

Notes to the Financial Statements 財務報告附註

1 General information

The Company is a limited liability company incorporated in Bermuda. The address of its registered office is Canon's Court, 22 Victoria Street, Hamilton HM12, Bermuda.

The Company has its primary listing on The Stock Exchange of Hong Kong Limited.

Its ultimate holding company is Fraser and Neave, Limited, a company incorporated in Singapore.

The principal activity of the Company continues to be investment holding while the principal activities of its subsidiaries are property investment, development and management of residential and business park projects. The Group's associated companies are principally engaged in property investment.

By a special resolution passed on 15 September 2005, the name of the Company was changed from Vision Century Corporation Limited to Fraser's Property (China) Limited and the Company adopted the Chinese name 星獅地產(中國)有限公司 as part of its legal name.

These consolidated financial statements are presented in thousands of units of HK dollars (HK\$'000), unless otherwise stated. These consolidated financial statements have been approved for issue by the Board of Directors on 27 October 2005.

The financial year end date of the Company was changed from 31 December to 30 September with effect from 15 September 2005 so as to be co-terminate with that of the ultimate holding company. These financial statements cover a period of nine months from 1 January 2005 to 30 September 2005. Accordingly, the comparative amount presented for the consolidated income statement, statement of changes in equity, consolidated cash flow statement and related notes are not for a comparable time period.

1 一般資料

本公司乃於百慕達註冊成立之有限公司。其註冊辦事處地址為Canon's Court, 22 Victoria Street, Hamilton HM12, Bermuda。

本公司於香港聯合交易所有限公司作第一上市。

本公司之最終控股公司為新加坡註冊成立之公司花莎尼有限公司。

本公司繼續以投資控股為主要業務，而其附屬公司之主要業務則為物業投資、住宅及商業園項目之開發及管理。本集團之聯營公司主要從事物業投資業務。

根據於二零零五年九月十五日通過之一項特別決議案，本公司之名稱由Vision Century Corporation Limited更改為Fraser's Property (China) Limited，而本公司採用中文名稱「星獅地產(中國)有限公司」作為其法定名稱。

除另有說明外，此等綜合財務報告均以港幣千元為呈列單位(港幣千元)。此等綜合財務報告已於二零零五年十月二十七日獲董事會批准刊發。

自二零零五年九月十五日起，本公司之財政年度結算日由十二月三十一日更改為九月三十日，藉此與最終控股公司一致。此等財務報告涵蓋二零零五年一月一日至二零零五年九月三十日之九個月期間。因此，於綜合收益表、權益變動表、綜合現金流量表及相關附註所呈列之比較數字並非相應期間之比較數字。

Notes to the Financial Statements 財務報告附註

2 Summary of significant accounting policies

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation

The consolidated financial statements of Frasers Property (China) Limited have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRS") and Hong Kong Accounting Standards ("HKAS") (collectively ("HKFRS")). The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of available-for-sale financial assets and investment properties, which are carried at fair value.

The preparation of financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in Note 4.

2 主要會計政策概要

編製此等綜合財務報告所採用之主要會計政策載於下文。除另有說明外，此等政策已於所有呈報年度貫徹採用。

2.1 編製基準

星獅地產(中國)有限公司之綜合財務報告乃根據香港財務報告準則(「香港財務報告準則」)及香港會計準則(「香港會計準則」)(統稱「香港財務報告準則」)編製。此等財務報告乃按歷史成本法編製，並按公平值就可供出售財務資產及投資物業重估作出修訂。

編製符合香港財務報告準則之財務報告需要運用若干重要之會計估計，亦同時需要管理層在採用本公司之會計政策過程中作出判斷。在綜合財務報告中涉及高度判斷或複雜程度之範疇，或有重要假設及估計之範疇已於附註4中披露。

Notes to the Financial Statements 財務報告附註

2 Summary of significant accounting policies (continued)

2.1 Basis of preparation (continued)

The adoption of new/revised HKFRS

In 2005, the Group adopted the new/revised standards and interpretations of HKFRS below, which are relevant to its operations. The 2004 comparatives have been amended as required, in accordance with the relevant requirements.

HKAS 1	Presentation of Financial Statements
HKAS 2	Inventories
HKAS 7	Cash Flow Statements
HKAS 8	Accounting Policies, Changes in Accounting Estimates and Errors
HKAS 10	Events after the Balance Sheet Date
HKAS 16	Property, Plant and Equipment
HKAS 17	Leases
HKAS 21	The Effects of Changes in Foreign Exchange Rates
HKAS 23	Borrowing Costs
HKAS 24	Related Party Disclosures
HKAS 27	Consolidated and Separate Financial Statements
HKAS 28	Investments in Associates
HKAS 32	Financial Instruments: Disclosures and Presentation
HKAS 33	Earnings per Share
HKAS 36	Impairment of Assets
HKAS 38	Intangible Assets

2 主要會計政策概要(續)

2.1 編製基準(續)

採納新訂／經修訂香港財務報告準則

於二零零五年，本集團採納以下新訂／經修訂香港財務報告準則之準則及詮釋，此等準則與其營運相關。二零零四年之比較數字亦已根據有關規定作出修改。

香港會計準則第1號	財務報告之呈列
香港會計準則第2號	存貨
香港會計準則第7號	現金流量表
香港會計準則第8號	會計政策、會計估計之改變及差錯
香港會計準則第10號	結算日後事項
香港會計準則第16號	物業、廠房及設備
香港會計準則第17號	租賃
香港會計準則第21號	外幣匯率變動之影響
香港會計準則第23號	借款費用
香港會計準則第24號	關聯方披露
香港會計準則第27號	綜合及獨立財務報告
香港會計準則第28號	於聯營公司之投資
香港會計準則第32號	金融工具：披露及呈列
香港會計準則第33號	每股盈利
香港會計準則第36號	資產減值
香港會計準則第38號	無形資產

Notes to the Financial Statements 財務報告附註

2 Summary of significant accounting policies (continued)

2 主要會計政策概要(續)

2.1 Basis of preparation (continued)

2.1 編製基準(續)

HKAS 39	Financial Instruments: Recognition and Measurement	香港會計準則第39號	金融工具：確認及計量
HKAS 40	Investment Property	香港會計準則第40號	投資物業
HKAS-Int 15	Operating Leases – Incentives	香港會計準則詮釋第15號	經營租賃 – 獎勵
HKAS-Int 21	Income Taxes – Recovery of Revalued Non-Depreciated Assets	香港會計準則詮釋第21號	所得稅 – 收回經重估之非折舊資產
HKFRS 2	Share-based Payments	香港財務報告準則第2號	以股份支付之支出
HKFRS 3	Business Combinations	香港財務報告準則第3號	業務合併
HKFRS 5	Non-current Assets Held for Sale and Discontinued Operations	香港財務報告準則第5號	持作出售及已停止業務之非流動資產

The adoption of new/revised HKASs 1, 2, 7, 8, 10, 16, 21, 23, 24, 27, 28, 33, 36 and HKAS-Int 15 did not result in substantial changes to the Group's accounting policies. In summary:

採納新訂／經修訂的香港會計準則第1、2、7、8、10、16、21、23、24、27、28、33、36及香港會計準則詮釋第15號並未對本集團之會計政策造成重大變動。總括而言：

- HKAS 1 has affected the presentation of minority interests, share of net after-tax results of associates and other disclosures.
 - HKASs 2, 7, 8, 10, 16, 21, 23, 27, 28, 33, 36 and HKAS-Int 15 had no material effect on the Group's policies.
 - HKAS 24 has affected the identification of related parties and some other related-party disclosures.
- 香港會計準則第1號對少數股東權益、應佔聯營公司除稅後業績淨額及其他披露之呈列造成影響。
 - 香港會計準則第2、7、8、10、16、21、23、27、28、33、36及香港會計準則詮釋第15號並未對本集團之政策造成重大影響。
 - 香港會計準則第24號對關連方之定義及若干其他關連方披露造成影響。

Notes to the Financial Statements 財務報告附註

2 Summary of significant accounting policies (continued)

2.1 Basis of preparation (continued)

The adoption of revised HKAS 17 has resulted in a change in the accounting policy relating to the reclassification of land use rights from property, plant and equipment and properties under development to operating leases. The upfront prepayments made for the land use rights are expensed in the income statement on a straight-line basis over the period of the lease or where there is impairment, the impairment is expensed in the income statement. In prior years, the land use rights were accounted for at cost less accumulated impairment loss.

The adoption of HKASs 32 and 39 has resulted in a change in the accounting policy relating to the classification of available-for-sale financial assets.

The adoption of revised HKAS 40 has resulted in a change in the accounting policy of which the changes in fair values of investment properties are recorded in the income statement as part of other income. In prior years, the increases in fair value were credited to the investment properties revaluation reserve. Decreases in fair value were first set off against increases on earlier valuations on a portfolio basis and thereafter expensed in the income statement.

The adoption of revised HKAS-Int 21 has resulted in a change in the accounting policy relating to the measurement of deferred tax liabilities arising from the revaluation of investment properties. Such deferred tax liabilities are measured on the basis of tax consequences that would follow from recovery of the carrying amount of that asset through use. In prior years, the carrying amount of that asset was expected to be recovered through sale.

2 主要會計政策概要(續)

2.1 編製基準(續)

採納經修訂香港會計準則第17號導致之會計政策變動，為土地使用權須由物業、廠房及設備以及發展中物業重新分類為經營租賃。土地使用權之預付款以直線法在租約年期內於收益表內支銷，倘出現減值，則該減值亦會於收益表內支銷。於過往年度，土地使用權乃公平值扣減累計減值虧損入賬。

採納香港會計準則第32及39號導致有關可出售金融資產分類之會計政策出現變動。

採納經修訂香港會計準則第40號導致之會計政策變動，為投資物業之公平值須作為其他收入之一部份呈列於收益表內。於過往年度，公平值之增加金額乃計入投資重估儲備，而其減少金額則先按組合基準於先前之重估金額內抵銷，再於收益表內支銷。

採納經修訂香港會計準則詮釋第21號導致計量重估投資物業所產生之遞延稅項負債之會計政策出現變動。該等遞延稅項負債之計量基準為透過使用該資產而收回其賬面值後所產生之稅務後果。於過往年度，該資產之賬面值預計可透過銷售予以收回。

Notes to the Financial Statements 財務報告附註

2 Summary of significant accounting policies (continued)**2.1 Basis of preparation (continued)**

The adoption of HKFRS 2 has resulted in a change in the accounting policy for share-based payments. Until 31 December 2004, the provision of share options to employees did not result in an expense in the income statement. Effective 1 January 2005, the Group expenses the cost of share options in the income statement. As a transitional provision, the cost of share options granted after 7 November 2002 and not yet vested on 1 January 2005 was expensed retrospectively in the income statement of the respective periods (Note 2.16).

The adoption of HKFRS 3 and HKAS 38 results in a change in the accounting policy for excess of fair value of net assets acquired over the cost of acquisition. Until 31 December 2004, excess of fair value of net assets acquired over the cost of acquisition not exceeding the fair values of the non-monetary assets acquired was recognised in the consolidated income statement over the remaining weighted average useful life of those assets. Effective 1 January 2005, the excess of acquirer's interest in the net fair value of acquiree's identifiable assets, liabilities and contingent liabilities over the cost of business combination is recognized immediately in the income statement. In accordance with the provisions of HKFRS 3, the previously recognised excess of fair value of net assets acquired over the cost of acquisition shall be derecognized as at 1 January 2005 with a corresponding adjustment to the accumulated losses.

2 主要會計政策概要 (續)**2.1 編製基準 (續)**

採納香港財務報告準則第2號導致以股份支付之支出之會計政策出現變動。直至二零零四年十二月三十一日前，向員工授出認股權不會造成收益表之開支。由二零零五年一月一日起，本集團於收益表支銷認股權之成本。作為過渡條文，二零零二年十一月七日後授出及未於二零零五年一月一日歸屬之認股權之成本已於相關期間之收益表追溯支銷(附註2.16)。

採納香港財務報告準則第3號及香港會計準則第38號導致已購買淨資產公平值之超額之會計政策出現變動。直至二零零四年十二月三十一日前，數額不超逾所收購之非貨幣資產公平值之已購買淨資產公平值之超額需以該等資產之剩餘加權平均可使用年期在綜合收益表內確認。由二零零五年一月一日開始，收購方於被收購公司之可辨認資產、負債及或然負債公平淨值之權益超逾業務合併成本之差額將即時於收益表確認。根據香港財務報告準則第3號之條文，以往確認之已購買淨資產公平值之超額須於二零零五年一月一日取消確認，並對累計虧損作出相應調整。

Notes to the Financial Statements 財務報告附註

2 Summary of significant accounting policies (continued)

2.1 Basis of preparation (continued)

All changes in the accounting policies have been made in accordance with the transition provisions in the respective standards. All standards adopted by the Group require retrospective application other than:

- HKAS 39 – does not permit to recognize, derecognize and measure financial assets and liabilities in accordance with this standard on a retrospective basis. The Group applied the previous Hong Kong Statement of Standard Accounting Practice (“SSAP”) 24 “Accounting for investments in securities” to investments in equity securities. The adjustments required for the accounting differences between SSAP 24 and HKAS 39 are determined and recognized at 1 January 2005;
- HKFRS 2 – only retrospective application for all equity instruments granted after 7 November 2002 and not vested at 1 January 2005;
- HKFRS 3 – prospectively on or after 1 January 2005; and
- HKFRS 5 – prospectively on or after 1 January 2005.

2 主要會計政策概要(續)

2.1 編製基準(續)

會計政策之所有變動均根據各準則之過渡條文作出。本集團採納之所有準則須進行追溯應用，惟下列者除外：

- 香港會計準則第39號 – 此準則並不允許根據此準則以追溯基準確認、取消確認及計量金融資產及負債。就二零零四年之比較資料，本集團就於股本證券之投資採用以往之香港會計實務準則（「會計實務準則」）第24號「於證券之投資之會計處理」。就會計實務準則第24號與香港會計準則第39號之間之會計差異需作出之調整於二零零五年一月一日釐定及確認；
- 香港財務報告準則第2號 – 須追溯應用此準則之股本工具僅限於二零零二年十一月七日後授出且並未於二零零五年一月一日歸屬者；
- 香港財務報告準則第3號 – 於二零零五年一月一日或以後追溯應用；及
- 香港財務報告準則第5號 – 於二零零五年一月一日或以後追溯應用。

Notes to the Financial Statements 財務報告附註

2 Summary of significant accounting policies (continued)

2 主要會計政策概要(續)

2.1 Basis of preparation (continued)

2.1 編製基準(續)

- (i) The adoption of revised HKAS 17 resulted in a decrease in opening reserves at 1 January 2004 by HK\$52,817,000.

