

賬目附註

NOTES TO THE ACCOUNTS

For the year ended 31st December 2004

截至二零零四年十二月三十一日止年度

1. PRINCIPAL ACCOUNTING POLICIES

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

(a) Basis of preparation

The accounts have been prepared in accordance with accounting principles generally accepted in Hong Kong and comply with accounting standards issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). They have been prepared under the historical cost convention except that, as disclosed in the accounting policies below, certain properties and investments in securities are stated at fair value.

The HKICPA has issued a number of new and revised Hong Kong Financial Reporting Standards and Hong Kong Accounting Standards ("new HKFRSs") which are effective for accounting periods beginning on or after 1st January 2005. The Group has not early adopted these new HKFRSs in the accounts for the year ended 31st December 2004 and is in the process of assessing the impact of these new HKFRSs on future accounting periods.

(b) Consolidation

The consolidated accounts include the accounts of the Company and its subsidiaries made up to 31st December.

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

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

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

1. 主要會計政策

編製賬目所採納之主要會計政策載列如下：

(a) 編製基準

賬目是按照香港公認會計原則編製，符合香港會計師公會頒佈之會計準則。除下列會計政策所披露，若干物業及證券乃以公平值列賬外，有關賬目已按歷史成本慣例編製。

香港會計師公會頒佈多項新訂及經修訂之香港財務報告準則及香港會計準則（「新香港財務報告準則」），由二零零五年一月一日或以後開始之會計期間生效。本集團尚未於截至二零零四年十二月三十一日止年度之賬目採納該等新香港財務報告準則。本集團並正就日後會計期間採納該等新香港財務報告準則之影響作出評估。

(b) 綜合賬目

綜合賬目包括本公司及其附屬公司計至十二月三十一日止之賬目。

於附屬公司之投資乃按成本值減去減值虧損撥備後在本公司資產負債表內列賬。附屬公司業績由本公司按照已收及應收之股息計賬。

年內所收購或出售附屬公司之業績，分別按收購日期或截至出售生效日期（視屬何情況而定）於綜合損益表中列賬。

本集團內部公司間之所有重大交易及結餘已於綜合賬目中對銷。

For the year ended 31st December 2004

截至二零零四年十二月三十一日止年度

1. PRINCIPAL ACCOUNTING POLICIES (continued)

(b) Consolidation (continued)

The gain or loss on the 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/negative goodwill or goodwill/negative goodwill taken to reserves and which was not previously charged or recognised in the consolidated profit and loss account and any related accumulated foreign currency translation reserve.

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

Subsidiaries are those entities in which the Company, directly or indirectly, controls the composition of the board of directors, controls more than half of the voting power or holds more than half of the issued share capital.

(c) Associated companies

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

The consolidated profit and loss account includes the Group's share of the results of associated companies for the year, and the consolidated balance sheet includes the Group's share of the net assets of the associated companies and goodwill/negative goodwill (net of accumulated amortisation) on acquisition.

Equity accounting is discontinued when the carrying amount of the investment in an associated company reaches zero, unless the Group has incurred obligations or guaranteed obligations in respect of the associated company.

Unrealised gains on transactions between the Group and its associated companies are eliminated to the extent of the Group's interest in the associated companies; unrealised losses are eliminated unless the transaction provides evidence of an impairment of the asset transferred.

1. 主要會計政策 (續)

(b) 綜合賬目 (續)

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資產淨值之差額，連同之前並未在綜合損益表內支銷或入賬之任何未攤銷商譽／負商譽，或已在儲備記賬之商譽／負商譽，以及任何相關之累計外幣滙兌儲備。

少數股東權益指外部股東在附屬公司經營業績及資產淨值擁有之權益。

附屬公司是指本公司直接或間接控制其董事會組成、擁有過半數投票權或持有過半數已發行股本之公司。

(c) 聯營公司

聯營公司並非附屬公司或合營公司，乃指本集團長期持有其股東權益，並對其管理行使重大影響力之公司。

綜合損益表包括本集團於年內應佔聯營公司之業績，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／負商譽（扣除累計攤銷）。

倘於聯營公司投資之賬面值為零，則終止使用股權會計法，除非本集團因聯營公司已產生承擔債務或擔保債務。

本集團與聯營公司之交易所產生之未變現收益，按本集團擁有聯營公司之權益比例予以抵銷。在無確鑿證據證明資產減值之情況下，未變現虧損亦予以抵銷。

For the year ended 31st December 2004

截至二零零四年十二月三十一日止年度

1. PRINCIPAL ACCOUNTING POLICIES (continued)

(c) Associated companies (continued)

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

(d) Jointly controlled entities

A jointly controlled entity 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.

The consolidated profit and loss account includes the Group's share of the results of jointly controlled entities for the year, and the consolidated balance sheet includes the Group's share of the net assets of the jointly controlled entities and goodwill/negative goodwill (net of accumulated amortisation) on acquisition.

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

(e) Goodwill/negative goodwill

(i) Goodwill

Goodwill represents the excess of the cost of acquisition over the fair value of the Group's share of the net assets of the acquired subsidiaries, jointly controlled entities or associated companies at the date of acquisition.

Goodwill on acquisitions of subsidiaries occurring on or after 1st January 2001 is included in intangible assets. Goodwill on acquisitions of associated companies or jointly controlled entities occurring on or after 1st January 2001 is included in investments in associated companies or jointly controlled entities. Goodwill is amortised using the straight-line method over its estimated useful life.

1. 主要會計政策 (續)

(c) 聯營公司 (續)

在本公司資產負債表內，於聯營公司之投資乃按成本值減去減值虧損撥備列賬。聯營公司業績由本公司按照已收及應收之股息入賬。

(d) 合營公司

合營公司乃合約安排，據此，本集團與其他各方經營一項由各方共同控制之業務，而參與方概無任何一方可單獨控制該項業務。

綜合損益表包括本集團於年內應佔合營公司之業績，而綜合資產負債表則包括本集團應佔合營公司之資產淨值及收購產生之商譽／負商譽（扣除累計攤銷）。

在本公司資產負債表內，於合營公司之投資乃按成本值減去減值虧損撥備列賬。合營公司業績由本公司按照已收及應收之股息入賬。

(e) 商譽／負商譽

(i) 商譽

商譽指收購成本超出本集團應佔所收購附屬公司、合營公司或聯營公司於收購日期淨資產公平值之差額。

於二零零一年一月一日或之後因收購附屬公司而產生之商譽計入無形資產。於二零零一年一月一日或之後因收購聯營公司或合營公司而產生之商譽計入對聯營公司或合營公司之投資。商譽以直線法按其估計可使用年期攤銷。

For the year ended 31st December 2004

截至二零零四年十二月三十一日止年度

1. PRINCIPAL ACCOUNTING POLICIES (continued)

(e) Goodwill/negative goodwill (continued)

(i) Goodwill (continued)

Goodwill on acquisitions that occurred prior to 1st January 2001 was eliminated against reserves. Any impairment arising on such goodwill is accounted for in the profit and loss account.

(ii) Negative goodwill

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 acquisition on or after 1st 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 profit and loss account 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 profit and loss account 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 profit and loss account immediately.

For acquisitions prior to 1st January 2001, negative goodwill was taken directly to reserves on acquisition.

1. 主要會計政策 (續)

(e) 商譽／負商譽 (續)

(i) 商譽 (續)

於二零零一年一月一日前因收購而產生之商譽在儲備抵銷。該等商譽所產生之任何減值均記入損益表內。

(ii) 負商譽

負商譽指本集團應佔所收購淨資產公平值超出收購成本之差額。

於二零零一年一月一日或以後進行之收購，負商譽與商譽於資產負債表內被列入同一項目內。涉及本集團收購計劃內已識別及能可靠地估量之預期未來虧損及開支（不包括於收購日可資識別之負債）之負商譽，負商譽部分於未來虧損及開支可予確認時一併在損益表確認。任何負商譽之餘額，以不超過所收購非貨幣性資產之公允價值為限，按該等資產之尚餘加權平均可使用年期在損益表內確認；而超逾該等非貨幣性資產之公允價值之負商譽乃即時於損益表內確認。

二零零一年一月一日之前收購產生之負商譽會直接在收購之儲備抵銷。

For the year ended 31st December 2004

截至二零零四年十二月三十一日止年度

1. PRINCIPAL ACCOUNTING POLICIES (continued)

(f) 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 are stated at their open market value based on an annual professional valuation at the balance sheet date. Increases in valuation are credited to the investment properties revaluation reserve. Decreases in valuation are first set off against increases on earlier revaluation surpluses on a portfolio basis and thereafter charged to the profit and loss account. Any decrease in valuation charged to the profit and loss account which is subsequently restored is credited to the profit and loss account to the extent of the amount previously debited.

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 profit and loss account.

(ii) Other properties

Other properties are interests in land and buildings other than investment properties and properties under construction and are stated at cost less accumulated depreciation and accumulated impairment losses.

Depreciation is provided on other properties, using the straight line method, to write off their cost over their estimated useful lives as follows:

Leasehold land	Unexpired term of lease
Buildings	50 years

1. 主要會計政策 (續)

(f) 固定資產

(i) 投資物業

投資物業乃其已完成建築工程及發展項目之土地及樓宇權益，並因其投資潛力而持有，任何租金收入均按公平原則磋商釐定。投資物業乃根據每年在結算日進行之專業估值按公開市值列賬。重估增值乃計入投資物業重估儲備。重估減值首先與先前按組合基準錄得之重估盈餘增加對銷，其後則於損益表中支銷。已於損益表中支銷惟隨後出現逆轉之任何估值減值，均按先前所借記之數額計入損益表內。

於出售投資物業時，就過往估值變現之重估儲備有關部分，將自投資物業重估儲備撥往損益表內。

(ii) 其他物業

其他物業指投資物業及在建物業以外之土地及樓宇權益，並按成本值減累計折舊及累計減值虧損後列賬。

其他物業按其估計可使用年期，以直線法撇銷成本值攤銷：

租賃土地	剩餘租賃年期
樓宇	50年

For the year ended 31st December 2004

截至二零零四年十二月三十一日止年度

1. PRINCIPAL ACCOUNTING POLICIES (continued)

(f) Fixed assets (continued)

(iii) Other fixed assets

Other fixed assets, comprising plant and machinery, motor vehicles and furniture and fixtures are stated at cost less accumulated depreciation and accumulated impairment losses. Depreciation is provided on other fixed assets, using the straight line method, to write off their costs over their estimated useful lives of 3 to 10 years.

(iv) Properties held for/under development

Properties held for/under development comprise land at cost, construction costs, interest and other direct costs attributable to such properties, less sales instalments received and allowances for any foreseeable losses.

(v) Properties held for sale

Properties held for sale are stated at the lower of cost and net realisable value. Cost comprises land at cost, construction cost, interest and other direct expenses capitalised during the course of development. Net realisable value represents the estimated selling price less costs to be incurred in selling the property.

(vi) Impairment and gain or loss on disposal

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

1. 主要會計政策 (續)

(f) 固定資產 (續)

(iii) 其他固定資產

其他固定資產由廠房及機械、車輛以及傢俬和裝置組成，按成本值扣減累計折舊及累計減值虧損計算。其他固定資產乃按其估計可使用年期三至十年，以直線法撇銷成本值折舊。

(iv) 作發展用途／發展中物業

作發展用途／發展中物業包括該等物業應佔之土地成本、建築成本、利息及其他直接成本，減去已收取之銷售分期款項及任何可預見虧損之撥備。

(v) 作銷售用途之物業

作銷售用途之物業按成本值與可變現淨值之較低者列賬。成本值包括土地成本、建築成本、於發展期間資本化之利息及其他直接開支。可變現淨值乃可指估計售價減銷售物業所需之成本。

(vi) 減值及出售收益或虧損

於各結算日，不論是否有證據顯示資產已作減值，惟任何內部或外來之消息來源皆會給評估。當有任何減值跡象，則估計資產之可收回金額，及（如適用）將減值虧損入賬以將資產減至其可收回金額。此等減值虧損在損益表入賬，但假若資產乃按估值列賬，而減值虧損不超過該資產之重估盈餘，則在此情況下視為重估減值。

For the year ended 31st December 2004

截至二零零四年十二月三十一日止年度

1. PRINCIPAL ACCOUNTING POLICIES (continued)

(f) Fixed assets (continued)

- (vi) Impairment and gain or loss on disposal (continued)

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 profit and loss account. Any revaluation reserve balance remaining attributable to the asset is transferred to retained earnings and is shown as a movement in reserves.

