



**GFT HOLDINGS LIMITED**

**真樂發控股有限公司**

*(incorporated in Bermuda with limited liability)*

*(於百慕達註冊成立之有限公司)*

**(stock code 股份代號 : 1003)**



Annual Report 年報

**2005**

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## Corporate Information

### BOARD OF DIRECTORS

#### Executive Directors

Mr. Leung Wai Ho (*Chairman*)  
Mr. Wong Chung Shun (*Deputy Chairman*)  
Mr. Ha Kee Choy, Eugene

#### Independent Non-executive Directors

Mr. Chui Chi Yun, Robert  
Mr. Lam Kwok Cheong  
Mr. Lai Wing Leung, Peter

### AUDIT COMMITTEE

Mr. Chui Chi Yun, Robert  
Mr. Lam Kwok Cheong  
Mr. Lai Wing Leung, Peter

### AUDITORS

Deloitte Touche Tohmatsu  
Certified Public Accountants

### PRINCIPAL SHARE REGISTRARS

Butterfield Fund Services (Bermuda) Limited  
Rosebank Centre  
11 Bermudiana Road  
Pembroke, Bermuda

### HONG KONG BRANCH SHARE REGISTRARS

Computershare Hong Kong Investor Services Limited  
Hopewell Centre, 46th Floor  
183 Queen's Road East  
Wan Chai, Hong Kong

## 公司資料

### 董事會

#### 執行董事

梁蔚豪先生 (主席)  
黃仲遜先生 (副主席)  
夏其才先生

#### 獨立非執行董事

崔志仁先生  
林國昌先生  
黎永良先生

### 審核委員會

崔志仁先生  
林國昌先生  
黎永良先生

### 核數師

德勤 • 關黃陳方會計師行  
執業會計師

### 主要股份過戶登記處

Butterfield Fund Services (Bermuda) Limited  
Rosebank Centre  
11 Bermudiana Road  
Pembroke, Bermuda

### 香港股份過戶登記分處

香港中央證券登記有限公司  
香港灣仔  
皇后大道東183號  
合和中心46樓

## Corporate Information

### REGISTERED OFFICE

Canon's Court, 22 Victoria Street  
Hamilton HM 12, Bermuda

### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit A9, 3/F., Block A  
Hong Kong Industrial Center  
489-491 Castle Peak Road  
Kowloon, Hong Kong

### STOCK CODE

The Stock Exchange of Hong Kong Limited 1003

### WEBSITE

[www.gftholdings.com](http://www.gftholdings.com)

## 公司資料

### 註冊辦事處

Canon's Court, 22 Victoria Street  
Hamilton HM 12, Bermuda

### 總辦事處及香港主要營業地點

香港九龍  
青山道489-491號  
香港工業中心A座  
3樓A9室

### 股份代號

香港聯合交易所1003

### 網址

[www.gftholdings.com](http://www.gftholdings.com)



主席報告

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Chairman's  
Statement

## Chairman's Statement

I am pleased to present the annual report of GFT Holdings Limited (the "Company") and its subsidiaries (collectively the "Group") for the year ended 31 December 2005.

Year 2005 is a tough but encouraging year for the Group. It is tough as there are numbers of adverse factors impacting manufacturers in mainland China, like the inflating wages and material cost, shortage of labour and appreciation of Renmibi. But, on the other hand, it is encouraging as the Group celebrates the robust consolidation and full operation of its first self-owned and flagship manufacturing plant in Boluo, Huizhou as well as the approving turnaround to generate profits for its shareholders after so many years of losses.

In the past two years, we had put a lot of effort to realign the Group's core business back to toy manufacturing, including divestment of non-core and under-performed businesses, acquisition of relevant assets and business so as to broaden the market presence both geographically and by segment and strengthen the production capacity. The benefit of these exercises was revealed this year and the Group achieved a consolidated turnover of HK\$179.1 million, representing an increase of 8.4% when compared with last year. We also proud of the results attained, a profit of HK\$10.1 million, being a remarkable rebound from loss of HK\$6.2 million reported last year.

We anticipate that coming years will not be easier for toy manufacturers in China. Certain adverse factors that hamper profit margin will persist. Nevertheless, we are prepared to sail through the adversity by taking all necessary and cautious measures, including exercising stringent cost control, developing innovative products with higher margin and adding more value-added elements to our products so as to maintain our margin and market position.

## 主席報告

本人欣然提呈真樂發控股有限公司（「本公司」）及其附屬公司（統稱「本集團」）截至二零零五年十二月三十一日止年度之年報。

二零零五年是本集團艱難但鼓舞的一年。薪金及材料成本上升、勞工短缺以及人民幣升值等不利因素不斷影響中國大陸生產商，使經營艱難。但另一方面，本集團位於惠州博羅縣首間自置生產旗艦經整合後，全面投入運作，加上本集團在經歷多年虧損後終於轉虧為盈，為股東帶來利潤，本集團為此而感到鼓舞。

於過往兩年，我們致力重新將本集團核心業務對準玩具生產，包括放棄非核心及表現不佳業務、收購相關資產及業務以促使在地域性及業務分部兩方面擴充市場份額，並強化產能。該等措施之成效已於今年顯現，本集團之綜合營業額達致港幣179,100,000元，較去年上升8.4%，我們對於達到溢利港幣10,100,000元的成績亦感到自豪，此成績較去年報虧損港幣6,200,000元大幅反彈。

我們預期中國的玩具廠商未來幾年依然艱鉅，若干打壓利潤率的負面因素仍揮之不去。然而，本集團已作好準備，以各種必要而審慎措施克服逆境，包括嚴控成本，開發利潤較高之創新產品及於現有產品加上增值元素，從而維持利潤率及市場地位。

## Chairman's Statement

## 主席報告

Looking forward, we will more concentrate on developing the core business, the trading and manufacturing of toys, gift and premium business. Expanding its manufacturing base, further upgrading the efficiency and putting more effort in research and development for innovative products are the key tasks to be accomplished. Furthermore, development of products with high profit margin, such as its own brand name and toys or figures that come along with current comics or films, is one of our focal strategies to avoid the severe competition in the OEM markets.

Finally, I would like to extend my sincere gratitude to my fellow directors and staff for their dedicated contribution and faithfulness and the continuous support from our suppliers, customers, bankers and business partners.

**Leung Wai Ho**

*Chairman of the Board*

Hong Kong, 24 April 2006

展望將來，我們將更專注發展核心業務—玩具、禮品及贈品產銷買賣。面前主要任務為擴大生產基地、提高效率及加強創新產品研究及開發。此外，開發高利潤產品，如自有品牌及漫畫或電影主題玩具或人辦，亦將是集團核心戰略之一，旨在避開原設備製造市場的激烈競爭。

最後，本人對各董事及員工之寶貴貢獻及忠誠致以衷心感謝。本人亦謹此多謝各供應商、客戶、往來銀行及業務夥伴一直以來之鼎力支援。

董事會主席

梁蔚豪

香港，二零零六年四月二十四日





管理層討論及分析

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Management  
Discussion  
and Analysis



# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW

In the year under review, trading and manufacturing of toy, gift and premium products remained the primary contributor to the Group's turnover, accounting for 87.9% of the consolidated turnover. In the midst of severe price competition, fluctuating material cost, shortage of labour, appreciation of Renminbi, 2005 is definitely a challenging year for toy manufacturers in mainland China. Nevertheless, the Group managed to record a turnover for its toy business of HK\$157.5 million, representing a substantial increase of HK\$43.8 million, or approximately 38.6% when compared with last year. Furthermore, the segment results raised by 28.7% from HK\$10.8 million in year 2004 to HK\$13.9 in year 2005.

Such an impressive performance is mainly attributable to the full operation of the Group's own manufacturing plant in Boluo, Huizhou. This well-equipped plant enhances the Group capacity and provides a secured foothold to meet the escalating demand from customers in quality, quantity and delivery that may not be fulfilled by outside contractors.

Consumer products business came as the second largest segment of the Company. Turnover generated in year 2005 was HK\$13.3 million and accounted for around 7.4% of the Group's total turnover. Compared with last year, turnover in consumer products segment dropped by HK\$27.4 million or 67.3% which was resulted from the disposal of the non-core food and beverage business in Singapore last year and the under-performed printing products business this year.

### 業務回顧

於回顧年度內，本集團營業額主要仍來自玩具、禮品及贈品之貿易及製造業務，佔綜合營業額87.9%。由於價格競爭激烈，原料成本波動、勞工短缺及人民幣升值，二零零五年確是中國大陸玩具生產商充滿挑戰的一年。然而，本集團玩具業務仍錄得港幣157,500,000元之營業額，較去年顯著增加港幣43,800,000元或約38.6%。此外，分類業績亦較二零零四年港幣10,800,000元上升28.7%至二零零五年港幣13,900,000元。

上述可喜的業績表現，主要歸因於本集團位於惠州市博羅縣的自置生產廠房全面投產。該廠房設備優良，既提升了集團產能，亦可作為穩當立腳點，以作為達到客戶在質量、數量及付運方面不斷增加的需求，勝過外界承包商。

消費產品乃本集團第二大業務分部。該分部於二零零五年之營業額為港幣13,300,000元，佔集團總營業額約7.4%。與去年比較，消費產品營業額下降了港幣27,400,000元或67.3%，此乃去年出售新加坡非核心食品飲料業務，及本年度出售表現欠佳的印刷產品業務的導致。



## Management Discussion and Analysis

Similarly, weighting in securities trading decreased in this year even though the performance in this segment was benefited from the booming securities market. The Group recorded turnover of HK\$8.3 million and contribution of HK\$2.8 million from securities trading. However, as the Board has determined to focus its resources on the core toy business, weighting on consumer products and securities trading will continuously be diminished.

### OPERATION REVIEW

Following the completion of the transfer of a piece of land and building erected thereon in March 2005, the Group smoothly consolidated its production facilities in Boluo, Huizhou. Commencement of full operation of this Great Force plant during the year also marked a new era of the Group as it was successfully transformed from a toy trading group into a toy manufacturer.

Great Force plant is erected on a parcel of self-owned land with site area of approximately 57,000 square meters and floor area of approximately 53,000 square meters. The plant is well-equipped with modernized and fully-integrated facilities for plastic injection, spray painting, assembly, packaging and warehousing. Geared with this plant, the production arrangement, shipping schedule and quality of workmanship are more controllable which enhance our confidence in meeting the unparalleled customers' demand. The Group keeps on refining the production process and upgrading the facilities so as to uplift the efficiency and production capacity.

## 管理層討論及分析

同樣地，即使證券買賣業務受惠於股市興旺，此分部的比重亦有所減少。本集團證券買賣業務錄得營業額港幣8,300,000元，貢獻港幣2,800,000元。然而，由於董事會決定集中資源發展核心玩具業務，相信消費產品及證券買賣業務的比重將繼續減少。

### 經營回顧

二零零五年三月完成轉讓一幅土地及於此建立的樓房後，本集團順利整合其於惠州市博羅縣的生產設施。年內宏科廠房全面投產，亦標誌著本集團步入一個新紀元，順利由玩具貿易集團轉型為玩具製造商。

宏科廠房建於一幅自置土地，地盤面積約57,000平方米及樓面面積約53,000平方米。該廠房設備精良，配有現代化一條龍注塑、噴漆、裝配、包裝及倉存設施。配備了宏科廠房，使生產管理、發貨安排及工藝質量變得更可控制，提升了集團迎合客戶各種獨特要求的信心。本集團將繼續改良生產程式，提升設施以提高生產效率及產能。



# Management Discussion and Analysis

## 管理層討論及分析

### Material disposal of subsidiaries

During the year, the Group had disposed of Maple Force Limited, a company in which the Group had 70% equity interest prior to the disposal, together with the amount due from Maple and its subsidiary at an aggregate consideration of HK\$2.7 million. Maple and its subsidiary are engaged in the trading and manufacturing of printing products and have suffered from losses over the past years.

### 附屬公司重大出售

於本年度，本集團以合共2,700,000港元之代價出售Maple Force Limited(出售前本集團佔其70%權益)以及應收Maple及其附屬公司之款項。Maple及其附屬公司之主要業務為印刷產品之買賣及生產，並於過往年度蒙受虧損。

## FINANCIAL REVIEW

## 財務回顧

### Review of Results

### 業績回顧

The Group reported a turnover of approximately HK\$179.1 million for the year ended 31 December 2005, representing an increase of HK\$13.8 million or 8.4% over that of last year. The increase in turnover is mainly attributable to the operation of the Group's own manufacturing plant in Boluo, Huizhou which increases the capacity of the Group. The Group generated a gross profit of HK\$28.8 million, an increase of HK\$0.6 million when compared with last year.

本集團於截至二零零五年十二月三十一日止年度之營業額約為港幣179,100,000元，較去年增加港幣13,800,000元或8.4%。營業額增加主要歸因於本集團於惠州博羅自置廠房投產並增加了集團之產能。本集團錄得毛利港幣28,800,000元，較去年增加港幣600,000元。

Profits attributable to the equity holders of the Company is HK\$10.1 million, an impressive rebound from loss of HK\$6.2 million suffered last year. Basic earnings per share for the year ended 31 December 2005 is HK0.64 cents.

本公司股東應佔溢利為港幣10,100,000元，較去年虧損港幣6,200,000元大幅反彈。截至二零零五年十二月三十一日止年度每股基本盈利為港幣0.64仙。

### Liquidity and Financial Resources

### 流動性及財務資源

As at 31 December 2005, total borrowings of the Group amounted to HK\$8.3 million (2004: nil), of which HK\$3.4 million was repayable within one year. The borrowings include an unsecured loan of HK\$3.0 million and obligations under finance lease of HK\$5.3 million secured by charge on certain plant and machinery of the Group with a net asset value of HK\$6.0 million as at 31 December 2005.

於二零零五年十二月三十一日，本集團之總借貸為港幣8,300,000元(二零零四年：無)，其中港幣3,400,000元須於一年內償還。借貸包括無抵押貸款港幣3,000,000元及融資租賃承擔港幣5,300,000元，乃以本集團於二零零五年十二月三十一日資產淨值港幣6,000,000元之若干廠房及機器作抵押。

## Management Discussion and Analysis

## 管理層討論及分析

The gearing ratio, expressed as the percentage of total liability over equity attributable to the equity holders of the Company, of the Group as at 31 December 2005 dropped to 62.0% (2004: 89.9%) due to the exercise of the conversion right of the convertible notes and the partial repayment of certain non-current liabilities.

### Capital Structure

During the year, the conversion rights of the convertible notes in an aggregate amount of HK\$2.5 million were fully exercised by the holders. Consequently, a total of 50 million new shares in the capital of the Company were issued and allotted and each of Mr. Leung Wai Ho (the chairman of the Company) and Mr. Wong Chung Shun (the deputy chairman of the Company) was allotted 22.5 million new shares. As at 31 December 2005, there is no outstanding convertible notes and other similar rights other than the share options granted under the share option scheme of the Company.

### Exposure to Exchange Rates

Most of the Group's business transactions, assets and liabilities are denominated in Hong Kong dollars, United States dollars and Renminbi. As Hong Kong dollars is pegged to United States dollars and the fluctuation in the exchange rate between Hong Kong dollars and Renminbi is relatively mild, the Group's exposure to foreign currency risk is minimal and thus has not undertaken any hedging activity during the year under review.

本集團於二零零五年十二月三十一日之資本與負債比率，即負債總額對本公司權益持有人之百分比降至62.0%（二零零四年：89.9%），原因是行使可換股票具之換股權及部分償還若干非流動負債所致。

### 資本架構

總額為港幣2,500,000元之可換股票據之換股權由其持有人於年內悉數行使。因此，本公司股本中合共50,000,000股新股份予以發行及配發，而梁蔚豪先生（本公司主席）與黃仲遜先生（本公司副主席）各獲配發22,500,000股新股份，於二零零五年十二月三十一日，除根據本公司購股權計劃授出之購股權外並無未行使可換股票據及其他類似權利。

### 匯率風險

本集團之業務交易、資產及負債主要以港幣、美元及人民幣計值。由於港幣與美元掛鈎，而港幣與人民幣之匯率波動不大，故本集團面對之外匯風險不大，亦因此而並無於回顧年度內進行對沖活動。



## Management Discussion and Analysis

## 管理層討論及分析

### Contingent Liabilities

The Group has no material contingent liabilities save that a writ of summons dated 8 October 2004 was filed by Mr. Kwok Chin Wing, a former director of the Company against the Company in respect of the loans due from two former subsidiaries of the Company for a sum of approximately HK\$44.5 million together with related interests. The Company had already completed discovery of documentary evidence and exchange of witness statement and is ready to set the litigation down for trial. The directors of the Company, after seeking legal advices, are of the opinion that the plaintiff does not have a valid claim against the Company and therefore it is unlikely to have material adverse financial impact on the Group.

### 或然負債

本集團並無重大或然負債，惟於二零零四年十月八日，本公司前董事郭展榮先生就本公司兩家前附屬公司所欠貸款約港幣44,500,000元連同應計利息向本公司發出傳訊令狀。本公司已完成透露證明文件及交換證人陳述書。並已就訴訟之法庭審訊作充份準備。董事在尋求法律顧問意見後認為，原告人並無有效理據控訴本公司，因而此事不應對本集團之財政狀況構成重大不利影響。

### EMPLOYEES

As at 31 December 2005, the Group had approximately 1,050 employees (2004: 98) in Hong Kong and the PRC. The considerable increase in workforce was mainly due to the full operation of the Group's manufacturing plant in Boluo, Huizhou, Guangdong in 2005.

### 僱員

於二零零五年十二月三十一日，本集團於香港及中國僱用約1,050名僱員（二零零四年：98名）。人手大幅增加主要是因為本集團於廣東省惠州博羅縣之生產廠房於二零零五年起全面投產所致。

To attract, retain and motivate its employees, the Group has developed effective remuneration policies that are subject to review on regular basis. The Group's employees are remunerated with competitive packages which are in line with prevailing industry practice and individual performance. Furthermore, share option and performance-based bonus scheme are also in place to recognize the outstanding employees.

為吸引、挽留及激勵僱員，本集團已訂出有效之薪酬政策並予以定期檢討。本集團僱員之薪津組合極具吸引力，與當前業內市況看齊且與個人表現掛鉤。此外，本集團亦設有購股權計劃及績效花紅計劃以獎勵傑出僱員。





高級管理層簡歷

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Senior  
Management  
Profile

## Senior Management Profile

## 高級管理層簡歷

### EXECUTIVE DIRECTORS

**Mr. Leung Wai Ho**, aged 50, joined the Company as the chairman and executive director in November 2003. Mr. Leung has over 20 years of experience in manufacturing and trading of toys and electronics products.

**Mr. Wong Chung Shun**, aged 50, joined the Company as the deputy chairman and executive director in November 2003. Mr. Wong has over 22 years of experience in the banking industry and is currently engaged in trading of toys and electronics products.

**Mr. Ha Kee Choy, Eugene**, aged 49, joined the Company as an executive director in July 2004. Mr. Ha holds a master degree in business administration and is a fellow member of the Association of Chartered Certified Accountants and the Taxation Institute of Hong Kong. Mr. Ha possesses over 15 years of experience in the finance and banking industry and acts as director of a number of private and listed companies in Hong Kong.

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Chui Chi Yun, Robert**, aged 49, joined the Company as an independent non-executive director in July 2004. Mr. Chui holds a bachelor degree in Commerce (major in Accounting) and is a practicing Certified Public Accountant in Hong Kong. Mr. Chui is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants in the United Kingdom.

### 執行董事

**梁蔚豪先生**，現年五十歲，於二零零三年十一月加入本公司，擔任主席兼執行董事，梁先生擁有逾二十年從事玩具及電子產品製造及貿易之經驗。

**黃仲遜先生**，現年五十歲，於二零零三年十一月加入本公司，擔任副主席兼執行董事，黃先生擁有逾二十二年之銀行業經驗，目前參與玩具及電子產品之貿易業務。

**夏其才先生**，現年四十九歲，於二零零四年七月加入本公司，擔任執行董事。夏先生持工商管理碩士學位，乃英國特許公認會計師公會及香港稅務學會資深會員。夏先生積累逾十五年之金融及銀行業經驗，並於香港若干私人及上市公司擔任董事。

### 獨立非執行董事

**崔志仁先生**，現年四十九歲，於二零零四年七月加入本公司，擔任獨立非執行董事。崔先生持有商學士學位(主修會計)，並為香港執業會計師。崔先生乃香港會計師公會及英國特許公認會計師公會之資深會員。

## Senior Management Profile

**Mr. Lam Kwok Cheong**, aged 52, joined the Company as an independent non-executive director in January 2004. Mr. Lam is a Justice of Peace and a solicitor of the High Court of the Hong Kong Special Administrative Region. He holds Bachelor of Laws degree from University of Hong Kong. Mr. Lam is currently a part-time member the Central Policy Unit, member of Yuen Long District Council and Yuen Long District Fight Crime Committee and Ex-Officio Member of Heung Yee Yuk.

**Mr. Lai Wing Leung, Peter**, aged 48, joined the Company as an independent non-executive director in September 2004. Mr. Lai holds bachelor degree in science from University of Hong Kong and is an associate member of the Hong Kong Institute of Bankers. He has over 25 years of experience in banking and securities industries.

## 高級管理層簡歷

林國昌先生，現年五十二歲，於二零零四年一月加入本公司，擔任獨立非執行董事。林先生是太平紳士，並任香港特別行政區高等法院律師。彼持有香港大學法學學士學位。林先生亦為中央政策組非全職顧問，元朗區議會議員及元朗區撲滅罪行委員會委員，並為鄉議局當然議員。

黎永良先生，現年四十八歲，於二零零四年九月加入本公司，擔任獨立非執行董事。黎先生持有香港大學理學士學位，亦為香港銀行學會資深會員。彼於銀行及證券業方面擁有超過二十五年經驗。







企業管治報告

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Corporate  
Governance  
Report

# Corporate Governance Report

# 企業管治報告

## CORPORATE GOVERNANCE PRACTICE

The board of directors of the Company (the “Board”) considers that good corporate governance is essential for enhancing accountability and transparency of a company to the investing public and other stakeholders. Therefore, the Company commits to maintain high standard corporate governance practices and has complied with the code provisions set out in the Code on Corporate Governance Practices (the “CG Code”) contained in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Listing Rules”) throughout the year ended 31 December 2005 except for the deviations discussed in this Report.

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) contained in Appendix 10 to the Listing Rules as its own code of conduct regarding the directors’ securities transaction. Having made specific enquiry, all directors confirmed that they fully complied with the Model Code throughout the year.

## BOARD OF DIRECTORS

The Board is vested with the key roles of formulating the Group’s corporate strategic directions and policies; monitoring the financial performance and internal control system of the Group and overseeing the performance of management, who is delegated with the responsibilities of executing the Board’s decision and in-charging day-to-day operation. In discharging its responsibilities, the Board meets regularly and acts in good faith, with due diligence and care.

