

賬項附註

Notes on the Accounts

以港幣為單位

Expressed in Hong Kong dollars

1 | 主要會計政策

(甲) 遵例聲明

本賬項已按照香港會計師公會頒布之所有適用《會計實務準則》及解釋、香港公認會計原則及香港《公司條例》之規定編製。此外，本賬項亦已符合《香港聯合交易所有限公司證券上市規則》有關之披露規定。本集團採用之主要會計政策概述如下。

(乙) 賬項編製基準

正如下文會計政策(庚)1所解釋，除投資物業按重估值入賬外，本賬項是以歷史成本作為編製基準。

(丙) 綜合賬之編製基準

本綜合賬包括恒隆地產有限公司及其附屬公司截至每年六月三十日止之賬項。年內購入或出售之附屬公司，自收購日起或至出售日止之業績已包括於集團之綜合收益表內。所有重大的集團內部往來結餘及交易於綜合賬內抵銷。

(丁) 附屬公司

附屬公司乃本集團直接或間接持有其一半以上之已發行股本、或控制其一半以上之投票權、或控制其董事局組成之公司。當本公司有權直接或間接支配附屬公司的財務及經營政策，並藉此從其活動中取得利益，均視為受本公司控制。

在本公司之資產負債表內，附屬公司之投資乃按成本值減去任何減值虧損列賬。本公司按於結算日已收及應收附屬公司之股息確認附屬公司之業績。

Principal Accounting Policies

(a) Statement of compliance

These accounts have been prepared in accordance with all applicable Statements of Standard Accounting Practice ("SSAP") and Interpretations issued by the Hong Kong Society of Accountants, accounting principles generally accepted in Hong Kong and the requirements of the Hong Kong Companies Ordinance. These accounts also comply with the relevant disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. A summary of the principal accounting policies adopted by the Group is set out below.

(b) Basis of preparation of the accounts

The measurement basis used in the preparation of the accounts is historical cost modified by the revaluation of investment properties as explained in accounting policy (g)1 below.

(c) Basis of consolidation

The consolidated accounts incorporate the accounts of Hang Lung Properties Limited and its subsidiaries made up to 30 June each year. The results of subsidiaries acquired or disposed of during the year are dealt with in the consolidated income statement from the effective dates of acquisition or to the effective dates of disposal respectively. All material intercompany balances and transactions are eliminated on consolidation.

(d) Subsidiaries

A subsidiary is a company in which the Group, directly or indirectly, holds more than half of the issued share capital, or controls more than half of the voting power, or controls the composition of the board of directors. Subsidiaries are considered to be controlled if the Company has the power, directly or indirectly, to govern the financial and operating policies, so as to obtain benefits from their activities.

In the Company's balance sheet, investments in subsidiaries are stated at cost less any impairment losses. The results of subsidiaries are recognised by the Company to the extent of dividends received and receivable at the balance sheet date.

賬項附註(續) Notes on the Accounts (Continued)

以港幣為單位

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1 主要會計政策(續)

Principal Accounting Policies (Continued)

(戊) 合營公司

合營公司乃一間由本集團或本公司與其他人士按一項合約性安排而經營之公司，而在該項合約性安排下，本集團或本公司與一名或多名其他人士對該公司之經濟活動共同行使控制權。

本集團於合營公司之權益乃以權益法在綜合賬目內列賬，最初乃以成本作記錄，其後按本集團應佔合營公司之淨資產於收購後之改變作出調整。綜合收益表反映本集團應佔合營公司於收購後之年度業績。

在本公司之資產負債表內，合營公司之權益乃按成本值減任何減值虧損列賬。本公司按於結算日已收及應收合營公司之股息確認合營公司之業績。

(己) 商譽

編製綜合賬所產生之商譽或負商譽，乃指收購成本超出或低於本集團應佔所收購可辨認資產及負債之公允價值之差額。

由二零零一年七月一日起，本集團把新收購事項產生之商譽確認為資產，並按其估計可使用年期以直線法於綜合收益表內攤銷。商譽按成本值減累積攤銷及任何減值虧損列賬。倘負商譽關乎在收購計劃內確定之預計未來虧損及開支，則有關負商譽於未來虧損及開支確認時在綜合收益表內確認。任何餘下負商譽(不超出所收購之非貨幣資產之公允價值)按可折舊或攤銷之非貨幣資產之加權平均可使用年期在綜合收益表內確認。超出所收購非貨幣資產公允價值之負商譽，則即時在綜合收益表內確認。尚未於綜合收益表內確認之負商譽，跟商譽屬於同一資產負債表類別，以資產減項另列。

(e) Jointly controlled entities

A jointly controlled entity is an entity which operates under a contractual arrangement between the Group or Company and other parties, where the contractual arrangement establishes that the Group or Company and one or more of the other parties share joint control over the economic activity of the entity.

The Group's interests in jointly controlled entities are accounted for in the consolidated accounts under the equity method and are initially recorded at cost and adjusted thereafter for the post-acquisition change in the Group's share of net assets of the jointly controlled entities. The consolidated income statement reflects the Group's share of the post-acquisition results of operations of the jointly controlled entities for the year.

In the Company's balance sheet, interests in jointly controlled entities are stated at cost less any impairment losses. The results of jointly controlled entities are recognised by the Company to the extent of dividends received and receivable at the balance sheet date.

(f) Goodwill

Goodwill or negative goodwill arising on consolidation represents the excess or shortfall respectively of the cost of the acquisition over the Group's share of the fair value of the identifiable assets and liabilities acquired.

Goodwill arising on new acquisitions effective from 1 July 2001 is recognised as an asset and amortised to the consolidated income statement on a straight line basis over its estimated useful life. Goodwill is stated at cost less accumulated amortisation and any impairment losses. To the extent that negative goodwill relates to an expectation of future losses and expenses that are identified in the plan of acquisition, it is recognised in the consolidated income statement when future losses and expenses are recognised. Any remaining negative goodwill not exceeding the fair value of non-monetary assets acquired is recognised in the consolidated income statement over the weighted average useful life of the non-monetary assets that are depreciable or amortisable. Negative goodwill in excess of the fair values of those non-monetary assets acquired is recognised in the consolidated income statement immediately. Any negative goodwill not yet recognised in the consolidated income statement is presented as a deduction from the assets in the same balance sheet classification as goodwill.

1 主要會計政策(續)**(己) 商譽(續)**

出售附屬公司或合營公司時，商譽或負商譽應佔之數額均計入出售溢利或虧損。

本集團採用《會計實務準則》第三十號內之過渡期條款，毋須就二零零一年七月一日前因收購而產生並已撥入儲備之商譽或負商譽作出追溯性調整。

(庚) 物業**1. 投資物業**

投資物業乃持作長期資本投資作收租用途之物業。此等物業每年均由外聘專業測計師進行估值，並按公開市值列賬，惟地契年期尚餘二十年或以下之投資物業則按其撇銷後之成本值列賬。投資物業重估產生之增值將記入投資物業重估儲備賬內，而重估產生之減值乃按投資組合之基準先從以往重估增值抵銷，差額則列入收益表內。重估增值或減值均於出售投資物業時撥入收益表內。

發展中物業以成本值列賬，成本包括資本化之借貸支出(如有)及專業服務費，並扣除任何減值虧損。作收租用途之物業在發展工程完成後歸類為投資物業。

2. 發展中可供出售物業

發展中可供出售物業皆列入流動資產內，並以成本值及可變現淨值兩者中較低者列賬。物業發展費用包括資本化之借貸支出(如有)及專業服務費，加上截至結算日之應佔溢利減已收取代管人之款項。可變現淨值乃按管理層參照目前市況而決定之估計物業售價減出售物業涉及之費用。

凡一項發展物業於落成前出售，所得溢利於買賣協議簽署後開始確認。年內確認之溢利乃按物業之落成程度及預售期之付款方法列為估計完工時總溢利之一部份，並就或然負債作出適當準備。

Principal Accounting Policies (Continued)**(f) Goodwill (Continued)**

On disposal of a subsidiary or jointly controlled entity, the attributable amount of goodwill or negative goodwill is included in the calculation of the profit or loss on disposal.

The Group has taken advantage of the transitional provisions in SSAP 30 and has made no retrospective adjustment to goodwill or negative goodwill that arose from acquisitions prior to 1 July 2001, which were previously taken to reserves.

(g) Properties**1. Investment properties**

Investment properties are properties held as long term capital investments for rental purposes. They are stated at their open market value which is assessed annually by external qualified valuers, except for investment properties with an unexpired lease term of 20 years or less which are stated at amortised cost. Surpluses arising on revaluation are credited to the investment property revaluation reserve; deficits arising on revaluation are firstly set off against any previous revaluation surpluses on a portfolio basis and thereafter taken to the income statement. Revaluation surpluses or deficits are dealt with in the income statement upon disposal.

Properties under development are stated at cost, including borrowing costs capitalised, if any, and professional fees, less any impairment losses. A property developed for rental purposes is classified as an investment property when the construction work and development have been completed.

2. Properties under development for sale

Properties under development for sale are classified under current assets and stated at the lower of cost and net realisable value. Property development costs include borrowing costs capitalised, if any, and professional fees, plus attributable profit taken to date, less sums received from stakeholders. Net realisable value represents the estimated selling price as determined by reference to management estimates based on prevailing market conditions, less costs to be incurred in selling the property.

When a development property is sold in advance of completion, recognition of profit commences when the sale and purchase agreement has been signed. The profits recognised in a year are computed as a proportion of the total estimated profit to completion and such proportion is calculated by reference to the degree of completion for the property and the terms of payment for the properties pre-sold, with due allowance for contingencies.

賬項附註(續) Notes on the Accounts (Continued)

以港幣為單位

Expressed in Hong Kong dollars

1 主要會計政策(續)

Principal Accounting Policies (Continued)

(辛) 其他固定資產

1. 其他固定資產按成本值減累計折舊及任何減值虧損列賬。

2. 租賃資產

由承租人承擔資產擁有權之絕大部份風險及利益之資產租約均列為融資租約，而租賃人未有把資產擁有權之全部風險及利益轉移之資產租約則列為營業租約。

(i) 根據融資租約購買之資產

本集團根據融資租約而購買供使用之資產，乃按其公允價值或最少應付租金之現值較低者計入固定資產內，而相應之負債在扣除融資費用後，則列作融資租約承擔入賬。包含在租金內之融資費用於租約期內在收益表內扣除，使每個會計期間在負債餘額中扣除之融資費用大致維持相若水平。減值虧損(如有)乃按下文會計政策(癸)計算。

(ii) 按營業租約持有供使用之資產

本集團根據營業租約出租之資產，乃按其性質而計入資產負債表內，並在適用情況下按下文會計政策(壬)所述之本集團折舊政策作出折舊。來自營業租約之收入按下文會計政策(寅)1所述之本集團收入確認政策作出確認。

(h) Other fixed assets

1. Other fixed assets are stated at cost less accumulated depreciation and any impairment losses.

2. Leased assets

Leases of assets under which the lessee assumes substantially all the risks and benefits of ownership are classified as finance leases. Leases of assets under which the lessor has not transferred all the risks and benefits of ownership are classified as operating leases.

(i) Assets acquired under finance leases

Where the Group acquires the use of assets under finance leases, the amounts representing the fair value of the leased asset, or, if lower, the present value of the minimum lease payments, of such assets are included in fixed assets and the corresponding liabilities, net of finance charges, are recorded as obligations under finance leases. Finance charges implicit in the lease payments are charged to the income statement over the period of the leases so as to produce an approximately constant periodic rate of charge on the remaining balance of the obligations for each accounting period. Impairment losses, if any, are accounted for in accordance with the accounting policy (j) below.

(ii) Assets held for use in operating leases

Where the Group leases out assets under operating leases, the assets are included in the balance sheet according to their nature and, where applicable, are depreciated in accordance with the Group's depreciation policies, as set out in accounting policy (i) below. Revenue arising from operating leases is recognised in accordance with the Group's revenue recognition policies, as set out in accounting policy (m)1 below.

