



OCEAN GRAND HOLDINGS LIMITED

(Provisional Liquidators Appointed)

海域集團有限公司*

(已委任臨時清盤人)

(Incorporated in Bermuda with limited liability)

(Stock Code: 1220)

Annual Report 2006

* *For identification purpose only*

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors:

Dr. Yip Kim Po
Dr. Hui Ho Ming, Herbert, JP
Mr. Kwan Yan (Resignation letter dated 15 June 2006 was received by the Company on 25 July 2006)

Mr. Li Lee Cheung
Ms. Yip Wan Fung
Mr. Kwan Man Wai (Appointed on 12 July 2005)
Mr. Chin Chang Keng, Raymond (Appointed on 1 September 2008)
Ms. Ang Mei Lee, Mary (Appointed on 1 September 2008)

Independent Non-executive Directors:

Mr. Choy Tak Ho (Resigned on 26 July 2006)
Mr. Chau Po Fan (Resignation letter dated 25 July 2006 was received by the Company on 26 July 2006)
Mr. Lee Kwan Ho, Vincent Marshall (Resignation letter dated 21 July 2006 was received by the Company on 24 July 2006)

AUDITORS

Ray W.H. Chan & Co.
Certified Public Accountants
12th Floor, Bel Trade Commercial Building
1-3 Burrows Street
Wanchai
Hong Kong

JOINT AND SEVERAL PROVISIONAL LIQUIDATORS

Joseph Kin Ching Lo and Lai Kar Yan
35th Floor, One Pacific Place
88 Queensway
Hong Kong

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

PRINCIPAL PLACE OF BUSINESS

35th Floor, One Pacific Place
88 Queensway
Hong Kong

STOCK CODE

1220

DIRECTORS' REPORT

The Board of Directors of Ocean Grand Holdings Limited (Provisional Liquidators Appointed) (the “**Company**”) is pleased to announce the annual results of the Company and its subsidiaries (collectively the “**Group**”) for the 15 months ended 31 March 2006.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. Its subsidiaries were principally engaged in the manufacturing of aluminium extrusion products and chemicals for use in electroplating process. Since July 2006, the operation of the Company and its subsidiaries ceased.

Subsequently in June 2008 the Group had reactivated the trading business of aluminium extrusion products. In December 2009, the Group further expanded its business into construction supply projects of building materials. The Group is also planning to manufacture aluminium extrusion products in the future.

WINDING-UP PETITIONS AND APPOINTMENT OF PROVISIONAL LIQUIDATORS

In July 2006, in view of the deterioration of the cash position of the Group to a level which resulted in difficulties for the Group to meet its short term debts, the Board of Directors of the Company (the “**Directors**”) voluntarily resolved to apply for a suspension of trading in its shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and to apply to the courts in Hong Kong and Bermuda respectively for a winding-up and for an appointment of provisional liquidators for the Company in order to protect the assets of the Group and to safeguard the interests of both the creditors and the shareholders.

On 24 and 25 July 2006, the Company presented petitions for its winding-up and applied for the appointment of provisional liquidators to the High Court of Hong Kong (the “**High Court**”) and the Supreme Court of Bermuda (the “**Bermuda Court**”) respectively.

As a result of the applications, the trading in the Company’s shares on the Stock Exchange was suspended since 17 July 2006. Messrs. Lai Kar Yan (Derek) and Joseph Kin Ching Lo, both of Deloitte Touche Tohmatsu (“**Deloitte**”), were appointed as the joint and several provisional liquidators of the Company (the “**Provisional Liquidators**”) by the order of the High Court and the Bermuda Court on 24 and 25 July 2006 respectively.

The hearing of winding-up petitions against the Company by the High Court and the Bermuda Court are adjourned to 19 December 2011 and 23 December 2011 respectively.

DIRECTORS' REPORT

RESTRUCTURING OF THE GROUP

Restructuring Agreement

On 20 December 2007, the Company, Gold Star Success Limited (the “**Investor**”), the Provisional Liquidators and Deloitte entered into an agreement for the restructuring of the Group (the “**Restructuring Agreement**”), involving inter alia, capital reorganization, debt restructuring, subscription of new shares and preference shares and group reorganization.

Scheme and Debt Restructuring

The Company's scheme of arrangement for discharging its debts (the “**Scheme**”) was sanctioned by the High Court on 15 April 2008. The Scheme, upon effective, will bind on the Company and the scheme creditors will discharge all the indebtedness of the Company in full.

In light of the amendments on certain terms of the Restructuring Agreement, on 24 June 2011, the Provisional Liquidators made an application to the High Court for modification to the Scheme and the High Court has approved such modification on 30 June 2011.

Business Update

In June 2008, the Group reactivated its business in trading of aluminium products and ingots. In December 2009, the Group expanded its business into construction supply projects of building materials.

On 30 September 2010, the Group acquired the entire equity interest in Tak Lee Metal Manufactory (Hong Kong) Company Limited and its subsidiary namely Zhongshan City Minzhong Deli Metal Co., Ltd. for manufacturing aluminium products for construction supply projects.

With a view to further develop the business, the Group has entered into an agreement with a company to operate a factory in China to manufacture of aluminium extrusion products. This joint venture operation is subject to the approval of shareholders at a special general meeting.

Resumption Proposal

As mentioned above, the trading in the Company's shares on the Stock Exchange has been suspended since 17 July 2006.

With a view to resume trading in its shares on the Stock Exchange, the Company submitted a resumption proposal dated 27 August 2008 and an updated proposal dated 19 October 2009 (the “**Resumption Proposal**”) to the Listing Committee of the Stock Exchange (the “**Listing Committee**”) in respect of the restructuring of the Group.

RESTRUCTURING OF THE GROUP (continued)

Resumption Proposal (continued)

The Listing Committee and the Listing (Review) Committee of the Stock Exchange had respectively on 12 November 2009 and 25 February 2010 rejected the Resumption Proposal. The Company had made an application to the Listing Appeals Committee for a review of the decision of the Listing Committee and the Listing (Review) Committee.

Finally, on 28 September 2010, the Stock Exchange informed the Company by way of a letter that the Listing Appeals Committee of the Stock Exchange had decided to accept the Resumption Proposal, subject to the Company's compliance with conditions as set out in the same letter to the satisfaction of the Listing Division of the Stock Exchange by 30 June 2011 and confirmation by the Provisional Liquidators. Upon application by the Company, on 15 June 2011, the Listing Appeals Committee had agreed to extend the deadline for compliance with the conditions by the Company to 30 November 2011.

The Provisional Liquidators, the Investor and their respective advisors are now working towards to fulfill the conditions imposed by the Listing Appeals Committee of the Stock Exchange.

PROSPECTS

It is anticipated that the financial position of the Group will be substantially improved upon completion of the Restructuring Agreement ("**Completion**") as all the liabilities of the Company will be compromised and discharged through the Scheme.

Further, upon Completion, the Company's shares will resume trading on the Stock Exchange subject to the approvals of the shareholders of the Company and fulfillment of conditions imposed by the Listing Appeals Committee of the Stock Exchange.

The Company is confident that, with the Investor's strong support in the business and financial aspects, the Group will be able to gain a strong foothold in the aluminium business and achieve more substantial level of operations within a reasonable period of time after the resumption of trading in its shares on the Stock Exchange.

RESULTS AND APPROPRIATIONS

The results of the Group for 15 months ended 31 March 2006 are set out in the consolidated income statement on page 20.

For the 15 months ended 31 March 2006, the Group's turnover was approximately HK\$nil (31 December 2004: HK\$2,833 million). The consolidated loss attributable to equity holders of the Company amounted to approximately HK\$2,919 million for the period (31 December 2004: profit of HK\$174 million).

Basic loss per share for 15 months ended 31 March 2006 was approximately HK\$6.89 as compared with earnings per share of HK\$0.41 for the preceding year.

DIRECTORS' REPORT

RESULTS AND APPROPRIATIONS (continued)

The Directors do not recommend the payment of final dividend for the 15 months ended 31 March 2006 (31 December 2004: HK\$0.065 per share).

LIQUIDITY, FINANCIAL RESOURCES AND FUNDING

Bank and cash balances as at 31 March 2006 was approximately HK\$74.12 million (31 December 2004: HK\$1,050.69 million). The Group's gearing ratio measured on the basis of the Group's bank borrowings liabilities divided by total equity as at 31 March 2006 was not applicable as the Group had net deficiency in assets (31 December 2004: 78%).

Liabilities and payables presented in the audited consolidated financial statements and this report are prepared according to the books and records and available information to the best of our knowledge.

SUMMARY OF FINANCIAL INFORMATION

A summary of the consolidated results and the assets and liabilities of the Group for the last five financial years is set out on page 72 of this annual report.

DIRECTORS' REMUNERATION

Details of the directors' remuneration are set out in note 12 to the consolidated financial statements.

SHARE CAPITAL

Details of movements in share capital of the Company are set out in note 33 to the consolidated financial statements.

RESERVES

Details of movements in reserves of the Group and the Company during the period are set out in page 23 and in note 36 to the consolidated financial statements respectively.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the 15 months ended 31 March 2006.

DIRECTORS' REPORT

DIRECTORS

The Directors of the Company during the period and up to the date of this annual report were:

Executive Directors:

Dr. Yip Kim Po
Dr. Hui Ho Ming, Herbert, JP
Mr. Kwan Man Wai (Appointed on 12 July 2005)
Mr. Li Lee Cheung
Ms. Yip Wan Fung
Mr. Chin Chang Keng, Raymond (Appointed on 1 September 2008)
Mr. Ang Mei Lee, Mary (Appointed on 1 September 2008)
Mr. Kwan Yan (Resignation letter dated 15 June 2006 was received by the Company on 25 July 2006)

Independent Non-Executive Directors:

Mr. Lee Kwan Ho, Vincent Marshall (Resignation letter dated 21 July 2006 was received by the Company on 24 July 2006)
Mr. Choy Tak Ho (Resigned on 26 July 2006)
Mr. Chau Po Fan (Resignation letter dated 25 July 2006 was received by the Company on 26 July 2006)

Dr Yip Kim Po and Ms Yip Wan Fung were convicted of various criminal charges under District Court Criminal Case Number 960/2007 and 551/2008, which include, inter alia, conspiracy to defraud. As a result of the aforesaid convictions, Dr Yip Kim Po and Ms Yip Wan Fung were disqualified as directors with effect from 8 October 2010 for 10 years and 8 years respectively by the orders of the District Court of Hong Kong dated 8 October 2010. Dr Yip Kim Po and Ms Yip Wan Fung have made an appeal application in the aforesaid criminal proceedings but neither the Directors nor the Provisional Liquidators have been advised of the status of the appeal proceedings. In view of the above, on 29 June 2011, the Directors resolved to suspend their duties as directors until further notice.

DIRECTORS' SERVICE CONTRACTS

Dr. Hui Ho Ming, Herbert, JP entered into a service contract with the Company for a fixed term of 3 years from 9 May 2004.

Mr. Kwan Man Wai entered into a service contract with the Company for a fixed term of 2 years from 12 July 2005.

Ms. Yip Wan Fung entered into a service contract with the Company for a fixed term of 2 years from 1 January 2006.

DIRECTORS' REPORT

DIRECTORS' SERVICE CONTRACTS (continued)

Mr. Kwan Yan entered into a service contract with the Company for a fixed term of 2 years from 1 April 2005.

Mr. Lee Kwan Ho, Vincent Marshall entered into a service contract with the Company for a fixed term of 2 years from 5 December 2005.

Mr. Choy Tak Ho entered into a service contract with the Company for a fixed term of 2 years from 1 January 2006.

Mr. Chau Po Fan entered into a service contract with the Company for a fixed term of 2 years from 1 January 2006.

Other than as disclosed above, no Directors proposed for re-election at the forthcoming annual general meeting has a service contract which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

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

At 31 March 2006, the interests and short positions of the Directors and the chief executives and their associates in the shares, underlying shares and debentures of the Company and its associated corporations, as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance ("SFO"), or as otherwise notified to the Company and The Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies, were as follows:

Name of director	Capacity	Number of issued ordinary shares held	Aggregate interest	Percentage of the issued share capital of the Company <i>Note (3)</i>
Dr. Yip Kim Po <i>Note (2)</i>	Beneficial owner and Controlled Corporation	132,000,000 <i>Note (1)</i>	132,000,000 <i>Note (1)</i>	31.14%
Ms. Yip Wan Fung <i>Note (2)</i>	Beneficial owner	19,030,000	19,030,000	4.49%
Dr. Hui Ho Ming, Herbert	Beneficial owner	8,480,000	8,480,000	2.00%
Mr. Choy Tak Ho	Beneficial owner	240,000	240,000	0.06%
Mr. Chau Po Fan	Beneficial owner	20,000	20,000	0.005%

DIRECTORS' REPORT

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES (continued)

Notes:

- (1) Based on the registered shareholders list of the Company as at 31 March 2006, Dr. Yip Kim Po is not a registered shareholder of the Company. According to the filing made pursuant to SFO up to 31 March 2006, Dr. Yip Kim Po was beneficially interested in 30,000,000 shares in the Company and indirectly held 102,000,000 in the Company through Holylake Resources Limited and Grecian Resources Limited. The issued shares of Holylake Resources Limited were owned as to 76% and 24% by Dr. Yip Kim Po and Mr. Yip Lap Chi respectively. The issued shares of Grecian Resources Limited were owned as to 76% and 24% by Dr. Yip Kim Po and Mr. Yip Lap Chi respectively.
- (2) As at the date of this annual report, to the information of the Provisional Liquidators and the Directors, a Restraint and Charging Order dated 20 December 2007 against, among others, Dr. Yip Kim Po and Ms. Yip Wan Fung was still in force, restricting them, whether by themselves, their servants, agents, attorneys, or otherwise to dispose of, or deal with, or diminish the value of any of their property, which is located in Hong Kong, whether in their own names or not, and whether solely or jointly owned.
- (3) Based on the latest filing made by Mr. Kwan Man Wai pursuant to the SFO, Mr. Kwan holds 3,300,000 share options of the Company.

Other than as disclosed above, none of the Directors, chief executives nor their associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations as at 31 March 2006.

SHARE OPTIONS

Particulars of the Company's share option scheme are set out in note 34 to the consolidated financial statements.

