

VXL CAPITAL LIMITED

卓越金融有限公司

(Stock Code 股份代號: 727)



INTERIM REPORT 中期報告 | **2010/2011**

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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Datuk LIM Chee Wah

(Chairman, Group President and Group Chief Executive Officer)

Mr. XIAO Huan Wei

Independent Non-executive Directors

Mr. Alan Howard SMITH, J.P.

Dr. Allen LEE Peng Fei, J.P.

Mr. David YU Hon To

EXECUTIVE COMMITTEE

Datuk LIM Chee Wah *(Chairman)*

Mr. XIAO Huan Wei

AUDIT COMMITTEE

Mr. David YU Hon To *(Chairman)*

Mr. Alan Howard SMITH, J.P.

Dr. Allen LEE Peng Fei, J.P.

REMUNERATION, QUALITY AND NOMINATION COMMITTEE

Dr. Allen LEE Peng Fei, J.P. *(Chairman)*

Datuk LIM Chee Wah

Mr. Alan Howard SMITH, J.P.

Mr. David YU Hon To

COMPANY SECRETARY

Mr. WONG Wing Cheong

董事會

執行董事

拿督林致華

(主席、集團總裁及集團行政總裁)

肖煥偉先生

獨立非執行董事

史亞倫太平紳士

李鵬飛博士太平紳士

俞漢度先生

執行委員會

拿督林致華 *(主席)*

肖煥偉先生

審核委員會

俞漢度先生 *(主席)*

史亞倫太平紳士

李鵬飛博士太平紳士

薪酬、素質及提名委員會

李鵬飛博士太平紳士 *(主席)*

拿督林致華

史亞倫太平紳士

俞漢度先生

公司秘書

黃榮昌先生

Corporate Information (Continued) 公司資料 (續)

REGISTERED OFFICE

Suite 2707-8, One Exchange Square
8 Connaught Place
Central
Hong Kong

註冊辦事處

香港
中環
康樂廣場八號
交易廣場一期二七零七至八室

SHARE REGISTRARS AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited
Shops 1712-16, 17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

股份過戶登記處

香港中央證券登記有限公司
香港
灣仔
皇后大道東一百八十三號
合和中心十七樓一七一二至一六室

AUDITOR

PricewaterhouseCoopers
33rd Floor, Cheung Kong Center
2 Queen's Road Central
Hong Kong

核數師

羅兵咸永道會計師事務所
香港
中環皇后大道中二號
長江集團中心三十三樓

PRINCIPAL BANKERS

Bank of China Limited
Industrial and Commercial Bank of China Limited
The Hongkong and Shanghai Banking Corporation Limited

主要往來銀行

中國銀行股份有限公司
中國工商銀行股份有限公司
香港上海滙豐銀行有限公司

LISTING INFORMATION

The Stock Exchange of Hong Kong Limited
Ordinary Shares (Stock Code: 727)

上市資料

香港聯合交易所有限公司
普通股 (股份代號: 727)

WEBSITES

VXL Capital Limited
<http://www.vxlcapital.com>

U-Inn Hotels
<http://www.uinns.cn>

網址

卓越金融有限公司
<http://www.vxlcapital.com>

卓安酒店
<http://www.uinns.cn>

Directors' Commentaries

董事討論

FINANCIAL PERFORMANCE REVIEW

Turnover

The turnover of VXL Capital Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) for the period of HK\$2.2 million (2009: HK\$0.66 million) comprised mainly hotel rental, and food and beverage revenue, contributed by the Group’s first operating hotel located in Xiangfan, Hubei Province, which commenced business in September 2009.

Staff costs

Staff costs have decreased significantly during the period due to continuous cost control measures undertaken by the management coupled with a decrease in operating activities in line with the Group’s re-positioning of its strategies.

Other operating expenses

A majority of other operating expenses, such as rental and rates, depreciation and utilities, are fixed or semi-fixed. The management will, at appropriate time, implement measures to contain and/or reduce these costs. During this first half year period under review, these costs have increased significantly from HK\$15.30 million to HK\$19.68 million due mainly to (i) the completion of asset transfers in the previous second half year with the resultant increase in fixed assets and thus increase in depreciation charge in this period; (ii) the engagement of legal and professional advisers in connection with the acquisitions and disposals of properties; and (iii) the contractor charges arising from renovation works.

財務表現回顧

營業額

卓越金融有限公司（「本公司」）及其附屬公司（統稱「本集團」）本期間之營業額為2,200,000港元（二零零九年：660,000港元），主要包括酒店租金以及餐飲收益。該等收益源自本集團位於湖北省襄樊市、於二零零九年九月首間開業之營運酒店。

僱員成本

僱員成本於期內大幅減少，乃由於管理層實施持續成本控制措施，以及配合本集團重新部署其策略而減少經營活動所致。

其他經營開支

其他經營開支（如租金及差餉、折舊及公用開支）大部分乃是固定或半固定性。管理層將於適當時間推行措施以控制及／或減少該等成本。回顧上半年度，該等成本由15,300,000港元大幅增加至19,680,000港元，主要是由於(i)上年度之下半年完成資產轉讓，致令固定資產增加，故本期間之折舊支出亦相應增加；(ii)就收購及出售物業委聘法律及專業顧問；及(iii)因翻新工程而產生承包商支出。

Directors' Commentaries (Continued)

董事討論 (續)

FINANCIAL PERFORMANCE REVIEW (Continued)

Finance costs

Towards the end of the last financial year, the Group redeemed a convertible bond through a lower interest bearing shareholder's loan. This has resulted in a significant reduction in finance costs from HK\$35.30 million to HK\$19.96 million during the period.

Net loss after tax

The Group recorded a net loss after tax of HK\$46.45 million (2009: HK\$60.19 million), the component changes of which were discussed above.

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

The Group maintained total bank and cash balances of HK\$78.45 million as of 30 September 2010. Cash deposits have been placed with major banks in Hong Kong and the PRC in the form of United States dollar, Hong Kong dollar and Renminbi deposits.

As of 30 September 2010, the Group had amount due to ultimate holding company and other loans totaling HK\$400.60 million due within one year, and obligations under finance leases of HK\$1.49 million maturing within 3 years.

財務表現回顧 (續)

融資成本

上一個財政年度結束前，本集團利用較低息股東貸款贖回可換股債券，融資成本因而於期內由35,300,000港元大幅減少至19,960,000港元。

除稅後虧損淨額

本集團錄得除稅後淨虧損46,450,000港元(二零零九年：60,190,000港元)，其變動情況已於上文論述。

流動資金、財務資源及資本架構

本集團於二零一零年九月三十日之總銀行及現金結餘為78,450,000港元。現金存款以美元、港元及人民幣存款形式存放於香港及中國多家大型銀行。

於二零一零年九月三十日，本集團應付最終控股公司之款項及其他貸款合共400,600,000港元(須於一年內償還)及融資租賃承擔為1,490,000港元(於三年內到期)。

Directors' Commentaries (Continued)

董事討論 (續)

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE (Continued)

The Group's gearing ratio is measured on the basis of the Group's total interest-bearing debts net of cash reserves over the total equity (including non-controlling interest). As of 30 September 2010, the gearing ratio has increased to 302.93% (31 March 2010: 200.07%), due to further loan from the principal shareholder in the period under review. As previously reported, certain acquisitions of properties have been terminated of which some of the deposits have already been refunded. The proceeds from the sale of a hotel property in Daying, Sichuan Province, have been fully received. Together with the continuous financial support from the principal shareholder, the management is confident that the Group is able to meet its obligation.

As of 30 September 2010, the Group recorded a total shareholders' deficit of HK\$16.53 million. The Board is considering various proposals with a view to improving the situation.

BUSINESS REVIEW AND CORPORATE DEVELOPMENT

During the first half year to 30 September 2010, in addition to re-organising its hotel properties, the Group continued its efforts in seeking appropriate joint ventures or partnership with companies in the hospitality, tourism and property industries or companies with investment interests in these industries.

As stated in our last annual report, the commitments to four hotel properties were under negotiation for termination. These four commitments were successfully terminated in October 2010. An additional commitment is currently under such termination negotiation.

