

1. BASIS OF PREPARATION

a) GENERAL

The Company was incorporated in the Cayman Islands on 4 April 2001 as an exempted company with limited liability under the Companies Law of the Cayman Islands.

The principal activity of the Company is investment holding. The principal activities of the Company's subsidiaries have not changed during the year and involve the operation of a chain of Chinese restaurants and food manufacturing in Hong Kong. The principal activities of the subsidiaries are set out in note 14 to the financial statements.

In the opinion of the directors, Hon Po Holdings Limited ("Hon Po Holdings"), a company incorporated in Hong Kong, is the Company's ultimate holding company.

b) PRINCIPAL ACTIVITIES

The Company is an investment holding company. Its subsidiaries are principally engaged in the operation of a chain of Chinese restaurants and food manufacturing in Hong Kong.

c) GOING CONCERN BASIS

In preparing the financial statements, the directors of the Company have given careful consideration to the future liquidity of the Group in light of the Group's net liabilities of HK\$35,585,000 at 31 December 2004 and net loss of HK\$39,988,000 for the year then ended.

1. 編製基準

a) 一般資料

本公司於二零零一年四月四日根據開曼群島公司法於開曼群島註冊成立為受豁免之有限公司。

本公司之主要業務為投資控股。本公司附屬公司之主要業務於年內並無變動，並於香港經營連鎖中式酒樓及食品加工。附屬公司之主要業務載於財務報表附註14。

董事認為，於香港註冊成立之漢寶控股有限公司（「漢寶控股」）乃本公司之最終控股公司。

b) 主要業務

本公司為一間投資控股公司。本公司附屬公司之主要業務為於香港經營連鎖中式酒樓及食品加工。

c) 持續經營基準

於編製財務報表時，本公司董事對本集團之未來流動資金作出審慎考慮時，已計及本集團於二零零四年十二月三十一日之負債淨額35,585,000港元及截至該日止年度之虧損淨額39,988,000港元。

1. BASIS OF PREPARATION (continued)

c) GOING CONCERN BASIS (continued)

Subsequent to the balance sheet date, on 3 February 2005, the Company raised general working capital approximately of HK\$7,600,000 by issue of 126,000,000 new shares, and on 7 February 2005, the Company has entered into a conditional placing agreement with the placing agent to place convertible notes with an aggregate maximum principal amount of HK\$40,000,000 to independent individual investors as detailed in note 27 (ii) to the financial statements. The aggregate net proceeds from the placing of the convertible notes will be used as general working capital for the Group.

In light of the above, the directors of the Company have prepared the financial statements on a going concern basis that the Group would be able to meet its debts as and when they fall due and will have sufficient working capital to carry on its business for the foreseeable future.

Should the Group be unable to continue its business as a going concern, adjustments would have been made to restate the value of assets to their recoverable amounts, to provide for any further liabilities which might arise, including those contingent liabilities as set out in note 26 to the financial statements, and to reclassify non-current assets and liabilities as current assets and liabilities respectively. The effect of these potential adjustments has not been reflected in these financial statements.

1. 編製基準 (續)

c) 持續基準 (續)

結算日後，於二零零五年二月三日，本公司透過發行126,000,000股新股份，籌集一般營運資金約7,600,000港元。於二零零五年二月七日，本公司與配售代理訂立一項有條件之配售協議，向獨立個人投資者配售本金額最高合共40,000,000港元之可換股票據（詳情載於財務報表附註27(ii)）。配售可換股票據所得款項淨額將用作本集團之一般營運資金。

有鑑於此，本公司董事採納持續經營基準編製財務報表，而本集團將有能力於債務到期時償債，且具備充裕之營運資金應付其可見將來之業務所需。

如本集團未能以持續經營基準繼續其業務，將會分別把資產值重列於其可收回金額，並提供任何進一步可產生之負債，包括列於財務報表附註26之或然負債，及重新把非流動資產及負債分類為流動資產及負債之調整。該潛在調整之影響仍未於本財務報表中反映。

1. BASIS OF PREPARATION (continued)

d) BASIS OF CONSOLIDATION

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 31 December.

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

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

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 goodwill or capital reserve which was not previously charged or recognised in the consolidated income statement. Minority interests represent the interests of outside shareholders in the operating results and net assets of subsidiaries.

2. PRINCIPAL ACCOUNTING POLICIES

The financial statements have been prepared in accordance with generally accepted accounting principles in Hong Kong and comply with Statements of Standard Accounting Practice issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and the disclosure requirements of the Hong Kong Companies Ordinance. The financial statements are prepared under the historical cost convention. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. A summary of the principal accounting policies adopted by the Group is set out below.

1. 編製基準 (續)

d) 綜合基準

綜合財務報表包括本公司及其附屬公司截至十二月三十一日止之財務報表。

於年內收購或出售之附屬公司業績自收購生效日或截至出售生效日止 (如適用) 已載入綜合收益表內。

所有本集團公司間之重大交易及結餘已於綜合賬目時對銷。

出售附屬公司時之盈虧指出售所得款項與本集團分佔其資產淨值連同之前未於綜合收益表內扣除或確認之任何商譽或資本儲備之差額。少數股東權益指外間股東於附屬公司之經營業績及資產淨值所佔權益。

2. 主要會計政策

此財務報表乃根據香港公認會計原則及遵守香港會計師公會 (「香港會計師公會」) 頒佈之會計實務準則以及香港公司條例之披露規定而編製。編製財務報表是以原值成本為計量基準。該等財務報表亦遵照香港聯合交易所有限公司證券上市規則適用之披露條文。本集團採用之主要會計政策概述如下。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

IMPACT OF RECENTLY ISSUED HONG KONG FINANCIAL REPORTING ACCOUNTING STANDARDS (“HKFRSs”)

HKICPA has issued a number of new Hong Kong Financial Reporting Standards and Hong Kong Accounting Standards, herein collectively referred to as the new HKFRSs, which are generally effective for accounting periods beginning on or after 1 January 2005. The Group has not early adopted these new HKFRSs in preparing the financial statements for the year ended 31 December 2004. The Group has already commenced 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.

a) REVENUE RECOGNITION

- i) Revenue from restaurant operations is recognised when catering services are provided to customers;
- ii) Revenue income under operating leases is recognised on the straight-line basis over the lease terms;
- iii) Interest income is recognised on a time proportion basis, taking into account the principal amounts outstanding and the interest rates applicable; and
- iv) Handling charges and sundry income are recognised when services are rendered.

2. 主要會計政策 (續)

最近頒佈之香港財務申報準則(「香港財務申報準則」)之影響

香港會計師公會已頒佈多項全新香港財務申報準則及香港會計準則(統稱「新香港財務申報準則」),並於二零零五年一月一日或之後開始之會計期間全面生效。本集團並無於編製截至二零零四年十二月三十一日止年度之財務報表時提早採納該等新香港財務申報準則。本集團已開始評估該等新香港財務申報準則之影響,惟未能說明該等新香港財務申報準則是否會對其經營業績及財務狀況構成重大影響。

a) 收益確認

- i) 酒樓業務之收益於提供膳食供應服務予顧客時確認;
- ii) 營運租約下之收入按租約期間以直線法基準予以確認;
- iii) 利息收入按時間比例基準根據未償還本金及適用利率確認;及
- iv) 管理費及雜費收入於提供服務時確認。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

b) NEGATIVE GOODWILL

Negative goodwill arising on the acquisition of businesses represents the excess of 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 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.

To the extent that negative goodwill 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 values of the acquired non-monetary assets is recognised as income immediately.

On disposal of businesses, 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 and any relevant reserves as appropriate.

2. 主要會計政策 (續)

b) 負商譽

收購業務所產生之負商譽指收購日本集團所佔相關可識辨資產及負債之公平值超過收購成本之數額。

有關於收購計劃中可識辨將來虧損及支出的預計之負商譽而該虧損數額能可靠地計算(但並非指收購日可識辨之負債),此部份之負商譽將於將來虧損及支出被確認時被確認為收益表之收入。

而該些在收購日與將來可識辨及預計虧損及支出無關的負商譽則在收益表中以系統基準按已收購折舊／攤銷之資產的剩餘平均可用年期確認。任何超出已收購非貨幣資產公平值的負商譽數額即被確認為收入。

於出售業務時,該出售所得之收益及虧損參考於出售日資產淨值計算,包括未於收益表中確認之負商譽金額及任何相關儲備(如適用)。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

c) PROPERTY, PLANT AND EQUIPMENT AND DEPRECIATION

Property, plant and equipment are stated at cost or valuation, being their open market value for existing use at the date of revaluation less accumulated depreciation and 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 the assets put into operation, such as repairs and maintenance, is normally charged to the income statement in period in which it is incurred.

