



DYNAMIC HOLDINGS LIMITED

達力集團有限公司

(Incorporated in Bermuda with limited liability)

(在百慕達註冊成立之有限公司)

Stock Code 股份代號: 29



2006-2007

年報 ANNUAL REPORT



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Building with Vision
高瞻遠「築」

董事*執行董事*

蔡黎明 (主席)
 陳永杰 (行政總裁)
 陳永年
 陳俊望
 張志明
 黃正順

獨立非執行董事

莊劍青
 SY Robin
 SALAZAR Lourdes Apostol

審核委員會

莊劍青 (主席)
 SY Robin
 SALAZAR Lourdes Apostol

薪酬委員會

蔡黎明
 陳永杰
 莊劍青
 SY Robin
 SALAZAR Lourdes Apostol

公司秘書

黃愛儀

核數師

德勤•關黃陳方會計師行

法律顧問

的近律師行
 Appleby

主要往來銀行

恒生銀行有限公司
 中國工商銀行(亞洲)有限公司
 中國銀行
 招商銀行

DIRECTORS*Executive Directors*

CHUA Domingo, *Chairman*
 CHAN Wing Kit, Frank, *Chief Executive Officer*
 TANENGLIAN Mariano Chua
 TAN Lucio Jr. Khao
 CHEUNG Chi Ming
 PASCUAL Ramon Sy

Independent Non-executive Directors

CHONG Kim Chan, Kenneth
 SY Robin
 SALAZAR Lourdes Apostol

AUDIT COMMITTEE

CHONG Kim Chan, Kenneth, *Chairman*
 SY Robin
 SALAZAR Lourdes Apostol

REMUNERATION COMMITTEE

CHUA Domingo
 CHAN Wing Kit, Frank
 CHONG Kim Chan, Kenneth
 SY Robin
 SALAZAR Lourdes Apostol

COMPANY SECRETARY

WONG Oi Yee, Polly

AUDITORS

Deloitte Touche Tohmatsu

LEGAL ADVISERS

Deacons
 Appleby

PRINCIPAL BANKERS

Hang Seng Bank Limited
 Industrial and Commercial Bank of China (Asia) Limited
 Bank of China
 China Merchants Bank

公司及投資者資料 (續)

股份代號

029

股份過戶登記處

主要股份過戶登記處
Butterfield Fund Services
(Bermuda) Limited
Rosebank Centre
11 Bermudiana Road
Pembroke HM 08
Bermuda

股份過戶登記分處
卓佳登捷時有限公司
香港灣仔
皇后大道東28號
金鐘匯中心26樓

註冊辦事處

Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

主要營業地點

香港
銅鑼灣
希慎道8號
裕景商業中心17樓

深圳代表處

中華人民共和國
深圳市人民南路2008號
深圳嘉里中心1313室

網址

<http://www.dynamic.hk>

財務日誌

暫停過戶日期 二零零七年十二月十日—
二零零七年十二月十四日
股東週年大會 二零零七年十二月十四日
派發末期股息 二零零八年一月十七日

STOCK CODE

029

SHARE REGISTRARS

Principal Share Registrars
Butterfield Fund Services
(Bermuda) Limited
Rosebank Centre
11 Bermudiana Road
Pembroke HM 08
Bermuda

Branch Share Registrars
Tricor Tengis Limited
26th Floor, Tesbury Centre
28 Queen's Road East
Wanchai, Hong Kong

REGISTERED OFFICE

Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

PRINCIPAL PLACE OF BUSINESS

17th Floor, Eton Tower
8 Hysan Avenue
Causeway Bay
Hong Kong

REPRESENTATIVE OFFICE IN SHENZHEN

Unit 1313, Shenzhen Kerry Centre
2008 Renminnan Road, Shenzhen
The People's Republic of China

WEBSITE

<http://www.dynamic.hk>

FINANCIAL CALENDER

Book-close Dates	10 December 2007– 14 December 2007
Annual General Meeting	14 December 2007
Final Dividend Payable	17 January 2008



Mr. CHUA Domingo, Chairman

蔡黎明先生 (主席)

主席報告書(續)

本人欣然向股東提呈本報告書。

業績

截至二零零七年六月三十日止年度，本集團錄得營業額為港幣165,392,000元(二零零六年：港幣171,469,000元)，而本集團毛利則上升至港幣66,287,000元(二零零六年：港幣47,170,000元)，與去年相比，增長達約40.5%。此業績包括本集團物業銷售收益及投資物業租金收入。與此同時，本集團於回顧年度內，就上海投資物業而向賣方收取之保證租金已於其他收入內確認入賬。

於回顧年度內，本集團將位於北京的「尚街購物中心」轉作租金收入之投資物業，連同上海之投資物業，其重估盈餘及公平值增加合共港幣279,616,000元已於綜合收益表內入賬。經扣除有關稅務準備後，本年度股東應佔之溢利合共為港幣217,479,000元(二零零六年：港幣130,160,000元)，對比去年，顯著升幅為約67.1%，而本年度每股盈利則為港幣99.3仙(二零零六年：港幣59.4仙)。

股息

董事建議派發末期股息每股港幣3仙予於二零零七年十二月十四日名列本公司股東名冊之所有股東。連同已派發之中期股息每股港幣3仙，截至二零零七年六月三十日止年度之股息總額將為每股港幣6仙。股息單預期將約於二零零八年一月十七日寄予各股東，但須待股東在即將舉行之本公司股東週年大會上通過。

I am pleased to present my report to the shareholders.

RESULTS

For the year ended 30 June 2007, the Group recorded a turnover of HK\$165,392,000 (2006: HK\$171,469,000), whereas the gross profit of the Group rose to HK\$66,287,000 (2006: HK\$47,170,000), representing a growth of about 40.5% as compared with the previous year. These results included proceeds of property sale and rental income of investment properties of the Group. Meanwhile, the Group recognised other income derived from, among others, the guaranteed rental income of investment properties in Shanghai provided by the vendor in the year under review.

For the year under review, the Group has reclassified the "Uptown Mall" in Beijing into its investment properties for rental income, which, together with the investment properties in Shanghai, the total revaluation surplus and increase in fair value of HK\$279,616,000 was recognised in the consolidated income statement. After taking account of the relevant tax provision, the profit for the year attributable to shareholders of the Company amounted to HK\$217,479,000 (2006: HK\$130,160,000), showing a significant rise of about 67.1% as compared with the previous year, while the earnings per share for the year were HK\$0.993 (2006: HK\$0.594).

DIVIDENDS

The Directors recommend the payment of a final dividend of 3 Hong Kong cents per share to the shareholders of the Company whose names appear on the register of members on 14 December 2007. An interim dividend of 3 Hong Kong cents per share were paid to the shareholders of the Company during the year which, in aggregate, gives total dividends for the year of 6 Hong Kong cents per share. Subject to approval of shareholders at the forthcoming annual general meeting of the Company, the warrants for the final dividend are expected to be dispatched to those entitled on or about 17 January 2008.

業務回顧

於回顧年度內，本集團經完成其收購位於上海浦東之「裕景國際商務廣場」辦公樓面積後，已策略性地強化其以人民幣基礎之資產作為投資目的之資產組合，以保持更佳資本價值及租金回報。

本集團於二零零六年三月收購「裕景國際商務廣場」之十四層優質辦公樓單位已於二零零六年九月交付，並由賣方提供於未來三年每年不少於人民幣60,000,000元之租金保證(參照本集團有關投資計算，相等於約每年8%之毛回報率)。鑑於租務初期所產生之暫時空置及授予租客之免租期，本集團已於回顧年度內將該等保證收入入賬。於二零零七年六月三十日，該投資物業市價已增值港幣76,604,000元，並於綜合收益表及匯兌儲備內分別反映港幣25,047,000元及港幣51,557,000元，而「裕

景國際商務廣場」以出租面積計算的租用率為約97%，亦符合預期。

為了進一步加強本集團以人民幣為基準之投資策略，本集團已將位於北京之某些優質非住宅物業，其中包括「尚街購物中心」轉為投資物業以作為穩定租金收入之來源。於回顧年度內，該等物業已帶來市值升幅共港幣254,569,000元，並於綜合收益表內反映。於二零零七年六月三十日，北京「尚街購物中心」約83%可出租面積已租予不同組合的零售商，其中包括著名國際品牌及旗艦商店，令「尚街購物中心」已變成區內極具吸引力的購物中心。

BUSINESS REVIEW

During the year under review, the Group has strategically strengthened its asset base with a portfolio of RMB-based assets held for investment propose to sustain better capital value and rental yield, after its acquisition of office area of "Eton Place" situated in Pudong, Shanghai.

The high-quality office units of 14 storeys in "Eton Place" acquired by the Group in March 2006 were duly delivered in September 2006, with a gross annual rental guarantee by the vendor for the next three years of not less than RMB60,000,000 per annum (representing a gross yield of approximately 8% per annum calculated by reference to the relevant investment made by the Group). And the Group has accounted for such guaranteed income for the year under review due to the interim vacancy upon delivery and rent-free periods granted for initial tenancies. As at 30 June 2007, the value of these investment properties appreciated by HK\$76,604,000, of which HK\$25,047,000 and HK\$51,557,000 have been reflected in the consolidated income statement and



translation reserve, respectively, and the leasing of "Eton Place" was on target with an occupancy rate of about 97% of leaseable office area.

To further reinforce the Group's strategy in RMB-based investment, the Group has converted its certain prime non-residential properties in Beijing, including, among others, the "Uptown Mall", into its investment properties for stable source of rental income. In the year under review, these properties contributed to an increase of fair value of HK\$254,569,000 as reflected in the consolidated income statement. As at 30 June 2007, about 83% of leaseable floor area of "Uptown Mall" in Beijing was let to a divergent mix of retailers, including some international brands and flagship stores and has become an attractive shopping center in the district.

主席報告書(續)

業務回顧(續)

位於深圳蛇口東角頭之港口運作於本年內繼續分階段逐步撤出，為重新發展及重新規劃用途作初步準備。就與有關合作夥伴股權爭議之國際仲裁聆訊因仲裁員之提名多次變更而被延期。

BUSINESS REVIEW(Continued)

The port operations at Tung Kok Tau in Shekou, Shenzhen continued to phase out in the year for preparation of preliminary redevelopment and rezoning. The hearing relating to the international arbitration as to the disputes over the equity interests in the relevant joint venture has been adjourned due to changes in nomination of arbitrators.



財務回顧

資本架構

於本年度內，本集團維持良好及充裕財務狀況，融資及財務政策乃以企業層面及審慎態度管理及控制。於二零零七年六月三十日，本公司股權持有人應佔權益合共為港幣1,298,850,000元（二零零六年：港幣1,026,627,000元），而每股資產淨值為港幣5.93元（二零零六年：港幣4.69元）。本集團於二零零七年六月三十日之有抵押及無抵押之借貸總額為約港幣388,200,000元（二零零六年：無），並為港幣及以浮動利率基準計算而須於五年內償還。於二零零七年六月三十日，本集團負債比率約為22.7%（二零零六年：無），該比率乃按本集



團負債淨額（扣除銀行結餘及現金）相對本公司股權持有人應佔權益計算。除人民幣升值對本集團所有人民幣收益及物業之影響外，在回顧年度內匯率波動風險對本集團概無影響，於本年度內並沒有為對沖目的而採用金融工具。

FINANCIAL REVIEW

Capital Structure

The financial position of the Group remains sound and liquid, and its financing and treasury policies are managed and controlled at the corporate level and prudent manner during the year. As at 30 June 2007, the equity attributable to equity holders of the Company amounted to HK\$1,298,850,000 (2006: HK\$1,026,627,000) with net asset value per share of HK\$5.93 (2006: HK\$4.69). Total unsecured and secured bank borrowings of the Group amounted to about HK\$388,200,000 (2006: Nil) as at 30 June 2007, which were in Hong Kong dollars and repayable within 5 years on floating rate basis. As at 30 June 2007, the gearing ratio of the Group was about 22.7% (2006: Nil) based on the Group's net debt (after deducting bank balance and cash) to its equity attributable to equity holders of the Company. No significant exposure to foreign currency

fluctuations affected the Group in the year under review, other than appreciation effect of Renminbi yuans on income and properties of the Group, which were all in Renminbi yuans. No Financial instruments were used for hedging purpose in the year.



財務回顧(續)

財政資源及資金流動

於回顧年度內，北京物業銷售收益與上海及北京投資物業租金收入已為本集團帶來充裕現金流量。於二零零七年六月三十日，本集團銀行結餘及現金大部份為人民幣及港幣，總額為港幣93,425,000元(二零零六年：港幣97,736,000元)。本集團於本年度內有充裕現金流量，於二零零七年六月三十日維持尚未動用信貸額合共港幣16,000,000元(二零零六年：港幣11,000,000元)，並以浮動利率計算，作為流動資金。

有關重建東角頭項目所需之資金，擬以內部資金、銀行借貸及董事會認為適當的其他融資方式支付。

FINANCIAL REVIEW (Continued)

Financial Resources and Liquidity

In the year under review, sufficient cashflow was generated by sales proceeds of properties in Beijing as well as rental income of investment properties in Shanghai and Beijing. As at 30 June 2007, the Group's bank balances and cash stood at HK\$93,425,000 (2006: HK\$97,736,000) denominated primarily in Renminbi yuans and Hong Kong dollars. With sufficient cashflow in the year, the Group maintained un-utilised credit facilities of HK\$16,000,000 (2006: HK\$11,000,000) as working capital at floating interest rate as at 30 June 2007.

The funding requirements for redevelopment of Tung Kok Tau is intended to be financed by internal resources, bank borrowings and such other means of financing as the Directors may deem expedient.

財務回顧 (續)

資產抵押及或然負債

於二零零七年六月三十日，本集團為取得財務機構的一般性銀行融資，已將置存價值合共為港幣920,604,000元(二零零六年：無)之投資物業作為抵押，及將銀行存款港幣31,469,000元(二零零六年：港幣16,804,000元)向銀行作出抵押，為住房買家獲授予銀行按揭貸款提供擔保。本集團曾為北京之住宅項目的住房買家提供銀行按揭貸款擔保。於二零零七年六月三十日，本集團提供該等擔保按揭貸款為港幣357,976,000元(二零零六年：港幣402,216,000元)。本公司董事認為由於該等財務擔保合同之低借貸比率，故有關財務擔保合同之首次確認公平值並不重大。

展望

最近官方之緊壓措施以抑止物業市場，對商業及寫字樓部份的影響輕微。隨著即將來臨的二零零八年北京奧運，再加上中國內地持續穩固的經濟增長，導致上揚的市場氣氛，促進各主要城市的活躍經濟和商業活動。本集團對北京及上海的商業及寫字樓市場之未來及長期前景保持樂觀。預期位於北京的「尚街購物中心」之租賃理想。同時，基於對上海高品質寫字樓物業的殷切需求及緊拙供應的強大推動，故上海優質寫字樓物業應繼續需求無間，這些均有助於為本集團在未來數年提供一穩定租金收入之來源。連同預期不斷升值之人民幣，以人民幣基礎為資產的租金回報及資本收益之未來潛在增長將大有可為。

FINANCIAL REVIEW (Continued)

Pledge of Assets and Contingent Liabilities

As at 30 June 2007, the Group pledged its investment properties with a total carrying value of HK\$920,604,000 (2006: nil) to financial institutions as security against general banking facilities granted to the Group, and also pledged its bank deposits of HK\$31,469,000 (2006: HK\$16,804,000) to banks to secure mortgage bank loans granted to the home buyers. The Group has given guarantees in respect of the settlement of home loans provided by banks to the home buyers of a property project in Beijing. As at 30 June 2007, the Group had given guarantees in respect of such home loans of HK\$357,976,000 (2006: HK\$402,216,000). The Directors of the Company consider that the fair values of these financial guarantee contracts at their initial recognition are insignificant on the basis of the low loan ratio.

PROSPECTS

The recent official austerity measures to curb the property market have mild impact on commercial and office sectors. The upcoming 2008 Beijing Olympics, coupled with the continued solid economic growth in the Mainland, leads to buoyant market sentiment, fostering the boosting economy and commercial activities in the major cities. The Group remains positive about future and long-term outlook of commercial and office market in Beijing and Shanghai. Leasing of "Uptown Mall" in Beijing is expected to be satisfactory. Meanwhile, demand for prime office premises in Shanghai remains to be strongly driven by high demand and tight supply for high-quality office premises in Shanghai. All these will contribute to a steady source of rental income for the Group in the coming years. Coupled with the anticipated continual appreciation of RMB, the potential future growth in rental yield and capital gain on these RMB-based assets will be promising.

主席報告書(續)

展望(續)

隨著於二零零七年七月連接香港與深圳西部通路的啟用，連同更加完善的區內基建和城市規劃，再加上近期深圳蓬勃的物業市場必將為蛇口東角頭的重新發展及經濟價值帶來優勢。本集團仍不斷與相關政府當局，其中包括有關深圳地鐵二號路線的位置進行協商，以獲取更佳重新發展計劃及價值。就與有關合作夥伴之股權爭議之國際仲裁已被延期至本年十一月初。近期蓬勃的深圳物業市場及地價已令談判更趨困難，然而，本集團仍竭力與中方合作夥伴協商以力圖解決爭議。

致意

本人對本集團各董事及全體職員之努力及忠心，以及本集團往來銀行及股東之不斷支持，謹此深表謝意。

主席
蔡黎明

香港，二零零七年十月十八日

PROSPECTS (Continued)

The opening of Western Corridor between Hong Kong and Shenzhen in July 2007, along with improved infrastructure and city planning in the region and the recent booming property market in Shenzhen will certainly advantage the redevelopment and economic values in Tung Kok Tau in Shekou. The Group is still negotiating with the relevant Government authorities regarding, among others, the location of Route No. 2 of Shenzhen Metro, to procure better redevelopment plan and value. The hearing of the international arbitration as to the disputes over the equity interests in the relevant joint venture has been adjourned to early November this year. Negotiations have been made more difficult due to the recent booming property and land prices in Shenzhen. However, the Group will endeavor to negotiate with its Chinese joint venture partner to resolve the disputes.

APPRECIATION

I would like to thank my fellow Directors and staff of the Group for their hard work and commitment, and bankers and shareholders of the Group for their continued support.



CHUA Domingo
Chairman

Hong Kong, 18 October 2007

董事

執行董事

蔡黎明先生，現年66歲，自一九九二年起為本公司主席，並為本公司薪酬委員會會員和根據證券及期貨條例第XV部的條文為本公司之一位主要股東。蔡先生具有逾34年物業投資及發展以及業務管理之經驗，主要負責本集團整體策略性領導及方向。除在香港卓越發展商及優質地產投資集團裕景興業(集團)有限公司(「裕景」)持有權益與董事職務外，彼亦為菲鷹航空公司主席，並於香港、中國大陸、美國及菲律賓之銀行、酒店、啤酒、房地產、股票經紀及融資公司擔任董事職位。彼與本公司其他執行董事關係為：陳永杰博士及陳永年先生之內弟；張志明先生之內兄；以及陳俊望先生及黃正順之姑丈。

陳永杰博士，現年58歲，於二零零六年獲委任為本公司行政總裁及執行董事。彼負責本集團整體表現。彼亦為本公司薪酬委員會會員。彼於物業發展、銀行及綜合管理擁有超過21年經驗。過往，他曾出任於香港裕景和Oceanic銀行(一間在三藩市州立商業銀行)之行政總裁；及新聯銀行(香港)有限公司(一間有限牌照銀行)之副主席。彼持有應用科學學士學位、工商管理碩士學位及人文學榮譽博士。彼與本公司其他執行董事關係為：蔡黎明先生及張志明先生之內弟；陳永年先生之弟；以及陳俊望先生及黃正順先生之叔父。

DIRECTORS

Executive Directors

Mr. CHUA Domingo, aged 66, is the Chairman of the Company nominated in 1992. He is also a member of Remuneration Committee of the Company and a substantial shareholder of the Company under Part XV of the Securities and Futures Ordinance. With over 34 years' experience in property development and investment and business management, Mr. CHUA is primarily responsible for overall strategic leadership and direction of the Group. Apart from holding interests and directorships in the group of Eton Properties (Holdings) Limited ("Eton"), a prominent developer and holding companies of up-market properties in Hong Kong, he is the chairman of Air Philippines Corporation and Directors of banking, hotel, brewery, real estate, brokerage and finance companies in Hong Kong, Mainland China, the U.S.A. and the Philippines. He is related to other Executive Directors of the Company being brother-in-law of Dr. CHAN Wing Kit, Frank, Mr. TANENGLIAN Mariano Chua and Mr. CHEUNG Chi Ming; and uncle of Mr. TAN Lucio Jr. Khao and Mr. PASCUAL Ramon Sy.

Dr. CHAN Wing Kit, Frank, aged 58, is Chief Executive Officer and Executive Director of the Company and was appointed in 2006. He is responsible for overall performance of the Group. He is also a member of the Remuneration Committee of the Company. He has over 21 years of experience in property development, banking and general management. Over the years, he had held positions as the chief executive officer of Eton in Hong Kong and Oceanic Bank, a state chartered commercial bank in San Francisco and vice chairman of Allied Banking Corporation (Hong Kong) Limited, a restricted licensed bank. He holds a bachelor degree in applied science, a master degree in business administration and an honorary doctorate in humane letters. He is related to other Executive Directors of the Company being brother-in-law of Mr. CHUA Domingo and Mr. CHEUNG Chi Ming; brother of Mr. TANENGLIAN Mariano Chua; and uncle of Mr. TAN Lucio Jr. Khao and Mr. PASCUAL Ramon Sy.

管理人員簡介 (續)

董事 (續)

執行董事 (續)

陳永年先生，現年67歲，於一九九七年起為本公司執行董事。彼負責本集團業務發展、投資及管理。彼擁有45年業務管理及司庫之經驗。除出任裕景集團之董事職務外，彼為菲律賓航空公司副主席及司庫，及於菲律賓多間公司擔任董事及司庫職位，其中從事業務包括銀行、酒店、啤酒、房地產及多間工廠，並持有商業學士學位。彼與本公司其他執行董事關係為：陳永杰博士之兄；蔡黎明先生及張志明先生之內兄；以及陳俊望先生及黃正順先生之叔父。

陳俊望先生，現年41歲，於一九九七年起擔任本公司執行董事。彼負責本集團業務發展、投資及管理，並擁有16年之業務管理工作經驗，並現任菲律賓航空公司之董事；及於菲律賓一間航空輔助及後勤公司出任總裁及行政總裁。彼亦曾於菲律賓多間公司擔任高級行政職務，其中包括煙草及釀酒業務。彼獲美國西北大學及香港科技大學共同頒發行政工商管理碩士課程之碩士學位，及持有土木工程學士學位。彼與其他執行董事關係為：蔡黎明先生、陳永杰博士、陳永年先生及張志明先生之侄兒；以及黃正順先生之內弟。

張志明先生，現年63歲，於一九九九年為本公司執行董事。彼負責本集團業務發展、投資及管理，擁有37年房地產、啤酒及服務行業之經驗。自一九七六年起，彼在巴布亞新畿內亞的Kenmore Pty., Ltd. (其中一間經營製造、房地產及服務行業的最大集團)內曾擔任執行董事。彼亦為裕景及於中國大陸啤酒集團公司擔任高級行政職務。彼持有農務及水利學士學位，並與本公司其他執行董事關係為：蔡黎明先生、陳永杰博士及陳永年先生之內弟；以及陳俊望先生及黃正順先生之姑丈。

DIRECTORS (Continued)

Executive Directors (Continued)

Mr. TANENGLIAN Mariano Chua, aged 67, is an Executive Director of the Company and was appointed in 1997. He is in charge of business development, investment and management of the Group. He has 45 years of experience in business management and treasury. Apart from holding directorships in the group of Eton, he is the vice chairman and treasurer of Philippine Airlines, and holds other directorships and treasury positions in various companies in the Philippines engaging the businesses of banking, hotel, brewery, real estate and industrial plants. And he holds a bachelor degree in commerce. He is related to other Executive Directors of the Company being a brother of Dr. CHAN Wing Kit, Frank, the brother-in-law of Mr. CHUA Domingo and Mr. CHEUNG Chi Ming; and uncle of Mr. TAN Lucio Jr. Khao and Mr. PASCUAL Ramon Sy.

