

# Notes on the financial statements

## 財務報表附註

### 1 Significant accounting policies

#### (a) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (which include all applicable Statements of Standard Accounting Practice and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants, accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("the Stock Exchange"). A summary of the significant accounting policies adopted by the Group is set out below.

#### (b) Basis of preparation of the financial statements

The measurement basis used in the preparation of the financial statements is historical cost.

#### (c) Basis of consolidation

The consolidated financial statements include the financial statements of the Company and all of its subsidiaries made up to 31 December of each year. All material intra-group transactions and balances are eliminated on consolidation.

#### (d) Investments in subsidiaries

A subsidiary is an enterprise controlled by the Company. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an enterprise so as to obtain benefits from its activities.

An investment in a controlled subsidiary is consolidated into the consolidated financial statements, unless it is acquired and held exclusively with a view to subsequent disposal in the near future or operates under severe long-term restrictions which significantly impair its ability to transfer funds to the Group, in which case, it is stated in the consolidated balance sheet at fair value with changes in fair value recognised in the consolidated income statement as they arise.

Intra-group balances and transactions, and any unrealised profits arising from intra-group transactions, are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

### 1 主要會計政策

#### (a) 遵例聲明

本財務報表乃根據香港會計師公會頒佈之所有適用的香港財務報告準則(包括所有適用的會計實務準則及詮釋)、香港公認會計原則及香港公司條例的披露規定而編製。本財務報表亦已遵照香港聯合交易所有限公司(「聯交所」)證券上市規則的適用披露規定。集團採用的主要會計政策概要如下。

#### (b) 編製財務報表之基準

本財務報表是以歷史成本作為編製基準。

#### (c) 綜合基準

附屬公司截至每年十二月三十一日止之財務報表。集團內所有重大交易及結餘已於綜合賬目時抵銷。

#### (d) 附屬公司投資

附屬公司是指受到本公司控制之企業。控制是指公司有權直接或間接監督一間企業之財務及經營政策，從而在該企業之業務中獲益。

在受控制的附屬公司之投資將併入綜合財務報表內，除非所購入及持有的附屬公司權益會在不久將來出售，或該公司的運作長期受到嚴重限制，以至嚴重影響其將資金轉移至集團之能力。倘有此事，則該投資會按公平值記入綜合資產負債表。公平值之變動於產生時在綜合收入報表內確認。

集團內公司間之結存及交易，及集團內公司間之交易所產生之任何未變現盈利，將於編製綜合財務報表時予以全面抵銷。集團內公司間之交易所產生之未變現虧損按與未變現盈利相同之方式抵銷，惟在某程度沒有證明未變現虧損須並非由減值所產生。

#### **(d) Investments in subsidiaries** (continued)

Minority interests at the balance sheet date, being the portion of the net assets of subsidiaries attributable to equity interests that are not owned by the Company, whether directly or indirectly through subsidiaries, are presented in the consolidated balance sheet separately from liabilities and the shareholders' equity. Minority interests in the results of the Group for the year are also separately presented in the consolidated income statement.

In the Company's balance sheet, an investment in a subsidiary is stated at cost less any impairment losses (see note 1(k)), unless it is acquired and held exclusively with a view to subsequent disposal in the near future or operates under severe long-term restrictions which significantly impair its ability to transfer funds to the Company.

#### **(e) Interest in associate**

An associate is an entity in which the Group has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

An investment in an associate is accounted for in the consolidated financial statements under the equity method and is initially recorded at cost and adjusted thereafter for the post acquisition change in the Group's share of the associate's net assets, unless it is acquired and held exclusively with a view to subsequent disposal in the near future or operates under severe long-term restrictions that significantly impair its ability to transfer funds to the investor, in which case it is stated at fair value with changes in fair value recognised in the consolidated income statement as they arise. The consolidated income statement reflects the Group's share of the post-acquisition results of the associate for the year, including any amortisation of positive goodwill charged during the year in accordance with note 1(f).

Unrealised profits and losses resulting from transactions between the Group and its associate are eliminated to the extent of the Group's interest in the associate, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in the income statement.

#### **(f) Goodwill**

Positive goodwill arising on consolidation represents the excess of the cost of the acquisition over the Group's share of the fair value of the identifiable assets and liabilities acquired. In respect of acquisitions of controlled subsidiaries and associates, positive goodwill is amortised to the consolidated income statement on a straight-line basis over its estimated useful life. Positive goodwill is stated in the consolidated balance sheet at cost less any accumulated amortisation and any impairment losses (see note 1(k)).

#### **(d) 附屬公司投資(續)**

於結算日之少數股東權益，即並非由本公司(不論直接或間接)透過附屬公司擁有之股份權益應佔之附屬公司資產淨值部份，均於綜合資產負債表內與負債及股東權益分開呈列。本年度集團業績內之少數股東權益亦於綜合收入報表內分開呈列。

本公司資產負債表內的附屬公司投資乃按成本減任何減值損失(見附註1(k))列賬，除非所購入及持有附屬公司權益會在不久將來出售，或該公司的運作長期受到嚴重限制，以至嚴重影響其將資金轉移至本公司之能力。

#### **(e) 聯營公司權益**

聯營公司是指集團可以對該公司管理層產生相當大的影響，包括參與財務及經營決策，但不是控制或共同控制其管理層的公司。

聯營公司之投資是按權益法列入綜合財務報表，並先以成本入賬，其後集團佔該聯營公司有關資產在收購後的變動作出調整，但若所購入及持有該聯營公司權益會在不久將來出售，或該公司的運作長期受到嚴重限制，以至嚴重影響其將資金轉移至投資者的能力，集團則就在此等公司之投資額按公平價值在綜合收入報表列賬，而公平價值之變動則於出現時在綜合收入報表內確認。而集團所佔聯營公司於收購後的年度業績則於綜合收入報表反映，包括年內根據附註1(f)所支銷的正商譽攤銷。

集團與各聯營公司之間交易所產生的未變現損益會按集團在聯營公司所佔的權益比率抵銷，但假如未變現虧損是由轉讓已減值資產而產生，則這些未變現虧損會即時在收入報表確認。

#### **(f) 商譽**

在合併公司權益時產生的正商譽，是指收購該等附屬公司的成本超出集團佔所收購可確定資產及債務的公平價值之差額。就收購受控制的附屬公司及聯營公司而言，正商譽乃以直線法按估計可用經濟壽命，於綜合收入報表內攤銷。正商譽按成本減任何累積攤銷及任何減值損失，於綜合資產負債表內列賬(見附註1(k))。

## 1 Significant accounting policies (continued)

### (g) Fixed assets

Fixed assets are stated in the balance sheet at cost less accumulated depreciation (see note 1(h)) and any impairment losses (see note 1(k)).

Subsequent expenditure relating to a fixed asset that has already been recognised is added to the carrying amount of the asset when it is probable that future economic benefits, in excess of the originally assessed standard of performance of the existing asset, will flow to the Group. All other subsequent expenditure is recognised as an expense in the period in which it is incurred.

Gains or losses arising from the retirement or disposal of a fixed asset are determined as the difference between the estimated net disposal proceeds and the carrying amount of the asset and are recognised in the income statement on the date of retirement or disposal.

### (h) Depreciation

Depreciation is calculated to write off the cost of fixed assets on a straight-line basis over their estimated useful lives as follows:

Audio and visual equipment	5 - 7 years
Hardware and software	5 years
Furniture and fixtures	7 years
Motor vehicles	5 years

No depreciation is provided in respect of audio and visual equipment under installation until substantially all the activities necessary to prepare the assets for its intended use are complete and they are ready for intended use.

### (i) Programming library

(i) Programming library consists of commissioned programming and contracted programming cost in respect of programming rights of presentation. Expenditure on commissioned and contracted programme is charged to the income statement on a straight line basis over the licence period. Programming library is stated at cost less any impairment losses (see note 1(k)).

(ii) Costs of programmes produced in-house are written off in the period in which they are incurred.

## 1 主要會計政策 (續)

### (g) 固定資產

固定資產乃按原值減累積折舊(見附註1(h))及資產減值損失(見附註1(k))計入資產負債表內。

如果現有固定資產的期後開支可以令該項資產為企業帶來較原先估計更多的經濟效益，則現有固定資產的期後開支便會計入該項資產的賬面值。所有其他期後開支則會在產生期間確認為開支。

固定資產在報廢或出售時所產生的損益，以出售所得估計淨收入與資產的賬面值之間的差額釐定，並於報廢或出售日在收入報表內確認為收入或費用。

### (h) 折舊

折舊乃按照固定資產的估計可用年限(如下)以直線法撇銷其原值：

影音設備	5至7年
硬件及軟件	5年
傢俬及裝置	7年
汽車	5年

集團不會對正在安裝之固定資產作出折舊撥備，直至為使用資產而作出之籌備工作均已大致完成，而且資產已可投入擬定用途運作。

### (i) 節目庫

(i) 節目庫包括涉及節目播映權的特約節目與外判節目成本。特約節目與外判節目的開支以直線法按特許期在收入報表內支銷。節目庫乃以成本減去減值損失後列賬(見附註1(k))。

(ii) 內部製作的節目成本於出現的期間內撇銷。

## (j) Media assets

Media assets comprise the following intangible assets:

- advertising rights; and
- advertising display panels under construction.

Advertising rights represent the costs of acquiring operating rights for the placement of advertisements in advertising display panels in the PRC and include any directly attributable costs of bringing advertising display panels to their present condition and location for their intended use. Advertising rights are stated at cost less accumulated amortisation and any impairment losses (see note 1(k)).

Construction in progress includes the cost of construction and other direct costs attributable to the construction of advertising display panels. They are transferred to advertising rights when the construction is complete and the assets are exchanged for the exclusive rights to the advertising space on the advertising display panels.

Amortisation is calculated on a straight-line basis over 5-10 years, the agreed periods of use of the advertising rights and no amortisation is provided in respect of construction of advertising display panels in progress.

## (k) Impairment of assets

Internal and external sources of information are reviewed at each balance sheet date to identify indications that the following assets may be impaired or an impairment loss previously recognised no longer exists or may have decreased:

- fixed assets;
- media assets;
- investments in subsidiaries;
- interest in associate;
- positive goodwill; and
- programming library.

