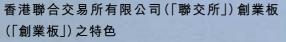
### **iSteelAsia Holdings Limited**

亞鋼集團有限公司\*

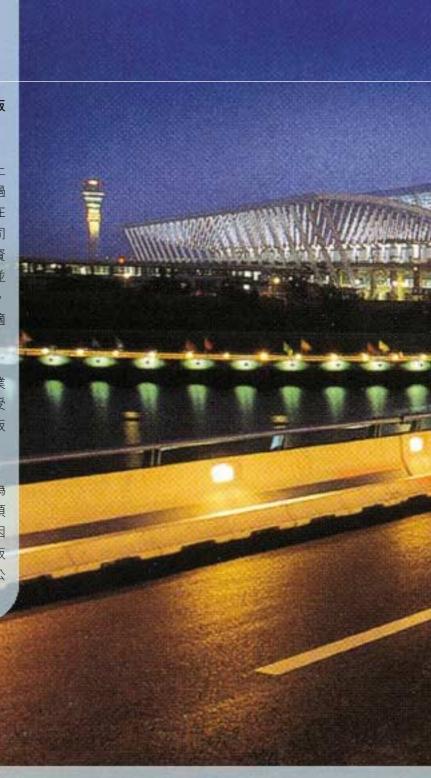


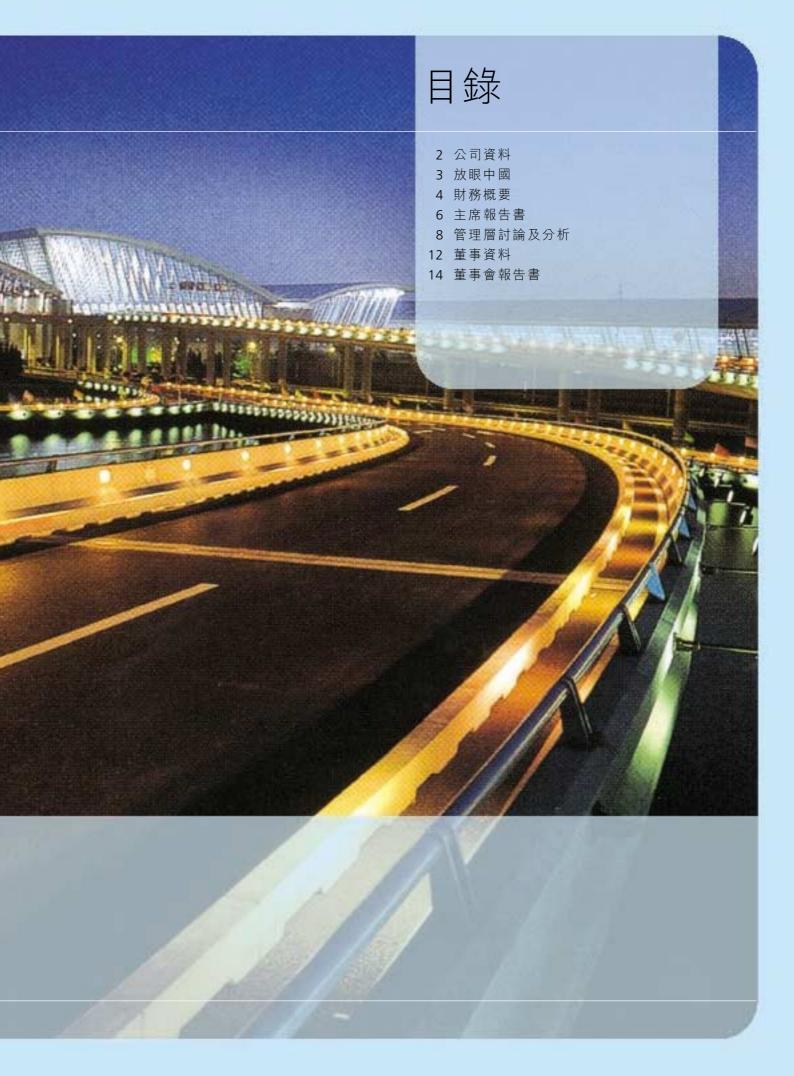


創業板乃為帶有高投資風險的公司提供一個上 市的市場。尤其在創業板上市的公司毋須有過 往溢利記錄,亦毋須預測未來溢利。此外,在 創業板上市的公司可因其新興性質及該等公司 經營業務的行業或國家而帶有風險。有意投資 的人士應了解投資於該等公司的潛在風險,並 應經過審慎周詳的考慮後方可作出投資決定。 創業板的較高風險及其他特色表示創業板較適 合專業及其他資深投資者。

由於創業板上市公司新興的性質所然,在創業 板買賣的證券可能會較於主板買賣之證券承受 較大的市場波動風險,同時無法保證在創業板 買賣的證券會有高流通量的市場。

創業板所發佈的資料的主要方法為在聯交所為 創業板所設的互聯網網頁刊登。上市公司毋須 在憲報指定報章刊登付款公告披露資料。因 此,有意投資的人士應注意彼等能瀏覽創業板 網頁www.hkgem.com,以便取得創業板上市公 司的最新資料。





# 公司資料

#### 董事會

姚祖輝先生,*主席* 姚潔莉女士 符氣清先生 David Michael Faktor先生\* 黃英豪先生\*\* 馬景煊先生\*\*

- \* 非執行董事
- \*\* 獨立非執行董事

#### 監察主任

符氣清先生

#### 公司秘書

謝秀惠女士FCS, FCIS

#### 合資格會計師

李穎慈女士AHKSA, FCCA

#### 審核委員會

黃英豪先生 馬景煊先生

#### 核數師

羅兵咸永道會計師事務所 執業會計師

#### 律師

麥堅時律師行(香港法律) Conyers Dill & Pearman(百慕達法律)

#### 總辦事處及主要營業地點

香港灣仔 皇后大道東183號 合和中心4902-8室

#### 公司網址

www.isteelasia.com

#### 註冊辦事處

Clarendon House 2 Church Street Hamilton HM11 Bermuda

#### 百慕達股份登記及過戶總處

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

#### 香港股份登記及過戶分處

香港中央證券登記有限公司香港灣仔皇后大道東183號合和中心17樓1712-1716室

#### 主要往來銀行

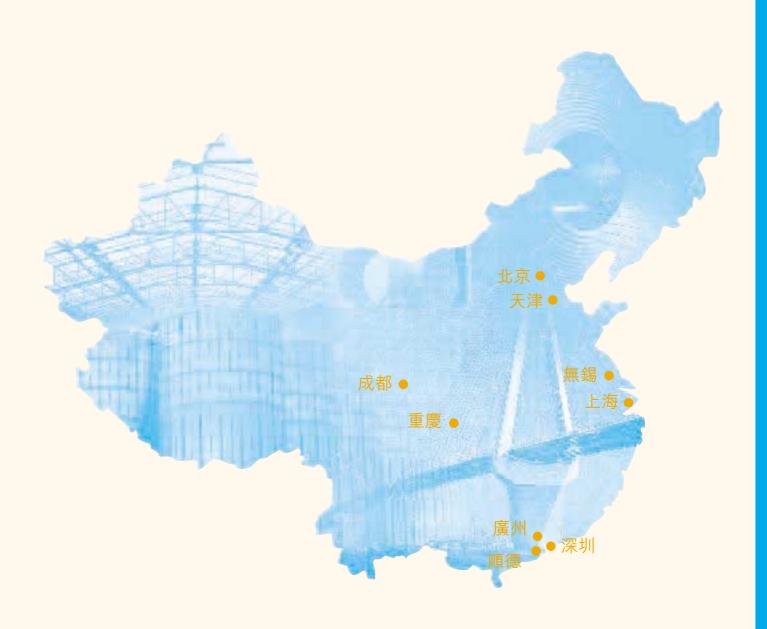
法國巴黎銀行香港分行 恒生銀行 東亞銀行 中信實業銀行 — 深圳分行 華一銀行 永亨銀行 — 澳門分行

#### 股份代號

8080(股份) 8356(認股權證)



# 放眼中國



## 財務概要

以下為亞鋼集團有限公司(「本公司」或「亞鋼」)及其附屬公司(合稱「本集團」或「亞鋼集團」)於下列各年度之經審核綜合賬目概要。

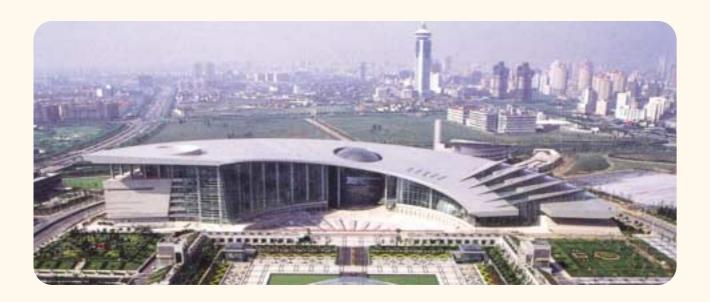
#### 綜合損益表

#### 截至三月三十一日止年度

	二零零零年 <i>千港元</i>	二零零一年 <i>千港元</i>	二零零二年 <i>千港元</i>	二零零三年 <i>千港元</i>	二零零四年
營業額	180,074	183,329	428,345	811,142	1,429,443
除税前(虧損)/溢利 税項	(5,643) (1,169)	(112,034) (20)	(18,811) 1,472	8,464 (1,840)	(25,042) (889)
除税後但未計少數股東權益前 (虧損)/溢利 少數股東權益	(6,812) —	(112,054) —	(17,339) (1)	6,624 (34)	(25,931) 220
股東應佔(虧損)/溢利	(6,812)	(112,054)	(17,340)	6,590	(25,711)
股息(附註1)	9,000	_			_

#### 附註:

- 1. 自本公司註冊成立以來,本公司並無派發或宣派任何股息。
  - 於截至二零零零年三月三十一日止年度內,本公司主要股東之全資附屬公司於本集團重組前已向其前股東 宣派及派發金額9,000,000港元的中期股息。所有股息均從該附屬公司的可分配利潤中派發。
- 2. 本集團之綜合損益表乃假設本集團之現有架構已於截至二零零零年及二零零一年三月三十一日止各年度一 直存在而編製。



# 財務概要



#### 綜合資產負債表

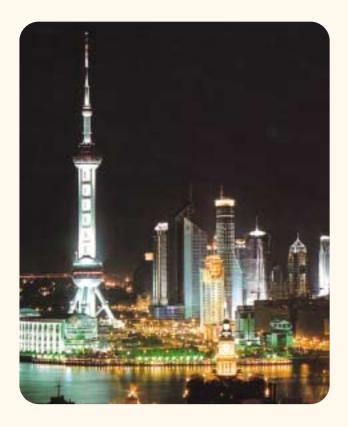
<del>-</del> A	_	$\Box$	_	- 1		$\overline{}$
hs	_	Я	_	+	_	н

	二零零零年	二零零一年	二零零二年	二零零三年	二零零四年
	千港元	千港元	千港元	千港元	千港元
固定資產	268	3,223	2,306	3,230	2,922
網站開發成本	3,762	3,788	2,165	918	43
長期投資	_	24,974	28,201	685	2,136
遞延税項資產	_	<i>'</i> —	<i>'</i>	_	4,483
流動資產	48,531	66,302	194,354	333,885	377,603
流動負債	(62,942)	(74,573)	(215,660)	(324,033)	(374,542)
股東貸款(非當期部份)	(2,000)	_	_	_	_
資產/(負債)淨額	(12,381)	23,714	11,366	14,685	12,645
資本及儲備:					
股本	1	145,450	156,450	156,450	159,638
儲備	_	2,700	(4,608)	(7,913)	13,904
累計虧損	(12,382)	(124,436)	(141,776)	(135,186)	(160,897)
股東權益/(虧絀)	(12,381)	23,714	10,066	13,351	12,645
少數股東權益	(12,501)		1,300	1,334	-
	(12,381)	23,714	11,366	14,685	12,645

#### 附註:

1. 本集團之綜合資產負債表乃假設本集團之現有架構已於二零零零年及二零零一年三月三十一日各年度一直 存在而編製。

### 主席報告書



本人謹代表董事會欣然提呈亞鋼集團有限公司(「本公司」或「亞鋼」)及其附屬公司(合稱「本集團」或「亞鋼集團」)截至二零零四年三月三十一日止年度之經審核綜合業績。

回顧過去,自亞鋼於二零零零年四月上市以來,本公司面對種種挑戰,包括科網泡沫爆破、網上鋼材貿易之接受程度進展緩慢、全球經濟放緩及中華人民共和國(「中國」)爆發非典型肺炎及商品與鋼材價格更歷史性漲價。要克服此等挑戰並不容易。管理層已採取主動,努力適應這等巨大轉變,並嘗試確定及採取與集團目標一致的正確策略 — 讓本公司的核心競爭能力可以全面發揮,為本公司正在每日增長,客戶提供物超所值的服務。本公司正在每日增長,

而回顧年度內之營業額已超逾1,400,000,000港元,證明上述策略之成功。

鋼材消耗量與國民生產總值息息相關。於二零零四 年四月三十日,國際鋼鐵協會(「國際鋼鐵協會」) (其中一個最大型及最活躍之業界組織,並作為國 際鋼鐵業之世界論壇)改變其對全球國民生產總值 之預測,將對二零零三年之先前預測2.2%調高至 實際2.6%,並將對二零零四年之先前預測3.1%及 二零零五年之無預測分別調高至二零零四年之 3.8%及二零零五年之3.4%。根據國際鋼鐵協會經 濟研究委員會所作出之估計,二零零四年鋼材製成 品之全球消耗量預期將增加6.2%或53,000,000公 噸,並於二零零五年增加4.5%或41.000.000公噸。 該增長可分為中國及世界其餘地區兩部份。二零零 四年中國之鋼材消耗量估計將增加13.1%或 31.000.000公噸,而二零零五年則增加10.4%或 27,000,000公噸。中國之全球鋼材消耗量佔有率已 由一九九五年之13.5%(87,000,000公噸)增加至二 零零五年之估計30.3%(290,000,000公噸)。目前 預測中國將佔二零零四年及二零零五年兩年預期全 球增幅94,000,000公噸之61%(58,000,000公噸)。 由於本公司專注中國鋼材市場,故此等數據及預測 令亞鋼十分鼓舞。於過去數年,本公司先後進軍北 京、上海、廣州、天津、深圳及重慶。於本年度, 已於無錫及樂從成立兩間辦事處。吾等相信,由於 該等辦事處覆蓋人口最密集之工業區,該區擁有每 年最高人均收入,故該等辦事處能夠盡享中國鋼材 市場最龐大之商機。於回顧年度,本集團之營業額 已超逾1,400,000,000港元。比較上市首年(二零零 零/二零零一年度)所錄得之營業額,營業額於四 年時間已增長超過六倍。

### 主席報告書

儘管中國具備潛力,惟亦帶有高水平業務風險。最 常遇到之嚴重問題乃中國之壞賬及存貨炒賣活動。 雖然此等問題對本公司而言並非十分嚴峻,惟本公 司始終承受該等風險,故此在每項日常決策前均必 須作出審慎周詳考慮。吾等正建立一個資訊系統以 小心監察該等風險指標,確保股東之資金受到保 護。儘管於二零零三/二零零四年度吾等經歷艱辛 之一年,吾等將繼續竭盡所能集中改善本公司業務 之成本效益及效率。

#### 展望

管理層對亞鋼集團之前景樂觀。由於中國持續之經濟發展及其加入世界貿易組織,中國鋼材業將繼續從受保護市場逐漸走向為市場主導之行業。誠如領先鋼材市場資訊供應商MEPS (International) Ltd.所述,「中國過去數年之增長乃主要受到蓬勃之建築活動所刺激。倘於基礎建設之投資放緩,鋼材消耗量必定受到影響,並主要影響到形材市場。然而,碳鋼及不銹鋼之需求增長並非太依賴建造及工程項目,而較依賴工業項目。由於中國繼續以「世界工廠」之名而繁榮昌盛,這些產品將獲保證有利之擴展前景一除非其他國家決定禁止入口中國之製成品。」因此,亞鋼將繼續小心謹慎地選取及提供產品。因此,為最終用戶扮演價值提供者角色之亞鋼,將保持靈活性,按需要作出調整,以抓緊未來之商機。

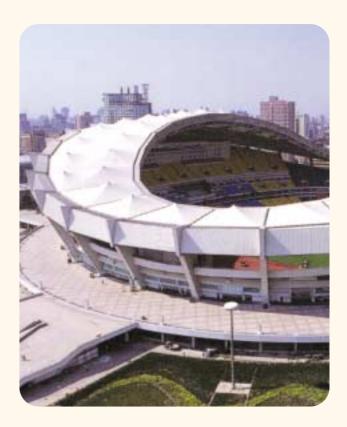
#### 致 謝

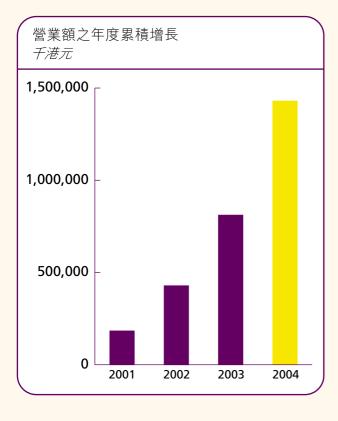
本人謹代表董事會歡迎符氣清先生、David Michael Faktor先生及黃英豪先生分別於年內加入董事會成為行政總裁、非執行董事及獨立非執行董事。此外,本人衷心感謝全球客戶多年來對本集團產品及服務之信任及支持。本人亦藉此感謝各股東對亞鋼之信心,以及各員工之貢獻及努力。憑藉如此堅定的承諾,本集團將繼續為亞鋼之長遠發展而努力。

