iSteelAsia Holdings Limited

亞鋼集團有限公司*



香港聯合交易所有限公司(「聯交所」) 創業板(「創業板」) 之特色

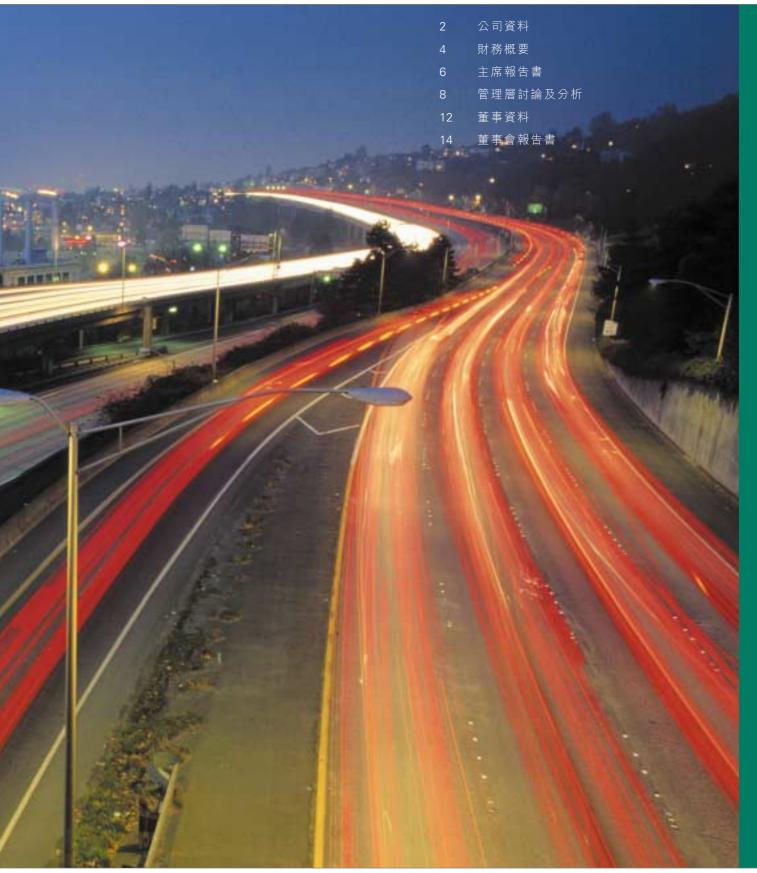
創業板乃為帶有高投資風險的公司提供一個上市的市場。尤其在創業板上市的公司毋須有過往溢利記錄,亦毋須預測未來溢利。此外,在創業板上市的公司可因其新興性質及該等公司經營業務的行業或國家而帶有風險。有意投資的人士應了解投資於該等公司的潛在風險,並應經過審慎周詳的考慮後方可作出投資決定。創業板的較高風險及其他特色表示創業板較適合專業及其他資深投資者。

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。



目 錄



公司資料

董事會

姚祖輝先生,主席

符氣清先生

David Michael Faktor先生*

黄英豪先生**

馬景煊先生**

譚競正先生**

- * 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

吳斌先生FCPA

審核委員會

黄英豪先生

馬景煊先生

譚競正先生

核數師

羅兵咸永道會計師事務所

執業會計師

律師

何君柱、方燕翔律師樓(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 HM 11 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

恒生銀行 東亞銀行 一 上海分行 華一銀行 一 上海分行 永亨銀行 一 澳門分行

股份代號 8080(股份)

8356(認股權證),將於二零零五年六月十七日到期



04



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

	二零零一年	二零零二年	二零零三年	二零零四年	二零零五年
	千港元	千港元	千港元	千港元	千港元
營業額	183,329	428,345	811,142	1,429,443	859,685
除税前(虧損)/溢利	(112,034)	(18,811)	8,464	(25,042)	(4,497)
税項	(20)	1,472	(1,840)	(889)	(5,946)
除税後但未計少數股東權益前					
(虧損)/溢利	(112,054)	(17,339)	6,624	(25,931)	(10,443)
少數股東權益	_	(1)	(34)	220	
股東應佔(虧損)/溢利	(112,054)	(17,340)	6,590	(25,711)	(10,443)

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。
- 2. 本集團截至二零零一年三月三十一日止年度之綜合損益表乃假設本集團之現有架構已於該年度一直存在而編製。







綜合資產負債表

於三月三十一日

二零零一年	二零零二年	二零零三年	二零零四年	二零零五年
千港元	千港元	千港元	千港元	千港元
3,223	2,306	3,230	2,922	1,411
3,788	2,165	918	43	21
24,974	28,201	685	2,136	780
_	_	_	4,483	_
66,302	194,354	333,885	377,603	163,536
(74,573)	(215,660)	(324,033)	(374,542)	(163,611)
23,714	11,366	14,685	12,645	2,137
145,450	156,450	156,450	159,638	159,659
2,700	(4,608)	(7,913)	13,904	13,818
(124,436)	(141,776)	(135,186)	(160,897)	(171,340)
23,714	10,066	13,351	12,645	2,137
_	1,300	1,334	_	_
23,714	11,366	14,685	12,645	2,137
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附註:

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

06



主 席 報 告 書

本人謹代表董事會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」)截至二零零五年三月三十一日止年度之經審核綜合業績。

 之一年,但吾等將繼續竭盡所能集中改善本公司業務之成本效率及效益。吾等之最終目標乃為股東賺取更豐厚之回報。

本報告為本公司自亞鋼於二零零零年四月在聯交所 創業板上市以來第五份年報。截至二零零五年三月 三十一日止財政年度對本集團而言為挑戰重重之一 年。儘管年內推出宏觀調控措施及調高利率以控制 增長之步伐,但中國經濟仍未見放緩跡象。於二零 零五年第一季,經濟增長速度高達9.5%。本公司於 回顧年度內面對價格波動、難以預料之宏觀調控措 施及利率出現上調趨勢等種種挑戰。管理層已採取 主動,並將繼續致力克服此等外在挑戰,嘗試確定 及採取正確之策略。

展望

如前所述,鑑於目前經營環境困難,加上利率出現 上調趨勢,故本公司有迫切需要加強其財務狀況 (包括其資產負債表及現金流量),以及開拓其他經 營模式,以強化本集團之收益基礎,冀可為股東賺







取最豐厚之回報。亞鋼董事會已認真考慮若干集資 行動及引入新策略夥伴。吾等認為,該行動將會改 善本集團之資產負債表及財務狀況,並讓本集團得 以借助新引入策略夥伴之經驗及資源發掘新投資機 會,從而鞏固本集團之業務前景,令本公司在迎接 未來之不同挑戰時得以處於更穩固之狀況。於本報 告書日期,吾等欣然匯報,本集團於二零零五年五 月十九日與一群策略投資者就一項現金投資及策略 夥伴關係訂立協議。參照本集團於二零零五年五月 十九日發表之公告,該群投資者(「投資者」)為 North Asia Strategic Acquisition Corp.及曾國泰先 生。須各自同時完成之連串交易涉及本公司現有股 份之股本重組、向於截止過戶日期名列股東名冊之 本公司登記股東提出公開發售,以及投資者認購新 股及可換股債券。待監管機構及本公司股東批准 後,此等連串交易於完成時將提高本公司之現金水 平逾30,000,000港元,而投資者將成為本公司之控 股股東。本公司之管理層相信,由於該行動將大幅 提升本公司之財務狀況,加上本公司有機會利用一群擁有豐富經驗及廣泛人脈網絡之國際專業投資者及經理之專業知識,故長遠而言對本公司有利。因此,謹請全體股東細閱本公司發表之一切有關公告及資料。本公司將盡其所能在切實可行情況下盡快向股東發佈資料。

致謝

本人謹代表董事會衷心感謝全球供應商及客戶多年 來對本集團產品及服務之信任及支持。本人亦藉此 機會感謝各股東對亞鋼之信心,以及各員工之貢獻 及努力。憑藉如此堅定之承諾,吾等將繼續為亞鋼 之長遠發展而努力。

> 主席 姚祖輝

二零零五年六月九日



管理層討論及分析

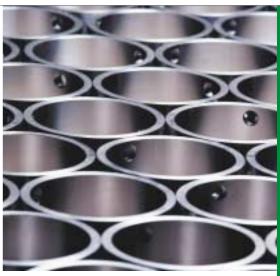
財務及業務表現

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二零零五年三月三十一日止財政年度之全年業績。截至二零零五年三月三十一日止年度,亞鋼集團錄得營業額約860,000,000港元,較去年之業績減少40%。

於回顧年度內,亞鋼集團錄得股東應佔虧損約 10,443,000港元,較上一個財政年度之虧損數字約 25,711,000港元下跌約59%。然而,深入分析數字 後顯示,亞鋼集團在核心貿易業務之表現可見於 352,000港元(撇除出售投資之淨收益約911,000港 元)之經營虧損,反映較上一個截至二零零四年三 月三十一日止年度之相若數字約3,294,000港元(撇 除一項投資之減值虧損約20,414,000港元)減少溢利約3,646,000港元。經營溢利能力減弱主要由於財政年度內,鋼材價格波動及中國中央政府選擇性地實施之緊縮措施造成充滿挑戰之營商環境所致。在此等情況下,管理層致力綜合本集團有限之財政資源,調配予邊際利潤較高之經篩選鋼材產品及可帶來更大回報之經篩選地區上。於回顧年度內,本集團已透過上海辦事處鞏固了北京和天津市場之覆蓋範圍而撤離該兩地之分公司。管理層之努力正好反映在雖然營業額有所下降,但年內之邊際毛利率仍較去年之2.7%增加了33%至約3.6%。投資方面,本集團亦已撤離多個投資項目,包括收取投資Stemcor Holdings Limited (「Stemcor」)之初期投資資金及撤離對光亞有限公司(前稱光亞科技有限公司)之投資,並重新調撥此等資金至本集團之核







心業務。與此同時,考慮到市況不景以及相關風險,亞鋼集團之管理層對其資產之面值及業務採取審慎檢討,並為有關存貨、應收帳款、遞延税項資產及受爭議之按金作出約9,889,000港元之所需減值撥備。該等撥備是在採取保守之基準上作出。

目前,本集團之管理層年內已成功按規模經濟善用資源,以達致業務增長,此主要歸因於未計及銷售存貨之成本及財政費用之總成本(「經營成本」)減少,由去年約36,573,000港元減至本年度約32,633,000港元,較同期減少約11%。儘管營業額下跌,惟由於息率增加,故年內之利息支出約為5,056,000港元,佔營業額約0.59%,而利息支出僅佔上一個財政年度之營業額0.55%。

財政資源及流動資金

於二零零五年三月三十一日,亞鋼集團之短期銀行貸款總額約為24,360,000港元(二零零四年:51,426,000港元),包括信託收據銀行貸款及短期營運資金之銀行貸款。短期營運資金之銀行貸款約為21,735,000港元(二零零四年:24,570,000港元),按5.5%至5.6%不等之年利率(二零零四年:年利率4.5%至5.4%)計算利息。於二零零五年三月三十一日,資本負債比率(短期銀行貸款除以股東權益)約為11.40(二零零四年:4.07)。資本負債比率急劇大幅上升(180%),反映本集團於回顧年度大幅增加其槓桿借貸。雖然短期銀行貸款因本集團之存貨水平下降而減少,但仍不足以彌補本集團股本價值之下跌。長年之虧損令本集團股本價值之下跌。長年之虧損令本集團股本價值下跌,

