

1 ORGANISATION AND PRINCIPAL ACTIVITIES

Hopson Development Holdings Limited was incorporated in Bermuda on 24th July 1997 as an exempted company with limited liability under the Companies Act 1981 of Bermuda. Its shares have been listed on The Stock Exchange of Hong Kong Limited since 27th May 1998.

The Company is an investment holding company. Its subsidiaries, associated company and jointly controlled entity are principally engaged in investment holding and property development, investment and management.

2 MAJOR TRANSACTIONS

On 23rd June 2004, the Group entered into conditional agreements to acquire (i) further interests in nine subsidiaries at an aggregate consideration of approximately HK\$331,255,000, and (ii) further interests in a jointly controlled entity at an aggregate consideration of approximately HK\$468,775,000. These acquisitions are regarded as major transactions ("Major Transactions") pursuant to the rules governing the listing of securities on The Stock Exchange of Hong Kong Limited and a circular dated 30th June 2004 was issued to shareholders to provide details of these acquisitions.

The sale and purchase agreements in respect of the acquisition of the additional interests in the nine subsidiaries were completed during the year. Accordingly, the Group has recognised these acquisitions, including the proportion of the fair value differences attributable to such increases in the Group's interests in these subsidiaries and the negative goodwill.

The acquisition of further interests in a jointly controlled entity has not yet completed at 31st December 2004 because, among others, the transfer of business ownership has not been completed.

3 PRINCIPAL ACCOUNTING POLICIES

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").

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. The Group has already commenced an assessment of the impact of these new HKFRSs but is not yet in a position to state whether these new HKFRSs would have a significant impact on its results of operations and financial position.

1 公司結構及主要業務

合生創展集團有限公司根據百慕達一九八一年公司法於一九九七年七月二十四日在百慕達註冊成立為一間受豁免有限責任公司。其股份已於一九九八年五月二十七日在香港聯合交易所有限公司上市。

本公司為一間投資控股公司。其附屬公司、聯營公司及共同控制實體主要從事投資控股、物業發展、投資及管理。

2 主要交易

於二零零四年六月二十三日，本集團訂立有條件協議，以(i)進一步收購九家附屬公司之權益，總代價約331,255,000港元及(ii)進一步收購一家共同控制實體之權益，總代價約468,775,000港元。根據香港聯合交易所有限公司證券上市規則，上述交易被視為主要交易（「主要交易」），該等交易之詳情請參閱於二零零四年六月三十日寄發予股東之通函。

就進一步收購九家附屬公司之買賣協議於本年度完成。故此，本集團已將該等交易確認入賬，其中包括本集團因進一步收購有關該等附屬公司之權益的相關公平值差額及負商譽增幅。

就進一步收購一家共同控制實體之權益於二零零四年十二月三十一日仍未完成，當中包括仍未完成轉讓業務之擁有權。

3 主要會計政策

本賬目乃按照香港公認會計原則及香港會計師公會頒佈的會計標準編製。賬目並依據歷史成本常規法編製。

香港會計師公會新頒佈及修訂多項香港財務申報準則及香港會計準則（「新香港財務申報準則」），該等準則於二零零五年一月一日或之後的會計期間生效。本集團截至二零零四年十二月三十一日止年度的賬目並無提早採用該等新香港財務申報準則。本集團已開始評估採用該等新香港財務申報準則的影響，但未能確定該等新香港財務申報準則對其經營業績及財政狀況是否有重大影響。

3 PRINCIPAL ACCOUNTING POLICIES (Continued)

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

(a) BASIS OF MEASUREMENT

The accounts have been prepared on the historical cost basis, as modified by the revaluation of investment properties and investment in securities.

(b) BASIS OF PRESENTATION

The accounts have been prepared on the going concern basis as the Company's Directors and the Group's management are confident that the Group's short-term bank borrowings and current portion of long-term bank borrowings will either be rolled over or replaced by new sources of financing when they become due.

(c) BASIS OF CONSOLIDATION

The consolidated accounts include the accounts of the Company and its subsidiaries, together with the Group's share of post-acquisition results and reserves of its associated companies and jointly controlled entities under the equity method of accounting. The results of subsidiaries, associates and jointly controlled entities acquired or disposed of during the year are included in the consolidated profit and loss account from their 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.

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 or negative goodwill and any related cumulative currency translation adjustments.

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

(d) INTANGIBLES

(i) Goodwill

Goodwill represents the excess of the cost of an acquisition over the Group's share of the aggregate fair values of the identifiable net assets acquired at the date of acquisition. Goodwill is recognised as an intangible asset and is amortised on a straight-line basis over its estimated economic life of five to ten years.

3 主要會計政策(續)

編製此等賬目時所採用的主要會計政策如下：

(a) 計量基準

賬目乃按歷史成本常規法編製，並根據重估投資物業和證券投資作出修訂。

(b) 呈列基準

賬目乃按持續經營基準編製，此乃由於本公司董事及本集團管理層有信心本集團之短期銀行貸款及長期銀行貸款之短期部份於到期時可繼續滾存或以新融資來源取代。

(c) 綜合基準

綜合賬目包括本公司及其附屬公司的賬目，並連同按權益會計法計算本集團應佔聯營公司及共同控制實體的收購後業績及儲備。本年度內購入或出售的附屬公司、聯營公司及共同控制實體的業績，分別由收購的生效日期起或截至出售的生效日期止包括在綜合損益表。

本集團所有公司間重大交易及結餘已於綜合賬目時對銷。

出售附屬公司所產生的損益，乃指出售所得款項與本集團所佔資產淨值兩者間之差額，連同任何未攤銷商譽或負商譽或已撥入儲備及先前並無於綜合損益表扣除或確認的商譽/負商譽，以及任何相關累計匯兌儲備。

少數股東權益指外界股東所佔附屬公司經營業績及淨資產之權益。

(d) 無形資產

(i) 商譽

商譽指收購成本高於本集團應佔所收購附屬公司於收購日期可資識別資產淨值的差額。收購所得商譽計入無形資產，在五年至十年預期經濟效用以直線法攤銷。

3 PRINCIPAL ACCOUNTING POLICIES (Continued)

(d) INTANGIBLES (Continued)

(ii) Negative goodwill

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

(iii) Impairment of intangible assets

Where an indication of impairment exists, the carrying amount of any intangible asset is assessed and written down immediately to its recoverable amount.

(e) SUBSIDIARIES

Subsidiaries are those entities in which the Company, directly or indirectly, controls more than one half of the voting power; has the power to govern the financial and operating policies, to appoint or remove the majority of the members of the board of directors, or to cast majority votes at the meetings of the board of directors.

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

3 主要會計政策(續)

(d) 無形資產(續)

(ii) 負商譽

負商譽乃指本集團佔所收購可資識別淨資產之公平值超出收購成本之數額，收購產生之負商譽乃與商譽呈列於相同之資產負債表分類。倘負商譽為有關本集團之收購計劃內已識別之預計未來虧損及開支，並能可靠地計算，惟不代表於收購當日之可識別負債，則該部份負商譽於確認未來虧損及開支時計入損益表。任何不超逾所收購之非貨幣資產之公平值之尚餘負商譽，乃按該等資產之尚餘加權平均可使用年期於損益表確認。至於超逾該等非貨幣資產之公平值之負商譽，則即時於損益表確認。

(iii) 無形資產減值

倘若有證據顯示出現減值，則會衡量無形資產的賬面值，並且即時撇減至可收回數額。

(e) 附屬公司

附屬公司乃該等由本集團直接或間接控制其半數以上投票權；控制其財務及營運政策監管權；委任或罷免董事會的大多數席位；或於董事會會議上佔大多數投票權的實體。

於本公司之資產負債表內，於附屬公司的投資乃以成本減減值虧損撥備列賬。附屬公司的業績乃按已收及應收股息計入本公司賬目。

3 PRINCIPAL ACCOUNTING POLICIES (Continued)

(f) ASSOCIATED COMPANIES

An associated company is a company over which the Group has significant influence, but not control or joint control, over its financial and operating policy decisions.

In the consolidated accounts, investments in associated companies are accounted for under the equity method of accounting, whereby the investments are initially recorded at cost and are adjusted thereafter to recognise the Group's share of the post-acquisition results, distributions received, other necessary alterations in the Group's proportionate interests arising from changes in the equity of associated companies that have not been included in the profit and loss accounts of the associated companies, amortisation of the difference between the cost of investment and the Group's share of the aggregate fair value of the identifiable net assets acquired at the date of acquisition (goodwill), and any impairment losses. The Group's share of post-acquisition results of associated companies are included in the consolidated profit and loss account.

(g) CONTRACTUAL JOINT VENTURES

A contractual joint venture is an entity established between the Group and one or more other parties for a pre-determined period of time, with the rights and obligations of the joint venture partners being governed by a contract. If the Group is able to govern and control the financial and operating policies of the contractual joint venture so as to obtain benefits from its activities, such joint venture is considered as a de facto subsidiary and is accounted for as a subsidiary. If the Group can only exercise significant influence over the contractual joint venture, such joint venture is accounted for as an associated company.

3 主要會計政策 (續)

(f) 聯營公司

聯營公司乃本集團對其財政及營運政策的決定具有重大影響力，但非控制或共同控制的公司。

在綜合賬目內，於聯營公司的投資乃按權益會計法入賬，據此，該項投資最初按成本記錄，並於其後就聯營公司的收購後業績、來自聯營公司的分派、因尚未計入損益表內之聯營公司權益變動而產生之本集團所佔聯營公司權益比例的其他改變、投資成本值與本集團所佔於收購日期的可識別資產淨值之公平價值總額之差額（商譽）的攤銷，以及任何減值虧損作出調整。本集團所佔聯營公司的收購後業績已計入綜合損益表內。

(g) 合約合營企業

合約合營企業乃本集團與另一方或多方設立並已預先設定期限的實體，有關之合營夥伴的權利及責任均受合約規管。如本集團能夠管治及控制合約合營企業的財政及營運政策，並從業務活動中獲益，該合營企業則被視為實際上的附屬公司，並以附屬公司形式入賬。如本集團僅能對合約合營企業的管理層行使重大影響力，該合營企業會以聯營公司形式入賬。

3 PRINCIPAL ACCOUNTING POLICIES (Continued)

(h) JOINTLY CONTROLLED ENTITIES

A jointly controlled entity is a joint venture where 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. In the consolidated accounts, investment in jointly controlled entities is accounted for under the equity method of accounting, whereby the investment is initially recorded at cost and is adjusted thereafter to recognise the Group's share of the post-acquisition results, distributions received, other necessary alterations in the Group's proportionate interest in jointly controlled entities arising from changes in equity of jointly controlled entities that have not been included in the profit and loss account of the jointly controlled entities, amortisation of the difference between the cost of investment and the Group's share of the aggregate fair value of the identifiable net assets acquired at the date of acquisition (goodwill), and any impairment loss. The Group's share of post-acquisition results of jointly controlled entities is included in the consolidated profit and loss account.

(i) JOINTLY CONTROLLED ASSETS

A joint venture which does not involve the establishment of a separate entity but involves the joint control and ownership by the Group and other parties of assets contributed to, or acquired for the purpose of, the joint venture is accounted for as a jointly controlled asset. In the consolidated accounts, the Group's share of jointly controlled assets and any liabilities incurred jointly with other joint venture partners are recognised and classified according to the nature of the relevant items. Income from the sale or use of the Group's share of the output of jointly controlled assets is recognised when it is probable that the economic benefits associated with the transaction will flow to the Group, whilst the Group's share of expenses in respect of jointly controlled assets is recognised as incurred.

3 主要會計政策 (續)

(h) 共同控制實體

共同控制實體乃一項合營企業，據此，本集團與其他合營方參與一項經濟活動，而該項經濟活動乃受共同控制，參與各方並無單獨控制權。在綜合賬目內，於共同控制實體之投資乃按權益會計法入賬，據此，該項投資最初按成本記錄，並於其後就本集團應佔共同控制實體的收購後業績、來自共同控制實體的分派、因尚未計入損益表內之共同控制實體權益變動而產生之本集團所佔共同控制實體權益比例的其他改變、投資成本值與本集團所佔於收購日期的可識別資產淨值之公平價值總額之差額（商譽）的攤銷，以及任何減值虧損作出調整，本集團所佔共同控制實體的收購後業績已計入綜合損益表內。

(i) 共同控制資產

就不涉及獨立實體的成立而涉及由本集團及其他人士共同控制及擁有之合營項目資產貢獻或就合營項目收購之資產，乃列作共同控制資產入賬。在綜合賬目中，本集團應佔之共同控制資產及與其他合營夥伴共同招致的任何負債乃根據有關項目的性質予以確認及分類。因出售或使用本集團的應佔共同控制資產所產生之收入，於該項交易的相關經濟利益可能會流入本集團時予以確認，而本集團應佔有關共同控制資產的開支則於產生時予以確認。

3 PRINCIPAL ACCOUNTING POLICIES (Continued)

(j) FIXED ASSETS

(i) Fixed assets and depreciation

Fixed assets, other than investment properties, are stated at cost less accumulated depreciation and any accumulated impairment losses. Major expenditures on modifications and betterments of fixed assets which will increase their future economic benefits are capitalised, while expenditures on maintenance and repairs are expensed when incurred. Depreciation is provided on a straight-line basis to write off the cost less accumulated impairment losses of each asset over its estimated useful life. The principal annual rates of depreciation are as follows:

Leasehold land	2% (lease term)
Buildings	2%
Furniture and office equipment	20%
Motor vehicles	20% to 30%

The depreciation methods and useful lives are reviewed periodically to ensure that the methods and rates of depreciation are consistent with the expected pattern of economic benefits from fixed assets.

(ii) Construction in progress

Construction in progress is investments in land and buildings on which construction work has not been completed and which, upon completion, management intend to hold for the long term as hotels. These properties are carried at cost which includes land costs, construction expenditures, borrowing costs directly attributable to construction of such properties and other direct costs less any accumulated impairment losses. On completion, the properties are transferred to the appropriate categories of fixed assets at cost less accumulated impairment losses.

No depreciation is provided for construction in progress until they are completed and put into commercial use.

(iii) Impairment and gain or loss on sale

At each balance sheet date, both internal and external sources of information are considered to assess whether there is any indication that assets included in fixed assets, construction in progress and properties under development for long-term investment are impaired. If any such indication exists, the recoverable amount of the asset is estimated and where relevant, an impairment loss is recognised to reduce the asset to its recoverable amount. Such impairment losses are recognised in the profit and loss account.