In accordance with the terms of the share option scheme of the Company pursuant to which the outstanding options are issued, all the outstanding share options shall lapse automatically (to the extent not already exercised) on the earliest of, among other things, subject to the Scheme becoming effective, the expiry of the period from the requisite meetings of shareholders approving the Scheme to such time to be notified by the Company.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Other than as disclosed above, at no time during the period was the Company or any of its subsidiaries, a party to any arrangements to enable the Directors of the Company or their respective spouses or children under the age of 18 to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

DIRECTORS' REPORT

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

No contract of significance, to which the Company or its subsidiaries was a party and in which a Director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the period or at any time during the period.

SUBSTANTIAL SHAREHOLDERS

As at 31 March 2006, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO shows that other than the interests disclosed above in respect of certain Directors or chief executives of the Company, the following shareholders had notified the Company of relevant interests and short positions in the issued share capital of the Company.

Long Position – Substantial shareholders

Name	Type of interest	Number of shares	Approximate % of the Company's issued share capital
Holylake Resources Limited	Directly	73,000,000	17.22%

Long Position – Other Person

Name	Type of interest	Number of shares	Approximate % of the Company's issued share capital
Peter Cundill & Associates (Bermuda) Ltd.	Directly	34,046,000	8.03%
Mr. Cheah Cheng Hye	Indirectly through Value Partners Limited	38,135,600 <i>Note (1)</i>	8.99%
Value Partners Limited (“VPL”)	Directly	38,135,600 <i>Note (1)</i>	8.99%
Grecian Resources Limited	Directly	29,000,000	6.84%

Note:

- (1) Mr. Cheah Cheng Hye is deemed to be interested in the shares through his 32.77% interest in VPL. This figure refers to the same interest of VPL in 38,135,600 shares.

Other than as disclosed above, the Company has not been notified of any other relevant interests or short positions in the issued share capital of the Company as at 31 March 2006.

DIRECTORS' REPORT

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

In July 2006, all the independent non-executive Directors were resigned. Given the severe financial difficulties of the Group and the prolonged suspension in trading of the shares of the Company on the Stock Exchange, up to the date of this annual report, the Company has not appoint minimum number of persons to be its independent non-executive Directors. As a result, the Company is in breach of Rule 3.19 of the Listing Rules.

REVIEW BY THE AUDIT COMMITTEE

Due to the severe financial difficulties of the Group and the prolonged suspension in trading of the shares of the Company on the Stock Exchange and no independent non-executive Directors were appointed following their resignations in July 2006, up to the date of this annual report, no audit committee has been established. As a result, the Company is in breach of Rule 3.21 of the Listing Rules and the audited consolidated financial statements of the Group for the 15 months ended 31 March 2006 have not been reviewed by the audit committee.

DELAY IN DISPATCH OF ANNUAL REPORT FOR THE 15 MONTHS ENDED 31 MARCH 2006

Due to suspension of trading in its shares on the Stock Exchange and most of the responsible officers had left the Group, the Company has not been able to dispatch the annual report for the 15 months ended 31 March 2006 within the due date as required by the Listing Rules.

The delay in the dispatch of the annual report constitutes a breach of the Rules 13.46(2) of the Listing Rules by the Company.

NON-COMPLIANCE OF APPENDIX 16 "DISCLOSURE OF FINANCIAL INFORMATION" OF THE LISTING RULES

Due to the failure to access the books and records of Deconsolidated Subsidiaries (defined below), the Directors do not have sufficient data available to compile the annual report so as to comply with the Appendix 16 "Disclosure of financial information" of the Listing Rules. The following information has been omitted from this annual report:

1. The information on the Group's major suppliers and customers;
2. Connected transactions and continuing connected transactions with the connected person as defined in Chapter 14A (or Chapter 14 prior to the coming into force of Chapter 14A) of the Listing Rules;

DIRECTORS' REPORT

NON-COMPLIANCE OF APPENDIX 16 "DISCLOSURE OF FINANCIAL INFORMATION" OF THE LISTING RULES (continued)

3. A separate Corporate Governance Report contained the information required under Appendix 23 of the Listing Rules;
4. Details of the number and remuneration of employees, remuneration policies, and the retirement benefits scheme;
5. Details of charges on group assets; and
6. Details of contingent liabilities.

EMOLUMENT POLICY

No remuneration committee was set up to determine the emolument policy of the Group. However, the emolument policy of the employees of the Group is decided by the Directors on the basis of their merit, qualifications and competence.

The emoluments of the directors of the Company are decided by the Board of Directors, having regard to the Company's operating results, individual performance and comparable market statistics.

The Company has adopted a share option scheme as an incentive to eligible employees, details of the scheme is set out in note 34 to the consolidated financial statements.

PRE-EMPTIVE RIGHTS

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

SUFFICIENCY OF PUBLIC FLOAT

Up to the date of this annual report, the trading in the shares of the Company on the Stock Exchange remains in suspension, the sufficiency of public float as required by the Listing Rules is not applicable.

COMPLIANCE WITH THE CODE ON CORPORATE GOVERNANCE PRACTICES

The Company's code on corporate governance practices was adopted by reference to the provisions of the Code on Corporate Governance Practices (the "**CG Code**") contained in Appendix 14 to the Listing Rules. However, due to the severe financial difficulties of the Group and the prolonged suspension in trading of the shares of the Company on the Stock Exchange, the Directors are unable to comment as to whether the Company has complied with the CG Code throughout the 15 months ended 31 March 2006.

DIRECTORS' REPORT

COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

Given that trading in the shares of the Company on the Stock Exchange has been suspended since 17 July 2006, the Directors are of the view that the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules is not applicable.

POST BALANCE SHEET EVENTS

Details of significant events occurring after the balance sheet date are set out in note 37 to the consolidated financial statements.

AUDITOR

Messrs Moores Rowland Mazars, the auditors of the Company for the year ended 31 December 2004, resigned on 17 January 2006. Messrs PricewaterhouseCoopers was appointed as the auditors of the Company on 14 February 2006 and it subsequently resigned on 5 December 2007. Ray W.H. Chan & Co. was appointed as auditors of the Company on 1 September 2008.

The accompanying consolidated financial statements have been audited by Ray W.H. Chan & Co. who will retire and a resolution for their appointment as the auditors of the Company will be proposed at the forthcoming annual general meeting.

On behalf of the Board

ANG MEI LEE, MARY

DIRECTOR

20 July 2011

CHIN CHANG KENG, RAYMOND

DIRECTOR

20 July 2011

INDEPENDENT AUDITOR'S REPORT

TO THE SHAREHOLDERS OF OCEAN GRAND HOLDINGS LIMITED (Provisional Liquidators Appointed)

(Incorporated in Bermuda with limited liability)

We were engaged to audit the consolidated financial statements of Ocean Grand Holdings Limited (Provisional Liquidators Appointed) (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) set out on page 20 to 71, which comprise the consolidated balance sheet as at 31 March 2006, and the consolidated income statement and the consolidated statement of changes in equity for the period then ended, and a summary of significant accounting policies and other explanatory notes.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

INDEPENDENT AUDITOR'S REPORT

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with section 90 of the Bermuda Companies Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Except for the limitation in the scope of our work as explained below, we conducted our audit in accordance with Hong Kong Standards on Auditing issued by the HKICPA. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether the consolidated financial statements are free from material misstatement. However, because of the matters described in the basis for disclaimer of opinion paragraphs, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

BASIS FOR DISCLAIMER OF OPINION

1. The consolidated financial statements of the Company for the year ended 31 December 2004 which form the basis for the corresponding figures presented in the current period's consolidated financial statements were not audited by us. Furthermore, we could not hold discussions with past management because of most of the board of directors and management of the Group have left since July 2006. There were no other satisfactory audit procedures to ascertain the existence, accuracy, presentation and completeness of the opening balances and corresponding figures shown in the current period's consolidated financial statements.
2. As explained by the directors of the Company in note 3(ii) to (iv) to the consolidated financial statements, certain subsidiaries of the Company were deconsolidated from the Group since 1 January 2005 and all of the former accounting personnel of the Group have left and there are potential accounting irregularities. Accordingly, the directors have been unable to obtain sufficient documentary information to satisfy themselves regarding the genuineness of certain books and records and treatment of various balances of the Group as at 31 March 2006 and have formed the opinion as follows:
 - a) as set out in note 3(iv)(a) to the consolidated financial statements, the directors have been unable to obtain sufficient documentary evidence to satisfy themselves as to whether the impairment loss on investment costs in deconsolidated subsidiaries, impairment loss on amounts due from deconsolidated subsidiaries and impairment loss on loan to a deconsolidated subsidiary of approximately HK\$200,024,000, HK\$1,768,054,000 and HK\$116,250,000 respectively included in the loss of the Group for the 15 months ended 31 March 2006 were fairly stated;

INDEPENDENT AUDITOR'S REPORT

- b) as set out in note 3(iv)(b) to the consolidated financial statements, subsidiaries set out in notes 3(ii) were deconsolidated from the Group since 1 January 2005. The directors were unable to obtain sufficient information to satisfy themselves as to the amount of net assets of the subsidiaries deconsolidated on 1 January 2005. As a result, the directors were unable to satisfy themselves as to whether the loss on deconsolidation of subsidiaries of approximately HK\$413,014,000 included in the loss of the Group for the 15 months ended 31 March 2006 was fairly stated;
- c) as set out in note 3(iv)(c) to the consolidated financial statements, the directors have been unable to obtain sufficient documentary evidence to satisfy themselves as to whether the provision for contingent liabilities of approximately HK\$386,097,000 included in the loss of the Group for the 15 months ended 31 March 2006 was fairly stated;
- d) as explained in note 3(iv)(d) to the consolidated financial statements, due to limited books and records available to the directors, the directors of the Company were unable to obtain sufficient documentary evidence to satisfy themselves that the following amounts included in the consolidated financial statements for the 15 months ended 31 March 2006 as to whether the completeness, correctness of identification and the disclosures recorded by the Company:
- turnover of HK\$nil and in note 7;
 - segment information in note 7;
 - cost of sales of HK\$nil;
 - other income of approximately HK\$10,055,000 and in note 7;
 - other net income of approximately HK\$10,693,000 and in note 8;
 - general and administrative expenses of approximately HK\$3,229,000;
 - loss on deconsolidation of subsidiaries and impairment loss on investment costs in deconsolidated subsidiaries, amounts due from deconsolidated subsidiaries and loan to a deconsolidated subsidiary of approximately HK\$2,497,342,000 and in note 9;
 - finance costs of approximately HK\$53,426,000 and in note 10;
 - directors' and senior executives' remuneration in note 12;
 - income tax credit of approximately HK\$700,000 and in note 13;
 - property, plant and equipment of HK\$nil and in note 16;
 - intangible asset of HK\$nil and in note 17;
 - goodwill of HK\$nil and in note 18;
 - prepayments and deposits of HK\$nil;
 - negative goodwill of approximately HK\$nil and in note 19;
 - available-for-sale investments of HK\$nil and in note 20;

INDEPENDENT AUDITOR'S REPORT

- interests in subsidiaries of approximately HK\$391,000 and in note 21;
 - other financial assets of HK\$nil and in note 22;
 - inventories of HK\$nil and in note 23;
 - trade and other receivables of approximately HK\$9,680,000 and in note 24;
 - amounts due from deconsolidated subsidiaries of approximately HK\$29,443,000 and in note 25;
 - bank balances and cash of approximately HK\$74,115,000 and in note 26;
 - short-term borrowings of approximately HK\$1,275,923,000 and in note 27;
 - trade and other payables of approximately HK\$391,052,000 and in note 28;
 - amounts due to deconsolidated subsidiaries of approximately HK\$125,555,000 and in note 31;
 - long-term bank borrowings in note 29;
 - obligations under finance leases in note 30;
 - deferred taxation in note 32
 - share options in note 34;
 - commitments in note 35; and
 - other disclosures under Hong Kong Companies Ordinance.
- e) as explained in note 3(iv)(e) to the consolidated financial statements, due to limited books and records available to the directors, the following disclosures have not been made in the consolidated financial statements:
- details of the retirement benefit scheme and the employee benefits as required by Hong Kong Accounting Standard (“HKAS”) 19 “Employee Benefits”;
 - details of related party disclosures as required by HKAS 24 “Related Party Disclosures”;
 - details of the Group’s financial risk management objectives and policies as required by HKAS 32 “Financial Instruments: Disclosures and Presentation”;
 - details of contingent liabilities as required by HKAS 37 “Provisions, Contingent Liabilities and Contingent Assets”; and
 - details of analysis of pledge of assets.
- f) as explained in note 3(iv)(f) to the consolidated financial statements, the financial statements do not contain a consolidated cash flow statement. This is not in accordance with the requirements of HKAS 7 “Cash Flow Statements”. In our opinion, information about the Group’s cash flows is necessary for a proper understanding of the Group’s state of affairs and loss for the 15 months ended 31 March 2006, it is not practicable to quantify the effects of the departure from this requirement.
3. As at 31 March 2006, the consolidated balance sheet included trade and other receivables, amounts due from deconsolidated subsidiaries, bank balances and cash, short-term borrowings, trade and other payables and amounts due to deconsolidated subsidiaries of approximately HK\$9,680,000, HK\$29,443,000, HK\$74,115,000, HK\$1,275,923,000, HK\$391,052,000 and HK\$125,555,000 respectively. We have not

INDEPENDENT AUDITOR'S REPORT

been able to obtain sufficient direct confirmation or other documentary evidence to substantiate the validity and existence in relations to these amounts. There were no other satisfactory audit procedures that we could adopt to ensure these amounts are fairly stated in the consolidated financial statements.

4. The 2004 comparatives have not been restated from the adoption of HKASs 17, 36, 38, 40 and HKFRS 3 to represent the impact on the results and the financial position of the Group.
5. We have not been able to obtain all necessary information for us to complete our review of subsequent events from the balance sheet date up to the date of this report. Such procedures might have resulted in the identification of adjustments to the amounts reported in and/or disclosed as notes to the consolidated financial statements of the Group as at 31 March 2006.

There were no other satisfactory audit procedures that we could adopt to obtain sufficient evidence regarding to the matters set out in paragraphs 1 to 5 above. Accordingly, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Any adjustments to the figures might have a significant consequential effect on the Group's results for the 12 months ended 31 December 2004 and for the 15 months ended 31 March 2006 and the net assets of the Group as at 31 December 2004 and the net liabilities of the Group as at 31 March 2006 and the related disclosures thereof in the consolidated financial statements.

