

1. CORPORATE INFORMATION

China Elegance (Holdings) Limited (the “Company”) is incorporated in Bermuda with limited liabilities. Its shares are listed on the Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The Company’s registered office is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. Its head office and principal place of business is 37th Floor, China Online Centre, 333 Lockhart Road, Wanchai, Hong Kong.

The principal activity of the Company is investment holding. The Company and its subsidiaries (the “Group”) are principally engaged in investment holding, metals and minerals trading and the manufacture, trading and distribution of consumer products. During the year, the Group discontinued its consumer products operation (See note 10).

2. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

In the current year, the Group has adopted, for the first time, all of the new and revised Hong Kong Financial Reporting Standards (“HKFRSs”) that are relevant to its operations and effective for annual reporting periods beginning on or after 1 December 2005, 1 January 2006 or 1 March 2006. The adoption of these new and revised HKFRSs has resulted in changes to the Group’s accounting policies in the following area:

HKAS 39 and HKFRS 4 (Amendments) “Financial Guarantee Contracts”

A financial guarantee contract is defined by HKAS 39 “Financial Instruments: Recognition and Measurement” as “a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument”.

Prior to 1 January 2006, financial guarantee contracts were not accounted for in accordance with HKAS 39 and those contracts were disclosed as contingent liabilities. A provision for financial guarantee was only recognised when it was probable that an outflow of resources would be required to settle the financial guarantee obligation and the amount can be estimated reliably.

2. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

Upon the application of these amendments, a financial guarantee contract issued by the Group and not designated as at fair value through profit and loss is recognised initially at its fair value less transaction costs that are directly attributable to the issue of the financial guarantee contract. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount determined in accordance with HKAS 37 "Provision, Contingent Liabilities and Contingent Assets"; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with HKAS 18 "Revenue".

The adoption of this amendment has had no material effect on the results and presentation of the Group's financial statements.

At the date of authorisation of these financial statements, the Group has not applied the following new and revised HKFRSs which were in issue but not yet effective:

| | | Effective for annual periods beginning on or after |
|--------------------|-------------------------------------------------|-------------------------------------------------------------------|
| HKAS 1 (Amendment) | Capital Disclosures | 1 January 2007 |
| HKFRS 7 | Financial Instruments: Disclosures | 1 January 2007 |
| HKFRS 8 | Operating Segments | 1 January 2009 |
| HK(IFRIC) – Int 8 | Scope of HKFRS 2 | 1 May 2006 |
| HK(IFRIC) – Int 9 | Reassessment of Embedded Derivatives | 1 June 2006 |
| HK(IFRIC) – Int 10 | Interim Financial Reporting and Impairment | 1 November 2006 |
| HK(IFRIC) – Int 11 | HKFRS 2 – Group and Treasury Share Transactions | 1 March 2007 |
| HK(IFRIC) – Int 12 | Service Concession Arrangements | 1 January 2008 |

The directors of the Company anticipate that the application of these new and revised HKFRSs will have no material impact on the results and financial position of the Group.

3. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

(a) Statement of compliance

The financial statements have been prepared on the historical cost convention, as modified by the revaluation of certain available-for-sale investments.

The financial statements have been prepared in accordance with all applicable HKFRSs, which collectively includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong with the disclosure requirements of the Hong Kong Companies Ordinance (the "Companies Ordinance"). These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules").

(b) Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries for the year ended 31 March 2007. The results of subsidiaries acquired or disposed of during the year are included in the profit and loss account from the effective date of acquisition or up to the effective date of disposal, as appropriate.

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

Minority interests in the net assets of consolidated subsidiaries are presented separately from the Group's equity therein. Minority interests in the net assets consist of the amount of those interests at the date of the original business combination and the minority's share of changes in equity since the date of the combination. Losses applicable to the minority in excess of the minority's interests in the subsidiary's equity are allocated against the interests of the Group except to the extent that the minority has a binding obligation and is able to make an additional investment to cover the losses. If the subsidiary subsequently reports profits, all such profits are allocated to the Group's interests until the minority's share of losses previously absorbed by the Group has been recovered.

3. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

(Continued)

(c) Business combination

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

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

The interests of minority shareholders in the acquiree is initially measured at the minority's proportion of the net fair value of the identifiable assets, liabilities and contingent liabilities recognised.

(d) Goodwill

Goodwill represents the excess of the cost of acquisition over the Group's interests in the net fair value of the identifiable assets, liabilities and contingent liabilities of the subsidiary or associate recognised at the date of acquisition. Goodwill is initially recognised as an asset at cost and is subsequently measured at cost less any accumulated impairment losses. Goodwill on acquisitions of subsidiaries is presented separately. Goodwill on acquisition of associates, if any, is included in interests in associates.

For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit, and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not reversed in subsequent periods.

3. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

(Continued)

(d) Goodwill (Continued)

On subsequent disposal of a subsidiary or an associate, the attributable amount of goodwill capitalised is included in the determination of the amount of profit or loss on disposal.

(e) Subsidiary

A subsidiary is an entity in which the Company, directly or indirectly, controls more than half of its voting power or issued share capital or controls the composition of its board of directors. Subsidiaries are considered to be controlled if the Company has the power, directly or indirectly, to govern the financial and operating policies, so as to obtain benefits from their activities.

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

(f) Associates

An associate is an entity, not being a subsidiary nor an interest in a jointly controlled entity, over which the Group is in a position to exercise significant influence, through participation in the financial and operating policy decisions of the investee.

The results and assets and liabilities of associates are incorporated in the consolidated financial statements using the equity method of accounting. Under the equity method, interests in associates are carried in the consolidated balance sheet at cost as adjusted for post-acquisition changes in the Group's share of the net assets of the associate, less impairment in the value of individual investment. When the Group's share of losses of an associate equals or exceeds its interests in that associate, the Group discontinues recognising its share of further losses.

Where a group entity transacts with an associate of the Group, unrealised gains and losses are eliminated to the extent of the Group's interests in the relevant associate, except to the extent that unrealised losses provide evidence of an impairment of the assets transferred, in which case, the full amount of losses is recognised.

3. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

(Continued)

(g) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses, if any. The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the profit and loss account in the period in which it is incurred. In situations where it can be clearly demonstrated that the expenditure has resulted in an increase in the future economic benefits expected to be obtained from the use of the property, plant and equipment, the expenditure is capitalised as an additional cost thereof.

Depreciation is provided to write off the cost of items of property, plant and equipment over their estimated useful lives using the straight-line method. The expected useful lives of property, plant and equipment are as follows:

| | |
|---------------------------------------------------|---------------|
| Leasehold improvements | 3 to 10 years |
| Plant and machinery | 5 to 15 years |
| Furniture, fixtures, equipment and motor vehicles | 3 to 5 years |

The gain or loss on disposal of property, plant and equipment 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.

3. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

(Continued)

(h) Impairment of assets excluding goodwill

Assets that have an indefinite useful life are not subject to amortisation and tested annually for impairment and are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Assets that are subject to amortisation are reviewed for impairment whenever there is an 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. 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.

If the recoverable amount of an asset (or 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 the profit and loss account, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a decrease in the revaluation reserve.

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, to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for that asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the profit and loss account, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as an increase in the revaluation reserve.

(i) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on a first-in, first-out basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

3. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

(Continued)

(j) Financial instruments

Financial assets and financial liabilities are recognised in the Group's balance sheet when the Group becomes a party to the contractual provisions of the instrument.

i) Trade and other receivables

Trade and other receivables are measured at initial recognition at fair value, and are subsequently measured at amortised cost using the effective interest rate method. Appropriate provisions for estimated irrecoverable amounts are recognised in profit and loss account when there is objective evidence that the asset is impaired. The provision recognised is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the effective interest rate computed at initial recognition.

ii) Investments

Investments are recognised and derecognised on a trade date basis where the purchase or sale of an investment is under a contract whose terms require delivery of the investment within the timeframe established by the market concerned, and are initially measured at fair value, plus directly attributable transaction costs.

At subsequent reporting dates, debt securities that the Group has the expressed intention and ability to hold to maturity (held-to-maturity debt securities) are measured at amortised cost using the effective interest rate method, less any impairment loss recognised to reflect irrecoverable amounts.

3. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

(Continued)

(j) **Financial instruments** (Continued)

ii) **Investments** (Continued)

Investments other than held-to-maturity debt securities are classified as either investments held for trading or as available-for-sale, and are measured at subsequent reporting dates at fair value. Where securities are held for trading purposes, gains and losses arising from changes in fair value are included in profit or loss for the period. For available-for-sale investments, gains and losses arising from changes in fair value are recognised directly in equity, until the security is disposed of or is determined to be impaired, at which time the cumulative gain or loss previously recognised in equity is included in the profit or loss for the period. Impairment losses recognised in profit or loss for equity investments classified as available-for-sale are not subsequently reversed through profit or loss. Impairment losses recognised in profit or loss for debt instruments classified as available-for-sale are subsequently reversed if an increase in the fair value of the instrument can be objectively related to an event occurring after the recognition of the impairment loss.

iii) **Cash and cash equivalents**

Cash and cash equivalents comprise cash on hand and deposits held at call with banks, and other short-term highly liquid investments with original maturities of three months or less that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value. 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 cash flow statement.

iv) **Trade and other payables**

Trade and other payables are initially measured at fair value, and are subsequently measured at amortised cost, using the effective interest rate method.

v) **Equity instruments**

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

3. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

(Continued)

(k) Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

The Group as lessee

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

(l) Provisions and contingent liabilities

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

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow 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.

(m) Taxation

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

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement 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 balance sheet date.

3. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

(Continued)

(m) **Taxation** (Continued)

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

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

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

(n) **Foreign currencies**

The financial statements of each individual group entity are prepared in the currency of the primary economic environment in which the entity operates (the "functional currency"). In preparing these financial statements, transactions in currencies other than the functional currency of that entity (the "foreign currencies") are recorded in its functional currency at the rates of exchanges prevailing on the dates of the transactions. At each balance sheet date, monetary items denominated in foreign currencies are retranslated at the rates prevailing on the balance sheet date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

3. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

(Continued)

(n) Foreign currencies (Continued)

Exchange differences arising on the settlement and retranslation of monetary items are recognised in profit and loss account 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 and loss account for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in equity, in which cases, the exchange differences are also recognised directly in equity.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operation (including comparatives) are expressed in Hong Kong dollars using exchange rates prevailing on the balance sheet date. Income and expenses items (including comparatives) are translated at the average exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are classified as equity and transferred to the Group's foreign currency translation reserve. Such translation differences are recognised in profit or loss in the period in which the foreign operation is disposed of.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the exchange rates prevailing on the balance sheet date.

(o) Employees' benefits**i) Short term benefits**

Employee entitlements to annual leave and long service payment are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service payment as a result of services rendered by employees up to the balance sheet date.

ii) Employee retirement scheme

On 1 December 2000, the Group joined a Mandatory Provident Fund ("MPF"). Contributions to the MPF are made based on rates applicable to the respective employees' relevant income from the Group and are charged to the profit and loss account as they become payable in accordance with government regulations. The Group's mandatory contributions are fully and immediately vested in favour of the employees. The assets of MPF are held separately from those of the Group in an independently administered fund.

3. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

(Continued)

(p) **Borrowing costs**

All borrowing costs, which represents interest and other charges incurred by the Group in connection with the borrowing of operating funds, are recognised as an expense in the period in which they are incurred.

(q) **Related parties**

Two parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they 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 benefit plans which are for the benefit of employees of the Group or of any entity that is a related party of the Group.

(r) **Revenue recognition**

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods and services provided in the normal course of business, net of discounts. Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably, on the following bases:

- i) sales of goods when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold;
- ii) rental income and administration fee income are recognised on a straight line basis; and
- iii) interest income is recognised as it accrues using the effective interest method.

3. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

(Continued)

(s) 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.

Segment revenue, expenses, results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis to that segment. Segment revenue, expenses, assets and liabilities are determined before intra-group balances and intra-group transactions are eliminated as part of the consolidated process, except to the extent that such intra-group balances and transactions are between group entities within a single segment. Inter-segment pricing is based on similar terms as those available to the external parties.

