





# Chairman's Statement 主席報告

The year ended 31 March 2006 (the "Year") has been a challenging yet fruitful year for the Group. The local construction market remained weak and the Group consciously refrained from participating in potentially unprofitable construction projects and continued its strategic transformation during the Year. As expressed in my last report, the process of transformation involves strategies to accomplish both short and long term growth for the Group.

The Group had successfully collected payment from contractors for variation works of certain completed projects during the Year. Negotiations on settling variation works of several other projects are still ongoing and management is confident that rewarding settlement can be agreed upon in the current year. In the short term and the financial year 2006/07, compensations for variation works and machinery sales are expected to contribute considerably to the results of the Group.

Meanwhile, the Group has completed its first phase of diversification into ocean transportation business in March 2006 with the acquisition of a vessel-holding company. Details of the acquisition were conveyed in the Company's circular to shareholders dated 13 February 2006. Following the acquisition, upgrading works were commissioned to enhance the vessel's operational efficiency and it has been put back in operation in June 2006. The design and capacity of the vessel enable it to transport heavy and bulky objects, such as oil rigs, construction and container terminal equipment, other vessels and offshore working amenities. Management anticipates that the vessel can lead the Group into the lucrative heavy transport industry and also facilitate the Group to mobilize its resources to expedite its construction and machinery trading businesses in the years to come.

With the above accomplishments, the Group has blissfully ventured into a profit-making position in the current reporting year following last year's unpleasant results.

截至二零零六年三月三十一日止年度（「本年度」）對本集團而言為一個充滿挑戰性但成果豐盛之年度。本地建築市場仍然疲弱，而本集團刻意地避免參與潛在無利可圖之建築項目，並於本年度繼續進行其策略性轉型。如本人上一個報告指出，轉型過程涉及實現本集團短期及長期增長之策略。

本集團於本年度成功從承建商收取若干已完成項目之經改動工程款項。就若干其他項目經改動工程之和解仍在磋商中，而管理層有信心能於本年度內協定報酬及和解。於短期內及二零零六年／零七年財政年度，經改動工程之酬金及機械銷售預期可對本集團之業績作出可觀貢獻。

同時，本集團已於二零零六年三月透過收購一間持有貨船公司，從而完成其業務多元化第一階段，踏足海運業務。該收購之詳情已載於二零零六年二月十三日寄發予股東之本公司通函內。於收購後，本集團對該貨船施行改良工程，從而提高經營效率，並已於二零零六年六月重新投入營運。貨船之設計及容量使其能運載重型及大型之物件，如油井設備、建築及貨櫃碼頭設備、其他貨船及海上工程設施。管理層預期該貨船可於未來數年帶領本集團邁進利潤豐厚之重型運輸業，並有助本集團調配其資源加快其建築及機械貿易業務之發展。

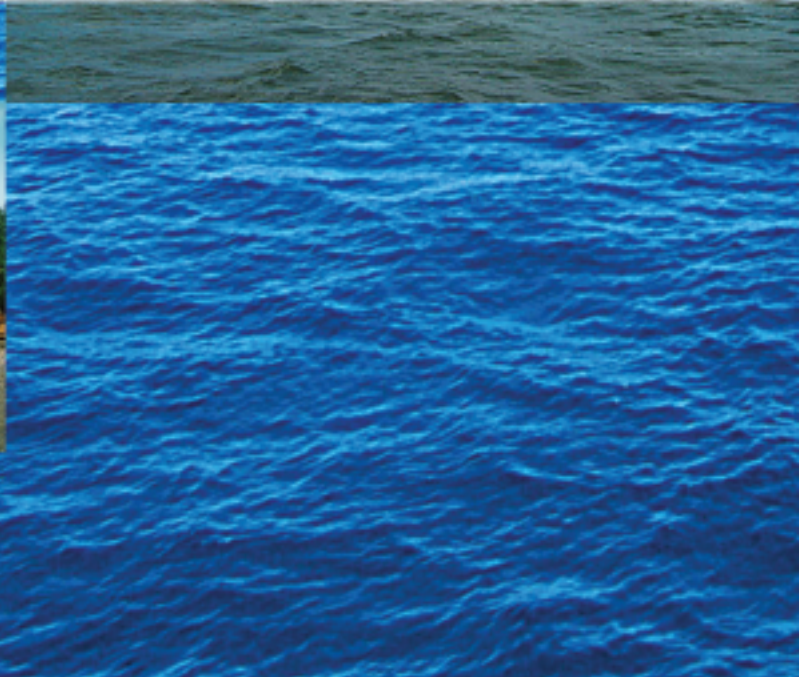
鑑於上述成就，本集團已從去年強差人意之業績欣然地邁向本報告年度轉虧為盈之狀況。

Management is actively exploring opportunities to enhance the Group's capacity in the shipping business and establish a presence in the field of marine engineering and in foundation construction market overseas to pave way for its long term development and success. Inherently, there is significant geographical imbalance in natural resources worldwide. As economies expand, so does the demand for resources, especially relatively immobile resources, and related supportive facilities, as demonstrated by the ever-growing demand for crude oil, mineral ore, oil pipelines and production facilities. Such mismatch of resources also extends to the construction market, where there exists intense demand for construction expertise and equipment in the Middle East as opposed to excess supply locally. With its established construction and newly acquire transportation capabilities, the Group is well-fitted and keen to undertake profitable construction projects overseas. At the same time, the Group will continue to equip and position itself, including through the acquisition of additional transport vessels and shipyard should the need and opportunity arise, to take on heavy transport and marine construction opportunities associated with offshore production and supply infrastructure projects.

The Group envisages tremendous tasks ahead in its transformation, as well as great prospects of rewards. I take this chance to acknowledge the valuable contributions made by fellow directors, staff members and business partners throughout the years. The Company's directors and management will dedicate their best effort to lead the Group to strive for the best interests for its shareholders and business associates.

管理層正積極發掘商機，以提升本集團於航運業務之生產力，並於海洋工程及海外地基建市場建立席位，為其長期發展及成就鋪路。全球天然資源一直以來在地區分佈方面極不平均。於經濟增長同時，資源需求尤其是相對固定資源及有關輔助設施，亦相應增長，這方面可從對原油、礦物、油管及生產設施不斷增長之需求反映出來。該等資源之錯配亦延伸至建築市場，該市場於中東出現對建築專業知識及設備之強烈需求，與本地過剩供應恰巧相反。本集團以其歷史悠久之建築業務及新收購入之運輸能力，已準備就緒，致力承接有利可圖之海外建築項目。與此同時，本集團將繼續裝備及為其本身定位，包括於有需要及機會來臨時透過收購額外運輸貨船及船塢，以抓緊與海上生產及供應基建項目相關之重型運輸及海洋建築商機。

本集團估計，於其轉型過程中將遇到重大考驗，並有機會取得重大回報。本人藉此機會感謝董事會同寅、員工及業務伙伴於多年來作出之寶貴貢獻。本公司之董事及管理層將盡最大努力領導本集團為其股東及業務聯繫人士尋求最大利益。





Management  
Discussion  
& Analysis  
管理層討論及分析



### Business and Financial Review

The Group recorded a turnover of HK\$104.8 million for the financial year ended 31 March 2006 (the "Year") as compared to that of HK\$62.5 million for the year ended 31 March 2005 (the "Previous Year"). The acquisition of a vessel-holding company, namely Master View Co., Ltd. ("Master View"), which has been accounted for by merger accounting, contributed a turnover of HK\$50.6 million to the Group in the Year, partially compensated the effect of the HK\$12.2 million drop in revenue from foundation projects. The rise in gross profit is attributable to results of the vessel-chartering operation of Master View and a marine foundation project. Detailed analyses of the effect of the acquisition of Master View and the vessel operation are set forth in note 2 and note 5 to the financial statements respectively.

The Group recognized HK\$16.7 million of other income in the Year, of which HK\$15.0 million is related to the receipt of a previously written-off receivable for variation contract works. A deferred income of HK\$0.9 million from the Previous Year relating to the marine foundation project was also recognized in the Year when the project has reached a certain stage of completion.

### 業務及財務回顧

截至二零零六年三月三十一日止財政年度（「本年度」），本集團之營業額約104,800,000港元，而截至二零零五年三月三十一日止財政年度（「上年度」）約62,500,000港元。收購之持有貨船公司Master View Co., Ltd.（「Master View」）以合併會計法入賬，於本年度為本集團貢獻約50,600,000港元營業額，部份抵銷了地基工程收入下跌約12,200,000港元之影響。毛利上升主要由於Master View之貨船租賃業務及一項海事地基項目之業績所致。收購Master View之影響及貨船業務之詳細分析分別載於財務報表附註2及5。

本集團本年度確認其他收入約16,700,000港元，其中15,000,000港元與收回先前撇銷經改動合約工程之應收賬款有關。上年度有關海事地基工程之遞延收入約900,000港元於該工程已竣工至一定階段後於本年度確認入賬。

The rise in the Group's finance costs is mainly due to inclusion of Master View's cost of financing for its vessel amounting to approximately HK\$6.1 million in the Year.

Overall, the Group has achieved a turnaround from Previous Year's loss position and reports a HK\$14.9 million operating profit and HK\$4.4 million profit after tax for the Year.

### Construction Contracts

Competition in the local construction market remained stiff and cautions were exercised by the Group in tendering for projects. The Group continued to work on the marine piling project which commenced in the Previous Year and contracted for the foundation works of an industrial building construction project, both of which are expected to complete in the financial year 2006/07 and provide a reasonable rate of return.

It is usual for variations, both in technical specifications and scope of work, to arise out of construction projects. The Group is always committed to discharging its contract duties and fulfilling customers' needs despite any variations which may develop in the process. Settlement for variation works are usually negotiated between the parties involved after completion of the construction project. The Group has successfully collected favourable settlement for variation works in the Year and the Previous Year. Management foresees that settlement for variation works of a couple other completed contracts can be crystallised in the current year.



本集團融資成本之上升主要由於計入Master View於本年度之貨船融資成本約6,100,000港元所致。

整體而言，本集團由上年度之虧損轉為盈利，於本年度錄得約14,900,000港元之經營溢利及約4,400,000港元之除稅後溢利。

### 建造合約

本地建造市場之競爭仍甚激烈，而本集團在投標工程時亦審慎行事。本集團繼續於上年度開始施工之海事打樁工程並承包一工業大廈建造項目之地基工程，該兩項工程預期於二零零六／零七年財政年度竣工，並提供合理之回報率。

建造工程通常存在變數，包括技術規格及施工範圍。儘管在過程中可能出現各種變數，本集團一貫致力履行其合約責任及滿足客戶所需。經改動工程通常由有關各方於建造工程完工後磋商解決。於本年度及上年度，本集團已成功收回多項經改動工程的賬款。管理層預期數項已竣工合約之經改動工程賬款可於本年度變現。



### Machinery Trading

The fast economic growth in mainland China and the Middle East created great demand for construction expertise and machinery in the past few years. The relatively long lead time and rising material cost for the production of heavy construction machinery further drove up the demand and prices of pre-owned machinery. The Group has been receiving enquiries expressing interest to acquire various types of its construction machinery and equipment during the Year and sees now as the right time to expand its machinery trading business. A few sale transactions of machinery have been concluded during the Year with further growth expected in the current year.

### Vessel Chartering

The Group has acquired ownership of a semi-submersible heavy-lift type transport vessel ("Vessel") through its acquisition of Master View in March 2006. The Vessel was acquired by Master View in 2005 and had embarked on three voyages for the shipment of oversized cargoes, including oil rigs and other vessels, prior to being taken over by the Group. Since then, the Vessel has been undergoing upgrading works to enhance operational efficiency and has been put back in operation in June 2006.

The heavy transport industry is very much dominated by no more than two operators, which together control over 80% of the heavy transport shipping capacity in the world. There are approximately twenty semi-submersible heavy-lift vessels in operation presently, with less than ten of similar and comparable size to the Vessel. Given such limited capacity, the Group envisages immense opportunities to follow its initial stride into the business and is actively exploring means to expand its presence and capacity in the industry.

### 機械貿易

中國內地及中東地區經濟之快速增長於過去幾年產生了對建造專才及機械之龐大需求。重型建築機械之生產時間相對較長及其原材料成本上漲進一步推動了二手機械的需求及價格。本年度，本集團不斷接獲表示有意購買其不同類型建築機械設備之查詢，並視目前為擴大其機械貿易業務之最佳時機。本年度內已完成若干機械銷售，預期現年將會進一步增長。

### 貨船租賃

於二零零六年三月，本集團透過收購Master View，取得了一艘半潛式運輸載重貨船（「貨船」）的擁有權。該貨船於二零零五年由Master View購入，並在本集團購入前曾展開三次載運超大型貨物（包括鑽油台及其他船隻）的航程。從此以後，貨船一直進行改良工程，以提高營運效益並於二零零六年六月再次投入營運。

重型運輸業的主要營運商不超過二家，合共控制全球逾80%的重型運輸載運量。目前約有二十艘半潛式載重貨船投入營運，不足十艘與該貨船規模相若。基於該等有限之載運量，本集團預期於初步涉足該業務後將有無限商機，並積極開拓途徑，以擴大於業內之地位及產能。

### Liquidity, Financial Resources, Capital Structure and Gearing

The acquisition of Master View, which was accounted for by merger accounting, has rendered considerable incremental impact on the Group's total assets and total liabilities as at 31 March 2006 and 31 March 2005. Such effects are being summarized in note 2 to the financial statements.

As at 31 March 2006, the Group had cash and bank balances of HK\$48.7 million (2005: HK\$50.6 million) and total borrowings of HK\$157.9 million (2005: HK\$220.8 million). Current portion of long term borrowings, short term borrowings and bank overdrafts as at 31 March 2006 amounted to HK\$117.0 million (2005: HK\$164.3 million). The Group's gearing ratio as at 31 March 2006, calculated by dividing net borrowings by total equity, was 0.82 (2005: 1.33). Interest on the Group's borrowings was mainly on floating rate basis. The reduction in gearing was mainly attributable to the enhanced cash flow from operating activities.

Although the level of debts falling due in the short term remains high, the Group has already administered procedures to alleviate pressure on its short term cash flow. Several transactions of equipment sales have been completed in the few months subsequent to the end of the Year and have brought over HK\$30 million of net cash flow to the Group. With its Vessel back in operation since last month, the Group envisages a stable stream of revenue from shipping operation can be established to strengthen its liquidity.

### 流動資金、財務資源、資本結構及負債比率情況

收購Master View(以合併會計法入賬)對於本集團二零零六年三月三十一日及二零零五年三月三十一日資產總值及負債總額產生相當影響。該等影響概述於財務報表附註2。

於二零零六年三月三十一日，本集團之現金及銀行結餘約為48,700,000港元(二零零五年：約50,600,000港元)，總借貸則約為157,900,000港元(二零零五年：約220,800,000港元)。於二零零六年三月三十一日之長期借貸之即期部份、短期借貸及銀行透支合共約117,000,000港元(二零零五年：約164,300,000港元)。本集團之負債比率按本集團借貸淨額除以總股本計算，於二零零六年三月三十一日為0.82倍(二零零五年：1.33倍)。本集團之借貸主要以浮動利率計算利息。負債減少主要由於經營活動之現金流量增加所致。

儘管短期到期的債務水平仍然高企，本集團已制定程序以緩解對短期現金流量之壓力。若干器材銷售已於年結日後數月內完成，並為本集團帶來逾30,000,000港元之現金流量淨額。隨著該貨船於上月投入營運，本集團預期船運業務可帶來穩定之收入，以鞏固流動資金狀況。

Operations of the Group are mainly conducted in Hong Kong Dollars (“HK\$”) and United States Dollars (“US\$”) and its revenue, expenses, assets, liabilities and borrowings are principally denominated in HK\$ and US\$, which do not pose significant foreign currency risk at present.

### Charges on the Group's Assets

The net book values of machinery and equipment held under finance leases and pledged for long-term bank loans amounted to HK\$41.6 million and HK\$35.6 million respectively. A vessel with net book value of HK\$66.2 million is pledged to secure for other loan. Certain banking facilities are secured by bank deposits of HK\$46.8 million.

### Employees and Remuneration Policies

The Group has about 49 (excluding directors) staff members as at 31 March 2006 and provides competitive remuneration packages to employees which commensurate with individual job nature and performance.

The Group adopted a share option scheme as incentive to eligible persons for their contribution to the Group. Details of the scheme are set out under separate heading in this report.

### Contingent Liabilities

Contingent liabilities of the Group are disclosed in note 29 to the financial statements.

本集團業務主要以港元及美元計值，而其收入、開支、資產、負債及借貸主要以港元及美元為單位，目前並無重大外匯風險。

### 集團資產抵押

根據融資租賃持有之機械設備賬面淨值約為41,600,000港元，而就長期銀行貸款而予以抵押的機械器材賬面淨值則約為35,600,000港元。賬面淨值約為66,200,000港元之貨船已予抵押以取得其他貸款。若干銀行融資乃以約46,800,000港元之銀行存款作抵押。

### 僱員及薪酬政策

於二零零六年三月三十一日，本集團共聘用約四十九名員工（不包括董事），並按員工之個別工作性質及表現向其提供具競爭力之薪酬。

本集團採納一項購股權計劃，獎勵對本集團作出貢獻的合資格人士。該計劃之詳情已獨立載於本報告。

### 或然負債

本集團之或然負債於財務報表附註29披露。

The Company recognizes the importance of good corporate governance to the Company's healthy development and has devoted considerable efforts to formulating and maintaining corporate governance practices appropriate to the Company's needs.

The Company has adopted the Code Provisions ("CG Code(s)") set out in Appendix 14 of the Listing Rules as its own code and has complied with the CG Codes throughout the Year save as disclosed below.

### Code Provision A.2.1

This CG Code stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. It also stipulates that the division of responsibilities between the chairman and the chief executive officer should be clearly established and set out in writing.

The chairman of the Company, Mr. Lau Chun Ming, also served as chief executive until 19 December 2005. The Board has appointed Mr. Lau Chun Kwok, an executive director of the Company, as chief executive officer on 19 December 2005. There is no written terms on division of responsibilities between the chairman and the chief executive officer as the Board considers that the responsibilities of the two positions are fundamentally distinct and therefore written terms of division are not necessary.

### Code Provision A.4.2

This CG Code stipulates that every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

本公司深明良好企業管治對本公司健全發展之重要性，並已致力制定及維持切合本公司需要之企業管治常規。

本公司於本年度一直採納載於上市規則附錄14內之守則條文（「企業管治守則」）為其本身守則，並已遵守企業管治守則，惟以下各項除外：

### 守則條文第A.2.1條

此企業管治守則規定主席及行政總裁之角色須有區分，並不應由一人同時兼任兩職。此守則條文亦規定須清楚地制定主席及行政總裁之職權範圍，並以書面列出。

本公司之主席劉振明先生一直兼任行政總裁，直至二零零五年十二月十九日為止。董事會已於二零零五年十二月十九日委任本公司執行董事劉振國先生為行政總裁。由於董事會認為該兩個職位之職權範圍基本上明顯不同，毋須以書面列出，因此概無書面制定主席及行政總裁之職責範圍。

### 守則條文第A.4.2條

此企業管治守則規定每名董事（包括該等具指定任期之董事）須每三年至少輪席退任一次。

The Company's bye-laws, in its original forms, provide that a number nearest to but no more than one third of the total number of directors are to retire every year and that the chairman of the Company is not subject to retirement by rotation. Consequently, two of the directors have been serving on the Board for four consecutive years. Shareholders of the Company had at its annual general meeting held in August 2005 resolved to amend the bye-laws of the Company for compliance with the CG Code. At the forthcoming annual general meeting, all Directors, including the chairman of the company, whom have served consecutively for three or more years shall be subject to retirement in accordance with the amended bye-laws.

## Code Provision B.1.1 and B.1.3

The Company has established a remuneration committee in July 2005 with written terms of reference in compliance with the relevant CG Codes.

## Code Provision C.3.3

The Company has revised the terms of reference of its Audit Committee in July 2005 to affirm and extend its duties to include at least those as set out in the relevant CG Codes.

## Board of Directors

### Responsibilities

The Board is responsible for the control and leadership of the Company and its duties include the approval and monitoring of all policy matters, business strategies, internal control systems, material transactions, appointment of directors and other significant operational, financial and legal compliance matters. The Board delegates the authority to manage the daily affairs of the Group to the chief executive officer and senior management.

本公司細則原文規定，最接近但不多於董事總人數三分之一之董事須每年退任，惟本公司主席不受輪席告退之規限。結果，兩名董事已連續四年出任董事會成員。本公司股東於二零零五年八月舉行之股東週年大會議決修訂本公司細則，以遵守企業管治守則。於應屆股東週年大會上，凡連續出任三年或以上董事職務之所有董事(包括本公司主席)均須依據經修訂細則告退。

## 守則條文第B.1.1條及第B.1.3條

本公司已於二零零五年七月成立薪酬委員會，並以書面訂立職權範圍，藉以遵守有關企業管治守則。

## 守則條文第C.3.3條

本公司已於二零零五年七月修訂其審核委員會之職權範圍，以確認及擴大其職權到至少包括載於有關企業管治守則內之該等職責。

## 董事會

### 職責

董事會負責本公司之監控及領導工作，而其職務包括批准及監察所有政策事宜、業務策略、內部監控制度、重大交易、委任董事及其他主要經營、財務及法律承諾事宜。董事會轉授管理本集團日常事務之權力予行政總裁及高級管理層。

The proceedings of the Board follow all the relevant CG Codes. The Board meets regularly and board meetings are held at least four times a year. All Directors have full and timely access to relevant information as well as the advice and services of the company secretary with a view to ensuring that board procedures, and all applicable rules and regulations, are followed. Each Director is able to seek independent professional advice in appropriate circumstances, by making request to the company secretary, to assist in discharging his duties.

