

1 GROUP REORGANISATION AND BASIS OF PRESENTATION

The Company was incorporated in the People's Republic of China (the "PRC" or "China") on 5th December 2002 as a joint stock company with limited liability as a result of a group reorganisation (the "Reorganisation") of the Capital Group in preparation for a listing of the Company's H shares on the Main Board of The Stock Exchange of Hong Kong Limited.

The Capital Group and five other companies which are under the direct or indirect control of the Capital Group namely: Beijing Sunshine Real Estates Comprehensive Development Company, Beijing Capital Sunshine Real Estate Development Company Limited, Beijing Capital Technology Investment Limited, Beijing Capital Hangyu Economic Development Company Limited, China Resources Products Limited, together with a company outside the Capital Group - Yieldwell International Enterprise Limited (collectively as the "Promoters") are engaged in property development in the PRC. In accordance with the Reorganisation Agreement between each of the Promoters and the Company which became effective on 1st January 2003 (the "Effective date of Reorganisation"), the Company issued a total 1,100,000,000 shares of RMB1 per share to the Promoters to acquire various subsidiaries, associated companies and jointly controlled entities held by the Promoters. The Promoters also transferred to the Company interests in certain property projects in the PRC.

The Reorganisation referred to above has been reflected in the accounts of the Group using acquisition accounting from the Effective date of Reorganisation on 1st January 2003 and accordingly no comparative figures are presented in the accounts.

1 集團重組及編制基準

首創集團為籌備本公司H股股份在香港聯合交易所有限公司主板上市進行集團重組(「重組」)，本公司據此於二零零二年十二月五日在中華人民共和國(「中國」)註冊成立為股份有限公司。

首創集團及另外五家由首創集團直接或間接控制的公司(北京陽光房地產綜合開發公司、北京首創陽光房地產有限責任公司、北京首創科技投資有限公司、北京首創航宇經濟發展有限公司、中國物產有限公司)，連同非首創集團屬下公司億華國際企業有限公司(統稱為「發起人」)在中國從事物業開發業務。根據各發起人與本公司訂立並於二零零三年一月一日開始生效的重組協定「重組生效日」，本公司向發起人發行合共1,100,000,000股每股人民幣1元的股份，以換取由發起人持有的多家附屬公司、聯營公司及共同控制實體。發起人亦將其若干個物業項目的權益轉讓予本公司。

上述公司重組行為於重組生效日即二零零三年一月一日，採用收購會計法在本集團帳目中反映，因此本帳目無比對數字。

2 PRINCIPAL ACCOUNTING POLICIES

The accounts have been prepared under the historical cost convention as modified by the revaluation of other investments and in accordance with accounting principles generally accepted in Hong Kong. The principal accounting policies adopted by the Group are set out below.

(a) Basis of consolidation

The consolidated accounts include the accounts of the company and its subsidiaries made up to 31st December and the Group's attributable share of post-acquisition results and reserves of its jointly controlled entities and associated companies.

Results attributable to subsidiaries, jointly controlled entities and associated companies acquired or disposed of during the year are included in the consolidated profit and loss account from the date of acquisition or to the date of disposal as applicable.

The profit or loss on disposal of subsidiaries, jointly controlled entities or associated companies is calculated by reference to the net assets at the date of disposal together with any unamortised goodwill or negative goodwill on acquisition.

All significant intercompany transactions and balances between group companies are eliminated on consolidation.

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

(b) Subsidiaries

Subsidiaries, including equity and co-operative joint ventures in the PRC, are those entities in which the Group has the power to exercise control governing the financial and operating policies of those entities.

In the company's balance sheet the investments in subsidiaries are stated at cost less provision for impairment losses. The results of subsidiaries are accounted for by the company on the basis of dividends received and receivable.

2 主要會計政策

本帳目按歷史成本法編制，並對其他投資重估作出修訂及按照香港普遍採納之會計準則編制。本集團所採納的主要會計政策如下。

(a) 綜合基礎

綜合帳目包括本公司及各附屬公司截至十二月三十一日止之帳目及本集團應佔共同控制實體及聯營公司之收購後業績及儲備。

在年內購入或售出之附屬公司、共同控制實體及聯營公司，其業績由收購生效日起計或計至出售生效日止列入綜合損益表內。

出售附屬公司、共同控制實體及聯營公司之收益或虧損指出售所得之收入與集團應佔該公司資產淨值連同收購時之任何未攤銷商譽／負商譽之間的差額。

所有集團內公司間之重大交易及結餘已於綜合帳目時對銷。

少數股東權益指外界股東在附屬公司之經營業績及資產淨值中擁有之權益。

(b) 附屬公司

附屬公司指本集團有權行使控制權控制其財務及經營決策的實體，包括中國境內的合資經營企業及合作經營企業。

在本公司之資產負債表內，附屬公司之投資以成本值扣除減值虧損準備入帳。本公司將附屬公司之業績按已收及應收股息入帳。

2 PRINCIPAL ACCOUNTING POLICIES (continued)

(c) Jointly controlled entities

An jointly controlled entity is a joint venture established as a corporation, partnership or other entity in which the venturers have their respective interests and establish a contractual arrangement among them to define their joint control over the economic activity of the entity and none of the participating parties has unilateral control over the economic activity.

Jointly controlled entities are accounted for under the equity method whereby the consolidated profit and loss account includes the Group's share of the results of jointly controlled entities for the year, and the consolidated balance sheet includes the Group's share of the net assets of the jointly controlled entities together with any unauthorised goodwill/negative goodwill on acquisition. The share of post-acquisition results and reserves is based on the relevant profit sharing ratios which vary according to the nature of the jointly controlled entities explained as follows:

(i) Equity joint ventures

Equity joint ventures are joint ventures in respect of which the venturers' capital contribution ratios are defined in the joint venture contracts and the venturers' profit sharing ratios are in proportion to the capital contribution ratios.

The Group's investments in these joint ventures are accounted for as subsidiaries (where the Group has the power to exercise control governing the financial and operating policies) or as jointly controlled entities (where the Group and the other venturers of the equity joint venture established joint control over the economic activity thereof).

2 主要會計政策 (續)

(c) 共同控制實體

共同控制實體指以公司、合作夥伴或其他實體形式成立的合營企業，合營各方於該企業擁有各自的權益，並作出合同安排以界定各方對該實體經濟活動的共同控制，且任何參與一方均不可能對該實體的經濟活動行使單一控制權。

共同控制實體按權益法入帳。綜合損益表包括本集團於年度分佔共同控制實體的業績，綜合資產負債表包括本集團分佔共同控制實體的資產淨值連同收購時的任何未攤銷商譽／負商譽。應佔收購後業績及儲備是按有關利潤分成比率計算，該分成比例按下文詮釋的共同控制實體性質而有所不同：

(i) 合資經營企業

合資經營企業指合營各方的出資比例已在合營企業合同中界定，而合營各方的利潤分成比率與其出資比率構成相應比例關係。

本集團於該等合營企業的投資按附屬公司(倘本集團有權行使控制權控制其財務及經營決策)或共同控制實體(倘本集團與該合資經營企業的其他合營方共同控制其經濟活動)列帳。

2 PRINCIPAL ACCOUNTING POLICIES (continued)

(c) Jointly controlled entities (continued)

(ii) Co-operative joint ventures

Co-operative joint ventures are joint ventures in respect of which the venturers' profit sharing ratios and share of net assets are not in proportion to their capital contribution ratios but are as defined in the joint venture contracts.

The Group's investments in these joint ventures are accounted for as subsidiaries (where the Group has the power to exercise control governing the financial and operating policies) or as jointly controlled entities (where the Group and the other venturers of the co-operative joint venture established joint control over the economic activity thereof).

(d) Associated companies

An associated company is a company, not being a subsidiary, in which the Group holds an equity interest for the long term and exercises significant influence through representatives on the board of directors and there is no contractual arrangement to establish joint control over the economic activities of the company.

Associated companies are accounted for under the equity method whereby the consolidated profit and loss account includes the Group's share of the results of associated companies for the year, and the consolidated balance sheet includes the Group's share of the net assets of the associated companies and also goodwill/negative goodwill (net of accumulated amortisation and impairment loss) on acquisition.

2 主要會計政策 (續)

(c) 共同控制實體 (續)

(ii) 合作經營企業

合作經營企業指合營各方的利潤分成比率及資產淨值的分攤並非按期出資比例計算，而是根據合營企業合同中所界定。

本集團於該等合營企業的投資按附屬公司(倘本集團有權行使控制權控制其財務及經營決策)或共同控制實體(倘本集團與該合作經營企業的其他合營方共同控制經濟活動)列帳。

(d) 聯營公司

聯營公司指本集團長期持有其股本權益，並可透過董事會代表對其施加重大影響的公司(但非附屬公司)，且並無作出合同性安排以共同控制該公司的經濟活動。

聯營公司按權益法入帳。綜合損益表包括本集團於年度分佔聯營公司的業績。綜合資產負債表包括本集團分佔聯營公司資產淨值以及收購時的商譽/負商譽(減累積攤銷及減值虧損)。

2 PRINCIPAL ACCOUNTING POLICIES (continued)

(e) Fixed assets and depreciation

(i) Construction in progress

Construction in progress are investments in land and buildings on which construction work has not been completed and which, upon completion, management intend to hold for investment purposes. These properties are carried at cost, which includes development and construction costs attributable to the development less any accumulated impairment losses. No depreciation is provided on construction in progress. On completion, the properties are transferred to investment or hotel properties at cost less accumulated impairment losses.

(ii) Other fixed assets

Other fixed assets, including interests in land and buildings other than construction in progress, are stated at cost less accumulated depreciation and accumulated impairment losses. Depreciation of fixed assets is calculated to write off their cost less accumulated impairment losses over the estimated useful lives of the assets, using the straight line method. Estimated useful lives are summarised as follows:

Land held on long or medium term lease	Unexpired period of the lease
Buildings	34 to 40 years
Furniture, fixtures and equipment	5 to 10 years
Motor vehicles	5 to 9 years

Major costs incurred in restoring fixed assets to their normal working condition are charged to the profit and loss account. Improvements are capitalised and depreciated over their expected useful lives.

2 主要會計政策 (續)

(e) 固定資產及折舊

(i) 在建工程

在建工程指投資的土地及樓宇建設工程尚未完工，而於完工後，管理層擬持有作投資用途。該等物業是以成本列帳，當中包括開發項目應佔的開發及建設成本減去任何累積減值虧損。在建工程不作折舊撥備。物業於完工後結轉為投資或酒店物業，按成本減累積減值虧損列帳。

(ii) 其他固定資產

其他固定資產(包括於在建工程以外土地及樓宇中擁有的權益)按成本減累積折舊及累積減值虧損列帳。固定資產折舊以直線法按資產的估計使用年期撇銷成本減去累積減值虧損計算。估計使用年期概述如下：

中長期租賃土地	租約未屆滿期內
樓宇	34 – 40年
傢俬、裝置及設備	5 – 10年
汽車	5 – 9年

將固定資產修復至正常工作狀況所發生的主要成本自損益表中扣除。裝修撥充資本並按其估計使用年期折舊。

2 PRINCIPAL ACCOUNTING POLICIES (continued)

(e) Fixed assets and depreciation (continued)

(ii) Other fixed assets (continued)

Profits or losses on disposal of fixed assets are determined as the difference between the net disposal proceeds and the carrying amounts of the assets and are dealt with in the profit and loss account.