管理層討論及分析

加上鋼材業內風險日增之宏觀情緒,致使銀行收緊給予本集團之資源。於二零零五年三月三十一日,亞鋼集團之銀行信貸總額約為88,125,000港元(二零零四年:159,155,000港元),主要來自數間銀行所提供之透支、貸款及貿易融資。截至同日未動用之信貸約為63,765,000港元(二零零四年:69,691,000港元)。該等信貸以(a)亞鋼提供之公司擔保及/或(b)亞鋼集團根據信託收據銀行貸款安排持有之存貨以及作抵押之銀行存款作為擔保。

除上述之銀行信貸外,本集團亦絕大部份依靠其最大股東一萬順昌集團有限公司(「萬順昌」)(股份代號:1001)聯同其附屬公司(「萬順昌集團」),即善用聚集萬順昌集團購買力之優勢。本公司利用萬順昌集團作為本集團之供應商,藉此享有鋼廠提供之更優惠條件。於二零零四/零五財政年度結束時,本集團應付萬順昌集團之未償還餘額超逾118,000,000港元(二零零三/零四財政年度:超逾205,000,000港元)。

現金及現金等值項目

於二零零五年三月三十一日,作為本集團銀行信貸 抵押品之銀行存款約為16,080,000港元(二零零四 年:34,439,000港元)。

於二零零五年三月三十一日,亞鋼集團之現金及銀行存款約為29,343,000港元(二零零四年:89,872,000港元),其中約11,701,000港元以人民幣為單位,存放於中國之多間銀行。

投資

年內,投資包括Stemcor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。根據認沽期權協議,亞鋼集 團將可在不早於Stemcor之股東權益低於 15,000,000英鎊(如Stemcor管理層帳目不時所示) 之日或二零零二年四月三十日(以較早者為準,但 不可遲於二零零二年十月三十一日) 行使認沽期 權。行使認沽期權之屆滿日期分別由二零零二年十 月三十一日延遲至二零零三年十月三十一日,並且 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。其後,承付期票已於二零零五年三月一日到期 日兑現。

於截至二零零五年三月三十一日止年度內,亞鋼集 團取得Stemcor約659,000港元(二零零四年: 421,000港元)之股息收入。投資回報約為2.82% (二零零四年:1.80%)。

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。銷售主要視乎客戶所處地點分別以人民幣、美元及港元結帳。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

管理層討論及分析

相對不大,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。

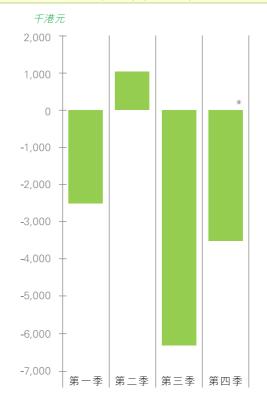
僱員數目、酬金政策及購股權計劃

於二零零五年三月三十一日,亞鋼集團僱用42名員工(二零零四年:80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9,416,000港元(二零零四年:15,232,000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。截至本報告日期概無按新計 劃授出任何購股權。新計劃已被採納以取替過往之 舊計劃,而所有舊計劃授予之購股權仍可按舊有條 款行使。



股東應佔溢利/(虧損)(按季度)



* 該金額並不計算出售投資之淨收益約911,000港元。

董事資料

執行董事(於二零零五年三月三十一日)

姚祖輝先生

姚祖輝先生,39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。

符氣清先生

符氣清先生,49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及香港大學電子商務碩士學位。

非執行董事(於二零零五年三月三十一日)

David Michael Faktor先生

David Michael Faktor先生,44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。

獨立非執行董事(於二零零五年三月三十一日)

黃英豪先生

黃英豪先生,太平紳士,42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、金利來集團有限公司、勤+緣媒體服務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。

董事資料

馬景煊先生

馬景煊先生,48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。

譚競正先生

譚競正先生,55歲,董事。彼於二零零四年九月加入本集團。譚先生於加拿大康戈迪亞大學畢業,並持有商學士學位,彼持有香港及加拿大之會計師資格。譚先生為香港執業會計師並為譚競正會計師事務所的東主,彼亦是破產管理署註冊執業會計師。譚先生於會計及破產管理行業富於經驗。彼現任多個會計及清盤專業組織的咨詢委員會成員,彼多年來熱心香港社會工作。譚先生亦為首長四方(集團)有限公司、信星鞋業集團有限公司、中建電訊集團有限公司、星光集團有限公司及萬順昌之獨立非執行董事。

董事會(「董事會」) 欣然提呈截至二零零五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

本集團截至二零零五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26。

主要客戶及供應商

截至二零零五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22%,而本集團五大供應商佔本集團總購買額約80%。

截至二零零五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50%。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,但逾期結餘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

本集團截至二零零五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,並建議將於二零零五年三月三十一日之累計虧損約171,340,000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21及23。

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24。

於二零零五年三月三十一日,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14。

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11。

銀行貸款

於二零零五年三月三十一日之銀行貸款詳情載於隨附之賬目附註18。

退休金計劃

退休金計劃之詳情載於隨附之賬目附註27。

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 (於二零零四年六月三十日辭任)

符氣清先生, 行政總裁

非執行董事

David Michael Faktor先生

時大鯤先生 (於二零零四年四月二十九日辭任)

獨立非執行董事

馬景煊先生

黄英豪先生

譚競正先生 (於二零零四年九月三十日獲委任)

根據本公司組織章程之細則第86(2)條及第87(1)條規定,譚競正先生及馬景煊先生將告退,惟彼等同意於應屆股東週年大會膺選連任。

董事服務合約

姚祖輝先生與本集團已訂立服務合約年期自二零零零年四月一日起生效及其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及淡倉

於二零零五年三月三十一日,本公司及其任何相聯法團(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之權益或淡倉包括(a)根據證券及期貨條例第XV部第7及第8分部已知會本公司及聯交所(包括根據證券及期貨條例之該等規定被認為或視作擁有之權益或淡倉);或(b)必須列入根據證券及期貨條例第352條予以存置之登記冊內;或(c)按創業板上市規則第5.46條至第5.67條規定,根據上市公司董事進行證券交易的標準守則(「標準守則」)必須知會本公司及聯交所之權益或淡倉載列如下:

本公司股份及相關股份之權益

			А	设份數目及	認股權證	購股權	
姓名	權益性質	董事應佔權益	持股之權	既約百分比	數目	數目	累計權益
				(附註1)	(附註2)		
姚祖輝先生	—TN Development	被視作擁有					
	所持之公司權益 <i>(附註3)</i>	之權益 (間接)	163,367,600	(10.23%)	39,260,320	_	202,627,920
	—Huge Top所持	超過三分之一					
	之公司權益(附註4)	(間接)	159,811,344	(10.01%)	31,962,268	_	191,773,612
	一VSC BVI所持	透過Huge Top					
	之公司權益(附註5)	(間接)	301,026,000	(18.86%)	60,205,200	_	361,231,200
	—Right Action所持	100%(直接)					
	之公司權益(附註6)		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
符氣清先生	一個人權益(附註7)	100%(直接)	_	(—)	_	11,750,000	11,750,000

董事及最高行政人員於股份、相關股份及債權證之權益及淡倉(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. 於二零零五年三月三十一日,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%。姚祖輝先生乃TN Development兩名董事之一。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. 於二零零五年三月三十一日,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約11.91%及透過Perfect Capital International Corp.(「Perfect Capital」)間接擁有Huge Top已發行股本約42.86%,並在Huge Top之股東大會上擁有多於三份一之投票權。姚祖輝先生擁有Perfect Capital全部已發行股本,姚祖輝先生乃Huge Top兩名董事之一。前述董事於本公司證券之該等權益乃屬公司權益。
- 5. 於二零零五年三月三十一日,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47.05%。姚祖輝先生乃VSC BVI不時兩名董事之一。VSC BVI為萬順昌之全資附屬公司。前述董事於本公司證券之該等權益乃屬公司權益。
- 6. 於二零零五年三月三十一日,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。該等於本公司之權益乃屬公司權益。
- 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及淡倉(續)

本公司股份及相關股份之權益(續)

截至二零零五年三月三十一日止年度內,本公司一直遵守已於二零零四年三月三十一日採納之標準守則作 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第5.46條。

除上文披露者外,於二零零五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、相關股份及債權證之權益或被視作擁有之權益或淡倉包括(a)根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所(包括根據證券及期貨條例之該等規定被認為或視作擁有之權益或淡倉):或(b)必須列入根據證券及期貨條例第352條予以存置之登記冊內;或(c)按創業板上市規則第5.46條至第5.67條規定,根據標準守則必須知會本公司及聯交所之權益或被視作擁有之權益或淡倉。

董事的合約權益

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第XV部第2及第3分部須披露人士之權益及淡倉

於二零零五年三月三十一日,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(連同任何涉及該等股本的購股權):

權益

		股份數目及	認股權證		
名稱	權益性質	持股之概約百分比	數目	累計權益	附註
本公司之主要股東					
VSC BVI	一 直接擁有 一 被視為透過	301,026,000 (18.86%)	60,205,200	361,231,200	
	TN Development間接擁有	163,367,600 (10.23%)	39,260,320	202,627,920	
		464,393,600 (29.09%)	99,465,520	563,859,120	1
萬順昌	一 透過VSC BVI間接擁有 一 被視為透過	301,026,000 (18.86%)	60,205,200	361,231,200	
	TN Development 間接擁有	163,367,600 (10.23%)	39,260,320	202,627,920	
		464,393,600 (29.09%)	99,465,520	563,859,120	1 & 2
Huge Top	一 直接擁有	159,811,344 (10.01%)	31,962,268	191,773,612	
	一 透過VSC BVI間接擁有	301,026,000 (18.86%)	60,205,200	361,231,200	
	一 被視為透過 TN Development 間接擁有	163,367,600 (10.23%)	39,260,320	202,627,920	
		624,204,944 (39.10%)	131,427,788	755,632,732	1, 2 & 3

根據證券及期貨條例第XV部第2及第3分部須披露人士之權益及淡倉(續)權益(續)

		股份數目及	認股權證		
名稱	權益性質	持股之概約百分比	數目	累計權益	附註
+ · · · · · · · · · · · · ·					
本公司之主要股東					
Perfect					
Capital	— 透過Huge Top間接擁有	159,811,344 (10.01%)	31,962,268	191,773,612	
	一 透過VSC BVI間接擁有	301,026,000 (18.86%)	60,205,200	361,231,200	
	一 被視為透過				
	TN Development 間接擁有	163,367,600 (10.23%)	39,260,320	202,627,920	
		004.004.044.(00.400)	404 407700	755 000 700	1 0 0 0
		624,204,944 (39.10%)	131,427,788	755,632,732	1, 2 & 3
姚潔莉女士	一 被視為透過				
<i>加 条</i> 利 久 工	Huge Top間接擁有	159,811,344 (10.01%)	31,962,268	191,773,612	
	一 被視為透過	,		,	
	VSC BVI間接擁有	301,026,000 (18.86%)	60,205,200	361,231,200	
	一 被視為透過				
	TN Development 間接擁有	163,367,600 (10.23%)	39,260,320	202,627,920	
		624,204,944 (39.10%)	131,427,788	755,632,732	1,2,3 & 4
TND	去 坟 捺 七	100 007 000 /10 000/ \	00 000 000	000 007 000	F
TN Development	一 直接擁有	163,367,600 (10.23%)	39,260,320	202,627,920	5
本公司之其他股東					
, 5 9 2 10 10 10					
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第XV部第2及第3分部須披露人士之權益及淡倉(續)

