



XPRESS
Group
特 速 集 團

Travel

Hotel

Credit Card

Annual Report 2007 年報

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Corporate Information

BOARD OF DIRECTORS

Chan Heng Fai (*Managing Chairman*)
Chan Tong Wan (*Managing Director*)
Chan Tung Moe (*Chief Executive Officer*)
Chan Yoke Keow
Chan Sook Jin, Mary-ann
Fong Kwok Jen
Wong Dor Luk, Peter
Da Roza Joao Paulo
Chian Yat Ping

AUDIT COMMITTEE

Wong Dor Luk, Peter
Da Roza Joao Paulo
Chian Yat Ping

JOINT COMPANY SECRETARIES

Chan Suk King, Zoe
Yuen Ping Man

QUALIFIED ACCOUNTANT

Wong Shui Yeung

AUDITORS

Grant Thornton
Certified Public Accountants

SOLICITORS

Herbert Smith

PRINCIPAL BANKERS

American Express Bank Limited
Hang Seng Bank Limited

SHARE REGISTRARS

Friendly Registrars Limited
26/Floor, Tesbury Centre
28 Queen's Road East
Hong Kong

REGISTERED OFFICE

5th Floor
Island Place Tower
510 King's Road
North Point, Hong Kong

WEBSITE

www.xpressgroup.com

STOCK CODE

Stock Exchange : 185
Bloomberg : 185 HK
Reuters : 0185.HK

公司資料

董事會

陳恒輝 (執行主席)
陳統運 (董事總經理)
陳統武 (行政總裁)
陳玉嬌
陳淑貞
鄭國禎
王多祿
Da Roza Joao Paulo
錢一平

審核委員會

王多祿
Da Roza Joao Paulo
錢一平

聯席公司秘書

陳淑琮
源秉民

合資格會計師

黃瑞洋

核數師

均富會計師行
執業會計師

律師

史密夫律師行

主要往來銀行

美國運通銀行
恒生銀行有限公司

股份過戶登記處

準誠證券登記有限公司
香港
皇后大道東28號
金鐘匯中心26樓

註冊辦事處

香港北角
英皇道510號
港運大廈
5樓

網址

www.xpressgroup.com

股份代號

聯交所 : 185
彭博資訊 : 185 HK
路透社 : 0185.HK

Chairman's Statement

Dear Shareholders,

We are pleased to report that the Xpress Group has delivered an impressive set of results for the year ended 31 March 2007.

The Company has changed its English and Chinese name from "China Credit Holdings Limited 中國信貸集團有限公司", to "Xpress Group Limited 特速集團有限公司". This coincides with the Group's core focus in travel and hospitality businesses and our vision of becoming a leading travel and hospitality service provider serving global communities.

FINANCIAL PERFORMANCE

The Group achieved historic highs in turnover of HK\$689 million, representing an increase of HK\$244 million or 55% from the corresponding period last year. Net profit amounted to HK\$40.1 million, compared to HK\$53.1 million for 2006. Earnings per share amounted to HK 2.35 cents (2006: HK 3.27 cents).

BUSINESS REVIEW

Travel Division

The travel division operates through a number of subsidiaries including:

- Anglo-French Travel Pte Ltd ("Anglo-French"), a Singapore company which focuses on corporate travel for small and medium enterprises, government statutory boards, MNCs and global companies' leisure travel. These include land packages and tours, "MICE" (Meetings - Incentives - Conventions - Exhibitions) and wholesale agent airline ticketing businesses. Anglo-French ranked number 11 amongst 209 Billing and Settlement Plan Agents in Singapore (source: IATA). This ranking includes corporate ticketing, leisure, "MICE" and wholesale agents. During the year, Anglo-French contributed HK\$481 million to the Group's turnover.
- Nihon Kotsu Travel Service Co. Ltd. ("Nikko"), a Japan company 100% acquired in June 2006, was established and granted a first class travel agent license in 1962. Since then, Nikko has developed and extended its businesses including corporate travel and both domestic and overseas leisure travel. Nikko's package tour is operated under the brand name "Try Tour" which is widely recognized as a wholesale market leader for packages to Hong Kong, Okinawa and Korea.

In 2003, Nikko was incorporated as a 100% subsidiary of Nihon Kotsu Co. Ltd. and started trading as Nikko Travel Service Co. Ltd. It is now responsible for all travel related businesses formerly undertaken by Nihon Kotsu Co. Ltd. and has offices in Tokyo and Osaka.

主席報告

各位股東：

本人欣然匯報，截至二零零七年三月三十一日止年度，特速集團取得驕人之業績。

本公司已將其英文及中文名稱由「China Credit Holdings Limited 中國信貸集團有限公司」更改為「Xpress Group Limited 特速集團有限公司」。更改公司名稱與本集團重點關注旅遊及款待業務，並以成為一間為全球民眾提供旅遊及款待業務之領先企業為目標之策略相符一致。

財務表現

本集團營業額創下歷史新高，達689,000,000港元，較去年同期增加244,000,000港元或55%。淨溢利為40,100,000港元，而於二零零六年則為53,100,000港元。每股盈利為2.35港仙（二零零六年：每股3.27港仙）。

業務回顧

旅遊分部

旅遊分部透過多間附屬公司經營，包括：

- Anglo-French Travel Pte Ltd (「Anglo-French」)，其為一間新加坡公司，專注於中小型企業、政府法定機構、跨國企業及國際公司之公司消閒旅遊。旅遊代理業務包括旅遊套票及旅行團；會議展覽及獎勵旅遊（「MICE」）（Meetings - Incentives - Conventions - Exhibitions）以及經銷機票業務。Anglo-French於新加坡209家票務及結算代理中排名第11位（資料來源：IATA），有關排名包括公司票務、消閒、「MICE」及經銷代理。年內，Anglo-French分別為本集團帶來營業額481,000,000港元。
- Nihon Kotsu Travel Service Co. Ltd. (「Nikko」)，其為一間於二零零六年六月獲本集團收購百分百擁有權的日本公司。Nikko乃於一九六二年成立及獲批授一級旅遊代理牌照。自成立至今，Nikko一直銳意發展及擴充其業務至包括企業旅遊和本地及海外消閒旅遊。Nikko乃以「Try Tour」之品牌名稱經營其旅行團業務，而「Try Tour」被公認為香港、沖繩及韓國旅行團之經銷市場翹楚。

於二零零三年，Nikko註冊成立為Nihon Kotsu Co. Ltd.之全資附屬公司，並開始以Nikko Travel Service Co. Ltd.之名義營運。其現時負責過往由Nihon Kotsu Co. Ltd.進行之所有旅遊相關業務，並於東京及大阪設有辦事處。

Chairman's Statement

- Makino Air Travel Service Ltd ("Makino"), a Japan company 52% acquired in March 2007, is a well established travel agency in Sapporo City, Hokkaido, Japan founded in 1961. It has over 700 corporate clients from the private sector to official bodies including government offices in Hokkaido. In addition to corporate clients service, its major leisure product is FIT golf package under product brand name 'M-GOLF' which is well known at Hokkaido. Makino holds IATA and 1st category license in Hokkaido.

Hotels and Hospitality Division

The hotel and hospitality division operates through a number of subsidiaries including:

- Sapporo Holdings Co. Ltd. ("Sapporo"), a Japan company 100% acquired in July 2006, was established on 8 March 2004 for the purpose of operating investments, inns and hotels. Its principal asset is a hotel known as Hamilton Hotel located in Chuo Ward, Sapporo City, Japan.

Hamilton Hotel is an eight-storey building erected over a one-level basement. It comprises a total of 103 guestrooms of various types including a Japanese room, a meeting room, a haircut saloon, a Japanese restaurant and esthetic saloon. The total gross floor area of Hamilton Hotel is approximately 3,209 square meters.

- After the year end date, the Group further expand its hotel portfolio by acquiring two hotel holdings companies, Aizuya Co. Ltd ("Aizuya") and Hotel Plaza Miyazaki Co. Ltd. ("Hotel Plaza Miyazaki")

Hotel Plaza Miyazaki is located at Southern side of Japan Kyushu Island, Miyazaki City is the second largest city on Kyushu Island. It is one of the well-known hotels situated at the center of city, 10 minutes from Miyazaki Station along Oyodogawa riverside. The hotel has 164 rooms provides full service including 15 different size banquet rooms, 4 meeting rooms, a river view sky restaurant/lounge, 2 Japanese restaurants, 1 karaoke room, 1 bar and 1 lobby lounge. In addition, the hotel has a natural hot spring spa facility with in and out door hot spring bath, sauna and massage service open to staying guest and day use visitor.

Aizuya is a traditional Japanese hot spring inn located at Nasu, Tochigi prefecture, a famous mountain resort area which is approximately 2 hours drive from Tokyo downtown. It has total 22 rooms including 2 rooms with hot spring open bath. It can accommodate total over 60 guests at one time. Facilities include 2 large hot spring baths, 2 private hot spring open baths for staying guest exclusive use at charter base, 2 massage rooms serve female clients only, 1 restaurant server dinner & breakfast and 1 souvenir shop including Aizuya private label item such as Sake, Soba (Japanese noodle) etc.

主席報告

- Makino Air Travel Service Ltd (「Makino」)，其為一間於二零零七年三月獲本集團收購52%擁有權的日本公司。Makino乃於一九六一年在日本北海道札幌市創立，為著名旅遊代理。Makino擁有逾700名公司客戶，當中涵蓋私人市場以至包括北海道各政府辦事處在內之官方機構。除公司客戶服務外，Makino之主要休閒旅遊業務為「M-GOLF」品牌旗下之FIT高爾夫球旅行團，該旅行團於北海道享負盛名。Makino於北海道持有IATA及一級牌照。

酒店及款待分部

酒店及款待分部透過多間附屬公司經營，包括：

- Sapporo Holdings Co. Ltd. (「Sapporo」)，其為一間於二零零六年七月獲本集團收購百分百擁有權的日本公司。Sapporo於二零零四年三月八日成立，以從事投資、旅館及酒店業務。Sapporo之主要資產為位於日本札幌市中央區之Hamilton Hotel。

Hamilton Hotel樓高八層，並設有一層地庫，各類客房合共103間，包括一間日本廳、一間會議廳、一間理髮店、一間日本料理餐廳及美容院。Hamilton Hotel之總樓面面積約為3,209平方米。

- 於年結日後，本集團藉收購兩間酒店控股公司Aizuya Co. Ltd (「Aizuya」)及Hotel Plaza Miyazaki Co. Ltd. (「Hotel Plaza Miyazaki」)進一步拓展其酒店組合。

Hotel Plaza Miyazaki位於日本九州島南部，而宮崎市為九州島之第二大城市。該酒店位處大濑川畔，為市中心內著名酒店之一，與宮崎僅距10分鐘途程。酒店設有164間房間，提供全方位服務，包括15間不同大小之宴會廳、4間會議廳、一間河畔景觀露天餐廳／酒廊、2間日本料理餐廳、1間卡拉OK房、1間酒吧及1個酒店大堂。此外，該酒店設有天然溫泉水療設施，提供室內及室外溫泉浸浴、桑拿及按摩服務予住客及經常遊客。

Aizuya為一間傳統日式溫泉旅館，位於木縣那須市。該區為著名山區渡假熱點，距離東京市中心約兩小時車程。該旅館共有22間房間，包括2間設有開放式溫泉浸浴之房間。Aizuya可同時容納合共超過60名住客，其設施包括2個大型溫泉浴場、2個僅供住客租用之開放式私人溫泉浴場、2間僅供女賓使用之按摩室、1間提供晚餐及早餐之餐廳及1間售賣包括Aizuya私家商標如Sake、Soba(日本麵)等禮品之紀念品店。

Chairman's Statement

Credit Card Division

The credit card business of the Group is operated through Xpress Finance Limited ("Xpress Finance"). The economy was robust in the past one year, coupled with steady employment and consumer spending propelled the business environment to improve. As a result, the credit card holders tend to repay the outstanding retail spending and the Credit Card business recorded a turnover of approximately HK\$7.8 million, representing a mild increase of 1.3% from 2006.

As of October 2006, the name of Online Credit Card Limited has been changed to Xpress Finance Limited to better represent our consumer finance business and the Group's direction. During the year, Xpress Finance rolled out a series of marketing initiatives and launched its i Xpress MasterCard (www.ixpresscard.com), the first fully customisable MasterCard in the Asia Pacific region. This new and innovative credit card allows customers to design the whole card face and select their preferred interest/cash rebate combination. Xpress Finance received "The Most Innovative Online Program Launch in 2006" award from MasterCard Worldwide in recognition of the success of the i Xpress program. By using the customized card platform, Xpress Finance issues the first customized MasterCard gift card in Hong Kong - i Xpress Gift Card.

On the sales and marketing frontier, we continue to run proven programs such as product installment and cash installment plans, merchant joint promotions, and bonus point promotions, cash rebate incentives and various other initiatives that stimulate consumer spending.

SINGXPRESS LTD

As at 31 March 2007, the Group held 45.68% of SingXpress Ltd (formerly known as Futuristic Group Ltd.) ("SingXpress"), a Singapore listed associate of the Group.

On June 2006, SingXpress entered into an agreement to sell its entire direct and indirect shareholding in the companies which conduct all its store fixtures and interior fit-out business, all the assets, rights and liabilities owed by SingXpress used in the conduct of the future store business for a consideration of US\$1.25 million. Following that, SingXpress has developed its new travel businesses and intends to leverage on the Group's expertise, to develop consumer finance and spending products such as credit cards and loyalty cards.

RSI INTERNATIONAL SYSTEMS INC.

The Group holds approximately 19% in RSI International Systems Inc. ("RSI"), a dynamic public company head-quartered in North Vancouver, British Columbia. RSI has been providing computerized property management and reservation systems to the hotel & resort industry since 1978. Today, satisfied customers across North America and Europe are using its proven web-based software solutions for virtually every type of property and accommodation management application including real-time online reservations capability.

主席報告

信用卡分部

本集團透過匯誠財務有限公司(「匯誠財務」)經營其信用卡業務。過去一年經濟蓬勃，加上就業率及消費指數趨向穩定，均促使營商環境獲得改善。因此，信用卡持有人趨向償還結欠之零售消費款項，令信用卡業務錄得營業額約7,800,000港元，較二零零六年輕微上升1.3%。

於二零零六年十月，聯網信用卡有限公司易名為匯誠財務有限公司，以更清晰地代表集團的消費信貸業務及集團方向。年內，匯誠財務展開一系列市場推廣活動，並推出亞太區首張可以全面度身訂造的萬事達卡 - i Xpress MasterCard (www.ixpresscard.com)。此嶄新及創新的信用卡可讓客戶自行設計整張卡面及自行挑選其喜愛的利息/現金回贈組合。匯誠財務獲MasterCard Worldwide頒發「The Most Innovative Online Program Launch in 2006」獎項，肯定了i Xpress計劃之成功。憑藉個人化信用卡平台，匯誠財務於香港發行首張個人化萬事達卡禮品卡 - i Xpress心意卡。

在銷售及市場推廣方面，本集團繼續推行大有可為之計劃，例如產品分期及現金分期計劃、商戶合作宣傳及積分計劃、現金回贈獎賞及形形色式可刺激消費之創意計劃。

SINGXPRESS LTD

於二零零七年三月三十一日，本集團持有SingXpress Ltd (前稱Futuristic Group Ltd.) (「SingXpress」)之45.68%權益，該公司為本集團之新加坡上市聯營公司。

於二零零六年六月，SingXpress訂立一項協議，以出售其於從事店舖傢具及室內裝修業務之公司之全部直接或間接持股權，以及其所擁有日後用於店舖業務之所有資產、權利及負債，所涉及之代價為1,250,000美元。此後，SingXpress已發展其嶄新旅遊業務，並擬善用本集團之專業知識發展信用卡及獎勵卡等消費信貸及消費產品。

RSI INTERNATIONAL SYSTEMS INC.

本集團持有RSI International Systems Inc. (「RSI」)約19%權益，其為一間總部設於英屬哥倫比亞省溫哥華北部之積極進取公眾公司。自一九七八年起，該公司一直為酒店業提供電腦化物業管理及訂房系統服務。今日，對服務感到滿意之北美及歐洲客戶就各類物業及住宿管理應用均選用該公司之成功網絡軟件解決方案，包括實際時間網絡訂房功能。

Chairman's Statement

The Group is working with RSI to take advantage of its hotel industry and information technology expertise to complement our travel and hotel related businesses.

NOVENA HOLDINGS LIMITED

The Group holds approximately 16% in Novena Holdings Limited ("Novena"), a Singapore based listed company that is known as a consumer lifestyle player in furniture and beauty products. Its range of furniture, marketed under the brands Novena, Modern Living, The White Collection, Natural Living, Castilla Design, Castilla Modern, Castilla Premium, Art of Living and Living Lifestyle, caters to the needs of different consumer lifestyles. Novena's comprehensive range of beauty products and services, typically beauty and personal care items, are marketed under the household name of Beaute Spring. Over the years, Novena has received numerous awards in recognition of their superior business operations. These include the prestigious Superbrands Award which recognizes some of the world's greatest brands and the Singapore Promising Brand Award which recognizes SMEs which have shown outstanding performance in brand communication. Novena strives to continuously upgrade its production and merchandising values in order to provide the best retail experience, products and services.

SKYWEST LIMITED

During the year, the Group disposed of its entire stake in Skywest, by accepting an off market offer from Advent Air Limited ("Advent") for all the fully paid ordinary shares in Skywest. The disposal was completed in August 2006.

PROPERTY INVESTMENT

During the year, the Group's acquired HK\$93.4 million property investments in Singapore and Japan. Property investments have performed well, with higher rents and increases in fair-valuation changes of HK\$78.4 million.

OUTLOOK

We will continue our business strategy of focusing on the travel, leisure and hospitality businesses as well as our consumer finance and the credit card business. The Board and management will continue to focus on the strategic development of the Group through strategic partners and alliances, the development of our own brand names to achieve international recognition and achieving economies of scale for our existing businesses.

The market outlook is expected to be strong in the year ahead. Despite a competitive environment, the growth in consumer spending and borrowing, lower unemployment rates and changes in lifestyle will create an opportunity of growth for our leisure and hospitality businesses and a demand for consumer loans.

主席報告

本集團正與RSI合作，借助RSI於酒店業及資訊科技專業知識，務求補足集團之旅遊及酒店相關業務。

羅敏娜控股有限公司

本集團持有羅敏娜控股有限公司（「羅敏娜控股」）約16%權益。羅敏娜控股為一間以新加坡為基地之上市公司，以傢具及美容產品馳名之消費生活時尚公司。其傢具系列以 Novena、Modern Living、The White Collection、Natural Living、Castilla Design、Castilla Modern、Castilla Premium、Art of Living及Living Lifestyle品牌銷售，迎合不同顧客生活要求。羅敏娜控股全面美容產品及服務系列以Beaute Spring著名品牌銷售，一般包括美容及個人護理產品。多年來，羅敏娜控股榮獲多項殊榮，足以肯定其卓越業務經營，其中包括嘉許全球部分最佳品牌的著名 Superbrands Award（超級品牌大獎）以及表揚於品牌宣傳方面有出色表現之中小企的 Singapore Promising Brand Award（新加坡卓越大獎）。羅敏娜控股致力繼續提升其生產及商品價值，務求提供最佳零售經驗、產品及服務。

SKYWEST LIMITED

年內，本集團藉著接納 Advent Air Limited（「Advent」）就Skywest全部繳足股款普通股提出之市場外收購建議，出售其於Skywest之全部股權。是項出售已於二零零六年八月完成。

物業投資

年內，本集團於新加坡及日本購入93,400,000港元之物業投資。物業投資表現理想，租金有所上升且公平值變動增加78,400,000港元。

展望

本集團將貫徹奉行其業務策略，專注於旅遊、消閒和款待業務以及本集團之消費信貸及信用卡業務。董事會及管理層將繼續專注於透過策略夥伴及聯盟而進行集團之策略發展、拓展本身之品牌名稱以爭取國際知名度，以及就旗下之現有業務達到經濟規模效益。

展望來年，市場前景依然強勁。儘管市場競爭激烈，惟消費及借貸增長、失業率放緩，加上生活品味改變，將可造就集團消閒及款待業務之增長契機，並令消費者貸款之需求更為殷切。

Chairman's Statement

The Group will continue in its direction to diversify its business risk through the expansion and development of its existing businesses in corporate finance, consumer finance, credit cards, and travel related activity outside of Hong Kong with a strong focus on Singapore, the PRC and Japan. The Group seeks to create synergies in the activities and businesses it currently has and will undertake in future. The Group's cash position remains healthy which, together with the continued growth of our core businesses and prudent investment strategies, makes us highly competitive. We strive to take advantage of new opportunities and develop new strengths and strategies to thrive in a different world.

Japan Xpress Ltd, in addition to Nikko and Makino's existing businesses, intends to open travel stores nationwide in Tokyo, Osaka and other cities in the next 12 to 24 months. Nikko also plans to be the leading operator in outbound tour groups to Hong Kong, the PRC and Singapore in addition to its Korean destinations.

In line with our hotel and hospitality business development, the Xpress Hotels and Resorts division intends to aggressively acquire hotel properties in Japan and develop links between their businesses and our consumer finance and consumer loyalty programs.

We have entered into a letter of confirmation with a security house in Japan to study the feasibility of applying for a secondary listing of and a quotation for its shares on the Tokyo Stock Exchange and looking forward to increase the name awareness of the Group and the shareholder value.

Xpress Finance will continue to design tailor made card acquisition programs, spending and retention programs to increase card base and card usage. The unique features of i Xpress card customization have been widely accepted by the customers, we will continue capture new market segments and its distribution network by issuing affinity/co-branded credit card using this customization platform. To satisfy different demands in the consumer finance market, we also plan to extend its credit services to personal loans to attract quality customers by launching purpose loans program, such as travel loans. The Group will also pursue a regional expansion of its credit card and other consumer lending services.

主席報告

本集團將繼續貫徹其業務方針，透過集中於新加坡、中國及日本等香港以外地區，擴充及發展企業融資、消費信貸、信用卡及旅遊相關活動等現有業務，以分散其業務風險。本集團設法於目前現有及日後承辦之營商活動及業務中締造協同效益。本集團之現金狀況維持穩健，輔以集團核心業務持續增長及推行審慎投資策略，令集團競爭力有所提高。本集團積極善用各項新機會，並致力拓展嶄新優勢及策略，務求在不同環境下茁壯成長。

除Nikko及Makino之現有業務外，Japan Xpress Ltd有意於未來十二至二十四個月內積極在東京、大阪及其他城市開設遍佈全日本之旅行社。除以韓國為目的地外，Nikko亦計劃開辦前往香港、中國及新加坡之外地團，務求成為承辦此等外地團之首屈一指營辦商。

為配合本集團旗下酒店及款待業務之發展，Xpress Hotels及Resorts分部擬積極收購日本之酒店物業，並大力拓展其業務與本集團消費信貸及消費獎賞計劃之間的聯繫。

本集團已與一家日本證券行訂立確認書，以研究申請其股份在東京證券交易所作第二上市及報價之可行性，並冀望提升集團知名度及股東價值。

匯誠財務將繼續透過設計特定之收購信用卡發行計劃，以及鼓勵消費及維繫客戶關係計劃提升信用卡客戶基礎及信用卡使用量。i Xpress卡個人化之特點已廣為客戶接受，集團將繼續運用此個人化平台發行聯屬／聯營信用卡，以爭取新市場及其發行網絡。為切合消費信貸市場之不同需求，本集團亦計劃拓展其信貸服務至個人貸款，藉推出如旅遊貸款等特定貸款計劃吸納優質客戶。本集團亦將就其信用卡及其他消費放款服務尋求區域性拓展。

Chairman's Statement

APPRECIATION

The record performance for the past year would not be possible without the excellent teamwork, passion and dedication of our staff worldwide. The Board therefore wishes to extend its appreciation to the team for their achievements and looks forward to their continued commitment.

It is also my pleasure to thank all my fellow Board members for the wisdom and guidance rendered so unstintingly throughout a challenging year.

Yours sincerely,
For and on behalf of the Board
CHAN HENG FAI
Managing Chairman

Hong Kong, 26 July 2007

主席報告

致謝

過去一年，本集團創下佳績，集團全球員工之優秀團隊工作、專心致志及不遺餘力，實在功不可沒。因此，董事會謹對團隊作出之貢獻致以衷心謝意，並冀望彼等繼續努力，再展新猷。

本人亦謹此衷心感謝董事會各成員在充滿挑戰之一年內作出之英明指導。

代表董事會
執行主席
陳恒輝
謹啟

香港，二零零七年七月二十六日

Management Discussion and Analysis

管理層討論與分析

FINANCIAL REVIEW

The Group recorded a turnover generated from continuing operation of approximately HK\$689 million for the year ended 31 March 2007, representing an increase of approximately 54.9% as compared to the year ended 31 March 2006. The increase in turnover was mainly due to the acquisition of Nihon Kotsu Travel Service Co. Ltd. ("Nikko") and Sapporo Holdings Co. Ltd ("Sapporo") in June 2006 and July 2006 respectively which contributed HK\$157 million to the Group's turnover. The profit attributable to shareholders for the year ended 31 March 2007 was approximately HK\$40.1 million as compared to the HK\$53.1 million in 2006.

The earnings per share for the year was HK2.35 cents when compared with HK3.27 cents in last year.

LIQUIDITY AND CAPITAL RESOURCES

During the period under review, the Company raised approximately HK\$19.2 million from the exercise of warrants resulting in the issue of approximately 122.3 million shares. Bank balance and cash amounted to approximately HK\$191.6 million (3.31.2006: HK\$372.8 million).

As at 31 March 2007, the Group's current ratio was 3.47 (3.31.2006: 6.8) and had a gearing ratio of 4.1%, defined as the ratio of total borrowings less cash balances to total assets when compare with the net cash of approximately HK\$260.3 million in 2006.

MATERIAL ACQUISITIONS AND DISPOSAL FOR MATERIAL INVESTMENTS

(a) Acquisition of properties

During the year, the Group entered into a sale and purchase agreement to purchase a residential property located in Singapore at a consideration of approximately S\$3.75 million.

(b) Disposal of investment in Skywest

During the year, the Group sold its entire stake in Skywest Limited ("Skywest"). It made an offer to Advent Air Limited ("Advent"), a UK listed company which indirectly holds approximately 60.34% of Skywest's total issued shares, to sell its shares in Skywest. Advent then announced that it intended, through its wholly owned subsidiary, to make an off-market offer for all the fully paid ordinary shares in Skywest. The Group accepted the offer and disposal was completed in August 2006.

(c) Acquisition of a travel service company

During the year, the Group entered into a sale and purchase agreement for the acquisition of the entire equity interest in Nihon Kotsu Travel Services Co., Ltd., a travel service company operating in Japan, at a consideration of Japanese Yen 135 million.

財務回顧

本集團就截至二零零七年三月三十一日止年度錄得來自持續經營業務之營業額約689,000,000港元，較截至二零零六年三月三十一日止年度增加約54.9%，主要因二零零六年六月及二零零六年七月分別收購Nihon Kotsu Travel Service Co. Ltd. (「Nikko」)及Sapporo Holdings Co. Ltd (「Sapporo」)，為本集團營業額帶來157,000,000港元貢獻帶動。截至二零零七年三月三十一日止年度之股東應佔溢利約為40,100,000港元，而二零零六年則為53,100,000港元。

本年度之每股基本盈利為2.35港仙，而去年則為每股3.27港仙。

流動資金及資金來源

回顧期內，本公司透過認股權證獲得集資約19,200,000港元，因而發行約122,300,000股股份。銀行結存及現金約191,600,000港元(二零零六年三月三十一日：372,800,000港元)。

於二零零七年三月三十一日，本集團之流動比率為3.47(二零零六年三月三十一日：6.8)，並有資本負債比率4.1%(按總借貸減現金結餘除以總資產之比率)，而二零零六年則為現金淨額約260,300,000港元。

有關重大投資之重大收購及出售

(a) 收購物業

年內，本集團訂立一項買賣協議，以購入一項位於新加坡之住宅物業，所涉及的代價約為3,750,000新加坡元。

(b) 出售於Skywest之投資

年內，本集團出售其於Skywest Limited (「Skywest」)之全部股權。本集團已向Advent Air Limited (「Advent」)提出要約，以出售其於Skywest之股份，而Advent乃一間英國上市公司，間接持有Skywest已發行股份總數約60.34%。Advent隨後宣佈其擬透過其全資附屬公司，就Skywest所有繳足股款之普通股提出場外收購建議。本集團已接納收購建議，出售事項已於二零零六年八月完成。

(c) 收購一間旅遊服務公司

年內，本集團訂立一項買賣協議，以收購Nihon Kotsu Travel Services Co., Ltd. (一間於日本經營之旅遊服務公司)之全部股本權益，所涉及之代價為135,000,000日圓。

Management Discussion and Analysis

(d) Acquisition of a hotel holding company

During the year, the Group entered into a sale and purchase agreement for the acquisition of the shareholder's loan and the entire equity interest in Sapporo Holdings Co. Ltd., a hotel holding company operating in Japan. The details of which can be referred to the circular of the Company dated 24 August 2006.

(e) Disposal of a property

During the year, the Group entered into an agreement for the disposal of a property located in Singapore at a consideration of approximately S\$3 million.

(f) Acquisition of properties

During the year, the Group entered into agreements to purchase 19 units and 1 retail shop of investment properties located in Singapore at an aggregate consideration of approximately S\$13.5 million.

(g) Disposal of interior fit-out business of SingXpress Ltd (formerly known as Futuristic Group Ltd) ("SingXpress")

The interior fit-out business was operated through SingXpress, the Group's Singapore listed associate, of which as at 31 March 2007, the Group held a 45.68% interest in.

During the year, SingXpress entered into a conditional agreement to sell its entire direct and indirect shareholding in the companies which conduct all its store fixtures and interior fit-out business, all the assets, rights and liabilities owned by SingXpress used in the conduct of the future store business for a consideration of US\$1.25 million. The transactions were completed in November 2006. SingXpress has developed its new travel businesses and is intend to leverage on its travel business and on the consumer finance expertise of its major shareholder, Xpress Group Limited to develop consumer finance and spending products such as credit cards and loyalty cards.

CAPITAL EXPENDITURE AND COMMITMENTS

At the balance sheet date, the Group had authorized and contracted capital commitments of approximately HK\$62.4 million, which was related to capital expenditure for the acquisition of investment properties and approximately HK\$35 million which was related to the rights issue of SingXpress Ltd., an associate of the Group, in which the Group has undertaken to take up the Group's entitlements and to subscribe for all rights shares not subscribed for by the other shareholders of SingXpress Ltd.

FOREIGN EXCHANGE EXPOSURE

Substantially all the revenues, expenses, assets and liabilities are denominated in Hong Kong dollars, U.S. dollars, Japanese yen and Singapore dollars. Due to the currency peg of the Hong Kong dollars to the U.S. dollars, the exchange rate between these two currencies has remained stable and thus

管理層討論與分析

(d) 收購一間酒店持有公司

年內，本集團訂立一項買賣協議，以收購股東貸款及Sapporo Holdings Co. Ltd. (一間於日本經營的酒店持有公司)之全部股本權益。有關詳情可參閱本公司日期為二零零六年八月二十四日之通函。

(e) 出售一項物業

年內，本集團訂立一項協議，以出售一項位於新加坡之物業，所涉及之代價約為3,000,000新加坡元。

(f) 收購物業

年內，本集團訂立協議，以購入位於新加坡之投資物業中19個單位及一間零售店，所涉及之總代價約為13,500,000新加坡元。

(g) 出售 SingXpress Ltd (前稱 Futuristic Group Ltd) ("SingXpress") 之室內裝修業務

本集團透過其新加坡上市聯營公司 SingXpress 經營室內裝修業務，於二零零七年三月三十一日，本集團持有其 45.68% 權益。

年內，SingXpress 訂立一項有條件協議，以出售其於多間從事其所有店舖傢具及室內裝修業務之公司之全部直接或間接持股權，以及其所擁有日後用於店舖業務之所有資產、權利及負債，所涉及之代價為 1,250,000 美元。該等交易已於二零零六年十一月完成。SingXpress 已發展其嶄新旅遊業務，並擬善用其旅遊業務及其主要股東特速集團有限公司之消費信貸專業知識，藉以發展信用卡及獎勵卡等消費信貸及消費產品。

資本開支及承擔

於結算日，本集團獲授權及已訂約之資本承擔約為 62,400,000 港元，此乃關乎購入投資物業之資本開支，另外約 35,000,000 港元乃關乎本集團一間聯營公司 SingXpress Ltd. 進行之供股，本集團於當中承諾認購本集團之配額，以及認購所有未獲 SingXpress Ltd 其他股東認購之供股股份。

外匯風險

本集團絕大部分收益、開支、資產及負債均主要以港元、美元、日圓及新加坡元結算。由於港元與美元掛鈎，故兩者之匯率保持穩定。因此，本集團並無進行任何對沖或其他類似活動。本集團

Management Discussion and Analysis

no hedging or other alternatives have been implemented by the Group. The Group expected that there is no significant exposure on foreign currency, but it cannot be assured operating results in future will not be materially affected.

CREDIT RISK MANAGEMENT

The Group's credit policy defines the credit extension criteria, the credit approval and monitoring processes, and the loan provisioning policy. The Group maintains tight control on loan assessments and approvals and will continue to exercise a conservative and prudent policy in granting loans in order to maintain a quality loan portfolio and manage the credit risk exposure of the Group.

HUMAN RESOURCES

Remuneration packages are generally structured by reference to prevailing market terms and individual qualifications. Salaries and wages are normally reviewed on an annual basis based on performance appraisals and other relevant factors. Apart from salary payments, there are other staff benefits including provident fund, medical insurance and performance related bonus. At the balance sheet date, there were approximately 250 employees employed by the Group. Share options may also be granted to eligible employees and persons of the Group.

PLEDGE OF ASSETS

At the balance sheet date, the Group had pledged bank balances of HK\$4.4 million as a security for banking facilities granted to a subsidiary and as securities for the credit card business transactions with MasterCard Worldwide. The Group's borrowings of HK\$178 million were mainly secured by the investment properties and land and buildings of the Group with an aggregate carrying value of HK\$295 million, bank balance with carrying value of HK\$4 million.

CONTINGENT LIABILITIES

At the balance sheet date, contingent liabilities of the Group were as follows:

- (a) Guarantees of HK\$11.4 million (3.31.2006: HK\$10.7 million) given to financial institutions in respect of banking facilities granted to the Group's suppliers.
- (b) At the balance sheet date, the Company has given guarantees to financial institutions in respect of banking facilities granted to subsidiaries of HK\$93 million.
- (c) Actions were brought by Pricerite Stores Limited and CASH Retail Management Group Limited (formerly known as Pricerite Group Limited) (together referred to as "Pricerite") respectively, against a subsidiary of the Company, in respect of the alleged breach of agreement for damages which are not quantified. In the opinion of the directors, it is not practicable at this stage to determine with certainty the outcome of the litigation. The litigation has been standstill for more than 6 years.

管理層討論與分析

預期不會面對重大外匯風險，惟未能保證營運業績於日後不會受到重大影響。

信貸風險管理

本集團之信貸政策限定延長信貸之條件、信貸批核及監管程序，以及貸款撥備政策。本集團對於借貸評估及批核維持嚴緊控制，並會繼續採取保守審慎政策批授貸款，以維持優質借貸組合，並管理本集團之信貸風險。

人力資源

薪酬待遇一般參考現行市場條款及個人資歷制定。薪金及工資一般會每年根據表現評估及其他相關因素檢討。除薪金外，本集團另有其他員工福利，包括公積金、醫療保險及與表現掛鉤之花紅。於結算日，本集團聘用約250名員工。本集團另可向合資格僱員及其他人士授出購股權。

資產抵押

於結算日，本集團有已抵押銀行結存4,400,000港元，作為一間附屬公司獲授銀行融資以及與MasterCard Worldwide進行信用卡業務交易之抵押。本集團之借貸178,000,000港元主要以本集團總賬面值295,000,000港元之投資物業和土地及樓宇，以及賬面值為4,000,000港元之銀行結存作抵押。

或然負債

於結算日，本集團之或然負債如下：

- (a) 本集團就其供應商所獲授之銀行融資向財務機構提供11,400,000港元(二零零六年三月三十一日：10,700,000港元)之擔保。
- (b) 於結算日，本公司就附屬公司所獲授93,000,000港元銀行融資向財務機構提供擔保。
- (c) 實惠傢居廣場有限公司及時惠環球控股有限公司(前稱為實惠集團有限公司)(統稱為「實惠」)分別就指稱本公司一間附屬公司違約而向該公司提出訴訟，追討尚未確定之賠償額。董事認為，在現階段無法肯定訴訟結果。該訴訟已停頓逾六年。

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 62, is the Managing Chairman of the Company. He has been a director of the Company since September 1992. Mr. Chan is responsible for the overall business development of the Group. His experience and expertise are in the finance and banking sectors. He is the spouse of Ms. Chan Yoke Keow.

Mr. Chan Tong Wan, Tony, aged 32, is the Managing Director of the Company. Mr. Chan began his career by working in two international companies as an investment banker specialising in Asian equity financial products. Subsequently, Mr. Chan worked for a finance and technology company in the United States as the Chief Operating Officer with a focus on its investment banking and merchant banking activities. Mr. Chan joined the Group as a non-executive director in January 2000, was appointed as an executive director in September 2002 and was appointed as Managing Director in August 2003. Mr. Chan holds a Bachelor of Commerce degree with honours, with a Finance specialization, from the University of British Columbia. Mr. Chan is the son of Mr. Chan Heng Fai and Ms. Chan Yoke Keow.

Mr. Chan Tung Moe, aged 28, the Chief Executive Officer and a Director of the Company, is responsible for the overall management of the Group's business. Previously, Mr. Chan was in charge of the overall management of Xpress Finance Limited ("Xpress Finance"), the Group's credit card business, and also has experience in technical and business development in the finance and technology industries. He holds a Bachelor's Degree in Applied Science with honours and a Master's Degree in Electro-Mechanical Engineering with honours. Mr. Chan is the son of Mr. Chan Heng Fai and Ms. Chan Yoke Keow.

Ms. Chan Yoke Keow, aged 58, 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 25 years' experience in financial management and administration. Ms. Chan is a member of the Hong Kong Securities Institute. She is the spouse of Mr. Chan Heng Fai.

Ms. Chan Sook Jin, Mary-ann, aged 36, has been a director of the Company since 1995. Ms. Chan is involved with the securities operations. Ms. Chan has previous experience with one of the leading banks in Hong Kong where she was involved in sales and marketing as well as relationship management for the Regional Securities office. Ms. Chan is the daughter of Mr. Chan Heng Fai and Ms. Chan Yoke Keow.

董事及管理人員簡介

本集團董事及高級管理人員之簡歷資料如下：

董事

陳恒輝先生，現年六十二歲，現為本公司執行主席。陳先生自一九九二年九月起出任本公司董事。陳先生負責制訂本集團之整體業務發展政策，於金融及銀行業擁有豐富經驗及專業知識。彼乃陳玉嬌女士之配偶。

陳統運先生，現年三十二歲，現為本公司董事總經理。陳先生最初在兩間跨國公司任職投資銀行家，專門負責亞洲之股本金融產品。其後，陳先生在美國一家金融及科技公司任職首席營運總監，專責統籌投資銀行及商人銀行業務。陳先生於二零零零年一月加入本集團出任非執行董事，於二零零二年九月成為執行董事，並於二零零三年八月獲委任為董事總經理。陳先生擁有 University of British Columbia 商貿（榮譽）學士學位，主修金融。彼為陳恒輝先生及陳玉嬌女士之兒子。

陳統武先生，現年二十八歲，為本公司之行政總裁及董事，負責集團之整體管理。先前，陳先生主管集團之信用卡業務匯誠財務有限公司（「匯誠財務」），亦於財務及資訊科技行業擁有科技及業務發展之經驗。彼擁有應用科學學士學位及電子機械工程碩士學位。陳先生乃陳恒輝先生及陳玉嬌女士之兒子。

陳玉嬌女士，現年五十八歲，自一九九二年一月起出任本公司董事。陳女士負責本集團之日常行政及財務策劃。彼擁有二十五年以上之專業財務管理及行政經驗。陳女士為香港證券專業學會之會員。彼乃陳恒輝先生之配偶。

陳淑貞女士，現年三十六歲，自一九九五年起出任本公司董事。陳女士參與證券業務。陳女士曾於香港一家主要銀行任職，參與銷售、市場推廣及於地區證券辦事處從事公關工作。陳小姐乃陳恒輝先生及陳玉嬌女士之千金。

Directors and Management Profile

DIRECTORS (Continued)

Mr. Fong Kwok Jen, aged 58. Mr. Fong is a Director of Fong Law Corporation, a legal practice. He is also Chairman of the Disciplinary Committee of SGX-ST. Prior to that, Mr. Fong sat on the Securities Industry Council between 1992 and 2003. He was also a Council Member of the Law Society of Singapore from 1990 to 1992. He is a director of several public listed companies.

Mr. Fong graduated from the University of Singapore with a LL.B. (Honours). In 1976/77 he was awarded the Colombo Plan Award to attend the Government Legal Officer's Course in the United Kingdom. In 1986, he attended the NITA (National Institute of Trial Advocates) Advocacy Programme at Harvard Law School. Mr. Fong appointed to the Board in 1995.

Mr. Wong Dor Luk, Peter, aged 65, has over 31 years experience in the fashion industry including distribution, sourcing, overseeing manufacturing and exporting to international clients in France, the United Kingdom, Germany and the United States. Mr. Wong was appointed as an independent non-executive director in September 1998.

