

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30th November, 2002

財務報表附註

截至二零零二年十一月三十日止年度

47. POST BALANCE SHEET EVENTS

- (a) On 15th January, 2003, the Group sold an investment property at a consideration of approximately HK\$23 million. No material gain or loss is resulted in this transaction.
- (b) On 3rd March, 2003, the Group acquired a property held for development at a consideration of approximately HK\$123 million.
- (c) Since December 2002, the pre-sale/sale of units of a property development was launched. As at 13th March, 2003, sale proceeds of approximately HK\$37 million has been received.

48. RELATED PARTY TRANSACTIONS

During the year, the Group entered into the following transactions with related parties:

		2002	2001
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Guarantee fee payable to related companies	應付關連公司之擔保費	968	—
Interest paid/payable to ultimate holding company (note 36)	已付 / 應付最終控股公司之利息 (附註 36)	395	8,911
Interest received/receivable from associates (note 23)	已收 / 應收聯營公司之利息 (附註 23)	61	108
Interest paid/payable to a related company	已付 / 應付關連公司之利息	—	324

Chinese Estates, Limited (“CEL”), a wholly-owned subsidiary of Chinese Estates Holdings Limited (“Chinese Estates”), performed certain administrative services for the Group, for which a management fee of HK\$48,000 (2001: HK\$48,000) was charged, being an appropriate allocation of costs incurred by relevant administrative departments.

47. 結算日後事項

- (a) 於二零零三年一月十五日，本集團以代價約港幣 23,000,000 元出售一項投資物業。是項交易並無產生任何重大盈虧。
- (b) 於二零零三年三月三日，本集團以代價約港幣 123,000,000 元購入一項持作發展物業。
- (c) 由二零零二年十二月起，一項發展物業之單位展開預售 / 銷售，截至二零零三年三月十三日，獲得的銷售金額約為港幣 37,000,000 元。

48. 關連人士交易

年內，本集團與關連人士訂立之交易如下：

Chinese Estates Holdings Limited (「華人置業」) 之全資附屬公司華人置業有限公司 (「華置」) 為本集團提供若干行政服務，而有關行政部門就所產生費用之適當部份收取之管理費為港幣 48,000 元 (二零零一年：港幣 48,000 元)。

48. RELATED PARTY TRANSACTIONS (cont'd)

Shanghai Golden Sea Building Limited (“SGS”), a subsidiary of the Company, entered into a tenancy agreement with Evergo Holdings (China) Company Limited (“Evergo BVI”), a wholly-owned subsidiary of Chinese Estates, pursuant to which SGS agreed to lease to Evergo BVI B1 Unit 03 of Peregrine Plaza, Shanghai, the PRC for a period of two years commencing from 1st July, 2001 to 30th June, 2003 at a monthly rental of US\$702.

The House of Kwong Sang Hong Limited (“HKSH”), a wholly-owned subsidiary of the Company, entered into a tenancy agreement with Hillsborough Holdings Limited (“Hillsborough”), a wholly-owned subsidiary of Chinese Estates, pursuant to which Hillsborough agreed to lease to HKSH Shop No. 2 on the Ground Floor of Causeway Place, Hong Kong Mansion, Causeway Bay, Hong Kong for a period of two years commencing from 1st April, 2001 to 31st March, 2003 at 50% of gross revenue of the shop per month. The lease was terminated on 26th September 2002 and a new licence agreement was entered into for leasing shop No. 3 on the mezzanine floor of Causeway Place at 35% of gross revenue of the shop per month. The licence is of monthly basis and will be renewed automatically from month to month, until and unless such licence to be terminated by either party with one month’s prior notice at any time. A total rental of HK\$585,922 and licence fee of HK\$50,574 was paid for the old tenancy agreement and the new licence agreement respectively during the year ended 30th November, 2002.

Polyco Development Limited (“Polyco”), a 80% owned subsidiary of the Company, entered into a tenancy agreement with CEL, pursuant to which Polyco agreed to lease to CEL Workshops Nos. 01-08 on the 18th to 20th Floors of Kwong Kin Trade Centre, Tuen Mun, New Territories for a period of two years commencing from 1st June, 2002 to 31st May, 2004 at a monthly rental and management fee of HK\$27,684 and HK\$32,094 respectively.