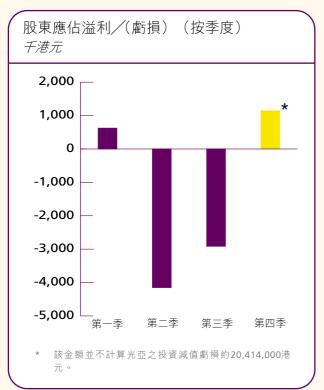
主席

姚袓輝

二零零四年六月二十三日







#### 財務及業務表現

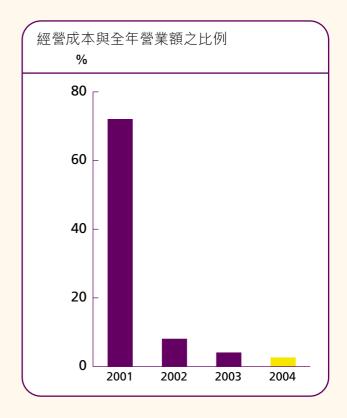
亞鋼集團有限公司(「本公司」或「亞鋼」)及其附屬 公司(合稱「本集團」或「亞鋼集團」)之管理層報告 其截至二零零四年三月三十一日止財政年度之上市 後第四年全年業績。截至二零零四年三月三十一日 止年度,亞鋼集團錄得營業額約1,429,000,000港 元,較去年之業績增長76.2%。由於就光亞科技有 限公司(「光亞」)之特殊投資減值虧損約20,414,000 港元由投資重估儲備(已反映於本集團過去年度之 資產負債表,因此是次重新分類對本集團之資產淨 值並無影響)重新分類於損益賬入賬,截至二零零 四年三月三十一日止年度之股東應佔綜合虧損約為 25,711,000港元。光亞股份之投資賬面淨值為每股 0.187港元,亦即光亞股份於二零零四年三月三十 一日之市價。撇除減值虧損之影響,來自經營之虧 損約為5,297,000港元。於回顧年度內,所錄得之 該等經營業績較截至二零零三年三月三十一日止之 上個年度股東應佔溢利約6,590,000港元而言,並 未令人滿意。由於二零零三年三月爆發非典型肺炎 疫症,截至二零零四年三月三十一日止年度首數季 之業績受到嚴重影響,其中截至二零零三年九月三 十日 | 上三個月(「第二季|)及截至二零零三年十二月 三十一日止三個月(「第三季」)之業績影響尤甚。誠 如第三季報告所述,亞鋼之主要市場(即廣州、天 津及北京)在該期間,尤其在首六個月內由於非典 型肺炎疫症突如其來而受到之影響遠較管理層預期 更為嚴重。由於當局實施城市間隔離措施,令該等 城市之業務出現癱瘓及需求跌至近零,以致對市場 價格構成不利影響,且由於客戶被禁止經商貿易, 直接影響客戶對本集團鋼材產品之需求,導致存貨 囤積。尚幸由於管理層努力不懈,客戶之需求及銷

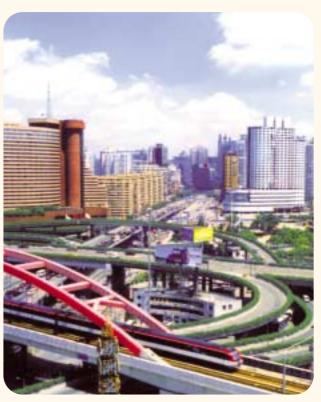
售價格已於截至二零零四年三月三十一日止三個月(「第四季」)回升,大幅改善本公司於第四季之業績。與截至二零零三年十二月三十一日止前九個月之虧損約6,442,000港元比較,本集團已成功轉虧為盈,於第四季錄得股東應佔溢利約1,145,000港元。於回顧年度內,邊際毛利於第二季下降並於第四季反彈回升(第一季 — 2.6%、第二季 — 1.8%、第三季 — 2.6%及第四季 — 4.2%)。

於回顧年度內,本集團已拓展其銷售活動至二級城市如無錫及順德(樂從),設立兩所辦事處以增加提高中國市場佔有率之能力及進一步擴大現有客戶基礎。然而,此策略亦增加本集團之經營成本。截至二零零四年三月三十一日止年度,未計及銷售存貨成本、光亞股份之減值虧損及財務費用之總成本(「經營成本」)約為36,573,000港元,較去年同期上升11.1%。總成本增加主要由於拓展中國市場以及支援營業額迅速增長所需之額外銷售及分銷費用所致。若以營業額為基礎因素,則經營成本與營業額之比率由二零零一年年初之72.1%下降,並穩定於約2.6%水平,反映本集團成功憑規模經濟善用資源,達致業務增長。

#### 財政資源及流動資金

於二零零四年三月三十一日,亞鋼集團之短期銀行貸款總額約為51,426,000港元(二零零三年:57,134,000港元),包括信託收據銀行貸款及短期營運資金銀行貸款。短期營運資金銀行貸款約為24,570,000港元(二零零三年:18,947,000港元),按4.5%至5.4%(二零零三年:年利率5.0%至5.8%)不等之年利率計算利息。於二零零四年三月三十一日,負債資產比率(短期銀行貸款除以股東權益)約為4.07(二零零三年:4.28)。負債資產比





率下降主要由於短期銀行貸款因存貨水平下降而減少所致。於二零零四年三月三十一日,多間銀行為亞鋼集團提供透支、貸款及貿易融資之銀行信貸總額約為159,155,000港元(二零零三年:122,540,000港元)。於同日未動用之信貸約為69,691,000港元(二零零三年:37,131,000港元)。該等信貸以(a)已抵押銀行存款約34,439,000港元(二零零三年:無);(b)亞鋼提供之公司擔保及/或(c)亞鋼集團根據信託收據銀行貸款安排持有之存貨作為擔保。

於二零零四年三月三十一日後,一所外資銀行向亞 鋼集團授出一筆為數7,500,000美元之信貸。

#### 現金及銀行存款

於二零零四年三月三十一日,作為本集團銀行信貸 抵押品之銀行存款約34,439,000港元(二零零三 年:無)。

於二零零四年三月三十一日,亞鋼集團之現金及銀行存款合共約89,872,000港元(二零零三年:49,240,000港元),其中約42,448,000港元以人民幣為貨幣單位,存於中國之多間銀行。

#### 投資

本集團投資只包括Stemcor Holdings Limited (「Stemcor」)及光亞之股本權益。

根據與Stemcor訂立之股份認購協議,Stemcor給予亞鋼集團認沽期權,據此,亞鋼集團可要求Stemcor以23,400,000港元(相等於3,000,000美元)購回亞鋼集團所認購之全部股份。行使認沽期權之屆滿日期已由二零零二年十月三十一日延遲至二零

零三年十月三十一日,並進一步延遲至二零零四年十月三十一日。於二零零四年五月十三日,亞鋼集團行使其認沽期權,以23,400,000港元(已由Stemcor發出九個月承付期票方式支付)之代價出售其於Stemcor之3.5%股本權益。

於截至二零零四年三月三十一日止年度,亞鋼集團取得Stemcor約421,000港元(二零零三年:311,000港元)之股息收入。投資回報約1.80%(二零零三年:1.33%)。

亞鋼集團於二零零一年八月收購光亞約0.23%股本權益,代價約為22,550,000港元,由亞鋼發行及配發普通股全數支付。於二零零四年三月三十一日,就投資重估作出約20,414,000港元減值後,於光亞之投資賬面值約為2,136,000港元(即每股0.187港元,即於二零零四年三月三十一日之市價)。該項減值已反映於亞鋼集團之資產淨值,並計入過往數年度本集團資產負債表之投資重估儲備。於二零零四年三月三十一日,本集團採取保守策略,將減值由投資重估儲備轉移至損益賬,並確認就投資於光亞約20,414,000港元為減值虧損。

視為一項長期投資,管理層一直並將會繼續密切注 視光亞之業績。再者,董事相信在營運方面,此收 購乃對與區內具有良好業務網絡之公司組成策略聯 盟有利。

#### 外幣匯兑風險

亞鋼集團之外幣匯兑風險主要來自業務經營。銷售 視乎客戶所處地點分別以人民幣、美元及港元結 賬。另一方面,購入之鋼材產品主要以美元及人民

幣支付。由於美元與人民幣及港元之間匯率波動不 大,因此亞鋼集團認為回顧年度之外幣匯兑風險有 限。亞鋼集團將繼續致力管理將來可能出現之外幣 匯兑風險。

#### 僱員數目、酬金政策及購股權計劃

於二零零四年三月三十一日,亞鋼集團僱用80名員工(二零零三年:83名)。薪酬及年終花紅按僱員之職位及表現釐定。亞鋼集團向屬下僱員提供在職培訓及訓練資助,另加退休金計劃及醫療保險。於回顧年度產生之總員工成本(包括退休福利計劃供款)約15,232,000港元(二零零三年:14,870,000港元)。

於二零零二年六月十日,本公司採納購股權計劃(「新計劃」),據此,本公司董事會可酌情向本集團任何成員公司之任何僱員/代理/顧問或代表(包括任何執行或非執行董事)或任何符合新計劃所述遴選標準之其他人士授予購股權。新計劃主要旨在激勵參與者對本集團作出貢獻及/或讓本集團能夠招攬及/或挽留優秀僱員及吸納對本集團有價值之人力資源。新計劃由採納日期(即二零零二年六月十日)起計有效十年。截至本公告日期概無按新計劃授出任何購股權。新計劃已被採納以取替舊計劃,而所有舊計劃授予之購股權仍可按舊有條款行使。



### 董事資料

#### 執行董事(於二零零四年三月三十一日)

#### 姚祖輝先生

姚祖輝先生,38歲,董事會主席。彼主要專注於建立本集團之策略性業務聯盟。彼自本集團貿易業務於一九九七年四月正式成立起即加盟本集團。姚先生畢業於加洲大學伯克萊分校,獲財務學士學位,並獲哈佛大學商學研究院頒授工商管理碩士學位。姚先生於鋼材貿易業務累積豐富經驗,為萬順昌集團有限公司(「萬順昌」)之主席。姚先生之公職服務包括香港房屋協會之成員及香港工業總會建築物料業主席。並參與上海市政協委員會、上海市青年聯合會副主席、香港青年聯會副主席及上海復旦大學之校董。姚先生乃姚潔莉女士之弟。

#### 姚潔莉女士

姚潔莉女士,39歲,董事會副主席,主要專注於建立本集團之策略性業務聯盟及與增值服務供應商達成安排。彼自本集團貿易業務於一九九七年四月正式成立起即加盟本集團。姚女士為美國執業會計師,並獲南加洲大學會計學士學位。姚女士為萬順昌之董事,於鋼鐵行業積多年經驗。於一九九一年加盟萬順昌集團前,姚女士曾任職於一間國際會計師行及一間國際投資銀行。姚女士乃姚祖輝先生之姊。

#### 符氣清先生

符氣清先生,48歲,本集團董事兼行政總裁。彼於 二零零零年五月加盟本集團,現負責實施本集團之 管理工作。符先生在中國鋼鐵相關行業和投資界具 有超過20年的豐富經驗,曾任職於多家跨國鋼鐵企 業,包括英鋼聯(現為康力斯)、盧森堡鋼鐵集團 (現為阿賽洛)及雄獅集團(紐西蘭最大之私人公司)。符先生為倫敦大學土木工程系榮譽學士。

### 董事資料

#### 非執行董事(於二零零四年三月三十一日)

#### David Michael Faktor先生

David Michael Faktor先生,43歲,董事。於二零零四年二月加入本集團。Faktor先生由一九九五年起出任Stemcor Holdings Limited(「Stemcor」)之董事,並由二零零零年十一月起出任Stemcor集團國際貿易部之董事總經理。Stemcor之主要業務為國際鋼材分銷貿易,其國際化網絡之辦事處提供全面國際鋼材貿易,包括市場推廣、物流、融資及售後支援。Faktor先生現職於倫敦,並負責Stemcor集團於遠東、南亞、北非、中東、加勒比海及獨聯體之貿易活動。

#### 時大鯤先生(於二零零四年四月二十九日辭任)

時大鯤先生,52歲,董事。時先生於美國、日本、韓國、香港及東南亞之跨國公司及企業之資訊科技及工業運作方面積逾20年之管理、推銷及市場推廣經驗。彼於二零零零年三月加盟本集團,負責建立市場銷售渠道、分銷網絡、合資企業以提供電子商貿、電子數據聯通及網絡增值服務於亞太地區。時先生專長於電子商貿,供應鏈管理及資訊科技的諮詢業務。時先生持有辛辛那提大學之電機及電腦工程碩士學位。彼曾為凱捷安永亞太區北亞區行政總裁。

#### 獨立非執行董事(於二零零四年三月三十一日) 黃英豪先生

黃英豪先生,太平紳士,41歲,董事。彼於二零零三年八月加入本集團。黃先生現職律師及中國司法部委托公証人。彼現任黃乾亨黃英豪律師事務所首席合夥人,並為第十屆全國政協委員(二零零三年至二零零八年)。彼亦任利民實業有限公司、中國海外發展有限公司、遠東化聚工業股份有限公司及首都信息發展股份有限公司等香港上市公司之董事。黃先生持有英國根德大學法律學位。

#### 馬景煊先生

馬景煊先生,47歲,董事。馬先生為於聯交所上市之先施有限公司之集團董事總經理。彼於二零零零年三月加入本集團。馬先生持有加拿大McMaster University商業管理碩士學位。馬先生熱心參與社會服務,並於一九九六年至二零零零年間擔任香港零售管理協會主席。該協會為香港零售業之主要公會,擁有逾600名公司會員,共聘請員工逾200,000人。

董事會欣然提呈截至二零零四年三月三十一日止年度亞鋼集團有限公司(「本公司」)及其附屬公司(合稱「本集團」)之年報及經審核賬目。

#### 主要業務

本公司乃一間投資控股公司。其附屬公司主要從事鋼材產品貿易,提供鋼材產品之採購服務,經營電子商貿縱向入門網站以提供網上鋼材貿易服務及輔助服務,及投資控股。

#### 分類資料

本集團截至二零零四年三月三十一日止年度之按業務分類及地區分類之營業額及分類業績分析載於隨 附之賬目附註27。

#### 主要客戶及供應商

截至二零零四年三月三十一日止年度,本集團五大客戶佔本集團總營業額約26%,而本集團五大供應 商佔本集團總購買額約35%。

截至二零零四年三月三十一日止年度,本公司主要股東及創辦管理層股東(定義乃遵照聯交所創業板證券上市規則(「創業板上市規則」)) Van Shung Chong (B.V.I.) Limited(「VSC BVI」)的附屬公司萬順昌行有限公司(「萬順昌行」) 乃本集團之最大供應商,佔本集團總採購額約12%。萬順昌行該等採購授予本集團一般信貸期,並同意應收賬款無須即時償還,但應收賬款須按商業借貸利率支付利息。

除上文所述者外,本公司各董事、彼等聯繫人士或任何股東(就董事所知擁有本公司股本逾5%)概無擁有本集團五大客戶或供應商之實益權益。

#### 業績及分配

本集團截至二零零四年三月三十一日止年度之業績詳情載於本年報中第35頁綜合損益表內。

董事會建議不派發任何股息,並建議將於二零零四年三月三十一日之累計虧損160,897,000港元予以結轉。

#### 股本及購股權

本公司之股本及購股權變動之詳情分別載於隨附之賬目附註22及24。

本公司之公司組織章程或百慕達法例並無載有優先購買權條文以規定本公司須按比例向現有股東發售新股。

#### 儲備及累計虧損

本集團及本公司於本年度之儲備變動情況載列於隨附之賬目附註25。

於二零零四年三月三十一日,本公司概無任何可供分派儲備。

#### 附屬公司

本公司各附屬公司之詳情載於隨附之賬目附註15。

#### 固定資產

於本年度內固定資產之變動詳情載於隨附之賬目附註12。

#### 銀行貸款

於二零零四年三月三十一日之銀行貸款詳情載於隨附之賬目附註19。

#### 退休金計劃

退休金計劃之詳情載於隨附之賬目附註28。

#### 董事

本年度內及直至本報告日期止在任董事為:

#### 執行董事

姚祖輝先生, 主席

姚潔莉女士,副主席

符氣清先生, 行政總裁

萬家樂女士, 行政總裁

(於二零零四年二月二十日獲委任) (於二零零四年二月二十日辭任)

#### 非執行董事

David Michael Faktor先生

傅麗娜女士

時大鯤先生

Ralph David Oppenheimer先生

(於二零零四年二月二十日獲委任) (於二零零三年八月十三日辭任)

(於二零零四年四月二十九日辭任)

(於二零零四年二月二十日辭任)

#### 獨立非執行董事

馬景煊先生

黄英豪先生

楊國強先生

(於二零零三年八月二十八日獲委任)

(於二零零三年八月二十八日辭任)

根據本公司組織章程之細則第86(2)條規定,符氣清先生、David Michael Faktor先生及黃英豪先生將告退,惟彼等同意於應屆股東週年大會膺選連任。

#### 董事服務合約

各執行董事與本集團已訂立服務合約。姚祖輝先生及姚潔莉女士兩位之服務合約年期皆自二零零零年四月一日起生效。各服務合約將一直生效。符氣清先生於二零零零年五月加入本集團及於二零零四年二月二十日被委任為執行董事。符先生之服務合約有效期至二零零五年十二月三十一日。上述所有服務合約之任何一方可向對方發出不少於三個月書面通知及毋須賠償(法定賠償除外)而終止。

除上文所述者外,董事概無與本公司訂立任何由聘用公司若不給予補償(法定補償除外)則於一年內不可終止之服務合約。

#### 董事及最高行政人員於股份、相關股份及債權證之權益

於二零零四年三月三十一日,本公司及其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)的董事及最高行政人員於本公司的股份、相關股份及債權證中,擁有包括其根據證券及期貨條例第XV部第7及第8分部已向本公司及聯交所呈報之被假設或視為擁有的權益或淡倉或須登記入根據證券及期貨條例第352條所存置的登記冊內的權益及淡倉,或須根據創業板上市規則第5.46條至第5.67條規定,須向本公司及聯交所呈報之權益及淡倉如下:

#### 本公司股份及相關股份之權益

个公司以以及	竹剪双刀足作皿				
姓名	權益類別	董事應佔權益	股份數目及持股之概約百分比 (附註1)	認股權證 數目 (附註2)	購股權 數目 累計權益
姚祖輝先生	— TN Development 所持之公司權益 <i>(附註3)</i>	被視作擁有之權益 (間接)	163,367,600 (10.23%)	39,260,320	— 202,627,920
	— Huge Top所持 之公司權益 (附註4)	超過三分之一(間接)	159,811,344 (10.01%)	31,962,268	— 191,773,612
	<ul><li>VSC BVI所持</li><li>之公司權益</li><li>(附註5)</li></ul>	透過Huge Top (間接)	301,026,000 (18.86%)	60,205,200	— 361,231,200
	— Right Action所持 之公司權益 (附註6)	100%(直接)	102,400,000 (6.41%)	20,480,000	— 122,880,000
	一 個人權益(附註7)	100%(直接)	_ (_)	_	5,000,000 5,000,000
			726,604,944 (45.51%)	151,907,788	5,000,000 883,512,732

#### 董事及最高行政人員於股份、相關股份及債權證之權益(續)

本公司股份及相關股份之權益(續)