In respect of geographical segment reporting, revenue is based on the market segments in which the customers are located. Total assets and capital expenditure are where the assets are located.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and 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 judgements 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 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.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

The estimates and assumptions that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

Impairment of debts

Impairment of debts is based on an assessment of the recoverability of trade and other receivables. Impairments are applied to trade and other receivables where events or change in circumstances indicate that the balances cannot be collectible. The identification of doubtful debts requires the use of judgement and estimates. Where the future discounted cash flow of trade and other receivables is different from the carrying amount, such difference represents impairment of debts is recognised as expense in the profit and loss account.

5. TURNOVER, OTHER REVENUE AND SEGMENT INFORMATION

Turnover represents the sales value of goods supplied to customers. The amount of each significant category of revenue recognised during the year is as follows:

| | Continuing operation | | Discontinued operation | | Consolidated | |
|--------------------------------|----------------------|----------|------------------------|----------|--------------|----------|
| | 2007 | 2006 | 2007 | 2006 | 2007 | 2006 |
| | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| Turnover | | | | | | |
| Sales of metals and minerals | 48,833 | 90,751 | – | – | 48,833 | 90,751 |
| Sales of consumer products | – | – | 7,636 | 14,522 | 7,636 | 14,522 |
| | 48,833 | 90,751 | 7,636 | 14,522 | 56,469 | 105,273 |
| Other revenue | | | | | | |
| Sundry income | 481 | 805 | 172 | 317 | 653 | 1,122 |
| Administration fee income, net | – | – | 348 | 1,648 | 348 | 1,648 |
| Interest income | 241 | 1,177 | 3 | 14 | 244 | 1,191 |
| Exchange gain, net | 12 | 79 | 29 | 128 | 41 | 207 |
| Rental income | – | – | – | 8 | – | 8 |
| | 734 | 2,061 | 552 | 2,115 | 1,286 | 4,176 |
| | 49,567 | 92,812 | 8,188 | 16,637 | 57,755 | 109,449 |

5. TURNOVER, OTHER REVENUE AND SEGMENT INFORMATION (Continued)**Primary reporting format – business segments****For the year ended 31 March 2007**

| | Continuing operation | Discontinued operation | | |
|-------------------------------------------------|-------------------------|---------------------------|--------------|-----------------|
| | Metals and minerals | Consumer products | Unallocated | Consolidated |
| | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| Revenue from external customers | 48,833 | 7,636 | – | 56,469 |
| Segment results | (3,144) | (13) | – | (3,157) |
| Unallocated operating income and expenses | | | | (12,799) |
| Gain on disposal of subsidiaries | – | 74 | 368 | 442 |
| Finance costs | (232) | – | – | (232) |
| Share of profits of associates | 1,810 | – | – | 1,810 |
| Loss for the year | | | | (13,936) |
| Depreciation | – | 107 | 495 | 602 |
| Impairment loss of debts, net | – | 200 | 225 | 425 |
| Segment assets | 19,484 | – | – | 19,484 |
| Interests in associates | 3,781 | – | – | 3,781 |
| Unallocated assets | | | | 12,214 |
| Total assets | | | | 35,479 |
| Segment liabilities | 12,569 | – | – | 12,569 |
| Unallocated liabilities | | | | 1,366 |
| Total liabilities | | | | 13,935 |
| Capital expenditure incurred during the year | – | 320 | 1,801 | 2,121 |

Notes to the Financial Statements

5. TURNOVER, OTHER REVENUE AND SEGMENT INFORMATION (Continued)

Primary reporting format – business segments (Continued)

For the year ended 31 March 2006

| | Continuing operation Metals and minerals HK\$'000 | Discontinued operation Consumer products HK\$'000 | Unallocated HK\$'000 | Consolidated HK\$'000 |
|-------------------------------------------------|---------------------------------------------------------------|---------------------------------------------------------------|-------------------------|--------------------------|
| Revenue from external customers | 90,751 | 14,522 | – | 105,273 |
| Segment results | 5,259 | (12,020) | – | (6,761) |
| Unallocated operating income and expenses | | | | (10,280) |
| Finance costs | (1,214) | – | – | (1,214) |
| Share of profits of associates | 2,708 | – | – | 2,708 |
| Loss for the year | | | | (15,547) |
| Depreciation | – | 563 | 386 | 949 |
| Impairment loss of | | | | |
| – goodwill | – | 1,449 | – | 1,449 |
| – debts, net | – | 2,976 | – | 2,976 |
| Segment assets | 9,171 | 7,238 | – | 16,409 |
| Interests in associates | 4,038 | – | – | 4,038 |
| Unallocated assets | | | | 8,942 |
| Total assets | | | | 29,389 |
| Segment liabilities | 40 | 3,083 | – | 3,123 |
| Unallocated liabilities | | | | 468 |
| Total liabilities | | | | 3,591 |
| Capital expenditure incurred during the year | – | 72 | 59 | 131 |

Secondary reporting format – geographical segments

As over 90% of the Group's business revenue was generated from the People's Republic of China (the "PRC") including Hong Kong, no geographical segments information regarding the Group's business revenue and results is presented.

5. TURNOVER, OTHER REVENUE AND SEGMENT INFORMATION (Continued)**Secondary reporting format – geographical segments** (Continued)

An analysis of the segment assets and capital expenditure by the geographical area in which the assets are located is as follows:

| | Segment assets | | Capital expenditure incurred during the year | |
|---------------------------|----------------|---------------|----------------------------------------------|------------|
| | 2007 | 2006 | 2007 | 2006 |
| PRC (including Hong Kong) | 10,220 | 20,709 | 2,121 | 131 |
| Asia Pacific | 9,659 | 7,742 | – | – |
| Europe | 15,600 | – | – | – |
| Others | – | 938 | – | – |
| | 35,479 | 29,389 | 2,121 | 131 |

6. FINANCE COSTS

| | 2007 HK\$'000 | 2006 HK\$'000 |
|----------------------------------|------------------|------------------|
| From continuing operation | | |
| L/C charges and interest | 232 | 1,214 |

