



HENG FUNG HOLDINGS COMPANY LIMITED

恒鋒集團有限公司

*(Incorporated in Hong Kong with limited liability)*

(於香港註冊成立之有限公司)



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ANNUAL REPORT 1997 年 報

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| CONTENTS                             | 目錄        | PAGE(S)頁 |
|--------------------------------------|-----------|----------|
| CORPORATE INFORMATION                | 公司資料      | 2        |
| CHAIRMAN'S STATEMENT                 | 主席報告      | 3        |
| DIRECTORS AND MANAGEMENT PROFILE     | 董事及管理人員簡介 | 6        |
| NOTICE OF ANNUAL GENERAL MEETING     | 股東週年大會通告  | 7        |
| DIRECTORS' REPORT                    | 董事會報告書    | 14       |
| AUDITORS' REPORT                     | 核數師報告書    | 22       |
| CONSOLIDATED PROFIT AND LOSS ACCOUNT | 綜合損益賬     | 23       |
| CONSOLIDATED BALANCE SHEET           | 綜合資產負債表   | 24       |
| BALANCE SHEET                        | 資產負債表     | 25       |
| CONSOLIDATED CASH FLOW STATEMENT     | 綜合現金流量表   | 26       |
| NOTES TO THE FINANCIAL STATEMENTS    | 財務報表附註    | 28       |
| FINANCIAL SUMMARY                    | 財務資料概要    | 65       |
| PARTICULARS OF MAJOR PROPERTIES      | 主要物業概要    | 66       |

## CORPORATE INFORMATION

### Board of Directors

#### Executive Directors

Chan Heng Fai (Chairman and Managing Director)  
Chan Yoke Keow

#### Non-Executive Directors

Fong Kwok Jen  
Ha Kee Choy  
Robert Herman Trapp  
Mary-ann S.J.Chan

#### Independent Non-Executive Directors

Derek Y.K. Lai  
Daniel K.L. Lee

#### Company secretary

Chan Suk King, Zoe

#### Auditors

Deloitte Touche Tohmatsu  
Certified Public Accountant

#### Solicitors

Herbert Smith

#### Principal Bankers

Hang Seng Bank Limited  
Kincheng Banking Corporation, Hong Kong Branch  
Bank of China, Hong Kong Branch

#### Share Registrars

Friendly Registrars Limited  
7th Floor, Winner Commercial Building  
401-403 Lockhart Road,  
Wanchai, Hong Kong

#### Registered Office & Principal Office

10th Floor, Lippo Protective Tower  
231-239 Cloucester Road,  
Wanchai, Hong Kong

## 公司資料

### 董事會

#### 執行董事

陳恒輝 (主席兼董事總經理)  
陳玉嬌

#### 非執行董事

鄭國禎  
夏其才  
Robert Herman Trapp  
陳淑貞

#### 獨立非執行董事

黎玉光  
李家樑

#### 公司秘書

陳淑琮

#### 核數師

德勤•關黃陳方會計師行  
執業會計師

#### 律師

史密夫律師行

#### 主要往來銀行

恆生銀行有限公司  
金城銀行香港分行  
中國銀行香港分行

#### 股份過戶登記處

準誠證券登記有限公司  
香港灣仔  
駱克道401-403號  
榮華商業大廈7字樓

#### 註冊及主要辦事處

香港灣仔  
告士打道231-239號  
力寶美衛大廈10樓

## CHAIRMAN'S STATEMENT

On behalf of the Board I present to you the Group's annual report for the year ended March 31, 1997.

For the financial year ended March 31, 1997, the Group attained consolidated turnover of HK\$28.2 million (US\$3.6 million), representing a 110.2% increase over that of the previous year.

Total consolidated loss for the year ended March 31, 1997 was HK\$13.5 million (US\$1.7 million), an increase of HK\$2.5 million (US\$0.3 million) from last year. This loss was stated after making provisions in the amount of HK\$2.2 million (US\$0.3 million) for the doubtful debts. The interest expenses of HK\$3.2 million (US\$0.4 million) incurred in respect of the Group's borrowings for its property holdings and developments also contributed to the operating loss. The repayment of a substantial portion of these borrowings were only made after the financial year under review.

The total net assets value of the Group as of March 31, 1997 significantly increased by 44% during the year to HK\$134 million (US\$17.2 million) from HK\$93 million (US\$11.9 million) as of March 31, 1996.

Based on the weighted average number of shares in issue during the year, the loss per share for the year ended March 31, 1997 amounted to 3.37 cents, (US\$0.004) compared with 3.98 cents (US\$0.005) in last year, a decrease of 15.3%.

### NEW DEVELOPMENTS

#### Heng Fung Finance Company Limited, Hong Kong

Heng Fung Finance Company Limited is a wholly-owned subsidiary with Money Lenders Licence. It has already built up a loan portfolio of approximately HK\$100 million (US\$12.8 million). The company is an institutional finance company mainly focuses its business on public listed companies. It intends to apply for Restricted Banking Licence in due course with a paid-up capital of HK\$200 million (US\$25.6 million) and will be one of the major contributors of the Group's recurring income.

#### Heng Fung Capital, Inc., New York

Heng Fung Capital, Inc., a New York Wall Street based company, had commenced operation as investment bankers for a few months. It is anticipated that the company will invest in one to three well established investment banking and securities firms in Wall Street so as to strengthen the Group's global investment banking network. We are very optimistic that it will be one of the major contributors to the Group's recurring income in the coming years.

## 主席報告

本人謹代表董事會提呈本集團截至一九九七年三月三十一日止年度之年報。

截至一九九七年三月三十一日止財政年度，本集團錄得綜合營業額28,200,000港元(3,600,000美元)，較去年度大幅上升110.2%。

本集團截至一九九七年三月三十一日止年度之綜合虧損總額為13,500,000港元(1,700,000美元)，較去年度增加2,500,000港元(300,000美元)。上述虧損在作出壞賬撥備2,200,000港元(300,000美元)後列賬。本集團物業控股及發展業務之借貸產生利息支出3,200,000港元(400,000美元)，亦為導致經營虧損之原因之一。本集團於回顧財政年度後始償還大部份借款。

本集團於一九九七年三月三十一日之總資產淨值大幅上升44%，由一九九六年三月三十一日之93,000,000港元(11,900,000美元)增至134,000,000港元(17,200,000美元)。

根據年內發行股份之加權平均數，截至一九九七年三月三十一日止年度之每股虧損3.37仙(0.004美元)，與去年度3.98仙(0.005美元)比較，減少15.3%。

### 業務新發展

#### 恒鋒財務有限公司，香港

恒鋒財務有限公司為一家新成立之全資附屬公司。該公司擁有放款公司牌照，並已建立貸款組合約100,000,000港元(12,800,000美元)。該公司為一家機構性財務公司，業務集中於公眾上市公司。該公司擬於適當時候申請有限制持牌銀行牌照，屆時實繳股本為200,000,000港元(25,600,000美元)，並將成為本集團經常性收入其中一個主要來源。

#### Heng Fung Capital, Inc., 紐約

Heng Fung Capital, Inc.為一家以紐約華爾街為根據地之公司。該公司已於數月前從事投資銀行業務。預計該公司將投資於一至三家華爾街業務穩固的投資銀行及證券公司，藉此鞏固本集團之全球投資銀行網絡。本集團充滿信心，該公司於未來數年將成為本集團經常性收入其中一個主要來源。

## Strategic Investments – Iwai's International Holdings Limited ("Iwai's")

In line with our core business of strategic investments, the Group has acquired a controlling interest in Iwai's (a public company listed on The Stock Exchange of Hong Kong Limited) jointly with Guangdong Finance Company Limited. To comply with the Hong Kong Code on Takeovers and Mergers, a general offer for all of the issued shares of Iwai's has been made by the Group.

## BUSINESS REVIEW

During the year under review, the Group continued to be principally engaged in investment holding, property investment and development, management consultancy, securities investment, and sale of building material machinery and pharmaceutical products. Despite the improvement in the performance of the principal activities, the Group sustained operating losses for the year which primarily caused by the significant corporate expenses which included the legal and professional expenses incurred in the corporate restructuring exercises.

Securities investment in Hong Kong and USA - During the year, the turnover of the securities investment operation in Hong Kong and the USA was HK\$11.3 million (US\$1.4 million), representing an increase of 151% from that of the previous year. The profit contribution was HK\$2.3 million (US\$0.3 million), representing an overall 20% return on the securities investments.

Sales in the PRC - During the year under review, the Company's operations in the PRC recorded a turnover of HK\$12.6 million (US\$1.6 million), representing a substantial increase of 44% as compared to previous year.

Properties developments in Hong Kong - Demolition work has been completed on the sites at numbers 16, 18 and 20 Baker Street, Hung Hom, Kowloon and at numbers 28 and 30 Kai Tak Road, Kowloon. The Kai Tak Road property is used as car park and the completion of its development is behind schedule. The Company is currently considering proposals for the redevelopment of these sites.

策略性投資 – 岩井國際控股有限公司  
(「岩井」)

為配合本集團策略性投資之核心業務，本集團已聯同百粵金融財務有限公司購入岩井之控股權益。岩井為一家於香港聯合交易所有限公司上市之公眾公司。遵照香港公司收購及合併守則之規定，本集團就收購所有岩井已發行股份已提出全面收購建議。

## 業務回顧

於回顧年度內，本集團繼續從事投資控股、物業投資及發展、管理顧問、證券投資、經銷建材機器及藥物等主要業務。儘管上述主要業務有見改善，本集團是年度仍錄得營業虧損，主要因為業務重整所涉及之企業開支（包括法律及專業開支）甚為龐大。

香港及美國之證券投資 – 於本年度內，本港及美國證券投資業務之營業額為11,300,000港元（1,400,000美元），較上年度增長151%。該業務之溢利貢獻為2,300,000港元（300,000美元），為證券投資整體回報之20%。

中國之銷售 – 回顧年度內，本公司國內之業務錄得12,600,000港元之（1,600,000美元）營業額，與去年同期比較，大幅上升44%。

香港之物業發展 – 位於九龍紅磡必嘉街16、18及20號及位於九龍啟德道28及30號兩個地盤之清拆工程已順利完成。啟德道物業現作停車場用途，而發展工程未能按預定時間完成。本公司目前正考慮重新發展該等地盤之建議。

## PROSPECTS

The Group received HK\$37.8 million (US\$4.8 million) from a private placement which took place in January 1997. The proceeds are being utilised for general working capital purposes. From March to July, 1997, the Group has obtained net proceeds of HK\$317.5 million (US\$40.7 million) which are used to reduce the Group's gearing and to finance the Group's expansion of its financing related business, namely the provision of equity-related and other financial products and services to mid-and small capitalisation listed groups in Hong Kong. After the completion of the of placements, the net asset value of the Company by the end of July 1997 was slightly over HK\$450 million (US\$57.7 million).

Since June 1997, the Group has successfully accomplished its objectives in the business restructuring plan. With renewed financial strength, the Directors are confident that the Group is poised to take advantage of the new profitable business opportunities.

## MAJOR SUPPLIERS AND CUSTOMERS

During the year under review, the respective percentage of purchase attributable to the Group's five largest suppliers combined and the Group's five largest customers combined was less than 30% of the total value of Group purchase and total Group turnover.

As at March 31, 1997, none of the directors, their associates, or to the best knowledge of the directors, shareholders holding more than 5% interest in the share of the Company has any interests in the five largest suppliers or customers.

## CONCLUSION

All adverse factors pertaining to the Group's business appear to be diminishing in 1997. Members of the Board will continue to seek investments that will improve the financial position of the Group.

## APPRECIATION

I would like to express my sincere thanks to my fellow Directors for their guidance and assistance and to our management and staff at all levels for their loyalty and dedication during the past year.

On behalf of the Board  
Chan Heng Fai  
Chairman and Managing Director

Hong Kong, August 14, 1997

## 展望

本集團於一九九七年一月進行私人配售而取得37,800,000港元（4,800,000美元）之收益。該筆收益撥作一般營運資金。一九九七年三月至七月，本集團取得淨收益317,500,000港元（40,700,000美元），而此筆款項經用作減少本集團之負債及支付本集團拓展與融資有關業務之所需，該業務為向香港中小型資本之上市集團提供與股份有關及其他之金融產品及服務。配售完成後，於一九九七年七月底，本公司之資產淨值輕微超逾450,000,000港元（57,700,000美元）。

自一九九七年六月以來，本集團順利達致其業務重整計劃之既定目標。由於重新取得財政資助，董事會深信本集團日後定可充分利用有利可圖之業務發展良機。

## 主要供應商及客戶

於回顧年度內，本集團前五大供應商及前五大客戶合計都分別少於集團總採購額及營業之30%。

於一九九七年三月三十一日，各董事、彼等之聯繫人士或據董事會所知持有本公司股份5%以上權益之股東，概無於五大供應商或客戶擁有任何權益。

## 結語

對本集團業務構成不利影響之因素於一九九七年已逐步清弭，董事會成員將繼續物色投資機會，改善本集團財務狀況。

## 致意

本人謹此向各董事之指導及協助致意，並感謝管理層及各級員工在過去一年為本公司盡心盡力。

董事會代表  
主席兼董事總經理  
陳恒輝

香港，一九九七年八月十四日

## DIRECTORS AND MANAGEMENT PROFILE

Brief biographical information of the directors and senior management of the Group are as follows:

### DIRECTORS

Mr. Chan Heng Fai, aged 53, is the Chairman and Managing Director of the Company. He has been a Director since September, 1992 and was appointed as Chairman and Managing Director in June, 1995. Mr. Chan is responsible for overall business development of the Group. His experience and expertise are in the finance and banking sectors.

Madam Chan Yoke Keow, aged 49, has been a director of the Company since January, 1992. She is responsible for the general administration and financial planning of the Group. She has over 10 years experience in financial management and administrative.

Mr. Fong Kwok Jen, aged 48, is a solicitor practicing in Singapore. Mr. Fong is a partner of a solicitors' firm in Singapore.

Mr. Robert Herman Trapp, aged 42, holds various senior positions in the finance industry in Canada. Mr. Trapp is now the Director of a company listed in NASDAQ.

Mr. Ha Kee Choy, aged 40, is a fellow of the Chartered Association of Certified Accountants, a fellow of the Taxation Institute of Hong Kong and an associate of the Hong Kong Society of Accountants. Mr. Ha is the Deputy Chairman of AWT World Transport Holdings Limited.

Ms. Mary-ann S.J. Chan, aged 26, the daughter of Mr. Chan Heng Fai and Ms. Chan Yoke Keow. She is a relationship manager with one of the leading bank in Hong Kong.

Mr. Derek Y.K. Lai, aged 34, is a fellow of the Chartered Association of Certified Accountants and an associate of the Hong Kong Society of Accountants. Mr. Lai is the general manager of a finance company in Hong Kong.

Mr. Daniel K.L. Lee, aged 38, is a certified public accountant and was admitted to practise in Hong Kong. He is a fellow of the Chartered Association of Certified Accountants, a fellow of the Hong Kong Society of Accountants and a member of the Taxation Institute of Hong Kong. Mr. Lee is the managing partner of K.L. Lee & Co., Certified Public Accountants in Hong Kong.

### SENIOR MANAGEMENT

Mr. Lau Man Tak, aged 28, is the financial controller of the Group. He was graduated from the Hong Kong Polytechnic with a Bachelor Degree in Accountancy. He is an associate member of the Chartered Association of Certified Accountants. Mr. Lau worked with an international accounting firm before joining the Group in 1995.

## 董事及管理人員簡介

本集團董事及高級管理階層履歷概述如下：

### 董事

陳恒輝先生現年五十三歲，現為本公司主席兼董事總經理。彼自一九九二年九月起加入本公司成為董事。於一九九五年六月獲委任為主席兼董事總經理。陳先生負責制訂本集團整體發展政策。於銀行及公司財務業務積逾廣泛經驗。

陳玉嬌女士現年四十九歲，自一九九二年一月起為本公司董事。陳女士負責本集團日常行政及財務計劃。陳女士有十年以上之財務管理及行政經驗。

鄺國禎先生現年四十八歲，新加坡執業律師，現為一新加坡律師事務所之合夥人。

Robert Herman Trapp先生現年四十二歲，在加拿大金融界歷任要職。Robert Herman Trapp先生現為一於美國全國證券經紀協會自動報價系統上市公司之董事。

夏其才先生現年四十歲，乃英國公認會計師公會資深會員、香港稅務學會資深會員及香港會計師公會會員。夏先生現為美聯空運有限公司之副主席。

陳淑貞小姐現年二十六歲，乃陳恒輝先生及陳玉嬌女士之千金。彼為一香港主要銀行之公關經理。

黎玉光先生現年三十四歲，乃英國公認會計師公會資深會員及香港會計師公會會員。黎先生現為一家香港金融公司之總經理。

李家樑先生現年三十八歲，乃香港執業會計師。彼為英國公認會計師公會、香港會計師公會資深會員，及香港稅務學會會員。李先生現為香港K.L. Lee & Co. (執業會計師)之首席合夥人。

### 高級管理階層

劉文德先生現年二十八歲，為本集團財務總監。彼畢業於香港理工大學，持有學士學位，主修會計。彼為英國公認會計師公會會員，於一九九五年加入本集團前，於一間國際會計事務所工作。

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the members of Heng Fung Holdings Company Limited (the "Company") will be held at the Jade Ballroom 1, 3rd Floor, Hotel Furama Hong Kong, 1 Connaught Road, Central, Hong Kong on Thursday, September 25, 1997 at 9:00 a.m. for the following purposes:-

### ORDINARY BUSINESS

1. To receive and adopt the audited consolidated financial statements and the directors' report and auditors' report for the year ended March 31, 1997.
2. To re-elect directors and to authorise the board of directors to fix their remuneration.
3. To re-appoint the auditors of the Company and to authorise the board of directors to fix their remuneration.

### SPECIAL BUSINESS

4. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution:-

(A) THAT:

- (i) subject to sub-paragraph (iii) of this resolution and pursuant to Section 57B of the Companies Ordinance, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) of this resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which would or might require the exercise of such

## 股東週年大會通告

茲通告恒鋒集團有限公司(「本公司」)謹訂於一九九七年九月二十五日星期四上午九時正假座香港中環干諾道中一號富麗華酒店三字樓翡翠廳1號廳舉行股東週年大會，以處理下列事項：—

### 普通事項

1. 省覽截至一九九七年三月三十一日止年度之經審核綜合財務報表、董事會與核數師報告書。
2. 重選董事及授權董事會釐定其酬金。
3. 重新委聘本公司之核數師及授權董事會釐定其酬金。

### 特別事項

4. 作為特別事項，考慮及酌情通過下列決議案為普通決議案：—

(A) 「動議：

- (i) 在本決議案第(iii)分段規限下及根據公司條例第57B條，一般及無條件批准本公司董事會於有關期間內行使本公司一切權力，配發、發行及處理本公司股本中之額外股份，並作出或授予或須行使該等權力之建議、協議及認股權(包括可兌換為本公司股份之認股權證及債券)；
- (ii) 在本決議案第(i)分段所述之批准須授權本公司董事會於有關期間內作出或授出或須於有關期間結束後行使上述權力之建議、

powers after the end of the Relevant Period;

- (iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph (i) of this resolution, otherwise than pursuant to (a) a Right Issue (as hereinafter defined); (b) an issue of shares of the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company; or (c) an issue of shares of the Company as scrip dividends pursuant to the articles of association of the Company from time to time; or (d) an issue of shares of the Company under any option scheme or similar arrangement for the grant or issue to employees of the Company and/or any of its subsidiaries of shares of the Company, or rights to acquire shares of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

- (iv) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:-

- (a) the conclusion of the next annual general meeting of the Company;

協議及認股權（包括可兌換為本公司股份之認股權證及債券）；

- (iii) 本公司董事會根據本決議案第(i)分段所述之批准而配發或有條件或無條件同意配發及發行之股本面值總額（無論為根據認股權或其他原因而配發者），不得超過本公司於本決議案通過之日已發行股本面值總額百分之二十，上述批准亦須受此數額限制，惟根據(a)配售新股（見下文之定義）；或(b)根據本公司任何認股權證之條款行使認購權或根據本公司任何可兌換為股份之證券之條款行使換股權而發行本公司股份；或(c)根據本公司不時之組織章程細則以代息股份之方式發行本公司股份；或(d)根據任何購股權計劃或類似之安排（向本公司及／或其附屬公司之僱員授出可購買本公司股份之權利或向彼等發行股份）發行本公司股份則除外；及

- (iv) 就本決議案而言：

「有關期間」指本決議案通過日期至下列較早發生者之期間：—

- (a) 本公司下屆股東週年大會結束時；

- (b) the expiration of the period within which the next annual general meeting of the Company is required by law or the Articles of Association of the Company to be held; and

- (c) the date upon which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Right Issue” means an offer of shares of the Company open for a period fixed by the directors of the Company to holders of shares of the Company whose names appear on the Register of Members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

- (B) THAT:

- (i) subject to paragraph (ii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase shares of HK\$0.25 each in the capital of the Company (“Shares”) and warrants of the Company conferring rights on the holders thereof to subscribe for Shares (“Warrants”), subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong

- (b) 本公司之公司組織章程細則或任何適用法例規定本公司下屆股東週年大會須舉行之期限屆滿；及

- (c) 本決議案所載之授權經由股東大會通過普通決議案而撤銷或修訂之日。

「配售新股」指於本公司董事會指定之期限內，向於指定紀錄日期名列股東名冊之本公司股份持有人按彼等當時之持股比例提呈發售股份之建議（惟本公司董事會可就零碎股權或在考慮任何有關司法權區之法例或任何認可監管機關或任何證券交易所之規定所產生之限制或責任後而酌情作出彼等認為必要或權宜取消此等權利之決定或其他安排。）

- (B) 「動議：

- (i) 在下文(ii)段之規限下，一般及無條件批准本公司董事會於有關期間（定義見下文）內按照所有適用法例及香港聯合交易所有限公司證券上市規則不時修訂之規定，行使本公司所有權力購回本公司股本

Limited as amended from time to time, be and is hereby generally and unconditionally approved;

中每股面值0.25港元之股份（「該等股份」）及本公司之認股權證（「該等認股權證」）。該等認股權證賦予持有人認購該等股份；

(ii) the aggregate nominal amount of Shares and Warrants which may be purchased by the Company pursuant to the approval in paragraph (i) above shall not exceed 10 per cent. of the aggregate nominal amount of share capital of the Company in issue at the date of passing of this Resolution and 10 per cent. of the outstanding subscription rights attaching to the Warrants, and the said approval shall be limited accordingly;

(ii) 本公司根據上文(i)段之批准授權可以購回之該等股份及該等認股權證面值總額不得超過於本決議案獲通過當日本公司之已發行股本面值總額之10%，以及該等認股權證所附尚未行使認購權之10%，而上述批准亦須受此數額限制；

(iii) for the purpose of this Resolution,

(iii) 就本決議案而言，

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

「有關期間」乃指由本決議案獲通過當日起至下列三者中較早之日期止之期間：

(a) the conclusion of the next annual general meeting of the Company;

(a) 本公司下屆股東週年大會結束時；

(b) the expiration of the period within which the next annual general meeting of the Company is required by law or the articles of association of the Company to be held; and

(b) 法例規定本公司須召開下屆股東週年大會之期限屆滿之日；及

(c) the revocation or variation of authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

(c) 於本公司股東大會上股東通過普通決議案撤回或修訂本決議案所述之授權之日。」

(C) “THAT conditional upon Resolution No. 4(B) set out in the notice convening the Annual General Meeting of the

(C) 「動議待載於大會通告（「大會通告」）之4(B)項決議案在一九

Company to be held on September 25, 1997 (the “Notice”) being passed, the aggregate nominal amount of shares in the capital of the Company which are purchased by the Company under the authority granted to the Directors of the Company by such resolution shall be added to the aggregate nominal amount of shares in the capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to Resolution No. 4(A) set out in the Notice.”