附註:

- 1. 於二零零五年三月三十一日,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。於二零零五年三月三十一日,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. 於二零零五年三月三十一日,Perfect Capital擁有Huge Top已發行股本約42.86%。Huge Top於二零零五年三月三十一日實益擁有萬順昌已發行股本約47.05%權益,因此於二零零五年三月三十一日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間接擁有相同總額權益。
- 4. 於二零零五年三月三十一日,姚潔莉女士為TN Development及Huge Top兩名董事之一,而此兩家公司餘下之董事均為姚祖輝先生(乃姚潔莉女士之弟)。因此,姚潔莉女士透過Huge Top間接合共擁有624,204,944股股份及131,427,788份認股權證權益。
- 5. 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薄影響。

除上文披露者外,於二零零五年三月三十一日,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(連同任何涉及該等股本的購股權)。

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)

舊計劃

新計劃

根據舊及新計劃可發行股份 3. 行股本百分比

52,750,000股股份(約佔已發行股 總數及於本年報日期佔已發 本約3.3%),為於本年報日期尚未 行使之購股權。

根據新計劃,本公司初步可授予 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。

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。

每位參與人士根據舊及新計 4. 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%。

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,在仟何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 按舊計劃(但仍視乎該計劃包括之 自購股權提出授予之日起計不得 5. 根據購股權須認購股份的期 限 提早撤銷條款),自接納購股權之 超過十年。 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最 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 6. 短期限 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 條款授予購股權。 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 需支付1港元作為授予購股權之作 承授人於接納本公司建議授予之 額以及付款或通知付款的期 價,而購股權必須於授予日期起 購股權時,必須於授予日期起計 限或償還申請購股權貸款的 計28日內接納。 28日內向本公司繳交不可退回之 期限 現金10港元。

購股權計劃(續)

舊計劃

新計劃

- 8. 釐定行使價的基準
- 購股權之行使價最少將以下列中 購股權之行使價最少將以下列中 最高者為準:
 - 最高者為準:
- (須為營業日)在聯交所每 日報價表所列之收市價;
- 股份於提出授予購股權當日 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. 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
- 股份於緊接提出授予購股權 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
- 股份面值。 C.
- 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 新計劃將由採納日(即二零零二年 日前一直有效。於二零零二年六 有效。 月十日,本公司股東議決舊計劃 由該日起取消。

採納及原於二零一零年四月十二 六月十日) 起生效及於十年內一直

購股權計劃(續)

根據舊計劃,於截至二零零五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:

					親	人 大 大 性 数 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
董事:—							
姚祖輝先生	二零零零年	0.485港元	二零零零年十一月七日	二零零一年十一月八日至			
	十一月七日		至二零零一年十一月七日	二零一零年四月十二日	5,000	_	5,000
符氣清先生	二零零零年	0.360港元	二零零零年七月三日	二零零一年十月一日至			
	七月三日		至二零零一年九月三十日	二零一零年四月十二日	250	_	250
	二零零零年	0.485港元	二零零零年十一月七日	二零零一年十一月八日至			
	十一月七日		至二零零一年十一月七日	二零一零年四月十二日	11,500	_	11,500
.l. ÷l					40.750		40.750
小計					16,750		16,750
僱員:—							
共計	二零零零年	0.360港元	二零零零年七月三日至	二零零一年十月一日至			
	七月三日		二零零一年九月三十日	二零一零年四月十二日	19,600	(7,500)	12,100
共計	二零零零年	0.485港元	二零零零年十一月七日至	二零零一年十一月八日至			
	十一月七日		二零零一年十一月七日	二零一零年四月十二日	38,900	(13,000)	25,900
/l>≑L					E0	(20 500)	20.000
小計					58,500	(20,500)	38,000
舊計劃總計					75,250	(20,500)	54,750

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。

關連交易

與關連人士之交易之詳情載於隨附之賬目附註2。

於截至二零零五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David Michael Faktor先生(「Faktor先生」)為Stemcor Holdings Limited(「Stemcor」)(主要業務為國際鋼材貿易)之董事。於二零零五年三月三十一日,Faktor先生擁有252,500股Stemcor股份,佔Stemcor之已發行股本3.8%。

董事於競爭性業務之權益(續)

姚祖輝先生(「姚先生」)為本公司董事會之主席,並為萬順昌(於聯交所主板上市)董事會之主席,而萬順昌亦經營鋼材貿易業務。於二零零五年三月三十一日,姚先生於萬順昌或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份及債權證中擁有之權益或淡倉包括(a)根據證券及期貨條例第XV部第7及第8分部已知會聯交所(包括根據證券及期貨條例之該等規定被認為或視作擁有之權益或淡倉);或(b)必須列入根據證券及期貨條例第352條予以存置之登記冊內;或(c)根據標準守則必須知會聯交所之權益或淡倉載列如下:

權益性質	姚先生應佔權益	股份數目 <i>(附註1)</i>	概約百分比
— Huge Top所持之公司權益 <i>(附註2)</i>	被視作擁有之權益(間接)	173,424,000	47.05%
一 個人權益	100%(直接)	1,614,000	0.44%

附註:

- 1. 該等股份乃萬順昌已發行股本中每股面值0.10港元之普通股。
- 2. 於二零零五年三月三十一日,Huge Top持有173,424,000股萬順昌股份。姚先生乃Huge Top兩名董事之一。姚先生直接持有11.91%及透過Perfect Capital International Corp.(「Perfect Capital」)間接擁有Huge Top已發行股份約42.86%,並在Huge Top之股東大會上擁有多於三份一之投票權。姚先生擁有Perfect Capital全部已發行股本。

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Faktor先生及姚先生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二零零五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。

確認獨立非執行董事之獨立性

每位獨立非執行董事已根據創業板上市規則第5.09條或5.11條之規定提交確認其符合獨立性之首次/週年確認書。本公司認為所有獨立非執行董事皆符合載於創業板上市規則第5.09條之獨立性指引,並根據該指引屬獨立人士。

公司管治

董事認為本公司於本會計年度內一直遵守二零零四年十二月三十一日前生效之創業板上市規則第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(「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。審核委員會由三位獨立非執行董事組成,分別為馬景煊先生、黃英豪先生及譚競正先生。按創業板上市規則第5.08條之規定,其中一名審核委員會成員為獨立非執行董事並為合適專業會計專才。本公司現正提呈之截至二零零五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二零零五年三月三十一日止三個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續聘其於來年擔 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,二零零五年六月九日

Contents 目錄

核婁	牧師報告	Auc	litors' Report	33
	計量益表		asolidated Profit and Loss Account	35
	E負債表		ance Sheets	36
綜合	引金流量表	Cor	solidated Cash Flow Statement	38
綜合	除限東權益變動報表	Cor	isolidated Statement of Changes in Equity	39
賬目	剛計	Not	es 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 revenues	49
4	經營溢利/(虧損)	4	Operating profit/(loss)	50
5	財務費用	5	Finance costs	50
6	員工成本(包括董事酬金)	6	Staff costs (including directors' emoluments)	51
7	董事及高級行政人員酬金	7	Directors' and senior executives' emoluments	51
8	税項	8	Taxation	53
9	股東應佔虧損	9	Loss attributable to shareholders	54
10	每股虧損	10	Loss per share	54
11	固定資產	11	Fixed assets	55
12	網站開發成本	12	Website development costs	55
13	投資	13	Investments	56
14	於附屬公司之投資	14	Investments in subsidiaries	57
15	存貨	15	Inventories	60
16	應收賬款及票據	16	Accounts and bills receivable	60
17	現金及銀行存款	17	Cash and bank deposits	61
18	短期銀行借貸	18	Short-term bank borrowings	61
19	應付賬款及票據	19	Accounts and bills payable	61
20	遞延税項	20	Deferred taxation	62
21	股本	21	Share capital	63
22	認股權證	22	Warrants	63
23	購股權	23	Share options	64
24	儲備	24	Reserves	65
25	綜合現金流量表附註	25	Notes to the consolidated cash flow statement	67
26	分類資料	26	Segment information	71
27	退休金計劃	27	Pension schemes	74
28	營業租約承擔	28	Operating lease commitments	74
29	或然負債	29	Contingent liabilities	75
30	銀行融資	30	Banking facilities	75
31	結算日後事項	31	Subsequent events	75
32	賬目批准	32	Approval of accounts	76

Auditors' Report 核數師報告

PRICEV/ATERHOUSE COOPERS @

羅兵咸永道會計師事務所

PricewaterhouseCoopers 22/F, Prince's Building Central, Hong Kong

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76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 貴公司與 貴集團之具體情況,及 有否貫徹應用並足夠披露該等會計政策。

AUDITORS' REPORT TO THE SHAREHOLDERS OF ISTEELASIA HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

We have audited the accounts on pages 35 to 76 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 Institute of Certified Public 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

意見的基礎(續)

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。

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 貴集團於二零零五年三 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。

羅兵咸永道會計師事務所

執業會計師

香港,二零零五年六月九日

BASIS OF OPINION (Cont'd)

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.

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 2005 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.

