



CIL HOLDINGS LIMITED
華建控股有限公司

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

Stock code 股份代號: 479

2011 年報
ANNUAL REPORT



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CORPORATE INFORMATION 公司資料

DIRECTORS

Ke Jun Xiang (*Chairman*)
Lo Yuen Lai (*Deputy Chairman and Acting Chief Executive Officer*)
Simon Ng
Chow Yeung Tuen, Richard*
Kwok Yam Sheung**
Chan Man Wai, Joman**
Chan Siu Kay**

* Non-Executive Director

** Independent Non-Executive Director

COMPANY SECRETARY

Chiu King Hoi, Anthony

PRINCIPAL BANKERS

Bank of China (Hong Kong)
DBS Bank (Hong Kong) Limited
The Hongkong and Shanghai Banking Corporation Limited
Industrial Bank Co. Ltd.

AUDITORS

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

COMPLIANCE ADVISOR

Kingsway Capital Limited
5th Floor, Hutchison House
10 Harcourt Road
Central, Hong Kong

董事

柯俊翔 (主席)
盧元麗 (副主席兼署理行政總裁)

伍世榮
鄒揚敦*
郭蔭尚**
陳文偉**
陳紹基**

* 非執行董事

** 獨立非執行董事

公司秘書

趙景開

主要往來銀行

中國銀行 (香港)
星展銀行 (香港) 有限公司
香港上海滙豐銀行有限公司

興業銀行

核數師

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

合規顧問

匯富融資有限公司
香港中環
夏慤道10號
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CORPORATE INFORMATION 公司資料

SHARE REGISTERS

Bermuda

The Bank of Bermuda Limited
6 Front Street
Hamilton HM11
Bermuda

Hong Kong

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

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

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

STOCK CODE

00479

COMPANY WEBSITE

www.cil479.com.hk

股份登記處

百慕達

The Bank of Bermuda Limited
6 Front Street
Hamilton HM11
Bermuda

香港

卓佳登捷時有限公司
香港
灣仔
皇后大道東28號
金鐘匯中心26樓

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

總辦事處及主要營業地點

香港九龍
彌敦道563號
交通銀行大廈12樓

股票代號

00479

公司網址

www.cil479.com.hk

CHAIRMAN'S STATEMENT 主席報告書

On behalf of the board of directors (the "Board"), I hereby present to the shareholders the annual results of CIL Holdings Limited (the "Company") and its subsidiaries (the "Group") for the year ended 30 June 2011.

The financial year under review was the key turning point for the Group in which the Company has resumed its share trading on the Stock Exchange of Hong Kong Limited ("Stock Exchange").

Trading in the shares of the Company on the Main Board of the Stock Exchange was suspended at our request on 1 April 2004. Since then, we had been taking aggressive measures and had devoted great effort to resolve and handle the numerous unresolved issues stemming therefrom. Despite having encountered great difficulties and frustrations, we did not give up the primary goal of formulating a viable proposal for submission to the Stock Exchange for resuming the trading of the shares of the Company so as to protect the interest of the Company and its shareholders as a whole.

With the assistance from a high-calibre team of professional advisors, we put forward another revised proposal to the Stock Exchange in January 2010 ("Resumption Proposal") which involved, among others, capital reorganisation, debt restructuring and fund raising activities including issues of new shares of the Company through shares subscription and placing agreements.

In April 2010 the Stock Exchange decided to allow us to proceed with the Resumption Proposal and required us to fulfill a strict set of conditions as well as other required improvement measures to enhance our corporate governance and to satisfy the requirement of the Stock Exchange ("Resumption Conditions"). After working intensively together with our legal advisors and various professionals to carry out actions necessary to fulfill the Resumption Conditions during the subsequent months, we announced on 18 January 2011 that the Resumption Proposal had been implemented successfully and trading in the shares of the Company on the Stock Exchange was resumed on the following day.

本人謹代表董事會(「董事會」)向各股東提呈華建控股有限公司(「本公司」)及其附屬公司(「本集團」)截至二零一一年六月三十日止年度之全年業績。

回顧之財政年度為本集團發展之關鍵轉捩點—本公司成功推動其股份於年內在港聯合交易所有限公司(「聯交所」)恢復買賣。

應本公司要求，本公司股份自二零零四年四月一日起在聯交所主板暫停買賣。我們自此起一直積極採取行動，投入大量人力物力，務求解決和處理當中衍生的無數待決事務。雖然曾面對艱難問題和挫折，但我們從未放棄制訂一套可行方案以提交聯交所之初衷，從而恢復本公司股份之買賣，保障本公司及股東之整體利益。

得到一支由專業顧問組成之能幹團隊的協助，我們於二零一零年一月向聯交所提交另一套經修訂的方案(「復牌方案」)，當中涉及(其中包括)股本重組、債務重組及集資活動(包括通過股份認購及配售協議而發行本公司之新股份)。

於二零一零年四月，聯交所決定批准我們進行復牌方案，並且要求我們符合一系列嚴格之條件，採取其要求之其他改善措施，以提升我們之企業管治水平及符合聯交所之要求(「復牌條件」)。我們於隨後數月與法律顧問及其他專業人士緊密合作，採取必須行動以符合復牌條件。於二零一一年一月十八日，本公司宣佈已成功實行復牌方案，本公司股份亦隨之於翌日在聯交所恢復買賣。

CHAIRMAN'S STATEMENT 主席報告書

In parallel with the plans of capital restructuring and financing carried out under the Resumption Proposal which successfully raised approximately HK\$76,000,000 (net of share issue expenses and other resumption expenses) in cash to strengthen the Group's capital base, we have also made great efforts to strengthen the Group's internal controls and corporate governance. We have appointed an independent professional institution to conduct a review of the Group's internal governance procedures and control systems and to provide recommendations for further improvements. We believe under the much strengthened corporate governance environment, the Group is now well positioned to achieve a growing and sustainable development in the coming future.

Following the completion of the Resumption Proposal in January 2011, the Group has started a new page. We are committed to devoting all our effort to enhance the operational efficiency of our core business in providing comprehensive solutions and distribution of server storage, multi-media and communication products in order to bring the Group back to the position with operating profit. Additionally, we will monitor closely the latest trends in our industry and the development of the global economy and to explore viable and profitable business opportunities to strengthen financial foundation of the Group and to enhance shareholders' value. Through all our endeavours, we are confident that the financial position of the Group will be improved.

To conclude, I would like to express our sincere gratitude, on behalf of the Board, to our shareholders and business partners for their support in the past year which saw the Company going through the difficult times. I also wish to thank the staff for their dedication to the Group during the period. I remain positive that with continued support from all stakeholders in the coming year, the Group can look forward to a better future.

Ke Jun Xiang
Chairman

Hong Kong, 27 September 2011

我們一方面根據復牌方案實行股本重組及融資之計劃，成功籌得約76,000,000港元（扣除股份發行開支及其他復牌開支）現金以加強我們之資本基礎，另一方面，我們亦致力增強內部監控及企業管治。我們已委任一間獨立專業機構檢討內部管治程序及監控制度，為更臻完善提供建議。我們相信，本集團現已擁有更完善的企業管治環境，並已作好準備在未來實現不斷增長而可持續的發展。

繼復牌方案於二零一一年一月完成後，本集團之發展路途亦已翻開新一頁。本集團正盡全力提升核心業務—就伺服器儲存、多媒體及通訊產品提供全面解決方案和分銷有關產品之營運效率，致力推動本集團再度錄得經營溢利。此外，我們將密切注視業內最新發展和全球經濟之發展形勢，並會發掘可行而有利可圖之商機，以強化本集團之財務根基及提升股東價值。我們相信，我們的種種努力將會推動本集團之財務狀況因此而改善。

最後，回望本公司於去年曾經歷的艱難時間，本人代表董事會謹此衷心感謝股東及業務伙伴於過去一年的支持。本人亦謹此銘謝員工於期內為本集團全力以赴，憑藉所有持份人於來年的繼續支持，本人相信，本集團將邁向更美好的將來。

主席
柯俊翔

香港，二零一一年九月二十七日

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

RESUMPTION PROPOSAL

At the request of the Company, trading of the shares of the Company on the Stock Exchange had been suspended since 1 April 2004 pending an announcement in relation to clarification of certain information of the Company's results announcement dated 31 March 2004 for the year ended 30 June 2003.

The paramount task for the Directors and the management of the Company during the year was to devote their focus and efforts on the works relating to the proposal put forward by the Company to the Stock Exchange in relation to the resumption of trading of the shares of the Company on the Stock Exchange.

The Company submitted the Resumption Proposal on 22 January 2010 which, inter alia, involved the following key plans for fund raising activities and debt settlements:

- (a) Capital reorganisation through capital reduction by cancellation of HK\$0.0095 out of HK\$0.01 of the paid-up capital on each existing share of the Company and cancellation of all amounts standing to credit of the share premium account for transfer to the contributed surplus account of the Company, application of the entire amount standing to the credit of the contributed surplus account to set off the accumulated losses of the Company, and consolidation of every 20 issued shares of HK\$0.0005 each into 1 reorganised share of HK\$0.01 each ("Reorganised Share");
- (b) Placement of 202,780,000 Reorganised Shares at a placing price of HK\$0.1726 each, resulting in cash consideration of approximately HK\$35,000,000;

復牌方案

應本公司要求，本公司股份曾自二零零四年四月一日起暫停在聯交所買賣，以待刊發一份澄清公佈，內容為澄清本公司於二零零四年三月三十一日刊發的截至二零零三年六月三十日止年度之業績公佈之若干資料。

本公司董事及管理層於年內之首要任務為專注於本公司向聯交所提呈有關本公司股份在聯交所恢復買賣之復牌方案。

本公司於二零一零年一月二十二日提交復牌方案，當中涉及以下主要計劃，以此進行集資活動及清償債務：

- (a) 實行股本重組，當中涉及將本公司每股已發行現有股份之繳足面值0.01港元中註銷0.0095港元，以及註銷股份溢價賬之全部進賬額以轉入本公司之實繳盈餘賬，將實繳盈餘賬之全部進賬額用於抵銷本公司之累計虧損；及每20股每股面值0.0005港元之已發行股份合併為一股每股面值0.01港元之重組股份（「重組股份」）；
- (b) 按每股0.1726港元之配售價配售202,780,000股重組股份，就此收取之現金代價約為35,000,000港元；

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

- (c) Subscription of 272,280,000 Reorganised Shares at a subscription price of HK\$0.1726 each to several subscribers, resulting in aggregate cash consideration of approximately HK\$47,000,000; and
- (c) 由數名認購人按每股0.1726港元之認購價認購272,280,000股重組股份，就此收取總現金代價約47,000,000港元；及
- (d) Pursuant to debt settlement agreements and supplementary agreements (the "Debt Settlement Agreements") between the Company and several creditors ("Settlement Creditors"), the Company issued 265,360,000 Reorganised Shares at a price of HK\$0.1726 each to extinguish all the liabilities due to these Settlement Creditors.
- (d) 根據本公司與數名債權人（「清償債權人」）之間的債務清償協議及補充協議（「該等債務清償協議」），本公司按每股0.1726港元之價格發行265,360,000股重組股份，以清償應付予該等清償債權人之所有負債。

On 16 April 2010, the Listing Committee of the Stock Exchange informed the Company that they decided to allow the Company to proceed with the Resumption Proposal if it could fulfill certain conditions to the Stock Exchange's satisfaction ("Resumption Conditions") within the following six months. Subsequently, further time extension was subsequently granted.

於二零一零年四月十六日，聯交所上市委員會通知本公司，表示彼等已經決定批准本公司實行復牌方案，條件為本公司須於未來六個月內達成若干條件而聯交所對此感到滿意（「復牌條件」）。其後已獲准進一步延長達成復牌條件之期限。

The Resumption Proposal and Resumption Conditions, details of which were set out in the circular of the Company dated 24 December 2010 ("Circular"), were approved by the shareholders of the Company at a special general meeting on 17 January 2011.

復牌方案及復牌條件（詳情載於本公司日期為二零一零年十二月二十四日之通函（「該通函」））已於二零一一年一月十七日舉行之股東特別大會上獲本公司股東批准。

On 18 January 2011, the Company announced that the Resumption Proposal had been completed and the Resumption Conditions were also fulfilled to the satisfaction of the Stock Exchange. Trading of the Company's Reorganised Shares resumed on the Stock Exchange on 19 January 2011.

於二零一一年一月十八日，本公司宣佈復牌方案已經完成，復牌條件亦已達成而聯交所對此感到滿意。本公司之重組股份於二零一一年一月十九日在聯交所恢復買賣。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

FINANCIAL RESULTS

Turnover of the Group for the year ended 30 June 2011 was HK\$270,846,000, showing an increase of approximately 23.2% over the corresponding figure of HK\$219,757,000 of last year. However, inflating cost of sales squeezed the Group's gross profit margin which had led to a drop of approximately 10.5% in gross profit to HK\$9,293,000 as compared to last year (2010: HK\$10,378,000).

Commission revenue contributed HK\$5,120,000 (2010: HK\$2,648,000) to total other income of HK\$5,519,000 (2010: HK\$2,700,000). During the year ended 30 June 2011, amounts due to Settlement Creditors together with their corresponding interest payables had been extinguished by the issue of shares of the Company through Debt Settlement Agreements and total finance costs were reduced to HK\$3,880,000 (2010: HK\$5,525,000) accordingly. Despite these two favourable factors, overall financial performance was still weakened due to the increase in administrative expenses to HK\$18,673,000 (2010: 11,930,000), which was ascribed to incurring HK\$3,059,000 (2010: HK\$192,000) in directors' emoluments and a rise in resumption, legal and professional expenses to HK\$6,268,000 (2010: HK\$1,389,000) in relation to carrying out the Resumption Proposal and adoption of share option scheme. As a result, total comprehensive loss attributable to owners of the Company widened to HK\$1,575,000 (2010: HK\$274,000), representing loss per share of HK0.25 cents (2010: HK0.09 cents after restatement on the weighted average number of shares due to capital consolidation of every 20 issued shares into 1 Reorganised Share).

財務業績

本集團截至二零一一年六月三十日止年度之營業額為270,846,000港元，較去年之219,757,000港元增長約23.2%。然而，銷售成本上漲令本集團之毛利率受壓，故毛利較去年下跌約10.5%，減至9,293,000港元（二零一零年：10,378,000港元）。

佣金收益對為數5,519,000港元（二零一零年：2,700,000港元）之其他收入總額作出5,120,000港元（二零一零年：2,648,000港元）的貢獻。截至二零一一年六月三十日止年度，應付清償債權人之款項連同相應之應付利息已根據該等債務清償協議以發行本公司之股份償還，而總融資成本已隨之減至3,880,000港元（二零一零年：5,525,000港元）。儘管有此兩項利好因素，但整體之財務表現仍然疲弱，原因為行政開支升至18,673,000港元（二零一零年：11,930,000港元），乃源自董事酬金3,059,000港元（二零一零年：192,000港元）以及就進行復牌方案及採納購股權計劃而令到復牌、法律及專業開支增至6,268,000港元（二零一零年：1,389,000港元）。因此，本公司擁有人應佔全面虧損總額擴大至1,575,000港元（二零一零年：274,000港元），即每股虧損0.25港仙（二零一零年：0.09港仙，已因為每20股已發行股份合併為1股重組股份而重列股份之加權平均數後）。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

BUSINESS REVIEW AND OUTLOOK

During the year ended 30 June 2011, there had been no material changes in respect of the business and development of the Company. The Company's principal activity continued to be investment holding whilst its major subsidiary, AVT Electronics Limited, was mainly engaged in providing comprehensive solutions and distribution of server storage, multi-media and communication products by running two principal business divisions, namely server solution division and integrated circuit solution division.

As set out in the Circular, the Directors had prepared a forecast of the consolidated profit attributable to owners of the Company for the year ended 30 June 2011 ("Profit Forecast"). In essence, trading income and consolidated net profit attributable to owners of the Company for the year ended 30 June 2011 were projected to be approximately HK\$319,000,000 with an average gross margin of 5% and approximately HK\$1,350,000 respectively.

Nevertheless, the corresponding figures in the audited financial statements for the year ended 30 June 2011 showed that targets of the Profit Forecast were not achieved as recorded turnover was only HK\$270,846,000 with an average gross margin of 3.4% (2010: 4.7%) while total comprehensive loss attributable to owners of the Company was HK\$1,575,000.

業務回顧及展望

截至二零一一年六月三十日止年度，本公司之業務及發展並無重大變動。本公司之主要業務繼續為投資控股，而其主要附屬公司AVT Electronics Limited主要從事就伺服器儲存、多媒體及通訊產品提供全面解決方案和分銷有關產品之業務。AVT Electronics Limited旗下有兩大主要業務部門，分別為伺服器解決方案部門和集成電路解決方案部門。

誠如該通函所載，董事已編製截至二零一一年六月三十日止年度之本公司擁有人應佔綜合溢利的預測（「盈利預測」）。簡言之，根據預測，截至二零一一年六月三十日止年度之營業收入及本公司擁有人應佔綜合純利分別為約319,000,000港元（平均毛利率為5%）及約1,350,000港元。

然而，截至二零一一年六月三十日止年度之經審核財務報表的相關數字顯示未能達到盈利預測之目標，原因為所錄得之營業額僅為270,846,000港元而平均毛利率為3.4%（二零一零年：4.7%），另錄得本公司擁有人應佔全面虧損總額1,575,000港元。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

The Profit Forecast was presented on a basis consistent in all material respects with the accounting policies normally adopted by the Group as set out in the last annual report of the Group for the year ended 30 June 2010 and was prepared on reasonable basis and assumptions. One of the principal assumptions explicitly stated in the Circular was that there would be no other unforeseen circumstances, including but not limited to the occurrence of natural disasters or catastrophes (such as floods and typhoons), epidemics or serious accidents, beyond the control of the Group which would have a material adverse effect on the results of operations of the Group. In addition, as one of the stated risk factors relating to its business, the Group relies on a limited number of suppliers for certain key raw materials, such as redundant array of independent disks cards and dynamic access memory, and any stoppage or delay in supply could temporarily cause adverse effect to the business of the Group.

Unfortunately, the Company had encountered difficulties in sourcing sufficient parts to satisfy its business needs since a tsunami hit Japan in March 2011 which had disrupted the supply of raw materials for certain integrated circuit related products. However, relevant industrial production in the affected regions of Japan is currently recovering gradually and the Group's supply chain of raw materials is now restoring. The management is confident that business operation of the Group will soon be back to normal. Improving profitability continues to be our primary target with a view to achieving healthy growth in the long term.

盈利預測之呈列基準在所有重大方面與本集團通常採納之會計政策(載於本集團截至二零一零年六月三十日之去年年報)一致,並根據合理基準及假設編製。該通函內其中一項列明之主要假設為,將不會發生其他不可預見且本集團控制範圍以外之事情,包括但不限於發生天災或自然災難(如水災及颱風)、疫症或嚴重意外而將對本集團之經營業績構成重大不利影響。此外,如以往已提及,本集團業務之其中一項風險因素為依賴數目有限之供應商供給某些重要原材料,如序列連接儲存獨立磁盤冗餘陣列卡和動態隨機存取記憶體。若供應停止或延誤,本集團之業務可能受到暫時的不利影響。

不幸的是,自日本於二零一一年三月遭遇海嘯破壞後,本公司在採購足夠部件以應付業務需要時遇到困難,令到若干集成電路相關產品之原材料供應中斷。然而,日本受災地區現正逐漸恢復相關工業生產,而本集團之原材料供應鏈亦正復原。管理層相信,本集團之業務營運將於不久回復正常。提升盈利能力繼續是集團的主要目標,集團冀藉此達致長線的健康增長。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

The Group has been keeping constant communication with its clients in relation to the sales review in the past and expects to maintain these relationships continuously. Looking forward, the Group plans to utilise a portion of the new working capital raised from the fund raising exercise under the Resumption Proposal for expanding the existing business of AVT Electronics Limited. The Group will endeavour to engage new customers and to develop new lines of business with existing customers which were previously neglected due to lack of working capital. To support the upcoming expansion, the Group has already employed one additional PRC-based engineer to meet with the expansion. The Group believes that with the new staff and its existing labour force, there will be sufficient resources to meet with the increase of the sales target. Further personnel recruitment will be conducted if necessary.

Regarding new product development, the Group does not have immediate plan to introduce or initiate new products in the near future. Nevertheless, the Group's engineers are constantly engaging in research and development of new models and specifications on the existing products.

In parallel with the strategies mentioned above, the Company will continue its main financial objective, and to maintain both prudent financial management and healthy liquidity position.

LIQUIDITY AND CAPITAL RESOURCES

As at 30 June 2011, the Group had net assets of HK\$16,925,000 (2010: net liabilities of HK\$109,131,000) comprising total assets of HK\$149,488,000 and total liabilities of HK\$132,563,000 (2010: HK\$71,023,000 and HK\$180,154,000 respectively). The Group's non-current assets consisted of fixed assets of HK\$1,215,000 and deferred tax assets of HK\$591,000 (2010: HK\$316,000 and nil respectively).

本集團一直不時就銷售檢討與客戶溝通並相信可不斷提升彼此的合作關係。展望將來，本集團計劃運用根據復牌方案進行集資活動所得之新營運資金的一部份來拓展AVT Electronics Limited之現有業務。本集團將致力招徠新客戶以及與現有客戶發展新業務，此為過去曾因缺乏營運資金而未能正視之客戶業務。為支持未來拓展業務所需，本集團已經增聘一名駐於國內之工程師以應付業務增長。本集團相信，憑藉該名新員工以及目前之勞動力，本集團將具備足夠資源應付銷售目標之增加。如需要，本集團將進一步增聘人手。

就新產品開發而言，本集團並無於短期內引入或開展新產品之即時計劃。無論如何，本集團之工程師亦一直從事新型號及現有產品規格之研發。

在實行上述策略之同時，本公司將維持一貫之首要財務目標，以及保持審慎之財務管理及健康之流動資金水平。

流動資金及財政資源

於二零一一年六月三十日，本集團之資產淨值為16,925,000港元（二零一零年：負債淨額為109,131,000港元），包含資產總值149,488,000港元（二零一零年：71,023,000港元）及負債總額132,563,000港元（二零一零年：180,154,000港元）。本集團之非流動資產包含固定資產1,215,000港元（二零一零年：316,000港元）及遞延稅項資產591,000港元（二零一零年：無）。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

Immediately after the completion of the fund raising activities pursuant to the Resumption Proposal in January 2011, the Group's working capital was improved by approximately HK\$76,000,000 as a result of the cash inflow from the aggregate net proceeds from the respective new share placing and subscription. Total bank deposits and cash as at 30 June 2011 increased to HK\$73,424,000 (2010: HK\$25,937,000) and were denominated in Hong Kong Dollars ("HKD"), Chinese Renminbi ("RMB") and United States Dollars ("USD"). Bank balances denominated in Australian Dollars ("AUD") as at 30 June 2010 had been realised during the year.

As part of the Resumption Proposal, a number of loan liabilities were extinguished by the Debt Settlement Agreements. For this reason, interest-bearing borrowings of the Group had significantly dropped to HK\$38,893,000 as at 30 June 2011 (2010: HK\$70,054,000). The loans were denominated in HKD and were subject to interest payment at prevailing commercial lending rates.

Through a series of exercises including capital reorganisation, new shares placement and new shares subscription which were carried out under the Resumption Proposal, the overall liquidity and capital base of the Group have been strengthened to a large extent. As at 30 June 2011, the current ratio, representing by current assets divided by current liabilities, had been improved to 1.11, (2010: 0.39) and the gearing ratio, measuring as the total borrowings over total equity, was 2.30, while calculation of which in the previous year was not appropriate as the shareholders' funds were still in net deficit as at 30 June 2010.

Directors are of the opinion that, after taking into account the present available financial resources, the current banking and other facilities, the net proceeds from the fund raising exercise and the possible cash outflow in relation to repayment of outstanding loans of the Group due within one year, the Group is now having sufficient working capital for its business for the next twelve months in the absence of unforeseen circumstances.

根據復牌方案進行之集資活動於二零一一年一月完成後，本集團之營運資金已隨之改善約76,000,000港元，此乃源自相關新股份配售及認購之合計所得款項淨額之現金流入。於二零一一年六月三十日之銀行存款及現金總額上升至73,424,000港元（二零一零年：25,937,000港元），並以港元（「港元」）、人民幣（「人民幣」）及美元（「美元」）計值。於二零一零年六月三十日以澳洲元（「澳洲元」）計值之銀行結餘已於年內變現。

作為復牌方案之一環，多項貸款負債已根據該等債務清償協議而償還。因此，本集團之計息借貸已大幅減至二零一一年六月三十日之38,893,000港元（二零一零年：70,054,000港元）。有關貸款以港元計值並按通行商業借貸利率計息。

根據復牌方案實行一連串措施（包括股本重組、新股份配售及新股份認購）後，本集團之整體流動性及資本基礎已大為增強。於二零一一年六月三十日，流動比率（流動資產除以流動負債）已改善至1.11（二零一零年：0.39），而資本負債比率（總借貸除以總權益）為2.30，而去年則因為截至二零一零年六月三十日股東資金仍處於淨虧蝕水平而令到資本負債比率之計算並不適用。

董事認為，經考慮目前可用財務資源、目前可用之銀行及其他融資，以及來自集資活動之所得款項淨額，以及償還本集團於一年內到期之未償還貸款的潛在現金流出後，若無發生不可預見之情況，本集團目前擁有足夠營運資金滿足其於未來十二個月之業務需求。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

PLEDGE OF ASSETS

As at 30 June 2011, certain of the Group's trade receivables and fixed deposit with an aggregate carrying amounts of HK\$21,901,000 and HK\$20,012,000 (2010: HK\$23,227,000 and HK\$1,312,000) respectively were pledged to banks for banking facilities granted to the Group.

FOREIGN CURRENCY EXPOSURE

The Group's monetary assets and transactions are principally denominated in HKD, RMB and USD. All the monetary assets denominated in AUD as at 30 June 2010 had been realised during the year.

The management considers that the Group's exposure to USD does not give rise to significant foreign currency risk on the ground that HKD is pegged to USD. The Group also exposes to currency risk in RMB and does not have any hedging policy against RMB. However, the management monitors the Group's currency exposure and will consider hedging the significant foreign exchange rate exposure should the need arise.

MATERIAL ACQUISITIONS AND DISPOSALS OF INVESTMENTS

During the year ended 30 June 2011, there were no material acquisition and disposal of subsidiaries or affiliated companies.

NUMBER OF EMPLOYEES

The Group had 36 employees as at 30 June 2011 (2010: 30). They were remunerated according to the prevailing manpower conditions and individual performance. There was no change on the staff policy during the year.

資產抵押

於二零一一年六月三十日，本集團總賬面值分別為21,901,000港元及20,012,000港元（二零一零年：分別為23,227,000港元及1,312,000港元）之應收貿易賬款及定期存款已抵押予銀行，以就本集團取得銀行融資。

外匯風險

本集團之貨幣資產及交易主要以港元、人民幣及美元計值。於二零一零年六月三十日以澳洲元計值之所有貨幣資產已於年內變現。

管理層認為，由於港元與美元掛鈎，本集團並無因為美元而面對重大外匯風險。本集團亦面對有關人民幣之貨幣風險，目前並無就人民幣訂立任何對沖政策。然而，管理層監察本集團之貨幣風險，並會於需要時考慮對沖重大的外幣匯率風險。

有關投資之重大收購及出售

截至二零一一年六月三十日止年度內，並無有關附屬公司或聯屬公司之重大收購及出售。

僱員人數

於二零一一年六月三十日，本集團聘有36名員工（二零一零年：30名）。員工薪酬根據當時人力市場情況及個人表現釐定。年內員工政策並無變動。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

CONTINGENT LIABILITIES

The Group had a number of pending litigations at 30 June 2011. Pursuant to the opinion of a legal counsel of the Company, it is highly probable that one of the claims against the Company will be failed. Details of litigations are disclosed in note 39 to the financial statements. Saved as disclosed, the Group and the Company did not have any material contingent liabilities as at 30 June 2011.

或然負債

於二零一一年六月三十日，本集團有多項待決訴訟。根據本公司法律顧問之意見，其中一項針對本公司之申索極有可能敗訴。有關訴訟之詳情已於財務報表附註39中披露。除上文披露外，於二零一一年六月三十日，本集團及本公司並無任何重大或然負債。

DIRECTORS' REPORT 董事會報告書

The directors of the Company ("Directors") are pleased to present their report and the audited financial statements for the year ended 30 June 2011.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 20 to the financial statements.

RESULTS AND DIVIDEND

The results of the Company and its subsidiaries (collectively known as the "Group") for the year ended 30 June 2011 and the state of affairs of the Company and the Group as at that date are set out in the financial statements on pages 44 to 47.

The Directors do not recommend the payment of any dividend in respect of the year ended 30 June 2011.

