

## 1 Principal accounting policies

The principal accounting policies adopted in the preparation of these financial statements are set out below:

### (a) Basis of preparation

The financial statements have been prepared in accordance with accounting principles generally accepted in Hong Kong and comply with accounting standards issued by the Hong Kong Society of Accountants (“HKSA”). They have been prepared under the historical cost convention except that, as disclosed in the accounting policies below, certain investment properties and investments in securities are stated at fair value.

In the current year, the Group adopted the Statement of Standard Accounting Practice (“SSAP”) 12 (Revised) “Income Taxes” issued by the HKSA which is effective for accounting periods commencing on or after 1 January 2003.

The changes to the Group’s accounting policies and the effect of adopting this revised policy are set out below.

### (b) Group accounting

#### (i) Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 31 December. Subsidiaries are those entities in which the Group controls the composition of the board of directors, controls more than one half of the voting power or holds more than half of the issued share capital.

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

## 1 主要會計政策

編製此等財務報告所採用之主要會計政策如下：

### (a) 編製基準

本財務報告乃按照香港普遍採納之會計原則及香港會計師公會頒佈之會計準則編製。財務報告並依據歷史成本常規法編製，惟若干投資物業及證券投資乃按公平值列賬（載於以下之會計政策）。

於本年度，本集團採納由香港會計師公會頒佈之會計實務準則（「會計實務準則」）第12號（經修訂）「所得稅」，該項會計實務準則於二零零三年一月一日或以後開始之會計期間生效。

本集團會計政策之變動及採納此經修訂政策之影響如下。

### (b) 集團會計

#### (i) 綜合財務報告

綜合財務報告包括本公司及其附屬公司截至十二月三十一日止之財務報告。附屬公司指本集團控制董事局之組成超過半數投票權或持有過半數已發行股本之公司。

在年內購入或售出之附屬公司，其業績由收購生效日起計或計至出售生效日止（取其適用者）列入綜合收益表內。

**1 Principal accounting policies (continued)****(b) Group accounting (continued)***(i) Consolidation (continued)*

All significant intercompany transactions and balances within the Group are eliminated on consolidation.

The gain or loss on disposal of a subsidiary represents the difference between the proceeds of the sale and the Group's share of its net assets together with any unamortised goodwill or goodwill taken to reserves and which was not previously charged or recognised in the consolidated income statement.

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

In the Company's balance sheet the interests 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.

*(ii) Joint ventures*

A joint venture is a contractual arrangement whereby the Group and other parties undertake an economic activity which is subject to joint control and none of the participating parties has unilateral control over the economic activity. A joint venture which involves the establishment of a separate entity in which each venturer has an interest is referred to as a jointly controlled entity.

The consolidated income statement includes the Group's share of the results of the jointly controlled entity for the year, and the consolidated balance sheet includes the Group's share of the net assets of the jointly controlled entity and goodwill (net of accumulated amortisation) on acquisition.

**1 主要會計政策 (續)****(b) 集團會計 (續)***(i) 綜合財務報告 (續)*

所有集團內公司間之重大交易及結餘已於綜合財務報告時對銷。

出售附屬公司之收益或虧損指出售所得之收入與本集團應佔該公司淨資產之差額，連同之前並未在綜合收益表內支銷或入賬之任何未攤銷商譽，或已在儲備記賬之商譽。

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。

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

*(ii) 合營企業*

合營企業指本集團與其他人士以合約協議方式共同進行經濟活動，該活動受雙方共同控制，任何一方均沒有單方面之控制權。任何合營企業倘涉及成立一間獨立企業（於當中各企業經營者均擁有權益），皆被視為共同控制企業。

綜合收益表包括本集團應佔共同控制企業本年度業績，而綜合資產負債表則包括本集團應佔共同控制企業之資產淨值及收購產生之商譽（扣除累計攤銷）。

## 1 Principal accounting policies (continued)

### (b) Group accounting (continued)

#### (iii) Associated companies

An associated company is a company, not being a subsidiary, in which an equity interest is held for the long-term and significant influence is exercised in its management.

The consolidated income statement 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 goodwill (net of accumulated amortisation) on acquisition.

#### (iv) Translation of foreign currencies

Transactions in foreign currencies are translated at exchange rates ruling at the transaction dates. Monetary assets and liabilities expressed in foreign currencies at the balance sheet date are translated at rates of exchange ruling at the balance sheet date. Exchange differences arising in these cases are dealt with in the income statement.

The balance sheet of subsidiaries, jointly controlled entity and associated companies expressed in foreign currencies is translated at rates of exchange ruling at the balance sheet date whilst the income statement is translated at an average rate. Exchange differences are dealt with as a movement in reserves.

## 1 主要會計政策 (續)

### (b) 集團會計 (續)

#### (iii) 聯營公司

聯營公司為附屬公司以外，本集團持有其股權作長期投資，並對其管理具有重大影響力之公司。

綜合收益表包括本集團應佔聯營公司之本年度業績，而綜合資產負債表則包括本集團應佔聯營公司之資產淨值及收購產生之商譽（扣除累計攤銷）。

#### (iv) 外幣換算

以外幣為本位之交易，均按交易當日之匯率折算。於結算日以外幣顯示之貨幣資產與負債則按結算日之匯率折算。由此產生之匯兌盈虧均計入收益表。

附屬公司、共同控制企業及聯營公司以外幣顯示之資產負債表均按結算日之匯率折算，而收益表則按平均匯率折算。由此產生之匯兌盈虧作為儲備變動入賬。

**1 Principal accounting policies (continued)****(c) Fixed assets***(i) Investment properties*

Investment properties are interests in land and buildings in respect of which construction work and development have been completed and which are held for their investment potential, any rental income being negotiated at arm's length.

Investment properties held on leases with unexpired periods of greater than 20 years are valued at intervals of not more than three years by independent valuers; in each of the intervening years valuations are undertaken by professionally qualified executives of the Group. The valuations are on an open market value basis related to individual properties and separate values are not attributed to land and buildings. The valuations are incorporated in the annual financial statements. Increases in valuation are credited to the investment properties revaluation reserve. Decreases in valuation are first set off against increases on earlier valuations on a portfolio basis and thereafter are debited to operating profit. Any subsequent increases are credited to operating profit up to the amount previously debited.

Investment properties held on leases with unexpired periods of 20 years or less are depreciated over the remaining portion of the leases.

Upon the disposal of an investment property, the relevant portion of the revaluation reserve realised in respect of previous valuations is released from the investment properties revaluation reserve to the income statement.

**1 主要會計政策 (續)****(c) 固定資產***(i) 投資物業*

投資物業乃在土地及樓宇中所佔之權益，而該等土地及樓宇之建築工程及發展經已完成，因其具有投資價值而持有，任何租金收入按公平原則磋商。

持有之投資物業，若其租約尚餘年期超過20年，皆由獨立估值師最少每隔三年估值一次；相隔期間每年由本集團內具專業資格之高級職員負責估值。估值是以個別物業之公開市值為計算基準，而土地及樓宇並不分開估值。估值會用於年度財務報告內。重估之增值撥入投資物業重估儲備，減值則首先以整個組合為基礎與先前之增值對銷，然後從經營溢利中扣除。其後任何增值將撥入經營溢利，惟最高以先前扣減之金額為限。

租約尚餘20年或以下年期之投資物業均按租約尚餘年期折舊。

在出售投資物業時，重估儲備中與先前估值有關之已變現部分，將從投資物業重估儲備轉撥至收益表。

**1 Principal accounting policies (continued)****(c) Fixed assets (continued)****(ii) Properties held for development**

Properties held for development 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 expenditure incurred and interest and other direct costs attributable to the development less any accumulated impairment losses. On completion, the properties are transferred to investment properties at cost less accumulated impairment losses.

**(iii) Other fixed assets**

Other fixed assets are stated at costs less accumulated depreciation and accumulated impairment losses. Depreciation is provided at rates sufficient to write off the costs of fixed assets less accumulated impairment losses over their estimated useful lives on a straight-line basis. The principal annual rates are as follows:

Buildings in China	Over the remaining term of the lease or 5% whichever is higher
Motor vehicles	12% to 20%
Office equipment, furniture and fixtures	19.2% to 33.33%
Leasehold improvements	20%

Improvements are capitalised and depreciated over their expected useful lives to the Group.

**1 主要會計政策 (續)****(c) 固定資產 (續)****(ii) 持有作發展用途之物業**

持有作發展用途之物業指建築工程仍未完成之土地及樓宇之投資，而管理層有意在工程完成後持有作投資用途。此等物業以成本值列賬，包括發展及建築及屬於發展項目之費用、利息及其他直接成本，扣除任何累積減值虧損。物業於落成後將轉撥為投資物業，按成本扣除任何累積減值虧損列賬。

**(iii) 其他固定資產**

其他固定資產以成本值減累積折舊及累積減值虧損列賬。折舊乃以直線法於固定資產之估計可用年限內將其成本值減累積減值虧損撇銷。主要之折舊年率如下：

位於中國之樓宇	按租約剩餘使用期限或5%，以較高者為準
汽車	12%至20%
辦公室設備、傢俬及裝置	19.2%至33.33%
租約物業裝修	20%

裝修改良支出均資本化，並按其對本集團之預計可用年期折舊。

**1 Principal accounting policies (continued)****(c) Fixed assets (continued)***(iv) Impairment and gain or loss on sale*

At each balance sheet date, both internal and external sources of information are considered to assess whether there is any indication that assets included in properties held for development and other 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 income statement except where the asset is carried at valuation and the impairment loss does not exceed the revaluation surplus for that same asset, in which case it is treated as a revaluation decrease.

The gain or loss on disposal of a fixed asset other than investment properties is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in the income statement.

**(d) Operating leases**

Leases where substantially all the risks and rewards of ownership of assets remain with the leasing company are accounted for as operating leases. Payments made under operating leases net of any incentives received from the leasing company are charged to the income statement on a straight-line basis over the lease periods.

**1 主要會計政策 (續)****(c) 固定資產 (續)***(iv) 減值與出售盈虧*

在每年結算日，均須研究內外資訊以評估持有作發展用途之物業及其他固定資產項內之資產是否出現減值。如有跡象顯示資產出現減值，則估計資產之可收回價值，及(如適用)將減值虧損入賬以將資產減至其可收回價值。此等減值虧損在收益表內入賬，但假若某資產乃按估值列賬，而減值虧損不超過該資產之重估盈餘，此等虧損則當作重估減值。

出售固定資產(投資物業除外)之收益或虧損指出售所得收入淨額與有關資產賬面值之差額，並於收益表內入賬。

**(d) 經營租賃**

經營租賃是指擁有資產之風險及回報基本上全部由出租公司保留之租賃。根據經營租賃作出之付款在扣除自出租公司收取之任何獎勵金後，於租賃期內以直線法在收益表中支銷。

## 1 Principal accounting policies (continued)

### (e) Intangibles assets

#### (i) Goodwill/negative goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net assets of the acquired subsidiary, jointly controlled entity or associated company at the date of acquisition.

Goodwill on acquisitions occurring on or after 1 January 2001 is included in intangible assets and is amortised using the straight-line method over its estimated useful life not exceeding 20 years.

Goodwill on acquisitions that occurred prior to 1 January 2001 was eliminated against reserves. Any impairment arising on such goodwill is accounted for in the income statement.

Negative goodwill represents the excess of the fair value of the Group's share of the net assets acquired over the cost of acquisition.

For acquisitions after 1 January 2001, negative goodwill is presented in the same balance sheet classification as goodwill. To the extent that negative goodwill relates to expectations of future losses and expenses that are identified in the Group's plan for the acquisition and can be measured reliably, but which do not represent identifiable liabilities at the date of acquisition, that portion of negative goodwill is recognised in the income statement when the future losses and expenses are recognised. Any remaining negative goodwill, not exceeding the fair values of the non-monetary assets acquired, is recognised in the income statement over the remaining weighted average useful life of those assets; negative goodwill in excess of the fair values of those non-monetary assets is recognised in the income statement immediately.

## 1 主要會計政策(續)

### (e) 無形資產

#### (i) 商譽／負商譽

商譽指收購成本超出於收購日本集團應佔所收購附屬公司、共同控制企業或聯營公司之淨資產之數額。

於二零零一年一月一日或以後產生之收購商譽計入無形資產，並於其不超過20年之估計可用年期以直線法攤銷。

於二零零一年一月一日前產生之收購商譽於儲備中撇銷。若該商譽有耗蝕，所產生之任何減值均記入收益表。

負商譽指本集團應佔所購淨資產公平值超出收購成本之數額。

於二零零一年一月一日後進行之收購，負商譽於資產負債表內之分類方式與商譽一樣。涉及本集團收購計劃內已識別之預期未來虧損及開支並能可靠地量度之負商譽，於未來虧損及開支可予確認時在收益表確認，惟此等負商譽不代表收購日之可予識別負債。任何剩餘負商譽，以不超過購入非貨幣性資產之公平值為限，按該等資產餘下之加權平均可用年期在收益表內確認；而超出該等非貨幣性資產公平值之負商譽乃即時於收益表內確認。

**1 Principal accounting policies (continued)****(e) Intangibles assets (continued)***(i) Goodwill/negative goodwill (continued)*

The gain or loss on disposal of an entity includes the unamortised balance of goodwill relating to the entity disposed of or, for pre 1 January 2001 acquisitions, the related goodwill written off against reserves to the extent it has not previously been realised in the income statement.

*(ii) Research and development costs*

Research costs are expensed as incurred. Costs incurred on development projects relating to the design and testing of new or improved products are recognised as an intangible asset where the technical feasibility and intention of completing the product under development has been demonstrated and the resources are available to do so, costs are identifiable and there is an ability to sell or use the asset that will generate probable future economic benefits. Such development costs are recognised as an asset and amortised on a straight-line basis over the expected useful life to the Group. Development costs that do not meet the above criteria are expensed as incurred.

*(iii) Impairment of intangible assets*

Where an indication of impairment exists, the carrying amount of any intangible asset, including goodwill previously written off against reserves, is assessed and written down immediately to its recoverable amount.

**1 主要會計政策 (續)****(e) 無形資產 (續)***(i) 商譽／負商譽 (續)*

出售某實體之損益包括與所出售實體有關商譽之未攤銷結餘，或倘若於二零零一年一月一日前進行有關收購，則包括已於儲備中撇銷但之前並未於收益表變現之有關商譽。

*(ii) 研究及開發成本*

研究成本作為費用支銷。假若能夠證明開發中產品技術上可行及有意完成產品，而亦有資源協助、成本可予識別，及有能力出售或使用該資產而能賺取盈利，則將新產品或改良產品之設計及測試之開發成本確認為無形資產。此等開發成本確認為資產，並於其估計可用年限內按直線法將其攤銷。不符合上述條件之開發成本作費用支銷。

*(iii) 無形資產之減值*

如有跡象顯示出現減值，則無形資產之賬面值，包括之前已在儲備記賬之商譽，均需評估及即時撇減至可收回價值。



**1 Principal accounting policies (continued)****(f) Investments in equity securities**

Investments which are held for non-trading purpose are stated at fair value at the balance sheet date. Changes in the fair value of individual securities are credited or debited to the investment revaluation reserve until the security is sold, or is determined to be impaired. Upon disposal, the cumulative gain or loss representing the difference between the net sales proceeds and the carrying amount of the relevant security, together with any surplus/deficit transferred from the investment revaluation reserve, is dealt with in the income statement.

