,854	383,880,132

二零零九年度用於計算每股基本盈利之普通股加權平均數已就供股及股份合併而作出調整。

計算二零零九年度之每股攤薄虧損時，並無假設購股權及認股權證獲行使及可換股票據獲兌換，因該等潛在普通股於二零零九年度具反攤薄作用。

計算兩個年度之每股攤薄盈利時，並無假設購及認股權證獲行使，因該等工具之行使價或換股價於兩個年度內較本公司之股份之平均市場價格高。

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15. PROPERTY, PLANT AND EQUIPMENT

15. 物業、機械及設備

		Buildings	Leasehold improvements	Plant and machineries	Furniture, fixtures and equipment	Motor vehicles	Construction in progress	Total
		樓宇	租賃物業裝修	機械及設備	傢俬、裝置及設備	汽車	在建工程	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
COST	成本							
At 1st April, 2008	於二零零八年四月一日	99,769	189	9,630	4,762	6,214	63,040	183,604
Exchange adjustments	匯兌調整	2,830	8	410	108	135	1,688	5,179
Additions	添置	5,876	4,240	940	1,379	20	3,389	15,844
Transfer	轉讓	37,751	-	-	12	-	(37,763)	-
Disposals	出售	(725)	(35)	-	(277)	(1,161)	-	(2,198)
At 31st March, 2009	於二零零九年三月三十一日	145,501	4,402	10,980	5,984	5,208	30,354	202,429
Exchange adjustments	匯兌調整	(5)	1	(3)	3	7	80	83
Additions	添置	3	820	-	570	2,606	7,308	11,307
Transfer	轉讓	236	-	-	-	-	(236)	-
Deemed disposal of subsidiaries	視作出售附屬公司	-	(136)	-	(127)	(174)	-	(437)
Disposals	出售	(677)	(4)	(295)	(154)	(722)	-	(1,852)
At 31st March, 2010	於二零一零年三月三十一日	145,058	5,083	10,682	6,276	6,925	37,506	211,530
DEPRECIATION	折舊							
At 1st April, 2008	於二零零八年四月一日	2,332	55	389	1,126	1,159	-	5,061
Exchange adjustments	匯兌調整	417	8	173	33	59	-	690
Provided for the year	本年度撥備	6,389	1,397	1,375	1,110	1,236	-	11,507
Eliminated on disposals	出售時對銷	(95)	(35)	-	(177)	(746)	-	(1,053)
At 31st March, 2009	於二零零九年三月三十一日	9,043	1,425	1,937	2,092	1,708	-	16,205
Exchange adjustments	匯兌調整	66	2	12	8	5	-	93
Provided for the year	本年度撥備	6,603	1,773	1,357	1,080	1,202	-	12,015
Eliminated on deemed disposal of subsidiaries	視作出售附屬公司時對銷	-	(5)	-	(5)	(10)	-	(20)
Eliminated on disposals	出售時對銷	(613)	(1)	(262)	(93)	(475)	-	(1,444)
At 31st March, 2010	於二零一零年三月三十一日	15,099	3,194	3,044	3,082	2,430	-	26,849
CARRYING VALUE	賬面值							
At 31st March, 2010	於二零一零年三月三十一日	129,959	1,889	7,638	3,194	4,495	37,506	184,681
At 31st March, 2009	於二零零九年三月三十一日	136,458	2,977	9,043	3,892	3,500	30,354	186,224

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

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

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

The carrying values of buildings shown above are located in:

– Hong Kong on medium-term lease	– 香港按中期租約
– PRC on medium-term lease	– 中國按中期租約

At 31st March, 2010, the carrying values of furniture, fixtures and equipment of the Group included an amount of HK\$225,000 (2009: HK\$357,000) in respect of assets held under finance leases.

16. PREPAID LEASE PAYMENTS OF LEASEHOLD LAND

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

Land use rights in the PRC on medium-term lease	於中國根據中期租約持有之土地使用權
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Analysed for reporting purposes as:

Current asset	流動資產
Non-current asset	非流動資產

15. 物業、機械及設備(續)

上述物業、機械及設備項目(在建工程除外)以直線法按下列年率折舊：

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

上述樓宇乃位於下列各地，其賬面值如下：

	2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
	4,269	4,454
	125,690	132,004
	129,959	136,458

於二零一零年三月三十一日，本集團傢俬、裝置及設備之賬面值包括按融資租賃持有資產之款項港幣225,000元(二零零九年：港幣357,000元)。

16. 租賃土地預付租賃款項

本集團之租賃土地預付租賃款項包括：

	2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
	20,821	21,352
	530	530
	20,291	20,822
	20,821	21,352

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17. PREMIUM ON PREPAID LEASE PAYMENTS OF LEASEHOLD LAND

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

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

17. 租賃土地預付租賃款項之溢價

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

預付租賃款項之溢價之變動如下：

		HK\$'000 港幣千元
COST	成本	
At 1st April, 2008, 31st March, 2009 and 2010	於二零零八年四月一日、二零零九年及二零一零年三月三十一日	<u>119,268</u>
AMORTISATION	攤銷	
At 1st April, 2008	於二零零八年四月一日	4,974
Charge for the year	本年度扣除	<u>2,736</u>
At 31st March, 2009	於二零零九年三月三十一日	7,710
Charge for the year	本年度扣除	<u>2,737</u>
At 31st March, 2010	於二零一零年三月三十一日	<u>10,447</u>
CARRYING VALUE	賬面值	
At 31st March, 2010	於二零一零年三月三十一日	<u>108,821</u>
At 31st March, 2009	於二零零九年三月三十一日	<u>111,558</u>

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18. INVESTMENT PROPERTIES UNDER DEVELOPMENT/ PROPERTIES UNDER DEVELOPMENT 18. 發展中投資物業／發展中物業

		Investment properties under development 發展中投資物業 HK\$'000 港幣千元
FAIR VALUE	公平值	
At 1st April, 2008 and 31st March, 2009	於二零零八年四月一日及 二零零九年三月三十一日	–
Reclassified from properties under development (Note 2)	由發展中物業重新分類(附註2)	189,000
Additions	添置	3,251
Increase in fair value recognised in profit or loss	於損益賬中確認之公平值增加	39,749
At 31st March, 2010	於二零一零年三月三十一日	232,000

The carrying values of investment properties under development shown above are located in:

上述發展中投資物業乃位於下列地區，其賬面值如下：

	2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
– Hong Kong on medium-term lease	232,000	–
– 香港按中期租約		

The fair value of the Group's properties under development at 31st March, 2009 has been arrived at a basis of valuation on that date by RHL Appraisal Limited, an independent professional valuer. The valuation was arrived at based on market evidence of transaction prices for similar completed properties in the same locations and conditions and have taken into account the cost expended and to be expended to complete the development. The valuation was made on the assumption that the Group sells the properties in the market subject to immediate vacant possession. During the year ended 31st March, 2009, an impairment loss of HK\$54,121,000 has been recognised by reference to the valuation.

於二零零九年三月三十一日，本集團發展中物業之公平值乃按獨立專業估值師永利行評值顧問有限公司於同日之估值為基準釐定。估值乃按相同地點及相同條件下相若已竣工物業之交易價格之市場證據為基準，並經考慮為完成發展項目已超支或將超支之成本後而作出。估值乃基於假設本集團於市場內出售物業並可即時交吉。截至二零零九年三月三十一日止年度，確認港幣54,121,000元之減值虧損(經參考估值)。

As detailed in note 2, as a result of the adoption of amendments to HKAS 40 *Investment Property*, the Group's properties under development has been reclassified to investment properties at 1st April, 2009. The carrying amount of the properties under development as at 1st April, 2009 approximates to its fair value.

如附註2所詳述，由於採納香港會計準則第40號投資物業之修訂，故本集團之發展中物業已於二零零九年四月一日重新分類為投資物業。該等發展中物業於二零零九年四月一日之賬面值與其公平值相若。

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18. INVESTMENT PROPERTIES UNDER DEVELOPMENT/ PROPERTIES UNDER DEVELOPMENT (Cont'd)

The fair value of the Group's investment properties under development at 31st March, 2010 has been arrived at a basis of valuations carried out on that date by RHL Appraisal Limited, an independent professional valuer. The valuation was arrived at by reference to market evidence of transaction prices for similar properties in the same locations and conditions. The valuation was made on the assumption that the Group sells the properties in the market subject to immediate vacant possession. The resulting increase in fair value of investment properties under development of HK\$39,749,000 has been recognised directly in profit or loss for the year ended 31st March, 2010.

At 31st March, 2010, all of the Group's investment properties under development had been pledged to secured banking facilities granted to the Group.

19. AVAILABLE-FOR-SALE INVESTMENTS

Available-for-sale investments:

Listed equity securities in
– Hong Kong
– Overseas

可供出售投資：

於下列地方上市之股本證券
– 香港
– 海外

18. 發展中投資物業／發展中物業(續)

本集團之發展中投資物業於二零一零年三月三十一日之公平值乃按獨立專業估值師永利行評值顧問有限公司於同日之估值為基準釐定。估值乃經參考相同地區及條件類似物業之交易價而達成。估值乃基於假設本集團於市場內出售物業並可即時交吉。發展中投資物業公平值因而上升港幣39,749,000元，有關金額已於截至二零一零年三月三十一日止年度之損益賬中直接確認。

於二零一零年三月三十一日，所有本集團之發展中投資物業已為本集團之信貸融資作為抵押。

19. 可供出售投資

	2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Available-for-sale investments:		
Listed equity securities in		
– Hong Kong	4,887	5,764
– Overseas	39,982	32,128
	44,869	37,892

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20. INTERESTS IN JOINT VENTURES

Jointly controlled entity:

In May 2008, the Group and an independent third party established a jointly controlled entity, Keen Step Corporation Limited (“Keen Step”) at an initial investment cost of HK\$1. In September 2008, the Group further acquired the remaining 50% equity interest in Keen Step. Therefore, the interest in a jointly controlled entity was derecognised upon date of completion of further acquisition. Details are set out in note 41(a). During the year ended 31st March, 2009, the Group shared loss of HK\$212,000 of the jointly controlled entity.

During the year, Surplus Win Enterprises Limited (“Surplus Win”), a jointly controlled entity of the Group, entered into a sale and purchase agreement with a third party to acquire 80% of share capital in Double Diamond International Limited (“Double Diamond”) at a consideration of HK\$24 million. Double Diamond is a company incorporated in the British Virgin Islands and its principal activity is operating a pier located in Macau.

20. 於合營公司之權益

共同控制實體：

於二零零八年五月，本集團與一名獨立第三方以初步投資成本港幣1元成立一間共同控制實體建毅有限公司（「建毅」）。於二零零八年九月，本集團進一步收購建毅餘下50%股權。因此，於一間共同控制實體之權益在完成進一步收購當日剔除，有關詳情載於附註41(a)。截至二零零九年三月三十一日止年度，本集團應佔該共同控制實體虧損港幣212,000元。

年內，本集團之共同控制實體盈勝企業有限公司（「盈勝」）與一名第三方訂立一份買賣協議以收購Double Diamond International Limited（「Double Diamond」）之80%股本，代價為港幣24,000,000元。Double Diamond為一間於英屬處女群島註冊成立之公司，其主要業務為經營一個位於澳門之碼頭。

		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Cost of investment in a jointly controlled entity, unlisted	於共同控制實體之投資成本，非上市	-	-
Share of post-acquisition profits	應佔收購後溢利	95	-
		95	-
Loans due from a jointly controlled entity	應收共同控制實體之貸款	12,050	-
Less: Impairment loss	減：減值虧損	(11,022)	-
		1,123	-

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20. INTERESTS IN JOINT VENTURES (Cont'd)

Jointly controlled entity: (Cont'd)

The loans were unsecured and interest-free. In the opinion of the directors, the amounts will not be repaid within twelve months from the end of the reporting period and is therefore classified as non-current asset.

The recoverable amount of these loans is determined based on the net cash flows from operations estimated by the management for the coming five years.

At 31st March, 2010, the Group had interest in the following jointly controlled entities:

Name of the entity 實體名稱	Form of entity 實體形式	Place of incorporation/ establishment 註冊/成立地點	Class of shares held 所持股份類別	Nominal value of issued and fully paid share capital 已發行及繳足 股本面值	Proportion of nominal value of issued share capital indirectly held by the Group 本集團間接持有之 已發行股本面值比例		Principal activity 主要業務
					2010 二零一零年 %	2009 二零零九年 %	
Surplus Win 盈勝	Incorporated 註冊成立	British Virgin Islands 英屬處女群島	Ordinary 普通股	USD2 美金2元	50	-	Investment holding 投資控股
Double Diamond	Incorporated 註冊成立	British Virgin Islands 英屬處女群島	Ordinary 普通股	USD100 美金100元	40	-	Operating of pier 經營碼頭

The summarised financial information in respect of the Group's interest in the jointly controlled entity which is accounted for using the equity method, is set out below:

20. 於合營公司之權益(續)

共同控制實體：(續)

該等貸款為無抵押及免息。董事認為，有關金額將不會於報告期末起計十二個月內償還，故被分類為非流動資產。

該等貸款之可收回金額乃按管理層對未來五年經營所得現金流量淨額之估計而釐定。

於二零一零年三月三十一日，本集團於下列共同控制實體擁有權益：

有關本集團於共同控制實體之權益(以權益法入賬)的財務資料概要載列如下：

		2010 二零一零年 HK\$'000 港幣千元
Total assets	資產總值	14,857
Total liabilities	負債總值	(14,762)
The Group's share of net assets of jointly controlled entity	本集團應佔共同控制實體資產淨值	95
Income recognised in profit or loss	於損益賬確認之收入	249
Expenses recognised in profit or loss	於損益賬確認之開支	(154)
Other comprehensive income	其他全面收入	-

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20. INTERESTS IN JOINT VENTURES (Cont'd)

Jointly controlled operation:

Interest in properties held for development 於持作發展物業之權益
Loan to a joint venture 予一間合營公司之貸款

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

In addition, the Group is obliged to advance an aggregate of RMB40 million for use in the Development Project, of which approximately RMB10,098,000 (equivalent to HK\$11,488,000) (2009: RMB26,044,000 (equivalent to HK\$29,629,000)) was advanced by the Group during the year. The loan is unsecured, interest bearing at prevailing market rate in the PRC with an effective interest rate of 5.4% (2009: 5.4%) per annum and will not be repaid until completion of the development project. In the opinion of the directors, the loan will not be repaid within twelve months from the end of the reporting period and is therefore classified as non-current asset.

20. 於合營公司之權益(續)

共同控制業務：

	2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Interest in properties held for development	15,130	15,130
Loan to a joint venture	41,117	29,629
	56,247	44,759

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

此外，本集團有責任墊付用於發展項目之合共人民幣40,000,000元，本集團已於年內墊付其中約人民幣10,098,000元（相等於港幣11,488,000元）（二零零九年：人民幣26,044,000元（相等於港幣29,629,000元））。該貸款為無抵押、按中國現行市場利率計息，實際年利率為5.4厘（二零零九年：5.4厘），直至發展項目完成為止不會償還。董事認為，貸款不會於報告期末起計十二個月內償還，因而分類為非流動資產。

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

21. 於聯營公司之權益／聯營公司之無抵押貸款及應付利息

		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Cost of investment in associates, unlisted	於聯營公司之投資成本，非上市	350,535	169,202
Share of post-acquisition losses	應佔收購後虧損	(45,443)	(34,393)
		305,092	134,809
Loans and interest due from associates	應收聯營公司之貸款及利息	1,154,411	1,130,198
Less: Loss allocated in excess of cost of investment	減：超出投資成本之已分配虧損	(56,216)	(56,216)
		1,098,195	1,073,982

The loans and interest due from associates of HK\$1,154,411,000 included a principal of HK\$626,850,000 (2009: HK\$626,850,000) which is unsecured, non-interest bearing and advanced to an associate based on its agreed portion of advance stated in the acquisition agreement. The fair value of this amount is arrived at based on the imputed interest rate of 5% (2009: 8%) per annum.

The balance also included an amount of approximately HK\$281,150,000 (2009: HK\$281,150,000) is advanced to the associate as a shareholder did not make its proportionate contribution. The amount carries interest at 5% (2009: ranging from 5% to 5.25%) per annum.

In the opinion of the directors, the amount will not be repaid within twelve months from the end of reporting period and was therefore classified as non-current assets.

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

Pursuant to the Empresa De Fomento Industrial E Comercial Concórdia, S.A. ("Concordia") acquisition agreement, one of the subsidiaries of the Group further undertook to advance to Concordia a shareholder's loan of not more than HK\$15,000,000 (2009: HK\$15,000,000) after the completion of the Concordia acquisition agreement.

應收聯營公司之貸款及利息港幣1,154,411,000元包括本金港幣626,850,000元(二零零九年：港幣626,850,000元)之款項，該款項為無抵押、免息及按收購協議所述之協定墊款部分墊付予一間聯營公司。此筆款項之公平值按估算年利率5厘(二零零九年：8厘)計算。

由於一名股東並無按其比例作出應佔之墊款部分，故該款項包括一項約港幣281,150,000元(二零零九年：港幣281,150,000元)之餘款墊付予該聯營公司。該款項按5厘(二零零九年：介乎5厘至5.25厘)之年利率計息。

董事認為，由於該等款項不會於報告期末起計十二個月內償還，因而分類為非流動資產。

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

根據聯生發展股份有限公司(「聯生」)收購協議，本集團一間附屬公司進一步承諾，於完成聯生收購協議後向聯生墊付不多於港幣15,000,000元(二零零九年：港幣15,000,000元)之股東貸款。

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

The Group has the concentration of credit risk as 77% of the total unsecured loans and interest is due from only one associate which is a private company operating in Macau. The associate is mainly engaged in property development in Macau and owns a property development project which has commenced pre-sales after the end of reporting period. In order to minimise the credit risk, management of the Group has monitored the repayment ability of the associates continuously.