Mr. Da Roza Joao Paulo, aged 56, has over 20 years' experience in human resources, China trade and real estates industry. Mr. Da Roza was appointed as an independent non-executive director of the Company in July 2004.

Ms. Chian Yat Ping, aged 42, obtained a Bachelor of Science degree from the State University of New York at Albany. She is a certified public accountant admitted to practise in USA and had eight years working for international CPA firms. She is an international affiliate of the Hong Kong Institute of Certified Public Accountants. Ms. Chian was appointed as an independent non-executive director in September 2006.

董事及管理人員簡介

董事 (續)

鄺國禎先生，現年五十八歲。鄺先生為Fong Law Corporation律師事務所之董事。彼亦為新加坡證券交易所紀律委員會之主席。之前，鄺先生於一九九二年至二零零三年在新加坡證券評議會服務。彼亦於一九九零年至一九九二年為Law Society of Singapore之委員。彼亦為數間上市公司之董事。

鄺先生擁有新加坡國立大學法律學(榮譽)學士學位。於一九七六／七七年，彼獲得Colombo Plan Award到英國進修政府司法人員課程。於一九八六年，彼於Harvard Law School進修NITA (National Institute of Trial Advocates) 法庭辯護課程。鄺先生於一九九五年獲委任加入董事會。

王多祿先生，現年六十五歲，在時裝界擁有逾三十一年經驗，包括分銷、採購、掌管製造業務，以及出口往法國、英國、德國及美國之國際客戶。王先生於一九九八年九月獲委任為本公司獨立非執行董事。

Da Roza Joao Paulo 先生，現年五十六歲，擁有逾二十年人力資源、中國貿易及房地產業之經驗。Da Roza先生於二零零四年七月獲委任為本公司獨立非執行董事。

錢一平女士，現年四十二歲。擁有美國紐約州立大學阿爾巴尼分校理學士學位。彼為美國執業會計師，並曾於國際會計師事務所工作八年。彼為香港會計師公會國際會員。錢女士於二零零六年九月獲委任為本公司之獨立非執行董事。

Directors and Management Profile

SENIOR MANAGEMENT

Mr. Wong Shui Yeung, aged 36, is the qualified accountant and Financial Controller of the Group and responsible for the financial and management reporting of the Group, including internal control and policy review, taxation, audit, legal and regulatory affairs. He has 13 years in public accounting, taxation, and financial consultancy and management in Hong Kong. He worked with an international accounting firm prior to joining the Group in 2001. He holds a Bachelor's Degree in Business Administration and is a Certified Public Accountant (Practising). He is an associate member of the Hong Kong Institute of Certified Public Accountants and a member of the Hong Kong Securities Institute.

Mr. Yuen Ping Man, aged 43, is the joint Company Secretary and the Senior Manager, Corporate Services of the Group responsible for the corporate secretarial function of the Group. Mr. Yuen is also the Chief Operating Officer of Xpress Finance responsible for compliance, human resources, sales & marketing, customer service and general administration of Xpress Finance. Mr. Yuen has over 15 years' experience in corporate secretarial, business development, human resources and general administration. Prior to joining Xpress Finance in June 1997, Mr. Yuen worked in two listed groups and a financial institution. Mr. Yuen holds a Master's Degree in Business Administration. He is a fellow member of the Institute of Chartered Secretaries and Administrators and of the Hong Kong Institute of Chartered Secretaries, a member of the Hong Kong Securities Institute, the Hong Kong Institute of Human Resource Management, the Hong Kong Institute of Marketing and the Hong Kong Institute of Purchasing & Supply and an associate member of Institute of Financial Planners of Hong Kong and Society of Registered Financial Planners.

Mr. Oyama, Masahiro, aged 45, is the Managing Director of Japan Xpress Limited ("Japan Xpress"). He has experience at airlines sales & marketing as well as travel agent operation / management since graduation. Subsequently, he has extended his career with marketing service and entertainment business in Japan, as the Managing Director. Mr. Oyama is responsible for the business development in Japan.

Mr. Cheung Kai Yip, Frederick, aged 49, is an Executive Director of Japan Xpress since its establishment in 2005. Mr. Cheung began his career with then Hong Kong Tourist Association as marketing & PR executive for Japan market. Subsequently, Mr. Cheung worked for a 5-star hotel in Hong Kong and was a director of a travel agent in Japan. Mr. Cheung has over 20 years experience in tourism industry and is fluent in Japanese. Mr. Cheung is responsible for Japan Xpress's overall operations and liaison with Hong Kong head office.

董事及管理人員簡介

高級管理層

黃瑞洋先生，現年三十六歲，為本集團之合資格會計師兼財務總監，負責本集團之財務及管理匯報工作，包括有關內部控制及政策檢討、稅務、審計、法律及監管事宜。彼擁有十三年有關香港之企業會計、稅務及財務顧問與管理經驗。於二零零一年加入本集團前，黃先生於一間國際會計師事務所工作。黃先生擁有工商管理學士學位，並為一名香港執業會計師。彼為香港會計師公會及香港證券學會之會員。

源秉民先生，現年四十三歲，為本集團之聯席公司秘書及企業服務高級經理，負責本集團之公司秘書事務。源先生亦為匯誠財務之首席營運總監，負責匯誠財務之監察、人力資源、市場銷售、客戶服務及一般行政事務。源先生擁有超過十五年之公司秘書、業務發展、人力資源及一般行政事務之經驗。於一九九七年六月加入匯誠財務前，源先生於本港兩間上市集團及一間財務機構任職。源先生擁有工商管理碩士學位。彼為英國特許秘書及行政人員學會、香港特許秘書公會之資深會員，香港證券專業學會，香港人力資源學會，香港市務學會，香港物資採購與供銷學會及香港財務策劃師學會，註冊財務策劃師協會會員。

大山真博先生，現年四十五歲，為Japan Xpress Limited (「Japan Xpress」) 之董事總經理。彼擁有於航空公司之營銷及市場及旅行社之營運及管理之經驗。其後，彼拓展其於日本之事業，並出任市場服務及娛樂事務董事總經理。大山先生負責日本之業務發展。

張啟業先生，現年四十九歲，於二零零五年Japan Xpress 成立時委任為執行董事。張先生最初於香港旅遊協會任職日本區市場及公共傳訊理事。其後，張先生於香港一間五星級酒店任職及一間於日本之旅行社任董事一職。張先生擁有超過二十年於旅遊業之經驗及說流利日本語。張先生負責Japan Xpress 整體之營運及與香港總公司之聯繫。

Directors and Management Profile

SENIOR MANAGEMENT (Continued)

Mr. Sakamoto, Atsukuni, aged 44, is an Executive Director of Japan Xpress since its establishment in 2005. He brings to Japan Xpress his marketing communications expertise gained through working at advertising/public relations agencies for both Japanese and international clients. He has over 20 years experience in event management, communication tools development and crisis communications management. He earned a university degree with a major in Fine Art in the United States in 1984.

Mr. Yamaguchi, Susumu, aged 60, joined Japan Xpress as an Executive Director since June 2006. He is responsible for Japan Xpress's travel business development.

He started his career with Nippon Travel Agency, the second largest travel agent in Japan after graduation. He has vast and broad experience in travel business, from negotiation with airlines, hotels, to planning of wholesale product to destination all over the world. During his career with Nippon Travel Agency, he had 2 major appointments: Deputy Director for East Japan, which is the major market area in Japan and Managing Director of Nippon Travel Agency Europe Company based in London. He had engaged in establishing the European company to develop inbound tour operation and outbound business by setting up offices in all over Europe. His last appointment before joining Japan Xpress was Managing Director of Gullivers Travel Associates in Japan, a Europe base worldwide tour operator.

Mr. Tuan Quang Tran, aged 51, joined as the Chief Executive Officer of SingXpress Ltd., Singapore in June 2007. Mr. Tran has over 30 years of experience covering global corporate business management across the world, he is widely traveled and has strong background in multicultural management.

Mr. Tran was from the airline service multinational SITA where he joined in June 2001 as the Regional Vice President for North Asia, based in Seoul, and was responsible for the development and management of the business in Hong Kong, Taiwan, Korea, Japan and Micronesia, with the sales force in these countries. Mr. Tran and his family moved from Singapore to Seoul for this posting.

In 2004 Mr. Tran returned to the SITA RHQ in Singapore to assume the position of Head of Business Sales, Asia Pacific, with key focus on enabling SITA's business strategy into the aviation industry and was responsible for the new business sales and revenue retention in the region.

Prior to SITA, Mr. Tran was from Cable and Wireless ("C&W") a global Telecommunications multinational where he joined in London, UK and was subsequently posted to Indonesia and then Singapore in various roles, but lastly as the Regional Director and General Manager for Solutions - Asia, responsible for business and alliance development and the delivery of advanced IP solutions particularly to the financial industry. During his nine years career with C&W, Mr. Tran also managed the technical and system architecture of the email network, and developed the IT consultancy arm for Omnes, C&W's joint venture in Indonesia. Prior to this, Mr. Tran was a senior manager in charge of the network planning and implementation at British Gas in the UK.

Of British nationality, Mr. Tran is currently based in Singapore.

董事及管理人員簡介

高級管理層 (續)

坂本德士先生，現年四十四歲，於二零零五年 Japan Xpress 成立時委任為執行董事。彼將其於日本及國際客戶代理之廣告及企業傳訊吸取之經驗引進公司。彼擁有超過二十年於項目管理、傳訊工具發展及危機傳訊管理之經驗。彼於一九八四年於美國取得大學學位，主修藝術。

山口進先生，現年六十歲，於二零零六年六月加入 Japan Xpress 為執行董事。彼負責 Japan Xpress 旅遊業務發展。

彼畢業後於日本第二大之旅行社 Nippon Travel Agency 任職。彼於旅遊行業各方面，包括與航空公司、酒店洽談，策劃世界各地旅遊之批發等擁有廣泛之經驗。彼於 Nippon Travel Agency 任職時擔任兩項主要職位：副董事 - 日本東，此乃日本主要市場區域；及於英國之 Nippo Travel Agency Europe Company 董事總經理。彼負責成立歐洲公司拓展境內旅遊營運及於整個歐洲地區設立境外旅遊。於加入 Japan Xpress 前，彼於日本 Gullivers Travel Associates，一間以歐洲為基地之環球旅行社當董事總經理一職。

Tuan Quang Tran 先生，現年五十一歲，於二零零七年六月加入本集團成為新加坡之 SingXpress Ltd. 之行政總裁。Tran 先生於環球企業商務管理方面擁有超過三十年以上之經驗，彼擁有廣泛遊歷及具有多元文化管理背景。

Tran 先生於二零零一年六月加入一間跨國 SITA 航空服務公司出任區域副總裁 (亞洲北) 一職，派駐韓國首爾。彼負責香港、台灣、韓國、日本及密克羅尼西亞等具有銷售團隊之國家之業務發展及管理。亦因出任此職位，Tran 先生與其家人由新加坡移居至韓國首爾。

於二零零四年，Tran 先生調回至 SITA 新加坡區域總部出任亞太區業務銷售主管。主力 SITA 於航空行業之業務發展策略及負責為該區之新業務銷售及盈利之保持。

之前，Tran 先生加入位於英國倫敦之跨國通訊公司 Cable & Wireless 大東電訊 (「大東電訊」)，其後調往印尼、新加坡擔當各項職務，其最後之職位為區域董事及總經理 - 解決方案 (亞洲區)，負責業務及聯盟之發展及尤其為財務行業上提供先進 IP 數位解決方案。於大東電訊之九年工作中，Tran 先生亦曾對電子郵件網絡之技術及系統構造之管理，亦為大東電訊位於印尼之資訊科技顧問合營公司 Omnes 之發展。之前，Tran 先生為位於英國之 British Gas 公司出任高級經理，主管網絡規劃及執行。

擁有英國國籍，Tran 先生現以新加坡為基地。

Directors and Management Profile

SENIOR MANAGEMENT (Continued)

Mr. Albert Hong Heng Chow, aged 45, is the Chief Executive Officer of Anglo-French Travel Pte Ltd. ("AFT"). He began his career with AFT since 1983 and has risen from the ranks handling operations and sales to his present position responsible for AFT's entire business development and operations. With over 24 years of experience in the travel industry, Mr. Hong has built an exceptional working relationship with both local and overseas hoteliers, airlines and suppliers and amassed a vast wealth of knowledge and experience in both corporate business travel and leisure and M.I.C.E. business where he has constantly, successfully orchestrated and executed countless conferences, events (both local and overseas), travel fairs and off-shore land arrangements for berthing major cruise liners – a responsibility that requires much detailing and co-ordination. Mr. Hong serves as a Deputy Chairman of the G13 Travel Management Alliance, a consortium of 15 Travel Management companies in Singapore, with a total annual turnover of \$900m. He is also an agency representative on the Executive Council – Singapore International Air Transport Association (IATA) under NATAS (National Association Travel Agents Singapore) umbrella.

Mr. Lee Chun Ting, Alex, aged 50, is the Managing Director of SingXpress Travel Pte Ltd. Mr. Lee is responsible for the strategic planning and development, sales and marketing of the travel services for Hong Kong and Singapore. Mr. Lee has 19 years' practical experience in and solid understanding of a diverse range of business management. Before joining the Group, Mr. Lee worked as key management staff in several major travel services companies both in Hong Kong and Singapore. Mr. Lee was the Chairman of Outbound Tours Operators' Association (OTOA) from 1998-2002 and a Director of the Hong Kong Travel Industry Council (TIC) from 1996-2004.

Mr. Fujii, Michihiko, aged 45, is the Executive Assistant to Directors of Japan Xpress. He is responsible for the corporate secretarial and compliance function of Japan Xpress. Mr. Fujii has over 20 years banking and real estate business experience since graduation. He brings notary public, financial and real estate expertise to Japan Xpress. He holds a Bachelor's Degree in economics and laws.

Mr. Chong You Hwa, aged 45, is the Information Technology Manager of Xpress Finance in charge of the information technology and electronic data processing functions since October 1996. Prior to joining Xpress Finance, Mr. Chong has worked as Technical Services Section Head for a credit card company in Malaysia. Mr. Chong has over 12 years system experience in the credit card industry.

Mr. Lui Wai Leung, Alan, aged 36, is the Senior Accountant of the Group. He is responsible for the financial reporting of the Group and focus on the credit card business. He holds a Bachelor's Degree in Business Administration and he joined the Group in 1997.

董事及管理人員簡介

高級管理層 (續)

孔慶就先生，現年四十五歲。為Anglo-French Travel Pte Ltd. (「AFT」) 之行政總裁。彼於1983年加入AFT工作，由最初負責營運及銷售之工作晉升至現時之職位，負責AFT之整體業務發展及營運。於旅遊行業擁有超過二十四年之經驗，孔先生與本地及海外之酒店，航空公司及供應商建立特別之合作關係；並於商務及休閒旅遊及獎勵旅遊 (「MICE」) 方面累積廣泛知識及經驗。其間孔先生策劃及成功舉辦無數次會議、特別項目 (本地及海外)，旅遊展覽及安排郵輪作離岸之停泊—該等任務均需要詳細細節及協調。孔先生為G13 Travel Management Alliance聯盟之副主席，該聯盟乃集結十五間新加坡之旅遊管理公司，每年之總銷售額達九億新加坡元。彼亦為National Association Travel Agents Singapore (NATAS) 新加坡國際航空運輸協會(IATA)下執行委員會之旅行社代表。

李振庭先生，現年五十歲。為SingXpress Travel Pte Ltd. 之董事總經理。李先生負責香港及新加坡之旅遊業務策略計劃及發展、營銷及市場推廣。李先生對商業管理有廣泛認識及擁有十九年之實踐經驗。於加入本集團前，李先生曾於香港及新加坡數間主要旅行社任要職。李先生於一九八八年至二零零二年間擔任香港外遊旅行團代理商協會(OTOA)之主席及於一九九六年至二零零四年期間出任香港旅遊業議會(TIC)之理事。

藤井理彥先生，現年四十五歲，為Japan Xpress 董事行政助理。彼負責該公司之監察及企業秘書事務。藤井先生擁有超過二十年銀行及房地產業務之經驗。彼將公証、財務及房地產之專門經驗帶進公司。彼擁有經濟及法律學士學位。

張祐華先生，現年四十五歲，自一九九六年十月起出任匯誠財務資訊科技經理，負責資訊科技及電子數據處理事務。在加入匯誠財務，張先生曾擔任馬來西亞一間信用卡公司技術服務部主管一職。彼擁有十二年以上之信用卡行業系統管理經驗。

呂偉良先生，現年三十六歲，為本集團之高級會計師。彼負責本集團之財務報告及專責信用卡業務之財務事宜。彼擁有工商管理學士學位及於一九九七年加入本集團。

Report of the Directors

The directors present their annual report and the audited financial statements of the Company for the year ended 31 March 2007.

PRINCIPAL ACTIVITIES

The Company acts as an investment holding company and provides corporate management services to its subsidiaries. The activities of its principal subsidiaries and associate are set out in notes 18 and 19 respectively to the financial statements.

RESULTS

The results of the Group for the year ended 31 March 2007 are set out in the consolidated income statement on page 33.

PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES

Details of movements in the property, plant and equipment and investment properties of the Group and the Company during the year are set out in note 15 and 17 to the financial statements, respectively.

MAJOR PROPERTIES

Details of the major properties of the Group at 31 March 2007 are set out on page 132.

SHARE CAPITAL AND WARRANTS

Movements in the share capital and warrants of the Company are set out in note 34 to the financial statements.

RESERVES

Details of movements during the year in the reserves of the Group and the Company are set out in note 36 to the financial statements.

DIRECTORS

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

Executive directors:

Chan Heng Fai
Chan Tong Wan
Chan Yoke Keow
Chan Sook Jin, Mary-ann
Lee Ka Leung, Daniel (retired on 23 August 2006)
Chan Tung Moe (appointed on 3 July 2007)

Non-executive director:

Fong Kwok Jen

Independent non-executive directors:

Wong Dor Luk, Peter
Da Roza Joao Paulo
Chian Yat Ping (appointed on 25 September 2006)

董事會報告書

董事謹此提呈本公司截至二零零七年三月三十一日止年度之年報及經審核財務報表。

主要業務

本公司乃投資控股公司，並為其附屬公司提供公司管理服務。其主要附屬公司及聯營公司之業務分別載於財務報表附註18及19。

業績

本集團截至二零零七年三月三十一日止年度之業績載於第33頁之綜合收益賬內。

物業、廠房及設備和投資物業

本集團與本公司之物業、廠房及設備和投資物業於年內之變動情況載於財務報表附註15及17。

主要物業

本集團於二零零七年三月三十一日所持有之主要物業詳情載於第132頁。

股本及認股權證

本公司之股本及認股權證變動情況載於財務報表附註34。

儲備

本集團及本公司於年內之儲備變動詳情載於財務報表附註36。

董事

年內及截至本報告日期為止，本公司之在任董事如下：

執行董事：

陳恒輝
陳統運
陳玉嬌
陳淑貞
李家樑（於二零零六年八月二十三日退任）
陳統武（於二零零七年七月三日獲委任）

非執行董事：

鄭國禎

獨立非執行董事：

王多祿
Da Roza Joao Paulo
錢一平（於二零零六年九月二十五日獲委任）

Report of the Directors

Alternate directors:

Lau Kwok Fai (alternate to Chan Heng Fai)
Wooldridge Mark Dean (alternate to Fong Kwok Jen)

In accordance with Articles 78 and 79 of the Company's Articles of Association, Mr. Chan Tung Moe and Ms. Chian Yat Ping retire by rotation and, being eligible, offer themselves for re-election. The term of office of each non-executive director and independent non-executive director is the period up to his retirement by rotation and each one of them can be re-appointed in accordance with the above articles.

DIRECTORS' INTERESTS IN SECURITIES

At 31 March 2007, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

Long positions

(a) Ordinary shares of HK\$0.01 each of the Company

Name of director 董事姓名	Capacity 身份	Number of issued ordinary shares held 所持已發行 普通股數目	Percentage of the issued share capital of the Company 佔本公司已發行 股本百分比 %
Chan Heng Fai 陳恒輝	Beneficial owner 實益擁有人	228,834,647	13.04
Chan Yoke Keow 陳玉嬌	Beneficial owner 實益擁有人	34,580,802	1.97
	Held by trust (note 1) 以信託持有 (附註1)	65,706,960	3.74
	Held by controlled corporations (note 2) 所控制之公司持有 (附註2)	578,935,547	32.99
		679,223,309	38.70
Chan Sook Jin, Mary-ann 陳淑貞	Beneficial owner 實益擁有人	1,146,832	0.07
	Held by spouse (note 3) 由配偶持有 (附註3)	3,416,000	0.19
		4,562,832	0.26

董事會報告書

替任董事：

劉國輝 (陳恒輝之替任董事)
Wooldridge Mark Dean (鄭國禎之替任董事)

根據本公司之公司組織章程細則第78及79條，陳統武先生及錢一平女士須輪值告退，惟合資格且願膺選連任。各非執行董事及獨立非執行董事之任期至根據上述細則輪值告退為止，且均可根據上述細則再獲委任。

董事於證券之權益

於二零零七年三月三十一日，董事及本公司主要行政人員於本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債券中，擁有根據證券及期貨條例第XV部第7及第8分部已知會本公司及聯交所之權益及淡倉(包括彼等根據證券及期貨條例該等條文被當作或視作擁有之權益或淡倉)，或根據證券及期貨條例第352條須登記於該條所述登記冊之權益及淡倉，或根據上市規則所載上市公司董事進行證券交易的標準守則須知會本公司及聯交所之權益及淡倉如下：

好倉

(a) 本公司每股面值0.01港元之普通股

Report of the Directors

董事會報告書

Name of director	Capacity	Number of issued ordinary shares held	Percentage of the issued share capital of the Company
董事姓名	身份	所持已發行普通股數目	佔本公司已發行股本百分比
Fong Kwok Jen 鄺國禎	Beneficial owner 實益擁有人	3,828,000	0.22
Chan Tong Wan 陳統運	Beneficial owner 實益擁有人	5,423,837	0.31
Wong Dor Luk, Peter 王多祿	Beneficial owner 實益擁有人	280,000	0.02
Da Roza Joao Paulo	Beneficial owner 實益擁有人	4,800	0.00
	Held by spouse (note 4) 由配偶持有(附註4)	460,000	0.03
		464,800	0.03
		922,617,425	52.57

(b) Share options

(b) 購股權

Name of director	Date granted	Exercisable period	Exercise price per share	Number of share options outstanding as at the Latest Practicable Date	Percentage of the issued share capital of the Company
董事姓名	授出日期	可予行使期限	每股行使價 HK\$ 港元	於最後可行日期 尚未行使之 購股權數目	佔本公司 已發行股本 百分比
Chan Heng Fai 陳恒輝	11.1.2004 11.15.2004 5.22.2006	11.1.2004 – 5.8.2013 11.20.2004 – 5.8.2013 5.22.2006 – 5.8.2013	0.1600 0.1616 0.1566	15,000,000 147,000,000 120,000,000	0.85 8.38 6.84
Chan Yoke Keow 陳玉嬌	11.1.2004 11.15.2004	11.1.2004 – 5.8.2013 11.20.2004 – 5.8.2013	0.1600 0.1616	15,000,000 35,000,000	0.86 2.00
Chan Tong Wan 陳統運	11.15.2004 5.22.2006	11.20.2004 – 5.8.2013 5.22.2006 – 5.8.2013	0.1616 0.1566	15,000,000 5,000,000	0.86 0.28
Chan Sook Jin, Mary-ann 陳淑貞	11.15.2004	11.20.2004 – 5.8.2013	0.1616	5,000,000	0.28
Fong Kwok Jen 鄺國禎	11.15.2004	11.20.2004 – 5.8.2013	0.1616	8,000,000	0.46
Wong Dor Luk, Peter 王多祿	11.15.2004	11.20.2004 – 5.8.2013	0.1616	3,000,000	0.17
Da Roza Joao Paulo	5.27.2005	5.28.2005 – 5.8.2013	0.1500	2,000,000	0.11
Chian Yat Ping 錢一平	12.21.2006	1.30.2007 – 5.8.2013	0.1566	2,000,000	0.11
				372,000,000	21.20

Report of the Directors

董事會報告書

(c) Warrants

(c) 認股權證

Name of director 董事姓名	Capacity 身份	Number of warrants held 所持 認股權證數目	Number of underlying shares 相關股份數目	Percentage of Issued share Capital of the Company, % 佔本公司已發行股本百分比
Chan Heng Fai 陳恒輝	Beneficial owner 實益擁有人	191,714,622	191,714,622	10.93%
Chan Yoke Keow 陳玉嬌	Beneficial owner 實益擁有人	3,222,727	3,222,727	0.18%
	Held by trust (note 1) 以信託持有 (附註1)	5,973,360	5,973,360	0.34%
	Held by controlled corporations (note 2) 所控制之公司持有 (附註2)	56,336,460	56,336,460	3.21%
		65,532,547	65,532,547	3.73%
Chan Sook Jin, Mary-ann 陳淑貞	Beneficial owner 實益擁有人	2,564	2,564	0.00%
	Held by spouse (note 3) 由配偶持有 (附註3)	341,600	341,600	0.02%
		344,164	344,164	0.02%
Fong Kwok Jen 鄺國禎	Beneficial owner 實益擁有人	382,800	382,800	0.02%
Chan Tong Wan 陳統運	Beneficial owner 實益擁有人	525,214	525,214	0.03%
Wong Dor Luk, Peter 王多祿	Beneficial owner 實益擁有人	28,000	28,000	0.00%
Da Roza Joao Paulo	Beneficial owner 實益擁有人	480	480	0.00%
	Held by spouse (note 4) 由配偶持有 (附註4)	46,000	46,000	0.01%
		46,480	46,480	0.01%
		<u>258,573,827</u>	<u>258,573,827</u>	<u>14.74%</u>

Notes:

- These shares/warrants are owned by a discretionary trust, HSBC Trust (Cook Island) Limited. Mrs. Chan Yoke Keow ("Mrs. Chan") is one of the discretionary objects. Mrs. Chan is the spouse of Mr. Chan Heng Fai.
- These shares/warrants are owned by First Pacific International Limited and Prime Star Group Co. Ltd., in which Mrs. Chan has 100% equity interests.
- These shares/warrants are owned by Mr. Wooldridge Mark Dean, the spouse of Ms. Chan Sook Jin, Mary-ann.
- These shares/warrants are owned by Ms. Josephina B. Ozorio, the spouse of Mr. Da Roza Joao Paulo.

附註:

- 該等股份／認股權證由一項全權信託HSBC Trust (Cook Island) Limited擁有，而陳玉嬌女士(「陳女士」)乃該項信託受益人之一。陳女士為陳恒輝先生之配偶。
- 該等股份／認股權證由陳女士擁有全部股本權益之First Pacific International Limited及Prime Star Group Co. Ltd.擁有。
- 該等股份／認股權證由陳淑貞女士之配偶Wooldridge Mark Dean先生擁有。
- 該等股份／認股權證由Da Roza Joao Paulo先生之配偶Josephina B. Ozorio女士擁有。

Report of the Directors

董事會報告書

(2) Options

Particulars of the Company's and subsidiary's share option schemes are set out in note 35 to the financial statements.

The following table discloses details of the Company's share options in issue during the year:

Name of director	Date granted	Exercisable period	Exercised price per share	Outstanding at 4.1.2006	Granted during the year	Exercise during the year	Cancelled during the year	Outstanding at 3.31.2007
董事姓名	授出日期	可予行使期限	每股行使價 HK\$ 港元	於二零零六年 四月一日 尚未行使 HK\$ 港元	年內授出	年內行使	年內註銷	於二零零七年 三月三十一日 尚未行使
Category 1: Directors	第一類：董事							
Chan Heng Fai	陳恒輝	11.1.2004 11.15.2004 5.22.2006	11.1.2004 - 5.8.2013 11.20.2004 - 5.8.2013 5.22.2006 - 5.8.2013	0.16 0.1616 0.1566	15,000,000 147,000,000 -	- - 120,000,000	- - -	15,000,000 147,000,000 120,000,000
Chan Yoke Keow	陳玉嬌	11.1.2004 11.15.2004	11.1.2004 - 5.8.2013 11.20.2004 - 5.8.2013	0.16 0.1616	15,000,000 35,000,000	- -	- -	15,000,000 35,000,000
Chan Tong Wan	陳統運	11.15.2004 5.22.2006	11.20.2004 - 5.8.2013 5.22.2006 - 5.8.2013	0.1616 0.1566	15,000,000 -	- 5,000,000	- -	15,000,000 5,000,000
Chan Sook Jin, Mary-ann	陳淑貞	11.15.2004	11.20.2004 - 5.8.2013	0.1616	5,000,000	-	-	5,000,000
Fong Kwok Jen	鄭國禎	11.15.2004	11.20.2004 - 5.8.2013	0.1616	8,000,000	-	-	8,000,000
Wong Dor Luk, Peter	王多祿	11.15.2004	11.20.2004 - 5.8.2013	0.1616	3,000,000	-	-	3,000,000
Da Roza Joao Paulo	Da Roza Joao Paulo	5.27.2005	5.28.2005 - 5.8.2013	0.15	2,000,000	-	-	2,000,000
Chian Yat Ping	錢一平	12.21.2006	1.30.2007 - 5.8.2013	0.1566	-	2,000,000	-	2,000,000
Total for directors	董事總數				245,000,000	127,000,000	-	372,000,000
Category 2: Employees	第二類：僱員							
Total for employees	僱員總數	11.15.2004 5.22.2006	11.20.2004 - 5.8.2013 5.22.2006 - 5.8.2013	0.1616 0.1566	37,200,000 -	- 18,000,000	(6,000,000) -	31,200,000 16,000,000
Total for employees	僱員總數				37,200,000	18,000,000	(6,000,000)	47,200,000
Total for all categories	所有類別總數				282,200,000	145,000,000	(6,000,000)	419,200,000

The closing price of the Company's shares immediately before 22 May 2006 and 15 November 2006, the dates on which the share options were granted, were HK\$0.155 and HK\$0.146 respectively.

At 31 March 2007, the number of shares in respect of which options had been granted and remained outstanding under the Share Option Scheme was 419,200,000, representing 23.89% of the share of the Company in issue at that date.

(2) 購股權

本公司及附屬公司之購股權計劃詳情載於財務報表附註35。

下表披露本公司於年內已發行之購股權詳情：

本公司股份於緊接二零零六年五月二十二日及二零零六年十一月十五日(購股權之授出日期)前之收市價分別為0.155港元及0.146港元。

於二零零七年三月三十一日，根據購股權計劃已授出但仍然尚未行使之購股權涉及之股份數目為419,200,000股，佔本公司於該日之已發行股份23.89%。

Report of the Directors

In addition, the following outstanding options to subscribe for shares in the capital of a subsidiary of the Company, granted to certain directors of the Company under the share option schemes of this subsidiary were as follows:

eBanker USA.Com, Inc. ("eBanker")

The following table presents details of share options in issue during the year.

		Exercise price per share	Number of share options at 3.31.2007
		每股行使價 US\$ 美元	於二零零七年 三月三十一日之 購股權數目
Category 1: Directors	第一類：董事		
Chan Heng Fai	陳恒輝	3.00	500,000
Fong Kwok Jen	鄺國禎	3.00	100,000
Total held by directors	董事所持總數		600,000
Category 2: Others	第二類：其他人士		
Total held by others	其他人士所持總數	3.00	20,000
Total	總計		<u>620,000</u>

There was no movement in the share options granted by eBanker during the year.

Other than as 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.

董事會報告書

此外，以下可認購本公司一間附屬公司股本中股份之尚未行使購股權乃根據該附屬公司之購股權計劃授予本公司若干董事，詳情如下：

eBanker USA.Com, Inc. (「eBanker」)

下表乃年內已發行購股權之詳情。

		Exercise price per share	Number of share options at 3.31.2007
		每股行使價 US\$ 美元	於二零零七年 三月三十一日之 購股權數目
Category 1: Directors	第一類：董事		
Chan Heng Fai	陳恒輝	3.00	500,000
Fong Kwok Jen	鄺國禎	3.00	100,000
Total held by directors	董事所持總數		600,000
Category 2: Others	第二類：其他人士		
Total held by others	其他人士所持總數	3.00	20,000
Total	總計		<u>620,000</u>

eBanker授出之購股權於年內並無任何變動。

除上文披露者外，本公司或其任何附屬公司於年內任何時間概無參與任何安排，致使本公司董事可藉收購本公司或任何其他法人團體之股份或債券而獲益。

Report of the Directors

董事會報告書

DIRECTORS' SERVICE CONTRACTS

- (i) On 25 February 2005, a service contract was entered into between the Company and Mr. Chan, for a term of three years expiring on 31 January 2008. The service contract provides for the payment of a salary of HK\$2,100,000 per month. In addition, Mr. Chan is also entitled to receive an accommodation allowance of HK\$30,000 per month.

In the event that the Company should terminate Mr. Chan's employment following the change of control of the Company, as defined in the service contract, or for any reasons not specifically excluded in the service contract, Mr. Chan shall be entitled to receive as liquidated damages a lump sum equal to the sum which would have been payable by the Company as gross salary (excluding bonus, if applicable), not to exceed 12 months of salary, in respect of the unexpired term of the Service Contract on the date notice of termination is given.

On 3 July 2007, a service contract was entered into between the Company and Mr. Chan for a term of two years commencing from 1 February 2008. The service contract provides for the payment of a salary of HK\$185 per month. In addition, Mr. Chan is also entitled to receive an accommodation allowance of HK\$160,000 per month.

- (ii) On 22 April 2002, a service contract was entered into between the Company and Mrs. Chan for a term of 5 years expiring on 1 February 2007. This service contract provides for the payment of a salary of the greater of (a) an annual salary equal to 1% of the net asset value of the Company as shown in its consolidated audited accounts at each financial year end, or (b) 110% of the basic salary as mentioned in the service contract with Mrs. Chan. In addition, Mrs. Chan is also entitled to receive an accommodation allowance of HK\$30,000 per month. After 1 February 2007, the Service Contract is continued on a month to month basis
- (iii) On 3 July 2007, a service contract was entered into between the Company and Mr. Chan Tong Wan ("Tony Chan") for a term of three years and taken effect on 1 April 2007. The service contract provides for the payment of annual salary of HK\$2 million, HK\$2.1 million and HK\$2.2 million for the first, second and third years of services and Tony Chan shall be entitled to an incentive bonus equivalent to 2.5% of the audited consolidated profit of the Group before tax at the end of every financial year or at such other rates or on such other terms as may be determined and approved by the Board. In the event that either party terminate the service contract, the terminated party shall be entitled to receive, and the terminating party shall pay and transfer to the terminated

董事之服務合約

- (i) 本公司與陳先生於二零零五年二月二十五日訂立一份為期三年之服務合約，將於二零零八年一月三十一日屆滿。此服務合約規定須支付之薪金金額為每月2,100,000港元。此外，陳先生亦有權收取每月30,000港元之房屋津貼。

倘本公司因控制權轉變(定義見服務合約)，或因服務合約並無特別訂明豁免之任何原因而終止僱用陳先生，則陳先生有權收取一筆定額賠償，數額相當於本公司於接獲解僱通知當日起計此服務合約餘下期間須付予陳先生之薪金總額(不包括花紅(如適用))，惟不得超出十二個月薪金。

本公司與陳先生於二零零七年七月三日訂立一份由二零零八年二月一日起為期兩年之服務合約。此服務合約規定須支付之薪金金額為每月185港元。此外，陳先生亦有權收取每月160,000港元之房屋津貼。

- (ii) 本公司與陳女士於二零零二年四月二十二日訂立一份為期五年之服務合約，於二零零七年二月一日屆滿。該服務合約規定須支付之薪金金額為下列較高者：(a)相等於本公司每個財政年度年結日之綜合經審核賬目所示本公司資產淨值1%之年薪；或(b)與陳女士所訂立服務合約所述基本薪金110%。此外，陳女士亦有權收取每月30,000港元之房屋津貼。於二零零七年二月一日後，該服務合約乃按月續期。
- (iii) 於二零零七年七月三日，本公司與陳統運先生(「陳統運」)訂立服務合約，為期三年，已於二零零七年四月一日生效。該服務合約訂明於第一年、第二年及第三年服務期間之每年薪金為2,000,000港元、2,100,000港元及2,200,000港元，且陳統運可於每個財政年度年終獲取相等於本集團除稅前經審核綜合溢利2.5%之獎勵花紅，或經董事會可能釐定及批准之其他數額或其他條款。倘其中一方終止服務合約，被終止一方有權獲取，而發出終止一方須支付及轉交予被終止一方相等於本公司就於發出終止通知日期該服務合約之未屆滿期限原應支付予陳統運作為薪金總額

Report of the Directors

party, as liquidated damages, a lump sum equal to the sum which would have been payable by the Company to Tony Chan as gross salary (excluding bonus, if applicable), not to exceed 12 months of salary, in respect of the unexpired term of the service contract on the date notice of termination is given.

- (iv) On 3 July 2007, a service contract was entered into between the Company and Mr. Chan Tung Moe ("Moe Chan") for a term of three years expiring on 2 July 2010. The service contract provides for the payment of annual salary of HK\$1 million, HK\$1.1 million and HK\$1.2 million for the first, second and third years of services and Moe Chan shall be entitled to an incentive bonus equivalent to 2.5% of the audited consolidated profit of the Group before tax at the end of every financial year or at such other rates or on such other terms as may be determined and approved by the Board. In addition, Moe Chan is also entitled to receive an accommodation allowance of HK\$20,000 per month. In the event that either party terminate the service contract, the terminated party shall be entitled to receive, and the terminating party shall pay and transfer to the terminated party, as liquidated damages, a lump sum equal to the sum which would have been payable by the Company to Moe Chan as gross salary (excluding bonus, if applicable), not to exceed 12 months of salary, in respect of the unexpired term of the service contract on the date notice of termination is given.

Other than as 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.

DIRECTORS' INTERESTS IN CONTRACTS

No contract 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.

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(不包括花紅，如適用)之總數作為定額賠償，惟不得超出十二個月薪金。

- (iv) 於二零零七年七月三日，本公司與陳統武先生(「陳統武」)訂立服務合約，為期三年，於二零一零年七月二日屆滿。該服務合約訂明於第一年、第二年及第三年服務期間之每年薪金為1,000,000港元、1,100,000港元及1,200,000港元，且陳統武可於每個財政年度年終獲取相等於本集團除稅前經審核綜合溢利2.5%之獎勵花紅，或經董事會可能釐定及批准之其他數額或其他條款。此外，陳統武亦可獲取每月20,000港元之房屋津貼。倘其中一方終止服務合約，被終止一方有權獲取，而發出終止一方須支付及轉交予被終止一方相等於本公司就於發出終止通知日期該服務合約之未屆滿期限原應支付予陳統武作為薪金總額(不包括花紅，如適用)之總數作為定額賠償，惟不得超出十二個月薪金。

除上文披露者外，概無任何董事與本公司訂立任何本公司不可於一年內毋須作出賠償(法定賠償除外)而終止之服務合約。

董事於合約之權益

本公司或其任何附屬公司概無訂立任何本公司董事直接或間接擁有重大權益且於年終或年內任何時間仍然生效之其他重要合約。

Report of the Directors

董事會報告書

SUBSTANTIAL SHAREHOLDERS

As at 31 March 2007, according to the register of interest in shares and underlying shares and short positions kept by the Company pursuant to Section 336 of the SFO and so far as is known to or can be ascertained after reasonable enquiries by the directors, the persons (other than the Directors of the Company or their respective associate) who were interested in 5% or more in the issued share capital of the Company are as follows:

Name 名稱	Nature of interest 權益性質	Number of shares/ underlying shares held 所持股份／相關股份數目	% 百分比
Prime Star Group Co., Ltd.	Beneficial owner 實益擁有人	518,195,207	29.53
Kingsway Lion Spur Technology Limited (note 1) (附註1)	Beneficial owner 實益擁有人	206,800,000	11.78
Festival Developments Limited	Corporate interest 公司權益	206,800,000	11.78
SW Kingsway Capital Holdings Limited	Corporate interest 公司權益	206,800,000	11.78
World Developments Limited	Corporate interest 公司權益	206,800,000	11.78
Innovation Assets Limited	Corporate interest 公司權益	206,800,000	11.78
Kingsway International Holdings Limited	Corporate interest 公司權益	206,800,000	11.78
Jonathan Choi Koon Shum	Corporate interest 公司權益	206,800,000	11.78
First Pacific International Limited	Corporate interest 公司權益	114,546,800	6.530

Note:

- (1) Kingsway Lion Spur Technology Limited is a company 100% controlled by Festival Developments Limited which in turn is 100% controlled by SW Kingsway Capital Holdings Limited. SW Kingsway Capital Holdings Limited in turn is 74% controlled by World Developments Limited which in turn is 100% controlled by Innovation Assets Limited which in turn is 100% controlled by Kingsway International Holdings Limited. Kingsway International Holdings Limited is 46% controlled by Jonathan Choi Koon Shum. Thus, the aforesaid interests in the Company duplicate each other.

Save as disclosed above, as at 31 March 2007, no person other than the directors of the Company whose interests are set out in the section headed "Directors' and chief executives' interests in shares and underlying shares" above, had registered an interest of 5% or more in the issued share capital of the Company, and short positions in the shares and underlying shares that was required to be recorded in the register of interest pursuant to Section 336 of the SFO.

