

Notes to Financial Statements

財務報表附註

1. Corporate Information

The Company was established in the People's Republic of China (the "PRC") on 13 August 1998 as a limited company. Pursuant to an approval document numbered "Hu Fu Ti Gai Shen [2001] No. 026" dated 12 September 2001 issued by the Shanghai Municipal Government, the Company was reorganised as a joint stock limited company on 27 September 2001. The principal activities of the Company are property development, property agency, property investment, property management and all consultancy services relating to such businesses.

The Group is principally engaged in property development. The Group's property development projects for the year were located in Shanghai, Wuhan, Nanjing and Beijing. The registered office of the Company is located at 9th Floor, 510 Caoyang Road, Shanghai, the PRC. The principal place of business of the Company is located at 5th-7th Floor, Fuxing Business Building, 2 Fuxing Road East, Shanghai 200010, the PRC.

In the opinion of the directors, the holding company is Shanghai Fosun High Technology (Group) Co., Ltd. ("Fosun High Technology"), which is incorporated in the PRC.

1. 公司資料

本公司是於一九九八年八月十三日在中華人民共和國（「中國」）境內成立之有限公司。根據上海市政府於二零零一年九月十二日簽發之「滬府體改審[2001]第026號」批文，本公司於二零零一年九月二十七日改制為股份有限公司。本公司主要經營範圍為房地產之開發、代理、投資、物業管理及以上相關業務之諮詢服務。

本集團主要從事物業開發。本集團之物業開發項目位於上海市、武漢市、南京市及北京市。本公司之註冊辦公室位於中國上海市曹陽路510號9樓。本公司之主要營業地位於中國上海市復興東路2號復星商務大廈5樓至7樓（郵編：200010）。

董事認為，本公司之控股公司為上海復星高科技（集團）有限公司（「復星高科技」），其於中國註冊成立。

2. Impact of Recently Issued International Financial Reporting Standards (“IFRS”)

A number of new and revised standards which are generally effective for accounting periods beginning on or after 1 January 2005 may result in changes in the future as to how the Group's financial performance and financial position are prepared and presented. The Group has not early adopted these new and revised standards for the year ended 31 December 2004. The Group has commenced its assessment of the impact of these standards but it is not yet in a position to state whether these standards would have a material impact on its results of operations and financial position.

IFRS 3 “Business Combinations” and IAS 36 require to cease annual goodwill amortisation and to test for impairment annually at the cash generating unit level and to recognise negative goodwill in income statement immediately from the beginning of the first annual period commencing on or after 31 March 2004. In relation to goodwill arising from a business combination for which the agreement date is on or after 31 March 2004, the Group ceases the annual goodwill amortisation and tests the impairment annually at the cash generating unit level. In relation to negative goodwill arising from a business combination for which the agreement date is on or after 31 March 2004, the Group recognises the negative goodwill in the income statement immediately. Goodwill and negative goodwill arising from a business combination for which the agreement date is before 31 March 2004 are accounted for in accordance with IAS 22. IFRS 3 has had no significant effect on the results for the year ended 31 December 2004 or for prior accounting periods.

2. 近期頒佈之國際財務報告準則的影響

自二零零五年一月一日及其以後生效之一系列新頒佈及修訂之準則可能會對本集團未來之財務表現及財務狀況產生影響。截至二零零四年十二月三十一日止，本集團並未提前採用該等新頒佈及修訂之準則。本集團已開始估計該等準則之影響，但尚未列示該等準則是否會對本集團之經營業績及財務狀況產生重大影響。

國際財務報告準則第3號《企業合併》及國際會計準則第36號規定，自二零零四年三月三十一日及其以後之首個年度起商譽不予進行攤銷，而是採用每年對現金產出單元之減值作測試，負商譽則於收益表中即刻確認為收入。對於二零零四年三月三十一日及其以後所簽訂之企業合併協議而產生之商譽，本集團不予攤銷，並對現金產出單元之減值作測試。對於二零零四年三月三十一日及其以後所簽訂之企業合併協議而產生之負商譽，本集團於收益表中即刻確認為收入。對於二零零四年三月三十一日前因企業合併而產生之商譽及負商譽，仍按國際會計準則第22號核算。國際財務報告準則第3號對於截至二零零四年十二月三十一日止年度及其以前會計期間之業績並無重大影響。

3. Summary of Significant Accounting Policies

Basis of preparation

The consolidated financial statements have been prepared in accordance with IFRS, which comprise standards and interpretations approved by the International Accounting Standards Board, and International Accounting Standards and Standing Interpretation Committee interpretations approved by the International Accounting Standards Committee that remain in effect, and the disclosure requirements of the Hong Kong Companies Ordinance (the “Companies Ordinance”) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). They have been prepared under the historical cost convention except for the measurement at fair value of available-for-sale investments.

The consolidated financial statements include the accounts of the Company, its subsidiaries and a jointly controlled entity. All significant intra-group transactions and balances have been eliminated on consolidation.

Subsidiaries

A subsidiary is a company over which the Company has the power to govern its financial and operating policies, so as to obtain benefits from its activities. A subsidiary is consolidated from the date the Company obtains control until such time as control ceases. A subsidiary is excluded from consolidation if it operates under severe long term restrictions, which may impair its ability to transfer funds to the Company.

The results of subsidiaries are included in the Company’s income statement to the extent of dividends received and receivable. In the Company’s balance sheet, interests in subsidiaries are stated at cost less any impairment losses.

3. 主要會計政策

呈報基準

綜合財務報表乃根據國際財務報告準則，包括國際會計準則理事會所批准之準則及釋義，國際會計準則委員會批准並仍然生效之國際會計準則及常設釋義委員會之釋義，以及香港公司條例（下稱「公司條例」）之披露要求以及香港聯合交易所有限公司主板上市規則（下稱「上市規則」）編製。除可供出售之長期投資按公允價值計量外，該等財務報表乃按歷史成本基礎編製。

綜合財務報表乃包括本公司、其附屬公司及一間合營公司之賬目。本集團內部之所有重大交易及結餘於綜合時沖銷。

附屬公司

附屬公司是指本公司有權控制其財務及經營政策並從中得益之公司。附屬公司於本公司取得控制之日起予以綜合，直至該控制終止為止。若附屬公司之經營受長期嚴緊之限制，並由此影響該附屬公司對本公司返利之能力，則該附屬公司不作綜合處理。

附屬公司之經營業績根據應收及已收之股息在本公司之收益表中列示。於本公司之資產負債表中，附屬公司之權益乃按成本減減值損失呈列。

3. Summary of Significant Accounting Policies (Continued)

Jointly controlled entities

A jointly controlled entity is a joint venture company, which is subject to joint control, resulting in none of the participating parties having unilateral control over the economic activity of the jointly controlled entity. The Group's interest in a jointly controlled entity is accounted for by proportionate consolidation, which involves recognising a proportionate share of the jointly controlled entity's assets, liabilities, income and expenses with similar items in the consolidated financial statements on a line-by-line basis.

The results of a jointly controlled entity are included in the Company's income statement to the extent of dividends received and receivable. In the Company's balance sheet, interest in a jointly controlled entity is stated at cost less any impairment losses.

Associates

An associate is a company, not being a subsidiary or a jointly controlled entity, in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence.

The Group's share of the post-acquisition results and reserves of associates is included in the consolidated income statement and consolidated reserves, respectively. The Group's interests in associates is stated in the consolidated balance sheet at the Group's share of net assets under the equity method of accounting less any impairment losses.

The results of associates are included in the Company's income statement to the extent of dividends received and receivable. In the Company's balance sheet, interests in associates are stated at cost less any impairment losses.

3. 主要會計政策(續)

合營公司

合營公司指一家受共同控制的合營企業，由於共同控制，導致合營各方並無單獨控制該合營公司之經濟活動。本集團於合營公司之權益按比例綜合入賬，涉及於綜合會計報表相類項目中按逐項基準確認合營公司之資產、負債、收入及開支。

合營公司之經營業績根據應收及已收之股息在本公司之收益表中列示。於本公司之資產負債表中，合營公司之權益乃按成本扣除減值損失呈列。

聯營公司

聯營公司(非附屬公司或合營公司)為本集團一般持有其不少於20%表決權之長期權益，並可對其施以重大影響之公司。

本集團應佔聯營公司收購後之業績及儲備分別計入綜合收益表及綜合儲備。本集團於聯營公司之投資乃按權益法核算，在本集團之綜合資產負債表中，按本集團應佔之淨資產扣除減值損失呈列。

聯營公司之經營業績根據應收及已收之股息在本公司之收益表中列示。於本公司之資產負債表中，聯營公司之權益乃按成本扣除減值損失呈列。

3. Summary of Significant Accounting Policies (Continued)

Goodwill

Goodwill arising on acquisition of subsidiaries and associates represents the excess of the cost of the acquisition over the Group's share of the fair values of the identifiable assets and liabilities acquired as at the date of acquisition. Goodwill arising on acquisition before 31 March 2004 is amortised over the straight-line basis over its useful economic life. Goodwill arising on acquisition on or after 31 March 2004 is not amortised.

On disposal of subsidiaries or associates, the gain or loss on disposal is calculated by reference to the net assets at the date of disposal, including the attributable amount of goodwill which remains unamortised, as appropriate.

In the case of associates, any unamortised goodwill is included in the carrying amount of interests in associates, rather than as a separately identified item on the consolidated balance sheet.

The carrying amount of goodwill is reviewed annually and written down for impairment when it is considered necessary.

Negative goodwill

Negative goodwill arising on the acquisition of subsidiaries and an associate represents the Group's share of the fair values of the identifiable assets and liabilities acquired as at the date of acquisition, over the cost of the acquisition.

To the extent that negative goodwill arising from the acquisition prior to 31 March 2004 relates to expectations of future losses and expenses that are identified in the acquisition plan and that can be measured reliably, but which do not represent identifiable liabilities as at the date of acquisition, that portion of negative goodwill is recognised as income in the income statement when the future losses and expenses are recognised.

3. 主要會計政策(續)

商譽

因收購附屬公司及聯營公司而產生之商譽指收購成本超逾本集團於收購日佔所收購之可辨認資產及負債之公允價值之差額。因二零零四年三月三十一日之前之收購而產生之商譽按直線法在經濟使用年限內進行攤銷。因二零零四年三月三十一日及以後之收購而產生之商譽不予攤銷。

於處置附屬公司及聯營公司時，計算盈虧時需考慮處置日之資產淨值，包括尚未攤銷之商譽(倘若適用)之應佔款額。

就聯營公司而言，尚未攤銷之商譽計入於聯營公司權益之賬面值，而不作為單獨可辨認項目在綜合資產負債表中列示。

商譽之賬面值應每年予以審閱，並在必要時對減值作出撤銷。

負商譽

因收購附屬公司及一家聯營公司產生之負商譽指於收購日本集團應佔所收購之可辨認資產及負債之公允價值超逾收購成本之差額。

倘因二零零四年三月三十一日之前之收購而產生之負商譽中有部分與收購計劃中所確認並能可靠計量之預計未來虧損及開支有關，但並非於收購日之可辨認負債，該部分負商譽應於未來虧損及開支予以確認時在收益表中確認為收入。

3. Summary of Significant Accounting Policies (Continued)

Negative goodwill (Continued)

To the extent that negative goodwill arising from the acquisition prior to 31 March 2004 does not relate to identifiable expected future losses and expenses as at the date of acquisition, negative goodwill is recognised in the income statement on a systematic basis over the remaining average useful life of the acquired depreciable/amortisable assets. The amount of any negative goodwill in excess of the fair value of the acquired non-monetary assets is recognised as income immediately.

Negative goodwill arising from the acquisition on or after 31 March 2004 is recognised in the income statement immediately.

In the case of associates, any negative goodwill not yet recognised in the income statement is included in the carrying amount of interests in associates, rather than as a separately identified item on the consolidated balance sheet.

On disposal of subsidiaries or associates, the gain or loss on disposal is calculated by reference to the net assets at the date of disposal, including the attributable amount of negative goodwill which has not been recognised in the income statement, as appropriate.

Available-for-sale investments

Investments are initially recognised at cost, being the fair value of the consideration given and including acquisition charges associated with the investments.

After initial recognition, available-for-sale investments are measured at fair value. Gains or losses on available-for-sale investments are recognised as a separate component of equity until the investment is sold, collected or otherwise disposed of, or until the investment is determined to be impaired, at which time the cumulative gain or loss previously reported in equity is included in income.

3. 主要會計政策(續)

負商譽(續)

倘因二零零四年三月三十一日之前的收購而產生之負商譽與於收購日之可辨認之預計未來損失及開支無關，則負商譽乃按所收購之可辨認應折舊／攤銷資產之平均剩餘年限按系統之基準在收益表中確認。倘負商譽之金額超過所收購之非貨幣資產之公允價值，應即刻確認為收入。

對於因二零零四年三月三十一日及以後之收購而產生之負商譽，應即刻於收益表中確認為收入。

就聯營公司而言，尚未於收益表中確認之負商譽，計入於聯營公司權益之賬面值，而不作為單獨可辨認項目在綜合資產負債表中列示。

於處置附屬公司或聯營公司時，計算盈虧時需考慮處置日之資產淨值，包括尚未於收益表中確認之負商譽(倘若適用)之應佔款額。

可供出售之投資

投資最初按成本值確認，即所支付對價之公允值並包括與投資相關之收購開支。

於初始確認後，可供出售之投資以公允值計量。可供出售之投資之盈虧作為單獨之權益項目列報，直至該投資被出售、收回或以其他方式處置，或投資確認減值後，之前在權益中列報之累積盈虧在收益表中確認。

3. Summary of Significant Accounting Policies (Continued)

Available-for-sale investments (Continued)

For investments that are actively traded in organised financial markets, fair value is determined by reference to stock exchange quoted market bid prices at the close of business on the balance sheet date. For investments where there is no quoted market price, fair value is determined by reference to the current market value of another instrument which is substantially the same or is calculated based on the expected cash flows of the underlying net asset base of the investment.

