

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31st December, 2004

1. GENERAL

The Company is a public limited company incorporated in Hong Kong with its shares listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The Company is engaged in investment holding and securities trading. Its subsidiaries are principally engaged in the manufacture and sales of garments and commodity concrete, securities investment, property investment and sale. Its principal associate is engaged in the provision of information technology services in the People's Republic of China (the "PRC").

2. POTENTIAL IMPACT ARISING FROM THE RECENTLY ISSUED ACCOUNTING STANDARDS

In 2004, the Hong Kong Institute of Certified Public Accountants (the "HKICPA") issued a number of new or revised Hong Kong Accounting Standards and Hong Kong Financial Reporting Standards (herein collectively referred to as "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 financial statements for the year ended 31st December, 2004.

The Group has commenced considering the potential impact of these new HKFRSs but is not yet in a position to determine whether these new HKFRSs would have a significant impact on how its results of operations and financial position are prepared and presented. These new HKFRSs may result in changes in the future as to how the results and financial position are prepared and presented.

3. SIGNIFICANT ACCOUNTING POLICIES

The financial statements have been prepared under the historical cost convention, as modified for the revaluation of investment properties and investments in securities, and in accordance with accounting principles generally accepted in Hong Kong. The principal accounting policies adopted are set out below:

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries made up to 31st December each year.

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

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

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Goodwill

Goodwill represents the excess of the cost of acquisition and the Group's interest in the fair value of the identifiable assets and liabilities of a subsidiary, associate or jointly controlled entity at the date of acquisition.

Goodwill arising on acquisition is capitalised and amortised on a straight line basis over its useful economic life. Goodwill arising on the acquisition of an associate or a jointly controlled entity is included within the carrying amount of the associate or jointly controlled entity. Goodwill arising on the acquisition of subsidiaries is presented separately in the balance sheet.

Investments in subsidiaries

Investments in subsidiaries are included in the Company's balance sheet at cost less any identified impairment loss.

Interests in associates

The consolidated income statement includes the Group's share of the post-acquisition results of its associates for the year. In the consolidated balance sheet, interests in associates are stated at the Group's share of the net assets of the associates.

The results of associates are accounted for by the Company on the basis of dividends received and receivable during the year. In the Company's balance sheet, investments in associates are stated at cost, as reduced by any identified impairment loss.

Interests in jointly controlled entities

Joint venture arrangements which involve the establishment of a separate entity in which each venturer has an interest are referred to as jointly controlled entities.

The Group's interests in jointly controlled entities are included in the consolidated balance sheet at the Group's share of the net assets of the jointly controlled entities. The Group's share of post-acquisition results of jointly controlled entities is included in the consolidated income statement.

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment

Property, plant and equipment are stated at cost less depreciation and any identified impairment loss.

Depreciation is provided to write off the cost of the assets over their estimated useful lives from the date on which they become fully operational and after taking into account their estimated residual value, using the straight-line method, at the following rates per annum:

Land and buildings in the PRC	over the lease term
Amusement equipment	20%
Leasehold improvements	10%
Exhibits, display items and costumes	6% – 20%
Lifts, electrical and office equipment	10% – 20%
Trams, coaches and motor vehicles	20% – 30%

Land and buildings in the PRC consist of land use rights and buildings in the PRC.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets or, where shorter, the term of the relevant lease.

The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognised in the income statement.

Investment properties

Investment properties are completed properties 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 independent professional valuations at the balance sheet date. Any revaluation increase or decrease arising on the revaluation of investment properties is credited or charged to the investment property revaluation reserve unless the balance on this reserve is insufficient to cover a revaluation decrease, in which case the excess of the revaluation decrease over the balance of the investment property revaluation reserve is charged to the income statement. Where a decrease has previously been charged to the income statement and a revaluation increase subsequently arises, this increase is credited to the income statement to the extent of the decrease previously charged.

On disposal of an investment property, the balance of the investment property revaluation reserve attributable to that property is transferred to the income statement.

No depreciation is provided on investment properties except where the unexpired term of the relevant lease is 20 years or less.

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Land held for development

Land held for development for purposes not yet determined is stated at cost less any identified impairment loss.

Leisure-entertainment complex

The carrying amount of the leisure-entertainment complex includes land cost, construction costs, other direct development expenditure, overheads and other associated costs attributable to the development project less any identified impairment loss.

Investments in securities

Investments in securities are recognised on a trade-date basis and are initially measured at cost.

Investments other than held-to-maturity debt securities are classified as investment securities and other investments.

Investment securities, which are securities held for an identified long-term strategic purpose, are measured at subsequent reporting dates at cost, as reduced by any impairment loss that is other than temporary.

Other investments are measured at fair value, with unrealised gains and losses included in net profit or loss for the period.

Impairment

At each balance sheet date, the Group reviews the carrying amounts of its assets to determine whether there is any indication that those assets have suffered an impairment loss. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. Impairment losses are recognised as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using first-in, first-out method.

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue recognition

Sales of merchandise are recognised when goods are delivered and title has passed.

Sales of investments are recognised when title to the investments is transferred and the buyer takes legal possession of the investments.

Rental income under operating leases is recognised on a straight-line basis over the term of the relevant lease.

Dividend income from investments is recognised when the Group's right to receive payment has been established.

Revenue from amusement park operation is recognised upon receipt from theme park operation, sales of tickets and services rendered.

Revenue from restaurant operation is recognised when services are rendered.

Income from sales of completed properties is recognised upon completion of the sales agreement and when the risks and rewards of ownership are passed to the buyers.

Interest income from bank deposits is accrued on a time basis, by reference to the principal outstanding and at the interest rate applicable.

Operating leases

Rental payable under operating leases are charged to the income statement on a straight-line basis over the term of the relevant lease.

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currencies

Transactions in currencies other than Hong Kong dollars are initially recorded at the rates of exchange prevailing on the dates of the transactions. Monetary assets and liabilities denominated in currencies other than Hong Kong dollars are re-translated at the rates prevailing on the balance sheet date. Gains and losses arising on exchange are included in net profit or loss for the period.