- (i) 採納經修訂香港會計準則第17號導致二零零四年一月一日之期初儲備減少港幣52,817,000元。

(In HK\$'000)	(以港幣千元為單位)	As at 30 September 2005 於二零零五年 九月三十日	As at 31 December 2004 於二零零四年 十二月三十一日
Decrease in property, plant and equipment	物業、廠房及設備減少	(18,800)	(19,311)
Increase in land use rights	土地使用權增加	15,578	16,316
Increase in deferred income tax assets	遞延所得稅資產增加	1,474	1,375
Decrease in deferred income tax liabilities	遞延所得稅負債減少	8,586	-
Decrease in properties held for sale	待出售物業減少	(4,757)	(9,334)
Decrease in properties under development	發展中物業減少	(52,757)	(42,977)
(Increase)/decrease in minority interests	少數股東權益(增加)/減少	(3,236)	150
Increase in accumulated losses	累計虧損增加	53,912	53,781
		For the nine months ended 30 September 2005 截至 二零零五年 九月 三十日止 九個月	For the year ended 31 December 2004 截至 二零零四年 十二月 三十一日止 年度
Decrease in cost of sales	銷售成本減少	(5,318)	(19,059)
Increase in direct operating expenses	直接經營開支增加	6,694	17,231
Increase in other income	其他收入增加	(5,200)	(7,920)
Increase in provisions written back	撥回撥備增加	(441)	-
Increase in finance costs	財務費用增加	4,495	9,138
(Decrease)/increase in income tax expense	所得稅開支(減少)/增加	(99)	250
Increase in minority interests	少數股東權益增加	-	1,324
Decrease in basic earnings per share (HK cents)	每股基本盈利減少(港仙)	0.01	0.03

Notes to the Financial Statements 財務報告附註

2 Summary of significant accounting policies (continued)

2.1 Basis of preparation (continued)

(ii) The adoption of HKFRS 2 resulted in:

(In HK\$'000)	(以港幣千元為單位)	As at 30 September 2005 於二零零五年 九月三十日	As at 31 December 2004 於二零零四年 十二月三十一日
Increase in share-based compensation reserve	股份酬金儲備增加	(1,054)	(308)
Increase in accumulated losses	累計虧損增加	1,054	308
		For the nine months ended 30 September 2005 截至 二零零五年 九月 三十日止 九個月	For the year ended 31 December 2004 截至 二零零四年 十二月 三十一日止 年度
(In HK\$'000)	(以港幣千元為單位)		
Increase in administrative expenses	行政開支增加	746	307
Decrease in basic earnings per share (HK cents)	每股基本盈利減少(港仙)	0.03	0.01

(iii) The adoption of HKFRS 3 and HKAS 38 resulted in:

(In HK\$'000)	(以港幣千元為單位)	As at 30 September 2005 於二零零五年 九月三十日	As at 31 December 2004 於二零零四年 十二月三十一日
Increase in intangible assets	無形資產增加	1,033	-
Decrease in accumulated losses	累計虧損減少	(1,033)	-

2 主要會計政策概要(續)

2.1 編製基準(續)

(ii) 採納香港財務報告準則第2號導致：

As at 30 September 2005 於二零零五年 九月三十日	As at 31 December 2004 於二零零四年 十二月三十一日
(1,054)	(308)
1,054	308
For the nine months ended 30 September 2005 截至 二零零五年 九月 三十日止 九個月	For the year ended 31 December 2004 截至 二零零四年 十二月 三十一日止 年度

(iii) 採納香港財務報告準則第3號及香港會計準則第38號導致：

As at 30 September 2005 於二零零五年 九月三十日	As at 31 December 2004 於二零零四年 十二月三十一日
1,033	-
(1,033)	-

Notes to the Financial Statements 財務報告附註

2 Summary of significant accounting policies
(continued)

2 主要會計政策概要(續)

2.1 Basis of preparation (continued)

2.1 編製基準(續)

(iv) The adoption of HKAS-Int 21 resulted in:

(iv) 採納香港會計準則詮釋第21號導致：

(In HK\$'000)	(以港幣千元為單位)	As at 30 September 2005 於二零零五年 九月三十日	As at 31 December 2004 於二零零四年 十二月三十一日
Increase in deferred tax liability	遞延稅項負債增加	-	(3,938)
Decrease in minority interests	少數股東權益減少	-	1,575
Increase in accumulated losses	累計虧損增加	-	2,363
		For the nine months ended 30 September 2005 截至 二零零五年 九月 三十日止 九個月	For the year ended 31 December 2004 截至 二零零四年 十二月 三十一日止 年度
(Decrease)/increase in income tax expense	所得稅開支 (減少)／增加	(3,938)	3,938
Increase/(decrease) in minority interests	少數股東權益 增加／(減少)	1,575	(1,575)
(Increase)/decrease in basic earnings per share (HK cents)	每股基本盈利 (增加)／減少 (港仙)	(0.08)	0.08

Notes to the Financial Statements 財務報告附註

2 Summary of significant accounting policies
(continued)

2.1 Basis of preparation (continued)

(v) The adoption of HKAS 40 resulted in:

(In HK\$'000)	(以港幣千元為單位)	As at 30 September 2005 於二零零五年 九月三十日	As at 31 December 2004 於二零零四年 十二月三十一日
Decrease in investment property revaluation reserve	投資物業重估儲備減少	1,714	1,714
Decrease in accumulated losses	累計虧損減少	(1,714)	(1,714)
		For the nine months ended 30 September 2005 截至 二零零五年 九月 三十日止 九個月	For the year ended 31 December 2004 截至 二零零四年 十二月 三十一日止 年度
(In HK\$'000)	(以港幣千元為單位)		
Increase in other income	其他收入增加	-	(15,871)
Increase in minority interests	少數股東權益增加	-	14,157
Increase in basic earnings per share (HK cents)	每股基本盈利增加(港仙)	-	(0.06)

2 主要會計政策概要(續)

2.1 編製基準(續)

(v) 採納香港會計準則第40號導致：

Notes to the Financial Statements 財務報告附註

2 Summary of significant accounting policies (continued)

2.1 Basis of preparation (continued)

No early adoption of the following new HKFRSs or interpretations that have been issued but are not yet effective. The adoption of such HKFRSs or interpretations will not result in substantial changes to the Group's accounting policies.

HKAS 19 (Amendment)	Actuarial Gains and Losses, Group Plans and Disclosures
HKFRS 6	Exploration for and Evaluation of Mineral Resources
HKFRS-Int 4	Determining whether an Arrangement contains a Lease
HKFRS-Int 5	Rights to Interests Arising from Decommissioning, Restoration and Environmental Rehabilitation Funds

2.2 Consolidation

The consolidated financial statements include the financial statements of the Company and all its subsidiaries made up for the nine months to 30 September 2005.

(a) Subsidiaries

Subsidiaries are all entities over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity.

2 主要會計政策概要(續)

2.1 編製基準(續)

並無提早採納以下已頒佈但尚未生效之新香港財務報告準則或詮釋。採納該等香港財務報告準則或詮釋不會導致本公司會計政策出現重大變動。

香港會計準則 第19號 (修訂版)	精算收益及虧 損、集團計劃 及披露
香港財務報告 準則第6號	礦物資源勘探 及估值
香港財務報告 準則詮釋第4號	確定一項安排 是否包含 租賃
香港財務報告 準則詮釋第5號	由解除、復原 及環境修復 基金產生 之權益

2.2 綜合

該綜合財務報告包括本公司及其所有附屬公司截至二零零五年九月三十日止九個月之財務報告。

(a) 附屬公司

附屬公司指集團有權控制其財務及營運決策，通常擁有其過半數投票權之所有實體。於評估本集團是否控制另一實體時，會考慮是否存在即時可行使或轉換之潛在投票權及其影響。

Notes to the Financial Statements 財務報告附註

2 Summary of significant accounting policies (continued)

2.2 Consolidation (continued)

(a) Subsidiaries (continued)

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

The purchase method of accounting is used to account for the acquisition of subsidiaries by the Group. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any minority interest. The excess of the cost of acquisition over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill. If the cost of acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognized directly in the income statement.

Inter-company transactions, balances and unrealized gains on transactions between group companies are eliminated. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

2 主要會計政策概要(續)

2.2 綜合(續)

(a) 附屬公司(續)

附屬公司於控制權轉移至集團當日起全數於集團內合併，並自控制權終止當日起從集團中剔除。

集團收購附屬公司時乃採用購買會計處理法入賬。收購成本按收購日為收購所放棄之資產、發行之股本工具或於交換當日所產生或承擔之負債，另加收購過程中產生之直接成本之公平值計量。業務合併中取得之可識別資產，以及承擔之負債及或然負債，起初乃按收購日之公平值計量，而不論任何少數股東權益之因素。收購成本超出集團所佔已購入可識別資產淨值之公平值會記作商譽入賬。如果收購成本低於已購入附屬公司之資產淨值之公平值，差額會直接於收益表內確認。

集團內公司間之交易、結存及進行交易時之未變現收益會予以抵銷。未變現之虧損亦會抵銷，除非該項交易有證據證明轉讓資產出現減值。附屬公司之會計政策已在必要時按照集團所採納之政策作出相應變動，以與集團保持一致。

Notes to the Financial Statements 財務報告附註

2 Summary of significant accounting policies (continued)

2.2 Consolidation (continued)

(a) Subsidiaries (continued)

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

(b) Associated companies

Associated companies are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associated companies are accounted for by the equity method of accounting and are initially recognized at cost.

The Group's share of its associated companies' post-acquisition profits or losses is recognized in the income statement, and its share of post-acquisition movements in reserves is recognized in reserves. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in an associated company equals or exceeds its interest in the associated company, including any other unsecured receivables, the Group does not recognize further losses, unless it has incurred obligations or made payments on behalf of the associated company.

2 主要會計政策概要 (續)

2.2 綜合 (續)

(a) 附屬公司 (續)

在本公司之資產負債表中，於附屬公司之投資乃按成本減累計減值虧損列賬。本公司按照已收及應收股息為基準將附屬公司之業績計入賬目。

(b) 聯營公司

聯營公司是指本集團對其有重大影響但不擁有控制權之公司，一般伴隨擁有20%至50%投票權之持股量。於聯營公司之投資乃以權益會計法入賬並初步按成本確認。

本集團對收購後之聯營公司之利潤或虧損於損益表中確認，而應佔收購後之聯營公司之儲備變動在儲備中確認。收購後之累積變動乃於投資之賬面值作調整。當本集團應佔聯營公司虧損等於或大於其佔聯營公司之權益（包括任何其他無抵押應收款項）時，本集團不再確認進一步之虧損，除非本集團代聯營公司承擔負債或支付款項。

Notes to the Financial Statements 財務報告附註

2 Summary of significant accounting policies (continued)

2.2 Consolidation (continued)

(b) Associated companies (continued)

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

2.3 Segment reporting

A business segment is a group of assets and operations engaged in providing products or services that are subject to risks and returns that are different from those of other business segments. A geographical segment is engaged in providing products or services within a particular economic environment that are subject to risks and returns that are different from those of segments operating in other economic environments.

2.4 Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The consolidated financial statements are presented in Hong Kong dollars, which is the Company's functional and presentation currency.

2 主要會計政策概要(續)

2.2 綜合(續)

(b) 聯營公司(續)

本集團與聯營公司之間交易而產生之未變現收益按本集團所享有之部分抵銷。除非該交易提供證據證明所轉移資產出現減值，否則未變現虧損亦應抵銷。

2.3 分類報告

一個業務分類指從事提供產品或服務之一組資產及業務，而該組資產及業務之風險及回報與其他業務分類有別。一個地區分類乃在某一特定經濟環境下從事提供產品或服務，而該分類之風險及回報與在其他經濟環境經營之分類有別。

2.4 外幣換算

(a) 功能及呈報貨幣

本集團各實體之財務報告所列之項目，乃按該實體經營所在地之主要經濟環境之貨幣(「功能貨幣」)計量。本公司之綜合財務報告以港幣呈列，而港幣則為本公司之功能及呈報貨幣。

Notes to the Financial Statements 財務報告附註

2 Summary of significant accounting policies (continued)

2.4 Foreign currency translation (continued)

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the income statement.

(c) Group companies

The results and financial position of all the group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- (ii) income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- (iii) all resulting exchange differences are recognized as a separate component of equity.

2 主要會計政策概要(續)

2.4 外幣換算(續)

(b) 交易及結餘

外幣交易均按交易當日之匯率換算為功能貨幣。因此等交易結算及因按年結日匯率換算外幣貨幣資產及負債而產生之匯兌損益，均於收益表確認。

(c) 集團公司

所有集團實體(並無來自惡性通貨膨脹經濟之貨幣)之業績及財務狀況之功能貨幣如有異於呈報貨幣，乃按以下方式換算為呈報貨幣：

- (i) 於各資產負債表呈列之資產及負債乃按該結算日之收市匯率換算；
- (ii) 各收益表之收支乃按平均匯率換算(除非該平均匯率並非有關交易當日之匯率之累積影響之合理估計，在該情況下，則收支會按有關交易當日之匯率換算)；及
- (iii) 所有因此而產生之匯兌差額乃分開確認為權益之一部份。

Notes to the Financial Statements 財務報告附註

2 Summary of significant accounting policies (continued)

(c) Group companies (continued)

On consolidation, exchange differences arising from the translation of the net investment in foreign entities, and of borrowings and other currency instruments designated as hedges of such investments, are taken to shareholders' equity. When a foreign operation is sold, such exchange differences are recognized in the income statement as part of the gain or loss on sale.

2.5 Property, plant and equipment

Property, plant and equipment are stated at historical cost less depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are expensed in the income statement during the financial period in which they are incurred.

Depreciation of property, plant and equipment is calculated using the straight-line method to allocate cost or revalued amounts to their residual values over their estimated useful lives, as follows:

– Buildings in China	Over the remaining term of lease or 5% whichever is higher
– Motor vehicles	12% to 20%
– Office equipment, furniture and fixtures	19.2% to 33.33%
– Leasehold improvements	20%

2 主要會計政策概要(續)

(c) 集團公司(續)

於綜合賬目時，因換算於海外實體之淨投資而產生之匯兌差額均計入股東權益內。當出售海外業務時，有關匯兌差額乃於收益表確認為出售之部份收益或虧損。

2.5 物業、廠房及設備

物業、廠房及設備是按歷史成本減折舊和減值虧損列賬。歷史成本包括收購項目直接引致之開支。

結算日後成本僅在與該項目相關之未來經濟效益有可能歸於本集團及能可靠地計算出項目成本之情況下，方會包括入資產賬面值或確認為另立之資產(倘適用)。所有其他維修及保養於其產生之財政期間計入損益表。

物業、廠房及設備之折舊按如下年率以直線法按其估計可使用年期分配成本或重估金額至其剩餘價值計算：

– 位於中國之樓宇	按剩餘租約年期或5%之較高者
– 汽車	12%至20%
– 辦公室設備、傢俬及裝置	19.2%至33.33%
– 租約物業裝修	20%

Notes to the Financial Statements 財務報告附註

2 Summary of significant accounting policies (continued)**2.5 Property, plant and equipment (continued)**

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

2.6 Investment properties

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the companies in the consolidated Group, is classified as investment property.

Investment property comprises land held under operating leases and buildings held under finance leases.

Land held under operating leases is classified and accounted for as investment property when the rest of the definition of investment property is met. The operating lease is accounted for as if it were a finance lease.

Investment property is measured initially at its costs, including related transaction costs.

2 主要會計政策概要 (續)**2.5 物業、廠房及設備 (續)**

於每個結算日，資產之剩餘價值及可使用年期予以檢討，並已於適當情況下作出調整。

倘某資產之賬面值大於其估計可收回金額，該資產之賬面值將即時撇減至其可收回金額。

2.6 投資物業

持作長期租金收益或資本增值或兩者兼備且並非本集團旗下各公司所佔用之物業分類為投資物業。

投資物業包括根據經營租賃持有之土地及根據融資租賃持有之樓宇。

當符合分類為投資物業之其他要求時，以經營租賃持有之土地亦分類及入賬作投資物業。該經營租賃乃當作融資租賃入賬。

投資物業最初按其成本值(包括交易成本)計量。

Notes to the Financial Statements 財務報告附註

2 Summary of significant accounting policies (continued)

2.6 Investment properties (continued)

After initial recognition, investment property is carried at fair value. Fair value is based on active market prices, adjusted, if necessary, for any difference in the nature, location or condition of the specific asset. If this information is not available, the Group uses alternative valuation methods such as recent prices on less active markets or discounted cash flow projections. These valuations are performed in accordance with the guidance issued by the International Valuation Standards Committee. These valuations are reviewed annually by external valuers. Investment property that is being redeveloped for continuing use as investment property, or for which the market has become less active, continues to be measured at fair value.

The fair value of investment property reflects, among other things, rental income from current leases and assumptions about rental income from future leases in the light of current market conditions.