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

(f) Properties under development

Properties under development are stated at the lower of cost and net realisable value and comprises land cost, development expenditure, professional fees, interest capitalised, profit taken to date, less sale instalments received. Net realisable value is determined by reference to management estimates based on prevailing market conditions less costs to be included in selling the property. On completion, the properties are transferred to investment properties or to completed properties held for sale.

2 主要會計政策 (續)

(e) 固定資產及折舊 (續)

(ii) 其他固定資產 (續)

出售固定資產的盈利或虧損列作出售淨收益與該資產帳面值的差額，並於損益表中處理。

於各結算日，董事會考慮內部及外部來源的資料以評估是否有跡象顯示固定資產出現減損。倘任何跡象顯示出現減損，則會估算資產的可收回價值，並(倘有關)確認減值虧損以減低資產至可收回價值。該等減值虧損於損益表中確認。

(f) 開發中物業

開發中物業按成本或可變現淨值兩者的較低者列帳，其中包括土地成本、開發費用、專業費用、資本化利息、迄今為止的溢利，減去已收取的銷售分期付款。可變現淨值是參照管理層根據當前市況作出的估算，減去銷售物業所包括的成本後厘定。完工後，物業結轉為投資物業或已落成的待售物業。

2 PRINCIPAL ACCOUNTING POLICIES (continued)

(f) Properties under development (continued)

When a development property or developed land is sold in advance of completion of construction and legally binding contracts of sale have been executed and when the actual construction costs reach 50% of the estimated total construction costs of the properties/land under development, profit is recognised over the course of the development and is computed each year as a proportion of the total estimated profit to completion; the proportion used being the lower of actual construction costs incurred at the end of the year to the estimated total construction costs on completion (with due allowances for contingencies) and the proportion of sales proceeds received to total estimated sales proceeds received. Where purchasers fail to pay the balance of the purchase price on completion and the Group exercises its entitlement to resell the property, sales deposits received in advance of completion which are forfeited are credited to operating profit; any profit recognised up to the date of completion is written back.

(g) Completed properties held for sale

Completed properties held for sale is stated at the lower of cost and net realisable value. Net realisable value is determined by reference to management estimates based on prevailing market conditions less estimated costs to be incurred in selling the property.

2 主要會計政策 (續)

(f) 開發中物業 (續)

當建設工程完工前售出開發物業或已開發土地，並已簽署具法律約束力的銷售合同，以及當實際建設成本達至開發中物業／土地的估計建設成本總值的50%時，則溢利會於開發過程中確認，每年按完工時估算溢利總額的比例計算，所使用的比例是年終產生的實際建設成本佔估計落成時總建設成本的比例(就或然事項作出適當準備)或已收取銷售收益佔估計收取總銷售收益的比例(以較低者為準)。倘買家未能於完成時支付購買價餘額，而本集團行使權力重售物業，則於完成前預先收取的銷售定金將會被沒收，並計入經營溢利內，而在完成日期前已確認的溢利則會撥回。

(g) 已落成的待售物業

已落成的待售物業按成本及可變現淨值兩者的較低者列帳。可變現淨值參照管理層根據當前市況作出的估算減去出售物業所產生的估計成本後厘定。

2 PRINCIPAL ACCOUNTING POLICIES (continued)

(h) Investments

(i) Long term Investments

Long term investments are equity investments held for strategic purposes and are stated at cost less any provision for impairment losses. The carrying amounts of individual investments are reviewed by the directors at each balance sheet date to assess whether the fair values have declined below the carrying amounts. For declines other than of a temporary nature, the carrying amount of such securities are reduced to its fair value. The impairment loss is recognised as an expense in the profit and loss account. This impairment loss is written back to profit and loss account when the circumstances and events that led to the write-down cease to exist and there is persuasive evidence that the new circumstances and events will persist for the foreseeable future.

(ii) Other investments

Other investments are investments other than long term investments and are carried at fair value. At each balance sheet date, the net unrealised gains or losses arising from the changes in fair values of other investments are recognised in the profit and loss account. The gain or loss on disposal of such investments, representing the difference between the net sales proceeds and the carrying amounts, are recognised in the profit and loss account as they arise.

2 主要會計政策 (續)

(h) 投資

(i) 長期投資

長期投資是持有作策略性用途的股本投資，按成本減任何減值虧損撥備列帳。董事於各結算日檢討各項投資的帳面值，以評估其公平價值是否低於帳面值。倘帳面值下降非屬臨時性質，該等證券的帳面值將減低至其公平價值。減值虧損於損益表內確認為支出。該筆減值虧損會在導致須作出撇減的情況及事件不再存在，且有充份證據證明新情況及事件會在可見未來持續後，撥回損益表內。

(ii) 其他投資

其他投資指除長期投資以外的投資，並以公平價值列帳。於各結算日，因其他投資公平價值變動而產生的未變現收益或虧損淨值在損益表中確認。出售該等投資的盈虧，即銷售所得款項淨值與帳面金額的差額，於發生時在損益表中予以確認。

2 PRINCIPAL ACCOUNTING POLICIES (continued)

(i) Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate of the amount can be made. Where the Group expects a provision to be reimbursed, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain.

(j) Contingent liabilities

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

A contingent liability is not recognised but is disclosed in the notes to the accounts. When a change in the probability of an outflow occurs so that the outflow is probable, it will then be recognised as a provision.

(k) Deferred taxation

Deferred taxation is provided in full, using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the accounts. Taxation rates enacted or substantively enacted by the balance sheet date are used to determine deferred taxation.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

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

2 主要會計政策 (續)

(i) 撥備

由於過往事件導致本集團現時負有法律或推定債務責任，可能需要資源流出以償付該債務責任，並可對款項作出可靠估計時，則須就此作出撥備。倘本集團預期撥備可予償付，則僅於該等補償已基本確定時將補償確認為獨立資產。

(j) 或然負債

或然負債指因過往事件而產生的可能債務責任，其出現與否只能就一項或多項本集團全權控制範圍以外的未確定未來事件會否發生才能確認。同時亦指因過往事件而產生的現有債務責任，但因或不會導致經濟資源流出或負債金額無法可靠量度而未有確認。

或然負債雖未確認，但會在帳目附註中披露。倘資源流出的機會有變更而致使可能出現資源流出，則會確認為撥備。

(k) 遞延稅項

遞延所得稅採用負債法就資產負債之稅基與它們在財務報表之帳面值兩者之短暫時差作全數撥備。遞延所得稅採用在結算日前已頒佈或實質頒佈之稅率釐定。

遞延稅項資產乃就有可能將未來應課稅溢利與可動用之短暫時差抵銷而確認。

遞延所得稅乃就附屬公司、聯營公司及合營企業之短暫時差而撥備，但假若以控制時差之撥回，並有可能在可預見未來不會撥回則除外。

2 PRINCIPAL ACCOUNTING POLICIES (continued)

(l) Operating leases

Leases where substantially all the rewards and risks of ownership of assets remain with the lessors are accounted for as operating leases. Rentals payable under operating leases net of any incentives received are charged to the profit and loss account on a straight line basis over the periods of the leases.

(m) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to prepare for its intended use or sale are capitalised as part of the cost of that asset.

All other borrowing costs are charged to the profit and loss account in the period in which they are incurred.

(n) Retirement benefit costs

The Group contributes on a monthly basis to various defined contribution retirement benefit plans organised by Beijing government. The Beijing government undertake to assume the retirement benefit obligations of all existing and future retired employees payable under these plans. Contributions to these plans are expensed as incurred. The assets of these plans are held separately from those of the Group in independently administered funds managed by the PRC government.

(o) Foreign currencies

Transactions in foreign currencies are translated at exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated at rates of exchange ruling at that date. Exchange differences arising in these cases are dealt with in the profit and loss account.

2 主要會計政策 (續)

(l) 經營租賃

凡資產擁有權的絕大部分回報及風險仍屬出租方享有及承擔的租賃列為經營租賃。根據該等經營租賃項下的應付租金扣減任何收受的優惠以直線法按租賃年期從損益表中扣除。

(m) 借貸成本

直接因收購、組建或生產須長時間方可使用或銷售的資產而產生的借貸成本予以撥充資本，作為該項資產成本的一部分。

所有其他借貸成本則於其產生期間自損益表中扣除。

(n) 退休福利成本

本集團參與北京市政府主辦的多個定額供款退休福利計劃，並按月供款。北京市政府承諾，根據該等計劃向所有現有及未來退休僱員承擔退休福利債務責任。該等計劃的供款在產生時列作支出。該等計劃的資產是由北京市政府管理的獨立管理基金持有，與本集團的資產分開。

(o) 外幣

以外幣結算的交易按交易日的匯率換算。於結算日以外幣列帳的貨幣資產及負債按該日的匯率換算，就此產生的匯兌差額於損益表中處理。

2 PRINCIPAL ACCOUNTING POLICIES (continued)

(p) Revenue recognition

Revenue is recognised when it is probable that future economic benefits will flow to the Group and these benefits can be measured reliably on the following bases:

(i) Sales of properties and developed land

Revenue from the sales of properties under development and the sales of land under development are recognised as set out in note 2(f).

Revenue in respect of sale of completed properties is recognised upon completion of sale agreements.

(ii) Property management fee

Property management fee is recognised when services are rendered.

(iii) Interest income

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

(iv) Dividend income

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

(q) Government grants

Government grants are assistance by local municipal government in the form of transfer of resources to an enterprise to encourage business development in the local municipal. Such grants are discretionary in nature. Government grants related to income is recognised in the profit and loss account on a systematic basis to match with the related costs which they are intended to compensate.

2 主要會計政策 (續)

(p) 收益確認

收益在本集團可取得未來經濟利益及該等利益可按下列基準可靠地計算時確認：

(i) 銷售物業及已開發土地

銷售開發中物業及銷售開發中土地所得收益按附註2(f)所載的方式予以確認。

銷售落成物業所得收益於銷售協定完成後予以確認。

(ii) 物業管理費

物業管理費於提供服務時確認。

(iii) 利息收入

利息收入依據未償還本金及適用利率以時間比例基準確認。

(iv) 股息收入

股息收入於股東收受股息的權利已確立時確認。

(q) 政府補助金

政府補助金是地方市政府以轉讓資源的形式為企業提供的資助，藉以鼓勵地方省市的商業發展。該等補助金由地方市政府酌情發放。與收入有關的政府補助金會在收到時有系統地在損益表中確認，以配對計劃補償的有關費用。

2 PRINCIPAL ACCOUNTING POLICIES (continued)

(r) Segment reporting

In accordance with the Group's internal financial reporting, the Group has determined that business segments be presented as the primary reporting format. Unallocated costs mainly represent corporate expenses and gain and loss on investments. Segment assets consist primarily of fixed assets, properties under development, receivables and operating cash, and mainly exclude long term investments and other investments. Segment liabilities comprised operating liabilities and excluded items such as taxation and certain corporate borrowings. Capital expenditure comprised additions to fixed assets, including additions resulting from acquisitions through purchases of subsidiaries.