If any such indication exists, the asset's recoverable amount is estimated. An impairment loss is recognised in the income statement whenever the carrying amount of an asset exceeds its recoverable amount.

### (i) Calculation of recoverable amount

The recoverable amount of an asset is the greater of its net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

## (j) 媒體資產

媒體資產包括以下無形資產：

- 廣告權；及
- 在建廣告展示屏。

廣告權代表收購在中國之廣告展示屏上安放廣告之經營權之成本，當中亦包括使廣告展示屏達至現時狀態及運往現址以進行擬定用途時所涉及之任何直接應佔成本。廣告權乃以成本減去累積攤銷及減值損失後列賬（見附註1(k)）。

在建工程指興建在建廣告展示屏時所產生之興建開支及其他直接成本，會於工程完成後轉移至廣告權，而資產則用以交換廣告展示屏之廣告位之獨家權利。

攤銷乃以直線法分5至10年（使用廣告權之協定期限）計算，且不會為在建廣告展示屏作出攤銷。

## (k) 資產減值損失

集團於每個結算日檢討內外資訊來源，以查察下列資產有否出現減值，或之前所確認之減值虧損是否已不再存在或可能已經減少：

- 固定資產；
- 媒體資產；
- 附屬公司投資；
- 聯營公司權益；
- 正商譽；及
- 節目庫。

若有減值跡象顯示，集團將評估資產的可收回數額。倘資產的可收回數額低於賬面值，集團將於收入報表確認資產減值之損失。

### (i) 可收回數額之計算方法

資產可收回數額是出售淨值及使用值二者中之較高者。在評估使用值時，會使用除稅前折讓率將估計未來現金流量折讓至現值。該折讓率應是反映市場當時所評估的貨幣時間價值和該資產的獨有風險。當資產所產生的現金流入基本不獨立於其他資產所產生的現金流入，其可收回數額取決於可獨立地產生現金流入的最小資產組合（即一個現金生產單位）。

## 1 Significant accounting policies (continued)

### (k) Impairment of assets (continued)

#### (ii) Reversals of impairment losses

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is reversed only if the loss was caused by a specific external event of an exceptional nature that is not expected to recur, and the increase in recoverable amount relates clearly to the reversal of the effect of that specific event.

A reversal of impairment losses is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to the income statement in the year in which the reversals are recognised.

### (l) Revenue recognition

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

- (i) Income from multi-media sales is recognised when the related advertisements are telecasted or commercials appear before the public. Revenue is stated net of agency commission and rebate.
- (ii) Fee income from media sales management and administrative services is recognised when the related services are rendered.
- (iii) Signage production fee is recognised when the related services are rendered.
- (iv) Revenue from sale of merchandise is recognised when the merchandise is delivered at the customers' premises which is taken to be the point in time when the customer has accepted the merchandise and the related risks and rewards of ownership. Revenue is stated net of trade discounts.
- (v) Interest income from bank deposits is accrued on a time-apportioned basis by reference to the principal outstanding and the rate applicable.

### (m) Inventories

Inventories are carried at the lower of cost and net realisable value.

Cost is calculated using the first-in-first-out cost method and comprises all costs of purchase and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

## 1 主要會計政策 (續)

### (k) 資產減值損失 (續)

#### (ii) 資產減值損失之撥回

有關商譽以外的資產而言，倘據以釐定可收回數額的估計基準出現變動，則減值損失將會撥回。只有在預期性質特殊的指定外界事件產生的虧損不再出現，而可收回數額的增加明顯與該指定事件逆轉有關時，有關商譽的減值虧損方會撥回。

資產減值損失之撥回額不會超過資產之帳面價值在往年並無減值損失而釐定之資產賬面值。減值損失之撥回將於確認撥回之年度內在收入報表列賬。

### (l) 收入確認

收入是在經濟效益可能流入集團，及能可靠地計算該等收入與有關之成本(如適用)時，按以下方法於綜合收入報表內確認：

- (i) 來自媒體銷售之收入乃在有關廣告公開播放或推出時確認。所列出之收入已扣除代理佣金及回贈款額。
- (ii) 媒體銷售管理及行政服務之費用收入乃在提供有關服務時確認。
- (iii) 廣告板製作費乃在提供有關服務時確認。
- (iv) 來自商品銷售之收入乃在商品遞送至客戶時確認，即客戶接受商品及其擁有權之相關風險及回報之時刻。所列出之收入已扣除交易折扣款額。
- (v) 銀行存款所產生之利息收入乃參考未償還本金及適用利率以時間分配基準確認。

### (m) 存貨

存貨乃按成本或可變現淨值兩者中的較低者列賬。

成本乃按先進先出法計算，並包括所有購貨成本及其他將存貨保存於現時所在地點及保持現有狀況所涉及之成本。

可變現淨值是在日常業務過程中的估計售價減去完成銷售之預計所需成本後所得之數。

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories, arising from an increase in net realisable value, is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

#### **(n) Accounts receivable**

Accounts receivable are recognised and carried in the consolidated balance sheet net of provisions for doubtful debts which are made to the extent that the debts are considered to be doubtful by the Directors.

#### **(o) Cash equivalents**

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the cash flow statement.

#### **(p) Income tax**

- (i) Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Income tax is recognised in the income statement except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.
- (ii) Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.
- (iii) Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

Apart from certain limited exceptions, all deferred tax liabilities and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised.

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax assets and liabilities are not discounted.

The carrying amount of deferred tax asset is reviewed at each balance sheet date and is reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profit will be available.

在售出存貨後，將此等存貨之賬面值確認為支出的方法與期內確定相關收入之方法相同。將存貨之價值減至可變現淨值之數額和所有存貨虧損均在出現減值或虧損的期內確認為支出。基於可變現淨值增加而出現之存貨價值撥回或減少，將於出現該等撥回的期內確認為支出列賬，即確認為存貨價值之減少。

#### **(n) 應收賬款**

應收賬款經扣除呆賬準備後在綜合資產負債表內確認及列賬。呆賬準備只有在董事會認為出現呆賬時方會提撥。

#### **(o) 現金等價物**

現金及現金等價物包括銀行現金及流動現金、在銀行及其他財務機構的活期存款以及流動性極高的短期投資。這些投資可以在未經通知下即時轉換為已知數額的現金，而在價值變動方面的風險並不巨大，並在購入後3個月內到期。在編製現金流量表而言，須應要求償還並構成集團現金管理方面一部份的銀行透支亦列入現金及現金等價物的一個組成部份。

#### **(p) 所得稅**

- (i) 年內的所得稅包括本期稅項及遞延稅項資產及負債的變動。所得稅在收入報表確認，除非有關稅項是關於直接計入權益的項目，其時則會確認為權益。
- (ii) 本期稅項是指年內應課稅收入的預期應繳稅項，金額乃按結算日的有效或實際有效的稅率計算，並且就過往年度的應繳稅項作出調整。
- (iii) 在財務報告中之資產及負債的賬面值與其稅基之間出現可抵扣暫記差額及應課稅暫記差額時，可產生遞延稅項資產及負債。未使用之稅損及稅收抵免亦可產生遞延稅項資產。

除一些有限制的例外情況，所有遞延稅項負債及遞延稅項資產必須確認。惟可確認之遞延稅項資產，應以能抵銷資產之可能出現的未來應課稅溢利數額為限。

遞延稅項之數額乃根據資產或負債的賬面值變現或清償的預定模式，以於結算日已生效或實際有效之稅率計算。遞延稅項資產及負債均無須貼現。

遞延稅項資產之賬面值於每年結算日進行檢討，倘若認為可能並無足夠應課稅溢利以實現該等資產，則須將其賬面值相應削減。該削減數額可在有足夠應課稅溢利有可能出現時撥回。

## 1 Significant accounting policies (continued)

### (p) Income tax (continued)

(iv) Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities if, and only if, the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
  - the same taxable entity; or
  - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

### (q) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditures expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

## 1 主要會計政策 (續)

### (p) 所得稅 (續)

(iv) 本期稅項和遞延稅項結存，及其變動，均各自分開顯示及不會抵銷。本期稅項資產和遞延稅項資產只會集團有合法權利以本期稅項資產抵銷本期稅項負債，並且符合以下附帶條件的情況下才可以分別抵銷本期稅項負債和遞延稅項負債：

- 本期稅項資產和負債：集團計劃按淨額基準結算，或在實現資產的同時清償負債；或
- 遞延稅項資產和負債：這些資產和負債必須與同一稅務機關就以下其中一項徵收的所得稅有關：
  - 同一個應稅實體；或
  - 不同的應稅實體。這些實體計劃在預期有大額遞延稅項負債需要清償或遞延稅項資產可以收回的每個未來期間按淨額實現即期稅項資產和清償即期稅項負債或在實現資產的同時清償負債。

### (q) 準備及或然負債

當負債的限期或數額不確定，但集團有能因過去事項構成法定或推定義務而付出經濟利益以償責任，並能對此作可靠估計，此負債便確認為準備。倘若金錢之時間價值重大，準備乃以履行義務時預期所需支出之現值列賬。

倘不可能需要付出經濟利益，或不能對數額作可靠估計，除非付出的機會是極微，則此項責任會被披露為或然負債。除非付出的機會是極微，潛在義務的存在只會否發生一項或多項未來事件中獲肯定下以或然負債披露。

#### **(r) Operating leases**

Where the Group has the use of assets under operating leases, payments made under the leases are charged to the income statement in equal instalments over the accounting periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased asset.

#### **(s) Employee benefits**

(i) Salaries, annual bonuses, paid annual leave, leave passage and the cost to the Group of non-monetary benefits are accrued in the year in which the associated services are rendered by employees of the Group.

Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

(ii) Contributions to the Mandatory Provident Funds as required under the Hong Kong Mandatory Provident Fund Schemes Ordinance are recognised as an expense in the income statement as incurred.

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

#### **(t) Translation of foreign currencies**

Foreign currency transactions during the year are translated into Hong Kong dollars at the exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated into Hong Kong dollars at the exchange rates ruling at the balance sheet date. Exchange gains and losses are dealt with in the income statement.