MATERIAL UNCERTAINTY RELATING TO THE GOING CONCERN BASIS

In forming our opinion, we have considered the adequacy of the disclosures made in note 3(i) to the consolidated financial statements concerning the adoption of the going concern basis on which the consolidated financial statements have been prepared. The Company has entered into a conditional agreement with, among others, an investor for the purpose of restructuring of the Company's indebtedness and revitalising the Group's business. The consolidated financial statements have been prepared on a going concern basis on the assumption that the restructuring agreement will be successfully completed, and that, following the restructuring, the Group will continue to meet in full its financial obligations as they fall due in the foreseeable future. The consolidated financial statements do not include any adjustments that would result from a failure to complete the restructuring. We consider that the disclosures are adequate. However, in view of the extent of the material uncertainty relating to the completion of the restructuring, we disclaimed our opinion in respect of the material uncertainty relating to the going concern basis.

INDEPENDENT AUDITOR'S REPORT

DISCLAIMER OF OPINION: DISCLAIMER ON VIEW GIVEN BY FINANCIAL STATEMENTS

Because of the significance of the matters described in the basis for disclaimer of opinion paragraphs and the material uncertainty relating to the going concern basis paragraph, we do not express an opinion on the consolidated financial statements as to whether they give a true and fair view of the state of the Group's affairs as at 31 March 2006 and of the Group's loss for the period then ended in accordance with Hong Kong Financial Reporting Standards. In all other respects, we also do not express an opinion on the consolidated financial statements as to whether they have been properly prepared in accordance with disclosure requirements of the Hong Kong Companies Ordinance.

REPORT ON MATTERS UNDER SECTIONS 141(4) AND 141(6) OF THE HONG KONG COMPANIES ORDINANCE

In respect alone of the limitations on our work as set out in the basis for disclaimer of opinion section of this report:

- i) we have not obtained all the information and explanations that we considered necessary for the purpose of our audit; and
- ii) we were unable to determine whether proper books of account had been kept.

RAY W.H. CHAN & CO.

Certified Public Accountants

12/F., Bel Trade Commercial Building

1-3 Burrows Street

Wanchai, Hong Kong

Hong Kong, 20 July 2011

CONSOLIDATED INCOME STATEMENT

For the period from 1 January 2005 to 31 March 2006

		15 months ended	12 months ended
		31.3.2006	31.12.2004
	<i>Note</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Turnover	7	–	2,832,638
Cost of sales		–	(2,487,302)
Gross profit		–	345,336
Other income	7	10,055	11,098
Other net income	8	10,693	10,423
Distribution and selling expenses		–	(5,837)
General and administrative expenses		(3,229)	(103,021)
Other operating expenses		–	(12,695)
Loss on deconsolidation of subsidiaries and impairment loss on investment costs in deconsolidated subsidiaries, amounts due from deconsolidated subsidiaries and loan to a deconsolidated subsidiary	9	(2,497,342)	–
Provision for contingent liabilities		(386,097)	–
(Loss)/Profit from operations		(2,865,920)	245,304
Finance costs	10	(53,426)	(31,484)
Share of results of associates		–	22,125
(Loss)/Profit before income tax	11	(2,919,346)	235,945
Income tax credit/(expenses)	13	700	(41,300)
(Loss)/Profit for the period/year		(2,918,646)	194,645
Attributable to:			
Equity holders of the Company		(2,918,646)	174,088
Minority interests		–	20,557
		(2,918,646)	194,645
Dividends	14	12,715	42,383
(Loss)/Earnings per share	15		
– Basic		(HK\$6.89)	HK\$0.41
– Diluted		(HK\$6.78)	HK\$0.40

CONSOLIDATED BALANCE SHEET

At 31 March 2006

	<i>Note</i>	31.3.2006 <i>HK\$'000</i>	31.12.2004 <i>HK\$'000</i>
ASSETS AND LIABILITIES			
Non-current assets			
Property, plant and equipment	16	–	526,191
Intangible asset	17	–	4,773
Goodwill	18	–	14,086
Negative goodwill	19	–	(1,928)
Prepayments and deposits		–	84,144
Available-for-sale investments	20	–	3,019
Deferred tax assets	32	–	8,300
Interests in subsidiaries	21	391	–
		<hr/> 391 <hr/>	<hr/> 638,585 <hr/>
Current assets			
Other financial assets	22	–	13,691
Inventories	23	–	87,143
Trade and other receivables	24	9,680	817,126
Amounts due from deconsolidated subsidiaries	25	29,443	–
Bank balances and cash	26	74,115	1,050,694
		<hr/> 113,238 <hr/>	<hr/> 1,968,654 <hr/>
Current liabilities			
Short-term borrowings	27	1,275,923	496,910
Trade and other payables	28	391,052	151,593
Current portion of long-term bank borrowings	29	–	168,513
Current portion of obligations under finance leases	30	–	6,713
Amounts due to deconsolidated subsidiaries	31	125,555	–
Current tax liabilities		–	14,644
		<hr/> 1,792,530 <hr/>	<hr/> 838,373 <hr/>
Net current (liabilities)/assets		<hr/> (1,679,292) <hr/>	<hr/> 1,130,281 <hr/>

CONSOLIDATED BALANCE SHEET

At 31 March 2006

	<i>Note</i>	31.3.2006 HK\$'000	31.12.2004 <i>HK\$'000</i>
Total assets less current liabilities		(1,678,901)	1,768,866
Non-current liabilities			
Long-term bank borrowings	29	–	463,266
Obligations under finance leases	30	–	898
Deferred tax liabilities	32	–	1,400
		–	465,564
Net (liabilities)/assets		(1,678,901)	1,303,302
CAPITAL AND RESERVES			
Share capital	33	423,835	423,835
Reserves		(2,102,736)	802,649
Equity attributable to equity holders of the Company		(1,678,901)	1,226,484
Minority interests		–	76,818
Total equity		(1,678,901)	1,303,302

Approved and authorised for issue by the Board of Directors on 20 July 2011.

Chin Chang Keng, Raymond
Director

Ang Mei Lee, Mary
Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the period from 1 January 2005 to 31 March 2006

	Attributable to equity holders of the Company											
	Share capital	Share premium	Statutory reserves	Capital reserve	Contributed surplus	Capital	Property	Exchange reserve	Accumulated	Minority interests	Total equity	
						redemption reserve	revaluation reserves		profits/(losses)			Total
<i>(Note a)</i>												
	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000
At 1 January 2004	416,235	113,914	23,519	63,222	-	581	40,852	1,076	463,361	1,122,760	39,122	1,161,882
Dividend approved in respect of previous year	-	-	-	-	-	-	-	-	(27,224)	(27,224)	-	(27,224)
Interim dividend approved	-	-	-	-	-	-	-	-	(14,834)	(14,834)	-	(14,834)
Dividends paid to minority interests	-	-	-	-	-	-	-	-	-	-	(14,068)	(14,068)
Exercise of share options	7,600	426	-	-	-	-	-	-	-	8,026	-	8,026
Goodwill previously eliminated against accumulated profits now released upon deemed disposal of subsidiaries	-	-	-	-	-	-	-	-	345	345	-	345
Reserve movements arising from issue of shares of a subsidiary to minority interests	-	-	-	(36,016)	-	-	-	-	-	(36,016)	37,114	1,098
Capital injection by minority interests	-	-	-	-	-	-	-	-	-	-	5,000	5,000
Acquisition of remaining interest in a subsidiary	-	-	-	-	-	-	-	-	-	-	(11,230)	(11,230)
Surplus on revaluation	-	-	-	-	-	-	2,157	-	-	2,157	323	2,480
Share of reserves of associates	-	-	-	-	-	-	2,579	-	-	2,579	-	2,579
Released on disposal of associates	-	-	-	-	-	-	(5,708)	311	-	(5,397)	-	(5,397)
Profit for the year	-	-	-	-	-	-	-	-	174,088	174,088	20,557	194,645
At 31 December 2004	<u>423,835</u>	<u>114,340</u>	<u>23,519</u>	<u>27,206</u>	<u>-</u>	<u>581</u>	<u>39,880</u>	<u>1,387</u>	<u>595,736</u>	<u>1,226,484</u>	<u>76,818</u>	<u>1,303,302</u>

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the period from 1 January 2005 to 31 March 2006

	Attributable to equity holders of the Company											
	Share capital	Share premium	Statutory reserves	Capital reserve	Contributed surplus	Capital redemption reserve	Property revaluation reserves	Exchange reserve	Accumulated profits/(losses)	Total	Minority interests	Total equity
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 January 2005	423,835	114,340	23,519	27,206	-	581	39,880	1,387	595,736	1,226,484	76,818	1,303,302
Dividend approved in respect of previous year	-	-	-	-	-	-	-	-	(27,549)	(27,549)	-	(27,549)
Interim dividend approved	-	-	-	-	-	-	-	-	(12,715)	(12,715)	-	(12,715)
Deconsolidation of subsidiaries	-	-	(23,519)	(27,206)	145,517	-	(39,880)	(1,387)	-	53,525	(76,818)	(23,293)
Loss for the period	-	-	-	-	-	-	-	-	(2,918,646)	(2,918,646)	-	(2,918,646)
At 31 March 2006	423,835	114,340	-	-	145,517	581	-	-	(2,363,174)	(1,678,901)	-	(1,678,901)

Note:

(a) Capital redemption reserve

The capital redemption reserve represented the reserve created in relation to share repurchased.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. General information

Ocean Grand Holdings Limited (Provisional Liquidators Appointed) (the “**Company**”) was incorporated in Bermuda as an exempted company with limited liability and its ordinary shares are listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The address of its registered office is located at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda. The shares of the Company have been suspended for trading on the Stock Exchange since 17 July 2006.

The Company is an investment holding company. Its subsidiaries were principally engaged in the manufacturing of aluminium extrusion products and chemicals for use in electroplating process. The operations of the Group have ceased since July 2006. The Group has reactivated its trading of aluminium products through its newly incorporated subsidiaries since June 2008.

The Company changed its financial year end from 31 December to 31 March with effect from the financial period ending 31 March 2006. The current accounting period covers a period of fifteen months from 1 January 2005 to 31 March 2006.

These consolidated financial statements are presented in Hong Kong dollars (“**HK\$**”), which is the same as the functional currency of the Company. All values are rounded to the nearest thousand except when otherwise indicated.

On 24 July 2006, provisional liquidators were appointed to the Company as stated in note 2 below.

2. Winding-up petitions and appointment of provisional liquidators

Pursuant to an announcement made on 24 July 2006, a writ of summons has been issued in the High Court of The Hong Kong Special Administrative Region (the “**High Court**”) on 20 July 2006 claiming against Hing Yip Holdings (Hong Kong) Limited (In Liquidation) (“**HYHK**”), OG Development Company Limited (In Liquidation) (“**OGD**”), wholly-owned subsidiaries of the Company, and the Company by Bank Sinopac for the payment of a sum of approximately HK\$6.4 million together with interest under banking facilities made available to HYHK and OGD and guaranteed by OGD and the Company. The Group has also received letters of demand from certain of the Group’s other bankers for (i) immediate repayment of outstanding indebtedness in the aggregate amount of approximately HK\$81 million together with interest and (ii) deposit of approximately HK\$174 million to relevant bankers, pursuant to various banking facilities, indemnities, undertakings for repayment of overdraft and guarantees entered into with those banks.

In July 2006, in view of the deterioration of the cash position of the Group to a level which resulted in difficulties to meet its short-term debts, the directors of the Company voluntarily resolved to apply for suspension of trading in its shares on the Stock Exchange and to apply to the courts in Hong Kong and Bermuda respectively for a winding up and for an appointment of provisional liquidators for the Company in order to protect the assets of the Group and to safeguard the interests of both the creditors and the shareholders.

As a result of the applications, Messrs. Joseph Kin Ching Lo and Lai Kar Yan (also known as Lai Kar Yan, Derek), both of Deloitte Touche Tohmatsu (“**Deloitte**”), have been appointed as the joint and several provisional liquidators of the Company (the “**Provisional Liquidators**”) by the orders of the High Court on 24 July 2006 and by the Supreme Court of Bermuda on 25 July 2006 (“**Orders**”).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

2. Winding-up petitions and appointment of provisional liquidators (continued)

Pursuant to the Orders, the Provisional Liquidators may, among other things, exercise the powers to take into their custody and protect the assets of the Group and carry on and stabilise the operations of the Group, including facilitating a restructuring of the Company.

The winding-up petition against the Company was originally scheduled to be heard by the High Court of Hong Kong on 20 September 2006. Upon applications by the Provisional Liquidators, the High Court adjourned the hearing of winding-up petition against the Company to further date. On 11 July 2011, the High Court of Hong Kong had further adjourned the hearing of the petition to 19 December 2011.

The hearing of the winding-up petition against the Company by the Supreme Court of Bermuda was originally scheduled to be 18 August 2006. Upon applications by the Provisional Liquidators, the Supreme Court of Bermuda adjourned the hearing of winding-up petition against the Company to further date. On 15 July 2011, the Supreme Court of Bermuda further adjourned the hearing of the petition to 23 December 2011.

The Company also filed a winding-up petition against HYHK with the High Court on 25 July 2006. HYHK filed a winding-up petition against OGD and Sky Leader Industries Limited (In Liquidation) (“**Sky Leader**”), wholly owned by the Company, with the High Court on 5 December 2006. Pursuant to the orders of the High Court, Messrs. Lai Kar Yan, Derek and Darach E. Haughey of Deloitte were appointed as the joint and several provisional liquidators of HYHK, OGD and Sky Leader. Subsequently, Messrs. Lai Kar Yan, Derek and Darach E. Haughey, were also appointed as liquidators of HYHK, OGD and Sky Leader upon the winding-up of the above companies.

On 27 August 2008, a proposal for the resumption of trading in the Company’s shares was submitted to the Stock Exchange (the “**Resumption Proposal**”). An updated Resumption Proposal was submitted to the Stock Exchange on 19 October 2009. On 12 November 2009, the Listing Committee of the Stock Exchange rejected the Resumption Proposal (the “**Decision**”). On 23 November 2009, the Company applied to the Listing (Review) Committee of the Stock Exchange for a review of the Decision. On 25 February 2010, the Listing (Review) Committee of the Stock Exchange upheld the decision of the Listing Committee of the Stock Exchange. On 5 March 2010, the Company applied to Listing Appeals Committee of the Stock Exchange for a review of the Decision to reject the Resumption Proposal to reject the resumption proposal. On 28 September 2010, the Listing Appeals Committee of the Stock Exchange had decided to accept the Resumption Proposal, subject to the Company’s compliance with certain conditions (as set out in the decision letter from the Stock Exchange to the Company dated 28 September 2010) to the satisfaction of the Listing Division of the Stock Exchange by 30 June 2011 and confirmation by the Provisional Liquidators. Upon application by the Company, on 15 June 2011, the Listing Appeals Committee had agreed to extend the deadline for compliance with the conditions by the Company to 30 November 2011.