48. 關連人士交易 (續)

本公司之附屬公司上海金海大廈有限公司(「上海金海」)與華人置業之全資附屬公司 Evergo Holdings (China) Company Limited (「Evergo BVI」)訂立租約，據此，上海金海同意向 Evergo BVI 租出中國上海市百富勤廣場地下一層 03 室，租期由二零零一年七月一日起至二零零三年六月三十日止兩年，月租為 702 美元。

本公司之全資附屬公司廣生堂有限公司(「廣生堂」)與華人置業之全資附屬公司 Hillsborough Holdings Limited (「Hillsborough」)訂立租約，據此，Hillsborough 同意向廣生堂租出香港銅鑼灣香港大廈銅鑼灣地帶地下之 2 號商舖，租期由二零零一年四月一日起至二零零三年三月三十一日止兩年，月租為商舖總收入之 50%。該租約於二零零二年九月二十六日終止，另訂立一份新租用證協議，向廣生堂出租銅鑼灣地帶閣樓之 3 號舖，月租為商舖總收入之 35%。該租用證按月訂立，並於每月自動續約，直至任何一方於任何時間向另一方發出一個月事先通知以終止該租用證。於截至二零零二年十一月三十日止年度，就舊租約及新租用證協議分別支付租金總額港幣 585,922 元及租用費港幣 50,574 元。

本公司擁有 80% 權益之附屬公司 Polyco Development Limited (「Polyco」)與華置訂立一份租約，據此，Polyco 同意向華置租出新界屯門廣建貿易中心 18 至 20 樓 01 至 08 號單位，租期由二零零二年六月一日起至二零零四年五月三十一日止兩年，月租及管理費分別為港幣 27,684 元及港幣 32,094 元。

48. RELATED PARTY TRANSACTIONS (cont'd)

The Kwong Sang Hong Limited (“KSHL”), a wholly-owned subsidiary of the Company, entered into a sub-lease agreement with CEL, pursuant to which CEL agreed to sub-lease to KSH Room 102 on the 1st Floor of MassMutual Tower, Wanchai, Hong Kong for a period of two years commencing from 1st March, 2002 to 29th February, 2004 at a monthly rental of HK\$16,000.

During the year, Rich Century Limited (“Rich Century”), a wholly-owned subsidiary of the Company, agreed to pay a guarantee fee in an amount of HK\$28,800 to each of Chinese Estates and Solar Chain Limited (“Solar Chain”), both of which are deemed substantial shareholders of the Company, in consideration of a several guarantee, funding undertaking and completion guarantee provided by Chinese Estates and Solar Chain in respect of a loan facility of HK\$57.6 million granted by a bank to Rich Century.

During the year, Healthy Sun Limited (“Healthy Sun”), a wholly-owned subsidiary of the Company, agreed to pay a guarantee fee in an amount of HK\$455,000 to each of Chinese Estates and Solar Chain in consideration of a several guarantee, funding undertaking and completion guarantee provided by Chinese Estates and Solar Chain in respect of a loan facility of HK\$910 million granted by a syndicate of banks to Healthy Sun.

Details of balances with related parties as at the balance sheet date are set out in notes 23, 25, 26, 32, 36, 37, 38 and 39.

48. 關連人士交易 (續)

本公司之全資附屬公司廣生行有限公司(「廣生行」)與華置訂立一份分租協議，據此，華置同意向廣生行分租香港灣仔美國萬通大廈1樓102室，租期由二零零二年三月一日起至二零零四年二月二十九日止兩年，月租為港幣16,000元。

年內，本公司之全資附屬公司凌旋有限公司(「凌旋」)同意向華人置業及Solar Chain Limited(「Solar Chain」)(兩者均視為本公司之主要股東)各支付擔保費用港幣28,800元，作為華人置業及Solar Chain就一間銀行向凌旋批出港幣57,600,000元之信貸分別提供擔保、出資承諾及完成擔保之代價。

年內，本公司之全資附屬公司逸康有限公司(「逸康」)同意向華人置業及Solar Chain各支付擔保費用港幣455,000元，作為華人置業及Solar Chain就一個銀團向逸康批出港幣910,000,000元之信貸分別提供擔保、出資承諾及完成擔保之代價。

有關關連人士於結算日之結餘詳情載於附註23、25、26、32、36、37、38及39。

49. PRINCIPAL SUBSIDIARIES

49. 主要附屬公司

Particulars of the principal subsidiaries at 30th November, 2002 are as follows:

於二零零二年十一月三十日之主要附屬公司詳情如下：

Name of subsidiary 附屬公司名稱	Place of incorporation or registration/ operation 註冊成立或登記/ 營業地點	Issued share capital/ registered capital 已發行股本/ 註冊資本	Percentage of equity attributable to the Group 本集團所佔 股權百分比	Principal activities 主要業務
<i>Direct subsidiary</i> 直接附屬公司				
Ever Supreme Limited	British Virgin Islands/Hong Kong 英屬維爾京群島 / 香港	1 share of US\$1 1 股面值 1 美元之股份	100%	Investment holding 投資控股
Proud Success Limited	British Virgin Islands/Hong Kong 英屬維爾京群島 / 香港	1 share of US\$1 1 股面值 1 美元之股份	100%	Investment holding 投資控股
The House of Kwong Sang Hong International Limited	British Virgin Islands/Hong Kong 英屬維爾京群島 / 香港	1 share of US\$1 1 股面值 1 美元之股份	100%	Investment holding 投資控股
The Kwong Sang Hong Limited 廣生行有限公司	Hong Kong 香港	198,060,540 ordinary shares of HK\$0.01 each 198,060,540 股每股面值港幣 0.01 元之普通股	100%	Investment holding 投資控股
<i>Indirect subsidiary</i> 間接附屬公司				
Attractive Vision Sdn. Bhd. *	Malaysia 馬來西亞	2 ordinary shares of MYR1 each 2 股每股面值馬來西亞幣 1 元之普通股	100%	Investment holding 投資控股
Healthy Sun Limited 逸康有限公司	Hong Kong 香港	2 ordinary shares of HK\$1 each 2 股每股面值港幣 1 元之普通股	100%	Property development 物業發展

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49. PRINCIPAL SUBSIDIARIES (cont'd)

49. 主要附屬公司 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation or registration/ operation 註冊成立或登記/ 營業地點	Issued share capital/ registered capital 已發行股本/ 註冊資本	Percentage of equity attributable to the Group 本集團所佔 股權百分比	Principal activities 主要業務
Hit City Limited 喜城有限公司	Hong Kong 香港	10,000 ordinary shares of HK\$1 each 10,000 股每股面值 港幣 1 元之普通股	100%	Property investment 物業投資
Huge Million Limited 百萬富有限公司	Hong Kong/PRC 香港 / 中國	2 ordinary shares of HK\$1 each 2 股每股面值 港幣 1 元之普通股	100%	Property investment 物業投資
Rich Century Limited 凌旋有限公司	Hong Kong 香港	2 ordinary shares of HK\$1 each 2 股每股面值 港幣 1 元之普通股	100%	Property development 物業發展
Super Mate Limited	Hong Kong 香港	20 ordinary shares of HK\$250,000 each 20 股每股面值港幣 250,000 元之普通股	100%	Property trading 物業買賣
Swing Top Limited 世名有限公司	Hong Kong 香港	2 ordinary shares of HK\$1 each 2 股每股面值 港幣 1 元之普通股	100%	Property investment 物業投資
The House of Kwong Sang Hong Limited 廣生堂有限公司	Hong Kong 香港	500,000 ordinary shares of HK\$1 each 500,000 股每股面值 港幣 1 元之普通股	100%	Cosmetics distribution and trading 化粧品分銷 及買賣

49. PRINCIPAL SUBSIDIARIES (cont'd)

49. 主要附屬公司 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation or registration/ operation 註冊成立或登記/ 營業地點	Issued share capital/ registered capital 已發行股本/ 註冊資本	Percentage of equity attributable to the Group 本集團所佔 股權百分比	Principal activities 主要業務
The Kwong Sang Hong Estate Agents Limited 廣生行物業代理有限公司	Hong Kong 香港	2 ordinary shares of HK\$100 each 2 股每股面值 港幣 100 元之普通股	100%	Estate agency service 物業代理服務
The Kwong Sang Hong Finance Company Limited 廣生行財務有限公司	Hong Kong 香港	100,000 ordinary shares of HK\$100 each 100,000 股每股面值 港幣 100 元之普通股	100%	Loan financing 借貸融資
Twin Sparkle Investment Limited 橋虹投資有限公司	Hong Kong 香港	2 ordinary shares of HK\$1 each 2 股每股面值 港幣 1 元之普通股	100%	Property investment 物業投資
Gold Concord Development Limited 新顯利發展有限公司	Hong Kong 香港	5 ordinary shares of HK\$1 each 5 股每股面值 港幣 1 元之普通股	80%	Property trading 物業買賣
Hero Star (HK) Limited 雄星(香港)有限公司	Hong Kong 香港	10,000 ordinary shares of HK\$1 each 10,000 股每股面值 港幣 1 元之普通股	50%	Property development 物業發展
Mark Base Limited 銘霸有限公司	Hong Kong/PRC 香港 / 中國	2 ordinary shares of HK\$1 each 2 股每股面值 港幣 1 元之普通股	75%	Property development 物業發展