- (vii) Maintenance of fixed assets

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

(g) Non-trading securities

Investments which are held for non-trading purpose are stated at fair value at the balance sheet date. Changes in fair value of individual securities are dealt with as a movement in the investment revaluation reserve until the securities are sold or 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 profit and loss account.

Where there is objective evidence that individual investments are impaired the cumulative loss recorded in the revaluation reserve is taken to the profit and loss account.

1. 主要會計政策 (續)

(f) 固定資產 (續)

- (vi) 減值及出售收益或虧損 (續)

出售固定資產(不包括投資物業)之收益或虧損乃出售所得款項淨額與有關資產之賬面值兩者之差額,有關款項於損益表內確認。任何有關該資產所佔之重估儲備結餘將撥入保留盈利作為儲備變動。

- (vii) 固定資產維修

將固定資產重修至其正常運作狀況所產生之主要費用在損益表中扣除。裝修改良費用均作資本化,並按其預計可使用年期計算折舊。

(g) 非買賣用途之證券

持作非買賣用途之證券按結算日之公允價值入賬。個別證券公允價值之變動作為投資重估儲備之變動處理,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,即出售所得款項淨額與有關證券賬面金額之差額,連同轉撥自投資重估儲備之任何盈餘/虧絀,在損益表中處理。

如有客觀證據顯示個別投資已減值,則記錄於重估儲備之累計虧損須撥往損益表。

For the year ended 31st December 2004

截至二零零四年十二月三十一日止年度

1. PRINCIPAL ACCOUNTING POLICIES (continued)

(h) Trading securities

Trading securities are carried at fair value. At each balance sheet date, the net unrealised gains or losses arising from the changes in fair value of trading securities are recognised in the profit and loss account. Profits or losses on disposal of trading securities, representing the difference between the net sales proceeds and the carrying amounts, are recognised in the profit and loss account as they arise.

(i) 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 profit and loss account on a straight line basis over the lease periods.

(j) Construction contracts in progress

The accounting policy for contract revenue is set out in note (p)(i). When the outcome of a construction contract can be estimated reliably, contract revenue and contract costs are recognised as revenues and expenses by reference to the stage of completion of the contract activity at the balance sheet date. When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately. When the outcome of a construction contract cannot be estimated reliably, contract revenue is recognised only to the extent of contract costs incurred that will be recoverable. Contract costs are recognised when incurred.

Construction contracts in progress at the balance sheet date are recorded in the balance sheet at the net amount of costs incurred plus recognised profits less recognised losses and progress billings. Progress billings not yet paid by the customer are included in the balance sheet under "trade and other receivables". Amount received before the related work is performed are included in the balance sheet, as a liability, as "advances received".

1. 主要會計政策 (續)

(h) 作買賣用途之證券

作買賣用途之證券按公允價值列賬。在每年結算日，作買賣用途之證券之公允價值變動引致之未變現收益或虧損淨額均在損益表記賬。出售作買賣用途之證券之溢利或虧損，即出售所得款項淨額與賬面金額之差額，在產生時於損益表記賬。

(i) 經營租賃

經營租賃是指擁有資產之風險及回報實質上全部由出租公司保留之租賃。經營租賃款額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損益表中支銷。

(j) 在建工程合約

合約收入之會計政策載列於附註(p)(i)。如果能夠可靠地估計建築合約之結果，合約收益及合約成本會參照結算日之合約完成程度確認為收益及支出。如果合約總成本可能超過合約總收入，便會即時將預期虧損確認為支出。如果不能可靠地估計建築合約之結果，則只有在可收回所產生之合約成本之情況下，方會確認合約收益。合約成本乃於產生時確認。

結算日之在建工程合約所產生之成本淨額加上已確認溢利，再減去已確認虧損及按進度開列之賬單數額，記入資產負債表。客戶尚未償付之進度付款則記入資產負債表之「應收賬款及其他應收款」內。已在進行相關工程前收取之款項，記入資產負債表之「已收預付款」（作為負債）內。

For the year ended 31st December 2004

截至二零零四年十二月三十一日止年度

1. PRINCIPAL ACCOUNTING POLICIES (continued)

(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, cash investments with a maturity of three months or less from date of investment.

(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, for example under an insurance contract, 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.

(ii) Pension obligations

The Group operates a mandatory provident fund scheme ("MPF") for the eligible employees in Hong Kong.

1. 主要會計政策 (續)

(k) 現金及現金等價物

現金及現金等價物按成本值在資產負債表內列賬。在現金流量表中，現金及現金等價物包括現金、銀行活期存款、投資日起計三個月或以內到期之現金投資。

(l) 撥備

當本集團因已發生的事件須承擔現有之法律性或推定性的責任，而解除責任時有可能消耗資源，並在責任金額能夠可靠地作出估算的情況下，須確立撥備。當本集團預計撥備款可獲償付，例如有保險合約作保障，則將償付款確認為一項獨立資產，惟只能在償付款可實質地確定時確認。

(m) 僱員福利

(i) 僱員可享有之假期

僱員可享有之年假及長期服務假期乃於應計予僱員時確認。因僱員於截至結算日止提供服務而估計未放之年假及長期服務假期須予撥備。

僱員可享有之病假及產假直至放假時方予以確認。

(ii) 退休金責任

本集團為香港合資格僱員設立一項強制性公積金計劃（「強積金」）。

For the year ended 31st December 2004

截至二零零四年十二月三十一日止年度

1. PRINCIPAL ACCOUNTING POLICIES (continued)

(m) Employee benefits (continued)

(ii) Pension obligations (continued)

The Group's and the employees' contributions to the MPF are each set at 5% to 10% of the employees' monthly salary. The Group's contributions to the MPF are expensed as incurred and are not reduced by contributions forfeited by those employees who leave MPF prior to vesting fully in the contributions. The asset of MPF is held separately from those of the Group in independently administered funds.

(n) Deferred taxation

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

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

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

(o) 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) 退休金責任 (續)

本集團及僱員向強積金之供款分別定為僱員月薪之5%至10%。本集團向強積金之供款按實際發生額列支，倘任何僱員在悉數擁有該等供款前退出強積金，則該等僱員被沒收之供款不會沖減上述支出。強積金之資產與本集團之資產分開，並由獨立管理之基金持有。

(n) 遞延稅項

遞延稅項採用負債法就資產及負債之稅基與它們在賬目之賬面金額兩者之短暫時差作全數撥備。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性差異抵銷而確認。

遞延稅項就於附屬公司、聯營公司及合營公司投資所產生之暫時性差異計提撥備，但假若可以控制該等暫時性差異之轉回並有可能在可見將來不會轉回則除外。

(o) 或然負債

或然負債為可能因過往事件而產生之責任，而其存在與否將僅可以一件或多件不確定而非本集團可完全控制之未來事件是否發生而確定，亦可為因可能毋須具有經濟效益之資源外流或責任涉及金額未能可靠地估計而並未確認之過往事件所產生之現時責任。

For the year ended 31st December 2004

截至二零零四年十二月三十一日止年度

1. PRINCIPAL ACCOUNTING POLICIES (continued)

(o) Contingent liabilities (continued)

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

(p) Revenue recognition

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

- (i) Revenue from individual construction contract is recognised under the percentage of completion method, when the contracts have progressed to the point where a profitable outcome can be prudently foreseen and is measured by reference to the proportion that contract costs incurred for work performed to date compares to the estimated total contract costs to completion.
- (ii) Revenue from sales of properties held for sale is recognised upon completion of the sale and purchase agreements or the issue of an occupation permit, by the relevant government authorities, whichever is the later. Deposits and instalments received on properties sold prior to the date of revenue recognition are included in the balance sheet under "trade and other payables".
- (iii) Rental income from investment properties is recognised on a straight-line basis over the terms of the respective leases.
- (iv) Dividend income is recognised when the right to receive payment is established.
- (v) Interest income is recognised on a time proportion basis, taking into account the principal amounts outstanding and the effective interest rates applicable.
- (vi) Property fee income is recognised when the services are rendered.

1. 主要會計政策 (續)

(o) 或然負債 (續)

儘管或然負債並未予以確認，但會於賬目附註中披露。倘發生資源外流之可能性有變而有可能需要資源外流，則或然負債將會確認為撥備。

(p) 收入確認

收入乃於未來經濟利益可能流入本集團以及能夠可靠計算收入時按下列基準確認：

- (i) 來自個別建築合約之收入乃於此計算方法是合約進行至某一階段，能夠保守預計合約利潤收入時按完成百分比法確認，並參照當時已完工所產生之合約成本所佔工程完工時估計合約成本總額之比例計算。
- (ii) 出售作銷售用途之物業之收入在完成買賣協議或有關政府機構頒發佔用許可證時（以較遲者為準）確認。在確認收入當日前就出售物業所收取之訂金及分期付款則記入資產負債表之「應付賬款及其他應付款」內。
- (iii) 投資物業之租金收入於租賃期內以直線法確認。
- (iv) 股息收入在收取款項之權利確立時確認。
- (v) 利息收入依據未償還本金額及適用有效利率按時間比例而確認。
- (vi) 物業收費收入於服務提供時確認。

For the year ended 31st December 2004

截至二零零四年十二月三十一日止年度

1. PRINCIPAL ACCOUNTING POLICIES (continued)**1. 主要會計政策** (續)**(q) Translation of foreign currencies**

Transactions in foreign currencies are translated at exchange rates ruling at 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 profit and loss account.

(q) 外幣換算

以外幣為單位之交易，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。所有因上述情況產生之匯兌盈虧均計入損益表中。

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

附屬公司、合營公司及聯營公司以外幣列示之資產負債表按結算日之匯率折算，而損益表則按平均匯率折算，由匯率折算產生之匯兌盈虧作為儲備變動入賬。

(r) 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.

(r) 借款成本

因收購、建設或生產資產（需於一段長時間方能達致其原定用途或出售者）而直接產生之借款成本撥充該等資產之部份成本。

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

所有其他借款成本於其發生之年度在損益表支銷。

(s) 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.

(s) 關連人士

就本財務報表而言，如果本集團能夠直接或間接監控另一方人士或對另一方人士之財務及經營決策發揮重大之影響力，或另一方人士能夠直接或間接監控本集團或對本集團之財務及經營決策發揮重大之影響力，或本集團與另一方人士均受制於共同之監控或共同之重大影響下，有關人士即被視為本集團之關連人士。關連人士可以是個別人士或其他實體。

For the year ended 31st December 2004

截至二零零四年十二月三十一日止年度

1. PRINCIPAL ACCOUNTING POLICIES (continued)

(t) Segment reporting

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

Unallocated costs represent corporate expenses. Segment assets consist primarily of investment properties, other fixed assets, properties held for development or held for sale. Segment liabilities comprise operating liabilities, taxation and borrowings. Capital expenditure comprises additions to intangible assets and fixed assets, including additions resulting from acquisitions through purchases of subsidiaries. Sales are based on the country in which the customers are located.

2. TURNOVER AND SEGMENT INFORMATION

The Group is principally engaged in construction and property development and investment.

Turnover comprises gross revenues from construction contracts, property leasing and property sales. Turnover recognised during the year is as follows:

Construction contracts revenue	建築合約收入
Rental income	租金收入
Property sales	物業銷售

Geographical segments

The Group is organised into two main geographical segments, comprising Hong Kong and Mainland China. There are no other significant identifiable separate geographical segments.