姓名	權益類別	董事應佔權益	股份數目及持股之概約百分比 (附註1)	認股權證數目 (附註2)	購股權 數目 累計權益
姚潔莉女士	— TN Development 所持之公司權益 (附註3)	被視作擁有之權益(間接)	163,367,600(10.23%)	39,260,320	— 202,627,920
	<ul><li>Huge Top所持</li><li>之公司權益</li><li>(附註4)</li></ul>	被視作擁有之權益(間接)	159,811,344(10.01%)	31,962,268	— 191,773,612
	<ul><li>VSC BVI所持</li><li>之公司權益</li><li>(附註5)</li></ul>	透過Huge Top (間接)	301,026,000(18.86%)	60,205,200	— 361,231,200
	<ul><li>個人權益 (附註7)</li></ul>	100%(直接)	_ ()	_	7,500,000 7,500,000
			624,204,944(39.10%)	131,427,788	7,500,000 763,132,732
符氣清先生	— 個人權益 <i>(附註7)</i>	100%(直接)	_ (—)	_	11,750,000 11,750,000
時大鯤先生	<ul><li>一個人權益 (附註8)</li></ul>	100%(直接)	_ (—)	-	2,000,000 2,000,000

#### 董事及最高行政人員於股份、相關股份及債權證之權益(續)

本公司股份及相關股份之權益(續)

附註:

- 1. 該等股份乃本公司已發行股本中每股面值0.10港元之普通股(「股份」)。
- 2. 本公司之認股權證(「認股權證」)已上市及授予持有人以0.10港元(可予調整)現金認購價認購股份,並可由 二零零二年六月十八日至二零零五年六月十七日內行使。該等認股權證為實物結算股本衍生工具。
- 3. 於二零零四年三月三十一日,TN Development Limited(「TN Development」)擁有163,367,600股股份及39,260,320份認股權證。Van Shung Chong (B.V.I.) Limited(「VSC BVI」)擁有TN Development已發行股本54%,而姚祖輝先生擁有TN Development 已發行股本10%。TN Development 之董事會只由姚祖輝先生及姚潔莉女士組成。前述董事於本公司證券之該等權益乃屬公司權益。

TN Development 持有的所有股份為或擬為指定僱員和創立會員在若干情況下分別根據購股權協議及收入 購股權協議行使購股權時發行的股份。詳情已於二零零零年四月十四日刊發的本公司售股章程中披露。成立TN Development 之唯一目的為向本公司僱員及創立會員提供推動力,與此同時,亦不會對本公司的公眾投資者帶來攤薄影響。

- 4. 於二零零四年三月三十一日,Huge Top Industrial Ltd.(「Huge Top」)擁有159,811,344股股份及31,962,268份認股權證。姚祖輝先生直接持有10%及透過Perfect Capital International Corp.(「Perfect Capital」)間接擁有Huge Top已發行股本逾三分之一。姚祖輝先生擁有Perfect Capital全部已發行股本,Huge Top之董事會只由姚祖輝先生及姚潔莉女士組成。前述董事於本公司證券之該等權益乃屬公司權益。
- 5. 於二零零四年三月三十一日,VSC BVI擁有301,026,000股股份及60,205,200份認股權證而Huge Top則擁有萬順昌集團有限公司(「萬順昌」)之已發行股本約47.15%。姚祖輝先生及姚潔莉女士均為萬順昌之董事。VSC BVI為萬順昌之全資附屬公司。VSC BVI之董事會只由姚祖輝先生及姚潔莉女士組成。前述董事於本公司證券之該等權益乃屬公司權益。
- 6. 於二零零四年三月三十一日,Right Action Offshore Inc.(「Right Action」)擁有102,400,000股股份及20,480,000份認股權證。姚祖輝先生擁有Right Action全部已發行股本,亦為該公司的唯一董事。該等權益乃屬公司權益。
- 7. 董事於本公司購股權之權益已獨立在下節「購股權計劃」披露。

#### 董事及最高行政人員於股份、相關股份及債權證之權益(續)

本公司股份及相關股份之權益(續)

附註:(續)

8. 向TN Development購買股份之僱員購股權

[權員購股權數目姓名年初年內行使年終時大鯤先生2,000,000— 2,000,000

附註:

- (i) 根據一份於二零零零年四月十三日訂立之購股權協議,時大鯤先生獲授予購股權,可按行使價每股 0.054港元向TN Development購買2,000,000股股份。每份購股權可按以下方式全面或部份行使:
  - (a) 於二零零一年四月十三日至二零零二年四月十二日期間,持有人最多可行使可認購三份之一 此等股份的購股權。
  - (b) 於二零零二年四月十三日至二零零三年四月十二日期間,持有人最多可行使可認購三份之二 此等股份的購股權(以按照上文(a)段以尚未行使者為限)。
  - (c) 於二零零三年四月十三日至二零零四年四月十二日期間,持有人可悉數行使購股權(以按照上 文(a)及(b)段以尚未行使者為限)。
- (ii) 上述所有購股權已自二零零四年四月十三日起失效。
- (iii) 上述所有購股權乃非上市並為實物結算股本衍生工具。

於二零零四年三月三十一日,本公司已採納「創業板上市規則第5.46條至5.67條—董事買賣證券守則」 作為所需基準,確保董事進行本公司之證券買賣符合創業板上市規則附錄第5.46條。

除上文披露者外,於二零零四年三月三十一日概無任何董事及最高行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的任何股份、相關股份及債權證中,擁有包括其根據證券及期貨條例第XV部第7及第8分部已向本公司及聯交所呈報之被假設或視為擁有的權益或淡倉或須登記入根據證券及期貨條例第352條所存置的登記冊內的任何權益或淡倉,或須根據創業板上市規則第5.46條至第5.67條規定所載有關董事的所需買賣標準知會本公司及聯交所的任何權益或淡倉。

#### 董事的合約權益

除隨附之賬目附註8所披露者外,於年終或本年度內任何時間內,本公司或其任何附屬公司概無訂立任何涉及本集團業務有關而本公司董事於其中直接或間接擁有重大權益的重大合約或安排。

#### 根據證券及期貨條例披露之權益及主要股東

於二零零四年三月三十一日,就董事所知,下列人士(已於上文披露權益的該等董事及本公司最高行政人員除外)於本公司股份及相關股份中,須根據證券及期貨條例第XV部第2及第3分部向本公司披露(包括其根據證券及期貨條例內董事已持有或被視為擁有的權益或淡倉),及/或直接或間接地持有已發行股本面值的10%或以上權益,並可於任何情況下,有權在本集團任何其他成員公司的股東大會上投票的權益:

THE	~ /
722	$\overline{}$
作生	$\mathbf{m}$

名稱	權益類別	股份數目及 持股之概約百分比	認股權證 數目	累計權益	附註
本公司之主要股東					
VSC BVI	— 直接擁有 — 被視為透過 TN Development 間接擁有	301,026,000 (18.86%) 163,367,600 (10.23%)	60,205,200 39,260,320	361,231,200 202,627,920	
		464,393,600 (29.09%)	99,465,520	563,859,120	1
萬順昌	<ul><li>一透過VSC BVI間接擁有</li><li>一被視為透過</li><li>TN Development間接擁有</li></ul>	301,026,000 (18.86%) 163,367,600 (10.23%)	60,205,200 39,260,320	361,231,200 202,627,920	
		464,393,600 (29.09%)	99,465,520	563,859,120	1 & 2
Huge Top	<ul><li>一直接擁有</li><li>一透過VSC BVI間接擁有</li><li>一被視為透過</li><li>TN Development間接擁有</li></ul>	159,811,344 (10.01%) 301,026,000 (18.86%) 163,367,600 (10.23%)	31,962,268 60,205,200 39,260,320	191,773,612 361,231,200 202,627,920	
		624,204,944 (39.10%)	131,427,788	755,632,732	1, 2 & 3
Perfect Capital	<ul><li>透過Huge Top間接擁有</li><li>透過VSC BVI間接擁有</li><li>被視為透過</li><li>TN Development間接擁有</li></ul>	159,811,344 (10.01%) 301,026,000 (18.86%) 163,367,600 (10.23%)	31,962,268 60,205,200 39,260,320	191,773,612 361,231,200 202,627,920	
		624,204,944 (39.10%)	131,427,788	755,632,732	1, 2 & 3
TN Development 本公司之其他股東	一 直接擁有	163,367,600 (10.23%)	39,260,320	202,627,920	4
Right Action	一 直接擁有	102,400,000 (6.41%)	20,480,000	122,880,000	

#### 根據證券及期貨條例披露之權益及主要股東(續)

權益(續)

#### 附註:

- 1. 於二零零四年三月三十一日,VSC BVI擁有TN Development股本54%,因此被視為擁有由TN Development 所持的163,367,600股股份及39,260,320份認股權證權益。於二零零四年三月三十一日,VSC BVI直接擁有301,026,000股股份及60,205,200份認股權證,因此,VSC BVI直接及間接合共擁有464,393,600股股份及99,465,520份認股權證的權益。
- 2. 萬順昌擁有VSC BVI全部已發行股本,萬順昌因此被視為擁有合共464,393,600股股份及99,465,520份認股權證的權益。
- 3. 於二零零四年三月三十一日,Perfect Capital擁有Huge Top股本逾三份之一。Huge Top於二零零四年三月三十一日實益擁有萬順昌已發行股本約47.15%權益,因此於二零零四年三月三十一日Perfect Capital及Huge Top被視為擁有由TN Development 所持的163,367,600股股份及39,260,320份認股權證權益,以及由VSC BVI 所持的301,026,000股股份及60,205,200份認股權證權益。於同日,Huge Top亦直接擁有159,811,344股股份及31,962,268份認股權證,因此,Huge Top直接及間接合共擁有624,204,944股股份及131,427,788份認股權證權益,而Perfect Capital間接擁有相同權益。
- 4. TN Development 持有的所有股份為或擬為指定僱員和創立會員在若干情況下,根據購股權協議及收入購股權協議行使購股權時發行的股份。詳情已於二零零零年四月十四日刊發的本公司售股章程中披露。成立TN Development之唯一目的為向本公司僱員及創立會員提供推動力,與此同時,亦不會對本公司的公眾投資者帶來攤蓮影響。

除上文披露者外,於二零零四年三月三十一日,概無任何人士(已於上文披露權益的該等董事及本公司最高行政人員除外)於本公司及相關股份中擁有之權益或淡倉,須根據證券及期貨條例第XV部第2及第3分部向本公司披露(包括其根據證券及期貨條例內董事已持有或被視為擁有的權益或淡倉),及/或直接或間接地持有已發行股本面值的10%或以上權益,並可於任何情況下,有權在本集團任何其他成員公司的股東大會上投票的權益。

#### 購股權計劃

根據股東於二零零零年四月十三日批准本公司的購股權計劃(「舊計劃」)條款,本公司董事會可酌情邀請本公司或本集團任何成員公司的任何全職僱員(包括任何執行董事)接納購股權,以認購股份。舊計劃之股份在二零零零年四月二十日上市後生效及已於二零零二年六月十日終止。本公司由二零零二年六月十日已採納一項新購股權計劃(「新計劃」)以取代舊計劃,藉此符合現行之法定要求。本公司可如新計劃所列向參與人士授予購股權。舊計劃及新計劃的摘要如下:

		舊計劃	新計劃
1.	舊及新計劃目的	作為對僱員的獎勵。	獎勵參與人士為本集團作出貢獻,及/或使本集團得以羅致及/或留用具才幹之僱員,以及吸納可效力本集團之寶貴人力資源。
2.	舊及新計劃的參與人士	本集團之任何全職僱員(包括任 何執行董事)。	本集團任何成員公司之任何僱員、代理人、顧問或代表(包括任何執行或非執行董事)或符合新計劃甄選準則之任何其他人士。

#### 購股權計劃(續)

3.

### 根據舊及新計劃可發行股

份總數及於本年報日期佔 已發行股本百分比

#### 舊計劃

尚未行使之購股權。

根據舊計劃及任何其他計劃而發 行之股份總數目不得超過本公司 不時已發行股本之10%,惟(i)根 據購股權計劃或任何其他計劃授 出之購股權獲行使時而發行之股 份;及(ii)就(i)項所述之其他股份 而於指定之連續十年期間內按比 例享有已發行任何股份之權利除 外。

每位參與人士根據舊及新 4. 計劃可認購的最高數額

舊計劃當時已發行及可發行之股 份總數的25%。

#### 新計劃

68,250,000股股份(約佔已發行 根據新計劃,本公司初步可授予 股本約4.3%),為於本年報日期 涉及156,450,000股股份(佔本公 司於接納新計劃日期之已發行股 本10%及佔本公司於本年報日期 之已發行股本約9.8%)之購股

> 根據新計劃及本公司及/或其附 屬公司之任何其他計劃(包括舊 計劃)授予而尚未行使之購股權 獲行使時而可發行之股份最高之 數目不得超過不時已發行股份之 30%。倘根據本公司或其附屬公 司之任何計劃授予購股權將會超 過30%上限, 則不可授予購股 權。

根據新計劃以及本公司及/或其 附屬公司之任何其他購股權計 劃,在任何12個月期間內,向每 位參與人士授予購股權而因行使 購股權(包括已行使、已註銷及 尚未行使之購股權)獲發行及將 予發行之股份總數,不得超過已 發行股份數目之1%。

#### 購股權計劃(續)

#### 舊計劃 新計劃

- 5. 根據購股權須認購股份的 期限
- 按舊計劃(但仍視平該計劃包括 自購股權提出授予之日起計不得 之提早撤銷條款),自接納購股 超過十年。 權之日起計不得少於三年及超過 十年。

須於行使前持有購股權的 6. 最短期限

條款授予購股權。

舊計劃並無此特定之最短期限, 並無此特定之最短期限及購股權 惟董事可就其認為合適的條件及 可根據新計劃之條款在董事會知 會各承授人之期間內任何時間行 使。

7. 申請或接納購股權的應付 金額以及付款或通知付款 的期限或償還申請購股權 起計28日內接納。 貸款的期限

需支付1港元作為授予購股權之 作價,而購股權必須於授予日期 購股權時,必須於授予日期起計

承授人於接納本公司建議授予之 28日內向本公司繳交不可退回之 現金10港元。

#### 購股權計劃(續)

8. 誊定行使價的基準

#### 舊計劃

購股權之行使價最少將以下列 中最高者為準:

- a. 股份於提出授予購股權 當日(須為營業日)在聯 交所每日報價表所列之 收市價;
- b. 股份於緊接提出授予購 股權日期前五個交易日 在聯交所每日報價表所 列之平均收市價;及
- c. 股份面值。
- 9. 舊及新計劃的剩餘期限

舊計劃於二零零零年四月十三 日採納及原於二零一零年四月 十二日前一直有效。於二零零 二年六月十日,本公司股東議 決舊計劃由該日起取消。

#### 新計劃

購股權之行使價最少將以下列中 最高者為準:

- a. 股份於提出授予購股權當 日(須為營業日)在聯交所 每日報價表所列之收市 價;
- b. 股份於緊接提出授予購股 權日期前五個交易日在聯 交所每日報價表所列之平 均收市價;及
- c. 股份面值。

新計劃將由採納日(即二零零二年六月十日)起生效及於十年內 一直有效。

#### 購股權計劃(續)

根據舊計劃,於截至二零零四年三月三十一日止年度內,若干董事獲授予及所持有可認購股份之購股權之變動詳情如下:

					賺	<b>,</b> 股權數目	
						年內	
姓名	授出日期	每股行使價	未獲准行使期	行使期	年初	失效	年終
					千份	千份	千份
<b>董事:一</b> 姚祖輝先生	二零零零年 十一月七日		二零零零年十一月七日 至二零零一年十一月七日		5,000	_	5,000
姚潔莉女士	二零零零年 七月三日	0.360港元	二零零零年七月三日 至二零零一年九月三十日		2,500	_	2,500
	二零零零年 十一月七日	0.485港元	二零零零年十一月七日 至二零零一年十一月七日		5,000	_	5,000
符氣清先生	二零零零年 七月三日	0.360港元	二零零零年七月三日 至二零零一年九月三十日	二零零一年十月一日至 二零一零年四月十二日	250	_	250
	二零零零年十一月七日		二零零零年十一月七日 至二零零一年十一月七日		11,500	_	11,500
/]\ 青十					24,250	_	24,250
<b>僱員:</b> 一 共計	二零零零年 七月三日		二零零零年七月三日至 二零零一年九月三十日		18,100	(1,000)	17,100
共計	二零零零年十一月七日	0.485港元	二零零零年十一月七日至 二零零一年十一月七日	二零零一年十一月八日至 二零一零年四月十二日	49,650	(15,750)	33,900
小計					67,750	(16,750)	51,000
舊計劃總計					92,000	(16,750)	75,250

#### 購股權計劃(續)

於年內並無購股權按舊計劃獲授予、行使或註銷。隨着舊計劃已於二零零二年六月十日終止,再無購股權按此授出,但舊計劃之條款仍然生效,而所有於該終止日前授出之購股權仍然有效,並可按其條款行使。直至本年報日期,仍未有按新計劃而授出任何購股權。上述所有購股權乃非上市並為實物結算股本衍生工具。

#### 保薦人權益

本公司由二零零一年八月十六日至二零零三年四月三十日委聘工商東亞融資有限公司(「工商東亞」)為 保薦人。根據本公司與工商東亞於二零零一年八月三日訂立之協議,工商東亞將收取費用,作為其出 任本公司於二零零一年八月十六日至二零零三年四月三十日期間之保薦人款項。

於二零零三年四月三十日,按工商東亞所通知:

- 1. 工商東亞及其聯繫人士並無在本公司或本集團旗下任何其他公司任何類別證券(包括認購該等證券之購股權或權利)中擁有任何權益;
- 2. 參與為本公司提供意見之工商東亞董事或僱員並無在本公司或本集團旗下任何其他公司任何類別 證券(包括認購該等證券之購股權或權利)中擁有任何權益;
- 3. 工商東亞及其聯繫人士預期不會因任何交易順利進行而取得任何重大利益,包括舉例而言,償還 重大未償債項及支付任何包銷佣金或成事費用;及
- 4. 工商東亞董事或僱員並無在本公司或本集團旗下任何其他公司出任董事。

#### 關連交易

與有關連人士之交易之詳情載於隨附之賬目附註2。

於截至二零零四年三月三十一日止年度內,本集團已訂立以下根據創業板上市規則第20章列為持續之關連交易(「交易」)。交易已由本公司之股東於二零零三年四月十七日批准及交易之詳情已披露於本公司之二零零三年三月三十一日刊發之通函(「通函」):