3 TURNOVER

The Group is principally engaged in property development and investment, and property management services. Turnover recognised during the year is as follows:

Sales of properties and developed land	銷售物業及已開發土地
Property management fee	物業管理費

2003
 RMB'000
 人民幣千元

1,894,702

25,820

1,920,522

2 主要會計政策 (續)

(r) 分部資料

根據本集團內部財務申報制度，本集團確定以業務分部為首要申報形式。未分配成本主要指公司支出及投資收益與虧損。分部資產主要包括固定資產、開發中物業、應收款項及經營現金，但主要不包括長期投資及其他投資。分部負債包括經營負債，但不包括稅項及若干公司借貸等項目。資本開支由固定資產添置構成，包括透過購買附屬公司的收購行動產生的添置。

3 營業額

本集團主要從事物業開發及投資，以及物業管理服務。於本年度確認的營業額如下：

4 SEGMENT INFORMATION

No geographical segment analysis is presented as all assets and operations of the Group are located in the PRC.

4 分部資料

由於本集團所有資產及業務均位於中國境內，故並無呈列按地理區域分析的分部資料。

Primary reportable segments	主要呈報分部	Sales of properties and developed land 銷售物業及已開發土地 2003 RMB'000 人民幣千元	Sales agency and property management services 銷售代理及物業管理服務 2003 RMB'000 人民幣千元	Group 本集團 2003 RMB'000 人民幣千元
Turnover	營業額	1,894,702	25,820	1,920,522
Segment results	分部業績	461,468	(2,152)	459,316
Net unallocated corporate income	未分配的公司 收支淨額			135
				459,451
Interest income	利息收入			13,932
Finance costs	融資成本			(11,146)
Share of results of	分佔業績			
Jointly controlled entities	共同控制實體	(3,369)	—	(3,369)
Associated companies	聯營公司	(850)	2,189	1,339
Taxation	稅項			(158,487)
Minority interests	少數股東權益			(46,369)
Profit attributable to shareholders	股東應佔溢利			255,351
Segment assets	分部資產	7,349,779	15,934	7,365,713
Investments in	投資			
Jointly controlled entities	共同控制實體	362,448	—	362,448
Associated companies	聯營公司	50,507	3,318	53,825
Unallocated corporate assets	未分配的公司資產			51,426
Total assets	資產總值			7,833,412
Segment liabilities	分部負債	4,811,092	13,216	4,824,308
Unallocated corporate liabilities	未分配的公司負債			827,836
Total liabilities and minority interests	負債總額及 少數股東權益			5,652,144
Capital expenditure	資本支出	106,445	1,659	108,104
Depreciation	折舊	2,704	406	3,110
Provision for doubtful debts	呆帳撥備	153	—	153

5 OTHER INCOME

5 其他收入

		2003 RMB'000 人民幣千元
Interest income on bank balances	銀行結餘利息收入	6,897
Interest income from jointly controlled entities and associated companies	於共同控制實體及聯營公司利息收入	7,035
Gain on disposal of subsidiaries	出售附屬公司收益	2,182
Gain on disposal of a jointly controlled entity	出售共同控制實體收益	41
Gain on disposal of other investments	出售其他投資收益	32,413
Unrealised gain on other investments	其他投資的未變現收益	5,579
Grants from government authorities	來自政府機關的補助金	1,756
Others	其他	86
		<hr/>
		55,989
		<hr/> <hr/>

6 OPERATING PROFIT

6 經營溢利

		2003 RMB'000 人民幣千元
Operating profit is arrived at after charging the following:	經營溢利已扣除下列各項：	
Wages and salaries	工資及薪金	40,786
Retirement scheme contributions	退休計劃供款	2,989
Welfare and other expenses	福利及其他支出	4,226
Less: capitalised in properties under development	減：開發中物業的資本化金額	(11,337)
		<hr/>
Net staff costs	員工成本淨額	36,664
Cost of inventories sold	存貨成本	1,307,661
Auditors' remunerations	核數師酬金	2,548
Depreciation	折舊	3,110
Less: capitalised in properties under development	減：開發中物業的資本化金額	(1,885)
Loss on disposal of fixed assets	出售固定資產虧損	209
Loss on disposal of long-term investments	出售長期投資虧損	1,280
Operating lease rentals in respect of land and buildings	土地及樓宇經營租賃租金	9,887
Less: capitalised in properties under development	減：開發中物業的資本化金額	(2,935)
Provision for doubtful debts	呆帳撥備	153
		<hr/> <hr/>

7 FINANCE COSTS

7 融資成本

		2003 RMB'000 人民幣千元
Interest on bank loans	銀行貸款的利息	108,514
Interest on other loans wholly repayable within five years	五年內須悉數償還的其他貸款利息	16,150
		<u>124,664</u>
Amount capitalised in properties under development and construction in progress	開發中物業及在建工程的資本化金額	(113,518)
		<u>11,146</u>

8 TAXATION

8 稅項

		2003 RMB'000 人民幣千元
PRC income tax:	中國所得稅：	
Company and subsidiaries	本公司及附屬公司	
— Current taxation	— 當期所得稅	154,312
— Deferred taxation (note 31)	— 遞延稅項 (附註31)	5,627
Share of taxation attributable to jointly controlled entities	應佔共同控制實體之稅項	(1,452)
		<u>158,487</u>

The PRC income tax is computed according to the relevant laws and regulations in the PRC. The applicable income tax rate was 33% in 2003.

中國所得稅是根據中國相關法律及法規計算。在二零零三年的適用所得稅率為33%。

8 TAXATION (continued)

The taxation on the Group's profit before taxation differs from the theoretical amount that would arise using the taxation rate of the home country of the Company as follows:

		2003 RMB'000 人民幣千元
Profit before taxation	除稅前溢利	460,207
Calculated at a taxation rate of 33%	按稅率33%計算之稅項	151,868
Expenses not deductible for taxation purposes	不可扣稅之支出	6,361
Utilisation of previously unrecognised tax losses	使用早前未有確認之稅損	(810)
Tax losses in certain entities not recognised	未確認之若干企業虧損	1,068
Taxation charge	稅項支出	<u>158,487</u>

No provision for land appreciation tax ("LAT") had been made as the Group had not been required by the relevant authorities to pay LAT and the directors consider that the Group is unlikely to receive demands from the tax authorities for payment of LAT up to the years ended 2003, which would otherwise have accumulated to approximately RMB149,300,000 attributable to the Group after netting off potential income tax saving.

In 2003, upon the reorganisation and the listing of the company, a deed of tax indemnity has been entered into between the Promoters and the Group whereby the Promoters undertake to indemnify the Group in respect of, inter alia, all LAT payable in consequence of the disposal of the Group's existing properties as at 30th April 2003.

8 稅項 (續)

本集團有關除稅前溢利之稅項與假若採用本公司本土國家之稅率而計算之理論稅額之差額如下：

		2003 RMB'000 人民幣千元
Profit before taxation	除稅前溢利	460,207
Calculated at a taxation rate of 33%	按稅率33%計算之稅項	151,868
Expenses not deductible for taxation purposes	不可扣稅之支出	6,361
Utilisation of previously unrecognised tax losses	使用早前未有確認之稅損	(810)
Tax losses in certain entities not recognised	未確認之若干企業虧損	1,068
Taxation charge	稅項支出	<u>158,487</u>

由於有關當局並未要求本集團繳納土地增值稅，故並無作出土地增值稅撥備。同時，董事認為本集團就至二零零三年止之多個年度接獲稅務機構發出要求繳納土地增值稅通知的可能性不大，而於扣除所節省的潛在所得稅後，本集團潛在的應付有關金額共計約人民幣149,300,000元。

於二零零三年，在本公司重組及上市過程中發起人與本集團訂立稅項賠償保證契約，據此，發起人承諾，就(其中包括)出售本集團截至二零零三年四月三十日已存在的物業導致的所有應繳納土地增值稅賠償本集團。

9 PROFIT ATTRIBUTABLE TO SHAREHOLDERS

The profit attributable to shareholders is dealt with in the accounts of the company to the extent of RMB183,596,000 (note 29).

10 DIVIDENDS

Proposed dividend for the period from 1st January 2003 to 18th June 2003 to the Promoters of the Company

Proposed final dividend of RMB0.025 per share

Proposed final special dividend of RMB0.025 per share

攤派予發起人由二零零三年一月一日至二零零三年六月十八日期間之股息

擬派末期股息每股人民幣0.025元

擬派末期特別股息每股人民幣0.025元

2003
RMB'000
人民幣千元

69,477

40,288

40,288

80,576

150,053

According to our Prospectus dated 10th June 2003, our dividend payment for the year 2003 will be pro-rata based on the period from the listing date to 31st December 2003. At the meeting held on 4th March 2004, the Directors recommended the payment of a dividend in the sum of RMB69,477,000 for the period from 1st January 2003 to 18th June 2003 to the Promoters of the Company. The Company's dividend allocation for the period from 19th June 2003 to 31st December 2003 is based on the Company's share capital of 1,613,300,000 shares as at 31st December 2003. A final dividend of RMB2.5 cents per share and a final special dividend of RMB2.5 cents per share were proposed and the total amount payable will be RMB80,576,000. These proposed dividends are not reflected as dividend payable for the year ended 31st December 2003 but will be reflected as an appropriation of retained profits for the year ending 31st December 2004.

9 股東應佔溢利

本公司帳目內之股東應佔溢利為人民幣183,596,000元(附註29)。

10 股息

根據本公司二零零三年六月十日之招股章程，本公司之股息派發將按上市日期至二零零三年十二月三十一日期間之比例派發。於二零零四年三月四日舉行之會議上，董事會建議派發本公司二零零三年一月一日至二零零三年六月十八日止期間的股息派發給公司的發起人，共計派發股息人民幣69,477,000元。就本公司二零零三年六月十九日至二零零三年十二月三十一日止期間的股息分配以公司二零零三年年底總股本1,613,300,000股為基數，每股派現金末期股息人民幣2.5仙及末期特別股息2.5仙，共計派發人民幣80,576,000元。此項擬派股息並無於本帳目中列作應付股息，惟將於截至二零零四年十二月三十一日止年度列作保留盈餘分派。

11 EARNINGS PER SHARE

The calculation of basic earnings per share is based on the Group's profit for the year of RMB255,351,000 for the year ended 31st December 2003 and the weighted average number of 1,377,041,000 shares in issue during the year.

Diluted earnings per share is not presented as the Company has no dilutive potential shares.

11 每股盈利

每股基本盈利是根據本年度股東應佔溢利人民幣255,351,000元和本年內已發行股份之加權平均股數1,377,041,000股計算。

由於本公司並無潛在攤薄股份，因此並未呈列每股全面攤薄盈利。

12 DIRECTORS', SUPERVISORS' AND SENIOR MANAGEMENT'S REMUNERATION

(a) Directors' remuneration:

Fees	袍金
Salaries and allowances	薪金及津貼
Retirement benefits	退休福利

No directors of the Company waived or agreed to waive any remuneration during the year. Directors' fees disclosed above include RMB600,000 to independent non-executive directors during the year.