Revenue recognition

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

- (i) income from the sale of completed properties for sale, when all of the conditions of sale have been met and the risks and rewards of ownership have been transferred to the buyer;
- (ii) income from the pre-sale of properties under development, on the exchange of legally binding unconditional sales contracts, provided that the construction work has progressed to a stage where the ultimate realisation of profit can be reasonably determined, and on the basis set out in "Properties under development" below;
- (iii) property agency fee, property sales planning and advertising fee and construction supervisory fee are recognised when relevant services have been rendered and it is probable that economic benefits will flow to the Group and the relevant fees can be measured reliably;
- (iv) rental income, on a time proportion basis over the lease terms;

3. 主要會計政策(續)

可供出售之投資(續)

在組織完善之金融市場中交投活躍之投資，其公允值乃參照於結算日營業時間結束時在證券交易所列報之市場價釐定。對於無列報市場價之投資，其公允值應參照大致上相同之另一項工具之現行市價確定，或以該投資對應之淨資產基礎所計算之預計現金流量釐定。

收益確認

收益乃於本集團極可能獲得有關經濟利益及有關收益能可靠地計量時，按下列基礎確認：

- (1) 出售已落成物業之收入在符合所有出售條件及所有權之風險及回報已轉移至買方時確認；
- (2) 倘建築工程已按下文「開發中物業」一段之基準進展至可合理確定最終可實現溢利之階段，則於交換具法律約束力之無條件銷售合約時確認預售開發中物業之收入；
- (3) 物業代理及中介費、物業銷售策劃及廣告費以及工程監理費於有關服務已提供，經濟利益極可能流入本集團及有關開支能可靠地計量時確認；
- (4) 租金收入根據租約年期按配比原則予以確認；

3. Summary of Significant Accounting Policies (Continued)

Revenue recognition (Continued)

- (v) interest income, on a time proportion basis, taking into account the principal outstanding and the effective interest rate applicable; and
- (vi) dividend income, when the shareholders' right to receive payment has been established.

Property and equipment

Property and equipment are stated at cost less accumulated depreciation and any impairment losses.

The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditure incurred after tangible assets have been put into operation, such as repairs and maintenance, is normally charged to the income statement in the period in which it is incurred. In situations where it can be clearly demonstrated that the expenditure has resulted in an increase in the future economic benefits expected to be obtained from the use of the tangible asset, the expenditure is capitalised as an additional cost of that asset.

Depreciation is calculated on the straight-line basis to write off the cost of each asset over its estimated useful life, after taking into account its estimated residual value. The estimated useful lives of property and equipment are as follows:

Properties	20 years
Leasehold improvements	The lesser of the lease terms or their useful lives
Office equipment	5 years
Motor vehicles	5 years

3. 主要會計政策(續)

收益確認(續)

- (5) 利息收入按配比原則，並考慮未償還本金及實際適用利率予以確認；及
- (6) 股息收入於股東有權獲得股息時予以確認。

固定資產

固定資產以成本值減累積折舊及減值損失列賬。

資產之成本包括其購買價、任何使該資產達至現時運作狀況及位置以作其設定用途而產生之直接應計成本。在固定資產投入運作後所產生之開支，例如維修及保養開支，一般於產生期間計入收益表。倘若可清楚顯示該等開支可增加使用該有形資產所帶來之未來經濟利益，則該等開支予以資本化，作為該資產之附加成本。

折舊乃按估計可使用年限以直線法攤銷各項資產成本扣減其估計殘值予以計算。固定資產之估計可使用年限如下：

房屋	20年
租賃物業改良支出	租期或可使用年限 (以較短者為準)
辦公設備	5年
運輸設備	5年

3. Summary of Significant Accounting Policies (Continued)

Property and equipment (Continued)

The carrying amounts of property and equipment are reviewed periodically in order to assess whether they are recorded in excess of their recoverable amounts, and where carrying values exceed these recoverable amounts, assets are written down to their recoverable amounts.

The gain or loss on disposal or retirement of property and equipment recognised in the income statement is the difference between the net sales proceeds and the carrying amount of the relevant asset at the time of disposal.

Properties under development

Properties under development are stated at cost which includes all development expenditures, including land costs, interest charges and other costs directly attributable to such properties. Properties under development which have been pre-sold are stated at cost plus attributable profits less any foreseeable losses, and deposits and instalments received.

When properties under development have been pre-sold, the total estimated profit is apportioned over the entire period of construction to reflect the progress of the development. On this basis, profit recognised on the pre-sold portion of the properties is calculated by reference to the proportion of construction costs incurred up to the accounting date, to the estimated total construction costs to completion, limited to the amount of sales deposits and instalments received and with due allowance for contingencies.

Properties under development which have either been pre-sold or which are intended for sale and are expected to be completed within one year from the balance sheet date are classified as current assets.

3. 主要會計政策(續)

固定資產(續)

固定資產之賬面值乃定期進行審閱，以評估其賬面值是否已超逾可收回價值，倘若賬面值超逾該等可收回價值，資產之賬面值將撇減至其可收回價值。

因處置或報廢固定資產而於收益表中確認之盈虧，為有關資產之出售淨額與其於處置時之賬面值之差額。

開發中物業

開發中物業按成本列賬，其中包括該等物業之一切開發開支，包括土地成本、利息開支及有關物業應佔之其他直接成本。已預售之開發中物業以成本加應佔溢利減任何可預見之虧損及已收按金和分期款項列賬。

倘若開發中物業已預售，估計之溢利總額按整個建設期間分攤，以反映開發之進度。根據此基準，物業預售部分確認之溢利乃參照截至會計日止所產生之建築成本佔物業落成所需估計總建築成本之比例計算，惟以已收之銷售按金及分期款項為限，並須就或然開支作出撥備。

已預售或擬出售並預期於結算日起計一年內落成之開發中物業列作流動資產。

3. Summary of Significant Accounting Policies (Continued)

Completed properties for sale

Completed properties for sale are stated in the balance sheet at the lower of cost and net realisable value. Net realisable value is estimated by the directors based on the prevailing market conditions. Cost is determined by an apportionment of the total costs of land and buildings attributable to the unsold properties.

Operating leases

Leases where the lessor retains substantially all the risks and benefits of ownership of the asset are classified as operating leases. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same bases as the lease income. Operating lease payments are recognised as an expense in the income statement on the straight-line basis over the lease term.

Retirement benefits

Obligatory retirement benefits in the form of contributions under a defined contribution retirement schedule administered by local government agencies are charged to the income statement as incurred.

Accommodation benefits

Contributions to an accommodation fund administrated by the Public Accumulation Funds Administration Centre are charged to the income statement as incurred.

3. 主要會計政策(續)

待售已落成物業

待售已落成物業乃按成本值或可變現淨值(以較低者為準)在資產負債表中列賬。董事根據現行市況估計可變現淨值。成本按照未售物業應佔之土地及樓宇總成本之比例釐定。

經營租賃

凡與資產之所有權相關之絕大部分回報及風險仍歸出租方之租賃，列為經營租賃。磋商經營租賃所發生之直接開支記入租賃資產之賬面價值，並於租賃期內按確認租賃收入之相同基礎予以確認。經營租賃之租金支出以直線法按租賃期於收益表中確認為費用。

退休福利

根據由當地政府機構監管之固定供款退休計劃而繳納之款項，於發生時計入收益表中。

住房福利

繳納給公積金管理中心之住房基金供款於發生時計入收益表中。

3. Summary of Significant Accounting Policies (Continued)

Trade and other receivables

Trade receivables, which generally have credit terms ranging from 30 to 360 days, are recognised and carried at their original invoice amounts less allowances for any uncollectible amounts. An estimate for doubtful debts is made when collection of the full amount is no longer probable. Bad debts are written off as incurred.

Prepayments, deposits and other receivables are recognised and carried at cost less allowances for any uncollectible amounts. An estimate for doubtful debts is made when collection of the full amount is no longer probable. Bad debts are written off as incurred.

Receivables from related parties are recognised and carried at cost.

Trade and other payables

Liabilities for trade and other payables which are normally settled on credit terms ranging from 30 to 360 days are carried at cost which is the fair value of the consideration to be paid in the future for goods and services received, whether or not billed to the Group.

Other payables to related parties are recognised and carried at cost.

Loans and borrowings

All loans and borrowings, which are interest-bearing, are initially recognised at cost, being the fair value of the consideration received net of issue costs associated with the borrowings, and subsequently measured at amortised cost using the effective interest rate method. Amortised cost is calculated by taking into account any issue costs, and any discount or premium on settlement.

Gains and losses are recognised in net profit or loss when liabilities are derecognised or impaired, as well as through the amortisation process.

3. 主要會計政策(續)

應收賬款及其他應收款項

應收賬款(信用期限一般為30至360日)乃按發票金額抵減呆壞賬準備列賬。倘若不能全數收回款項時則須估計呆賬準備。壞賬則於發生時予以撇銷。

預付款項、按金及其他應收款項乃按成本抵減呆壞賬準備列賬。倘若不能全數收回款項時則須估計呆賬準備。壞賬則於發生時予以撇銷。

應收關聯方款項乃按成本列賬。

應付賬款及其他應付款項

應付賬款及其他應付款項(一般具備30至360日之信用期限)乃按成本列賬,而成本指就獲得之商品及勞務(不論有否開賬單給本集團)而將於日後支付對價之公允值。

應付關聯方款項乃按成本列賬。

借款

所有計息借款最初按成本值(即所取得對價之公允值,扣減與借款相關之批核成本)確認,其後按實際利率法以攤銷成本計量。計算攤銷成本時已考慮任何批核成本,以及償還時產生之折現或溢價。

倘若債項不再予以確認或出現減值,則盈虧便會於攤銷過程中於損益賬中確認。

3. Summary of Significant Accounting Policies (Continued)

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, that is, assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. Capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised.

Foreign currency transactions

The financial records of the Group and the Company are maintained and the financial statements are stated in Renminbi ("RMB").

Foreign currency transactions are recorded at the applicable exchange rates ruling at the transaction date. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated at the appropriate exchange rates ruling at that date. Exchange differences are dealt with in the income statement.

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income over the periods necessary to match the grant on a systematic basis to the costs that it is intended to compensate. Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to the income statement over the expected useful life of the relevant asset by equal annual instalments.

3. 主要會計政策(續)

借貸成本

直接涉及購入、興建或生產須經過頗長時間方可作設定用途或銷售之資產的借貸成本資本化為該等資產之成本組成部分。在該等資產基本可作設定用途或銷售時，停止將借貸成本予以資本化。有關借款用作短期投資所獲得之投資收入，可用於扣減資本化之借貸成本。

外幣交易

本集團及本公司之會計記錄及會計報表乃以人民幣為記賬本位幣。

外幣交易按交易日之適用匯率換算入賬，於結算日以外幣結算之貨幣資產與負債則按當日之適用匯率換算。滙兌差額列於損益賬中處理。

政府津貼

政府津貼是當有合理的保證將會獲得該津貼及符合所有附加之條件時，按其公允值予以確認。當該等津貼與一項開支項目有關時，在與該等津貼擬用作補償之成本匹配所需之期間內按系統之基準予以確認。當該津貼與資產有關時，將其按公允值記錄於遞延收益賬中，並以相等之年期金額按該資產之預計使用年期於收益表中確認為收入。

3. Summary of Significant Accounting Policies (Continued)

Income tax

Deferred tax is provided, using the liability method, on all temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Currently enacted tax rates are used to determine deferred tax.

Deferred tax assets are recognised for all deductible temporary differences, carryforward of unused tax assets and unused tax losses to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, carryforward of unused tax assets and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable (greater than 50%) that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

Cash and cash equivalents

Cash and cash equivalents comprise cash at banks and in hand and short term deposits with an original maturity of three months or less.

For the purpose of the consolidated cash flow statement, cash and cash equivalents consist of cash and cash equivalents as defined above.

Related parties

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. Related parties may be individuals or corporate entities.