7. DIRECTORS' REMUNERATION

Directors' remuneration, disclosed pursuant to the Listing Rules and Section 161 of the Companies Ordinance, is as follows:

| | Fee | | Basic salaries, housing benefits, other allowances and benefits in kind | | Pension contributions | | Total | |
|-------------------------------------|------------------|------------------|-------------------------------------------------------------------------|------------------|-----------------------|------------------|------------------|------------------|
| | 2007 HK\$'000 | 2006 HK\$'000 | 2007 HK\$'000 | 2006 HK\$'000 | 2007 HK\$'000 | 2006 HK\$'000 | 2007 HK\$'000 | 2006 HK\$'000 |
| Executive directors | | | | | | | | |
| Mr. Cheung Ngan | – | – | 793 | 807 | 12 | 12 | 805 | 819 |
| Mr. Chan Chung Chun, Arnold | – | – | 351 | 351 | 12 | 12 | 363 | 363 |
| Sub-total | – | – | 1,144 | 1,158 | 24 | 24 | 1,168 | 1,182 |
| Independent non-executive directors | | | | | | | | |
| Mr. Chan Francis Ping Kuen | 10 | 10 | – | – | – | – | 10 | 10 |
| Mr. Hu Guang | 10 | 10 | – | – | – | – | 10 | 10 |
| Mr. Chan Chak Paul | 10 | 10 | – | – | – | – | 10 | 10 |
| Sub-total | 30 | 30 | – | – | – | – | 30 | 30 |
| Total | 30 | 30 | 1,144 | 1,158 | 24 | 24 | 1,198 | 1,212 |

7. DIRECTORS' REMUNERATION (Continued)

The remuneration of each of the directors for both current and prior years were below HK\$1,000,000.

There were no arrangements under which a director waived or agreed to waive any remuneration during the year.

During the year, no share options were granted to the directors.

8. FIVE HIGHEST PAID INDIVIDUALS

The five highest paid individuals during the year included two (2006: two) directors, details of whose remuneration are set out in note 7 above. The details of the remuneration of the remaining three (2006: three) non-director, highest paid individuals are as follows:

| | 2007 HK\$'000 | 2006 HK\$'000 |
|-------------------------------------------------|------------------|------------------|
| Basic salaries, allowances and benefits in kind | 1,435 | 1,557 |
| Pension contributions | 34 | 24 |
| | 1,469 | 1,581 |

The remuneration of the non-director, highest paid individuals for both current and prior years were below HK\$1,000,000.

9. TAX

- (a) No Hong Kong profits tax has been provided for the Company and its subsidiaries as the Group sustained a loss for the year (2006: Nil).

Overseas taxes on assessable profits of the Company or its subsidiaries, if any, are calculated at the rates of tax prevailing in the respective jurisdictions in which they operate, based on the prevailing legislation, interpretations and practices in respect thereof.

There were no significant unprovided deferred tax liabilities at the balance sheet date (2006: Nil). The unprovided deferred tax asset at the balance sheet date amounted to approximately HK\$3,160,000 (2006: HK\$3,612,000) related primarily to tax losses.

9. TAX (Continued)

- (b) Reconciliation between the actual total tax charge and loss before tax at applicable tax rates is as follows:

| | 2007 | | 2006 | |
|------------------------------------------------|-----------------|----------------|----------|----------|
| | HK\$'000 | % | HK\$'000 | % |
| Loss before tax | | | | |
| – from continuing operation | (13,997) | | (6,214) | |
| – from discontinued operation | 61 | | (9,333) | |
| | (13,936) | | (15,547) | |
| Tax credit at the applicable rates | (2,450) | 17.58 | (2,602) | 16.74 |
| Non-taxable revenue | (427) | 3.06 | (751) | 4.83 |
| Non-deductible expenses | 2,831 | (20.31) | 2,396 | (15.41) |
| Share of results of associates | (317) | 2.27 | (474) | 3.05 |
| Effect of tax losses not recognised | 341 | (2.44) | 1,380 | (8.88) |
| Others | 22 | (0.16) | 51 | (0.33) |
| Tax credit and effective tax rate for the year | – | – | – | – |

10. DISCONTINUED OPERATION

The Company had, through its wholly-owned subsidiary, entered into a sale and purchase agreement on 17 August 2006 with a third party to dispose of its entire 60% interest in Unicon Spirit Development Ltd. ("Unicon Spirit") for a consideration of HK\$3,400,000 (the "Disposal"). Unicon Spirit and its subsidiaries ("Unicon Group") are engaged in the manufacture, trading and distribution of consumer products. The Disposal represented the discontinuance of the Group's consumer products operation.

10. DISCONTINUED OPERATION (Continued)

An analysis of the results of the discontinued operation is as follows:

| | 2007 HK\$'000 | 2006 HK\$'000 |
|--------------------------------------------------------|--------------------------------|------------------|
| Turnover | 7,636 | 14,522 |
| Cost of sales | (5,179) | (12,023) |
| Gross profit | 2,457 | 2,499 |
| Other revenue | 552 | 2,115 |
| Selling and distribution costs | (832) | (1,782) |
| Administrative expenses | (2,190) | (6,268) |
| Other operating expenses | – | (5,897) |
| Loss before tax | (13) | (9,333) |
| Tax | – | – |
| Loss after tax of discontinued operation | (13) | (9,333) |
| Gain on disposal of discontinued operation | 74 | – |
| Profit/(loss) for the year from discontinued operation | 61 | (9,333) |
| Attributable to: | | |
| Equity holders of the Company | (8) | (4,885) |
| Minority interests | 69 | (4,448) |
| | 61 | (9,333) |

10. DISCONTINUED OPERATION (Continued)

The cash flows attributable to the discontinued operation are as follows:

| | 2007 HK\$'000 | 2006 HK\$'000 |
|-----------------------------|------------------|------------------|
| Cash inflow/(outflow) from: | | |
| Operating activities | 1,570 | (2,749) |
| Investing activities | (317) | 2,067 |
| Net cash inflow/(outflow) | 1,253 | (682) |