流動資金、財務資源及資本架構 (續)

本集團之資產負債比率按本集團之計息債務總額減去現金儲備之差額除以權益總額(包括非控股權益)計算。於二零一零年九月三十日,資產負債比率增至302.93%(二零一零年三月三十一日:200.07%),是由於回顧期內進一步取得主要股東貸款所致。如早前所報告,若干物業收購事項已告終止,而部分訂金已獲退還。出售位於四川省大英縣之酒店物業所得款項已全數收訖。加上得到主要股東持續提供財務支援,管理層深信本集團有能力應付其債務。

於二零一零年九月三十日,本集團錄得股東虧絀合共16,530,000港元。董事會現正考慮多項可改善現況之建議。

業務回顧及企業發展

於截至二零一零年九月三十日止上半年,本集團除重組其酒店物業外,亦致力尋求與從事酒店、旅遊及物業行業或有意投資於該等行業之公司建立合適之合營公司或合作夥伴關係。

誠如上一份年報所述,本集團當時正磋商終止四項酒店物業之承擔。該四項承擔已於二零一零年十月成功終止,而現正就終止額外承擔進行磋商。

Directors' Commentaries (Continued)

董事討論 (續)

BUSINESS REVIEW AND CORPORATE DEVELOPMENT (Continued)

In pursuit of our current strategies, the remaining hotel properties will be developed into budget hotels or commercial offices for leasing or sale, or, when appropriate, outright sale.

The Group had recently commenced the renovation of our property in Yingkou, Liaoning Province. The lower floors will be leased to Citic Bank, while the upper floors are reserved for leasing and/or for sale.

Budget Hotels in the PRC

As we are currently operating a single hotel in Xiangfan, the hotel investment and operations segment recorded a loss of HK\$10.93 million before finance costs of HK\$6.65 million. This segment absorbed group-wide operating charges relating to hotel investment including depreciation of land use rights. Our Xiangfan hotel, operated since September 2009, is achieving operating results in line with industry expectation for new start-ups.

PROSPECTS

China's continued economic growth and urbanisation trend will continue to demand for more accommodation facilities to cater for travelers, domestic and otherwise, and for office spaces for growing businesses. The Group believes that its current focus on budget hotels and commercial offices for leasing or sale is rightly placed to avail itself of this developing trend in China.

業務回顧及企業發展 (續)

為實踐現時策略，餘下之酒店物業將發展為經濟型酒店或商用辦公樓，以供租賃或銷售或於適當時間全部銷售。

本集團近期已開展位於遼寧省營口市物業之翻新工程。低層將出租予中信銀行，而高層已留作租賃及銷售用途。

於中國之經濟型酒店

由於本集團現時僅於襄樊市經營一家酒店，酒店投資及營運分部錄得虧損10,930,000港元，當中並未計算融資成本6,650,000港元。此分部已計入集團內與酒店投資有關之經營開支，包括土地使用權之折舊。本集團之襄樊酒店自二零零九年九月起營運，所取得之經營業績與業內對新開業酒店之預期相符。

展望

中國經濟持續增長及城市化將不斷帶動旅客（無論國內外人士）對更多住宿設施之需求，而頻繁商業活動亦同時產生更多辦公室空間需求。本集團相信，其現時專注供租賃或銷售之經濟型酒店及商用辦公樓方針，正好使其於中國之發展勢頭中受惠。

Condensed Consolidated Statement of Comprehensive Income (Unaudited)

簡明綜合全面收益表(未經審核)

For the six months ended 30 September 2010 截至二零一零年九月三十日止六個月

		Unaudited 未經審核	
		Six months ended 30 September 截至九月三十日止六個月	
		2010 二零一零年	2009 二零零九年
		HK\$'000 千港元	HK\$'000 千港元
	Note 附註		
Turnover	4	2,195	662
Other gain		–	4,887
Staff costs		(9,097)	(15,141)
Other operating expenses		(19,679)	(15,295)
Operating loss	5	(26,581)	(24,887)
Finance income		88	12
Finance costs		(19,958)	(35,300)
Share of losses of associates		–	(16)
Loss before taxation		(46,451)	(60,191)
Taxation charge	6	(1)	(2)
Loss for the period		(46,452)	(60,193)
Other comprehensive income:			
Currency translation differences		8,075	346
Other comprehensive income for the period		8,075	346
Total comprehensive income for the period		(38,377)	(59,847)
Loss attributable to equity holders of the Company		(46,452)	(60,193)
Total comprehensive income attributable to equity holders of the Company		(38,377)	(59,847)
		HK Cents 港仙	HK Cents 港仙
Basic and diluted earnings per ordinary share for loss attributable to equity holders of the Company	7	(3.04)	(3.94)

The notes on pages 13 to 32 form an integral part of these unaudited condensed consolidated financial information.

第13頁至第32頁之附註屬本未經審核簡明綜合財務資料之一部分。

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

As at 30 September 2010 於二零一零年九月三十日

		(Unaudited)	(Audited)
		(未經審核)	(經審核)
		30 September	31 March
		2010	2010
		二零一零年	二零一零年
		九月三十日	三月三十一日
	Note	HK\$'000	HK\$'000
	附註	千港元	千港元
Non-current assets			
Property, plant and equipment	8	231,279	229,590
Land use rights	8	72,397	79,790
Construction in progress		4,214	4,302
Interests in associates		96	96
Available-for-sale financial assets		2,111	2,111
Receivables, prepayments and deposits	9	142,868	130,399
		452,965	446,288
Current assets			
Financial assets at fair value through profit or loss		31,111	31,111
Receivables, prepayments and deposits	9	64,968	76,700
Bank balances and cash		78,446	35,659
		174,525	143,470
Assets held for sale	10	20,136	–
		194,661	143,470
Current liabilities			
Payables and accruals	11	115,078	95,056
Liability component of compound financial instrument	12	10,150	10,150
Borrowings	13	401,201	325,511
		526,429	430,717
Net current liabilities		(331,768)	(287,247)
Total assets less current liabilities		121,197	159,041

Condensed Consolidated Statement of Financial Position (Continued)

簡明綜合財務狀況表 (續)

As at 30 September 2010 於二零一零年九月三十日

			(Unaudited) (未經審核)	(Audited) (經審核)
			30 September 2010 二零一零年 九月三十日	31 March 2010 二零一零年 三月三十一日
	Note 附註		HK\$'000 千港元	HK\$'000 千港元
Non-current liabilities		非流動負債		
Liability component of compound financial instrument	12	複合財務工具之負債部分	13,467	12,375
Borrowings	13	借款	892	1,193
			14,359	13,568
Net assets		資產淨值	106,838	145,473
EQUITY		權益		
Share capital	14	股本	15,296	15,296
Reserves		儲備	(31,822)	6,813
Total shareholders' (deficit)/fund		股東(虧絀)/資金總額	(16,526)	22,109
Non-controlling interest		非控股權益	123,364	123,364
Total equity		權益總額	106,838	145,473

The notes on pages 13 to 32 form an integral part of these unaudited condensed consolidated financial information.

第13頁至第32頁之附註屬本未經審核簡明綜合財務資料之一部分。

Condensed Consolidated Statement of Changes in Equity (Unaudited)

簡明綜合權益變動表 (未經審核)

For the six months ended 30 September 2010 截至二零一零年九月三十日止六個月

		Attributable to equity holders of the Company 本公司權益持有人應佔							Total equity 權益總額 HK\$'000 千港元	
		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Available- for-sale financial assets reserve 可供 出售財務 資產儲備 HK\$'000 千港元	Employee share-based compensation reserve 以股份 支付之僱員 補償儲備 HK\$'000 千港元	Exchange reserve 匯兌儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總額 HK\$'000 千港元		Non- controlling interest 非控股權益 HK\$'000 千港元
As at 1 April 2009	於二零零九年四月一日	15,296	152,049	404	6,696	17,208	(16,873)	174,780	-	174,780
Loss for the period	期內虧損	-	-	-	-	-	(60,193)	(60,193)	-	(60,193)
Other comprehensive income:	其他全面收入:	-	-	-	-	-	-	-	-	-
Currency translation differences	外幣換算差額	-	-	-	-	346	-	346	-	346
Total comprehensive income for the period	期內全面收入總額	-	-	-	-	346	(60,193)	(59,847)	-	(59,847)
Employee share option benefits	僱員購股權福利	-	-	-	350	-	-	350	-	350
Transfer to accumulated losses upon lapse of share options	於購股權失效時轉撥至累計虧損	-	-	-	(555)	-	555	-	-	-
As at 30 September 2009	於二零零九年九月三十日	-	-	-	(205)	-	555	350	-	350
As at 1 April 2010	於二零一零年四月一日	15,296	152,049	404	6,491	17,554	(76,511)	115,283	-	115,283
Loss for the period	期內虧損	-	-	-	5,781	18,436	(169,857)	22,109	123,364	145,473
Other comprehensive income:	其他全面收入:	-	-	-	-	-	(46,452)	(46,452)	-	(46,452)
Currency translation differences	外幣換算差額	-	-	-	-	8,075	-	8,075	-	8,075
Total comprehensive income for the period	期內全面收入總額	-	-	-	-	8,075	(46,452)	(38,377)	-	(38,377)
Employee share option benefits	僱員購股權福利	-	-	-	(258)	-	-	(258)	-	(258)
Transfer to accumulated losses upon lapse of share options	於購股權失效時轉撥至累計虧損	-	-	-	(1,184)	-	1,184	-	-	-
As at 30 September 2010	於二零一零年九月三十日	-	-	-	(1,442)	-	1,184	(258)	-	(258)
As at 30 September 2010	於二零一零年九月三十日	15,296	152,049	404	4,339	26,511	(215,125)	(16,526)	123,364	106,838