3. 主要會計政策(續)

所得稅

遞延所得稅採用負債法，對所有於結算日就資產及負債之賬面值與計稅基礎之不同而引致之暫時性差異作出撥備。遞延稅項乃按現行之稅率計算。

遞延所得稅資產乃按所有可抵扣暫時性差異、未用稅項資產及未用可抵扣稅項虧損之結轉予以確認，惟以應納稅溢利可供抵銷之可抵扣暫時性差異、可動用之未用稅項資產及未用可抵扣稅項虧損之結轉為限。

遞延稅項資產之賬面值於每個結算日予以審閱，並撇減至不再可能(超過50%)擁有足夠之應納稅溢利以動用全部或部分遞延稅項資產為限。

現金及現金等價物

現金及現金等價物包括銀行存款及現金，以及三個月或以內到期之定期存款。

為編製綜合現金流量表，現金及現金等價物包括上述定義之現金及現金等價物。

關聯方

倘若一方有能力直接或間接地控制另一方或在財務及經營決策中對另一方施以重大影響，則被視為關聯方。受同一控制或重大影響之各方亦被視為關聯方。關聯方可以是個人或法人。

4. Segment Information

The Group's turnover and profit for the two years ended 31 December 2004 were mainly derived from property development in the PRC. The principal assets employed by the Group are located in the PRC. Accordingly, no segmental analysis by business or geographical segments is provided.

5. Turnover and Revenue

4. 分類資料

本集團於截至二零零四年十二月三十一日止兩個年度之營業額及溢利主要來自在中國之物業開發。本集團之主要資產位於中國。因此，不再贅述按業務及地區劃分之分類資料。

5. 營業額及收入

		2004 RMB'000 人民幣千元	2003 RMB'000 人民幣千元
Sale and pre-sale of properties	銷售及預售物業	2,447,543	2,277,186
Property agency fees	物業代理及中介費	86,091	32,066
Property sales planning and advertising fees	物業銷售策劃及廣告費	5,700	847
Construction supervisory fees	建築工程監理費	221	410
		<u>2,539,555</u>	<u>2,310,509</u>
Less: Business tax, land appreciation tax and government surcharges	減：營業稅、土地增值稅及政府附加費	<u>(155,835)</u>	<u>(128,478)</u>
Turnover	營業額	<u>2,383,720</u>	<u>2,182,031</u>
Government grants	政府津貼	23,638	17,663
Negative goodwill realised as income	確認為收入之負商譽	14,424	344
Interest income	利息收入	4,560	1,809
Rental income	租金收入	1,636	67
Registration income	代辦登記收費	72	494
Others	其他	962	605
Other revenue	其他收入	<u>45,292</u>	<u>20,982</u>
Total revenue	收入合計	<u>2,429,012</u>	<u>2,203,013</u>

5. Turnover and Revenue (Continued)

Business tax is calculated at 5% of the revenue from the sale and pre-sale of properties and the provision of property agency services, property sales planning and advertising services and construction supervisory services. Government surcharges, comprising City Maintenance and Construction Tax, Education Surtax, Dike Maintenance, Selective Service Surcharge and Riverway Management Fee, are calculated at certain percentages of business tax.

According to the relevant tax notices issued by local tax authorities, the local tax bureaus started to collect land appreciation tax (the "LAT") based on 1% of the proceeds of sale and pre-sale of the Group's properties in 2004. Except for the amount paid to the local tax bureaus, no further provision for LAT had been made as the Group has not been required by the relevant tax authorities. Refer to note 8 to the financial statements for further details.

Government grants represent government subsidies concerning the encouragement of enterprises' development received by Shanghai Fujin Property Development Co., Ltd., Shanghai Yuyuan Shangcheng Haoting Property Development Co., Ltd., and Shanghai Xinyuan Property Development Co., Ltd., three subsidiaries of the Company, from the relevant government agencies during the year ended 31 December 2004. There are no conditions attached to the government subsidies received.

5. 營業額及收入(續)

營業稅是按銷售及預售物業收入，以及提供物業代理及中介服務、物業銷售策劃及廣告服務以及建築工程監理服務收入之5%計算。政府附加費包括城市維護建設稅、教育費附加、堤防維護費、義務兵優待金及河道管理費，分別按營業稅之一定比例計算。

根據地方稅務局簽發之相關稅務通知，地稅局於二零零四年開始按本集團之物業銷售及預售收入之1%徵收土地增值稅。除該等已支付之土地增值稅外，本集團尚未接獲相關稅務主管機關其他要求，因此，未就土地增值稅做出額外之撥備。詳情參見財務報表附註8。

政府津貼乃指本公司之三間附屬公司上海復錦房地產開發有限公司、上海豫園商城豪亭房地產發展有限公司及上海新遠房地產發展有限公司)於截至二零零四年十二月三十一日止年度，從相關政府機構獲得之鼓勵企業發展之政府津貼。收到之政府津貼並無附加條件。

6. Profit Before Income Tax and Minority Interests

The Group's profit before income tax and minority interests is arrived at after charging:

6. 除所得稅及少數股東權益前之溢利

本集團之除所得稅及少數股東權益前之溢利已扣除下列各項：

		2004 RMB'000 人民幣千元	2003 RMB'000 人民幣千元
Interest on bank loans	銀行貸款利息	49,087	42,660
Less: Interest capitalised	減：資本化之利息	(47,569)	(28,138)
		1,518	14,522
Exchange losses	滙兌損失	4,369	—
Bank charges and others	銀行手續費及其他	123	52
Finance costs	融資成本	6,010	14,574
<i>Average interest rate of interest capitalised</i>	資本化之利息平均利率	5.54%	5.14%
Depreciation	折舊	4,561	2,958
Amortisation of goodwill	商譽攤銷	621	235
Loss on disposal of property and equipment	處置固定資產損失	216	291
Loss on disposal of an available-for-sale long term investment	處置一項可供出售之長期投資損失	429	—
Auditors' remuneration	核數師酬金	2,102	901
Staff costs (including directors' and senior executives' emoluments as set out in note (7)):	員工成本（包括附註(7)所載董事及高管人員酬金）：		
Wages and salaries	工資及薪金	64,007	41,295
Retirement costs:	退休金：		
- Defined contribution fund	一定額供款	4,263	3,068
Accommodation benefits:	住房福利：		
- Defined contribution fund	一定額供款	2,076	883

7. Directors', Supervisors' and Senior Executives' Emoluments

Directors' and supervisors' remuneration for the year, disclosed pursuant to the Listing Rules and Section 161 of the Companies Ordinance, is as follows:

		2004 RMB'000 人民幣千元	2003 RMB'000 人民幣千元
Fees	袍金	542	100
Other emoluments for executive directors, independent non-executive, directors and supervisors	執行董事、獨立非執行董事及監事之其他報酬		
Basic salaries and other benefits	—基本薪金及其他福利	2,515	2,047
Pension contributions	—退休金供款	71	38
Accommodation contributions	—住房供款	33	11
		<u>3,161</u>	<u>2,196</u>

Three executive directors and four independent non-executive directors received remuneration from the Company for the year ended 31 December 2004. Three executive directors and three independent non-executive directors received remuneration from the Company for the year ended 31 December 2003.

The remuneration for the executive directors, independent non-executive directors and supervisors fell within the range of nil to HK\$1 million.

7. 董事、監事及高管人員酬金

於本年，根據上市規則及公司條例第161章需披露的董事及監事酬金詳情如下：

截至二零零四年十二月三十一日止年度，本公司向三位執行董事及四位獨立非執行董事支付酬金。截至二零零三年十二月三十一日止年度，本公司向三位執行董事及三位獨立非執行董事支付酬金。

執行董事、獨立非執行董事及監事之酬金乃介乎零至1,000,000港元之範圍內。

7. Directors', Supervisors' and Senior Executives' Emoluments (Continued)

The five highest paid employees of the Group include three directors for the year ended 31 December 2004 and three directors for the year ended 31 December 2003. Information relating to their emoluments has been disclosed above. The details of the emoluments of the remaining two highest paid, non-director employees for the two years ended 31 December 2004 are as follows:

		2004 RMB'000 人民幣千元	2003 RMB'000 人民幣千元
Basic salaries and other benefits	基本薪金及其他福利	825	723
Pension contributions	退休金供款	29	25
Accommodation contributions	住房供款	8	8
		<u>862</u>	<u>756</u>

The remuneration of all highest paid, non-director individuals fell within the range of nil to HK\$1 million.

During the year ended 31 December 2004, no emoluments were paid by the Group to the directors, supervisors or the other highest paid, non-director employees as an inducement to join the Group, or upon joining the Group, or as compensation for loss of office. No director waived or agreed to waive any emoluments during the year.

7. 董事、監事及高管人員酬金(續)

截至二零零四年十二月三十一日止年度，本集團五位最高薪酬僱員包括三位董事，而截至二零零三年十二月三十一日止本集團五位最高薪酬僱員也包括三位董事。有關其酬金之資料已於上文披露。截至二零零四年十二月三十一日止兩個年度支付予其餘兩位最高薪酬非董事僱員之薪酬詳情如下：

		2004 RMB'000 人民幣千元	2003 RMB'000 人民幣千元
Basic salaries and other benefits	基本薪金及其他福利	825	723
Pension contributions	退休金供款	29	25
Accommodation contributions	住房供款	8	8
		<u>862</u>	<u>756</u>

所有最高薪非董事僱員之酬金，均介乎零至1,000,000港元之範圍內。

於截至二零零四年十二月三十一日止年度，本集團均未向董事、監事或其他最高薪非董事僱員支付酬金以作為其加入本集團之獎勵或離職補償。於年內，概無董事放棄或同意放棄領取任何酬金。

8. Tax

Provision for PRC income tax has been provided at the applicable income tax rate of 33% on the assessable profits of the Company.

Two subsidiaries and an associate established and located in Shanghai Pudong New Area are subject to income tax at a preferential rate of 15%.

Pursuant to a document “(94) Cai Shui Zi No. 001” dated 29 March 1994 jointly issued by the Ministry of Finance and the State Tax Bureau and an approval document dated 28 December 2002 issued by the Shanghai Putuo District Tax Bureau, Shanghai Resource Property Consultancy Co., Ltd. (“SRPC”), a subsidiary established on 3 July 2002 and is principally engaged in the rendering of consultancy services, is exempted from income tax for the two years from 1 September 2002, the date SRPC commenced its business, to 31 August 2004.

Pursuant to a document “(94) Cai Shui Zi No.001” dated 29 March 1994 jointly issued by the Ministry of Finance and the State Tax Bureau and two approval documents issued by the Shanghai Putuo District Tax Bureau in May 2004 and January 2005, respectively, Shanghai Resource Advertisement Co., Ltd. (“SRAC”), a subsidiary established on 15 January 2004 and principally engaged in the advertising and promotion of property units, is exempted from income tax for the period from 15 January 2004, the date SRPC commenced its business, to 31 December 2005.

All other subsidiaries, associates and a jointly controlled entity of the Company are subject to income tax at the rate of 33%.

No provision for Hong Kong profits tax has been made as the Group had no assessable profits arising in Hong Kong during the year ended 31 December 2004.

8. 稅項

中國所得稅撥備乃按本公司之應納稅溢利所適用之所得稅率**33%**作出。

位於上海浦東新區之兩間附屬公司及一間聯營公司乃按優惠稅率**15%**支付所得稅。

根據財政部及國家稅務總局於一九九四年三月二十九日聯合發出之文件《(94)財稅字001號》及上海市普陀區稅務局於二零零二年十二月二十八日發出之批文，本公司之附屬公司上海策源置業顧問有限公司（「策源顧問」）（成立於二零零二年七月三日，主要從事提供顧問服務）自二零零二年九月一日（即策源顧問開始經營業務之日）起至二零零四年八月三十一日止兩年內免繳所得稅。

根據財政部及國家稅務總局於一九九四年三月二十九日聯合發出之文件《(94)財稅字001號》及上海市普陀區稅務局於二零零四年五月及二零零五年一月分別發出之批文，本公司之附屬公司—上海策源廣告有限公司（「策源廣告」），成立於二零零四年一月十五日，主要從事物業廣告和推廣活動）自二零零四年一月十五日（即策源廣告開始經營業務之日）起至二零零五年十二月三十一日止期間免繳所得稅。

本公司之其他附屬公司、聯營公司及一間合營公司均須按所得稅率**33%**繳稅。

由於本集團於截至二零零四年十二月三十一日止年度並無在香港獲得任何應課稅溢利，因此並無就香港利得稅作出撥備。

8. Tax (Continued)

Major components of income tax expense for the years ended 31 December 2004 and 2003 are as follows:

8. 稅項(續)

於截至二零零四年及二零零三年十二月三十一日止兩年各年度，所得稅開支之主要構成如下：

		2004 RMB'000 人民幣千元	2003 RMB'000 人民幣千元
Group:	集團：		
- Current	- 當期	168,769	150,077
- Deferred (note 25)	- 遞延 (附註 25)	<u>102,380</u>	<u>(10,744)</u>
		271,149	139,333
Share of tax attributable to associates	應佔聯營公司之稅項	<u>33,038</u>	<u>17,035</u>
Income tax expense	所得稅開支	<u><u>304,187</u></u>	<u><u>156,368</u></u>

A numerical reconciliation between tax expense and the product of accounting profit multiplied by the applicable tax rate is as follows:

所得稅開支與按會計溢利乘以所適用之稅率計算所得之調節表如下：

		2004 RMB'000 人民幣千元	2003 RMB'000 人民幣千元
Accounting profit	會計溢利	1,019,206	654,596
Non-taxable profit of subsidiaries	附屬公司毋須課稅之溢利	<u>(25,446)</u>	<u>(87,585)</u>
Profit of the Group subject to income tax	本集團須計繳所得稅之溢利	993,760	567,011
Tax at applicable tax rate of:	按下列適用稅率計算稅項：		
33%	33%	237,326	120,321
15%	15%	<u>41,189</u>	<u>30,360</u>
Sub-total	小計	278,515	150,681
Amounts received from the finance bureau based on certain percentages of income tax paid	根據已繳所得稅之若干比例獲得財政局返還之款項	—	(1,932)
Tax effect of expense items which are not deductible for income tax purposes	所得稅不獲扣減之開支項目之稅項影響	<u>25,672</u>	<u>7,619</u>
Income tax expense	所得稅開支	<u><u>304,187</u></u>	<u><u>156,368</u></u>

8. Tax (Continued)

Deferred taxes relate to temporary differences in the recognition of revenue, costs and expenses.