1 主要會計政策 (續)

(王) 折舊

1. 投資物業

地契年期尚餘二十年以上之投資物業於估值時均按其樓宇狀況計算時值，故毋須提撥折舊準備。

地契年期尚餘二十年或以下之投資物業，乃以直線折舊法按契約尚餘年期撇銷其賬面價值。

2. 發展中物業

發展中之物業並無作出折舊準備。

3. 其他固定資產

其他固定資產之折舊乃按個別資產下列預計可使用年期以直線折舊法撇銷其成本值：

| | |
|-------|------------------|
| 契約土地 | 地契尚餘年期 |
| 樓宇 | 五十年或地契尚餘年期(取較短者) |
| 傢俬及設備 | 四至二十年 |
| 車輛 | 五年 |

(癸) 資產減值

本集團於每個結算日均會進行評估，決定投資物業以外之資產是否出現任何減值跡象。倘出現減值跡象時，則估計資產之可收回值(以售價淨值或使用價值較高者為準)，並在適當時把資產賬面值減至其可收回值。除非資產以重估值入賬，其減值虧損將被視為重估減值，否則減值虧損於收益表內確認。

Principal Accounting Policies (Continued)

(i) Depreciation

1. Investment properties

No depreciation is provided for investment properties with an unexpired lease term of over 20 years as the valuation takes into account the state of each property at the date of valuation.

Depreciation is provided for investment properties with an unexpired lease term of 20 years or less. It is calculated to write off the carrying value on a straight line basis over the remaining term of the leases.

2. Properties under development

No depreciation is provided for properties under development.

3. Other fixed assets

Depreciation on other fixed assets is provided so as to write off the cost on a straight line basis over their estimated useful lives as follows:

| | |
|-------------------------|--|
| Leasehold land | unexpired lease term |
| Buildings | 50 years or unexpired lease term, whichever is shorter |
| Furniture and equipment | 4-20 years |
| Motor vehicles | 5 years |

(j) Impairment of assets

An assessment is carried out at each balance sheet date to determine whether there is any indication that assets other than investment properties are impaired. If any such indication exists, the recoverable amount of the asset, being the greater of its net selling price or value in use, is estimated. The carrying amount of the asset is reduced to its recoverable amount where appropriate. Such impairment loss is recognised in the income statement unless the asset is carried at revalued amount, in which case it is treated as a revaluation decrease.

賬項附註(續) Notes on the Accounts (Continued)

以港幣為單位

Expressed in Hong Kong dollars

1 主要會計政策(續)

(子) 可換股債券

可換股債券歸類為負債直至轉換為股份為止，並以本金扣除發行所支付費用及折讓或溢價列賬。可換股債券之折讓或溢價乃於發行日起至債券贖回日期間，以直線法在收益表內攤銷或確認。發行費用於債券期內以直線法在收益表內攤銷。

(丑) 借貸支出

除收購、興建或製造之資產因需較長時間方可供所擬用途或供出售而將有關借貸支出资本化外，借貸支出於產生期間在收益表列支。

(寅) 收入確認

於經濟效益會流入本集團及收入跟適當之成本能可靠地計算時，收入乃按以下方法於收益表內確認：

1. 租金收入

營業租約所得租金收入乃按個別租約之年期以直線法入賬。或然租金乃於其賺取之會計期內確認為收入。

2. 出售投資物業

出售投資物業之收入乃於簽訂買賣合約時確認。

3. 利息收入

銀行存款及按揭貸款之利息收入以時間比例按尚餘本金及適用利率計算。

4. 股息

股息收入於收款權確立時確認。

Principal Accounting Policies (Continued)

(k) Convertible bonds

Convertible bonds are classified as liabilities until they are being converted into equity and are stated at principal amount net of issuing costs and discounts or premium. Discounts or premium on convertible bonds are amortised to or recognised in the income statement on a straight line basis over the period from the issuing date to the date of redemption of the bonds. Issuing costs are amortised to the income statement on a straight line basis over the period of the bonds.

(l) Borrowing costs

Borrowing costs are expensed in the income statement in the period in which they are incurred, except to the extent that they are capitalised as being attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale.

(m) Revenue recognition

Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised in the income statement as follows:

1. Rental income

Rental income under operating leases is recognised on a straight line basis over the terms of the respective leases. Contingent rentals are recognised as income in the accounting period in which they are earned.

2. Disposal of investment properties

Revenue from disposal of investment properties is recognised upon signing of the sale and purchase agreements.

3. Interest income

Interest on bank deposits and mortgage loans is accrued on a time-apportioned basis on the principal outstanding and at the rate applicable.

4. Dividends

Dividends are recognised when the right to receive payment is established.

1 主要會計政策 (續)

(卯) 遞延稅項

遞延稅項是以負債法計提準備，就可預見將來合理地預期因會計及稅務處理方法之間的重大時差而產生的稅務影響而作出。

未來之遞延稅項利益只會在合理保證可實現時才會確認。

(辰) 外幣換算

年內之外幣交易按交易日匯率換算為港元。外幣資產及負債則按資產負債表結算日之市場匯率換算為港元。除因換算期初之外幣淨投資而產生之換算差額需計入匯兌變動儲備內，換算收益及虧損均計入收益表。海外附屬公司及合營公司之業績按照年內之加權平均匯率換算為港元；資產負債表項目則按資產負債表結算日之市場匯率換算為港元。所產生的匯兌差額作為儲備變動處理。

(巳) 關連人士

如本集團有權直接或間接監控另一方人士或對另一方人士的財務及經營決策作出重要影響，或另一方人士有權直接或間接監控本集團或對本集團的財務及經營決策作出重要影響，又或本集團與另一方人士均受制於共同的監控或共同的重要影響下，另一方人士將被視為關連人士。關連人士可為個別人士或其他公司。

Principal Accounting Policies (Continued)

(n) Deferred taxation

Deferred taxation is provided using the liability method in respect of the taxation effect arising from all material timing differences between the accounting and tax treatment of income and expenditure, which are expected with reasonable probability to crystallise in the foreseeable future.

Future deferred tax benefits are not recognised unless their realisation is assured beyond reasonable doubt.

(o) Translation of foreign currencies

Foreign currency transactions during the year are translated into Hong Kong dollars at the rates of exchange prevailing at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated into Hong Kong dollars at the market rates of exchange ruling at the balance sheet date. Exchange gains and losses are dealt with in the income statement, except for those arising from the retranslation of opening foreign currency net investments which are dealt with in the exchange fluctuation reserve. The results of overseas subsidiaries and jointly controlled entities are translated into Hong Kong dollars at the weighted average exchange rates for the year; balance sheet items are translated into Hong Kong dollars at the rates of exchange ruling at the balance sheet date. The resulting exchange differences are dealt with as a movement in reserves.

(p) Related parties

Parties are considered to be related to the Group if the Group has the ability, directly or indirectly, to control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group and the party are subject to common control or common significant influence. Related parties may be individuals or other entities.

賬項附註(續) Notes on the Accounts (Continued)

以港幣為單位

Expressed in Hong Kong dollars

1 主要會計政策(續)

Principal Accounting Policies (Continued)

(午) 分部報告

分部指本集團內可明顯區分之組成部分，可分為提供產品或服務(業務分部)，或在某一特定經濟環境內提供產品或服務(地區分部)。不同分部承受着不同於其他分部之風險及回報。

根據本集團之內部財務報告方式，本集團決定把業務分部作為主要之報告方式，地區分部則作為次要之報告方式。

分部收入、支出、業績、資產及負債包括直接屬於該分部及按合理基準分配至該分部之項目。分部收入、支出、資產及負債需包含在編製綜合賬項過程中已抵銷之集團內部往來結餘及交易，惟倘該等內部結餘和交易同屬一個分部則除外。分部之間之交易定價是按與其他外界人士相若之條款釐定。

分部資本開支指期內添置預計將可使用超過一個會計期間之分部資產(包括有形及無形資產)所產生之成本總額。

(q) Segment reporting

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

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

Segment revenue, expenses, results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis to that segment. Segment revenue, expenses, assets, and liabilities are determined before intra-group balances and intra-group transactions which are eliminated as part of the consolidation process, except to the extent that such intra-group balances and transactions are between group companies within a single segment. Inter-segment pricing is based on similar terms as those available to other external parties.

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

1 主要會計政策 (續)

(未) 僱員福利

本集團對界定供款計劃之供款，包括根據香港《強制性公積金計劃條例》之供款，均於產生時在收益表列支。

當本集團授予僱員認購本公司股份期權時，並無確認任何僱員福利成本或負擔。於行使股份期權時，股東權益將根據其所得之金額而增加。

(申) 現金及現金等價物

於現金流量表之現金及現金等價物包括現金及由購入後三個月內到期之銀行存款，減按要求時償還及屬於本集團現金管理中一部份之銀行透支。

(酉) 會計政策及呈報變動

1. 《會計實務準則》第一號 (經修訂) – 「財務報表之呈報」

綜合權益變動表已取代已確認收益虧損綜合計算表。

2. 《會計實務準則》第十一號 (經修訂) – 「外幣換算」

海外企業之業績按照年內之加權平均匯率換算為港元。此乃會計政策之變動，與過往年度按照結算日匯率換算之會計政策有別。是項變動對賬項之影響輕微。

Principal Accounting Policies (Continued)

(r) Employee benefits

Obligation for contributions to defined contribution retirement schemes, including those payable under the Hong Kong Mandatory Provident Fund Schemes Ordinance, are expensed in the income statement as incurred.

When the Group grants employees options to acquire shares of the Company, no employee benefit cost or obligation is recognised at the date of grant. When the options are exercised, equity is increased by the amount of the proceeds received.

(s) Cash and cash equivalents

Cash and cash equivalents in the cash flow statement comprise cash and deposits with banks which are within three months of maturity at acquisition, less bank overdrafts that are repayable on demand and form an integral part of the Group's cash management.

(t) Changes in accounting policies and presentation of accounts

1. SSAP 1 (Revised) "Presentation of financial statements"

The consolidated statement of recognised gains and losses is replaced by the consolidated statement of changes in equity.

2. SSAP 11 (Revised) "Foreign currency translation"

The results of foreign enterprises are translated into Hong Kong dollars at the weighted average exchange rates during the year. This is a change in accounting policy from prior years where these were translated at exchange rates ruling at the balance sheet date. The effect of such change is immaterial to the accounts.

賬項附註(續) Notes on the Accounts (Continued)

以港幣為單位

Expressed in Hong Kong dollars

1 主要會計政策(續)

Principal Accounting Policies (Continued)

(西) 會計政策及呈報變動(續)

(t) Changes in accounting policies and presentation of accounts (Continued)

3. 《會計實務準則》第十五號(經修訂) – 「現金流量表」

3. SSAP 15 (Revised) "Cash flow statements"

產生現金流動之活動已被重新分類。因此，年內之現金流動已按照營業、投資及融資活動重新分類。截至二零零二年六月三十日止年度，一億零二百五十萬元來自稅項之現金流出淨額已重新歸類為營業活動現金流動；一億二千萬元之已收股息及利息則歸類為投資活動現金流動；四億一千九百七十萬元之財務費用及十二億零三百九十萬元之已付股息已重新歸類為融資現金流動。

A revised classification of activities from which cash flows are derived has been made. As a result, cash flow during the year has been reclassified by operating, investing and financing activities. For the year ended 30 June 2002, net cash outflow from taxation of \$102.5 million has been reclassified as operating cash flow, dividend and interest received of \$120 million have been reclassified as investing cash flow, finance costs paid of \$419.7 million and dividends paid of \$1,203.9 million have been reclassified as financing cash flow.