Where there is objective evidence that individual investments are impaired, the cumulative losses recorded in the revaluation reserve are taken to the income statement.

**(g) Properties held for sale**

Properties held for sale are stated at the lower of cost and net realisable value.

Cost is determined by apportionment of the total development costs, including capitalised borrowing costs, attributable to the unsold units. Net realisable value is determined on the basis of anticipated sales proceeds, or management estimates based on the prevailing market conditions, less all estimated costs to completion and selling expenses.

**(h) Properties under development**

Properties under development for sale are classified under current assets and stated at the lower of cost and net realisable value.

Cost of properties under development comprises costs of acquisition to the Group, development costs, capitalised borrowing costs and other direct costs attributable to the development. Net realisable value is determined by reference to anticipated sales proceeds, or management estimates based on prevailing market conditions, less all estimated costs to completion and selling expenses.

**1 主要會計政策 (續)****(f) 股本證券投資**

持作非買賣用途之投資按結算日之公平值入賬。個別證券公平值之變動在投資重估儲備中貸記或支銷，直至有關證券售出或釐定為價值耗蝕為止。出售證券之累計收益或虧損指出售所得款項淨額與有關證券賬面值之差額，連同轉撥自投資重估儲備之任何盈餘／虧絀，並在收益表處理。

假若有客觀證據顯示個別投資之價值已下降，則在重估儲備中記錄之累積虧損須撥往收益表。

**(g) 待出售物業**

待出售物業乃按成本值與可變現淨值兩者中之較低者列賬。

成本乃按未出售單位之應佔總發展成本(包括已撥充資本之借貸成本)而釐定。可變現淨值乃按預計銷售所得款項或按管理層就當時市況而作出之估計減除直至完成時之所有估計成本及營銷費用計算。

**(h) 發展中物業**

待出售之發展中物業乃按成本值與可變現淨值兩者中之較低者列作流動資產。

發展中物業之成本包括本集團動用之收購成本、發展成本、資本化借貸成本及該等發展之其他應佔直接成本。可變現淨值乃按預計銷售所得款項或按管理層就當時市況而作出之估計減除直至完成時之所有估計成本及營銷費用計算。

**1 Principal accounting policies (continued)****(i) Inventories**

Inventories are stated at the lower of cost and net realisable value. Cost is calculated on the weighted average cost method. Net realisable value is determined on the basis of anticipated sales proceeds less estimated selling expenses.

**(j) Trade debtors**

Provision is made against trade debtors to the extent they are considered to be doubtful. Trade debtors in the balance sheet are stated net of such provision.

**(k) Cash and cash equivalents**

Cash and cash equivalents are carried in the balance sheet at cost. For the purposes of the cash flow statement, cash and cash equivalents comprise cash on hand, deposits held at call with banks and bank overdrafts.

**(l) 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.

**(m) Employee benefits****(i) Employee leave entitlements**

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the balance sheet date.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

**1 主要會計政策 (續)****(i) 存貨**

存貨按成本值與可變現淨值兩者之較低者入賬。成本值以加權平均成本法計算。可變現淨值乃按預計銷售所得款項扣除估計營銷費用計算。

**(j) 應收貿易賬款**

凡被視為屬呆賬之應收貿易賬款，均提撥準備。在資產負債表內列賬之應收貿易賬款已扣除有關之準備。

**(k) 現金及現金等值項目**

現金及現金等值項目按成本在資產負債表內列賬。在現金流量表中，現金及現金等值項目包括庫存現金、銀行通知存款及銀行透支。

**(l) 撥備**

當本集團因過往事件須承擔現有之法律或推定責任，而在解除責任時有可能令到資源流出，同時責任金額能夠可靠地作出估計時，則會確認撥備。當本集團預計撥備可獲償付，則將償付金確認為一項獨立資產，惟只能在償付金可實質確定時確認。

**(m) 僱員福利****(i) 僱員休假權益**

僱員在年假及長期服務休假之權利在僱員應享有時確認。本集團為截至結算日止僱員已提供之服務而產生之年假及長期服務休假之估計負債作出撥備。

僱員之病假及產假不作確認，直至僱員正式休假為止。

**1 Principal accounting policies (continued)****(m) Employee benefits (continued)***(ii) Retirement benefit costs*

The Group contributes to a defined contribution retirement scheme which is available to all relevant employees in Hong Kong. Contributions to the scheme by the Group and employees are calculated as a percentage of employees' basic salaries.

The Group's contributions to the defined contribution retirement scheme are expensed as incurred and are reduced by contributions forfeited by those employees who leave the scheme prior to vesting fully in the contributions.

The assets of the scheme are held separately from those of the Group in an independently administered fund.

In additions, the Group's contributions to local municipal government retirement schemes in China are expensed as incurred while the local municipal government undertakes to assume the retirement benefits obligations of all qualified employees in China.

*(iii) Equity compensation benefits*

Share options are granted to certain directors and to eligible persons. No compensation cost is recognised. When the options are exercised, the proceeds received net of any transaction costs are credited to share capital and share premium.

**(n) 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.

**1 主要會計政策 (續)****(m) 僱員福利 (續)***(ii) 退休福利成本*

本集團向一項界定供款退休計劃供款，所有有關香港僱員均可參與。集團與僱員之供款按僱員基本薪金之百分比計算。

本集團向該項界定供款退休計劃作出之供款作為費用支銷，並會以僱員全數取得供款利益前退出計劃而被沒收之供款扣減。

退休計劃之資產與集團之資產分開持有，由獨立管理基金保管。

此外，本集團亦參加中國各地方政府設立的退休計劃，供款乃於產生時列作支出。地方政府承諾負擔所有國內合資格僱員的退休福利責任。

*(iii) 權益補償福利*

若干董事及合資格人士可獲授認股權。並無確認任何補償成本。當行使認股權時，所得款項在扣除任何交易成本後計入股本及股份溢價。

**(n) 或然負債**

或然負債指因已發生的事件而可能引起之責任，此等責任需就某一宗或多宗事件會否發生才能確認，而集團並不能完全控制這些未來事件會否實現。或然負債亦可能是因為發生事件引致之現有責任，但由於可能不需要消耗經濟資源，或責任金額未能可靠地衡量而未有入賬。

**1 Principal accounting policies (continued)****(n) Contingent liabilities (continued)**

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

**(o) 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 financial statements. 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 interests in subsidiaries, associated companies and jointly controlled entity, 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.

In prior years, deferred taxation was accounted for at the current taxation rate in respect of timing differences between profit as computed for taxation purposes and profit as stated in the financial statements to the extent that a liability or an asset was expected to be payable or recoverable in the foreseeable future. The adoption of the revised SSAP 12 represents a change in accounting policy, which has been applied retrospectively. Nevertheless, the adoption of the revised SSAP12 has not resulted in any changes to the prior years' net assets and results.

**1 主要會計政策 (續)****(n) 或然負債 (續)**

或然負債不會被確認，但會在財務報告附註中披露。假若消耗資源之可能性改變導致可能出現資源消耗，此等負債將被確立為撥備。

**(o) 遞延稅項**

遞延稅項採用負債法就資產負債之稅基與它們在財務報告之賬面值兩者之暫時差異作全數撥備。遞延稅項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暫時差異抵銷而確認。

遞延稅項乃就附屬公司、聯營公司及共同控制企業投資產生之暫時差異而撥備，但假若可以控制暫時差異之撥回，並有可能在可預見未來不會撥回則除外。

往年度，遞延稅項乃因應就課稅而計算之盈利與財務報告所示之盈利兩者間之時間差，根據預期於可預見將來支付或可收回之負債及資產而按現行稅率計算。採納修訂之會計實務準則第12號構成會計政策之變動並已追溯應用，惟採納修訂之會計實務準則第12號並無對以往期間之淨資產及業績造成任何變動。

**1 Principal accounting policies (continued)****(p) Revenue recognition**

Revenue from the sale of properties is recognised on the completion of transactions. When properties under development for sale are pre-sold prior to completion, income is recognised on the execution of a binding sales agreement or when the relevant building occupation permit is issued by the relevant authority, whichever is the later. Payments received prior to this stage are recorded as deposits received and included in current liabilities.

Revenue from the sale of goods is recognised on the transfer of risks and rewards of ownership, which generally coincides with the time when the goods are delivered to customers and title has passed.

Operating lease rental income and license income is recognised on a straight-line basis.

Revenue from the provision of services comprises course fee income and systems integration service income. Course fee income is recognised on an accrual basis. Unearned course fee income is treated as revenue received in advance. Systems integration service income is recognised when the services are rendered.

Property management fee income is recognised when the services are rendered.

Sale of trading securities is recognised on trade day or contract date basis, where appropriate.

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

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

**1 主要會計政策 (續)****(p) 收益確認**

出售物業之收益在交易完成時確認。倘待出售之發展中物業於竣工前預售，收益則在有約束力銷售協議履行時或有關部門發出有關之樓宇入伙紙時兩者中之較後者確認。在此階段前收取之款項記賬為已收取按金並列於流動負債。

銷貨收益在擁有權之風險及回報轉移時確認，通常亦即為貨品付運予客戶及所有權轉讓時。

經營租賃之租金收入及牌照收入按直線法確認。

提供服務之收益包括課程費收入及系統集成服務收入。課程費收入以應計法確認。未賺取之課程費收入作為預收收益處理。系統集成服務收入於提供服務時確認。

物業管理費收入於提供服務時確認。

出售買賣證券按交易日或訂約日期基準（倘適用）確認。

利息收入依據未償還本金額及適用利率按時間比例確認。

股息收入在收取股息之權利確定時確認。

## 1 Principal accounting policies (continued)

### (q) 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 get ready for its intended use or sale are capitalised as part of the cost of that asset.

All other borrowing costs are charged to the income statement in the year in which they are incurred.

### (r) Segment reporting

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

Segment assets consist primarily of fixed assets, investment properties, intangible assets, properties held for sale and under development, receivables and operating cash. Segment liabilities comprise operating liabilities and exclude corporate borrowings. Capital expenditure comprises additions to fixed assets (note 12) and intangible assets (note 13), including additions resulting from acquisitions through purchases of subsidiaries.

In respect of geographical segment reporting, sales are based on the country in which the customer is located. Total assets and capital expenditure are where the assets are located.

## 1 主要會計政策 (續)

### (q) 借貸成本

凡直接與購置、興建或生產某項資產(該資產必須經過頗長時間籌備以作預定用途或出售)有關之借貸成本，均資本化為資產之部分成本。

所有其他借貸成本均於發生年度內在收益表支銷。

### (r) 分部報告

按照本集團之內部財務報告，本集團已決定將業務分部資料作為主要報告形式，而地區分部資料則以次要報告形式呈列。

分部資產主要包括固定資產、投資物業、無形資產、待出售物業、發展中物業、應收賬款及經營現金。分部負債指經營負債，而不包括企業貸款。資本開支包括購入固定資產(附註12)及無形資產(附註13)的費用，當中包括因收購附屬公司而添置之資產。

至於地區分部報告，銷售額乃按照客戶所在國家計算。總資產及資本開支按資產所在地計算。

**2 Turnover, revenues and segment information**

The Group is principally engaged in property development, investment and management, business parks development and management, infocomm technology investment. Revenues recognised during the year are as follows:

(In HK\$'000)	2003	2002
Turnover		
Sales of properties	160,800	413,013
Sales of goods	4,620	8,526
Gross rental income	12,358	14,488
Rendering of services	6,344	6,235
Property management fee	867	1,036
Sales of trading securities	—	133
	<u>184,989</u>	<u>443,431</u>
Other revenues		
Interest income	1,730	3,261
Realised gain on sales of non-trading securities	—	422
Dividend income from listed securities	—	385
Others	1,717	3,074
	<u>3,447</u>	<u>7,142</u>
Total revenues	<u>188,436</u>	<u>450,573</u>

**Primary reporting format – business segments**

The Group is organised into four main business segments:

Property	–	development, investment and management of properties
Business park	–	development and management of business parks
Infocomm technology	–	investment in info-communication and education projects, as well as provision of technology services

**2 營業額、收益及分部資料**

本集團主要從事物業發展、投資及管理、商業園之開發及管理、資訊科技投資。年內經確認之收益如下：

(以港幣千元為單位)

營業額
出售物業
出售貨品
租金收入總額
提供服務
物業管理費
出售買賣證券
其他收益
利息收入
出售非買賣證券之已變現收益
上市證券之股息收入
其他
總收益

**主要報告形式 – 業務分部**

本集團主要從事四類業務：

物業	–	物業發展、投資及管理
商業園	–	商業園之發展及管理
資訊科技	–	資訊及教育項目投資，以及提供科技服務

## 2 Turnover, revenues and segment information (continued)

### Primary reporting format – business segments (continued)

Other operations – infrastructure investment and securities investment

### Secondary reporting format – geographical segments

The Group's four business segments operate in two main geographical areas:

Hong Kong – property investment, development and management, investment in info-communication and education projects, provision of technology services, as well as securities investment

China – property investment, development and management, development and management of business parks, investment in info-communication and education projects, provision of technology services, as well as infrastructure investment

