



ANNUAL REPORT 2011 年報

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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors:

Geng Ying (Chairman)
Gao Feng (Vice-Chairman)
Chiu Sui Keung (Chief Executive Officer)

Independent Non-executive Directors:

Cheng Wing Keung, Raymond
Lam Williamson
Wong Hoi Kuen

AUDIT COMMITTEE

Lam Williamson (Chairman)
Cheng Wing Keung, Raymond
Wong Hoi Kuen

REMUNERATION COMMITTEE

Lam Williamson (Chairman)
Cheng Wing Keung, Raymond
Chiu Sui Keung

NOMINATION COMMITTEE

Cheng Wing Keung, Raymond (Chairman)
Lam Williamson
Wong Hoi Kuen

COMPANY SECRETARY

Chow Chi Fai

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 2502, 25/F, 9 Queen's Road Central,
Central, Hong Kong

REGISTERED OFFICE

Cricket Square,
Hutchins Drive,
P.O. Box 2681,
Grand Cayman KY1-1111,
Cayman Islands

PRINCIPAL BANKERS

China Construction Bank
Bank of Communications

AUDITORS

HLB Hodgson Impey Cheng
Chartered Accountants
Certified Public Accountants
31/F., Gloucester Tower, The Landmark,
11 Pedder Street, Central,
Hong Kong

SHARE REGISTRAR

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

LEGAL ADVISERS

Li & Partners
22/F., World Wide House, Central,
Hong Kong

STOCK CODE

00223

董事會

執行董事：

耿 瑩 (主席)
高 峰 (副主席)
趙瑞強 (行政總裁)

獨立非執行董事：

鄭永強
林全智
黃海權

審核委員會

林全智 (主席)
鄭永強
黃海權

薪酬委員會

林全智 (主席)
鄭永強
趙瑞強

提名委員會

鄭永強 (主席)
林全智
黃海權

公司秘書

周志輝

香港主要營業地點

香港中環皇后大道中
9號25樓2502室

註冊辦事處

Cricket Square,
Hutchins Drive,
P.O. Box 2681,
Grand Cayman KY1-1111,
Cayman Islands

主要來往銀行

中國建設銀行
交通銀行

核數師

國衛會計師事務所
英國特許會計師
香港執業會計師
香港中環畢打街11號
置地廣場告羅士打大廈31字樓

股份登記處

卓佳登捷時有限公司
香港皇后大道東28號
金鐘匯中心26樓

法律顧問

李偉斌律師樓
香港中環環球大廈22樓

股份代號

00223

Sino Resources Group Limited (carrying on business in Hong Kong as *Sino Gp Limited*) (stock code: 223) is principally engaged as show manager of exhibitions and trade shows with related ancillary services in Hong Kong and United Kingdom, as well as investing the resources and energy related sector.

The Group has been managing the following exhibitions and shows and investing in unconventional gas business:

MEGA SHOWS PART 1 & 2

The Hong Kong International Toys & Gifts Shows and the Asian Gifts Premium & Household Products Show ("Mega Shows") have been concurrently held at Hong Kong Convention and Exhibition Centre ("HKCEC") in October every year. The Mega Shows are the most important sourcing exhibition for the gifts, housewares, premiums and toys industries in the Asia-Pacific regions.

Since 1992, this premier trade-only exhibition has offered international buyers a one-stop showcase of over 5,000 well-merchandised stands displaying products from nearly 4,000 exhibitors. Exhibitors from over 31 countries are represented at Mega Show Part 1. With the increasing demand for professional trade fairs for toys, gifts, premiums and household products, Mega Show Part 2 was held in 2003 as a sister trade fair to Mega Show Part 1 and is held five days after Mega Show Part 1 to extend the business opportunities for suppliers and worldwide buyers.

LONDON ASIA EXPO

The Group has acted as show manager to manage the London Asia Expo for over a decade. The show is held annually in London, the United Kingdom. The London Asia Expo is the proven choice for over 5,000 European buyers, who are the regular attendants to source new and competitively-priced products made in both China and other parts of Asia, ranging from daily essentials to innovative gift and packaging products, gadgets and IT, trendy clothing and accessories, as well as advertising and promotional items.

神州資源集團有限公司 (以 *Sino Gp Limited* 名稱在香港經營業務) (股票編號：223) 主要業務為於香港及英國擔任展覽及貿易展覽會之展覽經理並提供相關服務，以及投資於資源及能源相關行業。

本集團管理之展覽和貿易展覽會及投資之非常規天然氣業務如下：

亞洲展覽盛事第一及第二部份

香港國際玩具及禮品展及亞洲贈品及家居用品展 (「亞洲展覽盛事」) 於每年十月在香港會議展覽中心 (「香港會展中心」) 同時舉辦。亞洲展覽盛事屬亞太地區最重要的禮品、家具、贈品及玩具業採購展覽會。

自一九九二年起，該最初僅作貿易用途之展覽已為國際買家提供超過5,000個熱銷展示台成為一站式櫥窗，展銷來自將近4,000家參展商之產品。來自超過31個國家之參展商成為亞洲展覽盛事第一部份之象徵。隨著對玩具、禮品、贈品及家居用品專業貿易展會需求之日益增長，亞洲展覽盛事第二部份於二零零三年作為亞洲展覽盛事第一部份之姊妹貿易展覽會亮相，於亞洲展覽盛事第一部份後舉辦五天，為供應商及國際買家擴展商機。

倫敦亞洲博覽會

本集團已擔任倫敦亞洲博覽會之展覽經理超過十年。該博覽會每年在英國倫敦舉辦。倫敦亞洲博覽會乃超過5,000名歐洲買家不二之選，彼等定期參加，採購嶄新且相對優惠的亞洲及中國製造產品，包括日常必需品至新穎的禮品及包裝產品，科技新品、時尚服裝及配件，以及廣告推廣及促銷展品。

Corporate Profile

公司簡介

UNCONVENTIONAL GAS BUSINESS

Apart from the stable exhibition business, the Group has endeavored to explore new source of revenue from unconventional gas industry.

The Group completed the subscription of 51% equity interest of Sino Giants Group Limited (“Sino Giants”), together with Multi Century Technology Development Limited and Multi Century Energy Technology (Beijing) Limited (“Multi Century (BJ)”) (the “Sino Giants Group”) on 9 February 2011 and Sino Giants Group subsequently became a member of the Group. Sino Giants Group engages in technical consulting and operational services such as unconventional gas well drilling, completion and production stimulation for exploration and development work, as well as in import of technical equipment for the unconventional gas industry in the PRC. The investment will enable the Group enter into the PRC unconventional gas market, so as to explore a new income source through the expansion.

非常規天然氣業務

除穩定之展覽業務外，本集團亦致力拓展非常規天然氣業務，發掘新收入來源。

本集團已於二零一一年二月九日完成收購Sino Giants Group Limited (「Sino Giants」)，連同創紀科技發展有限公司及創紀傑仕能源科技(北京)有限公司 (「創紀傑仕」) (「Sino Giants集團」) 之51%股權，Sino Giants集團其後成為本集團成員。Sino Giants集團從事技術顧問及運作服務，如非常規天然氣鑽井、完井及壓井增產勘探及開發工程、以及向中國非常規天然氣行業輸入技術設備等。是項投資使本集團得以涉足中國非常規天然氣市場，藉著擴充現有業務而發掘新收入來源。

Financial Highlights

財務摘要

		2011 二零一一年 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	2008 二零零八年 HK\$'000 港幣千元	2007 二零零七年 HK\$'000 港幣千元
Operating Performance		經營狀況				
Continuing operations	持續經營業務					
Turnover	營業額	82,368	87,374	213,440	213,795	236,319
Loss from operating activities	經營業務虧損	(35,184)	(40,607)	(50,247)	(2,230)	(29,988)
Discontinued operations	已終止經營業務					
(Loss)/profit for the year from discontinued operations	本年度來自已終止經營業務之(虧損)/溢利	—	(797,129)	106,805	—	—
(Loss)/profit attributable to owners of the Company	本公司擁有人應佔(虧損)/溢利	(34,458)	(837,736)	56,558	(7,174)	(34,411)
Financial Position		財務狀況				
Total assets	資產總值	120,951	194,633	1,394,262	1,172,409	120,848
Cash reserves	現金儲備	90,379	5,514	51,540	67,839	40,412
Total bank borrowings	銀行借貸總額	—	—	—	—	—
Net cash reserves	現金儲備淨額	90,379	5,514	51,540	67,839	40,412
Shareholders' funds	股東資金	(261,214)	(303,620)	607,096	179,440	45,796

Chairman's Statement

主席報告

ACHIEVEMENTS IN 2011

Owing to global economic recovery and increasing demand for energy in the PRC, development and utilisation of clean energy is a global trend. Despite its abundant unconventional gas resources, there is a lack of adequate technology, equipment and experts for the exploration and development of unconventional gas in the PRC. Unconventional gas industry is highly supported by the PRC Government as one of the emerging industries under the "12th 5-year plan", in line with the PRC Government's development strategies and enjoys tax benefits. Therefore, following the resumption of trading on 2 February 2011, the Group has actively involved in exploring new sources of revenue from unconventional gas industry.

On 9 February 2011, the Group completed the acquisition of 51% equity interests of Sino Giants Group. On 20 April 2011, Multi Century (BJ), a subsidiary of Sino Giants Group, and Heilongjiang Coal Geology Bureau entered into a memorandum, pursuant to which the parties agreed to establish an unconventional gas research and development centre. On 5 June 2011, Multi Century (BJ) signed a coalbed methane stimulation technology service contract with Heilongjiang Coal Geology Bureau, enabling the Group to enter into the PRC unconventional gas market.

On 14 June 2011, the Group entered into a Subscription Agreement in respect of its 68% interest in Concord Billion Limited. The Group believes that the Subscription Agreement will enable the Group to leverage on the advanced LiMax™ Coal Process ("LCP"), proprietary coal-upgrading technology, which offers a good investment opportunity and is in line with the Group's current strategy and business expansion plan. The management believes that there is a good potential in the coal-upgrading business in the PRC where coal is the main power generation resources that is abundant.

Moreover, the Group and Zheng Xuefeng entered into a memorandum of understanding on 23 May 2011 pursuant to which the Group proposed to acquire the entire issued share capital of Western Spark Investments Limited, a company wholly owned by Zheng Xuefeng, in developing its coal distribution project.

FUTURE PROSPECT AND GROWTH STRATEGIES

In spite of the keen competition in exhibition business, the Group will continue to improve the cost structure of its exhibition business, thereby improving the Group's revenue and result. We are confident that our exhibition business will continue to maintain its stable revenue growth for the Group.

Looking forward to the financial year of 2012, the Group will continue to explore suitable investment opportunities for developing its integrated resources and energy related business, to enhance the Group's operation. We expect that the growth arising from the acquisitions shall generate substantial revenue and business advantages.

二零一一年成就

由於全球經濟復甦加上中國能源需求有增無減，開發及應用潔淨能源乃全球大勢所趨。雖然中國擁有豐富非常規天然氣資源，惟缺乏適當技術、設備及專才以勘探及開發非常規天然氣。非常規天然氣受到中國政府高度支持，並為中國其中一個獲「第十二個五年計劃」支持的新興行業，符合中國政府發展策略及享有稅務優惠。因此，在二零一一年二月二日恢復買賣後，本集團積極參與從非常規天然氣行業探索新收入來源。

於二零一一年二月九日，本集團完成收購Sino Giants集團51%股權。於二零一一年四月二十日，創紀傑仕，Sino Giants集團附屬公司與黑龍江省煤田地質局訂立備忘錄。據此，訂約各方同意成立省非常規氣工程研發中心。於二零一一年六月五日，創紀傑仕與黑龍江省煤田地質局訂立煤層氣壓井增產技術服務合約，令本集團得以進入中國非常規天然氣市場。

於二零一一年六月十四日，本集團就有關Concord Billion Limited之68%權益訂立一項認購協議。本集團相信此項認購將令本集團得以憑藉先進的LiMax™煤炭處理技術（專利煤炭升級技術），締造良好投資機會，亦與本集團目前業務拓展規劃及策略相符。管理層相信，煤炭乃中國主要發電來源，且藏量豐富，煤炭升級業務在中國實大有可為。

此外，本集團與鄭雪峰於二零一一年五月二十三日訂立諒解備忘錄，據此，本集團有意收購Western Spark Investments Limited（鄭雪峰全資擁有之公司）全部已發行股本，以發展其煤炭運銷項目。

未來前景及增長策略

儘管展覽業務競爭激烈，本集團將繼續改善展覽業務的成本架構，從而改善本集團收入及業績。我們相信，展覽業務將繼續為本集團帶來穩定之收入增長。

展望二零一二年財政年度，本集團將繼續探索合適的投資機會，以發展綜合性資源及能源相關業務，提升本集團營運業績。我們預計收購項目所帶來的業務增長將產生可觀的收入及締造商業優勢。

CONCLUSION

Last but not least, completion of a new acquisition project shortly after the Group's resumption of trading is attributed to the great efforts from the Board and all staff. The Group will continue to explore investment opportunities in the resources and energy sector, aiming at becoming an integrated resources and energy investment enterprise. On behalf of the Board, I would like to take this opportunity to express my gratitude to all shareholders and business partners for their continuous encouragement and support. We will continue to strive for maximizing its profits and shareholders' return.



Geng Ying
Chairman

28 June 2011, Hong Kong

總結

最重要的一點是，本集團在恢復買賣後能迅速完成新收購項目，實有賴於董事會同儕及全體員工所作出的努力。本集團將繼續在資源及能源行業探索投資及發展機會，致力成為綜合性資源及能源投資企業。藉此機會，本人謹代表董事會對全體股東及業務夥伴的不斷鼓勵及支持致以衷心謝意。我們將繼續竭力獲取最大的利潤及股東回報。



主席

耿瑩

香港，二零一一年六月二十八日

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW

Sino Resources Group Limited (the “Company”, together with its subsidiaries, the “Group”) will continue to focus its business on the resources and energy related sector as well as on being the show manager of exhibitions, trade fairs and provision of ancillary service.

1. EXHIBITION BUSINESS

During the year under review, the Group acted as show manager of the “Mega Shows Part 1 & 2” held in October 2010 and the “London Asia Expo” held in January 2011 successfully.

The performance of the Group’s exhibition business continued to improve for the year ended 31 March 2011 despite of the strong competition. The Board believes that exhibition business will keep contributing stable revenue to the Group.

2. UNCONVENTIONAL GAS BUSINESS

The Company completed the acquisition of Sino Giants Group on 9 February 2011. On 20 April 2011, Multi Century (BJ) and Heilongjiang Coal Geology Bureau (黑龍江省煤田地質局) (“Heilongjiang CG Bureau”) entered into a memorandum of agreement (the “Memorandum”) on the Heilongjiang Unconventional Gas Research and Development Centre Project (黑龍江省非常規氣工程研發中心項目備忘錄) pursuant to which the parties agreed to develop a strategic cooperation relationship to establish an unconventional gas research and development centre (黑龍江省非常規氣工程研發中心) (the “Heilongjiang Unconventional Gas R&D Centre”) for the purposes of developing technologies for and providing services in the exploration and development of unconventional gas in Heilongjiang Province.

On 5 June 2011, Multi Century (BJ) signed a coalbed methane stimulation technology services contract with Heilongjiang CG Bureau. Multi Century (BJ) will provide coalbed methane (“CBM”) stimulation technology services for a large-scale CBM exploration project over a three-years period, from 2011 to 2013. Multi Century (BJ) will be engaged in technical consulting and operation services such as unconventional gas well drilling, completion and stimulation for exploration and development work and import of technical equipment for the unconventional gas industry in the PRC.

The Company believes that the partnership between the Group and Heilongjiang CG Bureau is a significant step for the Group’s entrance into the China unconventional gas market and it is confident that the Group will, in the near future, secure revenue by provision of services in connection with unconventional gas and import of technical equipment for the unconventional gas industry.

Development and utilisation of clean energy is a global trend and is highly supported by the PRC Government. Unconventional gas industry is one of the emerging industries supported by “12th 5-year plan”, which is in line with the PRC Government’s development strategies and entitled to tax benefits. Unconventional gas (including coalbed methane, coal mine methane, tight sand gas, shale gas and gas hydrates) is a major source of clean energy. Despite its abundant unconventional gas resources, there is a lack of skilled manpower and advanced technology and equipment to explore and develop unconventional gas in the PRC.

業務回顧

神州資源集團有限公司(「本公司」, 連同其附屬公司稱「本集團」)將繼續專注拓展其資源及能源相關業務, 並兼顧展覽、貿易展覽會之展覽經理及附屬服務之業務。

1. 展覽業務

於回顧年度, 本集團於二零一零年十月舉辦之「亞洲展覽盛事第一及第二部份」及於二零一一年一月舉辦之「倫敦亞洲博覽會」。成功地擔任展覽經理。

截至二零一一年三月三十一日止, 儘管面對激烈競爭, 但本集團展覽業務之業績持續有所改善。董事會相信, 展覽業務將為本集團持續貢獻穩定收益。

2. 非常規天然氣業務

本公司於二零一一年二月九日完成收購Sino Giants集團。於二零一一年四月二十日, 創紀傑仕與黑龍江省煤田地質局(「黑龍江省煤田地質局」)訂立黑龍江省非常規氣工程研發中心項目備忘錄(「備忘錄」)。據此, 訂約各方同意發展策略性合作關係, 成立黑龍江省非常規氣工程研發中心(「黑龍江省非常規氣工程研發中心」), 為勘探及開發黑龍江省非常規天然氣提供專業技術及服務。

二零一一年六月五日, 創紀傑仕與黑龍江省煤田地質局訂立煤層氣壓井增產技術服務合約。創紀傑仕將於二零一一年至二零一三年(三年期內)為一項大型煤層氣項目提供煤層氣壓井增產技術服務。創紀傑仕將從事技術顧問及運作服務, 如非常規天然氣鑽井、完井及壓井增產勘探及開發工程、以及就中國非常規天然氣行業輸入技術設備等。

本公司相信, 本集團與黑龍江省煤田地質局之夥伴關係乃邁向中國非常規天然氣市場之重要一步, 本集團有信心可藉提供與非常規天然氣相關之服務及為非常規天然氣行業輸入技術設備, 在不久將來賺取收入。

開發及利用清潔能源乃全球趨勢, 並獲中國政府大力支持。非常規天然氣業為其中一個獲「第十二個五年計劃」支持的新興行業, 符合中國政府發展策略及享有稅務優惠。非常規天然氣(包括煤層氣、煤礦煤層氣、緊密砂岩氣、頁岩氣及可燃冰)乃清潔能源之主要來源。雖然中國非常規天然氣資源豐富, 惟缺乏技術人才及先進技術及設備。

Management Discussion and Analysis

管理層討論及分析

3. LITIGATION OF THE GROUP AND THE COMPANY IN HONG KONG

Detail of the litigation of the Group and the Company as at 31 March 2011 were set out in Note 38 to the consolidated financial statements.

RESULTS ANALYSIS

For the year ended 31 March 2011, the Group recorded turnover of HK\$82,368,000, representing a decrease of 5.7% over last year. For the year ended 31 March 2011, the Group recorded a loss attributable to shareholders of approximately HK\$34,458,000 (2010: HK\$837,736,000); basic loss per share was approximately HK\$3 cents (2010: HK\$77 cents). This has included (i) fair value on share-based payment of HK\$8,366,000 (2010: HK\$Nil) which is a non-cash item; (ii) imputed interest expense of HK\$13,502,000 (2010: HK\$12,220,000) on convertible notes under finance costs as well as non-cash item; (iii) legal expense of HK\$9,858,000 (2010: HK\$1,992,000) incurred in relation to Mr. Hung's litigations; and (iv) interest expenses of HK\$3,135,000 (2010: HK\$2,033,000) arising from loan with Mr. Wong Ching Ping, Alex, to be reversed in the next financial year ending 31 March 2012. If the above-mentioned items (i) to (iv), totally HK\$34,861,000 (2010: HK\$16,245,000), were to be excluded, it would be changed to profit attributable to the shareholders of the Company on continuing operations of approximately HK\$403,000 (for the year ended 31 March 2010: loss attributable to the shareholders of approximately HK\$24,362,000) for the year ended 31 March 2011.

The decrease in turnover was mainly due to scale-down of the operation relating to the advertising of Mega Show Part 1 exhibitor information on the Megasia Website from last year, and thus advertising income and subscription income has been reduced accordingly. Notwithstanding this, net loss attributable to owners of the Company had improved during the period because: (i) the deconsolidation of a subsidiary since 1 April 2009 which was a one-off transaction in last period; (ii) the Group's segment profit for its exhibition business has been increased to approximately HK\$11,359,000 (2010: HK\$4,428,000) in this year; and (iii) effective cost saving in cutting directors' remuneration (included in staff costs) and some of the exhibition events operations were outsourced. The Board believes that the Group can achieve a better result in next year.

PROSPECT AND OUTLOOK

The Group will use its best endeavors to improve its operating results in the next financial year. It will consider expanding into resources related business such as acting as a technology services provider in the unconventional gas industry. It will also continue to adopt cost reduction strategies with a particular focus on cutting overheads and legal expenses.

The Group will continue to explore investment opportunities in the resources and energy related sector in an attempt to diversify the Group's business into areas with higher growth potential and achieve inorganic growth.

3. 本集團與本公司於香港之訴訟事宜

本集團與本公司之訴訟直至二零一一年三月三十一日之詳情載於綜合財務報表附註38。

業績分析

截至二零一一年三月三十一日止年度，本集團錄得營業額82,368,000港元，較上年減少5.7%。截至二零一一年三月三十一日止年度，本集團錄得股東應佔虧損約34,458,000港元（截至二零一零年：約837,736,000港元）；每股基本虧損約為3港仙（二零一零年：77港仙）。此包括(i)非現金項目以股份為基礎之付款之公平值8,366,000港元（二零一零年：零港元）；(ii)融資成本及非現金項下可換股票據之推定利息開支13,502,000港元（二零一零年：12,222,000港元）；(iii)洪先生訴訟有關之法律開支9,858,000港元（二零一零年：1,992,000港元）；及(iv)與王正平先生借貸所產生的利息約3,135,000港元（二零一零年：2,033,000港元），將於截至二零一二年三月三十一日止財政年度撥回。於截至二零一一年三月三十一日止年度，倘若撇除上述(i)至(iv)項合共34,861,000港元（二零一零年：16,245,000港元），本公司股東應佔持續經營業務之溢利將為403,000港元（截至二零一零年三月三十一日：股東應佔之虧損約為24,362,000港元）。

營業額下降，主要因為縮減營運而自去年起並無在Megasia網站就「亞洲展覽盛事第一部份」參展商資料刊登廣告，收取廣告收入及認購收入因而減少。儘管如此，期內本公司擁有人應佔虧損淨額有所改善，因為：(i)自二零零九年四月一日終止將一附屬公司綜合入賬，乃去年同期之一次性事項；(ii)本集團展覽業務分部收益於本年度增加至約11,359,000港元（二零一零年：4,428,000港元）；及(iii)藉著削減董事酬金（計入員工成本）及將部份展覽會之營運外判有效節省成本。董事會相信，本集團可於明年取得更好成績。

前景及展望

本集團將竭盡全力改善其下個財政年度之經營業績。本集團將考慮擴展至資源相關業務，例如擔當非常規天然氣行業的技術服務供應商。本集團亦將繼續採取成本削減策略，並專注削減經常性及法律開支。

本集團將繼續探尋資源與能源相關行業之投資機會，力圖將本集團業務分散至具有較高增長潛力之領域並獲取外延式增長。

Management Discussion and Analysis

管理層討論及分析

FINANCIAL REVIEW

CAPITAL STRUCTURE

In February 2011, the Company has successfully placed of 222,752,000 shares, at the placing price of HK\$0.35 per share and raised net proceed of approximately HK\$75,000,000. The proceed was being used for the acquisition of the shares in Sino Giants Group, the shareholder's loan to Sino Giants Group, future business development and general working capital of the Group.

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

The Group derived its working capital mainly from internal cash flow from operating activities and share placement.

As at 31 March 2011, deficit on shareholders' funds of the Group aggregately amounted to HK\$261,214,000 (2010: HK\$303,620,000). As at 31 March 2011, the Group's assets-liabilities ratio (total liabilities to total assets) was approximately 3.16 times (2010: 2.56 times). Net current liabilities of the Group amounted to approximately HK\$118,430,000 (2010: HK\$169,504,000). Current assets of the Group was approximately HK\$116,459,000 (2010: HK\$192,747,000), of which fixed deposits, cash and bank balances amounted to approximately HK\$90,379,000 (2010: HK\$5,514,000). The following items with an aggregate amount of HK\$320,354,000 (2010: HK\$338,937,000), which are included in current liabilities and non-current liabilities, are related to the legal proceedings with Mr. Hung in the High Court: (i) HK\$158,600,000 (2010: HK\$158,600,000) was consideration payable for the acquisition of Wealth Gain Global Investment Limited and its subsidiary; (ii) HK\$14,478,000 (2010: HK\$44,335,000) was the shareholder's loan plus interest from Mr. Hung; and (iii) convertible notes of HK\$142,094,000 (2010: HK\$128,592,000), and respective deferred tax liabilities of HK\$5,182,000 (2010: HK\$7,410,000) which are both included under non-current liabilities. The Board considers that the liquidity of the Group is good enough for the year ended 31 March 2011 and the Group would be turned to net assets position to HK\$59,140,000 (2010: HK\$35,317,000) if removal of (i) to (iii). Details refer to Notes 26-30 and 38 of the consolidated financial statements. The Group's liquidity has significantly improved after the resumption on 2 February 2011.

As at 31 March 2011, the Group's gearing ratio (total debts to total equity) was 72.9% (2010: 89.7%).

財務回顧

資本架構

於二零一一年二月，本公司成功以配售價每股0.35港元配售222,752,000股，並籌集所得款項淨額約75,000,000港元。所得款項用作收購Sino Giants集團股份、Sino Giants集團股東貸款、本集團業務發展及一般營運資金。

流動資金、財務資源及資本架構

本集團營運業務的資金主要來自經營活動所得之內部現金流量及配售股份。

於二零一一年三月三十一日，本集團之股東資金虧絀合共261,214,000港元（二零一零年：303,620,000港元）。於二零一一年三月三十一日，本集團之資產負債比率（以總負債對比總資產）則約為3.16倍（二零一零年：2.56倍）；本集團淨流動負債約為118,430,000港元（二零一零年：169,504,000港元）；流動資產約為116,459,000港元（二零一零年：192,747,000港元），其中約90,379,000港元為定期存款、現金及銀行結餘（二零一零年：5,514,000港元）。下列項目合共320,354,000港元（二零一零年：338,937,000港元）計入流動負債及非流動負債，此乃與洪先生於高等法院之法律程序有關：(i)158,600,000港元（二零一零年：158,600,000港元）乃收購富盈環球投資有限公司及其附屬公司之應付代價；(ii)14,478,000港元（二零一零年：44,335,000港元）乃來自洪先生之股東貸款連利息；及(iii)可換股票據142,094,000港元（二零一零年：128,592,000港元）以及相應之遞延稅項負債5,182,000港元（二零一零年：7,410,000港元），兩者均計入非流動負債。董事會認為，本集團之流動資金對截至二零一一年三月三十一日止年度相當足夠，倘若撇除(i)至(iii)項，本集團淨資產狀況將為59,140,000港元（二零一零年：35,317,000港元）。有關詳情載於綜合財務報表附註26至30及38。本集團流動資金在二零一一年二月二日恢復買賣後經已取得重大改善。

本集團於二零一一年三月三十一日槓桿比率（以債務總額對權益總額）為72.9%（二零一零年：89.7%）。

Management Discussion and Analysis

管理層討論及分析

EXPOSURE TO FLUCTUATIONS IN EXCHANGE RATES AND ANY RELATED HEDGES

The Group's sales and purchase are mainly transacted in Hong Kong dollar and Renminbi and the books are recorded in Hong Kong dollar. Therefore, it may be exposed to foreign exchange risk. However in view of the stable currency policies adopted by the PRC government, the directors consider that the foreign exchange risk is insignificant.

The Group currently has no foreign exchange rate hedging policy in respect of commercial transactions denominated in foreign currencies. However, the directors monitor exchange rate exposure regularly and will consider hedging significant exchange rate exposure when necessary.

PLEDGE OF ASSETS OF THE GROUP

No pledge of assets of the Group as at 31 March 2011.

CONTINGENT LIABILITIES

Details of contingent liabilities as at 31 March 2011 were set out in Note 38 to the consolidated financial statements.

DIVIDEND

The Board of the Company does not recommend any payment of final dividend to shareholders for the year ended 31 March 2011 (2010: Nil).

OTHER EVENTS

EMPLOYEES AND REMUNERATION POLICY

As at 31 March 2011, the Group had a total of 38 employees (2010: 46) in Hong Kong and the PRC. All employees are remunerated according to their performance, experience and the prevailing industry practices.

The Group also participates in retirement benefit schemes for its staff in Hong Kong and the PRC. It adopted a new share option scheme on 8 October 2010, with options to be granted to employees at the discretion of the Board. All share options are outstanding as at 31 March 2011.

MATERIAL ACQUISITION AND DISPOSAL

The Group did not have any material acquisition and disposal for the year ended 31 March 2011.

MATERIAL RELATED PARTY TRANSACTIONS

Details of material related party transactions of the Group as at 31 March 2011 were set out in Note 41 to the consolidated financial statements.

SIGNIFICANT INVESTMENT

The Group did not hold any significant investment for the year ended 31 March 2011.

匯率波動風險及任何有關對沖

本集團銷售及購貨主要以港幣及人民幣進行交易，而簿冊則以港元記錄，或會面臨的一定的外匯風險。不過，鑒於中國採取穩定之貨幣政策，故董事認為外匯風險並不重大。

本集團現時並無就以外幣為單位之商業交易設有外幣匯率對沖政策。然而，董事會就匯率風險作定期的監察，並將於有需要時考慮對沖重大匯率風險。

資產抵押

本集團於二零一一年三月三十一日並無任何資產抵押。

或然負債

本集團於二零一一年三月三十一日之資產或然負債詳情見綜合財務報表附註38。

股息

本公司董事會不建議派發截至二零一一年三月三十一日止年度之末期股息（二零一零年：無）。

其他事宜

僱員及薪酬政策

於二零一一年三月三十一日，本集團於香港及中國共有38名員工（二零一零年：46名）。所有僱員之薪酬乃按照其工作表現、經驗及人力市場情況而釐定。

本集團為香港及中國員工提供一套完善的退休福利計劃。自二零一零年十月八日起，本集團採納新購股權計劃。根據該計劃，董事會可酌情向員工授出購股權。於二零一一年三月三十一日止，所有購股權尚未行使。

重大收購及出售

本集團於二零一一年三月三十一日止年度並無任何重大收購及出售。

重大關連人士交易

於二零一一年三月三十一日，本集團重大關連人士交易之詳情載於綜合財務報表附註41。

所持重大投資

本集團於二零一一年三月三十一日止年度並無持有任何重大投資。

Directors & Senior Management Profiles

董事及高級管理層簡介

EXECUTIVE DIRECTORS

Ms. GENG Ying, aged 71, was appointed as the chairman and an executive director of the Company on 1 August 2009. She has 10 years experience in mining industry and over 20 years experience in commercial business in the PRC and overseas. After her graduation from 地質學院中專(Geological Institute of Vocational Studies) in the PRC in 1961, Ms. Geng joined Beijing Geological Team. Equipped with extensive knowledge in geology, Ms. Geng had been exploring mines for ten years and gained extensive experience in mining and resources industries. Subsequently, she was transferred to work at 北京制藥研究所(Beijing Institute of Pharmaceutical) and 北京腫瘤醫院(Beijing Tumor Hospital). Ms. Geng was educated in 北京中醫學院(School of Chinese Medicine of Beijing) and became a healthcare doctor after attaining medical postgraduate qualification. Ms. Geng started her businesses in the PRC in late 1984, and she went to the United States of America ("USA") in 1986 for further development. She was the chairman of Hely Development Corporation in California, USA. Ms. Geng successfully acquired two manufacturing plants in Malaysia during the years from 1992 to 2001. Ms. Geng has gained over 20 years experience in commercial business in the PRC and overseas. Ms. Geng has all round talents and is a painter. Ms. Geng is also the chairman and the secretary general of the China Cultural Heritage Foundation, and she held public offices in the United Nations. Ms. Geng's father was one of the veterans of the Communist Party of the PRC, who was a principal leader in military, diplomatic and political fields of the PRC. Ms. Geng and her family have extensive and profound networks in political and economic fields in the PRC and overseas.

Mr. GAO Feng, aged 41, was appointed as the vice chairman and an executive director of the Company on 15 June 2009. He has extensive management experience in particular for PRC businesses for over 11 years, and has served various important roles in a couple of listed companies and sizable financial institutions. From February 2008 to May 2009, Mr. Gao was the executive director of China Infrastructure Investment Limited, a company whose shares are listed on the Stock Exchange (stock code: 600), in which he was responsible for fund management and investors relationship. From February 2006 to May 2007, he was also an executive director of Premium Land Limited, a company whose shares are listed on the Stock Exchange with a stock code of 164. Besides, Mr. Gao was the former president of North America for I.N.C. Financial Organization Ltd. and the former president of Asia-Pacific for Morgan Funding Organization. Mr. Gao holds a master's degree in business administration from Keuka College in New York.

Mr. CHIU Sui Keung, aged 44, was appointed as the chief executive officer and an executive director of the Company on 20 April 2009. Mr. Chiu has over 17 years' experience in the financial industry and accounting field. He has possessed extensive experience in corporate finance including initial public offerings, takeovers, mergers and acquisitions, fund raising and corporate advisory. Mr. Chiu graduated with a Bachelor's Degree in Commerce from the University of Melbourne, Australia and has obtained a Master's Degree in Applied Finance from Macquarie University in Sydney, Australia. He has also obtained a Diploma in Practices in Chinese Laws and Regulations Affecting Foreign Businesses jointly organized by Southwest University of Political Science and Law, the PRC and the Hong Kong Management Association. He is a member of CPA Australia and the American Institute of Certified Public Accountants and the fellow member of Hong Kong Institute of Certified Public Accountants. At present Mr. Chiu is an independent non-executive director of King Stone Energy Group Limited (stock code: 0663).

執行董事

耿瑩女士，71歲，於二零零九年八月一日獲委任為本公司主席兼執行董事。彼擁有十年礦業經驗及逾二十年的國內外營商經驗。一九六一年於國內地質學院中專畢業後，耿女士加入北京地質隊。憑藉其豐富的地質學知識基礎，耿女士勘探礦山資源已達十年，累積了豐富的資源礦業經驗。隨後，耿女士先後被調任至北京制藥研究所及北京腫瘤醫院工作。耿女士於北京中醫學院接受教育，在取得醫學研究生的學歷後任職保健醫生。一九八四年底，耿女士開始於國內營商，直至一九八六年前往美利堅合眾國（「美國」）發展，耿女士曾任美國加州Hely Development Corporation董事長。一九九二年至二零零一年期間，耿女士成功收購馬來西亞兩家製造廠，耿女士累積逾二十年的國內外營商經驗。博學多才的耿女士還是一代女畫家，耿女士現任中國華夏文化遺產基金會理事長兼秘書長，亦曾擔任聯合國公職。耿女士的父親歷任中國軍事、外交及政治等領域的主要領導人，為中國共產黨元老之一，耿女士及其家族在國內外均擁有廣博而深遠的政經人脈網絡。

高峰先生，41歲，於二零零九年六月十五日獲委任為本公司副主席及執行董事。他擁有豐富管理經驗逾十一年（對中國業務尤其熟悉），並在多個上市公司及規模龐大之財務機構擔任若干重要職務。由二零零八年二月起至二零零九年五月，高先生曾為中國基建投資有限公司（一間其股份於聯交所上市之公司，（股份代號：600）之執行董事，負責基金管理及投資者關係。由二零零六年二月起至二零零七年五月，彼亦曾為上海策略置地有限公司（一間其股份於聯交所上市之公司，股份代號164）之執行董事。此外，高先生曾為美國摩根家族金融財團之北美地區前總裁及摩根基金組織之亞太區前總裁。高先生持有紐約庫克大學工商管理碩士學位。

趙瑞強先生，44歲，於二零零九年四月二十日獲委任為本公司行政總裁及執行董事。趙先生於金融業及會計界具有十七年以上經驗，並於企業融資方面擁有豐富經驗，包括首次公開發售、收購、併購、集資及企業諮詢。趙先生畢業於澳洲墨爾本大學，持有商學士學位，並於澳洲悉尼麥格里大學取得應用金融碩士學位，另外取得由中國西南政法大學及香港管理專業協會合辦的影響外地商務之中國法律及法規實務文憑。彼乃澳洲會計師公會及美國註冊會計師協會之會員，以及香港會計師公會之資深會員。目前，趙先生是金山能源集團有限公司（股份代號：0663）之獨立非執行董事。

Directors & Senior Management Profiles

董事及高級管理層簡介

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. LAM Williamson, aged 36, was appointed as an independent non-executive director of the Company on 1 January 2011. Mr. Lam is a fellow member of The Hong Kong Institute of Certified Public Accountants and a member of the CPA (Australia). He holds a Bachelor of Business Degree from Monash University, Australia and a Master of Professional Accounting Degree from the Hong Kong Polytechnic University. Mr. Lam had held directorships and senior finance positions in various listed companies in Hong Kong. Mr. Lam was an executive director of Seamless Green China (Holdings) Limited (stock code: 8150) during the period from 2 October 2009 to 1 February 2010, an independent non-executive director of Victory Group Limited (stock code: 1139) during the period from 28 September 2004 to 10 September 2008 and China Post E-Commerce (Holdings) Limited (formerly known as Intcera High Tech Group Limited, stock code: 8041) during the period from 5 February 2007 to 7 May 2008 respectively, the shares of all the three aforementioned companies are listed on the Stock Exchange.

Mr. CHENG Wing Keung, Raymond, aged 51, was appointed as an independent non-executive director of the Company on 25 August 2007. Mr. Cheng is a solicitor practicing in Hong Kong and has over 22 years of experience in corporate, company secretarial and listing affairs. He is an associate member of The Institute of Chartered Secretaries and Administrators in United Kingdom and The Hong Kong Institute of Company Secretaries in Hong Kong. He holds a degree in laws in the University of London and a Master Degree in Business Administration in the University of Strathclyde, Scotland. Mr. Cheng was an independent non-executive director of Fortuna International Holdings Limited (stock code: 0530) from 27 September 2004 to 20 September 2006. At present, he is an independent non-executive director in three listed companies in Hong Kong: Skyfame Realty (Holdings) Limited (stock code: 0059), Emperor Capital Group Limited (stock code: 0717) and China Investment Fund Company Limited (stock code: 0612).

Mr. WONG Hoi Kuen, aged 50, was appointed as an independent non-executive director of the Company on 9 May 2011. Mr. Wong is a practising certified public accountant in Hong Kong and a chartered accountant in the United Kingdom. Mr. Wong is a fellow member of both the Hong Kong Institute of Certified Public Accountants and the Association of Certified Public Accountants and an associate member of the Institute of Chartered Accountants in England and Wales. Mr. Wong has been an independent non-executive director, chairman of audit committee and a member of remuneration committee of China Gamma Group Limited (stock code: 164) since 13 February 2006.

COMPANY SECRETARY

Mr. CHOW Chi Fai, aged 40, who was appointed as the company secretary of the Company on 29 December 2008 and possess over 16 years of experience in accounting and finance field. Mr. Chow holds a bachelor's degree in Accountancy from the University of South Australia and is a member of the Hong Kong Institute of Certified Public Accountants.

獨立非執行董事

林全智先生，36歲，於二零一一年一月一日獲委任為本公司獨立非執行董事。林先生為香港會計師公會之資深會員及澳洲會計師公會之會員。彼持有澳洲蒙納殊大學商學士學位及香港理工大學專業會計學碩士學位。林先生曾於香港多間上市公司擔任董事及高級財務職位。林先生於二零零九年十月二日至二零一零年二月一日止期間曾出任無縫綠色中國(集團)有限公司(股份代號：8150)之執行董事、二零零四年九月二十八日至二零零八年九月十日止期間曾出任華多利集團有限公司(股份代號：1139)之獨立非執行董事，並於二零零七年二月五日至二零零八年五月七日止期間曾出任中郵電貿(控股)有限公司(前稱大陶精密科技集團有限公司，股份代號：8041)之獨立非執行董事，上述三間公司均於聯交所上市。

鄭永強先生，51歲，於二零零七年八月二十五日獲委任為本公司之獨立非執行董事。鄭先生為香港執業律師，於企業、公司秘書及上市事務方面累積逾22年經驗。彼為英國特許秘書及行政人員公會及香港特許秘書公會會員。彼持有倫敦大學法律學位及蘇格蘭University of Strathclyde工商管理碩士學位。鄭先生自二零零四年九月二十七日起至二零零六年九月二十日期間擔任廣益國際集團有限公司(股份代號：0530)之獨立非執行董事。目前，彼亦為三間香港上市公司：天譽置業(控股)有限公司(股份代號：0059)、英皇證券集團有限公司(股份代號：0717)及中國投資基金有限公司(股份代號：0612)之獨立非執行董事。

黃海權先生，50歲，於二零一一年五月九日獲委任為本公司獨立非執行董事。黃先生為香港執業會計師及英國特許會計師。黃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格蘭及威爾斯特許公認會計師公會會員。黃先生由二零零六年二月十三日起擔任中國伽瑪集團有限公司(股份代號：164)之獨立非執行董事、審核委員會主席及薪酬委員會成員。

公司秘書

周志輝先生，40歲，於二零零八年十二月二十九日獲委任為本公司之公司秘書，並於會計及財務領域擁有超過16年經驗。周先生持有澳洲南澳大學頒發之會計學學士學位，並為香港會計師公會會員。

Directors & Senior Management Profiles

董事及高級管理層簡介

SENIOR MANAGEMENT

Mr. HO Tak Yuen, Peter

Joined the Group in February 2011 and was appointed as an executive director of Multi-Century Technology Development Limited. Mr. Ho is principally responsible for the overall technical activities within Multi-Century Technology Limited. Mr. Ho has more than thirty (30) years experience in the petroleum industry. He is acknowledged to be a reservoir and production engineering geological expert in coal bed methane development and enhanced oil recovery in North America and the PRC. Mr. Ho also has expertise in carbon dioxide capture and sequestration and the related various applications.

During the past 14 years, Mr. Ho has been actively participating in the PRC and international oil and gas industries and acting as the chief technology transfer officer for various companies from North America. He also has lectured various oil and gas development technology seminars including thermal recovery, miscible flood, chemical flood, reservoir simulation, coalbed methane exploration and development and many others in the PRC and overseas.

Mr. Ho is the first person to initiate carbon dioxide capture and sequestration in enhancing coalbed methane production in the PRC and bridge the two governments, of the PRC and Canada in the ever first international cooperation on this type of project in the PRC. The experimental project has been conducted for more than 6 years (2001-2007) and successfully implemented its first phase pilot with exceptional results. Mr. Ho is the chief liaison officer for Canada and technical simulation expert in this project and works closely with the executor China United Coalbed Methane Corporation of the PRC and Alberta Research Council consortium.

Mr. Ho graduated with a Bachelor of Science degree in Chemical Engineering from the University of Ottawa in 1979.

Mr. Ho is a member of the Association of Professional Engineer, Geologist & Geophysicist of Alberta, Canada; and a member of Society of Petroleum Engineer in the US.

Mr. Ken Sinclair

Joined the Group in February 2011 and was appointed as non executive director of Multi Century Technology Development Limited on 9 February 2011. Mr. Sinclair is principally responsible for providing strategic planning and technical advice to the group in overall CBM/Shale Gas development directive. Mr. Sinclair has over 30 years of oil and gas experience in over twenty countries and has advised numerous companies in areas of research, exploration and development of unconventional and conventional resources throughout the world. Mr. Sinclair is currently the President of a newly formed private company KENGAS INC. which focuses on Western Canada's conventional and unconventional gas opportunities. Previously, Mr. Sinclair founded Canadian Spirit Resources Inc., a public company who raised Canadian Dollar 48 million for unconventional gas exploration and development.

In Canada, Mr. Sinclair led the way in unconventional gas industry in the late eighties and nineties and he developed and chaired the Canadian Coalbed Methane Forum, a consortium that started with 13 companies and continues today with over 150 members under the Canadian Society of Unconventional Gas banner. The consortium's main goal was to transfer technologies within the group that would have companies having an advantage over others outside of the group. This was accomplished by the biggest yearly conferences in 2004, 2005, and 2006 in North America.

高級管理層

何德元先生

於二零一一年二月加入本集團，獲委任為創紀科技發展有限公司執行董事。何先生主要負責創紀科技發展有限公司整體技術業務。何先生擁有超過三十(30)年石油業經驗。何先生公認為北美及中國煤層氣開發及加強型採油方面之油藏及生產工程地質專家。何先生具備捕獲及封存二氧化碳及多項相關應用之專業知識。

於過去14年，何先生一直積極參與中國及國際油氣行業，並擔任北美多間公司之首席技術轉移師。彼亦曾就包括熱力採油、混相驅油、化學驅油、油藏模擬、煤層氣勘探及開發及其他議題於中國及海外主講多個油氣開發技術講座。

何先生為在中國發起在加強型煤層氣生產中捕獲及封存二氧化碳之第一人，並就中國首個同類項目中作為中加兩國政府達成首次國際合作。實驗項目進行超過6年(二零零一年至二零零七年)，並已成功實行其首個試行項目，成績驕人。何先生為該項目之加方首席聯絡官及技術模擬專家，並與執行方中國中聯煤層氣有限責任公司及Alberta Research Council consortium緊密合作。

何先生在一九七九年於渥太華大學畢業，獲化學工程理學士學位。

何先生為加拿大阿伯特專業工程師、地質學家兼地球物理學家協會(Association of Professional Engineer, Geologist and Geophysicist of Alberta)會員以及美國石油工程協會(Society of Petroleum Engineer)會員。

Ken Sinclair先生

於二零一一年二月加入本集團，於二零一一年二月九日獲委任為創紀科技發展有限公司非執行董事。Sinclair先生主要負責就整體煤層／頁岩氣體開發指導上向本集團提供策略規劃及技術建議。Sinclair先生在超過二十個國家積逾30年石油和天然氣方面之經驗，並就全球非常規及常規能源之研究、勘探及開發為不少公司提供意見。Sinclair先生現為一家新成立私人公司KENGAS INC.之總裁，該公司集中於加拿大西部常規及非常規天然氣之商機。Sinclair先生曾成立Canadian Spirit Resources Inc.，該公司曾籌集4,800萬加元以勘探及開發非常規天然氣。

Sinclair先生在上世紀八十年代末及九十年代曾於加拿大引領非常規天然氣行業之方向，並主持及發展加拿大煤層氣論壇(Canadian Coalbed Methane Forum)，該聯盟由13間公司起步，現由超過150個成員組成，名為加拿大非常規天然氣協會(Canadian Society of Unconventional Gas)。該聯盟主要目標為將技術在組織間轉移，使聯盟內公司得享聯盟外所無之優勢。該聯盟曾於二零零四年、二零零五年及二零零六年之年會乃北美當年規模最大者。

Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Company is committed to ensuring high standards of corporate governance through the establishment and adoption of good practices and procedures which are in the best interests of the Company and its shareholders. The principles of corporate governance adopted by the Company enhance board practices, internal controls, transparency and accountability to the Company's shareholders.