1. 主要會計政策 (續)

(t) 分部報告

按照本集團之內部財務申報模式及經營業務，本集團決定呈列地區分部及業務分部分別為主要及次要分部申報形式。

未能分類成本指公司費用。分部資產主要包括投資物業、其他固定資產，作發展用途之物業以及作銷售用途之物業。分部負債包括經營負債、稅項及借款。資本開支包括增置無形資產及固定資產，包括透過收購附屬公司所產生之增置。銷售額乃按照客戶所在國家計算。

2. 營業額及分部資料

本集團主要從事承建工程、物業發展及投資。

營業額包括來自建築合約收入、租金收入和物業銷售之總收益。年內確認之營業額如下：

	2004 二零零四年 HK\$ Million 百萬港元	2003 二零零三年 HK\$ Million 百萬港元
建築合約收入	984.0	1,224.9
租金收入	16.2	18.4
物業銷售	6.7	22.2
	1,006.9	1,265.5

地區分部

本集團共有兩個主要地區分部，由香港及中國內地組成，並無其他重大可識別地區分部。

For the year ended 31st December 2004

截至二零零四年十二月三十一日止年度

2. TURNOVER AND SEGMENT INFORMATION (continued)

2. 營業額及分部資料 (續)

Geographical segments (continued)

地區分部 (續)

		Hong Kong 香港		Mainland China 中國內地		Consolidated 綜合	
		2004 二零零四年 HK\$ Million 百萬港元	2003 二零零三年 HK\$ Million 百萬港元	2004 二零零四年 HK\$ Million 百萬港元	2003 二零零三年 HK\$ Million 百萬港元	2004 二零零四年 HK\$ Million 百萬港元	2003 二零零三年 HK\$ Million 百萬港元
Location of customers	客戶所在地						
Turnover from external customers	外間客戶之營業額	628.6	735.6	378.3	529.9	1,006.9	1,265.5
Segment profit	分部利潤	30.5	22.5	43.8	6.8	74.3	29.3
Other net income/(loss)	其他收益/(虧損)淨額	78.4	(0.7)	154.9	(36.2)	233.3	(36.9)
Unallocated operating income and expenses	未能分類之經營收入及支出					(114.9)	(110.0)
Operating profit/(loss)	經營溢利/(虧損)					192.7	(117.6)
Finance costs	融資成本					(38.5)	(128.4)
Gain on debt restructuring	債務重組收益					360.5	-
Impairment losses on properties held for development	作發展用途之物業減值虧損	-	-	(180.7)	(168.0)	(180.7)	(168.0)
(Deficit)/surplus on revaluation of investment properties	投資物業重估(虧絀)/盈餘	-	-	(14.4)	0.1	(14.4)	0.1
Share of losses less profits of associated companies and jointly controlled entities	應佔聯營公司及合營公司虧損減溢利	41.1	41.2	(19.3)	(29.1)	21.8	12.1
Share of impairment losses and property revaluation deficits of associated companies	應佔聯營公司減值虧損及物業重估虧絀	-	-	(73.0)	(18.5)	(73.0)	(18.5)
Taxation (charge)/credit	稅項(支出)/抵免					(14.3)	10.4
Minority interests	少數股東權益					-	0.5
Profit/(loss) attributable to shareholders	股東應佔溢利/(虧損)					254.1	(409.4)
Capital expenditure	資本開支	2.8	0.1	0.3	1.7	3.1	1.8
Depreciation and amortisation	折舊及攤銷	0.9	1.5	0.7	0.7	1.6	2.2
(Write-back)/provision for contract expenses	工程費用(回撥)/撥備	(0.9)	14.2	(29.6)	41.1	(30.5)	55.3

For the year ended 31st December 2004

截至二零零四年十二月三十一日止年度

2. TURNOVER AND SEGMENT INFORMATION (continued)

2. 營業額及分部資料 (續)

Geographical segments (continued)

地區分部 (續)

		Hong Kong 香港		Mainland China 中國內地		Consolidated 綜合	
		2004 二零零四年 HK\$ Million 百萬港元	2003 二零零三年 HK\$ Million 百萬港元	2004 二零零四年 HK\$ Million 百萬港元	2003 二零零三年 HK\$ Million 百萬港元	2004 二零零四年 HK\$ Million 百萬港元	2003 二零零三年 HK\$ Million 百萬港元
Segment assets	分部資產	244.2	300.1	1,522.8	812.3	1,767.0	1,112.4
Associated companies and jointly controlled entities	聯營公司及合營公司	146.5	122.3	1,067.0	1,893.8	1,213.5	2,016.1
Unallocated assets	未能分類資產					492.9	512.4
Total assets	資產總值					<u>3,473.4</u>	<u>3,640.9</u>
Segment liabilities	分部負債	(310.8)	(452.8)	(214.2)	(221.7)	(525.0)	(674.5)
Unallocated liabilities	未能分類負債					(1,132.1)	(2,751.6)
Total liabilities	負債總額					<u>(1,657.1)</u>	<u>(3,426.1)</u>

Business segments

業務分部

The Group comprises the following main business segments:

本集團之主要業務分部如下:

Construction: The construction work, including civil and building works, for external customers.

建築: 為外間客戶提供包括土木及屋宇建造工程。

Property leasing: The leasing of office premises and residential properties to generate rental income and to gain from the appreciation in the properties' values in the long term.

物業租賃: 出租辦公室及住宅物業以收取租金收入及在長遠而言·因物業升值而賺取溢利。

Property development and sales: The development, purchase and sale of commercial and residential properties.

物業發展及銷售: 發展及買賣商住樓宇。

For the year ended 31st December 2004

截至二零零四年十二月三十一日止年度

2. TURNOVER AND SEGMENT INFORMATION (continued)

2. 營業額及分部資料 (續)

Business segments (continued)

業務分部 (續)

		Construction		Property leasing		Property development and sales		Other operations		Consolidated	
		建築	物業租賃	物業發展及銷售	其他業務	綜合					
		2004	2003	2004	2003	2004	2003	2004	2003	2004	2003
		二零零四年	二零零三年	二零零四年	二零零三年	二零零四年	二零零三年	二零零四年	二零零三年	二零零四年	二零零三年
		HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million
		百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元
Turnover from external customers	外間客戶之營業額	984.0	1,224.9	16.2	18.4	6.7	22.2	-	-	1,006.9	1,265.5
Segment profit/(loss)	分部利潤/(虧損)	42.6	(4.4)	29.1	29.5	(3.6)	(2.7)	6.2	6.9	74.3	29.3
Segment assets	分部資產	337.9	447.3	1,245.9	365.8	183.2	299.3			1,767.0	1,112.4
Capital expenditure	資本開支									3.1	1.8

3. OTHER REVENUES

3. 其他收入

		2004	2003
		二零零四年	二零零三年
		HK\$ Million	HK\$ Million
		百萬港元	百萬港元
Interest income	利息收入	4.1	3.0
Property fee income	物業收費收入	12.9	11.1
Other income	其他收入	2.1	3.9
		19.1	18.0

For the year ended 31st December 2004

截至二零零四年十二月三十一日止年度

4. OTHER NET INCOME/(LOSS) AND OTHER OPERATING EXPENSES

4. 其他收益/(虧損)淨額及其他經營費用

(a) Other net income/(loss)

(a) 其他收益/(虧損)淨額

		2004 二零零四年 HK\$ Million 百萬港元	2003 二零零三年 HK\$ Million 百萬港元
Gain on dissolution of non-trading securities	清算非買賣用途之證券收益	0.5	-
Write back of provision on amount due from an associated company	聯營公司結欠款項撥備回撥	146.9	-
Loss on disposal of a subsidiary	出售附屬公司虧損	-	(16.6)
Provision for loss on disposal of an associated company	出售聯營公司虧損撥備	-	(14.1)
Gain/(loss) on disposal of fixed assets	出售固定資產收益/(虧損)	23.0	(10.1)
Gain on dissolution/liquidation of subsidiaries	附屬公司清算/清盤收益	55.0	5.9
Net exchange gain/(loss)	匯兌收益/(虧損)淨額	6.4	(2.1)
Others	其他	1.5	0.1
		<u>233.3</u>	<u>(36.9)</u>

(b) Other operating expenses

(b) 其他經營費用

		2004 二零零四年 HK\$ Million 百萬港元	2003 二零零三年 HK\$ Million 百萬港元
Provision for properties held for sale	作銷售用途之物業撥備	(17.3)	(14.7)
Recovery of and provision written back for bad and doubtful debts	呆壞賬收回及撥備回撥	25.4	38.9
Provision for bad and doubtful debts	呆壞賬撥備	(55.1)	(30.0)
Tendering costs	投標成本	(8.8)	(13.0)
Others	其他	(3.8)	(14.0)
		<u>(59.6)</u>	<u>(32.8)</u>

For the year ended 31st December 2004

截至二零零四年十二月三十一日止年度

5. OPERATING PROFIT/(LOSS)

Operating profit/(loss) is stated after crediting/(charging) the following:

Crediting:	
Write back of provision for restructuring cost	
Charging:	
Depreciation (note 14(c))	
Auditors' remuneration	
Staff costs (note 9(a))	

5. 經營溢利/(虧損)

經營溢利/(虧損)已計入/(扣除)下列各項:

	2004 二零零四年 HK\$ Million 百萬港元	2003 二零零三年 HK\$ Million 百萬港元
計入:		
重組成本撥備回撥	<u>10.0</u>	<u>-</u>
扣除:		
折舊(附註14(c))	(1.1)	(1.6)
核數師酬金	(2.4)	(4.1)
員工成本(附註9(a))	<u>(23.1)</u>	<u>(32.8)</u>

6. FINANCE COSTS

Interest on bank loans and other borrowings	
Wholly repayable within five years	
Not wholly repayable within five years	

6. 融資成本

	2004 二零零四年 HK\$ Million 百萬港元	2003 二零零三年 HK\$ Million 百萬港元
銀行貸款及其他借款利息		
須於五年內全部償還	(34.4)	(128.4)
毋須於五年內全部償還	(4.1)	-
	<u>(38.5)</u>	<u>(128.4)</u>

7. GAIN ON DEBT RESTRUCTURING

On 11th February 2004, the Company and Creator, the ultimate holding company, entered into a debt conversion and share subscription agreement ("the Debt Conversion Agreement") and a sale and purchase agreement ("the Yangpu Agreement") relating to the share interest in Hainan Yangpu Development (H.K.) Limited ("Yangpu Development").

The Debt Conversion Agreement and the Yangpu Agreement were approved at the extraordinary general meeting of shareholders on 3rd April 2004. The indebtedness of approximately HK\$1,640.5 million was settled in full by the Company by issuance of 1,340,555,276 ordinary shares and assignment of the Company's share interest in Yangpu Development, both to Creator.

7. 債務重組收益

於二零零四年二月十一日，本公司與最終控股公司創達訂立債務轉換及股份認購協議(「債務轉換協議」)及一項有關海南洋浦開發(香港)有限公司(「洋浦開發」)股份權益之買賣協議(「洋浦協議」)。

債務轉換協議及洋浦協議於二零零四年四月三日舉行之股東特別大會獲批准。本公司透過向創達發行1,340,555,276股普通股及向創達轉讓本公司於洋浦開發之股份權益悉數償還約1,640,500,000港元負債。

For the year ended 31st December 2004

截至二零零四年十二月三十一日止年度

7. GAIN ON DEBT RESTRUCTURING (continued)

The gain on debt restructuring was aggregated from the gain on disposal of the share interest in Yangpu Development of HK\$242.7 million and waiver of interest upon the completion of debt conversion of HK\$117.8 million as at 13th April 2004.

7. 債務重組收益 (續)

債務重組收益來自出售洋浦開發股份權益獲取之收益242,700,000港元及於二零零四年四月十三日債務轉換完成時之獲豁免利息117,800,000港元總計。

8. DIRECTORS' AND SENIOR MANAGEMENT'S REMUNERATION

(a) Directors' emoluments

The aggregate amount of emoluments paid and payable to directors of the Company during the year are as follows:

Fees	袍金
Salaries and other emoluments	薪金及其他酬金

The number of directors whose emoluments fell within:

Nil – HK\$1,000,000	無 – 1,000,000港元
HK\$1,000,001 – HK\$1,500,000	1,000,001港元 – 1,500,000港元
HK\$1,500,001 – HK\$2,000,000	1,500,001港元 – 2,000,000港元
HK\$2,000,001 – HK\$2,500,000	2,000,001港元 – 2,500,000港元
HK\$2,500,001 – HK\$3,000,000	2,500,001港元 – 3,000,000港元

Emoluments paid to the independent non-executive directors amounted to HK\$141,370 (2003: HK\$200,000) during the year. None of the directors have waived their right to receive emoluments.