At 31st March, 2010 and 2009, the Group had interests in the following major associates:

Name of associate 聯營公司名稱	Form of business structure 業務架構形式	Place of incorporation/ establishment 註冊/成立地點	Class of shares held 所持股份類別	Nominal value of issued and fully paid/ registered share capital 已發行及繳足/ 註冊股本面值	Proportion of nominal value of issued/registered share capital indirectly held by the Group 本集團間接持有之已發行/ 註冊股本面值比例		Principal activity 主要業務
					2010 二零一零年 %	2009 二零零九年 %	
Concordia 聯生	Incorporated 註冊成立	Macau 澳門	Quota Capital (Note a) 註冊資本 (附註a)	MOP100,000,000 澳門幣100,000,000元	35.5	35.5	Property development 物業發展
Guizhou Hong De Real Estate Co., Ltd. 貴州宏德置業有限公司	Incorporated 註冊成立	PRC 中國	Registered Capital 註冊資本	RMB400,000,000 人民幣400,000,000元	45	-	Development and management of a hot spring and resort project 發展及管理溫泉及度假村項目
Orient Town Limited 華鎮有限公司	Incorporated 註冊成立	Hong Kong 香港	Ordinary 普通股	HK\$700 港幣700元	45	45	Investment holding (Note b) 投資控股(附註b)
San Lun Mang Investimentos, Limitada 新聯盟投資有限公司	Incorporated 註冊成立	Macau 澳門	Quota Capital (Note a) 註冊資本 (附註a)	MOP100,000 澳門幣100,000元	31.5	31.5	Investment holding (Note b) 投資控股(附註b)
三亞創新休閒產業投資有限公司	Incorporated 註冊成立	PRC 中國	Registered Capital 註冊資本	RMB50,000,000 人民幣50,000,000元	45	-	Development of marina resort 發展遊艇碼頭渡假村

21. 於聯營公司之權益/聯營公司之無抵押貸款及應付利息(續)

由於77%之總無抵押貸款及利息均來自一間聯營公司(為於澳門經營之私人公司)，故本集團面對集中信貸風險。該聯營公司主要於澳門從事物業發展，並擁有一個於報告期末後已開始預售之物業發展項目。為減低信貸風險，本集團管理層持續監察聯營公司之還款能力。

於二零一零年及二零零九年三月三十一日，本集團於下列主要聯營公司擁有權益：

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

Notes:

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

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

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

		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Total assets	資產總值	3,639,274	2,814,636
Total liabilities	負債總值	(3,064,304)	(2,749,307)
Minority interest	少數股東權益	(143,227)	(61,130)
Net assets as recorded in the books of the associates	於聯營公司賬目列賬之資產淨值	431,743	4,199
The Group's share of net assets of associates (Note)	本集團應佔聯營公司資產淨值 (附註)	305,092	134,809

Note: The Group's share of net assets of associates include a fair value adjustment amounted to HK\$305,945,000 (2009:HK\$305,945,000) for premium for the interest in leasehold land of the associate upon the acquisition of additional interest in the associate in a previous year.

21. 於聯營公司之權益／聯營公司之無抵押貸款及應付利息(續)

附註：

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

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

本集團聯營公司之財務資料概要載列如下：

附註：本集團於聯營公司之資產淨額包括於往年收購聯營公司額外權益時就聯營公司租賃土地權益之溢價作出港幣305,945,000元(二零零九年：港幣305,945,000元)之公平值調整。

		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Revenue	收入	-	-
Loss for the year	本年度虧損	(20,792)	(8,241)
Other comprehensive income	其他全面收益	-	-
The Group's share of loss and other comprehensive income of associates for the year	本集團應佔聯營公司本年度虧損及其他全面收益	(11,050)	(4,404)

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

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

		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Unrecognised share of losses of associates for the year	本年度未確認應佔聯營公司虧損	—	—
Accumulated unrecognised share of losses of associates	累計未確認應佔聯營公司虧損	(2,451)	(2,451)

22. AMOUNTS DUE FROM ASSOCIATES

The amounts are unsecured, interest-free and repayable within one year from the end from the reporting period.

23. DEBT PORTION OF CONVERTIBLE BONDS

		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Convertible notes (Notes a & b)	可換股票據(附註a及b)	43,429	37,047
Analysed as:	分類為:		
Current	流動	1,627	727
Non-current	非流動	41,802	36,320
		43,429	37,047

21. 於聯營公司之權益／聯營公司之無抵押貸款及應付利息(續)

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

22. 應收聯營公司款項

該金額為無抵押、免息且須於報告期末後一年內償還。

23. 可換股債券之負債部分

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23. DEBT PORTION OF CONVERTIBLE BONDS (Cont'd)

Notes:

- (a) The 2% convertible bonds issued by Wing On Travel (Holdings) Limited ("Wing On"), a company whose shares are listed on The Stock Exchange of Hong Kong Limited ("Wing On Bonds") with an aggregate principal amount of HK\$45,000,000 was purchased during the year ended 31st March, 2009 from an independent third party at a total consideration of HK\$33,750,000. The Group is entitled to convert the Wing On Bonds into shares of Wing On at an initial conversion price of HK\$0.79 per share (subject to adjustments), which was subsequently adjusted to HK\$0.339 and HK\$6.78 as a result of rights issue by Wing On on 3rd July, 2008 and capital reorganisation on 2nd February, 2010 respectively. Unless previously converted or lapsed, Wing On shall redeem the Wing On Bonds on 7th June, 2011 at 110% of their principal amount.
- (b) On 22nd June, 2010, Wing On announced that the change of its name from "Wing On Travel (Holdings) Limited" to "Rosedale Hotel Holdings Limited" has become effective on 27th May, 2010.

The Group classified the debt portion of the convertible notes as loans and receivables and the embedded conversion option is deemed as held for trading and classified as financial assets at fair value through profit or loss on initial recognition. The fair values of the embedded conversion option on initial recognition are determined by the directors of the Company with reference to the valuation performed by Greater China Appraisal Limited, a firm of independent professional values using Black-Scholes Option Pricing Model. The fair value of the embedded conversion option was insignificant as at 31st March, 2009 and 2010.

Details of the assumptions used in the Black-Scholes Option Pricing Model in the valuation of the conversion option embedded in convertible notes as at the following dates are as follows:

		Purchase date 購入日期		
		7th August, 2008 二零零八年 八月七日	31st March, 2009 二零零九年 三月三十一日	31st March, 2010 二零一零年 三月三十一日
Wing On Bonds	永安債券			
Closing price at date of valuation	估值日期之收市價	港幣HK\$0.055元	港幣HK\$0.025元	港幣HK\$0.570元
Conversion price	兌換價	港幣HK\$0.790元	港幣HK\$0.339元	港幣HK\$6.780元
Expected volatility (Note a)	預計波幅(附註a)	66.342%	88.677%	100%
Expected annual dividend yield	預計每年股息收益率	2.405%	無Nil	無Nil
Risk-free interest rate (Note b)	無風險利率(附註b)	2.712%	0.762%	0.210%

Notes:

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

23. 可換股債券之負債部分(續)

附註:

- (a) 截至二零零九年三月三十一日止年度從一名獨立第三方購回由永安旅遊(控股)有限公司(「永安」), 該公司之股份於香港聯合交易所有限公司上市, 發行本金總額為港幣45,000,000元之2厘可換股債券(「永安債券」), 總代價為港幣33,750,000元。本集團有權按初步兌換價每股港幣0.79元(可予調整)將永安債券兌換為永安股份, 兌換價其後分別於二零零八年七月三日因永安進行供股及於二零一零年二月二日因資本重組而調整為港幣0.339元及港幣6.78元。除已兌換或失效者外, 永安須於二零一零年六月七日按其本金額之110%贖回永安債券。
- (b) 於二零一零年六月二十二日, 永安宣佈將名稱由「永安旅遊(控股)有限公司」改名為「珀麗酒店控股有限公司」, 於二零一零年五月二十七日生效。

本集團將可換股票據之負債部分列作借貸及應收款項, 而附帶可換股選擇權視作持作買賣, 並於初步確認時透過損益賬按公平值列作金融資產。附帶可換股選擇權於初步確認時之公平值, 乃由本公司董事參考漢華評估有限公司(一家獨立專業估值公司)以柏力克-舒爾斯期權定價模式進行之估值而釐定。於二零零九年及二零一零年三月三十一日, 附帶可換股選擇權之公平值極微。

於下列日期就可換股債券附帶之可換股選擇權使用柏力克-舒爾斯期權定價模式進行估值之假設詳情如下:

附註:

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

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23. DEBT PORTION OF CONVERTIBLE BONDS (Cont'd)

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

As at 31st March, 2010 and 2009, the Group has the concentration of credit risk as all of the convertible bonds held by the Group was due from Wing On, which shares are listed on the Stock Exchange and a related party of which Mr. Cheung Hon Kit, the Chairman and an executive director of the Company is also a director of Wing On.

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

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

25. OTHER LOAN RECEIVABLES**23. 可換股債券之負債部分 (續)**

於初步確認時，可換股債券負債部分之公平值仍使用類似不可兌換債務之現行市場利率釐定。永安債券負債部分之實際利率為17.51厘。

於二零一零年及二零零九年三月三十一日，本集團面對集中信貸風險，原因是本集團持有之可換股債券均來自永安(其股份於聯交所上市及為一有關連人士，而本公司主席兼執行董事張漢傑先生亦為永安之董事)。

24. 收購土地使用權已付按金及費用

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

25. 其他應收貸款

		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Fixed-rate loan receivables	定息應收貸款	13,133	13,133
Variable-rate loan receivables	浮息應收貸款	198,888	195,594
		212,021	208,727
Secured	有抵押	12,424	8,498
Unsecured	無抵押	199,597	200,229
		212,021	208,727
Analysed as:	分析為：		
Current	流動	208,246	208,727
Non-current	非流動	3,775	-
		212,021	208,727

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25. OTHER LOAN RECEIVABLES (Cont'd)

The following is an analysis of the ageing of other loans receivables at the end of the reporting period:

Within one year	一年內
More than one year, but not exceeding two years	超過一年，但少於兩年
More than two years, but not exceeding three years	超過兩年，但少於三年
More than three years, but not exceeding five years	超過三年，但少於五年

At 31st March, 2010, the Group's fixed-rate loan receivables of HK\$8,498,000 (2009: HK\$8,498,000) carried interest at 8% per annum and were secured by shares in a private limited company incorporated in Malaysia. The remaining fixed-rate loan receivables of HK\$4,635,000 (2009: HK\$4,635,000) are denominated in United States dollars ("USD"), which is not the functional currency of the relevant group entity, carried interest at 3% and were unsecured. All the fixed-rate loan receivables are due within one year.

At 31st March, 2010, the Group's variable-rate loans of HK\$194,962,000 (2009: 195,594,000) were unsecured, carried interest at Hong Kong Prime Rate plus 2% or 2.1% per annum (2009: Hong Kong Prime Rate, Hong Kong Prime Rate plus 1% or 2% per annum) and are repayable within one year. The effective interest rates of other loan receivables are ranging from 7% to 7.1% per annum (2009: 5% to 7.25% per annum). The remaining variable-rate loans of HK\$3,926,000 (2009: Nil) were secured by a property located in Hong Kong and carried interest at Hong Kong Prime Rate minus 2% per annum.

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

25. 其他應收貸款(續)

以下為其他應收貸款於報告期末之賬齡分析：

	2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Within one year	66,895	68,317
More than one year, but not exceeding two years	4,716	30,776
More than two years, but not exceeding three years	30,776	109,634
More than three years, but not exceeding five years	109,634	—
	212,021	208,727

於二零一零年三月三十一日，本集團之定息應收貸款港幣8,498,000元(二零零九年：港幣8,498,000元)以年利率8厘計息，並以一間於馬來西亞註冊成立之私人有限公司之股份作抵押。其餘定息應收貸款港幣4,635,000元(二零零九年：港幣4,635,000元)乃以美金(「美金」)計值(美金並非相關集團實體之功能貨幣)，以3厘計息，為無抵押貸款，所有定息應收貸款於一年內到期。

於二零一零年三月三十一日，本集團之浮息貸款港幣194,962,000元(二零零九年：港幣195,594,000元)為無抵押，按香港最優惠利率加年利率2厘或2.1厘(二零零九年：按香港最優惠利率、香港最優惠利率加年利率1厘或2厘)計息，並須於一年內償還。其他應收貸款實際利率介乎年利率7厘至7.1厘(二零零九年：介乎年利率5厘至7.25厘)。其餘浮息貸款港幣3,926,000元(二零零九年：無)乃以一項位於香港之物業抵押，按香港最優惠利率減年利率2厘計息。

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

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25. OTHER LOAN RECEIVABLES (Cont'd)

The Group has concentration of credit risk in the above loans as five borrowers accounted for 88% (2009: 76%) of the total other loan receivables as at 31st March, 2010. The borrowers in the case of the majority of loan receivables are wholly-owned subsidiaries of listed companies in Hong Kong which have strong financial background.

The remaining borrowers mainly consist of several private companies which are engaged in investment holding. In order to minimise the credit risk, management of the Group has monitored the repayment ability of the borrowers continuously.

26. INVENTORIES/PROPERTIES HELD FOR SALE

Finished goods	製成品
Consumables	消耗品

At 31st March, 2010, the properties held for sale include a carrying amount of HK\$707,151,000 (2009: HK\$297,000,000) which is not expected to be realised within twelve months from the end of the reporting period.

27. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

Investments held-for-trading:	持作買賣投資：
Listed equity securities in	於下列地方上市之股本證券
– Hong Kong	– 香港
– Overseas	– 海外

All financial assets at fair value through profit or loss are stated at fair value. The fair values of listed securities are determined based on the bid prices quoted in active markets.

25. 其他應收貸款(續)

由於五名借款人於二零一零年三月三十一日佔其他應收貸款總額88% (二零零九年：76%)，故本集團就上述貸款面對集中信貸風險。主要應收貸款之借款人為擁有雄厚財力之香港上市公司之全資附屬公司。

其餘借款人主要為數間從事投資控股之私人公司。本集團管理層為減低信貸風險，已一直監察借款人之還款能力。

26. 存貨／待售物業

2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
523	906
2,379	2,237
2,902	3,143

於二零一零年三月三十一日，待售物業包括賬面值港幣707,151,000元 (二零零九年：港幣297,000,000元)，預期不會於報告期末起計十二個月內出售。

27. 按公平值列賬及計入損益之金融資產

2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
148,594	174,897
897	1,655
149,491	176,552

所有以公平值列賬及計入損益之金融資產均以公平值列示。上市證券之公平值乃按照活躍市場所報之買價而釐定。

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27. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Cont'd)

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

		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Japanese Yen	日圓	-	1,116
USD	美金	897	539

28. DEBTORS, DEPOSITS AND PREPAYMENTS

Trade debtors
Less: Allowance for doubtful debts

Refundable earnest money (Note a)
Other receivable (Note b)
Other debtors, deposits and prepayments

應收貿易賬款
減：呆壞賬撥備

可予退還誠意金(附註a)
其他應收款項(附註b)
其他應收賬款、按金及預付款項

	2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
	7,736	10,748
	(6,225)	(5,336)
	1,511	5,412
	74,070	388,461
	15,240	19,120
	137,019	90,155
	227,840	503,148

28. 應收賬款、按金及預付款項

The Group allows an average credit period of 90 days to its trade customers. The following is an aged analysis of trade debtors, net of allowance for doubtful debts, presented based on the invoice date at the end of the reporting period:

本集團給予其貿易客戶之信貸期平均為90日。以下為應收貿易賬款(扣除呆壞賬撥備)於報告期末按發票日期之賬齡分析：

		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
0 – 60 days	零至六十日	594	864
61 – 90 days	六十一至九十日	173	431
Over 90 days	超過九十日	744	4,117
		1,511	5,412

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28. DEBTORS, DEPOSITS AND PREPAYMENTS (Cont'd)

Before accepting any new customer, the Group will assess the potential customer's credit quality and define credit limits by customer. Limits attributed to customers are reviewed twice a year. 51% (2009: 24%) of the trade debtors that are neither past due nor impaired have the best credit rating.

Included in the Group's trade debtors is an aggregate carrying amount of HK\$744,000 (2009: HK\$4,117,000) which are past due at end of the reporting period for which the Group has not provided for impairment loss. The Group does not hold any collateral over these balances. The average age of these receivables is 120 days (2009: 135 days).

Ageing of trade debtors which are past due but not impaired

	2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Over 90 days	744	4,117

The Group has provided fully for general trade debtors over 2 years because historical experience is such that receivables that are past due beyond 2 years are generally not recoverable.

Movement in the allowance for doubtful debts

	2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Balance at the beginning of the year	5,336	–
Exchange realignment	–	23
Impairment losses recognised on debtors	889	5,313
Balance at the end of the year	6,225	5,336

28. 應收賬款、按金及預付款項(續)

於接受新顧客訂單前，本集團將評估該客戶之誠信素質，並釐定該客戶的信貸期限。客戶的信貸額會每年進行兩次檢討。51% (二零零九年：24%) 並無過期或減值之應收貿易賬款具最高之信貸評級。

本集團的應收賬款包括賬面總值港幣744,000元(二零零九年：港幣4,117,000元)之金額已於報告期末到期，惟本集團並無提供減值虧損。本集團概無在此等結餘持有任何抵押品。應收貿易賬款的平均賬齡為120日(二零零九年：135日)。

逾期但未減值之應收貿易賬款之賬齡

本集團已就逾期超過2年之一般應收貿易賬款作全數撥備，原因是過往經驗顯示，該等逾期超過2年之應收賬款一般不能予以收回。

呆壞賬撥備之變動

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28. DEBTORS, DEPOSITS AND PREPAYMENTS (Cont'd)

Notes:

- (a) (i) In June 2005, a wholly-owned subsidiary of the Company and an independent third party ("Vendor A") signed a non-binding letter of intent with a view of negotiating a possible acquisition from Vendor A of 50% of its ownership and interest in certain land located in Macau which was initially intended for redevelopment purposes, at an initial consideration of HK\$495,000,000. Upon signing of the letter of intent, an amount of HK\$10,000,000 (2009: HK\$10,000,000) was paid by the Group as refundable earnest money.
- (ii) On 18th January, 2008, the Company entered into a memorandum of understanding with an independent third party with a view of negotiating a possible acquisition of the entire issued share capital of a company which was proposed to hold and develop a land in Vietnam. Upon signing of the memorandum of understanding, an amount of HK\$15,600,000 was paid by the Group as refundable earnest money. Further amounts of HK\$20,670,000 and HK\$7,800,000 were paid by the Group during the year ended 31st March, 2009 and 2010 respectively.
- (iii) During the year, an amount of HK\$20,000,000 was paid by the Group to an independent third party, Eversun Limited. The amount represented monies paid for the negotiation of possible acquisition of ownership interest in properties located in the PRC.
- (iv) On 28th December, 2006, 21st March, 2007 and 17th February, 2009, amounts of refundable earnest money of approximately HK\$170,000,000, HK\$160,191,000 and HK\$12,000,000 respectively, were paid by the Group through Wing On, a company whose shares are listed on the Stock Exchange for the negotiation of possible acquisition of ownership and interest in properties located in the PRC. Wing On undertakes to refund the earnest money to the Group in full upon request of the Group.

On 15th December, 2009, the Group entered into two sale and purchase agreements (the "Agreements") with Cango Trading Limited and Bright Sino Profits Limited to acquire 100% equity interest in Newskill Investments Limited ("Newskill") and the shareholder's loan owing by Newskill and its subsidiaries (hereinafter collectively referred to as the "Newskill Group") for a consideration of an aggregate amount of HK\$960 million. Accordingly, the amount is reclassified as deposits and expenses paid for acquisition of subsidiaries in the current year.

The refundable earnest money mainly concentrated on vendors of 3 projects and approximately 60% of total refundable earnest money are in relation to one project. The Company has continuously assessed the recoverability of the money invested and the progress of the project the vendors have no history of loan default.

No formal agreements in respect of the above possible acquisitions have been entered into up to the date of this report. In the opinion of the directors of the Company, the possible acquisitions may or may not materialise and are fully refundable, therefore, the above refundable earnest money is classified as current asset accordingly.

- (b) The other receivable represented an amount due from the vendors in respect of tax indemnity given by the vendor pursuant to the sales and purchase agreements for acquisition of subsidiaries 2006 and 2007.

