

Notes to the Accounts

For the year ended 31st March 2002

1 Principal accounting policies

The principal accounting policies adopted in the preparation of these consolidated accounts are set out below:

(a) Basis of preparation

The accounts have been prepared in accordance with accounting principles generally accepted in Hong Kong and comply with accounting standards issued by the Hong Kong Society of Accountants ("HKSA"). The accounts have been prepared under the historical cost convention except that, as disclosed in the accounting policies below, certain leasehold properties and investment properties are stated at fair value.

In the current year, the Group adopted the following Statements of Standard Accounting Practice ("SSAPs") issued by the HKSA which are effective for accounting periods commencing on or after 1st January 2001:

SSAP 14 (revised): Leases (effective for periods commencing on or after 1st July 2000)

SSAP 26: Segment reporting

SSAP 28: Provisions, contingent liabilities and contingent assets

SSAP 30: Business combinations SSAP 31: Impairment of assets

SSAP 32: Consolidated financial statements and accounting for investments in subsidiaries

The effect of adopting these new standards is set out in the accounting policies below.

(b) Consolidation

The consolidated accounts include the accounts of the Company and its subsidiaries made up to 31st March. Subsidiaries are those entities in which the Group controls the composition of the board of directors, controls more than half of the voting power or holds more than half of the issued share capital.

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

All significant intercompany transactions and balances within the Group are eliminated on consolidation.

The gain or loss on the disposal of a subsidiary represents the difference between the proceeds of the sale and the Group's share of its net assets.

In the Company's balance sheet, the investments in subsidiaries are stated at cost less provision for impairment losses. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

(c) Associated companies

An associated company is a company, not being a subsidiary, in which an equity interest is held for the long-term and significant influence is exercised in its management.

The consolidated profit and loss account includes the Group's share of the results of associated companies for the year, and the consolidated balance sheet includes the Group's share of the net assets of the associated companies.

Equity accounting is discontinued when the carrying amount of the investment in an associated company reaches zero, unless the Group has incurred obligations or guaranteed obligations in respect of the associated company.



For the year ended 31st March 2002

1 Principal accounting policies (continued)

(d) Fixed assets

(i) Investment properties

Investment properties are interests in land and buildings in respect of which construction work and development have been completed and which are held for their investment potential, any rental income being negotiated at arm's length.

Investment properties held on leases with unexpired periods greater than 20 years are valued at intervals of not more than three years by independent valuers. The valuations are on an open market value basis related to individual properties and separate values are not attributed to land and buildings. The valuations are incorporated in the annual accounts. Increases in valuation are credited to the investment properties revaluation reserve. Decreases in valuation are first set off against increases on earlier valuations on a portfolio basis and thereafter are debited to operating profit. Any subsequent increases are credited to operating profit up to the amount previously debited. Investment properties held on leases with unexpired periods of 20 years or less are depreciated over the remaining portion of the leases.

Upon the disposal of an investment property, the relevant portion of the revaluation reserve realised in respect of previous valuations is released from the investment properties revaluation reserve to the profit and loss account.

(ii) Other fixed assets

Other properties are interests in land and buildings other than investment properties and are stated at fair value which is determined by the directors based on independent valuations which are performed every three years. It is the Group's policy to review regularly the fair value of fixed assets on an individual basis. If it is considered appropriate, independent professional valuations are obtained in the intervening years. Increases in valuation are credited to the other properties revaluation reserve. Decreases in valuation are first offset against increases on earlier valuations in respect of the same property and are thereafter debited to operating profit. Any subsequent increases are credited to operating profit up to the amount previously debited.

Other tangible fixed assets other than cutlery, utensils, table-linen and uniforms are stated at cost less accumulated depreciation and impairment losses.

Leasehold land is depreciated over the period of the lease while other tangible assets are depreciated at rates sufficient to write off their cost less accumulated impairment losses or valuation over their expected useful lives on a straight-line basis. The principal annual rates are as follows:

Buildings 2.5% Furniture and fixtures 20% Motor vehicles 20%

No depreciation is provided against the initial purchase cost of cutlery, utensils, table-linen and uniforms. Costs of subsequent replacements for these assets are charged directly to the profit and loss account.