Changes in the values of land and buildings other than investment properties, are dealt with as movements in the property revaluation reserve. When a deficit arises on revaluation, it will be charged to the income statement, if and to the extent that it exceeds the amount held in the reserve in respect of that same asset. On disposal of a revalued asset, the relevant portion of the revaluation reserve realised in respect of the previous valuations is transferred to the income statement.

Depreciation is calculated on the straight-line basis to write off the cost or valuation of each asset over its estimated useful life. The annual rates are as follows:

Leasehold land	Over the lease terms
Buildings	2.5% or over the lease terms, whichever the shorter
Leasehold improvements	15% or over the lease terms, whichever is the shorter
Furniture and fixtures	15%
Plant and equipment	15%
Motor vehicles	25%

2. 主要會計政策 (續)

c) 物業、廠房及設備以及折舊

物業、廠房及設備以成本或估值(即重估日期現時用途下之公開市值減累計折舊及減值虧損)列賬。資產之成本包括購買價及將資產達致運作狀況及地點作擬定用途之任何直接成本。資產投產後產生之支出(如維修保養費)一般於產生期間自收益表扣除。

土地及樓宇(投資物業除外)之價值變動以物業重估儲備變動處理。倘在重估時產生虧絀,則在該等虧絀超逾儲備內列於同一資產項下的款項的情況下,在收益表內扣除。出售重估資產時,就先前估值之重估儲備變賣之相關部份將轉為至收益表內。

折舊乃以直線法按估計可使用年期撇銷資產成本及估值。年率如下:

租賃土地	按租期
樓宇	2.5%或按租期 (以較短者為準)
租賃物業裝修	15%或按租期 (以較短者為準)
傢俬及裝置	15%
廠房及設備	15%
汽車	25%

2. PRINCIPAL ACCOUNTING POLICIES (continued)

c) PROPERTY, PLANT AND EQUIPMENT AND DEPRECIATION (continued)

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

d) 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 with rental income being negotiated at arm's length.

Investment properties are stated at their estimated open market value as determined by the directors at the balance sheet date. Investment properties are not depreciated except where the unexpired term of the lease is 20 years or less in which case depreciation is provided on the carrying amount over the remaining term of the lease.

2. 主要會計政策 (續)

c) 物業、廠房及設備以及折舊 (續)

出售物業、廠房及設備時在收益表內確認之收益或虧損，乃有關資產之銷售所得金額淨額與賬面值兩者之差額。

d) 投資物業

投資物業乃指工程及發展經已完成之土地及樓宇之權益，並因其具備投資潛力而持有，而租賃收入則在公平原則下磋商。

投資物業按董事於結算日釐定之估計公開市值列賬。除尚餘年期為二十年或以下賬面值按其各自剩餘之租期就折舊計提準備外，投資物業不作折舊。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

d) INVESTMENT PROPERTIES (continued)

Changes in the value of investment properties is treated as movements in an investment property revaluation reserve, unless the total of this reserve is insufficient to cover a deficit on a portfolio basis, in which case the amount by which the deficit exceeds the total amount in the investment property revaluation reserve is charged to the income statement. Where a deficit has previously been charged to the income statement and a revaluation surplus subsequently arises, this surplus is credited to the income statement to the extent of the deficit previously charged. 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 income statement.

e) ASSETS UNDER LEASES

i) Finance leases

Leases that substantially transfer to the Group all the rewards and risks of ownership of assets are accounted for as finance leases. Finance leases are capitalised at the inception of the lease at the lower of the fair value of the leased assets or the present value of the minimum lease payments. Each lease payment is allocated between the capital and finance charges so as to achieve a constant rate on all the capital balances outstanding. The corresponding rental obligations, net of finance charges, are including in long-term liabilities. The finance charges are charged to the income statement over the lease periods. Assets held under finance leases are depreciated over the shorter of their estimated useful life or the lease periods.

2. 主要會計政策 (續)

d) 投資物業 (續)

投資物業價值之變動以投資物業重估儲備之變動處理。惟此儲備之總值不足以按投資組合之基準抵銷虧絀者除外，在此情況下，虧絀超出投資物業重估儲備總額之金額乃於收益表中扣除。倘一項虧絀先前於收益表中扣除而一項重估盈餘於其後產生，此項盈餘限於先前扣除虧絀於收益表中入賬。於出售一項投資物業後，因先前重估而變現之重估儲備有關部分，乃由投資物業重估儲備中撥回收益表。

e) 租賃資產

(i) 融資租約

凡將資產擁有權之所有風險與回報實際上轉歸本集團之租約均屬融資租約。融資租約乃於租約開始時以租賃資產之公平值或最低租金之現值（以較低者為準）撥作資本。租金款額已分配予資本及融資費用，致使尚未償還資本餘額之固定扣除比率一致。有關之租金承擔減融資費用於長期負債列賬。融資費用乃按租賃期限於收益表扣除。按融資租約持有之資產之折舊乃按彼等各自之估計可使用年期或租期（以較短者為準）計算。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

e) ASSETS UNDER LEASES (continued)

ii) Operating leases

Leases where substantially all the rewards and risk of ownership remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets and rentals receivable under the operating leases are credited to the income statements on the straight-line basis over the lease terms. Where the Group is the lessee, the rentals payable under the operating leases are charged to the income statement on the straight-line basis over the lease terms.

f) OTHER ASSETS

Other assets represent utensils, linen and uniforms. No depreciation is provided on the initial purchase of utensils, linen and uniforms which are capitalised at cost. The cost of subsequent replacement of these items is charged directly to the income statement in the year in which such expenditure is incurred.

g) IMPAIRMENT OF ASSETS

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

- property, plant and equipment; and
- investments in subsidiaries.

An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount.

2. 主要會計政策 (續)

e) 租賃資產 (續)

(ii) 經營租約

出租人保留擁有權之絕大部份回報及風險之租約為經營租約。倘本集團為出租人，本集團根據經營租約出租之資產列為非流動資產，而經營租約應收租金按租期以直線法計入收益表。倘本集團為承租人，經營租約應付租金按租期以直線法於收益表中扣除。

f) 其他資產

其他資產指廚房器具、桌布及制服。並無就初次採購之廚房器具、桌布及制服(按成本撥充資本)之折舊撥備。其後替換此等物品之成本乃直接於支出產生年度之收益表扣除。

g) 資產減值

於每個結算日會審核內部及外間資料，以識別下列資產是否已出現減值或之前已確認之減值是否已不存在或減少：

- 物業、廠房及設備；及
- 附屬公司投資。

倘資產之賬面值超越其可收回金額時，減值虧損會被確認。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

g) IMPAIRMENT OF ASSETS (continued)

i) Calculation of recoverable amount

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

ii) Reversals of impairment losses

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

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

2. 主要會計政策 (續)

g) 資產減值 (續)

i) 計算可收回金額

資產的可收回金額為其銷售淨價及其使用價值兩者中之較高者。評估使用價值時，是以除稅前之折扣率計算預計未來之現金流量的現值，而該折扣率反映當時市場對金錢價值之評估及該項資產的特有風險。如某類資產產生之現金流量不能獨立於其他資產所產生之現金流量，可收回金額按最細資產組合所產生之獨立現金流量計算（即產生現金之單元）。

ii) 減值虧損轉回

除商譽外之資產，只有在確定可收回金額中所使用的估計有所改變時，減值虧損會被轉回。只有當虧損是由一特別外來事件引起而預期該事件之特殊性質不會再次出現，及增加之可收回金額清楚地跟轉回該特別事件之影響有關時，有關商譽之減值虧損可被轉回。

減值虧損之轉回限於往年度沒有確認減值虧損時的資產賬面值。減值虧損之轉回於確認轉回當年計入收益表。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

h) SUBSIDIARIES

A subsidiary is an enterprise in which the Company, directly or indirectly, holds more than half of the issued share capital or controls more than half of the voting power, or where the Company controls the composition of its board of directors or equivalent governing body.