- 1. 根據二零零零年四月十三日由本公司全資附屬公司金屬物流管理有限公司(「金屬物流」)與本公司主要股東VSC BVI之全資附屬公司萬順昌行訂立之採購服務協議之安排下,金屬物流同意提供及/或安排其附屬公司(視情況而定)向萬順昌集團(按以下定義)提供有關卷鋼之採購、購買及品質控制服務。採購服務費為採購卷鋼之首24,000噸,每噸5.00美元,而超逾24,000噸之數量,則每噸2.00美元。有關服務費與市場內上述服務收費相若。截至二零零四年三月三十一日、二零零五年三月三十一日及二零零六年三月三十一日止三個年度各年,根據通函萬順昌集團每年應付予本集團之金額上限分別為2,800,000港元、3,000,000港元及3,500,000港元。
- 2. 根據二零零零年四月十三日由金屬物流與萬順昌行所訂立之鋼材供應協議之安排下,萬順昌集團 (按以下定義)同意根據本集團之採購標準條款及條件採購及供應鋼材予本集團,而本集團將按成 本償付萬順昌集團(包括但不限於因上述供應而產生之保險、運輸、存倉費等等)。截至二零零四 年三月三十一日、二零零五年三月三十一日及二零零六年三月三十一日止三個年度各年,根據通 函本集團向萬順昌集團購貨總額上限分別為350,000,000港元、410,000,000港元及500,000,000港 元。
- 3. 萬順昌(VSC BVI之控股公司)及其附屬公司與聯營公司(合稱「萬順昌集團」)可不時經本集團之 iSteelAsia.com網站採購/購買/分銷/出售鋼材產品,但萬順昌集團與本集團並無就此項交易簽署任何協議。截至二零零六年三月三十一日止三個年度各年,根據通函萬順昌集團經 iSteelAsia.com交易平台進行之銷售交易金額上限為每年667,000,000港元,而iSteelAsia.com自萬順昌集團可賺取之佣金上限為每年10,000,000港元。

#### 關連交易(續)

董事,包括獨立非執行董事,認為交易對本集團繼續有效經營起關鍵作用。由於交易將定期持續出現,董事認為每逢出現該等交易時即發表公告或(如需要)取得本公司之股東事先批准並不可行。因此,本公司已於二零零三年四月十七日召開及舉行股東特別大會,並獲本公司之獨立股東批准截至二零零六年三月三十一日止延續三年期間進行之交易及有關上限之普通決議案。按創業板上市規則第20.45(1)至(5)條所述,交易之詳情已於本年報中作出披露。

獨立非執行董事已確認交易乃(a)在本集團日常及一般業務過程中進行:(b)按一般商業條款或按不遜於第三者所提供或給予本集團之條款進行:及(c)根據有關交易之協議,且按公平合理及符合本公司股東整體利益之條款進行。

本公司之核數師亦已確認交易(a)已獲本公司之董事會批准;(b)有關本集團提供貨品或服務之交易乃根據本集團之定價政策進行;(c)乃按交易之相關協議進行;及(d)並無超逾與聯交所所協定之個別上限。

#### 董事於競爭性業務之權益

本公司之非執行董事Ralph David Oppenheimer先生(已於二零零四年二月二十日辭任)為Stemcor Holdings Limited (「Stemcor」)之主席及主要行政人員。Stemcor 之主要業務為國際鋼材貿易。本公司之非執行董事David Michael Faktor先生為Stemcor之董事。姚祖輝先生及姚潔莉女士分別為本公司之主席及副主席,並分別為萬順昌之主席及副主席,而萬順昌亦經營鋼材貿易業務。董事相信,該等業務有可能與本集團之業務構成競爭。然而,董事亦認為Oppenheimer先生、Faktor先生、姚先生及姚女士於鋼材業具備之寶貴經驗,將有助本集團拓展業務。

除上文所披露者外,董事或本公司管理層股東或其各自之聯繫人士概無於與本集團業務構成或可能構成競爭的業務中擁有權益或對本集團構成任何其他利益衝突。

#### 買賣或贖回本公司的上市證券

本公司或其任何附屬公司概無於截至二零零四年三月三十一日止年度內購入、售出或贖回本公司任何上市證券。

#### 公司管治

董事認為本公司於本會計年度內一直遵守創業板上市規則第5.34至5.45條所載之「董事會的常規及程序」;惟非執行董事並無獲委任指定年期,而須根據本公司細則於週年大會上輪席告退以便進行重選。

#### 審核委員會

本公司已依照香港會計師公會所建議之準則成立審核委員會,並以書面列明職權。於本年度內,審核委員會已召開四次會議。審核委員會之職責包括檢討本公司之年報及季度審核,並就有關該等報告向董事會提供建議及意見。審核委員會亦同時負責檢討及監管本公司之財務申報及內部監控程序。審核委員會由兩位獨立非執行董事組成,分別為馬景煊先生及黃英豪先生。本公司現正提呈之截至二零零四年三月三十一日止年度之經審核賬目已經由審核委員會審閱。

#### 核數師

安達信公司於截至二零零二年三月三十一日止年度為本公司之核數師。羅兵咸永道會計師事務所於截至二零零三年三月三十一日及二零零四年三月三十一日止各年度均為本公司之核數師。

隨附之賬目乃由羅兵咸永道會計師事務所審核。本公司將於應屆股東週年大會上提呈一項其重聘用於來年擔任本公司核數師之決議案。

承董事會命 董事兼行政總裁 **符氣清** 

香港,二零零四年六月二十三日

# 目錄 CONTENTS

核數	師報告	Au	ditors' Report	33
綜合	·損益表	Со	nsolidated Profit and Loss Account	35
資產	負債表	Bal	ance Sheets	36
綜合	現金流量表	Со	nsolidated Cash Flow Statement	38
綜合	股東權益變動報表	Со	nsolidated Statement of Changes in Equity	39
賬目	附註	No	tes to the Accounts	40
1	主要會計政策	1	Principal accounting policies	40
2	與關連人士之交易	2	Related party transactions	47
3	營業額及收入	3	Turnover and revenue	49
4	一項投資減值虧損	4	Impairment loss of an investment	49
5	經營(虧損)/溢利	5	Operating (loss)/profit	50
6	財務費用	6	Finance costs	50
7	員工成本(包括董事酬金)	7	Staff costs (including directors' emoluments)	51
8	董事及高級行政人員酬金	8	Directors' and senior executives' emoluments	51
9	税項	9	Taxation	53
10	股東應佔(虧損)/溢利	10	(Loss)/Profit attributable to shareholders	54
11	每股(虧損)/盈利	11	(Loss)/Earnings per share	54
12	固定資產	12	Fixed assets	55
13	網站開發成本	13	Website development costs	55
14	投資	14	Investments	56
15	於附屬公司之投資	15	Investment in subsidiaries	57
16	存貨	16	Inventories	60
17	應收賬款及票據	17	Accounts and bills receivable	60
18	現金及銀行存款		Cash and bank deposits	61
19	短期銀行借貸	19	Short-term bank borrowings	61
20	應付賬款及票據	20	Accounts and bills payable	61
21	遞延税項	21	Deferred taxation	62
22	股本	22	Share capital	63
23	認股權證	23	Warrants	63
24	購股權	24	Share options	64
25	儲備	25	Reserves	65
26	綜合現金流量表附註	26	Notes to the consolidated cash flow statement	66
27	分類資料	27	Segment information	68
28	退休金計劃	28	Pension schemes	71
29	營業租約承擔	29	Operating lease commitments	71
30	或然負債	30	Contingent liabilities	72
31	銀行融資	31	Banking facilities	72
32	結算日後事項	32	Subsequent event	72
33	賬目批准	33	Approval of accounts	72

### PRICEWATERHOUSE COPERS @

#### 羅兵咸永道會計師事務所

PricewaterhouseCoopers

22/F, Prince's Building Central, Hong Kong Telephone (852) 2289 8888 Facsimile (852) 2810 9888 www.pwchk.com

#### 致亞鋼集團有限公司 全體股東之核數師報告

(於百慕達註冊成立之有限公司)

本核數師已完成審核刊載於第35頁至第 72頁按照香港普遍採納之會計原則編製 的賬目。

#### 董事及核數師的責任

貴公司的董事須負責編製真實與公平的 賬目。在編製該等真實與公平的賬目 時,董事必須選擇及貫徹地採用合適的 會計政策。

本核數師的責任是根據審核工作之結果,對該等賬目作出獨立意見,並按照百慕達1981年《公司法》第90條僅向整體股東報告,除此之外本報告別無其他目的。本核數師不會就本報告的內容向任何其他人士負上或承擔任何責任。

#### 意見的基礎

本核數師已按照香港會計師公司會頒佈的核數準則進行審核工作。審核範圍包括以抽查方式查核與賬目所載數額及披露事項有關的憑證,亦包括評估董事於編製該等賬目時所作之重大估計和判斷,所採用之會計政策是否適合 貴集團之具體情況,及有否貫徹應用並足夠披露該等會計政策。

### AUDITORS' REPORT TO THE SHAREHOLDERS OF ISTEELASIA HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

We have audited the accounts on pages 35 to 72 which have been prepared in accordance with accounting principles generally accepted in Hong Kong.

### RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

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

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

#### **BASIS OF OPINION**

We conducted our audit in accordance with Statements of Auditing Standards issued by the Hong Kong Society of Accountants. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, and of whether the accounting policies are appropriate to the circumstances of the company and of the group, consistently applied and adequately disclosed.

### Auditors' Report 核數師報告

本核數師在策劃和進行審核工作時,均 以取得所有本核數師認為必需之資料及 解釋為目標,以便獲得充份憑證,就該 等賬目是否存有重要錯誤陳述,作出合 理之確定。在作出意見時,本核數師已 評估該等賬目所載之資料在整體上是否 足夠。本核數師相信我們之審核工作已 為下列意見建立合理之基礎。 We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance as to whether the accounts are free from material misstatement. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the accounts. We believe that our audit provides a reasonable basis for our opinion.

#### 意見

本核數師認為,上述之賬目足以真實兼公平地顯示 貴公司與 貴集團於二零零四年三月三十一日結算時之財務狀況及 貴集團截至該日止年度之虧損及現金流量,並根據香港公司條例之披露規定妥為編製。

#### **OPINION**

In our opinion the accounts give a true and fair view of the state of affairs of the company and of the group as at 31st March 2004 and of the group's loss and cash flows for the year then ended, and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

#### 羅兵咸永道會計師事務所

執業會計師

香港,二零零四年六月二十三日

#### **PricewaterhouseCoopers**

Certified Public Accountants

Hong Kong, 23rd June 2004

# Consolidated Profit and Loss Account 綜合損益表

For the year ended 31st March 2004 截至二零零四年三月三十一日止年度

		附註 Note	二零零四年 2004 <i>千港元</i> HK\$′000	二零零三年 2003 <i>千港元</i> HK\$'000
營業額 銷售成本	Turnover Cost of sales	3	1,429,443 (1,390,654)	811,142 (764,035)
毛利	Gross profit		38,789	47,107
其他收入	Other revenue	3	1,078	1,370
銷售及分銷支出 一般及行政支出 一項投資減值虧損	Selling and distribution expenses General and administrative expenses Impairment loss of an investment	4	(7,891) (28,682) (20,414)	(6,132) (26,794) (803)
經營(虧損)/溢利	Operating (loss)/profit	5	(17,120)	14,748
財務費用	Finance costs	6	(7,922)	(6,284)
除税前(虧損)/溢利	(Loss)/Profit before taxation		(25,042)	8,464
税項	Taxation	9	(889)	(1,840)
	(Loss)/Profit after taxation but before minority interests		(25,931)	6,624
少數股東權益	Minority interests		220	(34)
股東應佔(虧損)/溢系	(Loss)/Profit attributable to shareholders	10	(25,711)	6,590
每股(虧損)/盈利 -基本	(Loss)/Earnings per share — Basic	11	HK(1.63) cents	HK0.42 cents

# Balance Sheets 資產負債表

As at 31st March 2004 | 於二零零四年三月三十一日

			Con	綜合 solidated		x公司 mpany
		附註 Note	二零零四年 2004 千港元 HK\$'000	二零零三年 2003 千港元 HK\$'000	二零零四年 2004 千港元 HK\$'000	二零零三年 2003 千港元 HK\$'000
固定資產 Fixi 網站開發成本 We 長期投資 Lor 遞延税項資產 De	current assets ed assets bsite development costs ng-term investment ferred tax assets estment in subsidiaries	12 13 14 21 15	2,922 43 2,136 4,483	3,230 918 685 —		 685  1
非流動資產總額 Total	non-current assets	_	9,584	4,833	2,137	686
短期投資 Sho 存貨 Inv 購貨按金 De	ent assets ort-term investment entories posits for purchase of inventories	14 16	23,400 131,082	23,400 155,229	_ _	_ _
預付款項及按金 Pre 應收賬款及票據 Acc 有抵押銀行存款 Ple 現金及其他 Cas	payments and deposits counts and bills receivable dged bank deposits sh and other bank	17 18	89,321 12,735 31,193 34,439	49,232 19,359 37,425 —	53 — 13,645	_ _ _ _
	leposits current assets	18	55,433 377,603	49,240 333,885	3,961 17,659	4,035 4,035
流動負債       Curre         短期銀行借貸       Sho         應付賬款及票據       Acc         其他應付款項       Oth         應計負債       Acc         預收款項       Rec	ent liabilities ort-term bank borrowings	19 ! & 20	(51,426) (284,445) (517) (2,082) (30,065) (6,007)	(57,134) (232,003) (3,618) (1,872) (28,391) (1,015)	- - - (50) -	
流動負債總額 Total	current liabilities	_	(374,542)	(324,033)	(50)	(50)
流動資產淨額 Net c	urrent assets		3,061	9,852	17,609	3,985
	current liabilities ounts due to subsidiaries	15			(4,702)	
資產淨額 Net a	ssets		12,645	14,685	15,044	4,671

# **Balance Sheets** 資產負債表

As at 31st March 2004 於二零零四年三月三十一日

			Con	綜合 solidated		本公司 mpany
		附註 Note	二零零四年 2004 千港元 HK\$'000	二零零三年 2003 千港元 HK\$'000	二零零四年 2004 千港元 HK\$'000	二零零三年 2003 千港元 HK\$'000
包括:	Representing:					
股本 儲備	Share capital Reserves	22 25	159,638 (146,993)	156,450 (143,099)	159,638 (144,594)	156,450 (151,779)
股東權益 <b>少數股東權益</b>	Shareholders' equity Minority interests		12,645 —	13,351 1,334	15,044 —	4,671
			12,645	14,685	15,044	4,671

主席 姚祖輝

董事兼行政總裁 符氣清 Andrew Cho Fai Yao

Chairman

Desmond Hay Ching Fu

Director and Chief Executive Officer **Desmond Hay Ching Fu** 

# Consolidated Cash Flow Statement 綜合現金流量表

For the year ended 31st March 2004 截至二零零四年三月三十一日止年度

// // // // // // // // // // // // //		附註 Note	二零零四年 2004 千港元 HK\$'000	二零零三年 2003 千港元 HK\$'000
經營活動 經營所產生之現金流入淨額 已收利息 已付利息 已付中國企業所得税 已退回中國企業所得税	Operating activities  Net cash inflow generated from operations Interest received Interest paid Mainland China enterprise income tax paid Mainland China enterprise income tax refunded	26(a)	55,554 657 (7,922) (704) 324	15,122 1,059 (6,284) (825)
經營活動之現金流入淨額	Net cash inflow from operating activities		47,909	9,072
投資活動 已收一項投資之股息 添置固定資產 出售固定資產所得款項 添置網站開發成本 已抵押銀行存款之增加 滙兑調整	Investing activities Dividend received from an investment Additions of fixed assets Proceeds from disposal of fixed assets Additions of website development costs Increase in pledged bank deposits Translation adjustments		421 (1,021) 142 (17) (34,439) (48)	311 (2,009) 60 (59) —
投資活動之現金流出淨額	Net cash outflow from investing activities		(34,962)	(1,689)
融資活動前之現金流入淨額	Net cash inflow before financing activities		12,947	7,383
融資活動 發行普通股 新增短期銀行貸款 償還短期銀行貸款 信託收據銀行貸款之減少淨額 已付一間附屬公司之 少數股東之權益	Financing activities Issue of ordinary shares New short-term bank loans Repayment of short-term bank loans Net decrease in trust receipts bank loans Distribution paid to minority shareholders of a subsidiary	26(b)	68 68,480 (62,857) (11,331) (1,114)	32,962 (25,595) (14,568)
融資活動之現金流出淨額	Net cash outflow from financing activities	:	(6,754)	(7,201)
現金及現金等值項目之增加 年初之現金及現金等值項目	Increase in cash and cash equivalents  Cash and cash equivalents, beginning of year		6,193 49,240	182 49,058
年終之現金及現金等值項目	Cash and cash equivalents, end of year	26(c)	55,433	49,240

# Consolidated Statement of Changes in Equity 綜合股東權益變動報表

For the year ended 31st March 2004 截至二零零四年三月三十一日止年度

		附註 Note	二零零四年 2004 <i>千港元</i> HK\$'000	二零零三年 2003 <i>千港元</i> HK\$'000
年初之結餘	Balance as at beginning of year		13,351	10,066
股東應佔(虧損)/溢和	(Loss)/Profit attributable to shareholders	25	(25,711)	6,590
滙兑調整	Translation adjustments	25	(48)	8
一項長期投資公平 價值變動	Change in fair value of a long-term investment	25	1,451	(3,313)
因確認一項長期 投資減值虧損而由 投資重估儲備轉移 至損益表	Investment revaluation reserve transferred to profit and loss account upon recognition of impairment loss of a long-term investment	4	20,414	_
發行普通股所得	Proceeds from issue of ordinary shares	22	3,188	
年終之結餘	Balance as at end of year		12,645	13,351

1

編製本賬目時所採納的主要會計政策如 下所述:

# (a) 編製基準

主要會計政策

本賬目乃根據香港公認會計原則 及香港會計師公會(「公會」)頒佈 之會計實務標準編製。賬目乃按 照歷史成本會計法編製,惟以下 所披露之會計政策,投資按公平 價值列賬。

由二零零三年四月一日起,亞鋼 集團有限公司(「本公司」)及其附 屬公司(合稱「本集團」)已採用公 會頒佈之經修訂會計實務準則 (「會計準則」)第十二號「利得 税」。根據會計實務準則第十二 號,此項遞延税項乃就資產與負 債之税基及其賬面值之暫時差異 作全數撥備。往年度,遞延税項 乃因應就課税而計算之溢利與賬 目所示之溢利二者間之重大時 差,根據預期於可預見將來支付 或可收回之負債及資產而計算。 採納經修訂會計準則第十二號(經 修訂)構成會計政策之變動對本集 團過往會計期間之業績並無重大 影響。

### (b) 綜合基準

綜合賬目包括本集團及其附屬公司之賬目。於本年度購入或出售 之附屬公司,分別由收購的生效 日期起或截至出售的生效日期止 包括在綜合損益表。

本集團所有公司間重大交易及結 餘均於綜合賬目時註銷。

出售一間附屬公司所產生的損益,乃指出售所得款項與本集團所佔資產淨值兩者間之差額,建同任何未攤銷商譽或負商譽,以及任何相關累計外幣滙兑調整。

少數股東權益指外界股東所佔附屬公司經營業績及淨資產之權益。

### 1 PRINCIPAL ACCOUNTING POLICIES

The principal accounting policies adopted in the preparation of these accounts are set out below:

### (a) Basis of preparation

The accounts have been prepared in accordance with accounting principles generally accepted in Hong Kong and comply with accounting standards issued by the Hong Kong Society of Accountants ("HKSA"). They are prepared under the historical cost convention except that, as disclosed in the accounting policy below, investments are stated at fair value.