The fair value also reflects, on a similar basis, any cash outflows that could be expected in respect of the property. Some of those outflows are recognized as a liability, including finance lease liabilities in respect of land classified as investment property; others, including contingent rent payments, are not recognized in the financial statements.

Subsequent expenditure is charged to the asset's carrying amount only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed in the income statement during the financial period in which they are incurred.

2 主要會計政策概要(續)

2.6 投資物業(續)

投資物業於入賬後以公平值列賬。公平值以活躍市場價格為基準，並在有需要之情況下根據特定資產之性質、地點或條件調整公平值。倘無法取得此等資料，本集團會採用其他估值方法，例如活躍度較低市場之價格或折現估計現金流量。此等估價方法乃符合國際估值準則委員會(International Valuation Standards Committee)頒佈之相關指引。此等估值每年由獨立估值師審查。再發展以持續作投資物業用途之投資物業，或市場活躍度降低之投資物業將繼續以公平值計量。

投資物業之公平值反映(其中包括)現時租賃之租金收入及根據現時市況假設可自日後租賃取得之租金收入。

公平值亦按相似基準反映物業預期將產生之任何現金流出量。此等流出量之若干部份確認為負債，包括與分類作投資物業之土地有關之融資租賃負債；包括或然租金之其他現金流出量則不會於財務報告中確認。

倘投資物業期後支出之相關未來經濟利益很可能流入本集團，而且能可靠地計量該項目之成本，則該項支出可計入該項資產之賬面值。其他維修及保養成本則在其產生之財政期間在收益表內支銷。

Notes to the Financial Statements 財務報告附註

2 Summary of significant accounting policies (continued)**2.6 Investment properties (continued)**

Changes in fair values are recognized in the income statement.

If an investment property becomes owner-occupied, it is reclassified as property, plant and equipment, and its fair value at the date of reclassification becomes its cost for accounting purposes. Property that is being constructed or developed for future use as investment property is classified as property, plant and equipment and stated at cost until construction or development is complete, at which time it is reclassified and subsequently accounted for as investment property.

If an item of property, plant and equipment becomes an investment property because its use has changed, any difference resulting between the carrying amount and the fair value of this item at the date of transfer is recognized in equity as a revaluation of property, plant and equipment under HKAS 16. However, if a fair value gain reverses a previous impairment loss, the gain is recognized in the income statement.

Investment property held for sale without redevelopment is classified within non-current assets held for sale, under HKFRS 5.

2 主要會計政策概要 (續)**2.6 投資物業 (續)**

公平值之變動在收益表內確認。

倘投資物業變成由本集團成員公司所佔用，則重新分類為物業、廠房及設備，而就會計用途而言，其於重新分類日期之公平值成為其成本值。作投資物業用途之興建或發展中物業分類為物業、廠房及設備，並以成本列值，直至完成興建或發展時則會重新分類為投資物業，並以此入賬。

根據香港會計準則第16號，倘物業、廠房及設備因改變用途而成為投資物業，此項目於轉讓日之賬面值與公平值之間之任何差額將於權益中確認為物業、廠房及設備重估。然而，倘公平值收益抵銷以往之減值虧損，該收益則於收益表確認。

根據香港財務報告準則第5號，無再發展之待出售投資物業分類為待出售非流動資產。

Notes to the Financial Statements 財務報告附註

2 Summary of significant accounting policies (continued)

2.7 Impairment of assets

Assets that have an indefinite useful life are not subject to amortization, which are at least tested annually for impairment and are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units).

2.8 Investments

From 1 January 2004 to 31 December 2004:

The Group classified its investments in securities, other than subsidiaries, associated companies and jointly controlled entities, as investments in equity securities.

(a) Investments in equity securities

Investments which were held for non-trading purposes were stated at fair value at the balance sheet date. Changes in the fair value of individual securities were credited or debited to the investment revaluation reserve until the security was sold, or was determined to be impaired. Upon disposal, the cumulative gain or loss representing the difference between the net sales proceeds and the carrying amount of the relevant security, together with any surplus/deficit transferred from the investment revaluation reserve, was dealt with in the income statement.

2 主要會計政策概要(續)

2.7 資產減值

無限定可使用年期之資產毋須作攤銷，並須最少每年測試其減值情況，或當情況或環境變化顯示賬面值或不能收回時作減值檢討。須攤銷之資產在出現顯示可能不能收回賬面值之情況或變化時，須作減值檢討。倘資產之賬面值超出其可收回款額，超出之款項將作減值確認。可收回款額為資產公平值減出售成本或使用價值之較高者。就評估減值而言，資產按可分開識別現金流量(現金產生單位)者之最低級別分組。

2.8 投資

由二零零四年一月一日至二零零四年十二月三十一日：

本集團將其證券投資分類為股本證券投資，惟附屬公司、聯營公司及共同控制企業之投資則除外。

(a) 股本證券投資

持作非買賣用途之投資按結算日之公平值列值。個別證券公平值之變動在投資重估儲備中貸記或支銷，直至有關證券出售或釐定為減值耗蝕為止。出售證券之累計收益或虧損指出售所得款項淨額與有關證券賬面值之差額，連同轉撥自投資重估儲備之任何盈餘／虧絀，並在收益表處理。

Notes to the Financial Statements 財務報告附註

2 Summary of significant accounting policies (continued)

2.8 Investments (continued)

(a) Investments in equity securities (continued)

Where there was objective evidence that individual investments were impaired the cumulative loss recorded in the revaluation reserve was taken to the income statement.

From 1 January 2005 onwards:

The Group classifies its investments in the following categories: financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments, and available-for-sale financial assets. The classification depends on the purpose for which the investments were acquired. Management determines the classification of its investments at initial recognition and re-evaluates this designation at every reporting date.

(a) Financial assets at fair value through profit or loss

This category has two sub-categories: financial assets held for trading, and those designated at fair value through profit or loss at inception. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term or if so designated by management. Derivatives are also categorized as held for trading unless they are designated as hedges. Assets in this category are classified as current assets if they are either held for trading or are expected to be realized within 12 months of the balance sheet date.

2 主要會計政策概要(續)

2.8 投資(續)

(a) 股本證券投資(續)

假若有客觀證據顯示個別投資之價值已下降，則在重估儲備中記錄之累積虧損須撥往收益表。

由二零零五年一月一日起：

本集團按以下類別將其投資分類：公平值列賬及在收益表處理之金融資產、貸款及應收款項、持至到期之投資及可出售金融資產。分類視乎收購投資之目的而定。管理層於最初確認投資時將其分類，並於每個報告日期進行估值。

(a) 公平值列賬及在收益表處理之金融資產

此類別可細分為兩個類別：持作買賣之金融資產以及在開始時即歸入公平值列賬及在收益表處理之類別。倘收購一項金融資產之主要目的為在短期內出售，或倘管理層有所指定，則該項資產會分類作此類別。衍生工具除非被指定作對沖，否則均歸入持作買賣之類別。此分類之資產倘為持有作買賣或預期於結算日起12個月內變現，則分類為流動資產。

Notes to the Financial Statements 財務報告附註

2 Summary of significant accounting policies (continued)

2.8 Investments (continued)

(b) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise when the Group provides money, goods or services directly to a debtor with no intention of trading the receivable. They are included in current assets, except for maturities greater than 12 months after the balance sheet date. These are classified as non-current assets. Loans and receivables are included in trade and other receivables in the balance sheet (Note 2.11).

(c) Held-to-maturity investments

Held-to-maturity investments are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Group's management has the positive intention and ability to hold to maturity. During the year, the Group did not hold any investments in this category.

(d) Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless management intends to dispose of the investment within 12 months of the balance sheet date.

2 主要會計政策概要(續)

2.8 投資(續)

(b) 貸款及應收款項

貸款及應收款項乃非衍生性質之金融工具，附帶固定或可計算之還款額，但在活躍市場並無報價，並在本集團向債務人直接提供金錢、產品或服務而無意將應收款項進行買賣時產生。除於結算日後12個月後到期之貸款及應收款項分類為非流動資產外，其餘均包括於流動資產內。貸款及應收款項於資產負債表中列賬為貿易及其他應收款項(附註2.11)。

(c) 持有至到期投資

持有至到期投資乃非衍生性質之金融資產，附帶固定或可計算之還款額及固定到期日，且本集團管理層持正面意向並具能力持有至到期日。於本年度內，本集團並未持有此類別之任何投資。

(d) 可出售金融資產

可出售金融資產屬非衍生性質，乃歸入此類別或不歸入任何其他類別者。除非管理層有意於結算日後12個月內出售該投資，否則此等投資包括於非流動資產內。

Notes to the Financial Statements 財務報告附註

2 Summary of significant accounting policies (continued)

2.8 Investments (continued)

(d) Available-for-sale financial assets (continued)

Investments which were held for non-trading purpose were stated at fair value at the balance sheet date. Changes in the fair value of individual securities were credited or debited to the investment revaluation reserve until the security was sold, or was determined to be impaired. Upon disposal, the cumulative gain or loss representing the difference between the net sales proceeds and the carrying amount of the relevant security, together with any surplus/deficit transferred from the investment revaluation reserve, was dealt with in the income statement.

Where there was objective evidence that individual investments were impaired the cumulative loss recorded in the revaluation reserve was taken to the income statement.

2 主要會計政策概要 (續)

2.8 投資 (續)

(d) 可出售金融資產 (續)

持作非買賣用途之投資按結算日之公平值列值。個別證券公平值之變動在投資重估儲備中貸記或支銷，直至有關證券出售或釐定為減值耗蝕為止。出售證券之累計收益或虧損指出售所得款項淨額與有關證券賬面值之差額，連同轉撥自投資重估儲備之任何盈餘／虧絀，並在收益表處理。

假若有客觀證據顯示個別投資之價值已下降，則在重估儲備中記錄之累積虧損須撥往收益表。

Notes to the Financial Statements 財務報告附註

2 Summary of significant accounting policies (continued)

2.8 Investments (continued)

(d) Available-for-sale financial assets (continued)

Purchases and sales of investments are recognized on trade-date – the date on which the Group commits to purchase or sell the asset. Investments are initially recognized at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Investments are derecognized when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Available-for-sale financial assets and financial assets at fair value through profit or loss are subsequently carried at fair value. Loans and receivables and held-to-maturity investments are carried at amortized cost using the effective interest method. Realized and unrealized gains and losses arising from changes in the fair value of the 'financial assets at fair value through profit or loss' category are included in the income statement in the period in which they arise. Unrealized gains and losses arising from changes in the fair value of non-monetary securities classified as available-for-sale are recognized in equity. When securities classified as available-for-sale are sold or impaired, the accumulated fair value adjustments are included in the income statement as gains or losses from investment securities.

2 主要會計政策概要(續)

2.8 投資(續)

(d) 可出售金融資產(續)

投資之買賣於買賣日期(即本集團承諾購買或出售該項資產之日)確認。就所有並非公平值列賬及在收益表處理之金融資產而言,投資以公平值加交易成本入賬。當從投資收取現金流量之權利已屆滿或已轉移,及本集團已將大部份風險及回報之所有權轉移後,會取消確認該投資。可出售金融資產及公平值列賬及在收益表處理之金融資產其後以公平值列賬。貸款及應收款項及持有至到期投資乃採用實際利率法按已攤銷成本值列賬。「公平值列賬及在收益表處理之金融資產」類別中之公平值變動所產生之已變現及未變現盈虧計入產生期間之收益表內。歸入可出售類別之非貨幣證券,其公平值變動產生之未變現盈虧在權益內確認。倘分類為可出售之證券已出售或減值,累計公平值調整乃計入收益表,列作投資證券之收益或虧損。

Notes to the Financial Statements 財務報告附註

2 Summary of significant accounting policies (continued)

2.8 Investments (continued)

(d) Available-for-sale financial assets (continued)

The fair values of quoted investments are based on current bid prices. If the market for a financial asset is not active (and for unlisted securities), the Group establishes fair value by using valuation techniques. These include the use of recent arm's length transactions, reference to other instruments that are substantially the same, discounted cash flow analysis, and option pricing models refined to reflect the issuer's specific circumstances.

The Group assesses at each balance sheet date whether there is objective evidence that a financial asset or a group of financial assets is impaired. In the case of equity securities classified as available for sale, a significant or prolonged decline in the fair value of the security below its cost is considered in determining whether the securities are impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognized in the income statement – is removed from equity and recognized in the income statement. Impairment losses recognized in the income statement on equity instruments are not reversed through the income statement.

2 主要會計政策概要 (續)

2.8 投資 (續)

(d) 可出售金融資產 (續)

掛牌投資之公平值乃以現行買入價為準。倘一項金融資產並無活躍市場(以及就非上市證券而言)，本集團則會採用估值方法釐定其公平值。此等方法包括近期之公平交易、參照其他大致相同之金融工具、現金流量折現分析，以及經調整以反映發行人特定情況之期權定價模式。

本集團於每個結算日評估是否有任何客觀證據，可證明任何一項金融資產或任何一組金融資產出現減值。就分類為可出售之股本證券而言，在決定有關證券是否出現減值時，會考慮證券之公平值是否大幅或長期下跌至低於其成本值。倘可出售金融資產出現此等證據，則會自權益移除累積虧損(相等於收購成本與當前公平值之差額，再扣除該金融資產之前於收益表確認之任何減值虧損)，並在收益表中確認。於收益表確認之股本工具減值虧損不經收益表撥。

Notes to the Financial Statements 財務報告附註

2 Summary of significant accounting policies (continued)

2.9 Properties held for sale

Properties held for sale are stated at the lower of cost and net realisable value.

Cost is determined by apportionment of the total development costs, including capitalised borrowing costs, attributable to the unsold units. Net realisable value is determined on the basis of anticipated sales proceeds, or management estimates based on the prevailing market conditions, less all estimated costs to completion and selling expenses.

2.10 Properties under development

Properties under development for sale are classified under current assets and stated at the lower of cost and net realisable value.

Cost of properties under development comprises costs of acquisition to the Group, development costs, capitalised borrowing costs and other direct costs attributable to the development. Net realisable value is determined by reference to anticipated sales proceeds, or management estimates based on prevailing market conditions, less all estimated costs to completion and selling expenses.

2.11 Trade and other receivables

Trade and other receivables are recognized initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for impairment of trade and other receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of receivables. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate. The amount of the provision is recognized in the income statement.

2 主要會計政策概要(續)

2.9 待出售物業

待出售物業乃按成本值與可變現淨值兩者中之較低者列賬。

成本乃按未出售單位之應佔總發展成本(包括已撥充資本之借貸成本)而釐定。可變現淨值乃按預計銷售所得款項或按管理層就當時市況而作出之估計減除直至完成時之所有估計成本及營銷費用計算。

2.10 發展中物業

待出售之發展中物業乃按成本值與可變現淨值兩者中之較低者列作流動資產。

發展中物業之成本包括本集團動用之收購成本、發展成本、資本化借貸成本及該等發展之其他應佔直接成本。可變現淨值乃按預計銷售所得款項或按管理層就當時市況而作出之估計減除直至完成時之所有估計成本及營銷費用計算。

2.11 貿易及其他應收款項

貿易及其他應收款項以公平值入賬，並於其後以實際利率法計算之已攤銷成本扣除減值撥備計值。當有客觀證據，顯示本集團將不能按應收款項之原有條款收回所有到期款額時，則會就貿易及其他應收款項作減值撥備，撥備款額為資產之賬面值與按實際利率折現之預期未來現金流量之現值之差額。撥備款額於收益表內確認。

Notes to the Financial Statements 財務報告附註

2 Summary of significant accounting policies (continued)**2.12 Cash and cash equivalents**

Cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the balance sheet.