The notes on pages 13 to 32 form an integral part of these unaudited condensed consolidated financial information. 第13頁至第32頁之附註屬本未經審核簡明綜合財務資料之一部分。

Condensed Consolidated Cash Flow Statement (Unaudited)

簡明綜合現金流量表 (未經審核)

For the six months ended 30 September 2010 截至二零一零年九月三十日止六個月

		Six months ended 30 September	
		截至九月三十日止六個月	
		2010	2009
		二零一零年	二零零九年
		HK\$'000	HK\$'000
		千港元	千港元
Net cash used in operating activities	經營活動所用現金淨額	(10,145)	(29,022)
Net cash (used in)/ from investing activities	投資活動 (所用) / 所得現金淨額	(3,413)	29,534
Net cash from/(used in) financing activities	融資活動所得 / (所用) 現金淨額	55,670	(1,886)
Net increase/(decrease) in cash and cash equivalents	現金及現金等值物增加 / (減少) 淨額	42,112	(1,374)
Cash and cash equivalents at 1 April	於四月一日之現金及現金等值物	35,659	7,835
Effect of foreign exchange rate changes	匯率變動之影響	675	23
Cash and cash equivalents at 30 September	於九月三十日之現金及現金等值物	78,446	6,484
Analysis of balances of cash and cash equivalents	現金及現金等值物結餘分析		
Bank balances and cash	銀行結餘及現金	78,446	6,484

The notes on pages 13 to 32 form an integral part of these unaudited condensed consolidated financial information.

第13頁至第32頁之附註屬本未經審核簡明綜合財務資料之一部分。

Notes to the Unaudited Condensed Consolidated Financial Information

未經審核簡明綜合財務資料附註

1. GENERAL INFORMATION

The Group is engaged in hotel investment and operations and property investment.

The Directors consider the immediate and ultimate holding company to be VXL Capital Partners Corporation Limited (“VXLCPL”) which is incorporated in the British Virgin Islands.

The unaudited condensed consolidated financial information was approved for issue by the board of directors (the “Board”) of the Company on 18 November 2010.

2. BASIS OF PREPARATION

This unaudited condensed consolidated financial information for the six months ended 30 September 2010 is prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting”.

This unaudited condensed consolidated financial information should be read in conjunction with the financial statements for the year ended 31 March 2010, which has been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”).

The unaudited condensed consolidated financial information has been prepared under the historical cost convention, except as modified by the revaluation of the available-for-sale financial assets, and the financial assets and financial liabilities (including derivative financial instruments) at fair value through profit or loss, which are carried at fair value.

1. 一般資料

本集團之業務為酒店投資及營運以及物業投資。

董事認為於英屬處女群島註冊成立之VXL Capital Partners Corporation Limited (「VXLCPL」)為直接及最終控股公司。

此未經審核簡明綜合財務資料經本公司董事會(「董事會」)於二零一零年十一月十八日批准刊發。

2. 編製基準

此截至二零一零年九月三十日止六個月之未經審核簡明綜合財務資料乃根據《香港會計準則》(「香港會計準則」)第34號「中期財務報告」編製。

此未經審核簡明綜合財務資料應與根據《香港財務報告準則》(「香港財務報告準則」)編製之截至二零一零年三月三十一日止年度財務報表一併參閱。

此未經審核簡明綜合財務資料乃根據歷史成本法編製，並就重估可供出售財務資產及按公平值透過損益列賬之財務資產及財務負債(包括衍生財務工具)作出修訂，該等資產及負債乃按公平值列賬。

Notes to the Unaudited Condensed Consolidated Financial Information (Continued)

未經審核簡明綜合財務資料附註 (續)

2. BASIS OF PREPARATION (Continued)

For the six months ended 30 September 2010, the Group had a loss of HK\$46,452,000(2009: HK\$60,193,000). At 30 September 2010, the Group had net current liabilities of HK\$331,768,000 (31 March 2010: HK\$287,247,000). Its current liabilities mainly consist of short-term borrowings and the outstanding payments for acquisition of budget hotels. The Group will develop its properties into budget hotels or commercial offices for leasing or sale, or, when appropriate, outright sales. The management is confident that by executing its plans the Group is able to meet its obligations. Moreover, the ultimate holding company of the Company, VXL CPL, has confirmed its intention to provide sufficient financial support to the Group so as to enable the Group to meet all its liabilities and obligations as and when they fall due and to enable the Group to continue its business for the foreseeable future. As such, the directors of the Company are satisfied that the Group will be able to meet in full its financial obligations as they fall due for the foreseeable future.

3. ACCOUNTING POLICIES

The accounting policies used in this unaudited condensed consolidated financial information are consistent with those of the annual financial statements for the year ended 31 March 2010.

Taxes on income in the interim periods are accrued using the tax rate that would be applicable to expected total annual earnings.

2. 編製基準 (續)

於截至二零一零年九月三十日止六個月，本集團錄得虧損46,452,000港元(二零零九年：60,193,000港元)。於二零一零年九月三十日，本集團有流動負債淨額331,768,000港元(二零一零年三月三十一日：287,247,000港元)。其流動負債主要包括短期借款及收購經濟型酒店之尚未償還款項。本集團會將其物業發展為經濟型酒店或商用辦公樓，以供租賃或銷售或於適當時間全部銷售。管理層有信心本集團推行其計劃後有能力應付債務。再者，本公司之最終控股公司VXL CPL已確認其將向本集團提供足夠財務支持，以令本集團足以應付到期之所有負債及債務，並令本集團於可預見將來繼續經營其業務。因此，本公司董事確信本集團完全有能力於可預見未來應付彼等到期之財務負債。

3. 會計政策

此未經審核簡明綜合財務資料所採用之會計政策與截至二零一零年三月三十一日止年度之年度財務報表所採用者一致。

中期期間之所得稅乃以適用於預期全年溢利總額之稅率計算。

Notes to the Unaudited Condensed Consolidated Financial Information (Continued)

未經審核簡明綜合財務資料附註 (續)

3. ACCOUNTING POLICIES (Continued)

The Group has adopted the following new/revised HKFRSs effective 1 April 2010:

- HKFRS 3 (Revised) “Business Combinations”
- HKAS 27 (Revised) “Consolidated and Separate Financial Statements”
- HK(IFRIC)-Int 17 “Distribution of Non-cash Assets to Owners”
- Amendments to HKAS 39 “Eligible Hedged Items”
- HKICPA’s improvements to HKFRSs published in May 2009

The adoption of these new/revised HKFRSs has no significant impact on the Group’s financial statements.

3. 會計政策 (續)

本集團已採納下列於二零一零年四月一日生效之新訂／經修訂香港財務報告準則：

- 香港財務報告準則第3號 (經修訂)「業務合併」
- 香港會計準則第27號 (經修訂)「綜合及個別財務報表」
- 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」
- 對香港會計準則第39號「合資格對沖項目」之修訂
- 香港會計師公會於二零零九年五月發佈之對香港財務報告準則之改進

採納該等新訂／經修訂香港財務報告準則不會對本集團之財務報表造成重大影響。

Notes to the Unaudited Condensed Consolidated Financial Information (Continued)

未經審核簡明綜合財務資料附註 (續)

4. TURNOVER AND SEGMENT INFORMATION

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the chief operating decision maker, namely the executive directors, for their decisions about resources allocation to the Group's business components and for their review of the performance of those components. The business components in the internal financial information reported to the executive directors are principally engaged in (i) hotel investment and operations and (ii) property investment.

The Group's operating businesses are structured and managed separately, according to the nature of their operations and the services they provide. Each of the Group's business segments represents a strategic business unit which is subject to risks and returns that are different from those of other business segments. Summarized details of the business segments are as follows:

- a) the hotel investment and operations segment is engaged in hotel investment and hotel operations;
- b) the property investment segment is investment in properties; and
- c) the unallocated segment comprises operations other than those specified in (a) and (b) above and includes that of the corporate office.