Improvements are capitalised and depreciated over their expected useful lives to the Group.



For the year ended 31st March 2002

1 Principal accounting policies (continued)

(d) Fixed assets

(iii) Impairment and gain or loss on sale

At each balance sheet date, both internal and external sources of information are considered to assess whether there is any indication that assets included in other properties and other fixed assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated and where relevant, an impairment loss is recognised to reduce the asset to its recoverable amount. Such impairment losses are recognised in the profit and loss except where the asset is carried at valuation and the impairment loss does not exceed the revaluation surplus for that same asset, in which case it is treated as a revaluation decrease.

The gain or loss on disposal of a fixed asset other than investment properties and other properties is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in the profit and loss account. Any revaluation reserve balance remaining attributable to the relevant asset is transferred to retained earnings and is shown as a movement in reserves.

(e) Convertible note

Convertible note is stated at cost less any provision for impairment loss.

The carrying amount of convertible note is reviewed at the balance sheet date in order to assess the credit risk and whether the carrying amount is expected to be recovered. Provision is made when carrying amount is not expected to be recovered and is recognised in the profit and loss account.

(f) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated on the first-in, first-out basis on the purchase prices of inventories including direct expenses. Net realisable value is determined on the basis of anticipated sales proceeds less estimated selling expenses.

(g) Accounts receivable

Provision is made against accounts receivable to the extent they are considered to be doubtful. Accounts receivable in the balance sheet are stated net of such provision.

(h) Cash and cash equivalents

Cash and cash equivalents are carried in the balance sheet at cost. For the purposes of the cash flow statement, cash and cash equivalents comprise cash on hand, deposits held at call with banks, cash investments with a maturity of three months or less from date of investment and bank overdrafts.

(i) Deferred taxation

Deferred taxation is accounted for at the current taxation rate in respect of timing differences between profit as computed for taxation purposes and profit as stated in the accounts to the extent that a liability or an asset is expected to be payable or recoverable in the foreseeable future.



For the year ended 31st March 2002

1 Principal accounting policies (continued)

(j) Translation of foreign currencies

Transactions in foreign currencies are translated at exchange rates ruling at the transaction dates. Monetary assets and liabilities expressed in foreign currencies at the balance sheet date are translated at rates of exchange ruling at the balance sheet date. Exchange differences arising in these cases are dealt with in the profit and loss account.

The accounts of subsidiaries expressed in foreign currencies are translated at the rates of exchange ruling at the balance sheet date. Exchange differences are dealt with as a movement in reserves.

(k) Revenue recognition

Revenue from restaurant operations is recognised when food and beverages are sold and services are provided.

Management fee income is recognised when the services are rendered.

Interest income is recognised on a time proportion basis, taking into account the principal amounts outstanding and the interest rates applicable.

Operating lease rental income is recognised on a straight-line basis.

(I) Retirement benefit costs

The Group contributes to a defined contribution retirement scheme which is available to all employees. Contributions to the scheme by the Group and employees are calculated as a percentage of employees' basic salaries. The retirement benefit scheme cost charged to the profit and loss account represents contributions payable by the company to the fund.

The Group's contributions to the defined contribution retirement scheme are expensed as incurred and are reduced by contributions forfeited by those employees who leave the scheme prior to vesting fully in the contributions.

The assets of the scheme are held separately from those of the Group in an independently administered fund.

(m) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset.

All other borrowing costs are charged to the profit and loss account in the year in which they are incurred.

(n) Operating leases

Leases where substantially all the risks and rewards of ownership of assets remain with the leasing company are accounted for as operating leases. Payments made under operating leases net of any incentives received from the leasing company are charged to the profit and loss account on a straight-line basis over the lease periods.



For the year ended 31st March 2002

1 Principal accounting policies (continued)

(o) Segment reporting

In accordance with the Group's internal financial reporting the Group has determined that business segments be presented as the primary reporting format and geographical as the secondary reporting format.

Unallocated costs represent corporate expenses. Segment assets consist primarily of fixed assets, inventories and receivables, and mainly exclude bank balances and cash. Segment liabilities comprise operating liabilities and exclude items such as taxation and certain corporate borrowings. Capital expenditure comprises additions to fixed assets (note 10).