The results of foreign enterprises are translated into Hong Kong dollars at the average exchange rates for the year; balance sheet items are translated into Hong Kong dollars at the rates of exchange ruling at the balance sheet date. The resulting exchange differences are dealt with as a movement in reserves.

#### **(u) Related parties**

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

#### **(r) 營業租賃**

假如集團透過經營租賃使用資產，則根據租賃作出的付款會在租賃期所涵蓋的會計期間內，以等額在損益表扣除，但如有其他基準能更清楚地反映租賃資產所產生的收益模式則除外。

#### **(s) 僱員福利**

(i) 年內因集團僱員提供相關服務而錄得薪金、全年花紅、有薪年假、度假旅費以及集團給予非金錢福利的成本。

倘若延期支付或清繳款項，而影響可屬重大，則有關金額會按現值列賬。

(ii) 根據香港強制性公積金計劃條例的規定向強積金計劃作出之供款將於供款時計入收入報表列作開支。

(iii) 集團授予僱員可以無償方式購入本公司股份的購股權時，於授出購股權日期不會確認僱員福利開支或責任。當購股權行使時，權益按所收到的款項增加。

#### **(t) 外幣兌換**

本年度內以外幣結算之交易按交易日之匯率換算為港元。以外幣為單位的貨幣性資產及負債則按結算日的匯率換算為港元。外幣兌換差額已於收入報表內處理。

外國企業的業績乃按年內的平均匯率換算為港元；資產負債表的項目按結算日的適用匯率換算為港元。匯兌差額列作儲備變動。

#### **(u) 有關連人士**

就本財務報表而言，如果集團有權直接或間接監控另一方人士或對另一方人士的財務及經營決策作出重要影響，或另一方人士有權直接或間接監控集團或對集團的財務及經營決策作出重要的影響，或集團與另一方人士均受制於共同的監控或共同的重要影響下，則被視為有關連人士。有關連人士可為個別人士或其他公司。

## 1 Significant accounting policies (continued)

### (v) Segment reporting

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

In accordance with the Group's internal financial reporting system, the Group has chosen geographical segment information as the primary reporting format and business segment information as the secondary reporting format for the purposes of these financial statements.

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

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

Unallocated items mainly comprise financial and corporate assets, interest-bearing borrowings, corporate expenses, finance expenses and minority interests.

## 2 Turnover

The Group is principally engaged in the provision of media sales and management services for MMOB business and the operation of media advertising management services through marketing advertising spaces on transit vehicle exteriors, shelters and outdoor signages.

Turnover represents income from media sales and management business, net of agency commission and rebate.

## 1 主要會計政策 (續)

### (v) 按個別單位分類匯報

個別單位是指集團內可劃分的單位，這些單位或負責提供產品或服務(業務單位)，或在特定之經濟環境(地區單位)提供產品或服務，而個別單位所承受之風險或所得之回報與其他單位不同。

根據集團之內部財務報告方式，集團選擇以地區分類資料作為本財務報表之主要匯報方式，並以業務分類資料為次要匯報方式。

個別單位之收入、支出、業績、資產及負債包括直接歸屬於該單位之項目和能以合理方式分配至該單位之項目。個別單位之收入、支出、資產及負債將於集團內公司間的結餘及交易因編製綜合賬而被抵銷釐定，除非此等集團內公司間的結餘及交易是來自單一個別單位內的集團企業。個別單位之間的價格按其他外界機構獲得之類似條款而制訂。

個別單位之資本支出是收購預期使用超過一段期間的單位資產(有形及無形資產)而於收購期內產生之總成本。

未經分配之項目主要包括財務及企業資產、計息借貸、企業支出、財務費用及少數股東權益。

## 2 營業額

集團主要從事為流動多媒體業務提供媒體銷售及管理服務，以及透過推銷客運車輛車身、候車亭及戶外廣告牌的廣告位經營媒體廣告管理服務。

營業額代表扣除代理佣金及回扣後，來自媒體銷售及管理業務的收入。

### 3 Other revenue

		2004 \$'000 港幣千元	2003 \$'000 港幣千元
Sales of merchandise	商品銷售	6,829	7,168
Interest income	利息收入	8,096	9,479
Sundry revenue	其他收入	1,170	336
		<b>16,095</b>	<b>16,983</b>

### 3 其他收益

	2004 \$'000 港幣千元	2003 \$'000 港幣千元
	6,829	7,168
	8,096	9,479
	1,170	336
	<b>16,095</b>	<b>16,983</b>

### 4 Profit/(loss) from ordinary activities before taxation

Profit/(loss) from ordinary activities before taxation is arrived at after charging:

		2004 \$'000 港幣千元	2003 \$'000 港幣千元
Amortisation of advertising rights	廣告權攤銷	6,924	1,198
Amortisation of positive goodwill	正商譽攤銷	1,695	1,774
Auditors' remuneration	核數師酬金	1,922	1,560
Contribution to defined contribution schemes	定額供款計劃之供款	820	918
Depreciation	折舊	27,288	23,590
Interest on bank loans wholly repayable within five years	銀行貸款及須於5年內悉數償還的貸款利息	1,348	1,437
Operating lease charges - land and buildings	營業租賃支出 - 土地及樓宇	2,670	2,276
Production, programming and marketing costs (included in other operating expenses)	製作、節目及推廣成本 (計入其他經營費用)	40,149	51,117

### 4 來自日常業務的除稅前盈利/(虧損)

來自日常業務的除稅前盈利/(虧損)已扣除：

	2004 \$'000 港幣千元	2003 \$'000 港幣千元
	6,924	1,198
	1,695	1,774
	1,922	1,560
	820	918
	27,288	23,590
	1,348	1,437
	2,670	2,276
	<b>40,149</b>	<b>51,117</b>

## 5 Income tax in the consolidated income statement

(a) Taxation in the consolidated income statement represents:

	本期稅項
<b>Current tax</b>	<b>本期稅項</b>
Provision for Hong Kong Profits Tax for current year	本年度香港利得稅撥備
(Over)/under-provision in respect of prior years	過往年度(超額撥備)/撥備不足
Provision for PRC income tax	中國所得稅撥備
<b>Deferred tax</b>	<b>遞延稅項</b>
Effect of increase in tax rate on deferred tax balances at 1 January	稅率增加對一月一日之遞延稅項結餘之影響
Reversal and origination of temporary differences	撥回及引起短暫時差
Share of associate's taxation	應佔聯營公司稅項
Income tax expense/(credit)	所得稅開支/(收入)

The provision for Hong Kong Profits Tax is calculated at the rate of 17.5% (2003: 17.5%) on the estimated assessable profits for the year. Taxation for the China Mainland subsidiaries is charged at the appropriate current rates for taxation ruling in The People's Republic of China ("PRC").

## 5 列於綜合收入報表內之所得稅

(a) 列於綜合收入報表內之稅項如下：

	2004 \$'000 港幣千元	2003 \$'000 港幣千元
<b>Current tax</b>		
Provision for Hong Kong Profits Tax for current year	3,582	3,051
(Over)/under-provision in respect of prior years	[2]	491
Provision for PRC income tax	735	1,871
	4,315	5,413
<b>Deferred tax</b>		
Effect of increase in tax rate on deferred tax balances at 1 January	-	1,491
Reversal and origination of temporary differences	(1,262)	(8,538)
	(1,262)	(7,047)
Share of associate's taxation	4,585	-
Income tax expense/(credit)	7,638	(1,634)

年內的香港利得稅撥備乃按照本年度估計應課稅盈利的17.5% (二零零三年：17.5%)計算。中國大陸附屬公司的稅項按照中華人民共和國現行的適用稅率計算。

(b) Reconciliation between tax expense/(credit) and accounting profit/(loss) at applicable tax rates:

(b) 按適用稅率之所得稅費用/(收入)及會計盈利/(虧損)計算之對賬:

		<b>2004</b>	2003
		<b>\$'000</b>	\$'000
		港幣千元	港幣千元
Profit/(loss) from ordinary activities before tax	來自日常業務的除稅前盈利/(虧損)	31,409	[32,091]
Notional tax on profit/(loss) before tax, calculated at the rates applicable to profits in the countries concerned	按照在相關國家獲得盈利的適用稅率計算除稅前盈利/(虧損)的名義稅項	6,895	[6,953]
Tax effect of non-deductible expenses	不可扣減開支之稅項影響	815	1,597
Tax effect of non-taxable revenue	毋須課稅收入之稅項影響	[1,423]	[1,451]
Tax effect of unused tax losses not recognised	未使用而且未確認的可抵扣虧損的稅項影響	678	913
Effect on opening deferred tax balances resulting from an increase in tax rate during the year	因在本年度調高稅率而對遞延稅項期初結餘造成的影響	-	1,491
(Over)/under-provision in prior years	以往年度利得稅準備(過剩)/不足	[2]	491
Others	其他	675	2,278
Actual tax expense/(credit)	實際稅項開支/(收入)	7,638	[1,634]

## 6 Directors' remuneration

Directors' remuneration disclosed pursuant to Section 161 of the Hong Kong Companies Ordinance is as follows:

Fees	袍金
Salaries, allowances and other benefits	薪金、津貼及其他福利
Retirement benefit contributions	退休金計劃之供款

Included in the Directors' remuneration were fees of \$164,000 (2003: \$130,000) paid to the Independent Non-Executive Directors during the year.

In addition to the above remuneration, certain Directors were granted share options under the Company's Share Option Scheme. The details of these benefits in kind are disclosed under the paragraph "Share Option Scheme" in the Directors' Report and note 27.

The remuneration of the Directors is within the following bands:

\$Nil - \$1,000,000	港幣零元 - 港幣 1,000,000 元
\$1,000,001 - \$1,500,000	港幣 1,000,001 元 - 港幣 1,500,000 元
\$1,500,001 - \$2,000,000	港幣 1,500,001 元 - 港幣 2,000,000 元

Save as disclosed above, no Directors' remuneration has been paid or is payable by the Group during the year. There was no arrangement under which a Director waived or agreed to waive any remuneration during the year.