2.13 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2.14 Borrowings

Borrowings are recognized initially at fair value, net of transaction costs incurred. Transaction costs are incremental costs that are directly attributable to the acquisition, issue or disposal of a financial asset or financial liability, including fees and commissions paid to agents, advisers, brokers and dealers, levies by regulatory agencies and securities exchanges, and transfer taxes and duties. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognized in the income statement over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

2 主要會計政策概要 (續)**2.12 現金及現金等值項目**

現金及現金等值項目包括手頭現金、可隨時提取之銀行存款和原訂期限不超過三個月、流動性強之其他短期投資及銀行透支。銀行透支於資產負債表內在流動負債下列作借款。

2.13 股本

普通股乃分類列為股本。發行新股份或購股權直接應佔遞增成本，乃以所得款項之扣減(已扣除稅項)於股本列賬。

2.14 借款

借款以公平值扣減所產生之交易成本入賬。交易成本為直接與收購、發行或出售金融資產或金融負債有關之額外成本，包括支付予代理、顧問、經紀及經銷商之費用及佣金、監管部門與證券交易所之徵費以及轉讓稅及關稅等。借款以已攤銷成本列值；借款所得款項(扣除交易成本)與償還金額之差異將在借款期間以實際利率法在收益表中確認。

借款乃分類作流動負債，除非本集團無條件地享有至少在結算日12個月後還款之權利。

Notes to the Financial Statements 財務報告附註

2 Summary of significant accounting policies (continued)

2.15 Deferred income tax

Deferred income tax 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 consolidated financial statements. However, if the deferred income tax arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss, it is not accounted for. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

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

Deferred income tax is provided on temporary differences arising on investments in subsidiaries, associates and jointly controlled entities, except where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

2 主要會計政策概要(續)

2.15 遞延所得稅

遞延所得稅以負債法，就資產及負債之稅基與綜合財務報告所載賬面值兩者之暫時差額全數撥備。然而，倘若遞延所得稅乃源自進行交易時不影響會計或應課稅溢利之資產或負債之初始確認（如屬業務合併之一部分則除外），則不會計入遞延所得稅。遞延所得稅以於結算日前實施或基本上實施之稅率（及稅法）釐定，並預期於相關遞延所得稅資產變現或遞延所得稅負債清償時應用。

倘若可能有未來應課稅溢利可予抵銷暫時差額，則有關差額會確認為遞延所得稅資產。

因投資附屬公司、聯營公司及共同控制實體而產生之暫時差額將會計提遞延所得稅撥備，但若暫時差額撥回時間可由本集團控制，以及暫時差額可能不會在可見將來撥回時則除外。

Notes to the Financial Statements 財務報告附註

2 Summary of significant accounting policies (continued)

2.16 Employee benefits

(a) Retirement benefit costs

The Group contributes to a defined contribution retirement scheme which is available to all relevant employees. Contributions to the scheme by the Group and employees in Hong Kong are calculated as a percentage of employees' basic salaries.

The Group's contributions to the defined contribution retirement scheme are expensed as incurred and are reduced by contributions forfeited by those employees who leave the scheme prior to vesting fully in the contributions.

The assets of the scheme are held separately from those of the Group in an independently administered fund.

In addition, the Group's contributions to local municipal government retirement schemes in China are expensed as incurred while the local municipal government undertakes to assume the retirement benefit obligations of all qualified employees in China.

2 主要會計政策概要(續)

2.16 僱員福利

(a) 退休福利成本

本集團向一項界定供款退休計劃供款，所有有關香港僱員均可參與。本集團與僱員之供款按僱員基金薪金之百分比計算。

本集團向該項界定供款退休計劃作出之供款作為費用支銷，並會以僱員全數取得供款利益前退出計劃而被沒收之供款扣減。

退休計劃之資產與本集團之資產分開持有，由獨立管理基金保管。

此外，本集團亦參加中國各地方市政府設立之退休計劃，供款乃於產生時列作支出。地方市政府承諾負擔所有國內合資格僱員之退休福利責任。

Notes to the Financial Statements 財務報告附註

2 Summary of significant accounting policies (continued)

2.16 Employee benefits (continued)

(b) Employee leave entitlements

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the balance sheet date.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(c) Share-based compensation

The Group operates an equity-settled, share-based compensation plan. The fair value of the employee services received in exchange for the grant of the options is recognized as an expense. The total amount to be expensed over the vesting period is determined by reference to the fair value of the options granted, excluding the impact of any non-market vesting conditions (for example, profitability and sales growth targets). Non-market vesting conditions are included in assumptions about the number of options that are expected to become exercisable. At each balance sheet date, the entity revises its estimates of the number of options that are expected to become exercisable. It recognizes the impact of the revision of original estimates, if any, in the income statement, and a corresponding adjustment to equity over the remaining vesting period.

The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium when the options are exercised.

2 主要會計政策概要(續)

2.16 僱員福利(續)

(b) 僱員休假權益

僱員在年假及長期服務休假之權利在僱員應享有時確認。本集團為截至結算日止僱員已提供之服務而產生之年假及長期服務休假之估計負債作出撥備。

僱員之病假及產假不作確認，直至僱員正式休假為止。

(c) 股份酬金

本集團推行一項按權益結算之股份酬金計劃。授出認股權從而換取獲得服務之公平值乃確認為開支。於歸屬期內列作開支之總金額乃參照已授出之認股權之公平值釐定，不包括任何非市場歸屬條件(例如盈利能力及銷售增長目標)之影響。非市場歸屬條件包括在假設預期可予行使之認股權數目內。於每個結算日，各實體會對預期可予行使之認股權數目之估計作出檢訂，如有任何修訂，會於收益表內確認修訂原來估計數字之影響，以及在餘下歸屬期間對權益進行之相應調整。

當認股權獲行使時，已收取之所得款項扣除任何直接涉及之交易成本，均列入股本(以面值列賬)及股份溢價中。

Notes to the Financial Statements 財務報告附註

2 Summary of significant accounting policies (continued)**2.17 Provisions**

Provisions are recognized when the Group has a present legal or constructive obligation as a result of past events; it is more likely than not that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognized for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

2.18 Revenue recognition

Revenue from the sales of properties is recognised on the completion of transactions. When properties under development for sales are pre-sold prior to completion, income is recognised on the execution of a binding sales agreement or when the relevant building occupation permit is issued by the relevant authority, whichever is the later. Payments received prior to this stage are recorded as deposits received and included in current liabilities.

Operating lease rental income and license income is recognised on a straight-line basis.

Property management fee income is recognised when the services are rendered.

2 主要會計政策概要(續)**2.17 撥備**

若本集團目前因以往事件而須承擔法定或推定債務，以致可能引致經濟利益流出以清償債務，而有關利益流出金額可以合理估計，即確認撥備。未來經營虧損則不予確認撥備。

倘出現多項類似債務，會否導致經濟利益流出以清償債務乃經考慮債務之整體類別後釐定。即使同類別債務中任何一項可能流出經濟利益之機會不大，仍會確認撥備。

2.18 收入確認

出售物業所得收入於交易完成時確認。當待售發展中物業於完成前預售，則收入於簽訂具有法律約束力之銷售協議或當局發出樓宇入伙紙後(以兩者中較後日期為準)確認。在上述階段前所收之款項均計入流動負債項目下之已收按金內。

經營租賃之租金收入及牌照收入按直線法確認。

物業管理費收入於提供服務時確認。

Notes to the Financial Statements 財務報告附註

2 Summary of significant accounting policies (continued)

2.18 Revenue recognition (continued)

Interest income is recognised on a time-proportion basis using the effective interest method. When a receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loans is recognised either as cash is collected or on a cost-recovery basis as conditions warrant.

Dividend income is recognised when the right to receive payment is established.

2.19 Operating leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are expensed in the income statement on a straight-line basis over the period of the lease.

2.20 Contingent liabilities

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

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

2 主要會計政策概要(續)

2.18 收入確認(續)

利息收入按時間比例以實際利率法確認。倘一項應收款項出現減值，本集團會將其賬面值減至其按該工具之原定實際利率之估計折現現金流量而設定之可收回款額，並繼續解除折現作為利息收入。減值貸款之利息收入會視情況許可，於收取現金時或按收回成本基準確認。

股息收入在收取股息之權利確定時確認。

2.19 經營租賃

資產之大部份風險及回報由出租人保留之租賃，均歸類為經營租賃。租賃期內支付之經營租賃總額在扣除出租人所給予之任何優惠後，於租賃期內以直線法在收益表中列支。

2.20 或然負債

或然負債指因已發生之事件而可能引起之責任，此等責任需就某一宗或多宗事件會否發生才能確認，而本集團並不能完全控制這些未來事件會否實現。或然負債亦可能是因為發生事件引致之現有責任，但由於可能不需要消耗經濟資源，或責任金額未能可靠地衡量而未有入賬。

或然負債不會被確認，但會在財務報告附註中披露。假若消耗資源之可能性改變導致可能出現資源消耗，此負債將被確立為撥備。

Notes to the Financial Statements 財務報告附註

3 Financial risk management

The Group's activities are exposed to the following risks:

(a) Foreign exchange risk

The Group invests substantially in China and is exposed to foreign exchange risk arising from Renminbi exposure. Foreign exchange risk arises from commercial transactions, recognised assets and liabilities and net investments on foreign operations. The expected appreciation of Renminbi will benefit the Group as a whole.

(b) Credit risk

The Group has no significant concentrations of credit risk and trade debtors are managed in accordance with the credit policies.

(c) Interest rate risk

As the Group has no significant interest-bearing assets, the Group's income and operating cash flows are substantially independent of changes in market interest rates. The Group's interest rate risk arises from bank borrowings. Borrowings issued at variable rates expose the Group to cash flow interest rate risk. Borrowings issued at fixed rates expose the Group to fair value interest rate risk. Detail of the Group's borrowings are detailed in Note 30. The Group has not used any interest rate swaps to hedge its exposure to interest rate risk.

(d) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities. The management aims to maintain flexibility in funding by keeping committed credit lines available.

3 財務風險管理

本集團之業務涉及下列風險。

(a) 外匯風險

本集團大量投資於中國，故涉及人民幣所產生之外匯風險。外匯風險來自海外業務之商業交易、已確認資產及負債及投資淨值。人民幣預期將會升值，整體上將對本集團有利。

(b) 信貸風險

本集團並無高度集中之信貸風險，應收貿易賬款乃按照信貸政策管理。

(c) 利率風險

由於本集團並無重大計息資產，故本集團之收入及經營現金流量大致不受市場利率變動所影響。本集團之利率風險來自銀行貸款。浮息貸款使本集團承受現金流量利率風險；定息貸款則使本集團承受公平值利率風險。本集團之貸款詳情載於附註30。本集團並無利用任何利率掉期交易對沖其所涉及之利率風險。

(d) 流動資金風險

奉行審慎流動資金風險管理意味著透過已承諾作出金額充裕之信貸融資維持足夠現金及可供動用資金。管理層致力保持可供動用之已承諾信貸，藉以維持資金供應之靈活性。

Notes to the Financial Statements 財務報告附註

4 Critical accounting estimates and judgements

Estimates and judgements are currently evaluated and are based on historical experience and other factors including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities are discussed below:

(a) Estimate of fair value of investment properties

The best evidence of fair value is current prices in an active market for similar lease and other contracts. In the absence of such information, the Group determines the amount within a range of reasonable fair value estimates. In making its judgement, the Group considers information from a variety of sources including:

- (i) current prices in an active market for properties of different nature, condition or location (or subject to different lease or other contracts), adjusted to reflect those differences.
- (ii) recent prices of similar properties in less active markets, with adjustments to reflect any changes in economic conditions since the date of the transactions that occurred at those prices; and
- (iii) discounted cash flow projections based on reliable estimates of future cash flows, derived from the terms of any existing lease and other contracts, and (where possible) from external evidence such as current market rents for similar properties in the same location and condition, and using discount rates that reflect current market assessments of the uncertainty in the amount and timing of the cash flows.

4 主要會計估計及判斷

估計及判斷仍持續進行評估，並基於過往經驗及其他因素，包括在目前情況下相信為合理之預期日後事件。

本集團就日後作出估計和假設。下文討論有相當大機會導致資產和負債賬面值須作出重大調整之估計和假設：

(a) 投資物業公平值之估計

公平值之最佳憑證為同類租約及其他合約於活躍市場所提供之最新價格。倘缺乏此方面資料，本集團在合理公平值估計範圍內釐定有關金額。在作出判斷時，本集團考慮多方面資料，其中包括：

- (i) 不同性質、狀況或地點(或受不同租約或其他合約規限)物業當時在活躍市場上之最新價格(須就各項差異作出調整)；
- (ii) 活躍程度稍遜之市場所提供相類物業最近期價格(須按自有關價格成交當日以來經濟狀況出現之任何變化作出調整)；及
- (iii) 根據未來現金流量所作可靠估計而預測之折讓現金流量，此項預測源自任何現有租約與其他合約之條款及(指在可能情況下)外在證據(如地點及狀況相同之類似物業最新市場租值)，並採用反映當時無法肯定有關現金流量金額及時間之折讓率計算。

Notes to the Financial Statements 財務報告附註

4 Critical accounting estimates and judgements (continued)**(a) Estimate of fair value of investment properties (continued)**

If information on current or recent prices of investment properties is not available, the fair values of investment properties are determined using discounted cash flow valuation techniques. The Group uses assumptions that are mainly based on market conditions existing at each balance sheet date.

The principal assumptions underlying management's estimation of fair value are those related to: the receipt of contractual rentals; expected future market rentals; void periods; maintenance requirements; and appropriate discount rates. These valuations are regularly compared to actual market yield data, and actual transactions by the Group and those reported by the market. The expected future market rentals are determined on the basis of current market rentals for similar properties in the same location and condition.

(b) Estimate of fair value of equity instruments issued in relation to business combination

In accordance with HKFRS 3, the fair value of equity instruments issued by the acquirer could be estimated by reference to the proportional interest in the fair value of the acquiree obtained in certain circumstances. In estimating the fair value of shares issued by the Company in relation to the acquisition of Supreme Asia Investments Limited ("SAI"), different evidences (including the fair value of net assets of SAI) and valuation methods have been taken into account.

4 主要會計估計及判斷(續)**(a) 投資物業公平值之估計**

倘無法取得有關投資物業最新或最近期價格之資料，則採用折讓現金流量估值法釐定投資物業公平值。本集團所用假設主要以各結算日出現之市況為依據。

支持管理層所作公平值估計之主要假設涉及：約定租金收入；預計未來市場租值；空置期；維修保養規定；及適當之折讓率。此等估值定期與實際市場回報數據及本集團進行實際交易及市場提供之交易記錄作比較。預計未來市場租值乃根據地點及狀況相同之類似物業之最新市場租值釐定。

(b) 就業務合併而發行之權益工具之公平值估計

根據香港財務報告準則第3號，由購買方發行之權益工具之公平值，可根據出售方於特定情況下獲得之公平值之按比例權益進行估計。於估計本公司就收購 Supreme Asia Investments Limited (「SAI」)而發行股份之公平值時，已考慮不同證據(包括SAI淨資產之公平值)及估值方法。

Notes to the Financial Statements 財務報告附註

5 Segment information

The Group is principally engaged in property development, investment and management, business parks development and management. Revenues recognized during the period/year are as follows:

5 分部資料

本集團主要從事物業發展、投資及管理以及商業園之開發及管理。期／年內確認之收益如下：

(In HK\$'000)	(以港幣千元為單位)	For the nine months ended 30 September 2005 截至 二零零五年 九月 三十日止 九個月	For the year ended 31 December 2004 截至 二零零四年 十二月 三十一日止 年度
Turnover	營業額		
Sales of properties	出售物業	149,591	525,869
Sales of goods	出售貨品	-	727
Gross rental income	租金收入總額	29,518	15,360
Rendering of services	提供服務	-	4,689
Property management fee	物業管理費	6,611	751
		185,720	547,396
Other revenues	其他收益		
Interest income	利息收入	2,547	618
Others	其他	799	2,462
		3,346	3,080
Total revenues	總收益	189,066	550,476

Notes to the Financial Statements 財務報告附註

5 Segment information (continued)

Primary reporting segment – business segment

The Group is organized into three (year ended 31 December 2004: four (note)) main business segments:

Property development – development, investment and management of properties

Business park – development and management of business parks

Other operations – infrastructure investment and securities investment

Note:

On 30 June 2004, the Group entered into various sale and purchase agreements to sell the information technology business segment.