3 主要會計政策 (續)

(j) 固定資產

(i) 固定資產及折舊

除投資物業外，固定資產乃按成本值減去累計折舊及任何減值虧損列賬。如更改及改善物業及設備將能增加經濟效益，有關的主要開支撥充資本。而維修及保養費用則在產生時即時入賬，列作費用。各項資產折舊減累計減值乃以直線法於預計可使用年期撇銷，所採用的主要折舊率如下：

租賃土地	2% (按租約年期計算)
樓宇	2%
傢俬及辦公室設備	20%
汽車	20%至30%

折舊方法及使用年期乃定期檢討以確保折舊的計算方法及比率符合來自固定資產的經濟利益的預期形式。

(ii) 在建工程

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

在建工程直至完成及可用作業用途前不作折舊。

(iii) 減損值及出售損益

於各結算日，貴集團均會根據內部及外部資料來源以評估是否有跡象顯示固定資產出現減值損。倘有任何此類跡象存在，則會估算資產之可收回金額，並(倘有關)確認減值虧損以將該等固定資產減低至其可收回金額。該等減值虧損於損益表內確認。

3 PRINCIPAL ACCOUNTING POLICIES (Continued)**(j) FIXED ASSETS (Continued)****(iii) Impairment and gain or loss on sale (Continued)**

The gain and 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.

(k) 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.

These properties are included in the balance sheet at their open market value on the basis of an annual valuation by independent qualified valuers. The valuations are incorporated in the annual accounts. Increases in valuation are credited to the investment properties revaluation reserve. Decreases in valuation are first set off against increases on earlier valuations on a portfolio basis and thereafter are debited to operating profit. Any subsequent increases are credited to operating profit up to the amount previously debited.

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.

No depreciation is provided for investment properties unless the unexpired lease term is 20 years or less, in which case depreciation is provided on the then carrying value over the unexpired lease term.

(l) PROPERTIES UNDER DEVELOPMENT

Properties under development for sale, the pre-sale of which has not commenced, are included in current assets at the lower of cost and net realisable value. Properties under development for sale, the pre-sale of which has commenced, are included in current assets at cost plus attributable profits, less foreseeable losses and sale instalments received and receivable. Properties under development for long-term investment are stated at cost less any accumulated impairment losses.

The cost of properties under development consists of land costs, construction expenditures, borrowing costs directly attributable to construction of such properties and other direct costs. Net realisable value is based on estimated selling price in the ordinary course of business as determined by management with reference to the prevailing market conditions, less further costs expected to be incurred to completion and selling and marketing expenses.

No depreciation is provided on properties under development.

3 主要會計政策 (續)**(j) 固定資產 (續)****(iii) 減損值及出售損益 (續)**

出售固定資產之損益為有關資產之銷售收益淨額與其賬面值之差額，於損益表中確認。

(k) 投資物業

投資物業乃於土地及樓宇之已竣工建築工程及發展項目之權益及持有作潛在投資用途之土地及樓宇，任何租金收入須經公平原則磋商後始行釐定。

該等物業按於結算日進行之獨立專業估值按公開市值計算後列賬。有關之估值會計入年度賬目。估值增值會撥入投資物業重估儲備，估值減值首先會與早前按投資組合基準計算之估值增值抵銷，並於其後在經營溢利中扣除。任何其後產生之增值將計入經營溢利，惟有關金額以早前所扣除者為限。

在出售投資物業時，自投資物業重估儲備撥回早前估值涉及之已變現重估儲備有關部份已撥入損益表。

投資物業不計提折舊，除非租約尚餘20年或以下年期之投資物業均按租約尚餘年期計提折舊。

(l) 發展中物業

並未開始預售的可供出售之發展中物業乃按成本值及可變現淨值兩者中的較低者列為流動資產。經已開始預售的可供出售之發展中物業按成本另加應佔溢利減可預見之虧損及已收及應收的銷售分期付款列為流動資產。持作長期投資之發展中物業乃按成本值減去任何減值虧損後列賬。

發展中物業成本包括土地成本、建造開支及因建造該等物業而直接產生之借貸成本及其他直接成本。可變現淨值乃於日常業務過程中管理層參照當時市況釐定的估計售價，減去預期至竣工時產生的其他成本以及銷售及市場推廣費用計算。

本集團並無就發展中物業計提折舊。

3 PRINCIPAL ACCOUNTING POLICIES (Continued)

(m) LAND PENDING DEVELOPMENT

Land pending development is land acquired and pending a definite plan to be developed for sale or long-term investment. It is stated at cost less any impairment losses. Land costs include land premium costs, site clearance costs and other direct costs of bringing the land to a condition suitable for development. When the intention is clear and development has commenced, land to be developed for sale will be classified as properties under development for sale, land to be developed for long-term investment will be classified as properties under development for long-term investment, and land to be developed as hotels to be held for the long-term will be classified as construction in progress.

No depreciation is provided on land pending development.

(n) COMPLETED PROPERTIES FOR SALE

Completed properties for sale are stated at the lower of cost and net realisable value. The cost of completed properties for sale consists of land costs, construction expenditures, borrowing costs directly attributable to construction of such properties and other direct costs. Net realisable value is based on estimated selling prices in the ordinary course of business as determined by management with reference to the prevailing market conditions, less selling and marketing expenses.

(o) INVESTMENT IN SECURITIES

Securities that are held for the purpose of generating a profit from short-term fluctuations in price are classified as investment in securities, and are included in the balance sheet at their fair values. All changes in the fair values of investment in securities and gains and losses on disposal of investment in securities are recognised in the profit and loss account when they arise.

(p) ACCOUNTS RECEIVABLE

Provision is made against accounts receivable to the extent they are considered to be doubtful. Accounts receivable in the balance sheet are stated net of such provision, if any.

(q) PROVISIONS AND CONTINGENCIES

Provisions are recognised when there is a present obligation, legal or constructive, as a result of past events and it is probable that an outflow of resources will be required to settle the obligations, and a reliable estimate of the amount can be made. Provisions are reviewed regularly and adjusted to reflect the current best estimate. Where the effect of the time value of money is material, the amount of a provision is the present value of the expenditures expected to be required to settle the obligation.

3 主要會計政策 (續)

(m) 待發展土地

待發展土地包括所有未有明確計劃將會發展以供銷售或長期投資的已購入土地。該等土地按成本值減去任何減值撥備列賬。土地之成本值包括土地出讓金、清理工地費用及使土地達致適宜發展狀況的其他直接應計費用。待確定意向及開始發展後，發展用作銷售的土地將列入可供出售的發展中物業，而發展用作投資的土地將列入作為長期投資之發展中物業。

本集團並無就待發展土地計提折舊。

(n) 可供出售之已落成物業

可供出售之已落成物業按成本值及可變現淨值兩者中的較低者列賬。可變現淨值乃於日常業務過程中管理層參照當時市況釐定的估計售價減去銷售及市場推廣費用計算。

(o) 證券投資

持有證券旨在藉短期價格波動從中獲利均列作證券投資，並按其公平價值納入資產負債表內。證券投資的公平價值的一切變動及出售證券投資的收益及虧損均於產生時於損益表確認。

(p) 應收賬款

凡被視為呆賬之應收賬款，均提撥準備。在資產負債表內列賬之應收賬款已扣除有關之準備金(如有)。

(q) 撥備及或然事項

當因過往事件產生現有債項(不論是合法或推定的債項)，而償還該債項可能導致資源流出，而且能可靠估計該債項的金額，則會提撥準備。撥備金額會定期審閱及調整，以反映現有的最佳估計。倘金額時間值的影響為重大，撥備的金額為償還債項預期所需開支的現值。

3 PRINCIPAL ACCOUNTING POLICIES (Continued)

(q) PROVISIONS AND CONTINGENCIES (Continued)

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably. A contingent liability is not recognised but is disclosed in the notes to accounts. When a change in the probability of an outflow occurs so that outflow is probable, they will then be recognised as a provision.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain events not wholly within the control of the Group. Contingent assets are not recognised but are disclosed in the notes to the accounts when an inflow of economic benefits is probable. When inflow is virtually certain, an asset is recognised.

(r) TURNOVER AND REVENUE RECOGNITION

Turnover consists of (i) pre-sale and sale of properties, (ii) rental income, and (iii) property management fees, property design fees and marketing consultancy fees. Revenue is recognised when the outcome of a transaction can be measured reliably and when it is probable that the economic benefits associated with the transaction will flow to the Group. Revenue is recognised on the following bases:

(i) Pre-sale and sale of properties

Pre-sale of properties under development for sale under legally-binding agreements is recognised by reference to the stage of completion of the development of the properties, with the profit recognised restricted to the amount of instalments received. No revenue from pre-sale of properties is recognised until the construction has progressed to a stage when completion of the properties and the ultimate realisation of profit can be reliably estimated. Sale of completed properties held for sale is recognised when a legally-binding agreement has been executed.

When a purchaser defaults in the payment of instalments and the Group exercises its right to terminate the sale, the revenue and the related profit previously recognised are reversed and the instalments received and forfeited are credited to the profit and loss account.

3 主要會計政策 (續)

(q) 撥備及或然事項 (續)

或然負債指因已發生的事件而可能引起的責任，此等責任須就某一宗或多宗事件會否發生才能確認，而本集團並不能完全控制這些未來事件會否實現。或然負債亦可能是因已發生的事件引致現有的責任，但由於可能不需要消耗經濟資源，或責任金額未能可靠地衡量而未有入賬。或然負債不會被確認，但會在賬目附註內披露。假若消耗資源的可能性改變而導致出現資源消耗時，此等負債將被確認為撥備。

或然資產是指因已發生的事件而可能產生的資產，此等資產須就某一宗或多宗事件會否發生才能確認，而本集團並不能完全控制這些未來事件會否實現。或然資產不會被確認，但會於可能收到經濟效益時在賬目附註內披露。若實質確定有收到經濟效益時，此等效益才被確立為資產。

(r) 營業額及收入的確認

營業額(扣除有關營業稅後)包括(i)預售及出售物業；(ii)租金收入；及(iii)物業管理費。收入於交易結果得以可靠地衡量而該交易的經濟利益可能歸入本集團時確認。收入按以下基準確認：

(i) 預售及出售物業

根據具法律效力的協議，預售可供出售之發展中物業的收入乃根據物業發展的完成階段確認，就此確認的溢利僅限於已收的分期付款金額。而除非工程已進展至可穩妥地估計物業落成及最終變現溢利的階段，否則來自預售物業的收入不會被確認。銷售可供出售之已落成物業的收入於已經簽立具法律效力的協議時確認。

如買家拖欠支付分期付款，本集團有權終止該項銷售，先前確認的銷售收益及相關利潤則撥回，已收取及沒收的分期付款金額於損益表中計為收入。

3 PRINCIPAL ACCOUNTING POLICIES (Continued)

(r) TURNOVER AND REVENUE RECOGNITION (Continued)

(ii) Rental income

Rental income is recognised on a straight-line basis over the period of the relevant leases.

(iii) Property management fees, property design fees and marketing consultancy fees

Property management fees, property design fees and marketing consultancy fees are recognised when the services are rendered.

(iv) Interest income

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

Deferred income represented amounts received for which the earning process has not been completed.

(s) GOVERNMENT GRANTS

A government grant is recognised when there is reasonable assurance that the Group will comply with the conditions attaching with it and that the grant will be received.

Grants relating to income are deferred and recognised in the profit and loss account over the period necessary to match them with the costs they are intended to compensate. Grants relating to the purchase of fixed assets are included in non-current liabilities as deferred income and are credited to the profit and loss account on a straight-line basis over the expected lives of the related assets.

(t) TAXATION

Individual companies within the Group provide for profits tax on the basis of their profits for financial reporting purposes, adjusted for income and expense items which are not assessable or deductible for profits tax purposes.

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.

3 主要會計政策 (續)

(r) 營業額及收入的確認 (續)

(ii) 租金收入

租金收入按有關租約限期以直線法確認。

(iii) 物業管理費、物業設計費及物業顧問費

物業管理費、物業設計費及物業顧問費於提供服務時確認。

(iv) 利息收入

利息收入以時間比例基準，按尚餘的本金及適用利率確認入賬。

遞延收入指收益過程尚未完成的已收款項。

(s) 政府補助

政府補助於可合理地確定將會收取而本集團符合所有相關條件時確認入賬。

有關收入之政府補助均會於符合擬彌償成本所需之期間遞延並在損益表確認入賬。有關購入固定資產之政府補助計入非流動負債為遞延收入，在相關資產之預期年期以直線基準計入損益表內。

(t) 稅項

本集團內各個別公司根據各自的財務報告溢利計提利得稅撥備，並按非應課或不可扣減利得稅的收入及支出項目作出調整。

遞延稅項乃利用負債法就資產與負債之稅基與他們在賬目之賬面值兩者之短暫時差作全數撥備。於結算日所制訂或大致制訂之稅率用以釐定遞延稅項。

遞延稅項資產乃就有可能將未來應課稅溢利與可動用之短暫時差抵銷而確認。

3 PRINCIPAL ACCOUNTING POLICIES (Continued)**(t) TAXATION (Continued)**

Deferred taxation is provided on temporary differences arising on investments in subsidiaries, associated companies and joint ventures, 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.

(u) ADVERTISING AND PROMOTION COSTS

Costs of advertising and promotion are expensed as incurred.

(v) EMPLOYEE BENEFITS*(i) Employee leave entitlements*

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual 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's contributions to the defined contribution retirement plans are expensed as incurred.

(w) BORROWING COSTS

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

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

(x) OPERATING LEASES

Operating leases represent leases under which substantially all the risks and rewards of ownership of the leased assets remain with the lessors. Rental payments under operating leases are charged to the profit and loss account on a straight-line basis over the period of the relevant leases.