## 2 營業額、收益及分部資料 (續)

### 主要報告形式 – 業務分部 (續)

其他業務 – 基建投資及證券投資

### 次要報告形式 – 地區分部

本集團四類業務主要在兩個地區經營：

香港 – 物業投資、發展及管理、資訊及教育項目投資、提供科技服務，以及證券投資

中國 – 物業投資、發展及管理、商業園之發展及管理、資訊及教育項目投資、提供科技服務，以及基建投資



## 2 Turnover, revenues and segment information (continued)

### Primary reporting format – business segments 2003

	Property	Business park	Infocomm technology	Other operations	Corporate	Eliminations	Group
(In HK\$'000)	物業	商業園	資訊科技	其他業務	企業服務	對銷	本集團
Turnover							
External	162,392	11,621	10,976	-	-	-	184,989
Inter-segment	-	151	-	-	-	(151)	-
	<u>162,392</u>	<u>11,772</u>	<u>10,976</u>	<u>-</u>	<u>-</u>	<u>(151)</u>	<u>184,989</u>
Segment results (before revaluation deficit)	(38,653)	5,255	(26,417)	(369)	(46,761)	-	(106,945)
Revaluation deficit	-	(19,523)	-	-	-	-	(19,523)
Segment results	<u>(38,653)</u>	<u>(14,268)</u>	<u>(26,417)</u>	<u>(369)</u>	<u>(46,761)</u>	<u>-</u>	<u>(126,468)</u>
Finance costs							(10,221)
Non-operating provisions made							(739,082)
Share of results of associated companies	4,340	-	-	-	-	-	4,340
Share of results of a jointly controlled entity	-	-	-	2,299	-	-	2,299
Loss before taxation							(869,132)
Taxation							2,793
Loss after taxation							(866,339)
Minority interests							20,236
Loss attributable to shareholders							<u>(846,103)</u>
Segment assets	1,018,359	363,554	19,801	58	-	-	1,401,772
Interests in associated companies	1,152	-	-	-	-	-	1,152
Interest in a jointly controlled entity	-	-	-	105,089	-	-	105,089
Corporate assets							164,808
Total assets							<u>1,672,821</u>
Segment liabilities	565,321	101,382	29,262	9,610	-	-	705,575
Corporate liabilities							266,203
Total liabilities							<u>971,778</u>
Capital expenditure	127	175,450	23	-	1,551	-	177,151
Depreciation	1,136	812	4,247	-	1,081	-	7,276
Other non-cash expenses	13,238	602,254	146,132	40,000	523	-	802,147

## 2 營業額、收益及分部資料 (續)

### 主要報告形式 – 業務分部 二零零三年

(以港幣千元為單位)

營業額

外部

跨部

分部業績

(未計重估

虧蝕前)

重估虧蝕

分部業績

財務費用

就非經營業務

作出撥備

應佔聯營

公司業績

應佔共同

控制企業業績

除稅前虧損

稅項

除稅後虧損

少數股東權益

股東應佔

虧損

分部資產

聯營公司

權益

共同控制企業

權益

企業資產

總資產

分部負債

企業負債

總負債

資本開支

折舊

其他非現金

開支

## 2 Turnover, revenues and segment information (continued)

### Primary reporting format – business segments

2002

	Business		Infocomm	Other	Corporate	Eliminations	Group
	Property	park	technology	operations			
(In HK\$'000)	物業	商業園	資訊 科技	其他 業務	企業 服務	對銷	本集團
Turnover							
External	416,199	12,338	14,761	133	-	-	443,431
Inter-segment	-	270	9	-	-	(279)	-
	<u>416,199</u>	<u>12,608</u>	<u>14,770</u>	<u>133</u>	<u>-</u>	<u>(279)</u>	<u>443,431</u>
Segment results							
(before revaluation deficit)	(4,055)	6,283	(40,157)	(166)	(44,370)	-	(82,465)
Revaluation deficit	-	-	-	-	-	-	-
Segment results	<u>(4,055)</u>	<u>6,283</u>	<u>(40,157)</u>	<u>(166)</u>	<u>(44,370)</u>	<u>-</u>	<u>(82,465)</u>
Finance costs							(21,991)
Non-operating provisions made							(142,301)
Share of results of associated companies	(26,065)	-	(290)	-	-	-	(26,355)
Share of results of a jointly controlled entity	-	-	-	(3,909)	-	-	(3,909)
Loss before taxation							(277,021)
Taxation							(780)
Loss after taxation							(277,801)
Minority interests							10,782
Loss attributable to shareholders							<u>(267,019)</u>
Segment assets	935,821	966,348	160,864	3,085	-	-	2,066,118
Interests in associated companies	56,814	-	-	-	-	-	56,814
Interest in a jointly controlled entity	-	-	-	145,286	-	-	145,286
Corporate assets							186,078
Total assets							<u>2,454,296</u>
Segment liabilities	359,267	120,974	23,452	9,678	-	-	513,371
Corporate liabilities							391,524
Total liabilities							<u>904,895</u>
Capital expenditure	1,357	7,968	45,494	-	427	-	55,246
Depreciation	379	750	4,686	-	2,102	-	7,917
Other non-cash expenses	67,366	107,492	36,829	-	800	-	212,487

## 2 營業額、收益及分部資料 (續)

### 主要報告形式 – 業務分部

二零零二年

(以港幣千元為單位)

營業額
外部
跨部
分部業績
(未計重估虧
絀前)
重估虧絀
分部業績
財務費用
就非經營業務
作出撥備
應佔聯營
公司
業績
應佔共同
控制企業業績
除稅前虧損
稅項
除稅後虧損
少數股東權益
股東應佔
虧損
分部資產
聯營公司
權益
共同控制
企業
權益
企業資產
總資產
分部負債
企業負債
總負債
資本開支
折舊
其他非現金
開支

## 2 Turnover, revenues and segment information (continued)

### Secondary reporting format – geographical segments

2003

	Operating	Total	Capital
(In HK\$'000)	Turnover	assets	expenditure
	營業額	總資產	資本開支
Hong Kong	83,262	240,811	1,551
China	101,727	1,432,010	175,600
	<u>184,989</u>	<u>1,672,821</u>	<u>177,151</u>

2002

	Operating	Total	Capital
(In HK\$'000)	Turnover	assets	expenditure
	營業額	總資產	資本開支
Hong Kong	417,032	474,285	3,446
China	26,399	1,980,011	51,800
	<u>443,431</u>	<u>2,454,296</u>	<u>55,246</u>

## 3 Provisions made for operations

(In HK\$'000)

Provisions made in relation to:

	2003	2002
Property projects	<b>10,571</b>	29,390
Fixed assets	<b>7,230</b>	22,337
Inventories	<b>185</b>	3,731
Doubtful debts (Note)	<b>18,933</b>	3,327
	<u><b>36,919</b></u>	<u>58,785</u>

Note:

The provision for doubtful debts was mainly made for the operating losses incurred by the China operation of Infocomm Technology Group.

## 2 營業額、收益及分部資料 (續)

次要報告形式 – 地區分部

二零零三年

(以港幣千元為單位)

香港

中國

二零零二年

(以港幣千元為單位)

香港

中國

## 3 就經營業務作出撥備

(以港幣千元為單位)

就以下項目作出撥備：

物業項目

固定資產

存貨

呆賬 (附註)

附註：

呆賬撥備主要就資訊科技部之中國業務產生之經營虧損而作出。

**4 Operating loss**

Operating loss is stated after crediting and charging the following:

(In HK\$'000)	2003	2002
<b>Crediting</b>		
Rental income from		
– investment properties		
Gross income	<b>11,621</b>	12,338
Less: direct outgoings	<b>(1,036)</b>	(1,378)
	<b>10,585</b>	10,960
– properties held for sale and under development	<b>737</b>	2,150
Realisation of negative goodwill	<b>431</b>	6,378
Gain on disposal of fixed assets	<b>94</b>	1,136
Waiver of loan from a minority shareholder	<b>15,600</b>	–
Net gain on disposal of subsidiaries	<b>3,711</b>	–
<b>Charging</b>		
Depreciation of fixed assets	<b>9,381</b>	9,810
Less: amounts capitalised to		
properties held for development	<b>(203)</b>	(51)
amounts capitalised to properties under development	<b>(1,902)</b>	(1,842)
	<b>7,276</b>	7,917
Unrealised holding loss on non-trading securities	–	705
Amortisation of goodwill	<b>3,135</b>	5,390
Amortisation of development costs	–	4,576
Net loss on disposal of subsidiaries	–	730
Operating lease rentals in respect of land and buildings	<b>4,271</b>	4,359
Auditors' remuneration		
– current year	<b>1,266</b>	1,367
– overprovision for previous years	<b>(81)</b>	(146)
Staff costs (including directors' remuneration)	<b>49,964</b>	50,735
Retirement benefit costs	<b>857</b>	903
Deficit on revaluation of investment properties	<b>19,523</b>	–

**4 經營虧損**

經營虧損已計入及扣除下列項目：

(以港幣千元為單位)
<b>計入</b>
租金收入
– 投資物業
收入總額
減：直接費用
– 待出售及發展中物業
負商譽變現
出售固定資產之收益
應付一個少數股東貸款豁免
出售附屬公司之收益淨額
<b>扣除</b>
固定資產之折舊
減：撥作持有作發展用途之物業資本之數額
撥作發展中物業資本之數額
持有非買賣證券之未變現虧損
商譽攤銷
開發成本攤銷
出售附屬公司之虧損淨額
土地及樓宇之經營租賃支出
核數師酬金
– 本年度
– 以往年度超額撥備
員工成本
(包括董事酬金)
退休福利成本
投資物業
重估虧絀

**5 Finance costs**

(In HK\$'000)	2003	2002
Interest on bank and other borrowings wholly repayable within five years	<b>18,905</b>	26,077
Other borrowing costs	<b>3,507</b>	5,017
Total borrowing costs incurred	<b>22,412</b>	31,094
Less: amounts capitalised to properties held for development	<b>(2,191)</b>	(2,317)
amounts capitalised to properties under development	<b>(10,000)</b>	(6,786)
Total borrowing costs capitalised	<b>(12,191)</b>	(9,103)
	<b>10,221</b>	21,991

**6 Non-operating provisions made**

(In HK\$'000)	2003	2002
Provisions made for impairment in values of:		
Property held for development (Note)	<b>583,166</b>	—
Goodwill arising on acquisition of a subsidiary	<b>109,378</b>	106,694
Interest in a jointly controlled entity	<b>40,000</b>	—
Provision for property project due to contract frustration	—	24,700
Provision for a contractual claim	—	10,907
Provision for consideration receivable	<b>6,538</b>	—
	<b>739,082</b>	142,301

## Note:

This represented the provision made for the remaining undeveloped site of Vision (Shenzhen) Business Park to reflect the uncertainty of its future investment potential as the project is required to be completed by 31 December 2005.

**5 財務費用**

(以港幣千元為單位)

須於五年內全部償還之銀行及其他

貸款利息

其他借貸費用

產生之借貸成本總額

減：撥作持有作發展用途之物業資本之數額

撥作發展中物業資本之

數額

撥作資本之借貸成本總額

**6 就非經營業務作出撥備**

(以港幣千元為單位)

就下列項目之減值

作出撥備：

持有作發展用途之物業

(附註)

收購一間附屬公司產生

之商譽

共同控制企業權益

物業項目因合約受挫失效

而產生之撥備

合約索償之撥備

應收代價之撥備

## 附註：

有關撥備指由於深圳威新軟件科技園之餘下未發展地盤須於二零零五年十二月三十一日前完成，故就該項目而作出之撥備，以反映其未來投資潛力之不確定因素。

**7 Taxation**

No provision for Hong Kong profits tax has been made in the financial statements as the Group has no assessable profit for the year (2002: provided at 16% on the estimated assessable profit for the year). Taxation on overseas profits has been calculated on the estimated assessable profit for the year at the rates of taxation prevailing in the countries in which the Group operates.

The amount of taxation credited/(charged) to the consolidated income statement represents:

(In HK\$'000)	2003	2002
Current taxation – Hong Kong profits tax	–	(780)
Deferred taxation (Note 26)	<b>2,793</b>	–
	<b>2,793</b>	(780)

The taxation on the Group's loss before taxation differs from the theoretical amount that would arise using the Hong Kong taxation rates as follows:

(In HK\$'000)	2003	2002
Loss before taxation	<b>869,132</b>	277,021
Calculated at a taxation rate of 17.5% (2002: 16%)	<b>152,098</b>	44,323
Effect of different taxation rates in other countries	<b>1,312</b>	–
Income not subject to taxation	<b>7,378</b>	2,602
Expenses not deductible for taxation purposes	<b>(141,038)</b>	(39,993)
Utilisation of previously unrecognised tax losses	<b>683</b>	2,619
Unrecognised tax losses	<b>(17,640)</b>	(10,331)
Taxation	<b>2,793</b>	(780)

In 2003, the government enacted a change in the profits tax rate from 16% to 17.5% for the fiscal year 2003/2004.

**7 稅項**

由於本集團於年內並無應課稅溢利，故並無就香港利得稅於財務報告作出撥備（二零零二年：以年內估計應課稅溢利按稅率16%作出撥備）。海外溢利之稅款，則按照本年度估計應課稅溢利依本集團經營業務地區之現行稅率計算。

在綜合收益表中抵免／（支銷）之稅項如下：

(以港幣千元為單位)
本期稅項—香港利得稅
遞延稅項（附註26）

本集團有關除稅前虧損之稅項與假若採用香港之稅率而計算之理論稅額之差額如下：

(以港幣千元為單位)
除稅前虧損
按稅率17.5%
（二零零二年：16%）計算之稅項
其他國家不同稅率之影響
毋須課稅之收入
不可扣稅之支出
動用過往未確認稅項虧損
未確認稅項虧損
稅項

二零零三年，政府將二零零三／二零零四年財政年度的利得稅稅率由16%提高至17.5%。

## 8 Loss attributable to shareholders

The loss attributable to shareholders is dealt with in the financial statements of the Company to the extent of HK\$848,582,000 (2002: HK\$155,802,000).

## 9 Loss per share

The calculation of basic loss per share was based on the Group's loss attributable to shareholders of HK\$846,103,000 (2002: HK\$267,019,000).

The basic loss per share was based on the weighted average of 2,836,188,944 (2002: 2,365,686,867) ordinary shares in issue during the year.

Diluted loss per share has not been shown as there was no dilutive potential ordinary shares.

## 10 Retirement benefit costs

Forfeited contributions totalling HK\$941,000 (2002: HK\$672,000) were utilised during the year to reduce contributions.

Contributions totalling HK\$189,000 (2002: HK\$252,000) were payable to the fund at the year end and are included in creditors and accruals.

## 8 股東應佔虧損

計入本公司財務報告處理之股東應佔虧損為港幣848,582,000元(二零零二年: 港幣155,802,000元)。

## 9 每股虧損

每股基本虧損是根據本集團之股東應佔虧損港幣846,103,000元(二零零二年: 港幣267,019,000元)計算。

每股基本虧損是按年內已發行普通股之加權平均股數2,836,188,944股(二零零二年: 2,365,686,867股)計算。

由於並無潛在攤薄普通股, 故無呈列每股攤薄虧損。

## 10 退休福利成本

沒收之供款合共港幣941,000元(二零零二年: 港幣672,000元)已於年內應用, 以減低日後之供款。

須於年結日支付予基金之供款總額為港幣189,000元(二零零二年: 港幣252,000元), 並列於應付賬款及應計賬項內。

## 11 Directors' and senior management's emoluments

### (a) Directors' emoluments

The aggregate amounts of emoluments payable to directors of the Company during the year are as follows:

(In HK\$'000)	2003	2002
Fees	420	510
Salaries, allowances and other benefits	8,999	9,487
Contributions to retirement benefit schemes	258	330
	<b>9,677</b>	<b>10,327</b>

Directors' fees disclosed above included HK\$420,000 (2002: HK\$390,000) paid to independent non-executive directors.

