

For the year ended 31 December 2004 截至二零零四年十二月三十一日止年度

1. GENERAL

The Company was incorporated in Bermuda as an exempted company with limited liability under the Companies Act 1981 of Bermuda (as amended) and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The Group is principally engaged in property investment, securities trading, production and sale of fertilizers and investment holding.

2. POTENTIAL IMPACT ARISING FROM THE RECENTLY ISSUED ACCOUNTING STANDARDS

In 2004, the Hong Kong Institute of Certified Public Accountants issued a number of new or revised Hong Kong Accounting Standards (“HKASs”) and Hong Kong Financial Reporting Standards (“HKFRSs”) (herein collectively referred to as “new HKFRSs”) which are effective for accounting periods beginning on or after 1 January 2005. The Group has not early adopted these new HKFRSs in the financial statements for the year ended 31 December 2004.

The Group has commenced considering the potential impact of these new HKFRSs but is not yet in a position to determine whether these HKFRSs would have a significant impact on how its results of operations and financial position are presented. These HKFRSs may result in changes in the future as to how the results and financial position are presented.

3. SIGNIFICANT ACCOUNTING POLICIES

The financial statements have been prepared under the historical cost convention as modified for the revaluation of investment properties and certain investments in securities. The financial statements have been prepared in accordance with accounting principles generally accepted in Hong Kong. The principal accounting policies adopted are as follows:

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries made up to the balance sheet date.

1. 一般事項

本公司根據百慕達一九八一年公司法(修訂版)於百慕達註冊成立為獲豁免有限公司，其股份於香港聯合交易所有限公司(「聯交所」)上市。

本集團主要從事物業投資、證券交易、肥料生產與銷售及投資控股業務。

2. 近日發佈之會計準則之潛在影響

於二零零四年，香港會計師公會發佈了一系列全新或經修訂的香港財務報告準則及香港會計準則(統稱「新準則」)，這些新準則適用於二零零五年一月一日或其後開始之會計年度。本集團沒有提早在截至二零零四年十二月三十一日止年度會計表中引用此等新準則。

本集團已開始衡量此等新準則對本集團之影響，但現時未能確定此等新準則會否對如何編製本集團的營運結果、財務狀況之編製及呈報方式帶來重大影響。此等新準則或會改變本集團將來編製及呈列業績及財務狀況的方式。

3. 主要會計政策

本財務報表乃根據歷史成本慣例編製，並已重估投資物業及若干證券投資作出修訂。本財務報表乃根據香港公認會計原則編製。所採納之主要會計政策如下：

綜合賬目之基準

綜合財務報表包括本公司及其附屬公司至結算日止之財務報表。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2004 截至二零零四年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of consolidation (Continued)

The results of subsidiaries acquired or disposed of during the year are included in the consolidated income statement from the effective date of acquisition or up to the effective date of disposal, as appropriate.

Goodwill

Goodwill arising on consolidation represents the excess of the cost of acquisition over the Group's interest in the fair value of the identifiable assets and liabilities of a subsidiary at the date of acquisition. Goodwill is capitalised and amortised on a straight-line basis over its useful economic life.

Investments in subsidiaries

Investments in subsidiaries are included in the Company's balance sheet at cost less any identified impairment loss.

Investments in securities

Investments in securities are recognised on a trade-date basis and are initially measured at cost.

Investment securities, which are securities held for an identified long-term strategic purpose, are measured at subsequent reporting dates at cost, as reduced by any impairment loss that is other than temporary.

Other investments are measured at fair value, with unrealised gains and losses included in net profit or loss for the year.

Revenue recognition

Sale of goods is recognised when goods are delivered and title has passed.

Rental income in respect of properties under operating leases, where substantially all the risks and rewards of ownership of assets remain with the lessor, is recognised over the lease term of the respective tenancy on a straight-line basis.

Sale proceeds on trading of securities are recognised on a trade date basis when the sale and purchase agreement becomes unconditional.

3. 主要會計政策 (續)

綜合賬目之基準 (續)

於本會計年度內所收購或出售之附屬公司業績乃分別自其收購之生效日期起或直至其出售之生效日期止(如適用)計入綜合收益表。

商譽

綜合時產生之商譽，指本集團之收購成本高於本集團在收購日於一家附屬公司可辨認資產及負債之公平值之差額。商譽會撥充資本及按其可使用年期以直線法攤銷。

於附屬公司之投資

於附屬公司之投資須按成本扣除任何已辨識之減值虧損計入本公司之資產負債表。

證券投資

證券投資以交易日基準確認且最初按成本計算。

投資證券乃為按已確認長期策略之目的而持有之證券，且須於隨後報告日按成本扣除任何非暫時減值損失計算。

其他投資按公平價值計算，未變現收益及虧損須列入該年度之損益淨值中。

收益確認

貨物之銷售須於貨物送抵且物權轉移時確認。

倘資產擁有權隨附之絕大部份風險及回報仍歸出租人所用，有關物業於經營租約之租金收入以直線基準按各租期確認。

買賣證券之銷售收益須於買賣合約成為無條件時以買賣日期基準確認。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2004 截至二零零四年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment

Property, plant and equipment are stated at cost less depreciation and amortisation and accumulated impairment losses.

Depreciation and amortisation is provided to write off the cost of items of property, plant and equipment over their estimated useful lives and after taking into account their estimated residual value, using the straight-line method, at the following rates per annum:

Leasehold land	租賃土地	Over the term of the lease 按有關租賃年期
Buildings	樓宇	5%
Plant and machinery	廠房及機器	10% – 20%
Furniture, fixtures and equipment	傢俬、裝置及設備	10% – 33%
Motor vehicles	汽車	20%

The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognised in the income statement.

Impairment

At each balance sheet date, the Group reviews the carrying amounts of its assets to determine whether there is any indication that those assets have suffered an impairment loss. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

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

Investment properties

Investment properties are completed properties which are held for their investment potential, any rental income being negotiated at arm's length.

3. 主要會計政策 (續)

物業、廠房及設備

物業、廠房及設備乃按成本減折舊及累計減值虧損列賬。

物業、廠房及設備之折舊及攤銷以下列年率按直線法於其估計可使用年期內撇銷成本(經扣除估計餘值)計算：

Over the term of the lease 按有關租賃年期	
Buildings 樓宇	5%
Plant and machinery 廠房及機器	10% – 20%
Furniture, fixtures and equipment 傢俬、裝置及設備	10% – 33%
Motor vehicles 汽車	20%

資產出售或報廢所產生之盈利或虧損乃按資產之銷售收益及賬面值之差額釐定，並於收益表內確認。

減值

本集團於各結算日均審閱資產之賬面值，以釐定有否跡象顯示該等資產蒙受減值虧損。倘若資產之估計可收回金額低於賬面值，則資產之賬面值將調低至其可收回金額。減值虧損乃即時確認為開支。

倘若減值虧損其後逆轉，則資產之賬面值會上調至其經修訂估計可收回金額，但所上調之賬面值不得超出倘若有關資產於以往年度並無確認減值虧損時原已確認之賬面值。減值虧損逆轉乃即時確認為收入。

投資物業

投資物業指為其投資潛力而持有之落成物業，相關租金收入乃按公平原則磋商。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2004 截至二零零四年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment properties (Continued)

Investment properties are stated at their open market value based on independent professional valuation at the balance sheet date. Any revaluation increase or decrease arising on the revaluation of investment properties is credited or charged to the investment property revaluation reserve unless the balance on this reserve is insufficient to cover a revaluation decrease, in which case the excess of the revaluation decrease over the balance on the investment property revaluation reserve is charged to the income statement. Where a decrease has previously been charged to the income statement and a revaluation increase subsequently arises, this increase is credited to the income statement to the extent of the decrease previously charged.

On disposal of an investment property, the balance on the investment property revaluation reserve attributable to that property is transferred to the income statement.

No depreciation is provided on investment properties except where the unexpired term of the relevant lease is 20 years or less.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the first-in, first-out method.

Operating leases

Rentals payable in respect of operating leases are charged to the income statement on a straight-line basis over the relevant lease term.

Foreign currencies

Transactions in foreign currencies are initially recorded at the rates of exchange prevailing on the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are re-translated at the rates prevailing on the balance sheet date. Gains and losses arising on exchange are included in net profit or loss for the year.