3 主要會計政策 (續)**(t) 稅項 (續)**

遞延稅項會就有關在附屬公司、聯營公司及合營企業之投資所產生之短暫時差而撥備，但假若可以控制時差之撥回，並有可能在可預見未來不會撥回則除外。

(u) 廣告及推廣成本

廣告及推廣成本乃於產生時入賬列作費用。

(v) 僱員福利*(i) 僱員應享假期*

僱員的應享年假乃於應計予僱員時確認。僱員因提供服務產生的應享年假乃按截至結算日的年假估計負債計算撥備。僱員應享病假及產假乃於僱員享有假期時才予確認。

(ii) 退休金責任

本集團向界定供款退休金計劃作出的供款乃於產生時列作支出。

(w) 借貸成本

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

所有其他借貸成本均於發生年度內在損益表支銷。

(x) 營業租約

凡資產所有權的絕大部份風險及回報仍屬於出租人所有的租約，均視為營業租約。根據營業租約支付的租金以直線法按有關租約年期於損益表中確認。

3 PRINCIPAL ACCOUNTING POLICIES (Continued)

(y) FOREIGN CURRENCY TRANSLATION

Individual companies within the Group maintain their books and records in the primary currencies of their respective operations ("functional currencies"). In the accounts of the individual companies, transactions in other currencies during the year are translated into the respective functional currencies at the applicable rates of exchange prevailing at the time of the transactions; monetary assets and liabilities denominated in other currencies are translated into the respective functional currencies at the applicable rate of exchange in effect at the balance sheet date. Exchange gains and losses are dealt with in the profit and loss account of the individual companies.

The Group prepares consolidated accounts in Hong Kong dollars. For the purpose of consolidation, all the assets and liabilities of subsidiaries with functional currencies other than Hong Kong dollars are translated into Hong Kong dollars at the applicable rates of exchange in effect at the balance sheet date; all income and expense items are translated into Hong Kong dollars at the applicable average exchange rates during the year. Exchange differences arising from such translation are dealt with as movements in cumulative currency translation adjustments.

(z) SEGMENT REPORTING

In accordance with the Group's internal financial reporting, 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 all of the Group's operating assets, while segment liabilities consist primarily of all of the Group's operating liabilities. Capital expenditure comprises additions to investment properties, properties under development for long-term investment, fixed assets and construction in progress, including those arising from acquisitions of subsidiaries.

In respect of geographical segment reporting, turnover, total assets and capital expenditure are based on the district in which the assets are located.

In prior year, the Group presented business segments as the primary reporting format. With effect from the year ended 31st December 2004, the Group has determined that geographical segments be presented as the primary reporting format and business segments be presented as the secondary reporting format, following the Group's diversification into more geographical locations for which information the directors consider that it is more meaningful.

3 主要會計政策 (續)

(y) 外幣換算

本集團屬下的個別公司以相關業務的主要貨幣(「功能貨幣」)記賬。於個別公司的賬目中，年內以其他貨幣進行的交易均按交易時有效的匯率換算為有關之功能貨幣。於結算日以其他貨幣為單位的貨幣資產及負債按結算日有效的匯率換算為有關的功能貨幣。匯兌收益及虧損於個別公司之損益表中列賬。

本集團以港元編製綜合賬目。於綜合賬目中，以港元以外的功能貨幣為單位的所有附屬公司資產及負債按結算日的適用匯率換算為港元；年內所有收入及開支項目均按適用平均匯率換算為港元。該等換算產生的匯兌差額於累積匯兌調整的變動中列賬。

(z) 分部報告

根據本集團的內部財務報告，本集團決定以業務分部資料作為主要分部報告，而地區分佈資料則作為從屬形式呈列。

未分配成本代表公司開支。分部資產主要包括本集團所有經營資產，而分類負債則主要包括本集團所有經營負債。資本開支包括添置投資物業、持作長期投資之發展中物業、收租權及物業和設備，當中包括因收購附屬公司而添置之資產。

地區分部方面，營業額、總資產及資本開支乃以有關資產所在地區為基準。

在往年度，本集團以主要報告方式呈示業務分部資料。自本集團業務涵蓋更多地區後，董事認為地區分部資料有更佳的說明意義，故於二零零四年十二月三十一日止年度起，本集團決定以主要報告方式呈示地區分部資料，而業務分佈資料則作為從屬形式呈列。

3 PRINCIPAL ACCOUNTING POLICIES (Continued)

(aa) 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, bank deposits/cash investments with a maturity of three months or less from the date of investment and bank overdrafts.

4 RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence.

- (a) The Group had the following significant transactions with related companies:

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Property design fees received/receivable from a jointly controlled entity	已收/應收一間共同控制實體之物業設計費	12,000	-
Rental income received/receivable from a related company (i)	已收/應收一間關連公司之租金收入(i)	2,661	637
Property construction fees paid/payable to related companies (i)	已付/應付關連公司之物業建築費(i)	2,090,000	2,132,000
Property design fees paid/payable to related companies (i)	已付/應付一間關連公司之物業設計費(i)	15,248	24,063
Communication network installation fees paid/payable to related companies (i)	已付/應付關連公司之配套通信管線工程費(i)	5,227	443
Decoration charges paid/payable to a related company (i)	已付/應付一間關連公司之裝修費(i)	1,464	850
Office rentals paid/payable to related companies (i)	已付/應付一間關連公司之辦公室租金(i)	4,434	3,670
Property management fees paid/payable to related companies (i)	已付/應付關連公司之物業管理費(i)	5,023	1,926

Note –

- (i) These companies are a minority shareholder of certain subsidiaries of the Company or subsidiaries of the minority shareholder.

In the opinion of the Company's Directors and the Group's management, the above related party transactions were conducted in the normal course of business of the Group, on normal commercial terms, and in accordance with terms of contracts entered into by the Group and the related parties.

3 主要會計政策 (續)

(aa) 現金及現金等價物

現金及現金等價物按成本值於資產負債表內列賬。就現金流量表而言，現金及現金等價物包括手頭現金、存於銀行之通知存款、銀行存款/現金投資(到期日為投資及銀行透支日期起計)三個月或以內。

4 關連人士交易

關連人士乃該等有能力直接或間接控制另一方或於作出財務及營運決定時向另一方行使重大影響力的人士。同時，倘該等人士受同一人士之控制或同一人士之重大影響，亦被視為關連人士。

- (a) 本集團曾與關連公司進行下列重大交易：

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Property design fees received/receivable from a jointly controlled entity	已收/應收一間共同控制實體之物業設計費	12,000	-
Rental income received/receivable from a related company (i)	已收/應收一間關連公司之租金收入(i)	2,661	637
Property construction fees paid/payable to related companies (i)	已付/應付關連公司之物業建築費(i)	2,090,000	2,132,000
Property design fees paid/payable to related companies (i)	已付/應付一間關連公司之物業設計費(i)	15,248	24,063
Communication network installation fees paid/payable to related companies (i)	已付/應付關連公司之配套通信管線工程費(i)	5,227	443
Decoration charges paid/payable to a related company (i)	已付/應付一間關連公司之裝修費(i)	1,464	850
Office rentals paid/payable to related companies (i)	已付/應付一間關連公司之辦公室租金(i)	4,434	3,670
Property management fees paid/payable to related companies (i)	已付/應付關連公司之物業管理費(i)	5,023	1,926

附註 –

- (i) 該等公司為本公司若干附屬公司之一名少數股東或該名少數股東之附屬公司。

本公司董事及本集團管理層認為，上述關連人士交易乃於日常業務過程中按一般商業條款及本集團與關連人士訂立之合約條款進行。

NOTES TO THE ACCOUNTS 財務附註

4 RELATED PARTY TRANSACTIONS (Continued)

(b) Details of the balances with directors and related companies are:

4 關連人士交易 (續)

(b) 與董事及關連公司結餘的詳情：

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元	Maximum balance outstanding during the year 年度內未償還 最高結餘 HK\$'000 千港元
Due from related companies	應收關連公司款項			
Amount due from minority shareholders of certain subsidiaries of the Company and subsidiaries of these minority shareholders	應收本公司若干附屬公司之少數股東及該等少數股東之附屬公司之款項	2,170	2,929	3,994
Amount due from a related company, which is beneficially owned by a director of the Company	應收由本公司一名董事實益擁有之一間關連公司之款項	-	209	209
		2,170	3,138	
Due to directors	應付董事款項			
Mr. Chu Mang Yee	朱孟依先生	15,003	11,258	
Mr. Au Wai Kin	歐偉建先生	664	664	
		15,667	11,922	
Less: Non-current portion	減：非短期部份			
Mr. Chu Mang Yee	朱孟依先生	(10,000)	(10,000)	
		5,667	1,922	

4 RELATED PARTY TRANSACTIONS (Continued)

- (b) Details of the balances with directors and related companies are: (Continued)

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Due to related companies	應付關連公司款項		
Amount due to minority shareholders of certain subsidiaries of the Company and subsidiaries of these minority shareholders	應付本公司若干附屬公司之少數股東及該等少數股東之附屬公司之款項		
– purchase consideration (Note 38(c))	– 收購代價 (附註38(c))	304,993	–
– advances	– 墊款	174,256	215,732
Amount due to a related company, which is beneficially owned by a director of the Company	應付本公司一名董事實益擁有之一間關連公司款項	569	–
		479,818	215,732

In addition, as at 31st December 2004, the Group had accounts payable of approximately HK\$123,344,000 (2003: HK\$526,502,000) due to subsidiaries of minority shareholders of certain subsidiaries of the Company in respect of property construction fees.

- (c) As at 31st December 2004, all outstanding balances with directors, a jointly controlled entity, an associated company, and the ultimate holding company were unsecured, non-interest bearing and without pre-determined repayment terms, except that HK\$10,000,000 (2003: HK\$10,000,000) due to a director and HK\$59,000,000 (2003: HK\$32,000,000) due to the ultimate holding company were not repayable within one year.
- (d) As at 31st December 2004, all outstanding balances with related companies were unsecured, non-interest bearing and without pre-determined repayment terms, except that approximately HK\$304,993,000 (2003: Nil) due to related companies was payable by 12 monthly instalments (Note 38(c)).
- (e) As at 31st December 2004, approximately HK\$263,639,000 (2003: HK\$142,123,000) of the Group's investment properties (Note 15), approximately HK\$62,384,000 (2003: HK\$191,085,000) of the Group's properties under development for long-term investment (Note 16) and approximately HK\$9,556,000 (2003: Nil) of the Group's properties under development for sale (Note 23) were pledged as collateral for bank loans borrowed by a jointly controlled entity, respectively.

4 關連人士交易 (續)

- (b) 與董事及關連公司結餘的詳情：(續)

此外，於二零零四年十二月三十一日，本集團應付本公司若干附屬公司少數股東之附屬公司之物業建築費約123,344,000港元(二零零三年：526,502,000港元)。

- (c) 於二零零四年十二月三十一日，與董事、一間共同控制實體、一間聯營公司及最終控股公司之全部結餘均無抵押、免息及並無預設還款期，惟應付一名董事款項10,000,000港元(二零零三年：10,000,000港元)及應付最終控股公司款項59,000,000港元(二零零三年：32,000,000港元)毋須於一年內償還。
- (d) 於二零零四年十二月三十一日，關連公司之所有結欠款項為無抵押、免息及無事前釐定之還款期，惟應付關連公司約304,993,000港元(二零零三年：無)須分12個月清償(附註38(c))。
- (e) 於二零零四年十二月三十一日，本集團之投資物業(見附註15)約263,639,000港元(二零零三年：142,123,000港元)、本集團持作長期投資之發展中物業(見附註16)約62,384,000港元(二零零三年：191,085,000港元)，以及本集團可供出售之發展中物業(見附註23)約9,556,000港元(二零零三年：零港元)已抵押作為一間共同控制實體所借銀行貸款之抵押品。

NOTES TO THE ACCOUNTS 財務附註

4 RELATED PARTY TRANSACTIONS (Continued)

- (f) As at 31st December 2004, the Group provided guarantees to banks for loans borrowed by a jointly controlled entity and related companies of nil (2003: HK\$94,340,000) and approximately HK\$80,189,000 (2003: HK\$85,849,000), respectively (Note 41).

5 TURNOVER AND REVENUE

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Turnover	營業額		
– Sale of properties	– 銷售物業	4,338,019	3,238,906
– Rental income	– 租金收入	42,744	35,487
– Property management fees	– 物業管理費	69,150	51,529
Total turnover	總營業額	4,449,913	3,325,922
Other revenue	其他收益		
– Interest income	– 利息收入	4,484	7,211
– Government grants (i)	– 政府資助(i)	113,222	-
		117,706	7,211
Total revenues	總收益	4,567,619	3,333,133

Note –

- (i) This represents grants received from government bureaus in mainland China.

4 關連人士交易 (續)

- (f) 於二零零四年十二月三十一日，本集團就一間共同控制實體及關連公司分別為無（二零零三年：94,340,000港元）及約80,189,000港元（二零零三年：85,849,000港元）之銀行貸款提供擔保（附註41）。

5 營業額及收益

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Turnover	營業額		
– Sale of properties	– 銷售物業	4,338,019	3,238,906
– Rental income	– 租金收入	42,744	35,487
– Property management fees	– 物業管理費	69,150	51,529
Total turnover	總營業額	4,449,913	3,325,922
Other revenue	其他收益		
– Interest income	– 利息收入	4,484	7,211
– Government grants (i)	– 政府資助(i)	113,222	-
		117,706	7,211
Total revenues	總收益	4,567,619	3,333,133

附註 –

- (i) 該款項指中國大陸政府當局授予之資助。

6 PROFIT FROM OPERATIONS

Profit from operations is determined after charging and crediting the following items:

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
<i>After charging –</i>	<i>已扣除 –</i>		
Staff costs (including directors' emoluments) (Note 8)	員工成本 (包括董事酬金) (見附註8)	143,626	118,729
Advertising expenses	廣告費	135,497	143,372
Operating lease rentals in respect of premises	物業經營租約租金	5,114	4,466
Depreciation of fixed assets	固定資產折舊	8,759	8,423
Loss on disposal of fixed assets	出售固定資產之虧損	255	486
Amortisation of goodwill (included in general and administrative expenses)	攤銷商譽 (包括在一般及行政費用)	5,233	2,936
Provision for amount due from an associated company	應收一間聯營公司款項之撥備	–	620
Net exchange loss	匯兌虧損淨額	549	–
Auditors' remuneration	核數師酬金	1,500	1,000
<i>After crediting –</i>	<i>已計入 –</i>		
Rental income, less outgoings	租金收入 (扣除支出)	38,470	31,938
Gain on disposal of investment properties	出售投資物業收益	127,866	66,335
Gain on listed investment in securities	出售投資證券收益	352	722
Dividend income from listed investments	上市投資股息收入	139	69
Net exchange gain	匯兌收益淨額	–	196

7 FINANCE COSTS

7 財務成本

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Interest on bank loans wholly repayable within five years	須於五年內全數償還的銀行貸款利息	205,213	164,072
Less: amount capitalised as part of the cost of properties under development	減：撥充作發展中物業成本一部份的金額	(191,838)	(159,792)
		13,375	4,280

The average interest rate of borrowing costs capitalised during the year ended 31st December 2004 was approximately 5.7% per annum (2003: 5.6% per annum).