SEGMENT INFORMATION

An analysis of the Group's performance for the year by operating segment is set out in note 8 to the financial statements.

SUMMARY FINANCIAL INFORMATION

A summary of the published results and assets and liabilities of the Group for the last five financial years, as extracted from the audited financial statements and reclassified as appropriate, is set out on page 140. This summary does not form part of the audited financial statements.

PROPERTY, PLANT AND EQUIPMENT

During the year, the Group acquired motor vehicles of HK\$1,320,000.

Details of movements in property, plant and equipment of the Group during the year are set out in note 19 to the financial statements.

本公司董事(「董事」)欣然提呈截至二零一一年六月三十日止年度之報告及經審核財務報表。

主要業務

本公司為一家投資控股公司，其附屬公司之主要業務載於財務報表附註20。

業績及股息

本公司及其附屬公司(統稱「本集團」)截至二零一一年六月三十日止年度之業績及本公司及本集團於當日之事務狀況載於財務報表第44至47頁。

董事會不建議派發截至二零一一年六月三十日止年度之任何股息。

分部資料

本集團於年內按營運分部對表現之分析載於財務報表附註8。

財務資料概要

本集團於過去五個財政年度之已刊登業績及資產與負債之概要(摘自經審核財務報表及於適當情況經重新分類)載於第140頁。此概要並非經審核財務報表之一部分。

物業、機器及設備

於本年度，本集團購置1,320,000港元之汽車。

有關本集團於本年度之物業、機器及設備之變動詳情載於財務報表附註19。

DIRECTORS' REPORT 董事會報告書

BANK AND OTHER BORROWINGS

Details of bank and other borrowings of the Group are set out in note 27 to the financial statements.

SHARE CAPITAL

Details of the movements in share capital of the Company during the year are set out in note 31 to the financial statements.

RESERVES

Details of movements in the reserves of the Group and the Company during the year are set out in the statements of changes in equity on page 48 and note 33 to the financial statements respectively. As at 30 June 2011, the Company had no retained profits available for cash distribution.

PURCHASE, SALE OF REDEMPTION OF THE COMPANY'S SECURITIES

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

PRE-EMPTIVE RIGHTS

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

EMOLUMENT POLICY

The emolument policy regarding the employees of the Group is set up by the executive Directors on the basis of their merit, qualifications and competence. The emolument of the Directors is determined by the Board based on recommendation from the Remuneration Committee, having regard to the responsibilities of the Directors, the Company's operating results, individual performance and comparable market statistics.

銀行貸款及其他借貸

有關本集團之銀行貸款及其他借貸詳情載於財務報表附註27。

股本

有關年內本公司之股本變動詳情載於財務報表附註31。

儲備

本集團及本公司於年內之儲備變動詳情分別載於第48頁之綜合權益變動表及財務報表附註33。於二零一一年六月三十日，本公司並無保留溢利可供現金分派。

買賣或贖回本公司證券

年內，本公司或其任何附屬公司概無買賣或贖回本公司任何上市證券。

優先認購權

本公司之公司細則或百慕達法例均無涉及發行本公司新股份之優先認股權條文。

薪酬政策

執行董事根據僱員之貢獻、資格及能力制訂本集團僱員之薪酬政策。董事會根據薪酬委員會之建議，參考董事之責任、本公司之營運業績、個人表現及可比較之市場數據而釐定董事之薪酬。

DIRECTORS' REPORT 董事會報告書

MAJOR CUSTOMERS AND SUPPLIERS

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

Turnover	
- The largest customer	26.14%
- Five largest customers combined	80.68%

Purchases	
- The largest supplier	46.58%
- Five largest suppliers combined	98.79%

Included in top 5 suppliers of the Group is a related company, namely AVT International Limited ("AVT International"). AVT International is solely owned by Mr. Lee Bing Kwong, who is the spouse of a director of the Company, Ms. Lo Yuen Lai.

Apart from AVT International, none of the Directors, their associates or any shareholders (who, to the knowledge of the Directors, own more than 5% of the Company's issued share capital) had any beneficial interests in any of the above customers or suppliers.

主要客戶及供應商

年內主要客戶及供應商所佔本集團營業額及採購額之百分比如下：

營業額：	
- 最大客戶	26.14%
- 五大客戶共佔	80.68%

採購額：	
- 最大供應商	46.58%
- 五大供應商共佔	98.79%

本集團首五名供應商中包括一間關聯公司AVT International Limited (「AVT International」)。AVT International由李秉光先生全資擁有，而李先生為本公司之董事盧元麗女士之配偶。

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

DIRECTORS' REPORT 董事會報告書

DIRECTORS

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

Executive Directors

Mr. Ke Jun Xiang (*Chairman*)

Ms. Lo Yuen Lai (*Deputy Chairman and Acting Chief Executive Officer*)

(appointed on 19 April 2010 as non-executive director and re-appointed as executive director on 17 July 2010)

Mr. Ho Pui Tsun, Peter

(retired on 14 October 2010)

Mr. Shao Wei Hong

(retired on 14 October 2010)

Mr. Hu Yeshan

(retired on 14 October 2010)

Mr. Simon Ng

Non-executive Directors

Mr. Li Qinyi

(retired on 14 October 2010)

Mr. Chow Yeung Tuen, Richard

Independent Non-executive Directors

Mr. Kwok Yam Sheung

Mr. Chan Man Wai, Joman

Mr. Chan Siu Kay

In accordance with the Company's bye-laws 99, all Directors will retire at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Biographical details of the Directors and senior management of the Company are set out on pages 38 to 40.

董事

本年度內及截至本報告日期之董事如下：

執行董事

柯俊翔先生 (*主席*)

盧元麗女士 (*副主席兼署理行政總裁*)

(於二零一零年四月十九日獲委任為非執行董事，並於二零一零年七月十七日獲重新委任為執行董事)

何佩川先生

(於二零一零年十月十四日退任)

邵偉宏先生

(於二零一零年十月十四日退任)

胡葉山先生

(於二零一零年十月十四日退任)

伍世榮先生

非執行董事

李勤毅先生

(於二零一零年十月十四日退任)

鄒揚敦先生

獨立非執行董事

郭蔭尚先生

陳文偉先生

陳紹基先生

根據本公司之公司細則第99條，全體董事將於應屆股東週年大會上退任，並合資格且願意膺選連任。

董事及高級管理層之履歷

本公司董事及高級管理層之履歷載於第38至40頁。

DIRECTORS' REPORT 董事會報告書

DIRECTORS' SERVICE CONTRACTS

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

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Saved as disclosed in note 38 to the financial statements, no contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party, and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES

As at 30 June 2011, the interests of the Directors and the chief executive of the Company and/or their respective associates in the long or short positions in shares, underlying shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("SFO")) as recorded in the register required to be kept by the Company under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange of Hong Kong Limited ("Stock Exchange") pursuant to Part XV of the SFO or the Model Code for Securities Transactions by Directors of Listed Companies ("Model Code") under the Listing Rules were as follows:

董事之服務合約

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

董事於重大合約之權益

除財務報表附註38所披露者外，於本年度完結或年內任何時間，本公司或其任何附屬公司概無簽訂與本集團業務有關且本公司董事直接或間接擁有重大權益之任何重大合約。

董事及主要行政人員之股份權益

於二零一一年六月三十日，根據香港法例第571章證券及期貨條例(「證券及期貨條例」)第352條本公司須存置之登記冊所記錄，或根據證券及期貨條例第XV部或根據上市規則中《上市公司董事進行證券交易的標準守則》(「標準守則」)之規定須知會本公司及香港聯合交易所有限公司(「聯交所」)，本公司董事及主要行政人員及／或彼等各自之聯繫人士於本公司或其任何相聯法團(見證券及期貨條例第XV部之定義)之股份、相關股份及債券中擁有下列好倉或淡倉：

DIRECTORS' REPORT 董事會報告書

Long position in the shares of the Company

本公司股份好倉

Name of Director	notes	Number of reorganised ordinary shares held				Total	Approximate Percentage of issued share capital
		Beneficial owner	Corporate interests	Family interests	Other interests		
董事姓名	附註	實益擁有人	法團權益	家族權益	其他權益	總計	概約百分比
Mr. Ke Jun Xiang 柯俊翔先生	1	-	176,500,000	121,640,000	-	298,140,000	28.42%
Ms. Lo Yuen Lai 盧元麗女士	2	559,841	-	241,398,100	-	241,957,941	23.06%

Notes:

- Mr. Ke Jun Xiang wholly owns Trade Honour Limited and Global Work Management Limited, which hold 175,000,000 and 1,500,000 reorganised ordinary shares of the Company respectively. Ms. Wang Jian Ping, the spouse of Mr. Ke, wholly owns State Thrive Limited, Shine Fill Limited and Honest Ventures Limited, which hold 57,920,000, 57,920,000 and 5,800,000 reorganised ordinary shares of the Company respectively. Accordingly, Mr. Ke is deemed to have interests in 298,140,000 reorganised ordinary shares of the Company.
- Ms. Lo Yuen Lai and her spouse, Mr. Lee Bing Kwong, hold 559,841 and 115,378,100 reorganised ordinary shares of the Company respectively. Mr. Lee also wholly owns Ample Key Limited and indirectly wholly owns Nicegoal Limited, which hold 115,880,000 and 10,140,000 reorganised ordinary shares of the Company respectively. Accordingly Ms. Lo is deemed to have interests in 241,957,941 reorganised ordinary shares of the Company.

As at 30 June 2011 Ms. Lo Yuen Lai also beneficially held 450,010 ordinary shares of AVT Electronics Limited ("AVT Electronics") representing 10% equity interest of its total issued share capital.

Save as disclosed above, as at 30 June 2011, none of the Directors and/or any of their associates had any interests in the shares or deemed interest in the long and short position in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to Part XV of the SFO or the Model Code.

附註:

- 柯俊翔先生全資擁有Trade Honour Limited及Global Work Management Limited，此兩間公司分別持有175,000,000股及1,500,000股本公司經重組之普通股。柯先生之配偶王建萍女士全資擁有State Thrive Limited、Shine Fill Limited及Honest Ventures Limited，此三間公司分別持有57,920,000股、57,920,000股及5,800,000股本公司經重組之普通股。因此，柯先生被視作於298,140,000股本公司經重組之普通股中擁有權益。
- 盧元麗女士及其配偶李秉光先生分別持有559,841股及115,378,100股本公司經重組之普通股。李先生亦全資擁有Ample Key Limited及間接全資擁有Nicegoal Limited，此兩間公司分別持有115,880,000股及10,140,000股本公司經重組之普通股。因此，盧女士被視為擁有241,957,941股本公司經重組之普通股之權益。

於二零一一年六月三十日，盧元麗女士亦實益持有AVT Electronics Limited (「AVT Electronics」) 之450,010股普通股，佔該公司全部已發行股本之10%股本權益。

除上文所披露者外，於二零一一年六月三十日，根據證券及期貨條例第352條本公司須置存之登記冊所記錄，或根據證券及期貨條例第XV部或根據標準守則之規定須知會本公司及聯交所，董事及／或彼等之任何聯繫人士概無於本公司或其任何相聯法團（見證券及期貨條例第XV部之定義）之股份中擁有任何權益或被視作於股份、相關股份及債券中擁有好倉及淡倉。

DIRECTORS' REPORT 董事會報告書

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

During the year, State Thrive Limited and Shine Fill Limited, both controlled by Ms. Wang Jiang Ping, who is the spouse of Mr. Ke Jun Xiang, each subscribed 57,920,000 reorganised ordinary shares of the Company and Ample Key Limited, controlled by Mr. Lee Bing Kwong, who is the spouse of Ms. Lo Yuen Lai, subscribed 115,880,000 reorganised ordinary shares of the Company at a subscription price of HK\$0.1726 per share pursuant to the Connected Subscription Agreements as disclosed in the circular of the Company dated 24 December 2010 ("Circular").

Moreover, the Company issued 5,800,000, 115,020,000 and 10,140,000 reorganised ordinary shares of the Company to Honest Ventures Limited (controlled by Ms. Wang), Mr. Lee and Nicegoal Limited (controlled by Mr. Lee) respectively during the year pursuant to the Connected Debt Settlement Agreements as disclosed in the Circular.

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

SHARE OPTION SCHEME

During the year ended 30 June 2011, no share options were granted, exercised or lapsed. The Company's share option scheme (the "Scheme") was adopted pursuant to a special general meeting of the Company held on 27 June 2011 for the primary purpose of providing incentives to selected participants for their contribution to, and continuing efforts to promote the interest of, the Group. Details of the Scheme are disclosed in note 32 to the financial statements.

董事及主要行政人員購買股份或債券之權利

於本年度，根據本公司日期為二零一零年十二月二十四日之通函（「該通函」）所披露之關連認購協議，State Thrive Limited及Shine Fill Limited（此兩間公司均由柯俊翔先生之配偶王建萍女士控制）分別認購57,920,000股經重組之本公司普通股，而Ample Key Limited（此公司由盧元麗女士之配偶李秉光先生控制）則認購115,880,000股經重組之本公司普通股，每股認購價為0.1726港元。

此外，根據該通函所披露之關連債務清償協議，本公司於本年度分別向Honest Ventures Limited（其由王女士控制）、李先生及Nicegoal Limited（其由李先生控制）發行5,800,000股、115,020,000股及10,140,000股經重組之本公司普通股。

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

購股權計劃

於截至二零一一年六月三十日止年度，概無授出購股權，亦無購股權獲行使或失效。根據二零一一年六月二十七日舉行之本公司股東特別大會，本公司採納購股權計劃（「該計劃」），其主要目的是激勵選定之參與者對本集團作出貢獻以及為促進本集團之利益而不斷努力。該計劃之詳情於財務報表附註32披露。

DIRECTORS' REPORT 董事會報告書

SUBSTANTIAL SHAREHOLDERS

As at 30 June 2011, the following persons (other than a Director or chief executive of the Company) had an interest of 5% or more in the following long position in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO.

Long position in the shares of the Company

Name of shareholder	notes	Number of reorganised ordinary shares held 所持經重組之普通股數目				Total	Approximate Percentage of issued share capital 佔已發行股本之 概約百分比
		Beneficial owner	Corporate interests	Family interests	Other interests		
股東姓名/名稱	附註	實益擁有人	法團權益	家族權益	其他權益	總計	
Ms. Wang Jian Ping 王建萍女士	1	-	121,640,000	176,500,000	-	298,140,000	28.42%
State Thrive Limited	1	57,920,000	-	-	-	57,920,000	5.52%
Shine Fill Limited	1	57,920,000	-	-	-	57,920,000	5.52%
Trade Honour Limited	1	175,000,000	-	-	-	175,000,000	16.68%
Mr. Lee Bing Kwong 李秉光先生	2	115,378,100	126,020,000	559,841	-	241,957,941	23.06%
Ample Key Limited	2	115,880,000	-	-	-	115,880,000	11.04%
Power Apex Limited	3	-	-	-	175,000,000	175,000,000	16.68%
Pachmar Limited	3	-	175,000,000	-	-	175,000,000	16.68%
Mr. Henry Winata Henry Winata先生	3	-	175,000,000	-	-	175,000,000	16.68%

Notes:

- Ms. Wang Jian Ping wholly owns State Thrive Limited, Shine Fill Limited and Honest Ventures Limited, which hold 57,920,000, 57,920,000 and 5,800,000 reorganised ordinary shares of the Company respectively. Her spouse, Mr. Ke Jun Xiang wholly owns Trade Honour Limited and Global Work Management Limited, which hold 175,000,000 and 1,500,000 reorganised ordinary shares of the Company respectively. Accordingly, Ms. Wang is deemed to have total interests in 298,140,000 reorganised ordinary shares of the Company.
- Mr. Lee Bing Kwong and his spouse, Ms. Lo Yuen Lai, hold 115,378,100 and 559,841 reorganised ordinary shares of the Company respectively. Mr. Lee wholly owns Ample Key Limited and also indirectly wholly owns Nicegoal Limited, which hold 115,880,000 and 10,140,000 reorganised ordinary shares of the Company respectively. Accordingly Mr. Lee is deemed to have total interests in 241,957,941 reorganised ordinary shares of the Company.
- Power Apex Limited has an effective interest in 175,000,000 reorganised ordinary shares of the Company by way of security under a share pledge. Power Apex Limited is wholly owned by Pachmar Limited which is in turn wholly owned by Mr. Henry Winata. Accordingly Pachmar Limited and Mr. Henry Winata are deemed to have the relevant interests in the Company.

主要股東

於二零一一年六月三十日，根據證券及期貨條例第336條本公司須置存之登記冊所記錄，下列人士（本公司董事或主要行政人員除外）於本公司股份或相關股份中擁有下列5%或以上之好倉。

本公司股份好倉

附註：

- 王建萍女士全資擁有State Thrive Limited、Shine Fill Limited及Honest Ventures Limited，此三間公司分別持有57,920,000股、57,920,000股及5,800,000股本公司經重組之普通股。王女士之配偶柯俊翔先生全資擁有Trade Honour Limited及Global Work Management Limited，此兩間公司分別持有175,000,000股及1,500,000股本公司經重組之普通股。因此，王女士被視作擁有合共298,140,000股本公司經重組之普通股之權益。
- 李秉光先生及其配偶盧元麗女士分別持有115,378,100股及559,841股本公司經重組之普通股。李先生全資擁有Ample Key Limited，彼亦間接全資擁有Nicegoal Limited，此兩間公司分別持有115,880,000股及10,140,000股本公司經重組之普通股。因此，李先生被視作擁有合共241,957,941股本公司經重組之普通股之權益。
- Power Apex Limited通過一項股份押記之抵押而於175,000,000股本公司經重組之普通股中擁有實際權益。Power Apex Limited由Pachmar Limited全資擁有，而Pachmar Limited由Henry Winata先生全資擁有。因此，Pachmar Limited及Henry Winata先生被視為於本公司中擁有相關權益。

DIRECTORS' REPORT 董事會報告書

Saved as disclosed above, so far as known to the Directors as at 30 June 2011, no other person (other than Directors or the chief executive of the Company) had an interest in the long and short position in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO.

CONVERTIBLE SECURITIES, OPTIONS, WARRANTS OR SIMILAR RIGHTS

The Company had no outstanding convertible securities, options, warrants or other similar rights as at 30 June 2011. There had been no exercise of convertibles securities, options, warrants or similar rights during the year.

MANAGEMENT CONTRACTS

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

DIRECTORS' INTERESTS IN COMPETING BUSINESS

The spouse of Ms. Lo Yuen Lai is a director and beneficial owner of AVT International which business is engaged in distribution of electronic products. Ms. Lo is considered to have interests in business which compete, either directly or indirectly, with the business of the Group.

However, the board of Directors ("Board") comprises seven members and as a whole is independent of Ms. Lo and the director of AVT International. Further, all the Directors are fully aware of, and have been discharging, their fiduciary duty to the Company. Therefore, the Group is capable of carrying on its business independently of, and at arm's length from, the said competing business.

除上文所披露者外，於二零一一年六月三十日，就董事所知，根據證券及期貨條例第336條本公司須置存之登記冊所記錄，並無其他人士（本公司董事或主要行政人員除外）於本公司股份或相關股份中擁有好倉及淡倉。

可換股證券、購股權、認股權證或類似權利

本公司於二零一一年六月三十日並無尚未行使之可換股證券、購股權、認股權證或其他類似權利。年內亦無行使可換股證券、購股權、認股權證或類似權利。

管理合約

年內本公司或其任何附屬公司並無訂立或存在任何有關本公司業務之整體或任何重大部份的管理及行政合約。

董事於競爭業務之權益

盧元麗女士之配偶為AVT International之董事兼實益擁有人。AVT International從事電子產品分銷業務。盧女士視為於與本集團業務直接或間接構成競爭的業務中擁有權益。

然而，董事會（「董事會」）是由七名董事組成，整體而言董事會是獨立於盧女士以及AVT International之董事。此外，全體董事均完全留意到並且一直有履行彼等對本公司負有的受信責任。因此，本集團能夠以獨立於上述構成競爭的業務和公平的形式經營本身業務。

DIRECTORS' REPORT 董事會報告書

Saved as disclosed above, none of the Directors has interests in any business which compete or are likely to compete, either directly or indirectly, with the business of the Group.

RELATED PARTY AND CONNECTED TRANSACTIONS

Details of material related party and connected transactions conducted during the ordinary course of business as defined under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited ("Listing Rules") are set out in note 38 to the financial statements.

The transactions regarding purchases and sales between AVT Electronics, a non-wholly owned subsidiary of the Company, and AVT International as disclosed in note 38(b) to the financial statements constituted continued connected transactions ("CCT") under Chapter 14A of the Listing Rules.

On 25 November 2010, AVT Electronics and AVT International entered into a master agreement in respect of the sales and purchases transactions, which was approved by a special general meeting held on 12 January 2011 (the "Master Agreement").

Pursuant to Rule 14A.37 of the Listing Rules, the independent non-executive Directors have reviewed the CCT and confirmed that they have been entered into:

1. in the ordinary course and usual course of business of the Group;
2. on normal commercial terms or terms no less favourable to the Group than terms available to or from independent third parties; and
3. in accordance with the Master Agreement governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

除上文披露者外，概無董事於與本集團業務直接或間接構成或可能構成競爭的任何業務中擁有權益。

關聯方及關連交易

根據香港聯合交易所有限公司證券上市規則（「上市規則」）之定義，於日常業務範圍內進行之重大關聯方及關連交易的詳情，乃載於財務報表附註38。

財務報表附註38(b)所披露有關AVT Electronics（其為本公司之非全資附屬公司）與AVT International之銷售及採購的交易構成上市規則第14A章項下之持續關連交易（「持續關連交易」）。

於二零一零年十一月二十五日，AVT Electronics與AVT International訂立有關銷售及採購交易之主協議，而主協議已於二零一一年一月十二日舉行之股東特別大會上獲得批准（「主協議」）。

根據上市規則第14A.37條，獨立非執行董事已審核持續關連交易並確認：

1. 持續關連交易屬本集團的日常業務；
2. 持續關連交易是按照一般商務條款進行，或對本集團而言，該等交易的條款不遜於獨立第三方可取得或提供的條款；及
3. 持續關連交易是根據有關交易的主協議條款進行，而交易條款公平合理，並且符合本公司股東的整體利益。

DIRECTORS' REPORT 董事會報告書

The Directors confirm that the Company had complied with the relevant disclosure requirements in accordance with Chapter 14A of the Listing Rules.

During the year ended 30 June 2011, the amounts in respect of the CCT mentioned above had not exceeded the annual caps for the transactions as the aggregate annual values of sales and purchases transactions were HK\$15,981,000 and HK\$29,936,000 respectively while the maximum aggregate annual values for sales and purchases transactions in accordance with the Master Agreement for the year ended 30 June 2011 were HK\$18,000,000 and HK\$30,000,000 respectively.

The Company has also received a comfort letter from the auditor in respect of the CCT which states that:

1. the transactions have been approved by the Directors;
2. the transactions have been carried out in accordance with the the pricing policies of the Company and the relevant agreements governing such transaction; and
3. the aggregate annual amounts of the transactions have not exceeded the maximum aggregate annual values disclosed in the circular of the Company dated 24 December 2010.

董事確認，本公司已根據上市規則第14A章遵守相關披露規定。

截至二零一一年六月三十日止年度，相關銷售及採購交易之年度總值分別為15,981,000港元及29,936,000港元，根據主協議，銷售及採購交易於截至二零一一年六月三十日止年度之年度總值上限分別為18,000,000港元及30,000,000港元，因此有關上述持續關連交易之金額並無超出有關交易之年度上限。

本公司亦已收到核數師就持續關連交易發出之滿意函件，其表示：

1. 該等交易已獲董事批准；
2. 該等交易乃根據本公司之定價政策及有關交易的協議條款進行；及
3. 該等交易之年度總額並無超逾本公司二零一零年十二月二十四日通函中披露的年度總值上限。

DIRECTORS' REPORT 董事會報告書

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained a sufficient public float throughout the year as required under the Listing Rules.

AUDITOR

The financial statements of the Company for the year ended 30 June 2011 were audited by Graham H.Y. Chan & Co. A resolution for the re-appointment of Graham H.Y. Chan & Co. as auditor of the Company until the conclusion of the next annual general meeting is to be proposed at the forthcoming annual general meeting.

On behalf of the Board

Ke Jun Xiang
Chairman

Hong Kong, 27 September 2011

充足公眾持股量

根據本公司所掌握之公開資料以及就董事所知，本公司於本年度內一直維持上市規則所規定之充足公眾持股量。

核數師

本公司截至二零一一年六月三十日止年度之財務報表乃由陳浩賢會計師事務所審核。有關重新委任陳浩賢會計師事務所為本公司核數師直至下屆股東週年大會結束時之決議案將於應屆股東週年大會上提呈。

代表董事會

主席
柯俊翔

香港，二零一一年九月二十七日

CORPORATE GOVERNANCE REPORT 企業管治報告書

CORPORATE GOVERNANCE STATEMENT

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

The Stock Exchange of Hong Kong Limited issued the Code on Corporate Governance Practices ("CG Code") as set out in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited ("Listing Rules"), which became effective for any accounting year commencing on or after 1 January 2005. The Company has applied the principles and made efforts to compile with provisions of the CG Code for the year ended 30 June 2011, except for the deviations specified with considered reasons for such deviations as explained in this corporate governance report.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Listing Rules as its own code of conduct for dealing in securities of the Company by the directors of the Company ("Directors"). Having made specific enquiry, all Directors have confirmed their compliance with the required standards set out in the Model Code throughout the year.

企業管治聲明

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

香港聯合交易所有限公司頒佈了載列於香港聯合交易所有限公司證券上市規則(「上市規則」)附錄十四所載之企業管治常規守則(「企業管治守則」)，企業管治守則乃於二零零五年一月一日或其後開始之會計年度生效。於截至二零一一年六月三十日止年度，本公司已應用企業管治守則之原則並且致力遵守企業管治守則之條文，惟本企業管治報告所提及之偏離情況(並已說明造成偏離之原因)除外。

董事的證券交易

本公司已採納上市規則附錄十所載之上市發行人董事進行證券交易的標準守則(「標準守則」)，作為本公司董事(「董事」)進行本公司證券之交易的行為守則。經進行特定查詢後，全體董事均確認於年內已遵守標準守則所載之必守準則。

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BOARD OF DIRECTORS

Board Composition

The Board currently comprises three executive Directors, one non-executive Director and three independent non-executive Directors. All Directors are subject to retirement and re-election every year at the annual general meeting in accordance with the bye-laws of the Company ("Bye-laws"). The composition of the Board is reviewed regularly to ensure that it has a good balance of expertise, skills and experience which can meet the requirements of the business of the Company. Biographical information of the Directors is set out on pages 38 to 40.

Chairman and Chief Executive Officer

Under CG Code provision A.2.1, the roles of Chairman and Chief Executive Officer should be separate and should not be performed by the same individual. Mr. Ke Jung Xiang, Chairman of the Company, had performed both roles in the past until Ms. Lo Yuen Lai, Deputy Chairman of the Company, was appointed as acting Chief Executive Officer with effective from 23 December 2010. Meanwhile, the Company is actively recruiting a qualified candidate to act as permanent Chief Executive Officer of the Company.

The Chairman provides leadership to the Board and is responsible for the overall strategic planning and corporate development, whereas the Chief Executive Officer is responsible for the day-to-day management, policy making and corporate management functions as well as formulating strategies for the Group.

董事會

董事會組成

董事會目前由三名執行董事、一名非執行董事及三名獨立非執行董事組成。全體董事均須根據本公司之公司細則（「公司細則」）每年於股東週年大會上退任及膺選連任。董事會之組成乃定期作檢討，確保董事會具備本公司業務所需之適當專業知識、技巧和經驗。董事之履歷載於第38至40頁。

主席及行政總裁

根據守則條文第A.2.1條，主席與行政總裁之角色應予區分及不應由一人兼任。本公司主席柯俊翔先生以往擔任上述兩種角色，直至本公司副主席盧元麗女士於二零一零年十二月二十三日獲委任為署理行政總裁為止。與此同時，本公司正積極招聘合資格人士出任本公司之正式行政總裁。

主席領導董事會，負責整體策略規劃及企業發展；行政總裁負責日常管理、制訂政策及企業管理職能，並且為本集團構思策略。

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Non-executive Directors

The non-executive Directors (including independent non-executive Directors) provide a wide range of expertise and experience as well as checks and balances to safeguard the interests of the Group and its shareholders. Their participation in the board brings independent judgement on issues relating to the Group's strategy, performance, conflicts of interest and management process to ensure that the interests of all shareholders of the Company have been duly considered.

Under CG Code provision A.3.2, the Company should appoint independent non-executive Directors representing at least one-third of the Board. Moreover, Rule 3.10 of the Listing Rules also requires the Board must include at least three independent non-executive Directors. Both of these requirements had not been met by the Company in previous years as there was only one independent non-executive Director served in the Board since May 2008.