3. 主要會計政策 (續)

投資物業 (續)

投資物業根據結算日之獨立專業估值按公開市值列賬。重估投資物業產生之任何重估增值或減值計入或自投資物業重估儲備中扣除，除非該儲備之結餘不足以彌補重估減值，其時重估減值超逾投資物業重估儲備結餘之數在收益表扣除。倘若已在收益表內扣除減值但其後出現重估增值，則增值將轉入收益表，惟以先前扣除之減值為限。

出售投資物業時，有關物業在投資物業重估儲備內應佔之結餘乃轉入收益表。

除非未屆滿租約年期為20年或以下，否則投資物業一概不予提撥折舊。

存貨

存貨乃按成本值或可變現淨值兩者較低者列賬。成本值乃按先進先出法計算。

經營租賃

經營租賃之應付租金以直線法按有關租約年期在收益表支銷。

外幣

以外幣進行之交易須按交易當日之匯率初步記錄。以外幣計價之貨幣資產或負債須於結算日按通行匯率再度進行折算。因匯兌而產生之盈虧計入本年度溢利或虧損淨額。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2004 截至二零零四年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currencies (Continued)

On consolidation, the assets and liabilities of the Group's overseas operations are translated at exchange rates prevailing on the balance sheet date. Income and expense items are translated at the average exchange rates for the period. Exchange differences arising, if any, are classified as equity and transferred to the Group's translation reserve. Such translation differences are recognised as income or as expense in the period in which the operation is disposed of.

Taxation

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

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes income statement items that are never taxable or deductible.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill (or negative goodwill) or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

3. 主要會計政策 (續)

外幣 (續)

於綜合賬目時，本集團海外業務之資產及負債按結算日之匯率換算。收入及支出項目按年內之平均匯率換算。所引致之匯兌差額(如有)列作股本，並撥入本集團匯兌儲備處理，並於出售有關業務之年度內確認為收入或支出。

稅項

所得稅開支為現行應繳稅項及遞延稅項之總額。

現行應繳稅項根據本年度之應課稅溢利計算。應課稅溢利與損益表內呈報之純利兩者差異乃基於其並無計入其他年度之應課稅或可扣減收支項目，亦無計入毋須課稅及不獲扣減之損益表項目所致。

遞延稅項乃為財務報表內資產及負債賬面值與計算應課稅溢利所用相應稅基間之差異而產生之應繳付或可退回稅項，並採用資產負債表負債法入賬。遞延稅項負債一般按所有應課稅之暫時性差異予以確認，而遞延稅項資產則按可能會出現可用以抵銷可扣減之臨時性差異之應課稅溢利而予以確認。倘若臨時性差異乃基於商譽(或負商譽)或初步確認(業務合併之情況下除外)不影響稅務溢利或會計溢利之交易中之其他資產及負債而引致，則有關資產及負債不予確。

遞延稅項資產之賬面值乃於每個結算日進行檢討，並在沒有可能於會有足夠應課稅溢利恢復全部或部份資產價值時作調減。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2004 截至二零零四年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

Retirement benefit costs

Payments to the Mandatory Provident Fund Scheme (the “MPF Scheme”) and state-managed retirement benefit scheme are charged as an expense as they fall due.

4. TURNOVER AND SEGMENT INFORMATION

Turnover represents the aggregate of proceeds from securities trading, rental income and proceeds from sale of goods.

Business segments

For management purposes, the Group is currently organised into production and sale of fertilizers, investment holding and property investment divisions, which are the basis on which the Group reports its primary segment information.

3. 主要會計政策 (續)

稅項 (續)

遞延稅項乃按預期於負債清償或資產變現期間適用之稅率計算。遞延稅項於損益表中扣除或計入損益表，惟倘遞延稅項直接在股本權益中扣除或計入股本權益之情況（在此情況下遞延稅項亦會於股本權益中處理）除外。

退休福利成本

向強制性公積金計劃（「強積金計劃」）及中央公積金計劃所作供款於到期應付時支銷。

4. 營業額及分類資料

營業額指買賣證券所得款項、租金收入及出售貨品所得款項總和。

業務分部

就管理而言，本集團目前之架構劃分為生產與銷售肥料、投資控股及物業投資分部。該等分部乃本集團呈報主要分類資料之基準。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2004 截至二零零四年十二月三十一日止年度

4. TURNOVER AND SEGMENT INFORMATION (Continued)

Business segments (Continued)

Segment information about these businesses is presented below.

INCOME STATEMENT

For the year ended 31 December 2004

4. 營業額及分類資料 (續)

業務分部 (續)

該等業務之分類資料呈列如下。

損益表

截至二零零四年十二月三十一日止年度

		Production and sale of fertilizers 生產及銷售肥料 HK\$'000 千港元	Investment holding 投資控股 HK\$'000 千港元	Property investment 物業投資 HK\$'000 千港元	Consolidated 綜合總額 HK\$'000 千港元
SEGMENT TURNOVER	分部營業額	6,420	552	8,235	15,207
RESULTS	業績				
Segment result	分部	(2,211)	4,399	17,607	19,795
Unallocated corporate expenses	未分配企業開支				(4,863)
Profit from operations	經營溢利				14,932
Finance costs	財務成本				(2,984)
Profit before taxation	除稅前溢利				11,948
Income tax	所得稅				(334)
Profit before minority interests	未計少數股東權益溢利				11,614
Minority interests	少數股東權益				648
Net profit for the year	本年度溢利淨額				12,262

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2004 截至二零零四年十二月三十一日止年度

4. TURNOVER AND SEGMENT INFORMATION (Continued)

4. 營業額及分類資料 (續)

Business segments (Continued)

業務分部 (續)

INCOME STATEMENT (Continued)

損益表 (續)

For the year ended 31 December 2003

截至二零零三年十二月三十一日止年度

		Production and sale of fertilizers 生產及銷售肥料 HK\$'000 千港元	Investment holding 投資控股 HK\$'000 千港元	Property investment 物業投資 HK\$'000 千港元	Consolidated 綜合總額 HK\$'000 千港元
SEGMENT TURNOVER	分部營業額	—	17,758	7,529	25,287
RESULTS	業績				
Segment result	分部	—	(66,422)	(39,949)	(106,371)
Other operating income	其他經營收入				89
Reversal of accrued charges in respect of financial restructuring of the Group in prior years	本集團過往年度財務 重組應計費用撥回				5,102
Unallocated corporate expenses	未分配企業開支				(6,483)
Loss from operations	經營虧損				(107,663)
Finance costs	財務成本				(8,712)
Loss before taxation	除稅前虧損				(116,375)
Income tax	所得稅				8,584
Loss for the year	本年度虧損				(107,791)

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2004 截至二零零四年十二月三十一日止年度

4. TURNOVER AND SEGMENT INFORMATION (Continued)

Business segments (Continued)

BALANCE SHEET

At 31 December 2004

4. 營業額及分類資料 (續)

業務分部 (續)

資產負債表

於二零零四年十二月三十一日

		Production and sale of fertilizers HK\$'000 生產及銷售肥料 千港元	Investment holding HK\$'000 投資控股 千港元	Property investment HK\$'000 物業投資 千港元	Consolidated HK\$'000 綜合總額 千港元
ASSETS	資產				
Segment assets	分部資產	9,995	22,214	267,323	299,532
Unallocated corporate assets	未分配企業資產				4,026
Consolidated total assets	綜合資產總額				303,558
LIABILITIES	負債				
Segment liabilities	分部負債	1,153	–	8,190	9,343
Unallocated corporate liabilities	未分配企業負債				160,969
Consolidated total liabilities	綜合負債總額				170,312

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2004 截至二零零四年十二月三十一日止年度

4. TURNOVER AND SEGMENT INFORMATION (Continued)

4. 營業額及分類資料 (續)

Business segments (Continued)

業務分部 (續)

BALANCE SHEET (Continued)

資產負債表 (續)