28. 應收賬款、按金及預付款項(續)

附註：

- (a) (i) 於二零零五年六月，本公司一間全資附屬公司與一名獨立第三方(「賣方甲」)簽訂無約束力意向書，以磋商可能以初步代價港幣495,000,000元，向賣方甲收購其位於澳門若干土地之50%擁有權及權益，有關土地初步擬作重建用途。於簽訂意向書後，本集團已支付港幣10,000,000元(二零零九年：港幣10,000,000元)作為可予退還誠意金。
- (ii) 於二零零八年一月十八日，本公司為磋商可能收購一間建議於越南持有及開發一幅土地的公司之全部已發行股本，與獨立第三方訂立諒解備忘錄。簽立諒解備忘錄後，本集團支付港幣15,600,000元作為可予退還誠意金。截至二零零九年及二零一零年三月三十一日止年度，本集團進一步分別支付港幣20,670,000元及港幣7,800,000元。
- (iii) 於年內，本集團向一名獨立第三方Eversun Limited支付港幣20,000,000元。該款項乃就磋商可能收購位於中國之物業之擁有權而支付之款項。
- (iv) 於二零零六年十二月二十八日、二零零七年三月二十一日及二零零九年二月十七日，本集團透過永安(一間其股份於聯交所上市之公司)就磋商可能收購位於中國之物業之擁有權及權益，分別支付可予退還誠意金約港幣170,000,000元、港幣160,191,000元及港幣12,000,000元。永安承諾當本集團要求時，悉數退還誠意金予本集團。

於二零零九年十二月十五日，本集團與Cango Trading Limited及Bright Sino Profits Limited訂立兩份買賣協議(「該等協議」)，以收購新藝投資有限公司全部股本權益及新藝及其附屬公司(以下統稱「新藝集團」)所結欠之股東貸款，總代價為港幣960,000,000元。因此，該款項重新分類為本年度就收購附屬公司所支付之按金及開支。

可予退還誠意金主要來自三個項目之賣方，可予退還誠意金總額約60%來自一個項目。本公司持續評估已投資之款項之可收回程度及項目之進度，且賣方概無欠款記錄。

截至本報告日期為止，概無就上述可能進行之收購訂立任何正式協議。本公司董事認為，可能進行之收購未必落實且可予悉數退還，因此，上述可予退還誠意金分類為流動資產。

- (b) 其他應收款項指於二零零六年及二零零七年就收購附屬公司而訂立之買賣協議有關賣方作出之稅項彌償之應收賣方款項。

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29. UNSECURED LOAN AND INTEREST DUE FROM A RELATED COMPANY

The amounts represented loan to a subsidiary of Wing On. The loan was unsecured, carried interest at Hong Kong Prime Rate plus 2% and repaid during the current year.

30. BANK BALANCES AND CASH/PLEDGED BANK DEPOSITS

Bank balances carry interest at market rates which range from 0.001% to 2.3% (2009: 0.001% to 2.2%) per annum.

Pledged bank deposits represents deposits pledged to banks to secure banking facilities granted to the Group. The pledged deposits carry fixed interest at rate ranging from 0.13% to 0.45% (2009: 0.35% to 4.78%) per annum. Deposits amounting to HK\$17,500,000 (2009: HK\$44,626,000) have been pledged to secure short-term bank borrowings and are therefore classified as current assets. The remaining deposits amounting to HK\$24,700,000 (2009: Nil) have been pledged to secure long-term bank borrowings and are therefore classified as non-current assets. The pledged bank deposits will be released upon settlement of relevant bank borrowings.

The Group's pledged bank deposits and bank balances and cash that are denominated in currency other than functional currency of the relevant group entities are set out below:

		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
USD	美金	18,277	26,226

31. CREDITORS, DEPOSITS AND ACCRUED CHARGES

The following is an analysis of trade creditors presented based on the invoice date at the end of the reporting period:

		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
0 – 60 days	零至六十日	823	763
61 – 90 days	六十一至九十日	532	447
Over 90 days	超過九十日	857	799
		2,212	2,009
Other creditors, deposits and accrued charges (Note)	其他應付賬款、按金及應計開支 (附註)	130,901	70,038
		133,113	72,047

29. 一間關連公司之無抵押貸款及應付利息

該款項指給予一間永安之附屬公司之貸款。貸款為無抵押，按香港最優惠利率加2厘計息及於本年度全數償還。

30. 銀行結餘及現金／已抵押銀行存款

銀行結餘按市場年利率由0.001厘至2.3厘(二零零九年：0.001厘至2.2厘)不等計息。

已抵押銀行存款指已抵押予銀行以取得本集團之銀行融資之存款。該存款之固定年利率由0.13厘至0.45厘(二零零九年：0.35厘至4.78厘)不等。港幣17,500,000元(二零零九年：港幣44,626,000元)之存款已抵押以取得短期銀行借貸，故該存款已分類為流動資產。餘下為數港幣24,700,000元(二零零九年：零)之存款已抵押以取得長期銀行借貸，故該存款已分類為非流動資產。已抵押銀行存款將於償還相關銀行借貸時解除。

並非以相關集團實體之功能貨幣列值之本集團已抵押銀行存款以及銀行結餘及現金載列如下：

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31. CREDITORS, DEPOSITS AND ACCRUED CHARGES
(Cont'd)

The average credit period on purchases of goods is 60 days. The Group has financial risk management policies in place to ensure that all payables are settled within the credit timeframe.

Note: Under the agreement in connection with the disposal of Panyu Golf, the Group agreed to assume certain assets and liabilities of Panyu Golf with the net carrying amount of HK\$9,333,000 (2009: HK\$14,924,000) which has been included in other creditors at 31st March, 2010.

32. AMOUNT DUE TO A MINORITY SHAREHOLDER OF A SUBSIDIARY

The amount is unsecured, interest-free and repayable on demand.

33. CONVERTIBLE NOTE PAYABLES

(a) On 11th August, 2005, the Company issued HK\$1,000 million unsecured zero coupon convertible notes due 2010 (the "First 2010 Convertible Notes") at an initial conversion price of HK\$0.44 per ordinary share, which was subsequently adjusted to HK\$5.675 as a result of the Company's rights issue and capital reorganisation as detailed in note 37(a) and (c) respectively. The First 2010 Convertible Notes are non-interest bearing and will mature on 11th August, 2010. The holders of the convertible note payables have the right to convert the First 2010 Convertible Notes into shares of HK\$0.01 each of the Company at any time during the period from 11th August, 2005 to 11th August, 2010.

The First 2010 Convertible Notes, unless converted prior to the maturity under the conditions specified in the relevant notes documents, will be redeemed at 110% of their principal amounts.

As at 31st March, 2010, HK\$471 million (2009: HK\$471 million) of the First 2010 Convertible Notes was outstanding.

The full conversion of the outstanding First 2010 Convertible Notes at 31st March, 2010 at the adjusted conversion price of HK\$5.675 per ordinary share of HK\$0.01 each in the share capital of the Company would result in the issue of a total of 83,004,399 new ordinary shares.

31. 應付賬款、按金及應計開支(續)

購買貨品之平均信貸期為60日。本集團有財務風險管理政策確保所有應付款項於信貸期內支付。

附註： 根據有關出售番禺高爾夫球的協議，本集團同意承擔番禺高爾夫球若干賬面淨值為港幣9,333,000元(二零零九年：港幣14,924,000元)之資產及負債。該金額於二零一零年三月三十一日列賬為其他應付賬款。

32. 應付一間附屬公司一名少數股東款項

該款項為無抵押、免息及按要求償還。

33. 可換股票據應付款項

(a) 於二零零五年八月十一日，本公司按初步換股價每股普通股港幣0.44元(隨後因附註37(a)及(c)分別所述之本公司供股及股本重組而調整至港幣5.675元)而發行港幣1,000,000,000元於二零一零年到期無抵押零息可換股票據(「第一批二零一零年可換股票據」)。第一批二零一零年可換股票據為不計息，並將於二零一零年八月十一日到期。應付可換股票據持有人有權於二零零五年八月十一日至二零一零年八月十一日止期間，隨時將第一批二零一零年可換股票據兌換為本公司每股面值港幣0.01元之普通股。

除非第一批二零一零年可換股票據於到期前按有關票據文件所註明之條件獲兌換，否則將按其本金額之110%被贖回。

港幣471,000,000元(二零零九年：港幣471,000,000元)之第一批二零一零年可換股票據於二零一零年三月三十一日尚未兌換。

倘於二零一零年三月三十一日第一批二零一零年可換股票據按每股本公司股本中每股面值港幣0.01元之普通股港幣5.675元之經調整換股價全數兌換，則將發行合共83,004,399股新普通股。

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33. CONVERTIBLE NOTE PAYABLES (Cont'd)

- (b) On 8th June, 2006, the Company issued HK\$60 million unsecured zero coupon convertible notes due 2010 (the "Second 2010 Convertible Notes") at an initial conversion price of HK\$0.44 per ordinary share, which was subsequently adjusted to HK\$5.675 as a result of the Company's rights issue and capital reorganisation as detailed in note 37(a) and (c) respectively. The Second 2010 Convertible Notes are non-interest bearing and will mature on 11th August, 2010. The holders of the convertible note payables have the right to convert the Second 2010 Convertible Notes into shares of HK\$0.01 each of the Company at any time during the period from 8th June, 2006 to 11th August, 2010.

Unless previously converted, the Company will redeem the convertible note payables on the maturity date at the redemption amount of 108.3% of the principal amount of the convertible notes then outstanding.

As at 31st March, 2010, HK\$17.5 million (2009: HK\$17.5 million) of Second 2010 Convertible Notes was outstanding.

The full conversion of the outstanding Second 2010 Convertible Notes at 31st March, 2010 at the adjusted conversion price of HK\$5.675 per ordinary share of HK\$0.01 each in the share capital of the Company would result in the issue of a total of 3,079,502 new ordinary shares by the Company.

33. 可換股票據應付款項(續)

- (b) 於二零零六年六月八日，本公司按初步換股價每股普通股港幣0.44元(隨後因附註37(a)及(c)分別所述之本公司供股及股本重組而調整至港幣5.675元)，發行港幣60,000,000元於二零一零年到期之無抵押零息可換股票據(「第二批二零一零年可換股票據」)。第二批二零一零年可換股票據為免息，並將於二零一零年八月十一日到期。應付可換股票據持有人有權於二零零六年六月八日至二零一零年八月十一日期間，隨時將第二批二零一零年可換股票據兌換為本公司每股面值港幣0.01元之股份。

除過往兌換者外，本公司將於到期日按當時尚未兌換之可換股票據本金額之108.3%贖回可換股票據之應付款項。

港幣17,500,000元(二零零九年：港幣17,500,000元)之第二批二零一零年可換股票據於二零一零年三月三十一日尚未兌換。

倘於二零一零年三月三十一日第二批二零一零年可換股票據按本公司股本中每股面值港幣0.01元之普通股港幣5.675元之經調整換股價全數兌換，則本公司將發行合共3,079,502股新普通股。

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33. CONVERTIBLE NOTE PAYABLES (Cont'd)

- (c) On 15th June, 2006, the Company issued HK\$1,000 million unsecured 1% convertible notes due 2011 (the "2011 Convertible Notes") at an initial conversion price of HK\$0.70 per ordinary share, which was subsequently adjusted to HK\$9.025 as a result of the Company's rights issue and capital reorganisation as detailed in note 37(a) and (c) respectively. The 2011 Convertible Notes bear interest at 1% per annum and will mature on 19th June, 2011. The holders of the convertible note payables have the right to convert the 2011 Convertible Notes into shares of HK\$0.01 each of the Company at any time during the period from 15th June, 2006 to 19th June, 2011.

Unless previously converted, the Company will redeem the convertible note payables on the maturity date at the redemption amount of 110% of the principal amount of the convertible notes then outstanding.

As at 31st March, 2010, HK\$906 million (2009: HK\$906 million) of 2011 Convertible Notes was outstanding.

The full conversion of the outstanding 2011 Convertible Notes at 31st March, 2010 at the adjusted conversion price of HK\$9.025 per ordinary share of HK\$0.01 each in the share capital of the Company would result in the issue of a total of 100,387,795 new ordinary shares by the Company.

Each of the convertible note payables contain two components, liability and equity elements. The equity element is presented in equity under the heading of "convertible loan notes equity reserve". The effective interest rates of the convertible note payables are ranging from 5.85% to 9.16% (2009: 5.85% to 9.16%) per annum.

33. 可換股票據應付款項(續)

- (c) 於二零零六年六月十五日，本公司按初步換股價每股普通股港幣0.70元(隨後因附註37(a)及(c)分別所述之本公司供股及股本重組而調整至港幣9.025元)，發行港幣1,000,000,000元於二零一一年到期之1厘息無抵押可換股票據(「二零一一年可換股票據」)。二零一一年可換股票據按年利率1厘計息，並將於二零一一年六月十九日到期。應付可換股票據持有人有權於二零零六年六月十五日至二零一一年六月十九日期間，隨時將二零一一年可換股票據兌換為本公司每股面值港幣0.01元之股份。

除過往兌換者外，本公司將於到期日按其時尚未兌換之可換股票據本金額之110%贖回可換股票據應付款項。

港幣906,000,000元(二零零九年：港幣906,000,000元)之二零一一年可換股票據於二零一零年三月三十一日尚未兌換。

倘於二零一零年三月三十一日二零一一年可換股票據按本公司股本中每股面值港幣0.01元之普通股港幣9.025元之經調整換股價全數兌換，則本公司將發行合共100,387,795股新普通股。

各可換股票據應付款項包含兩部分：負債及股本部分。股本部分於「可換股票據股本儲備」項下呈列為股本。可換股票據應付款項之實際年利率則為5.85厘至9.16厘(二零零九年：5.85厘至9.16厘)不等。

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33. CONVERTIBLE NOTE PAYABLES (Cont'd)

The movement of the liability component of the convertible note payables for the year is set out below:

		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Liability component at the beginning of the year	年初之負債部分	1,336,087	1,243,843
Effective interest charged (Note 10)	實際利息開支(附註10)	109,265	101,414
Interest paid	已付利息	(9,036)	(9,170)
		<u>1,436,316</u>	<u>1,336,087</u>
Liability component at the end of the year	年終之負債部分		
Analysed for reporting purposes as:	就申報分析為：		
Current liability	流動負債	533,342	7,174
Non-current liability	非流動負債	902,974	1,328,913
		<u>1,436,316</u>	<u>1,336,087</u>

33. 可換股票據應付款項(續)

可換股票據應付款項負債部分年內變動如下：

34. OBLIGATIONS UNDER FINANCE LEASES

		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Analysed for reporting purpose as:	就申報分析為：		
Current liabilities	流動負債	75	90
Non-current liabilities	非流動負債	167	282
		<u>242</u>	<u>372</u>

34. 融資租賃承擔

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34. OBLIGATIONS UNDER FINANCE LEASES (Cont'd)

It is the Group's policy to lease certain of its furniture, fixtures and equipment under finance leases. The average lease term is five years (2009: five years). Interest rates underlying all obligations under finance leases are fixed at respective contract dates ranging from 9.11% to 9.16% (2009: 9.11% to 9.18%) per annum.

34. 融資租賃承擔(續)

本集團之政策為根據融資租賃租用若干傢俬、裝置及設備。平均租期為五年(二零零九年：五年)。所有融資租賃項下承擔之年息為9.11厘至9.16厘(二零零九年：9.11厘至9.18厘)不等，息率於各合約日期釐定。

		Minimum lease payments 最低租金款項		Present value of minimum lease payments 最低租金款項現值	
		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Amount payable under finance leases:	根據融資租賃應付款項：				
Within one year	一年內	94	120	75	90
In the second to fifth year inclusive	第二至第五年 (包括首尾兩年)	187	327	167	282
		281	447	242	372
Less: Future finance charges	減：日後融資費用	(39)	(75)	-	-
Present value of lease obligations	租賃承擔現值	242	372	242	372
Less: Amount due for settlement within one year shown under current liabilities	減：須於一年內償還之款項 (列於流動負債項下)			(75)	(90)
Amount due for settlement after one year	須於一年後償還之款項			167	282

The Group's obligations under finance leases are secured by the lessors' charge over the leased assets.

本集團融資租賃承擔乃以出租人之出租資產作抵押。

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35. BANK BORROWINGS

35. 銀行借貸

		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Bank loans, secured	有抵押銀行貸款	477,719	123,488
Carrying amount repayable:	應償還賬面值：		
Within one year	一年內	13,652	82,830
More than one year, but not exceeding two years	超過一年，但少於兩年內	369,856	26,485
More than two years, but not more than five years	超過兩年，但少於五年內	94,211	14,173
		477,719	123,488
Less: Amount due within one year shown under current liabilities	減：流動負債項下一年內到期之款項	(13,652)	(82,830)
Amount due after one year	一年後到期之款項	464,067	40,658

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35. BANK BORROWINGS (Cont'd)

35. 銀行借貸(續)

Bank borrowings comprise 銀行借貸包括	Maturity date 到期日	Contractual interest rate 合約利率	Carrying amount 賬面值	
			2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Variable-rate borrowings: 浮息借貸：				
The People Bank of China ("PBOC") Prescribed Interest Rate secured bank loan of RMB12,000,000 (Note a) 中國人民銀行基準利率之 人民幣12,000,000元有抵押銀行貸款(附註a)	25th November, 2010 二零一零年十一月二十五日	PBOC Prescribed Interest Rate 中國人民銀行基準利率	13,652	13,651
PBOC Prescribed Interest Rate secured bank loan of RMB18,000,000 (Note a) 中國人民銀行基準利率之 人民幣18,000,000元有抵押銀行貸款(附註a)	8th September, 2011 二零一一年九月八日	PBOC Prescribed Interest Rate 中國人民銀行基準利率	20,477	20,478
Hong Kong Prime Rate ("P") minus 0.75% secured HK\$ bank loan (Note b) 香港最優惠利率(「最優惠利率」)減0.75厘 有抵押港幣銀行貸款(附註b)	2nd April, 2011 二零一一年四月二日	P - 0.75% 最優惠利率減0.75厘	51,164	-
HIBOR plus 1.75% secured HK\$ bank loan (Note b) 香港銀行同業拆息加1.75厘 有抵押港幣銀行貸款(附註b)	27th October, 2011 二零一一年十月二十七日	HIBOR + 1.75% 香港銀行同業拆息加1.75厘	298,215	-
HIBOR plus 2% secured HK\$ bank loan (Note b) 香港銀行同業拆息加2厘 有抵押港幣銀行貸款(附註b)	27th July, 2013 二零一三年七月二十七日	HIBOR + 2% 香港銀行同業拆息加2厘	94,211	-
HIBOR plus 1% secured HK\$ bank loan (Note b) 香港銀行同業拆息加1厘 有抵押港幣銀行貸款(附註b)	Revolving 循環	HIBOR + 1% 香港銀行同業拆息加1厘	-	1,898
HIBOR plus 1.55% secured HK\$ bank loan (Note b) 香港銀行同業拆息加1.55厘 有抵押港幣銀行貸款(附註b)	30th April, 2012 二零一二年四月三十日	HIBOR + 1.55% 香港銀行同業拆息加1.55厘	-	39,605
P minus 0.5% secured HK\$ bank loan (Note b) 最優惠利率減0.5厘 有抵押港幣銀行貸款(附註b)	26th July, 2009 二零零九年七月二十六日	P - 0.5% 最優惠利率減0.5厘	-	47,856
			477,719	123,488

Notes:

- (a) Interest was reviewed half yearly and repriced based on the PBOC Prescribed Interest Rate,
- (b) Interest was repriced when HIBOR or Hong Kong Prime Rate change.