8. 董事及高級管理層酬金

(a) 董事酬金

本公司於年內已付及應付予董事之酬金總額如下:

2004 二零零四年 HK\$ Million 百萬港元	2003 二零零三年 HK\$ Million 百萬港元
0.4	0.4
8.1	10.4
8.5	10.8

酬金在以下範圍內之董事人數如下:

2004 二零零四年 Number of directors 董事人數	2003 二零零三年 Number of directors 董事人數
10	6
-	2
1	-
2	2
-	1

本年度已付獨立非執行董事之酬金為141,370港元(二零零三年: 200,000港元)。概無董事放棄收取酬金之權利。

For the year ended 31st December 2004

截至二零零四年十二月三十一日止年度

8. DIRECTORS' AND SENIOR MANAGEMENT'S REMUNERATION

(continued)

(b) Five highest paid individuals

The above analysis includes four (2003: four) directors whose emoluments were among the five highest in the Group. Details of the emoluments payable to the remaining one (2003: one) individual are as follows:

Salaries and other emoluments	薪金及其他酬金
-------------------------------	---------

Number of individuals whose emoluments fell within:

HK\$1,000,000 – HK\$1,500,000	1,000,000港元 – 1,500,000港元
HK\$2,000,001 – HK\$2,500,000	2,000,001港元 – 2,500,000港元

8. 董事及高級管理層酬金 (續)

(b) 五名酬金最高人士

上述分析包括本集團五名酬金最高人士當中四名董事(二零零三年:四名)。應付予其餘一名人士的酬金(二零零三年:一名)詳情如下:

2004 二零零四年 HK\$ Million 百萬港元	2003 二零零三年 HK\$ Million 百萬港元
---------------------------------------	---------------------------------------

1.32.2

酬金在以下範圍內之人數如下:

2004 二零零四年 Number of individuals 人數	2003 二零零三年 Number of individuals 人數
---	---

1

-

-1

For the year ended 31st December 2004

截至二零零四年十二月三十一日止年度

9. STAFF COSTS

9. 員工成本

(a) Staff costs (excluding directors' emoluments)**(a) 員工成本 (不包括董事酬金)**

		2004 二零零四年 HK\$ Million 百萬港元	2003 二零零三年 HK\$ Million 百萬港元
Wages, salaries and other benefits	工資、薪金及其他福利	(57.3)	(93.7)
Pension costs – defined contribution plan	退休金成本 – 定額供款計劃	(0.3)	(0.3)
Write back of provision for unused annual leave	未使用年假撥備撥回	1.0	–
		<u>(56.6)</u>	<u>(94.0)</u>
Charged to cost of construction contracts	在建築合約成本中扣減	33.5	61.2
Amount charged to the profit and loss account (note 5)	在損益表扣除之金額 (附註5)	<u>(23.1)</u>	<u>(32.8)</u>

(b) Defined contribution retirement plan**(b) 界定供款退休金計劃**

The Group operates the MPF scheme under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance and not previously covered by the defined benefit retirement scheme. The MPF scheme is a defined contribution retirement scheme administered by independent trustees. Under the MPF scheme, the employer and its employees are each required to make contributions to the scheme at 5% of the employee's relevant income, subject to a cap of monthly relevant income of HK\$20,000. Contributions to the scheme vest immediately.

本集團按照香港強制性公積金計劃條例之規定設立一項強積金計劃。該計劃是根據香港僱傭條例受僱及沒有加入界定利益退休金計劃之僱員而設。強積金計劃是由獨立信託人管理之界定供款退休金計劃。根據強積金計劃，僱主和僱員均須按照僱員相關入息之5%向計劃作出供款；但每月之相關入息上限為20,000港元。計劃供款隨即悉數歸於僱員。

For the year ended 31st December 2004

截至二零零四年十二月三十一日止年度

9. STAFF COSTS (continued)

9. 員工成本 (續)

(c) Share options

The details of the share option scheme of the Company are stated in pages 33 to 37 of the Report of the Directors.

Movements in the number of share options outstanding under the Old Option Scheme during the year are as follows:

(c) 購股權

購股權計劃之詳情載於董事會報告書第33頁至第37頁。

年內，舊購股權計劃項下尚未行使之購股權數目變動如下：

		Numbers of options 購股權數目	
		2004 二零零四年	2003 二零零三年
At 1st January	於一月一日	17,190,000	18,670,000
Cancelled	註銷	<u>(2,790,000)</u>	<u>(1,480,000)</u>
At 31st December	於十二月三十一日	<u>14,400,000</u>	<u>17,190,000</u>
Options vested at 31st December	於十二月三十一日 已歸屬之購股權	<u>14,400,000</u>	<u>17,190,000</u>

Share options outstanding at the end of year have the following terms:

於年末尚未行使購股權之年期如下：

Date of grant 授出日期	Exercise period 行使期間	Exercise price 行使價 HK\$ 港元	2004 二零零四年 Number 數目	2003 二零零三年 Number 數目
20th May 1998 一九九八年五月二十日	20th November 1998 to 19th May 2005 一九九八年十一月二十日 至二零零五年五月十九日	3.48	8,450,000	11,240,000
18th June 1998 一九九八年六月十八日	18th December 1998 to 18th June 2005 一九九八年十二月十八日 至二零零五年六月十八日	2.29	2,950,000	2,950,000
28th September 1998 一九九八年九月二十八日	28th March 1999 to 28th September 2005 一九九九年三月二十八日 至二零零五年九月二十八日	1.48	3,000,000	3,000,000
			<u>14,400,000</u>	<u>17,190,000</u>

For the year ended 31st December 2004

截至二零零四年十二月三十一日止年度

10. TAXATION (CHARGE)/CREDIT

- (a) Hong Kong profits tax has not been provided as the Group has sufficient tax losses brought forward to offset taxable profit for the year (2003: nil). Mainland China income tax has been provided on the estimated assessable profits of subsidiaries, associated companies and jointly controlled entities operating in the Mainland China at the rates ranging from 15% to 33% (2003: 15% to 33%).

10. 稅項(支出)/抵免

- (a) 由於本集團擁有足夠承前稅項虧損以抵銷本年度應課稅溢利，故並無就香港利得稅作出撥備（二零零三年：無）。中國內地所得稅則按照在中國內地經營之聯營公司、合營公司及附屬公司之估計應課稅溢利，按介乎15%至33%之稅率（二零零三年：15%至33%）作出撥備。

		2004 二零零四年 HK\$ Million 百萬港元	2003 二零零三年 HK\$ Million 百萬港元
Current taxation	當期稅項		
Mainland China income tax	中國內地所得稅	(1.1)	(5.7)
(Under)/over provisions	以往年度撥備		
in prior years	(不足)/過剩	(4.2)	45.4
		<u>(5.3)</u>	39.7
Share of taxation attributable to associated companies	應佔聯營公司稅項	<u>(9.0)</u>	(29.3)
Taxation (charge)/credit	稅項(支出)/抵免	<u><u>(14.3)</u></u>	<u>10.4</u>

For the year ended 31st December 2004

截至二零零四年十二月三十一日止年度

10. TAXATION (CHARGE)/CREDIT
(continued)

- (b) The taxation of the Group's profit/(loss) before taxation differs from the theoretical amount that would be using the prevailing taxation rate as follows:

10. 稅項(支出)/抵免 (續)

- (b) 本集團除稅前溢利/(虧損)之稅項與採用當前稅率之理論稅項之差額如下:

		2004 二零零四年 HK\$ Million 百萬港元	2003 二零零三年 HK\$ Million 百萬港元
Profit/(loss) before taxation	除稅前溢利/(虧損)	<u>268.4</u>	<u>(420.3)</u>
Calculated at the taxation rates applicable to profits in the countries concerned	按產生溢利國家之適用稅率計算	(44.7)	74.9
Expenses not deductible for taxation purposes	不可扣稅之費用	(127.3)	(54.7)
Income not subject to taxation	非課稅收入	123.7	5.3
Tax losses not recognised	未予確認之稅務虧損	(2.6)	(67.5)
Utilisation of previously unrecognised tax losses	運用過往年度未予確認之稅務虧損	41.7	7.0
Deferred taxation relating to the origination and reversal of temporary differences	遞延稅項暫時性差異之產生及轉回	(0.9)	-
(Under)/over provisions in prior years	以往年度撥備(不足)/過剩	<u>(4.2)</u>	<u>45.4</u>
Taxation (charge)/credit	稅項(支出)/抵免	<u>(14.3)</u>	<u>10.4</u>

11. PROFIT/(LOSS) ATTRIBUTABLE TO SHAREHOLDERS

The profit attributable to shareholders is dealt with in the account of the Company to the extent of HK\$406.5 million (2003: loss of HK\$288.7 million).

11. 股東應佔溢利/(虧損)

計入本公司賬目之股東應佔溢利為406,500,000港元(二零零三年: 288,700,000港元虧損)。

For the year ended 31st December 2004

截至二零零四年十二月三十一日止年度

12. EARNINGS/(LOSS) PER SHARE

The calculations of basic and diluted earnings/(loss) per share are based on the Group's profit attributable to shareholders of HK\$254.1 million (2003: loss of HK\$409.4 million).

The basic earnings/(loss) per share is based on the weighted average number of 1,571,149,181 (2003: 607,853,996) ordinary shares in issue during the year. The diluted earnings per share for the year ended 31st December 2004 is based on 1,951,149,181 ordinary shares which is the weighted average number of 1,571,149,181 ordinary shares in issue during the year plus the weighted average number of 380,000,000 ordinary shares deemed to be issued at no consideration if all outstanding options had been exercised. The calculation of diluted loss per share for the year ended 31st December 2003 was not presented as the options granted by the Company did not have a dilutive effect.

12. 每股盈利/(虧損)

每股基本及攤薄盈利/(虧損)是按照本集團之股東應佔溢利254,100,000港元(二零零三年: 409,400,000港元虧損)計算。

每股基本盈利/(虧損)是按照本年度已發行普通股之加權平均數1,571,149,181股(二零零三年: 607,853,996股)計算。截至二零零四年十二月三十一日止年度,每股攤薄盈利乃按1,951,149,181股普通股計算,其為本年度已發行普通股之加權平均數1,571,149,181股普通股及倘行使所有尚未行使之購股權將被視為無償發行之380,000,000股普通股之加權平均數計算。由於本公司授出之購股權並無攤薄影響,故並無呈列截至二零零三年十二月三十一日止年度每股攤薄虧損之計算。

13. GOODWILL

13. 商譽

		HK\$ Million 百萬港元
Cost	成本	
At 1st January and 31st December 2004	於二零零四年一月一日及 十二月三十一日	17.3
Accumulated amortisation	累計攤銷	
At 1st January and 31st December 2004	於二零零四年一月一日及 十二月三十一日	(17.3)
Net book value	賬面淨值	
At 31st December 2004 and 2003	於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	<u><u>—</u></u>

For the year ended 31st December 2004

截至二零零四年十二月三十一日止年度

14. FIXED ASSETS

14. 固定資產

		Investment properties 投資物業 HK\$ Million 百萬港元	Other properties 其他物業 HK\$ Million 百萬港元	Furniture and fixtures 傢俬和裝置 HK\$ Million 百萬港元	Motor vehicles 車輛 HK\$ Million 百萬港元	Plant and machinery 廠房及機械 HK\$ Million 百萬港元	Total 總值 HK\$ Million 百萬港元
(a) Group	(a) 本集團						
Cost or valuation	成本或估值						
At 1st January 2004	於二零零四年一月一日	365.6	34.2	17.7	15.8	2.9	436.2
Translation differences	匯兌差額	-	-	-	0.1	-	0.1
Acquisition of a subsidiary (note 33(b))	收購一間附屬公司 (附註33(b))	914.7	-	0.4	-	-	915.1
Additions	增置	-	-	2.6	0.5	-	3.1
Transfer to properties held for sale	轉出作銷售用途 之物業	(21.2)	-	-	-	-	(21.2)
Disposals	出售	-	(25.9)	(11.2)	(5.8)	-	(42.9)
Revaluation deficit	重估虧絀	(14.4)	-	-	-	-	(14.4)
At 31st December 2004	於二零零四年 十二月三十一日	1,244.7	8.3	9.5	10.6	2.9	1,276.0
Accumulated depreciation and impairment	累計折舊及減值						
At 1st January 2004	於二零零四年一月一日	-	10.4	15.8	14.5	2.9	43.6
Translation differences	匯兌差額	-	-	-	0.1	-	0.1
Charge for the year	本年度折舊	-	0.3	0.8	0.5	-	1.6
Disposals	出售	-	(6.3)	(10.5)	(5.8)	-	(22.6)
At 31st December 2004	於二零零四年 十二月三十一日	-	4.4	6.1	9.3	2.9	22.7
Net book value	賬面淨值						
At 31st December 2004	於二零零四年 十二月三十一日	1,244.7	3.9	3.4	1.3	-	1,253.3
At 31st December 2003	於二零零三年 十二月三十一日	365.6	23.8	1.9	1.3	-	392.6