## 企業管治守則

本公司董事會（「董事會」）認為良好企業管治能提升本公司對投資大眾及股東之問責性及透明度。故此，本公司致力維持高水準之企業管治守則，並於截至二零零五年十二月三十一日止年度內一直遵守香港聯合交易所有限公司上市規則（「上市規則」）附錄十四中企業管治常規守則（「企管守則」）所載之守則條文，惟此報告內討論之偏離除外。

本公司已採納上市規則附錄十所載之上市公司董事進行證券交易的標準守則（「標準守則」）作為本公司董事買賣證券之行為守則。經特定查詢後，全體董事確認於本年度已遵守標準守則。

## 董事會

董事會之主要角色為策劃本集團之企業策略方向及政策，監察財務表現及本集團之內部監控系統，並監察管理人員在執行獲董事會授予之職責及處理日常營運時之表現。執行其責任時，董事會會定期舉行會議，並秉誠行事、審慎盡責。

## Corporate Governance Report

## 企業管治報告

The directors acknowledge their responsibility for preparing the financial statements of the Company.

董事確認其編製本公司財務報表之責任。

The composition of the Board and their respective attendance in the Board meetings and other committee meetings during the year ended 31 December 2005 are as follows:

截至二零零五年十二月三十一日止年度，董事會之組成及各董事於董事會會議及其他委員會會議之相關出席率如下：

		No. of meetings attended / held 已出席／已舉行會議數目		
		Regular full board meetings 定期全體 董事會會議	Audit Committee meetings 核數委員會 會議	Remuneration Committee meeting 薪酬委員會 會議
<i>Executive directors</i>				
Leung Wai Ho (Chairman)	梁蔚豪 (主席)	4/4		
Wong Chung Shun (Deputy Chairman)	黃仲遜 (副主席)	4/4		
Ha Kee Choy, Eugene	夏其才	4/4		1/1
<i>Independent non-executive directors</i>				
Chui Chi Yun, Robert	崔志仁	3/4	2/2	1/1
Lam Kwok Cheong	林國昌	4/4	2/2	1/1
Lai Wing Leung, Peter	黎永良	3/4	2/2	

### Chairman and Chief Executive Officer

### 主席及行政總裁

The Chairman of the Board is Mr. Leung Wai Ho whilst Mr. Wong Chung Shun, the deputy chairman of the Company, takes the role of chief executive officer and their roles are segregated.

董事會主席為梁蔚豪先生，而本公司副主席黃仲遜先生則負責行政總裁職務，兩位之職責已清楚區分。



## Corporate Governance Report

## 企業管治報告

### Non-executive Directors

None of the non-executive directors of the Company is appointed for specific term which is deviated from Code A.4.1 of the CG Code. However, as the directors are subject to the retirement by rotation provisions under the bye-laws of the Company, the Company considers that sufficient measures have been in place to ensure that the Company's corporate governance practices are no less exacting than the CG Code.

### Audit Committee

The Audit Committee comprises three independent non-executive directors of the Company, namely, Mr. Chui Chi Yun, Robert (Committee Chairman), Mr. Lam Kwok Cheong and Mr. Lai Wing Leung, Peter. The main role and functions of the Audit Committee are to review the financial information of the Company, to oversee the Company's financial reporting system and internal control procedure and maintain relations with the auditors of the Company.

In the year 2005, the Audit Committee held two meetings, during which the annual results of the Group for the year ended 31 December 2004 was reviewed with the auditors of the Company and the interim results of the Group for the six months ended 30 June 2005 was discussed.

### Remuneration Committee

The Remuneration Committee of the Company was set up on 2 June 2005 with key responsibilities of recommending the policy and structure for remuneration of directors and senior management and determining the remuneration package of executive directors and senior management.

### 非執行董事

本公司之非執行董事並非按指定任期委任，與企管守則第A.4.1條有所偏離。然而，本公司董事須根據本公司之公司細則輪席退任。因此，本公司認為已採取足夠措施以確保本公司之企業管治守則與企管守則同樣嚴謹。

### 審核委員會

審核委員會由三位本公司獨立非執行董事組成，分別為崔志仁先生(委員會主席)、林國昌先生及黎永良先生。審核委員會之主要角色及職能為審核本公司之財務資料、監察本公司之財務匯報系統及內部監控程序，並與本公司核數師維持良好關係。

於二零零五年，審核委員會舉行兩次會議，與本公司核數師審閱本集團截至二零零四年十二月三十一日止年度之年度業績，以及討論本集團截至二零零五年六月三十日止六個月之中期業績。

### 薪酬委員會

本公司薪酬委員會於二零零五年六月二日成立，主要職責為就董事及高級管理層之薪酬政策及架構提供建議，並釐定執行董事及高級管理層之薪酬組合。

## Corporate Governance Report

## 企業管治報告

The Remuneration Committee composed of Mr. Ha Kee Choy, Eugene (Committee Chairman), Mr. Chui Chi Yun, Robert and Mr. Lam Kwok Cheong. The committee member met once in the year ended 31 December 2005 for discussing the remuneration package of the directors and senior management for the year 2006.

薪酬委員會由夏其才先生(委員會主席)、林國昌先生及黎永良先生組成。委員會成員於截至二零零五年十二月三十一日止年度舉行一次會議，討論董事及高級管理層之薪酬組合。

### Nomination of Directors

The Board will meet to discuss when nomination of new director(s) is received or when circumstances requires. In considering the suitability of a candidate for directorship, the Board will take into account the candidate's qualification, experience, expertise and knowledge as well as the prevailing composition, structure and size of the Board and the requirements under the Listing Rules.

### 董事提名

於接獲董事提名或於合適時機時，董事會將舉行會議商討董事提名事項。於考慮董事候選人是否合適時，董事會會考慮其資格、經驗、專業技能、知識以及現行董事會之組合、架構與人數以及上市規則之規定。

### AUDITORS' REMUNERATION

During the year ended 31 December 2005, remuneration in respect of audit and non-audit services provided by Messrs. Deloitte Touche Tohmatsu, the auditors of the Company, to the Group are HK\$1,090,000 and HK\$59,000 respectively.

### 核數師酬金

截至二零零五年十二月三十一日止年度，本公司核數師德勤•關黃陳方會計師行提供予本集團之審核及非審核服務之酬金分別為1,090,000港元及59,000港元。



董事報告

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Report of  
the Directors

## Report of the Directors

The directors present their annual report together with the audited financial statements for the year ended 31 December 2005.

### CHANGE OF NAME

Pursuant to a special resolution passed on 5 July 2005, the name of the Company was changed from Capital Prosper Limited to GFT Holdings Limited.

### PRINCIPAL ACTIVITIES

The Company is an investment holding company and its subsidiaries are principally engaged in the trading and manufacturing of toys, gifts, premium and consumer products. Details of the activities of the subsidiaries are set out in note 37 to the financial statements.

### RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2005 are set out in the consolidated income statement on page 35.

The directors do not recommend the payment of a dividend for the year.

### PROPERTY, PLANT AND EQUIPMENT

Details of movements in property, plant and equipment of the Group during the year are set out in note 14 to the financial statements.

### SHARE CAPITAL

During the year, the Company issued 50,000,000 ordinary shares upon the convertible note holders exercised their conversion rights at a conversion price of HK\$0.05 per share.

Details of movements in share capital of the Company during the year are set out in note 23 to the financial statements.

## 董事報告

董事謹此提呈截至二零零五年十二月三十一日止年度之年報及經審核財務報表。

### 更改公司名稱

根據二零零五年七月五日通過之特別決議案，本公司由興旺行有限公司易名為真樂發控股有限公司。

### 主要業務

本公司乃一間投資控股公司，其附屬公司主要從事玩具、贈品、精品及消費產品產銷業務。各附屬公司之業務詳情載於財務報表附註37。

### 業績及分配

本集團截至二零零五年十二月三十一日止年度之業績載於第35頁之綜合收益表。

董事不建議派付本年度股息。

### 物業、廠房及設備

本集團物業、廠房及設備年內變動之詳情載於財務報表附註14。

### 股本

本年內，本公司因可換股票據持有人按每股港幣0.05元之換股價行使換股權而發行50,000,000股普通股。

年內本公司股本變動詳情載於財務報表附註23。

## Report of the Directors

## 董事報告

### DISTRIBUTABLE RESERVES

The Company's reserves available for distribution to shareholders at 31 December 2005 amounted to HK\$18,392,000 (2004: HK\$22,410,000).

Under the Companies Act 1981 of Bermuda (as amended), contributed surplus is also available for distribution to shareholders. However, the Company cannot declare or pay a dividend, or make a distribution out of contributed surplus, if:

- a) the Company is, or would after the payment be, unable to pay its liabilities as they become due; or
- b) the realisable value of the Company's assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.

### 可供分派儲備

本公司於二零零五年十二月三十一日可分派予股東之儲備達港幣18,392,000元(二零零四年：港幣22,410,000元)。

根據百慕達1981年公司法(經修訂)，實繳盈餘亦可分派予股東。然而，本公司在下列情況下不可從實繳盈餘中宣派或派發股息，或撥出款項分派：

- (i) 本公司當時或於派發股息後未能償還到期債務；或
- (ii) 本公司資產之可變現價值將因派發股息而少於負債、已發行股本以及股份溢價賬之總和。

### DIRECTORS

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

#### *Executive Directors:*

Mr. Leung Wai Ho (*Chairman*)  
Mr. Wong Chung Shun (*Deputy Chairman*)  
Mr. Ha Kee Choy, Eugene

#### *Independent Non-executive Directors:*

Mr. Chui Chi Yun, Robert  
Mr. Lam Kwok Cheong  
Mr. Lai Wing Leung, Peter

In accordance with Bye-law 99 of the Company's Bye-laws, Mr. Leung Wai Ho and Mr. Wong Chung Shun will retire and, being eligible, offer themselves for re-election at the forthcoming annual general meeting.

### 董事

本公司年內及直至本報告日期止之董事如下：

#### *執行董事：*

梁蔚豪先生(主席)  
黃仲遜先生(副主席)  
夏其才先生

#### *獨立非執行董事：*

崔志仁先生  
林國昌先生  
黎永良先生

根據本公司細則第99條，梁蔚豪先生與黃仲遜先生將於應屆股東週年大會上輪席告退，彼等合資格並願意於應屆股東週年大會上膺選連任。



## Report of the Directors

## 董事報告

The non-executive directors are subject to retirement by rotation in accordance with the Bye-laws of the Company.

根據本公司細則，各非執行董事須輪值告退。

### DIRECTORS' SERVICE CONTRACTS

### 董事之服務合約

No directors proposed for re-election at the forthcoming annual general meeting has a service contract which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

擬於應屆股東週年大會重選連任之董事概無訂有本集團於一年內不作賠償不能終止之服務合約（法定賠償除外）。

### APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

### 委任獨立非執行董事

The Company has received, from each of the independent non-executive directors, an annual confirmation of his independence pursuant to Rule 3.13 of the Rules Governing the Listing Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules"). The Company considers all of the independent non-executive directors are independent.

本公司已收到各獨立非執行董事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條之規定向本公司發出之週年獨立性確認函。本公司認為各獨立非執行董事皆屬獨立人士。



## Report of the Directors

## 董事報告

### DIRECTORS' INTEREST IN SHARES AND UNDERLYING SHARES

### 董事之股份及相關股份權益

At 31 December 2005, the interests of the directors and their associates in the shares and underlying shares of the Company and its associated corporations, as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance (the "SFO"), or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of the Listed Issuers (the "Model Code"), were as follows:

於二零零五年十二月三十一日，按照本公司根據證券及期貨條例第352條存置之登記冊所記錄，或根據上市發行人董事進行證券交易的標準守則（「標準守則」）而知會本公司及香港聯合交易所有限公司（「聯交所」）之資料，董事及彼等之聯繫人士於本公司及其相聯法團之股份及相關股份之權益如下：

#### (a) Long positions in the ordinary shares of the Company

#### (a) 於本公司普通股中持有之好倉：

Name of director 董事姓名	Number of ordinary shares held by 所持普通股數目			Percentage of the issued share capital of the Company 佔本公司已 發行股本百分比
	Beneficial owner 實益擁人	Controlled corporation 受控制法團	Total 總計	
Leung Wai Ho ("Mr. Leung") 梁蔚豪（「梁先生」）	22,500,000	330,560,000 (note i) (附註i)	353,060,000	22.4%
Wong Chung Shun ("Mr. Wong") 黃仲遜（「黃先生」）	22,500,000	330,560,000 (note ii) (附註ii)	353,060,000	22.4%



## Report of the Directors

## 董事報告

### Notes:

- (i) The shares were held by Charm Management Limited, a wholly-owned subsidiary of New Spread Investments Limited. Each of Excel Advance Holdings Limited, Good Achieve Holdings Limited and Grand Achieve Group Limited is interested in one-third of the issued share capital of New Spread Investments Limited. As Mr. Leung owns the entire interest in Excel Advance Holdings Limited and 50% of the issued share capital of Grand Achieve Group Limited, he is deemed to be interested in 330,560,000 shares of the Company held by Charm Management Limited.
- (ii) As Mr. Wong owns the entire interest in Good Achieve Holdings Limited and 50% of the issued share capital of Grand Achieve Group Limited, he is deemed to be interested in 330,560,000 shares of the Company held by Charm Management Limited.

### 附註：

- (i) 該等股份由New Spread Investments Limited之全資附屬公司Charm Management Limited持有。Excel Advance Holdings Limited、Good Achieve Holdings Limited及Grand Achieve Group Limited各佔New Spread Investments Limited已發行股本之三分之一權益。由於梁先生實益擁有Excel Advance Holdings Limited之全部已發行股本，另擁有Grand Achieve Group Limited已發行股本之50%，梁先生因此被視作於Charm Management Limited持有之330,560,000股本公司股份中佔有權益。
- (ii) 由於黃先生實益擁有Good Achieve Holdings Limited之全部已發行股本，另擁有Grand Achieve Group Limited已發行股本之50%，黃先生因此被視作於Charm Management Limited持有之330,560,000股股份權益。

### (b) Long positions in the share options of the Company

### (b) 本公司購股權之好倉

Name of director 董事姓名	Capacity 身份	Number of options held 所持購股權數目	Number of underlying shares 相關股份數目
Leung Wai Ho 梁蔚豪	Beneficial owner 實益擁有人	1,278,540	1,278,540
Wong Chung Shun 黃仲遜	Beneficial owner 實益擁有人	1,278,540	1,278,540
Ha Kee Choy, Eugene 夏其才	Beneficial owner 實益擁有人	1,278,540	1,278,540
Chui Chi Yun, Robert 崔志仁	Beneficial owner 實益擁有人	1,278,540	1,278,540
Lam Kwok Cheong 林國昌	Beneficial owner 實益擁有人	1,278,540	1,278,540
Lai Wing Leung, Peter 黎永良	Beneficial owner 實益擁有人	1,278,540	1,278,540
		7,671,240	7,671,240

Save as disclosed above, none of the directors nor their associates had any interests or short positions in any shares, underlying shares of the Company or any of its associated corporations as at 31 December 2005.

除上文所披露者外，於二零零五年十二月三十一日，概無董事及彼等之聯繫人士於本公司或其任何相聯法團之任何股份、相關股份或債權證中擁有任何權益或淡倉。

# Report of the Directors

# 董事報告

## SHARE OPTIONS

Particulars of the share option scheme of the Company are set out in note 25 to the financial statements.

The following table discloses movements in the Company's share options during the year:

## 購股權

本公司之購股權計劃詳情載於財務報表附註25。

年內本公司之購股權變動見下表披露：

Name of director 董事姓名	Exercisable period 行使期	Exercise price 行使價 HK\$ 港幣	Number of share options 購股權數目		
			Balance at 31.12.2004 於二零零四年 十二月三十一日 之結餘	Lapsed during the year 年內失效	Balance at 31.12.2005 於二零零五年 十二月三十一日 之結餘
Leung Wai Ho 梁蔚豪	31 December 2004 to 30 December 2006 二零零四年十二月三十一日至 二零零六年十二月三十日	0.0676	1,278,540	—	1,278,540
Wong Chung Shun 黃仲遜	31 December 2004 to 30 December 2006 二零零四年十二月三十一日至 二零零六年十二月三十日	0.0676	1,278,540	—	1,278,540
Ha Kee Choy, Eugene 夏其才	31 December 2004 to 30 December 2006 二零零四年十二月三十一日至 二零零六年十二月三十日	0.0676	1,278,540	—	1,278,540
Chui Chi Yun, Robert 崔志仁	31 December 2004 to 30 December 2006 二零零四年十二月三十一日至 二零零六年十二月三十日	0.0676	1,278,540	—	1,278,540
Lam Kwok Cheong 林國昌	31 December 2004 to 30 December 2006 二零零四年十二月三十一日至 二零零六年十二月三十日	0.0676	1,278,540	—	1,278,540
Lai Wing Leung, Peter 黎永良	31 December 2004 to 30 December 2006 二零零四年十二月三十一日至 二零零六年十二月三十日	0.0676	1,278,540	—	1,278,540
<b>Total for directors 董事總計</b>			7,671,240	—	7,671,240
Employees 僱員	31 December 2004 to 30 December 2006 二零零四年十二月三十一日至 二零零六年十二月三十日	0.0676	63,927,000	(12,785,400)	51,141,600
Others 其他	31 December 2004 to 30 December 2006 二零零四年十二月三十一日至 二零零六年十二月三十日	0.0676	43,470,360	—	43,470,360
			115,068,600	(12,785,400)	102,283,200

## Report of the Directors

## 董事報告

### ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Other than the convertible notes and the option holdings disclosed above, at no time during the year was the Company, or any of its subsidiaries, a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

### 購買股份或債權證之安排

除上文披露之可換股票據及購股權外，於本年度任何時間，本公司或其任何附屬公司概無訂立任何安排，致使本公司董事可藉購買本公司或任何其他法人團體之股份或債權證而獲益。

### DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Saved as disclosed in note 35 to the financial statements, no contracts of significance to which the Company or subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

### 董事之重大合約權益

除財務報表附註35所披露者外，本公司或其任何附屬公司概無訂立任何於年終或年內任何時間仍然有效，且本公司董事直接或間接擁有重大利益之重大合約。



## Report of the Directors

## 董事報告

### DIRECTORS' INTEREST IN COMPETING BUSINESS

### 董事於競爭業務之權益

Interests of the directors in competing businesses to the Group as at 31 December 2005 required to be disclosed pursuant to Rule 8.10 of the Listing Rules were set out as below:—

於二零零五年十二月三十一日，董事須根據上市規則第8.10條披露彼等於本集團的競爭業務之權益如下：

Name of director 董事姓名	Name of company 公司名稱	Nature of competing business 競爭業務性質	Nature of interest 權益性質
Leung Wai Ho 梁蔚豪	General Fast Trading Limited 真樂發貿易有限公司	Trading of toys and electronic products 玩具及電子產品貿易	Director and shareholder 董事及股東
	United Force Overseas Company Limited 科時貿易有限公司	Manufacturing of toys and electronic products 玩具及電子產品製造	Director and shareholder 董事及股東
Wong Chung Shun 黃仲遜	General Fast Trading Limited 真樂發貿易有限公司	Trading of toys and electronic products 玩具及電子產品貿易	Director and shareholder 董事及股東
	United Force Overseas Company Limited 科時貿易有限公司	Manufacturing of toys and electronic products 玩具及電子產品製造	Director and shareholder 董事及股東

Save as disclosed above, none of the directors was interested in any business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group.

除上文披露者外，董事概無於可與或應會與本集團業務構成直接或間接競爭之任何業務中擁有權益。

### SUBSTANTIAL SHAREHOLDERS

### 主要股東

As at 31 December 2005, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO shows that other than the interests disclosed above in respect of certain directors, the following shareholders had notified the Company of relevant interests and short positions in the issued share capital of the Company.

於二零零五年十二月三十一日，按本公司根據證券及期貨條例第336條存置之主要股東名冊記錄，除上文披露之董事權益外，以下股東已通知本公司有關於本公司已發行股本之權益及淡倉。

## Report of the Directors

## 董事報告

### Long positions in the Shares

### 股份之好倉

Name of shareholder	股東姓名	Note 附註	Number of ordinary shares held 所持普通股數目		Percentage of of issued share capital of the Company 佔本公司已發行 股本之百分比
			Direct interest 直接權益	Deemed interest 視作權益	
Charm Management Limited	Charm Management Limited		330,560,000	—	20.9%
New Spread Investments Limited	New Spread Investments Limited	(i)	—	330,560,000	20.9%
Excel Advance Holdings Limited	Excel Advance Holdings Limited	(i)	—	330,560,000	20.9%
Good Achieve Holdings Limited	Good Achieve Holdings Limited	(i)	—	330,560,000	20.9%
Grand Achieve Group Limited	Grand Achieve Group Limited	(i)	—	330,560,000	20.9%
Tokyo Unique (Hongkong) Limited	東京唯一(香港)有限公司		194,800,000	—	12.3%
Tokyo Unique Co., Ltd.	Tokyo Unique Co., Ltd.	(ii)	—	194,800,000	12.3%
Takeaki Maeda	Takeaki Maeda	(ii)	—	194,800,000	12.3%
Merrill Lynch & Co., Inc	Merrill Lynch & Co., Inc	(iii)	—	141,778,000	9.0%

#### Notes:

#### 附註：

- |  |   |
|--|---|
| <p>(i) Each of Excel Advance Holdings Limited, Good Achieve Holdings Limited and Grand Achieve Group Limited is interested in one-third of the issued share capital of New Spread Investments Limited, which in turn owns the entire interest in Charm Management Limited. Therefore, each of Excel Advance Holdings Limited, Good Achieve Holdings Limited, Grand Achieve Group Limited and New Spread Investments Limited is deemed to be interested in 330,560,000 shares of the Company.</p> | <p>(i) Excel Advance Holdings Limited、Good Achieve Holdings Limited及Grand Achieve Group Limited各自持有New Spread Investments Limited之三份一已發行股本，而New Spread Investments Limited則全資擁有Charm Management Limited，因此Excel Advance Holdings Limited、Good Achieve Holdings Limited及Grand Achieve Group Limited各公司均被視為於330,560,000股本公司股份中擁有權益。</p> |
| <p>(ii) Tokyo Unique (Hongkong) Limited is owned as to 67% by Tokyo Unique Co., Ltd., which in turn is controlled by Mr. Takeaki Maeda. Thus, both Tokyo Unique Co., Ltd. and Mr. Takeaki Maeda are deemed to be interested in 194,800,000 shares of the Company.</p>  | <p>(ii) 東京唯一(香港)有限公司由Takeaki Maeda先生控制之Tokyo Unique Co., Ltd.擁有67%權益，因此Tokyo Unique Co., Ltd.與Takeaki Maeda先生均被視為於194,800,000股本公司股份中擁有權益。</p>   |
| <p>(iii) Merrill Lynch &amp; Co., Inc. is interested in 141,778,000 shares of the Company which are corporate interest held through Merrill Lynch International, Inc, Merrill Lynch International Holdings Inc., Merrill Lynch Europe Plc, Merrill Lynch Holdings Limited and Merrill Lynch International.</p>   | <p>(iii) Merrill Lynch &amp; Co., Inc.擁有141,778,000股本公司股份權益，此為透過Merrill Lynch International, Inc、Merrill Lynch International Holdings Inc.、Merrill Lynch Europe Plc、Merrill Lynch Holdings Limited及Merrill Lynch International持有之公司權益。</p>  |



## Report of the Directors

## 董事報告

Other than the interests disclosed above, the register of substantial shareholders maintained by the Company pursuant to section 336 of the SFO discloses no person as having a notifiable interest or short position in the issued share capital of the Company as at 31 December 2005.