4. 《會計實務準則》第三十四號 – 「僱員福利」

4. SSAP 34 "Employee benefits"

《會計實務準則》第三十四號是一項新頒布之準則，規定處理僱員福利應採用之會計方法及披露。是項準則並無對賬項帶來重大影響。

This new SSAP 34 prescribes the accounting and disclosure requirements for employee benefits. This has had no major impact on the accounts.

2 營業額及分部資料

Turnover and Segment Information

本公司之主要業務為控股投資，並透過其附屬公司從事物業租賃以獲取租金收入、物業發展以供銷售及投資，以及停車場管理與物業管理。

The principal activities of the Company are investment holding and, through its subsidiaries, property leasing for rental income, property development for sale and investment, car park management and property management.

營業額指物業租賃及銷售投資物業之收入。按業務及地區分部分析之營業額已載於下文。

Turnover represents revenue from property leasing and sale of investment properties. An analysis of turnover by business and geographical segments is set out below.

2 | 營業額及分部資料(續)

Turnover and Segment Information (Continued)

(甲) 業務分部

(a) Business segment

(i) 分部收入及業績

(i) Segment revenue and results

| | | 分部收入 | | 分部業績 | |
|----------|---|--------------------------|--------------------------|--------------------------|--------------------------|
| | | Segment revenue | Segment revenue | Segment results | Segment results |
| | | 2003 百萬元 \$Million | 2002 百萬元 \$Million | 2003 百萬元 \$Million | 2002 百萬元 \$Million |
| 物業租賃 | Property leasing | 2,024.1 | 1,902.4 | 1,473.5 | 1,461.9 |
| 物業銷售 | Property sales | | | | |
| — 投資物業 | — investment properties | 118.4 | 480.8 | 37.8 | 130.7 |
| | | 2,142.5 | 2,383.2 | 1,511.3 | 1,592.6 |
| 其他收入(附註) | Other income (Note) | | | 60.4 | 93.0 |
| 行政費用 | Administrative expenses | | | (88.3) | (88.6) |
| 財務費用 | Finance costs | | | (272.2) | (256.9) |
| 營業溢利 | Operating profit | | | 1,211.2 | 1,340.1 |
| 應佔合營公司業績 | Share of results of jointly controlled entities | | | | |
| — 物業租賃 | — Property leasing | | | 52.9 | 66.3 |
| 除稅前溢利 | Profit before taxation | | | 1,264.1 | 1,406.4 |

附註：其他收入包括酒店業務一百五十萬元，其業務乃從收購格蘭酒店集團有限公司而一併購入，並於二零零二年十二月三十一日終止。

Note: Other income includes hotel results of \$1.5 million, the operations of which were acquired as part of the Grand Hotel Holdings Limited acquisition and have ceased with effect from 31 December 2002.

賬項附註(續) Notes on the Accounts (Continued)

以港幣為單位

Expressed in Hong Kong dollars

2 營業額及分部資料(續)

Turnover and Segment Information (Continued)

(甲) 業務分部(續)
(ii) 分部資產及負債(a) Business segment (Continued)
(ii) Segment assets and liabilities

| | | 資產 | | 負債 | |
|----------|--|-----------------|-----------|-----------------|-----------|
| | | Assets | | Liabilities | |
| | | 2003 | 2002 | 2003 | 2002 |
| | | 百萬元 | 百萬元 | 百萬元 | 百萬元 |
| | | \$Million | \$Million | \$Million | \$Million |
| 物業租賃 | Property leasing | | | | |
| 集團 | Group | 28,535.4 | 26,267.0 | 728.7 | 738.6 |
| 於合營公司之權益 | Interest in jointly controlled entities | 364.5 | 1,486.0 | - | - |
| 物業銷售 | Property sales | 10,778.6 | 8,493.8 | 392.3 | 277.2 |
| 未分類(附註) | Unallocated (Note) | 1,186.9 | 3,211.5 | 13,555.7 | 11,868.6 |
| | | 40,865.4 | 39,458.3 | 14,676.7 | 12,884.4 |

附註：未分類之項目主要包括金融及共同資產，包括現金及存款十一億零三百八十萬元(二零零二年：三十一億四千六百萬元)，帶息借貸包括銀行貸款及透支七十九億三千六百八十萬元(二零零二年：六十三億七千一百七十萬元)，以及其他非流動負債四十七億一千六百一十萬元(二零零二年：四十七億三千九百四十萬元)。

Note: Unallocated items mainly comprise financial and corporate assets including cash and deposits of \$1,103.8 million (2002: \$3,146.0 million), and interest-bearing borrowings including bank loans and overdrafts of \$7,936.8 million (2002: \$6,371.7 million) and other non-current liabilities of \$4,716.1 million (2002: \$4,739.4 million).

(iii) 資本開支及折舊

(iii) Capital expenditure and depreciation

| | | 資本開支 | | 折舊 | |
|------|------------------|---------------------|-----------|--------------|-----------|
| | | Capital expenditure | | Depreciation | |
| | | 2003 | 2002 | 2003 | 2002 |
| | | 百萬元 | 百萬元 | 百萬元 | 百萬元 |
| | | \$Million | \$Million | \$Million | \$Million |
| 物業租賃 | Property leasing | 1,453.9 | 271.9 | 16.3 | 22.5 |

2 | 營業額及分部資料 (續)

Turnover and Segment Information (Continued)

(乙) 地區分部

(b) Geographical segment

(i) 分部收入及業績

(i) Segment revenue and results

| | | 分部收入 | | 分部業績 | |
|------|-----------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
| | | Segment revenue | | Segment results | |
| | | 2003 百萬元 \$Million | 2002 百萬元 \$Million | 2003 百萬元 \$Million | 2002 百萬元 \$Million |
| 集團 | Group | | | | |
| 香港 | Hong Kong | 1,830.0 | 2,182.2 | 1,293.5 | 1,459.1 |
| 中國大陸 | Mainland China | 312.5 | 201.0 | 217.8 | 133.5 |
| | | 2,142.5 | 2,383.2 | 1,511.3 | 1,592.6 |
| 合營公司 | Jointly controlled entities | | | | |
| 香港 | Hong Kong | | | 28.3 | 30.2 |
| 中國中陸 | Mainland China | | | 24.6 | 36.1 |
| | | | | 52.9 | 66.3 |

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(ii) 分部資產

(ii) Segment assets

| | | 2003 百萬元 \$Million | 2002 百萬元 \$Million |
|------|----------------|--------------------------|--------------------------|
| 香港 | Hong Kong | 33,789.7 | 31,992.5 |
| 中國大陸 | Mainland China | 5,524.3 | 2,768.3 |
| | | 39,314.0 | 34,760.8 |

(iii) 資本開支

(iii) Capital expenditure

| | | 2003 百萬元 \$Million | 2002 百萬元 \$Million |
|------|----------------|--------------------------|--------------------------|
| 香港 | Hong Kong | 1,440.3 | 268.5 |
| 中國大陸 | Mainland China | 13.6 | 3.4 |
| | | 1,453.9 | 271.9 |

賬項附註(續) Notes on the Accounts (Continued)

以港幣為單位

Expressed in Hong Kong dollars

3 營業溢利 Operating Profit

| | | 集團 Group | |
|---|--|-----------|-----------|
| | | 2003 | 2002 |
| | | 百萬元 | 百萬元 |
| | | \$Million | \$Million |
| 營業溢利已扣除下列各項： | Operating profit is arrived at after charging: | | |
| 須於五年內償還之銀行貸款及其他借貸之利息 | Interest on bank loans and other borrowings repayable within 5 years | 309.9 | 347.3 |
| 須於五年後償還之銀行貸款利息 | Interest on bank loans repayable after 5 years | 22.8 | - |
| 融資租約費用 | Finance lease charges | 58.1 | 60.8 |
| 攤銷已扣除溢價之可換股債券發行費用淨額 | Amortisation of issuing costs net of premium of Convertible Bonds | 23.8 | 3.3 |
| 其他輔助借貸支出 | Other ancillary borrowing costs | 27.6 | 37.5 |
| 借貸支出總額 | Total borrowing costs | 442.2 | 448.9 |
| 減：借貸支出资本化(附註) | Less: Borrowing costs capitalised (Note) | (170.0) | (192.0) |
| 財務費用 | Finance costs | 272.2 | 256.9 |
| 核數師酬金 | Auditors' remuneration | 2.4 | 2.4 |
| 已出售之投資物業之成本 | Cost of investment properties sold | 78.1 | 344.8 |
| 折舊 | Depreciation | 16.3 | 22.5 |
| 營業租約費用 | Operating lease charges | 92.6 | 37.1 |
| 職工成本 | Staff costs | 239.5 | 122.9 |
| 並已計入： | and after crediting: | | |
| 租金收入，已扣除直接支出 五億三千四百三十萬元 (二零零二年：四億五千一百八十萬元)，包括或然租金 三千二百五十萬元(二零零二年： 一千七百萬元) | Rental income less direct outgoings of \$534.3 million (2002: \$451.8 million), including contingent rentals of \$32.5 million (2002: \$17.0 million) | 1,489.8 | 1,450.6 |
| 利息收入 | Interest income | 38.7 | 93.0 |

附註：發展中物業之借貸支出按每年百分之三點五(二零零二年：百分之三點八)之平均率資本化。

Note: The borrowing costs have been capitalised at an average rate of 3.5% (2002: 3.8%) per annum for properties under development.

以港幣為單位

Expressed in Hong Kong dollars

4 董事及高級管理層之酬金 Emoluments of Directors and Senior Management

根據香港《公司條例》第一百六十一條及一百六十一甲條所列報之董事酬金如下：

Directors' emoluments disclosed pursuant to Sections 161 and 161A of the Hong Kong Companies Ordinance are as follows:

| | | 集團 Group | |
|--------------|--|-------------|-----------|
| | | 2003 | 2002 |
| | | 百萬元 | 百萬元 |
| | | \$Million | \$Million |
| 袍金 | Fees | | |
| 獨立非執行董事 | Independent Non-Executive Directors | 0.4 | 0.2 |
| 其他董事 | Other directors | 0.3 | 0.3 |
| 薪金、津貼及實物利益 | Salaries, allowances and benefits in kind | 7.1 | – |
| 本集團對退休金計劃之供款 | Group's contributions to retirement scheme | 0.6 | – |
| 酌定花紅 | Discretionary bonuses | 10.8 | – |
| | | 19.2 | 0.5 |

除以上酬金外，本公司根據本公司之最終控股公司，恒隆集團有限公司（「恒隆集團」）之股份期權計劃向某些董事授予股份期權。

In addition to the above emoluments, certain directors were granted share options under the share option scheme of the Company's ultimate holding company, Hang Lung Group Limited ("HLG").

根據本集團去年之重組，所有新地產項目已由本集團管理，並從二零零二年七月起，本集團已直接僱用在香港之員工，代替以往按其成本支付予恒隆集團之費用。

Following the Group restructuring last year whereby all new projects have been handled by the Group, the Group has employed staff in Hong Kong directly with effect from July 2002 instead of reimbursing actual costs to HLG as previously.