The Company applied the principles and complied with all code provisions of the Code on Corporate Governance Practices (the "CG Code") as set out in Appendix 14 of the Rules Governing the Listing of Securities ("Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") throughout the accounting period covered by the annual report (the "Period").

The Board will review the corporate governance practices and procedures from time to time and shall make necessary arrangements when the Board considers appropriate.

We have summarized the corporate governance practices and procedures adopted by the Company during the Period as below:

THE BOARD OF DIRECTORS (THE "BOARD")

As at the date of this report, the Board comprises a total of six directors, including three executive directors and three INEDs. One of the INEDs has the relevant accounting and related financial management expertise as required by the Listing Rules. The names of the directors by category are as follows:

Executive directors

Ms. Geng Ying (Chairman)
Mr. Gao Feng (Vice-Chairman)
Mr. Chiu Sui Keung (Chief Executive Officer)
Mr. Sun Wei (Resigned on 2 August 2010)

Independent non-executive directors

Mr. Cheng Wing Keung, Raymond
Mr. Lam Williamson (Appointed on 1 January 2011)
Mr. Wong Hoi Kuen (Appointed on 9 May 2011)
Dr. Lam Lee G. (Appointed on 24 November 2010 and resigned on 23 March 2011)
Mr. Lu Xin (Retired on 8 October 2010)
Mr. Tang Ping Sum (Resigned on 1 January 2011)

Biographical details of each director are set out under the Directors and Senior Management Profiles section on pages 11 to 13 of this annual report.

Each of the executive directors has respectively entered into a service agreement with the Company for an initial term of three years but is subject to retirement by rotation and is eligible for re-election.

企業管治常規

本公司承諾透過制定及採納符合本公司及其股東最佳利益之良好常規及程序，以確保達致高水平之企業管治。本公司所採納之企業管治原則有助加強董事會常規、內部監控、對本公司股東之透明度及問責。

本公司已於整個年報所涵蓋之會計期間內（「該期間」）應用香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十四所載之企業管治常規守則（「企業管治守則」）之所有守則條文。

董事會將不時檢討企業管治常規及程序，並於董事會認為適當時作出必要安排。

吾等已於下文概述本公司於該期間內所採納之企業管治常規及程序：

董事會（「董事會」）

於本報告日期，董事會共由六名董事組成，包括三名執行董事及三名獨立非執行董事。其中一名獨立非執行董事擁有上市規則所規定之有關會計及相關財務管理專長。茲按類別列出董事之姓名如下：

執行董事

耿瑩女士（主席）
高峰先生（副主席）
趙瑞強先生（行政總裁）
孫威先生（於二零一零年八月二日辭任）

獨立非執行董事

鄭永強先生
林全智先生（於二零一一年一月一日獲委任）
黃海權先生（於二零一一年五月九日獲委任）
林家禮博士（於二零一零年十一月二十四日獲委任並於二零一一年三月二十三日辭任）
盧欣先生（於二零一零年十月八日退任）
鄧炳森先生（於二零一一年一月一日辭任）

各位董事之履歷詳情載於本年報第11至第13頁之董事及高級管理層簡介一節。

各執行董事已與本公司訂立服務合約，初步為期三年，惟須輪席告退並符合資格膺選連任。

Corporate Governance Report

企業管治報告

All of the independent non-executive directors have no fixed term of appointment, but are subject to retirement by rotation and is eligible for re-election.

None of the directors has any financial, business, family or other material or relevant relationships among members of the Board.

The Company has received confirmation from each of the INEDs about his independence pursuant to rule 3.13 of the Listing Rules. The Company is of the view that all INEDs meet the independence rules and continues to consider each of them to be independent.

The Board, as led by the Chairman and the Vice Chairman, is collectively responsible for the set up of the Group's overall strategies, operating and financial policies, approval of annual budgets and business plans, evaluation of the performance of the Company's business, and oversight of the management team. The management team is responsible for the day-to-day operations of the Group under the supervision of the Managing Director.

CHAIRMAN, VICE CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The positions of the Chairman, Vice Chairman and the Chief Executive Officer are held by separate individuals with a view to maintaining an effective segregation of duties regarding the management of the Board and the day-to-day management of the Group's businesses.

The Chairman and the Vice Chairman lead the Board and oversees the functioning of the Board to ensure that the Board acts in the best interests of the Company and its shareholders, and Board meetings are planned and conducted effectively. The Chairman is primarily responsible for the approval of the agenda prepared by the Company Secretary for each Board meeting, and taking into account, where appropriate, matters proposed by members of the Board and including them in the agenda. With the support of the Vice Chairman, other executive directors and the Company Secretary, the Chairman seeks to ensure that all directors are properly briefed on issues arising at Board meetings and receive sufficient and reliable information in a timely manner before the Board meetings. The Chairman and the Vice Chairman also actively encourage directors to engage in the Board's affairs and make contribution to the Board's decisions.

The Chief Executive Officer is responsible for the day-to-day management of the Group's businesses, the formation and implementation of operating and financial policies among the Group and accountability to the Board for all the Group's operations. The Chief Executive Officer together with the management team ensure that the Company's business plans are consistent with the strategies and objectives established by the Board. In addition, the Chief Executive Officer ensures that the Company meets its funding requirements and closely monitors the operating and financial results against the Company's business plans and budgets, and takes remedial actions if necessary. The Chief Executive Officer is also responsible for the establishment and maintenance of an effective management team to assist him in the day-to-day management of the Group's businesses.

所有獨立非執行董事並無固定任期，惟須輪席告退並符合資格膺選連任。

概無董事與其他董事會成員有任何財務、業務或其他重大或相關關係。

本公司已收到各獨立非執行董事根據上市規則第3.13條作出關於其獨立性之確認書。本公司認為所有獨立非執行董事均符合獨立性規則，並繼續認為彼等各自均為獨立人士。

在主席及副主席之領導下，董事會共同負責制定本集團之整體策略、經營及財務政策、審批年度預算與業務計劃、評估本公司之業務表現以及監督管理層團隊。管理層團隊在董事總經理之監督下負責本集團之日常經營業務。

主席、副主席及行政總裁

主席、副主席及行政總裁之職務由不同人士擔任，以便有關董事會管理與本集團業務日常管理之職責得到有效分配。

主席及副主席領導董事會及監督董事會之職能，以確保董事會按符合本公司及其股東之最佳利益行事，並有效籌劃及進行董事會會議。主席主要負責審批公司秘書為每次董事會會議準備之議程，並考慮（如適用）董事會成員提呈之事項並將其納入會議議程。在副主席、其他執行董事及公司秘書之支持下，主席致力確保所有董事就於董事會會議上提出之事項得到適當說明，並於董事會會議前及時獲得充份而可靠之資料。主席及副主席亦積極鼓勵董事參與董事會事務，為董事會之決策作出貢獻。

行政總裁負責本集團業務之日常管理、制定及執行本集團之經營及財務政策，並就本集團之所有經營業務對董事會負責。行政總裁及管理層團隊確保本公司之業務計劃與董事會制定之策略及目標一致。另外，行政總裁確保本公司可應付其資金需求及以本公司業務計劃及預算密切監察其經營及財務業績，並於必要時採取補救措施。行政總裁亦負責建立及維護一支有效的管理層團隊，以協助其進行本集團業務之日常管理。

Corporate Governance Report

企業管治報告

BOARD PRACTICES

Regular Board meetings are scheduled in advance to give all directors an opportunity to attend in person. Sixteen regular Board meetings had been held during the Period. Each of the directors has full access to information of the Company and has access to the advice and services of the Company Secretary in respect of compliance with board procedures and all applicable rules and regulations. Each of the directors may also take independent professional advice at the Company's expense, if necessary, in accordance with the approved procedures. The minutes of the Board are prepared by the Company Secretary with details of the matters considered by the Board and decisions reached, including any concerns raised by the members of the Board or dissenting views expressed.

The Board held 16 meetings during the Period and the attendance record of each member of the Board is set out below:

董事會常規

董事會常規會議乃預先安排，好讓所有董事均有機會親自出席。於該期間內舉行了十六次董事會常規會議。各董事可索取本公司之一切資料，並可就遵守董事會程序及所有適用規則及規例請公司秘書提供意見及服務。各董事亦可按照所需及根據既定程序尋求獨立專業意見，有關支出由本公司承擔。載有董事會所考慮之事宜及所達致之決定（包括董事會成員提出之任何關注事項或表達之不同看法）之董事會會議紀錄由公司秘書備存。

董事會於該期間內舉行了16次會議，董事會各位董事之出席記錄如下：

		Attendance of Board meetings Directors in 2010/2011 於二零一零年／ 一一年內出席 董事會會議次數	Attendance Rate 出席率
Executive directors			
Ms. Geng Ying (Chairman)	耿瑩女士(主席)	10/16	63%
Mr. Gao Feng (Vice-Chairman)	高峰先生(副主席)	16/16	100%
Mr. Chiu Sui Keung (Chief Executive Officer)	趙瑞強先生(行政總裁)	16/16	100%
Mr. Sun Wei (Resigned on 2 August 2010)	孫威先生(於二零一零年八月二日辭任)	0/2	0%
Independent non-executive directors			
Mr. Cheng Wing Keung, Raymond	鄭永強先生	9/16	56%
Mr. Lam Williamson (Appointed on 1 January 2011)	林全智先生(於二零一一年一月一日獲委任)	2/5	40%
Mr. Wong Hoi Kuen (Appointed on 9 May 2011)	黃海權先生(於二零一一年五月九日獲委任)	N/A	N/A
Dr. Lam Lee G. (Appointed on 24 November 2010 and resigned on 23 March 2011)	林家禮博士(於二零一零年十一月二十四日獲委任並於二零一一年三月二十三日辭任)	3/7	43%
Mr. Lu Xin (Retired on 8 October 2010)	盧欣先生(於二零一零年十月八日退任)	2/4	50%
Mr. Tang Ping Sum (Resigned on 1 January 2011)	鄧炳森先生(於二零一一年一月一日辭任)	9/11	82%

Corporate Governance Report

企業管治報告

APPOINTMENTS, RE-ELECTION AND REMOVAL OF DIRECTORS

In accordance with article 86(3) of the Articles, any director appointed by the Board to fill a casual vacancy should be subject to election by Shareholders at the first general meeting of the Company. In accordance with articles 87(1) of the Articles, every director (including those appointed for a specific term or holding office as Chairman of the Board or the Managing Director of the Company) shall be subject to retirement by rotation at least once every three years.

Under the CG Code, non-executive directors should be appointed for specific terms, subject to re-election. Currently, the independent non-executive Directors have no set term of office but are subject to retirement by rotation at annual general meetings of the Company in accordance with the Company's articles of association.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS OF LISTED ISSUERS (THE "MODEL CODE")

The Company adopted a code of conduct regarding directors' securities transactions as set out in the Model Code in Appendix 10 of the Listing Rules on the terms no less exacting than the required standard set out in the Model Code throughout the Period. After having made specific enquiry to all directors of the Company, the directors are of the opinion that they have complied with the required standard set out in the Model Code and its code of conduct regarding directors' securities transactions throughout the Period.

ACCOUNTABILITY

The following statement, which sets out the responsibilities of the directors in relation to the financial statements, should be read in conjunction with, but distinguished from, the Independent Auditors' Report on pages 38 to 41 of the annual report which acknowledges their reporting responsibilities as the external auditors of the Company:

(i) Annual and Interim Reports and Financial Statements

The directors acknowledge their responsibility to prepare the financial statements of the Company and of the Group for each financial year which gives a true and fair view of the state of affairs of the Company and of the Group as at the year end and of the Group's profit or loss and cash flow for the year then ended.

(ii) Accounting Policies

In preparing the financial statements for each financial year, the directors have selected appropriate accounting policies and apart from those new and amended accounting policies as disclosed in the notes to the financial statements, have applied them consistently with previous financial periods. Judgments and estimates have been made that are prudent and reasonable.

董事之委任、重選及免職

根據細則第86(3)條，董事會所委任以填補臨時空缺之任何董事應於隨後的本公司首次股東大會上接受股東選舉。根據細則第87(1)條，每位董事（包括獲委任一個指定任期或擔任董事會主席或本公司董事總經理職務者）須至少每三年輪值退任一次。

根據企業管治守則，非執行董事應獲委任指定任期（可予重選）。目前，獨立非執行董事並無設定任期，但須根據本公司之公司組織章程細則，於本公司之股東週年大會上輪值退任。

上市發行人董事進行證券交易的標準守則（「標準守則」）

本公司於該期間內一直採納上市規則附錄十標準守則規定之董事進行證券交易之行為守則，其條款與標準守則所載之必守準則同樣嚴謹。向本公司全體董事作出特定查詢後，各董事認為彼等於該期間內一直遵守標準守則所載之必守準則及其有關董事進行證券交易之行為守則。

問責

下文陳述（載有董事有關財務報表之責任）應與年報第38頁至第41頁確認本公司外聘核數師呈報職責之獨立核數師報告書一併閱讀，但兩者應分別獨立理解：

(i) 年度及中期報告與財務報表

董事確認負責編製本公司及本集團於各財政年度之財務報表，而有關財務報表應真實及公平地反映本公司及本集團於年結日之財務狀況以及本集團於截至年結日止年度之盈虧及現金流量狀況。

(ii) 會計政策

於編製各財政年度之財務報表時，董事已選用適當之會計政策，並（除財務報表附註所披露之新訂及經修訂之會計政策外）採納與先前財政期間一致之會計政策。本公司已作出謹慎合理之判斷及估計。

(iii) Accounting Records

The directors are responsible for ensuring that the Group keeps accounting records which disclose with reasonable accuracy the financial position of the Group and enable the preparation of financial statements in accordance with the Hong Kong Financial Reporting Standards issued by the HKICPA, accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance and applicable disclosure provisions of the Listing Rules.

(iv) Safeguarding Assets

The directors are responsible for taking all reasonable and necessary steps to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

(v) Going Concern

The directors, having made specific enquiries, consider that the Group has adequate resources to continue in operational existence for the foreseeable future and that, for this reason, it is appropriate to adopt the going concern basis in preparing the financial statements of the Company and of the Group.

BOARD COMMITTEES

As an integral part of good corporate governance, the Board has established the following Board Committees to oversee particular aspects of the Company's affairs. A majority of the members of each of these Committees is INEDs. Each of the Audit, Remuneration and Nomination Committee is governed by its respective terms of reference.

AUDIT COMMITTEE

The Audit Committee comprises the three INEDs, chaired by Mr. Lam Williamson and the other two members of the Committee are Mr. Cheng Wing Keung, Raymond and Mr. Wong Hoi Kuen.

The terms of reference of the Audit Committee is based on "A Guide for the Formation of an Audit Committee" and updated by "A Guide for Effective Audit Committees" as issued by the HKICPA (previously known as the Hong Kong Society of Accountants) in December 1997 and in February 2002 respectively. It sets out the powers and duties of the Audit Committee, which includes those as set out in code provisions C.3.3(a) to (n) of the CG Code, and is reviewed by the Board from time to time.

The Audit Committee meets regularly with the management and the external auditors of the Company and reviews matters relating to audit, accounting and financial statements as well as internal control, risk evaluation and general compliance of the Group, and reports directly to the Board. It reviews the external auditors about their independence and objectivity and holds meetings with, the external auditors to discuss the nature and scope of audit and reporting obligations and also makes recommendations to the Board on the selection, appointment, resignation or dismissal of the external auditors.

(iii) 會計紀錄

董事有責任確保本集團存置會計紀錄，而該等紀錄可合理準確披露本集團之財務狀況，以及可根據香港會計師公會頒佈之香港財務報告準則、香港普遍採納之會計原則及香港公司條例之披露規定以及上市規則之適當披露條文編製財務報表。

(iv) 保護資產

董事有責任採取一切合理必要措施，以保護本集團之資產以及防範及查明欺詐和其他違規問題。

(v) 持續經營

經作出特定查詢後，董事認為本集團擁有充足資源以供在可見將來繼續經營業務，有鑒於此，採用持續經營基準編製本公司及本集團之財務報表實屬恰當。

董事委員會

作為良好企業管治不可或缺的一環，董事會已成立下列董事委員會，以監督本公司之各類具體事務。該等委員會之成員大多數為獨立非執行董事。審核、薪酬及提名委員會均受其本身之職權範圍所規管。

審核委員會

審核委員會由三名獨立非執行董事組成，林全智先生為主席，而其餘兩名成員為鄭永強先生及黃海權先生。

審核委員會之職權範圍乃根據香港會計師公會分別於一九九七年十二月頒佈之「成立審核委員會指引」及於二零零二年二月更新之「審核委員會有效運作指引」制訂，其載有審核委員會之權力及職責（包括企業管治守則之守則條文第C.3.3(a)至(n)條所載者），並由董事會不時檢討。

審核委員會乃定期與管理層及本公司之外聘核數師舉行會議，檢討有關本集團之核數、會計及財務報表以及內部監控、風險評估及一般遵例之事宜，並直接向董事會匯報。審核委員會就外聘核數師是否獨立及客觀進行檢討，並與外聘核數師舉行會議以討論核數之性質與範圍及呈報責任，並須就外聘核數師之挑選、委任、辭任或免除向董事會提出推薦建議。

Corporate Governance Report

企業管治報告

The Audit Committee held two meetings during the Period and the attendance record of each Audit Committee member is set out below:

審核委員會已於該期間內舉行2次會議，各審核委員會成員之出席紀錄載列如下：

		Attendance of Audit Committee meetings in 2010/2011 於二零一零年／ 一一年內出席 審核委員會 會議次數	Attendance Rate 出席率
Independent non-executive directors			
Mr. Cheng Wing Keung, Raymond	鄭永強先生	2/2	100%
Mr. Lam Williamson (Appointed on 1 January 2011)	林全智先生 (於二零一一年一月一日獲委任)	N/A不適用	N/A不適用
Mr. Wong Hoi Kuen (Appointed on 9 May 2011)	黃海權先生 (於二零一一年五月九日獲委任)	N/A不適用	N/A不適用
Dr. Lam Lee G. (Appointed on 24 November 2010 and resigned on 23 March 2011)	林家禮博士 (於二零一零年十一月二十四日獲委任並於二零一一年三月二十三日辭任)	0/1	0%
Mr. Lu Xin (Retired on 8 October 2010)	盧欣先生 (於二零一零年十月八日退任)	1/1	100%
Mr. Tang Ping Sum (Resigned on 1 January 2011)	鄧炳森先生 (於二零一一年一月一日辭任)	2/2	100%

The major work performed by the Audit Committee during the Period is summarized below:

審核委員會於該期間內履行之主要工作概述如下：

(i) Review of Financial Statements

The Audit Committee met and held discussions with the Group's external auditors and senior management, and reviewed the draft annual report and financial statements for the year ended 31 March 2011 and interim report and financial statements for the six months ended 30 September 2010 before making recommendations for the Board's approval. It reviewed and discussed the management's reports and representations with a view to ensuring that the Group's consolidated financial statements are prepared in accordance with the accounting principles generally accepted in Hong Kong and the applicable disclosure requirements of Appendix 16 to the Listing Rules.

(i) 審閱財務報表

審核委員會與本集團之外聘核數師及高級管理層舉行會議及進行討論，並向董事會提出批准推薦建議前審閱截至二零一一年三月三十一日止年度之年報及財務報表以及截至二零一零年九月三十日止六個月之中期報告及財務報表之草稿。審核委員會審閱及討論管理層之報告及陳述，旨在確保本集團之綜合財務報表乃按照香港普遍採納之會計原則及上市規則附錄十六之適用披露規定編製。

(ii) Review of the Company's financial controls, risk management and internal control systems

The Audit Committee reviewed the process by which the Group evaluated its control environment and its risk assessment process, and the way in which business and control risks were managed. It made recommendations to the Board about the effectiveness of internal control systems in the Group's business operations. These controls and systems allowed the Board to monitor the Company's overall financial position and to protect its assets.

(ii) 檢討本公司之財務監控、風險管理及內部監控系統

審核委員會檢討本集團對其監控環境與風險管理之評估程序，以及對營運及監控風險之管理方式，並就本集團業務營運之內部監控系統之有效性向董事會提出推薦建議。該等監控及系統可讓董事會監察本公司之整體財務狀況及保護其資產。

REMUNERATION COMMITTEE

The Remuneration Committee comprises two INEDs and one executive director, chaired by Mr. Lam Williamson and the other two members of the Committee are Mr. Cheng Wing Keung, Raymond and Mr. Chiu Sui Keung.

The Remuneration Committee's major responsibilities include the review of the Company's policy and structure for all remuneration of directors and senior management and the establishment of a formal and transparent procedure for developing policy on such remuneration, and the review and approval of performance-based remuneration by reference to corporate goals and objectives.

The Remuneration Committee held two meeting during the Period.

NOMINATION COMMITTEE

The Nomination Committee comprises three INEDs, chaired by Mr. Cheng Wing Keung, Raymond and the other two members of the Committee are Mr. Lam Williamson and Mr. Wong Hoi Kuen.

The Nomination Committee's major responsibilities include:

- (i) to review of the structure, size and composition of the Company's Board of Directors including, inter alia, the skills, knowledge, integrity, accomplishment and experience in the relevant industry;
- (ii) to identify individuals suitably qualified to become Board members and make recommendations to the Board on the selection of individuals nominated for directorship;
- (iii) assess the independence of independent non-executive directors; and
- (iv) to make recommendations to the Board on relevant matters relating to the appointment or reappointment of directors and succession planning for directors.

The Nomination Committee held two meeting during the Period.

薪酬委員會

薪酬委員會由兩名獨立非執行董事及一名執行董事組成，林全智先生為主席，而其餘兩名成員為鄭永強先生及趙瑞強先生。

薪酬委員會之主要職責包括檢討本公司有關董事及高級管理層所有薪酬之政策及架構，並就該薪酬制定正規及具透明度之政策程序，以及參照公司目標及宗旨檢討及批准績效薪酬。

薪酬委員會於該期間內舉行2次會議。

提名委員會

提名委員會由三名獨立非執行董事組成，鄭永強先生為主席，而其餘兩名成員為林全智先生及黃海權先生。

提名委員會之主要職責包括：

- (i) 檢討本公司董事會之架構、規模及組成，包括（但不限於）技能、學識、誠信、成就及於相關行業之經驗；
- (ii) 物色符合資格成為董事會成員之適當人選，並就挑選所提名人士擔任董事職務向董事會提供推薦意見；
- (iii) 評估獨立非執行董事之獨立性；及
- (iv) 就與委任或重新委任董事及董事繼任計劃有關之事宜向董事會提供推薦意見。

提名委員會於該期間內舉行了二次會議。

		Attendance of Nomination Committee meeting in 2010/11 於二零一零年／ 一一年出席 提名委員會 會議次數		Attendance Rate 出席率
Directors 董事				
Mr. Cheng Wing Keung, Raymond	鄭永強先生	2/2		100%
Mr. Lam Williamson (Appointed on 1 January 2011)	林全智先生（於二零一一年一月一日獲委任）	N/A不適用		N/A不適用
Mr. Wong Hoi Kuen (Appointed on 9 May 2011)	黃海權先生（於二零一一年五月九日獲委任）	N/A不適用		N/A不適用
Dr. Lam Lee G. (Appointed on 24 November 2010 and resigned on 23 March 2011)	林家禮博士（於二零一零年十一月二十四日獲委任 並於二零一一年三月二十三日辭任）	N/A不適用		N/A不適用
Mr. Lu Xin (Retired on 8 October 2010)	盧欣先生（於二零一零年十月八日退任）	N/A不適用		N/A不適用
Mr. Tang Ping Sum (Resigned on 1 January 2011)	鄧炳森先生（於二零一一年一月一日辭任）	1/2		50%

Corporate Governance Report

企業管治報告

The Nomination Committee has reviewed and discussed (1) the prevailing structure, size and composition of the Board; (2) the independence of the INEDs; and (3) nomination of directors for re-election at the forthcoming annual general meeting. The Nomination Committee has made recommendations to the Board.

In selecting a suitable candidate to become a member of the Board, the Nomination Committee will consider various criteria such as education, qualification, experience and reputation of such candidate.

INTERNAL CONTROL AND GROUP RISK MANAGEMENT

The Board has overall responsibilities for maintaining sound and effective internal control systems of the Group. The Group's systems of internal control include a defined management structure with limits of authority which is designed to help the achievement of business objectives, safeguard assets against unauthorised use or disposition, to ensure the maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication, and to ensure compliance with relevant legislation and regulations. The system is designed to provide reasonable, but not absolute, assurance against material misstatement or loss and to manage rather than eliminate risks of failure in operational systems and achievement of the Group's objectives.

(i) Organisational Structure

An organisational structure with operating policies and procedures, lines of responsibility and delegated authority has been established.

(ii) Authority and Control

The relevant executive directors and senior management are delegated with respective levels of authorities with regard to key corporate strategy and policy and contractual commitments.

(iii) Budgetary Control and Financial Reporting

Proper controls are in place for the recording of complete, accurate and timely accounting and management information. Regular reviews and audits are carried out to ensure that the preparation of financial statements is carried out in accordance with generally accepted accounting principles, the Group's accounting policies and applicable laws and regulations.

(iv) Group Risk Management

The Group has developed and implemented risk mitigation strategies including the use of insurance to transfer the financial impact of risk upon directors and senior management.

The Board, has reviewed the effectiveness of the Company's system of internal control over financial, operational and compliance issues for the year 2010 and concluded that the Company has set up a sound control environment and necessary control mechanism to monitor and correct non-compliance. The Board is satisfied that the Company in 2011 fully complied with the provisions on internal controls as set out in CG Code.

提名委員會曾審閱及討論(1)董事會之現行架構、規模及組成；(2)獨立非執行董事之獨立性；及(3)於應屆股東週年大會上提名有關重選之董事。提名委員會已向董事會提出建議。

於挑選合適候選人加入董事會時，提名委員會將考慮多項標準，例如該候選人之教育水平、資格、經驗及知名度等。

內部監控及集團風險管理

董事會須全面負責維持本集團穩建及有效之內部監控系統。本集團之內部監控系統包括界定管理架構及授權限制，以協助實現各項業務目標、保障資產免於未經授權挪用或處置，從而確保維護妥當之會計記錄以提供可靠之財務資料供內部使用或作發表之用，並確保遵守相關法例及規例。上述監控系統旨在合理（但並非絕對）保證並無重大錯誤陳述或損失，以及管理（而非消除）營運系統失誤及本集團未能達標之風險。

(i) 組織架構

本公司已建立一套訂明相關營運政策及程序、職責及權限之組織架構。

(ii) 權限及監控

相關執行董事及高級管理層各自獲授有關重要企業策略及政策及合約承諾之權限。

(iii) 預算控制及財務申報

本公司已建立適當監控程序，以確保全面、正確、及時紀錄會計及管理資料，並定期進行檢討及審查，以確保按照普遍採納之會計原則、本集團之會計政策及適用之法例及規例編製財務報表。

(iv) 集團風險管理

本集團已制訂及實施風險減輕策略，包括使用保險以轉移風險對董事及高級管理層之財務影響。

董事會已檢討本公司有關二零一零年年度之財務、營運及合規事宜之內部監控系統之成效，得出之結論是，本公司已制定穩健的監控環境及必要監控機制，以監察及糾正未有合規之情況。董事會相信，本公司於二零一一年已全面遵守企業管治守則所載之內部監控條文。

EXTERNAL AUDITORS

HLB Hodgson Impey Cheng (“HLB”) are currently appointed as the external auditors of the Company, which provides audit and non-audit services to the Company. In order to maintain HLB’s independence and objectivity and the effectiveness of the audit process in accordance with the applicable standards, the Audit Committee, under its terms of reference, holds meetings with HLB to discuss the nature and scope of their audit and related fees, and to approve the nature and scope of non-audit services requested by the Company and related fees.

The nature of audit and non-audit services provided by HLB and fees paid to HLB (including any entity that is under common control, ownership or management with the audit firm or any entity that a reasonable and informed third party having knowledge of all relevant information would reasonably conclude as part of the audit firm nationally or internationally) are set out below:

Auditors' remuneration:	核數師酬金：	HK\$' 000 千港元
– Audit services	– 核數服務	630
– Tax services	– 稅務服務	–
– Other services	– 其他服務	483
		1,113

The Board has accepted the recommendation from the Audit Committee on re-appointing HLB as the external auditors of the Company.

外聘核數師

國衛會計師事務所(「國衛」)現獲委任為本公司之外聘核數師，向本公司提供核數及非核數服務。為維持國衛按照適用準則進行核數程序之獨立、客觀及有效，審核委員會在其職權範圍內與國衛舉行會議以討論其核數之性質及範圍以及相關費用，並審批本公司要求之非核數服務之性質及範圍以及相關費用。

國衛提供之核數及非核數服務之性質及支付予國衛(包括與會計師事務所受共同控制、擁有或管理之任何機構，或知悉所有相關資料之合理知情第三方可合理斷定為該會計師事務所之國內或國際分部之任何機構)之費用如下：

董事會已接納審核委員會關於續聘國衛為本公司外聘核數師之推薦建議。

Report of the Directors

董事會報告

The board of directors (the “Board”) submit herewith their report and the audited financial statements of Sino Resources Group Limited (the “Company”) and its subsidiaries (together the “Group”) for the year ended 31 March 2011.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Details of the principal activities of the Company’s subsidiaries are set out in Note 18 to the consolidated financial statements. There were no significant changes in the nature of the Group’s principal activities during the year.

PRINCIPAL SUBSIDIARIES

Details of the Company’s principal subsidiaries as at 31 March 2011 are set out in Note 18 to the consolidated financial statements.

RESULTS AND DIVIDENDS

The Group’s loss for the year ended 31 March 2011 and the state of affairs of the Company and the Group at that date are set out in the consolidated financial statements on pages 41 to 143.

The directors do not recommend the payment of a final dividend (2010: Nil) in respect of the year to shareholders of the Company.

董事會(「董事會」)謹此提呈彼等之報告及神州資源集團有限公司(「本公司」)及其附屬公司(統稱「本集團」)截至二零一一年三月三十一日止年度之經審核財務報表。

主要業務

本公司之主要業務為投資控股。本公司附屬公司之主要業務詳情載於綜合財務報表附註18。年內，本集團之主要業務性質概無重大變動。

主要附屬公司

本公司於二零一一年三月三十一日之主要附屬公司之詳情載於綜合財務報表附註18。

業績及股息

本集團截至二零一一年三月三十一日止年度之虧損及本公司與本集團於該日之業務狀況載於綜合財務報表第41至第143頁內。

董事會不建議向本公司之股東派付本年度末期股息(二零一零年：無)。

Report of the Directors

董事會報告

SUMMARY FINANCIAL INFORMATION

The following is a summary of the published consolidated results and of the assets and liabilities of the Group:

RESULTS

For the year ended 31 March 2011

財務資料概要

以下為本集團已刊發之綜合業績及資產與負債概要：

業績

截至二零一一年三月三十一日止年度

		Notes 附註	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Continuing operations	持續經營業務			
Turnover	營業額	7	82,368	87,374
Other revenue	其他收益	7	1,450	3,290
Other income	其他收入	8	2,668	1,276
Advertising and promotion expenses	廣告及推廣開支		(12,718)	(9,467)
Agency commission	代理佣金		(6,561)	(5,746)
Amortisation and depreciation of trade shows and exhibition operation	展覽會業務之攤銷及折舊		(69)	(928)
Hotel and travel package expenses	酒店及旅遊套票開支		(4,492)	(3,028)
Operating lease rentals	經營租賃租金		(2,484)	(6,792)
Staff costs	員工成本		(24,598)	(26,899)
Other operating expenses	其他營運開支		(55,800)	(59,574)
Gain on disposal of subsidiaries	出售附屬公司之收益	36	991	2,032
Impairment loss recognised in respect of property, plant and equipment	就物業、廠房及設備確認之減值虧損		—	(377)
Loss from operating activities	經營業務虧損	8	(19,245)	(18,839)
Finance costs	融資成本	9	(18,167)	(22,924)
Loss before tax	除稅前虧損		(37,412)	(41,763)
Taxation	稅項	12	2,228	1,156
Loss for the year from continuing operations	本年度來自持續經營業務之虧損		(35,184)	(40,607)
Discontinued operations	已終止經營業務			
Loss for the year from discontinued operations	本年度來自已終止經營業務之虧損	13	—	(797,129)
Loss for the year	本年度虧損		(35,184)	(837,736)
Other comprehensive loss, net of tax	其他全面虧損(除稅)			
Exchange differences on translating foreign operations	換算海外經營業務之匯兌差額		(46)	(254)
Total comprehensive loss for the year	本年度全面虧損總額		(35,230)	(837,990)

Report of the Directors

董事會報告

SUMMARY FINANCIAL INFORMATION (continued)

財務資料概要 (續)

		Notes 附註	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Dividends	股息	15	–	–
Loss attributable to:	歸屬於下列人士之虧損：			
Owners of the Company	本公司擁有人		(34,458)	(837,736)
Non-controlling interests	非控股權益		(726)	–
			(35,184)	(837,736)
Total comprehensive loss attributable to:	歸屬於下列人士之全面虧損總額：			
Owners of the Company	本公司擁有人		(34,504)	(837,990)
Non-controlling interests	非控股權益		(726)	–
			(35,230)	(837,990)
Loss per share attributable to owners of the Company	本公司擁有人應佔每股虧損	16		
For continuing and discontinued operations	持續及已終止經營業務			
– Basic	– 基本		(3) cents港仙	(77) cents港仙
– Diluted	– 攤薄		(3) cents港仙	(77) cents港仙
For continuing operations	持續經營業務			
– Basic	– 基本		(3) cents港仙	(4) cents港仙
– Diluted	– 攤薄		(3) cents港仙	(4) cents港仙

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

隨附之附註屬本財務報表整體之一部份。

SUMMARY FINANCIAL INFORMATION (continued)

財務資料概要 (續)

		As at 31 March 於三月三十一日				
		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Assets and liabilities	資產與負債					
Non-current assets	非流動資產	4,492	1,886	1,234,355	1,030,397	65,178
Current assets	流動資產	116,459	192,747	159,907	142,012	55,670
Current liabilities	流動負債	(234,889)	(362,251)	(582,320)	(689,400)	(74,022)
Non-current liabilities	非流動負債	(147,276)	(136,002)	(204,846)	(303,569)	(1,030)
		(261,214)	(303,620)	607,096	179,440	45,796

Note: The results of the Group for the two years ended 31 March 2010 and 31 March 2011 and its assets and liabilities as at 31 March 2010 and 2011 are those set out on pages 41 to 44 of the consolidated financial statements.

附註：本集團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兩個年度之業績及其於二零一零年及二零一一年三月三十一日之資產與負債分別載於財務報表第41至第44頁。

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year are set out in Note 17 to the consolidated financial statements.

物業、廠房及設備

本集團年內之物業、廠房及設備變動詳情載於綜合財務報表附註17。

SHARE CAPITAL AND SHARE OPTIONS

Details of movements in the Company's share capital during the year and details of the Company's share option scheme are set out in Notes 31 and 33 to the consolidated financial statements.

股本及購股權

本公司年內之股本變動詳情及本公司購股權計劃及認股權證詳情載於綜合財務報表附註31及33。

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's articles of association or the laws of the Cayman Islands, being the jurisdiction in which the Company is incorporated, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

優先購買權

本公司之公司組織章程細則或開曼群島（本公司註冊成立所處之司法權區）法例概無載有關於優先購買權之條文，而令本公司須按比例向現有股東發售新股份。

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

The Company or any of its subsidiaries had not purchased, redeemed or sold any of the Company's listed securities during the year.

購買、贖回或出售本公司之上市證券

本公司或其任何附屬公司在年內概無購買、贖回或出售任何本公司之上市證券。

BORROWINGS

Details of the borrowings of the Group are set out in Notes 26 and 28 to the consolidated financial statements.

借貸

本集團借貸之詳情載於綜合財務報表附註26及28。

Report of the Directors

董事會報告

RESERVES

Details of movements in the reserves of the Company and the Group during the year are set out in Note 32 to the consolidated financial statements and in the consolidated statement of changes in equity, respectively.

DISTRIBUTABLE RESERVES

At 31 March 2011, the Company did not have any reserves (2010: Nil), available for cash distribution and/or distribution in specie, calculated in accordance with the Companies Law (2003 Revision) of the Cayman Islands, and no final dividend (2010: Nil) has been proposed out of such reserves for the year. In accordance with the Companies Law (2003 Revision) of the Cayman Islands, a company may make distributions to its members out of the contributed surplus accounts under certain circumstances. In addition, the Company's share premium account, in the amount of HK\$521,531,000 (2010: HK\$448,713,000) may be distributed in the form of fully paid bonus shares.

MAJOR CUSTOMERS AND SUPPLIERS

In the year under review, sales to the Group's five largest customers accounted for approximately 28% (2010: 22%) of the Group's turnover for the year and turnover attributable to the largest customer included therein amounted to approximately 13% (2010: 12%). Purchases from the Group's five largest suppliers accounted for approximately 92% (2010: 91%) of the Group's cost of exhibitions for the year and the fees paid to the largest supplier accounted for approximately 50% (2010: 63%) of the Group's cost of exhibitions for the year.

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

DIRECTORS

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

Executive directors

Ms. Geng Ying (Chairman)
Mr. Gao Feng (Vice-Chairman)
Mr. Chiu Sui Keung (Chief Executive Officer)
Mr. Sun Wei (Resigned on 2 August 2010)

Independent non-executive directors

Mr. Cheng Wing Keung, Raymond
Mr. Lam Williamson (Appointed on 1 January 2011)
Mr. Wong Hoi Kuen (Appointed on 9 May 2011)
Dr. Lam Lee G. (Appointed on 24 November 2010
and resigned on 23 March 2011)
Mr. Lu Xin (Retired on 8 October 2010)
Mr. Tang Ping Sum (Resigned on 1 January 2011)

儲備

本公司及本集團在年內之儲備變動詳情分別載於綜合財務報表附註32及綜合權益變動表。

可供分派儲備

於二零一一年三月三十一日，本公司並無任何按照開曼群島公司法（二零零三年修訂版）計算之可供作現金分派及／或實物分派之儲備（二零一零年：無），亦無獲建議自本年度之有關儲備中撥付末期股息（二零一零年：無）。根據開曼群島公司法（二零零三年修訂版），本公司可在若干情況下以繳入盈餘賬內之款項向其股東作出分派。此外，本公司股份溢價賬內之521,531,000港元（二零一零年：448,713,000港元）亦可以繳足股款紅利股份之形式作出分派。

主要客戶及供應商

於回顧年度內，本集團向五大客戶取得之銷售額佔本集團年內之營業額約28%（二零一零年：22%），此數額包括向當中最大客戶取得之銷售額約13%（二零一零年：12%）。本集團向五大供應商之採購額佔本集團年內之展覽成本約92%（二零一零年：91%），而向最大供應商支付之費用則佔本集團年內之展覽成本約50%（二零一零年：63%）。

本公司董事、彼等之任何聯繫人士或任何股東（就董事所知，擁有本公司已發行股本5%以上者）概無於本集團之五大客戶或供應商中擁有任何實益權益。

董事

年內及截至本報告日期為止，本公司之董事如下：

執行董事

耿瑩女士（主席）
高峰先生（副主席）
趙瑞強先生（行政總裁）
孫威先生（於二零一零年八月二日辭任）

獨立非執行董事

鄭永強先生
林全智先生（於二零一一年一月一日獲委任）
黃海權先生（於二零一一年五月九日獲委任）
林家禮博士（於二零一一年十一月二十四日獲委任
並於二零一一年三月二十三日辭任）
盧欣先生（於二零一零年十月八日辭任）
鄧炳森先生（於二零一一年一月一日辭任）

DIRECTORS (continued)

In accordance with articles 86(3) of the Articles, Mr. Lam Williamson and Mr. Wong Hoi Kuen will be eligible for re-election at the forthcoming annual general meeting.

The Company has received confirmation from each of the INEDs about his independence pursuant of rule 3.13 of the Listing Rules. The Company is of the view that all INEDs meet the independent rules and continues to consider each of them to be independent.

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the directors of the Company and the senior management of the Group are set out on pages 11 to 13 of this annual report.

DIRECTORS' SERVICE CONTRACTS

The executive directors, Ms. Geng Ying, Mr. Gao Feng and Mr. Chiu Sui Keung have entered into service agreements with the Company for an initial term of three years commencing on 15 June 2009, 20 April 2009 and 20 April 2009 respectively.

All INEDs have no fixed terms of appointments. No service agreement has been or will be entered into between the Company and either of the INEDs.

Apart from the foregoing, no director proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company within one year without payment other than statutory compensation.

董事 (續)

根據細則第86(3)條，林全智先生及黃海權先生將符合資格於應屆股東週年大會上膺選連任。

本公司已收到各位獨立非執行董事根據上市規則第3.13條作出有關其獨立之確認書。本公司認為所有獨立非執行董事均遵守獨立規則，並繼續認為彼等均為獨立人士。

董事及高級管理層之簡歷

本公司董事及本集團高級管理層之簡歷載於本年報第11至第13頁。

董事之服務合約

執行董事耿瑩女士、高峰先生及趙瑞強先生已與本公司訂立服務合約，初步為期三年，分別由二零零九年六月十五日、二零零九年四月二十日及二零零九年四月二十日開始。

所有獨立非執行董事均無固定任期。本公司概無亦將不會與獨立非執行董事訂立服務合約。

除上述者外，擬於應屆股東週年大會上膺選連任之董事概無與本公司訂立本公司不得於一年內終止而毋須作出賠償（法定賠償除外）之服務合約。

Report of the Directors

董事會報告

DIRECTORS' REMUNERATION

During the year, directors' remuneration, comprised payments to the directors of the Company and its subsidiaries in connection with the management of the affairs of the Group, is as follow:

董事酬金

年內，董事酬金（包括就管理本集團業務而支付予本公司及其附屬公司各董事之款項）如下：

Name of director		Fees	Basic salaries	Housing allowances	Bonuses	Share-based payment	Provident fund contributions	Total
董事姓名		袍金	基本薪金	房屋津貼	花紅	以股份為基礎之付款	公積金供款	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
2011:								
Executive directors		二零一一年：執行董事						
Ms. Geng Ying	耿瑩女士	—	125	—	—	1,813	—	1,938
Mr. Gao Feng (Vice-Chairman)	高峰先生(副主席)	—	402	223	130	1,813	12	2,580
Mr. Chiu Sui Keung (Chief Executive Officer)	趙瑞強先生(行政總裁)	—	901	—	64	1,813	12	2,790
Mr. Sun Wei (Resigned on 2 August 2010)	孫威先生(於二零一零年八月二日辭任)	—	38	—	—	—	3	41
Independent non-executive directors		獨立非執行董事						
Mr. Cheng Wing Keung, Raymond	鄭永強先生	120	—	—	—	181	—	301
Mr. Lam Williamson (Appointed on 1 January 2011)	林全智先生(於二零一一年一月一日獲委任)	45	—	—	—	181	—	226
Mr. Wong Hoi Kuen (Appointed on 9 May 2011)	黃海權先生(於二零一一年五月九日獲委任)	—	—	—	—	—	—	—
Dr. Lam Lee G. (Appointed on 24 November 2010 and resigned on 23 March 2011)	林家禮博士(於二零一零年十一月二十四日獲委任並於二零一一年三月二十三日辭任)	98	—	—	—	181	—	279
Mr. Lu Xin (Retired on 8 October 2010)	盧欣先生(於二零一零年十月八日退任)	62	—	—	—	—	—	62
Mr. Tang Ping Sum (Resigned on 1 January 2011)	鄧炳森先生(於二零一一年一月一日辭任)	90	—	—	—	—	—	90
		415	1,466	223	194	5,982	27	8,307

Report of the Directors

董事會報告

DIRECTORS' REMUNERATION (continued)

董事酬金 (續)

Name of director 董事姓名	Fees 袍金 HK\$' 000 千港元	Basic salaries 基本薪金 HK\$' 000 千港元	Housing allowances 房屋津貼 HK\$' 000 千港元	Bonuses 花紅 HK\$' 000 千港元	Provident fund contributions 公積金供款 HK\$' 000 千港元	Total 合計 HK\$' 000 千港元
2010:						
Executive directors						
Ms. Geng Ying (Appointed on 1 August 2009)	耿瑩女士(於二零零九年 八月一日獲委任)	—	333	—	—	333
Mr. Gao Feng (Vice-Chairman) (Appointed on 15 June 2009)	高峰先生(副主席) (於二零零九年 六月十五日獲委任)	—	1,438	—	10	1,448
Mr. Chiu Sui Keung (Chief Executive Officer) (Appointed on 20 April 2009)	趙瑞強先生(行政總裁) (於二零零九年 四月二十日獲委任)	—	951	—	12	963
Mr. Sun Wei (Appointed on 20 April 2009)	孫威先生(於二零零九年 四月二十日獲委任)	—	260	—	11	271
Mr. Cheung Shui Kwai (Resigned on 6 April 2009)	張瑞貴先生(於二零零九年 四月六日辭任)	—	26	14	1	41
Mr. Chan Siu Chung (Resigned on 20 April 2009)	陳兆忠先生(於二零零九年 四月二十日辭任)	—	88	46	1	135
Mr. Javed Iqbal Khan (Resigned on 6 April 2009)	簡志偉先生(於二零零九年 四月六日辭任)	1	—	—	—	1
Mr. Fong Wang (Resigned on 20 April 2009)	方宏先生(於二零零九年 四月二十日辭任)	3	—	—	—	3
Mr. Ip Ki Cheung (Re-designated on 15 June 2009)	葉紀章先生(於二零零九年 六月十五日調任)	—	457	244	4	705
Mr. Hung Chen, Richael (Resigned on 1 August 2009)	洪誠先生(於二零零九年 八月一日辭任)	—	1,192	—	4	1,196
Non-executive director	非執行董事					
Mr. Ip Ki Cheung (Re-designated on 15 June 2009 and resigned on 15 July 2009)	葉紀章先生(於二零零九年 六月十五日調任 並於二零零九年七月十五日辭任)	—	—	—	—	—
Independent non-executive directors	獨立非執行董事					
Mr. Cheng Wing Keung, Raymond	鄭永強先生	120	—	—	—	120
Mr. Lu Xin	盧欣先生	120	—	—	—	120
Mr. Tang Ping Sum (Appointed on 30 Apr 2009)	鄧炳森先生(於二零零九年 四月三十日獲委任)	110	—	—	—	110
Mr. Cheng Hong Kei (Resigned on 30 Apr 2009)	鄭康棋先生(於二零零九年 四月三十日辭任)	10	—	—	—	10
		364	4,745	304	43	5,456

Report of the Directors

董事會報告

DIRECTORS' INTERESTS IN CONTRACTS

No director had a significant beneficial interest, either directly or indirectly, in any contracts of significance to the business of the Group to which the Company, its holding company or any of its subsidiaries was a party during the year. Save as disclosed in this report, none of the director has had any direct or indirect interest in any assets which have been acquired or disposed of by, or leased to, or which are proposed to be acquired or disposed of by, or leased to, any member of the Group during the year.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES

Save as disclosed below, as at 31 March 2011, none of the directors had any beneficial interests (including interests or short positions) in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which would be required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including the interests and short positions which they are taken or deemed to have taken under such provisions of the SFO), or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to in that section, or will be required, pursuant to the Model Code in the Listing Rules, to be notified to the Company and the Stock Exchange.