As set out in a tax notice numbered "Hu Di Shui Di (2002) No.83" dated 6 September 2002 issued by the Shanghai Local Tax Bureau, the local tax authorities in Shanghai have started to collect the LAT based on 1% of proceeds of the sale and pre-sale of the Group's properties in Shanghai in 2004. Except for this amount paid to the local tax authorities, no further provision for the LAT has been made. The Directors consider that the relevant tax authorities are unlikely to impose additional LAT levies other than the amount already paid based on 1% of proceeds of the sale and pre-sale of the Group's properties up to the year ended 31 December 2004, which would otherwise have accumulated to approximately RMB118,574,000 attributable to the Group after netting off potential income tax saving.

In 2004, upon the reorganisation and the listing of the Company, the Company and Fosun High Technology, the holding company of the Company entered into a deed of tax indemnity whereby Fosun High Technology will undertake to indemnify the Group in respect of the LAT payable attributable to the Group after netting off potential income tax saving in consequence of the disposal of the Group's properties at capital value as at 30 November 2003.

8. 稅項(續)

遞延稅項與收益、成本及開支確認之暫時性差異有關。

根據上海市地方稅務局於二零零二年九月六日簽發之《滬地稅第(2002)83號》稅務通知，上海市地稅局於二零零四年開始按本集團位於上海市之物業的銷售及預售收入之1%徵收土地增值稅。除該等已支付之數額外，本集團未就土地增值稅做出額外之撥備。本公司董事會認為除已繳納之土地增值稅外，相關稅務機關不太可能再徵收額外之土地增值稅。若需繳納，則扣除所節省之潛在所得稅後，本集團潛在之應付有關金額共計約人民幣118,574,000.00元。

根據本公司與其控股公司(復星高科技)在本公司於二零零四年重組上市過程中簽訂之一份稅務彌償保證契據，復星高科技將就本集團處置於二零零三年十一月三十日持有之物業的資本價值所產生之潛在土地增值稅(扣除所節省之潛在所得稅後)作出彌償。

9. Dividend

9. 股息

		2004 RMB'000 人民幣千元	2003 RMB'000 人民幣千元
Declared and paid in year:	年內已宣派：		
Interim dividend for 2004: RMB0.06 (2003: Nil) per share	二零零四年度之中期股息： 每股人民幣 0.06 元（二零零三年度：無）	<u>132,407</u>	<u>—</u>
Proposed subject to approval at the forthcoming annual general meeting:	建議尚待即將舉行之年度股東大會批准：		
Proposed final dividend for 2004: RMB0.06 (2003: Nil) per share	建議之二零零四年度末期股息： 每股人民幣 0.06 元（二零零三年度：無）	<u>141,203</u>	<u>—</u>

The Board was authorised by the shareholders to consider and approve the payment of an interim dividend of 2004 at the annual general meeting of the Company held on 11 June 2004. The Board has resolved to declare an interim dividend of RMB0.06 (2003: Nil) per share for the six months ended 30 June 2004, to shareholders (including holders of domestic shares and holders of H Shares) whose names appeared on the register of members of the Company as at 9 September 2004.

The Proposed final dividend for the year ended 31 December 2004 is subject to the approval of the shareholders at the forthcoming annual general meeting of the Company. The proposed final dividend has not been incorporated in the financial statements for the year ended 31 December 2004.

In accordance with the articles of association of the Company, the Company is required to distribute dividends based on the lower of the Company's profits determined under PRC GAAP and IFRS.

在二零零四年六月十一日舉行之二零零三年度股東大會上，股東授權董事會考慮並批准派發二零零四年度中期股息。董事會已通過決議向截至二零零四年九月九日止名列本公司股東名冊中之股東（包括內資股股東及H股股東）派發截至二零零四年六月三十日止六個月期間每股人民幣0.06元之中期股息（二零零三年度：無）。

建議之截至二零零四年十二月三十一日止年度末期股息尚待即將舉行之本公司年度股東大會批准。該等建議之末期股息尚未在截至二零零四年十二月三十一日止年度財務報表中反映。

依據本公司之公司章程，本公司須按中國會計準則及國際財務報告準則釐定之本公司溢利之較低者分派股息。

10. Earnings Per Share

Basic earnings per share amount for the year ended 31 December 2004 is computed by dividing net profit attributable to shareholders of approximately RMB574,508,000 (2003: RMB448,847,000) by the weighted average number of 2,138,688,751 (2003: 1,480,430,000) ordinary shares in issue during the year.

Diluted earnings per share amounts for the two years ended 31 December 2004 and 2003 have not been disclosed as no diluting events existed during these years.

11. Retirement Benefits and Accommodation Benefits

Retirement benefits

As stipulated by the PRC State regulations, the Company, its subsidiaries and its jointly controlled entity participate in a defined contribution retirement plan. All employees are entitled to an annual pension equal to a fixed proportion of the average basic salary amount within the geographical area of their last employment at their retirement date. The Company, its subsidiaries and its jointly controlled entity are required to make contributions to the local social security bureau at rates ranging from 19% to 25% of the employees' average salaries and wages of the year, limited to a ceiling amount of three times of the average basic salaries within the geographical area where the employees are under employment with the Company, its subsidiaries and its jointly controlled entity. The Company, its subsidiaries and its jointly controlled entity have no obligations for the payment of pension benefits beyond the annual contributions to the local social security bureau as set out above.

Accommodation benefits

According to the relevant PRC rules and regulations, the Company, its subsidiaries and its jointly controlled entity and their employees are each required to make contributions which are in proportion to the salaries and wages of the employees to an accommodation fund administered by the Public Accumulation Funds Administration Centre. There are no further obligations on the part of the Company, its subsidiaries and its jointly controlled entity except for such contributions to the accommodation fund.

10. 每股盈利

於截至二零零四年十二月三十一日止年度，每股基本盈利乃按股東應佔純利約人民幣574,508,000元（二零零三年度：人民幣448,847,000元）除以年度內平均發行在外之2,138,688,751股（二零零三年度：1,480,430,000股）普通股計算。

因無導致每股盈利稀釋之事項存在，故截至二零零四年十二月三十一日及二零零三年十二月三十一日止年度經稀釋之每股盈利未作披露。

11. 退休福利及住房福利

退休福利

根據中國政府之規定，本公司、其附屬公司及合營公司參與一項定額供款退休計劃。所有員工均享有在其退休日時按他們最後受僱地區之平均基本薪金之固定比例計算年度退休金。本公司、其附屬公司及合營公司須就其現有員工所在地區平均基本薪金介乎19%至25%向當地社保局繳款，但最高不超過本公司、其附屬公司及合營公司所在地區平均工資的三倍為限。本公司、其附屬公司及合營公司除每年向上述當地社保局繳款外，毋須支付其他退休福利。

住房福利

根據中國有關法規，本公司、其附屬公司及合營公司及其員工需各自按員工薪金及工資一定比例向公積金管理中心管理之住房公積金繳款。除該等住房公積金繳款外，本公司、其附屬公司及合營公司不再承擔額外之義務。

12. Property and Equipment

12. 固定資產

Group

集團

		Leasehold				Total
		Properties	improvements	Office equipment	Motor vehicles	
		物業	租賃物業 改良支出	辦公設備	運輸設備	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Cost:	成本值：					
As at 1 January 2004	於二零零四年一月一日	11,912	531	7,079	9,812	29,334
Additions	增加	2,731	87	3,480	5,822	12,120
Acquisition of subsidiaries (note 29)	收購附屬公司（附註 29）	—	—	291	360	651
Disposals	處置	—	—	(662)	(484)	(1,146)
		<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
As at 31 December 2004	於二零零四年 十二月三十一日	<u>14,643</u>	<u>618</u>	<u>10,188</u>	<u>15,510</u>	<u>40,959</u>
Accumulated depreciation:	累計折舊：					
As at 1 January 2004	於二零零四年一月一日	715	270	2,098	2,783	5,866
Provided for the year	年度撥備	657	166	1,556	2,182	4,561
Acquisition of subsidiaries (note 29)	收購附屬公司（附註 29）	—	—	65	43	108
Disposals	處置	—	—	(295)	(56)	(351)
		<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
As at 31 December 2004	於二零零四年 十二月三十一日	<u>1,372</u>	<u>436</u>	<u>3,424</u>	<u>4,952</u>	<u>10,184</u>
Net book value:	賬面淨值：					
As at 31 December 2004	於二零零四年 十二月三十一日	<u>13,271</u>	<u>182</u>	<u>6,764</u>	<u>10,558</u>	<u>30,775</u>
As at 31 December 2003	於二零零三年 十二月三十一日	<u>11,197</u>	<u>261</u>	<u>4,981</u>	<u>7,029</u>	<u>23,468</u>

12. Property and Equipment (Continued)

12. 固定資產(續)

Company	公司	Office	Motor	Total
		equipment	vehicles	
		辦公設備	運輸設備	總計
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
Cost:	成本值：			
As at 1 January 2004	於二零零四年一月一日	1,991	3,154	5,145
Additions	增加	3,304	572	3,876
Disposal	處置	(129)	—	(129)
As at 31 December 2004	於二零零四年十二月三十一日	5,166	3,726	8,892
Accumulated depreciation:	累計折舊：			
As at 1 January 2004	於二零零四年一月一日	635	920	1,555
Provided for the year	年度撥備	513	628	1,141
Disposal	處置	(107)	—	(107)
As at 31 December 2004	於二零零四年十二月三十一日	1,041	1,548	2,589
Net book value:	賬面淨值：			
As at 31 December 2004	於二零零四年十二月三十一日	4,125	2,178	6,303
As at 31 December 2003	於二零零三年十二月三十一日	1,356	2,234	3,590

13. Goodwill

13. 商譽

Group

集團

		2004 RMB'000 人民幣千元	2003 RMB'000 人民幣千元
Cost:	成本：		
At beginning of year	年初	2,794	733
Additions	增加	24,935	2,061
At end of year	年末	27,729	2,794
Accumulated amortisation:	累計攤銷：		
At beginning of year	年初	316	136
Provided for the year	本年攤銷	565	180
At end of year	年末	881	316
Net book value:	賬面淨值：		
At end of year	年末	26,848	2,478
At beginning of year	年初	2,478	597

As detailed in note 2 to the financial statements, in accordance with IFRS 3 "Business Combinations", the Group ceased the annual amortisation of goodwill arising from acquisitions for which the agreements were dated after 31 March 2004 totalling approximately RMB24,935,000.

如財務報表附註2所述，根據國際財務報告準則第3號《企業合併》規定，本集團對於因二零零四年三月三十一日以後之收購而產生之商譽（金額約計人民幣23,935,000元），已停止攤銷。

14. Negative Goodwill

14. 負商譽

Group

集團

		2004 RMB'000 人民幣千元	2003 RMB'000 人民幣千元
Cost	成本：	<u>(432)</u>	<u>(432)</u>
Accumulated amortisation/(recognition as income):	累計攤銷／（確認收入）：		
At beginning of year	年初	129	43
Recognised as income for the year	年內確認為收入	<u>86</u>	<u>86</u>
At end of year	年末	<u>215</u>	<u>129</u>
Net book value:	賬面淨值：		
At end of year	年末	<u>(217)</u>	<u>(303)</u>
At beginning of year	年初	<u>(303)</u>	<u>(389)</u>

As detailed in note 2 to the financial statements, in accordance with IFRS 3 "Business Combinations", the Group recognised negative goodwill arising from the acquisition of a minority interest for which the agreement was dated after 31 March 2004 amounting to approximately RMB14,079,000 in the income statement for the year ended 31 December 2004.

如財務報表附註2所註，根據國際財務報告準則第3號《企業合併》規定，本集團對於因二零零四年三月三十一日以後簽訂之一項協議所收購少數股東權益而產生之負商譽約人民幣14,079,000元，已確認為於截至二零零四年十二月三十一日止年度之收益表中。

15. Interests in Subsidiaries

15. 於附屬公司之權益

Company	公司	2004 RMB'000 人民幣千元	2003 RMB'000 人民幣千元
Unlisted shares, at cost	非上市股份，按成本列示	519,985	250,971
Due from subsidiaries	應收附屬公司款項	1,344,174	164,955
Due to subsidiaries	應付附屬公司款項	<u>(472,829)</u>	<u>(83,401)</u>
		1,391,330	332,525
Impairment losses	減值損失	<u>(2,400)</u>	<u>(2,400)</u>
		<u>1,388,930</u>	<u>330,125</u>

The balances with subsidiaries are unsecured, interest-free and are repayable on demand.