On consolidation, the assets and liabilities of the Group's overseas operations are translated at the rates prevailing on the balance sheet date. Income and expense items are translated at the average exchange rates for the period. Exchange differences arising, if any, are classified as equity and transferred to the Group's exchange reserve. Such translation differences are recognised as income or as expenses in the period in which the operation is disposed of.

Taxation

Taxation represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes income statement items that are never taxable or deductible.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill (or negative goodwill) or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)**Retirement benefit costs**

Payments to defined contribution retirement benefits schemes are charged as an expense as they fall due.

4. TURNOVER

	2004 HK\$	2003 HK\$
Continuing operations		
Sales of goods	67,445,889	74,177,924
Securities trading	3,611,797	887,175
Property rental income	1,723,902	8,926,389
Dividend income from listed securities	541,003	492,202
	73,322,591	84,483,690
Discontinued operation		
Revenue from amusement park operation	71,930	194,562
	73,394,521	84,678,252

5. BUSINESS AND GEOGRAPHICAL SEGMENTS**Business segments**

For management purposes, the Group is currently organised into four operating divisions – securities investment and trading, property development and investment, entertainment and leisure, and industrial. These divisions are the basis on which the Group reports its primary segment information.

Principal activities are as follows:

- | | | |
|-------------------------------------|---|---|
| Securities investment and trading | – | investment and trading in securities. |
| Property development and investment | – | properties development, investment and sale. |
| Entertainment and leisure | – | operation of amusement park. |
| Industrial | – | manufacture and sales of garments and commodity concrete. |

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5. BUSINESS AND GEOGRAPHICAL SEGMENTS (Continued)**Business segments (Continued)**

Segment information about these businesses is presented below.

2004

	Continuing operations			Discontinued operation	Consolidated HK\$
	Securities investment and trading HK\$	Property development and investment HK\$	Industrial HK\$	Entertainment and leisure HK\$	
TURNOVER					
External sales	<u>4,152,800</u>	<u>1,723,902</u>	<u>67,445,889</u>	<u>71,930</u>	<u>73,394,521</u>
RESULTS					
Segment results	<u>7,653,562</u>	<u>2,641,993</u>	<u>(438,832)</u>	<u>280,931</u>	<u>10,137,654</u>
Other operating income	<u>4,627,530</u>	<u>125,397</u>	<u>194,320</u>	<u>53,194</u>	<u>5,000,441</u>
Profit from operations					<u>15,138,095</u>
Finance costs					<u>(1,653,146)</u>
Gain on disposal of subsidiaries and discontinued operations	-	<u>(3,213,856)</u>	-	<u>31,065,182</u>	<u>27,851,326</u>
Gain on deemed disposal of an associate					<u>7,663,747</u>
Share of results of associates					<u>9,873,233</u>
Share of results of a jointly controlled entity	-	<u>(4,269,793)</u>	-	-	<u>(4,269,793)</u>
Profit before taxation					<u>54,603,462</u>
Taxation					<u>(1,284,569)</u>
Profit before minority interests					<u>53,318,893</u>

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5. BUSINESS AND GEOGRAPHICAL SEGMENTS (Continued)**Business segments (Continued)****2004**

	Continuing operations			Discontinued operation	Consolidated HK\$
	Securities investment and trading HK\$	Property development and investment HK\$	Industrial HK\$	Entertainment and leisure HK\$	
ASSETS					
Segment assets	31,118,779	28,508,996	38,029,875	-	97,657,650
Interests in associates					47,583,384
Interest in a jointly controlled entity	-	2,799,189	-	-	2,799,189
Unallocated corporate assets					26,567,504
Consolidated total assets					<u>174,607,727</u>
LIABILITIES					
Segment liabilities	3,467,778	524,862	21,605,048	-	25,597,688
Tax payable					6,690
Bank and other loans					6,531,658
Unallocated corporate liabilities					8,816,106
Consolidated total liabilities					<u>40,952,142</u>
OTHER INFORMATION					
Capital additions	402,998	8,342,255	-	-	8,745,253
Depreciation	91,525	-	3,541,321	81,580	3,714,426
Impairment loss on property, plant and equipment	-	-	3,185,376	-	3,185,376

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5. BUSINESS AND GEOGRAPHICAL SEGMENTS (Continued)**Business segments (Continued)**

2003

	Continuing operations			Discontinued operation	Consolidated HK\$
	Securities investment and trading HK\$	Property development and investment HK\$	Industrial HK\$	Entertainment and leisure HK\$	
TURNOVER					
External sales	<u>1,379,377</u>	<u>8,926,389</u>	<u>74,167,825</u>	<u>204,661</u>	<u>84,678,252</u>
RESULTS					
Segment results	<u>8,352,227</u>	<u>(41,939,353)</u>	<u>4,787,392</u>	<u>(64,734,288)</u>	<u>(93,534,022)</u>
Other operating income	83,902	68,746	1,571,458	1,436,094	<u>3,160,200</u>
Loss from operations after impairment loss on interest in leisure-entertainment complex					<u>(90,373,822)</u>
Finance costs					<u>(5,693,260)</u>
Gain on deemed disposal of an associate					<u>3,278,482</u>
Share of results of associates					<u>7,692,350</u>
Share of results of a jointly controlled entity	-	7,500	-	-	<u>7,500</u>
Loss before taxation					<u>(85,088,750)</u>
Taxation					<u>2,691,694</u>
Loss before minority interests					<u>(82,397,056)</u>

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5. BUSINESS AND GEOGRAPHICAL SEGMENTS (Continued)**Business segments (Continued)**

2003

	Continuing operations		Discontinued operation		Consolidated HK\$
	Securities investment and trading HK\$	Property development and investment HK\$	Industrial HK\$	Entertainment and leisure HK\$	
ASSETS					
Segment assets	27,575,196	172,200,356	52,437,929	5,987,107	258,200,588
Interests in associates					32,661,084
Interest in a jointly controlled entity	–	7,068,982	–	–	7,068,982
Unallocated corporate assets					21,423,162
Consolidated total assets					<u>319,353,816</u>
LIABILITIES					
Segment liabilities	2,358,863	6,924,054	19,345,764	27,629,100	56,257,781
Tax payable					403,031
Bank and other loans					149,954,787
Unallocated corporate liabilities					23,150,539
Consolidated total liabilities					<u>229,766,138</u>
OTHER INFORMATION					
Capital additions	–	–	3,410,946	–	3,410,946
Depreciation	–	16,395	3,266,520	575,043	3,857,958
Deficit on revaluation of investment properties	–	45,451,938	–	–	45,451,938
Impairment loss on interest in leisure-entertainment complex	–	–	–	68,499,999	68,499,999

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For the year ended 31st December, 2004

5. BUSINESS AND GEOGRAPHICAL SEGMENTS (Continued)

Geographical segments

The Group's operations are located in Hong Kong, PRC and Singapore.

