



REXCAPITAL Financial Holdings Limited

御泰金融控股有限公司

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司) (Stock Code 股份代號: 555)



VISION



STRATEGY



GROWTH

Annual Report 2006 年報

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Corporate Information

公司資料

DIRECTORS

Executive Directors

Chan How Chung, Victor
Boo Chun Lon

Independent Non-executive Directors

Yuen Wai Ho
Chow Siu Ngor
Lee Ka Lun

AUDIT COMMITTEE

Yuen Wai Ho (Chairman)
Chow Siu Ngor
Lee Ka Lun

REMUNERATION COMMITTEE

Chow Siu Ngor (Chairman)
Yuen Wai Ho
Lee Ka Lun

QUALIFIED ACCOUNTANT

Woo Ming Wah

SECRETARIES

Company Secretary

Ng Yuen Yee

Assistant Secretaries

Appleby Corporate Services (Bermuda) Limited

RESIDENT REPRESENTATIVE

Appleby Corporate Services (Bermuda) Limited

AUDITORS

Ting Ho Kwan & Chan

LEGAL ADVISERS

Baker & McKenzie
Richards Butler

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited
Chong Hing Bank Limited

董事

執行董事

陳孝聰
巫峻龍

獨立非執行董事

阮煒豪
鄒小岳
李家麟

審核委員會

阮煒豪 (主席)
鄒小岳
李家麟

薪酬委員會

鄒小岳 (主席)
阮煒豪
李家麟

會計師

胡明華

秘書

公司秘書

吳婉儀

助理秘書

Appleby Corporate Services (Bermuda) Limited

居駐代表

Appleby Corporate Services (Bermuda) Limited

核數師

丁何關陳會計師行

法律顧問

見克·麥堅時律師事務所
齊伯禮律師樓

主要往來銀行

香港上海滙豐銀行有限公司
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Management Discussion and Analysis

管理層討論及分析

The board of directors (the "Board") are pleased to present the annual results of REXCAPITAL Financial Holdings Limited (the "Company") and its subsidiaries (together, the "Group") for the financial year ended 31 December 2006.

BUSINESS REVIEW AND PROSPECTS

Year 2006 has been a year of tremendous development for our Group in that we have successfully expanded our business activities from financial and brokerage into the expanding lottery market in China.

In mid 2006, the Group successfully acquired a 45.81% interest in Shenzhen Sinodata Technology Co Ltd ("Sinodata"). Sinodata is engaged in the development and production of proprietary lottery machines, related operations software system and networks for the welfare lottery industry in China. In late 2006, the Group also completed the acquisitions of a 70% stake in Beijing Guard Libang Technology Co Ltd ("Guard Libang") and a 58% stake in Shenzhen Kingsail Software Tech Co Ltd ("Kingsail"). Guard Libang is one of the leaders in the instant lottery industry in China. Kingsail is one of the approved vendors for the development and production of sports lottery machine by China Sports Lottery Administration Center.

御泰金融控股有限公司（「本公司」）之董事會（「董事會」）欣然公佈本公司及其附屬公司（統稱「本集團」）於截至二零零六年十二月三十一日止財政年度之全年業績。

業務回顧及展望

二零零六年是集團發展迅猛的一年，業務成功地從金融及經紀業務拓展至中國發展中的彩票市場。

二零零六年中期，集團成功收購深圳市思樂數據技術有限公司（「思樂數據」）的45.81%權益。思樂數據主要從事開發及生產中國福利彩票專利彩票機、相關運作軟件系統及網絡。於二零零六年底，集團亦完成收購北京戈德利邦科技有限公司（「戈德利邦」）70%權益，以及深圳市金帆軟件技術有限公司（「金帆軟件」）58%權益。戈德利邦是中國大型的即開票系統供應商之一；而金帆軟件是其中一家獲得國家體育總局體育彩票管理中心認可資格開發及生產體育彩票機之公司。

With these acquisitions and the subsequent further expansion into new provinces, the Group now has one of the largest franchise in the lottery market in China and has operations covering multiple provinces and municipalities in China which have an addressable populations of over 900 million. It is our belief that lottery products are part of the consumer products for the mid and low income groups in China. In light of the continuing growth in GDP of China and the accompanying increase in disposable income of the Chinese people and the filtering through of the “wealth effect” from the coastal regions of China into the inland provinces, we are of the view that the lottery market in China will enjoy a period of continued sustainable growth going forward and given our Group’s franchise in China, we also believe that our Group will be able to benefit from this continuing growth trend.

透過不斷收購以及擴展新省份的合約，集團現已在中國彩票市場中擁有相當規模，其業務遍佈中國多個省市，覆蓋逾9億人口。我們相信彩票產品是中國中低收入人士的消費產品的一部分。隨著中國國內生產總值持續增長，加上個人收入增加，「財富效應」亦由中國沿海地區趨向至內陸省份，中國彩票市場將會繼續增長，這有助擴大本集團在中國的優勢。我們相信，集團將繼續受惠於這個持續增長的勢頭。

GEOGRAPHICAL COVERAGE OF OUR LOTTERY BUSINESS

彩票業務覆蓋省市



Management Discussion and Analysis (continued)

管理層討論及分析 (續)

Welfare Lottery

The Group has a substantial participation in the Welfare Lottery Computer Ticket Games (“Welfare CTG”) business through its subsidiary Sinodata. Our Group’s Welfare CTG business involves the provision of operating system, hardware, maintenance and development for Welfare CTG games for the China Welfare Lottery. In 2006, the sales of Welfare CTG games achieved a new record high of approximately RMB44 billion, which accounted for approximately 90% of the total sales of the China Welfare Lottery. Given the already substantial and more established base for the Welfare CTG business, we believe that the Welfare CTG market will enjoy a period of stable, sustainable and continuing growth for the coming years which is likely to track the growth in disposable income for China.

Our Welfare CTG business covered 13 provinces in China in 2006 (which has since been further increased as more provinces have been added after the end of the financial year out of which approximately 50% of the provinces covered is on a revenue sharing basis). Currently, it has deployed over 40,000 lottery machines in China. Our Group is the largest provider for the Welfare CTG business in China in 2006 commanding approximately 50% market share.

Furthermore, the Group’s initiative in Welfare CTG games development has also achieved significant breakthrough in that our High Frequency 2D game will be officially rolled out in the third quarter of 2007 after our successful completion of the testing and review by various regulatory authorities in China. Our income from the provision of games is on a revenue sharing basis.

The Group is also actively involved in the Instant Lottery business for Welfare Lottery (Scratch Cards) in China (“SC business”) through our subsidiary Guard Libang. In the SC business, the Group provides games, system software and hardware, verifications and anti-counterfeiting technologies as well as logistical tracking systems to the Instant Ticket Games for Welfare Lottery based on the approved proprietary and patented technology of Guard Libang. Guard Libang is the sole system provider to the SC business in China Welfare Lottery. Our SC business covers 14 provinces and we plan to further expand our coverage in SC business by expanding into more provinces in China. Our Group’s revenue from the SC business is based on a revenue sharing model.

福利彩票

集團透過其附屬公司－思樂數據參與福利彩票之電腦彩票（「福利電腦彩票」）業務，主要為中國福利彩票提供彩票運作系統、彩票機、維護及開發福利電腦彩票玩法。於二零零六年，電腦彩票的銷售刷新紀錄，錄得約人民幣440億元，佔中國福利彩票收益約90%。在已確立的電腦彩票業務基礎上，我們相信未來數年隨著國民收入增加，福利電腦彩票市場將步入一個穩定、持久的增長時期。

於二零零六年，我們的福利電腦彩票業務已覆蓋中國13個省份（於財政年度完結後更多省份相繼加入，其中約有50%的省份收入是以若干百分比作為分成），目前，集團在中國提供超過40,000台彩票機，約佔50%市場份額，成為中國最大型福利電腦彩票系統供應商。

此外，集團在開發福利電腦彩票遊戲領域，亦取得重大突破，當中國監管機構完成測試和審查後，我們的高頻2D遊戲將於二零零七年第三季正式推出，集團於提供遊戲的收入是以若干百分比作為分成。

集團亦透過附屬公司戈德利邦積極參與中國福利彩票之即開型彩票（俗稱「刮刮樂」）業務（「即開票業務」）。憑藉戈德利邦所批准之獨有專利技術，集團為福利彩票之即開票業務提供玩法設計、系統軟件及硬件、驗證及防偽技術，以及物流追蹤系統。戈德利邦是中國福利彩票中即開票業務的唯一系統供應商，而集團的即開票業務已分佈中國14個省份，我們並計劃加入更多中國省份，以圖擴大集團即開票業務之覆蓋範圍。集團於即開票業務的收入是以若干百分比作為分成。

Instant Ticket Games have seen its fair share of ups and downs in the past and has, in our view, rejuvenated after the re-launch of the SC business in 2005 with improved anti-counterfeiting measures and more efficient system and distribution support. With the implementation of the 2D bar code verification system and the logistical tracking system, the SC business has gradually regained confidence and popularities with the general public in China which led to a speedy recovery in its sales. In 2005, SC games generated approximately RMB100 million in ticket sales and the figure has already exceeded RMB500 million in 2006. We are very much encouraged by the growth of the SC business in 2006 (i.e. a growth of approximately 500% in a year). We are committed to further developing the SC business in China in 2007 and beyond and we believe that substantial growth opportunities still lie ahead in the coming years.

Sports Lottery

Through our subsidiary Kingsail, our Group is one of the 7 licensed providers to the China Sports Lottery Computer Ticket Games ("Sports CTG"). At the end of 2006, our Group has already won contracts to supply Sports CTG to 2 provinces in China and since then a further province has been added to the list in 2007. Looking into 2007, more provinces will be inviting tender for their Sports CTG systems and our Group will continue its efforts to increase our participations in the Sports CTG market. Since the acquisition of Kingsail was only completed in late December 2006, the results of Kingsail have not been included in the results of the Group for the year ended 31 December 2006.

The results of the lottery business was encouraging. The post-acquisition turnover of the lottery business was approximately HK\$115,043,000, representing 66% of the total turnover. Profit arising from this segment amounted to approximately HK\$39,676,000.

Money Lending

Interest income from money lending decreased slightly by 16% to HK\$10,943,000 (2005: HK\$13,071,000). The Group will continue to adopt strict credit monitoring measures on loan lending.

過往，即開票業務市場經歷興衰，然而，防偽措施經過改良，有效的制度及分銷支援引入下，即開票業務於二零零五年重新投入市場；再加入二維條碼防偽技術及物流追蹤系統，這逐漸恢復中國普羅大眾對即開票業務的信心及增加其普及程度，而其銷售亦迅速回復至以往水平。於二零零五年，即開票業務銷售總額約人民幣1億元，而銷售額在二零零六年已升超過人民幣5億元。即開票業務於二零零六年的增幅，實在令我們感到十分鼓舞（一年增長躍升約500%），我們於二零零七年將致力進一步開發中國即開票業務，我們相信往後仍會有持續的增長機會。

體育彩票

透過附屬公司金帆軟件，集團是7家獲得認可資格向中國體育彩票提供電腦彩票遊戲（「福利體育彩票」）設備的公司之一。於二零零六年底，集團成功取得為兩個中國省份提供福利體育彩票的合約，隨後，更於二零零七年加入多一個省份。展望二零零七年將會有更多省份就福利體育彩票系統進行招標，集團會繼續努力，進一步參與福利體育彩票市場。由於收購金帆軟件之事項於二零零六年十二月底方始完成，因此本集團截至二零零六年十二月三十一日止年度之業績並未包括金帆軟件之業績。

年內彩票業務之業績令人鼓舞。彩票業務於收購事項完成後之營業額約為115,043,000港元，佔本集團總營業額66%。年內此分部之溢利約為39,676,000港元。

貸款業務

貸款業務之利息收入微跌16%至10,943,000港元（二零零五年：13,071,000港元）。集團於審批貸款方面將繼續採取審慎的信貸監管措施。

Management Discussion and Analysis (continued)

管理層討論及分析（續）

Investment Trading and Holding

In view of huge activities in the capital market and buoyant IPO activities during the year, turnover increased to HK\$29,790,000 and the segment profit was HK\$21,097,000 which included the unrealized profit on securities amounted to HK\$15,412,000. The Group is optimistic to see income generated from this business segment.

Financial Services

Notwithstanding a surge of securities trading volume on the Stock Exchange that the average daily turnover increased from HK\$18.3 billion in 2005 to HK\$33.9 billion in 2006, the performance of the Group's broking business and asset management business was affected by increase in interest rate and operating costs as well as keen competition in the industry, including securities trading services offered by retail banks. Turnover of the Group's financial services decreased by 35% to HK\$18,107,000, representing 10% of the total turnover.

Looking Ahead

According to the Ministry of Finance People's Republic of China, the annual sales of lotteries amounted to RMB81.9 billion in 2006. The sales of Welfare Lottery was RMB49 billion in 2006, representing an increase of 20% from 2005, on the other hand, the sales of Sports Lottery increased by RMB2.1 billion to RMB32.3 billion in 2006. According to the Development Research Center of State Council PR China, total lottery revenues in China are forecast to reach RMB100 billion in 2007. We are optimistic about the prospect of the lottery market in China in the coming year. Together with the determination of the Chinese government to clamp down on illegal gambling, the Group believes that there will be a huge growth potential in the lottery market in China. We will continue to identify appropriate investment opportunities to enhance the Group's revenue base and profitability.

Subsequent to the year end in March 2007, the Group entered into two agreements to further acquire an aggregate of 18.94% interest in Sinodata for a total consideration of HK\$235,250,000. Upon completion of the acquisitions, its shareholding in Sinodata will increase to approximately 65%. Details of the transactions are set out in the Company's announcement dated 22 March 2007.

投資買賣及控股業務

於回顧年度，資本市場上有多項大型活動及活躍的首次公開招股活動，營業額增至29,790,000港元，分部溢利為21,097,000港元，其中包括證券之未變現溢利15,412,000港元，集團對於此項業務分部的收入前景感到樂觀。

金融服務

縱然聯交所的證券成交量激增，平均每日成交金額由二零零五年的183億港元增至二零零六年的339億港元，集團之經紀業務及資產管理業務之表現同時受加息及經營成本上漲之壓力影響，與及面對包括因零售銀行相繼推出證券買賣服務產生之業內激烈競爭。集團之金融服務營業額下降35%至18,107,000港元，佔集團總營業額10%。

展望未來

根據中華人民共和國財政部資料顯示，二零零六年的彩票銷售總額為人民幣819億元，福利彩票的銷售額為人民幣490億元，較二零零五年增加20%；另一方面，體育彩票於二零零六年的銷售額亦由人民幣21億元增加至人民幣323億元。根據中國國務院發展研究中心的資料顯示，預測二零零七年的中國彩票銷售總額將達至人民幣1,000億元。集團對中國彩票市場來年之前景非常樂觀；再加上中國政府決心打擊非法賭博，集團認為中國彩票市場實在有著龐大的發展空間。集團將繼續物色適合的投資機會，以加強集團的收入基礎及盈利能力。

年結日後，於二零零七年三月，集團簽訂兩項協議，以進一步增持思樂數據共18.94%權益，收購總代價為235,250,000港元，若收購完成後，其股權將增加至約65%。上述交易詳情載於本公司於二零零七年三月二十二日刊發之公佈。

In April 2007, the Group further extended its market reach to more provinces in the lottery market in China. Sinodata was awarded the contract to provide lottery system software and machines for Xizang (Tibet Autonomous Region) Welfare Lottery Issuance Centre for its Welfare CTG games, while Kingsail secured contract with Sports Lottery Issuance Centre in Liaoning to supply Sports CTG terminals.

During the year, the Group has been proactively identifying suitable investment opportunities in order to enhance the Group's income base and profitability. The Group will continue to focus on lottery-related businesses in China and put in more resources to offer more comprehensive and quality services to the lottery market with a view to enriching its business portfolio and bringing long-term stable returns to our shareholders.

FINANCIAL REVIEW

Result

For the year ended 31 December 2006, the Group recorded a turnover of HK\$173,883,000 (2005: HK\$41,938,000), representing an increase of 315% over the last year. The increase was mainly attributable to the Group's lottery business in China which achieved a turnover of HK\$115,043,000 (represented a partial year impact on turnover after the completion of the respective acquisition in July 2006) and also partly due to the growth in investment trading and holdings activities. Turnover from the trading of listed securities increased to HK\$29,137,000 for the year ended 31 December 2006 (2005: HK\$617,000).

Profit attributable to shareholders for the year was HK\$11,170,000 (2005: loss of HK\$50,700,000). The earnings per share was 0.26 cents (2005: loss per share of 1.69 cents). Fully diluted earnings per share was 0.25 cents (2005: Nil).

Liquidity, Financial Resources and Funding

At 31 December 2006, the Group's total equity amounted to HK\$930,044,000 as compared to HK\$114,572,000 at the end of the previous year. The net increase in equity was mainly attributed to the completion of the capital raising exercises by the Company during the year. The proceeds from the capital raising exercises were mainly used to finance the acquisition of the lottery business in China and to strengthen the working capital base of the Group.

於二零零七年四月，集團在中國福利彩票之市場份額進一步擴大至多個省市。思樂數據獲得為西藏自治區福利彩票發行中心之福利電腦彩票提供彩票銷售管理系統應用軟件及彩票投注機。與此同時，金帆軟件亦與遼寧省體育彩票發行中心簽訂合約，提供體育彩票銷售終端機。

集團於年內一直積極物色合適之投資機會，藉以壯大集團的收入基礎和盈利能力。集團將繼續集中中國彩票相關業務，並投放更多資源，從而為彩票市場提供更完備及優質之服務，以圖強化集團業務之組合及為股東帶來長遠的穩定回報。

財務回顧 業績

於截至二零零六年十二月三十一日止年度，本集團錄得173,883,000港元（二零零五年：41,938,000港元）之營業額，較去年上升315%，主因是本集團之中國彩票業務營業額達115,043,000港元（反映於二零零六年七月完成收購事項後對營業額產生之部分年度影響），而部分原因則為投資買賣及控股業務之增長。上市證券買賣之營業額於截至二零零六年十二月三十一日止年度增加至29,137,000港元（二零零五年：617,000港元）。

年內股東應佔溢利為11,170,000港元（二零零五年：虧損50,700,000港元）。每股盈利為0.26仙（二零零五年：每股虧損1.69仙），每股全面攤薄盈利為0.25仙（二零零五年：無）。

流動資金、財務資源及融資

於二零零六年十二月三十一日，本集團之股東權益總額為930,044,000港元，去年年底則為114,572,000港元。權益錄得增加淨額，主要是由於本公司年內完成集資活動所致。集資活動所得款項主要用作收購中國彩票業務之資金，以及強化本集團之營運資金基礎。

Management Discussion and Analysis (continued)

管理層討論及分析 (續)

At 31 December 2006, the Group had cash reserves of approximately HK\$164,867,000 (2005: HK\$27,181,000), which include approximately HK\$17,633,000 (2005: HK\$22,161,000) of clients' funds that were kept in designated segregated bank accounts.

The gearing ratio as at 31 December 2006 was 14.89% (2005: 179%). The gearing ratio was derived by dividing the aggregate of bank borrowings by the amount of shareholders' equity. The liquidity ratio of the Group, represented by a ratio between current assets over current liabilities, was 341% (2005: 142%).

The Group had outstanding bank borrowings as at 31 December 2006 of HK\$138,444,000 (2005: HK\$205,579,000). The bank borrowings were denominated in Hong Kong dollars and Renminbi and interest bearing at prevailing commercial lending rates. The Group's bank deposit of HK\$123,304,000 and listed investments belonging to clients were pledged to secure these bank borrowings which were used to finance the Group's operations. We expect that all these borrowings will be repaid by internal generated funds. Subsequently after the year end, the secured loan of HK\$122,509,000 has been repaid.

Taking into account the financial resources available to the Group including internally generated funds and available banking facilities, the Group has sufficient working capital to meet its present requirements.

Pledge of Assets

At 31 December 2006, the Group's bank deposit of HK\$123,304,000 and listed investments belonging to clients and the Group with total market value of approximately HK\$21,871,000 and HK\$nil respectively (2005: HK\$89,042,000 and HK\$13,348,000 respectively) were pledged to banks to secure the bank borrowings granted to the Group. Subsequently after the year end, the charge on the pledged deposit has been released as a result of repayment of certain bank borrowings after year end.

於二零零六年十二月三十一日，本集團有現金儲備約164,867,000港元（二零零五年：27,181,000港元），包括存放於指定銀行獨立賬戶之客戶資金約17,633,000港元（二零零五年：22,161,000港元）。

於二零零六年十二月三十一日之負債比率為14.89%（二零零五年：179%）。負債比率為將銀行貸款總額除以股東資金總額。本集團以流動資產除以流動負債計算之流動資金比率為341%（二零零五年：142%）。

本集團於二零零六年十二月三十一日有未償還之銀行貸款138,444,000港元（二零零五年：205,579,000港元）。銀行貸款以港元及人民幣為單位，並以現行商業貸款利率計息。本集團之銀行存款123,304,000港元及屬於客戶之上市投資，已用作抵押用於撥付本集團營運所需之該等銀行貸款。預期上述所有貸款將以內部資金償還。於結算日後，本集團已償還有抵押貸款122,509,000港元。

連同本集團可動用之財務資源（包括內部資金及可動用銀行信貸），本集團具備足夠營運資金應付現時需要。

資產抵押

於二零零六年十二月三十一日，本集團之銀行存款123,304,000港元以及屬於客戶及本集團所有總市值分別約21,871,000港元及零港元（二零零五年：分別為89,042,000港元及13,348,000港元）之上市投資已抵押予銀行，作為本集團獲授銀行貸款之擔保。由於若干銀行貸款已於結算日後償還，故此，有抵押存款之押記已於結算日後撥回。

Share Capital

During the year, the Company issued 1,200,000,000 new shares of HK\$0.01 each at a price of HK\$0.2 per share pursuant to a subscription agreement dated 23 March 2006. Details of which are set out in the circular of the Company dated 12 June 2006. 730,000,000 new shares of HK\$0.01 each were issued at a price of HK\$0.35 per share pursuant to a subscription agreement dated 1 August 2006 as amended by a supplemental agreement dated 2 August 2006.

Pursuant to the share purchase agreement dated 15 March 2006, 500,000,000 new shares of HK\$0.01 each were issued by the Company in July 2006 at a price of HK\$0.15 per share to satisfy part of the consideration for the acquisition of the entire issued share capital of Multi Glory Limited. Details of the acquisition are set out in the Company's circular dated 12 June 2006.

Pursuant to the share purchase agreement dated 25 July 2006, 240,000,000 new shares of HK\$0.01 each were issued by the Company in November 2006 at a price of HK\$0.37 per share to satisfy part of the consideration for the acquisition of the entire issued share capital of Happy Sun Technologies Ltd. Details of the acquisition are set out in the Company's circular dated 18 August 2006.

247,000,000 new shares of HK\$0.01 each were issued and allotted during the year upon exercise of share options granted by the Company.

Save as the above, there was no change in the Company's capital structure during the year ended 31 December 2006.

股本

年內，本公司根據於二零零六年三月二十三日訂立的認購協議，按每股作價0.2港元發行1,200,000,000股每股面值0.01港元的新股，有關詳情載於本公司於二零零六年六月十二日刊發之通函內。根據於二零零六年八月一日訂立的認購協議（經於二零零六年八月二日訂立之補充協議修訂），本公司按每股作價0.35港元發行730,000,000股每股面值0.01港元的新股。

根據於二零零六年三月十五日訂立的購股協議，本公司於二零零六年七月按每股作價0.15港元發行500,000,000股每股面值0.01港元的新股，以支付收購Multi Glory Limited全部已發行股本之部分代價。有關收購事項之詳情載於本公司於二零零六年六月十二日刊發之通函內。

根據於二零零六年七月二十五日訂立的購股協議，本公司於二零零六年十一月按每股作價0.37港元發行240,000,000股每股面值0.01港元的新股，以支付收購Happy Sun Technologies Ltd全部已發行股本之部分代價。有關收購事項之詳情載於本公司於二零零六年八月十八日刊發之通函內。

本公司於年內因本公司授出的購股權獲行使而發行及配發247,000,000股每股面值0.01港元的新股。

除上文所述者外，於截至二零零六年十二月三十一日止年度內，本公司的股本結構並無改變。

Management Discussion and Analysis (continued)

管理層討論及分析（續）

Exchange Rate Risk

All the Group's assets, liabilities and transactions are denominated either in Hong Kong dollar or Renminbi. The Group did not enter into any foreign exchange forward contracts to hedge against exchange rates fluctuations. Foreign exchange risk arising from the normal course of operations is considered to be minimal and the management will closely monitor the fluctuation in the currency and take appropriate actions when condition arises.

Material Acquisitions and Disposals of Subsidiaries

On 15 March 2006, the Group entered into a share purchase agreement with Magic Dynasty Limited under which the Group agreed to acquire the entire issued share capital of Multi Glory Limited, a company which was holding an indirect interest in 45.436% of the registered capital of Sinodata. The consideration payable for the acquisition is HK\$227,880,000 which is to be satisfied as to HK\$152,880,000 in cash and as to HK\$75,000,000 by the issue of 500,000,000 consideration shares at a price of HK\$0.15 per share. Details of the acquisition are set out in the Company's circular dated 12 June 2006. The transaction has been completed in July 2006.

On 25 July 2006, the Group entered into a share purchase agreement with Gain Silver International Limited under which the Group agreed to acquire the entire share capital of Happy Sun Technologies Ltd which, upon completion, will indirectly own 70% of Guard Libang. The consideration payable for the acquisition is HK\$157,040,000 which is to be satisfied as to HK\$68,240,000 in cash and as to HK\$88,800,000 by the issue of 240,000,000 consideration shares at a price of HK\$0.37 per share. Details of the acquisition are set out in the Company's circular dated 18 August 2006. The transaction has been completed in November 2006.

匯率風險

本集團之所有資產、負債及交易以港元或人民幣計算。在一般業務過程中，外匯風險極微，故本集團並無訂立任何外匯遠期合約對沖外匯波動。管理層將密切監察外匯波動，並於有需要時採取適當行動。

重大收購及出售附屬公司

於二零零六年三月十五日，本集團與 Magic Dynasty Limited 訂立購股協議，據此，本集團同意收購間接持有思樂註冊資本 45.436% 權益之 Multi Glory Limited 之全部已發行股本。就收購事項應付之代價為 227,880,000 港元，其中 152,880,000 港元以現金支付，而 75,000,000 港元則以按每股 0.15 港元之價格發行 500,000,000 股代價股份支付。有關收購事項之詳情載於本公司於二零零六年六月十二日刊發之通函內。該項交易已於二零零六年七月完成。

於二零零六年七月二十五日，本集團與 Gain Silver International Limited 訂立購股協議，據此，本集團同意收購將於完成後間接擁有戈德利邦 70% 權益之 Happy Sun Technologies Ltd 之全部股本。就收購事項應付之代價為 157,040,000 港元，其中 68,240,000 港元以現金支付，而 88,800,000 港元則以按每股 0.37 港元之價格發行 240,000,000 股代價股份支付。有關收購事項之詳情載於本公司於二零零六年八月十八日刊發之通函內。該項交易已於二零零六年十一月完成。

Management Discussion and Analysis (continued)

管理層討論及分析(續)

On 8 August 2006, the Group entered into a sale and purchase agreement with Grand Langley Limited for the acquisition of the entire issued share capital of Pentium Win Limited at the consideration of HK\$29,000,000. Upon completion of the transaction, Pentium Win Limited shall be indirectly interested in 58% of the registered capital of Kingsail. Details of the acquisition are set out in the Company's announcement dated 9 August 2006. The transaction has been completed in December 2006.

Apart from the above, the Group had no material acquisition and disposal of subsidiaries during the year ended 31 December 2006.

Human Resources

As at 31 December 2006, the Group had 406 employees.

The Group remunerated its employee mainly based on the individual's performance and experience. Apart from the basic remuneration, discretionary bonus and share options may be granted to eligible employees by reference to the Group's performance as well as individual's performance.

The Group will continue to emphasize on staff training and total quality management to better prepare its staff for the upcoming changes and challenges in the market and industry.

APPRECIATION

On behalf of the Board, I would like to take this opportunity to express my sincere thanks to all our shareholders and business partners for their continuous support, and to our management and staff for their dedication to the Group throughout the year.

For and on behalf of the Board

Chan How Chung, Victor
Executive Director

Hong Kong, 27 April 2007

於二零零六年八月八日，本集團與Grand Langley Limited就以代價29,000,000港元收購Pentium Win Limited全部已發行股本訂立買賣協議。交易完成後，Pentium Win Limited將間接擁有金帆軟件註冊資本58%權益。收購事項之詳情載於本公司於二零零六年八月九日之公佈內。該項交易已於二零零六年十二月完成。

除上文所述者外，截至二零零六年十二月三十一日止年度，本集團並沒有重大收購及出售附屬公司。

人力資源

於二零零六年十二月三十一日，本集團共有406名僱員。

本集團主要按個別員工之表現及經驗釐定僱員薪酬。除基本酬金外，本集團亦會按本集團業績表現及個別員工表現向合資格僱員發放不定額花紅及購股權。

本集團將繼續重視員工培訓及全面品質管理，使員工能作好充份準備，面對市場及行業未來的轉變及挑戰。

致謝

本人謹藉此機會代表董事會，對各股東及業務夥伴在過去一年給予本集團不斷的支持和信任致以衷心謝意。同時，特此致謝管理層及各員工對公司業務的熱誠投入及忠誠。

代表董事會

執行董事
陳孝聰

香港，二零零七年四月二十七日

Biographical Details of Directors and Senior Management

董事及高級管理人員履歷

EXECUTIVE DIRECTORS

CHAN How Chung, Victor, aged 46, was appointed as an executive director of the Company on 4 July 2002. Mr Chan is responsible for the strategic development and overall operations of the Group. He holds a LLB degree and is a professionally qualified accountant. He has over 22 years of experience in corporate restructurings and reorganizations, mergers and acquisitions, primary and secondary capital raisings, wealth management and corporate finance.

BOO Chun Lon, aged 42, was appointed as an executive director of the Company on 14 September 2004 and is responsible for the development of the Group. He holds a bachelor degree of arts from the University of Winnipeg in Canada. Prior to joining the Company, he has been the marketing manager of Great Tone Limited, an international manufacturing company.

執行董事

陳孝聰，46歲，於二零零二年七月四日獲委任為執行董事，負責本集團策略發展及整體營運。陳先生為專業會計師，同時亦持有英國法律學士學位。彼擁有逾22年企業重組、合併收購、主要及次要集資、財富管理及企業融資方面之經驗。

巫峻龍，42歲，於二零零四年九月十四日獲委任為執行董事，負責本集團之發展。巫先生持有加拿大University of Winnipeg之文學士學位。巫先生於加入本公司前，曾為一家國際生產商鉅同有限公司之市場經理。

INDEPENDENT NON-EXECUTIVE DIRECTORS

YUEN Wai Ho, aged 47, obtained a master in business administration from the University of Bath in England in 1988. Mr Yuen is a fellow member of both the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants, an associate member of the Chartered Institute of Management Accountants and the Institute of Chartered Secretaries & Administrators. Mr Yuen has more than 20 years of experience in auditing and commercial fields, 10 of which were working in multinational companies. He is currently a partner of a firm of certified public accountants. Prior to that, Mr Yuen served as Group Financial Controller of a listed company in Hong Kong.