The remuneration of the directors of the Company fell within the following bands:

Nil to RMB500,000	人民幣0元至人民幣500,000元
RMB1,000,001 to RMB1,500,000	人民幣1,000,001至人民幣1,500,000元
RMB1,500,001 to RMB2,000,000	人民幣1,500,001至人民幣2,000,000元
RMB2,500,001 to RMB3,000,000	人民幣2,500,001至人民幣3,000,000元

12 董事、監事及高級管理人員酬金

(a) 董事酬金

2003
RMB'000
人民幣千元

—
10,600
34
<hr/>
10,634
<hr/> <hr/>

本公司董事於本年度概無放棄或同意放棄任何酬金。上述披露之董事袍金包括向獨立非執行董事支付之款項人民幣600,000元。

本公司董事的酬金介乎以下範圍：

Number of
directors
董事人數
2003

6
2
2
1
<hr/>
11
<hr/> <hr/>

12 DIRECTORS', SUPERVISORS' AND SENIOR MANAGEMENT'S REMUNERATION (continued)

(b) Supervisors' remuneration

Salaries and allowances	薪金及津貼
Retirement benefits	退休福利

(c) Five highest paid individuals

The five highest paid individuals included 5 directors of the year whose emoluments are included in the above disclosures.

During the year, no emoluments were paid by the Group to any of the directors or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

13 RETIREMENT BENEFIT SCHEMES

The employees of the subsidiaries of the Group participate in various retirement benefit plans established by the Beijing Municipal Labor and Social Insurance Bureau under which the Group was required to make monthly defined contributions to these plans at 19% of the employees' basic salary while within the upper limits.

The Group has no other obligations for the payment of retirement and other postretirement benefits of employees or retirees other than the payments disclosed above.

12 董事、監事及高級管理人員酬金 (續)

(b) 監事酬金

2003
RMB'000
人民幣千元

950

—

950

(c) 五位最高薪酬人士

於本年度的五名最高薪人士包括五名董事，其薪酬已於上文披露。

於本年度，本集團概無向任何董事或五名最高薪人士支付任何薪酬，作為其加盟本集團或於加盟本集團時的獎勵或離職賠償。

13 退休福利計劃

本集團的僱員參與北京市勞動和社會保障局設立的多項退休福利計劃。根據該等計劃，本集團須按僱員基本薪金的19%且在不超過規定上限的基礎上每月向該等計劃支付定額供款。

除上文所披露的付款外，本集團概無其他義務承擔僱員或退休員工的退休金及其他退休後福利。

14 FIXED ASSETS

14 固定資產

	Land and buildings (i) 土地及 樓宇(i) RMB'000 人民幣千元	Furniture, fixtures and equipment 傢俬、 裝置及設備 RMB'000 人民幣千元	Group 本集團 Motor vehicles 汽車 RMB'000 人民幣千元	Construction in progress (ii)(iii)(iv) 在建工程 (ii)(iii)(iv) RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Cost					
成本值					
Effective date of Reorganisation					
重組生效日	1,081	5,010	13,752	1,244,890	1,264,733
Additions					
添置	1,776	2,139	6,118	98,071	108,104
Acquisition of subsidiaries					
收購附屬公司	—	330	—	—	330
Disposals of subsidiaries					
出售附屬公司	—	(629)	(202)	—	(831)
Disposals					
出售	(616)	(489)	(403)	—	(1,508)
At 31st December 2003					
二零零三年十二月三十一日	<u>2,241</u>	<u>6,361</u>	<u>19,265</u>	<u>1,342,961</u>	<u>1,370,828</u>
Accumulated depreciation					
累計折舊					
Effective date of Reorganisation					
重組生效日	135	2,059	5,207	—	7,401
Charge for the year					
本年度扣除	354	1,417	1,339	—	3,110
Disposals of subsidiaries					
出售附屬公司	—	(3)	(52)	—	(55)
Disposals					
出售	(397)	(21)	(1)	—	(419)
At 31st December 2003					
二零零三年十二月三十一日	<u>92</u>	<u>3,452</u>	<u>6,493</u>	<u>—</u>	<u>10,037</u>
Net book value:					
帳面淨值：					
At 31st December 2003					
二零零三年十二月三十一日	<u>2,149</u>	<u>2,909</u>	<u>12,772</u>	<u>1,342,961</u>	<u>1,360,791</u>

14 FIXED ASSETS (continued)

14 固定資產 (續)

		Company 本公司		
		Furniture, fixtures and equipment 傢俬、 裝置及設備 RMB'000 人民幣千元	Motor vehicles 汽車 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Cost	成本值			
Effective date of Reorganisation	重組生效日	132	—	132
Additions	添置	1,206	1,710	2,916
Disposals	出售	(140)	—	(140)
At 31st December 2003	二零零三年 十二月三十一日	<u>1,198</u>	<u>1,710</u>	<u>2,908</u>
Accumulated depreciation	累計折舊			
Effective date of Reorganisation	重組生效日	—	—	—
Charge for the year	本年度扣除	192	114	306
At 31st December 2003	二零零三年 十二月三十一日	<u>192</u>	<u>114</u>	<u>306</u>
Net book value: At 31st December 2003	帳面淨值： 二零零三年 十二月三十一日	<u>1,006</u>	<u>1,596</u>	<u>2,602</u>

Notes:

附註：

- | | |
|---|--|
| (i) Land and buildings are stated at cost and held in the PRC under long term leases. | (i) 土地及樓宇按成本列值，在中國按長期租約持有。 |
| (ii) Construction in progress are stated at cost and held in the PRC under medium term leases. | (ii) 在建工程按成本列值，在中國按中期租約持有。 |
| (iii) Construction in progress pledged as securities for long term bank loans amounted to RMB535,607,000 at 31st December 2003. | (iii) 於二零零三年十二月三十一日，作為長期銀行貸款擔保抵押的在建工程為人民幣535,607,000元。 |
| (iv) Interest capitalised in construction in progress amounted to RMB164,162,000 at 31st December 2003. | (iv) 於二零零三年十二月三十一日，在建工程的資本化利息為人民幣164,162,000元。 |

15 SUBSIDIARIES

15 附屬公司

		Company 本公司 RMB'000 人民幣千元
(a) Investments, at cost	(a) 投資，按成本值	
— Shares listed in the PRC	— 於中國上市股份	138,087
— Unlisted	— 非上市股份	1,090,524
		1,228,611
(b) Balances with subsidiaries	(b) 應收應付附屬公司款項	
— Amounts due from (note (i))	— 應收附屬公司款 (i)	1,796,274
— Amounts due to (note (ii))	— 應付附屬公司款 (ii)	(758,285)
		1,037,989
Total	合計	2,266,600
Market value of listed shares (iii)	上市股份市值 (iii)	288,557

Notes:

- (i) The amounts due from subsidiaries are unsecured and have no fixed terms of repayment. Except for an amount of RMB745,858,000 which is interest-free, the remaining receivable amount carries interest at prevailing market rate.
- (ii) The amounts due to subsidiaries are unsecured, interest-free, and have no fixed terms of repayment.
- (iii) The Group's interest in listed investment in the PRC represented domestic legal person shares which are not freely transferable on the stock market.

附註：

- (i) 應收附屬公司款項為無抵押及無固定償還期款項，除人民幣745,858,000元外其餘應收款按市場利率計息。
- (ii) 應付附屬公司款項均為無抵押，按市場利率計息及無固定償還期之款項。
- (iii) 本集團於中國上市股份的權益指不可於股票市場自由交易的內資法人股份。

15 SUBSIDIARIES (continued)

The Directors are of the opinion that the following is a list of the significant subsidiaries at 31st December 2003 (all of which operate in the PRC) which materially affect the results or assets of the Group:

15 附屬公司 (續)

董事會認為於二零零三年十二月三十一日對本集團之業績或資產有重要影響之附屬公司(全部於中國營運)如下：

Name 名稱	Legal status 法定地位	Principal activities 主要業務	Particulars of issued/ registered capital 股本詳情	Attributable interest held 持有權益
<i>Incorporated/established in the PRC:</i> 於中國成立：				
Super Shine Company Limited(a)	Joint stock company with limited liability listed on the Shenzhen Stock Exchange	Investment holding and property development	RMB208,600,200	26.5%
廣西陽光股份有限公司(a)	深圳交易所上市股份有限公司	投資控股及物業開發	人民幣208,600,200元	26.5%
Beijing Xing Tai Real Estate Development Company Limited#(b)	Limited liability company	Property development	RMB41,380,000	25.9%
北京星泰房地產開發有限公司#(b)	有限責任公司	物業開發	人民幣41,380,000元	25.9%
SunZ Real Estate Company Limited#(b)	Limited liability company	Property management	RMB3,000,000	8.2%
北京盛世物業管理有限公司#(b)	有限責任公司	物業管理	人民幣3,000,000元	8.2%
Beijing Diankong Sun Shine Company Limited#(b)	Limited liability company	Property development	RMB20,000,000	22.5%
北京電控陽光房地產開發有限公司#(b)	有限責任公司	物業開發	人民幣20,000,000元	22.5%
Beijing Capital Fengdu Real Estate Development Company Limited#(b)	Limited liability company	Investment holding and property development	RMB60,000,000	24.3%
北京首創風度房地產開發有限公司#(b)	有限責任公司	投資控股及物業開發	人民幣60,000,000元	24.3%

15 SUBSIDIARIES (continued)

15 附屬公司 (續)

Name 名稱	Legal status 法定地位	Principal activities 主要業務	Particulars of issued/ registered capital 股本詳情	Attributable interest held 持有權益
Beijing Yang Guang Yuan Real Estate Development Company Limited*	Limited liability company	Property development	RMB72,190,000	52.2%
北京陽光苑房地產開發有限公司*	有限責任公司	物業開發	人民幣72,190,000元	52.2%
Beijing Jinyaguang Real Estate Development Company Limited***	Equity joint venture	Property development	US\$12,000,000	100.0%
北京金亞光房地產開發有限公司***	合資經營企業	物業開發	12,000,000美元	100.0%
Beijing Rongjin Real Estate Development Company Limited**(c)	Sino-foreign cooperative joint venture	Property development and investment	US\$12,000,000	76.6%
北京融金房地產開發有限公司**(c)	中外合作經營企業	物業開發及投資	12,000,000美元	76.6%
Central Plaza Real Estate Development Company Limited***	Sino-foreign equity joint venture	Property development and investment	US\$12,400,000	100.0%
北京中環廣場置業有限公司***	中外合資經營企業	物業開發及投資	12,400,000美元	100.0%
Beijing Capital Heli Real Estate Development Company Limited	Limited liability company	Property development	RMB29,800,000	80.0%
北京首創合力房地產開發有限公司	有限責任公司	物業開發	人民幣29,800,000元	80.0%
Beijing Ark garden Real Estate Development Company Limited	Sino-foreign equity joint venture	Property development	US\$9,200,000	75.0%
首創置業方舟房地產發展有限公司	中外合資經營企業	物業開發	9,200,000美元	75.0%

15 SUBSIDIARIES (continued)

15 附屬公司 (續)

Name 名稱	Legal status 法定地位	Principal activities 主要業務	Particulars of issued/ registered capital 股本詳情	Attributable interest held 持有權益
S.C. Real Estate Development Company Limited 首創朝陽房地產發展有限公司	Limited liability company 有限責任公司	Property development 物業開發	RMB300,000,000 人民幣300,000,000元	80.0%
Beijing Sunshine Jingdu Properties Company Limited 北京陽光金都置業有限公司	Limited liability company 有限責任公司	Property development 物業開發	RMB10,000,000 人民幣10,000,000元	80.0%
Beijing Anhua Shiji Real Estate Development Company Limited 北京安華世紀房地產開發有限公司	Limited liability company 有限責任公司	Property development 物業開發	RMB29,800,000 人民幣29,800,000元	55.0%
Beijing Sun Shine City Real Estate Development Company Limited **** 北京陽光城房地產有限公司****	Limited liability company 有限責任公司	Property development 物業開發	RMB10,000,000 人民幣10,000,000元	100.0%
<i>Incorporated in the British Virgin Islands: 於英屬處女群島成立：</i>				
Central Plaza Development Limited 中環廣場有限公司	Limited liability company 有限責任公司	Investment holding 投資控股	US\$1 1美元	100.0%
International Finance Centre Property Limited 北京國際金融中心物業有限公司	Limited liability company 有限責任公司	Investment holding 投資控股	US\$1 1美元	100.0%
Superwin Investment Limited 超英國際有限公司	Limited liability company 有限責任公司	Investment holding 投資控股	US\$1 1美元	100.0%

15 SUBSIDIARIES (continued)

Notes:

- # Held indirectly by the Company
- * 35% directly held and 17.2% indirectly held by the Company
- ** 48% directly held and 28.6% indirectly held by the Company
- *** 75% directly held and 25% indirectly held by the Company
- **** 80% directly held and 20% indirectly held by the Company
- (a) The Company has control over the board of directors of Super Shine and such board is responsible for determining the financial and operating policies of Super Shine in the ordinary course of business.
- (b) Super Shine has equity interest exceeding 50% and has control over the board of directors.
- (c) According to the Cooperation Agreement, the Group contributed 59.5% of the registered capital and entitled to share 100% of the profit from the development and sale of the office building and 34% of the profit from the hotel operation.