## 11 董事及高級管理人員酬金

### (a) 董事酬金

年內本公司向董事支付之酬金總額如下：

(以港幣千元為單位)
袍金
薪金、津貼及 其他福利
退休福利計劃 之供款

上述披露之董事袍金包括向獨立非執行董事支付港幣420,000元(二零零二年：港幣390,000元)。



## 11 Directors' and senior management's emoluments (continued)

### (a) Directors' emoluments (continued)

The emoluments of the directors fell within the following bands:

	Number of directors 董事人數
<b>2003</b>	
Nil – HK\$1,000,000	<b>9</b>
Dr. Han Cheng Fong *	
Ms. Chong Siak Ching *	
Mr. Lai Seck Khui *	
Mr. Lew Syn Pau *	
Mr. Zheng Hongqing *	
Mr. Kuan Michael Chao (note 1)	
Mr. Alan Howard Smith, J.P.	
Mr. Kwong Che Keung, Gordon	
Ms. Wang Poey Foon, Angela	
HK\$2,500,001 – HK\$3,000,000	<b>2</b>
Mr. Ang Ah Lay	
Mr. Chan Wing Ming, Charles (note 2)	
HK\$4,500,001 – HK\$5,000,000	<b>1</b>
Dr. Jiang Xiaoming, Simon	
<b>2002</b>	
Nil – HK\$1,000,000	<b>10</b>
Dr. Han Cheng Fong *	
Ms. Chong Siak Ching *	
Mr. Lai Seck Khui *	
Mr. Lew Syn Pau *	
Mr. Goh Tien Jin *	
Mr. Ang Ah Lay	
Mr. Zheng Hongqing	
Mr. Alan Howard Smith, J.P.	
Mr. Kwong Che Keung, Gordon	
Ms. Wang Poey Foon, Angela	
HK\$1,000,001 – HK\$1,500,000	<b>1</b>
Mr. Kuan Michael Chao	
HK\$2,000,001 – HK\$2,500,000	<b>1</b>
Mr. Chua Tiow Chye	
HK\$2,500,001 – HK\$3,000,000	<b>1</b>
Mr. Chan Wing Ming, Charles	
HK\$3,000,001 – HK\$3,500,000	<b>1</b>
Dr. Jiang Xiaoming, Simon	

\* These directors did not receive any emoluments during the year.

## 11 董事及高級管理人員酬金 (續)

### (a) 董事酬金 (續)

支付予董事之酬金組別如下：

<b>二零零三年</b>	
零至港幣1,000,000元	
韓禎豐博士*	
張雪倩女士*	
黎錫駒先生*	
劉信保先生*	
鄭洪慶先生*	
關新先生(附註1)	
Alan Howard Smith先生, 太平紳士	
鄭志強先生	
王培芬女士	
港幣2,500,001元至港幣3,000,000元	
洪亞歷先生	
陳永明先生(附註2)	
港幣4,500,001元至港幣5,000,000元	
蔣小明博士	
<b>二零零二年</b>	
零至港幣1,000,000元	
韓禎豐博士*	
張雪倩女士*	
黎錫駒先生*	
劉信保先生*	
吳天仁先生*	
洪亞歷先生	
鄭洪慶先生	
Alan Howard Smith先生, 太平紳士	
鄭志強先生	
王培芬女士	
港幣1,000,001元至港幣1,500,000元	
關新先生	
港幣2,000,001元至港幣2,500,000元	
蔡兆才先生	
港幣2,500,001元至港幣3,000,000元	
陳永明先生	
港幣3,000,001元至港幣3,500,000元	
蔣小明博士	

\* 此等董事於年內並無收取任何酬金。

## 11 Directors' and senior management's emoluments (continued)

### (a) Directors' emoluments (continued)

Notes:

- (1) Mr. Kuan Michael Chao received consultancy fees for the year ended 31 December 2003.
- (2) During the year, Mr. Chan Wing Ming, Charles resigned from the board and became a senior manager of the Company. For presentation purpose, his emoluments in the capacities of director and senior manager of the Company were aggregated in the above calculation.

### (b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include three (2002: three) directors whose emoluments are reflected in the analysis presented above. The emoluments payable to the remaining two (2002: two) highest paid individuals during the year are as follows:

(In HK\$'000)	2003	2002
Salaries, allowances and other benefits	3,775	3,261
Contributions to retirement benefit schemes	139	76
	<u>3,914</u>	<u>3,337</u>

The emoluments fell within the following bands:

Emolument bands	Number of individuals	
	2003	2002
HK\$1,500,001 – HK\$2,000,000	1	2
HK\$2,000,001 – HK\$2,500,000	1	–

## 11 董事及高級管理人員酬金 (續)

### (a) 董事酬金 (續)

附註：

- (1) 關新先生於截至二零零三年十二月三十一日止年度收取顧問費用。
- (2) 於年內，陳永明先生辭任董事局職位而成為本公司高級經理。就呈報而言，其作為本公司董事及高級經理之酬金已合共於上文計算。

### (b) 五名最高薪酬人士

本年度本集團內五名最高薪酬人士包括三名(二零零二年：三名)董事，其酬金已載於上文分析。其餘兩名(二零零二年：兩名)最高薪酬人士之酬金分析如下：

(以港幣千元為單位)

薪金、津貼及  
其他福利  
退休福利計劃  
供款

酬金之組別如下：

酬金組別  
港幣 1,500,001元至港幣 2,000,000元  
港幣 2,000,001元至港幣 2,500,000元

## 12 Fixed assets

## Group

	Buildings in China under		Motor vehicles	Office equipment	Furniture and fixtures	Leasehold improvements	Properties held for development	Total
	Investment properties	medium term lease						
	投資 物業	中國之中期 契約樓宇						
(In HK\$'000)								
Cost or valuation								
At 1 January 2003	139,523	17,534	5,483	34,469	3,354	9,232	608,267	817,862
Exchange difference	-	(45)	(27)	(46)	(7)	(14)	(234)	(373)
Additions	-	-	-	151	235	1,646	175,119	177,151
Revaluation deficit	(19,523)	-	-	-	-	-	-	(19,523)
Disposals	-	-	(2,390)	(1,158)	(250)	(2,072)	-	(5,870)
Impairment loss	-	-	-	(26,589)	(1,743)	(2,739)	(583,166)	(614,237)
<b>At 31 December 2003</b>	<b>120,000</b>	<b>17,489</b>	<b>3,066</b>	<b>6,827</b>	<b>1,589</b>	<b>6,053</b>	<b>199,986</b>	<b>355,010</b>
Accumulated depreciation and impairment								
At 1 January 2003	-	4,022	2,627	20,706	2,329	6,591	-	36,275
Exchange difference	-	(9)	(13)	(12)	(3)	(7)	-	(44)
Charge for the year	-	1,778	938	5,419	332	914	-	9,381
Disposals	-	-	(1,875)	(1,144)	(164)	(1,906)	-	(5,089)
Impairment loss	-	-	-	(20,003)	(1,645)	(2,193)	-	(23,841)
<b>At 31 December 2003</b>	<b>-</b>	<b>5,791</b>	<b>1,677</b>	<b>4,966</b>	<b>849</b>	<b>3,399</b>	<b>-</b>	<b>16,682</b>
Net book value								
<b>At 31 December 2003</b>	<b>120,000</b>	<b>11,698</b>	<b>1,389</b>	<b>1,861</b>	<b>740</b>	<b>2,654</b>	<b>199,986</b>	<b>338,328</b>
At 31 December 2002	139,523	13,512	2,856	13,763	1,025	2,641	608,267	781,587
The analysis of cost or valuation of the above assets is as follows:								
At cost	-	17,489	3,066	6,827	1,589	6,053	199,986	235,010
At professional valuation - 2003	120,000	-	-	-	-	-	-	120,000
	120,000	17,489	3,066	6,827	1,589	6,053	199,986	355,010

The Group's investment properties are situated in China under medium term lease.

Investment properties were revalued at 31 December 2003 on the basis of their open market value by DTZ Debenham Tie Leung Limited, an independent qualified valuer.

At 31 December 2003, investment properties of HK\$120,000,000 (2002: nil) were pledged to secure bank loan granted to the Group.

At 31 December 2003, total borrowing costs of HK\$2,191,000 (2002: HK\$2,317,000) was capitalised to properties held for development.

## 12 固定資產

## 本集團

(以港幣千元為單位)

成本值或估值

於二零零三年一月一日

匯兌差額

增添

重估虧損

出售

減值虧損

於二零零三年十二月三十一日

累積折舊及減值

於二零零三年一月一日

匯兌差額

本年度折舊

出售

減值虧損

於二零零三年十二月三十一日

賬面淨值

於二零零三年十二月三十一日

於二零零二年十二月三十一日

上述資產之成本值或估值分析如下：

按成本

按專業估值-二零零三年

本集團於中國之投資物業乃以中期租約持有。

投資物業於二零零三年十二月三十一日按公開市值基準由獨立合資格估值師戴德梁行有限公司進行重估。

於二零零三年十二月三十一日，用作本集團獲授之銀行貸款抵押品之投資物業為港幣120,000,000元（二零零二年：港幣零元）。

於二零零三年十二月三十一日，總額達港幣2,191,000元（二零零二年：港幣2,317,000元）之借貸成本已撥作持有作發展用途之物業成本。

## 13 Intangible assets

	Group			Total
	本集團			
	Goodwill	Negative goodwill	Development costs	
(In HK\$'000)	商譽	負商譽	開發成本	總額
Net book value at 1 January 2003	112,241	-	-	112,241
Additional investment in subsidiaries	272	(1,981)	-	(1,709)
Impairment loss	(109,378)	-	-	(109,378)
Amortisation	(3,135)	-	-	(3,135)
Realisation	-	431	-	431
Net book value at 31 December 2003	-	(1,550)	-	(1,550)
At 31 December 2003				
Cost	117,903	(1,981)	-	115,922
Accumulated amortisation and impairment loss	(117,903)	-	-	(117,903)
Realisation	-	431	-	431
	-	(1,550)	-	(1,550)
At 31 December 2002				
Cost	117,631	(6,378)	68,555	179,808
Accumulated amortisation and impairment loss	(5,390)	-	(68,555)	(73,945)
Realisation	-	6,378	-	6,378
	112,241	-	-	112,241

## 13 無形資產

(以港幣千元為單位)

於二零零三年一月一日賬面淨值

增購附屬公司權益

減值虧損

攤銷

變現

於二零零三年十二月三十一日

賬面淨值

於二零零三年十二月三十一日

成本

累計攤銷及

減值虧損

變現

於二零零二年十二月三十一日

成本

累計攤銷及

減值虧損

變現

## 14 Interests in subsidiaries

(In HK\$'000)	Company	
	2003	2002
Amounts due from subsidiaries	<b>2,956,447</b>	2,930,335
Less: provision	<b>(2,180,655)</b>	(1,334,552)
	<b>775,792</b>	1,595,783
Amounts due to subsidiaries	<b>(67,681)</b>	(129,073)
	<b>708,111</b>	1,466,710

Particulars of the principal subsidiaries as at 31 December 2003 which were incorporated and are operating in Hong Kong except otherwise stated are as follows:

## 14 附屬公司權益

(以港幣千元為單位)

應收附屬公司款項  
減：撥備

應付附屬公司款項

除特別註明外，所有於二零零三年十二月三十一日之主要附屬公司皆在香港註冊成立及經營業務，其有關資料如下：

Name of subsidiaries	Particulars of issued share capital		Proportion of nominal value of issued ordinary share capital/registered capital held by the Group	Principal activities
	Number of ordinary shares	Par value per share		
	已發行股本資料		本集團所持有	
附屬公司名稱	普通股股數	每股面值	已發行普通股／註冊資本面值比例	主要業務
Directly held by the Company:				
直接由本公司持有：				
Vision Century Secretaries Limited 威新秘書有限公司	2	HK\$1 港幣 1元	100%	Secretarial and nominee services 秘書及代名人服務
Indirectly held by the Company:				
間接由本公司持有：				
Beijing Gang Lu Real Estate Development Co., Ltd. (i) (iv) (vii) 北京港旅房地產開發有限公司(i)(iv)(vii)	-	US\$11,200,000 (registered capital) 11,200,000美元 (註冊資本)	100%	Property development in China 中國物業發展
Beijing Vision Century Property Management Co., Ltd. (i) (iv) (v) 北京威新世紀物業管理有限公司(i)(iv)(v)	-	US\$150,000 (registered capital) 150,000美元 (註冊資本)	100%	Property management in China 中國物業管理

## 14 Interests in subsidiaries (continued)

## 14 附屬公司權益(續)

Name of subsidiaries	Particulars of issued share capital		Proportion of nominal value	Principal activities
	Number of ordinary shares	Par value per share	of issued ordinary share capital/registered capital held by the Group	
附屬公司名稱	已發行股本資料 普通股股數	每股面值	本集團所持有 已發行普通股/ 註冊資本面值比例	主要業務
Best Keeping Resources Limited	2	HK\$1	100%	Property and golf club membership holding
啟福資源有限公司		港幣 1元		持有物業及高爾夫球會會籍
Bestday Assets Limited (ii)	1	US\$1 1美元	100%	Investment holding 投資控股
Billion Property Limited (ii)	1	US\$1 1美元	100%	Investment holding 投資控股
Campusall Company Limited (iv)	10,000	HK\$1 港幣 1元	97.77%	Investment holding 投資控股
CC-Edu Holdings Limited (ii)	112,504	US\$0.1 0.1美元	60.37%	Investment holding 投資控股
Century Nova Cyber Technology (Shenzhen) Co., Ltd. (i) (iv) (v)	–	RMB10,000,000 (registered capital)	90%	Computer networking services
世紀南凌數碼科技有限公司(i)(iv)(v)		人民幣 10,000,000元 (註冊資本)		電腦網絡服務
Com.Com Learning Technology (Shenzhen) Co., Ltd. (i) (iv) (v)	–	US\$300,000 (registered capital)	60.37%	English training services
康達康信息技術(深圳)有限公司(i)(iv)(v)		300,000美元 (註冊資本)		英語培訓服務