CHOW Siu Ngor, aged 51, is a practicing solicitor in Hong Kong. Mr Chow graduated from the Chinese University of Hong Kong in 1981 with an honors degree in Social Science. He then obtained an honors degree in Laws from the University of Birmingham in 1987. Mr Chow was admitted as a solicitor of the Supreme Court of Hong Kong in 1990 and has been in private practice since then. Currently, Mr Chow is a Partner of Arculli Fong & Ng, Solicitors. Mr Chow also serves as an independent non-executive director of four other listed companies in Hong Kong namely CCT Tech International Limited, eForce Holdings Limited, China Solar Energy Holdings Limited and Premium Land Limited respectively.

LEE Ka Lun, aged 52, is a fellow member of the Association of Chartered Certified Accountants in UK and a member of the Hong Kong Institute of Certified Public Accountants and is currently a director of Lloyds TSB Pacific Limited. Mr Lee also serves as an independent non-executive director of three other listed companies in Hong Kong namely Denway Motors Limited, Chow Sang Sang Holdings International Limited and Guangzhou Investment Company Limited.

獨立非執行董事

阮煒豪，47歲，於一九八八年畢業於英國 University of Bath，持有工商管理學碩士學位。阮先生為香港會計師公會及特許公認會計師公會之資深會員，並為英國特許管理會計師公會及英國特許秘書及行政人員公會之會員。阮先生於賬目審核及商業方面擁有逾20年經驗，其中10年為任職於國際企業。彼現時為一家執業會計師行之合夥人。在此之前，阮先生曾出任一家香港上市公司之集團財務總監。

鄒小岳，51歲，為香港執業律師。鄒先生於一九八一年在香港中文大學畢業，獲得社會科學榮譽學位。鄒先生其後於一九八七年取得伯明翰大學法律榮譽學位。彼於一九九零年獲錄取為香港高等法院律師，自此起已私人執業。目前，彼為夏佳理方和吳正和律師事務所之合夥人。鄒先生亦為另外四家香港上市公司中建科技國際有限公司、意科控股有限公司、華基光電能源控股有限公司及上海策略置地有限公司之獨立非執行董事。

李家麟，52歲，為英國特許公認會計師公會資深會員及香港會計師公會會員，現任萊斯遠東有限公司董事。李先生亦為另外三家香港上市公司駿威汽車有限公司、周生生集團國際有限公司及越秀投資有限公司之獨立非執行董事。

Biographical Details of Directors and Senior Management (continued)

董事及高級管理人員履歷(續)

SENIOR MANAGEMENT

HUNG Hing Wai, aged 51, is a director of REXCAPITAL Securities Limited and is responsible for supervising the dealing activities and certain approval functions like credit approval of the Group. Mr Hung has about 25 years of experience in the industry.

LI Kwok Tung, aged 35, is the responsible officer of REXCAPITAL Securities Limited, REXCAPITAL Futures Limited and REXCAPITAL Asset Management Limited. Mr Li has over 18 years experience in the finance sector and is mainly responsible for the management of the Group's securities and futures business.

WOO Ming Wah, aged 36, is the Financial Controller of the Group. Mr Woo is an associate member of the Hong Kong Society of Accountants and a member of the American Institute of Certified Public Accountants. Mr Woo has over 10 years of experience in the field of auditing and financial management.

高級管理人員

孔慶偉，51歲，為御泰證券有限公司之董事，負責監督本集團之買賣活動及若干審批工作（例如信貸審批）。孔先生在行內累積近25年經驗。

利國東，35歲，為御泰證券有限公司、御泰期貨有限公司及御泰資產管理有限公司之負責人員。利先生於金融業務方面擁有逾18年經驗，主要管理本團之證券及期貨業務。

胡明華，36歲，為本集團之財務總監。胡先生為香港會計師公會及美國會計師協會之會員。胡先生於賬目審核及財務管理方面擁有逾10年經驗。

XIONG Wei, aged 43, an executive director of Beijing Guard Libang Technology Co., Ltd. Mr Xiong holds a bachelor degree of Economics from Jiangxi University of Finance & Economics. He worked in Bank of China (Jiangxi Branch), Hainan Chong Huang Investment Company and Hubei Oriental Investment Co., Ltd, and has over 20 years experience in banking business and emerging markets development and management. Mr Xiong joined Beijing Guard Libang Technology Co., Ltd since 2005 as the general manager.

WANG Xiangbo, aged 45, is the chairman and general manager of Beijing Guard Libang Technology Co., Ltd. Mr Wang graduated from the Hunan University with a master degree in Business Administration. Prior to joining Guard Libang, he was appointed as vice president of China Southern Airlines Power Machinery Company in 1993 and was responsible for sales. He specialized in large scale operation management and international venture, especially in nationwide marketing management. He was the general manager of Tianjin Nankai Co., Ltd., a listed company in China between 2000 to 2003. Mr Wang joined Beijing Guard Libang Technology Co., Ltd since 2004.

ZHAO Xuejun, aged 41, was appointed as a director and general manager of Shenzhen Sinodata Technology Co., Ltd. and is responsible for the overall operational management of Sinodata. Mr Zhao holds a M.Sc. and a Ph.D degree of photoelectric equipment and mechanical engineering from Chongqing University. He joined Sinodata in 1998 and has been engaged in the research and development and project management work on lottery system solutions, and equipment as well as lottery games for long time. He has led the planning and implementation of issuance and administration system of Computer Ticket Games in welfare lottery for 13 provinces in China and has extensive experience in lottery development strategy, technology R&D and corporate management.

熊偉，43歲，為北京戈德利邦科技有限公司之執行董事。熊先生畢業於中國江西財經大學，擁有經濟學學士學位。彼曾任職於中國銀行江西省分行、中國海南省海南中皇投資公司及中國湖北東方投資有限公司，於銀行業務及新興市場的開拓與管理等方面擁有逾20年豐富經驗。熊先生於2005年加入北京戈德利邦科技有限公司任總經理。

王湘波，45歲，為北京戈德利邦科技有限公司之董事長兼總經理。王先生畢業於中國湖南大學，擁有工商管理碩士學位。於加入戈德利邦前，彼曾於1993年獲委任為中國南方航空動力機械公司之副總裁，負責公司之行銷工作。彼專門於大型企業之經營管理與國際合作，特別是全國市場之行銷管理工作。於2000年至2003年間，彼出任天津南開戈德股份有限公司（一家於中國上市之公司）之總經理。王先生於2004年加入北京戈德利邦科技有限公司。

趙學軍，41歲，獲委任為深圳市思樂數據技術有限公司之董事及總經理，負責公司全面經營管理。趙先生畢業於重慶大學光電精密儀器及機械系，獲理學碩士及工學博士學位。彼於1998年加入思樂，長期從事彩票系統解決方案、投注設備及彩票玩法的研發和專案管理工作。彼領導完成了全國13個省電腦福利彩票發行及管理系統的策劃及實施工作，對彩票業務發展戰略、相關技術產品研發、企業經營管理等方面具有深刻的理解和豐富的經驗。

Management For Lottery Business (continued)

彩票業務管理人員（續）

XU Siping, aged 48, is the deputy chairman and consultant of Shenzhen Sinodata Technology Co., Ltd. Mr Xu graduated from Dalian University of Technology. He has years of extensive experience in lottery industry in China, including State development policy, corporate operating strategy, market operation and management of investment assets.

PAN Baochang, aged 57, the consultant and chief scientist of Shenzhen Sinodata Technology Co., Ltd. Mr Pan holds a Ph.D of photoelectric equipment and mechanical engineering from Chongqing University. Mr Pan has great achievement and contributions in the research and product development of computer image processing and intelligence identification technology, auto reading system, lottery issuance and administration system.

PAN Jinqiang, aged 52, is the director of Shenzhen Sinodata Technology Co., Ltd. Mr Pan is a senior economist with qualification in Industrial Management from China Central Radio and TV University and EMBA from Tsinghua University. Mr Pan was formerly the director of Sichuan Leshan Bixi Information Technology Research Institute. He has been working in the lottery industry in China since 1993 and has rich managerial experience and unique point of view on the development of the industry, community relation, as well as development strategy, operational management and asset management of lottery enterprise.

徐斯平，48歲，為深圳市思樂數據技術有限公司副董事長及顧問。徐先生畢業於大連理工大學，長期投身於中國彩票行業，於國家發展政策、公司經營戰略、市場運作及資產經營方面具有豐富經驗。

潘保昌，57歲，為深圳市思樂數據技術有限公司顧問及首席科學家。潘先生畢業於重慶大學光電精密儀器及機械系，持有工學博士學位。潘先生在電腦圖像處理及智慧識別技術、自動閱讀系統、彩票發行及管理系統等高新技術領域研究及產業化實踐方面卓有建樹，屢獲業界殊榮。

潘金強，52歲，為深圳市思樂數據技術有限公司董事。潘先生為高級經濟師，擁有中央廣播電視大學工業企業管理專業及清華大學高級管理人員工商管理碩士。潘先生曾任四川樂山市畢希資料工程研究所所長，1993年起一直在中國彩票行業工作，對行業發展、公共關係協調，以及彩票企業發展戰略、經營管理及資產運營等方面均有豐富的管理經驗和獨到的見解。彼為思樂公司的組建和發展壯大作出不懈努力和貢獻。

Management For Lottery Business (continued)

彩票業務管理人員（續）

XU Sifan, aged 48, is the consultant of Shenzhen Sinodata Technology Co., Ltd. Mr Xu is an engineer, registered architect and holds a MBA degree. He was formerly the official engineer and the principal of Jiangxi Jingde Residential Design Institute, deputy manager of Jingdezhen City Zhongkian Gongcheng Jianshe Bangongshi, deputy chief commander of Jiangxi Jingde Airport Engineering Work, director and deputy general manager of Sinodata. He has years of extensive experience in the lottery industry in China, lottery development strategy, operational management, supplier management, marketing and customer service.

ZHU Yi, aged 39, is the deputy general manager of Shenzhen Sinodata Technology Co., Ltd. is in charge of the marketing functions. He graduated from Chongqing University with a bachelor degree of Electrical Engineering. Since 1993, Mr Zhu has been working in the lottery industry of China. He has long been engaged in the research and development of the lottery market, and is responsible for the sales and marketing of the Computer Ticket Games project of more than ten provinces in China. He has extensive experience and has outstanding achievements in anticipating the development trend of the lottery industry, capturing marketing opportunities and market operation.

LI Xue Jun, aged 33, was appointed as supervisor of Shenzhen Sinodata Technology Co., Ltd. in January 2005. He is currently the deputy general manager of the Company, and is in charge of technical matters. He graduated from Chongqing University in the department of photoelectric equipment and mechanical engineering with a master degree in Engineering. Mr. Li has been responsible for the planning and development of the lottery issue and management system. He has completed the implementation of the technological solutions and engineering tasks of the Computer Ticket Games issue and management system in 13 provinces in China, with which he was awarded the prize of "Excellent New Product" of the Guangdong Province and a number of national patents. With extensive experience in the planning of total lottery solutions and the development and implementation of relevant products, he has exceptional insights into and practical experience of the application of relevant lottery technologies and their development prospects.

徐思凡，48歲，現任深圳市思樂數據技術有限公司之顧問。徐先生為工程師及國家註冊建築師，擁有工商管理碩士學位。彼曾任景德鎮市住宅設計研究所主任工程師及所長，江西景德鎮市重點工程建設辦公室副主任、景德鎮機場建設工程指揮部副總指揮、深圳市思樂資料技術有限公司董事及常務副總經理。彼長期投身於中國彩票行業，在彩票企業發展戰略、經營管理、供應商管理、市場拓展及客戶維護等方面具有豐富的管理經驗。

朱毅，39歲，現擔任深圳市思樂數據技術有限公司副總經理，分管公司市場工作。畢業於重慶大學電氣工程系，工學學士。朱毅先生1993年起一直在中國彩票行業工作，長期從事彩票市場的研究和拓展工作，負責全國十餘省電腦福利彩票專案的市場行銷工作，對彩票行業發展走向、市場機會把握和運作具有豐富的經驗和卓越的成效。

李學俊，33歲，於2005年1月起獲委任為深圳市思樂數據技術有限公司監事。現任公司副總經理，分管公司技術工作。彼畢業於重慶大學光電精密儀器及機械系，獲工學碩士學位。李學俊先生一直負責彩票發行及管理系統的規劃和開發工作，負責完成了全國13個省電腦福利彩票發行管理系統的技術方案及工程實施工作，獲得過廣東省優秀新產品獎、多項國家專利。對彩票總體解決方案規劃和相關產品開發及實施具有的豐富的經驗，對彩票相關技術的應用和發展具有獨到的理解和實務經驗。

Corporate Governance Report

企業管治報告

CODE ON CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintain a high standard of corporate governance practices as set out in the Code on Corporate Governance Practice (the “Code”) in Appendix 14 of the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

The corporate governance principles of the Company emphasize a quality board of directors, sound internal control, principles and transparency and accountability to all shareholders of the Company. The Company has complied with the Code throughout the accounting period covered by this report except in certain circumstances which are provided and discussed in the latter part of this report.

BOARD OF DIRECTORS

The directors of the Company (the “Directors”) are collectively responsible for the oversight of the management of business and affairs of the Group of the best interest of the shareholders of the Company. The Board currently comprises a total of five Directors, with two Executive Directors namely Mr Chan How Chung, Victor and Mr Boo Chun Lon and three Independent Non-executive Directors namely Mr Yuen Wai Ho, Mr Chow Siu Ngor and Mr On Kien Quoc. On 17 April 2007, Mr On Kien Quoc resigned as an Independent Non-executive Director and Mr Lee Ka Lun was appointed as an Independent Non-executive Director on the same date. The biographic details of the Directors are set out on pages 14 to 15.

All Independent Non-executive Directors are financially independent from the Group. The Company confirmed with all Independent Non-executive Directors as to their independence with reference to the factors as set out in Rule 3.13 of the Listing Rules.

The Board is collectively responsible for the formulating of the Group’s overall strategy, reviewing and monitoring the business performance of the Group, preparing and approving financial statements, recommendation of the Directors’ appointment or re-appointment, considering and approving material contracts and transactions as well as other significant policy and financial matters. The Board also gives clear directions as to the powers delegated to the management for the day-to-day operation and administration functions of the Group.

企業管治常規守則

本公司根據香港聯合交易所有限公司證券上市規則（「上市規則」）附錄14所載的企業管治常規守則（「該守則」）之規定，致力維持高水平的企業管治。

本公司的企業管治原則著重高質素的董事會、健全的內部監控、良好的原則、以及對本公司全體股東的透明度及問責性。本公司在本年報所覆蓋的整個會計期間內一直遵守該守則，惟於本報告稍後部分列載及討論的若干情況則除外。

董事會

本公司之董事（「董事」）共同負責監察本集團業務及事務的管理工作，以符合本公司股東的最佳利益。董事會目前由合共五名董事組成，包括兩名執行董事陳孝聰先生及巫峻龍先生，以及三名獨立非執行董事阮煒豪先生、鄧小岳先生及溫國堅先生。於二零零七年四月十七日，溫國堅先生辭任獨立非執行董事一職，而李家麟先生則於同日獲委任。各董事的履歷詳情載於第14至15頁。

所有獨立非執行董事在財政上均獨立於本集團。本公司經參照上市規則第3.13條所載的因素，確認全體獨立非執行董事的獨立性。

董事會共同負責制訂本集團之整體策略、檢討及監察本集團之業務表現、編製及批准財務報表、就委任或續任董事提出推薦意見、考慮及批准重大合約及交易以及其他重大政策及財務事宜。董事會亦會就授予管理層於本集團日常營運及行政職能之權力給予清晰指引。

Corporate Governance Report (continued)

企業管治報告(續)

There were six board meetings held for the year ended 31 December 2006. The following was an attendance record of the board meetings held by the Board during the year:

截至二零零六年十二月三十一日止年度，董事會曾舉行六次董事會會議。以下為董事會於年內舉行董事會會議之出席紀錄：

<i>Executive Directors</i>	<i>執行董事</i>		
Chan How Chung, Victor	陳孝聰	6/6	100%
Lee Huei Lin (Note)	李慧玲 (附註)	3/4	75%
(retired on 19 June 2006)	(於二零零六年六月十九日退任)		
Boo Chun Lon	巫峻龍	5/6	83%
<i>Independent Non-executive Directors</i>	<i>獨立非執行董事</i>		
Yuen Wai Ho	阮煒豪	5/6	83%
On Kien Quoc	溫國堅	4/6	67%
(resigned on 17 April 2007)	(於二零零七年四月十七日辭任)		
Chow Siu Ngor	鄒小岳	6/6	100%

Note:

附註：

Ms Lee Huei Lin ceased to be an executive director of the Company since 19 June 2006 and there were totally four board meetings held for the period from 1 January 2006 to 16 June 2006.

李慧玲女士自二零零六年六月十九日起不再為本公司之執行董事，由二零零六年一月一日至二零零六年六月十六日止期間共召開了四次董事會會議。

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The Company does not at present have a Chairman nor a Chief Executive Officer. Nevertheless, the main duties and responsibilities of a Chairman and a Chief Executive Officer are currently held by separate individuals with written guidelines for the division of responsibilities with a view to maintain an effective segregation of duties between the management of the Board and the day-to-day management of the Group's business and operations.

主席及行政總裁

本公司目前並無主席或行政總裁。然而，為維持董事會管理層與本集團業務及營運的日常管理職責得以有效區分，主席及行政總裁之主要職務及責任目前由獨立之個別人士根據有關區別責任的書面指引擔任。

The Company will continue to review the effectiveness of the Group's corporate governance structure and consider the appointment of a Chairman of the Board and a Chief Executive Officer if candidates with suitable leadership, knowledge, skills and experience can be identified within or outside the Group.

本公司將繼續檢討本集團企業管治架構之成效，並考慮於本集團內部或以外物色具備領導才能、知識、技能及經驗的合適人選分別擔任董事會主席及行政總裁職位。

Corporate Governance Report (continued)

企業管治報告 (續)

REMUNERATION COMMITTEE

The Remuneration Committee was established on 23 September 2005. It currently consists of three Independent Non-executive Directors of the Company namely Mr Yuen Wai Ho, Mr Chow Siu Ngor (as Chairman) and Mr On Kien Quoc (resigned as a member on 17 April 2007). Mr Lee Ka Lun was appointed as a member on 17 April 2007.

The main responsibilities of the Remuneration Committee are:

1. To make recommendations to the board on the Company's policy and structure for all remuneration of Directors and senior management;
2. To have the delegated responsibility to determine the specific remuneration packages of all executive Directors and senior management;
3. To review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time;
4. To review and approve the compensation payable to executive Directors and senior management in connection with any loss or termination of their office;
5. To review and approve compensation arrangements relating to dismissal or removal of Directors; and
6. To ensure that no Director or any of his associates is involved in deciding his own remuneration.

薪酬委員會

薪酬委員會於二零零五年九月二十三日成立，目前由三名本公司獨立非執行董事組成，包括阮煒豪先生、鄒小岳先生（主席）及溫國堅先生（於二零零七年四月十七日辭任成員一職）。李家麟先生於二零零七年四月十七日獲委任為成員。

薪酬委員會的主要職務如下：

1. 就有關本公司董事及高級管理層的所有薪酬之政策及結構向董事會作出推薦意見；
2. 具有指定的責任以制定全體執行董事及高級管理層的特定薪酬方案；
3. 參考董事會不時決議的公司目標及宗旨以檢討及批准與表現掛鈎的酬金；
4. 檢討及批准因執行董事及高級管理層失去職位或終止職務而應付予彼等的賠償；
5. 檢討及批准有關解僱或罷免董事的賠償安排；及
6. 確保並無董事或其任何聯繫人士參與決定其本身的酬金。

There was one meeting held for the year ended 31 December 2006. The following was an attendance record of the remuneration committee meeting held by the Remuneration Committee Meeting during the year:

<i>Remuneration Committee Members</i>	<i>薪酬委員會成員</i>		
Yuen Wai Ho	阮煒豪	1/1	100%
On Kien Quoc (resigned on 17 April 2007)	溫國堅 (於二零零七年四月十七日辭任)	0/1	0%
Chow Siu Ngor	鄒小岳	1/1	100%

截至二零零六年十二月三十一日止年度，薪酬委員會曾舉行一次會議。以下為薪酬委員會於年內舉行的會議之出席紀錄：

The remuneration packages of the Board for the year ended 31 December 2006 had been reviewed by the Remuneration Committee and approved by the Board by taking into consideration factors such as salaries paid by comparable companies, time commitment, responsibility, market conditions elsewhere in the Group and desirability of performance-based remuneration.

董事會截至二零零六年十二月三十一日止年度之董事會薪酬方案已由薪酬委員會作出檢討，並獲董事會批准，當中已考慮多項因素如相類公司所給予的薪金、時間的投入、職責、本集團在其他方面的市場狀況及按表現計薪制是否可取。

AUDIT COMMITTEE

The Audit Committee was established on 28 September 2000. It currently consists of three Independent Non-executive Directors of the Company namely Mr Yuen Wai Ho (as Chairman), Mr Chow Siu Ngor and Mr On Kien Quoc (resigned on 17 April 2007). Mr Lee Ka Lun was appointed as a member on 17 April 2007.

審核委員會

審核委員會於二零零零年九月二十八日成立，目前由三名獨立非執行董事組成，包括阮煒豪先生（主席）、鄒小岳先生及溫國堅先生（於二零零七年四月十七日辭任成員一職）。李家麟先生於二零零七年四月十七日獲委任為委員會成員。

The main responsibilities of the Audit Committee are:

審核委員會的主要職務如下：

- | | |
|--|--|
| <ol style="list-style-type: none"> 1. To review the accounting principles and practices adopted by the group; and 2. To review the financial reporting process and internal control system of the Group. | <ol style="list-style-type: none"> 1. 檢討本集團採納的會計準則及慣例；及 2. 檢討本集團財務報告程序及內部監控制度。 |
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Corporate Governance Report (continued)

企業管治報告(續)

There were two Audit Committee meetings held for the year ended 31 December 2006. The following was an attendance record of the Audit Committee meetings held during the year:

截至二零零六年十二月三十一日止年度，審核委員會曾舉行兩次會議。以下為於年內舉行的審核委員會會議之出席紀錄：

<i>Audit Committee Members</i>	<i>審核委員會成員</i>		
Yuen Wai Ho	阮煒豪	2/2	100%
On Kien Quoc (resigned on 17 April 2007)	溫國堅 (於二零零七年四月十七日辭任)	1/2	50%
Chow Siu Ngor	鄒小岳	2/2	100%

The Audit Committee reviewed the independence and objectivity of the external auditors, the scope of audit services and related audit fees payable to the external auditors for the Board's approval. The Audit Committee met and discussed with the external auditors on their audit strategy and assessment of the sufficiency of the internal control of the Company.

審核委員會已檢討外聘核數師的獨立性及客觀性、審核服務範疇及應付外聘核數師的相關審核費用以呈董事會批准。審核委員會亦曾與外聘核數師舉行會議，商討其審核策略及評估本公司內部監控之充足性。

The Audit Committee recommends the re-appointment of Ting Ho Kwan & Chan as the Group's external auditor for 2007 and that the resolution shall be put forth for the shareholders of the Company to consider and approve at the forthcoming annual general meeting.

審核委員會推薦建議續聘丁何關陳會計師行為本集團於二零零七年之外聘核數師，有關決議案將於應屆股東週年大會上向本公司股東提呈以供彼等考慮及批准。

AUDITORS' REMUNERATION

During the year the remuneration paid to the Company's external auditors, Ting Ho Kwan & Chan, Certified Public Accountants, for statutory audit and other services were approximately HK\$1,000,000 and HK\$750,000 respectively. The non-statutory audit services mainly consist of preparation of accountants' report for the acquisition of Multi Glory Limited by the Group.

核數師之酬金

於年內，本公司外聘核數師丁何關陳會計師行（執業會計師）就法定審核及其他服務獲支付分別1,000,000港元及750,000港元。其他非法定審核服務主要為有關本集團收購Multi Glory Limited之收購事項編製會計師報告。

NOMINATION OF DIRECTORS

Company has not formed Nomination Committee. No director was nominated during the year ended 31 December 2006.

According to the bye-laws of the Company ("Bye-laws"), the Company may from time to time in general meeting by ordinary resolution elect any person to be a Director to fill a casual vacancy or as an addition to the Board. The Board also has the power to appoint any person to be a Director to fill a casual vacancy or as an addition to the Board and such appointment shall be subject to shareholders' approval in general meeting.

DIRECTORS' SECURITIES TRANSACTIONS

During the year ended 31 December 2006, the Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Listing Rules as the code for dealing in securities of the Company by the Directors. Having made specific enquiry, all the Directors confirmed that they have complied with the required standard set out in the Model Code throughout the year.

COMPLIANCE WITH THE CODE PROVISIONS

None of the Directors is aware of any information which would reasonably indicate that the Company is not, or was not, throughout the year, in compliance with the Code as set out in Appendix 14 to the Listing Rules, except that Code Provision A.4.1 requires that non-executive directors should be appointed for a specific term, subject to re-election. Currently the Independent Non-executive Directors are not appointed for a specific term, but are subject to retirement by rotation at the Company's annual general meeting as specified in the Bye-laws.

提名董事

本公司並無成立提名委員會。截至二零零六年十二月三十一日止年度，概無提名任何董事。

根據本公司之公司細則(「公司細則」)，本公司可不時於股東大會上以普通決議案方式選舉任何人士為董事，以填補臨時空缺或增添董事會成員。董事會亦有權委任任何人士為董事，以填補臨時空缺或增添董事會成員，而有關委任須在股東大會上獲得股東批准。

董事進行之證券交易

截至二零零六年十二月三十一日止年度，本公司已採納上市規則附錄十所載之上市公司董事進行證券交易的標準守則(「標準守則」)，作為董事進行本公司證券交易的守則。經作出特定查詢後，全體董事確認於年內彼等已一直遵守標準守則所規定的標準。

守則條文之遵守

董事概不知悉任何資料合理顯示，本公司於期內之任何時間並無或曾無遵守上市規則附錄十四所載之企業管治常規守則，惟以下條文除外：(a) 守則條文A.4.1條規定非執行董事須按特定任期委任，並須重選。現時，獨立非執行董事並無指定任期，惟須根據公司細則之規定於本公司之股東週年大會上輪值告退。

DIRECTORS' AND AUDITORS' RESPONSIBILITIES FOR FINANCIAL STATEMENTS

The Directors acknowledge their responsibilities to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Group. In preparing the financial statements for the year ended 31 December 2006, the Directors have adopted suitable accounting policies which are pertinent to its operations and relevant to the financial statements, made judgments and estimates that are prudent and reasonable, and have prepared the financial statements on the going concern basis.

The responsibilities of the Directors for the financial statements and those for the auditors to the shareholders are set out on page 37.

INTERNAL CONTROL

To protect its assets and to ensure the accuracy and reliability of the financial information that the Company employs in its business or releases to the public, the Company conducts regular reviews of the effectiveness of the Group's internal controls. The scope of these reviews includes, among others, finance, operations, regulation compliance and risk management.

董事及核數師就財務報表所承擔的責任

董事知悉編製真實兼公平反映本集團事務狀況之各財政年度財務報表，乃彼等之責任。於編製截至二零零六年十二月三十一日止年度之財務報表時，董事已採納涉及本集團業務及與財務報表有關之適當會計政策、作出審慎及合理之判斷及估計，並已按持續經營基準編製財務報表。

董事就財務報表所承擔的責任及核數師對股東所負的責任載於第37頁。

內部監控

本公司定期檢討本集團內部監控系統的成效，以保障其資產及確保其業務上使用或向外公佈的財務資料正確可靠。有關檢討涵蓋範圍包括財務、營運、規則遵守及風險管理。

The Directors submit herewith their report together with the audited financial statements of the Company and the Group for the year ended 31 December 2006.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Its subsidiaries are principally engaged in lottery system and games design business and the provision of financial services including securities broking and margin financing, money lending and investment trading and holding.

SUBSIDIARIES

Particulars of the Company's principal subsidiaries are set out in note 21 to the financial statements.

RESULTS

The results of the Group for the year ended 31 December 2006 and the state of the Company's and the Group's affairs as at that date are set out in the financial statements on pages 39 to 123.

The Directors do not recommend the payment of any dividend in respect of the year ended 31 December 2006.

SHARE CAPITAL

Details of the movements in share capital of the Company during the year are set out in note 29 to the financial statements.

RESERVES

Details of movements during the year in the reserves of the Group and the Company are set out in note 33 to the financial statements.

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 December 2006, the Group made 60% of its entire sales to five customers and sales to the largest customer included therein amounted to approximately 14%.

Purchases from the Group's five largest suppliers accounted for approximately 60% of the total purchases for the year and purchases from the largest supplier included therein amounted to approximately 19%.

None of the Directors, or any of their associates or any other shareholders, which, to the best knowledge of the Directors, owns more than 5% of the Company's issued share capital, had any beneficial interest in the Group's five largest customers and five largest suppliers during the year.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in property, plant and equipment during the year are set out in note 16 to the financial statements.

董事全人謹將本公司及本集團截至二零零六年十二月三十一日止年度之報告及經審核財務報表呈覽。

主要業務

本公司之主要業務為投資控股。其附屬公司之主要業務為彩票系統及遊戲設計業務及提供金融服務，包括證券經紀及孖展融資、貸款，以及投資買賣及控股。

附屬公司

本公司的主要附屬公司詳情載於本財務報表附註21。

業績

本集團截至二零零六年十二月三十一日止年度的業績及本公司與本集團於該日的財政狀況列載於第39至123頁之財務報表內。

董事不建議派付截至二零零六年十二月三十一日止年度任何股息。

股本

年內本公司股本變動詳情載於財務報表附註29。

儲備

本集團及本公司年內的儲備變動詳情載於財務報表附註33。

主要客戶及供應商

截至二零零六年十二月三十一日止年度，本集團五大客戶之銷售額佔其總銷售額60%，其中最大客戶之銷售額約佔14%。

年內，本集團五大供應商之採購額佔其總採購額60%，其中最大供應商之採購額約佔19%。

年內，董事或彼等各自之任何聯繫人士或任何其他股東（就董事所深知擁有本公司已發行股本5%以上者）概無於本集團之五大客戶及五大供應商中擁有任何實益權益。

物業、廠房及設備

年內本集團的物業、廠房及設備變動詳情載於財務報表附註16。

Directors' Report (continued)

董事會報告 (續)

DIRECTORS

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

Executive Directors

Chan How Chung, Victor

Boo Chun Lon

Lee Huei Lin (retired on 19 June 2006)

Independent Non-executive Directors

Yuen Wai Ho

Chow Siu Ngor

Lee Ka Lun (appointed on 17 April 2007)

On Kien Quoc (resigned on 17 April 2007)

In accordance with bye-law 99 of the Bye-laws, Mr Boo Chun Lon and Mr Chow Siu Ngor shall respectively retire and are eligible for re-election at the forthcoming annual general meeting. Mr Boo Chun Lon and Mr Chow Siu Ngor offer themselves for re-election at the forthcoming annual general meeting.

Mr Lee Ka Lun was appointed as a Director on 17 April 2007 to fill a casual vacancy. In accordance with bye-law 102(B) of the Bye-laws, Mr Lee Ka Lun shall retire at the forthcoming general meeting and, being eligible, offers himself for re-election.

DIRECTORS' SERVICE CONTRACTS

No Director proposed for re-election and re-appointment at the forthcoming annual general meeting has an unexpired service contract, which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than normal statutory compensation.

DIRECTORS' INTERESTS IN CONTRACTS

Details of the Directors' interests in contracts are set out in note 37 to the financial statements.

Save as disclosed above, no other contracts of significance to which the Company, its holding companies, its fellow subsidiaries or any of its subsidiaries was a party and in which a Director had a material interest, subsisted at the end of the year or at any time during the year.