酬金介乎下列組別之董事數目如下：

The number of directors whose emoluments fell within the following bands is as follows:

| | | 董事數目 | | | |
|------------|--------------|---------------------|---------------|----------|----|
| | | Number of directors | | | |
| | | 2003 | 2002 | | |
| 無 | – 1,000,000元 | Nil | – \$1,000,000 | 5 | 10 |
| 1,500,001元 | – 2,000,000元 | \$1,500,001 | – \$2,000,000 | 1 | – |
| 4,000,001元 | – 4,500,000元 | \$4,000,001 | – \$4,500,000 | 2 | – |
| 8,500,001元 | – 9,000,000元 | \$8,500,001 | – \$9,000,000 | 1 | – |
| | | | | 9 | 10 |

賬項附註(續) Notes on the Accounts (Continued)

以港幣為單位

Expressed in Hong Kong dollars

4 董事及高級管理層之
酬金(續)Emoluments of Directors and
Senior Management (Continued)

本集團五名最高薪酬人士，包括於二零零三年度三名董事之酬金，如下：

The emoluments of the five highest paid individuals in the Group, including three directors for 2003, are as follows:

| | | 集團 Group | |
|--------------|--|-------------|-----------|
| | | 2003 | 2002 |
| | | 百萬元 | 百萬元 |
| | | \$Million | \$Million |
| 袍金 | Fees | 0.2 | - |
| 薪金、津貼及實物利益 | Salaries, allowances and benefits in kind | 9.2 | 0.8 |
| 本集團對退休金計劃之供款 | Group's contributions to retirement scheme | 0.8 | 0.1 |
| 酌定花紅 | Discretionary bonuses | 11.8 | - |
| | | 22.0 | 0.9 |

五名最高薪酬人士，包括於二零零三年度三名董事之酬金，介乎下列組別內：

The emoluments of the five highest paid individuals, including three directors for 2003, fell within the following bands:

| | | 人數 | |
|--------------|---------------------------|-----------------------|------|
| | | Number of individuals | |
| | | 2003 | 2002 |
| 無 | Nil | - | 5 |
| — 1,000,000元 | — \$1,000,000 | 1 | - |
| 2,000,001元 | \$2,000,001 – \$2,500,000 | 1 | - |
| — 2,500,000元 | \$2,500,001 – \$3,000,000 | 2 | - |
| 2,500,001元 | \$3,000,001 – \$4,000,000 | 1 | - |
| — 3,000,000元 | \$4,000,001 – \$4,500,000 | 1 | - |
| 4,000,001元 | \$4,500,001 – \$8,500,000 | 5 | 5 |
| — 4,500,000元 | \$8,500,001 – \$9,000,000 | | |
| 8,500,001元 | — 9,000,000元 | | |

5 稅項 Taxation

| | | 集團 Group | |
|-----------------------------------|---|--------------|-----------|
| | | 2003 | 2002 |
| | | 百萬元 | 百萬元 |
| | | \$Million | \$Million |
| (甲) 綜合收益表內之稅項為： | (a) Taxation in the consolidated income statement represents: | | |
| 本年度香港利得稅準備 | Provision for Hong Kong profits tax at 17.5% (2002: 16%) for the year | 122.5 | 126.8 |
| 按稅率百分之十七點五 (二零零二年：百分之十六) 計算 | | | |
| 以往年度之估計準備少提/ (多提) | Estimated under/(over)provision in respect of previous years | 25.3 | (8.1) |
| 應佔合營公司稅項 | Share of jointly controlled entities' taxation | 4.5 | 4.4 |
| | | 152.3 | 123.1 |

由於年內之免稅額足以抵銷中國所得稅應課稅額，故年內並無就中國所得稅提撥準備。

No provision has been made for PRC income tax for the year as tax allowances are available to offset PRC taxable income for the year.

| | | 集團 Group | | 公司 Company | |
|-----------------|--|--------------|-----------|------------|-----------|
| | | 2003 | 2002 | 2003 | 2002 |
| | | 百萬元 | 百萬元 | 百萬元 | 百萬元 |
| | | \$Million | \$Million | \$Million | \$Million |
| (乙) 資產負債表內之稅項為： | (b) Taxation in the balance sheets represents: | | | | |
| 本年度香港利得稅準備 | Provision for Hong Kong profits tax for the year | 122.5 | 126.8 | 0.7 | 1.2 |
| 以往年度之估計香港利得稅準備 | Estimated provision for Hong Kong profits tax relating to previous years | 223.6 | 185.7 | - | 6.0 |
| | | 346.1 | 312.5 | 0.7 | 7.2 |

賬項附註(續) Notes on the Accounts (Continued)

以港幣為單位

Expressed in Hong Kong dollars

5 稅項(續)

Taxation (Continued)

- (丙) 本集團現正與稅務局就過往年度稅項計算中涉及某些利息支出之扣稅爭議進行商討。於結算日，上述爭議之結果仍未能確定，而為審慎起見，已於過往賬項內作出重大之稅項撥備。
- (丁) 遞延稅項負債指因未能合理保證可實現而未有撥備之未來稅款包括(i)因出售投資物業涉及之結餘課稅款項一億一千五百二十萬元(二零零二年：八千零七十萬元)及(ii)出售位於國內投資物業稅項之二億八千一百萬元(二零零二年：無)。
- (戊) 因未用之稅務虧損而產生之未有確認之遞延稅項資產總值為八千八百四十萬元(二零零二年：四千四百四十萬元)。此遞延稅項資產因未能合理保證可實現而未有確認。
- (c) The Group is currently in discussion with the Inland Revenue Department regarding a dispute over the deductibility of certain interest payments in previous years' tax computations. As at the balance sheet date, the outcome of the said dispute remained undetermined and substantial tax provision has previously been made in the accounts on the grounds of prudence.
- (d) Deferred tax liability being future taxation arising from (i) balancing charges upon disposal of investment properties of \$115.2 million (2002: \$80.7 million) and (ii) disposal of PRC investment properties of \$281.0 million (2002: Nil) has not been provided as its realisation is not assured beyond reasonable doubt.
- (e) The total amount of unrecognised deferred tax assets arising from unutilised tax losses is \$88.4 million (2002: \$44.4 million) and has not been recognised as its realisation is not assured beyond reasonable doubt.

6 普通股股東應佔純利

Net Profit Attributable to Ordinary Shareholders

普通股股東應佔純利包括本公司賬項內之溢利為十九億零八百五十萬元(二零零二年：二十五億六千二百五十萬元)。

Net profit attributable to ordinary shareholders includes a profit of \$1,908.5 million (2002: \$2,562.5 million) which has been dealt with in the accounts of the Company.

以港幣為單位

Expressed in Hong Kong dollars

7 股息

Dividends

| | | 2003 百萬元 \$Million | 2002 百萬元 \$Million |
|---|--|--------------------------|--------------------------|
| 優先股股息 | Preference dividend | | |
| 就一九九三年十一月所發行 每股面值港幣七千五百元並 可參照每股一千美元之款額 收取年息五點五厘股息之 可換股累積優先股而派發之 股息 | Dividend on the convertible cumulative preference shares of HK\$7,500 each issued in November 1993 which bear dividend at 5.5% per annum on a reference amount of US\$1,000 each | | |
| 已派發 | Amount paid | 18.1 | 18.1 |
| 應派發 | Amount payable | 30.2 | 30.2 |
| | | 48.3 | 48.3 |
| 普通股股息 | Ordinary dividends | | |
| 已派中期股息每股一角一仙 (二零零二年：一角一仙) | Interim dividend paid of 11 cents [2002: 11 cents] per share | 317.8 | 317.8 |
| 擬派末期股息每股二角九仙 (二零零二年：二角九仙) | Proposed final dividend of 29 cents [2002: 29 cents] per share | 837.9 | 837.9 |
| | | 1,155.7 | 1,155.7 |

於結算日後擬派之末期普通股股息，並無確認為結算日之負債。

The final ordinary dividend proposed after the balance sheet date has not been recognised as a liability at the balance sheet date.

賬項附註(續) Notes on the Accounts (Continued)

以港幣為單位

Expressed in Hong Kong dollars

8 每股普通股盈利

Earnings per Ordinary Share

每股普通股之基本及攤薄盈利乃按下列數據計算：

The calculation of basic and diluted earnings per ordinary share is based on the following data:

| | | 2003 百萬元 \$Million | 2002 百萬元 \$Million |
|------------------------------|--|--------------------------|--------------------------|
| 用以計算每股普通股基本盈利之盈利(即普通股股東應佔純利) | Earnings for calculation of basic earnings per ordinary share (net profit attributable to ordinary shareholders) | 1,010.1 | 1,207.0 |
| 具攤薄作用之潛在普通股之影響 — 可換股債券之利息 | Effect of dilutive potential ordinary shares Interest on convertible bonds | 116.4 | 21.2 |
| 用以計算每股普通股攤薄盈利之盈利 | Earnings for calculation of diluted earnings per ordinary share | 1,126.5 | 1,228.2 |
| | | | 股份數目 Number of shares |
| | | 2003 | 2002 |
| 用以計算每股普通股基本盈利之股份加權平均數 | Weighted average number of shares used in calculating basic earnings per ordinary share | 2,889,333,907 | 2,889,816,566 |
| 具攤薄作用之潛在普通股之影響 — 可換股債券 | Effect of dilutive potential ordinary shares — convertible bonds | 383,333,333 | 71,963,471 |
| 用以計算每股普通股攤薄盈利之股份加權平均數 | Weighted average number of shares used in calculating diluted earnings per ordinary share | 3,272,667,240 | 2,961,780,037 |

9 | 固定資產 – 集團 Fixed Assets – Group

| | | 投資物業 Investment properties 百萬元 \$Million | 發展中物業 Properties under development 百萬元 \$Million | 其他 固定資產 Other fixed assets 百萬元 \$Million | 合計 Total 百萬元 \$Million |
|--------------------|--|--|---|--|---------------------------------|
| 成本值或估值： | Cost or valuation: | | | | |
| 於二零零二年七月一日 | At 1 July 2002 | 25,221.1 | 1,120.2 | 29.6 | 26,370.9 |
| 因收購附屬公司之添置 | Additions from acquisition of subsidiaries | 1,220.0 | - | - | 1,220.0 |
| 從合營公司轉變至附屬公司 | Change of jointly controlled entity to subsidiary | 1,945.0 | - | - | 1,945.0 |
| 其他添置 | Other additions | 114.0 | 94.7 | 25.2 | 233.9 |
| 出售 | Disposals | (103.8) | - | (0.5) | (104.3) |
| 重估減值 | Deficit on revaluation | (978.4) | - | - | (978.4) |
| 於二零零三年六月三十日 | At 30 June 2003 | 27,417.9 | 1,214.9 | 54.3 | 28,687.1 |
| 累計折舊： | Accumulated depreciation: | | | | |
| 於二零零二年七月一日 | At 1 July 2002 | 235.1 | - | 5.1 | 240.2 |
| 本年度折舊 | Charge for the year | 10.7 | - | 5.6 | 16.3 |
| 因出售撥回 | Written back on disposal | - | - | (0.4) | (0.4) |
| 於二零零三年六月三十日 | At 30 June 2003 | 245.8 | - | 10.3 | 256.1 |
| 賬面淨值： | Net book value: | | | | |
| 於二零零三年六月三十日 | At 30 June 2003 | 27,172.1 | 1,214.9 | 44.0 | 28,431.0 |
| 於二零零二年六月三十日 | At 30 June 2002 | 24,986.0 | 1,120.2 | 24.5 | 26,130.7 |

固定資產於二零零三年六月三十日之成本值或估值如下：

Cost or valuation of the fixed assets at 30 June 2003 is made up as follows:

| | | | | | |
|-----|-----------|-----------------|----------------|-------------|-----------------|
| 估值 | Valuation | 27,080.0 | - | - | 27,080.0 |
| 成本值 | Cost | 337.9 | 1,214.9 | 54.3 | 1,607.1 |
| | | 27,417.9 | 1,214.9 | 54.3 | 28,687.1 |

賬項附註(續) Notes on the Accounts (Continued)

以港幣為單位

Expressed in Hong Kong dollars

9 固定資產－集團(續)

Fixed Assets – Group (Continued)

物業之賬面淨值分析如下：

An analysis of net book value of properties is as follows:

| | | 投資物業 | | 發展中物業 | |
|------------|--------------------------------------|--------------------------|--------------------------|------------------------------|------------------------------|
| | | Investment properties | Investment properties | Properties under development | Properties under development |
| | | 2003 百萬元 \$Million | 2002 百萬元 \$Million | 2003 百萬元 \$Million | 2002 百萬元 \$Million |
| 香港長期地契 | Long leases in Hong Kong | 16,029.0 | 16,045.5 | 673.8 | 667.7 |
| 香港中期地契 | Medium term leases in Hong Kong | 6,091.0 | 6,539.0 | - | - |
| 香港以外地區中期地契 | Medium term leases outside Hong Kong | 4,960.0 | 2,301.0 | 541.1 | 452.5 |
| 香港短期地契 | Short lease in Hong Kong | 92.1 | 100.5 | - | - |
| | | 27,172.1 | 24,986.0 | 1,214.9 | 1,120.2 |

集團所有長期及中期地契投資物業均於二零零三年六月三十日由特許測量師卓德測計師行有限公司根據租金總值，並計入租約屆滿續租時租值升幅後之可能收益而按公開市值進行之估值而釐定。

All investment properties of the Group held under long and medium term leases were revalued as at 30 June 2003 by Chesterton Petty Limited, chartered surveyors, on an open market value basis calculated on total rental income after taking into account reversionary income potential.