九七年九月二十五日本公司股東週年大會上獲通過後，將本公司根據該項決議案所述授予董事之授權購回之本公司股本面值總額，加於本公司董事根據載於大會通告之4(A)項決議案可予配發或同意有條件或無條件配發之股本面值總額內。」

5. As special business, to consider and, if thought fit, pass the following resolutions as special resolutions:–

5. 作為特別事項，考慮及酌情通過下列決議案為特別決議案：

(A) “THAT article 55 of the Company’s New Articles of Association be amended by deleting the words “If there be no such Chairman, or if at any Meeting he be not present within fifteen minutes after the time appointed for holding the Meeting, or is unwilling to act as Chairman,” appearing on the third to sixth lines of the article and substituting therefor “In the absence of the Chairman, the Vice-Chairman of the Board of Directors shall preside as Chairman and in his absence,”.”

(A) 「動議刪除細則第3至6行「倘無主席或該大會主席未能在大會舉行時間十五分鐘內出席大會或彼不願意作為大會主席」之字眼，並以「倘大會主席缺席，董事會副主席須代其擔任大會主席」之字眼取代，以修訂本公司新公司組織章程細則第55條。」

(B) “THAT article 68 of the Company’s New Articles of Association be amended as follows:–

(B) 「動議修訂本公司新公司組織章程細則第68條如下：

(i) by deleting the words “Unless and until the Company in General Meeting shall otherwise determine,” appearing on the first and second lines of the article; and

(i) 刪除細則第1及2行「直至本公司於股東大會上決定為止」之字眼；及

(ii) by deleting the words “and there shall be no maximum number” appearing on the third and fourth lines of the article and substituting therefor “nor more than nine”.”

(ii) 刪除細則第3及4行「無最高數目」之字眼，並以「九個以上」之字眼取代。」

(C) “THAT there be an additional article 76A in the Company’s New Articles of Association to read:–

(C) 「動議在本公司新公司組織章程內新加入細則第76A條，讀成：

“76A. The Directors may from time to time appoint from amongst their body a Chairman and a Vice-Chairman. The appointment of any Director as such shall be automatically determined if he ceases for any cause to be a Director.”.

「76A，董事會可隨時在會內委任主席及副主席各一位。倘任何一位董事因故不再為董事，其任期須自動終止。」

(D) “THAT article 76 of the Company’s New Articles of Association be renumbered as article 76B and amended by deleting the words “A Director so appointed shall not, whilst holding that office, be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors, but his appointment shall be automatically determined if he ceases from any cause to be a Director.” appearing on the sixth to twelfth lines of the article.”

(E) “THAT article 78 of the Company’s New Articles of Association be amended as follows:–

- (i) by deleting the word “one-third” appearing on the fourth and seventh lines of the article and substituting therefor “one-quarter” in both instances;
- (ii) by deleting the word “three” appearing on the fifth and sixth lines of the article and substituting therefor “four” in both instances;
- (iii) by adding the following words to the article at the end of the article:

“Any Director appointed to hold office of Chairman, Vice-Chairman and Managing Director respectively shall not, whilst holding such office, be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors.”

(F) “THAT article 82 of the Company’s New Articles of Association be deleted without any substitution therefor”.

(G) “THAT article of 89 of the Company’s New Articles of Association be amended as follows:–

- (i) by adding the following words “Any Director may attend a Meeting by telephone or video conference and vote thereat.” Immediately after the first sentence on the fifth line of the article; and

(D) 「動議將本公司新公司組織章程細則第76條重新編為細則第76B條，並刪除「由此委任之董事在其任期內毋須輪選退任，而在決定董事會人選時，該等董事亦不在考慮之列。倘彼因故不再為董事，其任期須自動終止。」之字眼以修訂該細則。」

(E) 「動議將本公司新公司組織章程細則第78條按以下形式修訂：

- (i) 刪除章程第4及第7行「 $\frac{1}{3}$ 」之字眼，並以「 $\frac{1}{4}$ 」字取代；
- (ii) 刪除章程第5及第6行「3」之字眼，並以「4」字取代；
- (iii) 將以下字眼附加於章程之末部：

「任何董事獲委任為主席、副主席及董事總經理，其任期內均毋須輪選退任，而在決定董事會人選時，該等董事亦不在考慮之列。」

(F) 「動議將本公司新公司組織章程細則第82條刪除，並且以任何字眼取代」

(G) 「動議修訂下列本公司新公司組織章程細則第89條：–

- (i) 緊隨第89條第5行第一句後加上以下字眼：「任何董事可透過電話或視像會議等方式出席大會，並通過該類媒介進行投票。」；及

(ii) by deleting the words “Notice of Meeting of Directors need not be given to a Director who is not in Hong Kong.” appearing on the eleventh and twelfth lines of the article.”

(H) “THAT article 90 of the Company’s New Article of Association be deleted and substituted therefor by the following:–

“90. The Chairman appointed pursuant to article 76A shall preside as Chairman of the Meetings of the Directors; and in his absence the Vice-Chairman appointed pursuant to article 76A shall preside as Chairman and in the event both the Chairman and the Vice-Chairman are not present, the Directors present may choose one of their number to be Chairman of such Meeting.”

By order of the Board  
**Chan Suk King**  
Company Secretary

Notes:

1. A member entitled to attend and vote at the above Meeting may appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the registered office of the Company before the time appointed for holding the Meeting. Completion and return of a form of proxy will not preclude you from attending and voting in person if you are subsequently able to be present.
3. In connection with Resolution No. 4(B) above, the attention of shareholders is drawn to the attached Explanatory Statement containing a summary of the more important provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) relating to the repurchase of shares on the Stock Exchange.

(ii) 將第89條第11及12行出現之字眼刪除：「董事會議之通知書毋須寄發予離港之董事。」

(H) 「動議刪除本公司新公司組織章程細則第90條，並以下列字眼取代：–

「第90條，根據第76A條獲委任之主席將擔任董事會議之主席；於其缺席時，按第76A條獲委任之副主席將擔任主席一職，倘主席與副主席均缺席時，出席之董事可選擇彼等其中一位成員擔任該會議之主席。」

承董事會命  
公司秘書  
**陳淑琼**

附註：

1. 有權出席上述大會及於會上投票之股東可委任一名或以上代表代表其出席及投票。受委任代表毋須為本公司股東。
2. 代表委任表格連同經簽署之授權書或其他授權文件（如有）或經公證人簽署證明之授權書或授權文件副本，最遲須於大會指定舉行時間前交回本公司之註冊辦事處，方為有效。填妥及交回代表委任表格後，閣下其後仍可親身出席大會，並於會上投票。
3. 就上文第4(B)項決議案而言，股東須注意隨附之說明函件，該說明函件載有香港聯合交易所有限公司（「聯交所」）之證券上市規則股份較重要條文之概要，概述有關在聯交所購回股份之事宜。



## DIRECTORS' REPORT

The directors present their annual report and audited financial statements for the year ended March 31, 1997.

### PRINCIPAL ACTIVITIES

The Company acts as an investment holding company and provides corporate management services. The principal activities of its subsidiaries are investment holding, property investment and development, management consultancy, securities investment, and sale of building material machinery and pharmaceutical products.

The Group's turnover and contribution to loss from ordinary activities before taxation for the year ended March 31, 1997 analysed by principal activities and by geographical markets are as follows:

|  | 營業額               | 日常業務<br>(除特殊項目<br>及稅項)<br>之虧損   | 特殊項目                         | 日常業務<br>除稅前<br>之虧損  |
|--|-------------------|---|------------------------------|---|
|  | Turnover<br>HK\$  | Contribution<br>to loss from<br>ordinary activities<br>excluding<br>exceptional items<br>and taxation<br>HK\$ | Exceptional<br>items<br>HK\$ | Contribution<br>to loss from<br>ordinary<br>activities<br>before taxation<br>HK\$ |
| By principal activities:               |                   |   |                              |   |
| Securities investment                  | 11,327,580        | 2,279,525   | -                            | 2,279,525   |
| Interest income                        | 2,613,257         | 2,613,257   | -                            | 2,613,257   |
| Property letting and management        | 2,962,604         | 1,012,567   | 640,076                      | 1,652,643   |
| Sales of building material machinery   | 501,930           | (389,056)   | -                            | (389,056)   |
| Sales of pharmaceutical products       | 10,749,333        | 889,126   | -                            | 889,126   |
| Others                                 | -                 | -   | (590,788)                    | (590,788)   |
|  | <u>28,154,704</u> | <u>6,405,419</u>  | <u>49,288</u>                | <u>6,454,707</u>  |
| Contribution from associated companies |                   | 1,760,885   | -                            | 1,760,885   |
| Corporate expenses                     |                   | (19,301,338)  | -                            | (19,301,338)  |
| Interest expenses                      |                   | (3,205,939)   | -                            | (3,205,939)   |
|  |                   | <u>(14,340,973)</u>   | <u>49,288</u>                | <u>(14,291,685)</u>   |
| By geographical markets:               |                   |   |                              |   |
| United States of America               | 3,226,194         | 1,618,122   | -                            | 1,618,122   |
| The People's Republic of China         | 12,594,252        | 1,843,059   | (836,091)                    | 1,006,968   |
| Hong Kong                              | 12,334,258        | 2,944,238   | 640,076                      | 3,584,314   |
| South East Asia                        | -                 | -   | 245,303                      | 245,303   |
|  | <u>28,154,704</u> | <u>6,405,419</u>  | <u>49,288</u>                | <u>6,454,707</u>  |
| Contribution from associated companies |                   | 1,760,885   | -                            | 1,760,885   |
| Corporate expenses                     |                   | (19,301,338)  | -                            | (19,301,338)  |
| Interest expenses                      |                   | (3,205,939)   | -                            | (3,205,939)   |
|  |                   | <u>(14,340,973)</u>   | <u>49,288</u>                | <u>(14,291,685)</u>   |

## 董事會報告書

董事會謹向股東提呈截至一九九七年三月三十一日止年度之週年報告及經審核財務報表。

### 主要業務

本公司乃一投資控股公司，並提供公司管理服務，其附屬公司主要業務為投資控股、物業投資及發展、企業管理諮詢、證券投資及建築材料機械及藥物之銷售。

茲將本集團截至一九九七年三月三十一日止年度之主要業務及運作地區之營業額及其日常業務除稅前之虧損分析如下：

## DIRECTORS' REPORT - continued

### SUBSIDIARIES AND ASSOCIATED COMPANIES

Details of the Company's subsidiaries and associated companies at March 31, 1997 are set out in notes 34 and 35 to the financial statements respectively.

### RESULTS

The results of the Group for the year ended March 31, 1997 are set out in the consolidated profit and loss account on page 23 of the financial statements.

### FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 65 of the annual report.

### RESERVES

Movements in the reserves of the Group and the Company during the year are set out in note 22 to the financial statements.

### FIXED ASSETS

During the year, the Group revalued all its investment properties at March 31, 1997. The revaluation resulted in a surplus over book values amounting to HK\$3,500,000. Part of the surplus amounting to HK\$640,076 is credited to the profit and loss account to the extent of the deficit previously charged to the profit and loss account in last year. The remaining portion of HK\$2,859,924 is credited to the investment property revaluation reserve.

Details of these and other movements in fixed assets of the Group and the Company during the year are set out in note 10 to the financial statements.

### MAJOR PROPERTIES

Details of the major properties held by the Group at March 31, 1997 are set out on pages 66 and 67 of the annual report.

### SHARE CAPITAL, WARRANTS AND SHARE OPTIONS

Details of movements in the share capital and warrants of the Company are set out in notes 19 and 20 to the financial statements, respectively.

Details of the share options granted by the Company during the year are set out in note 21 to the financial statements.

## 董事會報告書 - 續

### 附屬公司及聯營公司

有關本公司之附屬公司及聯營公司於一九九七年三月三十一日之詳細情況分別載列於財務報表附註34及35。

### 業績

本集團截至一九九七年三月三十一日止年度之業績載於財務報表第23頁之綜合損益賬內。

### 財務摘要

本集團過去五個財政年度之業績以及資產及負債之摘要載於本年報65頁。

### 儲備

本集團及本公司於本年度之儲備變動載列於財務報表附註22內。

### 固定資產

於本年度，本集團已於一九九七年三月三十一日將其所有投資物業進行價值重估。投資物業估價之盈餘為3,500,000港元。部份盈餘640,076港元列入損益賬，惟不得超出上年度於損益賬支出之虧損額。盈餘其餘部分2,859,924港元則在投資物業重估儲備中列賬。

上述變動及本集團及本公司之固定資產於年內其他變動詳情載列於財務報表附註10。

### 主要物業

有關本集團於一九九七年三月三十一日所持有主要物業之摘要載列於本年報66及67頁。

### 股本、認股權證及認股期權

有關本公司股本及認股權證變動之詳情分別載於財務報表附註19及20。

有關本公司於本年度授予之認股期權詳情載列於財務報表附註21。

**PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES**

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

**BORROWINGS AND INTEREST CAPITALISED**

Bank loans, overdrafts, loan and note payables and other borrowings which are repayable within one year or on demand are classified as current liabilities are set out in note 16 to the financial statements. A repayment analysis of the bank loans, overdrafts, loan and note payables and other borrowings is set out in note 24 to the financial statements.

Interest capitalised by the Group during the year in respect of properties under development for sale amounted to HK\$2,680,285.

**DIRECTORS**

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

**Executive directors:**

Chan Heng Fai  
Chan Yoke Keow

**Non-executive directors:**

Ha Kee Choy  
Robert Herman Trapp  
Fong Kwok Jen  
Mary-ann S.J. Chan  
Tang Yat Kan (resigned on June 7, 1997)  
Ng Mok Yuen (note)  
Leung Sik Keung (note)

**Independent non-executive directors:**

Derek Y.K. Lai  
Daniel K.L. Lee

**Alternate directors:**

Ronald M.T. Lau (alternate to Robert Herman Trapp)  
Danny K.F. Lau (alternate to Chan Heng Fai)  
Mark Dean Wooldridge (alternate to Fong Kwok Jen, appointed on March 7, 1997)  
Kang Liew Inn Lee (alternate to Fong Kwok Jen, resigned on February 24, 1997)

**購回、出售及贖回本公司之上市證券**

本公司或其任何附屬公司於本年度內概無購回、出售或贖回本公司任何上市證券。

**借貸及撥作資產成本之利息**

一年內到期或需於要求償還時立即清還之銀行貸款、透支、貸款及應付票據及其他借貸均歸類為流動負債，載列於財務報表附註16。銀行貸款、透支、貸款及應付票據及其他借貸之還款分析載列於財務報表附註24。

本集團於年內就待售之發展中物業撥作資本之利息為2,680,285港元。

**董事**

年內及截至本報告書編製日期為止之本公司董事會成員如下：

**執行董事：**

陳恒輝  
陳玉嬌

**非執行董事：**

夏其才  
Robert Herman Trapp  
鄺國禎  
陳淑貞  
鄧逸勤 (於一九九七年六月七日辭任)  
吳木源 (附註)  
梁錫強 (附註)

**獨立非執行董事：**

黎玉光  
李家樑

**替任董事：**

劉文德 (Robert Herman Trapp之替任董事)  
劉國輝 (陳恒輝之替任董事)  
Mark Dean Wooldridge (鄺國禎之替任董事，於一九九七年三月七日獲委任)  
江劉芸莉 (鄺國禎之替任董事，於一九九七年二月二十四日辭任)

**DIRECTORS – continued**

In accordance with Articles 78 and 79 of the Company's Articles of Association, Chan Yoke Keow, Derek Y.K. Lai and Daniel K.L. Lee retire by rotation and, being eligible, offer themselves for re-election. The terms of office of non-executive directors and independent non-executive directors are subject to retirement by rotation and re-appointment in accordance with the above articles.

**Note:**

Ng Mok Yuen and Leung Sik Keung were executive directors of the Company until March 17, 1997. From that date they ceased to act in an executive capacity and became non-executive directors. On May 27, 1997, they were removed as directors of the Company.

**DIRECTORS' INTERESTS IN SHARES**

As at March 31, 1997, the interests of the directors, chief executives and their associates in the share capital of the Company as recorded in the register maintained by the Company pursuant to Section 29 of the Securities (Disclosure of Interests) Ordinance ("SDI Ordinance") were as follows:

| 董事姓名<br>Name of directors | 個人權益<br>Personal interests | 所持之普通股數目<br>Number of ordinary shares held |                          |                         |                        |
|---------------------------|----------------------------|--|--------------------------|-------------------------|------------------------|
|                           |                            | 公司權益<br>Corporate interests                | 家族權益<br>Family interests | 其他權益<br>Other interests |                        |
| Chan Heng Fai             | 陳恒輝                        | 9,664,233                                  | 46,661,800<br>(note 1)   | 32,468,694<br>(note 2)  | –                      |
| Chan Yoke Keow            | 陳玉嬌                        | 10,247,294                                 | 10,193,400<br>(note 3)   | 56,326,033<br>(note 4)  | 12,028,000<br>(note 5) |
| Ng Mok Yuen               | 吳木源                        | –  | 15,938,841<br>(note 6)   | –                       | –                      |
| Tang Yat Kan              | 鄧逸勤                        | 2,800                                      | –                        | –                       | –                      |
| Fong Kwok Jen             | 鄺國禎                        | 2,000                                      | –                        | –                       | –                      |
| Mary-ann S.J. Chan        | 陳淑貞                        | 21,400                                     | –                        | –                       | –                      |

**Notes:**

- These shares are owned by a company which is controlled by Mr. Chan Heng Fai.
- These shares are owned by Mrs. Chan Yoke Keow, Mr. Chan Heng Fai's wife.
- These shares are owned by two companies which are controlled by Mrs. Chan Yoke Keow.
- These shares are owned by Mr. Chan Heng Fai, Mrs. Chan Yoke Keow's husband.
- These shares are owned by a discretionary trust of which Mrs. Chan Yoke Keow is one of the discretionary objects.
- These shares are owned by two companies which are controlled by Mr. Ng Mok Yuen.

**董事 – 續**

根據本公司之公司組織章程細則第78及79條，陳玉嬌、黎玉光及李家樑輪值告退，惟願膺選連任。非執行董事及獨立非執行董事，須根據以上第78及79條輪值告退及重獲委任。

**附註：**

吳木源及梁錫強為本公司之執行董事，直至一九九七年三月十七日止。自該日始，彼等不再為執行董事，轉而成非執行董事。於一九九七年五月二十七日，彼等被革退董事職務。

**董事於股份之權益**

於一九九七年三月三十一日，根據證券(公開權益)條例(「公開權益條例」)第29條規定下本公司所存置之登記冊所載，董事、行政總裁及彼等之聯繫人士擁有本公司股份之權益如下：

## DIRECTORS' INTERESTS IN SHARES – continued

Other than disclosed above and certain nominee shares in subsidiaries held by directors in trust for the Company, at March 31, 1997, none of the directors and chief executives, or their associates had any interests in any securities of the Company or any of its associated corporations as defined in the SDI Ordinance.