PricewaterhouseCoopers

Certified Public Accountants

Hong Kong, 9th June 2005

Consolidated Profit and Loss Account 綜合損益表

For the year ended 31st March 2005 截至二零零五年三月三十一日止年度

		附註 Note	二零零五年 2005 <i>千港元</i> <i>HK\$′000</i>	二零零四年 2004 <i>千港元</i> HK\$'000
營業額 銷售成本	Turnover Cost of sales	3	859,685 (828,580)	1,429,443 (1,390,654)
毛利	Gross profit		31,105	38,789
其他收入	Other revenue	3	1,239	1,078
銷售及分銷支出 一般及行政支出 出售投資之	Selling and distribution expenses General and administrative expenses Gain on disposal of investments, net		(7,494) (25,139)	(7,891) (28,682)
淨收益 一項投資減值虧損	Impairment loss of an investment	13	911 —	<u> </u>
出售附屬公司 之淨虧損	Loss on disposal of subsidiaries, net	25(c)	(63)	<u> </u>
經營溢利/(虧損)	Operating profit/(loss)	4	559	(17,120)
財務費用	Finance costs	5	(5,056)	(7,922)
除税前虧損	Loss before taxation		(4,497)	(25,042)
税項	Taxation	8	(5,946)	(889)
除税後但未計少數 股東權益前虧損	Loss after taxation but before minority interests		(10,443)	(25,931)
少數股東權益	Minority interests			220
股東應佔虧損	Loss attributable to shareholders	9	(10,443)	(25,711)
每股虧損-基本	Loss per share — Basic	10	HK(0.65) cents	HK(1.63) cents

Balance Sheets 資產負債表 As at 31st March 2005 於二零零五年三月三十一日

			綜合 Consolidated			本公司 Company	
			二零零五年	二零零四年	二零零五年	二零零四年	
			2005	2004	2005	2004	
		附註	千港元	千港元	千港元	千港元	
		Note	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
非流動資產	Non-current assets						
固定資產	Fixed assets	11	1,411	2,922	_	_	
網站開發成本	Website development costs	12	21	43	_	_	
長期投資	Long-term investment	13	780	2,136	_	2,136	
遞延税項資產	Deferred tax assets	20	_	4,483	_		
於附屬公司之投資	Investments in subsidiaries	14	_	_	1	1	
非流動資產總額	Total non-current assets	-	2,212	9,584	1	2,137	
,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		-					
流動資產	Current assets						
短期投資	Short-term investment	13	-	23,400	_	_	
存貨	Inventories	15	94,936	131,082	_	_	
購貨按金	Deposits for purchase of inventories		27,387	89,321	_	_	
預付款項、按金及	Prepayments, deposits and						
其他應收款項	other receivables		7,893	12,735	30	53	
應收賬款及票據	Accounts and bills receivable	16	3,977	31,193	_	_	
有抵押銀行存款	Pledged bank deposits	17	16,080	34,439	13,049	13,645	
現金及其他	Cash and other bank						
銀行存款	deposits	17	13,263	55,433	12	3,961	
流動資產總額	Total current assets	-		377,603	13,091		
流動負債	Current liabilities						
短期銀行借貸	Short-term bank borrowings	18	(24,360)	(51,426)	_	_	
應付賬款及票據	Accounts and bills payable	2 & 19	(121,018)	(284,445)	_	_	
其他應付款項	Other payables		(1,807)	(517)	_	_	
應計負債	Accruals		(5,634)	(2,082)	(71)	(50)	
預收款項	Receipts in advance		(5,256)	(30,065)	_	_	
應繳税項	Taxation payable	_	(5,536)	(6,007)	_	_	
流動負債總額	Total current liabilities		(163,611)	(374,542)	(71)	(50)	
\\ \tau_1 \(\frac{1}{2} \\ \frac{1} \\ \frac{1}{2} \\ \frac{1} \\ \frac{1} \\ \frac{1} \\ \frac{1}{2} \\ \frac{1}{2} \\ \frac		-					
流動(負債)/ 資產淨額	Net current (liabilities)/assets		(75)	3,061	13,020	17,609	
北 法私在 <i>连</i>	N p. t. m. t						
非流動負債	Non-current liabilities						
應付附屬 公司款項	Amounts due to subsidiaries	14	_	_	(3,907)	(4,702)	
A HIMY							
資產淨額	Net assets		2,137	12,645	9,114	15,044	

Balance Sheets 資產負債表

As at 31st March 2005 於二零零五年三月三十一日

			綜合 Consolidated			本公司 ompany
			二零零五年	二零零四年	二零零五年	二零零四年
			2005	2004	2005	2004
		附註	千港元	千港元	千港元	千港元
		Note	HK\$'000	HK\$'000	HK\$'000	HK\$'000
包括:	Representing:					
股本	Share capital	21	159,659	159,638	159,659	159,638
儲備	Reserves	24	(157,522)	(146,993)	(150,545)	(144,594)
股東權益	Shareholders' equity		2,137	12,645	9,114	15,044

主席董事兼行政總裁姚祖輝符氣清Andrew Cho Fai Yao
ChairmanDesmond Hay Ching FuDirector and Chief Executive Officer

Consolidated Cash Flow Statement 綜合現金流量表 For the year ended 31st March 2005 截至二零零五年三月三十一日止年度

			二零零五年	二零零四年
			2005	2004
		附註	千港元	千港元
		Note	HK\$'000	HK\$'000
經營活動	Operating activities			
經營所產生之現金(流出)/	Net cash (outflow)/inflow generated			
流入淨額	from operations	25(a)	(52,162)	55,554
已收利息	Interest received		580	657
已付利息	Interest paid		(5,056)	(7,922)
已付中國企業所得税	Mainland China enterprise income tax paid		(2,096)	(704)
已退回中國企業所得税	Mainland China enterprise income tax refunded		473	324
經營活動之現金(流出)/	Net cash (outflow)/inflow			
流入淨額	from operating activities		(58,261)	47,909
投資活動	Investing activities			
已收一項投資之股息	Dividend received from an investment		659	421
長期投資之增加	Increase in long-term investment		(780)	_
出售投資所得款項	Proceeds from disposal of investments		26,447	_
出售附屬公司所得款項,	Proceeds from disposal of subsidiaries,			
扣除出售之現金	net of cash disposed of	25(c)	(1,396)	_
添置固定資產	Additions of fixed assets		(191)	(1,021)
出售固定資產所得款項	Proceeds from disposal of fixed assets		129	142
添置網站開發成本	Additions of website development costs		(5)	(17)
已抵押銀行存款之	Decrease/(Increase) in pledged			
減少/(增加)	bank deposits		18,359	(34,439)
滙兑調整	Translation adjustments		(86)	(48)
投資活動之現金流入/	Net cash inflow/(outflow) from investing activities			
(流出)淨額			43,136	(34,962)
融資活動前之現金(流出)/	Net cash (outflow)/inflow before			
流入淨額	financing activities		(15,125)	12,947
融資活動	Financing activities	25(b)		
發行普通股	Issue of ordinary shares		21	68
新增短期銀行貸款	New short-term bank loans		6,615	68,480
償還短期銀行貸款	Repayment of short-term bank loans		(9,450)	(62,857)
信託收據銀行貸款之減少淨額			(24,231)	(11,331)
已付一間附屬公司之	Distribution paid to minority shareholders		, , , ,	, , , , , , ,
少數股東之權益	of a subsidiary		_	(1,114)
融資活動之現金流出淨額	Net cash outflow from financing activities		(27,045)	(6,754)
現金及現金等值項目之	(Decrease)/Increase in cash and cash equivalents			
(減少)/增加			(42,170)	6,193
年初之現金及現金等值項目	Cash and cash equivalents, beginning of year		55,433	49,240
年終之現金及現金等值項目	Cash and cash equivalents, end of year	25(d)	13,263	55,433

Consolidated Statement of Changes in Equity 綜合股東權益變動報表 For the year ended 31st March 2005 截至二零零五年三月三十一日止年度

		附註 Note	二零零五年 2005 <i>千港元</i> <i>HK\$'000</i>	二零零四年 2004 <i>千港元</i> HK\$'000
年初之結餘	Balance as at beginning of year		12,645	13,351
股東應佔虧損	Loss attributable to shareholders	24	(10,443)	(25,711)
滙兑調整	Translation adjustments	24	(86)	(48)
一項長期投資公平 價值變動	Change in fair value of a long-term investment	24	548	1,451
因出售一項長期投資 而釋放之 投資重估儲備	Realisation of investment revaluation reserve upon disposal of a long-term investment	24	(548)	_
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		_	20,414
發行普通股所得	Proceeds from issue of ordinary shares	21	21	3,188
年終之結餘	Balance as at end of year		2,137	12,645

39

1 主要會計政策

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

本財務報表乃根據香港公認之會 計原則、香港會計師公會頒出的 會計準則及香港公司條例之披露 規定而編製。本財務報表乃根據 歷史成本慣例編製,惟投資按公 平價值列賬。

(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,連 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 Institute of Certified Public Accountants ("HKICPA") and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention except that investments are stated at fair value.

The HKICPA issued a number of new and revised Hong Kong Financial Reporting Standards and Hong Kong Accounting Standards ("new HKFRSs") which are effective for accounting periods beginning on or after 1st January 2005. The Group has not early adopted these new HKFRSs in the accounts for the year ended 31st March 2005. The Group has already commenced an assessment of the impact of these new HKFRSs but is not yet in a position to state whether these new HKFRSs would have a significant impact on its results of operations and financial position.

(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(如有)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。

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, investments in subsidiaries are stated at cost less accumulated impairment losses, if any. 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, if any. 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.

1 主要會計政策(續)

(e) 固定資產與折舊(續)

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。

(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。

(q) 投資

1 PRINCIPAL ACCOUNTING POLICIES (Cont'd)

(e) Fixed assets and depreciation (Cont'd)

At each balance sheet date, both internal and external sources of information are considered to assess whether there is any indication that assets included in fixed assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated and where relevant, an impairment loss is recognised to reduce that asset to its recoverable amount. Such impairment losses are recognised in the profit and loss account.

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.

(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.

1 主要會計政策(續)

(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 工資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。

(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。

(j) 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。

(k) 撥備

1 PRINCIPAL ACCOUNTING POLICIES (Cont'd)

(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.

(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) 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.

(k) 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.

1 主要會計政策(續)

(Ⅱ) 或然負債及或然資產

(m) 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:

(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。

1 PRINCIPAL ACCOUNTING POLICIES (Cont'd)

(I) 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.

(m) 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:

(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.

1 主要會計政策(續)

(m) 收入確認(續)

(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。

(n) 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。

(o) 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。

(p) 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。

1 PRINCIPAL ACCOUNTING POLICIES (Cont'd)

(m) Revenue recognition (Cont'd)

(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.

(n) 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.

(o) 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.

(p) 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.

1 主要會計政策(續)

(q) 外幣換算

(r) 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、存貨、分類資產主要包括固定營資產,而分質負債則主要包括本集團所有經營負債。資本支出包括添置固定資產、網站開發成本及短期/長期投資。

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。

1 PRINCIPAL ACCOUNTING POLICIES (Cont'd)

(q) 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.

(r) 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.

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.

1 主要會計政策(續)

(s) 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。

(a) 於截至二零零五年三月三十一日 止年度內,本集團由一(「隔萬順 行」)購買存貨約399,246,000港元 (二零零四年:155,716,000港元),並於二零零五年三月三額 元),並於二零零五年三月完額 日向萬順昌行應零一日 118,843,000港元(二零中一約: 205,611,000港元(二。第中一約: 205,611,000港元),其(二。第十一次的115,453,000港元)。 年:198,417,000港元)。貸期 行已授予本集團正常信還率 須對過期結欠領按商業借貸利率 總統 等結欠須按商業借貸利率 息。

1 PRINCIPAL ACCOUNTING POLICIES (Cont'd)

(s) 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\$399,246,000 (2004: HK\$155,716,000) from Van Shung Chong Hong Limited ("VSCHL"), a related company, during the year ended 31st March 2005, and had an outstanding payable to VSCHL of approximately HK\$118,843,000 as at 31st March 2005 (2004: HK\$205,611,000) of which approximately HK\$115,453,000 (2004: HK\$198,417,000) 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

 Details of significant transactions with related parties were:

關連人士名稱 <i>/</i> 交易性質	Name of related party/ Nature of transaction	二零零五年 2005 <i>千港元</i> HK\$'000	二零零四年 2004 <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 (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 (Note 2(a)) — Commission from procurement services	399,246	155,716
一 向本集團收取之利息 (附註2(a)) 一 向本集團收取之行政費用	earned by the Group — Interest charged to the Group (Note 2(a))	2,221 3,380	1,894 5,672
一 向平集團收取之们政負用 祖盛企業有限公司(i)	— Administrative fees charged to the Group CFY Enterprises Limited (i)	360	360
一 向本集團收取之租金費用	Rental expense charged to the Group	162	198

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 amounts due to related companies arising from transactions described in Note 2(b) were included in accounts payable. Details of such balances are as follows:

關連公司名稱	Name of related company	二零零五年 2005 <i>千港元</i> <i>HK\$'000</i>	二零零四年 2004 <i>千港元</i> HK\$'000
萬順昌行有限公司(i)	Van Shung Chong Hong Limited (i)	118,843	205,611

附註:

(i) 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.