At 31 December 2003

於二零零三年十二月三十一日

		Production and sale of fertilizers 生產及銷售肥料 HK\$'000 千港元	Investment holding 投資控股 HK\$'000 千港元	Property investment 物業投資 HK\$'000 千港元	Consolidated 綜合總額 HK\$'000 千港元
ASSETS	資產				
Segment assets	分部資產	–	14,705	256,155	270,860
Unallocated corporate assets	未分配企業資產				1,078
Consolidated total assets	綜合資產總額				<u>271,938</u>
LIABILITIES	負債				
Segment liabilities	分部負債	–	330	7,884	8,214
Unallocated corporate liabilities	未分配企業負債				162,076
Consolidated total liabilities	綜合負債總額				<u>170,290</u>

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2004 截至二零零四年十二月三十一日止年度

4. TURNOVER AND SEGMENT INFORMATION (Continued)

Business segments (Continued)

OTHER INFORMATION

For the year ended 31 December 2004

		Production and sale of fertilizers 生產與銷售肥料 HK\$'000 千港元	Investment holding 投資控股 HK\$'000 千港元	Property investment 物業投資 HK\$'000 千港元
Additions to property, plant and equipment	物業、廠房及設備添置			
Acquisition of subsidiaries	收購附屬公司	8,834	—	—
Other additions	其他添置	624	—	—
Goodwill arising on acquisition of subsidiaries	收購附屬公司產生之商譽	820	—	—
Amortisation and depreciation	攤銷及折舊	1,193	—	—
Impairment loss on leasehold land and buildings	租賃土地及樓宇減值虧損	813	—	—

For the year ended 31 December 2003

		Production and sale of fertilizers 生產與銷售肥料 HK\$'000 千港元	Investment holding 投資控股 HK\$'000 千港元	Property investment 物業投資 HK\$'000 千港元
Realised loss on surrender of other investments to discharge borrowings	轉讓其他投資以償還借貸之變現虧損	—	46,620	—
Unrealised holding loss of other investments	持有其他投資之未變現虧損	—	5,620	—
Revaluation decrease on investment properties	投資物業重估減少	—	—	45,000

4. 營業額及分類資料 (續)

業務分部 (續)

其他資料

截至二零零四年十二月三十一日止年度

	Production and sale of fertilizers 生產與銷售肥料 HK\$'000 千港元	Investment holding 投資控股 HK\$'000 千港元	Property investment 物業投資 HK\$'000 千港元
Additions to property, plant and equipment			
Acquisition of subsidiaries	8,834	—	—
Other additions	624	—	—
Goodwill arising on acquisition of subsidiaries	820	—	—
Amortisation and depreciation	1,193	—	—
Impairment loss on leasehold land and buildings	813	—	—

截至二零零三年十二月三十一日止年度

	Production and sale of fertilizers 生產與銷售肥料 HK\$'000 千港元	Investment holding 投資控股 HK\$'000 千港元	Property investment 物業投資 HK\$'000 千港元
Realised loss on surrender of other investments to discharge borrowings	—	46,620	—
Unrealised holding loss of other investments	—	5,620	—
Revaluation decrease on investment properties	—	—	45,000

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2004 截至二零零四年十二月三十一日止年度

4. TURNOVER AND SEGMENT INFORMATION (Continued)

Geographical segments

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

		Sales revenue by geographical market	
		按地區市場劃分之銷售收入	
		2004	2003
		二零零四年	二零零三年
		HK\$'000	HK\$'000
		千港元	千港元
Hong Kong	香港	8,787	25,287
Other regions in the People's Republic of China (the "PRC")	中華人民共和國(「中國」) 其他地區	6,420	—
		15,207	25,287

The following is an analysis of the carrying amount of segment assets and additions to property, plant and equipment and goodwill, analysed by geographical area in which the assets are located.

4. 營業額及分類資料 (續)

地區分部

下表提供按地區市場(不論貨品/服務來源地)分析本集團之銷售額:

以下為按資產所在地區分析之分部資產賬面值、添置物業、廠房及設備與商譽分析:

		Carrying amount of segment assets		Additions to property, plant and equipment and goodwill	
		分部資產之賬面金額		添置物業、廠房及設備及商譽	
		2004	2003	2004	2003
		二零零四年	二零零三年	二零零四年	二零零三年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Hong Kong	香港	289,489	270,860	8	—
PRC	中國	10,043	—	10,270	—
		299,532	270,860	10,278	—

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2004 截至二零零四年十二月三十一日止年度

5. REALISED LOSS ON SURRENDER OF OTHER INVESTMENTS TO DISCHARGE BORROWINGS 5. 轉讓其他投資以償還借貸之變現虧損

	2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Realised loss on surrender of shares of China Gas Holdings Limited ("China Gas") to certain lenders to discharge borrowings	向若干借貸人轉讓中國燃氣控股有限公司(「中國燃氣」)之股份以償還借貸導致之變現虧損	-
	-	46,620

During the year ended 31 December 2003, the Group surrendered 63 million shares of China Gas to certain lenders to discharge borrowings of HK\$18,900,000. At 1 January 2003, the carrying value of these shares was HK\$65,520,000. At the dates when the Group agreed to surrender the shares, the market value of these shares was HK\$46,380,000. As a result, the Group realised losses of HK\$46,620,000 from surrendering these shares, including losses of HK\$27,480,000 which represent the shortfall between the market values, at the dates when the Group agreed to surrender the shares, and the amount of borrowings discharged.

於截至二零零三年十二月三十一日止年度，本集團向若干貸款人轉讓63,000,000股中國燃氣股份，以償18,900,000港元之借貸。於二零零三年一月一日，該等股份之面值為65,520,000港元。於本集團同意轉讓股份之日期，該等股份之市值為46,380,000港元。因此，本集團因轉讓該等股份導致46,620,000港元之變現虧損，包括因本集團同意轉讓股份之日期與收到代價日期之間之市值下跌而導致之27,480,000港元之虧損。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2004 截至二零零四年十二月三十一日止年度

6. PROFIT (LOSS) FROM OPERATIONS

6. 經營溢利(虧損)

		THE GROUP	
		本集團	
		2004	2003
		二零零四年	二零零三年
		HK\$'000	HK\$'000
		千港元	千港元
Profit (loss) from operations has been arrived at after charging (crediting):	經營溢利(虧損)已扣除(計入):		
Amortisation of goodwill	商譽攤銷	820	-
Depreciation and amortisation	折舊及攤銷		
Owned assets	自置資產	373	11
Asset held under a finance lease	根據融資租約持有之資產	-	31
Total amortisation and depreciation	折舊及攤銷總額	1,193	42
Auditors' remuneration	核數師酬金		
- current year	- 本年度	400	300
- underprovision in prior years	- 過往年度撥備不足	55	-
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	-	42
Rental income less outgoings	租金收入減開支	(6,879)	(5,585)
Realised loss on sale of other investments	出售其他投資之變現虧	40	13,669
Staff costs including directors' emoluments	損員工成本(包括董事酬金)	3,407	3,182

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2004 截至二零零四年十二月三十一日止年度

7. FINANCE COSTS

7. 融資成本

		THE GROUP 本集團	
		2004 二零零四年	2003 二零零三年
		HK\$'000 千港元	HK\$'000 千港元
Interest on:	有關以下各項之利息：		
Bank borrowings wholly repayable within five years	須於五年內悉數償還之銀行借貸	2,575	4,024
Other loans wholly repayable within five years	須於五年內悉數償還之其他貸款	190	4,682
Consideration payable for acquisition of subsidiaries (note 20)	收購附屬公司之應付代價(附註20)	219	–
Finance lease	融資租約	–	6
		2,984	8,712

8. DIRECTORS' EMOLUMENTS

8. 董事酬金

		THE GROUP 本集團	
		2004 二零零四年	2003 二零零三年
		HK\$'000 千港元	HK\$'000 千港元
Directors' fees	董事袍金	390	460
Other emoluments – executive directors	其他酬金 – 執行董事薪金及其他福利	1,920	1,920
Salaries and other benefits			
		2,310	2,380

The directors' fees disclosed above include directors' fees of HK\$270,000 (2003: HK\$340,000) payable to independent non-executive directors.

The emoluments of the directors are individually below HK\$1,000,000 (2003: HK\$1,000,000).