Long positions in the shares of the Company

Long Positions in the shares and underlying shares of the company

Name of Directors 董事名稱	Interest in shares/ Underlying shares 於股份／相關股份之權益	Capacity 身份	Number of shares/ underlying shares held 所持股份／相關股份之數目
Geng Ying 耿瑩	Share options 購股權	Beneficial owner 實益擁有人	13,000,000
Gao Feng (Note 1) 高峰(附註1)	Shares 股份	Beneficial owner 實益擁有人	178,000,000
	Shares 股份	Interest of a controlled corporation 擁有受控制公司之權益	178,000,000
	Shares options 購股權	Beneficial owner 實益擁有人	13,000,000
Chiu Sui Keung 趙瑞強	Share options 購股權	Beneficial owner 實益擁有人	13,000,000
Cheung Wing Keung, Raymond 鄭永強	Share options 購股權	Beneficial owner 實益擁有人	1,300,000
Lam Williamson 林全智	Share options 購股權	Beneficial owner 實益擁有人	1,300,000
Lam Lee G. 林家禮	Share options 購股權	Beneficial owner 實益擁有人	1,300,000
(Resigned on 23 March 2011) (於二零一一年三月二十三日辭任)			

Notes:

- Mr. Gao Feng is beneficially interested in the entire issued share capital of ACE Channel Limited.

董事之合約權益

本公司、其控股公司或其任何附屬公司於年內概無訂立與董事直接或間接擁有重大實益權益而對本集團業務影響重大之任何合約。除本報告披露者外，年內各董事概無直接或間接擁有本集團任何成員公司購入、出售或租賃或擬購入、出售或租賃之任何資產之任何權益。

董事及主要行政人員於股份、相關股份及債券之權益及淡倉

除下文披露者外，於二零一一年三月三十一日，概無董事於本公司或其任何聯營公司（具有證券及期貨條例（「證券及期貨條例」）第XV部所賦予之涵義）之股份、相關股份及債券中擁有根據證券及期貨條例第XV部份第7及8分部須知會本公司及聯交所（包括根據證券及期貨條例之有關條文被當作或被視為擁有之權益及淡倉）或根據證券及期貨條例第352條須記錄於該條例所述之登記冊或須根據標準守則知會本公司及聯交所之任何實益權益（包括權益或淡倉）。

於本公司股份之好倉

於本公司股份及相關股份之好倉

附註：

- 高峰先生實益擁有ACE Channel Limited之全部已發行股本。

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the share option scheme as set out in Note 33 to the consolidated financial statements, at no time during the year was the Company, its holding company or any of its subsidiaries a party to any arrangement to enable the Company's directors, their respective spouse or children under 18 years of age to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

SHARE OPTION SCHEME

Details of the Company's share option scheme are set out in Note 33 to the consolidated financial statements.

During the year ended 31 March 2011, no share option was exercised by the Company's directors and employees.

SHARE AWARD SCHEME

The Board has approved the adoption of the share award scheme ("Scheme") on 11 February 2011 ("Adoption Date"), pursuant to which existing shares will be purchased by the Bank of East Asia (Trustees) Limited ("Trustee") from the market at the cost of the Company and be held in trust for the relevant selected participants ("Selected Participants"). Selected Participants may cover any Director (including executive and non-executive Director), employee, officer, agent, advisor or consultant of the Company and of its subsidiaries.

The purpose of the Scheme are (i) to recognise the contributions by the Selected Participants and to give incentives thereto in order to retain them for the continuing operation and future development of the Group; and (ii) attract suitable personnel for further development of the Group.

If the Board selects a Director as the Selected Participant, the grant of the Awarded Shares to the Director may constitute a connected transaction of the Company. However, since the grant of awarded shares to Director forms part of the remuneration of the relevant Director under his/her service contract, such grant of awarded shares is exempted from all the reporting, announcement and independent Shareholder's approval requirement under Rules 14A.31(6) of the Listing Rules.

For the award of Shares to Selected Participants who are connected persons (excluding Directors), the Company will comply with the relevant provisions of the Listing Rules in relation to the reporting, announcement and independent Shareholders approval requirements. However, any grant to any Director or senior management of the Company must first be approved by the Remuneration Committee.

Subject to any early termination as may be determined by the Board pursuant to the rules relating to the Scheme, the Scheme shall be valid and effective for a term of 10 years commencing on the Adoption Date provided that no further contribution to the Trust shall be made by the Company on or after the 10th anniversary date of the Adoption Date.

董事購入股份或債券之權利

除於綜合財務報表附註33所載購股權計劃內所披露者外，本公司、其控股公司或其任何附屬公司在年內概無訂立任何安排，致使本公司董事、彼等各自之配偶或18歲以下之子女可藉購入本公司或任何其他法人團體之股份或債券而得益。

購股權計劃

本公司購股權計劃之詳情載於綜合財務報表附註33。

截至二零一一年三月三十一日止年度，並無購股權獲本公司董事及僱員行使。

股份獎勵計劃

董事會於二零一一年二月十一日（「採納日期」），董事會批准採納股份獎勵計劃（「該計劃」）。據此，Bank of East Asia (Trustees) Limited（「受託人」）將會在市場內購入現有股份（有關成本由本公司支付），而受託人將會以信託形式代相關經甄選參與者持有。經甄選參與者可包括任何董事（包括執行及非執行董事）、本公司及其附屬公司之僱員、高級職員、經理人、諮詢人或顧問（「甄選參與者」）。

該計劃旨在(i)肯定經甄選參與者所作出的貢獻，獎勵經甄選參與者，旨在鼓勵彼等繼續留任，共同為本集團的持續經營業務及未來發展努力；及(ii)吸引適合的人才加入，為本集團之未來發展效力。

倘若董事會選出一名董事作為經甄選參與者，則向該名董事授出獎勵股份可能構成一項關連交易。然而，由於根據相關董事之服務合約，向董事授出獎勵股份構成相關董事之部分酬金，授出有關獎勵股份一事可獲豁免遵守上市規則第14A.31(6)條項下之所有申報、公告及獨立股東批准規定。

倘若向身份屬關連人士之經甄選參與者（不包括董事）授予股份作為獎勵，本公司將遵守上市規則有關申報、公告及獨立股東批准規定之相關條文。然而，向本公司任何董事或高級管理人員授予任何股份，必須首先經薪酬委員會之批准。

該計劃自採納日期起計10年內有效及生效，惟董事會可根據計劃規則決定提前終止該計劃。然而，倘若本公司在採納日期滿10週年之日或其後向信託進一步作出貢獻，則作別論。

Report of the Directors

董事會報告

On 9 March 2011, the Board approved and transferred HK\$5,000,000 to Trustee. During the year ended 31 March 2011, 7,634,000 shares were purchased and held by the Trustee, representing approximately 0.57% of the issued share capital of the Company.

During the year ended 31 March 2011, no award shares have been released to Selected Participants.

SUBSTANTIAL SHAREHOLDERS AND INTERESTS DISCLOSABLE UNDER THE SFO

As at 31 March 2011, the following interests of 5% or more of the issued share capital of the Company were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO:

Name of shareholders	Notes	Number of shares interested	Nature of interests	Capacity	Approximate percentage of existing issued ordinary share capital of the company 本公司現有已發行普通股股本中之持股量概約百分比
股東姓名／名稱	附註	持有權益之股份數目	權益性質	身份	
Mega Wealth Capital Limited ("Mega Wealth") (「Mega Wealth」)	1	100,000,000	Long positions 好倉	Beneficial owner 實益擁有人	7.48%
Webright Limited ("Webright") (「Webright」)	1	98,000,000	Long positions 好倉	Beneficial owner 實益擁有人	7.33%
Mr. Hung Chen Richael ("Mr. Hung") 洪誠先生(「洪先生」)	1	423,640,000	Long positions 好倉	Beneficial owner 實益擁有人	31.69%
		198,000,000	Long positions 好倉	Interest of a controlled corporation 擁有受控制公司之權益	14.81%
Toeca National Resources B.V. ("Toeca National") (「Toeca National」)	2	215,200,000	Long positions 好倉	Beneficial owner 實益擁有人	16.10%
		118,000,000	Short positions 淡倉	Beneficial owner 實益擁有人	8.83%
Ramphastos Investments N.V. ("Ramphastos Investments") (「Ramphastos Investments」)	2	215,200,000	Long positions 好倉	Interest of a controlled corporation 擁有受控制公司之權益	16.10%
		118,000,000	Short positions 淡倉	Interest of a controlled corporation 擁有受控制公司之權益	8.83%
Boekhoorn Marcel Martinus Jacobus Johannes ("Boekhoorn Marcel") (「Boekhoorn Marcel」)	2	215,200,000	Long positions 好倉	Interest of a controlled corporation 擁有受控制公司之權益	16.10%
		118,000,000	Short positions 淡倉	Interest of a controlled corporation 擁有受控制公司之權益	8.83%
ACE Channel Limited ("ACE Channel") (「ACE Channel」)	3	178,000,000	Long positions 好倉	Interest of a controlled corporation 擁有受控制公司之權益	13.32%
Mr. Gao Feng 高峰先生	3	191,000,000	Long positions 好倉	Beneficial owner 實益擁有人	14.29%

於二零一一年三月九日，董事會批准及轉撥5,000,000港元予受託人。於截至二零一一年三月三十一日止年度，受託人購買及持有7,634,000股股份，佔本公司已發行股本約0.57%。

於截至二零一一年三月三十一日止年度，概無經甄選參與者獲授獎勵股份。

主要股東及根據證券及期貨條例須予披露之權益

於二零一一年三月三十一日，本公司已發行股本5%或以上之下列權益乃載於本公司根據證券及期貨條例第336條須存置之權益登記冊內：

SUBSTANTIAL SHAREHOLDERS AND INTERESTS DISCLOSABLE UNDER THE SFO

(continued)

主要股東及根據證券及期貨條例須予披露之權益 (續)

Name of shareholders	Notes	Number of shares interested	Nature of interests	Capacity	Approximate percentage of existing issued ordinary share capital of the company 本公司現有已發行普通股股本中之持股量概約百分比
股東姓名／名稱	附註	持有權益之股份數目	權益性質	身份	
Mr. Mak Wai Chun ("Ms. Mak") 麥慧珍女士 (「麥女士」)		118,000,000	Long positions 好倉	Interest of a controlled corporation 擁有受控制公司之權益	8.83%
		118,000,000		Interest of Spouse 配偶權益	8.83%
Mr. Wan Chuen Chung, Joseph ("Mr. Wan") 尹銓忠先生 (「尹先生」)		118,000,000	Long positions 好倉	Interest of Spouse 配偶權益	8.83%
		118,000,000	Long positions 好倉	Interest of a controlled corporation 擁有受控制公司之權益	8.83%
Sun Investment Development ("Sun Investment") (「Sun Investment」)	4	111,000,000	Long positions 好倉	Interest of a controlled corporation 擁有受控制公司之權益	8.30%
Mr. Sun Hui ("Mr. Sun") 孫暉先生 (「孫先生」)	4	111,000,000	Long positions 好倉	Beneficial owner 實益擁有人	8.30%

Notes:

- These 423,640,000 shares include the aggregate of 76,640,000 shares is beneficially owned by Mr. Hung, a former executive director (Resigned on 1 August 2009), and the outstanding principal amount of the Convertible Notes as at 31 March 2009 was HK\$173,500,000, which can be converted into 347,000,000 ordinary shares at a convertible price of HK\$0.5 shares.

Mr. Hung is the beneficially interested in the entire issued share capital of Mega Wealth and Webright. By virtue of the SFO, he is deemed to be interested in the 100,000,000 shares beneficially owned by Mega Wealth and 98,000,000 shares beneficially owned by Webright. Accordingly, Mr. Hung is deemed to be interested in these 621,640,000 shares under the SFO.

- Boekhoom Marcel has the ultimate beneficial interest in the entire issued share capital of Toeca National and Ramphastos Investments. By virtue of the SFO, Boekhoom Marcel is deemed to be interested in these 215,200,000 shares beneficially owned by Toeca National.
- Mr. Gao is the beneficially interested in the entire issued share capital of ACE Channel. By virtue of the SFO, he is deemed to be interested in the 178,000,000 shares beneficially owned by ACE Channel.
- Mr. Sun is the beneficially interested in the entire issued share capital of Sun Investment. By virtue of the SFO, he is deemed to be interested in the 111,000,000 shares beneficially owned by ACE Channel.
- This percentage is calculated based on the existing issued share capital of the Company as at 31 March 2011.

附註:

- 該等423,640,000股股份包括由前執行董事洪先生(於二零零九年八月一日辭任)實益擁有之76,640,000股股份以及於二零零九年三月三十一日尚未贖回之可換股票據,該批可換股票據之本金額為173,500,000港元,可按每股0.5港元之換股價轉換347,000,000股為普通股。

洪先生實益擁有Mega Wealth及Webright全部已發行股本之權益。根據證券及期貨條例,他被視為擁有100,000,000股及98,000,000股分別由Mega Wealth及Webright實益擁有之股份之權益。因此,根據證券及期貨條例,洪先生被視為擁有該621,640,000股股份之權益。

- Boekhoom Marcel擁有Toeca National和Ramphastos Investments全部已發行股本之最終實益權益。根據證券及期貨條例,Boekhoom Marcel被視為擁有該215,200,000股由Toeca National實益擁有之股份之權益。
- 高先生實益擁有ACE Channel全部已發行股本之權益。根據證券及期貨條例,他被視為擁有178,000,000股之股份之權益。
- 孫先生實益擁有Sun Investment全部已發行股本之權益。根據證券及期貨條例,他被視為擁有111,000,000股之股份之權益。
- 該百分比乃根據本公司於二零一一年三月三十一日之現有已發行股本計算。

Report of the Directors

董事會報告

MANAGEMENT CONTRACTS

During the year, save for the service contracts of the directors, the Company had not entered into any contract with any individual, firm or body corporate to manage or administer the whole or any substantial part of any business of the Company.

CONTRACTS OF SIGNIFICANCE

Unsecured loans from Mr. Hung Chen, Richael, a former executive director and a substantial shareholder who resigned on 1 August 2009, under the followings terms:

- (i) principal amount of HK\$3,000,000, bearing interest at a fixed rate of 8% per annum due on 3 December 2009;
- (ii) principal amount of HK\$8,000,000, bearing interest at a fixed rate of 8% per annum due on 8 March 2010; and

Save as disclosed above, no contracts of significance, to which the Company, its holding companies, its subsidiaries or fellow 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.

No contracts of significance for the provision of services to the Company or any of its subsidiaries by a controlling shareholder of the Company or any of its subsidiaries subsisted at the end of the year or at any time during the year.

No contracts of significance between the Company or any of its subsidiary companies and a controlling shareholder of the Company or may compete with the business of the Group.

CONTINUING CONNECTED TRANSACTIONS

The Master Project Management Agreement – Continuing Connected Transactions

On 6 April 2009, a wholly-owned subsidiary of the Group, Pro-Capital Investments Limited (“Pro-Capital”), entered into a master project management agreement (“Management Agreement”) with Group Idea International Limited (“Group Idea”) for a term ending on 5 April 2012. Notwithstanding Mr. Cheung Shui Kwai and Mr. Javed Iqbal Khan had resigned as executive directors of the Company on 6 April 2009, Mr. Cheung Shui Kwai and Mr. Javed Iqbal Khan shall remain a connected person of the Company for the 12 months following his resignation under the Listing Rules. In addition, upon completion of the disposal of Group Idea, Group Idea will become wholly owned by Mr. Cheung Shui Kwai and Mr. Javed Iqbal Khan. As such, Group Idea will become a connected person of the Company under the Listing Rules.

管理合約

於本年度內，除各董事之服務合約外，本公司概無與任何人士、法團或法人團體訂立任何合約以就本公司任何業務之全部或任何重大部份進行管理或行政管理。

重大合約

根據下列條款，來自洪誠先生（前任執行董事及主要股東，於二零零九年八月一日辭任）之無抵押貸款：

- (i) 本金3,000,000港元，按固定年利率8%計息，於二零零九年十二月三日期到期；
- (ii) 本金8,000,000港元，按固定年利率8%計息，於二零一零年三月八日期到期；及

除上文所披露者外，董事概無直接或間接於本公司、其控股公司、其附屬公司或同系附屬公司所訂立之重大合約（於年結日或於本年度任何時間仍然生效者）中擁有重大權益。

於年結日或於本年度任何時間，概無任何由本公司之控股股東或其任何附屬公司向本公司或其任何附屬公司提供服務之重大合約仍然生效。

概無本公司或其任何附屬公司與本公司之控股股東之間的重大合約與本集團之業務構成或可能構成競爭。

持續關連交易

主項目管理協議－持續關連交易

於二零零九年四月六日，本公司全資附屬公司Pro-Capital Investments Limited（「Pro-Capital」）與Group Idea International Limited（「Group Idea」）訂立一項主項目管理協議（「管理協議」），年期直至二零一二年四月五日。雖然張瑞貴先生及簡志偉先生經已於二零零九年四月六日辭任本公司執行董事職務，惟根據上市規則，兩人在辭任後十二個月內仍為本公司之關連人士。此外，完成出售Group Idea時，Group Idea將由兩人全資擁有。因此，Group Idea將成為上市規則所述本公司之關連人士。

Report of the Directors

董事會報告

Pursuant to the Management Agreement, Group Idea shall appoint Pro-Capital or its subsidiaries to provide certain management service from time to time and Pro-Capital accepts the appointment to provide Group Idea with such management services for the exhibitions managed by it during the term. As the project manager, Pro-Capital and/or its subsidiaries shall provide the management services and procure the provision of such services to Group Idea, including but not limited to providing human resources support; providing advertising, marketing and other promotional support; managing and overseeing the operation of the exhibition; arranging for construction, removal and selling of booths; keeping proper books and records for the exhibition and such other matters as the project manager shall consider necessary to carry out or perform its duties under the Management Agreement. Group Idea will share 20% of the revenue in respect of each exhibition managed by Pro-Capital and/or its subsidiaries. The Board proposed that the annual cap amounts of the sums of such shared revenue for the three years ending 31 December 2011 will be HK\$38 million, HK\$41 million and HK\$41 million, respectively. For the year ended 31 December 2010, the transaction amount under Management Agreement is approximately HK\$15,308,000 (2009: HK\$13,647,000).

The Board expect that the aggregate orders from Group Idea for the three years ending 31 December 2011 will exceed HK\$10,000,000 in each of the corresponding year. As such, the transactions under the Management Agreement will constitute non-exempt continuing connected transactions under the Listing Rules.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

So far as the directors were aware, none of the directors or their associates had any interest in a business that competes or may compete with the business of the Group.

COMPLIANCE WITH CG CODE

The Company is committed to ensuring high standards of corporate governance through the establishment and adoption of good practices and procedures which are in the best interests of the Company and its shareholders. The Company has applied the principles and complied with all code provisions of the CG Code throughout the year.

COMPLIANCE WITH MODEL CODE

Details of compliance with the Model Code by directors of the Company is set out in the Corporate Governance Report on pages 14 to 22 of this annual report.

概據管理協議，Group Idea將不時委任Pro-Capital或其附屬公司提供若干管理服務，而Pro-Capital接受委任，於有關年內就Group Idea所管理之展覽向Group Idea提供該等管理服務。作為項目經理，Pro-Capital及／或其附屬公司須向Group Idea提供管理服務及促使提供有關服務，包括（但不限於）提供人力資源支援；提供廣告、市場推廣及其他宣傳支援；管理及監督展覽之運作及確保展覽順利及有效率地進行；安排搭建、移除及售賣攤位；就展覽妥善備存簿冊及記錄；及項目經理就其根據主項目管理協議進行或履行其職責而認為有需要之有關其他事宜。Group Idea將會就Pro-Capital及／或其附屬公司所管理之每個展覽分享收入之20%。董事會建議，於截至二零一一年十二月三十一日止三個年度內，有關分享收入金額之全年上限金額分別為38,000,000港元、41,000,000港元及41,000,000港元。於截至二零一零年十二月三十一日止年度，管理協議之交易額約為15,308,000港元（二零零九年：13,647,000港元）。

董事會預期，截至二零一一年十二月三十一日止三個年度之訂單總額將超過各相應年度之10,000,000港元。因此，根據管理協議進行交易將構成上市規則所述之不獲豁免持續關連交易。

董事於競爭業務之權益

就董事所知，董事或其聯繫人士概無於對本集團任何業務構成或可能構成任何競爭之業務中擁有任何權益。

遵守企業管治守則

本公司承諾透過建立及採納符合本公司及其股東最佳利益之良好常規及程序，以確保高水準之企業管治。本公司於年內一直採用該等原則並遵守企業管治守則之所有守則條文。

遵守標準守則

本公司董事遵守標準守則之詳情載於本年報第14至第22頁之企業管治報告內。

Report of the Directors 董事會報告

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the directors of the Company as at the date of this report, the Company has maintained the prescribed public float under the Listing Rules.

AUDIT COMMITTEE

Details of the composition of the Company's Audit Committee and the major work performed by the Committee during the year is set out in the Corporate Governance Report on pages 14 to 22 of this annual report.

AUDITORS

HLB Hodgson Impey Cheng ("HLB") retire and a resolution for their reappointment as auditors of the Company will be proposed at the forthcoming annual general meeting.

The financial statements have been audited by HLB who retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of HLB as auditors of the Company is to be proposed at the forthcoming annual general meeting.

ON BEHALF OF THE BOARD

Geng Ying
Chairman

Hong Kong
28 June 2011

足夠公眾持股量

於本報告日期，根據本公司已公開可用之資料及就本公司董事所知，本公司已維持足夠公眾持股量。

審核委員會

本公司審核委員會之組成及該委員會所履行之主要工作之詳情載於本年報第14頁至第22頁之企業管治報告內。

核數師

國衛會計師事務所(「國衛」)任滿告退，而應屆股東週年大會上將提呈決議案以續聘國衛為本公司核數師。

財務報表已經國衛所審核，國衛即將告退，惟彼符合資格並願膺選連任。就重新委任國衛為本公司核數師之決議案將於即將召開之股東週年大會上提呈。

代表董事會

耿瑩
主席

香港
二零一一年六月二十八日

Independent Auditors' Report 獨立核數師報告書



國衛會計師事務所
Hodgson Impey Cheng

Chartered Accountants
Certified Public Accountants

31/F Gloucester Tower
The Landmark
11 Pedder Street
Central
Hong Kong

**TO THE SHAREHOLDERS OF
SINO RESOURCES GROUP LIMITED**
(incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of Sino Resources Group Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 41 to 143, which comprise the consolidated and company statements of financial position as at 31 March 2011, and 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 information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view 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, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, 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 about whether the consolidated financial statements are free from material misstatement.

香港
中環
畢打街11號
置地廣場
告羅士打大廈31樓

致：神州資源集團有限公司
(於開曼群島註冊成立之有限公司)
列位股東

本核數師已審核刊於第41頁至第143頁神州資源集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表，其中包括於二零一一年三月三十一日之綜合及公司財務狀況表、截至該日止年度之綜合全面損益賬、綜合權益變動表及綜合現金流量表，以及重大會計政策概要及其他解釋資料。

董事編製綜合財務報表之責任

貴公司董事須遵照香港會計師公會(「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之披露規定，負責編製真實而公平之綜合財務報表，並實行董事認為屬必要之內部監控，致使綜合財務報表之編製不存在因欺詐或錯誤而導致之重大錯誤陳述。

核數師之責任

吾等負責根據吾等之審核結果對該等綜合財務報表發表意見，並謹向閣下報告，並不作其他用途。吾等不對任何其他人士就本報告內容承擔或負上任何責任。吾等按照香港會計師公會頒佈之香港核數準則進行審核工作。該等準則要求吾等在策劃和進行審核工作時須符合道德規範，使吾等能就綜合財務報表是否存有重大錯誤陳述作合理之確定。

Independent Auditors' Report

獨立核數師報告書

AUDITORS' RESPONSIBILITY (continued)

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 auditors' judgment, 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 auditors consider internal control relevant to the entity's preparation of consolidated financial statements that give a true and fair view 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 qualified audit opinion.

BASIS FOR QUALIFIED OPINION

Our audit opinion on the consolidated financial statements of the Group for the year ended 31 March 2010 (the "2010 Financial Statements"), which form the basis for the corresponding figures presented in the current year's consolidated financial statements, was disclaimed because of the significance of the possible effects of the inability to obtain sufficient audit evidence of our audit, details of which are set out in our audit report dated 23 July 2010. We are unable to obtain sufficient reliable evidence to satisfy ourselves as to whether the net liabilities of the Group as at 31 March 2010 and the results and cash flows and the related disclosures in the notes to the consolidated financial statements of the Company and of the Group for the year ended 31 March 2010 were fairly stated. Any adjustment found to be necessary may affect the net liabilities of the Company and of the Group as at 31 March 2010 and the results and cash flows and the related disclosures in the notes to the consolidated financial statements of the Company and the Group for the year ended 31 March 2010.

核數師之責任(續)

審核涉及進行程序以取得與綜合財務報表所載數額及披露事項有關之審核憑證。選用之程序須視乎核數師之判斷，包括評估綜合財務報表出現重大錯誤陳述（不論其由欺詐或錯誤引起）之風險。在作出該等風險評估時，核數師將考慮與公司編製並真實公平地呈列綜合財務報表有關之內部監控，以為不同情況設計適當審核程序，但並非旨在就公司內部監控是否有效表達意見。審核範圍亦包括評估所用會計政策之恰當性，董事所作會計估算之合理性，並就綜合財務報表之整體呈列方式作出評估。

吾等相信，就提出保留審核意見而言，吾等所獲審核憑證屬充分恰當。

保留意見之基礎

貴集團截至二零一零年三月三十一日止年度之綜合財務報表（「二零一零年財務報表」）所呈列之相應數字以吾等對二零一零年財務報表之審核意見為基礎，而吾等對二零一零年財務報表不發表差審核意見，因吾等未能獲取足夠審核證據所可能產生之重大影響，有關詳情請參閱吾等於二零一零年七月二十三日之審核報告。吾等無法獲取足夠資料，從而使吾等信納 貴公司於二零一零年三月三十一日之負債淨額及 貴公司及 貴集團截至二零一零年三月三十一日止年度之綜合財務報表附註所載業績及現金流量與相關披露經已公平地呈列。倘若需要作出任何調整，則可能影響 貴公司及 貴集團於二零一零年三月三十一日之負債淨額以及 貴公司及 貴集團截至二零一零年三月三十一日止年度之綜合財務報表附註所載業績及現金流量與相關披露。

Independent Auditors' Report

獨立核數師報告書

QUALIFIED OPINION

In our opinion, except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 March 2011, and of the Group's loss and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

MATERIAL UNCERTAINTY CONCERNING GOING CONCERN BASIS OF ACCOUNTING

Without qualifying our opinion, we draw attention to Note 3(a) in the consolidated financial statements which indicates that the Group incurred a net loss of approximately HK\$35,184,000 during the year ended 31 March 2011 and, as of that date, the Group had net current liabilities of approximately HK\$118,430,000 and net liabilities of approximately HK\$261,214,000. These conditions, along with other matters as set forth in Note 3(a) in the consolidated financial statements, indicate the existence of a material uncertainty that may cast significant doubt about the Group's ability to continue as a going concern.

HLB Hodgson Impey Cheng

Chartered Accountants
Certified Public Accountants

Hong Kong, 28 June 2011

保留意見

吾等認為，除保留意見之基準一段所述事宜可能產生之影響外，本綜合財務報表已根據香港財務報告準則，真實而公平地反映 貴公司及 貴集團於二零一一年三月三十一日之財務狀況，以及截至該日止年度 貴集團之虧損及現金流量狀況，並已按照香港公司條例之披露規定妥為編製。

有關持續經營會計基準之重大不明朗因素

在吾等並沒有發出保留意見下，請注意綜合財務報表附註3(a)所示，截至二零一一年三月三十一日止年度， 貴集團錄得虧損淨額35,184,000港元，而於同日， 貴集團錄得流動負債淨額約118,430,000港元及負債淨額261,214,000港元。該情況連同在綜合財務報表附註3(a)一節所載的其他因素，顯示目前存在重大不明朗因素，可能會對 貴集團能否繼續持續經營能力產生重大疑問。

國衛會計師事務所

英國特許會計師
香港執業會計師

香港，二零一一年六月二十八日

Consolidated Statement of Comprehensive Income

綜合全面損益賬

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

		Notes 附註	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Continuing operations	持續經營業務			
Turnover	營業額	7	82,368	87,374
Other revenue	其他收益	7	1,450	3,290
Other income	其他收入	8	2,668	1,276
Advertising and promotion expenses	廣告及推廣開支		(12,718)	(9,467)
Agency commission	代理佣金		(6,561)	(5,746)
Amortisation and depreciation of trade shows and exhibition operation	展覽會業務之攤銷及折舊		(69)	(928)
Hotel and travel package expenses	酒店及旅遊套票開支		(4,492)	(3,028)
Operating lease rentals	經營租賃租金		(2,484)	(6,792)
Staff costs	員工成本		(24,598)	(26,899)
Other operating expenses	其他營運開支		(55,800)	(59,574)
Gain on disposal of subsidiaries	出售附屬公司之收益	36	991	2,032
Impairment loss recognised in respect of property, plant and equipment	就物業、廠房及設備確認 之減值虧損		-	(377)
Loss from operating activities	經營業務虧損	8	(19,245)	(18,839)
Finance costs	融資成本	9	(18,167)	(22,924)
Loss before tax	除稅前虧損		(37,412)	(41,763)
Taxation	稅項	12	2,228	1,156
Loss for the year from continuing operations	本年度來自持續經營業務之虧損		(35,184)	(40,607)
Discontinued operations	已終止經營業務			
Loss for the year from discontinued operations	本年度來自已終止經營業務 之虧損	13	-	(797,129)
Loss for the year	本年度虧損		(35,184)	(837,736)
Other comprehensive loss, net of tax	其他全面虧損(除稅)			
Exchange differences on translating foreign operations	換算海外經營業務之匯兌差額		(46)	(254)
Total comprehensive loss for the year	本年度全面虧損總額		(35,230)	(837,990)

Consolidated Statement of Comprehensive Income

綜合全面損益賬

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

		Notes 附註	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Dividends	股息	15	-	-
Loss attributable to:	歸屬於下列人士之虧損：			
Owners of the Company	本公司擁有人		(34,458)	(837,736)
Non-controlling interests	非控股權益		(726)	-
			(35,184)	(837,736)
Total comprehensive loss attributable to:	歸屬於下列人士之全面虧損總額：			
Owners of the Company	本公司擁有人		(34,504)	(837,990)
Non-controlling interests	非控股權益		(726)	-
			(35,230)	(837,990)
Loss per share attributable to owners of the Company	本公司擁有人應佔每股虧損	16		
For continuing and discontinued operations	持續及已終止經營業務			
- Basic	- 基本		(3) cents港仙	(77) cents港仙
- Diluted	- 攤薄		(3) cents港仙	(77) cents港仙
For continuing operations	持續經營業務			
- Basic	- 基本		(3) cents港仙	(4) cents港仙
- Diluted	- 攤薄		(3) cents港仙	(4) cents港仙

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

隨附之附註屬本財務報表整體之一部份。

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 March 2011 二零一一年三月三十一日

		Notes 附註	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	17	2,792	1,886
Intangible assets	無形資產	19	-	-
Goodwill	商譽	20	1,700	-
			4,492	1,886
Current assets	流動資產			
Amount due from a director	應收一名董事款項	22	78	-
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	23	25,980	185,287
Trade receivables	貿易應收款項	24	22	1,065
Tax prepayment	預付稅項		-	881
Deposits with banks	銀行存款	25	69,159	-
Cash and cash equivalents	現金及現金等值項目		21,220	5,514
			116,459	192,747
Less: Current liabilities	減：流動負債			
Deferred revenue	遞延收益		-	32
Amounts due to shareholders and a director	應付股東及一名董事款項	26	14,478	138,517
Accrued liabilities and other payables	累計負債及其他應付款項	27	169,952	216,348
Other borrowings	其他借貸	28	33,872	5,165
Deposits received in advance	預收按金		16,587	1,954
Tax payable	應付稅項		-	235
			234,889	362,251
Net current liabilities	流動負債淨值		(118,430)	(169,504)
Total assets less current liabilities	資產總值減流動負債		(113,938)	(167,618)

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 March 2011 二零一一年三月三十一日

		Notes 附註	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Less: Non-current liabilities	減：非流動負債			
Convertible notes	可換股票據	29	142,094	128,592
Deferred tax liabilities	遞延稅項負債	30	5,182	7,410
			147,276	136,002
Net liabilities	負債淨值		(261,214)	(303,620)
Equity attributable to owners of the Company	本公司擁有人應佔權益			
Share capital	股本	31	13,365	11,138
Reserves	儲備		(272,219)	(314,758)
			(258,854)	(303,620)
Non-controlling interests	非控股權益		(2,360)	–
Total equity	權益總額		(261,214)	(303,620)

The consolidated financial statements on pages 41 to 143 were approved and authorised for issue by the Board of Directors on 28 June 2011 and signed on its behalf by:

第41至143頁之綜合財務報表已於二零一一年六月二十八日獲董事會批准及授權刊發，並由下列人士代表簽署：

Gao Feng
高峰
Director
董事

Chiu Sui Keung
趙瑞強
Director
董事

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

隨附之附註屬本財務報表整體之一部份。

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

		Equity attributable to owners of the Company 本公司擁有人應佔權益									
		Share capital	Share premium account	Other reserves	Accumulated losses	Convertible notes equity reserve	Shares held for share award scheme	Share options reserve	Sub total	Non-controlling interests	Total equity
		股本	股份溢價賬	其他儲備	累計虧損	可換股票據權益儲備	獎勵計劃所持股份	購股權儲備	小計	非控股權益	權益總額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元 (Note 32(a)) (附註32(a))	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 April 2009	於二零零九年四月一日	9,358	390,328	133,683	43,159	30,568	-	-	607,096	-	607,096
Exchange differences on translation of overseas subsidiaries not recognised in the consolidated statement of comprehensive income	未於綜合全面損益賬確認之換算海外附屬公司之匯兌差額	-	-	(254)	-	-	-	-	(254)	-	(254)
Net income and expense recognised directly in equity	直接於權益確認之收入及開支淨額	-	-	(254)	-	-	-	-	(254)	-	(254)
Net loss for the year	本年度虧損淨額	-	-	-	(837,736)	-	-	-	(837,736)	-	(837,736)
Total comprehensive loss for the year	本年度全面虧損總額	-	-	(254)	(837,736)	-	-	-	(837,990)	-	(837,990)
Release upon loss of control of a subsidiary (Note 35)	於喪失附屬公司控制權時解除(附註35)	-	-	(132,891)	-	-	-	-	(132,891)	-	(132,891)
Subscription of shares	認購股份	1,780	58,385	-	-	-	-	-	60,165	-	60,165
At 31 March 2010	於二零一零年三月三十一日	11,138	448,713	538	(794,577)	30,568	-	-	(303,620)	-	(303,620)

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

Equity attributable to owners of the Company

本公司擁有人應佔權益

		Share capital	Share premium account	Other reserves	Accumulated losses	Convertible notes equity reserve	Shares held for share award scheme	Share options reserve	Sub total	Non-controlling interests	Total equity
		股本	股份溢價賬	其他儲備	累計虧損	可換股票據權益儲備	獎勵計劃所持股份	購股權儲備	小計	非控股權益	權益總額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元 (Note 32(a)) (附註32(a))	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 April 2010, as per above	同上於二零一零年四月一日	11,138	448,713	538	(794,577)	30,568	-	-	(303,620)	-	(303,620)
Exchange differences on translation of overseas subsidiaries not recognised in the consolidated statement of comprehensive income	未於綜合全面損益賬確認之換算海外附屬公司之匯兌差額	-	-	(46)	-	-	-	-	(46)	-	(46)
Net income and expense recognised directly in equity	直接於權益確認之收入及開支淨額	-	-	(46)	-	-	-	-	(46)	-	(46)
Net loss for the year	本年度虧損淨額	-	-	-	(34,458)	-	-	-	(34,458)	(726)	(35,184)
Total comprehensive loss for the year	本年度全面虧損總額	-	-	(46)	(34,458)	-	-	-	(34,504)	(726)	(35,230)
Release upon disposal of subsidiaries (Note 36)	出售附屬公司時轉撥(附註36)	-	-	(418)	-	-	-	-	(418)	-	(418)
Acquisition of subsidiaries (Note 37)	收購附屬公司(附註37)	-	-	-	-	-	-	-	-	(1,634)	(1,634)
Share options granted	已授出購股權	-	-	-	-	-	-	8,366	8,366	-	8,366
Shares purchased for share award scheme	為股份獎勵計劃購買股份	-	-	-	-	-	(3,723)	-	(3,723)	-	(3,723)
Placing of shares	配售股份	2,227	75,737	-	-	-	-	-	77,964	-	77,964
Share issuing expenses	發行股份開支	-	(2,919)	-	-	-	-	-	(2,919)	-	(2,919)
At 31 March 2011	於二零一一年三月三十一日	13,365	521,531	74	(829,035)	30,568	(3,723)	8,366	(258,854)	(2,360)	(261,214)

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

隨附之附註屬本財務報表整體之一部份。

Consolidated Statement of Cash Flow

綜合現金流量表

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

	Notes 附註	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Cash flows from operating activities	經營業務之現金流量		
Loss before tax	除稅前虧損	(37,412)	(838,892)
Adjustments for:	作出以下調整：		
Finance costs	融資成本	18,167	22,924
Bank interest income	銀行利息收入	(281)	(28)
Share options granted	已授出購股權	8,366	—
Reversal of other payables	其他應付款項撥回	(2,592)	—
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	429	1,243
Fair value change of derivative financial instrument	衍生財務工具之公平值變動	—	384
Gain on disposal of subsidiaries	出售附屬公司之收益	(991)	(2,032)
Loss arising from loss of control of a subsidiary	喪失對附屬公司控制權產生之虧損	—	797,129
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	55	2,215
Impairment loss recognised in respect of property, plant and equipment	就物業、廠房及設備確認之減值虧損	—	377
Operating loss before working capital changes	經營虧損，未計營運資金變動	(14,259)	(16,680)
Decrease/(increase) in trade receivables	貿易應收款項減少／(增加)	1,043	(1,065)
Decrease/(increase) in deposits, prepayments and other receivables	按金、預付款項及其他應收款項減少／(增加)	159,307	(168,193)
Decrease in deferred revenue	遞延收益減少	(32)	(2,688)
Increase/(decrease) in deposits received in advance	預收按金增加／(減少)	14,633	(51,950)
(Decrease)/increase in accrued liabilities and other payables	累計負債及其他應付款項(減少)／增加	(46,837)	40,148
Increase in amount due from a director	應收一名董事款項增加	(78)	—
Cash generated from/(used in) operations	經營業務產生／(動用)之現金	113,777	(200,428)
Interest received	已收利息	143	28
Hong Kong profits tax refund/(paid)	已退回／(已付)香港利得稅	723	(701)
Net cash inflow/(outflow) from operating activities	經營業務之現金流入／(流出)淨額	114,643	(201,101)

Consolidated Statement of Cash Flow

綜合現金流量表

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

			2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
	Notes 附註			
Cash flows from investing activities		投資活動之現金流量		
Increase in deposits with banks		銀行存款之增加	(69,159)	—
Net cash inflow from acquisition of subsidiaries	37	收購附屬公司之現金流入淨額	147	—
Purchase of property, plant and equipment	17	購買物業、廠房及設備	(935)	(122)
Proceeds from disposal of property, plant and equipment		出售物業、廠房及設備所得款項	—	95
Net cash outflow from loss of control of a subsidiary		喪失對附屬公司之控制權產生之現金流出淨額	—	(13,395)
Net cash (outflow)/inflow from disposal of subsidiaries	36	出售附屬公司產生之現金(流出)/流入淨額	(269)	4,998
Net cash outflow from investing activities		投資活動之現金流出淨額	(70,216)	(8,424)
Cash flows from financing activities		融資活動之現金流量		
Proceeds from new borrowings		新增借款之所得款項	10,000	5,000
Repayment of borrowings		償還借貸	(15,000)	(18,000)
Payment for purchase of shares for share award scheme		為股份獎勵計劃購買股份之付款	(3,723)	—
Proceeds from subscription of shares		認購股份之所得款項	—	60,165
Proceeds from placing of shares		配售股份之所得款項	77,964	—
Share issuing expenses		股份發行開支	(2,919)	—
(Decrease)/increase in amounts due to shareholders and a director		應付股東及一名董事款項(減少)/增加	(88,684)	118,784
Interest paid		已付利息	(6,313)	(2,196)
Net cash (outflow)/inflow from financing activities		融資活動之現金(流出)/流入淨額	(28,675)	163,753
Increase/(decrease) in cash and cash equivalents		現金及現金等值項目增加/(減少)	15,752	(45,772)
Cash and cash equivalents at beginning of the year		年初之現金及現金等值項目	5,514	51,540
Effect of foreign exchange rate changes		匯率變動之影響	(46)	(254)
Cash and cash equivalents at end of the year		年終之現金及現金等值項目	21,220	5,514
Analysis of balances of cash and cash equivalents		現金及現金等值項目結餘分析		
Cash and bank balances		現金及銀行結餘	21,220	5,514

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

隨附之附註屬本財務報表整體之一部份。

Statement of Financial Position

財務狀況表

At 31 March 2011 二零一一年三月三十一日

		Notes 附註	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Non-current assets	非流動資產			
Interests in subsidiaries	於附屬公司之權益	18	30,498	168,199
			30,498	168,199
Current assets	流動資產			
Amount due from a director	應收一名董事款項	22	78	–
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	23	14,212	10,927
Deposits with banks	銀行存款	25	39,159	–
Cash and cash equivalents	現金及現金等值項目		1,324	24
			54,773	10,951
Less: Current liabilities	減：流動負債			
Accrued liabilities and other payables	累計負債及其他應付款項	27	162,375	164,623
Amounts due to shareholders and a director	應付股東及一名董事款項	26	14,478	138,517
Amounts due to subsidiaries	應付附屬公司款項	18	–	13,096
Other borrowings	其他借款	28	33,872	5,165
			210,725	321,401
Net current liabilities	流動負債淨額		(155,952)	(310,450)
Total assets less current liabilities	資產總值減流動負債		(125,454)	(142,251)
Less: Non-current liabilities	減：非流動負債			
Convertible notes	可換股票據	29	142,094	128,592
Deferred tax liabilities	遞延稅項負債	30	5,182	7,410
			147,276	136,002
Net liabilities	負債淨值		(272,730)	(278,253)
Capital and reserves	資本及儲備			
Share capital	股本	31	13,365	11,138
Reserves	儲備	32(b)	(286,095)	(289,391)
Total equity	總額		(272,730)	(278,253)

The consolidated financial statements on pages 41 to 143 were approved and authorised for issue by the Board of Directors on 28 June 2011 and signed on its behalf by:

Gao Feng
高峰
Director
董事

第41至143頁之綜合財務報表已於二零一一年六月二十八日獲董事會批准及授權刊發，並由下列人士代表簽署：

Chiu Sui Keung
趙瑞強
Director
董事

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

隨附之附註屬本財務報表整體之一部份。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

1. CORPORATE INFORMATION

Sino Resources Group Limited (the "Company") is a limited liability company incorporated in the Cayman Islands and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The registered office of the Company is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The principal place of business of the Company is located at Suite 2502, 25/F, No. 9 Queen's Road Central, Central, Hong Kong.

The principal activity of the Company is investment holding. The principal activities of its subsidiaries are acting as show manager of exhibitions and trade shows with related ancillary services as well as investing in unconventional gas business. The principal activities, other particulars of its subsidiaries are set out in Note 18 to the financial statements.

The financial statements are presented in Hong Kong dollars, which is the same as the functional currency of the Company and all values are rounded to the nearest thousand (HK\$'000) except when otherwise indicated.

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

In the current year, the Group has applied, for the first time, the following new standard, amendments and interpretations ("new HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), which are effective for the Group's financial year beginning 1 April 2010. A summary of the new HKFRSs are set out as below:

HKFRSs (Amendments)	Amendments to HKFRS 1 to HKFRS 5 as a part of Improvements to HKFRSs issued in 2008
HKFRSs (Amendments)	Annual Improvements to HKFRSs issued in 2009
HKFRS 2 (Amendment)	Group Cash-settled Share-based Payment Transactions
HKFRS 3 (Revised)	Business Combinations
HKAS 17 (Amendment)	Leases
HKAS 27 (Revised)	Consolidated and Separate Financial Statements
HKAS 39 (Amendment)	Eligible Hedged Items
HK(IFRIC) – Int 17	Distributions of Non-cash Assets to Owners
HK – Int 5	Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause

1. 公司資料

神州資源集團有限公司(「本公司」)為於開曼群島註冊成立之有限公司，而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Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands。本公司主要營業地點位於香港中環皇后大道中9號25樓2502室。

本公司之主要業務為投資控股。其附屬公司之主要業務為展覽會，貿易展覽會之展覽經理和提供相關配套服務及投資於非常規天然氣業務。旗下附屬公司之主要業務及其他詳情載於財務報表附註18。

財務報表以港元呈列，而港元亦為本公司之功能貨幣；除另有指明外，所有數值均約整至千位(千港元)。

2. 應用新訂及經修訂之香港財務報告準則(「香港財務報告準則」)

本集團於本年度首次應用以下由香港會計師公會(「香港會計師公會」)頒佈且於二零一零年四月一日開始本集團之財政年度生效之修訂及詮釋(「新香港財務報告準則」)。新香港財務報告準則的概要如下：

香港財務報告準則(修訂本)	香港財務報告準則第1號至香港財務報告準則第5號之改進(作為二零零八年頒佈之香港財務報告準則改進之一部份)
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年度改進
香港財務報告準則第2號(修訂本)	集團以現金支付之股份交易
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17號(修訂本)	租賃
香港會計準則第27號(經修訂)	綜合及獨立財務報表
香港會計準則第39號(修訂本)	合資格對沖項目
香港(國際財務報告詮釋委員會) – 詮釋第17號	向持有人分派非現金資產
香港詮釋第5號	財務報表之列報 – 借款人對包含可隨時要求償還條款之定期貸款之分類

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

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

The application of these new and revised standards and interpretations has not had any material impact on the amounts reported for the current and prior years but may affect the accounting for future transactions or arrangements. The impact of the application of the new and revised standards and interpretations is discussed below.