Mr. TAN Lucio Jr. Khao, aged 41, is an Executive Director of the Company and was appointed in 1997. He is in charge of business development, investment and management of the Group. He has 16 years of experience in business management. And he is currently a director of Philippine Airlines as well as the president and chief executive officer of an airline support and logistics company in the Philippines. He has held senior executive positions in various companies including tobacco and rum industries in the Philippines. He was awarded master degree under executive master of business and administration program (EMBA) jointly by Northwestern University in the United States and Hong Kong University of Science and Technology as well as holding a bachelor degree in civil engineering. He is related to other Executive Directors of the Company being nephew of Mr. CHUA Domingo, Dr. CHAN Wing Kit, Frank, Mr. TANENGLIAN Mariano Chua and Mr. CHEUNG Chi Ming; and brother-in-law of Mr. PASCUAL Ramon Sy.

Mr. CHEUNG Chi Ming, aged 63, is an Executive Director of the Company and was appointed in 1999. He is in charge of business development, investment and management of the Group. He possesses 37 years of experience in real estate, brewery and services industry. He has been an executive director of Kenmore Pty., Ltd., one of the largest group of manufacturing, real estate and service companies in Papua New Guinea since 1976, and is also senior executives of Eton and group of brewery companies in Mainland China. He holds a bachelor degree in agricultural and water conservancy. He is related to other Executive Directors of the Company being brother-in-law of Mr. CHUA Domingo, Dr. CHAN Wing Kit, Frank and Mr. TANENGLIAN Mariano Chua; and uncle of Mr. TAN Lucio Jr. Khao and Mr. PASCUAL Ramon Sy.

管理人員簡介 (續)

董事 (續)

執行董事 (續)

黃正順先生，現年48歲，於二零零六年獲委任為本公司執行董事。彼負責本集團業務發展、投資及管理。彼於製造業、物業發展及投資擁有超過25年經驗。彼現擔任裕景一高級行政職位，亦擔任與中國內地、香港及菲律賓有業務往來房地產、製造業及物流公司之董事。彼為聯太工業有限公司之獨立非執行董事。彼持有經濟學學士學位。彼與本公司其他執行董事關係為：蔡黎明先生、陳永杰博士、陳永年先生及張志明先生之姪女婿；以及陳俊望先生之姐夫。

獨立非執行董事

莊劍青先生，現年56歲，於一九九四年獲委任為本公司獨立非執行董事。彼亦為本公司審核委員會主席及薪酬委員會成員。他是珠寶業資深人士，具有逾35年珠寶業務工作經驗，現正管理多間於香港、新加坡及日本從事珠寶製造、批發及出口業務之公司。

SY Robin先生，現年72歲，於一九九四年獲委任為本公司獨立非執行董事。彼亦為本公司審核委員會及薪酬委員會成員。彼為菲律賓一間從事船務船主 Asia Shipping Corporation 之總裁，亦為一名律師，並於菲律賓若干公司擔任高級行政職務，該等公司從事造船、修理業務及重型建築機器貿易。

SALAZAR Lourdes Apostol女士，現年52歲，於二零零七年一月一日獲委任為本公司獨立非執行董事。彼亦為本公司審核委員會及薪酬委員會成員。彼持有法律及商務學士學位，並為執業會計師。彼擁有約30年銀行、高級管理及顧問服務經驗。現時彼為新聯銀行(香港)有限公司之獨立非執行董事。

DIRECTORS (Continued)

Executive Directors (Continued)

Mr. PASCUAL Ramon Sy, aged 48, is an Executive Director of the Company and was appointed in 2006. He is in charge of business development, investment and management of the Group. He has over 25 years of experience in manufacturing, property development and investment. He currently holds a senior executive position in Eton. He also serves as director in real estate, manufacturing and logistics companies with businesses in Mainland China, Hong Kong and the Philippines. And he is an independent non-executive director of United Pacific Industries Limited. He holds a bachelor degree in economics. He is married to the niece of four other Executive Directors of the Company, namely, Mr. CHUA Domingo, Dr. CHAN Wing Kit, Frank, Mr. TANENGLIAN Mariano Chua and Mr. CHEUNG Chi Ming; and brother-in-law of Mr. TAN Lucio Jr. Khao.

Independent Non-executive Directors

Mr. CHONG Kim Chan, Kenneth, aged 56, is an Independent Non-executive Director of the Company and was appointed in 1994. He is also Chairman of Audit Committee and member of Remuneration Committee of the Company. He is a veteran in the jewellery business in which he has over 35 years of working experience. He is managing a number of companies engaged in jewellery manufacturing, wholesaling and exports activities in Hong Kong, Singapore and Japan.

Mr. SY Robin, aged 72, is an Independent Non-executive Director of the Company and was appointed in 1994. He is also members of Audit Committee and Remuneration Committee of the Company. He is the president of Asia Shipping Corporation, a shipowner engaged in shipping business in the Philippines. He is also a lawyer and holds senior executive positions in some companies engaged in shipbuilding and repairing business as well as heavy construction equipment trading field in the Philippines.

Ms. SALAZAR Lourdes Apostol, aged 52, is an Independent Non-executive Director of the Company and was appointed on 1 January 2007. She is also members of Audit Committee and Remuneration Committee of the Company. She holds bachelor degrees in law and commerce and is a certified public accountant. She has about 30 years of experience in banking, senior management and consultancy services. Currently, she serves as an independent non-executive director of Allied Banking Corporation (Hong Kong) Limited.

高級管理人員

趙少鴻先生，現年49歲，乃本集團財務總監。彼持有工商管理碩士學位，並於香港會計及財務界具有逾24年之經驗。彼於一九九三年加入本集團前，曾於一間主要會計師行服務；及於香港數間地產公司擔任不同之高級會計職位。

黃世達先生，現年46歲，乃本集團之中國部總經理及合資格會計師。彼於一九九零年加入本集團。彼為香港會計師公會會員，並獲香港中文大學頒發工商管理碩士學位。彼亦為香港建設管理交流中心會員，於會計界及中國大陸房地產發展項目具有20年之經驗。

黃愛儀女士，現年41歲，為本集團公司秘書。彼持有工商管理碩士學位，乃香港特許秘書公會資深會員，亦為香港會計師公會會員，於香港上市公司具有逾19年企業管治、會計、財務及法律事務之經驗，彼於一九九四年加入本集團。

楊小平先生，現年54歲，為本集團項目總監。彼於二零零七年三月加盟本集團前從事房地產建築行業，並曾於從事房地產開發的上市公司出任高層管理人員。楊先生具有逾20年房地產建築及業務管理方面的經驗。

SENIOR MANAGEMENT

Mr. CHIU Siu Hung, Allan, aged 49, is the financial controller of the Group. He holds a master degree in business administration and has over 24 years of experience in the accounting and finance field in Hong Kong. Prior to joining the Group in 1993, he worked at a major accounting firm and held various senior accounting positions in property companies in Hong Kong.

Mr. WONG Sai Tat, Patrick, aged 46, is the general manager of China operations and qualified accountant of the Group. He joined the Group in 1990. He is an associate of Hong Kong Institute of Certified Public Accountants and obtained a master degree in business administration from the Chinese University of Hong Kong. He is also a member of Hong Kong Project Management Exchange Centre. He has 20 years of experience in the accounting field and development projects of properties in Mainland China.

Ms. WONG Oi Yee, Polly, aged 41, is the company secretary of the Group. She holds a master degree in business administration and is a fellow of The Hong Kong Institute of Chartered Secretaries. She is also an associate of Hong Kong Institute of Certified Public Accountants and has more than 19 years of experience in corporate governance, accounting, finance and legal affairs in publicly listed companies in Hong Kong. She joined the Group in 1994.

Mr. YANG Xiao Ping, aged 54, is the chief project manager of the Group. Prior to joining the Company in March 2007, Mr. Yang was engaged in the real estate construction industry, and was senior management staff members of listed companies engaged in development of real estate. Mr. Yang possesses over 20 years' experience in real estate construction and business management.



董事同寅謹將截至二零零七年六月三十日止年度之董事報告書及經審核綜合財務賬項呈覽。

主要業務

本公司乃一間投資控股公司，其主要附屬公司之業務為物業投資及發展。

主要附屬公司之主要業務載於綜合財務賬項附註第36項內。

業績及分配

本集團截至二零零七年六月三十日止年度之業績載於第32頁綜合收益表內。

於二零零七年一月十七日，末期股息每股港幣3仙已派發予本公司股東作為於截至二零零六年六月三十日止年度之末期股息。

The Directors have pleasure in presenting their report and the audited consolidated financial statements for the year ended 30 June 2007.

PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. The activities of its principal subsidiaries are property investment and development.

The principal activities of the principal subsidiaries are set out in note 36 to the consolidated financial statements.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 30 June 2007 are set out in the consolidated income statement on page 32.

On 17 January 2007, a final dividend of 3 Hong Kong cents per share was paid to the Company's shareholders as a final dividend for the year ended 30 June 2006.

董事報告書(續)

業績及分配(續)

中期股息為每股港幣3仙合共港幣6,573,000元於本年度內已向股東派發，董事現建議派發末期股息每股港幣3仙合共港幣6,573,000元予於二零零七年十二月十四日名列本公司股東名冊之股東，使截至二零零七年六月三十日止年度之股息總額合共為每股港幣6仙。

RESULTS AND APPROPRIATIONS (Continued)

An interim dividend of 3 Hong Kong cents per share amounting to HK\$6,573,000 was paid to the shareholders of the Company during the year. The Directors now recommend the payment of a final dividend of 3 Hong Kong cents per share amounting to HK\$6,573,000 payable to the shareholders of the Company whose names appear on the register of members of the Company on 14 December 2007 which, in aggregate, will give a total of dividends for the year ended 30 June 2007 of 6 Hong Kong cents per share.



物業、機器及設備、投資物業及物業權益

於本年度內，本集團位於上海之投資物業已落成並按預售合約於二零零六年九月三十日交付予本集團。

投資物業重估盈餘／公平值增加合共港幣279,616,000元已撥入綜合收益表內。

本集團物業、機器及設備、投資物業及物業權益與其他之變動詳情分別載於綜合財務賬項附註第14、15及16項內。

待發展物業

本集團待發展物業之變動詳情載於綜合財務賬項附註第17項內。

PROPERTY, PLANT AND EQUIPMENT, INVESTMENT PROPERTIES AND PROPERTY INTEREST

During the year, the investment properties of the Group situated in Shanghai were completed and delivered to the Group on 30 September 2006 under pre-sale contracts.

The revaluation surplus/increase in fair value of investment properties which has been credited to the consolidated income statement, amounted to HK\$279,616,000.

Details of these and other movements in the property, plant and equipment, investment properties and property interest of the Group are set out in notes 14, 15 and 16 to the consolidated financial statements, respectively.

PROPERTIES HELD FOR DEVELOPMENT

Details of the movements in the properties held for development of the Group are set out in note 17 to the consolidated financial statements.



購買、出售或贖回上市證券

於本年度內，本公司或其任何附屬公司概無購買、出售或贖回本公司之任何上市證券。

本公司可供分派儲備

本公司於二零零七年六月三十日可供分派予股東之儲備為港幣 114,183,000 元之保留溢利。

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.

DISTRIBUTABLE RESERVES OF THE COMPANY

The Company's reserves available for distribution to shareholders were the retained earnings of HK\$114,183,000 as at 30 June 2007.

董事報告書(續)

董事

於本年度內及截至本報告書日期，本公司之董事如下：

執行董事：

蔡黎明先生 (主席)
 陳永杰博士 (行政總裁)
 陳永年先生
 陳俊望先生
 張志明先生
 黃正順先生

DIRECTORS

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

Executive Directors:

Mr. CHUA Domingo, *Chairman*
 Dr. CHAN Wing Kit, Frank, *Chief Executive Officer*
 Mr. TANENGLIAN Mariano Chua
 Mr. TAN Lucio Jr. Khao
 Mr. CHEUNG Chi Ming
 Mr. PASCUAL Ramon Sy



獨立非執行董事：

莊劍青先生
 SY Robin 先生
 SALAZAR Lourdes (於二零零七年一月一日獲委任)
 Apostol 女士
 麥貴榮先生 (於二零零六年十二月十六日辭任)

根據本公司之公司細則第99及102條，張志明先生、莊劍青先生及SY Robin先生須輪席告退，SALAZAR Lourdes Apostol女士出任董事截至應屆股東週年大會，彼等均願膺選連任。

除根據本公司之公司細則第99條輪席告退規定外，所有受委任之獨立非執行董事之服務合約均為期兩年，同時，彼等已根據香港聯合交易所有限公司證券上市規則(「上市規則」)第3.13條確認其獨立性。

Independent Non-executive Directors:

Mr. CHONG Kim Chan, Kenneth
 Mr. SY Robin
 Ms. SALAZAR Lourdes Apostol (appointed on 1 January 2007)
 Mr. MAK Kwai Wing, Alexander (resigned on 16 December 2006)

In accordance with Bye-Laws 99 and 102 of the Company's Bye-Laws, Messrs. CHEUNG Chi Ming, CHONG Kim Chan, Kenneth, SY Robin will retire by rotation, Ms. SALAZAR Lourdes Apostol will hold office until the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

All Independent Non-executive Directors have been appointed, subject to retirement by rotation in accordance with the Company's Bye-Law 99, for a term of two years and they have confirmed their independence pursuant to rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

董事之股份權益及淡倉

於二零零七年六月三十日，根據證券及期貨條例(「該條例」)第352條須存置之權益名冊所載，董事及彼等聯繫人士擁有本公司股份之權益(按該條例定義)如下：

董事名稱

蔡黎明先生(附註)
黃正順先生

附註：蔡黎明先生之公司權益乃透過 Dynamic Development Corporation 而持有，而 Carnation Investments Inc. 則全資擁有 Dynamic Development Corporation，蔡黎明先生乃 Carnation Investments Inc. 唯一股東及董事。

除上文所披露者外，董事或彼等聯繫人士於二零零七年六月三十日概無在本公司或其任何聯營公司(定義見該條例)的任何股份、相關股份或債券中擁有任何權益或淡倉；或依據上市公司董事進行證券交易之標準守則須知會本公司及香港聯合交易所有限公司。

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES

As at 30 June 2007, the interests and short positions held by the Directors and their associates in the shares of the Company (within the meaning of the Securities and Futures Ordinance (“SFO”)) as recorded in the register required to be maintained under Section 352 of the SFO were as follows:

Name of Director	所持已發行普通股數目(好倉) Number of issued ordinary shares held (long position)		本公司已發行股本百分比 Percentage of the issued share capital of the Company
	個人權益 Personal interests	公司權益 Corporate interests	
	Mr. CHUA Domingo (note)	4,000,000	
Mr. PASCUAL Ramon Sy	80,000	–	0.04%

Note: The corporate interests of Mr. CHUA Domingo were held through Dynamic Development Corporation. Dynamic Development Corporation is wholly-owned by Carnation Investments Inc. of which Mr. CHUA Domingo is the sole shareholder and director.

Save as disclosed above, none of the Directors or their associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations as defined in the SFO as at 30 June 2007; or would require, pursuant to Model Code for Securities Transactions by Directors of the Listed Companies, to be notified to the Company and on The Stock Exchange of Hong Kong Limited.

董事報告書(續)

董事購買股份或債券之權利

除於綜合財務賬項附註第30項內說明外，本公司或其任何附屬公司於本年度內並無訂立任何安排，可使本公司董事藉購買本公司或任何其他法人團體之股份或債券而獲益。於本年度內，本公司董事、彼等配偶或18歲以下子女概無任何權力、或行使任何該等權力以認購本公司之證券。

董事於競爭業務中權益

於本年度內及直至本報告日期，根據上市規則，本公司以下董事被視為在與本集團業務直接或間接有競爭或可能有競爭之業務中擁有權益。

蔡黎明先生、陳永杰博士、陳永年先生、張志明先生及黃正順先生均於香港及中國大陸從事物業投資及發展之公司中有權益及／或擔任董事職務。

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Other than as described in note 30 to the consolidated financial statements, at no time during the year was the Company or any of its subsidiaries a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate and none of the Directors of the Company, their spouses or children under the age of 18, had any rights to subscribe for securities of the Company, or had exercised any such rights during the year.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year and up to the date of this report, the following Directors of the Company are considered to have interests in businesses which compete or are likely to compete, either directly or indirectly, with the businesses of the Group pursuant to the Listing Rules.

Mr. CHUA Domingo, Dr. CHAN Wing Kit, Frank, Mr. TANENGLIAN Mariano Chua, Mr. CHEUNG Chi Ming and Mr. PASCUAL Ramon Sy held interests and/or directorship in companies engaged in the businesses of property investment and development in Hong Kong and the Mainland China.



董事於競爭業務中權益 (續)

由於董事會乃獨立於上述公司之董事會，故本集團能獨立於該等公司業務，且在各自獨立利益下經營其業務。

董事於重大合約中權益

除於綜合財務賬項附註第34項內披露者外，本公司或其任何附屬公司於年終或本年度內訂立之重大合約中，本公司各董事概無擁有直接或間接之重大權益。

DIRECTORS' INTERESTS IN COMPETING BUSINESS (Continued)

As the Board is independent from the boards of the said companies, the Group is capable of carrying on its businesses independently of, and at arm's length from, the businesses of such companies.

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save as disclosed in note 34 to the consolidated financial statements, 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 material interests, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

董事報告書(續)

董事之服務合約

所有擬於應屆股東週年大會上膺選連任之董事，與本公司或其任何附屬公司概無訂立任何不得於一年內被本集團終止而毋須作出賠償(法定賠償除外)之服務合約。

關連交易

於二零零六年一月五日，本公司之全資附屬公司 Glory Diamond Inc. 作為買方，與作為賣方之 Eton Properties Group Limited (「賣方」) 及作為擔保人之 Eton Properties Limited (「擔保方」) 之兩位關連人士(根據上市規則，即本公司控股股東及主席蔡黎明先生及其聯繫人士，彼等均間接實益

DIRECTORS' SERVICE CONTRACTS

None of the Directors proposed for re-election at the forthcoming annual general meeting has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

CONNECTED TRANSACTIONS

On 5 January, 2006, Glory Diamond Inc., a wholly owned subsidiary of the Company, as purchaser entered into an agreement with Eton Properties Group Limited (the "Vendor") as vendor and Eton Properties Limited (the "Guarantor") as guarantor, two connected persons (as defined in the Listing Rules in which Mr. CHUA Domingo, the controlling shareholder and Chairman of the Company together with his associates is indirectly beneficially



擁有該等公司股本權益)，訂立協議以總代價港幣344,000,000元購入High Grand Investments Limited已發行之全部股本及所有債項(「收購事項」)。經本公司獨立股東批准通過後，收購事項於二零零六年三月十四日完成。

根據收購事項，本集團須投資總額為港幣728,000,000元以購買一項位於上海之物業(「裕景國際商務廣場」)，該物業擁有182個辦公室單位而估計總建築樓面面積約30,188平方米(「物業」)。賣方及擔保方已提供自物業交付日起計為期三年每年毛租金保證回報率為8%。該物業已於二零零六年九月三十日落成及交付。

interested) for acquisition of the entire issued share capital of and outstanding debts owing from High Grand Investments Limited at a total consideration of HK\$344,000,000 (the "Acquisition"). Completion of the Acquisition took place on 14 March 2006 after approved by independent shareholders of the Company.

Pursuant to the Acquisition, the Group had to invest the sum of HK\$728,000,000 to acquire a property situated in Shanghai ("Eton Place") with 182 office units and an estimated gross floor area of 30,188 square metres (the "Property"). The Vendor and Guarantor have provided a gross rental guarantee yield of 8% per annum for three years from date of delivery of the Property. The Property was completed and delivered on 30 September 2006.



持續關連交易

根據裕景國際商務廣場公契(「公契」)，賣方屬下之一間接全資附屬公司伊頓物業管理(上海)有限公司(「物業經理」)，出任物業經理負責管理裕景國際商務廣場(包括物業)。按照公契，與其他受約束業主的條款一樣，本集團須按每月每平方米人民幣28元計算支付物業管理費予物業經理。依據有關之物業管理合約，物業經理的臨時聘用期由二零零六年六月一日至二零零八年五月三十一日止，為期兩年。上述交易的詳情已在本公司於二零零六年二月二十四日向股東寄發的通函中披露。

CONTINUING CONNECTED TRANSACTIONS

Pursuant to deed of mutual covenant (“DMC”) in respect of Eton Place, Eton Property Management (Shanghai) Company Limited (the “Property Manager”), being an indirect wholly-owned subsidiary of the Vendor acts as the property manager to manage Eton Place (including the Property). Property management fees of approximately RMB28 per square meter per month are payable by the Group to the Property Manager on the same terms binding on other owners of other parts of Eton Place calculated in accordance with DMC. The engagement of the Property Manager as set out in the relevant property management contract will be for a term of two years provisionally commencing from 1 June 2006 to 31 May 2008. Details of the above transactions are disclosed in the Company’s circular to shareholders dated 24 February 2006.

董事報告書(續)

持續關連交易(續)

此等按上市規則構成本公司持續關連交易，而上限金額為本集團根據公契應付予物業管理公司之物業管理費上限金額，於截至二零零八年六月三十日止兩個財政年度各年為港幣12,000,000元(約相當於人民幣12,000,000元)(「上限金額」)，而於截至二零零九年六月三十日止財政年度為港幣3,000,000元，上述交易已於二零零六年三月十三日經本公司獨立股東批准。

按上市規則第14A.38條之規定，董事會委聘本公司核數師就本集團之持續關連交易進行若干協定程序。本公司核數師已將該



等程序之調查結果向董事會報告。

按上市規則第14A.37條之規定，本公司獨立非執行董事已審閱上文載列之持續關連交易，並確認此等交易乃按本公司一般商務條款之日常業務進行，並按規管有關交易之協議進行，其條款為公平合理及符合本公司股東之整體利益。

CONTINUING CONNECTED TRANSACTIONS

(Continued)

These constitute continuing connected transactions of the Company under the Listing Rules, and the cap is the maximum amount of property management fees payable by the Group to the Property Manager pursuant to the DMC in the sum of HK\$12,000,000 (equivalent to approximately RMB12,000,000) for each of the two financial years ending 30 June 2008 (the “Cap”) and in the sum of HK\$3,000,000 for the financial year ending 30 June 2009, which have been approved by independent shareholders of the Company on 13 March 2006.

Pursuant to rule 14A.38 of the Listing Rules, the Board of Directors of the Company engaged the auditors of the Company to perform certain agreed upon procedures in respect of the continuing

connected transactions of the Group. The auditors have reported their factual findings on these procedures to the Board of Directors.

Pursuant to rule 14A.37 of the Listing Rules, the Independent Non-executive Directors of the Company have reviewed the above continuing connected transactions and confirmed that the transactions have been entered into in the ordinary and usual course of business of the Company upon normal commercial terms and in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

主要股東

於二零零七年六月三十日，根據該條例第336條規定須存置之權益名冊所載，主要股東(本公司董事除外)擁有本公司股份之權益如下：

主要股東名稱

普納集團有限公司
(已委任臨時清盤人)(附註)

附註：普納集團有限公司之權益乃透過其全資擁有附屬公司普納投資有限公司而持有。

除上文所披露者外及有關蔡黎明先生之權益於董事之股份權益內披露外，於二零零七年六月三十日，本公司概無接獲根據該條例第336條規定須記載於權益名冊內所擁有本公司任何相關股份及其他權益或淡倉之申報。

薪酬政策

於二零零七年六月三十日，本集團於香港及中國大陸聘用約一百二十名員工，薪酬與現行市場水平相若，並包括員工福利如下：醫療保險、公積金計劃及優先認股權計劃。

本集團之僱員薪酬政策由薪酬委員會按功績、資格及能力表現而訂立。

本公司之董事薪酬由薪酬委員會根據本集團經營業績、個別工作表現及可比較市場統計而釐定。

本公司已採納優先認股權計劃以鼓勵董事及合資格僱員，計劃詳情載於綜合財務報表附註第30項內。

SUBSTANTIAL SHAREHOLDERS

As at 30 June 2007, the interests and short positions of the substantial shareholders (other than a Director of the Company) in the shares of the Company as recorded in the register as required to be kept under Section 336 of the SFO were as follows:

Name of substantial shareholder	所持已發行 普通股數目(好倉) Number of issued ordinary shares held (long position)	本公司已發行 股本百分比 Percentage of the issued share capital of the Company
Plus Holdings Limited (provisional liquidators appointed) (note)	13,152,000	6%

Note: The interests of Plus Holdings Limited were held through Telecom Plus Investment Limited, its wholly-owned subsidiary.