於截至二零零四年十二月三十一日止年度撥充資本的借貸成本的平均年利率約為5.7% (二零零三年：年利率5.6%)。

NOTES TO THE ACCOUNTS 財務附註

8 STAFF COSTS (INCLUDING DIRECTORS' EMOLUMENTS)

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Salaries and allowances	薪金及津貼	89,893	87,085
Sales commission and bonus	銷售佣金及花紅	39,166	22,211
Pension costs	退休金成本		
– Defined contribution plans (Note 42)	– 界定供款計劃 (附註42)	14,557	9,391
– Provision for long service payment	– 長期服務金撥備	10	42
		143,626	118,729

9 DIRECTORS' AND SENIOR EXECUTIVES' EMOLUMENTS

(a) DIRECTORS' EMOLUMENTS

Details of emoluments paid/payable to directors of the Company are:

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Fees for executive directors	執行董事的袍金	–	–
Fees for independent non-executive directors	獨立非執行董事的袍金	210	180
Other emoluments for executive directors	執行董事的其他酬金		
– Salaries and allowances	– 薪金及津貼	4,360	8,832
– Retirement contributions	– 退休金供款	36	56
		4,606	9,068

A director agreed to waive his emoluments with effect from 1st January 2003, which amounted to approximately HK\$240,000 (2003: HK\$240,000) during the year ended 31st December 2004.

8 員工成本 (包括董事酬金)

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
薪金及津貼		89,893	87,085
銷售佣金及花紅		39,166	22,211
退休金成本			
– 界定供款計劃 (附註42)		14,557	9,391
– 長期服務金撥備		10	42
		143,626	118,729

9 董事及高級行政人員酬金

(a) 董事酬金

已付/應付本公司董事的酬金詳情如下:

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
執行董事的袍金		–	–
獨立非執行董事的袍金		210	180
執行董事的其他酬金			
– 薪金及津貼		4,360	8,832
– 退休金供款		36	56
		4,606	9,068

截至二零零四年十二月三十一日止年度，一名董事同意由二零零三年一月一日起放棄約240,000港元(二零零三年：240,000港元)酬金。

9 DIRECTORS' AND SENIOR EXECUTIVES' EMOLUMENTS (Continued)

(a) DIRECTORS' EMOLUMENTS (Continued)

Analysis of directors' emoluments by number of directors and emolument ranges is as follows:

		2004 二零零四年	2003 二零零三年
Executive directors	執行董事		
Nil to HK\$1,000,000	零至1,000,000港元	4	5
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	1	-
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元	1	1
HK\$2,500,001 to HK\$3,000,000	2,500,001港元至3,000,000港元	-	2
Independent non-executive directors	獨立非執行董事		
Nil to HK\$1,000,000	零至1,000,000港元	3	3
		9	11

(b) FIVE HIGHEST PAID INDIVIDUALS

The five highest paid individuals consisted of:

		2004 二零零四年	2003 二零零三年
Number of directors	董事人數	3	4
Number of employees	僱員人數	2	1
		5	5

The emoluments paid/payable to the highest paid individuals who are directors of the Company have been included in Note 9(a) above. Details of emoluments paid/payable to the remaining individuals are:

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Basic salaries and allowances	基本薪金及津貼	1,686	1,000
Retirement contributions	退休金供款	-	-
		1,686	1,000

The emoluments fall within the following band:

		2004 二零零四年	2003 二零零三年
Nil to HK\$1,000,000	零至1,000,000港元	2	1

9 董事及高級行政人員酬金 (續)

(a) 董事酬金 (續)

按董事人數及酬金級別劃分的董事酬金分析如下：

		2004 二零零四年	2003 二零零三年
Executive directors	執行董事		
Nil to HK\$1,000,000	零至1,000,000港元	4	5
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	1	-
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元	1	1
HK\$2,500,001 to HK\$3,000,000	2,500,001港元至3,000,000港元	-	2
Independent non-executive directors	獨立非執行董事		
Nil to HK\$1,000,000	零至1,000,000港元	3	3
		9	11

(b) 五名最高薪人士

五名最高薪人士包括：

		2004 二零零四年	2003 二零零三年
Number of directors	董事人數	3	4
Number of employees	僱員人數	2	1
		5	5

已付／應付身為本公司董事的最高薪人士的酬金已列於上文附註9(a)。已付／應付其餘人士的酬金詳情如下：

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Basic salaries and allowances	基本薪金及津貼	1,686	1,000
Retirement contributions	退休金供款	-	-
		1,686	1,000

酬金介乎以下組別：

		2004 二零零四年	2003 二零零三年
Nil to HK\$1,000,000	零至1,000,000港元	2	1

NOTES TO THE ACCOUNTS 財務附註

9 DIRECTORS' AND SENIOR EXECUTIVES' EMOLUMENTS (Continued)

(c) No emolument was paid to the directors of the Company or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

9 董事及高級行政人員酬金 (續)

(c) 本公司董事或五名最高薪人士並無獲付任何酬金以吸引其加入或已加入本集團或作為離職補償。

10 TAXATION

The amount of taxation charged to the consolidated profit and loss account represents:

10 稅項

於綜合損益表中扣除之稅項包括：

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
<i>Company and subsidiaries</i>	<i>公司及附屬公司</i>		
Current taxation	本期稅項		
Hong Kong profits tax	香港利得稅	18,087	12,704
Mainland China enterprise income tax	中國大陸企業所得稅	457,798	208,506
Mainland China land appreciation tax	中國大陸土地增值稅	391	3,359
Deferred taxation relating to the origination/(reversal) of temporary differences	與產生/(撥回)暫時差異有關之遞延稅項		
Mainland China enterprise income tax	中國大陸企業所得稅	(170,939)	(45,375)
Mainland China land appreciation tax	中國大陸土地增值稅	118,697	18,496
		424,034	197,690
<i>Jointly controlled entity</i>	<i>共同控制實體</i>		
Current taxation	本期稅項		
Mainland China enterprise income tax	中國大陸企業所得稅	24,869	27,884
Mainland China land appreciation tax	中國大陸土地增值稅	25,028	26,426
		49,897	54,310
		473,931	252,000

(a) HONG KONG PROFITS TAX

Hong Kong profits tax is provided at the rate of 17.5% (2003: 17.5%) on the estimated assessable profit for the year.

(a) 香港利得稅

香港利得稅乃就年內估計應課稅溢利按17.5% (二零零三年：17.5%) 的稅率撥備。

(b) OVERSEAS INCOME TAX

The Company is exempted from taxation in Bermuda until March 2016. Subsidiaries in the British Virgin Islands are incorporated under the International Business Companies Acts of the British Virgin Islands and, accordingly, are exempted from British Virgin Islands income taxes. Subsidiaries established and operated in mainland China are subject to mainland China enterprise income tax at the rate of 33% (2003: 33%).

(b) 海外所得稅

本公司獲豁免繳納百慕達稅項直至二零一六年三月。在英屬處女群島成立的附屬公司乃根據英屬處女群島國際商業公司法註冊成立，故此，獲豁免英屬處女群島所得稅。本公司於中國大陸成立及經營的附屬公司按33% (二零零三年：33%) 之稅率繳交中國大陸企業所得稅。

10 TAXATION (Continued)

(c) MAINLAND CHINA LAND APPRECIATION TAX

Mainland China land appreciation tax is levied at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds of sales of properties less deductible expenditures including costs of land and development and construction expenditures.

The taxation on the Group's profit before taxation differs from the theoretical amount that would arise using the enterprise income tax rate in mainland China, where the majority of the Group's operations was carried out, and the reconciliation was as follows:

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Profit before taxation	除稅前溢利	1,189,360	635,942
Calculated at mainland China enterprise income tax rate of 33% (2003: 33%)	按中國大陸企業所得稅稅率33% (二零零三年：33%) 計算	392,489	209,861
Effect of	影響		
– different tax rates in other jurisdiction	– 其他司法權區不同稅率	(16,079)	(12,706)
– income not subject to taxation	– 不用課稅收入	(15,920)	(127)
– expenses not deductible for income tax purposes	– 不可扣稅之支出	7,527	3,378
– land appreciation tax deductible for calculation of income tax purposes	– 可扣減作為計算所得稅用途之土地增值稅	(47,558)	(15,933)
– utilisation of previously unrecognised tax losses	– 動用過往未確認稅項虧損	(17,259)	(20,869)
– deferred tax assets not recognised	– 未入賬之遞延稅項資產	26,615	40,115
		329,815	203,719
Land appreciation tax	土地增值稅	144,116	48,281
		473,931	252,000

11 PROFIT ATTRIBUTABLE TO SHAREHOLDERS

The consolidated profit attributable to shareholders includes a profit of approximately HK\$93,436,000 (2003: HK\$93,554,000) dealt with in the accounts of the Company.

10 稅項 (續)

(c) 中國大陸土地增值稅

中國大陸土地增值稅就土地增值，即出售房地產所得款項扣除可扣減項目（包括土地發展開支及建築成本），按累進稅率30%至60%徵收。

本集團之除稅前溢利與按照於中國大陸（本集團大部分業務於中國大陸進行）之企業所得稅稅率計算之理論金額有所差異及調節，詳情如下：

11 股東應佔溢利

股東應佔綜合溢利包括本公司於賬目內反映的溢利約93,436,000港元（二零零三年：93,554,000港元）。

NOTES TO THE ACCOUNTS 財務附註

12 DIVIDENDS

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Interim dividend of HK\$0.03 (2003: HK\$0.02) per ordinary share	中期股息每股普通股0.03港元 (二零零三年：0.02港元)	30,090	20,040
Proposed final dividend of HK\$0.06 (2003: HK\$0.03) per ordinary share	建議末期股息每股普通股0.06港元 (二零零三年：0.03港元)	60,180	30,060
		90,270	50,100

13 EARNINGS PER SHARE

The calculations of basic and diluted earnings per share are based on the Group's profit attributable to shareholders of approximately HK\$611,250,000 (2003: HK\$315,354,000).

The basic earnings per share is based on the weighted average number of approximately 1,002,749,000 (2003: 1,002,000,000) ordinary shares in issue during the year. The diluted earnings per share is based on approximately 1,002,846,000 (2003: 1,002,096,000) ordinary shares which is the weighted average number of ordinary shares in issue during the year plus the weighted average number of approximately 97,000 (2003: 96,000) ordinary shares deemed to be issued at no consideration if all outstanding options had been exercised.

12 股息

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Interim dividend of HK\$0.03 (2003: HK\$0.02) per ordinary share	中期股息每股普通股0.03港元 (二零零三年：0.02港元)	30,090	20,040
Proposed final dividend of HK\$0.06 (2003: HK\$0.03) per ordinary share	建議末期股息每股普通股0.06港元 (二零零三年：0.03港元)	60,180	30,060
		90,270	50,100

13 每股盈利

每股基本及攤薄盈利乃按本集團股東應佔溢利約611,250,000港元(二零零三年：315,354,000港元)計算。

每股基本盈利乃以年內已發行普通股加權平均數1,002,749,000股(二零零三年：1,002,000,000股)計算。每股攤薄盈利乃以約1,002,846,000股普通股(二零零三年：1,002,096,000股)計算，即年內已發行普通股加權平均數再加上如尚未行使之購股權獲行使視作以零代價發行之普通股之加權平均數約97,000股(二零零三年：96,000股)。

14 FIXED ASSETS

14 固定資產

		Consolidated 綜合				
		Leasehold land and buildings 租賃土地 及樓宇 HK\$'000 千港元	Construction in progress 在建工程 HK\$'000 千港元	Furniture and office equipment 傢俬及 辦公室設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Cost	成本值					
Beginning of year	年初	7,083	–	24,904	33,353	65,340
Additions	新增	–	713,970	5,965	3,640	723,575
Fair value adjustments pursuant to the Major Transactions (Note 38(c))	根據主要交易 調整公平值 (附註38(c))	–	373	–	–	373
Acquisition of subsidiaries (Note 38(d))	收購附屬公司 (附註38(d))	–	–	75	–	75
Disposals	出售	–	–	(144)	(135)	(279)
End of year	年終	7,083	714,343	30,800	36,858	789,084
Accumulated depreciation	累計折舊					
Beginning of year	年初	1,186	–	11,332	13,659	26,177
Charge for the year	本年度折舊	143	–	3,166	5,450	8,759
Disposals	出售	–	–	(24)	–	(24)
End of year	年終	1,329	–	14,474	19,109	34,912
Net book value	賬面淨值					
End of year	年終	5,754	714,343	16,326	17,749	754,172
Beginning of year	年初	5,897	–	13,572	19,694	39,163

The leasehold land and buildings are located in Hong Kong and are held under long-term leases of over 50 years.

租賃土地及樓宇乃位於香港及根據超過50年的長期租約持有。

Analysis of construction in progress is:

在建工程分析如下：

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Land costs	土地成本	41,236	–
Construction expenditure	工程開支	670,527	–
Borrowing costs capitalised	資本化借貸成本	2,580	–
		714,343	–

Construction in progress represents hotel properties under construction, which will be held for the long term. All construction in progress are located in mainland China and are located on land held under land use rights expiring from 2042 through 2043.

在建工程指長期持有之在建中酒店物業。所有在建工程位於中國大陸，以及位於根據於二零四二年至二零四三年期間屆滿之土地使用權持有之土地。

NOTES TO THE ACCOUNTS 財務附註

15 INVESTMENT PROPERTIES

15 投資物業

		Consolidated 綜合	
		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Beginning of year	年初	2,558,124	2,625,600
Transfer from properties under development for long-term investment	轉撥自持作長期投資之發展中物業	32,878	26,119
Disposals	出售	(219,320)	(118,547)
Surplus on revaluation	重估盈餘	271,327	24,952
End of year	年終	2,643,009	2,558,124

All investment properties are located in mainland China and are located on land held under land use rights expiring from 2066 through 2074. They were revalued as at 31st December 2004 by DTZ Debenham Tie Leung Limited, independent qualified valuers, on an open market value basis, with the related surplus, net of provision for relevant taxes and minority interests, recorded as investment property revaluation reserve.

As at 31st December 2004, approximately HK\$836,580,000 (2003: HK\$914,552,000) and approximately HK\$263,639,000 (2003: HK\$142,123,000) of the investment properties were pledged as collateral for the Group's banking facilities (Note 43(a)) and bank loans borrowed by a jointly controlled entity (Note 4(e)), respectively.