The following table provides an analysis of the Group's sales by geographical market, irrespective of the origin of the goods/services:

	Sales revenue by geographical market	
	2004 HK\$	2003 HK\$
Hong Kong	15,408,031	16,791,262
Singapore	841,844	7,294,512
PRC	28,376,213	30,615,590
Japan	28,768,433	29,976,888
	<u>73,394,521</u>	<u>84,678,252</u>

The following is an analysis of the carrying amount of segment assets, and additions to property, plant and equipment and investment properties, analysed by the geographical area in which the assets are located:

	Carrying amount of segment assets		Additions to property, plant and equipment and investment properties	
	2004 HK\$	2003 HK\$	2004 HK\$	2003 HK\$
Hong Kong	66,797,771	93,842,405	3,692,998	–
Singapore	–	121,732,641	–	–
PRC	57,427,383	64,048,704	5,052,255	3,410,946
	<u>124,225,154</u>	<u>279,623,750</u>	<u>8,745,253</u>	<u>3,410,946</u>

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6. OTHER OPERATING INCOME

Other operating income included interest income of HK\$271,336 (2003: HK\$154,127)

7. OTHER OPERATING EXPENSES

	2004	2003
	HK\$	HK\$
Loss on disposal of property, plant and equipment	63,849	138,586
Net exchange loss	–	1,048,880
Others	127,545	165,429
	191,394	1,352,895

8. PROFIT (LOSS) FROM OPERATIONS

	2004	2003
	HK\$	HK\$
Profit (loss) from operations has been arrived at after charging:		
Auditors' remuneration	763,144	785,875
Depreciation	3,714,426	3,857,958
Directors' remuneration and other staff costs, including retirement benefits schemes contributions of HK\$1,040,244 (2003: HK\$1,574,681)	12,064,753	13,814,813
Minimum lease payments for operating lease in respect of rented premises	75,250	–
and after crediting:		
Rental income from investment properties, less outgoings of HK\$862,370 (2003: HK\$3,353,708)	861,532	5,572,681

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9. FINANCE COSTS

	2004	2003
	HK\$	HK\$
Interest on:		
Bank loans wholly repayable within five years	1,592,981	5,291,122
Bank loans not wholly repayable within five years	–	144,092
Other loans	60,165	258,046
	<u>1,653,146</u>	<u>5,693,260</u>

10. DISCONTINUED OPERATIONS

- (a) In June 2004, the Group disposed its entire 100% equity interest in Laichi Kok Amusement (Haimen) Co. Ltd. ("LKA"), a company registered and carried out the Group's amusement park operation in the PRC, to Mr. Deacon Te Ken Chiu at a consideration of HK\$8.8 million. The disposal was effected in order to generate the working capital for the Group.

The results of LKA up to the date of disposal, which have been included in the consolidated financial statements, were as follows:

	2004	2003
	HK\$	HK\$
Turnover	71,930	204,661
Cost of sales	(145,507)	(562,407)
Gross loss	(73,577)	(357,746)
Other operating income	–	60,050
Administrative expenses	(47,975)	(208,063)
Other operating expenses	–	(1,130)
Loss for the period/year	<u>(121,552)</u>	<u>(506,889)</u>

LKA has no significant contributions to the Group's operating, investing and financing cash flows for both years.

The carrying amounts of the assets and liabilities of LKA at the date of disposal were approximately HK\$5.8 million (2003: HK\$5.9 million) and HK\$0.5 million (2003: HK\$0.5 million), respectively.

A gain of approximately HK\$3.5 million arose on the disposal of LKA, being the proceeds of disposal less the carrying amount of the subsidiary's net assets and the realisation of exchange reserve. No tax charge or credit arose from the transaction.

The net assets of LKA at the date of disposal were disclosed in note 33(b).

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10. DISCONTINUED OPERATIONS (Continued)

- (b) In November 2004, the Group disposed of its entire 95% equity interest in Tang Dynasty City Pte. Ltd. ("TDC"), a company incorporated and carried out the Group's leisure-entertainment business in Singapore, to Mr. Deacon Te Ken Chiu at a consideration of HK\$1. The disposal was effected in order to generate the working capital for the Group.

Except for operating loss of HK\$56.8 million, which was mainly attributable to the impairment loss on interest in leisure-entertainment complex charged to the income statement, during the year ended 31st December, 2003, TDC has no significant contributions to the Group's turnover, profit from operations and net operating, investing and financing cash flows for both years.

The carrying amounts of the assets and liabilities of TDC at the date of disposal, were approximately HK\$0.07 million (2003: HK\$0.07 million) and HK\$4.6 million (2003: HK\$4.7 million), respectively.

A gain of approximately HK\$22.1 million arose on disposal of TDC and its subsidiaries, being the proceeds of disposal less the carrying amount of the subsidiaries' net liabilities and the realisation of exchange reserve. No tax charge or credit arose from the transaction.

The net liabilities of TDC and its subsidiaries at the date of disposal were disclosed in note 33(b).

- (c) In November 2004, the Group disposed of its entire 100% equity interest in RFC Far East Ltd. ("RFC Far East"), a company incorporated in the British Virgin Islands and carried out the Group's restaurant operation in Singapore, to Mr. Dennis Tat Shing Chiu at a consideration of US\$1. RFC Far East had ceased its operations previously since July 2002.

Except for operating loss of HK\$6 million during the year ended 31st December, 2003 and HK\$10.3 million used in the Group's operating activities during the year, RFC Far East has no significant contributions to the Group's turnover, profit from operations and net operating, investing and financing cash flows for both years.

The carrying amounts of the assets and liabilities of RFC Far East and its subsidiaries at the date of disposal, were approximately HK\$0.1 million (2003: 0.1 million) and HK\$7.5 million (2003: HK\$17.8 million), respectively.