除上文披露之權益外，本公司根據證券及期貨條例第336條存置之主要股東登記冊中未記有任何人士於二零零五年十二月三十一日在本公司已發行股本擁有須具報之權益或淡倉。

### CONNECTED TRANSACTIONS

### 關連交易

On 22 December 2004, an asset transfer agreement was entered into between 宏科電子(惠州)有限公司, a wholly owned subsidiary of the Company, and Force Electronics (Huizhou) Limited ("Force") whereby Force agreed to transfer the land use right of a parcel of land situated in Boluo, Huizhou City, Guangdong together with the industrial building and ancillary facilities erected thereon at a consideration of RMB 8.0 million (equivalent to approximately HK\$7.5 million).

二零零四年十二月二十二日，本公司之全資附屬公司宏科電子(惠州)有限公司與科時電子(惠州)有限公司(「科時」)訂立資產轉讓協議，據此，科時同意轉讓位於廣東惠州市博羅之一幅土地之土地使用權以及興建於其上之工業樓宇及配套設施，代價為人民幣8,000,000元(相當於約港幣7,500,000元)。

The transfer constituted a connected transaction as Force is owned as to 45% by Mr. Leung and 45% by Mr. Wong. The transfer was completed on 4 March 2005.

科時乃由梁先生及黃先生各擁有45%。因此，此項轉讓構成一項關連交易。此項轉讓已於二零零五年三月四日完成。

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

### 購買、出或贖回本公司之上市證券

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

本公司或其任何附屬公司於年內並無購買、出售或贖回本公司任何上市證券。

### PRE-EMPTIVE RIGHTS

### 優先購買權

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 the existing shareholders.

本公司細則或百慕達法例均無有關優先購買權之條款，規定本公司須按比例向現有股東發售新股份。



## Report of the Directors

## 董事報告

### MAJOR CUSTOMERS AND SUPPLIERS

The aggregate sales attributable to the Group's five largest customers comprised approximately 49% of the Group's total sales and the sales attributable to the Group's largest customer were approximately 15% of the Group's total sales for the year.

The aggregate purchases attributable to the Group's five largest suppliers comprised approximately 43% of the Group's total purchases and the purchases attributable to the Group's largest supplier were approximately 30% of the Group's total purchases for the year.

At no time during the year, did a director, an associate of a director or a shareholder of the Company, which to the knowledge of the directors, owns more than 5% of the Company's issued share capital, have an interest in the share capital of any of the five largest customers and suppliers of the Group.

### SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the directors as at the latest practicable date prior to the issue of this report, the Company has maintained a sufficient public float as required under the Listing Rules.

### 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

**Leung Wai Ho**  
*Chairman*

Hong Kong, 24 April 2006

### 主要客戶及供應商

本年度，本集團對五大客戶之銷售總額佔本集團總銷售額約49%。本集團最大客戶之銷售額約佔本集團總銷售額約15%。

本年度，本集團自五大供應商之採購總額佔本集團總採購額約43%。本集團自最大供應商之採購額約佔本集團總採購額約30%。

各董事或彼等之聯繫人士或就董事所知擁有本公司已發行股本5%以上之股東，概無在本集團五大客戶或五大供應商之股本中擁有任何權益。

### 充足公眾持股量

根據本公司所知之公開資料及就董事於本報告刊行前之最後可行日期所知，本公司一直維持上市規則規定之充足公眾持股量。

### 核數師

本公司將於股東週年大會上提呈決議案，續聘德勤•關黃陳方會計師行為本公司核數師。

代表董事會

*主席*  
**梁蔚豪**

香港，二零零六年四月二十四日



### TO THE SHAREHOLDERS OF GFT HOLDINGS LIMITED

真樂發控股有限公司

(FORMERLY KNOWN AS CAPITAL PROSPER LIMITED

興旺行有限公司)

(incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of GFT Holdings Limited (the “Company”) and its subsidiaries (the “Group”) from pages 35 to 119 which have been prepared in accordance with accounting principles generally accepted in Hong Kong.

### RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

The directors are responsible for the preparation of consolidated financial statements which give a true and fair view. In preparing consolidated financial statements which give a true and fair view it is fundamental that appropriate accounting policies are selected and applied consistently.

It is our responsibility to form an independent opinion, based on our audit, on those consolidated financial statements 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.

致真樂發控股有限公司全體股東

(前稱CAPITAL PROSPER LIMITED 興旺行有限公司)

(於百慕達註冊成立之有限公司)

本核數師行已完成審核載於第35頁至第119頁按照香港普遍採納之會計原則編製之真樂發控股有限公司(「貴公司」)及其附屬公司(「貴集團」)之財務報告。

### 董事及核數師之個別責任

貴公司董事負責編製真實與公平之綜合財務報告。在編製該等真實及公平之綜合財務報告時，董事必須貫徹地採用合適之會計政策。

根據百慕達公司法第九十條，本行的責任是根據我們的審核，對該等綜合財務報告出具獨立意見，並將此意見謹向股東作出報告而不作其他用途。本行概不就本報告之內容向任何其他人士負責或承擔任何責任。

## Report of the Auditors

## 核數師報告

### BASIS OF OPINION

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

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

### OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Group as at 31 December 2005 and of the profit and cash flows of the Group for the year then ended 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  
24 April 2006

### 意見的基礎

本行乃按照香港會計師公會頒佈之香港核數準則進行審核工作。審核範圍包括以抽查方式查核與綜合財務報告所載數額及披露事項有關之憑證，亦包括評估董事於編製該等綜合財務報表時所作之重大估計及判斷、所釐定之會計政策是否適合貴集團之具體情況，及是否貫徹應用並足夠地披露該等會計政策。

本行在策劃及進行審核工作時，均以取得一切本行認為必需之資料及解釋為目標，使本行能獲得充份之憑證，就該等綜合財務報告是否存有重要錯誤陳述，作出合理之確定。在表達意見時，本行亦已衡量該等綜合財務報告所載之資料在整體上是否足夠。本行相信，本行之審核工作已為下列意見建立了合理的基礎。

### 意見

本行認為上述綜合財務報告均真實與公平地反映貴集團於二零零五年十二月三十一日之財務狀況及貴集團於截至該日止年度之溢利及現金流量，並已按照香港公司條例之披露要求而妥善編製。

**德勤•關黃陳方會計師行**  
*執業會計師*

香港  
二零零六年四月二十四日

# Consolidated Income Statement

## 綜合收益表

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

		Notes 附註	2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元 (As restated) (經重列)
Revenue	營業額	7	179,128	165,291
Cost of sales	銷售成本		(150,284)	(137,041)
Gross profit	毛利		28,844	28,250
Other income	其他收入		9,500	800
Distribution costs	分銷費用		(5,912)	(7,586)
Administrative expenses	行政費用		(21,800)	(20,200)
Other expenses	其他開支		(1,078)	(1,457)
Gain (loss) on disposal of subsidiaries	出售附屬公司之 收益(虧損)		2,593	(894)
Loss on dilution of interests in subsidiaries	攤薄附屬公司 權益之虧損		—	(496)
Finance costs	財務費用	8	(103)	(83)
Profit (loss) before taxation	除稅前溢利(虧損)		12,044	(1,666)
Income tax expense	所得稅開支	9	(873)	(1,786)
Profit (loss) for the year	本年度溢利(虧損)	10	11,171	(3,452)
Attributable to	應佔溢利			
— Equity holders of the Company	— 本公司股權 持有人		10,056	(6,169)
— Minority interests	— 少數股東權益		1,115	2,717
			11,171	(3,452)
Earnings (loss) per share	每股盈利(虧損)	13		
— Basic	— 基本		0.64 cent 仙	(0.52 cent 仙)
— Diluted	— 攤薄		0.63 cent 仙	N/A 不適用

# Consolidated Balance Sheet

## 綜合資產負債表

At 31 December 2005 於二零零五年十二月三十一日

		Notes 附註	2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元 (As restated) (經重列)
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	14	65,021	45,678
Deposits paid for acquisition of property, plant and equipment	收購物業、廠房及 設備所支付之 按金		—	4,330
Prepaid lease payments — non-current portion	預付租賃款項 — 非流動部份	15	8,698	5,533
Goodwill	商譽	16	5,733	7,717
Club debenture	會所會籍		220	—
			<b>79,672</b>	<b>63,258</b>
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Prepaid lease payments — current portion	預付租賃款項 — 流動部份	15	180	112
Inventories	存貨	17	8,767	2,721
Trade and other receivables	應收賬款及 其他應收款項	18(a)	45,619	41,090
Investments in securities	證券投資	19	—	5,474
Bank balances and cash	銀行結餘及現金	18(b)	6,044	29,513
			<b>60,610</b>	<b>78,910</b>
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Trade and other payables	應付賬款及其他 應付款項	20	29,604	29,628
Amounts due to related companies	應付關連公司款項	35	13,420	13,148
Taxation payable	應付稅項		1,734	1,686
Unsecured other borrowing	無抵押其他貸款	21	1,750	—
Obligations under finance leases	融資租賃承擔	22	1,656	—
Bank overdrafts	銀行透支		—	165
			<b>48,164</b>	<b>44,627</b>
<b>NET CURRENT ASSETS</b>	<b>流動資產淨值</b>		<b>12,446</b>	<b>34,283</b>
			<b>92,118</b>	<b>97,541</b>

# Consolidated Balance Sheet

## 綜合資產負債表

At 31 December 2005 於二零零五年十二月三十一日

		Notes 附註	2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元 (As restated) (經重列)
<b>CAPITAL AND RESERVES</b>	<b>股本及儲備</b>			
Share capital	股本	23	15,785	15,285
Reserves	儲備		69,861	56,599
Equity attributable to equity holders of the Company	本公司股權持有人應佔權益		85,646	71,884
Minority interests	少數股東權益		1,546	5,685
Total equity	權益總額		87,192	77,569
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>			
Construction cost payable	應付建造成本	26	—	17,693
Unsecured other borrowing	無抵押其他貸款	21	1,312	—
Convertible notes	可換股票據	27	—	2,279
Obligations under finance leases	融資租賃承擔	22	3,614	—
			4,926	19,972
			92,118	97,541

The financial statements on pages 35 to 119 were approved and authorised for issue by the Board of Directors on 24 April 2006 and are signed on its behalf by:

第35頁至第119頁財務報表於二零零六年四月二十四日經董事會批准及授權發行，並由下列董事代為簽署：

**Leung Wai Ho**  
梁蔚豪  
DIRECTOR  
董事

**Wong Chung Shun**  
黃仲遜  
DIRECTOR  
董事

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

		Attributable to equity holders of the Company 本公司股權持有人應佔								
		Share capital	Share premium	Capital reserves	Convertible notes equity reserve	Translation reserve	Accumulated profits (losses)	Total	Minority interests	Total
		股本	股份溢價	資本儲備	可換股票據權益儲備	匯兌儲備	累計溢利(虧損)	總額	少數股東權益	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		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	港幣千元
		(Note 23)		(Note 24)						
		(附註23)		(附註24)						
At 1 January 2004	於二零零四年一月一日	7,124	—	2,099	—	17	27,283	36,523	730	37,253
Exchange difference arising on translation of foreign operations recognised directly in equity	因換算海外業務產生而直接於權益中確認之匯兌差異	—	—	—	—	25	—	25	—	25
Released on disposal of subsidiaries	出售附屬公司時撥回	—	—	—	—	(42)	—	(42)	(743)	(785)
Loss for the year — as restated	本年度虧損 — 經重列	—	—	—	—	—	(6,169)	(6,169)	2,717	(3,452)
Total recognised income and expenses for the year	年度已確認收支總額	—	—	—	—	(17)	(6,169)	(6,186)	1,974	(4,212)
Placing of new shares	配售新股	3,900	17,600	—	—	—	—	21,500	—	21,500
Rights issue	供股	4,261	17,048	—	—	—	—	21,309	—	21,309
Share issue expenses	股份發行費用	—	(1,524)	—	—	—	—	(1,524)	—	(1,524)
Recognition of equity component of convertible notes	確認可換股票據之權益部份	—	—	—	262	—	—	262	—	262
Contribution from minority shareholders	少數股東出資	—	—	—	—	—	—	—	2,000	2,000
Acquisition of subsidiaries	收購附屬公司	—	—	—	—	—	—	—	981	981
At 31 December 2004 — as restated	於二零零四年十二月三十一日 — 經重列	15,285	33,124	2,099	262	—	21,114	71,884	5,685	77,569
Exchange difference arising on translation of foreign operations recognised directly in equity	因換算海外業務產生而直接於權益中確認匯兌差異	—	—	—	—	1,399	—	1,399	—	1,399
Released on disposal of subsidiaries	出售附屬公司時撥回	—	—	—	—	—	—	—	(1,961)	(1,961)
Profit for the year	本年度溢利	—	—	—	—	—	10,056	10,056	1,115	11,171
Total recognised income and expenses for the year	年度已確認收支總額	—	—	—	—	1,399	10,056	11,455	(846)	10,609
Dividend paid to minority shareholders	向少數股東支付股息	—	—	—	—	—	—	—	(3,293)	(3,293)
Issue of shares upon conversion of convertible notes	因可換股票據換股而發行股份	500	2,069	—	(262)	—	—	2,307	—	2,307
At 31 December 2005	於二零零五年十二月三十一日	15,785	35,193	2,099	—	1,399	31,170	85,646	1,546	87,192

# Consolidated Cash Flow Statement

## 綜合現金流量表

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

	Notes 附註	2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元 (As restated) (經重列)
<b>OPERATING ACTIVITIES</b>	<b>經營活動</b>		
Profit (loss) before taxation	除稅前溢利(虧損)	<b>12,044</b>	(1,666)
Adjustments for:	就以下項目作出調整：		
Amortisation of goodwill	商譽之攤銷	—	696
Amortisation of intangible asset	無形資產之攤銷	—	16
Release of prepaid lease payments	攤銷預付租賃款項	<b>179</b>	—
Impairment loss recognised in respect of trade and other receivables	應收賬款及其他應收款項之已確認減值虧損	<b>20</b>	409
Allowance for slow moving and obsolete inventories	滯銷及陳舊存貨撥備	—	619
Dividend income	股息收入	—	(129)
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	<b>3,929</b>	1,128
Exchange loss	匯兌虧損	<b>169</b>	—
Finance costs	財務費用	<b>103</b>	83
Gain on disposal of investments held for trading	出售持作買賣之投資的收益	<b>(2,863)</b>	—
(Gain) loss on disposal of subsidiaries	出售附屬公司之(收益)虧損	<b>(2,593)</b>	894
Impairment loss on goodwill	商譽之減值虧損	<b>909</b>	—
Interest income	利息收入	<b>(45)</b>	(12)
Loss on dilution of interests in subsidiaries	攤薄附屬公司權益之虧損	—	496
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	<b>12</b>	152
Unrealised holding loss on other investments	持有其他投資之未變現虧損	—	585
Operating cash flow before movements in working capital	營運資金變動前之經營現金流量	<b>11,864</b>	3,271



# Consolidated Cash Flow Statement

## 綜合現金流量表

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

		Notes 附註	2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元 (As restated) (經重列)
(Increase) decrease in inventories	存貨(增加)減少		(6,521)	4,412
Increase in trade and other receivables	應收賬款及其他應收款項之增加		(9,078)	(20,237)
Decrease in investments in securities	證券投資之減少		—	1,013
Increase (decrease) in trade and other payables	應付賬款及其他應付款項之增加(減少)		754	(13,806)
Increase in amounts due to related companies	應付關連公司款項之增加		272	13,148
Decrease in amounts due to directors	應付董事款項之減少		—	(120)
Cash used in operations	經營活動所用現金		(2,709)	(12,319)
Taxation paid	已付稅項		(825)	(100)
<b>NET CASH USED IN OPERATING ACTIVITIES</b>	經營活動所用現金淨額		<b>(3,534)</b>	<b>(12,419)</b>
<b>INVESTING ACTIVITIES</b>	投資活動			
Dividend received	已收股息		—	129
Interest received	已收利息		45	12
Purchase of property, plant and equipment	購入物業、廠房及設備		(16,348)	(8,861)
Payment of construction cost payables	支付應付建造成本		(11,754)	—
Payment for prepaid lease payments	支付預付租賃款項		(3,275)	(5,645)
Purchase of club debenture	購入會所會籍		(220)	—
Acquisition of subsidiaries	收購附屬公司	28	—	(6,881)
Deposit paid for acquisition of property, plant and equipment	購入物業、廠房及設備支付之定金		—	(4,330)
Proceeds on disposal of subsidiaries	出售附屬公司所得款項	29	4,453	5,137
Proceeds from disposal of investments held for trading	出售持作買賣之投資的所得款項		8,337	—
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	投資活動所用現金淨額		<b>(18,762)</b>	<b>(20,439)</b>

# Consolidated Cash Flow Statement

## 綜合現金流量表

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

	Notes 附註	2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元 (As restated) (經重列)
<b>FINANCING ACTIVITIES</b>	<b>融資活動</b>		
Dividend paid to minority shareholders	支付股息予少數股東	(3,293)	—
Repayment of obligations under finance leases	償還融資租賃承擔	(730)	—
Repayment of unsecured other borrowing	償還無抵押其他貸款	(438)	—
Interest paid	已付利息	(75)	(42)
Contribution from minority shareholders	少數股東出資	—	2,000
Net proceeds from issue of shares	發行股份所得款項淨額	—	41,285
Raise of unsecured other borrowing	籌得無抵押其他貸款	3,500	—
<b>NET CASH (USED IN) FROM FINANCING ACTIVITIES</b>	<b>融資活動(所用)所得現金淨額</b>	<b>(1,036)</b>	<b>43,243</b>
<b>NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等值之(減少)增加淨額</b>	<b>(23,332)</b>	<b>10,385</b>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR</b>	<b>年初之現金及現金等值</b>	<b>29,348</b>	<b>18,946</b>
<b>EFFECT OF FOREIGN EXCHANGE RATE CHANGES</b>	<b>外匯匯率變動之影響</b>	<b>28</b>	<b>17</b>
<b>CASH AND CASH EQUIVALENTS AT END OF THE YEAR</b>	<b>年終之現金及現金等值</b>	<b>6,044</b>	<b>29,348</b>
<b>ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等值結餘之分析</b>		
Bank balances and cash	銀行結餘及現金	6,044	29,513
Bank overdrafts	銀行透支	—	(165)
		<b>6,044</b>	<b>29,348</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 1. GENERAL

The Company is incorporated in Bermuda as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The addresses of the registered office and principal place of business of the Company are disclosed in the corporation information to the annual report.

The financial statements are presented in Hong Kong dollars, which is the same as the functional currency of the Company.

The Company acts as an investment holding company. The principal activities of its subsidiaries are manufacturing and trading of toys, gifts and premiums.

### 2. APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS

In the current year, the Group has applied, for the first time, a number of new Hong Kong Financial Reporting Standards (“HKFRS(s)”), Hong Kong Accounting Standards (“HKAS(s)”) and Interpretations (“INT(s)”) (hereinafter collectively referred to as “new HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants, (the “HKICPA”) that are effective for accounting periods beginning on or after 1 January 2005. The application of the new HKFRSs has resulted in a change in the presentation of the consolidated income statement, consolidated balance sheet and the consolidated statement of changes in equity. In particular, the presentation of minority interests has been changed. The changes in presentation have been applied retrospectively. The adoption of the new HKFRSs has also resulted in changes to the Group’s accounting policies in the following areas that have an effect on how the results for the current and/or prior accounting years are prepared and presented:

### 1. 一般資料

本公司於百慕達註冊成立為獲豁免有限公司，股份在香港聯合交易所有限公司（「聯交所」）上市。

本公司之註冊辦事處及主要營業地點之地址已於年報之公司資料內披露。

財務報表以本公司之功能貨幣港幣呈列。

本公司乃一間投資控股公司，附屬公司之主要業務為玩具、禮品及贈品之製造及貿易。

### 2. 採納香港財務報告準則

於本年度，本集團已首次採納香港會計師公會（「香港會計師公會」）頒佈之多項新訂的香港財務報告準則（「香港財務報告準則」）、香港會計準則（「香港會計準則」）及詮釋（「詮釋」）（以下統稱「新香港財務報告準則」），該等準則於二零零五年一月一日或之後開始之會計期間生效。採納此等新香港財務報告準則，導致綜合收益表、綜合資產負債表及綜合權益變動表之呈報方式有所變動，其中少數股東權益之呈報方式已予更改，而有關呈報方式變動已追溯應用。採納新香港財務報告準則亦導致本集團以下範疇之會計政策有變，對本年度或過往年度業績之編製及呈報方式構成影響：

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 2. APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

#### Share-based Payments

In the current year, the Group has applied HKFRS 2 “Share-based Payment” which requires an expense to be recognised where the Group buys goods or obtains services in exchange for shares or rights over shares (“equity-settled transactions”), or in exchange for other assets equivalent in value to a given number of shares or rights over shares (“cash-settled transactions”). The principal impact of HKFRS 2 on the Group is in relation to the expensing of the fair value of directors’ and employees’ share options of the Company determined at the date of grant of the share options over the vesting period. Prior to the application of HKFRS 2, the Group did not recognise the financial effect of these share options until they were exercised. In relation to share options granted before 1 January 2005, in accordance with the relevant transitional provision, the Group has not applied HKFRS 2 to share options granted after 7 November 2002 and vested before 1 January 2005. As all outstanding share options of the Group were granted and vested before 1 January 2005, the application of HKFRS 2 has had no financial impact on the results of the Group for current or prior accounting periods.

#### Business Combinations

In the current year, the Group has applied HKFRS 3 “Business Combinations” which is effective for business combinations for which the agreement date is on or after 1 January 2005. The principal effects of the application of HKFRS 3 to the Group are in relation to the treatment on goodwill.

### 2. 採納香港財務報告準則 (續)

#### 以股份為基礎之付款

本集團於本年度採用香港財務報告準則第2號「以股份為基礎之付款」，其規定當本集團以股份或股份權利作為購買貨品或取得服務之代價（「股本結算交易」），或以特定數目股份或股份權利之等值換取其他資產（「現金結算交易」），則須確認開支。香港財務報告準則第2號對本集團的主要影響為本公司董事及僱員購股權需按購股權授出日釐定之公平值於歸屬期間以開支列賬。在採用香港財務報告準則第2號以前，本集團在購股權獲行使前概無確認此等購股權之財務影響。根據有關過渡條文，本集團不對二零零二年十一月七日後授出並於二零零五年一月一日前歸屬的購股權採用香港財務報告準則第2號。由於本集團之未行使購股權皆於二零零五年一月一日前授出及歸屬，採納香港財務報告準則第2號對本會計期間或前會計期間之業績並無財務影響。

#### 業務合併

於本年度，本集團已採用適用於協議日期為二零零五年一月一日或以後之業務合併的香港財務報告準則第3號「業務合併」。採用香港財務報告準則第3號對本集團之主要影響乃關於商譽之處理。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 2. APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

#### Business Combinations (Continued)

##### Goodwill

In previous years, goodwill arising on acquisitions after 1 January 2001 was capitalised and amortised over its estimated useful life. The Group has applied the relevant transitional provisions in HKFRS 3. With respect to goodwill previously capitalised on the balance sheet, the Group on 1 January 2005 eliminated the carrying amount of the related accumulated amortisation of HK\$696,000 with a corresponding decrease in the cost of goodwill (see Note 16). The Group has discontinued amortising such goodwill from 1 January 2005 onwards and such goodwill will be tested for impairment at least annually. Goodwill arising on acquisitions after 1 January 2005 is measured at cost less accumulated impairment losses (if any) after initial recognition. As a result of this change in accounting policy, no amortisation of goodwill has been charged in the current year. Comparative figures for 2004 have not been restated.