In respect of geographical segment reporting, sales are based on the country in which the customer is located. Total assets and capital expenditure are where the assets are located.

2 Turnover, revenue and segmental information

The Group is principally engaged in restaurant operations and property investment. With effect from 1st April 2001, the directors regard property investment to be one of the principal activities of the Group. Certain comparative figures have been reclassified accordingly. The Group's restaurant operation in Mainland China was terminated since 22nd June 2001. The revenues recognised relating to this operation from 1st April 2001 until 22nd June 2001 were HK\$1,398,162 (year ended 31st March 2001: HK\$10,502,569) and the operating loss were HK\$1,906,561 (year ended 31st March 2001: HK\$1,120,080).

Revenues recognised during the year are as follows:

	Group	
		As restated
	2002	2001
	HK\$	HK\$
Turnover		
Sales of food and beverages from restaurant operations	36,388,338	65,039,273
Gross rental income from investment properties	2,225,000	766,850
	38,613,338	65,806,123
Other revenues		
Management fee income	982,216	686,708
Interest income from convertible note	67,097	3,051,508
Bank and other interest income	95,997	697,682
	1,145,310	4,435,898
Total revenues	39,758,648	70,242,021



For the year ended 31st March 2002

2 Turnover, revenue and segmental information (continued)

An analysis of the Group's business segment for the year ended 31st March 2002 is set out as follows:

	Restaurant operations 2002 HK\$	Property investment 2002 HK\$	Total 2002 <i>HK\$</i>
Turnover	36,388,338	2,225,000	38,613,338
Segment results Interest income from convertible note Unallocated costs	(1,303,726)	1,387,404	83,678 67,097 (1,861,223)
Operating loss Finance costs			(1,710,448) (1,384,579)
Loss before taxation Taxation charge			(3,095,027) (103,002)
Loss attributable to shareholders			(3,198,029)
Segment assets Unallocated assets	77,868,147	74,017,133	151,885,280 1,553,588
Total assets			153,438,868
Segment liabilities Unallocated liabilities	(10,241,402)	(1,821,044)	(12,062,446) (1,695,381)
Total liabilities			(13,757,827)
Capital expenditure Unallocated capital expenditure	85,523	_	85,523 194,200
			279,723
Depreciation Unallocated depreciation	1,729,980	_	1,729,980 143,243
			1,872,223



For the year ended 31st March 2002

2 Turnover, revenue and segmental information (continued)

An analysis of the Group's business segment for the year ended 31st March 2001 is set out as follows:

	Restaurant operations 2001 HK\$	Property investment 2001 HK\$	Total 2001 <i>HK\$</i>
Turnover	65,039,273	766,850	65,806,123
Segment results Interest from convertible note Unallocated costs	(5,358,791)	(373,892)	(5,732,683) 3,051,508 (823,087)
Operating loss Provision for convertible note Finance costs			(3,504,262) (78,000,000) (1,778,886)
Loss before taxation Taxation credit			(83,283,148) 34,540
Loss attributable to shareholders			(83,248,608)
Segment assets Unallocated assets	135,499,553	46,727,400	182,226,953 8,472,672
Total assets			190,699,625
Segment liabilities Unallocated liabilities	(12,023,529)	(479,170)	(12,502,699) (19,644,576)
Total liabilities			(32,147,275)
Capital expenditure Unallocated capital expenditure	706,132	-	706,132 17,648
			723,780
Depreciation Unallocated deprecation	4,341,923	-	4,341,923 109,634
			4,451,557



For the year ended 31st March 2002

2 Turnover, revenue and segmental information (continued)

An analysis of the Group's segment information by geographical segment is set out as follows:

Turnover 2002 <i>HK\$</i>	Segment results 2002 HK\$	Total assets 2002 HK\$	Capital expenditure 2002 HK\$
37,215,176 1,398,162	196,113 (1,906,561)	153,520,997	279,723
38,613,338	(1,710,448)	153,520,997	279,723
Turnover 2001 <i>HK\$</i>	Segment results 2001 HK\$	Total assets 2001 HK\$	Capital expenditure 2001
55,303,554 10,502,569 65,806,123	(2,384,182) (1,120,080) (3,504,262)	188,184,985 2,514,640	723,780 - 723,780
	2002 HK\$ 37,215,176 1,398,162 38,613,338 Turnover 2001 HK\$ 55,303,554 10,502,569	Turnover 2002 2002 2002 2002 2002 2002 2002 20	Turnover 2002 results 2002 assets 2002 HK\$ HK\$ HK\$ 37,215,176 196,113 153,520,997 1,398,162 (1,906,561) — 38,613,338 (1,710,448) 153,520,997 Turnover results results assets 2001 2001 2001 HK\$ HK\$ HK\$ 55,303,554 (2,384,182) 188,184,985 (1,120,080) 2,514,640

3 Operating loss from operations

Operating loss from operations is stated after crediting and charging the following:

	Group	
	2002 <i>HK\$</i>	2001 <i>HK\$</i>
Crediting		
Gain on disposal of investment properties	27,200	_
Charging		
Deficit on revaluation of other properties	173,600	=
Depreciation of fixed assets	1,872,223	4,451,557
Staff costs (excluding directors' emoluments)	9,598,458	17,712,013
Operating lease rentals in respect of land and buildings	509,870	1,236,878
Auditors' remuneration	400,000	500,000
Provision for doubtful debts	_	91,442
Loss on disposal of other fixed assets	266,948	822,052
Provision for closure costs of certain restaurant operations	2,022,746	2,286,757
Non-recurring project cost	854,032	

Provision for closure costs of certain restaurant operations included fixed assets written off amounted to HK\$568,381 (2001: HK\$653,226).



For the year ended 31st March 2002

4 Finance costs

		Group		
	2002	2001		
	HK\$	HK\$		
Interest on bank loans and overdrafts	1,384,579	1,778,886		

5 Taxation

No Hong Kong profits tax has been provided in the accounts as the Group has no assessable profits for the current year. Hong Kong profits tax has been provided at the rate of 16% on the estimated assessable profit for the previous year.

The amount of taxation (charge)/credit accounted for in the consolidated profit and loss account represents:

	Group		
	2002	2001	
	HK\$	HK\$	
Hong Kong profits tax	_	(7,845)	
(Under)/overprovision in prior years	(103,002)	42,385	
	(103,002)	34,540	

The Group's subsidiaries in the People's Republic of China ("PRC") have not made any assessable income and accordingly no provision for PRC taxation has been made in the accounts.

As at 31st March 2002, deferred tax asset has not been accounted for in respect of the following:

		Group
	2002	2001
	HK\$	HK\$
Timing difference on depreciation allowances	218,000	1,295,975
Tax losses and other timing differences	21,788,600	7,131,025
	22,006,600	8,427,000

No provision for deferred tax asset has been made in the accounts as it is uncertain whether the asset will crystallise in the foreseeable future. Save for the above, there was no material unprovided deferred taxation for the year ended as at 31st March 2002.

6 Loss attributable to shareholders

The loss attributable to shareholders is dealt with in the accounts of the Company to extent of HK\$15,310,641 (2001: HK\$77,027,716).



For the year ended 31st March 2002

7 Loss per share

The calculation of basic loss per share are based on the Group's loss attributable to shareholders of HK\$3,198,029 (2001: HK\$83,248,608) and the weighted average of 1,094,603,912 (2001: 1,094,000,000) ordinary shares in issue during the year.

No diluted loss per share is disclosed as the exercise of the Company's share options would not have a dilutive effect on the loss per share.

8 Retirement benefit costs

The Group did not provide retirement benefits for its employees in Hong Kong before 1st December 2000. With effect from 1st December 2000, mandatory provident fund scheme has been set up for all the eligible employees of the Group in Hong Kong. The mandatory provident fund scheme is a defined contribution retirement scheme and the contributions to the fund by the Group and the employees are calculated based on a percentage of employees' basic salaries.

The Group's total contributions paid for the above scheme during the year were HK\$595,823 (2001: HK\$218,660).