### Composition

The composition of the Board is as follow:

#### *Executive Directors:*

Mr. Lau Chun Ming – *Chairman*  
Mr. Lau Chun Kwok – *Chief Executive Officer*  
Mr. Lau Chun Ka  
Ms. Leung Lai So  
Mr. Hsu Kam Yee, Simon  
Mr. Chan Sun Kwong – *Company Secretary*

#### *Non-executive Director:*

Mr. Chiu Kam Kun, Eric

#### *Independent Non-Executive Directors:*

Dr. Lee Peng Fei, Allen – *Chairman of Remuneration Committee and member of Audit Committee*  
Professor Wong Sue Cheun, Roderick – *Member of Audit Committee and Remuneration Committee*  
Mr. Chan Wai Dune – *Chairman of Audit Committee and member of Remuneration Committee*

董事會之會議程序全部遵照有關企業管治守則之規定。董事會定期舉行會議，並於一年內舉行至少四次董事會會議。全體董事均獲完整及適時獲得有關資料，以及本公司秘書之意見及服務，以確保遵守董事會程序及所有適用之規則及規條。每名董事可透過向本公司秘書作出要求，於適當情況下尋求獨立專業意見，以協助履行其職務。

### 組成

董事會之組成如下：

#### *執行董事：*

劉振明先生 – 主席  
劉振國先生 – 行政總裁  
劉振家先生  
梁麗蘇女士  
許錦儀先生  
陳晨光先生 – 公司秘書

#### *非執行董事：*

趙錦均先生

#### *獨立非執行董事：*

李鵬飛博士 – 薪酬委員會主席及審核委員會成員  
王世全教授 – 審核委員會及薪酬委員會成員  
陳維端先生 – 審核委員會主席及薪酬委員會成員

The composition of the Board reflects a diverse yet balanced set of skills and experience which is essential for effective leadership of the Company. All the Board members have extensive experience and knowledge in corporate management as well as strong commercial acumen. Biographic details which include relationships among members of the Board are disclosed in the “Directors and Senior Management” section of the Report of the Directors.

The Company has received from each independent non-executive director an annual written confirmation of independence pursuant to the Listing Rules. The Company considers all independent non-executive directors to be independent in accordance with the independence guidelines set out in the Listing Rules.

### Appointment, Re-election and Removal of Directors

The procedures for the appointment, re-election and removal of directors are laid down in the Company's bye-laws. Each of the non-executive directors of the Company is appointed for a specific terms and all Directors are subject to retirement by rotation at least once every three years. The Company currently does not have a nomination committee and the Board as a whole is responsible for reviewing its composition, monitoring the appointment and independence, where applicable, of Directors, and identifying suitable and qualified individuals to become board members when necessary.

### Remuneration of Directors

The Company established a remuneration committee with written terms of reference in compliance with the relevant CG Codes in July 2005. Non-executive Directors are paid fees generally in line with market practice and taking into consideration the responsibilities and time spent by the non-executive Directors on the Company's affairs. The remuneration of executive Directors is determined by the chairman of the Board in consultation with the Remuneration Committee after taking into consideration market trends and responsibilities and performance of the individual with a view to provide attractive reward to and retain high performing individuals.

董事會之組成反映多元但均衡之技術及經驗，對於本公司之有效領導為不可或缺。全體董事會成員於企業管治擁有豐富經驗及知識以及強烈商業敏銳度。履歷詳情(包括董事會成員間之關係)於董事會報告「董事及高級管理層」一節披露。

本公司已接獲每名獨立非執行董事有關其根據上市規則之獨立性之年度確認書。根據載於上市規則之獨立性指引，本公司認同全體獨立非執行董事為獨立。

### 董事之委任、重選及罷免

董事之委任、重選及罷免程序已載於本公司之公司細則。本公司每名非執行董事獲指定委任期及全體董事須至少三年輪席退任一次。本公司現時並無提名委員會，而董事會全體則負責審閱其組成、監察董事之委任及獨立性(如適用)，及識別適當及合資格人士於有需要時成為董事會成員。

### 董事薪酬

本公司已於二零零五年七月成立薪酬委員會，並以書面訂立職權範圍，藉以遵守有關企業管治守則。經考慮非執行董事就本公司事務之職權範圍及所付出之時間，非執行董事獲得大致上符合市場慣例之袍金。執行董事之薪酬乃根據由董事會主席與薪酬委員會商議後經考慮市場趨勢及個別董事之職權範圍及表現而釐定，以提供可觀報酬及保留卓越表現之個別董事。

Further details regarding the Remuneration Committee are disclosed in the “Remuneration Committee” section of this report.

有關薪酬委員會之詳情於本報告「薪酬委員會」一節披露。

## Board Meetings

## 董事會會議

Regular board meetings are held at least four times a year and additional meetings are convened as and when required. During the Year, four regular board meetings were held by the Company and the attendance record of the Directors is as below.

董事會會議一年至少定期舉行四次，並於有需要時召開其他會議。於本年度，本公司已舉行四次定期董事會會議，而董事之出席記錄載列如下：

### Meetings Attended/Meetings Held

已出席之會議／已舉行之會議

Directors		Board	Audit Committee	Remuneration Committee
董事		董事會	審核委員會	薪酬委員會
Lau Chun Ming	劉振明	4/4	N/A 不適用	N/A 不適用
Lau Chun Kwok	劉振國	4/4	N/A 不適用	N/A 不適用
Lau Chun Ka	劉振家	3/4	N/A 不適用	N/A 不適用
Leung Lai So	梁麗蘇	4/4	N/A 不適用	N/A 不適用
Hsu Kam Yee, Simon	許錦儀	4/4	N/A 不適用	N/A 不適用
Chan Sun Kwong	陳晨光	4/4	N/A 不適用	N/A 不適用
Chiu Kam Kun, Eric	趙錦均	3/4	N/A 不適用	N/A 不適用
Lee Peng Fei, Allen	李鵬飛	4/4	2/2	1/1
Wong Sue Cheun, Roderick	王世全	4/4	2/2	1/1
Chan Wai Dune	陳維端	3/4	2/2	1/1



Notices of regular board meetings are served to all Directors at least fourteen days before the meetings and reasonable notice is generally given for other meetings. Meeting agenda and board papers together with other relevant materials are sent to all Directors at least three days (or such other period as agreed) before each meeting. The Company Secretary is responsible to take minutes of all board and board committee meetings. Draft and final meeting minutes are sent to all Directors for their comment and records respectively within reasonable time after the meeting is held.

Guidelines are in place which stipulate that any material matters which involves a conflict of interests for a substantial shareholder or Director will be dealt with at a duly convened board meeting. The Company's bye-laws also contain provisions stipulating the procedures according to which any material matters involving conflict of interests are to be approved at board meeting.

### Board Committees

#### Audit Committee

The Audit Committee of the Company was established in 2003. It currently comprises three independent non-executive Directors and is chaired by Mr. Chan Wai Dune, who possesses the appropriate professional qualifications or accounting or related financial management expertise.

The Audit Committee has specific written terms of reference which lay down clearly its authority and duties. The terms of reference of the Audit Committee has been revised in July 2005 to align them with the requirements of the relevant CG Codes.

定期董事會會議通告於會議舉行前至少十四天寄發予全體董事，而其他會議則一般於合理時間內發出通告。會議議程及董事會會議文件連同其他有關資料於每次會議舉行前至少三天(或已同意之其他期限)寄發予全體董事。本公司秘書負責為所有董事會及董事委員會會議完成會議紀錄。草稿及最後會議紀錄將寄發予全體董事，以在會議舉行後於合理時間內分別取得其意見及記錄。

本公司已作出指引，規定任何涉及主要股東或董事之權益衝突之重大事宜將於正式召開之董事會會議上處理。本公司之公司細則亦載有條文，就任何涉及權益衝突之重大事宜規定該等程序須於董事會會上批准。

#### 董事委員會

##### 審核委員會

本公司已於二零零三年成立審核委員會。審核委員現時包括三名獨立非執行董事，並由陳維端先生擔任主席，彼擁有適當專業資格或會計或相關財務管理專門知識。

審核委員會具特定書面職權範圍，清楚列明其職權及職責。審核委員會之職權範圍已於二零零五年七月修訂，藉以遵守有關企業管治守則之規定。

The Audit Committee has met two times during the Year and the work performed included the following:

- reviewed and revised its terms of reference to conform to the relevant CG Codes;
- reviewed the Company's annual report and results announcement for the year ended 31 March 2005;
- reviewed the Company's interim report and results announcement for the period ended 30 September 2005;
- met with the Company's auditors and management to discuss issues arising from the audit and interim review of the Company;
- considered and advised the Board on matters in relation to new accounting policies and standard, internal control measures and risk management procedures; and
- reviewed the engagement, independence, remuneration and effectiveness of the auditors on both audit and non-audit services.

The Company's audited financial statements for the Year have been reviewed by the Audit Committee.

### Remuneration Committee

The Company established a remuneration committee with written terms of reference in compliance with the relevant CG Codes in July 2005. It currently comprises three independent non-executive Directors and is chaired by Dr. Lee Peng Fei, Allen.

The primary objectives of the Remuneration Committee include making recommendations on and approving the remuneration policy and packages of executive Directors and ensuring that no Director will be involved in deciding his own remuneration.

審核委員會已於本年度召開兩次會議，所執行之工作包括下列項目：

- 審閱及修訂其職權範圍藉以遵守有關企業管治守則；
- 審閱本公司截至二零零五年三月三十一日止年度之年報及業績公佈；
- 審閱本公司截至二零零五年九月三十日止期間之中期報告及業績公佈；
- 與本公司之核數師及管理層會面以商討由本公司之審核及中期審閱所產生之事項；
- 考慮及建議董事會有關新會計政策及準則、內部監控措施及風險管理程序之事宜；及
- 就審核及非審核兩類服務審閱核數師之工作委任、獨立性、薪酬及有效性。

本公司於本年度之經審核財務報表已由審核委員會審閱。

### 薪酬委員會

本公司已於二零零五年七月成立薪酬委員會，並以書面訂立職權範圍，藉以遵守有關企業管治守則。薪酬委員現時包括三名獨立非執行董事，並由李鵬飛博士擔任主席。

薪酬委員會之主要目標包括就執行董事之薪酬政策及組合作出建議及批准，以確保概無董事參與決定其自身之薪酬。

The Remuneration Committee has held one meeting during the Year to:

- appoint its chairman;
- review the terms of reference of the committee;
- review the fairness of remuneration packages of the Directors; and
- consider and advise the Chairman on the proposed revision to the remuneration packages of certain executive Directors.

薪酬委員會已於本年度召開一次會議以：

- 委任其主席；
- 審閱委員會之職權範圍；
- 審閱董事之薪酬組合之公平性；及
- 考慮及建議主席就若干執行董事之薪酬組合擬作出修訂。

## Model Code for Securities Transactions

The Company has adopted the Model Code for Securities Transactions by Directors set out in Appendix 10 of the Listing Rules as its own code regarding securities transactions by Directors of the Company and its subsidiaries and employees of the Group who are likely to be in possession of unpublished price-sensitive information of the Company. All the Directors have confirmed their compliance with the codes throughout the Year.

## 進行證券交易之標準守則

本公司採納上市規則附錄十載列之《董事進行證券交易之標準守則》作為本身之守則，以供可能擁有對股價敏感之本公司未公開資料之本公司及其附屬公司之董事及本集團僱員進行證券交易之用。全體董事已確認彼等於本年度一直遵守該等守則。

## Directors' Responsibility for the Financial Statements

The Directors acknowledge their responsibilities for the preparation of the Company's financial statements in accordance with statutory requirements and applicable accounting standards. Furthermore, the Board is responsible for presenting a balanced, clear and understandable assessment of the Company's annual and interim reports, other price-sensitive announcements and other financial disclosures required under the Listing Rules and other statutory requirements.

## 董事編製財務報表之責任

董事確認按照法例規定及適用之會計準則編製本公司之財務報表乃彼等之責任。此外，根據上市規則及其他法例規定，董事會須負責對於本公司之年報及中期報告、其他對股價敏感之公佈及其他財務披露作出衡平、清晰及易於理解之評估。

The statement of the external auditors of the Company about their reporting responsibilities on the financial statements of the Company is set out in the “Report of the Auditors” forming part of this annual report.

The Directors confirm that, to the best of their knowledge, information and belief, having made all reasonable enquiries, there are no any material uncertainties relating to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern.

### Internal Controls

The Board recognizes its responsibility for maintaining a sound and effective system of internal controls to safeguard the interests of the Company’s shareholders and the Company’s assets.

The Company’s internal control system includes a defined management structure with limits of authority and is designed to help the achievement of business objectives, safeguard assets against unauthorized use, maintain proper accounting records for both internal use and publication and ensure compliance with relevant regulations. The system is designed to provide reasonable, but not absolute, assurance against material misstatement or loss and to manage, rather than eliminate, risks of failure in operational systems.

The Directors have reviewed the effectiveness of the Company’s internal control system and found no irregularity or material weakness within the system.

本公司之外聘核數師就彼等對本公司財務報表之申報責任所作出之聲明載於組成本年報一部分之「核數師報告」內。

經作出一切合理查詢後，就董事所知、所悉及所信，董事確認概無任何重大不明朗之事件或狀況，可引起對本公司是否有能力持續經營業務實體之重大疑問。

### 內部監控

董事會確認其責任，須維持穩定及有效之內部監控制度，以保障本公司股東及本公司資產之權益。

本公司之內部監控制度包括已有界定授權限額的一個清晰明確的管理架構，旨在協助實現業務目標、保障資產免於未經授權之挪用、維持妥善之會計記錄以供內部使用或作公佈之用，以及確保遵守有關法規。該制度旨在提供合理（但非百分百保證）保證營運制度不會出現重大錯誤或損失，以及管理（而非消除）失責之風險。

董事已審閱本公司之內部監控制度之有效性，並於制度內概無發現不完整或重大缺失。

## Auditors' Remuneration

The remuneration paid or payable to the Company's auditors in respect of services provided is as follow.

Fees for audit services amounted to HK\$700,000

Fees for non-audit services amounted to HK\$480,000 which comprises:

- HK\$100,000 for review of interim financial statements; and
- HK\$380,000 for review of various financial statements in relation to a major and connected transaction.

## Communication with Shareholders

The Board recognizes the importance of regular and open communications with the Company's shareholders and encourages their active participation at general meetings. The Chairman of the Board and Board Committees, the Chief Executive Officer and senior management of the Company all endeavour to make themselves available to answer questions at the general meetings. The Company's interim and annual reports also serve as an important mean of communications from the Company and the Board to shareholders.

The rights of shareholders and the procedures for demanding a poll on resolutions at general meetings are contained in the Company's bye-laws. Details of such rights and procedures are included in all circulars to shareholders and will be explained during general meetings.

## 核數師薪酬

就所提供服務已付或應付本公司核數師之薪酬如下。

審核服務之費用為700,000港元

非審核服務之費用為480,000港元，包括：

- 100,000港元作審閱中期財務報表；及
- 380,000港元作審閱有關主要及關連交易之各財務報表。

## 與股東之溝通

董事會認同與本公司股東進行定期及公開溝通之重要性，及鼓勵彼等積極參與股東大會。董事會及董事委員會主席、本公司之行政總裁及高級管理層全體竭盡所能於股東大會上解答問題。本公司之中期報告及年報亦作為本公司及董事會與股東間一個重要之溝通工具。

股東之權利及於股東大會上要求就決議案進行投票表決之程序載於本公司之公司細則內。該等權利及程序已載於致股東之所有通函及將於股東大會上作闡釋。

The directors submit their report together with the audited financial statements for the year ended 31 March 2006.

## Principal activities

The principal activity of the Company is investment holding. The Group is principally engaged in foundation works, leasing and trading of machinery and equipment for foundation works and vessel chartering. The principal activities of the subsidiaries are set forth in note 32 to the financial statements.

An analysis of the Group's performance by business segment is set out in note 5 to the financial statements. All assets and operations related to the construction business of the Group are located in Hong Kong. The vessel chartering business is carried out worldwide and cannot be allocated into any geographical segments. Accordingly, geographical segment information is not presented.

## Results and appropriations

The results of the Group for the year are set forth in the consolidated income statement on page 43.

The directors do not recommend the payment of a dividend for the year ended 31 March 2006.

## Plant and equipment

Details of the movements in plant and equipment of the Group and the Company are set forth in note 14 to the financial statements.

## Share capital

Details of the share capital of the Company are set forth in note 19 to the financial statements.

董事會提呈截至二零零六年三月三十一日止年度之報告及經審核財務報表。

## 主要業務

本公司之主要業務為投資控股。本集團主要從事地基工程，及用於地基工程之機械及器材之租賃及貿易以及貨船租賃。各附屬公司之主要業務載於財務報表附註32。

本集團按業務劃分之表現分析，載於財務報表附註5。有關本集團建築業務之所有資產及經營均位於香港。貨船租賃業務在全球進行，未能分配至任何適當地區分類。因此，並無提呈地區分類資料。

## 業績及分配

本集團本年度之業績載於第43頁之綜合收益表內。

董事不建議派付截至二零零六年三月三十一日止年度之任何股息。

## 設備及器材

本集團及本公司設備及器材變動之詳情，載於財務報表附註14。

## 股本

本公司股本之詳情，載於財務報表附註19。

## Reserves

Movements in the reserves of the Group and the Company during the year are set out in note 20 to the financial statements.

## Donations

Charitable and other donations made by the Group during the year amounted to HK\$15,724.

## Five year financial summary

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 106.

## Share options scheme

The Company's share option scheme (the "Scheme") was adopted pursuant to a resolution of the sole shareholder passed on 25 March 2003. The maximum number of shares in respect of which options may be granted shall not exceed 30,000,000 shares representing 10 per cent. in nominal amount of the issued share capital of the Company on 9 April 2003 (the "Listing Date"). The maximum entitlement of each participant shall not exceed 1 per cent. of the shares in issue in any 12-month period up to the date of the latest grant of options.

As at 31 March 2006, all share options granted under the Scheme were still outstanding. No options were exercised, cancelled or lapsed during the year.

## 儲備

本集團及本公司於年內儲備變動之詳情，載於財務報表附註20。

## 捐款

本集團於年內作出之慈善及其他捐獻達15,724港元。

## 五年財務摘要

本集團過去五個財政年度之業績及資產負債摘要載於第106頁。

## 購股權計劃

本公司之購股權計劃(「該計劃」)乃根據唯一股東於二零零三年三月二十五日通過之決議案而採納。可授予之購股權涉及之股份數目，最多不得超過30,000,000股，即本公司於二零零三年四月九日(「上市日期」)已發行股本面值之10%，而每名參與者應得之股份數目，最多不得超過截至最後授出購股權日期止任何12個月期間之已發行股份1%。

截至二零零六年三月三十一日，根據該計劃所授出之所有購股權尚未行使。本年內概無購股權獲行使、註銷或逾期。

## Report of the Directors 董事會報告

The following are the particulars of outstanding options:

下表為尚未行使之購股權詳情:

Name of the participant 參與者姓名	Date of grant 授出日期	No. of options outstanding as at 31 March 2006 於二零零六年 三月三十一日		Vesting period 待行使期	Exercise period 行使期	Exercise price 行使價
			尚未行使之 購股權數目			
Mr. Lau Chun Ming 劉振明先生	28 May 2003 二零零三年 五月二十八日	500,000		1 year commencing from 28 May 2003 由二零零三年 五月二十八日 起計一年	from 28 May 2004 to 27 May 2007, both days inclusive 二零零四年五月二十八日起 至二零零七年五月二十七日止 (包括首尾兩天)	HK\$0.69 0.69港元
Mr. Lau Chun Kwok 劉振國先生	28 May 2003 二零零三年 五月二十八日	500,000		1 year commencing from 28 May 2003 由二零零三年 五月二十八日 起計一年	from 28 May 2004 to 27 May 2007, both days inclusive 二零零四年五月二十八日起 至二零零七年五月二十七日止 (包括首尾兩天)	HK\$0.69 0.69港元
Mr. Lau Chun Ka 劉振家先生	28 May 2003 二零零三年 五月二十八日	500,000		1 year commencing from 28 May 2003 由二零零三年 五月二十八日 起計一年	from 28 May 2004 to 27 May 2007, both days inclusive 二零零四年五月二十八日起 至二零零七年五月二十七日止 (包括首尾兩天)	HK\$0.69 0.69港元
Ms. Leung Lai So 梁麗蘇女士	28 May 2003 二零零三年 五月二十八日	500,000		1 year commencing from 28 May 2003 由二零零三年 五月二十八日 起計一年	from 28 May 2004 to 27 May 2007, both days inclusive 二零零四年五月二十八日起 至二零零七年五月二十七日止 (包括首尾兩天)	HK\$0.69 0.69港元



## Report of the Directors 董事會報告

Name of the participant 參與者姓名	Date of grant 授出日期	No. of options outstanding as at 31 March 2006 於二零零六年 三月三十一日 尚未行使之 購股權數目		Vesting period 待行使期	Exercise period 行使期	Exercise price 行使價
Mr. Hsu Kam Yee, Simon 許錦儀先生	28 May 2003 二零零三年 五月二十八日	500,000		1 year commencing from 28 May 2003 由二零零三年 五月二十八日 起計一年	from 28 May 2004 to 27 May 2007, both days inclusive 二零零四年五月二十八日起 至二零零七年五月二十七日止 (包括首尾兩天)	HK\$0.69 0.69港元
Mr. Chan Sun Kwong 陳晨光先生	28 May 2003 二零零三年 五月二十八日	500,000		1 year commencing from 28 May 2003 由二零零三年 五月二十八日 起計一年	from 28 May 2004 to 27 May 2007, both days inclusive 二零零四年五月二十八日起 至二零零七年五月二十七日止 (包括首尾兩天)	HK\$0.69 0.69港元
Mr. Chiu Kam Kun, Eric 趙錦均先生	28 May 2003 二零零三年 五月二十八日	500,000		1 year commencing from 28 May 2003 由二零零三年 五月二十八日 起計一年	from 28 May 2004 to 27 May 2007, both days inclusive 二零零四年五月二十八日起 至二零零七年五月二十七日止 (包括首尾兩天)	HK\$0.69 0.69港元
Dr. Lee Peng Fei, Allen 李鵬飛博士	28 May 2003 二零零三年 五月二十八日	500,000		1 year commencing from 28 May 2003 由二零零三年 五月二十八日 起計一年	from 28 May 2004 to 27 May 2007, both days inclusive 二零零四年五月二十八日起 至二零零七年五月二十七日止 (包括首尾兩天)	HK\$0.69 0.69港元

## Report of the Directors 董事會報告

Name of the participant 參與者姓名	Date of grant 授出日期	No. of options outstanding as at 31 March 2006 於二零零六年 三月三十一日 尚未行使之 購股權數目		Vesting period 待行使期	Exercise period 行使期	Exercise price 行使價
Professor Wong Sue Cheun, Roderick 王世全教授	28 May 2003 二零零三年 五月二十八日	500,000		1 year commencing from 28 May 2003 由二零零三年 五月二十八日 起計一年	from 28 May 2004 to 27 May 2007, both days inclusive 二零零四年五月二十八日起 至二零零七年五月二十七日止 (包括首尾兩天)	HK\$0.69 0.69港元
			<u>4,500,000</u>			

Except for the foregoing, during the year and up to the date of this report, none of the directors (including their spouse and children under 18 years of age) had any interest in, or had been granted, or exercised, any rights to subscribe for shares (or warrants or debentures, if applicable) of the Company or any other body corporate.