The winding-up petitions against the Company will be withdrawn subject to and upon the successful implementation of the Restructuring Agreement as referred to note 3 below. If the Resumption Proposal does not proceed, the shares of the Company will be delisted by the Stock Exchange and it is likely that the Company would be wound-up.

The Company’s scheme of arrangement for discharging its debts (“**Scheme**”) was sanctioned by the High Court on 15 April 2008. In light of the amendments on certain terms of the Restructuring Agreement (defined below), on 24 June 2011, the Provisional Liquidators made an application to the High Court for modification to the Scheme and the High Court has approved such modification on 30 June 2011.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

2. Winding-up petitions and appointment of provisional liquidators (continued)

Under the Restructuring Agreement (defined below), the Company shall, inter alia, transfer the entire issued share capital of its subsidiaries as defined as “Excluded Subsidiaries” (defined in note 3(i) below) to the Scheme administrators or their nominees upon completion of the Restructuring Agreement as referred to note 3 below. Therefore, the winding-up petitions against its subsidiaries will not affect the Group after completion of the Restructuring Agreement.

3. Going concern basis of preparation of consolidated financial statements

(i) *Going Concern basis*

The Group sustained a loss attributable to equity holders of the Company approximately HK\$2,919 million for the 15 months ended 31 March 2006 (12 months ended 31 December 2004: profit of approximately HK\$174 million). As at 31 March 2006, the Group had net current liabilities of approximately HK\$1,679 million (31 December 2004: net current assets of approximately HK\$1,130 million) and net liabilities of approximately HK\$1,679 million (31 December 2004: net assets of approximately HK\$1,303 million). These conditions indicate the existence of material uncertainty which may cast significant doubt about the Group’s ability to continue as a going concern.

As detailed in note 2 to the consolidated financial statements, a writ of summons to demand petitions for the winding up of the Company and its certain subsidiaries had been filed. Following the petitions, the Company applied to the court for the appointment of the Provisional Liquidators.

On 23 April 2008, the Company announced that an agreement for the proposed restructuring of the Group, involving capital reorganization, debt restructuring, subscription of new shares and subscription of preference shares, was entered into on 20 December 2007 among the Company, Gold Star Success Limited (the “**Investor**”), the Provisional Liquidators and Deloitte (the “**Restructuring Agreement**”). On 26 February 2009, 4 January 2010 and 12 April 2011, the Company, the Investor and the Provisional Liquidators entered into supplemental agreements to extend the long stop date of the Restructuring Agreement to 31 December 2009, 31 December 2010 and 31 December 2011 respectively.

Golden Beach Enterprises Limited (“**Golden Beach**”), a new wholly owned subsidiary of the Company, was incorporated in the British Virgin Islands. Golden Beach is an investment holding company which beneficially owns 100% interest in Fast Excel Limited (“**FEL**”) and Parkson Trade Services Limited (“**Parkson**”). FEL and Parkson were incorporated in Hong Kong. The Company has reactivated its trading of the aluminum products through Parkson and supply of aluminium products to construction companies through FEL since June 2008 and December 2009 respectively.

On 30 September 2010, the Group acquired entire equity interest in Tak Lee Metal Manufactory (Hong Kong) Company Limited and its subsidiary namely Zhongshan City Minzhong Deli Metal Co., Ltd through FEL.

In addition, on 20 July 2010, the Group entered into an agreement with a company to establish a joint venture for manufacturing aluminium extrusion products.

On 29 November 2010, Fast Excel Gold Mountain Zhongshan Aluminium Products (Hong Kong) Limited, a subsidiary of the Company, was incorporated in Hong Kong for the purpose of the establishment of joint venture.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

3. Going concern basis of preparation of consolidated financial statements (continued)

(i) *Going Concern basis (continued)*

Save for Golden Beach, FEL, Parkson, Tak Lee Metal Manufactory (Hong Kong) Company Limited, Zhongshan City Minzhong Deli Metal Co., Ltd and Fast Excel Gold Mountain Zhongshan Aluminium Products (Hong Kong) Limited and the proposed joint venture, the issued shares of all other subsidiaries directly or indirectly held by the Company (the “**Excluded Subsidiaries**”), will be transferred to the Scheme administrators or their nominees for the benefit of the creditors at a nominal consideration of HK\$1 as a term of the Scheme which was sanctioned by the High Court of Hong Kong on 15 April 2008. Modification to the Scheme were subsequently approved by the High Court on 30 June 2011.

The Company was placed into the third stage of delisting procedures on 13 March 2008. Having reviewed and considered the revitalised operations and affairs of the Group and the Company, the directors concluded that the proposed restructuring represents the best means available for the Company to be returned to solvency and to continue the development and enhancement of its business. The directors are therefore of the opinion that it is appropriate to prepare the consolidated financial statements on a going concern basis.

The consolidated financial statements have been prepared on a going concern basis on the assumption that the proposed restructuring of the Company will be successfully completed, and that, following the restructuring the Group will continue to meet in full its financial obligations as they fall due in the foreseeable future.

Should the Group be unable to achieve a successful restructuring and to continue its business as a going concern, adjustments would have to be made to the consolidated financial statements to adjust the value of assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets and liabilities as current assets and liabilities, respectively.

(ii) *Deconsolidation of subsidiaries*

- (a) The consolidated financial statements have been prepared based on the available books and records as maintained by the Company and its subsidiaries. The results, assets and liabilities of the following significant subsidiaries were deconsolidated from the consolidated financial statements of the Group since 1 January 2005. Due to (1) all the shares in the capital of Toowomba Holdings Limited and Successful Gold Profits Limited, wholly owned subsidiaries of the Company, were charged under a share charge agreement to The Bank of New York, as a trustee, for and on behalf of the holders of the US\$125 million and US\$35 million 9.25% guaranteed notes issued by the Company in December 2005 and March 2006, or (2) liquidation of certain significant subsidiaries or their immediate holding companies; or (3) the major assets and production facilities of the significant subsidiaries were subject to freezing orders obtained by the creditors in the PRC, the directors have not been able to obtain access to the books and records of these subsidiaries and considered that controls have been lost. In the opinion of the directors, consolidating the results, assets and liabilities of these significant subsidiaries into the consolidated financial statements will only provide a misleading picture of the state of affairs of the Group and will be no value to the members of the Company.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

3. Going concern basis of preparation of consolidated financial statements (continued)

(ii) Deconsolidation of subsidiaries (continued)

(a) (continued)

Name of subsidiaries

Dynamic Market Trading Limited
Ocean Grand Aluminium Company Limited (Foshan)
(Formerly: Foshan Nanhai Xingye Shaped Bronze & Aluminium Products
Company Limited)
Harvest Fortune Limited
Hing Yip Holdings (China) Limited
Hing Yip Holdings (Hong Kong) Limited (In Liquidation)
OG Aluminium Company Limited (Foshan)
(Formerly: Hongli Aluminium (Foshan) Company Limited)
Jorki Profits Limited
Kenlap Chemicals Limited (In Liquidation)
Kenlap Fine Chemical (Zhuhai) Technology Company Limited
Kenlap P.G.C. Manufacturer Company Limited (In Liquidation)
Ocean Grand Chemicals (BVI) Limited (In Liquidation)
Ocean Grand Chemicals Holdings Limited (“**OGC**”)
(currently known as Hong Kong Resources Holdings Company Limited)*
OG Aluminium (Sanshui) Company Limited
OG Development Company Limited (In Liquidation)
OGC Management Services Limited (Dissolved)
Sky Leader Industries Limited (In Liquidation)
Successful Environmental Works and Investments Company Limited
Successful Gold Profits Limited (In Liquidation)
Toowomba Holdings Limited (In Liquidation)
Wintex Holdings Limited
Ocean Grand Development Holdings Limited

* The shares of OGC have been suspended for trading on the Stock Exchange since 17 July 2006 and have been resumed for trading on 3 October 2008.

- (b) In addition, the results, assets and liabilities of the following small-sized or inactive subsidiaries were also deconsolidated from the consolidated financial statements since 1 January 2005. The directors considered that the exclusion of the results, assets and liabilities of these subsidiaries from the consolidated financial statements would not significantly affect the results of the Group for the current period as the cost of obtaining these information would exceed the value of these information to the members of the Company.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

3. Going concern basis of preparation of consolidated financial statements (continued)

(ii) Deconsolidation of subsidiaries (continued)

(b) (continued)

Name of subsidiaries

Chinacin.com Limited
Jinbocho Holdings Limited
Ocean Grand (China) Limited
Ocean Grand Finance Limited
Ocean Grand Services Limited
Ocean Grand Technology Company Limited
廣州倫帕理維信息科技有限公司

Thus, in the opinion of directors, the consolidated financial statements for the 15 months ended 31 March 2006 prepared on the aforementioned basis present more fairly the results and state of affairs of the Group as a whole.

(iii) Potential accounting irregularities

Pursuant to the announcement dated 24 July 2006, the Company has been unable to contact or locate the finance manager of OG Aluminium (Sanshui) Company Limited (“**OG Sanshui**”), an indirectly owned subsidiary of the Company, since 17 July 2006. Certain accounting books and records in respect of OG Sanshui are unknown and related electronic records have apparently been erased. In the course of the investigation into certain PRC subsidiaries, the Hong Kong management team and Deloitte have also found that the details of the cash and bank balances of most of PRC subsidiaries as shown to Deloitte by the financial personnel of the PRC subsidiaries are material different to those shown in their management accounts as at 31 March 2006.

Following the potential accounting irregularities uncovered by the Provisional Liquidators, the Commercial Crime Bureau of the Hong Kong Police Force conducted a number of searches at the Group’s premises, seized documents and records and interviewed staff of the Group. Therefore, the directors were unable to satisfy themselves as to the validity, completeness and genuineness of the financial information on the Group’s subsidiaries.

(iv) Insufficient information provided by the directors

Due to the potential accounting irregularities described in the note 3(iii) above and all of the former accounting personnel of the Group have left, the current directors were unable to obtain sufficient documentary information to satisfy themselves regarding the genuineness of certain books and records and treatment of various balances of the Group as at 31 March 2006 and have formed the following opinion.

- (a) The directors have been unable to obtain sufficient documentary evidence to satisfy themselves as to whether the impairment loss on investment costs in deconsolidated subsidiaries, impairment loss on amounts due from deconsolidated subsidiaries and impairment loss on loan to a deconsolidated subsidiary of approximately HK\$200,024,000, HK\$1,768,054,000 and HK\$116,250,000 respectively included in the loss of the Group for the 15 months ended 31 March 2006 were fairly stated.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

3. Going concern basis of preparation of consolidated financial statements (continued)

(iv) *Insufficient information provided by the directors (continued)*

- (b) The subsidiaries set out in note 3(ii)(a) and (b) were deconsolidated from the Group since 1 January 2005. The directors were unable to obtain sufficient information to satisfy themselves as to the amount of net assets of the subsidiaries deconsolidated on 1 January 2005. As a result, the directors were unable to satisfy themselves as to whether the loss on deconsolidation of subsidiaries of approximately HK\$413,014,000 included in the loss of the Group for the 15 months ended 31 March 2006 was fairly stated.
- (c) The directors have been unable to obtain sufficient documentary evidence to satisfy themselves as to whether the provision for contingent liabilities of approximately HK\$386,097,000 included in the loss of the Group for the 15 months ended 31 March 2006 was fairly stated.
- (d) Due to limited books and records available to the current directors, the current directors have been unable to obtain sufficient documentary information to satisfy themselves that the following amounts included in the consolidated financial statements for the 15 months ended 31 March 2006 as to whether the completeness, correctness of identification and the disclosures recorded by the Company:
- turnover of HK\$nil and in note 7;
 - segment information in note 7;
 - cost of sales of HK\$nil;
 - other income of approximately HK\$10,055,000 and in note 7;
 - other net income of approximately HK\$10,693,000 and in note 8;
 - general and administrative expenses of approximately HK\$3,229,000;
 - loss on deconsolidation of subsidiaries and impairment loss on investment costs in deconsolidated subsidiaries, amounts due from deconsolidated subsidiaries and loan to a deconsolidated subsidiary of approximately HK\$2,497,342,000 and in note 9;
 - finance costs of approximately HK\$53,426,000 and in note 10;
 - directors' and senior executives' remuneration and in note 12;
 - income tax credit of approximately HK\$700,000 and in note 13;
 - property, plant and equipment of HK\$nil and in note 16;
 - intangible asset of HK\$nil and in note 17;
 - goodwill of HK\$nil and in note 18;
 - prepayments and deposits of HK\$nil;
 - negative goodwill of approximately HK\$nil and in note 19;
 - available-for-sale investments of HK\$nil and in note 20;
 - interests in subsidiaries of approximately HK\$391,000 and in note 21;
 - other financial assets of HK\$nil and in note 22;
 - inventories of HK\$nil and in note 23;
 - trade and other receivables of approximately HK\$9,680,000 and in note 24;
 - amounts due from deconsolidated subsidiaries of approximately HK\$29,443,000 and in note 25;

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

3. Going concern basis of preparation of consolidated financial statements (continued)

(iv) *Insufficient information provided by the directors (continued)*

(d) (continued)

- bank balances and cash of approximately HK\$74,115,000 and in note 26;
- short-term borrowings of approximately HK\$1,275,923,000 and in note 27;
- trade and other payables of approximately HK\$391,052,000 and in note 28;
- amounts due to deconsolidated subsidiaries of approximately HK\$125,555,000 and in note 31;
- long-term bank borrowings in note 29;
- obligations under finance leases in note 30;
- deferred taxation in note 32;
- share options in note 34;
- commitments in note 35; and
- other disclosures under Hong Kong Companies Ordinance.

(e) Due to limited books and records available to the directors, the following disclosures have not been made in the consolidated financial statements:

- details of the retirement benefit scheme and the employee benefits as required by Hong Kong Accounting Standard (“HKAS”) 19 “Employee Benefits”;
- details of related party disclosures as required by HKAS 24 “Related Party Disclosures”;
- details of the Group’s financial risk management objectives and policies required by HKAS 32 “Financial Instruments: Disclosures and Presentation”;
- details of contingent liabilities as required by HKAS 37 “Provisions, Contingent liabilities and Contingent Assets”; and
- details of analysis of pledge of assets.