集團投資物業之賬面淨值二百七十一億七千二百一十萬元(二零零二年：二百四十九億八千六百萬元)內包括根據融資租約而持有之資產，其賬面淨值為十七億七千六百萬元(二零零二年：十九億二千萬元)。

The net book value of investment properties of the Group of \$27,172.1 million (2002: \$24,986.0 million) includes an amount of \$1,776.0 million (2002: \$1,920.0 million) in respect of an asset held under a finance lease.

本集團根據營業租約出租及按融資租約分租其投資物業。該等租約一般之租期初步訂為兩至五年，其中部分獲給予續約選擇權，屆時所有條款均重新議訂。長期租約通常會訂明重新檢討或調整之條款，而本集團之租約中每年都有某相若比例期滿續約。若干租約包括或然租金，並參考物業之收入而釐定。

The Group leases out its investment properties under operating leases and subleases in respect of those under finance lease. Leases typically run for an initial period of two to five years, with some having the option to renew, at which time all terms are renegotiated. Long term leases usually contain rent review or adjustment clauses and the Group has a regular proportion of its leases up for renewal each year. Certain leases include contingent rentals calculated with reference to revenue from the properties.

以港幣為單位

Expressed in Hong Kong dollars

9 | 固定資產 – 集團 (續)

Fixed Assets – Group (Continued)

於六月三十日，根據不可撤銷之營業租約最少應收之未來租金總額如下：

At 30 June, total future minimum lease payments receivable under non-cancellable operating leases were as follows:

| | | 集團 Group | | |
|---------|---------------------------------|------------------|----------------------|------------------|
| | | 分租 Subleases | 其他租約 Other leases | 總額 Total |
| | | 百萬元 \$Million | 百萬元 \$Million | 百萬元 \$Million |
| 一年內 | Within 1 year | 174.7 | 1,387.2 | 1,561.9 |
| 一年後但五年內 | After 1 year but within 5 years | 265.2 | 1,368.7 | 1,633.9 |
| 五年後 | After 5 years | 205.2 | 312.4 | 517.6 |
| | | 645.1 | 3,068.3 | 3,713.4 |
| | | 2002 | | |
| | | 百萬元 \$Million | 百萬元 \$Million | 百萬元 \$Million |
| 一年內 | Within 1 year | 192.0 | 1,294.4 | 1,486.4 |
| 一年後但五年內 | After 1 year but within 5 years | 311.2 | 1,306.5 | 1,617.7 |
| 五年後 | After 5 years | 258.6 | 365.8 | 624.4 |
| | | 761.8 | 2,966.7 | 3,728.5 |

賬項附註(續) Notes on the Accounts (Continued)

以港幣為單位

Expressed in Hong Kong dollars

10 附屬公司權益 Interest in Subsidiaries

| | | 公司 Company | |
|-----------|-------------------------------|--------------------------|--------------------------|
| | | 2003 百萬元 \$Million | 2002 百萬元 \$Million |
| 非上市股份，成本值 | Unlisted shares, at cost | 3,894.4 | 3,893.7 |
| 應收附屬公司款項 | Amounts due from subsidiaries | 21,072.0 | 20,009.3 |
| 應付附屬公司款項 | Amounts due to subsidiaries | (4,623.4) | (4,330.2) |
| | | 20,343.0 | 19,572.8 |

各主要附屬公司之詳細資料載於附註31項內。

Details of principal subsidiaries are set out in note 31.

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於本年度內，本集團以十二億六千一百七十萬元收購格蘭酒店集團有限公司百份之一百權益，並以現金支付。因此，本集團之全年溢利增加一千一百一十萬元及年終資產淨值減少一億五千七百四十萬元。

During the year, the Group acquired 100% interest in Grand Hotel Holdings Limited for \$1,261.7 million, satisfied in cash. As a result, the Group's profit for the year has been increased by \$11.1 million and the net assets at year end have been decreased by \$157.4 million.

11 合營公司權益 Interest in Jointly Controlled Entities

| | | 集團 Group | |
|--------------|--|--------------------------|--------------------------|
| | | 2003 百萬元 \$Million | 2002 百萬元 \$Million |
| 應佔資產淨值－非上市股份 | Share of net assets – unlisted shares | 345.2 | 340.2 |
| 應收合營公司款項 | Amounts due from jointly controlled entities | 19.3 | 1,145.8 |
| | | 364.5 | 1,486.0 |

各合營公司之詳細資料載於附註32項內。

Details of jointly controlled entities are set out in note 32.

於本年度內，本集團於上海港匯房地產開發有限公司之商場部份權益由百份之四十七點三增加至百份之六十六點三，並以股東貸款支付。因此，本集團之全年溢利及年終資產淨值分別增加九百九十萬元及四千零五十萬元；而此合資企業亦轉變成本集團之附屬公司。

During the year, the Group increased its attributable interest in the commercial portion of Shanghai Kong Hui Property Development Co., Ltd. from 47.3% to 66.3%, satisfied by shareholder loan. As a result, the Group's profit for the year and net assets at year end have been increased by \$9.9 million and \$40.5 million respectively, and such equity joint venture has become a subsidiary of the Group.

以港幣為單位

Expressed in Hong Kong dollars

12 貸款及投資 Loans and Investments

| | | 集團 Group | |
|-----------|--------------------------|-------------|-----------|
| | | 2003 | 2002 |
| | | 百萬元 | 百萬元 |
| | | \$Million | \$Million |
| 非上市股份，成本值 | Unlisted shares, at cost | 0.1 | 0.1 |
| 貸款 | Advances | 10.8 | 11.9 |
| | | 10.9 | 12.0 |
| 按揭貸款(附註) | Mortgage loans (Note) | 6.0 | 7.5 |
| | | 16.9 | 19.5 |

附註：按揭貸款以物業作抵押。

Note: The mortgage loans are secured on properties.

13 發展中物業 Properties under Development

發展中物業位於香港，並沒有物業(二零零二年：八十一億六千萬元)預期於一年後落成以供出售。

Properties under development are located in Hong Kong. None of which [2002: \$8,160.0 million] are expected to be completed for sale after one year.

14 應收賬款及其他應收款 Trade and Other Receivables

已計入應收賬款及其他應收款之應收賬款其賬齡分析如下：

Included in trade and other receivables are trade debtors with the following ageing analysis:

| | | 集團 Group | |
|-------|----------------|-------------|-----------|
| | | 2003 | 2002 |
| | | 百萬元 | 百萬元 |
| | | \$Million | \$Million |
| 一個月內 | Within 1 month | 52.7 | 87.6 |
| 一至三個月 | 1 - 3 months | 25.4 | 18.3 |
| 三個月以上 | Over 3 months | 1.5 | 2.2 |
| | | 79.6 | 108.1 |

本集團設有特定之信貸政策，並定期編製應收賬款之賬齡分析及作出密切監察，以便把任何與應收賬款有關之信貸風險減至最低。

The Group maintains a defined credit policy. An ageing analysis of trade debtors is prepared on a regular basis and is closely monitored to minimise any credit risk associated with receivables.

賬項附註(續) Notes on the Accounts (Continued)

以港幣為單位

Expressed in Hong Kong dollars

15 銀行貸款及透支

Bank Loans and Overdrafts

於六月三十日無抵押銀行貸款及透支之還款期如下：

At 30 June, bank loans and overdrafts were unsecured and repayable as follows:

| | | 集團 Group | |
|-----------|--|--------------------------|--------------------------|
| | | 2003 百萬元 \$Million | 2002 百萬元 \$Million |
| 一年內或即期 | Within 1 year or on demand | 600.8 | 304.8 |
| 一年後但兩年內 | After 1 year but within 2 years | - | 816.9 |
| 兩年後但五年內 | After 2 years but within 5 years | 5,336.0 | 5,250.0 |
| 一年後但五年內總計 | Total after 1 year but within 5 years | 5,336.0 | 6,066.9 |
| 五年後 | After 5 years | 2,000.0 | - |
| | | 7,336.0 | 6,066.9 |
| | | 7,936.8 | 6,371.7 |

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16 應付賬款及其他應付款

Trade and Other Payables

| | | 集團 Group | | 公司 Company | |
|---------------|--|--------------------------|--------------------------|--------------------------|--------------------------|
| | | 2003 百萬元 \$Million | 2002 百萬元 \$Million | 2003 百萬元 \$Million | 2002 百萬元 \$Million |
| 應付款及應計費用(附註i) | Creditors and accrued expenses (Note i) | 876.3 | 678.3 | 4.6 | 2.9 |
| 已收按金(附註ii) | Deposits received (Note ii) | 469.0 | 438.8 | - | - |
| 應付同系附屬公司款 | Amounts due to fellow subsidiaries | 302.2 | 313.5 | - | - |
| | | 1,647.5 | 1,430.6 | 4.6 | 2.9 |

附註：(i) 應付款及應計費用包括預期於一年內不會償付之保留款項一億一千零五十萬元(二零零二年：一億零三百一十萬元)。

(ii) 已收之四億六千八百九十萬元(二零零二年：四億三千六百九十萬元)按金預期於一年內不會償付。

Notes: (i) Creditors and accrued expenses include retention money payable of \$110.5 million (2002:\$103.1 million) which is not expected to be settled within one year.

(ii) Deposits received of \$468.9 million (2002: \$436.9 million) are not expected to be settled within one year.

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Expressed in Hong Kong dollars

16 應付賬款及其他應付款(續) Trade and Other Payables (Continued)

已計入應付賬款及其他應付款之應付賬款其賬齡分析如下：

Included in trade and other payables are trade creditors with the following ageing analysis:

| | | 集團 Group | | 公司 Company | |
|-------|----------------|--------------------------|--------------------------|--------------------------|--------------------------|
| | | 2003 百萬元 \$Million | 2002 百萬元 \$Million | 2003 百萬元 \$Million | 2002 百萬元 \$Million |
| 一個月內 | Within 1 month | 400.5 | 277.7 | - | - |
| 三個月以上 | Over 3 months | 251.5 | 299.3 | 0.3 | 0.3 |
| | | 652.0 | 577.0 | 0.3 | 0.3 |

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17 可換股債券 Convertible Bonds

| | | 集團 Group | |
|----------------|------------------------------------|--------------------------|--------------------------|
| | | 2003 百萬元 \$Million | 2002 百萬元 \$Million |
| 本金 | Principal amount | 3,450.0 | 3,450.0 |
| 減：發行費用扣除溢價後之淨額 | Less: Issuing costs net of premium | (35.9) | (59.7) |
| | | 3,414.1 | 3,390.3 |

本公司之附屬公司發行之債券已於二零零二年三月在盧森堡證券交易所上市。該等債券可於二零零七年三月二十日或以前按換股價每股九元轉換為本公司之普通股。該等債券亦可由二零零四年三月二十七日至二零零七年三月二十七日期間，按該等債券之有關條款以本金額贖回。年內並無轉換任何債券。

The bonds were issued by the Company's subsidiary and were listed in March 2002 on the Luxembourg Stock Exchange. The bonds are convertible into the Company's ordinary shares at a conversion price of \$9 per share on or before 20 March 2007. The bonds are redeemable at their principal amount from 27 March 2004 to 27 March 2007 according to relevant terms and conditions of the bonds. No bonds have been converted during the year.