附註：

- (a) 利率每半年檢討及按中國人民銀行基準利率重訂。
- (b) 利率根據香港銀行同業拆息及香港最優惠利率變動而重訂。

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35. BANK BORROWINGS (Cont'd)

As at the end of the reporting period, the Group has the following undrawn borrowing facilities:

Floating rate	浮動利率
– expiring within one year	– 一年內屆滿
– expiring beyond one year	– 一年後屆滿

The effective interest rates of bank borrowings are ranging from 1.80% to 5.40% (2009: 1.35% to 7.20%) per annum.

36. DEFERRED TAX LIABILITIES

The following are the major deferred tax liabilities recognised and movements thereon during the current and prior years:

		Accelerated tax depreciation 加速稅項折舊 HK\$'000 港幣千元
At 1st April, 2008	於二零零八年四月一日	28,574
Credit to profit or loss	計入損益	(685)
At 31st March, 2009	於二零零九年三月三十一日	27,889
Credit to profit or loss	計入損益	(684)
At 31st March, 2010	於二零一零年三月三十一日	27,205

At 31st March, 2010, the Group has unused tax losses of HK\$621,132,000 (2009: HK\$700,389,000) available for offset against future profits. No deferred tax asset has been recognised in respect of such losses. Tax losses of HK\$580,040,000 (2009: HK\$677,940,000) may be carried forward indefinitely under current tax regulation in Hong Kong and the remaining tax losses of HK\$41,092,000 (2009: HK\$22,449,000) will expire from 2010 to 2014.

35. 銀行借貸(續)

於報告期末，本集團有以下未提取之借貸融資：

2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
–	2,190
60,600	13,702
60,600	15,892

銀行借貸之實際年利率為1.80厘至5.40厘(二零零九年：1.35厘至7.20厘)不等。

36. 遞延稅項負債

以下為本年度及過往年度已確認之主要遞延稅項負債及有關變動：

於二零一零年三月三十一日，本集團可用作抵銷未來溢利之未動用稅項虧損為港幣621,132,000元(二零零九年：港幣700,389,000元)。並無就有關虧損確認遞延稅項資產。根據香港現時稅務規例，稅務虧損港幣580,040,000元(二零零九年：港幣677,940,000元)可無限期結轉，而餘下稅務虧損港幣41,092,000元(二零零九年：港幣22,449,000元)將於二零一零年至二零一四年屆滿。

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37. SHARE CAPITAL

37. 股本

		Number of shares 股份數目	Amount 金額 HK\$'000 港幣千元
Ordinary shares of HK\$0.01 each	每股面值港幣0.01元之普通股		
Authorised:	法定：		
At 1st April, 2008, 31st March, 2009 and 31st March, 2010	於二零零八年四月一日、二零零九年三月三十一日及二零一零年三月三十一日	40,000,000,000	400,000
Issued and fully paid:	已發行及繳足：		
At 1st April, 2008	於二零零八年四月一日	3,095,518,026	30,955
Rights issue (Note a)	供股(附註a)	9,286,554,078	92,866
Share repurchased and cancelled (Note b)	購回及註銷股份(附註b)	(609,135,000)	(6,092)
Share consolidation (Note c (i))	股份合併(附註c (i))	(11,302,019,620)	-
Capital reduction (Note c (iii))	削減股本(附註c (iii))	-	(113,020)
At 31st March, 2009	於二零零九年三月三十一日	470,917,484	4,709
Exercise of warrants (Note d)	行使認股權證(附註d)	2,113	-
At 31st March, 2010	於二零一零年三月三十一日	470,919,597	4,709

Notes:

- (a) In August 2008, the Company has issued and allotted 9,286,554,078 ordinary shares of HK\$0.01 each to the existing qualifying shareholders pursuant to the rights issue on the basis of three rights shares (with warrants in the proportion of four warrants for every fifteen rights shares subscribed) for every share currently held (the "Rights Issue") at a subscription price of HK\$0.07 per share. The net proceeds of approximately HK\$627 million were used as general working capital of the Group. The new shares rank pari passu with the existing shares in all respects. Details of the Rights Issue are set out in a circular of the Company dated 11th July, 2008.
- (b) During the year ended 31st March, 2009, the Company repurchased a total of 609,135,000 ordinary shares of HK\$0.01 each in the Company through the Stock Exchange at an aggregate consideration of approximately HK\$27 million (including transaction costs), details of which are as follows:

附註：

- (a) 於二零零八年八月，本公司按每持有一股股份供三股供股股份(以及按每認購十五股供股股份派送四份認股權證)之基準供股(「供股」)，以認購價每股股份港幣0.07元，向現有合資格股東發行及配發9,286,554,078股每股面值港幣0.01元之普通股。所得款項淨額約港幣627,000,000元將用作本集團一般營運資金。新股份在所有方面與現有股份享有同等地位。供股詳情載於本公司日期為二零零八年七月十一日之通函。
- (b) 截至二零零九年三月三十一日止年度，本公司透過聯交所以代價總額約港幣27,000,000元(包括交易成本)購回609,135,000股本公司每股面值港幣0.01元之普通股，詳情載列如下：

Month of repurchase 購回月份	No. of ordinary shares of HK\$0.01 each 每股面值港幣0.01元 之普通股數目	Price per share 每股股份價格		Aggregate consideration paid 已付代價總額 HK\$'000 港幣千元
		Highest 最高 HK\$ 港幣	Lowest 最低 HK\$ 港幣	
September 2008 二零零八年九月	387,805,000	0.054	0.037	17,506
October 2008 二零零八年十月	78,330,000	0.058	0.033	4,282
February 2009 二零零九年二月	143,000,000	0.034	0.034	4,891
	<u>609,135,000</u>			<u>26,679</u>

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37. SHARE CAPITAL (Cont'd)

Notes: (Cont'd)

(b) (Cont'd)

All of the above shares were cancelled upon repurchase. The nominal value of the cancelled shares was credited to the capital redemption reserve and the aggregate consideration was paid out of the reserves of the Company.

None of the Company's subsidiaries purchased, sold and redeemed any of the Company's listed securities during both years.

(c) On 30th January, 2009, the Company proposed reorganisation of the share capital ("Capital Reorganisation"). The Capital Reorganisation became effective on 16th March, 2009 after approval by the shareholders. The Capital Reorganisation involves the following:

- (i) every twenty-five issued shares of HK\$0.01 each were consolidated into one consolidated share of HK\$0.25 ("Share Consolidation").
- (ii) the total number of the consolidated shares in the issued share capital of the Company following the Share Consolidation was rounded down to a whole number by cancelling the fractional consolidated share arising from the Share Consolidation;
- (iii) the paid-up capital of each consolidated share was reduced from HK\$0.25 to HK\$0.01 by cancelling HK\$0.24 so as to form a reorganised share of HK\$0.01 ("Capital Reduction"); and
- (iv) the credit arising in the accounts of the Company from the Capital Reduction was credited to the contributed surplus account of the Company and the directors was authorised to apply such amount in any manner permitted by the laws of Bermuda and the Bye-laws and to make a distribution to the shareholders from time to time, without further authorisation from the shareholders.

(d) Pursuant to the Rights Issue as detailed in note (a), the Company has issued 2,476,414,328 warrants to the subscribers of the rights shares conferring the rights to the holders thereof to subscribe in cash for 2,476,414,328 warrant share of the Company of HK\$0.01 each at an initial exercise price of HK\$0.105 per warrant share (subject to anti-dilutive adjustments) at any time during the period from 5th August, 2008 to 4th February, 2010. A total of 2,476,414,420 warrants (of which 92 warrants with fractional entitlement were not issued to the subscribers but have been issued and retained for the benefit of the Company) and the exercise price of HK\$0.105 per warrant share were subsequently adjusted to 99,056,576 warrants and HK\$2.625 per share, respectively, as a result of Capital Reorganisation.

On 25th January, 2010 and 1st February, 2010, a total of 2,113 warrants were exercised and 2,113 ordinary shares of HK\$0.01 each in the share capital of the Company at a price of HK\$2.625 per share were issued.

On 4th February, 2010, a total of 99,054,463 outstanding warrants at a subscription price of HK\$2.625 per share were lapsed on maturity. The subscription rights attaching to the warrants measured at fair value of approximately HK\$34,570,000 which has recognised in equity in the warrant reserve on initial recognition were transferred directly to accumulated losses.

37. 股本(續)

附註：(續)

(b) (續)

上述所有股份於購回時註銷。註銷股份之面值計入資本贖回儲備，總代價以本公司之儲備支付。

該兩年內，本公司附屬公司概無購買、出售及贖回任何本公司上市證券。

(c) 於二零零九年一月三十日，本公司建議重組股本(「股本重組」)。股本重組經股東批准後於二零零九年三月十六日生效。股本重組涉及下列事項：

- (i) 將每二十五股每股面值港幣0.01元之已發行股份合併為一股每股面值港幣0.25元股份(「股份合併」)。
- (ii) 本公司於股份合併後已發行股本中合併股份之總數，將透過註銷因股份合併而出現之零碎合併股份而下調至整數；
- (iii) 每股合併股份之繳足股本將透過註銷港幣0.24元而由港幣0.25元削減至港幣0.01元，以組成每股面值港幣0.01元之重組股份(「削減股本」)；及
- (iv) 本公司賬目中因削減股本而產生之進賬，將計入本公司之繳入盈餘賬，而董事將獲授權按百慕達法例及細則所批准之任何形式動用有關款項，並在無須獲取股東進一步授權下向股東不時作出分派。

(d) 根據附註(a)所述之供股，本公司向供股股份認購人發行2,476,414,328份認股權證，該等認股權證賦予其持有人權利於二零零八年八月五日至二零一零年二月四日期間隨時，按初步行使價每股認股權證股份港幣0.105元(可予反攤薄調整)以現金認購2,476,414,328股本公司每股港幣0.01元之認股權證股份。合共2,476,414,420份認股權證(其中92份附帶碎股之認股權證尚未發行予認購人，惟以本公司之利益發行及保留)及每股認股權證行使價港幣0.105元隨後因股本重組而分別調整至99,056,576份認股權證及每股港幣2.625元。

於二零一零年一月二十五日及二零一零年二月一日，合共2,113份認股權證獲行使，且本公司股本中2,113股每股面值港幣0.01元之普通股按每股港幣2.625元之價格發行。

於二零一零年二月四日，合共99,054,463份認購價為每股港幣2.625元之尚未行使認股權證已於期滿時失效。該等認股權證所附之認購股於認股權證儲備項下權益中初次確認時之公平值約港幣34,570,000元，已直接轉撥至累計虧損。

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38. SHARE-BASED PAYMENT TRANSACTIONS

Scheme adopted on 26th August, 2002 (the “Scheme”)

Following the termination of the scheme adopted on 28th February, 1994, in August 2002, the Scheme was adopted pursuant to a resolution passed on 26th August, 2002 for the primary purpose of providing incentives to eligible persons and will expire on 25th August, 2012. Under the Scheme, the directors of the Company may grant share options to the following eligible persons to subscribe for shares in the Company:

- (i) employees including executive directors of the Company, its subsidiaries and any companies in which the Company holds any equity interest; or
- (ii) non-executive directors of the Company, its subsidiaries and any companies in which the Company holds any equity interest; or
- (iii) suppliers or customers; or
- (iv) consultants, advisers or agents.

Share options granted should be accepted within 28 days of the date of grant, upon payment of HK\$1 per each grant of share options. The exercise price is determined at the highest of: (i) the closing price of the shares on the date of grant of the share option; or (ii) the average closing price of shares on the five trading days immediately preceding the date of grant; or (iii) the nominal value of shares on the date of grant.

There is no specific requirement that an option must be held for any minimum period before it can be exercised but the directors are empowered to impose at their discretion any such minimum period at the time of grant of any particular option. The period during which an option may be exercised will be determined by the directors at their absolute discretion, save that no option may be exercised more than 10 years from the date of grant.

The maximum number of shares in respect of which share options under the Scheme may be granted when aggregated with the maximum number of shares in respect of which options may be granted under all the other schemes (the “Scheme Limit”) is 10% of shares in issue on the adoption date of the Scheme. The Scheme Limit may be refreshed by a resolution in shareholders’ meeting such that the total number of shares which may be issued upon exercise of all options to be granted under the Scheme and any other schemes shall not exceed 10% of the shares in issue as at the date of such shareholders’ approval. However, the Scheme Limit and any increase in the Scheme Limit shall not result in the number of shares which may be issued upon exercise of all outstanding share options granted under the Scheme and other schemes exceed 30% of the shares in issue from time to time. No person shall be granted a share option, within 12-month period of the date of grant, exceeds 1% of the shares in issue as at the date of grant.

38. 股份形式付款交易

於二零零二年八月二十六日採納之計劃(「計劃」)

繼於一九九四年二月二十八日採納之計劃終止後，於二零零二年八月本公司根據於二零零二年八月二十六日通過之決議案採納計劃，主要目的為向合資格人士提供獎勵，計劃將於二零一二年八月二十五日屆滿。根據計劃，本公司董事可向下列合資格人士授出可認購本公司股份之購股權：

- (i) 本公司、其附屬公司及本公司持有其任何股本權益之任何公司之僱員，包括執行董事；或
- (ii) 本公司、其附屬公司及本公司持有其任何股本權益之任何公司之非執行董事；或
- (iii) 供應商或客戶；或
- (iv) 諮詢顧問、顧問或代理人。

所授出購股權須於授出日期起計28天內接納，屆時須就每份授出之購股權支付港幣1元代價。行使價按以下最高之價格釐定：(i)股份於授出購股權日期之收市價；或(ii)股份於緊接授出購股權日期前五個交易日之平均收市價；或(iii)股份於授出購股權日期之面值。

概無有關在購股權可予行使前之最短持有期之特別規定，惟董事有權於授出任何特定購股權之時酌情釐定任何該等最短持有期。購股權可予行使期間將由董事全權釐定，惟概無購股權可於授出日期起計十年後行使。

根據計劃可予授出購股權所涉及之股份總數，連同根據所有其他計劃可予授出購股權所涉及之股份總數(「計劃限額」)最多合共為計劃獲採納當日已發行股份之10%。計劃限額可通過股東大會決議案更新，惟根據計劃及任何其他計劃將予授出之購股權獲悉數行使時可發行之股份總數，不得超過於股東批准當日已發行股份之10%。然而，計劃限額及其任何增幅不得導致根據計劃及其他計劃授出之未行使購股權獲悉數行使時可予發行之股份數目，超出不時已發行股份之30%。概無任何人士可於授出購股權日期起計十二個月期間，獲授超出於授出日期已發行股份1%之購股權。

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38. SHARE-BASED PAYMENT TRANSACTIONS (Cont'd)

Scheme adopted on 26th August, 2002 (the "Scheme") (Cont'd)

The following table discloses details of the Company's share options held by directors and employees and other participants, and movements in such holdings during the current and prior years:

Date of grant 授出日期	Vesting proportion 歸屬部分	Vesting period 歸屬期間	Exercisable period 可行使用期間	Adjusted (if any) exercise price per share 每股 經調整 (如有) 行使價 (Note a) (附註a) HK\$ 港幣	Number of share options 購股權數目							Outstanding at 31.3.2010 於 二零一零年 三月 三十一日 尚未行使
					Outstanding at 1.4.2008 於 二零零八年 四月一日 尚未行使	Adjustment during the year 年內調整	Expired during the year 年內屆滿	Forfeited during the year 年內沒收	Outstanding at 1.4.2009 於 二零零九年 四月一日 尚未行使	Granted during the year 年內授出	Cancelled during the year 年內註銷	
Employees and other participants: 僱員及其他參與者:												
15.8.2006 二零零六年八月十五日	50%	N/A 不適用	15.8.2006 – 14.8.2008 二零零六年八月十五日至 二零零八年八月十四日	0.315	1,900,000	1,113,400	(3,013,400)	-	-	-	-	-
	50%	15.8.2006 – 14.8.2007 二零零六年八月十五日至 二零零七年八月十四日	15.8.2007 – 14.8.2008 二零零七年八月十五日至 二零零八年八月十四日	0.315	1,900,000	1,113,400	(3,013,400)	-	-	-	-	-
27.7.2007 二零零七年七月二十七日	50%	27.7.2007 – 26.7.2008 二零零七年七月二十七日至 二零零八年七月二十六日	27.7.2008 – 26.7.2011 二零零八年七月二十七日至 二零一一年七月二十六日	10.55	10,100,000	(6,636,764)	-	(2,946,200)	517,036	-	(517,036)	-
	50%	27.7.2007 – 26.7.2009 二零零七年七月二十七日至 二零零九年七月二十六日	27.7.2009 – 26.7.2011 二零零九年七月二十七日至 二零一一年七月二十六日	10.55	10,100,000	(6,636,764)	-	(2,946,200)	517,036	-	(517,036)	-
29.3.2010 二零一零年三月二十九日	50%	29.3.2010 – 28.3.2011 二零一零年三月二十九日至 二零一一年三月二十八日	29.3.2011 – 28.3.2014 二零一一年三月二十九日至 二零一四年三月二十八日	2.22	-	-	-	-	-	4,255,000	-	4,255,000
	50%	29.3.2010 – 28.3.2012 二零一零年三月二十九日至 二零一二年三月二十八日	29.3.2012 – 28.3.2014 二零一二年三月二十九日至 二零一四年三月二十八日	2.22	-	-	-	-	-	4,255,000	-	4,255,000
Former directors (Note b): 前董事(附註b):												
15.8.2006 二零零六年八月十五日	50%	N/A 不適用	15.8.2006 – 14.8.2008 二零零六年八月十五日至 二零零八年八月十四日	0.315	1,750,000	586,000	(1,586,000)	(750,000)	-	-	-	-
	50%	15.8.2006 – 14.8.2007 二零零六年八月十五日至 二零零七年八月十四日	15.8.2007 – 14.8.2008 二零零七年八月十五日至 二零零八年八月十四日	0.315	1,750,000	586,000	(1,586,000)	(750,000)	-	-	-	-
27.7.2007 二零零七年七月二十七日	50%	27.7.2007 – 26.7.2008 二零零七年七月二十七日至 二零零八年七月二十六日	27.7.2008 – 26.7.2011 二零零八年七月二十七日至 二零一一年七月二十六日	10.55	2,250,000	(1,404,840)	-	(750,000)	95,160	-	(95,160)	-
	50%	27.7.2007 – 26.7.2009 二零零七年七月二十七日至 二零零九年七月二十六日	27.7.2009 – 26.7.2011 二零零九年七月二十七日至 二零一一年七月二十六日	10.55	2,250,000	(1,404,840)	-	(750,000)	95,160	-	(95,160)	-

38. 股份形式付款交易(續)

於二零零二年八月二十六日採納之計劃(「計劃」)(續)

下表披露董事、僱員及其他參與者所持有本公司購股權詳情，以及本年度及過往年度有關變動：

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38. SHARE-BASED PAYMENT TRANSACTIONS (Cont'd)
Scheme adopted on 26th August, 2002 (the "Scheme") (Cont'd)38. 股份形式付款交易(續)
於二零零二年八月二十六日採納之計劃(「計劃」)(續)