## DIRECTORS' SERVICE CONTRACTS

On November 1, 1995, a service contract was entered into between the Company and Mr. Chan Heng Fai for a term of five years expiring on November 1, 2000, terminable by Mr. Chan on 180 days' notice. The contract provides for the payment of a basic salary of HK\$100,000 per month, together with an additional amount equal to one month's salary payable in November of each year. The basic salary is to be revised on an annual basis by not less than 10% per year. The contract was terminated on January 31, 1997.

On November 1, 1995, another service contract was entered into between the Company and Mrs. Chan Yoke Keow for a term of five years expiring on November 1, 2000, terminable by Mrs. Chan on 180 days' notice. The contract provides for the payment of a basic salary of HK\$80,000 per month, together with an additional amount equal to one month's salary payable in November of each year. The basic salary is to be revised on an annual basis by not less than 10% per year. The contract was terminated on January 31, 1997.

On February 1, 1997, a new service contract was entered into between the Company and Mr. Chan Heng Fai in substitution for the service contract referred to above, for a term of five years expiring on February 1, 2002, terminable by Mr. Chan on 180 days' notice. The contract provides for the payment of a basic salary of HK\$300,000 per month, together with an additional amount equal to one month's salary payable in February of each year. The basic salary is to be revised on an annual basis by not less than 10% per year. In the event that the Company shall terminate Mr. Chan's employment following the change of control of the Company as defined in the contract, or for any reasons not specifically excluded in the contract, Mr. Chan shall be entitled to receive a lump sum equal to the sum which would have been payable by the Company as gross salary in respect of the unexpired term of the service contract on the date notice of termination is given as liquidated damages.

## 董事於股份之權益 – 續

除上文披露者及本集團託管之若干附屬公司名義股份外，各董事及行政總裁，或彼等之聯繫人士於一九九七年三月三十一日概無擁有本公司或任何任何聯繫公司（定義見公開權益條例）之證券權益。

## 董事之服務合約

於一九九五年十一月一日，本公司與陳恒輝先生訂立了服務合約，為期五年，於二零零零年十一月一日期滿，在陳先生發出一百八十日之通知下，可終止此服務合約。合約規定每月須支付100,000港元之基本薪金，另規定於每年之十一月支付一筆相等於一個月薪金之額外款項，惟每年加薪幅度不得少於10%。該合約於一九九七年一月三十一日終止。

本公司與陳玉嬌女士於一九九五年十一月一日訂立另一服務合約，為期五年，於二零零零年十一月一日期滿，在陳女士發出一百八十日之通知下，可終止此服務合約。合約規定每月須支付80,000港元之基本薪金，另規定於每年之十一月支付一筆相等於一個月薪金之額外款項。基本薪金須每年重新釐定，惟每年加薪幅度不得少於10%。該合約於一九九七年一月三十一日終止。

於一九九七年二月一日，本公司與陳恒輝先生訂立了新服務合約以代替上述服務合約，為期五年，於二零零二年二月一日期滿，在陳先生發出一百八十日之通知下，可終止此服務合約。合約規定每月須支付300,000港元之基本薪金，另附加相等於一個月薪金之款項，須於每年之二月發放。基本薪金須每年重新釐定，惟每年加薪幅度不得少於10%。倘本公司因控制權轉變（按合約所界定），或因合約並無特別訂明豁免之其他原因而終止僱用陳先生，則陳先生有權於收取解僱通知當日獲取一筆款項，該款額相等於本公司於服務合約餘下期間須予陳先生之薪金總額，作為確定賠償金。

## DIRECTORS' SERVICE CONTRACTS – continued

On February 1, 1997, a new service contract was entered between the Company and Mrs. Chan Yoke Keow in substitution for the service contract she had with the Company as referred to above, for a term of five years expiring on February 1, 2002, terminable by Mrs. Chan on 180 days' notice. The contract provides for the payment of a basic salary of HK\$88,000 per month, together with an additional amount equal to one month's salary payable in February of each year. The basic salary is to be revised on an annual basis by not less than 10% per year. In the event that the Company shall terminate Mrs. Chan's employment following the change of control of the Company as defined in the contract, or for any reasons not specifically excluded in the contract, Mrs. Chan shall be entitled to receive a lump sum equal to the sum which would have been payable by the Company as gross salary in respect of the unexpired term of the service contract on the date notice of termination is given as liquidated damages.

Other than disclosed above, none of the directors has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

## CONNECTED TRANSACTIONS

During the year, the Group received rental income amounting to HK\$2,160,000 from Success-Case Investments Limited, in which Mr. Ng Mok Yuen has a beneficial interest.

The independent non-executive directors confirm that the above transaction entered into by the Company was carried out in the ordinary course of business and on normal commercial terms.

## DIRECTORS' INTERESTS IN CONTRACTS

Other than disclosed above, no contracts of significance to which the Company or any of its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

## 董事之服務合約 – 續

於一九九七年二月一日，本公司與陳玉嬌女士訂立了新服務合約以代替上述彼與本公司訂立之服務合約，為期五年，於二零零二年二月一日期滿，在陳女士發出一百八十日之通知下，可終止此服務合約。合約規定每月須支付88,000港元之基本薪金，另附加相等於一個月薪金之款項，須於每年之二月發放。基本薪金須每年重新釐定，惟每年加薪幅度不得少於10%。倘本公司因控制權轉變（按合約所界定），或因合約並無特別訂明豁免之其他原因而終止僱用陳女士，則陳女士有權於收取解僱通知當日獲取一筆款項，該款額相等於本公司於服務合約餘下期間須予陳女士之薪金總額，作為確定賠償金。

除上文所披露外，並無董事與本公司訂立服務合約。本公司不可於一年內毋須支付賠償（法定賠償除外）而終止該服務合約。

## 關連交易

於本年度內，本集團收取Success-Case Investments Limited租賃收入2,160,000港元。吳木源先生擁有該公司之實際權益。

獨立非執行董事確認，本公司乃於日常業務中按一般商業條款訂立上述交易。

## 董事於合約之權益

除上文所披露外，於本年度結束時或本年度內任何時間，概無任何由本公司或其任何附屬公司訂立，而本公司董事直接或間接擁有重大權益之重要合約。

## ARRANGEMENTS TO ACQUIRE SHARES OR DEBENTURES

During the year, options to subscribe for shares in the capital of the Company at a subscription price of HK\$0.4025 per share were granted to certain directors of the Company under the share option scheme of the Company exercisable from April 22, 1996 to April 21, 2006 as follows:

| 董事名稱              | 於一九九六年<br>四月一日 | 認股期權數目                        |                                 | 於一九九七年<br>三月三十一日 |
|-------------------|----------------|-------------------------------|---------------------------------|------------------|
|                   |                | 於本年度<br>授出                    | 於本年度<br>行使                      |                  |
| Name of directors | At<br>4.1.1996 | Granted<br>during<br>the year | Exercised<br>during<br>the year | At<br>3.31.1997  |
| Chan Heng Fai     | 陳恒輝            | —                             | 2,671,739                       | 1,671,739        |
| Chan Yoke Keow    | 陳玉嬌            | —                             | 2,671,739                       | 600,000          |
| Ng Mok Yuen       | 吳木源            | —                             | 9,316,033                       | 1,500,000        |
| Leung Sik Keung   | 梁錫強            | —                             | 1,000,000                       | 1,000,000        |

Details of the share option scheme are set out in note 21 to the financial statements.

Other than disclosed above, at no time during the year was the Company or any of its subsidiaries a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate, and none of the directors and chief executives, or their spouse or children under the age of 18, had any right to subscribe for the securities of the Company, or had exercised any such rights during the year.

## SUBSTANTIAL SHAREHOLDERS

As at March 31, 1997, other than the interests disclosed above in respect of certain directors and chief executives of the Company, the register of substantial shareholders maintained by the Company pursuant to Section 16(1) of the SDI Ordinance disclosed no other person as having an interest of 10% or more of the issued share capital of the Company.

## POST BALANCE SHEET EVENTS

Details of the significant post balance sheet events are set out in note 33 to the financial statements.

## CORPORATE GOVERNANCE

The Company has complied throughout the year with the Code of Best Practice as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

## 董事購入股份或債券之安排

在本年度內，於本公司之認股期權計劃下，本公司若干董事獲授予認股期權，可以以每股0.4025港元之認購價認購本公司股本中之股份。此等認股期權可於一九九六年四月二十二日至二零零六年四月二十一日行使，詳情如下：

| 董事名稱              | 於一九九六年<br>四月一日 | 認股期權數目                        |                                 | 於一九九七年<br>三月三十一日 |
|-------------------|----------------|-------------------------------|---------------------------------|------------------|
|                   |                | 於本年度<br>授出                    | 於本年度<br>行使                      |                  |
| Name of directors | At<br>4.1.1996 | Granted<br>during<br>the year | Exercised<br>during<br>the year | At<br>3.31.1997  |
| Chan Heng Fai     | 陳恒輝            | —                             | 2,671,739                       | 1,671,739        |
| Chan Yoke Keow    | 陳玉嬌            | —                             | 2,671,739                       | 600,000          |
| Ng Mok Yuen       | 吳木源            | —                             | 9,316,033                       | 1,500,000        |
| Leung Sik Keung   | 梁錫強            | —                             | 1,000,000                       | 1,000,000        |

認股期權計劃詳細資料載列於財務報表附註21。

除上文所披露外，本公司或其任何附屬公司於年內概無參與任何安排，使本公司之董事可透過收購本公司或任何其他法人團體之股份或債券而獲益，並且董事及行政總裁，或其配偶或未滿18歲之子女概無認購本公司證券之權利，亦無於年內行使任何此等權利。

## 主要股東

於一九九七年三月三十一日，除若干本公司董事及行政總裁之權益已於上文所披露者外，根據公開權益條例第16(1)條規定須保存之主要股東權益登記冊內，並無其他人士擁有本公司10%或以上已發行股本之權益。

## 結算日後事項

於結算日後之重大事項詳載於財務報表附註33。

## 公司監管

本公司於本年度內已遵守香港聯合交易所有限公司證券上市條例規則附錄十四所載之最佳應用守則。

## AUDITORS

Messrs. Deloitte Touche Tohmatsu have acted as auditors of the Company for the past three years. A resolution will be proposed at the annual general meeting of the Company to re-appoint them as auditors.

On behalf of the Board

CHAN HENG FAI  
CHAIRMAN AND MANAGING DIRECTOR

August 14, 1997

## 核數師

德勤•關黃陳方會計師行於過去三年均為本公司之核數師。一項有關重新委任德勤•關黃陳方會計師行之決議案將於股東週年大會上提呈。

承董事會命

陳恒輝  
主席兼董事總經理

一九九七年八月十四日

## AUDITORS' REPORT

TO THE MEMBERS OF HENG FUNG HOLDINGS COMPANY LIMITED  
(Incorporated in Hong Kong with limited liability)

We have audited the financial statements on pages 23 to 64 which have been prepared in accordance with accounting principles generally accepted in Hong Kong.

### Respective responsibilities of directors and auditors

The Companies Ordinance requires the directors to prepare financial statements which give a true and fair view. In preparing financial statements which give a true and fair view it is fundamental that appropriate accounting policies are selected and applied consistently.

It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

### Basis of opinion

We conducted our audit in accordance with Statements of Auditing Standards issued by the Hong Kong Society of Accountants. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the circumstances of the Company and the Group, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance as to whether the financial statements are free from material misstatement. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements. We believe that our audit provides a reasonable basis for our opinion.

### Opinion

In our opinion the financial statements give a true and fair view of the state of affairs of the Company and the Group as at March 31, 1997 and of the loss and cash flows of the Group for the year then ended and have been properly prepared in accordance with the Companies Ordinance.

Deloitte Touche Tohmatsu  
Certified Public Accountants

Hong Kong, August 14, 1997

## 核數師報告書

致恒鋒集團有限公司股東  
(在香港註冊成立之有限公司)

本核數師行已完成審核載於第23頁至第64頁按照香港普遍採納之會計原則編製的財務報表。

### 董事及核數師的個別責任

《公司條例》規定董事須編製真實與公平的財務報表。在編製該等財務報表時，董事必須貫徹採用合適的會計政策。

本行的責任是根據本行審核工作的結果，對該等財務報表表達獨立的意見，並向股東作出報告。

### 意見的基礎

本行是按照香港會計師公會頒佈的核數準則進行審核工作。審核範圍包括以抽查方式查核與財務報表所載數額及披露事項有關的憑證，亦包括評估董事於編製該等財務報表時所作的重大估計和判斷，所釐定的會計政策是否適合貴公司及貴集團的具體情況，及是否貫徹應用並足夠地披露該等會計政策。

本行在策劃和進行審核工作時，均以取得一切本行認為必需的資料及解釋為目標，使本行能獲得充份的憑證，就該等財務報表是否存有重要錯誤陳述，作出合理的確定。在表達意見時，本行亦已衡量該等財務報表所載的資料在整體上是否足夠。本行相信，本行的審核工作已為下列意見建立合理的基礎。

### 意見

本行認為上述的財務報表均真實及公平地反映貴公司及貴集團於一九九七年三月三十一日的財務狀況及貴集團截至該日止年度的虧損和現金流量，並已按照《公司條例》妥善編製。

德勤•關黃陳方會計師行  
執業會計師

香港，一九九七年八月十四日

## CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 1997

## 綜合損益賬 截至一九九七年三月三十一日止年度

|   |               | 附註<br>Notes | 1997<br>HK\$ | 1996<br>HK\$ |
|---|---------------|-------------|--------------|--------------|
| TURNOVER  | 營業額           | 2           | 28,154,704   | 13,396,546   |
| OPERATING LOSS                                    | 經營虧損          |             |              |              |
| Continuing operations excluding exceptional items | 未計特殊項目之持續營運   | 3           | (16,101,858) | (7,777,312)  |
| Exceptional items                                 | 特殊項目          | 4           | 49,288       | (4,228,076)  |
|   |               |             | (16,052,570) | (12,005,388) |
| SHARE OF PROFITS (LOSSES) OF ASSOCIATED COMPANIES | 應佔聯營公司溢利／(虧損) |             | 1,760,885    | (690,660)    |
| LOSS FROM ORDINARY ACTIVITIES BEFORE TAXATION     | 日常業務除稅前之虧損    |             | (14,291,685) | (12,696,048) |
| TAXATION (CHARGE) CREDIT                          | 計入(扣除)稅項      | 7           | (207,810)    | 848,167      |
| LOSS BEFORE MINORITY INTERESTS                    | 未計少數股東權益前之虧損  |             | (14,499,495) | (11,847,881) |
| MINORITY INTERESTS                                | 少數股東權益        |             | 970,907      | 853,904      |
| LOSS FOR THE YEAR                                 | 本年度虧損         | 8           | (13,528,588) | (10,993,977) |
| LOSS PER SHARE                                    | 每股虧損          | 9           | (3.37) cents | (3.98) cents |

CONSOLIDATED BALANCE SHEET  
At MARCH 31, 1997

|  |          | 附註<br>Notes | 1997<br>HK\$       | 1996<br>HK\$       |
|--|----------|-------------|--------------------|--------------------|
| FIXED ASSETS                             | 固定資產     | 10          | 53,281,296         | 49,190,609         |
| INTEREST IN ASSOCIATED COMPANIES         | 於聯營公司之權益 | 12          | 7,525,248          | 25,894,930         |
| PROPERTIES UNDER DEVELOPMENT<br>FOR SALE | 待售之發展中物業 | 13          | 67,708,554         | 26,457,209         |
| OTHER INVESTMENTS                        | 其它投資     | 14          | 32,955             | 7,728,141          |
| OTHER RECEIVABLE                         | 其它應收款項   | 15          | 4,728,500          | -                  |
| NET CURRENT ASSETS                       | 流動資產淨值   | 16          | 48,485,736         | 33,781,195         |
|  |          |             | <u>181,762,289</u> | <u>143,052,084</u> |
| Financed by:                             | 資金來源:    |             |                    |                    |
| SHARE CAPITAL                            | 股本       | 19          | 124,849,253        | 96,607,482         |
| RESERVES                                 | 儲備       | 22          | 8,677,040          | (3,594,667)        |
| SHAREHOLDERS' FUNDS                      | 股東資金     |             | 133,526,293        | 93,012,815         |
| MINORITY INTERESTS                       | 少數股東權益   |             | 2,638,966          | 12,222,482         |
| DEFERRED TAXATION                        | 遞延稅項     | 23          | 1,227,548          | 1,019,738          |
| BORROWINGS - DUE AFTER ONE YEAR          | 一年後到期之借貸 | 24          | 44,369,482         | 36,797,049         |
|  |          |             | <u>181,762,289</u> | <u>143,052,084</u> |

The financial statements on pages 23 to 64 were approved by the Board of Directors on August 14, 1997 and are signed on its behalf by:  
第23頁至第64頁所載之財務報表已於一九九七年八月十四日由董事會通過，並由下列董事代表簽署：

Chan Heng Fai 陳恒輝  
Director 董事

Chan Yoke Keow 陳玉嬌  
Director 董事

BALANCE SHEET  
At MARCH 31, 1997

|                                  |          | 附註<br>Notes | 1997<br>HK\$       | 1996<br>HK\$      |
|----------------------------------|----------|-------------|--------------------|-------------------|
| FIXED ASSETS                     | 固定資產     | 10          | 1,156,799          | 307,735           |
| INTEREST IN SUBSIDIARIES         | 於附屬公司之權益 | 11          | 95,690,747         | 74,315,341        |
| INTEREST IN ASSOCIATED COMPANIES | 於聯營公司之權益 | 12          | 4,924,975          | 9,421,066         |
| OTHER INVESTMENTS                | 其它投資     | 14          | 32,955             | 3,335,442         |
| OTHER RECEIVABLE                 | 其它應收款項   | 15          | 4,728,500          | -                 |
| NET CURRENT ASSETS               | 流動資產淨值   | 16          | 10,452,937         | 4,335,290         |
|                                  |          |             | <u>116,986,913</u> | <u>91,714,874</u> |
| Financed by:                     | 資金來源:    |             |                    |                   |
| SHARE CAPITAL                    | 股本       | 19          | 124,849,253        | 96,607,482        |
| RESERVES                         | 儲備       | 22          | (8,187,340)        | (4,892,608)       |
| SHAREHOLDERS' FUNDS              | 股東資金     |             | 116,661,913        | 91,714,874        |
| BORROWINGS - DUE AFTER ONE YEAR  | 一年後到期之借貸 | 24          | 325,000            | -                 |
|                                  |          |             | <u>116,986,913</u> | <u>91,714,874</u> |

Chan Heng Fai 陳恒輝  
Director 董事

Chan Yoke Keow 陳玉嬌  
Director 董事

CONSOLIDATED CASH FLOW STATEMENT  
FOR THE YEAR ENDED MARCH 31, 1997

綜合現金流量表  
截至一九九七年三月三十一日止年度

|   | 附註<br>Notes                   | 1997<br>HK\$ | 1996<br>HK\$ |              |
|---|-------------------------------|--------------|--------------|--------------|
| NET CASH OUTFLOW FROM OPERATING ACTIVITIES  | 來自經營業務之現金流出淨額                 | 25           | (76,715,104) | (11,393,255) |
| RETURNS ON INVESTMENTS AND SERVICING OF FINANCE   | 投資回報及融資代價                     |              |              |              |
| Interest received   | 已收利息                          | 1,510,760    | 1,146,415    |              |
| Dividends received  | 已收股息                          | 429,178      | 51,900       |              |
| Guaranteed profit received  | 已收保證溢利                        | 1,574,074    | -            |              |
| Interest on bank and other borrowings   | 銀行及其他借款之利息                    | (5,550,503)  | (2,297,656)  |              |
| Interest on obligation under finance leases   | 財務租約下之債約之利息                   | (77,188)     | (17,700)     |              |
| NET CASH OUTFLOW FROM RETURNS ON INVESTMENTS AND SERVICING OF FINANCE                   | 來自投資回報及融資代價之現金流出淨額            |              | (2,113,679)  | (1,117,041)  |
| TAXATION  | 稅項                            |              |              |              |
| Overseas tax paid   | 已繳海外稅                         | -            | (69,443)     |              |
| INVESTING ACTIVITIES  | 投資業務                          |              |              |              |
| Purchase of fixed assets  | 購買固定資產                        | (1,108,425)  | (26,437,584) |              |
| Purchase of other investments   | 購買其它投資                        | (33,818)     | (1,333,957)  |              |
| Sale of fixed assets  | 出售固定資產                        | 149,775      | 9,640,836    |              |
| Sale of other investments   | 出售其它投資                        | 6,628,155    | 5,584,318    |              |
| Sale of interest in an associated company   | 出售聯營公司之權益                     | 6,500,000    | 750,000      |              |
| Sale of partial interest in a subsidiary (net of cash and cash equivalents disposed of) | 出售附屬公司之部份權益(已扣除所出售之現金及現金等值項目) | 26           | (667,856)    | -            |
| Increase (decrease) in amounts due from associated companies (net)                      | 應收聯營公司欠款淨額增加(減少)              | 4,882,228    | (1,963,597)  |              |
| Loans to subsidiaries of a minority shareholder of a subsidiary                         | 借予附屬公司之少數股東之附屬公司之貸款           | -            | (2,101,283)  |              |
| NET CASH INFLOW (OUTFLOW) FROM INVESTING ACTIVITIES                                     | 來自投資業務之現金流入(流出)淨額             | 16,350,059   | (15,861,267) |              |
| NET CASH OUTFLOW BEFORE FINANCING   | 未計算融資之現金流出淨額                  | (62,478,724) | (28,441,006) |              |

CONSOLIDATED CASH FLOW STATEMENT - continued  
FOR THE YEAR ENDED MARCH 31, 1997

綜合現金流量表 - 續  
截至一九九七年三月三十一日止年度

|  | 附註<br>Notes    | 1997<br>HK\$ | 1996<br>HK\$ |  |
|--|----------------|--------------|--------------|--|
| FINANCING  | 融資             | 27           |              |  |
| Issue of ordinary shares                                   | 發行普通股份         | 53,829,873   | 12,877,415   |  |
| Shares subscribed by minority shareholders of subsidiaries | 附屬公司少數股東認購股份   | -            | 2,122,706    |  |
| Repayment of note payable                                  | 償還應付票據         | (158,900)    | (99,146)     |  |
| Repayment of obligations under finance leases              | 償還財務租約下之債務     | (541,667)    | (944,571)    |  |
| Repayment of margin loan payable                           | 應付孖展貸款之還款      | (514,479)    | (1,967,424)  |  |
| New unsecured bank loans                                   | 新增無抵押銀行貸款      | 1,588,045    | 2,110,092    |  |
| New secured bank loans                                     | 新增有抵押銀行貸款      | 20,000,000   | 36,300,000   |  |
| Repayment of secured bank loans                            | 償還抵押銀行貸款       | (526,895)    | (6,341,471)  |  |
| Advance from minority shareholders of subsidiaries         | 附屬公司之少數股東墊款    | 198,149      | 317,777      |  |
| NET CASH INFLOW FROM FINANCING                             | 來自融資之現金流入淨額    | 73,874,126   | 44,375,378   |  |
| INCREASE IN CASH AND CASH EQUIVALENTS                      | 現金及現金等值項目增加    | 11,395,402   | 15,934,372   |  |
| EFFECT OF FOREIGN EXCHANGE RATE CHANGES                    | 外匯率變動之影響       | 11,109       | -            |  |
| CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR         | 年度初之現金及現金等值項目  | 16,322,402   | 388,030      |  |
| CASH AND CASH EQUIVALENTS AT END OF THE YEAR               | 年度末之現金及現金等值項目  | 27,728,913   | 16,322,402   |  |
| ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS      | 現金及現金等值項目結餘之分析 |              |              |  |
| Bank balances and cash                                     | 銀行結存及現金        | 27,728,913   | 16,322,402   |  |

1. GENERAL

The Company is a public limited company incorporated in Hong Kong and its shares and warrants are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies which have been adopted in preparing these financial statements and which conform with accounting principles generally accepted in Hong Kong are as follows:

**Basis of consolidation**

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries made up to March 31 each year.