## 6 董事之酬金

根據香港《公司條例》第161條規定，董事之酬金現列報如下：

	2004 \$'000 港幣千元	2003 \$'000 港幣千元
Fees	643	611
Salaries, allowances and other benefits	3,204	3,204
Retirement benefit contributions	12	30
	<b>3,859</b>	<b>3,845</b>

董事之酬金包括於本年度內支付予獨立非執行董事港幣164,000元(二零零三年：港幣130,000元)之袍金及其他酬金。

除上述酬金外，若干董事根據本公司的購股權計劃獲授購股權。該等實物利益的詳情於董事會報告書「購股權計劃」一段及附註27內披露。

在以下酬金範圍內之董事人數如下：

	Number of Directors 董事人數	
	2004	2003
\$Nil - \$1,000,000	11	10
\$1,000,001 - \$1,500,000	1	1
\$1,500,001 - \$2,000,000	1	1

除上文所披露外，集團在年內並無支付或須支付其他董事酬金。年內並無任何董事作出放棄或同意放棄酬金之安排。

## 7 Individuals with highest emoluments

The five highest paid individuals of the Group include two Directors (2003: two Directors) of the Company whose remuneration is reflected in the analysis presented in note 6. Details of emoluments paid by the Group to the remaining three (2003: three) highest paid individuals are set out below:

		<b>2004</b>	2003
		<b>\$'000</b>	\$'000
		港幣千元	港幣千元
Salaries, allowances and other benefits	薪金、津貼及其他福利	5,090	5,240
Retirement benefit contributions	退休金計劃之供款	36	130
		<b>5,126</b>	<b>5,370</b>

The emoluments of these remaining highest paid individuals fall within the following bands:

\$1,500,001 - \$2,000,000	港幣 \$1,500,001 - 港幣 \$2,000,000

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

## 8 Profit/(loss) attributable to shareholders

The consolidated profit/(loss) attributable to shareholders includes a profit of \$1,459,000 (2003: a loss of \$3,551,000) which has been dealt with in the financial statements of the Company.

## 7 最高酬金之員工

集團內酬金最高之5名員工，其中2名(二零零三年：2名)為本公司董事，而其酬金已列於上文之分析資料。集團其餘3名(二零零三年：3名)最高薪員工之酬金詳情如下：

		<b>2004</b>	2003
		<b>\$'000</b>	\$'000
		港幣千元	港幣千元
Salaries, allowances and other benefits	薪金、津貼及其他福利	5,090	5,240
Retirement benefit contributions	退休金計劃之供款	36	130
		<b>5,126</b>	<b>5,370</b>

其餘最高酬金員工之酬金分析如下：

	Number of individuals
	員工人數
	<b>2004</b>
	2003
\$1,500,001 - \$2,000,000	3
	3

年內，集團並無向董事或5位最高酬金員工支付酬金，作為加入集團時支付酬金，以吸引其加入集團或作為失去職位之補償。

## 8 股東應佔盈利/(虧損)

股東應佔綜合盈利/(虧損)包括一筆已列入本公司財務報表內為數港幣1,459,000元之盈利(二零零三年：虧損港幣3,551,000元)，此盈利/(虧損)已於本公司之財務報表內作出處理。

## 9 Dividend

### (a) Dividend attributable to the year

Final dividend proposed after the balance sheet date of HK 1.4 cents per share (2003: HK Nil per share)

於結算日後宣派之末期股息每股港幣 1.4 仙  
(二零零三年：港幣零仙)

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

### (b) Dividend attributable to the previous year

Final dividend in respect of previous year of \$Nil per share (2002: HK 2 cents per share) approved and paid during the year

年內批准及派發之末期股息每股港幣零仙  
(二零零二年：港幣 2 仙)

## 10 Earnings/(loss) per share

### (a) Basic earnings/(loss) per share

The calculation of basic earnings/(loss) per share is based on the profit attributable to shareholders of \$20,114,000 (2003: loss attributable to shareholders of \$36,953,000) and the weighted average of 997,365,332 ordinary shares (2003: 997,365,332 shares) in issue during the year.

### (b) Diluted earnings/(loss) per share

The diluted earnings/(loss) per share for the years ended 31 December 2004 and 2003 are not presented as the exercise of the subscription rights conferred by the share options would not have any dilutive effect on the earnings/(loss) per share for both the years ended 31 December 2004 and 2003.

## 9 股息

### (a) 本年度應佔股息

2004 \$'000 港幣千元	2003 \$'000 港幣千元
13,963	-

於結算日後宣派之末期股息並未在結算日確認為負債。

### (b) 去年度應佔股息

2004 \$'000 港幣千元	2003 \$'000 港幣千元
-	19,947

## 10 每股盈利/(虧損)

### (a) 每股基本盈利/(虧損)

每股基本盈利/(虧損)是根據股東應佔盈利港幣20,114,000元(二零零三年：股東應佔虧損港幣36,953,000元)及年內已發行普通股的加權平均數997,365,332股(二零零三年：997,365,332股)計算。

### (b) 每股攤薄盈利/(虧損)

由於行使購股權所附的認購權對截至二零零四年十二月三十一日及二零零三年十二月三十一日止年度的每股盈利/(虧損)並無攤薄作用，因此並沒有呈列截至二零零四年十二月三十一日及二零零三年十二月三十一日止年度的每股攤薄盈利/(虧損)。

## 11 Segment reporting

Segment information is presented in respect of the Group's business and geographical segments. Geographical segment information based on location of assets is chosen as the primary reporting format because this is more relevant to the Group's internal financial reporting.

### Geographical segments

The Group comprises the following main geographical segments:

Hong Kong : Provision of media sales and management services

China Mainland : Provision of media sales and management services

There are no sales between the geographical segments.

		2004			2003		
		Group 集團 \$'000 港幣千元	Share of associate 應佔聯營公司 \$'000 港幣千元	Total 總計 \$'000 港幣千元	Group 集團 \$'000 港幣千元	Share of associate 應佔聯營公司 \$'000 港幣千元	Total 總計 \$'000 港幣千元
Segment revenue	地區營業額						
Hong Kong	香港	122,595	-	122,595	102,325	-	102,325
China Mainland	中國大陸	59,370	45,307	104,677	54,069	23,080	77,149
Total	總計	181,965	45,307	227,272	156,394	23,080	179,474
Segment result	地區業績						
Hong Kong	香港	22,970	-	22,970	(44,608)	-	(44,608)
China Mainland	中國大陸	(6,946)	14,039	7,093	8,834	6,934	15,768
Total	總計	16,024	14,039	30,063	(35,774)	6,934	(28,840)
Unallocated operating income and expenses	未予分配經營 收入及費用			2,694			(1,814)
Finance costs	財務支出			(1,348)			(1,437)
Income tax (expense)/credit	所得稅(開支)/收入			(7,638)			1,634
Minority interests	少數股東權益			(3,657)			(6,496)
Profit/(loss) attributable to shareholders	股東應佔 盈利/(虧損)			20,114			(36,953)
Depreciation and amortisation	折舊及攤銷			35,907			26,562
Significant non-cash expense (other than depreciation and amortisation)	重大非現金支出 (折舊及攤銷除外)			-			15,801

## 11 業務分類匯報

分類資料乃按集團的業務及地區劃分而呈報。以資產位置為基礎的地區分類資料獲集團選作主要申報格式，因為其更接近集團的內部財務申報。

### 地區業務

集團業務分為以下主要的地區業務：

香港：媒體銷售及管理服務

中國內地：媒體銷售及管理服務

地區業務之間並無進行銷售。

## 11 Segment reporting (continued)

### Geographical segments (continued)

		2004			2003		
		Company & subsidiaries 本公司及附屬公司 \$'000 港幣千元	Share of associate 應佔聯營公司 \$'000 港幣千元	Total 總計 \$'000 港幣千元	Company & subsidiaries 本公司及附屬公 \$'000 港幣千元	Share of associate 應佔聯營公司 \$'000 港幣千元	Total 總計 \$'000 港幣千元
Segment assets	地區業務資產						
Hong Kong	香港	244,598	-	244,598	267,483	-	267,483
China Mainland	中國大陸	161,798	93,910	255,708	127,327	83,464	210,791
		406,396	93,910	500,306	394,810	83,464	478,274
Unallocated assets	未分配資產			592,122			604,861
				<b>1,092,428</b>			<b>1,083,135</b>
Segment liabilities	地區業務負債						
Hong Kong	香港	40,032	-	40,032	60,180	-	60,180
China Mainland	中國大陸	23,442	-	23,442	11,759	-	11,759
		63,474	-	63,474	71,939	-	71,939
Unallocated liabilities	未分配負債			174,567			175,402
				<b>238,041</b>			<b>247,341</b>

### Capital expenditure incurred during the year

		年內產生的資本開支	
		Company and subsidiaries 本公司及附屬公司	
		2004 \$'000 港幣千元	2003 \$'000 港幣千元
Hong Kong	香港	7,449	47,179
China Mainland	中國大陸	40,387	61,037
		<b>47,836</b>	<b>108,216</b>

The Group's geographical segment information based on location by customers is the same as that based on location of assets. Accordingly, no further analysis on revenue from external customers by location of customers is provided.

### Business segments

The Group's turnover and operating profit/(loss) are almost entirely derived from media sales and management services. Accordingly, no analysis by business segment is provided.