Investments in subsidiaries are included in the Company's balance sheet at cost less any identified impairment loss. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

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

i) RELATED PARTIES

Two 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.

j) INVENTORIES

Inventories, representing food and beverages, are stated at the lower of cost and net realisable value after making due allowance for any obsolete or slow-moving items. Cost, calculated on a first-in, first-out basis, comprises all costs of purchases, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

2. 主要會計政策 (續)

h) 附屬公司

附屬公司乃本公司直接或間接持有或控制其過半數已發行股本或投票權之公司，或本公司控制其董事會或等同監管組織組成之公司。

於附屬公司之投資乃按成本值扣減任何已辨悉減值虧損而計入本公司之資產負債表內。附屬公司之業績按已收及應收股息作基準計入本公司賬目內。

集團內之結餘及交易及任何因集團內交易而產生之未變現溢利乃於編製綜合財務報表時全數對銷。因集團內交易而產生之未變現虧損乃以未變現收益同等方式對銷，惟僅限於無證據顯示減值之部份。

i) 關連人士

倘一方可直接或間接控制另一方或可對另一方之財務及營運決策發揮重大影響，則雙方均會被當作關連人士。或雙方受到共同控制或重大影響，則雙方均被視為有關連。

j) 存貨

存貨指食品及飲料，於扣除過時或滯銷物品之金額後按成本及可變現淨值兩者之較低者入賬。成本按先入先出基準計算，包括所有採購成本、轉型成本及將存貨運至其現有地點及狀況之其他成本。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

k) ACCOUNTS RECEIVABLE

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

l) CASH EQUIVALENTS

Cash equivalents are short-term, highly liquid investments which are readily convertible into known amounts of cash without notice and which were within three months of maturity when acquired. Cash equivalents include investments and advances denominated in foreign currencies provided that they fulfil the above criteria.

For the purposes of the cash flow statement, cash equivalents would also include bank overdrafts and advances from banks repayable within three months from the date of the advance.

m) PROVISIONS AND CONTINGENT LIABILITIES

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

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

2. 主要會計政策 (續)

k) 應收賬款

凡被視為屬呆賬之應收賬款，均作出撥備。在資產負債表內列賬之應收賬款已扣除有關之撥備。

l) 等同現金

等同現金指於購入日期起三個月內到期，並可隨時在未經通知下轉換為已知現金金額之短期高流動投資。等同現金包括符合上述條件而以外幣列值之投資及墊款。

就現金流量表而言，等同現金將包括須於支取日期後三個月內償還之銀行透支及銀行貸款。

m) 撥備及或然負債

當本公司或本集團因過往事件須承擔法定或推定責任，而履行該責任很可能需付出經濟效益及有可靠之估計時，則為未確定時間或金額之負債確認撥備。倘金錢之時間價值重大，撥備將以履行責任預期所需資金現值列報。

倘流出經濟效益之可得性不大，或未能可靠地估計數額，則以或然負債形式予以披露，除非流出經濟效益之可能性極微。僅可在日後一項或以上事件發生與否下確定是否須承擔之責任，亦作或然負債予以披露，除非流出經濟效益之可能性極微。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

n) DEFERRED TAXATION

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

Deferred tax assets are recognized to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilized.

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

o) TRANSLATION OF FOREIGN CURRENCIES

Transactions in foreign currencies during the year are translated at exchange rates ruling at the transaction dates. Monetary assets and liabilities expressed in foreign currencies are translated at rates of exchange ruling at the balance sheet date. Exchange differences arising in these cases are dealt with in the income statement.

The financial statements of subsidiaries expressed in foreign currencies are translated at the rates of exchange ruling at the balance sheet date whilst the income statement is translated at an average rate. Exchange differences arising are dealt with as movement in exchange fluctuation reserves.

2. 主要會計政策 (續)

n) 遞延稅項

遞延稅項採用負債法就資產負債之稅基與其賬目之賬面值之暫時差異作全數撥備。遞延稅項採用在結算日前已頒佈或實質頒佈之稅率釐定。

遞延稅項資產乃就有可能將未來應課稅溢利與可動用之暫時差異抵銷而確認。

遞延稅項乃就附屬公司投資產生之暫時差異而撥備，但假若可以控制暫時差異之撥回時間，並有可能在可預見未來不會撥回暫時差異則除外。

o) 外幣換算

年內以外幣為本位之交易，均按交易當日之匯率折算。以外幣顯示之貨幣資產與負債則按結算日之匯率折算。由此產生之匯兌盈虧均計入收益表。

附屬公司以外幣顯示之財務報表均按結算日之匯率折算，而收益表則按平均匯率折算。由此產生之匯兌盈虧於匯兌波動儲備中入賬。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

p) EMPLOYEE BENEFITS

i) *Employment Ordinance long service payments*

Certain employees of the Group have completed the required number of years of service under the Employment Ordinance, Chapter 57 of the Laws of Hong Kong (the “Employment Ordinance”) to be eligible for long service payments upon termination of their employment. The Group is only liable to make such payments where the termination meets the required circumstances specified in the Employment Ordinance.

A provision has not been recognised in respect of such possible payments, as it is not considered probable that the situation will result in a material future outflow of resources of the Group. The Group’s contingent liabilities in respect of such payments are set out in note 26 to the financial statements.

ii) *Pension scheme*

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the “MPF Scheme”) under the Mandatory Provident Fund Schemes Ordinance for all of its employees. Contributions are made based on a percentage of the employees’ basic salaries and are charged to the income statement as they become payable in accordance with rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group’s employer contributions vest fully with the employees when contributed into the MPF Scheme, except for the Group’s employer voluntary contributions, which are refunded to the Group when the employee leaves employment prior to the contributions vesting fully, in accordance with the rules of the MPF Scheme.

2. 主要會計政策 (續)

p) 僱員福利

i) *僱傭條例長期服務金*

本集團若干僱員於本集團服務已到達指定年數，彼等根據香港法例第57章僱傭條例（「僱傭條例」）符合資格於離職時獲發長期服務金。本集團只須於僱員離職時符合僱傭條例所指定之情況才支付有關款項。

本集團尚未就可能發生之金額作出撥備，而本集團並不認為這可能發生的情況會導致本集團於日後大量流出資源。本集團就有關款項之或然負債列於財務報表附註26。

ii) *退休金計劃*

根據強制性公積金計劃條例，本集團為其所有僱員設立定額供款強制性公積金退休福利計劃（「強積金計劃」）。供款按僱員基本薪金某一百分比計算，並根據強積金計劃條例之規定於到期供款時自收益表中扣除。強積金計劃之資產以獨立管理基金形式與本集團之資產分開持有。本集團對強積金計劃之僱主供款全歸僱員所有，惟若僱員於取得全數供款之歸益權前離職，根據強積金計劃之規定本集團之僱主自願供款將退還予本集團。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

p) EMPLOYEE BENEFITS (continued)

iii) Share option scheme

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. The financial impact of share options granted under the share option scheme is not recorded in the Company's or the Group's balance sheet until such time as the options are exercised, and no charge is recorded in the income statement or balance sheet for their cost. Upon the exercise of share options, the resulting shares issued are recorded by the Company as additional share capital at the nominal value of the shares, and the excess of the exercise price per share over the nominal value of the shares is recorded by the Company in the share premium account. Options which are cancelled prior to their exercise date, or which lapse, are deleted from the register of outstanding options.

2. 主要會計政策 (續)

p) 僱員福利 (續)

iii) 購股權計劃

本公司設有購股權計劃，為對本集團業務營運之成功有所貢獻之合資格參與者提供獎勵及回報。根據該等購股權計劃授出之購股權之財務影響不會記錄於本公司或本集團之資產負債表內，直至該等購股權獲行使時為止，且亦無於收益表或資產負債表扣除該等購股權之成本。於購股權獲行使時，就此發行之股份按股份之面值由本公司記入為額外股本，而每股股份之行使價高出面值之差額記入本公司之股份溢價賬。於行使日期前註銷或失效之購股權於有關之未行使購股權登記冊中刪除。

3. TURNOVER AND REVENUE

Turnover mainly represents the receipts from restaurant operations. All significant intra-group transactions have been eliminated in the preparation of the consolidated financial statements.

An analysis of the Group's turnover and other revenue is as follows:

Turnover	營業額
Receipts from restaurant operations	來自酒樓業務之收入
Sales of food manufactured	銷售加工食品
Other revenue	其他收入
Rental income, gross	租金收入總額
Sundry income	雜項收入
Total revenue	總收入

3. 營業額及收入

營業額主要指來自酒樓業務之收入。所有重大之集團公司間交易已於編製綜合財務報表時對銷。

本集團營業額及其他收入分析如下：

	2004 HK\$'000 千港元	2003 HK\$'000 千港元
Turnover		
Receipts from restaurant operations	264,387	503,532
Sales of food manufactured	1,733	4,385
	<u>266,120</u>	<u>507,917</u>
Other revenue		
Rental income, gross	666	3,398
Sundry income	331	1,850
	<u>997</u>	<u>5,248</u>
Total revenue	<u>267,117</u>	<u>513,165</u>

4. SEGMENT INFORMATION

No separate analysis of segment information by business or geographical segments is presented as the Group's principal business comprises mainly the operation of a chain of Chinese restaurants in Hong Kong.