A gain of approximately HK\$5.4 million arose on disposal of RFC Far East and its subsidiaries, being the sales proceeds of disposal less the carrying amount of the subsidiaries' net liabilities and the realisation of exchange reserve. No tax charge or credit arose from the transaction.

The net liabilities of RFC Far East and its subsidiaries at the date of disposal were disclosed in note 33(b).

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11. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

(a) Directors' emoluments

	2004 HK\$	2003 HK\$
Fees	235,000	190,000
Other emoluments:		
Salaries and other benefits	654,516	933,676
Retirement benefits schemes contributions	27,000	72,392
	916,516	1,196,068

The emoluments disclosed above include directors' fees of HK\$115,000 (2003: HK\$70,000) payable to independent non-executive directors and the emoluments of each of the directors were less than HK\$1 million in both years.

(b) Employees' emoluments

Of the five individuals with the highest emoluments in the Group, one (2003: two) was executive director and one (2003: one) was non-executive director whose emoluments are included in the disclosures above. The emoluments of the remaining three (2003: two) individuals were as follows:

	2004 HK\$	2003 HK\$
Salaries and other benefits	676,645	389,186
Retirement benefits schemes contributions	27,288	18,250
	703,933	407,436

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12. TAXATION

	2004 HK\$	2003 HK\$
Current tax:		
PRC	302,266	367,680
(Over) underprovision in prior years:		
Hong Kong	–	(3,924,607)
Other jurisdictions	–	98,047
Taxation attributable to the Company and its subsidiaries	302,266	(3,458,880)
Share of taxation attributable to associates	982,303	767,186
	<u>1,284,569</u>	<u>(2,691,694)</u>

Taxation arising in PRC and other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

No provision for Hong Kong Profits Tax has been made in the financial statements as the Company and its subsidiaries operating in Hong Kong have no assessable profits for both years.

The taxation charge (credit) for the year can be reconciled to the profit (loss) before taxation per the consolidated income statement as follows:

	2004 HK\$	2003 HK\$
Profit (loss) before taxation	<u>54,603,462</u>	<u>(85,088,750)</u>
Tax at the domestic income tax rate of 17.5%	9,555,606	(14,890,531)
Tax effect of expenses not deductible for tax purpose	574,965	17,983,640
Tax effect of income not taxable for tax purpose	(9,745,959)	(1,340,383)
Tax effect of utilisation of tax losses previously not recognised	(4,969)	(65,644)
Tax effect of tax losses not recognised	983,552	45,853
Effect of tax relief granted to a subsidiary	(220,402)	(268,823)
Tax effect of different tax rates of subsidiaries operating in other jurisdictions	81,864	96,956
Share of tax effect of associates	(745,513)	(578,974)
Share of tax effect of a jointly controlled entity	747,214	1,313
Overprovision in prior years	–	(3,826,560)
Others	58,211	151,459
Taxation charge (credit) for the year	<u>1,284,569</u>	<u>(2,691,694)</u>

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13. EARNINGS (LOSS) PER SHARE

The calculation of basic earning (loss) per share is based on the profit for the year of HK\$52,276,198 (2003: loss of HK\$84,759,908) and on 331,668,905 (2003: 331,668,905) ordinary shares in issue during the year.

The effect of dilutive potential ordinary shares of an associate is considered to be insignificant to the Group.

14. PROPERTY, PLANT AND EQUIPMENT**THE GROUP**

	Land and buildings in the PRC held under medium term lease HK\$	Amusement equipment HK\$	Lifts, electrical and office equipment HK\$	Exhibits, display items and costumes HK\$	Leasehold improvements HK\$	Trams, coaches and motor vehicles HK\$	Total HK\$
COST							
At 1st January, 2004	20,194,426	25,316,766	33,730,178	202,423	30,806,287	8,396,216	118,646,296
Currency realignment	91,139	77,404	170,440	2,199	950,237	32,378	1,323,797
Additions	4,755,483	-	348,310	-	272,328	79,132	5,455,253
Disposals	-	(11,096,000)	(337,336)	(26,769)	-	(196,770)	(11,656,875)
Disposal of subsidiaries	(7,668,685)	(14,298,170)	(1,459,135)	(177,853)	(31,756,524)	-	(55,360,367)
At 31st December, 2004	17,372,363	-	32,452,457	-	272,328	8,310,956	58,408,104
DEPRECIATION AND IMPAIRMENT							
At 1st January, 2004	6,160,120	25,316,766	20,374,273	189,901	30,806,287	8,090,022	90,937,369
Currency realignment	26,196	34,971	108,249	2,040	945,366	31,795	1,148,617
Provided for the year	668,655	-	2,901,946	-	53,526	90,299	3,714,426
Impairment loss recognised	-	-	3,185,376	-	-	-	3,185,376
Eliminated on disposals	-	(11,096,000)	(286,149)	(26,769)	-	(177,793)	(11,586,711)
Eliminated on disposal of subsidiaries	(1,945,640)	(14,255,737)	(1,458,741)	(165,172)	(31,751,660)	-	(49,576,950)
At 31st December, 2004	4,909,331	-	24,824,954	-	53,519	8,034,323	37,822,127
NET BOOK VALUES							
At 31st December, 2004	12,463,032	-	7,627,503	-	218,809	276,633	20,585,977
At 31st December, 2003	14,034,306	-	13,355,905	12,522	-	306,194	27,708,927

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14. PROPERTY, PLANT AND EQUIPMENT (Continued)**THE COMPANY**

	Office equipment HK\$	Leasehold improvements HK\$	Total HK\$
COST			
At 1st January, 2004	18,466	–	18,466
Additions	130,670	272,329	402,999
At 31st December, 2004	149,136	272,329	421,465
DEPRECIATION			
At 1st January, 2004	18,466	–	18,466
Provided for the year	38,000	53,526	91,526
At 31st December, 2004	56,466	53,526	109,992
NET BOOK VALUES			
At 31st December, 2004	92,670	218,803	311,473
At 31st December, 2003	–	–	–

Notes:

- Included in the carrying amount of the Group's land and buildings in the PRC is land use rights of HK\$2,442,684 (2003: HK\$4,941,113).
- At December 31, 2004, the directors conducted a review of the Group's lifts, electrical and office equipment held by a subsidiary in the PRC and determined that the assets were impaired due to continuing operating loss incurred by the subsidiary. Accordingly, impairment loss of HK\$3,185,376 has been recognised in the income statement.