4. 營業額及分部資料

本集團基於定期向主要營運決策人(即執行董事)報告內部財務資料識別營運分部及編製分部資料,而該等內部財務資料乃供執行董事就向本集團之業務組成部分分配資源作出決策及審閱該等組成部分之表現。向執行董事報告之內部財務資料內之業務組成部分主要為(i)酒店投資及營運及(ii)物業投資。

本集團之營運業務乃根據經營性質及所提供服務而分開籌劃及管理。本集團之業務分部各自為一個策略性業務單位,其所承受風險及所得回報有別於其他業務分部。業務分部之詳情概述如下:

- a) 酒店投資及營運分部從事酒店投資及酒店營運;
- b) 物業投資分部從事物業之投資;及
- c) 未分配項目分部為上文(a)及(b)項所述以外之業務,包括本集團辦事處業務。

Notes to the Unaudited Condensed Consolidated Financial Information (Continued)

未經審核簡明綜合財務資料附註 (續)

4. TURNOVER AND SEGMENT INFORMATION (Continued)

Capital expenditures comprise additions to property, plant and equipment (Note 8) and construction in progress. Segment assets consist primarily of property, plant and equipment, land use rights, construction in progress, and receivables. Segment liabilities comprise borrowings and operating liabilities. Unallocated assets and liabilities mainly represent assets and liabilities used by the corporate office, which cannot be allocated on a reasonable basis to any segment. They include items such as corporate borrowings.

The segment results, depreciation and amortization, and capital expenditures for the six months ended 30 September 2010 and 2009 are as follows:

4. 營業額及分部資料 (續)

資本開支包括物業、機器及設備(附註8)及在建工程之添置。分部資產主要由物業、機器及設備、土地使用權、在建工程及應收款項組成。分部負債由借款及經營負債組成。未分配資產及負債主要指由本集團辦事處使用且難以按合理基準分配到任何分部之資產及負債，包括企業借款等項目。

截至二零一零年及二零零九年九月三十日止六個月，分部業績、折舊及攤銷以及資本開支載列如下：

		Property investment	Hotel investment & operations	Unallocated	The Group
		物業投資	酒店投資及營運	未分配項目	本集團
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Six months ended 30 September 2010	截至二零一零年九月三十日止六個月				
Segment revenue	分部收益				
Sales to external customers	對外客戶銷售	–	2,195	–	2,195
Segment results	分部業績	(1,821)	(10,929)		(12,750)
Finance income	財務收入	–	27	61	88
Unallocated income and expenses (net)	未分配收入及開支(淨額)				(13,831)
Finance costs	融資成本	(3,536)	(6,647)	(9,775)	(19,958)
Loss before taxation	除稅前虧損				(46,451)
Taxation	稅項				(1)
Loss for the period	期內虧損				(46,452)
Other segment information	其他分部資料				
Depreciation and amortization	折舊及攤銷	–	3,411	418	3,829
Capital expenditures	資本開支				
– Property, plant and equipment	– 物業、機器及設備	–	11,925	222	12,147
– Construction in progress	– 在建工程	–	353	–	353

Notes to the Unaudited Condensed Consolidated Financial Information (Continued)

未經審核簡明綜合財務資料附註 (續)

4. TURNOVER AND SEGMENT INFORMATION (Continued)

4. 營業額及分部資料 (續)

		Property investment	Hotel investment & operations	Securities trading & investment	Unallocated	The Group
		物業投資	酒店投資及營運	證券買賣及投資	未分配項目	本集團
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Six months ended 30 September 2009	截至二零零九年九月三十日止六個月					
Segment revenue	分部收益					
Sales to external customers	對外客戶銷售	–	241	421	–	662
Segment results	分部業績	16	(13,098)	417		(12,665)
Change in fair value of the embedded derivatives component of convertible notes	可換股票據內嵌式衍生工具部分之公平值變動	–	2,443	–	2,444	4,887
Unallocated operating income and expenses (net)	未分配經營收入及開支(淨額)					(17,109)
Finance income	財務收入					12
Finance costs	融資成本	(2,937)	(16,352)	–	(16,011)	(35,300)
Share of losses of associates	應佔聯營公司虧損					(16)
Loss before taxation	除稅前虧損					(60,191)
Taxation	稅項					(2)
Loss for the period	期內虧損					(60,193)
Other segment information	其他分部資料					
Depreciation and amortization	折舊及攤銷	–	2,168	–	432	2,600
Capital expenditures	資本開支					
– Property, plant and equipment	– 物業、機器及設備	–	7,358	–	–	7,358
– Land use rights	– 土地使用權	–	6,165	–	–	6,165
– Construction in progress	– 在建工程	–	5,786	–	–	5,786

Notes to the Unaudited Condensed Consolidated Financial Information (Continued)

未經審核簡明綜合財務資料附註(續)

4. TURNOVER AND SEGMENT INFORMATION (Continued)

The segment assets and liabilities as at 30 September 2010 and 31 March 2010 are as follows:

4. 營業額及分部資料(續)

於二零一零年九月三十日及二零一零年三月三十一日，分部資產及負債載列如下：

		Property investment 物業投資 HK\$'000 千港元	Hotel investment & operations 酒店投資及營運 HK\$'000 千港元	Total for reportable segments 可報告分部總額 HK\$'000 千港元	Unallocated 未分配項目 HK\$'000 千港元	The Group 本集團 HK\$'000 千港元
As at 30 September 2010	於二零一零年九月三十日					
Segment assets	分部資產	31,111	513,260	544,371	24,713	569,084
Interests in associates	聯營公司權益	–	–	–	96	96
Bank balances and cash	銀行結餘及現金	8	41,608	41,616	36,830	78,446
Total assets	資產總值	31,119	554,868	585,987	61,639	647,626
Segment liabilities	分部負債	24,166	93,777	117,943	22,236	140,179
Other loans	其他貸款	50,526	–	50,526	–	50,526
Amount due to ultimate holding company	應付最終控股公司款項	4,182	124,796	128,978	221,105	350,083
Total liabilities	負債總額	78,874	218,573	297,447	243,341	540,788
As at 31 March 2010	於二零一零年三月三十一日					
Segment assets	分部資產	31,111	497,468	528,579	25,424	554,003
Interests in associates	聯營公司權益	–	–	–	96	96
Bank balances and cash	銀行結餘及現金	9	11,923	11,932	23,727	35,659
Total assets	資產總值	31,120	509,391	540,511	49,247	589,758
Segment liabilities	分部負債	23,296	59,934	83,230	36,120	119,350
Other loans	其他貸款	46,304	–	46,304	–	46,304
Amount due to ultimate holding company	應付最終控股公司款項	4,009	93,295	97,304	181,327	278,631
Total liabilities	負債總額	73,609	153,229	226,838	217,447	444,285

Notes to the Unaudited Condensed Consolidated Financial Information (Continued)

未經審核簡明綜合財務資料附註 (續)

4. TURNOVER AND SEGMENT INFORMATION (Continued)

Additional disclosures on segment information by geographical location are shown below:

The Group's businesses operate in Hong Kong and the PRC. The segment revenue for the periods ended 30 September 2010 and 2009 and non-current assets as at 30 September 2010 and 31 March 2010 based on geographical area are as follows:

Revenue	收益
Hong Kong	香港
PRC	中國
Non-current assets	非流動資產
Hong Kong	香港
PRC	中國

Revenue is categorized based on the jurisdiction in which the customers are located.

Non-current assets are categorized based on where the assets are located.

4. 營業額及分部資料 (續)

按地區劃分之附加分部披露資料載列如下：

本集團之業務於香港及中國經營。截至二零一零年及二零零九年九月三十日止期間按地區劃分之分部收益以及於二零一零年九月三十日及二零一零年三月三十一日按地區劃分之非流動資產載列如下：

Six months ended 30 September	
截至九月三十日止六個月	
2010	2009
二零一零年	二零零九年
HK\$'000	HK\$'000
千港元	千港元
–	421
2,195	241
2,195	662
30 September	31 March
2010	2010
二零一零年	二零一零年
九月三十日	三月三十一日
HK\$'000	HK\$'000
千港元	千港元
13,667	13,492
439,298	432,796
452,965	446,288

收益按客戶所在司法權區進行分類。

非流動資產按資產所在地進行分類。

Notes to the Unaudited Condensed Consolidated Financial Information (Continued)

未經審核簡明綜合財務資料附註(續)

5. OPERATING LOSS

Operating loss is arrived at after (crediting)/charging:

Depreciation and amortization

Gain on disposal of property, plant and equipment and land use rights

Exchange loss

Operating leases – land and building

計算經營虧損時已(計入)/扣除:

折舊及攤銷

處置物業、機器及設備以及土地使用權之盈利

匯兌虧損

經營租賃 – 土地及樓宇

Six months ended 30 September
截至九月三十日止六個月

2010	2009
二零一零年	二零零九年
HK\$'000	HK\$'000
千港元	千港元

3,829	2,600
–	(467)
481	17
6,338	6,745

6. TAXATION CHARGE

Hong Kong profits tax is assessed at the statutory rate of 16.5% (2009: 16.5%) on the assessable profit for the period. Taxation on overseas profits has been calculated on the estimated assessable profit for the period at the rates of taxation prevailing in the jurisdictions in which the Group operates.