For the year ended 31st December 2004

截至二零零四年十二月三十一日止年度

14. FIXED ASSETS (continued)

14. 固定資產 (續)

		Other properties 其他物業 HK\$ Million 百萬港元	Furniture and fixtures 傢俬和裝置 HK\$ Million 百萬港元	Motor vehicles 車輛 HK\$ Million 百萬港元	Plant and machinery 廠房及機械 HK\$ Million 百萬港元	Total 總值 HK\$ Million 百萬港元
(b) Company	(b) 本公司					
Cost or valuation	成本或估值					
At 1st January 2004	於二零零四年一月一日	25.9	14.2	13.4	2.9	56.4
Additions	增置	-	2.4	0.4	-	2.8
Disposals	出售	(25.9)	(10.7)	(5.8)	-	(42.4)
At 31st December 2004	於二零零四年 十二月三十一日	-	5.9	8.0	2.9	16.8
Accumulated depreciation and impairment	累計折舊及減值					
At 1st January 2004	於二零零四年 一月一日	6.1	13.4	12.2	2.9	34.6
Charge for the year	本年度折舊	0.2	0.5	0.4	-	1.1
Disposals	出售	(6.3)	(10.4)	(5.8)	-	(22.5)
At 31st December 2004	於二零零四年 十二月三十一日	-	3.5	6.8	2.9	13.2
Net book value	賬面淨值					
At 31st December 2004	於二零零四年 十二月三十一日	-	2.4	1.2	-	3.6
At 31st December 2003	於二零零三年 十二月三十一日	19.8	0.8	1.2	-	21.8

(i) The investment properties were revalued on 31st December 2004 on an open market value basis by Chartersince Surveyors Limited, an independent professional property valuer. All other fixed assets are stated at cost.

(ii) The Group leases out investment properties under operating leases. The leases typically run for an initial period of 3 years, with an option to renew the lease after that date at which time terms are renegotiated. None of the leases include contingent rentals.

(i) 投資物業已於二零零四年十二月三十一日經由獨立專業物業估值師卓先測量師行有限公司按公開市值基準進行重估。其他固定資產均以成本列賬。

(ii) 本集團以經營租賃出租投資物業。這些租賃一般初步為期三年，並且有權選擇在到期日後續期，屆時條款均可重新商定。各項經營租賃均不包含或然租金。

For the year ended 31st December 2004

截至二零零四年十二月三十一日止年度

14. FIXED ASSETS (continued)

14. 固定資產 (續)

(c) Depreciation for the year is dealt with as follows:

(c) 本年度之折舊計算如下:

		Group 本集團	
		2004 二零零四年 HK\$ Million 百萬港元	2003 二零零三年 HK\$ Million 百萬港元
Depreciation incurred for the year	本年度產生之折舊	(1.6)	(2.2)
Charged to cost of construction contracts	在建築合約中成本扣減	0.5	0.6
Amount charged to the profit and loss account (note 5)	在損益表扣除之金額 (附註5)	(1.1)	(1.6)

(d) The net book value of properties is analysed as follows:

(d) 物業賬面淨值之分析如下:

		Group 本集團			
		Investment properties 投資物業		Other properties 其他物業	
		2004 二零零四年 HK\$ Million 百萬港元	2003 二零零三年 HK\$ Million 百萬港元	2004 二零零四年 HK\$ Million 百萬港元	2003 二零零三年 HK\$ Million 百萬港元
Held in Hong Kong	在香港持有				
Leases of 10 to 50 years	租賃10至50年				
At cost less depreciation	按成本值減折舊	-	-	3.1	23.0
Held in PRC	在中國持有				
Leases of 10 to 50 years	租賃10至50年				
At professional valuation	按專業估值	1,244.7	365.6	-	-
Leases of over 50 years	租賃50年以上				
At cost less depreciation	按成本值減折舊	-	-	0.8	0.8
		1,244.7	365.6	3.9	23.8

At 31st December 2003, the Company had properties held for own use, amounted to HK\$19.8 million in Hong Kong under the medium-term leases.

於二零零三年十二月三十一日，本公司按中期租賃持有作自用之香港物業價值19,800,000港元。

For the year ended 31st December 2004

截至二零零四年十二月三十一日止年度

14. FIXED ASSETS (continued)

(d) The net book value of properties is analysed as follows: (continued)

At 31st December 2004, the net book value of fixed assets pledged as security for the Group's long-term loans amounted to HK\$1,115.1 million (2003: HK\$314.4 million) in which HK\$825.5 million (2003: nil) was contributed by Karbony Investment Limited, which was reclassified from an associated company in year 2003 to a subsidiary in year 2004 (note 17a).

15. PROPERTIES HELD FOR DEVELOPMENT

Properties held for development comprise two medium term leasehold land located at Jiangmen and Zhuhai in the PRC. They were revalued by Chartersince Surveyors Limited, an independent professional valuer, on an open market value basis as at 31st December 2004. According to the professional valuation, changes in town planning in Zhuhai have resulted in a substantial reduction in the plot ratio of the parcel of land. Impairment loss of HK\$180.7 million has been provided in the accounts for the land situated at Zhuhai during the year.

14. 固定資產 (續)

(d) 物業賬面淨值之分析如下: (續)

於二零零四年十二月三十一日，固定資產之賬面淨值中1,115,100,000港元(二零零三年: 314,400,000港元)已抵押作為本集團長期貸款之抵押品，其中825,500,000港元(二零零三年: 無)來自Karbony Investment Limited，該公司由二零零三年之聯營公司重新分類為二零零四年之附屬公司(附註17a)。

15. 作發展用途之物業

作發展用途之物業包括兩幅位於中國江門及珠海之中期租賃土地，經由獨立專業估值師卓先測量師行有限公司按二零零四年十二月三十一日之公開市值基準進行重估。根據專業估值，珠海更改了城市規劃，該幅土地之地積比率因而顯著減少。年內，珠海土地之減值虧損180,700,000港元已在賬目中撥備。

For the year ended 31st December 2004

截至二零零四年十二月三十一日止年度

16. SUBSIDIARIES

16. 附屬公司

		2004 二零零四年 HK\$ Million 百萬港元	2003 二零零三年 HK\$ Million 百萬港元
Unlisted shares, at cost	非上市股份·按成本	83.9	20.9
Capital contributions, at cost	資本投入·按成本	320.5	114.8
Provision for impairment losses	減值虧損撥備	<u>(224.8)</u>	<u>(120.6)</u>
		179.6	15.1
Amounts due from subsidiaries	應收附屬公司款項	2,353.0	1,858.1
Less: provision	減:撥備	<u>(1,498.6)</u>	<u>(1,468.6)</u>
		1,034.0	404.6
Amounts due to subsidiaries	應付附屬公司款項	<u>(226.0)</u>	<u>(388.2)</u>
		<u>808.0</u>	<u>16.4</u>

Notes:

附註:

- (a) Balances with subsidiaries are unsecured, interest free and have no fixed terms of repayment.
- (b) Details of principal subsidiaries are set out on pages 108 to 110.

- (a) 與附屬公司之結餘並無抵押、免息及無固定還款期。
- (b) 主要附屬公司詳情列於第108頁至第110頁。

For the year ended 31st December 2004

截至二零零四年十二月三十一日止年度

17. ASSOCIATED COMPANIES

17. 聯營公司

		Group 本集團		Company 本公司	
		2004 二零零四年 HK\$ Million 百萬港元	2003 二零零三年 HK\$ Million 百萬港元	2004 二零零四年 HK\$ Million 百萬港元	2003 二零零三年 HK\$ Million 百萬港元
Unlisted shares, at cost	非上市股份·按成本	-	-	127.1	190.0
Capital contributions, at cost	資本投入·按成本	-	-	2.4	21.8
		-	-	129.5	211.8
Share of net liabilities	應佔負債淨額	(593.9)	(506.3)	-	-
Amounts due from associated companies	應收聯營公司款項	1,733.1	2,493.1	1,396.1	2,093.0
Provision for impairment losses	減值虧損撥備	(22.8)	(40.2)	(709.6)	(788.8)
		1,116.4	1,946.6	816.0	1,516.0
Amounts due to associated companies	應付聯營公司款項	(26.5)	(32.1)	(26.5)	(32.1)
		1,089.9	1,914.5	789.5	1,483.9

Balances with associated companies are unsecured, interest free and have no fixed terms of repayment, except for the amounts due from the associated companies of HK\$1,015.3 million (2003: HK\$57.2 million) which bears interests ranging from Hong Kong dollar prime rate to 1% plus Hong Kong dollar prime rate.

Notes:

- (a) On 31st December 2004, the acquisition of 50% share interest of Karbony Investment Limited from other shareholders was completed. Accordingly, the respective associated company became a wholly-owned subsidiary as at 31st December 2004.
- (b) In last year, the Group's interest in Hong Kong Construction Kam Lung Limited ("HKC Kam Lung") is regarded as a long term investment. In the current year, the Group is exercising its right to be an active shareholder in this investment and accordingly it has been accounted for by the Group as an associated company. At 31st December 2004, the share interests in HKC Kam Lung was pledged as security for the Group's long-term loan amounted to HK\$131.1 million (2003: Nil).

除為數1,015,300,000港元(二零零三年: 57,200,000港元)根據港元最優惠利率至港元最優惠利率加1%計息之應收聯營公司款項外,與聯營公司間之結餘並無抵押、免息及無固定還款期。

附註:

- (a) 於二零零四年十二月三十一日,本公司完成向其他股東收購Karbony Investment Limited之50%股份權益,因此,該聯營公司於二零零四年十二月三十一日成為全資附屬公司。
- (b) 去年,本集團於Hong Kong Construction Kam Lung Limited(「HKC Kam Lung」)之權益被視為長期投資。本年,由於本集團正行使其作為該項投資活躍股東之權利,因此本集團將之重新分類為聯營公司。於二零零四年十二月三十一日,HKC Kam Lung股份之權益已抵押作為本集團131,100,000港元(二零零三年:無)長期貸款之抵押品。

For the year ended 31st December 2004

截至二零零四年十二月三十一日止年度

17. ASSOCIATED COMPANIES (continued)

Notes:

- (c) As part of the debt restructuring arrangement, the Group had disposed 17% share interest in First Choice International Development Limited ("First Choice"). The Group currently owns 8% share interest in First Choice and the investment has been reclassified as non-trading securities.
- (d) Details of principal associated companies are set out on pages 110 to 111.

17. 聯營公司 (續)

附註:

- (c) 作為債務重組安排之一部分，本集團出售富財國際發展有限公司（「富財」）17%股份權益。本集團現持有富財8%股份權益，並將該項投資重新分類為非買賣用途之證券。
- (d) 主要聯營公司之詳情載於第110頁至第111頁。

18. JOINTLY CONTROLLED ENTITIES

18. 合營公司

		Group 本集團		Company 本公司	
		2004 二零零四年 HK\$ Million 百萬港元	2003 二零零三年 HK\$ Million 百萬港元	2004 二零零四年 HK\$ Million 百萬港元	2003 二零零三年 HK\$ Million 百萬港元
Share of net liabilities	應佔負債淨額	(31.9)	(67.6)	-	-
Amounts due from jointly controlled entities	應收合營公司款項	164.1	174.5	164.0	174.5
Provision for impairment loss	減值虧損撥備	(5.3)	(5.3)	(82.2)	(82.2)
		126.9	101.6	81.8	92.3
Amounts due to jointly controlled entities	應付合營公司款項	(3.3)	-	(3.3)	-
		123.6	101.6	78.5	92.3

Notes:

- (a) Balances with jointly controlled entities are unsecured, interest-free and have no fixed terms of repayment.
- (b) Details of principal jointly controlled entities are set out on page 112.