Date of grant 授出日期	Vesting proportion 歸屬部分	Vesting period 歸屬期間	Exercisable period 可行使期間	Adjusted (if any) exercise price per share 每股 經調整 行使價 (如有) (Note a) (附註 a) HK\$ 港幣	Number of share options 購股權數目								
					Outstanding at 1.4.2008 於 二零零八年 四月一日 尚未行使	Adjustment during the year 年內調整	Expired during the year 年內屆滿	Forfeited during the year 年內沒收	Outstanding at 1.4.2009 於 二零零九年 四月一日 尚未行使	Granted during the year 年內授出	Cancelled during the year 年內註銷	Outstanding at 31.3.2010 於 二零零九年 三月三十一日 尚未行使	
Directors: 董事:													
15.8.2006 二零零六年八月十五日	50%	N/A 不適用	15.8.2006 – 14.8.2008 二零零六年八月十五日至 二零零八年八月十四日	0.315	9,750,000	5,713,500	(15,463,500)	-	-	-	-	-	
	50%	15.8.2006 – 14.8.2007 二零零六年八月十五日至 二零零七年八月十四日	15.8.2007 – 14.8.2008 二零零七年八月十五日至 二零零八年八月十四日	0.315	9,750,000	5,713,500	(15,463,500)	-	-	-	-	-	
27.7.2007 二零零七年七月二十七日	50%	27.7.2007 – 26.7.2008 二零零七年七月二十七日至 二零零八年七月二十六日	27.7.2008 – 26.7.2011 二零零八年七月二十七日至 二零一一年七月二十六日	10.55	19,500,000	(18,262,920)	-	-	1,237,080	-	(1,237,080)	-	
	50%	27.7.2007 – 26.7.2009 二零零七年七月二十七日至 二零零九年七月二十六日	27.7.2009 – 26.7.2011 二零零九年七月二十七日至 二零一一年七月二十六日	10.55	19,500,000	(18,262,920)	-	-	1,237,080	-	(1,237,080)	-	
29.3.2010 二零一零年三月二十九日	50%	29.3.2010 – 28.3.2011 二零一零年三月二十九日至 二零一一年三月二十八日	29.3.2011 – 28.3.2014 二零一一年三月二十九日至 二零一四年三月二十八日	2.22	-	-	-	-	-	6,690,000	-	6,690,000	
	50%	29.3.2010 – 28.3.2012 二零一零年三月二十九日至 二零一二年三月二十八日	29.3.2012 – 28.3.2014 二零一二年三月二十九日至 二零一四年三月二十八日	2.22	-	-	-	-	-	6,690,000	-	6,690,000	
					<u>90,500,000</u>	<u>(37,783,248)</u>	<u>(40,125,800)</u>	<u>(8,892,400)</u>	<u>3,698,552</u>	<u>21,890,000</u>	<u>(3,698,552)</u>	<u>21,890,000</u>	
Exercisable at the end of the years 年終行使						26,800,000			1,849,276			-	
Weighted average exercise price 加權平均行使價						9.758	N/A 不適用	0.315	10.099	10.55	2.22	10.55	N/A 不適用

Notes:

- (a) The exercise price and the number of share options outstanding at 31st March, 2009 have been adjusted to reflect the effect of the Rights Issue and Capital Reorganisation.
- (b) All former directors are no longer employees of the Group.

附註:

- (a) 於二零零九年三月三十一日之行使價及尚未行使購股權數目已調整以反映供股及股本重組之影響。
- (b) 所有前董事已不再為本集團僱員。

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38. SHARE-BASED PAYMENT TRANSACTIONS (Cont'd)

Scheme adopted on 26th August, 2002 (the "Scheme") (Cont'd)

The closing price of the Company's shares immediately before 29th March, 2010, the date of grant of the options, was HK\$2.22, and the estimated fair value of the options granted was approximately HK\$23,053,000 at the date of grant.

The fair values of the share options granted during the year ended 31st March, 2010 were calculated using the Binomial option pricing model. The inputs into the model were as follows:

Date of grant	授出日期	29th March, 2010 二零一零年三月二十九日
Closing share price at the date of grant	授出日期股份收市價	HK\$2.22 港幣2.22元
Initial exercise price	初步行使價	HK\$2.22 港幣2.22元
Expected life of options	預計購股權年期	4 years 四年
Expected volatility	預計波幅	70.584% 70.584厘
Expected dividend yield	預計股息率	Nil 無
Risk free rate	無風險利率	1.547% 1.547厘
Fair value per option (for employees)	每份購股權公平值(對僱員而言)	HK\$0.8929 & HK\$1.0381 港幣0.8929元及港幣1.0381元
Fair value per option (for directors)	每份購股權公平值(對董事而言)	HK\$1.0814 & HK\$1.1364 港幣1.0814元及港幣1.1364元

Expected volatility was determined by using the historical volatility of the Company's share price over five years. The expected life used in the model has been estimated, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioral considerations.

The Binomial option pricing model has been used to estimate the fair value of the options. The variables and assumptions used in computing the fair value of the share options are based on management's best estimate. The value of an option varies with different variables of certain subjective assumptions.

As the fair value of the services to be performed by other eligible participants cannot be estimated reliably because it is not possible to measure the fair value of the total remuneration package, the fair value of such services is also measured with reference to the fair value of share options granted using the Binomial option pricing model.

38. 股份形式付款交易(續)

於二零零二年八月二十六日採納之計劃(「計劃」)(續)

本公司股份於緊接購股權授出日期二零一零年三月二十九日之前之收市價為港幣2.22元，已授出購股權之估計公平值於授出日期為港幣23,053,000元。

於截至二零一零年三月三十一日止年度授出之購股權之公平值乃採用二項式期權定價模式計算。該模式之輸入項目如下：

預計波幅乃採用本公司股價於過往五年之歷史波幅釐定。該模式採用之預計年期乃根據管理層經考慮不可轉讓性、行使限制及慣例後作出之最佳估計。

二項式期權定價模式乃用作估計購股權公平值。計算購股權公平值採用之變數及假設乃按管理層之最佳估計作出。購股權價值基於若干主觀假設而有所不同。

由於其他合資格參與者提供的服務的公平值基於不可能計量其酬金組合總額之公平值而未能可靠估計，有關服務的公平值亦經參考授出的購股權的公平值並採用二項式期權定價模式計算。

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38. SHARE-BASED PAYMENT TRANSACTIONS (Cont'd)

Scheme adopted on 26th August, 2002 (the "Scheme") (Cont'd)

The Group recognised the total expense of HK\$1,348,000 for the year (2009: HK\$5,547,000) in relation to the share options granted by the Company, of which HK\$450,000 (2009: HK\$1,465,000) was related to options granted to the Group's employees which has been included in staff costs as set out in note 12, and the remaining balance of HK\$898,000 (2009: HK\$4,082,000) was related to options granted to directors which has been included in directors' emoluments as set out in note 13(a).

39. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of debt, which includes the convertible note payables and bank borrowings disclosed in notes 33 and 35 respectively, cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital and reserves.

The directors of the Company review the capital structure on a semi-annual basis. As part of this review, the directors consider the cost of capital and the risks associates with each class of capital. Based on recommendations of the directors, the Group will balance its overall capital structure through the payment of dividends, new share issues and share buy-backs as well as the issue of new debt or the redemption of existing debt.

40. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

Financial assets	金融資產
Fair value through profit or loss	按公平值列賬並計入損益
Investment held-for-trading	持作買賣投資
Loans and receivables (including cash and cash equivalents)	貸款及應收款項(包括現金及現金等值項目)
Available-for-sale investments	可供出售投資
Financial liabilities	金融負債
Amortised cost	攤銷成本

38. 股份形式付款交易(續)

於二零零二年八月二十六日採納之計劃(「計劃」)(續)

本年度，本集團已就本公司授出之購股權確認港幣1,348,000元(二零零九年：港幣5,547,000元)之開支總額，誠如附註12所載，其中港幣450,000元(二零零九年：港幣1,465,000元)乃與計入員工成本之授予本集團僱員之購股權有關，而誠如附註13(a)所載，其餘結餘港幣898,000元(二零零九年：港幣4,082,000元)乃與計入董事薪酬之授予董事之購股權有關。

39. 資本風險管理

管理層管理其資本，以確保本集團之實體將可持續經營，並透過優化債務及權益結餘為股東帶來最大回報。於過往年度，本集團之整體策略維持不變。

本集團之資本結構包括債務，其包括分別於附註33及35披露之可換股票據應付款項及銀行借貸，現金及現金等值項目以及本公司擁有人應佔權益，其包括已發行股本及儲備。

本公司董事每半年審閱資本結構。作為此審閱之一環，董事考慮資本成本及與各類別資本相關之風險。根據董事之建議，本集團將透過支付股息、發行新股及購回股份以及新增債務或贖回現有債務而平衡其整體資本結構。

40. 金融工具

(a) 金融工具分類

	2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
149,491	176,552	
1,767,608	1,995,950	
44,869	37,892	
1,955,681	1,503,432	

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40. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies

The Group's major financial instruments include equity and debt investments, debtors, other loan receivables, amounts due from associates, advance to a jointly controlled entity, loan to a joint venture, unsecured loans and interest due from associates/a related company, pledged bank deposits, bank balances and cash, creditors, convertible note payables, obligations under finance leases, amounts due to a minority shareholder of a subsidiary and bank borrowings. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Market risk

(i) Currency risk

Several subsidiaries of the Company have foreign currency bank balances, which expose the Group to foreign currency risk. Management has closely monitored foreign exchange exposure and will undertake procedures should necessary to mitigate the currency risk.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

		Assets 資產		Liabilities 負債	
		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
USD	美金	23,809	31,400	-	-

The functional currency of the respective group entities is Hong Kong dollars. The Group's exposure to the currency risk of USD is limited because Hong Kong dollar is pegged to USD.

40. 金融工具(續)

(b) 財務風險管理目標及政策

本集團主要金融工具包括股本及債券投資、應收賬款、其他應收貸款、應收聯營公司款項、墊支予共同控制實體、給予合資公司之貸款、應收聯營公司／關連公司之無抵押貸款及利息、已抵押銀行存款、銀行結餘及現金、應付賬款、可換股票據應付款項、融資租賃承擔、應付附屬公司少數股東款項及銀行借貸。此等金融工具之詳情於相關附註披露。與此等金融工具相關之風險包括市場風險(貨幣風險、利率風險及其他價格風險)、信貸風險及流動資金風險。就減輕此等風險之政策載於下文。管理層管理及監察此等風險，以確保能及時及有效地實行合適之措施。

市場風險

(i) 貨幣風險

本公司若干附屬公司有以外幣計值之銀行結餘，故本集團須承擔外匯風險。管理層已緊密監察外匯風險，並將於有需要時採取步驟以減輕外匯風險。

本集團於報告期末時以外幣列值之貨幣資產及貨幣負債之賬面值如下：

各集團實體之功能貨幣為港幣。由於美金與港幣掛鈎，本集團面對美金外匯風險有限。

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40. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

Market risk (Cont'd)

(ii) Interest rate risk

The Group is exposed to fair value interest rate risk in relation to loan to a joint venture, advance to a jointly controlled entity, unsecured loans from associates, debt portion of convertible bonds, fixed-rate other loan receivables, fixed-rate bank deposits, convertible note payables and bank borrowings as set out in notes 20, 21, 23, 25, 30, 33 and 35 respectively.

The Group is also exposed to cash flow interest rate risk in relation to variable-rate other loan receivables, unsecured loan due from a related company and bank borrowings as set out in notes 25, 29 and 35 respectively. It is the Group's policy to keep its borrowings at floating rate of interests so as to minimise the fair value interest rate risk.

The Group's exposures to interest rates on financial liabilities are detailed in the liquidity risk management section of this note. The Group cash flow interest rate risk is mainly concentrated on the fluctuation of Hong Kong Prime Rate and HIBOR.

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for non-derivative instruments at the end of the reporting period. For variable-rate other loan receivables, unsecured loans from related companies and bank borrowings, the analysis is prepared assuming the amount of asset and liability outstanding at the end of the reporting period was outstanding for the whole year. A 100 basis point (2009: 100% basis points) increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

40. 金融工具(續)

(b) 財務風險管理目標及政策(續)

市場風險(續)

(ii) 利率風險

本集團就給予合資公司之貸款、墊支予共同控制實體、聯營公司之無抵押貸款、可換股債券之負債部分、定息其他應收貸款、定息銀行存款、可換股票據應付款項及銀行借貸(詳情分別載於附註20、21、23、25、30、33及35)而面對公平值利率風險。

本集團就浮息其他應收貸款、應收關連公司無抵押貸款及銀行借貸(詳情分別載於附註25、29及35)而面對現金流量利率風險。本集團之政策是將其借貸維持於以浮動利率計息，藉以減少公平值利率風險。

本集團因金融負債而面對之利率風險，在本附註的流動資金風險管理一節詳述。本集團之現金流量利率風險，主要集中於香港最優惠利率及香港銀行同業拆息之波動。

敏感度分析

以下敏感度分析乃根據非衍生工具於報告期末時之利率風險為基準而釐定。就浮息其他應收貸款、關連公司無抵押貸款及銀行借貸而言，編製該項分析時假設於報告期末時之未償還資產及負債額於全年內仍未償還。於向內部關鍵管理人員報告及陳述有關利率變動可能性的合理估計時使用100基點(二零零九年：100%基點)的增加或減少。

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40. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

Market risk (Cont'd)

(ii) Interest rate risk (Cont'd)

Sensitivity analysis (Cont'd)

If interest rates had been 100 basis points higher/lower and all other variables were held constant, the Group's post-tax profit for the year ended 31st March, 2010 would decrease/increase by HK\$2,328,000 (2009: post-tax loss for the year would decrease/increase by HK\$936,000). This is mainly attributable to the Group's exposure to interest rates on its variable-rate other loan receivables and bank borrowings.

(iii) Other price risk

The Group is exposed to equity price risk arising from available-for-sale investments, derivatives embedded in convertible bonds and held-for-trading investments. The management manages this exposure by maintaining a portfolio of investments with different risks. The Group's equity price risk is mainly concentrated on listed equity investments quoted in the Stock Exchange. In addition, the Group has appointed a special team to monitor the price risk and will consider hedging the risk exposure should the need arise.

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to equity price risks at end of the reporting period. The exposure of the Group to other price risk from the derivatives embedded in convertible bonds (note 23) is limited because the amount at the end of the reporting period is insignificant.

40. 金融工具(續)

(b) 財務風險管理目標及政策(續)

市場風險(續)

(ii) 利率風險(續)

敏感度分析(續)

倘利率上升/下降100基點，而所有其他變量維持不變，則本集團於截至二零一零年三月三十一日止年度除稅後溢利將減少/增加港幣2,328,000元(二零零九年：除稅後溢利將減少/增加港幣936,000元)。此乃主要由於本集團之浮息其他應收貸款及銀行借貸面對的利率風險所致。

(iii) 其他價格風險

本集團面對因可供出售投資、可換股債券附帶之衍生工具及持作買賣投資而產生之股本價格風險。管理層通過維持具不同風險特性之投資組合管理該類風險。本集團之股本價格風險主要集中於按聯交所報價之上市股本投資。此外，本集團委任一個特別小組監察價格風險並於必要時將考慮對沖風險。

敏感度分析

以下敏感度分析乃根據報告期末的股本價格風險釐定。本集團面對來自可換股債券附帶之衍生工具(附註23)之其他價格風險有限，原因是於報告期末之金額屬微不足道。

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40. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

Market risk (Cont'd)

(iii) Other price risk (Cont'd)

Sensitivity analysis (Cont'd)

If the prices of the respective equity instruments had been 10% (2009: 10%) higher/lower:

- post-tax profit for the year ended 31st March, 2010 would increase/decrease by HK\$12,482,000 (2009: post-tax loss for the year would decrease/increase by HK\$14,742,000) as a result of the changes in fair value of held-for-trading investments; and
- investment valuation reserve would increase/decrease by HK\$4,487,000 (2009: HK\$3,789,000) as a result of the changes in fair value of available-for-sale investments.

Credit risk

As at 31st March, 2010, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade debt at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

40. 金融工具(續)

(b) 財務風險管理目標及政策(續)

市場風險(續)

(iii) 其他價格風險(續)

敏感度分析(續)

倘相關股本工具之價格上升/下降10%(二零零九年: 10%) :

- 由於持作買賣投資公平值變動，截至二零一零年三月三十一日止年度的除稅後溢利將增加/減少港幣 12,482,000 元 (二零零九年: 除稅後虧損將減少/增加港幣 14,742,000 元) ; 及
- 由於可供出售投資公平值變動，可供出售投資儲備將增加/減少港幣 4,487,000 元 (二零零九年: 港幣 3,789,000 元)。

信貸風險

於二零一零年三月三十一日，本集團將導致本集團產生財務虧損之最高信貸風險乃由交易對手無法解除責任所致，最高風險為綜合財務狀況表中載列各已確認金融資產之賬面值。

就減低該等信貸風險而言，本集團管理層已委任一支隊伍，專責釐定信貸限額、信貸批核及其他監察程式，以確保採取收回逾期債務之跟進措施。此外，本集團管理層會於報告期末時審閱各個別債務之可收回金額，以確保就無法收回金額確認足夠減值虧損。就此，本公司董事認為本集團之信貸風險已大大減少。

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40. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

Credit risk (Cont'd)

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

The Group's concentration of credit risk by geographical locations is mainly in PRC, which accounted for 67% (2009: 95%) of the total debtors as at 31st March, 2010.

The Group does not have any other significant concentration of credit risk, other than concentration of credit risk on liquid funds which are deposited with several banks with high credit ratings, loan to a joint venture and advance to a jointly controlled entity as set out in note 20, unsecured loans and interest due from associates as set in note 21, debt portion of convertible bonds as set out in note 23, other loan receivables as set out in note 25, debtors as disclosed above, refundable earnest money as set out in note 28(a) and unsecured loan and interest due from a related company as set out in note 29.

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of bank borrowings and ensures compliance with loan covenants.

The Group relies on bank borrowings as a significant source of liquidity. As at 31st March, 2010, the Group has available unutilised bank loan facilities of approximately HK\$60,600,000 (2009: HK\$15,892,000), details of which are set out in note 35.

40. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險(續)

由於交易方均為國際信貸評級機構評為高信貸評級之銀行，故流動資金之信貸風險有限。

本集團按地區劃分之信貸風險主要集中於中國，佔於二零一零年三月三十一日之債務總額之67%(二零零九年：95%)。

本集團除就存放於多間具高信貸評級之銀行之流動資金、附註20所載之合資公司貸款及墊付貸款予共同控制實體、附註21所載之應收聯營公司之無抵押貸款及利息、附註23所載之可換股債券的負債部分、附註25所載之其他應收貸款、上文所披露之應收賬款、附註28(a)所載之可退還保證金及附註29所載之應收一間關連公司之無抵押貸款及利息外，概無面對任何其他重大集中信貸風險。

流動資金風險

就管理流動資金風險而言，本集團監察及維持管理層視為足以為本集團營運提供資金，以及減輕現金流量波動影響之現金及現金等值項目水平。管理層監察銀行借貸之動用情況，並確保符合貸款契諾。

本集團依賴銀行借貸作為流動資金之重要來源。於二零一零年三月三十一日，本集團擁有可供使用但未動用銀行信貸融資約港幣60,600,000元(二零零九年：港幣15,892,000元)，有關詳情載於附註35。

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40. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

Liquidity risk (Cont'd)

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities based on the agreed repayment terms. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from the interest rate at the end of the reporting period.