4. 分部資料

由於本集團之主要業務為於香港經營連鎖中式酒樓，故並無呈報業務或地域分部資料之獨立分析。

5. GAIN ARISING FROM DE-CONSOLIDATION OF SUBSIDIARIES

i) Gain arising from disposal of subsidiaries

During the year, the entire issued shares of Hong Kong Hon Po Food Factory Limited, a wholly-owned subsidiary of the Company, were transferred to independent third parties at a consideration of HK\$2. Gain of HK\$282,000 arose from the de-consolidation of the subsidiary in the financial statements for the year ended 31 December 2004.

In previous year, Hon Po International Limited, the Company's wholly-owned subsidiary entered into sale and purchase agreements with independent third parties to dispose of four wholly-owned subsidiaries, namely, Beautiguide Investments Limited, Bestrade Investments Limited, Chai Wan Hon Po Restaurant Limited and Hon Po Rich Harvest Limited at a nominal value of HK\$221. Gain of HK\$41,397,000 arose on the de-consolidation of these four subsidiaries in the financial statements for the year ended 31 December 2003.

ii) Gain arising from liquidation of a subsidiary

Gain of HK\$7,170,000 arose from the de-consolidation of a wholly-owned subsidiary of the Company, Milibless International Development Limited, which was under liquidation during the year.

In previous year, gain of HK\$1,197,000 arose from the de-consolidation of a wholly-owned subsidiary of the Company, Harmony Sky Investment Limited, which was under liquidation during the year 2003.

5. 不再綜合計算附屬公司所產生之收益

i) 出售附屬公司產生之收益

年內，本公司一家全資附屬公司香港漢寶食品廠有限公司之全部已發行股份已以代價2港元轉讓予獨立第三方。因於截至二零零四年十二月三十一日止年度財務報表中不再將該附屬公司綜合入賬產生之收益為282,000港元。

去年，本公司一家全資附屬公司漢寶國際有限公司與獨立第三方訂立買賣協議，按面值221港元出售四家全資附屬公司美而佳投資有限公司、百基香港有限公司、柴灣漢寶酒樓有限公司及漢寶豐富資源有限公司。因於截至二零零三年十二月三十一日止年度財務報表中不再將該四家附屬公司綜合入賬產生之收益為41,397,000港元。

(ii) 一家附屬公司清盤產生之收益

因不再將一家於年內清盤之本公司全資附屬公司百億國際發展有限公司綜合入賬產生之收益為7,170,000港元。

去年，不再將一家於二零零三年度清盤之本公司全資附屬公司鴻天投資有限公司綜合入賬產生之收益為1,197,000港元。

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6. (LOSS)/PROFIT FROM OPERATIONS

The Group's (loss)/profit from operations is stated after crediting and charging the following:

6. 經營(虧損)/溢利

本集團之經營(虧損)/溢利已扣除及計入:

		2004 HK\$'000 千港元	2003 HK\$'000 千港元
Crediting	計入		
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	-	37,281
Gain arising from de-consolidation of subsidiaries	不再將附屬公司綜合入賬產生之收益	7,452	42,594
Rental income, gross	租金收入總額	666	3,398
		<u>666</u>	<u>3,398</u>
Charging	扣除		
Auditors' remuneration	核數師酬金	580	800
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	4,710	-
Loss on disposal of other assets	出售其他資產之虧損	779	-
Cost of inventories consumed	經消耗存貨成本	79,337	164,740
Depreciation	折舊	6,354	8,801
Staff costs (including directors' remuneration – note 12):	員工成本(包括董事酬金 – 附註12):		
Wages and salaries and other staff benefits	工資、薪金及其他員工福利	108,436*	187,124
Pension scheme contributions	退休金計劃供款	4,438	8,441
Minimum lease payments under operating leases on land and buildings:	土地及樓宇之經營租約之最低租金付款:		
Related companies	關連公司	4,523	7,896
Certain fellow subsidiaries for the benefit of the ultimate holding company	若干同系附屬公司而受益屬最終控股公司	4,185	12,559
Third parties	第三方	24,222	42,931
Provision for impairment of leasehold land and buildings	租賃土地及樓宇之減值準備	-	540
		<u>-</u>	<u>540</u>

* Included in the staff costs are the severance payments of approximately HK\$8,421,000 (2003: HK\$2,751,000).

* 員工成本包括遣散費約8,421,000港元(二零零三年: 2,751,000港元)。

7. FINANCE COSTS

7. 財務成本

		2004 HK\$'000 千港元	2003 HK\$'000 千港元
Interest on bank loans and overdrafts	銀行貸款及透支之利息	348	3,346
Interest on other loan	其他貸款利息	1,123	77
Interest on finance leases	融資租約之利息	44	50
		<u>1,515</u>	<u>3,473</u>

8. TAXATION

8. 稅項

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

香港利得稅乃根據本年度之估計應課稅溢利按稅率17.5% (二零零三年: 17.5%) 作出撥備。

The amount of taxation charged/(credited) to the consolidated income statement represents:

於綜合收益表支銷/(計入)之稅項金額:

		2004 HK\$'000 千港元	2003 HK\$'000 千港元
Hong Kong profits tax	香港利得稅	31	619
Overprovision in prior year	往年超額撥備	(318)	(623)
Deferred taxation (note 15)	遞延稅項 (附註15)	3,039	(1,409)
		<u>2,752</u>	<u>(1,413)</u>

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8. TAXATION (continued)

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

		2004 HK\$'000 千港元	2003 HK\$'000 千港元
(Loss)/profit before taxation	除稅前(虧損)／溢利	<u>(37,247)</u>	<u>28,751</u>
Effect of tax at Hong Kong profits tax rate of 17.5% (2003: 17.5%)	按香港利得稅稅率17.5% (二零零三年: 17.5%) 計算之稅務影響	(6,518)	5,031
Income that are not taxable	非課稅收入	(4,076)	(44,229)
Expenses that are not deductible	不可扣減開支	4,806	31,626
Increase in deferred tax assets resulting from an increase in Hong Kong profits tax rate	因香港利得稅稅率增加而產生之遞延稅項資產增加	-	(278)
Increase/(Decrease) in deferred taxation	遞延稅項增加／(減少)	3,284	(1,689)
Utilisation of tax losses	動用稅項虧損	(111)	(348)
Unused tax losses not recognised	未確認之未動用稅項虧損	7,440	11,084
Temporary timing difference	暫時性差異	(1,755)	(2,639)
Others	其他	(318)	29
		<u>2,752</u>	<u>(1,413)</u>

Taxation payable in the consolidated balance sheet represents:

於綜合資產負債表應付之稅項:

		2004 HK\$'000 千港元	2003 HK\$'000 千港元
Hong Kong profits tax	香港利得稅	<u>107</u>	<u>826</u>

9. (LOSS)/PROFIT ATTRIBUTABLE TO SHAREHOLDERS

The net loss attributable to shareholders includes a loss of approximately HK\$15,373,000 (2003: profit of HK\$5,981,000) which has been dealt with in the financial statements of the Company for the year ended 31 December 2004.

10. DIVIDENDS

No dividend was paid or proposed for the year ended 31 December 2004, nor has any dividend been proposed since the balance sheet date.

11. (LOSS)/EARNINGS PER SHARE

The calculation of basic loss per share for the year ended 31 December 2004 is based on the loss attributable to shareholders of approximately HK\$39,988,000 (2003: profit of HK\$31,223,000) and the weighted average of 630,000,000 (2003: 630,000,000) ordinary shares in issue during the year.

Diluted (loss)/earnings per share is not presented as there was no dilutive potential ordinary shares in existence for the years ended 31 December 2004 and 31 December 2003.