9 Directors' and senior management's emoluments

(a) Directors' emoluments

The aggregate amounts of emoluments payable to directors of the Company during the year are as follows:

		Group		
	2002	2001		
	HK\$	HK\$		
Fees	192,000	_		
Other emoluments:				
Basic salaries, housing allowances, other allowances and benefits in kind	1,661,434	993,525		
	1,853,434	993,525		

No directors waived their emoluments in respect of the year ended 31st March 2002 (2001: HK\$Nil). Directors' fees disclosed above include HK\$192,000 (2001: HK\$Nil) paid to independent non-executive directors.

During the year, no share options were granted to and exercised by directors. 15,000,000 share options issued to a former director were lapsed upon his resignation of office. Details of the options are set out in Directors' Report, under Share Options.

The emoluments of the directors fell within the following bands:

Emolument bands	Number of directors			
	2002	2001		
HK\$Nil - HK\$1,000,000	6	7		
HK\$1,000,001 - HK\$1,500,000	1			



For the year ended 31st March 2002

9 Directors' and senior management's emoluments (continued)

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include one director (2001: two directors). The emoluments payable to the five highest paid individuals during the year are as follows:

	Group	
	2002	2001
	HK\$	HK\$
Basic salaries, housing allowances, other		
allowances and benefits in kind	3,410,080	3,694,038
The emoluments fell within the following bands:		
Emolument bands	Number	of individuals
	2002	2001
HK\$Ni1 - HK\$1,000,000	4	4
HK\$1,000,001 - HK\$1,500,000	1	1

10 Fixed assets

	Group					
	Investment properties HK\$	Leasehold land and buildings <i>HK\$</i>	Furniture and fixtures <i>HK\$</i>	Motor vehicles <i>HK\$</i>	Cutlery, utensils, table-linen and uniforms HK\$	Total <i>HK\$</i>
Cost or valuation At 1st April 2001 Additions Transfers Deficit on revaluation Write offs/disposals	45,400,000 - 50,000,000 (14,000,000) (7,400,000)	126,200,000 (50,000,000) (4,200,000)	39,643,265 279,723 - (1,703,258)	619,672 - - - (619,672)	568,081 - - - (568,081)	212,431,018 279,723 - (18,200,000) (10,291,011)
At 31st March 2002	74,000,000	72,000,000	38,219,730			184,219,730
Accumulated depreciation At 1st April 2001 Charge for the year Deficit on revaluation Write offs/disposals	- - - -	1,676,400 (1,676,400)	36,390,694 179,491 - (1,549,256)	562,530 16,332 - (578,862)	- - - -	36,953,224 1,872,223 (1,676,400) (2,128,118)
At 31st March 2002			35,020,929			35,020,929
Net book value At 31st March 2002	74,000,000	72,000,000	3,198,801			149,198,801
At 31st March 2001	45,400,000	126,200,000	3,252,571	57,142	568,081	175,477,794



For the year ended 31st March 2002

10 Fixed assets

The analysis of the cost or valuation at 31st March 2002 of the above assets is as follows:

			Group Cutlery, utensils,				
	Investment properties HK\$	Leasehold land and buildings HK\$	Furniture and fixtures HK\$	Motor vehicles HK\$	table- linen and uniforms HK\$	Total HK\$	
At cost At 2002 professional valuation	74,000,000	72,000,000	38,219,730			38,219,730 146,000,000	
	74,000,000	72,000,000	38,219,730			184,219,730	
The analysis of the cost or valua	tion at 31st	March 2001 of	the above assets i	s as follows	s:		
At cost At 2001 professional valuation	45,400,000	126,200,000	39,643,265	619,672 -	568,081	40,831,018 171,600,000	
	45,400,000	126,200,000	39,643,265	619,672	568,081	212,431,018	
		Investment	Co Leasehold land and	ompany Furi	niture and		
		properties HK\$	buildings HK\$	fix	atures HK\$	Total HK\$	
Cost or valuation At 1st April 2001 Additions		_ _	51,200,000		77,900 98,000	51,277,900 398,000	
Transfer Revaluation		50,000,000 (1,000,000)	(50,000,000) (200,000)		_ _	(1,200,000)	
Write offs/disposals					7,900)	(77,900)	
At 31st March 2002		49,000,000	1,000,000	39	98,000 	50,398,000	
Accumulated depreciation At 1st April 2001 Charge for the year Revaluation Write offs/disposals		- - - -	26,400 (26,400)	3	9,818 66,325 – 6,310)	49,818 62,725 (26,400) (56,310)	
At 31st March 2002	•			2	29,833	29,833	
Net book value At 31st March 2002		49,000,000	1,000,000	36	58,167	50,368,167	
At 31st March 2001		<u> </u>	51,200,000	2	28,082	51,228,082	