The results of the subsidiaries and associated companies acquired or disposed of during the year are included in the consolidated profit and loss account from the effective dates 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.

**Goodwill**

Goodwill which represents the excess of the purchase consideration over the fair value ascribed to the separable net assets at the date of acquisition of a business, including an interest in a subsidiary or an associated company, is written off to reserves immediately on acquisition. Negative goodwill, which represents the excess of the fair value ascribed to the separable net assets at the date of acquisition over the purchase consideration, is credited to reserves.

On disposal of a business, the attributable amount of goodwill previously eliminated against or credited to reserves is included in the determination of the profit or loss on disposal of the business.

財務報表附註

截至一九九七年三月三十一日止年度

1. 概述

本公司為一間在香港註冊成立之公眾有限公司，其股份及認股權證在香港聯合交易所有限公司（「聯交所」）上市。

2. 主要會計政策概要

編製財務報表時所採用並與香港一般採納之會計準則一致之主要會計政策如下：

**綜合基準**

綜合財務報表包括本公司及其附屬公司每年結算至三月三十一日止之財務報表。

於年內收購或出售之附屬公司及聯營公司之業績分別由收購之日起計入綜合損益賬內或結算至出售之日止。

本集團成員公司之所有重大交易及結餘均於綜合賬目時互相抵銷。

**商譽**

商譽指於收購業務（包括附屬公司或聯營公司之權益）當日，購買代價高出個別淨資產合理價值之價值，商譽須於收購完成後即時在儲備中撇銷。負商譽指於收購當日，個別淨資產合理價值高出購買代價之價值，負商譽須撥作儲備。

於出售業務時，其以往在儲備內撇銷或撥入之商譽金額將會計入是項出售所得損益。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

**Turnover**

Turnover represents the net invoiced amount of goods sold, securities trading and investment income, gross rental and management income of properties, interest income and is summarised as follows:

|  | 1997<br>HK\$      | 1996<br>HK\$      |
|--|-------------------|-------------------|
| Sales of goods                           | 11,251,263        | 6,543,258         |
| Securities trading and investment income | 11,327,580        | 4,511,549         |
| Property rental and management income    | 2,962,604         | 1,219,813         |
| Interest income                          | 2,613,257         | 1,121,926         |
| Total                                    | <u>28,154,704</u> | <u>13,396,546</u> |

**Revenue recognition**

Sales of goods are recognised when goods are delivered and title has been passed.

Securities investment income is recognised when the right to receive dividends from the securities investments has been established.

Securities trading income is recognised when contracts are executed.

Rental income, including rentals invoiced in advance from properties under operating leases, is recognised on a straight line basis over the lease terms.

Interest income is accrued on a time proportion basis on the principal outstanding and at the rate applicable.

**Associated companies**

An associated company is a company, other than a subsidiary, in which the Group has a long term equity interest and over which the Group is in a position to exercise significant influence in management, including participation in commercial and financial policy decisions.

The consolidated profit and loss account includes the Group's share of the post-acquisition results of its associated companies for the year and the consolidated balance sheet includes the Group's share of the net assets of associated companies and the premium paid less any discount on acquisition in so far as it has not already been written off or amortised.

2. 主要會計政策概要 – 續

**營業額**

營業額指已出售貨品之發票淨值、證券買賣與投資收益、物業租金及管理費收入、利息收入，並概列如下：

|            | 1997<br>HK\$      | 1996<br>HK\$      |
|------------|-------------------|-------------------|
| 營業額        | 11,251,263        | 6,543,258         |
| 證券買賣與投資收益  | 11,327,580        | 4,511,549         |
| 物業租金及管理費收入 | 2,962,604         | 1,219,813         |
| 利息收入       | 2,613,257         | 1,121,926         |
| 總額         | <u>28,154,704</u> | <u>13,396,546</u> |

**收入確認**

銷售貨品所得收入乃在貨品交付及貨品擁有權已轉移後加以確認。

證券投資收入乃在收取由證券投資之股息之權利確定後加以確認。

證券買賣收入於合約簽訂時確認。

租金收入包括就附有營業租約之物業預早開列發票之租金乃於租約期內按直線基準加以確認。

利息收入乃按時間比例基準根據尚餘本金及適用息率累計。

**聯營公司**

聯營公司乃本集團長期擁有其股本權益之公司（但並非附屬公司）而本集團可對該公司行使重大影響力，包括參與製訂商業及財務決策。

綜合損益賬包括年內本集團應佔其聯營公司之收購後業績。綜合資產負債表包括本集團應佔聯營公司資產淨值及已付出之溢價，減去任何未予以註銷或攤薄收購折讓。



2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

Associated companies – continued

The results of associated companies are accounted for by the Company on the basis of dividends received and receivable during the year. In the Company's balance sheet, investment in associated companies is stated at cost less provision, if necessary, for any permanent diminution in value.

Investments

Investments held for long-term investment purposes are stated at cost less provision, if necessary, for any permanent diminution in value.

Unlisted investments held for short-term trading purposes are stated at the lower of cost and net realisable value.

Listed investments held for short-term trading purposes are stated at the lower of cost and market value on individual basis.

Dividend income and guarantee profit from investments is recognised when the shareholders' right to receive payment has been established.

Investment properties

Investment properties are properties which are income producing and are held for the long term for their investment potential. Investment properties are stated at their open market value based on professional valuations at the balance sheet date. Any surplus or deficit arising on the revaluation of investment properties is credited or charged to the investment property revaluation reserve unless the balance of this reserve is insufficient to cover a deficit, in which case the excess of the deficit over the balance of the investment property revaluation reserve is charged to the profit and loss account. Where a deficit has previously been charged to the profit and loss account and a revaluation surplus subsequently arises, this surplus is credited to the profit and loss account to the extent of the deficit previously charged.

On disposal of an investment property, the balance on the investment property revaluation reserve attributable to that property is transferred to the profit and loss account.

2. 主要會計政策概要 – 續

聯營公司 – 續

聯營公司業績乃用年度內已收及應收股息收入計算。在公司資產負債表中，聯營公司之投資均按成本值減撥備或（倘需要時）任何永久減值列賬。

投資

持作長期投資之投資按成本值減任撥備或（倘需要時）任何永久減值列賬。

持作短期投資之非上市投資以成本值及可變現淨值兩者中之較低者入賬。

持作短期投資之上市投資按個別基準，以成本值及市值兩者中之較低者入賬。

投資所得之股息收入及保證溢利於股東有權收取付款時予以確認。

投資物業

投資物業乃可帶來租金收入並因其具有投資潛力而長期持有之物業。投資物業乃按結算日之公開市值（以專業估值為依據）入賬。投資物業估值產生之盈餘或虧蝕計入投資物業估儲備內或自投資物業重估儲備中扣除，除非此項儲備之結餘不足以彌補虧蝕則除外；在此情況下，虧蝕超出投資物業重估儲備結餘之部份自損益賬中扣除。倘虧蝕額先前已自損益賬中支出，其後產生重估盈餘，該盈餘則於損益賬列賬，惟數額不得超出先前支出之虧蝕額。

出售投資物業時，該物業應佔之投資物業重估儲備額將轉撥入損益賬中。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

Fixed assets and depreciation

Fixed assets other than investment properties and construction in progress are stated at cost or valuation less depreciation. The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to its present working condition and location for its intended use. Expenditure incurred after the fixed assets have been put into operation, such as repairs and maintenance and overhaul costs, 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 fixed asset, the expenditure is capitalised as an additional cost of the fixed asset. When assets are sold or retired, their cost or valuation and accumulated depreciation are removed from the accounts and any gain or loss resulting from their disposal is included in the profit and loss account.

In prior years, any surplus arising on revaluation of land and buildings is credited to the revaluation reserve, except to the extent that it reverses a revaluation decrease of the same asset previously recognised as an expense, in which case the excess is credited to the profit and loss account. A decrease in net carrying amount arising on revaluation of an asset is charged to the profit and loss account to the extent that it exceeds the balance, if any, on the revaluation reserve relating to a previous revaluation of that asset. Advantage has been taken of the transitional relief provided by paragraph 72 of the Statement of Standard Accounting Practice No. 17 "Property, plant and equipment" issued by the Hong Kong Society of Accountants from the requirement to make regular revaluations of the Group's land and buildings which had been carried out at revalued amounts prior to September 30, 1995 and accordingly no further revaluation of land and buildings is carried out. On the subsequent sale or retirement of a revalued asset, the attributable revaluation surplus is transferred to retained profits.

Land and buildings in the course of development for production, rental or administrative purposes or for purpose not yet determined, are carried at cost, less any provision for diminution in value considered necessary by the directors. Cost includes professional fees and borrowing costs capitalised in accordance with the Group's accounting policy. Depreciation of these assets commence when the assets are ready for their intended use.

2. 主要會計政策概要 – 續

固定資產及折舊

投資物業與在建工程以外之固定資產按成本或估值減折舊入賬。資產之成本包括其購買價及將資產達至其計劃用途之目前運作狀況及位置所產生之任何直接應佔成本。固定資產開始運作後產生之支出（包括維修及保養及大修費用）通常於產生期間自損益賬扣除。倘若可清楚顯示該等支出會在未來增加因使用固定資產時帶來之經濟利益，該等支出則資本化，作為固定資產額外成本。倘資產出售或廢置，其成本或估值及累積折舊均自賬目中除去，而處理該資產之任何收益或虧損則計入損益賬中。

於過往年度內，因重估土地及樓宇價值而產生之盈餘概於重估儲備列賬，但若該資產在較早前重估中貶值而有關款額已列作開支，則同一資產在其後估值中即使出現盈餘，亦不會列作重估儲備，在此情況下，超出之款額將於損益賬列賬。重估資產時若該資產之賬面淨值下跌，而跌幅超過較早前重估時之重估儲備金額（和有者），則有關下跌款額應列入資產負債表內。根據香港會計師公會發出之標準會計守則第17條72段「物業、廠房及設備」之過度安排，本集團應佔重估盈餘於其後之出售或贖回重估資產中撥往保留溢利。獲豁免無須定期重估其土地及樓宇（已按一九九五年九月三十日之前之重估價進行重估），因而，再無對土地及樓宇進行重估。重估資產期後出售或廢置，其應佔之重估盈餘須撥往保留溢利。

發展作生產、租賃或行政用途或未決定用途之土地與樓宇，乃按成本，減董事認為需要之貶值撥備而列賬。根據本集團之會計政策，成本包括專業服務費用及撥作資本之借貸成本。該等資產之拆舊自資產落成作擬定用途起開始計算。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

Fixed assets and depreciation – continued

No depreciation is provided in respect of freehold land, land held on long leases with purpose not yet determined or investment properties which are held on leases with an unexpired term, including the renewable period, of more than 20 years.

Construction in progress is stated at cost which includes all construction expenditure and other direct costs, attributable to such projects. Costs on completed construction works are transferred to the appropriate fixed asset category.

Depreciation is provided to write off the cost or valuation of other fixed assets over their estimated useful lives, at the following bases and rates per annum:

|  |                                    |
|--|------------------------------------|
| Leasehold improvements                 | Over the term of the lease         |
| Buildings                              | 2% on straight line method         |
| Furniture, fixtures and motor vehicles | 20%-25% on reducing balance method |
| Plant and machinery                    | 6%-9% on straight line method      |
| Construction-in-progress               | Nil                                |

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

Properties held for sale/Properties under development for sale

Properties held for sale/properties under development for sale are stated at the lower of cost and net realisable value. Cost includes interest, finance charges, professional fees and other direct costs attributable to such properties until they reach a marketable state. Net realisable value represents the estimated selling price less all further costs to completion and costs to be incurred in selling.

2. 主要會計政策概要 – 續

固定資產及折舊 – 續

永久業權之土地、未決定用途之長期租約土地或租約年期尚餘20年以上(包括可更新年期)之投資物業均不予折舊。

在建工程乃按成本列賬,該成本包括一切建築開支與該等項目應佔之其他直接成本。已完成建築工程之成本乃撥往適當之固定資產類別中。

其他固定資產之成本或估值按其估計可使用年期予以撇銷,每年之折舊按下列方式計算:

|          |                   |
|----------|-------------------|
| 租賃物業裝修   | 租約年期              |
| 樓宇       | 2%按直線法            |
| 傢俬、裝置及汽車 | 20%-25%<br>按餘額遞減法 |
| 機器設備     | 6%-9%<br>按直線法     |
| 在建工程     | 無                 |

以財務租約持有之資產乃按其估計可使用年期或租賃期(以較短者為準),以與自置資產相同之基準計算折舊。

待出售物業/待售之發展中物業

待出售物業/待售之發展中物業按成本及可變現淨值兩者中之較低值入賬。成本包括利息、財務費用、專業費用及其他直接導致有關物業達致可作出售用途之費用。可變現淨值乃指估計售價減去所有因完工而須承擔之成本及於出售時須承擔之成本。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

Stocks

Stocks are stated at the lower of cost and net realisable value. Cost, which comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the stocks to their present location and condition, is calculated using the weighted average cost method. Net realisable value represents the estimated selling price less all further costs to completion and costs to be incurred in marketing, selling and distribution.

Foreign currencies

Transactions in foreign currencies are translated at the rates ruling on the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are re-translated at the rates ruling on the balance sheet date. Profits and losses arising on exchange are dealt with in the profit and loss account.

In preparing consolidated financial statements, the financial statements of overseas operations which are denominated in foreign currencies are translated at the rates ruling on the balance sheet date. All exchange differences arising on consolidation are dealt with in the translation reserve.

Leases

Leases are classified as finance leases when the terms of the lease transfer substantially all the risks and rewards of ownership of the assets concerned to the Group. Assets held under finance leases are capitalised at their fair value at the date of acquisition. The principal portion of the corresponding leasing commitments is shown as obligations of the Group. The finance costs, which represent the difference between the total leasing commitments and the fair value of the assets acquired, are charged to the profit and loss account over the period of the relevant leases so as to produce a constant periodic rate of charge on the remaining balances of the obligations for each accounting period.

All other leases are classified as operating leases and the annual rentals receivable or payable are credited or charged respectively to the profit and loss account on a straight line basis over the lease terms.

2. 主要會計政策概要 – 續

存貨

存貨乃按成本及可變現淨值兩者中之較低者入賬。成本包括直接原料及(如適用)直接工資及將存貨運載至現有地點及改變為現狀所涉及之間接開支,乃按加權平均法計算。可變現淨值乃指估計售價減去所有因完工而須承擔之成本以及於推廣、出售及分銷時須撥之成本。

外幣兌換

外幣交易均按交易日之匯率折算。以外幣為單位之貨幣性資產及負債則按結算日之匯率折算。因匯兌而產生之損益均列入損益賬內處理。

在編製綜合財務報表時,海外業務之財務報表乃按結算日之匯率折算。所有因折算而出現之匯兌差額均撥入換算儲備處理。

租賃

凡租賃條款規定將擁有租賃資產之風險及利益大部份轉移予本集團之租賃,均列為財務租賃。根據財務租賃及租購合約持有之資產以其於購入日期之合理價值資本化入賬。租賃承擔之相應主要部分則列為本集團之債務。財務費用(即總租賃承擔與所收購資產之合理價值之差額)按有關租賃及合約之年期於損益賬內扣除,以於每個會計期間,為債務餘額制定一個固定之徵收率。

其他租賃均列為經營租賃,所應收及應付之租金均以直線法按租約年期分別撥入損益賬及自損賬中扣除。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

Taxation

The charge for taxation is based on the results for the year as adjusted for items which are non-assessable or disallowed. Timing differences arise from the recognition for tax purposes of certain items of income and expense in a different accounting period from that in which they are recognised in the financial statements. The tax effect of timing differences, computed under the liability method, is recognised as deferred taxation in the financial statements to the extent that it is probable that a liability or asset will crystallise in the foreseeable future.

Capitalisation of borrowing costs

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

Cash equivalents

Cash equivalents represent short term highly liquid investments which are readily convertible into known amounts of cash and which were within three months of maturity when acquired, less advances from banks repayable within three months from the date of the advance.