15 附屬公司 (續)

附註：

- # 由本公司間接持有
- * 本公司直接持有35%，間接持有17.2%
- ** 本公司直接持有48%，間接持有28.6%
- *** 本公司直接持有75%，間接持有25%
- **** 本公司直接持有80%，間接持有20%
- (a) 本公司擁有陽光股份董事會的控制權，而陽光股份董事會負責決定該公司日常業務過程中的財政及營運政策。
- (b) 陽光股份擁有逾50%股本權益，亦擁有董事會控制權。
- (c) 根據合作章程，本公司出資59.5%，享有該公司寫字樓收益權之100%，酒店營運收益權之34%。

16 JOINTLY CONTROLLED ENTITIES

16 共同控制實體

		Group 本集團 2003 RMB'000 人民幣千元	Company 本公司 2003 RMB'000 人民幣千元
Equity jointly controlled entities	合資經營企業		
Unlisted investment, at cost	非上市股份，按成本值	—	38,411
Group's share of net assets	應佔淨資產	42,606	—
		<u>42,606</u>	<u>38,411</u>
Cooperative jointly controlled entities	合作經營企業		
Unlisted investment, at cost	非上市股份，按成本值	—	117,963
Group's share of net assets	應佔淨資產	111,851	—
		<u>111,851</u>	<u>117,963</u>
Amounts due from (note (i))	應收款項 (附註(i))	242,680	242,680
Amounts due to (note (ii))	應付款項 (附註(ii))	(34,689)	(34,689)
		<u>319,842</u>	<u>325,954</u>
		<u>362,448</u>	<u>364,365</u>

Notes:

- (i) The amounts due from jointly controlled entities are unsecured, carry interest at prevailing market rate and have no fixed terms of repayment.
- (ii) The amounts due to jointly controlled entities are unsecured, interest-free and have no fixed terms of repayment.

附註：

- (i) 應收款項並無抵押、無固定償還期，按市場利率計息。
- (ii) 應付款項並無抵押、不計息及無固定償還期。

16 JOINTLY CONTROLLED ENTITIES (continued)

The following is a list of the principal jointly controlled entities at 31st December 2003, all of which operate in the PRC:

Name 名稱	Place of incorporation 註冊地點	Principal activities 主要業務	Particulars of registered capital 註冊資本詳情	Attributable interest held 持有權益
<i>Equity jointly controlled entities</i> 合資經營企業				
Beijing Home Valley Company Limited 北京歸谷園有限責任公司	PRC 中華人民共和國	Property development 物業開發	RMB100,000,000 人民幣100,000,000元	40.0% 40.0%
<i>Cooperative jointly controlled entities</i> 合作經營企業				
Beijing HYHL Real Estate Development Company Limited(a) 北京恒陽華隆房地產 有限公司(a)	PRC 中華人民共和國	Property development 物業開發	US\$10,000,000 10,000,000美元	52.5% 52.5%(a)
Beijing Maple Real Estate Company Limited(b) 北京楓樹置業有限公司(b)	PRC 中華人民共和國	Property development 物業開發	US\$10,000,000 10,000,000美元	50.0% 50.0%(b)

Notes:

- (a) The Group is required to contribute 70% of the registered capital and entitled to share 52.5% of its results. The joint venture agreement will expire in June 2011. Upon expiry, the Group is entitled to the remaining net assets according to the profit sharing ratio.
- (b) The Group is required to contribute 75% of the registered capital and entitled to share 50% of its results. The joint venture agreement will expire in July 2022. Upon expiry the Group is entitled to the remaining net assets according to the profit sharing ratio.

16 共同控制實體 (續)

於二零零三年十二月三十一日之主要共同控制實體 (全部於中國營運) 如下：

Particulars of registered capital 註冊資本詳情	Attributable interest held 持有權益
<i>Equity jointly controlled entities</i> 合資經營企業	
RMB100,000,000 人民幣100,000,000元	40.0% 40.0%
<i>Cooperative jointly controlled entities</i> 合作經營企業	
US\$10,000,000 10,000,000美元	52.5% 52.5%(a)
US\$10,000,000 10,000,000美元	50.0% 50.0%(b)

附註：

- (a) 本集團須出資註冊資本中的70%，而有權攤分其業績的52.5%。合營協定將於二零一一年六月屆滿，其後本集團有權按照溢利攤分比例擁有其餘資產淨值。
- (b) 本集團須出資註冊資本中的75%，而有權攤分其業績的50%。合營協定將於二零二二年七月屆滿，其後本集團有權按照溢利攤分比例擁有其餘資產淨值。

17 ASSOCIATED COMPANIES

17 聯營公司

		Group 本集團 2003 RMB'000 人民幣千元	Company 本公司 2003 RMB'000 人民幣千元
Unlisted investments, at cost	非上市股份，按成本值	—	19,941
Group's share of net assets	應佔資產淨值	21,280	—
Amount due from (note (i))	應收款項 (附註(i))	32,545	32,545
		53,825	52,486

Notes:

- (i) The amount due from associated company is unsecured, carries interest at prevailing market rate and has no fixed terms of repayment.

附註：

- (i) 應收款項並無抵押、按現行市場利率計息、無固定償還期。

The following is a list of the significant associated companies at 31st December 2003, all of which operate in the PRC:

於二零零三年十二月三十一日之主要聯營公司 (全部於中國營運) 如下：

Name 名稱	Place of incorporation 註冊地點	Principal activities 主要業務	Particulars of registered capital 股本詳情	Attributable interest held 持有權益
Beijing GoldenNet Property Investment Consultant Company Limited(a)	PRC	Property sales agency	RMB5,000,000	14.0%
北京金網絡置業投資顧問有限公司(a)	中華人民共和國	物業銷售代理	人民幣5,000,000元	14.0%
Beijing JianXiang Property Management Company Limited	PRC	Property management	RMB1,010,000	45.0%
北京健翔物業管理有限責任公司	中華人民共和國	物業管理	人民幣1,010,000元	45.0%
Beijing SCJF Real Estate Agency Company Limited	PRC	Property sales agency	RMB50,000,000	33.0%
北京首創金豐易居房地產經紀有限公司	中華人民共和國	物業銷售代理	人民幣50,000,000元	33.0%

17 ASSOCIATED COMPANIES (continued)

Name 名稱	Place of incorporation 註冊地點	Principal activities 主要業務	Particulars of registered capital 股本詳情	Attributable interest held 持有權益
Beijing Sunshine Baixiao Real Estate Development Company Limited	PRC	Property development	RMB10,000,000	45.0%
北京陽光百校房地產開發 有限公司	中華人民共和國	物業開發	人民幣10,000,000元	45.0%

Note:

- (a) The Company has significant influence over the board of directors of GoldenNet and such board is responsible for determining the financial policies of GoldenNet in the ordinary course of business.

17 聯營公司 (續)

附註：

- (a) 本公司對金網絡董事會有重大影響力，而金網絡董事會負責決定該公司日常業務過程中的財政政策。

18 LONG TERM INVESTMENTS

		Group 本集團 2003 RMB'000 人民幣千元	Company 本公司 2003 RMB'000 人民幣千元
Unlisted investments, at cost	非上市投資，按成本值	49,841	29,841
Less: provision for impairment	減：減值撥備	(29,105)	(9,105)
Net amounts due from investee companies (note (i))	應收被投資公司款項淨額 (附註(i))	60,000	60,000
		80,736	80,736

Notes:

- (i) The net amounts receivable are unsecured, interest free and have no fixed terms of repayment.

附註：

- (i) 應收款項淨額均為無抵押、免息及無固定償還期。

19 PROPERTIES UNDER DEVELOPMENT

19 開發中物業

		Group	Company
		本集團	本公司
		2003	2003
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Leasehold land in the PRC, at cost	位於中國的租賃土地，按成本		
Long term leases	長期租約	439,809	47,342
Medium term leases	中期租約	331,327	3,199
Development costs	開發成本	2,159,022	254,295
Finance costs capitalised	撥充資本的融資成本	94,461	2,713
		<u>3,024,619</u>	<u>307,549</u>
Attributable profit less foreseeable loss	應佔溢利減可預見虧損	41,407	—
Less: progress payments received	減：已收的銷售房款	<u>(241,130)</u>	<u>(41,122)</u>
		<u><u>2,824,896</u></u>	<u><u>266,427</u></u>

Properties under development pledged as securities for long term bank loans amounted to RMB151,298,000 at 31st December 2003.

於二零零三年十二月三十一日，作為長期銀行貸款抵押的開發中物業為人民幣151,298,000元。

20 TRADE RECEIVABLES

Receivables in respect of sale of properties and developed land are settled in accordance with the terms stipulated in the sale and purchase agreements. Generally, purchasers of properties are required to settle the balance within 60 days as specified in the sales and purchase agreements, otherwise the sales can be cancelled by the Group. The ageing analysis of trade receivables at 31st December 2003 is as follows:

0 to 90 days	0至90日
91 to 180 days	91至180日
181 to 365 days	181至365日
Over 1 year	1年以上

Amounts receivable with ageing over one year are mainly revenue from the sales of various floors of office buildings, which are within the payment terms as stipulated in the sales contracts.