主要股東

於二零零七年三月三十一日，根據本公司遵照證券及期貨條例第336條存置之股份及相關股份權益及淡倉登記冊及據董事目前所知或於作出合理查詢後確定，下列人士(本公司董事或彼等各自之聯繫人士除外)擁有本公司已發行股本5%或以上權益：

附註：

- (1) Kingsway Lion Spur Technology Limited為一間由Festival Developments Limited完全控制之公司，而Festival Developments Limited則由SW Kingsway Capital Holdings Limited完全控制。SW Kingsway Capital Holdings Limited則由World Developments Limited控制74%，而World Developments Limited則由Innovation Assets Limited完全控制，而Innovation Assets Limited則由Kingsway International Holdings Limited完全控制。Kingsway International Holdings Limited由Jonathan Choi Koon Shum控制46%。因此，前述於本公司之權益乃互相重複。

除上文披露者外，於二零零七年三月三十一日，除上文「董事及主要行政人員於股份及相關股份之權益」一節所載本公司董事擁有之權益外，概無任何人士登記擁有本公司已發行股本5%或以上權益及須根據證券及期貨條例第336條記入權益登記冊之股份及相關股份淡倉。

Report of the Directors

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 March 2007, the aggregate amount of turnover and purchases attributable to the Group's five largest customers and suppliers respectively accounted for less than 30% of the Group's total turnover and purchases.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

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

POST BALANCE SHEET EVENTS

Details of significant post balance sheet events are set out in note 43 to the financial statements.

CORPORATE GOVERNANCE

In the opinion of the directors, the Company has complied throughout the year ended 31 March 2007 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 ("Listing Rules"), with exception of a few deviations. Detailed information on the Company's corporate governance practices is set out in the Corporate Governance Report contained in pages 27 to 30 of the Annual Report.

PUBLIC FLOAT

As at the date of this report, the Company has maintained the prescribed public float under the Listing Rules, based on the information that is publicly available to the Company and within the knowledge of the Directors.

AUDITORS

A resolution will be submitted to the annual general meeting to re-appoint Messrs. Grant Thornton as auditors of the Company.

On behalf of the Board

CHAN TONG WAN
MANAGING DIRECTOR

26 July 2007

董事會報告書

主要客戶及供應商

截至二零零七年三月三十一日止年度，本集團五大客戶及供應商分別佔本集團營業總額及採購總額不足30%。

購回、出售或贖回上市證券

本公司或其任何附屬公司於年內概無購回、出售或贖回本公司任何上市證券。

結算日後事項

於結算日後之重大事項詳情載於財務報表附註43。

企業管治

董事認為，本公司於截至二零零七年三月三十一日止年度一直遵守香港聯合交易所有限公司證券上市規則（「上市規則」）附錄14所載企業管治常規守則，惟若干偏離除外。有關本公司之企業管治常規的詳細資料載於本年報第27至30頁所載之企業管治報告內。

公眾持股量

根據本公司公開可得資料及就董事所知悉，本公司於本報告日期維持上市規則訂明之公眾持股量。

核數師

將於股東週年大會提呈有關續聘均富會計師行為本公司核數師之決議案。

代表董事會

董事總經理
陳統運

二零零七年七月二十六日

Corporate Governance Report

CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining high standards of corporate governance and strives to continually improve on its governance processes as articulated in the Code on Corporate Governance Practices as set out by The Stock Exchange of Hong Kong Limited.

BOARD OF DIRECTORS

The Board of Directors (the "Board") is presently composed of nine members, comprising five executive Directors, one non-executive Director and three independent non-executive Directors. The Directors are, collectively and individually, aware of their responsibilities to the shareholders. The Directors' profile are set out on pages 12 and 13 of this Annual Report. The relationship among members of the Board are also disclosed.

The Board members as at 31 March 2007 were:

Executive Directors

Mr. Chan Heng Fai (*Managing Chairman*)
Mr. Chan Tong Wan (*Managing Director*)
Ms. Chan Yoke Keow
Ms. Chan Sook Jin, Mary-ann

Non-executive Director

Mr. Fong Kwok Jen

Independent Non-Executive Directors ("INEDs")

Mr. Wong Dor Luk, Peter
Mr. Joao Paulo Da Roza
Ms. Chian Yat Ping

The Board is responsible for directing the Group to success and enhancing shareholders' value by formulating the Group's overall strategy, key objectives and policies. The Board monitors and oversees the operating and financial performance of the Group pursuant to these objectives.

To assist the Board in its functions, the Board established and delegated specific responsibilities to two Board Committees, namely the Audit Committee and the Remuneration Committee. The respective roles and responsibilities of each Board committee, their work and activities are included in this Report.

The Board has also delegated the day-to-day management and operation of the Group's business to the management team.

企業管治報告

企業管治常規

本公司銳意維持高度企業管治，並按照香港聯合交易所有限公司頒佈之企業管治常規守則清晰訂明之條文，不斷致力改善其管治程序。

董事會

董事會（「董事會」）現有九名成員，當中包括五名執行董事、一名非執行董事及三名獨立非執行董事。董事已共同及個別知悉彼等須對股東履行之責任。董事簡介載於本年報第12及第13頁。董事會各成員間之關係亦會作出披露。

於二零零七年三月三十一日，董事會成員包括：

執行董事

陳恒輝先生（*執行主席*）
陳統運先生（*董事總經理*）
陳玉嬌女士
陳淑貞女士

非執行董事

鄭國禎先生

獨立非執行董事（「獨立非執行董事」）

王多祿先生
Joao Paulo Da Roza先生
錢一平女士

董事會負責透過制訂本集團之整體策略、主要目標及政策而領導本集團邁向成功路，以及提升股東價值。董事會根據此等目標管轄及監察本集團之營運及財務表現。

為協助董事會發揮其職能，董事會成立兩個董事會轄下之委員會，包括審核委員會及薪酬委員會，並及向該兩個委員會指派特定職責。董事會轄下各委員會之角色及職責、其工作及事務亦載入本報告內。

董事會亦將本集團業務之日常管理及營運工作指派予管理團隊。

Corporate Governance Report

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The roles of Chairman and Chief Executive Officer are segregated and their positions held by different individuals to ensure their respective independence, accountability and responsibility. The Chairman is responsible for providing leadership to and overseeing the function of the Board while the Chief Executive Officer is responsible for implementing the Board's strategy and managing the Group's business and operations.

NON-EXECUTIVE DIRECTORS

There are currently four non-executive Directors on the Board, three of whom are independent. They have been appointed for a specific term and subject to retirement by rotation in accordance with the Company's Articles of Association and thus submit themselves, on a rotation basis, for re-election by shareholders.

AUDIT COMMITTEE

The Audit Committee was established on 27 February 1995 and comprises the three INEDs:

Mr. Wong Dor Luk, Peter
Mr. Joao Paulo Da Roza
Ms. Chian Yat Ping

The terms of reference of the Audit Committee was formulated in accordance with the requirements of the new Code on Corporate Governance Practices. The primary duties of the Audit Committee include the review of financial information, overseeing the financial reporting system and internal control procedures as well as maintaining a working relationship with the external auditors.

During the year ended 31 March 2007, the Audit Committee met 2 times to review, consider and discuss: the appointment, scope, plan and fee of the external auditors; the external auditors' audit findings covering internal control and risk management issues; the interim and annual financial results and statements and other financial reporting matters.

INTERNAL CONTROLS

The Directors have conducted an annual review of the effectiveness of the system of internal control of the Company and its subsidiaries, which has covered major and material controls in areas of financial, operations, compliance and risk management of the Company.

REMUNERATION COMMITTEE

The Remuneration Committee was established on 30 September 2005 and currently comprises of the one executive Director and two INEDs:

Mr. Da Roza Joao Paulo
Mr. Wong Dor Luk, Peter
Ms. Chan Yoke Keow

企業管治報告

主席及行政總裁

主席及行政總裁之角色已予區分，該兩個職位不應由同一人擔任，藉以確保彼等各自之獨立性、問責性及責任。主席負責領導董事會，並監察董事會之職能，而行政總裁則負責執行董事會之策略及管理本集團之業務與營運。

非執行董事

董事會現有四名非執行董事，其中三名為獨立非執行董事。非執行董事按指定任期而獲委任，並須根據本公司之組織章程細則輪值退任，繼而按輪值基準由股東重選連任。

審核委員會

審核委員會已於一九九五年二月二十七日成立，並由三名獨立非執行董事組成：

王多祿先生
Joao Paulo Da Roza先生
錢一平女士

審核委員會之職責範圍已根據新訂企業管治常規守則之規定製訂。審核委員會之主要職責包括審閱財務資料、監督財務申報制度及內部監控程序，以及與外聘核數師保持工作夥伴之關係。

於截至二零零七年三月三十一日止年度內，審核委員會共開會兩次，以檢討、考慮及商討：外聘核數師之委任、職能範圍、計劃及費用；外聘核數師之核數結果（涵蓋內部監控及風險管理事項）；中期及全年財務業績及報表和其他財務申報事宜。

內部監控

董事已對本公司及其附屬公司之內部監控系統之有效性進行年度檢討，範圍包括本公司財務、經營、合規及風險管理各方面之主要及重大監控。

薪酬委員會

薪酬委員會已於二零零五年九月三十日成立，現時由一名執行董事及二名獨立非執行董事組成：

Joao Paulo Da Roza先生
王多祿先生
陳玉嬌女士

Corporate Governance Report

The terms of reference of the Remuneration Committee was formulated in accordance with the requirements of the new Code on Corporate Governance Practices. The Remuneration Committee is responsible for developing the remuneration policies of Directors and senior management.

During the year ended 31 March 2007, one Remuneration Committee meeting was held.

ATTENDANCE RECORD AT BOARD AND COMMITTEE MEETINGS

The Directors' attendance at Board meetings, Audit Committee and Remuneration Committee meetings during the year are set out below:

		Number of meeting attended/ Number of meeting held 出席會議次數／舉行會議次數		
		Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會
<i>Directors</i>	<i>董事</i>			
Mr. Chan Heng Fai	陳恒輝先生	6/6	N/A 不適用	N/A 不適用
Mr. Chan Tong Wan	陳統運先生	6/6	N/A 不適用	N/A 不適用
Ms. Chan Yoke Keow	陳玉嬌女士	6/6	N/A 不適用	1/1
Ms. Chan Sook Jin, Mary-ann	陳淑貞女士	5/6	N/A 不適用	N/A 不適用
<i>Non-Executive Director</i>	<i>非執行董事</i>			
Mr. Fong Kwok Jen	鄺國禎先生	6/6	N/A 不適用	N/A 不適用
<i>Independent Non-Executive Directors</i>	<i>獨立非執行董事</i>			
Mr. Wong Dor Luk, Peter	王多祿先生	6/6	2/2	1/1
Mr. Joao Paulo Da Roza	Joao Paulo Da Roza先生	6/6	2/2	1/1
Mr. Lee Ka Leung, Daniel ¹	李家樑先生 ¹	3/3	1/1	0/0
Ms. Chian Yat Ping ²	錢一平女士 ²	3/3	1/1	N/A 不適用
Number of meeting held during the year	年內舉行之會議次數	6	2	1

Notes:

- Mr. Lee Ka Leung, Daniel retired as Director and member of the Audit Committee and Remuneration Committee upon conclusion of the 2006 AGM.
- Ms. Chian Yat Ping was appointed as Director and members of the Audit Committee on 25 September 2006.

企業管治報告

薪酬委員會之職責範圍已根據新訂企業管治常規守則之規定制訂。薪酬委員會負責制訂董事及高級管理層之薪酬政策。

於截至二零零七年三月三十一日止年度，已舉行一次薪酬委員會會議。

於董事會及委員會會議之出席紀錄

年內，各董事於董事會會議、審核委員會及薪酬委員會會議之出席情況載列如下：

		Number of meeting attended/ Number of meeting held 出席會議次數／舉行會議次數		
		Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會
<i>Directors</i>	<i>董事</i>			
Mr. Chan Heng Fai	陳恒輝先生	6/6	N/A 不適用	N/A 不適用
Mr. Chan Tong Wan	陳統運先生	6/6	N/A 不適用	N/A 不適用
Ms. Chan Yoke Keow	陳玉嬌女士	6/6	N/A 不適用	1/1
Ms. Chan Sook Jin, Mary-ann	陳淑貞女士	5/6	N/A 不適用	N/A 不適用
<i>Non-Executive Director</i>	<i>非執行董事</i>			
Mr. Fong Kwok Jen	鄺國禎先生	6/6	N/A 不適用	N/A 不適用
<i>Independent Non-Executive Directors</i>	<i>獨立非執行董事</i>			
Mr. Wong Dor Luk, Peter	王多祿先生	6/6	2/2	1/1
Mr. Joao Paulo Da Roza	Joao Paulo Da Roza先生	6/6	2/2	1/1
Mr. Lee Ka Leung, Daniel ¹	李家樑先生 ¹	3/3	1/1	0/0
Ms. Chian Yat Ping ²	錢一平女士 ²	3/3	1/1	N/A 不適用
Number of meeting held during the year	年內舉行之會議次數	6	2	1

附註：

- 李家樑先生於二零零六年股東週年大會結束後退任董事及審核委員會及薪酬委員會成員職務。
- 錢一平女士於二零零六年九月二十五日獲委任為董事及審核委員會成員。

Corporate Governance Report

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code for securities transactions by directors (the "Code of Conduct") on terms no less exacting than the required standard of the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Listing Rules.

Having made specific enquiry, all Directors have confirmed compliance with the Code of Conduct throughout the year ended 31 March 2007.

DIRECTORS' RESPONSIBILITY FOR THE ACCOUNTS

The Directors acknowledge their responsibility for the preparation of the accounts of the Group and that the accounts are issued in accordance with statutory requirements and applicable accounting standards.

AUDITORS' REMUNERATION

For the year ended 31 March 2007, the external auditors provided the following services to the Group:

Audit services

核數服務

企業管治報告

董事之證券交易

本公司已就董事進行之證券交易採納一項守則（「操守守則」），其條款不比上市規則附錄10所載上市發行人董事進行證券交易之標準守則（「標準守則」）所載之規定準則寬鬆。

經作出具體查詢後，全體董事均已確認，彼等於截至二零零七年三月三十一日止年度內一直遵守操守守則。

董事之問責性

董事確認彼等編製本集團賬目之責任，並已根據法定規定及適用之會計準則刊發賬目。

核數師酬金

截至二零零七年三月三十一日止年度，外聘核數師已向本集團提供下列服務：

HK\$ '000
千港元

2,421

Independent Auditors' Report

To the members of Xpress Group Limited
(formerly known as China Credit Holdings Limited)
(incorporated in Hong Kong with limited liability)

We have audited the consolidated financial statements of Xpress Group Limited (formerly known as China Credit Holdings Limited) (the "Company") set out on pages 33 to 130, which comprise the consolidated and company balance sheets as at 31 March 2007, and the consolidated income statement, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes.

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

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

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with section 141 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether the financial statements are free from material misstatement.

獨立核數師報告

致：特速集團有限公司全體股東
(前稱中國信貸集團有限公司)
(在香港註冊成立之有限公司)

我們已審核載於第33頁至130頁的特速集團有限公司(前稱中國信貸集團有限公司)(「貴公司」)之綜合財務報表，此財務報表包括二零零七年三月三十一日的綜合資產負債表和公司資產負債表與截至該日止年度的綜合收益賬、綜合權益變動表、綜合現金流量表以及主要會計政策和其他附註解釋。

董事就財務報表須承擔的責任

董事須負責根據香港會計師公會頒佈的香港財務報告準則和香港公司條例編製並且真實而公允地列報該等財務報表。這些責任包括設計、實施和維護與財務報表編製及真實而公允地列報相關的內部控制，以使財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述；選擇和運用恰當的會計政策；及做出合理的會計估計。

核數師的責任

我們的責任是根據我們的審核對該等財務報表作出意見。我們的報告依據《香港公司條例》第141條僅為全體股東編製，而並不可作其他目的。我們概不就本報告的內容對其他任何人士負責或承擔責任。

我們已根據香港會計師公會頒佈的香港審核準則的規定執行審核。這些準則要求我們遵守職業道德規範，並規劃及執行審核，從而獲得合理確定此等財務報表是否不存有任何重大錯誤陳述。

Independent Auditors' Report

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

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

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 March 2007 and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the Hong Kong Companies Ordinance.

Grant Thornton
Certified Public Accountants
13th Floor, Gloucester Tower
The Landmark
15 Queen's Road Central
Hong Kong

26 July 2007

獨立核數師報告

審核涉及執行程式以獲取有關財務報表所載金額和披露資料的審核證據。所選定的程式取決於核數師的判斷，包括評估由於欺詐或錯誤而導致財務報表存有重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該公司編制及真實而公允地列報財務報表相關的內部控制，以設計適當的審核程式，但並非對公司的內部控制的有效性發表意見。審核亦包括評價董事所採用的會計政策的合適性及作出的會計估計的合理性，以及評價財務報表的整體列報方式。

我們相信，我們所獲得的審核證據充足且適當地為我們的審核意見提供基礎。

意見

我們認為，該等財務報表已根據香港財務報告準則真實而公允地反映 貴公司和 貴集團於二零零七年三月三十一日的財務狀況及 貴集團截至該日止年度的溢利和現金流量，並已按照《香港公司條例》的披露規定妥為編製。

均富會計師行
執業會計師
香港
皇后大道中15號
置地廣場
告羅士打大廈13樓

二零零七年七月二十六日

Consolidated Income Statement

For the year ended 31 March 2007

綜合收益賬

截至二零零七年三月三十一日止年度

		Notes 附註	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Continuing operations	持續經營業務			
Revenue	收益	5	689,184	445,005
Cost of sales	銷售成本		(631,820)	(405,290)
Gross profit	毛利		57,364	39,715
Other operating income	其他營運收入		21,205	2,234
Fair value gain on financial assets at fair value through profit or loss	按公平值計入損益之 金融資產之公平值收益		55,476	100,745
Fair value gain on investment properties	投資物業之 公平值收益		78,351	4,956
Bad debt recovered	已收回壞賬		943	20,206
Administrative expenses	行政開支		(142,692)	(111,613)
Other operating expenses	其他營運開支		(11,390)	(10,531)
Impairment losses on available-for-sale financial assets	可供出售金融資產之 減值虧損		-	(186)
Profit from operations	經營溢利		59,257	45,526
Finance costs	融資成本	7	(17,453)	(13,734)
Share of results of associates	分佔聯營公司業績		(1,249)	(13,159)
Profit before income tax	除所得稅前溢利	8	40,555	18,633
Income tax expense	所得稅支出	9	(24,474)	(229)
Profit for the year from continuing operations	來自持續經營業務之 年度溢利		16,081	18,404
Discontinued operations	已終止業務			
Profit for the year from discontinued operations	來自一項已終止業務之 年度溢利	10	-	84,140
Profit for the year	年度溢利		16,081	102,544
Attributable to:	應佔：			
Equity holders of the Company	本公司股權持有人	11	40,112	53,138
Minority interests	少數股東權益		(24,031)	49,406
Profit for the year	年度溢利		16,081	102,544
Earnings per share for profit attributable to the equity holders of the Company during the year	年內本公司股權持有人 應佔溢利之每股盈利	12		
- Basic	- 基本			
From continuing and discontinued operations	來自持續經營業務及 已終止業務		HK2.35 cents港仙	HK3.27 cents港仙
From continuing operations	來自持續經營業務		HK2.35 cents港仙	HK1.46 cents港仙
- Diluted	- 攤薄			
From continuing and discontinued operations	來自持續經營業務及 已終止業務		HK2.24 cents港仙	HK3.15 cents港仙
From continuing operations	來自持續經營業務		HK2.24 cents港仙	HK1.40 cents港仙

Balance Sheets

As at 31 March 2007

資產負債表

於二零零七年三月三十一日

	Notes 附註	Group 本集團		Company 本公司	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
ASSETS AND LIABILITIES					
Non-current assets					
Property, plant and equipment	15	22,397	20,137	1,048	1,324
Prepaid land leases	16	20,221	20,751	-	-
Investment properties	17	275,705	55,769	900	1,200
Interests in subsidiaries	18	-	-	14,218	14,218
Interests in associates	19	16,010	17,469	-	-
Long term deposits	20	7,664	6,677	-	-
Available-for-sale financial assets	21	45,815	14,239	-	-
Goodwill	22	18,955	7,037	-	-
Loans receivable	23	450	137	-	-
Pledged bank deposits	24	4,385	4,219	-	-
		411,602	146,435	16,166	16,742
Current assets					
Inventories	25	486	563	-	-
Trade and other receivables, deposits and prepayments	26	131,525	81,104	803	596
Financial assets at fair value through profit or loss	27	178,812	39,503	140,220	2,297
Loans receivable	23	3,008	2,441	-	-
Amounts due from subsidiaries	18	-	-	256,805	205,185
Amounts due from associates	19	6,577	3,223	1,521	3,223
Pledged bank deposits	24	-	4,771	-	-
Cash and cash equivalents	24	191,573	372,816	55,764	204,634
		511,981	504,421	455,113	415,935

Balance Sheets

As at 31 March 2007

資產負債表

於二零零七年三月三十一日

		Group 本集團		Company 本公司		
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	
	Notes 附註					
Current liabilities	流動負債					
Trade and other payables	貿易及其他應付款項	28	100,288	34,573	7,587	2,255
Borrowings	借貸	29	43,333	28,389	-	-
Finance lease payables	應付融資租賃款項	30	605	610	-	-
Taxes payable	應付稅項		3,526	11,073	-	-
Amounts due to subsidiaries	結欠附屬公司款項	18	-	-	56,075	46,001
			147,752	74,645	63,662	48,256
Net current assets	流動資產淨值		364,229	429,776	391,451	367,679
Total assets less current liabilities	資產總值減流動負債		775,831	576,211	407,617	384,421
Non-current liabilities	非流動負債					
Borrowings	借貸	29	134,623	34,672	-	-
Finance lease payables	應付融資租賃款項	30	972	303	-	-
Convertible debentures	可換股債券	31	50,234	48,577	-	-
Amounts due to associates	應付聯營公司款項	19	236	-	-	-
Deferred taxation	遞延稅項	32	22,159	2,810	196	196
			208,224	86,362	196	196
Net assets	資產淨值		567,607	489,849	407,421	384,225
EQUITY	權益					
Equity attributable to Company's equity holders	本公司股權持有人應佔權益					
Share capital	股本	34	17,548	16,265	17,548	16,265
Reserves	儲備	36	511,035	412,852	389,873	367,960
			528,583	429,117	407,421	384,225
Minority interests	少數股東權益		39,024	60,732	-	-
Total equity	權益總額		567,607	489,849	407,421	384,225

Chan Heng Fai
Managing Chairman

陳恒輝
執行主席

Chan Tong Wan
Managing Director

陳統運
董事總經理

Consolidated Cash Flow Statement

For the year ended 31 March 2007

綜合現金流量表

截至二零零七年三月三十一日止年度

	Notes 附註	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Cash flows from operating activities	經營業務之現金流量		
Profit before income tax	除所得稅前溢利		
From continuing operations	來自持續經營業務	40,555	18,633
From discontinued operations	來自已終止業務	-	94,519
Adjustments for:	經下列各項調整：		
Depreciation	折舊	3,590	3,368
Amortisation of prepaid land leases	預付租賃土地租金攤銷	530	530
Amortisation of intangible assets	無形資產攤銷	-	101
Impairment losses on	就下列各項確認之減值虧損		
- available-for-sale financial assets	- 可供出售金融資產	-	186
- trade and other receivables, deposits and prepayments	- 貿易及其他應收款項、已付按金及預付款項	26	8,354
Loss on disposals of property, plant and equipment	出售物業、廠房及設備之虧損	416	4
Loss on disposals of other intangible assets	出售其他無形資產之虧損	-	16
Gain on disposals of subsidiaries	出售附屬公司之收益	-	(94,332)
Gain on deemed disposals of a subsidiary	視作出售一間附屬公司之收益	-	(553)
Gain on disposal of an investment property with deposit paid	出售已付按金之投資物業之收益	(3,884)	-
Fair value gain on investment properties	投資物業公平值調整	(78,351)	(4,956)
Equity settled share based payment expenses	以權益結算之股份支付之開支	1,049	1,587
Interest income	利息收入	(15,719)	(10,223)
Interest expenses on borrowings and convertible debentures	借貸及可換股債券利息收入	17,411	13,658
Finance lease interest expenses	融資租約利息支出	42	76
Share of results of associates	分佔聯營公司業績	1,249	13,159
Write off of goodwill	商譽減值	652	-
Excess of the Group's interests in the net fair value of acquiree's identifiable assets, liabilities and contingent liabilities over cost	集團於被收購方之可識別資產、負債及或然負債的資產淨值權益高出成本	(360)	-
Operating (loss)/profit before working capital changes	營運資金變動前之經營(虧損)/溢利	(32,794)	44,127
Increase in loans receivable	應收貸款增加	(880)	(1,964)
Decrease/(Increase) in inventories	存貨減少/(增加)	77	(169)
Increase in amounts due from an associate	一間聯營公司欠款增加	(3,354)	(3,223)
Decrease/(Increase) in trade and other receivables, deposits and prepayments	貿易及其他應收款項、已付按金及預付款項減少/(增加)	448	(13,558)
(Increase)/Decrease in financial assets at fair value through profit or loss	按公平值計入損益之金融資產(增加)/減少	(135,528)	200,062
(Decrease)/Increase in trade and other payables	貿易及其他應付款項(減少)/增加	(2,672)	15,374
Increase/(Decrease) in amounts due to an associate	結欠一間聯營公司款項增加/(減少)	236	(3,240)
Decrease in provision	撥備減少	-	(6,739)
Cash (used in)/generated from operations	經營所得現金	(174,467)	230,670
Tax paid	已付稅項	(18,972)	(26)
Net cash (used in)/generated from operating activities	經營業務(所用)/所得現金淨額	(193,439)	230,644

Consolidated Cash Flow Statement

For the year ended 31 March 2007

綜合現金流量表

截至二零零七年三月三十一日止年度

		Notes 附註	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Cash flows from investing activities	投資活動之現金流量			
Decrease in pledged bank deposits	已抵押銀行存款減少		4,605	58,786
Increase in available-for-sale financial assets	可供出售金融資產增加		-	(3,353)
Proceeds from disposals of property, plant and equipment	出售物業、廠房及設備所得款項		67	1,784
Purchases of property, plant and equipment	購入物業、廠房及設備		(3,647)	(4,357)
Purchase of investment properties	購入投資物業		(93,366)	-
Proceeds from disposal of an investment property with deposit paid only	出售只付按金之投資物業之款項		10,561	-
Acquisition of subsidiaries	收購附屬公司	41	(15,393)	(84)
Proceeds of disposal of a subsidiary	出售一間附屬公司	42	-	88,379
Interest received	已收利息		15,719	10,223
Payment of long term deposits	長期存款增加		(7,664)	(6,677)
Net cash (used in)/generated from investing activities	投資活動(所用)/所得現金淨額		(89,118)	144,701
Cash flows from financing activities	融資活動之現金流量			
Drawdown/(Repayment) of borrowings	借入/(償還)借貸		100,763	(62,953)
Proceeds from issuance of share capital	發行股本所得款項		20,170	43
Issuance of warrants	發行認股權證		5,160	-
Capital injection from minority shareholders of subsidiaries	附屬公司少數股東出資		1,316	1,861
Interest paid	已付利息		(15,754)	(12,648)
Increase in/(repayment of) finance lease payables	增加/(償還)融資租約責任		664	(588)
Finance lease interest expenses	融資租約利息開支		(42)	(76)
Net cash generated from/(used in) financing activities	融資活動所得/(所用)現金淨額		112,277	(74,361)
Net (decrease)/increase in cash and cash equivalents	現金及現金等值項目(減少)/增加淨額		(170,280)	300,984
Cash and cash equivalents at beginning of year	於年初之現金及現金等值項目		363,083	61,300
Effect of foreign exchange rate changes, on cash held	外匯變動對所持現金之影響		(4,620)	799
Cash and cash equivalents at 31 March	於三月三十一日之現金及現金等值項目		188,183	363,083
Analysis of the balance of cash and cash equivalents	現金及現金等值項目結餘分析			
Bank balances and cash	銀行結餘及現金		191,573	372,816
Bank overdraft	銀行透支		(3,390)	(9,733)
			188,183	363,083

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 March 2007

截至二零零七年三月三十一日止年度

		Equity attributable to equity holders of the Company 本公司股權持有人應佔權益							Minority interests 少數股東權益	Total equity 權益總額		
		Share capital 股本	Share premium 股份溢價	Warrant reserve 認股權證 儲備	Assets revaluation reserve 資產 重估儲備	Investment revaluation reserve 投資重估儲備	Translation reserve 匯兌儲備	Employee share-based compensation reserve 以股份 支付予僱員 之補償儲備	Accumulated losses 累計虧損	Total		
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 April 2005	於二零零五年 四月一日	16,261	704,522	-	-	-	16,985	546	(371,345)	366,969	10,000	376,969
Revaluation surplus upon transfer of owner-occupied leasehold land and buildings to investment properties	將自用租賃土地及 樓宇轉撥至投資 物業時之重估盈餘	-	-	-	9,743	-	-	-	-	9,743	-	9,743
Deferred tax liabilities arising on revaluation of properties	重估物業產生之 遞延稅項負債	-	-	-	(1,705)	-	-	-	-	(1,705)	-	(1,705)
Fair value losses on available-for-sale financial assets	可供出售金融資產 之公平值虧損	-	-	-	-	(1,806)	-	-	-	(1,806)	-	(1,806)
Exchange difference on translation of overseas operations	因換算海外業務而 產生之匯兌差額	-	-	-	-	-	1,148	-	-	1,148	-	1,148
Net income/(expense) recognised directly in equity	直接於權益確認之 淨收入/(支出)	-	-	-	8,038	(1,806)	1,148	-	-	7,380	-	7,380
Profit for the year	年度溢利	-	-	-	-	-	-	-	53,138	53,138	49,406	102,544
Total recognised income and expense for the year	年度已確認之 總收入及支出	-	-	-	8,038	(1,806)	1,148	-	53,138	60,518	49,406	109,924
Issue of new shares upon exercise of bonus warrants	因行使紅利認股 權證而發行新股	4	39	-	-	-	-	-	-	43	-	43
Arising from acquisition of subsidiaries	因收購附屬公司 而產生	-	-	-	-	-	-	-	-	-	18	18
Capital contribution from minority shareholder of a subsidiary	一間附屬公司之 少數股東出資	-	-	-	-	-	-	-	-	-	1,308	1,308
Employee share-based compensation expenses recognised	確認以股份支付 予僱員之 補償開支	-	-	-	-	-	-	1,587	-	1,587	-	1,587
At 31 March 2006	於二零零六年 三月三十一日	16,265	704,561	-	8,038	(1,806)	18,133	2,133	(318,207)	429,117	60,732	489,849

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 March 2007

截至二零零七年三月三十一日止年度

		Equity attributable to equity holders of the Company 本公司股東持有應佔權益								Minority interests 少數股東權益	Total equity 權益總額	
		Share capital	Share premium	Warrant reserve	Assets revaluation reserve	Investment revaluation reserve	Translation reserve	Employee share-based compensation reserve	Accumulated losses	Total		
		股本	股份溢價	認股權證 儲備	資產 重估儲備	投資重估儲備	匯兌儲備	以股份 支付予僱員 之補償儲備	累計虧損	總計		
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 31 March 2006	於二零零六年 三月三十一日	16,265	704,561	-	8,038	(1,806)	18,133	2,133	(318,207)	429,117	60,732	489,849
Fair value gain on available-for-sale financial assets	可供出售金融資產 公平溢利	-	-	-	-	25,918	-	-	-	25,918	-	25,918
Exchange differences on translation of overseas operations	因換算海外業務而 產生之匯兌差額	-	-	-	-	-	7,267	-	-	7,267	-	7,267
Share of reserve of an associate	分佔聯營公司儲備	-	-	-	-	-	(192)	-	-	(192)	-	(192)
Net income/(expenses) recognised directly in equity	直接於權益確認之 淨收入/(支出)	-	-	-	-	25,918	7,075	-	-	32,993	-	32,993
Profit for the year	年度溢利	-	-	-	-	-	-	-	40,112	40,112	(24,031)	16,081
Total recognised income and expenses for the year	年度已確認之 總收入及支出	-	-	-	-	25,918	7,075	-	40,112	73,105	(24,031)	49,074
Exercise of 2009 and 2006 warrants subscription rights (notes 34(b) & (c))	行使二零零九及 二零零六年認 股權證之認購權 (附註34(b)及(c))	1,223	17,977	-	-	-	-	-	-	19,200	-	19,200
Exercise of share options (note 35)	行使購股權 (附註35)	60	910	-	-	-	-	-	-	970	-	970
Issue of warrants	發行認股權證	-	-	5,160	-	-	-	-	-	5,160	-	5,160
Transfer to reserves upon exercise of share option	因行使購股權轉撥 至儲備	-	21	-	-	-	-	(21)	-	-	-	-
Transfer to reserves upon cancellation of share option	因取消購股權轉撥 至儲備	-	-	-	-	-	-	(22)	22	-	-	-
Share of reserve of an associate	分佔聯營公司儲備	-	-	-	-	-	-	(18)	-	(18)	-	(18)
Arising from acquisition of a subsidiary	因收購附屬公司 而產生	-	-	-	-	-	-	-	-	-	1,007	1,007
Capital contribution from minority shareholder of a subsidiary	一間附屬公司之 少數股東出資	-	-	-	-	-	-	-	-	-	1,316	1,316
Employee share-based compensation expenses recognised	以股份支付予僱員 之補償開支	-	-	-	-	-	-	1,049	-	1,049	-	1,049
At 31 March 2007	於二零零七年 三月三十一日	17,548	723,469	5,160	8,038	24,112	25,208	3,121	(278,073)	528,583	39,024	567,607

Notes to the Financial Statements

For the year ended 31 March 2007

1. GENERAL INFORMATION

Xpress Group Limited (formerly known as "China Credit Holdings Limited") (the "Company") is a limited liability company incorporated and domiciled in Hong Kong. The name of the Company was changed from "China Credit Holdings Limited" to "Xpress Group Limited" with effect from 28 May 2007. The address of the Company's registered office and principal place of business is 5th Floor, Island Place Tower, 510 King's Road, North Point, Hong Kong. The Company's shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The principal activities of the Company and its subsidiaries (together referred to as the "Group") include investment holding, property investment, travel related services, hotel operations, securities investments, treasury investment and credit card business.

The acquisitions of subsidiaries, Makino Air Travel Service Co. Ltd., Nikko Travel Service Co. Ltd. and Sapporo Holdings Co. Ltd. described in note 41 are in line with the Group's strategy to expand its travel, leisure and hospitality business.

The financial statements on pages 33 to 130 have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and the requirements of the Hong Kong Companies Ordinance. The financial statements also include the applicable disclosure requirements of the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules").

The financial statements for the year ended 31 March 2007 were approved for issue by the board of directors on 26 July 2007.

2. ADOPTION OF NEW OR AMENDED HKFRSs

From 1 April 2006, the Group has adopted all the new and amended HKFRSs which are first effective on 1 April 2006 and relevant to the Group. The adoption of these HKFRSs has resulted in changes in the Group's accounting policy on financial guarantee contracts. Other than this, the adoption of these new and amended HKFRSs did not result in significant changes in the Company's and the Group's accounting policies but gave rise to additional disclosures.

財務報表附註

截至二零零七年三月三十一日止年度

1. 一般資料

特速集團有限公司(前稱中國信貸集團有限公司)(「本公司」)為在香港註冊成立及以香港作為本籍之有限公司。本公司名稱已由「中國信貸集團有限公司」更改為「Xpress Group Limited特速集團有限公司」。本公司之註冊辦事處及主要營業地點位於香港北角英皇道510號港運大廈5樓。本公司股份在香港聯合交易所有限公司(「聯交所」)上市。

本公司及其附屬公司(統稱「本集團」)之主要業務為投資控股、物業投資、旅遊相關服務、酒店業務、證券投資、財資投資及信用卡業務。

收購Makino Air Travel Service Co. Ltd.、Nikko Travel Service Co. Ltd.及Sapporo Holdings Co. Ltd.等附屬公司(見附註41所述)與本集團擴展旅遊、消閒及酒店業務策略相等一致。

第33頁至130頁之財務報表乃依照香港會計師公會(「香港會計師公會」)所頒佈之香港財務報告準則(「香港財務報告準則」,該統稱詞彙包括香港會計師公會(「香港會計師公會」)所頒佈之所有適用個別香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋)及香港公司條例之規定而編製。財務報表亦包括香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)之適用披露規定。

截至二零零七年三月三十一日止年度之財務報表已於二零零七年七月二十六日經董事會批准。

2. 採納新訂或經修訂之香港財務報告準則

由二零零六年四月一日起,本集團已採納所有於二零零六年四月一日首次生效並與本集團有關之新訂及經修訂香港財務報告準則。採納該等香港財務報告準則導致本集團關於財務擔保合約之會計政策有所改變。除此之外,採納該等新訂及經修訂香港財務報告準則並無令本公司及本集團會計政策產生重大變動,惟引致額外披露事項。

Notes to the Financial Statements

For the year ended 31 March 2007

2. ADOPTION OF NEW OR AMENDED HKFRSs (continued)

2.1 Amendments to HKAS 39 Financial Instruments: Recognition and Measurement – Financial Guarantee Contracts

The amendments to HKAS 39 require an entity to account for certain financial guarantee contracts in accordance with that standard. To comply with the requirements of the amended HKAS 39, the Group has adopted a new accounting policy to recognise financial guarantee contracts. On initial recognition, these contracts are measured at fair value and they are subsequently stated at the higher of:

- the amount initially recognised less where appropriate, cumulative amortisation recognised in accordance with the Group's revenue recognition policies; and
- the amount of the obligation under the contract, as determined in accordance with HKAS 37 "Provisions, Contingent Liabilities and Contingent Assets".

Details of this new accounting policy are set out in note 3.22.

Prior to this new accounting policy, the Group disclosed the financial guarantees issued as contingent liabilities in accordance with HKFRS 4 "Insurance Contracts" and HKAS 37. Provisions for the Group's liabilities under the financial guarantee contracts were made when it was more likely than not that the guaranteed party would default and the Group would incur outflow of resources embodying economic benefits.

This new accounting policy has been applied retrospectively to the extent that the financial guarantee contracts were in existence at 1 April 2005 (i.e. the date when HKAS 39 was initially adopted by the Group). The adoption of this new accounting policy has no material impact on the financial statements reported in the current and prior accounting periods, thus, no adjustment to prior periods has been made.

財務報表附註

截至二零零七年三月三十一日止年度

2. 採納新訂或經修訂之香港財務報告準則 (續)

2.1 修訂香港會計準則第39號：「確認及計量－財務擔保合約」

修訂香港會計準則第39號規定實體須根據該準則對若干財務擔保合約列賬。為遵守經修訂香港會計準則第39號之規定，本集團已採納新的會計政策以確認財務擔保合約。於首次確認時，該等合約已按公平值計量，其後則按以下兩者中的較高者列賬：

- 初步確認數額減去(如適用)根據本集團收入確認政策確認之累計攤銷；及
- 根據香港會計準則第37號「撥備、或然負債及或然資產」釐定之合約承擔數額。

此項新會計政策之詳情載於附註3.22。

於採納此項新會計政策前，本集團根據香港財務報告準則第4號「保險合約」及香港會計準則第37號把已發行之財務擔保披露作或然負債。當獲得擔保方的違約可能性大於履約可能性時，本集團將就財務擔保合約承擔作出撥備，而本集團將產生資源流出(包含經濟利益)。

此項新會計政策已按追溯基準應用在於二零零五年四月一日(即本集團初次採納香港會計準則第39號當日)存在之財務擔保合約。採納此項新會計政策對本會計期間或以往會計期間之財務報表並無大影響，因此，並無作出前期調整。

Notes to the Financial Statements

For the year ended 31 March 2007

財務報表附註

截至二零零七年三月三十一日止年度

2. ADOPTION OF NEW OR AMENDED HKFRSs
(continued)

2.2 New or amended HKFRSs that have been issued but are not yet effective

The Group has not early adopted the following HKFRSs that have been issued but are not yet effective. The directors of the Company is currently assessing the impact of these HKFRSs but are not yet in a position to state whether they would have material financial impact on the Group's financial statements.