董事

本財政年度內及截至本報告日期，本公司董事如下：

執行董事

陳孝聰

巫峻龍

李慧玲（於二零零六年六月十九日退任）

獨立非執行董事

阮煒豪

鄒小岳

李家麟（於二零零七年四月十七日獲委任）

溫國堅（於二零零七年四月十七日辭任）

根據公司細則第99條，巫峻龍先生及鄒小岳先生將分別在即將召開之股東週年大會上依章輪值告退，惟合資格膺選連任。巫峻龍先生及鄒小岳先生願意在即將召開之股東週年大會上膺選連任。

為填補空缺，李家麟先生於二零零七年四月十七日獲委任為董事。根據公司細則第102(B)條，李家麟先生將在即將召開之股東週年大會上依章輪值告退，惟合資格並願意膺選連任。

董事的服務合約

擬在即將召開之股東週年大會上膺選連任之董事概無與本公司或任何附屬公司訂立如不作出賠償（法定賠償除外）則不能於一年內終止之服務合約。

董事所佔合約權益

董事所佔合約權益之詳情載於財務報表附註37。

除上文披露者外，本公司、其控股公司、其同集團附屬公司或其任何附屬公司在年終時或本年度內任何時間，概無訂立任何令董事擁有重大權益之重要合約。

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SECURITIES

As at 31 December 2006, the interests or short positions of the Directors and chief executives and their associates in the shares of the Company as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance (the "SFO") or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code were as follows:

Long position in the ordinary shares of HK\$0.01 each ("Shares") in the Company**董事及主要行政人員之證券權益**

於二零零六年十二月三十一日，董事及本公司主要行政人員及彼等之聯繫人士於本公司之股份中擁有根據證券及期貨條例（「證券及期貨條例」）第352條須記錄在本公司存置之名冊上之權益及淡倉，或根據標準守則須知會本公司及香港聯合交易所有限公司（「聯交所」）之權益或淡倉如下：

於本公司每股0.01港元普通股（「股份」）之好倉

Name of Director 董事姓名	Number of Shares 股份數目	Type of interest 權益類別	Percentage of issued share capital 佔已發行股本百分比
Chan How Chung, Victor ("Mr Chan") 陳孝聰（「陳先生」）	717,902,690 (Note) (附註)	Interest of a controlled corporation 受控制公司權益	12.13%

Note:

Mr Chan was taken to be interested in these Shares by virtue of his 100% attributable shareholding interest in TingKong-RexCapital Holdings Limited. TingKong-RexCapital Holdings Limited is a contributory of TKR Finance Limited ("TKR") (in liquidation), which had a security interest over such Shares. TKR was wholly owned by TingKong-RexCapital Holdings Limited, which in turn was indirectly wholly owned by Mr Chan.

附註：

鑑於陳先生在TingKong-RexCapital Holdings Limited的應佔股東權益為100%，TingKong-RexCapital Holdings Limited為鼎康御泰財務有限公司（「鼎康御泰財務」，清盤中）之分擔人，而該公司在這些股份有保證權益，故陳先生被視為擁有該等股份之權益。鼎康御泰財務由TingKong-RexCapital Holdings Limited全資擁有，而TingKong-RexCapital Holdings Limited則由陳先生間接全資擁有。

Save as disclosed above, as at 31 December 2006, none of the Directors or chief executives, nor their associates, had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者外，於二零零六年十二月三十一日，各董事或主要行政人員或彼等之聯繫人士概無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、相關股份或債權證中擁有任何根據證券及期貨條例第352條須記錄在名冊上之權益或淡倉或根據標準守則須知會本公司及聯交所之權益或淡倉。

Directors' Report (continued)

董事會報告（續）

SHARE OPTIONS

The following is a summary of the principal terms of the share option scheme adopted by the Company on 22 November 2002 (the "Scheme").

The purpose of the Scheme is to enable the Company to grant options to executives and employees of the Group and other persons who have made a contribution to the Group as incentives and/or rewards for their contributions to the Company or its subsidiaries.

According to the Scheme, the Board may grant options to the eligible participants as defined in the Scheme to subscribe for such number of shares as the Board may determine. Options granted should be accepted within 30 days from the date of offer. Upon acceptance of the options, the grantee shall pay HK\$1.00 to the Company by way of consideration for the grant.

The exercise price of options shall be determined by the Board, save that such price will not be less than the highest of (a) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date of grant, which must be a business day; (b) the average of the closing prices of the shares as stated in the Stock Exchange's daily quotations sheet for the five business days immediately preceding the date of grant, and (c) the nominal value of a share.

The maximum number of shares which may be issued upon exercise of all options to be granted under the Scheme and any other share option scheme(s) of the Company must not exceed 10% of the issued share capital of the Company on the date of approval and adoption of the Scheme provided that the Company may at any time seek approval from its shareholders to refresh the limit to 10% of the shares in issue as at the date of approval by the shareholders in general meeting where such limit is refreshed. Options previously granted under any share option schemes of the Company (including those outstanding, cancelled, lapsed in accordance with such schemes or exercised options) will not be counted for the purpose of calculating the limit as refreshed.

購股權

以下為本公司於二零零二年十一月二十二日採納之購股權計劃（「該計劃」）之主要條款概要。

該計劃旨在使本公司可向曾對本集團作出貢獻之本集團行政人員及僱員及其他人士授出購股權，作為彼等對本公司或其附屬公司作出貢獻之獎勵及／或回報。

根據該計劃，董事會可向該計劃所界定之合資格參與者授出購股權，以認購董事會所釐定數目之股份。授出之購股權須自邀約日期起計30日內接納。接納購股權時，承授人須向本公司支付1.00港元作為獲授購股權之代價。

購股權之行使價由董事會釐定，惟不得低於(a)授出購股權當日（須為營業日）聯交所每日報價表所示之股份收市價；(b)截至授出購股權日期前五個營業日聯交所每日報價表所示之股份平均收市價；或(c)股份面值（以最高者為準）。

因行使根據該計劃及本公司任何其他購股權計劃授出之所有購股權而可發行之股份上限，不得超過批准及採納該計劃當日本公司已發行股本之10%，惟本公司可隨時徵求股東批准將上限重新釐定為股東於股東大會上批准重新釐定上限當日之已發行股份之10%。計算重新釐定之上限時，先前根據本公司任何購股權計劃授出之購股權（包括根據該等計劃尚未行使、已註銷、已失效或已行使之購股權）不會計算在內。

SHARE OPTIONS (continued)

The total number of shares issued and which may fall to be issued upon exercise of the options granted under the Scheme and any other share option scheme(s) of the Company (including exercised, cancelled and outstanding options) to each eligible participant in any 12-month period up to and including the date of grant shall not exceed 1% of the shares in issue as at the date of grant. Options granted to substantial shareholders or independent non-executive directors in excess of 0.1% of the Company's issued share capital on the date of grant or with a value in excess of HK\$5,000,000 must be approved in advance by the Company's shareholders.

The period during which an option may be exercised will be determined by the Board at its absolute discretion, save that no options can be exercised more than 10 years after it has been granted. There is no general requirement that an option must be held for any minimum period before it can be exercised. The Scheme will expire on 22 November 2012.

At 31 December 2006, no Director had any interests in options to subscribe for shares of the Company. During the year ended 31 December 2006, 156,000,000 number of share options were granted under the Scheme. The closing price of the Shares on 5 July 2006, being the trading date immediately before the date of grant of such options was HK\$0.305. The total number of Shares available for issue under the Scheme was 365,600,000 Shares (representing 6.10% of the Shares in issue as at the date of this report).

The fair value of options granted during the year as determined by an independent third party valuer using a Black-Scholes pricing model was approximately HK\$7,276,953. Key assumptions used in the valuation of the options granted on 6 July 2006 include an expected volatility of share price of 77.22% per annum, a risk-free rate of interest of 4.12% per annum on the date of grant. The expected volatility is based on the historical volatility of the Company's share price over the previous two years.

購股權 (續)

於截至及包括授出購股權日期之前任何12個月內，因行使各合資格參與者根據該計劃及本公司任何其他購股權計劃獲授之購股權（包括已行使、註銷及未行使之購股權）而已發行及可發行之股份總數，不得超過授出購股權當日之已發行股份之1%。倘向主要股東或獨立非執行董事授出超逾本公司於授出日期之已發行股本之0.1%或價值超出5,000,000港元之購股權，則須先經本公司股東批准。

購股權行使期將由董事會全權釐定，惟授出購股權日期起計10年後不可行使購股權。本公司並無規定行使前必須持有購股權之最短期限。該計劃將於二零一二年十一月二十二日屆滿。

於二零零六年十二月三十一日，董事沒有任何可認購本公司股份的購股權權益。根據該計劃，在截至二零零六年十二月三十一日止年度，156,000,000份購股權已授出。股份於二零零六年七月五日，即授出這些購股權當天前的交易日之收市價為0.305港元。根據該計劃，可供發行的股份總數為365,600,000股（相當於本報告日期已發行股份的6.10%）。

年內已授出購股權的公允價值由獨立第三方估值師採用柏力克舒爾斯估值模式訂定為7,276,953港元。於二零零六年七月六日已授出購股權的估值採用的主要假設包括每年股價預計波動性77.22%、於授出日的免風險年利率4.12%。預計波動性按本公司過去兩年的股價歷史波動性釐定。

Directors' Report (continued)

董事會報告 (續)

SHARE OPTIONS (continued)

The movements in share options granted under the Scheme during the year are shown below:

Category of participant	Number of options 購股權數目				At 31 December 2006	Date of offer to grant options	Exercise price per Share (HK\$)	Exercisable period
	At 1 January 2006	Granted during the period	Exercised during the period	Lapsed during the period				
參與人類別	於二零零六年一月一日	期內授出	期內行使	期內失效	於二零零六年十二月三十一日	購股權授出日期	每股行使價 (港元)	可行使期間
Total employees 僱員總數	30,000,000	-	30,000,000	-	-	11/12/2003	0.138	3/1/2004 - 2/1/2014
	30,000,000	-	-	-	30,000,000	26/9/2005	0.102	26/10/2005 - 25/10/2015
	-	78,000,000	5,000,000	-	73,000,000	6/7/2006	0.295	13/7/2006 - 12/7/2009
Other eligible participants 其他合資格參與人士	60,000,000	-	32,000,000	-	28,000,000	11/12/2003	0.138	3/1/2004 - 2/1/2014
	180,000,000	-	180,000,000	-	-	26/9/2005	0.102	26/10/2005 - 25/10/2015
	-	78,000,000	-	-	78,000,000	6/7/2006	0.295	13/7/2006 - 12/7/2009
Total 總數	<u>300,000,000</u>	<u>156,000,000</u>	<u>247,000,000</u>	<u>-</u>	<u>209,000,000</u>			

購股權 (續)

於本年內就該計劃所授出購股權之變動如下：

ARRANGEMENT TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed above, at no time during the year was the Company, its holding companies, its fellow subsidiaries or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

購買股份或債券之安排

除上文披露者外，本公司、其控股公司、其同集團附屬公司或其任何附屬公司於年內任何時間概無參與任何安排，致使各董事可藉購入本公司或任何其他公司之股份或債券而獲益。

DIRECTORS' INTEREST IN COMPETING BUSINESS

Pursuant to rule 8.10(2) of the Listing Rules, details of the interests held by the Directors in businesses that are considered to compete or is likely to compete, either directly or indirectly, with the businesses of the Group, are disclosed as follows:

董事於競爭性業務中之權益

根據上市規則第8.10(2)條，董事所擁有而與或可能與本集團業務有直接或間接競爭之業務權益詳情披露如下：

Name of company 公司名稱	Competing business 競爭性業務
1 RPI Finance Limited ("RPI") 御泰財務有限公司(「御泰財務」)	Money lending 貸款
2 D & M Finance Limited ("D&M")	Money lending 貸款
3 Drake & Morgan Limited ("Drake & Morgan")	Securities dealing 證券買賣

Mr Chan How Chung, Victor is a director and deemed to be the substantial shareholder of RPI and Drake & Morgan. He is a director of D&M. The terms and conditions of the financing loans of each of RPI and D&M are market driven and agreed at arm's length between the borrowers and the financiers. The client base of Drake & Morgan is different from that of the Group and the business transactions are carried out at arm's length and at the prevailing market prices. When making decisions on the above competing business, the relevant director, in the performance of his duty as a director of the Company, has acted and will continue to act in the best commercial interest of the Group.

陳孝聰先生為御泰財務及Drake & Morgan之董事及被視為該等公司之主要股東。彼為D&M之董事。御泰財務及D&M各自之財務貸款之條款及條件均由市場導向並由借貸雙方經公平協商協定。Drake & Morgan的客戶與本集團不同，業務買賣按公平條款及市價進行。於制訂上述競爭業務之決策時，有關董事（於履行彼作為本公司董事之職務時）經已並將繼續採取符合本集團最佳商業利益之行動。

Directors' Report (continued)

董事會報告(續)

SUBSTANTIAL SHAREHOLDERS

As at 31 December 2006, the interests or short positions of the following parties (other than a Director or chief executive of the Company) in the shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO were as follows:

主要股東

於二零零六年十二月三十一日，按本公司根據證券及期貨條例第336條須存置之登記冊所載，下列各方（除本公司一名董事或一名行政人員外）於本公司股份中擁有之權益或淡倉如下：

Name of Shareholders 股東名稱	Number of Shares 股份數目	Type of interest 權益類別	Percentage of issued share capital 佔已發行股本百分比
Kingly Profits Corporation	1,898,805,635 (Note 1) (附註1)	Beneficial and other interests 實益及其他權益	32.12%
TKR Finance Limited (in liquidation) 鼎康御泰財務有限公司(清盤中)	864,102,690	Security interest 保證權益	14.62%
CITIC Media Group Limited 中信文化傳媒集團有限公司	500,000,000 (Note 2) (附註2)	Interest in controlled corporation 受控制公司權益	8.46%
Gandhara Master Fund Ltd.	616,075,000	Beneficial 實益	10.42%
Citigroup Inc.	397,995,000	Beneficial 實益	6.75%

Notes:

1. These Shares were held by Kingly Profits Corporation, which was owned as to 70.18% by King United Agents Limited. King United Agents Limited was wholly owned by Mr To Shu Fai.
2. These Shares were held by Magic Dynasty Limited which was wholly owned by CITIC Media Group Limited.

附註：

1. 該等股份由Kingly Profits Corporation持有，Kingly Profits Corporation 70.18%權益由King United Agents Limited擁有。King United Agents Limited由杜樹輝先生全資擁有。
2. 該等股份由Magic Dynasty Limited持有，而Magic Dynasty Limited則由CITIC Media Group Limited全資擁有。

Save as disclosed above, the register required to be kept under Section 336 of the SFO shows that as at 31 December 2006, the Company had not been notified of any other person who had an interest or short position in the shares and underlying shares of the Company.

除上文所披露者外，根據證券及期貨條例第336條置存之登記冊所顯示，於二零零六年十二月三十一日，本公司並無獲知會任何其他人士於本公司股份或相關股份中擁有權益或淡倉。

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.

管理合約

年內沒有簽訂管理本公司全部或任何重大部分的業務的合約或存在這種合約。

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

The Company and its subsidiaries have not purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2006.

CONNECTED TRANSACTIONS

Particulars of connected transactions of the Company and the Group during the year ended 31 December 2006 are set out in note 37 to the financial statements.

Brokerage commission and interest income therefrom was received from Directors and their associates in the ordinary course of the Group's business of dealing in securities. Commission rates are set at the same level as those normally offered to third party clients. For the year ended 31 December 2006, the total brokerage commission and interest income received from associates of certain Directors in relation to margin securities trading amounted to HK\$229,588. The outstanding amount in the margin accounts had been fully repaid during the year ended 31 December 2006.

BANK LOANS AND OTHER BORROWINGS

Details of bank loans and other borrowings of the Company and the Group as at 31 December 2006 are set out in note 32 to the financial statements.

FIVE YEAR FINANCIAL SUMMARY

A summary of the consolidated results and of the assets and liabilities of the Group for the last five financial years is set out on page 124.

RETIREMENT BENEFIT SCHEME

Particulars of the retirement benefit scheme of the Group are set out in note 34 to the financial statements.

PRE-EMPTIVE RIGHTS

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

買賣或贖回本公司上市證券

本公司及其附屬公司於截至二零零六年十二月三十一日止年度內概無買賣或贖回本公司任何上市證券。

關連交易

本公司及本集團於截至二零零六年十二月三十一日止年度之關連交易詳情列載於財務報表附註37。

曾自董事與彼等之聯繫人士於本集團的正常證券交易中收取關連交易帶來的經紀佣金和利息收入。佣金率按與向第三方客戶提供的相同水平釐定。截至二零零六年十二月三十一日止年度，從若干董事的聯繫人士收取的孖展交易經紀佣金及利息收入總額為229,588港元。於截至二零零六年十二月三十一日止年度，孖展賬戶之欠款已全數償還。

銀行貸款及其他借款

本公司及本集團於二零零六年十二月三十一日之銀行貸款及其他借款詳情列載於財務報表附註32。

五年財務概要

本集團於過去五個財政年度之綜合業績及資產與負債概要列載於本年報第124頁。

退休福利計劃

本集團退休福利計劃詳情列載於財務報表附註34。

優先認購權

本公司之公司細則或百慕達法例並無有關本公司須按比例向現有股東發售新股之優先認購權規定。

Directors' Report (continued)

董事會報告 (續)

CORPORATE GOVERNANCE

The Company is committed to maintain a high standard of corporate governance practices. Information on the corporate governance practices adopted by the Company is set out in the Corporate Governance Report on pages 20 to 26.

PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the Company's total issued share capital was held by the public as at the date of this report.

POST BALANCE SHEET EVENTS

Particulars of the post balance sheet events of the Group are set out in note 38 to the financial statements.

AUDITORS

Ting Ho Kwan & Chan retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of Ting Ho Kwan & Chan is to be proposed at the forthcoming annual general meeting.

By order of the Board

Chan How Chung, Victor

Executive Director

Hong Kong, 27 April 2007

企業管治

本公司致力保持優質企業管治常規。本集團採用的企業管治守則資料載於第20至26頁的企業管治報告。

公眾持股量

根據公開資料及就各董事所知，於本報告日，不少於本公司25%的總已發行股本由公眾持有。

結算日後事項

本集團的結算日後事項詳情載於本財務報表附註38。

核數師

丁何關陳會計師行即將告退，惟符合資格並願膺選連任。在即將召開之股東週年大會上將提呈決議案，續聘丁何關陳會計師行為本公司核數師。

承董事會命

執行董事

陳孝聰

香港，二零零七年四月二十七日

TING HO KWAN & CHAN

CERTIFIED PUBLIC ACCOUNTANTS



**TO THE SHAREHOLDERS OF
REXCAPITAL Financial Holdings Limited**
(Incorporated in Bermuda with limited liability)

We have audited the financial statements of REXCAPITAL Financial Holdings Limited (the "Company") set out on pages 39 to 123, which comprise the consolidated and company balance sheets as at 31 December 2006, the consolidated income statement, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes.

Directors' responsibility for the financial statements

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

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. This report is made 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.

**致
御泰金融控股有限公司各股東**
(於百慕達註冊成立之有限公司)

本會計師行(以下簡稱「我們」)已完成審核載於第39頁至第123頁之御泰金融控股有限公司(「貴公司」)財務報表,其中包括於二零零六年十二月三十一日之綜合資產負債表、公司資產負債表、截止該日年度止之綜合收益表、綜合權益變動表和綜合現金流量表,以及主要會計政策概要及其他附註解釋。

董事就財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港《公司條例》的披露規定編製及真實而公平地列報該等財務報表。這責任包括設計、實施及維護與編製及真實而公平地列報財務報表相關的內部控制,以使財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述;選擇和應用適當的會計政策;及作出在有關情況下屬合理的會計估計。

核數師的責任

我們的責任是根據我們的審核對該等財務報表作出意見。我們是按照百慕達一九八一年公司法第90條規定,僅向整體股東報告。除此以外,我們的報告書不可用作其他用途。我們不就此報告之內容,對任何其他人士負責或承擔任何責任。

Independent Auditor's Report (continued)

獨立核數師報告（續）

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

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

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

Opinion

In our opinion, the financial statements give a true and fair view of the state of affairs of the Company and the Group as at 31 December 2006 and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

TING HO KWAN & CHAN

Certified Public Accountants (Practising)

Hong Kong, 27 April 2007

我們已根據香港會計師公會頒佈的香港審計準則進行審核。這些準則要求我們遵守道德規範，並規劃及執行審核，以合理確定此等財務報表是否不存有任何重大錯誤陳述。

審核涉及執程序以獲取有關財務報表所載金額及披露資料的審核憑證。所選用的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致財務報表存有重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該個體編製及真實而公平地列報財務報表相關的內部控制，以設計適當的審核程序，但並非為對個體的內部控制的效能發表意見。審核亦包括評價董事所採用的會計政策的合適性及所作出的會計估計的合理性，以及評價財務報表的整體列報方式。

我們相信，我們已獲得充足和適當的審核憑證，為我們的審核意見提供基礎。

意見

我們認為，該等財務報表已根據香港財務報告準則真實而公平地反映 貴公司及 貴集團於二零零六年十二月三十一日的事務狀況及截至該日止年度 貴集團之溢利及現金流量，並已按照香港《公司條例》的披露規定妥為編製。

執業會計師

丁何關陳會計師行

香港，二零零七年四月二十七日

Consolidated Income Statement

綜合收益表

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

		Notes/附註	2006 二零零六年 HK\$/港元	2005 二零零五年 HK\$/港元
Turnover	營業額	5	173,882,886	41,937,858
Other income	其他收入	5	5,503,491	1,225,288
Other gains/(losses), net	其他收益／（虧損）淨額	5	15,412,970	(6,473,277)
Bad debts recovery, net	收回壞賬淨額		3,013,777	—
Impairment losses for bad and doubtful debts written back, net	呆壞賬減值虧損撥回淨額		2,181,806	—
Raw materials consumed	所耗原材料		(56,005,491)	—
Cost of trading of listed securities	上市證券交易成本		(12,544,094)	(3,009,600)
Commission expenses	佣金開支		(3,056,885)	(5,042,656)
Depreciation and amortisation expenses	折舊及攤銷開支	9	(6,309,089)	(1,846,390)
Impairment losses for bad and doubtful debts	呆壞賬減值虧損		—	(18,140,997)
Staff costs	僱員成本	7	(24,617,127)	(19,004,618)
Other operating expenses	其他經營開支		(38,568,737)	(30,758,447)
Operating profit/(loss)	經營溢利／（虧損）		58,893,507	(41,112,839)
Finance costs	融資成本	8	(17,260,214)	(12,838,986)
Profit/(loss) before taxation	除稅前溢利／（虧損）	9	41,633,293	(53,951,825)
Taxation	稅項	12	(11,001,740)	3,252,051
Profit/(loss) for the year	本年度溢利／（虧損）		30,631,553	(50,699,774)
Attributable to:	以下人士應佔：			
Equity holders of the Company	本公司權益持有人	15	11,170,190	(50,699,774)
Minority interests	少數股東權益		19,461,363	—
			30,631,553	(50,699,774)
Earnings/(losses) per share	每股盈利／（虧損）	15		
— Basic	— 基本		0.26 cents 仙	(1.69) cents 仙
— Diluted	— 攤薄		0.25 cents 仙	—

The notes on pages 46 to 123 are an integral part of these financial statements.

第46至123頁之附註屬本財務報表一部份。

Consolidated Balance Sheet

綜合資產負債表

At 31 December 2006 於二零零六年十二月三十一日

			2006 二零零六年 HK\$/港元	2005 二零零五年 HK\$/港元
	Notes/附註			
ASSETS	資產			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	16	43,138,567	3,451,685
Prepaid lease payments	土地使用權之預付租約付款			
on land use rights		17	5,981,522	—
Goodwill	商譽	18	384,095,385	—
Intangible assets	無形資產	19	11,944,892	—
Deposits for acquisition of leasehold	購入租賃土地使用權			
land use rights and buildings	及樓宇之訂金	20	23,499,671	—
Statutory deposits	法定按金	22	2,132,400	3,820,042
Deferred tax assets	遞延稅項資產	23	3,715,054	7,609,481
Total non-current assets	非流動資產總值		474,507,491	14,881,208
Current assets	流動資產			
Inventories	存貨	24	53,568,664	—
Trade receivables	應收貿易賬款	25	323,101,470	291,018,286
Other receivables	其他應收款項	26	40,000,000	—
Other debtors, deposits	其他應收賬款、訂金			
and prepayments	及預付款		66,683,505	2,264,088
Financial assets at fair value	通過損益按公允價值			
through profit or loss	計量的金融資產	27	20,287,536	13,382,291
Profits tax refundable	應退利得稅		3,181,370	790,000
Cash and bank balances	現金及銀行結餘	28	164,867,477	27,181,323
Total current assets	流動資產總值		671,690,022	334,635,988
Total assets	總資產		1,146,197,513	349,517,196
EQUITY	股東權益			
Capital and reserves attributable to the equity holders of the Company	本公司權益持有人應佔資本及儲備			
Share capital	股本	29	59,170,000	30,000,000
Reserves	儲備		752,261,799	84,572,317
			811,431,799	114,572,317
Minority interests	少數股東權益		118,611,742	—
Total equity	股權總額		930,043,541	114,572,317

Consolidated Balance Sheet

綜合資產負債表

At 31 December 2006 於二零零六年十二月三十一日

	Notes/附註	2006 二零零六年 HK\$/港元	2005 二零零五年 HK\$/港元
Current liabilities	流動負債		
Trade payables	應付貿易賬款	31 41,308,809	24,563,205
Other payables and accruals	其他應付賬款及應計費用	26,333,813	4,802,237
Current tax liabilities	流動稅項負債	3,693,120	–
Bank borrowings	銀行貸款	33 125,667,366	205,579,437
Total current liabilities	流動負債總值	197,003,108	234,944,879
Non-current liabilities	非流動負債		
Bank borrowings	銀行貸款	33 12,776,705	–
Deferred tax liabilities	遞延稅項負債	23 6,374,159	–
Total Non-current liabilities	非流動負債總值	19,150,864	–
Total liabilities	總負債	216,153,972	234,944,879
Total equity and liabilities	股東權益及負債總額	1,146,197,513	349,517,196
Net current assets	流動資產淨值	474,686,914	99,691,109
Total assets less current liabilities	總資產減流動負債	949,194,405	114,572,317

The financial statements were approved and authorised for issue by the Board on 27 April 2007 and are signed on behalf of the Board by:

財務報表已於二零零七年四月二十七日獲董事會核准及授權刊發，並由下列董事會代表簽署：

Chan How Chung, Victor

陳孝聰
DIRECTOR
董事

Boo Chun Lon

巫峻龍
DIRECTOR
董事

The notes on pages 46 to 123 are an integral part of these financial statements.

第46至123頁之附註屬本財務報表一部份。

Balance Sheet

資產負債表

At 31 December 2006 於二零零六年十二月三十一日

	Notes/附註	2006 二零零六年 HK\$/港元	2005 二零零五年 HK\$/港元
ASSETS	資產		
Non-current assets	非流動資產		
Interests in subsidiaries	附屬公司權益	21 789,751,496	125,729,612
Current assets	流動資產		
Other debtors and prepayments	其他應收賬款及預付款	114,806	—
Cash and bank balances	現金及銀行結餘	28 819,579	3,953
		934,385	3,953
Total assets	總資產	790,685,881	125,733,565
EQUITY	股東權益		
Capital and reserves attributable to the equity holders of the Company	本公司權益持有人應佔資本及儲備		
Share capital	股本	29 59,170,000	30,000,000
Reserves	儲備	32 727,930,516	84,503,930
Total equity	股權總額	787,100,516	114,503,930
Current liabilities	流動負債		
Bank borrowings	銀行貸款	33 —	9,426,696
Other payables and accruals	其他應付款及應計費用	3,585,365	1,802,939
Total liabilities	總負債	3,585,365	11,229,635
Total equity and liabilities	股東權益及負債總額	790,685,881	125,733,565
Net current liabilities	流動負債淨值	(2,650,980)	(11,225,682)
Total assets less current liabilities	總資產減流動負債	787,100,516	114,503,930

The financial statements were approved and authorised for issue by the Board on 27 April 2007 and are signed on behalf of the Board by:

財務報表已於二零零七年四月二十七日獲董事會核准及授權刊發，並由下列董事會代表簽署：

Chan How Chung, Victor
陳孝聰
DIRECTOR
董事

Boo Chun Lon
巫峻龍
DIRECTOR
董事

The notes on pages 46 to 123 are an integral part of these financial statements.