附註:

- (a) 與合營公司間之結餘並無抵押、免息及無固定還款期。
- (b) 主要合營公司之詳情載於第112頁。

For the year ended 31st December 2004

截至二零零四年十二月三十一日止年度

19. NON-TRADING SECURITIES

19. 非買賣用途之證券

		Group 本集團		Company 本公司	
		2004 二零零四年 HK\$ Million 百萬港元	2003 二零零三年 HK\$ Million 百萬港元	2004 二零零四年 HK\$ Million 百萬港元	2003 二零零三年 HK\$ Million 百萬港元
Equity securities	股本證券				
Unlisted	非上市	23.3	12.7	-	12.7
Listed in Hong Kong	在香港上市	-	5.7	-	-
		23.3	18.4	-	12.7
Market value of listed investments	上市投資市值	-	5.7	-	-

20. TRADING SECURITIES

20. 作買賣用途之證券

		Group 本集團	
		2004 二零零四年 HK\$ Million 百萬港元	2003 二零零三年 HK\$ Million 百萬港元
Equity securities, listed in Hong Kong, at market value	在香港上市之 股本證券 (按市值)	0.2	0.1

21. TRADE AND OTHER RECEIVABLES

21. 應收賬款及其他應收款

		Group 本集團		Company 本公司	
		2004 二零零四年 HK\$ Million 百萬港元	2003 二零零三年 HK\$ Million 百萬港元	2004 二零零四年 HK\$ Million 百萬港元	2003 二零零三年 HK\$ Million 百萬港元
Gross amounts due from customers for contract works (note 22)	應收客戶合約工程 款項總額 (附註22)	51.3	20.1	51.3	20.1
Amounts due from subsidiaries	應收附屬公司款項	-	-	83.0	182.5
Trade debtors	應收賬款	42.8	184.3	35.0	179.8
Retention receivables	應收保留款額	57.6	103.1	57.6	103.1
Other receivables & deposits	其他應收款及按金	96.0	163.6	31.5	99.0
		247.7	471.1	258.4	584.5

For the year ended 31st December 2004

截至二零零四年十二月三十一日止年度

21. TRADE AND OTHER RECEIVABLES
(continued)

- (a) At 31st December 2004, the retention receivable for contracts in progress amounting to HK\$223.8 million (2003: HK\$244.9 million) has been included in long term receivables and trade and other receivables respectively.
- (b) Included in trade and other receivables, the amount due from the jointly controlled entities at the year end amounted to HK\$8.5 million (2003: HK\$9.2 million).
- (c) Included in trade and other receivables are trade debtors, net of provisions, with their aging analysis as follows:

21. 應收賬款及其他應收款 (續)

- (a) 於二零零四年十二月三十一日，在建合約之應收保留款額223,800,000港元(二零零三年：244,900,000港元)已分別列為長期應收款以及應收賬款及其他應收款。
- (b) 計入應收賬款及其他應收款，於年末應收合營公司款項達8,500,000港元(二零零三年：9,200,000港元)。
- (c) 應收賬款及其他應收款包括應收賬款(已扣除撥備)，賬齡分析如下：

		Group 本集團		Company 本公司	
		2004 二零零四年	2003 二零零三年	2004 二零零四年	2003 二零零三年
		HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元
0 to less than 2 months	零至少於2個月	35.9	123.1	32.1	120.0
2 to less than 6 months	2至少於6個月	2.1	0.7	-	-
6 to less than 12 months	6至少於12個月	1.9	3.9	-	3.5
12 months and more	超過12個月	2.9	56.6	2.9	56.3
		42.8	184.3	35.0	179.8

The Group's credit terms for contracting business are negotiated with and entered into under normal commercial terms with its trade customers. Retention money receivables in respect of contracting services are settled in accordance with the terms of respective contracts.

本集團建築合約業務之信貸條件是按照一般商業條款與客戶商議及簽定，建築合約之應收保留款額按照個別合約之條款結算。

For the year ended 31st December 2004

截至二零零四年十二月三十一日止年度

22. CONSTRUCTION CONTRACTS IN PROGRESS

22. 在建工程合約

		Group and Company 本集團及本公司	
		2004 二零零四年 HK\$ Million 百萬港元	2003 二零零三年 HK\$ Million 百萬港元
Contract costs incurred plus attributable profits recognised less provision for foreseeable losses	合約成本加已確認應佔溢利減可預見虧損撥備	2,854.1	2,032.7
Progress payments received and receivable	已收及應收進度付款	(2,868.5)	(2,089.2)
		<u>(14.4)</u>	<u>(56.5)</u>
Representing:	代表:		
Gross amounts due from customers for contract works (note 21)	應收客戶合約工程總額(附註21)	51.3	20.1
Gross amounts due to customers for contract works (note 24)	應付客戶合約工程總額(附註24)	(65.7)	(76.6)
		<u>(14.4)</u>	<u>(56.5)</u>

23. DEPOSITS, CASH AND BANK BALANCES

23. 存款、現金及銀行結餘

- (a) At 31st December 2004, deposits of HK\$9.1 million (2003: HK\$9.2 million) were pledged to certain banks to secure banking facilities granted to certain buyers of properties of the Group and its associated companies to the extent of HK\$50.3 million (2003: HK\$51.1 million) and HK\$1.8 million (2003: HK\$23.8 million) respectively.
- (a) 於二零零四年十二月三十一日，9,100,000港元（二零零三年：9,200,000港元）之存款抵押予若干銀行，作為授予本集團及聯營公司部分物業買方分別達50,300,000港元（二零零三年：51,100,000港元）及1,800,000港元（二零零三年：23,800,000港元）銀行融資之抵押。
- (b) At 31st December 2003, deposits of HK\$133.5 million were used to secure certain short term and long term bank loans. There was no such deposits at 31st December 2004.
- (b) 於二零零三年十二月三十一日，133,500,000港元之存款是用作抵押若干短期及長期銀行貸款。於二零零四年十二月三十一日，並無同類存款。
- (c) At 31st December 2004, deposits of HK\$1.0 million (2003: HK\$1.0 million) were pledged to the performance bonds and guarantee, under contracts and other agreements.
- (c) 於二零零四年十二月三十一日，1,000,000港元之存款（二零零三年：1,000,000港元）是用作抵押合約及其他協議下履約擔保書及擔保。

For the year ended 31st December 2004

截至二零零四年十二月三十一日止年度

24. TRADE AND OTHER PAYABLES

24. 應付賬款及其他應付款

		Group 本集團		Company 本公司	
		2004 二零零四年 HK\$ Million 百萬港元	2003 二零零三年 HK\$ Million 百萬港元	2004 二零零四年 HK\$ Million 百萬港元	2003 二零零三年 HK\$ Million 百萬港元
Trade creditors	應付賬款	114.7	176.3	114.7	176.3
Retention payables	應付保留款額	65.8	75.6	65.8	75.6
Other payables and accruals	其他應付款及 應計費用	525.2	754.7	230.6	565.6
Gross amounts due to customers for contract works (note 22)	應付客戶合約工程 款項總額 (附註22)	65.7	76.6	65.7	76.6
		771.4	1,083.2	476.8	894.1

(a) At 31st December 2004, the retention payable for contracts in progress amounting to HK\$181.9 million (2003: HK\$165.3 million) has been included in long term payables and trade and other payables respectively.

(b) Included in trade and other payables, the amount due to the related companies at the year end amounted to HK\$32.5 million (2003: HK\$33.1 million).

(c) Included in trade and other payables are trade creditors with their aging analysis as follows:

(a) 於二零零四年十二月三十一日，在建合約之應付保留款額181,900,000港元(二零零三年:165,300,000港元)已分別列為長期應付款以及應付賬款及其他應付款。

(b) 計入應付賬款及其他應付款，於年末應付關連公司之款項達32,500,000港元(二零零三年:33,100,000港元)。

(c) 應付賬款及其他應付款包括應付賬款，賬齡分析如下：

		Group and Company 本集團及本公司	
		2004 二零零四年 HK\$ Million 百萬港元	2003 二零零三年 HK\$ Million 百萬港元
0 to less than 2 months	零至少於2個月	49.5	100.4
2 to less than 6 months	2至少於6個月	3.4	7.4
6 to less than 12 months	6至少於12個月	9.9	7.6
12 months and more	超過12個月	51.9	60.9
		114.7	176.3

For the year ended 31st December 2004

截至二零零四年十二月三十一日止年度

25. DEFERRED TAXATION

The Group has unrecognised tax losses of HK\$949.6 million (2003: HK\$991.3 million) to carry forward against future taxable income. These tax losses have no expiry date.

25. 遞延稅項

本集團未經確認之稅項虧損為949,600,000港元(二零零三年: 991,300,000港元)乃轉撥未來應課稅收入予以抵銷。此稅項虧損不會屆滿。

26. SHARE CAPITAL

26. 股本

		Ordinary shares 普通股			
		2004 二零零四年	2004 二零零四年	2003 二零零三年	2003 二零零三年
		No. of shares 股份數目 (Million) (百萬股)	HK\$ Million 百萬港元	No. of shares 股份數目 (Million) (百萬股)	HK\$ Million 百萬港元
Authorised	法定				
Share of HK\$1.00 each	每股面值1.00港元之股份				
At 1st January	於一月一日	800.0	800.0	800.0	800.0
Increase in authorised share capital (note a)	法定股本增加(附註a)	2,700.0	2,700.0	-	-
At 31st December	於十二月三十一日	<u>3,500.0</u>	<u>3,500.0</u>	<u>800.0</u>	<u>800.0</u>
Issued and fully paid	已發行及繳足				
Shares of HK\$1.00 each	每股面值1.00港元之股份				
At 1st January	於一月一日	607.9	607.9	607.9	607.9
Placement of shares (note b)	配售股份(附註b)	1,340.5	1,340.5	-	-
At 31st December	於十二月三十一日	<u>1,948.4</u>	<u>1,948.4</u>	<u>607.9</u>	<u>607.9</u>

(a) By an ordinary resolution passed on 3rd April 2004, the Company's authorised share capital was increased from HK\$800.0 million to HK\$3,500.0 million by the creation of additional 2,700,000,000 shares of HK\$1 each, ranking pari passu with an existing shares of the Company.

(a) 根據二零零四年四月三日通過之普通決議案，本公司增設額外2,700,000,000股每股面值1港元股份(該等股份與本公司現有已發行股份享有同等地位)，將法定股本由800,000,000港元增至3,500,000,000港元。

(b) Pursuant to the Debt Conversion Agreement dated 11th February 2004, 1,340,555,276 new ordinary shares were issued to Creator at a consideration of HK\$1,340.5 million on 13th April 2004.

(b) 根據本公司與創達所訂立日期為二零零四年二月十一日之債務轉換協議，已於二零零四年四月十三日按1,340,500,000港元之代價向創達發行1,340,555,276股新普通股。

For the year ended 31st December 2004

截至二零零四年十二月三十一日止年度

27. RESERVES

27. 儲備

Group		Share premium	Capital redemption reserve	Capital reserve	Exchange reserve	Investment properties revaluation reserve	Accumulated losses	Total
		股份溢價	贖回儲備	資本儲備	匯兌儲備	投資物業重估儲備	累計虧損	總額
		HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million
		百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元
Group	本集團							
At 1st January 2003	於二零零三年一月一日	1,369.6	14.6	151.3	(18.9)	0.4	(1,597.0)	(80.0)
Exchange differences	匯兌差額	-	-	-	(0.7)	-	-	(0.7)
Revaluation surplus for the year	本年度重估盈餘	-	-	-	-	2.0	-	2.0
Release of exchange difference	匯兌差額解除	-	-	-	-	-	-	-
Liquidation of a subsidiary	清盤一間附屬公司	-	-	-	(0.4)	-	-	(0.4)
Disposal of a subsidiary	出售一間附屬公司	-	-	-	(3.0)	-	-	(3.0)
Loss for the year	本年度虧損	-	-	-	-	-	(409.4)	(409.4)
At 31st December 2003	於二零零三年十二月三十一日	<u>1,369.6</u>	<u>14.6</u>	<u>151.3</u>	<u>(23.0)</u>	<u>2.4</u>	<u>(2,006.4)</u>	<u>(491.5)</u>
Retained by:	予以保留:							
Company and subsidiaries	本公司及附屬公司	1,369.6	14.6	151.3	(9.1)	-	(1,136.5)	389.9
Associated companies	聯營公司	-	-	-	(13.9)	2.4	(802.3)	(813.8)
Jointly controlled entities	合營公司	-	-	-	-	-	(67.6)	(67.6)
		<u>1,369.6</u>	<u>14.6</u>	<u>151.3</u>	<u>(23.0)</u>	<u>2.4</u>	<u>(2,006.4)</u>	<u>(491.5)</u>
At 1st January 2004	於二零零四年一月一日	1,369.6	14.6	151.3	(23.0)	2.4	(2,006.4)	(491.5)
Exchange differences	匯兌差額	-	-	-	(1.6)	-	-	(1.6)
Share issue expenses	股份發行費用	(1.9)	-	-	-	-	-	(1.9)
Profit for the year	本年度溢利	-	-	-	-	-	254.1	254.1
At 31st December 2004	於二零零四年十二月三十一日	<u>1,367.7</u>	<u>14.6</u>	<u>151.3</u>	<u>(24.6)</u>	<u>2.4</u>	<u>(1,752.3)</u>	<u>(240.9)</u>
Retained by:	予以保留:							
Company and subsidiaries	本公司及附屬公司	1,367.7	14.6	151.3	(9.2)	-	(1,175.0)	349.4
Associated companies	聯營公司	-	-	-	(15.4)	2.4	(545.4)	(558.4)
Jointly controlled entities	合營公司	-	-	-	-	-	(31.9)	(31.9)
		<u>1,367.7</u>	<u>14.6</u>	<u>151.3</u>	<u>(24.6)</u>	<u>2.4</u>	<u>(1,752.3)</u>	<u>(240.9)</u>