Amendment to HKAS 1

修訂香港會計準則第1號

HKAS 23 (Revised)

香港會計準則第23號(經修訂)

HKFRS 7

香港財務報告準則第7號

HKFRS 8

香港財務報告準則第8號

HK(IFRIC) Interpretation 8

香港(財務報告詮釋委員會)－詮釋第8號

HK(IFRIC) Interpretation 9

香港(財務報告詮釋委員會)－詮釋第9號

HK(IFRIC) Interpretation 10

香港(財務報告詮釋委員會)－詮釋第10號

HK(IFRIC) Interpretation 11

香港(財務報告詮釋委員會)－詮釋第11號

HK(IFRIC) Interpretation 12

香港(財務報告詮釋委員會)－詮釋第12號

"Presentation of Financial Statements" – Capital Disclosures¹「財務報表之呈列」－資本披露¹"Borrowing Costs"²「借貸成本」²"Financial Instruments: Disclosures"¹「財務工具：披露」¹"Operating Segments"²「經營分部」²"Scope of HKFRS 2"³「香港財務報告準則第2號之範圍」³"Reassessment of Embedded Derivatives"⁴「重估嵌入式衍生工具」⁴"Interim Financial Reporting and Impairment"⁵「中期財務報告及減值」⁵"Group and Treasury Share Transactions"⁶「集團及庫存股份交易」⁶"Service Concession Arrangements"⁷「服務經營權安排」⁷

¹ Effective for annual periods beginning on or after 1 January 2007

² Effective for annual periods beginning on or after 1 January 2009

³ Effective for annual periods beginning on or after 1 May 2006

⁴ Effective for annual periods beginning on or after 1 June 2006

⁵ Effective for annual periods beginning on or after 1 November 2006

⁶ Effective for annual periods beginning on or after 1 March 2007

⁷ Effective for annual periods beginning on or after 1 January 2008

2. 採納新訂或經修訂之香港財務報告準則(續)

2.2 已頒佈但尚未生效之新訂或經修訂香港財務報告準則

本集團並無提早採納以下已頒佈但尚未生效之香港財務報告準則。本公司董事現正評估該等香港財務報告準則之影響，惟尚未能確定該等準則會否對本集團財務報告構成重大財務影響。

"Presentation of Financial Statements" – Capital Disclosures¹「財務報表之呈列」－資本披露¹"Borrowing Costs"²「借貸成本」²"Financial Instruments: Disclosures"¹「財務工具：披露」¹"Operating Segments"²「經營分部」²"Scope of HKFRS 2"³「香港財務報告準則第2號之範圍」³"Reassessment of Embedded Derivatives"⁴「重估嵌入式衍生工具」⁴"Interim Financial Reporting and Impairment"⁵「中期財務報告及減值」⁵"Group and Treasury Share Transactions"⁶「集團及庫存股份交易」⁶"Service Concession Arrangements"⁷「服務經營權安排」⁷

¹ 於二零零七年一月一日或之後開始之年度期間生效。

² 於二零零九年一月一日或之後開始之年度期間生效。

³ 於二零零六年五月一日或之後開始之年度期間生效。

⁴ 於二零零六年六月一日或之後開始之年度期間生效。

⁵ 於二零零六年十一月一日或之後開始之年度期間生效。

⁶ 於二零零七年三月一日或之後開始之年度期間生效。

⁷ 於二零零八年一月一日或之後開始之年度期間生效。

Notes to the Financial Statements

For the year ended 31 March 2007

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

3.1 Basis of preparation

The significant accounting policies that have been used in the preparation of these financial statements are summarised below. These policies have been consistently applied to all the years presented unless otherwise stated.

The financial statements have been prepared on the historical cost basis except for the investment properties and certain financial assets and liabilities, which are stated at their fair value. The measurement bases are fully described in the accounting policies below.

It should be noted that accounting estimates and assumptions are used in preparation of the financial statements. Although these estimates are based on management's best knowledge and judgement of current events and actions, actual results may ultimately differ from those estimates. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 4.

3.2 Basis of consolidation

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

3.3 Subsidiaries

Subsidiaries are entities over which the Group has the power to control the financial and operating policies so as to obtain benefits from their activities. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are excluded from consolidation from the date that control ceases.

財務報表附註

截至二零零七年三月三十一日止年度

3. 主要會計政策概要

3.1 編製基準

編製此等財務報表時所採用之主要會計政策概述於下文。除另有說明者外，該等政策已貫徹地應用於所呈列之所有年度。

財務報表乃按歷史成本法編製，惟投資物業及若干金融資產及負債則按公平值列賬除外。此等計量基準已在下文之會計政策全面論述。

須注意編製財務報表時已使用會計估計及假設。雖然此等估計乃按管理層對現行事件及行動之最佳理解及判斷而作出，惟實際結果最終可能有別於該等估計。涉及高度的判斷或高度複雜性的範疇，或涉及對財務報表屬重大假設和估算的範疇，在附註4中披露。

3.2 綜合基準

綜合財務報表載入本公司及其附屬公司截至每年三月三十一日止之財務報表。

3.3 附屬公司

附屬公司指本集團有權控制其財務及營運決策以從其活動中得益的實體。於評估本集團是否控制另一實體時，會考慮現時可行使或可轉換的潛在投票權的存在及影響。附屬公司在控制權轉移至本集團之日全面綜合入賬。附屬公司在控制權終止之日起停止綜合入賬。

Notes to the Financial Statements

For the year ended 31 March 2007

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.3 Subsidiaries (continued)

Business combinations (other than for combining entities under common control) are accounted for by applying the purchase method. This involves the revaluation at fair value of all identifiable assets and liabilities, including contingent liabilities of the subsidiary, at the acquisition date, regardless of whether or not they were recorded in the financial statements of the subsidiary prior to acquisition. On initial recognition, the assets and liabilities of the subsidiary are included in the consolidated balance sheet at their fair values, which are also used as the bases for subsequent measurement in accordance with the Group's accounting policies.

Intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

In the Company's balance sheet, subsidiaries are carried at cost less any impairment loss. The results of the subsidiaries are accounted for by the Company on the basis of dividends received and receivable at the balance sheet date.

Minority interest represents the portion of the profit or loss and net assets of a subsidiary attributable to equity interests that are not owned by the Group and are not the Group's financial liabilities.

Minority interests are presented in the consolidated balance sheet within equity, separately from the equity attributable to the equity holders of the Company. Profit or loss attributable to the minority interests are presented separately in the consolidated income statement as an allocation of the Group's results. Where losses applicable to the minority exceeds the minority interests in the subsidiary's equity, the excess and further losses applicable to the minority are allocated against the minority interest to the extent that the minority has a binding obligation and is able to make an additional investment to cover the losses. Otherwise, the losses are charged against the Group's interests. If the subsidiary subsequently reports profits, such profits are allocated to the minority interest only after the minority's share of losses previously absorbed by the Group has been recovered.

財務報表附註

截至二零零七年三月三十一日止年度

3. 主要會計政策概要 (續)

3.3 附屬公司 (續)

業務合併(合併受共同控股權之實體除外)乃應用購買法列賬。此方法是以收購當日重估附屬公司所有可辨認資產及負債(包括或然負債)之公平值,而不論於收購前附屬公司是否於其財務報表內將公平值確認與否。於初期確認時,附屬公司之資產及負債以其公平值於綜合資產負債表內列賬,有關公平值亦根據本集團的會計政策作為期後計量基準。

公司間交易、集團內公司間的結餘及交易之未變現盈利已於編製綜合財務報表時對銷。除非交易顯示已轉讓資產出現減值,否則虧損亦會對銷。

本公司之資產負債表內,附屬公司是按成本值減其減值虧損列賬。本公司將附屬之業績按於結算日已收及應收股息入賬。

少數股東權益代表非本集團擁有之股權應佔附屬公司之該部份損益及資產淨值,亦非本集團之財務負債。

少數股東權益於綜合資產負債表之權益內呈列,獨立於本公司權益持有人應佔權益。少數股東權益應佔之損益,於綜合收益表獨立呈列為本集團業績的分配。倘適用於少數股東之虧損超出附屬公司權益之少數股東權益,則有關超額及任何其他適用於少數股東之虧損,於本集團權益扣除,惟倘少數股東有約束責任且能夠作出額外投資填補虧損則除外。倘附屬公司於其後錄得溢利,本集團之權益會於所有該等溢利分配,直至本集團收回過往已計入之少數股東應佔虧損。

Notes to the Financial Statements

For the year ended 31 March 2007

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.4 Associates

Associates are those entities over which the Group is able to exert significant influence, generally accompanying a shareholding of between 20% and 50% of voting rights but which are neither subsidiaries nor investment in a joint venture. In consolidated financial statements, investment in associates is initially recognised at cost and subsequently accounted for using the equity method. Under the equity method, the Group's interest in the associate is carried at cost and adjusted for the post-acquisition changes in the Group's share of the associate's net assets less any identified impairment loss, unless it is classified as held for sale (or included in a disposal group that is classified as held for sale). The consolidated income statement includes the Group's share of the post-acquisition, post-tax results of the associate for the year, including any impairment loss on goodwill relating to the investment in associate recognised for the year.

When the Group's share of losses in an associate equals or exceeds its interest in the associate, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associate. For this purpose, the Group's interest in the associate is the carrying amount of the investment under the equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the associate.

Any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities of the associate recognised at the date of acquisition is recognised as goodwill. The cost of acquisition is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed and equity instruments issued by the Group, plus any costs directly attributable to the investment.

The goodwill is included within the carrying amount of the investment and is assessed for impairment as part of the investment. After the application of equity method, the Group determines whether it is necessary to recognise an additional impairment loss on the Group's investment in its associates. At each balance sheet date, the Group determines whether there is any objective evidence that the investment in associate is impaired. If such indications are identified, the Group calculates the amount of impairment as being the difference between the recoverable amount (see note 3.11) of the associate and its carrying amount.

財務報表附註

截至二零零七年三月三十一日止年度

3. 主要會計政策概要 (續)

3.4 聯營公司

聯營公司是指本集團對其有重大影響，通常持有其20%至50%投票權而既非附屬公司亦非合資企業之實體。於綜合財務表，聯營公司之投資初期以成本值確認及期後按權益會計法入賬。根據權益會計法，本集團於聯營公司之權益，乃按成本值列賬，並就本集團分佔聯營公司資產淨值減去任何已識別減值虧損之收購後變動作出調整，除非其分類為持作出售(或包括於分類為持作出售之出售組別)則作別論。綜合收益表已包括本集團分佔聯營公司年內之收購後後、除稅後業績，包括年內就聯營公司投資確認之任何商譽減值虧損。

除本集團對該聯營公司所作具法律或推定義務或替該公司償付的承擔外，當本集團應佔聯營公司之虧損相等或超出其於聯營公司之權益，本集團概不會確認超出之虧損。就此而言，本集團於聯營公司之權益為根據權益法之投資賬面值連同實質上構成本集團於聯營公司投資淨額之集團長期權益。

收購成本高出本集團分佔聯營公司於收購日期所確認可識別資產、負債及或然負債公平淨值的數額，乃確認為商譽。收購成本按交換日期交付的資產、發行的股本工具及所引致或所承擔的負債的公允值總額計算，另加直接與收購相關的成本。

商譽乃納入於投資賬面值，並會評估減值以作為投資一部份。於應用權益法後，本集團會釐定是否有必要對本集團於聯營公司之投資確額額外減值虧損。於每個結算日，本集團會確定是否有任何客觀證明顯示聯營公司投資已出現減值。倘認定有任何證明，本集團會計算減值數額，即聯營公司可收回數額(見附註3.11)及其賬面值兩者之間的差異。

Notes to the Financial Statements

For the year ended 31 March 2007

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.4 Associates (continued)

Any excess of the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities over the cost of acquisition, after reassessment, is recognised immediately in the income statement in the determination of the Group's share of the associate's profit or loss in which the investment is acquired.

Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associates. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Where the associate uses accounting policies other than those of the Group for like transactions and events in similar circumstances, adjustments are made, where necessary, to conform the associate's accounting policies to those of the Group when the associate's financial statements are used by the Group in applying the equity method.

In the Company's balance sheet, investment in an associate is stated at cost less any impairment losses. The results of associates are accounted for by the Company on the basis of dividends received and receivable.

3.5 Foreign currencies translation

The financial statements are presented in Hong Kong Dollars ("HK\$"), which is also the functional currency of the Company.

In the individual financial statements of the consolidated entities, foreign currency transactions are translated into the functional currency of the individual entity using the exchange rates prevailing at the dates of the transactions. At balance sheet date, monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the balance sheet date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the balance sheet date retranslation of monetary assets and liabilities are recognised in the income statement.

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3. 主要會計政策概要 (續)

3.4 聯營公司 (續)

本集團分佔可識別資產、負債及或然負債資產淨值高出收購成本之任何數額，於重估後，乃即時於收益賬確認，以釐定本集團就所收購投資於聯營公司分佔之溢利或虧損。

本集團與聯營公司之交易而產生之未實現溢利於本集團應佔聯營公司之權益為限作抵銷；除非交易顯示被轉讓資產出現減值，否則未變現虧損亦均予以抵銷。當聯營公司利用非本集團會計政策處理類似交易及類似事項時，會於必要時作出調整，使本集團應用權益法使用聯營公司之財務報表時使聯營公司之會計政策與本集團的一致。

於公司資產負債表，本公司於聯營公司之投資是按成本值減任何其減值虧損列賬。本公司對聯營公司之業績按已收及應收股息入賬。

3.5 外幣換算

本財務報表以港元(「港元」)呈報，即本公司之功能貨幣。

於已綜合實體之個別財務報表內，外幣交易均按交易當日之匯率換算為個別實體之功能貨幣。於結算日，以外幣計算之貨幣資產及負債乃按結算日之適用之匯率換算。因結算該等交易及因於結算日重新換算貨幣資產及負債所產生之外匯損益均於收益賬內確認。

Notes to the Financial Statements

For the year ended 31 March 2007

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.5 Foreign currencies translation (continued)

Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined and are reported as part of the fair value gain or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

In the consolidated financial statements, all individual financial statements of foreign operations, originally presented in a currency different from the Group's presentation currency, have been converted into HK\$. Assets and liabilities have been translated into HK\$ at the closing rates at the balance sheet date. Income and expenses have been converted into the HK\$ at the exchange rates ruling at the transaction dates, or at the average rates over the reporting period provided that the exchange rates do not fluctuate significantly. Any differences arising from this procedure have been dealt with separately in the translation reserve in equity.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation on or after 1 April 2005 have been treated as assets and liabilities of the foreign operation and translated into Hong Kong dollars at the closing rates. Goodwill arising on the acquisitions of foreign operation before 1 April 2005 is translated at the foreign exchange rate that applied at the date of acquisition of the foreign operation.

Other exchange differences arising from the translation of the net investment in foreign entities and of borrowings are taken to shareholders' equity. When a foreign operation is sold, such exchange differences are recognised in the income statement as part of the gain or loss on sale.

財務報表附註

截至二零零七年三月三十一日止年度

3. 主要會計政策概要 (續)

3.5 外幣換算 (續)

按公平值列賬且原以外幣為單位之非貨幣項目按釐定公平值當日匯率重新換算及以公平值損益一部分而呈報。按以往成本值以外幣計算之非貨幣項目不會重新換算。

於本綜合財務報表內，海外業務原先以非本集團呈報貨幣呈報之個別財務報表，均已換算為港元。資產與負債按於結算日收市匯率換算為港元。收入及費用乃按交易日期適用之匯率或按呈報期間的平均匯率換算為港元。因此而產生的任何差額均在權益項下換算儲備中獨立處理。

因收購海外業務所產生之商譽及公平值調整均視為海外業務之資產及負債並以收市匯率折算為港元。因於二零零五年四月一日前收購海外業務所產生之商譽乃按收購海外業務當日適用之匯率換算。

因換算有關海外實體之投資淨額、借貸而產生之其他匯兌差額於股東權益作出處理。於出售海外業務時，有關匯兌差額於綜合收益賬確認為出售時損益一部分。

Notes to the Financial Statements

For the year ended 31 March 2007

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.6 Revenue recognition

Revenue comprises the fair value for the sale of goods, rendering of services, the use by other of the Group's assets yielding interest, royalties and dividends, net of rebates and discounts. Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue and costs, if applicable, can be measured reliably, on the following bases:

- (a) Sales of goods are recognised upon transfer of the significant risks and rewards of ownership to customer. This is usually taken as the time when the goods are delivered and the customer has accepted the goods.
- (b) Sales of air tickets are recognised upon issuance of the air tickets.
- (c) Sales of tours are recognised upon departure of the tour group.
- (d) Revenue from hotel accommodation is recognised upon issuance of the hotel vouchers.
- (e) Consultancy service income and credit card service income are recognised when services are provided.
- (f) License fees are recognised over the license period.
- (g) Dividend income is recognised when the right to receive payment is established.
- (h) Rental income, including rentals invoiced in advance from properties under operating leases, is recognised on a straight line basis over the term of the lease.
- (i) Interest income from credit card receivables is recognised in the consolidated income statement on an accrual basis, except where a debt becomes doubtful, in which case recognition of interest income is suspended until it is realised on a cash basis.
- (j) Other interest income is recognised on a time-proportion basis using the effective interest method.

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3. 主要會計政策概要 (續)

3.6 收入確認

收益包括銷售貨品、提供服務及其他人士使用本集團資產而帶來利益、專利費及股息之公平值(扣減佣金、折扣)。收入將於經濟利益可能流入本集團及可以可靠地計量收入及成本(如適用)時確認，基準如下：

- (a) 貨物銷售於所有權之大部份風險與回報已轉嫁客戶時確認，一般於貨物送遞及客戶已接納貨物時確認。
- (b) 機票銷售於發出機票時確認。
- (c) 旅行團銷售於旅行團出發時確認。
- (d) 酒店住宿收入於發出酒店單據時確認。
- (e) 顧問服務收入及信用卡服務收入於提供服務時確認。
- (f) 特許收入於特許期間確認。
- (g) 股息收入於本集團收取付款之權利確立時確認。
- (h) 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法基準確認。
- (i) 應收信用卡利息收入按累計基準於綜合收益賬確認，惟倘債項變成呆賬，則暫停確認利息收入，直至可按現金基準變現為止。
- (j) 其他利息收入按實際利率按時間比例基準予以確認。

Notes to the Financial Statements

For the year ended 31 March 2007

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.7 Borrowing costs

All borrowing costs are expensed as incurred during the year.

3.8 Goodwill

Set out below are the accounting policies on goodwill arising on acquisition of a subsidiary. Accounting for goodwill arising on acquisition of investment in an associate is set out in note 3.4.

Goodwill represents the excess of the cost of a business combination or an investment over the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities. The cost of the business combination is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the Group, plus any costs directly attributable to the business combination or investment.

Goodwill is stated at cost less accumulated impairment losses. Goodwill is allocated to cash-generating units and is tested annually for impairment (see note 3.11).

Any excess of the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over the cost of a business combination is recognised immediately in profit or loss.

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

3.9 Prepaid land leases and property, plant and equipment

Prepaid land leases represents up-front payments to acquire long term interest in the usage of land. They are stated at cost and charged to income statement over the remaining period of the lease on a straight-line basis net of any impairment losses.

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3. 主要會計政策概要 (續)

3.7 借貸成本

所有借貸成本於年內產生時列為開支。

3.8 商譽

以下載列關於收購附屬公司所產生之商譽的會計政策。關於收購聯營公司投資所產生之商譽的會計處理載於附註 3.4。

商譽指業務合併或投資成本高出本集團於被收購人之可識別資產、負債及或然負債中的資產淨值權益的數額。業務合併成本按交換日期交付的資產、本集團發行的股本工具及所引致或所承擔的負債的公允值總額計算，另加直接與業務合併或投資相關的成本。

商譽按成本值減去累計減值虧損列賬。商譽乃分配至現金產生單位，並按年進行減值測試(見附註3.11)。

本集團於被收購人的可識別資產、負債及或然負債中的資產淨值權益高出業務合併成本的數額，會即時在損益賬中確認。

於其後出售附屬公司後，資本化商譽之應佔數額乃於釐定出售收益或虧損數額時納入其中。

3.9 預付租賃土地租金以及物業、廠房及設備

預付租賃土地租金指為收購土地使用之長期權益而支付之預付款項。租賃土地乃按成本值列賬，並以直線法於餘下租賃期間內自收益賬扣除(減去任何減值虧損)。

Notes to the Financial Statements

For the year ended 31 March 2007

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.9 Prepaid land leases and property, plant and equipment (continued)

Buildings held for own use which are situated on prepaid land leases, where the fair value of the building could be measured separately from the fair value of the prepaid land leases at the inception of the lease, and other items of plant and equipment are stated at cost less accumulated depreciation and impairment losses.

Assets held under finance leases are depreciated over their expected useful lives or the term of the relevant lease, if shorter.

Depreciation is provided to write off the cost over their estimated useful lives, on the following bases and at the following rates per annum:

Buildings

Over the shorter of the lease term or 2% on straight-line method

Leasehold improvements

Over the term of the lease or 6.67%-20% on straight-line method, whichever is the shorter

Furniture, fixtures and motor vehicles

20%-25% on reducing balance method

The assets' estimated useful lives are reviewed, and adjusted if appropriate, at each balance sheet date.

The gain or loss arising on retirement or disposals is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the income statement.

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

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截至二零零七年三月三十一日止年度

3. 主要會計政策概要 (續)

3.9 預付租賃土地租金以及物業、廠房及設備 (續)

預付租賃土地之持作自用之樓宇(樓宇公平值可於租約生效時與預付租賃土地公平值分開計量)，以及其他廠房及設備項目乃按成本值減去累計折舊及減值虧損列賬。

以融資租約方式持有之資產，其折舊依已購入資產之相同基準及其可使用年期，或相關之租約年期，以其較短者計算。

折舊乃按下列年率撥備，按其估計可使用年期以直線法將其成本值撇銷：

樓宇

按租約年期或按直線法之2%(以較短者為準)

租賃物業裝修

按租約年期或按直線法之6.67%-20%(以較短者為準)。

傢俬、裝置及汽車

20%-25%，採用餘額遞減法計算

資產可使用年期須於每年結算日重新審核和調整(如需)。

退用或出售固定資產之損益，是指出售所得款項淨額與有關資產賬面值之差額，並於綜合收益賬內確認。

期後成本如可增加本集團預期經濟利益時及該成本值能可靠地計量，有關成本將會加入列作該項資產之賬面值或確認為一項獨立資產(如需)。所有其他成本，如維修及保養費於發生時的財務期間於收益賬支銷。

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For the year ended 31 March 2007

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.10 Investment properties

Investment properties are land and/or buildings which are on freehold land/owned or held under a leasehold interest to earn rental income and/or for capital appreciation. These include land held for a currently undetermined future use.

When the Group holds a property interest under an operating lease to earn rental income and/or for capital appreciation, the interest is classified and accounted for as an investment property on a property-by-property basis. Any such property interest which has been classified as an investment property is accounted for as if it were held under a finance lease.

On initial recognition, investment property is measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment property is stated at fair value. The carrying amounts recognised in the balance sheet reflect the prevailing market conditions at the balance sheet date.

Gains or losses arising from either changes in the fair value or the sale of an investment property is included in the income statement for the period in which they arise.

Property which is held by the Group for use in the production or supply of goods or services or for administrative purposes is classified as owner-occupied property. The Group accounts for such property in accordance with the policy stated in note 3.9 for buildings and prepaid land lease elements of the owner-occupied property respectively. When the owner-occupied property subsequently becomes an investment property that will be carried at fair value, any decrease in the carrying amount of the property is recognised in the income statement. However, to the extent that an amount is previously included in revaluation surplus for the owner-occupied property, the decrease is charged against that revaluation surplus. Any increase in the carrying amount is recognised in income statement to the extent that such increase reverses a previous impairment loss and any remaining part of increase is credited directly to assets revaluation reserve.

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3. 主要會計政策概要 (續)

3.10 投資物業

投資物業乃永久業權／自置或根據租賃權益持有以賺取租金收入及／或資本增值的土地及／或樓宇。該等物業包括現時持作未確定未來用途的土地。

當本集團根據經營租約持有物業權益以賺取租金收入及／或資本增值時，該權益乃按個別物業基準分類及列賬為投資物業。任何已分類為投資物業的物業權益會視作猶如按融資租賃持有而列賬。

於初步確認時，投資物業以成本值(包括任何直接或間接應佔開支)計量。經初步確認後，投資物業以公平值呈列。於資產負債表所確認之賬面值反映於結算日之當時市況。

公平值變化或出售投資物業所產生之收益或虧損於其產生期間在收益賬確認。

本集團持作生產或供應貨品或服務或作行政管理用途之物業乃分類為自用物業。本集團根據附註3.9所述分別有關自用物業之樓宇及預付土地租賃部份和土地部份之政策就該等物業入賬。倘自用物業其後轉變為投資物業，則會按公平值列賬，而有關物業賬面額之減少乃透過收益賬而確認。然而，倘一筆款項先前已計入業主自用物業之重估盈餘內，則減少之金額乃自該重估盈餘中扣除。於收益賬所確認賬面額之任何增加乃以有關增加可撥回先前之減值虧損為限，而增加之任何餘下部份乃直接計入資產重估儲備內。

Notes to the Financial Statements

For the year ended 31 March 2007

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.10 Investment properties (continued)

On subsequent disposal of the investment property which was previously an owner-occupied property, the revaluation surplus included in assets revaluation reserve is transferred to retained earnings.

For properties held for sale which subsequently become investment properties that will be carried at fair value, any difference between the fair value of the property at the date of change in use and its previous carrying amount will be recognised in income statement.

3.11 Impairment of assets

Goodwill arising on an acquisition of subsidiary, property, plant and equipment, and interests in subsidiaries and associates are subject to impairment testing.

Goodwill is tested for impairment at least annually, irrespective of whether there is any indication that they are impaired. All other assets are tested for impairment whenever there are indications that the asset's carrying amount may not be recoverable.

An impairment loss is recognised as an expense immediately for the amount by which the asset's carrying amount exceeds its recoverable amount, unless the relevant asset is carried at revalued amount under the Group's accounting policy. The recoverable amount is the higher of fair value, reflecting market conditions less costs to sell, and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of time value of money and the risk specific to the asset.

For the purposes of assessing impairment, where an asset does not generate cash inflows largely independent from those from other assets, the recoverable amount is determined for the smallest group of assets that generate cash inflows independently (i.e. a cash-generating unit). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level. Goodwill in particular is allocated to those cash-generating units that are expected to benefit from synergies of the related business combination and represent the lowest level within the Group at which the goodwill is monitored for internal management purpose.

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3. 主要會計政策概要 (續)

3.10 投資物業 (續)

倘其後出售先前屬於自用物業投資物業，則已計入資產重估儲備之重估盈餘乃轉撥至保留溢利。

其後轉變為投資物業之待售物業將按公平值列賬，該物業於更改用途當日之公平值與先前之賬面值之間的差額將於收益賬中確認。

3.11 資產減值

收購附屬公司、物業、廠房及設備，以及於附屬公司及聯營公司之權益所產生之商譽須進行減值測試。

商譽至少每年進行減值測試一次，而不論是否有任何情況顯示商譽已出現減值。所有其他資產乃於有任何情況顯示資產賬面值可能未能收回時作減值測試。

減值虧損乃就資產賬面值出可收回數額的數額隨即確認為開支，除非有關資產乃根據本集團會計政策按重估價值列賬則作別論。可收回數額相當於反映市況的公平值減去銷售成本及使用中價值兩者中的較高者。於評估使用中價值時，估計未來現金流量乃以反映市場現有評估之貨幣時值及資產特定風險的稅前貼現率貼現至其現值。

為評估減值目的，倘資產並無在很大程度獨立於其他資產而產生現金流量，則可收回數額乃就可獨立產生現金流量之最細資產組別(即現金產生單位)而釐定。因此，部分資產個別進行減值測試，部分則在現金產生單位層次進行測試。特別是商譽被分配至預期可從相關業務合併之協同效應中獲益並代表就內部管理目的監管商譽之最低層次。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.11 Impairment of assets (continued)

Impairment losses recognised for cash-generating units, to which goodwill has been allocated, are credited initially to the carrying amount of goodwill. Any remaining impairment loss is charged pro rata to the other assets in the cash-generating unit, except that the carrying value of an asset will not be reduced below its individual fair value less cost to sell, or value in use, if determinable.

An impairment loss on goodwill is not reversed in subsequent periods. In respect of other assets, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the asset's recoverable amount and only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

3.12 Leases

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

(i) Classification of assets leased to the Group

Assets that are held by the Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases, with the following exceptions:

- property held under operating leases that would otherwise meet the definition of an investment property is classified as an investment property on a property-by-property basis and, if classified as investment property, is accounted for as if held under a finance lease (see note 3.10); and

3. 主要會計政策概要 (續)

3.11 資產減值 (續)

就已分配商譽之現金產生單位確認之減值虧損首先計入商譽之賬面金額。任何剩餘減值虧損按比例自現金產生單位其他資產中扣除，惟資產賬面值將不會減至低於其個別公平值減銷售成本或使用中價值（如可予釐定）。

商譽之減值虧損不可於其後之期間撥回。倘用以釐定資產之可收回金額之估計已出現有利變動，其他資產之減值虧損予以撥回，惟資產之賬面值不得超過倘並無確認減值而釐定賬面值（經扣除折舊或攤銷）。

3.12 租約

倘本集團決定有關一項或一連串交易之安排將特定資產之使用權按協定期間轉移以換取一筆或多筆款項，則有關安排屬或包括租賃。有關決定乃按評估安排性質作出，而不論有關安排是否屬法定格式之租賃。

(i) 租予本集團之資產分類

本集團根據租約持有之資產，租約中之風險及擁有權利均轉移至目標集團之租約乃分類為根據融資租賃持有。不會轉移絕大部份風險及擁有權利之租約乃分類為經營租賃，惟下列除外：

- 根據經營租賃持有而符合投資物業定義之各項物業將按個別物業基準列作投資物業分開處理，倘分類為投資物業，則視之猶如融資租賃持有之方式處理（見附註 3.10）；及

Notes to the Financial Statements

For the year ended 31 March 2007

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.12 Leases (continued)

(i) *Classification of assets leased to the Group (continued)*

- land held for own use under an operating lease, the fair value of which cannot be measured separately from the fair value of a building situated thereon, at the inception of the lease, is accounted for as being held under a finance lease, unless the building is also clearly held under an operating lease (see note 3.9). For these purposes, the inception of the lease is the time that the lease was first entered into by the Group, or taken over from the previous lessee.

(ii) *Assets acquired under finance leases*

Where the Group acquires the use of assets under finance leases, the amounts representing the fair value of the leased asset, or, if lower, the present value of the minimum lease payments, of such assets are included in fixed assets and the corresponding liabilities, net of finance charges, are recorded as finance lease payables.

Subsequent accounting for assets held under finance lease agreements corresponds to those applied to comparable acquired assets. The corresponding finance lease liability is reduced by lease payments less finance charges.

Finance charges implicit in the lease payments are charged to income statement over the period of the leases so as to produce an approximately constant periodic rate of charge on the remaining balance of the obligations for each accounting period.

(iii) *Operating lease charges as the lessee*

Where the Group has the use of assets held under operating leases, payments made under the leases are charged to the income statement on a straight-line basis over the lease terms except where an alternative basis is more representative of the pattern of benefits to be derived from the leased assets. Lease incentives received are recognised in the income statement as an integral part of the aggregate net lease payments made.

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3. 主要會計政策概要 (續)

3.12 租約 (續)

(i) *租予本集團之資產分類 (續)*

- 以經營租賃持作自用之土地於租賃開始時，其公允價值未能與上蓋樓宇之公允價值分開計量時，則按融資租賃持有之方式處理，惟樓宇亦明確以經營租賃持有者除外（見附註3.9）。就此而言，租賃開始當時為租賃首次獲本集團計入、或取代前期租賃。

(ii) *以融資租賃收購之資產*

若本集團以融資租賃收購資產使用權，租賃資產的公允價值數額或最低租金的現值之較低價值者將列入固定資產及相關負債，扣除融資費用，並列作應付融資租賃。

對以融資租約持有之資產，隨後之會計處理（即使用年期及折舊法）與類似收購資產所採用者相應。對應融資租約債項之減少，乃以租金減融資費用計算。

隱含在租賃付款中的財務開支計入租賃期間之收益賬，以於每個會計期間承擔的剩餘結餘產生持續周期相約開支額。

(iii) *作為承租人之經營租賃費用*

倘若本集團以經營租賃持有資產使用權，以租賃作出的支付將於租期之會計期間按相同數額分期計入收益表，惟若有另一種更能反映租賃資產衍生的利益模式的基準除外。所獲租賃減免在收益表確認為已付淨租金總額一部份。

Notes to the Financial Statements

For the year ended 31 March 2007

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.12 Leases (continued)

(iv) *Assets leased out under operating leases as the lessor*

Assets leased out under operating leases are measured and presented according to the nature of the assets. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense over the lease term on the same basis as the rental income.

Rental income receivable from operating leases is recognised in profit or loss on a straight-line basis over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable.

3.13 Financial assets

The Group's accounting policies for financial assets other than investments in subsidiaries and associates are set out below.

Financial assets are classified into the following categories:

- financial assets at fair value through profit or loss
- loans and receivables
- available-for-sale financial assets

Management determines the classification of its financial assets at initial recognition depending on the purpose for which the financial assets were acquired and where allowed and appropriate, re-evaluates this designation at every reporting date.

All financial assets are recognised when, and only when, the Group becomes a party to the contractual provisions of the instrument. Regular way purchases of financial assets are recognised on trade date. When financial assets are recognised initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs.

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3. 主要會計政策概要 (續)

3.12 租約 (續)

(iv) *作為出租人根據經營租賃出租資產*

根據經營租賃出租之資產乃按資產性質計量及呈列。在磋商及安排經營租賃時產生之初步直接成本加入租賃資產之賬面值，於租約年期以直線法按與租金收入相同確認為開支。

根據經營租約而應收之租金收入，乃以等額於租約所涵蓋之期間在損益表確認，惟倘另一基準更能反映租賃資產所購取之利益除外。所授出之租賃優惠乃於損益表中確認，作為應收淨租賃款總額之一部份。

3.13 金融資產

本集團就金融資產(不包括於附屬公司及聯營公司之投資)之會計政策載列如下：

金融資產資產分類為以下類別：

- 按公平值計入損益之金融資產、可供出售金融資產
- 貸款及應收款項
- 可供出售金融資產

管理層於初步確認時根據金融資產被收購之目的釐定其金融資產之歸類，及(倘允許及適合)於每個報告日期重新評估該分類。

所有金融資產僅於本集團成為文據合約條文之訂約方時確認。以定期方式購入之金融資產於交易日期/結算日期確認。倘金融資產初步確認，彼等按公平值計量，及(倘投資未按公平值計入收益賬)則按交易成本直接應佔之公平值計量。

Notes to the Financial Statements

For the year ended 31 March 2007

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.13 Financial assets (continued)

Derecognition of financial assets occurs when the rights to receive cash flows from the investments expire or are transferred and substantially all of the risks and rewards of ownership have been transferred. At each balance sheet date, financial assets are reviewed to assess whether there is objective evidence of impairment. If any such evidence exists, impairment loss is determined and recognised based on the classification of the financial asset.

(i) *Financial assets at fair value through profit or loss*

Financial assets at fair value through profit or loss includes financial assets held for trading which are acquired for the purpose of selling in the near term. Derivatives, including separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments or financial guarantee contracts.

Subsequent to initial recognition, these are measured at fair value with changes in fair value recognised in income statement.

(ii) *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. These are subsequently measured at amortised cost using the effective interest method, less any impairment losses. Amortised cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction cost.

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3. 主要會計政策概要 (續)

3.13 金融資產 (續)

倘從投資收取現金流之權利過期或被轉讓及絕大部分擁有權之風險及回報已被轉讓時，則解除確認金融資產。於每個結算日，均會審閱金融資產，以方評估是否有客觀證據證明金融資產出現減值。倘有任何該等憑證，減值虧損會按金融資產分類釐定及確認。

(i) *按公平值計入損益之金融資產*

按公平值計入損益之金融資產包括持作買賣用途之金融資產倘金融資產乃為短期出售而購入。衍生工具(包括可分開的嵌入式衍生工具)亦分類為持作買賣，除非該等衍生工具被指定為有效對沖工具或財務擔保合約。

初步確認後，金融資產以公平值計量，公平值之變動於收益賬中確認。

(ii) *貸款及應收款項*

貸款及應收款項為具固定或可釐定款項而並無於活躍市場掛牌之非衍生金融資產。貸款及應收款項其後以實際利率法按攤銷成本減去任何減值虧損列賬。攤銷成本乃計及收購之任何折讓或溢價而計算，並包括作為實際利率及交易成本組成部份之費用。

Notes to the Financial Statements

For the year ended 31 March 2007

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.13 Financial assets (continued)

(iii) Available-for-sale financial assets

Available-for-sale financial assets include non-derivative financial assets that are either designated to this category or do not qualify for inclusion in any of the other categories of financial assets. These are subsequently measured at fair value. Gain or loss arising from a change in the fair value is recognised directly in equity, except for impairment losses (see the policy below) and foreign exchange gains and losses, until the financial asset is derecognised, at which time the cumulative gain or loss previously recognised in equity would be recognised in the income statement. Interest calculated using the effective interest method is recognised in the income statement. Upon disposal, the cumulative gain or loss previously recognised in equity is transferred to the income statement.

For available-for-sale investments in equity securities that do not have a quoted market price in an active market and whose fair value cannot be reliably measured, they are measured at cost less any identified impairment losses at each balance sheet date subsequent to initial recognition.

Impairment of financial assets

At each balance sheet date, financial assets other than at fair value through profit or loss are reviewed to determine whether there is any objective evidence of impairment. If any such evidence exists, the impairment loss is measured and recognised as follows:

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3. 主要會計政策概要 (續)

3.13 金融資產 (續)

(iii) 可供出售金融資產

可供出售金融資產包括非衍生性金融資產(被指定為該類別之金融資產或不能列入任何其他類別之金融資產。金融資產其後按公平值計量。公平值變動所產生之收益或虧損於權益內直接確認，惟減值虧損以及外匯收益及虧損除外(見下述政策)，直至金融資產不再確認為止，屆時早前於權益內確認之累計收益或虧損將於收益賬確認。以實際利率法計算之利息於收益賬確認。於出售時，之前已於權益中確認之累計收益或虧損轉至收益賬。

並無於活躍市場報價、其公平值無法可靠計算之可供出售股本投資，於初步確認後每個結算日按成本扣除任何已識別減值虧損列賬。

金融資產之減值

於每個結算日，並非按公平值於損益賬處理之金融資產會予以審閱，以確定是否有任何客觀的減值憑證。倘存在任何憑證，減值虧損將予計量及確認，茲述如下：

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.13 Financial assets (continued)

(i) Financial assets carried at amortised cost

If there is objective evidence that an impairment loss on loans and receivables has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). The amount of the loss is recognised in the income statement in the period in which the impairment occurs.

If, in subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed to the extent that it does not result in a carrying amount of the financial asset exceeding what the amortised cost would have been had the impairment not been recognised at the date the impairment is reversed. The amount of the reversal is recognised in the income statement in the period in which the reversal occurs.

(ii) Available-for-sale financial assets

When a decline in the fair value of an available-for-sale financial asset has been recognised directly in equity and there is objective evidence that the asset is impaired, an amount is removed from equity and recognised in the income statement as impairment loss. That amount is measured as the difference between the asset's acquisition cost (net of any principal repayment and amortisation) and current fair value, less any impairment loss on that asset previously recognised in the income statement.

Reversals in respect of investment in equity instruments classified as available-for-sale are not recognised in the income statement. The subsequent increase in fair value is recognised directly in equity. Impairment losses in respect of debt securities are reversed if the subsequent increase in fair value can be objectively related to an event occurring after the impairment loss was recognised. Reversal of impairment losses in such circumstances are recognised in the income statement.

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3. 主要會計政策概要 (續)

3.13 金融資產 (續)

(i) 按攤銷成本列賬之金融資產

如果有客觀跡象表明以攤銷成本計值之貸款及應收款項已產生減損，資產之賬面價值與估算未來之現金流量(不包括尚未產生之未來信貸損失)以原始實際利率(即按初步確認計算之實際利率)折現之現值之間差額確認減損。虧損數額於減值發生期間在收益賬確認。

倘於其後期間減值虧損金額減少，而此減少客觀上與確認減值虧損後發生的事項相關，則撥回過往確認之減值虧損，惟不得導致金融資產賬面值超過如無確認減值之原有攤銷成本。撥回金額於撥回發生期間在收益賬中確認。

(ii) 可供出售金融資產

當可供出售金融資產之公平值減幅已直接於權益內確認，以及有客觀憑證顯示資產已減值，有關數額將自權益內移除並於收益賬確認為減值虧損。該數額乃按資產收購成本(扣除任何本金還款及攤銷)及現有公平值兩者的差異，減去早前就該資產在收益賬確認之任何減值虧損而計量。

就股本工具投資作出之撥回乃分類為可供出售且不會於收益賬確認。公平值其後的增幅直接於權益確認。倘公平其後增加，而此增幅客觀上與確認減值虧損後發生之事項相關，則債務證券之減值虧損會予以撥回。在該等情況下所撥回之減值虧損會於收益賬確認。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.13 Financial assets (continued)

(iii) Financial assets carried at cost

The amount of impairment loss is measured as the difference between the carrying amount of the financial asset and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment losses are not reversed in subsequent periods.

3.14 Inventories

Inventories are carried at the lower of cost and net realisable value. Cost is determined using the weighted average basis. Net realisable value is the estimated selling price in the ordinary course of business less the estimated cost of completion and applicable selling expenses.

3.15 Accounting for income taxes

Income tax comprises current tax and deferred tax.

Current income tax assets and/or liabilities comprise those obligations to, or claims from, fiscal authorities relating to the current or prior reporting period, that are unpaid at the balance sheet date. They are calculated according to the tax rates and tax laws applicable to the fiscal periods to which they relate, based on the taxable profit for the year. All changes to current tax assets or liabilities are recognised as a component of income tax expense in the income statement.

Deferred tax is calculated using the liability method on temporary differences at the balance sheet date between the carrying amounts of assets and liabilities in the financial statements and their respective tax bases. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, tax losses available to be carried forward as well as other unused tax credits, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised.

Deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither taxable nor accounting profit or loss.