Liquidity and interest risk tables

		Weighted average interest rate 加權平均 利率 %	Less than 3 months 少於三個月 HK\$'000 港幣千元	3 months to 1 year 三個月至一年 HK\$'000 港幣千元	1-5 years 一至五年 HK\$'000 港幣千元	Total undiscounted cash flows 未貼現 現金流量 總額 HK\$'000 港幣千元	Carrying amount at 31.3.2010 於二零一零年 三月三十一日 之賬面值 HK\$'000 港幣千元
2010	二零一零年						
Non-derivative financial liabilities	非衍生金融負債						
Creditors	應付賬款	-	41,402	-	-	41,402	41,402
Amount due to a minority shareholder of a subsidiary	應付一間附屬公司一名少數股東款項	-	244	-	-	244	244
Obligations under finance leases	融資租賃承擔	9.13	26	68	187	281	242
Bank borrowings	銀行借貸	2.47	2,969	22,232	475,235	500,436	477,419
Convertible note payables	可換股票據應付款項	0.63	9,060	537,082	1,005,660	1,551,802	1,436,316
			<u>53,701</u>	<u>559,382</u>	<u>1,481,082</u>	<u>2,094,165</u>	<u>1,955,923</u>

40. 金融工具(續)

(b) 財務風險管理目標及政策(續)

流動資金風險(續)

下表詳列本集團非衍生金融負債按協定還款條款之餘下合同到期情況。該表乃按照本集團可能被要求付款之最早日期根據金融負債之未貼現現金流量編製。該表包括利息及本金現金流量。倘利息流量是以浮動利率計算，則未貼現金額以報告期末時之利率推算。

流動資金及利率風險表

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40. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

Liquidity risk (Cont'd)

Liquidity and interest risk tables (Cont'd)

40. 金融工具(續)

(b) 財務風險管理目標及政策(續)

流動資金風險(續)

流動資金及利率風險表(續)

		Weighted average interest rate 加權平均 利率 %	Less than 3 months 少於三個月 HK\$'000 港幣千元	3 months to 1 year 三個月至一年 HK\$'000 港幣千元	1-5 years 一至五年 HK\$'000 港幣千元	Total undiscounted cash flows 未貼現 現金流量 總額 HK\$'000 港幣千元	Carrying amount at 31.3.2009 於二零零九年 三月三十一日 之賬面值 HK\$'000 港幣千元
2009	二零零九年						
Non-derivative financial liabilities	非衍生金融負債						
Creditors	應付賬款	-	43,462	-	-	43,462	43,462
Amount due to a minority shareholder of a subsidiary	應付一間附屬公司一名少數股東款項	-	395	-	-	395	395
Obligations under finance leases	融資租賃承擔	9.15	30	90	327	447	372
Bank borrowings	銀行借貸	3.85	6,213	79,170	41,625	127,008	123,488
Convertible note payables	可換股票據應付款項	0.62	9,060	-	1,551,802	1,560,862	1,336,087
			<u>59,160</u>	<u>79,260</u>	<u>1,593,754</u>	<u>1,732,174</u>	<u>1,503,804</u>

The amount included above for variable interest rate instrument for non-derivative financial liabilities is subject to change if change in variable interest rate differs to those estimates of interest rates determined at the end of reporting period.

倘浮息之變動有別於報告期末時釐訂之估計息率，則計入上表之非衍生金融負債中浮息工具的金額亦會有變。

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40. FINANCIAL INSTRUMENTS (Cont'd)

(c) Fair value

The fair value of financial assets and financial liabilities are determined as follows:

- the fair value of financial assets and financial liabilities (excluding derivative instruments) with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market bid prices and ask prices respectively; and
- the fair value of other financial assets and financial liabilities (including derivative instruments) are determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices or rates from observable current market transactions and dealer quotes for similar instruments. For an option-based derivative, the fair value is estimated using option pricing model (including Black Scholes pricing model).

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

Fair value measurements recognised in the statements of financial position

An analysis of financial instruments shown below that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets or liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

40. 金融工具(續)

(c) 公平值

金融資產及金融負債之公平值乃以下列方式釐定：

- 擁有標準條款及條件且於活躍流動市場中買賣之金融資產及金融負債(不包括衍生工具)之公平值乃分別參考其市場所報賣出價及買入價而釐定；及
- 其他金融資產及金融負債(包括衍生工具)之公平值乃按以現金流量貼現分析為基準之公認定價模式並採用可觀察現有市場交易之價格或利率及類似工具之成交價而釐定。就以購股權為基準之衍生工具而言，公平值乃根據期權定價模式(包括柏力克-舒爾斯定價模式)估計得出。

董事認為，綜合財務報表內所列金融資產及金融負債以攤銷成本計量之賬面值與其公平值相若。

於財務狀況表確認之公平值計量

以下為初步以公平值確認後計量之金融工具分析，其按可觀察公平值程度分為一至三級。

- 第一級公平值計量乃自己識別資產或負債於活躍市場中所報未調整價格得出。
- 第二級公平值計量乃除第一級計入之報價外，自資產或負債可直接(即價格)或間接(自價格衍生)觀察輸入數據得出。
- 第三級公平值計量乃計入並非根據可觀察市場數據(無法觀察輸入數據)之資產或負債之估值方法得出。

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40. FINANCIAL INSTRUMENTS (Cont'd)

(c) Fair value (Cont'd)

Fair value measurements recognised in the statements of financial position (Cont'd)

Financial assets at FVTPL and available-for-sale financial assets are grouped into Level 1. The change in fair value of HK\$38,571,000 and HK\$12,482,000 relates to financial assets at FVTPL and available-for-sale financial assets held at the end of the reporting period and are included in "Net gain (loss) on financial instruments" and recognised in profit or loss and included in "Net gain (loss) on fair value changes of available-for-sale investments" and recognised as other comprehensive income respectively.

41. ACQUISITION OF ASSETS THROUGH ACQUISITION OF SUBSIDIARIES

On 5th June, 2009, the Group completed the acquisition of the entire share capital and shareholders' loans of Favor Gain Group Limited, Charm Noble Group Limited and Adventura International Limited at a total consideration of HK\$257,887,000 and incurred transaction cost of HK\$2,448,000.

The net assets acquired in the transaction are as follows:

		HK\$'000 港幣千元
Net assets acquired:	購入淨資產：	
Properties held for sale	待售物業	316,047
Debtors	應收賬款	924
Creditors, deposits and accrued charge	應付賬款、按金及應計開支	(4,814)
Other borrowing	其他借貸	(54,270)
Loans from shareholders	股東貸款	(245,439)
		12,448
Assignment of loans from shareholders	轉讓股東貸款	245,439
Net assets acquired	購入淨資產	257,887
Total consideration satisfied by:	總代價以下列方式支付：	
Cash	現金	36,035
Loan note (Note)	貸款票據(附註)	174,608
Deposit paid in prior year	去年已付按金	47,244
		257,887
Net cash outflow arising on acquisition:	收購產生現金流出淨額：	
Cash consideration paid	已付現金代價	33,587
Expense incurred for the acquisition	收購產生開支	2,448
		36,035

Note: The loan note was settled by cash during the year ended 31st March, 2010.

40. 金融工具(續)

(c) 公平值(續)

於財務狀況表確認之公平值計量(續)

按公平值列賬及計入損益之金融資產及可供出售金融資產分類為第一級。港幣38,571,000元及港幣12,482,000元之公平值變動乃關於於報告期末持有之按公平值列賬及計入損益之金融資產及可供出售金融資產，分別計入「金融工具淨收益(虧損)」及於損益中確認，以及計入「可供出售投資公平值變動之淨收益(虧損)」及確認為其他全面收益。

41. 透過收購附屬公司而收購資產

於二零零九年六月五日，本集團按總代價港幣257,887,000元完成收購好機集團有限公司、美貴集團有限公司及Adventura International Limited之全部股權及股東貸款，交易成本為港幣2,448,000元。

於交易中所購入之淨資產如下：

		HK\$'000 港幣千元
Net assets acquired:	購入淨資產：	
Properties held for sale	待售物業	316,047
Debtors	應收賬款	924
Creditors, deposits and accrued charge	應付賬款、按金及應計開支	(4,814)
Other borrowing	其他借貸	(54,270)
Loans from shareholders	股東貸款	(245,439)
		12,448
Assignment of loans from shareholders	轉讓股東貸款	245,439
Net assets acquired	購入淨資產	257,887
Total consideration satisfied by:	總代價以下列方式支付：	
Cash	現金	36,035
Loan note (Note)	貸款票據(附註)	174,608
Deposit paid in prior year	去年已付按金	47,244
		257,887
Net cash outflow arising on acquisition:	收購產生現金流出淨額：	
Cash consideration paid	已付現金代價	33,587
Expense incurred for the acquisition	收購產生開支	2,448
		36,035

附註：貸款票據於截至二零一零年三月三十一日止年度以現金支付。

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41. ACQUISITION OF ASSETS THROUGH ACQUISITION OF SUBSIDIARIES (Cont'd)

During the year ended 31st March, 2009, the Group completed two acquisitions, being the acquisition on 2nd September, 2008 ("1st Acquisition") and the acquisition on 16th December, 2008 ("2nd Acquisition"). Both acquisitions have been accounted for as acquisition of assets and liabilities as the subsidiaries acquired do not constitute businesses.

41. 透過收購附屬公司收購資產(續)

截至二零零九年三月三十一日止年度期間，本集團完成兩項收購(即二零零八年九月二日之收購(「第一項收購」)及二零零八年十二月十六日之收購(「第二項收購」))。由於所購入附屬公司並未構成業務，故兩項收購均以收購資產及負債列賬。

		1st Acquisition (Note a) 第一項收購 (附註a) HK\$'000 港幣千元	2nd Acquisition (Note b) 第二項收購 (附註b) HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
The assets and liabilities acquired are as follows:	所購入資產與負債如下：			
Properties held for sale	待售物業	97,743	209,088	306,831
Deposits and expenses paid for acquisition of properties held for sale	收購待售物業 已付按金及費用	20,477	12,077	32,554
Debtors	應收賬款	73	290	363
Creditors, deposits and accrued charges	應付賬款、按金及 應計開支	(936)	(278)	(1,214)
Amount advanced by the Group before 1st Acquisition	本集團於第一項收購前 墊付之款項	(58,599)	-	(58,599)
Loan advance by the Group before 2nd Acquisition	本集團於第二項收購前 墊付之貸款	-	(20,340)	(20,340)
Amount due to a shareholder	應付股東款項	(58,758)	(199,006)	(257,764)
		-	1,831	1,831
Loan receivable by the Group set-off on 2nd Acquisition	於第二項收購時所抵銷 之本集團應收貸款	-	20,340	20,340
Assignment of amount due to a shareholder	轉讓應付股東款項	-	199,006	199,006
Net assets acquired and cash consideration	購入淨資產及現金 代價	-	221,177	221,177
Total consideration satisfied by:	總代價以下列方式支付：			
Cash	現金	-	200,837	200,837
Loan receivable by the Group set-off on 2nd Acquisition	於第二項收購時所抵銷 之本集團應收貸款	-	20,340	20,340
		-	221,117	221,117
Net cash outflow arising on acquisition:	收購產生現金流出淨額：			
Cash consideration paid	已付現金代價	-	199,006	199,006
Expense incurred for the acquisition	收購產生開支	-	1,831	1,831
		-	200,837	200,837

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41. ACQUISITION OF ASSETS THROUGH ACQUISITION OF SUBSIDIARIES (Cont'd)

Notes:

- (a) On 2nd September, 2008, the Group acquired the remaining 50% equity interest in Keen Step, which was previously formed between, and owned equally by, a wholly-owned subsidiary of the Company and an independent third party in May 2008 for the purpose of the acquisition and holding of properties and was accounted for as a jointly controlled entity of the Group using equity accounting prior to the 1st Acquisition, at a consideration of HK\$1.
- (b) On 16th December, 2008, the Group acquired the entire issued capital of Pine Cheer Limited ("Pine Cheer") for a consideration of approximately HK\$199,006,000 and incurred transaction costs of HK\$1,831,000.

The subsidiaries acquired contributed HK\$45,462,000 to the Group's profit for the period between the date of acquisition and the end of the reporting period.

If the acquisition had been completed on 1st April, 2009, total Group revenue for the year would have been HK\$239,750,000, and profit for the year would have been HK\$102,852,000. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1st April, 2009, nor is it intended to be a projection of future results.

42. DEEMED DISPOSAL OF SUBSIDIARIES

The Group entered into agreement with Ocean Growth Enterprises Limited ("Ocean Growth") and 貴州宏能投資有限公司 ("貴州宏能") for subscription of new shares in Business Action Holdings Limited ("Business Action") on 5th February, 2010. After subscription, the Group, Ocean Growth and 貴州宏能 hold interest of Business Action of 45%, 45% and 10% respectively. The subscription by Ocean Growth and 貴州宏能 in aggregate constitutes a deemed disposal of 55% equity interest in Business Action by the Group.

41. 透過收購附屬公司收購資產(續)

附註：

- (a) 於二零零八年九月二日，本集團以代價港幣1元購入建毅餘下50%股權。建毅之前由本公司全資附屬公司與一名獨立第三方於二零零八年五月組成，並各自擁有相同權益，以收購並持有物業，並於第一項收購前利用權益會計法列為本集團之共同控制實體。
- (b) 於二零零八年十二月十六日，本集團以代價約港幣199,006,000元購入展栢有限公司(「展栢」)全部已發行股本，並產生交易成本港幣1,831,000元。

購入之附屬公司為本集團於收購日及報告期間末期之間之溢利貢獻港幣45,462,000元。

倘收購於二零零九年四月一日完成，本集團本年度總收入將為港幣239,750,000元，本年度溢利將為港幣102,852,000元。備考資料乃僅供說明之用，且不可作為倘收購事項已於二零零九年四月一日完成，本集團實際能取得之收益及營運業績之指標，亦不擬作為未來業績之預測。

42. 視作出售附屬公司

本集團於二零一零年二月五日與Ocean Growth Enterprises Limited (「Ocean Growth」)及貴州宏能投資有限公司(「貴州宏能」)就認購Business Action Holdings Limited (「Business Action」)之新股份訂立協議。於認購後，本集團、Ocean Growth及貴州宏能將分別持有Business Action 45%、45%及10%之權益。Ocean Growth及貴州宏能之認購合共構成視作出售本集團於Business Action之55%股本權益。

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42. DEEMED DISPOSAL OF SUBSIDIARIES (Cont'd)

The aggregate net assets of the subsidiaries at the date of deemed disposal were as follows:

42. 視作出售附屬公司(續)

於視作出售日期附屬公司之淨資產總額如下：

		HK\$'000 港幣千元
Net assets disposed of:	已出售淨資產：	
Property, plant and equipment	物業、機械及設備	417
Inventories	存貨	21
Debtors, deposits and prepayments	應收賬款、按金及預付款項	24,723
Bank balance and cash	銀行結餘及現金	55,158
Creditors and accrued charges	應付賬款及應計費用	(1,418)
Amount due to immediate holding company	應付直接控股公司款項	(79,938)
		(1,037)
Translation reserve released	匯兌儲備轉出	(117)
		(1,154)
Gain on deemed disposal of subsidiaries	視作出售附屬公司之收益	637
Total consideration	總代價	(517)
Satisfied by:	以下列方式支付：	
Share of net liabilities of associates	分佔聯營公司負債淨額	(517)
Net cash outflow arising on disposals:	出售產生之現金流出淨額：	
Bank balance and cash disposed of	所出售之銀行結存及現金	(55,158)

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43. CAPITAL AND OTHER COMMITMENTS

43. 資本及其他承擔

		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Capital expenditure in respect of the acquisition of property, plant and equipment contracted for but not provided in the consolidated financial statements	就購買物業、機械及設備而已訂約但未於綜合財務報表作出撥備之資本開支	14,991	27,807
Other commitments:	其他承擔：		
– acquisition of subsidiaries (Note a)	– 收購附屬公司(附註a)	597,809	210,400
– injection of total investment of an associate (Note b)	– 於一間聯營公司注入投資總額(附註b)	153,584	–
– acquisition of a land use right (Note 24)	– 收購土地使用權(附註24)	5,000	5,000
– loan to an associate (Note 21)	– 向一間聯營公司提供貸款(附註21)	15,000	15,000
– loan to a joint venture (Note 20)	– 向一間合資公司提供貸款(附註20)	4,393	15,880
– acquisition of properties held for sales	– 收購待售物業	3,420	–
		779,206	246,280
		794,197	274,087

Notes:

- (a) On 30th December, 2008, a subsidiary of the Company entered into a conditional agreement with Vincent Asset Holdings Limited (“Vincent Asset”), an independent third party to acquire 100% equity interest in Charm Noble Group Limited (“Charm Noble”), Favor Gain Group Limited (“Favor Gain”) and Adventura International Limited (“Adventura”), for a consideration of an aggregate amount of HK\$10 million and face value of the entire amount of the shareholder’s loans owed by Charm Noble, Favor Gain and Adventura to Vincent Asset on the completion date of the acquisition on a dollar-to-dollar basis. As of 31st March, 2009, deposits and expenses amounted to HK\$47,244,000 had been paid by the Group. The aforesaid acquisition was completed in June 2009 (note 41). Details of the acquisition were set out in a circular of the Company dated 18th February, 2009.

On 15th December, 2009, a subsidiary of the Company entered into two sale and purchase agreements (the “Agreements”) with Cango Trading Limited and Bright Sino Profits Limited to acquire 100% equity interest in Newskill Investments Limited (“Newskill”) and the shareholder’s loan owing by Newskill and its subsidiary (hereinafter collectively referred to as the “Newskill Group”) for a consideration of an aggregate amount of HK\$960 million. As of 31st March, 2010, deposits amounted to HK\$362,191,000 had been paid by the Group. Details of the acquisition were set out in a circular of the Company dated 31st May, 2010. The transaction is not completed up to the date of the financial statements.

附註：

- (a) 於二零零八年十二月三十日，本公司一間附屬公司與獨立第三方 Vincent Asset Holdings Limited (「Vincent Asset」) 訂立有條件協議，按總代價港幣10,000,000元收購美貴集團有限公司(「美貴」)、好機集團有限公司(「好機」)及 Adventura International Limited (「Adventura」) 全部股權，以及於收購完成日期美貴、好機及 Adventura 結欠 Vincent Asset 之全部股東貸款面值等額。於二零零九年三月三十一日，本集團已支付港幣47,244,000元之按金及開支。上述收購已於二零零九年六月完成(附註41)。收購詳情載於本公司日期為二零零九年二月十八日之通函。

於二零零九年十二月十五日，本公司一間附屬公司與 Cango Trading Limited 及 Bright Sino Profits Limited 訂立兩份買賣協議(「該等協議」)，以收購新藝投資有限公司(「新藝」)之全部權益以及新藝及其附屬公司(統稱「新藝集團」)結欠之股東貸款，代價為合共港幣960,000,000元。於二零一零年三月三十一日，金額為港幣362,191,000元之按金已由本集團支付。收購事項之詳情已載於本公司於二零一零年五月三十一日刊發之通函內。直至本財務報表日期，交易尚未完成。

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43. CAPITAL AND OTHER COMMITMENTS (Cont'd)

Notes:(Cont'd)

- (b) On 5th November, 2009, a subsidiary of the Company entered into an agreement with Guizhou Hong Neng Hot Spring Resort Tourism Development Company Limited ("Hong Neng") for the formation of an associate, which would be principally engaged in the development and management of a hot spring and resort project in Guiyang, the PRC.