In April 2010, the Company appointed two more independent non-executive Directors in order to fulfill Rule 3.10 of the Listing Rule. At the last annual general meeting of the Company held on 14 October 2010, the current Board comprising seven members was elected, out of them three are independent non-executive Directors, including one with financial management expertise, and deviation from Code provision A.3.2 has been rectified since then.

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

非執行董事

非執行董事(包括獨立非執行董事)提供豐富的專業知識和經驗,起制衡作用,維護本集團及其股東之利益。彼等參與董事會,為涉及本集團之策略、表現、利益衝突及管理過程之問題帶來獨立判斷,確保本公司全體股東之利益得到充份考慮。

根據企業管治守則條文第A.3.2條,本公司應委任之獨立非執行董事數目須至少為董事會成員總數的三分之一。此外,上市規則第3.10條亦規定董事會須最少有三名獨立非執行董事。由於自二零零八年五月以來董事會中只有一名獨立非執行董事,因此本公司於以往年度曾經不符合上述兩項規定。

二零一零年四月,本公司委任多兩名獨立非執行董事以符合上市規則第3.10條之規定。於二零一零年十月十四日舉行之本公司上一屆股東週年大會上,已選出由七名董事組成之現行董事會,當中包括三名獨立非執行董事,其中一名獨立非執行董事具備財務管理之專業知識,而偏離守則條文第A.3.2條之情況已自此糾正。

按照上市規則所載之獨立身份指引,本公司認為全體獨立非執行董事皆為獨立人士。

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Appointment, Re-election and Removal

The Board as a whole is responsible for the appointment of the Directors. The Chairman will take charge in identifying appropriate candidate to fill a casual vacancy or as an addition to the Board. The Chairman will propose the qualified candidate to the Board for consideration which will approve the appointment based on the suitability and qualification of the candidate.

Under CG Code provision A.4.1, the non-executive Directors should be appointed for a specific term, subject to re-election. This provision was not complied with in the past as the non-executive Directors were not appointed for a specific term. The deviation is now rectified as non-executive Directors have been appointed for specific terms since December 2010 and are subject to retirement and re-election at the annual general meeting in accordance with the Bye-laws.

Under CG Code provision A.4.2, every Director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. Pursuant to the Bye-laws, all Directors (including those appointed by the Board to fill a casual vacancy or as an addition to the Board) are not subject to retirement by rotation but are required to retire at each annual general meeting and shall then be eligible for re-election. As such, the Board considers that sufficient measures have been taken to ensure that the Company's corporate governance practices are no less exacting than those set out in this provision.

委任、重選及罷免

董事會全體負責董事之委任。主席將負責物色合適人選填補臨時空缺或為董事會新增成員。主席將向董事會建議合資格人選以供其考慮，而董事會將視乎人選是否合適及其資歷而決定是否批准任命。

根據企業管治守則條文第A.4.1條，非執行董事應以特定任期委任，並須重選連任。由於過去並非以特定任期委任非執行董事，故曾不符合此項條文。自二零一零年十二月起，非執行董事已經以特定任期委任，並須根據公司細則在股東週年大會上退任及膺選連任，因此現已糾正上述偏離條文之情況。

根據企業管治守則條文第A.4.2條，各董事（包括以特定任期委任者）須至少每三年輪值告退一次。根據公司細則，全體董事（包括董事會為補臨時空缺或為董事會新增成員而委任者）毋須輪值告退，惟須於每屆股東週年大會上告退，屆時合資格膺選連任。因此，董事會認為已採取足夠措施，確保本公司之企業管治常規與該條文所規定者同樣嚴謹。

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RESPONSIBILITY OF DIRECTORS AND MANAGEMENT

The Board is responsible for ensuring continuity of leadership, development of sound business strategies, availability of adequate capital and managerial resources to implement the business strategies adopted, adequacy of systems of financial and internal controls and conduct of business in conformity with applicable laws and regulations. All Directors have made full and active contribution to the affairs of the Board and the Board has always acted in the best interests of the Group.

The executive Directors and senior management are delegated with respective levels of authorities with regard to key corporate strategy and policy and contractual commitments. Management is responsible for the day-to-day operations of the Group with department heads responsible for different aspects of the business.

BOARD MEETINGS

During the year, the Board met regularly and held 17 meetings. The attendance record, on a named basis, at these meetings is set out as follows:

Executive Directors	Number of attendance	執行董事	出席次數
Mr. Ke Jun Xiang (<i>Chairman</i>)	16/17	柯俊翔先生 (<i>主席</i>)	16/17
Mr. Ho Pui Tsun, Peter (<i>Deputy Chairman</i>) (retired on 14 October 2010)	0/17	何佩川先生 (<i>副主席</i>) (於二零一零年十月十四日退任)	0/17
Ms. Lo Yuen Lai (<i>Deputy Chairman and Acting Chief Executive Officer</i>) (appointed on 19 April 2010 as non-executive Director and re-appointed as executive Director on 17 July 2010)	12/17	盧元麗女士 (<i>副主席兼署理行政總裁</i>) (於二零一零年四月十九日獲委任為非執行董事，並於二零一零年七月十七日獲重新委任為執行董事)	12/17
Mr. Shao Wei Hong (retired on 14 October 2010)	2/17	邵偉宏先生 (於二零一零年十月十四日退任)	2/17
Mr. Hu Yeshan (retired on 14 October 2010)	0/17	胡葉山先生 (於二零一零年十月十四日退任)	0/17
Mr. Simon Ng	15/17	伍世榮先生	15/17

董事及管理層之責任

董事會須負責確保領導之延續性、發展健全之業務策略、具備充裕資金及管理資源，落實採納之業務策略、財務和內部監控系統之完備性，且業務運作符合適用法律及法規。全體董事已對董事會事務作出完全及積極貢獻，董事會經常以本集團之最佳利益行事。

執行董事及高級管理層就重要之公司策略、政策及合約式承諾，按有關之授權級別接受委托。管理層負責本集團日常運作，而各部門主管負責不同範疇業務。

董事會會議

年內，董事會定期會晤，曾舉行17次會議。該等會議之出席紀錄(以列名形式)表列如下：

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	Number of attendance		出席次數
Non-executive Directors		非執行董事	
Mr. Li Qinyi (retired on 14 October 2010)	0/17	李勤毅先生 (於二零一零年十月十四日退任)	0/17
Mr. Chow Yeung Tuen, Richard	11/17	鄒揚敦先生	11/17
Independent Non-executive Directors		獨立非執行董事	
Mr. Kwok Yam Sheung	8/17	郭蔭尚先生	8/17
Mr. Chan Man Wai, Joman	11/17	陳文偉先生	11/17
Mr. Chan Siu Kay	7/17	陳紹基先生	7/17

For all Board meetings, an agenda and accompanying board papers of the meeting are sent in full to all Directors in advance. For regular Board meetings, notice of at least fourteen days is given to all Directors pursuant to CG Code provision A.1.3. For other Board meetings, notice of at least three days is given before the intended date of meeting.

Each Director has separate and independent access to the Group's management to acquire more information and to make further enquires if necessary. The Directors can attend meetings in person or through other means of electronic communication in accordance with the Bye-laws. Minutes are prepared to keep record of matters discussed and decisions resolved at all Board meetings.

NOMINATION OF DIRECTORS

The Company has not established a nomination committee as the duties and functions of which as recommended in CG Code provision A.4.5 are performed by the Board collectively with no Director being involved in fixing his own terms of appointment and no independent non-executive Director being involved in assessing his own independence.

就所有董事會會議而言，會議之議程及相關董事會文件於會議前全數送交全體董事。就董事會常規會議而言，會議通告乃根據企業管治守則第A.1.3條於會議日期最少十四日前送交全體董事。董事會其他會議之通告則在擬定舉行會議之日期最少三日前發出。

各董事均可個別和獨立地接觸本集團管理層，以取得更多資料，並於有需要時作出進一步查詢。根據公司細則，董事可親身或以其他電子通訊方式出席會議。本公司會編製會議紀錄，以記錄在所有董事會會議上討論之事宜及議決之決定。

提名董事

本公司並無成立提名委員會，原因為企業管治守則第A.4.5條所推薦之提名委員會之職務及職能由董事會集體履行，而並無董事涉及本身委任條款之釐定，亦並無獨立非執行董事涉及評審本身是否具備獨立身份。

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REMUNERATION COMMITTEE

The Company has set up the Remuneration Committee in accordance with CG Code provisions B.1.1 to B.1.5 on 13 December 2010 with one executive Director and three independent non-executive Directors as its members and the Chairman is Mr. Ke Jun Xiang.

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

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

The Remuneration Committee meets at least once a year. During the year under review, one meeting was held with an attendance rate of 100% to review the remuneration packages of all Directors of the Company and the senior management of the Group.

薪酬委員會

本公司已於二零一零年十二月十三日根據企業管治守則第B.1.1至B.1.5條成立薪酬委員會，現由一名執行董事及三名獨立非執行董事出任成員，並由柯俊翔先生出任主席。

薪酬委員會之主要角色及功能如下：

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

薪酬委員會至少每年舉行一次會議。於回顧年度，薪酬委員會已舉行一次會議，全體成員均有出席是次會議，會上檢討了全體董事及本集團高級管理層之薪津組合。

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AUDITOR'S REMUNERATION

For the year ended 30 June 2011, the fees paid to the auditor of the Company in respect of services rendered to the Group are set out below:

Services rendered	獲提供之服務	HK\$'000 千港元
Audit services	核數服務	720
Non-audit services:	非核數服務：	
Internal control review	檢討內部監控	751
Providing comfort letters on profits and cash flow forecasts and working capital sufficiency, and providing accountants report on pro-forma statement of financial position for the inclusion in the circular of the Company dated 24 December 2010	就溢利及現金流量預測以及營運資金是否充足出具信心保證書，並且就備考財務狀況表出具會計師報告，以收錄於本公司日期為二零一零年十二月二十四日之通函	622
Others	其他	51
		2,144

核數師之酬金

截至二零一一年六月三十日止年度，就本集團獲提供之服務而已付本公司核數師之費用載列如下：

AUDIT COMMITTEE

The Audit Committee of the Company was formed in March 2000. It currently comprises three independent non-executive Directors and the Chairman is Mr. Chan Siu Kay.

The major roles and functions of the Audit Committee are:

- to make recommendation to the Board on the appointment, re-appointment and removal of the auditor, to approve their remuneration and terms of engagement, and any questions of regarding their resignation or dismissal;
- to discuss with the auditor before the audit commences, the nature and scope of the audit;

審核委員會

本公司於二零零零年三月成立審核委員會，其目前由三名獨立非執行董事組成，並由陳紹基先生出任主席。

審核委員會之主要職責及職能如下：

- 就核數師之委聘、續聘及撤職事宜，批核核數師之酬金及聘任條款，以及有關核數師辭任或罷免之任何問題向董事會作出推薦意見；
- 於審核開始前與核數師商討審核之性質及範疇；

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| <p>3. to review the interim and annual financial statements before submission to the Board;</p> <p>4. to discuss problems and reservations arising from the interim results and final audit, and any matters the auditor may wish to discuss; and</p> <p>5. to review the Group's financial and accounting policies and practices.</p> | <p>3. 於向董事會提交中期及全年財務報表前審閱中期及全年財務報表；</p> <p>4. 討論中期業績及全年審核工作產生之問題和保留意見，以及核數師有意商談之任何事項；及</p> <p>5. 審閱本集團之財務及會計政策與慣例。</p> |
|--|--|

The Audit Committee meets at least twice every year and additional meetings may be convened as and when necessary. During the year ended 30 June 2011, two meetings were held with an attendance rate of 100% to review the accounting principles and practices adopted by the Group and to discuss internal controls and financial reporting matters including the review of final results for the year ended 30 June 2010 and interim results for the six months ended 31 December 2010 of the Group. Each member of the Audit Committee has unrestricted access to the Group's auditor and the management.

INTERNAL CONTROLS

The Board acknowledges its responsibility for the integrity of the Group's financial information and the effectiveness of the Group's system of internal controls and risk management processes. In this context, the Board has established a clear organisational structure with appropriate delegation of responsibility to satisfy changing business needs while managing risks that are critical to the achievement of business objectives.

The Board has approved and adopted a set of written manuals for the disclosure of information, internal control procedures and the delineation of responsibilities of the Board and board committees in May 2008 which were updated in December 2010 (collectively refer to as "Internal Control Manual"). The Company has commissioned ongoing review on the Group's internal control system and operational procedures through the Audit Committee.

審核委員會每年至少舉行兩次會議，於需要時亦會舉行額外會議。截至二零一一年六月三十日止年度，審核委員會曾舉行兩次會議，全體委員均有出席，會上審閱了本集團所採納之會計原則及慣例，並討論各項內部監控措施及財務申報事宜，當中包括審閱本集團截至二零一零年六月三十日止年度之全年業績及截至二零一零年十二月三十一日止六個月之中期業績。各審核委員會成員均可接觸本集團核數師及管理人員而不會受到限制。

內部監控

董事會承認對本集團財務資料之完整性及本集團內部監控系統及風險管理程序之有效性負責。因此，董事會在建立具適當責任授權之明確組織架構時，以滿足不斷變換之業務需要之同時，亦進行風險管理，而這對達致業務目標而言乃至為重要。

二零零八年五月，董事會批准及採納一套有關披露資料、內部監控及董事會與董事委員會之職責分工的書面指引，並於二零一零年十二月更新該指引（統稱「內部監控指引」）。本公司通過審核委員會而持續檢討內部監控制度及營運程序。

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While the Audit Committee conducts continuous review on the adequacy and effectiveness of the existing internal controls on behalf of the Board, the day-to-day responsibility for the conduct of these control procedures, the on-going monitoring of risks and the effectiveness of the corresponding internal controls rest with the management.

Where issues are identified in the course of review, the Company has sought to, and will continue to seek to, implement remedial measures so as to ensure that systems are, or will promptly be put, in place to enable the Company to have better internal controls, and hence ability to ensure compliance of its financial reporting and other obligations. During the year, the Group has engaged the external auditor to conduct a follow up review on the internal control systems of the Company and its major subsidiary, AVT Electronics, with a view to establishing effective procedures, systems and controls to ensure compliance with the Internal Control Manual and the Listing Rules. The Company has also appointed Kingsway Financial Services Group Limited in November 2010 as the Compliance Officer to ensure the Company complies with Rule 13.46 of the Listing Rules in respect of its financial results.

DIRECTORS' RESPONSIBILITY FOR PREPARING FINANCIAL STATEMENTS

The Directors acknowledge their responsibility to prepare the financial statements that give a true and fair view of the state of affairs of the Group. The Board considers that in preparing the financial statements, the Group has applied the appropriate accounting policies that are consistently adopted and made judgments or estimates that are reasonable and prudent in accordance with the applicable Hong Kong Financial Reporting Standards, as issued by the Hong Kong Institute of Certified Public Accountants.

審核委員會代表董事會對現有之內部監控是否完備及有效不斷進行審核，而每日監控程序之施行、持續監察相應內部監控之風險及成效則由管理層負責。

就檢討時發現之任何問題，本公司已經並將繼續補救，確保實行或適時實行適用制度，確保本公司有更佳內部監控以及有能力確保遵守財務報告及其他責任。於本年度，本集團已委任外聘核數師對本公司及其主要附屬公司AVT Electronics之內部監控制度進行跟進檢討，以制訂有效之程序、制度及監控，確保符合內部監控指引及上市規則之規定。本公司亦已於二零一零年十一月委聘匯富融資有限公司為合規顧問，確保本公司之財務業績符合上市規則第13.46條之規定。

董事對編製財務報表之責任

董事確認彼等有編製真實而公平地反映本集團事務狀況之財務報表的責任。董事會認為，於編製財務報表時，本集團已按照香港會計師公會頒佈之適用香港財務報告準則貫徹應用適當會計政策，並作出合理及審慎之判斷或估計。

CORPORATE GOVERNANCE REPORT 企業管治報告書

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

AUDITOR'S REPORTING RESPONSIBILITIES

The responsibilities of the auditor of the Company with respect to financial reporting are set out in the section of "Independent Auditor's Report" on pages 41 to 43.

SHAREHOLDERS' RIGHTS AND INVESTOR RELATIONS

The Board is committed to provide the shareholders of the Company ("Shareholders") with a clear and complete picture of the financial information of the Group by way of publication of interim and annual reports. Apart from receiving circulars, notices and financial reports, Shareholders may also choose to log on our website (www.cil479.com.hk) to access more information.

The Company encourages participation of Shareholders at every annual general meeting to stay informed of the Group's strategy and goals. The Chairman himself takes the chair in annual general meetings to ensure that Shareholders' views are communicated to the Board. The annual general meetings provide a useful forum to exchange views with the Board.

The Company keeps Shareholders informed of the procedure for voting by poll in all circulars to Shareholders which are from time to time despatched to Shareholders together with notices of general meetings of the Company. The Company has taken steps to ensure compliance with the requirements about voting by poll contained in the Listing Rules and the constitutional documents of the Company. Poll results are published on the website of the Stock Exchange and are posted on the website of the Company shortly after the meetings.

董事會經作出適當查詢後認為，本集團於可預見未來內擁有充裕資源維持經營業務。因此，本集團採納持續經營基準編製財務報表實屬適當。

核數師之申報責任

本公司核數師就財務報告之責任載於第41至43頁之「獨立核數師報告書」一節。

股東權利及投資者關係

董事會透過刊印中期及年度報告，致力為本公司股東（「股東」）提供清晰與全面的集團財務資料。股東除獲寄通函、通告與財務報告外，也可登入公司網站(www.cil479.com.hk)取得更多資料。

本公司鼓勵股東出席本公司每屆股東週年大會以讓股東了解本集團的策略及目標。主席親自主持股東週年大會，以確保股東的意見能轉達到董事會。股東週年大會正好作為股東與董事會交流的論壇。

本公司在不時發送予股東的通函（連同本公司的股東大會通告）內載列以投票方式表決的程序，讓股東瞭解該程序。本公司已採取步驟確保以投票方式表決符合上市規則及本公司法規文件的規定。表決結果在大會結束後不久於聯交所網站登載並刊載於本公司網站。

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

EXECUTIVE DIRECTORS

KE Jun Xiang, aged 48, joined the Company in August 1999 and is an executive director and chairman of the Company. Mr. Ke graduated from Zhongshan University with a major in Business Management. He joined China Huitong Group of Companies as the person-in-charge of the Guangzhou Office and had been appointed as the legal representative and general manager of the Guandong Company of China Huitong Group of Companies since 1992.

LO Yuen Lai, aged 56, was appointed on 19 April 2010 as a non-executive Director and re-appointed on 17 July 2010 as an executive director and deputy chairman of the Company. Ms. Lo has over 30 years of experience in Hong Kong and the PRC trade business and also has over 20 years of experience in property investment in Hong Kong and the PRC. She is a minority shareholder of AVT Electronics Limited.

Simon NG, aged 38, joined the Company on 19 April 2010 as an executive Director. He has over 12 years of experience in corporate finance, capital markets and principal investments in Hong Kong, Taiwan, the PRC and Korea. Mr. Ng has been specialising in mergers and acquisitions and takeovers. He is currently registered as a responsible officer in corporate finance advisory and dealing in securities with the Securities and Futures Commission of Hong Kong. He holds a Bachelor of Arts Degree (Honors) in Economics from Wilfred Laurier University and a Master of Economics Degree from the University of Hong Kong.

執行董事

柯俊翔，現年48歲，於一九九九年八月加入本公司，現擔任本公司之執行董事及主席。柯先生畢業於中山大學，主修商業管理。彼曾在中國惠通集團之廣州辦事處任職主管，並於一九九二年獲委任為中國惠通旗下的廣東惠通實業公司之法人代表及總經理。

盧元麗，現年56歲，於二零一零年四月十九日獲委任為非執行董事，並於二零一零年七月十七日獲重新委任為本公司執行董事及副主席。盧女士擁有於香港及中國大陸運營貿易業務逾30年經驗，且於香港及中國大陸之物業投資方面有逾20年經驗。彼為AVT Electronics Limited之少數股東。

伍世榮，現年38歲，於二零一零年四月十九日加入本公司出任執行董事。彼在香港、台灣、中國及韓國於機構融資、資本市場及資本投資方面擁有逾12年經驗。伍先生一直專業從事合併及收購。彼於香港證券及期貨事務監察委員會註冊登記為機構融資顧問及證券買賣方面之負責人員。彼持有Wilfred Laurier University榮譽經濟學文學士學位，以及香港大學經濟學碩士學位。

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

NON-EXECUTIVE DIRECTOR

CHOW Yeung Tuen, Richard, aged 54, joined the Company on 19 April 2010 as a non-executive Director. Mr. Chow is a Certified Public Accountant with over 25 years of experience in accounting, auditing and taxation. Mr. Chow is also a Barrister of England and Wales. He is a fellow member of the Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants, the Hong Kong Institute of Chartered Secretaries and the Taxation Institute of Hong Kong. He also holds a Master Degree in Business Administration from the University of East Asia, Macau.

INDEPENDENT NON-EXECUTIVE DIRECTORS

KWOK Yam Sheung, aged 64, joined the Company in September 2004 as an independent non-executive Director. Mr. Kwok is a corporate secretary. He is a fellow member of the Institute of Chartered Secretaries and Administrators and the Hong Kong Institute of Company Secretaries. He has worked for a number of public listed companies as company secretary and also has extensive experience in the property industry.

CHAN Man Wai, Joman, aged 46, joined the Company on 19 April 2010 as an independent non-executive Director. He has over 20 years of experience in property redevelopment in Hong Kong and has held an Estate Agents Licence granted by the Estate Agents Authority of Hong Kong for about 10 years. Mr. Chan was also the holder of a Money Lending Licence in Hong Kong during 1997 to 2003 and was responsible for the operation of a financial institution in Hong Kong.

非執行董事

鄒揚敦，現年54歲，於二零一零年四月十九日加入本公司出任非執行董事。鄒先生為香港執業會計師，擁有超過二十五年之會計、核數及稅務工作經驗。鄒先生亦為英格蘭及威爾斯之大律師。彼為特許公認會計師公會、香港會計師公會、香港特許秘書公會及香港稅務學會資深會員。彼亦持有澳門東亞大學工商管理碩士學位。

獨立非執行董事

郭蔭尚，現年64歲，於二零零四年九月加入本公司，擔任獨立非執行董事。郭先生現職為公司秘書。彼為英國特許秘書及行政人員公會及香港公司秘書公會之資深會員，並曾於多間上市公司出任公司秘書一職，於物業市場亦擁有豐富的經驗。

陳文偉，現年46歲，於二零一零年四月十九日加入本公司為獨立非執行董事。彼於香港物業重新發展方面擁有逾20年經驗，且已獲得由香港地產代理監管局授予之地產代理牌照約10年。陳先生亦於一九九七年至二零零三年為放債人牌照持有人，並負責香港一間財務機構之營運。

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

CHAN Siu Kay, age 52, joined the Company on 19 April 2010 as an independent non-executive Director. Mr. Chan holds a Master Degree in Business Administration from the University of Strathclyde, Britain and a Master Degree in Corporate Finance from the Hong Kong Polytechnic University. He is a fellow member of the Association of Chartered Certified Accountants and a Certified Public Accountant of The Hong Kong Institute of Certified Public Accountants. He is also an associate member of The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators. He has over 26 years in audit, accounting, taxation, corporate finance and IPO in an international audit firm and listed companies.

COMPANY SECRETARY

CHIU King Hoi, Anthony, aged 51, joined the Company in October 1997. He is also the financial controller of the Company. Mr. Chiu holds a Bachelor Degree of Commerce in Accounting and a Master Degree of Business in Electronic Commerce. He is a fellow member of CPA Australia and a Certified Public Accountant of The Hong Kong Institute of Certified Public Accountants. Mr. Chiu has over 20 years of work experience in auditing and accounting. Prior to joining the Company, he had held senior financial positions in various listed companies in Hong Kong.

陳紹基，現年52歲，於二零一零年四月十九日加入本公司出任獨立非執行董事。陳先生持有英國斯特拉斯克萊德大學工商管理碩士學位，及香港理工大學企業融資財務碩士學位。彼為英國特許公認會計師公會資深會員，及香港會計師公會會員。彼並為香港特許秘書公會會員及英國特許秘書及行政人員公會會員。彼曾在一家國際會計師事務所及多家上市公司於審計、會計、稅務、企業融資及安排公司上市集資累積超過二十六年經驗。

公司秘書

趙景開，現年51歲，於一九九七年十月加入本公司。彼亦為本公司之財務總監。趙先生持有會計學士學位及電子商貿碩士學位。彼為澳洲會計師公會資深會員及香港會計師公會會員。趙先生於審核及會計方面工作逾20年。於加入本公司前，彼曾於香港多間上市公司出任高級財務人員職位。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告書



GRAHAM H.Y. CHAN & CO.