附屬公司之結餘為無抵押、免息及須於要求時償還。

Particulars of the Company's subsidiaries as at 31 December 2004 are set out below:

於二零零四年十二月三十一日，本公司之附屬公司詳情如下：

Name of company 公司名稱	Place and date of incorporation/ establishment 註冊／成立 地點及日期	Registered and paid-up capital '000 註冊及 繳足資本 千元	Attributable equity interest 應佔權益		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Shanghai Fuyi Real Estate Agency Co., Ltd. 上海復易房屋置換經紀有限公司	PRC 31 August 1999 中國 一九九九年 八月三十一日	RMB3,000 人民幣 3,000	80%	19.98%	Property agency 物業中介
Shanghai Fosun Hongqiao Property Development Co., Ltd. 上海復星虹橋房地產開發有限公司	PRC 24 November 1999 中國 一九九九年 十一月二十四日	RMB8,000 人民幣 8,000	80%	—	Property development 物業開發

15. Interests in Subsidiaries (Continued)

15. 於附屬公司之權益 (續)

Name of company 公司名稱	Place and date of incorporation/ establishment 註冊／成立 地點及日期	Registered and paid-up capital '000 註冊及 繳足資本 千元	Attributable equity interest 應佔權益		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Shanghai Fuming Property Development Co., Ltd. 上海復銘房地產開發有限公司	PRC 24 November 1999 中國 一九九九年 十一月二十四日	RMB8,000 人民幣 8,000	60%	—	Property development 物業開發
Shanghai Fuxin Property Development Co., Ltd. 上海復信房地產開發有限公司	PRC 23 November 1999 中國 一九九九年 十一月二十三日	RMB8,000 人民幣 8,000	80%	18%	Property development 物業開發
Shanghai Fujin Property Development Co., Ltd. 上海復錦房地產開發有限公司	PRC 22 March 2000 中國 二零零零年 三月二十二日	RMB8,000 人民幣 8,000	90%	—	Property development 物業開發
Shanghai Fushen Property Development Co., Ltd. 上海復莘房地產開發有限公司	PRC 8 October 2001 中國 二零零一年 十月八日	RMB10,000 人民幣 10,000	90%	—	Property development 物業開發
Shanghai Yuanjing Property Development Co., Ltd. 上海遠景房地產開發有限公司	PRC 4 November 1998 中國 一九九八年 十一月四日	RMB50,000 人民幣 50,000	60%	—	Property development 物業開發

15. Interests in Subsidiaries (Continued)

15. 於附屬公司之權益 (續)

Name of company 公司名稱	Place and date of incorporation/ establishment 註冊／成立 地點及日期	Registered and paid-up capital '000 註冊及 繳足資本 千元	Attributable equity interest 應佔權益		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Shanghai Xinyuan Property Development Co., Ltd. 上海新遠房地產開發有限公司	PRC 8 March 2001 中國 二零零一年 三月八日	RMB30,000 人民幣 30,000	90%	8.9%	Property development 物業開發
Shanghai Forte Xinhe Property Development Co., Ltd. 上海復地新河房地產開發有限公司	PRC 12 June 2002 中國 二零零二年 六月十二日	USD13,222.9 美元 13,222.9	93.09%	0.9%	Property development 物業開發
Shanghai Fuyuan Construction Supervisory Co., Ltd. 上海復遠建設監理有限公司	PRC 12 December 1996 中國 一九九六年 十二月十二日	RMB2,000 人民幣 2,000	90%	9.89%	Provision of construction supervisory services 提供工程 監理服務
Wuhan Forte Property Development Co., Ltd. 武漢復地房地產開發有限公司	PRC 7 February 2002 中國 二零零二年 二月七日	RMB10,000 人民幣 10,000	60%	—	Property development 物業開發
Shanghai Resource Property Consultancy Co., Ltd. 上海策源置業顧問有限公司	PRC 3 July 2002 中國 二零零二年 七月三日	RMB5,000 人民幣 5,000	90%	9.89%	Property agency 物業中介

15. Interests in Subsidiaries (Continued)

15. 於附屬公司之權益 (續)

Name of company 公司名稱	Place and date of incorporation/ establishment 註冊／成立 地點及日期	Registered and paid-up capital '000 註冊及 繳足資本 千元	Attributable equity interest 應佔權益		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Shanghai Yuyuan Shangcheng Haoting Property Development Co., Ltd. 上海豫園商城豪亭房地產發展有限公司	PRC 28 November 2000 中國 二零零零年 十一月二十八日	RMB10,000 人民幣 10,000	70%	29.67%	Property development 物業開發
Beijing Forte Huafang Property Development Co., Ltd. 北京復地華方房地產開發有限公司	PRC 5 December 2002 中國 二零零二年 十二月五日	RMB100,000 人民幣 100,000	80%	—	Property development 物業開發
Shanghai Forte Zhibao Property Development Co., Ltd. 上海復地智寶房地產開發有限公司	PRC 27 May 2003 中國 二零零三年 五月二十七日	RMB5,000 人民幣 5,000	80%	19.78%	Property development 物業開發
Shanghai Songjiang Forte Property Development Co., Ltd. 上海松江復地房地產開發有限公司	PRC 27 May 2003 中國 二零零三年 五月二十七日	USD5,100 美元 5,100	70%	—	Property development 物業開發

15. Interests in Subsidiaries (Continued)

15. 於附屬公司之權益 (續)

Name of company 公司名稱	Place and date of incorporation/ establishment 註冊／成立 地點及日期	Registered and paid-up capital '000 註冊及 繳足資本 千元	Attributable equity interest 應佔權益		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Shanghai Perth Property Co., Ltd. 上海柏斯置業有限公司	PRC 14 November 2002 中國 二零零二年十一月十四日	RMB50,000 人民幣 50,000	70%	—	Property development 物業開發
Shanghai Yihua Property Development Co., Ltd. 上海頤華房地產有限公司	PRC 11 January 2001 中國 二零零一年一月十一日	RMB5,000 人民幣 5,000	50%	—	Property development 物業開發
Shanghai Songting Forte Property Development Co., Ltd. 上海松亭復地房地產開發有限公司	PRC 1 July 2003 中國 二零零三年七月一日	RMB8,000 人民幣 8,000	90%	9.89%	Property development 物業開發
Wuhan Resource Property Consultancy Co., Ltd. 武漢策源房地產諮詢有限公司	PRC 23 October 2003 中國 二零零三年十月二十三日	RMB500 人民幣 500	10%	89.9%	Property agency 物業中介
Jiangsu Shengtang Art Investment Co., Ltd. 江蘇盛唐藝術投資有限公司	PRC 30 September 1999 中國 一九九九年九月三十日	RMB10,000 人民幣 10,000	70%	29.67%	Property development 物業開發

15. Interests in Subsidiaries (Continued)

15. 於附屬公司之權益 (續)

Name of company 公司名稱	Place and date of incorporation/ establishment 註冊／成立 地點及日期	Registered and paid-up capital '000 註冊及 繳足資本 千元	Attributable equity interest 應佔權益		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Shanghai Resource Advertisement Co., Ltd. 上海策源廣告有限公司	PRC 15 January 2004 中國 二零零四年 一月十五日	RMB1,000 人民幣 1,000	10%	89.9%	Advertising 廣告製作及發佈
Shanghai Donghang Forte Property Development Co., Ltd. 上海東航復地房地產開發有限公司	PRC 25 February 2004 中國 二零零四年 二月二十五日	RMB10,000 人民幣 10,000	55%	—	Property development 物業開發
Shanghai Forte Fangsong Property Development Co., Ltd. 上海復地方松房地產開發有限公司	PRC 26 February 2004 中國 二零零四年 二月二十六日	RMB10,000 人民幣 10,000	90%	9.89%	Property development 物業開發
Beijing Eastern Resource Property Brokage Co., Ltd. 北京東方策源房地產經紀有限公司	PRC 26 February 2004 中國 二零零四年 二月二十六日	RMB500 人民幣 500	20%	79.91%	Property agency 物業中介
Beijing Forte Property Development Co., Ltd. 北京復地房地產開發有限公司	PRC 17 March 2004 中國 二零零四年 三月十七日	RMB20,000 人民幣 20,000	80%	19.78%	Property development 物業開發

15. Interests in Subsidiaries (Continued)

15. 於附屬公司之權益 (續)

Name of company 公司名稱	Place and date of incorporation/ establishment 註冊／成立 地點及日期	Registered and paid-up capital '000 註冊及 繳足資本 千元	Attributable equity interest 應佔權益		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Shanghai Cetong Property Brokage Co., Ltd. 上海策通房地產經紀有限公司	PRC 13 May 2004 中國 二零零四年 五月十三日	RMB500 人民幣 500	10%	89.9%	Property agency 物業中介
Shanghai Fuyi Property Consultancy Co., Ltd. 上海復易置業顧問有限公司	PRC 31 May 2004 中國 二零零四年 五月三十一日	RMB3,000 人民幣 3,000	90%	9.99%	Property agency 物業中介
Beijing Forte Yiyuan Property Development Co., Ltd. 北京復地亦園房地產開發有限公司	PRC 5 July 2004 中國 二零零四年 七月五日	RMB20,000 人民幣 20,000	80%	14.97%	Property development 物業開發
Nanjing Resource Property Brokage Co., Ltd. 南京策源房地產經紀有限公司	PRC 1 September 2004 中國 二零零四年 九月一日	RMB500 人民幣 500	10%	89.90%	Property agency 物業中介
Wuxi Forte Property Development Co., Ltd. 無錫復地房地產開發有限公司	PRC 28 September 2004 中國 二零零四年 九月二十八日	RMB20,000 人民幣 20,000	90%	9.89%	Property development 物業開發

15. Interests in Subsidiaries (Continued)

15. 於附屬公司之權益 (續)

Name of company 公司名稱	Place and date of incorporation/ establishment 註冊／成立 地點及日期	Registered and paid-up capital '000 註冊及 繳足資本 千元	Attributable equity interest 應佔權益		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Beijing Xidan Jiahui Property Development Co., Ltd. 北京西單佳慧房地產開發有限公司	PRC 27 August 2004 中國 二零零四年 八月二十七日	RMB41,379 人民幣 41,379	80%	16%	Property development 物業開發
Beijing Kangbao Property Development Co., Ltd. 北京康堡房地產開發有限公司	PRC 2 August 2004 中國 二零零四年 八月二日	RMB10,000 人民幣 10,000	—	68.85%	Property development 物業開發

16. Interest in a Jointly Controlled Entity

16. 於一間合營公司之權益

Company	公司	2004 RMB'000 人民幣千元	2003 RMB'000 人民幣千元
Unlisted investment, at cost	非上市投資，按成本列示	22,500	22,500
Due from a jointly controlled entity	應收合營公司款項	157,990	167,635
		180,490	190,135

The balance with the jointly controlled entity is unsecured, interest-free and is repayable on demand.

合營公司之結餘為無抵押、免息及須於要求時償還。

16. Interest in a Jointly Controlled Entity

(Continued)

Particulars of the Company's jointly controlled entity as at 31 December 2004 are set out below:

Name of company 公司名稱	Place and date of incorporation/ establishment 註冊/成立 地點及日期	Registered and paid-up capital RMB'000 註冊及 繳足資本 人民幣千元	Attributable equity interest 應佔權益		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Shanghai Jufeng Property Development Co., Ltd. 上海巨峰房地產開發有限公司	PRC 4 June 2002 中國 二零零二年六月四日	50,000	45%	—	Property development 物業開發

16. 於一間合營公司之權益 (續)

於二零零四年十二月三十一日，本公司之合營公司詳情如下：

17. Interests in Associates

17. 於聯營公司之權益

		Group 集團		Company 公司	
		2004 RMB'000 人民幣千元	2003 RMB'000 人民幣千元	2004 RMB'000 人民幣千元	2003 RMB'000 人民幣千元
Share of net assets	應佔之淨資產	295,233	228,171	—	—
Unlisted investments, at cost	非上市投資，按成本列示	—	—	169,250	126,450
Goodwill on acquisition	收購產生之商譽	166	222	—	—
Negative goodwill on acquisition	收購產生之負商譽	(172)	(431)	—	—
Due from associates	應收聯營公司款項	231,184	77,436	79,684	76,600
Due to associates	應付聯營公司款項	(40,675)	—	(40,000)	—
		<u>485,736</u>	<u>305,398</u>	<u>208,934</u>	<u>203,050</u>

The balances with associates are unsecured, interest-free and are repayable on demand.