On 6th January, 2010, the Group and Hong Neng entered into a memorandum in relation to the proposed increase of the total investment of the associate to RMB500 million (equivalent to approximately HK\$568.8 million). The increase in the total investment is to be contributed in cash by the Group and Hong Neng, in proportion to their respective equity interests of 45% and 55% in the associate. As of 31st March, 2010, an aggregate amount of RMB90 million (equivalent to approximately HK\$102.3 million) had been paid by the Group. Details of the acquisition were set out in a circular of the Company dated 25th January, 2010.

43. 資本及其他承擔(續)

附註：(續)

- (b) 於二零零九年十一月五日，本公司一間附屬公司與貴州宏能溫泉旅遊開發有限公司(「宏能」)訂立一項協議以成立一間聯營公司，其將主要於中國貴陽從事發展及管理溫泉及度假村項目。

於二零一零年一月六日，本集團及宏能就建議增加聯營公司投資總額至人民幣500,000,000元(相等於約港幣568,800,000元)訂立備忘錄。該增加投資總額由本集團及宏能乃分別按各自股本權益之45%及55%比例以現金的方式繳入。於二零一零年三月三十一日，本集團已支付總額人民幣90,000,000元(相等於約港幣102,300,000元)。收購詳情載於本公司日期為二零一零年一月二十五日之通函。

44. OPERATING LEASE COMMITMENTS

The Group as lessee

Minimum lease payments paid under operating leases during the year: 年內根據經營租約已付之最低租金：

Premises

樓宇

2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
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14,639

14,222

The Group as lessee

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

Within one year

一年內

15,069

13,731

In the second to fifth year inclusive

第二至第五年(包括首尾兩年)

5,410

15,020

Over five years

超過五年

11,205

11,404

31,684

40,155

44. 營業租賃承擔

本集團為承租人

本集團為承租人

於報告期末，本集團根據不可撤銷營業租賃須於下列年期支付之未來最低租賃付款承擔如下：

2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
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15,069

13,731

5,410

15,020

11,205

11,404

31,684

40,155

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44. OPERATING LEASE COMMITMENTS (Cont'd)

The Group as lessee (Cont'd)

Operating lease payments represent rentals payable by the Group for certain of its office premises and golf course. Leases are negotiated for an average term of three years and rentals are either fixed or, in addition to the fixed rentals, determined based on a fixed percentage of the monthly gross turnover of the outlets, for an average term of five years.

The Group as lessor

Property rental income earned during the year was HK\$8,429,000 (2009: HK\$7,850,000). The properties which are leased out as at 31st March, 2010 have rental yield of approximately 4% and with committed tenants with the longest tenure within two years of the end of the reporting period.

At the end of the reporting period, the Group had contracted with tenants for the following future minimum lease payments:

Within one year	一年內
In the second to fifth year inclusive	第二至第五年(包括首尾兩年)

44. 營業租賃承擔(續)

本集團為承租人(續)

應付營業租賃金額指本集團就其若干寫字樓及高爾夫球場應付之租金。租期平均議定為三年，租金為固定租金，或除固定租金外另加按店舖每月總營業額固定百分比計算(平均為期五年)。

本集團為出租人

本年度賺取之物業租金收入為港幣8,429,000元(二零零九年:港幣7,850,000元)。於二零一零年三月三十一日已出租物業之租賃回報約4厘，而租戶訂立之租約最長為於報告期間末期起兩年內。

於報告期末，本集團已就下列未來最低租賃付款與租戶訂約：

		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Within one year	一年內	6,838	6,821
In the second to fifth year inclusive	第二至第五年(包括首尾兩年)	399	7,063
		<u>7,237</u>	<u>13,884</u>

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45. PLEDGE OF ASSETS

At the end of the reporting period, the Group's bank borrowings and credit facilities from financial institutions were secured by the following:

		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Property, plant and equipment	物業、機械及設備	225	357
Investment properties under development	發展中投資物業	232,000	-
Properties held for sale	待售物業	803,784	223,476
Financial assets at fair value through profit or loss	按公平值列賬並計入損益之金融資產	-	1,116
Bank deposits	銀行存款	42,200	44,626
		1,078,209	269,575

46. RETIREMENT BENEFITS SCHEMES

The Group operates a defined contribution retirement benefits scheme which is registered under the Occupational Retirement Scheme Ordinance for eligible employees. The assets of the scheme are separately held in funds under the control of trustees.

The cost charged to the consolidated statement of comprehensive income represents contributions paid or payable to the fund by the Group at rates specified in the rules of the scheme. Where there are employees who leave the scheme prior to vesting fully in the contributions, the contributions payable by the Group are reduced by the amount of forfeited contributions.

At the end of the reporting period, the Group had no significant forfeited contributions, which arose upon employees leaving the retirement benefits scheme and which are available to reduce the contributions payable by the Group in future years.

With effect from 1st December, 2000, the Group has also joined the Mandatory Provident Fund Scheme (the "MPF Scheme") for employees in Hong Kong. The MPF Scheme is registered with the Mandatory Provident Fund Scheme Authority under the Mandatory Provident Fund Scheme Ordinance. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of an independent trustee.

Under the rule of the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at rate specified in the rules. The only obligation of the Group with respect to the MPF Scheme is to make the required contributions under the scheme. The contributions to the MPF Scheme charged to the consolidated statement of comprehensive income represent contributions paid or payable to the funds by the Group at rates specified in the rules of the scheme. No forfeited contribution is available to reduce the contribution payable in future years.

45. 資產抵押

於報告期末，本集團之銀行借貸及由財務機構作出之信貸融資由下列項目作抵押：

	2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Property, plant and equipment	225	357
Investment properties under development	232,000	-
Properties held for sale	803,784	223,476
Financial assets at fair value through profit or loss	-	1,116
Bank deposits	42,200	44,626
	1,078,209	269,575

46. 退休福利計劃

本集團為合資格僱員推行根據職業退休保障計劃條例註冊之定額供款退休福利計劃，該計劃之資產乃由受託人管理之基金分開持有。

在綜合全面收益表中扣除之費用，乃指本集團按該計劃規定所註明特定比率向基金已付或應付之供款。倘僱員在全數取得供款前退出該計劃，則沒收之供款可用以減低本集團應付之供款。

於報告期末，本集團並無因僱員退出退休福利計劃而有可用作減低本集團往後年度應付供款之重大沒收供款。

由二零零零年十二月一日起，本集團亦為香港僱員參加強積金計劃（「強積金計劃」）。強積金計劃已根據強制性公積金計劃條例向強制性公積金計劃管理局註冊。有關強積金計劃資產與本集團資產分開管理，並由一名獨立受託人控制之基金持有。

根據強積金計劃之規則，僱主及其僱員須各自按規例所註明特定比率向計劃供款，本集團於強積金計劃之唯一責任為向該計劃作出所規定供款。於綜合全面收益表中扣除之強積金計劃供款，乃指本集團按該計劃規例所註明特定比率向基金已付或應付之供款。並無任何沒收供款可用作扣減日後應付供款。

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46. RETIREMENT BENEFITS SCHEMES (Cont'd)

The employees of the subsidiaries in the PRC are members of state-managed retirement benefits schemes operated by the PRC government. The subsidiaries are required to contribute a certain percentage of their payroll to the retirement benefits schemes to fund the benefits. The only obligation of the Group with respect to the retirement benefits schemes are to make the required contributions under the schemes.

The total cost charged to consolidated statement of comprehensive income of HK\$1,900,000 (2009: HK\$2,094,000) represents contributions paid or payable to the schemes by the Group during the year.

47. RELATED AND CONNECTED PARTY TRANSACTIONS AND BALANCES

Related party transactions

(a) During the year, the Group entered into the following transactions with related parties:

Related parties 有關連人士	Notes 附註	Nature of transactions 交易性質	2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
<i>Associates:</i> 聯營公司：				
Orient Town Limited 華鎮有限公司		Interest income 利息收入	14,126	14,417
Concordia 聯生		Management fee paid 已付管理費	-	152
Orient Town Project Management Limited 華鎮項目管理有限公司		Management fee received 已收管理費	120	120
<i>Other related companies:</i> 其他有關連公司：				
Great Intelligence Holdings Limited ("Great Intelligence")	(a)	Rental expenses and management fee paid 租金開支及已付管理費	3,154	2,917
Wing On 永安	(b)	Interest income 利息收入	2,792	3,660

Notes:

- (a) Mr. Chan Fut Yan, an executive director of the Company is also a director of Great Intelligence.
- (b) Mr. Cheung Hon Kit, an executive director of the Company is also a director of Wing On.

During the year, the Group entered into an agreement with Ocean Growth, an indirect wholly-owned subsidiary of Wing On, for subscription of new shares in Business Action. Details are set out in note 42.

Details of the outstanding balances with related parties are set out in the consolidated statement of financial position and in notes 20, 21, 22 and 29.

46. 退休福利計劃(續)

中國附屬公司之僱員為中國政府運作之國家管理退休福利計劃之成員。附屬公司須按其工資某一百分比向退休福利計劃供款，撥作福利之資金。本集團對退休福利計劃之唯一責任為作出計劃項下規定供款。

於綜合全面收益表扣除之總成本為港幣1,900,000元(二零零九年：港幣2,094,000元)，乃指年內本集團已付或應付予計劃之供款。

47. 有關連人士及關連人士交易及結餘

有關連人士交易

(a) 年內，本集團曾與有關連人訂立下列交易：

附註：

- (a) 本公司執行董事陳佛恩先生亦為Great Intelligence之董事。
- (b) 本公司執行董事張漢傑先生亦為永安之董事。

年內，本集團與永安之間接全資附屬公司Ocean Growth訂立協議，以認購Business Action之新股份。詳情載於附註42。

與有關連人士之尚未償還結餘詳情載於綜合財務狀況表及附註20、21、22及29。

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47. RELATED AND CONNECTED PARTY TRANSACTIONS AND BALANCES (Cont'd)

Related party transactions (Cont'd)

(b) Compensation of key management personnel

The remuneration of directors during the year was as follows:

		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Short-term benefits	短期福利	19,612	13,745
Post-employment benefits	離職後福利	387	395
Share-based payments	股份形式付款	898	4,082
		20,897	18,222

The remuneration of directors is determined by the remuneration committee having regard to the performance of individuals and market trends.

Connected party transactions

- (a) On 15th December, 2009, ITC Properties (China) Limited (formerly known as Macau Prime Property (China) Limited) ("ITC Properties (China)"), an indirect wholly-owned subsidiary of the Company, entered into two sale and purchase agreements in relation to the acquisition of the entire interest in Newskill Investments Limited ("Newskill") of which Cango Trading Limited ("CTL") is one of the vendors holding 8% interest in the issued share capital of Newskill (the "CTL Acquisition Agreement"). The consideration payable by ITC Properties (China) to CTL is HK\$76.8 million which shall wholly be settled in cash upon completion of the CTL Acquisition Agreement. By virtue of the fact that CTL was an indirect wholly-owned subsidiary of Hanny Holdings Limited, which in turn was a substantial shareholder of the Company indirectly holding approximately 16.22% of its issued share capital as at the date of the CTL Acquisition Agreement, the CTL Acquisition Agreement constituted a connected transaction for the Company under Chapter 14A of the Listing Rules. Details of the transaction are set out in the announcement dated 23rd December, 2009 and the circular dated 31st May, 2010 of the Company. The CTL Acquisition Agreement was approved by the independent shareholders of the Company at the special general meeting of the Company held on 17th June, 2010 but which completion has not yet been taken place up to the date of this report.

47. 有關連人士及關連人士交易及結餘 (續)

有關連人士交易 (續)

(b) 主要管理人員報酬

年內董事之薪酬如下：

		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
		19,612	13,745
		387	395
		898	4,082
		20,897	18,222

董事之薪酬乃由薪酬委員會經考慮個別人士表現及市場趨勢釐定。

關連人士交易

- (a) 於二零零九年十二月十五日，本公司之間接全資附屬公司 ITC Properties (China) Limited (前稱 Macau Prime Property (China) Limited (「ITC Properties (China)」)) 訂立兩份買賣協議，內容有關收購新藝投資有限公司 (「新藝」) 全部權益，Cango Trading Limited (「CTL」) 為賣方之一，持有新藝已發行股本之 8% 權益 (「CTL 收購協議」)。ITC Properties (China) 應付 CTL 之代價為港幣 76,800,000 元，將於 CTL 收購協議完成後以現金悉數清償。鑒於 CTL 為錦興集團有限公司之間接全資附屬公司，而錦興集團有限公司為本公司之主要股東，於 CTL 收購協議日期間持有本公司已發行股本約 16.22%，故 CTL 收購協議構成本公司於上市規則第 14A 章項下之關連交易。交易詳情載於本公司日期為二零零九年十二月二十三日之公佈及日期為二零一零年五月三十一日之通函。CTL 收購協議已經獲本公司獨立股東於二零一零年六月十七日舉行之本公司股東特別大會上批准，惟交易直至本報告日期尚未完成。

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47. RELATED AND CONNECTED PARTY TRANSACTIONS AND BALANCES (Cont'd)

Connected party transactions (Cont'd)

(b) During the year ended 31st March, 2008, Donson (International) Development Limited (“Donson”), an indirectly wholly-owned subsidiary of the Company, entered into several agreements in relation to:

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

47. 有關連人士及關連人士交易及結餘 (續)

關連人士交易 (續)

(b) 截至二零零八年三月三十一日止年度，本公司間接全資附屬公司東迅(國際)發展有限公司(「東迅」)就下列事項訂立多項協議：

- (i) 東迅以合共現金代價人民幣 20,000,000 元(相等於約港幣 22,800,000 元)，出售其於廣州番禺蓮花山高爾夫球度假俱樂部有限公司(「番禺高爾夫球」)、廣州市番禺偉迪斯高爾夫房地產有限公司(「偉迪斯」)及廣州市蓮翠房產物業管理有限公司(「蓮翠」)之全部權益予廣州市番禺協誠實業有限公司(「番禺協誠」，一間於中國註冊成立之有限公司，為中國番禺市政府控制之投資控股公司)；
- (ii) 番禺高爾夫球與東迅合作進行發展位於廣州蓮花山高爾夫球度假村內一幅土地(「發展協議」)，據此，本集團有權享有其 65% 餘值。根據發展協議之條款，本集團將向番禺高爾夫球提供人民幣 40,000,000 元(相等於約港幣 45,500,000 元)貸款用於發展項目，誠如綜合財務報表附註 20 所載；及
- (iii) 本公司附屬公司廣州市東迅酒店管理有限公司(「東迅酒店管理」)租賃，包括中國廣東省廣州市番禺區內廣州蓮花山高爾夫球度假村之高爾夫球場及高爾夫球會所(「租賃協議」)，由東迅酒店管理(作為承租人)與番禺高爾夫球(作為出租人)於二零零八年四月十六日就租賃廣州蓮花山高爾夫球度假村訂立租賃協議之日起為期三年，年租為人民幣 5,000,000 元(相等於約港幣 5,700,000 元)，東迅酒店管理有權選擇每三年續期，總年期最長為 20 年。

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47. RELATED AND CONNECTED PARTY TRANSACTIONS AND BALANCES (Cont'd)

Connected party transactions (Cont'd)

(b) (Cont'd)

By virtue of the fact that 番禺協誠 is controlled by the Panyu Municipal Government and 廣州市番禺旅游總公司 (“番禺旅游”), a company established in the PRC which is a substantial shareholder of Panyu Golf, Wei Di Si and Lian Chui, is also controlled by the Panyu Municipal Government, 番禺協誠 and 番禺旅游 are therefore connected persons of the Company. Further details of the transactions are set out in the announcement dated 7th December, 2007. The disposal was completed on 6th March, 2008.

During the year ended 31st March, 2010, lease rental of HK\$5,688,000 (2009: HK\$4,837,000) was paid to Panyu Golf. The rentals were charged in accordance with the Lease Agreement.

- (c) During the year ended 31st March, 2009, an indirect wholly-owned subsidiary of the Company entered into a tenancy agreement with an indirect wholly-owned subsidiary of a substantial shareholder of the Company. The rental expense paid to the indirect wholly-owned subsidiary of a substantial shareholder of the Company were HK\$4,023,000 (2009: 3,721,000) for the year ended 31st March, 2010. The rental were charged in accordance with the relevant tenancy agreement.

48. EVENTS AFTER THE REPORTING PERIOD

- (i) On 19th May, 2010, the Company announced the placing of 94,000,000 new ordinary shares of HK\$0.01 each at a price of HK\$1.60 each (“Placing”). The estimated net proceeds of approximately HK\$146.1 million were intended to be used as general working capital for business development for the Group. The Placing was completed on 8th June, 2010.
- (ii) On 21st July, 2010, the Group has entered into an agreement to dispose of 65% of the Group’s interest in Paragon Winner Company Limited for a cash consideration of approximately HK\$746.0 million which is expected to contribute to the Group a substantial profit of around HK\$490.9 million upon completion scheduled early 2011.