除上述者外，於年內至本報告日期間，董事（包括彼等之配偶及十八歲以下之子女）概無擁有或獲授或行使任何權利，以認購本公司或任何其他法人團體之股份（或認股權證或債券（倘適用））。

## Directors

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

Mr. Lau Chun Ming  
Mr. Lau Chun Kwok  
Mr. Lau Chun Ka  
Ms. Leung Lai So  
Mr. Hsu Kam Yee, Simon  
Mr. Chan Sun Kwong  
Mr. Chiu Kam Kun, Eric <sup>1</sup>  
Dr. Lee Peng Fei, Allen <sup>2</sup>  
Professor Wong Sue Cheun, Roderick <sup>2</sup>  
Mr. Chan Wai Dune <sup>2</sup>

<sup>1</sup> *Non-executive director*

<sup>2</sup> *Independent non-executive directors*

In accordance with bye-laws 87 of the Company's bye-laws, Mr. Lau Chun Ming, Ms. Leung Lai So, Mr. Chan Sun Kwong, Dr. Lee Peng Fei, Allen will retire by rotation at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

The Company has received from each of the independent non-executive directors an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that all of the independent non-executive directors are independent.

## Service contracts of directors

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

## 董事

於年內至本報告日期止之董事如下：

劉振明先生  
劉振國先生  
劉振家先生  
梁麗蘇女士  
許錦儀先生  
陳晨光先生  
趙錦均先生<sup>1</sup>  
李鵬飛博士<sup>2</sup>  
王世全教授<sup>2</sup>  
陳維端先生<sup>2</sup>

<sup>1</sup> 非執行董事

<sup>2</sup> 獨立非執行董事

根據本公司細則第87條，劉振明先生、梁麗蘇女士、陳晨光先生及李鵬飛博士將於本屆股東週年大會輪席告退，彼等合資格並願意膺選連任。

本公司已接獲每位獨立非執行董事有關其根據上市規則第3.13條之獨立性之年度確認書。本公司認為所有獨立非執行董事均符合有關獨立性的要求。

## 董事之服務合約

概無董事與本公司訂有不可由本公司於一年內終止而毋需支付補償款項（法定補償除外）之服務合約。

## Directors' interest in contracts

Other than the transactions as disclosed in note 31 to the financial statements, no contracts of significance in relation to the Company's business to which the Company or any of its subsidiaries was a party and in which a director was materially interested, whether directly or indirectly, subsisted at 31 March 2006 or at any time during the year then ended.

## Disclosure of interest of directors

As at the date of this report, the interest and short positions of directors in the shares, underlying shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance), as notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the Securities and Futures Ordinance, or as recorded in the register required to be kept under section 352 of the Securities and Futures Ordinance, or as notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies, are as follows:

### (a) Directors' interest in the Company:

Name of director 董事姓名	Number of shares 股份數目	Approximate percentage of shareholding 股權概約百分比	Capacity 身分
Mr. Lau Chun Ming 劉振明先生	Long position 500,000 shares (Note 1 & 5) 長倉 500,000 股 (附註 1 及 5)	0.16%	Beneficial owner 實益擁有人
Mr. Lau Chun Kwok 劉振國先生	Long position 23,000,000 shares (Notes 1 & 2) 長倉 23,000,000 股 (附註 1 及 2)	7.66%	Beneficial owner and interest of a controlled company 實益擁有人及 受控公司權益

## 董事之合約權益

除載於財務報表附註31所披露之交易外，於二零零六年三月三十一日或截至該日止之本年度內，本公司或其任何附屬公司概無釐訂任何與本公司之業務有關而董事直接或間接擁有重大權益之重要合約。

## 董事權益披露

截至本報告日期，董事於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份及債券中，擁有根據證券及期貨條例第XV部第7及8部分而須知會本公司及聯交所之權益或短倉，或根據證券及期貨條例第352條或根據上市公司董事進行證券買賣的標準守則而須知會本公司及聯交所之權益如下：

### (a) 董事於本公司之權益：

## Report of the Directors 董事會報告

Name of director 董事姓名	Number of shares 股份數目	Approximate percentage of shareholding 股權概約百分比	Capacity 身分
Mr. Lau Chun Ka 劉振家先生	Long position 23,000,000 shares (Notes 1 & 3) 長倉 23,000,000股 (附註1及3)	7.66%	Beneficial owner and interest of a controlled company 實益擁有人及 受控公司權益
Ms. Leung Lai So 梁麗蘇女士	Long position 180,500,000 shares (Notes 1 & 4) 長倉 180,500,000股 (附註1及4)	60.16%	Beneficial owner and beneficiary of a discretionary trust 實益擁有人及 全權信托受益人
Mr. Hsu Kam Yee, Simon 許錦儀先生	Long position 500,000 shares (Note 1) 長倉 500,000股 (附註1)	0.16%	Beneficial owner 實益擁有人
Mr. Chan Sun Kwong 陳晨光先生	Long position 500,000 shares (Note 1) 長倉 500,000股 (附註1)	0.16%	Beneficial owner 實益擁有人
Mr. Chiu Kam Kun, Eric 趙錦均先生	Long position 500,000 shares (Note 1) 長倉 500,000股 (附註1)	0.16%	Beneficial owner 實益擁有人
Dr. Lee Peng Fei, Allen 李鵬飛博士	Long position 500,000 shares (Note 1) 長倉 500,000股 (附註1)	0.16%	Beneficial owner 實益擁有人
Professor Wong Sue Cheun, Roderick 王世全教授	Long position 500,000 shares (Note 1) 長倉 500,000股 (附註1)	0.16%	Beneficial owner 實益擁有人

(b) Directors' interest in the associated corporations:

(b) 董事於相聯法團之權益：

Name of director	Name of company	Number of shares	Approximate percentage of shareholding	Capacity
董事姓名	公司名稱	股份數目	股權概約百分比	身分
Ms. Leung Lai So 梁麗蘇女士	Actease Assets Limited	Long position 61 shares 長倉61股	100%	Beneficiary of a discretionary trust 全權信託受益人
Ms. Leung Lai So 梁麗蘇女士	Silver Bright Holdings Limited	Long position 10,000 shares 長倉10,000股	100%	Beneficiary of a discretionary trust 全權信託受益人

Notes:

附註：

- |   |   |    |  |
|---|---|----|--|
| 1 | On 28 May 2003, the Company granted to each of the director an option to subscribe for 500,000 shares in the share capital of the Company.  | 1  | 於二零零三年五月二十八日，本公司授予各董事可認購本公司股本中500,000股股份之購股權。  |
| 2 | 22,500,000 shares were held by CKL Development Limited, a corporation which is controlled by Mr. Lau Chun Kwok.   | 2  | 22,500,000股由劉振國先生控制之CKL Development Limited持有。   |
| 3 | 22,500,000 shares were held by Nice Fair Group Limited, a corporation which is controlled by Mr. Lau Chun Ka.   | 3  | 22,500,000股由劉振家先生控制之Nice Fair Group Limited持有。   |
| 4 | 180,000,000 shares were held by Actease Assets Limited, a company wholly-owned by Silver Bright Holdings Limited which is indirectly owned by a discretionary trust of which Ms. Leung Lai So is a beneficiary. | 4  | 180,000,000股由Silver Bright Holdings Limited全資擁有之Actease Assets Limited持有。Silver Bright Holdings Limited由以梁麗蘇女士為受益人之全權信託間接擁有。 |
| 5 | Mr. Lau Chun Ming's interest does not include the 60.16% interest of his spouse, Ms. Leung Lai So, in the Company.  | 5. | 劉振明先生之權益並不包括其配偶梁麗蘇女士於本公司的60.16%權益。   |

## Disclosure of interests of substantial shareholders

So far as the directors are aware, the interest and short positions of the persons, other than a director or chief executive of the Company, in the shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of the Securities and Futures Ordinance as at the date of this report are as follows:

## 主要股東權益披露

據董事所知，截至本報告日期，下列人士（本公司董事或主要行政人員除外）於本公司股份及相關股份擁有經記入按證券及期貨條例第336條置存之登記冊之權益及短倉如下：

Name of substantial shareholder 主要股東姓名／名稱	Number of shares 股份數目	Approximate percentage of shareholding 股權概約百分比	Capacity 身分
Actiease Assets Limited	Long position 180,000,000 shares 長倉 180,000,000股	60%	Beneficial owner 實益擁有人
Silver Bright Holdings Limited	Long position 180,000,000 shares 長倉 180,000,000股	60%	Interest of a controlled company 受控公司權益
ManageCorp Limited	Long position 180,000,000 shares 長倉 180,000,000股	60%	Trustee 受託人
Dao Heng Trustee (Jersey) Limited as trustee of The LCM 2002 Trust	Long position 180,000,000 shares 長倉 180,000,000股	60%	Trustee 受託人
CKL Development Limited	Long position 22,500,000 shares 長倉 22,500,000股	7.5%	Beneficial owner 實益擁有人
Nice Fair Group Limited	Long position 22,500,000 shares 長倉 22,500,000股	7.5%	Beneficial owner 實益擁有人
Ms. Tang Lin Ngor 鄧連娥女士	Long position 22,500,000 shares 長倉 22,500,000股	7.5%	Interest of her spouse 配偶權益
Ms. Ip Fung Sheung 葉鳳嫦女士	Long position 22,500,000 shares 長倉 22,500,000股	7.5%	Interest of her spouse 配偶權益

## Biographical details of directors

### (a) Chairman and Managing Director

**Mr. LAU Chun Ming**, aged 63, is the Chairman and founder of the Group. Mr. Lau is responsible for the Group's overall strategic planning, business development and formulation of overall corporate policies. Mr. Lau has been involved in trading and maintenance of machinery and equipment since 1970. Besides, he has been involved in foundation works since 1990. He is the brother of Mr. Lau Chun Kwok and Mr. Lau Chun Ka and the spouse of Ms. Leung Lai So.

### (b) Executive Directors

**Mr. LAU Chun Kwok**, aged 54, is an Executive Director. He is also the chief executive officer of the Group. He joined the Group since 1970. He has profound experience in foundation related works for over 10 years. He has been responsible for overall deployment of foundation construction machinery and equipment, labour, resources and purchasing activities of the Group since 1990. During the past decade, he has involved intensively in the management of piling works of various nature. He is a brother of Mr. Lau Chun Ming and Mr. Lau Chun Ka.

**Mr. LAU Chun Ka**, aged 52, is an Executive Director. He joined the Group in the early 1970s. He has profound experience in mechanical engineering and construction/foundation equipment for over 20 years. Since he joined the Group, he has been responsible for the maintenance of machinery and equipment of the Group. During the last 16 years, he has concentrated on the overall management of maintenance and repair of construction machinery and equipment. He is a brother of Mr. Lau Chun Ming and Mr. Lau Chun Kwok.

## 董事詳盡履歷

### (a) 主席兼董事總經理

**劉振明先生**，63歲，本集團主席兼創辦人，負責本集團整體策略規劃、業務拓展及制訂整體公司政策。劉先生自一九七零年以來已從事機械及設備之買賣及維修。此外，亦自一九九零年以來參與地基工程。其本人為劉振國先生及劉振家先生之胞兄及梁麗蘇女士之配偶。

### (b) 執行董事

**劉振國先生**，54歲，執行董事及本集團行政總裁。自一九七零年加盟本集團。具逾10年地基工程豐富經驗。自一九九零年以來，一直負責本集團地基建造機械設備、員工及資源之整體調動及採購事宜。過去十年，積極參與各類打樁工程管理工作。其本人為劉振明先生之胞弟及劉振家先生之胞兄。

**劉振家先生**，52歲，執行董事。七十年代初加盟本集團，負責本集團機械及設備保養維修之整體管理。積逾20年機械工程及建築／地基設備豐富經驗。自加盟本集團以來，一直負責本集團機械及設備保養。過去十六年，專注於建築機械及設備保養及維修整體管理事宜。其本人為劉振明先生及劉振國先生之胞弟。



**Ms. LEUNG Lai So**, aged 59, is an Executive Director. She joined the Group since 1970. She has extensive experience in management for over 20 years. She was responsible for administration and accounting of the Group from 1970 to 1990, and has been responsible for administration and human resources since 1990. She holds a diploma in management from the Chinese University of Hong Kong. She is the spouse of Mr. Lau Chun Ming.

**Mr. HSU Kam Yee, Simon**, aged 51, joined the Group in 2001 and is an Executive Director. He is responsible for the business development, tendering and overall management of construction projects of the Group. He has worked for publicly listed construction and engineering companies in Hong Kong for 24 years, involving in civil engineering and building projects, specialising in foundation works of various nature. He holds a bachelor degree of science in mathematics and a bachelor degree of science in civil engineering from the University of Saskatchewan in Canada and a master degree in business administration from the University of East Asia in the Macau Special Administrative Region of the PRC. He is a Registered Professional Engineer in Hong Kong and a member of the Institution of Civil Engineers in the UK and Hong Kong Institution of Engineers. He is appointed by the Buildings Department as a member of the Contractors Registration Committee Panel.

**Mr. CHAN Sun Kwong**, aged 39, joined the Group in 2002 and is an Executive Director. He is also the finance director and company secretary of the Group. He is responsible for advising on financial, accounting, treasury and banking matters of the Group. He has over 20 years of experience in public accounting, auditing, finance and banking industry in Hong Kong and overseas. He is a fellow member of both the Association of Chartered Certified Accountants in the UK and the Hong Kong Institute of Certified Public Accountants.

**梁麗蘇女士**，59歲，執行董事。自一九七零年加盟本集團。積逾20年豐富管理經驗，由一九七零年至一九九零年間負責本集團之行政及會計。自一九九零年以來一直負責行政與人力資源事務，並持有香港中文大學管理文憑。其本人為劉振明先生配偶。

**許錦儀先生**，51歲，執行董事，於二零零一年加盟本集團，負責本集團業務拓展、工程項目投標及整體管理。之前曾任職香港多間上市建築及工程公司達24年，負責土木工程及建築項目，專長於各類地基工程。持有加拿大University of Saskatchewan數學理學士及土木工程理學學士學位及中國澳門特別行政區東亞大學工商管理碩士學位。現為香港註冊專業工程師、英國土木工程師學會及香港工程師學會會員。彼獲屋宇署委任為承建商註冊事務委員會委員團委員。

**陳晨光先生**，39歲，執行董事，於二零零二年加盟本集團，亦為本集團財務董事及公司秘書，負責就本集團財務、會計、司庫及銀行事務提供意見。之前於香港及海外公共會計、審核、財務及銀行等行業，積逾20年經驗。現為英國特許公認會計師公會及香港會計師公會資深會員。

### (c) Non-executive Director

**Mr. CHIU Kam Kun, Eric**, aged 47, is a Non-executive Director. He joined the Group in 2000 and has been working for major construction and engineering companies in Hong Kong for over 25 years, involving in civil engineering and building projects. He holds a higher diploma in civil engineering from the Hong Kong Polytechnic University and a master degree of science in construction project management from the University of Hong Kong. He is a member of the Institution of Civil Engineers in the UK, Hong Kong Institution of Engineers, the Institution of Engineers, Australia and the Chartered Institute of Arbitrators in the UK, an associate of the Hong Kong Institute of Arbitrators, and a member of the Contractor Registration Committee under the Buildings Ordinance.

### (d) Independent Non-executive Director

**Dr. LEE Peng Fei, Allen**, CBE, BS, FHKIE, JP, aged 66, joined the Company in 2003 and is an Independent Non-executive Director, the chairman of the Remuneration Committee and a member of the Audit Committee. Dr. Lee holds an honorary doctoral degree in engineering from the Hong Kong Polytechnic University and an honorary doctoral degree in laws from the Chinese University of Hong Kong. Dr. Lee is a deputy of Hong Kong SAR, the 9th and 10th National People's Congress, PRC and has taken an active role in public service. He was formerly a member of the Hong Kong Legislative Council from 1978 to 1997 and a senior member of the Hong Kong Legislative Council from 1988 to 1991. Dr. Lee was also a member of the Hong Kong Executive Council from 1985 to 1992.

### (c) 非執行董事

**趙錦均先生**，47歲，為非執行董事。於二零零零年加盟本集團，已任職於香港多間主要建築及工程公司超逾25年，負責土木工程及建造項目。持有香港理工大學土木工程高級文憑及香港大學建築項目管理理學碩士學位。現為英國土木工程師學會、香港工程師學會、澳洲工程師學會及英國特許仲裁員公會會員、香港仲裁員公會會員，以及建築物條例之承建商註冊委員會委員。

### (d) 獨立非執行董事

**李鵬飛博士**，CBE, BS, FHKIE, JP，66歲，於二零零三年加盟本公司，擔任獨立非執行董事、薪酬委員會主席及審核委員會成員，持有香港理工大學工程榮譽博士學位及香港中文大學榮譽法學博士學位。李博士為第九屆及第十屆全國人大香港區代表，並積極參與社會服務。一九七八年至一九九七年期間，曾擔任香港立法局議員，及一九八八年至一九九一年期間，出任香港立法局首席議員。一九八五年至一九九二年期間，李博士亦擔任過香港行政局議員。

**Professor WONG Sue Cheun, Roderick**, aged 61, joined the Company in 2003 and is an Independent Non-executive Director and a member of both the Audit Committee and the Remuneration Committee. Professor Wong holds a bachelor degree of arts from San Diego State College, the US and a doctoral degree of philosophy from the University of Alberta, Canada. He is a Fellow of the Royal Society of Canada and Chevalier dans l'Ordre National de la Légion d'Honneur of France. Currently, he is the Vice-President (Research)/Dean of Graduate Studies at the City University of Hong Kong.

**Mr. CHAN Wai Dune**, aged 53, joined the Company in 2004 and is an Independent Non-executive Director, the chairman of the Audit Committee and a member of the Remuneration Committee. He has over 25 years of experience in the finance sector, particularly in auditing and taxation areas. He is currently a member of CPPCC of Guangzhou Municipal Committee and a member of the Executive Council of China Overseas Friendship Association. He was a member of the Selection Committee for the establishment of the First Government of the Hong Kong Special Administrative Region. He is a certified public accountant and is a fellow member of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants and the Taxation Institute of Hong Kong. Mr. Chan is currently the Managing Director of CCIF CPA Limited.

### Management contracts

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

### Major customers and suppliers

During the year, approximately 87.18 per cent. and 42.53 per cent. of the Group's turnover was attributable to the five largest customers and the largest customer respectively.

**王世全教授**，61歲，於二零零三年加盟本公司，擔任獨立非執行董事及審核委員會與薪酬委員會成員，持有美國 San Diego State College 文學士學位以及加拿大 University of Alberta 哲學博士學位。現為 Royal Society of Canada 院士、Chevalier dans l'Ordre National de la Légion d'Honneur of France。彼現職香港城市大學副校長(研究)及研究生院院長。

**陳維端先生**，53歲，於二零零四年加盟本公司，擔任獨立非執行董事、審核委員會主席及薪酬委員會成員。彼於財經界，尤其核數及稅務方面累積超過25年經驗。陳先生現任廣州市政協委員及中華海外聯誼會理事。陳先生曾任香港特別行政區政府第一屆推選委員會委員。彼為一位執業會計師及香港會計師公會、英國特許公認會計師公會及香港稅務學會之資深會員。陳先生現時為陳葉馮會計師事務所有限公司之董事總經理。

### 管理合約

於本年度內概無訂立或存有關於本公司全部或任何重大部份業務之管理及行政方面之合約。

### 主要客戶及供應商

於年內，本集團五大客戶及最大客戶分別佔本集團營業額約87.18%及42.53%。

During the year, approximately 83.97 per cent. and 28.02 per cent. of the Group's purchases were attributable to the five largest suppliers and the largest supplier respectively.

None of the directors, their associates or any shareholder (which to the knowledge of the directors owns more than 5 per cent. of the Company's issued share capital) had an interest in the major suppliers or customers noted above.

### Connected transactions

The following connected transactions were entered into by the Group during the year, certain details of which are disclosed in accordance with Chapter 14A of the Listing Rules.