Commencing from 1st April 2003, iSteelAsia Holdings Limited ("the Company") and its subsidiaries (together "the Group") have adopted the revised Statement of Standard Accounting Practice ("SSAP") 12 "Income taxes" issued by the HKSA, under which deferred taxation is provided in full on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the accounts. In prior year, deferred taxation was provided in respect of significant timing differences between profit as computed for taxation purposes and profit as stated in the accounts to the extent that a liability or an asset was expected to be payable or recoverable in the foreseeable future. The adoption of the revised SSAP 12 represents a change in accounting policy, which has no significant effect on the Group's results for the prior accounting periods.

### (b) Basis of consolidation

The consolidated accounts include the accounts of the Company and its subsidiaries. The results of subsidiaries acquired or disposed of during the year are included in the consolidated profit and loss account from the effective date of acquisition or up to the effective date of disposal, as appropriate.

Any significant intercompany transactions and balances within the Group are eliminated on consolidation.

The gain or loss on disposal of a subsidiary represents the difference between the proceeds of the disposal and the Group's share of its net assets together with any unamortised goodwill or negative goodwill and any related cumulative foreign currency translation adjustments.

Minority interests represent the interests of outside shareholders in the operating results and net assets of subsidiaries.

# 1 主要會計政策(續)

### (c) 附屬公司

附屬公司乃該等由本公司直接或間接控制其半數以上投票權:控制其財務及營運政策監管權:委任或罷免董事會的大多數席位:或於董事會會議上佔大多數投票權的實體。

於本公司之資產負債表內,於附屬公司之投資乃以成本扣除累計減值虧損列賬。本公司將附屬公司之業績按已收及應收股息之基準入賬。

### (d) 合約合營企業

### (e) 固定資產與折舊

固定資產折舊方法及可使用年期 定期被檢訂以確保折舊方法及折 舊率與固定資產之預期經濟利益 模式保持一致。

出售固定資產之盈虧乃出售所得 款項淨額減有關資產當時之賬面 值之基準之差額於損益表內予以 確認。

### 1 PRINCIPAL ACCOUNTING POLICIES (Cont'd)

#### (c) Subsidiaries

Subsidiaries are those entities in which the Company, directly or indirectly, controls more than one half of the voting power; has the power to govern the financial and operating policies, to appoint or remove the majority of the members of the board of directors, or to cast majority votes at the meetings of the board of directors.

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

## (d) Contractual joint ventures

A contractual joint venture is an entity established between the Group and one or more other parties for a pre-determined period of time, with the rights and obligations of the joint venture partners being governed by a contract. If the Group is able to govern and control the financial and operating policies of the contractual joint venture so as to obtain benefits from its activities, such joint venture is considered as a subsidiary and is accounted for as such.

### (e) Fixed assets and depreciation

Fixed assets are stated at cost less accumulated depreciation and accumulated impairment losses. Major expenditures on modifications and betterments of fixed assets which will increase their future economic benefits are capitalised, while expenditures on repairs and maintenance are expensed when incurred. Fixed assets are depreciated on a straight-line basis at rates sufficient to write off their cost less accumulated impairment losses over their estimated useful lives. The principal annual rate is 20%.

The depreciation methods and useful lives are reviewed periodically to ensure that the methods and rates of depreciation are consistent with the expected pattern of economic benefits from fixed assets.

The gain or loss on disposal of a fixed asset is the difference between the net disposal proceeds and the then carrying amount of the relevant asset, and is recognised in the profit and loss account.

# 賬目附註

# 1 主要會計政策(續)

### (f) 網站開發成本

與網站開發及網站維修成本有關 之研究及其他開發成本於其產生 時列作支出。

### (g) 投資

# (h) 存貨

存貨按成本值與可變現淨值兩者 中之較低者入賬。成本值以先入 先出法計算之原材料、直接勞工 了及適當比例之所有生產費 用。可變現淨值乃按預計銷售所 得款項扣除估計銷售支出計算。

### 1 PRINCIPAL ACCOUNTING POLICIES (Cont'd)

### (f) Website development costs

Costs directly associated with the development of specific websites, which include external direct costs of materials and services consumed in developing or obtaining an internal-use website, are capitalised. The capitalisation of such costs ceases no later than the point at which the websites are substantially completed and ready for their intended purpose. Website development costs are amortised on a straight-line basis over a period of three years, which represents the expected useful life of the website. The Company's Directors and the Group's management review and evaluate the recoverability of the carrying value of website development costs periodically by reference to certain external factors, including, but not limited to, anticipated future revenue to be generated from the website and changes in technology.

Research and other development costs relating to website development and website maintenance costs are expensed as incurred.

### (g) Investments

Investments, which are held for non-trading purpose, are stated at fair value at the balance sheet date. Changes in fair value of individual investments are credited or debited to the investment revaluation reserve until the investments are sold or otherwise disposed of or until the investments are determined to be impaired. Upon disposal, the cumulative gain or loss, representing the difference between the net disposal proceeds and the carrying amount of the relevant investments, together with any surplus/deficit transferred from the investment revaluation reserve, is dealt with in the profit and loss account. When there is objective evidence that individual investments are impaired, the cumulative loss recorded in the investment revaluation reserve is taken to the profit and loss account.

## (h) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost, calculated on the first-in, first-out basis, comprises materials, direct labour and an appropriate proportion of all production overhead expenditure. Net realisable value is determined on the basis of anticipated sales proceeds less estimated selling expenses.

# 1 主要會計政策(續)

### (i) 應收賬款

應收賬款按呆賬情況計提撥備。 資產負債表內的應收賬款乃扣除 有關撥備後列賬。

### (i) 資產減值

倘有跡象顯示資產不再出現減值 虧損或減值虧損已減少,則會將 資產於過往年度確認之減值虧損 撥回計入損益表。

### (k) 遞延税項

遞延税項乃利用負債法就資產與 負債之税基與他們在賬目之賬面 值兩者之短暫時差作全數撥備。 於結算日所制訂或大致制訂之税 率用以釐定遞延税項。

遞延税項資產乃就大有可能將未 來應課税溢利與可動用之短暫時 差抵銷而確認。

遞延税項會就有關在附屬公司之 投資所產生之短暫時差而撥備, 但假若可以控制短暫時差撥回之 時間,並大有可能在可預見未來 不會撥回該短暫時差則除外。

### 1 PRINCIPAL ACCOUNTING POLICIES (Cont'd)

### (i) Accounts receivable

Provision is made against accounts receivable to the extent they are considered to be doubtful. Accounts receivable in the balance sheet are stated net of such provision.

#### (j) Impairment of assets

Assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of one of these asset may not be recoverable. Whenever the carrying amount of an asset exceeds its recoverable amount, an impairment loss representing the difference between the carrying amount and the recoverable amount of an asset is recognised in the profit and loss account. The recoverable amount is the higher of an asset's net selling price and value in use. The net selling price is the amount obtainable from the sale of an asset in an arm's length transaction less the cost of disposal, while value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life.

Reversal of an impairment loss of an asset recognised in prior years is recorded when there is an indication that the impairment loss recognised for the asset no longer exists or has decreased. The reversal is recorded in the profit and loss account.

### (k) Deferred taxation

Deferred taxation 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 accounts. Taxation rates enacted or substantively enacted by the balance sheet date are used to determine deferred taxation.

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

# 賬目附註

# 1 主要會計政策(續)

### (I) 撥備

### (m) 或然負債及或然資產

### (n) 收入確認

收入於交易結果得以可靠地衡量 而該交易的經濟利益大有可能流 入本集團時確認。收入按以下基 準確認:

### 1 PRINCIPAL ACCOUNTING POLICIES (Cont'd)

#### (I) Provisions

Provisions are recognised when the Group has a present obligation, legal or constructive, as a result of past events and it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed regularly and adjusted to reflect the current best estimate. Where the effect of the time value of money is material, the amount of a provision is the present value of the expenditure expected to be required to settle the obligation. Where the Group expects a provision to be reimbursed, the reimbursement is recognised as a separate asset only when the reimbursement is virtually certain.

### (m) Contingent liabilities and contingent assets

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably. A contingent liability is not recognised but is disclosed in the notes to the accounts. When a change in the probability of an outflow occurs so that outflow is probable, they will then be recognised as a provision.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain events not wholly within the control of the Group. Contingent assets are not recognised but are disclosed in the notes to the accounts when an inflow of economic benefits is probable. When inflow is virtually certain, an asset is recognised.

### (n) Revenue recognition

Revenue is recognised when the outcome of a transaction can be measured reliably and when it is probable that the economic benefits associated with the transaction will flow to the Group. Revenue is recognised on the following bases:

# 1 主要會計政策(續)

### (n) 收入確認(續)

### (i) 營業收入

銷售貨品收入於風險及擁有權移交時確認,通常亦即為 貨品付運往客戶和所有權轉 讓時。

### (ii) 採購及網上鋼材貿易服務之 佣金

採購及網上鋼材貿易服務之 佣金於提供服務時確認。

### (iii) 股息收入

股息收入乃於確定有權收取股息支付時予以確認。

### (iv) 利息收入

利息收入以未償還本金按適 用息率以時間比例作基準予 以確認。

於付運貨品及提供服務前向客戶 預收之款項均列作預收款項入 賬。

### (o) 員工福利

### (i) 僱員應享假期

### (ii) 退休金責任

本集團向界定供款退休金計 劃作出的供款乃於產生時列 作支出。

# (p) 借貸成本

需以長時間準備作計劃用途或出 售之資產收購、建造或生產直接 應計之借貸成本撥為該資產之部 份成本。所有其他借貸成本乃於 其產生之期間於損益表扣除。

### 1 PRINCIPAL ACCOUNTING POLICIES (Cont'd)

### (n) Revenue recognition (Cont'd)

#### (i) Sales revenue

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

# (ii) Commission from procurement and online steel trading services

Commission from procurement and online steel trading services is recognised when the services are rendered.

# (iii) Dividend income

Dividend income is recognised when the right to receive payment is established.

### (iv) Interest income

Interest income is recognised on a time proportion basis, taking into account the principal amounts outstanding and the interest rates applicable.

Advance payments received from customers prior to delivery of goods and provision of services are recorded as receipts in advance.

# (o) Employee benefits

### (i) Employee leave entitlements

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the balance sheet date. Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

### (ii) Pension obligations

The Group's contributions to defined contribution retirement schemes are expensed as incurred.

### (p) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset that takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. All other borrowing costs are charged to the profit and loss account in the period in which they are incurred.

# 賬目附註

# 1 主要會計政策(續)

### (q) 營業租約

凡資產擁有權之絕大部份風險及回報仍屬出租公司之租約均列為營業租約。營業租約之支出均於有關租約年期以直線法自損益表中扣除。

### (r) 外幣換算

#### (s) 分類資料

根據本集團的內部財務報告,本 集團決定以業務分類作為主要申 報格式,而地區分類則為次要申 報格式。

未分配成本指企業支出。分類資產主要包括固定資產產,有貨分類、應主要包括固定資資產,而分質資產,而有經營資產,而有經營負債。資本支出包括添置固定與 負債。資本支出包括添置固定與 產、網站開發成本及短期/長期 投資。

### 1 PRINCIPAL ACCOUNTING POLICIES (Cont'd)

### (q) Operating leases

Leases where substantially all the risks and rewards of ownership of assets remain with the leasing company are accounted for as operating leases. Payments made under operating leases are charged to the profit and loss account on a straight-line basis over the period of the relevant leases.

### (r) Foreign currency translation

Individual companies within the Group maintain their books and records in the primary currencies of their respective operations ("functional currencies"). In the accounts of the individual companies, transactions in other currencies during the year are translated into the functional currencies at the applicable rates of exchange prevailing at the time of the transactions; monetary assets and liabilities denominated in other currencies are translated into the respective functional currencies at the applicable rates of exchange in effect at the balance sheet date. Exchange gains or losses are dealt with in the profit and loss account of the individual companies.

The Group prepares consolidated accounts in Hong Kong dollars. For the purpose of consolidation, all assets and liabilities of subsidiaries with functional currencies other than Hong Kong dollars are translated into Hong Kong dollars at the applicable rates of exchange in effect at the balance sheet date; all income and expense items are translated at the applicable average exchange rates during the year. Exchange differences arising from such translation are dealt with as movements of cumulative foreign currency translation adjustments.

### (s) Segment reporting

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

Unallocated costs represent corporate expenses. Segment assets consist primarily of all of fixed assets, inventories, receivables and other operating assets. Segment liabilities consist primarily of all of the Group's operating liabilities. Capital expenditure comprises additions to fixed assets, website development costs and short-term/long-term investments.

# 

# 1 主要會計政策(續)

### (s) 分類資料(續)

就地區分類申報而言,營業額乃 根據貨品付運之目的地及提供服 務之地點而釐定。總資產及資本 支出,以有關資產所在地分類。

### (t) 現金及現金等值

現金及現金等值按成本值於資產 負債表列賬。就現金流量表而 言,現金及現金等值包括手頭現 金、存於銀行之通知存款、現金 投資(到期日為投資日期起計三個 月或以內)及銀行透支。

## 2 與關連人士之交易

關連人士乃指其中一方可直接或間接控制另一方或對另一方之財務及營運決策 行使重大影響力。受共同控制或受共同 重大影響之人士亦被視為關連人士。

### 1 PRINCIPAL ACCOUNTING POLICIES (Cont'd)

### (s) Segment reporting (Cont'd)

In respect of geographical segment reporting, turnover is based on the destination of delivery of goods or the location for the provision of services. Total assets and capital expenditure are classified where the assets are located.

### (t) Cash and cash equivalents

Cash and cash equivalents are carried in the balance sheet at cost. For the purpose of the cash flow statement, cash and cash equivalents comprise cash on hand, deposits held at call with banks, cash investments with a maturity of three months or less from date of investment and bank overdrafts.

### 2 RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence.

(a) The Group purchased inventories of approximately HK\$155,716,000 (2003: HK\$287,413,000) from Van Shung Chong Hong Limited ("VSCHL"), a related company, during the year ended 31st March 2004, and had an outstanding payable to VSCHL of approximately HK\$205,611,000 as at 31st March 2004 (2003: HK\$210,202,000) of which approximately HK\$198,417,000 (2003: HK\$197,853,000) was overdue. VSCHL has granted to the Group a normal credit period and has agreed not to demand repayment of overdue balances but charges interest on such balances based on commercial lending rates.

# 2 與關連人士之交易(續)

(b) 與關連人士之重大交易詳情如 下:

# 2 RELATED PARTY TRANSACTIONS (Cont'd)

(b) Details of significant transactions with related parties were:

關連人士名稱/交易性質	Name of related party/ Nature of transaction	二零零四年 2004 <i>千港元</i> HK\$'000	二零零三年 2003 <i>千港元</i> HK\$'000
萬順昌行有限公司(i) 一 由本集團作出之購貨 (見附註2(a)) 一 由本集團取得之 採購服務佣金	Van Shung Chong Hong Limited (i)  — Purchases made by the Group (see Note 2(a))  — Commission from procurement services	155,716	287,413
一 向本集團收取之利息	earned by the Group  — Interest charged to the Group	1,894	1,552
(見附註2(a)) 一 向本集團收取之行政費用	(see Note 2(a))  — Administrative fees charged	5,672	4,616
四个未包状状之门以其用	to the Group	360	360
祖盛企業有限公司(i) 一 向本集團收取之租金費用	CFY Enterprises Limited (i)  — Rental expense charged to the Group	198	600

## 附註:

- (i) 萬順昌行有限公司及祖盛企業有限公司乃由本公司主要股東Van Shung Chong (B.V.I.) Limited全資擁有。
- (c) 附註2(b)所述交易產生之應付關連 公司款項均已列作應付賬款。有 關結餘詳情如下:

# Note:

- (i) Van Shung Chong Hong Limited and CFY Enterprises Limited are wholly-owned by Van Shung Chong (B.V.I.) Limited, a substantial shareholder of the Company.
- (c) The amount due to related companies arising from transactions described in Note 2(b) were included in accounts payable. Details of such balances are as follows:

		二零零四年	二零零三年
關連公司名稱	Name of related company	2004	2003
		千港元	千港元
		HK\$'000	HK\$'000
萬順昌行有限公司(i)	Van Shung Chong Hong Limited (i)	205,611	210,202

#### 附註:

結餘為無抵押,須按正常信貸條款及逾期結餘須按商業借貸利率繳付利息。

### Note:

 The balance is unsecured, repayable within ordinary credit term and bore interest at commercial lending rates for overdue balances.

#### 營業額及收入 3

收入按以下確認:

### **TURNOVER AND REVENUE**

Revenues recognised are as follows:

		二零零四年 2004 <i>千港元</i> HK\$′000	二零零三年 2003 <i>千港元</i> HK\$'000
營業收入 採購及網上鋼材貿易服務佣金	Sales revenue  Commission from procurement and online steel trading services	1,416,236 13,207	799,970 11,172
總營業額	Total turnover	1,429,443	811,142
股息收入 利息收入	Dividend income Interest income	421 657	311 1,059
		1,078	1,370
總收入	Total revenue	1,430,521	812,512

總收入

# 一項投資減值虧損

於截至二零零四年三月三十一日止年 度,本集團考慮到一項長期投資之公平 值下降而確認減值虧損約20,414,000港 元。因此,投資重估儲備之虧絀約 20,414,000港元已被轉移至損益表。

### **IMPAIRMENT LOSS OF AN INVESTMENT**

During the year ended 31st March 2004, the Group considered the decline in fair value of its long-term investment to be impaired and recognised an impairment loss of approximately HK\$20,414,000. In this connection, the deficit in the investment revaluation reserve of approximately HK\$20,414,000 was transferred to the profit and loss account.