Amendments to HKFRS 2 Share-based Payment – Group Cash-settled Share-based Payment Transactions

The amendments clarify the scope of HKFRS 2, as well as the accounting for group cash-settled share-based payment transactions in the separate (or individual) financial statements of an entity receiving the goods or services when another group entity or shareholder has the obligation to settle the award.

HKFRS 3 (as revised in 2008) Business Combinations

HKFRS 3 (as revised in 2008) has been applied in the current year prospectively to business combinations of which the acquisition date is on or after 1 January 2010 in accordance with the relevant transitional provisions. Its application has affected the accounting for business combinations in the current year.

The impact of the application of HKFRS 3 (as revised in 2008) is as follows:

- (i) HKFRS 3 (as revised in 2008) allows a choice on a transaction-by-transaction basis for the measurement of non-controlling interests at the date of acquisition (previously referred to as ‘minority’ interests) either at fair value or at the non-controlling interests’ share of recognised identifiable net assets of the acquiree. In the current year, in accounting for the acquisition of Sino Giants Group Limited, the Group has elected to measure the non-controlling interests at their share of recognised identified net assets at the date of acquisition.
- (ii) HKFRS 3 (as revised in 2008) changes the recognition and subsequent accounting requirements for contingent consideration. Previously contingent consideration was recognised at the acquisition date only if payment of the contingent consideration was probable and it could be measured reliably; any subsequent adjustments to the contingent consideration were always made against the cost of the acquisition. Under the revised standard, contingent consideration is measured at fair value at the acquisition date; subsequent adjustments to the consideration are recognised against the cost of acquisition only to the extent that they arise from new information obtained within the measurement period (a maximum of 12 months from the acquisition date) about the fair value at the acquisition date. All other subsequent adjustments to contingent consideration classified as an asset or a liability are recognised in profit or loss.

2. 應用新訂及經修訂之香港財務報告準則 (「香港財務報告準則」) (續)

應用該等新訂及經修訂準則及詮釋對本集團現年度所申報款額並無任何重大影響，但可能影響到未來之交易或安排之會計方法。應用該等新訂及經修訂準則及詮釋之影響於下文論述。

香港財務報告準則第2號(修訂本)以股份為基礎之付款－集團以現金支付之股份交易

該修訂闡明香港財務報告準則第2號之範圍，以及在實體收取貨品或服務，而由另一集團實體或股東承擔結算獎勵之責任時，集團之現金結算以股份為支付基礎之交易於該實體的單獨(或個別)財務報表中之會計處理。

香港財務報告準則第3號(二零零八年經修訂)業務合併

本集團於本年度按照相關過渡條文對收購日期為二零一零年一月一日或之後之業務合併應用香港財務報告準則第3號(二零零八年經修訂)。應用該準則對本年度業務合併的會計處理構成影響。

應用香港財務報告準則第3號(二零零八年經修訂)之影響如下：

- (i) 香港財務報告準則第3號(二零零八年經修訂)容許本集團按個別交易選擇按公平值或非控股權益應佔被收購方之已確認可識別資產淨值計算於收購日期之非控股權益(前稱「少數股東」權益)。於現年度，就收購Sino Giants Group Limited進行記賬時，本集團選擇以應佔已確認可識別資產淨值來計算於收購日期之非控股權益。
- (ii) 香港財務報告準則第3號(二零零八年經修訂)對或然代價之確認及其後會計處理規定作出更改。此前，或然代價僅於可能支付及有關代價能可靠地計量時於收購日期確認，其後通常於收購成本作出調整。根據經修訂準則，或然代價按收購日期之公平值計量，倘因於計量期間(最長為自收購日期起計12個月)內獲取有關收購日期之公平值之新資料而產生任何調整，方會於其後對其收購成本作出調整。於日後分類為資產或負債的所有其他或然代價乃於損益中確認。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

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

HKFRS 3 (as revised in 2008) Business Combinations (continued)

- (iii) HKFRS 3 (as revised in 2008) requires the recognition of a settlement gain or loss when the business combination in effect settles a pre-existing relationship between the Group and the acquiree. HKFRS 3 (as revised in 2008) requires acquisition-related costs to be accounted for separately from the business combination, generally leading to those costs being recognised as an expense in profit or loss as incurred, whereas previously they were accounted for as part of the cost of the acquisition.

HKAS 27 (as revised in 2008) Consolidated and Separate Financial Statements

The application of HKAS 27 (as revised in 2008) has resulted in changes in the Group's accounting policies for the Group's changes in ownership interests in subsidiaries of the Group.

Specifically, the revised standard has affected the Group's accounting policies regarding changes in the Group's ownership interests in its subsidiaries that do not result in loss of control. In prior years, in the absence of specific requirements in HKFRSs, increases in interests in existing subsidiaries were treated in the same manner as the acquisition of subsidiaries, with goodwill or a bargain purchase gain being recognised, when appropriate; for decreases in interests in existing subsidiaries that did not involve a loss of control, the difference between the consideration received and the adjustment to the non-controlling interests was recognised in profit or loss. Under HKAS 27 (as revised in 2008), all such increases or decreases are dealt with in equity, with no impact on goodwill or profit or loss.

When control of a subsidiary is lost as a result of a transaction, event or other circumstance, the revised standard requires the Group to derecognise all assets, liabilities and non-controlling interests at their carrying amounts and to recognise the fair value of the consideration received. Any retained interest in the former subsidiary is recognised at its fair value at the date control is lost. The resulting difference is recognised as a gain or loss in profit or loss.

These changes have been applied prospectively from 1 January 2010 in accordance with the relevant transitional provisions.

In addition, under HKAS 27 (as revised in 2008), the definition of non-controlling interests has been changed. Specifically, under the revised standard, non-controlling interests is defined as the equity in a subsidiary not attributable, directly or indirectly, to a parent.

2. 應用新訂及經修訂之香港財務報告準則 (「香港財務報告準則」) (續)

香港財務報告準則第3號 (二零零八年經修訂) 業務合併 (續)

- (iii) 香港財務報告準則第3號 (二零零八年經修訂) 規定，倘進行之業務合併終止本集團與被收購方先前存在之關係，則須確認結算損益。香港財務報告準則第3號 (二零零八年經修訂) 規定，收購相關成本須與業務合併分開入賬，通常導致有關成本於產生時在損益中確認為開支，而有關成本先前乃入賬列為收購成本之一部份。

香港會計準則第27號 (二零零八年經修訂) 綜合及獨立財務報表

應用香港會計準則第27號 (二零零八年經修訂) 導致有關本集團於本集團附屬公司之擁有權權益變動之會計政策有所變動。

具體而言，該經修訂準則影響本集團關於本集團於其附屬公司擁有權權益變動 (不會導致失去控制權) 之會計政策。於過往年度，在香港財務報告準則並無具體規定之情況下，於現有附屬公司之權益增加以收購附屬公司之同一方式處理，而商譽或議價收購收益則予以確認 (如適用)；至於並無導致失去控制權之現有附屬公司權益之減少，所收代價與非控股權益調整間之差額於損益中確認。根據香港會計準則第27號 (二零零八年經修訂)，所有有關增減均於權益中處理，對商譽或損益並無影響。

如果因某項交易、事件或其他情況而失去附屬公司之控制權，該經修訂準則規定本集團須終止按賬面值確認所有資產、負債及非控股權益，而確認所收代價之公平值。於原附屬公司保有之任何權益按失去控制權當日之公平值確認。有關差額於損益內確認為收益或虧損。

有關變動已根據相關過渡條文於二零一零年一月一日起預先應用。

此外，根據香港會計準則第27號 (於二零零八年修訂)，非控股權益之定義已獲更改。特別是，根據經修訂準則，非控股權益獲定義為於附屬公司之權益，而母公司不得直接或間接分佔。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

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

Amendments to HKAS 17 Leases

As part of Improvements to HKFRSs issued in 2009, HKAS 17 Leases has been amended in relation to the classification of leasehold land. Before the amendments to HKAS 17, the Group was required to classify leasehold land as operating leases and to present leasehold land as prepaid lease payments in the consolidated statement of financial position. The amendments to HKAS 17 have removed such a requirement. The amendments require that the classification of leasehold land should be based on the general principles set out in HKAS 17, that is, whether or not substantially all the risks and rewards incidental to ownership of a leased asset have been transferred to the lessee.

Amendments to HKAS 1 Presentation of Financial Statements (as part of Improvements to HKFRSs issued in 2009)

The amendments to HKAS 1 clarify that the potential settlement of a liability by the issue of equity is not relevant to its classification as current or non-current.

Amendments to HKAS 7 Statement of Cash Flows (as part of Improvements to HKFRSs issued in 2009)

The amendments to HKAS 7 specify that only expenditures that result in a recognised asset in the statement of financial position can be classified as investing activities in the statement of cash flows.

HKAS 27 (as revised in 2008) Consolidated and Separate Financial Statements

The application of HKAS 27 (as revised in 2008) has resulted in changes in the Group's accounting policies for the Group's changes in ownership interests in subsidiaries of the Group.

Specifically, the revised standard has affected the Group's accounting policies regarding changes in the Group's ownership interests in its subsidiaries that do not result in loss of control. In prior years, in the absence of specific requirements in HKFRSs, increases in interests in existing subsidiaries were treated in the same manner as the acquisition of subsidiaries, with goodwill or a bargain purchase gain being recognised, when appropriate; for decreases in interests in existing subsidiaries that did not involve a loss of control, the difference between the consideration received and the adjustment to the non-controlling interests was recognised in profit or loss. Under HKAS 27 (as revised in 2008), all such increases or decreases are dealt with in equity, with no impact on goodwill or profit or loss.

2. 應用新訂及經修訂之香港財務報告準則 (「香港財務報告準則」)(續)

香港會計準則第17號(修訂本)租賃

作為於二零零九年所頒佈香港財務報告準則改進之一部份，香港會計準則第17號租賃已就租賃土地之劃分作出修訂。在香港會計準則第17號(修訂本)生效之前，本集團須將租賃土地劃分為經營租賃，並在綜合財務狀況表中將租賃土地呈列為預付租賃款項。香港會計準則第17號(修訂本)刪除了該項要求。該修訂規定，租賃土地應根據香港會計準則第17號所載之一般原則進行劃分，而無論租賃資產所有權附帶之絕大部份風險及回報是否已轉讓予承租人。

香港會計準則第1號(修訂本)財務報表之呈列(作為於二零零九年所頒佈香港財務報告準則之改進之一部份)

香港會計準則第1號(修訂本)闡明可能通過權益發行結算一項責任與其是否劃分為流動或非流動並不相關。

香港會計準則第7號(修訂本)現金流量表(作為於二零零九年所頒佈香港財務報告準則改進之一部份)

香港會計準則第7號(修訂本)規定，只有導致在財務狀況表中確認資產之支出，才能夠於現金流量表中劃歸為投資活動。

香港會計準則第27號(二零零八年經修訂)綜合及獨立財務報表

應用香港會計準則第27號(二零零八年經修訂)導致有關本集團於本集團附屬公司之擁有權權益變動之會計政策有所變動。

具體而言，該經修訂準則影響本集團關於本集團於其附屬公司擁有權權益變動(不會導致失去控制權)之會計政策。於過往年度，在香港財務報告準則並無具體規定之情況下，於現有附屬公司之權益增加以收購附屬公司之同一方式處理，而商譽或議價收購收益則予以確認(如適用)；至於並無導致失去控制權之現有附屬公司權益之減少，所收代價與非控股權益調整間之差額於損益中確認。根據香港會計準則第27號(二零零八年經修訂)，所有有關增減均於權益中處理，對商譽或損益並無影響。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

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

HKAS 27 (as revised in 2008) Consolidated and Separate Financial Statements (continued)

When control of a subsidiary is lost as a result of a transaction, event or other circumstance, the revised standard requires the Group to derecognise all assets, liabilities and non-controlling interests at their carrying amounts and to recognise the fair value of the consideration received. Any retained interest in the former subsidiary is recognised at its fair value at the date control is lost. The resulting difference is recognised as a gain or loss in profit or loss.

These changes have been applied prospectively from 1 January 2010 in accordance with the relevant transitional provisions.

In addition, under HKAS 27 (as revised in 2008), the definition of non-controlling interests has been changed. Specifically, under the revised standard, non-controlling interests is defined as the equity in a subsidiary not attributable, directly or indirectly, to a parent.

Hong Kong Interpretation 5 Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause

Hong Kong Interpretation 5 Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause (‘HK Int 5’) clarifies that term loans that include a clause that gives the lender the unconditional right to call the loans at any time (‘repayment on demand clause’) should be classified by the borrower as current liabilities. The Group has applied HK Int 5 for the first time in the current year. HK Int 5 requires retrospective application.

In order to comply with the requirements set out in HK Int 5, the Group has changed its accounting policy on classification of term loans with a repayment on demand clause. In the past, the classification of such term loans were determined based on the agreed scheduled repayment dates set out in the loan agreements. Under HK Int 5, term loans with a repayment on demand clause are classified as current liabilities. The application of HK Int 5 has had no material impact on the amounts reported for the current and prior years.

HK (IFRIC) – Int 17 Distributions of Non-cash Assets to Owners

The Interpretation provides guidance on the appropriate accounting treatment when an entity distributes assets other than cash as dividends to its shareholders.

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

2. 應用新訂及經修訂之香港財務報告準則 (「香港財務報告準則」) (續)

香港會計準則第27號(二零零八年經修訂)綜合及獨立財務報表(續)

如果因某項交易、事件或其他情況而失去附屬公司之控制權，該經修訂準則規定本集團須終止按賬面值確認所有資產、負債及非控股權益，而確認所收代價之公平值。於原附屬公司保有之任何權益按失去控制權當日之公平值確認。有關差額於損益內確認為收益或虧損。

有關變動已根據相關過渡條文於二零一零年一月一日起預先應用。

此外，根據香港會計準則第27號(於二零零八年修訂)，非控股權益之定義已獲更改。特別是，根據經修訂準則，非控股權益獲定義為於附屬公司之權益，而母公司不得直接或間接分佔。

香港詮釋第5號財務報表之呈列－借款人對包含可隨時要求償還條款的定期貸款之分類

香港詮釋第5號財務報表之呈列－借款人對包含可隨時要求償還條款的定期貸款之分類(「香港詮釋第5號」)闡明，包含給予貸款人隨時收回貸款之無條件權利之條款(「可隨時要求償還條款」)之定期貸款，應由借款人分類為流動負債。本集團已於本年度首次應用香港詮釋第5號。香港詮釋第5號規定須追溯應用。

為了遵守香港詮釋第5號之規定，本集團已變更劃分包含可隨時要求償還條款的定期貸款之會計政策。在以往，該等定期貸款乃根據貸款協議所載之預定還款日期進行分類。根據香港詮釋第5號，包含可隨時要求償還條款之定期貸款乃劃分為流動負債。應用香港詮釋第5號對現年度及以往年度所申報款額並無重大影響。

香港(國際財務報告詮釋委員會)－詮釋第17號向權益持有人分派非現金資產

該詮釋為實體向其股東分派非現金資產作為股息之適當會計處理提供指引。

本集團並無提早應用下列已頒佈但尚未生效之新增及經修訂準則、修訂或詮釋。

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財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

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

HKFRSs (Amendments)	Improvements to HKFRSs issued in 2010 ¹
HKAS 12 (Amendments)	Deferred Tax: Recovery of Underlying Assets ⁵
HKAS 24 (Revised)	Related Party Disclosures ³
HKAS 27 (2011)	Separate Financial Statements ⁶
HKAS 28 (2011)	Investments in Associates and Joint Ventures ⁶
HKFRS 1 (Amendment)	Limited Exemption from comparative HKFRS 7 – Disclosures for First-time Adopters ²
HKFRS 1 (Amendment)	Sever Hyperinflation and Removal of Fixed Dates for First-time Adopters ⁴
HKFRS 7 (Amendments)	Disclosure – Transfer of Financial Assets ⁴
HKFRS 9	Financial Instruments ⁶
HKFRS 10	Consolidated Financial Statements ⁶
HKFRS 11	Joint Arrangements ⁶
HKFRS 12	Disclosure of Interests in Other Entities ⁶
HKFRS 13	Fair Value Measurement ⁶
HK(IFRIC) – Int 14 (Amendment)	Prepayments of a Minimum Funding Requirement ³
HK(IFRIC) – Int 19	Extinguishing Financial Liabilities with Equity Instruments ²

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

² Effective for annual periods beginning on or after 1 July 2010

³ Effective for annual periods beginning on or after 1 January 2011

⁴ Effective for annual periods beginning on or after 1 July 2011

⁵ Effective for annual periods beginning on or after 1 January 2012

⁶ Effective for annual periods beginning on or after 1 January 2013

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

2. 應用新訂及經修訂之香港財務報告準則 (「香港財務報告準則」) (續)

香港財務報告準則 (修訂本)	二零一零年頒佈之香港財務報告準則的改善 ¹
香港會計準則第12號 (修訂本)	遞延稅項：收回相關資產 ⁵
香港會計準則第24號 (經修訂)	關連方披露 ³
香港會計準則第27號 (二零一一)	獨立財務報表 ⁶
香港會計準則第28號 (二零一一)	於聯營公司及合營公司之投資 ⁶
香港財務報告準則第1號 (修訂本)	香港財務報告準則第7號－對首次採納者披露比較數字之有限豁免 ²
香港財務報告準則第1號 (修訂本)	嚴重的惡性通脹及剔除首次採納者的既定日期 ⁴
香港財務報告準則第7號 (修訂本)	披露－金融資產轉讓 ⁴
香港財務報告準則第9號	金融工具 ⁶
香港財務報告準則第10號	綜合財務報表 ⁶
香港財務報告準則第11號	合營安排 ⁶
香港財務報告準則第12號	其他實體中權益的披露 ⁶
香港財務報告準則第13號	公允價值計量 ⁶
香港(國際財務報告詮釋委員會)－詮釋第14號 (修訂本)	預付最低資金需求 ³
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 ²

¹ 於二零一零年七月一日或二零一一年一月一日 (如適用) 之後開始之年度期間生效

² 於二零一零年七月一日或之後開始之年度期間生效

³ 於二零一一年一月一日或之後開始之年度期間生效

⁴ 於二零一一年七月一日或之後開始之年度期間生效

⁵ 於二零一二年一月一日或之後開始之年度期間生效

⁶ 於二零一三年一月一日或之後開始之年度期間生效

香港財務報告準則第9號「金融工具」引進有關金融工具分類與計量之新要求，並由二零一三年一月一日起生效 (可提前應用)。該準則規定，屬香港會計準則第39號「金融工具：確認及計量」範圍以內之所有確認之金融資產均須按攤餘成本或公平值計量。特別是，(i) 目的為集合合約現金流量之業務模式內所持有及(ii) 合約現金流量僅為本金及尚未償還本金之利息付款之債項投資一般按攤餘成本計量。所有其他債項投資及權益性投資均按公平值計量。應用香港財務報告準則第9號可能影響到本集團金融工具之分類與計量。

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財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

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

Under HKFRS 9, all recognised financial assets that are within the scope of HKAS 39 Financial Instruments: Recognition and Measurement are subsequently measured at either amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. All other debt investments and equity investments are measured at their fair values at the end of subsequent accounting periods.

In relation to financial liabilities, the significant change relates to financial liabilities that are designated as at fair value through profit or loss. Specifically, under HKFRS 9, for financial liabilities that are designated as at fair value through profit or loss, the amount of change in presented in other comprehensive income, unless the presentation of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value attributable to a financial liability's credit risk are not subsequently reclassified to profit or loss.

HKFRS 9 is effective for annual periods beginning on or after 1 January 2013, with earlier application permitted.

The directors anticipate that HKFRS 9 that will be adopted in the Group's consolidated financial statements for the annual period beginning 1 April 2013 and that the application of the new standard may have a significant impact on amounts reported in respect of the Groups' financial assets. However, it is not practicable to provide a reasonable estimate of that effect until a detailed review has been completed.

The amendments to HKFRS 7 Disclosures – Transfer of Financial Assets interest the disclosure requirements for transactions involving transfers of financial assets. These amendments are intended to provide greater transparency around risk exposures when a financial asset is transferred but the transferor retains some level continuing exposure in the asset. The amendments also require disclosures when transfers of financial assets are not evenly distributed throughout the period.

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

HKAS 24 Related Party Disclosures (as revised in 2009) modifies the definition of a related party and simplifies disclosures for government-related entities.

2. 應用新訂及經修訂之香港財務報告準則 (「香港財務報告準則」) (續)

根據香港財務報告準則第9號，屬香港會計準則第39號「金融工具：確認及計量」範圍以內之所有已確認金融資產其後均須按攤銷成本或公允值計量。特別是目的為集合合約現金流量之業務模式內所持有，及合約現金流量僅為本金及尚未償還本金之利息付款之債項投資，一般於其後會計期末按攤銷成本計量。所有其他債項投資及權益性投資均於其後會計期末按公允值計量。

就金融負債而言，重大變動與分類為按公允值計入損益的金融負債有關。特別是根據香港財務報告準則第9號，就按公允值計入損益之金融負債而言，除非於其他全面收入中呈列負債之信貸風險改變之影響，將會於損益中產生或擴大會計錯配，有關變動乃於其他全面收入中呈列。金融負債的信貸風險引致之公允值變動其後不會於損益中重新分類。

香港財務報告準則第9號自二零一三年一月一日或其後開始之年度期間生效，並可提早應用。

董事預期，本集團將自二零一三年四月一日開始之年度期間於綜合財務報表採用香港財務報告準則第9號，而應用新準則可能對本集團金融資產所申報款項造成重大影響。然而，現時未能就該影響提供合理估計，直至詳細檢討完成為止。

香港財務報告準則第7號「披露－轉讓金融資產」之修訂增加牽涉轉讓金融資產交易之披露規定。該等修訂旨在就於金融資產被轉讓而轉讓人保留該資產一定程度的持續風險承擔時，提高風險承擔的透明度。該等修訂亦要求於該期間內金融資產轉讓並非均衡分佈時作出披露。

董事預計，應用其他新增及經修訂標準、修訂本及詮釋不會對本集團之業績及財務狀況造成重大影響。

香港會計準則第24號關連人士披露事項（二零零九年經修訂）修訂關連人士的定義及簡化政府相關實體披露。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

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

The disclosure exemptions introduced in HKAS 24 (as revised in 2009) do not affect the Group because the Group is not a government-related entity. However, disclosures regarding related party transactions and balances in these consolidated financial statements may be affected when the revised version of the standard is applied in future accounting periods because some counterparties that did not previously meet the definition of a related party may come within the scope of the standard.

HK(IFRIC) – Int 19 provides guidance regarding the accounting for the extinguishment of a financial liability by the issue of equity instruments. To date, the Group has not entered into transactions of this nature. However, if the Group does enter into any such transactions in the future, HK(IFRIC) – Int 19 will affect the required accounting. In particular, under HK(IFRIC) – Int 19, equity instruments issued under such arrangements will be measured at their fair value, and any difference between the carrying amount of the financial liability extinguished and the fair value of equity instruments issued will be recognised in profit or loss.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

The financial statements have been prepared in accordance with all applicable HKFRSs, which is a collective term that includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs"), and Interpretations issued by the HKICPA and accounting principles generally accepted in Hong Kong. In addition, the financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") and by the Hong Kong Companies Ordinance.

(a) Basis of preparation

The measurement basis used in the preparation of the financial statements is historical cost except for certain financial assets and financial liabilities which are carried at fair value.

In preparing the consolidated financial statements, the directors of the Company have given careful consideration to the future liquidity of the Group in light of the Group's net loss of approximately HK\$35,184,000 for the year ended 31 March 2011 (2010: HK\$837,736,000), the Group's net current liabilities and net liabilities of approximately HK\$118,430,000 (2010: HK\$169,504,000) and HK\$261,214,000 (2010: HK\$303,620,000) at 31 March 2011 respectively. The directors of the Company have been taking steps to improve the liquidity of the Group. A substantial shareholder of the Company has agreed to provide continuing financial support to the Group. As such, the directors are satisfied that the Group will be able to meet in full its financial obligations as they fall due for the foreseeable future. Accordingly, the consolidated financial statements have been prepared on a going concern basis.

2. 應用新訂及經修訂之香港財務報告準則 (「香港財務報告準則」) (續)

香港會計準則第24號(二零零九年經修訂)引入的披露豁免並未影響本集團,因為本集團並非政府相關實體。然而,若該準則的經修訂版本於未來會計期間應用,由於部份之前不符合關連人士定義的對手方可能會被歸入該準則的範圍,該等綜合財務報表中有關關連人士交易及結餘的披露可能會受到影響。

香港(國際財務報告詮釋委員會)—詮釋第19號提供有關透過發行股本工具撤除金融負債的會計處理指引。到目前為止,本集團並無訂立屬於該性質的交易。然而,倘本集團日後訂立任何有關交易,則香港(國際財務報告詮釋委員會)—詮釋第19號將會影響會計處理規定。尤其是,根據香港(國際財務報告詮釋委員會)—詮釋第19號,根據有關安排發行的股本工具將按其公平值計量,而所撤除金融負債的賬面值與所發行股本工具的公平值的差額將於損益內確認。

3. 重大會計政策概要

以下為編製此等財務報表時應用之主要會計政策。除另有指明外,此等政策已於所呈列之各年度貫徹應用。

此等財務報表已按照所有適用之香港財務報告準則及香港普遍採納之會計原則而編製。香港財務報告準則為一項統稱,其包括香港會計師公會頒佈之所有適用之各項香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋。此外,財務報表包括聯交所證券上市規則(「上市規則」)及香港公司條例之適用披露規定。

(a) 編製基準

本財務報表乃以歷史成本法作為編製基準,惟若干按公平值列賬之財務資產及財務負債除外。

於編製綜合財務報表時,本公司董事已因應本集團於截至二零一一年三月三十一日止年度之虧損淨額約35,184,000港元(二零一零年:837,736,000港元)、於二零一一年三月三十一日之流動負債淨額及負債淨額分別約118,430,000港元(二零一零年:169,504,000港元)及261,214,000港元(二零一零年:303,620,000港元)而審慎考慮本集團之未來流動資金。本公司董事已採取措施,力求改善本集團之流動資金。本公司主要股東已同意向本集團提供持續財務支持。因此,董事相信,本集團將能夠於可見將來悉數應付其到期之財務責任。因此,本綜合財務報表乃按持續經營基準編製。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 31 March 2011. The results of the subsidiaries acquired or disposed of during the year are consolidated from their effective dates of acquisition or disposal, respectively.

Intra-group transactions and balances and unrealised gains on transactions between group companies are eliminated on consolidation. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the assets transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Allocation of total comprehensive income to non-controlling interests

Total comprehensive income and expense of a subsidiary is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance. Prior to 1 January 2010, losses applicable to the non-controlling interests in excess of the non-controlling interests in the subsidiary's equity were allocated against the interests of the Group except to the extent that the non-controlling interests had a binding obligation and were able to make an additional investment to cover the losses.

3. 重大會計政策概要(續)

(b) 綜合賬目之基準

綜合財務報表包括本公司及其附屬公司截至二零一一年三月三十一日止之財務報表。在本年度購入或出售之附屬公司之業績分別按實際購入或出售日期起計綜合入賬。

集團內公司間的交易及結餘以及集團公司之間交易之未變現收益均在綜合賬目時對銷。除非有關交易可提供證據證明所轉讓之資產出現減值，否則未變現虧損亦予以對銷。附屬公司之會計政策已作出調整(如必要)，以確保與本集團所採納之政策一致。

分配全面收入總額至非控股權益

無論會否令非控股權益之結餘出現虧絀，附屬公司之全面收入及開支總額均由本公司擁有人及非控股權益分佔。於二零一零年一月一日前，非控股權益應佔虧損超出非控股權益於附屬公司之股本權益已分配至本集團權益，惟非控股權益擁有約束責任及可作額外投資以減少虧損除外。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Basis of consolidation (continued)

Changes in the Group's ownership interests in existing subsidiaries

Changes in the Group's ownership interests in existing subsidiaries on or after 1 January 2010

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. Where certain assets of the subsidiary are measured at revalued amounts or fair values and the related cumulative gain or loss has been recognised in other comprehensive income and accumulated in equity, the amounts previously recognised in other comprehensive income and accumulated in equity are accounted for as if the Company had directly disposed of the related assets (i.e. reclassified to profit or loss or transferred directly to retained earnings). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKAS 39 Financial Instruments: Recognition and Measurement or, when applicable, the cost on initial recognition of an investment in an associate or a jointly controlled entity.

Changes in the Group's ownership interests in existing subsidiaries prior to 1 January 2010

Increases in interests in existing subsidiaries were treated in the same manner as the acquisition of subsidiaries, with goodwill or a bargain purchase gain being recognised where appropriate. For decreases in interests in subsidiaries, regardless of whether the disposals would result in the Group losing control over the subsidiaries, the difference between the consideration received and the adjustment to the non-controlling interests was recognised in profit or loss.

3. 重大會計政策概要(續)

(b) 綜合賬目之基準(續)

本集團於現有附屬公司之擁有權變動

於二零一零年一月一日或之後本集團於現有附屬公司之擁有權變動

本集團於附屬公司擁有權之變動並無導致本集團對附屬公司失去控制權，乃作為股本交易入賬。本集團之權益及非控股權益之賬面值經調整以反映彼等於附屬公司之有關權益變動。非控股權益之面額與已付或已收代價之公允值間任何差額直接於權益中確認並歸屬於本公司擁有人。

當本集團失去附屬公司控制權時，出售損益按(i)已收代價的公允值及任何保留權益公允值的總額與(ii)附屬公司先前的資產(包括商譽)及負債和任何非控制權益賬面值的差額計算。倘附屬公司的若干資產按重估金額或公允值計量，且相關累計損益已於其他全面收益表確認並於權益累計，則之前於其他全面收益表確認並於權益累計的金額猶如本公司已直接出售有關資產(即於失去控制權之日重新分類至損益或直接轉撥至保留盈利)入賬。根據香港會計準則第39號「金融工具：確認及計量」，於失去控制權之日在前附屬公司保留的任何投資公允值視為首次確認公允值或(如適用)聯營公司或共同控制實體投資的首次確認成本，以供日後入賬處理。

自二零一零年一月一日之前本集團於現有附屬公司之擁有權變動

增加於現有附屬公司之權益以與收購附屬公司相同之方式處理，商譽或廉價購買收益於適用時獲確認。就於附屬公司之權益減少而言，不論出售會否導致本集團失去附屬公司之控制權，已收代價及對非控股權益之調整之差額於損益確認。

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財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Business combination

Business combinations that took place on or after 1 January 2010

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value at the acquisition date, except that:

- (i) deferred tax assets or liabilities and liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 Income Taxes and HKAS 19 Employee Benefits respectively;
- (ii) liabilities or equity instruments related to share-based payment transactions of the acquiree or the replacement of an acquiree's share-based payment transactions with share-based payment transactions of the Group are measured in accordance with HKFRS 2 Share-based Payment at the acquisition date; and
- (iii) assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after assessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

3. 重大會計政策概要(續)

(c) 業務合併

於二零一零年一月一日或以後進行之業務合併

業務收購乃採用收購法入賬。於業務合併轉撥的代價按公允值計量，而計算方式為本集團轉撥的資產、本集團對被收購方的前擁有人產生的負債及本集團於交換被收購方的控制權所發行的股權於收購日期的公允值總和。與收購事項有關的成本於產生時在損益賬中確認。

於收購日期，已收購可識別資產及承擔負債於收購日期按其公允值確認，惟下列項目除外：

- (i) 遞延稅項資產或負債及與僱員福利安排有關的負債或資產分別根據香港會計準則第12號「所得稅」及香港會計準則第19號「僱員福利」確認及計量；
- (ii) 與被收購方或本集團重置被收購方以股份支付的交易有關的負債或股本工具連同本集團以股份支付的交易於收購日根據香港財務報告準則第2號「以股份支付」計量；及
- (iii) 根據香港財務報告準則第5號「持作出售的非流動資產及已終止經營業務」劃分為持作出售的資產(或出售組合)根據該準則計量。

所轉撥的代價、與被收購方的任何非控股權益及收購方之前持有被收購方的股權的(如有)公允值的總和超出所收購的可識別資產及承擔的負債於收購日期的淨額的部分確認為商譽。倘(評估過後)本集團於被收購方的可識別資產淨值的公允值權益超出所轉撥的代價、於被收購方任何非控股權益的金額及收購方先前持有被收購方權益(如有)的公允值的總和，超出部分即時於損益賬中確認廉價購買收益。

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財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Business combination (continued)

Business combinations that took place on or after 1 January 2010 (continued)

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at their fair value or another measurement basis required by another standard.

Where the consideration the Group transfers in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition date fair value and considered as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with the corresponding adjustments being made against goodwill or gain on bargain purchase.

Measurement period adjustments are adjustments that arise from additional information obtained during the measurement period about facts and circumstances that existed as of the acquisition date. Measurement period does not exceed one year from the acquisition date.

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at subsequent reporting dates in accordance with HKAS 39, or HKAS 37 Provisions, Contingent Liabilities and Contingent Assets, as appropriate, with the corresponding gain or loss being recognised in profit or loss.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control), and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

3. 重大會計政策概要 (續)

(c) 業務合併 (續)

於二零一零年一月一日或以後進行之業務合併(續)

代表擁有權益之並賦予其持有人於清盤時按比例分佔一間實體資產淨值之非控股權益初步按公允值或非控股權益按比例分佔可資識別資產淨值之已確認金額計量。計量基準根據每項交易而作出。其他類型之非控股權益按其公允值或其他準則規定之其他計量基準計算。

本集團於一項業務合併轉讓的代價包括或然代價安排所產生的資產或負債，或然代價乃按收購日期之公允值計算，視為於業務合併中轉讓代價之一部分。合資格作為計量期間的調整的或然代價公允值變動乃予追溯調整，並對商譽或廉價購買收益作相應調整。

計量期間的調整乃於計量期間內取得與收購日期已存在的事實及情況有關的額外資料而產生的調整。計量期間由收購日期起計不超過一年。

就不合資格作為計量期間的調整之或然代價公允值變動，其後的會計處理方法視乎該或然代價的分類方式而定。屬於權益類別的或然代價不會於其後的報告日期重新計量，其後的結算則於權益列賬。屬於資產或負債類別的或然代價乃按照香港會計準則第39號或香港會計準則第37號「撥備、或然負債及或然資產」(如適用)於其後的報告日期重新計量，相應的收益或虧損於損益確認。

倘業務合併分階段完成，本集團以往持有的被收購方股權乃重新計量為收購日期(即本集團取得控制權當日)的公允值，所產生的收益或虧損(如有)乃於損益確認。先前已於其他全面收益確認之收購日期前於被收購方之權益產生之數額重新分類至損益(此處理方式適用於該權益獲出售時)。

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財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Business combination (continued)

Business combinations that took place on or after 1 January 2010 (continued)

Changes in the value of the previously held equity interest recognised in other comprehensive income and accumulated in equity before the acquisition date are reclassified to profit or loss when the Group obtains control over the acquiree. If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised as of that date.

Business combinations that took place prior to 1 January 2010

Acquisition of businesses was accounted for using the purchase method. The cost of the acquisition was 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 met the relevant conditions for recognition were generally recognised at their fair value at the acquisition date.

Goodwill arising on acquisition was recognised as an asset and initially measured at cost, being the excess of the cost of the acquisition over the Group's interest in the recognised amounts of the identifiable assets, liabilities and contingent liabilities recognised. If, after assessment, the Group's interest in the recognised amounts of the acquiree's identifiable assets, liabilities and contingent liabilities exceeded the cost of the acquisition, the excess was recognised immediately in profit or loss.

The non-controlling interests in the acquiree was initially measured at the non-controlling interests' proportionate share of the recognised amounts of the assets, liabilities and contingent liabilities of the acquiree. Contingent consideration was recognised, if and only if, the contingent consideration was probable and could be measured reliably. Subsequent adjustments to contingent consideration were recognised against the cost of the acquisition. Business combinations achieved in stages were accounted for as separate steps.

Goodwill was determined at each step. Any additional acquisition did not affect the previously recognised goodwill.

3. 重大會計政策概要 (續)

(c) 業務合併 (續)

於二零一零年一月一日或以後進行之業務合併 (續)

任何於收購日期前在其他全面收益確認並於權益累計的過往所持股權價值變動，於本集團取得被收購方控制權時重新分類至損益。倘於合併產生之報告期末仍未完成業務合併之初步會計處理，本集團則就仍未完成會計處理之項目呈報暫定金額。該等暫定金額於計量期間（見上文）內作出調整，或確認額外資產或負債，以反映獲得有關於收購日期已存在事實及情況之新資料，而倘知悉該等資料，將會影響於當日確認之金額。

於二零一零年一月一日前進行之業務合併

收購業務乃採用收購法入賬。收購成本按交換當日所給予的資產、所產生或需承擔的負債以及本集團為控制被收購公司而所發行股本工具的總公允值，加上業務合併直接應佔的任何成本計量。符合確認條件的被收購公司的可識別資產、負債及或然負債，均按收購當日的公允值確認。

收購所產生的商譽被確認為資產及最初按成本計算，確認以收購成本超出本集團應佔的可識別資產、負債及或然負債的確認數額。在作出重估後，如本集團所攤佔的可識別資產、負債及或然負債的確認數額超出收購成本的數額，超出部分即時於損益中確認。

於被收購方之非控股權益初步按非控股權益於被收購方之資產、負債及或然負債數額按比例之分佔計量。或然代價於及僅於或然代價可能及可以可靠地計量時獲確認。或然代價之其後調整於收購成本確認。按階段達成之業務合併按個別階段計量。

商譽按各階段釐定。任何額外收購並不影響先前已確認之商譽。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) Subsidiaries

A subsidiary is an entity controlled by the Company. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Company control another entity.

In the Company's financial statements, the investments in subsidiaries that are not classified as held for sale are stated at cost less provision for impairment losses. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

(e) Revenue recognition

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

- (i) Participation fee income is derived from the letting of exhibition booths and the provision of decoration facilities for the exhibition booths, and is recognised when the decoration facilities are provided and when the shows are held;
- (ii) Entrance fee income is recognised on a cash receipt basis;
- (iii) Revenue from hotel and travel package services provided is recognised when the services are rendered;
- (iv) Advertising fee income earned from the publication of trade show and exhibition booklets is recognised when the trade show and exhibition booklets are published;
- (v) Internet advertising revenue and portal income is recognised ratably in the period in which the advertisement and information is displayed on the website of the Group; and
- (vi) Interest income is recognised as it accrues using the effective interest method.

3. 重大會計政策概要 (續)

(d) 附屬公司

附屬公司乃由本公司控制之企業。當本公司有權力直接或間接監管一間企業之財務及經營政策，藉此自其業務獲得利益，則存在控制權。在評估本集團是否控制另一企業時，將考慮目前可行使或可轉換的潛在投票權是否存在及其影響。

於本公司之財務報表，並非列為持作銷售之附屬公司投資乃按成本值減去減值虧損準備列賬。附屬公司之業績由本公司根據已收及應收股息入賬。

(e) 收益確認

收益乃於本集團可取得經濟利益，而收益亦能夠可靠計算時，按以下基準確認：

- (i) 參展費收入來自出租展覽攤位及提供攤位額外佈置設施，此項收入於正式提供佈置設施及展覽正式舉行時確認入賬；
- (ii) 入場費收入按所收現金確認入賬；
- (iii) 來自酒店及旅遊套票服務之收益於提供服務時確認入賬；
- (iv) 廣告費收入來自為貿易展覽會及展覽會出版場刊，於貿易展覽會及展覽會場刊出版時確認入賬；
- (v) 網上廣告收益及入門網站收入按廣告刊登期間之播放比例及資訊在本集團網址登載期間之顯示比例確認入賬；及
- (vi) 利息收入按實際利率法確認入賬。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(f) Property, plant and equipment

Building held for own use which are situated on leasehold land, where the fair value of the building could be measured separately from the fair value of the leasehold land at the inception of the lease and all other items of property, plant and equipment are stated at cost less accumulated depreciation and impairment losses.

Depreciation is calculated on the straight-line basis to write off the cost of items of property, plant and equipment, less their estimated residual value, if any, over its estimated useful life. The principal annual rates used for this purpose are as follows:

Buildings	2% to 10%
Leasehold improvements	Over the lease terms
Furniture and equipment	2% to 25%
Fixtures and fittings	33 $\frac{1}{3}$ %
Computer equipment	25%
Motor vehicles	5% to 12.5%

The residual values and useful lives of items of property, plant and equipment are reviewed, and adjusted if appropriate, at the end of each reporting period.

The gain or loss on disposal or retirement of an item of property, plant and equipment is the difference between the net sale proceeds and the carrying amount of the relevant asset, and is recognised in the consolidated statement of comprehensive income.

(g) Goodwill

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

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

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

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

3. 重大會計政策概要 (續)

(f) 物業、廠房及設備

於租賃土地上持作自用之樓宇，而租賃開始時該樓宇之公平值可與租賃土地之公平值分開計算，且所有其他物業、廠房及設備項目均以成本值減累計折舊及減值虧損列賬。

折舊乃按其估計可使用年期以直線法撇銷物業、廠房及設備項目之成本值減其估計剩餘價值(如有)計算。就此而言乃按以下主要年率計算：

樓宇	2%至10%
租賃物業裝修	按租約年期攤分
傢俬及設備	2%至25%
裝置及配件	33 $\frac{1}{3}$ %
電腦設備	25%
汽車	5%至12.5%

物業、廠房及設備項目之剩餘價值及使用年期於每個報告期完結日檢討並於適當時作出調整。

出售或報廢物業、廠房及設備項目產生之收益或虧損乃出售有關資產所得款項淨額及其賬面值之差額，並於綜合全面損益賬內確認。

(g) 商譽

自收購業務產生之商譽以成本減累計減值虧損(如有)列賬，並另行在綜合財務狀況報表呈列。

就減值測試而言，商譽分配至預期將受惠於合併協同效益之各本集團現金產生單位(或現金產生單位組別)。

獲分配商譽之現金產生單位於每年(或如有跡象顯示該單位可能已經減值時，曾更頻繁地)進行減值測試。當現金產生單位之可收回金額少於該單位之賬面值時，減值虧損首先分配作減低該單位獲分配之任何商譽之賬面值，其後根據該單位中各項資產賬面值之比例分配予該單位之其他資產。商譽之任何減值虧損直接於綜合全面損益賬中確認損益。商譽之減值虧損不會於隨後期間撥回。

於出售相關現金產生單位時，釐定出售損益金額時計入應佔商譽之金額。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(h) Intangible assets

e-commerce platform

Acquisition costs of purchasing an e-Commerce platform are stated at cost less any impairment losses and are amortised on a straight-line basis over their estimated useful lives.

The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period.

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with indefinite useful life is reviewed annually to determine whether indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to definite is accounted for on a prospective basis.

3. 重大會計政策概要 (續)

(h) 無形資產

電子商貿平台

購買電子商貿平台之購入成本按成本值減任何減值虧損列賬，並以直線法按其估計可使用年期攤銷。

無形資產之可使用年期乃評為有限或無限。年期有限之無形資產於可使用年期內攤銷，並評估是否有跡象顯示無形資產可能出現減值。年期有限之無形資產之攤銷年期及攤銷方法至少於每個報告期完結日檢討。

無限可使用年期之無形資產乃個別地或就著現金產生單位進行減值測試。有關無形資產並不攤銷。無限可使用年期之無形資產的可使用年期乃每年檢討，以決定無限可使用年期之評估是否繼續有效。若已無效，則可使用年期之評估將以預先應用的基準由無限改為有限。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(i) Financial instruments

Financial assets and financial liabilities are recognised on the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the instruments. 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) 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 consolidated statement of comprehensive income.

i. Financial assets

The Group's financial assets are classified into loans and receivables. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales of financial assets that requires delivery of assets within the time frame established by regulation or convention in the marketplace. The accounting policies adopted in respect of each category of financial assets are set out below.

Effective interest method

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

Income is recognised on an effective interest basis for debt instruments other than those financial assets designated as at fair value through profit or loss, of which interest income is included in net gains or losses.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. At the end of each reporting period subsequent to initial recognition, loans and receivables including trade receivables, other receivables, amount due from a director, deposits with banks and cash and cash equivalents 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).

3. 重大會計政策概要(續)

(i) 財務工具

當一家集團企業成為財務工具合約其中一方時，於綜合財務狀況表內確認為財務資產或財務負債。財務資產及負債初步以公平值計量。直接歸於收購或發行財務資產或負債之交易成本(按公平值計入損益賬之財務資產及財務負債除外)，於初步確認時計入財務資產或負債之公平值或從中扣減。收購按公平值計入損益賬之財務資產或財務負債直接應佔的交易成本即時於綜合全面損益賬內確認。

i. 財務資產

本集團之財務資產劃分為貸款及應收款項。財務資產之所有正常購買及出售均按交易日期基準確認及取消確認。正常購買及銷售乃指須按規定或市場慣例規定之時間內交收財務資產。每類財務資產採用之會計政策說明如下。

實際利息法

實際利息法為計算財務資產之攤銷成本以及分配於有關期間的利息收入之方法。實際利率是將財務資產於預計可用年期或(倘適用)在較短期間內的估計未來現金收入(包括所支付或收取能構成整體實際利率之所有費用、交易成本及其他溢價或折讓)準確折算的利率。

就債務文據而言，利息收入按實際利率基準確認，惟指定按公平值計入損益賬之財務資產除外，其利息收入乃計入淨收益或虧損。

貸款及應收款項

貸款及應收款項乃固定或可釐定付款，並未於活躍市場掛牌之非衍生財務資產。於初步確認後之每個報告期完結日，貸款及應收款項包括應收款項、其他應收款項、應收一名董事款項、銀行存款以及現金及現金等值項目，按實際利率法計算之攤銷成本減任何可識別之減值虧損(見下文有關財務資產減值虧損之會計政策)入賬。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(i) Financial instruments (continued)

i. Financial assets (continued)

Impairment of financial assets

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

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

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

For certain categories of financial asset, such as trade 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 average credit period of 30 days, 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.