#### (a) Hiring of vessels

On 25 January 2005, Sam Woo Bore Pile Foundation Limited as charterer and Sam Woo Ship Building Limited as owner entered into two vessel charter agreements ("Charter Agreements") for hiring of certain barges for construction project for a term of 12 calendar months commencing from January 2005 at a monthly total rental of HK\$350,000. The annual and aggregate rentals payable under the Tenancy Agreement are HK\$4,200,000.

Sam Woo Bore Pile Foundation Limited is a wholly owned subsidiary of the Company whereas Sam Woo Ship Building Limited is jointly owned and controlled by Mr. Lau Chun Ming, Mr. Lau Chun Kwok, Mr. Lau Chun Ka and Ms. Leung Lai So, each of whom being a director and substantial shareholder of the Company.

於年內，本集團採購額約83.97%源自本集團五大供應商，採購額28.02%源自最大供應商。

概無董事、彼等之聯繫人士或任何股東(就董事所知擁有本公司已發行股本5%或以上之人士)，於上述主要供應商或客戶中擁有權益。

### 關連交易

本集團於年內進行以下關連交易，其若干詳情乃按上市規則第14A章作出披露：

#### (a) 租賃駁船

三和地基有限公司作為承租方及三和修船廠有限公司作為擁有方於二零零五年一月二十五日訂立兩份租船協議(「租船協議」)，以租賃若干駁船進行建築工程，協議由二零零五年一月開始生效，為期十二個曆月，每月總租賃費350,000港元。根據租船協議，每年之應付租賃費總額為4,200,000港元。

三和地基有限公司為本公司之全資附屬公司，而三和修船廠有限公司則由本公司各董事及主要股東劉振明先生、劉振國先生、劉振家先生及梁麗蘇女士共同擁有和控制。

### (b) Leasing of storage property

On 1 August 2005, Sam Woo Bore Pile Foundation Limited as tenant and Cheer Crown Limited as landlord entered into a tenancy agreement (“Tenancy Agreement”) for leasing of certain property for open storage purpose for a term of 24 calendar months commencing from 1 August 2005 to 31 July 2007 (both days inclusive) at a monthly rental of HK\$90,000. The annual rental and aggregate rentals payable under the Tenancy Agreement are HK\$1,080,000 and HK\$2,160,000 respectively. The management fees, rates and government rent in respect of the property, if any, shall be paid by the landlord.

Sam Woo Bore Pile Foundation Limited is a wholly owned subsidiary of the Company whereas Cheer Crown Limited is wholly owned and controlled by Mr. Lau Chun Ming, a director of the Company.

### (c) Leasing of premises

On 1 August 2005, Sam Woo Holdings Limited as tenant and Long Ascent Development Limited, Healthy World Investment Limited, Cheer Wealth International Development Limited, Cheer Profit International Enterprise Limited and East Ascent Enterprise Limited as landlords entered into various tenancy agreements (“Tenancy Agreements”) for leasing of certain premises for directors’ quarters for a term of 24 calendar months commencing from 1 April 2005 to 31 March 2007 (both days inclusive) at a monthly rental of HK\$43,000, HK\$43,000, HK\$66,000, HK\$3,000 and HK\$3,000 respectively. The annual rental payable under the Tenancy Agreements are HK\$516,000, HK\$516,000, HK\$792,000, HK\$36,000 and HK\$36,000 respectively and the aggregate rentals payable under the Tenancy Agreements are HK\$1,032,000, HK\$1,032,000, HK\$1,584,000, HK\$72,000 and HK\$72,000 respectively. The management fees, rates and government rent in respect of the property, if any, shall be paid by the landlord.

### (b) 存倉物業租賃

三和地基有限公司作為租客與嘉勳有限公司作為業主，於二零零五年八月一日訂立租賃協議（「租賃協議」），租賃一項物業作露天儲存用途，為期二十四個曆月，由二零零五年八月一日起至二零零七年七月三十一日止（包括首尾兩天），月租90,000港元。根據租賃協議應付之年租及租金總額分別為1,080,000港元及2,160,000港元，該物業之管理費、差餉及地租（如有）由業主支付。

三和地基有限公司為本公司之全資附屬公司，而嘉勳有限公司則由本公司一名董事劉振明先生全資擁有和控制。

### (c) 物業租賃

三和集團有限公司作為租客與長升發展有限公司、健匯投資有限公司、富怡國際發展有限公司、置利國際企業有限公司及東升企業有限公司作為業主，於二零零五年八月一日訂立多項租賃協議（「租賃協議」），租賃若干物業作為董事宿舍，為期二十四個曆月，由二零零五年四月一日起至二零零七年三月三十一日止（包括首尾兩天），月租分別為43,000港元、43,000港元、66,000港元、3,000港元及3,000港元。根據租賃協議應付之年租分別為516,000港元、516,000港元、792,000港元、36,000港元及36,000港元，而根據租賃協議應付之租金總額分別為1,032,000港元、1,032,000港元、1,584,000港元、72,000港元及72,000港元。該物業之管理費、差餉及地租（如有）由業主支付。

Long Ascent Development Limited, Healthy World Investment Limited, Cheer Wealth International Development Limited, Cheer Profit International Enterprise Limited and East Ascent Enterprise Limited are companies beneficially owned by certain directors of the Company, including Mr. Lau Chun Ming, Mr. Lau Chun Kwok, Mr. Lau Chun Ka and Ms. Leung Lai So.

長升發展有限公司、健匯投資有限公司、富怡國際發展有限公司、置利國際企業有限公司及東升企業有限公司為本公司若干董事(包括劉振明先生、劉振國先生、劉振家先生及梁麗蘇女士)實益擁有之公司。

### (d) Consultancy services

Consultancy fees were paid to companies in which Mr. Chan Sun Kwong and Mr. Chiu Kam Kun, Eric, directors of the Company, have beneficial interests for their services provided to the Group, which were charged at monthly fees agreed amongst the parties involved.

### (d) 顧問服務

就由本公司董事陳晨光先生及趙錦均先生擁有實益權益之公司向本集團提供之服務支付顧問費，並按有關方共同協定之月費收取。

The directors of the Company, including the independent non-executive directors, considered that all of the above transactions were in the ordinary and usual course of business of the Group, on normal commercial terms and fair and reasonable so far as the Company and its shareholders are concerned.

本公司董事包括獨立非執行董事，認為以上所有交易於本集團日常和一般之業務過程中產生，且按照一般商業條款進行，對本公司及其股東而言，均為公平合理。

PricewaterhouseCoopers and Lau & Au Yeung C.P.A. Limited, the auditors of the Company, had reviewed the transactions and reported that:

本公司之核數師羅兵咸永道會計師事務所及劉歐陽會計師事務所有限公司已審閱該等交易，並匯報：

- (a) the Directors have approved the transactions upon entering into the Charter Agreements and Tenancy Agreements governing such transactions;
- (b) the transactions have been entered into in accordance with the terms of each of the Charter Agreements and Tenancy Agreements; and
- (c) the transactions contemplated under the Charter Agreements and Tenancy Agreements have not exceeded the annual cap as disclosed in the announcements of the Company dated 31 January 2005 and 3 August 2005.

- (a) 董事會已於訂立規管該等交易之租船協議及租賃協議時批准該等交易；
- (b) 該等交易已根據租船協議及租賃協議各自所載之條款訂立；及
- (c) 租船協議及租賃協議項下之交易並無超出本公司日期為二零零五年一月三十一日及二零零五年八月三日之公佈所披露之上限金額。

## Pre-emptive rights

There is no provision for pre-emptive rights under the law of Bermuda or the Company's bye-laws in respect of the Company's share capital.

## Purchase, sale or redemption of the Company's listed shares

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed shares during the year.

## Sufficiency of public float

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

## Auditors

The financial statements have been audited by PricewaterhouseCoopers and Lau & Au Yeung C.P.A. Limited who retire and, being eligible, offer themselves for re-appointment.

On behalf of the Board

**LAU Chun Ming**

*Chairman*

Hong Kong, 19 July 2006

## 優先購買權

百慕達法例或本公司細則並無有關本公司股本之優先購買權條文。

## 購買、出售或贖回本公司上市股份

本公司或其任何附屬公司於年內，概無購買、出售或贖回本公司任何上市股份。

## 充足之公眾持股量

根據本公司獲得之公開資料及就董事所知，於本報告日期，本公司已按照上市規則規定維持充足之公眾持股量。

## 核數師

財務報表已獲羅兵咸永道會計師事務所及劉歐陽會計師事務所有限公司審核，彼等將輪席告退並願重新委聘。

代表董事會

**劉振明**

*主席*

香港，二零零六年七月十九日

## REPORT OF THE AUDITORS TO THE SHAREHOLDERS OF SAM WOO HOLDINGS LIMITED

*(incorporated in Bermuda with limited liability)*

We have audited the financial statements on pages 43 to 105 which have been prepared in accordance with Hong Kong Financial Reporting Standards.

### Respective responsibilities of directors and auditors

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

It is our responsibility to form an independent opinion, based on our audit, on those financial statements and to report our opinion solely to you, as a body, in accordance with Section 90 of the Companies Act 1981 of Bermuda, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

### 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 financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the circumstances of the Company and the Group, consistently applied and adequately disclosed.

致三和集團有限公司全體股東  
(於百慕達註冊成立之有限公司)

吾等核數師已完成審核第43頁至第105頁之財務報表，該等財務報表乃按照香港財務報告準則編製。

### 董事及核數師各自之責任

貴公司董事須負責編製真實及公平之財務報表。在編製該等真實及公平之財務報表時，董事必須採用適當之會計政策，並且貫徹應用該等會計政策。

吾等核數師之責任是根據審核工作之結果，對該等財務報表作出獨立意見，並按照百慕達一九八一年《公司法》第90條僅向整體股東報告，除此以外本報告別無其他目的。吾等核數師不會就本報告的內容向任何其他人士負上或承擔任何責任。

### 意見之基礎

吾等核數師已按照香港會計師公會所頒佈之核數準則進行審核工作。審核範圍包括以抽查方式查核與財務報表內所載數額及披露事項有關之憑證，亦包括評審董事於編製財務報表時所作之重大估計和判斷、所採用之會計政策是否適合 貴公司與 貴集團之具體情況，及有否貫徹應用並足夠披露該等會計政策。



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

### Opinion

In our opinion the financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31st March 2006 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.

#### **PricewaterhouseCoopers**

*Certified Public Accountants*

羅兵咸永道會計師事務所

執業會計師

Hong Kong, 19th July 2006

香港，二零零六年七月十九日

吾等核數師在策劃和進行審核工作時，均以取得所有吾等核數師認為必需之資料及解釋為目標，以便獲得充分憑證，就該等財務報表是否存有重大錯誤陳述，作出合理之確定。在作出意見時，吾等核數師亦已評估該等財務報表所載之資料在整體上是否足夠。吾等核數師相信我們之審核工作已為下列意見提供合理之基礎。

### 意見

吾等核數師認為，上述之財務報表足以真實兼公平地顯示 貴公司與 貴集團於二零零六年三月三十一日結算時之財務狀況，及 貴集團截至該日止年度之溢利及現金流量，並按照香港公司條例之披露規定妥為編製。

#### **Lau & Au Yeung C.P.A. Limited**

*Certified Public Accountants*

劉歐陽會計師事務所有限公司

執業會計師

Hong Kong, 19th July 2006

香港，二零零六年七月十九日

Franklin Lau Shiu Wai, Director

Practising Certificate number: P1886

劉兆璋

董事

執業證書編號：P1886

## Consolidated Income Statement 綜合收益表

For the Year ended 31st March 2006 截至二零零六年三月三十一日止年度

		Note 附註	2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Turnover	營業額	5	104,803	62,498
Cost of sales	銷售成本		(83,793)	(62,711)
Gross profit/(loss)	毛利／(損)		21,010	(213)
Other income	其他收入	6	16,722	1,110
Administrative expenses	行政費用		(23,754)	(22,939)
Transfer from/(to) deferred income	撥出／(入)遞延 收入		936	(936)
Operating profit/(loss)	經營溢利／(虧損)	7	14,914	(22,978)
Finance costs	融資成本	8	(12,517)	(6,668)
Profit/(loss) before income tax	除所得稅前溢利 ／(虧損)		2,397	(29,646)
Income tax credit	所得稅抵免	9	1,979	4,797
Profit/(loss) for the year	本年度溢利 ／(虧損)		4,376	(24,849)
Attributable to:	應佔：			
Equity holders of the Company	本公司股權持有人		4,376	(24,849)
Earnings/(loss) per share attributable to the equity holders of the Company during the year	年內本公司股權持有人應佔每股 盈利／(虧損)			
Basic and diluted	基本及攤薄	11	HK1.46cents 1.46港仙	HK(8.28cents) (8.28)港仙

The notes on pages 49 to 105 are an integral part of these financial statements.

第49頁至第105頁之附註構成此等財務報表之一部分。

# Consolidated Balance Sheet 綜合資產負債表

As at 31st March 2006 於二零零六年三月三十一日

		Note 附註	2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
<b>ASSETS</b>	<b>資產</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Plant and equipment	設備及器材	14	255,603	295,493
Deferred tax assets	遞延稅項資產	23	1,401	911
			<b>257,004</b>	296,404
<b>Current assets</b>	<b>流動資產</b>			
Trade receivables	應收賬款	16	20,875	20,545
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項		5,849	2,575
Inventories	存貨		9,822	10,848
Amounts due from customers for contract work	應收工程合約客戶款項	17	15,105	16,115
Tax recoverable	可收回稅項		–	710
Cash and bank balances	現金及銀行結存			
Unrestricted	無限制	18	1,928	3,966
Restricted	有限制	18	46,782	46,600
			<b>100,361</b>	101,359
<b>Total assets</b>	<b>資產總值</b>		<b>357,365</b>	397,763
<b>EQUITY</b>	<b>權益</b>			
<b>Capital and reserves attributable to the Company's equity holders</b>	<b>本公司股權持有人應佔資本及儲備</b>			
Share capital	股本	19	30,000	30,000
Reserves	儲備	20	102,745	98,369
<b>Total equity</b>	<b>權益總額</b>		<b>132,745</b>	128,369
<b>LIABILITIES</b>	<b>負債</b>			
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Loan from a director	董事貸款	21	40,152	36,765
Long-term liabilities	長期負債	22	727	19,750
Deferred tax liabilities	遞延稅項負債	23	29,436	32,827
			<b>70,315</b>	89,342

# Consolidated Balance Sheet 綜合資產負債表

As at 31st March 2006 於二零零六年三月三十一日

		Note 附註	2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
<b>Current liabilities</b>	<b>流動負債</b>			
Trade payables	應付賬款	24	5,425	7,011
Accruals and other payables	應計費用及 其他應付款項		9,048	7,806
Deferred income	遞延收入		–	936
Amounts due to related companies	應付關聯公司款項	25	3,598	–
Amounts due to directors	應付董事款項	26	17,655	–
Short-term borrowings	短期貸款	27	39,040	69,015
Current portion of long-term liabilities	長期負債即期部分	22	17,523	37,149
Taxation payable	應付稅項		1,576	–
Bank overdrafts	銀行透支	27	60,440	58,135
			154,305	180,052
<b>Total liabilities</b>	<b>負債總額</b>		<b>224,620</b>	269,394
<b>Total equity and liabilities</b>	<b>權益及負債總額</b>		<b>357,365</b>	397,763
<b>Net current liabilities</b>	<b>流動負債淨額</b>		<b>(53,944)</b>	(78,693)
<b>Total assets less current liabilities</b>	<b>資產總值減流動負債</b>		<b>203,060</b>	217,711

LAU Chun Ming

劉振明

Director

董事

CHAN Sun Kwong

陳晨光

Director

董事

The notes on pages 49 to 105 are an integral part of these financial statements.

第49頁至第105頁之附註構成此等財務報表之一部分。

# Balance Sheet 資產負債表

As at 31st March 2006 於二零零六年三月三十一日

		Note 附註	2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
<b>ASSETS</b>	<b>資產</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Plant and equipment	設備及器材	14	6	11
Deferred tax assets	遞延稅項資產	23	61	82
Investment in subsidiaries	於附屬公司之投資	15	117,567	117,567
			<b>117,634</b>	117,660
<b>Current assets</b>	<b>流動資產</b>			
Prepayments	預付款項		340	77
Amounts due from subsidiaries	應收附屬公司款項	15	263	-
Cash and bank balances	現金及銀行結存			
Unrestricted	無限制	18	1,372	874
Restricted	有限制	18	37,000	37,000
			<b>38,975</b>	37,951
<b>Total assets</b>	<b>資產總值</b>		<b>156,609</b>	155,611
<b>EQUITY</b>	<b>權益</b>			
<b>Capital and reserves attributable to the Company's equity holders</b>	<b>本公司股權持有人應佔資本及儲備</b>			
Share capital	股本	19	30,000	30,000
Reserves	儲備	20	121,618	121,683
<b>Total equity</b>	<b>權益總額</b>		<b>151,618</b>	151,683
<b>LIABILITIES</b>	<b>負債</b>			
<b>Current liabilities</b>	<b>流動負債</b>			
Accruals	應計費用		952	1,350
Amount due to a subsidiary	應付附屬公司款項	15	-	2,578
Amounts due to related companies	應付關聯公司款項	25	2,207	-
Amount due to a director	應付董事款項	26	1,832	-
			<b>4,991</b>	3,928
<b>Total liabilities</b>	<b>負債總額</b>		<b>4,991</b>	3,928
<b>Total equity and liabilities</b>	<b>權益及負債總額</b>		<b>156,609</b>	155,611
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>33,984</b>	34,023
<b>Total assets less current liabilities</b>	<b>資產總值減流動負債</b>		<b>151,618</b>	151,683

LAU Chun Ming

劉振明

Director

董事

CHAN Sun Kwong

陳晨光

Director

董事

The notes on pages 49 to 105 are an integral part of these financial statements.

第49至第105頁之附註構成此等財務報表之一部分。

## Consolidated Statement of Changes in Equity 綜合權益變動報表

For the year ended 31st March 2006 截至二零零六年三月三十一日止年度

		Share capital 股本 HK\$'000 千港元	Other reserves 其他儲備 HK\$'000 千港元	Retained earnings 保留溢利 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1st April 2004	於二零零四年四月一日	30,000	14,939	108,279	153,218
Loss for the year	本年度虧損	-	-	(24,849)	(24,849)
At 31st March 2005	於二零零五年三月三十一日	30,000	14,939	83,430	128,369
At 1st April 2005	於二零零五年四月一日	<b>30,000</b>	<b>14,939</b>	<b>83,430</b>	<b>128,369</b>
Profit for the year	本年度溢利	-	-	<b>4,376</b>	<b>4,376</b>
At 31st March 2006	於二零零六年三月三十一日	<b>30,000</b>	<b>14,939</b>	<b>87,806</b>	<b>132,745</b>

The notes on pages 49 to 105 are an integral part of these financial statements.

第49頁至第105頁之附註構成此等財務報表之一部分。

# Consolidated Cash Flow Statements 綜合現金流量報表

For the year ended 31st March 2006 截至二零零六年三月三十一日止年度

		Note 附註	2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
<b>Cash flows from operating activities</b>	<b>經營業務現金流量</b>			
Cash generated from operations	經營業務所得之現金	30(a)	45,175	9,671
Interest paid	已付利息		(11,531)	(5,123)
Interest element of finance lease rental payments	融資租賃租金付款利息部分		(986)	(1,545)
Income tax recovered/(paid)	已收回/(付)所得稅		384	(237)
Net cash generated from operating activities	經營業務所得現金淨額		33,042	2,766
<b>Cash flows from investing activities</b>	<b>投資活動現金流量</b>			
Purchase of plant and equipment	購置設備及器材		(806)	(68,960)
Proceeds from disposals of plant and equipment	出售設備及器材所得款項		27,587	18,997
Interest received	已收利息		1,253	239
Net cash generated from/(used in) investing activities	投資活動所得/(所耗)現金淨額		28,034	(49,724)
<b>Cash flows from financing activities</b>	<b>融資活動現金流量</b>	30(b)		
Capital element of finance lease payments	融資租賃付款本金部分		(17,797)	(30,512)
Refinancing of equipment	設備再融資		-	5,940
Repayment of long-term bank loans	償還長期銀行貸款		(20,852)	(26,305)
Drawdown of loan from a director	提取一名董事之貸款		3,387	36,765
Net (decrease)/increase in short-term bank loans	短期銀行貸款(減少)/增加淨額		(16,715)	4,837
Drawdown of other loan	提取其他貸款		-	35,100
Repayment of other loan	償還其他貸款		(13,260)	-
Increase in restricted bank balances	有限制銀行結存增加		(182)	(2,918)
Net cash (used in)/generated from financing activities	融資活動(所耗)/所得現金淨額		(65,419)	22,907
Decrease in cash and cash equivalents	現金及現金等值項目減少		(4,343)	(24,051)
Cash and cash equivalents at beginning of the year	年初之現金及現金等值項目		(54,169)	(30,118)
Cash and cash equivalents at end of the year	年終之現金及現金等值項目	18	(58,512)	(54,169)

The notes on pages 49 to 105 are an integral part of these financial statements.

第49頁至第105頁之附註構成此等財務報表之一部分。

# Notes to the Financial Statements 財務報表附註

## 1 General information

The Company and its subsidiaries (together the “Group”) are principally engaged in foundation works, leasing and trading of machinery and equipment for foundation works and vessel chartering. The Company is a limited liability company incorporated in Bermuda and has its primary listing on the Main Board of The Stock Exchange of Hong Kong Limited. The Company’s principal place of business is Units 1310-13, 113 Argyle Street, Mongkok, Kowloon, Hong Kong.

The financial statements are presented in thousands of units of Hong Kong dollars (HK\$’000), unless otherwise stated. The financial statements have been approved for issue by the board of directors of the Company on 19th July 2006.