## 14 Interests in subsidiaries (continued)

## 14 附屬公司權益(續)

Name of subsidiaries	Particulars of issued share capital		Proportion of nominal value	Principal activities
	Number of ordinary shares	Par value per share	of issued ordinary share capital/registered capital held by the Group	
附屬公司名稱	已發行股本資料 普通股股數	每股面值	本集團所持有 已發行普通股/ 註冊資本面值比例	主要業務
Cursor Media IT (Shenzhen) Co., Ltd. (i) (iv) (v)	–	US\$1,500,000 (registered capital)	60.37%	Sales of educational software and web-based education services
智慧之泉信息技術(深圳)有限公司(i)(iv)(v)		1,500,000美元 (註冊資本)		銷售教育軟件及依托網路提供之教育服務
CyberCity Cursor Media Co. Ltd. (i) (iv) (v)	–	RMB5,000,000 (registered capital)	60.37%	Development of education hardware and software/ provision of consultancy services
賽博智慧源信息技術(深圳)有限公司(i)(iv)(v)		人民幣5,000,000元 (註冊資本)		教育硬件及軟件開發/ 提供顧問服務
CyberCity Investments (SZ) Limited (i) (iv) (v)	–	US\$250,000 (registered capital)	100%	Business consulting services
賽合投資諮詢(深圳)有限公司(i)(iv)(v)		250,000美元 (註冊資本)		商業顧問服務
E-Commerce Technology Limited (ii)	1	US\$1 1美元	100%	Investment holding 投資控股
Glory Honour Development Limited 港忠發展有限公司	10,000	HK\$1 港幣1元	100%	Property development 物業發展
Great Project Property Limited 大捷物業有限公司	100	HK\$1 港幣1元	100%	Investment holding 投資控股
Ideal Investment Holdings Limited (ii)	50,000	US\$1 1美元	100%	Investment holding 投資控股

## 14 Interests in subsidiaries (continued)

## 14 附屬公司權益(續)

Name of subsidiaries	Particulars of issued share capital		Proportion of nominal value	Principal activities
	Number of ordinary shares	Par value per share	of issued ordinary share capital/registered capital held by the Group	
附屬公司名稱	已發行股本資料 普通股股數	每股面值	本集團所持有 已發行普通股/ 註冊資本面值比例	主要業務
Jubilee Success Limited (ii)	1	US\$1 1美元	90%	Investment holding 投資控股
Limbo Enterprises Limited (ii)	1	US\$1 1美元	100%	Property development 物業發展
Million Wealth Development Limited 百財發展有限公司	2	HK\$1 港幣1元	100%	Property development 物業發展
Nova Network Holdings Limited (iii)	25,000,000	US\$0.25 0.25美元	90%	Computer networking services 電腦網絡服務
Nova Network Limited	2	HK\$1 港幣1元	90%	Computer networking services 電腦網絡服務
Prosper Advance Investments Limited 昌毅投資有限公司	2	HK\$1 港幣1元	100%	Property development 物業發展
Readworld.com Corporation (iii)	1,000,000	US\$0.1 0.1美元	97.77%	Investment holding 投資控股
Rich Ocean Development Limited 裕海發展有限公司	10,000	HK\$1 港幣1元	100%	Property development 物業開發
Tenways Investments Limited (ii)	1	US\$1 1美元	100%	Investment holding 投資控股
The 8th Network Corporation (iii)	2	US\$1 1美元	100%	Investment holding 投資控股



## 14 Interests in subsidiaries (continued)

## 14 附屬公司權益(續)

Name of subsidiaries	Particulars of issued share capital		Proportion of nominal value	Principal activities
	Number of ordinary shares	Par value per share	of issued ordinary share capital/registered capital held by the Group	
附屬公司名稱	已發行股本資料 普通股股數	每股面值	本集團所持有 已發行普通股/ 註冊資本面值比例	主要業務
The 8th Network Corp. (HK) Limited	2	HK\$1 港幣 1元	100%	Business consulting services 商業顧問服務
8th Network China Co Ltd. (i) (iv) (v)	–	US\$6,500,000 (registered capital)	97.77%	Consultancy and translation service
慧科管理諮詢有限公司(i)(iv)(v)		6,500,000美元 (註冊資本)		顧問及翻譯服務
VCC iCapital Limited (ii)	2	US\$1 1美元	100%	Investment holding 投資控股
Victory Great Investment Limited 好本利投資有限公司	2	HK\$1 港幣 1元	100%	Property development 物業發展
Vision Business Park (TH) Limited (ii)	1	US\$1 1美元	100%	Investment holding 投資控股
Vision Business Park Marketing Services Ltd. (ii) 威新市場推廣服務有限公司(ii)	1	US\$1 1美元	100%	Marketing services 市場推廣服務
Vision Century Administration Limited	500,000	HK\$1 港幣 1元	100%	Management consultancy services 管理顧問服務
Vision Century Capital Limited 威新融資有限公司	2	HK\$1 港幣 1元	100%	Group financing 集團融資
Vision Century Estate Agents Limited 威新物業代理有限公司	2	HK\$1 港幣 1元	100%	Real estate agency 房地產經紀
Vision Century Infocomm Investments Ltd. (formerly known as CyberCity Investments Limited) (ii)	40,000,000	US\$0.01 0.01美元	100%	Investment holding 投資控股

## 14 Interests in subsidiaries (continued)

## 14 附屬公司權益(續)

Name of subsidiaries	Particulars of issued share capital		Proportion of nominal value	Principal activities
	Number of ordinary shares	Par value per share	of issued ordinary share capital/registered capital held by the Group	
附屬公司名稱	已發行股本資料 普通股股數	每股面值	本集團所持有 已發行普通股/ 註冊資本面值比例	主要業務
Vision Century Investments (Dalian) Limited 威新投資(大連)有限公司	2	HK\$1 港幣1元	100%	Investment holding 投資控股
Vision Century Property Consultancy Services Ltd. (ii)	1	US\$1 1美元	100%	Property consultancy services 物業顧問服務
Vision Century Property Management Limited 威新物業管理有限公司	2	HK\$1 港幣1元	100%	Property management 物業管理
Vision Century Real Estate Development (Dalian) Co. Ltd. (i) (iv) (v) 威新房地產開發(大連)有限公司 (i) (iv)(v)	-	US\$10,000,000 (registered capital) 10,000,000美元 (註冊資本)	100%	Property development in China 中國物業發展
Vision Huaqing (Beijing) Development Co. Ltd. (i) (iv) 威新華清(北京)置業發展 有限公司 (i)(iv)	-	RMB130,000,000 (registered capital) 人民幣130,000,000元 (註冊資本)	60%	Business park development in China 中國商業園發展
Vision (Shenzhen) Business Park Co., Ltd. (i) (iv) (vi) 深圳威新軟件科技園有限公司(i) (iv)(vi)	-	RMB100,000,000 (registered capital) 人民幣100,000,000元 (註冊資本)	95%	Business park development in China 中國商業園發展
Wide Best Development Limited 偉宏發展有限公司	2	HK\$1 港幣1元	100%	Property development 物業發展

**14 Interests in subsidiaries (continued)**

Notes:

- (i) Registered and with place of business in China
- (ii) Incorporated in the British Virgin Islands
- (iii) Incorporated in the Cayman Islands
- (iv) Not audited by PricewaterhouseCoopers
- (v) Wholly foreign-owned enterprise
- (vi) Sino-foreign equity joint venture enterprise
- (vii) Sino-foreign cooperative joint venture enterprise

**15 Interests in associated companies**

	<b>Group</b>	
	本集團	
(In HK\$'000)	<b>2003</b>	2002
Share of net liabilities	<b>(196,042)</b>	(200,382)
Amounts due from associated companies	<b>197,194</b>	257,196
	<b>1,152</b>	56,814
Investment at cost		
Unlisted shares	<b>156</b>	156

**14 附屬公司權益(續)**

附註：

- (i) 於中國註冊及經營
- (ii) 於英屬處女群島註冊成立
- (iii) 於開曼群島註冊成立
- (iv) 非由羅兵咸永道會計師事務所審核
- (v) 外商獨資企業
- (vi) 中外合資合營企業
- (vii) 中外合作合營企業

**15 聯營公司權益**

(以港幣千元為單位)

應佔負債淨額  
 應收聯營公司  
 款項

投資，按成本值  
 非上市股份

**15 Interests in associated companies (continued)**

- (a) Particulars of the principal associated companies as at 31 December 2003 which were incorporated and are operating in Hong Kong except otherwise stated are as follows:

Name of associated companies indirectly held by the Company	Proportion of nominal value of issued ordinary share capital held by the Group	Principal activities
間接由本公司持有之聯營公司名稱	本集團所佔已發行普通股面值之比例	主要業務
Fortune Top Properties Limited 福高置業有限公司	40.002%	Property investment 物業投資
Longshine Assets Limited (i) (ii)	40.002%	Investment holding 投資控股
Poly-Strong Development Limited 澎健發展有限公司	50%	Property trading 物業買賣

Notes:

- (i) Incorporated in the British Virgin Islands  
(ii) Not audited by PricewaterhouseCoopers

**15 聯營公司權益 (續)**

- (a) 除特別註明外，於二零零三年十二月三十一日之主要聯營公司皆在香港註冊成立及經營業務，其有關資料如下：

附註：

- (i) 於英屬處女群島註冊成立  
(ii) 非由羅兵咸永道會計師事務所審核

**15 Interests in associated companies (continued)**

(b) Extracts of financial information of a significant associated company are set out as follows:

	<b>Unaudited</b> 未經審核	Unaudited 未經審核
(In HK\$'000)	<b>2003</b>	2002
<b>Operating results</b>		
Turnover	<b>12,394</b>	25,394
Profit/(loss) attributable to shareholders	<b>14,058</b>	(85,259)
<b>Financial position</b>		
Investment property	–	193,000
Current assets	<b>3,845</b>	6,286
Current liabilities	<b>(1,414)</b>	(10,910)
Shareholders' loans	<b>(493,298)</b>	(642,958)
Other non-current liabilities	–	(47,500)
Shareholders' deficit	<b>(490,867)</b>	(502,082)

**15 聯營公司權益 (續)**

(b) 一間主要聯營公司之財務資料摘錄如下：

(以港幣千元為單位)

**經營業績**

營業額

股東應佔溢利／  
(虧損)

**財務狀況**

投資物業

流動資產

流動負債

股東貸款

其他非流動負債

股東虧絀

**16 Interest in a jointly controlled entity**

	<b>Group</b> 本集團	
(In HK\$'000)	<b>2003</b>	2002
Share of net assets	<b>23,694</b>	21,395
Amount due from a jointly controlled entity	<b>138,640</b>	141,136
	<b>162,334</b>	162,531
Less: provision	<b>(57,245)</b>	(17,245)
	<b>105,089</b>	145,286
Investment at cost		
Unlisted shares	<b>23,827</b>	23,827

(a) Interest in a jointly controlled entity represents the Group's 50% interest in Wuhu Baoda Electric-Power Development Company Limited, a corporation which is registered and operating in Wuhu, China, which in turn has a 50% interest in a power plant in Wuhu, China.

(b) Extracts of financial information of the jointly controlled entity are set out as follows:

	<b>Unaudited</b> 未經審核	Unaudited 未經審核
(In HK\$'000)	<b>2003</b>	2002
<b>Operating results</b>		
Turnover	<b>140,920</b>	97,672
Profit/(loss) attributable to shareholders	<b>4,598</b>	(7,819)
<b>Financial position</b>		
Fixed assets	<b>233,089</b>	256,879
Current assets	<b>93,501</b>	68,796
Current liabilities	<b>(1,916)</b>	(607)
Shareholders' loans	<b>(277,286)</b>	(282,278)
Shareholders' funds	<b>47,388</b>	42,790

**16 共同控制企業權益**

(以港幣千元為單位)

應佔資產淨值  
共同控制企業  
欠款

減：撥備

投資，按成本值  
非上市股份

(a) 共同控制企業權益乃指本集團於蕪湖保達電力開發有限公司之50%權益，該公司為一間於中國蕪湖註冊及經營之企業，並擁有一間位於中國蕪湖之發電廠之50%權益。

(b) 該共同控制企業之財務資料摘錄如下：

(以港幣千元為單位)

**經營業績**

營業額

股東應佔溢利／(虧損)

**財務狀況**

固定資產

流動資產

流動負債

股東貸款

股東基金

**17 Investments in equity securities**

	Group		Company	
	2003	2002	2003	2002
(In HK\$'000)				
Non-trading securities, at fair value				
Unlisted	<b>16,387</b>	16,847	<b>6,465</b>	6,465

**18 Properties held for sale**

At 31 December 2003, the carrying amount of properties held for sale of the Group that are carried at net realisable value amounted to HK\$119,316,000 (2002: HK\$122,647,000).

**19 Properties under development**

At 31 December 2003, the carrying amount of properties under development of the Group that are carried at cost and net realisable value amounted to HK\$507,804,000 (2002: HK\$457,833,000) and HK\$5,419,000 (2002: HK\$57,315,000) respectively.

**20 Debtors, deposits and prepayments**

Included in debtors, deposits and prepayments are trade debtors and its ageing analysis is as follows:

	Group		Company	
	2003	2002	2003	2002
(In HK\$'000)				
Within 3 months	<b>3,237</b>	690	–	–
3 months to 6 months	–	485	–	–
Over 6 months	<b>60</b>	17	–	–
	<b>3,297</b>	1,192	–	–

Trade debtors represent considerations in respect of sold properties, rental receivables and receivables from sales of goods.

**17 股本證券投資**

(以港幣千元為單位)

非買賣證券，  
按公平值  
非上市

**18 待出售物業**

於二零零三年十二月三十一日，本集團以可變現淨值列賬之待出售物業之賬面值為港幣119,316,000元（二零零二年：港幣122,647,000元）。

**19 發展中物業**

於二零零三年十二月三十一日，本集團以成本及可變現淨值列賬之發展中物業之賬面值分別為港幣507,804,000元（二零零二年：港幣457,833,000元）及港幣5,419,000元（二零零二年：港幣57,315,000元）。

**20 應收賬款、按金及預付款項**

應收賬款、按金及預付款項中包括應收貿易賬款，其賬齡分析如下：

(以港幣千元為單位)

三個月以內  
三至六個月  
六個月以上

應收貿易賬款指已出售物業之代價、應收租金及銷售貨品之應收款項。

## 20 Debtors, deposits and prepayments (continued)

Considerations in respect of sold properties are payable by the purchasers pursuant to the terms of the sale and purchase agreements. Rental receivables are billed in advance and are payable by tenants upon receipts of billings. For sales of goods, the Group granted credit terms to each customer ranging from 60 days to 120 days.