第46至123頁之附註屬本財務報表一部份。

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2006 截至二零零六年十二月三十一日止年度

		Share capital	Share premium	Share-based payment reserve	Special reserve	Exchange translation reserve	Retained profits/ (Accumulated losses)	Attributable to equity holders of the parent	Minority interests	Total
		股本 HK\$/港元	股份溢價 HK\$/港元	以股份支付 款項之儲備 HK\$/港元	特別儲備 HK\$/港元	匯兌儲備 HK\$/港元	保留溢利/ (累計虧損) HK\$/港元	應佔權益 母公司 HK\$/港元	少數股東權益 HK\$/港元	總計 HK\$/港元
At 1 January 2005	於二零零五年一月一日	30,000,000	-	-	112,269,559	-	15,962,532	158,232,091	-	158,232,091
Recognition of share option benefits at fair value	確認按公允價值計量的購股權福利	-	-	7,040,000	-	-	-	7,040,000	-	7,040,000
Loss for the year	年度虧損	-	-	-	-	-	(50,699,774)	(50,699,774)	-	(50,699,774)
At 31 December 2005	於二零零五年十二月三十一日	30,000,000	-	7,040,000	112,269,559	-	(34,737,242)	114,572,317	-	114,572,317
Exchange difference arising from translation of foreign operations recognised directly in equity	直接於權益中確認換算境外業務產生之匯兌差額	-	-	-	-	(1,301,156)	-	(1,301,156)	1,949,846	648,690
Minority interests arising from acquisition of subsidiaries (note 39)	收購附屬公司產生之少數股東權益(附註39)	-	-	-	-	-	-	-	88,660,992	88,660,992
Increase in investment in a subsidiary	於附屬公司之投資增加	-	-	-	-	-	-	-	8,539,541	8,539,541
Recognition of share option benefits at fair value	確認按公允價值計量的購股權福利	-	-	7,277,000	-	-	-	7,277,000	-	7,277,000
Issue of new shares	發行新股份	29,170,000	658,521,000	-	-	-	-	687,691,000	-	687,691,000
Transaction costs attributable to issue of new shares	發行新股份應佔交易成本	-	(7,977,552)	-	-	-	-	(7,977,552)	-	(7,977,552)
Transfer to share premium on exercise of share options	因行使購股權而轉至股份溢價	-	6,267,523	(6,267,523)	-	-	-	-	-	-
Profit for the year	年度溢利	-	-	-	-	-	11,170,190	11,170,190	19,461,363	30,631,553
At 31 December 2006	於二零零六年十二月三十一日	59,170,000	656,810,971	8,049,477	112,269,559	(1,301,156)	(23,567,052)	811,431,799	118,611,742	930,043,541

The notes on pages 46 to 123 are an integral part of these financial statements. 第46至123頁之附註屬本財務報表一部份。

Consolidated Cash Flow Statement

綜合現金流量表

For the year ended 31 December 2006 截至二零零六年十二月三十一日止年度

	Notes/附註	2006 二零零六年 HK\$/港元	2005 二零零五年 HK\$/港元
OPERATING ACTIVITIES	經營活動		
Profit/(loss) for the year	本年度溢利／（虧損）	30,631,553	(50,699,774)
Adjustments for:	調整項目：		
Taxation	稅項 12	11,001,740	(3,252,051)
Interest income	利息收入 5	(24,667,126)	(27,832,068)
Interest expenses	利息開支 8	17,260,214	12,838,986
Share options benefits	購股權福利 30	7,277,000	7,040,000
Impairment losses for bad and doubtful debts	呆壞賬減值虧損	–	18,140,997
Impairment losses for bad and doubtful debts written back, net	呆壞賬減值虧損撥回淨額	(2,181,806)	–
Write down of inventories	撇減存貨	1,766,684	–
Depreciation and amortisation expenses	折舊及攤銷開支 9	6,309,089	1,846,390
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損 9	–	196,027
Gain on disposal of available-for-sale financial asset	出售可供出售金融資產收益 5	–	(63,126)
Unrealised fair value (gains)/losses on financial assets at fair value through profit or loss	通過損益按公允價值計量的金融資產之未變現公允價值（收益）／虧損 5	(15,412,970)	6,536,403
Operating profit/(loss) before changes in working capital	未計營運資金變動前之經營溢利／（虧損）	31,984,378	(35,248,216)
Inventories	存貨	14,152,389	–
Statutory deposits	法定按金	1,687,642	(85,016)
Trade receivables	應收貿易賬款	(12,912,975)	25,261,493
Other receivables	其他應收款項	(40,000,000)	–
Other debtors, deposits and prepayments	其他應收賬款、訂金及預付款	(18,224,293)	1,004,858
Financial assets at fair value through profit or loss	通過損益按公允價值計量的金融資產	8,507,725	(19,918,694)
Other investments	其他投資	–	22,928,294
Bank balances	銀行存款		
– segregated accounts	– 獨立賬戶	4,527,772	43,181,534
Trade payables	應付貿易賬款	(7,997,694)	(54,278,632)
Other payables and accruals	其他應付賬款及應計費用	(15,035,389)	159,917
Net cash used in operations	經營業務所用現金淨額	(33,310,445)	(16,994,462)
Interest received	已收利息	25,476,822	27,832,068
Interest paid	已付利息	(17,260,214)	(12,838,986)
Taxation paid	已付稅項	(4,058,124)	(790,000)
Net cash used in operating activities	經營活動所用現金淨額	(29,151,961)	(2,791,380)

Consolidated Cash Flow Statement (continued)

綜合現金流量表（續）

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

	Notes/附註	2006 二零零六年 HK\$/港元	2005 二零零五年 HK\$/港元
INVESTING ACTIVITIES	投資活動		
Purchase of property, plant and equipment	購買物業、廠房及設備		
	16	(8,764,381)	(787,985)
Acquisition of subsidiaries	收購附屬公司		
	39	(121,893,170)	—
Deposits for acquisition of leasehold land use right and buildings	購入租賃土地使用權及樓宇之訂金		
		(23,499,671)	—
Proceeds on disposal of available-for-sale financial asset	出售可供出售金融資產所得款項	—	113,125
Net cash used in investing activities	投資活動所用現金淨額	(154,157,222)	(674,860)
FINANCING ACTIVITIES	融資活動		
Issue of shares, net of issuing costs	發行股份（扣除發行費用）	515,913,448	—
Increase in pledged bank deposit	有抵押銀行存款增加	(123,286,616)	—
New bank borrowings	新造銀行貸款	14,033,865	—
Repayment of bank borrowings	償還銀行貸款	(341,934)	—
Cash generated from financing activities	融資活動所得現金	406,318,763	—
INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等價物增加／（減少）	223,009,580	(3,466,240)
CASH AND CASH EQUIVALENTS AT 1 JANUARY	於一月一日之現金及現金等價物	(199,558,931)	(196,092,691)
CASH AND CASH EQUIVALENTS AT 31 DECEMBER	於十二月三十一日之現金及現金等價物	28	23,450,649

The notes on pages 46 to 123 are an integral part of these financial statements.

第46至123頁之附註屬本財務報表一部份。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2006 截至二零零六年十二月三十一日止年度

1. GENERAL INFORMATION

The Company was incorporated in Bermuda as an exempted Company with limited liability. The principal place of business of the Company is located at 34/F, COSCO Tower, Grand Millennium Plaza, 183 Queen's Road Central, Hong Kong.

Pursuant to a group reorganisation scheme to rationalise the structure of the Group in preparing for the listing of the Company's shares on the Stock Exchange, the Company became the holding company of the Group in Hong Kong on 15 August 2000 and its shares were listed on the Main Board of the Stock Exchange with effect from 28 September 2000.

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

During the year, the Group involves in the following principal activities:

- Financial services:
 - Broking
 - Securities margin financing
 - Corporate finance and asset management
- Money lending
- Investment trading and holding
- Lottery business through acquisition of subsidiaries in current year

The lottery business comprises development and production of lottery machines, related operating software system and networks for lottery industry in the People's Republic of China (the "PRC").

Details of the acquisition of lottery business and segment information of lottery business are shown in notes 6 and 39 to the financial statements.

1. 一般資料

本公司是百慕達註冊成立的獲豁免有限責任公司。本公司的主要業務地點為香港皇后大道中183號新紀元廣場中遠大廈34樓。

根據集團重組計劃，本集團重整架構以準備把本公司股份在聯交所上市的集團重組計劃，本公司於二零零零年八月十五日成為本集團在香港的控股公司，股份於二零零零年九月二十八日在聯交所主板上市。

財務報表以港元呈列，與本集團的功能貨幣相同。

年內，本集團從事以下主要活動：

- 金融服務：
 - 經紀業務
 - 證券孖展融資
 - 企業融資與資產管理
- 貸款
- 投資買賣及控股
- 於本年度透過收購附屬公司經營彩票業務

彩票業務包括於中華人民共和國（「中國」）彩票事業開發和生產彩票機、相關運作軟件系統和網絡。

有關收購彩票業務及彩票業務之分部資料之詳情，列於財務報表附註6及39。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

(a) Basis of preparation

The financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRS"), which also include Hong Kong Accounting Standards ("HKAS") and Interpretations ("Int") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the disclosure requirements of Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The financial statements have been prepared under the historical cost convention, as modified by financial assets at fair value through profit or loss, which are carried at fair value.

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

2. 主要會計政策概要

編製本財務報表採納之主要會計政策載列如下。除特別註明外，這些政策已於所有呈列年度貫徹採用。

(a) 編製基準

編製本財務報表乃按照香港會計師公會頒佈的香港財務報告準則，包括香港會計準則及詮釋，以及香港公認會計原則及香港《公司條例》之披露規定。本財務報表亦符合香港聯合交易所有限公司（「聯交所」）證券上市規則之適用披露規定。本財務報表乃按歷史成本規定編製，並就金融資產透過損益按公允價值重估而作出修訂，按公允價值入賬。

編製符合香港財務報告準則的財務報表須採用若干主要會計估計，管理層也須在應用本集團的會計政策時作出判斷。有關範圍包括更高程度的判斷或複雜性，或對財務報表而言重大的假設和估計。有關內容於附註4披露。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 December 2006 截至二零零六年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(a) Basis of preparation (continued)

The adoption of new/revised HKFRS

In 2006, the Group adopted the amendments and interpretation of HKFRS below, which are relevant to its operations:

HKAS 19 (Amendment)	Actuarial Gains and Losses, Group Plans and Disclosures
HKAS 21 (Amendment)	Net Investment in a Foreign Operation
HKAS 27 (Amendment)	Consolidated and Separate Financial Statements Amendments as a consequence of the Companies (Amendments) Ordinance 2005
HKAS 39 (Amendment)	Cash Flow Hedge Accounting of Forecast Intragroup Transactions
HKAS 39 (Amendment)	The Fair Value Option
HKAS 39 and HKFRS 4 (Amendment)	Financial Guarantee Contracts
HK(IFRIC) – Int 4	Determining whether an Arrangement contains a Lease

The Group has assessed the impact of the adoption of these amendments and interpretation and considered that there was no significant impact on the Group's results and equity for the current or prior accounting periods.

2. 主要會計政策概要（續）

(a) 編製基準（續）

採用新／修訂的香港財務報告準則
本集團於二零零六年採用以下與業務相關的修訂和詮釋之香港財務報告準則：

香港會計準則 第19號（修訂）	精算損益、集團計劃及披露
香港會計準則 第21號（修訂）	境外業務的投資淨額
香港會計準則 第27號（修訂）	綜合及獨立財務報表：因應二零零五年公司（修訂）條例而修訂
香港會計準則 第39號（修訂）	預測集團內公司間交易之現金流量對沖會計處理
香港會計準則 第39號（修訂）	選擇以公允價值入賬
香港會計準則 第39號及 香港財務報告 準則第4號（修訂）	財務擔保合約
香港（國際財務 報告詮釋委員會） －詮釋第4號	釐定安排是否包含租賃

本集團已評估採用該等修訂及詮釋後之影響，認為無論對本集團於本會計期間或過往會計期間之業績及權益，均無重大影響。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(a) Basis of preparation (continued)

Standards, interpretation and amendments to existing standards that are not yet effective

The HKICPA has issued certain new standards, amendments and interpretations to existing standards which are relevant to the Group's operations and financial statements and are mandatory for the Group's accounting periods beginning on or after 1 January 2007 or later periods as follows:

Effective from 1 January 2007

HKAS 1 (Amendment)	Presentation of Financial Statements: Capital Disclosures
HK(IFRIC) – Int 7	Applying the Restatement Approach under HKAS 29 Financial Reporting in Hyperinflationary Economies (effective from 1 March 2006)
HK(IFRIC) – Int 8	Scope of HKFRS 2 (effective from 1 March 2006)
HK(IFRIC) – Int 9	Reassessment of Embedded Derivatives (effective from 1 June 2006)
HK(IFRIC) – Int 10	Interim Reporting and Impairment (effective from 1 November 2006)
HK(IFRIC) – Int 11	HKFRS 2 – Group and Treasury Share Transactions
HKFRS 7	Financial Instruments: Disclosures

Effective from 1 January 2009

HKFRS 8	Operating Segments
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The Group has not early adopted the above standards, amendments and interpretations and is not yet in a position to state whether substantial changes to the Group's accounting policies and presentation of the financial statements will be resulted.

2. 主要會計政策概要(續)

(a) 編製基準(續)

尚未生效之準則、詮釋及現有準則之修訂

由香港會計師公會頒佈與本集團之營運及財務報表有關及本集團須於二零零七年一月一日或以後開始之會計期間強制執行之若干新準則、詮釋及現有準則之修訂如下:

於二零零七年一月一日起生效

香港會計準則第1號(修訂)	財務報表呈列:資本披露
香港(國際財務報告詮釋委員會) – 詮釋第7號	根據香港會計準則第29號「惡性通貨膨脹經濟中的財務報告」應用重列法(自二零零六年三月一日起生效)
香港(國際財務報告詮釋委員會) – 詮釋第8號	香港財務報告準則第2號之範圍(自二零零六年三月一日起生效)
香港(國際財務報告詮釋委員會) – 詮釋第9號	重新評估嵌入式衍生工具(自二零零六年六月一日起生效)
香港(國際財務報告詮釋委員會) – 詮釋第10號	中期呈報及減值(自二零零六年十一月一日起生效)
香港(國際財務報告詮釋委員會) – 詮釋第11號	香港財務報告準則第2號 – 集團及庫存股份交易
香港財務報告準則第7號	金融工具:披露

於二零零九年一月一日起生效

香港財務報告準則第8號	營運分部
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本集團並無提早採納上述準則、修訂及詮釋,並未能確定會否令本集團之會計政策及財務報表呈列出現重大改變。

Notes to the Financial Statements (continued)

財務報表附註（續）

For the year ended 31 December 2006 截至二零零六年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Consolidation

The financial statements include the financial statements of the Company and all its subsidiaries made up to 31 December.

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.

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

The purchase method of accounting is used to account for the acquisition of subsidiaries by the Group. 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 interests. The excess of the cost of acquisition over the fair value of the Group's share of the identifiable net assets acquired 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.

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

2. 主要會計政策概要（續）

(b) 綜合賬目

財務報表包括截至十二月三十一日止本公司及所有附屬公司的財務報表。

附屬公司為本集團有權支配財務及經營政策的所有實體，通常持有其超過一半投票權的股權。評估本集團是否控制另一個實體時考慮是否存在目前可行使或可轉換潛在投票權及這種投票權的影響。

附屬公司的賬目自控制權轉到本集團開始全面綜合，在控制權終止當天開始不再綜合。

本集團採用收購會計法為本集團所收購之附屬公司列賬。收購成本為於交易當日所獲資產之公允價值、所發行之股本工具及所產生或承擔之負債，加上直接歸屬予收購事項之成本。在商業合併過程中所收購之可辨別資產、所承擔之負債及或然負債，均於收購當日按其公平值作出初步計量，而毋須計及任何少數股東權益。收購成本超出本集團應佔所收購之可辨別淨資產之差額乃列作商譽。倘收購成本低於所收購附屬公司淨資產之公平值，則有關差額將直接在收益表內確認。

公司間交易、集團間公司的結餘及未變現收益交易均抵銷。未變現虧損也抵銷，但交易如有轉讓資產減值跡象則除外。附屬公司的會計政策在需要時已改變，以確保與本集團採納的政策一致。

For the year ended 31 December 2006

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**(b) Consolidation (continued)**

Minority interests represent the interests of outside shareholders in the results and net assets of the Company's subsidiaries.

In the Company's balance sheet the investments in subsidiaries are stated at cost less any accumulated impairment losses. The results of the subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

(c) Segment reporting

A segment is a distinguishable component of the Group that is engaged either in providing products or services (business segment), or in providing products or services within a particular economic environment (geographical segment), which is subject to risks and rewards that are different from those of other segments.

In accordance with the Group's internal financial reporting system, the Group has chosen business segment information as the primary reporting format and geographical segment information as the secondary reporting format for the purposes of these financial statements.

Segment revenues, expenses, results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis to that segment. For example, segment assets may include inventories, trade receivables and property, plant and equipment. Segment revenue, expenses, assets, liabilities are determined before intra-group balances and intra-group transactions are eliminated as part of the consolidated process, except to the extent that such intra-group balances and transactions are between group entities within a single segment. Inter-segment pricing is based on similar terms as those available to other external parties.

2. 主要會計政策概要(續)**(b) 綜合賬目(續)**

少數股東權益為外部股東佔本公司之附屬公司之業績及淨資產中之權益。

在本公司的資產負債表內，附屬公司投資按成本減任何累計減值虧損後入賬。本公司按已收和應收的股息為基準把附屬公司的業績入賬。

(c) 分部報告

分部指本集團內從事於供應產品或提供服務(業務分部)，或者在一特定的經濟環境內供應產品或提供服務(地區分部)的可分辦部份，而各分部所承受的風險及獲得的回報並不相同。

按照本集團的內部財務報告系統，本集團於該等財務報表中已選定以業務分部資料作為主要報告形式，而地區分部資料則以次要報告形式呈列。

分部收益、支出、業績、資產及負債包括能直接歸類於某一分部及那些能夠按合理標準分配到各分部的項目。例如，分部資產可能包括存貨、應收貿易賬款及物業、廠房及設備。分部收益、支出、資產及負債均在綜合賬項須予抵銷之結餘及交易之前列示，除非該等結餘及交易之抵銷乃在集團實體中之單一分部。分部之間的轉移事項定價按與其他外界人士相若的條款計算。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2006 截至二零零六年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Segment reporting (continued)

Segment capital expenditure is the total cost incurred during the year to acquire segment assets (both tangible and intangible) that are expected to be used for more than one year.

Unallocated items mainly comprise financial and corporate assets, interest-bearing loans, borrowings, tax balances, corporate and financing expenses.

(d) Property, plant and equipment

All property, plant and equipment are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost may also include transfers from equity of any gains/losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

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

Property, plant and equipment are depreciated at the following annual rates sufficient to write off their costs less any accumulated impairment losses and residual values (if, there are any) over their estimated useful lives. The principal annual rates and methods used for this purpose are as follows:

– Leasehold buildings	30 – 50 years
– Leasehold improvements	20%
– Lottery machines	5 years
– Furniture, fixtures and equipment	20% – 25%
– Plant and machinery	25%
– Motor vehicles	19% – 20%

2. 主要會計政策概要(續)

(c) 分部報告(續)

分部資本開支是指年在內購入預計可於超過一年以上使用的分部資產(包括有形和無形資產)所產生的成本總額。

未能分配至分部的項目主要包括財務和企業資產、帶息貸款、借款、稅項結餘及企業和融資支出。

(d) 物業、廠房及設備

所有物業、廠房及設備均按歷史成本減累計折舊和任何減值虧損入賬。歷史成本包括直接應佔購入的項目的開支。成本可包括自股本權益中轉撥有關以外幣購買物業、機器及設備的合資格現金流量對沖所產生的任何收益／虧損。

隨後成本只在與項目相關的未來經濟效益很可能會流入本集團和項目的成本可靠地計量時包括於資產的賬面值或確認為獨立的資產。所有其他維修均於產生的財務期間收益表列支。

物業、廠房及設備於其估計可使用年期，按足以撇銷其成本之下列年率予以折舊，並扣除任何累計減值虧損及剩餘價值(如有)。就此採用之主要年率及方法如下：

– 租賃樓宇	30 至 50 年
– 租賃物業裝修	20%
– 彩票機	5 年
– 傢俬、裝置及設備	20% – 25%
– 廠房及機器	25%
– 汽車	19% – 20%

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) Property, plant and equipment (continued)

The assets' residual values (if any) and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date. An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. The gain or loss on derecognition of the asset, calculated as the difference between the net disposal proceeds and the carrying amount of the item, is included in the income statement in the period the item is derecognised.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

(e) Prepaid lease payments on land use rights

Prepaid lease payments on land use rights are lump sum upfront payments to acquire long-term interest in lessee-occupied properties.

Prepaid lease payments on land use rights relating to buildings of the Group are stated at cost and are amortised over the period of the lease on the straight-line basis to the consolidated income statement.

(f) Intangible assets

On initial recognition, intangible assets acquired are recognised at cost. After initial recognition, intangible assets with finite useful lives are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is provided on a straight line basis over their estimated useful lives. Intangible assets with indefinite useful lives are carried at cost less any subsequent accumulated impairment losses.

Gains or losses arising from derecognition of an intangible asset are measured at the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the income statement when the asset is derecognised.

2. 主要會計政策概要(續)

(d) 物業、廠房及設備(續)

資產的殘值(如適用)及有用年限在適用情況下在每個結算日審閱和調整。物業、廠房及設備的項目在出售時或當預計持續使用資產不會產生未來經濟效益時終止確認。終止確認資產產生的盈虧為項目出售所得淨額與賬面值之差,在終止確認項目的期間時列入收益表。

如果資產的賬面值大於其預計可收回數額,資產的賬面值立即減值到其可收回金額。

(e) 土地使用權之預付租約付款

土地使用權之預付租約付款乃於購入承租人佔用物業之長期權益之一筆過預付支出。

有關本集團樓宇之土地使用權之預付租約付款均以成本列帳及於租約期內按直線法攤銷並列入綜合收益表。

(f) 無形資產

在最初確認時,購入的無形資產按成本確認。最初確認後,有有限可用年限的無形資產按成本減累計攤銷和任何累計減值虧損後入賬。有有限可用年限的無形資產攤銷按直線法在其預計使用年限內提撥準備。有無限可用年限的無形資產按成本減任何日後累計減值虧損後入賬。

無形資產終止確認產生的盈虧按資產出售所得淨額與賬面值之間的差額計量,並在資產終止確認時在收益表確認。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2006 截至二零零六年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(f) Intangible assets (continued)

Intangible assets with indefinite useful lives are tested for impairment annually by comparing their carrying amounts with their recoverable amounts, irrespective of whether there is any indication that they may be impaired. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

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

Intangible assets with finite useful lives are tested for impairment when there is an indication that an asset may be impaired.

(i) Computer software

Acquired computer software licences are capitalised on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortised over their estimated useful lives of ten years.

Costs associated with developing or maintaining computer software programmes are recognised as an expense as incurred.

2. 主要會計政策概要(續)

(f) 無形資產(續)

有無限使用年限的無形資產每年測試是否減值，比較其賬面值和其可收回金額，不論是否有任何可能減值跡象。如果資產的可收回數額估計少於其賬面值，資產的賬面值減至其可收回數額。減值虧損立即確認為開支。

當減值虧損隨後轉回，資產的賬面金額增至修訂的估計可收回金額，但增加的賬面值不得超越資產如在以往年度沒有確認減值虧損所釐定的賬面值。

如有有限可用年限的無形資產有減值跡象，即測試其是否減值。

(i) 電腦軟件

所獲得的電腦軟件特許權已按獲得及使用有關軟件所產生的成本為基準撥充資本。該等成本乃按其估計可使用十年年期攤銷。

與開發或維修電腦軟件程式相關的成本已確認為費用支銷。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(f) Intangible assets (continued)

(ii) Deferred development cost

Expenditure incurred on projects to develop computer software is capitalised and deferred only when the projects are clearly defined; the expenditure is separately identifiable and can be measured reliably; there is reasonable certainty that the projects are technically feasible, and the products have commercial value. Product development expenditure which does not meet this criteria is expensed when incurred.

Deferred development costs are stated at cost less accumulated amortisation and any accumulated impairment losses. Amortisation is provided on the straight-line basis over the commercial lives of the underlying production, subject to a maximum of 20 years commencing from the date when the products are put into commercial production.

(g) Goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net identifiable assets of the acquired subsidiaries at the date of acquisition. Goodwill is stated at cost less any accumulated impairment losses. Goodwill is allocated to cash-generating units and is tested annually for impairment. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

2. 主要會計政策概要(續)

(f) 無形資產(續)

(ii) 遞延開發成本

開發電腦軟件項目所產生的開支只會在項目可以清晰界定;開支可分列名目並以可靠的方式予以計算;能合理地確定項目在技術上為可行;以及產品具商業價值的情況下,撥充資本並作遞延處理。不符合此等標準的產品開發開支在產生時支銷。

遞延開發成本以成本減累計攤銷及任何累計減值虧損。以直線法在該生產之商業壽命(由該產品投入商業生產日期起最多二十年)予以攤銷。

(g) 商譽

商譽乃指收購成本超過本集團應佔被收購附屬公司在收購日之可分公平資產淨值之款項。商譽按成本減減值虧損列示。商譽會按現金生產單位分配並每年進行減值測試。出售實體之盈虧包括有關出售實體之商譽之帳面值。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2006 截至二零零六年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(h) Impairment of assets

(i) Impairment of investments in debt and equity securities and other receivables

Investment in debt and equity securities and other current and non-current receivables that are stated at cost or amortised cost or are classified as available-for-sale financial assets are reviewed at each balance sheet date to determine whether there is objective evidence of impairment. If any such evidence exists, any impairment loss is determined and recognised as follows:

- For unquoted equity securities carried at cost, the impairment loss is measured as the difference between the carrying amount of the financial asset and the estimated future cash flows, discounted at the current market rate of return for a similar financial asset where the effect of discounting is material. Impairment losses for equity securities are not reversed.
- For trade and other current receivables and other financial assets carried at amortised cost, the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition of these assets), where the effect of discounting is material.

If in a subsequent period the amount of an impairment loss decreases and the decrease can be linked objectively to an event occurring after the impairment loss was recognised, the impairment loss is reversed through profit or loss. A reversal of an impairment loss shall not result in the asset's carrying amount exceeding that which would have been determined had no impairment loss been recognised in prior years.

2. 主要會計政策概要(續)

(h) 資產減值

(i) 債券及股本證券及其他應收款項之減值

債券及股本證券及其他流動及非流動應收款項如以成本值或攤銷成本列賬，或歸類為可供出售證券，將會於每個結算日檢討，以確定有否客觀證據顯示出現減值。若存在任何有關證據，則按下列方式釐定及確認減值虧損：

- 按成本值列賬之非報價股本證券而言，減值虧損乃按金融資產之賬面值及估計未來現金流量（如折現之影響重大，則按類似金融資產之現行市場回報率折現）兩者之差額計算。股本證券之減值虧損不會被撥回。
- 按攤銷成本列賬之貿易及其他流動應收款及金融資產而言，減值虧損乃按資產賬面值與估計未來現金流量按金融資產原有之實際利率（即在初始確認該等資產時計算之實際利率）折現的現值兩者之差額計量（倘若折現會造成重大影響）。

若於其後之期間，減值虧損數額減少，而有關減少可客觀地與在確認減值虧損後發生之事件聯繫，則減值虧損會透過損益撥回。減值虧損撥回不得導致資產賬面值超出於以往年度沒有確認減值虧損之金額。

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(h) Impairment of assets (continued)

(i) Impairment of investments in debt and equity securities and other receivables (continued)

- For available-for-sale financial assets, the cumulative loss that has been recognised directly in equity is removed from equity and is recognised in profit or loss. The amount of the cumulative loss that is recognised in profit or loss is the difference between the acquisition cost (net of any principal repayment and amortisation) and current fair value, less any impairment loss on that asset previously recognised in profit or loss.

Impairment losses recognised in profit or loss in respect of available-for-sale financial assets are not reversed through profit or loss. Any subsequent increase in the fair value of such assets is recognised directly in equity.

Impairment losses in respect of available-for-sale debt securities are reversed if the subsequent increase in fair value can be objectively related to an event occurring after the impairment loss was recognised. Reversals of impairment losses in such circumstances are recognised in profit or loss.

(ii) Impairment of other assets

Internal and external sources of information are reviewed at each balance sheet date to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment (other than properties carried at revalued amounts);
- prepaid lease payments on land use rights classified as being held under an operating lease;
- intangible assets;
- investments in subsidiaries (except for those classified as held for sale (or included in a disposal group that is classified as held for sale)); and
- goodwill.

2. 主要會計政策概要(續)

(h) 資產減值(續)

(i) 債券及股本證券及其他應收款項之減值(續)

- 就可供出售金融資產而言，已直接於權益中確認之累計虧損應從權益轉出，並以損益確認。於損益確認之累計虧損金額為收購成本（減去任何本金還款及攤銷）與現行公允價值之差額，減去該資產過往在損益中確認之任何減值虧損。

可供出售金融資產之減值虧損如已於損益確認，則不會透過損益撥回。其後該資產公允價值之任何增加會直接於權益中確認。

倘有關可供出售債務證券之公允價值在日後增加，而有關的增加可以客觀地與確認減值虧損後發生的事件聯繫起來，便會將減值虧損轉回。轉回減值虧損在該等情況下須以損益確認。

(ii) 其他資產之減值

本集團會在每個結算日審閱內部及外部資料，以確定下列資產是否出現減值跡象，或（商譽除外）以往確認之減值虧損是否不再存在或已經減少：

- 物業、廠房及設備（按重估值列賬之物業除外）；
- 分類為根據經營租約持有之租賃土地之預付租賃款項；
- 無形資產；
- 於附屬公司（分類為持作出售之投資除外（或包括在分類為持作出售之出售集團））；及
- 商譽。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2006 截至二零零六年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(h) Impairment of assets (continued)

(ii) Impairment of other assets (continued)

If any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill, intangible assets that are not yet available for use and intangible assets that have indefinite useful lives, the recoverable amount is estimated annually whether or not there is any indication of impairment.

— Calculation of recoverable amount

The recoverable amount of an asset is the greater of its net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present values using a pre-tax discount rate that reflects current market assessments of time value of money and the risks specific to the asset. Where an asset does not generate cash flows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

— Recognition of impairment losses

An impairment loss is recognised in profit or loss whenever the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating units (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs to sell, or value in use, if determinable.

2. 主要會計政策概要(續)

(h) 資產減值(續)

(ii) 其他資產之減值(續)

倘若存在任何有關跡象，則會估計資產之可收回金額。此外，就商譽而言，尚未可供使用的無形資產及具有無限使用年期的無形資產，無論是否存在任何減值跡象，均會每年估計可收回金額。

— 計算可收回數額

資產的可收回數額以其銷售淨價和使用價值兩者中的較高數額為準。在評估使用價值時，會使用除稅前貼現率將估計未來現金流量貼現至現值。該貼現率應是反映市場當時所評估的貨幣時間價值和該資產的獨有風險。如果資產所產生的現金流入基本上不獨立於其他資產所產生的現金流入，則以能獨立產生現金流入的最小資產類別（即現金產生單位）來釐定可收回數額。

— 確認減值虧損

當資產或其所屬之現金產生單位之賬面值高於可收回金額時，便會確認減值虧損。除資產賬面值不會減至低於其個別公允值減銷售成本或使用價值（如可衡量）外，現金產生單位之已確認減值虧損首先用作減少分配予現金產生單位（或一組單位）之任何商譽賬面值，然後按比例減少單位（或一組單位）內其他資產之賬面值。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(h) Impairment of assets (continued)

(ii) Impairment of other assets (continued)

– Reversals of impairment losses

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

(i) Investments

The Group classified its investment in the following categories: financial assets at fair value through profit or loss, loans and receivables, and available-for-sale financial assets. The classification depends on the purpose for which the investments were acquired. Management determines the classification of its investments at initial recognition and re-evaluates this designation at every reporting date.

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

This category has two sub-categories: financial assets held for trading, and those designated at fair value through profit or loss at inception. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term or if so designated by management. Assets in this category are classified as current assets if they are either held for trading or are expected to be realised within 12 months of the balance sheet date.

2. 主要會計政策概要(續)

(h) 資產減值(續)

(ii) 其他資產之減值(續)

– 減值虧損撥回

倘若用以釐定可收回數額的估計出現有利變動，便會將資產減值虧損撥回；但商譽除外。商譽的減值虧損不會撥回。

所撥回的減值虧損以假設沒有在往年確認減值虧損而應已釐定的資產賬面金額為限。所撥回的減值虧損在確認撥回的年度內計入損益內。

(i) 投資

本集團把投資作以下分類：通過損益按公允價值計量的金融資產、貸款及應收賬款，以及可供出售金融資產。分類方法取決於投資購入的目的。管理層在最初確認時釐定投資的分類，並於每個報告日重新評估分類。

(i) 通過損益按公允價值計量的金融資產

本分類有兩個子分類：持作買賣的金融資產及於開始時通過損益按公允價值計量的金融資產。金融資產如主要為短期內出售或管理層指定作此用途而購入，列作該類別。該類別的資產如持作買賣用途或預期於結算日後十二個月內變現，列作流動資產。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2006 截至二零零六年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(i) Investments (continued)

(ii) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise when the Group provides money, goods or services directly to a debtor with no intention of trading the receivable. They are included in current assets, except for maturities greater than 12 months after the balance sheet date. These are classified as non-current assets. Loans and receivables are included in trade receivables in the balance sheet (Note 25).

(iii) Available-for-sale financial assets

Available-for-sale financial assets are non derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless management intends to dispose of the investment within 12 months of the balance sheet date.

Purchases and sales of investments are recognised on trade-date – the date on which the Group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Investments are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Available-for-sale financial assets and financial assets at fair value through profit or loss are subsequently carried at fair value. Loans and receivables are carried at amortised cost using the effective interest method. Realised and unrealised gains and losses arising from changes in the fair value of the ‘financial assets at fair value through profit or loss’ category are included in the income statement in the period in which they arise. Unrealised gains and losses arising from changes in the fair value of non-monetary securities classified as available-for-sale are recognised in equity. When securities classified as available-for-sale are sold or impaired, the accumulated fair value adjustments are included in the income statement as gains or losses from investment securities.