## 11 業務分類匯報 (續)

### 地區業務 (續)

### 年內產生的資本開支

集團按客戶地點為基準之地區業務分部資料乃與按資產地點為基準者相同。因此，並無進一步提供按客戶地點之外部客戶收入之分析。

### 業務分部

集團的大部份營業額及經營盈利/(虧損)均源自媒體銷售及管理服務，因此，並無提供按業務類別劃分的分析。

## 12 Fixed assets

## 12 固定資產

		The Group 集團					
		Audio and visual equipment 影音設備 \$'000 港幣千元	Hardware and software 硬件及軟件 \$'000 港幣千元	Furniture and fixtures 傢私及裝置 \$'000 港幣千元	Motor vehicles 汽車 \$'000 港幣千元	Advertising display panels 廣告展示屏 \$'000 港幣千元	Total 總計 \$'000 港幣千元
<b>Cost:</b>	<b>原值：</b>						
At 1 January 2004	於二零零四年一月一日結存	187,651	668	772	705	23,953	213,749
Additions	添置	6,433	1,182	164	-	-	7,779
Disposals	出售	-	-	(233)	-	-	(233)
Transfer to media assets	轉移至媒體資產	-	-	-	-	(23,953)	(23,953)
At 31 December 2004	於二零零四年十二月三十一日結存	194,084	1,850	703	705	-	197,342
<b>Accumulated depreciation:</b>	<b>累積折舊：</b>						
At 1 January 2004	於二零零四年一月一日結存	56,861	97	373	322	3,677	61,330
Charge for the year	本年度折舊	26,738	313	100	137	-	27,288
Written back on disposal	出售時撥回	-	-	(151)	-	-	(151)
Transfer to media assets	轉移至媒體資產	-	-	-	-	(3,677)	(3,677)
At 31 December 2004	於二零零四年十二月三十一日結存	83,599	410	322	459	-	84,790
<b>Net book value:</b>	<b>賬面淨值：</b>						
At 31 December 2004	於二零零四年十二月三十一日結存	110,485	1,440	381	246	-	112,552
At 31 December 2003	於二零零三年十二月三十一日結存	130,790	571	399	383	20,276	152,419

In previous years, the Group owned the advertising display panels and recorded them under fixed assets. Owing to changes in arrangements in 2004, the Group no longer owns these advertising display panels, but instead has the exclusive rights to the advertising space on the advertising display panels for specified periods ranging from 5 to 10 years. Accordingly, the cost and accumulated depreciation of these advertising display panels were transferred to advertising rights under media assets (note 13) during the year.

集團於過往年度擁有廣告展示屏，並將之以固定資產列賬。由於在二零零四年在安排上出現變動，集團不再擁有廣告展示屏，轉而擁有廣告展示屏之廣告位在五至十年之指定期間內之專營權。因此，該等廣告展示屏之成本及累積折舊已於年內轉移至媒體資產(附註13)項下之廣告權。

## 13 Media assets

		The Group 集團		
		Advertising display panels under construction 在建廣告展示屏 \$'000 港幣千元	Advertising rights 廣告權 \$'000 港幣千元	Total 總計 \$'000 港幣千元
<b>Cost:</b>	<b>原值：</b>			
At 1 January 2004	於二零零四年一月一日結存	36,369	26,142	62,511
Transfer from fixed assets	自固定資產轉移	-	23,953	23,953
Additions	添置	40,057	-	40,057
Transfer	轉移	(74,048)	74,048	-
At 31 December 2004	於二零零四年十二月三十一日結存	<u>2,378</u>	<u>124,143</u>	<u>126,521</u>
<b>Accumulated amortisation:</b>	<b>累積攤銷：</b>			
At 1 January 2004	於二零零四年一月一日結存	-	1,198	1,198
Transfer from fixed assets	自固定資產轉移	-	3,677	3,677
Amortisation for the year	本年度攤銷	-	6,924	6,924
At 31 December 2004	於二零零四年十二月三十一日結存	<u>-</u>	<u>11,799</u>	<u>11,799</u>
<b>Carrying value:</b>	<b>帳面金額：</b>			
At 31 December 2004	於二零零四年十二月三十一日結存	<u>2,378</u>	<u>112,344</u>	<u>114,722</u>
At 31 December 2003	於二零零三年十二月三十一日結存	<u>36,369</u>	<u>24,944</u>	<u>61,313</u>

Advertising display panels under construction are transferred to advertising rights when the construction is complete and the assets are exchanged for the exclusive rights to the advertising space on the advertising display panels.

Amortisation of advertising rights is included in "depreciation and amortisation" in the consolidated income statement.

在建廣告展示屏會於工程完成後轉移至廣告權，而資產則用以交換廣告展示屏之廣告位之獨家權利。

廣告權之攤銷乃計入綜合收入報表之「折舊及攤銷」。

## 14 Goodwill

		The Group 集團 \$'000 港幣千元
<b>Cost:</b>	<b>原值：</b>	
At 1 January 2004 and 31 December 2004	於二零零四年一月一日及二零零四年十二月三十一日結存	<u>33,902</u>
<b>Accumulated amortisation:</b>	<b>累積攤銷：</b>	
At 1 January 2004	於二零零四年一月一日結存	2,359
Amortisation for the year	本年度攤銷	1,695
At 31 December 2004	於二零零四年十二月三十一日結存	<u>4,054</u>
<b>Carrying value:</b>	<b>賬面金額：</b>	
At 31 December 2004	於二零零四年十二月三十一日結存	<u>29,848</u>
At 31 December 2003	於二零零三年十二月三十一日結存	<u>31,543</u>

Positive goodwill is amortised to the consolidated income statement on a straight-line basis over 20 years. Amortisation of positive goodwill is included in "depreciation and amortisation" in the consolidated income statement.

正商譽乃以直線法分20年攤銷作開支，而正商譽之攤銷乃計入綜合收入報表之「折舊及攤銷」。

## 15 Non-current prepayments

Non-current prepayments consisted of deposit for long term investment, advance payments for concession and rights for advertising and media programme placement on transit vehicles and transit network furniture.

## 15 非流動預付款項

非流動預付款項包括長期投資按金、受讓權及於客運車輛及客運網絡沿線之廣告及媒體播放權之預付款。

## 16 Investments in subsidiaries

## 16 附屬公司投資

		The Company 本公司	
		2004 \$'000	2003 \$'000
		港幣千元	港幣千元
Unlisted shares, at cost	非上市股份原值	62,835	62,835

All of these are controlled subsidiaries as defined under note 1(d) and have been consolidated into the Group's financial statements.

所有附屬公司均是附註1(d)所定義的受控制附屬公司，其業績已併入集團財務報表內綜合計算。

Name of the company 公司名稱	Place of incorporation/operation 註冊及營業地點	Particulars of issued and paid up capital 已發行及已繳足股本	Attributable equity interest % 股權百分比		Principal activity 主要業務	
			direct 直接	indirect 間接		
AdSociety Advertising Agency Limited	創智傳動廣告有限公司	Hong Kong 香港	HK\$2 港幣 2 元	-	100	Investment holding 投資控股
Bus Focus Limited	Bus Focus Limited	The British Virgin Islands /Hong Kong 英屬處女群島 / 香港	US\$100 美金 100 元	-	60	Provision of media sales service for advertising on transit vehicle shelters 提供客運車輛候車亭廣告的媒體銷售服務
CityVision Limited	CityVision Limited	Hong Kong 香港	HK\$10,000 港幣 10,000 元	-	90	Operation of Multi-media On-board business on transit vehicles 經營客運車輛流動多媒體業務
Cyberstop Limited	Cyberstop Limited	The British Virgin Islands /Hong Kong 英屬處女群島 / 香港	US\$1 美金 1 元	-	100	Holder of the registered design and patent in relation to cyber bus stops 持有有關數碼巴士站的註冊設計及專利

Name of the company 公司名稱	Place of incorporation/operation 註冊及營業地點	Particulars of issued and paid up capital 已發行及已繳足股本	Attributable equity interest % 股權百分比		Principal activity 主要業務	
			direct 直接	indirect 間接		
Expert Plus Holdings Limited	Expert Plus Holdings Limited	The British Virgin Islands /Hong Kong 英屬處女群島/香港	US\$1 美金 1 元	-	100	Investment holding 投資控股
Guangzhou Key Media Advertising Company Limited (Sino-foreign co-operative joint venture)	廣州市關鍵媒體廣告有限公司 (中外合作經營企業)	The People's Republic of China 中華人民共和國	RMB56,346,939 人民幣 56,346,939 元	-	51	Provision of media advertising agency service and design and production of advertisements 提供媒體廣告代理服務及廣告設計與製作
KM-Vision Limited	KM-Vision Limited	Hong Kong 香港	HK\$10,000 港幣 10,000 元	-	92	Operation of Multi-media On-board business on transit vehicles 經營客運車輛流動多媒體業務
LW-Vision Limited	LW-Vision Limited	Hong Kong 香港	HK\$10,000 港幣 10,000 元	-	95	Operation of Multi-media On-board business on transit vehicles 經營客運車輛流動多媒體業務
MB-Vision Limited	MB-Vision Limited	Hong Kong 香港	HK\$2 港幣 2 元	-	100	Operation of Multi-media On-board business on transit vehicles 經營客運車輛流動多媒體業務
Road Publications Limited	Road Publications Limited	Hong Kong 香港	HK\$2 港幣 2 元	-	100	Trading of bus souvenirs and publications 經營巴士紀念品及書籍銷售業務
RoadShow Creations Limited	RoadShow Creations Limited	Hong Kong 香港	HK\$2 港幣 2 元	-	100	Trading of bus souvenirs 經營巴士紀念品銷售業務

## 16 Investments in subsidiaries (continued)

## 16 附屬公司投資 (續)

Name of the company 公司名稱	Place of incorporation/operation 註冊及營業地點	Particulars of issued and paid up capital 已發行及已繳足股本	Attributable equity interest % 股權百分比		Principal activity 主要業務	
			direct 直接	indirect 間接		
RoadShow Media Holdings Limited	RoadShow Media Holdings Limited	The British Virgin Islands /Hong Kong 英屬處女群島/香港	US\$1 美金 1 元	-	100	Investment holding 投資控股
RoadShow Media Limited	RoadShow Media Limited	Hong Kong 香港	HK\$2 港幣 2 元	-	100	Provision of media sales & management services for advertising on transit vehicle exteriors and shelters and for the Multi-media On-board business 提供客運車輛車身和候車亭廣告以及 流動多媒體業務的媒體銷售及管理服務
RoadShow Productions Holdings Limited	RoadShow Productions Holdings Limited	The British Virgin Islands /Hong Kong 英屬處女群島/香港	US\$1 美金 1 元	-	100	Investment holding 投資控股
RoadShow Productions Limited	RoadShow Productions Limited	Hong Kong 香港	HK\$2 港幣 2 元	-	100	Production of content for Multi-media On-board systems 製作流動多媒體系統內容
RoadShow Resources Limited	RoadShow Resources Limited	The British Virgin Islands /Hong Kong 英屬處女群島/香港	US\$1 美金 1 元	100	-	Investment holding 投資控股
RoadVision Holdings (China) Limited	RoadVision Holdings (China) Limited	The British Virgin Islands /Hong Kong 英屬處女群島/香港	US\$1 美金 1 元	-	100	Investment holding 投資控股