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

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

3. 重大會計政策概要 (續)

(i) 財務工具 (續)

i. 財務資產 (續)

財務資產減值

於各報告期完結日評估財務資產有否減值跡象，惟按公平值計入損益賬之財務資產除外。倘有客觀證據顯示財務資產首次確認後發生的一項或多項事件導致相關投資之估計未來現金流量被削弱，則財務資產視為已減值。

就所有其他財務資產而言，減值之客觀證據可以包括：

- (i) 發行人或交易對手出現重大財政困難；或
- (ii) 拖欠或不支付利息或本金；或
- (iii) 借貸方很可能破產或進行財務重組。

就若干類別之財務資產（例如貿易應收款項）而言，被評為不會單獨作出減值之資產會於其後彙集一併評估減值。應收款項組合出現減值之客觀證據包括本集團之收款記錄、組合內延遲付款之拖欠期超過30日平均信貸期之宗數上升，以及國家或地區經濟狀況出現明顯變動導致應收款項未能償還。

就按已攤銷成本列賬之財務資產而言，當有客觀證據證明資產已減值，減值虧損於損益賬確認，並按資產賬面值與按原實際利率貼現之估計日後現金流量現值之差額計算。

就按成本列賬之財務資產而言，減值虧損金額乃資產賬面值與估計未來現金流折現計算的現值兩者之間的差額，而折現率為同類財務資產之現時市場回報率。該減值虧損不可在往後期間撥回。

所有財務資產之減值虧損會直接於財務資產之賬面值中作出扣減，惟貿易應收款項除外，貿易應收款項之賬面值會透過撥備賬作出扣減。撥備賬內之賬面值變動會於損益賬確認。當貿易應收款項被視為不可回收時，將於撥備賬撇銷。先前已撇銷的款項如其後收回，將撥回損益賬。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(i) Financial instruments (continued)

i. Financial assets (continued)

Impairment of financial assets (continued)

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.

ii. 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. The Group's financial liabilities are classified into other financial liabilities. The accounting policies adopted in respect of financial liabilities and equity instruments are set out below.

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 other than those financial liabilities designated as at fair value through profit or loss, of which the interest expense is included in net gains or losses.

Other financial liabilities

Other financial liabilities including accrued liabilities and other payables, amounts due to shareholder and a director and other borrowings, are subsequently measured at amortised cost, using the effective interest rate method.

3. 重大會計政策概要(續)

(i) 財務工具(續)

i. 財務資產(續)

財務資產減值(續)

就按攤銷成本計量之財務資產而言，倘減值虧損額於其後期間減少，而有關減少在客觀上與確認減值後發生之事件有關，則先前已確認之減值虧損將透過損益賬予以撥回，惟該資產於減值被撥回當日之賬面值不得超過未確認減值時應有之已攤銷成本。

ii. 財務負債及權益

由一間集團實體發行之財務負債及權益工具，乃依據所簽署合約安排之內容，以及對財務負債及權益工具之界定進行歸類。

一項權益工具乃證明於集團資產之剩餘權益(扣減其所有負債後)之任何合約。本集團之財務負債列為其他財務負債。就財務負債及權益工具所採納的會計政策如下。

實際利息法

實際利息法為計算財務負債之攤銷成本以及分配於有關期間的利息開支之方法。實際利率是可將財務負債在預計年期或(倘適用)在較短期間的估計未來現金付款準確折算的利率。

利息開支按實際利率基準確認，惟指定按公平值計入損益賬之財務負債除外，其利息開支乃計入淨收益或虧損。

其他財務負債

其他財務負債包括累計負債及其他應付款項、應付股東及一名董事款項及其他借貸，乃採用實際利率法計算攤銷成本入賬。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(i) Financial instruments (continued)

ii. Financial liabilities and equity (continued)

Convertible notes

Convertible notes issued by the Company that contain both financial liability and equity components are classified separately into respective liability and equity components on initial recognition. On initial recognition, the fair value of the liability component is determined using the prevailing market interest rate of similar non-convertible debts. The difference between the gross proceeds of the issue of the convertible loan notes and the fair value assigned to the liability component, representing the embedded call option for the holder to convert the notes into equity, is included in equity (convertible notes equity reserve). Transaction costs that relate to the issue of the convertible notes are allocated to the liability and equity components in proportion to the allocation of the gross proceeds.

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

If the conversion option of convertible notes exhibits characteristics of an embedded derivative, it is separated from its liability component. On initial recognition, the derivative component of the convertible notes is measured at fair value and presented as part of derivative financial instruments. Any excess of proceeds over the amount initially recognised as the derivative component is recognised as the liability component. Transaction costs are apportioned between the liability and derivative components when the instruments are initially recognised. The portion of the transaction costs relating to the liability component is recognised initially as part of the liability. The portion relating to the derivative component is recognised immediately in the consolidated statement of comprehensive income.

3. 重大會計政策概要(續)

(i) 財務工具(續)

ii. 財務負債及權益(續)

可換股票據

本公司發行之可換股票據包含財務負債及權益部份，並於初步確認時分開歸類於各自負債及權益部份。於初步確認時，負債部份之公平值乃按類似非可換股債務之現行市場息率釐定。發行可換股貸款票據所得款項總額與歸入負債部份之公平值之差額(代表持有人將票據轉換為權益之嵌入式認購期權)計入權益(可換股票據權益儲備)。發行可換股票據有關交易成本乃按所得款項總額分配比例，分配至負債及權益部份。

其後期間可換股票據之負債部份採用實際利率法以攤銷成本入賬。權益部份(代表將負債部份轉換為本公司普通股之期權)將保留於可換股票據儲備，直至嵌入式期權被行使(其時可換股票據權益儲備呈列之餘額將轉撥入股本及股份溢價)。若該期權於到期日仍未行使，則於可換股貸款票據—權益儲備呈列之餘額將轉出至保留溢利。期權於換股或屆滿時之損益概不會於綜合全面損益賬確認。

倘可換股票據的換股權具有嵌入式衍生工具之特徵，則應獨立於其負債部份。於首次確認時，可換股票據之衍生工具部份按公平值計量，並以衍生財務工具之一部份呈列。若所得款項超出首次確認為衍生工具部份的金額，則差額確認為負債部份。交易費用於工具首次確認時分配至可換股票據之負債與衍生工具部份。有關負債部份的交易費用部份首次確認為負債部份。有關衍生工具的部份則即時在綜合全面損益賬內確認。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(i) Financial instruments (continued)

iii. Derecognition

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

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 or payable is recognised in consolidated statement of comprehensive income.

(j) Deferred revenue

Deferred revenue represents amounts received in advance for services to be rendered.

(k) 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 net profit as reported in the consolidated statement of comprehensive income because it excludes items of income or expense that are taxable or deductible in other years, and it further excludes items of consolidated statement of comprehensive income that are never taxable or deductible.

3. 重大會計政策概要(續)

(i) 財務工具(續)

iii. 取消確認

當自一項財務資產收取現金流量之權利屆滿，或該項財務資產已轉讓且本集團已大體上轉移該財務資產所有權之全部風險及回報，該財務資產即被取消確認。於取消確認某項財務資產時，有關資產賬面值及已收與應收代價之和，與已直接於權益確認之累計收益或虧損之差額乃於綜合全面損益賬確認。

當有關合約規定之責任被解除、取消或屆滿之時，財務負債會取消確認。被取消確認之財務負債賬面值與已付或應付代價之差額乃於綜合全面損益賬確認。

(i) 遞延收益

遞延收益指提供服務前先獲得之收益款額。

(k) 稅項

所得稅指本年度應付稅項及遞延稅項之總額。

本年度應付稅項乃按本年度應課稅溢利計算。應課稅溢利與綜合全面損益賬中所報溢利淨額不同，乃由於前者不包括在其他年度應課稅或可扣稅收支項目，且不包括綜合全面損益賬內從未課稅或扣稅之項目。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(k) Taxation (continued)

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary difference can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill (or negative goodwill) or from the initial recognition (other than 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 investment in subsidiaries and associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

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

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

(l) Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made. Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. Where the effect of the time value of money is material, the amount of a provision is the present value of the expenditures expected to be required to settle the obligations.

3. 重大會計政策概要 (續)

(k) 稅項 (續)

遞延稅項乃就財務報表內資產及負債賬面值及計算應課稅溢利所用相應稅基之差額而須支付或可回收之稅項，並以負債法作會計處理。遞延稅項負債通常會就所有應課稅暫時差額確認，而遞延稅項資產在可能出現可動用暫時差額扣減之應課稅溢利時確認。倘若交易中因商譽（或負商譽）或因業務合併以外原因首次確認其他資產及負債而引致之暫時差額並不影響應課稅溢利及會計溢利時，則不會確認該等資產及負債。

遞延稅項負債就於附屬公司及聯營公司之投資產生之應課稅暫時差額予以確認，惟本集團可控制暫時差額之撥回及暫時差額可能在可見將來不會撥回則除外。

遞延稅項資產之賬面值乃於各報告期完結日進行檢討，並予以相應扣減，直至不可能有足夠應課稅溢利以動用全部或部份遞延稅項資產為止。

遞延稅項乃按預期於清償負債或變現資產期間應用之稅率計算。遞延稅項於綜合全面損益賬扣除或計入綜合全面損益賬，惟倘遞延稅項直接於權益中扣除或計入權益之情況（其時遞延稅項亦會於權益中處理）除外。

(l) 準備

倘若本集團須就已發生的事件承擔法律或推定責任，而履行該責任預期會導致資源外流，並可就責任金額作出可靠的估計，便會就此計提準備。本集團於各報告期完結日檢討準備，並且為反映目前之最佳估計作出調整。如果貨幣時間價值重大，則按預計履行責任所需開支現值計提準備。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(m) Contingent liabilities and contingent assets

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably. A contingent liability is not recognised but is disclosed in the notes to the financial statements. When a change in the probability of an outflow occurs so that outflow is probable, they will then be recognised as a provision.

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

(n) Dividends distribution

Final dividend proposed by the directors are classified as a separate allocation of retained profits within the equity section of the consolidated statement of financial position, until they have been approved by shareholders in a general meeting. When these dividends have been approved by the shareholders and declared, they are recognised as a liability in the Group's financial statements.

Interim dividends are recognised as a liability when they are proposed and declared.

(o) Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at the end of the reporting period.

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

3. 重大會計政策概要(續)

(m) 或然負債及或然資產

或然負債指因已發生的事件而可能引起的責任，此等責任須就某一宗或多宗事件會否發生才能確認，而本集團並不能完全控制這些事件會否發生。或然負債亦可能是因已發生的事件引致現有的責任，但由於可能不需要消耗經濟資源，或責任金額未能可靠地衡量而未有入賬。或然負債不會被確認，但會在財務報表附註內披露。假若消耗資源的機會率改變而導致出現資源消耗時，此等負債將被確認為準備。

或然資產是指因已發生的事件而可能產生的資產，此等資產須就某一宗或多宗未來事件會否發生才能確認，而本集團並不能完全控制這些未來事件會否發生。或然資產不會被確認，但會於可能收到經濟效益時在財務報表附註內披露。若幾可肯定會收到經濟效益時，方會確認為資產。

(n) 股息分派

由董事建議派付之末期股息在資產負債表內權益項下列作保留溢利之一項獨立分配，直至股息於股東大會上獲股東批准為止。待此等股息獲股東批准而宣派後，將於本集團財務報表確認為一項負債。

中期股息於建議及宣派時確認為負債。

(o) 外幣

編製每個個別集團實體之財務報表時，採用並非該實體功能貨幣(外幣)進行之交易，一律以交易日現行匯率換算為其功能貨幣(即該實體經營之主要經濟環境之貨幣)入賬。於每個報告期完結日，以外幣計值之貨幣項目以報告期完結日現行匯率重新換算。

以外幣計值且以公平值入賬之非貨幣項目，以公平值釐定日之現行匯率重新換算。以外幣歷史成本計量之非貨幣項目概不重新換算。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(o) Foreign currencies (continued)

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise, except for exchange differences arising on a monetary item that forms part of the Company's net investment in a foreign operation, in which case, such exchange differences are recognised in equity in the consolidated financial statements. 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 differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in equity, in which cases, the exchange differences are also recognised directly in equity.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the 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 as a separate component of equity (the translation reserve). Such exchange differences are recognised in profit or loss in the period in which the foreign operation is disposed of.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation on or after 1 January 2005 are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the end of the reporting period. Exchange differences arising are recognised in the translation reserve.

(p) Employee benefits

i. Paid leave carried forward

The Group provides paid annual leave to its employees under their employment contracts on a calendar year basis. Under certain circumstances, such leave which remains untaken as at the end of the reporting period is permitted to be carried forward and utilised by the respective employees in the following year. No accrual is made at the end of the reporting period for the expected future cost of such paid leave earned during the year by the employees and carried forward as the amount is immaterial.

3. 重大會計政策概要 (續)

(o) 外幣 (續)

因貨幣項目結算及貨幣項目換算產生之匯兌差額，於產生期內之損益賬確認，惟構成本公司對一項外國業務淨投資之貨幣項目所產生之匯兌差額除外，此類匯兌差額於綜合財務報表之權益部份確認。以公平值入賬之非貨幣項目，其重新換算產生之匯兌差額於當期損益賬確認，惟重新換算非貨幣項目產生之差額除外，有關盈虧乃直接於權益確認，其匯兌差額亦直接於權益確認。

就呈列綜合財務報表而言，本集團海外經營業務之資產及負債按報告期完結日之現行匯率換算為本集團之呈列貨幣（即港元），其收入及支出按該年度之平均匯率換算，惟匯率於該期間出現大幅波動則作別論，其時則採用於交易當日之現行匯率換算。所產生之匯兌差額（如有）乃確認作權益之獨立部份（匯兌儲備）。該等匯兌差額於出售海外業務之期間在損益賬確認。

於二零零五年一月一日或之後收購海外業務時產生有關所收購可識別資產之商譽及公平值調整，乃處理為該海外經營業務之資產及負債，並按於報告期完結日之現行匯率換算。產生之匯兌差額於匯兌儲備確認。

(p) 僱員福利

i. 有薪假期結轉下年度

本集團根據僱員合約，按曆年基準向僱員提供有薪年假福利。在若干情況，有關僱員在報告期完結日尚餘之有薪假期可結轉下一個曆年並由僱員動用。基於涉及之款額微不足道，故在報告期完結日並未就此等僱員年內應計及結轉下年度之有薪假期之預期未來累計成本列賬。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(p) Employee benefits (continued)

ii. Pension scheme

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

The employees of the Group's subsidiaries which operates in Mainland China are required to participate in a central pension scheme operated by the local municipal government. The contributions are charged to the consolidated statement of comprehensive income as they become payable in accordance with the rules of the central pension scheme.

(q) Equity-settled share-based payment transaction

(i) Share Options Scheme and Share Award Scheme

The fair value of share options and awarded shares granted to employees in an equity-settled share based payment transaction is recognised as an employment cost with a corresponding increase in the employee share-based compensation reserve within equity. In respect of share options, the fair value is measured at grant date using the Black Scholes pricing model, taking into account the terms and conditions upon which the options were granted. In respect of awarded shares, the fair value is based on the closing price at the grant date. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the share options and awarded shares, the total estimated fair value of the share options and awarded shares is spread over the vesting period, taking into account the probability that the share options and awarded shares will vest.

During the vesting period, the number of share options and awarded shares that is expected to vest is reviewed. Any adjustment to the cumulative fair value recognised in prior years is charged/credited to the statement of comprehensive income for the year of the review, with a corresponding adjustment to the employee share-based compensation reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of share options and awarded shares that vest (with a corresponding adjustment to the employee share-based compensation reserve).

3. 重大會計政策概要 (續)

(p) 僱員福利 (續)

ii. 退休福利計劃

本集團根據強制性公積金計劃條例設立界定供款強制性公積金退休福利計劃(「強積金計劃」)供合資格參與強積金計劃之有關僱員參與。根據強積金計劃之規則，供款額為僱員基本薪金之某個百分比，並於應繳付時在綜合全面損益賬扣除。強積金計劃之資產與本集團之資產分開持有，並由獨立運作之基金管理。本集團之僱主供款於對強積金計劃供款時全數歸於僱員。

於中國內地經營之本集團附屬公司之僱員須參與由當地市政府設立之中央退休福利計劃。根據中央退休福利計劃之規則，供款乃當其應繳付時於綜合全面損益賬扣除。

(q) 以權益結算並以股份為基礎之付款交易

(i) 認股權計劃及股份獎勵計劃

於股本償本之股份為本交易賦予員工的認股權及獎授股份之公允價值被確認為員工成本，並在股東權益內的以股份為本之僱員補償儲備作相應的增加。有關認股權之公允價值乃採用Black Scholes認股權定價模式，按認股權授予日及授予認股權的條款而計算。至於獎授股份方面，其公允價值是已支付之代價。當僱員須符合歸屬期條件才可無條件享有該等認股權及獎授股份，認股權及獎授股份的預計公允價值總額在歸屬期內攤分入賬，並已考慮認股權及獎授股份歸屬的或然率。

估計可歸屬認股權及獎授股份的數目須在歸屬期內作出檢討。任何已在往年確認的累積公允價值調整須在檢討年度內的綜合全面損益賬支銷或回撥，並在以股份為本之僱員補償儲備作相應調整。在歸屬日，確認為支出之金額按歸屬認股權及獎授股份的實際數目作調整(並在以股份為本之僱員補償儲備作相應調整)。

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財務報表附註

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(q) Equity-settled share-based payment transaction (continued)

(i) Share Options Scheme and Share Award Scheme (continued)

The equity amount for the share options is recognised in the employee share-based compensation reserve until either the option is exercised (when it is transferred to the share premium account) or the option expires (when it is released directly to retained profits).

(ii) Shares held for Share Award Scheme

Where the shares of the Company are acquired under the Share Award Scheme, the consideration paid, including any directly attributable incremental costs, is presented as "Shares held for Share Award Scheme" and deducted from total equity.

When the awarded shares are transferred to the awardees upon vesting, the related weighted average cost of the awarded shares vested are credited to "Shares held for Share Award Scheme", and the related employment costs of the awarded shares vested are debited to the employee share-based compensation reserve. The difference between the related weighted average cost and the related employment costs of the awarded shares is transferred to retained profits.

Where the Shares held for Share Award Scheme are revoked and the revoked shares are disposed of, the related gain or loss is transferred to retained profits, and no gain or loss is recognised in the consolidated statement of comprehensive income.

Where the cash or non-cash dividend distribution is declared in respect of the shares held for Share Award Scheme, the cash or fair value of the non-cash dividend is transferred to retained profits, and no gain or loss is recognised in the consolidated statement of comprehensive income.

3. 重大會計政策概要 (續)

(q) 以權益結算並以股份為基礎之付款交易 (續)

(i) 認股權計劃及股份獎勵計劃 (續)

屬認股權的權益金額在以股份為本之僱員補償儲備確認，直至當認股權被行使時(轉入股份溢價)，或當認股權之有效期屆滿時(轉入保留溢利)。

(ii) 為股份獎勵計劃而持有之股份

倘根據股份獎勵計劃下購入的公司股份，已支付之代價，包括所有直接有關的增量成本，被提出作為「為股份獎勵計劃而持有之股份」並從總權益中扣除。

當獎授股份於歸屬時轉至獲獎授人時，有關已歸屬獎授股份的加權平均成本計入「為股份獎勵計劃而持有之股份」的貸方及有關的員工成本計入以股份為本之僱員補償儲備借方。有關加權平均成本及有關獎勵計劃的員工成本之差額轉入保留溢利。

當取消為股份獎勵計劃而持有之股份時，取消之股份將出售有關損益轉入保留溢利，綜合全面損益賬不確認任何損益。

當為股份獎勵計劃而持有之股份宣派現金或非現金股息，分派之現金或非現金股息之公允價值轉入保留溢利，綜合全面損益賬不確認任何損益。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(r) Related party transactions

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

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

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

(s) Cash and cash equivalents

Cash and cash equivalents include cash at bank and on hand, demand deposits and short-term, highly liquid investments which are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

(t) Borrowing costs

Borrowing costs are interests and other costs incurred in connection with the borrowing of funds. All borrowing costs are charged to the consolidated statement of comprehensive income in the period in which they are incurred.

3. 重大會計政策概要(續)

(r) 關連人士交易

以下人士被視為與本集團有關連：

- (i) 該人士透過一個或多個中介機構直接或間接(a)控制本集團或受本集團控制或與本集團受到共同控制；(b)於本集團之權益使其可對本集團施加重大影響力；或(c)共同控制本集團；
- (ii) 該人士為聯繫人士；
- (iii) 該人士為共同控制實體；
- (iv) 該人士為本集團或其母公司之主要管理人員成員；
- (v) 該人士為(i)或(iv)項所述任何個別人士有密切關係之家族成員；
- (vi) 該人士為受(iv)或(v)項所述任何人士直接或間接控制、共同控制或擁有重大影響力之實體或就此於該實體中擁有重大投票權；或
- (vii) 該人士為有關本集團僱員福利或作為本集團關連人士之任何實體而設立之離職後福利計劃。

倘一項交易中，關連人士之間存在資源或責任轉移事項，則該項交易為關連人士交易。

(s) 現金及現金等值項目

現金及現金等值項目包括銀行及手頭上現金、活期存款及可隨時轉換為已知數額的現金、並無重大價值變動風險及一般於購入後三個月內屆滿的短期高流動投資，減去須按要求償還之銀行透支，並構成本集團現金管理之整體部份。

(t) 借貸成本

借貸成本指因借入資金而產生之利息及其他成本。所有借貸成本均於其產生期間在綜合全面損益賬扣除。

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財務報表附註

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(u) 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 lessee

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

Prepaid land premiums under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms.

(v) Segment reporting

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

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

3. 重大會計政策概要 (續)

(u) 租賃

倘在租賃有效期內，資產所有權之絕大部份風險及回報均轉讓予承租人，該租賃即被列為融資租賃。其他租賃均被列為經營租賃。

本集團作為承租人

根據經營租賃應付之租金乃按有關租賃年期以直線法於綜合全面損益賬扣除。訂立經營租賃之已收及應收利益乃按有關租賃年期以直線法確認為租賃費用之扣減。

根據經營租賃之預付土地費用乃初步按成本值列賬，並隨後按有關租賃年期以直線法確認。

(v) 分部呈報

經營分部及財務資料所呈報之各分部項目之金額，乃從為向本集團各項業務及地理位置分配資源及評估其業績而定期向本集團最高行政決策者提供之財務報表當中加以識別。

就財務報告而言，將不會併入個別重要經營分部，除非該分部的產品及服務性質、生產工序性質、客戶類型或階層、分銷產品或提供服務方法及監管環境的性質等方面的經濟特性類似。倘個別不重要的經營分部符合上述大部份條件，則可供為一個報告分部。

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4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 3 to the financial statements, management is required to make judgments, 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.

Critical judgments in applying accounting policies

The following are the critical judgments, apart from those involving estimations, that management has made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

(i) Income taxes

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

(ii) Impairment of assets

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

(iii) Estimated impairment of goodwill

The Group performs annual tests on whether there has impairment of goodwill in accordance with the accounting policy stated in Note 21. The recoverable amounts of cash generating units are determined based on value-in-use calculations. These calculations require the use of estimates and assumptions made by management on the future operation of the business, pre-tax discount rates, and other assumptions underlying the value-in-use calculations.

4. 關鍵會計判斷及估計不確定性之主要來源

於應用財務報表附註3所載本集團之會計政策時，管理層須就從其他來源不顯而易見之資產及負債賬面值作出判斷、估計及假設。該等估計及相關假設乃以經驗及認為屬有關之其他因素而作出。實際結果可能有別於該等估計。

估計及相關假設按持續基準審閱。倘若會計估計修訂僅影響該期間，有關修訂會在修訂估計期間確認。倘若有關修訂影響當期及未來期間，有關修訂會在修訂期間及未來期間確認。

應用會計政策之關鍵判斷

除該等涉及估計之判斷外，以下關鍵判斷為董事於應用本集團之會計政策時所作出，並對綜合財務報表內已確認金額構成最重大影響。

(i) 所得稅

本集團須繳納多個司法權區之所得稅。於釐定世界各地之所得稅準備時需作出重要判斷。於正常業務過程中，有許多交易及計算均難以明確作出最終稅務釐定。本集團須估計未來會否繳納額外稅項，從而確認對預期稅務審核事宜之責任。倘該等事宜之最終稅務結果與起初錄得之金額不同，差額將影響稅務釐定期內之所得稅及遞延稅項準備。

(ii) 資產減值

本集團每年就資產有否減值進行測試。資產或現金產生單位之可回收金額，乃根據需要用上假設及估計之在用價值計算法釐定。

(iii) 商譽之估計減值

本集團分別根據財務報表附註21所載之會計政策，每年測試商譽是否出現任何減值。現金產生單位之可回收金額乃根據使用價值計算釐定。該等計算需要管理層對未來業務營運作出估計及假設、使用稅前折現率及其他有關使用價值計算之假設。

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4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Critical judgments in applying accounting policies (continued)

(iv) Share-based payment

The valuation of the fair value of share options granted requires judgment in determining the expected volatility of the share price, the dividends expected on the shares, the risk free interest rate during the life of the options and the number of share options that are expected to become exercisable, details of which are set in Note 33 to the financial statements. Where the actual outcome of the number of exercisable options is different from the previously estimated number of exercisable options, such difference will have impact on the consolidated statement of comprehensive income in the subsequent remaining vesting period of the relevant share options.

(v) Estimated impairment of trade receivables

When there is objective evidence of impairment loss, the Group takes into consideration the estimation of future cash flows. The amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). Where the actual future cash flows are less than expected, impairment loss may arise. As at 31 March 2011, the carrying amount of trade receivables is approximately HK\$22,000 (2010: HK\$1,065,000).

(vi) Fair value of derivatives and other financial instruments

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

(vii) Property, plant and equipment

In accordance with HKAS 16, the Group estimates the useful lives of property, plant and equipment in order to determine the amount of depreciation expenses to be recorded. The useful lives are estimated at the time the asset is acquired based on historical experience, the expected usage, wear and tear of the assets, as well as technical obsolescence arising from changes in the market demands or service output of the assets. The Group also perform annual reviews on whether the assumptions made on useful lives continue to be valid.

4. 關鍵會計判斷及估計不確定性之主要來源 (續)

應用會計政策之關鍵判斷 (續)

(iv) 以股份為基礎之付款

評估已授出購股權之公平值時需要作出判斷，以釐定股價之預期波幅、股份之預計股息、購股權有效期內的無風險利率，以及預期可以行使之購股權的數目，有關詳情載於財務報表附註33。若可行使購股權之實際數目有別於原先估計，差額將影響有關購股權之其後餘下歸屬期的綜合損益賬。

(v) 貿易應收款項之估計減值

若出現減值虧損之客觀憑證，本集團將考慮有關未來現金流之估計。減值虧損之金額，是指資產賬面值與估計未來現金流（不包括尚未產生之未來信貸虧損）以財務資產的原訂實際利率（即初步確認時計算之實際利率）貼現之現值之間的差額。若未來現金流之實際金額低於預期，則可能出現減值。於二零一一年三月三十一日，貿易應收款項之賬面值約為22,000港元（二零一零年：1,065,000港元）。

(vi) 衍生工具及其他財務工具之公平值

並無於交投活躍之市場買賣的財務工具，其公平值以估值方法釐定。本集團運用其判斷以挑選數種方法，而作出之假設則主要建基於各報告期完結日之現存市況。

(vii) 物業、廠房及設備

根據香港會計準則第16號，本集團估計物業、廠房及設備之可使用年期，以釐定將予記賬之折舊開支之金額。本集團乃於購入資產時根據以往經驗、預期用途、資產之耗損以及因市場需求改變或運用資產提供服務而產生之技術性過時而估計可使用年期。本集團亦每年作出檢討，衡量對可使用年期所作假設是否仍然有效。

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5. FINANCIAL RISK MANAGEMENT

Financial risk management objectives and policies

The Group's major financial instruments include borrowings and cash and cash equivalents. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Market risk

(i) Foreign currency risk

The Group operates mainly in the People's Republic of China (the "PRC"), Macau and Hong Kong and majority of transactions are denominated in Hong Kong dollars ("HK\$"), Macau Pataca ("MOP") and Renminbi ("RMB"). The Group is exposed to limited foreign exchange risk as most assets and liabilities are denominated in HK\$, MOP, and RMB. Therefore the Group is exposed to foreign exchange risk arising from these currency exposures. The conversion of RMB into foreign currencies is subject to the rules and regulations of foreign exchange control promulgated by the PRC government. The Group is exposed to foreign exchange risk in respect of exchange fluctuation of HK\$ against RMB. The Group currently does not have a foreign currency hedging policy in respect of foreign currency assets and liabilities. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

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:

5. 財務風險管理

財務風險管理目標及政策

本集團之主要財務工具包括股本投資、借貸以及現金及銀行結餘。該等財務工具之詳情乃於相關附註披露。與該等財務工具有關之風險及如何減低該等風險之政策載於下文。管理層會管理及監察該等風險，以確保可及時有效地實行適當措施。

市場風險

(i) 外匯風險

本集團主要在中國、澳門及香港經營業務，且大部份交易以港元（「港元」）、澳門幣（「澳門幣」）及人民幣（「人民幣」）計值。由於大部份資產及負債是以港元、澳門幣及人民幣計值，本集團面對之外匯風險有限。因此，本集團面對該等貨幣產生之外匯風險。人民幣兌換為外幣須遵守中國政府頒佈之外匯管制法規。本集團因港元兌人民幣之匯率波動而承受外匯風險。本集團現時並無任何外國流動資產及負債之外幣對沖工具。本集團將密切監管其外幣風險，並於必要時考慮對沖重大外匯風險。

本集團於報告日期以外幣計值之貨幣資產及貨幣負債之賬面值如下：

		31 March 2011 二零一一年 三月三十一日 HK\$'000 千港元	31 March 2010 二零一零年 三月三十一日 HK\$'000 千港元
Assets	資產		
RMB	人民幣	868	162,251
USD	美元	-	901
MOP	澳門幣	-	8
Liabilities	負債		
RMB	人民幣	237	1,294

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

5. FINANCIAL RISK MANAGEMENT (continued)

Financial risk management objectives and policies (continued)

Market risk (continued)

(i) Foreign currency risk (continued)

Sensitivity analysis on foreign currency risk management

The following table details the Group's sensitivity to a 5% increase and decrease in HK\$ against the relevant foreign currencies. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes outstanding foreign currency denominated monetary items, and adjusts their translation at the year end for a 5% change in foreign currency rates. The sensitivity analysis includes external loans as well as loans to foreign operations within the Group where the denomination of the loan is in a currency other than the currency of the lender of the borrower. A negative number below indicates a decrease in profit where the Hong Kong dollars strengthen 5% against the relevant currency. For a 5% weakening of the Hong Kong dollars against the relevant currency, there would be an equal and opposite impact on the profit and balances below would be positive.

Impact of RMB	人民幣之影響
Profit or loss (note)	溢利或虧損 (附註)

32

8,048

Note:

This is mainly attributable to the exposure outstanding on receivables and payables denominated in respective currencies at the year end.

(ii) Price risk

At the end of the reporting period, the Group did not have any financial assets which are measured at fair value. The Group does not have significant exposure to price risk.

5. 財務風險管理 (續)

財務風險管理目標及政策 (續)

市場風險 (續)

(i) 外匯風險 (續)

外匯風險管理之敏感度分析

下表詳列本集團就港元兌相關外幣升值及貶值5%之敏感度。向內部主要管理人員報告外匯風險時所採用之敏感度比率為5%，其為管理層評估可能合理出現之匯率變動。敏感度分析包括尚未處理之外幣計值貨幣項目，並會對彼等於年底之換算在匯率上作出5%之調整。敏感度分析亦包括外界貸款及本集團內海外業務所獲之貸款，而有關貸款須為以借款之借入方以外的貨幣計值。下文中之負數顯示倘港元兌相關貨幣升值5%時溢利之減少數額。倘港元兌相關貨幣貶值5%，溢利將會出現相反方向之等額變動，而下列之結餘將為正數。

31 March 2011 二零一一年 三月三十一日 HK\$'000 千港元	31 March 2010 二零一零年 三月三十一日 HK\$'000 千港元
--	--

附註：

主要來自於年底就按各自之貨幣計值之應收款項及應付款項所面臨的風險。

(ii) 價格風險

於報告期完結日，本集團並無任何以公平值計量之財務資產。本集團並無重大價格風險。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

5. FINANCIAL RISK MANAGEMENT (continued)

Financial risk management objectives and policies (continued)

Market risk (continued)

(iii) Interest rate risk

The Group's cash flow interest rate risk relates primarily to variable-rate borrowings. 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 assets and financial liabilities are detailed in the liquidity risk management section of this note. The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of HSBC prime rate arising from the Group's Hong Kong dollar denominated borrowings.

Sensitivity analysis on interest rate risk management

The sensitivity analyses below have been determined based on the exposure to interest rates for derivatives and non-derivative instruments at the end of the reporting period. The analysis is prepared assuming the financial instruments outstanding at the end of the reporting period were outstanding for the whole year. A 50 basis points (2010: 50 basis points) increase or decrease in HSBC prime rate is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 50 basis points higher/lower and all other variable were held constant, the Group's:

- post tax profit for the year ended 31 March 2011 would decrease/increase by HK\$143,000 (2010: HK\$674,000). This is mainly attributable to the Group's exposure to interest rates on its variable rate borrowings.

5. 財務風險管理(續)

財務風險管理目標及政策(續)

市場風險(續)

(iii) 利率風險

本集團的現金流量風險主要涉及浮息借款。本集團的政策是保持其借款浮息，以減低公平值利率風險。

本集團財務資產及財務負債的利率風險詳情載於本附註之流動資金風險管理一節。本集團之現金流量利率風險主要集中在本集團以港元為單位之借貸所產生匯豐銀行最優惠利率之波動。

利率風險管理敏感度分析

以下敏感度分析乃根據衍生工具及非衍生工具所面臨之利率風險而釐定。編製此分析乃假設於報告期完結日的尚未償還之財務工具持續發生於全年。向主要管理人員內部匯報利率風險時，乃使用匯豐銀行最優惠利率50個基點(二零一零年：50個基點)的增減，此乃管理層就利率之合理可能變動之評估。

倘利率上升／下降50個基點，其他變數維持不變，則本集團：

- 於截至二零一一年三月三十一日止年度之除稅後溢利將減少／增加143,000港元(二零一零年：674,000港元)，主要源自本集團浮息借款及利率掉期協議(乃指定作為公平值對沖之對沖工具)所產生之利率風險。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

5. FINANCIAL RISK MANAGEMENT (continued)

Credit risk

As at 31 March 2011, 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 credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In this regards, the directors of the Company consider that the Group's credit risk is significantly reduced.

The Group's credit risk is primarily attributable to trade or other receivables. The Group has no significant concentrations of credit risk. The exposures to these credit risks are monitored on an ongoing basis.

Liquidity risk

The Group manages liquidity risk by maintaining adequate cash and cash equivalents, monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

The liquidity risk is under continuous monitoring by management. Reports with maturity dates of other borrowings and thus the liquidity requirement are provided to management for review periodically. Management will raise or refinance bank borrowings whenever necessary.

The table below analyses the Group's financial liabilities that will be settled into relevant maturity groupings based on the remaining period at the end of the reporting period to the contractual maturity date. The amounts disclosed in the table are based on the contractual undiscounted payments, as follows:

		At 31 March 2011 於二零一一年三月三十一日							
		Less than 1 month	Between 1 to 3 months	Between 3 months to 1 year	Between 1 year to 5 years	More than 5 years	Total undiscounted cash flow 總未貼現 現金流	Total carrying amount	
		一個月內 HK\$'000 千港元	一至三個月 HK\$'000 千港元	三個月至一年 HK\$'000 千港元	一年至五年 HK\$'000 千港元	超過五年 HK\$'000 千港元	現金流 HK\$'000 千港元	總賬面值 HK\$'000 千港元	
Non-derivative financial liabilities	非衍生財務負債								
Accrued liabilities and other payables	累計負債及其他 應付款項	169,952	-	-	-	-	169,952	169,952	
Amounts due to shareholders and a director	應付股東及 一名董事款項	14,478	-	-	-	-	14,478	14,478	
Other borrowings	其他借貸	33,872	-	-	-	-	33,872	33,872	
Convertible notes	可換股票據	-	-	-	173,500	-	173,500	142,094	
Total	總計	218,302	-	-	173,500	-	391,802	360,396	

5. 財務風險管理 (續)

信貸風險

於二零一一年三月三十一日，因交易對方未能履行責任而可為本集團帶來財務虧損之本集團最大信貸風險，乃來自綜合財務狀況表所列各項已確認財務資產之賬面值。

為將信貸風險降至最低，本集團之管理層訂有信貸批准及其他監管程序，以確保採取跟進行動追收逾期債務。就此而言，本公司董事認為本集團之信貸風險已大幅降低。

本集團之信貸風險主要由貿易或其他應收款項產生。本集團並無重大信貸集中風險。本集團會持續監控所面對之信貸風險。

流動資金風險

本集團通過維持充足現金及銀行結餘、監管預測及實際現金流量，以及配合財務資產及負債之到期時間表，藉此管理流動資金風險。

管理層持續監管流動資金風險。載有其他借貸到期日及相關流動資金需求之報告定期向管理層提交以供審閱。必要時，管理層將增加銀行借貸或對其進行再融資。

下表顯示本集團將結算之財務負債，此乃按照相關到期組別，根據由報告期完結日至合約到期日之剩餘期間進行分析。表內披露之金額根據合約無折現付款計算，詳情如下：

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

5. FINANCIAL RISK MANAGEMENT (continued)

Liquidity risk (continued)

5. 財務風險管理(續)

流動資金風險(續)

At 31 March 2010
於二零一零年三月三十一日

		Less than 1 month	Between 1 to 3 months	Between 3 months to 1 year	Between 1 year to 5 years	More than 5 years	Total undiscounted cash flow	Total carrying amount
		一個月內 HK\$'000 千港元	一至三個月 HK\$'000 千港元	三個月至一年 HK\$'000 千港元	一年至五年 HK\$'000 千港元	超過五年 HK\$'000 千港元	總未貼現 現金流 HK\$'000 千港元	總賬面值 HK\$'000 千港元
Non-derivative financial liabilities	非衍生財務負債							
Accrued liabilities and other payables	累計負債及其他 應付款項	5,135	-	211,213	-	-	216,348	216,348
Amounts due to shareholders and a director	應付股東及 一名董事款項	-	94,182	44,335	-	-	138,517	138,517
Other borrowings	其他借貸	-	-	5,165	-	-	5,165	5,165
Convertible notes	可換股票據	-	-	-	173,500	-	173,500	128,592
Total	總計	5,135	94,182	260,713	173,500	-	533,530	488,622

Fair value of financial instruments

The fair value of financial assets and financial liabilities are determined as follows:

- the fair value of financial assets and financial liabilities (including 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 transaction as input. For an option-based derivative, the fair value is estimated using option pricing model.

Except as detailed in the following table, the directors consider that the carrying amounts of financial assets and financial liabilities recorded in the consolidated financial statements approximate to their fair values.

財務工具之公平值

財務資產及財務負債之公平值按以下方式釐定：

- 具備標準條款及條件，並於交投活躍市場買賣之財務資產及財務負債(包括衍生工具)之公平值，乃分別參考市場買入及賣出報價釐定；及
- 其他財務資產及財務負債(包括衍生工具)之公平值，乃根據公認定價模式，並按折現現金流量分析，採用作為輸入之可觀察現時市場交易之價格或費率計算。就以期權為基準之衍生工具而言，公平值乃採用期權定價模式估計。

除下表所詳述外，本公司董事認為，於綜合財務報表記錄之財務資產及財務負債之賬面值與其公平值相若。

		At 31 March 2011 於二零一一年三月三十一日		At 31 March 2010 於二零一零年三月三十一日	
		Carrying amount 賬面值 HK\$'000 千港元	Fair value 面值 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元	Fair value 面值 HK\$'000 千港元
Financial liabilities	財務負債				
Convertible notes (Note)	可換股票據 (附註)	142,094	155,514	128,592	128,592

Note:

The fair value of the liability component of convertible notes is determined assuming no redemption will be occurred and using a 7.13% interest rate with reference to the Hong Kong Exchange Fund Notes yields.

附註：

可換股票據之負債部份之公平值乃假設並無贖回而釐定，並參考照香港外匯基金票據收益採用7.13%利率計算。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

5. FINANCIAL RISK MANAGEMENT (continued)

Fair value of financial instruments (continued)

Fair value measurements recognised in the consolidated statement of financial position

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

5. 財務風險管理(續)

財務工具之公平值(續)

於綜合財務狀況表內確認之公平值計量

下表提供初步確認後按公平值計量之財務工具分析，乃根據公平值之可觀察程度分為第一至第三級。

- 第一級公平值計量乃有相同資產或負債在活躍市場之報價(未經調整)得出；
- 第二級公平值計量由第一級所載報價以外之可觀察資產或負債數據直接(即價格)或間接(即源自價格)得出；及
- 第三級公平值計量由包括并非以可觀察市場數據(不可觀察數據)為基礎之資產或負債數據之估值技術得出。

	Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Financial assets				
Derivative component of convertible notes	—	—	—	—

財務資產

可換股票據之衍生部份

There were no transfers between Levels 1 and 2 in the current year.

於本年度內，第一級及第二級之間並無進行轉撥。

Reconciliation of Level 3 fair value measurements of financial assets

金融資產第三級公平值計量之對賬表

		Year ended 31 March 2010 Derivative component of convertible notes 截至二零一零年三月三十一日止年度 可換股票據之衍生部份 HK\$'000 千港元
Opening balance	期初結餘	384
Gain or losses recognised in:	於下列項目所確認收益或虧損：	
– profit or loss	– 損益	(384)
Closing balance	期終結餘	—

During the year ended 31 March 2011, there was no movement of derivative component of convertible notes. No gain or loss for the current year relating to the derivative component of convertible notes has been recognised in the consolidated statement of comprehensive income.

於截至二零一一年三月三十一日止年度，可換股票據之衍生部份並無變動。本年度內，未有就可換股票據之衍生部份於綜合全面損益表中確認收益或虧損。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

5. FINANCIAL RISK MANAGEMENT (continued)

Capital risk management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of debts (which includes other borrowings, convertible notes), 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 an annual basis. As part of this review, the directors of the Company consider the cost of capital and the risks associated with each class of capital.

The Group monitors capital using gearing ratio, which is calculated as either total borrowings divided by total capital or net borrowings divided by total capital. The gearing ratios as at the end of the reporting period are as follows:

5. 財務風險管理 (續)

資本風險管理

本集團管理其資本，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利益相關者帶來最大回報。本集團之整體策略維持不變，與去年無異。

本集團之資本結構包括債務（其包括其他借貸、可換股票據）、現金及現金等值項目及本公司擁有人應佔權益（其包括已發行股本及儲備）。

本集團董事每年檢討資本結構。作為此檢討之一部份，本集團董事考慮資本成本及各類資本隨附之風險。

本集團採用資本負債比率監控資本，即總借貸除以總資本或淨借貸除以總資本。於報告期完結日之資本負債比率如下：

		31 March 2011 二零一一年 三月三十一日 HK\$'000 千港元	31 March 2010 二零一零年 三月三十一日 HK\$'000 千港元
Total debt (i)	總債務(i)	190,444	272,274
Less: Cash and cash equivalents	減：現金及現金等值項目	(21,220)	(5,514)
Net debt	淨債務	169,224	266,760
Equity (ii)	權益(ii)	(261,214)	(303,620)
Net debt to equity ratio	淨債務對權益比率	64.8%	88.1%
Total debt to equity ratio	總債務對權益比率	72.9%	89.7%

Notes:

(i) Total debt comprises amounts due to shareholders and a director, other borrowings and convertible notes as detailed in Notes 26, 28 and 29 respectively.

(ii) Equity includes all capital and reserves of the Group.

附註：

(i) 總債務包括應付股東及一名董事款項及可換股票據（有關詳情分別載於附註26、28及29）。

(ii) 權益包括本集團之所有資本及儲備。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

6. SEGMENT INFORMATION

Information reported to the chief operating decision maker for the purposes of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided.

The Group organised into two operating divisions: unconventional gas business, trade shows and exhibition operation. These divisions are the basis on which the Group reports its segment information.

The two operating and reportable segments under HKFRS 8 are as follows:

Trade shows and exhibition operation	Trade shows and exhibition operation and providing ancillary services in Hong Kong and the United Kingdom
Unconventional gas business	Provision of services in connection with unconventional gas and import of technical equipment for the unconventional gas industry

During the year ended 31 March 2010, the Group lost its resources operation in coal.

6. 分部資料

向主要營運決策者報告之資料旨在就所遞送或提供之貨品或服務進行資源調配及評估。

本集團分為兩個經營分部：非常規天然氣業務及展覽會業務。該等分部為本集團呈報其分部資料之基準。

根據香港財務報告準則第8號，兩個經營及報告分部如下：

展覽會業務	於香港及英國舉辦貿易展覽會及展覽會及提供配套服務
非常規天然氣業務	從事提供與非常規天然氣相關服務及非常規天然氣行業輸入技術設備

於截至二零一零年三月三十一日止年度內，本集團喪失其煤炭相關之資源業務。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

6. SEGMENT INFORMATION (continued)

Segment revenues and results

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

2011

6. 分部資料(續)

分部收入及業績

本集團收入及業績按可申報分部劃分之分析如下：

二零一一年

		Unconventional gas business 非常規 天然氣業務 HK\$'000 千港元	Trade shows and exhibition operation 展覽會業務 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Turnover	營業額			
Turnover from external customers	來自外界客戶之營業額	-	82,368	82,368
Result	業績			
Segment result	分部業績	(1,485)	11,359	9,874
Unallocated income	未分配收入			242
Unallocated corporate expenses	未分配企業支出			(21,986)
Share-based payment	以股份為基礎之付款			(8,366)
Gain on disposal of subsidiaries	出售附屬公司之收益	-	991	991
Finance costs	融資成本			(18,167)
Loss before tax	除稅前虧損			(37,412)
Taxation	稅項			2,228
Loss for the year	本年度虧損			(35,184)

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

6. SEGMENT INFORMATION (continued)

Segment revenues and results (continued)

2010

		Continuing operations 持續經營業務 Trade shows and exhibition operation 展覽會業務		Discontinued operations 已終止經營業務 Resources operation in coal 煤炭相關之資源業務	Consolidated 綜合
		HK\$'000 千港元		HK\$'000 千港元	HK\$'000 千港元
Turnover	營業額				
Turnover from external customers	來自外界客戶之營業額	87,374	–		87,374
Result	業績				
Segment result	分部業績	4,428	–		4,428
Unallocated income	未分配收入				245
Unallocated corporate expenses	未分配企業支出				(25,544)
Gain on disposal of a subsidiary	出售附屬公司之收益	2,032	–		2,032
Loss arising from loss of control of a subsidiary	失去一間附屬公司控制權所產之虧損	–	(797,129)		(797,129)
Finance costs	融資成本				(22,924)
Loss before tax	除稅前虧損				(838,892)
Taxation	稅項				1,156
Loss for the year	本年度虧損				(837,736)

Turnover reported above represents revenue generated from external customers. There were no inter-segment sales in the year (2010: Nil).