聯營公司之結餘為無抵押、免息及須於要求時償還。

17. Interests in Associates (Continued)

Particulars of the associates as at 31 December 2004, which were all limited companies established in the PRC, are as follows:

Name of company 公司名稱	Percentage of equity attributable to the Group 本集團應佔 權益比例	Principal activities 主營業務
Shanghai Furui Property Management Co., Ltd. 上海復瑞物業管理有限公司	49%	Property management 物業管理
Shanghai Puhua Property Development Co., Ltd. 上海浦華房地產有限公司	40%	Property development 物業開發
Shanghai Fuxin Property Development Co., Ltd. 上海復鑫房地產開發有限公司	50%	Property development 物業開發
Shanghai Jiefang Property Sales and Marketing Co., Ltd. 上海解放房地產營銷有限公司	29.97%	Property agency 物業中介
Nanjing Dahua Investment Development Co., Ltd. 南京大華投資發展有限公司	38%	Property development 物業開發
Shanghai Xincheng Property Management Co., Ltd. 上海馨城物業管理有限公司	20%	Property management 物業管理
Beijing Yuquanxincheng Property Development Co., Ltd. 北京玉泉新城房地產開發有限公司	30%	Property development 物業開發
Nanjing Dahua Residential Forest Construction Development Co., Ltd. 南京大華森林人居建設發展有限公司	34%	Property development 物業開發
Hubei Guangxia Property Development Co., Ltd. 湖北光霞房地產開發有限公司	19.78%	Property development 物業開發
Shanghai Jiefang Real Estate Marketing Co., Ltd. 上海解放不動產營銷有限公司	29.97%	Property agency 物業中介
Shanghai Jinfu Property Management Co., Ltd. 上海石化金復物業管理有限公司	40%	Property management 物業管理

17. 於聯營公司之權益(續)

於二零零四年十二月三十一日，聯營公司(均於中國成立之有限公司)之詳情如下：

18. Available-For-Sale Long Term Investments

18. 可供出售之長期投資

		Group 集團		Company 公司	
		2004 RMB'000 人民幣千元	2003 RMB'000 人民幣千元	2004 RMB'000 人民幣千元	2003 RMB'000 人民幣千元
Unlisted investments	非上市投資	250	837	250	837

19. Properties Under Development

19. 開發中物業

		Group 集團		Company 公司	
		2004 RMB'000 人民幣千元	2003 RMB'000 人民幣千元	2004 RMB'000 人民幣千元	2003 RMB'000 人民幣千元
Cost	成本	4,188,315	3,333,459	28,821	28,767
Add: Attributable profit on pre-sale of properties	加：預售物業應佔之溢利	769,430	384,873	—	—
Less: Deposits and progress instalments received	減：已收之按金及分期款項	(1,563,946)	(1,044,021)	—	—
		3,393,799	2,674,311	28,821	28,767
Portion classified as current assets	列作流動資產	(1,854,381)	(1,027,040)	—	—
		1,539,418	1,647,271	28,821	28,767

The Group's properties under development are situated in Shanghai, Wuhan, Nanjing and Beijing, the PRC. The Company's properties under development are situated in Shanghai, the PRC.

本集團開發中物業位於中國上海市、武漢市、南京市及北京市。本公司開發中物業位於中國上海市。

The Group's properties under development with a book value of approximately RMB1,016,109,000 (2003: RMB263,947,000) as at 31 December 2004 were pledged to banks to secure bank loans amounting to RMB563 million (2003: RMB190 million) as at 31 December 2004.

本集團開發中物業於二零零四年十二月三十一日之賬面值為人民幣1,016,109,000元（二零零三年：263,947,000元），已質押予銀行作為銀行貸款人民幣563,000,000元（二零零三年：190,000,000元）之抵押。

20. Trade Receivables

		Group 集團		Company 公司	
		2004 RMB'000 人民幣千元	2003 RMB'000 人民幣千元	2004 RMB'000 人民幣千元	2003 RMB'000 人民幣千元
Outstanding balances aged:	按賬齡分類之結餘：				
Within six months	六個月內	49,897	46,167	3,042	1,971
More than six months, but within one year	六個月至一年	553	123	—	—
		<u>50,450</u>	<u>46,290</u>	<u>3,042</u>	<u>1,971</u>

20. 應收賬款**21. Prepayments, Deposits and Other Receivables**

		Group 集團		Company 公司	
		2004 RMB'000 人民幣千元	2003 RMB'000 人民幣千元	2004 RMB'000 人民幣千元	2003 RMB'000 人民幣千元
Prepayments	預付款項	647,381	147,763	541,789	122,540
Deposits and other receivables	按金及其他應收款項	41,787	75,985	2,069	46,565
		<u>689,168</u>	<u>223,748</u>	<u>543,858</u>	<u>169,105</u>

21. 預付款項、按金及其他應收款項**22. Balances with the Holding Company, a Jointly Controlled Entity and Related Companies**

The balances with the holding company, a jointly controlled entity and related companies are unsecured, interest-free and are repayable on demand.

22. 控股公司、一間合營公司及關聯公司之結餘

控股公司、一間合營公司及關聯公司之結餘款項為無抵押、免息及須於要求時償還。

23. Interest-Bearing Loans and Borrowings

23. 計息借款

		Group		Company	
		集團		公司	
		2004	2003	2004	2003
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Bank loans:	銀行貸款：				
Unsecured	無抵押	260,000	1,081,800	—	460,000
Secured	抵押	563,000	190,000	—	—
		<u>823,000</u>	<u>1,271,800</u>	<u>—</u>	<u>460,000</u>
Other loans, unsecured	其他借款，無抵押	34,816	—	—	—
		<u>857,816</u>	<u>1,271,810</u>	<u>—</u>	<u>460,000</u>
Repayable:	須於以下期限償還：				
Within one year	一年內	717,816	953,000	—	460,000
In the second year	第二年	140,000	190,000	—	—
In the third to fifth years, inclusive	第三至第五年（包括首尾兩年）	—	128,800	—	—
		<u>857,816</u>	<u>1,271,800</u>	<u>—</u>	<u>460,000</u>
Portion classified as current liabilities	列作流動負債	(717,816)	(953,000)	—	(460,000)
		<u>140,000</u>	<u>318,800</u>	<u>—</u>	<u>—</u>

The bank loans bear interest at rates ranging from 4.94% to 6.14% (2003: from 4.78% to 5.49%) per annum. The other loans bear interest at a rate of 5% (2003: Nil) per annum.

As at 31 December 2004, bank loans amounting to RMB563 million (2003: RMB190 million) were secured on the Group's properties under development with a book value of approximately RMB1,016,109,000 (2003: RMB263,947,000) as at 31 December 2004.

銀行貸款之年利率為4.94厘至6.14厘（二零零三年：4.78厘至5.49厘）。其他貸款之年利率的5%（二零零三年：無）。

於二零零四年十二月三十一日，銀行貸款人民幣563,000,000元（二零零三年：人民幣190,000,000元）以本集團開發中物業作為抵押，該等開發中物業於二零零四年十二月三十一日之賬面值為人民幣1,016,109,000元（二零零三年：人民幣263,947,000元）。

24. Trade Payables

24. 應付賬款

		Group 集團		Company 公司	
		2004 RMB'000 人民幣千元	2003 RMB'000 人民幣千元	2004 RMB'000 人民幣千元	2003 RMB'000 人民幣千元
Outstanding balances aged:	按賬齡分類之餘額：				
Within six months	六個月內	605,872	870,133	20,469	86,834
More than six months, but within one year	六個月至一年	68,463	47,283	—	—
Over one year	一年以上	77,420	23,727	36,945	23,727
		<u>751,755</u>	<u>941,143</u>	<u>57,414</u>	<u>110,561</u>

25. Deferred Tax Liabilities

25. 遞延稅項負債

		Group 集團		Company 公司	
		2004 RMB'000 人民幣千元	2003 RMB'000 人民幣千元	2004 RMB'000 人民幣千元	2003 RMB'000 人民幣千元
Deferred tax liabilities arising from sales revenue recognised in the IFRS financial statements, but not taken up in the PRC statutory accounts:	遞延稅項負債： 在國際財務報告準則會計報表中確認之銷售收入（本集團之中國法定報表未予確認）：				
At beginning of year	年初	95,565	96,136	—	39,036
Increase/(decrease) during the year	本年增加／（減少）	126,544	(571)	—	(39,036)
At end of year	年末	222,109	95,565	—	—
Deferred tax assets arising from related costs and expenses in respect of the above sales revenue not taken up in the PRC statutory accounts:	遞延稅項資產： 與上述確認之銷售收入相關之成本及開支（本集團之中國法定報表未予確認）：				
At beginning of year	年初	33,242	23,069	—	12,293
Increase/(decrease) during the year	本年增加／（減少）	24,164	10,173	—	(12,293)
At end of year	年末	57,406	33,242	—	—
Net deferred tax liabilities	遞延稅項負債淨額	164,703	62,323	—	—

26. Share Capital

Group and Company

		2004 Number of shares '000 股份數目 千股	2003 Number of shares '000 股份數目 千股	2004 RMB'000 人民幣千元	2003 RMB'000 人民幣千元
Registered	已註冊	2,206,782	296,086	441,356	296,086
Issued and fully paid:	已發行並繳足：				
Domestic Shares of RMB1.00 each	每股面值人民幣 1.00 元之內資股	—	296,086	—	296,086
Domestic shares of RMB0.20 each	每股面值人民幣 0.20 元之內資股	1,473,768	—	294,753	—
H Shares of RMB0.20 each	每股面值人民幣 0.20 元之H股	733,014	—	146,603	—
		2,206,782	296,086	441,356	296,086

The Domestic Shares are not currently listed on any stock exchange.

The holders of ordinary shares are entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restriction.

The Company obtained an approval issued by the China Securities Regulatory Commission (the "CSRC") on 7 January 2004, approving the sub-division of 296,086,000 ordinary shares of a nominal value of RMB1.00 each into 1,480,430,000 ordinary shares of a nominal value of RMB0.20 each.

The above mentioned sub-division of shares was approved by the shareholders of the Company at the general meeting held on 8 January 2004.

The Company's H Shares were successfully listed on the Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 6 February 2004.

26. 股本

集團及公司

		2004 Number of shares '000 股份數目 千股	2003 Number of shares '000 股份數目 千股	2004 RMB'000 人民幣千元	2003 RMB'000 人民幣千元
Registered	已註冊	2,206,782	296,086	441,356	296,086
Issued and fully paid:	已發行並繳足：				
Domestic Shares of RMB1.00 each	每股面值人民幣 1.00 元之內資股	—	296,086	—	296,086
Domestic shares of RMB0.20 each	每股面值人民幣 0.20 元之內資股	1,473,768	—	294,753	—
H Shares of RMB0.20 each	每股面值人民幣 0.20 元之H股	733,014	—	146,603	—
		2,206,782	296,086	441,356	296,086

內資股尚未上市流通。

普通股股東有權領取本公司宣派之股利，並且普通股同股同權。

本公司於二零零四年一月七日取得中國證監會簽發之批復，批准將本公司296,086,000股每股面值人民幣1.00元之普通股拆細為1,480,430,000股每股面值人民幣0.20元之普通股。

本公司於二零零四年一月八日召開股東大會批准了上述股份拆細。

於二零零四年二月六日，本公司之H股股份在香港聯合交易所有限公司（「聯交所」）成功上市。

26. Share Capital (Continued)

Pursuant to the “Provisional Administrative Measures for the Reduction of Stated-owned Shares in Raising the Social Security Fund”, 6,661,935 Domestic Shares of the Company converted into 6,661,935 Sale H Shares, the sales proceeds of which should be remitted to the National Social Security Fund (the “NSSF”).

638,271,935 H Shares of the Company, which represented 631,610,000 New H Shares and 6,661,935 Sale H Shares, were listed on the Main Board of the Stock Exchange on 6 February 2004 and 94,741,500 additional New H Shares, issued upon exercise of an over-allotment option, were listed on the Main Board of the Stock Exchange on 19 February 2004. These H Shares with a nominal value of RMB0.20 each were issued to the public by way of Global Offering at a price of HK\$2.35 per share. After deducting net proceeds of approximately RMB15,548,000 from the sale of the 6,661,935 Sale H Shares, which have been remitted to the NSSF as explained above, and the share issue expenses of approximately RMB119,423,000, the Company raised net proceeds of approximately RMB1,697,812,000, of which issued capital amounted to RMB145,270,000 and capital reserve amounted to RMB1,552,542,000.

On 24 February 2005, the Company entered into the Share Placing Agreement with Morgan Stanley in connection with the Placing, pursuant to which, Morgan Stanley, being the sole Placing agent, has agreed to place an aggregate of 146,602,687 new H Shares in the capital of the Company to investors at HK\$2.82 per H Share. The Placing has been completed on 4 March 2005. The net proceeds raised from the Placing are approximately HK\$405.10 million, after deducting the commission and related expenses of the Placing.