2. 主要會計政策概要 – 續

稅項

稅項支出乃按已就毋須課稅或無減免項目作出調整之本年度業績為計算基準。由於就稅務確認若干收支項目之會計期間與在財務報表內確認之會計期間不同，故會出現時差，時差帶來之稅務影響以負債法計算，並只會在可預見將來會出王賄負債或資產之情況下在財務報表內確認為遞延稅項。

借貸成本撥作資本

由取得、建造或生產有限制資產（即需要頗長時間方可作擬定用途或銷售之資產）所直接產生之借貸成本，會撥作該資產之部分成本。當該資產充分準備用作指定用途或銷售時，借貸成本不再撥作資本。按特備借貸等候使用作資產支出時，將其轉作短期投資之利息收入，需以借貸成本撥作資本中扣除。

現金等值項目

現金等值項目指短期及變現能力甚高，並可隨時轉換為已知款額之現金及由收購時起計三個月內期滿之投資，並扣除須於墊款日期起計三個月內償還之銀行墊款。

3. OPERATING LOSS FROM CONTINUING OPERATIONS EXCLUDING EXCEPTIONAL ITEMS

3. 未計特殊項目之持續營運產生之經營虧損

|   |  | 1997<br>HK\$ | 1996<br>HK\$ |
|---|--|--------------|--------------|
| Operating loss from continuing operations excluding exceptional items has been arrived at after charging (crediting): | 未計特殊項目之持續營運產生之營業虧損扣除（計入）：              |              |              |
| Auditors' remuneration  | 核數師酬金                                  | 897,363      | 345,210      |
| Depreciation  | 折舊                                     |              |              |
| Owned assets  | 自置資產                                   | 523,828      | 661,922      |
| Assets held under finance leases  | 根據財務租約持有之資產                            | 304,688      | 38,563       |
| Interest on   | 利息                                     |              |              |
| Bank loans and overdrafts wholly repayable within five years  | 須於五年內全數償還之銀行貸款及透支                      | 3,198,362    | 933,459      |
| Bank loans and overdrafts not wholly repayable within five years  | 無須於五年內全數償還之銀行貸款及透支                     | 1,969,012    | 157,500      |
| Other borrowings wholly repayable within five years   | 須於五年內全數償還之其他借貸                         | 741,302      | 685,819      |
| Finance leases  | 財務租約                                   | 77,188       | 17,700       |
|   |  | 5,985,864    | 1,794,478    |
| Less: interest capitalised  | 減：撥作資本之利息                              | (2,779,925)  | (102,601)    |
|   |  | 3,205,939    | 1,691,877    |
| Operating lease rentals in respect of   | 營業租約下之                                 |              |              |
| Rented premises   | 物業租金                                   | 1,051,895    | 850,919      |
| Leased assets   | 租賃資產                                   | 92,997       | -            |
| Retirement benefits scheme contributions, net of forfeited contributions of HK\$ Nil (1996: HK\$20,248)               | 退休金計劃供款扣除被沒收之供款零港元<br>(一九九六年：20,248港元) | 127,014      | 68,936       |
| Dividend income from listed investments   | 上市投資股息收入                               | (19,870)     | (461,208)    |
| Gain on disposal of securities  | 出售證券之收益                                | (2,568,876)  | (2,313,341)  |
| Guaranteed profit from unlisted investment  | 來自非上市投資之保證溢利                           | (181,995)    | (1,737,000)  |
| Interest income   | 利息收入                                   | (2,712,897)  | (1,182,084)  |
| Less: interest capitalised  | 減：撥作資本之利息                              | 99,640       | 60,158       |
|   |  | (2,613,257)  | (1,121,926)  |
| Net foreign exchange gain   | 外匯淨收入                                  | (296,315)    | (68,162)     |
| Net rental income   | 物業租金淨收入                                | (2,700,389)  | (1,168,911)  |

NOTES TO THE FINANCIAL STATEMENTS – continued  
FOR THE YEAR ENDED MARCH 31, 1997

財務報表附註 – 續  
截至一九九七年三月三十一日止年度

4. EXCEPTIONAL ITEMS

|   |                     | 1997<br>HK\$  | 1996<br>HK\$       |
|---|---------------------|---------------|--------------------|
| Exceptional items comprise:   | 特殊項目包括:             |               |                    |
| Deficit on revaluation of investment properties   | 投資物業重估虧損            | -             | (4,228,076)        |
| Loss on disposal of partial interest in a subsidiary  | 出售部份附屬公司權益之虧損       | (836,091)     | -                  |
| Reversal of shares of net liabilities in associated companies (note 12)                                   | 撥回應佔聯營公司負債淨額 (附註12) | 2,480,108     | -                  |
| Reversal of deficit on revaluation of investment properties previously charged to profit and loss account | 撥回原先於損益賬支出之投資物業重估虧損 | 640,076       | -                  |
| Provision for doubtful debts  | 呆賬撥備                | (2,234,805)   | -                  |
|   |                     | <u>49,288</u> | <u>(4,228,076)</u> |

5. DIRECTORS' EMOLUMENTS

|   |               | 1997<br>HK\$     | 1996<br>HK\$     |
|---|---------------|------------------|------------------|
| Directors' fees:                            | 董事袍金          |                  |                  |
| Executive                                   | 執行董事          | 40,000           | 63,854           |
| Non-executive                               | 非執行董事         | 50,000           | 50,000           |
| Independent non-executive                   | 獨立非執行董事       | 80,000           | 103,854          |
| Other emoluments (executive directors):     | 其他酬金 (執行董事):  |                  |                  |
| Salaries and other benefits (Note)          | 薪金及其他福利 (註)   | 5,432,000        | 1,305,588        |
| Retirement benefits scheme contribution     | 退休金計劃供款       | 36,000           | 24,750           |
| Other emoluments (non-executive directors): | 其他酬金 (非執行董事): |                  |                  |
| Salaries and other benefits                 | 薪金及其他福利       | 30,920           | -                |
|   |               | <u>5,668,920</u> | <u>1,548,046</u> |

Note: In 1996, in addition to the amount of directors' other emoluments charged in arriving at the operating loss, the Group provided one of its leasehold buildings as staff accommodation to certain directors. The monetary value estimated by the directors of the benefit received for the year 1996 already included in the directors' other emoluments charged was HK\$107,500.

註: 於一九九六年, 除已列入損益賬內之董事其他福利外, 本集團並以所屬之其中一樓宇作為若干董事之宿舍。據董事估計, 此利益於一九九六年之貨幣性價值為107,500港元已納入董事之其他酬金內。

NOTES TO THE FINANCIAL STATEMENTS – continued  
FOR THE YEAR ENDED MARCH 31, 1997

財務報表附註 – 續  
截至一九九七年三月三十一日止年度

5. DIRECTORS' EMOLUMENTS – continued

Emoluments of the directors are within the following bands:

|                                | 1997<br>Number of<br>directors<br>董事人數 | 1996<br>Number of<br>directors<br>董事人數 |
|--------------------------------|--|--|
| HK\$ Nil to HK\$1,000,000      | 8                                      | 15                                     |
| HK\$1,000,001 to HK\$1,500,000 | 1                                      | -                                      |
| HK\$1,500,001 to HK\$2,000,000 | 1                                      | -                                      |
| HK\$2,000,001 to HK\$2,500,000 | 1                                      | -                                      |

6. EMPLOYEES' EMOLUMENTS

The six highest paid individuals included four directors (1996: three directors), details of whose emoluments are set out in note 5 above. The emoluments of the remaining two individuals (1996: three individuals) are as follows:

|   | 1997<br>HK\$   | 1996<br>HK\$   |
|---|----------------|----------------|
| Salaries and other benefits             | 828,000        | 584,958        |
| Retirement benefits scheme contribution | 48,390         | 19,890         |
|   | <u>876,390</u> | <u>604,848</u> |

5. 董事酬金 – 續

酬金介乎下列金額之董事人數如下:

|                         | 1997<br>Number of<br>directors<br>董事人數 | 1996<br>Number of<br>directors<br>董事人數 |
|-------------------------|--|--|
| 零至1,000,000港元           | 8                                      | 15                                     |
| 1,000,001港元至1,500,000港元 | 1                                      | -                                      |
| 1,500,001港元至2,000,000港元 | 1                                      | -                                      |
| 2,000,001港元至2,500,000港元 | 1                                      | -                                      |

6. 僱員酬金

最高薪之六名僱員中包括四名董事 (一九九六年: 三名董事), 其酬金詳情已載於上文附註5。其餘二名僱員之酬金如下 (一九九六年: 三名)。



10. FIXED ASSETS – continued

The net book value of properties shown above comprises:

|  |                        | 投資物業                  |                   | 土地及樓宇              |                  |
|--|------------------------|-----------------------|-------------------|--------------------|------------------|
|  |                        | Investment properties |                   | Land and buildings |                  |
|  |                        | 1997                  | 1996              | 1997               | 1996             |
|  |                        | HK\$                  | HK\$              | HK\$               | HK\$             |
| Long lease in Hong Kong  | 香港長期租約<br>之物業          | 33,000,000            | 29,500,000        | 76,095             | 76,095           |
| Freehold outside Hong Kong                                       | 非香港永久業權<br>之物業         | 5,797,500             | 5,850,000         | 4,174,200          | 4,212,000        |
| Buildings situated in the People's Republic of China (the "PRC") | 位於中華人民共和國<br>("中國")之樓宇 | -                     | -                 | 2,461,686          | 2,435,472        |
|  |                        | <u>38,797,500</u>     | <u>35,350,000</u> | <u>6,711,981</u>   | <u>6,723,567</u> |

The construction-in-progress is situated in the PRC.

The investment properties of the Group at SUP Tower located at No.4 Mercury Street, Nos.75-83 King's Road, North Point were revalued at March 31, 1997 on an open market value basis by Chung, Chan & Associates Chartered Surveyors at a value of HK\$33,000,000. A surplus arising on revaluation of HK\$3,500,000 resulted. Part of the surplus amounting to HK\$640,076 is credited to the profit and loss to the extent of the deficit previously charged in last year. The remaining portion of HK\$2,859,924 is credited to the investment property revaluation reserve.

The investment properties of the Group at Retail Strip Shopping Centre located at Northeast Corner of Tustin Avenue and Katella Avenue, Orange City, Orange County, California, U.S.A. were revalued at March 31, 1997 on an open market value basis by The Westport Company at a value of HK\$5,797,500. No surplus or deficit arose on this revaluation.

The investment properties are held for use under operating leases.

The land and buildings of the Group consist of several parcels of vacant freehold land at the City of Desert Hot Springs, Riverside County, California, U.S.A. They were revalued at March 31, 1995 on an open market value basis by Amy J. Wood/Clem Demus at a value of HK\$4,174,200. Had the land and buildings been carried at cost, the carrying value of the land and buildings would have been stated at approximately HK\$6,890,000 (1996: HK\$6,902,000).

10. 固定資產－續

以上物業之賬面淨值包括：

|  |                        | 投資物業                  |                   | 土地及樓宇              |                  |
|--|------------------------|-----------------------|-------------------|--------------------|------------------|
|  |                        | Investment properties |                   | Land and buildings |                  |
|  |                        | 1997                  | 1996              | 1997               | 1996             |
|  |                        | HK\$                  | HK\$              | HK\$               | HK\$             |
| Long lease in Hong Kong  | 香港長期租約<br>之物業          | 33,000,000            | 29,500,000        | 76,095             | 76,095           |
| Freehold outside Hong Kong                                       | 非香港永久業權<br>之物業         | 5,797,500             | 5,850,000         | 4,174,200          | 4,212,000        |
| Buildings situated in the People's Republic of China (the "PRC") | 位於中華人民共和國<br>("中國")之樓宇 | -                     | -                 | 2,461,686          | 2,435,472        |
|  |                        | <u>38,797,500</u>     | <u>35,350,000</u> | <u>6,711,981</u>   | <u>6,723,567</u> |

在建工程乃位於中國。

本集團持有位於北角英皇道75-83號聯合出版大廈之投資物業。於一九九七年三月三十一日，由衡量行以公開市值基準進行重估，其估值為33,000,000港元。重估盈餘為3,500,000港元。為數640,076港元之部分盈餘已撥入損益賬，惟不得超出去年撥入損益賬之虧蝕。餘下之2,859,924港元已撥入投資物業重估儲備。

本集團持有位於美國加里福尼亞州奧蘭治鎮 Tustin Avenue 與 Katella Avenue 東北角之 Retail Strip 購物中心。於一九九七年三月三十一日由 The Westport Company 以公開市值基準進行重估，其估值為5,797,500港元。該重估並無帶來任何盈餘或虧蝕。

投資物業均根據經營租賃而持有。

本集團之土地及樓宇包括位於美國加里福尼亞州 City of Desert Hot Springs, Riverside County 之幾幅空置永久業權土地。於一九九五年三月三十一日由 Amy J. Wood/Clem Demus 以公開市值基準進行重估，其估值為4,174,200港元。假若土地及樓宇按成本值入賬，其現值將約為6,890,000港元（一九九六年：6,902,000港元）。

10. FIXED ASSETS – continued

THE COMPANY  
COST  
At April 1, 1996  
Additions  
Disposals

At March 31, 1997

DEPRECIATION  
At April 1, 1996  
Provided for the year  
Eliminated on disposals

At March 31, 1997

NET BOOK VALUES  
At March 31, 1997

At March 31, 1996

At March 31, 1997, the net book values of fixed assets of the Group and the Company included an amount of HK\$995,313 (1996: Nil) in respect of assets held under finance leases.

10. 固定資產－續

傢俬裝置及汽車  
Furniture and  
fixtures and  
motor vehicles  
HK\$

本公司  
成本值

於一九九六年四月一日  
添置  
出售

於一九九七年三月三十一日

折舊

於一九九六年四月一日  
年內撥備  
出售後撇除

於一九九七年三月三十一日

賬面淨值

於一九九七年三月三十一日

於一九九六年三月三十一日

於一九九七年三月三十一日，本集團及本公司之固定資產賬面淨值內包括以財務租約持有之資產總值995,313港元（一九九六年：無）。

1,023,764  
1,323,200  
(600,671)

1,746,293

716,029  
339,989  
(466,524)

589,494

1,156,799

307,735

NOTES TO THE FINANCIAL STATEMENTS – continued  
FOR THE YEAR ENDED MARCH 31, 1997

11. INTEREST IN SUBSIDIARIES

|   |            |
|---|------------|
| Unlisted shares, at cost                          | 非上市股份，按成本值 |
| Amounts due from subsidiaries                     | 附屬公司欠款     |
| Amounts due to subsidiaries                       | 欠附屬公司款項    |
| Less: Provision for amounts due from subsidiaries | 減：附屬公司欠款撥備 |

財務報表附註－續  
截至一九九七年三月三十一日止年度

11. 於附屬公司之權益

| 本公司<br>THE COMPANY |  | 1997              | 1996              |
|--------------------|--|-------------------|-------------------|
|                    |  | HK\$              | HK\$              |
|                    |  | 32,964,375        | 44,418,425        |
|                    |  | 191,250,463       | 142,309,705       |
|                    |  | (23,171,303)      | (22,620,030)      |
|                    |  | 201,043,535       | 164,108,100       |
|                    |  | (105,352,788)     | (89,792,759)      |
|                    |  | <u>95,690,747</u> | <u>74,315,341</u> |

Particulars of the subsidiaries at March 31, 1997 are detailed in note 34 to the financial statements.

附屬公司於一九九七年三月三十一日之詳情載於財務報表附註34。

12. INTEREST IN ASSOCIATED COMPANIES

|                                       |            | 本集團<br>THE GROUP |                   | 本公司<br>THE COMPANY |                  |
|---------------------------------------|------------|------------------|-------------------|--------------------|------------------|
|                                       |            | 1997             | 1996              | 1997               | 1996             |
|                                       |            | HK\$             | HK\$              | HK\$               | HK\$             |
| Associated companies                  | 聯營公司       |                  |                   |                    |                  |
| Unlisted shares, at cost              | 非上市股份，按成本值 | -                | -                 | 4,825,000          | 6,000,000        |
| Share of net assets                   | 所佔資產淨值     | 6,071,170        | 2,765,110         | -                  | -                |
| Amounts due from associated companies | 聯營公司欠款     | 1,499,299        | 23,175,041        | 99,975             | 3,421,066        |
| Amounts due to associated companies   | 欠聯營公司款項    | (45,221)         | (45,221)          | -                  | -                |
|                                       |            | <u>7,525,248</u> | <u>25,894,930</u> | <u>4,924,975</u>   | <u>9,421,066</u> |

Particulars of the associated companies at March 31, 1997 are detailed in note 35 to the financial statements.

There is a dispute between the Group and the majority shareholder of the Group's three Malaysian associated companies, Appreview (M) Sdn. Bhd. ("Appreview"), Styler Sdn. Bhd. ("Styler") and Misan Sdn. Bhd. ("Misan"). As a result, during the year, the Group became unable to participate in the management of Appreview, Styler and Misan.

12. 於聯營公司之權益

聯營公司於一九九七年三月三十一日之詳情載於財務報表附註35。

本集團與本集團三家馬來西亞聯營公司 Appreview (M) Sdn. Bhd. (「Appreview」)、Styler Sdn. Bhd. (「Styler」) 及 Misan Sdn. Bhd. (「Misan」) 之主要股東出現糾紛。因此，於本年度內，本集團無法參與管理 Appreview、Styler 及 Misan。

NOTES TO THE FINANCIAL STATEMENTS – continued  
FOR THE YEAR ENDED MARCH 31, 1997

12. INTEREST IN ASSOCIATED COMPANIES – continued

On that basis, the Group no longer considers itself in a position to exercise significant influence over Appreview, Styler and Misan. Furthermore, it is the intention of the Group to withdraw from these investments after taking steps to recover the loans made to Appreview, Styler and Misan included within debtors, deposits and prepayments. Accordingly, the interests in Appreview, Styler and Misan have been reclassified to other investments at nil value after reversal of the Group's share of net liabilities (note 4).

Extracts of the operating results and financial position of the Group's significant associated company, which are based on its unaudited management accounts, are as follows:

| Operating results for the year ended March 31, 1997: | 截至一九九七年三月三十一日止年度<br>經營業績： |                   |
|--|---------------------------|-------------------|
| Turnover   | 營業額                       |                   |
| Depreciation   | 折舊                        | 4,206,701         |
| Profit before taxation                               | 除稅前溢利                     | 165,753           |
| Profit before taxation attributable to the Group     | 本集團應佔除稅前溢利                | 2,167,019         |
|  |                           | <u>541,755</u>    |
| Financial position at March 31, 1997:                | 於一九九七年三月三十一日之財務情況：        |                   |
| Total assets   | 總資產                       | 76,001,607        |
| Total liabilities                                    | 總負債                       | (222,051)         |
| Shareholders' funds                                  | 股東資金                      | <u>75,779,556</u> |

13. PROPERTIES UNDER DEVELOPMENT FOR SALE

The balance of properties under development for sale includes an amount of HK\$2,722,728 (1996: HK\$42,443) in respect of interest capitalised.

財務報表附註－續  
截至一九九七年三月三十一日止年度

12. 聯營公司權益－續

按此基準，本集團不再認為其對 Appreview、Styler 及 Misan 有重大影響力。再者，本集團於設法收回借予 Appreview、Styler 及 Misan 之貸款後，有意撤回該等包括應收賬款、按金及預付款項之投資。因此，Appreview、Styler 及 Misan 之權益於撤回本集團之應佔負債淨值（附註4）後，轉撥入其他無價值之投資。

根據未經審核管理賬目，本集團內之主要聯營公司經營業績及財務情況如下：

宜昌建煌投資  
有限公司  
Yichang  
Keng Fong  
Investment  
Company Limited  
HK\$

13. 待售之發展中物業

待售之發展中物業餘款中包括撥作資本之利息 2,722,728 港元（一九九六年：42,443 港元）。

14. OTHER INVESTMENTS

14. 其它投資

|                               |          | 本集團       |           | 本公司    |           |
|-------------------------------|----------|-----------|-----------|--------|-----------|
|                               |          | 1997      | 1996      | 1997   | 1996      |
|                               |          | HK\$      | HK\$      | HK\$   | HK\$      |
| At cost less provision:       | 按成本值減撥備: |           |           |        |           |
| Listed shares in overseas     | 海外之上市股份  | 32,955    | 3,033,640 | 32,955 | 3,033,640 |
| Listed shares in Hong Kong    | 香港之上市股份  | –         | 1,024,776 | –      | 301,802   |
| Unlisted shares               | 非上市股份    | 369,500   | 3,669,725 | –      | –         |
|                               |          | 402,455   | 7,728,141 | 32,955 | 3,335,442 |
| Less: Provision               | 減: 撥備    | (369,500) | –         | –      | –         |
|                               |          | 32,955    | 7,728,141 | 32,955 | 3,335,442 |
| Market value of listed shares | 上市股份之市值  | 13,545    | 5,459,858 | 13,545 | 4,655,858 |

Unlisted shares of the Group include the Group's interests in Appreview, Styler and Misan at nil value as explained in note 12.

本集團之非上市股份包括本集團在 Appreview、Styler 及 Misan 以零價值持有之權益，詳情載於附註 12。

Particulars of Appreview, Styler and Misan at March 31, 1997 are as follows:

Appreview、Styler 及 Misan 於一九九七年三月三十一日之資料如下:

| 公司名稱<br>Name of company | 註冊/經營地點<br>Place of incorporation/<br>operation | 本公司間接持有<br>已發行股本之<br>面值百分比<br>Proportion of nominal<br>value of issued capital<br>indirectly held<br>by the Company<br>% | 主要業務<br>Principal activities |
|-------------------------|---|--|------------------------------|
|                         |   |  |                              |
| Misan Sdn. Bhd.         | Malaysia<br>馬來西亞                                | 40   | Inactive<br>不活躍              |
| Styler Sdn. Bhd.        | Malaysia<br>馬來西亞                                | 40   | Property development<br>物業發展 |

15. OTHER RECEIVABLE

14. 其它應收款項

|  |                                       | 本集團及本公司     |             |
|--|---------------------------------------|-------------|-------------|
|  |                                       | 1997        | 1996        |
|  |                                       | HK\$        | HK\$        |
| Interest bearing portion   | 計息款項                                  | 6,755,000   | –           |
| Non-interest bearing portion   | 免息款項                                  | 1,837,775   | 2,074,750   |
|  |                                       | 8,592,775   | 2,074,750   |
| Less: Amount due within one year<br>included in debtors, deposits and<br>prepayments (note 16) | 減: 一年內收回之<br>應收賬款、按金及<br>預付款項 (附註 16) | (3,864,275) | (2,074,750) |
| Amount due after one year  | 一年後欠款                                 | 4,728,500   | –           |

The amount is unsecured and the non-interest bearing portion include HK\$1,492,854 being repayable on demand while the remaining portion and the interest bearing portion are repayable in accordance with the agreed repayment schedule.