上文披露之董事袍金包括應付獨立非執行董事之款項270,000港元(二零零三年: 340,000港元)。

各董事之酬金均低於1,000,000港元(二零零三年: 1,000,000港元)。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2004 截至二零零四年十二月三十一日止年度

9. EMPLOYEES' EMOLUMENTS

Of the five individuals with the highest emoluments in the Group, two (2003: three) are directors of the Company whose emoluments are included in note 8 above. The emoluments of the remaining three (2003: two) are as follows:

		THE GROUP	
		本集團	
		2004	2003
		二零零四年	二零零三年
		HK\$'000	HK\$'000
		千港元	千港元
Salaries and other benefits	薪金及其他福利	586	390
Retirement benefit scheme contributions	退休福利計劃供款	28	18
		614	408

Their emoluments were within the following band:

		2004	2003
		二零零四年	二零零三年
		Number of	Number of
		employees	employees
		僱員人數	僱員人數
Nil to HK\$1,000,000	零至1,000,000港元	3	2

9. 僱員薪酬

本集團五名最高薪僱員當中有兩名(二零零三年：三名)為本公司董事，其酬金載於上文附註8。餘下三名(二零零三年：兩名)之酬金如下：

上述僱員之酬金在以下範圍：

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2004 截至二零零四年十二月三十一日止年度

10. INCOME TAX

10. 所得稅

		THE GROUP	
		本集團	
		2004	2003
		二零零四年	二零零三年
		HK\$'000	HK\$'000
		千港元	千港元
The charge (credit) for the year comprises: 本年度之所得稅支出(收入)包括:			
Hong Kong Profits Tax	香港利得稅	-	59
Deferred tax (note 25)	遞延稅項(附註25)	334	(8,643)
		<hr/>	<hr/>
		334	(8,584)
		<hr/>	<hr/>

No tax is payable on the profit for the year arising in Hong Kong since the assessable profit is wholly absorbed by tax losses brought forward. The tax charge for prior year represented underprovision in prior years.

由於應課稅溢利已全數由承前稅務虧損所抵銷，故本年度內並無應付香港利得稅。上年度之稅項支出代表過往年度之撥備不足。

Pursuant to the relevant laws and regulations in the PRC, a subsidiary in the PRC is entitled to exemption from PRC enterprise income tax for the first two years commencing from its first profit-making year of operation and thereafter, this PRC subsidiary will be entitled to a 50% relief from PRC enterprise income tax for the following three years.

根據中國現行的法規，中國一家附屬公司可由首個經營獲利年度起計兩年內獲豁免繳付中國企業所得稅，而其後三年則獲寬減50%中國企業所得稅。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2004 截至二零零四年十二月三十一日止年度

10. INCOME TAX (Continued)

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

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Profit (loss) before taxation	除稅前溢利(虧損)	<u>11,948</u>	<u>(116,375)</u>
	按香港利得稅率17.5% (二零零三年: 17.5%) 計算之		
Tax charge (credit) at Hong Kong profits tax rate of 17.5% (2003: 17.5%)	稅項支出(收入)	2,091	(20,366)
Tax effect of non-deductible expenses	不可抵扣支出之稅務影響	1,150	9,101
Tax effect of non-taxable income	毋須課稅收入之稅務影響	(1,561)	(757)
Tax effect of current year's tax loss not recognised	本年度未確認稅務虧損之稅務影響	91	2,884
Tax effect of utilisation of tax losses not previously recognised	使用以往未確認稅項虧損之稅務影響	(1,372)	-
Effect of tax concession granted to a PRC subsidiary	給予一家中國附屬公司稅項寬免之影響	(94)	-
Effect of difference in tax rates	稅率差異之影響	29	-
Tax effect of utilisation of deductible temporary difference not previously recognised	使用以往未確認之可抵扣暫時性差異之稅務影響	-	(315)
Increase in opening deferred tax liability due to increase in tax rate	稅率增加引致之期初遞延稅項負債增加	-	810
Underprovision in prior year	上年度撥備不足	-	59
Tax charge (credit) for the year	本年度稅務支出(收入)	<u>334</u>	<u>(8,584)</u>

10. 所得稅 (續)

年度稅項支出(收入)可於損益表內除稅前溢利(虧損)之對賬如下:

11. EARNINGS (LOSS) PER SHARE

The calculation of basic earnings (loss) per share for the year is based on the net profit for the year of HK\$12,262,000 (2003: net loss of HK\$107,791,000) and on the weighted average number of 221,341,000 (2003: 146,686,000) ordinary shares in issue during the year.

The diluted earnings per share for the year has not been presented as there were no dilutive potential ordinary shares in existence during the year.

The computation of diluted loss per share for prior year did not assume the exercise of the outstanding warrants since their exercises would decrease the loss per share.

11. 每股盈利(虧損)

每股基本盈利(虧損)乃根據本年度本集團之溢利淨額12,262,000港元(二零零三年: 虧損107,791,000港元)及本年度內已發行普通股之加權平均數221,341,000(二零零三年: 146,686,000)計算。

於本期間並無攤薄潛力之普通股, 故本期間並無呈列每股攤薄盈利。

鑒於本公司尚未行使之認股權證獲行使會減少每股虧損, 因此並無呈列本年度之每股攤薄虧損。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2004 截至二零零四年十二月三十一日止年度

12. PROPERTY, PLANT AND EQUIPMENT

12. 物業、廠房及設備

THE GROUP		本集團				
		Leasehold land and buildings 租賃土地及 樓宇 HK\$'000	Plant and machinery 廠房及 機器 HK\$'000	Furniture, fixtures and equipment 傢俬、裝置 及設備 HK\$'000	Motor vehicles 汽車 HK\$'000	Total 總額 HK\$'000
COST	成本					
At 1 January 2004	於二零零四年一月一日	–	–	50	–	50
Acquisition of subsidiaries	收購附屬公司	7,783	898	39	114	8,834
Additions	添置	558	26	40	–	624
At 31 December 2004	於二零零四年 十二月三十一日	8,341	924	129	114	9,508
DEPRECIATION AND AMORTISATION AND IMPAIRMENT	折舊及攤銷與減值					
At 1 January 2004	於二零零四年一月一日	–	–	16	–	16
Provided for the year	本年度撥備	276	60	20	17	373
Impairment loss recognised in income statement	減值虧損於損益表 確認	813	–	–	–	813
At 31 December 2004	於二零零四年 十二月三十一日	1,089	60	36	17	1,202
NET BOOK VALUES	賬面淨值					
At 31 December 2004	於二零零四年 十二月三十一日	7,252	864	93	97	8,306
At 31 December 2003	於二零零三年 十二月三十一日	–	–	34	–	34

The leasehold land and buildings are situated in the PRC under a medium-term lease.

本公司之租賃土地及樓宇均位於中國，並按中期租約持有。

During the year, the directors conducted a review of the Group's manufacturing assets and determined that the land and buildings are impaired in view of the current operating results. Accordingly, impairment loss of HK\$813,000 is recognised in income statement.

年內，董事檢討本集團之製造資產，並基於本年度經營業績認為土地及樓宇出現減值。因此，於損益表內確認減值虧損813,000港元。

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For the year ended 31 December 2004 截至二零零四年十二月三十一日止年度

13. INVESTMENT PROPERTIES

13. 投資物業

		THE GROUP
		本集團
		HK\$'000
		千港元
VALUATION	估值	
At 1 January 2004	於二零零四年一月一日	255,000
Revaluation increase	重估增加	11,000
At 31 December 2004	於二零零四年十二月三十一日	266,000

Investment properties are located in Hong Kong under long leases. Investment properties were revalued at open market value at 31 December 2004 by LCH (Asia-Pacific) Surveyors Limited, a firm of chartered surveyors, on an open market existing use basis. The revaluation increase of HK\$11,000,000 has been credited to consolidated income statement.

位於香港之投資物業根據長期租約持有。投資物業於二零零四年十二月三十一日由LCH (Asia-Pacific) Surveyors Limited以公開市場現有用途基準對其公開市值進行重新估值。11,000,000港元之重估增加已記入綜合收益表中。

At 31 December 2004, substantially all the investment properties were rented out under operating leases.