5 分部資料(續)

主要報告分部 – 業務分部

本集團主要從事三類(截至二零零四年十二月三十一日止年度: 四類(附註))業務:

物業發展 – 物業發展、投資及管理

商業園 – 商業園發展及管理

其他業務 – 基建投資及證券投資

附註:

於二零零四年六月三十日, 本集團訂立若干買賣協議, 出售資訊科技分部之業務。

Notes to the Financial Statements 財務報告附註

5 Segment information (continued)

The segment results for the nine months ended 30 September 2005 are as follows:

5 分部資料(續)

截至二零零五年九月三十日止九個月之分部業績如下：

(In HK\$'000)	(以港幣千元為單位)	Property 物業	Business park 商業園	Other operations 其他業務	Corporate 企業服務	Group 本集團
Total gross segment sales	分部銷售額總額	151,052	34,725	-	-	185,777
Inter-segment sales	跨部銷售額	(57)	-	-	-	(57)
Turnover	營業額	150,995	34,725	-	-	185,720
Operating profit/(loss)	經營溢利/(虧損)	82,979	51,404	634	(17,003)	118,014
Finance costs	財務費用					(18,286)
Share of results of associated companies	應佔聯營公司業績	(20)	-	-	-	(20)
Profit before income tax	除稅前溢利					99,708
Income tax expense	所得稅開支					(1,459)
Profit for the period	期內溢利					98,249

Notes to the Financial Statements 財務報告附註

5 Segment information (continued)

5 分部資料(續)

The segment results for the year ended 31 December 2004 are as follows:

截至二零零四年十二月三十一日止年度之分部業績如下：

(In HK\$'000)	(以港幣千元為單位)	Property 物業	Business park 商業園	Information technology 資訊科技	Other operations 其他業務	Corporate 企業服務	Group 本集團
Total gross segment sales	分部銷售額總額	527,835	14,161	5,416	-	-	547,412
Inter-segment sales	跨部銷售額	-	(16)	-	-	-	(16)
Turnover	營業額	527,835	14,145	5,416	-	-	547,396
Operating profit/(loss) before gain on disposal of subsidiaries	經營溢利/(虧損) (未計出售附屬 公司收益)	41,890	39,680	(7,475)	(5,034)	(24,696)	44,365
Gain on disposal of subsidiaries	出售附屬公司收益	-	-	6,385	-	-	6,385
Operating profit/(loss)	經營溢利/(虧損)	41,890	39,680	(1,090)	(5,034)	(24,696)	50,750
Finance costs	財務費用						(16,071)
Share of results of associated companies	應佔聯營公司 業績	581	-	-	-	-	581
Share of results of a jointly controlled entity	應佔共同控制 企業業績	-	-	-	(3,920)	-	(3,920)
Profit before income tax	除稅前溢利						31,340
Income tax expense	所得稅開支						(5,480)
Profit for the year	年度溢利						25,860

Notes to the Financial Statements 財務報告附註

5 Segment information (continued)

Other segment terms included in the income statements are as follows:

5 分部資料(續)

收益表所載之其他分部項目如下：

		For the nine months ended 30 September 2005 截至二零零五年九月三十日止九個月					
		Property	Business	Other	Corporate	Group	
(In HK\$'000)	(以港幣千元為單位)	物業	park 商業園	operations 其他業務	企業服務	本集團	
Depreciation	折舊	1,442	278	7	646	2,373	
Amortization	攤銷	69	669	-	-	738	
Profit on disposal of property, plant and equipment	出售物業、廠房及設備之溢利	(138)	-	-	(83)	(221)	
Provision written back	撥回撥備	(7,496)	(34,094)	(762)	-	(42,352)	
Excess of fair value of net assets acquired over the cost of acquisition of interests in subsidiaries	所收購淨資產之公平值超出收購附屬公司權益之成本之數額	(49,519)	-	-	-	(49,519)	

		For the year ended 31 December 2004 截至二零零四年十二月三十一日止年度					
		Property	Business	Information	Other	Corporate	Group
(In HK\$'000)	(以港幣千元為單位)	物業	park 商業園	technology 資訊科技	operations 其他業務	企業服務	本集團
Depreciation	折舊	1,282	271	621	-	841	3,015
Amortization	攤銷	44	-	-	-	-	44
(Profit)/loss on disposal of property, plant and equipment	出售物業、廠房及設備之(溢利)/虧損	-	10	(2)	-	(7)	1
Provision (written back)/made	(撥回)/作出撥備	-	(75)	4,074	4,077	-	8,076
Realisation of negative goodwill	負商譽變現	(517)	-	-	-	-	(517)

Notes to the Financial Statements 財務報告附註

5 Segment information (continued)

The segment assets and liabilities at 30 September 2005 and capital expenditure for the nine months then ended are as follows:

5 分部資料(續)

於二零零五年九月三十日之分部資產及負債以及截至當日止九個月之資本開支如下:

(In HK\$'000)	(以港幣千元為單位)	Property 物業	Business park 商業園	Other operations 其他業務	Corporate 企業服務	Group 本集團
Segment assets	分部資產	1,953,604	678,783	9,605	-	2,641,992
Interests in associated companies	聯營公司 權益	173	-	-	-	173
Corporate assets	企業資產	-	-	-	111,495	111,495
Total assets	總資產	1,953,777	678,783	9,605	111,495	2,753,660
Segment liabilities	分部負債	949,596	369,369	833	-	1,319,798
Corporate liabilities	企業負債	-	-	-	61,571	61,571
Total liabilities	總負債	949,596	369,369	833	61,571	1,381,369
Capital expenditure	資本開支	1,325	40,488	-	430	42,243

The segment assets and liabilities at 31 December 2004 and capital expenditure for the year then ended are as follows:

於二零零四年十二月三十一日之分部資產及負債以及截至當日止年度之資本開支如下:

(In HK\$'000)	(以港幣千元為單位)	Property 物業	Business park 商業園	Information technology 資訊科技	Other operations 其他業務	Corporate 企業服務	Group 本集團
Segment assets	分部資產	810,833	535,552	9,571	25	-	1,355,981
Interests in associated companies	聯營公司權益	193	-	-	-	-	193
Corporate assets	企業資產	-	-	-	-	128,811	128,811
Total assets	總資產	811,026	535,552	9,571	25	128,811	1,484,985
Segment liabilities	分部負債	404,222	268,955	959	13	-	674,149
Corporate liabilities	企業負債	-	-	-	-	62,102	62,102
Total liabilities	總負債	404,222	268,955	959	13	62,102	736,251
Capital expenditure	資本開支	319	155,052	14	-	4	155,389

Notes to the Financial Statements 財務報告附註

5 Segment information (continued)

Segment assets consist primarily of property, plant and equipment, investment properties, land use rights, properties held for sale, properties under development, debtors and prepayments and operating cash. They exclude interests in associated companies.

Segment liabilities comprise operating liabilities.

Capital expenditure comprises additions to land use rights, property, plant and equipment.

Secondary reporting format – geographical segments

The Group's three business segments operate in two main geographical areas:

Hong Kong – property investment, development and management, as well as securities investment

China – property investment, development and management, development and management of business parks

The Group's turnover sales are mainly derived from Hong Kong and China:

5 分部資料(續)

分部資產主要包括物業、廠房及設備、投資物業、土地使用權、待出售物業、發展中物業、應收賬款及預付款項以及經營現金，其不包括聯營公司權益。

分部負債包括經營負債。

資本開支包括添置土地使用權、物業、廠房及設備。

次要報告形式 – 地區分部

本集團三類業務主要在兩個地區進行：

香港 – 物業投資、發展及管理、以及證券投資

中國 – 物業投資、發展及管理、以及商業園發展及管理

本集團之銷售營業額主要來自香港及中國：

(In HK\$'000)	(以港幣千元為單位)	For the nine months ended	For the year ended
		30 September 2005	31 December 2004
		截至 二零零五年 九月 三十日止 九個月	截至 二零零四年 十二月 三十一日止 年度
Turnover	營業額		
Hong Kong	香港	12,603	82,119
China	中國	173,117	465,277
		185,720	547,396

Turnover is allocated based on the location of customers.

營業額按客戶所在地區分配。

Notes to the Financial Statements 財務報告附註

5 Segment information (continued)

5 分部資料 (續)

(In HK\$'000)	(以港幣千元為單位)	As at 30 September 2005 於二零零五年 九月三十日	As at 31 December 2004 於二零零四年 十二月三十一日
Total assets	總資產		
Hong Kong	香港	149,468	157,242
China	中國	2,604,192	1,327,743
		2,753,660	1,484,985

Total assets are allocated based on the location of assets.

總資產按資產所在地點分配。

(In HK\$'000)	(以港幣千元為單位)	For the nine months ended 30 September 2005 截至 二零零五年 九月 三十日止 九個月	For the year ended 31 December 2004 截至 二零零四年 十二月 三十一日 年度
Capital expenditure	資本開支		
Hong Kong	香港	430	4
China	中國	41,813	155,385
		42,243	155,389

Capital expenditure is allocated based on the location of assets.

資本開支按資產所在地點分配。

Notes to the Financial Statements 財務報告附註

6 Provisions written back/(made)

6 撥回／(作出)撥備

		For the nine months ended 30 September 2005 截至 二零零五年 九月 三十日止 九個月	For the year ended 31 December 2004 截至 二零零四年 十二月 三十一日止 年度
(In HK\$'000)	(以港幣千元為單位)		
Provisions written back/(made) in relation to:	就以下項目撥回／(作出)撥備：		
Impairment of a jointly controlled entity	一間共同控制企業減值	-	(4,077)
Construction project	建築工程	34,587	-
Consideration receivable	應收代價	762	(1,015)
Property, plant and equipment	物業、廠房及設備	(504)	(14)
Inventories	存貨	-	18
Doubtful debts	呆賬	(493)	(2,988)
Contractual claim	合約索償	8,000	-
		42,352	(8,076)

Notes to the Financial Statements 財務報告附註

7 Other income/expenses, net

The other income/expenses, net in the income statement include:

7 其他收入／開支淨額

於收益表之其他收入／開支淨額包括：

(In HK\$'000)	(以港幣千元為單位)	For the nine months ended 30 September 2005 截至 二零零五年 九月 三十日止 九個月	For the year ended 31 December 2004 截至 二零零四年 十二月 三十一日止 年度
Excess of fair value of net assets acquired over the cost of acquisition of interests in subsidiaries	已收購淨資產 公平值超出收購 附屬公司權益 成本之數額	49,519	-
Changes in fair value of investment properties	投資物業公平值 之變動	-	43,314
Others	其他	-	(774)
		49,519	42,540

Notes to the Financial Statements 財務報告附註

8 Expenses by nature

Expenses included in direct operating expenses and administrative expenses are analysed as follows:

8 按性質劃分之開支

直接經營開支及行政開支所包括之開支分析如下：

(In HK\$'000)	(以港幣千元為單位)	For the nine months ended 30 September 2005 截至 二零零五年 九月 三十日止 九個月	For the year ended 31 December 2004 截至 二零零四年 十二月 三十一日止 年度
Depreciation, amortization and impairment expenses	折舊、攤銷及減值開支	3,200	4,544
Less: amounts capitalized to properties held for development	減：撥作持有作發展用途之物業資本之數額	-	(196)
Less: amounts capitalized to properties under development	減：撥作發展中物業資本之數額	(89)	(1,289)
		3,111	3,059
Direct outgoings arising from investment properties that generate rental income	帶來租金收入之投資物業所產生之直接經常開支	7,820	3,213
Operating lease rentals in respect of land and buildings	土地及樓宇之經營租賃支出	922	1,371
Staff costs (including directors' remuneration)	員工成本 (包括董事酬金)	17,579	25,868
Retirement benefit costs	退休福利成本	244	228
Share-based compensation	股份酬金	746	307
Auditors' remuneration	核數師酬金	1,767	1,322
Net foreign exchange gains	外匯收益淨額	(308)	(415)

Notes to the Financial Statements 財務報告附註

9 Finance costs

9 財務費用

(In HK\$'000)	(以港幣千元為單位)	For the nine months ended 30 September 2005 截至 二零零五年 九月 三十日止 九個月	For the year ended 31 December 2004 截至 二零零四年 十二月 三十一日止 年度
Interest on bank borrowings wholly repayable within five years	須於五年內全部償還之 銀行貸款利息	17,806	25,467
Other borrowing costs	其他貸款成本	1,472	4,537
Total borrowing costs incurred	產生之貸款成本總額	19,278	30,004
Less: amounts capitalized to properties held for development	減：撥作持有作發展 用途之物業資本 之數額	(992)	(4,673)
Less: amounts capitalized to properties under development	減：撥作發展中物業 資本之數額	-	(9,260)
Total borrowing costs capitalized	撥作資本之貸款 成本總額	(992)	(13,933)
		18,286	16,071

Notes to the Financial Statements 財務報告附註

10 Income tax expense

No provision for Hong Kong profits tax has been made as the Group has no assessable profit for the period (2004: Nil). Taxation on overseas profits has been calculated on the estimated assessable profit for the period at the rates of taxation prevailing in the countries in which the Group operates.

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

10 所得稅開支

由於本集團於期內並無應課稅溢利，故並無就香港利得稅提撥準備(二零零四年：無)。海外溢利之稅項已就期內估計應課稅溢利，按本集團經營業務所處國家之現行稅率計算。

(扣除自)／計入綜合收益表之稅項：

(In HK\$'000)	(以港幣千元為單位)	For the nine months ended 30 September 2005 截至 二零零五年 九月 三十日止 九個月	For the year ended 31 December 2004 截至 二零零四年 十二月 三十一日止 年度
Current income tax – overseas taxation	即期所得稅 — 海外稅項	(2,009)	(1,986)
Deferred income tax	遞延所得稅	550	(3,494)
		(1,459)	(5,480)

Notes to the Financial Statements 財務報告附註

10 Income tax expense (continued)

The tax on the Group's profit before tax differs from the theoretical amount that would arise using the weighted average tax rate applicable to profits of the consolidated companies as follows:

(In HK\$'000)	(以港幣千元為單位)	For the nine months ended 30 September 2005 截至 二零零五年 九月 三十日止 九個月	For the year ended 31 December 2004 截至 二零零四年 十二月 三十一日止 年度
Profit before income tax	除所得稅前溢利	99,708	31,340
Calculated at taxation rate at 17.5% (2004: 17.5%)	以17.5%稅率計算 (二零零四年： 17.5%)	17,449	5,484
Effect of different taxation rate in other countries	其他國家不同稅率 之影響	608	2,925
Income not subject to tax	毋須課稅之收入	(16,568)	(10,075)
Expenses not deductible for tax purposes	不可扣稅 之支出	4,485	2,676
Utilisation of previously unrecognized tax losses	動用過往未確認 稅項虧損	(7,355)	(4,980)
Tax losses for which no deferred income tax asset was recognized	未有確認遞延所得 稅資產之稅項虧損	2,840	9,450
Tax expense	稅款開支	1,459	5,480

10 所得稅開支(續)

本集團除稅前溢利之應繳稅額有別於使用適用於被合併公司溢利之加權平均稅率計算所得之理論數額：

11 Retirement benefit costs

Forfeited contributions totalling HK\$165,000 (31 December 2004: HK\$1,091,000) were utilised during the period to reduce contributions.