9. 股東應佔(虧損)／溢利

截至二零零四年十二月三十一日止年度在本公司之財務報表中，股東應佔虧損淨額包括虧損約15,373,000港元(二零零三年：溢利5,981,000港元)。

10. 股息

截至二零零四年十二月三十一日止年度並無支付或建議任何股息，自結算日起亦無建議任何股息。

11. 每股(虧損)／盈利

截至二零零四年十二月三十一日止年度之每股基本虧損乃根據年內股東應佔虧損約39,988,000港元(二零零三年：溢利31,223,000港元)及已發行普通股加權平均股數630,000,000股(二零零三年：630,000,000股)計算。

由於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並無出現具潛在攤薄影響之普通股，因此並無呈報每股攤薄(虧損)／盈利。

12. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

a) Details of directors' emoluments are:

		2004 HK\$'000 千港元	2003 HK\$'000 千港元
Fees for executive directors	執行董事袍金	3,000	3,000
Fees for non-executive directors	非執行董事袍金	1,200	1,200
Fees for independent non-executive directors	獨立非執行董事袍金	215	30
Other emoluments for executive directors:	執行董事之其他薪酬:		
- Basic salaries, allowances and benefits in kind	- 基本薪金、津貼及實物利益	-	-
- Contribution to pension scheme	- 退休計劃供款	63	60
		<u>4,478</u>	<u>4,290</u>

b) Analysis of directors' emoluments by number of directors and emolument ranges are as follows:

		Number of directors 董事人數	
		2004	2003
Nil to HK\$1,000,000	無至1,000,000港元	<u>10</u>	<u>12</u>

12. 董事及僱員薪酬

a) 董事薪酬之詳情如下:

		2004 HK\$'000 千港元	2003 HK\$'000 千港元
Fees for executive directors	執行董事袍金	3,000	3,000
Fees for non-executive directors	非執行董事袍金	1,200	1,200
Fees for independent non-executive directors	獨立非執行董事袍金	215	30
Other emoluments for executive directors:	執行董事之其他薪酬:		
- Basic salaries, allowances and benefits in kind	- 基本薪金、津貼及實物利益	-	-
- Contribution to pension scheme	- 退休計劃供款	63	60
		<u>4,478</u>	<u>4,290</u>

b) 按董事人數及薪酬範圍分析之董事薪酬如下:

		Number of directors 董事人數	
		2004	2003
Nil to HK\$1,000,000	無至1,000,000港元	<u>10</u>	<u>12</u>

12. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (continued)

- b) Analysis of directors' emoluments by number of directors and emolument ranges are as follows: (continued)

The five highest paid individuals during the year included five (2003 : four) directors, details of whose remuneration have been disclosed above. Details of the remuneration of the remaining one non-director in 2003, highest paid individual are as follows:

		2004 HK\$'000 千港元	2003 HK\$'000 千港元
Basic salaries, other allowances and benefits in kind	基本薪金、其他津貼及實物利益	-	715
Pension scheme contributions	退休計劃供款	-	12
		<u>-</u>	<u>727</u>

The number of the five highest paid individuals whose remuneration fall within the following bands were as follows:

		2004	2003
Nil to HK\$1,000,000	無至1,000,000港元	<u>5</u>	<u>5</u>

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

12. 董事及僱員薪酬 (續)

- b) 按董事人數及薪酬範圍分析之董事薪酬如下：(續)

於本年度五位最高薪酬人士包括五位董事(二零零三年：四位)之薪酬資料已於上文披露。其餘一位於二零零三年為非董事之最高薪酬人士之薪酬詳情如下：

屬於以下酬金組別之五位最高薪酬人士分佈如下：

於年內，本集團並無向五名最高薪酬董事支付任何酬金，作為加入本集團或加入時之獎金或作為離職賠償。

13. PROPERTY, PLANT AND EQUIPMENT

13. 物業、廠房及設備

Group
本集團

		Leasehold land and buildings 租賃土地 及樓宇 HK\$'000 千港元	Leasehold improvements 租賃 物業裝修 HK\$'000 千港元	Furniture and fixtures 傢俬及 裝置 HK\$'000 千港元	Plant and equipment 廠房及 設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總數 HK\$'000 千港元
Cost or valuation	成本或估值						
At 1/1/2004	二零零四年一月一日	1,220	95,176	34,974	2,166	908	134,444
Additions	添置	-	66	56	-	-	122
Disposals	出售	(1,220)	(39,224)	(16,550)	(2,166)	(151)	(59,311)
At 31/12/2004	二零零四年十二月三十一日	-	56,018	18,480	-	757	75,255
Accumulated depreciation and impairment	累積折舊及減值						
At 1/1/2004	二零零四年一月一日	570	70,016	20,300	131	239	91,256
Charge for the year	年度扣除	-	3,782	2,391	51	130	6,354
Written back on disposal	出售時撥回	(570)	(32,038)	(10,016)	(182)	(94)	(42,900)
At 31/12/2004	二零零四年 十二月三十一日	-	41,760	12,675	-	275	54,710
Net book value	賬面淨值						
At 31/12/2004	二零零四年 十二月三十一日	-	14,258	5,805	-	482	20,545
At 31/12/2003	二零零三年 十二月三十一日	650	25,160	14,674	2,035	669	43,188
Representing:	代表:						
At cost	按成本	-	56,018	18,480	-	757	75,255
At valuation	按估值	-	-	-	-	-	-
		-	56,018	18,480	-	757	75,255

13. PROPERTY, PLANT AND EQUIPMENT (continued)

The net book values of the properties, plant and equipment of the Group held under finance leases included in the total amount of properties, plant and equipment were as follows:

		2004	2003
		HK\$'000	HK\$'000
		千港元	千港元
Plant and equipment	廠房及設備	–	1,014
Motor vehicles	汽車	<u>451</u>	<u>548</u>
		<u>451</u>	<u>1,562</u>

As at 31 December 2003 and 2004, the Company had no property, plant and equipment.

13. 物業、廠房及設備 (續)

本集團根據融資租約持有的物業、廠房及設備賬面淨值包括物業、廠房及設備總額如下：

		2004	2003
		HK\$'000	HK\$'000
		千港元	千港元
		–	1,014
		<u>451</u>	<u>548</u>
		<u>451</u>	<u>1,562</u>

於二零零三年及二零零四年十二月三十一日，本公司並無任何物業、廠房及設備。

14. INTERESTS IN SUBSIDIARIES

		Company 本公司	
		2004	2003
		HK\$'000	HK\$'000
		千港元	千港元
Unlisted shares, at cost	非上市股份，按成本	191,464	191,464
Amounts due from subsidiaries	應收附屬公司款項	<u>9,163</u>	<u>12,240</u>
		200,627	203,704
Less : Provision for impairment	扣除：減值撥備	<u>(180,000)</u>	<u>(167,000)</u>
		<u>20,627</u>	<u>36,704</u>

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

14. 於附屬公司之權益

應收附屬公司之款項乃無抵押、免息及毋須於一年內償還。

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14. INTERESTS IN SUBSIDIARIES (continued)

14. 於附屬公司之權益 (續)

Details of the Company's subsidiaries as at 31 December 2004 are as follows:

本公司於二零零四年十二月三十一日之附屬公司資料如下：

Name	Country/ place of incorporation/ establishment	Country/ place of operation	Principal activities	Issued and fully paid share capital	Percentage of interests held	
	註冊成立 國家/地點	營運國家/ 地點			直接	間接
公司名稱			主要業務	已發行及繳足股本	持有權益百分比	
Hon Po International Limited	British Virgin Islands	Hong Kong	Investment and intellectual property holding	Ordinary US\$151	100%	-
漢寶國際有限公司	英屬處女群島	香港	投資控股及持有知識產權	普通股151美元	100%	-
A. Top Investment Limited	Hong Kong	Hong Kong	Dormant	Ordinary HK\$12,000,000 Class A (Note) HK\$11,500,000	-	96%
一冠投資有限公司	香港	香港	暫無營業	普通股 12,000,000港元 A類股(附註) 11,500,000港元	-	96%
Bestcase Hong Kong Limited	Hong Kong	Hong Kong	Operation of a Chinese restaurant	Ordinary HK\$6,000,000	-	100%
百基香港有限公司	香港	香港	經營中式酒樓	普通股6,000,000港元	-	100%
Dragonem Development Limited	Hong Kong	Hong Kong	Operation of a Chinese restaurant	Ordinary HK\$100 Class A (Note) HK\$21,250,000	-	100%
龍之寶發展有限公司	香港	香港	經營中式酒樓	普通股100港元 A類股(附註) 21,250,000港元	-	100%
Hon Po Bright Ocean Enterprises Limited	British Virgin Islands	Hong Kong	Dormant	Ordinary US\$1	-	100%
漢寶明洋企業有限公司	英屬處女群島	香港	暫無營業	普通股1美元	-	100%
Hon Po (China) Catering Management Limited	Hong Kong	Hong Kong	Dormant	Ordinary HK\$10,000	-	100%
漢寶(中國)飲食管理有限公司	香港	香港	暫無營業	普通股10,000港元	-	100%
Hon Po Management Limited	Hong Kong	Hong Kong	Sourcing business and property investment	Ordinary HK\$2 Class A (Note) HK\$100	-	100%
漢寶管理有限公司	香港	香港	採購業務及物業投資	普通股2港元 A類股(附註) 100港元	-	100%

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14. INTERESTS IN SUBSIDIARIES (continued)

14. 於附屬公司之權益 (續)