於二零零四年十二月三十一日，絕大部份投資物業已悉數根據營運租賃租出。

14. GOODWILL

14. 商譽

		THE GROUP
		本集團
		HK\$'000
		千港元
At 1 January 2004	於二零零四年一月一日	-
Arising on acquisition of subsidiaries	收購附屬公司產生之商譽	820
Amortisation for the year	本年度攤銷	(820)
At 31 December 2004	於二零零四年十二月三十一日	-

Subsequent to the balance sheet date, the consideration for acquisition of subsidiaries has been revised from HK\$30,000,000 to HK\$5,000,000 as described in note 33. Accordingly, the goodwill on acquisition of subsidiaries is reduced to HK\$820,000.

在結算日後，收購附屬公司之代價已由30,000,000港元修訂為5,000,000港元(附註33)。因此，收購附屬公司之商譽減至820,000港元。

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For the year ended 31 December 2004 截至二零零四年十二月三十一日止年度

15. INTERESTS IN SUBSIDIARIES

15. 於附屬公司之權益

		THE COMPANY	
		本公司	
		2004	2003
		二零零四年	二零零三年
		HK\$'000	HK\$'000
		千港元	千港元
Unlisted shares, at cost	非上市股份，按成本值	2	2
Amounts due from subsidiaries	附屬公司欠款	289,501	278,697
		289,503	278,699
Less: Allowances	減：撥備	(136,097)	(159,119)
		153,406	119,580

Particulars of the subsidiaries at 31 December 2004, which are operating in Hong Kong except otherwise stated, are as follows:

於二零零四年十二月三十一日，在香港營運之附屬公司(除另外說明者外)詳情載列如下：

Name	Place of incorporation	Issued and fully paid ordinary share capital/ registered capital	Proportion of nominal value of issued share capital/ registered capital held by the Company		Principal activities
			Directly	Indirectly	
名稱	註冊成立地點	已發行及繳足普通股股本或註冊資本	本公司所持有已發行股本面值比例		主要業務
			直接	間接	
China Faith Limited	Hong Kong	Ordinary HK\$10,000	–	100%	Property investment
紀昌有限公司	香港	普通股10,000港元			物業投資
Delight Link Enterprises Limited	Hong Kong	Ordinary HK\$2	100%	–	Provision of administrative services to group companies
欣喜企業有限公司	香港	普通股2港元			向集團公司提供行政服務
Everstate Investment Limited	British Virgin Islands	Ordinary US\$100	100%	–	Investment holding
	英屬處女群島	普通股100美元			投資控股

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15. INTERESTS IN SUBSIDIARIES (Continued)

15. 於附屬公司之權益 (續)

Name 名稱	Place of incorporation 註冊成立地點	Issued and fully paid ordinary share capital/ registered capital 已發行及繳足 普通股股本	Proportion of nominal value of issued share capital/ registered capital held by the Company 本公司所持有已發行 股本面值比例		Principal activities 主要業務
			Directly 直接	Indirectly 間接	
Greater China Corporate Service Limited	Hong Kong	Ordinary HK\$1,000	100%	–	Provision of nominee and corporate services
大中華企業服務有限公司	香港	普通股1,000港元			提供代名人及 企業服務
Greatfield Corporation Limited	Hong Kong 香港	Ordinary HK\$2 普通股2港元	100%	–	Investment holding 投資控股
Lucky Green Limited	British Virgin Islands 英屬處女群島	Ordinary US\$100 普通股100美元	–	51%	Investment holding 投資控股
Profit Capital Limited	British Virgin Islands 英屬處女群島	Ordinary US\$1 普通股1美元	100%	–	Investment holding 投資控股
Sharp Star Investment Corporation	British Virgin Islands 英屬處女群島	Ordinary US\$1 普通股1美元	100%	–	Investment holding 投資控股
珠海經濟特區瑞農植保技術 有限公司(「珠海瑞農」)* Zhuhai S.E.Z. Rui Nong Plant Protection Technology Co. Ltd. (“Zhuhai Rui Nong”)*	PRC 中國	Registered capital RMB4,812,895 註冊資本 人民幣4,812,895元	–	51%	Production and sale of fertilizers 生產與銷售肥料
Zing World Enterprises Limited	British Virgin Islands 英屬處女群島	Ordinary US\$100 普通股100美元	–	100%	Investment holding 投資控股

* A wholly foreign owned enterprise and operating in the PRC

* 在中國經營的全外資企業

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15. INTERESTS IN SUBSIDIARIES (Continued)

The above table lists the subsidiaries of the Group which, in the opinion of the directors, principally affect the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

None of the subsidiaries had issued any debt securities at the balance sheet date.

16. INVESTMENTS IN SECURITIES

Investment securities:	投資證券：		
Unlisted equity investment, at cost	非上市股本投資，按成本值	3,000	—
Other investments:	其他投資：		
Unlisted equity investments, at cost	非上市股本投資，按成本值	37,010	37,010
Less: unrealised holding loss	減：未變現持有虧損	(37,010)	(37,010)
		—	—
Equity investments listed in Hong Kong, at market value (note)	於香港上市之股本投資，按市值(附註)	19,166	14,695
Unit trust outside Hong Kong, at quoted value	在香港以外之單位信託，按報價	48	—
		19,214	14,695
		22,214	14,695
Carrying amount analysed for reporting purpose as:	為呈報而作之賬面值分析如下：		
Non-current	非流動	3,000	—
Current	流動	19,214	14,695
		22,214	14,695

Note: The amount represents a 0.94% (2003: 1.33%) interest in China Gas which was incorporated in Bermuda and is principally engaged in investing in natural gas/energy projects, property investment and securities investment.

15. 於附屬公司之權益 (續)

董事認為上表所載之本公司附屬公司對本集團業績或資產有重大影響。董事認為倘列出其他附屬公司資料會過於冗長。

於結算日，概無附屬公司發行任何債務證券。

16. 證券投資

THE GROUP			
本集團			
	2004	2003	
	二零零四年	二零零三年	
	HK\$'000	HK\$'000	
	千港元	千港元	
Investment securities:			
Unlisted equity investment, at cost	3,000	—	
Other investments:			
Unlisted equity investments, at cost	37,010	37,010	
Less: unrealised holding loss	(37,010)	(37,010)	
	—	—	
Equity investments listed in Hong Kong, at market value (note)	19,166	14,695	
Unit trust outside Hong Kong, at quoted value	48	—	
	19,214	14,695	
	22,214	14,695	
Carrying amount analysed for reporting purpose as:			
Non-current	3,000	—	
Current	19,214	14,695	
	22,214	14,695	

附註：該數額指中國燃氣0.94%（二零零三年：1.33%）之權益。中國燃氣在百慕達註冊成立，主要業務為投資於天然氣／能源項目、物業投資及證券投資。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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17. INVENTORIES

17. 存貨

		THE GROUP	
		本集團	
		2004	2003
		二零零四年	二零零三年
		HK\$'000	HK\$'000
		千港元	千港元
Raw materials, at cost	原材料，按成本值	63	–
Finished goods, at cost	製成品，按成本值	164	–
		<u>227</u>	<u>–</u>

18. TRADE AND OTHER RECEIVABLES

18. 應收賬款及其他應收款項

Rentals receivable from tenants are payable on presentation of invoices. The Group allows a credit period of 30 days to 90 days to other trade customers.

租戶須於發出發票時支付租金。本集團給予其他貿易客戶之賒賬期為30天至90天。

The following is an aged analysis of trade and other receivables of the Group at the balance sheet date:

於結算日本集團應收賬款及其他應收款項賬齡分析如下：

		2004	2003
		二零零四年	二零零三年
		HK\$'000	HK\$'000
		千港元	千港元
0 – 60 days	0 – 60天	936	204
61 – 90 days	61 – 90天	262	26
Over 90 days	90天以上	144	90
		<u>1,342</u>	<u>320</u>

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19. TRADE AND OTHER PAYABLES

The following is an aged analysis of trade and other payables of the Group at the balance sheet date:

0 – 60 days	0 – 60天
61 – 90 days	61 – 90天
Over 90 days	90天以上

19. 應付賬款及其他應付款項

於結算日本集團應付賬款及其他應付款項賬齡分析如下：

2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
1,480	1,463
102	575
8,404	6,407
9,986	8,445

20. CONSIDERATION PAYABLE FOR ACQUISITION OF SUBSIDIARIES

Consideration payable for acquisition of subsidiaries	收購附屬公司應付代價
Reduction of consideration (note 33)	代價減少(附註33)

20. 收購附屬公司應付代價

2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
29,000	–
(25,000)	–
4,000	–

The amount represents the outstanding consideration for the acquisition of a 51% interest in Lucky Green Limited and its subsidiary (note 26), which bears interest at 1% per annum and is payable in or before March 2005. Subsequent to the balance sheet date, the consideration payable was reduced to HK\$4,000,000, as described in note 33.