#### Financial instruments

In the current year, the Group has applied HKAS 32 “Financial Instruments: Disclosure and Presentation” and HKAS 39 “Financial Instruments: Recognition and Measurement”. HKAS 32 requires retrospective application. HKAS 39, which is effective for annual periods beginning on or after 1 January 2005, generally does not permit the recognition, derecognition or measurement of financial assets and liabilities on a retrospective basis. The principal effects resulting from the implementation of HKAS 32 and HKAS 39 are summarised below:

### 2. 採納香港財務報告準則 (續)

#### 業務合併 (續)

##### 商譽

於以往年度，於二零零一年一月一日後因收購而產生之商譽乃資本化並按其估計可使用年期攤銷。本集團已採用香港財務報告準則第3號之相關過渡規定。就先前於資產負債表資本化之商譽而言，本集團於二零零五年一月一日抵銷相關累計攤銷港幣696,000元之賬面值而商譽成本則錄得相應減少（見附註16）。本集團由二零零五年一月一日起不再將有關商譽攤銷，而商譽將最少每年進行一次減值測試。於二零零五年一月一日後因收購而產生之商譽乃於初始確認後按成本減累計減值虧損（如有）計量。由於此會計政策之變動，本年度內並無攤銷商譽。二零零四年之比較數字並無重列。

#### 金融工具

本集團於本年度採用香港會計準則第32號「金融工具：披露及呈報」及香港會計準則第39號「金融工具：確認及計量」。香港會計準則第32號「金融工具：披露及呈報」規定須予追溯應用。有效應用於二零零五年一月一日或之後開始之年度期間之香港會計準則第39號「金融工具：確認及計量」，一般不容許追溯確認、終止確認或計算金融資產及負債。實施香港會計準則第32號及香港會計準則第39號所產生之主要影響概述如下：

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 2. APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

#### Financial instruments (Continued)

##### Convertible notes

The principal impact of HKAS 32 on the Group is in relation to convertible notes issued by the Company that contain both liability and equity components. Previously, convertible notes were classified as liabilities on the balance sheet. HKAS 32 requires an issuer of a compound financial instrument that contains both financial liability and equity components to separate the compound financial instrument into the liability and equity components on initial recognition and to account for these components separately. In subsequent periods, the liability component is carried at amortised cost using the effective interest method. Because HKAS 32 requires retrospective application, comparative figures for 2004 have been restated. Comparative figures for 2004 has been restated in order to reflect the increase in effective interest on the liability component (see Note 3 for the financial impact).

##### Classification and measurement of financial assets and financial liabilities

The Group has applied the relevant transitional provisions in HKAS 39 with respect to classification and measurement of financial assets and financial liabilities that are within the scope of HKAS 39.

### 2. 採納香港財務報表準則 (續)

#### 金融工具 (續)

##### 可換股票據

香港會計準則第32號對本集團之主要影響乃與本公司所發行之可換股票據有關，該等可換股票據包含負債及權益部份。之前，可換股票據乃於資產負債表上歸類為負債。香港會計準則第32號規定，包含金融負債及股權部份之綜合金融工具之發行人，於進行初步確認時須將綜合金融工具分為負債及權益部份，並將該等成份分開入賬。於以後之期間，負債成份採用實際利息法按攤銷成本入賬。由於香港會計準則第32號要求作出追溯應用，因而二零零四年之比較數字已予重列。二零零四年之比較數字已予重列，以反映負債成份之實際利息上升(有關財務影響已載於附註3)。

##### 金融資產及金融負債之分類及計量

本公司已採用香港會計準則第39號之相關過渡條文，內容是有關屬於香港會計準則第39號範疇內之金融資產及金融負債之分類及計量。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 2. APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

#### Financial instruments (Continued)

##### Classification and measurement of financial assets and financial liabilities (Continued)

By 31 December 2004, the Group classified and measured its investments equity securities in accordance with the benchmark treatment of Statement of Standard Accounting Practice 24 “Accounting for Investments in Securities” issued by the HKICPA (“SSAP 24”). Under SSAP 24, the Group’s investments in equity securities are classified as “other investments”. “Other investments” are measured at fair value, with unrealised gains or losses included in the profit or loss.

From 1 January 2005 onwards, the Group has classified and measured its investments in equity securities in accordance with HKAS 39. Under HKAS 39, financial assets are classified as “financial assets at fair value through profit or loss”, “available-for-sale financial assets”, “loans and receivables”, or “held-to-maturity financial assets”. The classification depends on the purpose for which the assets are acquired. “Financial assets at fair value through profit or loss” and “available-for-sale financial assets” are carried at fair value, with changes in fair values recognised in profit or loss and equity, respectively. “Loans and receivables” and “held-to-maturity financial assets” are measured at amortised cost using the effective interest method.

On 1 January 2005, the Group classified and measured its investments in equity securities in accordance with the transitional provisions of HKAS 39 for “financial assets at fair value through profit or loss”. While there is no change in its measurement basis or the treatment of subsequent fair value changes, such adoption has no material effect on the Group’s carrying amounts and liabilities at 1 January 2005.

### 2. 採納香港財務報表準則 (續)

#### 金融工具 (續)

##### 金融資產及金融負債之分類及計量 (續)

二零零四年十二月三十一日之前，本公司乃按照香港會計師公會頒佈之香港會計實務準則第24號（「會計實務準則第24號」）之基準處理方法來分類及計量其股本證券。根據會計實務準則第24號，本集團之股本證券投資乃分類列作「其他投資」。「其他投資」按公平值列賬，並將未實現損益計入利潤或虧損。

自二零零五年一月一日起，本集團根據香港會計準則第39號分類及計量其股本證券投資。根據香港會計準則第39號，金融資產乃分類列作「透過損益按公平價值計算之金融資產」、「可供出售金融資產」、「貸款及應收款項」或「持至到期之金融資產」。上述分類視乎所購入資產之目的而定。「透過損益按公平價值計算之金融資產」及「可供出售金融資產」按公平值列賬，而有關公平值之變動則分別於損益及權益中確認。「貸款及應收款項」及「持至到期之金融資產」採用實際利息法按已攤銷成本計量。

於二零零五年一月一日，本集團根據香港會計準則第39號之過渡條文將其股本證券投資重新分類「透過損益按公平價值計算之金融資產」並按此計量。雖然其計量基準或其後公平值變動之處理手法並無變動，有關採納對本集團於二零零五年一月一日之賬面值及負債並無重大影響。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 2. APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

#### Financial instruments (Continued)

##### *Financial assets and financial liabilities other than debt and equity securities*

From 1 January 2005 onwards, the Group has classified and measured its financial assets and financial liabilities other than debt and equity securities (which were previously outside the scope of SSAP 24) in accordance with the requirements of HKAS 39. As mentioned above, financial assets are classified as “financial assets at fair value through profit or loss”, “available-for-sale financial assets”, “loans and receivables”, or “held-to-maturity financial assets”. Financial liabilities are generally classified as “financial liabilities at fair value through profit or loss” or “financial liabilities other than financial liabilities at fair value through profit or loss (other financial liabilities)”. “Other financial liabilities” are carried at amortised cost using the effective interest method. The adoption of HKAS 39 has had no material effect on the Group’s accumulated profits.

### 2. 採納香港財務報表準則 (續)

#### 金融工具 (續)

##### *除債務及股本證券以外之金融資產及金融負債*

由二零零五年一月一日起，本集團根據香港會計準則第39號之規定，對除債務及股本證券以外之金融資產及金融負債(以往不在會計實務準則第24號之範圍內)進行分類及計量。如上文所述，金融資產乃分類為「透過損益按公平價值計算之金融資產」、「可供出售金融資產」、「貸款及應收款項」或「持至到期之金融資產」。金融負債一般分類為「透過損益按公平價值計算之金融負債」或「透過損益按公平價值計算之金融負債以外之金融負債(其他金融負債)」。「其他金融負債」按使用實際利率法計算之已攤銷成本列值。採用香港會計準則第39號對本集團之累計溢利並無重大影響。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 2. APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

#### Owner-occupied Leasehold Interest in land

In previous years, owner-occupied leasehold land and buildings were included in property, plant and equipment and measured at cost less accumulated amortisation at the balance sheet date and any accumulated impairment losses. In the current year, the Group has applied HKAS 17 "Leases". Under HKAS 17, the land and buildings elements of a lease of land and buildings are considered separately for the purposes of lease classification, unless the lease payments cannot be allocated reliably between the land and buildings elements, in which case, the entire lease is generally treated as a finance lease. To the extent that the allocation of the lease payments between the land and buildings elements can be made reliably, the leasehold interests in land are reclassified to prepaid lease payments under operating leases, which are carried at cost and amortised over the lease term on a straight-line basis. This change in accounting policy has been applied retrospectively (see Note 3 for the financial impact).

### 2. 採納香港財務報表準則 (續)

#### 業主自用租賃土地權益

於過往年度，業主自用租賃土地及樓宇乃計入物業、廠房及設備，並於結算日按成本值減累計攤銷以及任何累計減值虧損計量。於本年度，本集團應用香港會計準則第17號「租賃」。根據香港會計準則第17號，就租賃分類而言，租賃土地及樓宇中之土地及樓宇部份乃分開計算，惟倘租金無法在土地與樓宇部份之間分配，則整項租賃一般作融資租賃處理。倘租金能可靠地在土地與樓宇部份之間分配，土地租賃權益乃重新分類為經營租賃項下之預付租金，並按成本列賬及於租期內以直線法攤銷。此項會計政策變動已追溯應用（有關財務影響載於附註3）。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 3. SUMMARY OF THE EFFECTS OF THE CHANGES IN ACCOUNTING POLICIES

The effects of the changes in the accounting policies described in note 2 on the results for the current and prior year are as follows:

### 3. 會計政策變動之影響概要

附註2所述之會計政策變動對本年度及前年度業績之影響如下：

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Non-amortisation of goodwill	不予攤銷之商譽	627	—
Increase in effective interest expense on the liability component of convertible notes	可換股票據負債部份之實際利息開支增加	(28)	(41)
Increase in profit (loss) for the year	年度溢利(虧損)增加	599	(41)

Analysis of increase in profit (loss) for the year by line items presented according to their functions:

年度溢利(虧損)增加按功能以項目分類之分析如下：

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Decrease in other expenses	其他開支減少	627	—
Increase in finance costs	財務費用增加	(28)	(41)
		599	(41)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 3. SUMMARY OF THE EFFECTS OF THE CHANGES IN ACCOUNTING POLICIES (Continued)

### 3. 會計政策變動之影響概要 (續)

The cumulative effects of the application of the new HKFRSs as at 31 December 2004 and 1 January 2005 are summarised below:

採用新香港財務報告準則對二零零四年十二月三十一日及二零零五年一月一日之累計影響概列如下：

		As at 31 December 2004 (Originally stated) 於二零零四年 十二月 三十一日 (原呈列) HK\$'000 港幣千元	Adjustments 調整 HK\$'000 港幣千元	As at 31 December 2004 (As restated) 於二零零四年 十二月 三十一日 (經重列) HK\$'000 港幣千元	Adjustment 調整 HK\$'000 港幣千元	As at 1 January 2005 (As restated) 於二零零五年 一月一日 (經重列) HK\$'000 港幣千元
<b>Impact of HKAS 17</b>	<b>採納香港會計 準則第17號</b>					
Property, plant and equipment	物業、廠房及設備	51,323	(5,645)	45,678	—	45,678
Prepaid lease payments	預付租金	—	5,645	5,645	—	5,645
<b>Impact of HKAS 32 and HKAS 39</b>	<b>採納香港會計準則 第32號及香港會計 準則第39號</b>					
Investments in securities	證券投資	5,474	—	5,474	(5,474)	—
Investments held for trading	持作買賣之投資	—	—	—	5,474	5,474
Convertible notes	可換股票據	(2,500)	221	(2,279)	—	(2,279)
<b>Total effects on assets and liabilities</b>	<b>對資產及負債之總影響</b>	<b>54,297</b>	<b>221</b>	<b>54,518</b>	<b>—</b>	<b>54,518</b>
Accumulated profits	累計溢利	21,155	(41)	21,114	—	21,114
Convertible notes equity reserve	可換股票據權益儲備	—	262	262	—	262
<b>Total effects on equity</b>	<b>對權益之總影響</b>	<b>21,155</b>	<b>221</b>	<b>21,376</b>	<b>—</b>	<b>21,376</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 3. SUMMARY OF THE EFFECTS OF THE CHANGES IN ACCOUNTING POLICIES (Continued)

The Group has not early applied the following new standards or interpretations that have been issued but are not yet effective. The directors of the Company anticipate that the application of these standards or interpretations will have no material impact on the financial statements of the Group.

### 3. 會計政策變動之影響概要 (續)

本集團並無提前採用以下已頒佈但尚未生效之新準則或詮釋。本公司董事預期，採用該等準則或詮釋將不會對本集團之財務報表構成重大影響。

HKAS 1 (Amendment)	Capital disclosures <sup>1</sup>	香港會計準則第1號 (修訂本)	資本披露 <sup>1</sup>
HKAS 19 (Amendment)	Actuarial gains and losses, group plans and disclosures <sup>2</sup>	香港會計準則第19號 (經修訂)	精算損益、集團計劃及披露 <sup>2</sup>
HKAS 21 (Amendment)	Net investment in a foreign operation <sup>2</sup>	香港會計準則第21號 (修訂本)	於外國業務之淨投資 <sup>2</sup>
HKAS 39 (Amendment)	Cash flow hedge accounting of forecast intragroup transactions <sup>2</sup>	香港會計準則第39號 (經修訂)	預測集團內部交易之現金流量對沖會計法 <sup>2</sup>
HKAS 39 (Amendment)	The fair value option <sup>2</sup>	香港會計準則第39號 (經修訂)	期權之公平值 <sup>2</sup>
HKAS 39 & HKFRS 4 (Amendments)	Financial guarantee contracts <sup>2</sup>	香港會計準則第39號及香港財務報告準則第4號 (修訂本)	財務擔保合約 <sup>2</sup>
HKFRS 6	Exploration for and evaluation of mineral resources <sup>2</sup>	香港財務報告準則第6號	礦產資源之勘探及評估 <sup>2</sup>
HKFRS 7	Financial instruments: Disclosures <sup>1</sup>	香港財務報告準則第7號	金融工具：披露 <sup>1</sup>
HK(IFRIC) — INT 4	Determining whether an arrangement contains a lease <sup>2</sup>	香港財務報告準則詮釋第4號	釐定安排是否包含租賃 <sup>2</sup>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 3. SUMMARY OF THE EFFECTS OF THE CHANGES IN ACCOUNTING POLICIES (Continued)

HK(IFRIC) — INT 5	Rights to interests arising from decommissioning, restoration and environmental rehabilitation funds <sup>2</sup>
HK(IFRIC) — INT 6	Liabilities arising from participating in a specific market — waste electrical and electronic equipment <sup>3</sup>
HK(IFRIC) — INT 7	Applying the restatement approach under HKAS 29 Financial Reporting in Hyperinflationary Economies <sup>4</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2007.

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2006.

<sup>3</sup> Effective for annual periods beginning on or after 1 December 2005.

<sup>4</sup> Effective for annual periods beginning on or after 1 March 2006.

### 3. 會計政策變動之影響概要 (續)

香港財務報告準則 — 詮釋第5號	解除運作、復原及環境修復基金產生權益之權利 <sup>2</sup>
香港財務報告準則 — 詮釋第6號	參與特定市場產生之負債—廢棄電子及電子設備 <sup>3</sup>
香港財務報告準則 — 詮釋第7號	應用香港會計準則第29號「高通貨膨脹經濟中之財務報告」採用重列法 <sup>4</sup>

<sup>1</sup> 對二零零七年一月一日或之後開始之年度期間生效。

<sup>2</sup> 對二零零六年一月一日或之後開始之年度期間生效。

<sup>3</sup> 對二零零五年十二月一日或之後開始之年度期間生效。

<sup>4</sup> 對二零零六年三月一日或之後開始之年度期間生效。

### 4. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments, 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 Stock Exchange (the “Listing Rules”) and by the Hong Kong Companies Ordinance.

### 4. 主要會計政策

綜合財務報表乃根據歷史成本慣例法編製，惟按公平值計量之若干金融工具除外，詳見下文所載之會計政策。

綜合財務報表乃按照香港會計師公會頒佈之香港財務報告準則編製。此外，綜合財務報表包括聯交所證券上市規則（「上市規則」）及香港公司條例規定之適用披露規定。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Basis of consolidation

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

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.

All significant intra-group transactions and balances have been eliminated on consolidation.

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

#### Goodwill

*Goodwill arising on acquisitions prior to 1 January 2005*

Goodwill arising on an acquisition of a subsidiary for which the agreement date is before 1 January 2005 represents the excess of the cost of acquisition over the Group's interest in the fair value of the identifiable assets and liabilities of the relevant subsidiary at the date of acquisition.

### 4. 主要會計政策 (續)

#### 綜合賬目基準

綜合財務報表包括本公司及其附屬公司每年截至十二月三十一日之財務報表。

年內收購或出售之附屬公司業績自收購生效日期起計或計至出售生效日期止(視情況而定)計入綜合收益表。

集團內公司間之所有重大交易及結存均已於綜合賬目時對銷。

綜合附屬公司資產淨值內之少數股東權益與本集團應佔之權益分開呈列。資產淨值內之少數股東權益包括於原業務合併日期之有關權益數額及自合併日期起計之少數股東應佔之權益變動。少數股東應佔虧損超出附屬公司權益中少數股東權益之數額，將以本集團之權益作出分配，惟少數股東須具約束力責任及可以其他投資補足虧損者除外。

#### 商譽

二零零五年一月一日前收購產生的商譽

其協議日期為二零零五年一月一日前進行附屬公司收購而產生之商譽，指收購成本超逾本集團於收購當日應佔附屬公司之可識別資產及負債之公平值之金額。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Goodwill (Continued)

##### *Goodwill arising on acquisitions on or after 1 January 2005*

Goodwill arising on an acquisition of a subsidiary for which the agreement date is on or after 1 January 2005 represents the excess of the cost of acquisition over the Group's interest in the fair value of the identifiable assets, liabilities and contingent liabilities of the relevant subsidiary at the date of acquisition. Such goodwill is carried at cost less any accumulated impairment losses.

Capitalised goodwill arising on an acquisition of a subsidiary is presented separately in the balance sheet.

For the purposes of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the acquisition. A cash-generating unit to which goodwill has been allocated is tested for impairment annually, and whenever there is an indication that the unit may be impaired. For goodwill arising on an acquisition in a financial year, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that financial year. When the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated to reduce the carrying amount of any goodwill allocated to the unit first, and then to the other assets of the unit pro rata on the basis of the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in the income statement. An impairment loss for goodwill is not reversed in subsequent periods.

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

### 4. 主要會計政策 (續)

#### 商譽 (續)

##### *二零零五年一月一日或之後收購產生的商譽*

其協議日期為二零零五年一月一日或之後進行附屬公司收購而產生之商譽，指收購成本超逾本集團於收購當日應佔附屬公司之可識別資產、負債及或然負債之公平值之金額。有關商譽乃按成本減累計減值虧損列賬。

收購附屬公司產生之資本化商譽於資產負債表內分開列賬。

就減值測試而言，收購所產生之商譽乃被分配到各有關創現單位，或創現單位之組別，而有關單位為預期可從收購之協同效應中受益。已獲分配商譽之創現單位於每年及凡單位有可能出現減值跡象時進行減值測試。就於某個財政年度之收購所產生之商譽而言，已獲分配商譽之創現單位於該財政年度完結前進行減值測試。當創現單位之可收回金額少於該單位之賬面值，則減值虧損被分配，以削減首先分配到該單位及其後以該單位各資產之賬面值為基準按比例分配到該單位之其他資產之任何商譽之賬面值。商譽之任何減值虧損乃直接於收益表內確認。商譽之減值虧損於其後期間不予撥回。

其後出售附屬公司，則被資本化之商譽之應佔金額乃計入出售損益之釐定。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Revenue recognition

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

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

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 the 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 rights to receive payment have been established.

#### Property, plant and equipment

Property, plant and equipment, other than construction in progress, are stated at cost less subsequent accumulated depreciation and accumulated impairment losses.

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

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.

### 4. 主要會計政策 (續)

#### 收益入賬

收入按已收或應收代價之公平值計量並代表日常業務範圍內銷貨之應收數額(扣除折扣及相關銷售稅)。

銷貨收入於貨物付運及所有權轉移時入賬。

金融資產之利息收入根據未償還本金及適用實際利率按時間基準入賬。有關利率為將金融資產之預期年期內的估計未來現金收益正確地貼現至資產的賬面淨值的比率。

股息收入於本集團收取股息之權利確立時確認。

#### 物業、廠房及設備

物業、廠房及設備(在建工程除外)按成本減其後累計折舊及累計減值虧損入賬。

根據融資租約持有之資產於預期可用年期內計提折舊，其基準與自置資產相同或按有關租期而計提折舊(以較短者為準)。

物業、廠房及設備於出售後或在預期持續使用該資產將不會產生未來經濟利益時終止確認。於終止確認該資產時所產生之任何盈虧(以出售所得款項淨額與該項目之賬面值之差額計算)將計入終止確認該項目之年度內的收益表。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Property, plant and equipment (Continued)

*Leasehold land and buildings under development for future owner-occupied purpose*

When the leasehold land and buildings are in the course of development for production, rental or for administrative purposes, the leasehold land component is classified as a prepaid lease payment and amortised over a straight-line basis over the lease term.

Construction in progress is stated at cost, which includes the related construction costs less accumulated impairment losses. No depreciation is provided on construction in progress until the construction is completed and the properties and assets are available for use. Cost of completed construction in progress are transferred to appropriate category of property, plant and equipment.

#### 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 income statement on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense on a straight-line basis over the lease term.

### 4. 主要會計政策 (續)

#### 物業、廠房及設備 (續)

*發展中作未來業主自用之租賃土地及樓宇*

就作生產、租金或行政用途之發展中租賃土地及樓宇而言，租賃土地之部份乃分類為預付租金，並按租賃年期以直線法攤銷。

在建工程按成本值列賬，包括相關建造成本減累計減值虧損。在建工程僅於工程完成及物業及資產可供使用時方會作出折舊。完成在建工程之成本會轉入物業、廠房及設備之適當項下。

#### 租賃

若租約之條款將與擁有權有關之絕大部份風險和回報轉嫁予承租人，租約將分類為融資租約。所有其他租約列作經營租約。

#### *本集團作為出租人*

經營租約之應付租金於租期按直線法於收益表扣除。商討及安排經營租約產生之初步直接成本計入租賃資產賬面值，按直線法於租賃年期確認為開支。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Leasing (Continued)

##### *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.

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.

#### 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.

### 4. 主要會計政策 (續)

#### 租賃 (續)

##### 本集團作為承租人

根據融資租約持有之資產按租約開始時之公平值或(如屬較低者)最低租金現值確認為本集團之資產。出租人之相應負債乃計入資產負債表作融資租約承擔。租金分配為財務費用與租賃承擔之扣減，以得出其餘負債之固定利率。財務費用直接於損益支銷。

根據經營租約應付租金按直線法於有關租約年期計入損益。訂立租約時已收及應收作為獎勵之利益，按直線法於租約年期確認為減少租金開支。

#### 外幣

編製個別集團實體之財務報表時，以該實體功能貨幣(即實體主要經營之經濟環境之貨幣)以外貨幣(外幣)進行之交易乃按其功能貨幣於交易日期當時之匯率記錄。於各結算日，以外幣列值之貨幣項目以結算當日之匯率重新換算。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匯率重新換算。以外幣過往成本計算之非貨幣項目不予重新換算。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Foreign currencies (Continued)

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in 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 in profit or loss for the period.