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15. INVESTMENT PROPERTIES

	THE GROUP
	HK\$
AT VALUATION	
At 1st January, 2004	168,811,952
Currency realignment	1,514,307
Expenditure incurred	3,290,000
Disposals	(27,800,000)
Disposal of subsidiaries	(122,526,259)
Revaluation increase	<u>2,410,000</u>
At 31st December, 2004	<u>25,700,000</u>

The carrying amount of investment properties comprises:

	2004	2003
	HK\$	HK\$
Properties in Hong Kong under medium-term leases	25,700,000	47,800,000
Properties in Singapore under long leases	<u>–</u>	<u>121,011,952</u>
	<u>25,700,000</u>	<u>168,811,952</u>

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All of the Group's investment properties are rented out under operating leases.

The investment properties in Hong Kong were revalued at 31st December, 2004 by DTZ Debenham Tie Leung, an independent firm of valuers, in existing state on an open market value basis. The net revaluation increase arising on the revaluation, which had been credited directly to the investment property revaluation reserve and consolidated income statement, amounting to HK\$1,950,000 and HK\$460,000 respectively.

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For the year ended 31st December, 2004

16. LAND HELD FOR DEVELOPMENT

	THE GROUP	THE COMPANY
	HK\$	HK\$
AT COST		
At 1st January, 2004 and 31st December, 2004	<u>2,734,382</u>	<u>1,994,382</u>

The land held for development of the Group and the Company is situated in Hong Kong and is held under medium-term leases.

The title of the Company's land held for development has not been transferred to the Company and is still registered in the name of the vendor companies which are controlled by certain directors as trustee for the Company.

17. LEISURE-ENTERTAINMENT COMPLEX

	THE GROUP	
	2004	2003
	HK\$	HK\$
At 1st January	1	68,500,000
Disposal of subsidiary	(1)	–
Impairment loss recognised	<u>–</u>	<u>(68,499,999)</u>
At 31st December	<u>–</u>	<u>1</u>

18. INTERESTS IN SUBSIDIARIES

	THE COMPANY	
	2004	2003
	HK\$	HK\$
Unlisted shares, at cost	25,765,601	152,190,009
Amounts due from subsidiaries, net of amount written off	<u>112,604,383</u>	<u>432,033,722</u>
	138,369,984	584,223,731
Less: Impairment loss and allowance recognised	<u>(83,226,664)</u>	<u>(492,769,846)</u>
	<u>55,143,320</u>	<u>91,453,885</u>

The amounts due from subsidiaries are unsecured and interest-free. The Company has agreed that the amount will not be demanded for repayment within the next twelve months. Accordingly, the amount is shown as non-current.

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For the year ended 31st December, 2004

18. INTERESTS IN SUBSIDIARIES (Continued)

Particulars of the subsidiaries of the Company at 31st December, 2004 are as follows:

Name of subsidiary	Place of incorporation or registration/ operations	Paid up issued share capital/ registered capital	Proportion of nominal value of issued share capital/registered capital held by the Company		Principal activities
			Direct	Indirect	
Brentford Investments Inc.	Republic of Liberia/ Hong Kong	US\$200 Ordinary shares	100%	–	Securities investment
Cathay Motion Picture Studios Limited	Hong Kong/ Hong Kong	HK\$3,000,000 Ordinary shares	100%	–	Property investment
China Entertainment (Jiangsu) Development Ltd.	Hong Kong/ Hong Kong	HK\$2 Ordinary shares	100%	–	Investment holding
Epoch Sino Investments Limited	British Virgin Islands/ Hong Kong	US\$10 Ordinary shares	100%	–	Investment holding
Far East Art and Cultural Corporation Limited	Hong Kong/ Hong Kong	HK\$2 Ordinary shares	100%	–	Property investment
Far East Holdings China Limited	Hong Kong/ Hong Kong	HK\$2 Ordinary shares	100%	–	Investment holding
Panlong Investments (Holdings) Company Limited (formerly known as Fullwin Management Limited)	Hong Kong/ Hong Kong	HK\$1 Ordinary share	–	100%	Investment holding
Goldtrack Limited	Hong Kong/ Hong Kong	HK\$10,000 Ordinary shares	90%	–	Investment holding
Goodway Holdings Limited	British Virgin Islands/ Hong Kong	US\$1 Ordinary share	100%	–	Investment holding
HealthOnline.com Limited	Hong Kong	HK\$10,000 Ordinary shares	100%	–	Inactive

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18. INTERESTS IN SUBSIDIARIES (Continued)

Name of subsidiary	Place of incorporation or registration/ operations	Paid up issued share capital/ registered capital	Proportion of nominal value of issued share capital/registered capital held by the Company		Principal activities
			Direct	Indirect	
Panlong Asset Management Company Limited (formerly known as Hugo Management Limited)	Hong Kong/ Hong Kong	HK\$1 Ordinary share	–	100%	Inactive
Kwong Ming Amusement Company, Limited	Hong Kong/ Hong Kong	HK\$1,000 Ordinary shares HK\$448,000 Deferred shares	100%	–	Inactive
Panlong Far East Auction Company Limited (formerly known as Link Joy Limited)	Hong Kong/ Hong Kong	HK\$1 Ordinary share	–	100%	Inactive
Peterfame Company Limited	Hong Kong/ Hong Kong	HK\$10,000 Ordinary shares	100%	–	Property investment
Profess World Investments Limited	Hong Kong/ Hong Kong	HK\$10,000 Ordinary shares	100%	–	Inactive
Far East Holdings International Limited	Hong Kong	HK\$10,000 Ordinary shares	–	100%	Inactive
Far East Holdings (Jiangsu) Limited	Hong Kong/ Hong Kong	HK\$10,000 Ordinary shares	–	100%	Investment holding
Jiangsu Bang Bang Silky Fashion Manufacturer Co., Ltd.	PRC/PRC*	US\$3,940,000 Paid up registered capital	–	51%	Manufacture and sales of garment products
Suzhou Goldtract Commodity Concrete Company Limited	PRC/ PRC*	US\$1,840,000 Paid up registered capital	–	63%	Sales and production of commodity concrete

* Sino-foreign equity joint venture

None of the subsidiaries had any debt securities outstanding at the end of the year.