20 應收貿易帳款

物業銷售及已開發土地的應收帳款是根據買賣協定規定的條款結算。一般來說，置業人士須於買賣協定指明的60日內付清餘額，否則本集團有權取消該項交易。於二零零三年十二月三十一日，應收貿易帳款的帳齡分析如下：

Group	Company
本集團	本公司
2003	2003
RMB'000	RMB'000
人民幣千元	人民幣千元
519,444	6
223	223
30,355	—
293,457	17,353
<u>843,479</u>	<u>17,582</u>

對於帳齡大於一年的應收款項，主要是尚未到達合同約定的收款期限的大額寫字樓銷售。

21 AMOUNTS DUE FROM/(TO) RELATED COMPANIES

21 應收／(應付) 關連公司款項

		Group 本集團 2003 RMB'000 人民幣千元	Company 本公司 2003 RMB'000 人民幣千元
Amounts due from related companies	應收關連公司款項		
Fellow subsidiaries (note (i))	同系附屬公司 (附註(i))	54,693	45,270
Minority shareholders (note (ii))	少數股東 (附註(ii))	13,410	—
		<u>68,103</u>	<u>45,270</u>
Amounts due to related companies	應付關連公司款項		
A fellow subsidiary (note (i))	同系附屬公司 (附註(i))	(31,990)	(12,186)
Minority shareholders (note (ii))	少數股東 (附註(ii))	(26,071)	—
		<u>(58,061)</u>	<u>(12,186)</u>

Notes:

- (i) Fellow subsidiaries represent subsidiaries of the Capital Group. The amounts receivable are unsecured and interest free. The amounts payable are unsecured and interest free except for an amount of RMB20,000,000 which carries interest at 6.534% per annum.
- (ii) The amounts receivable and payable to minority shareholders of subsidiaries are unsecured, interest free and have no fixed terms of repayment.

附註：

- (i) 同系附屬公司指首創集團的附屬公司。應收款項並無抵押及免息。應付的款項無抵押，其中人民幣20,000,000元須按年息6.534厘計息，其餘部分免息。
- (ii) 應收／應付附屬公司少數股東款項均為並無抵押、免息及無固定償還期。

22 OTHER INVESTMENTS

22 其他投資

		Group 本集團 2003 RMB'000 人民幣千元
Listed in the PRC, at fair value	於中國上市，按公平價值	16,193

23 CASH AND BANK BALANCES

23 現金及銀行結餘

		Group 本集團 2003 RMB'000 人民幣千元	Company 本公司 2003 RMB'000 人民幣千元
Restricted balances	受限制結餘	19,036	—
Unrestricted balances	不受限制結餘	1,474,834	584,278
Cash and bank balances	現金及銀行結餘	<u>1,493,870</u>	<u>584,278</u>

The restricted bank balances have been pledged as securities for certain short term loans.

受限制銀行結餘已抵押作為若干短期貸款的擔保。

The cash and bank balances were denominated in Renminbi and deposited with banks in the PRC. The conversion of these Renminbi denominated balances into foreign currencies is subject to the rules and regulations of foreign exchange control promulgated by the PRC government.

現金及銀行結餘均以人民幣計算，並存於中國境內的銀行。人民幣存款結餘兌換為外匯，須遵守中國政府頒佈的外匯管制法規。

Included in the unrestricted bank balances are RMB410,834,000 at 31st December 2003, held by Super Shine Company Limited, which is a subsidiary of the Group listed separately on the Shenzhen Stock Exchange. Accordingly, the aforesaid cash and bank balances can only be made use of by the Group upon meeting the necessary requirements of the listing rules of the Shenzhen Stock Exchange.

於二零零三年十二月三十一日的非限制銀行結餘包括由廣西陽光股份有限公司持有的人民幣410,834,000元。陽光股份乃本集團於深圳證券交易所獨立上市的附屬公司。因此，本集團須於符合深圳證券交易所上市規則的必要規定後，方可動用上述現金及銀行結餘。

24 CONSTRUCTION COST PAYABLES

Construction costs and other project-related expenses payable amounted to RMB637,572,000 at 31st December 2003 have been included in accruals and other payables based on project progress reports issued by project supervisory consultants appointed by the Group. Accordingly, no ageing analysis for trade payables is presented.

25 TAXES PAYABLE

PRC business tax payable	應付的中國營業稅
PRC income tax payable	應付的中國所得稅
Other PRC taxes	其他中國稅項

24 應付建設費

於二零零三年十二月三十一日應付的建設成本及其他項目相關支出為人民幣637,572,000元。上述開支均已根據本集團委聘的項目監督顧問所發出的項目進度報告計入其他應付款項。因此，並無呈列應付貿易帳款的帳齡分析。

25 應付稅款

Group	Company
本集團	本公司
2003	2003
RMB'000	RMB'000
人民幣千元	人民幣千元
111,423	8,149
267,312	19,480
2,507	(260)
<u>381,242</u>	<u>27,369</u>

26 LONG TERM BANK LOANS

26 長期銀行貸款

		Group 本集團 2003 RMB'000 人民幣千元
Bank loans, wholly repayable within five years (note)	須於五年內悉數償還的銀行貸款 (附註)	
Secured	有抵押	150,000
Unsecured	無抵押	1,130,000
		<u>1,280,000</u>
The maturity of the bank loans is as follows:	於下列期間到期的銀行貸款：	
Within one year	一年內	70,000
Between one and two years	一至兩年	360,000
Between two and five years	兩至五年	850,000
		<u>1,280,000</u>
Less: current portion included in current liabilities	減：於流動負債內的即期部分	(70,000)
		<u>1,210,000</u>

Note: At 31st December 2003, the long term bank loans bore interest ranging from 5.49% to 6.03% per annum secured by certain construction in progress (note 14) and properties under development (note 19). Included in the unsecured bank loans were RMB500,000,000 loans guaranteed by the Capital Group. The Group received a notice from the relevant bank in October 2003 that such guarantee from the Capital Group will be released and replaced by the pledge of certain construction in progress. As at 31st December 2003, this arrangement is still in process.

附註：於二零零三年十二月三十一日，長期銀行貸款的年利率介乎5.49厘至6.03厘之間。由若干在建工程(附註14)及開發中物業(附註19)作抵押。無抵押銀行貸款中包括首創集團擔保的貸款人民幣500,000,000元。本集團於二零零三年十月接獲有關銀行的通知，將以一在建工程作為抵押，解除首創集團對此銀行借款的擔保責任。截至二零零三年十二月三十一日，該事項仍在進展中。

27 AMOUNT DUE TO ULTIMATE HOLDING COMPANY

27 應付最終控股公司款項

		Group 本集團 2003 RMB'000 人民幣千元	Company 本公司 2003 RMB'000 人民幣千元
Current portion (note (i))	即期部分 (附註(i))	356,361	231,672
Non-current portion (note (ii))	長期部分 (附註(ii))	<u>539,475</u>	<u>539,475</u>
		<u><u>895,836</u></u>	<u><u>771,147</u></u>

Notes:

- (i) The amount payable is unsecured and interest-free.
- (ii) The amount payable is unsecured, interest-free and represented portion of land premia paid by the ultimate holding company on behalf of the Group. RMB400,000,000 and RMB139,475,000 are payable before 30th September 2005 and 30th September 2006, respectively.

附註：

- (i) 應付款項無須計息並無抵押。
- (ii) 應付款項無須計息及無抵押並代表最終控股公司代本集團預付的土地出讓金。人民幣400,000,000元及人民幣139,475,000元將分別於二零零五年九月三十日及二零零六年九月三十日前歸還。

28 SHARE CAPITAL

28 股本

	Number of domestic shares of RMB1 each 每股人民幣 1元的內資股 股數	Number of non-H foreign shares of RMB1 each 每股人民幣 1元的非H股 外資股股數	Number of H shares of RMB1 each 每股人民幣 1元的H股 股數	Total number of shares of RMB1 each 每股人民幣 1元的股數 合計	RMB'000 人民幣千元
Issued and fully paid: 已發行及繳足股本					
Upon the Reorganisation 於重組生效日	742,002	357,998	—	1,100,000	1,100,000
Domestic shares converted to H shares 內資股轉化為H股	(51,330)	—	51,330	—	—
Allotted and issued upon listing 股份於上市時發行	—	—	513,300	513,300	513,300
As at 31st December 2003 於二零零三年十二月三十一日	<u>690,672</u>	<u>357,998</u>	<u>564,630</u>	<u>1,613,300</u>	<u>1,613,300</u>

The Company was incorporated in the PRC on 5th December 2002 with the Reorganisation completed and became effective on 1st January 2003 by the issue of 1,100,000,000 shares of RMB1 each to the Promoters, including 742,001,700 domestic shares and 357,998,300 non-H foreign shares. In June 2003, the issued and fully paid capital of the Company was increased to RMB1,613,300,000 by the issuance of an additional 513,300,000 H shares of RMB1 pursuant to the global offering of shares and the listing of the Company. In addition, a total number of 51,330,000 domestic shares in issue held by certain Promoters were converted into H shares and sold to the public.

本公司於二零零二年十二月五日成立，最初發行1,100,000,000股每股面值為人民幣1元的股份，由742,001,700股內資股和357,998,300非H股外資股組成，重組於二零零三年一月一日完成並生效。於二零零三年六月，本公司向全球發行每股面值人民幣1元的新H股513,300,000股，已發行及繳足股本增加至人民幣1,613,300,000元。另外，部分內資股股東同時將其持有的51,330,000股的內資股轉化為H股並出售給公眾。

29 RESERVES

29 儲備

	Group 本集團				
	Capital surplus	Statutory reserve fund	Statutory public benefit fund	Retained profits	Total
	資本公積	法定盈餘公積	法定公益金	保留溢利	總額
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Issue of shares					
股份發行	390,767	—	—	—	390,767
Share issue expenses					
股份發行費用	(78,310)	—	—	—	(78,310)
Profit attributable to shareholders					
股東應佔溢利	—	—	—	255,351	255,351
Transfer from retained profits					
轉撥自保留溢利	—	44,346	20,977	(65,323)	—
	<u>312,457</u>	<u>44,346</u>	<u>20,977</u>	<u>190,028</u>	<u>567,808</u>
At 31st December 2003					
二零零三年十二月三十一日	<u>312,457</u>	<u>44,346</u>	<u>20,977</u>	<u>190,028</u>	<u>567,808</u>
Representing:					
Reserves at 31st December excluding the proposed final dividend					417,755
Proposed final dividend					150,053
					<u>567,808</u>
Reserves at 31st December including proposed final dividend					<u>567,808</u>

29 RESERVES (continued)

29 儲備 (續)

	Company 本公司				
	Capital surplus	Statutory reserve fund	Statutory public benefit fund	Retained profits	Total
	資本公積	法定盈餘公積	法定公益金	保留溢利	總額
	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Issue of shares 股份發行	390,767	—	—	—	390,767
Share issue expenses 股份發行費用	(78,310)	—	—	—	(78,310)
Profit attributable to shareholders 股東應佔溢利	—	—	—	183,596	183,596
Transfer from retained profits (notes a and b) 轉撥自保留溢利 (附註a及b)	—	22,067	11,034	(33,101)	—
At 31st December 2003 二零零三年十二月三十一日	<u>312,457</u>	<u>22,067</u>	<u>11,034</u>	<u>150,495</u>	<u>496,053</u>
Representing:		相當於			
Reserves at 31st December excluding the proposed final dividend		於十二月三十一日不包括擬派 末期股息之儲備			346,000
Proposed final dividend		擬派末期股息			150,053
Reserves at 31st December including the proposed final dividend		於十二月三十一日包括擬派 末期股息之儲備			<u>496,053</u>

Notes:

附註：

- (a) According to the respective Articles of Association the Company and subsidiaries are required to transfer 10% of their profit after taxation, as shown in the accounts prepares under the relevant accounting principles and financial regulations applicable to PRC enterprises ("PRC GAAP"), to their statutory reserve and the statutory reserve fund can be used to offset accumulated loss or convert as share capital.
- (b) According to the respective Articles of Association the Company and subsidiaries are required to transfer 5% to 10% of their profit after taxation, as shown in the accounts prepared under PRC GAAP to their statutory public benefit fund. The statutory public benefit fund can only be used for the collective benefit and facilities of the employees of the respective companies. Employees are only entitled to use these facilities; the title and ownership of the facilities will remain with the respective companies.