47. 有關連人士及有關連人士交易及結餘 (續)

有關連人士交易 (續)

(b) (續)

由於番禺協誠受番禺市政府控制，而廣州市番禺旅游總公司（「番禺旅游」）乃一間於中國註冊成立之公司，為番禺高爾夫球、偉迪斯及蓮翠之主要股東，亦受番禺市政府控制，故番禺協誠及番禺旅游均為本公司之有關連人士。進一步交易詳情載於日期為二零零七年十二月七日之公佈。出售事項已於二零零八年三月六日完成。

截至二零一零年三月三十一日止年度，租金港幣5,688,000元（二零零九年：港幣4,837,000元）已支付予番禺高爾夫球。租金乃根據租賃協議計算。

- (c) 截至二零零九年三月三十一日止年度，本公司間接全資附屬公司與本公司主要股東之間接全資附屬公司訂立租賃協議。截至二零一零年三月三十一日止年度，向本公司主要股東之間接全資附屬公司支付之租金開支為港幣4,023,000元（二零零九年：港幣3,721,000元）。租金乃根據有關租賃協議計算。

48. 報告期後事項

- (i) 於二零一零年五月十九日，本公司公佈按每股港幣1.60元之價格配售94,000,000股每股面值港幣0.01元之新普通股（「配售」）。估計所得款項淨額約港幣146,100,000元擬用作本集團業務發展之一般營運資金。配售已於二零一零年六月八日完成。
- (ii) 於二零一零年七月二十一日，本集團簽訂一份協議出售本集團於Paragon Winner Company Limited之65%權益，現金作價為約港幣746,000,000元，並預期在二零一一年初完成後為本集團貢獻龐大溢利約港幣490,900,000元。

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(for the year ended 31st March, 2010) (截至二零一零年三月三十一日止年度)

49. SUMMARY FINANCIAL INFORMATION OF THE COMPANY 49. 本公司財務資料概要

		Note 附註	2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Assets	資產		3,872,524	3,883,915
Liabilities	負債		1,437,469	1,373,451
			2,435,055	2,510,464
Capital and reserves	股本及儲備			
Share capital	股本		4,709	4,709
Reserves	儲備	(a)	2,430,346	2,505,755
			2,435,055	2,510,464

Note:

(a) Reserves

附註:

(a) 儲備

	Share premium 溢價	Contributed surplus 繳入盈餘	Capital redemption reserve 股本 贖回儲備	Convertible loan notes equity reserve 可換股票據 股本儲備	Share- based payment reserve 股份付款 儲備	Warrant reserve 認股權證 儲備	Accumulated profits 累計溢利	Total 總計
	HK\$'000 港幣千元	HK\$'000 港幣千元 (Note) (附註)	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
THE COMPANY	本公司							
At 1st April, 2008	於二零零八年 四月一日	1,493,942	-	1,124	307,719	11,638	61,160	1,875,583
Profit for the year	本年度溢利	-	-	-	-	-	1,517	1,517
Rights issue with warrants	供股連同認股權證	522,622	-	-	-	34,571	-	557,193
Expenses incurred in connection with rights issue	關於供股之開支	(23,183)	-	-	-	-	-	(23,183)
Transfer on lapse of share options	於購股權失效時 轉撥	-	-	-	-	(4,418)	1,083	(3,335)
Recognition of equity-settled share-based payments	確認股本結算股份 付款	-	-	-	-	5,547	-	5,547
Repurchase and cancellation of shares	購回及註銷股份	(20,587)	-	6,092	-	-	(6,092)	(20,587)
Capital reorganisation (Note 37(c))	股本重組(附註37(c))	-	113,020	-	-	-	-	113,020
At 31st March, 2009	於二零零九年 三月三十一日	1,972,794	113,020	7,216	307,719	12,767	57,668	2,505,755
Loss for the year	本年度虧損	-	-	-	-	-	(63,505)	(63,505)
Exercise of warrants	認股權證獲行使	3	-	-	-	-	(1)	2
Transfer of lapse of warrants	於認股權證失效時 轉撥	-	-	-	-	(34,570)	34,570	-
Transfer on cancellation of share options	於註銷購股權時 轉撥	-	-	-	-	(13,975)	721	(13,254)
Recognition of equity-settled share-based payments	確認以股本結算之股權 形式付款	-	-	-	-	1,348	-	1,348
At 31st March, 2010	於二零一零年 三月三十一日	1,972,797	113,020	7,216	307,719	140	29,454	2,430,346

Note: The contributed surplus of the Company represents the credit arising from Capital Reduction pursuant to the Capital Reorganisation on 13th March, 2010.

附註: 本公司之繳入盈餘指根據二零一零年三月十三日之股本重組進行之削減股本而產生之進賬。

No dividend was paid or proposed during the year ended 31st March, 2010, nor has any dividend been proposed since the end of the reporting period (2009: Nil).

截至二零一零年三月三十一日止年度並無支付或建議派付股息，自報告期末以來亦無建議派付任何股息(二零零九年: 無)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(for the year ended 31st March, 2010) (截至二零一零年三月三十一日止年度)

50. PRINCIPAL SUBSIDIARIES

Particulars of the Company's principal subsidiaries at 31st March, 2010 and 2009 are as follows:

Name of subsidiary 附屬公司名稱	Place of operation 經營地點	Place of incorporation/ registration/ establishment 註冊/登記/ 成立地點	Issued and fully paid share/ registered capital 已發行及繳足 股本/註冊資本	Percentage of issued share/registered capital held by the Company 本公司所持已發行 股本/註冊資本之百分比				Principal activities 主要業務
				Directly 直接		Indirectly 間接		
				2010 二零一零年 %	2009 二零零九年 %	2010 二零一零年 %	2009 二零零九年 %	
Advance Tech Limited 科進有限公司	Hong Kong 香港	Hong Kong 香港	HK\$1 ordinary share 港幣1元普通股	-	-	100	100	Securities investment 證券投資
Castle Win International Limited 城威國際有限公司	Hong Kong 香港	Hong Kong 香港	HK\$1 ordinary share 港幣1元普通股	-	-	100	100	Property development 物業發展
Donsen 東迅	Hong Kong 香港	Hong Kong 香港	HK\$85,297,692 ordinary shares 港幣85,297,692元 普通股	-	-	100	100	Investment holding 投資控股
Fortress Jet International Limited 堡捷國際有限公司	Hong Kong 香港	Hong Kong 香港	HK\$2 ordinary shares 港幣2元普通股	-	-	100	-	Property investment 物業投資
Harbour Rainbow Limited 港彩有限公司	Hong Kong 香港	Hong Kong 香港	HK\$1 ordinary share 港幣1元普通股	-	-	100	100	Property investment 物業投資
Hayton Limited 漢東有限公司	Macau 澳門	Hong Kong 香港	HK\$1 ordinary share 港幣1元普通股	-	-	100	100	Property investment 物業投資
ITC Properties Management Limited 德祥地產管理有限公司	Hong Kong 香港	Hong Kong 香港	HK\$2,000 ordinary shares 港幣2,000元普通股	-	-	100	100	Securities investment and investment holding 證券投資及投資控股
			HK\$500,000 non-voting deferred shares (Note a) 港幣500,000元 無投票權遞延股 (附註 a)	-	-	-	-	

50. 主要附屬公司

本公司主要附屬公司於二零一零年及二零零九年三月三十一日之詳情如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(for the year ended 31st March, 2010) (截至二零一零年三月三十一日止年度)

50. PRINCIPAL SUBSIDIARIES (Cont'd)

50. 主要附屬公司(續)

Name of subsidiary 附屬公司名稱	Place of operation 經營地點	Place of incorporation/ registration/ establishment 註冊/登記/ 成立地點	Issued and fully paid share/ registered capital 已發行及繳足 股本/註冊資本	Percentage of issued share/registered capital held by the Company 本公司所持已發行 股本/註冊資本之百分比				Principal activities 主要業務
				Directly 直接		Indirectly 間接		
				2010 二零一零年 %	2009 二零零九年 %	2010 二零一零年 %	2009 二零零九年 %	
ITC (China) Properties Group Limited 德祥(中國)地產集團有限公司	Hong Kong 香港	Hong Kong 香港	HK\$1 ordinary share 港幣1元普通股	-	-	100	100	Investment holding 投資控股
ITC Golf & Leisure Group Limited	Hong Kong 香港	British Virgin Islands 英屬處女群島	US\$1 ordinary share 美金1元普通股	-	-	100	100	Investment holding 投資控股
Keen Step 建毅	Hong Kong 香港	Hong Kong 香港	HK\$2 ordinary shares 港幣2元普通股	-	-	100	100	Property investment 物業投資
Macau Prime (B.V.I.) Limited	Hong Kong 香港	British Virgin Islands 英屬處女群島	US\$50,000 ordinary shares 美金50,000元普通股	100	100	-	-	Investment holding 投資控股
Macau Prime Finance Limited 澳門祥泰財務有限公司	Hong Kong 香港	Hong Kong 香港	HK\$2 ordinary shares 港幣2元普通股	-	-	100	100	Money lending 貸款
Master Super Development Limited 泰瑞發展有限公司	Hong Kong 香港	Hong Kong 香港	HK\$100 ordinary shares 港幣100元普通股	-	-	100	100	Property investment 物業投資
Million Orient Limited 東萬有限公司	Hong Kong 香港	Hong Kong 香港	HK\$1 ordinary share 港幣1元普通股	-	-	100	100	Investment holding 投資控股
Oriental Mind Limited	Hong Kong 香港	British Virgin Islands 英屬處女群島	US\$1 ordinary share 美金1元普通股	-	-	100	100	Investment holding 投資控股

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綜合財務報表附註

(for the year ended 31st March, 2010) (截至二零一零年三月三十一日止年度)

50. PRINCIPAL SUBSIDIARIES (Cont'd)

50. 主要附屬公司(續)

Name of subsidiary 附屬公司名稱	Place of operation 經營地點	Place of incorporation/ registration/ establishment 註冊/登記/ 成立地點	Issued and fully paid share/ registered capital 已發行及繳足 股本/註冊資本	Percentage of issued share/registered capital held by the Company 本公司所持已發行 股本/註冊資本之百分比				Principal activities 主要業務
				Directly 直接		Indirectly 間接		
				2010 二零一零年 %	2009 二零零九年 %	2010 二零一零年 %	2009 二零零九年 %	
Pine Cheer 展栢	Hong Kong 香港	Hong Kong 香港	HK\$100 ordinary shares 港幣100元普通股	-	-	100	100	Property investment 物業投資
Sino Able Investments Limited 捷毅投資有限公司	Hong Kong 香港	Hong Kong 香港	HK\$1 ordinary share 港幣1元普通股	-	-	100	-	Property investment 物業投資
Smarteam Limited 萃添有限公司	Macau 澳門	Hong Kong 香港	HK\$1 ordinary share 港幣1元普通股	-	-	100	100	Property investment 物業投資
South Step Limited 南通興業有限公司	Hong Kong 香港	Hong Kong 香港	HK\$1 ordinary share 港幣1元普通股	-	-	100	100	Property investment and development 物業投資及發展
Teamate Limited	Hong Kong 香港	British Virgin Islands 英屬處女群島	US\$1 ordinary share 美金1元普通股	-	-	100	100	Investment holding 物業投資
Top Century International Limited	Hong Kong 香港	British Virgin Islands 英屬處女群島	US\$1 ordinary share 美金1元普通股	-	-	100	100	Investment holding 物業投資
Well Cycle Limited 志圖有限公司	Hong Kong 香港	Hong Kong 香港	HK\$2 ordinary shares 港幣2元普通股	-	-	100	100	Letting of motor vehicles 汽車租賃
三亞亞龍灣風景高爾夫文化公園 有限公司	PRC 中國	PRC (Note b) 中國(附註b)	RMB35,000,000 人民幣35,000,000元	-	-	80	80	Development and operation of hotel and golf resort 發展及經營酒店及 高爾夫球度假村

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(for the year ended 31st March, 2010) (截至二零一零年三月三十一日止年度)

50. PRINCIPAL SUBSIDIARIES (Cont'd)

Name of subsidiary 附屬公司名稱	Place of operation 經營地點	Place of incorporation/ registration/ establishment 註冊/登記/ 成立地點	Issued and fully paid share/ registered capital 已發行及繳足 股本/註冊資本	Percentage of issued share/registered capital held by the Company 本公司所持已發行 股本/註冊資本之百分比				Principal activities 主要業務	
				Directly 直接		Indirectly 間接			
				2010 二零一零年 %	2009 二零零九年 %	2010 二零一零年 %	2009 二零零九年 %		
三亞亞龍灣紅峽度假酒店 有限公司	PRC 中國	PRC (Note b) 中國(附註b)	HK\$30,000,000 港幣30,000,000元	-	-	96	96	Development and operation of hotel 發展及營運酒店	
廣州市東迅酒店管理有限公司	PRC 中國	PRC (Note b) 中國(附註b)	HK\$5,000,000 港幣5,000,000元	-	-	100	100	Development and operation of hotel 發展及營運酒店	

Notes:

- (a) The non-voting deferred shares, which are not held by the Group, practically carry no rights to dividends or to receive notice of or to attend or vote at any general meeting of the respective companies nor to participate in any distribution on winding up.
- (b) The subsidiaries were established in the PRC as a sino-foreign equity joint venture companies.

None of the subsidiaries had any debt securities outstanding at the end of the reporting period or at any time during the year.

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

50. 主要附屬公司(續)

Name of subsidiary 附屬公司名稱	Place of operation 經營地點	Place of incorporation/ registration/ establishment 註冊/登記/ 成立地點	Issued and fully paid share/ registered capital 已發行及繳足 股本/註冊資本	Percentage of issued share/registered capital held by the Company 本公司所持已發行 股本/註冊資本之百分比				Principal activities 主要業務	
				Directly 直接		Indirectly 間接			
				2010 二零一零年 %	2009 二零零九年 %	2010 二零一零年 %	2009 二零零九年 %		
三亞亞龍灣紅峽度假酒店 有限公司	PRC 中國	PRC (Note b) 中國(附註b)	HK\$30,000,000 港幣30,000,000元	-	-	96	96	Development and operation of hotel 發展及營運酒店	
廣州市東迅酒店管理有限公司	PRC 中國	PRC (Note b) 中國(附註b)	HK\$5,000,000 港幣5,000,000元	-	-	100	100	Development and operation of hotel 發展及營運酒店	

附註:

- (a) 並非本集團持有之無投票權遞延股份，實質上並無附有權利可獲派股息或獲發有關公司任何股東大會之通告或出席股東大會或於會上投票或於清盤時獲取任何分派。
- (b) 該等附屬公司於中國成立為中外合資經營公司。

於報告期末或本年度任何時間內，各附屬公司概無任何尚未償還之債務證券。

上表載列董事認為對本集團業績或資產有重大影響之本公司附屬公司。董事認為，詳列其他附屬公司之資料會令篇幅過於冗長。

FINANCIAL SUMMARY

財務概要

		For the year ended 31st March, 截至三月三十一日止年度					2010
		2006	2007	2008	2009	2010	
		二零零六年	二零零七年	二零零八年	二零零九年	二零一零年	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	
Revenue	收益	842,256	507,152	181,944	92,670	239,750	
(Loss) profit before tax	除稅前(虧損)溢利	(70,435)	84,156	(140,325)	(462,285)	102,960	
Taxation	稅項	(2,657)	(10,055)	(4,033)	469	(108)	
(Loss) profit for the year	本年度(虧損)溢利	(73,092)	74,101	(144,358)	(461,816)	102,852	
(Loss) profit attributable to:	下列人士應佔(虧損)溢利:						
Owners of the Company	本公司擁有人	(72,960)	79,091	(141,853)	(461,816)	102,852	
Minority interests	少數股東權益	(132)	(4,990)	(2,505)	-	-	
		(73,092)	74,101	(144,358)	(461,816)	102,852	
		At 31st March, 於三月三十一日					2010
		2006	2007	2008	2009	2010	
		二零零六年	二零零七年	二零零八年	二零零九年	二零一零年	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	
Total assets	總資產	1,401,214	3,382,100	3,360,993	3,581,370	4,208,956	
Total liabilities	總負債	(955,381)	(1,710,280)	(1,510,816)	(1,572,134)	(2,087,133)	
		445,833	1,671,820	1,850,177	2,009,236	2,121,823	
Equity attributable to:	下列人士應佔權益:						
Owners of the Company	本公司擁有人	445,017	1,621,639	1,842,998	2,002,051	2,114,638	
Minority interests	少數股東權益	816	50,181	7,179	7,185	7,185	
		445,833	1,671,820	1,850,177	2,009,236	2,121,823	

SCHEDULE OF PRINCIPAL PROPERTIES

主要物業附表

(At 31st March, 2010) (於二零一零年三月三十一日)

Location 地點	Approximate gross floor area 概約建築面積 (sq. ft.) (平方呎)	Use 用途	Stage of completion 完成階段	Group's ownership 本集團 之所有權
PROPERTIES HELD FOR SALE		持作銷售物業		
First Floor, 9C, 10C, 22B, 22C, 23C, 25C Talon Tower 38 Connaught Road West Hong Kong 位於香港干諾道西38號達隆名居之一樓 9C、10C、22B、22C、23C及25C	8,275	Commercial and Residential 商業及住宅	Completed 已落成	100%
29 residential units at Edificio Commercial Zhu Kuan Mansion, Avenida Xian Xing Hai nos. 81-121, Rua de Londres nos. 148-254, Avenida do Governador Jaime Silverio Marques nos. 80-120 and Rua de Madrid nos. 147-225, 位於澳門洗星海大馬路81-121號， 倫敦街148-254號， 馬濟時總督大馬路80-120號及 馬德理街147-225號 珠江大廈之29個住宅單位	37,803	Residential 住宅	Completed 已落成	100%
14 residential units and 14 car parking spaces Pearl on the Lough, Ilha da Taipa, junto a Estrada Nordeste da Taipa Aterro da Baia de Pac On, Macau 位於澳門氹仔北安灣 P05地段海明灣畔1座 之14個住宅單位 及14個停車位	34,258	Residential 住宅	Completed 已落成	100%
Shop Space on G/F, Cockloft and the Whole of Front Terrace, Flat A on 1/F and Flat Roof, Flat B on 1/F and Flat Roof, Flats A and B on 2/F, Flats A and B on 3/F, Flats A and B on 4/F, Flat A on 5/F and Portion A of the Main Roof, No. 7 Moreton Terrace, Hong Kong 香港摩頓臺7號地下商舖、閣樓及 整個前園、一樓A室及平台、一樓B室 及平台、二樓A及B室、三樓A及B室、 四樓A及B室、五樓A室及主要天台A部分	8,781	Residential 住宅	Completed 已落成	100%
Nos. 19 – 21 Shelter Street, Hong Kong 香港信德街19-21號	16,300	Residential 住宅	Completed 已落成	100%
No. 33 Tung Lo Wan Road, Hong Kong 香港銅鑼灣道33號	7,875	Residential 住宅	Completed 已落成	100%

SCHEDULE OF PRINCIPAL PROPERTIES

主要物業附表

(At 31st March, 2010) (於二零一零年三月三十一日)



Location 地點	Approximate gross floor area 概約建築面積 (sq. ft.) (平方呎)	Use 用途	Stage of completion 完成階段	Group's ownership 本集團 之所有權
Nos. 35, 37, 39-39A, 39B and 39C, Tung Lo Wan Road, Hong Kong (excluding Shop 1E on Ground Floor, Flat 4 on 1st Floor, Flat 5 on 3rd Floor and Flat 4 on 6th Floor) 香港銅鑼灣道35、37、39-39A、39B及39C號 (除地下1E號舖、一樓4室、三樓5室及 六樓4室外)	24,840	Residential 住宅	Completed 已落成	100%
INVESTMENT PROPERTIES UNDER DEVELOPMENT		發展中投資物業		
Nos. 703 and 705 Nathan Road, Kowloon 九龍彌敦道703及705號	30,000 (Gross site area approximately 2,432 sq. ft.) (地盤面積：約 2,432平方呎)	Retailing 零售	Foundation work in progress 地基工程 進行中	100%
PROPERTIES UNDER DEVELOPMENT		發展中物業		
Junto Atewo Da Concúdia Estrada De Seac Pai Van Lote "A" to "O". S. Francisco Xavier Colraue, Macao 位於澳門路環聖方濟各堂區A地段至O地段 石排灣馬路聯生填海區	8,000,000 (Gross site area approximately 600,000 sq. ft.) (地盤面積：約 600,000平方呎)	Residential, Commercial and Hotel 住宅、商業及酒店	Planning 計劃中	35.5%
Several parcels of land located at Toubao Village, Housuo Village, Dongfeng Town, Wudang District, Guiyang City, Guizhou Province, the PRC 位於中國貴州省貴陽市烏當區 東風鎮后所村頭堡村之數幅土地	4,000,192 (Gross site area approximately 4,031,031 sq. ft.) (地盤面積：約 4,031,031平方呎)	Residential, Commercial, Cultural and Entertainment and Tourism development 住宅、商業、文化 及娛樂及旅遊 發展	Planning 計劃中	45%

Photographs and drawings have been enhanced by computer graphics,
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