(f) Due to insufficient information available to the directors, the consolidated financial statements do not contain a consolidated cash flow statement in accordance with the requirement of HKAS 7 “Cash Flow Statements”.

Any adjustments arising from the matters described above might have a significant consequential effect on the loss of the Group for the 15 months ended 31 March 2006 and the net liabilities of the Group as at 31 March 2006 and the related disclosures thereof in the consolidated financial statements.

Also, as a result of the matters described above, the comparative figures as at 31 December 2004 shown in the consolidated balance sheet and in the consolidated income statement for the year then ended may not be comparable with the figures for the current period.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

4. Application of new/revised hong kong financial reporting standards

In the current period, the Group has applied, for the first time, the new and revised Hong Kong Accounting Standards (“**HKASs**”), Hong Kong Financial Reporting Standards (“**HKFRSs**”) and Interpretations (thereinafter collectively referred to as “**new HKFRSs**”) issued by Hong Kong Institute of Certified Public Accountants that are relevant to its operations and effective for accounting periods beginning on or after 1 January 2005.

HKAS 1	Presentation of Financial Statements
HKAS 2	Inventories
HKAS 7	Cash Flow Statements
HKAS 8	Accounting Policies, Changes in Accounting Estimates and Errors
HKAS 10	Events after the Balance Sheet Date
HKAS 11	Construction Contracts
HKAS 12	Income Taxes
HKAS 14	Segment Reporting
HKAS 16	Property, Plant and Equipment
HKAS 17	Leases
HKAS 18	Revenue
HKAS 19	Employee Benefits
HKAS 21	The Effects of Changes in Foreign Exchange Rates
HKAS 23	Borrowing Costs
HKAS 24	Related Party Disclosures
HKAS 27	Consolidated and Separate Financial Statements
HKAS 28	Investments in Associates
HKAS 31	Interests in Joint Ventures
HKAS 32	Financial Instruments: Disclosures and Presentation
HKAS 33	Earnings Per Share
HKAS 36	Impairment of Assets
HKAS 37	Provisions, Contingent Liabilities and Contingent Assets
HKAS 38	Intangible Assets
HKAS 39	Financial Instruments: Recognition and Measurement
HKAS 40	Investment Property
HKFRS 2	Share-based Payment
HKFRS 3	Business Combinations
HKFRS 5	Non-current Assets Held for Sale and Discontinued Operations
HK-Int 4	Lease – Determination of the Length of Lease Term in respect of Hong Kong Land Leases
HK(SIC)-Int 21	Income Taxes – Recovery of Revalued Non-Depreciated Assets

The adoption of these new HKFRSs has resulted in a change in the presentation of the consolidated financial statements. The changes in the presentation have been applied retrospectively. The adoption of the new HKFRSs has resulted in changes to the Group’s accounting policies in the following areas that have an effect on how the Group’s financial position and/or results are prepared and presented.

With the adoption of HKAS 1, minority interests are now treated as part of investment in equity in the consolidated balance sheet rather than as a deduction from or addition to net assets. In the consolidated income statement, minority interests are now disclosed as an allocation of the profit or loss for the period rather than a deduction or addition of profit. This change has been applied retrospectively and 2004 comparatives have been restated accordingly.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

4. Application of new/revised hong kong financial reporting standards (continued)

The adoption of HKASs 17, 36, 38, 40 and HKFRS 3 has resulted in change in the accounting policies of the Group. In view of insufficient documentary evidence obtained by the directors as set out in note 3(iv) to the consolidated financial statements, the 2004 comparatives have not been restated accordingly.

In the current period, the Group has applied HKAS 32 and HKAS 39. In previous years, the Group had classified its investment in equity and debt securities as “other investments” and measured at fair value, with unrealised gains or losses included in the consolidated income statement. From 1 January 2005 onwards, the Group classifies and measures its investment in equity and debt securities in accordance with HKAS 39. As a result, investments in securities previously classified under non-current assets with carrying amount of HK\$3,019,000 are reclassified as available-for-sale investments and carried at fair value. Besides, investments in debt securities previously classified under current assets with carrying amount of HK\$13,691,000 are reclassified as other financial assets and stated at fair value. Subsequent changes in fair value are recognised in equity. The adoption of these new policies does not have other material impact on the Group’s current period or prior year’s financial statements.

HKASs 2, 7, 8, 10, 11, 12, 14, 16, 18, 19, 21, 23, 24, 27, 28, 31, 33, 37, HKFRS 2, HKFRS 5, HK-Int 4 and HK(SIC) – Int 21 had no material effect on the Group’s policies.

The Group has not applied the new HKFRSs that have been issued but are not yet effective. The Group has already commenced an assessment of the impact of these new HKFRSs but is not yet in a position to state whether these new HKFRSs would have a material impact on its results of operations and financial position.

5. Principal accounting policies

These consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA, accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on the Stock Exchange except for consolidated cash flow statements and matters disclosed in note 3 to the consolidated financial statements.

These consolidated financial statements have been prepared on the historical cost basis and are measured at fair values, as appropriate.

The preparation of consolidated financial statements in conformity with HKFRSs requires the use of certain accounting estimates. It also requires management to exercise its judgment in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in note 6 to the consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

5. Principal accounting policies (continued)

Basis of consolidation

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

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

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

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

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

Business combinations

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

5. Principal accounting policies (continued)

Associates

An associate is an enterprise of the Group which the Group has significant influence and which is neither a subsidiary nor a joint venture of the Group. The consolidated income statement includes the Group's share of the results of the associates for the year, and the consolidated balance sheet includes the Group's share of net assets of the associates and also goodwill or negative goodwill on acquisition net of accumulated amortisation.

Equity accounting is discontinued when the Group ceases to have significant influence in an associate but retains either in whole or in part of its investment. The carrying amount of the investment at that date is regarded as cost thereafter and accounted for as investment in securities.

Property, plant and equipment

Property, plant and equipment are stated at cost or valuation less accumulated depreciation and accumulated impairment losses, if any.

The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Major costs incurred in restoring assets to their normal working conditions are charged to the income statement. Improvements are capitalised and depreciated over their expected useful lives.

Construction-in-progress of factory buildings are stated at valuation. Construction-in-progress of machinery under construction/installation are stated at cost less any accumulated impairment losses. Cost comprises cost of land, construction/installation expenditure and other direct costs, including interest costs, attributable to the construction/installation. Costs on completed construction/installation works are transferred to the appropriate asset category. No depreciation is provided in respect of construction-in-progress until it is completed and put into effective use.

The gain or loss arising from the retirement or disposal of property, plant and equipment is determined as the difference between the estimated net sales proceeds and the carrying amount of the assets and is recognised as an income or expense in the income statement.

Land and buildings are stated in the balance sheet at their revalued amounts, being the fair value at the date of revaluation less any subsequent accumulated depreciation and impairment losses.

Any surplus arising on revaluation of land and buildings and construction-in-progress of factory buildings is credited to the revaluation reserve, except to the extent that it reverses a revaluation decrease of the same asset previously recognised as an expense, in which case it is recognised as income. A decrease in net carrying amount arising on revaluation of an asset is recognised as an expense to the extent that it exceeds the balance, if any, on the revaluation reserve relating to a previous revaluation of that asset. On the subsequent sale or retirement of a revalued asset, the attributable revaluation surplus is transferred to accumulated profits.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

5. Principal accounting policies (continued)

Property, plant and equipment (continued)

Depreciation is provided to write off the cost or valuation of property, plant and equipment (other than construction-in-progress) less accumulated impairment losses over their estimated useful lives from the date on which they become fully operational and after taking into account of their estimated residual values, using the straight-line method at the following rates per annum:

Land	2%
Buildings	4%
Machinery, furniture and equipment	7% – 20%
Motor vehicles	10% – 15%

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

Investment properties

Investment properties, which are properties held to earn rentals and/or for capital appreciation, are stated at their fair value at the balance sheet date. Gains or losses arising from changes in fair value of investment properties are included in the income statement for the period in which they arise.

Intangible asset

Intangible asset represents the right to use of specialised technology for the manufacturing of electroplating chemicals which is stated at cost less accumulated amortisation and impairment losses. Amortisation is provided to write off the cost of intangible asset on a straight-line basis over 4 years.

Taxation

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

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

5. Principal accounting policies (continued)

Taxation (continued)

Deferred tax liabilities are recognised for taxable temporary differences associated with investments 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. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Impairment loss other than goodwill

At each balance sheet date, the Group reviews internal and external sources of information to determine whether the carrying amounts of its tangible and intangible assets have suffered an impairment loss or impairment loss previously recognised no longer exist or may be reduced. If any such indication exists, the recoverable amount of the asset is estimated, based on the higher of its net selling price and value in use, in order to determine the extent of the impairment loss. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the smallest group of assets that generates cash flows independently (i.e. a cash-generating unit).

If the recoverable amount of an asset or a cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. Impairment loss is recognised as an expense immediately, except where the relevant asset is carried at valuation in which case the impairment loss is treated as a revaluation decrease.

A reversal of impairment loss is limited to the carrying amount of the asset or cash generating unit that would have been determined had no impairment loss been recognised in prior years. Reversal of impairment loss is recognised as income immediately, except where the relevant asset is carried at valuation in which case the reversal is treated as a revaluation increase.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

5. Principal accounting policies (continued)

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost, which comprises all costs of purchase and, where applicable, costs of conversion and other costs that have been incurred in bringing the inventories to their present location and condition, is calculated using the weighted average cost method. Net realisable value represents the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

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.

Assets held under finance leases are recognised as assets at the lower of the fair value of the leased asset and the present value of the minimum lease payments. The corresponding liability to the lessor is included in the balance sheet as a finance lease obligation. Finance costs, which represent the difference between the total leasing commitments and the fair value of the assets acquired, are charged to the income statement over the term of the relevant lease so as to produce a constant periodic rate of charge on the remaining balance of the obligations for each accounting period.

Rental payable under operating leases are recognised as an expense on the straight-line basis over the lease terms.

Revenue recognition

Revenue is measured at fair value of the consideration received and represents amounts received for goods sold in the normal course of business, net of discounts and sales related tax recognised.

Sale of goods is recognised on transfer of risks and rewards of ownership, which generally coincides with the time when goods are delivered and title has passed.

Subcontracting fee, net of The People's Republic of China ("PRC") taxes deducted at source, is recognised in the period when services are rendered.

Income in respect of automatic teller machine support services is recognised when the services are rendered.

Interest income is accrued on a time proportion basis by reference to the principal outstanding using the effective interest method.

Dividend income is recognised when the Group's right to receive payment has been established.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

5. Principal accounting policies (continued)

Foreign currencies

In preparing the financial statements of the each individual group entity, transactions in currencies other than 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 exchange prevailing on the dates of the transactions. At each balance sheet date, monetary items denominated in foreign currencies are retranslated at the rates prevailing on the balance sheet date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. HK\$) at the rate of exchange prevailing on the balance sheet date, and their income and expenses are translated at the average exchange rates for the period, unless exchange rates fluctuated significantly during that period, in which case, the exchange rates prevailing at the dates of the transactions are used. Exchange differences arising, if any, are included in the exchange reserve as a separate component of equity. Such exchange differences are recognised in profit or loss in the period in which the foreign operation is disposed of.

Related party transactions

A party is related to the Group if:–

- (a) Directly or indirectly through one or more intermediaries, the party controls, is controlled by, or is under common control with, the Group; has an interest in the Group that gives it significant influence over the Group; or has joint control over the Group;
- (b) The party is an associate;
- (c) The party is a joint venture;
- (d) The party is a member of the key management personnel of the Group or its parent;
- (e) The party is a close member of the family of any individual referred to in (a) or (d);
- (f) 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 (d) or (e); or
- (g) The party is a post-employment benefit plan for the benefit of employees of the Group, or of any entity that is a related party of the Group.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

5. Principal accounting policies (continued)

Financial instruments

Financial assets and financial liabilities are recognised in the consolidated balance sheet when a group entity becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities 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 and financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets

The Group's financial assets are classified as 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 are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Effective interest method

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

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

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. At each balance sheet date subsequent to initial recognition, loans and receivables (including trade and other receivables, amounts due from deconsolidated subsidiaries and bank balances and cash) are carried at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment loss on financial assets below).

Impairment of financial assets

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

5. Principal accounting policies (continued)

Impairment of financial assets (continued)

Objective evidence of impairment could include:

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

For certain categories of financial asset, such as 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, observable changes in national or local economic conditions that correlate with default on receivables.

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

The carrying amount of the financial assets 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 uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

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.

Financial liabilities and equity

Financial liabilities and equity instruments issued by the 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.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

5. Principal accounting policies (continued)

Effective interest method

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

Interest expense is recognised on an effective interest basis.

Financial liabilities

Financial liabilities including trade and other payables, short-term borrowings and amounts due to deconsolidated subsidiaries are subsequently measured at amortised cost, using the effective interest method.

Equity instruments

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

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 profit or loss.

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

Borrowing costs

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

5. Principal accounting policies (continued)

Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a present legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditures expected to settle the obligation.

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

Defined contribution plans

The obligations for contributions to a defined contribution retirement schemes are recognised as expenses in the income statement as incurred. The assets of the schemes are held separately from those of the Group in independently administrated funds.

6. Critical accounting estimates and judgments

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstance.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Going concern basis

These consolidated financial statements have been prepared on a going concern basis, the validity of which depends upon the Group being able to achieve a successful restructuring and continue its business. Details are explained in note 3(i) to the consolidated financial statements.

Deconsolidation of subsidiaries

The consolidated financial statements have been prepared based on the available books and records maintained by the Group. However, the Directors considered that the control over certain significant subsidiaries has been lost and the effect on the exclusion of the results, assets and liabilities of certain small-sized or inactive subsidiaries from the Group is not significant. Accordingly, the results, assets and liabilities of these subsidiaries were deconsolidated from the financial statements of the Group since 1 January 2005. Details are explained in note 3(ii)(a) & (b) to the consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

7. TURNOVER, OTHER INCOME AND SEGMENT INFORMATION

Turnover and other income recognised by category are analysed as follows:

	15 months ended 31.3.2006 HK\$'000	12 months ended 31.12.2004 HK\$'000
Turnover		
Sale of goods (<i>Note a</i>)	–	2,693,440
Subcontracting fees	–	139,198
	<hr/>	<hr/>
	–	2,832,638
	<hr/>	<hr/>
Other income		
Service fees	–	3,108
Interest income	10,055	7,990
	<hr/>	<hr/>
	10,055	11,098
	<hr/>	<hr/>
	10,055	2,843,736
	<hr/> <hr/>	<hr/> <hr/>

- (a) For the 12 months ended 31 December 2004, approximately 25% of the Group's sales are carried out by subsidiaries established and operating in the PRC. Such sales revenue is subject to PRC value-added tax ("VAT") at a rate of 17% on the selling price.