2. 主要會計政策概要(續)

(i) 投資(續)

(ii) 貸款和應收賬款

貸款和應收賬款為非衍生金融資產，有固定或可確定付款，不可在活躍市場報價。當本集團直接向債務人提供金錢、產品或服務而沒有買賣應收賬款的意圖，就會產生這些款項。這些款項列入流動資產，惟到期日在結算日後十二個月以後除外，這些款項列作非流動資產。貸款和應收賬款在結算日列作應收貿易賬款(附註25)。

(iii) 可供出售金融資產

可供出售金融資產為非衍生工具，指定為該類別或不列作任何其他類別，除非管理層意圖在結算日後十二個月內出售投資，否則列作非流動資產。

投資買賣在交易日一本集團承諾買賣資產當天確認。對通過過損益按公允價值計量的金融資產而言，投資最初確認是按公允價值加成本。當從投資收取現金流量的權利屆滿或已轉移至本集團，而本集團已大致上轉移擁有人的所有風險和回報，投資終止確認。可供出售金融資產和通過損益按公允價值計量的金融資產隨後按公允價值入賬。貸款和應收款項以實際利率法按攤銷成本列賬。通過損益按公允價值計量的金融資產的公允價值變動產生的已變現和未變現盈虧在產生的期間列入收益表。列作可供出售證券之非貨幣證券的公允價值變動產生的未變現盈虧，確認為股東權益。當證券列作可供出售，而且已出售或減值，累計公允價值調整作為投資證券的盈虧列入收益表。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**(i) Investments (continued)****(iii) Available-for-sale financial assets (continued)**

The fair values of quoted investments are based on current bid prices. If the market for a financial asset is not active (and for unlisted securities), the Group establishes fair value by using valuation techniques. These include the use of recent arm's length transactions, reference to other instruments that are substantially the same, discounted cash flow analysis, and option pricing models refined to reflect the issuer's specific circumstances.

(j) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average method. The cost of finished goods and work-in-progress comprises design costs, raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity). It excludes borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

(k) Trade and other receivables

Trade and other receivables are recognised initially at fair value, and after initial recognition, at amortised cost less any impairment losses for bad and doubtful debts, except for the following receivables:

- Interest-free loans made to related parties without any fixed repayment terms or the effect of discounting being immaterial, that are measured at cost less any impairment losses for bad and doubtful debts; and
- Short-term receivables with no stated interest rate and the effect of discounting being immaterial, that are measured at their original invoiced amount less any impairment losses for bad and doubtful debts (See note 2(h)).

2. 主要會計政策概要(續)**(i) 投資(續)****(iii) 可供出售金融資產(續)**

報價投資的公允價值按目前的購入價計算。如果金融資產(及非上市證券)的市場不活躍,本集團採用估值技術設定公允價值,包括採用最近一般的交易、參考大致相同的其他工具、折現現金流量分析,以及修訂的購股權定價模式,以反映發行人的特定情況。

(j) 存貨

存貨按成本或可變現淨值兩者中的較低者列賬。成本按加權平均法計算。製成品及在製品的成本包括設計成本、原材料、直接人工、其他直接成本及相關生產開支(根據正常經營能力),惟不包括貸款成本。可變現淨值乃按正常業務過程中的估計售價,減去適用的變動銷售開支計算。

(k) 貿易及其他應收款項

貿易及其他應收款項初步按公平值確認。於初步確認後按攤銷成本扣除呆壞賬減值虧損計算,惟不包括以下應收款項:

- 借予關連人士無指定還款期或折現影響並不重大的免息貸款,有關貸款以成本值扣除呆壞賬減值虧損入賬;及
- 無指定利率及折現影響並不重大的短期投資,有關投資以原發票值扣除呆壞賬減值虧損入賬(見附註2(h))。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2006 截至二零零六年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(l) Cash and cash equivalents

Cash comprises cash on hand and at bank and demand deposits with bank. Cash equivalents are short-term and highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

For the purpose of cash flow statement, bank overdrafts which are repayable on demand form an integral part of the Group's cash management are included as a component of cash and cash equivalents.

(m) Income tax

Income tax comprises current and deferred tax. Income tax is recognised in the income statement or in equity if it relates to items that are recognised in the same or a different period, directly in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates (and laws) enacted or substantially enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred 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. However, if the deferred tax 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, it is not accounted for. Deferred 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 tax asset is realised or the deferred tax liability is settled.

Deferred 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. Deferred tax assets also arise from unused tax losses and unused tax credits.

2. 主要會計政策概要(續)

(l) 現金及現金等價物

現金包括現金及活期存款。現金等價物為短期而高流動性的投資，該投資在沒有涉及重大價值轉變的風險下可以容易地轉換為已預知金額。

就現金流量表而言，即期償還的銀行透支構成集團資金管理一部分，並算入現金及現金等價物。

(m) 所得稅

所得稅包括當期及遞延稅項。所得稅在收益表中確認，或倘所得稅涉及在同一或不同期間確認之項目，則直接在股本中確認。

當期稅項是指預期就該年應課稅入息，按結賬日已頒布或實質上已頒布之稅率（及法律）計算的應付稅項，以及對過往年度應付稅項之調整。

遞延所得稅乃就資產及負債之稅基與其於財務報表所示賬面值之間的暫時差額，以負債法作出全數撥備。然而，倘遞延所得稅乃產生自初步確認交易（業務合併除外）的資產或負債，而交易當時並無影響會計或應課稅溢利或虧損，則不會列賬。遞延所得稅乃以於結算日已頒佈或大致已頒佈之稅率（及法律）釐定，並預期於變現相關遞延所得稅資產或償還遞延所得稅負債時應用。

遞延所得稅資產在未來應課稅溢利可抵銷暫時差額時確認。遞延稅項資產亦會因未動用之稅項虧損及未動用之稅項抵免而產生。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(m) Income tax (continued)

Deferred tax is provided on temporary differences arising on investments in subsidiaries, except where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

(n) Trade and other payables

Trade and other payables are initially measured at fair value and, after initial recognition, at amortised cost, except for the following payables:

- Short-term payables with no stated interest rate and the effect of discounting being immaterial, that are measured at their original invoiced amount; and
- Interest-free loans made to related parties without any fixed repayment terms or the effect of discounting being immaterial, that are measured at cost.

(o) Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Transaction costs are incremental costs that are directly attributable to the acquisition, issue or disposal of a financial asset or financial liability, including fees and commissions paid to agents, advisers, brokers and dealers, levies by regulatory agencies and securities exchanges, and transfer taxes and duties. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest method.

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

2. 主要會計政策概要(續)

(m) 所得稅(續)

遞延所得稅按於附屬公司的投資所產生的暫時差額作撥備，惟若撥回暫時差額的時間由本集團控制，而在可見將來不大可能撥回暫時差額則除外。

(n) 貿易及其他應付款項

貿易及其他應付款項初步按公平值計算，並於初步確認後按攤銷成本計算，以下應付款項除外：

- 無指定利率及折現影響並不重大的短期應付款項，有關款項以原發票值入賬；及
- 借予關連人士無指定還款期或折現影響並不重大的免息貸款，有關貸款以成本值入賬。

(o) 貸款

貸款最初按公允價值減產生的交易成本確認。交易成本為直接應佔收購、發行或出售金融資產或金融負債的增量成本，包括付予代理、諮詢、經紀和交易商的費用和佣金、監管機構和證券交易所的收費，以及轉讓稅和稅項。貸款隨後按攤銷成本入賬；任何所得（扣除交易成本）及贖回價值之差額以實際利率法，在貸款的期間在收益表確認。

貸款列作流動負債，惟本集團有無條件權利在結算日後最少十二個月後遞延清償之負債除外。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2006 截至二零零六年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(p) Employee benefits

(i) Retirement benefit costs

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

The subsidiaries in the PRC do not provide a pension plan for their employees. The subsidiaries in the PRC made contributions to the defined contribution retirement plans in the PRC and are recognised as expense in the income statement as incurred. The subsidiaries have no further payment obligations once the contributions have been paid.

(ii) Paid leave carried forward

The Group provides paid annual leave to its employees under their employment contracts on a calendar year basis. Under certain circumstances, such leave which remains untaken as at the balance sheet date is permitted to be carried forward and utilised by the respective employees in the following year. An accrual is made at the balance sheet date for the expected future cost of such paid leave earned during the year by the employees and carried forward.

2. 主要會計政策概要(續)

(p) 僱員福利

(i) 退休福利成本

本集團遵照強制性公積金條例為合資格參與強制性公積金退休福利計劃(「強積金計劃」)之僱員在香港實施定額供款強積金計劃。供款乃以僱員基本薪金之某百分率作出,及根據強積金計劃之規則須予支付時於收益表中扣除。本集團之僱主供款於向強積金計劃作出供款後,悉數屬僱員所有。

於中國之附屬公司並無為僱員提供退休金計劃。於中國之附屬公司向中國之定額供款退休計劃作出供款,並於產生時在收益表確認為開支。一旦償付供款,附屬公司再無作額外供款之責任。

(ii) 有薪假期結轉

本集團根據僱員合約,按每年向僱員提供有薪年假。在若干情況下,允許將截至結算日之餘下未用之假期結轉並由有關僱員於下一年度使用。僱員年度內應得之有薪假期之預計將來成本於結算日累計並結轉。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(p) Employee benefits (continued)

(iii) 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 total amount to be expensed over the vesting period is determined by reference to the fair value of the options granted, excluding the impact of any non-market vesting conditions (for example, profitability and sales growth targets). Non-market vesting conditions are included in assumptions about the number of options that are expected to become exercisable. At each balance sheet date, the entity revises its estimates of the number of options that are expected to become exercisable. It recognises the impact of the revision of original estimates, if any, in the income statement, and a corresponding adjustment to equity over the remaining vesting period.

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.

(iv) Profit-sharing and bonus plans

The Group recognises a liability and an expense for bonuses and profit-sharing, based on a formula that takes into consideration the profit attributable to the Group's shareholders after certain adjustments. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

2. 主要會計政策概要(續)

(p) 僱員福利(續)

(iii) 股份薪酬

本集團採納股本結算股份薪酬計劃。就授出購股權所換取僱員服務之公平值已確認為開支。於歸屬期間內支銷之總額乃經參考所授出購股權之公平值(不包括任何非市場歸屬情況之影響,如盈利能力及銷售增長目標等)後釐定。非市場歸屬條件載於預期將予行使購股權數目之假設。於各結算日,實體修訂其對預期將予行使購股權數目之估計,並於收益表確認修訂原有估計(如有)之影響及於餘下歸屬期間就股本作出相應調整。

當購股權獲行使後,所收取款額扣除任何直接應佔交易成本後計入股本(面值)及股份溢價。

(iv) 攤分溢利及花紅計劃

本集團根據一項程式(其中計及本集團股東應佔溢利,並已作出若干調整)就花紅及溢利攤分而確認負債及開支。倘本集團有合約責任或倘過往慣例而有推定責任,則確認撥備。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2006 截至二零零六年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(q) Financial guarantees issued, provisions and contingent liabilities

(i) Financial guarantees issued

Financial guarantees are contracts that require the issuer (i.e. the guarantor) to make specified payment to reimburse the beneficiary of the guarantee (the "holder") for a loss the holder incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

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

The amount of the guarantee initially recognised as deferred income is amortised in profit or loss over the term of the guarantee as income from financial guarantees issued. In addition, provisions are recognised in accordance with note 2q(iii) below if and when (i) it becomes probable that the holder of the guarantee will call upon the Group under the guarantee and (ii) the amount of that claim on the Group is expected to exceed the amount currently carried in trade and other payables in respect of that guarantee, i.e. the amount initially recognised, less accumulated amortisation.

2. 主要會計政策概要(續)

(q) 已發出之財務擔保、撥備及或然負債

(i) 已發出之財務擔保

財務擔保合約為當特定債務人未能根據債務工具之條款於到期日償還債務，以致發行人(即擔保人)須給予特定款項以償還受擔保人(「持有人」)之損失。

當本集團發出財務擔保，該擔保的公平值(即交易價格，除非該公平值能可靠估計)初步確認為貿易及其他應付款項內的遞延收入。倘在發行該擔保時收取或可收取代價，該代價則根據適用於該類資產的本集團政策予以確認。倘沒有已收取或應予收取之代價，則於初步確認任何遞延收入時，即時於損益內確認開支。

初步確認為遞延收入的擔保金額按擔保年期於損益內攤銷為所發出的財務擔保收入。此外，倘(i)擔保持有人有可能根據擔保向本集團提出要求；及(ii)向本集團作出的申索金額預期超過現時列於貿易及其他應付款項內的擔保金額(即初步確認金額減累計攤銷)，則根據下文附註2q(iii)確認有關撥備。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(q) Financial guarantees issued, provisions and contingent liabilities (continued)

(ii) Contingent liabilities acquired in business combinations

Contingent liabilities acquired as part of a business combination are initially recognised at fair value, provided the fair value can be reliably measured. After their initial recognition at fair value, such contingent liabilities are recognised at the higher of the amount initially recognised, less accumulated amortisation where appropriate, and the amount that would be determined in accordance with note 2(q)(iii) below. Contingent liabilities acquired in a business combination that cannot be reliably fair valued are disclosed in accordance with note 2(q)(iii) below.

(iii) Other provisions and contingent liabilities

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

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

2. 主要會計政策概要(續)

(q) 所發出之財務擔保、撥備及或然負債(續)

(ii) 於企業合併所購入的或然負債

於企業合併所購入的或然負債按公允價值初始計算，而這個公允價值能夠可靠地估計。按公允價值初始計算後，這些或然負債會以初始計算數額減累計攤銷與根據下列附註2(q)(iii)釐定的數額兩者中較高者入賬。於企業合併所購入的或然負債不能按公允價值可靠計算會根據下列附註2(q)(iii)披露。

(iii) 其他撥備及或然負債

當本公司或本集團因過往事件而須負上法律或推定之責任，且可能須就履行該等責任而導致經濟效益流出，並能夠就此作出可靠估計，則始為未能確定何時發生或其款額之負債作出撥備。倘貨幣時間價值重大，則按預期履行有關承擔所需開支之現值撥備。

倘須動用經濟效益的可能性較低，或未能可靠計算所承擔之數額，便會將該承擔列為或然負債。視乎某宗或多宗未來事件會否發生才能確定存在與否的潛在義務，亦會披露為或然負債，除非這類資源外流的可能性甚低，否則亦列為或然負債。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2006 截至二零零六年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(r) Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income over the periods necessary to match the grant on a systematic basis to costs that it is intended to compensate. Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to the income statement over the expected useful life of the relevant asset by equal annual instalments.

(s) Revenue recognition

Revenue comprises the fair value for the sale of goods and services, and after eliminating sales within the Group. Revenue is recognised as follows:

(i) Interest income

Interest income is recognised on a time-proportion basis using the effective interest method. When a receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loans is recognised either as cash is collected or on a cost-recovery basis as conditions warrant.

(ii) Commission income and handling fee income, asset management and advisory fee income

Income arising from broking, corporate finance and asset management is recognised when the relevant services are rendered and the amount can be reliably estimated and it is probable that it will be received.

(iii) Income from trading of listed securities

Income from trading of listed securities is recognised as revenue on a trade date basis.

2. 主要會計政策概要(續)

(r) 政府補助金

政府補助金於可合理肯定將可獲取有關補助金，且符合所有附帶條件時按公平價值確認。倘補助金與開支項目相關，則於按有系統基準將補助金相配其擬補助之成本所需期間確認為收入。倘補助金與資產相關，有關公平價值會計入遞延收入賬，並按均等年度分期，於有關資產之預計可用年期撥回收益表。

(s) 收入確認

收益包括產品及服務銷售註銷集團內銷售後之公平價值。收益確認如下：

(i) 利息收入

利息收入利用實際利息法以時間基準確認。倘應收賬款減值，本集團將其賬面值減至可收回金額（即按工具之原本實際利率貼現之估計未來現金流），並繼續撥回折讓及利息收入。減值貸款之利息收入按已收取之現金或在條件許可下以成本收回基準而確認。

(ii) 佣金收入及手續費收入、資產管理及顧問費收入

從經紀、企業財務及資產管理所產生之收入，於提供有關服務及有關金額可合理估計且有可能收取時確認。

(iii) 買賣上市證券之收入

買賣上市證券之收入按交易日基準而確認。

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截至二零零六年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**(s) Revenue recognition (continued)****(iv) Income from provision of lottery machines and related services, comprising:****(1) Sales of goods**

Sales of goods including lottery machines and related software systems are recognised when the goods are delivered to the customers' premises which is taken to be the point in time when the customer has accepted the goods; the related risks and rewards of ownership and collectibility of the related receivables is reasonably assured.

(2) Income from lottery business

Income from lottery business including consultancy service, maintenance service and other related services are recognised in the accounting period in which the service is rendered.

(3) Income from sharing of lottery sales

Income from sharing of lottery sales shall be recognised on an accrual basis in accordance with the substance of the relevant agreement.

(t) Operating lease

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 to the income statement on a straight line basis over the period of the lease. Contingent rentals (if any) are charged to the income statement in the accounting period in which they are incurred.

2. 主要會計政策概要(續)**(s) 收入確認(續)****(iv) 提供彩票機及相關服務收入****(1) 貨品銷售**

貨品銷售包括彩票機器及相關軟件系統於貨品運送至客戶物業範圍由客戶接受貨品時確認；而相關風險、擁有權及可否收取相關應收款項亦合理確保。

(2) 來自彩票業務之收入

來自彩票業務之收入包括顧問服務、維護服務及其他相關服務，於提供服務之會計期間確認入賬。

(3) 應佔收益收入

應佔收益收入根據有關協議按應計基準確認。

(t) 經營租賃

資產擁有權之絕大部分風險及回報仍由出租人承擔之租賃列為經營租賃。經營租賃支付之款項，扣除自出租人收取之任何優惠，按有關租賃年期以直線法於收益賬中扣除。或然租金（如有）在其產生的會計期間於收益賬中扣除。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2006 截至二零零六年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(u) Related parties

A party is related to the Group if:

- (i) directly, or indirectly through one or more intermediaries, the party:
 - (1) controls, is controlled by, or is under common control with, the Group;
 - (2) has an interest in the Group that gives its significant influence over the Group; or
 - (3) has joint control over the Group;
- (ii) the party is a jointly-controlled entity;
- (iii) the party is an associate;
- (iv) the party is a member of the key management personnel of the Company or its parent;
- (v) the party is a close member of the family of any individual referred to in (i) or (iv);
- (vi) the party is an entity that is controlled, jointly-controlled or significantly influenced by or for which significant voting power in such entity resides with, directly or indirectly, any individual referred to in (iv) or (v); or
- (vii) the party is a post-employment benefit plan for the benefit of employees of the Group, or of any entity that is a related party of the Group.

(v) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities 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 HK dollars, which is the Company's functional and presentation currency.

2. 主要會計政策概要(續)

(u) 關連人士

在下列情況下，一方即為本集團之關連人士：

- (i) 該方直接或間接透過一名或多名中介人
 - (1) 控制本集團、受本集團控制或與本集團共同控制；
 - (2) 擁有對本集團有重大影響之本集團權益；或
 - (3) 對本集團有共同控制權；
- (ii) 該方為本集團之共同控制企業；
- (iii) 該方為聯繫人士；
- (iv) 該方為本公司或其母公司主要管理人員之成員；
- (v) 該方為(i)或(iv)所指任何個別人士之直系親屬；
- (vi) 該方為受另一方控制、共同控制或重大影響之實體，而該實體之重大投票權直接或間由(iv)或(v)項所述人士擁有；或
- (vii) 為本集團僱員利益而參與僱用後福利計劃之一方，或為本集團關連方之任何實體。

(v) 外幣換算

(i) 功能及呈列貨幣

本集團內各實體財務報表內計入之項目，均以該實體經營的主要經濟環境通行貨幣（「功能貨幣」）計算。綜合財務報表以港元（本公司之功能及呈列貨幣）呈列。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(v) Foreign currency translation (continued)

(ii) 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 at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement, except when deferred in equity as qualifying cash flow hedges or qualifying net investment hedges.

Translation differences on non-monetary items, such as equity instruments held at fair value through profit or loss, are reported as part of the fair value gain or loss. Translation differences on non-monetary items, such as equities classified as available-for-sale financial assets, are included in the fair value reserve in equity.

(iii) Group companies

The results and financial position of all the group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (1) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- (2) income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- (3) all resulting exchange differences are recognised as a separate component of equity.

2. 主要會計政策概要(續)

(v) 外幣換算(續)

(ii) 交易及結餘

外幣交易均按交易當日之匯率換算為功能貨幣。因結算該等交易及按年終匯率換算以外幣列值之貨幣資產和負債產生之外匯收益及虧損均在收益賬中確認，但作為合資格現金流量對沖或投資淨額對沖而撥入股本遞延處理之匯兌損益則不在此限。

非貨幣項目(例如按公平價值持有在損益確認之股本工具)之匯兌差額，以公平價值盈虧之一部份呈報。非貨幣項目(例如分類為可供出售財務資產的股本)之匯兌差額，計入股本中之公允價值儲備。

(iii) 集團內公司

功能貨幣有異於呈報貨幣的各集團公司(彼等概無擁有嚴重通脹經濟的貨幣)業績及財務狀況已換算為呈報貨幣如下：

- (1) 於各結算日呈報的資產與負債以結算日當日的收市匯率換算；
- (2) 各收益表的收支以平均匯率換算(有關平均數並非按交易當日匯率的累計影響而合理計算的約數則除外。在此情況下，收支則以交易日的匯率換算)；及
- (3) 所產生的匯兌差額確認為股權的獨立部份。

Notes to the Financial Statements (continued)

財務報表附註(續)

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(v) Foreign currency translation (continued)

(iii) Group companies (continued)

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 shareholders' equity. When a foreign operation is sold, such exchange differences are recognised in the income statement as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

3. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

(a) Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk and price risk), credit risk, liquidity risk, cash flow and interest-rate risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance as follows:

(i) Market risk

(1) Foreign currency risks

Foreign exchange risk is the risk of loss due to adverse movements in foreign exchange rate relating to receivables from foreign brokers and foreign currency deposits with banks. The Group did not have significant exposure to foreign exchange risk arising from the above receivables in the current year.

The Group's lottery business operates in the PRC with most of transactions settled in RMB and did not have significant exposure to foreign exchange risk during the current year. The conversion of RMB into foreign currencies is subject to the rules and regulations of the foreign exchange control promulgated by the PRC government.

2. 主要會計政策概要(續)

(v) 外幣換算(續)

(iii) 集團內公司(續)

綜合賬目時，換算於外國公司的淨投資、借貸及指定用作對沖有關投資的貨幣工具所產生的匯兌差額在股東股權中處理。當出售海外業務時，有關的匯兌差額在收益表中確認入賬為出售盈虧的一部份。

收購海外公司所產生的商譽及公平值調整被視為海外公司的資產與負債，並以收市匯率換算。

3. 財務風險管理目標及政策

(a) 財務風險因素

本集團之業務涉及多項財務風險：市場風險（包括外匯風險及價格風險）、信貸風險、流動資金風險及公平價值現金流利率風險。本集團之整體風險管理計劃，專注於金融市場之不可預測情況，並尋求減低對本集團財務表現之潛在不利影響如下：

(i) 市場風險

(1) 外匯風險

外匯風險為有關外國經紀應收賬款以及存於銀行之外幣存款之匯率不利變動而產生之虧損之風險。本集團於年內並無承擔重大的外匯風險。

本集團之彩票業務主要在中國境內經營，大部份交易均以人民幣結算，於期內並無重大外匯風險。將人民幣換算為外幣須受中國內地政府所頒布之外匯管制規則及規例監管。

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3. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(a) Financial risk factors (continued)

(i) Market risk (continued)

(2) Price risk

The Group is exposed to equity price risk through investments in equity securities. The Board of Directors manages the exposure by closely monitoring the portfolio of equity investments.

(ii) Credit risk

The Group's maximum exposure to credit risk in the event of the clients' and foreign brokers' failure to perform their obligations as at 31 December 2006 in relation to each class of recognised financial assets is the carrying amount of those assets as stated in the consolidated balance sheet. In order to minimise the credit risk, the management of the Group has delegated a team responsible to compile the credit and risk management policies, to approve credit limits and determine any debt recovery action on those delinquent receivables. In addition, the Group reviews the recoverable amount for each individual accounts receivables at each balance sheet date to ensure that adequate impairment losses are made for irrecoverable amounts. In this regards, the directors of the Group consider that the Group's credit risk is effectively controlled and significantly reduced.

The Group has no significant concentration of credit risk, with exposure spread over a number of clients and foreign brokers.

The Group's lottery business also does not have significant concentrations of credit risks as the customers are authorised operators mainly, local lotteries issuance centres of welfare lottery in China. The Group has policies in place to ensure that sales of goods are made to customers on terms that are appropriate to their credit history. Additionally, the credit risk on liquid funds is limited because the counterparties are regulated banks in the PRC.

3. 財務風險管理目標及政策(續)

(a) 財務風險因素(續)

(i) 市場風險(續)

(2) 價格風險

本集團因股本證券之投資而承擔股價風險。董事會透過緊密監管股本投資組合而管理有關風險。

(ii) 信貸風險

倘客戶及外國經紀未能履行於二零零六年十二月三十一日有關各類別已確認財務資產之責任，本集團所承擔之最高信貸風險，乃綜合資產負債表所列該等資產之賬面值。為減低信貸風險，本集團管理層已委派一隊隊伍，負責編制信貸及風險管理政策、審批信貸限額以及決定就拖欠應收賬款所採取之收回債項行動。此外，本集團於各結算日審閱各個別應收賬款，以確保已就不可收回金額作出充足減值虧損準備。就此而言，本集團董事認為本集團之信貸風險已有效控制及顯注減少。

本集團並無重大集中信貸風險，而風險乃攤分至多名客戶及外國經紀。

本集團之彩票業務並無高度集中之信貸風險，由於客戶皆為獲授權之營運商，主要是中國福利彩票之地方發行中心。本集團制訂本身之政策，以確保向客戶以符合其信貸記錄之條款銷售產品。此外，流動資金之信貸風險有限，因為交易對手皆為中國之受規管銀行。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2006 截至二零零六年十二月三十一日止年度

3. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(a) Financial risk factors (continued)

(iii) Liquidity risk

As part of ordinary broking activities, the Group is exposed to liquidity risk arising from timing difference between settlement with Clearing House or brokers and clients. To address the risk, treasury team works closely with the settlement division on monitoring the liquidity gap. In addition, for contingency purposes, clean loan facilities are put in place. The directors considered that the Group has sufficient fund to meet its financial obligations and commitments in full as they fall due in the foreseeable future.

(iv) Cash flow and fair value interest rate risks

Most of the bank borrowings that are collateralised by margin client's securities, carry interest at variable rates which can mitigate the cash flow interest rate risk. Certain of the bank borrowings carry fixed-rate interest. To mitigate the fair value interest rate risk, the Group entered into interest rate swap to hedge against its exposures to changes in fair values of these borrowings.

While the Group's lottery business does not have significant concentrations of credit risk, the Group may be exposed to delay in payments from customers and demand for payments from suppliers that may adversely affect overall cash flow. The Group mitigates such risk by having a wide base of customers and suppliers.

(b) Fair value estimation

The fair value of financial instruments traded in active markets is based on quoted market prices at the balance sheet date. The quoted market price used for financial assets held by the Group is the current bid price.

3. 財務風險管理目標及政策(續)

(a) 財務風險因素(續)

(iii) 流動資金風險

作為日常經紀業務之一部份，本集團承擔結算行或經紀與客戶之間之結算時差所產生之流動資金風險。為處理有關風險，庫務小組與結算部緊密合作，監察流動資金的時間差距。此外，本集團擁有可動用信貸以應付緊急情況。董事認為本集團已有充裕資金應付可見未來所需之財務責任及承諾。

(iv) 現金流及利率公允價值風險

由於展客戶之證券作抵押之大部份銀行借貸，以可變利率計息，從而可減低現金流利率風險。若干銀行借貸按定息計息。為減輕公平價值利率風險，本集團訂立利率掉期以套戥該等借貸公平價值變動之風險。

儘管本集團之彩票業務並無高度集中之信貸風險，本集團仍可能面對客戶延誤付款及供應商要求付款，因此為整體現金流帶來負面影響。本集團擴闊客戶及供應商基礎以減輕該風險。

(b) 公允價值估計

在活躍市場買賣之財務工具之公允價值，根據結算日之市場報價而釐訂。本集團持有之金融資產之市場報價為當時之購買價。

3. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(b) Fair value estimation (continued)

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. The Group uses a variety of methods and make assumptions that are based on market conditions existing at each balance sheet date. Quoted market prices or dealer quotes for similar instruments are used for long-term debt. Other techniques, such as estimated discounted cash flows, are used to determine fair value for the remaining financial instruments.

The nominal value less estimated credit adjustment of trade receivables and payables are assumed to approximate to their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements 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 to the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

(i) Estimated impairment of goodwill

The Group tests annually whether goodwill has suffered any impairment, in accordance with the accounting policy stated in Note 2(g). The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of estimates (Note 18).

3. 財務風險管理目標及政策(續)

(b) 公允價值估計(續)

並未在活躍市場買賣之金融工具公平價值利用估值技術而釐訂。本集團利用多種方法並根據各結算日所存在之市況而作出多項假設。市場報價或交易商就類似工具之報價乃應用於長期債項。其他技術(例如估計貼現現金流)乃用於釐訂其他金融工具之公平價值。

應收貿易賬款及應付貿易賬款在扣除估計信貸調整後之名義價值, 假設與其公平價值相若。就披露目的而呈列之金融負債之公平價值, 透過以本集團就類似財務工具而享有之當時市場利率將未來合約現金流貼現而估計。

4. 重大會計估計及判斷

本集團會繼續評估估計及判斷, 而有關估計及判斷將根據過往經驗及其他因素(包括在某些情況下相信為對未來事項屬合理之預期)而釐訂。

本集團對未來作出估計及假設。所得出之會計估計將在定義上, 少有能與相關之實際結果相同。有關可能對未來財政年度資產及負債之賬面值作出重大調整之重大風險的估計及假設的討論如下:

(i) 估計商譽減值

本集團按照附註2(g)所載之會計政策, 最少每年一次測試商譽有否減值。現金產生單位的應收回款項已按使用價值計算。該等計算運用估計(附註18)。

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)**(ii) Impairment losses for bad and doubtful debts**

The Group makes provision for impairment of doubtful debts based on an assessment of the recoverability of trade receivables and other receivables. Provisions are applied to trade receivables and other receivables where events or changes in circumstances indicate that the balances may not be collectible. The identification of impairment of doubtful debts requires the use of judgement and estimates. Where the expectation is different from the original estimate, such difference will impact carrying value of receivables and provision for impairment losses in the period in which such estimate has been changed.

(iii) Write-down of obsolete and slow-moving inventories

The Group writes down obsolete and slow-moving inventories to net realisable value based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances. Write-downs are applied to inventories where events or changes in circumstances indicate that the inventories may be obsolete or slow-moving. The identification of obsolete or slow-moving inventories requires the use of judgement and estimates. Where the expectation is different from the original estimate, such difference will impact the carrying value of the inventories and charges in the year in which such estimate has been changed.

(iv) Income taxes

As at 31 December 2006, a deferred tax asset of HK\$1,545,054 in relation to unused tax losses has been recognised in the Group's consolidated balance sheet. No deferred tax asset was recognised in the Group's consolidated balance sheet in relation to the remaining unused tax losses of approximately HK\$95,423,000. The realisability of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future. In cases where the actual future profits generated are less than expected, a material reversal of deferred tax assets may arise, which would be recognised in the income statement for the period in which such a reversal takes place.