## 21 Creditors and accruals

Included in creditors and accruals are trade creditors and its ageing analysis is as follows:

	Group		Company	
	2003	2002	2003	2002
(In HK\$'000)				
Within 3 months	<b>41,242</b>	62,046	–	–
3 months to 12 months	<b>11,660</b>	88,944	–	–
	<b>52,902</b>	150,990	–	–

## 20 應收賬款、按金及預付款項 (續)

已出售物業之代價均按買賣協議之條款由買方支付。應收租金乃預先記賬，租客於收到賬單時支付。對於銷售貨品，本集團給予每位客戶由60日至120日不等的除賬期。

## 21 應付賬款及應計賬項

應付賬款及應計賬項中包括應付貿易賬款，其賬齡分析如下：

(以港幣千元為單位)

三個月以內  
三至十二個月



**22 Bank and other borrowings****Group**

	Bank loans and overdrafts		Other loans		Total	
	銀行貸款及透支		其他貸款		總額	
	2003	2002	2003	2002	2003	2002
(In HK\$'000)						
Secured	<b>523,708</b>	368,123	<b>9,000</b>	9,000	<b>532,708</b>	377,123
Unsecured	<b>19,794</b>	10,000	-	-	<b>19,794</b>	10,000
	<b>543,502</b>	378,123	<b>9,000</b>	9,000	<b>552,502</b>	387,123
Current portion of bank and other borrowings	<b>(465,164)</b>	(214,014)	<b>(9,000)</b>	(9,000)	<b>(474,164)</b>	(223,014)
	<b>78,338</b>	164,109	-	-	<b>78,338</b>	164,109

**Company**

	Bank loans and overdrafts		Other loans		Total	
	銀行貸款及透支		其他貸款		總額	
	2003	2002	2003	2002	2003	2002
(In HK\$'000)						
Secured	<b>60,000</b>	-	-	-	<b>60,000</b>	-
Unsecured	<b>19,794</b>	10,000	-	-	<b>19,794</b>	10,000
	<b>79,794</b>	10,000	-	-	<b>79,794</b>	10,000
Current portion of bank and other borrowings	<b>(79,794)</b>	(10,000)	-	-	<b>(79,794)</b>	(10,000)
	-	-	-	-	-	-

**22 銀行及其他貸款****本集團**

(以港幣千元為單位)

有抵押

無抵押

銀行及其他

貸款之一年內

應償還額

**本公司**

(以港幣千元為單位)

有抵押

無抵押

銀行及其他

貸款之一年內

應償還額

**22 Bank and other borrowings (continued)**

At 31 December 2003, the bank loans, overdrafts and other loans were repayable as follows:

**Group**

	Bank loans and		Other loans		Total	
	overdrafts					
	銀行貸款及透支		其他貸款		總額	
(In HK\$'000)	2003	2002	2003	2002	2003	2002
Within one year	465,164	214,014	9,000	9,000	474,164	223,014
In the second year	78,338	42,009	-	-	78,338	42,009
In the third to fifth year	-	122,100	-	-	-	122,100
	<b>543,502</b>	<b>378,123</b>	<b>9,000</b>	<b>9,000</b>	<b>552,502</b>	<b>387,123</b>

**Company**

	Bank loans and		Other loans		Total	
	overdrafts					
	銀行貸款及透支		其他貸款		總額	
(In HK\$'000)	2003	2002	2003	2002	2003	2002
Within one year	79,794	10,000	-	-	79,794	10,000
In the second year	-	-	-	-	-	-
In the third to fifth year	-	-	-	-	-	-
	<b>79,794</b>	<b>10,000</b>	<b>-</b>	<b>-</b>	<b>79,794</b>	<b>10,000</b>

**22 銀行及其他貸款 (續)**

於二零零三年十二月三十一日，銀行貸款、透支及其他貸款之還款期如下：

**本集團**

(以港幣千元為單位)

一年以內  
第二年  
第三至  
第五年

**本公司**

(以港幣千元為單位)

一年以內  
第二年  
第三至  
第五年

**23 Share capital**

	Authorised 法定股本			
	2003		2002	
	No. of shares 股份數目	HK\$'000 港幣千元	No. of shares 股份數目	HK\$'000 港幣千元
Ordinary shares of HK10 cents each				
At 1 January	10,000,000,000	1,000,000	2,200,000,000	220,000
Increased in authorised share capital	-	-	7,800,000,000	780,000
At 31 December	10,000,000,000	1,000,000	10,000,000,000	1,000,000

	Issued and full paid 已發行及繳足			
	2003		2002	
	No. of shares 股份數目	HK\$'000 港幣千元	No. of shares 股份數目	HK\$'000 港幣千元
At 1 January	2,836,188,944	283,619	1,667,935,487	166,794
Issue of shares	-	-	1,168,253,457	116,825
At 31 December	2,836,188,944	283,619	2,836,188,944	283,619

**24 Share option scheme**

On 20 May 2003, the share option scheme adopted by the Company on 10 January 2000 (the "Old Share Option Scheme") was terminated and a new share option scheme (the "New Share Option Scheme") was adopted by the Company to comply with the new amendments to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") in respect of share option schemes of a listed company. No share option was granted under the Old Share Option Scheme since the date of its adoption.

**23 股本**

每股面值港幣10仙之普通股  
於一月一日  
法定股本之增加  
於十二月三十一日

於一月一日  
發行股份  
於十二月三十一日

**24 認股權計劃**

於二零零三年五月二十日，本公司於二零零零年一月十日採納之認股權計劃（「舊認股權計劃」）已被終止，而本公司採納新認股權計劃（「新認股權計劃」）以符合香港聯合交易所有限公司證券上市規則（「上市規則」）有關上市公司認股權計劃之新修訂。自舊認股權計劃採納日期以來，概無根據舊認股權計劃而授出任何認股權。

**24 Share option scheme (continued)**

The New Share Option Scheme became effective on 20 May 2003 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date. The maximum number of shares in respect of which options may be granted must not exceed 10% of the issued share capital of the Company as at the date of adoption of the New Share Option Scheme. The offer of a grant may be accepted upon payment of a nominal consideration of HK\$1 per acceptance. The exercise period of the share options granted is determinable by the Board, and commences on a specified date and ends on a date which is not later than 10 years from the date of grant of the share options. The exercise price will be determined by the Board, but shall not be less than the highest of (i) the closing prices of the Company's shares as stated in the daily quotation sheet of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on the date of grant, which must be a trading day; (ii) the average closing prices of the Company's shares as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date of grant; and (iii) the nominal value of the Company's share.

20,065,000 share options were granted under the New Share Option Scheme on 31 December 2003 at the exercise price of HK\$0.1706 per share. The share options granted will expire on 30 December 2013.

At 31 December 2003, share options outstanding have the following terms:

	Exercise price 行使價	Number of options 認股權數目		Vested percentage 已歸屬百分比	
		2003	2002	2003	2002
Directors	HK\$0.1706	10,000,000	-	-	-
Other employees	HK\$0.1706	10,065,000	-	-	-
		<b>20,065,000</b>	-	-	-

No share options were cancelled or lapsed during the year (2002: nil).

**24 認股權計劃 (續)**

新認股權計劃於二零零三年五月二十日起生效，除非另行註銷或修訂，新認股權計劃將自該日起十年有效。可能授出之認股權之相關股份數目上限不得超過本公司於採納新認股權計劃當日已發行股本之10%。每位承授人在接納邀請時須支付象徵式總代價港幣1元。授出之認股權之行使期由董事局釐定，由指定日期開始至授出認股權當日起計不超過十年。行使價由董事局釐定，惟不低於(i)於授出認股權當日(必須為交易日)本公司股份於香港聯合交易所有限公司(「聯交所」)發出之日報表所列之收市價；(ii)緊接授予認股權之日期前五個交易日本公司股份於聯交所發出之日報表所列之平均收市價；或(iii)本公司股份之面值(以較高者為準)。

20,065,000份認股權於二零零三年十二月三十一日根據新認股權計劃以每股行使價港幣0.1706元授出。授出之認股權將於二零一三年十二月三十日到期。

於二零零三年十二月三十一日，尚未行使之認股權之有關詳情如下：

董事  
其他僱員

概無認股權於年內註銷或失效(二零零二年：無)。

# Notes to the Financial Statements

For the year ended 31 December 2003

# 財務報告附註

截至二零零三年十二月三十一日止年度

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## 25 Reserves

### Group

	Investment properties		Capital		Exchange reserve	Accumulated losses	Total
	Share premium	revaluation reserve	Goodwill reserve	redemption reserve			
(In HK\$'000)	股份溢價	投資物業重估儲備	商譽儲備	資本贖回儲備	匯兌儲備	累積虧損	總額
At 1 January 2003	2,270,561	-	-	196	2,678	(1,007,653)	1,265,782
Exchange differences	-	-	-	-	(2,255)	-	(2,255)
Loss for the year	-	-	-	-	-	(846,103)	(846,103)
<b>At 31 December 2003</b>	<b>2,270,561</b>	<b>-</b>	<b>-</b>	<b>196</b>	<b>423</b>	<b>(1,853,756)</b>	<b>417,424</b>
Representing:							
Company and subsidiaries	2,270,561	-	-	196	142	(1,658,722)	612,177
Associated companies	-	-	-	-	-	(196,198)	(196,198)
Jointly controlled entity	-	-	-	-	281	1,164	1,445
	<b>2,270,561</b>	<b>-</b>	<b>-</b>	<b>196</b>	<b>423</b>	<b>(1,853,756)</b>	<b>417,424</b>
At 1 January 2002	1,898,780	19,575	(126,694)	196	2,745	(740,634)	1,053,968
Issue of shares	373,841	-	-	-	-	-	373,841
Share issue expenses	(2,060)	-	-	-	-	-	(2,060)
Impairment of goodwill	-	-	106,694	-	-	-	106,694
Adjustment to goodwill	-	-	20,000	-	-	-	20,000
Deficit on revaluation of investment properties	-	(19,575)	-	-	-	-	(19,575)
Exchange differences	-	-	-	-	(67)	-	(67)
Loss for the year	-	-	-	-	-	(267,019)	(267,019)
At 31 December 2002	2,270,561	-	-	196	2,678	(1,007,653)	1,265,782
Representing:							
Company and subsidiaries	2,270,561	-	-	196	2,397	(805,980)	1,467,174
Associated companies	-	-	-	-	-	(200,538)	(200,538)
Jointly controlled entity	-	-	-	-	281	(1,135)	(854)
	<b>2,270,561</b>	<b>-</b>	<b>-</b>	<b>196</b>	<b>2,678</b>	<b>(1,007,653)</b>	<b>1,265,782</b>

## 25 儲備

### 本集團

(以港幣千元為單位)

於二零零三年一月一日

匯兌差額

年度虧損

於二零零三年十二月三十一日

以下公司應佔：

本公司及其附屬公司

聯營公司

共同控制企業

於二零零二年一月一日

發行股份

股份發行費用

商譽減值

商譽調整

投資物業

重估虧絀

匯兌差額

年度虧損

於二零零二年十二月三十一日

以下公司應佔：

本公司及其附屬公司

聯營公司

共同控制企業

**25 Reserves (continued)****Company**

	Capital			Total
	Share premium	redemption reserve	Accumulated losses	
(In HK\$'000)	股份溢價	資本贖回儲備	累積虧損	總額
At 1 January 2003	2,270,561	196	(930,053)	1,340,704
Loss for the year	–	–	(848,582)	(848,582)
<b>At 31 December 2003</b>	<b>2,270,561</b>	<b>196</b>	<b>(1,778,635)</b>	<b>492,122</b>
At 1 January 2002	1,898,780	196	(774,251)	1,124,725
Issue of shares	373,841	–	–	373,841
Share issue expenses	(2,060)	–	–	(2,060)
Loss for the year	–	–	(155,802)	(155,802)
At 31 December 2002	2,270,561	196	(930,053)	1,340,704

At 31 December 2003 and 2002, the Company had no distributable reserves.

**25 儲備 (續)****本公司**

	(以港幣千元為單位)
於二零零三年一月一日	1,340,704
年內虧損	(848,582)
於二零零三年十二月三十一日	492,122
於二零零二年一月一日	1,124,725
發行股份	373,841
股份發行費用	(2,060)
年度虧損	(155,802)
於二零零二年十二月三十一日	1,340,704

於二零零三年及二零零二年十二月三十一日，本公司並無可分派儲備。

**26 Deferred taxation**

Deferred taxation is calculated in full on temporary differences under the liability method at the rates of taxation prevailing in the countries in which the Group operates.

The movement on the deferred tax assets is as follows:

(In HK\$'000)	<b>Group</b> 本集團	2003	2002
At 1 January	–	–	–
Deferred taxation credited to income statement (Note 7)	<b>(2,793)</b>	–	–
At 31 December	<b>(2,793)</b>	–	–

Deferred income tax assets are recognised for tax loss carry forwards to the extent that realisation of the related tax benefit through the future taxable profits is probable. The Group has unrecognised tax losses of HK\$1,377,714,000 (2002: HK\$1,276,915,000) to carry forward against future taxable income, of which HK\$160,903,000 (2002: HK\$109,195,000) will expire within five years.

No deferred tax liabilities were recognised during the year (2002: nil). The deferred tax assets for the year originated from losses and to be recoverable within the next twelve months.

**26 遞延稅項**

遞延稅項就暫時差異以負債法按本集團業務所在國家之現行稅率全數計算。

遞延稅項資產之變動如下：

(以港幣千元為單位)
於一月一日
計入收益表
之遞延稅項(附註7)
於十二月三十一日

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項虧損作確認。本集團有未確認稅項虧損港幣1,377,714,000元(二零零二年：港幣1,276,915,000元)可結轉以抵銷未來應課稅收入，其中港幣160,903,000元(二零零二年：港幣109,195,000元)將於五年內到期。

本年度並無確認遞延稅項負債(二零零二年：無)。年內之遞延稅項資產乃來自虧損，且可於未來十二個月內收回。

## 27 Notes to the consolidated cash flow statement

## (a) Reconciliation of operating loss to net cash (outflow)/inflow generated from operations

(In HK\$'000)	2003	2002
Operating loss	(126,468)	(82,465)
Interest income	(1,730)	(3,261)
Dividend income	–	(385)
Depreciation	7,276	7,917
Realisation of negative goodwill	(431)	(6,378)
Amortisation of goodwill	3,135	5,390
Amortisation of development costs	–	4,576
Net (gain)/loss on disposal of subsidiaries	(3,711)	730
Deficit on revaluation of investment properties	19,523	–
Waiver of loan from minority shareholder	(15,600)	–
Realised gain on sales of non-trading securities	–	(422)
Net gain on disposal of fixed assets	(94)	(1,136)
Provision for properties held for sale and properties under development	10,571	29,390
Provision for fixed assets	7,230	22,337
Provision for inventories	185	3,731
Provision for doubtful debts	18,933	3,327
Operating loss before working capital changes	(81,181)	(16,649)
Decrease in investments in equity securities	–	705
Decrease in amount due from a related company	–	82,381
Decrease in properties held for sale and properties under development	6,858	274,357
Increase in inventories	–	(760)
Decrease/(increase) in debtors, deposits and prepayments	50,991	(215,880)
Decrease in amount due to ultimate holding company	–	(50,000)
Increase in creditors and accruals	14,039	63,072
Decrease in retention money	–	(1,927)
Net cash (outflow)/inflow generated from operations	(9,293)	135,299

## 27 綜合現金流量表附註

## (a) 經營虧損與經營產生之現金(流出)／流入淨額對賬表

(以港幣千元為單位)

經營虧損	(82,465)
利息收入	(3,261)
股息收入	(385)
折舊	7,917
負商譽變現	(6,378)
商譽攤銷	5,390
開發成本攤銷	4,576
出售附屬公司之(收益)／虧損淨額	730
投資物業重估虧絀	–
應付少數股東貸款豁免	–
出售非買賣證券之已變現收益	(422)
出售固定資產之收益淨額	(1,136)
就待出售物業及發展中物業作出撥備	29,390
就固定資產作出撥備	22,337
就存貨作出撥備	3,731
就呆賬作出撥備	3,327
營運資金變動前經營虧損	(16,649)
投資股本證券之減少	705
應收關連公司款項之減少	82,381
待出售物業及發展中物業之減少	274,357
存貨增加	(760)
應收賬款、按金及預付款項之減少／(增加)	(215,880)
應付最終控股公司款項之減少	(50,000)
應付賬款及應計賬項之增加	63,072
保留金之減少	(1,927)
經營產生之現金(流出)／流入淨額	135,299



**27 Notes to the consolidated cash flow statement (continued)****(b) Sale of subsidiaries**

(In HK\$'000)	2003	2002
Net assets disposed of		
Cash	<b>1,083</b>	–
Interests in equity securities	<b>460</b>	–
Property held for sale	–	53,938
Debtors, deposits and prepayments	<b>34</b>	1,374
Creditors and accruals	<b>(79)</b>	(1,666)
Minority interests	<b>2,490</b>	(9,716)
	<b>3,988</b>	43,930
Net gain/(loss) on disposal	<b>3,711</b>	(730)
	<b>7,699</b>	43,200
Satisfied by		
Cash	<b>703</b>	–
Others	<b>6,996</b>	43,200
	<b>7,699</b>	43,200

The cash flows contributed and utilised by the subsidiaries disposed of during the two years were not significant to the Group.