SEGMENT INFORMATION

The Company is an investment holding company. No turnover was recognised and no segmental information is presented for the 15 months ended 31 March 2006. The turnover and operating profit of the Group analysed by business segments and by geographical segments for the 12 months ended 31 December 2004 are as follows:-

By business segments:

The Group comprises the following main business segments for the 12 months ended 31 December 2004:

Aluminium: The manufacture and sale of aluminium extrusion products and aluminium ingots.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

7. Turnover, other income and segment information (continued)

Chemicals: The manufacture and sale of chemicals for electroplating and refining of precious metal material.

	Aluminium <i>HK\$'000</i>	Chemicals <i>HK\$'000</i>	Others <i>HK\$'000</i>	Consolidated <i>HK\$'000</i>
External sales	1,743,942	1,080,721	7,975	2,832,638
Other revenue	—	—	3,108	3,108
	<hr/>	<hr/>	<hr/>	<hr/>
Total revenue in business segments	<u>1,743,942</u>	<u>1,080,721</u>	<u>11,083</u>	<u>2,835,746</u>
Segment result	<u>136,003</u>	<u>92,646</u>	<u>391</u>	229,040
Unallocated operating income and expenses				<hr/> 16,264
Profit from operations				245,304
Finance costs				(31,484)
Share of results of associates				<hr/> 22,125
Profit from ordinary activities before income tax				235,945
Income tax				<hr/> (41,300)
Profit for the year				<hr/> <u>194,645</u>

By geographical segments:

The Group comprises the following geographical segments for the 12 months ended 31 December 2004:

	Revenue from external customers <i>HK\$'000</i>	contributions to profit from operation <i>HK\$'000</i>
PRC	967,717	139,111
Hong Kong	1,785,096	93,112
Overseas	79,825	13,081
	<hr/>	<hr/>
	<u>2,832,638</u>	<u>245,304</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

8. Other net income

	15 months ended 31.3.2006 HK\$'000	12 months ended 31.12.2004 HK\$'000
Gain on deemed and partial disposal of subsidiaries	–	4,334
Gain on disposal of associates	–	4,482
Gain on exchange	679	–
Amortisation of negative goodwill	–	102
Sundry income	10,014	1,505
	10,693	10,423
	10,693	10,423

9. Loss on deconsolidation of subsidiaries and impairment loss on investment costs in deconsolidated subsidiaries and amounts due from deconsolidated subsidiaries and loan to a deconsolidated subsidiary

	15 months ended 31.3.2006 HK\$'000	12 months ended 31.12.2004 HK\$'000
Loss on deconsolidation of subsidiaries (Note a)	413,014	–
Impairment loss on investment costs in deconsolidated subsidiaries	200,024	–
Impairment loss on amounts due from deconsolidated subsidiaries	1,768,054	–
Impairment loss on loan to a deconsolidated subsidiary	116,250	–
	2,497,342	–
	2,497,342	–

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

9. Loss on deconsolidation of subsidiaries and impairment loss on investment costs in deconsolidated subsidiaries and amounts due from deconsolidated subsidiaries and loan to a deconsolidated subsidiary (continued)

(a) Loss on deconsolidation of subsidiaries

As disclosed in note 3(ii) to the consolidated financial statements, in the opinion of the directors, consolidating the results, assets and liabilities of those subsidiaries into the consolidated financial statements for the 15 months ended 31 March 2006 will only provide a misleading picture of the state of affairs of the Group and will be no value to the members of the Company. Thus, for the purpose of appropriate presentation and to allow the public to evaluate the performance of the Group, those subsidiaries are deconsolidated from the consolidated financial statements since 1 January 2005. The details of loss on deconsolidation of subsidiaries are as follows:

Net assets of these deconsolidated subsidiaries were as follows:

	15 months ended
	31.3.2006
	<i>HK\$ '000</i>
Property, plant and equipment	526,191
Intangible asset	4,773
Goodwill	14,086
Negative goodwill	(1,928)
Prepayments and deposits	84,144
Available-for-sale investments	3,019
Deferred tax assets	8,300
Other financial assets	13,691
Inventories	87,143
Trade and other receivables	816,855
Bank balances and cash	1,050,583
Short-term borrowings	(496,910)
Trade and other payables	(151,469)
Current portion of long-term bank borrowings	(168,513)
Current portion of obligations under finance leases	(6,713)
Current tax liabilities	(13,943)
Long-term bank borrowings	(463,266)
Obligations under finance leases	(898)
Deferred tax liabilities	(1,400)
Net amount due to the Group	<u>(667,023)</u>
Net assets deconsolidated	636,722
Release of statutory reserves	(23,519)
Release of capital reserve	(27,206)
Release of contribution surplus	145,517
Release of property revaluation reserves	(39,880)
Release of exchange reserve	(1,387)
Minority interests	(76,818)
Investment costs	<u>(200,415)</u>
Loss on deconsolidation of subsidiaries	<u><u>413,014</u></u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

10. Finance costs

	15 months ended 31.3.2006 HK\$'000	12 months ended 31.12.2004 HK\$'000
Interest on bank overdrafts and borrowings wholly repayable within five years	53,176	26,371
Interest on other borrowings wholly repayable within five years	–	2,078
Finance charges on obligations under finance leases	–	237
Other borrowing costs	250	2,798
	53,426	31,484
Total borrowing costs	53,426	31,484

11. (Loss)/profit before income tax

This is stated after charging:

	15 months ended 31.3.2006 HK\$'000	12 months ended 31.12.2004 HK\$'000
Auditors' remuneration		
-Current Year	1,960	1,950
-Under provision in previous year	–	677
Amortisation of goodwill included in general and administrative expenses	–	549
Amortisation of goodwill, net of negative goodwill, included in share of results of associates	–	2,288
Amortisation of intangible asset included in general and administrative expenses	–	2,359
Depreciation	–	43,101
Staff costs, including directors' emoluments:		
– Wages and salaries	–	40,632
– Contributions to defined contribution plans	–	807
Cost of inventories and services provided	–	2,487,302
Operating lease charges on premises	–	5,297
Loss on disposals of property, plant and equipment	–	604
Provision for doubtful debts	–	11,105
Provision for contingent liabilities	386,097	–
Revaluation deficit on construction-in-progress	–	136
Revaluation deficit on investment properties	–	300
	386,097	11,105
	386,097	11,105

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

12. Directors' and senior executives' remuneration

	15 months ended 31.3.2006 HK\$'000	12 months ended 31.12.2004 HK\$'000
Fees	–	820
Salaries, other emoluments and other benefits in kind	–	7,066
Contributions to defined contribution plans	–	48
Discretionary bonus	–	4,500
	<u>–</u>	<u>12,434</u>
	–	12,434

Included in the directors' remuneration were fees of HK\$820,000 paid to the Independent Non-Executive Directors during the 12 months ended 31 December 2004.

The remuneration of directors were within the following bands:

	Number of directors	
	15 months ended 31.3.2006	12 months ended 31.12.2004
HK\$		
Nil-\$1,000,000	–	6
\$1,000,001 to \$1,500,000	–	1
\$1,500,001 to \$9,000,000	–	1
	<u>–</u>	<u>8</u>
	–	8

There was no arrangement under which a director waived or agreed to waive any remuneration during the period/year.

None of the directors or individuals received any emoluments for the 15 months ended 31 March 2006.

For the 12 months ended 31 December 2004, of the five individuals with the highest emoluments, two were directors whose emoluments are disclosed above. The aggregate of the emoluments in respect of the other three individuals were as follows:

	15 months ended 31.3.2006 HK\$'000	12 months ended 31.12.2004 HK\$'000
Salaries and other emoluments	–	4,910
Contributions to defined contribution plans	–	36
Discretionary bonus	–	230
	<u>–</u>	<u>5,176</u>
	–	5,176

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

12. Directors' and senior executives' remuneration (continued)

	Number of individuals	
	15 months ended 31.3.2006	12 months ended 31.12.2004
HK\$		
\$1,000,001 to \$1,500,000	–	1
\$1,500,001 to \$2,000,000	–	1
\$2,000,001 to \$2,500,000	–	1
	<u>–</u>	<u>1</u>

13. Income tax

	15 months ended 31.3.2006 <i>HK\$'000</i>	12 months ended 31.12.2004 <i>HK\$'000</i>
Current tax		
Hong Kong profits tax:		
– Current period/year	–	10,420
– Over provision in prior years	(700)	(1,059)
PRC enterprise income tax	–	29,130
	<u>(700)</u>	<u>38,491</u>
Deferred taxation		
Origination of temporary difference	–	(400)
Share of associates' taxation	–	3,209
	<u>–</u>	<u>3,209</u>
Income tax (credit)/charge	<u>(700)</u>	<u>41,300</u>

No provision for Hong Kong profits tax has been made in the consolidated financial statements for the 15 months ended 31 March 2006 as the Group did not has any assessable profits for the period (12 months ended 31 December 2004: 17.5%).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

13. Income tax (continued)

No provision for PRC enterprise income tax has been made in the consolidated financial statements for the 15 months ended 31 March 2006. PRC enterprise income tax has been provided on the estimated assessable profits for the 12 months ended 31 December 2004 at the rates of taxation prevailing in the PRC. However, OG Aluminium Company Limited (Foshan) and Kenlap Fine Chemical (Zhuhai) Technology Company Limited are exempted from PRC state income tax and local income tax for two years starting from their first profit-making year of operation after offsetting prior year losses followed by a 50% relief for the following three years.

Taxation recognised directly in equity

	15 months ended 31.3.2006 HK\$'000	12 months ended 31.12.2004 HK\$'000
Deferred tax charge relating to revaluation of property, plant and equipment	—	2,300

Deferred tax (credit)/charge recognised in the consolidated income statement

	15 months ended 31.3.2006 HK\$'000	12 months ended 31.12.2004 HK\$'000
Types of temporary differences:		
Depreciation allowances	—	(2,300)
Others	—	1,900
	—	(400)

Reconciliation of effective tax rate

	15 months ended 31.3.2006 %	12 months ended 31.12.2004 %
Applicable tax rate	18	22
Non-deductible expenses	(18)	1
Tax exempt revenue	—	(4)
Effect of tax holiday	—	(4)
Others	—	3
Effective tax rate for the period/year	—	18

The applicable tax rate is the average tax rates prevailing in the territories in which the Group operates.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

14. Dividends

	15 months ended 31.3.2006 HK\$'000	12 months ended 31.12.2004 HK\$'000
Interim dividend paid of HK\$0.03 (6 months ended 30 June 2004: HK\$0.035) per share	12,715	14,834
Final dividend proposed of HK\$Nil (12 months ended 31 December 2004: HK\$0.065) per share	—	27,549
	<u>12,715</u>	<u>42,383</u>

The directors do not recommend the payment of a final dividend for the 15 months ended 31 March 2006.

The proposed dividend for the 12 months ended 31 December 2004 is not reflected as a dividend payable in these consolidated financial statements. It is reflected as an appropriation of retained earnings for the 15 months ended 31 March 2006.

15. (Loss)/earnings per share

The calculations of basic (loss)/earnings per share for the 15 months ended 31 March 2006 is based on the loss attributable to equity holders of the Company of approximately HK\$2,918,646,000 (12 months ended 31 December 2004: profit attributable to equity holders of approximately HK\$174,088,000) and on the weighted average number of 423,835,000 (31 December 2004: 420,604,715) ordinary shares in issue during the period.

The calculation of diluted (loss)/earnings per share for the 15 months ended 31 March 2006 is based on the loss attributable to equity holders of the Company of approximately HK\$2,918,646,000 (12 months ended 31 December 2004: profit attributable to equity holders of the Company of approximately HK\$174,088,000) and on the weighted average number of 430,750,000 (31 December 2004: 432,446,000) ordinary shares after adjusting for the effects of all dilutive potential ordinary shares under the Company's share option scheme.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

16. Property, plant and equipment

	Investment properties <i>HK\$'000</i>	Land and buildings <i>HK\$'000</i>	Construction -in-progress <i>HK\$'000</i>	Machinery, furniture, equipment <i>HK\$'000</i>	Motor vehicles <i>HK\$'000</i>	Total <i>HK\$'000</i>
Cost or valuation:						
At 1 January 2004	4,800	181,400	3,590	377,123	4,716	571,629
Additions	–	5,517	134,459	7,604	1,243	148,823
Revaluation	(300)	(1,696)	(136)	–	–	(2,132)
Disposals	–	–	–	(11,407)	(94)	(11,501)
Reclassification	–	679	(3,978)	3,299	–	–
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
At 31 December 2004	4,500	185,900	133,935	376,619	5,865	706,819
Deconsolidation of subsidiaries	(4,500)	(185,900)	(133,935)	(376,619)	(5,865)	(706,819)
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
At 31 March 2006	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Accumulated depreciation and Impairment:						
At 1 January 2004	–	–	–	146,775	2,348	149,123
Charge for the year	–	6,476	–	35,972	653	43,101
Revaluation	–	(6,476)	–	–	–	(6,476)
Eliminated on disposals	–	–	–	(5,026)	(94)	(5,120)
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
At 31 December 2004	–	–	–	177,721	2,907	180,628
Eliminated on deconsolidation of subsidiaries	–	–	–	(177,721)	(2,907)	(180,628)
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
At 31 March 2006	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Net carrying value:						
At 31 March 2006	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
At 31 December 2004	<u>4,500</u>	<u>185,900</u>	<u>133,935</u>	<u>198,898</u>	<u>2,958</u>	<u>526,191</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