3 營業額及收入

收入按以下確認:

3 TURNOVER AND REVENUES

Revenues recognised are as follows:

		二零零五年 2005 <i>千港元</i> <i>HK\$'000</i>	二零零四年 2004 <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	854,564 5,121	1,416,236 13,207
總營業額	Total turnover	859,685	1,429,443
股息收入 利息收入	Dividend income Interest income	659 580	421 657
		1,239	1,078
總收入	Total revenues	860,924	1,430,521

5

Notes to the Accounts 賬目附註

4 經營溢利/(虧損)

經營溢利/(虧損)已扣除及計入下列各項目:

4 OPERATING PROFIT/(LOSS)

		二零零五年 2005 <i>千港元</i> <i>HK\$′000</i>	二零零四年 2004 <i>千港元</i> HK\$'000
已扣除 一	After charging—		
員工成本(包括董事酬金) (附註6) 向下列人士就租用物業支付 之營業租約租金: ——一間關連公司(附註2(b))	Staff costs (including directors' emoluments) (Note 6) Operating lease rental in respect of premises paid to — a related company	9,416	15,232
间侧定公司(旧位2107)	(Note 2(b))	162	198
— 其他	— others	990	1,656
出售一項上市投資之虧損(附註13)	Loss on disposal of an listed investment (Note 13)	194	_
出售一間附屬公司之 虧損(<i>附註25(c)</i>)	Loss on disposal of a subsidiary (Note 25(c))	263	
固定資產之折舊	Depreciation of fixed assets	1,016	1,069
出售固定資產之虧損	Loss on disposal of fixed assets	87	118
網站開發成本攤銷	Amortisation of website		000
呆壞賬撇銷及撥備	development costs Write-off of and provision for bad	27	892
小 农 版 加 妇 灰 顶 旧	and doubtful debts	1,761	439
存貨撥備	Provision for inventories	1,448	420
核數師酬金	Auditors' remuneration	500	438
已計入一	After crediting—		
出售一項非上市投資之收益(附註13)	Gain on disposal of an		
出售一間附屬公司之收益(附註25(c))	unlisted investment (Note 13)	1,105	_
山占一间的屬公司之收益(附註23(C))	Gain on disposal of a subsidiary (Note 25(c))	200	_
一項非上市投資之股息收入	Dividend income from an	200	
	unlisted investment	659	421
來自銀行存款之利息收入	Interest income from	500	0.5.7
外幣兑換收益淨額	bank deposits Net exchange gain	580 328	657 376
	rvot oxonange gam	020	070
財務費用	5 FINANCE COSTS		
		二零零五年	二零零四年
		2005 <i>千港元</i>	2004 <i>千港元</i>
		HK\$'000	HK\$'000
須於五年內全數償還	Interest on bank loans wholly	4 0-0	0.050
之銀行貸款利息 應付一間關連公司之	repayable within five years Interest on amount due to a	1,676	2,250
應的一個關鍵公司之 利息 <i>(附註2(b))</i>	related company (Note 2(b))	3,380	5,672
		5,056	7,922

員工成本(包括董事酬金) 6

薪金及津貼 花紅

(附註27)

STAFF COSTS (INCLUDING DIRECTORS' EMOLUMENTS)

	二零零五年 2005 <i>千港元</i> HK\$′000	二零零四年 2004 <i>千港元</i> HK\$'000
Salaries and allowances Bonus Pension costs — defined contribution schemes	7,947 1,238	12,556 2,376
(Note 27)	231	300
	9,416	15,232

董事及高級行政人員酬金 7 (a) 董事酬金

退休金成本 一 界定供款計劃

獨立非執行董事之董事袍金

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
- 退休金供款

DIRECTORS' AND SENIOR EXECUTIVES' EMOLUMENTS 7

(a)	Directors	emoluments

	二零零五年 2005 <i>千港元</i> <i>HK\$′000</i>	二零零四年 2004 <i>千港元</i> HK\$'000
Fees for independent non-executive directors Fees for non-executive directors Other emoluments for executive directors	60 11	20 15
 — Salaries and allowances — Discretionary bonuses — Retirement contributions 	1,855 — —	3,863 1,440 21
	1,926	5,359

截至二零零五年三月三十一日止 年度內,姚祖輝先生放棄其酬金 約為636,000港元(二零零四年: 636,000港元)。

截至二零零五年三月三十一日及 二零零四年三月三十一日止兩個 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。

During the year ended 31st March 2005, Mr. Andrew Cho Fai Yao waived his emolument of approximately HK\$636,000 (2004: HK\$636,000).

No incentive payment for joining the Group or compensation for loss of office was paid or payable to any director during the years ended 31st March 2005 and 2004.

7 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
- 1,500,001港元至2,000,000港元
- 2,000,001港元至2,500,000港元 北劫行業惠
- 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

截至二零零五年三月三十一日止年 度,執行董事各自收到之酬金分別 約為1,855,000港元(二零零四年: 1,806,000港元)、無(二零零四年: 480,000港元)、無(二零零四年: 546,000港元) 及無(二零零四年: 2,492,000港元)。非執行董事及獨 立非執行董事收到之袍金各自約 10,000港元(二零零四年:10,000 港元)、1,000港元(二零零四年: 10,000港元)、10,000港元(二零零 四年:6,000港元)、無(二零零四 年:4,000港元)、無(二零零四 年:4,000港元)、10,000港元(二 零零四年:1,000港元)及40,000港 元(二零零四年:無)。

(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一位董事(二零零四年:二位董事),彼等之酬金分析已載於上文附註7(a)之分析內。其餘四位(二零零四年:三位)人士之已付/應付酬金如下:

7 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:

	— 苓苓五年 2005	_ 参 参 四 年 2004
Executive directors — Nil to HK\$1,000,000 — HK\$1,500,001 to HK\$2,000,000 — HK\$2,000,001 to HK\$2,500,000 Non-executive directors	2 1 —	2 1 1
— Nil to HK\$1,000,000 Independent non-executive directors	2	4
— Nil to HK\$1,000,000	3	3
	8	11

For the year ended 31st March 2005, the executive directors received individual emoluments of approximately HK\$1,855,000 (2004: HK\$1,806,000), Nil (2004: HK\$480,000), Nil (2004: HK\$546,000) and Nil (2004: HK\$2,492,000). The non-executive directors and independent non-executive directors received individual fees of approximately HK\$10,000 (2004: HK\$10,000), HK\$1,000 (2004: HK\$10,000), HK\$10,000 (2004: HK\$4,000), Nil (2004: HK\$4,000), HK\$10,000 (2004: HK\$1,000) and HK\$40,000 (2004: Nil).

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include one director (2004: two directors) whose emoluments are reflected in the analysis presented in Note 7(a) above. The emoluments paid/payable to the remaining four (2004: three) individuals were as follows:

基本薪金及津貼 花紅 退休金供款

Basic salaries and allowances Bonuses Retirement contributions

2005	2004
千港元	千港元
HK\$′000	HK\$′000
2,191	1,925
—	553
24	36
2,215	2,514

二零零五年 二零零四年

7 董事及高級行政人員酬金

(b) 五名最高薪人士(續) 酬金按組別分析如下:

無至1,000,000港元

8 税項

本公司獲豁免繳納百慕達税項直至二零 一六年。

由於本集團於香港並無應課稅溢利,故並無須繳納香港利得稅。

多間於中國內地成立之附屬公司須按税率15%至33%(二零零四年: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:

7 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	二零零五年
2004	2005
3	4

8 TAXATION

Nil to HK\$1,000,000

The Company is exempted from taxation in Bermuda until 2016.

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

The subsidiaries established in Mainland China are subject to Mainland China enterprise income tax at rates ranging from 15% to 33% (2004: 15% to 33%).

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

二零零五年

二零零四年

	2005 千港元 HK\$′000	2004 千港元 HK\$'000
The Company and subsidiaries —		
Current taxation		
Hong Kong profits tax	_	_
Mainland China		
enterprise income tax		
Current year	1,988	6,262
 Overprovisions 		
•	(525)	(890)
· · · · · · · · · · · · · · · · · · ·		
· · · · · · · · · · · · · · · · · · ·		
	4,483	(4,483)
•	·	
	5,946	889
	Current taxation Hong Kong profits tax Mainland China enterprise income tax — Current year — Overprovisions in prior years	T港元 HK\$'000 The Company and subsidiaries — Current taxation Hong Kong profits tax Mainland China enterprise income tax — Current year — Overprovisions in prior years Deferred taxation relating to the origination and reversal of temporary differences 1,988 (525)

8 税項(續)

本集團之除稅前虧損之稅項與按照於香 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:

8 TAXATION (Cont'd)

The taxation on the Group's loss 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:

二零零五年

2005

千港元

(4,497)

(787)

479

(36)

338

2,043

4,483

(49)

(525)

5,946

HK\$'000

二零零四年

2004

千港元

HK\$'000

(25,042)

(4,382)

146

(37)

3.591

3.031

(570)

(890)

889

除税前虧損	Loss before taxation
按香港利得税税率17.5% (二零零四年:17.5%)計算 影響	Calculated at Hong Kong profits tax rate of 17.5% (2004: 17.5%) Effect of
一其他司法權區不同税率	— different tax rates in other jurisdictions
一無須課税之收入一不可扣税之支出	 income not subject to taxation expenses not deductible for income tax purposes
一 未確認之遞延税項資產	deferred tax assets not recognised
一 撥回以前已確認之遞延税項資產	reversal of previously recognised deferred tax assets
一 撥回以前未確認之遞延税項資產	reversal of previously unrecognised deferred tax assets
一 過往數年度之高估撥備	 Overprovisions in prior years
扣除之税項	Taxation charge

LOSS ATTRIBUTABLE TO SHAREHOLDERS 9

The consolidated loss attributable to shareholders included a loss of approximately HK\$5,951,000 (2004: HK\$14,680,000) dealt with in the accounts of the Company.

10 LOSS PER SHARE

The calculation of basic loss per share for the year ended 31st March 2005 is based on the consolidated loss attributable to shareholders of approximately HK\$10,443,000 (2004: HK\$25,711,000) and the weighted average of approximately 1,596,443,000 (2004: 1,575,758,000) ordinary shares in issue during the year.