3. 主要會計政策概要 (續)

3.13 金融資產 (續)

(iii) 按成本值列賬之金融資產

減值虧損數額乃按金融資產賬面值與按同類金融資產現時市場回報率貼現之估計未來現金流量現值兩者間的差異而計量。該等減值虧損不會於其後期間撥回。

3.14 存貨

存貨乃按成本及可變現淨值兩者之較低者入賬。成本乃按加權平均法釐定。可變現淨值乃於日常業務過程中之估計售價減估計完成成本適用之銷售開支。

3.15 所得稅會計處理

所得稅包括本期稅項及遞延稅項。

本期所得稅資產及／或負債包括金融部門要求繳納的、涉及本期或以往報告期間但於結算日尚未支付的納稅責任，乃基於該年度應課稅溢利，根據有關財務年度適用之稅率及稅法計算。本期稅項資產或負債之所有變動均於收益賬內，確認為所得稅開支之一部分。

遞延稅項採用負債法就本財務報表內資產及負債之賬面值與其稅基間之暫時差異計算。遞延稅項負債通常將所有稅基間之暫時差異予確認。遞延稅項資產通常將所有可抵扣暫記差額、可滾存未使用之稅虧及未使用之稅收，應以能抵銷該可抵扣暫記差額、可滾存未使用之稅虧及未使用之稅收之可能出現的未來應繳稅溢利數額為限。

由商譽或交易中初期確認(除業務合併外)的資產及負債(但對稅務或會計損益均無影響)所產生之暫記差額均不允許予確認。

Notes to the Financial Statements

For the year ended 31 March 2007

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.15 Accounting for income taxes (continued)

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax is calculated, without discounting, at tax rates that are expected to apply in the period the liability is settled or the asset realised, provided they are enacted or substantively enacted at the balance sheet date.

Changes in deferred tax assets or liabilities are recognised in the income statement, or in equity if they relate to items that are charged or credited directly to equity.

3.16 Cash and cash equivalents

Cash and cash equivalents include cash at bank and in hand, demand deposits with banks and short term highly liquid investments with original maturities of three months or less that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value. For cash flow statement presentation, cash and cash equivalents include bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

3.17 Share capital

Ordinary shares are classified as equity. Share capital is determined using the nominal value of shares that have been issued.

Share premium includes any premiums received on the issue of share capital. Any transaction costs associated with the issuing of shares are deducted from share premium (net of any related income tax benefit) to the extent they are incremental costs directly attributable to the equity transaction.

財務報表附註

截至二零零七年三月三十一日止年度

3. 主要會計政策概要 (續)

3.15 所得稅會計處理 (續)

倘本集團可以控制暫時差異之撥回，且該撥回在可預見未來不大可能發生；則於投資於附屬公司及聯營公司所產生有關之暫時差異不確認為遞延稅項。

倘遞延稅項已或大致上被制定，於結算日遞延稅項以當支付負債或確認資產期間時所適用稅率計算及不須以內部貼現。

遞延稅項資產或負債之變動均於綜合收益賬內確認，惟與直接自權益扣除或計入權益之項目有關的遞延稅項資產或負債之變動則在權益中確認。

3.16 現金及現金等值項目

現金及現金等價物包括存於銀行及手頭現金、銀行通知存款及可隨時轉換為已知數額現金且並無重大價值變動風險及原到期日在三個月或以內而且流通量極高之短期投資。於現金流量表內，現金及現金等值項目，包括須按通知償還之銀行透支及為本集團現金管理整體之一部份。

3.17 股本

普通股分類為權益。股本按已發行股份之面值釐定。

股份溢價包括就發行股本獲得之任何溢價。如與發行股份有關之任何交易成本為股份交易直接應佔之成本，任何該等成本乃從股份溢價賬中扣除(減去任何相關所得稅利益)。

Notes to the Financial Statements

For the year ended 31 March 2007

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.18 Retirement benefit costs and short term employee benefits

Retirement benefits to employees are provided through several defined contribution plans.

Retirement benefits scheme

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance, for all of its Hong Kong employees. Contributions are made based on a percentage of the employees' basic salaries and are charged to the income statement as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

The employees of the Group's subsidiaries operate in Singapore and Japan are required to participate in the defined contribution plans regulated and managed by the local government. The contributions to the defined contribution plans are charged to the income statement in the period to which the contributions relate.

Short term employee benefits

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

Non-accumulating compensated absences such as sick leave and maternity leave are not recognised until the time of leave.

3.19 Share-based employee compensation

All share-based payment arrangements granted after 7 November 2002 and not vested on 1 April 2005 are recognised in the financial statements. The Group operates equity-settled share-based compensation plans for remuneration of its employees.

財務報表附註

截至二零零七年三月三十一日止年度

3. 主要會計政策概要 (續)

3.18 退休福利成本及短期僱員福利

退休福利乃透過各項定額供款計劃而提供予僱員。

退休福利計劃

本集團根據《強制性公積金計劃條例》為其所有香港僱員設立強積金計劃(「強積金計劃」)，供款乃按僱員基本薪金之百分比作出，並於供款作出時在收益賬中扣除。強積金計劃之資產由獨立受託人以基金方式與本集團資產分開持有。根據強積金計劃之規則，僱主及僱員皆須以規則指定之比率向計劃供款。

本集團附屬公司駐於新加坡及日本工作之僱員須參與當地政府規管及管理之定額供款計劃。定額供款乃於供款產生時在收益賬扣除。

短期僱員福利

僱員可享有之年假於僱員應享有時確認。本公司將就截至結算日止僱員提供服務所引致之估計年假負債作出撥備。

非累計計薪休假(如病假及分娩假期)於提取假期時方予確認。

3.19 以股份支付予僱員之補償

於二零零二年十一月七日後授出但於二零零五年四月一日尚未歸屬之所有以股份支付之支出安排乃於財務報表中確認。本集團為其僱員之薪酬設有以權益結算之股份支付之補償計劃。

Notes to the Financial Statements

For the year ended 31 March 2007

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.19 Share-based employee compensation (continued)

All employee services received in exchange for the grant of any share-based compensation are measured at their fair values. These are indirectly determined by reference to the share options awarded. Their value is appraised at the grant date and excludes the impact of any non-market vesting conditions (for example, profitability and sales growth targets).

All share-based compensation is ultimately recognised as an expense in the income statement with a corresponding increase in equity (employee share-based compensation reserve). If vesting periods or other vesting conditions apply, the expense is recognised over the vesting period, based on the best available estimate of the number of share options expected to vest. Non-market vesting conditions are included in assumptions about the number of options that are expected to become exercisable. Estimates are subsequently revised, if there is any indication that the number of share options expected to vest differs from previous estimates. No adjustment to expense recognised in prior periods is made if fewer share options ultimately are exercised than originally vested.

At the time when the share options are exercised, the amount previously recognised in employee share-based compensation reserve will be transferred to share premium. When the share options are forfeited or are still not exercised at the expiry date, the amount previously recognised in share option reserve will be transferred to retained earnings.

3.20 Financial liabilities

The Group's financial liabilities include trade and other payables, borrowings, finance leases payables and convertible debentures.

Financial liabilities are recognised when the Group becomes a party to the contractual agreements of the instrument. All interest related charges are recognised as an expense in finance costs in the income statement.

財務報表附註

截至二零零七年三月三十一日止年度

3. 主要會計政策概要 (續)

3.19 以股份支付予僱員之補償 (續)

授予任何以股份支付予僱員之補償而換取所得僱員服務乃按其公平值計量。該等僱員服務乃參照所獎勵之購股權而釐定。其價值會於授出日期作出估值，並撇除任何非市場歸屬條件之影響（例如盈利能力及銷售增長目標）。

所有以股份支付之補償最終於收益賬中確認為開支，而權益（僱員以股份為基礎之薪酬儲備）將相應增加。倘歸屬期或其他歸屬條件適用，開支將按照最佳可估計預期歸屬之購股權數目於歸屬期分攤。非市場歸屬條件乃納入有關預期成為可行使之購股權數目之假設內。倘有任何跡象顯示預期歸屬之購股權數目與以往估計出現差異，估計將於其後作出修訂。倘最終獲行使之購股權少於原先歸屬，概不會對以往期間所確認之開支作出調整。

於購股權獲行使時，先前於僱員以股份為基礎之薪酬儲備中確認之金額將轉撥至股份溢利。倘購股權被沒收或於屆滿日仍未行使，先前於購股權儲備中確認之金額將轉撥至保留溢利。

3.20 金融負債

本集團之金融負債包括貿易及其他應付款項、借貸、應付融資租約及可換股債券。

當本集團成為有關工具契約協議之訂約方時即被確認為金融負債。所有相關利息支出均於收益賬內確認為融資成本支出。

Notes to the Financial Statements

For the year ended 31 March 2007

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.20 Financial liabilities (continued)

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amount is recognised in the income statement.

Finance lease payables

Finance lease payables are measured at initial value less the capital element of lease repayments (see note 3.12).

Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

Convertible debentures

Convertible debentures issued by the subsidiary of the Company that contain both financial liability and equity components are classified separately into respective liability and equity components on initial recognition. On initial recognition, the fair value of the liability component is determined using the prevailing market interest rate for similar non-convertible debts. The difference between the proceeds of the issue of the convertible debentures and the fair value assigned to the liability component, representing the call option for conversion of the debenture into equity, is included in equity as convertible debenture equity reserve.

The liability component is subsequently carried at amortised cost using the effective interest method. The equity component will remain in equity until conversion or redemption of the debenture.

財務報表附註

截至二零零七年三月三十一日止年度

3. 主要會計政策概要 (續)

3.20 金融負債 (續)

倘負債項下之責任已履行或取消或屆滿，將會剔除確認金融負債。

倘現有金融負債由同一貸款人按大致不同之條款以另一項金融負債取代，或現有負債條款經大幅修訂，則有關轉換或修訂視作剔除確認原有負債及確認新負債，而有關賬面值間之差額則於收益賬確認。

應付融資租約

應付融資租約乃按初步價值減租約還款之資本部份 (見附註3.12)。

借貸

借貸最初按公平值扣除交易成本確認。其後借貸按攤銷成本列賬；所得款項 (扣除交易成本) 與贖回價值之間之任何差額於借貸期內使用實際利率法於收益內確認。

除非本集團擁有無條件權利延遲至結算日至少12個月後支付負債，否則借貸分類為流動負債。

可換股債券

本公司發行之可換股債券包含金融負債及股權部分，乃於初步確認時獨立分類為負債及權益部分。於初步確認時，負債部分之公平值乃按類似不可轉換債務之現行市場利息釐定。發行可換股債券之所得款項與轉往負債部分之公平值之差額，即代表可將債券轉換為權益之內含認購期權應列入權益作為可換股債券權益儲備。

可換股債券之負債部分其後採用實際利率法按攤銷成本列賬。權益部分將在債券轉換或贖回時保留於權益中。

Notes to the Financial Statements

For the year ended 31 March 2007

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.20 Financial liabilities (continued)

Convertible debentures (continued)

When the debenture is converted, the convertible debenture equity reserve and the carrying value of the liability component at the time of conversion, is transferred to share capital and share premium as consideration for the shares issued. If the debenture is redeemed, the convertible debenture equity reserve is released directly to retained earnings.

Trade and other payables

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

3.21 Provisions, contingent liabilities and contingent assets

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

All provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

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

Contingent liabilities are recognised in the course of the allocation of purchase price to the assets and liabilities acquired in a business combination. They are initially measured at fair value at the date of acquisition and subsequently measured at the higher of the amount that would be recognised in a comparable provision as described above and the amount initially recognised less any accumulated amortisation, if appropriate.

財務報表附註

截至二零零七年三月三十一日止年度

3. 主要會計政策概要 (續)

3.20 金融負債 (續)

可換股債券 (續)

於債券獲轉換時，可換股債券權益儲備及於轉換時負債部分之賬面值乃轉撥至股本及股份溢價作為已發行股份之代價。倘債券被贖回，則可換股債券權益儲備則直接撥入保留溢利。

貿易及其他應付款項

應付貿易及其他應付款項於初期按公平值確認，其後按實際利率方法計算以攤銷成本值列賬。

3.21 撥備、或然負債及或然資產

倘本集團因過往事宜產生目前債務(法定或推定)及可能需要有經濟利益流出以償還債務，而該債務之金額可予準確估計，則撥備予以確認。倘貨幣時間值之影響屬重大者，則按償還債務預期所須之現值金額提撥準備。

所有撥備均於每個結算日審閱，並經調整以反映現有最佳估計。

倘未必需要流出經濟利益或有關金額未能準確估計，則將有關債務列作或然負債，惟經濟利益流出之可能性極低者則除外。可能債務是否列作或然負債需視乎一件或以上事件於未明確日後是否發生予以確認，惟經濟利益流出之可能性極低者則除外。可能債務是否列作或然負債需視乎一件或以上不能完全在集團控制內之事件未明確日後是否發生予以確認，惟經濟利益流出之可能性極低者則除外。

或然負債乃於分配購置價至業務合併中收購之資產及負債過程中確認。或然負債於收購日期初步按公平值計量，其後則按上述可比較撥備中確認之數額與初步確認數額減去任何累計攤銷(如適用)兩者中的較高者計量。

Notes to the Financial Statements

For the year ended 31 March 2007

財務報表附註

截至二零零七年三月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.22 Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer (or guarantor) to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Where the Group issues a financial guarantee, the fair value of the guarantee is initially recognised as deferred income within trade and other payables. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group's policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss on initial recognition of any deferred income.

The amount of the guarantee initially recognised as deferred income is amortised in profit or loss over the term of the guarantee as income from financial guarantees issued. In addition, provisions are recognised if and when it becomes probable that the holder of the guarantee will call upon the Group under the guarantee and the amount of that claim on the Group is expected to exceed the current carrying amount i.e. the amount initially recognised less accumulated amortisation, where appropriate.

3.23 Segment reporting

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

In respect of business segment reporting, unallocated costs represent corporate expenses. Segment assets consist primarily of investment properties, property, plant and equipment, available-for-sale investments, financial assets at fair value through profit and loss, trade and other receivables and operating cash, and mainly exclude corporate assets. Segment liabilities comprise operating liabilities and exclude items such as corporate borrowings.

Capital expenditure comprises additions to property, plant and equipment, including additions resulting from acquisitions through purchases of subsidiaries.

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

3. 主要會計政策概要 (續)

3.22 財務擔保合約

財務擔保合約乃指發行人(或擔保人)須於持有人因指定債務人未能根據債務工具的條款支付到期款項而蒙受損失時，向持有人償付指定款項的合約。

當集團提供財務擔保時，該擔保的公允價值(即交易價格，惟公允價值能可靠地估計除外)初步乃確認為應付貿易賬款及其他應付賬款內的遞延收入。當就發行有關擔保已收或應收代價時，代價乃根據集團適用於該資產類別的政策確認。倘並無有關代價屬已收或應收，則於初步確認任何遞延收入時於損益確認即時開支。

最初確認為遞延收入的擔保數額會於擔保期內在損益表攤銷，作為提供財務擔保的收入。此外，倘擔保持有人有可能根據擔保下省視本集團，以及集團的申索款額預期超過現有賬面值(即最初確認的金額)減去累計攤銷(如適用)，則會確認。

3.23 分部呈報

根據本集團之內部財政呈報，本集團已釐定業務分部呈列為主要呈報形式，而地區分部則為次要呈報形式。

就業務分部呈報而言，未分配成本指公司開支。分部資產主要包括投資物業，可供出售投資，按公平值計入損益之金融資產物業、廠房及設備、應收賬款及營運現金，主要並不包括公司資產。分部負債包括營運負債，並不包括若干公司借貸等項目。

資本開支包括物業、廠房及設備添置，包括因透過購買附屬公司從收購產生之添置。

就地區分部呈報而言，收入乃按客戶所在國家為基準，而資產總值及資本開支則以資產所在地為基準。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.24 Related parties

A party is considered to be related to the Group if:

- (a) directly, or indirectly through one or more intermediaries, the party (i) controls, is controlled by, or is under common control with, the Company/Group; (ii) has an interest in the Company that gives it significant influence over the Company/Group; or (iii) has joint control over the Company/Group;
- (b) the party is an associate;
- (c) the party is a member of the key management personnel of the Company;
- (d) the party is a close member of the family of any individual referred to in (a) or (c);
- (e) the party is an entity that is controlled, jointly controlled or significantly influenced by or for which significant voting power in such entity resides with, directly or indirectly, any individual referred to in (c) or (d); or
- (f) the party is a post-employment benefit plan for the benefit of employees of the Company/Group, or of any entity that is a related party of the Company/Group.

3.25 Discontinued operations

A discontinued operation is a component of an entity that either has been disposed of, or that is classified as held for sale, and (a) represents a separate major line of business or geographical area of operations; (b) is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations; or (c) is a subsidiary acquired exclusively with a view to resale.

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3. 主要會計政策概要 (續)

3.24 關連人士

任何一方如屬以下情況，即視為本集團的關連人士：

- (a) 該方透過一家或多家中介公司，直接或間接：(i)控制本公司／本集團，受本公司／本集團控制或與本公司／本集團受同一方控制；(ii)於本公司擁有權益，並可藉著該權益對本公司／本集團行使重大影響力；或(iii)共同控制本公司／本集團；
- (b) 該方為聯營公司；
- (c) 該方為本公司的主要管理人員其中一名成員；
- (d) 該方為(a)或(c)所述之任何人士的近親；
- (e) (c)或(d)所述之任何人士直接或間接對該實體行使重大影響力或擁有重大投票權；或
- (f) 該方為終止僱用後福利計劃，乃為本公司／本集團或屬於本公司／本集團關連人士之任何實體的僱員福利而設。

3.25 已終止業務

已終止業務為一項已出售或分類為持作出售之實體元素，代表(a)一項獨立之主要業務或地區性之業務；(b)出售一項獨立主要業務或地區性之業務之單一協調計劃一部分；或(c)專為轉售目的而購入之附屬公司。

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4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

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

4.1 Critical accounting estimates and assumptions

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

(a) *Estimated impairment of goodwill*

The Group tests annually whether goodwill has suffered any impairment in accordance with the accounting policy stated in note 3.11. The recoverable amounts of the relevant cash-generating units have been determined based on value-in-use calculations. These calculations require the use of estimates.

(b) *Estimate fair value of investment properties*

The best evidence of fair value of the Group's investment properties is current prices in an active market for similar properties. In the absence of such information, the Group determines the amount within a range of reasonable fair value estimates. In making its judgement, the Group considers information from a variety of sources including:

- (i) current prices in an active market for properties of different nature, condition or location (or subject to different lease or other contracts), adjusted to reflect those differences.
- (ii) recent prices of similar properties in less active markets, with adjustments to reflect any changes in economic conditions since the date of the transactions that occurred at those prices; and
- (iii) discounted cash flow projections based on reliable estimates of future cash flows, derived from the terms of any existing lease and other contracts, and (where possible) from external evidence such as current market rents for similar properties in the same location and condition, and using discount rates that reflect current market assessments of the uncertainty in the amount and timing of the cash flows.

4. 重要會計估計及判斷

估計及判斷被持續評估，並根據歷史經驗及其他因素(包括現時環境下據信合理之對未來事件之預期)作出。

4.1 重要會計估計及假設

本集團就未來作出估計及假設。根據其定義，由此得出之會計估計將甚少與相關實際業績等同。下文論述具有對下一財政年度內之資產及負債之賬面值造成重大調整之重大風險之估計及假設：

(a) *商譽減值估計*

本集團根據於附註3.11中之會計政策每年就商譽是否已出現任何減值進行測試。現金產生單位之可收回金額根據使用價值計算方法釐定。該等計算方法需使用所作出之估計。

(b) *投資物業之公平值估計*

本集團投資物業之公平值之最佳憑證為同類物業於活躍市場之最新價格。倘缺乏此方面資料，本集團按合理公平值估計範圍釐定有關金額。在作出判斷時，本集團考慮多方面資料，其中包括：

- (i) 不同性質、狀況或地點(或受不同租約或其他合約限制)物業當時在活躍市場之最新價格(須就各項差異作出調整)；
- (ii) 活躍程度稍遜之市場所提供同類物業最近期價格(須按自有關價格成交當日以來經濟狀況出現之任何變化作出調整)；及
- (iii) 根據未來現金流量所作可靠估計而預測之折讓現金流量，此項預測源自任何現有租約與其他合約之條款及(指在可能情況下)外在因素(如地點及狀況相同之類似物業最新市場租值)，並採用足以反映當時無法肯定有關現金流量金額及時間之折讓率計算。

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4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

4.2 Critical judgements in applying the entity's accounting policies

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

(a) Impairment of available-for-sale financial assets

For available-for-sale financial assets, a significant or prolonged decline in fair value below cost is considered to be objective evidence of impairment. Judgement is required when determining whether a decline in fair value has been significant and/or prolonged. In making this judgement, the historical data on market volatility as well as the price of the specific investment are taken into account. The Group also takes into account other factors, such as industry and sector performance and financial information regarding the issuer/investee.

(b) Distinction between investment properties and owner-occupied properties

The Group determines whether a property qualifies as investment property. In making its judgement, the Group considers whether the property generates cash flows largely independently of the other assets. Owner-occupied properties generate cash flows that are attributable not only to property but also to other assets used in production or supply of goods or services.

Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use for administrative purposes. If these portions can be sold separately (or leased out separately under finance lease), the Group accounts for these portions separately. If the portions cannot be sold separately, the property is accounted for as an investment property only if an insignificant portion is held for use for administrative purposes. Judgement is applied in determining whether ancillary services are so significant that a property does not qualify as investment property. The Group considers each property separately in making its judgement.

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4. 重要會計估計及判斷 (續)

4.2 採用該實體之會計政策之重大判斷

於應用本集團會計政策之過程中，除有關評估對財務報表之確認數額造成重大影響外，管理層作了以下判斷：

(a) 可供出售金融資產之減值

就可供出售金融資產而言，公平值顯著或持續低於成本被視為減值之客觀憑證。於釐定公平值下跌是否顯著及／或持續須運用判斷。於作出此判斷時，市場波動情況之以往數據及特定投資之價格均屬考慮之列。本集團亦考慮其他因素，例如行業及環節表現及有關發行人／接受投資公司之財務資料。

(b) 投資物業與業主自用物業的分別

本集團釐定一項物業是否符合資格為投資物業。在作出判斷時，本集團會考慮該物業所產生之現金流量是否基本不受其他資產所影響。業主自用物業所產生之現金流量，不單只來自該物業，亦來自用於生產或供應貨品或服務之其他資產。

某些物業之其中一部份乃持有作賺取租金或作為資本增值用途，而另一部份則持有作行政用途。如該等部份可獨立出售（或按融資租約獨立出租），則本集團會對該等部份獨立記賬。如該等部份不可以獨立出售，則該物業只會在其不重大部份持有作行政用途的情況下記賬為投資物業。在釐定配套服務是否如此重大以致某項物業不符合作為投資物業時，須作出判斷。本集團在作出判斷時會獨立研究每項物業。

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5. REVENUE AND TURNOVER

Revenue, which is also the Group's turnover, represents total invoiced value of goods supplied and income from provision of services. Revenue recognised during the year is as follows:

Continuing operations	持續經營業務
Sale of air tickets, tours and hotel accommodation	銷售機票、旅行團及酒店住宿收入
Credit card interest income	信用卡利息收入
Dividend income	股息收入
Rental income	租金收入
Other interest income	其他利息收入
Credit card service income	信用卡服務收入
Revenue from continuing operations	持續經營業務之收益
Discontinued operations	已終止業務
License fees for healthcare software	保健軟件特許費
Consultancy service income	顧問服務收入
Revenue from discontinued operations	已終止業務之收益
Total revenue	總收益

6. SEGMENTAL INFORMATION

Primary reporting format – business segments

The Group is organised on a worldwide basis into five main business segments: travel related operations, credit card operations, securities trading and investments, treasury investment and property investment.

Travel related operation	- provide travel related services in Hong Kong and outside Hong Kong.
旅遊相關業務	- 提供香港及香港以外地區的旅遊相關業務
Credit card operations	- provide credit card services to individuals and acquiring services for members.
信用卡業務	- 向個別人士提供信用卡業務及為會員提供賬務清算服務
Securities trading and investments	- trading of securities
證券買賣及投資	- 買賣證券
Treasury investment	- asset management and cash operations
財資投資	- 資產管理及現金運用
Property investment	- letting properties
物業投資	- 出租物業

Inter-segment sales are charged at prevailing market prices.

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5. 收益及營業額

收入，即本集團營業額，代表供應貨物總發票額及提供服務之收入。年內確認之收入如下：

2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
664,344	424,622
5,254	6,367
1,241	6,897
5,505	1,911
10,465	3,856
2,375	1,352
689,184	445,005
-	59,781
-	24,541
-	84,322
689,184	529,327

6. 分部資料

主要呈報形式 – 業務分部

本集團之全球業務分為五個主要業務分部：旅遊相關業務、信用卡業務、證券買賣及投資、財資投資及物業投資。

分部間銷售按現行市價計算。

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6. SEGMENTAL INFORMATION (continued)

Primary reporting format – business segments
(continued)

6. 分部資料 (續)

主要呈報形式 – 業務分部 (續)

		2007 二零零七年						
		Continuing operations 持續經營業務						
		Travel related operations 旅遊 相關業務 HK\$'000 千港元	Credit card operations 信用卡業務 HK\$'000 千港元	Securities trading and investments 證券買賣 及投資 HK\$'000 千港元	Treasury investment 財資投資 HK\$'000 千港元	Property investment 物業投資 HK\$'000 千港元	Eliminations 對銷 HK\$'000 千港元	Group 本集團 HK\$'000 千港元
Revenue	營業額							
- External sales	- 對外銷售	664,344	7,629	1,241	10,465	5,505	689,184	
- Inter-segment sales	- 分部間銷售	162	152	-	28,348	1,413	-	
		<u>664,506</u>	<u>7,781</u>	<u>1,241</u>	<u>38,813</u>	<u>6,918</u>	<u>689,184</u>	
Segment results	分部業績	<u>(10,529)</u>	<u>(12,829)</u>	<u>46,550</u>	<u>10,466</u>	<u>82,946</u>	<u>116,604</u>	
Unallocated revenue	未予分配收益						21,205	
Unallocated expenses	未予分配公司開支						(78,552)	
Finance costs	融資成本						(17,453)	
Share of results of associates	應佔聯營公司業績	(1,249)	-	-	-	-	(1,249)	
Profit before income tax	除所得稅前虧損						40,555	
Income tax expense	所得稅支出						(24,474)	
Profit for the year	年度溢利						<u>16,081</u>	
Segment assets	分部資產	43,078	16,128	224,627	4,453	306,509	594,795	
Associates	聯營公司	16,010	-	-	-	-	16,010	
Unallocated assets	未予分配資產						312,778	
Total assets	資產總值						<u>923,583</u>	
Segment liabilities	分部負債	34,692	3,202	-	645	15,316	53,855	
Unallocated liabilities	未予分配負債						302,121	
Total liabilities	負債總額						<u>355,976</u>	
Capital expenditure	資本開支	4,739	518	-	45	129,214	135,128	
Depreciation	折舊	690	868	38	363	874	3,590	
Amortisation of leasehold land	攤銷開支	-	-	-	-	530	530	
Impairment losses on trade and other receivable	貿易及其他應收款 項減值虧損	-	26	-	-	-	26	
Fair value gain on investment properties	投資物業公平值收益	-	-	-	-	78,351	78,351	

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6. SEGMENTAL INFORMATION (continued)

Primary reporting format – business segments
(continued)

6. 分部資料 (續)

主要呈報形式 – 業務分部 (續)

		2006 二零零六年						Discontinued operations 已終止業務		
		Continuing operations 持續經營業務								
		Travel related operations 業務	Credit card operations 信用卡業務	Securities trading and investments 及投資	Treasury investments 財資投資	Property Investment 物業投資	Eliminations 對銷	Total 總計	Health care 保健	Group 本集團
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
Revenue	營業額									
- External sales	- 對外銷售	424,622	7,719	6,897	3,856	1,911	-	445,005	84,322	529,327
- Inter-segment sales	- 分部間銷售	-	141	-	24,916	1,735	(26,792)	-	-	-
		<u>424,622</u>	<u>7,860</u>	<u>6,897</u>	<u>28,772</u>	<u>3,646</u>	<u>(26,792)</u>	<u>445,005</u>	<u>84,322</u>	<u>529,327</u>
Segment results	分部業績	<u>(7,394)</u>	<u>27,299</u>	<u>98,333</u>	<u>3,852</u>	<u>1,378</u>	<u>-</u>	<u>123,468</u>	<u>(366)</u>	<u>123,102</u>
Unallocated revenue	未予分配收益							2,234	-	2,234
Unallocated expenses	未予分配開支							(80,176)	-	(80,176)
Finance costs	融資成本							(13,734)	-	(13,734)
Gain on deemed disposal of a subsidiary	視作出售一間附屬公司之收益							-	553	553
Gain on disposal of subsidiaries	出售附屬公司之收益							-	94,332	94,332
Share of results of associates	分佔聯營公司業績							(13,159)	-	(13,159)
Profit before income tax	除所得稅前收益							18,633	94,519	113,152
Income tax expense	所得稅支出							(229)	(10,379)	(10,608)
Profit for the year	年度溢利							<u>18,404</u>	<u>84,140</u>	<u>102,544</u>
Segment assets	分部資產	40,976	16,473	412,532	5,532	87,902	-	563,415	-	563,415
Associates	聯營公司	17,469	-	-	-	-	-	17,469	-	17,469
Unallocated assets	未予分配資產							69,972	-	69,972
Total assets	資產總值							<u>650,856</u>	<u>-</u>	<u>650,856</u>
Segment liabilities	分部負債	50,193	3,764	232	645	47,064	-	101,898	-	101,898
Unallocated liabilities	未予分配負債							59,109	-	59,109
Total liabilities	負債總額							<u>161,007</u>	<u>-</u>	<u>161,007</u>
Capital expenditure	資本開支	726	572	720	87	299	614	3,018	1,386	4,404
Depreciation	折舊	461	724	283	417	104	172	2,161	1,207	3,368
Amortisation of intangible assets	無形資產攤銷	-	-	-	-	-	-	-	101	101
Amortisation of leasehold land	租賃土地攤銷	-	-	-	-	530	-	530	-	530
Impairment losses on trade and other receivable	貿易及其他應收款項減值虧損	-	1,995	-	1,401	-	4,725	8,121	233	8,354
Impairment losses on available-for-sale financial assets	可供出售金融資產減值虧損	-	-	186	-	-	-	186	-	186
Fair value gain on investment properties	投資物業公平值收益	-	-	-	-	4,956	-	4,956	-	4,956

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6. SEGMENTAL INFORMATION (continued)

Secondary reporting format – geographical segments

The Group's operations are located in three (2006: three) main geographical areas. The following table provides an analysis of the Group's revenue by geographical market, irrespective of the origin of the goods and services.

North America – USA and Canada

South East Asia – Singapore and Japan

Hong Kong
North America
South East Asia

香港
北美洲
東南亞

Continuing operations 持續經營業務		Discontinued operations 已終止業務		Total 總計	
2007 二零零七年	2006 二零零六年	2007 二零零七年	2006 二零零六年	2007 二零零七年	2006 二零零六年
HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
13,102	17,116	-	-	13,102	17,116
8,205	1,812	-	84,322	8,205	86,134
667,877	426,077	-	-	667,877	426,077
689,184	445,005	-	84,322	689,184	529,327

The following is an analysis of the carrying amount of segment assets, and additions to property and equipment, analysed by the geographical area in which the assets are located.

Hong Kong
North America
South East Asia

香港
北美洲
東南亞

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6. 分部資料 (續)

次要呈報方式 – 地區分部

本集團業務主要設於三個地區(二零零六年：三個)。下表提供本集團按地區市場分類之銷售分析，而不計及貨品及服務原產地：

北美洲 – 美國及加拿大

東南亞 – 新加坡及日本

以下為分部資產於結算日之賬面值及物業、廠房及設備添置按資產所在地區分析。

Segment assets 分部資產		Capital expenditure 資本開支	
2007 二零零七年	2006 二零零六年	2007 二零零七年	2006 二零零六年
HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
375,131	369,540	1,647	1,079
177,094	175,809	6	1,761
371,358	105,507	133,475	1,564
923,583	650,856	135,128	4,404

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For the year ended 31 March 2007

7. FINANCE COSTS

Continuing operations

Interest charges on:
 Bank loans and overdrafts
 wholly repayable within five years
 Bank loans not wholly repayable
 within five years
 Convertible debentures
 Finance charges on finance leases
 Other loans

持續經營業務
 下列各項之利息：
 須於五年內全數償還之
 銀行貸款及透支
 毋須於五年內全數償還
 之銀行貸款
 可換股債券
 融資租約開支
 其他貸款

During the year, no finance costs incurred by the discontinued operations. (2006: Nil)

財務報表附註

截至二零零七年三月三十一日止年度

7. 融資成本

2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
1,468	5,235
4,772	1,493
8,737	6,930
42	76
2,434	-
17,453	13,734

年內，已終止業務並無產生任何融資成本
 (二零零六年：無)。

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For the year ended 31 March 2007

財務報表附註

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8. PROFIT BEFORE INCOME TAX

8. 除所得稅前溢利

	Continuing operations		Discontinued operations		Total	
	2007	2006	2007	2006	2007	2006
	二零零七年	二零零六年	二零零七年	二零零六年	二零零七年	二零零六年
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元
Profit before income tax is arrived at after charging/(crediting):						
Operating lease charges on land and buildings	5,620	3,814	-	7,913	5,620	11,727
Depreciation						
- Owned assets	3,136	1,813	-	1,059	3,136	2,872
- Leased assets	454	348	-	148	454	496
	3,590	2,161	-	1,207	3,590	3,368
Amortisation of						
- intangible assets (included in administrative expenses)	-	-	-	101	-	101
- Prepaid land leases (included in administrative expenses)	530	530	-	-	530	530
Impairment losses on trade and other receivables	26	8,121	-	233	26	8,354
Loss on disposals of property, plant and equipment	416	4	-	-	416	4
Loss on disposals of other intangible assets	-	-	-	16	-	16
Auditors' remuneration						
- Current year	2,421	952	-	327	2,421	1,279
- Under provision in respect of prior year	-	45	-	-	-	45
Staff costs including directors' emoluments (note 13)	82,870	69,389	-	5,125	82,870	74,514
Exchange (gain)/loss, net	(2,505)	1,636	-	-	(2,505)	1,636
Gain on disposal of an investment property with deposit paid	(3,884)	-	-	-	(3,884)	-
Excess of the Group's interest in the net fair value of acquiree's identifiable assets, liabilities and contingent liabilities over cost	(360)	-	-	-	(360)	-
Write off of goodwill	652	-	-	-	652	-
Write off of bad debts	4,691	4,934	-	-	4,691	4,934
Gross rental income from investment properties less outgoing of HK\$1,255,000 (2006: HK\$586,000)	(4,250)	(1,325)	-	-	(4,250)	(1,325)

Notes to the Financial Statements

For the year ended 31 March 2007

財務報表附註

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9. INCOME TAX EXPENSE

Hong Kong profits tax has been provided at the rate of 17.5% (2006: 17.5%) on the estimated assessable profit for the year. Taxation on overseas profits has been calculated on the estimated assessable profit for the year at the rates of taxation prevailing in the countries in which the Group operates.

Continuing operations	持續經營業務
Current tax	本期稅項
- Hong Kong	- 香港
- Overseas	- 海外
Deferred tax (note 32)	遞延稅項 (附註32)
Discontinued operations	已終止業務
Current tax - overseas (note 10)	本期稅項 - 海外 (附註10)

Reconciliation between income tax expense and accounting profit at applicable tax rates is as follows:

Profit before income tax	除所得稅前溢利
Profit from discontinued operations	來自已終止業務之溢利
Share of losses of associates	分佔聯營公司之虧損
Profit before income tax and share of results of associates (including continuing and discontinued operations)	除所得稅及分佔聯營公司業績前溢利
Tax at domestic income tax rate of 17.5% (2006: 17.5%)	除稅前溢利稅項，按有關稅項司法權區之適用稅率17.5%計算 (2006: 17.5%)
Tax effect of non-deductible expenses	不可扣稅支出之稅務影響
Tax effect of non-taxable income	毋須課稅收入之稅務影響
Tax effect of unused tax losses not recognised	未確認未動用稅項虧損之稅務影響
Tax effect of prior year's unrecognised tax losses utilised this year	動用過往年度未確認稅項虧損之稅務影響
Other temporary differences not recognised	其他未能確認之暫時差異
Effect of different tax rates of subsidiaries in other jurisdictions	其他司法權區附屬公司稅率不同之影響
Income tax expense	所得稅支出

9. 所得稅支出

香港利得稅乃就本年度估計應課稅溢利按17.5% (二零零六年：17.5%) 之稅率作出撥備。海外溢利稅項已按年內本集團經營業務國家所用稅率計算。

2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
2,256	634
9,404	-
12,814	(405)
24,474	229
-	10,379
24,474	10,608

稅項支出與按適用稅率計算之會計溢利對賬如下：

2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
40,555	18,633
-	94,519
1,249	13,159
41,804	126,311
7,316	22,104
24,175	60,450
(11,808)	(52,034)
3,888	3,689
(183)	(20,730)
(30)	-
1,116	(2,871)
24,474	10,608

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10. DISCONTINUED OPERATIONS

On 16 December 2005, the Group entered into a sale and purchase agreement to dispose of Global Med Technologies, Inc. ("GMT") which carried out all of the Group's health care activities. The disposal was effected in order to generate cash flow for the expansion of the Group's other businesses and was completed on 16 December 2005, on which date control of GMT passed to the acquirer. Details of the disposed subsidiary were set out in the Company's announcement and circular dated 28 December 2005 and 19 January 2006, respectively.

The profit for the year from the discontinued operations is analysed as follows:

Loss for the year of the discontinued operations	已終止業務之年度虧損
Gain on deemed disposal of subsidiary	視作出售一間附屬公司之收益
Gain on disposal of subsidiary (note 42)	出售附屬公司之收益 (附註42)
Income tax expense on gain on disposal of subsidiary (note 9)	出售附屬公司之收益之 所得稅支出 (附註9)

The results of the discontinued operations for the year up to the date of disposal were as follows:

Revenue	收益
Expenses	支出
Loss before income tax of the discontinued operations	已終止業務之 除所得稅前虧損
Income tax expense	所得稅支出
Loss for the year of the discontinued operations	已終止業務之 年度虧損

10. 已終止業務

於二零零五年十二月十六日，本集團訂立一項買賣協議以出售 Global Med Technologies, Inc. ("GMT") (從事本集團所有保健業務)。是項出售乃為了產生現金流量以擴充本集團其他業務而進行。是項出售已於二零零五年十二月十六日 GMT 之控制權轉讓予收購方之當日完成。已出售附屬公司之詳情載於本公司分別於二零零五年十二月二十八日及二零零六年一月十九日刊發之公佈及通函內。

來自已終止業務之年度溢利分析如下：

2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
-	(366)
-	553
-	94,332
-	(10,379)
-	84,140

已終止業務於截至出售日期止之年度業績如下：

2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
-	84,322
-	(84,688)
-	(366)
-	-
-	(366)

Notes to the Financial Statements

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10. DISCONTINUED OPERATIONS (continued)

The net cash flows incurred by the disposed subsidiary are as follows:

Operating activities	經營業務
Investing activities	投資活動
Financing activities	融資活動
Net cash outflow	淨現金流出

The carrying amounts of the assets and liabilities of GMT, Inc. at the date of disposal are disclosed in note 42.

Earnings per share

Basic, from the discontinued operations	基本， 來自已終止業務
Diluted, from the discontinued operations	攤薄， 來自已終止業務

Details on calculations of basic and diluted earnings per share from the discontinued operations are shown on note 12.

11. PROFIT ATTRIBUTABLE TO THE EQUITY HOLDERS OF THE COMPANY

Of the consolidated profit attributable to the equity holders of the Company of HK\$40,112,000 (2006: HK\$53,138,000), a loss of HK\$3,183,000 (2006: profit of HK\$51,309,000) has been dealt with in the financial statements of the Company.

財務報表附註

截至二零零七年三月三十一日止年度

10. 已終止業務 (續)

已出售附屬公司所產生之淨現金流量如下：

2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
-	(7,661)
-	(1,386)
-	-
-	(9,047)

GMT於出售日期之資產與負債之賬面值在附註42中披露。

每股盈利

2007 二零零七年	2006 二零零六年
N/A不適用	HK1.81 cents港仙
N/A不適用	HK1.75 cents港仙

有關已終止業務之每股基本及攤薄盈利之計算詳情已披露於附註12。

11. 本公司股權持有人應佔溢利

本公司股權持有人應佔年度綜合溢利為40,112,000港元(二零零六年：53,138,000港元)，而為數3,183,000港元(二零零六年：溢利51,309,000港元)之虧損已在本公司之財務報表中處理。

Notes to the Financial Statements

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12. EARNINGS PER SHARE

The calculation of basic earnings per share is based on the profit attributable to equity holders of the Company of HK\$40,112,000 (2006: HK\$53,138,000) and on the weighted average number of 1,705,756,000 ordinary shares in issue (2006: 1,626,404,000) during the year.

The calculation of diluted earnings per share is based on the profit attributable to equity holders of the Company of HK\$40,112,000 (2006: HK\$53,180,000) and on the weighted average number of 1,793,450,000 ordinary shares in issue (2006: 1,687,881,000) during the year.

The calculation of basic and diluted earnings per share is based on the following data:

Earnings

Profit attributable to equity holders of the Company, used in the basic and diluted earnings per share calculation:	本公司股權持有人應佔溢利，用以計算每股基本及攤薄盈利：
From continuing operations	來自持續經營業務
From discontinued operations	來自已終止業務

Number of shares

Weighted average number of ordinary shares for the purposes of the basic earnings per share	計算每股基本盈利之普通股加權平均數
Effect of dilutive potential ordinary shares:	具潛在攤薄效應之普通股：
Share options	購股權
Warrants	認股權證
Weighted average number of ordinary shares for the purposes of diluted earnings per share	計算每股攤薄盈利之普通股加權平均數

As the convertible debentures and share options of the Company's subsidiaries outstanding during the two year ended 31 March 2007 was anti-dilutive to the Group's earnings per share, diluted earnings per share were not adjusted in this respect for both years.