17. Intangible asset

	<i>HK\$'000</i>
Cost:	
At 1 January 2004 and 31 December 2004	9,434
Deconsolidation of subsidiaries	(9,434)
	<hr/>
At 31 March 2006	–
	<hr/>
Accumulated amortisation:	
At 1 January 2004	2,302
Amortisation changes during the year	2,359
	<hr/>
At 31 December 2004	4,661
Eliminated on deconsolidation of subsidiaries	(4,661)
	<hr/>
At 31 March 2006	–
	<hr/>
Net carrying value:	
At 31 March 2006	–
	<hr/> <hr/>
At 31 December 2004	4,773
	<hr/> <hr/>

18. Goodwill

	<i>HK\$'000</i>
Cost:	
At 1 January 2004	–
Addition during the year	14,635
	<hr/>
At 31 December 2004	14,635
Deconsolidation of subsidiaries	(14,635)
	<hr/>
At 31 March 2006	–
	<hr/>
Accumulated amortisation:	
At 1 January 2004	–
Amortisation changes during the year	549
	<hr/>
At 31 December 2004	549
Eliminated on deconsolidation of subsidiaries	(549)
	<hr/>
At 31 March 2006	–
	<hr/>
Net carrying value:	
At 31 March 2006	–
	<hr/> <hr/>
At 31 December 2004	14,086
	<hr/> <hr/>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

19. Negative goodwill

	<i>HK\$'000</i>
Cost:	
At 1 January 2004 and 31 December 2004	(2,030)
Deconsolidation of subsidiaries	<u>2,030</u>
At 31 March 2006	<u>–</u>
Accumulated amortisation:	
At 1 January 2004	–
Amortisation charges during the year	<u>102</u>
At 31 December 2004	102
Eliminated on deconsolidation of subsidiaries	<u>(102)</u>
At 31 March 2006	<u>–</u>
Net carrying value:	
At 31 March 2006	<u><u>–</u></u>
At 31 December 2004	<u><u>(1,928)</u></u>

20. Available-for-sale investments

	31.3.2006	31.12.2004
	<i>HK\$'000</i>	<i>HK\$'000</i>
Unlisted equity securities, at fair value	<u><u>–</u></u>	<u><u>3,019</u></u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

21. Interests in subsidiaries

	31.3.2006	31.12.2004
	HK\$'000	HK\$'000
Unlisted shares of deconsolidated subsidiaries, at cost	200,415	–
Less: Impairment Loss	(200,024)	–
	391	–

At 31 March 2006, except for investment costs in Ocean Grand Development Holdings Limited and Ocean Grand (China) Limited, the directors have formed the opinion that the aggregate carrying value of investment costs in deconsolidated subsidiaries of approximately HK\$200,024,000 (31 December 2004: HK\$Nil) have been impaired, such impairment loss has been recognised in the consolidated financial statements and are summarised in note 9 to the consolidated financial statements.

The issued shares of the Excluded Subsidiaries will be transferred to the Scheme administrators or their nominees for the benefit of the creditors at a nominal consideration of HK\$1 as a term of the Hong Kong scheme which was sanctioned by the High Court of Hong Kong on 15 April 2008. Modification to the Scheme were approved by the High Court on 30 June 2011.

The consolidated financial statements for the period do not include its subsidiaries set out below in (a) and (b) because of:

- (a) As mentioned in note 3(ii)(a), the results, assets and liabilities of the following subsidiaries were deconsolidated from the consolidated financial statements since 1 January 2005. Due to (1) all the shares in the capital of Toowomba Holdings Limited and Successful Gold Profits Limited, wholly owned subsidiaries of the Company, were charged under a share charge agreement to The Bank of New York, as a trustee, for and on behalf of the holders of the US\$125 million and US\$35 million 9.25% guaranteed notes issued by the Company in December 2005 and March 2006, or (2) liquidation of certain significant subsidiaries or their immediate holding companies; or (3) the major assets and production facilities of the significant subsidiaries were subject to freezing orders obtained by the creditors in the PRC, the directors have not been able to obtain access to the books and records of these subsidiaries and considered that controls have been lost. In the opinion of the directors, consolidating the results, assets and liabilities of these significant subsidiaries into the consolidated financial statements will only provide a misleading picture of the state of affairs of the Group and will be no value to the members of the Company.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

21. Interests in subsidiaries (continued)

Accordingly, the consolidated financial statements for the period do not include the following subsidiaries and details of these consolidated subsidiaries are as follows:

Name of subsidiaries	Place of incorporation/ operation	Issued and fully paid up capital	Percentage of capital held by the Company		Principal activities
			Directly	Indirectly	
Dynamic Market Trading Limited	British Virgin Islands	US\$1	–	72.94%	Dormant
Harvest Fortune Limited	Hong Kong	HK\$2	–	100%	Property sub-letting
Hing Yip Holdings (China) Limited	Hong Kong	HK\$2	–	100%	Dormant
Hing Yip Holdings (Hong Kong) Limited (In Liquidation)	Hong Kong	HK\$100 ordinary, HK\$100 non-voting deferred (<i>Note i</i>)	–	100%	Investment holding and trading of aluminium products and aluminium ingots
Jorki Profits Limited	British Virgin Islands/ Hong Kong	US\$1	–	100%	Investment holding
Kenlap Chemicals Limited (In Liquidation)	Hong Kong	HK\$100	–	72.94%	Trading electroplating chemicals
Kenlap Fine Chemical (Zhuhai) Technology Company Limited	PRC	HK\$80,000,000	–	72.94%	Manufacturing of chemicals for electroplating and trading and refining of precious metal material
Kenlap P.G.C. Manufacturer Company Limited (In Liquidation)	Hong Kong	HK\$2 ordinary, HK\$1,113,352 non-voting deferred (<i>Note ii</i>)	–	72.94%	Manufacturing of chemicals for electroplating and trading and refining of precious metal material
Ocean Grand Aluminium Company Limited (Foshan) (Formerly: Foshan Nanhai Xingye Shaped Bronze & Aluminium Products Company Limited)	PRC	US\$12,000,000	–	100%	Manufacturing and selling of aluminium extrusion products and trading of aluminium ingots
Ocean Grand Chemicals (BVI) Limited (In Liquidation)	British Virgin Islands /Hong Kong	US\$11,133.52	–	72.94%	Investment holding

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

21. Interests in subsidiaries (continued)

Name of subsidiaries	Place of incorporation/ operation	Issued and fully paid up capital	Percentage of capital held by the Company		Principal activities
			Directly	Indirectly	
Ocean Grand Chemicals Holdings Limited (Currently known as Hong Kong Resources Holdings Company Limited) ("OGC") (Note iii)	Bermuda/ Hong Kong	HK\$48,700,000	–	72.94%	Investment holding
Ocean Grand Development Holdings Limited (Note iv)	British Virgin Islands/ Hong Kong	US\$50,000	100%	–	Investment holding
OG Aluminium (Sanshui) Company Limited	PRC	HK\$50,000,000	–	90%	Not yet commenced business
OG Aluminium Company Limited (Foshan) (Formerly: Hongli Aluminium (Foshan) Company Limited)	PRC	HK\$39,000,000	–	100%	Powder-coaling of aluminium extrusion products
OG Development Company Limited (In Liquidation)	Hong Kong	HK\$1,000	–	100%	Trading aluminium products and aluminium ingots
OGC Management Services Limited (Dissolved)	Hong Kong	HK\$2	–	72.94%	Management services
Sky Leader Industries Limited (In Liquidation)	Hong Kong	HK\$1,000	–	100%	Investment holding
Successful Environmental Works and Investments Company Limited	Hong Kong	HK\$100	–	72.94%	Not yet commenced business
Successful Gold Profits Limited (In Liquidation)	British Virgin Islands	US\$1	100%	–	Investment holding
Toowomba Holdings Limited (In Liquidation)	British Virgin Islands	US\$100	100%	–	Investment holding and provision of management services
Wintex Holdings Limited	Hong Kong	HK\$100	–	72.94%	Trading electroplating chemicals

- (b) As mentioned in note 3(ii)(b), the results, assets and liabilities of the following small-sized or inactive subsidiaries were also deconsolidated from the consolidated financial statements since 1 January 2005. The directors considered that the exclusion of the results, assets and liabilities of these subsidiaries from the consolidated financial statements would not significantly affect the results of the Group for the current period as the cost of obtaining these information would exceed the value of these information to the members of the Company.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

21. Interests in subsidiaries (continued)

Accordingly, the consolidated financial statements for the period do not include the following subsidiaries and details of these deconsolidated subsidiaries are as follows:

Name of subsidiaries	Place of incorporation/ operation	Issued and fully paid up capital	Percentage of capital held by the Company		Principal activities
			Directly	Indirectly	
Chinacin.com Limited	Hong Kong	HK\$100	–	100%	Dormant
Jinbocho Holdings Limited	British Virgin Islands/PRC	US\$1	100%	–	Investment holding
Ocean Grand (China) Limited (Note iv)	Hong Kong	HK\$1,000	100%	–	Investment holding
Ocean Grand Finance Limited	Hong Kong	HK\$1,000	100%	–	Financing
Ocean Grand Services Limited	Hong Kong	HK\$2	100%	–	Management services
Ocean Grand Technology Company Limited	Hong Kong	HK\$2	100%	–	Investment holding and trading
廣州倫帕理維信息科技有限公司	PRC	HK\$15,000,000	–	100%	Trading of electronic products

Notes:

- (i) The non-voting deferred shares of Hing Yip Holdings (Hong Kong) Limited (In Liquidation) are not owned by the Group. These shares have no voting rights, are not entitled to dividends unless the net profit of Hing Yip Holdings (Hong Kong) Limited (In Liquidation) exceeds HK\$1,000,000,000,000 and are not entitled to any distributions upon winding up unless a sum of HK\$5,000,000,000 has been distributed by Hing Yip Holdings (Hong Kong) Limited (In Liquidation) to the holders of ordinary shares.
- (ii) The Group and minority shareholders holds 1,006,477 and 106,875 non-voting deferred shares of Kenlap P.G.C. Manufacturer Company Limited (In Liquidation) respectively. These shares have no voting rights, are not entitled to dividends and are not entitled to any distributions upon winding up unless a sum of HK\$100,000,000,000,000 has been distributed by Kenlap P.G.C. Manufacturer Company Limited (In Liquidation) to the holders of ordinary shares.
- (iii) The shares of OGC have been suspended for trading on the Stock Exchange since 17 July 2006 and have been resumed for trading on 3 October 2008.
- (iv) 50,000 issued share capital of US\$1 each of Ocean Grand Development Holdings Limited and 1,000 issued share capital of HK\$1 each of Ocean Grand (China) Limited, directly wholly owned subsidiaries of the Company, were transferred from the Company to Toowomba Holdings Limited (In Liquidation) on 16 June 2006 and Jorki Profits Limited on 11 May 2006 respectively. As a result, Ocean Grand Development Holdings Limited and Ocean Grand (China) Limited being the indirectly wholly owned subsidiaries of the Company.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

22. Other financial assets

	31.3.2006	31.12.2004
	<i>HK\$'000</i>	<i>HK\$'000</i>
Unlisted debt securities, at fair value	–	13,691
	<u>–</u>	<u>13,691</u>

23. Inventories

	31.3.2006	31.12.2004
	<i>HK\$'000</i>	<i>HK\$'000</i>
At cost:		
Raw materials	–	44,835
Work-in-progress	–	8,935
Finished goods	–	34,316
	<u>–</u>	<u>88,086</u>
Less: Provision for slow-moving and obsolete inventories	–	(943)
	<u>–</u>	<u>87,143</u>
	<u>–</u>	<u>87,143</u>

24. Trade and other receivables

	31.3.2006	31.12.2004
	<i>HK\$'000</i>	<i>HK\$'000</i>
Trade receivables (<i>Note a</i>)	–	700,261
Other receivables		
Deposits, prepayments and other debtors	9,680	116,865
	<u>9,680</u>	<u>116,865</u>
	<u>9,680</u>	<u>817,126</u>

The carrying amount of trade and other receivables at 31 March 2006 approximates to its fair value.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

24. Trade and other receivables (continued)

(a) Trade receivables

Majority of the Group's sales is on open account terms. The remaining balances of turnover are on cash on delivery basis and on letter of credit term. The ageing analysis of trade receivables is as follows:

	31.3.2006 <i>HK\$'000</i>	31.12.2004 <i>HK\$'000</i>
Current (within 2 months)	–	468,139
2 to 3 months	–	117,770
More than 3 months but less than 12 months	–	114,120
More than 12 months but less than 24 months	–	232
	<u>–</u>	<u>700,261</u>

25. Amounts due from deconsolidated subsidiaries

	31.3.2006 <i>HK\$'000</i>	31.12.2004 <i>HK\$'000</i>
Amounts due from deconsolidated subsidiaries (<i>Note a</i>)	1,797,497	–
Loan to a deconsolidated subsidiary (<i>Note b</i>)	116,250	–
	<u>1,913,747</u>	–
Less: Deconsolidated subsidiaries impairment loss on amounts due from	(1,768,054)	–
Less: Impairment loss on loan to a deconsolidated subsidiary	(116,250)	–
	<u>29,443</u>	–

Notes:

- a) The amounts due from deconsolidated subsidiaries are unsecured, interest-free and repayable on demand.

Due to the appointment of provisional liquidators, the directors have formed the opinion that the amounts due from deconsolidated subsidiaries of approximately HK\$1,768,054,000 (31 December 2004: HK\$nil) included in the consolidated balance sheet cannot be recovered. Accordingly, the directors have made provisions for impairment loss against these amounts. The directors consider that the carrying amounts of amounts due from deconsolidated subsidiaries approximate their fair value.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

25. Amounts due from deconsolidated subsidiaries (continued)

Notes: (continued)

- b) On 7 December 2005 and 3 March 2006, the Company issued, in the aggregate, the US\$160 million 9.25% guaranteed notes due 2010 to the noteholders. Out of the proceeds of US\$160 million, the Company on 7 December 2005 lent US\$15 million (“US\$15 Million Debt”) to Kenlap P.G.C. Manufacturer Company Limited (In Liquidation) (“Kenlap PGC”), a deconsolidated subsidiary. On 7 December 2005, the Company assigned the US\$15 Million Debt to the noteholders as a security, inter alias, for the obligations under the said notes.

At 31 March 2006, the loan provision to Kenlap PGC in respect of the US\$15 Million Debt of approximately HK\$116,250,000 (31 December 2004: HK\$nil) bears interest at a rate of 9.25% per annum. Due to the liquidity situation, the directors have formed the opinion that the carrying value of this amount has been fully impaired and, accordingly, such impairment loss has been recognised in the consolidated financial statements and disclosed in note 9 to the consolidated financial statements.