CERTIFIED PUBLIC ACCOUNTANTS (PRACTISING)
HONG KONG

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

We have audited the consolidated financial statements of CIL Holdings Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 44 to 139, which comprise the consolidated and Company statements of financial position as at 30 June 2011, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

致華建控股有限公司股東之 獨立核數師報告書 *(於百慕達註冊成立之有限公司)*

本核數師(以下簡稱「我們」)已審核第44頁至第139頁所載華建控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表。此綜合財務報表包括於二零一一年六月三十日之綜合及 貴公司財務狀況表,以及截至該日止年度之綜合全面收益表、綜合權益變動表和綜合現金流量表,以及主要會計政策概要及其他說明資料。

董事於綜合財務報表之責任

貴公司董事須負責根據香港會計師公會頒布之香港財務報告準則及香港公司條例之披露規定,編製真實而公平之綜合財務報表,並落實其認為編製綜合財務報表所必要的內部監控,以使所編製的綜合財務報表不存在由於欺詐或錯誤而導致之重大錯誤陳述。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告書

AUDITOR'S RESPONSIBILITY

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

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

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

核數師之責任

我們之責任乃根據審核之結果，就該等綜合財務報表發表意見，並按百慕達公司法第90條之規定僅向全體股東報告，除此之外，本報告不作其他用途。我們概不就本報告之內容對任何其他人士負責或承擔責任。我們已根據香港會計師公會頒佈之香港審計準則審核。這些準則要求我們遵守道德規範，並規劃及執行審核，以合理確定此等綜合財務報表是否不存在任何重大錯誤陳述。

審核工作包括執行政序以獲取有關綜合財務報表所載金額及披露資料之審核憑證。所選定之程序乃取決於核數師之判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存有重大錯誤陳述之風險。在評估該等風險時，我們會考慮與該公司編製真實而公平地列報之綜合財務報表相關之內部監控，以設計適當之審核程序，但並非為對該公司之內部監控之效能發表意見。審核亦包括評估董事所採用之會計政策是否合適及所作出之會計估計是否合理，以及評估綜合財務報表之整體列報方式。

我們相信，我們所獲得之審核憑證已充足和適當地為我們之審核意見提供基礎。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告書

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 30 June 2011 and of the Group's loss and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

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

Hong Kong, 27 September 2011

意見

我們認為，上述之綜合財務報表根據香港財務報告準則足以真實及公平地反映 貴公司及 貴集團於二零一一年六月三十日之財務狀況以及 貴集團截至該日止年度之虧損及現金流量，並已根據香港公司條例之披露規定妥為編製。

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

香港，二零一一年九月二十七日

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME 綜合全面收益表

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

		Note	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
		附註		
Turnover	營業額	8	270,846	219,757
Cost of sales	銷售成本		(261,553)	(209,379)
Gross profit	毛利		9,293	10,378
Other income	其他收入	9	5,519	2,700
Gain on debt settlement and written-back of liabilities	債務清償及撥回負債 之收益	10	6,462	5,554
Administrative expenses	行政開支		(18,673)	(11,930)
Finance costs	融資成本	11	(3,880)	(5,525)
(Loss)/profit before taxation	除稅前(虧損)/溢利	12	(1,279)	1,177
Income tax credit	所得稅抵免	13	591	-
(Loss)/profit for the year	本年度(虧損)/溢利		(688)	1,177
Total comprehensive (loss)/income for the year	本年度全面(虧損)/ 收益總額		(688)	1,177
Attributable to:	下列人士應佔:			
- Owners of the Company	- 本公司擁有人	14	(1,575)	(274)
- Non-controlling interest	- 非控股權益		887	1,451
			(688)	1,177
Loss per share for loss attributable to owners of the Company:	本公司擁有人應佔虧損 之每股虧損:	15		
- Basic	- 基本		(0.25) cents 仙	(0.09) cents 仙
- Diluted	- 攤薄		N/A 不適用	N/A 不適用

Details of dividend payable to Owners of the Company are set out in note 16

應派付予本公司擁有人之股息的詳情載於附註16。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION 綜合財務狀況表

At 30 June 2011 於二零一一年六月三十日

		Note 附註	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、機器及設備	19	1,215	316
Available-for-sale investment	可供出售投資	21	-	-
Deferred tax assets	遞延稅項資產	30	591	-
			1,806	316
Current assets	流動資產			
Inventories	存貨	22	30,182	15,664
Trade and bills receivables	應收貿易賬款及票據	23	42,337	27,886
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		1,739	1,220
Fixed deposits	定期存款	24	40,289	1,312
Bank balances and cash	銀行結存及現金		33,135	24,625
			147,682	70,707
Current liabilities	流動負債			
Trade and bills payables	應付貿易賬款及票據	25	21,088	13,366
Accruals, deposits received and other payables	應計費用、已收按金及其他應付款項	26	61,918	69,568
Interest-bearing borrowings	計息借貸	27	38,893	70,054
Due to related parties	應付關聯方款項	28	10,664	19,578
Due to directors	應付董事款項	29	-	7,588
			132,563	180,154
Net current assets/(liabilities)	流動資產/(負債)淨額		15,119	(109,447)
Net assets/(liabilities)	資產/(負債)淨額		16,925	(109,131)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION 綜合財務狀況表

At 30 June 2011 於二零一一年六月三十日

			2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
			Note 附註	
Capital and reserves	資本及儲備			
Issued capital	已發行股本	31	10,492	61,749
Reserves	儲備		4,095	(172,331)
Equity/(deficits) attributable to owners of the Company	本公司擁有人應佔權益/(虧絀)		14,587	(110,582)
Non-controlling interest	非控股權益		2,338	1,451
Total equity/(deficits)	權益/(虧絀)總額		16,925	(109,131)

The financial statements on pages 44 to 139 were approved and authorised for issue by the board of directors on 27 September 2011 and are signed on its behalf by:

第44至139頁之財務報表已經董事會於二零一一年九月二十七日批准及授權刊發，並由下列董事代表簽署：

Ke Jun Xiang
柯俊翔
Director
董事

Lo Yuen Lai
盧元麗
Director
董事

STATEMENT OF FINANCIAL POSITION 財務狀況表

At 30 June 2011 於二零一一年六月三十日

		Note 附註	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Non-current assets	非流動資產			
Investments in subsidiaries	於附屬公司之投資	20	20	20
Available-for-sale investment	可供出售投資	21	-	-
			20	20
Current assets	流動資產			
Due from subsidiaries	應收附屬公司款項	20	26,214	19
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		165	1,005
Fixed deposits	定期存款	24	40,289	-
Bank balances and cash	銀行結存及現金		29,528	24,398
			96,196	25,422
Current liabilities	流動負債			
Accruals, deposits received and other payables	應計費用、已收按金及其他應付款項	26	60,781	68,750
Interest-bearing borrowings	計息借貸	27	17,888	52,619
Due to subsidiaries	應付附屬公司款項	20	20	262
Due to related parties	應付關聯方款項	28	654	1,952
Due to directors	應付董事款項	29	-	4,966
			79,343	128,549
Net current assets/(liabilities)	流動資產/(負債)淨額		16,853	(103,127)
Net assets/(liabilities)	資產/(負債)淨額		16,873	(103,107)
Capital and reserves	資本及儲備			
Issued capital	已發行股本	31	10,492	61,749
Reserves	儲備	33	6,381	(164,856)
Total equity/(deficits)	權益/(虧絀)總額		16,873	(103,107)

Ke Jun Xiang
柯俊翔
Director
董事

Lo Yuen Lai
盧元麗
Director
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 綜合權益變動表

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

		Attributable to owners of the Company 本公司擁有人應佔				Non-controlling		
		Issued capital 已發行股本	Share premium 股份溢價	Capital reserve 資本儲備	Accumulated losses 累積虧損	Total 合計	interest 非控股權益	Total 合計
		HK\$' 000 千港元	HK\$' 000 千港元	HK\$' 000 千港元	HK\$' 000 千港元	HK\$' 000 千港元	HK\$' 000 千港元	HK\$' 000 千港元
At 1 July 2009	於二零零九年七月一日	61,749	293,907	(100)	(465,864)	(110,308)	-	(110,308)
(Loss)/profit for the year	年內(虧損)/溢利	-	-	-	(274)	(274)	1,451	1,177
Total comprehensive (loss)/income for the year	年內全面(虧損)/收益總額	-	-	-	(274)	(274)	1,451	1,177
At 30 June 2010 and 1 July 2010	於二零一零年六月三十日及二零一零年七月一日	61,749	293,907	(100)	(466,138)	(110,582)	1,451	(109,131)
(Loss)/profit for the year	年內(虧損)/溢利	-	-	-	(1,575)	(1,575)	887	(688)
Total comprehensive (loss)/income for the year	年內全面(虧損)/收益總額	-	-	-	(1,575)	(1,575)	887	(688)
Transactions with owners	與擁有人之交易							
Capital reorganisation (note 31)	股本重組(附註31)	(58,662)	(293,907)	-	352,569	-	-	-
Issue of shares for cash:	發行股份以收取現金:							
- Issue of placing shares	- 發行配售股份	2,028	32,972	-	-	35,000	-	35,000
- Issue of subscription shares	- 發行認購股份	2,723	44,273	-	-	46,996	-	46,996
Issue of shares to extinguish liabilities due to Settlement Creditors (note 10)	發行股份以清償應付予清償債權人之負債(附註10)	2,654	43,147	-	-	45,801	-	45,801
Share issue expenses	股份發行開支	-	(1,053)	-	-	(1,053)	-	(1,053)
At 30 June 2011	於二零一一年六月三十日	10,492	119,339	(100)	(115,144)	14,587	2,338	16,925

CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

		2011 二零一一年 HK\$' 000 千港元	2010 二零一零年 HK\$' 000 千港元
(Loss)/profit before taxation	除稅前(虧損)/溢利	(1,279)	1,177
Adjustments for:	就下列各項作出調整：		
Interest income	利息收入	(173)	(48)
Finance costs	融資成本	3,880	5,525
Depreciation	折舊	244	332
Gain on debt settlement and written-back of liabilities	債務清償及撥回負債之收益	(6,462)	(5,554)
Write-down of inventories	撇減存貨	247	-
Loss on disposal of property, plant and equipment	處置物業、機器及設備之虧損	72	5
Operating (loss)/income before working capital changes	營運資金變動前之經營 (虧損)/收入	(3,471)	1,437
Increase in trade and bills receivables	應收貿易賬款及票據增加	(14,451)	(12,967)
(Increase)/decrease in prepayments, deposits and other receivables	預付款項、按金及其他應收款項 (增加)/減少	(519)	6,048
Increase in inventories	存貨增加	(14,765)	(8,723)
Increase/(decrease) in trade and bills payables, accruals, other payables and deposits received	應付貿易賬款及票據、應計費用、 其他應付款項及已收按金 增加/(減少)	11,710	(14,805)
Decrease in due to directors	應付董事款項減少	(7,588)	(9,438)
(Decrease)/increase in due to related parties	應付關聯方款項(減少)/增加	(7,615)	5,802
Cash used in operations	經營所用現金	(36,699)	(32,646)
Interest paid	已付利息	(1,285)	(2,737)
Net cash used in operating activities	經營業務所用現金淨額	(37,984)	(35,383)

CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

		2011 二零一一年 HK\$' 000 千港元	2010 二零一零年 HK\$' 000 千港元
Cash flows from investing activities	投資業務所得現金流量		
Purchase of property, plant and equipment	購買物業、機器及設備	(1,345)	(46)
Proceeds from sale of property, plant and equipment	出售物業、機器及設備之所得款項	130	-
(Increase)/decrease in fixed deposits – pledged	已抵押定期存款(增加)/減少	(18,700)	381
Interest income	利息收入	173	48
Net cash (used in)/from investing activities	投資業務(所用)/所得現金淨額	(19,742)	383
Cash flows from financing activities	融資活動所得現金流量		
Net increase in factoring loans	讓售貸款增加淨額	5,549	3,999
Net increase in other bank borrowings	其他銀行借貸增加淨額	4,419	-
New other loans raised	新借其他貸款	4,901	30,752
Repayment of other loans	償還其他貸款	(9,297)	(1,355)
Proceeds from issue of placing shares	發行配售股份之所得款項	35,000	-
Proceeds from issue of subscription shares	發行認購股份之所得款項	46,996	-
Share issue expenses	股份發行開支	(1,053)	-
Net cash from financing activities	融資所得現金淨額	86,515	33,396
Net increase/(decrease) in cash and cash equivalents	現金及現金等值項目增加/(減少)淨額	28,789	(1,604)
Cash and cash equivalents at 1 July	於七月一日之現金及現金等值項目	24,623	26,227
Cash and cash equivalents at 30 June	於六月三十日之現金及現金等值項目	53,412	24,623
Represented by:	即:		
Bank balances and cash	銀行結存及現金	33,135	24,625
Fixed deposits – unpledged (note 24)	無抵押定期存款(附註24)	20,277	-
Bank overdraft (note 27)	銀行透支(附註27)	-	(2)
		53,412	24,623

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

1. CORPORATE INFORMATION

The Company is incorporated in Bermuda as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). Trading of the Company's shares had been suspended since 1 April 2004. Upon satisfaction of the resumption conditions specified by the Stock Exchange, the Company's reorganised shares resumed trading on the Main Board of the Stock Exchange on 19 January 2011.

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

The consolidated financial statements are presented in Hong Kong dollars, which is also the functional currency of the Company.

The principal activity of the Company is investment holding. The principal activities of the Company's principal subsidiaries are set out in note 20(c).

2. RESUMPTION PROPOSAL

On 18 January 2011, the Company announced that a resumption proposal submitted to the Stock Exchange on 22 January 2010, which involved, inter alia, fund raising activities and debt settlements (the "Resumption Proposal"), as set out in the circular of the Company dated 24 December 2010, and approved by the shareholders of the Company at a special general meeting on 17 January 2011, had been completed. The Resumption Proposal includes:

1. 公司資料

本公司於百慕達註冊成立為獲豁免有限責任公司，其股份於香港聯合交易所有限公司（「聯交所」）上市。本公司之股份自二零零四年四月一日起暫停買賣。於聯交所指定之復牌條件達成後，本公司之重組股份已於二零一一年一月十九日在聯交所主板恢復買賣。

本公司之註冊辦事處及主要營業地點之地址，已於年報「公司資料」一節披露。

綜合財務報表以港元呈列，而港元亦為本公司之功能貨幣。

本公司之主要業務為投資控股。本公司主要附屬公司之主要業務已載於附註20(c)。

2. 復牌方案

於二零一一年一月十八日，本公司宣佈，於二零一零年一月二十二日向聯交所遞交之復牌方案已告完成。該復牌方案涉及（其中包括）集資活動及清償債務（「復牌方案」），有關資料乃載於本公司日期為二零一零年十二月二十四日之通函，而復牌方案已於二零一一年一月十七日舉行之股東特別大會上獲本公司股東批准。復牌方案包括以下各項：

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

2. RESUMPTION PROPOSAL (Continued)

- a) Capital reorganisation through capital reduction by cancellation of HK\$0.0095 out of HK\$0.01 of the paid-up capital on each existing share of the Company and cancellation of all amounts standing to credit of the share premium account for transfer to the contributed surplus account of the Company, application of the entire amount standing to the credit of the contributed surplus account to set off the accumulated losses of the Company, and consolidation of every 20 issued shares of HK\$0.0005 each into 1 reorganised share of HK\$0.01 each ("Reorganised Share"). Details are set out in note 31 to the financial statements;
- b) Placement of 202,780,000 Reorganised Shares at a placing price of HK\$0.1726 each, resulting in cash consideration of approximately HK\$35 million. Details are set out in note 31 to the financial statements;
- c) Subscription of 272,280,000 Reorganised Shares at a subscription price of HK\$0.1726 each to several subscribers, resulting in aggregate cash consideration of approximately HK\$47 million. Details are set out in note 31 to the financial statements; and
- d) Pursuant to debt settlement agreements and supplementary agreements (the "Debt Settlement Agreements") between the Company and several creditors ("Settlement Creditors"), the Company issued 265,360,000 Reorganised Shares at a price of HK\$0.1726 each to extinguish all the liabilities due to these Settlement Creditors. Details are set out in note 10 to the financial statements.

2. 復牌方案(續)

- a) 實行股本重組，當中涉及將本公司每股已發行現有股份之繳足面值0.01港元中註銷0.0095港元，以及註銷股份溢價賬之全部進賬額以轉入本公司之實繳盈餘賬，將實繳盈餘賬之全部進賬額用於抵銷本公司之累計虧損；及每20股每股面值0.0005港元之已發行股份合併為一股每股面值0.01港元之重組股份（「重組股份」）。有關詳情載於財務報表附註31；
- b) 按每股0.1726港元之配售價配售202,780,000股重組股份，就此收取之現金代價約為35,000,000港元。有關詳情載於財務報表附註31；
- c) 由數名認購人按每股0.1726港元之認購價認購272,280,000股重組股份，就此收取總現金代價約47,000,000港元。有關詳情載於財務報表附註31；及
- d) 根據本公司與數名債權人（「清償債權人」）之間的債務清償協議及補充協議（「該等債務清償協議」），本公司按每股0.1726港元之價格發行265,360,000股重組股份，以清償應付予該等清償債權人之所有負債。有關詳情載於財務報表附註10。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

In the current year, the Group has applied the following new and revised standards, amendments and interpretations ("new and revised HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") which are effective for annual periods beginning from 1 July 2010.

HKFRSs (Amendments)

香港財務報告準則(修訂本)

HKFRSs (Amendments)

香港財務報告準則(修訂本)

HKAS 32 (Amendment)

香港會計準則第32號(修訂本)

HKFRS 1 (Amendments)

香港財務報告準則第1號(修訂本)

HKFRS 1 (Amendment)

香港財務報告準則第1號(修訂本)

HKFRS 2 (Amendments)

香港財務報告準則第2號(修訂本)

HK (IFRIC) – Int 19

香港(國際財務報告詮釋委員會)–詮釋19

HK – Int 5

香港–詮釋5

3. 採納新訂及經修訂之香港財務報告準則

於本年度，本集團已採納下列由香港會計師公會(「香港會計師公會」)頒佈而於二零一零年七月一日開始之年度期間生效之新訂及經修訂之準則、修訂及詮釋(「新訂及經修訂香港財務報告準則」)。

Amendments to HKFRS 5 & 8, and HKAS 1, 7, 17, 18, 36 & 39 as part of Improvements to HKFRSs issued in 2009

香港財務報告準則第5及8號，以及香港會計準則第1、7、17、18、36及39號之修訂本，作為於二零零九年頒佈之香港財務報告準則之改進的一部份

Amendments to HKFRS 3 and Transition requirements for amendments arising as a result of HKAS 27 as part of Improvements to HKFRSs issued in 2010

香港財務報告準則第3號之修訂本以及因香港會計準則第27號而產生之修訂的過渡規定，作為於二零一零年頒佈之香港財務報告準則之改進的一部份

Classification of Rights Issues

供股之分類

Additional Exemptions for First-time Adopters

首次採納者之額外豁免

Limited Exemption from Comparative HKFRS 7

Disclosures for First-time Adopters

首次採納者就根據香港財務報告準則第7號提供比較披露資料可獲之有限豁免

Group Cash-settled Share-based Payment Transactions

集團以現金結算之股份基礎付款交易

Extinguishing Financial Liabilities with Equity Instruments

以權益工具償還金融負債

Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayable on Demand Clause

財務報表之呈列 – 借款人對包含按要求償還條款之定期貸款的分類

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

Hong Kong (IFRIC) Interpretation 19 "Extinguishing Financial Liabilities with Equity Instruments"

Hong Kong (IFRIC) Interpretation 19 "Extinguishing Financial Liabilities with Equity Instruments" ("HK(IFRIC) Int 19") clarifies the accounting by an entity when the terms of a financial liability are renegotiated and result in the entity issuing equity instruments to a creditor of the entity to extinguish all or part of the financial liability (debt for equity swap). It requires a gain or loss to be recognised in profit or loss, which is measured as the difference between the carrying amount of the financial liability and the fair value of the equity instruments issued. The Group has applied HK(IFRIC) Int 19 for the first time in the current year.

During the year ended 30 June 2011, the Company has entered into several debt settlement agreements with several creditors to extinguish all of its financial liabilities by issuing 265,360,000 shares of the Company to these creditors. A gain of approximately HK\$5,416,000 has been recognised in the profit or loss. Details are set out in note 10 to the financial statement. No financial liability of the Company was renegotiated and resulted in the Company issuing equity instruments to extinguish all or part of its financial liabilities in prior year. The application of HK(IFRIC) Int 19 had no impact on the reported profit or loss for the year ended 30 June 2010.

3. 採納新訂及經修訂之香港財務報告準則(續)

香港(國際財務報告詮釋委員會)詮釋19「以權益工具償還金融負債」

香港(國際財務報告詮釋委員會)詮釋19「以權益工具償還金融負債」(「香港(國際財務報告詮釋委員會)詮釋19」)澄清當金融負債之條款重新磋商而引致主體向主體債權人發行權益工具以清償全部或部分之金融負債(即以股換債)相關盈虧必須於損益內確認。該盈虧以金融負債賬面值及所發行之權益工具之公平值之差額計量。本集團已於本年度首次採納香港(國際財務報告詮釋委員會)詮釋19。

截至二零一一年六月三十日止年度,本公司與數名債權人訂立數份債務清償協議,根據該協議,本公司向該等債權人發行265,360,000股本公司之股份來清償其全部金融負債。收益約5,416,000港元已於損益中確認。詳情載於財務報表附註10。於上年度,本公司並無重新磋商本公司之金融負債而引致本公司發行權益工具以清償全部或部分之金融負債。應用香港(國際財務報告詮釋委員會)詮釋19對截至二零一零年六月三十日止年度之已報告損益並無影響。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

The Group has not early applied the following new and revised HKFRSs that have been issued but are not yet effective for the year ended 30 June 2011:

HKFRSs (Amendments)

香港財務報告準則(修訂本)

HKAS 1 (Amendments)

香港會計準則第1號(修訂本)

HKAS 12 (Amendments)

香港會計準則第12號(修訂本)

HKAS 19 (Revised in 2011)

香港會計準則第19號(二零一一年經修訂)

HKAS 24 (Revised in 2009)

香港會計準則第24號(二零零九年經修訂)

HKAS 27 (Revised in 2011)

香港會計準則第27號(二零一一年經修訂)

HKAS 28 (Revised in 2011)

香港會計準則第28號(二零一一年經修訂)

HKFRS 7 (Amendments)

香港財務報告準則第7號(修訂本)

HKFRS 9

香港財務報告準則第9號

HKFRS 10

香港財務報告準則第10號

HKFRS 11

香港財務報告準則第11號

HKFRS 12

香港財務報告準則第12號

HKFRS 13

香港財務報告準則第13號

HK (IFRIC) – Int 14 (Amendment)

香港(國際財務報告詮釋委員會)

– 詮釋14(修訂本)

3. 採納新訂及經修訂之香港財務報告準則(續)

本集團並無提早應用以下已頒佈但對截至二零一一年六月三十日止年度尚未生效之新訂及經修訂香港財務報告準則。

Amendments to HKFRS 1 & 7, HKAS 1 & 34, and HK(IFRIC) – Int 13 as part of Improvements to HKFRSs issued in 2010¹

香港財務報告準則第1及7號、香港會計準則第1及34號，以及香港(國際財務報告詮釋委員會)– 詮釋13之修訂本，作為於二零一零年頒佈之香港財務報告準則之改進之一部份¹

Presentation of Items of Other Comprehensive Income⁴

呈列其他全面收益項目⁴

Deferred Tax: Recovery of Underlying Assets³

遞延稅項：收回相關資產³

Employee Benefits⁵

僱員福利⁵

Related Party Disclosures¹

關聯方之披露資料¹

Separate Financial Statements⁵

獨立財務報表⁵

Investments in Associates and Joint Ventures⁵

投資於聯營公司及合營企業⁵

Disclosures – Transfer of Financial Assets²

披露 – 轉移金融資產²

Financial Instruments⁵

金融工具⁵

Consolidated Financial Statements⁵

綜合財務報表⁵

Joint Arrangements⁵

聯合安排⁵

Disclosures of Interests in Other Entities⁵

於其他實體權益之披露⁵

Fair Value Measurement⁵

公平值計量⁵

Prepayment of a Minimum Funding Requirement¹

預付最低撥款規定¹

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

- ¹ Effective for annual periods beginning on or after 1 January 2011.
- ² Effective for annual periods beginning on or after 1 July 2011.
- ³ Effective for annual periods beginning on or after 1 January 2012.
- ⁴ Effective for annual periods beginning on or after 1 July 2012.
- ⁵ Effective for annual periods beginning on or after 1 January 2013.

Improvement to HKFRSs issued in 2010 comprises a collection of necessary, but not urgent, amendments to HKFRSs. The Company does not expect adoption of these amendments to have a significant effect on the financial statements.

HKFRS 9 "Financial Instruments" (as issued in November 2009) establishes new principles for the classification and measurement of financial assets. HKFRS 9 "Financial Instruments" (as revised in November 2010) adds requirements for financial liabilities and for derecognition. The main changes to the requirements of HKAS 39 are summarised below:

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

3. 採納新訂及經修訂之香港財務報告準則(續)

- ¹ 於二零一一年一月一日或之後開始之年度期間生效。
- ² 於二零一一年七月一日或之後開始之年度期間生效。
- ³ 於二零一二年一月一日或之後開始之年度期間生效。
- ⁴ 於二零一二年七月一日或之後開始之年度期間生效。
- ⁵ 於二零一三年一月一日或之後開始之年度期間生效。

於二零一零年頒佈香港財務報告準則之改進，當中包括一系列需要但非迫切性的香港財務報告準則修訂。本公司預期採納此等修訂不會對財務報表構成重大影響。

香港財務報告準則第9號「金融工具」(於二零零九年十一月頒佈)建立有關金融資產分類及計量之新原則。香港財務報告準則第9號「金融工具」(二零一零年十一月經修訂)增添有關金融負債及取消確認之規定。有關香港會計準則第39號規定之主要變動概述如下：

- 香港財務報告準則第9號規定所有香港會計準則第39號「金融工具：確認和計量」範圍內已確認金融資產當以攤銷成本或公平值計量。具體而言，如債務投資在一業務模式內持有，其目標是收取合約現金流，及其合約現金流只支付本金及未償還本金之利息，一般按攤銷成本計量。所有其他債務投資和股本投資按公平值計量。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

- In relation to financial liabilities, the significant change relates to financial liabilities that are designated as at fair value through profit or loss. Specifically, under HKFRS 9, for financial liabilities that are designated as at fair value through profit or loss, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the presentation of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value attributable to a financial liability's credit risk are not subsequently reclassified to profit or loss. Previously, under HKAS 39, the entire amount of the change in the fair value of the financial liability designated as at fair value through profit or loss was presented in profit or loss.

HKFRS 10 "Consolidated Financial Statements" builds on existing principles by identifying the concept of control as the determining factor in whether an entity should be included within the consolidated financial statements of the parent company. HKFRS 10 provides additional guidance to assist in the determination of control where this is difficult to assess.

HKFRS 11 "Joint Arrangements" provides for a more realistic reflection of joint arrangements by focusing on the rights and obligations of the arrangement, rather than its legal form (as is currently the case). HKFRS 11 addresses inconsistencies in the reporting of joint arrangements by requiring a single method to account for interests in jointly controlled entities.

3. 採納新訂及經修訂之香港財務報告準則(續)

- 關於金融負債，主要變動乃與指定為按公平值計入損益之金融負債有關。尤其是，根據香港財務報告準則第9號，就按公平值計入損益之金融負債而言，因該項金融負債之信貸風險變動引起之金融負債公平值變動金額於其他全面收益呈列，除非於其他全面收益呈列該項負債信貸風險變動之影響將會導致或擴大損益之會計錯配。由金融負債之信貸風險引起之公平值變動其後不會於損益重新分類，而以往根據香港會計準則第39號之規定，指定按公平值計入損益之金融負債之公平值變動整體金額均於損益中呈列。

香港財務報告準則第10號「綜合財務報表」以現有原則為基礎，確定將控制權之概念作為釐定實體是否應計入母公司之綜合財務報表之因素。香港財務報告準則第10號提供在難以評估之情況可協助釐定控制權之額外指引。

香港財務報告準則第11號「聯合安排」透過專注於安排之權利及責任而非其法定形式(按現時情況)以提供對聯合安排之更現實反映。香港財務報告準則第11號透過要求以單一方法入賬於共同控制實體之權益而處理於呈報聯合安排方面之不一致性。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

HKFRS 12 "Disclosures of Interests in Other Entities" is a new and comprehensive standard on disclosure requirements for all forms of interests in other entities, including joint arrangements, associates, special purpose vehicles and other off balance sheet vehicles.

HKFRS 13 "Fair Value Measurement" improves consistency and reduces complexity by providing, for the first time, a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across HKFRSs. The requirements do not extend the use of fair value accounting, but provide guidance on how it should be applied where its use is already required or permitted by other standards within HKFRSs.

The above-mentioned standards are effective for annual periods beginning on or after 1 January 2013 with earlier application permitted. They are required to be applied retrospectively, but if the entity adopted HKFRS 9 prior to 1 January 2012, the entity will be exempt from the requirements to restate prior period comparative information. The Group is presently studying the implications of applying the above-mentioned standards. It is impracticable to quantify their impacts as at the date of publication of these financial statements.

3. 採納新訂及經修訂之香港財務報告準則(續)

香港財務報告準則第12號「於其他實體權益之披露」為一項就於其他實體(包括聯合安排、聯營公司、特殊目的工具及其他資產負債表外工具)之所有形式權益之披露規定之新訂及全面準則。

香港財務報告準則第13號「公平值計量」透過首次提供公平值之精確定義及公平值計量之單一來源及於香港財務報告準則使用之披露規定而提升一致性及減低複雜性。該等規定並不擴大公平值會計之使用，惟提供於其使用已由香港財務報告準則內之其他準則規定或准許之情況應如何應用之指引。

上述準則於二零一三年一月一日或之後開始之年度期間生效，並可提早應用。該等準則須追溯應用，惟倘實體於二零一二年一月一日前採納香港財務報告準則第9號，則實體將可豁免遵守重列過往期間比較資料之規定。本集團目前正研究應用上述準則之影響。於刊發該等財務報表日期無法量化彼等之影響。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

Amendment to HKAS 1 (Revised) "Presentation of Financial Statements - Presentation of Items of Other Comprehensive Income" requires companies preparing financial statements in accordance with HKFRSs to group together items within other comprehensive income (OCI) that may be reclassified to the profit or loss section of the income statement. The amendments also reaffirm existing requirements that items in OCI and profit or loss should be presented as either a single statement or two consecutive statements. Amendments to HKAS 1 are effective for annual periods beginning on or after 1 July 2012. Earlier application is permitted.

The application of the other new and revised Standards, Amendments and Interpretations will have no material impact on the results and financial position of the Group.

4. SIGNIFICANT ACCOUNTING POLICIES

4.1 BASIS OF PREPARATION

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

3. 採納新訂及經修訂之香港財務報告準則(續)

香港會計準則第1號修訂(經修訂)「呈列財務報表－呈列其他全面收益項目」要求公司根據香港財務報告準則編製財務報表以將可能重新分類至收益表損益部份之其他全面收益內之項目組合。該等修訂亦重申其他全面收益項目及損益應呈列為單一報表或兩份連續報表之現有規定。香港會計準則第1號之修訂於二零一二年七月一日或之後開始之年度期間生效，並獲准提早應用。

應用其他新訂及經修訂準則、修訂及詮釋將不會對本集團之業績及財務狀況產生任何重大影響。

4. 主要會計政策

4.1 編製基準

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

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.1 BASIS OF PREPARATION (continued)

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

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

The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in note 5.

4. 主要會計政策(續)

4.1 編製基準(續)

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

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

涉及高度判斷或極為複雜之範疇，或假設與估計對綜合財務報表為重要者，乃於附註5披露。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.2 BASIS OF CONSOLIDATION

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

The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of comprehensive income 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 into line with those used by other members of the Group.

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

Non-controlling interests in the net assets of consolidated subsidiaries are presented in the consolidated statement of financial position within equity, separately from the equity attributable to the owners of the Company. Non-controlling interests in the net assets of consolidated subsidiaries consist of the amount of those interests at the date of the original business combination and the non-controlling interests' share of changes in equity since the date of the combination.