Name	place of incorporation/ establishment	Country/ place of operation	Principal activities	Issued and fully paid share capital	Percentage of interests held	
					Directly	Indirectly
公司名稱	註冊成立 國家/地點	營運國家/ 地點	主要業務	已發行及繳足股本	持有權益百分比	
					直接	間接
Hon Po Sunny Bright Developments Limited 漢寶陽光發展有限公司	British Virgin Islands 英屬處女群島	Hong Kong 香港	Dormant 暫無營業	Ordinary US\$1 普通股1美元	-	100%
Hong Kong Hon Po Food factory Limited* 香港漢寶食品廠有限公司*	Hong Kong 香港	Hong Kong 香港	Production of seasonal food 季節性食品製造	Ordinary HK\$10,000 普通股10,000港元	-	100%
Jing Hua (Allied) Limited 京華(聯合)有限公司	Hong Kong 香港	Hong Kong 香港	Operation of a Chinese Restaurant 經營中式酒樓	Ordinary HK\$10,000 Preference HK\$3,000,000 普通股10,000港元 優先股3,000,000港元	-	100%
Jing Hua Restaurant Limited 京華酒樓有限公司	Hong Kong 香港	Hong Kong 香港	Dormant 暫無營業	Ordinary HK\$10,000 Preference HK\$3,000,000 普通股10,000港元 優先股3,000,000港元	-	100%
Metropolis Harbour View Chinese Cuisine Limited 景逸軒有限公司	Hong Kong 香港	Hong Kong 香港	Operation of a Chinese restaurant 經營中式酒樓	Ordinary HK\$10,000 普通股10,000港元	-	100%
Milibless International Development Limited** 百億國際發展有限公司**	Hong Kong 香港	Hong Kong 香港	Dormant 暫無營業	Ordinary HK\$100 Class A (Note) HK\$6,000,000 普通股100港元 A類股(附註) 6,000,000港元	-	100%
More Development Limited 多恆發展有限公司	Hong Kong 香港	Hong Kong 香港	Dormant 暫無營業	Ordinary HK\$100 Class A (Note) HK\$28,000,000 普通股100港元 A類股(附註) 28,000,000港元	-	100%
Ocean Grace Investments Limited 滄洋投資有限公司	Hong Kong 香港	Hong Kong 香港	Operation of a Chinese restaurant 經營中式酒樓	Ordinary HK\$2 普通股2港元	-	100%
Open Global Investments Limited 放眼世界投資有限公司	British Virgin Islands 英屬處女群島	Hong Kong 香港	Dormant 暫無營業	Ordinary US\$1 普通股1美元	-	100%

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14. INTERESTS IN SUBSIDIARIES (continued)

14. 於附屬公司之權益 (續)

Name	place of incorporation/ establishment	Country/ place of operation	Principal activities	Issued and fully paid share capital	Percentage of interests held	
					Directly	Indirectly
公司名稱	註冊成立 國家/地點	營運國家/ 地點	主要業務	已發行及繳足股本	持有權益百分比	
					直接	間接
Oriental Team Investments Limited 奧成投資有限公司	Hong Kong 香港	Hong Kong 香港	Dormant 暫無營業	Ordinary HK\$18,200,000 普通股18,200,000港元	-	67%
Rich Source Management Limited 富源管理有限公司	British Virgin Islands 英屬處女群島	Hong Kong 香港	Dormant 暫無營業	Ordinary US\$10,000 普通股10,000美元	-	99%
Victory Impact Limited 勝響有限公司	British Virgin Islands 英屬處女群島	Hong Kong 香港	Dormant 暫無營業	Ordinary US\$1 普通股1美元	-	100%

* The subsidiary was disposed of to independent third parties

* 附屬公司已出售予獨立第三方。

** The subsidiary was wound up by a court order

** 附屬公司按法院頒令而清盤。

Note: The Class A shares carry no rights to dividends, no rights to attend or vote at general meetings and no rights to receive any surplus assets in a return of capital in a winding-up (other than the nominal amount paid up or credited as paid up on such shares, after the sum of HK\$100,000,000,000,000 has been distributed to the holders of the ordinary shares of the relevant companies in such winding-up, if any).

附註：A類股無權享有股息，無權出席股東大會或在會上投票，以及無權在清盤中退還股本時收取任何盈餘資產（於有關清盤（如有）中已向有關公司普通股持有人分派100,000,000,000,000港元金額後有關股份之繳足或入賬列作繳足之面值除外）。

15. DEFERRED TAXATION

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

		2004	2003
		HK\$'000	HK\$'000
		千港元	千港元
Deferred tax assets	遞延稅項資產		
The movements for the year in the deferred tax assets are as follows:	年內之遞延稅項資產變動如下：		
At beginning of the year	年初	5,233	3,824
Transfer (to)/from income statement (note 8)	轉撥(至)/回收益表(附註8)	(3,039)	1,409
At end of the year	年終	<u>2,194</u>	<u>5,233</u>

		2004	2003
		HK\$'000	HK\$'000
		千港元	千港元
Deferred tax liabilities	遞延稅項負債		
The movements for the year in the deferred tax liabilities are as follows:	年內之遞延稅項負債變動如下：		
At beginning of the year	年初	130	688
Overprovision in prior year	往年超額撥備	-	(558)
At end of the year	年終	<u>130</u>	<u>130</u>

16. INVENTORIES

Food and beverages 食品及飲料

At 31 December 2004, no inventories were stated at net realisable value (2003 : Nil).

15. 遞延稅項

本集團於本年度及往年度確認之主要遞延稅項資產及負債如下：

		2004	2003
		HK\$'000	HK\$'000
		千港元	千港元
遞延稅項資產			
年內之遞延稅項資產變動如下：			
年初		5,233	3,824
轉撥(至)/回收益表(附註8)		(3,039)	1,409
年終		<u>2,194</u>	<u>5,233</u>

		2004	2003
		HK\$'000	HK\$'000
		千港元	千港元
遞延稅項負債			
年內之遞延稅項負債變動如下：			
年初		130	688
往年超額撥備		-	(558)
年終		<u>130</u>	<u>130</u>

16. 存貨

Food and beverages 食品及飲料

於二零零四年十二月三十一日，概無存貨按可變現淨值列賬(二零零三年：無)。

17. ACCOUNTS RECEIVABLE

Customers are usually offered a credit period ranging from one to three months. An ageing analysis of accounts receivable after provision as at 31 December 2004 and 31 December 2003 is as follows:

		2004 HK\$'000 千港元	2003 HK\$'000 千港元
Current to 3 months	即期至三個月	<u>1,041</u>	<u>1,582</u>

18. ACCOUNTS PAYABLE

The ageing of the accounts payable of Group fell within the range of one to twelve months as at 31 December 2004 and 31 December 2003 is as follows:

		2004 HK\$'000 千港元	2003 HK\$'000 千港元
Current to 3 months	即期至三個月	7,808	19,101
4 to 6 months	四至六個月	547	651
Over 6 months	超過六個月	<u>4,982</u>	<u>1,502</u>
		<u>13,337</u>	<u>21,254</u>

19. AMOUNT DUE TO IMMEDIATE HOLDING COMPANY

The amount due to the immediate holding company is unsecured, interest free and is repayable on demand.

17. 應收賬款

客戶一般獲得之信貸期為一至三個月不等。應收賬款於二零零四年十二月三十一日及二零零三年十二月三十一日之賬齡分析如下：

18. 應付賬款

本集團於二零零四年十二月三十一日及二零零三年十二月三十一日賬齡介乎一至十二個月之應付賬款詳情如下：

19. 應付直接控股公司款項

應付直接控股公司款項乃無抵押、免息及於催繳時償還。

20. BANK OVERDRAFTS AND BANK LOANS

20. 銀行透支及銀行貸款

		Group		Company	
		本集團		本公司	
		2004	2003	2004	2003
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Bank overdrafts	銀行透支	-	327	-	-
Bank loans wholly repayable:	須於下列期限悉數償還之銀行貸款：				
Within one year	一年內	602	8,762	-	1,400
In the second year	第二年	642	602	-	-
In the third to fifth year	第三年至第五年	566	1,207	-	-
		1,810	10,898	-	1,400
Portion classified as current liabilities	已列作流動負債部分	(602)	(9,089)	-	(1,400)
Non-current portion	非即期部分	1,208	1,809	-	-

At 31 December 2004, the Group's banking facilities were supported by corporate guarantees executed by the Company (note 26) and personal guarantees executed by certain directors.

於二零零四年十二月三十一日，本集團之銀行融資額度由本公司簽立之公司擔保（附註26）及若干董事簽立之個人擔保作抵押。

21. OBLIGATIONS UNDER FINANCE LEASES

At 31 December 2004, the total future minimum lease payments under finance leases and their present value, were as follows:

Group	本集團	Minimum lease payments		Present value of minimum lease payments	
		2004	2003	2004	2003
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Amounts payable	應付款項				
Within one year	一年內	185	615	162	576
In the second year	第二年	47	367	47	342
In the third to fifth years	第三年至第五年	-	47	-	42
Total minimum lease payments	最低租約支付總額	232	1,029	209	960
Future finance charges	未來融資費用	(23)	(69)		
Total net finance lease payables	應付融資租約的淨額總計	209	960		
Portion classified as current liabilities	已列作流動負債部份	(162)	(576)		
Non-current portion	非即期部份	47	384		

At 31 December 2003 and 2004, the Company had no obligations under finance leases.