Other than as disclosed above and the interests disclosed in the Directors' interests in shares in respect of Mr. CHUA Domingo, the Company has not been notified of any other interests or short position and underlying shares of the Company as required to be recorded in the register under Section 336 of the SFO as at 30 June 2007.

EMOLUMENT POLICY

At 30 June 2007, the Group had about 120 employees in Hong Kong and the Mainland China at prevailing market remuneration with employee benefits such as medical insurance, provident fund schemes and share options scheme.

The emolument policy of the employees of the Group is set up by the Remuneration Committee on the basis of their merit as, qualifications and competence.

The emoluments of the Directors of the Company are decided by the Remuneration Committee, having regard to the Group's operating results, individual performance and comparable market statistics.

The Company has adopted a share option scheme as an incentive to Directors and eligible employees, details of the scheme is set out in note 30 to the consolidated financial statements.

董事報告書(續)

主要客戶及供應商

於本年度內，本集團五大客戶之總營業額佔本集團總營業額少於30%；及本集團五大供應商之採購總額佔本集團採購總額少於30%。

優先購買權

本公司之公司細則概無優先購買權之規定，或百慕達法例亦無強制規定本公司須按股權比例配售新股份予現時股東。

充足公眾持股量

於本年報之報告日，按本公司所取得的公眾資料並就董事所悉，本公司已於二零零七年六月三十日止之年度內一直維持充足公眾持股量。

企業管治

本公司於截至二零零七年六月三十日止年度內已遵守上市規則附錄十四所載之企業管治常規守則的守則條文(於企業管治報告書所載偏離除外)。本公司所採取企業管治常規之資料列於第90至100頁內企業管治報告書內。

核數師

本公司擬於即將召開之股東週年大會上提呈決議案，重聘德勤·關黃陳方會計師行為本公司之核數師。

代表董事會

董事兼行政總裁
陳永杰

香港，二零零七年十月十八日

MAJOR CUSTOMERS AND SUPPLIERS

During the year, the percentage of the turnover attributable to the Group's five largest customers in aggregate was less than 30% of the total turnover of the Group and the percentage of purchases attributable to the Group's five largest suppliers in aggregate was less than 30% of the total purchases of the Group.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Bye-Laws, or the laws of Bermuda which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors of the Company, as at the date of this annual report, the Company has maintained a sufficient public float throughout the year ended 30 June 2007.

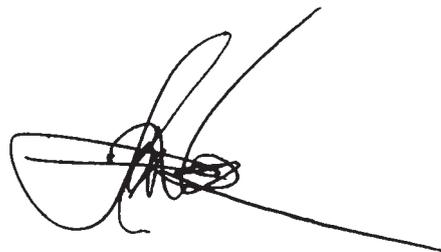
CORPORATE GOVERNANCE

The Company has complied throughout the year ended 30 June 2007 with the Code on Corporate Governance Practices as set out in Appendix 14 to the Listing Rules, save for the deviation as disclosed in the Corporate Governance Report. Information on the corporate governance practices adopted by the Company is set out in Corporate Governance Report on pages 90 to 100.

AUDITORS

A resolution will be submitted to the annual general meeting of the Company to re-appoint Messrs. Deloitte Touche Tohmatsu as auditors of the Company.

On behalf of the Board



CHAN Wing Kit, Frank
Director and Chief Executive Officer

Hong Kong, 18 October 2007

Deloitte.

德勤

德勤·關黃陳方會計師行
香港金鐘道88號
太古廣場一座35樓

Deloitte Touche Tohmatsu
35/F One Pacific Place
88 Queensway
Hong Kong

致達力集團有限公司列位股東 (在百慕達註冊成立之有限公司)

本核數師(以下簡稱「我們」)已審核列載於第32至85頁達力集團有限公司(以下簡稱「貴公司」)及其附屬公司(以下合稱「貴集團」)的綜合財務賬項,此綜合財務賬項包括於二零零七年六月三十日的綜合資產負債表與截至該日止年度的綜合收益表、綜合權益變動表和綜合現金流量表,以及主要會計政策概要及其他附註解釋。

董事就綜合財務賬項須承擔的責任

貴公司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及香港公司條例之披露規定編製真實及公平地列報該等綜合財務賬項。這責任包括設計、實施及維持與編製真實及公平地列報綜合財務賬項相關的內部控制,以使綜合財務賬項不存在由於欺詐或錯誤而導致的重大錯誤陳述;選擇和採納適當的會計政策;及按情況下作出合理的會計估計。

核數師的責任

我們的責任是根據我們的審核對該等綜合財務賬項作出意見。我們的報告僅按照百慕達公司法第90條,為股東(作為一個團體)而編製,並不為其他任何目的。我們並不就本報告之內容對任何其他人士承擔任何義務或接受任何責任。我們已根據香港會計師公會頒佈的香港審計準則進行審核。這些準則要求我們遵守道德規範,並規劃及執行審核,以合理確定綜合財務賬項是否不存有任何重大錯誤陳述。

TO THE SHAREHOLDERS OF DYNAMIC HOLDINGS LIMITED (incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of Dynamic Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 32 to 85, which comprise the consolidated balance sheet as at 30 June 2007, and the consolidated income statement, consolidated statement of changes in equity and consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes.

Directors' responsibility for the consolidated financial statements

The Directors of the Company are responsible for the preparation and the true and fair presentation of these consolidated financial statements in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and the true and fair presentation of the consolidated 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.

Auditor's responsibility

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

獨立核數師報告書 (續)

核數師的責任 (續)

審核涉及執行情序以獲取有關綜合財務賬項所載金額及披露資料的審核憑證。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致綜合財務賬項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製及真實而公平地列報綜合財務賬項相關的內部控制，以設計適當的審核程序，但並非為對公司的內部控制的效能發表意見。審核亦包括評價董事所採用的會計政策的合適性及所作出的會計估計的合理性，以及評價綜合財務賬項的整體列報方式。

我們相信，我們所獲得的審核憑證是充足和適當地為我們的審核意見提供基礎。

意見

我們認為，該等綜合財務賬項已根據香港財務報告準則真實而公平地反映 貴集團於二零零七年六月三十日的事務狀況及 貴集團截至該日止年度的溢利及現金流量，並已按照香港公司條例之披露規定妥為編製。

德勤•關黃陳方會計師行
執業會計師

香港，二零零七年十月十八日

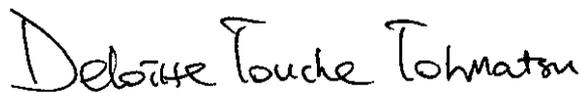
Auditor's responsibility (Continued)

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and true and fair presentation of the consolidated 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 consolidated 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 the Group's affairs as at 30 June 2007 and of its 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 disclosure requirements of the Hong Kong Companies Ordinance.



Deloitte Touche Tohmatsu
Certified Public Accountants

Hong Kong, 18 October 2007

Consolidated Income Statement

綜合收益表

截至二零零七年六月三十日止年度
For the year ended 30 June 2007

		附註 Notes	二零零七年 2007 港幣千元 HK\$'000	二零零六年 2006 港幣千元 HK\$'000
營業額	Turnover	6	165,392	171,469
銷售成本	Cost of sales		(99,105)	(124,299)
毛利	Gross profit		66,287	47,170
其他收入	Other income	7	59,663	11,964
重估盈餘／投資物業 公平值之增加	Revaluation surplus/increase in fair value of investment properties	15	279,616	132,000
出售投資物業支出	Expenses on disposal of investment properties		—	(3,904)
行政費用	Administrative expenses		(68,996)	(34,164)
融資成本	Finance costs	8	(18,151)	(1,014)
除稅前溢利	Profit before taxation	9	318,419	152,052
稅項	Taxation	11	(95,922)	(20,597)
本年度溢利	Profit for the year		222,497	131,455
應佔溢利：	Attributable to:			
本公司股權持有人	Equity holders of the Company		217,479	130,160
少數股東權益	Minority interests		5,018	1,295
			222,497	131,455
股息	Dividends	12	13,146	41,630
每股基本盈利 (港幣：仙)	Basic earnings per share (Hong Kong cents)	13	99.3	59.4

綜合資產負債表

於二零零七年六月三十日
At 30 June 2007

	附註 Notes	二零零七年 2007 港幣千元 HK\$'000	二零零六年 2006 港幣千元 HK\$'000
非流動資產	Non-current Assets		
物業、機器及設備	Property, plant and equipment 14	13,431	13,987
投資物業	Investment properties 15	1,410,772	–
物業權益	Property interest 16	–	455,432
待發展物業	Properties held for development 17	235,874	225,654
貸款應收賬款	Loan receivables		
– 須於一年後償還	– due after one year 18	–	2,164
		1,660,077	697,237
流動資產	Current Assets		
待售物業	Properties held for sale 19	113,737	398,561
貸款應收賬款	Loan receivables		
– 須於一年內償還	– due within one year 18	2,954	6,052
貿易及其他應收賬款	Trade and other receivables 20	103,065	45,271
少數股東欠款	Amounts due from minority shareholders 20	5,945	5,322
應退稅項	Tax recoverable	83	12,563
銀行存款 – 已抵押	Bank deposits – pledged 32	31,469	16,804
銀行結餘及現金	Bank balances and cash 20	93,425	97,736
		350,678	582,309
流動負債	Current Liabilities		
貿易及其他應付賬款	Trade and other payables 21	84,894	79,374
已收預售按金	Pre-sale deposits received 22	8,927	34,531
欠一間有關聯公司之款項	Amount due to a related company		
– 須於一年內償還	– due within one year 23	9,811	9,407
應付稅項	Tax payable	67,576	49,531
銀行貸款 – 須於一年內償還	Bank loans – due within one year 24	36,900	–
		208,108	172,843
流動資產淨值	Net Current Assets	142,570	409,466
資產總值減流動負債	Total Assets less Current Liabilities	1,802,647	1,106,703

綜合資產負債表(續)

於二零零七年六月三十日
At 30 June 2007

		附註 Notes	二零零七年 2007 港幣千元 HK\$'000	二零零六年 2006 港幣千元 HK\$'000
資本及儲備	Capital and Reserves			
股本	Share capital	25	219,104	219,104
儲備	Reserves		1,079,746	807,523
本公司股權持有人 應佔權益	Equity attributable to equity holders of the Company		1,298,850	1,026,627
少數股東權益	Minority interests		43,572	34,865
總權益	Total Equity		1,342,422	1,061,492
非流動負債	Non-current Liabilities			
銀行貸款	Bank loans			
– 須於一年後償還	– due after one year	24	351,300	–
欠一間有關聯公司之款項	Amount due to a related company			
– 須於一年後償還	– due after one year	23	18,364	17,490
遞延稅項負債	Deferred tax liabilities	26	90,561	27,721
			460,225	45,211
			1,802,647	1,106,703

第32至85頁所載之綜合財務賬項已於二零零七年十月十八日由董事會批核及授權刊印，並由下列董事代表簽署：

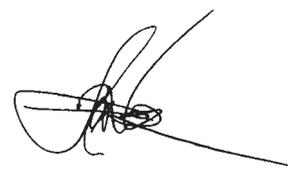
The consolidated financial statements on pages 32 to 85 were approved and authorised for issue by the Board of Directors on 18 October 2007 and are signed on its behalf by:

董事
蔡黎明

董事
陳永杰



CHUA Domingo
DIRECTOR



CHAN Wing Kit, Frank
DIRECTOR

綜合股東權益變動表

截至二零零七年六月三十日止年度
For the year ended 30 June 2007

		本公司股權持有人應佔 Attributable to equity holders of the Company										
		股本	股份溢價	資本			法定儲備	其他儲備	保留溢利	總計	少數股東權益	總計
		Share capital	Share premium	Special reserve	redemption reserve	Translation reserve	Statutory reserve	Other reserve	Retained profits	Total	Minority interests	Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
				(附註甲) (note a)			(附註乙) (note b)	(附註丙) (note c)				
於二零零五年七月一日	At 1 July 2005	219,104	426,608	55,018	1,644	(2,428)	721	-	129,202	829,869	30,622	860,491
直接於權益確認之換算海外業務產生之匯兌差額	Exchange differences arising on translation of foreign operations recognised directly in equity	-	-	-	-	15,777	-	-	-	15,777	2,948	18,725
本年度溢利	Profit for the year	-	-	-	-	-	-	-	130,160	130,160	1,295	131,455
本年度總確認之收入及開支	Total recognised income and expense for the year	-	-	-	-	15,777	-	-	130,160	145,937	4,243	150,180
因收購附屬公司產生來自股權持有人之貢獻	Contributions from equity holders arising from acquisition of subsidiaries	-	-	-	-	-	-	92,451	-	92,451	-	92,451
現金股息	Cash dividends	-	-	-	-	-	-	-	(41,630)	(41,630)	-	(41,630)
於二零零六年六月三十日	At 30 June 2006	219,104	426,608	55,018	1,644	13,349	721	92,451	217,732	1,026,627	34,865	1,061,492
直接於權益確認換算本集團呈列貨幣之匯兌差額	Exchange differences arising on translation into the Group's presentation currency recognised directly in equity	-	-	-	-	67,890	-	-	-	67,890	3,689	71,579
本年度溢利	Profit for the year	-	-	-	-	-	-	-	217,479	217,479	5,018	222,497
本年度總確認之收入及開支	Total recognised income and expense for the year	-	-	-	-	67,890	-	-	217,479	285,369	8,707	294,076
現金股息	Cash dividends	-	-	-	-	-	-	-	(13,146)	(13,146)	-	(13,146)
於二零零七年六月三十日	At 30 June 2007	219,104	426,608	55,018	1,644	81,239	721	92,451	422,065	1,298,850	43,572	1,342,422

附註：

Notes:

- (甲) 本集團之特別儲備由所收購附屬公司當時之股本、股份溢價、一般儲備及保留溢利之總值與本公司就收購事項所發行之股份之面值間之差異產生。
- (乙) 轉撥自保留溢利之法定儲備乃按適用於本公司中華人民共和國(「中國」)附屬公司之相關中國法例及法規之規定作出。
- (丙) 本集團之其他儲備乃指於截至二零零六年六月三十日止年度內，由已付及應付代價之公平價值與透過收購附屬公司所收購之可資識別資產、負債及或然負債之淨公平價值間之差異所產生來自本公司股權持有人之貢獻(附註第33項)。
- (a) The special reserve of the Group arose from the difference between the aggregate amount of the then share capital, share premium, general reserve and retained profits of the subsidiaries acquired, and the nominal amount of the Company's shares issued for the acquisition in relation to a previous group reorganisation.
- (b) The statutory reserves transferred from retained profits are required by the relevant People's Republic of China ("PRC") laws and regulations applicable to the Company's PRC subsidiaries.
- (c) The other reserve of the Group represents deemed contributions from equity holders of the Company which arose from the difference between the fair value of consideration paid and payable and the net fair value of the identifiable assets, liabilities and contingent liabilities acquired through acquisition of the subsidiaries during the year ended 30 June 2006 (note 33).

Consolidated Cash Flow Statement

綜合現金流量表

截至二零零七年六月三十日止年度
For the year ended 30 June 2007

		二零零七年 2007 港幣千元 HK\$'000	二零零六年 2006 港幣千元 HK\$'000
經營業務	OPERATING ACTIVITIES		
經營溢利	Profit before taxation	318,419	152,052
調整：	Adjustments for:		
利息收入	Interest income	(1,927)	(6,069)
投資物業重估盈餘/ 公平值增加	Revaluation surplus/ increase in fair value of investment properties	(279,616)	(132,000)
折舊	Depreciation	1,846	1,721
出售物業、 機器及設備(收益)虧損	(Gain) loss on disposal of property, plant and equipment	(110)	4
出售投資物業之支出	Expenses on disposal of investment properties	–	3,904
應收賬款中確認之 減值虧損	Impairment loss recognised in respect of receivables	15,693	24
預付租賃款項之攤銷	Amortisation of prepaid lease payments	3,193	2,040
融資成本	Finance costs	18,151	1,014
營運資金流動前之經營 現金流量	Operating cash flows before movements in working capital	75,649	22,690
發展中物業增加	Increase in properties under development	–	(97,571)
待售物業減少	Decrease in properties held for sale	57,300	113,039
貿易及其他應收賬款增加	Increase in trade and other receivables	(71,292)	(5,227)
貿易及其他應付賬款 增加(減少)	Increase (decrease) in trade and other payables	1,035	(22,934)
已收預售按金減少	Decrease in pre-sale deposits received	(27,555)	(2,502)
來自經營之現金	Cash generated from operations	35,137	7,495
已付香港利得稅	Hong Kong Profits Tax paid	(135)	(30)
已付香港以外利得稅	Profits tax outside Hong Kong paid	(6,081)	(5,067)
來自經營業務之現金淨值	NET CASH FROM OPERATING ACTIVITIES	28,921	2,398

綜合現金流量表 (續)

截至二零零七年六月三十日止年度
For the year ended 30 June 2007

	附註 Note	二零零七年 2007 港幣千元 HK\$'000	二零零六年 2006 港幣千元 HK\$'000
投資活動			
出售投資物業款項		–	628,096
支付購買物業權益之 代價餘款		(388,568)	–
銀行抵押存款(增加)減少		(13,716)	11,160
墊付少數股東款項		(323)	(287)
添置物業、機器及設備		(724)	(2,902)
償還貸款應收賬款		6,035	6,407
已收利息		1,618	5,432
出售物業、機器及設備 收入		281	1
收購附屬公司，現金及 現金等值淨額	33	–	(316,240)
待發展物業投資		–	(836)
(用於)來自投資活動之 現金淨額		(395,397)	330,831
融資活動			
新造銀行貸款		417,000	83,000
來自一間有關聯公司 之新造貸款		–	1,520
償還銀行貸款款項		(28,800)	(306,174)
償還一間有關聯公司 之貸款		–	(70,140)
已付股息		(13,146)	(41,630)
已付利息		(16,821)	(4,609)
來自(用於)融資活動之 現金淨額		358,233	(338,033)
現金及現金等值減少 淨額		(8,243)	(4,804)
年初之現金及現金等值		97,736	101,773
外匯兌換變動之影響		3,932	767
年終之現金及現金等值		93,425	97,736
銀行結餘及現金之代表			

截至二零零七年六月三十日止年度
For the year ended 30 June 2007

1. 概述

本公司乃在百慕達註冊成立之受豁免有限公司，其股份在香港聯合交易所有限公司（「聯交所」）上市。本公司註冊辦事處及主要營業地點已載列於本年報中「公司及投資者資料」內。

本公司為一間投資控股公司，其主要附屬公司之業務為物業投資及發展。

於過去年度，本公司之功能貨幣為港幣。鑑於本集團位於中華人民共和國（「中國」）之主要投資物業已於本年度內落成並開始營運，故本公司於本年度內之功能貨幣轉為人民幣。而本公司董事經考慮其上市地點，認為港幣為最適合之呈列貨幣，故綜合財務賬項以港幣呈列。

2. 應用新訂或經修訂香港財務報告準則

於本年度內，本集團首次應用香港會計師公會（「香港會計師公會」）所頒佈之多項新訂準則、修訂及詮釋（「新香港財務報告準則」），該等準則在本集團於二零零六年七月一日開始之會計期間生效。經採納之新香港財務報告準則對本集團編製及呈列現行或過往會計期間之業績及財務狀況並無構成重大影響，故毋需作出前期調整。

1. GENERAL

The Company was incorporated in Bermuda as an exempted company with limited liability and its shares are listed on Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The address of the registered office and principal place of business of the Company are disclosed in the section headed “Corporate and Investor Information” in the annual report.

The Company acts as an investment holding company. The activities of its principal subsidiaries are property investment and development.

In the prior year, the functional currency of the Company is Hong Kong dollars. The functional currency of the Company was changed to Renminbi for the current year as the Group’s major investment properties situated in the People’s Republic of China (“PRC”) were completed and commenced to operate during the year. The consolidated financial statements are presented in Hong Kong dollars as the Directors of the Company consider that Hong Kong dollar is the most appropriate presentation currency in view of its place of listing.

2. APPLICATION OF NEW OR REVISED HONG KONG FINANCIAL REPORTING STANDARDS

In the current year, the Group has applied, for the first time, a number of new standards, amendments and interpretations (“new HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), that are either effective for the Group’s accounting period beginning on 1 July 2006. The adoption of these new HKFRSs has had no material effect on how the results and financial position of the Group for the current and prior accounting periods are prepared and presented. Accordingly, no prior period adjustment has been required.

財務賬項附註 (續)

截至二零零七年六月三十日止年度
For the year ended 30 June 2007

2. 應用新訂或經修訂香港財務報告準則 (續)

本集團並無提早採用下列已頒佈但尚未生效之新訂或經修訂準則、修訂或詮釋。本公司董事預期採納該等新訂或經修訂準則、修訂或詮釋對本集團之業績及財務狀況並無重大影響。

香港會計準則第1號 (修訂本)	資本披露 ¹
香港會計準則第23號 (修訂本)	借貸成本 ²
香港財務報告準則第7號	金融工具：披露 ¹
香港財務報告準則第8號	經營分類 ²
香港(國際財務報告詮釋 委員會)－詮釋第10號	中期財務報告及 減值 ³
香港(國際財務報告詮釋 委員會)－詮釋第11號	香港財務報告準 則第2號－集團及 庫存股份交易 ⁴
香港(國際財務報告詮釋 委員會)－詮釋第12號	服務特許安排 ⁵
香港(國際財務報告詮釋 委員會)－詮釋第13號	客戶忠誠度計劃 ⁶
香港(國際財務報告詮釋 委員會)－詮釋第14號	香港會計準則第 19號－固定收益 資產之限制、 最低資金要求及 兩者之互動關係 ⁵

- ¹ 適用於二零零七年一月一日或之後開始之會計期間
- ² 適用於二零零九年一月一日或之後開始之會計期間
- ³ 適用於二零零六年十一月一日或之後開始之會計期間
- ⁴ 適用於二零零七年三月一日或之後開始之會計期間
- ⁵ 適用於二零零八年一月一日或之後開始之會計期間
- ⁶ 適用於二零零八年七月一日或之後開始之會計期間

2. APPLICATION OF NEW OR REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

The Group has not early applied the following new or revised standards, amendment or interpretations that have been issued but are not yet effective. The Directors of the Company anticipate that the application of these new or revised standards, amendment or interpretations will have no material impact on the results and the financial position of the Group.

HKAS 1 (Amendment)	Capital Disclosures ¹
HKAS 23 (Revised)	Borrowing Costs ²
HKFRS 7	Financial Instruments: Disclosures ¹
HKFRS 8	Operating Segments ²
HK(IFRIC)-Int 10	Interim Financial Reporting and Impairment ³
HK(IFRIC)-Int 11	HKFRS 2 – Group and Treasury Shares Transactions ⁴
HK(IFRIC)-Int 12	Service Concession Arrangements ⁵
HK(IFRIC)-Int 13	Customer Loyalty Programmes ⁶
HK(IFRIC)-Int 14	HKAS 19 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction ⁵

- 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 November 2006
- ⁴ Effective for annual periods beginning on or after 1 March 2007
- ⁵ Effective for annual periods beginning on or after 1 January 2008
- ⁶ Effective for annual periods beginning on or after 1 July 2008

財務賬項附註(續)

截至二零零七年六月三十日止年度
For the year ended 30 June 2007

3. 主要會計政策

綜合財務賬項乃按照歷史成本法基準編製，惟投資物業則按公平值計量除外，其會計政策闡述如下。

綜合財務賬項乃根據香港會計師公會所頒佈之香港財務報告準則編製。此外，綜合財務賬項包括聯交所證券上市規則及香港公司條例所規定的適用披露。

綜合基準

綜合財務賬項包括本公司及本公司控制的各公司(其附屬公司)之財務賬項。當本公司有權管控一間公司的財務及營運政策，並從其業務獲取利益，則確認控制權。

於本年度內收購或出售附屬公司之業績均按其收購生效日期起或截至出售生效日期止計算入綜合收益表內(如適用)。

附屬公司之財務賬項於有需要時作出調整，以使其會計政策與本集團其他成員公司所採納者一致。

所有集團內部交易、結餘、收入及支出於進行綜合賬目時撇除。

綜合附屬公司之資產淨值中少數股東權益乃與本集團之權益分開呈列。資產淨值中少數股東權益包括該等權益於原有業務合併日期之金額及少數股東自合併日期以來所佔權益之變動。如少數股東所佔虧損超出於附屬公司股本中之少數權益，其虧損對沖本集團之權益，惟少數股東受到具約束力之責任及能夠作出額外投資而足以彌補虧損者則除外。

3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared under the historical cost basis except for investment properties, which are measured at fair values, as explained in the accounting policies set out below.