4. 重大會計估計及判斷(續)**(ii) 呆壞賬減值虧損**

本集團按照應收貿易賬款及其他應收款項之可收回程度就呆賬減值計提撥備。一旦事件或環境之轉變顯示不大可能收回餘款時，則會就應收貿易賬款及其他應收款項計提撥備。識別呆賬減值有賴於判斷及估計。倘預期金額與原定估計有差異時，則該差額將會影響該估計出現變動期間內之應收賬款及減值虧損撥備之賬面值。

(iii) 過時及滯銷存貨撇減

集團撇減過時及滯銷存貨至可變現淨值，乃按過往經驗及其他因素（包括於有關情況下相信為合理之未來事件之預測）而作出。一旦事件或環境之轉變顯示存貨可能過時及滯銷時，則會就存貨進行撇減。識別過時及滯銷存貨呆賬有賴於判斷及估計。倘預期金額與原定估計有差異時，則該差額將會影響該估計出現變動年內之存貨及費用之賬面值。

(iv) 所得稅

二零零六年十二月三十一日，已就未動用稅項虧損而在本集團之綜合資產負債表中確認遞延稅項資產1,545,054港元。本集團之綜合資產負債表中並未就餘下未動用稅項虧損約95,423,000港元確認遞延稅項資產。遞延稅項資產之可變現性主要視乎在未來有否可動用之充足溢利或應課稅臨時差額。倘所賺取之實際未來溢利較預期少，則可能會重大撥回遞延稅項資產，並會在撥回之期間在收益賬中確認。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)**(iv) Income taxes (continued)**

The Group's lottery business is subject to the PRC income tax only. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such difference will impact the income tax and deferred tax expenses in the year in which such determination is made.

5. TURNOVER, OTHER INCOME AND GAINS/(LOSSES), NET

Turnover represents commission income and handling fee income, interest income, income from trading of listed securities, assets management and advisory fee income, income from provision of lottery machines and related services.

An analysis of the Group's turnover, other income and gains /(losses), net is as follows:

4. 重大會計估計及判斷(續)**(iv) 所得稅(續)**

集團之彩票業務只須繳納中國所得稅。於日常業務過程中有頗多未能確定最終稅項之交易及計算。倘該等事項之最終稅務結果與初步記錄之金額不同，有關差異將影響作出釐定之年內的利得稅及遞延稅項支出。

5. 營業額、其他收入及收益／(虧損)淨額

營業額指佣金收入及手續費收入、利息收入、買賣上市證券收入、資產管理及顧問費收入、提供彩票機及相關服務收入。

本集團的營業額、其他收入及收益／(虧損)淨額分析如下：

		2006 二零零六年 HK\$/港元	2005 二零零五年 HK\$/港元
Turnover	營業額		
Commission income and asset management income	佣金收入及資產管理收入	7,827,048	13,979,609
Interest income from:	來自以下各項之利息收入：		
– Banks on financial services	– 金融服務銀行	709,067	266,623
– Margin clients	– 孖展客戶	10,223,338	14,270,764
– Loan receivables	– 應收貸款	10,942,978	13,070,662
Income from trading of listed securities	買賣上市證券收入	29,137,230	350,200
Income from provision of lottery machines and related services	提供彩票機及相關服務收入	115,043,225	–
		173,882,886	41,937,858

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2006 截至二零零六年十二月三十一日止年度

5. TURNOVER, OTHER INCOME AND GAINS/ (LOSSES), NET (continued)

5. 營業額、其他收入及收益／(虧損)淨額(續)

		2006 二零零六年 HK\$/港元	2005 二零零五年 HK\$/港元
Other income	其他收入		
Interest income on bank deposits	銀行存款利息收入	2,791,743	224,019
Government grants	政府補貼	261,318	—
Sundry income	雜項收入	2,450,430	1,001,269
		5,503,491	1,225,288
Other gains/(losses), net	其他收益／(虧損)淨額		
Fair value gains/(losses) on financial assets at fair value through profit or loss	通過損益按公允價值計量的金融資產的公允價值收益／(虧損)	15,412,970	(6,536,403)
Gain on disposal of available-for-sale financial asset	出售可供出售金融資產收益	—	63,126
		15,412,970	(6,473,277)
		194,799,347	36,689,869

6. SEGMENT INFORMATION BUSINESS SEGMENTS

For management purposes, the Group is organised into the following four major operating divisions:

- i) Financial services
- ii) Money lending
- iii) Investment trading and holding
- iv) Lottery business

In accordance with the Group's internal financial and operating activities, the primary segment reporting is by business segments and the secondary segment reporting is by geographical segments.

6. 分部資料 業務分部

為方便管理，本集團分為以下四個主要營業分部，分別為：

- i) 金融服務
- ii) 貸款
- iii) 投資買賣及控股
- iv) 彩票業務

根據本集團之內部金融及營業活動，主要分部呈報乃按業務分部劃分，次要分部呈報則按地區分部報告。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

6. SEGMENT INFORMATION (continued)
BUSINESS SEGMENTS (continued)

- (i) The segment assets, liabilities at 31 December 2006 and segment results for the year ended 31 December 2006 are as follows:

6. 分部資料(續)
業務分部(續)

- (i) 於二零零六年十二月三十一日之分部資產、負債及截至二零零六年十二月三十一日止年度之分部業績如下:

		As at and for the year ended 31 December 2006 於二零零六年十二月三十一日及截至該日止年度				
		Financial services	Money lending	Investment trading and holding	Lottery business	Group
		金融服務 HK\$'000 千港元	貸款 HK\$'000 千港元	投資買賣 及控股 HK\$'000 千港元	彩票業務 HK\$'000 千港元	本集團 HK\$'000 千港元
Turnover	營業額	18,107	10,943	29,790	115,043	173,883
Segment results	分部業績	1,065	(9,738)	21,097	39,676	52,100
Net unallocated expenses	未分類開支淨額					(10,467)
Profit before taxation	除稅前溢利					41,633
Taxation	稅項					(11,001)
Profit for the year	本年度溢利					30,632
Assets	資產					
Segment assets	分部資產	50,900	248,420	164,635	679,451	1,143,406
Unallocated assets	未分類資產					2,791
Total assets	資產總值					1,146,197
Liabilities	負債					
Segment liabilities	分部負債	30,530	418	–	181,260	212,208
Unallocated liabilities	未分類負債					3,945
Total liabilities	負債總值					216,153

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2006 截至二零零六年十二月三十一日止年度

6. SEGMENT INFORMATION (continued) BUSINESS SEGMENTS (continued)

The segment assets, liabilities at 31 December 2005 and segment results for the year ended 31 December 2005 are as follows:

6. 分部資料(續) 業務分部(續)

於二零零五年十二月三十一日之分部資產、負債及截至二零零五年十二月三十一日止年度之分部業績如下：

		As at and for the year ended 31 December 2005 於二零零五年十二月三十一日及截至該日止年度			
		Financial services	Money lending	Investment trading and holding	Group
		金融服務 HK\$'000 千港元	貸款 HK\$'000 千港元	投資買賣 及控股 HK\$'000 千港元	本集團 HK\$'000 千港元
Turnover	營業額	28,250	13,071	617	41,938
Segment results	分部業績	(17,965)	(16,171)	(9,273)	(43,409)
Net unallocated expenses	未分類開支 淨額				(10,543)
Loss before taxation	除稅前虧損				(53,952)
Taxation	稅項				3,252
Loss for the year	本年度虧損				(50,700)
Assets	資產				
Segment assets	分部資產	79,373	250,050	18,402	347,825
Unallocated assets	未分類資產				1,692
Total assets	資產總值				349,517
Liabilities	負債				
Segment liabilities	分部負債	45,893	177,427	9,427	232,747
Unallocated liabilities	未分類負債				2,197
Total liabilities	負債總值				234,944

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

6. SEGMENT INFORMATION (continued)**BUSINESS SEGMENTS (continued)****(ii) Other segment information****6. 分部資料(續)****業務分部(續)****(ii) 其他分部資料**

		For the year ended 31 December 2006 截至二零零六年十二月三十一日止年度				
		Financial services	Money lending	Investment trading and holding	Lottery business	Group
		金融服務 HK\$'000 千港元	貸款 HK\$'000 千港元	投資買賣 及控股 HK\$'000 千港元	彩票業務 HK\$'000 千港元	本集團 HK\$'000 千港元
Other information	其他資料					
Depreciation and amortisation	折舊與攤銷	1,473	—	7	4,829	6,309
Impairment losses of bad and doubtful debts	呆壞賬減值虧損	430	13,688	—	—	14,118
Impairment losses of bad and doubtful debts written back	呆壞賬減值 虧損撥回	6,300	10,000	—	—	16,300
Bad debts recovery, net	收回壞賬淨額	3,013	—	—	—	3,013
Capital expenditure	資本開支	122	—	—	384,297	384,419

		For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度				
		Financial services	Money lending	Investment trading and holding	Unallocated	Group
		金融服務 HK\$'000 千港元	貸款 HK\$'000 千港元	投資買賣 及控股 HK\$'000 千港元	未分類 HK\$'000 千港元	本集團 HK\$'000 千港元
Other information	其他資料					
Depreciation and amortisation	折舊與攤銷	1,839	—	—	7	1,846
Impairment losses of bad and doubtful debts	呆壞賬減值虧損	5,741	12,400	—	—	18,141
Capital expenditure	資本開支	788	—	—	—	788

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2006 截至二零零六年十二月三十一日止年度

6. SEGMENT INFORMATION (continued) GEOGRAPHICAL SEGMENTS

The Group's business segments operate in two main geographical areas.

6. 分部資料(續) 地區分部

本集團業務分部於兩個主要地區營業。

		As at and for the year ended 31 December 2006 於二零零六年十二月三十一日及截至該日止年度				
		Segment results and profit before taxation	Total assets	Total liabilities	Capital expenditure	
		Turnover 營業額 HK\$'000 千港元	分部業績及 除稅前溢利 HK\$'000 千港元	資產總值 HK\$'000 千港元	負債總值 HK\$'000 千港元	資本開支 HK\$'000 千港元
Hong Kong	香港	58,840	1,957	466,746	34,893	—
PRC	中國	115,043	39,676	679,451	181,260	384,419
		<u>173,883</u>	<u>41,633</u>	<u>1,146,197</u>	<u>216,153</u>	<u>384,419</u>

		As at and for the year ended 31 December 2005 於二零零五年十二月三十一日及截至該日止年度				
		Segment results and loss before taxation	Total assets	Total liabilities	Capital expenditure	
		Turnover 營業額 HK\$'000 千港元	分部業績及 除稅前虧損 HK\$'000 千港元	資產總值 HK\$'000 千港元	負債總值 HK\$'000 千港元	資本開支 HK\$'000 千港元
Hong Kong	香港	41,938	(53,952)	349,517	234,944	788
PRC	中國	—	—	—	—	—
		<u>41,938</u>	<u>(53,952)</u>	<u>349,517</u>	<u>234,944</u>	<u>788</u>

7. STAFF COSTS

7. 僱員成本

		2006 二零零六年 HK\$/港元	2005 二零零五年 HK\$/港元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	20,551,389	17,534,922
Bonuses	花紅	202,344	118,786
MPF contributions	強積金供款	224,894	345,195
Employee share option benefits	僱員購股權福利	3,638,500	1,005,715
		<u>24,617,127</u>	<u>19,004,618</u>

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2006 截至二零零六年十二月三十一日止年度

8. FINANCE COSTS

8. 融資成本

		2006 二零零六年 HK\$/港元	2005 二零零五年 HK\$/港元
Interest on bank loans and overdrafts	銀行貸款及透支利息	16,372,812	12,548,780
Interest on client payables with no fixed repayment terms	無既定還款期之應付 客戶款項利息	887,402	290,206
		17,260,214	12,838,986

9. PROFIT/(LOSS) BEFORE TAXATION

9. 除稅前溢利／(虧損)

		2006 二零零六年 HK\$/港元	2005 二零零五年 HK\$/港元
The Group's profit/(loss) before taxation is stated after charging the following:	本集團除稅前溢利／(虧損) 於呈列前已扣除以下各項：		
Auditor's remuneration	核數師酬金		
– current year	– 本年度	1,750,000	338,000
– underprovision in prior year	– 過往年度少計撥備	71,500	30,000
Depreciation and amortisation on:	以下項目的折舊及攤銷：		
– Property, plant and equipment	– 物業、廠房及設備	5,974,511	1,846,390
– Prepaid lease payments on land use rights	– 土地使用權之 預付租約付款	22,853	–
– Intangible assets	– 無形資產	311,725	–
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	–	196,027
Operating lease rentals in respect of office premises and warehouse	辦公室物業及倉庫 之經營租賃租金	4,311,635	4,165,840
Research and development costs	研發成本	2,968,342	–

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2006 截至二零零六年十二月三十一日止年度

10. DIRECTORS' REMUNERATION

Directors' remuneration for the year, disclosed pursuant to the The Rules Governing the Listing of Securities on the Stock Exchange and Section 161 of the Companies Ordinance, is as follows:

10. 董事酬金

本年度董事酬金根據聯交所證券上市規則及香港《公司條例》第161條披露之如下：

		The Group 本集團	
		2006 二零零六年 HK\$/港元	2005 二零零五年 HK\$/港元
Fees:	袍金：		
Executive directors	執行董事	80,000	80,000
Independent non-executive directors	獨立非執行董事	240,000	240,000
		320,000	320,000
Other emoluments for executive directors:	執行董事之其他酬金：		
Salaries, housing, other allowances and benefits in kind	薪金、房屋津貼、其他津貼及實物利益	5,207,426	6,008,092
MPF contributions	強積金供款	18,000	24,000
		5,545,426	6,352,092

(a) Independent non-executive directors

The fees paid to independent non-executive directors were as follows:

(a) 獨立非執行董事

已付予獨立非執行董事之袍金如下：

		2006 二零零六年 HK\$/港元	2005 二零零五年 HK\$/港元
YUEN Wai Ho	阮煒豪	80,000	80,000
ON Kien Quoc	溫國堅	80,000	80,000
CHOW Siu Ngor	鄒小岳	80,000	80,000
		240,000	240,000

There were no other emoluments payable to the independent non-executive directors during the year. In addition, no remuneration was paid by the Group to any of the directors as an inducement to join, or upon joining the Group or as compensation for loss of office (2005: Nil).

年內，概無其他應付予獨立非執行董事之酬金。此外，本集團並無付予任何董事酬金作為加入本公司或加入後之獎勵或退職之補償（二零零五年：無）。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

10. DIRECTORS' REMUNERATION (continued)
(b) Executive directors**10. 董事酬金 (續)**
(b) 執行董事

		Fees	Salaries, allowances and benefits in kind	Retirement benefit scheme contributions	Share-based payment	Total emoluments
		袍金 HK\$/港元	薪金、津貼及實物利益 HK\$/港元	退休福利計劃供款 HK\$/港元	基於股份之付款 HK\$/港元	酬金總額 HK\$/港元
2006	二零零六年					
Executive directors:	執行董事:					
CHAN How Chung, Victor	陳孝聰	–	3,906,198	12,000	–	3,918,198
LEE Huei Lin	李慧玲 (於二零零六年六月十九日退任)	–	1,301,228	6,000	–	1,307,228
BOO Chun Lon	巫峻龍	80,000	–	–	–	80,000
		<u>80,000</u>	<u>5,207,426</u>	<u>18,000</u>	<u>–</u>	<u>5,305,426</u>
2005	二零零五年					
Executive directors:	執行董事:					
CHAN How Chung, Victor	陳孝聰	–	3,605,740	12,000	–	3,617,740
LEE Huei Lin	李慧玲	–	2,402,352	12,000	–	2,414,352
BOO Chun Lon	巫峻龍	80,000	–	–	–	80,000
		<u>80,000</u>	<u>6,008,092</u>	<u>24,000</u>	<u>–</u>	<u>6,112,092</u>

There was no arrangement under which a director waived or agreed to waive any remuneration during the year. In addition, no remuneration was paid by the Group to any of the directors as an inducement to join, or upon joining the Group or as compensation for loss of office (2005: Nil).

年內並無訂立任何董事藉以放棄或同意放棄任何酬金之安排。此外，本集團並無付予任何董事酬金作為加入本公司或加入後之獎勵或退職之補償（二零零五年：無）。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2006 截至二零零六年十二月三十一日止年度

11. FIVE HIGHEST PAID INDIVIDUALS

Of the five individuals with the highest emoluments in the Group, two (2005: two) were directors of the Company whose emoluments were included in the disclosures in note 10 above. The emoluments of the remaining three (2005: three) individuals and the former director (see note below) were as follows:

		2006 二零零六年 HK\$/港元	2005 二零零五年 HK\$/港元
Salaries, allowances and benefits in kind	薪金、津貼及 實物利益	6,818,441	2,682,013
MPF contributions	強積金供款	41,190	36,000
		6,859,631	2,718,013

Their remuneration was within the following bands:

彼等之酬金範圍如下:

		2006 二零零六年 Number of employees 僱員人數	2005 二零零五年 Number of employees 僱員人數
Nil to HK\$1,000,000	零至1,000,000港元	2	2
HK\$1,000,001 – HK\$1,500,000	1,000,001港元 – 1,500,000港元	–	1
HK\$1,500,001 – HK\$2,000,000	1,500,001港元 – 2,000,000港元	–	–
HK\$2,000,001 – HK\$2,500,000	2,000,001港元 – 2,500,000港元	–	–
HK\$2,500,001 – HK\$3,000,000	2,500,001港元 – 3,000,000港元	2	–
		4	3

Other than the above remaining three individuals, the emoluments of the former director, LEE Huei Lin, following her retirement were also included in the emoluments of the five highest paid individuals.

除以上餘下三名人士外，前董事李慧玲之酬金於退任後仍包括在五名最高薪酬人士內。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

12. TAXATION

No provision for Hong Kong profits tax is made in the financial statements as the Group has no estimated assessable profits for the year (2005: Nil). Taxation on overseas profits has been calculated on the estimated assessable profits for the year at the rates of taxation prevailing in the countries in which the Group operates.

One of the subsidiaries of the Group's lottery business in the PRC, Beijing Guard Libang Technology Co Ltd, is eligible for application of tax holiday and concession which are in the form of three years tax exemption from the year 2003 to 2005 and followed by a 50% reduction of applicable tax rate in the following three years commencing from 2006. The applicable income tax rate for this subsidiary in current year is 7.5%. The applicable income tax rate for the remaining subsidiaries of the Group's lottery business in current year is 15% as their tax holiday and concession periods were expired.

The amount of taxation charged/(credited) to the consolidated income statement represents:

12. 稅項

由於本年度並無估計應課稅溢利，故此本集團財務報表並無香港利得稅撥備（二零零五年：無）。海外利得稅則按照期內估計應課稅溢利依本集團經營業務地區之現行稅率計算。

本集團其中一家於中國的彩票業務附屬公司北京戈德利邦科技有限公司，合資格獲得申請稅務寬免及優惠，由二零零三至二零零五年起獲得三年稅項豁免，由二零零六年開始其後三年按適用稅率減半繳稅。此附屬公司於年內之適用所得稅率為7.5厘。由於本集團彩票業務之剩餘附屬公司之免稅期及優惠期已屆滿，因此彼等本年度之適用所得稅稅率為15%。

綜合收益表內扣除／（計入）之稅項包括：

		2006 二零零六年 HK\$/港元	2005 二零零五年 HK\$/港元
Current tax:	當期稅項：		
– Hong Kong	– 香港	–	–
– PRC	– 中國	3,726,701	–
Deferred tax:	遞延稅項：		
Deferred taxation relating to the origination and reversal of temporary differences	有關產生及撥回暫時差異之遞延稅項	7,275,039	(3,252,051)
Taxation charge/(credit)	稅項扣除／（進賬）	11,001,740	(3,252,051)

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2006 截至二零零六年十二月三十一日止年度

12. TAXATION (continued)

The taxation on the Group's profit/(loss) before taxation differs from the theoretical amount that would arise using the domestic taxation rates applicable to profit/(loss) of the consolidated companies is as follows:

12. 稅項(續)

本集團除稅前溢利／(虧損)之稅項與理論上之數額(以適用於被綜合公司溢利／(虧損)之本地稅率計算)相差如下：

		2006 二零零六年 HK\$/港元	2005 二零零五年 HK\$/港元
Profit/(loss) before taxation	除稅前溢利／(虧損)	41,633,293	(53,951,825)
Taxation at the domestic income tax rate of 17.5% (2005:17.5%)	按本地所得稅率17.5% (二零零五年:17.5%)計算	7,285,826	(9,441,570)
Tax effect of income not subject to taxation	毋須課稅之收入之稅項影響	(1,614,384)	(70,208)
Tax effect of expenses not deductible for taxation purposes	不可就稅項理由扣減之開支之稅項影響	5,026,045	3,061,956
Tax effect of tax losses not recognised	未確認之稅務虧損之稅項影響	3,635,284	2,004,385
Tax effect of temporary differences not recognised	未確認暫時差異之稅項影響	(1,018,566)	1,193,386
Effect of different tax rates of subsidiaries operating in other jurisdictions	於其他司法權區經營之附屬公司之不同稅率影響	(2,312,465)	—
Taxation charge/(credit)	稅項扣除／(進賬)	11,001,740	(3,252,051)

13. PROFIT ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

The profit attributable to equity holders of the Company is dealt with in the financial statements of the Company to the extent of the loss of HK\$14,393,862 (2005: the loss of HK\$92,267,886).

13. 本公司權益持有人應佔溢利

計入本公司財務報表之本公司權益持有人應佔虧損為14,393,862港元(二零零五年:虧損為92,267,886港元)。

14. DIVIDEND

The Board does not recommend the payment of a dividend in respect of the year ended 31 December 2006 (2005: Nil).

14. 股息

董事會建議不派付截至二零零六年十二月三十一日止年度股息(二零零五年:無)。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

15. EARNINGS/(LOSSES) PER SHARE**(a) Basic earnings/(losses) per share**

The basic earnings/(losses) per share is calculated by dividing the profit/(loss) for the year attributable to the equity holders of the Company by the weighted average number of shares in issue during the year.

15. 每股盈利／（虧損）**(a) 每股基本盈利／（虧損）**

每股基本盈利／（虧損）是按本公司股東應佔年度溢利／（虧損）除以年內已發行股份之加權平均數計算。

		2006 二零零六年 HK\$/港元	2005 二零零五年 HK\$/港元
Profit/(loss) attributable to equity holders of the Company	本公司權益持有人應佔溢利／（虧損）	11,170,190	(50,699,774)
Weighted average number of ordinary shares in issue	已發行普通股之加權平均數	4,381,072,877	3,000,000,000
Basic earnings/(losses) per share	每股基本盈利／（虧損）	0.26 cents 仙	(1.69 cents)仙

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2006 截至二零零六年十二月三十一日止年度

15. EARNINGS/(LOSSES) PER SHARE (CONTINUED)

(b) Diluted earnings per share

The diluted earnings per share is calculated by dividing the profit for the year and on the weighted average number of ordinary shares, being the weighted average number of ordinary shares in issue during the year as used in the basic earnings per share calculation and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise of all share options outstanding during the year.

15. 每股盈利／(虧損)(續)

(b) 每股攤薄盈利

每股攤薄盈利是按年度溢利及按普通股的加權平均數，為計算每股基本盈利之年內已發行普通股份加權平均及假設於年內因假定行使所有未行使購股權而無償發行之普通股份加權平均數。

2006
二零零六年
HK\$/港元

Profit for the year, used in the basic and diluted earnings per share calculation	本年度溢利，用以計算每股基本及攤薄盈利	11,170,190
Weighted average number of ordinary shares in issue during the year used in the basic earnings per share calculation	用以計算每股基本盈利之年內已發行普通股加權平均數	4,381,072,877
Weighted average number of ordinary shares assumed issued at no consideration on deemed exercise of all share options outstanding during the year	假設於年內因假定行使所有未行使購股權而無償發行之普通股加權平均數	131,922,733
		4,512,995,610
Diluted earnings per share	每股攤薄盈利	0.25 cents 仙

Diluted losses per share for the year ended 31 December 2005 has not been shown as the options outstanding during the year 2005 has an anti-diluted effect on the basic losses per share for the year 2005.

由於二零零五年內尚未行使之購股權對二零零五年度之每股基本虧損有反攤薄效用，因此並未呈列截至二零零五年十二月三十一日止年度之每股攤薄虧損。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2006 截至二零零六年十二月三十一日止年度

16. PROPERTY, PLANT AND EQUIPMENT

16. 物業、廠房及設備

THE GROUP

本集團

		Leasehold buildings	Leasehold improvements	Lottery machines	Furniture, fixtures and equipment	Plant and machinery	Motor vehicles	Total
		租賃樓宇 HK\$/ 港元	租賃物業裝修 HK\$/ 港元	彩票機 HK\$/ 港元	傢俬、裝置 及設備 HK\$/ 港元	廠房及機器 HK\$/ 港元	汽車 HK\$/ 港元	合計 HK\$/ 港元
Cost	成本							
At 1 January 2005	於二零零五年 一月一日	-	5,241,881	-	12,695,873	-	-	17,937,754
Additions	添置	-	663,035	-	124,950	-	-	787,985
Disposals	出售	-	(480,730)	-	(20,480)	-	-	(501,210)
At 31 December 2005	於二零零五年 十二月三十一日	-	5,424,186	-	12,800,343	-	-	18,224,529
Arising on acquisition of subsidiaries (note 39)	收購附屬公司所產生 (附註39)	4,147,400	953,398	23,730,007	6,535,105	23,937,576	2,409,178	61,712,664
Additions	添置	-	-	8,280,144	426,069	25,299	32,869	8,764,381
Exchange realignment	外匯調整	89,841	24,690	614,522	152,146	159,972	55,910	1,097,081
At 31 December 2006	於二零零六年 十二月三十一日	4,237,241	6,402,274	32,624,673	19,913,663	24,122,847	2,497,957	89,798,655
Accumulated depreciation	累計折舊							
At 1 January 2005	於二零零五年 一月一日	-	1,865,131	-	11,366,507	-	-	13,231,638
Charge for the year	本年度折舊	-	1,071,948	-	774,442	-	-	1,846,390
Written back on disposal	出售時撥回	-	(296,329)	-	(8,855)	-	-	(305,184)
At 31 December 2005	於二零零五年 十二月三十一日	-	2,640,750	-	12,132,094	-	-	14,772,844
Arising on acquisition of subsidiaries (Note 39)	收購附屬公司 所產生(附註39)	615,783	143,010	12,042,590	3,259,474	8,309,845	1,059,783	25,430,485
Charge for the year	本年度折舊	58,635	1,074,703	3,265,599	951,759	548,838	74,977	5,974,511
Exchange realignment	外匯調整	14,722	3,703	311,860	77,837	51,391	22,735	482,248
At 31 December 2006	於二零零六年 十二月三十一日	689,140	3,862,166	15,620,049	16,421,164	8,910,074	1,157,495	46,660,088
Net book value	賬面淨值							
At 31 December 2006	於二零零六年 十二月三十一日	3,548,101	2,540,108	17,004,624	3,492,499	15,212,773	1,340,462	43,138,567
At 31 December 2005	於二零零五年 十二月三十一日	-	2,783,436	-	668,249	-	-	3,451,685

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2006 截至二零零六年十二月三十一日止年度

16. PROPERTY, PLANT AND EQUIPMENT (continued)

Notes:

- (i) Bank borrowings of HK\$741,116 (Note 33) are secured on leasehold building located in the PRC for the carrying value of HK\$658,705 (2005: Nil).
- (ii) All leasehold buildings situate outside Hong Kong and are held under medium term leases.

The Company

The Company has no property, plant and equipment as at 31 December 2006 (2005: Nil).

16. 物業、廠房及設備(續)

附註:

- (i) 銀行貸款741,116港元(附註33)乃以位於中國之租賃樓宇作抵押,其賬面值為658,705港元(二零零五年:無)。
- (ii) 所有租賃樓宇均位於香港以外地區,並以中期租約持有。

本公司

本公司於二零零六年十二月三十一日並無物業、廠房及設備(二零零五年:無)。

17. PREPAID LEASE PAYMENTS ON LAND USE RIGHTS

The Group

17. 土地使用權之預付租約付款

本集團

		HK\$ 港元
Cost	成本	
At 31 December 2005	於二零零五年十二月三十一日	—
Arising on acquisition of subsidiaries (Note 39)	收購附屬公司所產生(附註39)	6,256,845
Exchange realignment	外匯調整	43,626
At 31 December 2006	於二零零六年十二月三十一日	6,300,471
Accumulated depreciation	累計折舊	
At 31 December 2005	於二零零五年十二月三十一日	—
Arising on acquisition of subsidiaries (Note 39)	收購附屬公司所產生(附註39)	290,447
Provided for the year	本年度撥備	22,853
Exchange realignment	外匯調整	5,649
At 31 December 2006	於二零零六年十二月三十一日	318,949
Carrying value	賬面值	
At 31 December 2006	於二零零六年十二月三十一日	5,981,522
At 31 December 2005	於二零零五年十二月三十一日	—

The Company

The Company has no prepaid lease payments on land use rights as at 31 December 2006 (2005: Nil).

本公司

本公司於二零零六年十二月三十一日並無土地使用權之預付租約付款(二零零五年:無)。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

17. PREPAID LEASE PAYMENTS ON LAND USE RIGHTS (continued)

The Group's interests in prepaid lease payments on land use rights represent prepaid operating lease payments and their net book values with leases of between 10-50 years (2005: Nil).

Bank borrowings of HK\$741,116 (Note 33) are secured on leasehold buildings and land use rights for the carrying values of HK\$658,705 and HK\$1,007,968 respectively (2005: Nil).

17. 土地使用權之預付租約付款 (續)

本集團於土地使用權之預付租約付款的權益乃代表預付經營租約租金及其賬面值淨額，租期介乎10至50年(二零零五：無)。

為數741,116港元之銀行貸款(附註33)以賬面值分別為658,705港元及1,007,968港元之租賃樓宇及土地使用權抵押(二零零五年：無)。

18. GOODWILL

18. 商譽

		HK\$ 港元
COST	成本	
At 1 January 2005 and at 31 December 2005	於二零零五年一月一日及 二零零五年十二月三十一日	-
Arising on acquisitions of subsidiaries (see note 39)	收購附屬公司所產生(見附註39)	375,555,844
Arising from the increase of investment in a subsidiary	於附屬公司之投資增加 而產生	8,539,541
At 31 December 2006	於二零零六年十二月三十一日	<u>384,095,385</u>

As at 31 December 2006, the carrying amount of goodwill represents the goodwill arising from acquisition of lottery business in 2006 (note 39).

In accordance with the Group's accounting policies, the Group has assessed the recoverable amount of goodwill arising from acquisition of lottery business by reference to the cash-generating unit's value in use and determined that such goodwill has not been impaired. The recoverable amount for the cash-generating units in relation to the lottery business was determined based on value-in-use calculations, which use cash flow projections based on financial budgets approved by management covering the operation period of the business with a discount rate of 10%. The discount rate used reflects specific risks relating to the business and is in line with the forecasts adopted by the industry.

The goodwill is included in the lottery business segment disclosed in note 6 to the financial statements.