The Group leases out certain investment properties under operating leases, for an initial period of one to twenty years, with an option to renew on renegotiated terms. None of the leases includes contingent rentals. During the year ended 31st December 2004, the gross rental income from investment properties amounted to approximately HK\$42,744,000 (2003: HK\$31,026,000). As at 31st December 2004, the Group's future rental income under non-cancellable operating leases was as follows:

所有投資物業均位於中國大陸及位於根據於二零六六年至二零七四年期間屆滿的土地使用權持有之土地。所有投資物業已於二零零三年十二月三十一日由合資格獨立估值師戴德梁行按公開市場價格基準重新估值，有關盈餘(扣除有關稅項撥備及少數股東權益)乃計入投資物業重估儲備內。

於二零零四年十二月三十一日，約836,580,000港元(二零零三年：914,552,000港元)及約263,639,000港元(二零零三年：142,123,000港元)的投資物業已抵押作為本集團銀行信貸(見附註43(a))及一間共同控制實體的銀行貸款(見附註4(e))的抵押品。

本集團根據經營租約出租若干投資物業，初始租期為一至二十年，可選擇根據重新磋商的條款續約。各租約概無包括或然租金。於截至二零零四年十二月三十一日止年度內，來自投資物業的租金總額約為42,744,000港元(二零零三年：31,026,000港元)。於二零零四年十二月三十一日，本集團根據不可撤銷的經營租約的未來租金收入如下：

		Consolidated 綜合	
		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Not later than one year	一年內	42,254	33,248
Later than one year and not later than five years	一至五年內	140,328	130,182
Later than five years	五年後	109,193	135,254
		291,775	298,684

16 PROPERTIES UNDER DEVELOPMENT FOR LONG-TERM INVESTMENT

16 持作長期投資之發展中物業

		Consolidated 綜合	
		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Beginning of year	年初	1,515,985	1,146,549
Additions	新增	373,433	558,190
Fair value adjustments pursuant to the Major Transactions (Note 38(c))	根據主要交易調整 公平值 (附註38(c))	13,953	-
Transfer from land pending development	由待發展土地轉撥	46,170	23,334
Transfer to investment properties	轉撥至投資物業	(32,878)	(26,119)
Transfer to properties under development for sale	轉撥至可供出售之發展中物業	(863,858)	(185,969)
End of year	年終	1,052,805	1,515,985

All properties under development for long-term investment are located in mainland China.

As at 31st December 2004, approximately HK\$367,176,000 (2003: HK\$391,912,000) and approximately HK\$62,384,000 (2003: HK\$191,085,000) of the properties under development for long-term investment were pledged as collateral for the Group's banking facilities (Note 43(b)) and bank loans borrowed by a jointly controlled entity (Note 4(e)), respectively.

所有持作長期投資之發展中物業均位於中國大陸。

於二零零四年十二月三十一日，約367,176,000港元（二零零三年：391,912,000港元）及約62,384,000港元（二零零三年：191,085,000港元）之持作長期投資之發展中物業已分別抵押作本集團之銀行信貸（見附註43(b)）及一間共同控制實體之銀行借貸之抵押品（見附註4(e)）。

NOTES TO THE ACCOUNTS 財務附註

17 LAND PENDING DEVELOPMENT

Beginning of year	年初		
Additions	增加		
Transfer to properties under development for long-term investment	轉撥至持作長期投資之發展中物業		
Transfer to properties under development for sale	轉撥至可供銷售之發展中物業		
End of year	年終		

Land pending development is located in mainland China. As at 31st December 2004, land pending development of approximately HK\$300,920,000 (2003: HK\$289,568,000) was in the process of applying for formal land use rights and nil (2003: HK\$291,448,000) are located on land held under land use rights expiring from 2067 through 2072.

As at 31st December 2004, none (2003: HK\$83,678,000) of the land pending development was pledged as collateral for the Group's banking facilities.

18 INVESTMENTS IN SUBSIDIARIES

Unlisted shares, at cost	非上市股份，按成本值		
Due from subsidiaries	應收附屬公司款項		

The amounts due from subsidiaries are unsecured, non-interest bearing and not repayable within one year.

Details of the principal subsidiaries as at 31st December 2004 are set out on pages 119 to 124.

None of the subsidiaries had any loan capital in issue at any time during the year ended 31st December 2004.

17 待發展土地

		Consolidated 綜合	
		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Beginning of year	年初	581,016	311,458
Additions	增加	637,752	533,934
Transfer to properties under development for long-term investment	轉撥至持作長期投資之發展中物業	(46,170)	(23,334)
Transfer to properties under development for sale	轉撥至可供銷售之發展中物業	(871,678)	(241,042)
End of year	年終	300,920	581,016

待發展土地位於中國大陸。於二零零四年十二月三十一日，約300,920,000港元(二零零三年：289,568,000港元)的待發展土地正在申請土地使用權，並無(二零零三年：291,448,000港元)根據由二零六七年至二零七二年期間屆滿之土地使用權持有之土地。

於二零零四年十二月三十一日，並無(二零零三年：83,678,000港元)待發展土地已抵押作本集團銀行信貸之抵押品。

18 於附屬公司的投資

		Company 公司	
		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Unlisted shares, at cost	非上市股份，按成本值	74,900	74,900
Due from subsidiaries	應收附屬公司款項	758,869	722,749
		833,769	797,649

應收附屬公司款項為無抵押、免息及無須於一年內償還。

於二零零四年十二月三十一日的主要附屬公司詳情載於第119至124頁。

於截至二零零四年十二月三十一日止年度內任何時間，各附屬公司概無擁有任何已發行借貸資本。

19 INVESTMENT IN AN ASSOCIATED COMPANY

19 於一間聯營公司之投資

		Consolidated 綜合	
		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Share of net assets of an unlisted associated company at acquisition	應佔收購時一間非上市聯營公司之淨資產	1,888	1,888
Share of undistributed post-acquisition results	應佔收購後未分配業績	(1,852)	(1,118)
		36	770

Details of the associated company as at 31st December 2004 are as follows:

於二零零四年十二月三十一日聯營公司之詳情如下：

Name of company 公司名稱	Place of incorporation and operations 註冊成立及營運地點	Issued and fully paid capital 已發行及繳足股本	Percentage of equity interest attributable to the Group 本集團應佔股權百分比		Principal activity 主要業務
			Directly 直接	Indirectly 間接	
Guangdong Huasheng Cultural Development Company Limited 廣東華生教育文化發展有限公司	mainland China 中國大陸	Rmb5,000,000 人民幣5,000,000元	–	24%	Inactive 暫無業務

20 INVESTMENT IN A JOINTLY CONTROLLED ENTITY

Investment in a jointly controlled entity represents investment in a contractual joint venture, Guangzhou Zhujiang Qiaodao Real Estate Limited ("GZQREL"). GZQREL is established in mainland China with an operating period of 20 years up to January 2018 to develop properties located in Guangzhou, Guangdong Province, mainland China. Under the joint venture agreement, the Group is required to contribute 57.14% of the capital of GZQREL and is entitled to one-third of the voting power in GZQREL. It is entitled to share 40% of the profit of GZQREL but has to assume 57.14% of any losses of GZQREL, and is entitled to a distribution of 40% of GZQREL's assets upon expiry of the operating period.

20 於一間共同控制實體之投資

於一間共同控制實體之投資乃指本集團於廣州珠江橋都房地產有限公司(「橋都」)之投資(橋都為一間合約合營企業)。橋都於中國大陸成立，經營期至二零一八年一月止，為期20年，其經營活動為開發位於中國大陸廣東省廣州之物業。根據合營企業協議，本集團需要分擔橋都之57.14%資本貢獻及有權擁有橋都三分一投票權。本集團亦有權分佔橋都之40%溢利，惟須承擔橋都虧損之57.14%，以及有權於經營期屆滿時獲分配橋都40%之資產。

NOTES TO THE ACCOUNTS 財務附註

20 INVESTMENT IN A JOINTLY CONTROLLED ENTITY (Continued)

		Consolidated 綜合	
		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Share of net assets	應佔資產淨值	250,368	133,024
Goodwill	商譽		
– on acquisition	– 收購	9,000	9,000
– on additional capital contributions (i)	– 額外資本貢獻(i)	28,646	–
– accumulated amortisation	– 累計攤銷	(4,665)	(900)
		32,981	8,100
		283,349	141,124

Note –

- (i) During the year ended 31st December 2004, the Group made additional capital contributions of approximately HK\$95,497,000 to GZQREL. The goodwill represents the excess of capital contributions made by the Group over the increase in the Group's share of net assets of GZQREL.

附註 –

- (i) 截至二零零四年十二月三十一日止年度期間，本集團向僑都額外注資約95,497,000港元。正商譽指因額外注資多於本集團應佔僑都資產淨值。

21 INVESTMENTS IN JOINTLY CONTROLLED ASSETS

Certain subsidiaries of the Group entered into a jointly controlled assets arrangement with Guangzhou Zhuguang Real Estate Development Company Limited, an independent third party, under which each of the Group and Guangzhou Zhuguang Real Estate Development Company Limited contributed land and other assets for the development of properties located in Guangzhou, Guangdong Province, mainland China. During the year ended 31st December 2004, the Group's participating interest in these jointly controlled assets was 95.5% (2003: 95.5%).

21 於共同控制資產之投資

本集團若干附屬公司與一名獨立第三方廣州珠光房地產開發有限公司訂立一項共同控制資產安排，據此，本集團及廣州珠光房地產開發有限公司各就開發位於中國大陸廣東省廣州之物業提供土地及其他資產。於截至二零零四年十二月三十一日止年度內，本集團擁有該等共同控制資產95.5%（二零零三年：95.5%）之參與權益。

21 INVESTMENTS IN JOINTLY CONTROLLED ASSETS (Continued)

Details of the aggregate amount of the assets and liabilities recognised in the consolidated accounts in respect of the Group's attributable interest in jointly controlled assets arrangement were as follows:

		Consolidated 綜合	
		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Assets	資產	1,434,928	1,142,598
Liabilities	負債	1,160,353	887,892

22 GOODWILL/(NEGATIVE GOODWILL)

21 於共同控制資產之投資 (續)

就本集團應佔共同控制資產安排之權益而於綜合賬目確認為資產及負債之總金額詳情如下：

22 商譽/(負商譽)

		Consolidated 綜合		
		Goodwill 商譽 HK\$'000 千港元	Negative goodwill 負商譽 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Beginning of year	年初	4,072	-	4,072
Acquisition pursuant to the Major Transactions (Note 38(c))	根據主要交易之收購 (附註38(c))	-	(136,274)	(136,274)
Acquisition of subsidiaries (Note 38(d))	收購附屬公司(附註38(d))	6,440	(24,133)	(17,693)
Amortisation charge	攤銷開支	(1,468)	-	(1,468)
End of year	年末	9,044	(160,407)	(151,363)
At 31st December 2004	於二零零四年 十二月三十一日			
Cost	成本值	16,620	(160,407)	(143,787)
Accumulated amortisation	累計攤銷	(7,576)	-	(7,576)
Net book value	賬面淨值	9,044	(160,407)	(151,363)
At 31st December 2003	於二零零三年 十二月三十一日			
Cost	成本值	10,180	-	10,180
Accumulated amortisation	累計攤銷	(6,108)	-	(6,108)
Net book value	賬面淨值	4,072	-	4,072

NOTES TO THE ACCOUNTS 財務附註

23 PROPERTIES UNDER DEVELOPMENT FOR SALE

		Consolidated 綜合	
		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
At cost	按成本	6,567,058	4,122,424
Add: Attributable profits on pre-sold properties	加：預售物業應佔溢利	654,198	478,078
		7,221,256	4,600,502
Less: Sale instalments and deposits received/receivable	減：已收／應收售樓分期付款及按金	(1,562,507)	(1,183,280)
		5,658,749	3,417,222
Costs consisted of –	成本值包括 –		
Land cost	土地成本	3,950,373	1,959,620
Construction expenditures	建築開支	2,428,953	2,027,402
Borrowing costs capitalised (i)	撥充資本的借貸成本(i)	187,732	135,402
		6,567,058	4,122,424

Note –

- (i) The average interest rate of borrowing costs capitalised for the year ended 31st December 2004 was approximately 5.7% per annum (2003: 5.6% per annum).

All properties under development for sale are located in mainland China.

As at 31st December 2004, approximately HK\$1,367,805,000 (2003: HK\$541,760,000) and approximately HK\$9,556,000 (2003: Nil) of the properties under development for sale were pledged as collateral for the Group's banking facilities (Note 43(c)) and bank loans borrowed by a jointly controlled entity (Note 4(e)), respectively.

24 COMPLETED PROPERTIES FOR SALE

All completed properties for sale are located in mainland China and are located on land held under land use rights expiring from 2066 through 2074.

As at 31st December 2004, approximately HK\$212,458,000 (2003: HK\$216,309,000) of the completed properties for sale were pledged as collateral for the Group's banking facilities (Note 43(d)).

23 可供出售之發展中物業

		Consolidated 綜合	
		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
At cost	按成本	6,567,058	4,122,424
Add: Attributable profits on pre-sold properties	加：預售物業應佔溢利	654,198	478,078
		7,221,256	4,600,502
Less: Sale instalments and deposits received/receivable	減：已收／應收售樓分期付款及按金	(1,562,507)	(1,183,280)
		5,658,749	3,417,222
Costs consisted of –	成本值包括 –		
Land cost	土地成本	3,950,373	1,959,620
Construction expenditures	建築開支	2,428,953	2,027,402
Borrowing costs capitalised (i)	撥充資本的借貸成本(i)	187,732	135,402
		6,567,058	4,122,424

附註 –

- (i) 截至二零零四年十二月三十一日止年度撥充資本的借貸成本之平均利率約每年5.7% (二零零三年：年利率5.6%)。

全部可供出售之發展中物業均位於中國大陸。

於二零零四年十二月三十一日，可供出售之發展中物業約1,367,805,000港元 (二零零三年：541,760,000港元) 及約9,556,000港元 (二零零三年：零) 已抵押作本集團銀行信貸 (附註43(c)) 及給予一家共同控制實體之貸款 (附註4(e)) 之抵押品。

24 可供出售之已落成物業

全部可供出售之已落成物業均位於中國大陸及位於根據於二零六六年至二零七四年期間屆滿之土地使用權持有之土地上。

於二零零四年十二月三十一日，約212,458,000港元 (二零零三年：216,309,000港元) 之可供出售之已落成物業已分別抵押作為本集團銀行信貸 (見附註43(d))。

25 ACCOUNTS RECEIVABLE

Consideration in respect of properties sold is generally payable by the purchasers within six months subsequent to the execution of the sale and purchase agreements. Rentals in respect of leased properties and property management fees are generally payable in advance by the tenants on a monthly basis.