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange and the Hong Kong Companies Ordinance.

Basis of consolidation

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

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

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with those used by other members of the Group.

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

Minority interests in the net assets of consolidated subsidiaries are presented separately from the Group's equity therein. Minority interests in the net assets consist of the amount of those interests at the date of the original business combination and the minority's share of changes in equity since the date of the combination. Losses applicable to the minority in excess of the minority's interest in the subsidiary's equity are allocated against the interests of the Group except to the extent that the minority has a binding obligation and is able to make an additional investment to cover the losses.

財務賬項附註 (續)

截至二零零七年六月三十日止年度
For the year ended 30 June 2007

3. 主要會計政策 (續)

投資物業

投資物業乃採用公平值模式計量。投資物業公平值變動所產生之收益或虧損列入所產生期間之溢利或虧損。

當投資物業於出售時或永久停止使用該投資物業或預期出售投資物業不會帶來日後經濟利益時，則不被確認。因不被確認之任何盈利或虧損（其出售時之淨金額和資產賬面值之差額）會於年內綜合收益表中入賬。

租賃

凡租約條款將絕大部份擁有權之所有風險及回報轉移予承租者，均被分類為融資租賃。所有其他租約均分類為營運租賃。

本集團為出租者

營運租賃之租金收入乃於有關租約年期內按直線基準於綜合收益表內確認。

本集團為承租者

根據融資租賃持有之資產，按租約起初之公平值或最低租金現值兩者中較低者確認為本集團資產。相關出租者的負債於資產負債表中列為融資租賃承擔。租約付款按比例分攤為財務費用及租約承擔之減少，使該等負債應付餘額以固定息率計算。財務費用直接於損益賬支銷，除非該費用可直接歸屬於合資格資產，在這情況下，該費用乃根據本集團之借貸成本一般政策資本化（見如下）。

3. SIGNIFICANT ACCOUNTING POLICIES

*(Continued)***Investment properties**

Investment properties are measured using the fair value model. Gains or losses arising from changes in the fair value of investment property are included in profit or loss for the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use or no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the consolidated income statement in the year in which the item is derecognised.

Leasing

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

The Group as lessor

Rental income from operating leases is recognised in the consolidated income statement on a straight-line basis over the term of the relevant lease.

The Group as lessee

Assets held under finance leases are recognised as assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the balance sheet as a finance lease obligation. Lease payments are apportioned between finance charges and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly to profit or loss, unless they are directly attributable to qualifying assets, in which case they are capitalised in accordance with the Group's general policy on borrowing costs (see below).

財務賬項附註 (續)

截至二零零七年六月三十日止年度
For the year ended 30 June 2007

3. 主要會計政策 (續)**租賃 (續)**

本集團為承租者 (續)

根據營運租賃應繳付之租金乃於有關租約年期內按直線基準於損益賬支銷。作為訂立營運租賃獎勵之已收及應收利益於租約年期內按直線基準確認為租賃支出減少。

借貸成本

與收購、建造或生產合資格資產(該等合資格資產需用較長時間才可供擬定用途或銷售)直接有關之借貸成本加入至該等資產之成本，直至該等資產絕大部份已達致可供擬定用途或銷售為止。擬投資於合資格資產之特定借貸在用於特定投資前所作暫時投資賺取之投資收入，從合資格資本化之借貸成本中扣除。

所有其他借貸成本於產生之期間列入損益賬。

待售物業

待售物業以成本及可變現淨值兩者較低額入賬。成本包括租賃土地中的物業權益和發展成本，後者包括資本化的借貸成本及當發展進展被中斷而引致延期，期間的借貸成本會暫停資本化。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Leasing (Continued)

The Group as lessee (continued)

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

Borrowing costs

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

All other borrowing costs are recognised in profit and loss in the period in which they are incurred.

Properties held for sale

Properties held for sale are stated at the lower of cost and net realisable value. Cost comprises the property interest in leasehold land and development costs including attributable borrowing costs capitalised and capitalisation is suspended during extended periods in which active development is interrupted.

財務賬項附註 (續)

截至二零零七年六月三十日止年度
For the year ended 30 June 2007

3. 主要會計政策 (續)

稅項

稅項指現時應付稅項及遞延稅項總額。現時應付稅項乃按本年度應課稅溢利計算。應課稅溢利不包括已撥往其他年度的應課稅或應扣減之收入及開支項目，亦不包括不可應課稅或不可作稅項扣減之收益表項目，故與綜合收益表所列純利不同。本集團的當期應課稅負債乃根據於結算日當時已頒佈或確定頒佈的稅率計算。

遞延稅項指預期從綜合財務賬項內資產及負債賬面值與計算應課稅溢利所採用相應稅基之差額所應付或可收回之稅項，以資產負債表負債法處理。遞延稅項負債一般就所有應課稅暫時差額確認，而遞延稅項資產則於有可能可扣減暫時差額以對銷應課稅溢利時予以確認。倘暫時差額乃自商譽或於並不影響應課稅溢利或會計溢利之交易中初步確認(惟業務合併除外)其他資產或負債而產生，則該等資產或負債不予確認。

遞延稅項資產之賬面值乃於各個結算日進行檢討，並予以相應扣減，直至並無足夠應課稅溢利可供全部或部份遞延稅項資產可予應用為止。

遞延稅項按預期適用於負債清償或資產變現期間之稅率計算。遞延稅項從損益賬中扣除或計入損益賬，除非遞延稅項關乎直接從權益扣除或直接計入權益之項目，在該情況下遞延稅項亦於權益中處理。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Taxation

Taxation represents the sum of the tax currently payable and deferred tax. The tax currently payable is based on taxable profit for the year. Taxable profit differs from the profit as reported in the consolidated income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes income statement items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

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

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

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

財務賬項附註(續)

截至二零零七年六月三十日止年度
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3. 主要會計政策(續)

外幣

於編製各個別集團實體之財務賬項時，以該實體功能貨幣以外貨幣(外幣)進行之交易乃按其功能貨幣(即該實體業務所在主要經濟環境之貨幣)於交易日期當時之適用匯率換算入賬。於各結算日，以外幣列值之貨幣項目以結算日當時之適用匯率重新換算。按公平值列賬且按外幣列值之非貨幣項目乃按釐定公平值當日之適用匯率重新換算，而以外幣歷史成本計量之非貨幣項目不予重新換算。

因結算貨幣項目及換算貨幣項目所產生之滙兌差額於產生期間在損益賬確認。因換算按公平值列賬之非貨幣項目產生之滙兌差額計入期內之損益賬。除因換算非貨幣項目產生之損益直接確認於權益內，在該情況下其滙兌差額亦直接確認於權益內。

就呈列綜合財務賬項而言，本集團海外業務之資產及負債均按結算日當時之適用匯率換算為本公司之呈列貨幣(即港幣)，而其收入及開支乃按年度平均匯率換算，除非於期內匯率出現重大波動，則於該情況下，將採用交易日期當時之適用匯率。所產生之滙兌差額(如有)均確認為權益之獨立部份(換算儲備)。有關滙兌差額於該項海外業務出售期間在損益賬確認。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Foreign currencies

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

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

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Company (i.e. Hong Kong dollars) at the rate of exchange prevailing at the balance sheet date, and their income and expenses are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised as a separate component of equity (the translation reserve). Such exchange differences are recognised as profit or loss in the period in which the foreign operation is disposed of.

財務賬項附註 (續)

截至二零零七年六月三十日止年度
For the year ended 30 June 2007

3. 主要會計政策 (續)

外幣 (續)

對二零零五年七月一日或其後由收購海外業務所得之個別資產，其商譽及公平值調整會視為海外業務之資產及負債而其貨幣換算則以結算日當時的滙率為準。發生之滙兌差額會在換算儲備中確認。

退休福利計劃

香港及中華人民共和國之定額供款退休計劃及強制性公積金計劃(「強積金」)之供款於僱員提供服務使其符合資格獲得供款時，作為支出扣除。

金融工具

金融資產及金融負債於本集團成為工具訂約條文之一方時於綜合資產負債表確認。金融資產及金融負債初步以公平值計量。購置或發行金融資產及金融負債時直接產生之交易成本於初步確認時加進或扣減該金融資產及金融負債(視情況而定)之公平值。

金融資產

本集團之金融資產所採納之會計政策載列於下文。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Foreign currencies (Continued)

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation on or after 1 July 2005 are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the balance sheet date. Exchange differences arising are recognised in the translation reserve.

Retirement benefits costs

Payments to defined contribution retirement benefits plans in Hong Kong and the People's Republic of China and the Mandatory Provident Fund Scheme (the "MPF Scheme") are charged as expenses when employees have rendered service entitling them to the contributions.

Financial instruments

Financial assets and financial liabilities are recognised in the consolidated balance sheet when the Group becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets and financial liabilities, as appropriate, on initial recognition.

Financial assets

The accounting policies adopted in respect of the Group's financial assets are set out below.

財務賬項附註(續)

截至二零零七年六月三十日止年度
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3. 主要會計政策(續)

金融資產(續)

貸款及應收賬款

貸款及應收款項為於活躍市場並無報價而附帶固定或可釐定付款之非衍生金融資產。於首次確認後之各結算日，貸款及應收賬款(包括應收貸款、貿易及其他應收賬款，少數股東欠款、銀行存款及銀行結存)採用實際利率法攤銷成本，並扣減任何已識別減值虧損列賬。倘有客觀證據證明資產出現減值，則減值虧損會於損益賬確認，並按資產賬面值與按原實際利率貼現之估計未來現金流量現值兩者之差額計量。當該項資產之可收回金額增加可客觀地與該項減值確認後出現之事件關連，則減值虧損可於其後予以撥回，惟撥回減值當日之資產賬面值不得超過未確認減值時之已攤銷成本之賬面值。

金融負債及股本權益

由本集團發行之金融負債及股本權益工具根據所訂立合約安排之性質，以及金融負債及股本工具之定義而分類。股本權益工具指任何能作為本集團於扣除其所有負債後之資產剩餘權益之任何之合約。所採納與特定類別的金融負債及股本權益工具有關之會計政策載列於下文：

金融負債

金融負債(包括貿易及其他應付賬款、銀行貸款及欠一間有關聯公司之款項)其後採用實際利率按攤銷成本計算。

股本權益工具

由本公司發行之股本權益工具乃按實得款項(扣除直接發行費用)入賬。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial assets (Continued)

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. At each balance sheet date subsequent to initial recognition, loans and receivables (including loan receivables, trade and other receivables, amounts due from minority shareholders, bank deposits and bank balances) are carried at amortised cost using the effective interest method, less any identified impairment loss. An impairment loss is recognised as profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate. Impairment losses are reversed in subsequent periods when an increase in the asset's recoverable amount can be related objectively to an event occurring after the impairment was recognised, subject to a restriction that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

Financial liabilities and equity

Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

Financial Liabilities

Financial liabilities (including trade and other payables, bank loans and amount due to a related company) are subsequently measured at amortised cost, using the effective interest method.

Equity instruments

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

財務賬項附註 (續)

截至二零零七年六月三十日止年度
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3. 主要會計政策 (續)

衍生工具

衍生工具以衍生工具合約簽訂日之公平值作首次確認及其後以各結算日之公平值重新估量。所產生的收益或虧損將即時於損益賬內確認。附帶於其他金融工具或其他主合約之內置衍生工具，當其風險及特質與主合約並無密切關係和主合約並非按公平值計量及其變動非於損益賬內確認，將被視為分開處理的衍生工具。

財務擔保合約

財務擔保合約指因指定債務人未能按債務工具的原有或經修改條款如期付款時，發行人需支付指定金額予持有人以補償其所遭受損失的合約。本集團已發行並非按公平值計入損益賬的財務擔保合約首次以其公平值扣減發行財務擔保合約的直接應佔交易費用確認。於首次確認後，本集團以(i)根據香港會計準則第37號「撥備、或然負債及或有資產」釐定的金額；及(ii)首次確認的金額扣減(如合適)根據香港會計準則第18號「收益」確認的累計攤銷兩者中的較高者計算財務擔保合約的賬面值。

賣家承諾之應收賬款

賣家承諾之應收賬款包括租金擔保及出租佣金及物業管理費之補還。

租金擔保首先確認時以公平值確認，隨後於各結算日以公平值計量。租金擔保的公平值變動於損益賬處理。

當收取出租佣金及物業管理費之補還權利建立後，其補還收益便可確認。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Derivatives

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at each balance sheet date. The resulting gain or loss is recognised in profit or loss immediately. Derivatives embedded in other financial instruments or other host contracts are treated as separate derivatives when their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at fair value with changes in fair value recognised in profit or loss.

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument. A financial guarantee contract issued by the Group and not designed as at fair value through profit or loss is recognised initially at its fair value less transaction costs that are directly attributable to the issue of the financial guarantee contract. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount determined in accordance with HKAS 37 *Provisions, Contingent Liabilities and Contingent Assets*; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with HKAS 18 *Revenue*.

Receivable for vendor's undertakings

Receivable for vendor's undertakings includes the rental guarantee and reimbursements of letting commissions and property management fees.

The rental guarantee is recognised at fair value upon initial recognition and subsequently measured at fair value at each balance sheet date. Changes in fair value of the rental guarantee are dealt with in the profit and loss.

Reimbursements of letting commissions and property management fees are recognised when the right to receive the reimbursement can be established.

財務賬項附註(續)

截至二零零七年六月三十日止年度
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3. 主要會計政策(續)

收益確認

收益乃按於一般業務過程中所提供的貨物及服務的已收或應收代價(扣除折扣及相關銷售稅項)的公平值計量。

物業銷售

銷售物業所得的收益會於物業擁有權的主要風險及回報轉讓予買家並於下列所有條件達成時確認：

- 買賣合約之執行；
- 該物業已根據買賣合約交付予買家；及
- 根據買賣合約已收取定金或相關應收賬款之收回性很高。

在符合上述所有條件前自買家收取的定金及供款已於流動負債或非流動負債(按適用)內入賬。

其他

來自營運租賃的租金收入乃根據直線法在有關租約之年期內於收益表確認。

金融資產利息收入乃根據尚存本金及適用的實際利率按時間基準累計。而實際利率為透過金融資產的賬面淨值的預計年期實際貼現預期日後現金收入的比率。

源自投資之股息收入於本集團收取款項權利確定後，才確認入賬。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable for goods and services provided in the normal course of business, net of discounts and sales related taxes.

Sales of properties

Revenue arising from the sale of properties is recognised when the significant risks and rewards of ownership of the properties are transferred. This takes place when all of the following conditions are met:

- the execution of the sale and purchase agreement;
- the properties have been delivered to the purchasers pursuant to the sale and purchase agreement; and
- the receipt of the deposits pursuant to the sale and purchase agreement or collectibility of related receivables is probable.

Deposits and instalments received from purchasers prior to all the above conditions being met are included in current or non-current liabilities as appropriate.

Others

Rental income from operating leases is recognised in the income statement on a straight-line basis over the term of the relevant lease.

Interest income from a financial asset is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

Dividend income from investments is recognised when the Group's right to receive payment has been established.

財務賬項附註 (續)

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3. 主要會計政策 (續)

待發展物業

待發展物業指於土地使用權之預付租賃款項及直接填海和其他發展成本，包括資本化的借貸成本。當發展進展被中斷而引致延期，期間的借貸成本會被暫停資本化。待發展物業以成本及可變現淨值兩者較低額入賬。預付租賃款首先以成本確認，並於租約期內以直線基準於綜合收益表內攤銷。

物業、機器及設備

物業、機器及設備乃按成本減去其後累積折舊及累積減值虧損入賬。

物業、機器及設備成本之折舊乃以直線基準在估計可使用期內撇銷。

物業、機器及設備項目會在出售或預期繼續使用資產不會帶來未來經濟利益時不予確認。不予確認資產的任何損益(按該項目出售所得款項淨額與賬面值之間的差額計算)在項目不予確認的年度計入收益表。

減值

本集團於各結算日檢討其資產賬面值以確定該等資產是否已存在減損之跡象。倘估計一項資產之可收回金額低於其賬面值，則將其賬面值撇減至其可收回金額。一項減值虧損隨即於損益賬內確認。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Properties held for development

Properties held for development represents prepaid lease payments of land use rights, direct reclamation costs and other development costs including attributable borrowing costs capitalised. Capitalisation of other development costs are suspended during extended periods in which active development is interrupted. Properties held for development are stated at the lower of cost and net realisable value. The prepaid lease payments are initially recognised at cost and released to consolidated income statement over the lease term on a straight-line basis.

Property, plant and equipment

Property, plant and equipment are stated at cost less subsequent accumulated depreciation and accumulated impairment losses.

Depreciation is provided to write off the cost of property, plant and equipment over their estimated useful lives using the straight line method.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the income statement in the year in which the item is derecognised.

Impairment

At each balance sheet date, the Group reviews the carrying amounts of its assets to determine whether there is any indication that those assets have suffered an impairment loss. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

財務賬項附註(續)

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3. 主要會計政策(續)**減值(續)**

當一項減值虧損隨後撥回時，則將該項資產之賬面值增加至其修訂後的估計可收回金額，但增加後之賬面值不得超過過往年度若未確認減值虧損時所確定之賬面值。一項減值虧損之撥回隨即於損益賬內確認。

4. 推測不確定性之主要來源

本集團於編製會計估計時，作出若干未來的估計及假設，而所得的會計估計未必等於實際業績。主要估計及假設可能具重大風險而導致於下一財政年度內須作重大調整的資產及負債賬面值的論述如下。

應收賬款中確認之減值虧損

本集團根據對貸款應收賬款、貿易及其他應收賬款可收回程度的評估作出應收賬款中確認之減值虧損。

倘出現事件或情況變動顯示結餘可能無法收回，則會就貸款應收賬款、貿易及其他應收賬款作出減值虧損。減值虧損的確定須使用判斷及估計。當貸款應收賬款、貿易及其他應收賬款可收回程度的預期與原估計不符時，有關差異將影響貸款應收賬款、貿易及其他應收賬款的賬面值及減值虧損。

3. SIGNIFICANT ACCOUNTING POLICIES*(Continued)***Impairment (Continued)**

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

4. KEY SOURCES OF ESTIMATION UNCERTAINTY

The Group makes estimates and assumptions concerning the future in preparing accounting estimates. The resulting accounting estimates may not approximate the actual results. The key estimates and assumptions that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed as below.

Impairment losses recognised in respect of receivables

The Group makes impairment losses recognised in respect of receivables based on an assessment of the recoverability of loan receivables, trade and other receivables.

Impairment losses are applied to loan receivables, trade and other receivables where events or changes in circumstances indicate that the balances may not be collectible. The identification of impairment losses requires the use of judgement and estimates. Where the actual cash flows relating to loan receivables and trade and other receivables are different from the previous estimate, such difference will impact the carrying value of loan receivables, trade and other receivables and impairment losses.

財務賬項附註 (續)

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5. 財務工具

(甲) 財務風險管理目標及政策

本集團之主要金融工具包括貸款及貿易應收賬款、銀行結存、已抵押存款、貿易應付賬款及貸款。該等金融工具之詳情於各自之附註內披露。與該等金融工具有關之風險及如何減輕該等風險之政策載列如下。本集團會管理及監控有關風險程度以確保適當措施可以按時及有效的執行。

(i) 市場風險

外幣風險

本集團主要外幣風險與以外幣結算的銀行貸款有關(見附註第24項)。管理層會密切監察外幣風險並會在需要時考慮措施對沖重大的外幣風險。

利率風險

本集團的現金流利率風險主要與本集團以浮動利率計息的銀行貸款及銀行存款有關。管理層會密切監察相關的現金流利率風險，並會在需要時考慮對沖重大的現金流利率風險。

(ii) 信貸風險

於二零零七年六月三十日，本集團因交易方未能履行責任及本集團提供財務擔保而引致財務虧損的最大信貸風險來自：

- 於綜合資產負債表內所載已確認各自財務資產之賬面值；及
- 於附註第27項內所披露之或然負債金額。

5. FINANCIAL INSTRUMENTS

(a) Financial risk management objectives and policies

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

(i) Market risk

Foreign currency risk

The Group's major exposure to foreign currency risk is in relation to the bank loans denominated in a foreign currency (see note 24). Management closely monitors the foreign currency exposure and will consider hedging significant foreign currency exposure should the need arises.

Interest rate risk

The Group's cash flow interest rate risk relates primarily to the Group's bank loans and bank deposits at floating rates. Management monitors the related cash flow interest rate risk exposure closely and will consider hedging significant cash flow interest rate risk exposure should the need arises.

(ii) Credit risk

As at 30 June 2007, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties and financial guarantees issued by the Group is arising from:

- the carrying amount of the respective recognised financial assets as stated in the consolidated balance sheet; and
- the amount of contingent liabilities disclosed in note 27.

財務賬項附註(續)

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5. 財務工具(續)

(甲) 財務風險管理目標及政策(續)

(ii) 信貸風險(續)

為了盡量減低信貸風險，本集團已經制訂有關釐定信貸額、信貸批核及其他監察程序的政策，以確保採取跟進措施收回逾期之債務。此外，本集團於各結算日檢討各個別貿易債項、貸款應收賬款及向住房買家收取之其他應收款項之可收回款額，以確保就無法收回之款額作出足夠之減值虧損撥備。就此而言，本公司董事認為信貸風險已顯著降低。本集團面對信貸風險主要地域集中於中國北京及上海。

由於交易對方皆是擁有國際信貸評級機構指定為高度信貸評級之銀行，流動資金的信貸風險有限。

(乙) 公平值

財務資產及財務負債之公平值根據普遍採納之價格模式並按貼現現金流量分析釐定。

董事認為，於綜合財務報表內按已攤銷成本列賬之財務資產及財務負債與其公平值相約。

6. 業務及地域分類

業務部份

為便於管理，本集團目前分組為兩類經營組別－物業銷售及物業租賃。本集團之主要分類資料報告均以上述主要經營業務為基礎。

主要業務呈列如下：

物業銷售 — 銷售本集團發展之物業
物業租金 — 租賃投資物業

5. FINANCIAL INSTRUMENTS (Continued)

(a) Financial risk management objectives and policies (Continued)

(ii) Credit risk (Continued)

In order to minimise credit risk, the Group has policies in place for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade debt, loan receivable and other receivable from home buyers at each balance sheet date to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the Directors of the Company consider that the credit risk is significantly reduced. The Group's concentration of credit risk by geographical locations is mainly in Beijing and Shanghai, the PRC.

The credit risk on liquid funds is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

(b) Fair value

The fair value of financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

The Directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values.

6. BUSINESS AND GEOGRAPHICAL SEGMENTS

Business segments

For management purposes, the Group is currently organised into two operating divisions – property sales and property rental. These principal operating activities are the basis on which the Group reports its primary segment information.