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

股東應佔虧損 9

股東應佔綜合虧損包括撥入本公司賬目 之虧損約5,951,000港元(二零零四年: 14,680,000港元)。

10 每股虧損

截至二零零五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 10,443,000港 元 (二 零 零 四 年 : 25,711,000港元)及年內已發行普通股 加權平均數約1,596,443,000股(二零零 四年:1,575,758,000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。

11 固定資產 變動為:

11 FIXED ASSETS

Movements were:

綜合 Consolidated 二零零五年 2005

		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 <i>千港元</i> HK\$′000
成本	Cost				
年初 添置 出售 出售附屬公司	Beginning of year Additions Disposals	651 94 (164)	2,415 97 (224)	2,460 — (145)	5,526 191 (533)
出售附屬公司 <i>(附註25(c))</i>	Disposal of subsidiaries (Note 25(c))	(38)	(75)	(536)	(649)
年終	End of year	543	2,213	1,779	4,535
累計折舊	Accumulated depreciation				
年初 本年度折舊 出售 出售附屬公司	Beginning of year Charge for the year Disposals Disposal of subsidiaries	362 143 (97)	1,626 471 (178)	616 402 (42)	2,604 1,016 (317)
(附註25(c))	(Note 25(c))	(14)	(34)	(131)	(179)
年終	End of year	394	1,885	845	3,124
賬面淨值	Net book value				
年終	End of year	149	328	934	1,411
年初	Beginning of year	289	789	1,844	2,922

12 網站開發成本 變動為:

12 WEBSITE DEVELOPMENT COSTS

Movements were:

		綜合 Consolidated	
		二零零五年 2005 <i>千港元</i> HK\$′000	二零零四年 2004 <i>千港元</i> HK\$'000
成本	Cost		
年 初 添 置	Beginning of year Additions	33,364 5	33,347 17
年終	End of year	33,369	33,364
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	33,321 27	32,429 892
年終	End of year	33,348	33,321
賬面淨值	Net book value		
年終	End of year	21	43
年初	Beginning of year	43	918

13 投資

13 INVESTMENTS

		綜合		本公司	
		Cons	olidated	Com	pany
		二零零五年	二零零四年	二零零五年	二零零四年
		2005	2004	2005	2004
		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
公平值之改變	Change in fair value	_	(20,414)	_	(20,414)
市場報價	At quoted market value	_	2,136	_	2,136
非上市之股份,	Unlisted investments,				
成本(ii)	at cost (ii)	780	_	_	
		780	2,136	-	2,136
短期投資	Short-term investment				
非上市投資(iii)	Unlisted investments (iii)				
成本	At cost	_	25,925	_	_
累計減值虧損	Accumulated impairment loss	_	(2,525)	_	_
	impairment 1033		(2,323)		
		_	23,400	_	_

附註:

- (i) 投資之上市股份指投資於光亞有限公司 (前稱光亞科技有限公司),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。截內二零零五年三月 三十一日止年度內、確認約194,000 港元之虧損出售其於光亞有限公司之所 有投資。
- (ii) 非上市投資指於佛山市南海恩特斯不銹 鋼有限公司,一間於中國內地成立之合 營企業約10%權益。佛山市南海恩特斯 不銹鋼有限公司,主要業務為生產、 工及買賣冷軋不銹鋼卷。本公司之董事 及本集團之管理層認為本投資之成本平 值。
- (iii) 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提供專業服務。截至二零零五年三月三十一日止年度內,本集團行使其認沽期權並以約24,505,000港元出售其持有之所有權益予Stemcor及確認約1,105,000港元之收益。

Notes:

- (i) Investment in listed shares represented investment in shares in AcrossAsia Limited (formerly known as 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. During the year ended 31st March 2005, the Group disposed of its entire investment in AcrossAsia Limited for a consideration of approximately HK\$1,942,000 and recognised a loss of approximately HK\$194,000.
- (ii) Unlisted investment represents a 10% interest in Foshan Nanhai STS Metal Co., Ltd., a joint venture enterprise established in Mainland China. Foshan Nanhai STS Metal Co., Ltd., is principally engaged in manufacturing, processing and trading of cold rolled stainless steel. The Company's directors and the Group's management consider the cost approximates the fair value of this investment at 31st March 2005.
- (iii) Investment in unlisted shares represented 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. During the year ended 31st March 2005, the Group exercised its put option to sell back its entire equity interest to Stemcor for approximately HK\$24,505,000 and recognised a gain of approximately HK\$1,105,000.

14 於附屬公司之投資

14 INVESTMENTS IN SUBSIDIARIES

 Company

 二零零五年
 二零零四年

 2005
 2004

 千港元
 千港元

 HK\$'000
 HK\$'000

 3,500
 3,500

本公司

非上市股份,按成本值 應收附屬公司款項

減:累計減值虧損

Unlisted shares, at cost Due from subsidiaries

Less: Accumulated impairment losses

3,500 135,876	3,500 130,132
139,376	133,632
(139,375)	(133,631)
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。

截至二零零五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。

於二零零五年三月三十一日附屬公司之 詳情如下: The amounts due from subsidiaries are unsecured, noninterest bearing and not repayable until the subsidiaries are financially capable to do so.

None of the subsidiaries had any loan capital in issue at any time during the year ended 31st March 2005.

木隹園確佔う

Details of the subsidiaries as at 31st March 2005 were:

名稱 Name	註冊成立 及經營地點 Place of incorporation and operations	已發行及 缴足股本 Issued and fully paid share capital	平集團應伯之 股本權益 百分比(i) Percentage of equity attributable to the Group (i)	主要業務 Principal activities
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
Greater China Metal Limited	英屬處女群島 British Virgin Islands	1美元 US\$1	100%	投資控股 Investment holding
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
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

14 於附屬公司之投資(續) 14 INVESTMENTS IN SUBSIDIARIES (Cont'd)

本集團應佔之

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	股本權益 百分比(i) Percentage of equity attributable to the Group (i)	主要業務 Principal activities
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
亞鋼(MT)集團有限公司 iSteel (MT) Holdings 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) ISA (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 British Virgin Islands	2,000美元 US\$2,000	100%	投資控股 Investment holding

14 於附屬公司之投資(續)

14 INVESTMENTS IN SUBSIDIARIES (Cont'd)

本集團應佔之

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	股本權益 百分比(i) Percentage of equity attributable to the Group (i)	主要業務 Principal activities
金屬物流管理有限公司 Metal Logistics Company Limited	香港 Hong Kong	4港元 HK\$4	100%	鋼材貿易及 提供採購服務 Trading of steel and provision of procurement services
亞網鋼國際貿易(上海) 有限公司(ii) Shanghai iSteelAsia International Limited (ii)	中國內地 Mainland China	200,000美元 US\$200,000	100%	鋼材貿易 Trading of steel
深圳亞鋼工貿有限公司(ii) Shenzhen iSteelAsia Trading Company Limited (ii)	中國內地 Mainland China	2,000,000港元 HK\$2,000,000	100%	鋼材貿易 Trading of steel
天津港保税區亞鋼 國際貿易有限公司(ii) Tianjin iSteelAsia International Limited (ii)	中國內地 Mainland China	200,000美元 US\$200,000	100%	鋼材貿易 Trading of steel
亞鋼網有限公司 Ya Gang Wang Co. Limited	英屬處女群島 British Virgin Islands	1美元 US\$1	100%	投資控股 Investment holding
宇太鋼鐵電子(上海) 有限公司(ii) Yu Tai Steel (Shanghai) Co. Ltd. (ii)	中國內地 Mainland China	200,000美元 US\$200,000	100%	鋼材貿易 Trading of steel

附註:

- (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。
- Notes:
- 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.

15 存貨

存貨包括作貿易用途之板材產品。於二零零五年三月三十一日,約22,499,000港元(二零零四年:7,329,000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(附 註30)。

16 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 INVENTORIES

Inventories consisted of rolled flat steel products for trading purposes. As at 31st March 2005, inventories of approximately HK\$22,499,000 (2004: HK\$7,329,000) were stated at net realisable value.

Certain inventories were held under trust receipts bank loans (Note 30).

16 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:

綜合	
Consolidated	

	Consolidated			
	二零零五年	二零零四年		
	2005	2004		
	千港元	千港元		
	HK\$'000	HK\$'000		
	3,959	29,869		
	3	1,376		
	15	497		
	_	_		
_	478	2		
	4,455	31,744		
	(478)	(551)		
	3,977	31,193		

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

減: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

綜合

Notes to the Accounts 賬目附註

17 現金及銀行存款

於二零零五年三月三十一日,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16,080,000港元(二零 零四年: 34,439,000港元)及 13,049,000港元(二零零四年: 13,645,000港元)(附註30)。

於二零零五年三月三十一日,本集團之 現金及銀行存款約11,701,000港元(二 零零四年:42,448,000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。

18 短期銀行借貸

信託收據銀行貸款短期銀行貸款

CASH AND BANK DEPOSITS

banking facilities respectively (Note 30).

As at 31st March 2005, cash and bank deposits of the Group

of approximately HK\$11,701,000 (2004: HK\$42,448,000) 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.

As at 31st March 2005, bank deposits of the Group and the

Company of approximately HK\$16,080,000 (2004:

HK\$34,439,000) and HK\$13,049,000 (2004: HK\$13,645,000),

respectively, were pledged as collateral for the Group's

18 SHORT-TERM BANK BORROWINGS

	Consolidated	
	二零零五年	二零零四年
	2005	2004
	千港元	千港元
	HK\$'000	HK\$'000
Trust receipts bank loans	2,625	26,856
Short-term bank loans	21,735	24,570
		=
	24,360	51,426

本集團銀行融資詳情已載列於附許

所有短期銀行貸款均以中國人民幣計 算。

19 應付賬款及票據

應付賬款及票據之賬齡分析如下:

Details of the Group's banking facilities are set out in Note 30.

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

19 ACCOUNTS AND BILLS PAYABLE

Ageing analysis of accounts and bills payable was as follows:

		綜	綜合		
		Conso	Consolidated		
		二零零五年	二零零四年		
		2005	2004		
		千港元	千港元		
		HK\$'000	HK\$'000		
0至90日	0 to 90 days	18,272	86,032		
91至180日	91 to 180 days	93,467	36,927		
181至270日	181 to 270 days	8,079	56,354		
271至365日	271 to 365 days	_	61,534		
1至2年	1 to 2 years	1,200	43,598		
		121,018	284,445		

20 遞延税項

遞延税項乃利用負債法按主要税率 17.5% (二零零四年:17.5%) 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:

DEFERRED TAXATION

Deferred taxation are calculated in full on temporary differences under the liability method using a principal taxation rate of 17.5% (2004: 17.5%).

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

綜合

		Conso	lidated
		二零零五年	二零零四年
		2005	2004
		千港元	千港元
		HK\$'000	HK\$'000
	Beginning of year	4,483	_
長(扣除)/計入之遞延税項	Deferred taxation (charged)/ credited to profit and loss		
	account	(4,483)	4,483
	End of year	_	4,483

年初 於損益表

年終

於二零零五年三月三十一日,本集團有 未撥備之遞延税項資產約22,734,000港 元(二零零四年:15,679,000港元),主 要來自累計税項虧損(須受有關税務機 構同意)之税項影響,該金額可以無限 期結轉。

As at 31st March 2005, the Group had an unprovided deferred tax assets of approximately HK\$22,734,000 (2004: HK\$15,679,000), primarily representing the tax effect of cumulative tax losses (subject to agreement by relevant tax authorities) which can be carried forward indefinitely.