26. 股本(續)

根據《減持國有股籌集社會保障資金管理暫行辦法》的規定，6,661,935股國有股存量股轉為H股並出售後所募集之資金應上繳全國社會保障基金。

於二零零四年二月六日，共計638,271,935股H股發行並在聯交所主板上市交易，其中包括新發行之631,610,000股H股新股和6,661,935股出售存量股。於二零零四年二月十九日，行使超額配股權而新增之94,741,500股H股新股在聯交所主板上市交易。該等H股新股每股面值人民幣0.20元，以每股港幣2.35元的價格向公眾全球發售。扣除前文所述應上繳全國社會保障基金之出售存量股6,661,935股所募集之資金約人民幣15,548,000元及發行開支約人民幣119,423,000元後，本公司實際募集資金淨額約為人民幣1,697,812,000元，其中已發行股本計人民幣145,270,000元，資本公積計人民幣1,552,542,000元。

根據本公司與摩根士丹利於二零零五年二月二十四日簽訂之股份配售協議，摩根士丹利作為獨家配售代理，同意按每股港幣2.82元之價格配售共計146,602,687股新H股予投資者。本次配售已於二零零五年三月四日完成。實際募集資金在扣除佣金及相關開支後之淨額約為港幣405,100,000元。

26. Share Capital (Continued)

The following table sets out the shareholding structure of the Company immediately following the Placing by Morgan Stanley on 4 March 2005:

Class of shares	股份類別	Number of shares 股份數目	Percentage of the Company's issued share capital 本公司發行 股本百分比
Domestic Shares	內資股	1,473,768,065	62.62%
H Shares	H 股	879,616,122	37.38%
Total	總計	2,353,384,187	100.00%

27. Reserves

Statutory surplus reserve

In accordance with the Company Law of the PRC, the Company, its subsidiaries and its jointly controlled entity are required to allocate 10% of their profit after tax to the statutory surplus reserve (the "SSR") until such reserve reaches 50% of the registered capital of the Company, its subsidiaries and its jointly controlled entity, respectively. Subject to certain restrictions set out in the Company Law of the PRC, part of the SSR may be converted to increase share capital, provided that the remaining balance after the capitalisation is not less than 25% of the registered capital.

26. 股本(續)

下表列示緊接由摩根士丹利於二零零五年三月四日代理之股份配售後本公司之持股架構：

27. 儲備

法定盈餘公積金

根據中國公司法，本公司、其附屬公司及合營公司須將其除稅後純利之10%轉撥至法定盈餘公積金，直至該儲備已達本公司、其附屬公司及合營公司註冊資本之50%。在符合載於中國公司法之若干規定下，部分法定盈餘公積金可轉增為股本，惟轉增後之法定盈餘公積金餘額不可低於註冊資本之25%。

27. Reserves (Continued)

Statutory public welfare fund

According to the Company Law of the PRC, the Company, its subsidiaries and its jointly controlled entity are required to transfer 5% to 10% of their profit after tax to the statutory public welfare fund (the "PWF") which is a non-distributable reserve other than in the event of liquidation of the Company, its subsidiaries and its jointly controlled entity. The fund must be used for capital expenditure on staff welfare facilities. Although such facilities are for staff use, they are owned by the Company, its subsidiaries and its jointly controlled entity.

When the PWF is utilised, an amount equal to the lower of the cost of the assets and the balance of the PWF is transferred from the PWF to the general surplus reserve (the "GSR"). The GSR is non-distributable other than in liquidation. On disposal of the relevant assets, the original transfers from the PWF are reversed.

Distributable reserves

In accordance with the Company Law of the PRC, profit after tax can be distributed as dividends after the transfers to the SSR and the PWF as set out above.

In accordance with the articles of association of the Company, the Company is required to distribute dividends based on the lower of the Company's profits determined under PRC GAAP and IFRS.

27. 儲備(續)

法定公益金

根據中國公司法，本公司、其附屬公司及合營公司須將其除稅後純利之5%至10%轉撥至其不供分派(但是本公司、其附屬公司及合營公司清盤則除外)之法定公益金內。法定公益金須作為員工福利設施之資本性開支之用。雖然該等設施供員工使用，但由本公司、其附屬公司及合營公司擁有。

當法定公益金被使用時，相等於資產成本和法定公益金餘額兩者較低之金額須從法定公益金轉撥至任意盈餘公積金。任意盈餘公積金除清算外，不可作分派用途。當相關資產被出售時，原從法定公益金轉撥至任意盈餘公積金之金額應予以沖回。

可供分派儲備

根據中國公司法，稅後溢利除如上文所述於轉撥至法定盈餘公積金及法定公益金後，可用於股息分派。

根據本公司之公司章程，本公司須根據中國會計準則及國際財務報告準則釐定之本公司溢利之較低者分派股息。

28. Financial Instruments

Financial risk management objectives and policies

The Group's exposure to market risk includes primary changes in interest rates. The Group does not hold or issue derivative financial instruments for trading purposes.

Interest rate risk

The Group's exposure to market risk for changes in interest rates relates primarily to the Group's interest-bearing bank loans and borrowings. The Group does not hedge its interest rate fluctuations.

Foreign currency risk

The Group operates in the PRC and its principal activities are transacted in RMB. Therefore, the Group's exposure to market risk relating to changes in foreign currency exchange rate is not significant.

Credit risk

Credit risk arising from the inability of a counterparty to meet the terms of the Group's financial instrument contracts is generally limited to the amounts, if any, by which the counterparty's obligations exceed the obligations of the Group. The Group does not have any significant credit risk as credit given to any individual or corporate entity is not significant.

Fair values

The fair values of the Group's financial instruments are not materially different from their carrying amounts. Fair value estimates are made at a specific point in time and are based on relevant market information and information about the financial instruments. These estimates are subjective in nature, involve uncertainties and matters of significant judgement and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

28. 金融工具

財務風險管理目標及政策

本集團受市場風險之影響，其中主要為利率之變動。本集團無因交易而擁有或發行衍生金融工具。

利率風險

本集團之市場風險主要來自本集團之計息借款之利率變動。本集團並無就利率浮動作出套期。

外幣風險

本集團在中國經營，而其主要業務以人民幣結算。因此，本集團受外幣匯率變動之市場風險並不重大。

信用風險

因交易對方未能履行本集團之金融工具合約條款而引致之信用風險通常僅限於交易對方義務超過本集團義務之數額(所有)。因本集團給予任何個人或法人之信用並不重大，故並無重大信用風險。

公允價值

本集團之金融工具之公允價值與其賬面值並無重大差異。公允價值乃根據金融工具有關之市場信息，於特定時點估計獲得。此估計乃基於主觀判斷，且對於重大判斷具有不確定性，故不能被準確地計量，任何假設之變化均可能對此估計產生重大影響。

28. Financial Instruments (Continued)

Credit risk exposures

The Group's maximum exposure to credit risk in the event that the counterparts fail to perform their obligations as at 31 December 2004 in relation to each class of recognised financial assets is the carrying amount of those assets as indicated in the consolidated balance sheets.

Significant concentrations of credit risk

Concentrations of credit risk exist when changes in economic, industrial or geographic factors similarly affect groups of counterparties whose aggregate credit exposure is significant in relation to the Group's total credit exposure. The Group sells its properties to a diversity of consumers, thereby mitigating any significant concentrations of credit risk.

28. 金融工具(續)

信用風險程度

本集團之最大信用風險乃於交易對方未能履行其於二零零四年十二月三十一日確認之各類別金融資產之承擔時，該等資產於綜合資產負債表中以賬面值列示。

重大集中信用風險

當由於經濟、工業或地區因素變動而對交易對方群體產生類似之影響，且其合計信用風險就本集團之全部信用風險而言乃屬重大，本集團集中信用風險便會出現。本集團通過銷售物業給多種客戶以降低重大集中信用風險。

29. Note to the Cash Flow Statement

Acquisition of subsidiaries

29. 綜合現金流量表附註

收購附屬公司

		2004	2003
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Net assets acquired:	所收購之資產淨值：		
Property and equipment	固定資產	543	2,027
Interest in an associate	於聯營公司之權益	—	240
Cash and cash equivalents	現金及現金等價物	29,865	7,187
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	8,145	961
Properties under development	開發中物業	91,180	463,786
Interest-bearing loans and borrowings	計息借款	—	(70,000)
Trade payables	應付賬款	—	(223,842)
Accrued liabilities and other payables	應計款項及其他應付款項	(83,025)	(37,514)
Amounts due to related companies	應付關聯公司款項	—	(130,000)
Minority interests	少數股東權益	(2,114)	(2,453)
		<u>44,594</u>	<u>10,392</u>
Goodwill on acquisition	收購產生之商譽	23,825	2,061
		<u>68,419</u>	<u>12,453</u>
Satisfied by:	以下列方式支付：		
Cash	現金	68,419	10,000
Interest in an associate	於聯營公司之權益	—	2,453
		<u>68,419</u>	<u>12,453</u>

29. Note to the Cash Flow Statement

(Continued)

An analysis of the net outflow of cash and cash equivalents in respect of the acquisition of subsidiaries is as follows:

		2004 RMB'000 人民幣千元	2003 RMB'000 人民幣千元
Cash consideration	現金對價	(68,419)	(10,000)
Cash and cash equivalents acquired	所收購之現金及現金等價物	29,865	7,187
Net outflow of cash and cash equivalents in respect of the acquisition of subsidiaries	收購附屬公司之現金及現金 等價物流出淨額	<u>(38,554)</u>	<u>(2,813)</u>

On 31 August 2004, the Company and Beijing Forte Huafang Property Development Co., Ltd. acquired interests of 80% and 20%, respectively, in Beijing Xidan Jiahui Property Development Co., Ltd. ("Xidan Jiahui") from Cambodian Jiayuan Dredging Development Co., Ltd. and Beijing Xidan Business District Construction Development Co., Ltd., two independent third parties. The considerations amounting to approximately RMB43,244,000 and RMB18,275,000, respectively, were paid to the above two independent third parties on the date of the acquisition.

On 30 September 2004, Beijing Forte Property Development Co., Ltd. acquired a total interest of 69% in Beijing Kangbao Property Development Co., Ltd. ("Beijing Kangbao") from two independent third parties. The considerations amounting to RMB4,900,000 and RMB2,000,000, respectively, were paid to the above two independent third parties on the date of the acquisition.

29. 綜合現金流量表附註(續)

就收購附屬公司之現金及現金等價物流出淨額分析：

		2004 RMB'000 人民幣千元	2003 RMB'000 人民幣千元
Cash consideration	現金對價	(68,419)	(10,000)
Cash and cash equivalents acquired	所收購之現金及現金等價物	29,865	7,187
Net outflow of cash and cash equivalents in respect of the acquisition of subsidiaries	收購附屬公司之現金及現金 等價物流出淨額	<u>(38,554)</u>	<u>(2,813)</u>

於二零零四年八月三十一日，本公司與北京復地華方房地產開發有限公司分別收購了柬埔寨王國佳運疏浚發展有限公司及北京市西單商業區建設開發公司(兩間獨立第三方公司)所持有之北京西單佳慧房地產開發有限公司(「西單佳慧」)80%和20%的股權。已於收購日支付給上述兩間獨立第三方公司之對價分別計人民幣43,244,000元和18,275,000元。

於二零零四年九月三十日，北京復地房地產開發有限公司向兩位獨立第三方個人收購了北京康堡房地產開發有限公司(「北京康堡」)共計69%的股權。已於購並日支付給上述兩位獨立第三方個人之對價分別計人民幣4,900,000元和人民幣2,000,000元。

30. Commitments

Capital commitments

		Group 集團		Company 公司	
		2004 RMB'000 人民幣千元	2003 RMB'000 人民幣千元	2004 RMB'000 人民幣千元	2003 RMB'000 人民幣千元
Capital commitments in respect of:	資本承擔：				
Land acquisition:	購買土地：				
Contracted, but not provided for	已訂約但未撥備	339,110	2,434,450	339,110	1,895,250
Properties under development:	開發中物業				
Contracted, but not provided for	已訂約但未撥備	588,165	126,007	—	—
		<u>927,275</u>	<u>2,560,457</u>	<u>339,110</u>	<u>1,895,250</u>

30. 承擔

資本承擔

Operating lease commitments

		Group 集團		Company 公司	
		2004 RMB'000 人民幣千元	2003 RMB'000 人民幣千元	2004 RMB'000 人民幣千元	2003 RMB'000 人民幣千元
Future minimum lease payments under non-cancellable operating leases for each of the following periods:	不可取消之經營租約須於未來下列期間內支付之最低租金：				
Within one year	一年內	12,204	7,050	2,139	4,278
In the second to fifth years, inclusive	第二至第五年（包括首尾兩年）	18,737	8,402	—	2,139
Over five years	五年以上	3,741	4,626	—	—
		<u>34,682</u>	<u>20,078</u>	<u>2,139</u>	<u>6,417</u>

經營租賃承擔

31. Contingent Liabilities

As at 31 December 2004, the Group and the Company provided guarantees of approximately RMB1,468,945,200 (2003: RMB889,040,700) and RMB58,273,000 (2003: RMB92,435,000), respectively, in favour of their customers in respect of mortgage loans provided by banks to such customers for their purchases of the Group's developed properties where the underlying real estate certificates can only be provided to the banks on a time delayed manner due to administrative procedures in the PRC. These guarantees provided by the Group and the Company will be released when the customers pledge their real estate certificates as securities to the banks for the mortgage loans granted by the banks.

As at 31 December 2004, the Company guaranteed banking facilities of its subsidiaries of RMB450,000,000 (2003: RMB468,800,000).