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 Group (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 in profit or loss in the period in which the foreign operation is disposed of.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation on or after 1 January 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.

As mentioned in Note 3, goodwill and fair value adjustments arising on acquisitions of foreign operations prior to 1 January 2005 are treated as non-monetary foreign currency items of the acquirer and reported using the historical exchange rate prevailing at the date of the acquisition.

### 4. 主要會計政策 (續)

#### 外幣 (續)

結算貨幣項目及換算貨幣項目所產生之匯兌差額會於產生期間計入損益。重新換算按公平值列賬之非貨幣項目產生之匯兌差額計入期間損益。

就呈列綜合財務報表而言，本集團海外業務之資產及負債均按結算當日匯率換算為本公司之呈列貨幣（即港幣），而有關收支項目乃按年度平均匯率換算，除非期內匯率出現重大波幅，則於此情況下，將採用交易日期之匯率。所產生匯兌差額（如有）均確認為權益之獨立部份（匯兌儲備）。有關匯兌差異於該項海外業務出售期間在損益中確認。

二零零五年一月一日或之後收購海外業務產生之收購可識別資產的商譽及公平值調整乃視作該海外業務之資產負債並按結算日之匯率換算。匯兌差異於匯兌儲備確認。

如附註3所述，二零零五年一月一日前收購海外業務產生之收購可識別資產的商譽及公平值調整乃視作收購人之非貨幣外匯項目並按收購日期之歷史匯率呈報。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Inventories

Inventories are stated at the lower of cost and net realisable value. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present locations and condition. Cost is calculated using the weighted average method.

Net realisable value represents the estimated selling prices less all estimated costs to completion and costs to be incurred in marketing, selling and distribution.

#### Taxation

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

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the 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.

### 4. 主要會計政策 (續)

#### 存貨

存貨按成本與可變現淨值兩者之較低者入賬。成本包括直接材料及(如適用)直接勞工成本及將資產達致現時地點及狀況所錄得之間接成本。成本以加權平均法計算。

可變現淨值指估計售價減去所有估計完成成本及於市場推廣、銷售及分銷時將錄得之成本。

#### 稅項

所得稅開支指現時應付稅項及遞延稅項之總額。

現時應付稅項乃根據本年度之應課稅溢利計算。應課稅溢利與收益表所呈報溢利淨額存在差異，原因是應課稅溢利不包括其他年度之應課稅收入或可扣稅支出，亦不包括收益表內無需課稅或不可扣稅之項目。本集團之即期稅項負債乃按結算日已頒佈或實際上頒佈之稅率計算。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Taxation (Continued)

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base 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.

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

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 in the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

### 4. 主要會計政策 (續)

#### 稅項 (續)

遞延稅項指根據財務報表內資產及負債之賬面值及其用於計算應課稅溢利的相應稅基之間的差額所產生之預期應付或可收回稅項，並以資產負債表負債法計算。一般情況下，所有因應課稅臨時差額而產生之遞延稅項負債均予確認，而遞延稅項資產則於未來應課稅溢利可用作抵銷可扣稅臨時差額之限額內予以確認。倘屬不影響稅項溢利或會計溢利之交易中其他資產及負債之商譽或初次確認（不包括企業合併）所產生之臨時差額，則該等資產及負債不會確認。

除非本集團可控制暫時差額之回撥及暫時差額在可見未來均不能回撥，由投資附屬公司產生之應課稅臨時差額，其遞延稅項負債均予以確認。

遞延稅項資產之賬面值需於每年結算日作檢討，且倘無足夠應課稅溢利允許收回全部或部分資產，相關遞延稅項資產需作扣減。

遞延稅項乃根據預期負債償還或資產變現期間之稅率計算，並於收益表中支銷或抵免。若有關項目直接於股本中支銷或抵免，其遞延稅項則於股本中處理。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Club debenture

Club debenture is measured initially at purchase cost less any identified impairment loss with indefinite useful life.

#### Retirement benefit costs

Payments to defined contribution retirement benefit plan and Mandatory Provident Fund Scheme are charged as an expense as they fall due.

#### Financial instruments

Financial assets and financial liabilities are recognised on the balance sheet when a group entity 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 (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the income statement.

### 4. 主要會計政策 (續)

#### 會所會籍

會所會籍最先按購入成本扣除任何已識別減值虧損而計量，其使用期不定。

#### 退休福利成本

向界定供款退休福利計劃及強制性公積金計劃所作供款於到期支付時支銷。

#### 金融工具

當集團個體成為工具合約條款的一方時，會在資產負債表上確認金融資產及金融負債。金融資產和金融負債在初始確認時以公平值進行計量。直接歸屬於購置或發行金融資產和金融負債(透過損益按公平價值計算之金融資產及金融負債除外)的交易費用在初始確認時計入或扣自各金融資產或金融負債(視何者適用而定)的公平值。直接歸屬於購置透過損益按公平價值計算之金融資產或金融負債的交易費用立即在損益中確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Trade receivables/other receivables/bank balances

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

##### Investments held for trading

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

Investments held for trading are measured at subsequent reporting dates at fair value and gains and losses arising from changes in fair value are included in profit or loss for the period.

### 4. 主要會計政策 (續)

#### 金融工具 (續)

##### 應收賬款/其他應收款項/銀行結餘

應收賬款、其他應收款項及銀行結餘於初始確認時按公平值計量，其後以運用實際利率法攤銷之成本計量。當存在客觀證據表明資產已發生減值，則會就估計可收回金額作適當撥備，金額按資產的賬面值與以最初確認時計算的實際利率對預期未來現金流量進行折現後的現值兩者之間的差額計量。

##### 持作買賣之投資

投資於根據合約（有關條款規定須於相關市場制訂的時限內交付投資）購買或出售時按交易日確認及終止確認，始初按公平值加上直接應佔交易成本計算。

持作買賣之投資於其後申報日期按公平值計量，而公平值變動產生之損益乃計入期內損益。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 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.

*Trade payables/other payables/amounts due to related companies/obligations under finance leases/unsecured other borrowing*

Trade payables/other payables/amounts due to related companies/obligations under finance leases and unsecured other borrowing are initially measured at fair value, and are subsequently measured at amortised cost, using the effective interest method.

#### *Convertible notes*

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

### 4. 主要會計政策 (續)

#### 金融負債及權益

本集團發行的金融負債和股本工具根據所訂立的合約安排的實質內容以及金融負債和股本工具的定義而歸類。股本工具指能證明擁有本集團在減除其所有負債後的資產中的餘剩權益的任何合約。

*應付賬款/其他應付款項/應付關連公司款項/融資租賃承擔/無抵押其他貸款*

應付賬款/其他應付款項/應付關連公司款項/融資租賃承擔及無抵押其他貸款首先按公平值計量，其後以運用實際利率法得出之攤銷成本計量。

#### *可換股票據*

本公司發行之可換股票據包括金融負債及權益部份，乃於始初確認時獨立分類為負債及權益部份。於始初確認時，負債部份之公平值乃按類似不可轉換債務之現行市場利率釐定。發行可換股票據之所得款項與轉往負債部份之公平值之差額，即代表可讓持有人將貸款票據兌換為權益之嵌入式認購期權並應列入權益(可換股票據權益儲備)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial liabilities and equity (Continued)

##### Convertible notes (Continued)

In subsequent periods, the liability component of the convertible notes is carried at amortised cost using the effective interest method. The equity component, represented by the option to convert the liability component into ordinary shares of the Company, will remain in convertible notes equity reserve until the embedded option is exercised (in which case the balance stated in convertible notes equity reserve will be transferred to share premium). Where the option remains unexercised at the expiry date, the balance stated in convertible notes equity reserve will be released to retained earnings. No gain or loss is recognised in the income statement upon conversion or expiration of the option.

Transaction costs that relate to the issue of the convertible notes are allocated to the liability and equity components in proportion to the allocation of the proceeds. Transaction costs relating to the equity component are charged directly to equity. Transaction costs relating to the liability component are included in the carrying amount of the liability portion and amortised over the period of the convertible notes using the effective interest method.

##### Equity instruments

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

### 4. 主要會計政策 (續)

#### 金融負債及權益 (續)

##### 可換股票據 (續)

於往後期間，可換股票據之負債部份乃採用實際利率法得出之攤銷成本列賬。權益部份，即可將負債部份兌換為本公司普通股之期權將保留於可換股票據權益儲備，直至內含期權獲行使為止，在此情況下，可換股票據權益儲備之結餘將轉移至股份溢價。倘期權於到期日尚未獲行使，可換股票據權益儲備之結餘將撥至保留盈利。期權兌換或到期時將不會於損益中確認任何盈虧。

與發行可換股票據相關之交易成本乃按所得款項之劃分比例分配至負債及權益部份。與權益部份相關之交易成本乃直接於權益扣除。與負債部份相關之交易成本乃計入負債部份之賬面值，並按可換股票據之期限採用實際利率法攤銷。

##### 股本工具

本公司發行的股本工具按收取的所得款項減直接發行成本記錄。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Derecognition

Financial assets are derecognised when the rights to receive cash flows from the assets expire or, the financial assets are transferred and the Group has transferred substantially all the risks and rewards of ownership of the financial assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and the cumulative gain or loss that had been recognised directly in equity is recognised in profit or loss.

For financial liabilities, they are removed from the Group's balance sheet (i.e. when the obligation specified in the relevant contract is discharged, cancelled or expires). The difference between the carrying amount of the financial liability derecognised and the consideration received or receivable is recognised in profit or loss.

### 4. 主要會計政策 (續)

#### 終止確認

當從資產收取現金流的權利屆滿時，或金融資產已轉讓而本集團已實質上轉移了與金融資產所有權有關的幾乎全部風險和報酬，會終止確認該項金融資產。一旦終止確認金融資產，資產的賬面值與收到的代價與已直接在權益中確認的累積盈虧之和之間的差額會在損益中確認。

當金融負債免除時（也就是說，當有關合約中規定的義務解除、取消或到期時），該項金融負債將從本集團的資產負債表內剔除。終止確認金融負債時，其賬面值與收取或應收取的代價之間的差額會在損益中確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 5. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the process of applying the Group's accounting policies, which are described in note 3, management makes various estimates based on past experience, expectations of the future and other information. The key sources affect the amounts recognised in the financial information as disclosed below.

#### Depreciation

The Group depreciates the property, plant and equipment over their estimated useful lives and after taking into account of their estimated residual values, using the straight line method. The estimated useful life reflects the directors' estimate of the periods that the Group intends to derive future economic benefits from the use of the Group's property, plant and equipment. The residual values reflect the directors' estimated amount that the Group would currently obtain from disposal of the asset, after deducting the estimated costs of disposal, if the assets were already of the age and in the condition expected at the end of its useful life.

#### Estimated impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. Where the actual cash flows are less than expected, a material impairment loss may arise. During the year, the directors determined that goodwill has impaired and such impairment has been recognised in the consolidated income statement.

### 5. 估計不確定性之主要來源

於應用本集團之會計政策(如附註3所闡述)之過程中,管理層按以往經驗、未來期望及其他資料作出不同的估計。影響財務報表內已確認之數額之主要來源披露如下。

#### 折舊

本集團於考慮到物業、廠房及設備之估計殘值後,於其估計可供使用年期內,按直線法將其折舊。估計使用年期反映董事對本集團擬從使用本集團物業、廠房及設備獲得未來經濟利益的期間的估計。倘資產已屆可用年期之末而其狀況亦如是,則殘值反映董事估計本集團目前可從出售資產取得之款項(已反映估計出售成本)。

#### 商譽之估計減值

決定商譽有否減值須估計商譽所分配至之創現單位之使用價值。計算使用價值須本集團估計預期來自創現單位之未來現金流量和計算現值之合適折現率。倘實際現金流量少於預期,則可能會出現重大減值虧損。年內,董事認為商譽出現減值而減值已於綜合收益表確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 6. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's major financial instruments include trade and other receivables, trade and other payables, unsecured other borrowing, convertible notes and obligations under finance leases. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

#### Currency risk

Certain trade and other receivables and trade and other payables of the Group are denominated in foreign currencies. The Group currently does not have a foreign currency hedging policy. However, management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arises.

#### Fair value interest rate risk

Interest rate risk arises from the potential changes in interest rates that may have an adverse effect on the Group in the current and future years.

The Group is exposed to fair value interest rate risk through the impact of interest rates changes on interest bearing debts and interest bearing cash. The Group does not enter into any derivative instruments to hedge this risk.

### 6. 財務風險管理目標及政策

本集團之主要金融工具包括應收賬款及其他應收款項、應付賬款及其他應付款項、無抵押其他貸款、可換股票據及融資租賃承擔。有關該等金融工具的詳情載於各有關附註。有關該等金融工具的風險及減少該等風險的政策載於下文。本集團管理層管理及監察該等風險，以確保在適當時間有效地實行合適的措施。

#### 貨幣風險

本集團若干應收賬款及其他應收款項以及應付賬款及其他應付款項乃以外幣計價。本集團目前並無外幣對沖政策。惟管理層一直注視外匯風險，並會於需要時考慮對沖重大的外幣風險。

#### 公平值利率風險

利率潛在變動引致之利率風險或會於本年度及往後年度對本集團產生不利影響。

本集團因計息債務及計息現金之利率變動影響而承受公平值利率變動風險。本集團並無為對沖此風險而訂立任何衍生工具。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 6. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

#### Credit risk

Credit risk refers to the risk that debtors will default on their obligations to repay the amounts owing to the Group, resulting in a loss to the Group. The Group has adopted procedures extending credit terms to customers and in monitoring its credit risk.

The Group's current credit practices include assessment and valuation of customer's credit reliability and periodic review of their financial status to determine the credit limits to be granted.

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

As at the balance sheet, the Group has no significant concentration of credit risk, with exposure spread over a number of customers and counterparts.

### 6. 財務風險管理目標及政策 (續)

#### 信用風險

信用風險指債務人未能履行向本集團償還欠款之責任而使本集團蒙受損失的風險。本集團已為向客戶提供信貸期及監督信用風險而採取有關程序。

本集團目前之信用政策包括評核和評估客戶之信用，定期檢討客戶之財務狀況以決定是否提供信貸期。

於財政年度末，如果對手方未能履行其義務，本集團就各類別已確認金融資產而須面對的最大信用風險為資產負債表所載該等資產的賬面值。

由於信用風險來自多名客戶及對手方，故本集團於結算日並無信用風險集中之問題。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 7. BUSINESS AND GEOGRAPHICAL SEGMENTS

#### Business segments

For management purposes, the Group is currently organised into three major operating divisions — toy products trading and manufacturing, consumer products trading and manufacturing and securities trading and investments. These divisions are the basis on which the Group reports its primary segment information.

Principal activities are as follows:

Toy products trading and manufacturing	— Sourcing, manufacturing and distribution of toys and premium
Consumer products trading and manufacturing	— Sourcing, manufacturing and distribution of consumer products
Securities trading and investments	— Trading and investing of marketable securities

An analysis of the Group's turnover, operating results, assets, liabilities and other information by business segment is presented below:

### 7. 業務及地域分類資料

#### 業務分類

就管理而言，本集團現時之架構分為三大經營分部——買賣及製造玩具、買賣及製造消費產品及證券買賣與投資。該等分部乃本集團呈報主要分部資料之基準。

主要業務如下：

買賣及製造玩具產品	— 玩具及贈品之採購、製造及分銷
買賣及製造消費產品	— 消費產品之採購、製造及分銷
證券買賣與投資	— 有市場價值之證券之買賣及投資

本集團之營業額、經營業績、資產、負債及其他資料按業務分部分析如下：



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 7. BUSINESS AND GEOGRAPHICAL SEGMENTS

(Continued)

#### Business segments (Continued)

For the year ended 31 December 2005

### 7. 業務及地域分類資料 (續)

#### 業務分類 (續)

截至二零零五年十二月三十一日止年度

		Toy products trading and manufacturing 買賣及 製造玩具產品 HK\$'000 港幣千元	Consumer products trading and manufacturing 買賣及製造 消費產品 HK\$'000 港幣千元	Securities trading and investments 證券買賣 及投資 HK\$'000 港幣千元	Consolidated 綜合 HK\$'000 港幣千元
REVENUE	營業額	157,473	13,318	8,337	179,128
RESULT	業績				
Segment result	分類業績	13,941	(2,625)	2,785	14,101
Other income	其他收入				2,042
Unallocated corporate expenses	未分配企業開支				(6,589)
Gain on disposal of subsidiaries	出售附屬公司之收益				2,593
Finance costs	財務費用				(103)
Profit before taxation	除稅前溢利				12,044
Income tax expense	所得稅開支				(873)
Profit for the year	本年度溢利				11,171

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 7. BUSINESS AND GEOGRAPHICAL SEGMENTS

(Continued)

#### Business segments (Continued)

#### BALANCE SHEET

At 31 December 2005

### 7. 業務及地域分類資料 (續)

#### 業務分類 (續)

#### 資產負債表

於二零零五年十二月三十一日

		Toy products trading and manufacturing 買賣及 製造玩具產品 HK\$'000 港幣千元	Consumer products trading and manufacturing 買賣及製造 消費產品 HK\$'000 港幣千元	Securities trading and investments 證券買賣 及投資 HK\$'000 港幣千元	Consolidated 綜合 HK\$'000 港幣千元
<b>ASSETS</b>	<b>資產</b>				
Segment assets	分類資產	132,793	3,318	67	136,178
Unallocated corporate assets	未分配企業資產				4,104
Consolidated total assets	綜合總資產				140,282
<b>LIABILITIES</b>	<b>負債</b>				
Segment liabilities	分類負債	48,624	3,040	—	51,664
Unallocated corporate liabilities	未分配企業負債				1,426
Consolidated total liabilities	綜合總負債				53,090

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 7. BUSINESS AND GEOGRAPHICAL SEGMENTS

(Continued)

#### Business segments (Continued)

#### OTHER INFORMATION

For the year ended 31 December 2005

### 7. 業務及地域分類資料 (續)

#### 業務分類 (續)

#### 其他資料

截至二零零五年十二月三十一日止年度

		Toy products trading and manufacturing 買賣及製造 玩具產品 HK\$'000 港幣千元	Consumer products trading and manufacturing 買賣及製造 消費產品 HK\$'000 港幣千元	Securities trading and investments 證券買賣 及投資 HK\$'000 港幣千元	Unallocated 未分配 HK\$'000 港幣千元	Consolidated 綜合 HK\$'000 港幣千元
Capital additions	資本添置					
Property, plant and equipment	物業、廠房及設備	22,254	36	—	58	22,348
Depreciation	折舊					
Property, plant and equipment	物業、廠房及設備	3,633	75	19	202	3,929
Release of prepaid lease payments	解除預付租賃款項	179	—	—	—	179
Allowance for bad and doubtful debt	呆壞賬撥備	20	—	—	—	20
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	9	3	—	—	12
Impairment loss of goodwill	商譽之減值虧損	—	909	—	—	909

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 7. BUSINESS AND GEOGRAPHICAL SEGMENTS

(Continued)

#### Business segments (Continued)

For the year ended 31 December 2004

### 7. 業務及地域分類資料 (續)

#### 業務分類 (續)

截至二零零四年十二月三十一日止年度

		Toy products trading and manufacturing 買賣及 製造玩具產品 HK\$'000 港幣千元	Consumer products trading and manufacturing 買賣及製造 消費產品 HK\$'000 港幣千元	Securities trading and investments 證券買賣 及投資 HK\$'000 港幣千元	Consolidated 綜合 HK\$'000 港幣千元 (As restated) (經重列)
REVENUE	營業額	113,629	40,679	10,983	165,291
RESULT	業績				
Segment result	分類業績	10,769	(1,286)	(1,670)	7,813
Other income	其他收入				344
Unallocated corporate expenses	未分配企業開支				(8,350)
Loss on disposal of subsidiaries	出售附屬公司之虧損				(894)
Loss on dilution of interests in subsidiaries	攤薄附屬公司權益之虧損				(496)
Finance costs	財務費用				(83)
Loss before taxation	除稅前虧損				(1,666)
Income tax expense	所得稅開支				(1,786)
Loss for the year	本年度虧損				(3,452)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 7. BUSINESS AND GEOGRAPHICAL SEGMENTS

(Continued)

#### Business segments (Continued)

#### BALANCE SHEET

At 31 December 2004

### 7. 業務及地域分類資料 (續)

#### 業務分類 (續)

#### 資產負債表

於二零零四年十二月三十一日

		Toy products trading and manufacturing 買賣及 製造玩具產品 HK\$'000 港幣千元	Consumer products trading and manufacturing 買賣及製造 消費產品 HK\$'000 港幣千元	Securities trading and investments 證券買賣 及投資 HK\$'000 港幣千元	Consolidated 綜合 HK\$'000 港幣千元 (As restated) (經重列)
<b>ASSETS</b>	<b>資產</b>				
Segment assets	分類資產	113,380	10,819	9,840	134,039
Unallocated corporate assets	未分配企業資產				8,129
Consolidated total assets	綜合總資產				142,168
<b>LIABILITIES</b>	<b>負債</b>				
Segment liabilities	分類負債	52,550	8,737	10	61,297
Unallocated corporate liabilities	未分配企業負債				3,302
Consolidated total liabilities	綜合總負債				64,599

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 7. BUSINESS AND GEOGRAPHICAL SEGMENTS

(Continued)

#### Business segments (Continued)

#### OTHER INFORMATION

For the year ended 31 December 2004

### 7. 業務及地域分類資料 (續)

#### 業務分類 (續)

#### 其他資料

截至二零零四年十二月三十一日止年度

		Toy products trading and manufacturing 買賣及製造 玩具產品 HK\$'000 港幣千元	Consumer products trading and manufacturing 買賣及製造 消費產品 HK\$'000 港幣千元	Securities trading and investments 證券買賣 及投資 HK\$'000 港幣千元	Unallocated 未分配 HK\$'000 港幣千元	Consolidated 綜合 HK\$'000 港幣千元
Capital additions	資本添置					
Property, plant and equipment	物業、廠房及設備	45,388	369	60	979	46,796
Prepaid lease payment	預付租賃款項	5,645	—	—	—	5,645
Goodwill	商譽	7,256	1,653	—	—	8,909
Depreciation and amortisation	折舊及攤銷					
Property, plant and equipment	物業、廠房及設備	884	92	40	112	1,128
Goodwill	商譽	540	156	—	—	696
Intangible asset	無形資產	—	—	16	—	16
Allowance for slow-moving and obsolete inventories	滯銷及陳舊存貨撥備	471	148	—	—	619
Allowance for bad and doubtful debts	呆壞賬撥備	282	127	—	—	409
Unrealised holding loss on other investments	持有其他投資之 未變現虧損	—	—	585	—	585
Loss on disposal of property, plant and equipment	出售物業、廠房及 設備虧損	—	—	152	—	152

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## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 7. BUSINESS AND GEOGRAPHICAL SEGMENTS

(Continued)

#### Geographical segments

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

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Japan	日本	72,012	89,186
Hong Kong	香港	39,758	21,754
The Peoples' Republic of China, other than Hong Kong (the "PRC")	中華人民共和國 (不包括香港) (「中國」)	40,824	16,098
Europe	歐洲	17,423	18,914
United States of America	美國	6,839	1,466
Singapore	新加坡	1,268	16,854
Others	其他	1,004	1,019
		179,128	165,291

The following is an analysis of the carrying amount of segment assets and capital additions, analysed by the geographical area in which the assets are located:

		Carrying amount of segment assets 分類資產之賬面值		Capital additions 資本添置	
		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元	2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
PRC	中國	103,977	64,840	22,217	50,433
United States of America	美國	2,466	291	—	1,933
Hong Kong	香港	25,473	50,763	131	8,984
Other Asian countries	其他亞洲國家	7,776	25,182	—	—
Europe	歐洲	590	1,092	—	—
		140,282	142,168	22,348	61,350

### 7. 業務及地域分類資料 (續)

#### 地區分類

下表提供本集團按地域市場之銷售額分析 (不無計貨品／服務之來源地)：

下表為按資產所在地劃分之分部資產與資本添置之賬面值分析：



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 8. FINANCE COSTS

### 8. 財務費用

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元 (As restated) (經重列)
Interest on:	以下項目利息：		
Bank borrowings wholly repayable within five years	須於五年內全部償還之銀行貸款	17	23
Convertible notes wholly repayable within five years	須於五年內全部償還之可換股票據	41	60
Finance lease	融資租賃	40	—
Unsecured other borrowings wholly repayable within five years	須於五年內全部償還之無抵押其他貸款	5	—
		103	83

### 9. INCOME TAX EXPENSE

### 9. 所得稅開支

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Current tax:	本年度稅項：		
Hong Kong	香港	662	1,786
PRC	中國	216	—
Overprovision in prior years	以往年度超額撥備		
Hong Kong	香港	(5)	—
		873	1,786

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 9. INCOME TAX EXPENSE (Continued)

Hong Kong Profits Tax is calculated at 17.5% of the estimated assessable profit for the year.