Name of the company 公司名稱	Place of incorporation/operation 註冊及營業地點	Particulars of issued and paid up capital 已發行及已繳足股本	Attributable equity interest % 股權百分比		Principal activity 主要業務	
			direct 直接	indirect 間接		
RoadVision Holdings Limited	RoadVision Holdings Limited	The British Virgin Islands /Hong Kong 英屬處女群島/香港	US\$2 美金 2 元	-	100	Investment holding 投資控股
RSG Resources Limited	RSG Resources Limited	Hong Kong 香港	HK\$2 港幣 2 元	-	100	Provision of employment agency services 提供職業介紹服務
SB-Vision Limited	SB-Vision Limited	Hong Kong 香港	HK\$10,000 港幣 10,000 元	-	95	Operation of Multi-media On-board business on transit vehicles 經營客運車輛流動多媒體業務
Shanghai Yingte Consulting Company Limited (Sino-foreign co-operative joint venture)	上海鷹特諮詢有限公司 (中外合作經營企業)	The People's Republic of China 中華人民共和國	RMB1,236,000 人民幣 1,236,000 元	-	68	Investment holding 投資控股
Shanghai Yafei Advertising Company Limited (Limited liability company)	上海亞飛廣告有限公司 (有限責任公司)	The People's Republic of China 中華人民共和國	RMB600,000 人民幣 600,000 元	-	51	Provision of media advertising agency service and design and production of advertisements 提供媒體廣告代理服務及廣告設計與製作

## 17 Interest in associate

		The Group 集團	
		2004	2003
		\$'000	\$'000
		港幣千元	港幣千元
Share of net assets	應佔資產淨值	61,846	52,392
Loan to an associate	貸款予聯營公司	30,654	30,654
Amount due from an associate	聯營公司欠款	1,410	418
		93,910	83,464

Name of the company 公司名稱	Form of business structure 業務架構形式	Place of incorporation and operation 註冊及營業地點	Attributable equity interest % indirect 應佔股權間接持股百分比	Principal activity 主要業務
AdSociety Daye Advertising Company Limited 創智傳動大業廣告有限公司	Sino-foreign equity joint venture 中外合資經營企業	The People's Republic of China ("PRC") 中華人民共和國 (「中國」)	49	Provision of full range of advertising services 提供全面廣告服務

The joint venture partner of the associate agreed to maintain the results of the associate for the period from 1 January 2003 to 31 December 2005 at a specified level. The share of profit recognised in the financial statements included the results as agreed to be maintained by the joint venture partner.

該聯營公司之合資夥伴同意將該聯營公司於二零零三年一月一日至二零零五年十二月三十一日之業績維持某個指定水平。於財務報表內確認之應佔盈利乃包括合資夥伴所同意維持之業績。

## 18 Inventories

All of the inventories are expected to be recovered within one year.

## 19 Amounts due from/(to) group companies

**(a)** The amount due from ultimate holding company is unsecured, interest-free, repayable on demand and represents normal trade receivables and payables.

**(b)** The amounts due from/(to) subsidiaries are unsecured, interest free and have no fixed terms of settlement/repayment.

## 20 Accounts receivable

Details of the ageing analysis of accounts receivable are as follows:

Current and within one month	即期及一個月內
One to two months	一至兩個月
Two to three months	兩至三個月
More than three months	超過三個月

All of the accounts receivable are expected to be recovered within one year.

Customers of media sales business are generally granted credit terms of 90 days. Customers of merchandising business either pay cash or are generally granted credit terms of 30-90 days.

## 21 Prepayments

Amounts represent the current portion of non-current prepayments as described in note 15.

## 18 存貨

預期所有存貨的價值可在一年內收回。

## 19 應收/(應付)集團公司款項

**(a)** 應收最終控股公司款項為無抵押、免息、須於要求時償還及指一般貿易應收及應付賬款。

**(b)** 應收/(應付)附屬公司款項為無抵押、免息及無固定結清/還款期。

## 20 應收賬款

應收賬款的賬齡分析詳情如下：

		The Group 集團	
		2004 \$'000 港幣千元	2003 \$'000 港幣千元
Current and within one month	即期及一個月內	19,668	28,803
One to two months	一至兩個月	5,859	5,382
Two to three months	兩至三個月	4,560	2,100
More than three months	超過三個月	24,208	8,033
		<b>54,295</b>	<b>44,318</b>

預期所有應收賬款可於一年內收回。

本公司一般給予媒體銷售業務的客戶90日的信貸期。商品銷售業務的客戶可以現金或一般獲給予30至90日的信貸期方式繳款。

## 21 預付款項

即附註15所述非流動預付款項之流動部份。

## 22 Cash and cash equivalents

		The Group 集團		The Company 本公司	
		2004 \$'000 港幣千元	2003 \$'000 港幣千元	2004 \$'000 港幣千元	2003 \$'000 港幣千元
Deposits with banks	銀行存款	496,281	416,220	455,557	397,005
Cash at bank and in hand	銀行存款及現金	25,174	18,471	4,697	985
		521,455	434,691	460,254	397,990

## 23 Accounts payable

Details of the ageing analysis of accounts payable are as follows:

Within one month	一個月內
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All of the accounts payable are expected to be settled within one year.

## 22 現金及現金等價物

		The Group 集團		The Company 本公司	
		2004 \$'000 港幣千元	2003 \$'000 港幣千元	2004 \$'000 港幣千元	2003 \$'000 港幣千元
Deposits with banks	銀行存款	496,281	416,220	455,557	397,005
Cash at bank and in hand	銀行存款及現金	25,174	18,471	4,697	985
		521,455	434,691	460,254	397,990

## 23 應付賬款

應付賬款的賬齡分析詳情如下：

		The Group 集團	
		2004 \$'000 港幣千元	2003 \$'000 港幣千元
Within one month	一個月內	14,320	10,757

預期所有應付賬款將於一年內繳付。

## 24 Bank loans and pledged bank deposit

At 31 December 2004, the bank loans were repayable as follows:

Within one year or on demand	一年內或須於要求時償還
------------------------------	-------------

At 31 December 2004, the bank loans were secured as follows:

Bank loans	銀行貸款
- secured	- 有抵押
- unsecured	- 無抵押

At 31 December 2004, the banking facilities amounted to \$150,000,000 (2003: \$200,000,000), of which \$138,000,000 (2003: \$138,000,000) was utilised. The bank loans at 31 December 2004 were unsecured whereas the bank loans at 31 December 2003 were secured by a pledged deposit of \$100,000,000.

## 24 銀行貸款及已抵押銀行存款

於二零零四年十二月三十一日，應付銀行貸款如下：

The Group and the Company 集團及本公司	
2004 \$'000 港幣千元	2003 \$'000 港幣千元
138,000	138,000

於二零零四年十二月三十一日，銀行貸款之抵押情況如下：

The Group and the Company 集團及本公司	
2004 \$'000 港幣千元	2003 \$'000 港幣千元
-	100,000
138,000	38,000
138,000	138,000

於二零零四年十二月三十一日，銀行備用信貸額達港幣150,000,000元（二零零三年：港幣200,000,000元），其中港幣138,000,000元（二零零三年：港幣138,000,000元）已動用。於二零零四年十二月三十一日之銀行貸款皆無抵押，而於二零零三年十二月三十一日之銀行貸款則以銀行存款港幣100,000,000元抵押。

## 25 Income tax in the consolidated balance sheet

### (a) Current taxation in the consolidated balance sheet represents:

		The Group 集團	
		2004 \$'000 港幣千元	2003 \$'000 港幣千元
Provision for Hong Kong Profits Tax for the year	本年度的香港利得稅撥備	3,582	3,051
Provisional Profits Tax paid	已付暫繳利得稅	(3,049)	(6,079)
Balance of Profits Tax provision relating to prior years	有關以往年度的利得稅撥備結餘	533 (4,607)	(3,028) (83)
PRC income tax payable	應付中國所得稅	(4,074) 106 (3,968)	(3,111) 1,050 (2,061)
Current tax recoverable	可收回本期稅項	(4,607)	(4,154)
Current tax payable	應付本期稅項	639 (3,968)	2,093 (2,061)

## 25 綜合資產負債表內的所得稅

### (a) 綜合資產負債表內的本期稅項代表：

		The Group 集團	
		2004 \$'000 港幣千元	2003 \$'000 港幣千元
Provision for Hong Kong Profits Tax for the year	本年度的香港利得稅撥備	3,582	3,051
Provisional Profits Tax paid	已付暫繳利得稅	(3,049)	(6,079)
Balance of Profits Tax provision relating to prior years	有關以往年度的利得稅撥備結餘	533 (4,607)	(3,028) (83)
PRC income tax payable	應付中國所得稅	(4,074) 106 (3,968)	(3,111) 1,050 (2,061)
Current tax recoverable	可收回本期稅項	(4,607)	(4,154)
Current tax payable	應付本期稅項	639 (3,968)	2,093 (2,061)

**(b) Deferred tax (assets)/liabilities recognised:**

		The Group 集團			
		Depreciation allowance in excess of related depreciation 折舊抵免超出相關折舊 \$'000 港幣千元	General provision for doubtful debts 呆賬的一般撥備 \$'000 港幣千元	Tax losses 稅務虧損 \$'000 港幣千元	Total 總計 \$'000 港幣千元
At 1 January 2003	於二零零三年一月一日	15,901	-	-	15,901
Charged/(credited) to consolidated income statement	在綜合收入報表 內列支/(計入)	6,160	[2,039]	[11,168]	[7,047]
At 31 December 2003	於二零零三年十二月三十一日	22,061	[2,039]	[11,168]	8,854
At 1 January 2004	於二零零四年一月一日	22,061	[2,039]	[11,168]	8,854
Charged/(credited) to consolidated income statement	在綜合收入報表 內列支/(計入)	[3,262]	2,039	[39]	[1,262]
At 31 December 2004	於二零零四年十二月三十一日	18,799	-	[11,207]	7,592

		The Group 集團	
		2004 \$'000 港幣千元	2003 \$'000 港幣千元
Net deferred tax assets recognised on the balance sheet	資產負債表內確認的 遞延稅項資產淨額	(7,214)	(5,332)
Net deferred tax liabilities recognised on the balance sheet	資產負債表內確認的 遞延稅項負債淨額	14,806	14,186
		7,592	8,854

**(c) Deferred tax assets not recognised**

The Group has not recognised deferred tax assets of \$3,065,000 (2003:\$2,387,000) in respect of tax losses of \$17,515,000 (2003: \$13,641,000). The tax losses do not expire under current legislation.