Principal activities are as follows:

Property sales — sales of properties developed by the Group
Property rental — leasing of investment properties

財務賬項附註 (續)

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6. 業務及地域分類 (續)

6. BUSINESS AND GEOGRAPHICAL SEGMENTS (Continued)

業務部份 (續)

有關此等業務之分類資料呈報如下：

Business segments (Continued)

Segment information about these businesses is presented below:

		物業銷售		物業租賃		綜合	
		Property sales		Property rental		Consolidated	
		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
		2007	2006	2007	2006	2007	2006
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
營業額	TURNOVER						
對外銷售	External sales	127,941	157,282	37,451	14,187	165,392	171,469
分類業績	SEGMENT RESULT	13,504	23,863	313,951	140,217	327,455	164,080
未分配其他收入	Unallocated other income					21,876	5,740
未分配公司支出	Unallocated corporate expenses					(12,761)	(16,754)
融資成本	Finance costs					(18,151)	(1,014)
除稅前溢利	Profit before taxation					318,419	152,052
稅項	Taxation					(95,922)	(20,597)
本年度溢利	Profit for the year					222,497	131,455

資產負債表

BALANCE SHEET

		物業銷售		物業租賃		綜合	
		Property sales		Property rental		Consolidated	
		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
		2007	2006	2007	2006	2007	2006
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
資產	ASSETS						
分類資產	Segment assets	408,561	682,843	1,456,548	465,175	1,865,109	1,148,018
未分配公司資產	Unallocated corporate assets					145,646	131,528
綜合資產總值	Consolidated total assets					2,010,755	1,279,546
負債	LIABILITIES						
分類負債	Segment liabilities	60,680	107,376	54,162	27,206	114,842	134,582
未分配公司負債	Unallocated corporate liabilities					553,491	83,472
綜合負債總值	Consolidated total liabilities					668,333	218,054

財務賬項附註(續)

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6. 業務及地域分類(續)

6. BUSINESS AND GEOGRAPHICAL SEGMENTS (Continued)

業務部份(續)

Business segments (Continued)

其他資料

OTHER INFORMATION

	物業銷售		物業租賃		未分配		綜合	
	Property sales		Property rental		Unallocated		Consolidated	
	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	二零零七年	二零零六年
	2007	2006	2007	2006	2007	2006	2007	2006
	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000
資本支出	62	3,664	388,568	456,816	662	795	389,292	461,275
折舊	1,582	1,566	-	-	264	155	1,846	1,721
應收賬款中 確認之減值 虧損	-	24	15,593	-	100	-	15,693	24
重估盈餘/投資 物業公平值之 增加	-	-	279,616	132,000	-	-	279,616	132,000

地域分類

Geographical segments

下表列明本集團按地域市場(不考慮
貨品/服務來源)劃分之銷售分析:

The following table provides an analysis of the Group's sales by geographical market, irrespective of the origin of the goods/services:

		按地域市場劃分之營業額	
		Turnover by geographical market	
		二零零七年	二零零六年
		2007	2006
		港幣千元	港幣千元
		HKS'000	HKS'000
中國其他地區	Other regions in the PRC	165,392	157,282
香港特別行政區(「香港」)	Hong Kong Special Administrative Region ("Hong Kong")	-	14,187
		165,392	171,469

財務賬項附註(續)

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6. 業務及地域分類(續)

地域分類(續)

下表按資產位於之地域來分析分類資產賬面值、物業、機器及設備添置、新增投資物業及物業權益：

6. BUSINESS AND GEOGRAPHICAL SEGMENTS (Continued)

Geographical segments (Continued)

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

		分類資產賬面值		物業、機器及設備添置		新增投資物業及物業權益	
		Carrying amount of segment assets		Additions to property, plant and equipment		Additions to investment properties and property interest	
		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
		2007	2006	2007	2006	2007	2006
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
中國其他地區	Other regions in the PRC	1,881,480	1,147,955	62	2,103	388,568	456,816
香港	Hong Kong	4,298	4,488	662	799	-	-
		1,885,778	1,152,443	724	2,902	388,568	456,816
未分配資產	Unallocated assets	124,977	127,103				
		2,010,755	1,279,546				

財務賬項附註(續)

截至二零零七年六月三十日止年度
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7. 其他收入

7. OTHER INCOME

		二零零七年 2007 港幣千元 HK\$'000	二零零六年 2006 港幣千元 HK\$'000
其他收入包括：	Included in other income are:		
銀行利息收入	Bank interest income	1,618	5,432
兌換收益淨額	Exchange gain, net	19,789	49
出售物業、機器及設備收益	Gain on disposal of property, plant and equipment	110	—
賣家承諾之應收收益(附註第20項)	Gain in receivable for vendor's undertakings (note 20)	32,174	—
貸款應收賬款之假計利息收入	Imputed interest income on loan receivables	309	637

8. 融資成本

8. FINANCE COSTS

		二零零七年 2007 港幣千元 HK\$'000	二零零六年 2006 港幣千元 HK\$'000
須於五年內悉數償還之 銀行借貸利息	Interest on bank borrowings wholly repayable within five years	16,821	3,328
減：為合資格資產之開支 資本化而採用一項 資本化率0% (二零零六年：6.5%) 撥入及納入發展中物業之 資產成本款項	Less: Amount capitalised and included in properties under development by applying a capitalisation rate of nil (2006: 6.5%) to expenditure on qualifying assets	—	(3,259)
須於五年內悉數償還來自一間 有關聯公司之借貸利息	Interest on loan from a related company wholly repayable within five years	—	1,281
減：為合資格資產之開支資本化 而採用一項資本化率0% (二零零六年：6.0%)撥入及 納入待發展物業之資產 成本款項	Less: Amount capitalised and included in properties held for development by applying a capitalisation rate of nil (2006: 6.0%) to expenditure on qualifying assets	—	(721)
欠一間有關聯公司款項之 假計利息支出	Imputed interest expense on amount due to a related company	1,330	385
		18,151	1,014

財務賬項附註 (續)

截至二零零七年六月三十日止年度
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9. 除稅前溢利

9. PROFIT BEFORE TAXATION

		二零零七年 2007 港幣千元 HK\$'000	二零零六年 2006 港幣千元 HK\$'000
除稅前溢利已扣除下列各項：	Profit before taxation has been arrived at after charging:		
應收賬款中確認之減值虧損	Impairment loss recognised in respect of receivables	15,693	24
租賃預付款項攤銷	Amortisation of prepaid lease payments	3,193	3,077
減：納入待發展物業之資產成本款項	Less: Amount capitalised and included in properties held for development	–	(1,037)
		3,193	2,040
核數師酬金	Auditors' remuneration	693	723
折舊	Depreciation	1,846	1,780
減：納入發展中物業之資產成本款項	Less: Amount capitalised and included in properties under development	–	(59)
		1,846	1,721
出售物業、機器及設備虧損	Loss on disposal of property, plant and equipment	–	4
辦公室及僱員宿舍之營運租賃租金	Operating lease rentals in respect of office premises and staff quarters	1,233	645
員工成本(包括呈列於附註第10(甲)項之董事酬金)	Staff costs (including Directors' remuneration shown in note 10(a))	12,877	16,973
減：納入發展中物業之資產成本款項	Less: Amount capitalised and included in properties under development	–	(798)
		12,877	16,175

財務賬項附註(續)

截至二零零七年六月三十日止年度
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9. 除稅前溢利(續)

9. PROFIT BEFORE TAXATION (Continued)

		二零零七年 2007 港幣千元 HK\$'000	二零零六年 2006 港幣千元 HK\$'000
並已計入：	and after crediting:		
已收及應收營運租賃	Net operating lease rentals		
租金淨額	received and receivable		
物業總租金	Gross rents from properties	37,451	15,644
減：投資物業所產生直接支出*	Less: Direct expenses from investment properties*	(20,053)	(1,330)
		17,398	14,314

* 出租佣金及物業管理費之補還金額合港幣9,468,000元(二零零六年：無)與相關費用互相抵銷。

* Reimbursements of letting commissions and property management fees of HK\$9,468,000 (2006: nil) are set-off against the related expense.

財務賬項附註 (續)

截至二零零七年六月三十日止年度
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10. 董事及僱員酬金

10. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

(甲) 董事酬金

(a) Directors' emoluments

		二零零七年 2007 港幣千元 HK\$'000	二零零六年 2006 港幣千元 HK\$'000
董事袍金	Directors' fees		
執行董事	Executive	920	60
獨立非執行董事	Independent		
	Non-executive	420	120
其他酬金(執行董事):	Other emoluments (Executive Directors):		
薪金及其他福利	Salaries and other benefits	–	1,133
		1,340	1,313

實付或應付予各十名(二零零六年: 四名)董事之酬金如下:

The emoluments paid or payable to each of the 10 (2006: 4) Directors were as follows:

		二零零七年 2007		
		袍金	其他酬金: 薪金及 其他福利 Other emoluments: Salaries and other benefits	總額
		Fees 港幣千元 HK\$'000	港幣千元 HK\$'000	Total 港幣千元 HK\$'000
蔡黎明先生	Mr. CHUA Domingo	120	–	120
陳永杰博士	Dr. CHAN Wing Kit, Frank	100	–	100
陳永年先生	Mr. TANENGLIAN Mariano Chua	80	–	80
陳俊望先生	Mr. TAN Lucio Jr. Khao	80	–	80
張志明先生	Mr. CHEUNG Chi Ming	60	360	420
黃正順先生	Mr. PASCUAL Ramon Sy	120	–	120
莊劍青先生	Mr. CHONG Kim Chan, Kenneth	200	–	200
SY Robin先生	Mr. SY Robin	100	–	100
SALAZAR Lourdes Apostol 女士	Ms. SALAZAR Lourdes Apostol	40	–	40
麥貴榮先生+	Mr. MAK Kwai Wing, Alexander +	80	–	80
		980	360	1,340

財務賬項附註(續)

截至二零零七年六月三十日止年度
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10. 董事及僱員酬金(續)

(甲) 董事酬金(續)

	袍金	薪金及 其他福利 Other emoluments: Salaries and other benefits	總額
	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
彭傑文先生*	–	1,133	1,133
張志明先生	60	–	60
莊劍青先生	80	–	80
麥貴榮先生 ⁺	40	–	40
	180	1,133	1,313

* 彭傑文先生於二零零六年六月十六日辭任本公司董事一職。

+ 麥貴榮先生於二零零六年十二月十六日辭任本公司董事一職。

沒有酬金支付予其他董事。

在二零零六年董事其他酬金包括有關董事住宿營運租賃租金為港幣420,000元，並已包括在董事其他酬金內。

10. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

(Continued)

(a) Directors' emoluments (Continued)

	二零零六年 2006		
	袍金	薪金及 其他福利 Other emoluments: Salaries and other benefits	總額
	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
Mr. PANG Kit Man, John *	–	1,133	1,133
Mr. CHEUNG Chi Ming	60	–	60
Mr. CHONG Kim Chan, Kenneth	80	–	80
Mr. MAK Kwai Wing, Alexander ⁺	40	–	40
	180	1,133	1,313

* Mr. PANG Kit Man, John resigned as a Director of the Company on 16 June 2006.

+ Mr. MAK Kwai Wing, Alexander resigned as a Director of the Company on 16 December 2006.

No emoluments were paid to other Directors.

Included in Directors' other emoluments for 2006 was operating lease rentals in respect of Directors' accommodation amounting to HK\$420,000 included in Directors' other emoluments.

財務賬項附註 (續)

截至二零零七年六月三十日止年度
For the year ended 30 June 2007

10. 董事及僱員酬金 (續)

10. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

(Continued)

(乙) 僱員酬金

(b) Employees' emoluments

五名最高薪酬人士並無包括董事 (二零零六年：1名董事)，其酬金詳情載於上文附註第10(甲)項內。該5名人士 (二零零六年：4名人士) 之酬金如下：

The five highest paid individuals included no Director (2006: one Director), details of whose emoluments are set out in note 10(a) above. The emoluments of the five individuals (2006: four individuals) are as follows:

		二零零七年 2007 港幣千元 HK\$'000	二零零六年 2006 港幣千元 HK\$'000
薪金及其他福利	Salaries and other benefits	3,449	3,354
退休福利計劃供款	Retirement benefits scheme contributions	109	101
		3,558	3,455

每名個別人士之薪酬於兩年度內均少於港幣1,000,000元。

Each individual's emoluments is less than HK\$1,000,000 for both years.

財務賬項附註(續)

截至二零零七年六月三十日止年度
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11. 稅項

11. TAXATION

		二零零七年 2007 港幣千元 HK\$'000	二零零六年 2006 港幣千元 HK\$'000
稅項支出包括：	The tax charge comprises:		
香港利得稅	Hong Kong Profits Tax		
本年度	Current year	–	22,377
過往年度超額準備*	Overprovision in prior years*	(15,190)	(1)
		(15,190)	22,376
於中國其他地方所得稅	Income tax elsewhere in the PRC		
本年度	Current year	40,817	20,903
過往年度不足(超額)準備	Under (over) provision in prior years	9,835	(3,069)
		50,652	17,834
遞延稅項負債(附註第26項)	Deferred tax liabilities (note 26)		
本年度	Current year	78,718	(19,613)
來自稅率變動	Attributable to change in tax rate	(18,258)	–
		60,460	(19,613)
		95,922	20,597

* 該款項乃關於過往年度內出售一項物業之香港所得稅超額準備，這由於稅務局於本年度內已同意按應課稅及非應課稅之間出售所得款項之分配。

香港利得稅乃根據本年度內之估計應課稅溢利按17.5% (二零零六年：17.5%) 計算。

中國外資企業所得稅(「所得稅」)及土地增值稅(「增值稅」)乃按中國現行稅率計算。本年度法定所得稅稅率為33% (二零零六年：33%)。根據中國相關法律及法規，符合外國投資生產企業資格並於沿海經濟區域及經濟特區內設立之本集團附屬公司，可享有15%的中國企業所得稅優惠稅率。增值稅則按適用增值之價值採用累進稅率支出。

* The amount represented the overprovision of Hong Kong Profits Tax in respect of a property disposed of in prior year as a result of the allocation of the sales proceeds between taxable and non-taxable portions agreed with the Inland Revenue Department during the year.

Hong Kong Profits Tax is calculated at 17.5% (2006: 17.5%) of the estimated assessable profits for the year.

PRC Foreign Enterprise Income Tax (“FEIT”) and land appreciation tax (“LAT”) are calculated at the rates prevailing in the PRC. The statutory rate of the FEIT for the current year is 33% (2006: 33%). Pursuant to relevant laws and regulations in the PRC, the subsidiary of the Group that is qualified as productive foreign investment enterprises established in cities within the coastal economic zones and special economic zones are entitled to PRC enterprise income tax at concessionary rate at 15%. LAT is charged at progressive rates on the applicable appreciation value.

財務賬項附註 (續)

截至二零零七年六月三十日止年度
For the year ended 30 June 2007

11. 稅項 (續)

根據二零零七年三月十六日公佈中國企業所得稅法，國內及外國企業所得稅新稅率統一為25%，並於二零零八年一月一日起生效。對於目前採用33%法定所得稅稅率之一間附屬公司，遞延稅項是按照預計在資產變現或負債結算期間適用的稅率來確認。

遞延稅項負債詳情載於財務賬項附註第26項內。

本年度稅項(回撥)支出可與綜合收益表之除稅前溢利對賬如下：

11. TAXATION (Continued)

Pursuant to the PRC enterprise income tax law promulgated on 16 March 2007, the new tax rates for domestic and foreign enterprises are unified at 25% and will be effective from 1 January 2008. For a subsidiary which currently applied for statutory tax rate of 33%, deferred tax is recognised based on the tax rate that are expected to apply to the period when the asset is realised or the liability is settled.

Details of the deferred tax liabilities are set out in note 26.

The tax (credit) charge for the year can be reconciled to the profit before taxation per the consolidated income statement as follows:

		香港		於中國其他地方		合共	
		Hong Kong		Elsewhere in the PRC		Total	
		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
		2007	2006	2007	2006	2007	2006
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
除稅前溢利	Profit before taxation	(13,739)	126,658	332,158	25,394	318,419	152,052
適用稅率	Application tax rate	17.5%	17.5%	33%	33%		
按本地利得稅稅率計算之稅項	Tax at the domestic income tax rate	(2,404)	22,165	109,612	8,380	107,208	30,545
計算稅項時不可扣減支出之稅務影響	Tax effect of expenses not deductible for tax purpose	1,039	1,047	16,925	4,297	17,964	5,344
計算稅項時不需課稅收入之稅務影響	Tax effect of income not taxable for tax purpose	(303)	(23,275)	(5,800)	(1,230)	(6,103)	(24,505)
未被確認稅務虧損之稅務影響	Tax effect of tax losses not recognised	1,675	674	-	-	1,675	674
以往年度超額準備	Overprovision in prior years	(15,190)	(1)	-	(3,069)	(15,190)	(3,070)
以往年度不足準備	Underprovision in prior years	-	-	9,835	-	9,835	-
授予中國附屬公司稅務豁免之影響	Effect on tax exemptions granted to PRC subsidiary	-	-	(2,401)	(677)	(2,401)	(677)
稅率變動之影響	Effect of change in tax rate	-	-	(18,258)	-	(18,258)	-
因不同稅率對應付預扣所得稅之附屬公司之影響	Effect of different tax rate for subsidiaries subject to withholding tax	-	-	(17,491)	-	(17,491)	-
土地增值稅之影響	Effect of LAT	-	-	13,967	10,133	13,967	10,133
其他	Others	(7)	2,153	4,723	-	4,716	2,153
本年度稅項(回撥)支出	Tax (credit) charge of the year	(15,190)	2,763	111,112	17,834	95,922	20,597

財務賬項附註(續)

截至二零零七年六月三十日止年度
For the year ended 30 June 2007

12. 股息

12. DIVIDENDS

		二零零七年 2007 港幣千元 HK\$'000	二零零六年 2006 港幣千元 HK\$'000
有關截至二零零六年六月三十日止年度 已派發特別股息每股港幣15仙	Special dividend paid in respect of year ended 30 June 2006 of 15 Hong Kong cents per share	–	32,866
有關截至二零零六年六月三十日止年度 已派發末期股息每股港幣3仙 (二零零五年：港幣2仙)	Final dividend paid in respect of year ended 30 June 2006 of 3 Hong Kong cents (2005: 2 Hong Kong cents) per share	6,573	4,382
有關截至二零零七年六月三十日止年度 已派發中期股息每股港幣3仙 (二零零六年：港幣2仙)	Interim dividend paid in respect of year ended 30 June 2007 of 3 Hong Kong cents (2006: 2 Hong Kong cents) per share	6,573	4,382
		13,146	41,630

董事已建議截至二零零七年六月三十日止年度末期股息每股港幣3仙，惟須待股東在股東週年大會上通過。

The final dividend in respect of 3 Hong Kong cents per share for the year ended 30 June 2007 has been proposed by the Directors and is subject to approval by the shareholders in the annual general meeting.

13. 每股基本盈利

13. BASIC EARNINGS PER SHARE

本公司股權持有人應佔每股基本盈利乃根據本年度之本公司股權持有人應佔溢利港幣217,479,000元(二零零六年：港幣130,160,000元)及於本年度內已發行普通股219,103,681股(二零零六年：219,103,681股)計算。

The calculation of basic earnings per share attributable to equity holders of the Company is based on profit attributable to equity holders of the Company of HK\$217,479,000 (2006: HK\$130,160,000) for the year and on 219,103,681 (2006: 219,103,681) ordinary shares in issue throughout the year.

財務賬項附註(續)

截至二零零七年六月三十日止年度
For the year ended 30 June 2007

14. 物業、機器及設備

14. PROPERTY, PLANT AND EQUIPMENT

		機器、 車輛 設備及其他 Plant and machinery, Motor equipment vehicles and others	總額 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000
成本	COST		
於二零零五年七月一日	At 1 July 2005	5,948	27,684
兌換調整	Exchange realignment	156	766
添置	Additions	2,595	307
發展中物業轉撥	Transferred from properties under development	–	19
出售	Disposals	–	(22)
於二零零六年六月三十日	At 30 June 2006	8,699	28,754
兌換調整	Exchange realignment	391	1,507
添置	Additions	550	174
出售	Disposals	(2,230)	(212)
於二零零七年六月三十日	At 30 June 2007	7,410	30,223
折舊	DEPRECIATION		
於二零零五年七月一日	At 1 July 2005	5,324	15,833
兌換調整	Exchange realignment	122	424
本年度準備	Provided for the year	391	1,389
因出售而撇除	Eliminated on disposals	–	(17)
於二零零六年六月三十日	At 30 June 2006	5,837	17,629
兌換調整	Exchange realignment	246	915
本年度準備	Provided for the year	606	1,240
因出售而撇除	Eliminated on disposals	(2,132)	(139)
於二零零七年六月三十日	At 30 June 2007	4,557	19,645
賬面值	CARRYING AMOUNTS		
於二零零七年六月三十日	At 30 June 2007	2,853	10,578
於二零零六年六月三十日	At 30 June 2006	2,862	11,125

財務賬項附註(續)

截至二零零七年六月三十日止年度
For the year ended 30 June 2007

14. 物業、機器及設備(續)

上述物業、機器及設備項目按下列年率撇銷：

車輛	15%–20%
機器、設備及其他	10%–33.3%

14. PROPERTY, PLANT AND EQUIPMENT

(Continued)

The above items of property, plant and equipment are depreciated at the following rates per annum:

Motor vehicles	15% to 20%
Plant and machinery, equipment and others	10% to 33.3%

15. 投資物業

15. INVESTMENT PROPERTIES

		港幣千元 HK\$'000
公平值	FAIR VALUE	
於二零零五年七月一日	At 1 July 2005	500,000
公平值增加	Increase in fair value	132,000
出售	Disposal	(632,000)
於二零零六年六月三十日	At 30 June 2006	–
物業權益轉撥	Transferred from property interest	844,000
待售物業轉撥	Transferred from properties held for sale	228,730
兌換調整	Exchange realignment	58,426
重估盈餘	Revaluation surplus	254,569
公平值增加	Increase in fair value	25,047
於二零零七年六月三十日	At 30 June 2007	1,410,772

於本年度，待售物業(主要包括位於中國北京的購物商場及停車場)的賬面值港幣228,730,000元已撥入投資物業，因為該等物業於本年度內出租予第三者顯示管理層改變其對該等物業用途之意向。釐定該投資物業於轉撥該日公平值，乃參考第一太平戴維斯估值及專業顧問有限公司編製的評估報告。該投資物業於轉撥當日的公平值與賬面值之差額(重估盈餘)港幣254,569,000元已於綜合收益表內確認。

During the year, properties held for sale with carrying amount of HK\$228,730,000, comprising mainly shopping mall and car parks situated in Beijing, PRC, were transferred to investment properties because the management changed its intention with respect to use of the properties which was evidenced by the leasing to third parties during the year. The fair value of such investment properties at the date of transfer was determined by reference to a valuation carried out by Savills Valuation and Professional Services Limited. The difference (revaluation surplus) between the fair value of such investment properties and its carrying amount at the date of transfer amounted to HK\$254,569,000 has been recognised in the consolidated income statement.

財務賬項附註 (續)

截至二零零七年六月三十日止年度
For the year ended 30 June 2007

15. 投資物業 (續)

於二零零七年六月三十日，本集團投資物業之公平值乃根據與本集團並無關連之獨立專業估值師第一太平戴維斯估值及專業顧問有限公司於該日進行之估值得出。其為香港測量師學會成員及有合適資格和同類型相關地點物業之估值經驗，而該估值乃遵照國際估值標準，並參照市場上類似物業交易價格。重估引致公平值變動而帶來之收益淨額港幣25,047,000元(二零零六年：港幣132,000,000元)已撥入綜合收益表內。所有投資物業均位於中國並屬於中期租約。

於過往年度，投資物業於出售時的公平值乃來自出售交易的收益，並已於出售予獨立買家時反映。該來自公平值增加的收益港幣132,000,000元已撥入截至二零零六年六月三十日止年度的綜合收益表內。

本集團所有以營運租賃合約持有之投資物業以獲取租金收益或作為資本增值均以公平值方法計算。

15. INVESTMENT PROPERTIES (Continued)

The fair value of the Group's investment properties as at 30 June 2007 has been arrived at on the basis of valuations carried out on that date by Savills Valuation and Professional Services Limited, independent qualified professional valuers not connected with the Group. Savills Valuation and Professional Services Limited is a member of the Hong Kong Institute of Surveyors and has appropriate qualifications and recent experiences in the valuation of similar properties in the relevant locations. The valuation, which conforms to International Valuation Standards, was arrived at by reference to market evidence of transaction prices for similar properties. The revaluation gave rise to a net gain arising from changes in fair value of HK\$25,047,000 (2006: HK\$132,000,000) which has been credited to the consolidated income statement. All the investment properties are situated in PRC under medium-term lease.

In the prior year, as reflected by the disposal to an independent purchaser, the fair value of the investment properties upon disposal was the proceeds arising from the disposal transaction. The gain arising from the increase in fair value of HK\$132,000,000 had been credited to the consolidated income statement for the year ended 30 June 2006.

All the investment properties of the Group held under operating leases to earn rentals or for capital appreciation purposes are measured using the fair value model.

財務賬項附註(續)

截至二零零七年六月三十日止年度
For the year ended 30 June 2007

16. 物業權益

於二零零六年六月三十日，物業權益指本公司於過往年度收購的附屬公司智啟國際有限公司(「智啟國際」)與發展商(為賣方之附屬公司)訂立的預售合約所能識別及產生之可能經濟利益。有關收購附屬公司的詳情載於附註第33項。所預售之物業(「上海物業」)指發展商在過往年度興建、位於中國上海的一幢寫字樓大廈。物業權益已參照：(i)考慮相關資產的狀況後上海物業於二零零六年三月十四日的估值港幣844,000,000元；及(ii)扣減智啟國際支付(於本集團收購智啟國際後由其最終承擔)的物業權益餘款人民幣400,000,000元(約港幣388,568,000元)後，按估計公平值計量。

於本年度內，本集團已支付上述物業權益餘款。

物業工程已竣工並由賣方轉交該物業時，該物業權益的賬面金額為港幣844,000,000元並於本年度內轉撥為投資物業。

16. PROPERTY INTEREST

As at 30 June 2006, the property interest, which represented probable economic benefits identifiable and derived from the pre-sale contracts entered into between Move On International Limited (“MOIL”), a subsidiary acquired by the Group in the prior year and the developer which is a subsidiary of the vendor of MOIL. Details of the acquisition of the subsidiaries are set out in note 33. The property under pre-sale (“the Shanghai Property”) represented an office building which was under construction in the prior year by the developer and located in Shanghai, the PRC. The property interest was measured at its estimated fair value by reference to (i) the valuation of the Shanghai Property of HK\$844,000,000 as at 14 March 2006, taking into account of the status of the underlying asset; and (ii) after deducting the balance payment of the property interest of RMB400,000,000 (approximately HK\$388,568,000) that was ultimately borne by the Group after the acquisition of MOIL.