The amount of taxation charged to the consolidated statement of comprehensive income represents:

6. 稅項支出

香港利得稅乃根據期內應課稅溢利按16.5% (二零零九年: 16.5%) 之法定稅率評估。海外溢利之稅項已根據本集團經營所處司法權區之適用稅率就估計之期內應課稅溢利計算。

綜合全面收益表內已扣除之稅項金額指:

Six months ended 30 September
截至九月三十日止六個月

2010	2009
二零一零年	二零零九年
HK\$'000	HK\$'000
千港元	千港元

Current tax

即期稅項

1	2
1	2

Notes to the Unaudited Condensed Consolidated Financial Information (Continued)

未經審核簡明綜合財務資料附註 (續)

7. BASIC AND DILUTED EARNINGS PER ORDINARY SHARE FOR LOSS ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

Basic earnings per ordinary share are calculated by dividing the Group's loss attributable to equity holders by the weighted average number of ordinary shares in issue during the period.

7. 本公司權益持有人應佔虧損之每股普通股基本及攤薄溢利

每股普通股基本溢利乃根據期內本集團之權益持有人應佔虧損除以已發行普通股之加權平均數計算。

		Six months ended 30 September	
		截至九月三十日止六個月	
		2010	2009
		二零一零年	二零零九年
Loss attributable to the equity holders of the Company, HK\$'000	本公司權益持有人應佔虧損，千港元	(46,452)	(60,193)
Weighted average number of ordinary shares in issue	已發行普通股之加權平均數	1,529,600,200	1,529,600,200
Basic earnings per share, HK cents	每股基本溢利，港仙	<u>(3.04)</u>	<u>(3.94)</u>

Diluted earnings per ordinary share is calculated by adjusting the weighted average number of ordinary shares to assume conversion of all dilutive potential ordinary shares. The conversion of all potential ordinary shares arising from share options would have an anti-dilutive effect on the earnings per ordinary share for the period ended 30 September 2010. Share options and convertible notes would have same effect on the earnings per ordinary share for the period ended 30 September 2009.

每股普通股攤薄溢利乃於假設所有具潛在攤薄影響之普通股獲兌換後，透過調整普通股之加權平均數計算。兌換因購股權而產生之所有潛在普通股會對截至二零一零年九月三十日止期間之每股普通股溢利造成反攤薄影響。購股權及可換股票據對截至二零零九年九月三十日止期間之每股普通股溢利具有相同影響。

Notes to the Unaudited Condensed Consolidated Financial Information (Continued)

未經審核簡明綜合財務資料附註(續)

8. PROPERTY, PLANT AND EQUIPMENT AND LAND USE RIGHTS

8. 物業、機器及設備以及土地使用權

		Property, plant and equipment 物業、機器 及設備 HK\$'000 千港元	Land use rights 土地 使用權 HK\$'000 千港元
Six months ended 30 September 2010			
	截至二零一零年九月三十日 止六個月		
Opening net book value as at 1 April 2010	於二零一零年四月一日之 期初賬面淨值	229,590	79,790
Additions	添置	12,147	–
Reclassified as assets held for sale (Note 10)	重新分類為持作出售之資產 (附註10)	(12,070)	(7,713)
Depreciation and amortization	折舊及攤銷	(2,709)	(1,120)
Exchange difference	匯兌差額	4,321	1,440
Closing net book value as at 30 September 2010	於二零一零年九月三十日之 期終賬面淨值	231,279	72,397
Six months ended 30 September 2009			
	截至二零零九年九月三十日 止六個月		
Opening net book value as at 1 April 2009	於二零零九年四月一日之 期初賬面淨值	161,308	63,338
Additions	添置	62,126	23,027
Transfer from construction in progress	轉自在建工程	13,541	–
Disposal	處置	(2,522)	(6,614)
Depreciation and amortization	折舊及攤銷	(1,463)	(1,137)
Exchange difference	匯兌差額	169	66
Closing net book value as at 30 September 2009	於二零零九年九月三十日之期 終賬面淨值	233,159	78,680

Notes to the Unaudited Condensed Consolidated Financial Information (Continued)

未經審核簡明綜合財務資料附註 (續)

9. RECEIVABLES, PREPAYMENTS AND DEPOSITS

9. 應收款項、預付款項及按金

		30 September 2010 二零一零年 九月三十日 HK\$'000 千港元	31 March 2010 二零一零年 三月三十一日 HK\$'000 千港元
Non-current	非即期		
Deposits for acquisition of hotel properties	收購酒店物業之按金	142,868	130,399
		<u>142,868</u>	<u>130,399</u>
Current	即期		
Trade receivables	貿易應收賬款	166	98
Other receivables	其他應收款項	55,360	13,611
Deposits for acquisition of hotel properties	收購酒店物業之按金	–	55,006
Other prepayments and deposits	其他預付款項及按金	9,442	13,420
		<u>64,968</u>	<u>82,135</u>
Less: provision for impairment	減：減值撥備	–	(5,435)
		<u>64,968</u>	<u>76,700</u>
		<u>207,836</u>	<u>207,099</u>

Notes to the Unaudited Condensed Consolidated Financial Information (Continued)

未經審核簡明綜合財務資料附註 (續)

9. RECEIVABLES, PREPAYMENTS AND DEPOSITS (Continued)

Note: The ageing analysis of the trade receivables is as follows:

		30 September 2010 二零一零年 九月三十日 HK\$'000 千港元	31 March 2010 二零一零年 三月三十一日 HK\$'000 千港元
Within 1 month	一個月內	108	98
Between 1 and 3 months	一至三個月	58	-
		166	98

10. ASSETS HELD FOR SALE

On 7 June 2010, the U Inns & Hotel (Si Chuan) Limited, an indirect wholly-owned subsidiary of the Company, entered into an agreement with a third party to dispose of the hotel property located in Daying, Sichuan Province at a consideration of RMB22.0 million (equivalent to approximately HK\$25.5 million). On 12 October, 2010, the sale of the said property was completed and the said subsidiary realised a gain on disposal of RMB4.6 million (equivalent to approximately HK\$5.4 million).

Since the title of the hotel property and related land use right have been transferred to the third party on 12 October 2010, the carrying amounts of the hotel property, land use right and construction in progress were reclassified as "Assets held for sale" in accordance with HKFRS 5 "Non-current Assets Held for Sale and Discontinued Operations".

9. 應收款項、預付款項及按金 (續)

附註：貿易應收賬款之賬齡分析如下：

		30 September 2010 二零一零年 九月三十日 HK\$'000 千港元	31 March 2010 二零一零年 三月三十一日 HK\$'000 千港元
Within 1 month	一個月內	108	98
Between 1 and 3 months	一至三個月	58	-
		166	98

10. 持作出售之資產

於二零一零年六月七日，本公司之間接全資附屬公司你的客棧酒店（四川）有限公司與一名第三方訂立一項協議，出售其於四川省大英縣之酒店物業，代價為人民幣22,000,000元（相等於約25,500,000港元）。於二零一零年十月十二日，上述物業已完成出售，而上述附屬公司已錄得出售收益人民幣4,600,000元（相等於約5,400,000港元）。

由於該酒店物業之業權及相關土地使用權於二零一零年十月十二日移交予第三方，因此，該酒店物業、土地使用權及在建工程之賬面值已根據香港財務報告準則第5號「持作出售之非流動資產及已終止經營業務」重新分類為「持作出售之資產」。

Notes to the Unaudited Condensed Consolidated Financial Information (Continued)

未經審核簡明綜合財務資料附註 (續)

10. ASSETS HELD FOR SALE (Continued)

10. 持作出售之資產 (續)