4. 主要會計政策(續)

4.2 綜合基準

綜合財務報表包括本公司及由本公司控制實體(包括特殊目的實體)(其附屬公司)的財務報表。當本公司有權支配實體的財務及經營政策並從其業務中獲益時，即視為擁有該實體的控制權。

於年內收購或出售的附屬公司業績自收購生效日期起或截至出售生效日期止(視情況而定)在綜合全面收益表入賬。

附屬公司的財務報表於必要時會作出調整，致令所採用的會計政策與本集團其他成員公司所採用者一致。

所有集團內公司間的交易、結餘、收入及開支於綜合賬目時對銷。

於綜合附屬公司的非控股權益於綜合財務狀況表中的權益呈列，與本公司擁有人應佔權益分開列賬。非控股權益所佔綜合附屬公司淨資產之權益包括該等權益於原先業務合併日期之數額及非控股權益應佔該合併日期以來之股權變動。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.2 BASIS OF CONSOLIDATION (continued)

Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the owners of the Company.

Total comprehensive income and expense of a subsidiary is attributed to the owners of the Company and to the non-controlling interest even if this results in the non-controlling interests having a deficit balance.

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

4. 主要會計政策(續)

4.2 綜合基準(續)

非控股權益在本集團之業績，按分配予非控股權益及本公司擁有人之年度損益總額及全面收益總額，於年度綜合全面收益表中列賬。

倘若附屬公司的全面收益及開支總額歸屬於本公司的擁有人及非控股權益會導致非控股權益產生虧絀餘額，全面收益及開支總額仍然必須歸屬於本公司的擁有人及非控股權益。

本集團於附屬公司擁有權的變動並無導致本集團對附屬公司失去控制權，會作為股本交易入賬。本集團的權益及非控股權益的賬面值經調整以反映彼等於附屬公司的有關權益變動。非控股權益的經調整金額與已付或已收代價的公平值間任何差額直接於權益中確認並歸屬於本公司的擁有人。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.2 BASIS OF CONSOLIDATION (continued)

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKAS 39 "Financial Instruments: Recognition and Measurement" or, when applicable, the cost on initial recognition of an investment in an associate or a jointly controlled entity.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less any impairment losses, unless the investment is classified as held for sale or included in a disposal group that is classified as held for sale.

4.3 PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment are stated at historical cost less subsequent accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

4. 主要會計政策(續)

4.2 綜合基準(續)

倘本集團失去對附屬公司的控制權，出售時產生的利潤或虧損以下列兩者的差額計算：(i)已收代價的公平值與任何保留權益的公平值的總和及(ii)附屬公司及任何非控股權益的資產(包括商譽)及負債的過往賬面值。於控制權失去當日於前附屬公司保留的任何投資公平值，會根據香港會計準則第39號「金融工具：確認及計量」於往後的會計處理中被視為初步確認於聯營公司或共同控制實體的投資的公平值，或(如適用)其初步確認時的成本。

本公司財務狀況表中，於附屬公司之投資乃按成本扣減任何減值虧損入賬，惟被分類為持作出售或包含於分類為持作出售之出售組合之投資除外。

4.3 物業、機器及設備

物業、機器及設備按歷史成本值減其後累計折舊及累計減值虧損(如有)列賬。歷史成本值包括收購有關項目直接應佔之開支。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.3 PROPERTY, PLANT AND EQUIPMENT (continued)

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

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

Leasehold improvements	20%
Furniture and fixtures	20%
Machinery and equipment	20%
Motor vehicles	20%

Useful lives and depreciation method are reviewed and adjusted if appropriate, at the end of each reporting period.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the relevant asset, and is recognised in profit or loss in the year in which the asset is derecognised.

4. 主要會計政策(續)

4.3 物業、機器及設備(續)

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

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

租賃物業裝修	20%
傢俬及裝置	20%
機械及設備	20%
汽車	20%

可用年限及折舊方法於各報告期末檢討，並在適當情況作出調整。

物業、機器及設備項目於出售時或當繼續使用該資產預期不會產生任何日後經濟利益時取消確認。任何出售或棄用物業、機器及設備項目所產生之收益或虧損按該資產之銷售所得款項及賬面值間之差額釐定，並於取消確認該項目之年度計入損益中。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

4. SIGNIFICANT ACCOUNTING POLICIES
(Continued)

4.4 IMPAIRMENT LOSS ON TANGIBLE ASSETS

At the end of each reporting period, the Group reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to the individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating unit for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

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. An impairment loss is recognised immediately in profit or loss.

4. 主要會計政策(續)

4.4 有形資產減值虧損

本集團於各報告期末評估其有形資產之賬面值，以確定該等資產有否減值虧損之跡象。如果出現任何這類跡象，將就該資產可收回值作出估計，以確定任何減值虧損之程度。倘未能估計個別資產之可收回值，則本集團估計該資產所屬之現金產生單位之可收回值。在合理及一致之分配基準可被確定之情況下，公司資產亦分配至個別現金產生單位，否則將分配至合理及一致之分配基準可被確定之最小現金產生單位。

可收回值乃公平值扣除銷售成本與使用值之較高者。在評估使用值時，估計未來現金流量將使用稅前折現率折現至其現值，以反映目前資金時間值之市場估量及未來現金流量預期未經調整之資產有關之風險。

倘若一項資產(或現金產生單位)之可收回值低於其賬面值，則該項資產(或現金產生單位)之賬面值即被減至可收回值。減值虧損應立即於損益確認。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.4 IMPAIRMENT LOSS ON TANGIBLE ASSETS (continued)

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

4.5 REVENUE RECOGNITION

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

Revenue from sales of goods is recognised when all of the following conditions are satisfied:

- the Group has transferred to the buyer the significant risks and rewards of ownership of goods;
- the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over goods sold;
- the amount of revenue can be measured reliably;

4. 主要會計政策(續)

4.4 有形資產減值虧損(續)

於回撥減值虧損時，資產(或現金產生單位)之賬面值可調高至重新釐定之可收回值，惟不可高於該資產(或現金產生單位)於過往未減值虧損前之賬面值。撥回之減值虧損於損益確認。

4.5 收益確認

收益按已收或應收代價之公平值計量，即於一般業務過程中售出貨品在扣除折扣及銷售相關稅項後之應收款。

貨品銷售之收益於下列所有條件達成時確認。

- 本集團已將貨品擁有權之重大風險及回報轉移予買方；
- 本集團並無保留一般與擁有權有關之銷售貨品持續管理權或實際控制權；
- 銷售收益金額能夠可靠地計量；

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.5 REVENUE RECOGNITION (continued)

- it is probable that the economic benefits associated with the transaction will flow to the Group; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Commission income is recognised when services are rendered.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably. Interest income from a financial asset is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

4.6 TAXATION

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

4. 主要會計政策(續)

4.5 收益確認(續)

- 與交易相關之經濟利益很可能流入本集團；及
- 有關交易產生或將產生之成本能夠可靠地計量。

佣金收入於提供服務時確認。

經濟利益可能流入本集團及收益金額能夠可靠地計量時，確認金融資產之利息收益。金融資產之利息收益以時間為基準按尚餘本金及適用實際利率預提，而實際利率為於金融資產預計年期內將估計日後收取現金實際折算至該資產於初步確認時之賬面淨值之比率。

4.6 稅項

所得稅開支指現時應付稅項及遞延稅項之總和。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.6 TAXATION (continued)

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

Deferred tax is recognised on temporary differences between the carrying amount 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 differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary differences arise 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.

4. 主要會計政策(續)

4.6 稅項(續)

現時應付稅項乃按年內應課稅溢利計算。應課稅溢利與全面收益表中所報溢利淨額不同，乃由於前者不包括在其他年度應課稅或可扣稅之收入及開支，亦不包括永不須課稅或可扣稅之項目。本集團乃按報告期末已實行或大致已實行之稅率計算即期稅項之負債。

遞延稅項按綜合財務報表中資產及負債賬面值與用於計算應課稅溢利相應稅基之暫時差額而確認。遞延稅項負債通常會就所有應課稅暫時差異而確認。遞延稅項資產則限於可扣減暫時差異有可能用以抵銷應課稅溢利時予以確認。倘暫時差異由商譽或初步確認(業務合併除外)不影響應課稅溢利或會計溢利之交易之其他資產及負債所產生，有關資產及負債將不予以確認。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.6 TAXATION (continued)

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, 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 the end of the each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised. The measurement of deferred tax assets and liabilities reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

4. 主要會計政策(續)

4.6 稅項(續)

遞延稅項負債就與附屬公司之投資相關之應課稅臨時差異而確認，惟本集團能夠控制臨時差異之撥回及臨時差異可能不會於可預見未來撥回除外。與該等投資之可扣稅暫時差異所產生之遞延稅項資產僅於可能有足夠應課稅溢利可以使用暫時差異之益處且預計於可預見未來可以撥回時確認。

遞延稅項資產之賬面值乃於各報告期末進行檢討，並在不可能有足夠應課稅溢利以收回全部或部分資產時作調減。

遞延稅項資產及負債按預期適用於清償負債或變現資產期間之稅率計算。遞延稅項資產和負債之計量反映按本集團預計於報告期末收回或清償其資產和負債之賬面值之稅務後果。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.6 TAXATION (continued)

Current or deferred tax for the year is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case the current and deferred tax is also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

4.7 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 for inventories less all estimated costs of completion and costs necessary to make the sale.

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

4. 主要會計政策(續)

4.6 稅項(續)

本年度即期或遞延稅項於損益確認，除非該稅項關乎在其他全面收益中確認或直接計入權益之項目，在該情況下即期或遞延稅項亦於其他全面收益中分別確認或直接計入權益中處理。倘因業務合併之初步會計方法而產生即期或遞延稅項，有關稅務影響會計入業務合併之會計方法內。

4.7 存貨

存貨乃以成本值及可變現淨值之較低者入賬。成本(包括一切購入成本，在適用之情況，亦包括匯兌成本及將存貨達致現時地點及狀況所支銷之其他成本)乃採用加權平均成本法計算。可變現淨值乃以估計售價減去製成產品所需之所有估計成本及有關銷售之估計費用計算。

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

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.8 CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated statement of cash flows.

4.9 RETIREMENT BENEFIT COSTS

Payment to Mandatory Provident Fund Scheme and state-managed retirement benefit schemes which are defined contribution schemes are charged as an expense when employees have rendered service entitling them to the contributions.

4. 主要會計政策(續)

4.8 現金及現金等值項目

現金及現金等值項目包含銀行存款及手頭現金、存放於銀行和其他財務機構的活期存款，以及短期和流動性極高的投資項目。這些投資項目可以隨時轉換為已知的現金數額、所須承受的價值變動風險甚小，並在購入後三個月內到期。就編製綜合現金流量表而言，現金及現金等值項目也包括須於接獲通知時償還，並構成本集團現金管理一部份的銀行透支。

4.9 退休福利計劃供款

強制性公積金計劃及國營退休福利計劃款項均為界定供款計劃，於僱員就提供服務而使其享有供款時列作一項支出。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.10 FOREIGN CURRENCY TRANSLATION

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

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

4. 主要會計政策(續)

4.10 外幣換算

於編製各個別集團實體之賬目時，以該實體功能貨幣以外之貨幣(外幣)進行之交易均按交易日期之適用匯率換算為各自之功能貨幣(即該實體經營所在主要經濟地區之貨幣)記賬。於報告期末，以外幣為定值之貨幣項目均按報告期末之適用匯率重新換算。按公平值以外幣定值之非貨幣項目乃按於公平值釐定當日之適用匯率重新換算。按外幣原值成本計量之非貨幣項目無須重新換算。

於結算及換算貨幣項目時產生之匯兌差額均於彼等產生期間內確認損益。以公平值定值之非貨幣項目經重新換算後產生之匯兌差額於該期間列作損益，惟換算直接於其他全面收益中確認盈虧之非貨幣項目產生之差額除外，在此情況，匯兌差額亦直接於其他全面收益中確認。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.10 FOREIGN CURRENCY TRANSLATION (continued)

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

4.11 BORROWING COSTS

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

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

4. 主要會計政策(續)

4.10 外幣換算(續)

就呈列綜合財務賬目而言，本集團海外經營業務之資產及負債乃按於報告期末之適用匯率換算為本集團之列賬貨幣(即港元)，而其收入及支出乃按該期間之平均匯率進行換算，除非匯率於該期間內出現大幅波動則作別論，於此情況，則採用於換算當日之適用匯率。所產生之匯兌差額(如有)乃於其他全面收益中確認以及在權益中累計。

4.11 借貸成本

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

所有其他借貸成本乃於其產生之期間在損益扣除。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.12 OPERATING LEASES

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

4.13 PROVISIONS AND CONTINGENT LIABILITIES

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

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

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

4. 主要會計政策(續)

4.12 經營租賃

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

4.13 撥備及或然負債

當(i)本集團須就已發生的事件承擔法律或推定責任；(ii)預期會導致含有經濟效益的資源外流；及(iii)在可以作出可靠的估計時，本集團便會確認撥備。不得就日後經營虧損確認撥備。

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

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

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4. SIGNIFICANT ACCOUNTING POLICIES
(Continued)4.13 PROVISIONS AND CONTINGENT LIABILITIES
(continued)

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

4.14 RELATED PARTIES

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

4. 主要會計政策(續)

4.13 撥備及或然負債(續)

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

4.14 關聯方

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

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.15 FINANCIAL INSTRUMENTS

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

Financial assets

The Group's financial assets are classified into two categories, including loans and receivables and available-for-sale financial investments. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade day 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.

4. 主要會計政策(續)

4.15 金融工具

當集團實體成為某工具之合同條款之訂約方時，金融資產及金融負債乃於綜合財務狀況表中確認。金融資產及金融負債初步按公平值計算。因收購或發行金融資產及金融負債(不包括按公平值計入損益之金融資產及金融負債)而直接衍生之交易成本於初步確認時視乎情況加入或扣自該項金融資產或金融負債之公平值。因收購按公平值計入損益之金融資產或金融負債而直接衍生之交易成本即時確認損益。

金融資產

本集團金融資產分為兩類，包括貸款及應收款項，以及可供出售投資。分類法視乎金融資產之性質及用途而定，乃按初步確認時釐定。所有從一般渠道買賣之金融資產按交易日基準確認及取消確認。從一般渠道買賣為須按市場上之規則或常規所制定之時間制度內交付資產之金融資產買賣。

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For the year ended 30 June 2011 截至二零一一年六月三十日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.15 FINANCIAL INSTRUMENTS (continued)

Available-for-sale investments

Available-for-sale investments are non-derivatives that are either designated as available-for-sale investments or not classified as financial assets at fair value through profit or loss, loans and receivables or held-for-maturity investments.

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

For available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured, they are measured at cost less any identified impairment losses at the end of each reporting period subsequent to initial recognition (see accounting policy in respect of impairment of financial assets below).

4. 主要會計政策(續)

4.15 金融工具(續)

可供出售投資

可供出售投資為指定為可供出售投資或並無分類為其他類別(即按公平值計入損益之金融資產、貸款及應收款項或持至到期投資)之非衍生工具。

於初步確認後之各報告期末，可供出售投資按公平值計量。公平值變動於其他全面收益確認並且於權益另行累計，直至金融資產售出或釐定出現減值，屆時，早前已確認之累計損益會自權益重新分類至損益(見下文有關金融資產減值之會計政策)。

就並無活躍市場之市價報價及其公平值未能可靠計算之可供出售之股本投資，乃於首次確認後之每個報告期末按成本值減任何已識別減值虧損計算(見下文有關金融資產減值之會計政策)。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.15 FINANCIAL INSTRUMENTS (continued)

Loans and receivables

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

Impairment of financial assets

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

4. 主要會計政策(續)

4.15 金融工具(續)

貸款及應收款項

貸款及應收款項為付款金額屬固定或可釐定而並非在活躍市場報價之非衍生金融資產。於初步確認後之各報告期末，貸款及應收款項(包括應收貿易賬款及票據、其他應收款項中包括之金融資產、定期存款、銀行結存及現金)以實際利率法按攤銷成本減任何減值撥備列賬(見下文有關金融資產減值之會計政策)。攤銷成本已計入任何收購折讓或溢價，並包括屬於實際利率及交易成本一部份之費用。於貸款及應收款項不再確認或出現減值時，以及在攤銷過程中，在損益確認盈虧。

金融資產之減值

金融資產(於按公平值計入損益之金融資產除外)會於各報告期末評定是否有減值跡象。金融資產於有客觀證據顯示金融資產之估計未來現金流量因於初步確認該金融資產後發生之一項或多項事件而受到影響時作出減值。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.15 FINANCIAL INSTRUMENTS (continued)

Impairment of financial assets (continued)

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

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

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

Trade and other receivables are assessed not to be impaired individually are, in addition, 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 and observable changes in national or local economic conditions that correlate with default on receivables.

4. 主要會計政策(續)

4.15 金融工具(續)

金融資產之減值(續)

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

就所有其他金融資產而言，減值之客觀證據可包括：

- 發行人或對方出現重大財政困難；或
- 違約，例如未能繳付或延遲償還利息或本金；或
- 借款人有可能面臨破產或財務重組；或
- 該金融資產之活躍市場由於財政困難而消失。

此外，被評定為無須作個別減值之應收貿易賬款及其他應收賬款會於其後彙集一併評估減值。應收賬款組合出現減值之客觀證據包括本集團過往收款紀錄以及國家或地區經濟狀況出現明顯變動導致應收賬款未能償還。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.15 FINANCIAL INSTRUMENTS (continued)

Impairment of financial assets (continued)

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

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

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.

4. 主要會計政策(續)

4.15 金融工具(續)

金融資產之減值(續)

就按攤銷成本計值之金融資產而言，當有客觀證據顯示資產減值時，減值虧損乃按資產之賬面值與估計未來現金流之現值(以原有實際利率折算)間之差異計量，並於損益中確認。

就按成本列賬之金融資產而言，減值虧損數額以資產賬面值與按同類金融資產現行市場回報率貼現之預期未來現金流量現值之差額計算。該等減值虧損不會於其後期間轉回。

與所有金融資產有關之減值虧損會直接於金融資產之賬面值中作出扣減，惟應收貿易賬款除外，其賬面值會透過撥備賬作出扣減。撥備賬之賬面值變動於損益內確認。當應收貿易賬款被視為不可收回時，將於撥備賬內撇銷。其後收回先前註銷之金額會被計入損益中。

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For the year ended 30 June 2011 截至二零一一年六月三十日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.15 FINANCIAL INSTRUMENTS (continued)

Impairment of financial assets (continued)

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

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

Financial liabilities and equity

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

4. 主要會計政策(續)

4.15 金融工具(續)

金融資產之減值(續)

倘於隨後期間減值虧損之數額減少，而此項減少可客觀地與確認減值虧損後之某一事件發生聯繫，則原先確認之減值虧損於損益中予以撥回，惟於撥回減值當日之資產賬面值不得超過未確認減值時之攤銷成本。

可供出售投資之減值虧損不會於隨後期間於損益中撥回。在減值虧損後之任何公平值增加於在其他全面收益中確認。

金融負債及股本

本集團發行之金融負債及股本工具乃根據合同安排之性質以及金融負債及股本工具之定義分類。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.15 FINANCIAL INSTRUMENTS (continued)

Financial liabilities

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

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

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

4. 主要會計政策(續)

4.15 金融工具(續)

金融負債

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

股本工具

股本工具為以任何合約訂明於扣減所有負債後本集團之剩餘資產權益。本公司發行之股本工具乃按已收所得款項(扣除直接發行成本)記賬。

購回本公司本身股本工具直接於權益內確認及扣除。於購買、出售、發行或註銷本公司本身股本工具時所產生之損益並不會確認損益。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

4. SIGNIFICANT ACCOUNTING POLICIES
(Continued)

4.15 FINANCIAL INSTRUMENTS (continued)

Derecognition

The Group derecognises a financial asset only when the contractual rights to receive cash flows from the asset expire, or when it transfers the financial assets and substantially all the risks and rewards of the ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, 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 in other comprehensive income and accumulated in equity is recognised in profit or loss.

4. 主要會計政策(續)

4.15 金融工具(續)

取消確認

只有當收取資產現金流量之合約權利屆滿時，或將其金融資產或該等資產所有權之絕大部份風險及回報轉移予另一實體時，本集團方會取消確認金融資產。倘本集團並未轉移亦未保留所有權之絕大部份風險及回報，並繼續控制已轉移資產，則本集團會確認其於資產之保留權益及可能需要支付之相關負債款項。倘本集團仍保留絕大部份風險及已轉移金融資產之所有權，本集團將繼續確認該金融資產以及確認已收所得款項之有抵押借貸。

完全取消確認金融資產時，資產賬面值與已收取及應收代價以及已於其他全面收益確認及於權益累計之累積收益或虧損總額間之差額乃於損益確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.15 FINANCIAL INSTRUMENTS (continued)

Derecognition (continued)

On derecognition of a financial asset other than in its entirety (e.g. when the Group retains an option to repurchase part of a transferred asset or retains a residual interest that does not result in the retention of substantially all the risks and rewards of ownership and the Group retains control), the Group allocates the previous carrying amount of the financial asset between the part it continues to recognise under continuing involvement, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulated gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair value of those parts.

The Group derecognises financial liabilities when the Group's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

4. 主要會計政策(續)

4.15 金融工具(續)

取消確認(續)

除全面取消確認外(即本集團保留購回部份已轉讓資產之選擇權或保留不會導致保留擁有權絕大部份風險及回報之餘下權益,及本集團保留控制權),於取消確認金融資產時,本集團會將金融資產之過往賬面值,根據於其確認為繼續參與之部份及不再確認之部份於轉讓日期之相對公平值在兩者間作出分配,而不再確認部份已於其他全面收益確認之已收代價及獲分配之任何累計收益或虧損之總和,乃於損益內確認。已於其他全面收益確認之累計收益或虧損,將按繼續確認之部份及不再確認之部份之相對公平值間作出分配。

本集團於其責任獲解除、取消或到期時取消確認金融負債。取消確認之金融負債之賬面值與已付或應付代價之差額於損益內確認。

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4. SIGNIFICANT ACCOUNTING POLICIES
(Continued)

4.15 FINANCIAL INSTRUMENTS (continued)

Derecognition (continued)

When the terms of a financial liability are renegotiated and result in the entity issuing equity instruments to a creditor of the entity to extinguish all or part of the financial liability (debt for equity swap), such exchange is treated as derecognition of the original liability. A gain or loss is recognised in profit or loss, which is measured as the difference between the carrying amount of the financial liability and the fair value of the equity instruments issued.

4.16 SHARE-BASED PAYMENT TRANSACTIONS

For grants of share options that are conditional upon satisfying specified vesting conditions, the fair value of services received is determined by reference to the fair value of share options granted at the grant date and is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (share options reverse).

For share options that vest immediately at the date of grant, the fair value of the share options granted is expensed immediately to profit or loss.

When share options are exercised, the amount previously recognised in share options reserve will be transferred to share premium. When share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share options reserve will be transferred to retained earnings.

4. 主要會計政策(續)

4.15 金融工具(續)

取消確認(續)

當金融負債之條款重新磋商而引致實體向實體債權人發行股本工具以清償全部或部分之金融負債(即以股換債),此交換乃以取消確認原負債的方式處理。盈虧於損益內確認,以金融負債賬面值及所發行之股本工具之公平值之差額計量。

4.16 以股份為基礎之付款交易

授出購股權之條件為需符合指定歸屬條件時,應收服務公平值乃參考所授出購股權於授出日期公平值而釐定,並按歸屬期以直線基準支銷,股本(購股權儲備)則相應增加。

於授出日期即時歸屬之購股權,授出購股權之公平值即時於損益支銷。

倘購股權獲行使,先前於購股權儲備確認之金額將轉撥至股份溢價。倘購股權於歸屬日後遭沒收或於屆滿日期尚未行使,先前於購股權儲備確認之金額,將轉撥至保留盈利。

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5. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 4, management is required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

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

Impairment of available-for-sale investment

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

5. 估計不明朗因素之主要來源

於應用本集團之會計政策過程中(詳情可見附註4之描述),管理層需要就目前不能從其他來源得出之資產與負債之賬面值作出判斷、估計及假設。該等估計及有關假設乃根據過往經驗及相關之其他因素而作出。實際數字或會有別於估計數字。

本集團持續就所作估計及相關假設作出評估。會計估計之修訂如只影響當期,則有關會計估計修訂於當期確認。如該項會計估計之修訂影響當期及往後期間,則有關修訂於當期及往後期間確認。

有關日後之主要假設及於報告期末估計不明朗因素之其他主要來源(擁有可導致下一個財政年度之資產與負債賬面值出現大幅調整之重大風險)載於下文。

可供出售投資之減值

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

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5. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Impairment of available-for-sale investment (continued)

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

As at 30 June 2011, the carrying amount of available-for-sale investments is nil (net of impairment loss of approximately HK\$8,000,000) (2010: nil (net of impairment loss of approximate HK\$8,000,000)).

Impairment loss on trade receivables

Management regularly reviews the recoverability and ageing of the trade receivables. Allowance for doubtful debts is made on trade receivables based on the evaluation of collectability and ageing analysis of the trade debts and on directors' judgment. When there is objective evidence of impairment loss, the Group takes into consideration the estimation of future cash flows. The amount of the impairment loss is measured as difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). Where the actual future cash flows are less than expected, a material impairment loss may arise. As at 30 June 2011, the carrying amount of trade receivables is approximately HK\$41,038,000. No allowance for doubtful debts is made. As at 30 June 2010, the carrying amount of trade receivables was approximately HK\$27,886,000 (net of allowance for doubtful debts of approximately HK\$2,971,000).

5. 估計不明朗因素之主要來源 (續)

可供出售投資之減值(續)

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

於二零一一年六月三十日，可供出售投資之賬面值為零(扣除減值虧損約8,000,000港元)(二零一零年：零(扣除減值虧損約8,000,000港元))。

應收貿易賬款之減值虧損

管理層定期審視應收貿易賬款之收回成數及賬齡。應收貿易賬款之呆賬撥備，乃根據對收回貿易債務之成數的評估及賬齡分析，以及董事之判斷而作出。當有減值虧損的客觀證據時，本集團會考慮未來現金流量的估計。減值虧損金額按該項資產賬面值與按該金融資產的原實際利率(即於初步確認時計算的實際利率)貼現的估計未來現金流量的現值(不包括並未產生的未來信貸虧損)的差額計量。倘實際未來現金流量低於預期，則可能產生重大減值虧損。於二零一一年六月三十日，應收貿易賬款之賬面值約為41,038,000港元。並無作出呆賬撥備。於二零一零年六月三十日，應收貿易賬款之賬面值約為27,886,000港元(扣除呆賬撥備約2,971,000港元)。

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5. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Write-down of inventories

In determining the amount of allowance required for obsolete and slow-moving inventories, the Group would compare the carrying value of inventories to their respective net realisable value. A considerable amount of judgment is required in determining such allowance. If conditions which have impact on the net realisable value of inventories deteriorate, additional allowances may be required. As at 30 June 2011, the carrying amount of inventories is approximately HK\$30,182,000 (2010: HK\$15,664,000). The Group has written down approximately HK\$247,000 of inventories during the year ended 30 June 2011. No written-down of inventories was made in prior year.

Provisions and contingent liabilities

The Company and the Group recognise provision for liabilities of uncertain timing or amount when the Company and the Group have a legal or constructive obligation arising as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligations and a reliable estimate can be made. 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 contingent liability under the title heading of "Litigations" as set out in note 39 to the financial statements. As at 30 June 2011, the Company and the Group have recognised a provision amounting to HK\$43,892,000 (2010: HK\$43,892,000) in respect of the disputed claims against the Company. Details are set out in note 26 to the financial statements.

5. 估計不明朗因素之主要來源 (續)

撇減存貨

就陳舊及滯銷存貨釐定撥備額時，本集團會將存貨賬面值與相應可變現淨值比較。釐定撥備時須要大量判斷。若有情況導致存貨可變現淨值降低，撥備額或須增加。於二零一一年六月三十日，存貨之賬面值約為30,182,000港元（二零一零年：15,664,000港元）。本集團於截至二零一一年六月三十日止年度已撇減約247,000港元之存貨。於上年度並無撇減存貨。

撥備及或然負債

當本公司及本集團因過往事件而負有法律或推定責任，而為履行責任可能需要導致經濟利益之流出並可對此作出可靠估計，則本公司及本集團就時間或金額不確定之負債確認撥備。當可能毋須導致經濟利益之流出，或無法可靠地估計金額時，有關責任乃於財務報表附註39所載「訴訟」一節中披露作或然負債。於二零一一年六月三十日，本公司及本集團就本公司面對之爭議申索而確認43,892,000港元（二零一零年：43,892,000港元）撥備。有關詳情載於財務報表附註26。

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5. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Provisions and contingent liabilities (continued)

During the year ended 30 June 2011, the Group has written-back several accruals, deposits received and other payables amounting to approximately HK\$1,046,000 (2010: HK\$5,554,000) of which either the legal or the constructive obligations arising as a result of past events for these liabilities have been expired or the outflow of economic benefits of these liabilities has been ascertained subsequently. Details are explained in note 10 to the financial statements.