Aging analysis of accounts receivable was as follows:

		Consolidated 綜合	
		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
0 to 3 months	0至3個月	327,984	304,229
3 to 6 months	3至6個月	3,874	1,424
6 to 9 months	6至9個月	650	445
9 to 12 months	9至12個月	641	126
Over 12 months	超過12個月	3,396	2,980
		336,545	309,204

25 應收賬款

已出售物業之代價一般須於簽立買賣協議六個月內由買方支付。租賃物業租金及物業管理費一般須由租戶每月預付。

應收賬款之賬齡分析如下：

26 PREPAYMENTS, DEPOSITS AND OTHER CURRENT ASSETS

		Consolidated 綜合		Company 公司	
		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Prepayment for acquisition of land (i)	收購土地之預付款項(i)	-	79,555	-	-
Guarantee deposit (ii)	擔保按金(ii)	47,170	-	-	-
Prepaid construction expenditures	預付建築開支	26,780	44,226	-	-
Utility and other deposits	公用設施及其他按金	34,825	30,533	-	-
Others	其他	25,014	15,247	422	422
		133,789	169,561	422	422

26 預付款項、按金及其他流動資產

Notes –

- (i) This represents advances made to minority shareholders of the Company's subsidiaries for acquisition of land, which will be injected into the subsidiaries upon the issuance of land use right certificates.
- (ii) This represents deposit paid as collaterals of the Group's obligations on a payable amounting to approximately HK\$117,867,000 relating to acquisition of a subsidiary (Note 38(d)) and will be repayable upon the settlement of the payable balance.

附註 –

- (i) 此乃指就收購土地而向本公司若干附屬公司之少數股東作出之墊款，墊款將於發出土地使用權證後隨即注入該附屬公司。
- (ii) 此乃本集團就收購一間附屬公司應付約117,867,000港元款項之抵押款（附註38(d)），有關款項須於清算應付結餘時償還。

27 INVESTMENT IN SECURITIES

		Consolidated 綜合	
		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Shares listed in Hong Kong, at cost	香港上市股份、按成本	8,386	8,386
Less: Adjustment to quoted market value	減：按市場報價調整	(4,485)	(4,837)
		3,901	3,549
Unlisted investment	非上市投資	283	943
		4,184	4,492
Quoted market value of listed shares	上市股份之市場報價	3,901	3,549

28 CASH AND BANK DEPOSITS

As at 31st December 2004, the Group's bank deposits of approximately HK\$150,287,000 (2003: HK\$256,448,000) were pledged as collateral for the Group's banking facilities (Note 43(e)). In addition, the Group's bank deposits of approximately HK\$108,363,000 (2003: HK\$53,284,000) were charged by certain banks in respect of the processing of mortgage facilities granted by the banks to buyers of the Group's properties.

As at 31st December 2004, cash and bank deposits of approximately HK\$729,885,000 (2003: HK\$635,576,000) were denominated in Chinese Renminbi, which is not a freely convertible currency in the international market and its exchange rate is determined by the People's Bank of China.

29 SHORT-TERM BANK LOANS

Short-term bank loans bear interest at 5.3% to 6.9% per annum (2003: 4.8% to 6.0% per annum). Refer to Note 43 for details of collateral.

27 證券投資

28 現金及銀行存款

於二零零四年十二月三十一日，本集團約150,287,000港元(二零零三年：256,448,000港元)銀行存款已抵押作本集團銀行信貸(見附註43(e))。此外，本集團銀行存款約108,363,000港元(二零零三年：53,284,000港元)已被若干銀行抵押，以便銀行處理有關向本集團物業買家授予按揭信貸額。

於二零零四年十二月三十一日，約729,885,000港元(二零零三年：635,576,000港元)現金及銀行存款以人民幣計算。人民幣並非國際市場自由兌換之貨幣，其匯率由中國人民銀行釐定。

29 短期銀行貸款

短期銀行貸款按年利率5.3%至6.9%(二零零三年：年利率4.8%至6.0%)計息。抵押品之詳情請參閱附註43。

30 LONG-TERM BANK LOANS

		Consolidated 綜合	
		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Amounts repayable	須於下列期間償還之款項		
- within one year	- 一年內	1,358,814	291,583
- within one to two years	- 一至兩年內	877,505	1,549,912
- within two to three years	- 兩至三年內	670,300	112,312
		2,906,619	1,953,807
Less: Amount due within one year included under current liabilities	減：流動負債項下一年內 到期之款項	(1,358,814)	(291,583)
		1,547,805	1,662,224

Long-term bank loans bear interest at approximately 2.5% to 6.6% per annum (2003: 4.0% to 6.8% per annum). Refer to Note 43 for details of collateral.

長期銀行貸款按年利率約2.5%至6.6% (二零零三年：年利率4.0%至6.8%) 計息。抵押品之詳情請參閱附註43。

31 ACCOUNTS PAYABLE

Aging analysis of accounts payable was as follows:

		Consolidated 綜合	
		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
0 to 3 months	0至3個月	662,854	1,329,840

Approximately HK\$123,344,000 (2003: HK\$526,502,000) of accounts payable was due to subsidiaries of minority shareholders of certain subsidiaries of the Company in respect of property construction fees (Note 4(b)).

就物業建築費應付本公司若干附屬公司之少數股東之附屬公司之賬款約為123,344,000港元 (二零零三年：526,502,000港元) (見附註4(b))。

NOTES TO THE ACCOUNTS 財務附註

32 LAND COST PAYABLE

		Consolidated 綜合	
		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Land premium payable	應付土地出讓金	489,150	77,277
Land compensation payable	應付土地補償款	529,544	43,389
		1,018,694	120,666
Less: Amount due within one year included under current liabilities	減：計入流動負債須於一年內 償還之金額	(828,128)	(108,819)
		190,566	11,847

33 TAXATION PAYABLE

		Consolidated 綜合	
		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Hong Kong profits tax	香港利得稅	4,048	7,487
Mainland China enterprise income tax	中國大陸企業所得稅	224,476	102,776
Mainland China land appreciation tax	中國大陸土地增值稅	38,607	38,863
Mainland China business tax	中國大陸營業稅	85,920	39,556
		353,051	188,682

32 應付土地成本

33 應付稅項

34 DEFERRED TAXATION

Deferred taxation are calculated in full on temporary differences under the liability method using the applicable mainland China enterprise income tax rate and land appreciation tax rate.

Movements were as follows:

		Consolidated 綜合			
		Revaluation of investment properties	Different bases in reporting revenue (i)	Tax losses	Total
		投資 物業重估	不同之收入 申報基準(i)	稅損	合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1st January 2003	於二零零三年一月一日	834,499	311,301	-	1,145,800
Credited to profit and loss account	在損益表記賬	-	(26,879)	-	(26,879)
Charged to equity	在權益扣除	8,753	-	-	8,753
Disposal of investment properties	出售投資物業	(25,622)	-	-	(25,622)
Others	其他	(50,000)	-	-	(50,000)
At 31st December 2003	於二零零三年 十二月三十一日	767,630	284,422	-	1,052,052
Fair value adjustments pursuant to the Major Transactions (Note 38(c))	根據主要交易調整 公允值 (附註38(c))	27,141	-	-	27,141
Credited to profit and loss account	在損益表記賬	-	(31,711)	(20,531)	(52,242)
Charged to equity	在權益扣除	172,658	-	-	172,658
Disposal of investment properties	出售投資物業	(77,710)	-	-	(77,710)
At 31st December 2004	於二零零四年 十二月三十一日	889,719	252,711	(20,531)	1,121,899

Note –

- (i) This deferred taxation represented the taxation effect on temporary difference arising from the different bases in reporting revenue with mainland China tax authorities.

Deferred income tax assets are recognised for tax loss carry forwards to the extent that realisation of the related tax benefit through the future taxable profits is probable. The Group has unrecognised tax losses of approximately HK\$32,088,000 (2003: HK\$73,792,000) to carry forward against future taxable income; these tax losses will expire from 2005 to 2009.

34 遞延稅項

遞延稅項乃按適用之中國大陸企業所得稅稅率及土地增值稅稅率以負債法就短暫時差作全數撥備。

變動詳情如下：

		Consolidated 綜合			
		Revaluation of investment properties	Different bases in reporting revenue (i)	Tax losses	Total
		投資 物業重估	不同之收入 申報基準(i)	稅損	合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1st January 2003	於二零零三年一月一日	834,499	311,301	-	1,145,800
Credited to profit and loss account	在損益表記賬	-	(26,879)	-	(26,879)
Charged to equity	在權益扣除	8,753	-	-	8,753
Disposal of investment properties	出售投資物業	(25,622)	-	-	(25,622)
Others	其他	(50,000)	-	-	(50,000)
At 31st December 2003	於二零零三年 十二月三十一日	767,630	284,422	-	1,052,052
Fair value adjustments pursuant to the Major Transactions (Note 38(c))	根據主要交易調整 公允值 (附註38(c))	27,141	-	-	27,141
Credited to profit and loss account	在損益表記賬	-	(31,711)	(20,531)	(52,242)
Charged to equity	在權益扣除	172,658	-	-	172,658
Disposal of investment properties	出售投資物業	(77,710)	-	-	(77,710)
At 31st December 2004	於二零零四年 十二月三十一日	889,719	252,711	(20,531)	1,121,899

附註：-

- (i) 遞延稅項指因採用與中國大陸稅務機關不同之收入申報基準引致之短暫時差所產生之稅項影響。

遞延所得稅資產乃因應相關稅務利益可透過未來應課稅溢利變現而就所結轉之稅損作確認。本集團之未確認稅損約32,088,000港元(二零零三年：73,792,000港元)可結轉以抵銷未來應課收入；此等稅損將於二零零五年至二零零九年內屆滿。

NOTES TO THE ACCOUNTS 財務附註

34 DEFERRED TAXATION (Continued)

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

		Consolidated 綜合	
		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Deferred tax assets	遞延稅項資產	(20,531)	-
Deferred tax liabilities	遞延稅項負債	1,142,430	1,052,052
		1,121,899	1,052,052

34 遞延稅項 (續)

遞延稅項資產及負債只可在現行稅項資產及負債有合法權利互相抵銷及遞延所得稅為同一稅務機關下，方可互相抵銷。以下為綜合資產負債表所載列互相抵銷後之金額：

35 SHARE CAPITAL

35 股本

		2004 二零零四年		2003 二零零三年	
		Number of shares 股份數目 '000 千股	Nominal value 面值 HK\$'000 千港元	Number of shares 股份數目 '000 千股	Nominal value 面值 HK\$'000 千港元
Authorised	法定				
Ordinary shares of HK\$0.1 each	每股面值0.1港元 之普通股	2,000,000	200,000	2,000,000	200,000
Issued and fully paid	已發行及繳足				
Ordinary shares of HK\$0.1 each	每股面值0.1港元 之普通股				
At 1st January	於一月一日	1,002,000	100,200	1,002,000	100,200
Issued upon exercise of share options (i)	行使購股權而發行(i)	1,000	100	-	-
At 31st December	於十二月三十一日	1,003,000	100,300	1,002,000	100,200

Note -

(i) During the year ended 31st December 2004, 1,000,000 employee share options were exercised to subscribe for the Company's shares at a consideration of HK\$1,170,000.

附註一

(i) 截至二零零四年十二月三十一日止年度期間，1,000,000份僱員購股權獲行使以認購本公司股份，代價為1,170,000港元。

36 EMPLOYEE SHARE OPTIONS

Effective from November 2002, the Company has adopted a new employee share options scheme, under which it may grant options to employees (including executive directors of the Company) to subscribe for shares in the Company, subject to a limit that the total number of shares which may be issued upon the exercise of all outstanding options granted and yet to be exercised under the share options schemes of the Company shall not exceed 30% of the shares in issue from time to time. The exercise price will be determined by the Company's board of directors and shall at least be the highest of (i) the closing price of the Company's shares on the date of grant of the options, (ii) the average closing price of the Company's shares for the five trading days immediately preceding the date of grant of the options, and (iii) the nominal value of the Company's shares of HK\$0.1 each. The new employee share options scheme will remain in force for a period of 10 years up to 2012. As at 31st December 2004, no employee share options have been granted under this new share options scheme and there were no options outstanding under the old share scheme.

All options granted under the old share option scheme will continue to be valid and exercisable in accordance with the rules of the old share options scheme.