11. LOSS FOR THE YEAR

The Group's loss for the year is arrived at after charging:

| | Continuing operation | | Discontinued operation | | Consolidated | |
|-----------------------------------------------------------|----------------------|------------------|------------------------|------------------|------------------|------------------|
| | 2007 HK\$'000 | 2006 HK\$'000 | 2007 HK\$'000 | 2006 HK\$'000 | 2007 HK\$'000 | 2006 HK\$'000 |
| Auditor's remuneration | 350 | 350 | - | - | 350 | 350 |
| Depreciation | 495 | 386 | 107 | 563 | 602 | 949 |
| Property, plant and equipment written off | 9 | 15 | 25 | - | 34 | 15 |
| Inventories written off | - | - | - | 3,462 | - | 3,462 |
| Impairment loss of goodwill | - | - | - | 1,449 | - | 1,449 |
| Goodwill written off | 12 | - | - | - | 12 | - |
| Impairment loss of debts, net | 225 | - | 200 | 2,976 | 425 | 2,976 |
| Operating lease rentals on - leasehold land and buildings | 2,050 | 1,287 | 144 | 611 | 2,194 | 1,898 |
| - equipment | - | - | - | 97 | - | 97 |
| Staff costs (including directors' remuneration - note 7) | | | | | | |
| - Salaries and wages | 4,359 | 4,481 | 678 | 2,106 | 5,037 | 6,587 |
| - Other benefits | 843 | 921 | - | 17 | 843 | 938 |
| - Pension contributions | 146 | 138 | 34 | 88 | 180 | 226 |
| | 5,348 | 5,540 | 712 | 2,211 | 6,060 | 7,751 |

12. NET LOSS ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

The net loss attributable to equity holders of the Company includes a loss of HK\$11,924,000 (2006: HK\$12,286,000) which has been dealt with in the financial statements of the Company.

13. LOSS PER SHARE

The calculation of the basic loss per share from continuing and discontinued operations attributable to the equity holders of the Company is based on the following data:

Loss

| | 2007 HK\$'000 | 2006 HK\$'000 |
|---------------------------------------------------------------------------------------------|------------------|------------------|
| Loss for the purpose of basic loss per share | (14,440) | (11,043) |
| Less: | | |
| Loss for the year from discontinued operation attributable to equity holders of the Company | 8 | 4,885 |
| Loss for the purpose of basic loss per share from continuing operation | (14,432) | (6,158) |

Number of shares

| | 2007 | 2006 |
|------------------------------------------------------------------------------------|-------------|-------------|
| Weighted average number of ordinary shares for the purpose of basic loss per share | 985,625,567 | 883,296,800 |

Basic loss per share from the discontinued operation is HK\$0.0001 (2006: HK\$0.0055), which is calculated based on the loss for the year from discontinued operation attributable to equity holders of the Company of HK\$8,000 (2006: HK\$4,885,000) and the weighted average number of ordinary shares for the purpose of basic loss per share detailed above.

No diluted loss per share is shown for both current and prior years as the Company has no potential dilutive ordinary shares at the respective balance sheet dates.

14. PROPERTY, PLANT AND EQUIPMENT

Group

| | Leasehold land and buildings HK\$'000 | Leasehold improvements HK\$'000 | Plant and machinery HK\$'000 | Furniture, fixtures, equipment and motor vehicles HK\$'000 | Total HK\$'000 |
|---------------------------|------------------------------------------------|---------------------------------------|------------------------------------|---------------------------------------------------------------------------|-------------------|
| Cost: | | | | | |
| At 1 April 2005 | 1,700 | 1,044 | 305 | 4,704 | 7,753 |
| Additions | – | 27 | 4 | 100 | 131 |
| Disposals | (1,700) | (15) | – | (7) | (1,722) |
| At 31 March 2006 | – | 1,056 | 309 | 4,797 | 6,162 |
| Additions | – | 1,572 | – | 549 | 2,121 |
| Disposals | – | (750) | – | (801) | (1,551) |
| Disposal of subsidiaries | – | (266) | (309) | (1,700) | (2,275) |
| At 31 March 2007 | – | 1,612 | – | 2,845 | 4,457 |
| Accumulated depreciation: | | | | | |
| At 1 April 2005 | 661 | 733 | 292 | 3,476 | 5,162 |
| Provided for the year | – | 285 | 3 | 661 | 949 |
| Written back on disposal | (661) | (7) | – | – | (668) |
| At 31 March 2006 | – | 1,011 | 295 | 4,137 | 5,443 |
| Provided for the year | – | 266 | – | 336 | 602 |
| Written back on disposal | – | (725) | – | (792) | (1,517) |
| Disposal of subsidiaries | – | – | (295) | (1,246) | (1,541) |
| At 31 March 2007 | – | 552 | – | 2,435 | 2,987 |
| Net book value: | | | | | |
| At 31 March 2007 | – | 1,060 | – | 410 | 1,470 |
| At 31 March 2006 | – | 45 | 14 | 660 | 719 |

14. PROPERTY, PLANT AND EQUIPMENT (Continued)

Company

| | Equipment HK\$'000 |
|--------------------------------------------------|------------------------------|
| Cost: | |
| At 1 April 2005, 31 March 2006 and 31 March 2007 | 131 |
| Accumulated depreciation: | |
| At 1 April 2005, 31 March 2006 and 31 March 2007 | 131 |
| Net book value: | |
| At 31 March 2007 | — |
| At 31 March 2006 | — |

15. INTERESTS IN SUBSIDIARIES

| | Company | |
|--------------------------------|------------------|------------------|
| | 2007 HK\$'000 | 2006 HK\$'000 |
| Unlisted shares, at cost | 66,743 | 66,743 |
| Due from subsidiaries | 580,445 | 568,859 |
| Due to subsidiaries | (19,616) | (15,397) |
| | 627,572 | 620,205 |
| Less: Provision for impairment | (608,785) | (597,968) |
| | 18,787 | 22,237 |

The balances with the subsidiaries are unsecured, interest-free and have no fixed terms of repayment, and approximate to their fair value.