Deferred tax assets

Deferred tax assets are recognised for all unused tax losses and accelerated tax depreciation to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based on the estimated level of future taxable profit of the Company and a subsidiary of the Company concerned. As at 30 June 2011, deferred tax assets of HK\$591,000 (2010: nil) have been recognised in the consolidated statement of financial position in respect of the tax losses and accelerated tax depreciation carried forward. Details are explained in note 30 to the financial statements.

5. 估計不明朗因素之主要來源 (續)

撥備及或然負債(續)

截至二零一一年六月三十日止年度，本集團已撥回約1,046,000港元(二零一零年：5,554,000港元)之若干應計費用、已收按金及其他應付款項，原因為有關負債因過往事件所產生之法律或推定責任已經屆滿，或該等負債之經濟利益流失已於其後確定。詳情於財務報表附註10中說明。

遞延稅項資產

遞延稅項資產根據所有未動用稅項虧損及加速稅項折舊予以確認，惟以可動用虧損之應課稅溢利為限。釐定可確認之遞延稅項資產之金額時，管理層需要根據本公司及一間相關的本公司附屬公司之未來應課稅溢利的估計水平而作出重要判斷。於二零一一年六月三十日，已就結轉之稅項虧損及加速稅項折舊而於綜合財務狀況表中確認591,000港元(二零一零年：無)之遞延稅項資產。詳情於財務報表附註30中說明。

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6. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of the Group and the Company's financial assets and liabilities as at the end of the reporting period are as follows:

6. 按類別劃分之金融工具

本集團及本公司之各類金融資產及負債於報告期末之賬面值如下：

	The Group 本集團		The Company 本公司	
	2011 二零一一年 HK\$' 000 千港元	2010 二零一零年 HK\$' 000 千港元	2011 二零一一年 HK\$' 000 千港元	2010 二零一零年 HK\$' 000 千港元
<i>Financial assets:</i>	<i>金融資產：</i>			
Loans and receivables:	貸款及應收款項：			
Financial assets included in prepayment, deposits and other receivables	包含於預付款項、按金及其他應收款項中的金融資產			
Trade and bills receivables	應收貿易賬款及票據			
Amounts due from subsidiaries	應收附屬公司款項			
Fixed deposits	定期存款			
Bank balances and cash	銀行結存及現金			
	5	12	-	-
	42,337	27,886	-	-
	-	-	26,214	19
	40,289	1,312	40,289	-
	33,135	24,625	29,528	24,398
	115,766	53,835	96,031	24,417
<i>Financial liabilities:</i>	<i>金融負債：</i>			
Financial liabilities measured at amortised cost:	按攤銷成本計量之金融負債：			
Trade and bills payables	應付貿易賬款及票據			
Financial liabilities included in accruals, deposits received and other payables	包含於應計費用、已收按金及其他應付款項中的金融負債			
Interest-bearing borrowings	計息借貸			
Amounts due to subsidiaries	應付附屬公司款項			
Due to related parties	應付關聯方款項			
Due to directors	應付董事款項			
	21,088	13,366	-	-
	17,084	24,771	16,202	24,078
	38,893	70,054	17,888	52,619
	-	-	20	262
	10,664	19,578	654	1,952
	-	7,588	-	4,966
	87,729	135,357	34,764	83,877

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7. FINANCIAL RISK MANAGEMENT

7.1 FINANCIAL RISK FACTORS

The Group's major financial instruments include available-for-sales investments, trade and bills receivables, fixed deposits, bank balances and cash, trade and bills payables, interest payable of borrowings, interest-bearing borrowings and amounts due to related parties and directors. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (foreign exchange risk and interest rate risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Group's financial performance. The policies for managing these risks are summarised below.

(a) Market Risk

Foreign Exchange Risk

The Group's monetary assets and transactions are principally denominated in Hong Kong Dollars ("HK\$"), Chinese Renminbi ("RMB") and United States Dollars ("US\$"). All the monetary assets denominated in Australian Dollars ("AUD") have been realised during the year.

The management considers that the Group's exposure to US\$ does not give rise to significant foreign currency risk on the ground that HKD is pegged to US\$.

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

7. 財務風險管理

7.1 財務風險因素

本集團之主要金融工具包括可供出售投資、應收貿易賬款及票據、定期存款、銀行結存及現金、應付貿易賬款及票據、借貸之應付利息、計息借貸、應付關聯方款項，以及應付董事款項。此等金融工具之詳情於相關附註披露。此等金融工具之相關風險包括市場風險（外匯風險及利率風險）、信貸風險及流動資金風險。本集團之整體風險管理計劃專注於應對金融市場之不可預測因素以及力求減低本集團財務表現可能面對之不利影響。下文概列就管理此等風險所採取之政策。

(a) 市場風險

外匯風險

本集團之貨幣資產及交易主要以港元、人民幣及美元計值。以澳元計值之貨幣資產均已於年內變現。

管理層認為，由於港元與美元掛鈎，本集團並無因為美元而面對重大外匯風險。

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

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7. FINANCIAL RISK MANAGEMENT (Continued)

7.1 FINANCIAL RISK FACTORS (continued)

(a) Market Risk (continued)

Foreign Exchange Risk (continued)

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

7. 財務風險管理(續)

7.1 財務風險因素(續)

(a) 市場風險(續)

外匯風險(續)

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

		Increase/ (decrease) in exchange rate	Decrease/(increase) in loss after tax (2010: increase/ (decrease) in profit after tax) and increase/(decrease) in equity	
			2011 二零一一年 HK\$' 000 千港元	2010 二零一零年 HK\$' 000 千港元
	匯率 上升/(下跌)	%	除稅後虧損減少/(增加) (二零一零年: 除稅後 溢利增加/(減少)) 及權益增加/(減少)	
If Hong Kong dollar weakens against RMB	若港元兌人民幣貶值	5	2,151	1,023
If Hong Kong dollar weakens against AUD	若港元兌澳元貶值	5	-	55
If Hong Kong dollar strengthens against RMB	若港元兌人民幣升值	(5)	(2,151)	(1,023)
If Hong Kong dollar strengthens against AUD	若港元兌澳元升值	(5)	-	(55)

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7. FINANCIAL RISK MANAGEMENT (Continued)

7.1 FINANCIAL RISK FACTORS (continued)

(a) Market Risk (continued)

Foreign Exchange Risk (continued)

The sensitivity analysis has been determined assuming that the change in foreign exchange rate had occurred at the end of the reporting period and had been applied to the Group's exposure to currency risk for financial instruments in existence at that date, and that all other variables, in particular interest rates, remain constant. The analysis is performed on the same basis for 2010.

Interest rate risk

The Group's exposure to cash flow interest rate risk is mainly attributable to bank deposits. The Group's fair value interest rate risk relates primarily to fixed-rate borrowings and fixed deposits.

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

7. 財務風險管理(續)

7.1 財務風險因素(續)

(a) 市場風險(續)

外匯風險(續)

釐定敏感度分析時乃假設外幣匯率變動於報告期末已經發生，並且應用於本集團於該日之金融工具的貨幣風險，而所有其他變數(特別是利率)乃維持不變。二零一零年亦按相同基準作出分析。

利率風險

本集團面對之現金流量利率風險主要源自銀行存款。本集團之公平值利率風險主要是關於定息借貸及定期存款。

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

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For the year ended 30 June 2011 截至二零一一年六月三十日止年度

7. FINANCIAL RISK MANAGEMENT (Continued)

7.1 FINANCIAL RISK FACTORS (continued)

(a) Market Risk (continued)

Interest rate risk (continued)

At 30 June 2011, it is estimated that a general increase/(decrease) of 100 basis points in interest rates, with all other variables held constant, would decrease/(increase) the Group's loss after tax and increase/(decrease) the Group's equity by approximately HK\$291,000 (2010: increase/(decrease) the Group's profit after tax and equity by approximately HK\$178,000).

The sensitivity analysis above has been determined assuming that the change in interest rates had occurred at the end of the reporting period and had been applied to the Group's exposure to interest rate risk for financial instruments in existence at that date. The 100 basis point increase or decrease represents management's assessment of a reasonably possible change in interest rates over the period until the end of the next reporting period. The analysis is performed on the same basis for 2010.

7. 財務風險管理(續)

7.1 財務風險因素(續)

(a) 市場風險(續)

利率風險(續)

於二零一一年六月三十日，估計若利率普遍上調/下調100點子而所有其他變數不變，則本集團之除稅後虧損將減少/(增加)及本集團之權益將增加/(減少)約291,000港元(二零一零年：本集團之除稅後溢利及權益增加/(減少)約178,000港元)。

釐定上列敏感度分析時乃假設利率變動於報告期末已經發生，並且應用於本集團於該日之金融工具的利率風險。100點子的上調或下調代表管理層對於直至下個報告期末為止的期間內，利率於合理範圍內可能出現之變動的評估。二零一零年亦按相同基準作出分析。

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For the year ended 30 June 2011 截至二零一一年六月三十日止年度

7. FINANCIAL RISK MANAGEMENT (Continued)

7.1 FINANCIAL RISK FACTORS (continued)

(b) Credit Risk

The Group's maximum exposure to credit risk which will cause a financial loss of the Group due to the failure to perform an obligation by the counterparties as at 30 June 2010 and 2011 is the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

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

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

The Group has stringent policies in place to manage its credit risk with trade and other receivables, which include but are not limited to the measures as set out below:

- (i) Certain trade receivable balances on open account terms are covered by letters of credit and customers' standby letters of credit or are factored to external financial institutions without recourse; and

7. 財務風險管理(續)

7.1 財務風險因素(續)

(b) 信貸風險

本集團於二零一零年及二零一一年六月三十日就各已確認金融資產因對手方未能履行其責任而令本集團造成財務損失所產生之最大風險承擔，為綜合財務狀況表內所列該等財務資產之賬面值。

本集團面對信貸風險，此為對手方未能於到期時支付全數之風險。信貸風險主要源自銀行結存以及應收貿易賬款及其他應收款項。

銀行結存乃存放於享有高信貸評級之機構，管理層認為有關信貸風險甚低。

本集團設有嚴謹政策，以管控應收貿易賬款及其他應收款項之信貸風險，當中包括但不限於下文所載之措施：

- (i) 若干應收貿易賬款結餘以掛賬方式處理，乃附有信用狀或客戶發出之備用信用狀，或以無追索權之方式讓售予外在金融機構；及

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

7. FINANCIAL RISK MANAGEMENT (Continued)

7.1 FINANCIAL RISK FACTORS (continued)

(b) Credit Risk (continued)

- (ii) The Group has put in place policies to ensure that provision services to customers with an appropriate credit history and performs periodic credit evaluations of its customers.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. As at 30 June 2010, included in the top 5 customers of the Group was a related company, namely AVT International Limited, who is also a supplier of the Group. No exposure to credit risk is attributable to AVT International Limited as its trade payable exceeds its trade receivables. The net amount was included in the amounts due to related parties in the consolidated statement of financial position, which is set out in note 28.

Apart from AVT International Limited, at the end of the reporting period, the Group has a certain concentration of credit risk as 28% and 94% (2010: 50% and 89%) of the total trade receivables was due from the Group's largest customer and the five (2010: remaining four) largest non-related customers respectively.

7. 財務風險管理(續)

7.1 財務風險因素(續)

(b) 信貸風險(續)

- (ii) 本集團亦設有政策，確保只向擁有合適信貸紀錄之客戶提供服務，而本集團亦定期對客戶進行信貸評估。

本集團面對之信貸風險主要受到每名客戶之個人特點所影響。於二零一零年六月三十日，本集團前五名客戶中包括一間關聯公司AVT International Limited，其亦為本集團之一名供應商。由於應付予AVT International Limited之應付貿易賬款超過應收該公司之應收貿易賬款，因此並無因AVT International Limited產生之信貸風險。淨額乃計入綜合財務狀況表中的應付關聯方款項(載於附註28)。

除了源自AVT International Limited外，於報告期末，本集團面對一定的信貸風險集中，因為應收貿易賬款總額中的28%及94%(二零一零年：50%及89%)是分別應收本公司之最大客戶及五名(二零一零年：其餘四名)最大客戶(並非關聯方)的貿易賬款。

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For the year ended 30 June 2011 截至二零一一年六月三十日止年度

7. FINANCIAL RISK MANAGEMENT
(Continued)

7.1 FINANCIAL RISK FACTORS (continued)

(b) Credit Risk (continued)

The table below shows the credit limit and trade receivable balances which are factored as at the end of the respective reporting period:

		2011 二零一一年		2010 二零一零年	
		Credit Limit 信貸限額 HK\$' 000 千港元	Utilized 已動用 HK\$' 000 千港元	Credit Limit 信貸限額 HK\$' 000 千港元	Utilized 已動用 HK\$' 000 千港元
Customers	客戶	28,000	21,901	23,000	19,198

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

Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables are disclosed in note 23 to the financial statements.

7. 財務風險管理(續)

7.1 財務風險因素(續)

(b) 信貸風險(續)

下表列出於相關報告期末的信貸限額及已讓售之應收貿易賬款結餘：

於報告期間內並無超出信貸限額，而管理層預計不會產生對手方不履約之虧損。

有關本集團因應收貿易賬款而面對之信貸風險的進一步量化數據，乃於財務報表附註23披露。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

7. FINANCIAL RISK MANAGEMENT (Continued)

7.1 FINANCIAL RISK FACTORS (continued)

(c) Liquidity Risk

As at 30 June 2011, the Company and the Group had net current assets of HK\$16,853,000 and HK\$15,119,000 (2010: net current liabilities of HK\$103,127,000 and HK\$109,447,000) respectively, and net assets of HK\$16,873,000 and HK\$16,925,000 (2010: net liabilities of HK\$103,107,000 and HK\$109,131,000), respectively. Upon completion of Resumption Proposal explained in note 2 to the financial statements above, the Company and the Group have sufficient funds to meet their financial obligations when they fall due.

In the management of the liquidity risk, the Company and the Group monitor and maintain a level of bank balances and cash deemed adequate by the management to finance the operations of the Company and the Group and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of bank borrowings and the liquidity requirements from time to time.

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

7. 財務風險管理(續)

7.1 財務風險因素(續)

(c) 流動資金風險

於二零一一年六月三十日，本公司及本集團之流動資產淨值分別為16,853,000港元及15,119,000港元(二零一零年：流動負債淨額分別為103,127,000港元及109,447,000港元)，以及資產淨值分別為16,873,000港元及16,925,000港元(二零一零年：負債淨額分別為103,107,000港元及109,131,000港元)。於上文財務報表附註2所說明之復牌方案完成後，本公司及本集團已擁有足夠資金以應付到期之財務責任。

在管理流動資金風險時，本公司及本集團監控及維持銀行結餘及現金於管理層認為可應付本公司及本集團營運之合適水平及減輕現金流量波動之影響。管理層監控銀行借貸之動用情況及不時之流動資金需求。

下表顯示本集團及本公司的金融負債，按照相關的到期組別，根據由報告期末至合約到期日的剩餘期間進行分析。

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7. FINANCIAL RISK MANAGEMENT
(Continued)

7.1 FINANCIAL RISK FACTORS (continued)

(c) Liquidity Risk (continued)

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

As at 30 June 2011

7. 財務風險管理(續)

7.1 財務風險因素(續)

(c) 流動資金風險(續)

在表內披露的金額為合約未貼現的現金流量。

於二零一一年六月三十日

		Carrying amount	Total	
			contractual undiscounted cash flow	Within one year or on demand
		賬面值	合約未貼現的現金流量總額	一年內或按要求的現金流量
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
The Group:	本集團：			
Trade and bills payables	應付貿易賬款及票據	21,088	21,088	21,088
Financial liabilities included in accruals, deposits received and other payables	包含於應計費用、已收按金及其他應付款項中的金融負債	17,084	17,084	17,084
Interest-bearing borrowings	計息借貸	38,893	38,893	38,893
Due to related parties	應付關聯方款項	10,664	10,664	10,664
		87,729	87,729	87,729
The Company:	本公司：			
Financial liabilities included in accruals, deposits received and other payables	包含於應計費用、已收按金及其他應付款項中的金融負債	16,202	16,202	16,202
Interest-bearing borrowings	計息借貸	17,888	17,888	17,888
Due to related parties	應付關聯方款項	654	654	654
Due to subsidiaries	應付附屬公司款項	20	20	20
		34,764	34,764	34,764

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

7. FINANCIAL RISK MANAGEMENT (Continued)

7.1 FINANCIAL RISK FACTORS (continued)

(c) Liquidity Risk (continued)

As at 30 June 2010

The Group:

		Carrying amount	contractual undiscounted cash flow	Within one year or on demand
		賬面值	合約未貼現的現金流量總額	一年內或按要求
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Trade and bills payables	應付貿易賬款及票據	13,366	13,366	13,366
Financial liabilities included in accruals, deposits received and other payables	包含於應計費用、已收按金及其他應付款項中的金融負債	24,771	24,771	24,771
Interest-bearing borrowings	計息借貸	70,054	70,054	70,054
Due to related parties	應付關聯方款項	19,578	19,578	19,578
Due to directors	應付董事款項	7,588	7,588	7,588
		135,357	135,357	135,357

The Company:

		Carrying amount	contractual undiscounted cash flow	Within one year or on demand
		賬面值	合約未貼現的現金流量總額	一年內或按要求
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Financial liabilities included in accruals, deposits received and other payables	包含於應計費用、已收按金及其他應付款項中的金融負債	24,078	24,078	24,078
Interest-bearing borrowings	計息借貸	52,619	52,619	52,619
Due to related parties	應付關聯方款項	1,952	1,952	1,952
Due to subsidiaries	應付附屬公司款項	262	262	262
Due to directors	應付董事款項	4,966	4,966	4,966
		83,877	83,877	83,877

7. 財務風險管理(續)

7.1 財務風險因素(續)

(c) 流動資金風險(續)

於二零一零年六月三十日

	Total	contractual undiscounted cash flow	Within one year or on demand
		合約未貼現的現金流量總額	一年內或按要求
		賬面值	現金流量總額
		HK\$'000	HK\$'000
		千港元	千港元
Trade and bills payables	應付貿易賬款及票據	13,366	13,366
Financial liabilities included in accruals, deposits received and other payables	包含於應計費用、已收按金及其他應付款項中的金融負債	24,771	24,771
Interest-bearing borrowings	計息借貸	70,054	70,054
Due to related parties	應付關聯方款項	19,578	19,578
Due to directors	應付董事款項	7,588	7,588
		135,357	135,357

The Company:

		Carrying amount	contractual undiscounted cash flow	Within one year or on demand
		賬面值	合約未貼現的現金流量總額	一年內或按要求
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Financial liabilities included in accruals, deposits received and other payables	包含於應計費用、已收按金及其他應付款項中的金融負債	24,078	24,078	24,078
Interest-bearing borrowings	計息借貸	52,619	52,619	52,619
Due to related parties	應付關聯方款項	1,952	1,952	1,952
Due to subsidiaries	應付附屬公司款項	262	262	262
Due to directors	應付董事款項	4,966	4,966	4,966
		83,877	83,877	83,877

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For the year ended 30 June 2011 截至二零一一年六月三十日止年度

7. FINANCIAL RISK MANAGEMENT (Continued)

7.2 FAIR VALUE OF FINANCIAL INSTRUMENTS

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

8. TURNOVER AND SEGMENT INFORMATION

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

Segment information reported internally was analysed on the basis of the type of products sold and activities carried out by the Group's operating division. The Group is currently operating in one operating segment, which is the distribution of server storage, multi-media and communication products. The information reported to the Group's chief operating decision maker (i.e. Executive Directors) for the purposes of resource allocation and assessment of performance is focused on this operating segment. Accordingly, no segment information is presented.

Other segment information

The Group's capital expenditures are located in the People's Republic of China, including Hong Kong (the "PRC").

7. 財務風險管理(續)

7.2 金融工具之公平值

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

8. 營業額及分部資料

營業額指年內就已售出貨品之已收及應收款項。

內部報告之分部資料是根據本集團經營部門出售之產品及所進行之活動的種類而分析。本集團目前只經營一個營運分部—分銷伺服器儲存、多媒體及通訊產品。向本集團之主要營運決策人(即執行董事)匯報資料以作資源分配及評估表現時,乃以該營運分部為重點,因此並無呈列分部資料。

其他分部資料

本集團之資本開支位於中華人民共和國,包括香港(「中國」)。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

8. TURNOVER AND SEGMENT INFORMATION (Continued)

Geographical information

The Group's turnover was derived from Hong Kong, of which the customers are located in Hong Kong and other parts of the PRC. All the non-current assets of the Group are located in the PRC.

Information about major customers

Revenue from a related company, AVT International Limited, of the corresponding year contributing 6% (2010: 8%) of the total revenue of the Group are as follows:

		2011 二零一一年 HK\$' 000 千港元	2010 二零一零年 HK\$' 000 千港元
AVT International Limited	AVT International Limited	15,981	17,886

Revenue from each of the following single external customers for the years ended 30 June 2011 and 2010 accounted for more than 10% of the total revenue of the Group are as follows:

		2011 二零一一年 HK\$' 000 千港元	2010 二零一零年 HK\$' 000 千港元
Customer A	客戶甲	70,822	51,652
Customer B	客戶乙	N/A不適用 ²	49,830
Customer C	客戶丙	68,901	39,348
Customer D	客戶丁	36,688	N/A不適用 ¹

8. 營業額及分部資料(續)

地區資料

本集團之營業額源自香港而客戶則位於香港及中國其他部份。本集團之非流動資產全部位於中國。

有關主要客戶之資料

有關年度來自一間關聯公司AVT International Limited之收益佔本集團總收益6%(二零一零年:8%)，詳情如下：

截至二零一一年及二零一零年六月三十日止年度來自以下各單一外界客戶之收益佔本集團總收益超過10%的詳情如下：

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For the year ended 30 June 2011 截至二零一一年六月三十日止年度

8. TURNOVER AND SEGMENT INFORMATION (Continued)

Information about major customers (continued)

- ¹ The transactions with Customer D did not account for more than 10% of the total revenue of the Group for the year ended 30 June 2010.
- ² The transactions with Customer B did not account for more than 10% of the total revenue of the Group for the year ended 30 June 2011.

8. 營業額及分部資料(續)

有關主要客戶之資料(續)

- ¹ 截至二零一零年六月三十日止年度，與客戶丁之交易佔本集團總收益之份額不超過10%。
- ² 截至二零一一年六月三十日止年度，與客戶乙之交易佔本集團總收益之份額不超過10%。

9. OTHER INCOME

9. 其他收入

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Interest income	利息收入	173	48
Commission income	佣金收入	5,120	2,648
Others	其他	226	4
		5,519	2,700

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For the year ended 30 June 2011 截至二零一一年六月三十日止年度

10. GAIN ON DEBT SETTLEMENT AND WRITTEN-BACK OF LIABILITIES

During the year ended 30 June 2011, the Company and the Settlement Creditors have entered into Debt Settlement Agreements. The Company issued 265,360,000 Reorganised Shares at a price of HK\$0.1726 each to extinguish all the liabilities due to these Settlement Creditors of the Company. The liabilities associated with the Settlement Creditors which have been extinguished are set out below.

10. 債務清償及撥回負債之收益

截至二零一一年六月三十日止年度，本公司與清償債權人訂立該等債務清償協議。本公司按每股0.1726港元之價格發行265,360,000股重組股份，以清償應付此等本公司清償債權人之所有負債。與清償債權人有關之負債已予清償，詳情如下：

		2011 二零一一年 HK\$'000 千港元
Liabilities extinguished:	已清償之負債：	
Accruals, deposits received and other payables	應計費用、已收按金及其他應付款項	7,766
Interest-bearing borrowings	計息借貸	42,152
Due to related parties	應付關聯方款項	1,299
Total liabilities extinguished	已清償之負債總額	51,217
Monetary value of shares issued to Settlement Creditors	向清償債權人發行股份之貨幣價值	(45,801)
Gain on debt settlement	債務清償之收益	5,416

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

10. GAIN ON DEBT SETTLEMENT AND WRITTEN-BACK OF LIABILITIES (Continued)

During the year ended 30 June 2011, the Company and the Group have written back accruals, deposits received and other payables amounting to HK\$1,046,000 (2010: HK\$735,000) as the directors of the Company are of the view that either the legal or constructive obligation has expired.

On 23 August 2010, the Company and a creditor entered into a deed of settlement, under which the creditor agreed to receive a total sum of HK\$1,200,000 for the full and final settlement of the original debt of HK\$6,019,000. A gain on debt settlement of HK\$4,819,000 was recognised in profit or loss in prior year.

10. 債務清償及撥回負債之收益 (續)

截至二零一一年六月三十日止年度，本公司及本集團已撥回1,046,000港元(二零一零年：735,000港元)之應計費用、已收按金及其他應付款項，原因為本公司董事認為，有關法律或推定義務已經逾期。

於二零一零年八月二十三日，本公司與一名債權人訂立償付契據，據此，該債權人同意收取合共1,200,000港元的款項，作為金額為6,019,000港元之原有債務的完全和最終償付。於上年度已在損益確認債務清償之收益4,819,000港元。

11. FINANCE COSTS

11. 融資成本

		2011 二零一一年 HK\$' 000 千港元	2010 二零一零年 HK\$' 000 千港元
Interests on:	應計利息：		
Bank loans, bills and overdrafts wholly repayable within five years	須於五年內悉數償還之 銀行貸款、票據及透支	316	284
Other borrowing costs	其他借貸成本	3,564	5,241
		3,880	5,525

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

12. (LOSS)/PROFIT BEFORE TAXATION

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

12. 除稅前(虧損)/溢利

除稅前(虧損)/溢利已扣除/(計入)下列各項：

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Directors' emoluments (<i>note 17</i>)	董事酬金(附註17)	3,059	192
Other staff costs	其他員工成本		
Salaries, commission, bonus and other benefits	薪金、佣金、花紅及其他福利	3,996	3,994
Retirement benefits scheme contributions	退休福利計劃供款	71	75
Total staff costs including directors' emoluments	總員工成本(包括董事酬金)	7,126	4,261
Cost of inventories recognised as expenses in cost of sale (including write-down of inventories of HK\$247,000 (2010: nil))	已於銷售成本中支銷之存貨成本(包括撇減存貨247,000港元(二零一零年:無))	261,553	209,379
Depreciation	折舊	244	332
Loss on disposal of property, plant and equipment	處置物業、機器及設備之虧損	72	5
Operating lease rentals in respect of land and buildings	有關土地及樓宇之經營租約租金	668	677
Auditor's remuneration	核數師酬金	720	650
Resumption, legal and professional expenses	復牌、法律及專業開支	6,268	1,389
Net foreign exchange (gain)/loss	匯兌(收益)/虧損淨額	(1,229)	309

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

13. INCOME TAX CREDIT

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Current tax:	即期稅項：		
Hong Kong Profits Tax	香港利得稅	-	-
Deferred tax credit (note 30)	遞延稅項抵免(附註30)	591	-
		591	-

No provision for Hong Kong Profits Tax was made for both years as the Group either had no assessable profits arising in Hong Kong or the assessable profits were wholly absorbed by tax losses brought forward for the year (2010: Nil).

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

13. 所得稅抵免

由於本集團於年內並無源自香港之應課稅溢利或應課稅溢利已以承前稅務虧損全數抵銷(二零一零年：零)，因此於兩個年度均並無就香港利得稅作出撥備。

年內稅項開支可與綜合全面收益表所列除稅前(虧損)/溢利對賬如下：

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
(Loss)/profit before taxation	除稅前(虧損)/溢利	(1,279)	1,177
Calculated at a taxation rate of 16.5% (2010: 16.5%)	按稅率16.5%(二零一零年：16.5%)計算	(211)	195
Expenses not deductible for taxation purposes	不可扣稅支出	1,029	492
Income not subject to taxation	毋須繳稅收入	(25)	(1)
Utilisation of tax loss and accelerated tax losses previously not recognised	使用以往未確認之稅項虧損及加速稅項折舊	(793)	(686)
Recognition of previously unrecognised tax losses and accelerated tax depreciation	確認以往未確認之稅項虧損及加速稅項折舊	(591)	-
Income tax credit	所得稅抵免	(591)	-

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

14. (LOSS)/PROFIT ATTRIBUTABLE TO OWNERS OF THE COMPANY

The net loss attributable to owners of the Company includes a loss of approximately HK\$6,764,000 (2010: HK\$2,960,000) which has been dealt with in the financial statements of the Company for the year ended 30 June 2011.

15. LOSS PER SHARE

The calculation of basic loss per share is based on the Group's loss attributable to owners of the Company of approximately HK\$1,575,000 (2010: HK\$274,000) and on the weighted average number of 639,399,000 (2010: 308,746,000 as restated by capital consolidation of every 20 issued shares into 1 reorganised share) shares in issue during the year.

Diluted loss per share was not presented as there was no dilutive potential ordinary share in issue for the years ended 30 June 2011 and 2010.