During the year, the Group paid the aforesaid balance payment of the property interest.

Upon the completion of construction of the property and the transfer of the property from the vendor, the carrying amount of property interest of HK\$844,000,000 was transferred to investment properties during the year.

財務賬項附註 (續)

截至二零零七年六月三十日止年度
For the year ended 30 June 2007

17. 待發展物業

本集團待發展物業乃位於中國深圳東角頭的一塊土地之土地使用權之預付租賃款項和直接填海費用。土地使用權自一九九九年十一月十八日起計為70年。於二零零三年十二月，本集團向中國深圳市規劃國土局支付地價款餘額。本集團並正在辦理取得長期租約土地使用權證。

於二零零七年六月三十日，待發展物業的款額包括港幣16,638,000元(二零零六年：港幣16,638,000元)及港幣6,924,000元(二零零六年：港幣6,924,000元)，分別為填海成本及利息資本化的款額。填海工程在過往年度內中止。中止後再無填海成本和利息被資本化。

18. 貸款應收賬款

貸款應收賬款乃應償還如下：

一年內或按要求時償還

一年後償還

減：列作流動資產之

一年內應償還款項

須於一年後償還款項

貸款應收貸款乃以住房買家之物業作抵押，並為免息及須分36期償還。有關金額乃以攤銷成本計量，而實際年利率為5.85%。

17. PROPERTIES HELD FOR DEVELOPMENT

The properties held for development of the Group represent prepaid lease payments of land use rights and direct reclamation costs for a piece of land situated at Tung Kok Tau in Shenzhen, the PRC with a land use right of up to 70 years commencing on 18 November 1999. In December 2003, the Group paid the outstanding balance of land premium to the Shenzhen Land Administration Bureau of the PRC. The Group is in the process of obtaining the land use right certificate for such long lease.

At 30 June 2007, included in the properties held for development are amounts of HK\$16,638,000 (2006: HK\$16,638,000) and HK\$6,924,000 (2006: HK\$6,924,000) being reclamation costs and interest capitalised. The reclamation works were suspended in prior year and no further reclamation costs and interest expenses were capitalised upon the suspension of the reclamation works since then.

18. LOAN RECEIVABLES

	二零零七年 2007 港幣千元 HK\$'000	二零零六年 2006 港幣千元 HK\$'000
貸款應收賬款乃應償還如下：		
Loan receivables are repayable as follows:		
一年內或按要求時償還	2,954	6,052
Within one year or on demand		
一年後償還	–	2,164
More than one year		
	2,954	8,216
減：列作流動資產之		
Less: Amount receivable within one year shown under current assets	(2,954)	(6,052)
一年內應償還款項		
Amount due after one year	–	2,164

The loan receivables are secured by the home buyers' properties, interest free and are repayable in 36 instalments. The amounts are measured at amortised cost and the effective interest rate is 5.85% per annum.

財務賬項附註(續)

截至二零零七年六月三十日止年度
For the year ended 30 June 2007

19. 待售物業

本集團待售物業乃位於中國以中期租賃持有。包括在內之款額港幣88,915,000元(二零零六年:港幣93,481,000元)之待售物業,預期將於結算日後十二個月內變現。

20. 其他金融資產**貿易及其他應收賬款**

於二零零七年六月三十日,貿易及其他應收賬款結餘包括貿易應收賬款港幣14,552,000元(二零零六年:港幣2,823,000元)、買家不履行向銀行償還款項而由本集團接管貸款(有物業擔保)港幣36,109,000元(二零零六年:港幣30,979,000元)及於二零零七年六月三十日為於過往年度有關收購附屬公司賣家承諾之一項應收款項港幣47,962,000元(二零零六年:港幣6,108,000元)(見附註第33項內披露)。除附註第18項披露的住房貸款外,本集團物業銷售允許客戶平均為三十日之信用期。來自租客之租金收入及客戶之應收服務收入於出示發票時即付。所有貿易應收賬款之賬齡為六十日內。

少數股東欠款

該款項概無抵押、免息及須按要求時償還,其中港幣5,161,000元為深圳市航運總公司之欠款,該公司乃本公司一附屬公司深圳圳華港灣企業有限公司(「圳華」)的少數股東,並持有圳華20%權益。

銀行結餘及現金

銀行結餘及現金包括本集團持有之現金及期限在三個月或以內而不限用途之銀行存款。平均實際利率為3.8%(二零零六年:3.8%)。

19. PROPERTIES HELD FOR SALE

The properties held for sale of the Group are situated in the PRC and held under medium term lease. Included in the amount are properties held for sale of HK\$88,915,000 (2006: HK\$93,481,000) expected to be realised within the next twelve months after the balance sheet date.

20. OTHER FINANCIAL ASSETS**Trade and other receivables**

At 30 June 2007, the balance of trade and other receivables included trade receivables of HK\$14,552,000 (2006: HK\$2,823,000), receivables from home buyers who defaulted on repayment to banks, representing the loans taken over by the Group, of HK\$36,109,000 (2006: HK\$30,979,000) with collateral of properties and an amount receivable as at 30 June 2007 for vendor's undertakings of HK\$47,962,000 (2006: HK\$6,108,000) in relation to the acquisition of subsidiaries in the prior year as disclosed in note 33. For property sales, other than home loans disclosed in note 18, the Group allows an average credit period of 30 days to its customers. Rentals receivable from tenants and service income receivables from customers are payable on presentation of invoices. All trade receivables are within aged 60 days.

Amounts due from minority shareholders

The amounts are unsecured, interest free and repayable on demand, of which HK\$5,161,000 is due from Shenzhen Marine Company, a minority shareholder of a subsidiary of the Company, Shenzhen Zhen Wah Harbour Enterprises Ltd ("Zhen Wah"), holding 20% equity interests in Zhen Wah.

Bank balances and cash

Bank balances and cash comprise cash held by the Group and deposits with maturity of three months or less held with banks were not restricted in use. The average effective interest rate is 3.8% (2006: 3.8%).

財務賬項附註(續)

截至二零零七年六月三十日止年度
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21. 貿易及其他應付賬款

於二零零七年六月三十日，貿易及其他應付賬款結餘包括港幣21,452,000元(二零零六年：港幣41,635,000元)之貿易應付賬款。貿易應付賬款之賬齡分析如下：

0日至60日內	0-60 days
61日至90日內	61-90 days
90日以上	Over 90 days

21. TRADE AND OTHER PAYABLES

At 30 June 2007, the balance of trade and other payables included trade payables of HK\$21,452,000 (2006: HK\$41,635,000). The aged analysis of trade payables is as follows:

二零零七年 2007 港幣千元 HK\$'000	二零零六年 2006 港幣千元 HK\$'000
7,433	31,773
—	519
14,019	9,343
21,452	41,635

22. 已收預售按金

款項預期在結算日後十二個月內確認為收益。

22. PRE-SALE DEPOSITS RECEIVED

The amount is expected to be recognised as revenue within the next twelve months after the balance sheet date.

23. 欠一間有關聯公司之款項

欠一間有關聯公司之款項指附註第33項所闡述之收購附屬公司協議下總代價中港幣30,000,000元之保留款項。於二零零六年九月三十日，該筆款項將於預售合約(見附註第16項內披露)完成後分三年每年支付港幣10,000,000元予以發還。該款項按5%之實際年利率以攤銷成本計量。於本年度內，就此筆結餘於綜合收益表內扣減港幣1,330,000元(二零零六年：港幣385,000元)之假計利息開支。若干董事於該有關聯公司內有重大股權權益。

23. AMOUNT DUE TO A RELATED COMPANY

The amount due to related company represents the retained sum of HK\$30,000,000 out of the total consideration under the agreement for the acquisition of the subsidiaries as explained in note 33. The amount will be repaid in three yearly payments of HK\$10,000,000 each from the completion of the pre-sale contracts on 30 September 2006 as disclosed in note 16. The amount is measured at amortised cost at an effective interest rate of 5% per annum. During the year, an imputed interest expense of HK\$1,330,000 (2006: HK\$385,000) is charged to the consolidated income statement in respect of this balance. The related company is a company in which certain Directors have significant equity interests.

財務賬項附註(續)

截至二零零七年六月三十日止年度
For the year ended 30 June 2007

24. 銀行貸款

24. BANK LOANS

		二零零七年 2007 港幣千元 HK\$'000	二零零六年 2006 港幣千元 HK\$'000
有抵押	Secured	383,200	—
無抵押	Unsecured	5,000	—
		388,200	—
應償還銀行貸款如下：	The bank loans were repayable as follows:		
一年內或按要求時償還	Within one year or on demand	36,900	—
一年後但不超過兩年	More than one year, but not exceeding two years	35,300	—
兩年後但不超過五年	More than two years, but not exceeding five years	316,000	—
		388,200	—
減：列作流動負債之一 年內應償還款項	Less: Amount repayable within one year shown under current liabilities	36,900	—
須於一年後償還款項	Amount due after one year	351,300	—

銀行貸款以位於上海的投資物業作抵押，並以港幣結算。

The bank loans are secured by the investment properties situated in Shanghai and denominated in Hong Kong dollars.

該等貸款根據香港銀行同業拆息（「同業拆息」）再加上0.61%至1%之浮動利率（二零零六年：同業拆息再加上0.48%至1.5%）計息。

The loans carried interest at variable rates ranging from 0.61% to 1% over Hong Kong Interbank Offered Rate (“HIBOR”) (2006: 0.48% to 1.5% over HIBOR).

財務賬項附註(續)

截至二零零七年六月三十日止年度
For the year ended 30 June 2007

25. 股本

25. SHARE CAPITAL

		二零零七年及 二零零六年 2007 & 2006 股份數目 Number of shares	二零零七年及 二零零六年 2007 & 2006 總數 Amount 港幣千元 HK\$'000
每股面值港幣 1.00 元之 普通股股份 法定	Ordinary shares of HK\$1.00 each Authorised	300,000,000	300,000
已發行	Issued	219,103,681	219,104

26. 遞延稅項負債

26. DEFERRED TAX LIABILITIES

以下為本年度及過往報告期間本集團
確認之主要遞延稅項負債及有關變動：

The major deferred tax liabilities recognised by the Group
and movements thereon during the current and prior reporting
periods are as follows:

		加速 稅務折舊 Accelerated tax depreciation 港幣千元 HK\$'000	稅務虧損 Tax losses 港幣千元 HK\$'000	物業權益 Property interest 港幣千元 HK\$'000 (附註) (Note)	投資物業 Investment properties 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
二零零五年七月一日	At 1 July 2005	28,488	(8,875)	-	-	19,613
收購附屬公司	Acquisition of subsidiaries	-	-	27,721	-	27,721
在綜合收益表內扣除	Charge to consolidated income statement	(28,488)	8,875	-	-	(19,613)
二零零六年六月三十日	At 30 June 2006	-	-	27,721	-	27,721
重新分類	Reclassification	-	-	(27,721)	27,721	-
在綜合收益表內扣除	Charge to consolidated income statement	-	-	-	78,718	78,718
稅率變動之影響	Effect of change in tax rate	-	-	-	(18,258)	(18,258)
兌換調整	Exchange realignment	-	-	-	2,380	2,380
二零零七年六月三十日	At 30 June 2007	-	-	-	90,561	90,561

附註：這代表智啟國際物業權益歷史成本入賬數
額與本集團持有物業權益公平值之差額的
稅務影響。

Note: It represents the tax effect on the difference between the historical costs
of the property interest in the books of MOIL and the fair value of the
property interest held by the Group.

財務賬項附註(續)

截至二零零七年六月三十日止年度
For the year ended 30 June 2007

26. 遞延稅項負債(續)

於二零零七年六月三十日，本集團可用作抵銷未來溢利而未使用稅務虧損為港幣18,475,000元(二零零六年：港幣21,838,000元)。因未來溢利流動之不可預計，故未有確認遞延稅項資產。該稅項虧損可無限期結轉。

27. 或然負債

本集團及本公司曾為中國北京一房地產項目的住房買家提供銀行按揭貸款償還擔保。於二零零七年六月三十日，本集團提供該等擔保按揭貸款為港幣357,976,000元(二零零六年：港幣402,216,000元)。本公司董事認為由於該等財務擔保合同之低借貸比率，故有關財務擔保合同之首次確認之公平值並不重大。

28. 資本承擔

已簽署合約而未在財務賬項內撥備有關收購物業權益之資本性支出

26. DEFERRED TAX LIABILITIES (Continued)

At 30 June 2007, the Group has unused tax losses of HK\$18,475,000 (2006: HK\$21,838,000) available for offset against future profits. No deferred tax asset has been recognised due to the unpredictability of future profit streams. Such tax losses may be carried forward indefinitely.

27. CONTINGENT LIABILITIES

The Group has given guarantees in respect of the settlement of home loans provided by banks to the home buyers of a property project in Beijing, the PRC. At 30 June 2007, the Group had given guarantees in respect of such home loans of HK\$357,976,000 (2006: HK\$402,216,000). The Directors of the Company consider that the fair values of these financial guarantee contracts at their initial recognition are insignificant on the basis of the low loan ratio.

28. CAPITAL COMMITMENTS

	二零零七年 2007 港幣千元 HK\$'000	二零零六年 2006 港幣千元 HK\$'000
已簽署合約而未在財務賬項內撥備有關收購物業權益之資本性支出	—	388,568

Capital expenditure in respect of the acquisition of property interest contracted for but not provided in the financial statements

財務賬項附註(續)

截至二零零七年六月三十日止年度
For the year ended 30 June 2007

29. 租賃承擔

29. LEASE COMMITMENTS

本集團為承租者：

The Group as lessee:

於結算日，本集團就租用物業所訂下不可撤銷營運租賃之將來最少租賃付款總額如下：

At the balance sheet date, the Group had total future minimum lease payments under non-cancellable operating leases in respect of rented premises as follows:

		二零零七年 2007 港幣千元 HK\$'000	二零零六年 2006 港幣千元 HK\$'000
於一年內	Within one year	1,309	518
於第二至第五年內 (兩者包括在內)	In the second to fifth year inclusive	520	24
		1,829	542

租約協議平均為期兩年，而租約期內之租金乃固定的。

Leases are negotiated for an average term of two years and rentals are fixed over the term of the leases.

本集團為出租者：

The Group as lessor:

於結算日，以下資產按營運租賃租出：

At the balance sheet date, the following assets were rented out under operating leases:

		二零零七年 2007 港幣千元 HK\$'000	二零零六年 2006 港幣千元 HK\$'000
投資物業	Investment properties	1,264,618	–
待售物業	Properties held for sale	27,819	90,226

財務賬項附註(續)

截至二零零七年六月三十日止年度
For the year ended 30 June 2007

29. 租賃承擔(續)

該等資產平均出租期為三年，而承租者有權續約，惟續約期不超過兩年。租約期內之租金乃固定的。

於結算日，本集團與租客簽訂不可撤銷營運租賃之將來最少租賃收入總額如下：

29. LEASE COMMITMENTS (Continued)

These assets were leased out for average term of three years with renewal options given to the lessees for further periods not exceeding two years. Rentals are fixed over the term of the leases.

As at the balance sheet date, the Group had contracted with tenants for the following future minimum lease payments under non-cancellable operating leases:

		二零零七年 2007 港幣千元 HK\$'000	二零零六年 2006 港幣千元 HK\$'000
於一年內	Within one year	64,707	19,217
於第二至第五年內 (兩者包括在內)	In the second to fifth year inclusive	116,362	36,656
五年以上	Over five years	30,170	24,330
		211,239	80,203

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30. 優先認股權計劃

本公司於二零零一年十二月二十一日採納一項優先認股權計劃（「優先認股權計劃」）。

採納優先認股權計劃旨在為董事、員工及合資格參與者提供獎勵，並於二零零一年十二月二十日屆滿。根據優先認股權計劃，本公司董事會可向本公司及其附屬公司執行董事、員工及依據優先認股權計劃由本公司董事會酌情決定合資格參與者，授予可認購本公司股份之優先認股權。每股認購價格不少於(i)授予優先認股權當日在聯交所上市之本公司股份收市價；(ii)緊接授予優先認股權日期前五個營業日在聯交所之本公司股份平均收市價；及(iii)本公司股份面值三者之較高者。根據優先認股權計劃可授予優先認股權股份數目最多為於優先認股權計劃獲批准當日本公司已發行股份之10%。倘悉數行使會導致董事、員工或合資格參與者在任何十二個月內可認購總額超逾本公司已發行股本1%，他或她均不可授予優先認股權。按照優先認股權計劃，可行使授予優先認股權時間為本公司董事會通知期限，惟不得超過自授予之日起計十年。接受每一優先認股權之授予須支付代價港幣1元。

自優先認股權採納日，本公司及其附屬公司任何董事、員工及合資格參與者概無根據優先認股權計劃獲授予或行使優先認股權，及於二零零七年六月三十日、二零零六年六月三十日及二零零五年七月一日並無尚未行使之優先認股權。

30. SHARE OPTION SCHEME

The Company adopted a share option scheme on 21 December 2001 (the "Share Option Scheme").

The Share Option Scheme was adopted for the purpose of providing incentives to directors, employees and eligible participants and will expire on 20 December 2011. Under the Share Option Scheme, the Board of Directors of the Company may grant options to Executive Directors, employees of the Company and its subsidiaries and such eligible participants at the discretion of the Board of Directors of the Company pursuant to the terms of the Share Option Scheme, to subscribe for shares of the Company at a price per share not less than the highest of i) the closing price of a share of the Company listed on the Stock Exchange at the date of grant of the option; ii) the average of the closing price of a share of the Company on the Stock Exchange for the five trading days immediately preceding the date of grant of the option; and iii) the nominal value of a share of the Company. The maximum number of shares in respect of which options shall be granted under the Share Option Scheme shall not exceed 10% in aggregate of the issued share capital of the Company at the date of its adoption. No Director, employee or eligible participant may be granted options under the Share Option Scheme which will enable him or her if exercise in full to subscribe for exceeding 1% of the issued share capital of the Company in any 12-month period. The option period for which the options granted can be exercisable, shall be such period as notified by the Board of Directors of the Company, save that it shall not be more than 10 years from the date of grant subject to the terms of the Share Option Scheme. Nominal consideration of HK\$1 is payable on acceptance of each grant.

No share option was granted to or exercised by any of the Company's and its subsidiaries' Directors, employees and such eligible participants under the Share Option Scheme since its adoption, and there were no share options outstanding as at 30 June 2007, 30 June 2006 and 1 July 2005.

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31. 退休福利計劃

(甲) 於二零零零年十二月一日前，本集團為所有合資格僱員設立定額供款退休計劃(「定額供款退休計劃」)。該計劃之資產由獨立受託人管理，並與本集團之資產分開處理。倘僱員於可取得全數供款前退出定額供款退休計劃，則本集團將可以動用該放棄供款以減低本集團日後之供款。

自二零零零年十二月一日起，本集團設立強制性公積金計劃(「強積金計劃」)。定額供款退休計劃之員工可有一次性之選擇權，決定轉為強積金計劃或保留現時之計劃。而新合資格僱員可選擇參加定額供款退休計劃或強積金計劃。強積金計劃已根據強制性公積金計劃條例向強積金管理局註冊。強積金計劃之資產由獨立受託人管理，並與本集團之資產分開處理。根據強積金計劃條例，僱主及其僱員分別須按規例訂明之比率作出供款。並無任何放棄供款可供僱主用作減低本集團日後供款之用。

由定額供款退休計劃及強積金計劃而引致納入收益表內的退休福利計劃供款，乃本集團按該等計劃規例訂明之比率而作出應付供款。

於本年度內，退休福利供款港幣123,000元(二零零六年：港幣209,000元)已計入綜合收益表內。

於二零零七年六月三十日，僱員因終止定額供款退休計劃而放棄之供款為港幣1,000元(二零零六年：港幣57,000元)，該款項可用作減低本集團將來之應付供款。

31. RETIREMENT BENEFIT SCHEME

(a) Prior to 1 December 2000, the Group operated a defined contribution retirement benefit scheme (“Defined Contribution Scheme”) for its qualifying employees in Hong Kong. The assets of the scheme were held separately from those of the Group in funds under the control of an independent trustee. Where there are employees who leave the Defined Contribution Scheme prior to vesting fully in the contributions, the amount of the forfeited contributions would be used to reduce future contributions payable by the Group.

With effective from 1 December 2000, the Group has set up a MPF Scheme. Members of the Defined Contribution Scheme were given one-time option to choose to transfer to the MPF Scheme or remain in the existing scheme. While new eligible employees can choose between the Defined Contribution Scheme and MPF Scheme. 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 rules of the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at rate specified in the rules. No forfeited contributions are available to reduce the contribution payable in the future years by the employer.

The retirement benefit scheme contributions arising from the Defined Contribution Scheme and the MPF Scheme charged to the income statement represent contributions payable to the funds by the Group at rates specified in the rules of the schemes.

During the year, retirement benefits contributions charged to the consolidated income statement are HK\$123,000 (2006: HK\$209,000).

At 30 June 2007, there are forfeited contributions of HK\$1,000 (2006: HK\$57,000) which arose upon employees leaving the Defined Contribution Scheme and which are available to reduce the contributions payable by the Group under Defined Contribution Scheme in the future years.

財務賬項附註 (續)

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31. 退休福利計劃 (續)

(乙) 根據有關中國法例及規則，中國附屬公司須根據北京及深圳當地政府規定，分別將薪金之20%及9%，作為退休福利計劃中該等公司員工退休福利的供款。

於本年度內，退休福利供款港幣639,000元(二零零六年：港幣638,000元)已計入綜合收益表內。

32. 資產抵押

此外，除附註第27項所披露本集團就銀行授予若干買家之住房貸款所提供之保證外，本集團亦已將其銀行存款港幣31,469,000元(二零零六年：港幣16,804,000元)抵押予銀行，作為授予住房買家之該等住房貸款之抵押品。存款按平均0.72%(二零零六年：0.72%)之浮動息率計息，並會於授予住房買家之住屋貸款解除後解除。該等存款於二零零七年六月三十日之公平值與其相應賬面值相若。

於二零零七年六月三十日，本集團已向銀行抵押位於中國上海的投資物業，其賬面值為港幣920,604,000元，並轉讓予銀行該投資物業所得租金收入及出售款項，以取得授予本集團一般銀行融資。

31. RETIREMENT BENEFIT SCHEME (Continued)

(b) According to the relevant laws and regulations in the PRC, the PRC subsidiaries are required to contribute 20% and 9% of the stipulated salary set by the Beijing and Shenzhen local governments, respectively, to the retirement benefits schemes to fund the retirement benefits of their employees.

During the year, the retirement benefits contributions charged to the consolidated income statement are HK\$639,000 (2006: HK\$638,000).

32. PLEDGE OF ASSETS

In addition to the guarantees given by the Group for home loans provided by banks to certain buyers as disclosed in note 27, the Group has also pledged its bank deposits of HK\$31,469,000 (2006: HK\$16,804,000) to banks to secure such home loans granted to the home buyers. The deposits carry floating interest rate of 0.72% (2006: 0.72%) on average and will be released upon the release of relevant home loans granted to home buyers. The fair value of such deposits at 30 June 2007 approximates to the corresponding carrying amount.

At 30 June 2007, the Group had pledged its investment properties situated in Shanghai, the PRC with a carrying amount of HK\$920,604,000 and an assignment of rental and sale proceeds from the investment properties to the bank to secure general banking facilities granted to the Group.