15. INTERESTS IN SUBSIDIARIES (Continued)

Particulars of the principal subsidiaries are as follows:

| Name | Place of incorporation/ registration and operations | Nominal value of issued ordinary share capital/ paid-up registered capital | Percentage of equity attributable to the Company | | Principal activities |
|-------------------------------------------|-----------------------------------------------------------|----------------------------------------------------------------------------------------------|--------------------------------------------------------|------|-----------------------------------------|
| | | | 2007 | 2006 | |
| | | | | | |
| Directly held | | | | | |
| China Elegance Holdings Limited | British Virgin Islands | US\$1,000 | 100% | 100% | Investment holding |
| Indirectly held | | | | | |
| Apex Winner Limited | Hong Kong | HK\$1 | 100% | 100% | Provision of management services |
| Brilliant Challenge (Hong Kong) Limited* | Hong Kong | HK\$1,000 | – | 60% | Trading of leather and leather products |
| C & R International (Holdings) Limited* | Hong Kong | HK\$2 | – | 60% | Trading of leather and leather products |
| C & R International (Management) Limited* | Samoa/ PRC | US\$1 | – | 60% | Brand management |
| CE Investment Limited | Samoa | US\$1 | 100% | 100% | Investment holding |
| CE Logistics Limited* | British Virgin Islands | US\$1 | – | 100% | Dormant |

15. INTERESTS IN SUBSIDIARIES (Continued)

| Name | Place of incorporation/ registration/ and operations | Nominal value of issued ordinary share capital/ paid-up registered capital | Percentage of equity attributable to the Company | | Principal activities |
|--------------------------------------------|------------------------------------------------------------|----------------------------------------------------------------------------------------------|--------------------------------------------------------|------|------------------------------------------------|
| | | | 2007 | 2006 | |
| Charmful Challenge (Asia) Limited* | Hong Kong | HK\$1,000 | – | 60% | Sourcing and trading of leather products |
| Cheuk Yiu Investment Limited | Samoa | US\$397,436 | 100% | 100% | Investment holding |
| China Elegance Marine Shipping Limited* | British Virgin Islands | US\$100 | – | 60% | Dormant |
| China Elegance Mining Company Limited | British Virgin Islands/PRC | US\$1 | 100% | 100% | Trading of metals and minerals |
| China Elegance Resources Limited | British Virgin Islands | US\$1 | 100% | 100% | Dormant |
| China Petroleum Limited [#] | British Virgin Islands | US\$100 | 51% | – | Dormant |
| Gold Billion Limited* | Samoa | US\$1 | – | 60% | Provision of management services |
| Grand Capital Enterprises Limited | British Virgin Islands | US\$1 | 100% | 100% | Investment holding |

15. INTERESTS IN SUBSIDIARIES (Continued)

| Name | Place of incorporation/ registration and operations | Nominal value of issued ordinary share capital/ paid-up registered capital | Percentage of equity attributable to the Company | | Principal activities |
|--------------------------------------|-----------------------------------------------------------|----------------------------------------------------------------------------------------------|--------------------------------------------------------|------|----------------------------------------------------------------------------------------------------------------|
| | | | 2007 | 2006 | |
| Hero Gain Limited | Hong Kong | HK\$100 | 100% | 100% | Provision of management services |
| Hong Kong Cable Services Co. Limited | Hong Kong/ PRC | HK\$100 | 100% | 89% | Trading of computer hardware and software, provision of computer maintenance services and software development |
| Hugefaith Development Limited* | Hong Kong | HK\$2 | – | 60% | Provision of management services |
| Jointech International Limited* | British Virgin Islands | US\$2,000 | – | 89% | Investment holding |
| Kind Success Holdings Limited | British Virgin Islands | US\$100 | 100% | 100% | Investment holding |
| Legend World Group Limited | British Virgin Islands | US\$100 | 100% | 100% | Investment holding |

15. INTERESTS IN SUBSIDIARIES (Continued)

| Name | Place of incorporation/ registration and operations | Nominal value of issued ordinary share capital/ paid-up registered capital | Percentage of equity attributable to the Company | | Principal activities |
|-----------------------------------------------------------------|-----------------------------------------------------------|----------------------------------------------------------------------------------------------|--------------------------------------------------------|------|---------------------------------|
| | | | 2007 | 2006 | |
| Shenzhen Shiqin Leather Products Company Limited ⁺ * | PRC | RMB1,000,000 | – | 45% | Manufacture of leather products |
| Shui Yuen (Manganese) Group Limited | British Virgin Islands | US\$1 | 100% | 100% | Trading of metals and minerals |
| Timesway Limited | British Virgin Islands | US\$1 | 100% | 100% | Dormant |
| Unicon Spirit Development Ltd.* | British Virgin Islands | US\$10 | – | 60% | Investment holding |

Acquired during the year

* Disposed of during the year

+ The Group held 75% of the voting power of the subsidiary before disposal

The above table lists the subsidiaries which, in the opinion of the directors, principally affected the results of the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

16. INTERESTS IN ASSOCIATES

| | Group | |
|---------------------|-----------------|----------|
| | 2007 | 2006 |
| | HK\$'000 | HK\$'000 |
| Share of net assets | 3,783 | 4,040 |
| Due to associates | (2) | (2) |
| | 3,781 | 4,038 |

The balances with the associates are unsecured, interest-free and have no fixed terms of repayment.

Particulars of the Group's associates are as follows:

| Name | Business structure | Place of incorporation/ registration and operations | Percentage of equity attributable to the Group | | Principal activities |
|------------------------------------------|---------------------------|------------------------------------------------------------|-------------------------------------------------------|------|-----------------------------------------|
| | | | 2007 | 2006 | |
| China Anshan Corporation Sdn. Bhd. | Corporate | Malaysia | 49% | 49% | Investment holding |
| Terengganu Anshan Mining Sdn. Bhd. | Corporate | Malaysia | 35% | 35% | Ceased business |
| Terengganu Anshan Iron & Steel Sdn. Bhd. | Corporate | Malaysia | 24% | 24% | Exploration and extraction of iron ores |
| TAM Mining Sdn. Bhd. | Corporate | Malaysia | 25% | 25% | Mining and refining of iron ores |

For the year ended 31 March 2007, the financial information of a significant associate, TAM Mining Sdn. Bhd., is as follows:

| | 2007 | 2006 |
|-------------------------|-----------------|----------|
| | HK\$'000 | HK\$'000 |
| Total assets | 13,966 | 13,561 |
| Total liabilities | (1,975) | (3,059) |
| Turnover | 24,414 | 26,709 |
| Net profit for the year | 7,537 | 9,098 |

17. AVAILABLE-FOR-SALE INVESTMENTS

| | Group | |
|------------------------------------------------------------|-----------------|----------|
| | 2007 | 2006 |
| | HK\$'000 | HK\$'000 |
| Listed equity securities, outside Hong Kong, at fair value | 5,700 | 3,183 |

The listed equity securities above is the Group's investment in 10.18% of the ordinary shares of QMASTOR Limited, a company incorporated in Australia. The investment is denominated in Australian dollars.