16. DIVIDENDS

No dividend was paid or proposed for the year ended 30 June 2011 (2010: nil), nor has any dividend been proposed since the end of the reporting period.

14. 本公司擁有人應佔(虧損)/溢利

本公司擁有人應佔虧損淨額包括虧損約6,764,000港元(二零一零年: 2,960,000港元), 已於本公司截至二零一一年六月三十日止年度之財務報表處理。

15. 每股虧損

每股基本虧損乃按本公司擁有人應佔本集團虧損約1,575,000港元(二零一零年: 274,000港元)及年內已發行股份之加權平均數639,399,000股(二零一零年: 308,746,000股, 乃按每20股已發行股份合併為一股重組股份而重列)計算。

截至二零一一年及二零一零年六月三十日止年度概無已發行攤薄潛在普通股, 故並無呈列每股攤薄虧損。

16. 股息

概無就截至二零一一年六月三十日止年度派付或擬派股息(二零一零年: 無), 自報告期間結束後亦無擬派任何股息。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

17. DIRECTORS' EMOLUMENTS

The emoluments paid or payable to each of the eleven (2010: eleven) directors are as follows:

For the year ended 30 June 2011

	Ke Jun Xiang 柯俊翔 HK\$'000 千港元	Lo Yuen Lai 盧元麗 HK\$'000 千港元	Ng Simon 伍世榮 HK\$'000 千港元	Ho Pui Tsun, Peter 何佩川 HK\$'000 千港元	Shao Wei Hong 邵偉宏 HK\$'000 千港元	Hu Yeshan 胡葉山 HK\$'000 千港元	Li Qimyi 李藹毅 HK\$'000 千港元	Chow Yeung Tuen 鄧鴻敬 HK\$'000 千港元	Kwok Yam Sheung 郭蔭尚 HK\$'000 千港元	Chan Man Wai 陳文偉 HK\$'000 千港元	Chan Siu Kay 陳紹基 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Fees 袍金	100	400	360	-	105	105	-	200	200	200	200	1,870
Other emoluments: 其他酬金：												
Basic salaries and allowance 基本薪金及津貼	-	1,120	-	-	30	30	-	-	-	-	-	1,180
Retirement benefits scheme contributions 退休福利計劃供款	-	9	-	-	-	-	-	-	-	-	-	9
Total emoluments 總酬金	100	1,529	360	-	135	135	-	200	200	200	200	3,059

For the year ended 30 June 2010

	Ke Jun Xiang 柯俊翔 HK\$'000 千港元	Lo Yuen Lai 盧元麗 HK\$'000 千港元	Ng Simon 伍世榮 HK\$'000 千港元	Ho Pui Tsun, Peter 何佩川 HK\$'000 千港元	Shao Wei Hong 邵偉宏 HK\$'000 千港元	Hu Yeshan 胡葉山 HK\$'000 千港元	Li Qimyi 李藹毅 HK\$'000 千港元	Chow Yeung Tuen 鄧鴻敬 HK\$'000 千港元	Kwok Yam Sheung 郭蔭尚 HK\$'000 千港元	Chan Man Wai 陳文偉 HK\$'000 千港元	Chan Siu Kay 陳紹基 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Fees 袍金	-	-	-	-	-	-	-	-	-	-	-	-
Other emoluments: 其他酬金：												
Basic salaries and allowance 基本薪金及津貼	-	192	-	-	-	-	-	-	-	-	-	192
Retirement benefits scheme contributions 退休福利計劃供款	-	-	-	-	-	-	-	-	-	-	-	-
Total emoluments 總酬金	-	192	-	-	-	-	-	-	-	-	-	192

Notes:

- (i) The respective directors are retired as directors of the Company at the conclusion of the annual general meeting held on 14 October 2010.
- (ii) The respective directors were appointed on 19 April 2010.

附註：

- (i) 相關董事已於二零一零年十月十四日舉行之股東週年大會結束時退任本公司董事。
- (ii) 相關董事乃於二零一零年四月十九日獲委任。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

18. EMPLOYEES' EMOLUMENTS

Of the five individuals with the highest emoluments in the Group, two (2010: one) were directors of the Company whose emoluments are included in note 17 above. The emoluments of the remaining three (2010: four together with the emoluments of Ms. Lo Yuen Lai ("Ms. Lo") prior to the appointment as a director of the Company) were as follows:

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Basic salaries, allowances and benefits in kind	基本薪金、津貼及實物利益	1,843	2,410
Contributions to pension scheme	退休金計劃供款	24	41
		1,867	2,451

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

		2011 二零一一年 Number 人數	2010 二零一零年 Number 人數
Nil to HK\$1,000,000	零至1,000,000港元	4	4
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	-	1
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	1	-

No directors or senior management waived or agreed to waive any emoluments, and no incentive payment or compensation for loss of office was paid or payable to any director or senior management during the years ended 30 June 2011 and 2010.

18. 僱員酬金

本集團五位最高薪人士當中，兩名(二零一零年：一名)為本公司董事，其酬金已載於上文附註17。其餘三名(二零一零年：四名，連同盧元麗女士(「盧女士」)於獲委任為本公司董事前之酬金)人士之酬金載列如下：

五位最高薪人士(包括董事及其他僱員)之酬金按酬金範圍分析如下：

截至二零一一年及二零一零年六月三十日止年度並無董事或高級管理人員放棄或同意放棄任何酬金之安排，亦概無向任何董事或高級管理人員支付或須支付任何獎金或離職補償。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

19. PROPERTY, PLANT AND EQUIPMENTS

19. 物業、機器及設備

The Group

本集團

		Leasehold improvements 租賃物業裝修 HK\$' 000 千港元	Furniture and fixture 傢俬及裝置 HK\$' 000 千港元	Machinery and equipment 機械及設備 HK\$' 000 千港元	Motor vehicles 汽車 HK\$' 000 千港元	Total 合計 HK\$' 000 千港元
Cost	成本					
At 1 July 2009	於二零零九年七月一日	602	764	682	609	2,657
Additions	添置	-	42	4	-	46
Disposals	處置	-	(46)	-	-	(46)
At 30 June 2010 and 1 July 2010	於二零一零年六月三十日 及二零一零年七月一日	602	760	686	609	2,657
Additions	添置	-	25	-	1,320	1,345
Disposals	處置	-	-	-	(467)	(467)
At 30 June 2011	於二零一一年六月三十日	602	785	686	1,462	3,535
Accumulated depreciation	累積折舊					
At 1 July 2009	於二零零九年七月一日	497	628	635	290	2,050
Charge for the year	本年度支出	89	88	41	114	332
Elimination on disposal	處置時抵銷	-	(41)	-	-	(41)
At 30 June 2010 and 1 July 2010	於二零一零年六月三十日 及二零一零年七月一日	586	675	676	404	2,341
Charge for the year	本年度支出	15	30	2	197	244
Elimination on disposal	處置時抵銷	-	-	-	(265)	(265)
At 30 June 2011	於二零一一年六月三十日	601	705	678	336	2,320
Net book value	賬面淨值					
At 30 June 2011	於二零一一年六月三十日	1	80	8	1,126	1,215
At 30 June 2010	於二零一零年六月三十日	16	85	10	205	316

At 30 June 2010, motor vehicle with net book value of HK\$205,000 was registered in the name of a director of the Company, Ms. Lo.

於二零一零年六月三十日，賬面淨值為205,000港元之汽車乃以本公司董事盧女士之名義登記。

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For the year ended 30 June 2011 截至二零一一年六月三十日止年度

20. INVESTMENT IN SUBSIDIARIES

20. 於附屬公司之投資

		The Company 本公司	
		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Unlisted shares, at cost	非上市股份，按成本	20	20
Due from subsidiaries	應收附屬公司之款項	78,997	51,985
Less: Impairment loss	減：減值虧損	(52,783)	(51,966)
		26,214	19
Due to subsidiaries	應付附屬公司之款項	(20)	(262)

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

(a) 與附屬公司之結餘為無抵押、免息及無固定還款期。

(b) Movement in the allowance for impairment loss for the years ended 30 June 2011 and 2010 is as follows:

(b) 於截至二零一一年及二零一零年六月三十日止年度之減值虧損撥備變動如下：

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Balance at beginning of the year	年初結餘	51,966	51,966
Impairment loss recognised on amounts due from subsidiaries	應收附屬公司款項之已確認減值虧損	817	-
Balance at end of the year	年終結餘	52,783	51,966

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

20. INVESTMENT IN SUBSIDIARIES
(Continued)

(c) Particulars of subsidiaries

The Company has direct or indirect interests in the following subsidiaries as at 30 June 2011, all of which are private companies. Details of these companies are as follows:

20. 於附屬公司之投資(續)

(c) 附屬公司之詳情

於二零一一年六月三十日，本公司擁有以下附屬公司之直接或間接權益，該等公司均為私人公司，其詳情如下：

Name 公司名稱	Place of incorporation/ operation 註冊成立/ 營業地點	Issued and fully paid share/ registered capital 已發行及繳足 股本/註冊股本	Percentage of equity interest attributable to the Group 本集團應佔 股本權益百分比	Principal Activities 主要業務
Directly held 直接持有				
Flaconwood Ltd.	British Virgin Islands 英屬處女群島	US\$1 1美元	100%	Investment Holding 投資控股
Pilot Apex Development Limited	Hong Kong 香港	HK\$10,000 10,000港元	100%	Dormant 暫無營業
Inout Jewellery Limited	Hong Kong 香港	HK\$1 1港元	100%	Dormant 暫無營業
Idea Wisdom Investment Limited	Hong Kong 香港	HK\$10,000 10,000港元	100%	Dormant 暫無營業
Indirectly held 間接持有				
AVT Electronics Limited	Hong Kong 香港	HK\$4,500,100 4,500,100港元	90% (2010:65%)	Distribution of server storage, multi-media and communication products 分銷伺服器儲存、 多媒體及通訊產品

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

21. AVAILABLE-FOR-SALE INVESTMENT

21. 可供出售投資

		The Group and the Company 本集團及本公司	
		2011 二零一一年 HK\$' 000 千港元	2010 二零一零年 HK\$' 000 千港元
Equity securities	股本證券		
Unlisted equity securities in the PRC, at cost	中國之非上市股本證券， 按成本	8,000	8,000
Less: allowance for impairment loss	減：減值虧損撥備	(8,000)	(8,000)
		-	-

The investment at 30 June 2011 and 2010 represent 5% interest in 湖南沅江陽光大地有機農業有限公司, an unlisted equity securities, in the PRC. It is measured at cost less impairment at the end of the reporting period as the directors of the Company are of the opinion that its fair value cannot be measured reliably.

The directors are of the view that due to diminution in value of the unlisted investment, full allowance had been made in the financial statements. There was no movement in the allowance for impairment loss in both years.

於二零一一年及二零一零年六月三十日之投資指於中國之湖南沅江陽光大地有機農業有限公司的5%權益(非上市股本證券)。由於本公司董事認為無法可靠地計量此項投資之公平值，此項投資乃按成本減去報告期末之減值計量。

董事認為，由於該項非上市投資之價值下跌，因此已於財務報表內作出全數撥備。兩年內均無減值撥備變動。

22. INVENTORIES

22. 存貨

		The Group 本集團	
		2011 二零一一年 HK\$' 000 千港元	2010 二零一零年 HK\$' 000 千港元
Trading inventories	貿易存貨	30,182	15,664

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

23. TRADE AND BILLS RECEIVABLES

23. 應收貿易賬款及票據

		The Group 本集團	
		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Trade receivables	應收貿易賬款	41,038	30,857
Less: allowance for doubtful debts	減：呆賬撥備	-	(2,971)
		41,038	27,886
Bills receivables	應收票據	1,299	-
		42,337	27,886

The Group's trading terms with its customers are mainly on open account terms, except for new customers, where payment in advance is normally required. The balance of the business is on open account terms which is often covered by customers' letters of credit or is factored to external financial institutions without recourse. The credit period is generally for a period of up to 90 days. The Group seeks to maintain strict control over its outstanding receivables to minimise credit risk. Overdue balances are regularly reviewed by senior management. Trade receivables are non-interest-bearing and their carrying amounts approximate to their fair values.

本集團與其客戶的貿易條款主要以掛賬形式進行，惟新客戶一般須預付款項。其餘以掛賬方式進行，多數均附有客戶發出之備用信用狀，或以無追索權之方式讓售予外在金融機構。信貸期一般最多為90日。本集團對其未收回應收款項維持嚴謹監控，藉以減低信貸風險。高級管理層會定期審閱逾期結餘。應收貿易賬款為免息，且其賬面值與其公平值相若。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

23. TRADE AND BILLS RECEIVABLES (Continued)

The following is an ageing analysis of trade receivables, based on invoice date, at the end of the reporting period:

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
0 – 30 days	0至30天	24,714	10,411
31 – 60 days	31至60天	5,505	15,058
Over 60 days	60天以上	10,819	2,417
		41,038	27,886

Most of the trade receivables are neither past due nor impaired and have good repayment history in prior years. Included in the Group's trade receivables balance are debtors with aggregate carrying amount of HK\$7,972,000 (2010: HK\$4,846,000) which are past due at the end of the reporting period for which the Group has not provided for impairment loss. The Group does not hold any collateral over these balances.

An aged analysis of trade receivables which are past due but not impaired, based on past due date, is as follows:

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Less than 1 month past due	逾期不足1個月	7,972	4,680
1 to 3 months past due	逾期1至3個月	-	166
		7,972	4,846

23. 應收貿易賬款及票據(續)

根據發票日期，應收貿易賬款於報告期末之賬齡分析如下：

大部份應收貿易賬款為並無逾期及亦無減值而於以往年度之還款記錄良好。本集團之應收貿易賬款結餘中包括總賬面值為7,972,000港元(二零一零年：4,846,000港元)之應收貿易款項是於報告期末已逾期而本集團並無為此計提減值虧損。本集團並無就該等結餘持有任何抵押品。

已逾期但並無減值之應收貿易賬款根據逾期日之賬齡分析如下：

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

23. TRADE AND BILLS RECEIVABLES
(Continued)

The trade receivables that were past due but not impaired related to customers that have good track records with the Group. Management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. A substantial amount of which has been received after the end of the reporting period.

Movement in the allowance for doubtful debts

Balance at beginning of the year	年初結餘	2,971	2,971
Amount written off during the year as uncollectible	因不可收回而於年內撇銷之款額	(2,971)	-
Balance at end of the year	年終結餘	-	2,971

At 30 June 2011, trade receivables with an aggregate carrying amount of HK\$21,901,000 (2010: HK\$23,227,000) have been charged to secure the general banking facilities of the Company (Note 35).

23. 應收貿易賬款及票據(續)

已逾期但並無減值之應收貿易賬款的有關客戶與本集團之往績記錄良好。管理層相信，由於信貸質素並無重大變動而目前仍認為可以全數收回該等結餘，因此毋須就該等結餘計提減值撥備。於報告期間結束後已收到該等結餘的大部份。

呆賬撥備變動

	2011 二零一一年 HK\$' 000 千港元	2010 二零一零年 HK\$' 000 千港元
Balance at beginning of the year	2,971	2,971
Amount written off during the year as uncollectible	(2,971)	-
Balance at end of the year	-	2,971

於二零一一年六月三十日，總賬面值為21,901,000港元(二零一零年：23,227,000港元)之應收貿易賬款已用作本集團一般銀行融資的抵押品(附註35)。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

24. FIXED DEPOSIT

24. 定期存款

		The Group 本集團		The Company 本公司	
		2011 二零一一年 HK\$' 000 千港元	2010 二零一零年 HK\$' 000 千港元	2011 二零一一年 HK\$' 000 千港元	2010 二零一零年 HK\$' 000 千港元
Fixed deposit - pledged	已抵押之定期存款	20,012	1,312	20,012	-
Fixed deposit - unpledged	無抵押之定期存款	20,277	-	20,277	-
		40,289	1,312	40,289	-

The pledged fixed deposit is placed with a bank to secure general banking facilities of the Group and is denominated in HKD (2010: AUD). As at 30 June 2010, the pledged fixed deposit was jointly held by a director of the Company, Ms. Lo and her spouse, Mr. Lee Bing Kwong ("Mr. Lee") on behalf of the Group. Such pledged fixed deposit was realised during the year ended 30 June 2011 (Note 35).

The unpledged fixed deposit was placed with a bank and denominated in RMB.

The fixed deposits earned interest at floating rate based on time deposit rate of 0.50% per annum (2010: 3.60% per annum) and had maturity of one month (2010: three months).

已抵押之定期存款存於銀行，作為本集團一般銀行融資的抵押品，以港元（二零一零年：澳元）為單位。於二零一零年六月三十日，已抵押之定期存款由本公司董事盧女士及其配偶李秉光先生（「李先生」）代表本集團共同持有。有關已抵押之定期存款已於截至二零一一年六月三十日止年度內變現（附註35）。

無抵押之定期存款存於銀行並以人民幣為單位。

定期存款按根據定期存款利率年息0.50厘（二零一零年：年息3.60厘）之浮動利率計息，存款到期日為一個月（二零一零年：三個月）。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

25. TRADE AND BILLS PAYABLES

25. 應付貿易賬款及票據

		The Group 本集團	
		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Trade payables	應付貿易賬款	21,088	10,435
Bills payable, secured	應付票據，有抵押	-	2,931
		21,088	13,366

All of the trade payables are expected to be settled within one year. An ageing analysis is as follows:

所有應付貿易賬款預期於一年內償還。其賬齡分析如下：

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
0 - 30 days	0至30天	13,819	7,273
31 - 60 days	31至60天	7,041	2,929
Over 60 days	60天以上	228	233
		21,088	10,435

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

26. ACCRUALS, DEPOSITS RECEIVED AND OTHER PAYABLES

Included in accruals, deposits received and other payables in the consolidated and the Company's statements of financial position as at 30 June 2011, was the provision of HK\$43,892,000 (2010: HK\$43,892,000) and interest payable of HK\$10,196,000 (2010: HK\$10,196,000) in respect of the disputed claims against the Company. The creditors claimed repayments of the outstanding debts together with the interest and legal costs. For the year ended 30 June 2011, there was no movement in the provision for disputed claims. Details are set out in note 39 to the financial statements.

During the year ended 30 June 2011, several amounts of accruals, deposits received and other payables have been extinguished by the Company's shares. Details are set out in note 10 to the financial statements.

26. 應計費用、已收按金及其他應付款項

於二零一一年六月三十日之綜合及本公司財務狀況表中的應計費用、已收按金及其他應付款項中，包括有關對本公司提出之具爭議申索的撥備43,892,000港元（二零一零年：43,892,000港元）及應付利息10,196,000港元（二零一零年：10,196,000港元）。債權人要求償還未償還債務連利息及法律費用。於截至二零一一年六月三十日止年度，本集團之具爭議申索撥備並無任何變動。詳情載於財務報表附註39。

截至二零一一年六月三十日止年度，數筆屬於應計費用、已收按金及其他應付款項之款項已以本公司之股份償還。詳情載於財務報表附註10。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

27. INTEREST-BEARING BORROWINGS

27. 計息借貸

		Note 附註	The Group 本集團		The Company 本公司	
			2011 二零一一年	2010 二零一零年	2011 二零一一年	2010 二零一零年
			HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Bank borrowings, secured:	有抵押銀行借貸：					
Bank overdrafts	銀行透支	(a)	-	2	-	-
Factoring loan	讓售貸款	(a)	16,586	11,037	-	-
Other bank borrowings	其他銀行借貸	(a)	4,419	-	-	-
Loans from a related party	關聯方提供之貸款	(b)	-	21,137	-	14,741
Other loans	其他貸款	(c)	17,888	37,878	17,888	37,878
			38,893	70,054	17,888	52,619
Secured	有抵押		21,005	11,039	-	-
Unsecured	無抵押		17,888	59,015	17,888	52,619
			38,893	70,054	17,888	52,619

(a) Bank borrowings, secured

Bank overdraft carries interest at variable rates. Factoring loan is fixed-rate borrowings which carry effective interest rate (which is also equal to contractual interest rate) of 2.0% per annum in both years. Other bank borrowings represent bank advance for discounted bills and trust receipt loan which are variable-rate borrowings and carry effect interest rate ranging from 1.9% to 2.0% per annum as at 30 June 2011.

(a) 有抵押銀行借貸

銀行透支按浮動利率計息。於兩年內，讓售貸款屬定息借貸，按2.0厘之實際年利率（亦相等於訂約利率）計息。其他銀行借貸代表貼現票據之銀行墊款及信託收據貸款，屬浮息借貸，於二零一一年六月三十日按介乎1.9厘至2.0厘之實際年利率計息。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

27. INTEREST-BEARING BORROWINGS (Continued)

(a) Bank borrowings, secured (Continued)

At 30 June 2011 and 2010, the banking facilities of the Group were secured by the fixed deposit of the Company amounting to approximately HK\$20,012,000 (2010: the fixed deposit of the Group amounting to approximately HK\$1,312,000), fixed charge over trade receivables of the Group with an aggregate carrying amount of HK\$21,901,000 (2010: HK\$23,227,000), the legal charge over properties owned by a company controlled by Mr. Lee and Ms. Lo, and personal guarantees executed by them.

(b) Loans from a related party

Loans from a related party represented loan from Mr. Lee Bing Kwong (Mr. Lee), who is the spouse of a director of the Company, Ms. Lo and a minority shareholder of AVT Electronics Limited, a subsidiary of the Company as at 30 June 2010.

The balance included fixed-rate borrowings repayable within one year or repayable on demand of approximately HK\$14,741,000 which carry effective interest rates (which was also equal to the contractual interest rate) ranging from 24.0% to 26.8% per annum.

In addition, the Group had variable-rate loans from Mr. Lee of HK\$6,396,000 which carried interest at HIBOR plus 1.0% per annum and the effective interest rate was 1.3% per annum as at 30 June 2010. Interest rates were repriced monthly.

At 30 June 2010, the loan from Mr. Lee of HK\$9,741,000 was secured by personal guarantees executed by a director of the Company.

27. 計息借貸(續)

(a) 有抵押銀行借貸(續)

於二零一一年及二零一零年六月三十日，本集團之銀行融通額由為數約20,012,000港元之本公司定期存款(二零一零年：為數約1,312,000港元之本集團定期存款)、本集團總賬面值為21,901,000港元(二零一零年：23,227,000港元)之應收貿易賬款的固定押記、李先生及盧女士控制之公司所擁有之物業的法定押記以及彼等簽立之個人擔保作為抵押。

(b) 關聯方提供之貸款

關聯方提供之貸款代表本公司董事盧女士之配偶李秉光先生(「李先生」)提供之貸款。李先生亦為AVT Electronics Limited於二零一零年六月三十日(本公司附屬公司)之少數股東。

餘額包括須於一年內償還或須應要求償還之定息借貸約14,741,000港元，按介乎24.0厘至26.8厘之實際年利率(亦相等於訂約利率)計息。

此外，本集團亦獲李先生提供浮息貸款6,396,000港元，按香港銀行同業拆息加1.0厘之年利率計息，而於二零一零年六月三十日之實際年利率為1.3厘。利率乃每月重訂。

於二零一零年六月三十日，李先生提供之9,741,000港元貸款由本公司董事簽立之個人擔保作抵押。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

27. INTEREST-BEARING BORROWINGS (Continued)

(c) Other loans

Included in other loans of the Company and the Group are borrowings amounting to HK\$17,688,000 (2010: HK\$17,688,000) in relation to the disputed claims as set out in note 39 to the financial statements. No interest is provided for the years ended 30 June 2011 and 2010. As at 30 June 2010, other than the borrowings in relation to the disputed claims, the other loans were fixed-rate borrowings which carried effective interest rates (which was also equal to the contractual interest rates) ranging from 12.0% to 48.0% per annum.

At 30 June 2010, other loans of HK\$8,880,000 together with the interest payable of HK\$1,785,000 included in the statements of financial position of the Group and the Company were in default since the Company failed to pay the loan or interest due on the final repayment date. The amounts have been fully settled during the year ended 30 June 2011.

The other loans other than the borrowings in relation to the disputed claims as at 30 June 2010 were secured by several personal guarantees jointly executed by a director of the Company and a third party.

During the year ended 30 June 2011, the Company has entered into several tri-party debt assignment agreements with related parties. Details are disclosed in note 38 to the financial statements below. In addition, several amounts of loans from a related party and other loans together with their corresponding interest payables have been extinguished by the Company's shares. Details are set out in note 10 to the financial statements.

27. 計息借貸(續)

(c) 其他貸款

本公司及本集團之其他貸款包括有關財務報表附註39所載爭議申索之借貸17,688,000港元(二零一零年: 17,688,000港元)。截至二零一一年及二零一零年六月三十日止年度並無為利息撥備。於二零一零年六月三十日,除了有關爭議申索之借貸外,其他貸款屬定息借貸,按介乎12.0厘至48.0厘之實際年利率(亦相等於訂約利率)計息。

於二零一零年六月三十日,因本公司未能於最後還款日期償還到期之貸款或利息,計入本集團及本公司財務狀況表之其他貸款8,880,000港元及應付利息1,785,000港元已違約。有關款項已於截至二零一一年六月三十日止年度悉數償還。

於二零一零年六月三十日之其他貸款(不包括有關爭議申索之借貸)乃由一名本公司董事及一名第三方共同簽立之數項個人擔保作抵押。

於截至二零一一年六月三十日止年度,本公司與關聯方訂立數項三方債務轉讓協議,詳見下文財務報表附註38之披露。此外,屬於關聯方提供之貸款及其他貸款之數筆款項以及相關應付利息已以本公司股份償還。詳情載於財務報表附註10。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

28. DUE TO RELATED PARTIES

28. 應付關聯方款項

		The Group 本集團		The Company 本公司	
		2011 二零一一年 HK\$' 000 千港元	2010 二零一零年 HK\$' 000 千港元	2011 二零一一年 HK\$' 000 千港元	2010 二零一零年 HK\$' 000 千港元
Related person	關聯人士				
Lee Bing Kwong (note i)	李秉光 (附註i)	-	3,030	-	-
Related companies	關聯公司				
AVT International Limited (note ii)	AVT International Limited (附註ii)	10,010	14,596	-	-
Nicegoal Limited (note iii)	Nicegoal Limited (附註iii)	-	1,298	-	1,298
Trade Honour Limited (note iv)	Trade Honour Limited (附註iv)	654	654	654	654
		10,664	19,578	654	1,952

Notes:

- i) The capacity of Mr. Lee has been set out in note 27(b) above.
- ii) AVT International Limited is controlled by Mr. Lee.
- iii) Nicegoal Limited is jointly controlled by Mr. Lee and Ms. Lo.
- iv) Trade Honour Limited is controlled by Mr. Ke Jun Xiang, the director of the Company.

The amounts due to related parties are unsecured, interest-free and have no fixed repayment terms.

During the year ended 30 June 2011, several amounts due to a related person and related companies were extinguished by the Company's shares. Details are set out in note 10 to the financial statements.

附註：

- i) 李先生之身份已載於上文附註27(b)。
- ii) AVT International Limited由李先生控制。
- iii) Nicegoal Limited由李先生與盧女士共同控制。
- iv) Trade Honour Limited由本公司董事柯俊翔先生控制。

應付關聯方款項為無抵押、免息及無固定還款期。

於截至二零一一年六月三十日止年度，屬於應付關聯人士及關聯公司款項之數筆款項已以本公司股份償還。詳情載於財務報表附註10。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

29. DUE TO DIRECTORS

29. 應付董事款項

	The Group 本集團		The Company 本公司	
	2011 二零一一年 HK\$' 000 千港元	2010 二零一零年 HK\$' 000 千港元	2011 二零一一年 HK\$' 000 千港元	2010 二零一零年 HK\$' 000 千港元
Ke Jun Xiang (Note i) 柯俊翔 (附註i)	-	2,626	-	2,626
Ho Pui Tsun, Peter (Note ii) 何佩川 (附註ii)	-	2,340	-	2,340
Lo Yuen Lai 盧元麗	-	2,622	-	-
	-	7,588	-	4,966

The amounts due to directors were unsecured, interest free and have no fixed repayable terms. During the year ended 30 June 2011, the amounts due to directors were fully settled.

應付董事款項為無抵押、免息及無固定還款期。應付董事款項已於截至二零一一年六月三十日止年度悉數償還。

Notes:

- i) On 8 June 2009, the Company received a garnishee order absolute over the debt due by the Company to Mr. Ke Jun Xiang which has a balance of approximately HK\$2.6 million or so much thereof as may be sufficient to satisfy the judgment sum against Mr. Ke. On 22 June 2010, a winding-up order was served on the Company to repay the debt. During the year ended 30 June 2011, the Company has settled the debt due to Mr. Ke and the winding-up order has been withdrawn.
- ii) Court order was granted on 21 April 2008 against the Company as Garnishee for the amount due by the Company to Mr. Ho Pui Tsun, Peter which has a balance of approximately HK\$11.7 million or so much thereof as may be sufficient to satisfy the judgment sum against Mr. Ho. Full settlement of approximately HK\$9.7million has been paid directly to the plaintiff in prior year. During the year ended 30 June 2011, the Company has further settled the remaining debt due to Mr. Ho.