For the year ended 31st December 2004

截至二零零四年十二月三十一日止年度

27. RESERVES (continued)

27. 儲備 (續)

Company	本公司	Share premium	Capital redemption reserve	Accumulated losses	Total
		股份溢價	資本贖回儲備	累計虧損	總額
		HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元
At 1st January 2003	於二零零三年 一月一日	1,369.6	14.6	(1,919.1)	(534.9)
Loss for the year	本年度虧損	-	-	(288.7)	(288.7)
At 31st December 2003	於二零零三年 十二月三十一日	<u>1,369.6</u>	<u>14.6</u>	<u>(2,207.8)</u>	<u>(823.6)</u>
At 1st January 2004	於二零零四年 一月一日	1,369.6	14.6	(2,207.8)	(823.6)
Share issue expenses	股份發行費用	(1.9)	-	-	(1.9)
Profit for the year	本年度溢利	-	-	406.5	406.5
At 31st December 2004	於二零零四年 十二月三十一日	<u>1,367.7</u>	<u>14.6</u>	<u>(1,801.3)</u>	<u>(419.0)</u>

The applications of the share premium account and capital redemption reserve account are governed by sections 48B and 49H of the Hong Kong Companies Ordinance respectively.

The capital reserve, exchange reserve and revaluation reserves have been set up and will be dealt with in accordance with the accounting policies adopted for negative goodwill arising on subsidiaries, associated companies and jointly controlled entities, foreign currency translation and the revaluation of investment properties and non-trading securities (note 1).

At 31st December 2004, there was no aggregate amount of reserves available for distribution to shareholders of the Company (2003: HK\$Nil)

股份溢價賬和資本贖回儲備賬之應用是分別受香港公司條例第48B條和第49H條所管轄。

本集團已經設立了資本儲備、匯兌儲備及重估儲備，並將會根據就附屬公司、聯營公司及合營公司所產生負商譽、外幣換算及重估投資物業和非買賣用途證券所採用之會計政策（附註1）處理這些儲備。

於二零零四年十二月三十一日，並無可供分派予本公司股東之儲備總額（二零零三年：無）。

For the year ended 31st December 2004

截至二零零四年十二月三十一日止年度

28. MINORITY INTERESTS AND LOANS

Minority interests are analysed as follows:

		2004 二零零四年 HK\$ Million 百萬港元	2003 二零零三年 HK\$ Million 百萬港元
Minority interests	少數股東權益	(110.5)	(110.5)
Loans from minority shareholders	少數股東貸款	219.3	208.9
		<u>108.8</u>	<u>98.4</u>

The share of net liabilities by the minority shareholders are recognised as they have provided financing to the subsidiaries.

Loans from minority shareholders are unsecured, interest free and have no fixed terms of repayment, except for an amount of HK\$216.3 million (2003: HK\$205.9 million) which bears interest at Hong Kong dollar prime rate.

28. 少數股東權益及貸款

少數股東權益之分析如下：

因少數股東提供融資予附屬公司，故其應佔負債淨額被確認。

除一筆216,300,000港元（二零零三年：205,900,000港元）根據港元最優惠利率計息之款項外，少數股東貸款並無抵押、免息及無固定還款期。

29. AMOUNT DUE TO ULTIMATE HOLDING COMPANY

The amount due to ultimate holding company is secured, interest bearing at HIBOR plus 2.75% and not expected to be settled within one year.

30. LOANS AND BORROWINGS

Bank and other loans

Floating rate notes

Bank overdrafts, secured

銀行及其他貸款

浮息票據

有抵押銀行透支

Note
附註

(a)

(b)

29. 應付最終控股公司款項

應付最終控股公司款項乃有抵押及按香港銀行同業拆息加2.75%計息，並預期不會於一年內償還。

30. 貸款及借款

	Group 本集團		Company 本公司	
	2004 二零零四年 HK\$ Million 百萬港元	2003 二零零三年 HK\$ Million 百萬港元	2004 二零零四年 HK\$ Million 百萬港元	2003 二零零三年 HK\$ Million 百萬港元
Bank and other loans	588.7	1,852.9	277.4	1,551.8
Floating rate notes	-	180.6	-	-
Bank overdrafts, secured	-	68.3	-	68.3
	<u>588.7</u>	<u>2,101.8</u>	<u>277.4</u>	<u>1,620.1</u>

For the year ended 31st December 2004

截至二零零四年十二月三十一日止年度

30. LOANS AND BORROWINGS

(continued)

30. 貸款及借款 (續)

(a) Bank and other loans

(a) 銀行及其他貸款

		Group 本集團		Company 本公司	
		2004 二零零四年 HK\$ Million 百萬港元	2003 二零零三年 HK\$ Million 百萬港元	2004 二零零四年 HK\$ Million 百萬港元	2003 二零零三年 HK\$ Million 百萬港元
Bank loans	銀行貸款				
Secured	有抵押				
Wholly repayable within five years	須於五年內 全部償還	286.4	1,594.2	146.3	1,431.8
Not wholly repayable within five years	毋須於五年內 全部償還	125.9	-	-	-
Unsecured	無抵押				
Wholly repayable within five years	須於五年內 全部償還	45.3	138.7	-	-
		457.6	1,732.9	146.3	1,431.8
Other loans	其他貸款				
Secured wholly repayable within five year	有抵押及須 於五年內 全部償還	131.1	-	131.1	-
Unsecured wholly repayable within five years	無抵押及須 於五年內 全部償還	-	120.0	-	120.0
		588.7	1,852.9	277.4	1,551.8
Amounts repayable within one year included in current liabilities	列為流動負債及 須於一年內 償還款項	(233.7)	(1,721.7)	(4.1)	(1,551.8)
		355.0	131.2	273.3	-

For the year ended 31st December 2004

截至二零零四年十二月三十一日止年度

30. LOANS AND BORROWINGS
(continued)

30. 貸款及借款 (續)

(a) Bank and other loans (continued)

(a) 銀行及其他貸款 (續)

		Secured	Unsecured	Group		Total
		bank loans	bank loans	Secured	Unsecured	
		有抵押	無抵押	有抵押	無抵押	
		銀行貸款	銀行貸款	其他貸款	其他貸款	總計
		HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million
		百萬港元	百萬港元	百萬港元	百萬港元	百萬港元
The maturity of bank and other loans for 2004 is as follows:	二零零四年須於下列期間償還之銀行及其他貸款如下:					
Within one year	一年內	188.4	45.3	-	-	233.7
In the second year	第二年	73.2	-	131.1	-	204.3
In the third to fifth year	第三年至第五年	24.8	-	-	-	24.8
After the fifth year	五年後	125.9	-	-	-	125.9
		412.3	45.3	131.1	-	588.7
The maturity of bank and other loans for 2003 is as follows:	二零零三年須於下列期間償還之銀行及其他貸款如下:					
Within one year	一年內	1,556.7	45.0	-	120.0	1,721.7
In the second year	第二年	18.7	93.7	-	-	112.4
In the third to fifth year	第三年至第五年	18.8	-	-	-	18.8
After the fifth year	五年後	-	-	-	-	-
		1,594.2	138.7	-	120.0	1,852.9

For the year ended 31st December 2004

截至二零零四年十二月三十一日止年度

30. LOANS AND BORROWINGS

(continued)

(b) Floating rate notes

On 11th December 1997, a wholly-owned subsidiary issued floating rate notes ("the FRNs") which are denominated in United States dollars and guaranteed by the Company, with principal amount of US\$65.0 million. The notes bear interest at the rate of 0.875% per annum above the London Interbank Offered Rate for six month US dollars deposits payable semi-annually. The original redemption date of the FRNs is 13th December 2000.

On 11th February 2004, the floating rate notes holders ("the FRN holders") entered into the Debt Conversion Agreement with Creator, under which Creator purchased from the FRN holders substantially all of the indebtedness owed by the Company.

31. COMMITMENTS

(a) Commitments under operating leases

The future minimum aggregate lease payments under non-cancellable operating leases are as follows:

Land and buildings	土地及樓宇
In the first year	首年
In the second to fifth year inclusive	第二年至第五年 (包括首尾兩年)

The lease typically run for an initial period of one to six years, with an option to renew the lease when all terms are renegotiated. Lease payments are usually increased annually to reflect market rentals. None of the leases include contingent rentals.

30. 貸款及借款 (續)

(b) 浮息票據

於一九九七年十二月十一日，一家全資附屬公司發行本金額為65,000,000美元由本公司擔保之美元浮息票據(「浮息票據」)。浮息票據須按六個月美元存款之倫敦銀行同業拆息加年息率0.875%計息，每半年支付利息。浮息票據之原定贖回日期為二零零零年十二月十三日。

於二零零四年二月十一日，浮息票據持有人(「浮息票據持有人」)與創達訂立債務轉換協議，創達據此向浮息票據持有人收購絕大部分本公司結欠之債務。

31. 承擔

(a) 經營租賃承擔

根據不可撤銷經營租賃之未來最低租金總額如下：

		Group 本集團	
		2004 二零零四年	2003 二零零三年
		HK\$ Million 百萬港元	HK\$ Million 百萬港元
		2.2	0.3
		3.3	-
		<u>5.5</u>	<u>0.3</u>

租賃一般初步為期一年至六年，並且有權選擇在到期日後續期，屆時所有條款均可重新商定。一般而言，租金會每年上調以反映市場租金。租賃並不包括或然租金。

For the year ended 31st December 2004

截至二零零四年十二月三十一日止年度

31. COMMITMENTS (continued)

(b) Future minimum rental payments receivable

The future minimum rental payments receivable under non-cancellable operating leases are as follows:

31. 承擔 (續)

(b) 未來最低應收租金

根據不可撤銷經營租賃之未來最低應收租金如下：

		Group 本集團	
		2004 二零零四年 HK\$ Million 百萬港元	2003 二零零三年 HK\$ Million 百萬港元
In the first year	首年	38.2	11.1
In the second to fifth year inclusive	第二年至第五年 (包括首尾兩年)	30.5	12.6
After the fifth year	五年後	10.8	1.6
		<u>79.5</u>	<u>25.3</u>

32. CONTINGENT LIABILITIES

32. 或然負債

		Group 本集團		Company 本公司	
		2004 二零零四年 HK\$ Million 百萬港元	2003 二零零三年 HK\$ Million 百萬港元	2004 二零零四年 HK\$ Million 百萬港元	2003 二零零三年 HK\$ Million 百萬港元
Guarantees for credit facilities granted to:	信貸融資擔保授予：				
Subsidiaries	附屬公司	-	-	93.8	240.7
Associated companies	聯營公司	-	70.3	-	70.3
Third parties	第三方	107.5	158.9	107.5	158.9
		<u>107.5</u>	<u>229.2</u>	<u>201.3</u>	<u>469.9</u>

For the year ended 31st December 2004

截至二零零四年十二月三十一日止年度

32. CONTINGENT LIABILITIES (continued)

- (a) The Group and the Company have contingent liabilities in respect of banking facilities granted to certain buyers of properties of the Group and its associated companies.
- (b) The Group and the Company have contingent liabilities in respect of performance bonds and guarantees under contracts and other agreements entered into in the normal course of business.