於二零零六年十二月三十一日，商譽之賬面值代表收購彩票業務所產生之商譽(附註39)。

按照本集團之會計政策，本集團已參照現金產生單位之使用價值評估因收購彩票業務所產生商譽之可收回金額，並釐定該商譽沒有減值。與彩票業務有關之現金產生單位之可收回金額，乃按使用價值計算法而釐定。該方法採用以管理層批准涵蓋業務經營期之財務預算為基準之現金流量預測，按貼現率10%計算。所使用之折算率反映與業務有關之特定風險，乃符合行業所採用之預測。

商譽包括在財務報表附註6所披露之彩票業務分部內。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2006 截至二零零六年十二月三十一日止年度

19. INTANGIBLE ASSETS

19. 無形資產

The Group

本集團

		Three trading rights in the Stock Exchange 三項聯交所交易權 HK\$ 港元	One trading right in The Hong Kong Futures Exchange Limited 一項香港期貨交易所有限公司交易權 HK\$ 港元	Computer software 電腦軟件 HK\$ 港元	Deferred development costs 遞延開發成本 HK\$ 港元	Total 合計 HK\$ 港元
Cost	成本					
At 1 January 2005	於二零零五年一月一日	4,042,800	149,600	–	–	4,192,400
Elimination of accumulated amortisation upon the application of HKAS 38	應用香港會計準則第38號後對銷累計攤銷	(4,042,800)	(149,600)	–	–	(4,192,400)
At 31 December 2005	於二零零五年十二月三十一日	–	–	–	–	–
Arising on acquisitions of subsidiaries (Note 39)	收購附屬公司所產生(附註39)	–	–	7,885,652	9,376,903	17,262,555
Exchange realignment	外匯調整	–	–	91,171	37,359	128,530
At 31 December 2006	於二零零六年十二月三十一日	–	–	7,976,823	9,414,262	17,391,085
Accumulated amortisation	累計攤銷					
At 1 January 2005	於二零零五年一月一日	4,042,800	149,600	–	–	4,192,400
Elimination of accumulated amortisation upon the application of HKAS 38	應用香港會計準則第38號後對銷累計攤銷	(4,042,800)	(149,600)	–	–	(4,192,400)
At 31 December 2005	於二零零五年十二月三十一日	–	–	–	–	–
Arising on acquisitions of subsidiaries (Note 39)	收購附屬公司所產生(附註39)	–	–	2,905,905	2,169,160	5,075,065
Exchange realignment	外匯調整	–	–	50,761	8,642	59,403
Charge for the year	本年度攤銷	–	–	233,273	78,452	311,725
At 31 December 2006	於二零零六年十二月三十一日	–	–	3,189,939	2,256,254	5,446,193
Net book value	賬面淨值					
At 31 December 2006	於二零零六年十二月三十一日	–	–	4,786,884	7,158,008	11,944,892
At 31 December 2005	於二零零五年十二月三十一日	–	–	–	–	–

19. INTANGIBLE ASSETS (continued)

Until 31 December 2004, the trading rights had been amortised over their estimated useful lives based on directors' assessments. In accordance with the transitional provisions in HKAS 38, the Group reassessed the useful lives of trading rights on 1 January 2005 and concluded that the trading rights have indefinite useful lives. The Group has applied the revised useful lives prospectively and carried the trading rights at its carrying amount at 31 December 2004 of nil value.

Computer software of HK\$4,786,884 is the intangible asset acquired and possessed by the lottery business. The intangible asset has definite useful life and is amortised over its estimated useful life of 10 years.

Deferred development cost of HK\$7,158,008 represents expenditure incurred by the Group on development of computer software and related technology for the lottery business of the Group in order to meet with the market development and the specific requirements of the lottery business and its individual customers. The directors consider that the related software and technology are technically and commercially feasible and the Group has sufficient resources and the intention to complete the development activities.

The amortisation charge for the year in respect of the acquired computer software and deferred development cost is included in "cost of inventories sold" shown in note 24.

20. DEPOSITS FOR ACQUISITION OF LEASEHOLD LAND USE RIGHTS AND BUILDINGS

In July 2006, the Group entered into purchase agreements to acquire leasehold land use rights and buildings in the PRC for an aggregate consideration of approximately HK\$23,500,000. As at the balance sheet date, the acquisition has not yet completed and the amount of consideration paid pursuant to the purchase agreements had been included and shown under the heading of non current assets.

In addition to the above, the Group also entered into mortgage loan agreements with the banks to pledge the above leasehold land use rights and buildings to secure the bank borrowings of HK\$13,695,828 (Note 33).

19. 無形資產(續)

於二零零四年十二月三十一日前，交易權乃按董事之評估於其估計可使用年期攤銷。根據香港會計準則第38號之過渡條文，本集團於二零零五年一月一日重新評估交易權之可使用年期，並認為交易權有無限可使用年期。本集團已應用經修訂之可使用年期，並以交易權於二零零四年十二月三十一日之賬面值零值入賬。

電腦軟件4,786,884港元為彩票業務中收購及管有的無形資產，該無形資產具備有限使用期限，並按十年估計使用期限攤銷。

遞延開發成本7,158,008港元是本集團為了配合市場發展、彩票業務及其個別顧客的特定要求，就彩票業務開發電腦軟件及相關科技所招致的開支，董事認為相關軟件及科技於技術及商業上是可行的，而本集團亦有充足資源及有意完成開發活動。

年內關於收購電腦軟件及遞延開發成本之攤銷費用已計入附註24所示的「已售存貨成本」。

20. 收購租賃土地使用權及樓宇訂金

於二零零六年七月，本集團訂立多份購買協議，以總代價約23,500,000港元於中國收購租賃土地使用權及樓宇。於結算日，此項收購尚未完成，而根據購買協議已付的代價金額已計入及呈列於非流動資產項下。

除以上所述者外，本集團亦與銀行訂立按揭協議，以抵押上述租賃土地使用權及樓宇，以獲取銀行貸款13,695,828港元（附註33）。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2006 截至二零零六年十二月三十一日止年度

21. INTERESTS IN SUBSIDIARIES

21. 附屬公司權益

		2006 二零零六年 HK\$/港元	2005 二零零五年 HK\$/港元
Unlisted shares, at cost	非上市股份·成本值	286,338,133	286,338,117
Impairment losses	減值虧損	(127,000,000)	(127,000,000)
		159,338,133	159,338,117
Amount due from a subsidiary	應收附屬公司款項	697,039,363	149,957,749
Impairment losses	減值虧損	(66,000,000)	(66,000,000)
		631,039,363	83,957,749
Amounts due to subsidiaries	應付附屬公司款項	(626,000)	(117,566,254)
		789,751,496	125,729,612

Amounts due from/(to) subsidiaries were unsecured, interest-free and have no fixed term of repayment.

應收／(應付)附屬公司款項為無抵押及不計息，且無設定還款期。

Details of the Company's principal subsidiaries at 31 December 2006 are as follows:

本公司於二零零六年十二月三十一日之主要附屬公司詳情如下：

Name 名稱	Place of incorporation/ registration 註冊成立／ 註冊地點	Principal activities and place of operation 主要業務及 營業地點	Particulars of issued share capital/ registered capital 已發行股本／ 註冊資本詳情	Effective interest held 所持實際權益
REXCAPITAL Financial Group Limited	British Virgin Islands 英屬維爾京群島	Investment holding in Hong Kong 於香港進行投資控股	197,400,856 ordinary shares of HK\$1 each 197,400,856 股，每股面值 1 港元之普通股	100%
REXCAPITAL Financial Investment Limited 御泰金融投資有限公司	Hong Kong 香港	Investment holding in Hong Kong 於香港進行投資控股	25,000,000 ordinary shares of HK\$1 each 25,000,000 股，每股面值 1 港元之普通股	100%
REXCAPITAL Asset Management Limited 御泰資產管理有限公司	Hong Kong 香港	Investment holding, provision of advisory and fund management services in Hong Kong 於香港進行投資控股、提供顧問及基金管理服務	5,000,000 ordinary shares of HK\$1 each 5,000,000 股，每股面值 1 港元之普通股	100%
REXCAPITAL Finance Limited 御泰信貸有限公司	Hong Kong 香港	Money lending and investment trading in Hong Kong 於香港進行貸款及投資買賣	2,000,000 ordinary shares of HK\$1 each 2,000,000 股，每股面值 1 港元之普通股	100%

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

21. INTERESTS IN SUBSIDIARIES (continued)

21. 附屬公司權益(續)

Name 名稱	Place of incorporation/ registration 註冊成立／ 註冊地點	Principal activities and place of operation 主要業務及 營業地點	Particulars of issued share capital/ registered capital 已發行股本／ 註冊資本詳情	Effective interest held 所持實際權益
REXCAPITAL Futures Limited 御泰期貨有限公司	Hong Kong 香港	Futures and commodities dealing in Hong Kong 於香港進行期貨及 商品買賣	25,000,000 ordinary shares of HK\$1 each 25,000,000 股·每股面值 1港元之普通股	100%
REXCAPITAL Securities Limited 御泰證券有限公司	Hong Kong 香港	Securities dealing and margin financing in Hong Kong 於香港進行證券買賣 及孖展融資	150,000,000 ordinary shares of HK\$1 each 150,000,000 股·每股面值 1港元之普通股	100%
御泰投資管理(南通)有限公司	PRC 中國	Investment holding in the PRC 於中國進行投資控股	HK\$30,099,960 30,099,960港元	90%
Shenzhen Sinodata Technology Co., Ltd. 深圳市思樂數據技術有限公司	PRC 中國	Provision of lottery machines and software system in the PRC 於中國提供彩票機 及軟件系統	RMB35,560,000 35,560,000人民幣	45.81%
深圳市思樂數據設備服務 有限公司	PRC 中國	Provision of maintenance service for lottery machines in the PRC 於中國提供彩票機 維修服務	RMB2,000,000 2,000,000人民幣	45.81%
深圳市金帆軟件技術 有限公司	PRC 中國	Production of lottery machines in the PRC 於中國生產彩票機	RMB20,000,000 20,000,000人民幣	58%
深圳樂利科技發展 有限公司	PRC 中國	Investment holding in the PRC 於中國進行投資控股	RMB34,006,000 34,006,000人民幣	100%
北京戈德利邦科技 有限公司	PRC 中國	Development in the technological know-how of lottery machines and transfer of technological know-how and provision of training 開發彩票機專業技術、 轉授專業技術及提供培訓	RMB48,580,000 48,580,000人民幣	70%

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2006 截至二零零六年十二月三十一日止年度

21. INTERESTS IN SUBSIDIARIES (continued)

None of the subsidiaries had any loan capital outstanding at the end of the year or at any time during the year.

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

22. STATUTORY DEPOSITS

Statutory deposits are the deposits with various exchanges and clearing houses relating to securities and futures dealing businesses.

21. 附屬公司權益(續)

各附屬公司於本年度年結日及年內任何時間均無任何未償還之借貸資本。

上表列示董事認為主要影響本年度業績或構成本集團資產淨值主要部份之本公司附屬公司。董事認為，提供其他附屬公司之詳情會使篇幅過於冗長。

22. 法定按金

法定按金是於各交易所及結算所有關證券及期貨業務買賣業務的按金。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

23. DEFERRED TAXATION**The Group****(i) Deferred tax assets recognised****23. 遞延稅項****本集團****(i) 已確認遞延稅項資產**

		Tax losses	Impairment loss on loan and other receivables	Fair value adjustments on prepaid lease payments on land use rights and buildings on business combinations	Others	Total
		稅務虧損 HK\$/港元	貸款及其他應收賬款減值虧損 HK\$/港元	土地使用權之預付租約付款及樓宇所作之公允值調整 HK\$/港元	其他 HK\$/港元	合計 HK\$/港元
At 1 January 2005	於二零零五年一月一日	2,607,430	1,750,000	-	-	4,357,430
Credited to the consolidated income statement	在綜合收益表內撥回	1,082,051	2,170,000	-	-	3,252,051
At 31 December 2005	於二零零五年十二月三十一日	3,689,481	3,920,000	-	-	7,609,481
Additions through acquisitions of subsidiaries	透過收購附屬公司添置	-	-	(558,538)	(2,435,009)	(2,993,547)
Charged to the consolidated income statement	在綜合收益表內支銷	(2,144,427)	(1,750,000)	-	(3,380,612)	(7,275,039)
As 31 December 2006	於二零零六年十二月三十一日	1,545,054	2,170,000	(558,538)	(5,815,621)	(2,659,105)

For the purposes of balance sheet presentation, certain deferred tax assets/(liabilities) have been offset in accordance with the conditions set out in HKAS 12. The following is the analysis of deferred tax balances shown in the consolidated balance sheet:

就資產負債表之呈報用途而言，若干遞延稅項資產／(負債)已根據香港會計準則第12號所載條件抵銷。下列所載為綜合資產負債表所示遞延稅項結餘之分析：

		2006 二零零六年 HK\$/港元	2005 二零零五年 HK\$/港元
Deferred tax liabilities	遞延稅項負債	(6,374,159)	-
Deferred tax assets	遞延稅項資產	3,715,054	7,609,481
		(2,659,105)	7,609,481

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2006 截至二零零六年十二月三十一日止年度

23. DEFERRED TAXATION (continued)

(ii) Deferred tax assets/(liabilities) have not been recognised in respect of the following items:

Taxable temporary differences	應課稅暫時差異
– accelerated tax depreciation	– 加速稅項折舊
Deductible temporary differences	可扣減暫時差異
– decelerated tax depreciation	– 減速稅項折舊
– others	– 其他
Tax losses	稅務虧損

The deductible temporary differences and tax losses do not expire under current tax legislation.

- (i) The deductible temporary differences do not expire under the current tax legislation.
- (ii) Tax losses of HK\$14,984,385 (2005: Nil) arising from the Group's lottery business in the PRC would expire in the fifth year commencing from the year the loss incurred whereas tax losses of HK\$80,438,365 (2005: HK\$74,649,697) arising from the Group's other business segments in Hong Kong do not expire under the current tax legislation.

The Company

The Company has no temporary differences as at 31 December 2006 (2005: Nil).

23. 遞延稅項(續)

(ii) 遞延稅項資產/(負債)並未就以下項目進行確認:

	2006 二零零六年 HK\$/港元	2005 二零零五年 HK\$/港元
(1,995,519)	(157,471)	
2,896,278	1,007,587	
63,634,840	69,505,862	
95,422,750	74,649,697	
159,958,349	145,005,675	

根據現行稅務條例，可扣減暫時差異及稅務虧損並無到期日。

- (i) 根據現行稅法，可扣減暫時差異並未到期。
- (ii) 本集團於中國彩票業務所產生之稅項虧損14,984,385港元(二零零五年:無)將自產生虧損年度起計第五年屆滿，而根據現行稅法，本集團於香港之其他業務分部所產生之稅項虧損80,438,365港元(二零零五年:74,649,697港元)並未屆滿。

本公司

本公司於二零零六年十二月三十一日並無暫時差額(二零零五年:無)。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2006 截至二零零六年十二月三十一日止年度

24. INVENTORIES

24. 存貨

		2006 二零零六年 HK\$/港元	2005 二零零五年 HK\$/港元
At cost	按成本值		
Raw materials	原材料	33,464,512	—
Work-in-progress	在製品	10,432,736	—
Finished goods	完成品	11,438,100	—
		55,335,348	—
Less: Write-down of obsolete and slow-moving inventories	減：過時及滯銷存貨撇減	(1,766,684)	—
		53,568,664	—

The analysis of the amount of inventories recognised as an expense is as follows:

確認為開支之存貨值分析如下：

		2006 二零零六年 HK\$/港元	2005 二零零五年 HK\$/港元
Raw materials consumed	已耗原材料	56,005,491	—
Direct labour costs	直接勞工成本	348,113	—
Production overheads	生產經常費用	3,899,946	—
Write down of inventories	撇減存貨	1,766,684	—
		62,020,234	—

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2006 截至二零零六年十二月三十一日止年度

25. TRADE RECEIVABLES

25. 應收貿易賬款

		The Group 本集團	
		2006 二零零六年 HK\$/港元	2005 二零零五年 HK\$/港元
Margin client receivables, net	應收孖展客戶款項淨額	3,610,414	43,745,417
Other client receivables, net	應收其他客戶款項淨額	9,926,168	4,464,569
Broker receivables	應收經紀款項	5,431,401	386,916
Amounts due from clearing houses	應收結算所款項	1,357,580	805,322
Loan receivables, net	應收貸款淨額	214,713,230	234,097,149
Loan interest receivables, net	應收貸款利息淨額	6,709,217	7,518,913
Trade debtors, net	應收賬款淨額	81,353,460	—
		323,101,470	291,018,286

Included in the Group's trade debtors are the following amounts denominated in a currency other than the functional currency of the entity to which they relate:

本集團按有關實體之功能貨幣以外之貨幣列值之應收賬款中，包括下列外幣：

		The Group 本集團	
		2006 二零零六年 HK\$/港元	2005 二零零五年 HK\$/港元
Indonesian Rupiah	印尼盾	—	3,892,335
Malaysian Ringgits	馬幣	18,952	3,461
Singapore dollars	新加坡元	1,336	2,957
Renminbi	人民幣	81,678,874	—

Margin client receivables are repayable on demand, bear interest at prevailing market rates and are secured by clients' securities listed on The Stock Exchange of Hong Kong Limited (the "SEHK") with a market value of approximately HK\$136,737,000 as at 31 December 2006 (2005: HK\$94,305,000). No aged analysis is disclosed for margin client receivables as, in the opinion of the directors, the aged analysis does not give additional value in view of the nature of business of securities margin financing.

應收孖展客戶的賬款於要求時償還，利率按現有市場利率計算，由在香港聯合交易所有限公司（「聯交所」）上市的客戶證券作為抵押，於二零零六年十二月三十一日的市值約136,737,000港元（二零零五年：94,305,000港元）。董事認為鑑於證券孖展融資的業務性質，賬齡分析不會增加價值，因此沒有披露應收孖展客戶的賬款賬齡分析。

The settlement terms of other client receivables, broker receivables and amounts due from clearing houses are one to two days after the trade date. The age of these balances is within 30 days.

其他應收客戶和經紀賬款，及應收結算所的款項的結算條款為交易日後一至兩天。這些結餘的賬齡為30天內。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2006 截至二零零六年十二月三十一日止年度

25. TRADE RECEIVABLES (continued)

Included in the above client receivables as at 31 December 2006 are the accounts of associates of certain directors of HK\$Nil (2005: approximately HK\$8,788,000). The amounts due from the associates are of similar trading terms as the other client receivables. The balance was repaid during the year.

Included in the above loan receivables as at 31 December 2006 is the account of an associate of certain directors of HK\$Nil (2005: approximately HK\$2,640,000). The amount due from the associate is of similar trading terms as the other loan receivables.

The directors consider that the carrying amount of trade receivables approximate to their fair values.

The remaining maturity and aged analysis of loan receivables and trade debtors as at 31 December 2006 are as follows:

25. 應收貿易賬款(續)

上述於二零零六年十二月三十一日之應收客戶款項包括應收若干董事之聯繫人士之貸款零港元(二零零五年:約8,788,000港元)。應收聯繫人士之款項所適用之交易條款與其他應收客戶款項相若。該貸款已於2006年內償還。

上述於二零零六年十二月三十一日之應收貸款包括應收若干董事之聯繫人士之貸款零港元(二零零五年:約2,640,000港元)。應收聯繫人士之款項所適用之交易條款與其他應收貸款相若。

董事認為應收貿易賬款之賬面值與其公允值相若。

於二零零六年十二月三十一日,應收貸款及應收貿易賬款的餘下到期日及賬齡分析如下:

		The Group 本集團	
		2006 二零零六年 HK\$/港元	2005 二零零五年 HK\$/港元
Three months or less	三個月或以下	179,657,561	124,089,838
One year or less	一年或以下但三個月以上	116,409,129	110,007,311
but over three months		296,066,690	234,097,149

26. OTHER RECEIVABLES

At 31 December 2006, earnest money in an aggregate sum of deposits of HK\$40,000,000 were paid to enable the Group to evaluate the possible acquisition of certain equity interests in three companies incorporated and operated in the PRC. The earnest money was refundable to the Group if the Group decides not to proceed with the evaluation.

26. 其他應收款項

於二零零六年十二月三十一日,本集團支付總額40,000,000港元作為訂金,藉以讓本集團評估可能收購於中國註冊成立及營運之三家公司若干股本權益之可行性。倘本集團決定不再繼續進行評估,則本集團可獲退回訂金。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2006 截至二零零六年十二月三十一日止年度

27. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

27. 通過損益按公允價值計量之金融資產

		The Group 本集團	
		2006 二零零六年 HK\$/港元	2005 二零零五年 HK\$/港元
Listed securities held for trading:	持有所買賣之上市證券：		
Market value of equity securities listed in Hong Kong	香港上市股票證券之市值	20,287,536	13,382,291

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

通過損益按公允價值計量之金融資產於經營活動一節呈列，以作為現金流量表中營運資金變動之一部分。

Changes in fair value of financial assets at fair value through profit or loss are recorded in other gains/(losses) in the income statement (Note 5).

通過損益按公允價值計量之金融資產公平值變動會於收益表中記錄為其他收益／(虧損) (附註5)。

28. CASH AND BANK BALANCES

28. 現金及銀行結餘

		The Group 本集團		The Company 本公司	
		2006 二零零六年 HK\$/港元	2005 二零零五年 HK\$/港元	2006 二零零六年 HK\$/港元	2005 二零零五年 HK\$/港元
Pledged bank deposit	有抵押銀行存款	123,286,616	—	—	—
Cash at banks	銀行現金				
– general accounts	— 一般賬戶	22,555,270	4,995,095	819,579	3,953
– segregated accounts	— 獨立賬戶	17,633,045	22,160,817	—	—
Cash in hand	手頭現金	1,392,546	25,411	—	—
		164,867,477	27,181,323	819,579	3,953

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2006 截至二零零六年十二月三十一日止年度

28. CASH AND BANK BALANCES (continued)

The bank deposit of HK\$123,286,616 together with all interest accrued thereon has been pledged to a bank by way of fixed charge to secure the banking facilities granted to the Group. The bank deposit carries interest at prevailing market rate per annum and has maturity of 10 months.

The pledged bank deposit was released after repayment of the secured loan after year end.

Included in the Group's cash and bank balances are the following amounts denominated in a currency other than the functional currency of the entity to which they relate:

28. 現金及銀行結餘(續)

銀行存款123,286,616港元連同一切相關利息，已就本集團所獲銀行信貸，按固定押記形式抵押予一家銀行。銀行存款按當時市場年利率計息，期限為10個月。

於結算日後，有抵押銀行存款已於償還已抵押貸款後撥回。

本集團按有關實體之功能貨幣以外之貨幣列值之現金及銀行結餘中，包括下列款額：

		2006 二零零六年 HK\$/港元	2005 二零零五年 HK\$/港元
Japanese yen	日圓	62,000	162,000
US dollars	美元	1,580	39,668
Singapore dollars	新加坡元	—	1,560
Malaysian Ringgits	馬幣	—	60,964
Renminbi	人民幣	14,065,039	—

Cash and cash equivalents include the following for the purposes of the cash flow statement:

就現金流量表而言，現金及現金等價物包括下列各項：

		The Group 本集團		The Company 本公司	
		2006 二零零六年 HK\$/港元	2005 二零零五年 HK\$/港元	2006 二零零六年 HK\$/港元	2005 二零零五年 HK\$/港元
Cash in hand	手頭現金	1,392,546	25,411	—	—
Cash at banks	銀行現金				
– general accounts	— 一般賬戶	22,555,270	4,995,095	819,579	3,953
Bank overdrafts (Note 33)	銀行透支 (附註33)	(497,167)	(204,579,437)	—	(9,426,696)
		23,450,649	(199,558,931)	819,579	(9,422,743)

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2006 截至二零零六年十二月三十一日止年度

29. SHARE CAPITAL

29. 股本

		Notes 附註	Number of shares 股份數目	Amount 金額 HK\$/港元
Ordinary shares of HK\$0.01 each	每股面值0.01港元 之普通股			
Authorised:	法定:			
At 1 January 2005,	於二零零五年一月一日、			
31 December 2005 and	二零零五年			
at 31 December 2006	十二月三十一日			
	及二零零六年			
	十二月三十一日		20,000,000,000	200,000,000
Issued and fully paid:	已發行及繳足:			
At 1 January 2005 and	於二零零五年			
31 December 2005	一月一日			
	及二零零五年			
	十二月三十一日		3,000,000,000	30,000,000
Issue of subscription shares	發行認購股份	(a)	1,200,000,000	12,000,000
Exercise of share options	行使購股權	(b),(c),(f),(g),(h)	247,000,000	2,470,000
Issue of consideration shares	發行代價股份	(d)	740,000,000	7,400,000
Issue of top up shares	發行增補股份	(e)	730,000,000	7,300,000
At 31 December 2006	於二零零六年			
	十二月三十一日		5,917,000,000	59,170,000

Notes:

附註:

- (a) On 4 April 2006 and 12 July 2006, 600,000,000 shares and 600,000,000 shares respectively of HK\$0.01 each were issued by way of subscription at a subscription price of HK\$0.20 each pursuant to a subscription agreement dated 23 March 2006. The gross proceeds of HK\$240,000,000 were raised for strengthening the funding support and capital base of the Company.

- (a) 根據二零零六年三月二十三日的認購協議，於二零零六年四月四日及於二零零六年七月十二日，以認購形式分別以認購價每股0.20港元發行600,000,000股及600,000,000股每股面值0.01港元之股份。所得款項總額為240,000,000港元，已用作強化本公司的資金支持及資本基礎。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

29. SHARE CAPITAL (continued)

Notes: (continued)

- (b) In May 2006, 36,000,000 share options were exercised at an exercise price of HK\$0.138 each, resulting in an issue of 36,000,000 shares, for a total consideration (before expenses) of HK\$4,968,000. In addition, 20,000,000 share options were exercised at an exercise price of HK\$0.102 each, resulting in an issue of 20,000,000 of HK\$0.01 each for a total consideration (before expenses) of HK\$2,040,000.
- (c) In July 2006, 10,000,000 share options were exercised at an exercise price of HK\$0.102 each, resulting in an issue of 10,000,000 shares for a total consideration (before expenses) of HK\$1,020,000.
- (d) On 7 July 2006, 500,000,000 consideration shares of HK\$0.01 each were issued at a price of HK\$0.15 each to an independent third party. On 20 November 2006, 240,000,000 consideration shares of HK\$0.01 each were issued at a price of HK\$0.37 each to independent third parties. The value of shares issued in the above two transactions of HK\$75,000,000 and HK\$88,800,000 respectively were to settle part of the considerations of two acquisitions of lottery game business as mentioned in note 39.
- (e) On 11 August 2006, pursuant to the subscription agreement, the Company allotted and issued 730,000,000 ordinary shares of HK\$0.01 each to Kingly Profits Corporation at a price of HK\$0.35 each. HK\$68 million out of the total subscription proceeds of approximately HK\$250 million has been applied for payment of the acquisition of entire issue share capital of Happy Sun Technologies Ltd. (Note 39) and the remaining balance of the proceeds would be used for general working capital of the Group.
- (f) In September 2006, 10,000,000 share options were exercised at an exercise price of HK\$0.138 each resulting in an issue of 10,000,000 shares for a total consideration (before expenses) of HK\$1,380,000. In addition 150,000,000 share options were exercised at an exercise price of HK\$0.102 each, resulting in an issue of 150,000,000 shares for a total consideration (before expenses) of HK\$15,300,000.
- (g) In November 2006, 10,000,000 share options and 5,000,000 share options respectively were exercised at an exercise price of HK\$0.138 each and HK\$0.295 each respectively, resulting in the issue of 10,000,000 shares and 5,000,000 shares respectively for a total consideration (before expenses) of HK\$1,380,000 and HK\$1,475,000 respectively.
- (h) In December 2006, 6,000,000 share options were exercised at an exercise price of HK\$0.138 each, resulting in an issue of 6,000,000 shares for a total consideration (before expenses) of HK\$828,000.

29. 股本(續)

附註:(續)

- (b) 於二零零六年五月, 36,000,000份購股權按每股股份0.138港元之行使價被行使, 導致發行36,000,000股股份, 總代價(扣除支出前)為4,968,000港元。此外, 20,000,000份購股權按每股股份0.102港元之行使價被行使, 導致發行20,000,000股每股面值0.01港元之股份, 總代價(扣除支出前)為2,040,000港元。
- (c) 於二零零六年七月, 10,000,000份購股權按每股股份0.102港元之行使價被行使, 導致發行10,000,000股股份, 總代價(扣除支出前)為1,020,000港元。
- (d) 於二零零六年七月向一名獨立第三方發行500,000,000股每股面值0.01港元之代價股份, 每股作價0.15港元。於二零零六年十一月二十日向多名獨立第三方發行240,000,000股每股面值0.01港元之代價股份, 每股作價0.37港元。於上述兩項交易中發行的股份價值分別為75,000,000港元及88,800,000港元, 已用作支付兩次有關彩票業務的收購事項的部份代價, 見附註39。
- (e) 根據認購協議, 本公司於二零零六年八月十一日按每股作價0.35港元向Kingly Profits Corporation配發及發行730,000,000股每股面值0.01港元之普通股。認購所得款項總額約達250,000,000港元, 其中68,000,000港元已撥作支付收購Happy Sun Technologies Ltd. (附註39) 全部已發行股本之用, 而所得款項餘款將撥作本集團一般營運資金用途。
- (f) 於二零零六年九月, 10,000,000份購股權按每股股份0.138港元之行使價被行使, 導致發行10,000,000股股份, 總代價(扣除支出前)為1,380,000港元。此外, 150,000,000份購股權按每股股份0.102港元之行使價被行使, 導致發行150,000,000股股份, 總代價(扣除支出前)為15,300,000港元。
- (g) 於二零零六年十一月, 10,000,000份及5,000,000份購股權分別按每股股份0.138港元及0.295港元之行使價被行使, 導致分別發行10,000,000股及5,000,000股股份, 總代價(扣除支出前)分別為1,380,000港元及1,475,000港元。
- (h) 於二零零六年十二月, 6,000,000份購股權按每股股份0.138港元之行使價被行使, 導致發行6,000,000股股份, 總代價(扣除支出前)為828,000港元。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2006 截至二零零六年十二月三十一日止年度

30. SHARE OPTION SCHEME

The Group's share option scheme was adopted by the Group on 22 November 2002 (the "Scheme") for the purpose of enabling the Group to grant share options to executives and employees of the Group and other persons who have made contributions to the Group as incentives and/or rewards for their contributions to the Group or its subsidiaries.

According to the Scheme, the Board may grant share options to the eligible participants as defined in the Scheme to subscribe for such number of shares as the Board may determine. Share options granted should be accepted within 30 days from the date of offer. Upon acceptance of the share options, the grantee shall pay HK\$1.00 to the Group by way of consideration for the grant.

The exercise price of share options shall be determined by the Board, save that such price will not be less than the highest of (a) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date of grant, which must be a business day; (b) the average of the closing prices of the shares as stated in the Stock Exchange's daily quotations sheet for the five business days immediately preceding the date of grant, and (c) the nominal value of a share.

The maximum number of shares which may be issued upon exercise of all share options to be granted under the Scheme and any other share option scheme(s) of the Group must not exceed 10% of the issued share capital of the Group on the date of approval and adoption of the Scheme provided that the Group may at any time seek approval from its shareholders to refresh the limit to 10% of the shares in issue as at the date of approval by the shareholders in general meeting where such limit is refreshed. Share options previously granted under any share option scheme(s) of the Group (including those outstanding, cancelled, lapsed in accordance with such schemes or exercised share options) will not be counted for the purpose of calculating the limit as refreshed.

30. 購股權計劃

本公司於二零零二年十一月二十二日採納購股權計劃(「該計劃」)，以向曾對本集團作出貢獻之本集團行政人員及僱員以及其他人士授出購股權，以表揚及／或酬謝彼等對本集團或其任何附屬公司所作出之貢獻。

根據該計劃，董事會可向該計劃所定義之合資格參與人士授出購股權以認購董事會可釐定之股份數目。所授出購股權須於邀約日期起計30日內接納。承授人須就所授購股權向本集團支付1.00港元之代價。

購股權之行使價由董事會釐定，惟不得低於(a)股份於授出日期(必須為營業日)在聯交所每日報價表上所報之收市價；(b)股份在緊接授出日期前五個營業日在聯交所每日報價表上所報之平均收價，或(c)股份面值(以較高者為準)。

行使根據該計劃及本集團任何其他購股權計劃可能授出之所有購股權可發行之股份數目上限，不得超過批准及採納該計劃當日日本集團之已發行股本10%，惟本集團可不時於股東大會尋求股東批准重訂於批准該限制當日已發行股份10%之限制。於計算重訂之限制時，較早前根據本集團之任何購股權計劃所授出之購股權(包括根據該等計劃而仍未行使、已註銷、已失效或已行使之購股權)將不被計入內。

30. SHARE OPTION SCHEME (continued)

The total number of shares issued and which may fall to be issued upon exercise of the share options granted under the Scheme and any other share option scheme(s) of the Group (including exercised, cancelled and outstanding share options) to each eligible participant in any 12-month period up to and including the date of grant shall not exceed 1% of the shares in issue as at the date of grant. Share options granted to substantial shareholders or independent non-executive directors in excess of 0.1% of the Group's issued share capital on the date of grant or with a value in excess of HK\$5 million must be approved in advance by the Group's shareholders.