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19. INTERESTS IN ASSOCIATES

	THE GROUP		THE COMPANY	
	2004 HK\$	2003 HK\$	2004 HK\$	2003 HK\$
Listed shares, at cost	–	–	16,020,034	16,020,034
Unlisted shares, at cost	–	–	240	–
Share of net assets	47,583,384	32,661,084	–	–
	47,583,384	32,661,084	16,020,274	16,020,034
Market value of listed shares	129,129,700	171,589,120	129,129,700	171,589,120

Particulars of associates of the Group at 31st December, 2004 are as follows:

Name of associate	Place of incorporation/ operation	Proportion of nominal value of issued share capital held by the Group	Principal activity
Chinasoft International Limited ("Chinasoft")	Cayman Islands/ PRC	25.36%	Provision of information technology services
Fortex Investments Limited	British Virgin Islands/ Hong Kong	41.67%	Inactive

The shares of Chinasoft are listed on the Growth Enterprise Market of the Stock Exchange with effective from 20th June, 2003.

In August 2004, Chinasoft allotted and issued 57,500,000 new shares at an issue price of HK\$0.73 each to China National Computer Software & Technology Service Corporation as consideration for the acquisition of the remaining 15% of the registered capital of Beijing Chinasoft International Information Tech. Ltd.. Accordingly, the Company's shareholding in Chinasoft has decreased from 27.64% to 25.36%, resulting in a gain on deemed disposal of HK\$7,663,747 during the year.

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19. INTERESTS IN ASSOCIATES (Continued)

The following details have been extracted based on the consolidated financial statements of Chinasoft:

	2004 HK\$	2003 HK\$
Results for the year		
Turnover	276,850,000	156,424,000
Profit before taxation	<u>39,994,000</u>	<u>25,295,000</u>
Profit before taxation attributable to the Group	<u>9,873,000</u>	<u>7,692,000</u>
Financial position		
Non-current assets	52,202,000	12,155,000
Current assets	259,575,000	159,426,000
Current liabilities	(122,997,000)	(39,742,000)
Non-current liabilities	<u>(1,149,000)</u>	<u>(13,673,000)</u>
Net assets	<u>187,631,000</u>	<u>118,166,000</u>
Net assets attributable to the Group	<u>47,583,000</u>	<u>32,661,000</u>

20. INTEREST IN A JOINTLY CONTROLLED ENTITY

	THE GROUP	
	2004 HK\$	2003 HK\$
Share of net assets	<u>2,799,189</u>	<u>7,068,982</u>

At 31st December, 2004, the Group held 65% interest in Wuxi Cheerman Property Co. Ltd. ("Wuxi Cheerman"), (formerly known as Wuxi Cheerman Recreation Centre Co. Ltd.), a joint venture registered and engaged in letting of properties in the PRC. Under a joint venture agreement, Wuxi Cheerman is jointly controlled by the Group and another PRC joint venture partner.

The Group's share of results of a jointly controlled entity was based upon its audited financial statements made up to 31st December, 2004.

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21. INVESTMENTS IN SECURITIES

	Investment securities		Other investments		Total	
	2004 HK\$	2003 HK\$	2004 HK\$	2003 HK\$	2004 HK\$	2003 HK\$
THE GROUP						
Listed equity securities:						
Hong Kong	8,179,693	12,436,432	10,427,227	5,804,640	18,606,920	18,241,072
Overseas	–	–	10,418,146	8,553,109	10,418,146	8,553,109
	8,179,693	12,436,432	20,845,373	14,357,749	29,025,066	26,794,181
Market value of listed equity securities	12,624,788	12,436,432	20,845,373	14,357,749	33,470,161	26,794,181
Carrying amount analysed for reporting purposes as:						
Current	–	–	20,845,373	14,357,749	20,845,373	14,357,749
Non-current	8,179,693	12,436,432	–	–	8,179,693	12,436,432
	8,179,693	12,436,432	20,845,373	14,357,749	29,025,066	26,794,181

Other investments

	2004 HK\$	2003 HK\$
THE COMPANY		
Listed equity securities, at market value:		
Hong Kong	10,257,227	5,737,140
Overseas	9,805,486	8,157,706
	20,062,713	13,894,846

At 31st December, 2004, the directors reviewed the recoverable amount of the Group's investment securities by reference to their market values. As the market values of the investment securities exceeded their carrying values, part of the impairment loss recognised previously of HK\$1,843,838 (2003: HK\$3,089,978) has been reversed and credited to the income statement.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31st December, 2004

22. INVENTORIES

	THE GROUP	
	2004 HK\$	2003 HK\$
Raw materials	2,701,700	3,558,925
Work in progress	1,173,305	1,243,385
Finished goods	1,400,446	1,737,346
	<u>5,275,451</u>	<u>6,539,656</u>

All the inventories are carried at cost.

The cost of inventories recognised as an expense during the year was HK\$62,416,070 (2003: HK\$67,115,648).

23. TRADE AND OTHER RECEIVABLES

For sales of goods, the Group has a policy of allowing a credit period of 30 days to 90 days to its trade customers. Rentals receivable from tenants and service income from customers are payable on presentation of invoices. The aged analysis of trade receivable is as follows:

	THE GROUP	
	2004 HK\$	2003 HK\$
0 – 30 days	2,001,277	5,138,107
31 – 60 days	1,592,386	1,649,952
61 – 90 days	2,359,181	471,677
Over 90 days	6,626,276	3,766,526
Total trade receivables	12,579,120	11,026,262
Other receivables	1,763,114	7,893,044
	<u>14,342,234</u>	<u>18,919,306</u>

24. AMOUNTS DUE FROM ASSOCIATES

The amounts are unsecured, interest-free and repayable on demand.