財務報表附註

截至二零零七年三月三十一日止年度

12. 每股盈利

每股基本盈利乃按本公司股權持有人應佔溢利40,112,000港元(二零零六年：53,138,000港元)及年內已發行普通股之加權平均數1,705,756,000(二零零六年：1,626,404,000)計算。

計算每股攤薄盈利乃根據本公司股權持有人應佔溢利40,112,000港元(二零零六年：53,180,000港元)及年內已發行普通股加權平均數目1,793,450,000(二零零六年：1,687,881,000)計算：

每股基本及攤薄盈利乃按以下數據計算：

盈利

2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
40,112	23,689
-	29,449
40,112	53,138

股份數目

2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
1,705,756	1,626,404
69,781	-
17,913	61,477
1,793,450	1,687,881

本公司沒有列出截至二零零七年三月三十一日止兩個年度之每股攤薄盈利是由於附屬公司之可換股債券及已授出的附屬公司購股權於本集團的每股盈利存在反攤薄效應。

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For the year ended 31 March 2007

財務報表附註

截至二零零七年三月三十一日止年度

13. EMPLOYEE BENEFIT EXPENSE (INCLUDING DIRECTORS' EMOLUMENTS)

13. 僱員福利開支(包括董事酬金)

	Continuing operations		Discontinued operations		Total	
	持續經營業務		已終止業務		總計	
	2007	2006	2007	2006	2007	2006
	二零零七年	二零零六年	二零零七年	二零零六年	二零零七年	二零零六年
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元
Short term employment benefits						
- Basic salaries	75,518	66,140	-	5,125	75,518	71,265
- Housing allowances	3,643	637	-	-	3,643	637
Share options granted to directors and employees	1,049	1,587	-	-	1,049	1,587
Pension costs - defined contribution plans	2,660	1,025	-	-	2,660	1,025
	82,870	69,389	-	5,125	82,870	74,514

14. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS

14. 董事薪酬及高級管理人員酬金

14.1 Directors' emoluments

14.1 董事酬金

	2007		Salaries, allowances and benefits			Contribution to defined contribution plans	Total
			Fees	in kind*			
			袍金	薪金、津貼及實物福利*	對定額供款退休福利計劃之供款	總計	
			HK\$'000	HK\$'000	HK\$'000	HK\$'000	
			千港元	千港元	千港元	千港元	
2007		二零零七年					
<i>Executive directors</i>		執行董事					
Chan Heng Fai		陳恒輝	-	25,910	132	26,042	
Chan Tong Wan		陳統運	-	1,944	78	2,022	
Chan Yoke Keow		陳玉嬌	-	8,999	132	9,131	
Chan Sook Jin, Mary-ann		陳淑貞	-	830	62	892	
<i>Non-executive director</i>		非執行董事					
Fong Kwok Jen		鄭國禎	120	-	-	120	
<i>Independent non-executive directors</i>		獨立非執行董事					
Lee Ka Leung Daniel (note a)		李家樑(附註a)	95	-	-	95	
Wong Dor Luk, Peter		王多祿	120	-	-	120	
Da Roza Joao Paulo		Da Roza Joao Paulo	60	-	-	60	
Chian Yat Ping (note b)		錢一平(附註b)	92	16	-	108	
			487	37,699	404	38,590	

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14. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS (CONTINUED)

14.2 Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year included four (2006: three) directors whose emoluments are reflected in the analysis presented above. The emoluments payable to the remaining one (2006: two) individuals during the year are as follows:

Salaries, allowances and benefits in kind *	薪金、津貼及實物福利*
Contributions to defined contribution plans	對定額供款計劃之供款

The emoluments of these remaining one highest paid individuals fell within the following bands:

Emolument bands	酬金範圍
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元

* This includes the amount calculated under HKFRS 2 "Share-based payment transaction".

During the years ended 31 March 2007 and 2006, no emolument was paid to the five highest paid individuals as an inducement to join or upon joining the Group, or as compensation for loss of office.

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截至二零零七年三月三十一日止年度

14. 董事薪酬及高級管理人員酬金 (續)

14.2 最高薪人士

本年度本集團五名最高薪人士包括四名(二零零六年:三名)董事,其酬金詳情反映於上文之分析內。年內應付予其餘一名(二零零六年:兩名)人士之酬金如下:

2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
1,105	4,022
12	-
1,117	4,022

餘下一名最高薪人士之酬金介乎下列幅度:

Number of individuals 人數	
2007 二零零七年	2006 二零零六年
1	-
-	1
-	1
1	2

* 包括根據香港財務報告準則第2號「以股份付款」之款項

截至二零零七年及二零零六年三月三十一日,本集團概無向任何最高薪人士支付任何酬金作為酌情花紅、加入本集團或加盟本集團時之獎勵,或離職補償。

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15. PROPERTY, PLANT AND EQUIPMENT
GROUP15. 物業、廠房及設備
本集團

		Buildings	Leasehold improvements	Furniture, fixtures and motor vehicles	Total
		樓宇 HK\$'000 千港元	租賃物業裝修 HK\$'000 千港元	傢俬、裝置及汽車 HK\$'000 千港元	總計 HK\$'000 千港元
At 1 April 2005	於二零零五年四月一日				
Cost	成本	21,047	2,334	28,517	51,898
Accumulated depreciation and impairment	累計折舊及減值	(332)	(391)	(18,226)	(18,949)
Net book amount	賬面淨額	20,715	1,943	10,291	32,949
Year ended 31 March 2006	截至二零零六年三月三十一日止年度				
Opening net book amount	期初賬面淨額	20,715	1,943	10,291	32,949
Transfer to investment properties	轉撥至投資物業	(9,592)	-	-	(9,592)
Additions	添置	-	1,408	2,949	4,357
Arising from acquisition of a subsidiary (note 41)	因收購一間附屬公司而產生 (附註41)	-	-	47	47
Disposal of subsidiary (note 42)	出售一間附屬公司 (附註42)	-	-	(2,468)	(2,468)
Disposals	出售	-	-	(1,788)	(1,788)
Depreciation	折舊	(270)	(859)	(2,239)	(3,368)
Closing net book amount	期終賬面淨額	10,853	2,492	6,792	20,137
At 31 March 2006	於二零零六年三月三十一日				
Cost	成本值	11,348	3,742	27,257	42,347
Accumulated depreciation and impairment	累計折舊及減值	(495)	(1,250)	(20,465)	(22,210)
Net book amount	賬面淨額	10,853	2,492	6,792	20,137
Year ended 31 March 2007	截至二零零七年三月三十一日止年度				
Opening net book amount	期初賬面淨值	10,853	2,492	6,792	20,137
Additions	添置	-	996	2,651	3,647
Arising from acquisitions of subsidiaries (note 41)	因收購一間附屬公司而產生 (附註41)	1,242	62	1,076	2,380
Disposals	出售	-	(399)	(84)	(483)
Exchange realignment	匯兌調整	4	14	288	306
Depreciation	折舊	(270)	(935)	(2,385)	(3,590)
Closing net book amount	期終賬面淨值	11,829	2,230	8,338	22,397
At 31 March 2007	於二零零七年三月三十一日				
Cost	成本	12,595	4,110	30,411	47,116
Accumulated depreciation and impairment	累計折舊及減值	(766)	(1,880)	(22,073)	(24,719)
Net book amount	賬面淨值	11,829	2,230	8,338	22,397

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15. PROPERTY, PLANT AND EQUIPMENT
(continued)

GROUP (continued)

All the buildings are located on the land with medium terms leases in Hong Kong. As at 31 March 2007, certain of the Group's buildings with a net book value of approximately HK\$10,583,000 (2006: HK\$10,853,000) has been pledged to secure the Group's bank borrowings (note 29).

The net book value of furniture, fixtures and motor vehicles included an amount of HK\$2,198,000 (2006: HK\$1,304,000) in respect of assets held under finance leases.

COMPANY

15. 物業、廠房及設備 (續)

本集團 (續)

所有香港物業皆為中期租約物業。於二零零七年三月三十一日，本集團賬面淨值約10,583,000港元(二零零六年：10,853,000港元)之若干樓宇已抵押以取得銀行貸款(附註29)。

傢俬、裝置及汽車的賬面淨值包括一筆融資租賃下持有資產2,198,000港元(二零零六年：1,304,000港元)。

本公司

		Furniture, fixtures and motor vehicles 傢俬、裝置及汽車 HK\$'000 千港元
At 1 April 2005	於二零零五年四月一日	
Cost	成本值	3,919
Accumulated depreciation	累計折舊	(2,266)
Net book amount	賬面淨額	<u>1,653</u>
Year ended 31 March 2006	截至二零零六年三月三十一日止年度	
Opening net book amount	期初賬面淨額	1,653
Additions	添置	88
Depreciation	折舊	(417)
Closing net book amount	期終賬面淨額	<u>1,324</u>
At 31 March 2006	於二零零六年三月三十一日	
Cost	成本值	4,007
Accumulated depreciation	累計折舊	(2,683)
Net book amount	賬面淨額	<u>1,324</u>
Year ended 31 March 2007	截至二零零七年三月三十一日止年度	
Opening net book amount	期初賬面淨額	1,324
Additions	添置	99
Disposals	出售	(12)
Depreciation	折舊	(363)
Closing net book amount	期終賬面淨額	<u><u>1,048</u></u>
At 31 March 2007	於二零零七年三月三十一日	
Cost	成本值	4,075
Accumulated depreciation	累計折舊	(3,027)
Net book amount	賬面淨額	<u><u>1,048</u></u>

Notes to the Financial Statement

For the year ended 31 March 2007

16. PREPAID LAND LEASES

GROUP

The Group's prepaid land leases and their net book value are analysed as follows:

In Hong Kong held on: Leases of between 10 to 50 years	於香港持有： 年期介乎十年至五十年之租約
Opening net carrying amount	期初賬面淨額
Transfer to investment properties	轉撥至投資物業
Annual charges of prepaid operating lease payment	預付經營租賃款項 之年度支出
Closing net carrying amount	期終賬面淨額
Prepaid land leases	預付經營租賃款項
- Non-current portion	- 非流動部份
- Current portion (note)	- 流動部份 (附註)

Note: The current portion of prepaid land included in trade and other receivables, deposits and prepayments (note 26).

As at 31 March 2007 and 31 March 2006, all of the Group's prepaid land leases have been pledged to secure the Group's bank borrowings (note 29).

財務報表附註

截至二零零七年三月三十一日止年度

16. 預付租賃土地租金

本集團

本集團之租賃土地權益指預付經營租賃款項，其賬面值分析如下：

2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
20,751	21,281
21,281	32,091
-	(10,280)
(530)	(530)
20,751	21,281
20,221	20,751
530	530
20,751	21,281

附註：預付經營租賃款項之流動部分已計入貿易及其他應收款項、已付按金及預付款項(附註26)內。

於二零零七年三月三十一日及二零零六年三月三十一日，本集團所有預付租賃土地租金已予抵押，以取得本集團之銀行借貸(附註29)。

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截至二零零七年三月三十一日止年度

17. INVESTMENT PROPERTIES

All of the Group's investment properties are measured using the fair value model.

Changes to the carrying amounts presented in the balance sheet can be summarised as follows:

Fair value	公平值
Carrying amount at the beginning of the year	於年初之賬面額
Acquisitions of subsidiaries	收購附屬公司
Additions	添置
Transfer from property, plant and equipment	轉撥自物業、廠房及設備
Transfer from prepaid land leases	轉撥自預付土地租金
Transfer from properties held for sale	轉撥自待售物業
Net gain from fair value adjustments	公平值變動之收益淨額
Revaluation surplus upon transfer of owner-occupied leasehold land and buildings to investment properties	將自用租賃土地及樓宇轉撥至投資物業時之重估盈餘
Exchange realignment	匯兌調整
Carrying amount at the end of the year	於年終之賬面值

The Group's interests in investment properties are held under the following lease terms:

Medium-term leases in Hong Kong	香港之中期租約物業
Medium-term leases outside Hong Kong	香港以外之中期租約物業
Freehold outside Hong Kong	香港以外之永久業權物業

17. 投資物業

所有本集團之投資物業均按公平值模式計算。

在資產負債表中呈列之賬面額變動可概述如下：

Group 本集團	
2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
55,769	21,119
35,735	-
93,366	-
-	9,592
-	10,280
-	79
78,351	4,956
-	9,743
12,484	-
275,705	55,769

本集團根據下列租約年期持有之投資物業：

Group 本集團	
2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
31,158	28,751
175,100	4,702
69,447	22,316
275,705	55,769

Notes to the Financial Statement

For the year ended 31 March 2007

17. INVESTMENT PROPERTIES (continued)

Fair value	公平值
Carrying amount at the beginning of the year	於年初之賬面額
Transfer from properties held for sale	轉撥自待售物業
Net (loss)/gain from fair value adjustments	公平值調整之淨(虧損)/收益
Carrying amount at the end of the year	於年終之賬面額

The Company's investment properties are held under the following lease term:

Medium-term leases in Hong Kong 香港之中期租約物業

The investment properties in Hong Kong of the Group and the Company were revalued as at 31 March 2007 by Messrs Sallmans (Far East) Limited, an independent professional valuers, on an open market basis.

The Group's investment properties situated in the Canada, were revalued as at 31 March 2007 by Messrs. Johnston, Ross & Cheng Ltd. and Messrs Colliers International Realty Advisors Inc., independent professional valuers, on an open market basis. Investment properties situated in the Singapore were revalued as at 31 March 2007 by Messrs GSK Global Pte Ltd., an independent professional valuer, on an open market basis. Investment properties situated in USA were revalued as at 31 March 2007 by Babcock & Macksoud Real Estate Appraisers and Consultants, an independent firm of professional valuers, on an open market basis. Investment properties situated in Japan were revalued as at 31 March 2007 by Hokkaido Kantei Co. Ltd., an independent professional valuers on an open market basis.

The valuation is the valuers' opinion of the current open market value, it implies "the best price" at which an interest in a property might reasonably be expected to be sold at the date of valuation, assuming:

- a willing seller, willing buyer;
- no account is to be taken of an additional bid by a purchaser with a "special interest";

財務報表附註

截至二零零七年三月三十一日止年度

17. 投資物業(續)

Company 本公司	
2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
1,200	-
-	79
(300)	1,121
900	1,200

本公司根據下列租約年期持有之投資物業：

2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
900	1,200

本集團及本公司於香港之投資物業於二零零七年三月三十一日由獨立專業估值公司西門(遠東)有限公司按公開市場基準進行重估。

本集團位於加拿大之海外投資物業於二零零七年三月三十一日由獨立專業估值公司 Messrs. Johnston, Ross & Cheng Ltd. 及 Messrs Colliers International Realty Advisors Inc. 按公開市場基準進行重估。位於新加坡之投資物業於二零零七年三月三十一日由獨立專業估值公司 GSK Global Pte Ltd. 按公開市場基準進行重估。位於美國之投資物業於二零零七年三月三十一日由獨立專業估值公司 Babcock & Macksoud Real Estate Appraisers and Consultants 按公開市場基準進行重估。位於日本之投資物業於二零零七年三月三十一日由獨立專業估值公司 Hokkaido Kantei Co. Ltd. 估值。

專業估值乃估值公司按現時公開市場價值之意見，其代表於進行估值當日，該物業可合理預期以最佳價格出售，並假設：

- 自願買方與自願賣方；
- 買方之特別喜好並無計算在內；

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For the year ended 31 March 2007

17. INVESTMENT PROPERTIES (continued)

- c. that prior to the date of valuation, there had been a reasonable period (having regard to the nature of the property and the state of the market) for the proper marketing of the interest, for the negotiation and agreement of price and terms for the completion of the sale; and
- d. that the price reflects the state of the market and other circumstances at the date of valuation.

Rental income earned by the Group from its investment properties, which are leased out under operating leases, amounted to HK\$5,505,000 (2006: HK\$1,911,000).

No income or direct operating expenses were recognised during the year for investment property that was unlet during the year.

As at 31 March 2007, certain of the Group's investment properties with carrying amount of HK\$262,100,000 (2006: HK\$51,369,000) have been pledged to secure the Group's bank borrowings (note 29).

18. INTERESTS IN SUBSIDIARIES/AMOUNTS DUE FROM/(TO) SUBSIDIARIES

COMPANY

Investments at cost	投資，按成本
Unlisted shares	非上市股份，按成本值
Less: Provision for impairment	減：減值撥備
Amounts due from subsidiaries within one year	一年內附屬公司欠款
Interest bearing at 10% per annum	按年利率10%計息
Non-interest bearing	免息
Less: Provision for impairment	減：減值撥備
Amounts due to subsidiaries within one year	一年內結欠附屬公司款項

財務報表附註

截至二零零七年三月三十一日止年度

17. 投資物業 (續)

- c. 於估值日之前，已有合理時間(包括考慮到物業性質及市場情況)進行商討及達成協議之價格及條款；及
- d. 該價格反映估值當日之市場情況及其他因素。

本集團及本公司從其投資物業所賺取之租金收入為5,505,000港元(二零零六年：1,911,000港元)，而有關投資物業乃按經營租約租出。

年內概無就呈列為未租出之投資物業確認任何收入或直接經營開支。

於二零零七年三月三十一日，本集團若干賬面額為262,100,000港元(二零零六年：51,369,000港元)之投資物業已予抵押，以取本集團之銀行借貸(附註29)。

18. 於附屬公司之權益/附屬公司欠款/(結欠附屬公司款項)

本公司

2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
94,032	96,045
(79,814)	(81,827)
14,218	14,218
300,095	24,104
265,215	492,391
565,310	516,495
(308,505)	(311,310)
256,805	205,185
56,075	46,001

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截至二零零七年三月三十一日止年度

18. INTERESTS IN SUBSIDIARIES/AMOUNTS DUE FROM/(TO) SUBSIDIARIES (continued)

Particulars of the principal subsidiaries at 31 March 2007 are as follows:

18. 於附屬公司之權益／附屬公司欠款／(結欠附屬公司款項)(續)

於二零零六年三月三十一日之主要附屬公司資料如下：

Name 名稱	Place/country of incorporation/operation and kind of legal entity 註冊成立／營業地點／國家及法定實體類別	Particulars of issued share capital/registered capital 已發行股本／註冊資本資料	Percentage of issued capital/registered capital held by the Company 本公司所持		Principal activities 主要業務
			Directly 直接 %	Indirectly 間接 %	
Anglo-French Travel Pte. Ltd	Singapore, limited liability company 新加坡有限公司	S\$1,800,000 1,800,000新加坡元	-	60	Travel and tourist agent 旅遊代理
China Credit Card Limited	British Virgin Islands, limited liability company 英屬處女群島有限公司	US\$100 100美元	-	91	Investment holding 投資控股
China Credit Singapore Pte Ltd*	Singapore, limited liability company 新加坡有限公司	S\$13,417,282 13,417,282新加坡元	100	-	Investment holding 投資控股
China Xpress Pte. Ltd*	Singapore, limited liability company 新加坡有限公司	S\$5,670,002 5,670,002新加坡元	-	98.8	Investment holding 投資控股
Diaoyutai AFT Travel Services Pte Ltd*	Singapore, limited liability company 新加坡有限公司	S\$100,000 100,000新加坡元	-	60	Travel and tourist agent 旅遊代理
eBanker USA. Com. Inc.	United States of America, limited liability company 美利堅合眾國有限公司	Common stock US\$26,551 One Series A preferred stock (note a) 普通股26,551美元 一股A系列優先股 (附註a)	-	35	Financial investment 金融投資
Global Growth Management, Inc.	Canada, limited liability company 加拿大有限公司	US\$1,000 1,000美元	-	100	Property investment 物業投資
Hotel Room Xpress International Limited (formerly known as Global Med China & Asia Limited) * (note b)	British Virgin Islands, limited liability company 英屬處女群島有限公司	HK\$1,051,596,352 1,051,596,352港元	-	98	Investment holding 投資控股

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截至二零零七年三月三十一日止年度

18. INTERESTS IN SUBSIDIARIES/AMOUNTS DUE FROM/(TO) SUBSIDIARIES (continued)

18. 於附屬公司之權益／附屬公司欠款／（結欠附屬公司款項）（續）

Name 名稱	Place/country of incorporation/operation and kind of legal entity 註冊成立／營業地點／國家 及法定實體類別	Particulars of issued share capital/ registered capital 已發行股本／ 註冊資本資料	Percentage of issued capital/registered capital held by the Company 本公司所持 已發行股本／繳足股本		Principal activities 主要業務
			Directly 直接 %	Indirectly 間接 %	
Global Med International Limited* (note b)	British Virgin Islands, limited liability company 英屬處女群島有限公司	US\$1,000 1,000美元	-	100	Investment holding 投資控股
Heng Fung Capital Company Limited 恒鋒融資有限公司	Hong Kong, limited liability company 香港有限公司	HK\$2 2港元	100	-	Securities investment 證券投資
Global Med International Limited* (note b) (附註b)	British Virgin Islands, limited liability company 英屬處女群島有限公司	US\$1,000 1,000美元	-	100	Investment holding 投資控股
Heng Fung Capital (Canada) Inc.	Canada, limited liability company 加拿大有限公司	C\$1 1加拿大元	100	-	Property investment 物業投資
Heng Fung Underwriter Limited	Hong Kong, limited liability company 香港有限公司	HK\$2 2港元	100	-	Securities trading 證券買賣
Heng Li Card Consultancy & Services (Shenzhen) Co. Ltd. 恒利卡諮詢服務(深圳)有限公司	The People's Republic of China, wholly-owned foreign enterprise 中華人民共和國外商獨資企業	HK\$1,000,000 1,000,000港元	-	100	Card processing 信用卡處理
Hong Kong Express Holidays Limited (formerly known as Hong Kong Xpress Travel Limited) 香港聯假期有限公司(前稱為香港特速旅遊有限公司)	Hong Kong, limited liability company 香港有限公司	HK\$1,260,240 1,260,240港元	-	100	Travel and tourist agent 旅遊代理
Hotel Room Xpress Limited	Hong Kong, limited liability company 香港有限公司	HK\$500,000 500,000港元	-	100	Hotel Room agent 酒店房間代理
Hotel Room Xpress Pte Ltd	Singapore, limited liability company 新加坡有限公司	S\$1 1新加坡元	-	100	Hotel Room agent 酒店房間代理

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18. INTERESTS IN SUBSIDIARIES/AMOUNTS DUE FROM/(TO) SUBSIDIARIES (continued)

18. 於附屬公司之權益／附屬公司欠款／（結欠附屬公司款項）（續）

Name 名稱	Place/country of incorporation/operation and kind of legal entity 註冊成立／營業地點／國家 及法定實體類別	Particulars of issued share capital/ registered capital 已發行股本／ 註冊資本資料	Percentage of issued capital/registered capital held by the Company 本公司所持 已發行股本／繳足股本		Principal activities 主要業務
			Directly 直接 %	Indirectly 間接 %	
Ichi Ni San Enterprises Company Limited	Hong Kong, limited liability company 香港有限公司	HK\$10,000 10,000港元	100	-	Property holding 物業持有
Japan Xpress Limited	Japan, limited liability company 日本有限公司	JPY10,000,000 10,000,000日圓	-	60	Investment holding 投資控股
Japan Xpress Hospitality Limited	Japan, limited liability company 日本有限公司	JPY495,000,000 495,000,000日圓	-	100	Investment holding 投資控股
Japan Xpress Travel Limited	Japan, limited liability company 日本有限公司	JPY10,000,000 10,000,000日圓	-	78	Investment holding 投資控股
Keng Fong America Enterprises Limited 建煌美國企業有限公司	Hong Kong, limited liability company 香港有限公司	HK\$1,500,000 1,500,000港元	100	-	Investment holding 投資控股
Keng Fong Canada Enterprises Limited 建煌加拿大企業有限公司	Hong Kong, limited liability company 香港有限公司	HK\$10,000 10,000港元	100	-	Investment holding 投資控股
Keng Fong Foreign Investment Co. Ltd	United States of America, limited liability company 美利堅合眾國有限公司	US\$250,000 250,000美元	-	100	Property investment and development 物業投資及發展
Keng Fong Malaysia Enterprises Limited 建煌馬來亞企業有限公司	Hong Kong, limited liability company 香港有限公司	HK\$100,000 100,000港元	100	-	Investment holding 投資控股
Xpress Finance Limited (formerly known as Online Credit Card Limited) 匯誠財務有限公司 (前稱為聯網信用卡有限公司)	Hong Kong, limited liability company 香港有限公司	Ordinary HK\$133,866,230 普通股 13,866,230港元	-	72	Credit card services 信用卡服務

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18. INTERESTS IN SUBSIDIARIES/AMOUNTS DUE FROM/(TO) SUBSIDIARIES (continued)

18. 於附屬公司之權益／附屬公司欠款／（結欠附屬公司款項）（續）

Name 名稱	Place/country of incorporation/operation and kind of legal entity 註冊成立／營業地點／國家 及法定實體類別	Particulars of issued share capital/ registered capital 已發行股本／ 註冊資本資料	Percentage of issued capital/registered capital held by the Company 本公司所持 已發行股本／繳足股本		Principal activities 主要業務
			Directly 直接 %	Indirectly 間接 %	
Makino Air Travel Service Co. Ltd.	Japan, limited liability company 日本有限公司	JPY50,000,000 50,000,000日圓	-	52	Travel and tourist agent 旅遊代理
Nihon Kotsu Travel Service Co. Ltd.	Japan, limited liability company 日本有限公司	JPY80,000,000 80,000,000日圓	-	100	Travel and tourist agent 旅遊代理
Xpress Credit Limited (formerly known as Online Credit Limited) (前稱為聯網信貸有限公司)	Hong Kong, limited liability company 香港有限公司	HK\$1,260,000 1,260,000港元	-	100	Investment holding 投資控股
Online Discount Card Limited 聯網優惠卡有限公司	Hong Kong, limited liability company 香港有限公司	HK\$12,000,000 12,000,000港元	-	91	Discount card services 優惠卡服務
Rasa Sayang Limited	Hong Kong, limited liability company 香港有限公司	HK\$10,000 10,000港元	100	-	Securities investment 證券投資
Sapporo Holdings Co. Ltd.	Japan, limited liability company 日本有限公司	JPY3,000,000 3,000,000日圓	-	100	Hotel holding company 酒店控股公司
Singapore Service Residence Pte Ltd	Singapore, limited liability company 新加坡有限公司	S\$1,250,000 1,250,000新加坡元	-	100	Property holding 物業控股
SingXpress Investment Pte Ltd (formerly known as SingXpress Pte Ltd)* (前稱為SingXpress Pte Ltd)*	Singapore, limited liability company 新加坡有限公司	S\$800,000 800,000新加坡元	-	100	Investment holding 投資控股
SRI Group Limited	British Virgin Islands, limited liability company 英屬處女群島有限公司	US\$1 1美元	-	100	Investment holding 投資控股

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18. INTERESTS IN SUBSIDIARIES/AMOUNTS DUE FROM/(TO) SUBSIDIARIES (continued)

18. 於附屬公司之權益／附屬公司欠款／(結欠附屬公司款項)(續)

Name 名稱	Place/country of incorporation/operation and kind of legal entity 註冊成立／營業地點／國家 及法定實體類別	Particulars of issued share capital/ registered capital 已發行股本／ 註冊資本資料	Percentage of issued capital/registered capital held by the Company 本公司所持		Principal activities 主要業務
			Directly 直接 %	Indirectly 間接 %	
Suntec 23 Floor Pte Ltd	Singapore, limited liability company 新加坡有限公司	S\$2,600,001 2,600,001新加坡元	-	100	Property holding 物業控股
Sure World Capital Limited	British Virgin Islands, limited liability company 英屬處女群島有限公司	US\$50,000 50,000美元	100	-	Investment holding 投資控股
Aussie Xpress Pty Ltd (formerly known as Tarron Holdings Pty Ltd)* (前稱為Tarron Holdings Pty Ltd)*	Australia, limited liability company 澳洲有限公司	AUD355,000 355,000澳元	-	94	Travel and tourist agent 旅遊代理
Wai Kin Investment Company Limited 緯健置業有限公司	Hong Kong, limited liability company 香港有限公司	HK\$600,000 600,000港元	100	-	Investment holding 投資控股

Notes:

- a. The Group holds a 35% interest in eBanker USA.com, Inc. ("eBanker") and control equivalent proportion of voting right. In addition, the Group holds one share of eBanker series A preferred stock, which entitles the Group to 50% of the vote for the Board of Directors of eBanker. Therefore, eBanker is accounted for as a subsidiary.
- b. In last year, the year end date of these subsidiaries is 31 December accordingly the financial information of these subsidiaries that are consolidated into the Group's consolidated financial statements are drawn up to that year end date. Adjustments have been made for the effect of significant transactions or other events that occur between 1 January to 31 March.

In this year, the year end date of these subsidiaries is 31 March and the financial information of these subsidiaries that are consolidated into the Group's consolidated financial statements are drawn up from 1 January 2006 to 31 March 2007 but excluding the effect of significant transactions or other events that occur between 1 January 2006 to 31 March 2006.

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

* These subsidiaries are not audited by Grant Thornton Hong Kong or other Grant Thornton International member firms and the net assets of which amounted to approximately 10% (2006: 30%) of the Group's net assets.

附註:

- a. 本集團持有 eBanker USA.com, Inc. (「eBanker」) 35% 權益，並控制同等比例之投票權。另外，本集團持有一股 eBanker A 系列優先股，該股份授予本集團 50% eBanker 董事會投票權。因此，eBanker 列作附屬公司。
- b. 去年，該等附屬公司之年結日為十二月三十一日，因此，該等附屬公司在本集團之綜合財務報表綜合計入之財務資料亦截至該年結日止。本公司已就一月一日至三月三十一日發生之重大交易或其他事項之影響作出調整。

今年，該等附屬公司之年結日為三月三十一日，該等附屬公司在本集團之綜合財務報表綜合計入之財務資料由二零零六年一月一日起至二零零七年三月三十一日止，但不包括於二零零六年一月一日至二零零六年三月三十一日止之重大交易或其他事項。

上表列出董事認為主要影響本集團業績或資產淨值之本集團主要附屬公司。董事認為，倘詳列其他附屬公司資料將使篇幅過於冗長。

* 此等附屬公司並非由香港均富會計師行或其他均富國際成員公司審核，其資產佔本集團淨資產約 10% (二零零六年：30%)。

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19. INTERESTS IN ASSOCIATES

Unlisted shares, at cost	非上市股份，按成本值
Share of net assets	分佔資產淨值
Goodwill on acquisition	收購產生之商譽
Less: Impairment losses	減：減值虧損
Amounts due from associates within one year	聯營公司欠款 (一年內到期)
Amounts due to associates over one year	一年以上結欠聯營公司款項

As at 31 March 2007 and 31 March 2006, amounts due from associates are unsecured, interest free and repayable on demand.

Particulars of the principal associate at 31 March 2007 are as follows:

Name 名稱	Particulars of issued shares held 所持已發行股份之資料	Country of incorporation 註冊成立國家	Percentage of interest held 所持權益百分比
SingXpress Ltd. (formerly known as "Futuristic Group Limited")	Ordinary share of no par value 無面值之普通股	Singapore 新加坡	45.6%

SingXpress Ltd. is listed in Singapore, the market value of the listed shares as at 31 March 2007 is approximately HK\$22,202,000 (2006: HK\$29,235,000).

19. 於聯營公司之權益

Group 本集團		Company 本公司	
2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
-	-	5,385	5,385
14,965	16,424	-	-
1,045	1,045	-	-
16,010	17,469	5,385	5,385
-	-	-	(5,385)
16,010	17,469	-	-
6,577	3,223	1,521	3,223
236	-	-	-

於二零零七年三月三十一日及二零零六年三月三十一日，聯營公司欠款款項乃無抵押、免息及須按通知償還。

於二零零七年三月三十一日之主要聯營公司資料如下：

SingXpress Ltd乃於新加坡上市，其於二零零七年三月三十一日時之市值若為22,202,000港元(二零零六年：29,235,000港元)。

Notes to the Financial Statement

For the year ended 31 March 2007

19. INTERESTS IN ASSOCIATES (continued)

The summarised financial information of the Group's associate extracted from its annual report for the year ended 31 December 2007 are as follows:

Assets	資產
Liabilities	負債
Revenues	收入
Profit/(loss)	溢利/(虧損)

There has been no movement of goodwill arising from acquisition of associates, amounting to HK\$1,045,000 during the year.

The associate of the Group listed above, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other associates would, in the opinion of the directors, result in particulars of excessive length.

SingXpress Limited has a financial year end of 31 December which is not conterminous with the Group. For the purpose of applying the equity method of accounting, the financial statements of SingXpress Limited for the year ended 31 December 2006 have been used, and appropriate adjustments have been made for the effects of significant transactions between that date and 31 March 2007.

財務報表附註

截至二零零七年三月三十一日止年度

19. 於聯營公司之權益 (續)

以下摘錄自本集團聯營公司截至二零零七年十二月三十一日止年度之年報之財務資料概要如下：

2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
47,287	90,490
11,402	54,472
42,986	78,504
5,952	(28,857)

年內收購聯營公司1,045,000港元並無產生商譽變動。

上表列載董事認為主要影響本集團本年度業績或本集團絕大部分資產淨值之本集團主要聯營公司。董事認為，倘詳列其他聯營公司資料將使篇幅過於冗長。

SingXpress Limited之財務會計期間為十二月三十一日，有別於本集團。SingXpress Limited已就其截至二零零六年十二月三十一日止年度之財務報表採用權益會計法，並已就該日至二零零七年三月三十一日期間所進行重大交易之影響作出適當調整。

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For the year ended 31 March 2007

20. LONG TERM DEPOSITS

On 28 August 2006, the Group entered into a sale and purchase agreement with a vendor to acquire investment properties in Singapore at a cash consideration of Singapore dollars (“S\$”) 13,282,000 (HK\$65,748,000). As at 31 March 2007, HK\$7,664,000 was paid by the Group as a deposit for this acquisition. The transaction will be completed on or before 30 November 2013.

The balance as at 31 March 2006 related to the deposit paid for the acquisition of the investment properties in Singapore at a cash consideration of S\$13,469,000 (HK\$63,332,000). Such investment properties was disposed of during the year before the transaction was completed and a gain of HK\$3,884,000 was noted.

21. AVAILABLE-FOR-SALE FINANCIAL ASSETS

GROUP

Non-current Equity securities	非流動股本證券
Listed outside Hong Kong, at fair value	於香港以外上市，按公平值
Unlisted, at cost	非上市，按成本值
Debt securities, at cost (note)	債務證券，按成本值 (附註)
Unlisted in Hong Kong	於香港非上市
Unlisted outside Hong Kong	於香港以外地方非上市
Total	總計
Market value of listed equity securities	上市股本證券之市值

Note:

The debt securities represent club membership which is stated at cost less accumulated impairment losses as they do not have a quoted market price in an active market and whole fair value cannot be reliably measured.

財務報表附註

截至二零零七年三月三十一日止年度

20. 長期按金

於二零零六年八月二十八日，本集團與一名賣方訂立買賣協議以收購新加坡之投資物業，現金代價為13,282,000新加坡元(65,748,000港元)。於二零零七年三月三十一日，本集團已付7,664,000港元作為收購按金。此項交易將於二零一三年十一月三十日或以前完成。

二零零六年三月三十一日之結餘關於收購位於新加坡之投資物業之已付按金，現金代價為13,469,000新加坡元(63,332,000港元)。此交易於完成前已於年內轉售及錄得3,884,000港元之盈利。

21. 可供出售金融資產

本集團

2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
42,417	12,085
21	312
42,438	12,397
1,425	1,425
1,952	417
3,377	1,842
45,815	14,239
42,417	12,085

附註：

債務證券指在活躍市場上並無市場報價之會所會籍，其公平值無法可靠地計量，並按成本減累計減值虧損列賬。

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For the year ended 31 March 2007

財務報表附註

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22. GOODWILL

GROUP

The main changes in the carrying amounts of goodwill result from the acquisition of Nihon Kotsu Travel Service Co. Ltd. and Sapporo Holdings Co. Ltd. as well as the impairment of previously recognised goodwill. The net carrying amount of goodwill can be analysed as follows:

At beginning of the year	年初		
Gross amount	總額	7,037	28,599
Accumulated amortisation and impairment	累計攤銷及減值	-	(14,323)
Carrying amount	賬面額	7,037	14,276
Net carrying amount at beginning of the year	於年初之賬面額	7,037	14,276
Acquisition of subsidiaries (note 41)	收購多間附屬公司 (附註41)	12,570	652
Disposal of a subsidiary (note 42)	出售一間附屬公司 (附註42)	-	(7,891)
Provision for impairment	減值撥備	(652)	-
Carrying amount at 31 March	於三月三十一日之賬面額	18,955	7,037
At 31 March	於三月三十一日		
Gross carrying amount	賬面值總額	19,607	7,037
Accumulated impairment	累計減值	(652)	-
Net carrying amount	賬面淨額	18,955	7,037

GROUP

Subsequent to the annual impairment test, the carrying amount of goodwill is allocated to the following cash generating units:

Travel related operations	旅遊相關業務		
- in Singapore	- 新加坡	6,385	6,385
- in Australia	- 澳洲	-	652
- in Japan	- 日本	5,582	-
Hotel operations	酒店業務		
- in Japan	- 日本	6,988	-
Carrying amount	賬面淨額	18,955	7,037

22. 商譽

本集團

產生自收購Nihon Kotsu Travel Service Co. Ltd.及Sapporo Holdings Co. Ltd.之商譽之賬面值及早前已確認商譽之減值之主要變動。商譽之賬面淨值可分析如下：

2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
7,037	28,599
-	(14,323)
7,037	14,276
7,037	14,276
12,570	652
-	(7,891)
(652)	-
18,955	7,037
19,607	7,037
(652)	-
18,955	7,037

本集團

於年度減值測試之後，商譽之賬面額已分配至以下現金產生單位：

2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
6,385	6,385
-	652
5,582	-
6,988	-
18,955	7,037

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22. GOODWILL (continued)

The recoverable amounts for the cash generating units given above were determined based on value-in-use calculations, covering a detailed three-year budget plan, followed by an extrapolation of expected cash flows at the growth rates stated below. The growth rates reflect the long-term average growth rates for the product respective business operations:

The key assumptions used for value in use calculations

Growth rates	增長率
Discount rates	貼現率

The Group's management's key assumptions for the Group have been determined based on past performance and its expectations for the market development. The weighted average growth rates used are consistent with the forecasts included in industry reports. The discount rates used are pre-tax and reflect specific risks relating to the relevant segments.

GROUP

The related goodwill impairment loss of HK\$652,000 (2006: Nil) was included under "other operating expenses" in the income statement and attributed to the Group's travel related operations.

Apart from the considerations described in determining the value in use of the cash generating units above, the Group's management is not currently aware of any other probable changes that would necessitate changes in its key estimates.

財務報表附註

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22. 商譽(續)

上述現金產生單位之可收回金額按使用價值計算，覆蓋詳細的三年預算計劃，並按以下增長率推斷預期現金流。增長率反映產品相關業務的長遠平均增長：

就使用價值計算所用之主要假設

旅遊相關業務 Travel related operations		酒店業務 Hotel business	
2007 二零零七年	2006 二零零六年	2007 二零零七年	2006 二零零六年
6.30%	4.6%	0%	-
11.60%	8.6%	5%	-

本集團之主要假設由其管理層按照往績表現及預期之市場發展趨勢而釐定。所用之加權平均增長率與業界報告所載之預測一致。所用之貼現率乃未扣稅及反映與有關業務分部相關之特定風險。

本集團

相關商譽減值虧損652,000港元(二零零六年：零)已於收益賬中計入「其它經營開支」，並歸屬本集團旅遊相關經營。

除釐定上述現金產生單位之使用值時所述考慮因素外，本集團管理層現時並不知悉有其他可能作出的改變，以致本集團之主要估計產生改變。

Notes to the Financial Statement

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23. LOANS RECEIVABLE

GROUP

Term loans – secured	有期貸款 – 有抵押
Mortgage loans – secured	按揭貸款 – 有抵押
Installment loans – unsecured	分期貸款 – 無抵押
Net carrying amount (<i>note a, b</i>)	賬面淨額 (<i>附註a、b</i>)
Less: amounts due within one year included under current assets	減：列入流動資產之一年內到期款項
Amounts due after one year included under non-current assets	列入非流動資產之一年後到期款項

During the year, the Group granted a term loan to a minority shareholder of two subsidiaries of the Company, namely Japan Xpress Limited and Japan Xpress Travel Limited. The balance is secured by the equity interests in these two subsidiaries held by this minority shareholder, interest-free and repayable within twelve months.

The mortgage loans bear interest at 0.5% over prime interest rates in Hong Kong (2006: 0.5% over prime interest rates in Hong Kong) per annum and are repayable by instalments up to year 2011. The loans are secured by mortgages over properties placed by the borrowers. The mortgage loans are repayable on demand due to the default on repayment by the borrowers.

GROUP

The installment loans bear interest ranging from 5.5% to 18.0% per annum. The repayment terms of the loans are negotiated on an individual basis.