The accounting policies of the reportable segments are the same as the Group's accounting policies described in Note 3. Segment results represent the profit/(loss) generated by each segment without allocation of corporate expenses, share-based payment, finance costs and taxation. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and assessment of segment performance.

6. 分部資料(續)

分部收入及業績(續)

二零一零年

Continuing operations 持續經營業務 Trade shows and exhibition operation 展覽會業務	Discontinued operations 已終止經營業務 Resources operation in coal 煤炭相關之資源業務	Consolidated 綜合
HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元

上文所呈報之營業額指來自外界客戶之收益。於本年度內並無內部銷售(二零一零年：無)。

可申報分部之會計政策與本集團附註3所述之會計政策相同。分部業績指未分配企業開支、以股份為基礎之付款、融資成本及稅項前各部份產生之溢利/(虧損)。此為向主要經營決策者報告以分配資源及評估分部表現之方法。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

6. SEGMENT INFORMATION (continued)

Segment assets and liabilities

2011

Assets
Segment assets
Unallocated corporate assets

資產
分部資產
未分配企業資產

15,679

4,953

20,632

100,319

120,951

Liabilities
Segment liabilities
Unallocated corporate liabilities

負債
分部負債
未分配企業負債

496

23,440

23,936

358,229

382,165

2010

二零一零年

Assets
Segment assets
Unallocated corporate assets

資產
分部資產
未分配企業資產

21,492

–

21,492

173,141

194,633

Liabilities
Segment liabilities
Unallocated corporate liabilities

負債
分部負債
未分配企業負債

46,836

–

46,836

451,417

498,253

For the purpose of monitoring segment performance and allocating resources between segments:

- all assets are allocated to reportable segments other than corporate assets. Goodwill is allocated to reportable segments as described in Note 21; and
- all liabilities are allocated to reportable segments other than corporate liabilities, convertible notes and deferred tax liabilities.

就監控分部表現及分配分部間資源而言：

- 除企業資產外，所有資產分配至可申報分部。商譽按附註21所述分配至可申報分部；及
- 除企業負債、可換股票據及遞延稅項負債外，所有負債分配至可申報分部。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

6. SEGMENT INFORMATION (continued)

Other segment information

6. 分部資料(續)

其他分部資料

		Depreciation and amortisation 折舊及攤銷		Additions to non-current assets 非流動資產之增加	
		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Trade shows and exhibition operation	展覽會業務	69	928	-	45
Unconventional gas business	非常規天然氣業務	14	-	4	-
Unallocated	未分配	346	315	931	77
		429	1,243	935	122

In addition to the depreciation and amortisation reported above, impairment losses of approximately HK\$Nil (2010: HK\$377,000) were recognised in respect of property, plant and equipment included in unallocated corporate assets.

除上文報告之折舊及攤銷外，就物業、廠房及設備確認減值虧損約零港元(二零一零年：377,000港元)，並已計入未分配企業資產內。

Geographical information

The Company is domiciled in Hong Kong. The Group's operations are mainly located in Hong Kong, UK and the PRC. The following table provides an analysis of the Group's turnover by geographical market, irrespective of the origin of the goods/services:

地區資料

本公司主要營業地點位於香港。本集團之經營主要位於香港、英國及中國。下表提供按地區市場劃分之本集團營業額之分析，並無考慮貨品／服務之來源：

		Turnover by geographical market 按地區市場劃分之營業額	
		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Hong Kong	香港	75,925	77,165
UK	英國	6,443	6,704
The PRC	中國	-	3,505
		82,368	87,374

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

6. SEGMENT INFORMATION (continued)

Geographical information (continued)

The following is an analysis of the carrying amount of non-current assets (excluding deferred tax assets and derivative financial instrument) analysed by the geographical area in which the assets are located:

		Carrying amount of non-current assets* 非流動資產之賬面值*	
		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Hong Kong	香港	4,478	1,886
The PRC	中國	14	-
		4,492	1,886

* Non-current assets excluding financial instruments and deferred tax assets.

6. 分部資料(續)

地區資料(續)

下表為非流動資產(不包括遞延稅項資產及衍生財務工具)按資產所在地劃分之地區分析:

		Carrying amount of non-current assets* 非流動資產之賬面值*	
		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Hong Kong	香港	4,478	1,886
The PRC	中國	14	-
		4,492	1,886

* 非流動資產不包括財務工具及遞延稅項資產。

Information about major customers

For the year ended 31 March 2011, included in revenues arising from trade show and exhibition operation of HK\$82,368,000 (2010: HK\$87,374,000) are revenues of approximately HK\$10,607,000 (2010: HK\$10,773,000) which arose from the Group's largest customer. No other single customers contributed 10% or more to the Group's turnover for both 2011 and 2010.

有關主要客戶之資料

截至二零一一年三月三十一日止年度，展覽會業務產生之收益82,368,000港元(二零一零年：87,374,000港元)當中，約10,607,000港元(二零一零年：10,773,000港元)之收益來自本集團最大客戶。於二零一一年及二零一零年均無其他單一客戶在本集團營業額當中貢獻10%或以上。

7. TURNOVER AND OTHER REVENUE

Turnover represents the aggregate of participation fee income, hotel and travel package income, and advertising fee income. Relating to the sales in the UK, the turnover is stated net of output value added tax of approximately HK\$1,022,000 (2010: HK\$1,422,000) accrued at 17.5% of the gross income generated from the exhibition and shows held in the UK (2010: 17.5%).

An analysis of the Group's turnover and other revenue from continuing operation is as follows:

7. 營業額及其他收益

營業額指來自展覽會及貿易展覽會之參展費收入、酒店及旅遊套票收入及廣告費收入。就在英國之銷售額而言，營業額在減去銷項增值稅約1,022,000港元(二零一零年：1,422,000港元)後列賬。有關稅項以在英國舉辦之展覽會及貿易展覽會所產生總收入產生總收入之17.5%(二零一零年：17.5%)計提。

本集團持續經營業務之營業額及其他收益分析如下：

		The Group 本集團	
		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Turnover	營業額		
Participation fee income	參展費收入	77,398	78,151
Hotel and travel package income	酒店及旅遊套票收入	4,392	2,902
Advertising fee income	廣告費收入	578	6,321
		82,368	87,374
Other revenue	其他收益		
Bank interest income	銀行利息收入	281	28
Ancillary services for participation services	參展服務之配套服務	-	1,187
Forfeited deposit received	已收被沒收之按金	479	1,723
Sundry income	雜項收入	690	352
		1,450	3,290
Total revenue	總收益	83,818	90,664

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財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

8. LOSS FROM OPERATING ACTIVITIES

8. 經營業務虧損

		The Group 本集團	
		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Continuing operations	持續經營業務		
The Group's loss from operating activities is arrived at after charging:	本集團之經營業務虧損已扣除：		
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	429	1,243
Staff costs (including directors' remuneration (Note 10))	員工成本(包括董事酬金(附註10))		
– wages and salaries	– 工資及薪金	15,626	26,558
– share-based payment	– 以股份為基礎之付款	8,366	–
– retirement benefits scheme contributions	– 退休福利計劃供款	606	341
		24,598	26,899
Auditors' remuneration	核數師酬金	630	700
Minimum lease payments under operating lease rentals of office premises	寫字樓經營租賃租金之最低租賃付款	2,484	6,792
and after crediting:	並經計入：		
Other income:	其他收入：		
Exchange differences, net	匯兌差異淨額	76	268
Reversal of other payables	其他應付款項撥回	2,592	–
Other income	其他收入	–	1,008
		2,668	1,276

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財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

9. FINANCE COSTS

9. 融資成本

		The Group 本集團	
		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Continuing operations	持續經營業務		
Interests on other borrowings wholly repayable within five years	須於五年內悉數償還其他借貸之利息	2,520	354
Interests on amounts due to shareholders and a director wholly repayable within five years	須於五年內及一名董事悉數償還應付股東及一名董事款項之利息	2,145	10,350
Imputed interest expense on convertible notes (Note 29)	可換股票據之推定利息開支(附註29)	13,502	12,220
		18,167	22,924

10. DIRECTORS' REMUNERATION

Directors' remuneration for the year ended 31 March 2011, disclosed pursuant to the Listing Rules and Section 161 of the Hong Kong Companies Ordinance, is as follows:

10. 董事酬金

根據上市規則及香港公司條例第161條之規定而須披露截至二零一一年三月三十一日止年度之董事酬金如下：

		The Group and the Company 本集團及本公司					
Name of Director 董事姓名	Fees 袍金 HK\$'000 千港元	Basic salaries 基本薪金 HK\$'000 千港元	Housing allowances 房屋津貼 HK\$'000 千港元	Bonuses 花紅 HK\$'000 千港元	Share-based payment 以股份為 基礎之付款 HK\$'000 千港元	Provident fund contributions 公積金供款 HK\$'000 千港元	Total 合計 HK\$'000 千港元
2011: Executive directors							
二零一一年： 執行董事							
Ms. Geng Ying	–	125	–	–	1,813	–	1,938
Mr. Gao Feng(Vice-Chairman)	–	402	223	130	1,813	12	2,580
Mr. Chiu Sui Keung (Chief Executive Officer)	–	901	–	64	1,813	12	2,790
Mr. Sun Wei (Resigned on 2 August 2010)	–	38	–	–	–	3	41
Independent non-executive directors							
獨立非執行董事							
Mr. Cheng Wing Keung, Raymond	120	–	–	–	181	–	301
Mr. Lam Williamson (Appointed on 1 January 2011)	45	–	–	–	181	–	226
Mr. Wong Hoi Kuen (Appointed on 9 May 2011)	–	–	–	–	–	–	–
Dr. Lam Lee G. (Appointed on 24 November 2010 and resigned on 23 March 2011)	98	–	–	–	181	–	279
Mr. Lu Xin (Retired on 8 October 2010)	62	–	–	–	–	–	62
Mr. Tang Ping Sum (Resigned on 1 January 2011)	90	–	–	–	–	–	90
	415	1,466	223	194	5,982	27	8,307

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

10. DIRECTORS' REMUNERATION (continued)

10. 董事酬金 (續)

Name of Director 董事姓名	Fees 袍金 HK\$'000 千港元	Basic salaries 基本薪金 HK\$'000 千港元	Housing allowances 房屋津貼 HK\$'000 千港元	Bonuses 花紅 HK\$'000 千港元	Provident fund contributions 公積金供款 HK\$'000 千港元	Total 合計 HK\$'000 千港元
2010:						
Executive directors						
Ms. Geng Ying (appointed on 1 August 2009)						
Ms. Geng Ying (appointed on 1 August 2009)						
Mr. Gao Feng (appointed on 15 June 2009)						
Mr. Chiu Sui Keung (appointed on 20 April 2009)						
Mr. Sun Wei (appointed on 20 April 2009)						
Mr. Cheung Shui Kwai (resigned on 6 April 2009)						
Mr. Chan Siu Chung (resigned on 20 April 2009)						
Mr. Javed Iqbal Khan (resigned on 6 April 2009)						
Mr. Fong Wang (resigned on 20 April 2009)						
Mr. Ip Ki Cheung (re-designated on 15 June 2009)						
Mr. Hung Chen, Michael (resigned on 1 August 2009)						
Non-executive director						
Mr. Ip Ki Cheung (re-designated on 15 June 2009 and resigned on 15 July 2009)						
Independent non-executive directors						
Mr. Cheng Wing Keung, Raymond						
Mr. Lu Xin						
Mr. Tang Ping Sum (appointed on 30 April 2009)						
Mr. Cheng Hong Kei (resigned on 30 April 2009)						
	364	4,745	304	-	43	5,456

There was no arrangement under which a director waived or agreed to waive any remuneration during the years ended 31 March 2011 and 2010.

During the years ended 31 March 2011 and 2010, no emoluments were paid by the Group to the directors as an inducement to join, or upon joining the Group, or as compensation for loss of office. None of the directors has waived any emoluments during the year (2010: Nil).

截至二零一一年及二零一零年三月三十一日止年度內並無董事放棄或同意放棄任何酬金之安排。

截至二零一一年及二零一零年三月三十一日止年度內，本集團並無為吸引加盟或於加盟本集團時，或作為離職補償向董事支付酬金。年內並無董事放棄任何酬金（二零一零年：無）。

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財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

11. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included three (2010: four) directors. Details of whose remuneration are set out in Note 10 to the financial statements.

The details of the remuneration of the remaining two non-director, highest paid employees are as follows:

11. 五名最高薪僱員

年內五名最高薪僱員包括三名(二零一零年: 四名)董事, 其酬金詳情載於財務報表附註10內。

其餘兩名為非董事最高薪僱員, 其酬金詳情如下:

		The Group 本集團	
		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Basic salaries and allowances	基本薪金及津貼	1,463	714
Share-based payment	以股份為基礎之付款	1,841	—
Retirement benefits scheme contributions	退休福利計劃供款	24	12
		3,328	726

The number of employees whose remuneration fell within the following band is as follows:

酬金介乎以下金額範圍之僱員人數如下:

		Number of employees 僱員人數	
		2011 二零一一年	2010 二零一零年
HK\$1,000,001 to HK\$2,000,000	1,000,001港元至2,000,000港元	2	—
Nil to HK\$1,000,000	零港元至1,000,000港元	—	1
		2	1

During the years ended 31 March 2011 and 2010, no emoluments were paid by the Group to the non-director, highest paid employees as an inducement to join, or upon joining the Group, or as compensation for loss of office.

截至二零一一年及二零一零年三月三十一日止年度內, 本集團並無為吸引加盟或於加盟本集團時, 或作為離職補償向非董事最高薪僱員支付酬金。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

12. TAXATION

12. 稅項

		The Group 本集團	
		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Continuing operations	持續經營業務		
Hong Kong profits tax:	香港利得稅		
Current year	當前年度	—	860
		—	860
Deferred tax (Note 30):	遞延稅項 (附註30)		
Current year	當前年度	(2,228)	(2,016)
		(2,228)	(1,156)

Hong Kong profits tax has been provided for at the rate of 16.5% (2010: 16.5%) on the estimated assessable profit for the year. Taxation on overseas profits has been calculated on the estimated assessable profit for the year at the rate of taxation prevailing in the countries in which the Group operates.

香港利得稅已就本年度估計應課稅溢利按稅率16.5% (二零一零年：16.5%) 作出撥備。海外溢利之稅項已就本年度估計應課稅溢利按本集團經營業務所在國家之現行稅率計算。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

12. TAXATION (continued)

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

12. 稅項 (續)

年內稅項支出於綜合全面損益賬內與除稅前溢利／(虧損)對賬如下：

		Hong Kong 香港		The PRC 中國		2011 二零一一年 The USA 美國		Macau 澳門		Total 總額	
		HK\$'000 千港元	%	HK\$'000 千港元	%	HK\$'000 千港元	%	HK\$'000 千港元	%	HK\$'000 千港元	%
(Loss)/profit before tax for continuing operations	持續經營業務之除稅前(虧損)/溢利	(40,584)		(2,092)		4,879		385		(37,412)	
Tax at applicable tax rate	按適用稅率計算之稅項	(6,696)	(16.5)	(523)	(25.0)	732	15.0	45	12.0	(6,442)	(17.2)
Estimated tax effect of expenses not deductible in determining taxable profit	於釐定應課稅溢利時不可扣減開支之估計稅務影響	4,211	10.4	653	31.2	11	0.2	-	-	4,875	13.0
Estimated tax effect of income not taxable in determining taxable profit	於釐定應課稅溢利時毋須課稅收入之估計稅務影響	(41)	(0.1)	(130)	(6.2)	(743)	(15.2)	(45)	(12.0)	(959)	(2.6)
Estimated tax effect of unrecognised tax losses	未確認稅項虧損之估計稅務影響	2,710	6.7	-	-	-	-	-	-	2,710	7.3
Utilisation of tax losses	動用稅項虧損	(2,412)	(5.9)	-	-	-	-	-	-	(2,412)	(6.5)
Tax credit at the Group's effective rate for the year	按本集團於本年度之實際稅率計算之稅項抵免	(2,228)	(5.4)	-	-	-	-	-	-	(2,228)	(6.0)

		Hong Kong 香港		The PRC 中國		2010 二零一零年 The USA 美國		Macau 澳門		Total 總額	
		HK\$'000 千港元	%	HK\$'000 千港元	%	HK\$'000 千港元	%	HK\$'000 千港元	%	HK\$'000 千港元	%
Loss before tax for continuing operations	持續經營業務之除稅前虧損	(37,546)		(4,019)		(91)		(107)		(41,763)	
Tax at applicable tax rate	按適用稅率計算之稅項	(6,195)	(16.5)	(1,005)	(25.0)	(14)	(15.0)	(13)	(12.0)	(7,227)	(17.3)
Estimated tax effect of expenses not deductible in determining taxable profit	於釐定應課稅溢利時不可扣減開支之估計稅務影響	1,712	4.6	1,006	25.0	14	15.0	13	12.0	2,745	6.6
Estimated tax effect of income not taxable in determining taxable profit	於釐定應課稅溢利時毋須課稅收入之估計稅務影響	(338)	(0.9)	(1)	-	-	-	-	-	(339)	(0.8)
Estimated tax effect of unrecognised tax losses	未確認稅項虧損之估計稅務影響	3,665	9.7	-	-	-	-	-	-	3,665	8.8
Tax credit at the Group's effective rate for the year	按本集團於本年度之實際稅率計算之稅項抵免	(1,156)	(3.1)	-	-	-	-	-	-	(1,156)	(2.7)

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財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

13. DISCONTINUED OPERATIONS

During the year ended 31 March 2010, the Board of the Company considered that Shuangyashan Northern Sheng Ping Mining Limited (the "Coal Mine Company") shall be treated as having been deconsolidated from that of the Group with effect from 1 April 2009. Details of the assets and liabilities disposed of, and the calculation of the loss arising from loss of control, are disclosed in Note 35.

13. 已終止業務

於截至二零一零年三月三十一日止年度，本公司之董事會決定，雙鴨山北方升平礦業有限責任公司（「煤礦公司」）須按不再綜合入本集團的業績內之方式處理，自二零零九年四月一日起生效。所出售資產及負債以及計算喪失控制權所產生虧損之詳情於附註35內披露。

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Loss for the year from discontinued operations	本年度來自持續經營業務之虧損		
Turnover	營業額	-	-
Cost of sales	銷售成本	-	-
Other income	其他收入	-	-
Selling expenses	銷售開支	-	-
Other operating expenses	其他經營開支	-	-
Finance costs	融資成本	-	-
Loss before tax	除稅前虧損	-	-
Taxation	稅項	-	-
		-	-
Loss arising from loss of control of a subsidiary (Note 35)	喪失一間附屬公司控制權產生之虧損 (附註35)	-	(797,129)
Loss for the year from discontinued operations	本年度來自已終止業務之虧損	-	(797,129)
Loss for the year from discontinued operations include the following:	本年度來自已終止業務之虧損包括下列各項：		
Depreciation	折舊	-	-
Cash flows from discontinued operations	來自已終止經營業務之現金流量		
Net cash inflows from operating activities	來自經營活動之現金流入淨額	-	-
Net cash outflows from investing activities	來自投資活動之現金流出淨額	-	(13,395)
Net cash outflows from financing activities	來自融資活動之現金流出淨額	-	-
Net cash outflows	現金流出淨額	-	(13,395)

14. LOSS FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY

The loss attributable to owners of the Company for the year ended 31 March 2011 which has been dealt with in the financial statements of the Company amounted to approximately HK\$74,165,000 (2010: HK\$744,507,000).

14. 本公司擁有人應佔本年度虧損

截至二零一一年三月三十一日止年度，本公司之財務報表中本公司擁有人應佔本年度虧損約為74,165,000港元（二零一零年：744,507,000港元）。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

15. DIVIDENDS

The directors do not recommend the payment of any dividend in respect of the year ended 31 March 2011 (2010: Nil).

15. 股息

本公司概無就截至二零一一年三月三十一日止年度宣派或擬派任何股息(二零一零年：無)。

16. LOSS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

For continuing and discontinued operations

For continuing and discontinued operations, the calculation of basic loss per share amounts is based on the loss for the year attributable to owners of the Company of approximately HK\$34,458,000 (2010: HK\$837,736,000) and the weighted average number of ordinary shares in issue during the year is 1,144,892,652 (2010: 1,083,205,213).

Diluted loss per share for continuing and discontinued operations for the years ended 31 March 2011 and 2010 were the same as the basic loss per share. The Company's outstanding convertible notes and share options were not included in the calculation of diluted loss per share because the effect of the Company's outstanding convertible notes and share options were anti-dilutive.

For continuing operations

For continuing operations, the calculation of basic loss per share amounts is based on the loss for the year attributable to owners of the Company of approximately HK\$34,458,000 (2010: HK\$40,607,000) and the weighted average number of ordinary shares in issue during the year is 1,144,892,652 (2010: 1,083,205,213).

Diluted loss per share for the years ended 31 March 2011 and 2010 were the same as the basic loss per share. The Company's outstanding convertible notes and share options were not included in the calculation of diluted loss per share because the effect of the Company's outstanding convertible notes and share options were anti-dilutive.

For discontinued operations

For the year ended 31 March 2010, basic loss per share for the discontinued operations is HK\$73 cents per share and diluted loss per share for the discontinued operations is HK\$73 cents per share, based on the loss for the year from the discontinued operations of approximately HK\$797,129,000 and the denominators detailed above for both basic and diluted earnings per share.

For the year ended 31 March 2010, diluted loss per share for discontinued operations is the same as the basic loss per share as the outstanding convertible notes had anti-dilutive effect on the basic loss per share.

16. 本公司擁有人應佔每股虧損

持續經營及已終止經營業務

就持續經營及已終止經營業務而言，計算每股基本虧損款額乃以本公司擁有人應佔年度虧損約34,458,000港元(二零一零年：837,736,000港元)及年內已發行加權平均普通股股數1,144,892,652股(二零一零年：1,083,205,213股)計算。

截至二零一一年及二零一零年三月三十一日止年度持續經營及已終止經營業務之每股攤薄虧損與每股基本虧損相同。本公司尚未行使可換股票據及購股權未有納入計算每股攤薄虧損之內，因本公司尚未行使可換股票據及購股權具反攤薄影響。

持續經營業務

就持續經營業務而言，計算每股基本虧損款額乃以本公司擁有人應佔年度虧損約34,458,000港元(二零一零年：40,607,000港元)及年內已發行加權平均普通股股數1,144,892,652股(二零一零年：1,083,205,213股)計算。

截至二零一一年及二零一零年三月三十一日止年度之每股攤薄虧損與每股基本虧損相同。本公司尚未行使可換股票據及購股權未有納入計算每股攤薄虧損之內，因本公司尚未行使可換股票據及購股權具反攤薄影響。

已終止經營業務

已終止經營業務之每股基本虧損為每股73港仙於截至二零一零年三月三十一日止年度及已終止經營業務之每股攤薄虧損為每股73港仙，乃根據已終止經營業務之年度虧損約797,129,000港元及每股基本及攤薄盈利兩者所詳述之分母計算。

截至二零一零年三月三十一日止年度已終止經營業務之每股攤薄虧損與每股基本虧損相同，是因為未償還可換股票據對每股基本虧損具反攤薄影響。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

17. PROPERTY, PLANT AND EQUIPMENT

The Group

17. 物業、廠房及設備

本集團

		Buildings 樓宇	Leasehold improvements 租賃物業裝修	Furniture and equipment 傢俬及設備	Fixtures and fittings 裝置及配件	Computer equipment 電腦設備	Motor vehicles 汽車	Total 合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Cost:	成本值：							
At 1 April 2009	於二零零九年四月一日	153,657	4,749	97,343	3,614	7,674	9,270	276,307
Additions	增添	-	-	19	39	64	-	122
Disposals	出售	-	(3,796)	(6,943)	(3,614)	(6,482)	-	(20,835)
Loss of control of a subsidiary	喪失附屬公司控制權	(153,657)	-	(90,054)	-	-	(7,518)	(251,229)
At 31 March 2010 and 1 April 2010	於二零一零年三月三十一日及 二零一零年四月一日	-	953	365	39	1,256	1,752	4,365
Additions	增添	-	693	242	-	-	-	935
Disposals	出售	-	(319)	(207)	-	(815)	-	(1,341)
Acquisition of subsidiaries	收購附屬公司	-	239	45	70	137	-	491
At 31 March 2011	於二零一一年三月三十一日	-	1,566	445	109	578	1,752	4,450
Accumulated depreciation and impairment:	累計折舊及減值：							
At 1 April 2009	於二零零九年四月一日	70,369	3,001	40,043	3,147	6,737	1,074	124,371
Provided during the year	年內準備	-	576	169	120	203	175	1,243
Impairment loss	減值虧損	-	259	118	-	-	-	377
Disposal	出售	-	(2,883)	(6,448)	(3,258)	(5,936)	-	(18,525)
Loss of control of a subsidiary	喪失附屬公司控制權	(70,369)	-	(33,631)	-	-	(987)	(104,987)
At 31 March 2010 and 1 April 2010	於二零一零年三月三十一日及 二零一零年四月一日	-	953	251	9	1,004	262	2,479
Provided during the year	年內準備	-	70	83	15	84	177	429
Disposal	出售	-	(319)	(200)	-	(767)	-	(1,286)
Acquisition of subsidiaries	收購附屬公司	-	17	3	4	12	-	36
At 31 March 2011	於二零一一年三月三十一日	-	721	137	28	333	439	1,658
Net book value:	賬面淨值：							
At 31 March 2011	於二零一一年三月三十一日	-	845	308	81	245	1,313	2,792
At 31 March 2010	於二零一零年三月三十一日	-	-	114	30	252	1,490	1,886

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財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

18. INTERESTS IN SUBSIDIARIES

18. 於附屬公司之權益

		The Company 本公司	
		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Unlisted investments, at cost	非上市投資，按成本值	697,604	697,604
Less: Impairment loss recognised in respect of investment cost	減：就投資成本確認之減值虧損	(696,421)	(696,421)
Amounts due from subsidiaries	應收附屬公司款項	1,183 123,453	1,183 223,532
Less: Impairment loss	減：減值虧損	(94,138)	(56,516)
		30,498	168,199

The amounts due from subsidiaries are unsecured, interest-free and repayable on demand. In the opinion of the directors of the Company, the Company will not demand repayment within one year from the end of the reporting period and are therefore considered as non-current.

應收附屬公司款項乃無抵押、免息及按要求償還。本公司董事認為，本公司由報告期完結日起一年內將不會要求還款，有關款項因而被視為非流動資產。

The carrying amounts of interests in subsidiaries are reduced to the recoverable amounts which are determined by reference to the estimation of future cash flows expected to be generated from the respective subsidiaries.

於附屬公司之權益的賬面值減至可收回款項，乃參照預期各附屬公司產生之估計未來現金流量釐定。

The carrying amounts of amounts due from subsidiaries are reduced to their recoverable amounts which are determined by reference to the estimation of future cash flows expected to be generated from the respective subsidiaries.

應收附屬公司款項之賬面值減至可收回款項，乃參照各附屬公司產生之估計未來現金流量釐定。

The amounts due to subsidiaries are unsecured, interest free and repayable on demand.

應付附屬公司款項乃無抵押、免息及按要求償還。

The following is a list of the principal subsidiaries as at 31 March 2011:

以下為於二零一一年三月三十一日之主要附屬公司名單：

Name 名稱	Place of incorporation and operations 註冊成立及經營地點	Nominal value of issued share capital / paid up capital 已發行股本／已繳足股本面值	Percentage of equity attributable to the Company 本公司應佔權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Pro-Capital Investments Limited	British Virgin Islands 英屬處女群島	US\$50 50美元	100	–	Investment holding 投資控股
Wealth Gain Global Investment Limited 富盈環球投資有限公司	British Virgin Islands 英屬處女群島	US\$1 1美元	100	–	Investment holding 投資控股
Sino Talent Holdings Limited 新圖集團有限公司	Hong Kong 香港	HK\$1 1港元	–	100	Operation company 營運公司
SRG Capital Limited 神州資本有限公司	Hong Kong 香港	HK\$1 1港元	–	100	Dormant 暫無業務
Capital Harvest Assets Limited	British Virgin Islands 英屬處女群島	US\$20 20美元	–	100	Investment holding 投資控股

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For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

18. INTERESTS IN SUBSIDIARIES (continued)

18. 於附屬公司之權益 (續)

Name 名稱	Place of incorporation and operations 註冊成立及 經營地點	Nominal value of issued share capital /paid up capital 已發行股本／已繳足 股本面值	Percentage of equity attributable to the Company 本公司應佔權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Kenfair International (Overseas) Limited	Hong Kong 香港	HK\$10 10港元	–	100	Organisation of overseas exhibitions and trade shows 舉辦海外展覽會及貿易展覽會
Kenfair Publications Limited	Hong Kong 香港	HK\$10 10港元	–	100	Provision of advertising services and publication of trade show and exhibition booklets 提供廣告服務及出版貿易展覽會場刊
Kenfair Travel Limited 建發旅遊有限公司	Hong Kong 香港	HK\$2,500,000 2,500,000港元	–	100	Arrangement of hotel accommodation and travel package 安排酒店住宿及旅遊套票
Bright Top Investment Holdings Limited 焯高投資控股有限公司 (ii)	British Virgin Islands 英屬處女群島	US\$1 1美元	100	–	Investment holding 投資控股
Profull Int'l Holdings Limited 保富國際控股有限公司	British Virgin Islands 英屬處女群島	US\$1 1美元	100	–	Investment holding 投資控股
Twinkle Win Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	100	–	Investment holding 投資控股
Sino Giants Group Limited (iii)	British Virgin Islands 英屬處女群島	US\$1 1美元	–	51	Investment holding 投資控股
Multi Century Technology Development Limited 創紀科技發展有限公司 (iii)	Hong Kong 香港	HK\$490 490港元	–	51	Investment holding 投資控股
Multi Century Engery Technology (Beijing) Limited 創紀傑仕能源科技(北京)有限公司 (iii)	The PRC 中國	RMB1,530,290 人民幣1,530,290元	–	51	Provision of services in connection with unconventional gas and import of technical equipment for the unconventional gas industry 從事提供與非常規天然氣相關 服務及非常規天然氣 行業輸入技術設備

Notes:

- (i) The above table lists the subsidiaries of the Group, 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 lengths.
- (ii) Incorporated during the year ended 31 March 2011.
- (iii) Acquired during the year ended 31 March 2011.

附註：

- (i) 上表所列出本集團之附屬公司，乃董事認為特別對本集團之業績或資產有影響者。董事認為，列出其他附屬公司之詳情，會令資料過份冗長。
- (ii) 於截至二零一一年三月三十一日止年度內註冊成立。
- (iii) 於截至二零一一年三月三十一日止年度內收購。

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財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

19. INTANGIBLE ASSETS

The Group

Cost:

At 1 April 2009
Loss of control of a subsidiary
(Note 35)

成本值：

於二零零九年四月一日
喪失對一間附屬公司之
控制權 (附註35)

At 31 March 2010
1 April 2010 and 31 March 2011

於二零一零年三月三十一日
二零一零年四月一日及
二零一一年三月三十一日

Accumulated amortisation and impairment:

At 1 April 2009
Loss of control of a subsidiary
(Note 35)

累計攤銷及減值：

於二零零九年四月一日
喪失對一間附屬公司之
控制權 (附註35)

At 31 March 2010
1 April 2010 and 31 March 2011

於二零一零年三月三十一日
二零一零年四月一日及
二零一一年三月三十一日

Net book value:

At 31 March 2011

賬面淨值：

於二零一一年三月三十一日

At 31 March 2010

於二零一零年三月三十一日

19. 無形資產

本集團

Mining rights 探礦權	e-commerce platform 電子商貿平台	Total 總額
HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元

754,824	34,219	789,043
(754,824)	-	(754,824)
-	34,219	34,219
13,467	34,219	47,686
(13,467)	-	(13,467)
-	34,219	34,219
-	-	-
-	-	-

The e-commerce platform represents "Kenfair.com" held by the Group. Kenfair.com is widely used in the Group's operation and generates income through membership fee, advertising fee and on-line application from its users. It acts as a virtual exhibition-sourcing platform for the suppliers to search for the target buyers. Members receive the latest information related to trade shows and exhibitions held by the Group. The cost of the e-commerce platform is amortised on a straight-line basis over the estimated remaining useful life of seven years. During the year ended 31 March 2009, the Group has fully impaired the e-commerce platform.

電子商貿平台指由本集團所持有之「Kenfair.com」。Kenfair.com廣泛應用於本集團之營運，並透過會員費、廣告費及其用戶之在線申請而帶來收入。Kenfair.com為供應商提供虛擬展覽會採購平台，以搜尋目標買家。會員可獲取有關本集團所持有貿易展覽會及展覽會之最新資訊。電子商貿平台之成本以直線法按餘下估計可使用年期七年予以攤銷。於截至二零零九年三月三十一日止年度，本集團就電子商貿平台作出全面減值。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

20. GOODWILL

The Group

		HK\$'000 千港元
Cost:	成本：	
At 1 April 2009	於二零零九年四月一日	341,062
Loss of control of a subsidiary (Note 35)	喪失附屬公司控制權(附註35)	(341,062)
At 31 March 2010 and 1 April 2010	於二零一零年三月三十一日及二零一零年四月一日	–
Acquisition of subsidiaries (Note 37)	收購附屬公司(附註37)	1,700
At 31 March 2011	於二零一一年三月三十一日	1,700
Impairment:	減值：	
At 1 April 2009, 31 March 2010, 1 April 2010 and 31 March 2011	於二零零九年四月一日、二零一零年三月三十一日、 二零一零年四月一日及二零一一年三月三十一日	–
Carrying amounts: At 31 March 2011	賬面淨值： 於二零一一年三月三十一日	1,700
At 31 March 2010	於二零一零年三月三十一日	–

Particulars regarding impairment testing on goodwill are disclosed in Note 21.

有關商譽減值測試之詳情於附註21披露。

21. IMPAIRMENT TESTING ON GOODWILL

As explained in Note 6, the Group uses business segments as its primary segment for reporting segment information. For the purposes of impairment testing, goodwill with indefinite useful lives set out in Note 20 has been allocated to following cash generating unit (CGUs). The carrying amount of goodwill (net of accumulated impairment losses) as at 31 March 2011 and 2010, is allocated as follows:

21. 商譽減值測試

如附註6所述，本集團採用業務分部作為包括分部資料之主要分部。就進行減值測試而言，附註20所載並無設定可使用年期之商譽已分配予下列現金產生單位（「現金產生單位」）。於二零一一年及二零一零年三月三十一日，商譽（減去累計減值虧損）之賬面值分配情況如下：

	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Unconventional gas business 非常規天然氣業務	1,700	–

Unconventional gas business

The recoverable amount of this cash-generating unit is determined based on a value-in-use calculation which uses cash flow projections based on financial budgets approved by the directors covering a five-year period, and a discount rate of 17.69% per annum.

Cash flow projections during the budget period are based on the same expected gross margins throughout the budget period. The cash flows beyond that five-year period have been extrapolated using a steady 3.31% per annum growth rate. The directors believed that any reasonably possible change in the key assumptions on which the recoverable amount is based would not cause the carrying amount of the unit to exceed the aggregate recoverable amount of the cash-generating unit.

非常規天然氣業務

現金產生單位之可收回金額乃依據一項使用價值計算釐定。計算採用之現金流量預測乃基於董事批准涉時五年之財務預算，並以每年17.69%折現率。

預算期內之現金流量預測乃根據預算期內之相同預期毛利率計算。該五年期後之現金流量已採用3.31%之穩定年增長率推斷。董事相信，在計算可收回金額之主要假設所出現之任何合理可能變動，將不會導致現金產生單位之賬面值超出其可收回總額。

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For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

21. IMPAIRMENT TESTING ON GOODWILL (continued)

The key assumptions used in the value-in-use calculations for the unconventional gas business are as follows:

Budgeted market share	The values assigned to the assumption reflect past experience, except for the growth factor, which is consistent with the directors' plans for focusing operations in these markets. The directors believe that planned market share growth per year for the next five years is reasonably achievable.
Budgeted gross margin	Average gross margins achieved in the period immediately before the budget period, increased for expected efficiency improvements. This reflects past experience, except for efficiency improvements.

21. 商譽減值測試(續)

計算非常規天然氣業務單位使用價值採用之主要假設如下：

預算市場佔有率	套用於該等假設之價值反映過往經驗，並與董事專注於該等市場之經營的計劃貫徹一致。董事相信，未來五年的計劃市場佔有率年增長率可合理地達成。
預算毛利率	緊接預算期前期間所取得之平均毛利率，隨預計效益改善而增加。此反映過往經驗，惟效益改善除外。

22. AMOUNT DUE FROM A DIRECTOR

22. 應收一名董事款項

The Group and the Company

本集團及本公司

2011 2010

二零一一年 二零一零年

HK\$'000 HK\$'000

千港元 千港元

Ms. Geng Ying	耿瑩女士	78	—
---------------	------	----	---

The amount due from a director was unsecured, interest-free and recoverable on demand.

應收一名董事款項為無抵押、免息及於需要時償還。

23. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

23. 按金、預付款項及其他應收款項

The Group

本集團

2011 2010
二零一一年 二零一零年
HK\$'000 HK\$'000
千港元 千港元

The Company

本公司

2011 2010
二零一一年 二零一零年
HK\$'000 HK\$'000
千港元 千港元

Deposits	按金	8,997	1,651	52	—
Prepayments	預付款項	6,365	4,929	3,597	585
Other receivables	其他應收款項	10,618	178,707	10,563	10,342
		25,980	185,287	14,212	10,927

As at 31 March 2011, included in other receivables, approximately HK\$10,000,000 (2010: HK\$10,000,000) was the deposits previously paid into High Court for an injunction order mentioned in Note 38(b).

於二零一一年三月三十一日，計入其他應收款項當中約10,000,000港元(二零一零年：10,000,000港元)乃之前就附註38(b)所述之禁制令而向高等法院支付之按金。

As at 31 March 2010, included in other receivables, approximately HK\$159,320,000 was the deposits previously paid into Heilongjiang Haerbin Intermediate People's Court. The deposits were returned to the Group during the reporting period.

於二零一零年三月三十一日，其他應收款項中，約159,320,000港元為先前支付予黑龍江哈爾濱中級人民法院之按金。按金已於報告期間退還予本集團。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

24. TRADE RECEIVABLES

The aged analysis of trade receivables is as follows:

		The Group 本集團	
		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
0 to 30 days	0至30日	-	569
31 to 60 days	31至60日	4	322
61 to 90 days	61至90日	18	174
Total	總計	22	1,065

According to the credit rating of different customers, the Group allows a range of credit periods not exceeding 180 days to its trade customers. Trade receivables are all denominated in HK\$.

In determining the recoverability of trade receivables, the directors of the Company consider any change in the credit quality of the trade receivables from the date credit were initially granted up to the reporting date. Accordingly, the directors of the Company considered that provision for impairment in value be made in respect of trade receivables to their recoverable values and believe that there is no further credit provision required in excess of the allowance for doubtful debts.

24. 貿易應收款項

貿易應收款項之賬齡分析如下：

根據不同客戶之信貸評級，本集團給予貿易客戶之信貸期不超過180日。貿易應收款項全數以港元計值。

在釐定貿易應收款項之可回收機會時，本公司董事會考慮貿易應收款項之信貸質素自初步授出信貸日期直至報告日期期間之任何變動。因此，本公司董事認為須對貿易應收款項作減值準備至其可回收價值，並相信毋須就超出呆賬備抵之差額進一步作出信貸準備。

25. DEPOSITS WITH BANKS

The Group

As at 31 March 2011, the fixed interest rate on deposits with banks of HK\$69,159,000 (2010: Nil), with maturity over one month but less than one year, was ranging from 0.94% to 1.03% (2010: Nil) per annum. The deposits with banks were denominated in HK\$.

As at 31 March 2011, included in deposits with banks, approximately HK\$10,659,000 and HK\$28,500,000 were deposited into designated interest-bearing bank account opened into the name of the Company as security for the litigations mentioned in Note 38(d) and (g) respectively.

The Company

As at 31 March 2011, the fixed interest rate on deposits with banks of HK\$39,159,000 (2010: Nil), with maturity over six months, was ranging from 0.94% to 1.03% (2010: Nil) per annum. The deposits with banks were denominated in HK\$.

As at 31 March 2011, included in deposits with banks, approximately HK\$10,659,000 and HK\$28,500,000 were deposited into designated interest-bearing bank account opened into the name of the Company as security for the litigations mentioned in Note 38(d) and (g) respectively.

25. 銀行存款

本集團

於二零一一年三月三十一日，於超過一個月但於一年內到期之定息銀行存款為69,159,000港元（二零一零年：零港元），年利率介乎0.94%至1.03%（二零一零年：無）。存款以港元定值。

於二零一一年三月三十一日，計入銀行存款當中約10,659,000港元及28,500,000港元乃分別就附註38(d)及(g)所述訴訟而存入以本公司名義開立之指定計息銀行賬戶內作為保證金。

本公司

於二零一一年三月三十一日，於超過六個月內到期之定息銀行存款為39,159,000港元（二零一零年：零港元），年利率介乎0.94%至1.03%（二零一零年：無）。存款以港元定值。

於二零一一年三月三十一日，計入銀行存款當中約10,659,000港元及28,500,000港元乃分別就附註38(d)及(g)所述訴訟而存入以本公司名義開立之指定計息銀行賬戶內作為保證金。

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For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

26. AMOUNTS DUE TO SHAREHOLDERS AND A DIRECTOR

26. 應付股東及一名董事款項

The Group and the Company 本集團及本公司

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Amount due to Hung Chen, Richael ("Mr. Hung") (Note i)	應付洪誠(「洪先生」) 款項(附註i)	14,478	44,335
Amount due to ACE Channel Limited (Note ii)	應付ACE Channel Limited 款項(附註ii)	-	88,960
Amount due to a director (Note iii)	應付一名董事款項(附註iii)	-	5,222
		14,478	138,517

Notes:

(i) The amount due to Mr. Hung is the principal amount and interests and detail terms are summarised as follows:

- 1) HK\$3,000,000 loan is unsecured, bearing interest at a fixed rate of 8% per annum due on 3 December 2009;
- 2) HK\$8,000,000 loan is unsecured, bearing interest at a fixed rate of 8% per annum due on 8 March 2010; and
- 3) HK\$1,600,000 advance is unsecured, non-interest bearing and repayable on demand.

(ii) The amount due to ACE Channel Limited, beneficially owned by Mr. Gao Feng, a director of the Company, is the principal amount and interests and detail terms are summarised as follows:

- 1) HK\$70,000,000 loan is unsecured, bearing interest at a prime rate plus 5% (i.e. 10%) per annum due on 15 October 2009, and renewed on 1 March 2010 with bearing interest at a fixed rate 1.6% per month and due on 31 May 2010;
- 2) HK\$10,000,000 loan is unsecured, bearing interest at a fixed rate 1.6% per month and due on 31 May 2010; and
- 3) HK\$3,684,200 loan is unsecured, bearing interest at a prime rate plus 5% (i.e. 10%) per annum due on 18 December 2009, and renewed on 1 March 2010 with bearing interest at a fixed rate 1.6% per month and due on 31 May 2010.

The loan has already been repaid on 9 April 2010.

附註：

(i) 應付洪先生之款項為本金及利息，詳情概述如下：

- 1) 3,000,000港元貸款為無抵押，按固定年利率8%計息，於二零零九年十二月三十一日到期；
- 2) 8,000,000港元貸款為無抵押，按固定年利率8%計息，於二零一零年三月八日到期；及
- 3) 1,600,000港元墊款為無抵押、免息及按要求償還。

(ii) 應付ACE Channel Limited(本公司董事高峰先生實益擁有的公司)款項為本金額及利息，詳情概述如下：

- 1) 70,000,000港元貸款為無抵押、按年利率最優惠利率加5%(即10%)計息，於二零零九年十月十五日到期，並於二零一零年三月一日重續，按每月固定利率1.6%計息，於二零一零年五月三十一日到期；
- 2) 10,000,000港元貸款為無抵押、按每月固定利率1.6%計息，於二零一零年五月三十一日到期；及
- 3) 3,684,200港元貸款為無抵押、按年利率最優惠利率加5%(即10%)計息，於二零零九年十二月十八日到期，並於二零一零年三月一日重續，按每月固定利率1.6%計息，於二零一零年五月三十一日到期。

貸款已於二零一零年四月九日償還。

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財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

26. AMOUNTS DUE TO SHAREHOLDERS AND A DIRECTOR (continued)

- (iii) The loan from a director is unsecured, bearing interest at a prime rate plus 5% (i.e. 10%) per annum due on 15 October 2009. The loan has already been renewed on 1 March 2010 with bearing interest at a fixed rate of 1.6% per month and due on 31 May 2010. The loan repaid on 7 April 2010.

26. 應付股東及一名董事款項 (續)

- (iii) 應收一名董事貸款款項為無抵押、按年利率最優惠利率加5% (即10%) 計息、於二零零九年十月十五日期到。貸款已於二零一零年三月一日予以重續，按固定利率每月1.6%計息，於二零一零年五月三十一日期到。貸款已於二零一零年四月七日償還。

27. ACCRUED LIABILITIES AND OTHER PAYABLES

27. 累計負債及其他應付款項

		The Group 本集團		The Company 本公司	
		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Accrued liabilities	累計負債	162,015	165,584	161,329	163,099
Other payables	其他應付款項	7,937	50,764	1,046	1,524
		169,952	216,348	162,375	164,623

Included in accrued liabilities of HK\$158,600,000 (2010: HK\$158,600,000) was consideration payables for acquisition of Wealth Gain Global Investment Limited ("Wealth Gain"). On 15 December 2009, the Company issued legal proceedings against Mr. Hung in the High Court of Hong Kong in connection with the acquisition of Wealth Gain and also filed a statement of claim against Mr. Hung for, inter alia, the rescission of the Agreement on 1 February 2010. Details please refer to Note 38.

累計負債中，有158,600,000港元 (二零一零年：158,600,000港元) 為收購富盈環球投資有限公司 (「富盈」) 之應付代價。於二零零九年十二月十五日，本公司在香港高等法院對洪先生展開法律程序，內容有關收購富盈一事，另亦於二零一零年二月一日向洪先生發出申索陳述書以 (其中包括) 撤銷本協議 (詳情請見附註38)。

28. OTHER BORROWINGS

28. 其他借貸

		The Group 本集團		The Company 本公司	
		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Unsecured borrowings (Note)	無擔保借貸 (附註)	33,872	5,165	33,872	5,165

Note:

On 28 July 2010, Mr. Hung informed the Company that a sum of HK\$31,500,000 plus interests under the loan agreement dated 16 July 2009 made between Mr. Hung and the Company was assigned to Mr. Wong Ching Ping Alex ("Mr. Wong").

On 7 August 2009 at the request of Mr. Hung, the Company made repayment of a sum of HK\$3,000,000.

The amount of HK\$28,500,000 loan is unsecured, bearing interest at prime rate plus 5% (i.e. 10%) per annum due on 15 October 2009. The Company repaid the amount of HK\$28,500,000 to Mr. Wong on 8 June 2011. For details, please refer to Note 38(g).