# 5 經營(虧損)/溢利

6

經營(虧損)/溢利已扣除及計入下列各項目:

# 5 OPERATING (LOSS)/PROFIT

Operating (loss)/profit is determined after charging and crediting the following items:

		二零零四年 2004 <i>千港元</i> HK\$'000	二零零三年 2003 <i>千港元</i> HK\$'000
已扣除 一	After charging—		
員工成本(包括董事酬金) (見附註7) 向下列人士就租用物業支付 之營業租約租金: ——間關連公司(見附註2(b))	Staff costs (including directors' emoluments) (see Note 7) Operating lease rental in respect of premises paid to  — a related company	15,232	14,870
一 其他 固定資產之折舊 出售固定資產虧損 網站開發成本攤銷	(see Note 2(b)) — others Depreciation of fixed assets Loss on disposal of fixed assets Amortisation of website	198 1,656 1,069 118	600 1,052 905 120
呆壞賬撇銷及撥備	development costs Write-off of and provision for bad	892	1,306
存貨撥備 外幣兑換虧損淨額 核數師酬金	and doubtful debts Provision for inventories Net exchange loss Auditors' remuneration	439 420 — 438	715 3,889 46 438
已計入一	After crediting—		
一項投資之股息收入 利息收入	Dividend income from an investment Interest income from	421	311
— 銀行存款 — 逾期貿易應收賬款 外幣兑換收益淨額	— bank deposits     — overdue trade receivables  Net exchange gain	657 — 376	504 555 —
財務費用	6 Finance costs		
X3 33 2	o rimanee costs	二零零四年 2004 <i>千港元</i> HK\$′000	二零零三年 2003 <i>千港元</i> HK\$'000
須於五年內全數償還 之銀行貸款利息 應付一間關連公司之	Interest on bank loans wholly repayable within five years Interest on amount due to a	2,250	1,668
利息 (見附註2(b))	related company (see Note 2(b))	5,672	4,616
		7,922	6,284

# 

# 7 員工成本(包括董事酬金)

# 7 STAFF COSTS (INCLUDING DIRECTORS' EMOLUMENTS)

薪金及津貼	
花紅	
退休金成本 一	界定供款計劃
(見附註28)	

	二零零四年	二零零三年
	2004	2003
	千港元	<b></b>
	HK\$'000	HK\$'000
Salaries and allowance	12,556	14,239
Bonus	2,376	320
Pension costs — defined contribution schemes		
(see Note 28)	300	311
	15,232	14,870

# 8 董事及高級行政人員酬金

(a) 董事酬金

非執行董事之董事袍金 執行董事之其他酬金

- 薪金及津貼
- 酌情花紅(i)
- 一 退休金供款

### 附註:

(i) 執行董事可享有酌情花紅。在本財政年度萬家樂女士收到的酌情花紅為 1,160,000港元而符氣清先生收到的酌情 花紅為280,000港元,此乃參照其對本 集團之貢獻及財務表現而釐定。

本年度內,兩位執行董事(姚祖輝先生 及姚潔莉女士)各自放棄之酬金分別為 636,000港元(二零零三年:無)及 560,000港元(二零零三年:無)。本年 度內,本集團並無支付或應支付任何款 項予任何董事以作為加入本集團或離職 之補償。

# 8 DIRECTORS' AND SENIOR EXECUTIVES' EMOLUMENTS

(a) Directors' emoluments

二零零四年 2004 <i>千港元</i> HK\$'000	二零零三年 2003 千港元 HK\$'000
35	50
3,863	3,383
1,440	100
21	24
5,359	3,557
	2004 千港元 HK\$'000 35 3,863 1,440 21

#### Note:

(i) The executive directors were entitled to discretionary bonuses. Ms. Drina C. Yue received HK\$1,160,000 of discretionary bonus while Mr. Desmond Hay Ching Fu received HK\$280,000 of discretionary bonus during the year, which were determined with reference to their contribution and the financial performance of the Group.

During the year, two executive directors, Mr. Andrew Cho Fai Yao and Ms. Miriam Che Li Yao, waived their emoluments of individual amounts HK\$636,000 (2003: Nil) and HK\$560,000 (2003: Nil), respectively. No incentive payment for joining the Group or compensation for loss of office was paid or payable to any director during the year.

# 8 董事及高級行政人員酬金

(續)

### (a) 董事酬金(續):

董事酬金按董事人數及酬金範圍之分析如下:

#### 執行董事

- **—**無至1,000,000港元
- 1,000,001港元至1,500,000港元
- 1,500,001港元至2,000,000港元
- 2,000,001港元至2,500,000港元

### 非執行董事

**—** 無至1,000,000港元

# 獨立非執行董事

— 無至1,000,000港元

本年度內,執行董事各自收到之酬 金分別約為2,492,000港元(二零零 三年:1,285,000港元)、1,806,000 港元(二零零三年:無)、546,000 港元(二零零三年:1,182,000港元) 及 480,000港 元 (二零零三年: 1,040,000港元)。非執行董事及獨 立非執行董事各自收到之費用分別 約 10,000港 元 (二零零三年: 10,000港元)、10,000港元(二零零 三年:10,000港元)、6,000港元(二 零零三年:無)、4,000港元(二零 零三年:10,000港元)、4,000港元 (二零零三年:10,000港元)、1,000 港元(二零零三年:無)及無(二零 零三年:10,000港元)。

### (b) 五名最高薪人士

本集團於本年度內酬金最高之五位人士包括二位(二零零三年:三位)董事,彼等之酬金分析已載於上文附註8(a)之分析內。其餘三位(二零零三年:二位)人士之已付/應付酬金如下:

基本薪金及津貼 退休金供款 花紅 Basic salaries and allowances Retirement contributions Bonuses

# 8 DIRECTORS' AND SENIOR EXECUTIVES' EMOLUMENTS (Cont'd)

#### (a) Directors' emoluments (Cont'd)

Analysis of directors' emoluments by number of directors and emolument ranges is as follows:

	二零零四年 2004	二零零三年 2003
Executive directors  — Nil to HK\$1,000,000  — HK\$1,000,001 to HK\$1,500,000  — HK\$1,500,001 to HK\$2,000,000  — HK\$2,000,001 to HK\$2,500,000  Non-executive directors	2 1 1	
— Nil to HK\$1,000,000  Independent non-executive directors	4	3
— Nil to HK\$1,000,000	3	2
	11	8

During the year, the executive directors received individual emoluments of approximately HK\$2,492,000 (2003: HK\$1,285,000), HK\$1,806,000 (2003: Nil), HK\$546,000 (2003: HK\$1,182,000) and HK\$480,000 (2003: HK\$1,040,000). The non-executive directors and independent non-executive directors received individual fees of approximately HK\$10,000 (2003: HK\$10,000), HK\$10,000 (2003: HK\$10,000), HK\$4,000 (2003: HK\$10,000), HK\$4,000 (2003: HK\$10,000), HK\$4,000 (2003: HK\$10,000), HK\$1,000 (2003: Nil) and Nil (2003: HK\$10,000).

### (b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include two (2003: three) directors whose emoluments are reflected in the analysis presented in Note 8(a) above. The emoluments paid/payable to the remaining three (2003: two) individuals were as follows:

2004	2003
千港元	千港元
HK\$'000	HK\$′000
1,925	2,194
36	24
553	—
2,514	2,218

二零零三年

二零零四年

#### 董事及高級行政人員酬金 8 (續)

酬金按組別分析如下:

(b) 五名最高薪人士(續)

無至1,000,000港元 1,000,001港元至1,500,000港元

# **DIRECTORS' AND SENIOR EXECUTIVES' EMOLUMENTS** (Cont'd)

(b) Five highest paid individuals (Cont'd) The emoluments fell within the following band:

	二零零四年 <b>2004</b>	二零零三年 2003
Nil to HK\$1,000,000 HK\$1,000,001 to HK\$1,500,000	3	
	3	2

#### 9 税項

本公司獲豁免繳納百慕達税項直至二零 一六年。

由於本集團於本年度內並無應課稅溢 利,故並無就香港利得税作出撥備。

多間於中國內地成立之附屬公司須按税 率 15%至 33% (二零零三年: 15%至 33%) 繳納中國企業所得稅。

於綜合損益表中扣除之稅項包括:

### **TAXATION**

The Company is exempted from taxation in Bermuda until 2016.

No provision for Hong Kong profits tax has been provided as the Group had no assessable profit arising in or derived from Hong Kong during the year.

The subsidiaries established in Mainland China are subject to Mainland China enterprise income tax at rates ranging from 15% to 33% (2003: 15% to 33%).

The amount of taxation charged to the consolidated profit and loss account represents:

二零零四年

2004

千港元

二零零三年

2003

1,840

1,840

千港元 HK\$'000

本集團及附屬公司 —
當期税項
香港利得税
中國企業所得税
— 本年度
— 過往數年度之高估撥

短暫差異產生及撥回 之遞延税項

	HK\$'000
The Company and subsidiaries — Current taxation	
Hong Kong profits tax	_
Mainland China enterprise income tax	
— Current year	6,262
<ul><li>Overprovisions in prior years</li></ul>	(890)
Deferred taxation relating to the origination and reversal of	
temporary differences	(4,483)
	889

# 9 税項(續)

本集團之除税前溢利與按照於香港(本集團所在地區)之利得稅稅率計算之理 論金額有所差異及對賬如下:

#### **9** TAXATION (Cont'd)

The taxation on the Group's profit before taxation differs from the theoretical amount that would arise using the profits tax rate of Hong Kong, the home country of the Group, and the reconciliation was as follows:

	二零零四年 2004 千港元 HK\$'000	二零零三年 2003 <i>千港元</i> HK\$'000
(Loss)/Profit before taxation	(25,042)	8,464
Calculated at Hong Kong profits tax rate of 17.5% (2003: 16%) Effect of	(4,382)	1,354
<ul> <li>different tax rates in other jurisdictions</li> <li>income not subject to taxation</li> </ul>	146 (37)	(682) (635)
expenses not deductible for income tax purposes	3,591	917
<ul> <li>— deferred tax assets not recognised</li> <li>— reversal of previously unrecognised deferred</li> </ul>	3,031	886
tax assets  — Overprovisions in prior years	(570) (890)	_ _
Taxation charge	889	1,840

# 除税前(虧損)/溢利

按香港利得税税率17.5% (二零零三年:16%)計算 影響

- 一 其他司法權區不同税率
- 一 無須課税之收入
- 一 不可扣税之支出
- 一未確認之遞延税項資產
- 一撥回以前未確認之遞延 税項資產
- 一過往數年度之高估撥備

扣除之税項

# 10 股東應佔(虧損)/溢利

股東應佔綜合(虧損)/溢利包括撥入本公司賬目之虧損約14,680,000港元(二零零三年:溢利1,678,000港元)。

# 11 每股(虧損)/盈利

截至二零零四年三月三十一日止年度之每股基本虧損乃根據股東應佔綜合虧損約25,711,000港元(二零零三年:溢利6,590,000港元)及年內已發行普通股加權平均數約1,575,814,000股(二零零三年:1,564,500,000股)計算。

由於尚未行使之認股權證及購股權並無 攤薄作用,故此並無呈列每股攤薄(虧 損)/盈利。

### 10 (LOSS)/PROFIT ATTRIBUTABLE TO SHAREHOLDERS

The consolidated (loss)/profit attributable to shareholders included a loss of approximately HK\$14,680,000 (2003: profit of HK\$1,678,000) dealt with in the accounts of the Company.

### 11 (LOSS)/EARNINGS PER SHARE

The calculation of basic loss per share for the year ended 31st March 2004 is based on the consolidated loss attributable to shareholders of approximately HK\$25,711,000 (2003: profit of HK\$6,590,000) and the weighted average of approximately 1,575,814,000 (2003: 1,564,500,000) ordinary shares in issue during the year.

No diluted (loss)/earnings per share is presented as the outstanding warrants and share options were anti-dilutive.

# 12 固定資產

變動為:

# 12 FIXED ASSETS

Movements were:

綜合 Consolidated 二零零四年 2004

		2004			
		租賃物業 裝修及傢俬 Leasehold improvements and furniture 千港元 HK\$'000	辦公室設備 Office equipment 千港元 HK\$'000	汽車 Motor vehicles 千港元 HK\$'000	總額 Total 千港元 HK\$'000
成本	Cost				
年初 添置 出售	Beginning of year Additions Disposals	797 63 (209)	2,744 88 (417)	1,590 870 —	5,131 1,021 (626)
年終	End of year	651	2,415	2,460	5,526
累計折舊	Accumulated depreciation				
年初 本年度折舊 出售	Beginning of year Charge for the year Disposals	351 129 (118)	1,367 507 (248)	183 433 —	1,901 1,069 (366)
年終	End of year	362	1,626	616	2,604
賬面淨值	Net book value				
年終	End of year	289	789	1,844	2,922
年初	Beginning of year	446	1,377	1,407	3,230

# 13 網站開發成本

變動為:

# 13 WEBSITE DEVELOPMENT COSTS

Movements were:

		Consolidated	
		二零零四年 2004 <i>千港元</i> HK\$′000	二零零三年 2003 千港元 HK\$'000
成本	Cost		
年初 添置	Beginning of year Additions	33,347 17	33,288 59
年終	End of year	33,364	33,347
累計攤銷及減值	Accumulated amortisation and impairment		
年初 本年度攤銷	Beginning of year Amortisation for the year	32,429 892	31,123 1,306
年終	End of year	33,321	32,429
賬面淨值	Net book value		
年終	End of year	43	918
年初	Beginning of year	918	2,165

55 / 亞鋼集團有限公司 / 2003/04 年報

綜合

# 14 投資

### 14 INVESTMENTS

		綜合		本公司	
		Cons	olidated	Company 二零零四年 二零零三年	
		二零零四年	二零零四年 二零零三年		二零零三年
		2004	2003	2004	2003
		千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
長期投資	Long-term investment				
於香港上市 之股份(i)	Listed shares in Hong Kong (i)				
成本	At cost	22,550	22,550	22,550	22,550
公平值之改變	Change in fair value	(20,414)	(21,865)	(20,414)	(21,865)
市場報價	At quoted market value	2,136	685	2,136	685
117 / 加 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	At quoted market value	2,130	003	2,130	003
短期投資	Short-term investment				
非上市股份(ii)	Unlisted investments (ii)				
成本 累計減值虧損	At cost Accumulated	25,925	25,925	_	_
20 HI W 14 MIN	impairment loss	(2,525)	(2,525)	_	_
		23,400	23,400	_	_

### 附註:

- (i) 投資之上市股份指投資於光亞科技有限公司,該公司於開曼群島及其股份在香港聯合交易所有限公司創業板上市。光亞科技有限公司主要從事提供有線電視、寬頻互聯網及網絡服務、移動電話網絡服務。
- 非上市股份之投資指於Stemcor Holdings Limited(「Stemcor」)約3.5%股本權益。 Stemcor乃於英國註冊成立之公司,主要 業務為買賣鋼材產品,以及向鋼材及金 屬業參與者提供專業服務。本集團持有 一項認沽期權,據此本集團可要求 Stemcor以 23,400,000港 元(相等於 3,000,000美元) 購回本集團已認購之所 有3.5%Stemcor股本權益。本集團可於 當Stemcor不時之管理賬目所示之股東資 金少於15,000,000英鎊之日期或二零零 [年四月三十日(以較早者為準)及不遲 於二零零三年十月三十一日行使該項認 沽期權。根據二零零三年十二月十七 日,Stemcor及本集團之間之一份補充協議,行使期已延長一年至二零零四年十 月三十一日。於二零零四年五月十三 日,本集團已行使該期權,因此Stemcor 已開立一張金額為23,400,000港元(相等 於3,000,000美元)之九個月函付期票予 本集團。

#### Notes:

- (i) Investment in listed shares represents investment in shares in AcrossAsia Multimedia Limited, a company incorporated in the Cayman Islands and whose shares are listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited. AcrossAsia Multimedia Limited is principally engaged in the provision of cable television, broadband internet and network services, mobile network services, information technology integration and solution services and retail services.
- Investment in unlisted shares represents a 3.5% equity interest in Stemcor Holdings Limited ("Stemcor"), a company incorporated in the United Kingdom, which is principally engaged in the trading of steel products and the provision of specialist services to the steel and metals industries. The Group holds a put option under which it may require Stemcor to repurchase all of the Group's 3.5% equity interest in Stemcor for HK\$23,400,000 (equivalent of US\$3,000,000). Such put option is exercisable by the Group no earlier than the date on which the amount of shareholders' equity of Stemcor falls below £15,000,000 as shown in the management accounts of Stemcor from time to time or 30th April 2002, whichever is earlier, and no later than 31st October 2003. Pursuant to a supplementary agreement dated 17th December 2003 between Stemcor and the Group, the exercise period was extended for one year to 31st October 2004. On 13th May 2004, the Group exercised such put option and, in this connection, Stemcor issued to the Group a nine-month promissory note amounting to HK\$23,400,000 (equivalent of US\$3,000,000).

# 15 於附屬公司之投資

### 15 INVESTMENT IN SUBSIDIARIES

# 本公司 Company

		二零零四年	二零零三年
		2004	2003
		千港元	千港元
		HK\$'000	HK\$'000
非上市股份,按成本值	Unlisted shares, at cost	3,500	3,500
應收附屬公司款項	Due from subsidiaries	130,132	139,754
應付附屬公司款項	Due to subsidiaries	_	(3,907)
		133,632	139,347
減:累計減值虧損	Less: Accumulated impairment losses	(133,631)	(139,346)
		1	1

應收附屬公司款項為無抵押,免息及直至附屬公司財政能力許可時方須償還。 應付附屬公司款項為無抵押,免息及無 既定還款條款。

於二零零四年三月三十一日主要附屬公司之詳情如下:

The amounts due from subsidiaries are unsecured, non-interest bearing and not repayable until the subsidiaries are financially capable to do so. The amounts due to subsidiaries are unsecured, non-interest bearing and without pre-determined repayment terms.