該筆款項為無抵押及免息，包括於要求時償還之 1,492,854 港元，而餘下款項及計息款項須按照議定償還之時間償還。

16. NET CURRENT ASSETS

16. 流動資產淨值

|   |                             | 本集團        |            | 本公司        |           |
|---|-----------------------------|------------|------------|------------|-----------|
|   |                             | 1997       | 1996       | 1997       | 1996      |
|   |                             | HK\$       | HK\$       | HK\$       | HK\$      |
| CURRENT ASSETS  | 流動資產                        |            |            |            |           |
| Stocks (note 17)  | 存貨 (附註 17)                  | 2,496,964  | 2,043,529  | 5,000      | 5,000     |
| Properties held for sale  | 待出售物業                       | 78,613     | 78,613     | 78,613     | 78,613    |
| Debtors, deposits and<br>prepayments (note 15)                        | 應收款項、按金及<br>預付款項<br>(附註 15) | 27,577,926 | 6,457,684  | 7,374,984  | 2,450,441 |
| Short term listed investment in<br>Hong Kong (note 18)                | 於香港之短期上市<br>投資 (附註 18)      | 21,621,178 | 2,240,256  | –          | –         |
| Short term unlisted investment<br>in Hong Kong                        | 於香港之短期非<br>上市投資             | –          | 1,472,523  | –          | –         |
| Note receivable   | 應收票據                        | –          | 780,000    | –          | –         |
| Loans to subsidiaries of a<br>minority shareholder of<br>a subsidiary | 貸款予附屬公司<br>之少數股東<br>之附屬公司   | –          | 18,833,414 | –          | –         |
| Amount receivable from a<br>minority shareholder of<br>a subsidiary   | 應收附屬公司之<br>少數股東款項           | 57,143     | 56,147     | –          | –         |
| Bank balances and cash  | 銀行結餘及現金                     | 27,728,913 | 16,322,402 | 9,786,506  | 3,998,196 |
|   |                             | 79,560,737 | 48,284,568 | 17,245,103 | 6,532,250 |



NOTES TO THE FINANCIAL STATEMENTS – continued  
FOR THE YEAR ENDED MARCH 31, 1997

16. NET CURRENT ASSETS – continued

|   |                                    | 本集團               |                   | 本公司               |                  |
|---|------------------------------------|-------------------|-------------------|-------------------|------------------|
|   |                                    | THE GROUP         |                   | THE COMPANY       |                  |
|   |                                    | 1997              | 1996              | 1997              | 1996             |
|   |                                    | HK\$              | HK\$              | HK\$              | HK\$             |
| CURRENT LIABILITIES   | 流動負債                               |                   |                   |                   |                  |
| Creditors and accrued charges   | 應付賬款及<br>應計費用                      | 13,707,690        | 9,041,454         | 6,358,833         | 1,682,481        |
| Note payable (secured) (note 24)  | 應付票據(有抵押)<br>(附註24)                | 101,505           | 93,639            | -                 | -                |
| Obligations under finance leases<br>(note 24)   | 財務租約負債<br>(附註24)                   | 433,333           | -                 | 433,333           | -                |
| Taxation  | 稅項                                 | 5,411             | 5,460             | -                 | -                |
| Margin loan payable (secured)<br>(note 24)  | 應付孖展貸款<br>(有抵押)(附註24)              | -                 | 514,479           | -                 | 514,479          |
| Loan from a subsidiary of a<br>minority shareholder of<br>a subsidiary (unsecured)<br>(note 24) | 附屬公司少數股東之<br>附屬公司貸款<br>(無抵押)(附註24) | -                 | 1,834,862         | -                 | -                |
| Amounts due to minority<br>shareholders of subsidiaries   | 附屬公司少數<br>股東之欠款                    | 572,634           | 317,777           | -                 | -                |
| Amounts due to directors  | 董事之欠款                              | -                 | 58,715            | -                 | -                |
| Bank loans (unsecured) (note 24)  | 銀行貸款(無抵押)<br>(附註24)                | 3,669,468         | 2,110,092         | -                 | -                |
| Bank loans (secured) (note 24)  | 銀行貸款(有抵押)<br>(附註24)                | 12,584,960        | 526,895           | -                 | -                |
|   |                                    | <u>31,075,001</u> | <u>14,503,373</u> | <u>6,792,166</u>  | <u>2,196,960</u> |
| NET CURRENT ASSETS  | 流動資產淨值                             | <u>48,485,736</u> | <u>33,781,195</u> | <u>10,452,937</u> | <u>4,335,290</u> |

17. STOCKS

|                  |     | 本集團              |                  | 本公司          |              |
|------------------|-----|------------------|------------------|--------------|--------------|
|                  |     | THE GROUP        |                  | THE COMPANY  |              |
|                  |     | 1997             | 1996             | 1997         | 1996         |
|                  |     | HK\$             | HK\$             | HK\$         | HK\$         |
| Raw materials    | 原材料 | 572,440          | 889,434          | -            | -            |
| Work in progress | 在製品 | 397,870          | 452,915          | -            | -            |
| Finished goods   | 製成品 | 1,526,654        | 701,180          | 5,000        | 5,000        |
|                  |     | <u>2,496,964</u> | <u>2,043,529</u> | <u>5,000</u> | <u>5,000</u> |

財務報表附註—續  
截至一九九七年三月三十一日止年度

16. 流動資產淨值—續

NOTES TO THE FINANCIAL STATEMENTS – continued  
FOR THE YEAR ENDED MARCH 31, 1997

18. SHORT TERM LISTED INVESTMENT IN HONG KONG

|  |                    | 本集團               |                  |
|--|--------------------|-------------------|------------------|
|  |                    | THE GROUP         |                  |
|  |                    | 1997              | 1996             |
|  |                    | HK\$              | HK\$             |
| Listed shares in Hong Kong at cost<br>less provision | 香港之上市股份按成本值<br>減撥備 | <u>21,621,178</u> | <u>2,240,256</u> |
| Market value of listed shares                        | 上市股份之市值            | <u>23,083,320</u> | <u>2,279,940</u> |

19. SHARE CAPITAL

|  |                    | 1997               |                    |
|--|--------------------|--------------------|--------------------|
|  |                    | HK\$               | HK\$               |
| Authorised:                                      | 法定:                |                    |                    |
| Ordinary share of HK\$0.25 each                  | 每股面值0.25港元<br>之普通股 | <u>200,000,000</u> | <u>200,000,000</u> |
| Issued and fully paid:                           | 已發行及繳足股本:          |                    |                    |
| At beginning of the year                         | 於年初                | 96,607,482         | 62,651,712         |
| Issued for acquisition of properties             | 發行作收購物業            | -                  | 23,684,210         |
| Exercise of share warrant subscription<br>rights | 行使認股權證之認購權         | 7,223,837          | 6,824,413          |
| Exercise of share option subscription<br>rights  | 行使認股期權之認購權         | 1,617,934          | 3,447,147          |
| Issued on private placing                        | 私人配售發行             | <u>19,400,000</u>  | -                  |
| At end of the year                               | 於年末                | <u>124,849,253</u> | <u>96,607,482</u>  |

On January 29, 1997, arrangements were made for a private placement to independent private investors of 77,600,000 new shares of HK\$0.25 each in the issued share capital of the Company, at a price of HK\$0.50 per share representing a discount of approximately 9.09% to the closing market price of the Company's shares on the same date. These new shares rank pari passu with the existing shares in all respects.

The proceeds were used to provide additional working capital for the Company.

財務報表附註—續  
截至一九九七年三月三十一日止年度

18. 於香港之短期上市投資

|  |                    | 本集團               |                  |
|--|--------------------|-------------------|------------------|
|  |                    | THE GROUP         |                  |
|  |                    | 1997              | 1996             |
|  |                    | HK\$              | HK\$             |
| Listed shares in Hong Kong at cost<br>less provision | 香港之上市股份按成本值<br>減撥備 | <u>21,621,178</u> | <u>2,240,256</u> |
| Market value of listed shares                        | 上市股份之市值            | <u>23,083,320</u> | <u>2,279,940</u> |

19. 股本

|  |                    | 1997               |                    |
|--|--------------------|--------------------|--------------------|
|  |                    | HK\$               | HK\$               |
| Authorised:                                      | 法定:                |                    |                    |
| Ordinary share of HK\$0.25 each                  | 每股面值0.25港元<br>之普通股 | <u>200,000,000</u> | <u>200,000,000</u> |
| Issued and fully paid:                           | 已發行及繳足股本:          |                    |                    |
| At beginning of the year                         | 於年初                | 96,607,482         | 62,651,712         |
| Issued for acquisition of properties             | 發行作收購物業            | -                  | 23,684,210         |
| Exercise of share warrant subscription<br>rights | 行使認股權證之認購權         | 7,223,837          | 6,824,413          |
| Exercise of share option subscription<br>rights  | 行使認股期權之認購權         | 1,617,934          | 3,447,147          |
| Issued on private placing                        | 私人配售發行             | <u>19,400,000</u>  | -                  |
| At end of the year                               | 於年末                | <u>124,849,253</u> | <u>96,607,482</u>  |

於一九九七年一月二十九日，本公司訂立協議，向獨立私人投資者私人配售本公司已發行股本中每股面值0.25港元之新股份77,600,000股，每股作價0.50港元，較本公司股份於同日之收市價折讓約9.09%。該等新股在各方面與現有股份享有同等權益。

收益將用作本公司之額外營運資金。

20. WARRANTS

On April 3, 1996, a bonus issue of warrants was made on the basis of one warrant for every five shares held on March 28, 1996. Each warrant entitles the holder to subscribe in cash at an initial subscription price of HK\$0.43 each for one ordinary share of the Company at any time from the date of issue to April 30, 1997. Exercise in full of such warrants would raise approximately HK\$33,232,974 and, with present capital structure of the Company, results in the issue of 77,285,985 additional ordinary shares of HK\$0.25 each.

During the year, warrant holders exercised their subscription rights to acquire 28,895,348 shares of HK\$0.25 each at a subscription price of HK\$0.43 per share.

At March 31, 1997, the Company had outstanding 48,390,637 warrants to be exercised at any time on or before April 30, 1997. Exercise in full of such warrants would result in the issue of approximately 48,390,637 additional ordinary shares of HK\$0.25 each.

21. SHARE OPTION SCHEME

Pursuant to the Company's share option scheme adopted on September 28, 1995, the Board of Directors of the Company may grant options to executive directors and employees of the Company and its subsidiaries to subscribe for ordinary shares in the Company, at a price not less than 80% of the average closing price of the Company's shares on the five trading days immediately preceding the offer of the options or the nominal value of the shares whichever is the higher. The maximum number of shares in respect of which options may be granted under such share option scheme is such number of shares which, when aggregated with shares subject to similar schemes, represents 10% of the issued share capital of the Company from time to time.

During the year, options were granted to the certain directors and employees of the Group pursuant to the share option scheme to subscribe an aggregate of 17,559,511 ordinary shares which options are exercisable during the period from the date of grant of such options, April 22, 1996, to April 21, 2006 at a subscription price of HK\$0.4025 per share and 11,087,772 options were outstanding as at March 31, 1997.

20. 認股權證

本公司於一九九六年四月三日紅利發行認股權證，發行基準為於一九九六年三月二十八日每持有五股股份獲派送一份認股權證。每份認股權證之持有人有權於發行當日起至一九九七年四月三十日任何時間內，按每股0.43港元之初步認購價現金認購一股本公司普通股。全面行使該等認股權證，將增加本公司現時資金架構約33,232,974港元，以及導致額外發行每股面值0.25港元之普通股77,285,985股。

於本年度行使其認購權之認股權證持有人以每股0.43港元之認購價收購每股面值0.25港元之股份合共28,895,348股。

本公司於一九九七年三月三十一日止尚有未獲行使之認股權證48,390,637份，該等認股權證可於一九九七年四月三十日或之前任何時間內行使。全面行使該等認股權證將導致額外發行每股面值0.25港元之普通股約48,390,637股。

21. 認股期權計劃

根據本公司於一九九五年九月二十八日採納之認股權計劃，本公司董事會可向本公司及其附屬公司之董事及僱員授予可認購本公司普通股之購股權，認購價為不少於公司之股份在緊隨授出認股權前五個交易日之平均收市價之80%或股份面值兩者中之較高價格。根據認股權計劃授出之認股權可認購之股份最高數量為連同其他類似認股權計劃可認購股份數量合共佔本公司不時之已發行股本10%。

於本年度，根據認股期權計劃授予本集團若干董事及僱員之認股權，可於一九九六年四月二十二日授出購股權日期起至二零零六年四月二十一日期間認購普通股合共17,559,511股，認購價為每股0.4025港元。於一九九七年三月三十一日，尚有未行使之認股權證11,087,772份。

22. RESERVES

|  |                  | 股份溢價<br>Share premium<br>HK\$ | 投資物業<br>重估儲備<br>Investment properties<br>revaluation<br>reserve<br>HK\$ | 商譽儲備<br>Goodwill<br>reserve<br>HK\$ | 換算儲備<br>Translation<br>reserve<br>HK\$ | 虧蝕<br>Deficit<br>HK\$ | 總額<br>Total<br>HK\$ |           |     |
|--|------------------|-------------------------------|---|-------------------------------------|--|-----------------------|---------------------|-----------|-----|
|  |                  |                               |   |                                     |  |                       |                     | THE GROUP | 本集團 |
|  |                  |                               |   |                                     |  |                       |                     |           |     |
| At April 1, 1996                                   | 於一九九六年<br>四月一日   | 20,164,864                    | -   | 2,102,263                           | 15,703,322                             | (41,565,116)          | (3,594,667)         |           |     |
| Surplus on revaluation<br>of investment properties | 投資物業之<br>重估盈餘    | -                             | 2,859,924   | -                                   | -                                      | -                     | 2,859,924           |           |     |
| Share premium arising<br>from issue of shares      | 發行股份產生<br>之股份溢價  | 22,085,416                    | -   | -                                   | -                                      | -                     | 22,085,416          |           |     |
| Exchange realignment                               | 換算調整             | -                             | -   | -                                   | 854,955                                | -                     | 854,955             |           |     |
| Loss for the year                                  | 本年度虧損            | -                             | -   | -                                   | -                                      | (13,528,588)          | (13,528,588)        |           |     |
| At March 31, 1997                                  | 於一九九七年<br>三月三十一日 | 42,250,280                    | 2,859,924   | 2,102,263                           | 16,558,277                             | (55,093,704)          | 8,677,040           |           |     |

Reserves of the Group include a profit of HK\$1,296,219 (1996: deficit of HK\$2,657,073) in respect of the Group's share of post-acquisition profit of its associated companies.

本集團之儲備包括本集團應佔聯營公司收購後溢利1,296,219港元（一九九六年：虧蝕2,657,073港元）。

|   |                  | 股份溢價<br>Share premium<br>HK\$ | 虧蝕<br>Deficit<br>HK\$ | 總額<br>Total<br>HK\$ |
|---|------------------|-------------------------------|-----------------------|---------------------|
|   |                  |                               |                       |                     |
| At April 1, 1996                              | 於一九九六年四月一日       | 20,164,864                    | (25,057,472)          | (4,892,608)         |
| Share premium arising from<br>issue of shares | 發行股份產生之<br>股份溢價  | 22,085,416                    | -                     | 22,085,416          |
| Loss for the year                             | 本年度虧損            | -                             | (25,380,148)          | (25,380,148)        |
| At March 31, 1997                             | 於一九九七年<br>三月三十一日 | 42,250,280                    | (50,437,620)          | (8,187,340)         |

The Company had no reserves available for distribution to shareholders as at March 31, 1997.

於一九九七年三月三十一日，本公司並無任何儲備可供分配予股東。

23. DEFERRED TAXATION

23. 遞延稅項

|                              |              | 本集團<br>THE GROUP |              |
|------------------------------|--------------|------------------|--------------|
|                              |              | 1997<br>HK\$     | 1996<br>HK\$ |
| At beginning of the year     | 年初           | 1,019,738        | 832,184      |
| Charge for the year (note 7) | 本年度稅項支出(附註7) | 207,810          | 187,554      |
| At end of the year           | 年末           | 1,227,548        | 1,019,738    |

Deferred taxation represents provision for withholding tax on overseas interest income. The withholding tax is due to be paid upon remittance of the income from the respective jurisdictions.

遞延稅項為海外利息收入預扣稅項之撥備。該預扣稅項須在該項收入從有關司法區匯出時支付。

The Group and the Company has a net deferred tax asset respectively which has not been recognised in the financial statements as realisation of this asset in the foreseeable future is uncertain. The amount of the unprovided deferred tax asset (liability) is as follows:

本集團及本公司各自之遞延稅項淨資產，因未能肯定此項資產會否在可見未來變現，故並無在財務報表中分別確認。未作撥備之遞延稅項資產(負債)如下：

|  |                   | 本集團<br>THE GROUP |              | 本公司<br>THE COMPANY |              |
|--|-------------------|------------------|--------------|--------------------|--------------|
|  |                   | 1997<br>HK\$     | 1996<br>HK\$ | 1997<br>HK\$       | 1996<br>HK\$ |
| Tax effect of timing differences because of: | 因下列事項之時差而引起之稅務影響： |                  |              |                    |              |
| Tax losses                                   | 稅項虧損              | 19,329,704       | 15,716,484   | 5,379,787          | 4,764,231    |
| Excess of tax allowances over depreciation   | 免稅額與折舊之差額         | (107,639)        | (43,632)     | (86,912)           | (43,632)     |
|  |                   | 19,222,065       | 15,672,852   | 5,292,875          | 4,720,599    |

The amount of unprovided deferred tax (credit) charge for the year is as follows:

本年未作準備之遞延稅項(計入)支出如下：

|  |           | 本集團<br>THE GROUP |              | 本公司<br>THE COMPANY |              |
|--|-----------|------------------|--------------|--------------------|--------------|
|  |           | 1997<br>HK\$     | 1996<br>HK\$ | 1997<br>HK\$       | 1996<br>HK\$ |
| Tax losses                                 | 稅項虧損      | 3,613,220        | (256,154)    | (615,556)          | (145,099)    |
| Excess of tax allowances over depreciation | 免稅額與折舊之差額 | 64,007           | (39,597)     | 43,280             | (30,994)     |
|  |           | 3,549,213        | (295,751)    | (572,276)          | (176,093)    |

Deferred tax has not been provided or recognised on the valuation surplus or deficit arising on revaluation of investment properties and land and buildings as profits arising on the disposal of these assets would not be subject to taxation. Accordingly, the valuation does not constitute a timing difference for tax purposes.

出售投資物業、土地及樓宇等資產所產生之溢利毋須繳稅，故並無就重估時產生之估值盈餘或虧絀提撥或確認遞延稅項。因此，就稅務上而言，估值並不導致時差。

24. BORROWINGS

24. 借貸

|  |                      | 本集團<br>THE GROUP |              | 本公司<br>THE COMPANY |              |
|--|----------------------|------------------|--------------|--------------------|--------------|
|  |                      | 1997<br>HK\$     | 1996<br>HK\$ | 1997<br>HK\$       | 1996<br>HK\$ |
| Note payable (secured)   | 應付票據(有抵押)            | 7,299,313        | 7,459,054    | -                  | -            |
| Obligations under finance leases   | 財務租約負債               | 758,333          | -            | 758,333            | -            |
| Margin loan payable (secured)  | 應付存展貸款(有抵押)          | -                | 514,479      | -                  | 514,479      |
| Loan from a subsidiary of a minority shareholder of a subsidiary (unsecured) | 附屬公司少數股東之附屬公司貸款(無抵押) | -                | 1,834,862    | -                  | -            |
| Bank loans (secured)   | 銀行貸款(有抵押)            | 49,431,634       | 29,958,529   | -                  | -            |
| Bank loans (unsecured)   | 銀行貸款(無抵押)            | 3,669,468        | 2,110,092    | -                  | -            |
|  |                      | 61,158,748       | 41,877,016   | 758,333            | 514,479      |
| Less: Amounts due within one year  | 減：一年內到期之款項           | (16,789,266)     | (5,079,967)  | (433,333)          | (514,479)    |
| Amounts due after one year   | 一年後到期之款項             | 44,369,482       | 36,797,049   | 325,000            | -            |

Note payable is repayable by instalments and bears interest at 9% per annum. The final instalment is due on January 1, 2000.