附註：

於二零一零年七月二十八日，洪先生通知本公司，洪先生與本公司所訂立日期為二零零九年七月十六日之貸款下之總貸款31,500,000港元連利息已轉授予王正平先生 (「王先生」)。

於二零零九年八月七日，應洪先生要求，本公司已償還合共3,000,000港元。

28,500,000港元貸款為無抵押、按最優惠利率加5厘 (即每年10厘) 計息，於二零零九年十月十五日期到。本公司已於二零一一年六月八日向王先生支付28,500,000港元。詳情請參閱附註38(g)。

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財務報表附註

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29. CONVERTIBLE NOTES

On 31 March 2008, the Company issued HK\$345,000,000 zero coupon convertible notes (the "Convertible Notes") which as part of the consideration for the acquisition of Wealth Gain and its subsidiary, the Coal Mine Company (the "Wealth Gain Group").

29. 可換股票據

二零零八年三月三十一日，本公司發行345,000,000港元的零息可換股票據（「可換股票據」），作為收購富盈及其附屬公司煤礦公司（「富盈集團」）之部份代價。

		The Group and the Company 本集團及本公司	
		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Liability component	負債部份	142,094	128,592
Derivative component	衍生工具部份	-	-
		142,094	128,592
Liability component	負債部份		
At beginning of the year	於年初	128,592	116,372
Imputed interest expense charged	已計利息開支	13,502	12,220
At end of the year	於年末	142,094	128,592
Derivative component	衍生工具部份		
At beginning of the year	於年初	-	(384)
Fair value change	公平值變動	-	384
At end of the year	於年末	-	-
Carrying amount	賬面值	142,094	128,592

The terms of the Convertible Notes are as follows:

- convertible at the option of the note holders into fully paid ordinary shares on or after 31 March 2008 and up to and including 30 March 2013 at a conversion price of HK\$0.5 per share;
- redeemable at the option of the Company at 100% of their principal amount at any time and from time to time, by written to notice to redeem the whole or part of the outstanding principal amount of the Convertible Notes; and
- convertible at the option of the Company to request the note holders for mandatory conversion of the prescribed amount of the Convertible Notes on or after the fifth anniversary of the issue date.

可換股票據之條款如下：

- 票據持有人可選擇於二零零八年三月三十一日或其後至二零一三年三月三十日（包括該日）按每股0.5港元之價格將可換股票據轉換為繳足普通股；
- 本公司可選擇於任何時間及不時要求按本金額之100%進行贖回，方式為發出書面通知以贖回全部或部份可換股票據之未償還本金額；及
- 本公司可選擇於發行日期起計滿五週年或其後要求票據持有人強行轉換規定金額之可換股票據。

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財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

29. CONVERTIBLE NOTES (continued)

The Convertible Notes do not bear interest on the principal amount of the notes outstanding. The Convertible Notes will be redeemed on maturity at a value equal to the aggregate of its principal amount outstanding.

The Convertible Notes are denominated in HK\$ which is the same as the functional currency of the note issuing entity. As such, the exercise of the conversion option will give rise to the settlement by the exchange of a fixed amount of cash for a fixed number of shares of the Company. The conversion option is therefore accounted for as an equity instrument and is determined after deducting the liability component and the derivative component from the total proceeds.

The embedded derivatives relating to the Company's redemption option in note (b) above which are not closely related to the host contract shall be separately measured and included together with the liabilities component as a financial liability. The fair value of the derivative component is determined based on the valuation performed by Savills Valuation and Professional Services Limited ("Savills") using binomial option pricing model. The fair value of the liabilities component is determined based on the valuation performed by Savills using discounted cash flow method. The effective interest rate of the host contract is determined to be 10.5%. The residual amount is assigned as the equity component for the conversion option and was included in the convertible notes equity reserve.

The liability component is carried as a long term liability on the amortised cost basis until extinguished on conversion or redemption. The derivative component of the Convertible Notes is subsequently measured at fair value with changes recognised in the consolidated statement of comprehensive income. The value of the equity component is not remeasured in subsequent years.

As at 31 March 2011, the fair value of the derivative component embedded in the convertible notes is approximately HK\$Nil (2010: HK\$Nil). Details of the variables and assumptions of the model are as follows:

Share price:	股價：
Remaining life:	剩餘年期：
Risk free interest rate:	無風險利率：
Expected volatility:	預期波幅：
Expected ordinary dividend yield:	預期普通股股息率：

During the year ended 31 March 2009, convertible notes with an aggregate amount HK\$171,500,000 was converted into the ordinary shares of the Company. Total number of ordinary shares converted was 343,000,000.

29. 可換股票據 (續)

可換股票據並不按未償還之本金額計息。可換股票據將於到期時按相等於其未償還本金總額之價值而贖回。

可換股票據以港元計值，此亦為本公司的功能貨幣。因此，換股權之行使將導致以固定金額之現金換取固定數目之本公司股份。換股權因此按權益工具之方式入賬，並於所得款項總額減去負債部份及衍生工具部份後釐定。

有關上文附註(b)之本公司贖回權之嵌入式衍生工具，其與主合約並無密切關係，應分開計量並以財務負債之形式計入負債部份。衍生工具之公平值是根據第一太平戴維斯估值及專業顧問有限公司(「第一太平戴維斯」)以二項式期權定價模式進行之估值而釐定。負債部份之公平值是根據第一太平戴維斯以折現現金流方法進行之估值而釐定。主合約之實際利率乃釐定為10.5%。剩餘金額乃歸入換股權之權益部份，並且計入可換股票據權益儲備。

負債部份乃按攤銷成本基準列作長期負債，直至換股或贖回為止。可換股票據之衍生工具部份其後按公平值計量，變動於收益表確認。權益部份之價值不會於往後年度重新計量。

於二零一一年三月三十一日，衍生工具部分之公平值約為零港元(二零一零年：零港元)。該模式之變數及假設詳情如下：

31 March 2011 二零一一年 三月三十一日	31 March 2010 二零一零年 三月三十一日
HK\$0.500港元	HK\$0.435港元
1.57 years年	2.58 years年
0.524%	1.1%
35.512%	90%
Nil不適用	Nil不適用

於截至二零零九年三月三十一日止年度內，合共171,500,000港元之可換股票據已轉換成本公司之普通股。所轉換普通股的總數為343,000,000股。

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For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

30. DEFERRED TAX LIABILITIES

The following are the major deferred tax balances recognised by the Group and the Company and movements thereon:

30. 遞延稅項負債

以下為本集團及本公司確認之主要遞延稅項結餘及其中變動：

**The Group and
the Company**
本集團及本公司
Convertible
notes
可換股票據
HK\$'000
千港元

At 1 April 2009	於二零零九年四月一日	9,426
Credit to consolidated statement of comprehensive income for the year	年內計入綜合全面損益賬	(2,016)
At 31 March 2010 and 1 April 2010	於二零一零年三月三十一日及二零一零年四月一日	7,410
Credit to consolidated statement of comprehensive income for the year	年內計入綜合全面損益賬	(2,228)
At 31 March 2011	於二零一一年三月三十一日	5,182

At 31 March 2011, the Group had unused estimated tax losses of approximately HK\$87,656,000 (2010: HK\$56,474,000) available for offset against future profits. No deferred tax asset has been recognised due to the unpredictability of future profit streams.

於二零一一年三月三十一日，本集團有為數約87,656,000港元（二零一零年：56,474,000港元）之未動用估計稅項虧損可用以抵銷未來溢利。由於未來溢利來源之不可確定，故並無確認遞延稅項資產。

At 31 March 2011, the Company had unused estimated tax losses of approximately HK\$35,424,000 (2010: HK\$35,560,000) available for offset against future profits. No deferred tax asset has been recognised due to the unpredictability of future profit streams.

於二零一一年三月三十一日，本公司有為數約35,424,000港元（二零一零年：35,560,000港元）之未動用估計稅項虧損可用以抵銷未來溢利。由於未來溢利來源之不可確定，故並無確認遞延稅項資產。

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For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

31. SHARE CAPITAL

31. 股本

		Number of shares 股份數目		Amount 總額	
		2011 二零一一年 '000 千股	2010 二零一零年 '000 千股	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Authorised:	法定：				
Ordinary shares of HK\$0.01 each (Note i)	每股面值0.01港元之普通股 (附註i)	6,000,000	2,000,000	60,000	20,000
Issued and fully paid:	已發行及繳足：				
At beginning of the year	於年初	1,113,768	935,768	11,138	9,358
Placing of shares (Note ii)	配售股份 (附註ii)	222,752	-	2,227	-
Subscription of shares (Note iii)	認購股份 (附註iii)	-	178,000	-	1,780
At end of the year	於年終	1,336,520	1,113,768	13,365	11,138

Notes:

- (i) Pursuant to an extraordinary general meeting held on 18 April 2008, the authorised share capital of the Company was increased from 1,000,000,000 shares to 2,000,000,000 shares by the creation of an additional 1,000,000,000 unissued shares.

Pursuant to an Annual General Meeting for the year ended 31 March 2009 held on 8 October 2010, the authorised share capital of the Company was increased from 2,000,000,000 shares to 6,000,000,000 shares by the creation of an additional 4,000,000,000 unissued shares.

- (ii) On 8 February 2011, the Company, through a placing agent, placed 222,752,000 shares of HK\$0.01 each at a placing price of HK\$0.35 each for the purpose of financing subscription of shares in acquisition of Sino Giants Group Limited ("Sino Giants"), the shareholder's loan to Sino Giants, future business development and general working capital of the Group.
- (iii) On 26 May 2009 and 10 June 2009, 89,000,000 and 89,000,000 shares were respectively allotted and issued at a subscription price of HK\$0.338 each. The gross proceeds was approximately HK\$60,165,000.

附註：

- (i) 根據於二零零八年四月十八日舉行之股東特別大會，已通過增設1,000,000,000股未發行股份，將本公司之法定股本由1,000,000,000股增加至2,000,000,000股。

根據於二零一零年十月八日舉行截至二零零九年三月三十一日止年度之股東週年大會，已通過增設4,000,000,000股未發行股份，將本公司之法定股本由2,000,000,000股增加至6,000,000,000股。

- (ii) 二零一一年二月八日，本公司透過配售代理按每股0.35港元之價格配售222,752,000股每股面值0.01港元之股份，以撥資在收購Sino Giants Group Limited (「Sino Giants」) 中認購股份、Sino Giants之股東貸款、未來業務發展及本集團一般營運資金。
- (iii) 於二零零九年五月二十六日及二零零九年六月十日，89,000,000股及89,000,000股股份乃分別按每股面值0.338港元之認購價獲配發及發行。所得款項總額約為60,165,000港元。

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財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

32. RESERVES

(a) The Group

The detailed movement of other reserves as shown in the consolidated statements of changes in equity on pages 45 to 46 of the financial statements is as follows:

32. 儲備

(a) 本集團

財務報表第45至46頁之綜合權益變動表內所示之其他儲備的詳細變動如下：

		Special reserve 特別儲備 HK\$'000 千港元	Exchange reserve 匯兌儲備 HK\$'000 千港元 (note i) (附註i)	Total 總額 HK\$'000 千港元
At 1 April 2009	於二零零九年四月一日	134,237	(554)	133,683
Release upon loss of control of a subsidiary (Note 35)	於喪失附屬公司控制權時解除 (附註35)	(134,237)	1,346	(132,891)
Exchange differences on translation of overseas subsidiaries not recognised in the consolidated statement of comprehensive income	未於綜合全面損益賬確認之 換算海外附屬公司產生之 匯兌差額	-	(254)	(254)
At 31 March 2010 and 1 April 2010	於二零一零年三月三十一日 二零一零年四月一日	-	538	538
Release upon disposal of subsidiaries (Note 36)	於出售附屬公司時轉撥 (附註36)	-	(418)	(418)
Exchange differences on translation of overseas subsidiaries not recognised in the consolidated statement of comprehensive income	未於綜合全面損益賬確認之 換算海外附屬公司產生之 匯兌差額	-	(46)	(46)
At 31 March 2011	於二零一一年三月三十一日	-	74	74

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財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

32. RESERVES (continued)

(b) The Company

The detail movement of reserves of the Company is as follows:

32. 儲備 (續)

(b) 本公司

本公司儲備的詳細變動如下：

		Share premium account	Contributed surplus	Convertible notes equity reserve	Accumulated losses	Shares held for share award scheme	Share options reserve	Total
		股份溢價賬	繳入盈餘	可換股票據 儲備	累計虧損	股份獎勵計劃 所持股份	購股權 儲備	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
			(note ii) (附註ii)	(note iii) (附註iii)		(note iv) (附註iv)	(note v) (附註v)	
At 1 April 2009	於二零零九年四月一日	390,328	7,076	30,568	(31,241)	-	-	396,731
Net loss for the year	年內虧損淨額	-	-	-	(744,507)	-	-	(744,507)
Subscription of shares	認購股份	58,385	-	-	-	-	-	58,385
At 31 March 2010 and 1 April 2010	於二零一零年三月三十一日 及二零一零年四月一日	448,713	7,076	30,568	(775,748)	-	-	(289,391)
Net loss for the year	年內虧損淨額	-	-	-	(74,165)	-	-	(74,165)
Placing of shares	配售股份	75,737	-	-	-	-	-	75,737
Share issuing expenses	股份發行開支	(2,919)	-	-	-	-	-	(2,919)
Share options granted	已授出購股權	-	-	-	-	-	8,366	8,366
Shares purchased for share award scheme	為股份獎勵計劃購買股份	-	-	-	-	(3,723)	-	(3,723)
At 31 March 2011	於二零一一年三月三十一日	521,531	7,076	30,568	(849,913)	(3,723)	8,366	(286,095)

Notes:

(i) Exchange reserve

Exchange differences relating to the translation of the net assets of the Group's foreign operations from their functional currencies to the Group's presentation currency (i.e. Hong Kong dollars) are recognised directly in other comprehensive income and accumulated in the exchange reserve. Such exchange differences accumulated in the exchange reserve are reclassified to profit or loss on the disposal of the foreign operation.

附註：

(i) 匯兌儲備

有關將本集團海外業務資產淨值自其功能貨幣換算至本集團呈列貨幣(即港元)之匯兌差額直接於其他全面收益確認並累計於匯兌儲備。該等匯兌儲備累計之匯兌差額在出售海外業務時重新分類至損益。

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財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

32. RESERVES (continued)

(b) The Company (continued)

Notes: (continued)

(ii) Contributed surplus

The Company's contributed surplus represents the excess of the fair value of the shares of the subsidiaries acquired pursuant to the Group reorganisation during the year ended 31 March 2002, over the nominal value of the Company's shares issued in exchange therefore and the capitalisation of the 30,000,000 shares allotted and issued nil paid. Under the Companies Law (2001 Second Revision) of the Cayman Islands, the contributed surplus account is distributable to the shareholders of the Company under certain circumstances. Details of distributable reserve are set out in page 27 of the financial statements.

(iii) Convertible notes equity reserve

The convertible notes equity reserve represents the equity component (conversion rights) of the HK\$345,000,000 zero coupon convertible notes issued on 31 March 2008. (Note 29).

(iv) Shares held for share award scheme

The shares held for share award scheme is the consideration paid, including any directly attributable incremental costs for purchase of shares under the Share Award Scheme, in accordance with the accounting policy set out in Note 3(q)(ii).

(v) Share options reserve

The share options reserve relates to share options granted to employees under the employee share option plan. Further information about share-based payments to employees is set out in Note 33.

32. 儲備 (續)

(b) 本公司 (續)

附註：(續)

(ii) 繳入盈餘

本公司之繳入盈餘指根據於截至二零零二年三月三十一日止年度內進行之集團重組而購入之附屬公司股份之公平值，高出作為換取該等附屬公司股份而發行之本公司股份面值之差額及資本化所配發及發行之30,000,000股未繳股款股份。根據開曼群島公司法(二零零一年第二次修訂版)，本公司可在若干情況以繳入盈餘賬內之款項向股東作出分派。本公司可供分派儲備之詳情載於財務報表第27頁。

(iii) 可換股票據權益儲備

可換股票據權益儲備指於二零零八年三月三十一日發行之345,000,000港元零息可換股票據之權益部份(換股權)。(附註29)。

(iv) 股份獎勵計劃所持股份

根據附註3(q)(ii)所述之會計政策，股份獎勵計劃所持股份乃所支付之代價，包括根據股份獎勵計劃購買股份之任何直接應佔增值成本。

(v) 購股權儲備

購股權儲備與根據僱員購股權計劃授予僱員之購股權有關。有關對僱員作出之股份形式付款之進一步資料載於附註33。

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33. SHARE OPTIONS

Share-based payment transactions

The Company operates a share option scheme (the "Scheme") for the purpose of providing incentives and/or rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the Scheme include any directors and employees of the Company, including all executive directors of the Company and its subsidiaries. The Scheme became effective on 8 October 2010 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The maximum number of unexercised share options currently permitted to be granted under the Scheme is an amount equivalent, upon their exercise, to 10% of the shares of the Company in issue at any time. The maximum number of shares issuable under share options to each eligible participant in the Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share option in excess of this limit is subject to shareholders' approval in a general meeting.

The share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their subsidiaries, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the price of the Company's shares at the date of the grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 28 days from the date of the offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted would be determined by the directors.

The exercise price of the share options would be determined by the directors, but may not be less than the higher of (i) the Stock Exchange closing price of the Company's shares on the date of the offer of the share options, which must be a business day; and (ii) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of the offer, provided that the subscription price shall not be lower than the nominal value of the shares.

33. 購股權

以股份為基礎之付款交易

本公司設有一項購股權計劃(「該計劃」),藉以向對本集團業務成功作出貢獻之合資格參與者給予鼓勵及/或回報。該計劃之合資格參與者包括本公司任何董事及僱員(包括本公司及其任何附屬公司之所有執行董事)。該計劃於二零一零年十月八日起生效,除非以其他方式取消或修訂該計劃,否則該計劃自該日起計十年內保持有效。

根據該計劃現時獲准授出而尚未行使之購股權所涉及之最高股份數目相等於其行使時本公司於任何時間已發行股份之10%。該計劃各合資格參與者於任何12個月期間根據購股權可獲發行之最高股份數目以本公司任何時間已發行股份之1%為限。凡進一步授出超逾此限額之購股權,必須於股東大會上獲股東批准。

凡向本公司董事、主要行政人員或主要股東或彼等之任何聯繫人士授出購股權,必須事先取得獨立非執行董事批准。此外,凡於任何12個月期間內向本公司或其任何附屬公司之主要股東或獨立非執行董事授出任何購股權,而有關數額超逾本公司任何時間已發行股份之0.1%或總值(根據授出日期本公司股份之價格計算)超過5,000,000港元,必須事先於股東大會上獲得股東批准。

授出購股權之建議可於提出建議日期起計28日內接納,承授人須支付合共1港元之象徵式代價。所授購股權之行使期由董事釐定。

購股權之行使價由董事釐定,惟不得低於(i)本公司股份於購股權建議提出日期(必須為營業日)在聯交所之收市價;及(ii)本公司股份於緊接建議提出日期前五個交易日在聯交所之平均收市價兩者中較高者,惟認購價不得低於股份面值。

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財務報表附註

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33. SHARE OPTIONS (continued)

Share-based payment transactions (continued)

The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in a capital reserve within equity. The fair value is measured at grant date using the Black-Scholes-Merton option pricing model, taking into account the terms and conditions upon which the options were granted.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

At 11 February 2011, 60,000,000 share options have been granted to the directors and employees of the Group which all share options are remained outstanding as at 31 March 2011.

The consideration of HK\$1 was paid on the grant of an option. The share options may be exercised at any time commencing from 8 October 2010 to 7 October 2020 in accordance with the Option Scheme. The exercise price is determined by the directors of the Company, and will be at least the higher of (i) the closing price of the Company's shares on the Stock Exchange as stated in the Stock Exchange's daily quotations sheets on the offer date; (ii) the average closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the offer date; and (iii) the nominal value of a share.

Details of specific categories of options are as follows:

Date of grant 授出日期	Exercise period 行使期	Exercise price 行使價 HK\$ 港元	Fair value at grant value 授出價值之公平值 HK\$ 港元
11/2/2011	11/2/2011-10/2/2016	0.36	0.13944

In accordance with the terms of the scheme, options granted during the year ended 31 March 2011 vested at the date of grant.

33. 購股權 (續)

以股份為基礎之付款交易 (續)

授予僱員之購股權之公平值確認為一項僱員成本，而權益內之資本儲備會相應增加。該公平值乃於授出日期經計及購股權獲授出時之條款及條件後以畢蘇莫期權定價模式計量。

購股權持有人無權收取股息或在股東大會上投票。

二零一一年二月十一日，本集團董事及僱員獲授 60,000,000 份購股權，於二零一一年三月三十一日，所有購股權仍未行使。

承授人獲授購股權時已支付 1 港元之代價。根據購股權計劃，購股權可於二零一零年十月八日至二零二零年十月七日止期間行使。行使價由本公司董事釐定，將為以下三者中的較高者：(i) 本公司股份於要約日期在聯交所每日報價表所列之收市價；(ii) 本公司股份於緊接要約日期前五個營業日在聯交所每日報價表所列之平均收市價及(iii) 股份之面值。

購股權之具體類別詳情如下：

根據該計劃之條款，截至二零一一年三月三十一日止年度內授出之購股權已於授出日期歸屬。

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For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

33. SHARE OPTIONS (continued)

Share-based payment transactions (continued)

The following table discloses movements of share options held by employees and directors of the Group during the year:

Category of Participants	Date of grant	Exercisable period	Exercisable price per share	Outstanding at 1/4/2010 二零一零年四月一日 尚未行使	Granted during year	Exercised during year	Expired during year	Lapsed during year	Outstanding at 31/3/2011 於二零一一年三月三十一日 尚未行使
參與者類別	授出日期	行使期	每股行使價		年內授出	年內行使	年內屆滿	年內失效	
Directors 董事									
Ms. Geng Ying 耿瑩女士	11/2/2011	11/2/2011- 10/2/2016	HK\$0.36 0.36港元	-	13,000,000	-	-	-	13,000,000
Mr. Gao Feng 高峰先生	11/2/2011	11/2/2011- 10/2/2016	HK\$0.36 0.36港元	-	13,000,000	-	-	-	13,000,000
Mr. Chiu Sui Keung 趙瑞強先生	11/2/2011	11/2/2011- 10/2/2016	HK\$0.36 0.36港元	-	13,000,000	-	-	-	13,000,000
Mr. Cheng Wing Keung, Raymond 鄭永強先生	11/2/2011	11/2/2011- 10/2/2016	HK\$0.36 0.36港元	-	1,300,000	-	-	-	1,300,000
Mr. Lam Williamson 林全智先生	11/2/2011	11/2/2011- 10/2/2016	HK\$0.36 0.36港元	-	1,300,000	-	-	-	1,300,000
Employees of the Group 本集團僱員	11/2/2011	11/2/2011- 10/2/2016	HK\$0.36 0.36港元	-	17,100,000	-	-	-	17,100,000
Ex-director of the Group 本集團前董事	11/2/2011	11/2/2011- 10/2/2016	HK\$0.36 0.36港元	-	1,300,000	-	-	-	1,300,000
				-	60,000,000	-	-	-	60,000,000
Weighted average exercise price (in HK\$) 加權平均行使價(港元)				-	0.36	-	-	-	0.36

The Group recognised the total expenses of approximately HK\$8,366,000 (2010: HK\$Nil) during the year ended 31 March 2011 in relation to share options granted by the Company.

The fair value of the share options granted during the year ended 31 March 2011 is HK\$0.13944 each. Options were priced using a Black-Scholes-Merton option pricing model. Where relevant, the expected life used in the model has been adjusted based on management's best estimate for the effects of non-transferability, exercise restrictions (including the probability of meeting market conditions attached to the opinion), and behavioural considerations. Expected volatility is based on the historical share price volatility over the past 2.5 years.

33. 購股權(續)

以股份為基礎之付款交易(續)

本集團僱員及董事於本年度內所持購股權之變動詳情披露如下：

本集團於截至二零一一年三月三十一日止年度就本公司授出之購股權確認總開支約8,366,000港元(二零一零年：零港元)。

截至二零一一年三月三十一日止年度內授出之購股權的公平值為每份0.13944港元。購股權乃以畢蘇莫期權定價模式定價。若相關，該模式所使用的預期年期已根據管理層對不可轉讓、行使限制(包括達致購股權規定之市場條件的機會)以及行為考慮因素之影響的最佳估計而調整。預期波幅乃根據過去二年半的股份波幅記錄而釐定。

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For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

33. SHARE OPTIONS (continued)

Share-based payment transactions (continued)

The variables and assumptions used in computing the fair value of share options are based on the directors' best estimate. The value of an option varies with different variables of certain subjective assumptions.

Inputs into model

Grant date share price	授出日期之股價
Exercise price	行使價
Expected volatility	預期波幅
Expected life of the options	預期購股權有效期
Dividend yield	股息率
Risk-free interest rate	無風險利率

33. 購股權 (續)

以股份為基礎之付款交易 (續)

計算購股權公平值時所用之變數及假設乃建基於董事之最佳估計。購股權之價值隨若干主觀假設之不同變數而變動。

輸入模式之參數

HK\$0.32港元
HK\$0.36港元
81.38%
2.5 years年
0%
0.943%

34. FINANCIAL INSTRUMENTS

34. 財務工具

The Group 本集團

2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
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Categories of financial instruments:

財務工具之類別

Financial assets

財務資產

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)	91,097	185,286
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Financial liabilities

財務負債

Amortised cost	已攤銷成本	360,396	488,622
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財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

35. LOSS ARISING FROM LOSS OF CONTROL OF A SUBSIDIARY

During the year ended 31 March 2010, the Board of the Company considered that the Group was unable to exercise its rights as major shareholder either to control the assets and operations or to exercise control over the financial and operating policy decisions of the Coal Mine Company with effect from 1 April 2009. The Group recorded the loss arising from loss of control of the Coal Mine Company of approximately HK\$797,129,000 based on its unaudited financial statements for the year ended 31 March 2009, which are the latest management accounts available to the directors of the Company.

Details of the net assets of the Coal Mine Company as at 1 April 2009 are set out below:

35. 喪失對一間附屬公司之控制權之虧損

於截至二零一零年三月三十一日止年度，本公司董事會認為，本集團自二零零九年四月一日起不能行使其作為主要股東之權利，控制煤礦公司之資產及營運或行使對決定煤礦公司財政及營運政策之控制權。根據截至二零零九年三月三十一日止年度之未經審核財務報表（本公司董事可用之最新管理層賬目），本集團因喪失煤礦公司之控制權而錄得虧損約797,129,000港元。

煤炭公司於二零零九年四月一日之資產淨值之詳情如下：

		HK\$'000 千港元
Net assets disposed of:	所出售之資產淨值：	
Property, plant and equipment	物業、廠房及設備	146,242
Intangible assets	無形資產	741,357
Inventories	存貨	25,185
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	28,625
Trade receivables	貿易應收款項	33,616
Cash and bank balances	現金及銀行結餘	13,395
Trade payables	貿易應付款項	(23,097)
Tax payable	應付稅項	(40,436)
Deposits received in advance	預收按金	(473)
Deferred income	遞延收入	(2,719)
Accrued liabilities and other payables	累計負債及其他應付款項	(83,627)
Other borrowings	其他借貸	(15,681)
Other long term liabilities	其他長期負債	(76,713)
		745,674
Amount payable to former shareholder of the Coal Mine Company	應付煤炭公司 前股東款項	(156,716)
Attributable goodwill	應佔商譽	341,062
		930,020
Release of other reserves	轉撥其他儲備	(132,891)
Net loss on loss of control of a subsidiary	喪失對一間附屬公司之控制權之虧損淨額	(797,129)
		-
Analysis of net outflow of cash and cash equivalents arising from loss of control of a subsidiary	因喪失對一間附屬公司之控制權而產生之 現金及現金等值項目流出淨額之分析	(13,395)

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財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

36. DISPOSAL OF SUBSIDIARIES

On 30 September 2010, a wholly-owned subsidiary of the Company entered into a sale and purchase agreement that the Company agreed to sell the entire issued share capital of Kenfair International Limited and its subsidiaries (including Kenfair International (Shenzhen) Company Limited, Kenfair International (Shanghai) Limited and Guangzhou Kenfair Exhibition Company Limited) ("KIL Group") with a consideration of HK\$900,000. The disposal was completed on 30 September 2010.

Summary of the effects of the disposal of subsidiaries are as follows:

36. 出售附屬公司

於二零一零年九月三十日，本公司之全資附屬公司訂立買賣協議，本公司同意出售建發國際有限公司及其附屬公司（包括深圳建發展覽有限公司、上海建發展覽有限公司及廣州建發展覽策劃有限公司）（「KIL集團」），代價為900,000港元。出售事項已於二零一零年九月三十日完成。

出售附屬公司之影響概述如下：

		HK\$'000 千港元
Net assets disposed of:	所出售之資產淨值：	
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	215
Cash and cash equivalents	現金及現金等值項目	1,169
Accrued liabilities and other payables	累計負債及其他應付款項	(1,057)
		327
Release of exchange reserve (Note 32(a))	轉撥匯兌儲備(附註32(a))	(418)
Gain on disposal	出售之虧損	991
		900
Satisfied by:	以下列方式支付：	
Cash	現金	900
Net cash outflow arising on disposal:	出售所流出之現金淨額：	
Cash consideration	現金代價	900
Cash and bank balances	現金及銀行結餘	(1,169)
Net outflow of cash and cash equivalents	現金及現金等值項目流出淨額	(269)

For the period from 1 April 2010 to the date of disposal, KIL Group was engaged in the provision of exhibition-related customer services in the PRC. Turnover of HK\$Nil and loss of approximately HK\$1,601,000 contributed by KIL Group was recognised in the Group's loss for the year ended 31 March 2011.

自二零一零年四月一日起至出售日期止期間，KIL集團在中國從事提供展覽會相關客戶服務。於截至二零一一年三月三十一日止年度，KIL集團貢獻之零港元營業額及約1,601,000港元虧損於本集團之虧損中確認。

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財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

37. ACQUISITION OF SUBSIDIARIES

On 30 October 2010, a wholly-owned subsidiary of the Company entered into a sale and purchase agreement that the Company agreed to purchase 51 % equity interest of Sino Giants by subscription of shares of Sino Giants at a consideration of HK\$20,000,000. The acquisition was completed on 9 February 2011.

Net assets acquired:

37. 收購附屬公司

於二零一零年十月三十日，本公司一間全資附屬公司訂立買賣協議，本公司同意以認購Sino Giants之股份方式購買Sino Giants之51%股權，代價20,000,000港元。是項收購已於二零一一年二月九日完成。

所收購淨資產：

		HK\$' 000 千港元
Property, plant and equipment (Note 17)	物業、廠房及設備(附註17)	455
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	77
Cash and cash equivalents	現金及現金等值項目	147
Accrued liabilities and other payables	累計負債及其他應付款項	(4,013)
		(3,334)
Non-controlling interests	非控股權益	1,634
		(1,700)
Goodwill (Note 20)	商譽(附註20)	1,700
Subscription of shares	認購股份	20,000
		20,000
Satisfied by:	以下列方式支付：	
Cash	現金	20,000
Net cash inflow arising on acquisition:	收購所產生現金流入淨額：	
Cash consideration	現金代價	(20,000)
Subscription of shares	認購股份	20,000
Cash and bank balances	現金及銀行結餘	147
Net inflow of cash and cash equivalents	現金及現金等價項目之流入淨額	147

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財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

37. ACQUISITION OF SUBSIDIARIES (continued)

Acquisition-related costs amounting to approximately HK\$221,000 have been excluded from the consideration transferred and have been recognised as an expense in the period, within the "Other operating expenses" line item in the consolidated statement of comprehensive income.

The subsidiaries acquired during the year contributed HK\$Nil to the Group's turnover and loss before tax of approximately HK\$1,485,000 for the year.

If the acquisition had been completed on 1 April 2010, total Group's turnover for the year would have been approximately HK\$82,368,000, and loss for the year would have been approximately HK\$38,521,000. The pro forma information is for illustrative purposes only and is not necessarily an indication of turnover and results of the Group that actually would have been achieved had the acquisition been completed on 1 April 2010, nor is it intended to be a projection of future results.

Goodwill arose in the business combination because the cost of the combination included a control premium paid to acquire Sino Giants. In addition, the consideration paid for the consideration effectively included amounts in relation to the benefit of expected synergies, revenue growth, future market development and the assembled workforce of Sino Giants. These benefits are not recognised separately from goodwill as the future economic benefits arising from them cannot be reliably measured.

The non-controlling interests (49%) in Sino Giants recognised at the acquisition date were measured at their share of recognised identified net assets at the date of acquisition.

37. 收購附屬公司(續)

與收購有關成本約221,000港元經已自轉讓代價中撇除，並於綜合全面損益賬之「其他營運開支」內確認為期內開支。

本年度內所收購附屬公司為本集團營業額貢獻約零港元及為本年度除稅前虧損貢獻約1,485,000港元。

倘若是項收購於二零一零年四月一日經已完成，本集團本年度之總營業額應為約82,368,000港元，而本年度除稅前虧損則為約38,521,000港元。備考資料僅作說明用途，並不一定表示倘若是項收購於二零一零年四月一日經已完成而本集團實際上應能達成之營業額及業績，亦並非意圖對未來業績作預測。

業務合併產生商譽，因合併成本包括收購Sino Giants所支付控制溢價。此外，實際所支付之代價包括預計協同效果、收入增長、未來市場發展及裝配工人所帶來之優勢。該等優勢未有從商譽當中獨立確認，因從中所產生之未來經濟優勢無法可靠地計量。

於Sino Giants之49%非控股權益於收購日確認，並以彼等於收購日期應佔經確認已辨識淨資產計量。

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For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

38. LITIGATIONS AND CONTINGENT LIABILITIES

The Group and the Company

(a) Claim made by the Company against Hung (the "Action")

As disclosed in the Company's announcements dated 16 December 2009 and 8 January 2010, the Company commenced proceedings against Mr. Hung at the High Court of Hong Kong (the "High Court") with regards to a breach of contract by Mr. Hung, in connection with a sale and purchase agreement dated 25 September 2007 made between the Company and Mr. Hung (the "Agreement"). The Company sought advice from its legal advisers and formed the view that Mr. Hung had failed to perform one or more of the terms of the Agreement and is of the view that Mr. Hung is in breach of numerous representations and warranties under the Agreement. The Company claims against Mr. Hung, among other things, for all payments made by the Company to Mr. Hung under the Agreement and/or damages arising from the breach of the Agreement.

On 1 February 2010, the Company filed a statement of claim at the High Court against Mr. Hung, Mega Wealth Capital Limited ("Mega Wealth") and Webright Limited ("Webright") (together as "Defendants") in connection with the Agreement, for, inter alia, rescission of the Agreement. Particulars of the Statement of Claim are summarised as follows:

- (1) The Company claims against Mr. Hung for:
 - (i) rescission of the Agreement;
 - (ii) the 76,640,000 shares of the Company ("Shares") at an issue price of HK\$0.5 per share;
 - (iii) the convertible note, issued to Mr. Hung pursuant to the Agreement, in the principal amount of HK\$173,500,000 convertible into ordinary shares of the Company at a conversion price of HK\$0.5 per share (the "Convertible Note");
 - (iv) further or alternatively, all payments made by the Company to Mr. Hung and/or damages arising from the breach of the Agreement;
 - (v) a declaration that Mr. Hung holds the 70,000,000 Shares and the Convertible Note and their traceable equivalent on trust for the Company and that all necessary tracing orders accounts and inquiries be taken as to what had happened to the said Shares and Convertible Note and to ascertain the traceable equivalent thereof;
 - (vi) an order for payment after having the above accounts and inquiries;
 - (vii) payment of the legal costs incurred by the Company arising from the investigation and report arising from the matters in connection with the Agreement; and
 - (viii) payment of the costs incurred by the Company for the preparation and execution of the Agreement and supplemental agreements.

38. 訴訟及或然負債

本集團及本公司

(a) 本公司向洪先生作出之申索 (「該訴訟」)

誠如本公司日期分別為二零零九年十二月十六日及二零一零年一月八日之公佈所披露，本公司在香港高等法院 (「高等法院」) 對洪先生展開法律程序，內容有關洪先生違反合約，而有關合約則為本公司與洪先生於二零零七年九月二十五日訂立之買賣協議 (「該協議」)。本公司徵求其法律顧問之意見，認為洪先生未能履行該協議之一項或更多條款，並認為洪先生違反根據該協議作出之多處陳述及保證。本公司向洪先生索償 (其中包括) 本公司根據該協議已向洪先生支付之一切款項及／或因該協議被違反而產生之損害。

於二零一零年二月一日，本公司將一份針對洪先生、Mega Wealth Capital Limited (「Mega Wealth」) 及 Webright Limited (「Webright」) (統稱「該等被告」) 的申索陳述書送交高等法院備案，內容有關 (其中包括) 撤銷該協議。有關申索陳述書之詳情概述如下：

- (1) 本公司對洪先生申索以下各項：
 - (i) 撤銷該協議；
 - (ii) 按每股0.5港元之發行價發行之76,640,000股本公司股份 (「股份」)；
 - (iii) 根據該協議向洪先生發行本金額為173,500,000港元之可換股票據 (「可換股票據」)，其可按每股0.5港元之轉換價轉換為本公司普通股；
 - (iv) (進一步或作為替代) 本公司向洪先生支付之所有款項及／或因違反該協議而產生之損害賠償；
 - (v) 宣稱洪先生乃以信託形式代本公司持有70,000,000股股份及可換股票據以及其可追蹤等值，並須就上述股份及可換股票據之下落採取一切所需追蹤命令、解釋及調查，並確定其可追蹤等值；
 - (vi) 於作出上述解釋及調查後頒令付款；
 - (vii) 支付本公司因該協議相關事宜而進行的調查及報告而招致之法律費用；及
 - (viii) 支付本公司準備及執行該協議及補充協議而招致的費用。

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38. LITIGATIONS AND CONTINGENT LIABILITIES (continued)

(a) Claim made by the Company against Hung (the "Action") (continued)

- (2) The Company also claims against Mega Wealth, inter alia, for the 100,000,000 Shares issued to Mr. Hung upon exercise of conversion rights of the Convertible Note and which were passed to Mega Wealth at an issue price of HK\$0.5 per Share.
- (3) The Company also claims against Webright, inter alia, for the 98,000,000 Shares issued to Mr. Hung upon exercise of conversion rights of the Convertible Note and which were passed to Webright at an issue price of HK\$0.5 per Share.

Up to the date of approval of these financial statements, no judgment has been made by the High Court. The Board of the Company, based on legal advice, is of the view that the Company has a good arguable case against Mr. Hung to have the Agreement rescinded. The Board of the Company will follow closely on the development of the above matters and inform the shareholders of the Company on a timely basis.

(b) Injunction Order

On 22 January 2010, the High Court granted an ex parte injunction order (the "Injunction Order") against Mr. Hung and Mega Wealth and Webright. The Injunction Order provides, among other things, that: unless with the approval of the High Court, Mr. Hung must not, either by himself, his servants or agents or otherwise howsoever in any way dispose of or deal with or diminish the value of any of the following assets:

- (i) the 76,640,000 Shares issued to Mr. Hung at an issue price of HK\$0.5 per Share;
- (ii) the Convertible Note issued by the Company to Mr. Hung;
- (iii) the 100,000,000 Shares issued to Mr. Hung upon exercise of conversion rights of the Convertible Note and which were passed to Mega Wealth at an issue price of HK\$0.5 per Share; and
- (iv) the 98,000,000 of the Shares issued to Mr. Hung upon exercise of conversion rights of the Convertible Note and which were passed to Webright at an issue price of HK\$0.5 per Share;

all being part of the considerations given to Mr. Hung by the Company in respect of the Agreement.

38. 訴訟及或然負債 (續)

(a) 本公司向洪先生作出之申索 (「該訴訟」) (續)

- (2) 本公司亦對Mega Wealth申索 (其中包括) 行使可換股票據之換股權後而按每股0.5港元之發行價向洪先生發行, 而其後轉移予Mega Wealth之100,000,000股股份。
- (3) 本公司亦對Webright申索 (其中包括) 行使可換股票據之換股權後而按每股0.5港元之發行價向洪先生發行, 而其後轉移予Webright之98,000,000股股份。

截至批准該等財務報表日期止, 高等法院並未作出判決。根據法律意見, 本公司董事會認為本公司對洪先生之勝數甚高, 以使該協議廢除。本公司董事會將密切注意上述事宜之最新發展, 並及時知會本公司股東。

(b) 禁制令

於二零一零年一月二十二日, 高等法院對洪先生、Mega Wealth及Webright頒佈禁制令。禁制令規定 (其中包括): 除非獲得高等法院批准, 否則洪先生不得親自、透過其受僱人或代理或另行以任何方式處置或處理以下任何資產或使其價值減少:

- (i) 按每股0.5港元之發行價向洪先生發行之76,640,000股股份;
- (ii) 本公司向洪先生發行可換股票據;
- (iii) 行使可換股票據之換股權後而按每股0.5港元之發行價向洪先生發行, 而其後轉移予Mega Wealth之100,000,000股股份; 及
- (iv) 行使可換股票據之換股權後而按每股0.5港元之發行價向洪先生發行, 而其後轉移予Webright之98,000,000股股份;

全部均為本公司就該協議向洪先生支付之代價的一部分。

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For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

38. LITIGATIONS AND CONTINGENT LIABILITIES (continued)

(b) Injunction Order (continued)

On 29 January 2010, at the return date hearing in relation to the Injunction Order, it was ordered, inter alia, that the Injunction Order will continue subject to a fortification in the amount of HK\$10,000,000 being paid by the Company to the Registrar of the High Court on or before 12 February 2010, failing which the Injunction Order shall be discharged. The Company paid HK\$10,000,000 into the High Court on 10 February 2010 in compliance with the Injunction Order. Following a hearing held at the High Court on 18 March 2010, the High Court delivered its decision on 30 March 2010 to discharge and at the same time re-grant the Injunction Order obtained by the Company on 22 January 2010 against the Defendants. Furthermore, the Court made a cost order nisi that the Company should pay the Defendants' costs related to the discharge of the Injunction Order, which the Court has assessed to be four-fifths of the costs of the hearing. On 13 April 2010, the Defendants took out two summonses respectively for (i) an application for an order to vary the costs order nisi made in the said decision delivered on 30 March 2010, and (ii) an application for an order to have leave to appeal the said decision delivered on 30 March 2010, that the decision to re-grant the Injunction Order was wrong. On 14 May 2010, the Company and Mr. Hung, through their lawyers, entered into a consent summons whereby the hearing of the two summonses returnable on 26 May 2010 was adjourned without a further date of hearing, with liberty to restore.

The Board of the Company takes the view that the costs order nisi has no material impact on the Group's finances and will make further announcement as and when appropriate.

On 3 September 2010, Mr. Hung through his solicitors applied by way of a Summons to vary the Injunction Order (the "Application"). The Court dismissed the Application on 20 September 2010 and ordered costs of the Summons be paid by the Defendants to the Company in any event.

Mr. Hung through his lawyers also applied to the Court for leave to appeal to the Court of Appeal on 20 September 2010. The Court dismissed the Application for leave to appeal and ordered costs of this Application for leave be paid by the Defendants to the Company in any event.

On 22 September 2010, the Court of Appeal granted the Defendants leave to appeal to the Court of Appeal and heard the Defendants' appeal on 27 September 2010. The judgment was handed down on 6 October 2010. The Court of Appeal dismissed the appeal of the Defendants and the Injunction Order against the Defendants remained unchanged. The Court of Appeal also ordered the costs of the Appeal to be paid by the Defendants to the Company, to be taxed if noted agreed, save that the costs of preparing the Company's own "core bundles" be deducted.

The Action is still ongoing and the Company will make further announcements as and when appropriate.

38. 訴訟及或然負債 (續)

(b) 禁制令 (續)

於二零一零年一月二十九日，在與禁制令有關的提訊日期聆訊上，高等法院頒令（其中包括）禁制令繼續生效，惟本公司須於二零一零年二月十二日或以前向高等法院司法常務官存入10,000,000港元之款項，否則禁制令將予以解除。本公司已於二零一零年二月十日向高等法院繳付10,000,000港元之款項，以符合禁制令。於二零一零年三月十八日在高等法院進行聆訊後，高等法院已於二零一零年三月三十日頒佈命令，判決撤銷及同時重新頒佈本公司先前於二零一零年一月二十二日獲頒之禁制令（受禁制之人士為該等被告）。此外，法院已作出臨時頒令，本公司據此須支付答辯方有關撤銷禁制令之法律費用（據法院評估，佔有關聆訊之法律費用之五份四）。於二零一零年四月十三日，該等被告就下列事件分別提出兩項傳訊令狀：(i) 申請令狀更改有關於二零一零年三月三十日所頒佈令狀之法律費用；及(ii) 申請令狀對二零一零年三月三十日重新頒佈之禁制令取得上訴許可，原因為有關重新頒佈之禁制令並不正確。於二零一零年五月十四日，本公司與洪先生透過彼等各自之代表律師訂立同意傳票。據此，兩份同意傳票原訂於二零一零年五月二十六日聆訊之聆訊日期已經無限期押後，惟各方可自由恢復上述申請。

本公司董事會認為，訟費暫准令目前對本公司之財政並無重大影響，將於適當時候作出進一步公佈。

於二零一零年九月三日，洪先生透過其律師以傳票方式申請修改禁制令（「申請」）。法院於二零一零年九月二十日駁回申請，並頒令不論結果如何，傳票的訟費由該等被告向本公司支付。

於二零一零年九月二十日，洪先生透過其律師亦向法院申請許可向上訴法院進行上訴。法院駁回上訴許可之申請，並頒令不論結果如何，上訴許可申請之訟費留由該等被告向本公司支付。

上訴法庭於二零一零年九月二十二日批准該等被告可向上訴法庭提出上訴並於二零一零年九月二十七日對該等被告之上訴展開聆訊。判決已於二零一零年十月六日宣佈。上訴法庭駁回該等被告之上訴申請，而對該等被告頒佈之禁制令則維持不變。上訴法庭亦頒令由該等被告向本公司支付有關之上訴訟費，而倘未能就此達致一致意見將再作評定，惟本公司為準備本身之「主要文件夾」而引致之費用則不計在內。

該訴訟仍在進行，而本公司將於適當時進一步發表公佈。

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For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

38. LITIGATIONS AND CONTINGENT LIABILITIES (continued)

(c) Winding-up Petition

Mr. Hung served the statutory demands on the Company in respect of a total outstanding Alleged Indebtedness of HK\$41,722,630 (the "Statutory Demands"). A winding-up petition (the "Winding-up Petition") was presented to the High Court and served on the Company by Mr. Hung on 28 January 2010 in connection with the Alleged Indebtedness. The Company opposed the Winding-up Petition and appointed legal advisers to handle the matter. Upon hearing submissions by the parties on 12 April 2010, the Companies Judge made an order that, among other things, the Winding-up Petition be adjourned to the second Monday after the date of handing down of judgment in connection with the Statement of Claim by which the Company has made a claim against Mr. Hung. Pursuant to the joint application of the Company and Mr. Hung by way of Consent Summons, the Companies Judge on 24 August 2010 made the following Order that:

1. Mr. Hung do have leave to amend the Winding up petition (the "Amended Petition") dated 28 January 2010;
2. The service and advertisement of the Amended Petition be dispensed with;
3. Costs of and occasioned by the amendment of the Winding up Petition be paid by the Mr. Hung to the Company in any event.