For the year ended 31st March 2002

10 Fixed assets (continued)

The analysis of the cost or valuation at 31st March 2002 of the above assets is as follows:

		Company				
	Investment	Leasehold land and	Furniture and			
	properties	buildings	fixtures	Total		
	HK\$	HK\$	HK\$	HK\$		
At cost	_	_	398,000	398,000		
At 2002 professional valuation	49,000,000	1,000,000		50,000,000		
	49,000,000	1,000,000	398,000	50,398,000		
The analysis of the cost or valuation at 31st March 2001 of the above assets is as follows:						
At cost	_	_	77,900	77,900		
At 2001 professional valuation		51,200,000		51,200,000		
		51,200,000	77,900	51,277,900		

The Group's and Company's interests in investment properties and leasehold land and buildings which are all located in Hong Kong, are analysed at their net book values as follows:

	Group		(Company	
	2002	2001	2002	2001	
	HK\$	HK\$	HK\$	HK\$	
Leases over 50 years	120,000,000	132,400,000	49,000,000	50,000,000	
Leases between 10 to 50 years	26,000,000	39,200,000	1,000,000	1,200,000	
	146,000,000	171,600,000	50,000,000	51,200,000	

All properties were revalued at 31st March 2002 on the basis of their open market value by Vigers Hong Kong Ltd., an independent firm of professional valuers. The deficits arising from revaluation have been taken directly to the investment properties revaluation reserve and other properties revaluation reserve respectively (note 19).

The carrying amount of leasehold land and buildings of the Group and the Company would have been HK\$22,977,116 (2001: HK\$63,988,878) and HK\$2,259,499 (2001: HK\$42,609,830) respectively had they been stated at cost less accumulated depreciation.

At 31st March 2002, the net book value of leasehold land and buildings pledged as security for the Group's and Company's banking facilities amounted to HK\$145,000,000 (2001: HK\$125,000,000) and HK\$49,000,000 (2001: HK\$50,000,000) respectively.



For the year ended 31st March 2002

11 Investments in subsidiaries

	C	Company		
	2002	2001		
	HK\$	HK\$		
Unlisted investments, at cost	53,291,828	53,291,828		
Less: provision for impairment loss	(1,200,000)	(1,200,000)		
	52,091,828	52,091,828		
Amounts due from subsidiaries	323,141,957	331,744,395		
Less: provision for doubtful debts	(285,097,146)	(270,101,426)		
	38,044,811	61,642,969		
Amounts due to subsidiaries	(7,298,287)	(2,799)		
	82,838,352	113,731,998		

The amounts due from/to subsidiaries are unsecured, interest free and have no fixed terms of repayment.

The following is a list of the principal subsidiaries at 31st March 2002:

	Name	Place of incorporation/ establishment	Principal activities and place of operation	Particulars of issued/registered share capital	Percentage of equity interest held	
					2002	2001
	Held directly:					
*	Athenian Investments Limited	The British Virgin Islands	Investment holding in Hong Kong	1 ordinary share of US\$1 each	100	100
	Golden Island Bird's Nest Chiu Chau Restaurant (Star House) Limited	Hong Kong	Property holding in Hong Kong	100 ordinary shares of HK\$100 each and 240,000 deferred shares of HK\$100 each	100	100
	Golden Island Catering Group Company Limited	Hong Kong	Restaurant operations in Hong Kong	2 ordinary shares of HK\$1 each	100	100
	Golden Island (Chine Pax) Limited	Hong Kong	Investment holding in Hong Kong	2 ordinary shares of HK\$1 each	100	100