該數額指收購Lucky Green Limited及其附屬公司51%權益之未付代價(附註26)，須按年利率1%計息，並應於二零零五年三月或之前繳付。於結算日後，該應付代價減至4,000,000港元(見附註33)。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2004 截至二零零四年十二月三十一日止年度

21. BANK AND OTHER BORROWINGS

21. 銀行及其他借貸

		THE GROUP 本集團		THE COMPANY 本公司	
		2004 二零零四年	2003 二零零三年	2004 二零零四年	2003 二零零三年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Bank loans (note a)	銀行貸款 (附註a)	128,693	138,300	-	-
Margin loans (note a)	孖展貸款 (附註a)	1,750	2,653	-	-
Other loan (note b)	其他貸款 (附註b)	-	1,500	-	1,500
		130,443	142,453	-	1,500
Secured	有抵押	130,443	140,953	-	-
Unsecured	無抵押	-	1,500	-	1,500
		130,443	142,453	-	1,500
The maturity of the borrowings is as follows:	借貸之到期日如下：				
Repayable	須於下列期間償還				
- on demand or within one year	- 應要求或一年內	130,443	11,953	-	1,500
- between one to two years	- 一至兩年	-	130,500	-	-
		130,443	142,453	-	1,500
Less: Amount due within one year shown under current liabilities	減：一年內到期並列作流動負債之款項	(130,443)	(11,953)	-	(1,500)
		-	130,500	-	-

Notes:

(a) The loans bear interest at market rates.

(b) Up to 30 July 2003, the lender charged interest at 18% per annum and since then, the loan was interest free and had been fully repaid during the year ended 31 December 2004.

附註：

(a) 貸款之利率為市場利率。

(b) 截至二零零三年七月三十日為止，貸款人按18%之年利率收取利息，其後貸款免收利息，並已於截至二零零四年十二月三十一日止年度全數償還。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2004 截至二零零四年十二月三十一日止年度

22. SHARE CAPITAL

22. 股本

		Number of shares 股份數目 '000 千股	Nominal amount 面額 HK\$'000 千港元
<i>Authorised:</i>	法定：		
Ordinary shares of HK\$0.10 each at 1 January 2003	於二零零三年一月一日 每股面值0.10港元之普通股	20,000,000	2,000,000
Reduction of the nominal value of share capital of HK\$0.10 each to HK\$0.0001 each	股本之面值由每股0.10港元 削減至每股0.0001港元 每50股每股面值0.0001港元之	-	(1,998,000)
Consolidation of every 50 shares of HK\$0.0001 each to one share of HK\$0.0005 each	股份合併為一股每股 面值0.0005港元之股份	(19,600,000)	-
Increase in authorised share capital of HK\$0.005 each	每股面值0.005港元之 法定股本增加	421,578,000	2,107,890
		<hr/>	<hr/>
Ordinary shares of HK\$0.005 each at 31 December 2003 and 2004	於二零零三年及二零零四年 十二月三十一日每股 面值0.005港元之普通股	421,978,000	2,109,890
		<hr/>	<hr/>
Preference shares of HK\$0.10 each at 1 January 2003	於二零零三年一月一日 每股面值0.10港元之優先股	1,100,000	110,000
Reduction of the nominal value of share capital of HK\$0.10 each to HK\$0.0001 each	股本面值由每股0.10港元 削減至每股0.0001港元 每50股每股面值0.0001港元之	-	(109,890)
Consolidation of every 50 shares of HK\$0.0001 each to one share of HK\$0.0005 each	股份合併為一股每股 面值0.0005港元之股份	(1,078,000)	-
		<hr/>	<hr/>
Preference shares of HK\$0.005 each at 31 December 2003 and 2004	於二零零三年及二零零四年 十二月三十一日每股 面值0.005港元之優先股	22,000	110
		<hr/>	<hr/>
<i>Issued and fully paid:</i>	已發行及繳足股本：		
Ordinary shares of HK\$0.10 each at 1 January 2003	於二零零三年一月一日 每股面值0.10港元之普通股	6,899,557	689,956
Reduction of the nominal value of share capital of HK\$0.10 each to HK\$0.0001 each	股本之面值由每股0.10港元 削減至每股0.0001港元 每50股每股面值0.0001港元之	-	(689,266)
Consolidation of every 50 shares of HK\$0.0001 each to one share of HK\$0.0005 each	股份合併為一股每股 面值0.0005港元之股份	(6,761,566)	-
Issue of shares	發行股份	27,598	138
		<hr/>	<hr/>
Ordinary shares of HK\$0.005 each at 31 December 2003	於二零零三年十二月三十一日 每股面值0.005港元之普通股	165,589	828
Issue of shares	發行股份	72,800	364
		<hr/>	<hr/>
Ordinary shares of HK\$0.005 each at 31 December 2004	於二零零四年十二月三十一日 每股面值0.005港元之普通股	238,389	1,192
		<hr/>	<hr/>

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2004 截至二零零四年十二月三十一日止年度

22. SHARE CAPITAL (Continued)

During the year, pursuant to subscription agreements, 33,100,000 and 39,700,000 ordinary shares of HK\$0.005 each were issued at HK\$0.231 and HK\$0.2898 per share for cash, respectively, to provide additional working capital to the Group.

23. SHARE OPTION SCHEME

Pursuant to an ordinary resolution passed at the special general meeting of shareholders held on 22 April 2002, the Company adopted a share option scheme (the "Scheme") which enables the directors of the Company to grant options to the employees (including directors) of the Group in recognition of their contribution to the Group. The Scheme will expire on 21 April 2012.

The total number of shares in respect of which options may be granted under the Scheme is not permitted to exceed 10% of the shares of the Company in issue at the date of shareholders' approval of the Scheme (the "Scheme Mandate Limit") or if such 10% limit is refreshed, at the date of shareholders' approval of the renewal of the Scheme Mandate Limit. The maximum aggregate number of shares which may be issued upon the exercise of all outstanding options granted and yet to be exercised under the Scheme must not exceed 30% of the total number of shares of the Company in issue from time to time. The number of shares in respect of which options may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company then in issue, without prior approval from the shareholders of the Company. Each grant of options to a connected person must be approved by independent non-executive directors. Options granted to any substantial shareholder or independent non-executive director or their associate in excess of 0.1% of the share capital of the Company or with a value in excess of HK\$5,000,000 in the 12-month period up to the date of grant must be approved in advance by the shareholders of the Company.

22. 股本 (續)

年內，根據認購協議，本集團分別以每股現金0.231港元及0.2898港元發行33,100,000及39,700,000股每股面值為0.005港元的普通股，為本集團提供額外營運資金。

23. 購股權計劃

根據二零零二年四月二十二日舉行之股東特別大會上通過之普通決議案，本公司採納購股權計劃（「計劃」），據此本公司董事可向本集團僱員（包括董事）授出購股權，以表揚彼等對本集團之貢獻。計劃將於二零一二年四月二十一日屆滿。

根據計劃授出之購股權涉及之股份總數不得超出於股東批准計劃當日，本公司已發行股份之10%（「計劃授權上限」）；或倘若該10%上限獲更新，則以股東批准更新計劃授權上限之日為準。根據計劃已授出但尚未行使之所有尚未行使購股權獲行使而可發行之股份總數不得超逾本公司不時已發行股份總數之30%。於任何一年向任何人士發行之購股權所涉及之股份數目不得超逾本公司當時已發行股份之1%，惟獲得本公司股東事先批准者除外。向關連人士授予購股權一律須取得獨立非執行董事批准。於授出日期前十二個月內授予任何主要股東或獨立非執行董事或彼等之聯繫人士之購股權如超逾本公司股本之0.1%或價值超出5,000,000港元，則必須取得本公司股東事先批准。

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23. SHARE OPTION SCHEME (Continued)

Options granted must be taken up within 28 days from the date of grant, upon payment of HK\$1 per option. Any option may be exercised in accordance with the terms of the Scheme at any time during the effective period of the Scheme to be notified by the board of directors which shall not be later than 10 years from the date of grant. The exercise price is determined by the directors of the Company, and will not be less than the higher of the closing price of the share of the Company on the date of grant, and the average closing price of the share on the Stock Exchange for the five business days immediately preceding the date of grant.