21. 融資租約責任

於二零零四年十二月三十一日，於融資租約下未來最低租約支付總額及其現值如下：

於二零零三年及二零零四年十二月三十一日，本公司均無融資租約責任。

22. ISSUED CAPITAL

22. 已發行股本

		2004 二零零四年		2003 二零零三年	
		Number of shares 股份數目	Amount 金額 HK\$'000 千港元	Number of shares 股份數目	Amount 金額 HK\$'000 千港元
Authorised ordinary shares of HK\$0.01 each At 31 December	每股面值0.01港元之 法定普通股 十二月三十一日	10,000,000,000	100,000	10,000,000,000	100,000
Issued and fully paid ordinary shares of HK\$0.01 each At 31 December	每股面值0.01港元之已 發行及繳足普通股 十二月三十一日	630,000,000	6,300	630,000,000	6,300

Share option scheme

The Company operates a share option scheme ("Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the Scheme include the Company's directors, including independent non-executive directors, other employees of the Group, suppliers of goods or services to the Group and sub-contractors of the Group. The Scheme became effective on 18 February 2002 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The maximum number of unexercised share option currently permitted to be granted under the Scheme is an amount equivalent, upon their exercise, to 30% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

購股權計劃

本公司實行一項購股權計劃（「該計劃」），目的是要提供獎勵及回報予對本集團之業務成就有貢獻之合資格參與者。該計劃之合資格參與者包括本公司董事（包括獨立非執行董事）、本集團其他僱員、本集團之貨品或服務供應商及本集團之分包商，該計劃於二零零二年二月十八日生效，有效期由該日起計為期十年（除非另行取消或修訂）。

根據該計劃本公司現行可授出之未行使購股權數目上限等同於行使時本公司於任何時間已發行股份的30%。任何超過此上限被授出之購股權必須於股東大會上得到股東批准。

22. ISSUED CAPITAL (continued)

Share option scheme (continued)

Share options granted to a director, chief executive or substantial shareholder of the Company, or any of their associates are subject to approval in advance by the independent non-executive directors. In addition, any share option granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the price of the Company's shares at the date of the grant) in excess of HK\$5 million, within 12 months period, are subject to shareholders' approval in advance in a general meeting.

An option may be exercised in accordance with the terms of the Scheme at any time during the period commencing immediately after the date on which the option is deemed to be granted and accepted and expiring on a date to be notified by the directors to each grantee which shall not be more than 10 years from the date on which the option is deemed to be granted and accepted. According to the Scheme, there is no provision requiring a minimum holding period before an option may be exercised. A nominal consideration of HK\$1 is payable on acceptance on grant of an option under the Scheme.

The exercise price of the share options is determinable by the directors, but may not be less than the higher of (i) the Stock Exchange closing price of the Company's shares on the date of grant of the share options; (ii) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of the grant; and (iii) the nominal value of the Company's shares.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

At the balance sheet date and up to the date of approval of the financial statements, no share options have been granted under the Scheme.

22. 已發行股本 (續)

購股權計劃 (續)

授予本公司董事、行政總裁或主要股東或其任何聯繫人士之購股權必須事先得到獨立非執行董事的批准。此外，任何在十二個月內授予本公司主要股東或獨立非執行董事或任何聯繫人士之購股權，如超過本公司任何時間已發行股份之0.1%或總值超過五百萬港元之股份（以授予購股權之日期的本公司股份價格為基準）須事先於股東大會獲得股東批准。

緊隨購股權被視作授出及被接納之日至董事會通知各承授人購股權到期之日期間，可按照該計劃之條款隨時行使購股權，該段期間自購股權被視作授出及被接納之日起計不得超逾十年。根據該計劃，行使購股權前並無最短持有期之規定。根據該計劃接納授出了購股權付出之象徵式代價為1港元。

購股權行使價將由董事釐定，惟不少於下列三者之最高者即(i)於授出購股權之日本公司股份於聯交所之收市價(ii)緊接授出購股權之日前五個營業日聯交所報本公司股份之平均收市價；及(iii)本公司股份面值。

購股權並無賦予持有人收取股息或於股東大會上投票之權利。

於結算日及截至本財務報表批准日止，並無根據該計劃授出購股權。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

31 December 2004 二零零四年十二月三十一日

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23. NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT

23. 綜合現金流量表之附註

		2004 HK\$'000 千港元	2003 HK\$'000 千港元
Net assets of subsidiaries disposed:	出售附屬公司資產淨值：		
Property, plant and equipment	物業、廠房及設備	-	196
Other assets	其他資產	-	342
Inventories	存貨	-	288
Accounts receivable	應收賬款	6	56
Prepayment, deposits and other receivable	預付款項、訂金及其他應收款項	1,352	499
Tax recoverable	可收回稅項	-	909
Cash and bank balances	現金及銀行結餘	41	279
Accounts payable	應付賬款	(1,840)	(21,585)
Other payable and accruals	其他應付款項及應計費用	(1,011)	(101)
Bank overdrafts and bank loans	銀行透支及銀行貸款	-	(966)
		(1,452)	(20,083)
Contributed surplus realised on disposal	出售時變現實繳盈餘	(6,000)	(22,511)
Gain on disposal of subsidiaries	出售附屬公司之收益	7,452	42,594
		-	-

Net cash (outflow)/inflow arising on disposal of subsidiaries:

出售附屬公司時產生之現金（流出）／流入淨額：

		2004 HK\$'000 千港元	2003 HK\$'000 千港元
Cash and bank balances	現金及銀行結餘	(41)	(279)
Bank overdrafts	銀行透支	-	966
		(41)	687

24. OPERATING LEASE COMMITMENTS

The Group leases certain of its restaurants, staff quarters, offices and warehouses under non-cancellable operating lease arrangements with remaining lease terms ranging from one to six years.

At 31 December 2004, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

Within one year	於一年內
In the second to fifth years, inclusive	第兩年至第五年(包括首尾兩年)
After five years	五年以後

At the balance sheet date, the Company has given corporate guarantee in favour of a landlord to secure for future minimum lease payments of a wholly-owned subsidiary amounting to approximately HK\$27,810,000 (2003: HK\$35,370,000).

At 31 December 2003 and 2004, the Company did not have any other significant operating lease arrangements.

24. 經營租賃承擔

本集團根據不可撤銷經營租約安排租用若干酒樓、員工宿舍、辦公室及倉庫，餘下租期為一至六年不等。

於二零零四年十二月三十一日，本集團根據於下列年期到期之不可撤銷經營租約之未來應付最低租金總額為：

2004	2003
HK\$'000	HK\$'000
千港元	千港元
21,580	39,140
61,536	98,064
-	3,080
<u>83,116</u>	<u>140,284</u>

於結算日，本公司就一家全資附屬公司之未來最低租賃付款約27,810,000港元(二零零三年：35,370,000港元)向一業主提供公司擔保。

於二零零三年及二零零四年十二月三十一日，本公司並無任何其他重大經營租約安排。

25. RELATED PARTY TRANSACTIONS

During the year, the Group had the following significant transactions with related parties:

			2004	2003
		Notes	HK\$'000	HK\$'000
		附註	千港元	千港元
Purchases of foodstuffs from related companies	向關連公司採購食品	i)	182	1,669
Minimum lease payments under operating leases on land and buildings paid to related companies	土地及樓宇的經營租約付予關連公司的最少租約付款	ii)	4,523	7,896
Minimum lease payments under operating leases on land and buildings paid to certain fellow subsidiaries for the benefit of ultimate holding companies	據土地及樓宇的經營租約付予若干同系附屬公司而受益為最終控股公司的最少租約付款	iii)	4,185	12,559
Licence fees income received from non-wholly owned subsidiaries	來自非全資擁有附屬公司之許可證費	iv)	83	372

Notes:

- i) The Group purchased foodstuffs from Tung Cheong Hong and Pacific Good Trading Limited, both of which are beneficially owned by a director of the Company.

The directors of the Company, having regards to the cost of similar foodstuffs obtainable from third parties, consider that the purchases of foodstuffs were charged with reference to cost.

This related party transaction also constitutes a connected party transaction as defined under the Listing Rules.