賬項附註(續) Notes on the Accounts (Continued)

以港幣為單位

Expressed in Hong Kong dollars

18 | 其他長期負債 Other Long Term Liabilities

| | | 集團 Group | |
|-------------------------|-------------------------------------|----------------|-----------|
| | | 2003 | 2002 |
| | | 百萬元 | 百萬元 |
| | | \$Million | \$Million |
| 融資租約承擔(附註19) | Finance lease obligations (Note 19) | 761.3 | 808.4 |
| 於二零零四年到期贖回之 浮息票據(附註) | Floating rate notes due 2004 (Note) | 540.0 | 540.0 |
| 須補地價 | Land premium | 0.7 | 0.7 |
| | | 1,302.0 | 1,349.1 |

附註： 該等浮息票據由本公司之附屬公司發行，
並於一九九九年十月起在香港聯合交易所
有限公司掛牌。

Note: The floating rate notes were issued by the Company's subsidiary and were listed in October
1999 on The Stock Exchange of Hong Kong Limited.

以港幣為單位

Expressed in Hong Kong dollars

19 融資租約承擔

Finance Lease Obligations

融資租約最少應付之租金總額及其現值如下：

Total minimum lease payments under finance lease and their present values are as follows:

| | | 集團 Group | | |
|---------|------------------------------------|---|---|--|
| | | 最少應付 之租額 之現值 Present value of minimum lease payments | 將於未來 年度計入之 利息費用 Interest expenses relating to future periods | 最少 應付之 租金總額 Total minimum lease payments |
| | | 百萬元 \$Million | 百萬元 \$Million | 百萬元 \$Million |
| 應付金額 | Amounts payable | | | |
| 一年內 | Within 1 year | 47.1 | 55.1 | 102.2 |
| 一年後但五年內 | After 1 year but within 5 years | 274.2 | 179.1 | 453.3 |
| 五年後 | After 5 years | 487.1 | 79.7 | 566.8 |
| | | 761.3 | 258.8 | 1,020.1 |
| | | 808.4 | 313.9 | 1,122.3 |
| | | 2002 | | |
| | | 百萬元 \$Million | 百萬元 \$Million | 百萬元 \$Million |
| 應付金額 | Amounts payable | | | |
| 一年內 | Within 1 year | 40.4 | 58.1 | 98.5 |
| 一年後但五年內 | After 1 year but within 5 years | 238.4 | 196.9 | 435.3 |
| 五年後 | After 5 years | 570.0 | 117.0 | 687.0 |
| | | 808.4 | 313.9 | 1,122.3 |
| | | 848.8 | 372.0 | 1,220.8 |

賬項附註(續) Notes on the Accounts (Continued)

以港幣為單位

Expressed in Hong Kong dollars

20 少數股東權益 Minority Interests

| | | 集團 Group | |
|-------------|--|----------------|-----------|
| | | 2003 | 2002 |
| | | 百萬元 | 百萬元 |
| | | \$Million | \$Million |
| 應佔附屬公司權益及儲備 | Share of equity and reserves in subsidiaries | 216.4 | (81.2) |
| 少數股東注資 | Contributions from minority shareholders | 1,133.1 | 542.7 |
| | | 1,349.5 | 461.5 |

21 股本 Share Capital

| | | 2003 | 2002 |
|--|---|----------------|-----------|
| | | 百萬元 | 百萬元 |
| | | \$Million | \$Million |
| 法定 | Authorised | | |
| 普通股四十五億股， 每股面值一元 | 4,500,000,000 ordinary shares of \$1 each | 4,500.0 | 4,500.0 |
| 可換股累積優先股二十萬股， 息率五點五厘，每股面值 七千五百元 | 200,000 5.5% convertible cumulative preference shares of \$7,500 each | 1,500.0 | 1,500.0 |
| | | 6,000.0 | 6,000.0 |
| 已發行及繳足 | Issued and fully paid | | |
| 普通股二十八億八千九百 三十三萬三千九百零七股 (二零零二年：二十八億八千 九百三十三萬三千九百零七股)， 每股面值一元 | 2,889,333,907 (2002: 2,889,333,907) ordinary shares of \$1 each | 2,889.3 | 2,889.3 |
| 可換股累積優先股十一萬二千 四百三十五股(二零零二年： 十一萬二千四百三十五股)， 息率五點五厘，每股面值 七千五百元 | 112,435 (2002: 112,435) 5.5% convertible cumulative preference shares of \$7,500 each | 843.3 | 843.3 |
| | | 3,732.6 | 3,732.6 |

可換股累積優先股

於結算日並未換股之十一萬二千四百三十五股(二零零二年：十一萬二千四百三十五股)可換股累積優先股，附有可轉換八千六百一十二萬五千二百一十股(二零零二年：八千六百一十二萬五千二百一十股)普通股之換股權。有關換股權可由一九九三年十二月二十六日起隨時行使。

Convertible Cumulative Preference Shares

As of balance sheet date, the number of outstanding convertible cumulative preference shares is 112,435 (2002: 112,435) with conversion rights to 86,125,210 (2002: 86,125,210) ordinary shares, exercisable at any time from 26 December 1993.

| | | 集團 Group | | 公司 Company | |
|-------------------------|---|--------------------------|--------------------------|--------------------------|--------------------------|
| | | 2003 百萬元 \$Million | 2002 百萬元 \$Million | 2003 百萬元 \$Million | 2002 百萬元 \$Million |
| 資本儲備 | Capital reserves | | | | |
| 股份溢價 | Share premium | 8,464.5 | 8,464.5 | 8,464.5 | 8,464.5 |
| 投資物業重估儲備： | Investment property revaluation reserve: | | | | |
| 於七月一日 | At 1 July | 4,528.4 | 6,285.2 | - | 38.8 |
| 合營公司轉變為附屬公司 產生之減值 | Deficit on change of jointly controlled entity to subsidiary | (119.6) | - | - | - |
| 年內之減值 | Deficit for the year | (1,057.2) | (1,631.3) | - | - |
| 出售物業所變現之增值 | Surplus realised on property disposal | (25.4) | (125.5) | - | (38.8) |
| 於六月三十日 | At 30 June | 3,326.2 | 4,528.4 | - | - |
| 編製綜合賬而產生之 資本儲備： | Capital reserve on consolidation: | | | | |
| 於七月一日 | At 1 July | 275.6 | 275.6 | - | - |
| 出售物業變現 | Realised on property disposal | (0.3) | - | - | - |
| 於六月三十日 | At 30 June | 275.3 | 275.6 | - | - |
| 應佔合營公司之投資物業之 重估儲備： | Revaluation reserve attributable to investment properties held by jointly controlled entities: | | | | |
| 於七月一日 | At 1 July | 113.0 | 139.5 | - | - |
| 因權益轉變而撥入之 投資物業重估儲備 | Transfer to investment property revaluation reserve on change of interest | 119.6 | - | - | - |
| 年內之減值 | Deficit for the year | (44.7) | (26.5) | - | - |
| 於六月三十日 | At 30 June | 187.9 | 113.0 | - | - |
| 資本贖回儲備： | Capital redemption reserve: | | | | |
| 於七月一日 | At 1 July | 1,308.4 | 1,306.6 | 1,308.4 | 1,306.6 |
| 回購普通股股份 | Repurchase of ordinary shares | - | 1.8 | - | 1.8 |
| 於六月三十日 | At 30 June | 1,308.4 | 1,308.4 | 1,308.4 | 1,308.4 |
| 換算海外附屬公司賬項所 產生匯兌變動儲備 | Exchange fluctuation reserve arising on translation of overseas subsidiaries | 13.8 | 13.8 | - | - |
| | | 13,576.1 | 14,703.7 | 9,772.9 | 9,772.9 |

賬項附註(續) Notes on the Accounts (Continued)

以港幣為單位

Expressed in Hong Kong dollars

22 儲備(續)

Reserves (Continued)

| | | 集團 Group | | 公司 Company | |
|----------------|---|--------------------------|--------------------------|--------------------------|--------------------------|
| | | 2003 百萬元 \$Million | 2002 百萬元 \$Million | 2003 百萬元 \$Million | 2002 百萬元 \$Million |
| 保留溢利 | Retained profits | | | | |
| 於七月一日 | At 1 July | 7,676.1 | 7,637.9 | 6,060.8 | 4,667.1 |
| 本年度純利 | Net profit for the year | 1,010.1 | 1,207.0 | 1,908.5 | 2,562.5 |
| 去年度末期股息 | Final dividend in respect of previous year | (837.9) | (838.4) | (837.9) | (838.4) |
| 本年度中期股息 | Interim dividend in respect of current year | (317.8) | (317.8) | (317.8) | (317.8) |
| 去年度就普通股股息多提之準備 | Ordinary dividends overprovided for previous year | - | 0.6 | - | 0.6 |
| 支付回購普通股之總代價 | Aggregate consideration paid on ordinary shares repurchased | - | (13.2) | - | (13.2) |
| | | 7,530.5 | 7,676.1 | 6,813.6 | 6,060.8 |
| 於六月三十日 | At 30 June | 21,106.6 | 22,379.8 | 16,586.5 | 15,833.7 |

| | | 集團 Group | |
|---------|--------------------------------|--------------------------|--------------------------|
| | | 2003 百萬元 \$Million | 2002 百萬元 \$Million |
| 保留溢利報表： | Statement of retained profits: | | |
| 集團公司 | Group companies | 7,412.8 | 7,488.3 |
| 合營公司 | Jointly controlled entities | 117.7 | 187.8 |
| | | 7,530.5 | 7,676.1 |

於二零零三年六月三十日，本公司可供分派予股東之儲備金總額為六十八億一千三百六十萬元(二零零二年：六十億六千零八十萬元)。

The aggregate amount of the Company's reserves available for distribution to shareholders at 30 June 2003 was \$6,813.6 million (2002: \$6,060.8 million).

鑑於若以賬面結存價值出售投資物業所產生之資本增值並不會產生巨額應課稅項，故該等物業產生之重估增值毋須承擔遞延稅項。

Revaluation surpluses arising from the valuation of investment properties are not subject to deferred taxation as the disposal of these assets at their carrying value would result in capital gains which are not subject to any material tax liability.