		As at
		30 September
		2010
		二零一零年
		九月三十日
		HK\$'000
		千港元
Property, plant and equipment (Note 8)	物業、機器及設備 (附註8)	12,070
Land use right (Note 8)	土地使用權 (附註8)	7,713
Construction in progress	在建工程	353
		20,136

11. PAYABLES AND ACCRUALS

11. 應付款項及應計項目

		30 September	31 March
		2010	2010
		二零一零年	二零一零年
		九月三十日	三月三十一日
		HK\$'000	HK\$'000
		千港元	千港元
Trade payables	貿易應付賬款	49	59
Property acquisition cost payable	應付物業收購成本	2,616	3,050
Other payables and accruals	其他應付款項及應計項目	112,413	91,947
		115,078	95,056

Notes to the Unaudited Condensed Consolidated Financial Information (Continued)

未經審核簡明綜合財務資料附註(續)

12. ISSUE OF PREFERRED SHARES BY A SUBSIDIARY

On 28 October 2009, “U” Inns & Hotels Holdings Limited (“UIHHL”) entered into a subscription agreement where UIHHL agreed to issue and the subscriber, an independent third party, agreed to subscribe for 2,590 Series A preferred shares (“Preferred Shares”) at a total subscription price of HK\$145.0 million based on a subscription price of HK\$55,984.55 per Preferred Share. The subscription price was partially set off against the loans by the subscriber to the Group of HK\$70.0 million, and the remaining HK\$75.0 million was settled in cash. Subscription was completed on 1 November 2009.

The Preferred Shares are convertible into 2,590 common shares (“Common Shares”), representing 25.9% of the issued Common Shares of UIHHL upon conversion of the Preferred Shares. Holders of the Preferred Shares are entitled to a preferred return of 6% per annum prior to the conversion of the Preferred Shares. Holders of the Preferred Shares shall convert the Preferred Shares into Common Shares at the ratio of one Preferred Share to one Common Share at the latest of three years from the date of issue of the Preferred Shares.

Details of the issuance of Preferred Shares can be referred to the Company’s announcements dated 27 October 2009 and 29 October 2009. No conversion has been made during the period.

12. 附屬公司發行優先股

於二零零九年十月二十八日，你的客棧酒店控股有限公司（「你的客棧控股」）訂立一項認購協議，據此，你的客棧控股同意發行及認購人（獨立第三方）同意認購2,590股A系列優先股（「優先股」），根據認購價每股優先股55,984.55港元計算，總認購價為145,000,000港元。認購價部分以認購人借予本集團之貸款70,000,000港元抵銷，而餘額75,000,000港元則以現金清付。認購事項已於二零零九年十一月一日完成。

優先股可轉換為2,590股普通股（「普通股」），相當於優先股獲轉換時你的客棧控股已發行普通股之25.9%。優先股持有人有權於優先股獲轉換前享有每年6%之優先回報。優先股持有人最遲須於優先股發行當日起計三年，按一股優先股換為一股普通股之比例，將優先股轉換為普通股。

發行優先股之詳情可參閱本公司於二零零九年十月二十七日及二零零九年十月二十九日之公告。期內並無進行轉換。

Notes to the Unaudited Condensed Consolidated Financial Information (Continued)

未經審核簡明綜合財務資料附註 (續)

12. ISSUE OF PREFERRED SHARES BY A SUBSIDIARY (Continued)

The Preferred Shares are compound financial instrument which is separated into two components: a liability component and an equity component. The liability component was recognized as the discounted value of the preferred return payable during the three years period from the issuance of Preferred Shares until the last date of conversion into Common Shares. Interest expense was calculated using the effective interest method by applying the effective interest rate of 10% to the liability component. The equity component was residual value of the proceeds from the issuance of Preferred Shares less the liability component.

The liability component is presented as “Liability components of compound financial instrument” in the consolidated statement of financial position. The equity component is presented as “Non-controlling interest” in the statement of changes in equity.

12. 附屬公司發行優先股 (續)

優先股為複合財務工具，分為兩部分：負債部分及權益部分。負債部分按優先股發行至轉換為普通股之最後日期三年期間應付之優先回報之折現值確認。利息支出按實際利率法對負債部分採用實際利率10%計算。權益部分為優先股發行所得款項減負債部分之餘值。

負債部分列作綜合財務狀況表內之「複合財務工具之負債部分」。權益部分列作權益變動表內之「非控股權益」。

		HK\$'000 千港元
Proceeds of issue	發行所得款項	145,000
Liability component	負債部分	(21,636)
Equity component	權益部分	123,364
Liability component at date of issue	於發行當日之負債部分	21,636
Interest expenses for the year ended 31 March 2010	截至二零一零年三月三十一日止年度之利息支出	889
Liability component at 31 March 2010	於二零一零年三月三十一日之負債部分	22,525
Interest expenses for the six months period ended 30 September 2010	截至二零一零年九月三十日止六個月期間之利息支出	1,092
Liability component at 30 September 2010	於二零一零年九月三十日之負債部分	23,617

Notes to the Unaudited Condensed Consolidated Financial Information (Continued)

未經審核簡明綜合財務資料附註 (續)

12. ISSUE OF PREFERRED SHARES BY A SUBSIDIARY (Continued)

The Group's liability components of compound financial instruments were repayable as follows:

		30 September 2010 二零一零年 九月三十日 HK\$'000 千港元	31 March 2010 二零一零年 三月三十一日 HK\$'000 千港元
Within 1 year – current portion	一年內 – 即期部分	10,150	10,150
Between 1 and 5 years – non-current portion	一年至五年內 – 非即期部分	13,467	12,375
		23,617	22,525

12. 附屬公司發行優先股 (續)

本集團複合財務工具之負債部分須償還如下：

13. BORROWINGS

		30 September 2010 二零一零年 九月三十日 HK\$'000 千港元	31 March 2010 二零一零年 三月三十一日 HK\$'000 千港元
Non-current	非即期		
Obligations under finance leases	融資租賃承擔	892	1,193
		892	1,193
Current	即期		
Other loans	其他貸款	50,526	46,304
Obligations under finance leases	融資租賃承擔	592	576
Amount due to ultimate holding company	應付最終控股公司款項	350,083	278,631
		401,201	325,511
		402,093	326,704

The other loans and amount due to ultimate holding company with effective interest rates ranging from 10% to 15% are repayable within one year.

其他貸款及應付最終控股公司款項之實際利率介乎10%至15%，並須於一年內償還。

Notes to the Unaudited Condensed Consolidated Financial Information (Continued)

未經審核簡明綜合財務資料附註 (續)

14. SHARE CAPITAL

14. 股本

		30 September 2010 二零一零年 九月三十日 HK\$'000 千港元	31 March 2010 二零一零年 三月三十一日 HK\$'000 千港元
Authorized:	法定:		
4,000,000,000 ordinary shares of HK\$0.01 each	4,000,000,000股普通股， 每股面值0.01港元	40,000	40,000
Issued and fully paid:	已發行及繳足:		
1,529,600,200 ordinary shares of HK\$0.01 each	1,529,600,200股普通股， 每股面值0.01港元	15,296	15,296

15. OPERATING LEASE COMMITMENT

As at 30 September 2010, the Group had commitments under non-cancelable operating leases in respect of rented premises, which fall due as follows:

15. 經營租賃承擔

於二零一零年九月三十日，本集團根據不可撤銷經營租賃須按以下年期支付之租賃物業之承擔如下：

		30 September 2010 二零一零年 九月三十日 HK\$'000 千港元	31 March 2010 二零一零年 三月三十一日 HK\$'000 千港元
Not later than 1 year	不超過一年	6,329	10,741
Later than 1 year and not later than 5 years	一年以上但不超過五年	320	837
		6,649	11,578

Notes to the Unaudited Condensed Consolidated Financial Information (Continued)

未經審核簡明綜合財務資料附註(續)

16. CAPITAL COMMITMENTS

As at 30 September 2010, the Group has commitment in relation to acquisition of hotels to China Post Group, and the outstanding commitment amounted to RMB6.20 million (equivalent to approximately HK\$7.18 million) (31 March 2010: HK\$49.05 million). According to the hotel purchase agreements, the Group needs to pay the interest on installment of the purchase considerations, and other transaction costs such as taxes to obtain the title documents of the hotels. The commitment on such interest and transaction costs amounted to RMB14.09 million and RMB14.41 million respectively (equivalent to approximately HK\$16.32 million and HK\$16.69 million) (31 March 2010: interest of HK\$16.77 million and transaction costs of HK\$27.75 million).