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For the year ended 31st December, 2004

25. TRADE AND OTHER PAYABLES

The aged analysis of trade payables is as follows:

	THE GROUP	
	2004	2003
	HK\$	HK\$
0 – 30 days	2,010,307	4,196,817
31 – 60 days	692,900	1,801,377
61 – 90 days	1,651,082	688,124
Over 90 days	8,323,506	7,536,591
Total trade payables	12,677,795	14,222,909
Other payables	12,935,893	42,052,672
	25,613,688	56,275,581

26. AMOUNTS DUE TO DIRECTORS

The amounts are unsecured, interest-free and repayable on demand.

27. AMOUNTS DUE TO RELATED COMPANIES

The amounts are unsecured, interest-free and repayable on demand. The related companies are controlled by certain Directors of the Company.

28. AMOUNT DUE TO A JOINTLY CONTROLLED ENTITY

The amount is unsecured, interest-free and repayable on demand.

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29. BANK AND OTHER LOANS

	THE GROUP		THE COMPANY	
	2004 HK\$	2003 HK\$	2004 HK\$	2003 HK\$
Bank and other loans comprise:				
Bank loans	5,863,706	147,365,100	5,328,683	29,485,729
Other loans	667,952	2,589,687	667,952	2,589,687
	<u>6,531,658</u>	<u>149,954,787</u>	<u>5,996,635</u>	<u>32,075,416</u>
The above loans are secured and are repayable as follows:				
Within one year	6,531,658	141,372,463	5,996,635	26,075,416
More than one year, but not exceeding two years	–	2,411,001	–	2,000,000
More than two years, but not exceeding five years	–	4,197,833	–	4,000,000
More than five years	–	1,973,490	–	–
	<u>6,531,658</u>	<u>149,954,787</u>	<u>5,996,635</u>	<u>32,075,416</u>
Less: Amount due within one year shown under current liabilities	<u>(6,531,658)</u>	<u>(141,372,463)</u>	<u>(5,996,635)</u>	<u>(26,075,416)</u>
Amount due after one year	<u>–</u>	<u>8,582,324</u>	<u>–</u>	<u>6,000,000</u>

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30. SHARE CAPITAL

	2004 & 2003
	HK\$
Authorised:	
700,000,000 ordinary shares of HK\$1 each	<u>700,000,000</u>
Issued and fully paid:	
331,668,905 ordinary shares of HK\$1 each	<u>331,668,905</u>

Subsequent to the balance sheet date, the Company undertook a capital reorganisation resulting in reduction of capital, consolidation of shares, subdivision of shares and reduction of share premium. Details of this post balance sheet event are set out in note 40.

31. RESERVES

	Share premium HK\$	Accumulated losses HK\$	Total HK\$
THE COMPANY			
At 1st January, 2003	282,892,010	(497,468,090)	(214,576,080)
Loss for the year	<u>–</u>	<u>(35,086,186)</u>	<u>(35,086,186)</u>
At 31st December, 2003	282,892,010	(532,554,276)	(249,662,266)
Loss for the year	<u>–</u>	<u>(9,874,376)</u>	<u>(9,874,376)</u>
At 31st December, 2004	<u>282,892,010</u>	<u>(542,428,652)</u>	<u>(259,536,642)</u>

The Company did not have any distributable reserves at the balance sheet date.

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32. DEFERRED TAXATION

The followings are the major deferred tax assets and liabilities recognised by the Group and movements thereon during the current and prior years:

	Accelerated tax depreciation	Tax losses	Total
	HK\$	HK\$	HK\$
THE GROUP			
At 1st January, 2003	549,634	(549,634)	–
Charge (credit) to income	124,413	(124,413)	–
Effect of change in tax rate			
– charge to income	51,528	(51,528)	–
At 31st December, 2003	725,575	(725,575)	–
(Credit) charge to income	(417,861)	417,861	–
At 31st December, 2004	<u>307,714</u>	<u>(307,714)</u>	<u>–</u>

For the purpose of balance sheet presentation, the above deferred tax assets and liabilities have been offset.

At 31st December, 2004, the Group has unused tax losses of approximately HK\$93.1 million (2003: HK\$115.8 million) available for offset against future profits. A deferred tax asset has been recognised in respect of approximately HK\$1.8 million (2003: HK\$4.1 million) of such tax losses. No deferred tax asset has been recognised in respect of the remaining tax losses of HK\$91.3 million (2003: HK\$111.7 million) due to the unpredictability of future profit streams. The tax losses may be carried forward indefinitely.

The Company has unused tax losses of approximately HK\$77.1 million (2003: HK\$75.9 million) at 31st December, 2004. No deferred tax asset has been recognised due to the unpredictability of future profit streams.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31st December, 2004

33. DISPOSAL OF SUBSIDIARIES

During the year, the Group disposed of the following subsidiaries:

- (a) In February 2004, the Group disposed of its entire equity interest in Tang City Properties Pte. Ltd. ("TCP"), a company incorporated in Singapore in which the Company had a 90% interest and Mr. Dennis Tat Shing Chiu had a 10% interest. TCP and its subsidiaries were incorporated in Singapore and held all of the Group's investment properties in Singapore. Details of the transaction are set out in note 38.
- (b) In June and November 2004, the Group discontinued its amusement park operations, leisure-entertainment business and restaurant operation at the time of disposal of its entire equity interests in LKA, TDC and RFC Far East. Details of the discontinued operations are set out in note 10.

The effect of the disposal are summarised as follows:

	Continuing operation HK\$ (Note (a) above)	Discontinued operations HK\$ (Note (b) above)	Total HK\$
NET ASSETS (LIABILITIES) DISPOSED OF:			
Property, plant and equipment	12,680	5,770,737	5,783,417
Investment properties	122,526,259	–	122,526,259
Leisure entertainment complex	–	1	1
Inventories	–	39,029	39,029
Trade and other receivables	1,095,154	179,233	1,274,387
Bank balances and cash	15,997	53,977	69,974
Trade and other payables	(6,914,914)	(11,627,863)	(18,542,777)
Amounts due to directors	(894,188)	(644,486)	(1,538,674)
Amounts due to related companies	–	(406,064)	(406,064)
Tax payable	(297,064)	–	(297,064)
Bank and other loans	(118,035,435)	–	(118,035,435)
	(2,491,511)	(6,635,436)	(9,126,947)
Exchange reserve realised	5,705,372	(15,629,737)	(9,924,365)
	3,213,861	(22,265,173)	(19,051,312)
(Loss) gain on disposals	(3,213,856)	31,065,182	27,851,326
	<u>5</u>	<u>8,800,009</u>	<u>8,800,014</u>
SATISFIED BY:			
Cash	5	9	14
Set-off amounts due to directors	–	8,800,000	8,800,000
	<u>5</u>	<u>8,800,009</u>	<u>8,800,014</u>
NET CASH INFLOW (OUTFLOW) ARISING ON DISPOSALS OF SUBSIDIARIES:			
Cash consideration	5	9	14
Bank balances and cash disposed of	(15,997)	(53,977)	(69,974)
	<u>(15,992)</u>	<u>(53,968)</u>	<u>(69,960)</u>