Details of the principal subsidiaries as at 31st March 2004 were:

名稱 Name	註冊成立 及經營地點 Place of incorporation and operations	已發行及 繳足股本 Issued and fully paid share capital	本集團應佔之 股本權益 百分比(i) Percentage of equity attributable to the Group (i)	主要業務 Principal activities
Business Across Business Asia Holdings (B.V.I.) Limited	英屬處女群島 British Virgin Islands	1美元 US\$1	100%	投資控股 Investment holding
重慶亞鋼網工貿有限公司(ii) Chongqing iSteelAsia Trading Company Limited (ii)	中國內地 Mainland China	60,000美元 US\$60,000	100%	鋼材貿易 Trading of steel
i-AsiaB2B Group Limited (i)	英屬處女群島 British Virgin Islands	1美元 US\$1	100%	投資控股 Investment holding

15

於附屬公司之投資(續)	15 INVESTMENT IN SUBSIDIARIES (Cont'd) 本集團應佔之 股本權益			
名稱 Name	註冊成立 及經營地點 Place of incorporation and operations	已發行及 繳足股本 Issued and fully paid share capital	百分比(i) Percentage of equity attributable to the Group (i)	主要業務 Principal activities
亞鋼(中國)投資有限公司 ISA (China) Investment Limited	英屬處女群島 British Virgin Islands	1美元 US\$1	100%	投資控股 Investment holding
ISA Group Holdings Limited	英屬處女群島 British Virgin Islands	10,000美元 US\$10,000	100%	投資控股 Investment holding
iSteel Holdings (B.V.I.) Limited	英屬處女群島 British Virgin Islands	1美元 US\$1	100%	投資控股 Investment holding
亞洲鋼鐵電子交易所 (香港)有限公司 iSteelAsia (Hong Kong) Limited	香港 Hong Kong	2港元 HK\$2	100%	經營電子商貿縱向 入門網站以進行 網上鋼材貿易 Operation of an e-commerce vertical portal business for online steel trading
iSteelAsia Limited	英屬處女群島 British Virgin Islands	10美元 US\$10	100%	經營電子商貿縱向 入門網站以進行 網上鋼材貿易 Operation of an e-commerce vertical portal business for online steel trading
亞鋼物流管理澳門離岸 商業服務有限公司 iSteelAsia Logistics Macao Commercial Offshore Company Limited	澳門 Macau	100,000澳門幣 MOP100,000	100%	鋼材貿易 Trading of steel
廣州市亞鋼貿易有限公司(ii) iSteelAsia (South China) Company Limited (ii)	中國內地 Mainland China	200,000美元 US\$200,000	100%	鋼材貿易 Trading of steel
iSteelAsia (Stemcor) Holdings Limited	英屬處女群島 British Virgin Islands	1美元 US\$1	100%	投資控股 Investment holding
MetalAsia Holdings Limited	英屬處女群島	2,000美元	100%	投資控股

British Virgin Islands US\$2,000

Investment holding

# 

#### 15 於附屬公司之投資(續) **INVESTMENT IN SUBSIDIARIES** (Cont'd) 本集團應佔之 股本權益 註冊成立 百分比(i) 及經營地點 已發行及 Percentage of Place of 繳足股本 equity 名稱 incorporation Issued and fully attributable to 主要業務 Name and operations paid share capital the Group (i) Principal activities 金屬物流管理有限公司 香港 4港元 100% 鋼材貿易及 提供採購服務 Metal Logistics Hong Kong HK\$4 Company Limited Trading of steel and provision of procurement services 亞網鋼國際貿易(上海) 中國內地 鋼材貿易 200,000美元 100% 有限公司(ii) Mainland China US\$200,000 Trading of steel Shanghai iSteelAsia International Limited (ii) 深圳亞鋼工貿有限公司(ii) 中國內地 2.000.000港元 100% 鋼材貿易 Shenzhen iSteelAsia Trading Mainland China HK\$2,000,000 Trading of steel Company Limited (ii) 天津港保税區亞鋼 中國內地 200,000美元 鋼材貿易 100% 國際貿易有限公司(ii) Mainland China US\$200,000 Trading of steel Tianjin iSteelAsia International Limited (ii) 亞鋼網有限公司 英屬處女群島 1美元 100% 投資控股 Ya Gang Wang Co. Limited British Virgin Islands US\$1 Investment holding 宇太鋼鐵電子(上海) 中國內地 200,000美元 鋼材貿易 100% 有限公司(ii) Mainland China US\$200,000 Trading of steel Yu Tai Steel (Shanghai) Co. Ltd. (ii) 北京亞鋼科貿有限公司 (iii) 中國內地 4,000,000人民幣 100% 鋼材貿易 Mainland China RMB4,000,000 Trading of steel 天津市環緯商貿有限公司 (iii) 中國內地 1,000,000人民幣 80% 鋼材貿易 Mainland China RMB1,000,000 Trading of steel 附註: Notes:

- (i) i-AsiaB2B Group Limited之股份由本公司 直接持有,其他附屬公司之股份則間接 持有。
- (ii) 此等乃於中國內地成立之外資企業,經營期為十至五十年直至二零一一年到二零五二年。
- (iii) 此等乃於中國內地成立之有限公司,經營期為十至二十年直至二零一一年到二零二一年。
- The shares of i-AsiaB2B Group Limited are held directly by the Company. The shares of the other subsidiaries are held indirectly.
- (ii) These are wholly foreign owned enterprises established in Mainland China to operate for periods ranging from 10 to 50 years up to 2011 to 2052.
- (iii) These are limited liability companies established in Mainland China to operate for periods ranging from 10 to 20 years up to 2011 to 2021.

# 15 於附屬公司之投資(續)

上述概要列出主要影響本集團之業績或組成本集團資產淨值之大部份主要附屬公司。本公司之董事及本集團之管理層認為提供其他附屬公司之詳情將使篇幅獨於冗長。

截至二零零四年三月三十一日止年度內 之任何時間內,附屬公司概無任何已發 行之借貸資本。

## 16 存貨

存貨包括作貿易用途之板材產品。於二零零四年三月三十一日,約7,329,000港元(二零零三年:67,209,000港元)之存貨以可變現淨值列賬。

若干存貨為信託收據銀行貸款持有(*見* 附註31)。

# 17 應收賬款及票據

本集團之銷售一般是在收妥貨款後發運,除了個別客戶被本集團授予介乎30日至90日的信貸期不等。應收賬款及票據的賬齡分析如下:

### 15 INVESTMENT IN SUBSIDIARIES (Cont'd)

The above summary lists the principal subsidiaries which principally affected the results or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the Company's Directors and the Group's management, result in particulars of excessive length.

None of the subsidiaries had any loan capital in issue at any time during the year ended 31st March 2004.

### **16 INVENTORIES**

Inventories consisted of rolled flat steel products for trading purposes. As at 31st March 2004, inventories of approximately HK\$7,329,000 (2003: HK\$67,209,000) were stated at net realisable value.

Certain inventories were held under trust receipts bank loans (see Note 31).

### 17 ACCOUNTS AND BILLS RECEIVABLE

The Group generally requires sales to be settled by cash upon delivery, with some limited cases granting a credit period of not more than 30 to 90 days. Ageing analysis of accounts and bills receivable was as follows:

Consolidated 二零零四年 二零

0至90日 91日至180日 181日至270日 271至365日 超過365日

减:呆壞賬撥備

0 to 90 days 91 to 180 days 181 to 270 days 271 to 365 days Over 365 days

Less: Provision for bad and doubtful receivables

二苓苓四年	二苓苓二年
2004	2003
千港元	千港元
HK\$'000	HK\$'000
29,869	35,393
1,376	1,883
497	_
_	222
2	284
31,744	37,782
(	(0.77)
(551)	(357)
31,193	37,425
0 : 7 : 0 0	0.,.20

综合

# 18 現金及銀行存款

於二零零四年三月三十一日,作為本集團銀行信貸抵押品之本集團及本公司之銀行存款分別約34,439,000港元(二零零三年:無)及13,645,000港元(二零零三年:無)(見附註31)。

於二零零四年三月三十一日,本集團之 現金及銀行存款約42,448,000港元(二 零零三年:18,960,000港元)為中國人 民幣,該貨幣不能在國際市場自由兑換 之貨幣,其滙率由中國人民銀行釐定。

# 19 短期銀行借貸

信託收據銀行貸款

短期銀行貸款

本集團銀行融資詳情已載列於附註31。

所有短期銀行貸款均以中國人民幣計 算。

## 20 應付賬款及票據

應付賬款及票據之賬齡分析如下:

### 18 CASH AND BANK DEPOSITS

As at 31st March 2004, bank deposits of the Group and the Company of approximately HK\$34,439,000 (2003: Nil) and HK\$13,645,000 (2003: Nil), respectively, were pledged as collateral for the Group's banking facilities respectively (see Note 31).

As at 31st March 2004, cash and bank deposits of approximately HK\$42,448,000 (2003: HK\$18,960,000) were denominated in Chinese Renminbi, which is not a freely convertible currency in the international market and its exchange rate is determined by the People's Bank of China.

### 19 SHORT-TERM BANK BORROWINGS

Trust receipts bank loans

Short-term bank loans

綜合
Consolidated

一声声而左

一条条四年	二苓苓二午
2004	2003
千港元	<b>千港元</b>
HK\$'000	HK\$'000
26,856	38,187
24,570	18,947
F4 426	F7.424
51,426	57,134

Details of the Group's banking facilities are set out in Note 31.

All of the short-term bank loans were denominated in Chinese Renminbi.

# 20 ACCOUNTS AND BILLS PAYABLE

Ageing analysis of accounts and bills payable was as follows:

0至90日	0 to 90 days
91至180日	91 to 180 days
181至270日	181 to 270 days
271至365日	271 to 365 days
1至2年	1 to 2 years

11.9	_
Consol	idated
二零零四年	二零零三年
2004	2003
千港元	千港元
HK\$'000	HK\$'000
86,032	126,888
36,927	67,157
56,354	37,958
61,534	_
43,598	_
284,445	232,003

綜合

# 21 遞延税項

遞延税項乃利用負債法按主要税率 17.5%(二零零三年:16%)之負債法就 短暫時差作全數撥備。

遞延税項資產(主要來自累計税項虧損) 之變動如下:

於二零零二年及二零零三年四月一日 於損益表計入之遞延税項

於二零零四年三月三十一日

於二零零四年三月三十一日,本集團有未撥備之遞延税項資產約15,679,000港元(二零零三年:12,071,000港元),主要來自累計税項虧損(須受有關稅務機構同意)之税項影響,該金額可以無限期結轉後期。

於二零零四年三月三十一日並無結餘抵銷遞延稅項資產(二零零三年:無)

#### 21 DEFERRED TAXATION

Deferred taxation are calculated in full on temporary differences under the liability method using a principal taxation rate of 17.5% (2003: 16%).

The movement on the deferred tax assets, arising primarily from cumulative tax losses, is as follows:

綜合 Consolidated 千港元 HK\$'000

At 1st April 2002 and 2003 Deferred taxation credited to profit and loss account

4,483

At 31st March 2004

4,483

As at 31st March 2004, the Group had an unprovided deferred tax assets of approximately HK\$15,679,000 (2003: HK\$12,071,000), primarily representing the tax effect of cumulative tax losses (subject to agreement by relevant tax authorities) which can be carried forward indefinitely.

As at 31st March 2004, there was no offsetting of balances against the deferred tax assets (2003: Nil).

# 22 股本

## 變動為:

### 22 SHARE CAPITAL

Movements were:

		<b>二零零四年</b> 二零零三年 <b>2004</b> 2003			
		股份數目 Number of shares 千股 ′000	面值 Nominal value 千港元 HK\$'000	股份數目 Number of shares <i>千股</i> ′000	面值 Nominal value 千港元 HK\$'000
法定(每股面值 0.10港元 之普通股)	Authorised (Ordinary shares of HK\$0.10 each)	4,000,000	400,000	4,000,000	400,000
已發行及繳足 (每股面值0.10 港元之普通股):	Issued and fully paid (Ordinary shares of HK\$0.10 each):				
年初 因行使認股權證 而發行股份	Beginning of year Issue of shares upon exercise of warrants	1,564,503	156,450	1,564,500	156,450
(附註23) 因償還欠款而 發行股份(i)	(Note 23) Issue of shares for settlement of	681	68	3	_
	payable <i>(i)</i>	31,200	3,120	<u> </u>	
年終	End of year	1,596,384	159,638	1,564,503	156,450

### 附註:

(i) 於二零零三年十月,本公司按每股0.10 港元發行31,200,000 股普通股予AFAC, Equity, L.P. ("AFAC"),用以缴清本集團 欠付麥肯錫公司(「麥肯錫」)為數約 3,120,000港元(相等於400,000美元)之 未償還款項。AFAC及麥肯錫均為麥肯錫 集團之成員。

### Note:

(i) In October 2003, 31,200,000 ordinary shares were issued to AFAC Equity, L.P. ("AFAC") at HK\$0.10 each to settle an amount of approximately HK\$3,120,000 (equivalent of US\$400,000) payable by the Group to McKinsey & Company, Inc. Hong Kong ("McKinsey HK"). Both AFAC and McKinsey HK are members of the McKinsey Group.

# 23 認股權證

### 變動為:

### 23. WARRANTS

Movements were:

			認股權證數目 Number of warrants		
發行日期 Date of issue	行使期 Exercise period	每股行使價 Subscription price per share 港元 HK\$	年初 Beginning of year 千份 ′000	行使 Exercised <i>千份</i> ′000	年終 End of year <i>千份</i> ′000
二零零二年五月二十三日 23rd May 2002	二零零二年六月十八日至 二零零五年六月十七日 18th June 2002 to 17th June 2005	0.10	312,897	(681)	312,216

# 23 認股權證(續)

於二零零二年五月二十三日,本公司無價發行約312,900,000份認股權證給對其股東,基準為每持有每五股普證通股權證。每份認股權證的對持有人權利,可按每股0.10港元(可予調整)以現金認購一股價值0.10港元之普通股,並可於二零一日內近之等。每681,000份認股權證)已獲行使年零認時本公司681,000股股份(二零零三年:3,000股股份),代價約為68,000港元(二零零三年:300港元)。

## 24 購股權

根據本公司之購股權計劃(「新計 劃」),本公司可授予本集團之任何僱 員、代理人、顧問或代表(包括任何執 行董事及非執行董事) 以認購本公司之 股份,而不得超過不時已發行本公司之 股份面值之30%(行使購股權所發行股 份除外)。行使價將由本公司之董事會 釐定及最少將按以下列中最高者為準; (i)本公司之股份於提出授予購股權當日 香港聯合交易所有限公司所列之收市 價;(ii)本公司之股份於緊接提出授予購 股權日期前五個交易日在香港聯合交易 所有限公司所列之平均收市價;及(iii) 本公司之股份面值每股0.10港元。新計 劃已被採納以取替舊計劃,而所有舊計 劃授予之購股權仍可按舊有條款行使。

### 23 WARRANTS (Cont'd)

On 23rd May 2002, the Company issued approximately 312,900,000 warrants to its shareholders on the basis of one warrant for every five ordinary shares of the Company at no charge. The warrants entitle the holders to subscribe in cash for ordinary shares of HK\$0.10 each in the Company at a subscription price of HK\$0.10 each (subject to adjustment) and are exercisable between 18th June 2002 to 17th June 2005. During the year ended 31st March 2004, 681,000 warrants (2003: 3,000) were exercised to subscribe for 681,000 shares (2003: 3,000) of the Company at a consideration of approximately HK\$68,000 (2003: HK\$300).

### 24 SHARE OPTIONS

The Company has a share option scheme ("the New Scheme") under which it may grant options to any person being an employee, agent, consultant or representative (including executive directors and non-executive directors) of the Group to subscribe for shares in the Company, subject to a maximum of 30% of the nominal value of the issued share capital of the Company from time to time, excluding for this purpose shares issued on the exercise of options. The exercise price will be determined by the Company's Board of Directors and shall be the highest of (i) the closing price of the Company's shares quoted on The Stock Exchange of Hong Kong Limited on the date of grant of the options; (ii) the average closing prices of the Company's shares quoted on The Stock Exchange of Hong Kong Limited on the five trading days immediately preceding the date of grant of the options; and (iii) the nominal value of the Company's shares of HK\$0.10 each. The New Scheme was adopted to replace the old scheme, with all options granted under the old scheme continue to be exercisable in accordance with the old terms.

# 24 購股權(續)

25

購股權變動如下:

# 24 SHARE OPTIONS (Cont'd)

Movements of share options were:

				***	背股權數目 of share op	tions
	予日期 te of grant	行使期 Exercise period	每股行使價 Subscription price per share 港元 HK\$	年初 Beginning of year <i>千份</i> ′000	失效 <b>Lapsed E</b> <i>千份</i> ′000	年終 ind of year 千份 ′000
	零零零年七月三日 d July 2000	二零零二年十月一日至 二零一零年四月十二日 1st October 2002 to 12th April 2010	0.360	20,850	(1,000)	19,850
	零零零年十一月七日 n November 2000	二零零二年十一月八日至 二零一零年四月十二日 8th November 2002 to 12th April 2010	0.485	71,150	(15,750)	55,400
				92,000	(16,750)	75,250
儲	備	25 RESERV	投資重估信		미사사	
		Share premium 千港元	t本儲備 Investm Capital revaluat reserve rese 千港元 千済 KK\$'000 HK\$'	ion translation rve adjustments 巷元 千港元	累計虧損 Accumulated losses 千港元 HK\$'000	總額 Total 千港元 HK\$'000
於二	二零零二年四月一日 As at 1st	April 2002 11,099	2,700 (18,	552) 145	(141,776)	(146,384)

		股份溢價 Share premium 千港元 HK\$'000	資本儲備 Capital reserve 千港元 HK\$'000	投資重估儲備 Investment revaluation reserve 千港元 HK\$'000	foreign currency translation adjustments 千港元 HK\$'000	累計虧損 Accumulated losses 千港元 HK\$'000	<b>總額</b> <b>Total</b> 千港元 HK\$'000
於二零零二年四月一日	As at 1st April 2002	11,099	2,700	(18,552)	145	(141,776)	(146,384)
股東應佔溢利 一項長期投資公平值 變動 滙兑調整	Profit attributable to shareholders Change in fair value of a long-term investment Translation adjustments	_ _ _	_ _ _	— (3,313) —	_ _ 8	6,590 — —	6,590 (3,313)
於二零零三年 三月底佔虧損 一項長期投資公平值 變確認一項長期投資 因	As at 31st March 2003 Loss attributable to shareholders Change in fair value of a long-term investment Investment revaluation	11,099 — —	2,700 — —	(21,865) — 1,451	153 — —	(135,186) (25,711) —	(143,099) (25,711) 1,451
海值虧損而由投資 重估儲構轉移至 損益表 運兑調整	reserve transferred to profit and loss account upon recognition of impairment loss of a long-term investment Translation adjustments	_ 	=	20,414	(48)		20,414 (48)
於二零零四年 三月三十一日	As at 31st March 2004	11,099	2,700	_	105	(160,897)	(146,993)

# 25 儲備(續)

## 25 RESERVES (Cont'd)

		Company 投資重估儲備			
		股份溢價 Share premium 千港元 HK\$'000	Investment revaluation reserve 千港元 HK\$'000	累計虧損 Accumulated losses 千港元 HK\$*000	<b>總額</b> <b>Total</b> 千港元 HK\$'000
於二零零二年四月一日	As at 1st April 2002	11,099	(18,552)	(142,691)	(150,144)
股東應佔溢利	Profit attributable to shareholders	_	_	1,678	1,678
一項長期投資公平值變動	Change in fair value of a long-term investment	_	(3,313)	_	(3,313)
於二零零三年三月三十一日 股東應佔虧損	As at 31st March 2003 Loss attributable to	11,099	(21,865)	(141,013)	(151,779)
一項長期投資公平值變動	shareholders Change in fair value of	_	_	(14,680)	(14,680)
因確認一項長期投資減值 虧損而由投資重估 儲備轉移至損益表	a long-term investment Investment revaluation reserve transferred to profit and loss account upon recognition of impairment loss of	_	1,451	_	1,451
	a long-term investment		20,414	_	20,414
於二零零四年三月三十一日	As at 31st March 2004	11,099	_	(155,693)	(144,594)