Other than those mentioned above, the Group has commitments in respect of refurbishment costs contracted but not provided for HK\$5.30 million and HK\$5.56 million as at 30 September 2010 and 31 March 2010 respectively.

17. RELATED PARTY TRANSACTIONS

In addition to that as disclosed in Note 13, the following transactions were carried out with related parties during the period:

(a) Interest payments

During the period, the Group has interest expense paid and payable to VXLCP, the ultimate holding company, amounting to HK\$15,484,000 for the loan as disclosed in Note 13 (six months ended 30 September 2009: HK\$3,213,000).

16. 資本承擔

於二零一零年九月三十日，本集團有關於向中國郵政集團收購酒店之承擔，該應付承擔為人民幣6,200,000元(相等於約7,180,000港元)(二零一零年三月三十一日：49,050,000港元)。根據酒店購買協議，本集團需支付購買代價之分期利息及其他交易費用(如稅項)，以取得酒店擁有權文件。該等利息及交易費用之承擔分別為人民幣14,090,000元及人民幣14,410,000元(分別相等於約16,320,000港元及16,690,000港元)(二零一零年三月三十一日：利息16,770,000港元及交易費用27,750,000港元)。

除上述者外，於二零一零年九月三十日及二零一零年三月三十一日，本集團有關翻新成本之已訂約但未撥備承擔分別為5,300,000港元及5,560,000港元。

17. 關聯方交易

除附註13所披露者外，期內與關聯方進行之交易載列如下：

(a) 利息開支

期內，本集團就附註13所披露之貸款已付及應付予最終控股公司VXLCP之利息開支為15,484,000港元(截至二零零九年九月三十日止六個月：3,213,000港元)。

Notes to the Unaudited Condensed Consolidated Financial Information (Continued)

未經審核簡明綜合財務資料附註 (續)

17. RELATED PARTY TRANSACTIONS (Continued)

(b) Key management compensation

17. 關聯方交易 (續)

(b) 主要管理層酬金

		Six months ended 30 September	
		截至九月三十日止六個月	
		2010	2009
		二零一零年	二零零九年
		HK\$'000	HK\$'000
		千港元	千港元
Salaries and other short-term employee benefits	薪金及其他短期僱員福利	3,311	4,334
Employee share option benefits	僱員購股權福利	(254)	(66)
Pension costs – defined contribution plan	退休金成本 – 定額供款計劃	6	16
		3,063	4,284

DISCLOSURE OF INTERESTS

(A) Directors' Interests in Shares and underlying Shares of the Company

As at 30 September 2010, the interests and short positions of the Directors and the Chief Executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) as recorded in the register maintained by the Company under section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers set out in the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") are as follows:

Name of Director	Nature of Interests	Note	Ordinary Shares/ underlying Shares of HK\$0.01 each 每股面值0.01港元之 普通股/相關股份	Approx. % of Issued Shares 估已發行股份的 概約百分比(%)
董事姓名	權益性質	附註		
Datuk LIM Chee Wah 拿督林致華	Interests in Shares – Corporate Interests 於股份之權益 – 公司權益	1	1,069,308,000	69.9%
	Interests in Share Options – Personal Interests 於購股權之權益 – 個人權益	2	4,400,000	–
			1,073,708,000	

Notes:

- The corporate interests of 1,069,308,000 shares are held by VXLCP, a company wholly and beneficially owned by Datuk LIM Chee Wah ("Datuk Lim"). The interests in 1,069,308,000 shares comprise 769,308,000 shares and 300,000,000 shares which are beneficially owned by VXLCP and Huge More Limited ("Huge More"), respectively. Huge More has been wholly-owned by VXLCP since 7 May 2010. Datuk Lim is also a director of VXLCP.

權益披露

(A) 董事於本公司的股份及相關股份的權益

於二零一零年九月三十日，本公司董事及行政總裁擁有根據《證券及期貨條例》第三百五十二條規定須由本公司存備的登記冊所載，或根據《香港聯合交易所有限公司（「聯交所」）證券上市規則》（「《上市規則》」）中《上市發行人董事進行證券交易的標準守則》須知會本公司及聯交所，於本公司及其相聯法團（按《證券及期貨條例》第XV部所賦予的涵義）的股份、相關股份及債權證的權益及淡倉如下：

Name of Director	Nature of Interests	Note	Ordinary Shares/ underlying Shares of HK\$0.01 each 每股面值0.01港元之 普通股/相關股份	Approx. % of Issued Shares 估已發行股份的 概約百分比(%)
董事姓名	權益性質	附註		
Datuk LIM Chee Wah 拿督林致華	Interests in Shares – Corporate Interests 於股份之權益 – 公司權益	1	1,069,308,000	69.9%
	Interests in Share Options – Personal Interests 於購股權之權益 – 個人權益	2	4,400,000	–
			1,073,708,000	

附註：

- 1,069,308,000股股份的公司權益乃透過由拿督林致華（「林拿督」）全資及實益擁有的VXLCP持有。該1,069,308,000股股份之權益分別包括由VXLCP實益擁有之769,308,000股股份及由Huge More Limited（「Huge More」）實益擁有之300,000,000股股份。Huge More自二零一零年五月七日起由VXLCP全資擁有。林拿督亦為VXLCP的董事。

Other Information (Continued)

其他資料 (續)

DISCLOSURE OF INTERESTS (Continued)

(A) Directors' Interests in Shares and underlying Shares of the Company (Continued)

- Details of the interests in share options are set out separately in the section "Interests in Share Options of the Company".
- All the interests disclosed above represent long position in the shares and underlying shares.

(B) Interests in Share Options of the Company

As at 30 September 2010, details of share options granted to Directors and employees under the Share Option Scheme adopted by the Company at annual general meeting held on 3 June 2005 and outstanding are:—

Grantees	Date of Grant	Exercise Period	Exercise Price per Share (HK\$)	No. of Share Options 購股權數目				Share options as at 30/9/2010
				Share options as at 1/4/2010	Granted during the period	Exercise during the period	Cancelled/Lapsed during the period	
獲授人	授出日期	行使期	每股股份行使價 (港元)	於二零一零年四月一日之購股權	本期間授出	本期間行使	本期間註銷/失效	於二零一零年九月三十日之購股權
Directors:								
董事:								
Datuk LIM Chee Wah 拿督林致華	23/8/2007	23/8/2007 to 22/08/2012	0.77	4,400,000	—	—	—	4,400,000
Employees:								
僱員:								
Aggregate total of employees 僱員合共	23/8/2007	23/8/2007 to 22/08/2012	0.77	17,000,000	—	—	(6,000,000)	11,000,000
				21,400,000	—	—	(6,000,000)	15,400,000

權益披露 (續)

(A) 董事於本公司的股份及相關股份的權益 (續)

- 購股權權益的詳情於「於本公司的購股權的權益」一節另行載列。
- 上述披露之所有權益均指股份及相關股份之好倉。

(B) 於本公司的購股權的權益

於二零一零年九月三十日，按本公司於二零零五年六月三日舉行之股東周年大會採納的購股權計劃授予董事及僱員的尚未行使購股權詳情為：

Other Information (Continued)

其他資料 (續)

DISCLOSURE OF INTERESTS (Continued)

(B) Interests in Share Options of the Company (Continued)

Note:

1. The share options to subscribe for shares are exercisable as to:
 - (i) For Directors or employees who have been employed for not less than two years immediately before date of grant:
 - (a) up to 20% immediately after date of grant;
 - (b) up to 46.7% immediately after 12 months from date of grant;
 - (c) up to 73.3% immediately after 24 months from date of grant; and
 - (d) up to 100% immediately after 36 months from date of grant.
 - (ii) For Directors or employees who have been employed for less than two years immediately before date of grant:
 - (a) up to 33.3% immediately after 12 months from date of grant;
 - (b) up to 66.7% immediately after 24 months from date of grant; and
 - (c) up to 100% immediately after 36 months from date of grant.

Save as disclosed above, as at 30 September 2010, none of the Directors or the Chief Executive of the Company has any interests or short positions in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which are recorded in the register maintained under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers of the Listing Rules.