## 2 Summary of significant accounting policies

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

### 2.1 Basis of preparation

#### (i) The adoption of Hong Kong Financial Reporting Standards

The consolidated financial statements of the Company have been prepared under the historical cost convention and in accordance with Hong Kong Financial Reporting Standards (“HKFRS”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”).

## 一般資料

本公司及其附屬公司(統稱「本集團」)主要從事地基工程，及用於地基工程之機械及器材之租賃及貿易，以及船舶租賃。本公司為一家於百慕達註冊成立之有限公司，並於香港聯合交易所有限公司主板第一上市。本公司主要辦事處地址位於香港九龍旺角亞皆老街113號13樓1310至1313室。

除非文義另有所指，財務報表按千位數為單位以港元(「千港元」)呈列。財務報表已於二零零六年七月十九日獲本公司董事會批准刊發。

## 主要會計政策概要

編製本綜合財務報表所採納之主要會計政策載列於下文。除另有註明外，此等政策於所有呈報年度內貫徹應用。

### 編製基準

#### (i) 採納香港財務報告準則

本公司之綜合財務報表乃根據歷史成本常規法，及按照香港會計師公會頒佈之香港財務報告準則而編製。



# Notes to the Financial Statements 財務報表附註

## 2 Summary of significant accounting policies

(continued)

## 主要會計政策概要 (續)

### 2.1 Basis of preparation (continued)

### 編製基準 (續)

#### (i) The adoption of Hong Kong Financial Reporting Standards (continued)

#### (i) 採納香港財務報告準則 (續)

The preparation of the financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in note 4 below.

遵照香港財務報告準則編製財務報表須作出若干重要會計評估，此外管理層亦需要於應用本公司會計政策時作出判斷。牽涉較深入判斷或較複雜之範圍，或對財務報表構成重大假設及估計之範圍於財務報表附註4披露。

#### *The adoption of new/revised HKFRS*

#### *採納新訂／經修訂香港財務報告準則*

In 2005, the Group adopted the following new and revised HKFRS and Hong Kong Accounting Standards ("HKAS") (collectively the new HKFRSs), which are effective for accounting periods commencing on or after 1st January 2005 and relevant to the operations of the Group:

於二零零五年，本集團採納下列新訂及經修訂香港財務報告準則及香港會計準則（「香港會計準則」）（統稱新香港財務報告準則），此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，與本集團之業務有關：

HKAS 1	Presentation of Financial Statements
HKAS 2	Inventories
HKAS 7	Cash Flow Statements
HKAS 8	Accounting Policies, Changes in Accounting Estimates and Errors
HKAS 10	Event after the Balance Sheet Date
HKAS 11	Construction Contracts
HKAS 16	Property, Plant and Equipment
HKAS 17	Leases
HKAS 18	Revenue
HKAS 19	Employee Benefits

香港會計準則第1號	財務報表之呈報
香港會計準則第2號	存貨
香港會計準則第7號	現金流量報表
香港會計準則第8號	會計政策、會計估計更改及錯誤更正
香港會計準則第10號	結算日後事項
香港會計準則第11號	建造合約
香港會計準則第16號	物業、機器及設備
香港會計準則第17號	租賃
香港會計準則第18號	收益
香港會計準則第19號	僱員福利

# Notes to the Financial Statements 財務報表附註

## 2 Summary of significant accounting policies (continued)

## 主要會計政策概要 (續)

### 2.1 Basis of preparation (continued)

### 編製基準 (續)

#### (i) The adoption of Hong Kong Financial Reporting Standards (continued)

#### (i) 採納香港財務報告準則 (續)

##### *The adoption of new/revised HKFRS (continued)*

##### *採納新訂／經修訂香港財務報告準則 (續)*

HKAS 21	The Effects of Changes in Foreign Exchange Rates	香港會計準則第21號	滙率變動之影響
HKAS 23	Borrowing Costs	香港會計準則第23號	借貸成本
HKAS 24	Related Party Disclosures	香港會計準則第24號	關連方披露
HKAS 27	Consolidated and Separate Financial Statements	香港會計準則第27號	綜合及獨立財務報表
HKAS 32	Financial Instruments: Disclosures and Presentation	香港會計準則第32號	金融工具：披露及呈列
HKAS 33	Earnings Per Share	香港會計準則第33號	每股盈利
HKAS 36	Impairment of Assets	香港會計準則第36號	資產減值
HKAS 39	Financial Instruments: Recognition and Measurement	香港會計準則第39號	金融工具：確認及計量
HKAS 39	Transition and Initial Recognition of Amendment Financial Assets and Financial Liabilities	香港會計準則第39號 修訂本	金融資產及金融負債之 過渡性及初步確認
HKFRS 2	Share-based Payments	香港財務報告準則 第2號	以股份為基礎的支付
HKFRS 3	Business Combination	香港財務報告準則 第3號	企業合併

# Notes to the Financial Statements 財務報表附註

## 2 Summary of significant accounting policies

(continued)

## 主要會計政策概要 (續)

### 2.1 Basis of preparation (continued)

### 編製基準 (續)

#### (i) The adoption of Hong Kong Financial Reporting Standards (continued)

#### (i) 採納香港財務報告準則 (續)

##### *The adoption of new/revised HKFRS (continued)*

##### *採納新訂／經修訂香港財務報告準則 (續)*

The adoption of new/revised HKASs 1, 2, 7, 8, 10, 11, 16, 17, 18, 19, 21, 23, 24, 27, 32, 33, 36, 39, 39 Amendment and HKFRSs 2 and 3 did not result in substantial changes to the Group's accounting policies. In summary:

採納新訂／經修訂香港會計準則第1號、第2號、第7號、第8號、第10號、第11號、第16號、第17號、第18號、第19號、第21號、第23號、第24號、第27號、第32號、第33號、第36號、第39號、第39號修訂本及香港財務報告準則第2號及第3號並無導致本集團之會計政策出現重大變動。總括而言：

- HKAS 1 has affected the presentation of the financial statements.
- HKAS 24 has affected the identification of related parties and some other related party disclosures.
- HKASs 2, 7, 8, 10, 11, 16, 17, 18, 19, 21, 23, 27, 32, 33, 36, 39, 39 Amendment and HKFRSs 2 and 3 have no material effect on the Group's accounting policies.

- 香港會計準則第1號影響財務報表之呈列。
- 香港會計準則第24號影響關聯方的確認及若干其他關聯方之披露。
- 香港會計準則第2號、第7號、第8號、第10號、第11號、第16號、第17號、第18號、第19號、第21號、第23號、第27號、第32號、第33號、第36號、第39號、第39號修訂本及香港財務報告準則第2號及第3號對本集團之會計政策並無重大影響。

## 2 Summary of significant accounting policies (continued)

## 主要會計政策概要 (續)

### 2.1 Basis of preparation (continued)

### 編製基準 (續)

- (i) The adoption of Hong Kong Financial Reporting Standards (continued)

- (i) 採納香港財務報告準則 (續)

#### *Application of merger accounting*

#### *應用合併會計法*

The Group applied the Accounting Guideline No. 5 – “Merger Accounting for Common Control Combination”, using the principles of merger accounting to account for the acquisition of Master View Co., Ltd. (“Master View”) which was completed on 15th March 2006.

本集團已應用會計指引第5號「共同控制合併之合併會計法」，使用合併會計法原則處理於二零零六年三月十五日完成收購之Master View Co., Ltd. (「Master View」)。

The acquisition is a combination of businesses under common control since Mr. Lau Chun Ming is the substantial shareholder of both the Company and Master View. As a result, the Group accounted for the acquisition in a manner similar to a uniting of interests, whereby the assets and liabilities acquired are accounted for at historical cost to the Group. The consolidated financial statements have been restated to give effect to the acquisition with all periods presented as if the operations of the Group and Master View have always been combined. The difference between the purchase consideration and the issued share capital of Master View of HK\$7 has been adjusted against equity.

由於劉振明先生為本公司及Master View之主要股東，收購乃合併受共同控制之業務。因此，本集團以權益統一之相近方式處理該項收購，據此所收購之資產及負債均按歷史成本在本集團入賬。綜合財務報表已予重列，以使所有呈報期內之收購猶如本集團及Master View之業務經已被合併而生效。收購代價與Master View已發行股本之差額7港元已在權益內作出調整。

# Notes to the Financial Statements 財務報表附註

## 2 Summary of significant accounting policies (continued)

## 主要會計政策概要 (續)

### 2.1 Basis of preparation (continued)

### 編製基準 (續)

- (i) The adoption of Hong Kong Financial Reporting Standards (continued)

- (i) 採納香港財務報告準則 (續)

The effect of adopting merger accounting to account for the acquisition of Master View to the consolidated financial statements of the Group is as follows:

採用合併會計法將Master View之收購在本集團綜合財務報表入賬造成以下影響：

The consolidated balance sheet as at 31st March 2006:

於二零零六年三月三十一日之綜合資產負債表：

		The Group	Master	Adjustments	Consolidated
		本集團	View	(Note)	綜合
		HK\$'000	HK\$'000	調整(附註)	綜合
		千港元	千港元	千港元	千港元
Total assets	資產總值	284,227	73,142	(4)	357,365
Total liabilities	負債總額	(157,761)	(66,863)	4	(224,620)
		126,466	6,279	–	132,745
Share capital	股本	30,000	–	–	30,000
Share premium	股份溢價	27,913	–	–	27,913
Merger reserve	合併儲備	(12,974)	–	–	(12,974)
Retained profit	保留溢利	81,527	6,279	–	87,806
		126,466	6,279	–	132,745

# Notes to the Financial Statements 財務報表附註

## 2 Summary of significant accounting policies (continued)

## 主要會計政策概要 (續)

### 2.1 Basis of preparation (continued)

### 編製基準 (續)

(i) The adoption of Hong Kong Financial Reporting Standards (continued)

(i) 採納香港財務報告準則 (續)

The consolidated balance sheet as at 31st March 2005:

於二零零五年三月三十一日之綜合資產負債表：

		The Group	Master	Adjustments	Consolidated
		本集團	View	(Note)	綜合
		HK\$'000	HK\$'000	調整 (附註)	綜合
		千港元	千港元	千港元	千港元
Total assets	資產總值	325,951	71,812	–	397,763
Total liabilities	負債總額	(194,907)	(74,487)	–	(269,394)
		131,044	(2,675)	–	128,369
Share capital	股本	30,000	–	–	30,000
Share premium	股份溢價	27,913	–	–	27,913
Merger reserve	合併儲備	(12,974)	–	–	(12,974)
Retained profit/ (accumulated loss)	保留溢利/ (累計虧損)	86,105	(2,675)	–	83,430
		131,044	(2,675)	–	128,369

Note:

The investment of the Group in Master View and the share capital of Master View, which are eliminated (with the difference credited to merger reserve), are not reflected in the above as the amounts involved are HK\$1 and HK\$8 respectively only.

附註：

本集團於Master View之投資及Master View之股本已予撇銷(差額已計入合併儲備內)及並未於上述反映，乃由於所涉及之金額分別僅為1港元及8港元。

# Notes to the Financial Statements 財務報表附註

## 2 Summary of significant accounting policies (continued)

## 主要會計政策概要 (續)

### 2.1 Basis of preparation (continued)

### 編製基準 (續)

- (i) The adoption of Hong Kong Financial Reporting Standards (continued)

- (i) 採納香港財務報告準則 (續)

The consolidated income statement for the year ended 31st March 2006:

截至二零零六年三月三十一日止年度之綜合收益表：

	The Group 本集團	Master View	Adjustments 調整	Consolidated 綜合
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
(Loss)/profit attributable to equity holders of the Group				
本集團股權持有人應佔(虧損)/溢利	(4,578)	8,954	–	4,376

The consolidated income statement for the year ended 31st March 2005:

截至二零零五年三月三十一日止年度之綜合收益表：

	The Group 本集團	Master View	Adjustments 調整	Consolidated 綜合
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Loss attributable to equity holders of the Group				
本集團股權持有人應佔虧損	(22,174)	(2,675)	–	(24,849)

# Notes to the Financial Statements 財務報表附註

## 2 Summary of significant accounting policies

(continued)

## 主要會計政策概要 (續)

### 2.1 Basis of preparation (continued)

### 編製基準 (續)

#### (ii) Standards, amendments and interpretations which are not yet effective

#### (ii) 尚未生效之準則、修訂及詮釋

The following new standards, amendments and interpretations to existing standards have been published that are mandatory for accounting periods beginning on or after 1st January 2006 or later periods:

下列已公佈之新準則、現有準則之修訂及詮釋對二零零六年一月一日或之後開始之會計期間或較後期間須予強制執行。

Effective from 1st January 2006

由二零零六年一月一日起生效

HKAS 19 Amendment	Employee Benefits – Actuarial Gains and Losses, Group Plans and Disclosures	香港會計準則 第19號修訂本	僱員福利－精算盈虧、集體計劃及披露
HKAS 39 Amendment	Cash Flow Hedge Accounting of Forecast Intragroup Transactions	香港會計準則 第39號修訂本	預測集團內交易之現金流量對沖會計法
HKAS 39 Amendment	The Fair Value Option	香港會計準則 第39號修訂本	公平價值選擇
HKAS 39 and HKFRS 4 Amendment	Financial Guarantee Contracts	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
HKFRS 1	First-time Adoption of Hong Kong Financial Reporting Standards	香港財務報告 準則第1號	首次採納香港財務報告 準則
HKFRS – Int 4	Determining whether an Arrangement contains a Lease	香港財務報告 準則－詮釋 第4號	釐定一項安排是否包括 租賃

Effective from 1st January 2007

由二零零七年一月一日起生效

HKAS1 Amendment	Capital Disclosures	香港會計準則 第1號修訂本	資本披露
HKFRS 7	Financial Instruments: Disclosures	香港財務報告 準則第7號	金融工具：披露



# Notes to the Financial Statements 財務報表附註

## 2 Summary of significant accounting policies

(continued)

## 主要會計政策概要 (續)

### 2.1 Basis of preparation (continued)

### 編製基準 (續)

- (ii) Standards, amendments and interpretations which are not yet effective (continued)

- (ii) 尚未生效之準則、修訂及詮釋 (續)

The Group has not early adopted these new standards but has already commenced an assessment of their impact. The Group is not yet in a position to state whether these changes would have a significant impact on its results of operations and financial position.

本集團並無提早採用該等新準則，但已開始評估彼等之影響。本集團尚未能說明該等變動對其經營業績及財政狀況會否造成重大影響。

### 2.2 Consolidation

### 綜合

The consolidated financial statements included the financial statements of the Company and its subsidiaries made up to 31st March.

綜合財務報表包括本公司及其附屬公司截至三月三十一日之財務報表。

Subsidiaries are all entities over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity.

附屬公司乃指本集團有權監管其財務或營運政策及一般控制其半數以上投票權之所有實體。於評估本集團是否控制另一實體時，將會考慮現有可予行使或可轉換潛在投票權之存在及效力。

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

附屬公司之賬目自控制權轉讓予本集團之日起全數綜合計入，而有關賬目將於該控制權終止之日剔除計入綜合賬目。

## 2 Summary of significant accounting policies

(continued)

## 主要會計政策概要 (續)

### 2.2 Consolidation (continued)

### 綜合 (續)

The purchase method of accounting is used to account for the acquisition of subsidiaries by the Group, other than those which were under common control. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any minority interest. The excess of the cost of acquisition over the fair value of the share of the identifiable net assets acquired by the Group is recorded as goodwill. If the cost of acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognised directly in the income statement.

收購會計法用於計算本集團收購附屬公司，惟該等受共同控制者除外。收購成本按於所給予資產、所發行股本工具及所產生或承擔負債於交換日期之公平值計量，另加收購之直接應佔成本。於業務合併取得之可識別資產以及承擔之負債及或然負債，初步按收購日期之公平值計算，而不論任何少數股東權益的數額。收購成本超出本集團所佔已收購可識別資產淨值公平值之差額乃記錄為商譽。倘收購成本少於所收購附屬公司資產淨值之公平值，則有關差額直接於收益表確認。

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated except where there is any indication of impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

集團內公司間之交易、結餘及集團內公司間交易之未實現收益均予以對銷。未實現虧損亦會對銷，惟有任何證據顯示所轉讓資產出現減值除外。附屬公司之會計政策於有需要時已作出更改，以確保本集團採納之政策貫徹一致。

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

於本公司之資產負債表內，於附屬公司之投資均按成本值扣除減值虧損列賬。附屬公司之業績乃由本公司按已收準備及應收股息為基準入賬。

## 2 Summary of significant accounting policies

(continued)

## 主要會計政策概要 (續)

### 2.3 Plant and equipment

### 設備及器材

Plant and equipment are stated at historical cost less accumulated depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the assets.

設備及器材按歷史成本減累計折舊與減值虧損列賬。歷史成本包括收購資產直接應佔之開支。

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

當與資產有關之未來經濟利益可能流入本集團，以及資產成本能可靠計算時，其後成本才會計入資產之賬面值或確認為獨立資產(視適用情況而定)。所有其他維修及保養費於產生財政期間於收益表扣除。

During the year, the directors re-assessed the residual value of plant and equipment with reference to sales proceeds of plant and equipment disposed, scrap value of metals and conditions of the plant and equipment of the Group and applied residual values ranging from 7% to 50% on the cost of the assets. Plant and equipment of the Group did not have residual values in the past. This change in accounting estimate has decreased the current year depreciation charge by approximately HK\$2,224,000.

於年內，董事參照出售設備及器材之銷售所得款項、金屬之剩餘價值及本集團設備及器材之狀況，重估設備及器材之剩餘價值，並應用介乎資產成本7%至50%之剩餘價值。本集團之設備及器材過往並無剩餘價值。此項會計估計之變動令本年度折舊支出減少約2,224,000港元。

## 2 Summary of significant accounting policies (continued)

## 主要會計政策概要 (續)

### 2.3 Plant and equipment (continued)

### 設備及器材 (續)

Depreciation of both owned and leased plant and equipment is calculated using the straight-line method to write off the cost less accumulated impairment losses to their residual values over the estimated useful lives, as follows:

自置及租賃設備及器材是以直線法按其估計可使用年期撇銷其成本減累計減值虧損至省剩餘價值計算折舊。估計可使用年期概述如下：

Machinery and equipment	10-15 years
Furniture and fixtures	5 years
Motor vehicles	5 years
Vessel	10 years

機械及器材	10-15 年
傢具及裝置	5 年
汽車	5 年
船舶	10 年

When a vessel is acquired, the costs of major components which are usually replaced or renewed at the next dry-docking are identified and depreciated over the period to the next estimated dry-docking date. Costs incurred on subsequent dry-docking of a vessel are capitalised and depreciated over the period to the next estimated dry-docking date.

當收購船舶時，於下次進行乾塢維修時通常替換或更新之主要零部件成本已予識別，並於直至估計下次進行乾塢維修日期之期間計算折舊。船舶其後進行乾塢維修產生之成本會撥充資本，並於直至估計下次進行乾塢維修日期之期間計算折舊。

Gains or losses on disposal of plant and equipment are determined by comparing proceeds with carrying amount. These are included in the income statement. When revalued assets are sold, the amounts included in other reserves are transferred to retained earnings.

出售設備及器材所產生收益或虧損以比較所得款項賬面值釐定。此等金額乃計入收益表處理。當重估資產售出時，計入其他儲備之金額撥入保留盈利。

## 2 Summary of significant accounting policies

(continued)

## 主要會計政策概要 (續)

### 2.4 Impairment of non-financial assets

Assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the carrying amount of the asset exceeds its recoverable amount. The recoverable amount is the higher of the fair value of an asset less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

### 非金融資產減值

倘發生任何可能導致未能收回賬面值之事項或情況變化，須評估減值。倘資產賬面值超過其可收回金額，則會確認減值虧損。可收回金額為資產公平價值減出售成本後之價值，與其使用價值之間的較高者。為了評估資產減值，本集團按個別可識別現金流量的最低水平（現金生產單位）劃分資產類別。除商譽外出現減值之非金融資產將於各報告日期檢討減值撥回之可能性。

### 2.5 Leases

#### (a) Finance leases

Leases of assets where the Group has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's commencement at the lower of the fair value of the leased plant and equipment and the present value of the minimum lease payments. Each lease payment is allocated between the liability and finance charges so as to achieve a constant rate on the finance balance outstanding. The corresponding rental obligations, net of finance charges, are included in current and non-current borrowings. The interest element of the finance cost is recognised in the income statement over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

### 租賃

#### (a) 融資租賃

融資租賃是指將所有資產的風險及回報基本上全部轉歸本集團的租賃。融資租賃在租賃開立時按租賃設備及器材公平值或最低租金現值（以較低者為準）資本化。每期租金均在負債與融資成本之間分配，以釐定財務結欠額的固定費率。相應租賃債務經扣除融資成本後計入流動及非流動負債。融資成本之利息部分於租賃期內自收益表扣除，以釐定每期間負債結餘利息的固定費率。

## 2 Summary of significant accounting policies

(continued)

## 主要會計政策概要 (續)

### 2.5 Leases (continued)

### 租賃 (續)

#### (b) Operating lease

#### (b) 經營租賃

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged in the income statement on a straight-line basis over the period of the lease.

經營租賃是指擁有資產的回報及風險基本上全部仍歸出租人的租賃。根據經營租賃作出的付款經扣除出租人給予的任何已收獎勵金後，於租賃期內以直線法自收益表扣除。

### 2.6 Trade and other receivables

### 應收賬款及其他應收款項

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for impairment of trade and other receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of receivables. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate. The amount of the provision is recognised in the income statement.