*Analysis of the net outflow in respect of the sale of subsidiaries*

Cash disposed of	<b>1,083</b>	–
Cash consideration	<b>(703)</b>	–
	<b>380</b>	–

**27 綜合現金流量表附註 (續)****(b) 出售附屬公司**

(以港幣千元為單位)

出售之淨資產
現金
股本證券權益
待出售物業
應收賬款、按金及預付款項
應付賬款及應計賬項
少數股東權益
出售所得之收益／(虧損)淨額
支付方式
現金
其他

兩年內，出售之附屬公司並無對本集團帶來重大之現金流量，亦並無動用本集團大量現金流量。

*出售附屬公司之流出淨額分析*

已出售現金
現金代價

## 27 Notes to the consolidated cash flow statement (continued)

### (c) Analysis of changes in financing during the year

	Share	Bank and	Convertible	Minority	Total
	capital and	other			
	premium	borrowings	bonds	interests	
	股本及	銀行及	可換	少數	
(In HK\$'000)	股份溢價	其他貸款	股債券	股東權益	總額
At 1 January 2002	2,065,574	665,075	66,000	170,764	2,967,413
Net cash inflows/(outflows)					
from financing	348,206	(280,779)	(66,000)	103,707	105,134
Acquisition of subsidiaries	140,400	2,827	-	(43,679)	99,548
Sale of subsidiaries	-	-	-	(9,716)	(9,716)
Share of loss	-	-	-	(10,782)	(10,782)
Share of reserves	-	-	-	(1,603)	(1,603)
At 1 January 2003	2,554,180	387,123	-	208,691	3,149,994
Net cash inflows/(outflows)					
from financing	-	146,847	-	(14,224)	132,623
Acquisition of subsidiaries	-	-	-	(66,512)	(66,512)
Waiver of loan	-	-	-	(15,600)	(15,600)
Sale of subsidiaries	-	-	-	2,490	2,490
Share of loss	-	-	-	(20,236)	(20,236)
Share of reserves	-	-	-	317	317
Exchange differences	-	(1,262)	-	-	(1,262)
At 31 December 2003	2,554,180	532,708	-	94,926	3,181,814

## 28 Pledge of assets

At 31 December 2003, the Group pledged certain investment properties, completed properties held for sale and under development with carrying values of HK\$752,539,000 (2002: HK\$604,743,000) and bank balances of HK\$152,869,000 (2002: HK\$121,617,000) to secure bank loans, overdrafts and other loans granted to the Group.

## 27 綜合現金流量表附註 (續)

### (c) 年內融資變動分析

(以港幣千元為單位)

於二零零二年一月一日

融資之現金流入/(流出)

淨額

收購附屬公司

出售附屬公司

所佔虧損

所佔儲備

於二零零三年一月一日

融資之現金流入/(流出)

淨額

收購附屬公司

豁免之貸款

出售附屬公司

所佔虧損

所佔儲備

匯兌差額

於二零零三年十二月三十一日

## 28 資產抵押

於二零零三年十二月三十一日，本集團已抵押面值港幣752,539,000元(二零零二年：港幣604,743,000元)之若干投資物業、待出售已完成之物業及發展中物業以及銀行結餘港幣152,869,000元(二零零二年：港幣121,617,000元)作為銀行貸款、透支及其他貸款之抵押。

## 29 Contingent liabilities

At 31 December 2003, the Company issued guarantees to the extent of HK\$329,496,000 (2002: HK\$271,378,000). HK\$320,392,000 (2002: HK\$202,791,000) was utilised in respect of bank and other borrowings granted to its subsidiaries and HK\$676,000 (2002: HK\$1,470,000) was utilised in respect of the lease of fixed assets taken up by a subsidiary.

Management anticipates that no material liabilities will arise from the above bank and other guarantees which arose in the ordinary course of business.

## 30 Commitments

### (a) Capital commitments

(In HK\$'000)	Group	
	2003	2002
Contracted but not provided for		
– Investment in equity securities	9,365	9,423
– Purchase of property, plant and equipment	100,138	9,203
– Purchase of land	262,165	263,417
Authorised but not contracted for		
– Purchase of property, plant and equipment	11,438	–
	<b>383,106</b>	<b>282,043</b>

The Company did not have any capital commitments at 31 December 2003.

## 29 或然負債

於二零零三年十二月三十一日，本公司所作出之擔保合共港幣329,496,000元（二零零二年：港幣271,378,000元），其中就授予附屬公司之銀行及其他貸款已動用港幣320,392,000元（二零零二年：港幣202,791,000元）及港幣676,000元（二零零二年：港幣1,470,000元）用於一間附屬公司之固定資產租賃。

管理層預期，上述於日常業務過程中產生之銀行及其他擔保將不會帶來任何重大負債。

## 30 承擔

### (a) 資本承擔

(以港幣千元為單位)
已簽約但未撥備
– 投資股本證券
– 收購物業、廠房及設備
– 購置土地
已授權但未簽約
– 收購物業、廠房及設備

於二零零三年十二月三十一日，本公司並無任何資本承擔。

**30 Commitments (continued)****(b) Commitments under operating leases**

At 31 December 2003, the Group had future aggregate minimum lease payments under non-cancellable operating leases as follows:

Group (In HK\$'000)	Land and buildings 土地及樓宇		Others 其他		Total 總額	
	2003	2002	2003	2002	2003	2002
Not later than one year	3,000	6,204	88	192	3,088	6,396
Later than one year and not later than five years	4,330	1,013	-	106	4,330	1,119
	<u>7,330</u>	<u>7,217</u>	<u>88</u>	<u>298</u>	<u>7,418</u>	<u>7,515</u>

The Company did not have any commitments under operating leases at 31 December 2003.

**(c) Future minimum rental payments receivable**

At 31 December 2003, the Group and the Company had future minimum rental payments receivable under non-cancellable leases in respect of land and buildings as follows:

(In HK\$'000)	Group 本集團	
	2003	2002
Not later than one year	11,743	12,085
Later than one year and not later than five years	8,325	9,632
	<u>20,068</u>	<u>21,717</u>

The Group's operating leases are for terms ranging from one to six years.

The Company did not have any future minimum rental payments receivable commitments at 31 December 2003.

**30 承擔 (續)****(b) 經營租賃承擔**

於二零零三年十二月三十一日，本集團根據不可撤銷經營租賃而須於未來支付之最低租賃付款總額如下：

**本集團**

(以港幣千元為單位)

第一年內

第二至第五年內

於二零零三年十二月三十一日，本公司並無任何經營租賃承擔。

**(c) 未來最低應收租金款項**

於二零零三年十二月三十一日，本集團及本公司根據有關土地及樓宇之不可撤銷租賃之未來最低應收租金款項如下：

(以港幣千元為單位)

第一年內

第二至第五年內

本集團之經營租賃期限由一年至六年不等。

於二零零三年十二月三十一日，本公司並無任何未來最低應收租金款項。

### 31 Related party transactions

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

- (a) On 19 April 2002, Vision Business Park (TH) Limited (“Vision Business”), a wholly-owned subsidiary of the Company, and Beijing Tsinghua Science Park Construction Co. Ltd. (“Tsinghua”), entered into a conditional joint venture agreement (“JV Agreement”) for establishment of Vision Huaqing (Beijing) Development Co. Ltd. (“Vision Huaqing”) as a sino-foreign joint venture company. Pursuant to the JV Agreement, Vision Business and Tsinghua agreed to establish Vision Huaqing in China for a term of 50 years from the date of the business licence of Vision Huaqing to engage in developing, managing and operating a business park and other related business park services mainly for companies engaged in technology related businesses. The first development project of Vision Huaqing will be Plot B14 located within Phase 2 of Tsinghua Science Park. Vision Huaqing is 60% and 40% owned by Vision Business and Tsinghua respectively. The total investment of Vision Huaqing under the JV Agreement was up to RMB390 million (equivalent to approximately HK\$367 million), including the registered capital of RMB130 million (equivalent to approximately HK\$122 million).

### 31 有關連人士交易

年內，本集團與有關連人士訂立之交易如下：

- (a) 於二零零二年四月十九日，本公司之全資附屬公司 Vision Business Park (TH) Limited (「Vision Business」) 與北京清華科技園建設股份有限公司 (「清華」) 訂立下列一項有條件合營合同 (「合營合同」)，藉以成立一家名為威新華清 (北京) 置業發展有限公司 (「威新華清」) 之中外合營企業，根據合營合同，Vision Business 及清華同意在中國成立威新華清，為期自威新華清獲發營業執照之日起計 50 年，以從事開發、管理及經營商業園及提供其他有關商業園的服務，主要對象為從事科技相關業務之公司。威新華清之首個發展項目將會是位於清華科技園二期之 B14 地塊。威新華清分別由 Vision Business 及清華各持有 60% 及 40% 權益。威新華清在合營合同項下之總投資最高金額將為人民幣 390,000,000 元 (相等於約港幣 367,000,000 元)，包括註冊資本人民幣 130,000,000 元 (相等於約港幣 122,000,000 元)。

### 31 Related party transactions (continued)

Vision Business and Tsinghua also entered into a land development agreement for Plot B14 simultaneously with the JV Agreement. Tsinghua was responsible for the resettlement and site clearance of Plot B14 by 30 June 2002 or such other dates mutually agreed by both parties. Vision Business should procure Vision Huaqing to pay to Tsinghua the land development fee (including the costs for resettlement, site clearance and levelling and infrastructure such as connection of basic utilities), incurred by Tsinghua which was approximately RMB134 million (equivalent to approximately HK\$126 million).

On 14 July 2003, Vision Business and Vision Huaqing entered into a supplemental JV agreement ("Supplemental JV Agreement") and a supplemental land development agreement ("Supplemental Land Development Agreement"), respectively with Tsinghua. Pursuant to the Supplemental JV Agreement, the shareholders' loans to be provided by Vision Business and Tsinghua were reduced to RMB30 million (equivalent to approximately HK\$28 million) and RMB20 million (equivalent to approximately HK\$19 million) respectively. Pursuant to the Supplemental Land Development Agreement, the resettlement and site clearance of Plot B14 was postponed to 30 January 2003 and the land payment installments to Tsinghua were deferred. The completion date of the project was also postponed as mutually agreed by both parties.

### 31 有關連人士交易（續）

除合營合同外，Vision Business亦同時與清華訂立一項有關B14地塊之地塊開發合同。清華負責在二零零二年六月三十日或經訂約方互相協定之其他日期前完成B14地塊之拆遷及安置。Vision Business應促使威新華清向清華支付土地開發費約為人民幣134,000,000元（相等於約港幣126,000,000元），以供清華進行拆遷、安置、地盤平整及基建（如接駁基本公用設施）之用。

於二零零三年七月十四日，Vision Business及威新華清分別與清華訂立合營補充合同（「合營補充合同」）及地塊開發補充合同（「地塊開發補充合同」）。根據合營補充合同Vision Business及清華以股東貸款方式分別減至人民幣30,000,000元（相等於約港幣28,000,000元）及人民幣20,000,000元（相等於約港幣19,000,000元）。根據地塊開發補充合同，拆遷及安置B14地塊延遲至二零零三年一月三十日，而支付予清華之土地款項則予以遞延。有關項目之完工日期亦至經訂約雙方互相協定後予以押後。

**31 Related party transactions (continued)**

(b) On 7 May 2003, Vision Business Park Marketing Services Ltd. (“VBPMS”), a wholly-owned subsidiary of the Company, entered into a marketing agency agreement (the “Marketing Agency Agreement”) with Ascendas Services Pte Ltd. (“Ascendas Services”). Ascendas Services is an indirect wholly-owned subsidiary of Ascendas Pte Limited which indirectly holds approximately 50% of Vision Century Limited, the controlling shareholder of the Company. Pursuant to the Marketing Agency Agreement, Ascendas Services agreed to provide non-exclusive marketing agency services to VBPMS in respect of the marketing and solicitation for customers both inside and outside China for the units in the business parks built by the Company and its subsidiaries in China for a term of 36 months from the date of the Marketing Agency Agreement. During the period, no fee has been charged to VBPMS.

(c) Following the acquisition of the entire issued share capital of CyberCity Investments Limited (“CCI”), from CyberCity Holdings Limited (“CCH”) on 28 May 2002, the Company has entered into various connected transactions involving CCI and its subsidiaries as follows:

*(1) Transactions with Shenzhen Cursor**Software Technology Co. Ltd.*

(“SCST”)

SCST, a company incorporated in China, is owned as to 85.75% by Mr. Larry Chen, a director of a subsidiary of the Company called CC-Edu Holdings Limited.