- (a) 根據本公司及合併子公司各自之章程細則，各公司應按中國會計制度編制的帳目表所載之除稅後溢利的10%提取法定公積金。法定公積金可用彌補虧損或轉增資本。
- (b) 根據本公司及合併子公司各自之章程細則，各公司應按中國會計制度編制的帳目表所載之除稅後溢利的5%至10%計提法定公益金。法定公益金只可用於各公司之職工的集體福利設施。職工可享受設施但設施的產權及擁有仍屬各公司所有。

30 LONG TERM DIVIDEND PAYABLE

In accordance with “Provisional regulations concerning the management of state capital and certain accounting treatment for enterprises restructuring into companies” issued by the Ministry of Finance as Cai Qi [2002] No. 313 on 27th July 2002, profit recognised from the date of valuation of state assets to the date of incorporation of a reorganised state-owned enterprise should be returned to the state-owned Promoters. Accordingly, a special dividend amounting to RMB204,839,000 will be payable to the Promoters as disclosed in the prospectus of the Company for its listing in June 2003. Based on the Reorganisation Agreement with the Promoters of the Company, the special dividend will not be paid prior to 31st December 2004 and the Directors have the absolute discretion to determine the actual distribution date of such special dividend.

31 DEFERRED TAXATION

Deferred taxation is calculated in full on temporary differences under the liability method using a principal taxation rate of 33%.

The movement on the deferred tax liabilities is as follows:

Effective date of Reorganisation (Charged)/credited to profit and loss account (note 8)	重組生效日 在損益帳(支銷)／記帳 (附註8)
At 31st December 2003	於二零零三年十二月三十一日

Deferred income tax assets are recognised for tax loss carried forwards to the extent that realisation of the related tax benefit through future taxable profits is probable. The group has unrecognised tax losses of RMB3,708,000 to carry forward against future taxable income; these tax losses will expire in the years from 2004 to 2008.

30 長期應付股息

按照財政部於二零零二年七月二十七日頒佈的《企業公司制改建有關國有資本管理與財務處理的暫行規定》財企[2002] 313號，由國有資產評估基準日至經重組國有企業成立日期確認的溢利，須退回國有發起人。因此，如本公司二零零三年六月上市時招股書所作之披露，本公司將須向發起人支付為數達人民幣204,839,000元的特別股息。根據重組協定，特別股息將於二零零四年十二月三十一日後才派付，而董事有權酌情厘定上述特別股息的實際派發日期。

31 遞延稅項

遞延稅項採用負債法就短暫時差按主要稅率33%作全數撥備。

遞延稅項負債之變動如下：

Group 本集團 2003 RMB'000 人民幣千元	Company 本公司 2003 RMB'000 人民幣千元
(2,503)	(2,503)
(5,627)	4,153
<u>(8,130)</u>	<u>1,650</u>

遞延所得稅資產乃因應相關稅務利益可透過未來應課稅溢利變現而就所結轉之稅損作確認。本集團有未確認稅損港幣3,708,000元可結轉以抵銷未來應課收入；此等稅損將於二零零四年至二零零八年屆滿。

31 DEFERRED TAXATION (continued)

The movement in deferred tax assets and liabilities (prior to offsetting of balances within the same taxation jurisdiction) during the year is as follows:

Deferred tax liabilities

		Group 本集團		Company 本公司	
		Different revenue recognition method	Total	Different revenue recognition method	Total
		收入確認 2003	總計 2003	收入確認 2003	總計 2003
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Effective date of Reorganisation (Charged)/credited to profit and loss account	於重組生效日 在損益帳(支銷)/ 記帳	(2,503)	(2,503)	(2,503)	(2,503)
		(9,105)	(9,105)	2,503	2,503
At 31st December 2003	於二零零三年 十二月三十一日	<u>(11,608)</u>	<u>(11,608)</u>	<u>—</u>	<u>—</u>

Deferred tax assets

		Group 本集團			Company 本公司	
		Others	Unpaid accruals	Total	Unpaid accruals	Total
		其他	未支付的 費用	總計	未支付的 費用	總計
		2003	2003	2003	2003	2003
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Effective date of Reorganisation	於重組生效日	—	—	—	—	—
Credited to profit and loss account	在損益帳記帳	1,828	1,650	3,478	1,650	1,650
At 31st December 2003	於二零零三年 十二月三十一日	<u>1,828</u>	<u>1,650</u>	<u>3,478</u>	<u>1,650</u>	<u>1,650</u>

31 遞延稅項 (續)

年內遞延稅項資產及負債之變動(與同一徵稅地區之結餘抵銷前)如下:

遞延稅項負債

		Group 本集團		Company 本公司	
		Different revenue recognition method	Total	Different revenue recognition method	Total
		收入確認 2003	總計 2003	收入確認 2003	總計 2003
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Effective date of Reorganisation (Charged)/credited to profit and loss account	於重組生效日 在損益帳(支銷)/ 記帳	(2,503)	(2,503)	(2,503)	(2,503)
		(9,105)	(9,105)	2,503	2,503
At 31st December 2003	於二零零三年 十二月三十一日	<u>(11,608)</u>	<u>(11,608)</u>	<u>—</u>	<u>—</u>

遞延稅項資產

		Group 本集團			Company 本公司	
		Others	Unpaid accruals	Total	Unpaid accruals	Total
		其他	未支付的 費用	總計	未支付的 費用	總計
		2003	2003	2003	2003	2003
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Effective date of Reorganisation	於重組生效日	—	—	—	—	—
Credited to profit and loss account	在損益帳記帳	1,828	1,650	3,478	1,650	1,650
At 31st December 2003	於二零零三年 十二月三十一日	<u>1,828</u>	<u>1,650</u>	<u>3,478</u>	<u>1,650</u>	<u>1,650</u>

31 DEFERRED TAXATION (continued)

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred income taxes relate to the same fiscal authority. The following amounts, determined after appropriate offsetting, are shown in the consolidated balance sheet:

Deferred tax assets	遞延稅項資產
Deferred tax liabilities	遞延稅項負債

Group 本集團 2003 RMB'000 人民幣千元	Company 本公司 2003 RMB'000 人民幣千元
3,478	1,650
(11,608)	—
<u>(8,130)</u>	<u>1,650</u>

The amounts shown in the balance sheet include the following:

Deferred tax assets to be recovered after 12 months	超過12個月後收回之 遞延稅項資產
Deferred tax liabilities to be recovered after 12 months	超過12個月後償還之 遞延稅項負債

Group 本集團 2003 RMB'000 人民幣千元	Company 本公司 2003 RMB'000 人民幣千元
1,828	—
—	—
<u>—</u>	<u>—</u>

31 遞延稅項 (續)

當有法定權利可將現有稅項資產與現有稅務負債抵銷，而遞延所得稅涉及同一財政機關，則可將遞延所得稅資產與遞延所得稅負債互相抵銷。在計入適當抵銷後，下列金額在綜合資產負債表內列帳：

在資產負債表列帳之金額包括：

32 COMMITMENTS

(a) Other commitments in respect of properties under development

		Group 本集團 2003 RMB'000 人民幣千元	Company 本公司 2003 RMB'000 人民幣千元
Contracted but not provided for	已簽約但未撥備	2,377,034	183,811
Authorised but not contracted for	已批准但未簽約	4,322,971	143,113
		<u>6,700,005</u>	<u>326,924</u>
Amounts of capital commitments attributable to the Group's interests in joint ventures included in the above are as follows:	有關集團在合營業務權益之資本承擔並已包括在上述資本承擔之數額如下：		
Contracted but not provided for	已簽約但未撥備	885,306	—
Authorised but not contracted for	已批准但未簽約	377,212	—
		<u>1,262,518</u>	<u>—</u>

(b) Operating lease commitments

The future aggregate minimum lease rental expense in respect of land and buildings under non-cancellable operating leases are payable in the following periods:

		Group 本集團 2003 RMB'000 人民幣千元	Company 本公司 2003 RMB'000 人民幣千元
First year	第一年	4,908	1,714
Second to fifth years	第二至第五年	2,833	—
		<u>7,741</u>	<u>1,714</u>

32 承擔

(a) 開發中物業的其他承擔

		Group 本集團 2003 RMB'000 人民幣千元	Company 本公司 2003 RMB'000 人民幣千元
Contracted but not provided for	已簽約但未撥備	2,377,034	183,811
Authorised but not contracted for	已批准但未簽約	4,322,971	143,113
		<u>6,700,005</u>	<u>326,924</u>
Amounts of capital commitments attributable to the Group's interests in joint ventures included in the above are as follows:	有關集團在合營業務權益之資本承擔並已包括在上述資本承擔之數額如下：		
Contracted but not provided for	已簽約但未撥備	885,306	—
Authorised but not contracted for	已批准但未簽約	377,212	—
		<u>1,262,518</u>	<u>—</u>

(b) 經營租約承擔

根據不可撤銷的經營租約就土地及樓宇須於以下期間支付的日後最低租金支出總額如下：

		Group 本集團 2003 RMB'000 人民幣千元	Company 本公司 2003 RMB'000 人民幣千元
First year	第一年	4,908	1,714
Second to fifth years	第二至第五年	2,833	—
		<u>7,741</u>	<u>1,714</u>

33 CONTINGENT LIABILITIES

- (a) The Group has arranged bank financing for certain purchasers of property units and provided guarantees to secure obligations of such purchasers for repayments. The outstanding guarantees amounted to RMB885,280,000 as at 31st December 2003. Such guarantees terminate upon (i) issuance of the real estate ownership certificate which will generally be available within six months to two years after the Group deliver possession of the relevant properties to its purchasers; (ii) completion of mortgage registration and (iii) issuance of the real estate miscellaneous right certificate relating to the relevant property.
- (b) As at 31st December 2003, the Group guarantees a short term bank loan of RMB40,000,000 and a long term bank loan of RMB360,000,000 for subsidiaries of the Company and a short term bank loan of RMB250,000,000 for a jointly controlled entity.
- (c) At 31st December 2003, certain subsidiaries of the Group had extended guarantees for banking facilities of certain subcontractors of properties under development. Such guarantees will expire in October 2004. The banking facilities guaranteed and utilised as at 31st December 2003 amounted to RMB100,000,000. Related companies of the subcontractors have provided indemnities to the subsidiaries.