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions. Pursuant to the relevant laws and regulations in the PRC, the Group's PRC subsidiaries are exempted from PRC income tax for two years starting from their first profit-making year, followed by a 50% reduction for the next three years. No provision for PRC income tax has been made in the financial statements as all the PRC subsidiaries were exempted from PRC income tax during the year.

The PRC income tax provided for in 2005 is calculated at 27% of the estimated deemed profit derived from a non-PRC subsidiary for the year.

### 9. 所得稅開支(續)

香港利得稅乃按本年度估計之應課稅溢利按17.5%之稅率計算。

在其他司法權區產生之稅項乃按當地現行稅率計算。根據相關中國法例及規則，本公司之中國附屬公司由首個獲利年度起計兩年內獲豁免中國所得稅，其後三年則獲50%之減免。由於全部中國附屬公司年內均獲豁免中國所得稅，故並無於財務報表計提中國所得稅撥備。

就二零零五年計提之中國所得稅乃就本年度一間非中國附屬公司之估計視作溢利按27%計算。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 9. INCOME TAX EXPENSE (Continued)

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

### 9. 所得稅開支 (續)

本年度之所得稅開支可按收益表與除稅前溢利(虧損)調節，詳情如下：

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Profit (loss) before taxation	除稅前溢利(虧損)	12,044	(1,666)
Tax at the Hong Kong Profits Tax of 17.5%	香港利得稅稅率17.5% 計算之稅項	2,108	(292)
Tax effect of expenses that are not deductible in determining taxable profit	釐定應課稅溢利時並無 扣除開支之稅項影響	465	452
Tax effect of income that are not taxable in determining taxable profit	釐定應課稅溢利時並無 課扣收入之稅項影響	(1,204)	(104)
Tax effect of tax losses not recognised	未確認虧損之稅項影響	1,303	1,816
Effect of tax exemptions granted to PRC subsidiaries	中國附屬公司獲授稅 項豁免之影響	(1,161)	—
Effect of different tax rates of subsidiaries operating in other jurisdictions	於其他司法權區經營之 各附屬公司利率 差異之影響	(633)	(86)
Underprovision in prior years	以往年度之撥備不足	(5)	—
Income tax expense for the year	本年度所得稅開支	873	1,786

At 31 December 2005, the Group has unused tax losses of HK\$23,472,000 (2004: HK\$21,403,000) available for offset against future profits. No deferred tax asset has been recognised in respect of such tax losses due to the unpredictability of future profit streams. Unrecognised tax loss of HK\$22,875,000 can be carried forward indefinitely and HK\$597,000 can be carried forward for five years.

於二零零五年十二月三十一日，本集團擁有可用於抵銷未來溢利之未動用稅項虧損港幣23,472,000元(二零零四年：港幣21,403,000元)。由於未來溢利來源不可預測，故並無就該等稅項虧損確認遞延稅項資產。港幣22,875,000元之未確認稅項虧損可無限期結轉而港幣597,000元可結轉五年。

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## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 10. PROFIT (LOSS) FOR THE YEAR

### 10. 本年度溢利(虧損)

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元 (As restated) (經重列)
Profit (loss) for the year has been arrived at after charging (crediting):	年度溢利(虧損)已扣除(計入)下列各項：		
Directors' remuneration (Note 11)	董事酬金(附註11)	2,009	2,887
Other staff costs	其他員工成本	18,180	7,043
Total staff costs	員工總成本	20,189	9,930
Depreciation and amortisation	折舊及攤銷：		
Property, plant and equipment	物業、廠房及設備	3,929	1,128
Goodwill (charged to other expenses)	商譽(於其他開支支銷)	—	696
Intangible asset (charged to other expenses)	無形資產(於其他開支支銷)	—	16
		3,929	1,840
Release of prepaid lease payments	攤銷預付租賃款項	179	—
Auditors' remuneration	核數師酬金	1,090	600
Allowance for slowing moving and obsolete inventories	滯銷及陳舊存貨撥備	—	619
Impairment loss recognised in respect of trade and other receivables	應收賬款及其他應收款項已確認減值虧損	20	409
Unrealised holding loss on other investments (charged to other expenses)	持有其他投資之未變現虧損(於其他開支支銷)	—	585
Exchange loss	匯兌虧損	169	—
Impairment loss of goodwill	商譽之減值虧損	909	—
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	12	152
Cost of inventories recognised as expense	確認為開支之存貨成本	138,487	135,501
and after crediting:	及計入：		
Bank interest income	銀行利息收入	45	12
Dividend income from investments in listed securities	上市證券投資之股息收入	—	129
Gain on disposal of investments held for trading	出售持作買賣之投資的收益	2,863	—
Exchange gain	匯兌收益	—	103

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 10. PROFIT (LOSS) FOR THE YEAR (Continued)

Included in total staff costs is an aggregate amount of HK\$1,053,000 (2004: HK\$245,000), in respect of retirement benefit schemes contributions paid or payable.

### 10. 本年度溢利(虧損)(續)

員工總成本包括就退休福利計劃已付或應付供款之共港幣1,053,000元(二零零四年：港幣245,000元)。

### 11. DIRECTORS' REMUNERATION

The emoluments paid or payable to each of the six (2004: eight) directors were as follows:

### 11. 董事酬金

已付或應付予六名(二零零四年：八名)董事各人之酬金如下：

2005

二零零五年

		Leung Wai Ho 梁蔚豪	Wong Chung Shun 黃仲遜	Ha Kee Choy, Eugene 夏其才	Chui Chi Yun, Robert 崔志仁	Lam Kwok Cheong 林國昌	Lai Wing Leung, Peter 黎永良	Total 總計
		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
Fees	袍金	—	—	290	120	120	120	650
Other emoluments	其他酬金							
Salaries and other benefits	薪金及其他福利	700	635	—	—	—	—	1,335
Retirement benefit schemes contributions	退休福利 計劃供款	12	12	—	—	—	—	24
Total emoluments	總酬金	712	647	290	120	120	120	2,009

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 11. DIRECTORS' REMUNERATION (Continued)

### 11. 董事酬金 (續)

2004

二零零四年

		Leung Wai Ho 梁蔚豪	Wong Chung Shun 黃仲遜	Ha Kee Choy Eugene 夏其才	Chui Chi Yun, Robert 崔志仁	Lam Kwok Cheong 林國昌	Lai Wing Leung, Peter 黎永良	Ma Wai Man, Catherine 馬慧敏	Lam Lee G 林家禮	Total 總計
		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
Fees	袍金	—	—	—	49	97	26	—	55	227
Other emoluments	其他酬金									
Salaries and other benefit	薪金及其他福利	1,235	1,143	—	—	—	—	250	—	2,628
Retirement benefits schemes contributions	退休福利計劃供款	16	16	—	—	—	—	—	—	32
Total emoluments	總酬金	1,251	1,159	—	49	97	26	250	55	2,887

No directors waived any emoluments in the year ended 31 December 2005 or 2004.

截至二零零五年及二零零四年十二月三十一日止年度內並無董事放棄酬金。

### 12. EMPLOYEES' EMOLUMENTS

### 12. 僱員酬金

The five highest paid individuals in the Group included two directors (2004: two directors) of the Company whose emoluments are set out in note 11 above. The emoluments of the remaining three (2004: three) individuals were as follows:

本集團五名最高酬金人士包括兩名(二零零四年：兩名董事)本公司董事，其酬金詳情載於上文附註11。其餘三名(二零零四年：三名)最高酬金人士之酬金如下：

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Salaries and other benefits	薪金及其他福利	1,805	1,507
Retirement benefit schemes contributions	退休福利計劃供款	24	24
		1,829	1,531

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## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 12. EMPLOYEES' EMOLUMENTS (Continued)

The aggregate emoluments of each of the above individuals was less than HK\$1,000,000 for both years.

No emoluments was paid by the Group to the directors or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

### 12. 僱員酬金 (續)

上述各人於該兩年度之總薪酬均少於港幣1,000,000元。

本集團並無任何董事或五名最高薪酬人士支付酬金，以吸引彼等加盟本集團或用作加盟後之獎勵或離職補償。

### 13. EARNINGS (LOSS) PER SHARE

The calculation of the basic and diluted earnings (loss) per share attributable to the equity holders of the Company is based on the following data:

### 13. 每股盈利(虧損)

本公司股權持有人應佔每股基本及攤薄盈利(虧損)乃根據以下數據計算：

#### Earnings

#### 盈利

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元 (As restated) (經重列)
Profit (loss) for the year attributable to equity holders of the Company for the purposes of basic earnings (loss) per share	用以計算每股基本盈利(虧損)之本公司股權持有人應佔年度溢利(虧損)	10,056	(6,169)
Effect of dilutive potential ordinary shares: Interest on convertible notes	攤薄潛在普通股之影響： 可換股票據之利息	41	
Earnings for the purposes of diluted earnings per share	用以計算每股攤薄盈利之盈利	10,097	



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## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 13. EARNINGS (LOSS) PER SHARE (Continued)

### 13. 每股盈利(虧損)(續)

#### Number of shares

#### 股份數目

		<b>2005</b> 二零零五年 <b>Number</b> <b>of shares</b> 股份數目 '000 千股	2004 二零零四年 Number of shares 股份數目 '000 千股
Weighted average number of ordinary shares for the purposes of basic earnings (loss) per share	用以計算每股基本盈利(虧損)之普通股加權平均數	<b>1,570,184</b>	<u>1,191,019</u>
Effect of dilutive potential ordinary shares in respect of share options	有關購股權之攤薄潛在普通股之影響	<b>29,212</b>	
Effect of dilutive potential ordinary shares in respect of convertible notes	有關可換股票據之攤薄潛在普通股之影響	<b>8,356</b>	
Weighted average number of ordinary shares for the purposes of diluted earnings per share	用以計算每股攤薄盈利之普通股加權平均數	<b>1,607,752</b>	

No diluted loss per share has been presented for the year ended 31 December 2004 as the exercise of the share options of the Company as set out in note 25 and the conversion of the Company's outstanding convertible notes would result in a decrease on loss per share.

由於行使本公司購股權(詳見附註25)及轉換本公司未行使可換股票據將導致每股虧損減少，故並無呈列截至二零零四年十二月三十一日止年度每股攤薄虧損。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 13. EARNINGS (LOSS) PER SHARE (Continued)

The following table summarises the impact on both basic and diluted earnings per share as a result of the adjustments arising from changes in accounting policies:

### 13. 每股盈利(虧損) (續)

下表概述會計政策變動引致之調整對每股基本及攤薄盈利之影響摘要：

		Impact on basic earnings per share		Impact on diluted earnings per share
		對每股基本盈利之影響		對每股攤薄盈利之影響
		2005 二零零五年 Cent 港仙	2004 二零零四年 Cent 港仙	2005 二零零五年 Cent 港仙
Reported figures before adjustments	調整前之呈報數字	0.60	(0.51)	0.59
Adjustments arising from changes in accounting policies (see Note 3)	會計政策變動引致之調整 (見附註3)	0.04	(0.01)	0.04
Restated	重列	0.64	(0.52)	0.63

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## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 14. PROPERTY, PLANT AND EQUIPMENT

### 14. 物業、廠房及設備

		Buildings	Leasehold improvements	Plant and machinery	Furniture, fixtures and equipment	Motor vehicles	Construction in progress	Total
		樓宇 HK\$'000 港幣千元	租賃物業裝修 HK\$'000 港幣千元	廠房及機器 HK\$'000 港幣千元	傢俬、裝置及設備 HK\$'000 港幣千元	汽車 HK\$'000 港幣千元	在建工程 HK\$'000 港幣千元	總額 HK\$'000 港幣千元
<b>COST</b>	<b>成本</b>							
At 1 January 2004	於二零零四年一月一日	—	70	—	1,118	—	—	1,188
Exchange adjustments	匯兌調整	—	—	—	10	—	—	10
Additions	增購	1,441	30	1,129	387	—	5,874	8,861
Transfer	轉讓	5,874	—	—	—	—	(5,874)	—
Disposals	出售	—	(48)	—	(121)	—	—	(169)
Acquisition of subsidiaries	收購附屬公司	24,310	74	11,375	1,647	479	50	37,935
Eliminated on disposal of subsidiaries	出售附屬公司時抵銷	—	—	—	(925)	—	—	(925)
At 31 December 2004	於二零零四年十二月三十一日	31,625	126	12,504	2,116	479	50	46,900
Exchange adjustments	匯兌調整	764	—	263	38	1	1	1,067
Additions	增購	12,207	68	6,418	243	—	3,412	22,348
Transfer	轉讓	53	—	—	—	—	(53)	—
Disposals	出售	—	—	(4)	(38)	—	—	(42)
Eliminated on disposal of subsidiaries	出售附屬公司時抵銷	—	(24)	—	(138)	—	—	(162)
At 31 December 2005	於二零零五年十二月三十一日	44,649	170	19,181	2,221	480	3,410	70,111
<b>DEPRECIATION</b>	<b>折舊</b>							
At 1 January 2004	於二零零四年一月一日	—	22	—	243	—	—	265
Exchange adjustments	匯兌調整	—	—	—	2	—	—	2
Provided for the year	本年度撥備	150	32	726	122	98	—	1,128
Disposals	出售	—	(5)	—	(12)	—	—	(17)
Eliminated on disposal of subsidiaries	出售附屬公司時抵銷	—	—	—	(156)	—	—	(156)
At 31 December 2004	於二零零四年十二月三十一日	150	49	726	199	98	—	1,222
Exchange adjustments	匯兌調整	2	—	—	—	—	—	2
Provided for the year	本年度撥備	777	36	2,586	431	99	—	3,929
Disposals	出售	—	—	(2)	(28)	—	—	(30)
Eliminated on disposal of subsidiaries	出售附屬公司時抵銷	—	—	—	(33)	—	—	(33)
At 31 December 2005	於二零零五年十二月三十一日	929	85	3,310	569	197	—	5,090
<b>CARRYING VALUES</b>	<b>賬面值</b>							
At 31 December 2005	於二零零五年十二月三十一日	43,720	85	15,871	1,652	283	3,410	65,021
At 31 December 2004	於二零零四年十二月三十一日	31,475	77	11,778	1,917	381	50	45,678

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 14. PROPERTY, PLANT AND EQUIPMENT (Continued)

The above items of property, plant and equipment are depreciated on a straight-line basis at the following rates per annum:

Buildings	Over the shorter of the term of the prepaid land lease or 50 years
Leasehold improvements	Over the shorter of the terms of the prepaid land lease or 5 years
Plant and machinery	20% to 33 $\frac{1}{3}$ %
Furniture, fixtures and equipment	20% to 33 $\frac{1}{3}$ %
Motor vehicles	25% to 33 $\frac{1}{3}$ %

Construction in progress are not depreciated until completion of construction when the properties are available for use.

At 31 December 2005, the net book value of plant and machinery includes an amount of HK\$6,000,000 (2004: Nil) in respect of asset held under finance leases.

### 14. 物業、廠房及設備 (續)

上述物業、廠房及設備項目採用直線法按下列年率折舊：

樓宇	按預付土地租約之年期或五十年(以較短者為準)
租賃物業裝修	按預付土地租約之年期或五年(以較短者為準)
廠房及機器	20%至33 $\frac{1}{3}$ %
傢俬、裝置及設備	20%至33 $\frac{1}{3}$ %
汽車	25%至33 $\frac{1}{3}$ %

在建工程待完工而物業可用時方會計提折舊。

於二零零五年十二月三十一日，廠房及機器之賬面淨值包括根據融資租賃持有之資產港幣6,000,000元(二零零四年：無)。

### 15. PREPAID LEASE PAYMENTS

### 15. 預付租賃款項

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
The Group's prepaid lease payments comprise:	本集團之預付租賃款項包括：		
Leasehold land outside Hong Kong: Medium-term lease	香港以外之租賃土地： 中期租約	8,878	5,645
Analysed for reporting purposes as:	就呈報而分析如下：		
Current asset	流動資產	180	112
Non-current asset	非流動資產	8,698	5,533
		8,878	5,645

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 16. GOODWILL

### 16. 商譽

		HK\$'000 港幣千元
<b>COST</b>	<b>成本</b>	
Arising on acquisition of subsidiaries	收購附屬公司時產生	8,909
Eliminated on deemed disposal of subsidiaries	視作出售附屬公司時抵銷	(496)
At 1 January 2005	於二零零五年一月一日	8,413
Adjustment to accumulated amortisation on adoption of HKFRS 3	因採納香港財務報告準則第3號而調整累計攤銷	(696)
Eliminated on disposal of subsidiaries (note 29)	出售附屬公司時抵銷(附註29)	(1,075)
At 31 December 2005	於二零零五年十二月三十一日	6,642
<b>AMORTISATION</b>	<b>攤銷</b>	
Provided for the year	本年度撥備	696
At 1 January 2005	於二零零五年一月一日	696
Adjustment to accumulated amortisation on adoption of HKFRS 3	因採納香港財務報告準則第3號而調整累計攤銷	(696)
At 31 December 2005	於二零零五年十二月三十一日	—
<b>IMPAIRMENT</b>	<b>減值</b>	
At 1 January 2004 and 1 January 2005	於二零零四年一月一日及二零零五年一月一日	—
Impairment loss recognised for the year	本年度確認之減值虧損	(909)
At 31 December 2005	於二零零五年十二月三十一日	(909)
<b>CARRYING VALUES</b>	<b>賬面值</b>	
At 31 December 2005	於二零零五年十二月三十一日	5,733
At 31 December 2004	於二零零四年十二月三十一日	7,717

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 16. GOODWILL (Continued)

As explained in Note 7, the Group uses business segments as its primary segment for reporting segment information. For the purposes of impairment testing, goodwill with indefinite useful lives have been allocated to two individual cash generating units (CGUs), including three subsidiaries in toy products trading and manufacturing segment and one subsidiary in consumer products trading and manufacturing segment. The carrying amounts of goodwill (net of accumulated impairment losses) as at 31 December 2005 allocated to these units are as follows:

### 16. 商譽 (續)

如附註7所述，本集團以業務分類作為呈報分類資料之主要分類。為進行減值測試，無限定使用年期之商譽已分配至兩個獨立的創現單位，當中包括三家從事玩具產品貿易及製造分部之附屬公司及一家從事消費產品貿易及製造分部之附屬公司。商譽於二零零五年十二月三十一日之賬面值(扣除累計減值虧損)分配至有關創現單位之情況如下：

		Goodwill 商譽 HK\$'000 港幣千元
Toy products trading and manufacturing (Unit A)	玩具產品貿易及製造(單位甲)	5,733
Consumer products trading and manufacturing (Unit B)	消費產品貿易及製造(單位乙)	—
		<hr/> 5,733

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 16. GOODWILL (Continued)

The basis of the recoverable amounts of the above CGUs and their major underlying assumptions are summarised below:

#### Unit A

The recoverable amount of this unit has been determined based on a value in use calculation. That calculation uses cash flow projections based on financial budgets approved by management covering a ten-year period, and discount rate of 7.8%. Unit A's cash flows for the first five-year and the last five-year period are extrapolated using a 10% and zero growth rate, respectively. Another key assumption for the value in use calculations is the budgeted gross margin, which is determined based on the unit's past performance and management's expectations for the market development. Management believes that any reasonably possible change in any of these assumptions would not cause the aggregate carrying amount of Unit A to exceed the aggregate recoverable amount of Unit A.

#### Unit B

In view of the keen competition in the market, to catch up with the fast changing technologies and shortening product life cycles, management believes that more efforts shall be made on research & design to strengthen the market stands. However, there is no further development plan being determined by the management for maintaining and developing for this unit, a full impairment on the goodwill in Unit B of HK\$909,000 was recognised during the year.

### 16. 商譽 (續)

釐定上述創現單位可收回金額之基準及當中之主要基本假設概列如下：

#### 單位甲

此單位之可收回金額按使用價值計算法釐定。為計算使用價值，現金流量預測以經管理層所批准之十年為期之財政預算及7.8%之貼現率為基準。單位甲於首五年及最後五年之現金流量分別以10%及零增長率推定。使用價值計算法之其中一項主要假設為預算毛利，乃按單位過往表現及管理層對市場發展之期望釐定。管理層相信上述任何假設之合理潛在變動可引致單位甲之總賬面值超過單位甲之總可收回金額。

#### 單位乙

鑑於市場內競爭激烈，為緊貼日新月異之科技及不斷縮短之產品生命週期，管理層相信本集團須更致力進行研究及設計工作以鞏固市場地位，惟管理層尚未為維持及發展此單位而訂立之進一步發展計劃，故年內已就單位乙之商譽確認港幣909,000元之全數減值。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 17. INVENTORIES

### 17. 存貨

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Raw materials	原材料	4,319	1,718
Work in progress	在製品	2,115	641
Finished goods	產成品	2,333	362
		8,767	2,721

### 18. OTHER FINANCIAL ASSETS

### 18. 其他金融資產

#### (a) Trade and Other Receivables

#### (a) 應收賬款及其他應收款項

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Trade receivables	應收賬款	35,384	23,305
Other receivables	其它應收款項	10,235	17,785
		45,619	41,090

The Group allows an average credit period ranging from 30 days to 90 days to its trade customers. The following is an aged analysis of trade receivables at the reporting date:

本集團給予貿易客戶之平均信貸期介乎30至90日。應收賬款於呈報日期之賬齡分析如下：

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
0 to 60 days	0至60日	19,345	15,956
61 to 90 days	61至90日	5,031	4,388
Over 90 days	超過90日	11,008	2,961
		35,384	23,305

The fair values of the amounts as at 31 December 2005 approximate their carrying amounts.