The period during which share options may be exercised will be determined by the Board at its absolute discretion, save that no share options can be exercised more than 10 years after they have been granted. There is no general requirement that share options must be held for any minimum period before they can be exercised. The Scheme will expire on 22 November 2012.

30. 購股權計劃(續)

於截至授出購股權日期之前任何12個月期間(包括授出當日),因行使個別合資格人士根據該計劃及本集團任何其他購股權計劃可能授出之購股權(包括已行使、已註銷及尚未行使購股權)而已發行及可予發行之有關股份總數,不得超過授出當日已發行股份總數之1%。若向主要股東或獨立非執行董事授出之購股權之有關股份高於授出當日本集團已發行股本0.1%或其價值高於5,000,000港元,則必須經本集團股東事先批准。

董事會可全權酌情決定購股權之行使期限,惟授出購股權日期起計十年後不可行使該購股權。對於行使購股權前必須持有購股權之最短期限並無任何一般規定。該計劃將於二零一二年十一月二十二日屆滿。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2006 截至二零零六年十二月三十一日止年度

30. SHARE OPTION SCHEME (continued)

The following table discloses movements in the Share Option Scheme:

During the year ended 31 December 2005:

Grantees	Date of grant	Exercise price per share	Exercisable period	Outstanding at 01.01.2005 於二零零五年一月一日尚未行使	Granted during the year	Number of share options 購股權數目		Outstanding at 31.12.2005 於二零零五年十二月三十一日尚未行使
						Exercised during the year	Lapsed during the year	
承授人	授出日期	每股行使價 HK\$/港元	行使期		年內授出	年內行使	年內失效	
Employees 僱員	03.01.2004	0.138	03.01.2004-02.01.2014	60,000,000	-	-	(30,000,000)	30,000,000
	26.10.2005	0.102	26.10.2005-25.10.2015	-	30,000,000	-	-	30,000,000
Other eligible participants 其他合資格參與者	03.01.2004	0.138	03.01.2004-02.01.2014	60,000,000	-	-	-	60,000,000
	26.10.2005	0.102	26.10.2005-25.10.2015	-	180,000,000	-	-	180,000,000
				120,000,000	210,000,000	-	(30,000,000)	300,000,000

截至二零零五年十二月三十一日止年度:

During the year ended 31 December 2006:

Grantees	Date of offer to grant options	Exercise price per share	Exercisable period	Outstanding at 01.01.2006 於二零零六年一月一日尚未行使	Granted during the year	Number of share options 購股權數目		Outstanding at 31.12.2006 於二零零六年十二月三十一日尚未行使
						Exercised during the year	Lapsed during the year	
承授人	購股權授出日期	每股行使價 HK\$/港元	行使期		年內授出 Note (1) 附註(1)	年內行使 Note (2) 附註(2)	年內失效	
Employees 僱員	11.12.2003	0.138	03.01.2004-02.01.2014	30,000,000	-	(30,000,000)	-	-
	26.09.2005	0.102	26.10.2005-25.10.2015	30,000,000	-	-	-	30,000,000
	06.07.2006	0.295	13.07.2006-12.07.2011	-	78,000,000	(5,000,000)	-	73,000,000
Other eligible participants 其他合資格參與者	11.12.2003	0.138	03.01.2004-02.01.2014	60,000,000	-	(32,000,000)	-	28,000,000
	26.09.2005	0.102	26.10.2005-25.10.2015	180,000,000	-	(180,000,000)	-	-
	06.07.2006	0.295	13.07.2006-12.07.2011	-	78,000,000	-	-	78,000,000
				300,000,000	156,000,000	(247,000,000)	-	209,000,000

截至二零零六年十二月三十一日止年度:

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

30. SHARE OPTION SCHEME (continued)

30. 購股權計劃(續)

Notes:

(1) The closing price of the share immediately before the date of grant on 6 July 2006 was HK\$0.305.

(2)

Exercise price per share	Exercise date
每股行使價 HK\$ 港元	行使日期
0.138	04.05.2006
	10.05.2006
	23.05.2006
	01.09.2006
	10.11.2006
	29.12.2006
	62,000,000
0.102	16.05.2006
	22.05.2006
	03.07.2006
	06.09.2006
	13.09.2006
	180,000,000
0.295	10.11.2006
	5,000,000

(3) No option was cancelled during the year.

During the year, 156,000,000 (2005: 210,000,000) share options were granted under the share option scheme to grantees for an aggregate consideration of HK\$6 (2005: HK\$7).

The exercise in full of the outstanding 209,000,000 share options at 31 December 2006 would, under the present capital structure of the Company, result in the issue of 209,000,000 additional shares for a total cash consideration, before expenses, of approximately HK\$51,469,000.

附註:

(1) 緊接授出日期二零零六年七月六日前之股份收市價為0.305港元。

(2)

Closing price immediately before exercised date
緊接行使日期前 之收市價 HK\$ 港元
0.435
0.375
0.255
0.375
0.480
0.475
0.380
0.290
0.290
0.400
0.375
0.480

(3) 年內並無註銷任何購股權。

年內，共有156,000,000份(二零零五年：210,000,000份)購股權根據購股權計劃向承授人授出，總代價為6港元(二零零五年：7港元)。

根據本公司之現時資本架構，悉數行使於二零零六年十二月三十一日尚未行使之209,000,000份購股權將導致發行209,000,000額外股份，總現金代價於扣除開支前約為51,469,000港元。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2006 截至二零零六年十二月三十一日止年度

30. SHARE OPTION SCHEME (continued)

During the year ended 31 December 2006, options were granted on 6 July 2006 and are fully vested at the same date. The estimated fair values of the options granted on that date are HK\$7,277,000. In applying HKFRS 2, the Group recognised these fair values as expense for the year ended 31 December 2006. The Group has not applied HKFRS 2 to share options that were granted after 7 November 2002 and had vested before 1 January 2005 in accordance with the relevant transitional provisions.

The fair value is calculated using the Black-Scholes pricing model. The weighted average inputs into the model were as follows:

Share price	股價
Exercise price	行使價
Expected volatility	預期波幅
Expected option life (in years)	預期購股權期限(按年計)
Risk-free-rate	無風險利率
Expected dividends	預期股息

The expected volatility was determined by using the historical volatility of the Company's share price over the previous two years. The expected life used in the model has been adjusted, based on the managements estimate, for the effects of non transferability, exercise restrictions and behavioral considerations.

The Group recognised the total expenses of HK\$7,277,000 for the year ended 31 December 2006 (2005: HK\$7,040,000) in relation to share options granted by the Company, of which HK\$3,638,500 (2005: HK\$1,005,715) are recorded in staff costs.

30. 購股權計劃(續)

截至二零零六年十二月三十一日止年度，曾於二零零六年七月六日授出購股權於同日悉數歸屬。於該日授出之購股權之公平價值估計為7,277,000港元。應用香港財務報告準則第2號後，本集團於截至二零零六年十二月三十一日止年度將該等公允價值確認為開支。根據香港財務報告準則第2號之相關過渡條文，本集團並未對二零零二年十一月七日後授出但已於二零零五年一月一日前歸屬之購股權應用香港財務報告準則第2號。

公平值乃使用布力克－舒爾茨定價模型計算。該模型之加權平均數據如下：

Share options granted on 授出購股權	
Date of offer to grant options 購股權授出日期 06.07.2006 於二零零六年 七月六日	Date of grant 授出日期 26.10.2005 於二零零五年 十月二十六日
HK\$0.295港元	HK\$0.102港元
HK\$0.295港元	HK\$0.102港元
77.22%	80%
0.3	1.05
4.12	3.81
0%	0%

預期波幅乃使用本公司股價於過往兩年之波幅釐定。該模型所用之預期年限乃根據管理層之估計就不可轉讓性、行使限制及行為考量之影響而調整。

於截至二零零六年十二月三十一日止年度，本集團已就本公司授出之購股權確認合共7,277,000港元(二零零五年：7,040,000港元)，其中3,638,500港元(二零零五年：1,005,715港元)乃記錄為員工成本。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2006 截至二零零六年十二月三十一日止年度

31. TRADE PAYABLES

31. 應付貿易賬款

		The Group 本集團	
		2006 二零零六年 HK\$/港元	2005 二零零五年 HK\$/港元
Margin client payables	應付孖展客戶款項	7,303,213	6,056,484
Other client payables	應付其他客戶款項	17,117,097	18,506,721
Trade payables	應付貿易賬款	16,888,499	—
		41,308,809	24,563,205

Included in the Group's trade payables are the following amounts denominated in a currency other than the functional currency of the entity to which they relate:

本集團按有關實體之功能貨幣以外之貨幣列值之應付貿易賬款中，包括下列外幣：

		2006 二零零六年	2005 二零零五年
Indonesian Rupiah	印尼盾	—	3,892,335
Malaysian Ringgits	馬幣	—	59,095
Singapore dollars	新加坡元	—	2,807
Renminbi	人民幣	16,956,053	—

Margin client payables and other client payables are repayable on demand and bear interest at prevailing market rates. No aged analysis is disclosed for margin client payables and other client payables as, in the opinion of the directors, the aged analysis does not give additional value in view of the nature of business of securities margin financing and broking.

應付孖展客戶款項及應付其他客戶款項隨時按要求償還，按當時市場利率計息。由於董事認為就孖展證券融資業務及經紀業務性質而言，賬齡分析意義不大，因此並無披露應付孖展客戶款項及應付其他客戶款項之賬齡分析資料。

The directors consider that the carrying amount of trade and other payables approximate to their fair values.

董事認為應付貿易賬款及其他應付賬款之賬面值與其公允價值相若。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2006 截至二零零六年十二月三十一日止年度

31. TRADE PAYABLES (continued)

The aged analysis of the Group's trade payables as at 31 December 2006 are as follows:

31. 應付貿易賬款(續)

於二零零六年十二月三十一日，本集團應付貿易賬款之賬齡分析如下：

		The Group 本集團	
		2006 二零零六年 HK\$/港元	2005 二零零五年 HK\$/港元
Three months or less	三個月或以下	9,624,928	—
One year or less	一年或以下但三個月以上	7,263,571	—
but over three months		16,888,499	—

32. RESERVES OF THE COMPANY

32. 本公司之儲備

		Capital reserve 資本儲備 HK\$/港元	Accumulated losses 累計虧損 HK\$/港元	Contributed surplus 實繳盈餘 HK\$/港元	Share premium 股份溢價 HK\$/港元	Total 總計 HK\$/港元
At 1 January 2005	於二零零五年 一月一日	—	(29,872,714)	199,604,530	—	169,731,816
Loss for the year	本年度虧損	—	(92,267,886)	—	—	(92,267,886)
Recognition of share option benefits at fair value	按公允價值 確認購股權 利益	7,040,000	—	—	—	7,040,000
At 31 December 2005	於二零零五年 十二月三十一日	7,040,000	(122,140,600)	199,604,530	—	84,503,930
Recognition of share option benefits at fair value	按公允價值 確認購股權 利益	7,277,000	—	—	—	7,277,000
Issue of new shares	發行新股份	—	—	—	658,521,000	658,521,000
Transaction costs attributable to issue of new shares	發行新股份 應佔交易 成本	—	—	—	(7,977,552)	(7,977,552)
Transfer on exercise of share options	購股權行使時 轉撥	(6,267,523)	—	—	6,267,523	—
Loss for the year	本年度虧損	—	(14,393,862)	—	—	(14,393,862)
At 31 December 2006	於二零零六年 十二月三十一日	8,049,477	(136,534,462)	199,604,530	656,810,971	727,930,516

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

32. RESERVES OF THE COMPANY (continued)

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

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

In the opinion of the directors, the Company's reserves available for distribution to shareholders as at the balance sheet date were as follows:

32. 本公司之儲備(續)

根據百慕達一九八一年公司法(經修訂),本公司之實繳盈餘賬屬於可供分派之儲備。然而,若在下述情況下,本公司不得自實繳盈餘賬中宣派或派付股息或作出分派:

- (a) 本公司當時或於有關分派後無法償還到期之債務;或
- (b) 本公司資產之可變現價值將因此而降至低於本公司負債、已發行股本及股份溢價賬之總和。

董事認為,本公司於結算日可供分派予股東之儲備如下:

		2006 二零零六年 HK\$/港元	2005 二零零五年 HK\$/港元
Contributed surplus	實繳盈餘	199,604,530	199,604,530
Accumulated losses	累計虧損	(136,534,462)	(122,140,600)
		<u>63,070,068</u>	<u>77,463,930</u>

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2006 截至二零零六年十二月三十一日止年度

33. BANK BORROWINGS

33. 銀行貸款

		The Group 本集團		The Company 本公司	
		2006 二零零六年 HK\$/港元	2005 二零零五年 HK\$/港元	2006 二零零六年 HK\$/港元	2005 二零零五年 HK\$/港元
Bank overdrafts	銀行透支				
– secured (Note 28)	– 有抵押 (附註28)	497,167	195,152,741	–	–
– unsecured (Note 28)	– 無抵押 (附註28)	–	9,426,696	–	9,426,696
Bank loans	銀行貸款				
– secured	– 有抵押	137,946,904	1,000,000	–	–
		138,444,071	205,579,437	–	9,426,696

The bank loans and overdrafts are repayable within one year or when the facility is withdrawn. These borrowings are used to finance the financing business of the Group.

銀行貸款及透支須於一年內或提取信貸時償還。該等貸款乃用作撥付本集團之金融業務。

At 31 December 2006, the Group's bank borrowings were secured by:

於二零零六年十二月三十一日，本集團之銀行貸款由下列各項擔保：

- (a) corporate guarantees from the Company;
- (b) marketable securities of the Group; and
- (c) marketable securities of the Group's client.

- (a) 本公司提供之公司擔保；
- (b) 本集團之有價證券；及
- (c) 本集團客戶之有價證券。

Bank borrowings HK\$13,695,828 are secured on the deposits for acquisition of leasehold land use rights and buildings of HK\$23,499,671 (2005: NIL) (Note 20).

銀行貸款 13,695,828 港元由賬面值 23,499,671 港元(二零零五年：無)(附註 20)之收購租賃土地使用權及樓宇之訂金作抵押。

The effective interest rates on the Group's borrowings are also equal to contracted interest rates.

本集團貸款之實際利率亦相等於合約利率。

The directors consider that the fair values of bank borrowings at the balance sheet date approximate to their carrying amounts.

董事認為，銀行貸款之公允價值與其賬面值相若。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

33. BANK BORROWINGS (continued)

The maturity of borrowings is as follows:

Within one year	一年內
Between one and two years	一至兩年
Between two and five years	兩至五年
Wholly repayable with five years	於五年內悉數償還
Over five years	超過五年

33. 銀行貸款(續)

到期貸款如下:

The Group 本集團	
2006 二零零六年 HK\$/港元	2005 二零零五年 HK\$/港元
125,667,366	205,579,437
1,125,275	—
4,369,286	—
131,161,927	205,579,437
7,282,144	—
138,444,071	205,579,437

The effective interest rate for bank overdrafts carries interest at either HIBOR or Prime rate (2005: HIBOR or Prime rate). The effective interest rate for bank loans are ranging from 5.76% to 6.84% per annum (2005: HIBOR plus a spread).

Included in the bank borrowings as at 31 December 2006 was a secured loan of RMB123,000,000 (equivalent to HK\$122,509,000), which has been repaid subsequently after year end.

銀行透支之實際利率按香港銀行同業拆息或最優惠利率(二零零五年:香港銀行同業拆息或最優惠利率)計息。銀行貸款之實際年利率按介乎5.76%至6.84%計息(二零零五年:香港銀行同業拆息另加息差計息)。

於二零零六年十二月三十一日,銀行貸款包括一筆有抵押貸款123,000,000人民幣(相等於122,509,000港元),該筆貸款已於年結日後償還。

34. RETIREMENT BENEFIT SCHEME**(a) Retirement benefit costs**

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

34. 退休福利計劃**(a) 退休福利成本**

本集團根據強制性公積金計劃條例,於香港為合資格參與強制性公積金退休福利計劃(「強積金計劃」)之僱員,安排一項定額供款之強積金計劃。所作出之供款乃按僱員薪金之百分比計算,並依照強積金計劃之規定繳於納供款時在收益表中扣除。本集團就此強積金計劃作出之僱主供款全數歸僱員所有。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2006 截至二零零六年十二月三十一日止年度

34. RETIREMENT BENEFIT SCHEME (continued)

(a) Retirement benefit costs (continued)

Pursuant to the relevant PRC regulations, the PRC subsidiaries are required to make contributions to defined contribution retirement schemes organised by the relevant Social Security Bureau in respect of the retirement benefits for the PRC subsidiaries' employees in the PRC.

(b) Employee entitlements

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

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

35. FINANCIAL GUARANTEES ISSUED

The Group

At 31 December 2006, the Group has not given any significant financial guarantees (2005: Nil).

The Company

The Company has issued unlimited corporate guarantees to banks to secure general facilities granted to two subsidiaries. The facilities utilised by the subsidiaries as at 31 December 2006 amounted to approximately HK\$137,000,000 (2005: HK\$196,000,000). The Company has not recognised any deferred income and the related expense in respect of such guarantees, as in the opinion of the directors, their fair value cannot be reliably measured and their transaction price was nil.

The directors consider that the subsidiaries are financially resourceful in settling the obligations.

34. 退休福利計劃(續)

(a) 退休福利成本(續)

根據有關中國法規，中國附屬公司須就中國僱員之退休福利向有關社會保障局組織之定額供款退休計劃作出供款。

(b) 僱員權益

僱員應享年假及長期服務金乃於應計予僱員時確認，並就截至結算日因僱員所提供服務而產生之估計年假及長期服務金負債作出撥備。

僱員應享病假及分娩或陪產假僅於支取假期時始予確認。

35. 已發出之財務擔保

本集團

於二零零六年十二月三十一日，本集團並無重大財務擔保(二零零五年：無)。

本公司

本公司已就兩間附屬公司所獲一般信貸向銀行發出無限額之公司擔保。於二零零六年十二月三十一日，附屬公司已動用信貸額約137,000,000港元(二零零五年：196,000,000港元)。董事認為，由於已發出財務擔保之公允值未能可靠計量，加上並無成交價，故本公司並無就該等擔保確認任何遞延收入及有關開支。

董事認為該等附屬公司具備充裕資金，可清償有關債務。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2006 截至二零零六年十二月三十一日止年度

36. COMMITMENTS

The Group

At 31 December 2006, the Group's future aggregate minimum lease payments under non-cancellable operating leases are payable as follows:

		2006 二零零六年 HK\$/港元	2005 二零零五年 HK\$/港元
Land and buildings	土地及樓宇		
Within one year	一年內	5,691,204	5,688,886
In the second to fifth year inclusive	第二至第五年(包括首尾兩年)	4,109,383	6,591,999
		<u>9,800,587</u>	<u>12,280,885</u>

The Group leases office premises under operating leases. The leases run for an initial period of one to six years. The leases do not include any contingent rentals.

The Company

At 31 December 2006, the Company did not have any commitments under non-cancellable operating leases (2005: Nil).

Other than the operating lease commitments, the Group and the Company did not have any other capital commitments as at 31 December 2006 (2005: Nil).

36. 承擔 本集團

於二零零六年十二月三十一日，本集團根據不可撤銷經營租約之未來應付最低租金總額如下：

	2006 二零零六年 HK\$/港元	2005 二零零五年 HK\$/港元
土地及樓宇		
一年內	5,691,204	5,688,886
第二至第五年(包括首尾兩年)	4,109,383	6,591,999
	<u>9,800,587</u>	<u>12,280,885</u>

本集團根據經營租約租用辦公室，而該等租約初步為期一至六年不等，並不包括任何或然租金。

本公司

於二零零六年十二月三十一日，本公司並無任何不可撤銷經營租約規定之承擔(二零零五年：無)。

除經營租約外，本集團及本公司於二零零六年十二月三十一日並無任何其他資本承擔(二零零五年：無)。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2006 截至二零零六年十二月三十一日止年度

37. TRANSACTIONS WITH RELATED PARTIES

- (a) Details of the Group's significant transactions with the following related parties during the year are as follows:

Associates of directors:	董事之聯繫人士:
Commission and interest	買賣期貨及
income arising from	證券所得佣金
futures and securities trading	及利息收入

In the opinion of the directors, including the independent non-executive directors, the above transactions were entered into in the Group's ordinary course of business and at terms agreed by both parties.

- (b) During both years, compensation of key management personnel represents directors' remuneration, as stated in note 10. The directors' remuneration is determined by the remuneration committee having regard to the performance, responsibilities and experiences of individuals and market trends.

38. POST BALANCE SHEET EVENTS

On 19 March 2007, the Company entered into a purchase agreement with an independent third party, Excelot Assets Management Limited ("EA"), to acquire the entire interest in the share capital of Global Union Group Limited ("Global Union") and the shareholder's loan due from Global Union to the vendor at a consideration of HK\$119,487,500. The consideration has to be satisfied as to HK\$12,825,000 in cash and as to HK\$106,662,500 from issue of 152,375,000 ordinary shares of the Company at a price of HK\$0.7 per share to EA or its nominees. Global Union indirectly holds approximately 9.62% of the registered capital of Shenzhen Sinodata Technology Co., Ltd. ("Sinodata"), an existing subsidiary of the Group.

37. 關連人士交易

- (a) 本集團於本年度曾與以下關連人士進行重大交易之細節概述如下:

2006 二零零六年 HK\$/港元	2005 二零零五年 HK\$/港元
1,050,000	1,048,000

董事(包括獨立非執行董事)認為,上述交易乃於本集團日常業務過程中按正常商業條款進行。

- (b) 於這兩年年內,主要管理人員補償指附註10所列之董事酬金。董事酬金由薪酬委員會參照個人表現、職責及經驗以及市場趨勢釐定。

38. 結算日後事項

於二零零七年三月十九日,本集團與獨立第三方佳樂資產管理有限公司(「佳樂資產」)訂立一項購買協議,以代價119,487,500港元收購世聯集團有限公司(「世聯」)全部權益及由世聯結欠賣方之股東貸款,該代價其中12,825,000港元以現金支付,而106,662,500港元則透過向佳樂資產(或其代名人)以每股0.7港元發行本公司152,375,000股普通股支付。世聯間接持有本集團現有附屬公司之深圳市思樂數據技術有限公司(「思樂數據」)約9.62%之註冊資本。

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38. POST BALANCE SHEET EVENTS (continued)

On the same date, the Company entered into another purchase agreement with independent third parties, Sino Gateway International Limited ("Sino Gateway") to acquire the entire interest in the share capital of Huge Rich Enterprises Limited ("Huge Rich") and the shareholder's loan due from Huge Rich to Sino Gateway International Limited at a consideration of HK\$115,762,500. The consideration has to be satisfied as to HK\$12,425,000 in cash and as to HK\$103,337,500 by issue of 147,625,000 ordinary shares of the Company at a price of HK\$0.7 per share to Sino Gateway or its nominees. Huge Rich indirectly holds approximately 9.32% of the registered capital of Sinodata.

Upon completion of the acquisitions as stated above, the Group, together with its existing interests in Sinodata, will in aggregate hold approximately 65% in the registered capital of Sinodata indirectly.

39. ACQUISITION OF LOTTERY BUSINESS**(i) Acquisition of Multi Glory Limited ("Multi Glory")**

On 15 March 2006, the Company entered into a share purchase agreement to acquire the entire issued share capital of Multi Glory for a consideration of HK\$227,800,000. Upon completion of the acquisition on 7 July 2006, the Group through the subsidiaries of Multi Glory involves in development and production of proprietary lottery machines, related operating software system and networks for welfare lottery industry in China.

(ii) Acquisition of Happy Sun Technologies Ltd. ("Happy Sun")

On 25 July 2006, the Company entered into a share purchase agreement with Gain Silver International Limited ("Gain Silver"), an independent third party, to acquire the entire issued share capital of Happy Sun and the shareholder's loan due by Happy Sun to Gain Silver for a consideration of HK\$157,040,000. Upon completion of the acquisition on 20 November 2006, the Group through the subsidiaries of Happy Sun involves in provision of systems and verification technology for Instant Lottery Games in China administered by the China Welfare Lottery Administrative Center.

38. 結算日後事項(續)

同一日，本公司與獨立第三方華通國際有限公司(「華通國際」)訂立另一項購買協議，以代價115,762,500港元收購宏發企業有限公司(「宏發」)全部權益及由宏發結欠華通國際之股東貸款，該代價其中12,425,000港元以現金支付，而103,337,500港元則透過向華通國際(或其代名人)以每股0.7港元發行本公司147,625,000股普通股支付。宏發間接持有思樂數據約9.32%之註冊資本。

完成上述收購後，本集團連同其於思樂數據現有權益，將間接持有思樂數據總共約65%之註冊資本。

39. 收購彩票業務**(i) 收購 Multi Glory Limited (「Multi Glory」)**

於二零零六年三月十五日，本公司訂立一項購股協議，以代價227,800,000港元收購Multi Glory全部已發行股本。於二零零六年七月七日完成收購後，本集團透過附屬公司Multi Glory於中國福利彩票事業從事開發及生產專利彩票機、相關運作軟件系統及網絡。

(ii) 收購 Happy Sun Technologies Ltd. (「Happy Sun」)

於二零零六年七月二十五日，本公司與獨立第三方Gain Silver International Limited(「Gain Silver」)訂立一項購股協議，以代價157,040,000港元收購Happy Sun全部已發行股本及由Happy Sun結欠Gain Silver之股東貸款。於二零零六年十一月二十日完成以上收購後，本集團透過附屬公司Happy Sun於中國為中國福利彩票行政中心管理提供即開型彩票系統及核證技術。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2006 截至二零零六年十二月三十一日止年度

39. ACQUISITION OF LOTTERY BUSINESS (continued)

(iii) Acquisition of Pentium Win Limited ("Pentium")

On 8 August 2006, a wholly owned subsidiary of the Company entered into a conditional sale and purchase agreement with Grand Langley Limited, an independent third party, to acquire the entire issued share capital of Pentium together with the loan due from Pentium to Grand for a consideration of HK\$29,000,000. Upon completion of the acquisition, the Group through the subsidiaries of Pentium involves in the sports lottery industry in the PRC. 深圳市金帆軟件技術有限公司 is one of the approved vendors for the development and production of sports lottery machines by China Sports Lottery Administration Center and has already contracted to supply sports lottery machines for certain province/cities in the PRC.

The above acquired businesses contributed revenue of approximately HK\$115,043,000 and net profit for the year of approximately HK\$34,149,000 to the Group. If the above acquired businesses had occurred on 1 January 2006, the Group's turnover would have been approximately HK\$268,221,000 and net profit tax the year would have been approximately HK\$44,587,000.

39. 收購彩票業務(續)

(iii) 收購Pentium Win Limited ("Pentium")

於二零零六年八月八日，本公司之全資附屬公司與獨立第三方 Grand Langley Limited 訂立一項有條件買賣協議，以代價29,000,000港元，連同由Pentium結欠Grand之貸款，收購Pentium全部已發行股本。完成以上收購後，本集團透過Pentium之附屬公司於中國從事體育彩票事業，深圳市金帆軟件技術有限公司為其中一家獲得國家體育總局體育彩票管理中心認可資格開發及生產體育彩票機公司，並於中國若干省份／城市就供應彩票機已取得契約。

上述已收購業務為本集團帶來之收入貢獻約為115,043,000港元以及本年度純利約34,149,000港元。倘上述收購業務一事已於二零零六年一月一日發生，則本集團營業額應約為268,221,000港元，而本年度純利則約為44,587,000港元。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

39. ACQUISITION OF LOTTERY BUSINESS
(continued)**39. 收購彩票業務(續)**

Details of the assets and liabilities acquired are as follows:

收購的資產和負債詳情如下:

		Acquirees' carrying amount 被收購人賬面價值 HK\$/港元
Assets/(liabilities) acquired	收購資產/(負債)	
Property, plant and equipment	物業、廠房和設備	36,207,435
Prepaid lease payments on land use rights	土地使用權之預付 租約付款	2,317,560
Intangible assets	無形資產	12,187,490
Inventories	存貨	70,853,622
Trade receivables	應收貿易賬款	18,401,580
Other receivables	其他應收款項	46,195,124
Cash and bank balances	現金及銀行結餘	34,686,223
Deferred tax liabilities	遞延稅項負債	(28,097,762)
Trade payables	應付貿易賬款	(36,566,965)
Other liabilities	其他負債	(1,633,173)
Current tax liabilities	流動稅項負債	(2,435,009)
Bank borrowings	銀行貸款	(119,925,847)
Minority interests	少數股東權益	(88,660,992)
		(56,470,714)
Fair value adjustment	公允價值調整	1,294,263
		(55,176,451)
Goodwill on acquisition	收購產生之商譽	375,555,844
Consideration payable and related expenses after deducting bank borrowings of the acquirees assured by the acquirers	扣除收購人保證 被收購人銀行 貸款後之應付 代價及 有關開支	320,379,393
Total purchase consideration and related expenses satisfied by:	總購買代價及有關開支 以下列各項支付:	
Cash paid	已付現金	156,579,393
Issue of consideration shares	發行代價股份	163,800,000
		320,379,393
Net cash outflow in respect of the acquisition is analysed as follows:	收購事項之現金流出 淨額分析如下:	
Cash and bank balances	現金及銀行結餘	34,686,223
Cash paid	已付現金	(156,579,393)
Cash outflow of acquisition	收購事項之現金流出	(121,893,170)

Five Year Financial Summary

五年財務摘要

The following is a summary of the results of the Group for the five years ended 31 December 2006, which have been prepared on the basis set out in note 2 to the financial statements.

以下為本集團截至二零零六年十二月三十一日止五個年度之業績摘要，其乃按照賬目附註2所述之基準編製。

RESULTS

業績

		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 (restated) (重列) (Note) (附註)
Turnover	營業額	173,883	41,938	169,137	324,693	44,134
Profit/(loss) before taxation	除稅前溢利／(虧損)	41,633	(53,952)	(81,820)	6,009	(29,125)
Taxation	稅項	(11,002)	3,252	4,146	(1,978)	(884)
Profit/(loss) before minority interests	未計少數股東權益前溢利／(虧損)	30,631	(50,700)	(77,674)	4,031	(30,009)
Minority interests	少數股東權益	(19,461)	—	—	—	—
		11,170	(50,700)	(77,674)	4,031	(30,009)

ASSETS AND LIABILITIES

資產及負債

Total assets	總資產	1,146,198	349,517	447,394	464,256	315,526
Total liabilities	總負債	(216,154)	(234,945)	(289,162)	(228,351)	(83,651)
Total equity	股權總額	930,044	114,572	158,232	235,905	231,875

Note:

附註：

As a result of the change in accounting policy for income taxes in 2003, 2002 figures have been restated for comparison purpose.

由於在二零零三年更改有關所得稅之會計政策，故此二零零二年度之數字已經重列以作比較。