Contributions totalling HK\$98,000 (31 December 2004: HK\$122,000) were payable to the fund at the period end and are included in creditors and accruals.

11 退休福利成本

沒收之供款合共港幣165,000元(二零零四年十二月三十一日：港幣1,091,000元)已於期內應用來減低供款。

須於年結日支付予基金之供款總額為港幣98,000元(二零零四年十二月三十一日：港幣122,000元)，並列於應付賬款及應計賬項內。

Notes to the Financial Statements 財務報告附註

12 Directors' and senior management emoluments

12 董事及高級管理人員之酬金

(a) Directors' and senior management's emoluments

(a) 董事及高級管理人員之酬金

The remuneration of each director for the nine months period ended 30 September 2005 is set out below:

截至二零零五年九月三十日止九個月期間各董事之酬金如下:

Name of director	董事姓名	Fees 袍金	Salary, allowances, benefits in kind 薪金、津貼及實物利益	Share-based compensation 股份酬金	Discretionary bonuses 酌情花紅	Employer's contribution to pension scheme 退休金計劃之僱主供款	Total 合計
Mr. Ang Ah Lay	洪亞歷先生	-	1,959	161	-	78	2,198
Dr. Han Cheng Fong	韓禎豐博士	260	-	97	-	-	357
Mr. Alan Howard Smith, J.P.	Alan Howard Smith先生， 太平紳士	160	-	65	-	-	225
Mr. Kwong Che Keung, Gordon	鄺志強先生	160	-	65	-	-	225
Mr. Goh Yong Chian, Patrick	吳榮鈿先生	160	-	44	-	-	204
Ms. Chong Siak Ching	張雪倩女士	120	-	65	-	-	185
Mr. Hui Chiu Chung, J.P.	許照中先生， 太平紳士	120	-	-	-	-	120
Mr. Lew Syn Pau	劉信保先生	103	-	65	-	-	168
Ms. Wang Poey Foon, Angela	王培芬女士	80	-	65	-	-	145
Mr. Goh Kok Huat	吳國發先生	37	-	-	-	-	37

The remuneration of each director for the year ended 31 December 2004 is set out below:

截至二零零四年十二月三十一日止年度各董事之酬金如下:

Name of director	董事姓名	Fees 袍金	Salary, allowances, benefits in kind 薪金、津貼及實物利益	Share-based compensation 股份酬金	Discretionary bonuses 酌情花紅	Employer's contribution to pension scheme 退休金計劃之僱主供款	Total 合計
Mr. Ang Ah Lay	洪亞歷先生	-	2,401	58	217	104	2,780
Dr. Han Cheng Fong	韓禎豐博士	260	-	35	-	-	295
Mr. Alan Howard Smith, J.P.	Alan Howard Smith先生， 太平紳士	160	-	23	-	-	183
Mr. Kwong Che Keung, Gordon	鄺志強先生	160	-	23	-	-	183
Mr. Goh Yong Chian, Patrick	吳榮鈿先生	92	-	-	-	-	92
Ms. Chong Siak Ching	張雪倩女士	120	-	23	-	-	143
Mr Hui Chiu Chung, J.P.	許照中先生， 太平紳士	5	-	-	-	-	5
Mr. Lew Syn Pau	劉信保先生	140	-	23	-	-	163
Ms. Wang Poey Foon, Angela	王培芬女士	120	-	23	-	-	143
Mr. Lai Seck Khui	黎錫駒先生	41	-	-	-	-	41

Notes to the Financial Statements 財務報告附註

12 Directors' and senior management emoluments (continued)

(b) Five highest paid individuals (continued)

The profit individuals whose emoluments were the highest in the Group for the period include one (2004: one) director whose emoluments are reflected in the analysis presented above. The emoluments payable to the remaining four (2004: four) individuals during the period are as follows:

(In HK\$'000)	(以港幣千元為單位)	For the nine months ended 30 September 2005 截至 二零零五年 九月 三十日止 九個月	For the year ended 31 December 2004 截至 二零零四年 十二月 三十一日止 年度
Salaries, allowances, and benefits in kind	薪金、津貼及實物利益	3,216	4,551
Share-based compensation	股份酬金	95	37
Contributions to retirement benefit schemes	退休福利計劃供款	137	126
		3,448	4,714

The emoluments fell within the following bands:

酬金之組別如下：

Emolument bands	酬金組別	Number of individuals 董事人數	
		2005 二零零五年	2004 二零零四年
Nil – HK\$1,000,000	零 – 港幣1,000,000元	3	1
HK\$1,000,001 – HK\$1,500,000	港幣1,000,001元 – 港幣1,500,000元	1	2
HK\$1,500,001 – HK\$2,000,000	港幣1,500,001元 – 港幣2,000,000元	–	1

Notes to the Financial Statements 財務報告附註

13 Loss attributable to shareholders of the Company

The loss attributable to shareholders of the Company is dealt with in the financial statements of the Company to the extent of HK\$3,665,000 (2004: HK\$1,174,000).

14 Earnings per share**Basic**

Basic earnings per share is calculated by dividing the profit attributable to shareholders of the Company by the weighted average number of ordinary shares in issue during the period/year.

13 本公司股東應佔虧損

計入本公司財務報告之本公司股東應佔虧損為港幣3,665,000元(二零零四年：港幣1,174,000元)。

14 每股盈利**基本**

每股基本盈利乃按本公司股東應佔溢利除以期／年內已發行普通股之加權平均數計得。

(In HK\$'000)	(以港幣千元為單位)	For the nine months ended 30 September 2005 截至二零零五年九月三十日止九個月	For the year ended 31 December 2004
		截至二零零四年十二月三十一日止年度	
Profit attributable to shareholders of the Company (HK\$'000)	本公司股東應佔溢利(港幣千元)	93,556	14,478
Weighted average number of ordinary shares in issue	已發行普通股加權平均數	2,893,072,332	2,836,188,944
Basic earnings per share (HK cents)	每股基本盈利(港仙)	3.23	0.51

Diluted

Diluted earnings per share has not been shown as there was no dilutive potential ordinary shares.

攤薄

由於並無攤薄潛在普通股，故無呈列每股攤薄盈利。

Notes to the Financial Statements 財務報告附註

15 Property, plant and equipment

15 物業、廠房及設備

		Buildings in China under medium-term lease 位於中國簽訂 中期租約之樓宇	Motor vehicles 汽車	Office equipment 辦公室設備	Furniture and fixtures 傢俬及裝置	Leasehold improvements 租約物業裝修	Properties held for development 持有作發展 用途之物業	Total 總額
(In HK\$ '000)	(以港幣千元為單位)							
At 1 January 2004	於二零零四年一月一日							
Cost	成本	16,155	3,066	6,827	1,589	6,053	184,960	218,650
Accumulated depreciation	累積折舊	(5,791)	(1,677)	(4,966)	(849)	(3,399)	-	(16,682)
Net book amount	賬面淨值	10,364	1,389	1,861	740	2,654	184,960	201,968
Year ended 31 December 2004	截至二零零四年十二月 三十一日止年度							
Opening net book amount	期初賬面淨值	10,364	1,389	1,861	740	2,654	184,960	201,968
Exchange differences	匯兌差額	25	6	6	4	2	1,110	1,153
Additions	增添	-	244	116	16	-	155,013	155,389
Provision made	撥備	-	-	(14)	-	-	-	(14)
Disposal of subsidiaries	出售附屬公司	-	(275)	(277)	(262)	(399)	-	(1,213)
Disposals	出售	-	(60)	-	(28)	-	-	(88)
Transfer to investment property	轉成投資物業	-	-	-	-	-	(337,077)	(337,077)
Depreciation	折舊	(1,743)	(468)	(938)	(235)	(1,116)	-	(4,500)
Closing net book amount	期末賬面淨值	8,646	836	754	235	1,141	4,006	15,618
At 31 December 2004	於二零零四年 十二月三十一日							
Cost	成本	16,198	2,450	5,285	1,089	4,390	4,006	33,418
Accumulated depreciation	累積折舊	(7,552)	(1,614)	(4,531)	(854)	(3,249)	-	(17,800)
Net book amount	賬面淨值	8,646	836	754	235	1,141	4,006	15,618
Period ended 30 September 2005	截至二零零五年 九月三十日止期內							
Opening net book amount	期初賬面淨值	8,646	836	754	235	1,141	4,006	15,618
Exchange differences	匯兌差額	55	13	10	3	2	82	165
Acquisition of subsidiary (Note 36)	收購附屬公司 (附註36)	-	-	91	48	-	-	139
Additions	增添	-	292	1,940	171	-	39,701	42,104
Provision (made)/written back	(作出)/撥回撥備	(504)	-	-	-	-	9,592	9,088
Disposals	出售	(951)	(30)	(57)	-	-	-	(1,038)
Depreciation	折舊	(1,324)	(209)	(479)	(89)	(361)	-	(2,462)
Closing net book amount	期末賬面淨值	5,922	902	2,259	368	782	53,381	63,614
At 30 September 2005	於二零零五年 九月三十日							
Cost	成本	13,107	2,480	6,975	1,318	4,392	53,381	81,653
Accumulated depreciation	累積折舊	(7,185)	(1,578)	(4,716)	(950)	(3,610)	-	(18,039)
Net book amount	賬面淨值	5,922	902	2,259	368	782	53,381	63,614

Notes to the Financial Statements 財務報告附註

16 Investment properties

16 投資物業

(In HK\$'000)	(以港幣千元為單位)	As at 30 September 2005 於二零零五年 九月三十日	As at 31 December 2004 於二零零四年 十二月三十一日
Beginning of the period/year	期／年初	492,471	120,000
Transfer from properties under development	從開發中物業轉撥	-	337,077
Exchange differences	匯兌差額	6,762	-
Fair value gains (including in other gains – net)	公平值收益(包括於其他收益－淨值)	-	35,394
End of the period/year	期／年末	499,233	492,471

The investment properties were revalued at 30 September 2005 by independent, professionally qualified valuers DTZ Debenham Tie Leung Limited. Valuations were based on current prices in an active market for all properties.

投資物業於二零零五年九月三十日由獨立專業合資格估價師戴德梁行進行重估。估值以所有物業於下一個活躍市場之現價為基礎。

The Group's interests in investment properties at their net book values are analysed as follows:

本集團於投資物業之權益按其賬面淨值分析如下：

(In HK\$'000)	(以港幣千元為單位)	As at 30 September 2005 於二零零五年 九月三十日	As at 31 December 2004 於二零零四年 十二月三十一日
Outside Hong Kong under medium-term lease	位於香港境外，持有中期租約	499,233	492,471

Notes to the Financial Statements 財務報告附註

17 Land use rights

The Group's interests in land use rights represent prepaid operating lease payments and their net book value are analysed as follows:

(In HK\$'000)	(以港幣千元為單位)	As at 30 September 2005	As at 31 December 2004
		於二零零五年 九月三十日	於二零零四年 十二月三十一日

Outside Hong Kong, held on:	位於香港境外， 根據以下租約持有：		
Leases of between 10 to 50 years	十年至五十年之租約	40,573	16,316

Bank borrowings are secured on land use rights with the carrying amount of HK\$40,573,000 (2004: HK\$16,316,000).

銀行貸款以賬面值港幣40,573,000元(二零零四年：港幣16,316,000元)之土地使用權作抵押。

(In HK\$'000)	(以港幣千元為單位)	As at 30 September 2005	As at 31 December 2004
		於二零零五年 九月三十日	於二零零四年 十二月三十一日
Opening	期初	16,316	16,360
Amortisation of prepaid operating lease payment	預付經營租約 租金攤銷	(738)	(44)
Provision written back	撥回撥備	24,995	-
		40,573	16,316

17 土地使用權

本集團於土地使用權之權益指預付經營租約之租金，其賬面淨值分析如下：

Notes to the Financial Statements 財務報告附註

18 Properties held for sale

At 30 September 2005, the carrying amount of properties held for sale of the Group that are carried at net realisable value amounted to HK\$211,047,000 (2004: HK\$310,994,000)

19 Properties under development

18 待出售物業

於二零零五年九月三十日，本集團持作出售之物業以可變現淨值列賬之賬面值為港幣211,047,000元(二零零四年：港幣310,994,000元)。

19 發展中物業

(In HK\$'000)	(以港幣千元為單位)	As at 30 September 2005 於二零零五年 九月三十日	As at 31 December 2004 於二零零四年 十二月三十一日
Land use rights (Note)	土地使用權(附註)	754,455	-
Development costs	開發成本	520,021	19,374
		1,274,476	19,374

Note:

The Group's interests in land use rights represent prepaid operating lease payments. All land use rights are situated outside Hong Kong and held on leases of over 50 years.

Included in properties under development is land use rights and the movement is as follows:

附註：

本集團於土地使用權之權益指預付經營租約之租金。所有土地使用權均位於香港境外且所持租約均超過50年。

土地使用權包括在發展中物業項下，其變動如下：

(In HK\$'000)	(以港幣千元為單位)	As at 30 September 2005 於二零零五年 九月三十日	As at 31 December 2004 於二零零四年 十二月三十一日
Balance at beginning of the period/year	期／年初餘額	-	-
Acquisition of subsidiaries	收購附屬公司	754,455	-
Balance at end of the period/year	期／年末餘額	754,455	-

Notes to the Financial Statements 財務報告附註

20 Intangible assets

20 無形資產

(In HK\$'000)	(以港幣千元為單位)	Negative goodwill 負商譽
At 1 January 2004	於二零零四年一月一日	
Cost	成本	(1,981)
Realisation	變現	431
Net book amount	賬面淨值	(1,550)
Year ended 31 December 2004	截至二零零四年十二月三十一日止年度	
Opening net book amount	期初賬面淨值	(1,550)
Realisation	變現	517
Closing net book amount	期末賬面淨值	(1,033)
At 31 December 2004	於二零零四年十二月三十一日	
Cost	成本	(1,981)
Realisation	變現	948
Net book amount	賬面淨值	(1,033)
Period ended 30 September 2005	截至二零零五年九月三十日止期間	
Opening net book amount	期初賬面淨值	(1,033)
Derecognition	不予確認	1,033
Closing net book amount	期末賬面淨值	-

Notes to the Financial Statements 財務報告附註

21 Investments in subsidiaries

21 於附屬公司之投資

		Company 本公司	
		As at 30 September 2005 於二零零五年 九月三十日	As at 31 December 2004 於二零零四年 十二月三十一日
(In HK\$'000)	(以港幣千元為單位)		
Amounts due from subsidiaries	應收附屬公司款項	3,329,871	2,980,935
Less: provision	減：撥備	(2,180,655)	(2,180,655)
		1,149,216	800,280
Amounts due to subsidiaries	應付附屬公司款項	(116,040)	(116,178)
		1,033,176	684,102

The following is a list of the principal subsidiaries at 30 September 2005:

於二零零五年九月三十日之主要附屬公司之有關資料如下：

Name of subsidiaries	Particulars of issued share capital 已發行股本資料		Proportion of nominal value of issued ordinary share capital/ registered capital held by the Group 本集團所持有已發行普通股股本/註冊資本面值比例	Principal activities
	Number of ordinary shares	Par value per share		
附屬公司名稱	普通股股數	每股面值		主要業務
Directly held by the Company: 直接由本公司持有：				
Vision Century Secretaries Limited 威新秘書有限公司	2	HK\$1 港幣1元	100%	Secretarial and nominee services 秘書及代名人服務
Indirectly held by the Company: 間接由本公司持有：				
Beijing Gang Lu Real Estate Development Co., Ltd. ^{(i) (iv) (vii)} 北京港旅房地產開發有限公司 ^{(i) (iv) (vii)}	-	US\$11,200,000 (registered capital) 11,200,000美元 (註冊資本)	100%	Property development in China 中國物業發展