附註：

- i) 於二零零九年六月八日，本公司就本公司應付柯俊翔先生債務獲第三債務人命令，該款項餘額約為2,600,000港元或足以支付柯先生之判決金額之款項。於二零一零年六月二十二日，本公司被送達清盤令以償還該筆債務。截至二零一一年六月三十日止年度，本公司已經清償應付予柯先生之債務而清盤令已經撤回。
- ii) 法院於二零零八年四月二十一日就本公司應付何佩川先生之款項頒佈針對本公司（作為第三債務人）之命令，該款項餘額約為11,700,000港元或足以支付何先生之判決金額之款項。於上年度已經直接向原告人支付約9,700,000港元以清償有關款項。截至二零一一年六月三十日止年度，本公司已進一步清償應付何先生之其餘債務。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

30. DEFERRED TAX ASSETS

The components of deferred tax assets recognised in the consolidated statement of financial position and the movements during the year ended 30 June 2011 is as follows:

30. 遞延稅項資產

於綜合財務狀況表確認之遞延稅項資產的組成部份以及截至二零一一年六月三十日止年度之變動如下：

		The Group 本集團		
		Accelerated capital allowance 提前轉歸資本 之免稅額 HK\$'000 千港元	Tax losses 稅務虧損 HK\$'000 千港元	Total 總計 HK'000 千港元
At 1 July 2009, 30 June 2010 and 1 July 2010	於二零零九年七月一日、 二零一零年六月三十日及 二零一零年七月一日	-	-	-
Credited to profit or loss for the year	計入年度損益	25	566	591
At 30 June 2011	於二零一一年六月三十日	25	566	591

No deferred tax assets and liabilities have been offset in the consolidated statement of financial position.

綜合財務狀況表內並無遞延稅項資產及負債之抵銷。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

30. DEFERRED TAX ASSETS (Continued)

As at 30 June 2011 and 2010, the Group has the following potential deferred tax assets not provided for at the end of the reporting period due to the unpredictability of future profit streams:

30. 遞延稅項資產(續)

於二零一一年及二零一零年六月三十日，因無法預測未來溢利來源，本集團於報告期末有以下未提撥之潛在遞延稅項資產：

	The Group 本集團		The Company 本公司	
	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Accelerated capital allowances 提前轉歸資本之免稅額	-	69	-	-
Tax losses available for future relief 可用於未來減免之稅務虧損	1,827	3,142	1,827	1,827
	1,827	3,211	1,827	1,827

Tax losses for both years may be carried forward indefinitely.

兩個年度之稅務虧損可無限期結轉。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

31. SHARE CAPITAL

31. 股本

AUTHORISED AND ISSUED SHARE

法定及已發行股份

		The Company 本公司	
		No. of shares 股份數目	
		('000)	HK\$'000
		(千股)	千港元
Ordinary shares of HK\$0.01 each	普通股每股面值0.01港元		
Authorised:	法定：		
At 1 July 2009, 30 June 2010, 1 July 2010 and 30 June 2011	於二零零九年七月一日、 二零一零年六月三十日、 二零一零年七月一日及 二零一一年六月三十日	60,000,000	600,000
Issued and fully paid:	已發行及繳足：		
At 1 July 2009, 30 June 2010 and 1 July 2010	於二零零九年七月一日、 二零一零年六月三十日及 二零一零年七月一日	6,174,917	61,749
Capital reorganisation (note a)	股本重組(附註a)	(5,866,171)	(58,662)
Issue of placing shares (note b)	發行配售股份(附註b)	202,780	2,028
Issue of subscription shares (note b)	發行認購股份(附註b)	272,280	2,723
Issue of shares to extinguish liabilities due to Settlement Creditors (note c)	發行股份以償還應付清償 債權人之負債(附註c)	265,360	2,654
At 30 June 2011	於二零一一年六月三十日	1,049,166	10,492

Notes:

附註：

a) Capital reorganisation which comprises a capital reduction through cancellation of HK\$0.0095 out of HK\$0.01 of the paid-up capital on each existing share of the Company and a consolidation of every 20 issued shares of HK\$0.0005 each into 1 Reorganised Shares at HK\$0.01 each has been completed during the year ended 30 June 2011.

a) 股本重組已於截至二零一一年六月三十日止年度完成，當中涉及將本公司每股現有股份之繳足股本0.01港元中註銷0.0095港元而進行削減股本，以及每20股每股面值0.0005港元之已發行股份合併為一股每股面值0.01港元之重組股份。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

31. SHARE CAPITAL (Continued)

AUTHORISED AND ISSUED SHARE (Continued)

Notes: (Continued)

- b) Placement of 202,780,000 Reorganised Shares at a placing price of HK\$0.1726 each and subscription of 272,280,000 Reorganised Shares at a subscription price of HK\$0.1726 each to several subscribers have been completed during the year ended 30 June 2011.
- c) The Company issued 265,360,000 Reorganised Shares at a price of HK\$0.1726 each to extinguish all the liabilities due to these Settlement Creditors. Details are set out in note 10 to the financial statements.

The new shares rank pari passu with the existing shares in all respect.

CAPITAL RISK MANAGEMENT

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

The capital structure of the Group consists of debts (which include interest bearing borrowings disclosed in note 27 to the financial statements), net of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital and reserves.

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

31. 股本(續)

法定及已發行股份(續)

附註：(續)

- b) 截至二零一一年六月三十日止年度完成按每股0.1726港元之配售價配售202,780,000股重組股份以及由數名認購人按每股0.1726港元之認購價認購272,280,000股重組股份。
- c) 本公司按每股0.1726港元之價格發行265,360,000股重組股份，以清償應予該等清償債權人之所有負債。詳情載於財務報表附註10。

該等新股份在各方面與現有股份享有同等地位。

資本風險管理

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

本集團之資本架構由債務(包括財務報表附註27所披露之計息借貸)，扣除現金及現金等值項目及本公司擁有人應佔權益(包括已發行股本及儲備)組成。

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

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

32. SHARE-BASED PAYMENT TRANSACTIONS

The Company's new share option scheme (the "Scheme") was adopted pursuant to a special general meeting of the Company held on 27 June 2011 for the primary purpose of providing incentives to selected participants for their contribution to the Group, and will expire on 26 June 2021. Under the Scheme, the board of directors of the Company (the "Board") may grant options to directors of the Company (including non-executive director and independent non-executive directors) and full-time employees of the Group, and any participants from time to time determined by the Board as having contributed or may contribute to the development and growth of the Group to subscribe for shares in the Company.

The total number of shares in respect of which options may be granted under the Scheme is not permitted to exceed 10% of shares of the Company in issue as at the date of the approval of the Scheme. The total number of shares which may be issued upon exercise all outstanding options granted and yet to be exercised under the Scheme must not exceed 30% of the shares in issue from time to time. The number of shares in respect of which options may be granted to any individual in any 12-month period is not permitted to exceed 1% of the shares of the Company in issue at any point in time without prior approval from the Company's shareholders.

Options granted must be taken up within 28 days from the date of grant, upon payment of HK\$1.00 per each grant of option(s). Options may be exercised at any time from the date of grant to the 10th anniversary of the date of grant. In each grant of options, the Board may at its discretion determine the specific exercise period and exercise price. The exercise price shall not be less than the highest of (i) the closing price of shares on the Stock Exchange on the date of the offer of grant; (ii) the average closing price of shares on the Stock Exchange for the five trading days immediately preceding the date of the offer of grant; and (iii) the nominal value of the shares.

No share options were granted, exercised or lapsed during the year ended 30 June 2011.

32. 以股份為基礎之付款交易

根據本公司於二零一一年六月二十七日舉行之股東特別大會，本公司採納新購股權計劃（「該計劃」），該計劃之主要目的乃就特定參與者為本集團所作之貢獻向彼等提供獎勵，並將於二零一一年六月二十六日屆滿。根據該計劃，本公司董事會（「董事會」）可向本公司董事（包括非執行董事及獨立非執行董事）及本集團全職僱員，以及董事會不時決定向曾經或可能對本集團之發展及增長作出貢獻之任何參與者授予購股權，以認購本公司股份。

根據該計劃授出之購股權可認購之股份總數，不得超逾本公司於該計劃獲得批准當日已發行股份之10%。根據該計劃授出而尚未行使其所有購股權獲行使時可發行之股份總數，不得超過不時已發行股份之30%。若未得本公司股東事先批准，於任何12個月期間授予任何個人之購股權可認購之股份數目，不得超逾本公司不時已發行股份之1%。

已授予之購股權必須於授出日期起計28日內接納，接納時須支付每份購股權1.00港元。購股權可於授出日期至授出日期十年屆滿之日期間內任何時間行使。於每次授出購股權時，董事會可酌情決定行使期及行使價。行使價不得小於下列三者中之最高者：(i) 股份於購股權授出日期在聯交所之收市價；(ii) 股份於購股權授出日期前五個交易日在聯交所之平均收市價；及(iii) 股份面值。

截至二零一一年六月三十日止年度內概無授出購股權，亦無購股權獲行使或失效。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

33. SHARE PREMIUM AND RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior year are presented in the consolidated statement of changes in equity on page 48 of the financial statements.

33. 股份溢價及儲備

本集團儲備之金額及於本年度及上年度之變動，載於財務報表第48頁之綜合權益變動表。

The Company		Share premium	Contributed surplus	Accumulated losses	Total
本公司		股份溢價	繳入盈餘	累積虧損	合計
		HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000
		千港元	千港元	千港元	千港元
At 1 July 2009	於二零零九年七月一日	293,907	56,516	(512,319)	(161,896)
Loss for the year	年內虧損	-	-	(2,960)	(2,960)
At 30 June 2010 and 1 July 2010	於二零一零年六月三十日及二零一零年七月一日	293,907	56,516	(515,279)	(164,856)
Loss for the year	年內虧損	-	-	(6,764)	(6,764)
Capital reorganisation (note 31)	股本重組(附註31)	(293,907)	(56,516)	409,085	58,662
Issue of placing shares	發行配售股份	32,972	-	-	32,972
Issue of subscription shares	發行認購股份	44,273	-	-	44,273
Issue of shares to extinguish liabilities due to Settlement Creditors (note 10)	發行股份以償還應付清償債權人之負債(附註10)	43,147	-	-	43,147
Share issue expenses	股份發行開支	(1,053)	-	-	(1,053)
At 30 June 2011	於二零一一年六月三十日	119,339	-	(112,958)	6,381

(a) The share premium account represents the excess of proceeds received over the nominal value of the Company's shares issued, less share issue expenses.

(b) The contributed surplus of the Company in prior year represents the difference between the nominal value of the Company's shares issued in exchange for the fair value of the shares of the subsidiaries acquired at the dates of acquisition. During the year ended 30 June 2011, such amount was applied to set off the accumulated losses of the Company, which was approved by a special general meeting held on 17 January 2011.

(a) 股份溢價賬代表所收取之所得款項超過所發行之本公司股份的面值減去股份發行開支。

(b) 本公司於上年度之繳入盈餘乃指本公司所發行用於交換之股份面值與所收購附屬公司股份於收購日期公平值之差額。於截至二零一一年六月三十日止年度，經二零一一年一月十七日舉行之股東特別大會批准後，有關金額已用於抵銷本公司之累積虧損。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

34. OPERATING LEASE AND OTHER COMMITMENTS

Minimum lease payments paid under operating leases in respect of land and buildings during the year amounting to approximately HK\$668,000 (2010: HK\$677,000).

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

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Not later than one year	不超過一年	151	226
Later than one year and not later than five years	一年後但不超過五年	40	-
		191	226

Operating lease payment represents rentals payable by the Group and the Company for certain of its office premises with remaining lease terms of between 9 to 18 months (2010: 3 to 9 months) and rentals are fixed throughout the lease periods. The Group does not have an option to purchase the leased assets at the expiry of the lease periods.

35. PLEDGE OF ASSETS

As at 30 June 2011, certain of the Group's trade receivables and fixed deposit with an aggregate carrying amounts of HK\$21,901,000 and HK\$20,012,000 (2010: HK\$23,227,000 and HK\$1,312,000) respectively were pledged to banks for banking facilities granted to the Group.

34. 經營租約及其他承擔

本年度根據土地及樓宇之經營租約而已付之最低租賃付款約為668,000港元(二零一零年: 677,000港元)。

於報告期末, 本集團根據土地及樓宇之不可撤銷經營租約應付之未來最低租約承擔如下:

經營租約付款代表本集團及本公司就若干辦公室物業應付之租金, 有關物業之餘下租期介乎9至18個月(二零一零年: 3至9個月), 租金於租期內為固定。本集團並無於租期屆滿時購入租用資產之選擇權。

35. 資產抵押

於二零一一年六月三十日, 本集團總賬面值分別為21,901,000港元及20,012,000港元(二零一零年: 分別為23,227,000港元及1,312,000港元)之應收貿易賬款及定期存款已抵押予銀行, 以就本集團取得銀行融資。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

36. RETIREMENT BENEFITS SCHEME

The Group participates in a Mandatory Provident Fund Scheme (the "MPF Scheme") for all qualifying employees in Hong Kong. The assets of the MPF Scheme are held separately from those of the Group, in funds under the control of trustees. The Group contributes the lower of 5% or HK\$1,000 of the relevant payroll costs, for each of the employees every month, to the MPF Scheme, which contribution is matched by employees.

The contributions paid/payable to the Scheme by the Group amounted to HK\$80,000 (2010: HK\$75,000), which has been recognised as expenses and included in staff costs as disclosed in note 12 to the financial statements. At the end of the reporting period, there were no forfeited contributions in respect of employees leaving the retirement benefits scheme before they were fully vested in the contributions and which were available to reduce the contributions payable by the Group in the future years.

37. MAJOR NON-CASH TRANSACTIONS

The Group and the Company entered into the following non-cash financing activities which are not reflected in the consolidated statement of cash flows:

(a) Debt Settlement Agreements

During the year, the Company and Settlement Creditors entered into Debt Settlement Agreements, under which the Company issued 265,360,000 Reorganised Shares at a price of HK\$0.1726 each to extinguish all the liabilities due to these Settlement Creditors. Details are set out in note 10 to the financial statement.

36. 退休福利計劃

本集團已為所有合資格之香港僱員設有一項強制性公積金計劃(「強積金計劃」)。強積金計劃之資產存放於信託人控制之基金，與本集團之資產分開持有。本集團每月為每位僱員按港元1,000或相關薪酬成本之5%(以較低者為準)向強積金計劃作出供款，而僱員亦作出同等金額之供款。

本集團已付／應付之強積金計劃供款為80,000港元(二零一零年：75,000港元)，已確認為開支並且計入財務報表附註12所披露之員工成本。於報告期末，並無因僱員悉數取得供款前退出退休福利計劃而可用作本集團在未來年度應繳供款之沒收供款。

37. 主要非現金交易

本集團及本公司訂立了以下非現金融資活動是並未於綜合現金流量表中反映：

(a) 債務清償協議

年內，本公司與清償債權人訂立債務清償協議，據此，本公司按每股0.1726港元之價格發行265,360,000股重組股份，以清償應付予該等清償債權人之所有負債。詳情載於財務報表附註10。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

37. MAJOR NON-CASH TRANSACTIONS (Continued)

(b) Debt assignment agreements

On 8 July 2010, the Company, Mr. Lee and Honest Ventures Limited entered into a tri-party debt assignment agreement, under which Honest Ventures Limited agreed to assign the debt of HK\$1,180,000 to Mr. Lee. The amount was included in loans from a related party and has been fully settled during the year.

On 2 September 2010, the Company, a third-party lender and Honest Ventures Limited entered into another tri-party debt assignment agreement, under which Honest Ventures Limited agreed to assign the debt of HK\$1,000,000 to the third-party lender. The amount was included in interest-bearing borrowings and has been fully settled during the year.

On 25 May 2010, the Company, Mr. Lee and a third-party creditor entered into a tri-party debt assignment agreement, under which the third-party creditor agreed to assign the debt of HK\$5,000,000 to Mr. Lee. The amount was recorded as unsecured loan from Mr. Lee in the consolidated and Company's statement of financial position as at 30 June 2010, and is set out in note 27(b) above.

(c) Settlement of resumption costs by Settlement Creditors on behalf of the Company

During the year ended 30 June 2011, the Company has utilised the loan facilities granted by several Settlement Creditors through repayment of its resumption costs of approximately HK\$5,421,000 on behalf of the Company.

37. 主要非現金交易(續)

(b) 債務轉讓協議

於二零一零年七月八日，本公司、李先生及Honest Ventures Limited訂立三方債務轉讓協議，據此，Honest Ventures Limited同意將1,180,000港元之債務轉讓予李先生。此筆款項已計入關聯方提供之貸款並已於年內悉數償還。

於二零一零年九月二日，本公司、一名第三方貸款人及Honest Ventures Limited訂立另一份三方債務轉讓協議，據此，Honest Ventures Limited同意將1,000,000港元之債務轉讓予該名第三方貸款人。此筆款項已計入計息借貸並已於年內悉數償還。

於二零一零年五月二十五日，本公司、李先生及一名第三方貸款人訂立三方債務轉讓協議，據此，該名第三方貸款人同意將5,000,000港元之債務轉讓予李先生。此筆款項已於二零一零年六月三十日之綜合及本公司財務狀況表中列作李先生提供之無抵押貸款，有關資料載於上文附註27(b)。

(c) 清償債權人代表本公司支付復牌開支

截至二零一一年六月三十日止年度，通過由數名清償債權人代表本公司支付約5,421,000港元之復牌開支，本公司運用了該數名清償債權人所批授之貸款融通額。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

38. MATERIAL RELATED PARTY AND CONNECTED TRANSACTIONS

In addition to the loans from a related party and outstanding balances due to related parties and directors as disclosed in the consolidated and the Company statement of financial position, and notes 27(b), 28 and 29 respectively, the banking facilities of the group were secured by assets of Ms. Lo and Mr. Lee, and personal guarantees jointly executed by a director of the Company and a third party. Details are disclosed in note 27.

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

(a) Key management personnel remuneration

The remuneration of the director and key management during the year was as follows:

38. 重大關聯方及關連交易

除於綜合及本公司財務狀況表以及附註27(b)、28及29分別披露之關聯方提供之貸款以及應付關聯方和董事之未償還結餘外，本集團之銀行信貸乃以盧女士及李先生之資產以及一名本公司董事與一名第三方共同簽立之個人擔保作為抵押。詳情於附註27披露。

年內，本集團訂立以下重大關聯方及關連交易。

(a) 管理要員薪酬

董事及管理要員年內之薪酬如下：

		2011 二零一一年 HK\$' 000 千港元	2010 二零一零年 HK\$' 000 千港元
Short term employee benefits	短期僱員福利	5,002	2,602
Post-employment benefits	離職後福利	38	41
		5,040	2,643

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

38. MATERIAL RELATED PARTY AND CONNECTED TRANSACTIONS (Continued)

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

Related party 關聯方	Transaction 交易	2011 二零一一年 HK\$' 000 千港元	2010 二零一零年 HK\$' 000 千港元
AVT International Limited (note i) (附註i)	Purchases 採購 Sales 銷售	29,936 15,981	29,281 17,886
Nicegoal Limited (note ii) (附註ii)	Interest paid 已付利息	144	348
Lee Bing Kwong (note iii) 李秉光 (附註iii)	Rent paid 已付租金 Interest paid 已付利息	504 1,297	504 627
Honest Ventures Limited (note iv) (附註iv)	Interest paid 已付利息	144	-

(c) Motor vehicle with net book value of HK\$205,000 and pledged fixed deposits with an amount of HK\$1,312,000 included in the consolidated statement of financial position as at 30 June 2010 were registered in name of Ms. Lo and jointly held in name of Ms. Lo and Mr. Lee, respectively.

(d) During the year, the Group entered into the following loan agreements with related parties:

Related party 關聯方		2011 二零一一年 HK\$' 000 千港元	2010 二零一零年 HK\$' 000 千港元
Lee Bing Kwong (note iii) 李秉光 (附註iii)	Principal amount 本金額	2,500	12,441
Honest Ventures Limited (note iv) (附註iv)	Principal amount 本金額	321	N/A 不適用

38. 重大關聯方及關連交易(續)

(b) 年內，本集團訂立以下重大關聯方及關連交易。

(c) 計入於二零一零年六月三十日之綜合財務狀況表之賬面淨值205,000港元之汽車及1,312,000港元之已抵押定期存款乃分別以盧女士之名義登記以及以盧女士和李先生之名義共同持有。

(d) 年內，本集團與關聯方訂立以下貸款協議：

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

38. MATERIAL RELATED PARTY AND CONNECTED TRANSACTIONS (Continued)

- (e) During the year ended 30 June 2011, the Group has entered into two tri-party debt assignment agreements with Mr. Lee and Honest Ventures Limited, and a third-party lender and Honest Ventures Limited. During the year ended 30 June 2010, the Group, Mr. Lee and a third-party creditor entered into a tri-party debt assignment agreement. Details are set out in note 37 to the financial statements above.
- (f) The Company and the Settlement Creditors have entered into Debt Settlement Agreements as described in note 10 to the financial statement above. Three of the Settlement Creditors, namely Honest Ventures Limited, Nicegoal Limited and Mr. Lee, are related to the Company. The Company has issued 5,800,000, 10,140,000 and 115,020,000 shares to the related Settlement Creditors respectively at an issue price of HK\$0.1726 per share.
- (g) During the year ended 30 June 2011, State Thrive Limited, Shine Fill Limited and Ample Key Limited, of which their ultimate beneficial owners are either the spouse of Mr. Ke or the spouse of Ms. Lo, subscribed 57,920,000, 57,920,000 and 115,880,000 reorganised shares respectively at a subscription price of HK\$0.1726 per subscription share.

Notes:

- i) The above transactions were carried out at terms determined and agreed with a master agreement dated on 25 November 2010, which was approved by a special general meeting of the Company held on 12 January 2011.
- ii) The interest expenses were based on the Debt Settlement Agreement signed by the Company and Nicegoal Limited.

38. 重大關聯方及關連交易(續)

- (e) 截至二零一一年六月三十日止年度，本集團與李先生及Honest Ventures Limited訂立一份三方債務轉讓協議，並與一名第三方貸款人及Honest Ventures Limited訂立另一份三方債務轉讓協議。截至二零一零年六月三十日止年度，本集團、李先生及一名第三方債權人訂立一份三方債務轉讓協議。詳情載於上文財務報表附註37。
- (f) 本公司與清償債權人訂立上文財務報表附註10所述之債務清償協議。三名清償債權人(即Honest Ventures Limited、Nicegoal Limited及李先生)與本公司有關聯。本公司按每股0.1726港元之發行價向相關清償債權人分別發行5,800,000股、10,140,000股及115,020,000股股份。
- (g) 截至二零一一年六月三十日止年度，State Thrive Limited、Shine Fill Limited及Ample Key Limited(此等公司之最終實益擁有人為柯先生之配偶或盧女士之配偶)按每股認購股份0.1726港元之認購價，分別認購57,920,000股、57,920,000股及115,880,000股經重組股份。

附註：

- i) 上述交易之條款乃按日期為二零一零年十一月二十五日之主協議而釐定及協議，而主協議已於二零一一年一月十二日舉行之本公司股東特別大會上獲得批准。
- ii) 利息開支乃根據本公司與Nicegoal Limited簽訂之債務清償協議而釐定。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

38. MATERIAL RELATED PARTY AND CONNECTED TRANSACTIONS (Continued)

Notes: (Continued)

- iii) The rental expenses were based on the tenancy agreement signed between the Group and Mr. Lee. The interest expenses were based on the Debt Settlement Agreement signed by the Company and Mr. Lee, and the relevant loan agreement signed by the Group and Mr. Lee.
- iv) The interest expenses were based on the Debt Settlement Agreement signed by the Company and Honest Ventures Limited. Starting from 1 July 2010, Honest Ventures Limited is a company controlled by the spouse of Mr. Ke Jun Xiang, a director of the Company.

39. LITIGATIONS

- (a) China Gold Finance Limited ("China Gold") claims against the Company for outstanding loan in the total sum of HK\$69,300,000 on 27 June 2001 (whereas HK\$40,000,000 being the alleged principal loan and HK\$29,300,000 being alleged outstanding interest up to 27 June 2001) plus interest and legal cost. During the year ended 30 June 2011, China Gold has revised its claims against the Company to approximately HK\$214,000,000.

The amount of HK\$69,300,000 had been provided for in the financial statements.

Pursuant to the opinion of a legal counsel of the Company in relation to the subject, it is highly probable that China Gold's claims against the Company will be failed and thus no further provision should be made for the additional amount arising from the revised claims.

39. LITIGATIONS (Continued)

38. 重大關聯方及關連交易(續)

附註：(續)

- iii) 租賃開支乃根據本集團與李先生簽訂之租賃協議而釐定。利息開支乃根據本公司與李先生簽訂之債務清償協議以及本集團與李先生簽訂之相關貸款協議而釐定。
- iv) 利息開支乃根據本公司與Honest Ventures Limited簽訂之債務清償協議而釐定。由二零一零年七月一日起，Honest Ventures Limited由本公司董事柯俊翔先生之配偶所控制。

39. 訴訟

- (a) 於二零一一年六月二十七日，China Gold Finance Limited (「China Gold」) 就尚未支付貸款總額 69,300,000 港元 (其中 40,000,000 港元被指稱為貸款本金額，而 29,300,000 港元則被指稱為截至二零一一年六月二十七日止之尚未支付利息)，加利息及法律費用，對本公司提出申索。截至二零一一年六月三十日止年度，China Gold 已將其對本公司提出之申索修訂至約 214,000,000 港元。

為數 69,300,000 港元之金額已於財務報表作出撥備。

根據本公司法律顧問就此之意見，China Gold 對本公司提出之申索極有可能失敗，因此，毋須就經修訂申索產生之額外金額作出進一步撥備。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2011 截至二零一一年六月三十日止年度

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

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

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

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

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

- (d) On 22 June 2010, a winding-up order was served on the Company by Wealth Full Limited to repay the amount due to a director, Mr. Ke, which amounts to HK\$2.6million. Details are set out in note 29.

Full amount had been provided in the financial statement in prior years. During the year ended 30 June 2011, the amount has been fully settled and the winding-up petition has been withdrawn.

39. 訴訟(續)

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

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

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

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

已於上年度之財務報表內作出全數減值撥備。

- (d) 於二零一零年六月二十二日，Wealth Full Limited向本公司送達清盤令以償還應付予董事柯先生之2,600,000港元款項。詳情載於附註29。

已於以往年度之財務報表內作出全數撥備。截至二零一一年六月三十日止年度，有關款項已經清償而清盤令已經撤回。

FIVE-YEAR FINANCIAL SUMMARY 財務概要

RESULTS

業績

		Year Ended 30 June 截至六月三十日止年度				
		2011 二零一一年 HK\$' 000 千港元	2010 二零一零年 HK\$' 000 千港元	2009 二零零九年 HK\$' 000 千港元	2008 二零零八年 HK\$' 000 千港元	2007 二零零七年 HK\$' 000 千港元
Turnover	營業額	270,846	219,757	111,052	159,618	176,943
(Loss)/profit before taxation	除稅前(虧損)/溢利	(1,279)	1,177	3,635	(9,287)	21,563
Income tax credit	所得稅抵免	591	-	-	-	-
(Loss)/profit for the year	本年度(虧損)/溢利	(688)	1,177	3,635	(9,287)	21,563
Attributable to: Owners of the Company	下列人士應佔: 本公司擁有人	(1,575)	(274)	3,635	(9,287)	21,563
Non-controlling interests	非控股權益	887	1,451	-	-	-
		(688)	1,177	3,635	(9,287)	21,563

ASSETS AND LIABILITIES

資產與負債

		At 30 June 於六月三十日				
		2011 二零一一年 HK\$' 000 千港元	2010 二零一零年 HK\$' 000 千港元	2009 二零零九年 HK\$' 000 千港元	2008 二零零八年 HK\$' 000 千港元	2007 二零零七年 HK\$' 000 千港元
Non-current assets	非流動資產	1,806	316	607	936	5,410
Current assets	流動資產	147,682	70,707	57,048	66,479	56,262
Current liabilities	流動負債	(132,563)	(180,154)	(167,963)	(181,358)	(166,328)
Net assets/(liabilities)	資產/(負債)淨額	16,925	(109,131)	(110,308)	(113,943)	(104,656)
Attributable to: Owners of the Company	下列人士應佔: 本公司擁有人	14,587	(110,582)	(110,308)	(113,943)	(104,656)
Non-controlling interests	非控股權益	2,338	1,451	-	-	-
		16,925	(109,131)	(110,308)	(113,943)	(104,656)



CIL HOLDINGS LIMITED
華建控股有限公司