During the year ended 31 December 2003 and 2004, no options were granted under the Scheme.

23. 購股權計劃 (續)

所授購股權須於授出日期起計28日內接納，並須就每份購股權支付1港元。購股權可於計劃有效期內隨時按照計劃之條款行使，行使期由董事會知會，不得超逾授出日期起計10年。行使價由本公司董事決定，不得低於本公司股份於授出日期之收市價或股份於緊接授出日期前五個營業日在聯交所之平均收市價兩者之較高者。

截至二零零三年及二零零四年十二月三十一日止年度，並無根據計劃授予購股權。

24. RESERVES

THE GROUP

		Share premium 股份溢價 HK\$'000 千港元	Deficit 虧絀 HK\$'000 千港元	Total 總額 HK\$'000 千港元
At 1 January 2003	於二零零三年一月一日	323,342	(809,958)	(486,616)
Issue of shares	發行股份	5,961	-	5,961
Arising from the capital reduction	削減股本所產生	-	689,266	689,266
Net loss for the year	本年度虧損淨額	-	(107,791)	(107,791)
At 31 December 2003	於二零零三年十二月三十一日	329,303	(228,483)	100,820
Issue of shares	發行股份	18,788	-	18,788
Net profit for the year	本年度溢利淨額	-	12,262	12,262
At 31 December 2004	於二零零四年十二月三十一日	348,091	(216,221)	131,870

24. 儲備

本集團

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24. RESERVES (Continued)

24. 儲備 (續)

THE COMPANY

本公司

		Share premium 股份溢利 HK\$'000 千港元	Contributed surplus 實繳資本 HK\$'000 千港元	Deficit 虧絀 HK\$'000 千港元	Total 總額 HK\$'000 千港元
At 1 January 2003	於二零零三年一月一日	323,342	64,379	(937,374)	(549,653)
Issue of shares	發行股份	5,961	–	–	5,961
Arising from the capital reduction	削減股本所產生	–	–	689,266	689,266
Net loss for the year	本年度虧損淨額	–	–	(67,970)	(67,970)
At 31 December 2003	於二零零三年 十二月三十一日	329,303	64,379	(316,078)	77,604
Issue of shares	發行股份	18,788	–	–	18,788
Net profit for the year	本年度溢利淨額	–	–	13,952	13,952
At 31 December 2004	於二零零四年 十二月三十一日	348,091	64,379	(302,126)	110,344

The contributed surplus of the Company represents the difference between the consolidated shareholders' funds of the subsidiaries at the date on which they were acquired by the Company and the nominal amount of the Company's shares issued for the acquisition at the time of the group reorganisation prior to the listing of the Company's shares in 1992.

本公司之實繳資本盈餘指附屬公司在被本公司收購當日之綜合股東資金與一九九二年本公司股份上市之前，本公司為本集團重組時所開展收購活動而發行股份之面額總值之差額。

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

根據百慕達一九八一年公司法(修訂版)，本公司之實繳資本盈餘可供分派。惟在下列情況下，本公司不能從實繳資本盈餘中宣派或派發股息，或進行分派：

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

- (a) 本公司無法或在作出分派後無法償還到期負債；或
- (b) 本公司資產之變現價值因此而低於其負債、已發行股本與股份溢價賬之總和。

At 31 December 2004 and 2003, the Company had no reserve available for distribution to shareholders.

於二零零四年及二零零三年十二月三十一日，本公司並無可分派予股東之儲備。

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25. DEFERRED TAX

At the balance sheet date and during the year, deferred tax liabilities (assets) have been recognised in respect of the temporary differences attributable to the following:

THE GROUP

		Property, plant and equipment	Investment properties	Unrealised holding gain on other investments	Tax losses	Total
		物業、廠房 及設備 HK\$'000 千港元	投資物業 HK\$'000 千港元	持有其他 投資之未 變現收益 HK\$'000 千港元	稅務虧損 HK\$'000 千港元	總額 HK\$'000 千港元
At 1 January 2003	於二零零三年一月一日	46	1,052	8,643	(1,098)	8,643
Charge (credit) to income statement	損益表扣除 (記入)					
Effect of change in tax rate (Credit) charge to income statement	稅率變動之影響 損益表 (記入) 扣除	4 (44)	99 211	810 (8,881)	(103) (739)	810 (9,453)
At 31 December 2003 and at 1 January 2004	於二零零三年十二月三十一日及二零零四年一月一日	6	1,362	572	(1,940)	-
Acquisition of subsidiaries	收購附屬公司	770	-	-	-	770
Charge (credit) to income statement	損益表扣除 (記入)	(114)	940	801	(1,293)	334
At 31 December 2004	於二零零四年十二月三十一日	662	2,302	1,373	(3,233)	1,104

At the balance sheet date, the Group has unused tax losses of HK\$90,653,000 (2003: HK\$95,569,000), a substantial amount of which has not been agreed by the Inland Revenue Department, available for offset against future profits. A deferred tax asset has been recognised in respect of HK\$18,477,000 (2003: HK\$11,089,000) of such losses. No deferred tax asset has been recognised in respect of the remaining HK\$72,176,000 (2003: HK\$84,480,000) due to the unpredictability of future profit streams. The tax losses may be carried forward indefinitely.

25. 遞延稅項

以下為本集團確認之遞延稅項負債(資產)及於本期及前期報告期間內之變動:

本集團

		Property, plant and equipment	Investment properties	Unrealised holding gain on other investments	Tax losses	Total
		物業、廠房 及設備 HK\$'000 千港元	投資物業 HK\$'000 千港元	持有其他 投資之未 變現收益 HK\$'000 千港元	稅務虧損 HK\$'000 千港元	總額 HK\$'000 千港元
At 1 January 2003	於二零零三年一月一日	46	1,052	8,643	(1,098)	8,643
Charge (credit) to income statement	損益表扣除 (記入)					
Effect of change in tax rate (Credit) charge to income statement	稅率變動之影響 損益表 (記入) 扣除	4 (44)	99 211	810 (8,881)	(103) (739)	810 (9,453)
At 31 December 2003 and at 1 January 2004	於二零零三年十二月三十一日及二零零四年一月一日	6	1,362	572	(1,940)	-
Acquisition of subsidiaries	收購附屬公司	770	-	-	-	770
Charge (credit) to income statement	損益表扣除 (記入)	(114)	940	801	(1,293)	334
At 31 December 2004	於二零零四年十二月三十一日	662	2,302	1,373	(3,233)	1,104

於結算日，本集團可用於抵銷未來溢利之未抵扣稅務虧損為90,653,000港元(二零零三年：95,569,000港元)，其中一大部份為未經稅務局同意。已就該等虧損之18,477,000港元(二零零三年：11,089,000港元)確認遞延稅項資產。由於未來溢利來源之不可預測性，故並未就餘下之虧損72,176,000港元(二零零三年：84,480,000港元)確認遞延稅項資產。稅務虧損可無限期結轉。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2004 截至二零零四年十二月三十一日止年度

25. DEFERRED TAX (Continued)

THE COMPANY

At the balance sheet date, the Company has unused tax losses of HK\$8,048,000 (2003: HK\$8,048,000) available for offset against future profit. No deferred tax asset has been recognised due to the unpredictability of future profit streams.

25. 遞延稅項 (續)

本公司

於結算日，本公司可用於抵銷未來溢利之未抵扣稅務虧損為8,048,000港元(二零零三年：8,048,000港元)。由於未來溢利來源之不可預測性，故並無確認遞延稅項資產。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2004 截至二零零四年十二月三十一日止年度

26. ACQUISITION OF SUBSIDIARIES

In March 2004, the Group acquired a 51% interest in Lucky Green Limited, which holds a 100% interest in the registered capital of Zhuhai Rui Nong, for a cash consideration of HK\$30,000,000. Subsequent to the balance sheet date, the purchase consideration has been revised from HK\$30,000,000 to HK\$5,000,000, as disclosed in note 33. Zhuhai Rui Nong was established in the PRC and is principally engaged in the production and sale of fertilizers. This transaction has been accounted for using the purchase method of accounting.