Notes to the Financial Statements 財務報告附註

21 Investments in subsidiaries (continued)

21 於附屬公司之投資(續)

Name of subsidiaries 附屬公司名稱	Particulars of issued share capital 已發行股本資料		Proportion of nominal value of issued ordinary share capital/ registered capital held by the Group 本集團所持有 已發行普通股 股本/註冊 資本面值比例	Principal activities 主要業務
	Number of ordinary shares 普通股股數	Par value per share 每股面值		
Beijing Vision Century Property Management Co. Ltd. ^{(i) (iv) (v)} 北京威新世紀物業管理有限公司 ^{(i) (iv) (v)}	–	US\$150,000 (registered capital) 150,000美元 (註冊資本)	100%	Property management in China 中國物業管理
Bestday Assets Limited ⁽ⁱⁱ⁾	1	US\$1 1美元	100%	Investment holding 投資控股
Best Keeping Resources Limited 啟福資源有限公司	2	HK\$1 港幣1元	100%	Property and golf club membership holding 持有物業及 高爾夫球會會籍
Glory Honour Development Limited 港忠發展有限公司	10,000	HK\$1 港幣1元	100%	Property development 物業發展
Great Project Property Limited 大捷物業有限公司	100	HK\$1	100%	Investment holding 投資控股
Limbo Enterprises Limited ⁽ⁱⁱ⁾	1	US\$1 1美元	100%	Property development 物業發展
Million Wealth Development Limited 百財發展有限公司	2	HK\$1 港幣1元	100%	Property development 物業發展
Prosper Advance Investments Limited 昌毅投資有限公司	2	HK\$1 港幣1元	100%	Property development 物業發展

Notes to the Financial Statements 財務報告附註

21 Investments in subsidiaries (continued)

21 於附屬公司之投資(續)

Name of subsidiaries	Particulars of issued share capital 已發行股本資料		Proportion of nominal value of issued ordinary share capital/ registered capital held by the Group	Principal activities
	Number of ordinary shares	Par value per share	本集團所持有 已發行普通股 股本/註冊 資本面值比例	
附屬公司名稱	普通股股數	每股面值	資本面值比例	主要業務
Readworld.com Corporation ⁽ⁱⁱⁱ⁾	1,000,000	US\$0.1 0.1美元	97.77%	Investment holding 投資控股
ReadWorld.com Limited “看世界”股份有限公司	2	HK\$1 港幣1元	100%	Club membership holding 持有會所會籍
Surpreme Asia Investments Limited ⁽ⁱⁱ⁾	10,000	US\$10,000 10,000美元	54.78%	Investment holding 投資控股
Shanghai Zhong Jun Real Estate Development Co Ltd ^{(i) (iv) (vii)} 上海仲駿房地產開發有限公司 ^{(i) (iv) (vii)}		RMB200,000,000 (registered capital) 人民幣200,000,000元 (註冊資本)	52.04%	Property development in China 中國物業發展
Tenways Investments Limited ⁽ⁱⁱ⁾	1	US\$1 1美元	100%	Investment holding 投資控股
Victory Great Investment Limited 好本利投資有限公司	2	HK\$1 港幣1元	100%	Property development 物業發展
Vision Business Park (TH) Limited ⁽ⁱⁱ⁾	1	US\$1 1美元	100%	Investment holding 投資控股
Vision Business Park Marketing Services Ltd ⁽ⁱⁱ⁾ 威新市場推廣服務有限公司 ⁽ⁱⁱ⁾	1	US\$1 1美元	100%	Marketing services 市場推廣服務
Vision Century Administration Limited	500,000	HK\$1 港幣1元	100%	Management consultancy services 管理顧問服務

Notes to the Financial Statements 財務報告附註

21 Investments in subsidiaries (continued)

21 於附屬公司之投資(續)

Name of subsidiaries 附屬公司名稱	Particulars of issued share capital 已發行股本資料		Proportion of nominal value of issued ordinary share capital/ registered capital held by the Group 本集團所持有 已發行普通股 股本/註冊 資本面值比例	Principal activities 主要業務
	Number of ordinary shares 普通股股數	Par value per share 每股面值		
Vision Century Capital Limited 威新融資有限公司	2	HK\$1 港幣1元	100%	Group financing 集團融資
Vision Century Estate Agents Limited 威新物業代理有限公司	2	HK\$1 港幣1元	100%	Real estate agency 房地產經紀
Vision Century Investments (Dalian) Limited 威新投資(大連)有限公司	2	HK\$1 港幣1元	100%	Investment holding 投資控股
Vision Century Investments Co. Ltd. ^{(i) (iv) (v)} 威新世紀投資諮詢(深圳)有限公司 ^{(i) (iv) (v)}	–	US\$250,000 (registered capital) 250,000美元 (註冊資本)	100%	Business consulting services 商業顧問服務
Vision Century Property Consultancy Services Ltd ⁽ⁱⁱ⁾	1	US\$1 1美元	100%	Property consultancy services 物業顧問服務
Vision Century Property Management Limited 威新物業管理有限公司	2	HK\$1 港幣1元	100%	Property management 物業管理

Notes to the Financial Statements 財務報告附註

21 Investments in subsidiaries (continued)

21 於附屬公司之投資(續)

Name of subsidiaries	Particulars of issued share capital 已發行股本資料		Proportion of nominal value of issued ordinary share capital/registered capital held by the Group 本集團所持有已發行普通股股本/註冊資本面值比例	Principal activities 主要業務
	Number of ordinary shares 普通股股數	Par value per share 每股面值		
Vision Century Real Estate Development (Dalian) Co. Ltd. ^{(i) (iv) (v)} 威新房地產開發(大連)有限公司 ^{(i) (iv) (v)}	–	US\$10,000,000 (registered capital) 10,000,000美元 (註冊資本)	100%	Property development in China 中國物業發展
Vision Huaqing (Beijing) Development Co. Ltd. ^{(i) (iv) (vi)} 威新華清(北京)置業發展有限公司 ^{(i) (iv) (vi)}	–	RMB130,000,000 (registered capital) 人民幣130,000,000元 (註冊資本)	60%	Business park development in China 中國商業園發展
Vision (Shenzhen) Business Park Co., Ltd. ^{(i) (iv) (vi)} 深圳威新軟件科技園有限公司 ^{(i) (iv) (vi)}	–	RMB100,000,000 (registered capital) 人民幣100,000,000元 (註冊資本)	95%	Business park development in China 中國商業園發展
Vision Century PRC Investments Limited 威新中國投資有限公司	2	HK\$1 港幣1元	100%	Property holding 持有物業
Vision Property Management (Dalian) Co. Ltd. ^{(i) (iv) (v)} 威新物業管理(大連)有限公司 ^{(i) (iv) (v)}	–	US\$65,000 (registered capital) 65,000美元 (註冊資本)	100%	Property management in China 中國物業管理
Wide Best Development Limited 偉宏發展有限公司	2	HK\$1 港幣1元	100%	Property development 物業發展

Notes to the Financial Statements 財務報告附註

21 Investments in subsidiaries (continued)

Notes:

- (i) Registered and with place of business in China
- (ii) Incorporated in the British Virgin Islands
- (iii) Incorporated in the Cayman Islands
- (iv) Not audited by PricewaterhouseCoopers
- (v) Wholly foreign-owned enterprises
- (vi) Sino-foreign equity joint venture enterprise
- (vii) Sino-foreign cooperative joint venture enterprise

21 於附屬公司之投資(續)

附註：

- (i) 於中國註冊及經營
- (ii) 於英屬處女群島註冊成立
- (iii) 於開曼群島註冊成立
- (iv) 非由羅兵咸永道會計師事務所審核
- (v) 外商獨資企業
- (vi) 中外合資合營企業
- (vii) 中外合作合營企業

22 Interests in associated companies

22 聯營公司權益

(In HK\$'000)	(以港幣千元為單位)	As at 30 September 2005 於二零零五年 九月三十日	As at 31 December 2004 於二零零四年 十二月三十一日
Beginning of the period/year	期／年初	193	1,152
Share of results of associated companies	應佔聯營公司業績		
– (Loss)/profit before taxation	– 除稅前(虧損)／溢利	(20)	581
		173	1,733
Decrease in amounts due from associated companies	應收聯營公司款項減少	–	(1,540)
End of the period/year	期／年末	173	193

Notes to the Financial Statements 財務報告附註

23 Investments in equity securities

23 股本證券投資

		Group 本集團		Company 本公司	
		As at 30 September 2005 於二零零五年 九月三十日	As at 31 December 2004 於二零零四年 十二月三十一日	As at 30 September 2005 於二零零五年 九月三十日	As at 31 December 2004 於二零零四年 十二月三十一日
(In HK\$'000)	(以港幣千元為單位)				
Non-trading securities, at fair value Unlisted	非買賣證券， 按公平值 非上市	-	16,387	-	6,465

Reclassified as available-for-sale financial assets in 2005 in accordance with HKAS 32 – Financial Instruments: Disclosures and Presentation (Please refer to note 24 below).

根據香港會計準則第32號－金融工具：披露及呈列而於二零零五年重新分類為可出售金融資產（請參閱下文附註24）。

24 Available-for-sale financial assets

24 可出售金融資產

		Group 本集團		Company 本公司	
		As at 30 September 2005 於二零零五年 九月三十日	As at 31 December 2004 於二零零四年 十二月三十一日	As at 30 September 2005 於二零零五年 九月三十日	As at 31 December 2004 於二零零四年 十二月三十一日
(In HK\$'000)	(以港幣千元為單位)				
At 1 January and 30 September 2005	於二零零五年 一月一日及 二零零五年 九月三十日	16,387	-	6,465	-
Less: non-current portion	減：非流動部份	(16,387)	-	(6,465)	-
Current portion	流動部份	-	-	-	-

There were no disposals or impairment provisions on available-for-sale financial assets in 2005.

於二零零五年，可出售金融資產並無出售或減值撥備。

Notes to the Financial Statements 財務報告附註

24 Available-for-sale financial assets
(continued)

Available-for-sale financial assets include the following:

24 可出售金融資產(續)

可出售金融資產包括下列各項：

		Group 本集團		Company 本公司	
		As at 30 September 2005 於二零零五年 九月三十日	As at 31 December 2004 於二零零四年 十二月三十一日	As at 30 September 2005 於二零零五年 九月三十日	As at 31 December 2004 於二零零四年 十二月三十一日
(In HK\$'000)	(以港幣千元為單位)				
Unlisted securities	非上市證券	16,387	-	6,465	-

Reclassified from investments in equity securities in 2005 in accordance with HKAS 32 – Financial Instruments: Disclosures and Presentation (Please refer to note 23 above).

根據香港會計準則第32號－金融工具：披露及呈列而於二零零五年由股本證券投資重新分類(請參閱上文附註23)。

25 Debtors, deposits and prepayments

25 應收賬款、按金及預付款項

		Group 本集團		Company 本公司	
		As at 30 September 2005 於二零零五年 九月三十日	As at 31 December 2004 於二零零四年 十二月三十一日	As at 30 September 2005 於二零零五年 九月三十日	As at 31 December 2004 於二零零四年 十二月三十一日
(In HK\$'000)	(以港幣千元為單位)				
Trade receivables	貿易應收款項	6,469	14,319	-	-
Less: provision for impairment of receivables	減：應收款項之減值撥備	(224)	(500)	-	-
Trade receivables – net (Note a)	貿易應收款項 – 淨額(附註a)	6,245	13,819	-	-
Deposits	按金	315,189	310,091	-	-
Prepayments	預付款項	28,279	18,206	119	591
Others	其他	14,017	12,786	190	52
		363,730	354,902	309	643

Notes to the Financial Statements 財務報告附註

25 Debtors, deposits and prepayments
(continued)

- (a) Included in debtors, deposits and prepayments are trade receivables and its ageing analysis is as follows:

	Group 本集團		Company 本公司	
	As at 30 September 2005 於二零零五年 九月三十日 (In HK\$'000)	As at 31 December 2004 於二零零四年 十二月三十一日 (以港幣千元為單位)	As at 30 September 2005 於二零零五年 九月三十日	As at 31 December 2004 於二零零四年 十二月三十一日
Within 3 months 三個月以內	6,245	13,819	-	-

Trade receivables represent considerations in respect of sold properties, rental receivables and receivables from sales of goods.

Considerations in respect of sold properties are payable by the purchasers pursuant to the terms of the sale and purchase agreements. Rental receivables are billed in advance and are payable by tenants upon receipts of billings.

25 應收賬款、按金及預付款項
(續)

計入應收賬款、按金及預付款項之項目為應收貿易賬款，其賬齡分析如下：

應收貿易賬款指已出售物業之代價、應收租金及銷售貨品之應收款項。

已出售物業之代價須按買賣協議之條款由買方支付。應收租金乃預先記賬，租客須於收到賬單時支付。

Notes to the Financial Statements 財務報告附註

25 Debtors, deposits and prepayments
(continued)

- (b) Included in debtors, deposits and prepayments are payments for certain lands in China of which formal land use right certificates have not yet been obtained by the Group. Pursuant to the new regulation promulgated by the Beijing Land Bureau (the "Bureau") in last year, all the lands of which land use right certificates have not been obtained before 31 August 2004 may be put up for public auctions and the original owner will be compensated for the payments made.

The Group has certain lands with payments amounted to approximately HK\$314,094,000 (2004: HK\$307,885,000) which are now being reviewed by the Bureau for the application of land use right certificates. The Group is also negotiating with the relevant parties on the settlement of the land payments. Based on the existing market condition and the progress of application, in the directors' opinion, the outcome of the above event, although uncertain at present, is unlikely to have a material impact on the Group's financial statements for the period.

25 應收賬款、按金及預付款項
(續)

- (b) 計入應收賬款、按金及預付款項包括中國若干土地之付款，本集團尚未取得有關之正式土地使用權證。根據北京土地管理局（「土地局」）在去年頒佈之新法規，所有尚未於二零零四年八月三十一日前取得土地使用權證之土地或會提呈公開拍賣，而原擁有人將就其已付之款項獲得賠償。

本集團擁有款項約港幣314,094,000元（二零零四年：港幣307,885,000元）之若干土地，現正由土地局審核有關之土地使用權證申請。本集團亦正與有關各方商討解決土地款項之事宜。根據現時市況及申請進度，董事認為，儘管目前仍有不肯定因素，但上述事項之結果不大可能對本集團期內之財務報表構成重大影響。

26 Bank balances and cash

26 銀行結餘及現金

		Group 本集團		Company 本公司	
		As at 30 September 2005 於二零零五年 九月三十日	As at 31 December 2004 於二零零四年 十二月三十一日	As at 30 September 2005 於二零零五年 九月三十日	As at 31 December 2004 於二零零四年 十二月三十一日
(In HK\$'000)		(以港幣千元為單位)			
Cash at bank					
and in hand	銀行及手頭現金	188,769	169,597	28,812	32,190
Short-term bank deposits	短期銀行存款	94,184	85,304	72,517	85,304
		282,953	254,901	101,329	117,494

The effective interest rate on short-term bank deposits was 3.3% (2004: 0.2%); these deposits have an average maturity of 20 days.

短期銀行存款之實際利率為3.3%（二零零四年：0.2%），該等存款平均期限為20天。

Notes to the Financial Statements 財務報告附註

27 Share capital

a. Authorised and issued capital

(In HK\$'000)		(以港幣千元為單位)		As at 30 September 2005	As at 31 December 2004
				於二零零五年 九月三十日	於二零零四年 十二月三十一日
Authorised:	法定股本：				
10,000,000,000 ordinary shares of HK10 cents each	10,000,000,000股每股 面值港幣10仙之普通股			1,000,000	1,000,000
				Number of shares	(In HK\$'000)
				股份數目	(以港幣 千元為單位)
Issued and fully paid:	已發行及繳足：				
Ordinary shares of HK10 cents each	每股面值港幣 10仙之普通股				
At 1 January and 31 December 2004	於二零零四年一月一日及 二零零四年十二月三十一日	2,836,188,944	283,619		
Issue of shares	發行股份	1,725,462,776	172,546		
At 30 September 2005	於二零零五年九月三十日	4,561,651,720	456,165		

The Group issued 1,725,462,776 shares on 22 September 2005 (38% of the total ordinary share capital issued) to CPL (China) Pte Ltd ("CPL China") as part of the purchase consideration for 54.78% of the entire share capital of SAI and the debt owing by SAI to CPL China. The ordinary shares issued have the same rights as the other shares in issue. The fair value of the shares issued at the date of acquisition amounted to HK\$327,838,000 (HK\$0.19 per share).