應付票據需分期歸還及按年息9厘計算利息，最後一期之分期付款於二零零零年一月一日到期。

|  |                  | 本集團<br>THE GROUP |              | 本公司<br>THE COMPANY |              |
|--|------------------|------------------|--------------|--------------------|--------------|
|  |                  | 1997<br>HK\$     | 1996<br>HK\$ | 1997<br>HK\$       | 1996<br>HK\$ |
| The borrowings are repayable within the following periods: | 借貸需於下列期間內歸還：     |                  |              |                    |              |
| Note payable:  | 應付票據：            |                  |              |                    |              |
| Within one year  | 一年內              | 101,505          | 93,639       | -                  | -            |
| More than one year but not exceeding two years             | 超過一年但少於兩年        | 111,027          | 102,422      | -                  | -            |
| More than two years but not exceeding five years           | 超過兩年但少於五年        | 7,086,781        | 7,262,993    | -                  | -            |
|  |                  | 7,299,313        | 7,459,054    | -                  | -            |
| Less: Amount due within one year (note 16)                 | 減：一年內到期之款項(附註16) | (101,505)        | (93,639)     | -                  | -            |
| Amount due after one year                                  | 一年後到期之款項         | 7,197,808        | 7,365,415    | -                  | -            |

24. BORROWINGS – continued

24. 借貸 – 續

|  | 本集團<br>THE GROUP                     |              | 本公司<br>THE COMPANY |              |
|--|--------------------------------------|--------------|--------------------|--------------|
|  | 1997<br>HK\$                         | 1996<br>HK\$ | 1997<br>HK\$       | 1996<br>HK\$ |
| Bank loans (secured):  | 銀行貸款(有抵押):                           |              |                    |              |
| Within one year  | 12,584,960                           | 526,895      | -                  | -            |
| More than one year but not exceeding two years   | 20,649,425                           | 12,584,960   | -                  | -            |
| More than two years but not exceeding five years   | 2,410,105                            | 2,170,868    | -                  | -            |
| More than five years   | 13,787,144                           | 14,675,806   | -                  | -            |
|  | 49,431,634                           | 29,958,529   | -                  | -            |
| Less: Amounts due within one year (note 16)  | (12,584,960)                         | (526,895)    | -                  | -            |
| Amounts due after one year   | 36,846,674                           | 29,431,634   | -                  | -            |
| Margin loan payable, loan from a subsidiary of a minority shareholder of a subsidiary, bank loans (unsecured) and bank overdrafts: | 應付孖展貸款、附屬公司少數股東之附屬公司貸款、無抵押銀行貸款及銀行透支: |              |                    |              |
| Within one year (note 16)  | 3,669,468                            | 4,459,433    | -                  | 514,479      |
| Obligations under finance leases:  | 財務租約負債:                              |              |                    |              |
| Within one year  | 433,333                              | -            | 433,333            | -            |
| More than one year but not exceeding two years   | 325,000                              | -            | 325,000            | -            |
| More than two years but not exceeding five years   | -                                    | -            | -                  | -            |
|  | 758,333                              | -            | 758,333            | -            |
| Less: Amounts due within one year (note 16)  | (433,333)                            | -            | (433,333)          | -            |
| Amounts due after one year   | 325,000                              | -            | 325,000            | -            |

25. RECONCILIATION OF LOSS FROM ORDINARY ACTIVITIES BEFORE TAXATION TO NET CASH OUTFLOW FROM OPERATING ACTIVITIES

25. 日常業務除稅前之虧損與經營業務之現金流出淨額之對賬

|  | 1997<br>HK\$ | 1996<br>HK\$ |
|--|--------------|--------------|
| Loss from ordinary activities before taxation  | (14,291,685) | (12,696,048) |
| Share of (profits) losses of associated companies  | (1,760,885)  | 690,660      |
| Dividend income  | (19,870)     | (461,208)    |
| Guaranteed profit  | (181,995)    | (1,737,000)  |
| Interest income  | (2,613,257)  | (1,121,926)  |
| Interest expenses  | 3,205,939    | 1,691,877    |
| Profit on disposal of interest in an associated company                                      | (162,291)    | (39,977)     |
| Reclassification of interest in associated companies to other investments                    | (2,480,108)  | -            |
| Provision for other investments  | 369,500      | -            |
| Loss on disposal of interest in a subsidiary   | 836,091      | -            |
| Profit on sale of other investments  | (2,568,876)  | (2,313,341)  |
| Loss on sale of fixed assets   | 101,104      | 714,533      |
| Provision for dividend income receivable   | 229,518      | -            |
| Provision for note receivable  | 773,000      | -            |
| Reversal of provision for diminution in value on short term unlisted investment in Hong Kong | -            | (1,093,635)  |
| (Surplus) deficit on revaluation of investment properties                                    | (640,076)    | 4,228,076    |
| Depreciation   | 828,516      | 700,485      |
| Increase in short term listed investment   | (19,380,922) | (2,240,256)  |
| Decrease in short term unlisted investment   | 1,472,523    | -            |
| Increase in stocks   | (417,271)    | (2,038,529)  |
| Increase in properties under development for sale  | (38,571,060) | (1,372,323)  |
| Decrease in amount receivable from a minority shareholder of a subsidiary                    | -            | 2,029,541    |
| Increase in debtors, deposits and prepayments  | (2,982,899)  | (1,383,404)  |
| Increase in creditors and accrued charges  | 1,596,604    | 4,990,906    |
| (Decrease) increase in amounts due to directors  | (60,374)     | 58,715       |
| Exchange realignment   | 3,670        | (401)        |
| NET CASH OUTFLOW FROM OPERATING ACTIVITIES   | (76,715,104) | (11,393,255) |

26. DISPOSAL OF A SUBSIDIARY

26. 出售附屬公司

|   |                           | 1997<br>HK\$      |
|---|---------------------------|-------------------|
| Net assets disposed:  | 出售資產淨值:                   |                   |
| Fixed assets  | 固定資產                      | 797,454           |
| Other investments   | 其他投資                      | 3,669,725         |
| Loans to subsidiaries of a minority shareholder   | 借予附屬公司少數股東之貸款             | 18,833,414        |
| Deposits, prepayments and other receivables   | 存款、預付款項及其他應收賬款            | 351,319           |
| Bank balances and cash  | 銀行結餘及現金                   | 667,856           |
| Creditors and accrued charges   | 應付賬款及應計費用                 | (796,074)         |
| Loans from a subsidiary of a minority shareholder   | 少數股東附屬公司之貸款               | (1,834,862)       |
| Minority interests  | 少數股東權益                    | (8,675,533)       |
|   |                           | <u>13,013,299</u> |
| Loss on disposal of a subsidiary  | 出售附屬公司之虧損                 | (836,091)         |
|   |                           | <u>12,177,208</u> |
| Satisfied by:   | 以下列方式支付:                  |                   |
| Analysis of the net outflow of cash and cash equivalents in connection with the disposal of a subsidiary:             | 就出售附屬公司之現金流出淨額及現金等值之分析:   |                   |
| Transfer to interest in associated company  | 轉撥至聯營公司利益                 | 5,422,208         |
| Consideration received and receivable in accordance with the sales and purchase agreement on disposal of a subsidiary | 根據買賣協議就出售附屬公司之已收及應收代價     | 6,755,000         |
|   |                           | <u>12,177,208</u> |
| Analysis of outflow of cash and cash equivalents in connection with the disposal of a subsidiary:                     | 就出售附屬公司之現金流出及現金等值分析:      |                   |
|   |                           | 1997<br>HK\$      |
| Bank balances and cash disposed of  | 銀行結餘及出售附屬公司之現金            | (667,856)         |
| The subsidiary disposed of had no significant impact on the cash flows of the Group for the year.                     | 年內出售之附屬公司對本集團之現金流量並無重大影響。 |                   |

27. ANALYSIS OF CHANGES IN FINANCING DURING THE YEAR

27. 本年度融資變動分析

|  |                | 股本及股份溢價賬                             | 少數股東權益                 | 財務租約負債                                | 應付票據貸款            | 應付存展借貨                   | 銀行貸款(有抵押)                 | 銀行貸款(無抵押)                   | 附屬公司少數股東欠款  |
|--|----------------|--------------------------------------|------------------------|---------------------------------------|-------------------|--------------------------|---------------------------|-----------------------------|---|
|  |                | Share capital and share premium HK\$ | Minority interest HK\$ | Obligations under finance leases HK\$ | Note payable HK\$ | Margin loan payable HK\$ | Bank loans (secured) HK\$ | Bank loans (unsecured) HK\$ | Amounts due to minority shareholders of subsidiaries HK\$ |
| Balance at April 1, 1996   | 於一九九六年四月一日結餘   | 116,772,346                          | 12,222,482             | -                                     | 7,459,054         | 514,479                  | 29,958,529                | 2,110,092                   | 317,777   |
| Issue of shares for cash   | 發行股份套現         | 53,829,873                           | -                      | -                                     | -                 | -                        | -                         | -                           | -   |
| Shares issued expenses   | 已發行股份開支        | (3,502,686)                          | -                      | -                                     | -                 | -                        | -                         | -                           | -   |
| Interest payable   | 應付利息           | -                                    | -                      | -                                     | -                 | -                        | -                         | -                           | 51,070  |
| Shareholding disposed of to a minority shareholder of a subsidiary | 向附屬公司少數股東出售股權  | -                                    | (8,675,533)            | -                                     | -                 | -                        | -                         | -                           | -   |
| Minority share of results for the year                             | 少數股東應佔業績       | -                                    | (970,907)              | -                                     | -                 | -                        | -                         | -                           | -   |
| Inception of loans   | 新增借貸           | -                                    | -                      | -                                     | -                 | -                        | -                         | -                           | -   |
| Inception of finance lease contract                                | 新增融資租賃合約       | -                                    | -                      | -                                     | -                 | -                        | 20,000,000                | 1,588,045                   | 198,149   |
| Repayments during the year   | 年中償還之債務        | -                                    | -                      | 1,300,000                             | -                 | -                        | -                         | -                           | -   |
| Exchange realignment   | 換算調整           | -                                    | -                      | (541,667)                             | (158,900)         | (514,479)                | (526,895)                 | -                           | -   |
|  |                | -                                    | 62,924                 | -                                     | (841)             | -                        | -                         | (28,669)                    | 5,638   |
| Balance at March 31, 1997  | 於一九九七年三月三十一日結餘 | 167,099,533                          | 2,638,966              | 758,333                               | 7,299,313         | -                        | 49,431,634                | 3,669,468                   | 572,634   |

28. CONTINGENT LIABILITIES

28. 或然債務

|  | 本公司<br>THE COMPANY      | 1997<br>HK\$ | 1996<br>HK\$ |
|--|-------------------------|--------------|--------------|
| Guarantees given to a financial institution in respect of banking facilities granted to subsidiaries | 就附屬公司所獲得之銀行信貸向一財務機構作出擔保 | 38,800,000   | 38,800,000   |

The extent of the facilities utilised as at March 31, 1997 by the subsidiaries amounted to HK\$30,000,000 (1996: HK\$30,000,000).

於一九九七年三月三十一日，附屬公司可動用之銀行信貸為30,000,000港元（一九九六年：30,000,000港元）。

A legal action was brought against the Group by two directors who had been removed on May 27, 1997 in relation to claims amounting to HK\$945,333 not accrued in the financial statements at the balance sheet date. The directors, upon consulting their legal advisers, are of the opinion that it is unlikely that the abovementioned proceedings will result in any material losses to the Group.

兩名董事向本集團提出法律訴訟追討945,333港元，惟兩人於一九九七年五月二十七日遭革退。該筆款項於結算日並無計入財務報表。董事會經與法律顧問商討後，認為前述之法律訴訟並不會為本集團帶來重大損失。

29. LEASE COMMITMENTS

At the balance sheet date, the Group and the Company had outstanding commitments under non-cancellable operating leases in respect of rented premises. The portion of these commitments which is payable in the following year is as follows:

|                                       |         |
|---------------------------------------|---------|
| Operating leases which expire:        | 營業租賃滿期: |
| Within one year                       | 一年內     |
| In the second to fifth year inclusive | 二至五年內   |
| More than five years                  | 五年以上    |

The Company did not have any operating lease commitments as at March 31, 1997.

30. CAPITAL COMMITMENTS

|  |                               |
|--|-------------------------------|
| Capital expenditure in respect of acquisition of fixed assets contracted for but not provided in the financial statements  | 已訂約收購惟未在財務報表中作出撥備之固定資產資本開支    |
| Capital expenditure in respect of capital contribution to a sino-foreign joint venture registered in PRC contracted for but not provided in the financial statements | 已訂約注資於中國註冊之中外合營企業惟未在財務報表中作出撥備 |

The Company did not have any significant capital commitments at March 31, 1997.

29. 租賃承擔

本集團及本公司於結算日就租賃物業有不可撤銷之營業租賃承擔，而須於下年度支付之部分如下：

| 本集團<br>THE GROUP |                |
|------------------|----------------|
| 1997             | 1996           |
| HK\$             | HK\$           |
| 321,117          | 27,523         |
| 1,623,428        | 815,660        |
| 174,437          | -              |
| <u>2,118,982</u> | <u>843,183</u> |

本公司於一九九七年三月三十一日並無任何營業租賃承擔。

30. 資本承擔

| 本集團<br>THE GROUP |                |
|------------------|----------------|
| 1997             | 1996           |
| HK\$             | HK\$           |
| 1,615,405        | 488,917        |
| 1,350,000        | -              |
| <u>2,965,405</u> | <u>488,917</u> |

本公司於一九九七年三月三十一日並無重大資本承擔。

31. RETIREMENT BENEFITS SCHEME

The subsidiaries of the Group established in the People's Republic of China participate in a pension plan managed by a local governmental institution whereby the Group pays an annual premium to the plan and the local government institution has agreed to take over the retirement benefit obligations of all local existing and future retired employees of the said subsidiaries in the People's Republic of China. Contributions are made based on a percentage of the eligible employee's salaries and are charged to the profit and loss account as they become payable in accordance with the rules of schemes.

Other than those as mentioned above, the Group operates a defined contribution retirement benefits scheme for other qualifying employees. The assets of the schemes are held separately from those of the Group in funds under the control of trustees.

The charge in the profit and loss account represents contributions payable to the fund by the Group at rates specified in the rules of the scheme. Where there are employees who leave the scheme prior to vesting fully in the contributions, the contributions payable by the Group are reduced by the amount of forfeited contributions.

At the balance sheet date, there were HK\$17,801 forfeited contributions (1996: Nil), which arose upon employees leaving the scheme and which are available to reduce the contributions payable in the future years.

32. PLEDGE OF ASSETS

The Group has pledged all the assets of the one of Company's subsidiaries which represented property under development for sale and cash and bank balances with a carrying value at March 31, 1997 of HK\$38,789,753 and HK\$195,085, respectively, together with an assignment of rental income and sale proceeds in connection with the subsidiary's property under development upon completion, as a security for banking facilities granted to the subsidiary.

In addition, the Group has also pledged its other properties under development for sale and investment properties with carrying values at March 31, 1997 of HK\$28,918,801 and HK\$33,000,000, respectively, to secure general banking facilities granted to the Group.

The note payable of HK\$7,299,313 is secured on the investment properties of the Group in California, U.S.A. with a carrying value of HK\$5,797,500.

31. 退休金計劃

於中華人民共和國成立之本集團附屬公司，參與一項由當地政府機構管理之退休金計劃。據此，本集團就該計劃支付一筆本金，而當地政府機構同意，為於中華人民共和國之上述附屬公司之當地所有現時及將來退休之僱員承擔退休福利責任。供款乃根據合資格僱員薪金按百分比計算，並將撥入損益賬內作為根據該計劃之規則將來須予支付之款項。

除上述者外，本集團為其他合資格之僱員設有明確供款額之退休金計劃。該計劃之資產並由本集團以基金形式交付受託人控制，與本集團之資產分開。

於損益賬列賬之退休金支出，乃本集團根據此計劃所列明按比率付出之供款。倘有僱員於獲得全部供款前退出計劃，則可將本集團沒收之供款與本集團應付之供款抵銷。

在結算日，因僱員離職而沒收退休金計劃之捐款為17,801港元（一九九六年：無），或在未來數年可扣除之已繳捐款。

32. 資產抵押

本集團將本公司附屬公司所有資產，即一九九七年三月三十一日待售發展中物業及現金與銀行結餘賬面值分別為38,789,753港元及195,085港元，連同於附屬公司發展中物業完成時，轉讓其所持之租金收入及銷售收益已按予銀行，作為授予附屬公司一般銀行融資之抵押。

此外，於一九九七年三月三十一日，本集團名下其他待售發展中物業及投資物業賬面值分別為28,918,801港元及33,000,000港元亦已按予銀行，作為授予本集團一般銀行融資之抵押。

本集團已將其於美國加利福尼亞州現值5,797,500港元之投資物業，作為應付票據7,299,313港元之抵押。

33. POST BALANCE SHEET EVENTS

- (i) On April 2, 1997 the Company's authorised share capital was increased from HK\$200,000,000 to HK\$500,000,000 by the creation of additional 1,200,000,000 ordinary shares, pursuant to the ordinary resolution passed at an extraordinary general meeting of the Company held on the same date.
- (ii) On April 7, 1997, the Company completed a private placement of 150,000,000 new shares of HK\$0.25 each in the issued share capital of the Company at a price of HK\$0.58 each, pursuant to the placing agreement entered into with Cheerful Securities Limited dated March 7, 1997. These shares rank pari passu in all respect with the existing shares.
- (iii) On May 7, 1997, the Company entered into placing agreements with Cheerful Securities Limited, Okachi Investments (HK) Co., Ltd. and Deutsche Morgan Grenfell Securities Hong Kong Limited for private placements of an aggregate of 129,000,000 new shares of HK\$0.25 each in the issued share capital of the Company at a price of HK\$0.70 each. These shares rank pari passu in all respect with the existing shares.
- (iv) On May 27, 1997, the Company held an extraordinary general meeting in which special resolutions were passed to remove Mr. Ng Mok Yuen and Mr. Leung Sik Keung as the Company's directors.
- (v) On June 21, 1997, the Company entered into an agreement with Wah Nam Group Limited ("Wah Nam") whereby the Company agreed to subscribe for HK\$30,000,000 convertible redeemable notes to be issued by Wah Nam bearing interest at 10.5% per annum.

33. 結算日後事項

- (i) 於一九九七年四月二日，本公司根據於當日舉行之股東特別大會所通過之普通決議案，透過增設1,200,000,000股普通股，將其法定股本由200,000,000港元增加至500,000,000港元。
- (ii) 於一九九七年四月七日，本公司完成一項私人配售。根據本公司與時富證券有限公司於一九九七年三月七日訂立之配售協議，以私人配售方式配售本公司已發行股本中每股面值0.25港元之新股份150,000,000股，每股新股份作價0.58港元，該等新股份在各方面與現有股份享有同等權益。
- (iii) 於一九九七年五月七日，本公司與時富證券有限公司、岡地投資(香港)有限公司及德意志摩根建富證券香港有限公司訂立配售協議，私人配售本公司已發行股本中每股面值0.25港元之新股份合共129,000,000股，每股新股份作價0.70港元。該等股份在各方面與現有股份享有同等權益。
- (iv) 本公司於一九九七年五月二十七日召開之股東特別大會上，通過特別決議案革退本公司董事吳木源先生及梁錫強先生之職務。
- (iv) 本公司與華南集團有限公司(「華南」)於一九九七年六月二十一日訂立一項協議。根據此協議，本公司同意以現金30,000,000港元認購將由華南發行之可換股可贖回票據，年息為10.5%。

33. POST BALANCE SHEET EVENTS – continued

- (vi) On June 25, 1997 the Group together with a subsidiary of Guangdong Finance Co., Ltd, Ultra Pacific Limited entered into a conditional sale and purchase conditional agreement dated June 25, 1997 with Masaru Iwai, Tsui Yuk Man, Clare and Greenyield Limited whereby the Group agreed to acquire 44,000,000 shares with nominal value HK\$0.10 each in Iwai's International Holdings Limited, a company listed in Hong Kong. The Sale and purchase agreement have been completed on July 22, 1997 and an obligation has arisen under the Hong Kong Codes on Takeovers and Mergers for the Group to make a general offer on July 17, 1997.
- (vii) On July 9, 1997, a bonus issue of warrants was made on the basis of one warrant for every five shares held on July 7, 1997. Each warrant entitles the holder to subscribe in cash at an initial subscription price of HK\$0.48 each for one ordinary share of the Company at any time from the date of issue to July 31, 1998. Exercise in full of such warrants would raise approximately HK\$80,023,518 and, with the present capital structure of the Company, result in the issue of 166,715,662 additional ordinary shares of HK\$0.25 each.
- (viii) On July 14, 1997, the Company entered into three separate placing agreements with Cheerful Securities Limited, Okachi Investments (HK) Co., Ltd., and ASG Capital Limited respectively for the private placement of an aggregate of 166,700,000 new shares of HK\$0.25 each in the issued share capital of the Company at a price of HK\$0.90 each. These shares rank pari passu in all respect with the existing shares.
- (ix) The Company entered into a conditional agreement with Anex International Holdings Limited (Anex) dated July 30, 1997 whereby the Company agreed to subscribe HK\$40,000,000 of convertible redeemable notes to be issued by Anex for bearing interest at 7% per annum.