應收賬款及其他應收款項初步按公平值確認，其後以實際利率法按攤銷成本減除減值撥備計算。當有客觀證據顯示本集團將不能按應收款項原本期限收回全數款項時，即就應收賬款及其他應收款項減值撥備。撥備金額為資產賬面值與按實際利率折讓之估計未來現金流量現值之間差額。撥備金額於收益表確認。

### 2.7 Inventories

### 存貨

Inventories comprise machinery and equipment for resale purpose, bunkers on board of vessels, lubricating oil and marine products and are stated at the lower of cost and net realisable value. Cost is determined using first-in, first-out (FIFO) method and represents purchase cost. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

存貨包括可作轉售用途的機械及器材、船上儲存的燃料、機油及海事用品，並按成本及可變現淨值兩者中的較低者入賬。成本按先入先出方法計算，相當於採購成本。可變現淨值為日常業務過程中估計售價減適用可變銷售費用釐定。

## 2 Summary of significant accounting policies

(continued)

## 主要會計政策概要 (續)

### 2.8 Contracting work in progress

### 在建工程合約

Contracting work in progress is valued at cost plus estimated attributable profits, less foreseeable losses and progress payments received and receivable. Cost comprises direct materials, labour and overhead expenses incurred.

在建工程合約按成本加估計應佔溢利減可預見虧損及已收及應收進度付款釐定價值。成本包括直接物料、勞工及間接費用支出。

Revenue from contracting work is recognised based on the stage of completion of the contracts. The stage of completion of a contract is measured by reference to the gross billing value of contracting work to date as compared to the total contract sum receivable under the contract, or the total costs attributable to work performed to date as compared to the estimated total contract costs, whichever is the lower. When it is probable that total contract costs will exceed total contract revenue, the foreseeable loss is recognised as an expense immediately. Profits calculated in this manner are transferred from gross profit to deferred income on the balance sheet and is released to the income statement in accordance with the stage of completion of the contracts when the outcome of the relevant contract can be measured reliably.

工程合約收入乃按合約竣工階段確認入賬。合約竣工階段乃參照工程合約迄今進度付款總值相對根據該合約應收合約總值，或迄今已進行工程應佔成本總額相對估計合約成本總額（以較低金額為準）確立。倘合約成本總額有可能會超出合約收入總額，可預見虧損乃即時確認為費用入賬。按此方式計算的溢利自毛利中撥往資產負債表上的遞延收入，而當有關之工程合約成果能夠可靠地計量時，有關溢利則按合約竣工階段撥回收益表。

The aggregate of the costs incurred and the profit/loss recognised on each contract is compared against the progress billings up to the year end. Where costs incurred and recognised profits (less recognised losses) exceed progress billings, the balance is shown as due from customers for contract works under current assets. Where progress billings exceed costs incurred plus recognised profits (less recognised losses), the balance is shown as due to customers for contract works under current liabilities.

各項合約所產生之成本與確認溢利／虧損總和會與截至年終的進度付款作比較，倘有關成本加確認溢利（減確認虧損）超出進度付款，餘額乃於流動資產項下列賬為應收工程合約客戶款項；倘進度付款超出有關成本加確認溢利（減確認虧損），餘額乃於流動負債項下列賬為應付工程合約客戶款項。

## 2 Summary of significant accounting policies

(continued)

## 主要會計政策概要 (續)

### 2.9 Borrowings

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

### 借貸

借貸初步以減去已產生之交易成本之公平價值確認。扣除交易成本之所得款項與贖回價值間之差額，乃以實際利率法於借貸期間在收益表確認。

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

借貸歸類為流動負債，除非本集團有權無條件將債項延長至結算日後最少12個月後償還則作別論。

### 2.10 Provisions

Provisions for environmental restoration, restructuring costs and legal claims are recognised when: the Group has a present legal or constructive obligation as a result of past events; it is more likely than not that an outflow of resources will be required to settle the obligation; and the amount can be reliably estimated. Restructuring provisions comprise lease termination penalties and employee termination payments. Provisions are not recognised for future operating losses.

### 撥備

當本集團因已發生的事件須承擔現有之法律性或確定責任，而解除責任時有可能消耗資源機會較不可能大，並在金額能夠可靠地作出估算的情況下，需就環境復修、重組成本及法律申索確立撥備。重組撥備包括終止租約罰款及終止聘員工付款。未來經營虧損不會作出撥備。

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

倘本集團承擔若干類似責任，於釐定解除責任時需要消耗資源之可能性時，將以整類責任為考慮。即使同類責任當中任何一個項目導致消耗資源之可能性甚低，亦會確認撥備。



## 2 Summary of significant accounting policies

(continued)

## 主要會計政策概要 (續)

### 2.10 Provisions (continued)

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

### 撥備 (續)

撥備按預期須履行責任之開支現值，採用可反映現行市場評估貨幣時間價值及責任指定風險之前稅比率計量。因時間過去而增加之撥備確認為利息開支。

### 2.11 Deferred income tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

### 遞延所得稅

遞延所得稅採用負債法就資產和負債之稅基與它們在財務報表之賬面值兩者之暫時差異作全數撥備。

However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

然而，倘遞延所得稅乃產自於交易時（業務合併除外）初步確認之資產或負債，而當時之交易並無影響會計或應課稅溢利或虧損，則不會記賬。遞延所得稅乃以於結算日已頒佈或實際頒佈之稅率（及法例）釐定，並預期於實現相關遞延所得稅資產或償還遞延所得稅負債時適用。

Deferred income tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

遞延所得稅資產乃就有可能將未來應課稅溢利與可動用之暫時差異抵銷而確認。

## 2 Summary of significant accounting policies

(continued)

## 主要會計政策概要 (續)

### 2.12 Contingent liabilities

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably. A contingent liability is not recognised but is disclosed in the notes to the financial statements.

### 或然負債

或然負債指因過往事件而可能引起之責任，此等責任需視乎日後一宗或多宗不確定之事件會否發生才能確認，而有關事件會否發生並非完全在於本集團控制能力之內。或然負債亦可以是因過往事件引致之現有責任，但由於不確定是否需要消耗經濟資源，或責任金額未能可靠地衡量而未有確認入賬。或然負債不予確認，惟會於財務報表附註中披露。

### 2.13 Revenue recognition

Revenue from contracting work is recognised based on the stage of completion of the contracts as detailed in note 2.8 above.

工程合約收入按合約竣工階段確認，詳見上文附註2.8。

Revenue from chartering of vessel are recognised on the following basis:

船舶租賃收入按以下基準確認：

Time charter	Time proportion
Voyage charter	Percentage of completion

有期租約	按時間比例
定程租約	按已完成比例

Machinery rental income is recognised on a time proportion basis.

機械租金收入按時間比例基準確認。

Sale of goods is recognised on the transfer of risks and rewards of ownership, which generally coincides with the time when the goods are delivered to customers and the title has passed.

貨品銷售收入於擁有權的風險及回報轉移時，即通常於貨品交付予客戶及所有權轉移時確認。

Interest income is recognised on a time-proportion basis using the effective interest method.

利息收入按實際利率法以時間比例基準確認。

## 2 Summary of significant accounting policies

(continued)

## 主要會計政策概要 (續)

### 2.14 Foreign currencies translation

### 外幣匯兌

#### (a) Functional and presentation currency

Items included in the financial statements of each of the entities within the Group are measured using the currency of the primary economic environment in which the entity operates (the “functional currency”). The consolidated financial statements are presented in Hong Kong dollars which is the functional and presentation currency of the Company.

#### (a) 功能和呈報貨幣

本集團旗下各實體之財務報表所列項目均採用有關實體營業所在的主要經濟環境通用的貨幣（「功能貨幣」）為計算單位。綜合財務報表以港元呈報，而港元為本公司之功能貨幣及呈報貨幣。

#### (b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the exchange rates ruling at the balance sheet date are recognised in the income statement, except when deferred in equity as qualifying cash flow hedges or qualifying net investment hedges.

#### (b) 交易及結餘

外幣交易按交易當日適用之匯率兌換為功能貨幣。因結算有關交易及按結算日匯率換算貨幣資產和負債產生之外匯損益均於收益表確認，但符合資格成為現金流量對沖或投資淨額對沖之項目，則於權益列為遞延項目。

On consolidation, exchange differences arising from the translation of the net investment in foreign entities, and of borrowings and other currency instruments designated as hedges of such investments, are taken to equity. When a foreign operation is disposed, such exchange differences are recognised in the income statement as part of the gain or loss on disposal.

綜合賬目時，換算海外實體投資淨值所產生匯兌差額及指定用作對沖該等投資之借款及其他貨幣工具之匯兌差額均計入股東權益。出售海外業務時，有關匯兌差額於收益表確認為出售收益或虧損一部分。

## 2 Summary of significant accounting policies (continued)

## 主要會計政策概要 (續)

### 2.14 Foreign currencies translation (continued)

### 外幣匯兌 (續)

#### (c) Group companies

#### (c) 集團旗下公司

The results and financial position of all the entities in the Group that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

集團旗下所有功能貨幣與呈報貨幣不同之實體之業績及財務狀況，按以下方式換算為呈報貨幣：

- (i) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- (ii) income and expenses for each income statement are translated at average exchange rates; and
- (iii) all resulting exchange differences are recognised as a separate component of equity.

- (i) 各資產負債表所呈列資產及負債，按結算日之收市匯率換算；
- (ii) 各收益表之收入及支出，按平均匯率換算；及
- (iii) 所有匯兌差額將確認為個別權益項目。

### 2.15 Employee benefits

### 僱員福利

#### (a) Employee leave entitlements

#### (a) 僱員年假權利

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

僱員享有年假之權利乃累計予僱員時予以確認。本公司就僱員由服務本公司之日至結算日止為年假之估計負債作出撥備。

Employee entitlements to sick leave and maternity or paternity leaves are not recognised until the time of leave.

僱員可享有之病假及產假於休假時方予確認。

## 2 Summary of significant accounting policies (continued)

## 主要會計政策概要 (續)

### 2.15 Employee benefits (continued)

### 僱員福利 (續)

#### (b) Pension obligations

A Mandatory Provident Fund Scheme (the “MPF scheme”) has been set up for all employees in accordance with the Mandatory Provident Fund Scheme Ordinance (the “MPF Ordinance”). Under the rules of the MPF scheme, the employer and its employees are required to make contributions to the MPF at 5% of the employees’ gross earning with a ceiling of HK\$1,000 per month.

The Group’s contributions to the MPF scheme are expensed as incurred and the assets of the scheme are held separately from those of the Group in an independently administered fund.

#### (c) Share-based compensation

The Group operates an equity-settled, share-based compensation plan. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium when the options are exercised.

#### (b) 退休金承擔

本集團根據強制性公積金計劃條例(「強積金條例」)為所有僱員設立強制性公積金計劃(「強積金計劃」)。根據強積金計劃的規則，僱主及僱員須按僱員每月賺取收入5%對強積金計劃作出供款，上限為每月1,000港元。

本集團向強積金計劃作出之供款於產生時支銷，而計劃之資產存於一個獨立管理的基金與本集團之資產分開持有。

#### (c) 以股份為基礎的報酬

本集團設有一項以權益償付、以股份為基礎之報酬計劃。就僱員所提供服務而授出的購股權的公平值確認為費用。在購股權行使時收取的所得款項扣除任何直接交易成本後，撥入股本(面值)及股份溢價。

## 2 Summary of significant accounting policies

(continued)

## 主要會計政策概要 (續)

### 2.15 Employee benefits (continued)

### 僱員福利 (續)

#### (d) Termination benefits

Termination benefits are payable when employment is terminated before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits when it is demonstrably committed to either: terminating the employment of current employees according to a detailed formal plan without possibility of withdrawal; or providing termination benefits as a result of an offer made to encourage voluntary redundancy. Benefits falling due more than 12 months after balance sheet date are discounted to present value.

#### (d) 離職福利

離職福利是指員工在正常退休日前被終止工作或員工自願接受離職以換取這些福利時支付的福利。本集團會根據其明確承諾確認離職福利：就具體正式計劃終止現職員工的僱用且在無可能撤回福利的情況；或鼓勵自願離職計劃所提供的終止福利。於結算日後12個月以上未付的到期福利將折算為現值。

### 2.16 Segment reporting

A business segment is a group of assets and operations engaged in providing products or services that are subject to risks and returns that are different from those of other business segments. A geographical segment is engaged in providing products or services within a particular economic environment that are subject to risks and returns that are different from those of segments operating in other economic environments.

### 分類呈報

業務分類為從事提供產品或服務的一組資產及業務，其所涉風險及回報有別於其他業務分類。地區分類在特定經濟環境下從事提供產品或服務，其所涉風險及回報有別於在其他經濟環境下經營業務的分類。

### 2.17 Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturity of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the balance sheet.

### 現金及現金等值項目

現金及現金等值項包括庫存現金、銀行的活期存款及期限為三個月或以下的其他短期高流動性投資，以及銀行透支。銀行透支於資產負債表內之流動負債項下之借貸內呈列。

## 2 Summary of significant accounting policies

(continued)

## 主要會計政策概要 (續)

### 2.18 Dividend distribution

Dividend distribution to the shareholders of the Company is recognised as a liability in the financial statements in the period in which the dividend payables are approved by the Company's shareholders.

### 股息分派

向本公司股東作出的股息分派，乃於獲本公司股東批准派發股息期間在財務報表確認為負債。

## 3 Financial risk management

The Group is exposed to cash flow and fair value interest rate risk, liquidity risk, foreign currency risk and credit risk. These risks are managed by the Group's financial management policies and practices as described below to minimise potential effects on the Group's financial performance.

## 財務風險管理

本集團面對現金流量及公平值利率風險、流動資金風險、外匯風險及信貸風險。本集團以下文所述之財務政策及常規管理此等風險，盡量避免本集團之財務表現受到潛在影響。

### (a) Cash flow and fair value interest rate risk

The Group has no significant interest-bearing assets, its income and operating cash flows are substantially independent of changes in market interest rates.

The interest rate risk of the Group arises from its various borrowings. Borrowings issued at floating rates expose the Group to cash flow interest rate risk while those issued at fixed rates expose the Group to fair value interest rate risk.

The Group maintains a close relationship and communicates regularly with its finance providers to explore financing alternatives to monitor and mitigate interest rate risk.

### (a) 現金流量及公平值利率風險

本集團並無重大計息資產，其收入及經營現金流量幾乎完全不受市場利率變動所影響。

本集團的利率變動風險主要來自不同借貸。本集團按浮動利率計息的借貸受現金流量利率風險影響，而按固定利率計息的借貸受公平值利率風險所影響。

本集團與其融資供應方維持緊密關係，並定期進行溝通，物色其他融資方案，監控及盡量減低利率風險。

## 3 Financial risk management (continued)

### (b) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions. The Group aims to maintain flexibility in funding by keeping committed credit lines available. The Group currently relies on funding from its director and is exploring other investment opportunities which can provide more stable streams of cash inflow.

### (c) Foreign currency risk

Operations of the Group are mainly conducted in Hong Kong Dollars (“HK\$”) and United States Dollars (“US\$”) and its revenue, expenses, assets, liabilities and borrowings are principally denominated in HK\$ and US\$, which do not pose significant foreign currency risk at present. Procedures are in place to monitor possible exposure to foreign currency risk in the operations of Master View on a continuous basis.

### (d) Credit risk

The Group has no significant concentration of credit risk. Policies are in place to ensure contract income, charter fees from hirers and proceeds from machinery trading are received in advance or within a very short period or possibly secured by pledging of assets or bank guarantee.

## 財務風險管理 (續)

### (b) 流動資金風險

審慎之流動資金風險管理指維持充足的現金，透過已承諾及足夠之信貸融資備有資金，和有能結算市場持倉。本集團致力透過已承諾之可用信貸額度擁持資金之靈活性。本集團現時依賴從其董事獲得之資金，並正尋求其他能提供更穩定現金流入之其他投資機會。

### (c) 外匯風險

本集團主要以港元及美元經營業務，而其收入、開支、資產、負債及借貸通常以港元及美元為主要貨幣單位，目前港元及美元並無存在重大外匯風險。本集團已制定措施，監察Master View以持續經營基準經營業務可能承擔之外匯風險。

### (d) 信貸風險

本集團並無任何集中信貸風險。本集團已制定措施，確保合約收入、從租船方收取之租船費及機械買賣所得款項能預先或於一段極短期間內收取，或可能以資產或銀行擔保作抵押。



## 4 Critical accounting estimates and judgments

Estimates and judgements used in preparing the financial statements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

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

### (a) Residual value of assets

The Group determines the residual value of its assets by referencing to current market conditions. The residual value of assets are reviewed and adjusted, if appropriate, at the end of each financial year.

### (b) Income taxes

One of the subsidiaries of the Group is engaged in the vessel chartering business and may be subject to various taxes in different jurisdictions depending on the route of the vessel. The subsidiary has not recognised any taxation liability based on management's judgment that the operations undertaken by the subsidiary during the year are not subject to the taxation of any jurisdictions.

### (c) Contingent liabilities in respect of litigations and claims

The Group has been engaged in a number of litigations and claims in respect of certain construction works in the past. Contingent liabilities arising from these litigations and claims have been assessed by management with reference to legal advice. Provisions on the possible obligation, if appropriate, are made based on management's best estimates and judgements.

## 重要會計評估及判斷

編製財務報表所用的評估及判斷，乃以過去經驗及其他因素作衡量及基礎，包括依照情況對未來事件作出相信為合理的預計，及一直評估。

本集團對未來作出了評估及假設。就會計評估的結果而言，基於評估性質，絕少會與有關的實際結果相同。對資產及負債的賬面值有重大的影響的評估及假設，於下文有所討論。

### (a) 資產的剩餘價值

本集團參照市場現況釐定其資產的剩餘價值。資產的剩餘價值於每個財政年度結算日檢討及予以調整(如適用)。

### (b) 所得稅

本集團其中一家附屬公司從事船舶租賃業務，視乎船舶之行程，在不同司法權區須繳納不同稅項。根據管理層之判斷，該附屬公司於本年度之經營業務於本年度未需於任何司法權區繳納稅項，故此並未確認任何稅項負債。

### (c) 訴訟及申索的或然負債

本集團就過往進行之若干建築工程牽涉多項訴訟及申索。此等訴訟及申索產生之或然負債已由管理層參考法律意見予以評估。本集團已就可能承擔之債務(如適用)根據管理層之最佳估計及判斷作出撥備。

# Notes to the Financial Statements 財務報表附註

## 5 Segment information

## 分類資料

(a) Business segments – primary reporting format

(a) 業務分類 – 主要呈報方式

		Foundation works 地基工程 HK\$'000 千港元	Trading of machinery and equipment 機械器材貿易 HK\$'000 千港元	Vessel chartering 貨船租賃 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Year ended 31st March 2006	截至二零零六年 三月三十一日止年度				
Turnover	營業額	43,649	10,531	50,623	104,803
Segment results	分類業績	1,678	7,757	15,012	24,447
Interest income	利息收入				1,253
Unallocated expenses	未分配開支				(10,786)
Operating profit	經營溢利				14,914
Finance costs	融資成本				(12,517)
Income tax credit	所得稅抵免				1,979
Profit attributable to equity holders of the Company	本公司股權持有人 應佔溢利				4,376
As at 31st March 2006	於二零零六年 三月三十一日				
Segment assets	分類資產	224,651	9,149	73,141	306,941
Unallocated assets	未分配資產				50,424
Total assets	資產總值				357,365
Segment liabilities	分類負債	45,610	70	66,859	112,539
Unallocated liabilities	未分配負債				112,081
Total liabilities	負債總額				224,620
Year ended 31st March 2006	截至二零零六年 三月三十一日止年度				
Capital expenditure	資本開支	806	–	–	806
Depreciation	折舊	19,502	–	2,441	21,943

## Notes to the Financial Statements 財務報表附註

### 5 Segment information (continued)

### 分類資料 (續)

(a) Business segments – primary reporting format (continued)

(a) 業務分類 – 主要呈報方式 (續)

		Foundation works 地基工程 HK\$'000 千港元	Trading of machinery and equipment 機械器材貿易 HK\$'000 千港元	Vessel chartering 貨船租賃 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Year ended 31st March 2005	截至二零零五年 三月三十一日止年度				
Turnover	營業額	55,824	6,674	–	62,498
Segment results	分類業績	(14,541)	5,177	(1,499)	(10,863)
Interest income	利息收入				239
Unallocated expenses	未分配開支				(12,354)
Operating loss	經營虧損				(22,978)
Finance costs	融資成本				(6,668)
Income tax credit	所得稅抵免				4,797
Loss attributable to equity holders of the Company	本公司股權持有人 應佔虧損				(24,849)
As at 31st March 2005	於二零零五年 三月三十一日				
Segment assets	分類資產	263,782	9,896	71,812	345,490
Unallocated assets	未分配資產				52,273
Total assets	資產總值				397,763
Segment liabilities	分類負債	102,487	108	74,487	177,082
Unallocated liabilities	未分配負債				92,312
Total liabilities	負債總額				269,394
Year ended 31st March 2005	截至二零零五年 三月三十一日止年度				
Capital expenditure	資本開支	86	–	68,874	68,960
Depreciation	折舊	23,666	7	203	23,876
Provision for impairment of receivables	應收款項減值撥備	27	–	–	27

## Notes to the Financial Statements 財務報表附註

### 5 Segment information (continued)

### 分類資料 (續)

#### (b) Geographical segments – secondary reporting format

#### (b) 地區分類 – 次要呈報方式

All assets and operations related to the construction business of the Group are located in Hong Kong. The vessel chartering business is carried out worldwide and cannot be allocated into any meaningful geographical segments. Accordingly, geographical segment information is not presented.