**(c) 並無確認的遞延稅項資產**

集團並無就港幣17,515,000元(二零零三年:港幣13,641,000元)的稅項虧損確認港幣3,065,000元(二零零三年:港幣2,387,000元)的遞延稅項資產。根據現行法例,稅項虧損並無期滿日。

## 26 Other unsecured loan

Other unsecured loan from a minority shareholder of a subsidiary is interest free and is not expected to be settled within one year.

## 27 Equity compensation benefits

The Company currently operates a share option scheme (the "Share Option Scheme") which was adopted on 7 June 2001 whereby the Directors of the Company are authorised, at their discretion, offer any employee (including any Director) of the company or any of its wholly-owned subsidiaries options to subscribe for shares in the Company to recognise his/her contributions to the growth of the Group, subject to the terms and conditions stipulated in the schemes.

Another Share Option Scheme, the Pre-Listing Share Option Scheme was also adopted by the Company on 7 June 2001. Such scheme expired on 27 December 2003.

For the Share Option Scheme, the exercise price of the options is the highest of the nominal value of the shares, the closing price of the shares on the Stock Exchange on the date of the grant and the average closing price of the shares on the Stock Exchange for the five business days immediately preceding the date of grant. Each option gives the holder the right to subscribe for one share.

## 26 其他無抵押貸款

一附屬公司的一名少數股東提供的其他無抵押貸款為免息並且預期毋須於一年內結清。

## 27 股本報酬福利

本公司現有一項購股權計劃(「購股權計劃」)，該計劃於二零零一年六月七日獲得採納。據此董事可按其酌情授予本公司或其任何全資附屬公司僱員(包括任何董事)購股權以表揚其對集團業務增長的貢獻，憑購股權可按計劃的條款及條件認購本公司股份。

另外一項購股權計劃「上市前購股權計劃」亦於二零零一年六月七日獲得採納。該計劃已於二零零三年十二月二十七日屆滿。

就購股權計劃而言，其項下之購股權之行使價為股份面值、股份於授出日期在聯交所的收市價或緊接授出日期前五個營業日股份在聯交所收市價平均值(以最高者為準)。每項購股權均賦予持有人認購一股股份的權利。

**(a) Movements in share options**

		<b>2004</b>	2003
		<b>Number</b>	Number
		數目	數目
		<b>'000</b>	<b>'000</b>
		千	千
At 1 January	一月一日	16,660	40,101
Expired	已屆滿	-	(21,861)
Lapsed on grantees ceasing employment with the Group	於承授人不再任職 於集團時作廢失效	(2,390)	(1,580)
At 31 December	十二月三十一日	14,270	16,660
Options vested at 31 December	十二月三十一日歸屬的購股權	14,270	16,660

**(a) 購股權的變動****(b) Terms of unexpired and unexercised share options at balance sheet date**

Date granted	Exercise period	Exercise price	<b>2004</b>	2003
授出日期	行使期間	行使價	<b>Number</b>	Number
			數目	數目
			<b>'000</b>	<b>'000</b>
			千	千
11 March 2002	12 March 2002 to 11 March 2005			
二零零二年三月十一日	二零零二年三月十二日至二零零五年三月十一日	\$2.25	14,270	16,660

**(b) 於結算日尚未屆滿與尚未行使的購股權條款**

## 28 Share capital

		2004		2003	
		Number of shares		Number of shares	
		股份數目		股份數目	
		'000	\$'000	'000	\$'000
		千	港幣千元	千	港幣千元
<b>Authorised:</b>	<b>法定：</b>				
Ordinary shares of \$0.1 each	普通股每股港幣 0.1 元	10,000,000	1,000,000	10,000,000	1,000,000
<b>Issued and fully paid:</b>	<b>已發行及繳足：</b>				
		2004		2003	
		Number of shares		Number of shares	
		股份數目		股份數目	
		'000	\$'000	'000	\$'000
		千	港幣千元	千	港幣千元
At 31 December	於十二月三十一日	997,365	99,737	997,365	99,737

## 29 Reserves

### (a) The Group

		Share Premium	General reserve	Contributed surplus	Exchange reserve	Retained profits	Total
		股份溢價	一般儲備	實繳盈餘	外匯儲備	保留盈利	總計
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
At 1 January 2003	於二零零三年一月一日	531,769	238	(200)	(1)	231,851	763,657
Exchange differences on translation of the financial statements of foreign entities	兌換海外公司財務報表的匯兌差額	-	-	-	92	-	92
Loss attributable to shareholders	股東應佔虧損	-	-	-	-	(36,953)	(36,953)
Final dividend in respect of previous year	有關上年度的末期股息	-	-	-	-	(19,947)	(19,947)
At 31 December 2003	於二零零三年十二月三十一日	531,769	238	(200)	91	174,951	706,849
At 1 January 2004	於二零零四年一月一日	531,769	238	(200)	91	174,951	706,849
Exchange differences on translation of the financial statements of foreign entities	兌換海外公司財務報表的匯兌差額	-	-	-	54	-	54
Profit attributable to shareholders	股東應佔盈利	-	-	-	-	20,114	20,114
At 31 December 2004	於二零零四年十二月三十一日	531,769	238	(200)	145	195,065	727,017

## 28 股本

## 29 儲備金

### (a) 集團

**(b) The Company**

At 1 January 2003	於二零零三年一月一日
Loss attributable to shareholders	股東應佔虧損
Final dividend in respect of previous year	有關上年度的末期股息
At 31 December 2003	於二零零三年十二月三十一日
At 1 January 2004	於二零零四年一月一日
Profit attributable to shareholders	股東應佔盈利
At 31 December 2004	於二零零四年十二月三十一日

**(c)** The application of the share premium account is governed by sections 150 and 157 of the Company's Articles of Association and the Companies Act 1981 of Bermuda.

**(d)** Pursuant to a group reorganisation in 2001, the Company became the holding company of the Group. The excess of the consolidated net assets represented by the shares acquired over the nominal value of the shares issued by the Company in exchange under the Group reorganisation in 2001 was transferred to contributed surplus. Under the Companies Act 1981 of Bermuda, contributed surplus is available for distribution to shareholders.

**(e)** At 31 December 2004, the aggregate amount of reserves available for distribution to shareholders of the Company was approximately \$91,120,000 (2003: \$89,661,000).

**(f)** General reserve is provided by each of the Group's PRC subsidiaries of 10% of the annual net income after tax, based on the subsidiary's PRC statutory financial statements.

The general reserve can be used to set off any accumulated losses or converted into paid-up capital of the respective subsidiary.

**(g)** Included in the figure for the Group's retained profits is an amount of \$17,469,000 (2003: \$8,015,000), being retained profits attributable to associate.

**(b) 本公司**

Share Premium	Contributed surplus	Retained profits	Total
股份溢價	實繳盈餘	保留盈利	總計
\$'000	\$'000	\$'000	\$'000
港幣千元	港幣千元	港幣千元	港幣千元
531,769	62,635	50,524	644,928
-	-	(3,551)	(3,551)
-	-	(19,947)	(19,947)
531,769	62,635	27,026	621,430
531,769	62,635	27,026	621,430
-	-	1,459	1,459
531,769	62,635	28,485	622,889

**(c)** 股份溢價賬之應用乃受本公司組織章程細則第150及157條及百慕達一九八一年公司法所規限。

**(d)** 根據二零零一年的集團重組，本公司成為集團的控股公司。本公司於二零零一年根據重組計劃發行股份用以交換購入之股份，所購股份的綜合資產淨值較所發行股份的面值高出之數額，已撥入實繳盈餘賬。根據百慕達一九八一年公司法規定，實繳盈餘可派發予股東。

**(e)** 於二零零四年十二月三十一日，可分派予本公司股東之儲備金總額約為港幣91,120,000元(二零零三年：港幣89,661,000元)。

**(f)** 集團各中國附屬公司均將根據附屬公司的中國法定財務報表計算的全年稅後淨收入的10%撥入一般儲備。

一般儲備可用於抵銷任何累計虧損或轉換作各附屬公司的繳足資本。

**(g)** 集團保留盈利內包括聯營公司應佔保留盈利港幣17,469,000元(二零零三年：港幣8,015,000元)。

### 30 Notes on the consolidated cash flow statement

#### Significant non-cash transactions

In 2003, certain fixed assets (advertising display panels) of approximately \$21,028,000 and advertising rights of approximately \$26,142,000 were acquired through the capital injection from a joint venture partner of Guangzhou Key Media Advertising Company Limited, a subsidiary of the Group newly incorporated in 2003.

### 31 Commitments

#### (a) Capital commitments

At 31 December 2004, the Group had the following capital commitments in relation to the purchase of fixed assets and investments not provided for in the financial statements:

Contracted for	已簽訂合約者
Authorised but not contracted for	經批准但仍未簽訂合約者

#### (b) Operating lease commitments

At 31 December 2004, the total future minimum lease payments under non-cancellable operating leases in respect of land and buildings, advertising display panels and media assets are payable as follows:

Within 1 year	一年內
After 1 year but within 5 years	一年後至五年內
After 5 years	五年後

#### (c) Other commitments

An exclusive licence to conduct media sales management in relation to bus shelters for a term up to 31 July 2007 has been granted to the Group. The Group has committed to pay a royalty fee at a pre-determined percentage of the net advertising rental received.