財務賬項附註(續)

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33. 收購附屬公司

於二零零六年一月五日，Eton Properties Group Limited (「賣方」)、Eton Properties Limited (「擔保方」)及本公司全資附屬公司Glory Diamond Inc. (「買方」)訂立協議，據此，賣方同意出售及買方同意購買High Grand Investments Limited (「HGIL」)全部已發行股份，以及HGIL結欠賣方之未償還債項(該債項於二零零六年一月五日約為港幣77,000,000元)，總代價為港幣344,000,000元(約相當於人民幣358,000,000元)。賣方於本公司持有股權權益並對本公司有重大影響力。HGIL為一間投資控股公司，其持有智啟國際全部已發行股本。智啟國際為持有附註第16項所披露之物業權益之公司。

於交易中所收購之資產淨值即物業權益之公平值港幣456,816,000元(賬面值為港幣179,605,000元)，扣除相關遞延稅項負債港幣27,721,000元。交易之總代價包括現金代價港幣314,000,000元及應付予有關聯公司之遞延代價港幣26,512,000元，及後扣除與收購事項相關之交易成本為港幣2,240,000元。

除上文所述所收購之資產淨值外，應收賣方之一項應收款項為港幣6,108,000元，乃透過收購事項確認。有關金額代表管理層對賣方於收購附屬公司之協議內訂明有關租金回報、償還物業管理費及應付予租務代理之佣金之承諾之最佳估算，並已參考估計市場租金及佔用率釐訂。

總代價與所收購資產淨值之公平值間之差額港幣92,451,000元被視為賣方(彼亦為本公司之股權持有人)之出資額，並於截至二零零六年六月三十日止年度內計入本集團之其他儲備。

因收購而引起之淨現金流出為港幣316,240,000元，包括現金代價港幣314,000,000元及與收購有關之交易費港幣2,240,000元。於截至二零零六年六月三十日止年度內收購之子公司對本集團本年度內營業額、業績及現金流並無重大貢獻。

33. ACQUISITION OF SUBSIDIARIES

On 5 January 2006, the Eton Properties Group Limited (the "Vendor"), Eton Properties Limited (the "Guarantor") and Glory Diamond Inc., (the "Purchaser"), a wholly-owned subsidiary of the Company, entered into an agreement, pursuant to which the Vendor agreed to sell, and the Purchaser agreed to purchase, the entire issued share of High Grand Investments Limited ("HGIL") and the outstanding debt owing from HGIL to the Vendor and such debt amounted to approximately HK\$77,000,000 as at 5 January 2006, at the total consideration of HK\$344,000,000 (equivalent to approximately RMB358,000,000). The Vendor has an equity interest in the Company that gives it significant influence over the Company. HGIL was an investment holding company, it holds the entire issued share capital of MOIL. MOIL was the company holding the property interest as disclosed in note 16.

The net assets acquired in the transaction represent the property interest with a fair value of HK\$456,816,000 (with the carrying value of HK\$179,605,000), deducting the related deferred tax liabilities of HK\$27,721,000. The total consideration of the transaction comprised cash consideration of HK\$314,000,000 and deferred consideration payable to a related company of HK\$26,512,000, after deducting transaction costs incurred in connection with the acquisition was HK\$2,240,000.

In addition to the net assets acquired as stated above, a receivable from the Vendor of HK\$6,108,000 was recognised through the acquisition which represents the management's best estimate of the Vendor's undertaking stipulated in the agreement for acquisition of the subsidiaries in respect of rental yield, reimbursement of the property management fees and the letting commission payable to letting agents with reference to the estimated market rentals and occupancy rates.

The difference of HK\$92,451,000 between the total consideration and the fair value of the net assets acquired was considered as deemed capital contribution from the Vendor who is also an equity holder of the Company and was credited to the other reserve of the Group during the year ended 30 June 2006.

The net cash outflow arising on the acquisition is HK\$316,240,000, comprising cash consideration of HK\$314,000,000 and transaction costs incurred in connection with the acquisition of HK\$2,240,000. The subsidiaries acquired during the year did not make significant contribution to be Group's turnover, result and cash flow during the year ended 30 June 2006.

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34. 與有關聯人士之交易

除於綜合財務賬項附註第20、23及33項內披露者外，本集團與有關聯公司於本年度內達成下列交易：

已收租金收入	Rental income received
已付租金及管理費	Rental and management fees paid
已付顧問服務費	Consultancy service fees paid
已付融資成本及費用	Finance costs and charges paid

34. RELATED PARTY TRANSACTIONS

Other than those disclosed in notes 20, 23 and 33 to the consolidated financial statements, during the year, the Group has entered into the following transactions with related companies:

二零零七年 2007 港幣千元 HK\$'000	二零零六年 2006 港幣千元 HK\$'000
–	65
9,012	1,415
1,060	1,000
–	1,646

於二零零七年六月三十日及二零零六年六月三十日，下列有關聯公司之其他未償還結餘（該等款項為無抵押、免息及須按要求償還）載列如下：

納入貿易及其他應收賬款之應收有關聯公司按金	Deposits due from related companies included in trade and other receivables
納入貿易及其他應收賬款之應收有關聯公司款項	Amounts due from related companies included in trade and other receivables
納入貿易及其他應付賬款之應付有關聯公司款項	Amount due to a related company included in trade and other payables

二零零七年 2007 港幣千元 HK\$'000	二零零六年 2006 港幣千元 HK\$'000
333	232
1,062	94
1,348	–

Other outstanding balances with the following related companies, which are unsecured, interest free and repayable on demand, at 30 June 2007 and 30 June 2006 are as follows:

有關聯公司乃為若干董事於該等公司擁有股權權益，並對該等公司帶來重大影響。

The related companies are companies in which certain Directors have equity interests in these companies that give them significant influence over these companies.

本集團主要管理人事為所有董事，彼等薪酬詳情在附註第10項內披露。

The Group's key management personnel are all Directors, details of their remuneration are disclosed in note 10.

財務賬項附註(續)

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35. 本公司資產負債表資料

本公司於結算日資產負債表資料包括：

35. BALANCE SHEET INFORMATION OF THE COMPANY

Balance sheet information of the Company at the balance sheet date includes:

		二零零七年 2007 港幣千元 HK\$'000	二零零六年 2006 港幣千元 HK\$'000
非流動資產	Non-current Assets		
附屬公司權益	Interests in subsidiaries	104,327	—
一間附屬公司貸款	Loan to a subsidiary	727,756	—
		832,083	—
流動資產	Current Assets		
附屬公司欠款	Amount due from subsidiaries	—	763,028
其他應收款項及預付款	Other receivables and prepayment	100	107
銀行結餘及現金	Bank balances and cash	492	464
		592	763,599
流動負債	Current Liabilities		
其他應付賬款	Other payables	1,879	1,649
欠附屬公司款項	Amounts due to subsidiaries	—	48,054
		1,879	49,703
流動(負債)資產淨值	Net Current (Liabilities) Assets	(1,287)	713,896
		830,796	713,896
資本及儲備	Capital and Reserves		
股本	Share capital	219,104	219,104
儲備	Reserves	548,102	494,792
		767,206	713,896
非流動負債	Non-current Liabilities		
欠附屬公司款項	Amounts due to subsidiaries	63,590	—
		63,590	—
		830,796	713,896

財務賬項附註 (續)

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36. 主要附屬公司詳情

36. PARTICULARS OF PRINCIPAL SUBSIDIARIES

於二零零七年六月三十日，主要附屬公司之詳情如下：

Particulars of principal subsidiaries at 30 June 2007 are as follows:

附屬公司名稱 Name of subsidiary	成立/註冊/ 經營地區 Place of incorporation/ registration/ operation	已發行及 繳足股本/ 註冊資本 Issued and paid up share capital/ registered capital		本公司持有 已發行股本/ 註冊資本面值 百分比 Proportion of nominal value of issued/registered capital held by the Company	主要業務 Principal activities
		普通股 Ordinary	其他 Others		
雅典企業有限公司 Ardent Enterprises Limited	香港 Hong Kong	港幣1,200元 HK\$1,200	—	100%	投資控股 Investment holding
北京利暉房地產開發 有限公司 Beijing Longfast Property Development Co., Ltd.	中國(附註六) PRC (Note 6)	—	美金29,500,000元 (附註一) US\$29,500,000 (Note 1)	98%	物業投資及發展 Property investment and development
乘旋投資有限公司 Billion Stock Investment Limited	香港 Hong Kong	港幣2元 HK\$2	—	100%	提供信託服務 Provision of nominee services
Broad Capital Investments Limited	英屬處女群島 British Virgin Islands	美金1元 US\$1	—	100%	投資控股 Investment holding
中盈置業有限公司 China Gain Properties Limited	香港 Hong Kong	港幣2元 HK\$2	—	100%	物業投資 Property investment
Dynamic (B.V.I.) Limited	英屬處女群島 British Virgin Islands	美金50,000元 US\$50,000	—	100%	投資控股 Investment holding
達力財務有限公司 Dynamic Finance Limited	香港 Hong Kong	港幣10,000元 HK\$10,000	—	100%	融資 Financing
達力管理(北京)有限公司 Dynamic Management (Beijing) Limited	英屬處女群島 British Virgin Islands	港幣7元 HK\$7	—	100%	融資 Financing
達力管理服務有限公司 Dynamic Management Services Limited	香港 Hong Kong	港幣2元 HK\$2	—	100%	提供管理服務 Provision of management services

財務賬項附註(續)

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36. 主要附屬公司詳情(續)

36. PARTICULARS OF PRINCIPAL
SUBSIDIARIES (Continued)

附屬公司名稱	成立/註冊/ 經營地區	已發行及 繳足股本/ 註冊資本		本公司持有 已發行股本/ 註冊資本面值 百分比	主要業務
		普通股	其他		
Name of subsidiary	Place of incorporation/ registration/ operation	Issued and paid up share capital/ registered capital		Proportion of nominal value of issued/registered capital held by the Company	Principal activities
		Ordinary	Others		
Dynamic (Nominees) Limited	香港 Hong Kong	港幣2元 HK\$2	—	100%	提供管理服務 Provision of management services
達力房地產(中國)諮詢 管理有限公司 Dynamic Real Estate (China) Management Consultancy Limited	英屬處女群島 British Virgin Islands	美金1元 US\$1	—	100%	管理諮詢 Management consultancy
Glory Diamond Inc.	英屬處女群島 British Virgin Islands	美金10元 US\$10	—	100%	投資控股 Investment holding
浩域投資有限公司 Harvic Investment Limited	香港 Hong Kong	港幣2元 HK\$2	—	100%	投資控股 Investment holding
High Grand Investments Limited	英屬處女群島 British Virgin Islands	美金1元 US\$1	—	100%	投資控股 Investment holding
智敬國際有限公司 Move On International Limited	香港 Hong Kong	港幣1元 HK\$1	—	100%	物業投資 Property investment
Pearlway Investments Limited	英屬處女群島 British Virgin Islands	美金1元 US\$1	—	100%	投資控股 Investment holding
深圳圳華港灣企業 有限公司 Shenzhen Zhen Wah Harbour Enterprises Ltd.	中國(附註七) PRC (Note 7)	—	人民幣 53,550,000元 RMB53,550,000	80% (附註二) (Note 2)	臨時港口運作/物業發展 Temporary port operations/ property development
多利億投資有限公司 Strong Way Investment Limited	香港 Hong Kong	港幣10,000元 HK\$10,000	—	100%	投資控股 Investment holding
遠僑發展有限公司 Yonderille Developments Limited	香港 Hong Kong	港幣40,000元 HK\$40,000	—	100%	物業投資 Property investment

財務賬項附註 (續)

截至二零零七年六月三十日止年度
For the year ended 30 June 2007

36. 主要附屬公司詳情 (續)

附註：

- 一、北京利暉房地產開發有限公司(「北京利暉」)之註冊股本為美金30,000,000元。上述所披露之美金29,500,000元乃截至二零零七年六月三十日止本集團所繳足之股本。然而，本集團經同意可攤佔北京利暉95%利潤。
- 二、本集團就有關圳華雙方持有股權權益百分比與中方合資伙伴發生爭議。本集團曾與中方合資伙伴談判解決爭議及收購中方合資伙伴在東角頭房地產項目所持有全部股權權益。按一位中國律師出具之意見，本集團持有圳華80%股權權益是有效及合法生效的。由於爭議持續並阻礙圳華運作(包括營業牌照之年檢)，本集團已遞交一項呈請書以就此提出國際仲裁。與此同時，本集團與中方合資伙伴繼續進行協商以解決分歧。
- 三、除Dynamic (B.V.I.) Limited及Glory Diamond Inc.由本公司直接全資擁有外，所有附屬公司均為間接擁有。
- 四、董事認為以上報表所列明為主要影響本集團業績或資產之本公司附屬公司，並認為列明其他附屬公司資料將造成篇幅過多。
- 五、各附屬公司於年終或本年度內任何時間概無發行任何債務證券。
- 六、在中國成立之附屬公司註冊為中外合作經營公司。
- 七、在中國成立之附屬公司註冊為中外合資經營公司。

36. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

Notes:

1. Beijing Longfast Property Development Co., Ltd. ("Beijing Longfast") had a registered capital of US\$30,000,000. The amount of US\$29,500,000 disclosed above represents capital paid by the Group up to 30 June 2007. However, the Group's entitlement to share the profit in Beijing Longfast was agreed to be at 95%.
2. The Group is in dispute with the Chinese joint venture partner as to the percentages of equity interest held by two parties in Zhen Wah. The Group has been negotiating with the Chinese joint venture partner to resolve the dispute and to acquire all the equity interest held by the Chinese joint venture partner on real estates development in Tung Kok Tau. Based on the opinion of a PRC lawyer, the 80% equity interest owned by the Group in Zhen Wah is valid and legally enforceable. As the dispute has been prolonged and hinders the operations of Zhen Wah including annual inspection of business licence, the Group has lodged a petition for international arbitration in this regard. In the meantime, negotiations are continuing with Chinese joint venture partner to resolve the dispute.
3. Other than Dynamic (B.V.I.) Limited and Glory Diamond Inc., which are wholly-owned directly by the Company, all subsidiaries are held by the Company indirectly.
4. The above table lists the subsidiaries of the Company which, in the opinion of the Directors, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the Directors, result in particulars of excessive length.
5. None of the subsidiaries had issued any debt securities at the end of the year, or at any time during the year.
6. The subsidiary established in the PRC is registered as sino-foreign cooperative joint venture.
7. The subsidiary established in the PRC is registered as sino-foreign equity joint venture.

以下為所述各年度之綜合業績及資產以及負債摘要：

綜合業績

A summary of the consolidated results and assets and liabilities for the years stated is as follows:

CONSOLIDATED RESULTS

		截至六月三十日止年度				
		Year ended 30 June				
		二零零三年	二零零四年	二零零五年	二零零六年	二零零七年
		2003	2004	2005	2006	2007
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
營業額	Turnover	294,752	410,257	126,939	171,469	165,392
該年度(虧損)溢利	(Loss) profit for the year	(178)	38,211	94,677	131,455	222,497
每股基本(虧損)盈利 (港幣：仙)	Basic (loss) earnings per share (Hong Kong cents)	(0.1)	16.2	42.1	59.4	99.3

財務摘要(續)

綜合資產、負債及權益

CONSOLIDATED ASSETS, LIABILITIES AND EQUITY

		於六月三十日				
		At 30 June				
		二零零三年	二零零四年	二零零五年	二零零六年	二零零七年
		2003	2004	2005	2006	2007
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
物業、機器及設備	Property, plant and equipment	8,525	13,541	12,475	13,987	13,431
投資物業	Investment properties	420,000	420,000	500,000	–	1,410,772
物業權益	Property interest	–	–	–	455,432	–
待發展物業	Properties held for development	–	200,195	219,848	225,654	235,874
發展中物業	Properties under development	131,509	–	–	–	–
取得土地使用權已付按金	Deposit paid to acquire land use rights	51,064	–	–	–	–
商譽	Goodwill	1,302	161	–	–	–
貸款應收賬款	Loan receivables	1,616	14,729	7,147	2,164	–
流動資產	Current assets	576,230	529,250	589,711	582,309	350,678
資產總值	Total assets	1,190,246	1,177,876	1,329,181	1,279,546	2,010,755
本公司股權持有人應佔權益	Equity attributable to the equity holders of the Company	722,709	749,400	831,131	1,026,627	1,298,850
少數股東權益	Minority interests	25,390	28,146	30,688	34,865	43,572
總權益	Total equity	748,099	777,546	861,819	1,061,492	1,342,422
銀行貸款	Bank loans					
– 須於一年後償還	– due after one year	167,073	140,636	123,500	–	351,300
其他應付賬款	Other payable					
– 須於一年後償還	– due after one year	493	493	493	–	–
來自一間有關聯公司之貸款	Loan from a related company	–	102,595	68,620	–	–
遞延稅項負債	Deferred tax liabilities	5,750	7,955	19,613	27,721	90,561
欠一間有關聯公司款項	Amount due to a related company					
– 須於一年後償還	– due after one year	–	–	–	17,490	18,364
流動負債	Current liabilities	268,831	148,651	255,136	172,843	208,108
負債總值	Total liabilities	442,147	400,330	467,362	218,054	668,333
		1,190,246	1,177,876	1,329,181	1,279,546	2,010,755

註：上述財務摘要於二零零四年七月一日前並未就採納新香港財務報告準則於二零零五年七月一日或之後之會計期間起生效之影響而作出調整。

Note: The above financial summary prior to 1 July 2004 has not been adjusted to take into account the effect on the adoption of new Hong Kong Financial Reporting Standards that are effective for accounting period beginning on or after 1 July 2005.

於二零零七年六月三十日，所持有待售物業之詳情如下： Particulars of properties held for sale at 30 June 2007:

位置	種類	地盤面積約數	已發展樓面 面積約數	竣工階段	本集團權益	預期竣工日期
Location	Type	Approximate site area	Approximate developed gross floor area	Stage of completion	Group's interests	Expected date of completion
中華人民共和國 北京 朝陽區甘露園 南里二十五號 朝陽園第一期、 第二期及第三期 (國際創展中心)之 未售出部份	商業及住宅	不適用	102,349平方呎 住宅 329,913平方呎 公寓／商業 (不包括泊車位 之樓面面積)	已落成	95%	不適用
Unsold portion of Phase I – Chaoyang Garden, Phase II – The Sun Crest and Phase III – Inspiring Space No. 25 Nan Lane Ganlouyuan Chaoyang District Beijing The People's Republic of China	Commercial and residential	N/A	102,349 sq.ft. residential 329,913 sq. ft. apartment/ commercial (gross floor area excluding carparking area)	Completed	95%	N/A

所持有物業分析 (續)

於二零零七年六月三十日，所持有待發展物業之詳情如下： Particulars of properties held for development at 30 June 2007:

位置 Location	種類 Type	地盤面積約數 Approximate site area	可發展樓面面積約數 Approximate developable gross floor area	竣工階段 Stage of completion	本集團權益 Group's interests	預期竣工日期 Expected date of completion
位於中華人民共和國 廣東省深圳 蛇口南山區 東角頭之一幅用地	住宅、酒店 及商業	1,849,105 平方呎 (包括需填海 1,291,680 平方呎)	2,523,082 平方呎 住宅 129,168 平方呎 酒店 64,584 平方呎 商業	臨時港口 運作／總體 規劃重新分區	80%	不適用
A site located in Tung Kok Tau Shekou, Nanshan District, Shenzhen Guangdong Province The People's Republic of China	Residential, hotel and commercial	1,849,105 sq.ft. (including 1,291,680 sq.ft. to be reclaimed)	2,523,082 sq.ft. residential 129,168 sq.ft. hotel 64,584 sq.ft. commercial	Temporary port operations/ master plan rezoning	80%	N/A

於二零零七年六月三十日，所持有投資物業之詳情如下： Particulars of properties held for investment at 30 June 2007:

位置 Location	用途 Usage	租賃年期 Lease term
中華人民共和國 上海 浦東新區 東方路六十九號 裕景國際商務廣場西塔樓 七樓至二十二樓 (並無十三樓及十四樓)	辦公樓	中期
Levels 7 to 22 (without levels 13 and 14) West Tower, Eton Place No. 69 Dongfang Road Pudong New Area Shanghai The People's Republic of China	Office	Medium
中華人民共和國 北京 朝陽區甘露園 南里二十五號 第一期、第二期及第三期停車場 及第三期商業部份	商業／停車場	中期
Car parking spaces in Phases I, II, III and commercial portion of Phase III No. 25 Nan Lane Ganlouyuan Chaoyang District Beijing The People's Republic of China	Commercial/ car-parking	Medium

本公司致力奉行良好的企業管治常規。本公司的企業管治原則著重有效的董事會、審慎的內部及風險控制、高透明度及清晰的披露，以及對股東負責。

截至二零零七年六月三十日止之年度為本回顧財政年度，本公司董事會（「董事會」）及管理層一直參照本地及國際標準持續檢討及提昇企業管治常規的質素。董事會相信在不努力不懈提昇本公司企業管治常規的質素時，已對本公司及其附屬公司（「本集團」）過往數年業務的增長作出貢獻。

企業管治常規

截至二零零七年六月三十日止之年度，本公司已應用香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十四所載企業管治常規守則（「管治守則」）之原則，並遵守其守則條文，惟如下所述於二零零六年十二月十六日至二零零六年十二月三十一日中期期間內輕微偏離於管治守則的一項原則：獨立非執行董事及審核委員會成員人數；及於管治守則的守則條文：薪酬委員會大部份成員為獨立非執行董事的有關規定。

本公司亦已採納於二零零五年由董事會批准與管治守則相符合的內部企業管治常規守則（「內部管治守則」）。內部管治守則致力促進管治守則之遵守及向董事會成員和本公司高級管理層就這方面作出指引。董事會將持續監控和檢討本公司企業管治常規和程序以確保管治守則獲得遵守及提昇。

The Company is committed to establish and uphold good corporate governance practices and procedures. The corporate governance principles of the Company emphasise an effective Board, prudent internal and risk control, transparency and accountability to its shareholders.

During the year ended 30 June 2007, being the financial year under review, the Board of Directors (the “Board”) and the management of the Company have been continually reviewing and enhancing the corporate governance practices of the Company with reference to local and international standards. The Board believes that its continued efforts in enhancing the Company’s corporate governance practices have contributed to the business growth of the Company and its subsidiaries (the “Group”) in the past years.

CORPORATE GOVERNANCE PRACTICES

For the year ended 30 June 2007, the Company has applied the principles and adhered to the code provisions in the Code on Corporate Governance Practices (the “CG Code”) set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) save for minor deviation from one of the principles of the CG Code as to number of Independent Non-executive Directors and audit committee members; and the code provisions of the CG Code relating to the requirement of a majority of Independent Non-executive Directors as members of remuneration committee for the interim period from 16 to 31 December 2006 as mentioned below.

The Company also adopted an internal corporate governance code in line with the CG Code, which was approved by the Board in 2005 (the “Internal CG Code”). The Internal CG Code aims to facilitate compliance with the CG Code and to give guidance to members of the Board and the senior management of the Company in this respect. The Board will continue to monitor and review the Company’s corporate governance practices and procedures to ensure compliance with the CG Code and to enhance its practices and procedures.

企業管治報告書 (續)

董事之證券交易

本公司已採納與上市規則附錄十所載條款相同的董事進行證券交易的標準守則(「標準守則」)。在標準守則具文列明每名董事須定期特定向本公司確認彼已遵守標準守則，經向所有董事作出特定查詢後，並無任何董事在這方面不遵守標準守則所載之所需規定。

董事會

董事會目前由六名執行董事及三名獨立非執行董事組成。於本年度內及目前，董事會成員如下：

蔡黎明先生	(主席及執行董事)
陳永杰博士	(行政總裁及執行董事)
陳永年先生	(執行董事)
陳俊望先生	(執行董事)
張志明先生	(執行董事)
黃正順先生	(執行董事)
莊劍青先生	(獨立非執行董事)
SY Robin 先生	(獨立非執行董事)
SALAZAR Lourdes Apostol 女士	(獨立非執行董事)
(於二零零七年一月一日獲委任)	
麥貴榮先生	(獨立非執行董事)
(於二零零六年十二月十六日辭任)	

SALAZAR Lourdes Apostol 女士獲委任為獨立非執行董事及審核委員會成員以取代麥貴榮先生，並於二零零七年一月一日起生效，該生效日期非於麥貴榮先生於二零零六年十二月十六日辭任之日即時生效。據此，於二零零六年十二月十六日至二零零六年十二月三十一日中期期間內，本公司獨立非執行董事及審核委員會成員人數分別低於上市規則第3.10(1)及3.21條的最低三位人數的要求，及偏離於管治守則第B.1.1守則條文就薪酬委員會大部份成員須為獨立非執行董事的規定。由此，本公司於二零零七年一月一日已遵守上市規則及管治守則。

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code for securities transactions by Directors on the same terms as set out in Appendix 10 to the Listing Rules (the "Model Code"). Each Director is specifically required to confirm with the Company that he has complied with the required standard set out in the Model Code on a regular basis. Having made specific enquiry of all Directors, there has not been any non-compliance of the required standard set out in the Model Code by any Directors in this respect.