有關款額於二零零五年十二月三十一日之公平值與賬面值相若。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 18. OTHER FINANCIAL ASSETS (Continued)

#### (b) Bank Balances and Cash

Bank balances and cash comprise cash held by the Group and short term bank deposits with an original maturity of three months or less. The deposits carry at prevailing market average interest rate of 0.75% (2004: 0.45%) per annum.

The fair values of bank deposits at 31 December 2005 approximate their carrying amounts.

### 18. 其他金融資產 (續)

#### (b) 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原到期日為三個月或以內之短期銀行存款。有關存款按當前市場的平均年利率0.75厘(二零零四年：0.45厘)計息。

### 19. INVESTMENT SECURITIES

Investment securities at 31 December 2004 are set out below. Upon the application of HKAS 39 on 1 January 2005, investment securities were reclassified to appropriate categories under HKAS 39 (see Note 3 for details).

### 19. 投資證券

以下為截至二零零四年十二月三十一日之投資證券。於二零零五年一月一日應用香港會計準則第39號後，投資證券已重新分類至香港會計準則第39號項下之適當類別，詳見附註3。

		2004 二零零四年 HK\$'000 港幣千元
Equity securities	股本證券	
listed in Hong Kong — current	於香港上市 — 流動	5,474
Market value of listed securities	上市證券之市值	5,474

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 20. TRADE AND OTHER PAYABLES

Included in trade and other payables are trade payables of HK\$17,617,000 (2004: HK\$18,339,000), and the aged analysis is as follows:

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
0 to 60 days	0至60日	6,566	12,123
61 to 90 days	61至90日	5,694	2,749
Over 90 days	超過90日	5,357	3,467
		17,617	18,339

The fair values of the amounts as at 31 December 2005 approximate their carrying amounts.

### 20. 應付賬款及其它應付款項

應付賬款及其他應付款項中包括應付賬款港幣17,617,000元(二零零四年：港幣18,339,000元)，賬齡分析如下：

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
0 to 60 days	0至60日	6,566	12,123
61 to 90 days	61至90日	5,694	2,749
Over 90 days	超過90日	5,357	3,467
		17,617	18,339

有關款額於二零零五年十二月三十一日之公平值與賬面值相若。

### 21. UNSECURED OTHER BORROWING

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
The carrying value of unsecured other borrowing is repayable:	須於以下年期償還之無抵押其他貸款之賬面值如下：		
On demand or within one year	於要求時或一年內	1,750	—
More than one year, but not exceeding two years	一年後但不超過兩年	1,312	—
		3,062	—
Less: Amount due within one year shown under current liabilities	減：一年內到期並列作流動負債之款項	(1,750)	—
		1,312	—

### 21. 無抵押其他貸款

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 21. UNSECURED OTHER BORROWING (Continued)

The borrowing comprises:

### 21. 無抵押其他貸款 (續)

貸款包括：

		Effective	Carrying amount	
	Maturity date	interest rate	2005	2004
	到期日	實際利率	二零零五年	二零零四年
			HK\$'000	HK\$'000
			港幣千元	港幣千元
Fixed-rate borrowing:				
定息貸款：				
1.8% unsecured other borrowing of HK\$3,500,000	Repayable by instalments with last instalment on 1 September 2007			
1.8厘之港幣3,500,000元	以分期形式償還，最後一期為二零零七年九月一日	1.8%	3,062	—
無抵押其他貸款				

The fair value of the above Group's borrowing estimated by discounting their future cash flows at the prevailing market borrowing rate at the balance sheet date approximates its carrying amount.

上述本集團貸款之公平值乃將其未來現金流量按於結算日賬面值相若之類似借款的通行市場借貸利率貼現而估算。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 22. OBLIGATIONS UNDER FINANCE LEASES

It is the Group's policy to lease certain of its plant and equipment under finance leases. The average lease term is 3 years. Interest rate underlying all obligations under finance leases is fixed at 8.4%. No arrangements have been entered into for contingent rental payments.

### 22. 融資租賃承擔

本集團之政策為根據融資租賃租賃若干機器及設備。平均租期為三年。所有融資租賃承擔之相關利率固定為8.4厘。租賃並無或然租金之安排。

		Minimum lease payments 最低租金		Present value of minimum lease payments 最低租金現值	
		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 二零零五年	2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 二零零五年
Amounts payable under finance leases	根據融資租賃應付款項				
Within one year	一年內	2,043	—	1,656	—
In more than one year but not more than two years	一年後但不超過兩年	2,043	—	1,813	—
In more than two years but not more than three years	兩年後但不超過三年	1,873	—	1,801	—
		5,959	—		
Less: future finance charges	減：未來財務費用	(689)	—		
Present value of lease obligations	租金承擔之現值	5,270	—	5,270	—
Less: Amount due for settlement within 12 months (shown under current liabilities)	減：12個月內到期結清之款項(列作流動負債)			(1,656)	—
Amount due for settlement after 12 months	12個月後到期結清之款項			3,614	—

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 22. OBLIGATIONS UNDER FINANCE LEASES (Continued)

The Group's obligations under finance leases are secured by the lessor's charge over the leased assets.

The fair value of the Group's finance lease obligations, determined based on the present value of the estimated future cash flows discounted using the prevailing market rate at the balance sheet date approximates its carrying amount.

### 22. 融資租賃承擔 (續)

本集團之融資租賃承擔以出租人對租賃資產之押記作抵押。

本集團融資租賃承擔之公平值乃將其未來現金流量按於結算日賬面值相若之類似承擔的通行市場借貸利率貼現而估算。

### 23. SHARE CAPITAL

### 23. 股本

		Number of shares 股份數目 '000 千股	Share capital 股本 HK\$'000 港幣千元
Authorised:	法定：		
Ordinary shares of HK\$0.01 each:	每股面值港幣0.01元之普通股：		
At 1 January 2004, 31 December 2004 and 31 December 2005	於二零零四年一月一日、二零零四年十二月三十一日及二零零五年十二月三十一日	50,000,000	500,000
Issued and fully paid:	已發行及繳足：		
Ordinary shares of HK\$0.01 each:	每股面值港幣0.01元之普通股：		
At 1 January 2004	於二零零四年一月一日	712,360	7,124
Placing of new shares (note i)	配售新股 (附註i)	140,000	1,400
Issue of new shares (note ii)	發行新股 (附註ii)	250,000	2,500
Rights issue (note iii)	供股 (附註iii)	426,180	4,261
At 1 January 2005	於二零零五年一月一日	1,528,540	15,285
Issue of shares upon conversion of convertible notes (note iv)	因可換股票據換股而發行股份 (附註iv)	50,000	500
At 31 December 2005	於二零零五年十二月三十一日	1,578,540	15,785

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 23. SHARE CAPITAL (Continued)

Notes:

- (i) On 15 January 2004, a placing and subscription agreement was entered into between the Company, Charm Management Limited ("Charm"), the substantial shareholder of the Company, and the placing agent to place 140,000,000 shares of the Company at a price of HK\$0.05 per share to certain independent professional advisors. Also, Charm subscribed for 140,000,000 new shares of HK\$0.01 each in the Company at a price of HK\$0.05 per share.
- (ii) On 19 November 2004, a subscription agreement was entered into between the Company and Charm to subscribe 250,000,000 new shares of HK\$0.01 each in the Company at a price of HK\$0.058 per share.
- (iii) On 29 March 2004, a rights issue ("Rights Issue") on the basis of one rights share for every two existing shares held by shareholders on the register of members on 5 March 2004 was allotted at an issue price of HK\$0.05 per rights share, resulting in the issue of 426,180,000 shares at HK\$0.05 each for a total cash consideration, before share issue expenses, of approximately HK\$21.3 million
- (iv) As detailed in note 27, on 3 March 2005, the convertible note holders exercised their rights to convert the notes into 50,000,000 ordinary shares of the Company at HK\$0.05 each.

All the shares issued during both years rank *pari passu* with the then existing shares in all respects.

### 24. RESERVES

The capital reserve represents the difference between the nominal value of the share capital issued by the Company in exchange for the aggregate of the nominal value of the issued share capital of Rockapetta Investment Limited, the former subsidiary which was acquired by the Company pursuant to a group reorganisation in 1994 to rationalise the group structure in preparation for the listing of the Company's shares on the Stock Exchange.

### 23. 股本 (續)

附註：

- (i) 於二零零四年一月十五日，本公司、本公司之主要股東Charm Management Limited (「Charm」)與配售代理人訂立一項配售及認購協議，以每股港幣0.05元之價格向若干獨立專業顧問配售140,000,000股本公司股份。同時，Charm以每股港幣0.05元之價格認購140,000,000股每股面值港幣0.01元之本公司新股份。
- (ii) 於二零零四年十一月十九日，本公司與Charm訂立一份認購協議，以每股港幣0.058元之價格認購本公司250,000,000股每股面值港幣0.01元之新股份。
- (iii) 於二零零四年三月二十九日，本公司根據二零零四年三月五日股東名冊所示股東每持有兩股現有股份獲配發一股供股股份之比例，按發行價每股供股股份港幣0.05元進行供股 (「供股」)，結果按每股港幣0.05元之價格發行426,180,000股股份，獲得總現金代價約為港幣21,300,000元 (未扣除有關發行股份之開支)。
- (iv) 如附註27所詳述，可換股票據持有人於二零零五年三月三日行使權利按每股港幣0.05元將票據轉換為50,000,000股本公司普通股。

該兩年內所有已發行股份於各方面均與當時現有股份享有同等權利。

### 24. 儲備

資本儲備代表本公司為換取Rockapetta Investment Limited已發行股本而發行之股本面值與該公司股本面值總額之差額。Rockapetta Investment Limited乃本公司為籌備本公司股份在聯交所上市而於一九九四年進行集團重組以精簡集團架構所購入之前附屬公司。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 25. SHARE OPTIONS

Pursuant to the resolution passed at a special general meeting held on 17 September 2004, the Company adopted a new share option scheme (the "Scheme"). The Company operates the Scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. The eligible participants of the Scheme include the Company's or its subsidiaries' executive directors, non-executive directors and employees, and any business consultants, agents, financial or legal advisers and any other persons who the Board consider, at its sole discretion, will contribute or have contributed to the Group.

The grant of share options should be accepted within 30 days from the date of the grant, at a consideration of HK\$1, being payable by the grantee upon the acceptance of the grant. The options may be exercised at any time within the period commencing from the date of grant of the options and expiring on the date determined by the directors, but in any event such exercise period shall not exceed a period of ten years commencing on the date the relevant option is deemed to be granted.

The exercise price of the share options was determinable by the directors, but was not able to be less than the higher of (i) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date of grant, which must be a business day; (ii) the average closing price of the shares as stated in the Stock Exchange's daily quotation sheet for the five business days immediately preceding the date of grant and (iii) the nominal value of the Company's share.

### 25. 購股權

根據二零零四年九月十七日舉行之股東特別大會上通過之決議案，本公司採納新購股權計劃（「計劃」）。本公司實行此計劃之目的，乃向該等對本集團業務成功發展有貢獻之合資格參與者提供獎勵及回報。計劃之合資格參與者包括本公司或其附屬公司之執行董事、非執行董事及僱員，以及董事會全權酌情認為將會或已經對本集團有貢獻之任何業務顧問、代理人、財務或法律顧問及任何其他人士。

建議授予之購股權需於建議日期起計三十日內接納，承授人須於接納建議時繳付代價港幣一元。購股權可於授予購股權日期開始，至董事訂定之期間內隨時行使，惟行使期不得超過有關購股權視作授出之日起計十年。

購股權之行使價由董事決定，惟不得低於以下較高者：(i)於授出日期（必須為營業日）交易所日報表所列之股份收市價；(ii)緊接授出日期前五個營業日交易所日報表所述之股份平均收市價；及(iii)本公司股份之面值。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 25. SHARE OPTIONS (Continued)

Pursuant to the Scheme, the maximum number of shares in the Company in respect of which options may be granted when aggregated with any other share option scheme of the Company is not permitted to exceed 127,854,000 shares, representing 10% of the issued share capital of the Company as at the date of adoption of the Scheme. Subject to the issue of a circular and the approval of the shareholders of the Company in general meeting and/or such other requirements prescribed under the Listing Rules from time to time, the Board may refresh the limit at any time to 10% of the total number of shares in issue as at the date of approval by the shareholders of the Company in general meeting. Notwithstanding the foregoing, the shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other share option schemes of the Company at any time shall not exceed 30% of the shares in issue from time to time.

No option may be granted to any person if the total number of shares of the Company already issued and issuable to him under all the options granted to him in any 12 month period up to and including the date of grant exceeding 1% of total number of shares in issue as at the date of grant. Any further grant of options in excess of this 1% limit shall be subject to the issue of a circular by the Company and the approval of the shareholders in general meeting. Such participant and his associates (as defined in the Listing Rules) abstaining from voting and/or other requirements prescribed under the Listing Rules from time to time. Options granted to substantial shareholders or independent non-executive directors in excess of 0.1% of the Company's share capital or with a value in excess of HK\$5 million must be approved in advance by the Company's shareholders.

### 25. 購股權 (續)

根據計劃，可授出之購股權所涉及之本公司股份數目，與本公司任何其他購股權計劃合計，最高不得超逾127,854,000股，為佔本公司於採納計劃當日已發行股本之10%。在經發出通函並經本公司股東於股東大會上批准後，及／或符合上市規則不時規定之任何其他要求後，董事會方可更新限額至於本公司股東於股東大會上批准該更新限額之日之已發行股份總數10%。除上述者外，於任何時間內，因行使計劃及本公司任何其他購股權計劃項下已授出但未行使之所有尚未行使購股權而可予發行之股份不得超逾當時已發行股份之30%。

於截至授出日期（包括該日）止之任何12個月期間內，倘若本公司根據所有授出之購股權已發行及可發行予任何人士之股份數目超過授出日期已發行股份總數之1%，則不得向該人士授出購股權。對於任何超逾該1%限制之進一步授出購股權，本公司均須發出通函，並須經股東於股東大會上批准。該參與者及其聯繫人（定義見上市規則）須放棄投票權及／或遵守上市規則不時規定之其他要求。授予主要股東或獨立非執行董事之購股權超逾本公司股本0.1%或價值超逾港幣5,000,000元者，須事先取得本公司股東批准。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 25. SHARE OPTIONS (Continued)

The following table discloses details of the Company's share options held by employees (including directors of the Company and its subsidiaries) and movements in such holdings during the two years ended 31 December 2005.

### 25. 購股權 (續)

下表披露僱員(包括本公司及其附屬公司之董事)持有本公司購股權之詳情以及持有情況於截至二零零五年十二月三十一日止兩年之變動。

	Date of grant 授出日期	Exercise period 行使期間	Exercise price 行使價 HK\$ 港元	Outstanding at 1.1.2004 於二零零四年 一月一日 尚未行使	Granted during the year 年內授出	Outstanding at 31.12.2004 於二零零四年 十二月三十一日 尚未行使	Lapsed during the year 年內失效	Outstanding at 31.12.2005 於二零零五年 十二月三十一日 尚未行使
Directors 董事	1 December 2004 二零零四年十二月一日	31 December 2004 to 30 December 2006 二零零四年十二月三十一日至 二零零六年十二月三十日	0.0676	—	7,671,240	7,671,240	—	7,671,240
Employees 僱員	1 December 2004 二零零四年十二月一日	31 December 2004 to 30 December 2006 二零零四年十二月三十一日至 二零零六年十二月三十日	0.0676	—	63,927,000	63,927,000	(12,785,400)	51,141,600
Others 其他	1 December 2004 二零零四年十二月一日	31 December 2004 to 30 December 2006 二零零四年十二月三十一日至 二零零六年十二月三十日	0.0676	—	43,470,360	43,470,360	—	43,470,360
				—	115,068,600	115,068,600	(12,785,400)	102,283,200

No charge is recognised in the consolidated income statement in respect of the option granted and vested in the prior years.

於本年度內，並無就授出及歸屬之購股權於綜合收益表內確認任何支銷。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 26. CONSTRUCTION COST PAYABLES

The amounts in 2004 represented construction cost payable in respect of property, plant and equipment to independent third parties, which were unsecured and interest free and expected to be paid by six equal monthly instalments commencing from 1 July 2006. During the year 2005, the amount of HK\$16,388,000 was paid. In the opinion of the director, the remaining amount of HK\$1,609,000 (included in trade and other payables) will be paid within one year from the balance sheet date.

### 27. CONVERTIBLE NOTES

On 30 September 2004, the Company issued unsecured convertible notes with an aggregate principal amount of HK\$2,500,000. The convertible notes bear interest at a rate of 3% per annum. The convertible notes can be converted into ordinary shares in the Company at a conversion price of HK\$0.05 per share, subject to adjustment, at the option of noteholders, on any business day after 30 days following the date of issue of the convertible notes and the maturity date is 29 March 2006.

The convertible notes contain two components, liability and equity elements. Upon the application of HKAS 32 Financial Instruments: Disclosure and Presentation (see Note 3 for details), the convertible notes were split between the liability and equity elements, on a retrospective basis. The equity element is presented under “convertible notes equity reserve” in equity. The effective interest rate of the liability component is 6.4%.

### 26. 應付建造成本

二零零四年之款項指應付予獨立第三方之物業、廠房及設備之建造成本，為無抵押及免息，並需自二零零六年七月一日起於六個月內平均分期償還。於二零零五年度已支付港幣16,388,000元。董事認為港幣1,609,000元之餘款（列入應付賬款及其他應付款項）將於結算日起計一年內支付。

### 27. 可換股票據

本公司於二零零四年九月三十日發行無抵押可換股票據，總本金額為港幣2,500,000元。可換股票據附年息3%。可換股票據可由持有人決定，於發行可換股票據日期後30日起至二零零六年三月二十九日到期日止任何營業日，按換股價每股港幣0.05元（可予調整）兌換為本公司普通股。

可換股票據由兩部份組成：負債及權益部份。應用香港會計準則第32號「金融工具：披露及呈列」後（詳見附註3），可換股票據乃按有關基準分為負債及權益部份。權益部份於權益內「可換股票據權益儲備」中呈列。負債部份之實際利率為6.4%。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 27. CONVERTIBLE NOTES

The movement of the liability component of the convertible notes for the year is set out below:

### 27. 可換股票據

可換股票據之負債部份於年內的變動如下：

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Liability component at the beginning of the year	年初之負債部份	2,279	—
Issue of convertible notes	發行可換股票據	—	2,238
Interest charge (Note 8)	利息開支(附註8)	41	60
Interest paid	已付利息	(13)	(19)
Conversion of convertible notes	可換股票據換股	(2,307)	—
Liability component at the end of the year	年結之負債部份	—	2,279

On 3 March 2005, all convertible noteholders exercised their rights to convert the notes into 50,000,000 ordinary shares of the Company at a conversion price of HK\$0.05 per share.

於二零零五年三月三日，可換股票據持有人已悉數行使權利按每股港幣0.05元之兌換價兌換可換股票據為50,000,000股本公司之普通股。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 28. ACQUISITION OF SUBSIDIARIES

On 8 January 2004, the Group acquired 60% of the issued share capital of Yanyan Force Limited for cash consideration of approximately HK\$6 million. On 13 January 2004, the Group acquired 100% of the issued share capital of Sky Union (Far East) Limited for a cash consideration of HK\$3 million. On 31 March 2004, the Group acquired 51% of the issued share capital of Thunder Tech Electronic Co., Limited for a cash consideration of HK\$1 million. On 30 June 2004, the Group acquired 100% of the issued share capital of Maple Printing Co., Limited ("Maple Printing") through a wholly-owned subsidiary, Maple Force Limited ("Maple Force"), for a cash consideration of HK\$1.75 million, the interest in Maple Printing was eventually diluted from 100% to 70% upon the issue of new shares of Maple Force to a third party. On 17 September 2004, the Group acquired 100% of the issued share capital of GFT Holding Limited through a wholly owned subsidiary, Prosper Overseas Limited, for a cash consideration of HK\$2.5 million and the issuance of convertible notes with an aggregate principal amount of HK\$2.5 million. These transactions have been accounted for using the purchase method of accounting.

### 28. 收購附屬公司

於二零零四年一月八日，本集團收購欣科有限公司60%已發行股本，現金代價約為港幣6,000,000元。於二零零四年一月十三日，本集團收購天源(遠東)有限公司100%已發行股本，現金代價約為港幣3,000,000元。於二零零四年三月三十一日，本集團收購迅雷科技有限公司51%已發行股本，現金代價約為港幣1,000,000元。於二零零四年六月三十日，本集團通過一間全資附屬公司Maple Force Limited (「Maple Force」)收購峰林印刷有限公司(「峰林印刷」)100%已發行股本，現金代價為港幣1,750,000元，於發行Maple Force之新股予第三方後，於峰林印刷之權益由100%攤薄為70%。於二零零四年九月十七日，本集團透過全資附屬公司Prosper Overseas Limited收購GFT Holding Limited 100%已發行股本，現金代價為港幣2,500,000元，並發行本金總額為港幣2,500,000元之可換股票據支付代價。該等交易已用購買會計法入賬。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 28. ACQUISITION OF SUBSIDIARIES (Continued)

### 28. 收購附屬公司 (續)

2004  
二零零四年  
HK\$'000  
港幣千元

Net assets acquired:	所購入之資產淨值：	
Property, plant and equipment	物業、廠房及設備	37,935
Inventories	存貨	6,193
Trade and other receivables	應收賬款及其他應收款項	21,199
Bank balances and cash	銀行結存及現金	7,405
Trade and other payables	應付賬款及其他應付款項	(46,181)
Construction cost payable	應付建造成本	(17,693)
		8,858
Minority interests	少數股東權益	(981)
		7,877
Goodwill	商譽	8,909
Total consideration	總代價	16,786
Satisfied by	支付方法	
Cash	現金	14,286
Convertible notes	可換股票據	2,500
		16,786

Analysis of the net outflow of cash and cash equivalents  
in respect of the acquisition of subsidiaries:

有關收購附屬公司之現金及等同現金項目流出淨額之分析如下：

2004  
二零零四年  
HK\$'000  
港幣千元

Cash consideration	現金代價	(14,286)
Bank and cash balances acquired	所購入之銀行結餘及現金	7,405
Net outflow of cash and cash equivalents in respect of the acquisition of subsidiaries	有關收購附屬公司之現金及 等同現金項目流出淨額	(6,881)



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 29. DISPOSAL OF SUBSIDIARIES

On 19 January 2004, the Group disposed of its entire interest in the issued share capital of Capital Bright International Ltd., which was engaged in securities trading. On 8 December 2003, the Group also entered into an agreement to dispose of its entire interest in a subsidiary, T G Securities Limited. The disposal was completed on 19 March 2004, on which date control of T G Securities Limited passed to the acquirer. On 30 March 2004, the Group further entered into a sale agreement to dispose of its entire interest in a subsidiary, Bestcorp Investments Inc., which carried out the Group's sourcing, distribution and retailing of wines and spirits business. The disposal was completed on 6 April 2004, on which date control of Bestcorp investments Inc., passed to the acquirer.

On 19 November 2005, the Group disposed of its entire interest in a 50.01% — owned subsidiary, Unique Force Limited. The disposal was completed on 19 November, 2005. On 28 December 2005, the Group also entered into an agreement to dispose of its entire interest in a 70% — owned subsidiary, Maple Force Limited. The disposal was completed on 30 December 2005.