有關本集團建築業務之所有資產及經營均位於香港。貨船租賃業務在全球進行，未能分配至任何適當地區分類。因此，並無提呈地區分類資料。

### 6 Other income

### 其他收入

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Interest income	利息收入	1,253	239
Gain on disposal of other fixed assets	出售其他固定資產之收益	91	771
Write-back of provision for impairment of receivables	應收款項減值撥備撥回	15,000	–
Maintenance service income	保養服務收入	118	–
Sales of scrap material	出售廢料	229	–
Sundries	雜項	31	100
		<b>16,722</b>	1,110

## Notes to the Financial Statements 財務報表附註

### 7 Operating profit/(loss)

### 經營溢利／(虧損)

		2006	2005
		二零零六年	二零零五年
		HK\$'000	HK\$'000
		千港元	千港元
Operating profit/(loss) is stated after charging:	經營溢利／(虧損) 已扣除：		
Cost of inventories sold	已售存貨成本	3,272	1,574
Direct cost of vessel chartering	貨船租賃直接成本	32,869	1,398
Staff costs, excluding directors' emoluments	員工成本，不包括董事酬金		
– wages and salaries	– 工資及薪金	13,135	15,806
– contributions to retirement scheme	– 退休計劃供款	501	636
Auditors' remuneration	核數師酬金	800	700
Depreciation	折舊		
– owned plant and equipment	– 自置設備及器材	18,432	16,854
– leased plant and equipment	– 租賃設備及器材	3,511	7,022
Operating lease rentals in respect of land and buildings	土地及樓宇經營租賃租金	3,429	1,732
Vessel hiring expense	貨船租賃開支	3,200	905
Provision for impairment of receivables	應收款項減值撥備	–	27

### 8 Finance costs

### 融資成本

		2006	2005
		二零零六年	二零零五年
		HK\$'000	HK\$'000
		千港元	千港元
Interest expense:	利息開支：		
– bank loans and overdrafts	– 銀行貸款及透支	5,472	3,947
– loan from a director	– 董事貸款	2,693	204
– other loan, secured and repayable within 5 years	– 其他貸款，有抵押及須於5年內償還	3,366	972
– finance leases	– 融資租賃	986	1,545
		12,517	6,668

## Notes to the Financial Statements 財務報表附註

### 9 Income tax credit

### 所得稅抵免

Hong Kong profits tax has been provided at the rate of 17.5% (2005: 17.5%) on the estimated assessable profit for the year.

香港利得稅已就本年度估計應課稅溢利按 17.5% (二零零五年：17.5%) 稅率計提撥備。

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Hong Kong profits tax	香港利得稅		
Current income tax	即期所得稅	1,902	488
Deferred income tax (note 23)	遞延所得稅 (附註23)	(3,881)	(5,285)
		<b>(1,979)</b>	(4,797)

The tax on the Group's profit/(loss) before tax differs from the theoretical amount that would arise using the statutory tax rate as follows:

本集團就除稅前溢利／(虧損)之應課稅項與採用法定稅率所計算之理論稅款差異如下：

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Profit/(loss) before tax	除稅前溢利／(虧損)	2,397	(29,646)
Calculated at statutory rate of 17.5% (2005: 17.5%)	以法定稅率 17.5% 計算 (二零零五年：17.5%)	419	(5,188)
Income not subject to tax	無需課稅之收入	(9,450)	(3)
Expenses not deductible for tax purposes	不可扣稅之支出	7,352	643
Tax losses not recognised	未獲確認之稅務虧損	32	21
Utilisation of previously unrecognised tax losses	動用過往未獲確認之稅務虧損	-	(71)
Others	其他	(332)	(199)
Tax credit	稅項計入	<b>(1,979)</b>	(4,797)

### 10 Dividends

The directors do not recommend the payment of dividend in respect of the year ended 31st March 2006 (2005: Nil).

### 11 Earnings/(loss) per share

Basic earnings/(loss) per share is calculated by dividing the consolidated profit attributable to equity holders of the Company of approximately HK\$4,376,000 (2005: loss of approximately HK\$24,849,000) by 300,000,000 (2005: 300,000,000) ordinary shares in issue during the year.

The exercise of share options would have no dilutive effect on the earnings/(loss) per share for the years ended 31st March 2005 and 2006.

### 股息

董事不建議派付截至二零零六年三月三十一日止年度之股息(二零零五年：無)。

### 每股盈利／(虧損)

每股基本盈利／(虧損)乃根據年內本公司股權持有人應佔綜合溢利約4,376,000港元(二零零五年：虧損約24,849,000港元)除以已發行普通股300,000,000股(二零零五年：300,000,000股)計算。

購股權之行使對截至二零零五年及二零零六年三月三十一日止年度之每股盈利／(虧損)並無攤薄影響。

## Notes to the Financial Statements 財務報表附註

### 12 Emoluments for directors and highest paid individuals

### 董事及最高薪人士酬金

#### (a) Directors' and senior management's emoluments

#### (a) 董事及高級管理人員薪酬

The remuneration of directors of the Company for the year ended 31st March 2006 are set out below:

截至二零零六年三月三十一日止年度本公司董事之酬金載列如下：

Name of director 董事姓名	Fee 袍金 HK\$'000 千港元	Employer's contribution to pension scheme 退休計劃之 僱主供款		Total 總計 HK\$'000 千港元
		Directors' quarter 董事宿舍 HK\$'000 千港元	Employer's contribution to pension scheme 退休計劃之 僱主供款 HK\$'000 千港元	
Mr. Lau Chun Ming 劉振明先生	624	576	12	1,212
Mr. Lau Chun Kwok 劉振國先生	684	516	12	1,212
Mr. Lau Chun Ka 劉振家先生	684	516	12	1,212
Ms. Leung Lai So 梁麗蘇女士	312	288	12	612
Mr. Hsu Kam Yee, Simon 許錦儀先生	1,200	–	60	1,260
Mr. Chan Sun Kwong 陳晨光先生	–	–	–	–
Mr. Chiu Kam Kun 趙錦均先生	–	–	–	–
Dr. Lee Peng Fei, Allen 李鵬飛博士	240	–	–	240
Professor Wong Sue Cheun, Roderick 王世全教授	240	–	–	240
Mr. Chan Wai Dune 陳維端先生	180	–	–	180



## Notes to the Financial Statements 財務報表附註

### 12 Emoluments for directors and highest paid individuals (continued)

### 董事及最高薪人士酬金 (續)

#### (a) Directors' and senior management's emoluments (continued)

#### (a) 董事及高級管理人員薪酬 (續)

The remuneration of directors of the Company for the year ended 31st March 2005 are set out below:

截至二零零五年三月三十一日止年度本公司董事之酬金載列如下：

Name of director	Fee	Directors' quarter	Employer's contribution to pension scheme	Total	
董事姓名	袍金	董事宿舍	僱主供款	總計	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
	千港元	千港元	千港元	千港元	
Mr. Lau Chun Ming	劉振明先生	1,200	–	12	1,212
Mr. Lau Chun Kwok	劉振國先生	1,200	–	12	1,212
Mr. Lau Chun Ka	劉振家先生	1,200	–	12	1,212
Ms. Leung Lai So	梁麗蘇女士	600	–	12	612
Mr. Hsu Kam Yee, Simon	許錦儀先生	1,200	–	60	1,260
Mr. Chan Sun Kwong	陳晨光先生	–	–	–	–
Mr. Chiu Kam Kun	趙錦均先生	–	–	–	–
Dr. Lee Peng Fei, Allen	李鵬飛博士	220	–	–	220
Professor Wong Sue Cheun, Roderick	王世全教授	220	–	–	220
Mr. Chan Wai Dune	陳維端先生	156	–	–	156

No directors of the Company waived any emoluments during the year. Fees paid to independent non-executive directors during the year amounted to HK\$660,000 (2005: HK\$596,000).

於年內，本公司董事概無放棄任何酬金。年內支付獨立非執行董事之袍金為660,000港元(二零零五年：596,000港元)。

## 12 Emoluments for directors and highest paid individuals (continued)

### (b) Five highest paid individuals

The five highest paid individuals were all directors (2005: five), details of whose emoluments are included in the above.

During the year, no emoluments were paid to any of the directors as an inducement to join or upon joining the Group or as compensation for loss of office.

The emoluments of the directors of the Company fell within the following bands:

## 董事及最高薪人士酬金 (續)

### (b) 五名最高薪人士

五名最高薪人士包括全體董事(二零零五年：五位)，有關酬金詳情於上文披露。

於年內，並無向任何董事支付任何酬金，作為促使其加入或其加入本集團的酬金或作為離職補償。

本公司董事酬金範圍如下：

		Number of directors 董事人數	
		2006 二零零六年	2005 二零零五年
Nil to HK\$1,000,000	零至1,000,000港元	6	6
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至 1,500,000港元	4	4
		10	10

## 13 Loss attributable to equity holders of the Company

Loss attributable to equity holders of the Company is dealt with in the financial statements of the Company to the extent of HK\$65,000 (2005: HK\$312,000).

## 本公司股權持有人應佔虧損

於本公司財務報表中處理之本公司股權持有人應佔虧損限於65,000港元(二零零五年：312,000港元)。

# Notes to the Financial Statements 財務報表附註

## 14 Plant and equipment

## 設備及器材

Group

本集團

		Machinery and equipment 機械 及器材 HK\$'000 千港元	Furniture and fixtures 傢具 及裝置 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Vessel 貨船 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1st April 2004	於二零零四年四月一日					
Cost	成本	369,019	1,541	4,753	–	375,313
Accumulated depreciation	累計折舊	(107,971)	(741)	(2,828)	–	(111,540)
Net book amount	賬面淨值	261,048	800	1,925	–	263,773
Year ended 31st March 2005	截至二零零五年三月三十一日止年度					
Opening net book amount	期初賬面淨值	261,048	800	1,925	–	263,773
Additions	添置	–	9	77	68,874	68,960
Disposals	出售	(12,292)	(1)	(1,071)	–	(13,364)
Depreciation	折舊	(22,932)	(291)	(450)	(203)	(23,876)
Closing net book amount	期末賬面淨值	225,824	517	481	68,671	295,493
At 31st March 2005	於二零零五年三月三十一日					
Cost	成本	341,577	1,515	3,486	68,874	415,452
Accumulated depreciation	累計折舊	(115,753)	(998)	(3,005)	(203)	(119,959)
Net book amount	賬面淨值	225,824	517	481	68,671	295,493
Year ended 31st March 2006	截至二零零六年三月三十一日止年度					
Opening net book amount	期初賬面淨值	225,824	517	481	68,671	295,493
Additions	添置	800	6	–	–	806
Transfer from inventory	撥出存貨	700	–	–	–	700
Disposals	出售	(19,409)	(7)	(37)	–	(19,453)
Depreciation	折舊	(18,920)	(267)	(315)	(2,441)	(21,943)
Closing net book amount	期末賬面淨值	188,995	249	129	66,230	255,603
At 31st March 2006	於二零零六年三月三十一日					
Cost	成本	313,573	1,510	3,229	68,874	387,186
Accumulated depreciation	累計折舊	(124,578)	(1,261)	(3,100)	(2,644)	(131,583)
Net book amount	賬面淨值	188,995	249	129	66,230	255,603

# Notes to the Financial Statements 財務報表附註

## 14 Plant and equipment (continued)

## 設備及器材 (續)

Note: The net book values of machinery and equipment held under finance leases, pledged for long-term bank loans and other loan amounted to HK\$41,559,000 (2005: HK\$79,748,000), HK\$35,562,000 (2005: HK\$43,433,000) and HK\$66,230,000 (2005: Nil), respectively.

附註：按融資租賃所持機械設備賬面淨值、若干為長期貸款及其他貸款作抵押的機械設備賬面淨值分別為41,559,000港元(二零零五年：79,748,000港元)、35,562,000港元(二零零五年：43,433,000港元)及66,230,000港元(二零零五年：無)。

### Company

### 本公司

		Furniture and fixtures 傢具及裝置 HK\$'000 千港元
At 1st April 2004	於二零零四年四月一日	
Cost	成本	27
Accumulated depreciation	累計折舊	(10)
Net book amount	賬面淨值	17
Year ended 31st March 2005	截至二零零五年三月三十一日止年度	
Opening net book amount	期初賬面淨值	17
Depreciation	折舊	(6)
Closing net book amount	期末賬面淨值	11
At 31st March 2005	於二零零五年三月三十一日	
Cost	成本	27
Accumulated depreciation	累計折舊	(16)
Net book amount	賬面淨值	11
Year ended 31st March 2006	截至二零零六年三月三十一日止年度	
Opening net book amount	期初賬面淨值	11
Depreciation	折舊	(5)
Closing net book amount	期終賬面淨值	6
At 31st March 2006	於二零零六年三月三十一日	
Cost	成本	27
Accumulated depreciation	累計折舊	(21)
Net book amount	賬面淨值	6

## Notes to the Financial Statements 財務報表附註

### 15 Subsidiaries

### 15 附屬公司

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Unlisted shares, at cost	非上市股份，按成本值	117,567	117,567
Amounts due from subsidiaries	應收附屬公司款項	263	-
Amount due to a subsidiary	應付附屬公司款項	-	2,578

Details of principal subsidiaries are set out in note 32 to the financial statements.

主要附屬公司詳見財務報表附註32。

The amounts receivables and payables are unsecured, carry interests at Hong Kong prime rate and have no fixed terms of repayment.

應收及應付金額為無抵押、按香港最優惠利率計算利息及並無固定還款期限。

### 16 Trade receivables

### 應收賬款

Receivables in respect of contracting work in progress are usually received within one month after the issuance of architects' certificates. Retention held by customers for contract works included in trade receivables amounted to HK\$5,503,000 (2005: HK\$7,679,000). The aging analysis of the remaining trade receivables is as follows:

有關在建合約工程的應收賬款一般於發出建築師證明後一個月內收取。計入應收賬款中由合約工程客戶扣起之驗收保留金達5,503,000港元(二零零五年：7,679,000港元)。其餘應收賬款之賬齡分析如下：

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
0 to 90 days	0至90日	9,983	7,977
91 to 180 days	91至180日	801	106
181 to 365 days	181至365日	953	939
More than one year	一年以上	3,635	3,844
		<b>15,372</b>	12,866

## Notes to the Financial Statements 財務報表附註

### 17 Contracting work in progress

### 在建工程合約

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Contract costs incurred plus attributable profits less foreseeable losses to date	迄今所產生合約成本加應佔溢利減可預見虧損	471,100	565,350
Progress billings to date	迄今之進度付款	(455,995)	(549,235)
		<b>15,105</b>	16,115
Represented by:	呈列為：		
Amounts due from customers for contract work	應收工程合約客戶款項	<b>15,105</b>	16,115

### 18 Cash and cash equivalents

### 現金及現金等值項目

		Group 本集團		Company 本公司	
		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Cash at bank and in hand	銀行及庫存現金	978	3,555	453	466
Short-term bank deposits	短期銀行存款	47,732	47,011	37,919	37,408
		<b>48,710</b>	50,566	<b>38,372</b>	37,874
Less: Cash at bank and in hand – restricted	減：銀行及庫存現金—有限制	(46,782)	(46,600)	(37,000)	(37,000)
		<b>1,928</b>	3,966	<b>1,372</b>	874

## Notes to the Financial Statements 財務報表附註

### 18 Cash and cash equivalents (continued)

The effective interest rate on short-term bank deposits was 3.57% (2005: 0.95%); these deposits have an average maturity of 34 days.

Cash and bank overdrafts include the following for the purpose of the cash flow statement:

### 現金及現金等值項目 (續)

短期銀行存款之實際利率為3.57厘(二零零五年：0.95厘)；該等存款之平均到期日為34天。

就現金流量報表而言，現金及銀行透支包括下列各項：

		Group 本集團		Company 本公司	
		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Cash and cash equivalents	現金及現金等值項目	1,928	3,966	1,372	874
Bank overdrafts (note 27)	銀行透支(附註27)	(60,440)	(58,135)	-	-
		<b>(58,512)</b>	(54,169)	<b>1,372</b>	874

The carrying amounts of cash and bank deposits are denominated in the following currencies.

現金及銀行存款之賬面值以下列貨幣列值。

		Group 本集團		Company 本公司	
		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Hong Kong dollar	港元	48,675	50,377	38,372	37,874
United States dollar	美元	35	189	-	-
		<b>48,710</b>	50,566	<b>38,372</b>	37,874

## Notes to the Financial Statements 財務報表附註

### 19 Share capital

### 股本

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Authorised:	法定：		
1,000,000,000 shares of HK\$0.1 each	1,000,000,000股每股 面值0.1港元股份	<b>100,000</b>	100,000
Issued:	已發行：		
300,000,000 shares of HK\$0.1 each	300,000,000股每股 面值0.1港元股份	<b>30,000</b>	30,000

Pursuant to a resolution of the sole shareholder passed on 25th March 2003, the Share Option Scheme was approved and adopted. On 28th May 2003, options to subscribe for 4,500,000 ordinary shares of the Company were granted to the directors. The grantees are entitled to exercise their options at a price of HK\$0.69 per share during the period from 28th May 2004 to 27th May 2007. During the year, no option has been granted or cancelled under the Scheme and no option has been exercised by the grantees.

根據於二零零三年三月二十五日所通過之單一股東決議案，購股權計劃獲批准及採納。於二零零三年五月二十八日，授予董事可供認購本公司4,500,000股普通股股份之購股權。承授人有權於二零零四年五月二十八日至二零零七年五月二十七日期間以每股0.69港元之價格行使其購股權。於年內，並無根據計劃授出或取消購股權，以及並無承授人行使購股權。



## Notes to the Financial Statements 財務報表附註

### 20 Reserves

Group		儲備			
		本集團			
		Share premium	Merger reserve	Retained earnings	Total
		股份溢價	合併儲備	保留溢利	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
At 31st March 2004	於二零零四年 三月三十一日	27,913	(12,974)	108,279	123,218
Loss attributable to shareholders	股東應佔虧損	–	–	(24,849)	(24,849)
At 31st March 2005	於二零零五年 三月三十一日	<b>27,913</b>	<b>(12,974)</b>	<b>83,430</b>	<b>98,369</b>
Profit attributable to shareholders	股東應佔溢利	–	–	<b>4,376</b>	<b>4,376</b>
At 31st March 2006	於二零零六年 三月三十一日	<b>27,913</b>	<b>(12,974)</b>	<b>87,806</b>	<b>102,745</b>

Company		本公司			
		Contributed surplus			
		Share premium	surplus (Note)	Accumulated losses	Total
		股份溢價	實繳盈餘 (附註)	累計虧損	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
At 31st March 2004	於二零零四年 三月三十一日	27,913	94,317	(235)	121,995
Loss for the year	本年度虧損	–	–	(312)	(312)
At 31st March 2005	於二零零五年 三月三十一日	<b>27,913</b>	<b>94,317</b>	<b>(547)</b>	<b>121,683</b>
Loss for the year	本年度虧損	–	–	<b>(65)</b>	<b>(65)</b>
At 31st March 2006	於二零零六年 三月三十一日	<b>27,913</b>	<b>94,317</b>	<b>(612)</b>	<b>121,618</b>

Note:

Under the Companies Act of Bermuda (as amended) and the Bye-Laws of the Company, the contributed surplus is distributable to the shareholders. Accordingly, the total distributable reserves of the Company amounted to HK\$93,705,000 (2005: HK\$93,770,000).

附註：

根據百慕達公司法(經修訂)及本公司之細則，實繳盈餘乃可分派予股東。因此，本公司可分配盈餘共計為93,705,000港元(二零零五年：93,770,000港元)。

## Notes to the Financial Statements 財務報表附註

### 21 Loan from a director

The loan from a director is unsecured, bearing interest at 0.5% below US dollars prime rate and has no fixed terms of repayment. The director has confirmed that he will not request for repayment of the loan until the Group is in a position to repay. Accordingly, the loan is classified as non-current liabilities.

The carrying value of the loan from the director approximated its fair value as at 31st March 2006.

### 董事之貸款

董事之貸款為無抵押、按美元最優惠利率減0.5厘計息及無固定還款期。該董事名已確認彼將不會要求償還貸款，直至本集團有償還能力為止。因此，該項貸款列為非流動負債。

於二零零六年三月三十一日，來自該董事之貸款賬面值與其公平值相若。

### 22 Long-term liabilities

### 長期負債

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Bank loans, secured (note (a))	銀行貸款，有抵押 (附註(a))	11,240	32,092
Obligation under finance leases (note (b))	融資租賃債務 (附註(b))	7,010	24,807
Wholly repayable within five years	須於五年內悉數償還	18,250	56,899
Less: amounts due within one year included under current liabilities	減：計入流動負債項 下之一年內到 期款項	(17,523)	(37,149)
		727	19,750

## Notes to the Financial Statements 財務報表附註

### 22 Long-term liabilities (continued)

### 長期負債 (續)

Notes:

附註：

(a) The Group's bank loans are repayable as follows:

(a) 本集團銀行貸款於下列期間償還：

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Within one year	一年內	11,240	20,875
In the second year	第二年	-	11,217
		<b>11,240</b>	32,092

Interest is charged on the balances at rates ranging from 1.5% above HIBOR to 1% above Hong Kong prime rate. Details of security and guarantee are given in note 27.

結餘按香港銀行同業拆息加1.5厘至香港最優惠利率加1厘不等之息率計息。抵押及擔保之詳情刊於附註27。

(b) Obligations under finance lease are payable within the following periods:

(b) 須於下列期間支付的融資租賃債務：

		Present value 現值		Minimum payment 最低付款額	
		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Within one year	一年內	6,283	16,274	6,521	17,079
In the second year	第二年	727	7,216	751	7,424
In the third to fifth years	第三至第五年	-	1,317	-	1,343
		<b>7,010</b>	24,807	<b>7,272</b>	25,846
Finance charges	財務費用			<b>(262)</b>	(1,039)
				<b>7,010</b>	24,807

Interest is charged on the outstanding balances of finance leases at rates ranging from 2.75% above HIBOR to Hong Kong prime rate.