32. Related Party Transactions

The Group had the following material transactions with related parties:

Name of related parties 關聯方名稱	Nature of transactions 交易性質	2004 RMB'000 人民幣千元	2003 RMB'000 人民幣千元
Recurring transactions 持續性交易			
Shanghai Fosun Industrial Co., Ltd. (notes b, c & d) 上海復星實業股份有限公司 (附註 b, c 及 d)	Operating lease in respect of office buildings let by the Company from the related company 由本公司向關聯公司租用辦公樓宇之經營租賃	4,781	4,278

31. 或然負債

於二零零四年十二月三十一日，本集團及本公司就對購買本集團之已開發物業而辦理按揭貸款之客戶提供銀行擔保，產生之或有負債分別約計人民幣1,468,945,200元（二零零三年：人民幣889,040,700元）及人民幣58,273,000元（二零零三年：人民幣92,435,000元），而由於在中國辦理相關手續之滯後性致使銀行會稍遲取得相關之房地產權證。本集團及本公司向銀行提供之該等擔保，將於客戶向銀行質押其房地產權證作為相關按揭貸款之抵押後解除。

於二零零四年十二月三十一日，本公司就其附屬公司之銀行融資約人民幣450,000,000元（二零零三年：人民幣468,800,000元）提供擔保。

32. 關聯方交易

本集團與關聯方進行之重大交易如下所列：

32. Related Party Transactions (Continued)

32. 關聯方交易 (續)

Name of related parties 關聯方名稱	Nature of transactions 交易性質	2004 RMB'000 人民幣千元	2003 RMB'000 人民幣千元
<i>Recurring transactions (Continued)</i> 持續性交易 (續)			
Shanghai Zhong Hang Bie Ye Technology Development Co., Ltd. (notes b & c) 上海中行別業科技發展 有限公司 (附註 b 及 c)	Operating lease in respect of office buildings let by a subsidiary from the related company 由一間附屬公司向 關聯公司租用之辦公 樓宇之經營租賃	1,397	454
Shanghai Furui Property Management Co., Ltd. (notes b & c) 上海復瑞物業管理 有限公司 (附註 b 及 c)	Property management services provided by the related company 由關聯公司提供之 物業管理服務	4,420	2,690
Shanghai Fuxin Property Development Co., Ltd. (note b) 上海復鑫房地產開發 有限公司 (附註 b)	Sales agency services provided to the related company 向關聯公司提供之 銷售中介服務	—	2,878
Shanghai Fuxin Property Development Co., Ltd. (note b) 上海復鑫房地產開發 有限公司 (附註 b)	Construction supervisory services provided to the related company 向關聯公司提供之 建築工程監理服務	—	410
Shanghai Xingye Investment Development Co., Ltd. (notes b & e) 上海興業投資發展 有限公司 (附註 b 及 e)	Sales agency services provided to the related company 向關聯公司提供之 銷售中介服務	21,446	—

32. Related Party Transactions (Continued)

32. 關聯方交易 (續)

Name of related parties 關聯方名稱	Nature of transactions 交易性質	2004 RMB'000 人民幣千元	2003 RMB'000 人民幣千元
Non-recurring transactions 非持續性交易			
Shanghai Yitong Advertising Co., Ltd. (notes b & f) 上海一統廣告商務 發展有限公司 (附註 b 及 f)	Advertising services provided by the related company 由關聯公司提供之廣告服務	648	5,067
Shanghai Fosun High Technology (Group) Co., Ltd. (note a) 復星高科技 (附註 a)	Bank loans guaranteed by the related company 由關聯公司擔保之銀行貸款	—	583,000
Shanghai Fosun Investment Co., Ltd. (note b) 上海復星產業投資有限公司 (附註 b)	Bank loans guaranteed by the related company 由關聯公司擔保之銀行貸款	—	30,000

Notes:

- (a) Fosun High Technology is the holding company of the Company.
- (b) Shanghai Fosun Industrial Co., Ltd. ("SFIC"), Shanghai Zhong Hang Bie Ye Technology Development Co., Ltd., Shanghai Yitong Advertising Co., Ltd. ("SYAC"), Shanghai Xingye Investment Development Co., Ltd. and Shanghai Fosun Investment Co., Ltd. are subsidiaries of Fosun High Technology, the holding company of the Company. Shanghai Fuxin Property Development Co., Ltd. ("Fuxin Property") and Shanghai Furui Property Management Co., Ltd. ("Furui") are associates of the Company.

附註：

- (a) 復星高科技為本公司之控股公司。
- (b) 上海復星實業股份有限公司(「復星實業」)、上海中行別業科技發展有限公司、上海一統廣告商務發展有限公司(「上海一統」)、上海興業投資發展有限公司和上海復星產業投資有限公司為復星高科技之附屬公司。上海復星房地產開發有限公司及上海復瑞物業管理有限公司為本公司之聯營公司。

32. Related Party Transactions (Continued)

- (c) The directors consider that the fees for property management services and rentals for office buildings paid to related companies were determined based on prices available to third party clients of the related companies.

- (d) On 1 July 2002, the Company was relocated to a new office building owned by SFIC and thereafter ceased to lease the office buildings from Shanghai Zhong Hang Bie Ye Technology Development Co., Ltd..

On 18 November 2004, the Company and SFIC terminated the original office tenancy agreement and entered into a new office tenancy agreement to lease the property located at levels 5-7, Fuxing Business Building, 2 Fuxing Road East, Shanghai 200010, the PRC with a total floor area of 5,125.05 sq.m.. Under the new office tenancy agreement, SFIC agreed to let the office premises, which is the current principal place of business of the Company in Shanghai, to the Company for a term of three years commencing from 1 November 2004.

- (e) The directors consider that the fees for sales agency services provided to the related companies were determined based on prices available to third party clients.
- (f) From 1 January 2000 to 31 December 2003, the Group engaged SYAC for the provision of advertising consultancy services to the Group whenever advertising consultancy services were required for the Group's property development projects. The relevant contracts were entered into between the Company or its subsidiaries and SYAC on a project-by-project basis. SYAC received a fixed sum, as determined by both parties on an arm's length basis, under the respective advertising consultancy agreements for the services rendered.

On 18 October 2002, the Company entered into a new advertising agency agreement with SYAC for a term of three years commencing on 18 October 2002 (the "Advertising Agency Agreement"). The Company may terminate the Advertising Agency Agreement by giving SYAC a 30-day written notice.

32. 關聯方交易 (續)

- (c) 董事認為，支付予關聯公司之物業管理服務費及辦公室樓宇之租金乃根據關聯公司給予第三方客戶之價格釐定。

- (d) 於二零零二年七月一日，本公司遷往復星實業擁有之新辦公樓宇，並在其後終止向上海中行別業科技發展有限公司租賃辦公樓宇。

於二零零四年十一月十八日，本公司和復星實業終止了原有之辦公樓宇租賃協議，並簽署了關於租賃座落於中國上海市復興東路2號復興商務大廈5至7樓（郵編：200011）總面積為5,125.05平方米之新協議。上述辦公樓宇為本公司目前在上海之主要辦公場所，根據新協議，復星實業同意將上述辦公樓宇自二零零四年十一月一日起出租予本公司，租期三年。

- (e) 董事認為，提供予關聯公司之銷售中介服務之費用乃根據給予第三方客戶之價格釐定。

- (f) 由二零零零年一月一日至二零零三年十二月三十一日，本集團委聘上海一統提供廣告顧問服務，隨時為本集團之物業開發項目提供廣告顧問服務。本公司或其附屬公司與上海一統按個別項目基準訂立有關合同。上海一統根據各項廣告顧問協議，就所提供之服務收取定額費用，費用金額由訂約方按公平基準釐定。

於二零零二年十月十八日，本公司與上海一統訂立了一項新廣告代理協議（「廣告代理協議」），由二零零二年十月十八日起，為期三年。本公司可向上海一統發出三十天之書面通知，終止該廣告代理協議。

32. Related Party Transactions (Continued)

(f) (Continued)

Pursuant to the Advertising Agency Agreement, the Company engaged SYAC as a non-exclusive advertising agent for the Group to procure advertising spaces from the media for the Group's property development projects. The principal terms of the Advertising Agency Agreement are summarised below:

The Company or its subsidiaries may purchase the required advertising spaces through SYAC on the bases that:

- (i) the Company or its subsidiaries shall obtain quotes from at least one independent third party advertising agent for reference at the same time when they request SYAC to provide quotes in respect of the purchase of the required advertising space; and
- (ii) the quotes given by SYAC shall not be less favourable than those provided by any independent third party advertising agents.

The Company and its subsidiaries are not obliged to purchase any advertising space through SYAC if the terms offered by SYAC are less favourable than those offered by third parties. However, the Company or its subsidiaries will give priority to SYAC if the quotes provided by SYAC and those provided by any independent third parties are the same or are very similar.

The Group set up a new wholly-owned subsidiary, SRAC, with a registered capital of RMB1 million in January 2004. Subsequent to the establishment of SRAC, the Group ceased to engage SYAC for the provision of advertising services as the advertising services are conducted by SRAC.

(g) A deed of tax indemnity was entered into between the Company and Fosun High Technology, the holding company of the Company whereby Fosun High Technology undertakes to indemnify the Group in respect of certain LAT payable in consequence of the disposal of the Group's properties at capital value as at 30 November 2003.

In the opinion of the directors, all the transactions above were conducted in the normal course of the Group's business.

32. 關聯方交易 (續)

(f) (續)

根據該廣告代理協議，本公司委聘上海一統為本集團之非專有權廣告代理，負責為本集團之物業開發項目物色媒體廣告位。該廣告代理協議之主要條款概述如下：

本公司或其附屬公司按下列基準透過上海一統購買所需廣告位：

- (i) 本公司或其附屬公司於要求上海一統提供購買廣告位之報價時，須同時向至少一名獨立第三方廣告代理索取報價，以作參考；及
- (ii) 上海一統提供之報價須不高於任何獨立第三方廣告代理所提供之報價。

倘上海一統之條款遜於第三方提供之條款，本公司及其附屬公司毋須一定通過上海一統購買任何廣告位。然而，倘上海一統提供之報價與獨立第三方所提供之相同或非常相若，本公司或其附屬公司將優先委聘上海一統。

於二零零四年一月，本集團成立了一家新全資附屬公司策源廣告，註冊資本為人民幣1,000,000元。自策源廣告成立之日起，本集團終止委聘上海一統提供廣告服務，改由策源廣告負責。

(g) 復星高科技，本公司之控股股東與本公司訂立一項稅務彌償保證契據，據此，復星高科技承諾就出售本集團於二零零三年十一月三十日之物業產生的若干應付土地增值稅向本集團作出彌償。

董事認為，上述所有交易均是按照本集團之正常商業條款進行。

33. Post Balance Sheet Events

- (1) On 24 January 2005, the Company entered into a Share Transfer Agreement with Shanghai Ding Fa Property Development Co., Ltd. and other individual shareholders in respect of the acquisition of totally 60% equity interests in Shanghai Ding Feng Property Development Co., Ltd. for a total consideration of RMB36 million. The directors have confirmed that the agreement was entered into on normal commercial terms and in the interest of the shareholders of the Company as a whole.
- (2) On 24 February 2005, the Company entered into the Share Placing Agreement with Morgan Stanley in connection with the Placing, pursuant to which, Morgan Stanley, being the sole Placing agent, has agreed to place an aggregate of 146,602,687 new H Shares in the capital of the Company to investors at HK\$2.82 per H Share. The Placing Shares represented approximately 20% and 6.64% respectively of the existing H Shares in issue and the share capital of the Company prior to the Placing and approximately 16.67% and 6.23% respectively of the H Shares in issue and the share capital of the Company as enlarged by the issue of the Placing Shares.

On 4 March 2005, the Company's new H Shares were successfully listed on the Main Board of the Stock Exchange. The net proceeds raised from the Placing are amounted to approximately HK\$405.10 million, after deducting the commission and related expenses of the Placing.

- (3) On 28 February 2005, the Company entered into a New Site Land Use Rights Transfer Contract with the Wuxi State-owned Land Administration Bureau in respect of the acquisition of a parcel of land in Wuxi, Jiangsu Province, the PRC, with a site area of approximately 63,775.5 sq.m, for a consideration of RMB70,790,000. The directors have confirmed that the agreement was entered into on normal commercial terms and in the interest of the shareholders of the Company as a whole.

34. Approval of the Financial Statements

The financial statements were approved and authorised for issue by the board of directors on 29 March 2005.

33. 結算日後事項

- (1) 於二零零五年一月二十四日，本公司與上海定發房地產開發經營有限公司及其他個人投資者簽訂股權轉讓合同，以人民幣36,000,000.00元的價格購買其合計持有之上海鼎奮房地產開發經營有限公司60%之股權。本公司董事會確認該等股權轉讓合同按正常商業條款執行，並符合全體股東之利益。
- (2) 根據本公司與摩根士丹利於二零零五年二月二十四日簽訂之一份股份配售協議，摩根士丹利作為獨家配售代理，同意按每股港幣2.82元之價格配售共計146,602,687股新H股（「配售股份」）予投資者。配售股份佔本公司配售前已發行H股及已發行股本之比例分別約為20%及6.64%，及佔本公司發行配售股份而擴大後之已發行H股及已發行股本之比例分別約為16.67%及6.23%。

於二零零五年三月四日，本公司之新H股已成功在聯交所主板上市。本次配售實際募集資金在扣除佣金及相關開支後之淨額約為港幣405,100,000元。

- (3) 於二零零五年二月二十八日，本公司與無錫市國有土地管理局簽訂新土地使用權出讓合同，以人民幣70,790,000元之對價購買位於中國江蘇省無錫市一面積為63,775.5平方米之地塊。本公司董事會認為該等協議按正常商業條款訂立並符合本公司全體股東之利益。

34. 批准財務報表

財務報表已於二零零五年三月二十九日獲董事會批准及授權發出。