Movements of employee share options during the year ended 31st December 2004 were as follows:

36 僱員購股權

由二零零二年十一月起，本公司已採納一項新僱員購股權計劃，據此，本公司可向僱員（包括本公司執行董事）授出購股權以認購本公司股份，惟按本公司購股權計劃所有已授出但未行使的購股權予以行使時發行的股份總數，不得超過本公司不時已發行股本的30%。行使價將由本公司董事會釐定，其將不少於下列三者之最高者：(i)本公司股份於購股權授出日期之收市價；(ii)於緊接購股權授出日期前五個交易日本公司股份之平均收市價；及(iii)本公司股份面值（每股0.1港元）。新僱員購股權計劃於截至二零一二年之十年期間維持有效。於二零零四年十二月三十一日，並無根據此新購股權計劃授出僱員購股權及並無根據舊購股權計劃授予之購股權尚未行使。

根據舊購股權計劃授出之全部購股權將繼續有效及可根據舊購股權計劃之規則予以行使。

於截至二零零四年十二月三十一日止年度內之僱員購股權變動如下：

Date of grant 授出日期	Exercise period 行使期	Exercise price per share 每股行使價	Number of share options 購股權數目			
			Beginning of year 年初	Granted during the year 年內授出	Exercised during the year 年內行使	End of year 年終
			'000 千股	'000 千股	'000 千股	'000 千股
<i>Old share option scheme</i> 舊購股權計劃						
30th April 2002 二零零二年四月三十日	30th April 2002 to 29th April 2007 二零零二年 四月三十日 至二零零七年 四月二十九日	HK\$1.17 1.17港元	1,000	–	(1,000)	–

NOTES TO THE ACCOUNTS 財務附註

37 RESERVES

37 儲備

		Consolidated 綜合						
		Investment property Share premium	revaluation reserve 投資物業 重估儲備	General reserve fund (i) 一般 儲備基金(i)	Cumulative currency translation adjustments 累計貨幣 兌匯調整	Retained profits 保留溢利	Total 合計	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
At 1st January 2004	於二零零四年 一月一日	618,849	737,617	84,499	3,966	1,149,247	2,594,178	
Profit attributable to shareholders	股東應佔溢利	-	-	-	-	611,250	611,250	
Transfer from retained profits (i)	轉撥自保留溢利(i)	-	-	48,879	-	(48,879)	-	
Payment of dividends	派付股息	-	-	-	-	(60,150)	(60,150)	
Reserve transferred to the profit and loss account upon disposal of investment properties	於出售投資 物業時轉撥至 損益表之儲備	-	(75,074)	-	-	-	(75,074)	
Surplus on revaluation of investment properties	投資物業重估 盈餘	-	82,206	-	-	-	82,206	
Proceeds from issue of shares (Note 36)	發行股份所得款項 (附註36)	1,070	-	-	-	-	1,070	
Share issue expenses	股份發行開支	(4)	-	-	-	-	(4)	
Translation adjustments	匯兌調整	-	-	-	(7)	-	(7)	
At 31st December 2004	於二零零四年 十二月三十一日	619,915	744,749	133,378	3,959	1,651,468	3,153,469	
Representing – 2004 Final dividend proposed	代表 – 建議二零零四年 末期股息					60,180		
Others	其他					1,591,288		
Retained profits as at 31st December 2004	於二零零四年 十二月三十一日 之保留溢利					1,651,468		
Analysed by – Company and subsidiaries	以下列各項分析 – 本公司及附屬公司	619,915	744,749	133,378	3,959	1,490,803	2,992,804	
Jointly controlled entity	共同控制實體	-	-	-	-	162,517	162,517	
Associated company	聯營公司	-	-	-	-	(1,852)	(1,852)	
At 31st December 2004	於二零零四年 十二月三十一日	619,915	744,749	133,378	3,959	1,651,468	3,153,469	

37 RESERVES (Continued)

37 儲備 (續)

		Consolidated 綜合						
		Share premium	Investment property revaluation reserve	General reserve fund (i)	Cumulative currency translation adjustments	Retained profits	Total	
		股份溢價	投資物業重估儲備	儲備基金(i)	累計貨幣兌匯調整	保留溢利	合計	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		千港元	千港元	千港元	千港元	千港元	千港元	
At 1st January 2003	於二零零三年一月一日	618,849	762,486	48,104	4,213	910,368	2,344,020	
Profit attributable to shareholders	股東應佔溢利	-	-	-	-	315,354	315,354	
Transfer from retained profits (i)	轉撥自保留溢利(i)	-	-	36,395	-	(36,395)	-	
Payment of dividends	派付股息	-	-	-	-	(40,080)	(40,080)	
Reserve transferred to the profit and loss account upon disposal of investment properties	於出售投資物業時轉撥至損益表之儲備	-	(38,388)	-	-	-	(38,388)	
Surplus on revaluation of investment properties	投資物業重估盈餘	-	13,519	-	-	-	13,519	
Translation adjustments	匯兌調整	-	-	-	(247)	-	(247)	
At 31st December 2003	於二零零三年十二月三十一日	618,849	737,617	84,499	3,966	1,149,247	2,594,178	
Representing – 2003 Final dividend proposed	代表 – 建議二零零三年末期股息					30,060		
Others	其他					1,119,187		
Retained profits as at 31st December 2003	於二零零三年十二月三十一日之保留溢利					1,149,247		
Analysed by – Company and subsidiaries	以下列各項分析 – 本公司及附屬公司	618,849	737,617	84,499	3,966	1,038,341	2,483,272	
Jointly controlled entity	共同控制實體	-	-	-	-	112,024	112,024	
Associated company	聯營公司	-	-	-	-	(1,118)	(1,118)	
At 31st December 2003	於二零零三年十二月三十一日	618,849	737,617	84,499	3,966	1,149,247	2,594,178	

NOTES TO THE ACCOUNTS 財務附註

37 RESERVES (Continued)

Note –

- (i) As stipulated by regulations in mainland China, the Company's subsidiaries established and operated in mainland China are required to appropriate a portion of their after-tax profit (after offsetting prior year losses) to the general reserve fund and enterprise expansion fund, at rates determined by their respective boards of directors. The general reserve fund can be utilised to offset prior year losses or be utilised for the issuance of bonus shares, whilst the enterprise expansion fund can be utilised for the development of business operations. During the year ended 31st December 2004, the boards of directors of the Company's subsidiaries in mainland China appropriated an aggregate amount of approximately HK\$48,879,000 (2003: HK\$36,395,000) to the general reserve fund and determined not to make any appropriation to the enterprise expansion fund.

37 儲備 (續)

附註：

- (i) 按照中國大陸法規訂明，本公司於中國大陸成立及經營之附屬公司須於其除稅後溢利（經抵銷往年度虧損後）中撥出一部份至一般儲備基金及企業發展基金，比率乃由各自董事會釐定。一般儲備基金可用作抵銷過往年度虧損或用作發行紅股，而企業發展基金則可用作發展業務。於截至二零零四年十二月三十一日止年度，本公司之中國大陸附屬公司之董事會共撥款約48,879,000港元（二零零三年：36,395,000港元）至一般儲備基金及決定不會撥款至企業發展基金。

		Company 公司		
		Share premium 股份溢價 HK\$'000 千港元	Retained profits 保留溢利 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1st January 2004	於二零零四年一月一日	618,849	80,122	698,971
Profit attributable to shareholders	股東應佔溢利	–	93,436	93,436
Proceeds from issue of shares (Note 36)	發行股份所得款項 (附註36)	1,070	–	1,070
Shares issue expenses	發行股份支出	(4)	–	(4)
Payment of dividends	派付股息	–	(60,150)	(60,150)
At 31st December 2004	於二零零四年十二月三十一日	619,915	113,408	733,323
Representing –	代表 –			
2004 Final dividend proposed	建議二零零四年末期股息		60,180	
Others	其他		53,228	
Retained profits as at 31st December 2004	於二零零四年十二月三十一日 之保留溢利		113,408	
At 1st January 2003	於二零零三年一月一日	618,849	26,648	645,497
Profit attributable to shareholders	股東應佔溢利	–	93,554	93,554
Payment of dividends	派付股息	–	(40,080)	(40,080)
At 31st December 2003	於二零零三年十二月三十一日	618,849	80,122	698,971
Representing –	代表 –			
2003 Final dividend proposed	建議二零零三年末期股息		30,060	
Others	其他		50,062	
Retained profits as at 31st December 2003	於二零零三年十二月三十一日 之保留溢利		80,122	

38 NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT

38 綜合現金流量表附註

(a) RECONCILIATION OF PROFIT BEFORE TAXATION TO NET CASH INFLOW GENERATED FROM OPERATIONS IS AS FOLLOWS:

(a) 除稅前溢利相對於經營產生之現金流入淨額之調節如下：

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Profit before taxation	除稅前溢利	1,189,360	635,942
Interest income	利息收入	(4,484)	(7,211)
Interest expense	利息支出	13,375	4,280
Share of profit of a jointly controlled entity	應佔共同控制實體溢利	(100,390)	(110,922)
Share of loss of an associated company	應佔一間聯營公司虧損	734	1,118
Provision for amount due from an associated company	應收一間聯營公司款項撥備	-	620
Depreciation of fixed assets	固定資產折舊	8,759	8,423
Loss on disposal of fixed assets	出售固定資產之虧損	255	486
Amortisation of goodwill	商譽攤銷	5,233	2,936
Amortisation of rights to receive rental income	收租權攤銷	-	3,308
Gain on investment in securities	證券投資收益	(352)	(722)
Operating profit before working capital changes	營運資金變動前之經營溢利	1,112,490	538,258
Increase in land pending development	待發展土地增加	(630,175)	(373,770)
(Increase)/ decrease in properties for sale	可供出售之物業(增加)/減少	(257,775)	6,720
Increase in accounts receivable	應收款項增加	(27,341)	(188,159)
Decrease/ (increase) in prepayments, deposits and other current assets	預付款項、按金及其他流動資產減少/(增加)	37,700	(42,343)
(Decrease)/ increase in accounts payable	應付賬款(減少)/增加	(791,457)	626,442
Increase/(decrease) in land cost payable	應付土地成本增加/(減少)	898,028	(312,067)
Increase in deferred income	遞延收入增加	829,580	128,372
Increase in accruals and other payables	預提費用及其他應付款項增加	38,750	110,216
Increase in mainland China business tax payable	應付中國營業稅增加	6,902	14,574
Net cash inflow generated from operations	經營產生之現金流入淨額	1,216,702	508,243

NOTES TO THE ACCOUNTS 財務附註

38 NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT (Continued)

(b) ANALYSIS OF CHANGES IN FINANCING IS AS FOLLOWS:

38 綜合現金流量表附註 (續)

(b) 有關年度之融資變動分析如下：

		Short-term bank loans	Long-term bank loans	Due to directors	Due to related companies	Due to an associated company	Due to a jointly controlled entity	Due to ultimate holding company
		短期 銀行貸款 HK\$'000 千港元	長期 銀行貸款 HK\$'000 千港元	應付 董事款項 HK\$'000 千港元	應付關連 公司款項 HK\$'000 千港元	應付 一間聯營 公司款項 HK\$'000 千港元	應付一間 共同控制 實體款項 HK\$'000 千港元	應付 最終控股 公司款項 HK\$'000 千港元
As at 1st January 2003	於二零零三年 一月一日	1,108,633	1,198,125	14,188	303,314	1,109	212,567	20,000
New loans/advances	新增貸款／墊款	1,092,510	1,255,357	13,128	804,696	1,117	881,907	12,000
Repayments	償還款項	(1,108,633)	(499,675)	(15,394)	(892,278)	-	(909,127)	-
As at 31st December 2003	於二零零三年 十二月三十一日	1,092,510	1,953,807	11,922	215,732	2,226	185,347	32,000
New loans/advances	新增貸款／墊款	473,890	1,552,642	4,111	52,441	-	431,317	27,000
Repayments	償還款項	(967,462)	(599,830)	(366)	(93,348)	(1,034)	(225,658)	-
Acquisition of further interests in subsidiaries pursuant to the Major Transactions (Note 38(c))	根據主要交易 進一步收購 附屬公司權益 (附註38(c))	-	-	-	304,993	-	-	-
As at 31st December 2004	於二零零四年 十二月三十一日	598,938	2,906,619	15,667	479,818	1,192	391,006	59,000

38 NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT (Continued)

38 綜合現金流量表附註(續)

(c) ACQUISITION OF FURTHER INTERESTS IN SUBSIDIARIES PURSUANT TO THE MAJOR TRANSACTIONS (NOTE 2)

(c) 根據主要交易進一步收購附屬公司權益(附註2)

		HK\$'000 千港元
Net assets acquired	收購資產淨值	
Minority interests	少數股東權益	389,713
Fair value adjustments	調整公允值	
– Fixed assets	– 固定資產	373
– Properties under development for long-term investment	– 持作長期投資之發展中物業	13,953
– Properties under development for sale	– 可供出售之發展中物業	72,439
– Completed properties for sale	– 可供出售之已落成物業	19,339
– Deferred taxation	– 遞延稅項	(27,141)
		468,676
Negative goodwill	負商譽	(136,274)
Cost of acquisition	收購成本	332,402
Satisfied by –	以下列各項支付 –	
Cash	現金	26,262
Due to related companies (i)	應付關連公司(i)	304,993
Total purchase consideration	購買代價總額	331,255
Direct costs relating to the acquisition	與收購有關之直接成本	1,147
Cost of acquisition	收購成本	332,402
Analysis of the net cash outflow in respect of the acquisition of subsidiaries pursuant to the Major Transactions –	根據主要交易就收購附屬公司之現金流出淨額之分析 –	

		HK\$'000 千港元
Cash consideration	現金代價	(26,262)
Direct costs paid	已付直接成本	(1,147)
		(27,409)

Note –

附註 –

(i) The purchase consideration is payable by 12 monthly instalments (Note 4(d)).

(i) 購買代價須分12個月償還(附註4(d))。

NOTES TO THE ACCOUNTS 財務附註

38 NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT (Continued)

(d) ACQUISITION OF SUBSIDIARIES (INCLUDING NEW SUBSIDIARIES AND FURTHER INTERESTS IN EXISTING SUBSIDIARIES)

		HK\$'000 千港元
Net assets acquired	收購淨資產	
Minority interests	少數股東權益	2,902
Fixed assets	固定資產	75
Properties under development for sale	可供出售之發展中物業	143,604
Prepayments, deposits and other current assets	預付款項、按金及其他流動資產	1,928
Cash and other bank deposits	現金及其他銀行存款	1,168
Accounts payable	應付賬款	(6,604)
Accruals and other payables	預提費用及其他應付款項	(2,544)
		140,529
Goodwill	商譽	6,440
Negative goodwill	負商譽	(24,133)
Purchase consideration	購買代價	122,836
Satisfied by –	支付：	
Cash	現金	4,969
Accounts payable (i)	應付賬款(i)	117,867
Purchase consideration	購買代價	122,836

Analysis of the net cash outflow in respect of the acquisition of subsidiaries –

就收購附屬公司之現金流出淨額之分析：

		HK\$'000 千港元
Cash consideration	現金代價	(4,969)
Cash and other bank deposits acquired	收購現金及其他銀行存款	1,168
		(3,801)

Note –

附註 –

(i) The amount will be settled upon the transfer of certain completed properties to the sellers on completion of construction of the properties by the related subsidiary acquired.

(i) 該款項將於有關收購之附屬公司完成興建有關物業並轉讓予賣家時清償。

(e) CASH AND CASH EQUIVALENTS

Cash and cash equivalents represent cash and other bank deposits.

(e) 現金及現金等價物：

現金及現金等價物包括現金及其他銀行存款。

39 SEGMENT INFORMATION

(a) PRIMARY REPORTING FORMAT – GEOGRAPHICAL SEGMENTS

The Group operates in five main geographical areas:

Guangdong Province	– property development, property investment and property management
Beijing	– property development and property investment
Shanghai	– property development and property investment
Tianjin	– property development and property investment
Others	– property design and consultancy services

All inter-segment transactions were conducted on normal commercial terms.