融資租賃未償餘額按香港銀行同業拆息加2.75厘至香港最優惠利率不等之息率計息。

## Notes to the Financial Statements 財務報表附註

### 23 Deferred taxation

Deferred taxation is calculated in full on temporary differences under the liability method using a taxation rate of 17.5% (2005: 17.5%). The movement on the net deferred tax liabilities is as follows:

### 遞延稅項

遞延稅項採用負債法就暫時差異按稅率17.5% (二零零五年：17.5%) 作全數撥備。遞延稅項負債淨值變動如下：

Group		本集團	
		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
At beginning of the year	於年初	(31,916)	(37,201)
Recognised in the income statement	於收益表中確認	3,881	5,285
At end of the year	於年末	(28,035)	(31,916)

Company		本公司	
		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
At beginning of the year	於年初	82	–
Recognised in the income statement	於收益表中確認	(21)	82
At end of the year	於年末	61	82

## Notes to the Financial Statements 財務報表附註

### 23 Deferred taxation (continued)

### 遞延稅項 (續)

The movements in deferred tax liabilities and assets (prior to offsetting of balances within the same taxation jurisdiction) during the year are as follows:

年內遞延稅項負債及資產變動(與同一徵稅地區之結餘抵銷前)如下：

Group	本集團	Accelerated depreciation allowances	
		2006	2005
Deferred tax liabilities	遞延稅項負債	二零零六年	二零零五年
		HK\$'000	HK\$'000
		千港元	千港元
At beginning of the year	於年初	(38,003)	(40,732)
Recognised in the income statement	於收益表中確認	5,169	2,729
At end of the year	於年末	(32,834)	(38,003)
Deferred tax assets	遞延稅項資產	Tax losses	
		2006	2005
		二零零六年	二零零五年
		HK\$'000	HK\$'000
		千港元	千港元
At beginning of the year	於年初	6,087	3,531
Recognised in the income statement	於收益表中確認	(1,288)	2,556
At end of the year	於年末	4,799	6,087
Company	本公司	Tax losses	
		2006	2005
Deferred tax assets	遞延稅項資產	二零零六年	二零零五年
		HK\$'000	HK\$'000
		千港元	千港元
At beginning of the year	於年初	82	–
Recognised in the income statement	於收益表中確認	(21)	82
At end of the year	於年末	61	82

## 23 Deferred taxation (continued)

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred income taxes relate to the same fiscal authority. The following amounts, determined after appropriate offsetting, are shown in the consolidated balance sheet.

### Group

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Deferred tax assets	遞延稅項資產	1,401	911
Deferred tax liabilities	遞延稅項負債	(29,436)	(32,827)
		<b>(28,035)</b>	(31,916)

Deferred tax assets are recognised for tax losses carried forward and deductible temporary differences to the extent that realisation of the related tax benefit through future taxable profits is probable. As at year end, the Group has unrecognised temporary differences arising from unutilised tax losses of HK\$335,000 (2005: HK\$150,000). There is no expiry for the temporary differences.

## 遞延稅項 (續)

在法定權利許可即期稅項資產可與即期稅項負債抵銷，以及遞延所得稅涉及同一財政機關的情況下，遞延稅項資產可與遞延稅項負債互相抵銷。下列金額是計入適當抵銷後，於綜合資產負債表內列賬。

### 本集團

遞延稅項資產乃因應相關稅務利益可透過未來應課稅溢利變現而就所結轉之稅項虧損及可扣除暫時差異作確認。於年末，本集團由未動用稅項虧損引起之未獲確認暫時差異為335,000港元（二零零五年：150,000港元）。該暫時差異並沒有期限。

## Notes to the Financial Statements 財務報表附註

### 24 Trade payables

Retention payable included in trade payables amounted to HK\$149,000 (2005: HK\$131,000). The ageing analysis of the remaining trade payables is as follows:

### 應付賬款

計入應付賬款中之應付驗收保留金達149,000港元(二零零五年：131,000港元)。其餘應付賬款賬齡分析如下：

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
0 to 90 days	0至90日	3,149	5,063
91 to 180 days	91至180日	194	33
181 to 365 days	181至365日	360	19
More than one year	一年以上	1,573	1,765
		5,276	6,880

### 25 Amounts due to related companies

Amounts due to related companies are unsecured, interest free and have no fixed terms of repayment.

### 應付關聯公司款項

應付關聯公司款項為無抵押、免息及無固定還款期。

### 26 Amounts due to directors

Amounts due to directors are unsecured, interest free and have no fixed terms of repayment.

### 應付董事款項

應付董事款項為無抵押、免息及無固定還款期。

# Notes to the Financial Statements 財務報表附註

## 27 Short-term borrowings

## 短期貸款

		<b>Group</b>	
		本集團	
		2006	2005
		二零零六年	二零零五年
		HK\$'000	HK\$'000
		千港元	千港元
Bank overdrafts, secured (note 18)	銀行透支，有抵押(附註18)	60,440	58,135
Short-term bank loans, secured	短期銀行貸款，有抵押	17,200	33,915
Short-term bank borrowings, secured (a)	短期銀行貸款，有抵押(a)	77,640	92,050
Other loans, secured (b)	其他貸款，有抵押(b)	21,840	35,100
		<b>99,480</b>	127,150

### (a) Banking facilities

As at 31st March 2006, the Group's banking facilities totaling approximately HK\$88,940,000 were secured by the following:

- (i) Bank deposits of the Group amounting to HK\$46,782,000.
- (ii) Certain machinery and equipment of the Group (note 14).
- (iii) Corporate guarantee given by the Company and two subsidiaries for an amount of HK\$93,366,000 in aggregate.
- (iv) Cross guarantee for HK\$17,000,000 among two of the subsidiaries.
- (v) Bank deposits of Cheer Crown Limited, a company beneficially owned by Mr. Lau Chun Ming, amounting to HK\$30,000,000.

### (a) 銀行信貸

於二零零六年三月三十一日，本集團銀行信貸總額約88,940,000港元，由下列各項作抵押：

- (i) 本集團銀行存款約46,782,000港元。
- (ii) 本集團若干機械及器材(附註14)。
- (iii) 本公司及兩家附屬公司所提供合共93,366,000港元之公司擔保。
- (iv) 兩家附屬公司17,000,000港元之互相擔保。
- (v) 劉振明先生實益擁有之嘉勳有限公司達30,000,000港元之銀行存款。



## Notes to the Financial Statements 財務報表附註

### 27 Short-term borrowings (continued)

### 短期貸款 (續)

- (b) The loan is borrowed from an independent third party, secured by the vessel and the entire issued share capital of one of the subsidiaries and guaranteed by the Company. The loan bears interest at 18% per annum.
- (b) 該項貸款由一名獨立第三方借出，以該艘貨船及其中一間附屬公司之全部已發行股本作抵押，並由本公司作出擔保。該項貸款按年利率18厘計息。
- (c) The effective interest rates at the balance sheet dates were:
- (c) 於結算日之實際利率為：

		2006 二零零六年		2005 二零零五年	
		HK\$ 港元	US\$ 美元	HK\$ 港元	US\$ 美元
Bank overdrafts, secured	銀行透支，有抵押	6.23%	–	3.31%	–
Short-term bank borrowings, secured	短期銀行貸款，有抵押	4.56%	–	4.35%	–
Other loan, secured	其他貸款，有抵押	–	18.00%	–	7.50%

- (d) The carrying amount of short-term borrowings approximate their fair values and are denominated in the following currencies:
- (d) 短期銀行貸款之賬面值與其公平值相若並以下列貨幣列值：

		2006 二零零六年	2005 二零零五年
		HK\$'000 千港元	HK\$'000 千港元
Hong Kong dollar	港元	77,640	92,050
United States dollar	美元	21,840	35,100
		99,480	127,150

## Notes to the Financial Statements 財務報表附註

### 28 Operating lease commitments

### 經營租賃承擔

The future aggregate minimum lease rental expenses in respect of land and buildings under non-cancellable operating leases are payable in the following periods:

根據土地及樓宇不可註銷經營租賃而須於以下期間支付之未來最低租金費用總額如下：

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Within one year	一年內	1,258	781
In the second to fifth years inclusive	第二年至第五年 (包括首尾兩年)	360	178
		1,618	959

### 29 Contingent liabilities

### 或然負債

As at 31st March 2006, the Group had contingent liabilities of approximately HK\$5.1 million (2005: HK\$12.7 million) in respect of a number of litigations arising in the normal course of its business. These include both claims against the Group and counterclaims made by defendants of actions initiated by the Group. The directors of the Company are of the opinion that the ultimate liability under these proceedings, if any, would not have a material impact on the financial position of the Group.

於二零零六年三月三十一日，本集團於其正常業務過程中產生之數項訴訟之或然負債為約5,100,000港元（二零零五年：約12,700,000港元）。該等訴訟包括對本集團的索償，以及被本集團興訟之被告所提出的反索償。本公司董事認為，該等訴訟產生的最終負債，如有，將不會對本集團的財政狀況構成重大影響。

# Notes to the Financial Statements 財務報表附註

## 30 Notes to consolidated cash flow statements

## 綜合現金流量報表附註

(a) Reconciliation of operating profit/(loss) to net cash generated from operations

(a) 經營溢利／(虧損)與經營業務所得現金淨額對賬

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Operating profit/(loss)	經營溢利／(虧損)	14,914	(22,978)
Interest income	利息收入	(1,253)	(239)
Depreciation	折舊	21,943	23,876
Gain on disposal of plant and equipment	出售設備及器材收益	(8,134)	(5,633)
Provision for impairment of receivables	應收款項減值撥備	-	27
Cash generated from/ (used in) operations before working capital changes	未計營運資金變動前經營業務所得／(所耗)現金	27,470	(4,947)
(Increase)/decrease in trade receivables	應收賬款(增加)／減少	(330)	13,618
(Increase)/decrease in deposits, prepayments and other receivables	按金、預付款項及其他應收款項(增加)／減少	(3,274)	919
Increase in inventories	存貨增加	(18)	(6,527)
Decrease in contracting work in progress	在建工程合約減少	418	11,647
Decrease in trade payables	應付賬款減少	(1,586)	(7,029)
Increase in accruals and other payables	應計費用及其他應付款項增加	1,242	1,990
Increase in amounts due to related companies	應付關聯公司款項增加	3,598	-
Increase in amounts due to directors	應付董事款項增加	17,655	-
Cash generated from operations	經營業務所得之現金	45,175	9,671

## Notes to the Financial Statements 財務報表附註

### 30 Notes to consolidated cash flow statements (continued)

### 綜合現金流量報表附註 (續)

#### (b) Analysis of changes in financing during the year

#### (b) 年內融資變動分析

		Secured long-term Obligations						
		Share capital and share premium	Short-term bank loans	bank loans 有抵押 長期	under finance leases 融資 租賃債務	Restricted bank balances 有限制 銀行結存	Loan from a director 董事之 貸款	Other loans, secured 其他有 抵押貸款
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 31st March 2004	於二零零四年 三月三十一日	57,913	29,078	58,397	49,379	(43,682)	-	-
Cash inflow/(outflow) from financing	融資現金流入/ (流出)	-	4,837	(26,305)	(24,572)	(2,918)	36,765	35,100
At 31st March 2005	於二零零五年 三月三十一日	<b>57,913</b>	<b>33,915</b>	<b>32,092</b>	<b>24,807</b>	<b>(46,600)</b>	<b>36,765</b>	<b>35,100</b>
Cash (outflow)/inflow from financing	融資現金(流出)/ 流入	-	(16,715)	(20,852)	(17,797)	(182)	3,387	(13,260)
At 31st March 2006	於二零零六年 三月三十一日	<b>57,913</b>	<b>17,200</b>	<b>11,240</b>	<b>7,010</b>	<b>(46,782)</b>	<b>40,152</b>	<b>21,840</b>

# Notes to the Financial Statements 財務報表附註

## 31 Related party transactions

## 有關連人士交易

(a) During the year, apart from those disclosed elsewhere in the financial statements, the following significant transactions with related companies had taken place:

(a) 於年內，除財務報表其他部份所披露者外，本集團曾與有關連公司進行以下重大交易：

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Paid and payable to related parties:	已付及應付予有關連人士款項：		
Rental expenses to related companies (note (i))	支付予有關連公司之租金費用 (附註(i))	2,976	1,080
Vessel hiring expense to a related company (note (i))	支付予一間有關連公司之貨船租金費用 (附註(i))	3,200	905
Consultancy fee paid to various companies (note (ii))	支付予多間公司之顧問費 (附註(ii))	1,680	1,680
Interest expense to a director (note (iii))	支付予一名董事之利息開支 (附註(iii))	2,693	204
Received and receivable from a related party:	已收及應收自有關連人士款項：		
Vessel chartering income from a related company (note (iv))	收取自一間有關連公司之貨船租賃收入 (附註(iv))	6,045	-

Notes:

附註：

- (i) Rental expenses and hiring expense are paid to companies beneficially owned by the directors of the Company based on the agreements entered into between the parties involved with reference to market rates of similar properties/vessels.
- (ii) Consultancy fees are paid to companies in which the directors, Mr. Chan Sun Kwong and Mr. Chiu Kam Kun, Eric have beneficial interests in respect of their services provided to the Group, and were charged at monthly fees agreed by the parties involved.
- (iii) For the terms of loans, please refer to note 21.
- (iv) Vessel chartering income is received from a company beneficially owned by the directors of the Company based on the agreement entered into between the parties involved with reference to market rates.

- (i) 租金及租賃費用乃按有關訂約方所訂立之協議並參照同類物業／貨船市場租值支付予本公司董事實益擁有之公司。
- (ii) 就由董事陳晨光先生及趙錦均先生實益擁有權益之公司向本集團提供之服務支付顧問費，並按有關方共同協定之月費收取。
- (iii) 貸款之條款請參閱附註21。
- (iv) 貨船租賃收入乃按有關訂約方所訂立之協議並參照市場租值向一間由本公司董事實益擁有之公司收取。

## Notes to the Financial Statements 財務報表附註

### 31 Related party transactions (continued)

#### (b) Key management compensation

The compensation of key management personnel paid or payable by the Group in respect of the year, substantially all of which comprised of short term benefits attributable to the directors of the Company, amounted to HK\$6,168,000 (2005: HK\$6,104,000), details of which are set out in note 12.

### 有關連人士交易 (續)

#### (b) 主要管理人員報酬

本集團就本年度已付及應付主要管理人員之報酬(所有報酬基本包括本公司董事應得之短期福利)達6,168,000港元(二零零五年: 6,104,000港元), 詳情載於附註12。

### 32 Principal subsidiaries

Listed below are the Group's principal subsidiaries:

### 主要附屬公司

下列為本集團之主要附屬公司:

Company 公司	Issued and fully paid ordinary share capital 已發行及繳足普通股本	Principal activities/ Place of operation 主要業務/營業地點
<i>Incorporated in the British Virgin Islands, directly held</i>	於英屬處女群島註冊成立並直接持有	
Sam Woo Group Limited	10,000 shares of US\$1 each 10,000股每股面值1美元之股份	Investment holding/Hong Kong 投資控股/香港
<i>Incorporated in Hong Kong, indirectly held</i>	於香港註冊成立並間接持有	
Sam Woo Bore Pile Foundation Limited 三和地基有限公司	10,000,000 shares of HK\$1 each 10,000,000股每股面值1港元之股份	Foundation works/Hong Kong 地基工程/香港
Sam Woo Civil Contractors Limited 三和土木工程有限公司	10,000 shares of HK\$1 each 10,000股每股面值1港元之股份	Civil engineering works/ Hong Kong 土木工程/香港

## Notes to the Financial Statements 財務報表附註

### 32 Principal subsidiaries (continued)

### 主要附屬公司 (續)

Company 公司	Issued and fully paid ordinary share capital 已發行及繳足普通股本	Principal activities/ Place of operation 主要業務／營業地點
Sam Woo Construction Limited 三和營造有限公司	10,000 shares of HK\$1 each 10,000股每股面值1港元之股份	Foundation works/Hong Kong 地基工程／香港
Sam Woo Construction & Engineering Limited 三和建設機械有限公司	100,000 shares of HK\$1 each 100,000股每股面值1港元之股份	Trading of used foundation works related machinery and equipment/ Hong Kong 二手地基工程機械器材貿易／香港
Sam Woo Engineering Equipment Limited 三和機械有限公司	500,000 shares of HK\$1 each 500,000股每股面值1港元之股份	Leasing and trading of machinery and equipment for foundation works/ Hong Kong 地基工程機械器材租賃及貿易／香港
Sam Woo Civil Works Limited 三和土木有限公司	2 shares of HK\$1 each 2股每股面值1港元之股份	Inactive/- 暫無營業／—
Sam Woo Finance Limited 三和財務有限公司	2 shares of HK\$1 each 2股每股面值1港元之股份	Provision of financial service to group companies/Hong Kong 為集團內公司提供融資服務／香港
Sam Woo Foundation Limited 三和地基工程有限公司	2 shares of HK\$1 each 2股每股面值1港元之股份	Inactive/- 暫無營業／—
Sam Woo Group (Holdings) Limited 三和集團(控股)有限公司	2 shares of HK\$1 each 2股每股面值1港元之股份	Inactive/- 暫無營業／—
Sam Woo Ship Management Limited 三和船舶管理有限公司	1 shares of HK\$1 each 1股每股面值1港元之股份	Inactive/- 暫無營業／—
三和集團有限公司	1 shares of HK\$1 each 1股每股面值1港元之股份	Inactive/- 暫無營業／—
<i>Incorporated in Marshall Islands, indirectly held</i>	<i>於馬紹爾群島註冊成立 並間接持有</i>	
Master View Co., Ltd.	1 shares of US\$1 each 1股每股面值1美元之股份	Shipping operation/Worldwide 船務營運／全球

### 33 Ultimate holding company

The directors of the Company regarded Silver Bright Holdings Limited, a company incorporated in the British Virgin Islands, as being the ultimate holding company.

### 最終控股公司

本公司董事視Silver Bright Holdings Limited (於英屬處女群島註冊成立之公司) 為最終控股公司。



## Five Year Financial Summary 五年財務摘要

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
<b>Results</b>	<b>業績</b>					
Turnover	營業額	104,803	62,498	137,083	202,950	450,146
Profit/(loss) before taxation	除稅前溢利 ／(虧損)	2,397	(29,646)	5,114	66,860	63,155
Taxation	稅項	1,979	4,797	(4,033)	(10,424)	(10,421)
Profit/(loss) attributable to shareholders	股東應佔溢利 ／(虧損)	4,376	(24,849)	1,081	56,436	52,734
Dividends	股息	—	—	—	—	72,612
<b>Assets and liabilities</b>	<b>資產及負債</b>					
Total assets	資產總值	357,365	397,763	390,662	334,261	440,305
Total liabilities	負債總額	224,620	269,394	237,444	216,787	379,267
Net assets	資產淨值	132,745	128,369	153,218	117,474	61,038

The financial summary of the Group for the years ended 31st March 2002 and 2003 have been prepared on the basis that the structure and business activities of the Group immediately after a reorganisation which took place in March 2003 had been in existence throughout the years presented.

Amounts of 2005 are restated to reflect the acquisition of a subsidiary under common control which took place in 2006. There is no impact on the amounts prior to 2005.

本集團於截至二零零二年及二零零三年三月三十一日止年度之財務摘要，乃假設於二零零三年三月完成重組後本集團之結構及業務於呈列年度一直存在的基準編製。

二零零五年之數值乃經重列，以反映於二零零六年對一間共同控制下之附屬公司所作出之收購。對二零零五年前之數值概無影響。

### Directors

Mr. LAU Chun Ming  
Mr. LAU Chun Kwok  
Mr. LAU Chun Ka  
Ms. LEUNG Lai So  
Mr. HSU Kam Yee, Simon  
Mr. CHAN Sun Kwong  
Mr. CHIU Kam Kun, Eric<sup>#</sup>  
Dr. LEE Peng Fei, Allen<sup>\*\*</sup>  
Professor WONG Sue Cheun, Roderick<sup>\*\*</sup>  
Mr. CHAN Wai Dune<sup>\*\*</sup>

<sup>#</sup> *Non-executive Directors*

<sup>\*\*</sup> *Independent non-executive Directors*

### Company Secretary

Mr. CHAN Sun Kwong

### Legal Advisers to the Company

Wilkinson & Grist

### Auditors

PricewaterhouseCoopers  
Lau & Au Yeung C.P.A. Limited

### 董事

劉振明先生  
劉振國先生  
劉振家先生  
梁麗蘇女士  
許錦儀先生  
陳晨光先生  
趙錦均先生<sup>#</sup>  
李鵬飛博士<sup>\*\*</sup>  
王世全教授<sup>\*\*</sup>  
陳維端先生<sup>\*\*</sup>

<sup>#</sup> *非執行董事*

<sup>\*\*</sup> *獨立非執行董事*

### 公司秘書

陳晨光先生

### 公司法律顧問

高露雲律師行

### 核數師

羅兵咸永道會計師事務所  
劉歐陽會計師事務所有限公司

### Principal Bankers

Liu Chong Hing Bank Limited  
DBS Bank (Hong Kong) Limited  
Citibank, N.A.

### Registered Office

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

### Principal Place of Business in Hong Kong

Units 1310-13, 113 Argyle Street  
Mongkok, Kowloon  
Hong Kong

### Principal Share Registrar and Transfer Office

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

### Hong Kong Branch Share Registrar and Transfer Office

Tengis Limited  
26th Floor  
Tesbury Centre  
28 Queen's Road East  
Wanchai  
Hong Kong

### 主要往來銀行

廖創興銀行有限公司  
星展銀行(香港)有限公司  
花旗銀行

### 註冊辦事處

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

### 香港主要營業地點

香港九龍旺角  
亞皆老街113號13樓  
1310至1313室

### 股份過戶登記總處

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

### 香港股份過戶登記分處

登捷時有限公司  
香港  
灣仔  
皇后大道東28號  
金鐘滙中心  
26樓