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23. 應收貸款

本集團

2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
1,954	1,175
614	614
890	789
3,458	2,578
(3,008)	(2,441)
450	137

年內，本集團向本公司兩間附屬公司分別為 Japan Xpress Limited 及 Japan Xpress Travel Limited 之一名少數股東授出一項有期貸款。餘額乃以該少數股東於該兩間附屬公司所持有之股權作抵押、免息及須於十二個月內償還。

按揭貸款乃按香港最優惠利率加0.5厘(二零零六年：香港最優惠利率加0.5厘)每年計息，並須於二零一一年前分期償還。該等貸款乃以借款人作出之物業按揭作抵押。由於借款人拖欠還款，故按揭貸款須按通知償還。

本集團

分期貸款乃按介乎5.5厘至18.0厘之年利率計息。該等貸款之還款期按個別基準議訂。

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23. LOANS RECEIVABLE (continued)

The maturity profile of the loans receivable at the balance sheet date, which is analysed by the remaining periods to their contractual maturity dates, is as follows:

Notes:

(a)

On demand	按通知
Three months or less	三個月或以下
Over three months but less than one year	超過三個月但少於一年
One to four years	一至四年

(b) The Directors consider that the carrying amounts of loans receivable approximate their fair values.

24. CASH AND CASH EQUIVALENTS AND PLEDGED BANK DEPOSITS

Cash and cash equivalents include the following components:

Cash at bank and in hand	銀行現金及手頭現金
Short-term bank deposits	短期銀行存款
Less: Pledged bank fixed deposits shown under non-current assets	減：非流動資產下已抵押銀行定期存款
Less: Pledged bank fixed deposits shown under current assets	減：流動資產下已抵押銀行定期存款
Cash and cash equivalents	現金及現金等值項目

財務報表附註

截至二零零七年三月三十一日止年度

23. 應收貸款 (續)

應收貸款於結算日之到期情況按其合約到期日之餘下期間作出之分析如下：

附註：

(a)

2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
2,569	614
82	291
357	1,536
450	137
3,458	2,578

(b) 董事認為應收貸款之賬面額與其公平值相若。

24. 現金及現金等值項目和已抵押銀行存款

現金及現金等值項目包括以下各項：

Group 本集團		Company 本公司	
2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
41,497	168,489	1,832	307
154,461	213,317	53,932	204,327
195,958	381,806	55,764	204,634
(4,385)	(4,219)	-	-
-	(4,771)	-	-
191,573	372,816	55,764	204,634

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24. CASH AND CASH EQUIVALENTS AND PLEDGED BANK DEPOSITS (continued)

Cash at banks earns interest at floating rates based on daily bank deposits rates. Short term time deposits are made for varying periods of between one day and one month depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposits at fixed rates ranging from 3.81% to 6.03% (2006: 1.5% to 3.8%) per annum. The carrying amounts of the cash and cash equivalents and the pledged deposits approximate their fair values.

Included in bank and cash balances of the Group is HK\$6,531,000 (2006: HK\$2,705,000) of bank balances denominated in US dollars ("USD") placed with banks in US and Singapore, HK\$7,716,000 (2006: HK\$5,318,000) of bank balances denominated in Singapore dollars ("S\$") placed with banks in Singapore, HK\$30,628,000 (2006: HK\$Nil) of bank balances denominated in Japanese yen ("Yen") placed with banks in Japan and Hong Kong.

The non-current portion of pledged deposits represented the time deposits placed as securities for the credit card business transactions. The pledged deposits which will mature within twelve months after the balance sheet date are classified as current assets.

25. INVENTORIES

GROUP

The amounts represent premium items for credit card holders.

26. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

Trade receivables	貿易應收款項
Deposits paid, prepayment and other receivables (note)	已付按金、預付款項及其他應收款項(附註)
Prepaid operating lease payment (note 16)	預付經營租賃款項(附註16)

財務報表附註

截至二零零七年三月三十一日止年度

24. 現金及現金等值項目和已抵押銀行存款(續)

存放於銀行之現金根據每日銀行存款利率賺取浮動利息。根據本集團對現金需求之急切性，短期定期存款由一日及一個月期限不等，以分別賺取各項短期定期存款按介乎3.81厘至6.03厘(二零零六年：1.5厘至3.8厘)之固定年利率計算之利息。現金及現金等值項目之賬面額與其公平值相若。

計入本集團銀行及現金結餘為銀行結餘6,531,000港元(二零零六年：2,705,000港元)，按美元(「美元」)呈列，存放於美國及新加坡銀行，銀行結餘7,716,000港元(二零零六年：5,318,000港元)，按新加坡元(「新加坡元」)呈列，存放於新加坡銀行，銀行結餘30,628,000港元(二零零六年：無)按日圓(「日圓」)呈列，存放於日本及香港銀行。

已抵押存款的非流動部份代表因信用卡業務交易作為證券存放之定期存款。將於結算日後十二個月到期的已抵押存款分類作流動資產。

25. 存貨

本集團

該款項指信用卡持有人的贈品。

26. 貿易及其他應收款項、按金及預付款項

Group 本集團		Company 本公司	
2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
79,498	55,369	-	164
51,497	25,205	803	432
530	530	-	-
131,525	81,104	803	596

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For the year ended 31 March 2007

26. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (continued)

The directors of the Group considered that the fair values of trade and other receivables are not materially different from their carrying amounts because these amounts have short maturity period on their inception.

The average credit terms granted by the Group to its trade customers are as follows:

Hotel operations 酒店業務	
Travel related operations 旅遊相關業務	
Credit Card holders for retail sales 信用卡持有人零售簽賬	

Note: Include in other receivables, there was an amount due from a minority shareholder of a subsidiary of HK\$787,000 (2006: Nil). The balance is unsecured, interest free and repayable on demand. The maximum amount outstanding during the year is HK\$787,000.

At the balance sheet date, the ageing analysis of the trade receivables is as follows:

0 – 60 days	0至60日
61 – 90 days	61至90日
Over 90 days	90日以上

The Group has recognised a loss of HK\$26,000 (2006: HK\$8,121,000) for the impairment of its trade receivables during the year ended 31 March 2007.

財務報表附註

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26. 貿易及其他應收款項、按金及預付款項 (續)

本集團董事認為貿易及其他應收款項之公平值與其賬面值並無重大差異，因該等金額於產生時只有短的到期日。

本集團給予其貿易客戶之平均信貸期如下：

Hotel operations 酒店業務	60 days 60日
Travel related operations 旅遊相關業務	30 days 30日
Credit Card holders for retail sales 信用卡持有人零售簽賬	up to 56 days interest free repayment period 最多56日免息還款期

*附註：*計入其他應收款項為一筆應收關連人士款項787,000港元(二零零六年：零)。該結餘為無抵押、免息及須按要求償還。年內最高應收款項為787,000港元。

於申報日，貿易應收款項按賬齡分析如下：

Group 本集團		Company 本公司	
2007 二零零七年	2006 二零零六年	2007 二零零七年	2006 二零零六年
70,462	49,606	-	164
3,306	1,165	-	-
5,730	4,598	-	-
79,498	55,369	-	164

本集團已確認截至二零零七年三月三十一日止年度之貿易應收款項減值虧損26,000港元(二零零六年：8,121,000港元)。

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財務報表附註

截至二零零七年三月三十一日止年度

27. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

GROUP

Listed securities	上市證券
Equity securities – Hong Kong	股本證券 – 香港
Equity securities – outside Hong Kong	股本證券 – 香港以外
Market value of listed securities	上市證券之市值

COMPANY

Listed securities	上市證券
Equity securities – Hong Kong	股本證券 – 香港
Market value of listed securities	上市證券之市值

The above financial assets are held for trading purpose. Financial assets at fair value through profit or loss are presented within the section on operating activities as part of changes in working capital in the cash flow statement.

27. 按公平值計入損益之金融資產

本集團

2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
141,453	3,572
37,359	35,931
178,812	39,503

本公司

2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
140,220	2,297
140,220	2,297

上述金融資產乃持作買賣用途。按公平值計入損益之金融資產於現金流量表中作為營運資金部分變動而呈列於經營活動一節中。

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財務報表附註

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28. TRADE AND OTHER PAYABLES

Trade payables	貿易應付款項
Other payables and accrued expenses (note)	其他應付款項及應計費用(附註)

The Group was granted by its suppliers credit periods ranging from 30 – 60 days. Based on the invoice dates, the ageing analysis of the trade payables were as follows:

0 – 60 days	0至60日
61 – 90 days	61至90日
Over 90 days	90日以上

Note: Included in other payables, these were an amount due to a subsidiary of an associate of the Group of HK\$358,000 (2006: Nil). The balance is unsecured, interest free and repayable on demand.

28. 貿易及其他應付款項

Group 本集團		Company 本公司	
2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
60,655	20,337	-	-
39,633	14,236	7,587	2,255
100,288	34,573	7,587	2,255

本集團之供應商授予本集團除貨期30至60日根據票據日期，貿易及其他應付款項按賬齡分析如下：

Group 本集團		Company 本公司	
2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
59,535	19,420	-	-
310	85	-	-
810	832	-	-
60,655	20,337	-	-

附註：該金額計入其他應付款項，代表應付聯營公司之附屬公司358,000港元(二零零六年：零)之款項。該結餘為未抵押、免息及須按要求償還。

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財務報表附註

截至二零零七年三月三十一日止年度

29. BORROWINGS

Non-current	非流動
Bank borrowings	銀行借貸
Mortgage loans	按揭貸款
Current	流動
Bank borrowings	銀行借貸
Mortgage loans	按揭貸款
Bank overdrafts	銀行透支
Total borrowings	總借貸

At 31 March 2007 and 2006, the above borrowings were repayable as follows:

On demand or within one year	按通知或一年內
More than one year, but not exceeding two years	超過一年但少於兩年
More than two years, but not exceeding five years	超過兩年但少於五年
More than five years	超過五年
Less: Amount due within one year shown under current liabilities	減：流動負債下一年內到期之款項
Amount due after one year shown under non-current liabilities	非流動負債下一年後

29. 借貸

Group 本集團		Company 本公司	
2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
30,007	321	-	-
104,616	34,351	-	-
134,623	34,672	-	-
33,515	15,078	-	-
6,428	3,578	-	-
3,390	9,733	-	-
43,333	28,389	-	-
177,956	63,061	-	-

於二零零七年及二零零六年三月三十一日，上述所有借貸須按以下年期償還：

Group 本集團		Company 本公司	
2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
43,333	28,389	-	-
23,153	4,069	-	-
47,021	11,955	-	-
64,449	18,648	-	-
177,956	63,061	-	-
(43,333)	(28,389)	-	-
134,623	34,672	-	-

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For the year ended 31 March 2007

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29. BORROWINGS (continued)

As at the balance sheet date, the Group's borrowings are secured by certain of the Group's assets (note 33).

The ranges of effective interest rates (which are also equal to contracted interest rates) on the borrowings are as follows:

Group

29. 借貸 (續)

於結算日，本集團之借貸乃以本集團若干資產(附註33)作抵押。

借貸之實際利率範圍(亦相等於已訂約之利率)如下：

本集團

		2007 二零零七年		2006 二零零六年	
		Fixed Rate 定息	Floating Rate 浮息	Fixed Rate 定息	Floating Rate 浮息
Bank borrowings	銀行借貸	4.13% to 5.29% 4.13厘至5.29厘	-	-	5% to 6.7% 5厘至6.7厘
Mortgage loans	按揭貸款	1% to 3.87% 1厘至3.87厘	Prime rates in Singapore +0.5% or HIBOR (1 month) + 1% 新加坡優惠利率 加0.5厘或香港 (一個月)銀行同業 拆息加1厘	5.06% to 5.42% 5.06厘至 5.42厘	Prime rates in Singapore +0.5% or HIBOR (1 month) + 1% 新加坡優惠利率 加0.5厘或香港 (一個月)銀行同業 拆息加1厘
Bank overdraft	銀行透支	6.50% <u>6.50厘</u>	-	6.50% <u>6.50厘</u>	-

Notes to the Financial Statement

For the year ended 31 March 2007

29. BORROWINGS (continued)

The carrying amounts of the borrowings are denominated in the following currencies:

Hong Kong dollars	港元
Canadian dollars	加幣
Singapore dollars	新加坡元
Japanese yen	日元

The carrying amounts of the borrowings approximate their fair value.

30. FINANCE LEASE PAYABLES

GROUP

The analysis of the obligations under finance leases is as follows:

Total minimum lease payments	最低租賃款項總額
Due within one year	一年內到期
In the second year	第二年
Future finance charges on finance leases	融資租賃日後財務開支
Present value of finance lease liabilities	融資租約責任現值
Less: Portion due within one year shown under current liabilities	減：流動負債下 一年內到期之部分
Non-current portion included under non-current liabilities	列入非流動負債之 非流動部分

財務報表附註

截至二零零七年三月三十一日止年度

29. 借貸 (續)

借貸之賬面額以下列貨幣為單位：

Group 本集團		Company 本公司	
2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
24,926	27,728	-	-
7,985	8,008	-	-
87,919	27,325	-	-
57,126	-	-	-
177,956	63,061	-	-

借貸之賬面額與其公平值相若。

30. 應付融資租賃款項

本集團

融資租賃下的承擔的分析如下：

Minimum lease payments 最低租賃款項		Present value of minimum lease payments 最低租賃款項現值	
2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
661	666	605	610
1,066	326	972	303
1,727	992	1,577	913
(150)	(79)	-	-
1,577	913	1,577	913
		(605)	(610)
		972	303

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30. FINANCE LEASE PAYABLES (continued)

The Group entered into finance leasing arrangements for certain of its office equipment and motor vehicles. The leases are denominated in Hong Kong dollars, Japanese Yen and Singapore dollars. The average lease term is 3 years. During the year, the average effective interest rate was 6.1% (2006: 6.7%) per annum. Interest rates are fixed at the contract date. All leases are on a fixed repayment basis and no arrangements have been entered into for contingent rental payments. The leases do not have options to renew.

31. CONVERTIBLE DEBENTURES

GROUP

The convertible debentures were issued at discount by a subsidiary of the Company, eBanker USA.com Inc. on 26 May 1998, bearing interest at a rate of 10% per annum, which is payable half-yearly on each 1 February and 1 August, with a nominal value of US\$6,690,000 (HK\$52,091,000) and will mature on 1 August 2008. The debentures are not callable prior to maturity. These debentures are convertible into shares of common stock of the subsidiary at a conversion price of US\$5 per ordinary share of the subsidiary. There was no movement in the number of these convertible bonds as at the balance sheet date.

The convertible debentures recognised in the balance sheet are calculated as follows:

Fair value of convertible debentures at beginning of the year	於年初可換股債券之公平值
Equity component (note)	權益部份 (附註)
Liability component	負債部份
Interest expense (note 7)	利息支出 (附註7)
Interest paid	已付利息
Liability component at 31 March	於三月三十一日之負債部份

30. 應付融資租賃款項 (續)

本公司就其若干辦公室設備汽車訂立融資租賃安排。該等租約以港元、日圓及新加坡元為單位。平均租約期為3年。年內，實際平均年利率為6.1厘(二零零六年：6.7厘)。有關利率乃於合約日期釐定。所有租約均設有固定還款期，且並無訂立或然租金付款安排。租賃並無續約的選擇權。

31. 可換股債券

本集團

可換股債券由本公司附屬公司 eBanker USA.com Inc. 於一九九八年五月二十六日按折讓發行，其年息率為10厘，每半年於二月一日及八月一日派息一次，票面值為6,690,000美元(52,091,000港元)，並將於二零零八年八月一日到期。該等債券不能於到期日前贖回，可按該附屬公司每股普通股5美元之轉換價轉換為該附屬公司之普通股。於結算日，該等可換股債券之數目並無任何變動。

於資產負債表確認之可換股債券乃計算如下：

2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
48,577	47,567
-	-
48,577	47,567
8,737	6,930
(7,080)	(5,920)
50,234	48,577

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31. CONVERTIBLE DEBENTURES (continued)

Note:

In accordance with HKAS 32, convertible debentures are required to split between liability and equity components, on a retrospective basis.

As the interest rate of 10% per annum of the convertible debentures approximated the market interest rate at inception of the convertible debentures for a similar financial instrument without the conversion option, no equity component of convertible debentures was recognised accordingly.

Interest expense on the convertible debentures is calculated using the effective interest method by applying the effective interest rate of 14% to the liability component.

32. DEFERRED TAXATION

GROUP

The movements on the major deferred tax liabilities recognised by the Group are as follows:

		Fair value gain on investment properties	Revaluation of properties	Withholding tax	Other taxable temporary differences	Total
		投資物業之 公平值收益 HK\$'000 千港元	重估物業 HK\$'000 千港元	預扣稅項 HK\$'000 千港元	其他應課稅 暫時差額 HK\$'000 千港元	總計 HK\$'000 千港元
At 1 April 2005	於二零零五年四月一日	-	-	1,014	496	1,510
Charged/(credited) to income statement (note 9)	扣自/(計入)收益賬 (附註9)	609	-	(1,014)	-	(405)
Charged to equity	扣自權益	-	1,705	-	-	1,705
At 31 March 2006	於二零零六年三月三十一日	609	1,705	-	496	2,810
Acquisition of subsidiaries	購入附屬公司	6,138	-	-	-	6,138
Exchange realignment	匯兌調整	397	-	-	-	397
Charged to income statement (note 9)	扣自收益賬(附註9)	12,814	-	-	-	12,814
At 31 March 2007	於二零零七年三月三十一日	19,958	1,705	-	496	22,159

At the balance sheet date, the Group has estimated unused tax losses and other deductible temporary differences of HK\$230,161,000 (2006: HK\$208,992,000) and HK\$44,698,141 (2006: HK\$5,449,000) respectively. No deferred tax asset has been recognised in respect of these tax losses and other deductible temporary differences due to the unpredictability of future profit stream. The whole amount of estimated unused tax losses may be carried forward indefinitely.

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31. 可換股債券(續)

附註：

根據香港會計準則第32號，可換股債券須按追溯基準而劃分為負債及權益部份。

由於可換股債券之年利率10厘與一項並無可換股選擇權之類似金融工具於訂立可換股債券時之市場利率相若，故並無確認可換股債券之權益部份。

可換股債券之利息支出乃就負債部份按實際利率法採用14%之實際利率計算。

32. 遞延稅項

本集團

以下乃本集團確認之主要遞延稅項負債：

於結算日，本集團分別有估計未動用稅項虧損及其他可扣稅暫時差額230,161,000港元(二零零六年：208,992,000港元)及44,698,141港元(二零零六年：5,449,000港元)。由於未能肯定日後溢利來源，故並無就稅項虧損及其他可扣稅暫時差額確認遞延稅項資產。估計未動用稅項虧損全數金額可無限期結轉。

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32. DEFERRED TAXATION (continued)

COMPANY

The movements on the deferred tax liabilities recognised by the Company are as follows:

At 1 April 2005	於二零零五年四月一日
Charged to income statement	扣自收益賬
At 31 March 2006, 1 April 2006 and 31 March 2007	於二零零六年三月三十一日， 二零零六年四月一日及 二零零七年三月三十一日

財務報表附註

截至二零零七年三月三十一日止年度

32. 遞延稅項 (續)

本公司

本公司所確認之遞延稅項負債之變動如下：

	Fair value gain on investment properties 投資物業之 公平值收益 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2005	-	-
Charged to income statement	196	196
At 31 March 2006, 1 April 2006 and 31 March 2007	196	196

33. PLEDGE OF ASSETS

GROUP

As at 31 March 2007, the Group pledged bank balances of HK\$4,385,000 (2006: HK\$4,219,000) as a security for banking facilities granted to a subsidiary and as securities for credit card business transactions with MasterCard Worldwide (note 24).

As at 31 March 2007, the Group's borrowings of HK\$177,956,000 (2006: HK\$63,061,000) (note 29) are secured by:

- (a) its leasehold land and buildings (notes 15 and 16) with carrying value of HK\$32,580,000 (2006: HK\$32,134,000);
- (b) its investment properties (note 17) with carrying value of HK\$262,100,000 (2006: HK\$51,369,000);
- (c) its bank balances (note 24) with carrying value of HK\$ 4,385,000 (2006: HK\$8,990,000);
- (d) assignment of rent of an investment property; and
- (e) a floating charge over the asset of a subsidiary.

33. 資產抵押

本集團

於二零零七年三月三十一日，本集團抵押銀行結餘 4,385,000 港元（二零零六年：4,219,000 港元），以獲得授予附屬公司之銀行融資，及作為與 MasterCard Worldwide 的信用卡業務交易抵押（附註 24）。

於二零零七年三月三十一日，本集團借貸 177,956,000 港元（二零零六年：63,061,000 港元）（附註 29）以以下方式抵押：

- (a) 賬面值為 32,580,000 港元（二零零六年：32,134,000 港元）之租賃土地及樓宇（附註 15 及 16）；
- (b) 賬面值為 262,100,000 港元（二零零六年：51,369,000 港元）之投資物業（附註 17）；
- (c) 賬面值為 4,385,000 港元（二零零六年：8,990,000 港元）之銀行結餘（附註 24）
- (d) 轉讓租賃一間投資物業；及
- (e) 附屬公司資產之浮動抵押。

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For the year ended 31 March 2007

財務報表附註

截至二零零七年三月三十一日止年度

34. SHARE CAPITAL

Authorised:
At 31 March 2006 and 2007

法定股本：
於二零零六年三月三十一日

0.01 1,000,000,000,000 10,000,000

Issued and fully paid:
At 1 April 2006
Exercise of 2005 Warrants
subscription rights (note a)
Exercise of 2009 Warrants
subscription rights (note b)
Exercise of 2006 Warrants
subscription rights (note c)

已發行及繳足股本：
於二零零六年四月一日
行使二零零五年認股權
證認購權(附註a)
行使二零零九年認股權
證認購權(附註b)
行使二零零六年認股權
證認購權(附註c)

0.01 1,626,118,672 16,261
0.01 57,276 1
0.01 332,844 3
0.01 10,463 -

At 31 March 2006 and 1 April 2006

於二零零六年三月三十一日
及二零零六年四月一日

0.01 1,626,519,255 16,265

Exercise of 2009 Warrants
subscription rights (note b)
Exercise of 2006 Warrants
subscription rights (note c)
Exercise of share options

行使二零零九年認股權
證認購權(附註b)
行使二零零六年認股權
證認購權(附註c)
行使購股權

0.01 5,183,015 52
0.01 117,086,651 1,171
0.01 6,000,000 60

At 31 March 2007

於二零零七年三月三十一日

0.01 1,754,788,921 17,548

(a) 2005 Warrants

At the extraordinary general meeting of the Company held on 19 April 2004, the shareholders of the Company approved a bonus issue of new warrants ("2005 Warrants") exercisable on or before 31 May 2005, to the shareholders of the Company whose names appeared on 16 April 2004 on the basis of one 2005 Warrant for every ten shares held by such shareholders. Pursuant to which 151,811,795 units of 2005 Warrants were issued to the shareholders of the Company at an initial subscription price of HK\$0.20 per share as a result of the bonus issue of new warrants.

During the year ended 31 March 2006, registered holders of 2005 Warrants exercised their rights to subscribe for 57,276 ordinary shares of the Company at HK\$0.20 per share. As at 31 March 2006, the Company had 151,736,723 units of 2005 Warrants outstanding.

The remaining 151,736,723 units of 2005 Warrants lapsed on 31 May 2005.

(a) 二零零五年認股權證

本公司於二零零四年四月十九日舉行股東特別大會，會上本公司股東批准向於二零零四年四月十六日名列本公司股東名冊之股東紅利發行可於二零零五年五月三十一日或之前行使之新認股權證(「二零零五年認股權證」)，基準為該等股東每持有十股股份可換取一份二零零五年認股權證。據此，紅利發行新認股權證導致按每股0.20港元之初步認購價向本公司股東發行151,811,795份二零零五年認股權證。

截至二零零六年三月三十一日止年度，二零零五年認股權證之登記持有人行使彼等之權利，按每股0.20港元認購本公司57,276股普通股。於二零零六年三月三十一日，本公司有尚未行使之二零零五年認股權證151,736,723份。

餘下之151,736,723份二零零五年認股權證已於二零零五年五月三十一日失效。

Notes to the Financial Statement

For the year ended 31 March 2007

34. SHARE CAPITAL (continued)

(b) 2009 Warrants

Pursuant to a written resolution of the board of directors on 16 August 2004, the Company approved a bonus issue of new warrants ("2009 Warrants") to the shareholders of the Company whose names appeared on the register of members on 5 November 2004 on the basis of one 2009 Warrant for every ten shares held by such shareholders. Pursuant to which 162,593,106 units of 2009 Warrants were issued to the shareholders of the Company at an initial subscription price of HK\$0.09 per share as a result of the bonus issue of new warrants. The 2009 Warrants will expire on 30 September 2009.

During the year, registered holders of 2009 Warrants exercised their rights to subscribe for 5,183,015 (2006: 332,844) ordinary shares of the Company at HK\$0.09 per share.

At the balance sheet date, the Company had outstanding 156,894,336 (2006: 162,077,351) 2009 Warrants exercisable on or before 30 September 2009. Exercise in full of such warrants would result in the issue of 156,894,336 (2006: 162,077,351) additional ordinary shares of HK\$0.01 each.

(c) 2006 Warrants

Pursuant to a written resolution of the board of directors on 3 June 2005, the Company approved a bonus issue of new warrants ("2006 Warrants") to the shareholders of the Company whose names appeared on the register of members on 15 July 2005 on the basis of one 2006 Warrant for every ten shares held by such shareholders. Pursuant to which 162,649,225 units of 2006 Warrants were issued to the shareholders of the Company at an initial subscription price of HK\$0.16 per share as a result of the bonus issue of new warrants. The 2006 Warrants will expire on 31 July 2006.

During the year, registered holders of 2006 Warrants exercised their rights to subscribe 117,086,651 (2006: 10,463) ordinary shares of the Company at HK\$0.16 per share.

At 31 March 2006, the Company had outstanding 162,638,762 2006 Warrants. Exercise in full of such warrants would result in the issue of 162,638,762 additional ordinary shares at HK\$0.16 each as at 31 March 2006.

The remaining 45,552,111 units of 2006 Warrants lapsed on 31 July 2006.

財務報表附註

截至二零零七年三月三十一日止年度

34. 股本 (續)

(b) 二零零九年認股權證

根據於二零零四年八月十六日之董事會書面決議案，本公司批准向於二零零四年十一月五日名列股東名冊之本公司股東紅利發行新認股權證（「二零零九年認股權證」），基準為該等股東每持有十股股份可獲發一份二零零九年認股權證。據此，紅利發行新認股權證導致按每股0.09港元之初步認購價向本公司股東發行162,593,106份二零零九年認股權證。二零零九年認股權證將於二零零九年九月三十日屆滿。

年內，二零零九年認股權證之登記持有人行使彼等之權利，按每股0.09港元認購本公司5,183,015股（二零零六年：332,844股）普通股。

於結算日，本公司有156,894,336份（二零零六年：162,077,351份）可於二零零九年九月三十日或之前行使之尚未行使二零零九年認股權證。悉數行使該等認股權證將致使本公司額外發行156,894,336股（二零零六年：162,077,351股）每股面值0.01港元之普通股。

(c) 二零零六年認股權證

根據於二零零五年六月三日之董事會書面決議案，本公司批准向於二零零五年七月十五日名列股東名冊之本公司股東紅利發行新認股權證（「二零零六年認股權證」），基準為該等股東每持有十股股份可獲發一份二零零六年認股權證。據此，紅利發行新認股權證導致按每股0.16港元之初步認購價向本公司股東發行162,649,225份二零零六年認股權證。二零零六年認股權證將於二零零六年七月三十一日屆滿。

年內，二零零六年認股權證之登記持有人行使彼等之權利，按每股0.16港元認購本公司117,086,651股（二零零六年：10,463股）普通股。

於二零零六年三月三十一日，本公司有162,638,762份可行使之尚未行使二零零六年認股權證。於二零零六年三月三十一日，悉數行使該等認股權證將致使本公司額外發行162,638,762股每股作價0.16港元之普通股。

餘下45,552,111份二零零六年認股權證已於二零零六年七月三十一日失效。

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For the year ended 31 March 2007

34. SHARE CAPITAL (continued)

- (d) On 7 August 2006, the Company issued 172,000,000 unlisted warrants at the issue price of HK\$0.03 per warrant to Mr. Chan Heng Fai, an executive director of the Company. Each warrant carries the right to subscribe for one new share of the Company at initial exercise price of HK\$0.17 per new share, subject to adjustment for, among other things, subdivision or consolidation of shares, right issues, extraordinary stock or cash distribution, and other dilutive events, at any time during a period of 5 years commencing from the date of issue of the warrants. Consideration of HK\$5.16 million was received in respect of warrants issued during the year. During the year, none of the warrants has been exercised.

35. SHARE OPTION SCHEME

(a) Company

On 9 May 2003, a share option scheme (the "Share Option Scheme") was adopted by the Company.

The purpose of the Share Option Scheme is to provide incentives and rewards to eligible persons who contribute to the success of the Group's operations. The Share Option Scheme will remain in force for 10 years from that date, unless otherwise cancelled or amended. Eligible persons of the Scheme include any employee, executive or officer of the Company or any of its subsidiaries (including executive and non-executive directors of the Company or any of its subsidiaries) and any suppliers, consultants, agents, advisers, shareholders, customers, partners or business associates who, in the sole discretion of the board of directors of the Company, have contributed to the Company and/or any of its subsidiaries.

Pursuant to the Share Option Scheme, the maximum number of shares in respect of which options may be granted is such number of shares which, when aggregated with shares subject to any other share option scheme(s), must not exceed 10% of the issued share capital of the Company from time to time. The maximum number of shares issuable under share options to each eligible person in the Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to the shareholders' approval in a general meeting.

財務報表附註

截至二零零七年三月三十一日止年度

34. 股本 (續)

- (d) 於二零零六年八月七日，本公司按每份認股權證0.03港元向本公司執行董事陳恒輝先生發行172,000,000份非上市認股權證。每份認股權證授予持有人權利自認股權證發行日起計五年內，按初步行使價每股0.17港元（可因應（其中包括）股份拆細或合併、供股、特別股份或現金分派及其他其攤薄影響之事項而調整）認購本公司一股新股。年內就發行認股權證已收代價5,160,000港元。年內，概無認股權證獲行使。

35. 購股權計劃

(a) 本公司

於二零零三年五月九日，本公司採納購股權計劃（「購股權計劃」）。

購股權計劃旨在向該等對本集團業務成就有所貢獻之合資格人士給予獎勵及獎賞。除非另經註銷或修訂，否則購股權計劃將由該日起一直有效10年。購股權計劃所指合資格人士包括本公司董事會全權認為對本公司及／或其任何附屬公司有所貢獻之本公司或其任何附屬公司之任何僱員、行政人員或高級職員（包括本公司或其任何附屬公司之執行及非執行董事）及任何供應商、諮詢顧問、代理、顧問、股東、客戶、合夥人或業務夥伴等。

根據購股權計劃，可能授出之購股權涉及之股份數目，與任何其他購股權計劃涉及之股份相加，最多不得超過本公司不時已發行股本10%。於任何12個月期間可根據購股權計劃向各合資格人士發行之股份數目上限，以本公司任何時間已發行股份1%為限。進一步授出超逾該限額之購股權須待股東於股東大會批准後，方可實行。

Notes to the Financial Statement

For the year ended 31 March 2007

35. SHARE OPTION SCHEME (continued)

(a) Company (continued)

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors of the Company. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time and with an aggregate value (based on the price of the Company's shares at the date of grant) in excess of HK\$5,000,000, within any 12-month period, are subject to the shareholders' approval in a general meeting.

The offer of a grant of share options may be accepted from the date of the offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determined by the directors, and commences on a specified date and ends on a date which is not later than 10 years from the date of the offer of the share options or the expiry date of the Share Option Scheme, whichever is earlier.

The exercise price of the share options is determinable by the directors of the Company, but may not be less than the highest of (i) the closing price of the Company's shares as stated in the daily quotations sheet of the Stock Exchange on the date of offer of the grant, which must be a trading day; (ii) the average closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheet for the five trading days immediately preceding the date of offer of the grant; and (iii) the nominal value of the Company's shares.

Upon the exercise of the share options, the resulting shares issued are recorded by the Company as additional share capital at the nominal value of the shares, and the excess of the exercise price per share over the nominal value of the shares is recorded by the Company in the share premium account. Options which lapse or are cancelled prior to their exercise date are deleted from the register of outstanding options.

財務報表附註

截至二零零七年三月三十一日止年度

35. 購股權計劃 (續)

(a) 本公司 (續)

向本公司董事、主要行政人員、主要股東或任何彼等之聯繫人士授出購股權，均須取得本公司獨立非執行董事之事先批准。此外，在任何12個月期間，倘向本公司任何主要股東或獨立非執行董事或任何彼等之聯繫人士授出任何超過本公司於任何時間已發行股份0.1%之購股權或按本公司股份於授出日期之價格所計算總值超過5,000,000港元，則必須事先取得股東於股東大會批准。

提呈之購股權可於提呈日期後接納，承授人須於接納時支付名義代價合共1港元。授出購股權之行使期乃由董事釐定，由指定日期起至不遲於提呈購股權日期起計10年或購股權計劃屆滿日期之較早日期止。

購股權之行使價乃由本公司董事釐定，惟不得低於以下最高者：(i)本公司股份於提呈授出日期(必須為交易日)於聯交所每日報價表所報收市價；(ii)本公司股份於緊接提呈授出日期前五個交易日於聯交所每日報價表所報平均收市價；及(iii)本公司股份面值。

於購股權獲行使時，本公司會將就此發行之股份按股份面值列作額外股本，而超出股份面值之行使價將記入股份溢價賬。於行使日期前失效或註銷之購股權會自尚未行使購股權登記冊內刪除。

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35. SHARE OPTION SCHEME (continued)

(a) Company (continued)

The following table discloses details of the Company's share option in issue under the Share Option Scheme during the year:

31 March 2007 二零零七年三月三十一日		Share option type	Outstanding at 1 April 2006 於二零零六年 四月一日 尚未行使 (note) (附註)	Number of share options 購股權數目			Outstanding at 31 March 2007 於二零零七年 三月三十一日 尚未行使
Name or category of participant	購股權類別			Granted during the year	Cancelled during the year	Exercised during the year	
Directors	董事						
Mr. Chan Heng Fai	陳恒輝先生	2004(a)	15,000,000	-	-	-	15,000,000
		2004(b)	147,000,000	-	-	-	147,000,000*
		2006(a)	-	120,000,000	-	-	120,000,000
Mrs. Chan Yoke Keow	陳玉嬌女士	2004(a)	15,000,000	-	-	-	15,000,000
		2004(b)	35,000,000	-	-	-	35,000,000*
Mr. Chan Tong Wan	陳統運先生	2004(b)	15,000,000	-	-	-	15,000,000
		2006(a)	-	5,000,000	-	-	5,000,000
Mrs. Chan Sook Jin, Mary-ann	陳淑貞女士	2004(b)	5,000,000	-	-	-	5,000,000
Mr. Fong Kwok Jen	龐國禎先生	2004(b)	8,000,000	-	-	-	8,000,000
Mr. Wong Dor Luk, Peter	王多祿先生	2004(b)	3,000,000	-	-	-	3,000,000
Mr. Da Roza Joao Paulo	Da Roza Joao Paulo先生	2005	2,000,000	-	-	-	2,000,000
Ms. Chian Yat Ping	錢一平女士	2006(b)	-	2,000,000	-	-	2,000,000
Sub-total	小計		245,000,000	127,000,000	-	-	372,000,000
Employees and others	僱員及其他						
In aggregate	總計	2004(b)	37,200,000	-	-	(6,000,000)	31,200,000
		2006(a)	-	18,000,000	(2,000,000)	-	16,000,000#
			37,200,000	18,000,000	(2,000,000)	(6,000,000)	47,200,000
Total	總數		282,200,000	145,000,000	(2,000,000)	(6,000,000)	419,200,000
Weighted average exercise prices of share options	購股權加權平均 行使價		0.1613	0.1566	0.1616	0.1616	0.1597

Note: The weighted average share price at the date of exercise of share options during the year is HK\$0.1616.

3,000,000 share options were outstanding as at 1 April 2006 granted to Mr. Lee Ka Leung, Daniel ("Mr. Lee") was reclassified from category "Directors" to "Employees and others" as Mr. Lee is not an executive directors of the Company during the year.

35. 購股權計劃 (續)

(a) 本公司 (續)

下表披露本公司年內根據購股權計劃所發行之本公司購股權詳情：

31 March 2007 二零零七年三月三十一日		Share option type	Outstanding at 1 April 2006 於二零零六年 四月一日 尚未行使 (note) (附註)	Number of share options 購股權數目			Outstanding at 31 March 2007 於二零零七年 三月三十一日 尚未行使
Name or category of participant	購股權類別			Granted during the year	Cancelled during the year	Exercised during the year	
Directors	董事						
Mr. Chan Heng Fai	陳恒輝先生	2004(a)	15,000,000	-	-	-	15,000,000
		2004(b)	147,000,000	-	-	-	147,000,000*
		2006(a)	-	120,000,000	-	-	120,000,000
Mrs. Chan Yoke Keow	陳玉嬌女士	2004(a)	15,000,000	-	-	-	15,000,000
		2004(b)	35,000,000	-	-	-	35,000,000*
Mr. Chan Tong Wan	陳統運先生	2004(b)	15,000,000	-	-	-	15,000,000
		2006(a)	-	5,000,000	-	-	5,000,000
Mrs. Chan Sook Jin, Mary-ann	陳淑貞女士	2004(b)	5,000,000	-	-	-	5,000,000
Mr. Fong Kwok Jen	龐國禎先生	2004(b)	8,000,000	-	-	-	8,000,000
Mr. Wong Dor Luk, Peter	王多祿先生	2004(b)	3,000,000	-	-	-	3,000,000
Mr. Da Roza Joao Paulo	Da Roza Joao Paulo先生	2005	2,000,000	-	-	-	2,000,000
Ms. Chian Yat Ping	錢一平女士	2006(b)	-	2,000,000	-	-	2,000,000
Sub-total	小計		245,000,000	127,000,000	-	-	372,000,000
Employees and others	僱員及其他						
In aggregate	總計	2004(b)	37,200,000	-	-	(6,000,000)	31,200,000
		2006(a)	-	18,000,000	(2,000,000)	-	16,000,000#
			37,200,000	18,000,000	(2,000,000)	(6,000,000)	47,200,000
Total	總數		282,200,000	145,000,000	(2,000,000)	(6,000,000)	419,200,000
Weighted average exercise prices of share options	購股權加權平均 行使價		0.1613	0.1566	0.1616	0.1616	0.1597

附註：年內於行使購股權日期之購股權加權平均股價為0.1616港元。

於二零零六年四月一日授予李家樑先生(「李先生」)之3,000,000份尚未行使購股權已自分類類別「董事」撥至「僱員及其他」，此乃由於年內李先生並非本公司執行董事。

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35. SHARE OPTION SCHEME (continued)

(a) Company (continued)

31 March 2006

二零零六年三月三十一日

Name or category of participant	Share option type	Outstanding at 1 April 2005 於二零零五年四月一日 尚未行使	Granted during the year 年內授出	Number of share options 購股權數目	
				Lapsed during the year 年內失效	Outstanding at 31 March 2006 於二零零六年三月三十一日 尚未行使
Directors	董事				
Mr. Chan Heng Fai	陳恒輝先生	2004(a)	15,000,000	-	15,000,000
		2004(b)	147,000,000	-	147,000,000*
Mrs. Chan Yoke Keow	陳玉嬌女士	2004(a)	15,000,000	-	15,000,000
		2004(b)	35,000,000	-	35,000,000*
Mr. Chan Tong Wan	陳統運先生	2004(b)	15,000,000	-	15,000,000
Mrs. Chan Sook Jin, Mary-ann	陳淑貞女士	2004(b)	5,000,000	-	5,000,000
Mr. Fong Kwok Jen	鄭國禎先生	2004(b)	8,000,000	-	8,000,000
Mr. Lee Ka Leung, Daniel	李家霖先生	2004(b)	3,000,000	-	3,000,000
Mr. Wong Dor Luk, Peter	王多祿先生	2004(b)	3,000,000	-	3,000,000
Mr. Da Roza Joao Paulo	Da Roza Joao Paulo先生	2005	-	2,000,000	2,000,000
Sub-total	小計		246,000,000	2,000,000	248,000,000
Employees	僱員				
In aggregate	總計	2004(b)	35,500,000	-	(1,300,000)
Total	總數		281,500,000	2,000,000	(1,300,000)
Weighted average exercise prices of share options	購股權加權平均行使價		0.1614	0.1500	0.1616
					0.1613

Details of the share options are as follows:

購股權之詳情如下：

Share option type 購股權類別	Date of grant 授出日期	Exercisable period 可予行使期	Exercise price 行使價
2004 (a)	1 November 2004 二零零四年十一月一日	1 November 2004 to 8 May 2013 二零零四年十一月一日至 二零一三年五月八日	HK\$0.16 0.16港元
2004 (b)*	15 November 2004 二零零四年十一月十五日	20 November 2004 to 8 May 2013 二零零四年十一月二十日至 二零一三年五月八日	HK\$0.1616 0.1616港元
2004 (b)#	15 November 2004 二零零四年十一月十五日	20 November 2004 to 8 May 2013 二零零四年十一月二十日至 二零一三年五月八日	HK\$0.1616 0.1616港元
2005	27 May 2005 二零零五年五月二十七日	29 May 2005 to 8 May 2013 二零零五年五月二十九日至 二零一三年五月八日	HK\$0.15 0.15港元
2006 (a)	22 May 2006 二零零六年五月二十二日	22 May 2006 to 8 May 2013 二零零六年五月二十二日至 二零一三年五月八日	HK\$0.1566 0.1566港元
2006 (b)	21 December 2006 二零零六年十二月二十一日	30 January 2007 to 8 May 2013 二零零七年一月三十日至 二零一三年五月八日	HK\$0.1566 0.1566港元

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For the year ended 31 March 2007

35. SHARE OPTION SCHEME (continued)

(a) Company (continued)

- * The exercise of these options was subject to the condition that the audited revenue of the Group on any financial year during the life of the Options was not less than HK\$1 billion, which is calculated based on the accounting policies and presentation adopted by the Group at the date of grant of option and the preparation of the audited financial statements for the year ended 31 March 2005.
- # The exercise of these options was according to the following schedule:
 - a. 20% of the option shares be exercisable at the date of acceptance and
 - b. the balance will be exercisable in equal yearly installments over 4 years with the first installment commencing 1 January 2006.