39 分部資料

(a) 主要申報形式 – 地區分部

本集團於五個主要地區營運：

廣東省	– 物業發展、物業投資及物業管理
北京	– 物業發展及物業投資
上海	– 物業發展及物業投資
天津	– 物業發展及物業投資
其他	– 物業設計及顧問服務

所有分部間交易乃按一般商業條款進行。

NOTES TO THE ACCOUNTS 財務附註

39 SEGMENT INFORMATION (Continued)

39 分部資料 (續)

2004
二零零四年

		Guangdong					Elimination	Total
		Province	Beijing	Shanghai	Tianjin	Others		
		廣東省	北京	上海	天津	其他	撇銷	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
Turnover	營業額							
External	外界	2,395,779	1,459,240	298,534	280,502	15,858	-	4,449,913
Inter-segment	內部分部業務	7,133	-	-	-	102,421	(109,554)	-
Total turnover	總營業額	2,402,912	1,459,240	298,534	280,502	118,279	(109,554)	4,449,913
Segment results	分部業績	517,309	329,849	128,912	19,114	15,858		1,011,042
Other revenue	其他收入	69,644	1,887	427	236	45,512		117,706
Unallocated costs	未分配成本							(25,669)
Profit from operations	經營溢利							1,103,079
Share of loss of an associated company	應佔一間聯營公司虧損	(734)	-	-	-	-		(734)
Share of profit of a jointly controlled entity	應佔一間共同控制實體溢利	100,390	-	-	-	-		100,390
Finance costs	財務成本							(13,375)
Profit before taxation	除稅前溢利							1,189,360
Taxation	稅項							(473,931)
Profit after taxation	除稅後溢利							715,429
Minority interests	少數股東權益							(104,179)
Profit attributable to shareholders	股東應佔溢利							611,250
Assets	資產							
Segment assets	分部資產	7,175,998	3,147,305	1,166,051	1,024,456	17,456		12,531,266
Investment in an associated company	於一間聯營公司之投資	36	-	-	-	-		36
Investment in a jointly controlled entity	於一間共同控制實體之投資	283,349	-	-	-	-		283,349
								12,814,651
Liabilities	負債							
Segment liabilities	分部負債	5,155,427	2,535,092	929,735	420,322	401,350		9,441,926
Capital expenditure	資本開支	322,144	225,279	1,233	562,594	159		1,111,409
Depreciation	折舊	5,016	2,275	543	720	205		8,759
Amortisation	攤銷	5,233	-	-	-	-		5,233

39 SEGMENT INFORMATION (Continued)

39 分部資料 (續)

2003
二零零三年

		Guangdong	Beijing	Shanghai	Tianjin	Others	Elimination	Total
		Province	Beijing	Shanghai	Tianjin	Others	Elimination	Total
		廣東省	北京	上海	天津	其他	撇銷	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
Turnover	營業額							
External	外界	2,196,349	1,130,155	-	-	(582)	-	3,325,922
Inter-segment	內部分部業務	-	-	-	-	102,073	(102,073)	-
		2,196,349	1,130,155	-	-	101,491	(102,073)	3,325,922
Segment results	分部業績	320,686	242,227	(7,401)	(9,936)	(582)	-	544,994
Other revenue	其他收入	4,243	2,205	-	-	763		7,211
Unallocated costs	未分配成本							(21,787)
Profit from operations	經營溢利							530,418
Share of loss of an associated company	應佔一間聯營公司虧損	(1,118)	-	-	-	-		(1,118)
Share of profit of a jointly controlled entity	應佔一間共同控制實體溢利	110,922	-	-	-	-		110,922
Finance costs	財務成本							(4,280)
Profit before taxation	除稅前溢利							635,942
Taxation	稅項							(252,000)
Profit after taxation	除稅後溢利							383,942
Minority interests	少數股東權益							(68,588)
Profit attributable to shareholders	股東應佔溢利							315,354
Assets	資產							
Segment assets	分部資產	7,439,047	1,815,123	672,468	252,698	23,200		10,202,536
Investment in an associated company	於一間聯營公司之投資	770	-	-	-	-		770
Investment in a jointly controlled entity	於一間共同控制實體之投資	141,124	-	-	-	-		141,124
								10,344,430
Liabilities	負債							
Segment liabilities	分部負債	4,677,967	2,105,103	294,278	33,431	15,788		7,126,567
Capital expenditure	資本開支	132,972	2,329	435,064	3,881	116		574,362
Depreciation	折舊	5,348	1,821	695	366	193		8,423
Amortisation	攤銷	2,036	3,308	-	-	900		6,244

NOTES TO THE ACCOUNTS 財務附註

39 SEGMENT INFORMATION (CONTINUED)

(b) SECONDARY REPORTING FORMAT – BUSINESS SEGMENTS

The Group is organised into three main business segments:

- Property development – property development in residential and commercial projects
- Property investment – holding of offices, shops and carparks for investment potential and rental income
- Property management – management of residential and commercial properties

39 分部資料 (續)

(b) 次要申報形式 – 業務分部

本集團由三個主要業務分部組成:

- 物業發展 – 住宅及商業項目之物業發展
- 物業投資 – 就潛在投資及租金收入持有辦公室、店舖及停車場
- 物業管理 – 管理住宅及商業物業

2004
二零零四年

		Turnover 營業額 HK\$'000 千港元	Segment results 分部業績 HK\$'000 千港元	Total assets 資產總額 HK\$'000 千港元	Capital expenditure 資本開支 HK\$'000 千港元
Property development	物業發展	4,338,019	976,776	8,803,655	723,131
Property investment	物業投資	42,744	38,470	3,695,814	387,386
Property management	物業管理	69,150	(4,204)	31,797	892
		4,449,913	1,011,042	12,531,266	1,111,409
Other revenue	其他收益		117,706		
Unallocated costs	未分配成本		(25,669)		
Profit from operations	經營溢利		1,103,079		
Investment in an associated company	於聯營公司之投資			36	
Investment in a jointly controlled entity	於一間共同控制實體之投資			283,349	
				12,814,651	

2003
二零零三年

		Turnover 營業額 HK\$'000 千港元	Segment results 分部業績 HK\$'000 千港元	Total assets 資產總額 HK\$'000 千港元	Capital expenditure 資本開支 HK\$'000 千港元
Property development	物業發展	3,238,906	508,009	6,097,968	15,006
Property investment	物業投資	35,487	31,938	4,074,109	558,190
Property management	物業管理	51,529	5,047	30,459	1,166
		3,325,922	544,994	10,202,536	574,362
Other revenue	其他收益		7,211		
Unallocated costs	未分配成本		(21,787)		
Profit from operations	經營溢利		530,418		
Investment in an associated company	於聯營公司之投資			770	
Investment in a jointly controlled entity	於一間共同控制實體之投資			141,124	
				10,344,430	

40 COMMITMENTS

(a) CAPITAL COMMITMENTS

The Group had the following capital commitments, which have not been provided in the accounts:

		Consolidated 綜合		Company 公司	
		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Authorised and contracted for	已授權及已訂約				
– Land costs	– 土地成本	-	841,458	-	-
– Property construction costs	– 物業建築成本	3,638,794	1,331,983	-	-
– Capital contribution to a jointly controlled entity	– 於一間共同 控股實體之 資本貢獻	162,360	257,857	-	-
– Acquisition of further interest in a jointly controlled entity (Note 2)	– 進一步收購一間 共同控制實體 之權益 (附註2)	468,775	-	-	-
		4,269,929	2,431,298	-	-
Authorised but not contracted for	已授權但未訂約				
– Land costs	– 土地成本	1,087,019	985,390	-	-
– Property construction costs	– 物業建築成本	18,376,026	16,968,570	-	-
		19,463,045	17,953,960	-	-
		23,732,974	20,385,258	-	-

The Group's share of capital commitments of the jointly controlled entity not included in the above is as follows:

並未包括在上文之本集團攤佔共同控制實體之資本承擔如下：

		Consolidated 綜合		Company 公司	
		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Authorised and contracted for	已授權及已訂約				
– Land costs	– 土地成本	67,910	84,687	-	-
– Property construction costs	– 物業建築成本	184,136	189,995	-	-
		252,046	274,682	-	-
Authorised but not contracted for	已授權但未訂約				
– Land costs	– 土地成本	50,912	23,860	-	-
– Property construction costs	– 物業建築成本	966,629	760,715	-	-
		1,017,541	784,575	-	-
		1,269,587	1,059,257	-	-

NOTES TO THE ACCOUNTS 財務附註

40 COMMITMENTS (Continued)

(b) OPERATING LEASE COMMITMENTS

The Group has operating lease commitments in respect of premises under various non-cancellable operating lease agreements extending to February 2008 of approximately HK\$8,402,000 (2003:HK\$12,468,000). The commitments payable under these agreements are analysed as follows:

		Consolidated 綜合	
		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Amounts payable	下列期內須付之款額		
- within one year	- 一年內	4,971	4,577
- within two to five years	- 二至五年內	3,431	7,891
		8,402	12,468

41 CONTINGENT LIABILITIES

Contingent liabilities not provided for in the accounts are:

		Consolidated 綜合		Company 公司	
		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Guarantees given to banks for mortgage facilities granted to certain buyers of the Group's properties	就購買本集團物業之買家提供按揭貸款而向銀行作出之擔保	3,270,473	1,861,354	-	-
Guarantees given to banks for bank loans of:	就銀行貸款向銀行作出的擔保：				
- a jointly controlled entity (Note 4(f))	- 一間共同控制實體 (見附註4(f))	-	94,340	-	-
- related companies (Note 4(f))	- 關連公司 (見附註4(f))	80,189	85,849	-	-
- subsidiaries	- 附屬公司	-	-	627,427	693,527
		3,350,662	2,041,543	627,427	693,527

The Company's Directors and the Group's management anticipate that no material liabilities will arise from the above bank guarantees.

40 承擔 (續)

(b) 經營租約承擔

本集團就多份期限至二零零八年二月有關租賃物業之不可註銷經營租約協議須負上的經營租約承擔約為8,402,000港元(二零零三年:12,468,000港元)。此等協議下須付之承擔分析如下:

41 或然負債

並無於賬目中作出撥備的或然負債如下:

本公司董事及本集團管理層預期不會因上述銀行擔保而產生重大負債。

42 PENSION SCHEMES

The Group has arranged for its Hong Kong employees to join the Mandatory Provident Fund Scheme ("the MPF Scheme"), a defined contribution scheme managed by an independent trustee. Under the MPF scheme, each of the Group (the employer) and its employees make monthly contributions to the scheme at 5% of the employees' earnings as defined under the Mandatory Provident Fund legislation. The monthly contributions of each of the employer and employees are subject to a cap of HK\$1,000 and thereafter contributions are voluntary.

As stipulated by rules and regulations in mainland China, the Group contributes to state-sponsored retirement plans for its employees in mainland China. The Group's employees make monthly contributions to the plans at approximately 8% of the relevant income (comprising salaries, allowances and bonus), while the Group contributes 12% to 22% of such income and has no further obligations for the actual payment of pensions beyond the contributions. The state-sponsored retirement plans are responsible for the entire pension obligations payable to the retired employees.

During the year ended 31st December 2004, the aggregate amount of the employer contributions made by the Group amounted to approximately HK\$14,557,000 (2003: HK\$9,391,000) (Note 8).

43 BANKING FACILITIES

As at 31st December 2004, the Group had banking facilities of approximately HK\$3,505,557,000 (2003: HK\$3,046,317,000) for short-term and long-term bank loans, which were fully utilised. The facilities were secured by:

- (a) the Group's investment properties with an aggregate carrying amount of approximately HK\$836,580,000 (2003: HK\$914,552,000) (Note 15);
- (b) the Group's properties under development for long-term investment of approximately HK\$367,176,000 (2003: HK\$391,912,000) (Note 16);
- (c) the Group's properties under development for sale of approximately HK\$1,367,805,000 (2003: HK\$541,760,000) (Note 23);
- (d) the Group's completed properties for sale of approximately HK\$212,458,000 (2003: HK\$216,309,000) (Note 24); and
- (e) the Group's bank deposits of approximately HK\$150,287,000 (2003: HK\$256,448,000) (Note 28).

42 退休金計劃

本集團已替其香港僱員安排參與一項由一位獨立信託人管理之定額供款計劃，即強制性公積金計劃（「強積金計劃」）。根據強積金計劃，本集團（僱主）及其僱員各自須按強制性公積金法例所界定各自按該僱員收入之5%向該計劃作每月供款。僱主及僱員所作之每月供款上限各為1,000港元，而多於1,000港元以後之供款則屬自願性質。

按照中國大陸之法規規定，本集團為其於中國大陸之僱員選擇一個由國家資助之退休計劃。本集團僱員每月按其相關收入（包括薪金、津貼及花紅）約8%對計劃作出供款，本集團則按該等收入12%至22%作出供款。除這些供款外，本集團並無其他對實際退休金付款責任。國家資助之退休計劃負責支付退休僱員之全部退休金。

截至二零零四年十二月三十一日止年度，本集團作出之僱主供款約為14,557,000港元（二零零三年：9,391,000港元）（附註8）。

43 銀行融資

於二零零四年十二月三十一日，本集團之銀行融資為短期銀行貸款及長期銀行貸款，其金額約為3,505,557,000港元（二零零三年：3,046,317,000港元），已全數動用。此等融資由下列各項擔保：

- (a) 本集團賬面總值約836,580,000港元（二零零三年：914,552,000港元）之投資物業（附註15）；
- (b) 本集團約367,176,000港元（二零零三年：391,912,000港元）之持作長期投資之發展中物業（附註16）；
- (c) 本集團之可供銷售之發展中物業約1,367,805,000港元（二零零三年：541,760,000港元）（附註23）；
- (d) 本集團之可供銷售之已落成物業約212,458,000港元（二零零三年：216,309,000港元）（附註24）；及
- (e) 本集團之銀行存款約150,287,000港元（二零零三年：256,448,000港元）（附註28）。

43 BANKING FACILITIES *(Continued)*

In addition, the Group is required to comply with certain financial covenants under certain bank borrowings.

44 ULTIMATE HOLDING COMPANY

The Directors consider Sounda Properties Limited, a company incorporated in the British Virgin Islands, to be its ultimate holding company.

45 APPROVAL OF ACCOUNTS

The accounts were approved by the board of directors on 18th April 2005.

43 銀行融資 (續)

此外，本集團須遵守若干銀行借款下之若干財務契約。

44 最終控股公司

董事認為新達置業有限公司(一間於英屬處女群島註冊成立之公司)為其最終控股公司。

45 賬目之批准

賬目已於二零零五年四月十八日獲董事會批准。