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33. DISPOSAL OF SUBSIDIARIES (Continued)

The subsidiaries disposed of contributed approximately HK\$0.9 million to the Group's turnover and incurred a loss of approximately HK\$0.1 million to the Group's profit from operations. No tax charge or credit arose from the transactions.

In addition, the subsidiaries contributed HK\$0.3 million to the Group's operating activities and used HK\$0.4 million in financing activities.

34. PLEDGE OF ASSETS

At the balance sheet date:

- (a) bank loan facilities to the extent of approximately HK\$16.2 million (2003: HK\$16.2 million) of which nil (2003: HK\$16.2 million) were utilised, are secured by the Group's investment properties in Hong Kong with an aggregate net book value of approximately HK\$25.7 million (2003: HK\$47.8 million).
- (b) margin trading facilities in respect of securities transactions to the extent of approximately HK\$5.5 million (2003: HK\$7.0 million), of which HK\$0.7 million (2003: HK\$2.6 million) were utilised, were secured by the listed investments of the Group and the Company of approximately HK\$11 million (2003: HK\$14 million) and HK\$10 million (2003: HK\$13.7 million), respectively;
- (c) overdraft and revolving loan facilities to the extent of approximately HK\$40.6 million (2003: HK\$40.3 million), of which HK\$5.3 million (2003: HK\$13.3 million) were utilised, were secured by time deposits held by the Company of approximately HK\$5.2 million (2003: HK\$14.3 million) and by a floating charge over the asset of the Company;
- (d) bank loan of approximately HK\$0.5 million (2003: HK\$0.9 million) were secured by a blending machine held by a subsidiary with net book value of approximately HK\$2.3 million (2003: HK\$2.5 million).

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35. CONTINGENT LIABILITIES

	THE GROUP		THE COMPANY	
	2004 HK\$	2003 HK\$	2004 HK\$	2003 HK\$
Guarantees given to banks in respect of banking facilities utilised by subsidiaries	-	-	-	122,990,249

36. CAPITAL COMMITMENTS

	THE GROUP		THE COMPANY	
	2004 HK\$	2003 HK\$	2004 HK\$	2003 HK\$
Commitments in respect of capital contribution to a subsidiary contracted but not provided for in the financial statements	-	-	-	9,678,271

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37. OPERATING LEASE ARRANGEMENTS

The Group as lessor

Property rental income earned during the year was HK\$1,723,902 (2003: HK\$8,926,389). The properties held have committed tenants for the next two years.

At the balance sheet date, the Group had contracted with tenants for future minimum lease payments under non-cancellable operating leases which fall due as follows:

	2004 HK\$	2003 HK\$
Within one year	660,000	1,755,000
In the second to fifth year inclusive	852,500	1,512,000
	<u>1,512,500</u>	<u>3,267,000</u>

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37. OPERATING LEASE ARRANGEMENTS (Continued)**The Group and the Company as lessee**

At the balance sheet date, the Group and the Company had commitments for future minimum lease payments under a non-cancellable operating lease which fall due as follows:

	2004	2003
	HK\$	HK\$
Within one year	154,800	–
In the second to fifth year inclusive	64,500	–
	219,300	–

Operating lease payments represent rentals payable by the Group and the Company to a company controlled by certain directors of the Company for the use of its office premises. Lease is negotiated for a term of two years.

38. RELATED PARTY TRANSACTIONS

On 22nd December, 2003, the Group entered into conditional sale and purchase agreements, pursuant to which, inter alia, the Company and Mr. Dennis Tat Shing Chiu agreed to dispose of their entire interests in TCP to a wholly-owned subsidiary of FEC at a consideration of S\$1, and FEC agreed to procure the refinancing of the bank loan facility of S\$25 million obtained by TCP and to take over the net external trade and non-trade creditors of TCP of S\$1.1 million. Details of the transaction are set out in a circular of the Company dated 16th January, 2004. The transaction was completed in February 2004.

In addition, the Group disposed certain of its subsidiaries to certain of the directors of the Company during the year. Details of these transactions are disclosed in note 10(a), (b) and (c).

39. RETIREMENT BENEFITS SCHEMES

The Group participates in certain defined contribution schemes in Hong Kong and Singapore and make contributions for its eligible employees. The contributions borne by the Group are calculated at certain percentage of the salaries and wages. The retirement benefits cost charged to the income statement represents contributions paid and payable to the scheme.

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40. POST BALANCE SHEET EVENT

Subsequent to the balance sheet date, the Court has granted an order confirming the Company's capital reorganisation, details of the capital reorganisation are as follows:

- (i) every 5 shares of HK\$1.00 each in the share capital of the Company (whether issued or unissued) will be consolidated into one consolidated share;
- (ii) upon the share consolidation taking effect, the issued share capital of the Company be reduced from HK\$331,668,905 to HK\$663,338 by cancelling paid up capital to the extent of HK\$4.99 on each consolidated share in issue arising from the share consolidation so as to form fully-paid up adjusted shares;
- (iii) upon the capital reduction taking effect, each authorised but unissued consolidated share of HK\$5.00 each be subdivided into 500 adjusted shares; and
- (iv) upon the capital reduction taking effect, the credit amount arising from the capital reduction together with the credit amount standing in the share premium account be applied by the directors to eliminate the accumulated losses of the Company as at 31st December, 2003 in accordance with the Articles of Association of the Company and all applicable laws.

Details of the transaction are set out in a circular and a supplemental circular of the Company dated 28th May, 2004 and 27th August, 2004 respectively.

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