The vesting period of other share options is the period from the date of grant until the commencement of the exercise period.

At the balance sheet date, the Company had 384,520,000 (2006: 261,680,000) remaining exercisable share options outstanding under the Scheme. The exercise in full of the remaining exercisable share options were represented to subscribe for 384,520,000 (2006: 261,680,000) ordinary shares in the Company at HK\$66,946,520 (2006: HK\$45,532,320).

6,000,000 (2006: Nil) share option was exercised during the year.

The fair values of options granted were determined using the Black-Scholes valuation model. Significant inputs into the calculation included a weighted average share price of HK\$0.1566 (2006: HK\$0.1616) and exercise prices as illustrated above. Furthermore, the calculation takes into account of no future dividend and a volatility rate of 3.3745% (2006: 4.4046%), based on expected share price. Risk-free interest rate was determined at 5.04% (2006: 4.19%).

The underlying expected volatility was determined by reference to historical data. No special features immanent to the options granted were incorporated into measurement of fair value.

In total, for the year ended 31 March 2007, employee compensation expense amounted to HK\$1,049,000 (2006: HK\$1,587,000) has been included in the consolidated income statement which gave rise to additional paid-in capital. As at 31 March 2007, the estimated fair value of the option granted which was recognised in the employee-share based compensation reserve, amounted to HK\$3,121,000 (2006: HK\$2,133,000).

財務報表附註

截至二零零七年三月三十一日止年度

35. 購股權計劃 (續)

(a) 本公司 (續)

- * 行使該等購股權之附帶條件為本集團於購股權有效期內任何財政年度之經審核收益不得少於10億港元，此乃按照本集團於購股權授出當日及於編製截至二零零五年三月三十一日止年度之經審核財務報表時所採納之會計政策及呈列方式計算。
- # 該等購股權乃根據如下時間表行使：
 - a. 其中20%購股權可於接納當日行使及
 - b. 餘下之購股權將於四年內每年分期均等行使，第一段行使期由二零零六年一月一日開始。

其他購股權之歸屬期乃指由授出日期至行使期開始時當日止期間。

於結算日，根據購股權計劃本公司已授出但仍未行使之購股權總數為384,520,000份 (二零零六年：261,680,000份)。悉數行使餘下可予行使之購股權，即為以66,946,520港元 (二零零六年：45,532,320港元) 認購384,520,000股 (二零零六年：261,680,000股) 本公司普通股。

年內已行使6,000,000份購股權 (二零零六年：零)。

所授出購股權之公平值乃按畢蘇期權定價模式釐定。該模式計入之主要項目包括加權平均股價0.1566港元 (二零零六年：0.1616港元) 及上文所闡述之行使價。此外，該計算亦計入日後並無股息及基於預期股價計算之波幅3.3745% (二零零六年：4.4046%)。零風險利率乃定為5.04% (二零零六年：4.19%)。

相關之預期波幅乃參照以往之數據釐定。所授出購股權之內在特質已納入公平值之計算內。

截至二零零七年三月三十一日止年度，僱員補償開支合共1,049,000港元 (二零零六年：1,587,000港元) 已計入綜合收益賬內，因而產生額外之實繳股本。於二零零七年三月三十一日，在以股份支付予僱員之補償儲備中確認所授出購股權之估計公平值為3,121,000港元 (二零零六年：2,133,000港元)。

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35. SHARE OPTION SCHEME (continued)

(b) Subsidiary

eBanker

In January 1999, the board of directors of eBanker authorised the eBanker 1999 Incentive and Nonstatutory Stock Option Plan, with effective from 18 January 1999 through 17 January 2009, unless sooner terminated. The eBanker's board of directors granted to certain eBanker's directors, options to purchase 620,000 shares of eBanker's common stock at US\$3.00 per share, exercisable immediately and for a period of ten years.

The following table presents the activity for options outstanding as of 31 March 2007 and 31 March 2006:

Directors	董事	600,000
Employees	僱員	20,000
Total	總計	<u>620,000</u>

The following table presents the composition of options outstanding and exercisable as of 31 March 2007:

	Options Outstanding 尚未行使購股權			Exercisable Options 可予行使購股權	
	Number of share options 購股權數目	Price* 價格* US\$ 美元	Life* 行使期*	Number of share options 購股權數目	Price* 價格* US\$ 美元
Total 總計	620,000	3.00	till 17 January 2009 直至二零零九年 一月十七日	620,000	3.00

* Price and life reflect the weighted average exercise price and weighted average remaining contractual life respectively.

There was no movement in share options granted by eBanker and no share option was exercised by the grantees for both years.

財務報表附註

截至二零零七年三月三十一日止年度

35. 購股權計劃 (續)

(b) 附屬公司

eBanker

於一九九九年一月，eBanker董事會授權推行eBanker1999獎勵及非法定購股權計劃，除非提前終止，否則由一九九九年一月十八日起至二零零九年一月十七日止期間生效。eBanker董事會向若干eBanker董事授予購股權，可以每股3.00美元之價格認購eBanker 620,000股普通股，該等購股權可由該日起十年內行使。

下表呈列於二零零七年三月三十一日及二零零六年三月三十一日尚未行使購股權之詳情：

Number of share options at 1 April 2005, 31 March 2006 and 31 March 2007 於二零零五年四月一日 二零零六年三月三十一日及 二零零七年三月三十一日 之購股權數目
600,000
20,000
<u>620,000</u>

下表呈列於二零零七年三月三十一日之未行使及可予行使購股權詳情：

* 價格及行使期分別反映加權平均行使價及加權平均尚餘契約期。

於兩個年度內，eBanker授出之購股權均無任何變動，而承授人亦無行使任何購股權。

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36. RESERVES

GROUP

The amount of the Group's reserves and the movements therein for the current and prior year are presented in the consolidated statement of changes in equity on page 38 to 39 of the financial statements.

As at 31 March 2006 and 2007, investment revaluation reserve represents aggregate changes in fair value of available-for-sale financial assets, while assets revaluation reserve represents change in carrying amount of owner-occupied property when it becomes an investment property that will be carried at fair value.

COMPANY

財務報表附註

截至二零零七年三月三十一日止年度

36. 儲備

本集團

於本年度及上年度，本集團之儲備及其變動呈列於財務報表第38至39頁之綜合權益變動表內。

於二零零六年及二零零七年三月三十一日，投資重估儲備指可供出售金融資產之公平值變動總值，而資產重估儲備指當自用物業成為將按公平值列賬之投資物業時之賬面額變動。

		本公司				
		Share premium	Employee share-based compensation reserve	Warrant reserve	Accumulated losses	Total
		股份溢價	以股份支付予僱員之補償儲備	認股權證儲備	累計虧損	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
At 1 April 2005	於二零零五年四月一日	704,522	546	-	(390,043)	315,025
Issue of new shares upon exercise of bonus warrants (notes 34(a) to (c))	因行使紅利認股權證而發行新股 (附註34(a)至(c))	39	-	-	-	39
Profit for the year	年度溢利	-	-	-	51,309	51,309
Employee share-based compensation expenses recognised	已確認以股份支付予僱員之補償開支	-	1,587	-	-	1,587
At 31 March 2006	於二零零六年三月三十一日	704,561	2,133	-	(338,734)	367,960
Issue of new shares upon exercise of bonus warrants (notes 34(a) to (c))	因行使紅利認股權證而發行新股 (附註34(a)至(c))	17,977	-	-	-	17,977
Issue of new shares upon exercise of share options (notes 34(a))	因行使購股權而發行新股 (附註34(a))	910	-	-	-	910
Issue of warrants	發行認股權證	-	-	5,160	-	5,160
Loss for the year	年度虧損	-	-	-	(3,183)	(3,183)
Employee share-based compensation expenses recognised	已確認以股份支付予僱員之補償開支	-	1,049	-	-	1,049
Transfer to reserves upon cancellation of options	因取消購股權而轉往儲備	-	(22)	-	22	-
Transfer to reserves upon exercise of options	因行使購股權而轉往儲備	21	(21)	-	-	-
At 31 March 2007	於二零零七年三月三十一日	<u>723,469</u>	<u>3,139</u>	<u>5,160</u>	<u>(341,895)</u>	<u>389,873</u>

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For the year ended 31 March 2007

37. OPERATING LEASE ARRANGEMENTS

GROUP

(a) as lessee

At the balance sheet date, the total future minimum lease payments under non-cancellable operating leases payable by the Group are as follows:

Within one year	一年內
In the second to fifth year inclusive	第二至第五年(包括首尾兩年)

The Group leases a number of rented premises under operating leases. The leases run for an initial period of three months to two years (2006: two to four years). None of the leases include contingent rentals.

(b) as lessor

At the balance sheet date, the Group had future minimum lease receipts under non-cancellable operating leases in respect of investment properties which fall due as follows:

Within one year	一年內
In the second to fifth year inclusive	第二至第五年(包括首尾兩年)

The Group leases its investment properties (note 17) under operating lease arrangements which run for an initial period of two to five years (2006: one to five years) (2006: average terms of five years), with an option to renew the lease terms at the expiry date or at dates as mutually agreed between the Group and the respective tenants. None of the leases includes contingent rentals.

COMPANY

The Company does not have any significant operating lease commitments or any minimum lease receipts under non-cancellable operating leases as at 31 March 2007 and 31 March 2006.

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37. 經營租賃安排

本集團

(a) 作為承租人

於結算日，本集團根據在下列期間屆滿之不可撤銷經營租約而將於日後支付之最低租賃款項如下：

2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
4,966	2,690
3,518	2,026
8,484	4,716

本集團根據經營租約租用若干租賃物業。租約初步為期三個月至兩年(二零零六年：兩年至四年)。概無任何租約包含或然租金。

(b) 作為出租人

於結算日，本集團根據在下列期間屆滿之不可撤銷投資物業經營租約而將於日後收取之最低租賃款項如下：

2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
7,318	1,282
8,114	3,092
15,432	4,374

本集團根據經營租約安排租出其投資物業(附註17)，該等租約之初步租期為兩年至五年(二零零六年：一至五年)(二零零六年：平均為期五年)，並有權於租期屆滿日或本集團與各租戶相互協定之日延長租約。該等租約概無包含或然租金。

本公司

於二零零七年三月三十一日及二零零六年三月三十一日，本公司根據不可撤銷之經營租約並無任何重大之物業租賃責任，亦無由此收取之任何最低租賃款項。

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38. CAPITAL COMMITMENTS

GROUP

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

Contracted but not provided for Investment properties	已訂約但未撥備投資物業
Property, plant and equipment	物業、廠房及設備
Undertaking of SingXpress Ltd.'s Rights Issues	承擔SingXpress Ltd.之供股發行

COMPANY

The Company does not have any significant commitments as at 31 March 2007 and 31 March 2006.

39. CONTINGENT LIABILITIES

At the balance sheet date, contingent liabilities of the Group and the Company were as follows:

(a) Guarantees given to a financial institution in respect of banking facilities granted to a supplier of the Group	就授予本集團之供應商之銀行融資向財務機構作出擔保
(b) Guarantees given to a financial institution in respect of banking facilities granted to subsidiaries	就授予附屬公司之銀行融資向財務機構作出擔保

The extent of the facilities utilised as at 31 March 2007 by the subsidiaries amounted to HK\$80,833,000 (2006: HK\$29,922,000).

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截至二零零七年三月三十一日止年度

38. 資本承擔

本集團

本集團於結算日之資本承擔如下：

2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
62,372	65,349
809	92
35,020	-
98,201	65,441

本公司

本公司於二零零七年三月三十一日及二零零六年三月三十一日並無任何重大承擔。

39. 或然負債

本集團及本公司於結算日之或然負債如下：

Group 本集團		Company 本公司	
2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
11,423	10,730	-	-
-	-	92,957	37,064

截至二零零七年三月三十一日，附屬公司已動用信貸80,833,000港元（二零零六年：29,922,000港元）。

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39. CONTINGENT LIABILITIES(continued)

- (c) Actions were brought by Pricerite Stores Limited and CASH Retail Management Group Limited (formerly known as Pricerite Group Limited) (together referred to as "Pricerite") respectively against a subsidiary of the Company in respect of the alleged breach of agreement for damages which are not quantified. In the opinion of the directors, after taking into account the legal advice from the Group's lawyers, it is not practicable at this stage to determine with certainty the outcome of the litigation.

40. RETIREMENT BENEFIT SCHEME

The Group operates defined contribution retirement benefit schemes ("Defined Contribution Scheme") for all qualifying employees in Hong Kong and Singapore. The assets of the Defined Contribution Scheme of Hong Kong are held separately from those of the Group and are under the control of trustees. 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. The assets of the Deferred Contribution Scheme of Singapore is regulated and managed by the Singapore Government.

Effective from 1 December 2000, the Group has joined the MPF Scheme for all employees in Hong Kong. The MPF Scheme is registered with the Mandatory Provident Fund Scheme Authority under the Mandatory Provident Fund Schemes Ordinance. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of an independent trustee. Under the rule of the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at the rate specified in the rules. The only obligation of the Group in respect of MPF Scheme is to make the required contributions under the scheme. No forfeited contribution is available to reduce the contribution payable in the future years.

The retirement benefit scheme contributions arising from these schemes charged to the consolidated income statement represent contributions paid or payable to the funds by the Group at rates specified in the rules of the schemes.

No contribution was forfeited during the year (2006: Nil).

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39. 或然負債(續)

- (c) 實惠傢居廣場有限公司及時惠環球控股有限公司(前稱為實惠集團有限公司)(統稱為「實惠」)就指稱違反協議,分別對本公司一間附屬公司提出訴訟,追討尚未確定之賠償額。董事認為,經考慮本集團律師之法律意見後,在現階段無法肯定訴訟結果。

40. 退休福利計劃

本集團為全體香港及新加坡合資格僱員提供定額供款退休福利計劃(「定額供款計劃」)。香港定額供款計劃之資產由受託人與本集團資產分開持有。倘僱員於獲得全數供款前退出該計劃,沒收供款可用以減低本集團應付之供款。新加坡定額供款計劃之資產由新加坡政府監管及管理。

自二零零零年十二月一日起,本集團為香港所有僱員參加強制性公積金計劃(「強積金計劃」)。強積金計劃已根據強制性公積金計劃條例,向強制性公積金計劃管理局註冊。強積金計劃之資產由獨立受託人以基金方式與本集團資產分開持有。根據強積金計劃之規則,僱主及僱員皆須以規則指定之比率向計劃供款。本集團就強積金計劃之唯一責任為按該計劃之規定供款。並無沒收供款可用以減低未來年度應付之供款。

該等計劃產生之退休福利計劃供款於綜合收益賬扣除,根據本集團遵照該等計劃規則已付或應付予基金之供款計算。

年內並無供款被沒收(二零零六年:無)。

Notes to the Financial Statement

For the year ended 31 March 2007

財務報表附註

截至二零零七年三月三十一日止年度

41. BUSINESS COMBINATIONS

(a) Year ended 31 March 2007

During the year, the Group acquired three companies, details as follows:

On 27 June 2006, the Group acquired 100% of the share capital of Nihon Kotsu Travel Service Co. Ltd. ("Nihon"), a company operating as a travel agency including corporate travel and both domestic and overseas leisure travel in Japan.

(i)

		Acquiree's carrying amount 被收購方之賬面值 HK\$'000 千港元	Fair value 公平值 HK\$'000 千港元
Cash and bank balances	銀行結存及現金	363	363
Property, plant and equipment	物業、廠房及設備	885	885
Trade and other receivables	貿易及其他應收款項	27,656	27,656
Taxation	稅項	300	300
Borrowings	借貸	(1,322)	(1,322)
Trade and other payables	貿易及其他應付款項	(24,511)	(24,511)
Net assets acquired	所收購資產淨值		<u>3,371</u>
Purchase consideration settled in cash	以現金支付之購買代價		8,953
Cash and cash equivalents in subsidiaries acquired	所收購附屬公司之現金及 現金等值項目		<u>(363)</u>
Cash outflow on acquisition	收購產生之現金流出		<u>8,590</u>

The acquired businesses contributed revenues of approximately HK\$155,262,000 and net loss of approximately HK\$7,154,000 to the Group for the period from the date of acquisition to 31 March 2007. Due to a lack of HKFRS – specific data prior to the acquisition of Nihon, pro forma profit or loss of the combined entity for the complete 2007 reporting period cannot be determined reliably.

Details of the net assets acquired and goodwill are as follows:

		HK\$'000 千港元
Purchase consideration settled in cash	以現金支付之購買代價	8,953
Fair value of net assets acquired	所收購資產淨值之公平值	<u>(3,371)</u>
Goodwill	商譽	<u>5,582</u>

41. 業務合併

(a) 截至二零零七年三月三十一日止年度

年內本集團已收購三間公司，詳情如下：

於二零零六年六月二十七日，本集團收購Nihon Kotsu Travel Service Co. Ltd. (「Nihon」) 之100%股本，此公司經營旅行社業務，包括商務旅遊以及日本之本地及外地消閒旅遊。

		Acquiree's carrying amount 被收購方之賬面值 HK\$'000 千港元	Fair value 公平值 HK\$'000 千港元
Cash and bank balances	銀行結存及現金	363	363
Property, plant and equipment	物業、廠房及設備	885	885
Trade and other receivables	貿易及其他應收款項	27,656	27,656
Taxation	稅項	300	300
Borrowings	借貸	(1,322)	(1,322)
Trade and other payables	貿易及其他應付款項	(24,511)	(24,511)
Net assets acquired	所收購資產淨值		<u>3,371</u>
Purchase consideration settled in cash	以現金支付之購買代價		8,953
Cash and cash equivalents in subsidiaries acquired	所收購附屬公司之現金及 現金等值項目		<u>(363)</u>
Cash outflow on acquisition	收購產生之現金流出		<u>8,590</u>

由收購日至二零零七年三月三十一日，所收購業務為本集團帶來約155,262,000港元之收入及約7,154,000港元之虧損淨額。由於收購Nihon前並無香港財務報告準則之特定數據，故合併實體於整個二零零七年呈報期間之備考收益賬不能可靠地決定。

所收購之資產淨值及商譽詳情如下：

		HK\$'000 千港元
Purchase consideration settled in cash	以現金支付之購買代價	8,953
Fair value of net assets acquired	所收購資產淨值之公平值	<u>(3,371)</u>
Goodwill	商譽	<u>5,582</u>

Notes to the Financial Statement

For the year ended 31 March 2007

財務報表附註

截至二零零七年三月三十一日止年度

41. BUSINESS COMBINATIONS (continued)

(a) Year ended 31 March 2007 (continued)

- (ii) On 21 July 2006, the Group acquired 100% of the share capital of Sapporo Holdings Co. Ltd. ("Sapporo"), a company operating inn and hotel in Japan.

41. 業務合併 (續)

(a) 截至二零零七年三月三十一日止年度 (續)

- (ii) 於二零零六年七月二十一日，本集團收購Sapporo Holdings Co. Ltd. (「Sapporo」)之100%股本，其業務為經營旅館及酒店。

		Acquiree' carrying amount	Fair value
		被收購方之賬面值	公平值
		HK\$'000	HK\$'000
		千港元	千港元
Cash and bank balances	銀行結存及現金	506	506
Investment property	投資物業	20,390	35,735
Trade and other receivables	貿易及其他應收款項	1,463	1,463
Deferred taxation	遞延稅項	-	(6,138)
Trade and other payables	貿易及其他應付款項	(22,045)	(22,358)
		<u> </u>	<u> </u>
Net assets acquired	所收購資產淨值		<u>9,208</u>
Purchase consideration settled in cash	以現金支付之購買代價		16,196
Cash and cash equivalents in subsidiaries acquired	所收購附屬公司之現金及現金等值項目		<u>(506)</u>
Cash outflow on acquisition	收購產生之現金流出		<u>15,690</u>

The acquired businesses contributed revenues of approximately HK\$2,015,000 and net profit of approximately HK\$947,000 to the Group for the period from the date of acquisitions to 31 March 2007. Due to a lack of HKFRS – specific data prior to the acquisition of Sapporo, pro forma profit or loss of the combined entity for the complete 2007 reporting period cannot be determined reliably.

由收購日至二零零七年三月三十一日，所收購業務為本集團帶來約2,015,000港元之收入及約947,000港元純利。由於收購Sapporo前並無香港財務報告準則之特定數據，故合併實體於整個二零零七年呈報期間之備考收益賬不能可靠地決定。

Details of the net assets acquired and goodwill are as follows:

所收購之資產淨值及商譽詳情如下：

		HK\$'000
		千港元
Purchase consideration settled in cash	以現金支付之購買代價	16,196
Fair value of net assets acquired	所收購資產淨值之公平值	<u>(9,208)</u>
Goodwill	商譽	<u>6,988</u>

Notes to the Financial Statement

For the year ended 31 March 2007

財務報表附註

截至二零零七年三月三十一日止年度

41. BUSINESS COMBINATIONS (continued)

(a) Year ended 31 March 2007 (continued)

- (iii) On 3 March 2007, the Group acquired 52% of the share capital of Makino Air Travel Service Ltd ("Makino"), a company operating as a travel agency in Japan.

41. 業務合併 (續)

(a) 截至二零零七年三月三十一日止年度 (續)

- (iii) 於二零零七年三月三日，本集團收購Makino Air Travel Service Ltd(「Makino」) 52%股本，此公司為一間日本旅行社。

		Acquiree's carrying amount	Fair value
		被收購方之賬面值	公平值
		HK\$'000	HK\$'000
		千港元	千港元
Cash and bank balances	銀行結存及現金	9,587	9,587
Property, plant and equipment	物業、廠房及設備	1,495	1,495
Available-for-sale financial assets	可供出售金融資產	1,485	1,485
Trade and other receivables	貿易及其他應收款項	21,776	21,776
Taxation	稅項	(65)	(65)
Financial assets at fair value through profit and loss	按公平值計入損益之 金融資產	3,781	3,781
Borrowings	借貸	(14,474)	(14,474)
Trade and other payables	貿易及其他應付款項	(21,518)	(21,518)
		<hr/>	<hr/>
Net assets	資產淨值		2,067
Minority interests of Makino	Makino之少數股東權益		(1,007)
			<hr/>
Net assets acquired	所收購資產淨值		1,060
			<hr/>
Purchase consideration settled in cash	以現金支付之購買代價		700
Cash and cash equivalents in subsidiaries acquired	所收購附屬公司之現金及 現金等值項目		(9,587)
			<hr/>
Cash outflow on acquisition	收購產生之現金流出		(8,887)
			<hr/>

Notes to the Financial Statement

For the year ended 31 March 2007

41. BUSINESS COMBINATIONS (continued)

(a) Year ended 31 March 2007 (continued)

(iii) (continued)

The acquired businesses did not contribute any revenue or result to the Group for the period from its date of acquisition to 31 March 2007. Due to a lack of HKFRS – specific data prior to the acquisition of Makino, pro forma profit or loss of the combined entity for the complete 2007 reporting period cannot be determined reliably.

Details of the net assets acquired and goodwill are as follows:

Purchase consideration settled in cash	以現金支付之購買代價	700
Fair value of net assets acquired	所收購資產淨值之公平值	(1,060)
Excess of the Group's interests in the net fair value of acquiree's identifiable assets, liabilities and contingent liabilities over cost	集團於被收購方之可識別資產負債及或然負債的公平淨值權益高出成本	(360)

(b) Year ended 31 March 2006

On 3 June 2005, the Group acquired 87% of the share capital of Tarron Holdings Pty Ltd, a company operating as a travel agency and inbound tour operator. Due to a lack of HKFRS-specific data prior to the acquisition of Tarron Holdings Pty Ltd, pro forma profit or loss of the combined entity for the complete 2006 reporting period cannot be determined reliably.

Details of the net identifiable liabilities acquired and goodwill are as follows:

Purchase consideration settled in cash	以現金支付之購買代價	596
Fair value of net liabilities acquired	所收購負債淨額之公平值	56
Goodwill (note 22)	商譽 (附註22)	652

財務報表附註

截至二零零七年三月三十一日止年度

41. 業務合併 (續)

(a) 截至二零零七年三月三十一日止年度 (續)

(iii) (續)

由收購日至二零零七年三月三十一日，是項收購業務並未為本集團帶來任何收入及業績。鑒於缺乏收購Makino前香港財務報告準則之指定數據，故無法可靠釐訂合併後實體於整個二零零七年呈報期間之備考溢利或虧損。

資產淨值及商譽詳情如下：

HK\$'000
千港元

Purchase consideration settled in cash	以現金支付之購買代價	700
Fair value of net assets acquired	所收購資產淨值之公平值	(1,060)
Excess of the Group's interests in the net fair value of acquiree's identifiable assets, liabilities and contingent liabilities over cost	集團於被收購方之可識別資產負債及或然負債的公平淨值權益高出成本	(360)

(b) 截至二零零六年三月三十一日止年度

於二零零五年六月三日，本集團收購一間經營為旅遊代理及本地團營運商之公司Tarron Holdings Pty Ltd之87%股本。鑒於欠缺於收購Tarron Holdings Pty Ltd前香港財務報告準則之指定數據，故無法可靠釐定合併後實體於整個二零零六年呈報期間之備考溢利或虧損。

所收購可識別負債淨額及商譽之詳情載列如下：

2006
二零零六年
HK\$'000
千港元

Purchase consideration settled in cash	以現金支付之購買代價	596
Fair value of net liabilities acquired	所收購負債淨額之公平值	56
Goodwill (note 22)	商譽 (附註22)	652

Notes to the Financial Statement

For the year ended 31 March 2007

41. BUSINESS COMBINATIONS (continued)

(b) Year ended 31 March 2006 (continued)

Net identifiable liabilities arising from the acquisition are as follows:

		Acquiree's carrying amount	Fair value
		被收購方之賬面額	公平值
		HK\$'000	HK\$'000
		千港元	千港元
Cash and cash equivalents	現金及現金等值項目	512	512
Property, plant and equipment (note 15)	物業、廠房及設備 (附註15)	47	47
Receivables	應收款項	48	48
Payables	應付款項	(744)	(645)
Net identifiable liabilities	可識別負債淨額	<u>(137)</u>	(38)
Minority interests	少數股東權益		(18)
Net identifiable liabilities acquired	所收購可識別負債淨額		<u>(56)</u>
Purchase consideration settled in cash	以現金支付之購買代價		596
Cash and cash equivalents in subsidiary acquired	所收購附屬公司之現金及現金等值項目		<u>(512)</u>
Cash outflow on acquisition	收購產生之現金流出		<u>84</u>

財務報表附註

截至二零零七年三月三十一日止年度

41. 業務合併 (續)

(b) 截至二零零六年三月三十一日止年度 (續)

收購所產生之可識別負債淨額如下：

	Acquiree's carrying amount	Fair value
	被收購方之賬面額	公平值
	HK\$'000	HK\$'000
	千港元	千港元
Cash and cash equivalents	512	512
Property, plant and equipment (note 15)	47	47
Receivables	48	48
Payables	(744)	(645)
Net identifiable liabilities	<u>(137)</u>	(38)
Minority interests		(18)
Net identifiable liabilities acquired		<u>(56)</u>
Purchase consideration settled in cash		596
Cash and cash equivalents in subsidiary acquired		<u>(512)</u>
Cash outflow on acquisition		<u>84</u>

Notes to the Financial Statement

For the year ended 31 March 2007

財務報表附註

截至二零零七年三月三十一日止年度

42. DISPOSAL OF A SUBSIDIARY

Year ended 31 March 2006

During the year ended 31 March 2006, the Group disposed of its entire interest in a subsidiary, GMT at a consideration of HK\$95,856,000. The fair values of net assets of GMT attributable to the Group as at the date of disposal of GMT were as follows:

		2006 二零零六年 HK\$'000 千港元
Net assets disposed of	所出售資產淨值	
Property, plant and equipment	物業、廠房及設備	2,468
Cash and bank balances	現金及銀行結餘	7,477
Trade and other receivables, deposits paid and prepayment	貿易及其他應收款項，已付訂金 及預繳款項	25,609
Trade payables, accruals and other payables	貿易應付款項，應計款項及 其他應付款項	(41,921)
Goodwill	商譽	7,891
		<hr/>
		1,524
Gain on disposal of a subsidiary	出售附屬公司之收益	94,332
		<hr/>
		95,856
		<hr/> <hr/>
Satisfied by:	支付方法：	
Cash	現金	95,856
		<hr/> <hr/>

An analysis of the net inflow of cash and cash equivalents in respect of the disposal of a subsidiary is as follows:

出售附屬公司之現金及現金等值項目流入淨額分析如下：

		2006 二零零六年 HK\$'000 千港元
Cash consideration	現金代價	95,856
Cash and bank balances disposed of	所出售現金及銀行結餘	(7,477)
		<hr/>
Net inflow of cash and cash equivalents in respect of the disposal of a subsidiary	出售附屬公司之現金及 現金等值項目流入淨額	88,379
		<hr/> <hr/>

The impact of GMT on the Group's results and cash flows in the current and prior periods is disclosed in note 10.

GMT對本集團本期間及過往期間之業績及現金流之影響已披露於附註10。

Notes to the Financial Statement

For the year ended 31 March 2007

43. POST BALANCE SHEET EVENTS

Save as those disclosed elsewhere in the financial statements, the Group had the following significant post balance sheet events:

- (a) On 1 April 2007, the Group entered into an agreement with an independent third party to acquire the entire interest of Kabushiki Kaisha Aizuya, a company incorporated in Japan which operates a hotel business and the shareholder's loan for a total consideration JPY220 million (approximately HK\$14,586,000). The acquisition was completed on 21 May 2007.
- (b) On 18 May 2007, SingXPress International Pte Ltd, an indirect wholly-owned subsidiary of the Company, entered into an agreement with a property developer in Singapore to purchase a property located in Singapore (the "Property") for a consideration of S\$6,900,000 (approximately HK\$35,190,000). An initial deposit of S\$690,000 (approximately HK\$3,519,000) was paid by the Group and the balance of the consideration of S\$6.2 million (approximately HK\$31,671,000) will be paid upon completion in August 2007.

The Group intends to use the Property as the Group's office premises for the operations in Singapore and will let out any excess space for investment purpose. The Group intends to settle 30% of the consideration of HK\$10,557,000 by cash and the remaining 70% of consideration of HK\$24,633,000 by bank loans. Details of the acquisition has been disclosed in the circular dated 7 June 2007.

- (c) On 11 May 2007, an indirect 35.03% owned subsidiary of the Company, eBanker USA.com, Inc. ("eBanker") offer a right issue to its shareholders on a pro-rata basis at a price of US\$0.25 per rights share on the basis of ten rights shares for every three eBanker shares held by the shareholders of eBanker on 26 May 2007. The Group applied excess rights shares and the interest in eBanker was increased from 35.03% to 81.84% upon completion of the right issue on 19 June 2007.
- (d) On 28 May 2007, the Company has obtained all the necessary regulatory approval and the Certificate of Incorporation on Change of Name was issued by the Registrar of Companies in Hong Kong and the name of the Company has been changed from "China Credit Holdings Limited" to "Xpress Group Limited" with effect from 28 May 2007.

財務報表附註

截至二零零七年三月三十一日止年度

43. 結算日後事項

除財務報表別處所披露者外，本集團曾進行以下重大結算日後事項：

- (a) 於二零零七年四月一日，本集團與獨立第三方訂立協議，收購於日本註冊成立經營酒店業務之Kabushiki Kaisha Aizuya全數權益及股東貸款，總代價為220,000,000日圓（約14,586,000港元）。收購已於二零零七年五月二十一日完成。
- (b) 於二零零七年五月十八日，本公司間接全資擁有附屬公司SingXPress International Pte Ltd. 與新加坡地產發展商訂立協議，收購位於新加坡之物業（「物業」），總代價為6,900,000新加坡元（約35,190,000港元）。本集團已付690,000新加坡元（約3,519,000港元）作為初步按金，代價餘額6,200,000新加坡元（約31,671,000港元）將於二零零七年八月完成時繳付。

本集團打算利用物業作為本集團新加坡業務之辦公室完成時，並會出租剩餘位置作投資用途。本集團打算以現金繳付30%代價10,557,000港元，及以銀行貸款繳付剩餘70%代價24,633,000港元。收購進一步詳情已載於日期為二零零七年六月七日之通函。

- (c) 於二零零七年五月十一日，本公司間接擁有35.03%權益的附屬公司eBanker USA.com, Inc.（「eBanker」）向其股東要約供股發行，按每股供股股份0.25美元按比例進行，基準為eBanker股東於二零零七年五月二十六日每持有三股eBanker股份可認購十股供股股份。本集團申請認購超額供股股份，而於二零零七年六月十九日供股完成時，其於eBanker之權益由35.03%增加至81.84%。
- (d) 於二零零七年五月二十八日，本公司已獲得所有必須監管批准，而香港公司註冊處已發出更改名稱註冊證書，本公司名稱已於二零零七年五月二十八日起由「中國信貸集團有限公司」更改為「特速集團有限公司」。

Notes to the Financial Statement

For the year ended 31 March 2007

43. POST BALANCE SHEET EVENTS (continued)

- (e) On 29 May 2007, the Group has entered into a letter of confirmation with a security house in Japan to study the feasibility of applying for a secondary listing in Japan.
- (f) On 1 June 2007, the Group entered into an agreement with an independent third party to acquire the entire interest of Hotel Plaza Miyazaki Co. Ltd., a company incorporated in Japan which operates a hotel, for a consideration of JPY 300million (approximately HK\$19,890,000). The acquisition was completed in July 2007.

44. RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The Group's activities expose it to a variety of the following financial risks:

44.1 Market price risk

The Group is exposed to market price risk for those equity securities and debt securities which are classified in the consolidated balance sheet either as available-for-sale financial assets or financial assets at fair value through profit or loss. They are susceptible to market price risk arising from uncertainties about the future prices of the instruments.

44.2 Credit risk

The Group's maximum exposure to credit risk in the event of the counter parties failure to perform their obligations in relation to each class of recognised financial assets is the carrying amount of those assets as stated in the consolidated balance sheet. In order to minimise the credit risk, the management of the Group review the recoverable amount of each individual debt at each balance sheet date to ensure that adequate impairment loss are made for irrecoverable amounts. In this regard, the directors consider that the Group's credit risk is significantly reduced.

The Group has no significant concentration of credit risk, with exposure spread over a number of counter parties and customers.

財務報表附註

截至二零零七年三月三十一日止年度

43. 結算日後事項 (續)

- (e) 於二零零七年五月二十九日，本集團與日本證券交易所訂立確認書，研究於日本申請第二上市地位的可行性。
- (f) 於二零零七年六月一日，本集團與獨立第三方訂立協議，收購一間於日本註冊成立之公司Hotel Plaza Miyazaki Co.Ltd.之全數權益。該公司經營酒店業務，收購代價為300,000,000日圓(約19,890,000港元)。收購已於二零零七年七月完成。

44. 風險管理目標及政策

本集團之整體風險管理計劃特別注意金融市場無法預計之特點，並尋求盡量降低對本集團財務表現之潛在不利影響。本集團之業務使本集團承受下列金融風險：

44.1 市場價格風險

本集團有若干之市場價格風險來自股本證券及債務證券，乃於綜合資產負債表內分類為可供出售金融資產或按公平值計入損益之金融資產。該等證券較易受到市場價格風險所影響，而該等風險則由於與該等工具之未來價格有關之不確定因素而產生。

44.2 信貸風險

本集團因對手方未能履行其責任而承擔有關各級別已確認金融資產之最高信貸風險為綜合資產負債表所述該等資產之賬面值。為盡量減低信貸風險，本集團管理層於各結算日審閱個別債務之可收回金額，以確保就無法收回金額作出足夠之耗蝕虧損。就此而言，董事會認為本集團之信貸風險已顯著減少。

本集團並無顯著集中之信貸風險，而有關風險已分散至多名對手方及客戶。

Notes to the Financial Statement

For the year ended 31 March 2007

44. RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

44.3 Liquidity risk

The Group invests in both listed and unlisted securities. Those listed securities are considered readily realisable as they are listed in regulated stock exchanges. Those unlisted securities may not be traded in an organised public market and may be illiquid. As a result, the Group may not be able to liquidate quickly its investments in these instruments at an amount close to their fair value in order to meet its liquidity requirements or to respond to specific events such as deterioration in the creditworthiness of any particular issuer. The Group's liquidity risk management includes making available standby banking facilities and diversifying the funding sources. The Group regularly reviews its major funding positions to ensure it has adequate financial resources in meeting its financial obligations.

44.4 Cash flow and interest rate risk

The Group is exposed to risks associated with the effects of fluctuations in the prevailing levels of market interest rates on its financial position and cash flows since the Group has significant interest-bearing assets and long-term borrowings issued at variable rates. Management monitors the related cash flow and interest rate risk exposure closely and will consider any derivative financial instrument, where necessary, should the need arise.

44.5 Currency risk

The Group has certain financial assets and financial liabilities denominated in currencies other than HK\$. The Group is therefore exposed to currency risk, as the value and foreign currencies will fluctuate due to the changes in exchange rates. Management monitors the related currency risk exposure closely and will consider any hedging of significant foreign currency exposure should the need arise.

44.6 Fair values

The fair values of the Group's current financial assets and liabilities are not materially different from their carrying amounts because of the immediate or short term maturity of these financial instruments. The fair value of non-current financial liabilities closely approximates their carrying value.

財務報表附註

截至二零零七年三月三十一日止年度

44. 風險管理目標及政策 (續)

44.3 流動資金風險

本集團投資於上市及非上市兩類證券。由於該等上市證券在受規管之證券交易所上市，故被視為易於變現。該等非上市證券可能並非於架構完善之公開市場買賣，故流通量可能不足。因此，本集團可能無法以接近此等工具公平值之款額迅速變賣於此等工具之投資，以應付本集團之流動資金需要或回應特定事件（例如任何特定發行人之信貸水平惡化）。本集團之流動資金風險管理包括安排提供備用銀行融資及分散資金來源。本集團定期審閱其主要資金狀況，以確保擁有足夠財務資源以應付其財務承擔。

44.4 現金流量及利率風險

由於本集團擁有大量附息資產及按浮息發行之長期借貸，因此本集團於其財務狀況及現金流量方面承受與目前市場利率水平波動影響有關之風險。管理層嚴密監察有關現金流量及利率風險，並將會於必要時考慮採用任何衍生金融工具。

44.5 貨幣風險

本集團有若干港元以外貨幣列值之金融資產及金融負債。由於外幣之價值將因匯率變動而出現波動，本集團因此面對貨幣風險。管理層嚴密監察有關貨幣風險，並將會於必要時考慮就重大之外幣風險而進行任何對沖。

44.6 公平值

本集團金融資產及負債之公平值與其賬面值並無重大差異，皆因此等財務工具均為即時到期或短期內到期。非流動負債之公平值大概等同其賬面值。

Particulars of Major Properties

As at 31 March 2007

主要物業概要

於二零零七年三月三十一日

Location 地點	Gross Area 總面積	Effective % held 實際擁有權 (%)	Type 類別	Lease term 租約
Investment properties 投資物業				
Strata Lot 7, 1281 Alberni Street, Vancouver, British Columbia, Strata Plan LMS3094, Canada	1,572 sq ft 1,572平方呎	100%	Apartment 寓所	Freehold 永久業權
981 Nelson Street, Vancouver, British Columbia, Canada	9,537 sq ft 9,537平方呎	100%	Single-storey ground floor school/office unit 單層地下學校/ 辦公室	Freehold 永久業權
No. 35 North Canal Road, Singapore	4,843 sq ft 4,843平方呎	100%	Office premises 辦公室物業	Medium term lease 中期租約
Units 3B, 4, 5A, 7, 8, 9, 5/F Island Place Tower, 510 King's Road, North Point, Hong Kong 香港北角英皇道510號 港運大廈5樓 3B、4、5A、7、8、9室	6,403 sq ft 6,403平方呎	100%	Office premises 辦公室物業	Medium term lease 中期租約
Apt 671-180-012-013-014- 015-016-017-018 in Riverside County, California, U.S.A.	67.5 acres/ 2,940,300 sq ft 67.5畝/ 2,940,300平方呎	100%	Vacant land 空置土地	Freehold 永久業權
Car Parking Spaces Nos. 22, 23, 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 延文別墅地下 22、23、24號車位	30 sq m/ 322 sq ft 30平方米/ 322平方呎	100%	Car parking space 車位	Medium term lease 中期租約
Hokkaido, Sapporo-shi, Chuo-ku, Minami 1-jyo, Nishi 15-chome, 1-238.	3,209 sq m 3,209平方米	100%	Hotel 酒店	Freehold 永久業權
Land and Buildings 土地及樓宇				
Units 1-3A, 5B, 6, 10, 5/F Island Place Tower, 510 King's Road, North Point, Hong Kong 香港北角英皇道510號 港運大廈5樓 1-3A、5B、6、10室	13,687 sq ft 13,687平方呎	100%	Office premises 辦公室物業	Medium term lease 中期租約

Xpress Group Limited 特速集團有限公司

Stock Code 股份代號：185

5/F Island Place Tower, 510 King's Rd., North Point, HK
香港北角英皇道510號港運大廈5樓

www.xpressgroup.com

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