21 股本

變動為:

21 SHARE CAPITAL

Movements were:

		二零零	二零零五年		四年
		200	05	200	04
		股份數目	面值	股份數目	面值
		Number of	Nominal	Number of	Nominal
		shares	value	shares	value
		千股	千港元	千股	千港元
		′000	HK\$'000	′000	HK\$'000
法定	Authorised				
(每股面值0.10	(Ordinary shares				
港元之普通股)	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	Beginning of year Issue of shares upon	1,596,384	159,638	1,564,503	156,450
而發行股份 <i>(附註22)</i>	exercise of warrants (Note 22)	206	21	681	68
因償還欠款而	Issue of shares for	200	21	001	00
發行股份	settlement of				
	payables			31,200	3,120
年終	End of year	1,596,590	159,659	1,596,384	159,638

22 認股權證

變動為:

22 WARRANTS

Movements were:

		每股行使價		股權證數目 ber of warra	nts
發行日期	行使期	Subscription price per	年初 Beginning	行使	年終
Date of issue	Exercise period	share 港元 HK\$	of year 千份 ′000		End of year 千份
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		312,216	(206)	312,010

22 認股權證(續)

23 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 劃已被採納以取替一項舊計劃,而所有 舊計劃授予之購股權仍可按舊有條款行 使。

22 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 2005, 206,000 warrants (2004: 681,000 warrants) were exercised to subscribe for 206,000 shares (2004: 681,000 shares) of the Company at a consideration of approximately HK\$21,000 (2004: HK\$68,000).

23 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 an old scheme, with all options granted under the old scheme continue to be exercisable in accordance with the old terms.

23 購股權(續)

購股權變動如下:

23 SHARE OPTIONS (Cont'd)

Movements of share options were:

		每股行使價		構股權數目 of share op	otions
授予日期 Date of grant	行使期 Exercise period	Subscription price per share 港元 HK\$	年初 Beginning of year 千份 '000	失效 Lapsed <i>千份</i> ′000	年終 End of year 千份 ′000
二零零零年七月三日 3rd 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	19,850	(7,500)	12,350
二零零零年十一月七日 7th 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	55,400	(13,000)	42,400
			75,250	(20,500)	54,750

24 儲備

24 RESERVES

儲備		24 RES	SERVES	4	綜合		
					olidated 累計外幣		
		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	滙兑調整 Cumulative foreign currency translation adjustments 千港元 HK\$'000	累計虧損 Accumulated losses 干港元 HK\$'000	總額 Total 千港元 HK\$'000
於二零零三年四月一日	As at 1st April 2003	11,099	2,700	(21,865)	153	(135,186)	(143,099)
股東應佔虧損	Loss attributable to shareholders	_	_	_	_	(25,711)	(25,711)
一項長期投資公平值 類動 項長期投資 與一項 類別 與一項 與一項 與一項 與一項 與一項 與一項 與一項 與一項 與一項 與一項	Change in fair value of a long-term investment Investment revaluation reserve transferred to profit and loss account upon recognition of impairment loss of	_	_	1,451	-	-	1,451
滙兑調整	a long-term investment Translation adjustments	_	_	20,414	— (48)	_	20,414 (48)
於二零零四年 三月三十一日 股東應佔虧損	As at 31st March 2004 Loss attributable to	11,099	2,700	_	105	(160,897)	(146,993)
一項長期投資公平值	shareholders Change in fair value of	_	_	_	_	(10,443)	(10,443)
一項長期投資公平值 變動 一項長期投資 田田釋時 一項投資 重估 工 工 工 工 工 工 工 工 工 工 工 工 工 工 工 工 工 工	a long-term investment Realised upon disposal of a long-term	_	-	548	_	-	548
重估儲備 進兌調整	investment Translation adjustments		_	(548) —	(86)		(548) (86)
於二零零五年 三月三十一日	As at 31st March 2005	11,099	2,700	_	19	(171,340)	(157,522)

24 儲備(續)

24 RESERVES (Cont'd)

				公司 mpany	
		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	總額 Total 千港元 HK\$'000
於二零零三年四月一日	As at 1st April 2003	11,099	(21,865)	(141,013)	(151,779)
股東應佔虧損 一項長期投資公平值變動	Loss attributable to 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
於二零零四年三月三十一日	a long-term investment As at 31st March 2004	11 000	20,414	(155,000)	20,414
股東應佔虧損	Loss attributable to shareholders	11,099 —	_	(155,693) (5,951)	(144,594)
一項長期投資公平值變動	Change in fair value of a long-term investment	_	548	_	548
因出售一項長期投資 而釋放之投資重估儲備	Realised upon disposal of a long-term investment	_	(548)	_	(548)
於二零零五年三月三十一日	As at 31st March 2005	11,099	_	(161,644)	(150,545)

25 綜合現金流量表附註

(a) 除税前虧損與經營所產生之現金 (流出)/流入淨額對賬如下:

25 NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT

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

		附註 Note	二零零五年 2005 <i>千港元</i> HK\$′000	二零零四年 2004 <i>千港元</i> HK\$'000
除税前虧損 利息收入 利息支出 股息收入 固定資產折舊 出售固定資產虧損 網站開發成本攤銷 出售附屬公司	Loss before taxation Interest income Interest expense Dividend income Depreciation of fixed assets Loss on disposal of fixed assets Amortisation of website development costs Loss on disposal of subsidiaries,		(4,497) (580) 5,056 (659) 1,016 87	(25,042) (657) 7,922 (421) 1,069 118
之淨虧損 出售投資之淨收益	net Gain on disposal of investments, net	25(c)	63 (911)	_ _
一項投資減值虧損	Impairment loss of an investment			20,414
營運資金變動前之經營 (虧損)/溢利 存貨減少 預付款項,按金及 其他應收款項減少 購貨按金減少/(增加)	Operating (loss)/profit before working capital changes Decrease in inventories Decrease in prepayments, deposi and other receivables Decrease/(increase) in deposits for		(398) 35,850 5,877	4,295 24,147 6,624
	purchase of inventories		5,749	(40,089)
應收賬款及票據減少 應付賬款及票據(減少) /增加 其他應付款項增加 應計負債增加 預收款項增加	Decrease in accounts and bills receivable (Decrease)/increase in accounts and bills payable Increase in other payables Increase in accruals Increase in receipts in advance		23,914 (148,697) 10,343 4,018 11,182	6,232 52,442 19 210 1,674
	·		11,102	1,074
經營所產生之現金(流出 /流入淨額) Net cash (outflow)/inflow generated from operations		(52,162)	55,554

25 綜合現金流量表附註

(續)

(b) 融資變動分析如下:

25 NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT

(Cont'd)

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

		股本及 股份溢價 Share capital and share premium 千港元 HK\$'000	短期 銀行借貸 Short-term bank borrowings 千港元 HK\$'000
於二零零三年四月一日 因行使認股權證而發行股份	As at 1st April 2003 Issue of shares upon exercise	167,549	57,134
<i>(附註21)</i> 因償還欠款而發行股份	of warrants (Note 21) Issue of shares for settlement	68	_
<i>(附註21)</i> 新增短期銀行貸款	of payables <i>(Note 21)</i> New short-term bank loans	3,120	— 68,480
利	Repayment of short-term	_	00,400
12 14 14 15 AD /= 44 +L \	bank loans	_	(62,857)
信託收據銀行貸款減少淨額	Net decrease in trust receipts bank loans		(11,331)
於二零零四年三月三十一日 因行使認股權證而發行股份	As at 31st March 2004 Issue of shares upon exercise	170,737	51,426
(附註21)	of warrants (Note 21)	21	_
新增短期銀行貸款	New short-term bank loans	_	6,615
償還短期銀行貸款	Repayment of short-term bank loans	_	(9,450)
信託收據銀行貸款減少淨額	Net decrease in trust receipts bank loans		(24,231)
於二零零五年三月三十一日	As at 31st March 2005	170,758	24,360

25 綜合現金流量表附註

(續)

(c) 出售附屬公司: 出售附屬公司之詳情如下:

25 NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT

(Cont'd)

Disposal of subsidiaries:

Details of disposal of subsidiaries were as follows:

III de VII de VII de		附註 Note	二零零五年 2005 <i>千港元</i> HK\$′000	二零零四年 2004 <i>千港元</i> HK\$'000
出售資產淨額	Net assets disposed of			
固定資產 存貨 購貨按金	Fixed assets Inventories Deposits for purchase		470 296	_
,	of inventories		56,185	_
預付款項,按金及	Prepayments, deposits and			
其他應收款項	other receivables		501	_
應收賬款及票據	Accounts and bills receivable		3,302	_
現金及其他 銀行存款	Cash and other bank		2 000	
椞11 	deposits		2,890	_
應付賬款及票據	Accounts and bills payable		(14,730)	_
其他應付款項	Other payables		(9,053)	_
應計負債	Accruals		(466)	_
預收款項	Receipts in advance		(35,991)	_
應繳税項	Taxation payable		(311)	
資產淨額	Net assets		3,093	_
出售所得款項	Total consideration		3,030	
出售之淨虧損	Loss on disposal, net	25(a)	63	
以以下作交易:	Satisfied by:			
其他應收款項(i)	Other receivables (i)		1,536	_
現金	Cash		1,494	
			3,030	_

附註:

(i) 於二零零五年三月三十一日,尚 未清還之出售所得款項已被包括 在其他應收款項內。此筆款項並 已在期後清還。 Note:

(i) The outstanding purchase consideration was included as other receivables as at 31st March 2005, and was settled subsequently.

25 綜合現金流量表附註

(續)

(c) 出售附屬公司(續)

25 NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT

(Cont'd)

(c) Disposal of subsidiaries (Cont'd)

		二零零五年 2005 <i>千港元</i> <i>HK\$*000</i>	二零零四年 2004 <i>千港元</i> HK\$'000
出售附屬公司之現金流入 淨額分析如下	Analysis of net cash inflow in respect of disposal of subsidiaries		
出售所得款項	Cash consideration received	1,494	_
减:出售之現金及現金等 值項目	Less: Cash and cash equivalents disposed of	(2,890)	
出售附屬公司所得款項、 扣除出售之現金	Proceeds from disposal of subsidiaries, net of cash disposed of	(1,396)	

截止二零零五年三月三十一日止年度,出售之附屬公司為本集團帶來了約192,336,000港元(二零零四年:382,277,000港元)之營業額及約5,176,000港元(二零零四年:5,658,000港元)之股東應佔虧損。

For the year ended 31 March 2005, the disposed subsidiaries contributed approximately HK\$192,336,000 (2004: HK\$382,277,000) of turnover and approximately HK\$5,176,000 (2004: HK\$5,658,000) of loss attributable to shareholders of the Group.

(d) 現金及現金等值項目:

於二零零五年三月三十一日,現金及現金等值項目代表現金及其他銀行存款約13,263,000港元(二零零四年:55,433,000港元)。

(d) Cash and cash equivalents:

Cash and cash equivalents represent cash and other bank deposits of approximately HK\$13,263,000 as at 31st March 2005 (2004: HK\$55,433,000).