25. 關連人士交易

本集團於年度內與關連人士有以下重大交易：

			2004	2003
		Notes	HK\$'000	HK\$'000
		附註	千港元	千港元
Purchases of foodstuffs from related companies	向關連公司採購食品	i)	182	1,669
Minimum lease payments under operating leases on land and buildings paid to related companies	土地及樓宇的經營租約付予關連公司的最少租約付款	ii)	4,523	7,896
Minimum lease payments under operating leases on land and buildings paid to certain fellow subsidiaries for the benefit of ultimate holding companies	據土地及樓宇的經營租約付予若干同系附屬公司而受益為最終控股公司的最少租約付款	iii)	4,185	12,559
Licence fees income received from non-wholly owned subsidiaries	來自非全資擁有附屬公司之許可證費	iv)	83	372

附註：

- i) 本集團向同昌行及順佳貿易有限公司採購食品。上述兩家公司均由本公司一名董事實益擁有。

本公司董事經考慮從第三方取得之類似食品之成本後，認為食品之採購額乃參考成本而收取。

此關連人士交易構成上市規則定義的關連人士交易。

25. RELATED PARTY TRANSACTIONS (continued)

- ii) The rental expenses were paid to N.W.P. Investments, To Sang Management Company Limited ("To Sang Management") Composite Interest Limited ("Composite") and Wong Chun Ming Development Fund Company Limited ("WCM Fund"). To Sang Management is beneficially owned by certain directors of the Company. Composite and WCM Fund are beneficially owned by Mr. Wong Chun Ming who is a minority shareholder holding 4.17% interest in A. Top Investment Limited ("A. Top"), a subsidiary of the Company. The rental expenses were based on the tenancy agreements signed by the Group.

These related party transactions also constitute connected party transactions as defined under the Listing Rules.

- iii) Certain properties beneficially owned by the ultimate holding company and the Immediate holding company were leased to the Group for its operations. The rental expenses were based on the tenancy agreements signed with the Group.

These related party transactions also constitute connected party transactions as defined under the Listing Rules.

- iv) A. Top and Oriental Team Investments Limited ("Oriental Team") are non-wholly owned subsidiaries of the Company. Mr. Wong Chung Ming is a director of both A. Top and Oriental Team. He is also interested in approximately 4.17% in the ordinary shares of A. Top. Mr. Wong and his family are beneficially interested in Megalopolis Limited which in turn holds approximately 32.97% of ordinary shares in Oriental Team. The Group has granted a trademark licence to A. Top and Oriental Team at a monthly licence fees income calculated at 0.5% of the gross turnover.

25. 關連人士交易 (續)

- ii) 租金開支乃支付予永波投資、道生管理有限公司(「道生管理」)、最佳置業有限公司(「最佳」)及 Wong Chun Ming Development Fund Company Limited(「WCM Fund」)。道生管理乃由本公司若干董事實益持有。最佳及WCM Fund乃由王仲銘先生實益擁有，王仲銘先生為於本公司附屬公司一冠投資有限公司(「一冠」)擁有4.17%權益之少數股東。租金開支乃以本集團所簽訂之租賃協議為基準。

此等關連人士交易亦構成上市規則定義的關連人士交易。

- iii) 最終控股公司及直接控股公司實益擁有之若干物業乃出租予本集團作為營運用途。租金開支乃根據與本集團所簽訂之租賃協議計算。

此等關連人士交易亦構成聯交所上市規則定義的關連人士交易。

- iv) 一冠及奧成投資有限公司(「奧成」)為本公司非全資擁有之附屬公司，王仲銘先生乃一冠及奧成董事。彼亦於一冠之普通股中擁有約4.17%權益。王先生與其家族實益持有Megalopolis Limited之權益，而Megalopolis Limited則持有奧成之普通股中約32.97%權益。本集團已向一冠及奧成授出商標許可證，每月許可證收費收入乃按總營業額之0.5%計算。

26. CONTINGENT LIABILITIES

At 31 December 2004, a number of current employees had achieved the required number of years of services to the Group in order to be eligible for long service payments under the Employment Ordinance should their employment be terminated under certain prescribed circumstances. Provision has not been made recognised in respect of such possible payments, as it is not considered probable that there will be a material future outflow of resources from the Group in respect thereof.

The Group has contingent liabilities in respect of future payments to employees under the Employment Ordinance and as detailed in note 2(p) to the financial statements, "Employee Benefits", with a maximum possible amount of HK\$6,700,000 (2003: HK\$23,322,000) as at 31 December 2004.

At 31 December 2004, except for the corporate guarantee given by the Company in support of banking facilities granted to a subsidiary as set out in note 20 and the corporate guarantee for operating lease commitment of a wholly-owned subsidiary as set out in note 24 to the financial statements, the Company has no other significant contingent liabilities.

26. 或然負債

截止至二零零四年十二月三十一日，本集團若干現職僱員之服務年期已達到僱傭條例之要求，倘於規定情況下遭終止受聘，在離職時則可獲支付長期服務金。由於本集團認為日後不會因此出現重大資金流出，因此並無在賬目中確認有關該等可能須支付之金額，亦無作出撥備。

於二零零四年十二月三十一日，本集團之或然負債為根據僱傭條例日後可能須支付僱員之款項（詳見財務報表附註2(p)「僱員福利」，其最高潛在金額為6,700,000港元（二零零三年：23,322,000港元）。

於二零零四年十二月三十一日，除本公司就若干附屬公司之銀行額度作公司擔保（詳見財務報表附註20）及為一間全資附屬公司的經營租賃承擔作公司擔保（詳見財務報表附註24）外，本公司並無其他重大或然負債。

27. POST BALANCE SHEET EVENTS

- (i) On 20 January 2005, Hon Po Investment Ltd. (the “Vendor”) entered into a placing agreement with certain independent investors to place 126,000,000 existing shares beneficially owned by the Vendor at HK\$0.0624 per share. On the same date, the Vendor and the Company conditionally entered into a subscription agreement to subscribe 126,000,000 new shares at a price of HK\$0.0624 per share (the “Subscription”). The new shares represents 20% of the then existing issued share capital of the Company and approximately 16.67% of the Company’s issued share capital as enlarged by the issue of the new shares. The net proceeds from the Subscription were approximately HK\$7,600,000 and had been fully utilized as general working capital of the Group. The Subscription was completed on 3 February 2005.

All the new shares issued pursuant to the subscription agreement will rank pari-passu in all respect with the existing shares of the Company.

- (ii) On 7 February 2005, the Company entered into a conditional placing agreement with a placing agent to place a series of convertible notes with a maximum principal amount of HK\$40,000,000 to certain independent potential individual investors. If completed, the estimated aggregate net proceeds of HK\$39,400,000 will be used as general working capital for the Group.

27. 結算日後事項

- (i) 於二零零五年一月二十日，漢寶投資發展(香港)有限公司(「賣方」)與若干獨立投資者訂立配售協議，按每股0.0624港元之價格配售126,000,000股由賣方實益擁有之現有股份。於同日，賣方與本公司訂立一項有條件之認購協議，按每股認購股份0.0624港元之價格認購126,000,000股新股份(「認購事項」)。新股份佔本公司當時現有已發行股本20%，並佔經發行新股份擴大後之本公司已發行股本約16.67%。認購事項所得款項淨額約為7,600,000港元，並已全數用作本集團一般營運資金。認購事項已於二零零五年二月三日完成。

所有根據認購協議發行之新股份於各方面均與本公司之現有股份享有同等地位。

- (ii) 於二零零五年二月七日，本公司與一配售代理訂立一項有條件之配售協議，以向若干有潛質之獨立個人投資者配售本金總額最多為40,000,000港元之可換股票據。倘上述配售完成，估計合共所得款項淨額39,400,000港元將用作本集團一般營運資金。

27. POST BALANCE SHEET EVENTS (continued)

(iii) In February 2005, the Company proposed to consolidate every five existing shares of HK\$0.01 each into one consolidated share (the “Consolidated Shares”) of HK\$0.05 each (the “Share Consolidation”) and to change the share trading board lot size from 10,000 existing shares to 20,000 Consolidated Shares. The authorised share capital of the Company will remain at HK\$100,000,000. The ordinary resolution in respect of the Share Consolidation and the change of board lot size was duly passed by shareholders at the extraordinary general meeting held on 8 April 2005 and the Share Consolidation became effective on 11 April 2005.

27. 結算日後事項 (續)

(iii) 於二零零五年二月，本公司建議將每五股面值0.01港元之現有股份合併為一股面值0.05港元之合併股份（「合併股份」）（「股份合併」）並將每手股份買賣單位由10,000股現有股份更改為20,000股合併股份。本公司之法定股本將維持於100,000,000港元。有關股份合併及每手股份買賣單位之普通決議案已經由股東於二零零五年四月八日舉行之股東特別大會上正式通過，而股份合併已於二零零五年四月十一日生效。