### 30 綜合現金流量表附註

#### 重大非現金交易

於二零零三年，約港幣21,028,000元的若干固定資產(包括廣告顯示屏)及約港幣26,142,000元的廣告權乃透過廣州市關鍵媒體廣告有限公司(於二零零三年新註冊成立的集團附屬公司)的合營夥伴注資而購入。

### 31 承擔

#### (a) 資本承擔

於二零零四年十二月三十一日，集團有下列與購置固定資產與投資項目有關的資本承擔，但該等資本承擔並未在財務報表作出撥備：

	2004 \$'000 港幣千元	2003 \$'000 港幣千元
Contracted for	-	9,722
Authorised but not contracted for	283,170	283,170

#### (b) 營業租賃承擔

於二零零四年十二月三十一日，根據有關土地及樓宇、廣告顯示屏及媒體資產的不可註銷營業租賃應付的未來最低租金總額如下：

	2004 \$'000 港幣千元	2003 \$'000 港幣千元
Within 1 year	17,207	14,980
After 1 year but within 5 years	49,917	5,097
After 5 years	60,849	-
	127,973	20,077

#### (c) 其他承擔

集團獲授一項有關巴士候車亭媒體銷售管理工作的專利權(有效期至二零零七年七月三十一日)。集團已承諾根據所收取的廣告租金淨額，按一個預先釐定的百分比支付專利費。

## 32 Retirement benefits scheme

**(a)** The Group operates a Mandatory Provident Fund Scheme (the "MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF Scheme is a defined contribution retirement scheme administered by independent trustees. Under the MPF Scheme, the Group and its employees are each required to make a contribution to the scheme at 5% of the employees' relevant income, subject to a cap of monthly relevant income of \$20,000.

**(b)** As stipulated by the regulations of the PRC, the Group participates in employee pension schemes organised by the local governments under which it is governed. All the employees employed in the PRC are entitled to receive, on retirement, pension payments from these schemes. The Group has no other material obligation for payment of retirement benefits beyond the contributions. Details of the schemes of the Group are as follows:

Administrator 管理人	Note 附註	Beneficiary 受益人	Contribution rate 供款率	
			2004	2003
Shanghai Social Security Fund Management Center 上海市社會保險基金管理中心	(i)	Employees 僱員	22.0%	22.5%
Guangzhou Social Security Fund Management Center 廣州市社會保險基金管理中心	(ii)	Employees 僱員	20.0%	20.0%
Beijing Social Security Fund Management Center 北京市社會保險基金管理中心	(ii)	Employees 僱員	20.0%	-
Shenzhen Social Security Fund Management Center 深圳市社會保險基金管理中心	(ii)	Employees 僱員	9.0%	-

Notes:

- (i) Under the scheme, the Group and its employees are each required to make a contribution to the scheme at 22% and 8% respectively of the employees' relevant income.
- (ii) Under the schemes, the Group and its employees are each required to make a contribution to the scheme at 20% or 9% and 8% or 5%, respectively of a pre-determined amount.

## 32 退休福利計劃

**(a)** 集團根據香港強制性公積金計劃條例為按照香港僱傭條例而聘請的僱員設立強制性公積金計劃(「強積金計劃」)。強積金計劃是界定供款退休計劃，由獨立信託機構管理。根據強積金計劃，集團與僱員均須作出相等於僱員有關薪酬5%的供款，而每月的有關收入之上限為港幣20,000元。

**(b)** 根據中國法規，集團參與由地方政府組織及管理的僱員退休金計劃。全體中國僱員於退休時均有權自該等計劃收取退休福利金。除上述供款外，集團並無其他重大退休福利金責任。集團的計劃詳情如下：

附註：

- (i) 根據該計劃，集團與僱員分別須作出相等於僱員有關收入22%及8%的供款。
- (ii) 根據該計劃，集團與僱員分別須作出相等於預先釐定的款額20%或9%及8%或5%的供款。

### 33 Material related party transactions

The Group has the following related party transactions during the year, which were:

			Income/ (expenses) 收入/(開支)	
		Note 附註	<b>2004</b> <b>\$'000</b> 港幣千元	2003 \$'000 港幣千元
Management and administration fee income	管理及行政費收入	(i)	15,441	18,529
Licence and royalty fees paid for the right to sell advertising space on transit vehicle exteriors and shelters	銷售客運車輛車身及候車亭廣告位特許及專利費	(ii)	(7,239)	(7,221)
Rental expenses	租賃費用	(iii)	(1,283)	(1,283)
Management fee expenses	管理費開支	(iv)	(10,087)	(8,952)
Guaranteed rentals	保證租金	(v)	4,344	10,232
Service fee paid for logistic function	就後勤服務支付服務費	(vi)	(490)	(490)

Notes:

- (i) Fee income was earned for the provision of media sales management and administrative services to a subsidiary of KMB, a substantial shareholder of the Company. The amount receivable by the Group at the year end amounted to \$Nil (2003: \$Nil).
- (ii) Licence and royalty fees were paid for selling advertising spaces on certain transit vehicle exteriors and certain transit vehicle shelters owned by a subsidiary of KMB. The amount payable by the Group at the year end amounted to \$2,196,000 (2003: \$2,687,000).
- (iii) Rental expenses were paid to a subsidiary of KMB for leasing properties, computer equipment and software system, furniture and fixtures. The amount payable by the Group at the year end amounted to \$Nil (2003: \$290,000).
- (iv) Management fees were paid to Texon Media Limited ("TML"), a fellow subsidiary of a minority shareholder of a subsidiary of the Company, for the provision of media sales agency services in relation to bus shelters. The amount payable to TML at the year end amounted to \$966,000 (2003: \$762,000).
- (v) The Group entered into a contract with TML for media sales agency services and maintenance and operational services provided to the Group in relation to the bus shelters under the media sales business. The Group shall be entitled to a guaranteed rental calculated based on the rates per panel and the number of bus shelter panels. TML shall pay any shortfall if the actual rental derived from the bus shelters is less than the guaranteed rental. The amount due from TML at the year end amounted to \$43,000 (2003: \$283,000).
- (vi) The Group paid a service fee to TML for the logistic function provided to the Group in relation to the bus shelters under the media sales business. The amount due to TML at the year end amounted to \$Nil (2003: \$Nil).

The Directors of the Company are of the opinion that the above related party transactions were conducted on normal commercial terms and in the ordinary course of business.

### 33 有關連人士的重大交易

集團於本年度內有以下有關連人士的交易：

			Income/ (expenses) 收入/(開支)	
		Note 附註	<b>2004</b> <b>\$'000</b> 港幣千元	2003 \$'000 港幣千元
Management and administration fee income	管理及行政費收入	(i)	15,441	18,529
Licence and royalty fees paid for the right to sell advertising space on transit vehicle exteriors and shelters	銷售客運車輛車身及候車亭廣告位特許及專利費	(ii)	(7,239)	(7,221)
Rental expenses	租賃費用	(iii)	(1,283)	(1,283)
Management fee expenses	管理費開支	(iv)	(10,087)	(8,952)
Guaranteed rentals	保證租金	(v)	4,344	10,232
Service fee paid for logistic function	就後勤服務支付服務費	(vi)	(490)	(490)

附註：

- (i) 管理及行政費收入指為本公司主要股東九巴之一間附屬公司提供媒體銷售管理及行政服務所得收入。集團於年結日應收的款項為港幣零元(二零零三年：港幣零元)。
- (ii) 特許及專利費為支付銷售九巴之一間附屬公司旗下若干客運車輛車身及位於該公司所經營的候車亭廣告位的費用。集團於年結日應付的款項為港幣2,196,000元(二零零三年：港幣2,687,000元)。
- (iii) 集團為租賃物業、電腦設備及軟件系統、傢俬及裝置向九巴之一間附屬公司支付租賃費用。集團於年結日應付的款項為港幣零元(二零零三年：港幣290,000元)。
- (iv) 集團為提供有關巴士候車亭的媒體銷售代理服務而向本公司附屬公司的少數股東的同系附屬公司Texon Media Limited [TML] 支付管理費。集團於年結日應向TML支付的款項為港幣966,000元(二零零三年：港幣762,000元)。
- (v) 集團就TML提供有關巴士候車亭的媒體銷售代理服務以及保養及營運服務而與TML訂立合同。集團有權收取保證租金，金額乃按各廣告板的收費與巴士車身廣告板的數目而定。倘若來自巴士車身的實際租金未達保證租金，差額須由TML支付。集團於年結日應收TML的款項為港幣43,000元(二零零三年：港幣283,000元)。
- (vi) 集團為媒體銷售業務項下的巴士候車亭業務而獲TML提供的後勤服務而向TML支付服務費。集團於年結日應付TML的款項為港幣零元(二零零三年：港幣零元)。

本公司董事會認為，上述有關連人士的交易乃於日常業務過程中按一般商業條款訂立。

### 34 Ultimate holding company

The Directors consider the ultimate holding company at 31 December 2004 to be The Kowloon Motor Bus Holdings Limited, which is incorporated in Bermuda and listed in Hong Kong.

### 35 Comparative figures

Certain comparative figures have been reclassified to conform with current year's presentation.

### 36 Recently issued accounting standards

The Hong Kong Institute of Certified Public Accountants has issued a number of revised Hong Kong Financial Reporting Standards and Hong Kong Accounting Standards ("new HKFRSs") which are effective for accounting periods beginning on or after 1 January 2005.

The Group has not adopted these new HKFRSs in the financial statements for the year ended 31 December 2004. The Group has not yet commenced an assessment of the impact of these new HKFRSs and therefore is not yet in a position to state whether these new HKFRSs would have a significant impact on its results of operations and financial position.

### 34 最終控股公司

董事認為，於二零零四年十二月三十一日的最終控股公司為九龍巴士控股有限公司，其於百慕達註冊成立，並於香港上市。

### 35 比較數字

部份比較數字亦已重新分類以符合本年度的呈報方式。

### 36 近期發出的會計準則

香港會計師公會已發出多項對於二零零五年一月一日或其後開始的會計期間有效的經修訂香港財務報告準則及香港會計準則（「新香港財務報告準則」）。

集團並無於截至二零零四年十二月三十一日止年度的財務報表內採納新香港財務報告準則。集團尚未就新香港財務報告準則的影響展開評估，因而仍不宜評論新香港財務報告準則會否導致集團的財政表現及財務狀況出現重大影響。