### 29. 出售附屬公司

於二零零四年一月十九日，本集團出售其於 Capital Bright International Ltd. 之全部已發行股本，該公司為從事證券買賣業務。於二零零三年十二月八日，本集團亦訂立協議出售其附屬公司 T G Securities Limited 全部權益，該項出售於二零零四年三月十九日完成。自該日起，T G Securities Limited 之控制權移交予收購方。於二零零四年三月三十日，本集團進一步訂立銷售協議出售其附屬公司 Bestcorp Investments Inc.，全部權益，該公司乃從事本集團之葡萄酒及烈酒的採購、分銷及零售業務。該項出售於二零零四年四月六日完成，自該日起，Bestcorp Investments Inc. 之控制權移交予收購方。

於二零零五年十一月十九日，本集團悉數出售其於附屬公司唯一科時有限公司之 50.01% 權益，該項出售於二零零五年十一月十九日完成。二零零五年十二月二十八日，本集團亦訂約出售其持有 70% 權益之附屬公司 Maple Force Limited 的全部權益，該項出售於二零零五年十二月三十日完成。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 29. DISPOSAL OF SUBSIDIARIES (Continued)

### 29. 出售附屬公司 (續)

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
<b>Net assets disposed of:</b>	<b>所出售之資產淨值：</b>		
Property, plant and equipment	物業、廠房及設備	129	769
Intangible asset	無形資產	—	384
Investments in securities	證券投資	—	5,000
Inventories	存貨	475	5,158
Trade and other receivables	應收賬款及其他應收款項	4,529	7,960
Pledged bank deposits	已抵押銀行存款	—	912
Bank balances and cash	銀行結存及現金	800	3,963
Bank overdrafts	銀行透支	(558)	—
Trade and other payables	應付賬款及其他應付款項	(2,387)	(13,367)
		2,988	10,779
Minority interests	少數股東權益	(1,961)	(743)
		1,027	10,036
Attributable goodwill	應佔商譽	1,075	—
Translation reserve realised	已變現之匯兌儲備	—	(42)
		2,102	9,994
Gain (loss) on disposal	出售時收益(虧損)	2,593	(894)
Total consideration satisfied by cash	以現金支付之總代價	4,695	9,100
Net cash inflow arising on disposal:	出售時產生之現金流入淨額：		

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Cash consideration	現金代價	4,695	9,100
Bank balances and cash disposed of	所出售之銀行結餘及現金	(800)	(3,963)
Bank overdrafts disposed of	所出售之銀行透支	558	—
		4,453	5,137

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 29. DISPOSAL OF SUBSIDIARIES (Continued)

The subsidiaries disposed of during the year have contributed HK\$5,402,000 (2004: HK\$16,550,000) to the Group's turnover and operating loss of HK\$599,000 (2004: HK\$199,000). The disposal did not have a material impact on the Group's cash flows or operating results.

### 30. MAJOR NON-CASH TRANSACTIONS

During the year ended 31 December 2005, the major non-cash transactions were as follows:

- (i) The Group entered into a finance lease arrangement in respect of property, plant and equipment with a total capital value at the inception of lease of HK\$6,000,000 (2004: Nil).
- (ii) Deposits paid for acquisition of property, plant and equipment of HK\$4,330,000 (2004: Nil) was transferred to set-off the construction cost payable due to the same contractor.

### 31. CONTINGENT LIABILITIES

On 8 October 2004, Mr. Kwok Chin Wing ("Kwok"), a former director of the Company, commenced legal proceedings ("the Action") against the Company in respect of the loans due from two former subsidiaries of the Company, namely, Rockapetta Industrial Company Limited and Grand Extend Investment Limited, for a sum of approximately HK\$44.5 million and accrued interest thereof.

### 29. 出售附屬公司 (續)

於本年度出售之附屬公司對本集團之營業額有港幣5,402,000元(二零零四年:港幣16,550,000元)貢獻,並佔本集團經營虧損之港幣599,000元(二零零四年:港幣199,000元)之貢獻。出售對本集團之現金流量或經營業績並無重要影響。

### 30. 主要非現金交易

截至二零零五年十二月三十一日止年度之主要非現金交易如下:

- (i) 本集團就租賃開支時總資本值為港幣6,000,000元(二零零四年:無)之物業、廠房及設備訂立融資租賃安排。
- (ii) 收購物業、廠房及設備之已付按金港幣4,330,000元(二零零四年:無)已轉移以抵銷應向同一承判商支付之建造成本。

### 31. 或然負債

於二零零四年十月八日,本公司前董事郭展榮先生(「郭展榮」)就本公司兩家前附屬公司(樂家實業有限公司及展昌投資有限公司)所欠貸款約港幣44,500,000元連同應計利息向本公司提出訴訟(「訴訟」)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 31. CONTINGENT LIABILITIES (Continued)

The Action is still pending in the High Court of Hong Kong Special Administrative Region. The Company had already completed discovery of all documentary evidence and exchange of witness statements as to the fact pursuant to the directors of the Court and also obtained Counsel's advice on the pleadings, evidence and merit of defence in the Action. The Company is ready to proceed with the trial of the Action and is prepared to seek leave of the Court at the adjourned Check-list hearing to be held in April 2006 to set the Action down for trial.

Recently, it was brought to the attention of the Company that Kwok had commenced 4 sets of proceedings at the High Court of Hong Kong SAR against his former financial adviser, his former legal adviser and others concerning the advancement and repayment of the said loans.

Having reviewed all the evidence disclosed in the Action and the 4 sets of proceedings mentioned above and with the benefit of the advice of the solicitors and counsel acting for the Company, the directors of the Company formed the opinion that Kwok does not have a valid claim against the Company and therefore it is unlikely to have any material adverse financial impact on the Group.

### 31. 或然負債 (續)

該訴訟仍待香港特別行政區高等法院裁決。本公司已根據法院指示完成一切文件證據之透露及交換有關事實之證人陳詞，亦已就該訴訟之狀書、證據及答辯尋求法律顧問意見。本集團已就該訴訟之審訊作好準備，並將於二零零六年四月舉行之已押後一覽表聆訊上請求法院許可為該訴訟排期聆訊。

本公司最近得悉郭展榮在香港特別行政區高等法院對其前財務顧問、其前法律顧問及有關提供及償還上述貸款之其他人士提出四項法律行動。

在考慮過該訴訟中披露之各項證據及上述四項法律行動以及本公司律師及法律顧問之建議後，本公司董事認為郭展榮對本公司之申索並不有效，故對本集團構成重大不利財務影響之可能性不大。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 32. OPERATING LEASE

#### The Group as lessee

During the year, the Group made minimum lease payments under operating leases of HK\$662,000 (2004: HK\$567,000) in respect of rented premises.

At the balance sheet date, the Group have outstanding commitments for future minimum lease payments under non-cancellable operating leases for premises which fall due as follows:

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Within one year	一年內	483	535
In the second to fifth year inclusive	第二至第五年(包括首尾兩年)	117	336
Over five years	五年之後	—	502
		600	1,373

Operating lease payments represent rentals payable by the Group for certain of its warehouses and office premises. Leases are negotiated for an average term of two years (2004: five years) and rentals are fixed during the lease period.

### 32. 經營租約

#### 本集團作為承租人

於本年度，本集團根據經營租約就租賃物業支付港幣662,000元(二零零四年：港幣567,000元)之最低租約付款。

於結算日，本集團根據有關物業之不可撤銷經營租約而錄得未償還未來最低租約付款責任，有關款項之到期日如下：

經營租約付款代表本集團就若干倉庫及辦公室物業而須付之租金。租約一般以兩年(二零零四年：五年)期進行磋商，租金於租約期內維持不變。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 32. OPERATING LEASE (Continued)

#### The Group as lessor

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Rental income received net of direct outgoings during the year:	於本年度已收到之租金收入 (扣除直接開支)		
Plant and machinery	廠房及機器	7,458	—
Premises	物業	904	135
		8,362	135

At the balance sheet date, the Group had contracted with tenants for the following future minimum lease payments.

於結算日，本集團與租戶訂有以下未來租金：

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Within one year	一年內	793	—
In the second to fifth year inclusive	第二至第五年(包括首尾兩年)	793	—
		1,586	—

All of the properties held have committed tenants for the next 2 to 3 years.

各物業於未來二至三年均已承租。

### 33. CAPITAL COMMITMENT

At 31 December 2005, the Group had commitment in respect of expenditure on property, plant and equipment of approximately HK\$1,651,000 (2004: HK\$32,172,000) contracted but not provided for in the financial statements.

### 33. 資本承擔

於二零零五年十二月三十一日，本集團約有港幣1,651,000元(二零零四年：港幣32,172,000元)已訂約惟未計入財務報表之物業、廠房及設備之開支承擔。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 34. RETIREMENT BENEFITS SCHEME

The Group operates a Mandatory Provident Fund Scheme ("MPF Scheme") for all qualifying employees in Hong Kong. The assets of the schemes are held separately from those of the Group, in funds under the control of trustees. The Group contributes 5% of relevant payroll costs to the MPF Scheme, this contribution is matched by employees.

The Group is also required to make contributions to state-management retirement benefit schemes operated by the PRC government based on a certain percentage of the monthly payroll costs of the employees of 宏科電子(惠州)有限公司. The Group has no other obligations under the state-management retirement benefit schemes in the PRC other than the contribution payable.

During the year, the total amount contributed by the Group to the relevant retirement benefit schemes are as follows:

### 34. 退休福利計劃

本集團為全體香港合資格僱員設有強制性公積金計劃(「強積金計劃」)。該計劃資產與本集團資產分開持有，存放於信託人控制之基金。本集團按有關薪酬成本之5%向強積金計劃作出供款，僱員亦作出相同供款。

本集團亦須按宏科電子(惠州)有限公司僱員每月之薪酬成本之若干百分比向中國政府管理之國家退休福利金計劃作出供款。除應付供款外，本集團於中國之國家退休福利金計劃中並無其他責任。

年內，本集團向有關退休福利金計劃之總供款額如下：

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
MPF Scheme	強積金計劃	326	245
State-management retirement benefit schemes	國家管理之退休福利金計劃	727	—
		1,053	245

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 35. RELATED PARTY DISCLOSURES

During the year, the Group had the following transactions and balances with related parties as follows:

#### (a) Related party transactions

The transactions with related parties during the year are as follows:

Related party 關連方	Nature of transactions 交易性質	2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
General Fast Trading Limited (note i) 真樂發貿易有限公司(附註i)	Sales of goods 貨物銷售	976	591
	Purchase of goods 貨物採購	36	—
	Subcontracting fee expenses 分判費開支	—	5,003
Force Electronics (Huizhou) Limited (note i) 科時電子(惠州)有限公司(附註i)	Transfer of land use right 轉讓土地使用權	7,500	—

#### (b) Balances with related parties

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Amounts due to related companies 應付關連公司款項			
General Fast Trading Limited 真樂發貿易有限公司		3,874	13,148
Force Electronic (Huizhou) Limited 科時電子(惠州)有限公司		9,546	—
		13,420	13,148

### 35. 關連方資料披露

於本年度，本集團與關連方之交易及結餘如下：

#### (a) 關連方交易

於本年度與關連方進行之交易如下：

#### (b) 關連方往來結餘



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 35. RELATED PARTY DISCLOSURES (Continued)

#### (b) Balances with related parties (Continued)

The amounts due to related companies are unsecured, non-interest bearing and repayable on demand.

The fair values of the amounts as at 31 December 2005 approximate their carrying amounts.

Note:

- (i) Mr. Leung Wai Ho and Mr. Wong Chung Shun, the executive directors of the Company have beneficial interests.

#### (c) Compensation of key management personnel

The remuneration of directors and other members of key management during the year was as follows:

Short-term benefits	短期福利
Post employment benefits	離職後福利

The remuneration of directors and key executives is determined by the board of directors having regard to the performance of individuals and market trends.

### 35. 關連方資料披露 (續)

#### (b) 關連方往來結餘

應付關連公司款項均為無抵押、免息及須於要求時償還。

有關款項於二零零五年十二月三十一日之公平值與賬面值相若。

附註：

- (i) 本公司執行董事梁蔚豪及黃仲遜先生擁有實益權益。

#### (c) 主要管理人員之薪酬

董事及其他主要管理人員於年內之薪酬如下：

2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
3,430	3,885
48	56
3,478	3,941

董事及主要管理人員之薪酬由董事參考僱員個人表現及市場趨勢後釐定。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 36. BALANCE SHEET OF THE COMPANY

The balance sheet of the Company as at 31 December are as follows:

### 36. 本公司之資產負債表

本公司於十二月三十一日之資產負債表如下：

		Notes 附註	2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元 (As restated) (經重列)
<b>NON-CURRENT ASSET</b>	<b>非流動資產</b>			
Investments in subsidiaries	附屬公司投資	(i)	1	1
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Other receivables	其他應收款項		198	—
Amounts due from subsidiaries	應收附屬公司款項	(ii)	70,082	72,257
Bank balances and cash	銀行結餘及現金		39	1,916
			70,319	74,173
<b>CURRENT LIABILITY</b>	<b>流動負債</b>			
Other payables	其他應付款項		950	814
<b>NET CURRENT ASSETS</b>	<b>流動資產淨值</b>		69,369	73,359
			69,370	73,360
<b>CAPITAL AND RESERVES</b>	<b>資本及儲備</b>			
Share capital	股本		15,785	15,285
Reserves	儲備	(iii)	53,585	55,796
			69,370	71,081
<b>NON-CURRENT LIABILITY</b>	<b>非流動負債</b>			
Convertible notes	可換股票據		—	2,279
			69,370	73,360

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 36. BALANCE SHEET OF THE COMPANY (Continued)

Notes:

#### (i) Investments in subsidiaries

Unlisted shares, at cost 非上市股份，按成本值

#### (ii) Amounts due from subsidiaries

Amounts due from subsidiaries are unsecured, interest-free and has no fixed terms of repayment.

#### (iii) Reserves

### 36. 本公司之資產負債表 (續)

附註：

#### (i) 附屬公司投資

2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
1	1

#### (ii) 應收附屬公司款項

應收附屬公司款項為無抵押、免息及無固定還款期。

#### (iii) 儲備

		Share premium 股份溢價 HK\$'000 港幣千元	Contributed surplus 實繳盈餘 HK\$'000 港幣千元	Convertible notes equity reserve 可換股票據權益儲備 HK\$'000 港幣千元	Accumulated losses 累計虧損 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
At 1 January 2004	於二零零四年一月一日	—	49,948	—	(21,113)	28,835
Placing of new shares	配售新股	17,600	—	—	—	17,600
Recognition of equity component of convertible notes	確認可換股票據之權益部份	—	—	262	—	262
Rights issue	供股	17,048	—	—	—	17,048
Share issue expenses	股份發行費用	(1,524)	—	—	—	(1,524)
Loss for the year — as restated	年度虧損一經重列	—	—	—	(6,425)	(6,425)
At 31 December 2004	於二零零四年十二月三十一日	33,124	49,948	262	(27,538)	55,796
Issue of shares upon of conversion of convertible notes	因可換股票據換股而發行股份	2,069	—	(262)	—	1,807
Loss for the year	年度虧損	—	—	—	(4,018)	(4,018)
At 31 December 2005	於二零零五年十二月三十一日	35,193	49,948	—	(31,556)	53,585

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 37. PARTICULARS OF SUBSIDIARIES

### 37. 附屬公司詳情

Details of the Company's subsidiaries at 31 December 2005 are as follows:

本公司附屬公司於二零零五年十二月三十一日之詳情如下：

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment 註冊成立/ 成立地點	Place of operation 經營地點	Issued and paid-up share capital/ registered capital 已發行及繳足股本 ／註冊資本	Attributable proportion of nominal value of issued share capital/ registered capital held by the Company 本公司持有之已發行股本面值／註冊資本所佔比例		Principal activities 主要業務
				Directly 直接	Indirectly 間接	
Capital Prosper Limited (Formerly known as "Essence Fortune Limited")	Hong Kong	Hong Kong	HK\$2 ordinary share	100%	—	Inactive
Capital Prosper Limited (前稱業福有限公司)	香港	香港	港幣2元普通股	100%	—	暫無營業
GFT Group Ltd	British Virgin Islands 英屬處女群島	PRC 中國	US\$1 ordinary share 1美元普通股	—	100%	Provision of agency service 提供代理人服務
GFT Holding Limited	British Virgin Islands 英屬處女群島	Hong Kong 香港	US\$640,000 ordinary share 640,000美元普通股	—	100%	Investment holding 投資控股
GFT International (Macao Commercial Offshore) Limited 真樂發國際(澳門離岸商業服務)有限公司	Macau 澳門	Macau 澳門	MOP\$100,000 quota share 100,000澳門元配額股份	—	100%	Trading of electronic toys 買賣電子玩具

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 37. PARTICULARS OF SUBSIDIARIES (Continued)

### 37. 附屬公司詳情 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment 註冊成立/ 成立地點	Place of operation 經營地點	Issued and paid-up share capital/ registered capital 已發行及繳足股本 ／註冊資本	Attributable proportion of nominal value of issued share capital/ registered capital held by the Company 本公司持有之已發行 股本面值／註冊資本所佔比例		Principal activities 主要業務
				Directly 直接	Indirectly 間接	
Good Prosper Trading Ltd.	British Virgin Islands 英屬處女群島	Hong Kong 香港	US\$1 ordinary share 1美元普通股	100%	—	Securities trading and investment 證券買賣及投資
Great Force Technology Limited	Hong Kong	Hong Kong	HK\$2 ordinary share 港幣2元普通股	—	100%	Investment holding 投資控股
宏科(香港)有限公司	香港	香港	港幣2元普通股	—	100%	投資控股
New Challenge Limited	Hong Kong	Hong Kong	HK\$1,000,000 ordinary share	—	85%	Research and development of toy products and provision of marketing services
利志有限公司	香港	香港	港幣1,000,000元 普通股	—	85%	玩具產品之研究及 開發以及提供市場推廣服務
Prosper Overseas Limited	Hong Kong	Hong Kong	HK\$2 ordinary share 港幣2元普通股	100%	—	Investment holding 投資控股
興旺海外有限公司	香港	香港	港幣2元普通股	100%	—	投資控股
Prosper Services Limited	Hong Kong	Hong Kong	HK\$2 ordinary share 港幣2元普通股	100%	—	Provision of management services to group 向集團公司提供管理服務

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 37. PARTICULARS OF SUBSIDIARIES (Continued)

### 37. 附屬公司詳情 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment 註冊成立/ 成立地點	Place of operation 經營地點	Issued and paid-up share capital/ registered capital 已發行及繳足股本 ／註冊資本	Attributable proportion of nominal value of issued share capital/ registered capital held by the Company 本公司持有之已發行 股本面值／註冊資本所佔比例		Principal activities 主要業務
				Directly 直接	Indirectly 間接	
Sky Union (Far East) Limited 天源(遠東)有限公司	Hong Kong 香港	Hong Kong 香港	HK\$4 ordinary share 港幣4元普通股	—	100%	Investment companies holding 投資公司控股
Thunder Force Limited 迅雷科時有限公司	Hong Kong 香港	Hong Kong 香港	HK\$100 ordinary share 港幣100元 普通股	—	51%	Trading and manufacturing of electronic components 買賣及製造電子元件
Thunder Tech Electronic Co., Limited 迅雷科技有限公司	Hong Kong 香港	Hong Kong 香港	HK\$200,000 ordinary share 港幣200,000元 普通股	—	51%	Inactive 暫無營業
Yanyan Force Limited 欣科有限公司	Hong Kong 香港	Hong Kong 香港	HK\$100 ordinary share 港幣100元普通股	—	60%	Trading and manufacturing of toys, gifts and premiums 買賣及製造玩具、禮品及贈品
宏科電子(惠州)有限公司 (note)	PRC	PRC	HK\$28,544,000 Paid-up capital	—	100%	Manufacturing and sales of toys
宏科電子(惠州)有限公司 (附註)	中國	中國	港幣28,544,000元 實繳資本	—	100%	製造及銷售玩具

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度

### 37. PARTICULARS OF SUBSIDIARIES (Continued)

### 37. 附屬公司詳情 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment 註冊成立/ 成立地點	Place of operation 經營地點	Issued and paid-up share capital/ registered capital 已發行及繳足股本 ／註冊資本	Attributable proportion of nominal value of issued share capital/ registered capital held by the Company 本公司持有之已發行 股本面值／註冊資本所佔比例		Principal activities 主要業務
				Directly 直接	Indirectly 間接	
天源(惠州)電子有限公司 (note)	PRC	PRC	US\$4,200,000 Paid-up capital	—	100%	Investment in land
天源(惠州)電子有限公司 (附註)	中國	中國	4,200,000美元 實繳資本	—	100%	土地投資
博羅縣天河電子有限公司 (note)	PRC	PRC	RMB500,000 Paid-up capital	—	100%	Investment in land
博羅縣天河電子有限公司 (附註)	中國	中國	人民幣500,000元 實繳資本	—	100%	土地投資
博羅縣天興電子有限公司 (note)	PRC	PRC	RMB500,000 Paid-up capital	—	100%	Investment in land
博羅縣天興電子有限公司 (附註)	中國	中國	人民幣500,000元 實繳資本	—	100%	土地投資

Note: These companies are wholly foreign-owned enterprise established in the PRC.

附註：該等公司均為於中國成立之外商獨資企業。

None of the subsidiaries had issued any debt securities at the end of the year or at any time during the year.

於年終或年內任何時間，附屬公司概無發行任何債務證券。

# Financial Summary

## 財務概要

		Year ended 31 December 截至十二月三十一日止年度				
		2001 二零零一年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元	2003 二零零三年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元 (As restated) (經重列)	2005 二零零五年 HK\$'000 港幣千元
<b>RESULTS</b>	<b>業績</b>					
Revenue	營業額	112,944	119,718	86,981	165,291	179,128
(Loss) profit before taxation	除稅前(虧損)溢利	(45,850)	(8,187)	(22,586)	(1,666)	12,044
Income tax expense	所得稅開支	(9)	(4)	—	(1,786)	(873)
(Loss) profit for the year	本年度(虧損)溢利	(45,859)	(8,191)	(22,586)	(3,452)	11,171
Attributable to:	應佔：					
Equity holders of the Company	本公司股權持有人	(45,859)	(8,412)	(21,421)	(6,169)	10,056
Minority interests	少數股東權益	—	221	(1,165)	2,717	1,115
		(45,859)	(8,191)	(22,586)	(3,452)	11,171
		At 31 December 於十二月三十一日				
		2001 二零零一年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元	2003 二零零三年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元 (As restated) (經重列)	2005 二零零五年 HK\$'000 港幣千元
<b>ASSETS AND LIABILITIES</b>	<b>資產及負債</b>					
Total assets	總資產	180,573	82,996	47,993	142,168	140,282
Total liabilities	總負債	(114,245)	(23,679)	(10,740)	(64,599)	(53,090)
		66,328	59,317	37,253	77,569	87,192
Equity attributable to:	應佔：					
Equity holders of the Company	本公司股權持有人	66,328	58,152	36,523	71,884	85,646
Minority interests	少數股東權益	—	1,165	730	5,685	1,546
		66,328	59,317	37,253	77,569	87,192

Note: Prior periods have been adjusted to reflect the change in accounting policy as described in note 3 to the financial statements.

附註：本集團已作前期調整以反映財務報表附註3所述之會計政策變動。



# 真樂發



GFT HOLDINGS LIMITED  
真樂發控股有限公司