23 綜合現金流量表附註 Notes to the Consolidated Cash Flow Statement

(甲) (用於)／來自經營業務之現金

(a) Cash (used in)/generated from operations

| | | 2003 百萬元 \$Million | 2002 百萬元 \$Million |
|------------------------|---|--------------------------|--------------------------|
| 營業溢利 | Operating profit | 1,211.2 | 1,340.1 |
| 利息收入 | Interest income | (38.7) | (93.0) |
| 融資租約費用 | Finance lease charges | 58.1 | 60.8 |
| 利息及其他輔助借貸支出 | Interest and other ancillary borrowing costs | 214.1 | 196.1 |
| 折舊 | Depreciation | 16.3 | 22.5 |
| 出售投資物業之溢利 | Profit on disposal of investment properties | (37.8) | (130.7) |
| 發展中物業之增加 | Increase in properties under development | (2,114.9) | (1,045.9) |
| 應收賬款及其他應收款之 (增加)／減少 | (Increase)/Decrease in trade and other receivables | (16.8) | 5.1 |
| 應付款及應計費用之增加 | Increase in creditors and accrued expenses | 48.0 | 103.3 |
| 已收按金之減少 | Decrease in deposits received | (16.0) | (10.5) |
| 應付同系附屬公司款項之減少 | Decrease in amounts due to fellow subsidiaries | (11.3) | (176.6) |
| (用於)／來自經營業務之現金 | Cash (used in)/generated from operations | (687.8) | 271.2 |

(乙) 收購附屬公司

(b) Acquisition of subsidiaries

| | | 2003 百萬元 \$Million |
|---------------|--|--------------------------|
| 已收購資產淨值 | Net assets acquired | |
| 固定資產 | Fixed assets | 1,220.0 |
| 現金及銀行存款 | Cash and bank balances | 121.7 |
| 其他資產及負債 | Other assets and liabilities | (80.0) |
| 以現金支付之總收購價 | Total purchase price paid, satisfied in cash | 1,261.7 |
| 減：被收購附屬公司之現金 | Less: cash of subsidiaries acquired | (121.7) |
| 用於收購附屬公司之現金淨值 | Net cash used in acquisition of subsidiaries | (1,140.0) |

賬項附註(續) Notes on the Accounts (Continued)

以港幣為單位

Expressed in Hong Kong dollars

23 綜合現金流量表附註(續) Notes to the Consolidated Cash Flow Statement (Continued)

(丙) 現金及現金等價物

(c) Cash and cash equivalents

| | | 2003 百萬元 \$Million | 2002 百萬元 \$Million |
|---------|------------------------------|--------------------------|--------------------------|
| 現金及銀行存款 | Cash and deposits with banks | 1,103.8 | 3,146.0 |
| 銀行透支 | Bank overdrafts | - | (4.8) |
| | | 1,103.8 | 3,141.2 |

24 或然負債 Contingent Liabilities

於六月三十日之或然負債如下：

At 30 June, contingent liabilities were as follows:

| | | 公司 Company | |
|-------------------|--|--------------------------|--------------------------|
| | | 2003 百萬元 \$Million | 2002 百萬元 \$Million |
| 就所獲得之銀行備用信貸而提供之擔保 | Guarantees given to banks to secure banking facilities | 11,954.2 | 10,374.9 |

25 承擔 Commitments

(甲) 於六月三十日尚未入賬之資本承擔如下：

(a) At 30 June, capital commitments not provided for in the accounts were as follows:

| | | 集團 Group | |
|----------|-----------------------------------|--------------------------|--------------------------|
| | | 2003 百萬元 \$Million | 2002 百萬元 \$Million |
| 已簽約 | Contracted for | 65.3 | - |
| 已授權但尚未簽約 | Authorised but not contracted for | 920.5 | 975.0 |
| | | 985.8 | 975.0 |

以港幣為單位

Expressed in Hong Kong dollars

25 承擔(續)

Commitments (Continued)

(乙) 本集團根據十年內屆滿之不可撤銷營業租約租用若干物業。若干租約包括參考物業收入而釐定之或然租金。於六月三十日，未來最少應付之租金總額如下：

(b) The Group leases certain properties under non-cancellable operating leases expiring within ten years. Certain leases include contingent rentals calculated with reference to revenue from the properties. At 30 June, total future minimum lease payments were as follows:

| | | 集團 Group | |
|---------|---------------------------------|--------------|-----------|
| | | 2003 | 2002 |
| | | 百萬元 | 百萬元 |
| | | \$Million | \$Million |
| 一年內 | Within 1 year | 75.9 | 65.0 |
| 一年後但五年內 | After 1 year but within 5 years | 294.1 | 259.8 |
| 五年後 | After 5 years | 304.8 | 301.0 |
| | | 674.8 | 625.8 |

26 僱員福利

Employee Benefits

(甲) 退休福利

本集團已為其僱員設立界定供款退休金計劃，該計劃下之資產由受託人掌管及專業基金經理管理之獨立基金所持有，與本集團之資產分開處理。

(a) Retirement benefits

The Group operates a defined contribution provident fund scheme for its employees. The assets of the scheme are held separately from those of the Group, in an independent fund administered by trustees and managed by a professional fund manager.

本集團及僱員均按僱員之基本薪金之若干百分比供款，有關百分比按服務年資釐訂。當僱員於可全數獲得其僱主供款前退出該計劃，其遭沒收之僱主供款乃撥入計劃基金之儲備內。受託人可視乎儲備的水平而將股息自基金之儲備撥入基金成員賬戶。本集團可將沒收之供款減少其供款；但年度內本集團並無以此方式削減供款。本集團於年度內之供款總額為一千三百八十萬元(二零零二年：無)，而撥入儲備金之沒收供款金額總數為二百八十萬元(二零零二年：無)。

Contributions are made by both the employer and the employees at a certain percentage of employees' basic salaries, the percentage varying with their length of service. When an employee leaves the scheme prior to his or her interest in the Group's contribution being fully vested, forfeited contributions are credited to reserves of the fund. Depending on the level of reserves, the trustees may credit dividends to members' accounts out of the reserves of the fund. The Group's contributions may be reduced by the forfeited contributions, but there was no such reduction of the Group's contributions during the year. Total contributions made by the Group for the year amounted to \$13.8 million (2002: nil) and forfeited sums credited to reserves amounted to \$2.8 million (2002: nil).

賬項附註(續) Notes on the Accounts (Continued)

以港幣為單位

Expressed in Hong Kong dollars

26 僱員福利(續)

Employee Benefits (Continued)

(甲) 退休福利(續)

一項集成信託強制性公積金計劃(「強積金計劃」)已成立，並交由一獨立服務機構營辦。僱主及僱員分別按僱員之每月有關收入(上限為二萬元)之百分之五作出強制性供款。本集團之供款會全數及即時歸屬於僱員之賬戶並列為僱員在計劃內之累算權益。本集團於本年度內作出之強積金供款總額為六十萬元(二零零二年：無)。

由於本集團之退休金計劃乃一項獲豁免於強積金條例的職業退休計劃(「職業退休計劃」)，職業退休計劃與強積金計劃之成員資格相同，而新僱員可一次性選擇參與職業退休計劃或強積金計劃。

本公司在中華人民共和國(「中國」)上海市經營業務之附屬公司，其僱員乃中國當地市政府所營辦之退休福利計劃(「中國退休福利計劃」)之成員。該中國附屬公司所需承擔之唯一責任，乃按僱員之支薪金額之某個百分比，向該計劃作出供款以作為退休福利資金，而中國當地市政府則承擔該等中國附屬公司之所有現職及將來退休之僱員之退休福利責任。該等中國附屬公司於本年度內作出之供款總額為二百四十萬元(二零零二年：一百六十萬元)。

(乙) 股份補償福利

本公司於二零零二年十一月二十二日設立一份股份期權計劃。此計劃授權本公司董事局邀請被揀選人士(包括集團內任何公司之董事)接受股份期權認購本公司普通股股份。股份期權行使價由董事局於授予股份期權時決定，並必須不低於股份面值、於授予當日股份之收市價及授予前五個交易日之平均收市價。股份期權之有效期，行使期及每個股份期權可認購股份之數目均由董事局於授予當日決定。

年內並無授出股份期權。

(a) Retirement benefits (Continued)

A master trust Mandatory Provident Fund Scheme (the "MPF Scheme") is operated by an independent service provider. Mandatory contributions are made by both the employer and the employees at 5% of the employees' monthly relevant income, up to a limit of \$20,000. The Group's contribution will be fully and immediately vested in the employees' accounts as their accrued benefits in the scheme. Total MPF contributions made by the Group for the year amounted to \$0.6 million (2002: nil).

As the Group's provident fund scheme is an MPF Exempted Occupational Retirement Scheme (the "ORSO Scheme"), eligibility for membership of the ORSO and MPF Schemes is identical. New employees are offered a one-off option to join either the ORSO or the MPF scheme.

Staff in the Company's subsidiary operating in Shanghai, the People's Republic of China ("PRC"), are members of a retirement benefits scheme (the "PRC RB Scheme") operated by the local municipal government in the PRC. The only obligation of the PRC subsidiary is to contribute a certain percentage of their payroll to the PRC RB Scheme to fund the retirement benefits. The local municipal government in the PRC undertakes to assume the retirement benefits obligations of all existing and future retired employees of the PRC subsidiary. Total contributions made by the PRC subsidiary for the year amounted to \$2.4 million (2002: \$1.6 million).

(b) Equity compensation benefits

The Company has a share option scheme which was adopted on 22 November 2002, whereby the Board of Directors (the "Board") of the Company are authorised to grant options to selected participants, including directors of any company in the Group, to subscribe for ordinary shares of the Company. The exercise price of the options is determined by the Board at the time of grant, and shall not be less than the nominal value of the shares, the closing price of the shares at the date of grant and the average closing price of the shares for the 5 business days immediately preceding the date of grant. The vesting period, the exercisable period and the number of shares subject to each option are determined by the Board at the time of grant.

No options have been granted during the year.

27 關連人士交易

Related Party Transactions

- (甲) 本集團以總收購價約九億二千四百三十萬元向其最終控股公司，恒隆集團有限公司（「恒隆集團」）及若干附屬公司收購其所有於格蘭酒店集團有限公司之百分之七十四點一「A」股及百分之六十九點六「B」股權益。該收購協議於二零零二年十月九日完成。
- (乙) 於本年度內，本集團從恒隆集團收取三百三十萬元（二零零二年：無）作為恒隆集團附屬公司攤分本集團提供之行政服務。該項費用乃經雙方考慮恒隆集團附屬公司之業務量後所同意之金額。
- (丙) 本集團之一間同系附屬公司就發展上海之物業計劃－恒隆廣場，向本公司之附屬公司注入資金作為資本投資。於年底之款項為三億零二百二十萬元（二零零二年：三億一千三百五十萬元）。
- (a) The Group acquired the entire interests representing 74.1% 'A' shares and 69.6% 'B' shares in Grant Hotel Holdings Limited from its ultimate holding company, Hang Lung Group Limited ("HLG") and certain fellow subsidiaries at a total consideration of \$924.3 million upon the completion of a sale and purchase agreement on 9 October 2002.
- (b) During the year, the Group received \$3.3 million (2002: nil) from HLG for its share of administrative services provided to the subsidiaries of HLG. The amount received is mutually agreed by both parties after taking into account of the volume of activities shared by the HLG subsidiaries.
- (c) A fellow subsidiary of the Company contributed funds as capital investment to a subsidiary of the Company for the development of Plaza 66, a property project in Shanghai. The amount outstanding at the end of the year was \$302.2 million (2002: \$313.5 million).

28 最終控股公司

Ultimate Holding Company

最終控股公司為在香港註冊成立之恒隆集團有限公司。

The ultimate holding company is Hang Lung Group Limited, a company incorporated in Hong Kong.

29 比較數字

Comparative Figures

由於會計政策出現變動，若干比較數字已就此作出調整，詳情載於附註 1 (四)。

Certain comparative figures have been re-classified due to the changes in accounting policies, details of which are set out in note 1(t).

賬項附註(續) Notes on the Accounts (Continued)

以港幣為單位

Expressed in Hong Kong dollars

30 核准賬項

Approval of Accounts

董事局於二零零三年八月二十八日核准並許可發行。

The accounts were approved and authorised for issue by the Board of Directors on 28 August 2003.