33. 結算日後事項 – 續

- (vi) 本集團連同百粵金融財務有限公司之附屬公司Ultra Pacific Limited於一九九七年六月二十五日與岩井雅、徐玉敏及Greenyield Limited訂立有條件買賣協議。根據此協議，本集團同意按每股面值0.10港元之價格，購入岩井國際控股有限公司(香港上市公司)之股份44,000,000股。買賣協議已於一九九七年七月二十二日完成，本集團已根據香港公司收購及合併守則於一九九七年七月十七日履行全面收購建議之責任。
- (vii) 於一九九七年七月九日，本公司按照一九九七年七月七日每持有五股股份派送一份認股權證之基準，發行紅利認股權證。每份認股權證均賦予持有人權利可於發行日起至一九九八年七月三十一日期間隨時按初步認購價每股0.48港元認購一股本公司普通股。若此等認股權證獲全面行使，本公司將須發行每股面值0.25港元之額外普通股合共166,715,662股，收取約80,023,518港元。
- (viii) 於一九九七年七月十四日，本公司分別與時富證券有限公司、岡地投資(香港)有限公司及亞洲環球融資有限公司訂立三項獨立配售協議，私人配售本公司已發行股本中每股面值0.25港元之新股份166,700,000股，每股新股份作價0.90港元。該等股份在各方面與現有股份享有同等權益。
- (ix) 本公司與安歷士國際控股有限公司(「安歷士」)於一九九七年七月三十日訂立一項有條件協議。根據此協議，本公司同意以現金40,000,000港元，認購由安歷士發行之可換股可贖回票據，年息為7%。

NOTES TO THE FINANCIAL STATEMENTS – continued  
FOR THE YEAR ENDED MARCH 31, 1997

34. PARTICULARS OF SUBSIDIARIES

Particulars of subsidiaries at March 31, 1997 are as follows:

| 公司名稱<br>Name of company   | 成立／註冊／<br>營業地點<br>Place of<br>incorporation/<br>registration/<br>operation | 已發行及繳足<br>股本／註冊資本<br>Issued and fully<br>paid share capital/<br>registered capital | 本公司所持已發行<br>股本面值／註冊資本之比率<br>Proportion of<br>nominal value of<br>issued capital/<br>registered capital<br>held by the Company |                       | 主要業務<br>Principal<br>activities  |
|---|--|--|---|-----------------------|----------------------------------|
|   |  |  | 直接<br>Directly<br>%   | 間接<br>Indirectly<br>% |                                  |
| Century City<br>Commodities Limited<br>世紀城市商品期貨有限公司   | Hong Kong<br>香港  | HK\$8,000,000<br>8,000,000港元   | 100   | –                     | Inactive<br>不活躍                  |
| Faith Profit Limited<br>進雅有限公司  | Hong Kong<br>香港  | HK\$10,000<br>10,000港元   | 100   | –                     | Property<br>holding<br>物業持有      |
| Heng Fung Capital<br>Company Limited<br>恒鋒融資有限公司  | Hong Kong<br>香港  | HK\$2<br>2港元   | 100   | –                     | Securities<br>Investment<br>投資證券 |
| Heng Fung Finance<br>Company Limited<br>(Formerly Wicksfull<br>Finance Company<br>Limited)<br>(前稱城豐財務有限公司)    | Hong Kong<br>香港  | HK\$1,260,000<br>1,260,000港元   | 100   | –                     | Inactive<br>不活躍                  |
| Heng Fung Petrochemical<br>Limited<br>恒鋒石油化工有限公司  | Hong Kong<br>香港  | HK\$1,399,998<br>1,399,998港元   | 100   | –                     | Inactive<br>不活躍                  |
| Heng Fung Singapore Limited<br>(Formerly known as Keng<br>Fong China Properties<br>Limited)<br>(前稱建煌中國物業有限公司) | Hong Kong<br>香港  | HK\$1,000,000<br>1,000,000港元   | 100   | –                     | Inactive<br>不活躍                  |
| Ichi Ni San Enterprises<br>Co. Limited  | Hong Kong<br>香港  | HK\$10,000<br>10,000港元   | 100   | –                     | Property<br>investment<br>物業投資   |
| Keng Fong America<br>Enterprises Limited<br>建煌美國企業有限公司  | Hong Kong<br>香港  | HK\$1,500,000<br>1,500,000港元   | 100   | –                     | Investment<br>holding<br>投資控股    |

財務報表附註－續  
截至一九九七年三月三十一日止年度

34. 附屬公司詳情

於一九九七年三月三十一日附屬  
公司詳情如下：

NOTES TO THE FINANCIAL STATEMENTS – continued  
FOR THE YEAR ENDED MARCH 31, 1997

34. PARTICULARS OF SUBSIDIARIES – continued

| 公司名稱<br>Name of company                                 | 成立／註冊／<br>營業地點<br>Place of<br>incorporation/<br>registration/<br>operation | 已發行及繳足<br>股本／註冊資本<br>Issued and fully<br>paid share capital/<br>registered capital | 本公司所持已發行<br>股本面值／註冊資本之比率<br>Proportion of<br>nominal value of<br>issued capital/<br>registered capital<br>held by the Company |                       | 主要業務<br>Principal<br>activities |
|---|--|--|---|-----------------------|---------------------------------|
|   |  |  | 直接<br>Directly<br>%   | 間接<br>Indirectly<br>% |                                 |
| Keng Fong Canada<br>Enterprises Limited<br>建煌加拿大企業有限公司  | Hong Kong<br>香港  | HK\$10,000<br>10,000港元   | 100   | –                     | Investment<br>holding<br>投資控股   |
| Keng Fong China<br>Enterprises Limited<br>建煌中國企業有限公司    | Hong Kong<br>香港  | HK\$1,000,000<br>1,000,000港元   | 100   | –                     | Investment<br>holding<br>投資控股   |
| Keng Fong China<br>Industries Limited<br>建煌中國工業有限公司     | Hong Kong<br>香港  | HK\$2,450,000<br>2,450,000港元   | 100   | –                     | Inactive<br>不活躍                 |
| Keng Fong Capital<br>Limited<br>建煌融資有限公司                | Hong Kong<br>香港  | HK\$2<br>2港元   | 100   | –                     | Inactive<br>不活躍                 |
| Keng Fong Hotel<br>Limited<br>建煌酒店業務有限公司                | Hong Kong<br>香港  | HK\$1,400,000<br>1,400,000港元   | 100   | –                     | Inactive<br>不活躍                 |
| Luckford Enterprise<br>Limited<br>六福企業有限公司              | Hong Kong<br>香港  | HK\$10,000<br>10,000港元   | 100   | –                     | Property<br>development<br>物業發展 |
| Keng Fong Malaysia<br>Enterprises Limited<br>建煌馬來企業有限公司 | Hong Kong<br>香港  | HK\$100,000<br>100,000港元   | 100   | –                     | Investment<br>holding<br>投資控股   |
| Keng Fong Supermarket,<br>Limited<br>建煌超級市場有限公司         | Hong Kong<br>香港  | HK\$8,000,000<br>8,000,000港元   | 100   | –                     | Inactive<br>不活躍                 |
| Kingford Investment<br>Company, Limited<br>興發置業有限公司     | Hong Kong<br>香港  | HK\$1,000,000<br>1,000,000港元   | 100   | –                     | Inactive<br>不活躍                 |
| Nunivak Properties<br>Limited                           | Hong Kong<br>香港  | HK\$500,000<br>500,000港元   | –   | 100                   | Inactive<br>不活躍                 |



NOTES TO THE FINANCIAL STATEMENTS – continued  
FOR THE YEAR ENDED MARCH 31, 1997

34. PARTICULARS OF SUBSIDIARIES – continued

| 公司名稱<br>Name of company  | 成立/註冊/<br>營業地點<br>Place of<br>incorporation/<br>registration/<br>operation | 已發行及繳足<br>股本/註冊資本<br>Issued and fully<br>paid share capital/<br>registered capital | 本公司所持已發行<br>股本面值/註冊資本之比率<br>直接 間接<br>Proportion of<br>nominal value of<br>issued capital/<br>registered capital<br>held by the Company |            | 主要業務<br>Principal<br>activities                                  |
|--|--|--|--|------------|--|
|  |  |  | Directly   | Indirectly |  |
|  |  |  | %  | %          |  |
| Rasa Sayang Limited  | Hong Kong<br>香港  | HK\$10,000<br>10,000港元   | 100  | –          | Securities<br>investment<br>證券投資                                 |
| Siu Lam Construction<br>Co. Limited<br>小林建築有限公司                                    | Hong Kong<br>香港  | HK\$100,000<br>100,000港元   | 100  | –          | Inactive<br>不活躍  |
| Wai Kin Investment<br>Company, Limited<br>緯健中國工業有限公司                               | Hong Kong<br>香港  | HK\$600,000<br>600,000港元   | 100  | –          | Investment<br>holding<br>投資控股                                    |
| Wellgem Asia Limited<br>偉實亞洲有限公司   | Hong Kong<br>香港  | HK\$10,000<br>10,000港元   | 100  | –          | Property<br>development<br>物業發展                                  |
| Cangzhou Hengfeng<br>Investment and<br>Consultancy Co., Ltd.<br>滄州恒鋒投資諮詢發展<br>有限公司 | PRC<br>中國  | RMB1,000,000<br>人民幣1,000,000元  | –  | 60         | Management<br>consultancy<br>services<br>管理諮詢服務                  |
| Cangzhou Heng Tong<br>Petrochemical Co., Ltd.<br>滄州恒通石油化工有限公司                      | PRC<br>中國  | US\$194,300 (1)<br>194,300美元   | –  | 90         | Business not yet<br>commenced<br>未開始業務                           |
| Cangzhou Jinli<br>Building Material<br>Machinery Co., Ltd.<br>金利建材機械有限公司           | PRC<br>中國  | RMB4,820,000<br>人民幣4,820,000元  | –  | 52         | Manufacture of<br>building material<br>machinery<br>製造建築<br>材料機器 |
| Hebei Recovery<br>Pharmaceutical<br>Co., Ltd.<br>河北瑞康藥業有限公司                        | PRC<br>中國  | RMB5,500,000<br>人民幣5,500,000元  | –  | 60         | Manufacture of<br>pharmaceutical<br>products<br>製造藥業產品           |
| Heng Fung Capital, Inc.  | United States<br>of America<br>美國  | US\$105,000<br>105,000美元   | 100  | –          | Investment holding<br>投資控股                                       |

NOTES TO THE FINANCIAL STATEMENTS – continued  
FOR THE YEAR ENDED MARCH 31, 1997

34. PARTICULARS OF SUBSIDIARIES – continued

| 公司名稱<br>Name of company   | 成立/註冊/<br>營業地點<br>Place of<br>incorporation/<br>registration/<br>operation | 已發行及繳足<br>股本/註冊資本<br>Issued and fully<br>paid share capital/<br>registered capital | 本公司所持已發行<br>股本面值/註冊資本之比率<br>直接 間接<br>Proportion of<br>nominal value of<br>issued capital/<br>registered capital<br>held by the Company |            | 主要業務<br>Principal<br>activities                      |
|---|--|--|--|------------|--|
|   |  |  | Directly   | Indirectly |  |
|   |  |  | %  | %          |  |
| Keng Fong Foreign<br>Investment Co. Ltd.  | United States<br>of America<br>美國  | US\$250,000<br>250,000美元   | –  | 100        | Property<br>investment and<br>development<br>物業投資及發展 |
| Heng Fung Equities, Inc.  | United States<br>of America<br>美國  | US\$105,000<br>105,000美元   | –  | 100        | Securities<br>investment<br>證券投資                     |
| (1) As of the balance sheet date, no part of the capital has<br>been contributed.                                   |  |  | (1) 於結算日期，並無任何出<br>資。  |            |  |
| None of the subsidiaries had any loan capital outstanding at the<br>end of the year or at any time during the year. |  |  | 各附屬公司於年內並無任何尚未<br>償還之借貸資本。   |            |  |

35. PARTICULARS OF ASSOCIATED COMPANIES

Particulars of associated companies at March 31, 1997 are as  
follows:

| 公司名稱<br>Name of company                                  | 成立/<br>註冊/<br>營業地點<br>Place of<br>incorporation/<br>registration/<br>operation | 本公司所持已發行<br>股本面值之比率<br>直接 間接<br>Proportion of<br>nominal value of<br>issued capital held<br>by the Company |            | 主要業務<br>Principal activities |
|--|--|--|------------|------------------------------|
|  |  | Directly   | Indirectly |                              |
|  |  | %  | %          |                              |
| 379260 B.C. Ltd.   | Canada<br>加拿大  | –  | 50         | Property development<br>物業發展 |
| Ladner Pointe Development<br>(a joint venture)<br>(合資企業) | Canada<br>加拿大  | –  | 25         | Property development<br>物業發展 |
| Park Lane Mercantile Limited                             | Canada<br>加拿大  | –  | 35         | Property development<br>物業發展 |
| Sunshine Properties Limited                              | Canada<br>加拿大  | –  | 50         | Property development<br>物業發展 |

財務報表附註 – 續  
截至一九九七年三月三十一日止年度

34. 附屬公司詳情 – 續

| 公司名稱<br>Name of company                  | 成立/註冊/<br>營業地點<br>Place of<br>incorporation/<br>registration/<br>operation | 已發行及繳足<br>股本/註冊資本<br>Issued and fully<br>paid share capital/<br>registered capital | 本公司所持已發行<br>股本面值/註冊資本之比率<br>直接 間接<br>Proportion of<br>nominal value of<br>issued capital/<br>registered capital<br>held by the Company |            | 主要業務<br>Principal<br>activities                      |
|--|--|--|--|------------|--|
|  |  |  | Directly   | Indirectly |  |
|  |  |  | %  | %          |  |
| Keng Fong Foreign<br>Investment Co. Ltd. | United States<br>of America<br>美國  | US\$250,000<br>250,000美元   | –  | 100        | Property<br>investment and<br>development<br>物業投資及發展 |
| Heng Fung Equities, Inc.                 | United States<br>of America<br>美國  | US\$105,000<br>105,000美元   | –  | 100        | Securities<br>investment<br>證券投資                     |
| (1) 於結算日期，並無任何出<br>資。                    |  |  | (1) 於結算日期，並無任何出<br>資。  |            |  |
| 各附屬公司於年內並無任何尚未<br>償還之借貸資本。               |  |  | 各附屬公司於年內並無任何尚未<br>償還之借貸資本。   |            |  |

35. 聯營公司詳情

於一九九七年三月三十一日之聯  
營公司詳情如下：

| 公司名稱<br>Name of company                                  | 成立/<br>註冊/<br>營業地點<br>Place of<br>incorporation/<br>registration/<br>operation | 本公司所持已發行<br>股本面值之比率<br>直接 間接<br>Proportion of<br>nominal value of<br>issued capital held<br>by the Company |            | 主要業務<br>Principal activities |
|--|--|--|------------|------------------------------|
|  |  | Directly   | Indirectly |                              |
|  |  | %  | %          |                              |
| 379260 B.C. Ltd.   | Canada<br>加拿大  | –  | 50         | Property development<br>物業發展 |
| Ladner Pointe Development<br>(a joint venture)<br>(合資企業) | Canada<br>加拿大  | –  | 25         | Property development<br>物業發展 |
| Park Lane Mercantile Limited                             | Canada<br>加拿大  | –  | 35         | Property development<br>物業發展 |
| Sunshine Properties Limited                              | Canada<br>加拿大  | –  | 50         | Property development<br>物業發展 |

NOTES TO THE FINANCIAL STATEMENTS – continued  
FOR THE YEAR ENDED MARCH 31, 1997

財務報表附註 – 續  
截至一九九七年三月三十一日止年度

35. PARTICULARS OF ASSOCIATED COMPANIES – continued

35. 聯營公司詳情 – 續

| 公司名稱<br>Name of company                                       | 成立／<br>註冊<br>營業地點<br>Place of<br>incorporation/<br>registration/<br>operation | 本公司所持已發行<br>股本面值之比率   |                       | 主要業務<br>Principal activities |
|---|---|---|-----------------------|------------------------------|
|   |   | 直接<br>Proportion of<br>nominal value of<br>issued capital held<br>by the Company<br>Directly<br>% | 間接<br>Indirectly<br>% |                              |
| Gold Base Finance Company<br>Limited<br>金基財務有限公司              | Hong Kong<br>香港   | –   | 45                    | Inactive<br>不活躍              |
| Hong Kong Hou Wang<br>Investment Limited<br>香港猴王投資有限公司        | Hong Kong<br>香港   | –   | 40                    | Inactive<br>不活躍              |
| Power Machines Company<br>Limited<br>力大機械有限公司                 | Hong Kong<br>香港   | –   | 40                    | Inactive<br>不活躍              |
| Tanjung Pasir Puteh<br>Realty Sdn. Bhd.                       | Malaysia<br>馬來西亞  | –   | 40                    | Property development<br>物業發展 |
| Yichang Keng Fong<br>Investment Company Limited<br>宜昌建煌投資有限公司 | PRC<br>中國   | 25  | –                     | Investment holding<br>投資控股   |

36. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform with the current year's presentation.

36. 比較數字

若干比較數字經已重新分類，以符合本年度之呈報方式。

FINANCIAL SUMMARY

財務資料概要

|  |                  | 截至三月三十一日止年度<br>For the year ended March 31, |                         |                         |                         |                         |
|--|------------------|---|-------------------------|-------------------------|-------------------------|-------------------------|
|  |                  | 1997<br>HK\$'000<br>千港元                     | 1996<br>HK\$'000<br>千港元 | 1995<br>HK\$'000<br>千港元 | 1994<br>HK\$'000<br>千港元 | 1993<br>HK\$'000<br>千港元 |
| <b>RESULTS</b>                                       | <b>業績</b>        |   |                         |                         |                         |                         |
| Turnover   | 營業額              | 28,155                                      | 13,397                  | 11,066                  | 2,859                   | 3,285                   |
| Operating loss                                       | 經營虧損             |   |                         |                         |                         |                         |
| Continuing operations                                | 未計特殊項目之          |   |                         |                         |                         |                         |
| before exceptional items                             | 持續營運             | (16,102)                                    | (7,777)                 | (3,846)                 | (6,492)                 | (5,363)                 |
| Exceptional items                                    | 特殊項目             | 49  | (4,228)                 | (3,349)                 | (67)                    | 1,728                   |
|  |                  | (16,053)                                    | (12,005)                | (7,195)                 | (6,559)                 | (3,635)                 |
| Share of (losses) profits of<br>associated companies | 應佔聯營公司<br>(虧損)溢利 | 1,761                                       | (691)                   | (271)                   | (782)                   | 274                     |
| Loss from ordinary activities<br>before taxation     | 日常業務除稅前之<br>虧損   | (14,292)                                    | (12,696)                | (7,466)                 | (7,341)                 | (3,361)                 |
| Taxation credit (charge)                             | 計入(扣除)稅項         | (208)                                       | 848                     | (2,050)                 | (71)                    | (314)                   |
| Loss before minority<br>interests                    | 扣除少數股東權益<br>之虧損  | (14,500)                                    | (11,848)                | (9,516)                 | (7,412)                 | (3,675)                 |
| Minority interests                                   | 少數股東權益           | 971   | 854                     | (1,384)                 | 10                      | –                       |
| Loss for the year                                    | 本年度虧損            | (13,529)                                    | (10,994)                | (10,900)                | (7,402)                 | (3,675)                 |
|  |                  | <b>Cents</b>                                | <b>Cents</b>            | <b>Cents</b>            | <b>Cents</b>            | <b>Cents</b>            |
|  |                  | <b>仙</b>                                    | <b>仙</b>                | <b>仙</b>                | <b>仙</b>                | <b>仙</b>                |
| Loss per share*                                      | 每股虧損*            | (3.37)                                      | (3.98)                  | (4.48)                  | (3.80)                  | (2.10)                  |
|  |                  | 於三月三十一日<br>As at March 31,                  |                         |                         |                         |                         |
|  |                  | 1997<br>HK\$'000<br>千港元                     | 1996<br>HK\$'000<br>千港元 | 1995<br>HK\$'000<br>千港元 | 1994<br>HK\$'000<br>千港元 | 1993<br>HK\$'000<br>千港元 |
| <b>ASSETS AND LIABILITIES</b>                        | <b>資產及負債</b>     |   |                         |                         |                         |                         |
| Total assets   | 總資產              | 212,837                                     | 157,555                 | 92,147                  | 69,891                  | 60,389                  |
| Total liabilities                                    | 總負債              | (76,672)                                    | (52,320)                | (26,068)                | (13,716)                | (14,152)                |
| Minority interests                                   | 少數股東權益           | (2,639)                                     | (12,222)                | (10,943)                | (346)                   | –                       |
| Shareholders' funds                                  | 股東資金             | 133,526                                     | 93,013                  | 55,136                  | 55,829                  | 46,237                  |

\* Adjusted for the rights issue of shares in November 1993

\* 已對一九九三年十一月供股作出調整。

PARTICULARS OF MAJOR PROPERTIES  
AT MARCH 31, 1997

地點  
Location

INVESTMENT PROPERTIES 投資物業

20/F., and car parking spaces  
Nos. 10 and 11 on 3/F., SUP Tower  
No. 4 Mercury Street  
and Nos. 75-83  
King's Road, North Point  
Hong Kong  
香港北角英皇道75-83號  
聯合出版大廈20字樓與  
3樓10號及11號之車位

Northeast Corner of  
Tustin Avenue and Katella Avenue  
Orange City, Orange County  
California, U.S.A.

LAND AND BUILDINGS 土地及樓宇

Apt 671-180-012-013-014-015-016-017-018  
in Riverside County  
California, U.S.A.  
(Site area: 67.5 acres)  
(地盤面積67.5畝)

Lot No. 1210 and 1211  
Demarcation district No. 316  
New Territories, Hong Kong  
香港新界丈量約份316號  
地段1210號及1211號

主要物業概要  
於一九九七年三月三十一日

實質擁有權  
Effective % held

類別  
Type

租約  
Lease

|     |                        |                    |
|-----|------------------------|--------------------|
| 100 | Office premises<br>辦公室 | Long lease<br>長期租約 |
| 100 | Shopping mall<br>購物商場  | Freehold<br>永久業權   |
| 100 | Vacant land<br>空地      | Freehold<br>永久業權   |
| 50  | Vacant land<br>空地      | Long lease<br>長期租約 |

PARTICULARS OF MAJOR PROPERTIES - continued

主要物業概要 - 續

地點  
Location

平方米  
Square metre

實質擁有權  
Effective % held

類別  
Type

租約  
Lease

PROPERTIES HELD FOR SALE 待出售物業

Car parking spaces Nos. 22 to 24 on  
lower G/F., Inverness Villa  
No. 22 Inverness Road  
Kowloon, Hong Kong  
香港九龍延文禮士道22號地下  
車位22號至24號

PROPERTIES UNDER DEVELOPMENT FOR SALE 待售發展中物業

Nos. 28 and 30 Kai Tak Road  
Kowloon City  
Kowloon, Hong Kong  
香港九龍九龍城啟德道28及30號

Nos. 16-20, Baker Street  
Hung Hom  
Hong Kong  
香港紅磡必嘉街16號至20號