18. ACCOUNTS RECEIVABLE

The aged analysis of the Group's accounts receivable is as follows:

| | 2007 | | 2006 | |
|-------------------------|-----------------|-------------------|----------|------------|
| | HK\$'000 | Percentage | HK\$'000 | Percentage |
| Current to three months | 1,034 | 100 | 1,349 | 79 |
| Four to six months | – | – | 53 | 3 |
| Over six months | – | – | 297 | 18 |
| | 1,034 | 100 | 1,699 | 100 |

The normal credit period granted by the Group to customers ranges from 90 days to 180 days.

Included in the above accounts receivable is an amount of HK\$1,012,000 denominated in United States Dollar (2006: HK\$105,000 denominated in Japanese Yen).

At 31 March 2007, the fair value of the Group's accounts receivable approximates to the corresponding carrying amount.

19. ACCOUNTS PAYABLE

The aged analysis of the Group's accounts payable is as follows:

| | 2007 | | 2006 | |
|-------------------------|--------------|------------|----------|------------|
| | HK\$'000 | Percentage | HK\$'000 | Percentage |
| Current to three months | 2,338 | 100 | 89 | 37 |
| Over six months | – | – | 152 | 63 |
| | 2,338 | 100 | 241 | 100 |

The above accounts payable is denominated in United States Dollar (2006: Nil).

At 31 March 2007, the fair value of the Group's accounts payable approximates to the corresponding carrying amount.

20. DUE TO A DIRECTOR

The amount represents advance from the Company's director, which is unsecured, interest-free and has been settled after the balance sheet date.

21. SHARE CAPITAL

| | 2007 | | 2006 | |
|----------------------------------------|-----------------------|----------------|------------------|----------|
| | Number of shares | HK\$'000 | Number of shares | HK\$'000 |
| Authorised: | | | | |
| Ordinary shares of HK\$0.01 each | 50,000,000,000 | 500,000 | 50,000,000,000 | 500,000 |
| Issued and fully paid: | | | | |
| At beginning of year | 883,296,800 | 8,833 | 883,296,800 | 8,833 |
| Issue of shares in placing arrangement | 150,000,000 | 1,500 | – | – |
| At end of year | 1,033,296,800 | 10,333 | 883,296,800 | 8,833 |

21. SHARE CAPITAL (Continued)

On 26 July 2006, pursuant to a conditional placing agreement between the Company and a placing agent, the Company issued an aggregate of 150,000,000 new ordinary shares of HK\$0.01 each at a price of HK\$0.055 per share (the "Placing") to independent third parties. The net proceeds received by the Company from the Placing are approximately HK\$8,040,000. Excess of net proceeds over the nominal value of shares amounting to HK\$6,540,000 were credited to share premium.

22. SHARE BASED PAYMENT TRANSACTIONS

The Company operates a share option scheme (the "Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operation.

The Scheme, which was adopted by an ordinary resolution of the shareholders at the special general meeting of the Company on 5 January 2004 (the "Adoption Date"), constitutes a share option scheme governed by Chapter 17 of the Listing Rules and will remain in force for 10 years from the Adoption Date.

Pursuant to the Scheme, the board of directors is empowered, at its discretion, to invite any full-time employees of the Company or any of its subsidiaries or associates, including any executive directors and non-executive directors of the Company or of any of its subsidiaries or associates, to take up options to subscribe for shares in the Company. The period during which an option may be exercised will be determined by the directors at their discretion, save that no option may be exercised later than 10 years after it has been granted. Acceptance of the offer shall be within 21 days after the date of offer of the grant of options, upon payment of a nominal consideration of HK\$1. The maximum number of shares in respect of which options may be granted under the Scheme may not exceed 10% of the aggregate of the shares of the Company in issue as at 3 September 2004, the date upon which the limit was refreshed by an ordinary resolution of the shareholders. Pursuant to the Scheme, the above limit can be further refreshed by the shareholders. However, the total number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme shall not exceed 30% of the shares in issue from time to time. The subscription price of the share options shall not be less than the higher of (i) the closing price of the shares on the Stock Exchange on the date of offer; (ii) the average closing price of the shares on the Stock Exchange for the five trading days immediately preceding the date of offer; and (iii) the nominal value of the shares.

There were no share options granted during the year and there were no outstanding share options granted at the balance sheet date.

23. RESERVES

Group

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on page 24 of the financial statements.

The nature and purposes of reserves are set out below:

Contributed surplus

The contributed surplus represents the excess of the fair value of the shares of the subsidiary acquired over the nominal value of the Company's shares issued in exchange therefore, at the time of the Group reorganisation in preparation for the listing of the Company's shares.

Under the Companies Act 1981 of Bermuda (as amended), a company may make distributions to its members out of the contributed surplus under certain circumstances prescribed by Section 54 thereof, which the Company is currently unable to satisfy.

Foreign currency translation reserve

Foreign currency translation reserve represents foreign exchange differences arising from the translation of the financial statements of foreign operations and is dealt with in accordance with the accounting policy set out in note 3(n).

Investment revaluation reserve

Investment revaluation reserve represents the cumulative net change in the fair value of available-for-sale investments held at the balance sheet date and is dealt with in accordance with the accounting policy set out in note 3(j)(ii).