31 主要附屬公司

Principal Subsidiaries

於二零零三年六月三十日

At 30 June 2003

| 公司 Company | 已發行股本 (元) Issued Share Capital (\$) | 集團所佔 權益百分率 % Held by The Group | 公司所佔 權益百分率 % Held by The Company | 業務 Activity | 註冊及 營業地點 Place of Incorporation and Operations |
|--|---|---|---|------------------------------|--|
| Amoy International Treasury Limited | 8 | 100 | 100 | 財務 Financial services | 英屬維爾京群島 British Virgin Islands |
| Antonis Limited | 10,000 | 100 | 100 | 物業租賃 Property leasing | 香港 Hong Kong |
| AP City Limited* | 2 | 100 | - | 物業租賃 Property leasing | 香港 Hong Kong |
| AP Joy Limited* | 2 | 100 | - | 物業發展 Property development | 香港 Hong Kong |
| AP Properties Limited* | 20 | 85 | - | 物業發展 Property development | 香港 Hong Kong |
| AP Star Limited | 2 | 100 | - | 控股投資 Investment holding | 香港 Hong Kong |
| AP Success Limited* | 2 | 100 | - | 物業租賃 Property leasing | 香港 Hong Kong |
| AP Universal Limited | 2 | 100 | - | 物業租賃 Property leasing | 香港 Hong Kong |
| AP Win Limited | 1,000,000 | 100 | - | 物業租賃 Property leasing | 香港 Hong Kong |
| AP World Limited* | 2 | 100 | 100 | 物業發展 Property development | 香港 Hong Kong |

以港幣為單位

Expressed in Hong Kong dollars

31 | 主要附屬公司 (續) Principal Subsidiaries (Continued)

於二零零三年六月三十日

At 30 June 2003

| 公司 Company | 已發行股本 (元) Issued Share Capital (\$) | 集團所佔 權益百分率 % Held by The Group | 公司所佔 權益百分率 % Held by The Company | 業務 Activity | 註冊及 營業地點 Place of Incorporation and Operations |
|--|---|---|---|------------------------------|--|
| APW Finance Limited* | 2 | 100 | 100 | 財務 Financial services | 香港 Hong Kong |
| Bonna Estates Company Limited* | 1,000,000 | 100 | 100 | 物業租賃 Property leasing | 香港 Hong Kong |
| 基道企業有限公司 Caddo Enterprises, Limited | 4,000,000 | 100 | - | 物業租賃 Property leasing | 香港 Hong Kong |
| 嘉萬拿有限公司 Carmana Limited | 2 | 100 | - | 物業租賃 Property leasing | 香港 Hong Kong |
| Cititop Limited* | 2 | 100 | - | 物業發展 Property development | 香港 Hong Kong |
| 港邦發展有限公司* Country Bond Development Limited* | | | | 控股投資 Investment holding | 香港 Hong Kong |
| [A]股 'A' shares | 990 | 79.8 | - | | |
| [B]股 'B' share | 1 | 100 | - | | |
| Dokay Limited | 2 | 100 | - | 物業租賃 Property leasing | 香港 Hong Kong |
| 怡冠企業有限公司* Easegood Enterprises Limited* | 2 | 100 | - | 控股投資 Investment holding | 香港 Hong Kong |
| Fu Yik Company Limited | 3 | 100 | - | 物業租賃 Property leasing | 香港 Hong Kong |
| 璧玉有限公司 Gala Ruby Limited | 2 | 100 | 100 | 控股投資 Investment holding | 香港 Hong Kong |
| Gowily Limited* | 2 | 100 | - | 物業租賃 Property leasing | 香港 Hong Kong |

賬項附註(續) Notes on the Accounts (Continued)

以港幣為單位

Expressed in Hong Kong dollars

31 | 主要附屬公司 (續) Principal Subsidiaries (Continued)

於二零零三年六月三十日

At 30 June 2003

| 公司 Company | 已發行股本 (元) Issued Share Capital (\$) | 集團所佔 權益百分率 % Held by The Group | 公司所佔 權益百分率 % Held by The Company | 業務 Activity | 註冊及 營業地點 Place of Incorporation and Operations |
|--|---|---|---|---|--|
| Grand Centre Limited* | 4 | 100 | – | 物業租賃 Property leasing | 香港 Hong Kong |
| Grand Hotel Group Limited* | 10,200 | 100 | – | 服務式住宅經營及管理 Apartment operating & management | 香港 Hong Kong |
| 格蘭酒店集團有限公司* Grand Hotel Holdings Limited* | | | | 控股投資 Investment holding | 香港 Hong Kong |
| 「A」股 'A' shares | 62,163,123 | 100 | – | | |
| 「B」股 'B' shares | 6,000,000 | 100 | – | | |
| Hang Chui Company Limited* | 2 | 100 | – | 物業租賃 Property leasing | 香港 Hong Kong |
| Hang Far Company Limited | 2 | 100 | – | 控股投資 Investment holding | 香港 Hong Kong |
| 恒快有限公司* Hang Fine Company Limited* | 200 | 100 | – | 物業租賃 Property leasing | 香港 Hong Kong |
| Hang Kwok Company Limited | 10,000 | 100 | – | 物業租賃 Property leasing | 香港 Hong Kong |
| Hang Lick Company Limited | 10,000 | 100 | – | 物業租賃 Property leasing | 香港 Hong Kong |
| 恒隆(行政)有限公司* Hang Lung (Administration) Limited* | 10,000 | 100 | 100 | 管理服務 Management services | 香港 Hong Kong |
| Hang Lung Park-In Limited* | 2 | 100 | – | 物業租賃 Property leasing | 香港 Hong Kong |

以港幣為單位

Expressed in Hong Kong dollars

31 | 主要附屬公司 (續) Principal Subsidiaries (Continued)

於二零零三年六月三十日

At 30 June 2003

| 公司 Company | 已發行股本 (元) Issued Share Capital (\$) | 集團所佔 權益百分率 % Held by The Group | 公司所佔 權益百分率 % Held by The Company | 業務 Activity | 註冊及 營業地點 Place of Incorporation and Operations |
|---|---|---|---|---------------------------------|--|
| 恒隆工程策劃有限公司 Hang Lung Project Management Limited | 10,000 | 100 | 100 | 物業發展策劃及管理 Project management | 香港 Hong Kong |
| 恒隆物業管理有限公司 Hang Lung Property Management Limited | 100,000 | 100 | - | 物業管理 Property management | 香港 Hong Kong |
| 恒隆地產代理有限公司 Hang Lung Real Estate Agency Limited | 2 | 100 | 100 | 物業代理 Property agencies | 香港 Hong Kong |
| 恒隆(秘書服務)有限公司* Hang Lung (Secretaries) Limited* | 2 | 100 | 100 | 秘書服務 Secretarial services | 香港 Hong Kong |
| 恒隆地產(中國)有限公司* HLP (China) Limited* | 2 | 100 | 100 | 控股投資 Investment holding | 香港 Hong Kong |
| HLP International Treasury Limited* | 8 | 100 | 100 | 財務 Financial services | 英屬維爾京群島 British Virgin Islands |
| 恒隆地產融資有限公司* HLP Treasury Limited* | 2 | 100 | 100 | 財務 Financial services | 香港 Hong Kong |
| HLP Treasury Services Limited | 2 | 100 | - | 控股投資 Investment holding | 香港 Hong Kong |
| Hoi Sang Limited | 2 | 100 | - | 控股投資 Investment holding | 香港 Hong Kong |
| 樂古有限公司 Lockoo Limited | 1,000,002 | 100 | - | 物業租賃 Property leasing | 香港 Hong Kong |
| Mansita Limited | 2 | 100 | - | 物業租賃 Property leasing | 香港 Hong Kong |
| Modalton Limited* | 2 | 100 | - | 物業租賃 Property leasing | 香港 Hong Kong |

賬項附註(續) Notes on the Accounts (Continued)

以港幣為單位

Expressed in Hong Kong dollars

31 | 主要附屬公司 (續) Principal Subsidiaries (Continued)

於二零零三年六月三十日

At 30 June 2003

| 公司 Company | 已發行股本 (元) Issued Share Capital (\$) | 集團所佔 權益百分率 % Held by The Group | 公司所佔 權益百分率 % Held by The Company | 業務 Activity | 註冊及 營業地點 Place of Incorporation and Operations |
|---|---|---|---|--------------------------|--|
| Monafat Limited | 2 | 100 | – | 物業租賃 Property leasing | 香港 Hong Kong |
| Ottringham Limited | 20 | 100 | – | 物業租賃 Property leasing | 香港 Hong Kong |
| Palex Limited | 2 | 100 | – | 物業租賃 Property leasing | 香港 Hong Kong |
| Pocaliton Limited* | 2 | 100 | – | 物業租賃 Property leasing | 香港 Hong Kong |
| Rago Star Limited* | 2 | 100 | – | 物業租賃 Property leasing | 香港 Hong Kong |
| Rioly Limited* | 2 | 100 | – | 物業租賃 Property leasing | 香港 Hong Kong |
| Ronhero Limited | 2 | 100 | – | 物業租賃 Property leasing | 香港 Hong Kong |
| Stooket Limited* | 2 | 100 | 100 | 物業租賃 Property leasing | 香港 Hong Kong |
| Tegraton Limited* | 2 | 100 | – | 物業租賃 Property leasing | 香港 Hong Kong |
| 偉聯置業有限公司 Wai Luen Investment Company, Limited | 100,000 | 100 | – | 物業租賃 Property leasing | 香港 Hong Kong |
| Wililoy Limited | 2 | 100 | – | 物業租賃 Property leasing | 香港 Hong Kong |
| Yangli Limited | 2 | 100 | – | 物業租賃 Property leasing | 香港 Hong Kong |

以港幣為單位

Expressed in Hong Kong dollars

31 | 主要附屬公司 (續) Principal Subsidiaries (Continued)

於二零零三年六月三十日

At 30 June 2003

| 公司 Company | 已發行股本 (元) Issued Share Capital (\$) | 集團所佔 權益百分率 % Held by The Group | 公司所佔 權益百分率 % Held by The Company | 業務 Activity | 註冊及 營業地點 Place of Incorporation and Operations |
|--|---|---|---|--|--|
| Zarat Limited | 2 | 100 | - | 物業租賃 Property leasing | 香港 Hong Kong |
| 中華人民共和國中外合資企業 Equity Joint Venture in The People's Republic of China | 註冊資本 (美元) Registered Capital (US\$) | 集團所佔 權益百分率 % Held by The Group | 公司所佔 權益百分率 % Held by The Company | 業務 Activity | 註冊及 營業地點 Place of Incorporation and Operations |
| 上海恒邦房地產開發有限公司* Shanghai Hang Bond Property Development Co., Ltd.* | 167,004,736 | 79 | - | 物業租賃 Property leasing | 中華人民共和國 The People's Republic of China |
| 上海港匯房地產開發有限公司* Shanghai Kong Hui Property Development Co., Ltd.* | 165,000,000 | 66.3# | - | 物業發展及租賃 Property development & leasing | 中華人民共和國 The People's Republic of China |

* 經畢馬威會計師事務所審核

* Audited by KPMG

指本集團應佔附屬公司直接或間接持有物業之商場部份之權益。

Represents the Group's attributable interest in the commercial portion of the properties held either directly or indirectly by the subsidiary.

上表列出董事局認為對本集團之溢利及資產有重大影響之主要附屬公司。

The above list gives the principal subsidiaries of the Group which in the opinion of the directors, principally affect the profit and assets of the Group.

賬項附註(續) Notes on the Accounts (Continued)

以港幣為單位

Expressed in Hong Kong dollars

32 合營公司

Jointly Controlled Entities

於二零零三年六月三十日

At 30 June 2003

| 公司 | 已發行股本 (元) Issued Share Capital [\$] | 集團所佔 權益百分率 % Held by The Group | 公司所佔 權益百分率 % Held by The Company | 業務 | 註冊及 營業地點 Place of Incorporation and Operations |
|--|---|---|---|----------------------------|--|
| Company | | | | Activity | |
| 港興企業有限公司* Country Link Enterprises Limited* | 5,000,000 | 36.8 | - | 控股投資 Investment holding | 香港 Hong Kong |
| 怡傑發展有限公司* Ease Smart Development Limited* | | | | 控股投資 Investment holding | 香港 Hong Kong |
| 「A」股 'A' share | 1 | - | - | | |
| 「B」股 'B' share | 1 | 100 | - | | |
| 星際發展有限公司 Star Play Development Limited | 3 | 33.3 | - | 物業租賃 Property leasing | 香港 Hong Kong |

* 經畢馬威會計師事務所審核

* Audited by KPMG