**31 有關連人士交易（續）**

(b) 於二零零三年五月七日，本公司之全資附屬公司威新市場推廣服務有限公司（「威新市場推廣服務」）與 Ascendas Services Pte Ltd.（「Ascendas Services」）訂立招商代理協議書。Ascendas Services 為騰飛私人有限公司（間接持有 Vision Century Limited 約 50% 權益之本公司控股股東）之間接全資附屬公司。根據招商代理協議書，Ascendas Services 同意向威新市場推廣服務提供非獨家市場推廣代理服務，為本公司及其中國附屬公司所建之商業園內之單位於國內及國外進行市場推廣及客戶招商服務，自招商代理協議書訂立日期起計為期 36 個月。於期內，並無向威新市場推廣服務收取費用。

(c) 本公司於二零零二年五月二十八日向賽博控股有限公司（「賽博控股」）購入 CyberCity Investments Limited（「CCI」）全部已發行股本後，本公司曾訂立涉及 CCI 及其附屬公司之多項關連交易如下：

*(1) 與深圳市智慧源軟件技術有限公司（「深圳市智慧源」）進行之交易*

深圳市智慧源為一家於中國註冊成立之公司，並由本公司之附屬公司 CC-Edu Holdings Limited 之董事 Larry Chen 先生擁有 85.75% 權益。

**31 Related party transactions (continued)***(1) Transactions with Shenzhen Cursor**Software Technology Co. Ltd.**("SCST") (continued)*

- (i) the agency agreement and supplemental agreement dated 7 December 2001 and 25 September 2002 respectively between CyberCity Cursor Media Co. Ltd. ("CCCM") and SCST, of which no fee was charged to SCST during the year (2002: nil);
- (ii) the technical support agreement dated 13 October 2001 between CCCM and SCST, of which HK\$73,000 was charged to SCST during the year (2002: HK\$85,000); and
- (iii) the co-operative agreement dated 13 October 2001 between CCCM and SCST, of which HK\$87,000 was charged to SCST during the year (2002: HK\$979,000).

**31 有關連人士交易 (續)***(1) 與深圳市智慧源軟件技術有限公司 (「深圳市智慧源」) 進行之交易 (續)*

- (i) 賽博智慧源信息技術(深圳)有限公司(「賽博智慧源」)與深圳市智慧源分別於二零零一年十二月七日及二零零二年九月二十五日訂立之代理協議書及補充協議，據此，於年內並無向深圳市智慧源收取任何款項(二零零二年：無)；
- (ii) 賽博智慧源與深圳市智慧源於二零零一年十月十三日訂立之技術支援協議書，據此，於年內向深圳市智慧源收取港幣73,000元(二零零二年：港幣85,000元)；及
- (iii) 賽博智慧源與深圳市智慧源於二零零一年十月十三日訂立之合作協議書，據此，於年內向深圳市智慧源收取港幣87,000元(二零零二年：港幣979,000元)。



**31 Related party transactions (continued)***(2) Transaction with Shareholder of XiaoDong Global Technology Co. Ltd. ("XDT")*

XDT, a company incorporated in China and is beneficially owned as to 33% by Dr. Jiang Xiaoming, Simon, a then director of the Company, and 34% by Mr. Zhai Pu, a then director of various subsidiaries of the Company, and 33% by Mr. Yang Zhaohui, a director of CyberCity Investments (SZ) Ltd., a subsidiary of the Company. Therefore, Dr. Jiang Xiaoming, Simon, Mr. Zhai Pu and Mr. Yang Zhaohui (together called "Shareholders of XDT") are connected persons to the Group. The transactions with the Shareholders of XDT were entered into prior to the acquisition which was a loan agreement of HK\$6,417,000 dated 6 December 2001 made amongst Campusall Company Limited and the Shareholders of XDT.

Interest income of HK\$447,000 in respect of the loan as mentioned above was receivable from the Shareholders of XDT during the year (2002: HK\$267,000).

**31 有關連人士交易 (續)***(2) 與北京曉東環宇科技有限公司 (「曉東科技」) 股東進行之交易*

曉東科技是一間於中國註冊成立之公司，由蔣小明博士(本公司當時董事)實益擁有33%權益、翟普先生(本公司多間附屬公司之當時董事)實益擁有34%權益及楊朝暉先生(本公司一間附屬公司賽合投資諮詢(深圳)有限公司之董事)實益擁有33%權益。因此，蔣小明博士、翟普先生及楊朝暉先生(統稱「曉東科技股東」)均為本集團之關連人士。本集團與曉東科技股東進行之交易乃於收購事項進行前訂立，即 Campusall Company Limited與曉東科技股東於二零零一年十二月六日訂立港幣6,417,000元之貸款協議。

於年內，可就上述貸款向曉東科技股東收取港幣447,000元(二零零二年：港幣267,000元)之利息收益。

## 31 Related party transactions (continued)

(3) *Transaction with Shareholders of SZ Nova Science Technology Development Co. Ltd. (“SZ Nova”)*

SZ Nova is owned as to 90% by Dr. Jiang Xiaoming, Simon, a then director of the Company, and 10% by Mr. Chen Shulin, a director and shareholder of Nova Network Holdings Ltd. (“Nova”). Therefore, Dr. Jiang Xiaoming, Simon, Mr. Chen Shulin (together called “Shareholders of SZ Nova”) and SZ Nova are connected persons to the Group. The transaction with the Shareholders of SZ Nova which was a loan agreement of HK\$4,396,000 dated 11 December 2001 made amongst Jubilee Success Limited and the Shareholders of SZ Nova.

Interest income of HK\$306,000 (2002: HK\$183,000) in respect of the loan as mentioned above was receivable from the Shareholders of SZ Nova during the year.

## 31 有關連人士交易（續）

(3) *與深圳市南凌科技發展有限公司（「深圳市南凌」）股東進行之交易*

深圳市南凌由蔣小明博士（本公司當時董事）擁有90%權益及陳樹林先生（Nova Network Holdings Ltd.（「南凌」）之董事兼股東）擁有10%權益。因此，蔣小明博士、陳樹林先生（統稱「深圳市南凌股東」）及深圳市南凌均為本集團之關連人士。本集團與深圳市南凌股東進行之交易，即深圳市南凌股東與 Jubilee Success Limited 於二零零一年十二月十一日訂立港幣4,396,000元之貸款協議。

於年內，可就上述貸款向深圳市南凌股東收取港幣306,000元（二零零二年：港幣183,000元）之利息收益。

**31 Related party transactions (continued)***(4) Transactions with Nova and its subsidiaries (“Nova Group”)*

Nova is beneficially owned as to 90% by CCI and 8.1% by Mr. Chen Shulin, a director of Nova and 1.9% by independent parties not connected with any director, chief executive or substantial shareholder of the Company or its subsidiaries or any of their respective associates. Nova Network Ltd. (“Nova HK”) and Century Nova Cyber Technology (Shenzhen) Co., Ltd. (“Nova Cyber”) are wholly-owned subsidiaries of Nova. Details of transactions with Nova Group are set out as follows:

- (i) A guarantee of HK\$7,492,000 (2002: HK\$7,539,000) provided to Nova Cyber by the Company as at 31 December 2003, of which a guarantee fee of HK\$375,000 (2002: HK\$108,000) was charged to Nova Cyber during the year.
- (ii) A loan of HK\$6,445,000 (2002: HK\$4,569,000) provided to Nova by the Company as at 31 December 2003, of which interest income of HK\$415,000 (2002: HK\$110,000) was charged to Nova during the year.

**31 有關連人士交易 (續)***(4) 與南凌及其附屬公司 (「南凌集團」) 進行之交易*

南凌由CCI實益擁有90%權益及陳樹林先生(南凌董事)實益擁有8.1%權益及獨立人士(與本公司或其附屬公司之董事、主要管理人員或主要股東或彼等各自之聯繫人概無關連)實益擁有1.9%權益。Nova Network Ltd.(「南凌香港」)與世紀南凌數碼科技(深圳)有限公司(「世紀南凌」)均為南凌之全資附屬公司。本集團與南凌集團之交易詳情如下：

- (i) 本公司於二零零三年十二月三十一日向世紀南凌提供港幣7,492,000元(二零零二年：港幣7,539,000元)之擔保，就此，本公司於年內向世紀南凌收取港幣375,000元(二零零二年：港幣108,000元)之擔保費。
- (ii) 本公司於二零零三年十二月三十一日向南凌提供港幣6,445,000元(二零零二年：港幣4,569,000元)之貸款，就此，本公司於年內向南凌收取港幣415,000元(二零零二年：港幣110,000元)之利息收入。

**31 Related party transactions (continued)***(4) Transactions with Nova and its subsidiaries (“Nova Group”) (continued)*

- (iii) A corporate guarantee of HK\$711,000 (2002: HK\$1,470,000) provided to Nova HK by the Company as at 31 December 2003, of which a guarantee fee of HK\$27,000 (2002: HK\$9,000) was charged to Nova HK during the year.
- (iv) On 7 May 2003, Nova Cyber and SZ Nova entered into a co-operative agreement (the “Co-operative Agreement”), pursuant to which both parties cooperate to provide integrated enterprise networking services to customers in certain cities in China for an initial term of 3 years and, upon expiration, will be renewable automatically annually for one year under the same terms. Nova Cyber will share its 50% of commission fee collected from customers with SZ Nova. During the year, no commission fee was receivable from SZ Nova.

**31 有關連人士交易（續）***(4) 與南凌及其附屬公司（「南凌集團」）進行之交易（續）*

- (iii) 本公司於二零零三年十二月三十一日向南凌香港提供港幣711,000元（二零零二年：港幣1,470,000元）之公司擔保，就此，本公司於年內向南凌香港收取港幣27,000元（二零零二年：港幣9,000元）之擔保費。
- (iv) 於二零零三年五月七日，世紀南凌與深圳市南凌訂立一項合作協議書（「合作協議書」），據此，訂約雙方合作向中國若干城市之客戶提供綜合企業網絡服務，為期3年，而合作協議書將於期滿後按相同條款每年自動續約一年。世紀南凌將與深圳市南凌分享其向客戶收取之佣金之50%。本公司於年內並無應收深圳市南凌之佣金。

**31 Related party transactions (continued)**

- (4) *Transactions with Nova and its subsidiaries (“Nova Group”)* (continued)
- (v) On 7 May 2003, Nova Cyber and SZ Nova entered into a marketing arrangement agreement (the “Marketing Arrangement Agreement”) simultaneously with the Co-operative Agreement. Pursuant to the Marketing Arrangement Agreement, Nova Cyber agreed to provide exclusive business development support and sales marketing services of system integration solutions to SZ Nova for an initial term of 3 years and, upon expiration, will be renewable automatically every three years under the same terms. Nova Cyber will be entitled to 7% of the revenue recognised from system integration projects introduced by Nova Cyber to SZ Nova. During the year, a service fee of HK\$452,000 was charged to SZ Nova.
- (d) On 8 October 2001, Vision Century Real Estate Development (Dalian) Co. Ltd. (“VC Dalian”), a wholly-owned subsidiary of the Company, entered into a project supervision agreement (the “PS Agreement”) with JTC International Consultants (Suzhou) Co. Ltd. (“JTCI (Suzhou)”) whereby JTCI (Suzhou) agreed to provide certain project supervision and consultancy services relating to a development project of a property located at Xinglin Street, ZhongShan District, Dalian, Liaoning Province, China (the “Dalian Project”) during a 36-month period, for a consultancy fee of RMB1,900,000 (approximately HK\$1,792,000). If the actual supervision period is longer than 36 months, JTCI (Suzhou) will receive an additional consultancy fee for any additional services which will be calculated on the basis of time spent or may be mutually agreed between the parties as stipulated under the PS Agreement subject to a maximum cap of RMB500,000 (approximately HK\$472,000).

**31 有關連人士交易 (續)**

- (4) 與南凌及其附屬公司(「南凌集團」)進行之交易(續)
- (v) 於二零零三年五月七日，世紀南凌與深圳市南凌於簽訂合作協議書同時訂立銷售協議書(「銷售協議書」)。根據銷售協議書，世紀南凌同意向深圳市南凌提供有關系統集成方案之獨家業務開發支援及銷售市場推廣服務，為期3年，而銷售協議書將於期滿後按相同條款每次自動續約3年。世紀南凌將有權獲得其向深圳市南凌引薦之系統集成項目所確認收益之7%。本公司於年內向深圳市南凌收取港幣452,000元之服務費。
- (d) 於二零零一年十月八日，本公司全資附屬公司威新房地產發展(大連)有限公司(「威新大連」)與裕廊國際顧問(蘇州)有限公司(「裕廊國際(蘇州)」)訂立一項項目監管協議(「項目監管協議」)，據此，裕廊國際(蘇州)同意於36個月期間就一項位於中國遼寧省大連中山區杏林街之物業發展項目(「大連項目」)提供若干項目監管及顧問服務，顧問費用為人民幣1,900,000元(約港幣1,792,000元)。倘實際監管期超過36個月，裕廊國際(蘇州)將可就任何額外服務收取額外顧問費，額外顧問費根據項目監管協議規定按所用時間或各訂約方均同意之基準計算，最高上限為人民幣500,000元(約港幣472,000元)。

## 31 Related party transactions (continued)

Besides, VC Dalian and JTCI (Suzhou) also entered into a M&E Agreement (the "M&E Agreement") whereby JTCI (Suzhou) agreed to provide certain mechanical and electrical consultancy service relating to the Dalian Project for a consultancy fee of RMB1,100,000 (approximately HK\$1,038,000). JTCI (Suzhou) is indirectly wholly-owned by JTC Corporation, a statutory board incorporated in Republic of Singapore and wholly-owned by the government of Singapore. JTC Consultancy Services Holding Pte Ltd., a wholly-owned subsidiary of JTC Corporation, is running the operation of JTCI (Suzhou). JTC Corporation, through its wholly-owned subsidiary Ascendas Land International Pte Limited, indirectly owns 100% of Riverbook Group Limited, which in turn holds 50% of Vision Century Limited.

## 32 Ultimate holding company

The directors regard Vision Century Limited, a company incorporated in the British Virgin Islands, as being the ultimate holding company.

## 33 Approval of financial statements

The financial statements were approved by the board of directors on 16 March 2004.

## 31 有關連人士交易 (續)

此外，威新大連及裕廊國際(蘇州)亦訂立一項機電協議(「機電協議」)，據此，裕廊國際(蘇州)同意就大連項目提供若干機電顧問服務，顧問費用為人民幣1,100,000元(約港幣1,038,000元)。裕廊國際(蘇州)由裕廊集團間接全資擁有。裕廊集團乃於新加坡共和國註冊成立之法定委員會，並由新加坡政府全資擁有。裕廊集團全資附屬公司JTC Consultancy Services Holding Pte Ltd.負責經營裕廊國際(蘇州)。裕廊集團透過其全資附屬公司Ascendas Land International Pte Limited間接擁有Riverbook Group Limited全部權益，Riverbook Group Limited則持有Vision Century Limited 50%權益。

## 32 最終控股公司

董事認為本公司之最終控股公司為在英屬處女群島註冊成立之公司Vision Century Limited。

## 33 通過財務報告

本年度財務報告已於二零零四年三月十六日由董事局通過。