26. 收購附屬公司

於二零零四年三月，本集團收購持有珠海瑞農全部註冊資本的Lucky Green Limited 51%權益，代價為現金30,000,000港元。結算日後，收購代價已由30,000,000港元修訂為5,000,000港元（見附註33）。珠海瑞農在中國成立，主要業務為生產及銷售肥料。此項交易已按收購法入賬。

		HK\$'000 千港元
Net assets acquired	所收購資產淨值	
Property, plant and equipment	物業、廠房及設備	8,834
Inventories	存貨	58
Trade receivables	應收賬款	164
Prepayments and deposits	預付款項及按金	278
Bank balances and cash	銀行結餘及現金	334
Amount due to a minority shareholder	應付少數股東款項	(2,943)
Bank loan	銀行貸款	(943)
Deferred tax liability	遞延稅項負債	(770)
Minority interests	少數股東權益	(832)
		<hr/>
		4,180
Goodwill arising on acquisition (<i>Note</i>)	收購所產生之商譽 (<i>附註</i>)	820
		<hr/>
Consideration	代價	5,000
Less: deferred consideration (<i>note 20</i>)	減：遞延代價 (<i>附註20</i>)	(4,000)
		<hr/>
Cash consideration	現金代價	1,000
		<hr/>
Net cash outflow arising on acquisition	收購所產生之現金流出淨額	
Cash consideration paid	已付現金代價	(1,000)
Bank balances and cash acquired	所收購銀行結餘及現金	334
		<hr/>
		(666)
		<hr/>

Note: Amount represents goodwill arising on acquisition after the effect of adjustment to consideration as described in note 33.

附註： 該數額指在調整代價之影響後由收購所產生之商譽（見附註33）。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2004 截至二零零四年十二月三十一日止年度

26. ACQUISITION OF SUBSIDIARIES (Continued)

The subsidiaries acquired during the year contributed HK\$6,420,000 to the Group's turnover and incurred a loss from operation of HK\$1,391,000.

27. MAJOR NON-CASH TRANSACTION

During the year ended 31 December 2003, the Group surrendered certain shares of China Gas with an aggregate market value of HK\$46,380,000 for the settlement of loans of HK\$18,900,000 as disclosed in note 5.

28. CONTINGENT LIABILITIES

THE COMPANY

Guarantee given to a bank in respect of a loan facility granted to a wholly-owned subsidiary

就向全資附屬公司批出貸款額向銀行提供之擔保

127,750

138,300

THE GROUP

At the balance sheet date, the Group has no contingent liabilities.

26. 收購附屬公司 (續)

於年內收購之附屬公司對本集團之營業額貢獻6,420,000港元，並錄得經營虧損1,391,000港元。

27. 主要非現金交易

於截至二零零三年十二月三十一日止年度，本集團轉讓總市值為46,380,000港元之中國燃氣股份，以償還18,900,000港元之貸款(見附註5)。

28. 或然負債

本公司

2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
----------------------------------	----------------------------------

本集團

於結算日本集團並無或然負債。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2004 截至二零零四年十二月三十一日止年度

29. OPERATING LEASE ARRANGEMENTS

The Group as lessor

At the balance sheet date, investment properties were leased out for periods ranging from 1 to 5 years and some of the leases have renewal options given to the leases. The future minimum leases payments receivable by the Group under non-cancellable operating leases is as follows:

Not later than one year	一年內
Later than one year but not later than five years	第二年至第五年
Total	總計

29. 經營租約承擔

本集團作為承租人

於結算日，投資物業經已根據經營租約出租，租期介乎一至五年，部份租約賦予承租人續租之選擇權。本集團根據不可註銷之經營租約於未來下列到期日須支付之最低租金之承擔如下：

THE GROUP	
本集團	
2004	2003
二零零四年	二零零三年
HK\$'000	HK\$'000
千港元	千港元
8,227	6,474
9,075	5,559
17,302	12,033

30. PLEDGED ASSETS

- (a) At 31 December 2004 and 2003, all the Group's investment properties and investment in shares of China Faith Limited are pledged and the rental income in respect of the investment properties under operating leases are assigned to a bank against a bank loan granted to the Group.
- (b) Other investments of HK\$19,166,000 (2003: HK\$14,695,000) are pledged against margin loan facilities granted to the Group.
- (c) Property, plant and equipment of HK\$6,795,000 (2003: nil) are pledged against a bank loan granted to the Group.

30. 資產抵押

- (a) 於二零零四年及二零零三年十二月三十一日，本集團就本集團所獲得之銀行貸款將旗下全部投資物業及於紀昌股份之投資抵押以及將投資物業在經營租約項下之租金收入轉讓予銀行。
- (b) 19,166,000港元（二零零三年：14,695,000港元）之其他投資已就本集團獲授之孖展貸款融資而抵押。
- (c) 6,795,000港元（二零零三年：無）之物業、廠房及設備已就本集團所獲之銀行貸款而抵押。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 December 2004 截至二零零四年十二月三十一日止年度

31. RELATED PARTY TRANSACTIONS AND BALANCES

During the year, the Group obtained an advance from a minority shareholder through the acquisition of subsidiary.

The amounts due to directors and a minority shareholder at the balance sheet date are disclosed in the balance sheets. The amounts are interest free, unsecured and repayable on demand.

During the year, a minority shareholder provides a guarantee, at no charge to the Group, to a bank for a bank loan of HK\$943,000 granted to a subsidiary.

32. RETIREMENT BENEFITS SCHEMES

The Group is required to participate in the MPF Scheme in respect of its employees. The assets of the MPF Scheme are held separately from those of the Group, in funds under the control of trustees. Both the Group and its employees contribute 5% of the relevant payroll costs to the MPF Scheme.

The employees of the Company's subsidiary established in the PRC are members of a state-managed retirement benefit scheme operated by the PRC government. The subsidiary is required to contribute certain percentage of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions.

Contributions to the retirement benefit schemes for the year amounted to HK\$41,000 (2003: HK\$35,000).

33. POST BALANCE SHEET EVENTS

- (a) Subsequent to the balance sheet date, agreement was reached with the vendors of 51% interest in Lucky Green Limited pursuant to which the total consideration has been revised from HK\$30,000,000 to HK\$5,000,000. Accordingly, the consideration payable for acquisition of subsidiaries as at the balance sheet date will be reduced from HK\$29,000,000 to HK\$4,000,000 which has been fully settled in March 2005; and
- (b) Subsequent to the balance sheet date, the Group disposed of all its investments in China Gas for a total consideration of HK\$23,326,000.

31. 有關連人士交易及結餘

年內，本集團透過收購附屬公司獲一位少數股東墊款。

於結算日應付董事及一位少數股東之款項已於資產負債表披露。該款項為免息、無抵押及於要求時償還。

年內，一位少數股東就一家附屬公司所獲銀行借貸943,000港元向銀行提供擔保，並無向本集團收取款項。

32. 退休福利計劃

本集團須參與僱員強積金計劃。該計劃之資產乃與本集團之資產分開持有，並屬於在信託人控制下之資金。本集團與僱員均須按有關薪酬成本之5%向強積金計劃作出供款。

本公司於中國成立之附屬公司之僱員為中國政府經營的國營退休計劃成員。該附屬公司須按薪酬成本的若干百分比向該計劃供款，以為該等福利提供資金。本集團就該退休計劃所承擔的唯一責任是作出指定供款。

於本年度向該等退休福利計劃之供款為41,000港元(二零零三年：35,000港元)。

33. 結算日後事項

- (a) 於結算日後，本集團與持有 Lucky Green Limited 51%權益之賣方達成協議，將總代價由30,000,000港元修訂為5,000,000港元。因此，於結算日收購附屬公司之應付代價將由29,000,000港元減至4,000,000港元，並已於二零零五年三月全數償還。
- (b) 於結算日後，本集團出售於中國燃氣之所有投資，總代價為23,326,000港元。