26 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品分質的 產生收入。採購服務業務分類 上鋼材貿易之佣 上鋼材貿易之佣 收入。投資控股業務分類之收 來自股息收入。按業務分類 析如下:

26 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:

二零零五年 2005

		鋼材貿易 Steel trading 千港元 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 <i>千港元</i> HK\$'000
營業額 — 對外 客戶銷售	Turnover — Sales to external customers	854,564	5,121	_	859,685
分類業績	Segment results	(1,654)	604	(62)	(1,112)
其他收入	Other revenue	578	_	661	1,239
出售投資 之淨收益 出售附屬公司	Gain on disposal of investments, net	_	_	911	911
之淨虧損	Loss on disposal of subsidiaries, net	(63)	_	_	(63)
未分配企業費用	Unallocated corporate expenses			-	(416)
經營溢利 財務費用 税項	Operating profit Finance costs Taxation			_	559 (5,056) (5,946)
除税後但未計少數 股東權益前虧損	Loss after taxation but before minority interests				(10,443)
資產 分類資產 未分配資產	Assets Segment assets Unallocated assets	164,155	353	780 -	165,288 460
					165,748
負債 分類負債 未分配負債	Liabilities Segment liabilities Unallocated liabilities	(163,235)	_	(71)	(163,306) (305)
					(163,611)
資本開支	Capital expenditure	191	5	780	976
折舊及攤銷	Depreciation and amortisation	1,016	27		1,043

26	分類資料(續)
	(a) 主要分類 (續)

26 SEGMENT INFORMATION (Cont'd)

(a) Primary segment (Cont'd)

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		二零零四年			
		鋼材貿易 Steel trading 千港元 HK\$'000	採購服務 Procurement services 千港元 HK\$'000	2004 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	1,416,236	13,207	_	1,429,443
分類業績	Segment results	(2,667)	5,757	(52)	3,038
其他收入	Other revenue	657	_	421	1,078
一項長期投資 減值虧損 未分配企業費用	Impairment loss of a long-term investment Unallocated corporate expenses	_	_	(20,414)	(20,414)
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 分類業績 未分配資產	Assets Segment assets Unallocated assets	360,392	859	25,536	386,787 400
負債	Liabilities				387,187
分類負債 未分配負債	Segment liabilities Unallocated liabilities	(373,448)	(16)	(50)	(373,514)
					(374,542)
資本開支	Capital expenditure	1,021	17	_	1,038
折舊及攤銷	Depreciation and amortisation	on 1,069	892	_	1,961
	· · ·			- -	1

26 分類資料(續)

(b) 次要分類

本集團之主要活動集中於香港及 中國內地。按地區分類之營業額 乃根據鋼材貿易貨品付運之之所 地區、採購服務所進行之服務所 地區、網上佣金收入之賣期 地區及提供股息收入之短期 投資之所屬地區而 蓋分類之分析如下:

26 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:

二零零五年

		ー 			
		香港 Hong Kong <i>千港元</i> <i>HK\$'000</i>	中國內地 Mainland China 千港元 HK\$'000	其他 Others <i>千港元</i> 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	15,280	844,405	_	859,685
分類業績	Segment results	(586)	4,162	(2,601)	975
未分配企業費用	Unallocated corporate expenses			_	(416)
經營溢利	Operating profit			_	559
資產	Assets	1,891	163,373	484	165,748
資本開支	Capital expenditure	61	910	5	976
		香港 Hong Kong <i>千港元</i> <i>HK\$'000</i>		聚四年 2004 其他 Others <i>千港元</i> <i>HK\$'000</i>	總額 Total <i>千港元</i> HK\$'000
營業額 — 對外 客戶銷售	Turnover — Sales to external customers	39,029	1,390,414	—	1,429,443
分類業績	Segment results	(21,072)	11,678	(6,904)	(16,298)
未分配企業費用	Unallocated corporate expenses				(822)
經營虧損	Operating loss			_	(17,120)
資產	Assets	49,393	311,808	25,986	387,187
資本開支	Capital expenditure	260	759	19	1,038

27 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。

截至二零零五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231,000港元(二零零四年:300,000港元)。

28 營業租約承擔

根據租用物業之若干不可撤銷營業租約 應付之承擔總額分析如下:

27 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 2005, the aggregate amount of the Group's contributions to the aforementioned schemes was approximately HK\$231,000 (2004: HK\$300,000).

28 OPERATING LEASE COMMITMENTS

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

應付款項

- 一 未逾1年
- 一 逾1年及未逾5年

Amounts payable — Not later than one year

Later than one year and no later than five years

	二零零五年	二零零四年
	2005	2004
	千港元	千港元
	HK\$'000	HK\$'000
. 4	705	683
ot _	322	572
	1,027	1,255

綜合 Consolidated

29 或然負債

於二零零五年三月三十一日,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88,725,000港元(二零零四年:146,545,000港元)(附註30)。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。

30 銀行融資

於二零零五年三月三十一日,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88,125,000港元(二零零四年:159,155,000港元)。於同日並未動用之信貸約63,765,000港元(二零零四年:69,691,000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16,080,000港元(二零零四年:34,439,000港元)及 13,049,000港元(二零零四年: 13,645,000港元)(附註17);
- (ii) 根據信託收據銀行貸款安排持有 之存貨抵押(附註15);及
- (iii) 本公司提供之公司擔保(附註29)。

31 結算日後事項

結算日後,於二零零五年五月十九日, 本公司之董事會宣告於將舉行之股東特 別大會上提呈以下須待各項條件獲達成 後,方可作實之事項予以股東批准:

- (i) 股本重組包括以下:
 - 將本公司每100股每股面值 0.10港元之普通股合併為一 股每股面值10.0港元之合併 後股份及隨即透過註銷每股 已發行合併後股份之繳足股 本9.99港元,將每股已發行 合併後股份之面值由每股 10.0港元削減至每股0.01港 元;
 - 增設額外數目之每股面值
 0.01港元之新普通股,以增加本公司法定股本至原來之
 400,000,000港元;及

29 CONTINGENT LIABILITIES

As at 31st March 2005, the Company had provided guarantees of approximately HK\$88,725,000 (2004: HK\$146,545,000) to banks in respect of the banking facilities granted to its subsidiaries (*Note 30*). 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.

30 BANKING FACILITIES

As at 31st March 2005, the Group had aggregate banking facilities of approximately HK\$88,125,000 (2004: HK\$159,155,000) from several banks for overdrafts, loans, and trade financing. Unused facilities as at the same date amounted to approximately HK\$63,765,000 (2004: HK\$69,691,000). These facilities were secured by:

- (i) pledge of the Group's and the Company's bank deposits of approximately HK\$16,080,000 (2004: HK\$34,439,000) and HK\$13,049,000 (2004: HK\$13,645,000), respectively (Note 17);
- (ii) inventories held under trust receipts bank loan arrangements (Note 15); and
- (iii) guarantees provided by the Company (Note 29).

31 SUBSEQUENT EVENTS

Subsequent to year end, on 19th May 2005, the Company's Board announced that it would put forward to the Company's shareholders to approve, subject to conditions, the following items at an upcoming special general meeting:

- (i) A capital reorganisation, including the following:
 - consolidate the Company's every 100 ordinary shares of HK\$0.10 each into one consolidated share of HK\$10.0 and thereafter reduce the Company's issued share capital by way of cancellation of the paid-up capital to the extent of HK\$9.99 on each issued consolidated share such that the par value of all the issued consolidated shares would be reduced from HK\$10.0 each to HK\$0.01 each;
 - increase in the Company's authorised share capital back to its original amount of HK\$400,000,000, by the creation of additional new ordinary share of HK\$0.01 each; and

31 結算日後事項(續)

- (i) (續)
 - 註銷本公司之全部股份溢價 儲備約11,100,000港元。

將以上所述之削減股本及註銷股份溢價儲備所得進賬轉撥往本公司之繳入盈餘賬,兩筆進賬分別約159,500,000港元,及約11,100,000港元,即合共約170,600,000港元,用作抵銷本公司於二零零五年三月三十一日之累計虧損約161,600,000港元。

- (ii) 發售給現有股東,按上述進行股本重組後每持有一股股份,以每股0.1566港元之認購價認購每股0.01港元之新股。本公司將集資合共約2,500,000港元。 Van Shung Chong (B.V.I.) Limited,於二零零五年三月三十一日持有本公司已發行股本約18.9%之主要股東,已包銷此發售。
- (iii) 按以上進行股本重組後,以每股認購價0.1566港元發行每股0.01港元合共63,856,960股予第三方(North Asia Strategic Acquisition Corp.及曾國泰先生),藉以集資約10,000,000港元。
- (iv) 發行面值20,000,000港元之可換股及贖回債券予第三方(North Asia Strategic Acquisition Corp.及曾國泰先生)。此債券為不計息及可按每股0.1566港元之初步換股價(可予調整)隨時兑換成每股0.01港元之本公司普通股,或將有權要求本公司於二零零七年十二月起至發行日期後第五年屆滿當日贖回全部或部分尚未贖回之債券。
- (v) 本公司名稱將會更改為北亞策略 控股有限公司。

32 賬目批准

此賬目於二零零五年六月九日獲董事會 批准。

31 SUBSEQUENT EVENTS (Cont'd)

- (i) (Cont'd)
 - cancel the Company's entire share premium reserve of approximately HK\$11.1 million.

The credits arising from the aforementioned capital reduction of approximately HK\$159.5 million and from the cancellation of the share premium reserve of approximately HK\$11.1 million, totalling approximately HK\$170.6 million, would be transferred to the Company's contributed surplus account which will be used to set off against the Company's accumulated losses which amounted to approximately HK\$161.6 million as at 31st March 2005.

- (ii) An offer to existing shareholders to subscribe new shares of HK\$0.01 each at a subscription price of HK\$0.1566 each, on the basis of one new share for holder of one share after the aforementioned capital reorganisation. The Company would raise an aggregate sum of approximately HK\$2.5 million. Such an offer is underwritten by Van Shung Chong (B.V.I.) Limited, a substantial shareholder holding approximately 18.9% of the Company's equity interest at 31st March 2005.
- (iii) Issue an aggregate of 63,856,960 shares of HK\$0.01 each, after the aforementioned capital reorganisation, to third parties (North Asia Strategic Acquisition Corp. and Mr. Moses Kwok Tai Tsang) at a subscription price of HK\$0.1566 each, raising a total of approximately HK\$10.0 million.
- (iv) Issue convertible and redeemable bonds to third parties (North Asia Strategic Acquisition Corp. and Mr. Moses Kwok Tai Tsang) at face value of HK\$20.0 million. These bonds are non-interest bearing and can be converted into the Company's ordinary shares of HK\$0.01 each at an initial conversion price of HK\$0.1566 each (subject to adjustments) at any time, or have the right to request the Company to redeem the whole or in part of the outstanding bonds from December 2007 to the date which is five years after the date of issue.
- (v) The Company's name will be changed to North Asia Strategic Holdings Limited.

32 APPROVAL OF ACCOUNTS

The accounts were approved by the board of directors on 9th June 2005.