# 26 綜合現金流量表附註

(a) 除税前(虧損)/溢利與經營產生 之現金流入淨額對賬如下:

# 26 NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT

(a) Reconciliation of (loss)/profit before taxation to net cash inflow generated from operations was as follows:

二零零四年

本公司

		2004 千港元 HK\$'000	1003 千港元 HK\$'000
除税前(虧損)/溢利 利息收入 利息支收 股息收入 固定資產折舊 出售固發成本 網站開發成本 攤銷	(Loss)/Profit before taxation Interest income Interest expense Dividend income Depreciation of fixed assets Loss on disposal of fixed assets Amortisation of website	(25,042) (657) 7,922 (421) 1,069 118	8,464 (1,059) 6,284 (311) 905 120
一項投資減值虧損	development costs Impairment loss of an investment	892 20,414	1,306 803
營運資金變動前之經營溢利	Operating profit before working capital changes	4,295	16,512
存貨減少/(增加) 預付款項及按金減少/(增加)	Decrease/(Increase) in inventories Decrease/(Increase) in prepayments	24,147	(91,718)
購貨訂金增加	and deposits Increase in deposits for purchase	6,624	(12,934)
應收賬款及票據減少	of inventories Decrease in accounts and bills	(40,089)	(46,313)
應付賬款及票據增加 其他應付款項增加/(減少) 應計負債增加/(減少) 預收款項增加	receivable Increase in accounts and bill payable Increase/(Decrease) in other payables Increase/(Decrease) in accruals Increase in receipts in advance	6,232 52,442 19 210 1,674	35,016 91,636 (1,940) (1,417) 26,280
經營產生之現金流入淨額	Net cash inflow generated from operations	55,554	15,122

# 26 綜合現金流量表附註

(b) 融資變動分析如下:

於二零零二年四月一日 新增短期銀行貸款 償還短期銀行貸款

信託收據銀行貸款減少淨額

一間附屬公司之一名 少數股東應佔溢利

於二零零三年三月三十一日 因行使股權證而發行股份 (見附註22及23)

因償還欠款而發行股份 (見附註22) 新增短期銀行貸款 償還短期銀行貸款

信託收據銀行貸款減少淨額

一間附屬公司之一名 少數股東應佔虧損 已付一間附屬公司之 少數股東之權益

### 於二零零四年三月三十一日

- (c) 現金及現金等值項目: 於二零零四年三月三十一日,現 金及現金等值項目代表現金及其 他銀行存款約55,433,000港元(二 零零三年:49,240,000港元)。
- (d) 非現金交易 於二零零三年十月,本公司按每 股0.10港元發行31,200,000股普 通股予AFAC,以繳清本集團欠付 麥肯錫為數約3,120,000港元(相 等於400,000美元)之未償還款 項。AFAC及麥肯錫均為麥肯錫集 團之成員。

# **26 NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT** (Cont'd)

(b) Analysis of changes in financing is as follows:

New short-term bank loans Repayment of short-term bank loans Net decrease in trust receipts bank loans Share of profit by a minority shareholder of a subsidiary  As at 31st March 2003 Issue of shares upon exercise of warrants (see Notes 22 and 23) Issue of shares for settlement of payable (see Note 22) New short-term bank loans Repayment of short-term bank loans Net decrease in trust receipts bank loans Share of loss by a minority shareholder of a subsidiary Distribution paid to minority	Sha	股本及 股份溢價 are capital and share premium 千港元 HK\$'000	短期 銀行借貸 Short-term bank borrowings 千港元 HK\$'000	少數 股東權益 Minority interests 千港元 HK\$'000
bank loans  Net decrease in trust receipts bank loans  Share of profit by a minority shareholder of a subsidiary  As at 31st March 2003  Issue of shares upon exercise of warrants (see Notes 22 and 23)  Issue of shares for settlement of payable (see Note 22)  New short-term bank loans  Repayment of short-term bank loans  Net decrease in trust receipts bank loans  Share of loss by a minority shareholder of a subsidiary  Distribution paid to minority shareholders of a subsidiary  — (25,595)  — (14,568)  — 34  167,549  57,134  1,34  1,334  1,34  1,334  1,334  1,334  1,334  1,334  1,334  1,334  1,334  1,334  1,334  1,334  1,334  1,334  1,334  1,334  1,334  1,344  1,334	New short-term bank loans	167,549 —		1,300 —
bank loans Share of profit by a minority shareholder of a subsidiary  As at 31st March 2003 Issue of shares upon exercise of warrants (see Notes 22 and 23) Issue of shares for settlement of payable (see Note 22) New short-term bank loans Repayment of short-term bank loans Net decrease in trust receipts bank loans Share of loss by a minority shareholders of a subsidiary  — (14,568) — 32  167,549  57,134  1,344  1,334  1,344  1,334  1	bank loans	_	(25,595)	_
As at 31st March 2003 167,549 57,134 1,334 Issue of shares upon exercise of warrants (see Notes 22 and 23) 68 — — — Issue of shares for settlement of payable (see Note 22) 3,120 — — — New short-term bank loans — 68,480 — — Met decrease in trust receipts bank loans — (62,857) — Net decrease in trust receipts bank loans — (11,331) — Share of loss by a minority shareholder of a subsidiary — — (220) — — (1,114)	bank loans	_	(14,568)	_
Issue of shares upon exercise of warrants (see Notes 22 and 23) 68 — — — Issue of shares for settlement of payable (see Note 22) 3,120 — — — New short-term bank loans — 68,480 — — 68,480 — Net decrease in trust receipts bank loans — (62,857) — Net decrease in trust receipts bank loans — (11,331) — Share of loss by a minority shareholder of a subsidiary — — (220 Distribution paid to minority shareholders of a subsidiary — — (1,114)			_	34
and 23) Issue of shares for settlement of payable (see Note 22) New short-term bank loans Repayment of short-term bank loans Net decrease in trust receipts bank loans Share of loss by a minority shareholder of a subsidiary  Distribution paid to minority shareholders of a subsidiary  — — — — — — — — — — — — — — — — — — —	Issue of shares upon exercise	167,549	57,134	1,334
of payable (see Note 22)  New short-term bank loans  Repayment of short-term bank loans  Net decrease in trust receipts bank loans  Share of loss by a minority shareholder of a subsidiary  Distribution paid to minority shareholders of a subsidiary  — (11,331)  — (220)	•	68	_	_
bank loans — (62,857) —  Net decrease in trust receipts bank loans — (11,331) —  Share of loss by a minority shareholder of a subsidiary — — (220)  Distribution paid to minority shareholders of a subsidiary — — (1,114)	of payable (see Note 22) New short-term bank loans	3,120 —	— 68,480	_
bank loans — (11,331) — Share of loss by a minority shareholder of a subsidiary — — (220 Distribution paid to minority shareholders of a subsidiary — — (1,114)	bank loans	_	(62,857)	_
shareholder of a subsidiary — — (220) Distribution paid to minority shareholders of a subsidiary — — (1,114)	bank loans	_	(11,331)	_
shareholders of a subsidiary — — (1,114	shareholder of a subsidiary	_	_	(220)
As at 31st March 2004 170,737 51,426 —			_	(1,114)
	As at 31st March 2004	170,737	51,426	

### (c) Cash and cash equivalents

Cash and cash equivalents represent cash and other bank deposits of approximately HK\$55,433,000 as at 31st March 2004 (2003: HK\$49,240,000).

### (d) Non-cash transaction

In October 2003, 31,200,000 ordinary shares were issued to AFAC at HK\$0.10 each to settle an amount of approximately HK\$3,120,000 (equivalent of US\$400,000) payable by the Group to McKinsey HK. Both AFAC and McKinsey HK are members of the McKinsey Group.

# 27 分類資料

### (a) 主要分類

本集團分三個主要業務分類 — 鋼。 材貿易、採購服務及投資控股 鋼材貿易業務分類由商務分類的 產生收入。採購服務貿易之網 賺取採購與網上鋼材貿易之他 收入。按業務分類之 來自股息 析如下:

### **27 SEGMENT INFORMATION**

### (a) Primary segment

The Group is organised into three major business segments — steel trading, procurement services and investment holding. The steel trading business segment derives revenue from the sale of goods. The procurement services business segment derives commission income from procurement and online steel trading services. The investment holding business segment derives revenue from dividend income. Analysis by business segment is as follows:

二零零四年 2004

		2004			
		鋼材貿易 Steel trading <i>千港元</i> HK\$'000	採購服務 Procurement services 千港元 HK\$'000	投資控股 Investment holding 千港元 HK\$'000	總額 Total 千港元 HK\$'000
營業額 — 對外 客戶銷售	Turnover — Sales to external customers	1,420,927	8,516	_	1,429,443
分類業績	Segment results	2,024	1,066	(52)	3,038
其他收入 一項長期投資	Other revenue Impairment loss of	657	_	421	1,078
減值虧損 未分配企業費用	a long-term investment Unallocated corporate	_	_	(20,414)	(20,414)
<b>八万</b> 配正	expenses			-	(822)
經營虧損 財務費用 税項	Operating loss Finance costs Taxation			-	(17,120) (7,922) (889)
除税後但未計少數 股東權益前虧損	Loss after taxation but before minority interests				(25,931)
資產 分類資產 未分配資產	Assets Segment assets Unallocated assets	358,000	859	28,198	387,057 130 387,187
負債 分類負債 未分配負債	Liabilities Segment liabilities Unallocated liabilities	(373,448)	(16)	(50)	(373,514) (1,028) (374,542)
資本開支	Capital expenditure	1,021	17	-	1,038
折舊及攤銷	Depreciation and amortisation	1,069	892	-	1,961
主要非現金開支 (折舊及 攤銷除外)	Significant non-cash expenditure (other than depreciation and amortisation)	769	91	20,414	21,274
				-	

# 27 分類資料(續)

# (a) 主要分類(續)

# 27 SEGMENT INFORMATION (Cont'd)

# (a) Primary segment (Cont'd)

		鋼材貿易		零零三年 2003 投資控股	
		Steel trading 千港元 HK\$'000	Procurement services 千港元 HK\$'000	Investment holding 千港元 HK\$'000	總額 Total <i>千港元</i> HK\$'000
營業額 — 對外 客戶銷售	Turnover — Sales to external customers	799,970	11,172	_	811,142
分類業績	Segment results	9,343	6,157	(325)	15,175
其他收入 一項短期投資	Other revenue Impairment loss of a	1,048	_	322	1,370
減值虧損未分配企業費用	short-term investment Unallocated corporate expenses	_	_	(803)	(803) (994)
經營溢利 財務費用 税項	Operating profit Finance costs Taxation				14,748 (6,284) (1,840)
除税後但未計少數 股東權益前溢利	Profit after taxation but before minority interests				6,624
資產 分類業績 未分配資產	Assets Segment assets Unallocated assets	308,659	2,350	24,271	335,280 3,438
					338,718
負債 分類負債 未分配負債	Liabilities Segment liabilities Unallocated liabilities	(319,083)	_	_	(319,083) (4,950)
					(324,033)
資本開支	Capital expenditure	1,881	187	_	2,068
折舊及攤銷	Depreciation and amortisation	600	1,611	_	2,211
主要非現金開支 (折舊及 攤銷除外)	Significant non-cash expenditure (other than depreciation and amortisation)	4,411	193	803	5,407
	,	.,			-,,

# 27 分類資料(續)

### (b) 次要分類

營業 客

分類

未分

經營

資產

資本

營業 客

分類

未分

經營

資產

資本

### 27 SEGMENT INFORMATION (Cont'd)

### (b) Secondary segment

The Group's activities are conducted predominantly in Hong Kong and Mainland China. Turnover by geographical segments is determined on the basis of the destination of shipment of goods for steel trading, location of service performed for procurement services, location of sellers for online commission income, and location of the short-term/long-term investments for dividend income. Analysis by geographical segment is as follows:

### 二零零四年 2004

		2004			
		香港 Hong Kong <i>千港元</i> <i>HK\$'000</i>	中國內地 Mainland China <i>千港元</i> HK\$'000	其他 Others <i>千港元</i> HK\$'000	總額 Total <i>千港元</i> HK\$'000
額 一 對外	Turnover — Sales to external customers	39,029	1,390,414	_	1,429,443
業績	Segment results	(21,072)	11,678	(6,904)	(16,298)
配企業費用	Unallocated corporate expenses			_	(822)
虧損	Operating loss			_	(17,120)
	Assets	49,393	309,416	28,378	387,187
開支	Capital expenditure	260	759	19	1,038
		香港 Hong Kong 千港元 HK\$'000		零三年 003 其他 Others <i>千港元</i> HK\$'000	總額 Total <i>千港元</i> HK\$'000
額 一 對外	Turnover — Sales to external customers	75,218	735,924	_	811,142
業績	Segment result	(840)	21,860	(5,278)	15,742
配企業費用	Unallocated corporate expenses			_	(994)
溢利	Operating profit			_	14,748
	Assets	41,464	272,768	24,486	338,718
開支	Capital expenditure	259	1,770	39	2,068

# 

# 28 退休金計劃

本集團已安排其香港僱員參與一項由獨立受託人管理之強制性公積金計劃(「強積金計劃」),該計劃為一項界定供款計劃。根據強積金計劃,本集團及其僱員 新酬(定義見強制性公積金條款)之一般為5%。每位僱主及僱員之每月供款上限為1,000港元及其額外供款乃屬自願。

依中國內地之法規,本集團須為其中國內地僱員向國家資助之退休計劃供款。僱員按其基本薪金約6%至20%供款,而本集團按該等薪金約14%至22.5%供款,除每年供款外,毋須支付任何實際退休金或退休後福利。該等國家資助退休計劃須負責向退休僱員支付全部退休金。

截至二零零四年三月三十一日止年度,本集團向上述退休金計劃之供款總額約為300,000港元(二零零三年:311,000港元)。

# 29 營業租約承擔

根據租用物業(綜合)之若干不可撤銷營 業租約應付之承擔總額分析如下:

# 應付款項

- 一 未逾1年
- 一 逾1年及未逾5年

### **28 PENSION SCHEMES**

The Group has arranged for its Hong Kong employees to join the Mandatory Provident Fund Scheme ("the MPF Scheme"), a defined contribution scheme managed by an independent trustee. Under the MPF Scheme, each of the Group and its employees make monthly contributions to the scheme generally at 5% of the employees' earnings as defined under the Mandatory Provident Fund legislation. The monthly contributions of each of the employer and employees are subject to a cap of HK\$1,000 and thereafter contributions are voluntary.

As stipulated by rules and regulations in Mainland China, the Group contributes to state-sponsored retirement plans for its employees in Mainland China. The employees contribute approximately 6% to 20% of their basic salaries, while the Group contributes approximately 14% to 22.5% of such salaries and has no further obligations for the actual payment of pensions or post-retirement benefits beyond these contributions. The state-sponsored retirement plans are responsible for the entire pension obligations payable to retired employees.

During the year ended 31st March 2004, the aggregate amount of the Group's contributions to the aforementioned schemes was approximately HK\$300,000 (2003: HK\$311,000).

### 29 OPERATING LEASE COMMITMENTS

Total commitments payable under various non-cancellable operating agreements in respect of rented premises are analysed as follows:

# Amounts payable

- Not later than one year
- Later than one year and not later than five years

二零零四年 <b>2004</b> <i>千港元</i>	二零零三年 2003 <i>千港元</i>
HK\$'000	HK\$'000
683	1,433
572	1,235
1,255	2,668

綜合 Consolidated

# 賬目附註

# 30 或然負債

於二零零四年三月三十一日,本公司已就銀行向其附屬公司提供之銀行信貸提供公司擔保約146,545,000港元(二零零三年:101,200,000港元)(見附註31)。本公司之董事及本集團之管理層預期不會因該等擔保(來自日常業務),而產生重大負債。

# 31 銀行融資

於二零零四年三月三十一日,本集團來自多間銀行之透支、貸款及貿易融資之銀行融資總額約159,155,000港元(二零零三年:122,540,000港元)。於同日並未動用之信貸約69,691,000港元(二零零三年:37,131,000港元)。該等融資以下列方式作抵押:

- (i) 本集團及本公司之已抵押銀行存款分別約34,439,000港元(二零零三年:無)及13,645,000港元(二零零三年:無)(見附註18);
- (ii) 根據信託收據銀行貸款安排持有 之存貨抵押(見附註16);及
- (iii) 本公司提供之公司擔保(*見附註* 30)。

### 32 結算日後事項

於二零零四年五月十三日,本集團向Stemcor行使其認沽期權,要求Stemcor以23,400,000港元(相等於3,000,000美元),購回其3.5%股本權益,Stemcor已開立一張金額為23,400,000港元(相等於3,000,000美元)之九個月之函付期票予本集團(見附註14)。

### 33 賬目批准

此賬目於二零零四年六月二十三日獲董 事會批准。

### **30 CONTINGENT LIABILITIES**

As at 31st March 2004, the Company had provided guarantees of approximately HK\$146,545,000 (2003: HK\$101,200,000) to banks in respect of the banking facilities granted to its subsidiaries (see Note 31). The Company's Directors and the Group's management anticipate that no material liabilities will arise from such guarantees which arose in the ordinary course of business.

### 31 BANKING FACILITIES

As at 31st March 2004, the Group had aggregate banking facilities of approximately HK\$159,155,000 (2003: HK\$122,540,000) from several banks for overdrafts, loans, and trade financing. Unused facilities as at the same date amounted to approximately HK\$69,691,000 (2003: HK\$37,131,000). These facilities were secured by:

- (i) pledge of the Group's and the Company's bank deposits of approximately HK\$34,439,000 (2003: Nil) and HK\$13,645,000 (2003: Nil), respectively (see Note 18);
- (ii) pledge of inventories held under trust receipts bank loan arrangements (see Note 16); and
- (iii) guarantees provided by the Company (see Note 30).

### 32 SUBSEQUENT EVENT

On 13th May 2004, the Group exercised its put option to sell its 3.5% equity interest in Stemcor for HK\$23,400,000 (equivalent of US\$3,000,000), which was satisfied by a ninemonth promissory note amounting to HK\$23,400,000 (equivalent of US\$3,000,000) issued by Stemcor (see Note 14).

### 33 APPROVAL OF ACCOUNTS

The accounts were approved by the board of directors on 23rd June 2004.