33 或然負債

- (a) 本集團已就若干物業單位購買方安排銀行融資，並對該等購買方的還款責任提供擔保。於二零零三年十二月三十一日，未清償的擔保金額人民幣885,280,000元。上述擔保將於下列情況下終止：(i)發出房地產所有權證後，而房地產所有權證一般會在本集團將有關物業的擁有權移交買家後六個月至兩年內發出；(ii)完成按揭註冊後；及(iii)發出有關物業的房地產雜項權利證後。
- (b) 於二零零三年十二月三十一日，本集團對本公司之子公司的人民幣40,000,000元短期銀行借款以及人民幣360,000,000元的長期銀行借款及對本公司之合營公司的人民幣250,000,000元的短期借款提供擔保。
- (c) 於二零零三年十二月三十一日，本集團附屬公司為合作經營方的銀行融資提供擔保。此擔保將於二零零四年十月屆滿。截至二零零三年十二月三十一日所擔保並已動用的銀行融資為人民幣100,000,000元。該合作經營方已向本集團附屬公司提供賠償保證。

34 NOTES TO CONSOLIDATED CASH FLOW STATEMENT

34 綜合現金流量表附註

(a) Cash used in operations

(a) 經營業務動用的現金

		2003
		RMB'000
		人民幣千元
Profit before taxation	除稅前溢利	460,207
Provision for doubtful debts	呆帳撥備	153
Share of loss of jointly controlled entities	共同控制實體投資虧損	3,369
Share of profit of associated companies	聯營公司投資收益	(1,339)
Investment income from other investments	其他投資收入	(37,992)
Loss on disposal of long term investment	出售長期投資虧損	1,280
Gain on disposal of subsidiaries	出售附屬公司收益	(2,182)
Gain on disposal of jointly controlled entities	出售共同控制實體收益	(41)
Depreciation	折舊	1,225
Loss on disposal of fixed assets	出售固定資產虧損	209
Interest income	利息收入	(13,932)
Interest expenses	利息支出	11,146
		<hr/>
Operating profit before changes in working capital	營運資金變動前的經營溢利	422,103
Changes in working capital after Effective date of Reconorganisation:	於重組生效日後的營運資金變動：	
Decrease in completed properties held for sale	已落成的待售物業減少	586,707
Increase in properties under development	開發中物業增加	(878,277)
Decrease in business tax prepayment	預付營業稅款減少	9,469
Increase in business tax payable	應付營業稅款增加	23,069
Increase in trade and other receivables	貿易及其他應收款增加	(439,587)
Decrease in trade and other payables	貿易及其他應付款減少	(489,436)
		<hr/>
Net cash used in operations	經營業務動用的現金	<u>(765,952)</u>

**34 NOTES TO CONSOLIDATED CASH FLOW
STATEMENT** (continued)

34 綜合現金流量表附註 (續)

(b) Purchase of subsidiaries

(b) 收購附屬公司

		2003 RMB'000 人民幣千元
Net assets acquired	收購的資產淨值	
Fixed assets	固定資產	330
Other receivables, deposits and prepayments	其他應收帳款、定金及 預付款項	219
Properties under development	開發中物業	294,912
Cash and bank balances	現金及銀行結餘	110,188
Accruals and other payables	應計項目及其他應付款項	(6,331)
Bank loan	銀行貸款	(360,000)
Minority interests	少數股東權益	(13,193)
		<hr/> 26,125
Less: interests originally held by the Group as associated company and jointly controlled entity	減：本集團原本以聯營 公司及共同控制 實體形式持有的 權益	<hr/> (14,635)
Satisfied by cash	以現金支付	<hr/> <hr/> 11,490

34 NOTES TO CONSOLIDATED CASH FLOW STATEMENT (continued)

(b) Purchase of subsidiaries (continued)

Analysis of net outflow of cash and cash equivalents in respect of acquisition of subsidiaries

Cash consideration	現金代價	11,490
Cash and bank balances acquired	收購的現金及銀行結餘	(110,188)
Net cash inflow of cash and cash equivalents in respect of acquisition of subsidiaries	收購附屬公司有關的現金及現金等價物流入淨額	(98,698)

The subsidiaries acquired in 2003 used RMB21,011,000 of the Group's net operating cash flows.

34 綜合現金流量表附註 (續)

(b) 收購附屬公司 (續)

就收購附屬公司產生的現金及現金等價物流出淨額分析

2003
RMB'000
人民幣千元

Cash consideration	現金代價	11,490
Cash and bank balances acquired	收購的現金及銀行結餘	(110,188)
Net cash inflow of cash and cash equivalents in respect of acquisition of subsidiaries	收購附屬公司有關的現金及現金等價物流入淨額	(98,698)

於二零零三年收購的附屬公司動用了本集團的經營現金流量淨額人民幣21,011,000元。

34 NOTES TO CONSOLIDATED CASH FLOW STATEMENT (continued)

34 綜合現金流量表附註 (續)

(c) Disposal of subsidiaries

(c) 出售附屬公司

		2003 RMB'000 人民幣千元
Net asset disposed	出售的淨資產	
Fixed assets	固定資產	776
Properties under development	開發中物業	40,227
Cash and bank balances	現金及銀行結餘	31,607
Other investment	其他投資	7,508
Trade and other receivables	應收貿易賬款及其他應收款	64,097
Short term loan	短期貸款	(15,000)
Trade and other payables	應付賬款及其他應付款項	(61,070)
Minority interests	少數股東權益	(23,627)
		<hr/>
		44,518
Gain on disposal of subsidiaries	出售附屬公司收益	2,182
		<hr/>
Cash consideration	出售所得款項	46,700
		<hr/> <hr/>
Analysis of net inflow of cash and cash equivalents in respect of disposal of subsidiaries:	出售附屬公司之現金及現金等價物流入淨額之分析：	
		 2003 RMB'000 人民幣千元
Cash consideration	出售所得款項	46,700
Less: cash and cash equivalents disposed	減：售出附屬公司之現金及現金等價物	(31,607)
		<hr/>
Net inflow of cash and cash equivalents in respect of disposal of subsidiaries	出售附屬公司之現金流入淨額	15,093
		<hr/> <hr/>

34 NOTES TO CONSOLIDATED CASH FLOW STATEMENT (continued)

(d) Analysis of changes in financing during the year

	Share Issuance	Amounts due (from)/to related companies and Promoters (應收)/應付 關連公司及 控股公司款項	Minority interests 少數股東 權益	Short term and long term bank loans 短期及長期 銀行貸款	Restricted bank balance 受限制 銀行結餘	Total 總計
	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Effective date of Reorganisation 重組生效日	412,133	419,958	669,450	1,189,000	—	2,690,541
Minority share of profit and reserve 少數股東應佔溢利及儲備	—	—	46,369	—	—	46,369
Purchase of subsidiaries 收購附屬公司	—	—	13,193	360,000	—	373,193
Disposal of subsidiaries 出售附屬公司	—	—	(23,627)	(15,000)	—	(38,627)
Purchase of additional interest in a subsidiary 購買一子公司額外股權	—	—	(80,000)	—	—	(80,000)
Other movements 其他變動	—	—	(13,086)	—	—	(13,086)
Cash inflow/(outflow) from financing activities 融資產生的現金流入/(流出)	1,513,624	465,836	(910)	834,000	(19,036)	2,793,514
At 31st December 2003 2003年12月31日	1,925,757	885,794	611,389	2,368,000	(19,036)	5,771,904

(e) Major non-cash transactions

The Company issued a total of 1,100,000,000 shares of RMB1 per share to the Promoters to acquire from them various subsidiaries, associated companies, jointly controlled entities and interests in certain property projects as a result of the Reorganisation.

34 綜合現金流量表附註 (續)

(d) 本年度融資變動分析

	Share Issuance	Amounts due (from)/to related companies and Promoters (應收)/應付 關連公司及 控股公司款項	Minority interests 少數股東 權益	Short term and long term bank loans 短期及長期 銀行貸款	Restricted bank balance 受限制 銀行結餘	Total 總計
	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Effective date of Reorganisation 重組生效日	412,133	419,958	669,450	1,189,000	—	2,690,541
Minority share of profit and reserve 少數股東應佔溢利及儲備	—	—	46,369	—	—	46,369
Purchase of subsidiaries 收購附屬公司	—	—	13,193	360,000	—	373,193
Disposal of subsidiaries 出售附屬公司	—	—	(23,627)	(15,000)	—	(38,627)
Purchase of additional interest in a subsidiary 購買一子公司額外股權	—	—	(80,000)	—	—	(80,000)
Other movements 其他變動	—	—	(13,086)	—	—	(13,086)
Cash inflow/(outflow) from financing activities 融資產生的現金流入/(流出)	1,513,624	465,836	(910)	834,000	(19,036)	2,793,514
At 31st December 2003 2003年12月31日	1,925,757	885,794	611,389	2,368,000	(19,036)	5,771,904

(e) 主要非現金交易

於集團重組時，本公司發行 1,100,000,000 股每股人民幣 1.00 元的股份，以換取本公司發起人持有的多家附屬公司、聯營公司、共同控制實體及若干物業項目的權益。

35 RELATED PARTY TRANSACTIONS

The Directors are of the view that the following related party transactions were carried out in the normal course of business of the Group during the year:

(a)

Related party 關聯人士	Nature of transaction 交易性質	Note 附註	2003 RMB'000 人民幣千元
Jointly controlled entities 共同控制實體	Interest income (note 16(ii)) 利息收入 (註16(ii))		5,935
An associated company 聯營公司	Interest income (note 17(i)) 利息收入 (註17(i))		1,100
A fellow subsidiary 同系附屬公司	Interest expense 利息支出	(i)	(1,307)
Ultimate holding company 最終控股公司	Interest expense 利息支出	(ii)	(6,727)
An associated company 聯營公司	Commission fee 佣金	(iii)	(9,565)

Notes:

- (i) Interest expense is charged based on an amount due from a fellow subsidiary (note 21 (i)).
- (ii) On 10th February 2003, the Group entered into a loan arrangement with the ultimate holding company. Under the loan arrangement, interest shall apply on the principal payment portion of RMB 300,000,000 at a rate of 5.31% which had been repaid in 2003.
- (iii) The commission fees payable to the associated company are charged ranging from 1.5% to 1.9% based on property sales price.

附註：

- (i) 利息支出是根據應付一同系附屬公司款項計算 (附註21(i))。
- (ii) 於二零零三年二月十日，本集團與最終控股公司訂立一項貸款安排，根據該貸款安排，本金額人民幣300,000,000元須付利息已於二零零三年度償還。利率為5.31厘。
- (iii) 應付聯營公司的佣金是按物業售價的1.5%至1.9%計算。

(b) Various Promoters have provided guarantees for certain short term and long term bank loans of the Group, which amounted to RMB1,430 million as at 31st December 2003. RMB100,000,000 of the above will be repaid in March 2004 and accordingly the guarantee will be released. Included is another RMB500,000,000 loan, of which the guarantee will be released and replaced by the pledge of the construction in progress of the Group (note 26).

(b) 於二零零三年十二月三十一日，若干發起人為本集團之短期及長期銀行貸款提供合共人民幣1,430,000,000元之擔保。上述貸款中有人民幣100,000,000元將於二零零四年三月償還，擔保責任也將隨之消除。另有人民幣500,000,000元將以本集團的在建工程進行抵押 (附註26)，並解除相關擔保責任。

(c) A deed of tax indemnity was entered into between the Promoters and the Group whereby the Promoters undertakes to indemnify the Group in respect of, inter alia, certain LAT payable in consequence of the disposal of the Group's properties (note 8).

(c) 發起人與本集團訂立一項稅務賠償保證契據，據此，發起人承諾就 (其中包括) 出售本集團物業產生的若干應付土地增值稅向本集團作出賠償 (附註8)。

36 ULTIMATE HOLDING COMPANY

The Company's directors regard the Capital Group, a state-owned limited liability company incorporated in the PRC, as being the ultimate holding company of the Group.

36 最終控股公司

本公司董事認為，於中國註冊成立的國有有限責任公司首創集團為本集團的最終控股公司。