Based on the Amended Petition, the Alleged Indebtedness is HK\$9,600,000 and interests.

The Board of the Company considers that the issue of the Statutory Demands is, of itself, unlikely to have a negative impact on the Group's financial condition. The Alleged Indebtedness was fully recognised in the Group's financial statements as at 31 March 2010. In addition, the Company may seek to set-off against the Alleged Indebtedness claims which the Company is asserting against Mr. Hung under the Statement of Claim. The Board of the Company is of the view that it has a bona fide claim on substantial grounds and should succeed in the proceedings by which the Company has made a claim against Mr. Hung, which shall extinguish Mr. Hung's claim in the Winding-up Petition.

38. 訴訟及或然負債 (續)

(c) 清盤呈請

洪先生向本公司發出法定要求償債書，內容有關合共41,722,630港元之未償還指稱債項(「法定要求償債書」)。洪先生於二零一零年一月二十八日就指稱債項向法院提出針對本公司之清盤呈請(「清盤呈請」)。本公司反對清盤呈請並委任法律顧問處理相關事宜。各方於二零一零年四月十二日作出聆訊陳詞後，專責處理公司案件之法官頒令(其中包括)清盤呈請將押後至本公司針對洪先生提出申索之法律程序頒下判決當日之後的第二個星期一進行。根據本公司與洪先生透過同意傳票作出之聯合申請，專責處理公司案件之法官於二零一零年八月二十四日頒佈下列令狀：

1. 洪先生獲許可修訂日期為二零一零年一月二十八日之清盤呈請(「經修訂呈請」)；
2. 免除經修訂呈請之送達及公告；
3. 在任何情況下，清盤呈請之訟費及因修訂而引致之訟費由洪先生向本公司支付。

根據經修訂呈請，指稱債項達9,600,000港元及利息。

本公司董事會認為，法定要求償債書本身不大可能對本集團之財務狀況產生不利影響。指稱債項已於本集團於二零一零年三月三十一日之財務報表內悉數確認。此外，本公司可能尋求以本公司正在對洪先生提出的申索為基礎，將指稱債項申索予以抵銷。本公司董事會認為，本公司具有真正充份的爭議理據，並將成功對洪先生索償，而此將可能除去洪先生於清盤呈請之申索。

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38. LITIGATIONS AND CONTINGENT LIABILITIES (continued)

(d) Appointment of Provisional Liquidators

On 28 January 2010, by a letter to the High Court, Mr. Hung's solicitors applied for an early date for a first hearing of the application for appointment of provisional liquidators to the Company by Mr. Hung (the "PL Application"). A hearing in respect of the PL Application took place on 2 February 2010, at which a date was set down for a further hearing on 5 May 2010. The Company and Mr. Hung, through their lawyers, entered into a consent summons whereby the hearing scheduled on 5 May 2010 for the PL Application was adjourned without a further date of hearing, with liberty to restore. The Court made an order by consent on 26 April 2010 in this regard. Notwithstanding this, the Company received a letter from Mr. Hung's lawyers dated 15 June 2010 in which, among other things, Mr. Hung requested to set down a date for the hearing of the PL Application. In response to Mr. Hung's request, the Company and Mr. Hung, through their lawyers, fixed with the Court a hearing date for the PL Application on 9 November 2010.

Upon the joint application of the Company and Mr. Hung by consent summons on 4 November 2010 and upon the Company undertaking to the High Court to:

- (1) deposit the sum of HK\$10,658,922 into a designated interest-bearing bank account opened in the name of the Company (the "HCCW Designated Account") as security for the petitioning debt claimed by Mr. Hung in the proceedings, by 5:00p.m. on 9 November 2010, and not to use the monies so deposited in the HCCW Designated Account until after determination of the Action, or upon such other condition as may be agreed between Mr. Hung and the Company in writing;
- (2) provide the bank statements relating to the HCCW Designated Account within 3 working days of the written request of Mr. Hung; and
- (3) secure and preserve all the shares and assets (if any) of Wealth Gain and not to dispose of such shares and assets or any part thereof unless with Mr. Hung's written consent or until the determination of the High Court Action,

The High Court ordered, amongst other things, that, without prejudice to the respective contentions advanced by Mr. Hung and the Company, leave be granted to Mr. Hung to withdraw the PL Application. Mr. Hung withdrew the PL Application on 5 November 2010. HK\$10,658,922 was deposited into the HCCW Designated Account on 9 November 2010. This payment was financed by the Company's internal funding.

38. 訴訟及或然負債 (續)

(d) 委任臨時清盤人

於二零一零年一月二十八日，根據一封致高等法院之函件，洪先生之律師申請於較早日期就委任本公司臨時清盤人之申請（「臨時清盤人申請」）進行首次聆訊。有關臨時清盤人申請之聆訊於二零一零年二月二日進行，期間定下於二零一零年五月五日進行進一步聆訊。本公司與洪先生已透過彼等各自之代表律師訂立同意傳票。據此，原訂於二零一零年五月五日就有關臨時清盤人申請而展開之聆訊將無限期押後，惟各方可自由恢復上述申請。法院已於二零一零年四月二十六日就此頒授同意令。儘管如此，本公司接獲洪先生之代表律師發出之函件（日期為二零一零年六月十五日），內容有關（其中包括）洪先生要求就臨時清盤人申請訂下聆訊日期。為回應洪先生之要求，本公司與洪先生已經透過彼等各自之代表律師與法院訂下日期，於二零一零年十一月九日就有關臨時清盤人申請進行聆訊。

經洪先生與本公司透過日期為二零一零年十一月四日之同意傳票作出之聯合申請及本公司向高等法院承諾：

- (1) 公司於二零一零年十一月九日下午五時正之前，將一筆為數10,658,922港元之存款存入本公司名義開立之指定計息銀行賬戶（「HCCW指定賬戶」）內，作為洪先生於該等訴訟中所申索呈請債項之保證金，並將不會動用存放於HCCW指定賬戶之款項，直至該訴訟之裁決後或洪先生與本公司可能書面同意之其他條件為止；
- (2) 於洪先生提出書面要求後三個工作日內提供有關HCCW指定賬戶之銀行結單；及
- (3) 將保證及保存富盈全部股份及資產（如有），且不會出售有關股份及資產或當中任何部份，除非得到洪先生書面同意或直至該訴訟之裁決後為止；

高等法院頒發下列命令（其中包括），在無損洪先生及本公司各自提出之辯稱之情況下，許可洪先生撤回臨時清盤人申請。洪先生於二零一零年十一月五日撤回臨時清盤人申請。HCCW指定賬戶已於二零一零年十一月九日存入10,658,922港元。是次付款由本公司內部資源撥付。

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38. LITIGATIONS AND CONTINGENT LIABILITIES (continued)

(d) Appointment of Provisional Liquidators (continued)

The Board of the Company, based on legal advice, is of the view that the Company has a very good defence against the Winding-up Petition and the PL Application.

(e) Labour Action

On 5 January 2011, Mr. Hung filed a statement of claim against the Company claiming a total sum of HK\$3,407,962.74 plus interest, being, inter alia, (i) arrears of wages (the "Wages Claim") in the amount of HK\$1,668,000 and (ii) reimbursement of expenses (the "Reimbursement Claim") in the amount of HK\$1,739,962.74, allegedly incurred by Mr. Hung whilst he was in the employment of the Company.

The Wages' Claim was in relation to the same subject matter as was previously resolved and settled between the parties by Mr. Hung accepting a total sum of HK\$890,000 from the Company, pursuant to the Order of the Labour Tribunal dated 25 May 2010.

The Company has been advised that re-litigating the Wages' Claim in the High Court, the subject matter of which has already been resolved and settled, constitutes an abuse of process of the Court and is therefore liable to be struck out under the relevant Rules of Court. The Company will defend both the Wages' Claim and the Reimbursement Claim as advised. The Company filed a defence and counterclaim whereby the Company only agreed to pay a sum of HK\$74,221.20 out of Mr. Hung's claim, and counterclaimed against Mr. Hung for repayment of a sum of HK\$67,569 being, inter alia, unauthorised payments incurred by Mr. Hung on the Company's behalf and the value of the Company assets held by Mr. Hung. Mr. Hung has subsequently filed a reply and defence to counterclaim. This case is now in the discovery stage. No hearing date has been scheduled for this case.

Save and except for part of the Reimbursement Claim in the amount of HK\$74,221.20 as accepted by the Company, the Board of the Company, based on legal advice, considers that the Company has a good arguable defence to Mr. Hung's claim, and consider that this claim will not have any material impact on the Company.

38. 訴訟及或然負債 (續)

(d) 委任臨時清盤人 (續)

根據法律意見，本公司董事認為本公司對清盤呈請及臨時清盤人申請均具有力抗辯。

(e) 勞資行動

於二零一一年一月五日，洪先生就對本公司發出申索陳述書索賠合共3,407,962.74港元（連利息）進行備案，當中包括洪先生指稱於受僱於本公司期間所引致之(i)拖欠工資（「工資申索」）1,668,000港元及(ii)報銷費用（「報銷申索」）1,739,962.74港元。

根據勞資審裁處於二零一零年五月二十五日發出之令狀，工資申索與各方之前解決及結清之相同標的事項有關，而洪先生已接納本公司合共890,000港元款項。

本公司獲悉將工資申索（其標的事項經已解決及結清）重新向高等法院提出訴訟構成濫用法庭程序，故可根據有關法院規則予以剔除。本公司將按照建議就工資申索及報銷申索進行抗辯。本公司出抗辯及反申索，當一本公司僅同意支付洪先生申索中之74,221.20港元，並向洪先生反申索償付67,569港元，當中包括洪先生代表本公司所引致之未獲授權付款以及洪先生所持本公司資產之價值。洪先生其後提交答覆書及就反申索提出抗辯。是項案件仍在探索階段，目前未有聆訊日期。

除部份報銷申索74,221.20港元獲本公司接納外，根據法律意見，本公司董事認為本公司對洪先生申索具有力抗辯，並認為是項申索將不會對本公司構成任何重大影響。

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For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

38. LITIGATIONS AND CONTINGENT LIABILITIES (continued)

(f) Claim made by Hung against the Company

On 25 February 2011, Mr. Hung, Mega Wealth and Webright Limited (together as the "Plaintiffs") issued a Writ of Summons and an Indorsement of Claim against the Company as the 1st Defendant, Ms. Geng Ying as 2nd Defendant, Mr. Gao Feng as 3rd Defendant and Mr. Chiu Sui Keung as 4th Defendant, in the High Court (the "Claim"). The Plaintiffs issued and served on the Company a Writ with only an Indorsement of Claim without a full Statement of Claim. On 15 April 2011, the Plaintiffs filed and served on the Company a Statement of Claim.

Particulars of the Claim are summarised as follows:–

The Plaintiffs' claim against the Company for:–

1. the sum of HK\$214,600,000 being the unpaid sale shares consideration for the acquisition of Wealth Gain;
2. damages for the breach of agreements;
3. damages for placement of shares to the prejudice of Hung estimated to be HK\$124,600,000 or alternatively;
4. redemption in full value of the remaining Convertible Note issued by the Company to Mr. Hung in the sum of HK\$173,500,000;
5. damages in reputation;
6. declaration that the grant of share options of 39,000,000 shares and awards to the Ms. Geng Ying, Mr. Gao Feng and Mr. Chiu Sui Keung and the other share options of 21,000,000 shares awarded to other staff to be null and void;
7. rescission of the abovesaid grant;
8. costs;
9. interests; and
10. further and other relief as the Court may deem fit.

The Plaintiffs claim against Ms. Geng Ying for:

1. damages;
2. order that Ms. Geng Ying be removed from her directorship;
3. damages in reputation;
4. declaration that the grant of the share options 13,000,000 shares and awards to Ms. Geng Ying be null and void;
5. rescission of the abovesaid grant;
6. costs;
7. further and other relief as the Court may deem fit.

38. 訴訟及或然負債 (續)

(f) 洪先生向本公司作出之申索

於二零一一年二月二十五日，洪先生、Mega Wealth及Webright Limited (合稱「該等原告」) 於香港高等法院向本公司 (第一被告)、耿瑩女士 (第二被告)、高峰先生 (第三被告) 及趙瑞強先生 (第四被告) 發出傳訊令狀及申索註明 (「該申索」)。該等原告發出並向本公司送達僅附有申索註明之令狀，並無完整申索陳述書。於二零一一年四月十五日，該等原告發出共向本公司送達申索陳述書。

該申索詳情概述如下:–

該等原告人向本公司申索:–

1. 金額214,600,000港元，乃收購富盈之未付銷售股份代價；
2. 違反協議之損害賠償；
3. 對洪先生有損之配售股份之損害賠償，估計為124,600,000港元或其他；
4. 以173,500,000港元金額贖回本公司向洪先生發出之尚未行使可換股票據之全部價值；
5. 誠信損害賠償；
6. 宣告所授出並給予耿瑩女士、高峰先生及趙瑞強先生39,000,000股購股權及給予其他員工之另外21,000,000股購股權乃屬失效及無效；
7. 撤銷上述授出的購股權；
8. 訟費；
9. 利息；及
10. 法院認為適當之其他補償。

該等原告人向耿瑩女士申索:

1. 損害賠償；
2. 頒令耿瑩女士撤銷其董事職務；
3. 誠信損害賠償；
4. 宣告授予耿瑩女士之13,000,000股購股權乃屬失效及無效；
5. 撤銷上述授出事項；
6. 訟費；
7. 法院認為適當之其他補償。

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38. LITIGATIONS AND CONTINGENT LIABILITIES (continued)

(f) Claim made by Hung against the Company (continued)

The Plaintiffs claim against Mr. Gao Feng for:

1. damages;
2. damages in reputation;
3. Order that Mr. Gao Feng be removed from his directorship;
4. declaration that the grant of the share options 13,000,000 shares and awards to Mr. Gao Feng be null and void;
5. rescission of the abovesaid grant;
6. costs;
7. further and other relief as the Court may deem fit.

The Plaintiffs claim against Mr. Chiu Sui Keung for:

1. damages;
2. damages in reputation;
3. Order that Mr. Chiu Sui Keung be removed from his directorship;
4. declaration that the grant of the share options 13,000,000 shares and awards to Mr. Chiu Sui Keung be null and void;
5. rescission of the abovesaid grant;
6. costs;
7. further and other relief as the Court may deem fit.

38. 訴訟及或然負債 (續)

(f) 洪先生向本公司作出之申索 (續)

該等原告人向高峰先生申索：

1. 損害賠償；
2. 誠信損害賠償；
3. 頒令解除高峰先生董事職務；
4. 宣告授予高峰先生之13,000,000股購股權乃屬失效及無效；
5. 撤銷上述授出事項；
6. 訟費；
7. 法院認為適當之其他補償。

該等原告人向趙瑞強先生申索：

1. 損害賠償；
2. 誠信損害賠償；
3. 頒令解除趙瑞強先生董事職務；
4. 宣告授予趙瑞強先生之13,000,000股購股權乃屬失效及無效；
5. 撤銷上述授出事項；
6. 訟費；
7. 法院認為適當之其他補償。

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38. LITIGATIONS AND CONTINGENT LIABILITIES (continued)

(f) Claim made by Hung against the Company (continued)

The Company, Ms. Geng Ying, Mr. Gao Feng and Mr. Chiu Sui Keung together issued a summons (the "First Summons") against the Plaintiffs in the High Court on 13 May 2011 in connection with an application, amongst other things, to:

1. strike out paragraphs 2, 4 to 13, and 16 to 33 of the Statement of Claim as –
 - (a) disclosing no reasonable cause of action;
 - (b) being scandalous, frivolous or vexatious;
 - (c) tending to prejudice, embarrass or delay the fair trial of the action; and/or
 - (d) it is otherwise an abuse of the process of the court;

and that the action therein be dismissed; and

2. alternatively, paragraphs 2, 4 to 13, and 16 to 33 of the Statement of Claim and the action therein be stayed pending the final determination or disposal by the Court of the HCA 2477/2009 and HCCW 48/2010.

The Defendants also issued a summons (the "Second Summons") against the Plaintiffs on 13 May 2011 in connection with an application for, inter alia, an order that pending the hearing and determination of the First Summons taken out by the Defendants, all further proceedings in this action be stayed and the Defendants are not required to file and serve their Defence until further order or directions as may be made by the Court.

38. 訴訟及或然負債 (續)

(f) 洪先生向本公司作出之申索 (續)

本公司、耿瑩女士、高峰先生及趙瑞強先生於二零一一年五月十三日於高等法院聯合對該等原告發出傳訊令狀(「第一項傳訊令狀」)，內容有關申請(其中包括)：

1. 剔除申索陳述書第2、4至13段及第16至33段，原因為：
 - (a) 並無披露合理訴訟因由；
 - (b) 屬於惡意中傷、瑣屑無聊及無理纏擾；
 - (c) 可能會對有關訴訟的公平審訊造成損害、妨礙或延遲；及／或
 - (d) 濫用法庭的法律程序；

並撤銷當中之訴訟；及

2. 交替地，申索陳述書第2、4至13段及第16至33段以及當中之訴訟暫緩聆訊，以待法院案件編號HCA 2477/2009及HCCW 48/2010之最終裁定或處理。

被告人亦於二零一一年五月十三日對該等原告發出傳訊令狀(「第二項傳訊令狀」)，內容有關申請(其中包括)一項令狀，於被告人之第一份傳訊令狀進行聆訊及裁定之前，此項訴訟之所有其他法律程序將予暫緩，而被告人毋須提交及送達抗辯書，直至法院作出進一步頒令或指令為止。

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38. LITIGATIONS AND CONTINGENT LIABILITIES (continued)

(f) Claim made by Hung against the Company (continued)

The Court on 20 May 2011 made the following Order in relation to the First Summons:

1. Leave be granted to the Defendants to file and serve supplemental affirmation(s) to the Summons taken out by the Defendants on 13 May 2011 (the "Defendants' Striking-out Summons") on or before 10 June 2011;
2. Leave be granted to the Plaintiffs to file and serve affirmation(s) in opposition to the Defendants' Striking-Out Summons on or before 8 July 2011;
3. Leave be granted to the Defendants to file and serve affirmation(s) in reply (if any) to the Defendants' Striking-Out Summons on or before 29 July 2011;
4. There be no further affirmation to be filed or served without leave of the Court;
5. Any application for leave for filing and serving further affirmation evidence shall be made no less than 14 days before the substantive hearing;
6. The hearing of the Defendants' Striking-Out Summons be adjourned and fixed before a judge in consultation with Counsel's diary with one day reserved;
7. Costs of this application be reserved.

The Court made the following Order in relation to the Second Summons on 20 May 2011:

1. Pending the hearing and determination of the Defendants' Striking-out Summons, all further proceedings in the action therein be stayed and the Defendants are not required to file and serve their Defence until further order or directions as may be made by the Court;
2. The costs of the application be in the cause of the Defendants' Striking-out Summons.

The First Summons is now scheduled to be heard before Deputy High Court Judge Au-Yeung on 19 September 2011 at 10:00 a.m.

The Board of the Company, based on legal advice is of the view that the Company has a very good defence against the Plaintiffs' claim.

38. 訴訟及或然負債 (續)

(f) 洪先生向本公司作出之申索 (續)

於二零一一年五月二十日，法院就第一項傳訊令狀作出下列命令：

1. 被告人獲准於二零一一年六月十日或之前就被告人於二零一一年五月十三日發出的傳票(「被告人的剔除傳票」)提交及送達補充誓詞；
2. 原告人獲准於二零一一年七月八日或之前提交及送達反對被告人的剔除傳票之誓詞；
3. 被告人獲准於二零一一年七月二十九日或之前提交及送達答覆被告人的剔除傳票之誓詞(如有)；
4. 未得法院許可，不得提交或送達進一步誓詞；
5. 任何申請准許提交及送達進一步誓詞證據，須於正式聆訊前不少於14天作出；
6. 被告人的剔除傳票押後聆訊，聆訊日期將於諮詢大律師之工作日程後釐定，聆訊時間預留一日；
7. 保留此項申請之訟費。

法院於二零一一年五月二十日就第二項傳訊令狀作出下列命令：

1. 於被告人的剔除傳票進行聆訊及裁定之前，此項訴訟之所有進一步的法律程序將予暫緩，被告人無須提交及送達其抗辯書，直至法院作出進一步頒令或指令為止；
2. 此項申請之訟費歸於被告人的剔除傳票中的訟費。

第一項傳訊令狀現排期於二零一一年九月十九日上午十時正在歐陽桂如高等法院暫委法官前聆訊。

根據法律意見，本公司董事認為本公司對該等原告人之申索均具有有力抗辯。

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38. LITIGATIONS AND CONTINGENT LIABILITIES (continued)

(g) Litigation between Mr. Wong Ching Ping Alex and the Company

Mr. Wong Ching Ping Alex ("Mr. Wong") issued a writ of summons and an indorsement of claim dated 10 December 2010 against the Company in connection with an assignment of debt on 19 July 2010, whereby Mr. Hung allegedly assigned to Mr. Wong a loan of HK\$31,500,000 (forming part of the Alleged Indebtedness) previously advanced by Mr. Hung to the Company ("Wong's Action").

Mr. Wong further applied for an ex parte injunction order against the Company which, amongst other things, restricted the Company from removing from Hong Kong, disposing of, dealing with or diminishing the value of any of its assets which are within Hong Kong up to the value of HK\$31,500,000. This injunction was granted by the High Court on 9 December 2010, but was subsequently discharged on 16 December 2010 on the undertaking of the Company (the "Undertaking") to:

- (1) without prejudice to the Company's contention that it has a defence to the claim by Mr. Wong and without prejudice to Mr. Wong's right to challenge the Company's case that there has been partial repayment, deposit the sum of HK\$28,500,000 (the "Sum") into a designated interest-bearing bank account opened in the name of the Company (the "HCA Designated Account") as security for the money claimed by the Mr. Wong by 21 December 2010, and not in any way use or pledge for credit (whether for the Company or any person) or allow any lien to be created on the monies so deposited in the HCA Designated Account until further order made by the High Court or unless in accordance with the agreement in writing between Mr. Wong and the Company;
- (2) provide full bank statements (without any redaction) relating to the HCA Designated Account within 3 working days of the written request of Mr. Wong.

The Sum was deposited into the HCA Designated Account on 21 December 2010. This payment was financed by the Company's internal funding.

38. 訴訟及或然負債 (續)

(g) 王正平先生與本公司之訴訟

王正平先生(「王先生」)於二零一零年十二月十日發出針對本公司之傳訊令狀及申索註明,其乃有關日期為二零一零年七月十九日之債項轉讓,據此,洪先生指稱將洪先生先前墊付予本公司之貸款31,500,000港元(組成部份指稱債項)轉讓予王先生(「王氏訴訟」)。

王先生繼而對本公司申請單方面禁制令,其中包括(但不限於)限制本公司不得將其在香港以內之任何資產(有關價值以31,500,000港元為上限)移離香港、將之出售、處置、處理或使其價值減少。高等法院已於二零一零年十二月九日頒發是項禁制令,惟其後由本公司作出下列承諾得以於二零一零年十二月十六日解除(「承諾」):

- (1) 在不損害本公司之爭議指其對王先生之申索有抗辯,及在不損害王先生之權利反對本公司其案指已償還部份款項之情況下,本公司二零一零年十二月二十一日前將一筆28,500,000港元之款項(「該款項」)存入以本公司名義開立之指定計息賬戶(「HCA指定賬戶」),作為王先生申索款項之擔保,而直至高等法院另行作出命令為止或除非根據王先生與本公司訂立之書面協議,否則本公司不會以任何方式使用存入HCA指定賬戶內之款項或用作信貸抵押(不論為本公司或任何其他人士)或容許對其設置留置權;
- (2) 本公司將於王先生作出書面要求起計3個工作日內提供HCA指定賬戶之全面銀行結單(不經任何修改)。

HCA指定賬戶已於二零一零年十二月二十一日存入該款項。是次付款由本公司內部資源撥付。

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38. LITIGATIONS AND CONTINGENT LIABILITIES (continued)

(g) Litigation between Mr. Wong Ching Ping Alex and the Company (continued)

The High Court further ordered on 16 December 2010 that the application filed by Mr. Wong on 14 December 2010 for the continuation of the injunction order was to be effectively treated as an application for an order that the Sum deposited into the HCA Designated Account be continued to be kept, held and preserved pursuant to the Company's undertakings, until the final determination by the High Court of the Wong's Action.

Mr. Wong issued a summons against the Company in the High Court of Hong Kong under the Claim on 27 April 2011 (the "Order 14 Summons") in connection with an application for summary judgment for the sum of HK\$28,500,000, being the amount claimed in the statement of claim filed on 14 April 2011 less the alleged partial repayment of HK\$3,000,000 made by the Company to Mr. Hung, together with interest and costs.

On 5 May 2011, after hearing the Counsel for Mr. Wong and the Solicitors for the Company, the Court made the following Order:

1. The hearing of the Plaintiff's Summons for the continuation of the Defendant's undertaking fixed for 9 May 2011 at 10 a.m. (the "Undertaking Summons") be vacated;
2. The hearing of the Order 14 Summons be adjourned and fixed on a date not earlier than the expiry of 49 days from 5 May 2011 with one day reserved in consultation with Counsel's diary;
3. The hearing of the Undertaking Summons be adjourned to such time immediately after the hearing of the Order 14 Summons;
4. Leave be granted to the Defendant to file and serve affirmation(s) in opposition to the Order 14 Summons within 28 days from 5 May 2011;
5. Leave be granted to the Plaintiff to file and serve affirmation(s) in reply (if any) to the Order 14 Summons within 21 days thereafter;
6. Costs of this application be in the cause of the Order 14 Summons.

38. 訴訟及或然負債 (續)

(g) 王正平先生與本公司之訴訟 (續)

高等法院於二零一零年十二月十六日進一步頒令，王先生於二零一零年十二月十四日就延續禁制令提交之申請將實際被視為向法院申請命令，以使存入HCA指定賬戶之該款項根據本公司之承諾被繼續保存、持有及保留，直至高等法院就王氏訴訟作出最終裁決為止。

王先生於二零一一年四月二十七日根據該申索向香港高等法院就一筆28,500,000港元之款項（即於二零一一年四月十四日提交之申索陳述書所申索之款項減以指稱本公司向洪先生償還之部份款項3,000,000港元），連同有關利息及訟費，申請簡易判決，發出針對本公司之傳訊令狀（「第14則傳訊令狀」）。

於二零一一年五月五日，在聽取王先生之大律師以及本公司之代表律師的陳詞後，法院作出下列命令：

1. 取消預定於二零一一年五月九日上午十時正就原告人對被告人持續履行承諾發出傳訊令狀（「承諾傳訊令狀」）進行之聆訊；
2. 第14則傳訊令狀之聆訊押後進行，而舉行聆訊日期將不早於二零一一年五月五日起計49日，聆訊時間預留一日，聆訊日期將於諮詢大律師之工作日程後釐定；
3. 承諾傳訊令狀之聆訊將延至緊隨第14則傳訊令狀之聆訊後進行；
4. 被告人獲准於二零一一年五月五日起計二十八日內提交及送達反對第14則傳訊令狀之誓詞；
5. 原告人獲准於其後二十一日內提交及送達答覆第14則傳訊令狀之誓詞（如有）；
6. 此項申請之訟費歸於第14則傳訊令狀訟案中之訟費。

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38. LITIGATIONS AND CONTINGENT LIABILITIES (continued)

(g) Litigation between Mr. Wong Ching Ping Alex and the Company (continued)

The Company obtained written legal opinion on the Claim from its legal advisers and after having considered the legal opinion, the Board passed a resolution to settle the Claim with Mr. Wong. By a Consent Order dated 3 June 2011, the Company reached a settlement of the Claim with Mr. Wong in the following terms :

1. Mr. Wong warrants and declares that he, whether by himself, his servants or agents or principals does not hold any interest (whether legal or beneficial) or have any dealings in any convertible notes or shares of the Company, either with or acquired from Mr. Hung apart from the assignment of the loan agreement dated 16 July 2009 in the amount of HK\$31,500,000.
2. Upon the giving by Mr. Wong of the above warranty and declaration, the Company do on an entirely without admission of liability basis pay to Mr. Wong the sum of HK\$28,500,000 within 3 business days of the Order in full and final settlement of the Mr. Wong's claims against the Company in the Claim.
3. Upon payment to Mr. Wong of the said sum of HK\$28,500,000, the parties shall jointly apply to the Court for the Claim to be dismissed and shall sign a Consent Order to the same effect.
4. The parties agree for the avoidance of doubt that Mr. Wong's warranty and declaration in paragraph 1 above shall be enforceable and survive the dismissal of the Claim.

Upon the Company and Mr. Wong having agreed to the above terms of settlement, the Court by consent made an order on the 3 June 2011 that :

1. The Undertaking be discharged;
2. This Action be stayed except for the purpose of carrying the Order and the said terms into effect;
3. Liberty to apply; and
4. Each party do pay their own costs of this Action and the Consent Order notwithstanding any previous costs order(s) that state otherwise.

38. 訴訟及或然負債 (續)

(g) 王正平先生與本公司之訴訟 (續)

本公司就申索取得其法律顧問之書面法律意見，經考慮有關法律意見後，董事會通過一項決議案，與王先生結清申索。根據日期為二零一一年六月三日之同意令狀，本公司與王先生按下列條款達成結清申索：

1. 王先生保證及聲明，彼（不論透過彼本人、其受僱人或代理人或委託人）不會持有（不論屬法定或實益持有）或買賣本公司任何可換股票據或股份之任何權益，不論是與洪先生買賣或向洪先生收購，惟轉讓日期為二零零九年七月十六日之貸款協議所涉及31,500,000港元之款項除外。
2. 王先生作出上述保證及聲明後，本公司在完全不承認責任之基準上，在發出命令起計3個營業日內，向王先生悉數支付一筆28,500,000港元之款項，以完全並最終結清就王先生針對本公司作出之申索。
3. 在向王先生支付上述28,500,000港元之款項後，有關各方應共同向法院申請撤銷申索，並應就此簽訂同意命令。
4. 有關各方協定，為免生疑問，上文第1段所述王先生之保證及聲明在撤銷申索後仍然有效及可強制執行。

於本公司與王先生協定上述結清條款後，法院於二零一一年六月三日在雙方同意下作出命令，以使：

1. 承諾予以解除；
2. 除為執行命令及使上述條款生效外，此項訴訟予以擱置；
3. 任何一方均可提出申請；及
4. 各方自行支付此訴訟及同意命令涉及之訟費，而不論過往就訟費另有訂明之其他命令。

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財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

38. LITIGATIONS AND CONTINGENT LIABILITIES (continued)

(g) Litigation between Mr. Wong Ching Ping Alex and the Company (continued)

The Company has incurred approximately HK\$5,800,000 up to 8 June 2011 in accrued interest expenses arising from the Claim, which after this settlement will be written back to the Company for the current financial year ending 31 March 2012. Having considered the legal opinion from its legal advisors and in view of the savings of the aforementioned interest costs; the saving of expected legal costs of the Company of over HK\$4,000,000; the saving of time and other resources to be incurred in defending the Claim, and the fact that if the Company were to be unsuccessful in its defence it would have to pay the legal costs of Mr. Wong, the Board is of the view that the settlement is in the interests of the Company. The Company set aside a sum of HK\$28,500,000 into a designated account to pay Mr. Wong and the Company still has sufficient working capital on hand.

On 8 June 2011, the Company paid the amount of HK\$28,500,000 to Mr. Wong and upon the joint application on the part of the Company and Mr. Wong and by consent the Court is ordered that the Wong's Action be dismissed and no order as to costs.

38. 訴訟及或然負債 (續)

(g) 王正平先生與本公司之訴訟 (續)

本公司因該申索而產生約5,800,000港元截至二零一一年六月八日之應計利息開支，於結清後將於截至二零一二年三月三十一日止財政年度可撥回本公司。經考慮本公司法律顧問之法律意見及鑑於節省上述利息開支、節省本公司預期訟費超過4,000,000港元、節省辯護申索所要付出之時間及其他資源、以及假使本公司一旦敗訴將需要支付王先生之訟費，董事會認為，結清申索乃符合本公司之利益。本公司已預留一筆合共28,500,000港元之款項於指定賬戶，以付予王先生，而本公司手頭仍擁有充裕之營運資金。

於二零一一年六月八日，本公司向王先生支付一筆28,500,000港元之款項，而在本公司與王先生共同向法院申請並獲法院在雙方同意下頒令撤銷王氏訴訟，且不出任何關於訟費的命令。

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For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

38. LITIGATIONS AND CONTINGENT LIABILITIES (continued)

- (h) Labour action between Mr. Hung Hoi Ming Raymond and the Company and Sino Talent Holdings Limited

On 2 July 2010, Mr. Hung Hoi Ming Raymond ("Mr. Raymond Hung"), brought an action at the Labour Tribunal against the Company and Sino Talent Holdings Limited ("Sino Talent"), a wholly-owned subsidiary of the Group for payment of a sum of approximately HK\$389,000, being the amount allegedly owned by the Group on termination of his employment contract on 10 December 2009. The action was transferred to the District Court. Mr. Raymond Hung filed a Statement of Claim on 29 December 2010 and subsequently an Amended Statement of Claim on 11 January 2011 claiming against Sino Talent for payment of a sum of approximately HK\$389,000.

The Company and Sino Talent filed a Defence and Counterclaim at the District Court on 2 February 2011 which the Group only agreed to pay to Mr. Raymond Hung a sum of approximately HK\$95,000 and counterclaimed against him for repayment of a sum of approximately HK\$128,000 being the amount of education subsidiary received by Mr. Raymond Hung; a sum of approximately HK\$33,600 being compensation for unauthorized absence from work; and company assets. The parties have completed exchange of pleadings and no date for hearing of this action has yet been fixed.

The Board of the Company, based on legal advice, is of the view the Group has a good defence to Mr. Raymond Hung's claim and a good chance of success in respect of the respective counterclaims.

- (i) Car action between Sino Talent and Mr. Raymond Hung

On 20 August 2010, Sino Talent filed a Statement of Claim at the District Court and claimed against Mr. Raymond Hung for the followings:-

1. Possession of vehicle with vehicle identification number WP1ZZPZ9LA81368 bearing a registration number of NP5059 ("the Vehicle");
2. Rent for the Vehicle between 11 December 2009 to the date of judgment;
3. Insurance premium for the Vehicle for the period between 11 December 2009 and 12 July 2010;
4. Vehicle licence fee for the Vehicle for the period between 11 December 2009 and the date of judgment or 28 October 2010 being the date of expiry of the current vehicle licence, whenever is earlier;
5. HK\$6,980 being the amount reimbursed to the Defendant for car restoration coupons for the Vehicle;
6. Further or alternatively, damages for tort of conversion of the Vehicle;
7. interest;
8. further and other relief; and
9. costs.

38. 訴訟及或然負債 (續)

- (h) 本公司及新圖集團有限公司與洪海明先生之勞資訴訟

於二零一零年七月二日，洪海明先生（「洪海明先生」）於勞資審裁處就約389,000港元之款項（即本集團於二零零九年十二月十日終止其僱用合同指稱擁有之款項）對本公司及本集團全資附屬公司新圖集團有限公司（「新圖」）提出訴訟。是項訴訟已轉交區域法院處理。洪海明先生於二零一零年十二月二十九日提交申索陳述書，並後於二零一一年一月十一日提交經修訂申索陳情書，向新圖集團有限公司索償約389,000港元款項。

本集團與新圖已於二零一一年二月二日向區域法院提交抗辯及反申索書，本集團僅同意向洪海明先生支付約95,000港元並對其反申索償還約128,000港元（即原告獲得之教育津貼之款項）及約33,600港元（即未授權曠工之補償及公司資產）。與訟各方已完成交換狀書，是項訴訟尚未有聆訊日期。

根據法律意見，本公司董事會認為，本公司對洪海明先生之申索具有有力抗辯及成功贏得各反申索之機會甚高。

- (i) 新圖與洪海明先生之汽車訴訟

於二零一零年八月二十日，本公司全資附屬公司新圖向區域法院提交申索陳情書並向洪海明先生申索如下：

1. 管有識別號WP1ZZPZ9LA81368而汽車牌照號碼為NP5059之車輛（「車輛」）；
2. 車輛於二零零九年十二月十一日至判決日期期間之租金；
3. 車輛於二零零九年十二月十一日至二零一零年七月十二日期間之保險費；
4. 車輛於二零零九年十二月十一日至判決日期期間（或至二零一零年十月二十八日，即現有車輛牌照到期日，以較早發生者為準）之牌照費；
5. 就車輛之汽車維修券向洪海明先生報銷之款項6,980港元；
6. （進一步或作為替代），車輛之轉移侵權損害賠償；
7. 利息；
8. 進一步及其他補償；及
9. 訟費。

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For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

38. LITIGATIONS AND CONTINGENT LIABILITIES (continued)

(i) Car action between Sino Talent and Mr. Raymond Hung (continued)

Mr. Raymond Hung filed his Defence and Counterclaim at the District Court on 8 October 2010 denying possession of the Vehicle and claimed damages. Sino Talent filed a Reply and Defence to Counterclaim on 22 October 2010. On 11 January 2011, Mr. Raymond Hung filed an Amended Defence and Counterclaim alleging that the Vehicle was pledged to Mr. Hung and that Mr. Hung is allegedly entitled to possession and use of the Vehicle, Mr. Hung then allowed Mr. Raymond Hung to use the Vehicle.

The parties have exchanged their respective lists of documents and witnesses statements; and the District Court has fixed a Case Management Conference to be heard on 30 June 2011.

The Board of the Company, based on legal advice, is of the view the Group has a good chance of success in respect of the case and a good defence to Mr. Raymond Hung's counterclaim.

38. 訴訟及或然負債 (續)

(i) 新圖與洪海明先生之汽車訴訟 (續)

洪海明先生於二零一零年十月八日向區域法院提交抗辯及反申索書，否認管有車輛及所申索損失。新圖於二零一零年十月二十二日就反申索提交答覆書及抗辯。於二零一一年一月十一日，洪海明先生提交經修訂抗辯及反申索，指稱車輛乃抵押予洪先生，而洪先生則聲稱有權管有及使用車輛，洪先生則允許洪海明先生使用車輛。

與訟各方已交換各自之文件清單及證人口供，而區域法院已訂於二零一一年六月三十日進行個案處理會議聆訊。

根據法律意見，本公司董事會認為本集團勝算甚高，而對洪海明先生反申索具有有力抗辯。

39. COMMITMENTS

39. 承擔

		The Group 本集團	
		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Capital expenditure in respect of the acquisition of property, plant and equipment contracted for but not provided in the consolidated financial statements	與已訂約但未於綜合財務報表提撥準備之收購物業、廠房及設備有關之資本開支	14,841	—
Authorised and contracted for capital contributions payable payable to a subsidiary	應付附屬公司之法定及已訂約資本承擔	10,040	—
		24,881	—

The Company did not have significant capital commitment at the end of the reporting period (2010: Nil).

於報告期完結日，本公司並無重大資本承擔 (二零一零年：無)。

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財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

40. OPERATING LEASE ARRANGEMENTS

The Group leases certain of its office properties under operating lease arrangements. Leases for office properties are negotiated for terms ranging from one to two years.

At 31 March 2011, the Group had total future minimum lease payments under non-cancellable operating leases in respect of office premises falling due as follows:

		The Group 本集團	
		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Within one year	一年內	2,169	2,693
In the second to fifth years, inclusive	第二至第五年(包括首尾兩年)	119	1,946
		2,288	4,639

The Company did not have significant operating lease arrangements at the end of the reporting period (2010: Nil).

40. 經營租賃安排

本集團根據經營租賃安排租用其若干辦公室物業。辦公室物業之租賃期經協商定出，年期由一至二年不等。

於二零一一年三月三十一日，本集團根據不可撤銷之寫字樓經營租約而須於下列期限內支付之未來最低租約付款總額如下：

41. MATERIAL RELATED PARTY TRANSACTIONS

In additions to the transactions and balances disclosed elsewhere in these financial statements, during the year ended 31 March 2011, the Group had entered into the following material related party transactions:

Key management personnel remuneration

Remuneration for key management personnel, including amounts paid to the Company's directors as disclosed in Note 10 to the financial statement is as follow:

		The Group 本集團	
		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Short term employee benefits	短期僱員福利	2,298	5,413
MPF Contribution	強積金供款	27	43
Share-based payment	以股份為基礎之付款	5,982	—
		8,307	5,456

Total remuneration is included in "Staff costs" in Note 8 to the financial statements.

41. 重大關連人士交易

除於本財務報表其他地方披露之交易及結餘外，於截至二零一一年三月三十一日止年度，本公司已訂立下列重大關連人士交易：

主要管理人員酬金

主要管理人員之酬金(包括如財務報表附註10披露之已付予本公司董事之款額)如下：

酬金總額乃包括在「員工成本」(財務報表附註8)內。

Notes to the Financial Statements

財務報表附註

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41. MATERIAL RELATED PARTY TRANSACTIONS (continued)

Transactions carried out with related parties

Interest expense paid to a shareholder, Mr. Hung Chen, Richael	支付予一名股東洪城先生 之利息開支
Interest expense paid to a shareholder, ACE Channel Limited	支付予一名股東ACE Channel Limited 之利息開支
Interest expense paid to a director, Mr. Chiu Sui Keung	支付予一名董事趙瑞強先生 之利息開支

41. 重大關連人士交易 (續)

與關連人士進行之交易

		The Group 本集團	
		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Interest expense paid to a shareholder, Mr. Hung Chen, Richael	支付予一名股東洪城先生 之利息開支	1,816	3,117
Interest expense paid to a shareholder, ACE Channel Limited	支付予一名股東ACE Channel Limited 之利息開支	313	6,779
Interest expense paid to a director, Mr. Chiu Sui Keung	支付予一名董事趙瑞強先生 之利息開支	16	453
		2,145	10,349

42. EVENTS AFTER THE REPORTING PERIOD

Save as disclosed in Note 38 Litigations above and elsewhere in these financial statements, the Group has the following events occurred subsequent to the end of the reporting period:

- (i) On 20 April 2011, Multi Century (BJ), a 51% owned subsidiary of the Company, and Heilongjiang CG Bureau entered into a memorandum of agreement on the Heilongjiang Unconventional Gas Research and Development Centre Project whereby the parties agreed to develop a strategic cooperation relationship to establish an unconventional gas research and development centre for the purposes of developing technologies for and providing services in the exploration and development of unconventional gas in Heilongjiang Province. For more details, please refer to the Company's announcement dated 20 April 2011.
- (ii) On 28 April 2011, the Company and Concord Billion Limited ("Concord") entered into a memorandum of understanding whereby the Company and Concord agreed to negotiate in good faith to enter into and procure that their affiliates enter into a series of agreements, including but not limited to the relevant subscription agreement and shareholders' agreement, subject to their respective final mutual agreement on the proposed subscription or investment by the Company or its subsidiary for the shares of Concord and/ or its securities convertibles to acquire 51% (on customary full-diluted basis) or more of the equity and voting power of Concord. For more details, please refer to the Company's announcement dated 28 April 2011. On 14 June 2011, the Company and one of the wholly-owned subsidiary (the "Subscriber") entered into the Subscription Agreement for the above transactions. The Subscriber has conditionally agreed to subscribe and Concord has conditionally agreed to allot and issue 68% equity interest of Concord on a fully diluted basis. The consideration of the acquisition is US\$10,000,000. For more details, please refer to the Company's announcement dated 14 June 2011.

42. 報告期後事項

除上文附註38「訴訟」及該等財務報表其他地方所披露者外，本集團於報告期完結日後發生下列事項：

- (i) 於二零一一年四月二十日，創紀傑仕（本公司擁有51%之附屬公司）與黑龍江省煤田地質局訂立黑龍江省非常規氣工程研發中心項目備忘錄。據此，訂約各方同意發展策略性合作關係，以成立非常規天然氣工程研發中心，以便為勘探及開發黑龍江省非常規天然氣發展技術及提供服務。有關詳情請參閱本公司於二零一一年四月二十日發表之公佈。
- (ii) 於二零一一年四月二十八日，本公司與Concord Billion Limited（「Concord」）訂立諒解備忘錄，據此，本公司與Concord同意真誠洽商，以待各方就本公司或其附屬公司擬議認購或投資於Concord之股份及／或可收購Concord之股本及投票權51%（按慣常悉數攤薄基準）或以上之可換股證券訂立最終協議後，訂立及促使雙方之聯屬人士訂立一系列協議。有關詳情請參閱本公司於二零一一年四月二十八日發表之公佈。於二零一一年六月十四日，本公司及其中一間全資附屬公司（「認購人」）就上述交易訂立認購協議。認購人有條件同意認購而Concord有條件同意按全面攤薄基準配發及發行68%之Concord股權。收購代價為10,000,000美元。有關詳情請參閱本公司於二零一一年六月十四日發表之公佈。

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財務報表附註

For the year ended 31 March 2011 截至二零一一年三月三十一日止年度

42. EVENTS AFTER THE REPORTING PERIOD (continued)

- (iii) On 23 May 2011, the Company and Zheng Xuefeng entered into a memorandum of understanding in respect of the proposed acquisition of the entire shareholding in Western Spark Investments Limited. For more details, please refer to the Company's announcement dated 23 May 2011.
- (iv) On 8 June 2011, the Company paid the amount of HK\$28,500,000 to Mr. Wong and by consent it is ordered that the Wong's Action be dismissed and no order as to costs.

43. AUTHORISATION FOR ISSUE OF THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the Board of Directors on 28 June 2011.

42. 報告期後事項(續)

- (iii) 於二零一一年五月二十三日，本公司與鄭雪峰就有關擬議收購Western Spark Investments Limited全部股權訂立諒解備忘錄。有關詳情請參閱本公司於二零一一年五月二十三日發表之公佈。
- (iv) 於二零一一年六月八日，本公司向王先支付28,500,000港元，並獲法院在雙方同意下作出頒令撤銷王氏行動，且不出作出任何關於訟費的命令。

43. 綜合財務報表刊發授權

該財務報表已於二零一一年六月二十八日獲董事會批准及授權刊發。

神州資源集團有限公司*

Sino Resources Group Limited

(carrying on business in Hong Kong as Sino Gp Limited)

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號: 223

* For identification purpose only 僅供識別