23. RESERVES (Continued)**Company**

| | Share premium HK\$'000 | Contributed surplus HK\$'000 | Accumulated losses HK\$'000 | Total HK\$'000 |
|---------------------------------------------------------|--------------------------------------|--------------------------------------------|-------------------------------------------|--------------------------|
| At 1 April 2005 | – | 87,109 | (58,228) | 28,881 |
| Net loss for the year | – | – | (12,286) | (12,286) |
| At 31 March 2006 | – | 87,109 | (70,514) | 16,595 |
| Net loss for the year | – | – | (11,924) | (11,924) |
| Issue of shares in placing arrangement (See note 21) | 6,750 | – | – | 6,750 |
| Share issue expenses | (210) | – | – | (210) |
| At 31 March 2007 | 6,540 | 87,109 | (82,438) | 11,211 |

24. DISPOSAL OF SUBSIDIARIES

During the year, the Group disposed of its entire equity interests in Union Spirit Development Ltd., CE Logistics Limited and Jointech International Limited for a total consideration of HK\$3,401,000.

24. DISPOSAL OF SUBSIDIARIES (Continued)

The net assets of the disposed subsidiaries at the date of disposal are summarised as follows:

| | HK\$'000 |
|------------------------------------------------------|--------------|
| Net assets disposed of: | |
| Property, plant and equipment | 734 |
| Corporate membership | 268 |
| Inventories | 5,980 |
| Accounts receivable | 1,832 |
| Prepayments, deposits and other receivables | 1,031 |
| Cash and bank balances | 1,185 |
| Accounts payable | (725) |
| Accrued liabilities and other payables | (6,471) |
| | <u>3,834</u> |
| Minority interests | (874) |
| | <u>2,960</u> |
| Foreign currency translation reserve released | (1) |
| | <u>2,959</u> |
| Gain on disposal of subsidiaries | 442 |
| | <u>3,401</u> |
| Total consideration, satisfied by cash | <u>3,401</u> |
| Net cash inflow arising on disposal of subsidiaries: | |
| Cash consideration | 3,401 |
| Cash and bank balances disposed of | (1,185) |
| | <u>2,216</u> |

The disposed subsidiaries contributed HK\$7,638,000 (2006: HK\$14,522,000) of revenue and HK\$375,000 (2006: HK\$5,113,000) of net loss to the Group's results for the current year.

During the year, the disposed subsidiaries contributed HK\$1,594,000 (2006: utilised HK\$3,174,000) to the Group's net operating cash flows and utilised HK\$451,000 (2006: contributed HK\$2,046,000) on investing activities.

25. ACQUISITION OF A SUBSIDIARY

On 1 September 2006, the Group acquired 51% equity interests in China Petroleum Limited by subscription of new shares. This transaction has been accounted for by the purchase method of accounting.

The net liabilities acquired at the date of acquisition are summarised as follows:

| | HK\$'000 |
|---------------------------------------------------------|-------------|
| Net liabilities acquired: | |
| Cash and bank balances | 209 |
| Accrued liabilities and other payables | (221) |
| | <u>(12)</u> |
| Net cash inflow arising on acquisition of a subsidiary: | |
| Cash and bank balances acquired | <u>209</u> |

The loss of HK\$12,000 arising from acquisition is accounted for as goodwill written off and is charged to profit and loss account.

26. OPERATION LEASE COMMITMENTS

At the balance sheet date, the Group was committed to make the following future minimum lease payments under non-cancellable operating leases which fall due as follows:

| | 2007 | | 2006 | |
|------------------------------------------------------|------------------------|-----------------------|------------------------|-----------------------|
| | Properties HK\$'000 | Equipment HK\$'000 | Properties HK\$'000 | Equipment HK\$'000 |
| Within one year | 1,604 | – | 182 | 78 |
| Later than one year and not later than five years | <u>378</u> | <u>–</u> | <u>–</u> | <u>264</u> |
| | <u>1,982</u> | <u>–</u> | <u>182</u> | <u>342</u> |

27. RELATED PARTY TRANSACTIONS

Transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation.

The remuneration of key management included directors' remuneration only which is disclosed in note 7.

28. FINANCIAL RISK MANAGEMENT

The Group's major financial instruments include available-for-sale investments, bank balances, trade receivables and trade payables. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Interest rate risk

Interest bearing financial assets are mainly bank balances which are all short-term in nature. Therefore, any future variations in interest rates will not have a significant impact on the results of the Group.

Foreign currency risk

The available-for-sale investments are denominated in Australian dollars and certain accounts receivable and payable of the Group are denominated in US dollars and Renminbi. Therefore the Group is exposed to US dollars, Australian dollars and Renminbi currency risk. The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arises.

Market price risk

The Group is exposed to equity security price risk of the investment held which are classified in the balance sheet as available-for-sale investments. The Group will continue to monitor the market price and will consider necessary action should the need arises.

28. FINANCIAL RISK MANAGEMENT (Continued)

Credit risk

The Group's maximum exposure to credit risk in the event that the counterparties fail to perform their obligations as at the balance sheet date in relation to each class of recognised financial assets is the carrying amount of those assets as stated in the consolidated balance sheet.

The Group's bank deposits and balances are deposits with banks in Hong Kong. The credit risk on these liquid funds is limited because the counterparties are banks with good credit-rating.

In order to minimise credit risk, management has delegated a team to be responsible for the determination of credit limits, credit approvals and other monitoring procedures. In addition, management reviews the recoverable amount of each individual trade debts and other receivables regularly to ensure that adequate impairment losses are recognised for irrecoverable debts. In this regard, management considers that the Group's credit risk is significantly reduced.

29. CONTINGENT LIABILITIES

As at 31 March 2007, the Company had provided corporate guarantee of US\$12,000,000 (2006: Nil) to a bank in respect of banking facilities granted to the Group. The banking facilities were not utilised by the Group at the balance sheet date.

30. PLEDGE OF ASSETS

As at 31 March 2007, the Group pledged its bank deposits of approximately HK\$676,000 (2006: Nil) to secure banking facilities granted to the Group. The banking facilities were not utilised by the Group at the balance sheet date.

31. COMPARATIVE FIGURES

Due to the Disposal during the year, as disclosed in note 10, which constituted a discontinued operation under HKFRS 5 "Non-current Assets Held for Sale and Discontinued Operations", certain comparative figures were restated so as to reflect the results for the continuing operation.

32. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 31 May 2007.