BOARD OF DIRECTORS

The Board currently comprises six Executive Directors and three Independent Non-executive Directors. The Board members during the year and at present are as follows:

Mr. CHUA Domingo	(Chairman and Executive Director)
Dr. CHAN Wing Kit, Frank	(Chief Executive Officer and Executive Director)
Mr. TANENGLIAN Mariano Chua	(Executive Director)
Mr. TAN Lucio Jr. Khao	(Executive Director)
Mr. CHEUNG Chi Ming	(Executive Director)
Mr. PASCUAL Ramon Sy	(Executive Director)
Mr. CHONG Kim Chan, Kenneth	(Independent Non-executive Director)
Mr. SY Robin	(Independent Non-executive Director)
Ms. SALAZAR Lourdes Apostol	(Independent Non-executive Director)
(appointed on 1 January 2007)	
Mr. MAK Kwai Wing, Alexander	(Independent Non-executive Director)
(resigned on 16 December 2006)	

The appointment of Ms. SALAZAR Lourdes Apostol to replace Mr. MAK Kwai Wing, Alexander as an Independent Non-executive Director and a member of the Audit Committee of the Company took effect on 1 January 2007 and not effective immediately following the resignation of Mr. MAK Kwai Wing, Alexander on 16 December 2006. As such, during the interim period from 16 December 2006 to 31 December 2006, the number of Independent Non-executive Directors and the Audit Committee members of the Company fell below the minimum number of three as required under rules 3.10(1) and 3.21 of the Listing Rules, respectively, and the Remuneration Committee did not have a majority of members as Independent Non-executive Directors as required by code provision B.1.1 of the CG Code. Consequently, as of 1 January 2007, the Company has been in compliance with the Listing Rules and the CG Code.

董事會 (續)

概括而言，董事會負責為本集團制訂整體策略及指引，訂立業務目標及發展計劃，監察高級管理人員表現，以及確保良好的企業管治，並同時監察本集團財務表現及業務營運之內部監控。執行董事負責本集團之運作及執行董事會採納之策略。本公司日常營運則授權予管理層管理，各部門主管則負責不同範疇之業務及職能。

非執行董事(包括獨立非執行董事)擔當相關職能，透過參與董事會會議為董事會在本集團發展、表現及風險管理方面給予獨立意見。

董事會認為本公司各獨立非執行董事之角色及判斷均屬獨立。本公司已接獲各獨立非執行董事書面確認，確認彼等符合上市規則第3.13條所載有關獨立性之規定。

董事會最少每季舉行一次董事會會議討論本集團之業務發展、營運表現及財務狀況。於本年度內，共舉行了五次董事會定期會議。於本年度內董事出席董事會會議的詳情如下：

董事	出席率
蔡黎明先生	5/5
陳永杰博士	5/5
陳永年先生	4/5
陳俊望先生	4/5
張志明先生	3/5
黃正順先生	5/5
莊劍青先生	5/5
SY Robin 先生	5/5
SALAZAR Lourdes Apostol 女士 (於二零零七年一月一日獲委任)	2/2
麥貴榮先生 (於二零零六年十二月十六日辭任)	1/3

BOARD OF DIRECTORS (Continued)

In general, the Board is responsible for establishing the overall strategic development and direction of the Group, setting business objectives and development plans, monitoring the performance of the senior management, and ensuring good corporate governance. It also monitors the financial performance and the internal controls of the Group's business operations. Executive Directors are responsible for running the Group and executing the strategies adopted by the Board. The day-to-day operations of the Group is delegated to the management with department heads responsible for different aspects of the business and functions.

Non-executive Directors (including the Independent Non-executive Directors) serve the relevant function of bringing independent judgment on the development, performance and risk management of the Group through their contributions in board meetings.

The Board considers that each Independent Non-executive Director of the Company is independent in character and judgment. The Company has received from each Independent Non-executive Director a written confirmation of his independence pursuant to Rule 3.13 of the Listing Rules.

The Board meets at least on a quarterly basis to discuss the business development, operations and financial performance of the Group. During the year, a total of five regular Board meetings were held. Details of Directors' attendance record of such regular Board meetings during the year are as follows:

Directors	Attendance
Mr. CHUA Domingo	5/5
Dr. CHAN Wing Kit, Frank	5/5
Mr. TANENGLIAN Mariano Chua	4/5
Mr. TAN Lucio Jr. Khao	4/5
Mr. CHEUNG Chi Ming	3/5
Mr. PASCUAL Ramon Sy	5/5
Mr. CHONG Kim Chan, Kenneth	5/5
Mr. SY Robin	5/5
Ms. SALAZAR Lourdes Apostol (appointed on 1 January 2007)	2/2
Mr. MAK Kwai Wing, Alexander (resigned on 16 December 2006)	1/3

企業管治報告書 (續)

董事會 (續)

就董事會所有定期會議，全體董事均獲發予最少十四天通知，以讓所有董事均有機會撥冗出席。所有定期董事會會議均設有正式議程，具體列出會議事項並呈送予董事會。所有董事均有權查閱董事會文件及有關材料，並會及時獲提供充分資料，使董事會可就提呈董事會會議討論及考慮之事項作出知情決定。董事會會議記錄由公司秘書備存，任何董事可在發出合理通知下於任何合理時段查閱董事會會議記錄。

關於董事會成員的資歷、經驗、專長及關係(如有)以及就主席和行政總裁之間的關係，請分別參閱本年報第14至16頁的管理人員簡介及第18至29頁的董事報告書內董事於競爭業務中權益的一節。

主席及行政總裁

本公司主席(「主席」)及行政總裁(「行政總裁」)的角色及職責有清楚區分並分別由不同的主管承擔，以確保權力和授權的均衡，並具文列載於內部管治守則。

BOARD OF DIRECTORS (Continued)

Notice of at least 14 days is given to all Directors for all regular board meetings to give all Directors an opportunity to attend. All regular board meetings adhere to a formal agenda in which a schedule of matters is addressed to the Board. All Directors have access to board papers and related materials, and are provided with adequate information which enable the Board to make an informed decision on the matters to be discussed and considered at the Board meetings. Minutes of Board meetings are kept by the Company Secretary and are open for inspection at any reasonable time on reasonable notice by any Directors.

For qualifications, experience, expertise and relationships (if any) of the Board members and between the chairman and chief executive officer, please refer to the Profile of Management and the section on Directors' interests in competing business in the Directors' Report on pages 14 to 16 and pages 18 to 29 respectively of this Annual Report.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The roles and responsibilities of the chairman (the "Chairman") and the chief executive officer (the "CEO") of the Company are segregated and separately undertaken by different officers to ensure a balance of power and authority as set out in writing in the Internal CG Code.

主席及行政總裁 (續)

主席蔡黎明先生負責統管和帶領董事會，分配董事會成員間的職責，並於董事會會議和本公司股東會議上維持正確進行和程序及監管本集團整體方向及策略計劃。此外，主席在促使全體董事積極參與董事會事務及在建立良好企業管治常規及程序方面也扮演重要角色。

行政總裁陳永杰博士負責管理本公司業務及事務、建議和實施策略、業務和營運計劃、統管及監管本公司活動、根據董事會採納的策略方向發展和實施營運政策、發展及建議組織架構、管理股東與公共關係，並確保董事會具所有所需資訊以履行其職責。

非執行董事

目前，所有獨立非執行董事任期為二年，並須根據本公司的公司細則輪席告退。

根據本公司的公司細則，所有獲委任以填補臨時空缺的董事，須於被委任後的首次股東大會上接受選舉。

據此，SALAZAR Lourdes Apostol女士於二零零七年一月一日獲委任為獨立非執行董事，填補麥貴榮先生辭任的臨時空缺。彼將於二零零七年十二月十四日的應屆股東週年大會（被委任後的首次股東大會）上接受選舉。

本公司的公司細則訂明，每名董事至少每三年須輪席告退一次。

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

(Continued)

Mr. CHUA Domingo, the Chairman, is responsible for directing and leading the Board, the assignment of responsibilities among members of the Board, and the proper conduct and proceedings of meetings of the Board and shareholders of the Company, and overseeing the Group's overall direction and strategic planning. In addition, the Chairman also plays a key role in driving all Directors to actively contribute to Board affairs and establishing good corporate governance practices and procedures.

Dr. CHAN Wing Kit, Frank, the CEO, is responsible for managing the business and affairs of the Company, recommending and implementing strategic, business and operational plans, directing and monitoring the activities of the Company, developing and implementing operational policies under the strategic directions adopted by the Board, developing and recommending organisational structure, managing shareholders and public relations and ensuring that the Board has all the information it requires to fulfill its duties.

NON-EXECUTIVE DIRECTORS

Currently, the term of appointment of all Independent Non-executive Directors are two years subject to retirement by rotation in accordance with the bye-laws of the Company.

All Directors appointed to fill a casual vacancy shall be subject to election at the first general meeting after appointment in accordance with the bye-laws of the Company.

As such, Ms. SALAZAR Lourdes Apostol, who was appointed on 1 January 2007 to fill the casual vacancy of Mr. MAK Kwai Wing, Alexander as the Independent Non-executive Director, will be subject to election at the forthcoming annual general meeting to be held on 14 December 2007, being the first general meeting of the Company after her appointment.

The Company's bye-laws stipulate that every Director will be subject to retirement by rotation at least once every three years.

董事之薪酬

就董事的薪酬政策，本公司已設立薪酬委員會，其職權範圍符合管治守則第B.1.3段所載的規定。

薪酬委員會於二零零五年成立，於本年度內及目前由以下成員組成：

蔡黎明先生	(主席及執行董事)
陳永杰博士	(行政總裁及執行董事)
莊劍青先生	(獨立非執行董事)
SY Robin 先生	(獨立非執行董事)
SALAZAR Lourdes Apostol 女士	(獨立非執行董事)
(於二零零七年一月一日獲委任)	
麥貴榮先生	(獨立非執行董事)
(於二零零六年十二月十六日辭任)	

在薪酬委員會五位成員中，其中三位是獨立非執行董事。薪酬委員會並無正式委任主席，然而在每次薪酬委員會會議開始時會委任主席。

薪酬委員會主要負責檢討、釐定及／或向董事會建議本公司董事及高級管理人員的全體薪酬政策及架構，並建立正規及具透明度的程序制訂此等薪酬政策，以及釐定全體執行董事及高級管理人員的特定薪酬待遇。

在本年度內，薪酬委員會舉行兩次會議以檢討及建議董事的薪酬。根據薪酬委員會的職權範圍的訂明，薪酬委員會會議將按需要而舉行。

REMUNERATION OF DIRECTORS

In regard of remuneration policy of Directors, the Company has established a Remuneration Committee with terms of reference, which meet the requirements as set out in paragraph B.1.3 of the CG Code.

The Remuneration Committee was established in 2005 and its members during the year and at present are as follows:

Mr. CHUA Domingo	(Chairman and Executive Director)
Dr. CHAN Wing Kit, Frank	(CEO and Executive Director)
Mr. CHONG Kim Chan, Kenneth	(Independent Non-executive Director)
Mr. SY Robin	(Independent Non-executive Director)
Ms. SALAZAR Lourdes Apostol	(Independent Non-executive Director)
(appointed on 1 January 2007)	
Mr. MAK Kwai Wing, Alexander	(Independent Non-executive Director)
(resigned on 16 December 2006)	

Of the five members of the Remuneration Committee, three are Independent Non-executive Directors. No chairman has been formally appointed for the Remuneration Committee. However, a chairman will be appointed at the commencement of each meeting of the Remuneration Committee.

The Remuneration Committee is primarily responsible for reviewing, determining and/or recommending to the Board as to the Company's policy and structure for all remuneration of Directors and senior management and on establishment of a formal and transparent procedure for developing the policy on such remuneration, and to determine the specific remunerations packages of all Executive Directors and senior management.

During the year, two meetings were held by the Remuneration Committee to review and recommend the remuneration of the Directors. Meetings of the Remuneration Committee will be held on a need basis in accordance with its terms of reference.

董事之薪酬 (續)

薪酬委員會成員於本年度內出席薪酬委員會會議的詳情如下：

成員	出席率
蔡黎明先生	2/2
陳永杰博士	2/2
莊劍青先生	2/2
SY Robin 先生	2/2
SALAZAR Lourdes Apostol 女士 (於二零零七年一月一日獲委任)	1/1
麥貴榮先生 (於二零零六年十二月十六日辭任)	0/1

董事提名

目前，本公司並無提名委員會以作委任新董事加入董事會。由董事會共同負責物色及挑選合資格人士成為董事會成員。如董事會或一位董事認為有需要或適宜委任一名新董事會成員加入董事會(不論是填補臨時空缺或其他原因)，每名董事會成員均可提名合適人士作為董事會成員的候選人，讓董事會決定。

在挑選合適的候選人成為董事會成員時，董事會將考慮多方面的條件，如該候選人的教育水平、資歷、經驗、技能及可作出的貢獻。於二零零六年十二月十六日舉行的董事會會議，考慮及批准委任 SALAZAR Lourdes Apostol 女士於二零零七年一月一日生效為獨立非執行董事，填補麥貴榮先生於二零零六年十二月十六日辭任後的臨時空缺，據此，全體董事除麥貴榮先生外，均出席是次會議批准該委任。

審核委員會

本公司已設立審核委員會，其職權範圍符合管治守則第 C.3.3 段所載的規定。

REMUNERATION OF DIRECTORS (Continued)

Details of attendance record of members in the meetings of Remuneration Committee during the year are as follows:

Members	Attendance
Mr. CHUA Domingo	2/2
Dr. CHAN Wing Kit, Frank	2/2
Mr. CHONG Kim Chan, Kenneth	2/2
Mr. SY Robin	2/2
Ms. SALAZAR Lourdes Apostol (appointed on 1 January 2007)	1/1
Mr. MAK Kwai Wing, Alexander (resigned on 16 December 2006)	0/1

NOMINATION OF DIRECTORS

Currently, the Company does not have a nomination committee for appointment of new Directors to the Board. The responsibilities of identifying and selecting suitably qualified individuals to become members of the Board are undertaken by the Board collectively. Where the Board or a Director considers necessary or desirable to appoint a new member to the Board (whether to fill a casual vacancy or otherwise), each member of the Board may nominate suitable individual(s) as candidate(s) of member(s) of the Board for the decision of the Board.

In selecting a suitable candidate to become a member of the Board, the Board will consider various criteria such as education, qualification, experience, skills and possible contribution of such candidate. A Board meeting was held on 16 December 2006 to consider and approve the appointment of Ms. SALAZAR Lourdes Apostol as the Independent Non-executive Director effective on 1 January 2007 to fill the casual vacancy upon the resignation of Mr. MAK Kwai Wing, Alexander effective on 16 December 2006, pursuant to which all Directors save for Mr. MAK Kwai Wing, Alexander attended the said Board meeting to approve such appointment.

AUDIT COMMITTEE

The Company has established an Audit Committee with terms of reference, which meet the requirements as set out in paragraph C.3.3 of the CG Code.

企業管治報告書 (續)

審核委員會 (續)

審核委員會於一九九九年成立，於本年度內及目前由以下成員組成：

莊劍青先生*	(獨立非執行董事)
SY Robin 先生	(獨立非執行董事)
SALAZAR Lourdes Apostol 女士 (於二零零七年一月一日獲委任)	(獨立非執行董事)
麥貴榮先生 (於二零零六年十二月十六日辭任)	(獨立非執行董事)

* 審核委員會主席

審核委員會主要負責以下職務：

1. 就外聘核數師的委任、重新委任及罷免向董事會提供建議；
2. 按適用的標準檢閱及監察外聘核數師的獨立客觀性及核數程序有效性；
3. 檢閱及監察本公司財務賬項的完整性及本公司年度報告及賬目、半年度報告，並審閱上述賬項及報告所載有關財務匯報的重大判斷；及
4. 監督本公司的財務匯報系統及內部監控程序。

審核委員會的成員概非本集團現任核數師的前任合夥人。

審核委員會於本年度內舉行兩次會議，依據審核委員職權範圍審閱外聘核數師的獨立性及重新委任、本公司的財務匯報系統及內部監控程序、本公司截至二零零六年六月三十日止年度的已審核綜合財務賬項初稿和本公司截至二零零六年十二月三十一日止六個月的未經審核綜合財務賬項初稿以提呈予董事會商討及批准。

AUDIT COMMITTEE (Continued)

The Audit Committee was established in 1999 and its members during the year and at present are as follows:

Mr. CHONG Kim Chan, Kenneth*	(Independent Non-executive Director)
Mr. SY Robin	(Independent Non-executive Director)
Ms. SALAZAR Lourdes Apostol (appointed on 1 January 2007)	(Independent Non-executive Director)
Mr. MAK Kwai Wing, Alexander (resigned on 16 December 2006)	(Independent Non-executive Director)

* Chairman of Audit Committee

The Audit Committee is primarily responsible for the following duties:

1. to make recommendation to the Board on the appointment, reappointment and removal of the external auditor;
2. to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standard;
3. to review and monitor integrity of financial statements of the Company and the Company's annual report and accounts, half-year report and to review significant financial reporting judgments contained in them; and
4. to oversee the Company's financial reporting system and procedures of internal control.

None of the Audit Committee members is a former partner of the existing auditors of the Group.

During the year, two meetings have been held by the Audit Committee for reviewing the independence and re-appointment of the external auditors, the Company's financial reporting system and procedures of internal controls, the draft audited consolidated financial statements of the Company for the year ended 30 June 2006 and the draft unaudited consolidated financial statements of the Company for the six months ended 31 December 2006 for submission to the Board for discussion and approval in accordance with the terms of reference of the Audit Committee.

審核委員會 (續)

審核委員會成員於本年度內出席審核委員會會議的詳情如下：

成員	出席率
莊劍青先生	2/2
SY Robin 先生	2/2
SALAZAR Lourdes Apostol 女士 (於二零零七年一月一日獲委任)	1/1
麥貴榮先生 (於二零零六年十二月十六日辭任)	1/1

核數師酬金

截至二零零七年六月三十日止年度，本公司的核數師德勤·關黃陳方會計師行向本集團提供的核數及非核數服務，及與該等服務有關的已付及應付酬金列載如下：

服務	金額 港幣千元
核數服務	
• 已付核數費用 — 截至二零零六年六月三十日止年度全年業績	765
• 已付核數費用 — 審閱本集團公積金基金	10
非核數服務	
• 向本集團提供培訓的已付費用	1
• 截至二零零六年六月三十日止年度全年業績公告的已付費用	20

審核委員會認為核數師對本集團所提供的上述非核數服務不會影響核數師的獨立性。

董事會與審核委員會對甄選、委任、辭任或罷免外聘核數師事宜概無任何不一致的意見。

AUDIT COMMITTEE (Continued)

Details of attendance record of members in the meetings of Audit Committee during the year are as follows:

Members	Attendance
Mr. CHONG Kim Chan, Kenneth	2/2
Mr. SY Robin	2/2
Ms. SALAZAR Lourdes Apostol (appointed on 1 January 2007)	1/1
Mr. MAK Kwai Wing, Alexander (resigned on 16 December 2006)	1/1

AUDITORS' REMUNERATION

During the year ended 30 June 2007, audit and non-audit services were provided to the Group by Deloitte Touche Tohmatsu, the auditors of the Company, and the amounts of remuneration paid and payable in connection therewith are as follows:

Services	Amount HK\$'000
Audit services	
• Audit fees paid for final results for the year ended 30 June 2006	765
• Audit fees paid for review of provident funds of the Group	10
Non-audit services	
• Fees paid for provision of training to the Group	1
• Fees paid for preliminary announcement of final results for the year ended 30 June 2006	20

The Audit Committee is of the view that the auditors' independence was not affected by the provision of the abovementioned non-audit services to the Group.

The Board has not had any disagreement with the Audit Committee on the selection, appointment, resignation or dismissal of its external auditors.

董事及核數師對財務賬項之責任

董事知悉彼等對編製本集團綜合財務賬項的責任，並確保綜合財務賬項根據法定規定及適用的會計準則在持續經營的基礎下編製。

核數師匯報責任的聲明列載於本年報獨立核數師報告第30至31頁內。

董事會共同負責確保全年／中期報告、涉及股價敏感資料的公告及法例規定須予披露的其他財務披露／報告作出清晰及明白的評核。此外，審核委員會已成立以監察本公司財務賬項完整性。

內部監控

於本年度內，董事會已施行及完成有關本集團內部監控系統有效性的內部檢討，目的在確保：

- 高水平管理監控已充份及明確界定；
- 營運管理已到位、充足和有效；
- 收入適當地收訖、記錄和具依據；
- 開支的性質適當和經適當批准；及
- 資產適當地受保障。

該等檢討函蓋所有重要監控，包括財務、營運及合規監控，以及風險管理功能。於本年度內檢討過程中概無發現可能影響股東利益之重大監控失誤或須關注之事宜。

DIRECTORS' AND AUDITORS' RESPONSIBILITY FOR FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the consolidated financial statements of the Group and ensure that the preparation of the consolidated financial statements are on a going concern basis in accordance with statutory requirements and applicable accounting standards.

Auditors' statement of reporting responsibilities is set out in the independent auditor's report on pages 30 to 31 to this Annual Report.

The Board is collectively responsible for ensuring clear and understandable assessment in annual/interim reports, price-sensitive announcement and other financial disclosures/reports under regulatory requirements. In addition, the Audit Committee has been established to monitor the integrity of financial statements of the Company.

INTERNAL CONTROLS

During the year, the Board has conducted and completed an internal review in respect of the effectiveness of the Group's system of internal control with the objectives of ensuring:

- high level management controls are adequately defined;
- operational controls are in place, sufficient and effective;
- income is properly received, recorded and supported;
- expenses are of proper nature and are properly approved; and
- assets are properly safeguarded.

Such reviews cover all material controls including financial, operational and compliance controls, and risk management functions. No material control failure or significant areas of concern which might affect the shareholders' interests were identified during the review.

股東權利與投資者關係

本公司致力確保股東權益。就此，本公司透過多個途徑與股東保持溝通，包括本公司股東週年大會、股東特別大會、年報、股東大會通知、致股東通函、公告、新聞稿及其他在本公司網站刊登的企業通訊。

董事會主席及董事會成員均出席本公司於二零零六年十二月二十二日舉行的股東週年大會並回應本公司股東於大會上提問。於截至二零零七年六月三十日止年度的本公司股東週年大會將於二零零七年十二月十四日舉行，屆時本公司將會安排董事會主席及董事會成員出席大會並回應本公司股東於大會上提問。

本公司認為，與股東及投資者之間的溝通，實為加強本集團透明度，以及定期收集彼等意見及回應的重要途徑。

股東、投資者及媒體均可透過以下聯絡方法向本公司作出查詢或建議：

電話：(852) 2881 5221
 傳真：(852) 2881 5224
 郵遞：香港銅鑼灣希慎道8號
 裕景商業中心17樓

網站：<http://www.dynamic.hk>
 電郵：info@dynamic-hk.com

SHAREHOLDERS' RIGHTS AND INVESTOR RELATIONS

The Company is committed to ensure shareholders' interest. To this end, the Company communicates with its shareholders through various channels, including annual general meetings, special general meetings, annual reports, notices of general meetings, circulars sent to shareholders of the Company, announcements, press releases and other corporate communications available on the Company's website.

The Chairmen of the Board and Board committees attended the annual general meeting of the Company held on 22 December 2006 to answer questions raised by the shareholders of the Company thereat. In respect of the year ended 30 June 2007, an annual general meeting of the Company will be held on 14 December 2007, at which the Company will arrange for the Chairmen of the Board and Board committees to attend and answer questions raised by the shareholders of the Company thereat.

The Company regards communication with its shareholders and investors as an important means to enhance the transparency of the Group and regularly collects views and feedbacks from them.

Shareholders, investors and the media can make enquiries or proposals to the Company through the following means:

Telephone: (852) 2881 5221
 Fax: (852) 2881 5224
 Post: 17th Floor
 Eton Tower
 8 Hysan Avenue
 Causeway Bay
 Hong Kong
 Website: <http://www.dynamic.hk>
 Email: info@dynamic-hk.com