26. Bank balances and cash

	31.3.2006 <i>HK\$'000</i>	31.12.2004 <i>HK\$'000</i>
Bank balances and cash	74,115	797,859
Deposits with financial institutions	–	231,752
Time deposits	–	21,083
	<hr/>	<hr/>
Cash and cash equivalents in the consolidated balance sheet	74,115	1,050,694
Bank overdrafts	–	(2,998)
	<hr/>	<hr/>
Cash and cash equivalents	<u>74,115</u>	<u>1,047,696</u>

27. Short-term borrowings

	31.3.2006 <i>HK\$'000</i>	31.12.2004 <i>HK\$'000</i>
Notes (Note a)	1,275,923	–
Bank loans and overdrafts	–	390,806
Other short-term borrowings	–	106,104
	<hr/>	<hr/>
	<u>1,275,923</u>	<u>496,910</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

27. Short-term borrowings (continued)

Note:

- (a) On 7 December 2005, the Company issued US\$125,000,000 9.25% guaranteed notes due 2010 (the “US\$125M Notes”) to certain institutional investors. The US\$125M Notes bear interest from 7 December 2005 at the interest rate of 9.25% per annum. Interest on the US\$125M Notes will be payable semi-annually in arrear on 7 June and 7 December in each year commencing on 7 June 2006. The US\$125M Notes are unconditionally and irrecoverably guaranteed on a joint and several basis by certain subsidiaries of the Company and are secured by (i) a first priority share charge over the shares of Toowomba Holdings Limited (In Liquidation); (ii) a security assignment of the Company’s rights and benefits in respect of the inter-company loan in the aggregate principal amount of US\$15,000,000 made to Kenlap PGC; and (iii) a first priority share charge over the shares of Successful Gold Profits Limited (In Liquidation).

On 6 March 2006, the Group has further issued US\$35,000,000 9.25% guaranteed notes due 2010 (the “US\$35M Notes”) to certain institutional investors. The terms and conditions of these US\$35M Notes are the same as the outstanding US\$125M Notes and they rank pari passu, and are consolidated to form a single series, with the outstanding US\$125M Notes.

Due to the appointment of provisional liquidators, the Group has defaulted on repayment of the principal and interest on US\$125M Notes and US\$35M Notes, totaling approximately HK\$1,275,923,000 (31 December 2004: HK\$Nil)

28. Trade and other payables

	31.3.2006	31.12.2004
	<i>HK\$'000</i>	<i>HK\$'000</i>
Trade payables (<i>Note a</i>)	–	116,086
Other payables		
Accrued charges and other creditors	391,052	29,657
Due to minority shareholders (<i>Note b</i>)	–	5,850
	<u>391,052</u>	<u>151,593</u>

Included in accrued charges and other creditors were the liabilities under indemnities given to deconsolidated subsidiaries of approximately HK\$386,097,000 (31 December 2004: HK\$Nil).

The carrying amount of trade and other payables at 31 March 2006 approximates to its fair value.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

28. Trade and other payables (continued)

Notes:

(a) Trade payables

The ageing analysis of trade payables is as follows:

	31.3.2006	31.12.2004
	HK\$'000	HK\$'000
Current (within 1 month)	–	83,881
1 month to 3 months	–	32,113
More than 3 months but less than 12 months	–	92
	–	92
	–	116,086

(b) Due to minority shareholders

The amounts due to minority shareholders as at 31 December 2004 were unsecured, interest free and had been settled.

29. Long-term bank borrowings

The long-term bank borrowings are secured and repayable within a period as follows:

	31.3.2006	31.12.2004
	HK\$'000	HK\$'000
Not exceeding 1 year	–	168,513
More than 1 year but not exceeding 2 years	–	144,933
More than 2 years but not exceeding 5 years	–	318,333
	–	631,779
Portion classified as current liabilities	–	(168,513)
	–	463,266
Long-term portion	–	463,266

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

30. Obligations under finance leases

The obligations under finance leases are payable within a period as follows:

	Minimum lease payments		Present value of minimum lease payments	
	31.3.2006 HK\$'000	31.12.2004 HK\$'000	31.3.2006 HK\$'000	31.12.2004 HK\$'000
Not exceeding 1 year	—	6,843	—	6,713
More than 1 year but not exceeding 2 years	—	788	—	774
More than 2 years but not exceeding 5 years	—	127	—	124
	—	915	—	898
Future finance charge	—	7,758 (147)	—	7,611 —
Present value of lease obligations	—	7,611	—	7,611

31. Amounts due to deconsolidated subsidiaries

The amounts due to deconsolidated subsidiaries are unsecured, interest-free and repayable on demand. The directors considered that the carrying amounts of these amounts due to deconsolidated subsidiaries approximate their fair values.

32. Deferred taxation

Recognised deferred tax assets/(liabilities)

	Assets		Liabilities	
	31.3.2006 HK\$'000	31.12.2004 HK\$'000	31.3.2006 HK\$'000	31.12.2004 HK\$'000
Revaluation of properties	—	—	—	(16,600)
Depreciation allowances	—	21,400	—	—
Others	—	2,100	—	—
Deferred tax assets/(liabilities)	—	23,500	—	(16,600)
Offset deferred tax assets and liabilities	—	(15,200)	—	15,200
Net tax assets/(liabilities)	—	8,300	—	(1,400)
Amount expected to be recovered/(settled) after more than 12 months	—	7,700	—	(16,100)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

33. Share capital

	31.3.2006		31.12.2004	
	Number of shares '000	Amount HK\$'000	Number of shares '000	Amount HK\$'000
Authorised:				
Ordinary shares of HK\$1.00 each (31.12.2004: HK\$1.00 each)	<u>1,000,000</u>	<u>1,000,000</u>	<u>1,000,000</u>	<u>1,000,000</u>
Issued and fully paid:				
At beginning of period/year	423,835	423,835	416,235	416,235
Exercise of share options	<u>–</u>	<u>–</u>	<u>7,600</u>	<u>7,600</u>
At balance sheet date	<u>423,835</u>	<u>423,835</u>	<u>423,835</u>	<u>423,835</u>

34. Share options

The Company adopted a share option scheme on 4 September 1997 (the “Share Option Scheme-1997”), under which it could grant options to employees (including Executive Directors of the Company) to subscribe for shares in the Company, subject to a maximum of 10% of the nominal value of the issued share capital of the Company from time to time, excluding for this purpose shares issued on the exercise of options. The subscription price will be determined by the Company’s Board of Directors, and will be higher of the nominal value of the shares and 80% of the average of the closing price of the shares quoted on the Stock Exchange on the five trading days immediately preceding the date of offer of the options.

Following the amendment of the Listing Rules, the Company adopted a new share option scheme (the “Share Option Scheme-2002”) on 7 June 2002 to replace the Share Option Scheme-1997 which was terminated. The terms of the Share Option Scheme-2002 are contained in a circular sent to shareholders of the Company in April 2002. All options granted prior to the adoption of the Share Option Scheme-2002 shall continue to be exercisable in accordance with the terms of the Share Option Scheme-1997.

At the Annual General Meetings of the Company held on 6 June 2003 and 3 June 2004, ordinary resolutions were passed approving the amendment to the Share Option Scheme-2002 by expanding the definition of participants and refreshing the scheme’s mandate limit. Pursuant to the Share Option Scheme-2002 (Amended), participants (including Directors of the Group, employees, consultants and business associates) are entitled to be granted options to subscribe for shares in the Company.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

34. Share options (continued)

The following table sets out the movements of the Company's outstanding share options during the period:

Date of grant	Exercise period*	Subscription price per Share <i>HK\$</i>	Number of share options		
			Outstanding at 1.1.2005 <i>'000</i>	Lapsed <i>'000</i>	Outstanding at 31.3.2006 <i>'000</i>
Share Option Scheme – 1997:					
3 May 2000	2 May 2000 to 3 September 2007	1.128	900	–	900
Share Option Scheme – 2002:					
16 January 2003	16 January 2003 to 6 June 2012	1.056	7,600	–	7,600
Share Option Scheme – 2002 (Amended):					
24 September 2003	24 September 2003 to 6 June 2012	1.66	25,350	–	25,350
7 October 2003	7 October 2003 to 6 June 2012	1.999	10,500	(3,900)	6,600

* Share options are vested from date of grant.

Details of the share options outstanding during the period/year are as follows:

	Number of share options <i>'000</i>	15 months ended 31.3.2006 Weighted average exercise price <i>HK\$</i>	Number of share options <i>'000</i>	12 months ended 31.12.2004 Weighted average exercise price <i>HK\$</i>
Outstanding at the beginning of the period/year	44,350	1.6260	55,850	1.5508
Exercised during the period/year	–	–	(7,600)	1.0560
Cancelled during the period/year	–	–	(3,900)	1.6600
Lapsed during the period/year	(3,900)	1.9990	–	–
Outstanding and exercisable at the end of the period/year	<u>40,450</u>	<u>1.5900</u>	<u>44,350</u>	<u>1.6260</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

35. Commitments

(a) Operating leases commitments

At the balance sheet date, the Group had total outstanding commitments in respect of land and buildings under non-cancellable operating leases, which are payable as follows:

	31.3.2006	31.12.2004
	<i>HK\$'000</i>	<i>HK\$'000</i>
Within one year	–	7,074
Within two to five years	–	3,392
	–	10,466
	–	10,466

(b) Capital expenditure commitments

The Group had the following commitments at the balance sheet date:

	31.3.2006	31.12.2004
	<i>HK\$'000</i>	<i>HK\$'000</i>
Contracted but not provided for, net of deposit paid	–	67,813
	–	67,813
	–	67,813

36. Balance sheet of the company

	31.3.2006	31.12.2004
	<i>HK\$'000</i>	<i>HK\$'000</i>
ASSETS AND LIABILITIES		
Non-current assets		
Interests in subsidiaries	(95,721)	714,438
	(95,721)	714,438
Current assets		
Other receivables	9,680	271
Bank balances and cash	74,115	111
	83,795	382
Current liabilities		
Short-term borrowings	1,275,923	–
Other payables	391,052	824
	1,666,975	824
Net current liabilities	(1,583,180)	(442)
Net (liabilities)/assets	(1,678,901)	713,996
CAPITAL AND RESERVES		
Issued capital	423,835	423,835
Reserves (<i>Note</i>)	(2,102,736)	290,161
	(1,678,901)	713,996
Total equity	(1,678,901)	713,996

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

36. Balance sheet of the company (continued)

Note:

The movement of reserves is as follows:

	Share Premium	Contributed surplus (a)	Capital redemption reserve (b)	Accumulated profits/(losses)	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 January 2004	113,914	145,517	581	2,866	262,878
Dividend approved in respect of previous year	-	-	-	(27,224)	(27,224)
Interim dividend approved and paid	-	-	-	(14,834)	(14,834)
Premium arising from issue of shares upon exercise of share options	426	-	-	-	426
Profit for the year	-	-	-	68,915	68,915
	<u>114,340</u>	<u>145,517</u>	<u>581</u>	<u>29,723</u>	<u>290,161</u>
At 31 December 2004	114,340	145,517	581	29,723	290,161
Dividend approved in respect of previous year	-	-	-	(27,549)	(27,549)
Interim dividend approved and paid	-	-	-	(12,715)	(12,715)
Loss for the period	-	-	-	(2,352,633)	(2,352,633)
	<u>114,340</u>	<u>145,517</u>	<u>581</u>	<u>(2,363,174)</u>	<u>(2,102,736)</u>
At 31 March 2006	<u>114,340</u>	<u>145,517</u>	<u>581</u>	<u>(2,363,174)</u>	<u>(2,102,736)</u>

(a) Contributed surplus

The contributed surplus represented the difference between the aggregate net assets value of subsidiaries acquired and the nominal amount of the Company's shares issued for the acquisition. Under the Companies Act 1981 of Bermuda (as amended), the contributed surplus is distributable to shareholders, subject to the condition that the Company cannot declare or pay a dividend, or make a distribution out of contributed surplus if (i) it is, or would after the payable be, unable to pay its liabilities as they became due, or (ii) the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium account.

(b) Capital redemption reserve

The capital redemption reserve represented the reserve created in relation to share repurchased.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

37. Post balance sheet events

Details of significant post balance sheet events are summarised in notes 2 and 3 to the consolidated financial statements.

38. Comparative figures

Certain comparative figures have been reclassified in order to conform to the current period's presentation.

39. Approval of the consolidated financial statements

The consolidated financial statements were approved and authorised for issue by the Board of Directors on 20 July 2011.

FINANCIAL SUMMARY

The following is a summary of the consolidated results and of the assets and liabilities of the Group for the last five financial years. This summary does not form part of the audited consolidated financial statements.

RESULTS

	31.3.2006 <i>HK\$'000</i>	Period/Year Ended			
		31.12.2004 <i>HK\$'000</i>	31.12.2003 <i>HK\$'000</i>	31.12.2002 <i>HK\$'000</i> (Restated) <i>(Note a)</i>	31.12.2001 <i>HK\$'000</i>
Turnover	–	2,832,638	2,067,758	1,423,934	1,016,877
(Loss)/Profit before income tax	(2,919,346)	235,945	195,989	140,801	144,727
Income tax credit/(expenses)	700	(41,300)	(27,794)	(23,862)	(25,712)
(Loss)/Profit for the period/year	(2,918,646)	194,645	168,195	116,939	119,015
Minority interests	–	(20,557)	(18,649)	(6,976)	(5,402)
Loss/profit attributable to equity holders	(2,918,646)	174,088	149,546	109,963	113,613

ASSETS AND LIABILITIES

	31.3.2006 <i>HK\$'000</i>	As at			
		31.12.2004 <i>HK\$'000</i>	31.12.2003 <i>HK\$'000</i>	31.12.2002 <i>HK\$'000</i> (Restated) <i>(Note a)</i>	31.12.2001 <i>HK\$'000</i>
Total assets	113,629	2,607,239	1,938,884	1,804,285	1,207,885
Total liabilities	(1,792,530)	(1,303,937)	(777,002)	(811,255)	(414,295)
Minority interests	–	(76,818)	(39,122)	(28,561)	(14,659)
Total equity	(1,678,901)	1,226,484	1,122,760	964,469	778,931

Note:

- (a) The comparative figures for 2002 have been restated pursuant to the adoption of the revised Statement of Standard Accounting Practice 12 “Income Taxes” in 2003. Figures for the years prior to 2002 have not been adjusted as it is not practicable to do so.