權益披露 (續)

(B) 於本公司的購股權的權益 (續)

附註：

1. 購股權可於下列時間行使以認購股份：
 - (i) 就緊接授出日期前已受僱不少於兩年之董事或僱員而言：
 - (a) 緊隨授出日期後最多達20%；
 - (b) 緊隨授出日期起計12個月後最多達46.7%；
 - (c) 緊隨授出日期起計24個月後最多達73.3%；及
 - (d) 緊隨授出日期起計36個月後最多達100%。
 - (ii) 就緊接授出日期前已受僱少於兩年之董事或僱員而言：
 - (a) 緊隨授出日期起計12個月後最多達33.3%；
 - (b) 緊隨授出日期起計24個月後最多達66.7%；及
 - (c) 緊隨授出日期起計36個月後最多達100%。

除上文所披露者外，於二零一零年九月三十日，本公司董事或行政總裁概無擁有根據《證券及期貨條例》第三百五十二條規定須存備的登記冊所載，或根據《上市規則》中《上市發行人董事進行證券交易的標準守則》須知會本公司及聯交所，於本公司或其任何相聯法團（按《證券及期貨條例》第XV部所賦予的涵義）的股份、相關股份及債權證的權益或淡倉。

Other Information (Continued)

其他資料 (續)

DISCLOSURE OF INTERESTS (Continued)

(C) Substantial Shareholders' Interests in Shares and underlying Shares of the Company

As at 30 September 2010, the interests and short positions of every person, other than the Directors and the Chief Executive of the Company, in the shares and underlying shares of the Company, as recorded in the register maintained by the Company under section 336 of the SFO are as follows:

Name of Shareholder	Nature of Interest	Note	Ordinary Shares/ underlying Shares of HK\$0.01 each 每股面值0.01港元之 普通股/相關股份	Approx. % of Issued Shares 佔已發行股份的 概約百分比(%)
股東姓名	權益性質	附註		
VXL Capital Partners Corporation Limited	Interests in Shares – Beneficial Interests 於股份之權益 – 實益權益	1	1,069,308,000	69.9%
Huge More Limited	Interests in Shares – Beneficial Interests 於股份之權益 – 實益權益	1	300,000,000	19.6%

權益披露 (續)

(C) 主要股東於本公司的股份及相關股份的權益

於二零一零年九月三十日，根據《證券及期貨條例》第三百三十六條須由本公司存備的登記冊所載，除本公司董事及行政總裁以外的人士於本公司股份及相關股份中的權益及淡倉如下：

Other Information (Continued)

其他資料 (續)

DISCLOSURE OF INTERESTS (Continued)

(C) Substantial Shareholders' Interests in Shares and underlying Shares of the Company (Continued)

Notes:

1. The interests in 1,069,308,000 shares comprise 769,308,000 shares and 300,000,000 shares which are beneficially owned by VXLCP and Huge More, respectively. Huge More has been wholly-owned by VXLCP since 7 May 2010. Datuk Lim is also a director and the beneficial owner of VXLCP.
2. All the interests disclosed above represent long position in the shares and underlying shares.

Save as disclosed above, as at 30 September 2010, no other interests or short positions in the shares or underlying shares of the Company are recorded in the register maintained under section 336 of the SFO.

權益披露 (續)

(C) 主要股東於本公司的股份及相關股份的權益 (續)

附註：

1. 1,069,308,000股股份之權益分別包括由VXLCP實益擁有之769,308,000股股份及由Huge More 實益擁有之300,000,000股股份。Huge More自二零一零年五月七日起由VXLCP全資擁有。林拿督亦為VXLCP的董事兼實益擁有人。
2. 上述披露之所有權益均指股份及相關股份之好倉。

除上文所披露者外，於二零一零年九月三十日，根據《證券及期貨條例》第三百三十六條存備的登記冊概無記錄其他於本公司股份或相關股份的權益或淡倉。

Other Information (Continued)

其他資料 (續)

INTERIM DIVIDEND

The Board has resolved not to declare an interim dividend for the six months ended 30 September 2010 (2009: Nil).

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

During the six months ended 30 September 2010, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

CORPORATE GOVERNANCE

Compliance with the Code on Corporate Governance Practices

The Group is committed to maintaining high standards of corporate governance and the Board considers that effective corporate governance is an essential factor to the corporate success and to enhance shareholders' value.

The Group has applied the principles and complied with the code provisions of the Code on Corporate Governance Practices (the "CG Code") as set out in Appendix 14 of the Listing Rules throughout the accounting period covered by the six months ended 30 September 2010, with the following deviations as stated below.

中期股息

董事會決議不宜派截至二零一零年九月三十日止六個月之中期股息 (二零零九年: 無)。

購買、出售或贖回本公司之已上市證券

於截至二零一零年九月三十日止六個月內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何已上市證券。

企業管治

遵守《企業管治常規守則》

本集團致力維持高水平企業管治，董事會認為有效之企業管治乃企業賴以成功及提升股東價值之要素。

本集團於截至二零一零年九月三十日止六個月涵蓋之會計期間內，一直應用《上市規則》附錄十四所載《企業管治常規守則》(「《企業管治守則》」)之原則並遵從守則條文，惟有以下偏離。

Other Information (Continued)

其他資料 (續)

CORPORATE GOVERNANCE (Continued)

Compliance with the Code on Corporate Governance Practices (Continued)

Pursuant to Code A.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. After the resignation of Mr. Percy ARCHAMBAUD-CHAO as Group Chief Executive Officer effective from 7 August 2010, Datuk LIM Chee Wah, Chairman of the Board, has been appointed also as the Group Chief Executive Officer. The Board considers that this is a transitional arrangement to cater for a smooth handover.

Pursuant to Code A.4.1 of the CG Code, non-executive directors shall be appointed for a specific term, subject to re-election. All the Non-executive Directors of the Company, other than Mr. Alan Howard SMITH, J.P., are appointed for specific term. Pursuant to Code A.4.2 of the CG Code, each director shall retire by rotation at least once every three years. In accordance with the Company's Articles of Association, one-third of the directors are subject to retirement by rotation and subject to re-election at each annual general meeting. The Board therefore considers that as the Board consists of five directors and each of them retires in every three years, this effectively achieves the same objective as set out in the CG Code.

Model Code For Securities Transactions by Directors

The Board has adopted its own code of conduct regarding securities transactions by Directors (the "Model Code") on terms no less exacting than the required standard set out in the "Model Code for Securities Transactions by Directors of Listed Issuers" of the Listing Rules. Having made specific enquiries with all Directors, the Directors have complied with the Model Code in their securities transactions during the six months ended 30 September 2010.

企業管治 (續)

遵守《企業管治常規守則》(續)

根據《企業管治守則》第A.2.1條，主席與行政總裁的角色應有區分，並不應由一人同時兼任。趙世雄先生已由二零一零年八月七日起辭任集團行政總裁一職，董事會主席拿督林致華已獲委任為集團行政總裁。董事會認為此過渡安排可確保順利交接。

根據《企業管治守則》第A.4.1條，非執行董事之委任應有指定任期，並須接受重選。本公司之所有非執行董事（史亞倫太平紳士除外）均有指定任期。根據《企業管治守則》第A.4.2條，每名董事須最少每三年輪值退任一次。按照本公司之組織章程細則，三分之一的董事須於各股東周年大會上輪值退任及接受重選。因此，董事會認為鑑於董事會由五名董事組成，且彼等均每三年退任一次，此舉有效達成《企業管治守則》所載之相同目標。

董事進行證券交易之標準守則

董事會已就董事進行證券交易採納自身之行為守則（「標準守則」），其條款不遜於《上市規則》之《上市發行人董事進行證券交易的標準守則》規定之標準。經向所有董事作出特定查詢，董事在截至二零一零年九月三十日止六個月內之證券交易時已遵守標準守則。

Other Information (Continued)

其他資料 (續)

CORPORATE GOVERNANCE (Continued)

Audit Committee

The Audit Committee comprises all the Independent Non-executive Directors of the Company who possess appropriate business, legal, engineering and financial experience and skills to undertake review of financial statements in accordance with good practice of financial reporting. The Audit Committee is chaired by Mr. David YU Hon To and the other two members are Mr. Alan Howard SMITH, J.P. and Dr. Allen LEE Peng Fei, J.P. The unaudited interim financial information for the six months ended 30 September 2010 has been reviewed by the Audit Committee.

By order of the Board
VXL Capital Limited
Datuk LIM Chee Wah
Chairman

Hong Kong, 18 November 2010

企業管治 (續)

審核委員會

審核委員會包括所有本公司獨立非執行董事，全部董事均具備合適的商業、法律、工程及財務經驗與技能，以根據財務匯報良規審閱財務報表。審核委員會由俞漢度先生擔任主席，其餘兩名成員為史亞倫太平紳士及李鵬飛博士太平紳士。截至二零一零年九月三十日止六個月之未經審核中期財務資料已由審核委員會審閱。

承董事會命
卓越金融有限公司
主席
拿督林致華

香港，二零一零年十一月十八日

VXL CAPITAL LIMITED

卓越金融有限公司

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