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49. PRINCIPAL SUBSIDIARIES (cont'd)

49. 主要附屬公司 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation or registration/ operation 註冊成立或登記/ 營業地點	Issued share capital/ registered capital 已發行股本/ 註冊資本	Percentage of equity attributable to the Group 本集團所佔 股權百分比	Principal activities 主要業務
Poly-Style Limited 廣銘有限公司	Hong Kong 香港	8 ordinary shares of HK\$1 each 8 股每股面值 港幣 1 元之普通股	87.5%	Property development 物業發展
Polyco Development Limited	Hong Kong 香港	5 ordinary shares of HK\$1 each 5 股每股面值 港幣 1 元之普通股	80%	Property trading and mortgage financing 物業買賣 及按揭融資
Shanghai Golden Sea Building Limited */** 上海金海大廈有限公司 */**	PRC 中國	Registered capital US\$10,500,000 註冊資本 10,500,000 美元	90.3%	Property investment 物業投資

The above table lists the subsidiaries of the Group which, in the opinion of the Directors, principally affected 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.

董事認為在上表所列載之本集團附屬公司，主要影響本集團之業績或資產。董事認為若提供其他附屬公司之詳情將導致篇幅過於冗長。

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

各附屬公司於是年度結束時或於年內任何時間並無任何未償還之借貸股本。

* companies not audited by Messrs. Deloitte Touche Tohmatsu.

* 並非由德勤•關黃陳方會計師行審核之公司。

** wholly foreign-owned enterprise

** 外商獨資企業

50. PRINCIPAL ASSOCIATES

Particulars of the Group's principal associates, which were indirectly held by the Company, at 30th November, 2002 are as follows:

Name of associate 聯營公司名稱	Place of incorporation or registration/ operation 註冊成立或登記/ 營業地點	Percentage of equity attributable to the Group 本集團所佔股權百分比	Principal activities 主要業務
Bai Hui Group Company Limited * 百滙集團有限公司 *	Hong Kong/PRC 香港 / 中國	35%	Investment holding 投資控股
Bai Hui Real Estate Company Limited * 百滙地產有限公司 *	Hong Kong/PRC 香港 / 中國	23.5%	Property development 物業發展
Dollar Union Limited 金怡彩有限公司	Hong Kong 香港	25%	Property development 物業發展
East Australia Trading Company Limited *	Hong Kong/Vietnam 香港 / 越南	20%	Property investment 物業投資
Genesis Development Limited	British Virgin Islands/Malaysia 英屬維爾京群島 / 馬來西亞	20%	Property investment 物業投資
Golden Royce Investment Limited 金萊斯投資有限公司	Hong Kong/PRC 香港 / 中國	30%	Property development 物業發展
KSH Guardian Property Management Limited * 廣佳物業管理有限公司 *	Hong Kong 香港	50%	Property management 物業管理
Suzhou The House of Kwong Sang Hong Limited */** 蘇州廣生堂有限公司 */**	PRC 中國	40%	Cosmetics distribution 化粧品分銷

50. 主要聯營公司

於二零零二年十一月三十日，本公司間接持有之本集團主要聯營公司詳情如下：

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50. PRINCIPAL ASSOCIATES (cont'd)

Name of associate 聯營公司名稱	Place of incorporation or registration/ operation 註冊成立或登記/ 營業地點	Percentage of equity attributable to the Group 本集團所佔 股權百分比	Principal activities 主要業務
Top Grade Assets Limited	British Virgin Islands/PRC 英屬維爾京群島 / 中國	40%	Property investment 物業投資

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

* *companies not audited by Messrs. Deloitte Touche Tohmatsu.*

** *equity joint venture*

50. 主要聯營公司 (續)

董事認為在上表所列表載之本集團聯營公司，主要影響本集團之業績或資產。董事認為若提供其他聯營公司之詳情將導致篇幅過於冗長。

* 並非由德勤•關黃陳方會計師行審核之公司。

** 合資經營企業