32. 或然負債 (續)

- (a) 本集團及本公司持有在給予本集團及其聯營公司部分物業買方之銀行備用信貸有關之或然負債。
- (b) 本集團及本公司持有在一般業務中簽訂之合約及其他協議下履約保證及擔保有關之或然負債。

For the year ended 31st December 2004

截至二零零四年十二月三十一日止年度

33. NOTES TO CONSOLIDATED CASH
FLOW STATEMENT

33. 綜合現金流量表附註

(a) Reconciliation of operating profit/(loss) to net cash generated from operations.

(a) 經營產生現金淨額之經營溢利／(虧損) 調節。

		2004 二零零四年 HK\$ Million 百萬港元	2003 二零零三年 HK\$ Million 百萬港元
Operating profit/(loss)	經營溢利／(虧損)	192.7	(117.6)
Depreciation	折舊	1.6	2.2
Net (profit)/loss on disposal of	出售之(溢利)／ 虧損淨額		
Fixed assets	固定資產	(23.0)	10.1
Subsidiary	附屬公司	-	16.6
Associated companies	聯營公司	-	14.1
Write back of provision on amount due from an associated company	聯營公司結欠款項撥備回撥	(146.9)	-
Gain on liquidation and dissolution of subsidiaries and an associated company	附屬公司及聯營公司清盤及解散之收益	(55.5)	(5.9)
Provision for properties held for sale	作銷售用途之物業撥備	17.3	14.7
Net provision for/(recovery of) bad and doubtful debts	呆壞賬撥備／ (收回)淨額	29.7	(8.9)
Reversal of impairment loss on non-trading securities	非買賣證券減值虧損轉回	-	(0.3)
Net unrealised loss on trading securities	買賣證券之未實現虧損淨額	-	0.2
Interest income	利息收入	(4.1)	(3.0)
Operating profit/(loss) before working capital changes	營運資金變更前經營溢利／(虧損)	11.8	(77.8)
Net (increase)/decrease in construction contracts in progress	在建工程合約(增加)／減少淨額	(42.1)	218.0
Decrease in properties held for sale	作銷售用途之物業減少	7.6	23.8
Increase in long term receivables	長期應收款增加	(20.0)	(102.4)
Decrease in trade and other receivables	應收賬款及其他應收款減少	171.6	140.7
Decrease in long term payables and trade and other payables	長期應付款、應付賬款及其他應付款減少	(75.9)	(291.9)
Increase in amount due to ultimate holding company	應付最終控股公司款項增加	1.8	-
Net cash generated from/(used in) operations	經營所得／(所用)之現金淨額	54.8	(89.6)

For the year ended 31st December 2004

截至二零零四年十二月三十一日止年度

33. NOTES TO CONSOLIDATED CASH
FLOW STATEMENT (continued)

33. 綜合現金流量表附註 (續)

(b) Acquisition of a subsidiary

(b) 收購一間附屬公司

		2004 二零零四年 HK\$ Million 百萬港元	2003 二零零三年 HK\$ Million 百萬港元
Net assets acquired	收購資產淨值		
Fixed assets	固定資產	915.1	-
Property held for sale	作銷售用途之物業	79.0	-
Associated company	聯營公司	3.6	-
Trade and other receivables	應收賬款及其他應收款	3.2	-
Pledged deposit	抵押存款	4.0	-
Deposits, cash and bank balances	存款、現金及銀行結餘	13.2	-
Trade and other payables	應付賬款及其他應付款	(195.7)	-
Bank loans	銀行貸款	(111.4)	-
Intercompany balance (net)	公司往來賬結餘(淨額)	(812.8)	-
Taxation	稅項	(55.0)	-
		<u>(156.8)</u>	<u>-</u>
Satisfied by:	償付方式:		
Balances with the shareholders	股東結餘	<u>156.8</u>	<u>-</u>

(c) Analysis of the net inflow of cash and cash
equivalents in respect of purchase of a subsidiary:(c) 收購一間附屬公司之現金及現金等
價物流入淨額分析:

		2004 二零零四年 HK\$ Million 百萬港元	2003 二零零三年 HK\$ Million 百萬港元
Cash consideration	現金代價	-	-
Cash and bank balance acquired	收購之現金及銀行結餘	13.2	-
		<u>13.2</u>	<u>-</u>

For the year ended 31st December 2004

截至二零零四年十二月三十一日止年度

33. NOTES TO CONSOLIDATED CASH FLOW STATEMENT (continued)

33. 綜合現金流量表附註 (續)

(d) Analysis of changes in financing during the year:

(d) 年內融資變動分析:

		Share capital (including share premium)	Loan and borrowings (net of pledged deposits)	Minority interests and loan	Total
		股本(包括股份溢價)	貸款及借款(已扣除抵押存款)	少數股東權益及貸款	總額
		HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million
		百萬港元	百萬港元	百萬港元	百萬港元
At 1st January 2004	於二零零四年一月一日	1,977.5	1,889.8	98.4	3,965.7
Cash inflow from financing	融資現金流入	-	138.2	-	138.2
Acquisition of a subsidiary (note 33(b))	收購一間附屬公司(附註33(b))	-	107.4	-	107.4
Non-cash movements	非現金變動				
Debt conversion (note 33(e)(i))	債務轉換(附註33(e)(i))	-	(1,375.5)	-	(1,375.5)
Assignment of loan (note 33(e)(ii))	貸款轉讓(附註33(e)(ii))	-	(30.1)	-	(30.1)
Netted off with receivables from CEHCL (note 33(e)(iii))	與應收光大集團款項抵銷(附註33(e)(iii))	-	(151.2)	-	(151.2)
Interest payable to a loan from a minority interests	少數股東貸款應付利息	-	-	10.4	10.4
Shares issued for non-cash consideration	非現金代價發行股份	1,340.5	-	-	1,340.5
Share issue expense	股份發行費用	(1.9)	-	-	(1.9)
At 31st December 2004	於二零零四年十二月三十一日	3,316.1	578.6	108.8	4,003.5
At 1st January 2003	於二零零三年一月一日	1,977.5	1,883.4	183.9	4,044.8
Cash inflow from financing	融資現金流入	-	6.4	-	6.4
Disposal of a subsidiary	出售一間附屬公司	-	-	(95.8)	(95.8)
Interest payable to loan from a minority interests	少數股東貸款應付利息	-	-	9.8	9.8
Minority interests' share of net assets	少數股東應佔資產淨值	-	-	0.5	0.5
At 31st December 2003	於二零零三年十二月三十一日	1,977.5	1,889.8	98.4	3,965.7

For the year ended 31st December 2004

截至二零零四年十二月三十一日止年度

33. NOTES TO CONSOLIDATED CASH FLOW STATEMENT (continued)

33. 綜合現金流量表附註 (續)

(e) Non-cash movements:

(i) Debt conversion

Pursuant to the debt conversion agreement dated on 11th February 2004, the amount of indebtedness of approximately HK\$1,640.5 million including principal amount of approximately HK\$1,375.5 million and interest accrued and to be accrued thereon up to 31st March 2004 of approximately HK\$265.0 million was settled in full by the Company by issuance of 1,340,555,276 ordinary shares and assignment of the Company's share interest in Yangpu Development (note 7).

(ii) Assignment of loan

Hang Seng Bank assigned construction loan of HK\$30.1 million to Creator on 11th February 2004. The respective loan due to Creator was subsequently repaid during the year.

(iii) Netted off with receivables from CEHCL

During the year, a loan of approximately HK\$71.9 million owed to CITIC Ka Wah Bank has been settled by China Everbright Holding Company Limited ("CEHCL") on the Group's behalf. Together with the loan of HK\$120.0 million advanced by CEHCL in prior years, HK\$40.7 million was settled by cash whilst the remaining balances HK\$151.2 million was netted against the proceeds from disposal of the Group's interest in Greenway Venture Limited and other contract receivables due from CEHCL.

(e) 非現金變動：

(i) 債務轉換

根據於二零零四年二月十一日訂立之債務轉換協議，本公司已透過發行1,340,555,276股之普通股及轉讓本公司於洋浦開發之股份權益，悉數償還債務金額約1,640,500,000港元（當中包括本金額約1,375,500,000港元及其截至二零零四年三月三十一日應計利息約265,000,000港元）（附註7）。

(ii) 貸款轉讓

於二零零四年二月十一日，恒生銀行將30,100,000港元之工程貸款轉讓予創達。有關結欠創達貸款隨後於年內償還。

(iii) 與應收光大集團款項抵銷

年內，中國光大集團有限公司（「光大集團」）代表本集團償還結欠中信嘉華銀行之貸款約71,900,000港元。連同過往年度光大集團墊付之120,000,000港元貸款，40,700,000港元已經以現金償還，另餘額151,200,000港元則以本集團出售於Greenway Venture Limited權益之所得款項及其他應收光大集團合約款項抵銷。

For the year ended 31st December 2004

截至二零零四年十二月三十一日止年度

34. RELATED PARTY TRANSACTIONS

34. 關連人士交易

In addition to those disclosed elsewhere in the accounts, the following significant related party transactions have been entered into by the Group during the year:

除賬目其他部分所披露者外，本集團於年內訂立以下重大關連人士交易：

		2004 二零零四年 HK\$ Million 百萬港元	2003 二零零三年 HK\$ Million 百萬港元
	Note 附註		
Provision of contracting work services from related companies to jointly controlled entities	a	4.5	36.2
		-	15.0
Provision of corporate guarantee	b	-	93.8

Notes:

附註：

- (a) Transactions arisen from the provision of contracting work services was negotiated on normal contract terms no less favourable than those charged to and billed by third parties customers and subcontractors of the Group.
- (b) During 2003, a related company provided corporate guarantee to the Group in respect of a bank loan amounted HK\$93.8 million, which was repaid in July 2004.

- (a) 提供承包工程服務而產生之交易，按一般合約條款磋商釐定，且不遜於本集團向其他第三方客戶及分包商所收取及支付者。
- (b) 於二零零三年內，一間關連公司就93,800,000港元之銀行貸款向本集團提供公司擔保，有關款項已於二零零四年七月償還。

For the year ended 31st December 2004

截至二零零四年十二月三十一日止年度

35. POST BALANCE SHEET EVENTS

- (a) On 21st March 2005, the Company through its wholly-owned subsidiaries entered into equity transfer agreements with several vendors, pursuant to which, the Group has conditionally agreed to acquire from the aforesaid vendors, (i) 100% of the registered capital of 桂林碧雅高速公路建設有限責任公司 (“桂林碧雅”) and (ii) assume the liabilities of one of the vendors and its associated companies in the amount of 桂林碧雅, for a total consideration of approximately RMB120.9 million (approximately HK\$114.0 million) which will be settled in cash.
- (b) On 29th March 2005, the Company through its indirect wholly-owned subsidiary conditionally acquired a 29% interest in Phase One and a 75% interest in Phase Two of a wind power and a electricity generating station in Heilongjiang, PRC. The total investment cost and registered capital of each phase are RMB300.0 million and HK\$100.0 million respectively.

36. COMPARATIVE FIGURES

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

37. ULTIMATE HOLDING COMPANY

The Directors regard Creator Holdings Limited, a company incorporated in the British Virgin Islands, as being the ultimate holding company.

38. APPROVAL OF ACCOUNTS

The accounts were approved by the board of directors on 7th April 2005.

35. 結算日後事項

- (a) 於二零零五年三月二十一日，本公司透過其全資附屬公司與多家賣方訂立股權轉讓協議。據此，本集團同意有條件向上述賣方收購：(i) 桂林碧雅高速公路建設有限責任公司（「桂林碧雅」）100%註冊資本及(ii) 承擔其中一家賣方及其聯營公司於桂林碧雅之債務，總代價約為人民幣120,900,000元（約114,000,000港元），將以現金支付。
- (b) 於二零零五年三月二十九日，本公司透過其間接全資附屬公司於中國黑龍江一間風力發電廠第一期及第二期分別有條件收購29%及75%之權益。兩期之總投資成本及註冊資本分別為人民幣300,000,000元及100,000,000港元。

36. 比較數字

部分比較數字予以重新分類，以配合本年度之賬目編列。

37. 最終控股公司

董事視在英屬處女群島註冊成立之創達集團有限公司為最終控股公司。

38. 賬目核准

董事會於二零零五年四月七日核准賬目。