本集團於二零零五年九月二十二日發行1,725,462,776股股份(佔已發行普通股股本總額之38%)予CPL (China) Pte Ltd (「CPL China」)，作為購入SAI全部股本之54.78%及SAI結欠CPL China債務之部份收購代價。就此發行之普通股具有與其他已發行股份相同之權利。於收購當日發行之股份之公平值達港幣327,838,000元(每股港幣0.19元)。

27 股本

a. 法定及已發行股本

Notes to the Financial Statements 財務報告附註

27 Share capital (continued)

(b) Share option schemes

The share option scheme (the "Share Option Scheme") became effective on 20 May 2003 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date. The maximum number of shares in respect of which options may be granted must not exceed 10% of the issued share capital of the Company as at the date of adoption of the Share Option Scheme. The offer of a grant may be accepted upon payment of a nominal consideration of HK\$1 per acceptance. The exercise period of the share options granted is determinable by the Board, and commences on a specified date and ends on a date which is not later than 10 years from the date of grant of the share options. The exercise price will be determined by the Board, but shall not be less than the highest of (i) the closing prices of the Company's shares as stated in the daily quotation sheet of the Stock Exchange of Hong Kong Limited (the "Stock Exchange") on the date of grant, which must be a trading day; (ii) the average closing prices of the Company's shares as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date of grant; and (iii) the nominal value of the Company's share.

27 股本(續)

(b) 認股權計劃

認股權計劃(「認股權計劃」)於二零零三年五月二十日起生效，除非另行註銷或修訂，認股權計劃將自該日起十年內有效。可能授出之認股權之相關股份數目上限不得超過本公司於採納認股權計劃當日已發行股本之10%。每位承授人在接納邀請時須支付象徵式總代價港幣1元。授出之認股權之行使期由董事會釐定，由指定日期開始至終止該日不得超過授出認股權當日起計十年。認股權之行使價由董事會釐定，惟該價格不得低於下列各項中之最高者：(i)授出認股權當日(必須為交易日)本公司股份於香港聯合交易所有限公司(「聯交所」)發出之日報表所列之收市價；(ii)緊接授出認股權之日期前五日交易日本公司股份於聯交所發出之日報表所列之平均收市價；或(iii)本公司股份之面值。

Notes to the Financial Statements 財務報告附註

27 Share capital (continued)

(b) Share option schemes (continued)

Movements in the number of share options outstanding and their related weighted average exercise prices are as follows:

27 股本(續)

(b) 認股權計劃(續)

尚未行使認股權數目及彼等之相關加權平均行使價之變動如下：

		30 September 2005 二零零五年九月三十日		31 December 2004 二零零四年十二月三十一日	
		Average exercise price in HK\$ per share 每股平均 行使價 (港幣)	Number of share options 認股權數目	Average exercise price in HK\$ per share 每股平均 行使價 (港幣)	Number of share options 認股權數目
At beginning of the period/year	於期/年初	0.1689	25,340,000	0.1706	20,065,000
Granted	授出	-	-	0.1670	12,000,000
Lapsed	註銷	0.1706	(740,000)	0.1706	(6,725,000)
At end of the period/year	於期/年末	0.1688	24,600,000	0.1689	25,340,000

Out of the 24,600,000 outstanding options (31 December 2004: 25,340,000 options), 3,150,000 options (31 December 2004: 3,335,000) were exercisable.

在24,600,000份尚未行使之認股權(二零零四年十二月三十一日: 25,340,000份認股權)中, 3,150,000份認股權(二零零四年十二月三十一日: 3,335,000份認股權)可供行使。

Notes to the Financial Statements 財務報告附註

27 Share capital (continued)

(b) Share option schemes (continued)

Share options outstanding at the end of the period have the following expiry date and exercise prices:

27 股本(續)

(b) 認股權計劃(續)

於期末尚未行使之認股權之到期日及行使價如下：

Date of grant	Exercise period	Exercise price HK\$	Number of share options 認股權數目	
			30 September 2005	31 December 2004
授出日期	行使期	行使價 港幣	二零零五年 九月三十日	二零零四年 十二月三十一日
31/12/2003	31/12/2004-30/12/2013 (Note i)(附註i)	0.1706	12,600,000	13,340,000
31/12/2004	31/12/2005-30/12/2014 (Note ii)(附註ii)	0.1670	12,000,000	12,000,000
			24,600,000	25,340,000

Notes to the Financial Statements 財務報告附註

27 Share capital (continued)

(b) Share option schemes (continued)

Notes:

- (i) The vesting period of the share options is in the following manner:

Vesting Schedule 歸屬時間表		Percentage of shares over which a share option is exercisable 股份佔可行使 認股權之百分比
Before the first anniversary of the date of grant	授出日期之一周年前	Nil 無
On or after the first but before the second anniversary of the date of grant	授出日期之一周年或之後 但兩周年前	25%
On or after the second but before the third anniversary of the date of grant	授出日期之兩周年或之後 但三周年前	25%
On or after the third but before the fourth anniversary of the date of grant	授出日期之三周年或之後 但四周年前	25%
On or after the fourth anniversary of the date of grant	授出日期之四周年或之後	25%

In relation to the share options, if the eligible participant, during any of the periods specified above, exercises that share options for such number of shares which, in aggregate, represents less than the number of shares for which the eligible participant may exercise in respect of such period, the balance of the shares comprised in that share option for which the eligible participant could have exercised (but did not exercise) in that period shall be carried forward and added to the number of shares which the eligible participant may exercise in the next succeeding period or periods.

- (ii) The vesting period of the share options is in the following manner:

Vesting Schedule 歸屬時間表		Percentage of shares over which a share option is exercisable 股份佔可行使 認股權之百分比
Before the first anniversary of the date of grant	授出日期之一周年前	Nil 無
On or after the first but before the second anniversary of the date of grant	授出日期之一周年或之後 但兩周年前	40%
On or after the second but before the third anniversary of the date of grant	授出日期之兩周年或之後 但三周年前	30%
On or after the third anniversary of the date of grant	授出日期之三周年或之後	30%

27 股本(續)

(b) 認股權計劃(續)

附註：

- (i) 認股權之歸屬期如下：

Vesting Schedule 歸屬時間表		Percentage of shares over which a share option is exercisable 股份佔可行使 認股權之百分比
Before the first anniversary of the date of grant	授出日期之一周年前	Nil 無
On or after the first but before the second anniversary of the date of grant	授出日期之一周年或之後 但兩周年前	25%
On or after the second but before the third anniversary of the date of grant	授出日期之兩周年或之後 但三周年前	25%
On or after the third but before the fourth anniversary of the date of grant	授出日期之三周年或之後 但四周年前	25%
On or after the fourth anniversary of the date of grant	授出日期之四周年或之後	25%

就認股權而言，倘合資格參與者於上述任何指定期間行使涉及該等股份數目之認股權合共少於合資格參與者在該期間可行使認股權所涉及之股份數目，則合資格參與者於該期間可行使(但未行使)之該認股權涉及之股份數目差額將結轉及納入合資格參與者於下一個隨後期間可行使認購權所涉及之股份數目中。

- (ii) 認股權之歸屬期如下：

Vesting Schedule 歸屬時間表		Percentage of shares over which a share option is exercisable 股份佔可行使 認股權之百分比
Before the first anniversary of the date of grant	授出日期之一周年前	Nil 無
On or after the first but before the second anniversary of the date of grant	授出日期之一周年或之後 但兩周年前	40%
On or after the second but before the third anniversary of the date of grant	授出日期之兩周年或之後 但三周年前	30%
On or after the third anniversary of the date of grant	授出日期之三周年或之後	30%

Notes to the Financial Statements 財務報告附註

27 Share capital (continued)

27 股本(續)

(b) Share option schemes (continued)

(b) 認股權計劃(續)

In relation to the share options, if the eligible participant, during the of the periods specified above, exercises that share options for such number of shares which, in aggregate, represents less than the number of shares for which the eligible participant may exercise in respect of such period, the balance of the shares comprised in that share option for which the eligible participant could have exercised (but did not exercise) in that period shall be carried forward and added to the number of shares which the eligible participant may exercise in the next succeeding period or periods.

就認股權而言，倘合資格參與者於上述指定期間行使涉及該等股份數目之認股權合共少於合資格參與者在該期間可行使認股權所涉及之股份數目，則合資格參與者於該期間可行使(但未行使)之該認股權涉及之股份數目差額將結轉及納入合資格參與者於下一個隨後期間可行使認購權所涉及之股份數目中。

The fair values of options granted in 2003 and 2004 determined using the Binomial Model were as follows:

於二零零三年及二零零四年授出之認股權之公平值乃用二項式模式：

		Date of grant of share options	
		授出認股權之日期	
		31 December 2003 二零零三年 十二月三十一日	31 December 2004 於二零零四年 十二月三十一日
Option value	認股權價值	HK\$2,212,000	HK\$1,256,000
Variables:	可變動因素：		
Exercise price	行使價	HK\$0.1706	HK\$0.1670
Share price at the grant date	於授出日期之股份價格	HK\$0.1670	HK\$0.1670
Expected volatility (Note)	預期波幅(附註)	80%	80%
Risk-free interest rate	無風險利率	3.51%	2.87%
Expected life of options	預期認股權之年數	6.25 years	5.79 years
Expected dividend paid out rate	預期股息派付率	Nil	Nil

Note:

The volatility measured at the standard deviation of expected share price return is based on statistical analysis of daily share prices over the last seven years.

附註：

波幅乃按預期股份價格回報之標準差額(以過去七年每日股份價格之統計分析為基準)計算。

Notes to the Financial Statements 財務報告附註

28 Reserves

28 儲備

Group		本集團					
(In HK\$'000)	(以港幣千元為單位)	Share premium	Capital redemption reserves	Exchange reserves	Share-based compensation reserve	Accumulated losses	Total
		股份溢價	資本贖回儲備	匯兌儲備	股份酬金儲備	累積虧損	總額
Balance at 1 January 2004, as previously reported	於二零零四年一月一日之結餘， 按先前提呈報	2,270,561	196	423	-	(1,853,756)	417,424
Effect of changes in accounting policies	會計政策變動之影響	-	-	-	1	(52,818)	(52,817)
Balance at 1 January 2004, as restated	於二零零四年一月一日之結餘， 如重列	2,270,561	196	423	1	(1,906,574)	364,607
Currency translation differences	貨幣匯兌差額	-	-	1,861	-	-	1,861
Disposal of subsidiaries	出售附屬公司	-	-	(280)	-	-	(280)
Share-based compensation	股份酬金	-	-	-	307	-	307
Profit for the year	年度溢利	-	-	-	-	14,478	14,478
Balance at 31 December 2004	於二零零四年十二月三十一日之 結餘	2,270,561	196	2,004	308	(1,892,096)	380,973
Balance at 1 January 2005, as per above	於二零零五年一月一日之結餘， 按上文所述	2,270,561	196	2,004	308	(1,892,096)	380,973
Effect of changes in accounting policies	會計政策變動之影響	-	-	-	-	1,033	1,033
Balance at 1 January 2005, as restated	於二零零五年一月一日之結餘， 如重列	2,270,561	196	2,004	308	(1,891,063)	382,006
Issue of shares	發行股份	155,292	-	-	-	-	155,292
Currency translation differences	貨幣匯兌差額	-	-	12,038	-	-	12,038
Share-based compensation	股份酬金	-	-	-	746	-	746
Profit for the period	期內溢利	-	-	-	-	93,556	93,556
Balance at 30 September 2005	於二零零五年九月三十日之 結餘	2,425,853	196	14,042	1,054	(1,797,507)	643,638

Notes to the Financial Statements 財務報告附註

28 Reserves (continued)

28 儲備 (續)

Company		本公司				Total
		Share premium	Capital redemption reserves	Share-based compensation reserve	Accumulated losses	
(In HK\$ '000)	(以港幣千元為單位)	股份溢價	資本贖回儲備	股份酬金儲備	累積虧損	總額
Balance at 1 January 2004, as previously reported	於二零零四年一月一日之結餘，按先前所呈報	2,270,561	196	-	(1,778,635)	492,122
Effect of changes in accounting policies	會計政策變動之影響	-	-	1	(1)	-
Balance at 1 January 2004, as restated	於二零零四年一月一日之結餘，如重列	2,270,561	196	1	(1,778,636)	492,122
Share-based compensation	股份酬金	-	-	307	-	307
Loss for the year	年度虧損	-	-	-	(1,174)	(1,174)
Balance at 31 December 2004	於二零零四年十二月三十一日之結餘	2,270,561	196	308	(1,779,810)	491,255
Balance at 1 January 2005, as per above	於二零零五年一月一日之結餘，按上文所述	2,270,561	196	308	(1,779,810)	491,255
Effect of changes in accounting policies	會計政策變動之影響	-	-	-	-	-
Balance at 1 January 2005, as restated	於二零零五年一月一日之結餘，如重列	2,270,561	196	308	(1,779,810)	491,255
Issue of shares	發行股份	155,292	-	-	-	155,292
Share-based compensation	股份酬金	-	-	746	-	746
Loss for the period	期內虧損	-	-	-	(3,665)	(3,665)
Balance at 30 September 2005	於二零零五年九月三十日之結餘	2,425,853	196	1,054	(1,783,475)	643,628

Notes to the Financial Statements 財務報告附註

29 Creditors and accruals

29 應付賬款及應計賬項

		Group 本集團		Company 本公司	
		As at 30 September 2005 於二零零五年 九月三十日	As at 31 December 2004 於二零零四年 十二月三十一日	As at 30 September 2005 於二零零五年 九月三十日	As at 31 December 2004 於二零零四年 十二月三十一日
(In HK\$'000)	(以港幣千元為單位)				
Trade payables	貿易應付款項	44,485	54,339	-	-
Receipts in advance	預收款項	2,712	2,783	-	-
Accrued expenses	應計費用	65,427	102,683	5,224	3,747
Others	其他	26,858	40,382	3,262	2,083
		139,482	200,187	8,486	5,830

At 30 September 2005, the ageing analysis of the trade payables is as follows:

於二零零五年九月三十日，貿易應付賬款之賬齡分析如下：

		Group 本集團		Company 本公司	
		As at 30 September 2005 於二零零五年 九月三十日	As at 31 December 2004 於二零零四年 十二月三十一日	As at 30 September 2005 於二零零五年 九月三十日	As at 31 December 2004 於二零零四年 十二月三十一日
(In HK\$'000)	(以港幣千元為單位)				
Within 3 months	三個月之內	14,853	28,100	-	-
3 months to 12 months	三至十二個月	18,478	578	-	-
Over 1 year	一年以上	11,154	25,661	-	-
		44,485	54,339	-	-

Notes to the Financial Statements 財務報告附註

30 Bank borrowings

30 銀行貸款

		Group 本集團		Company 本公司	
		As at 30 September 2005 於二零零五年 九月三十日	As at 31 December 2004 於二零零四年 十二月三十一日	As at 30 September 2005 於二零零五年 九月三十日	As at 31 December 2004 於二零零四年 十二月三十一日
(In HK\$'000)	(以港幣千元為單位)				
Secured	有抵押	433,213	504,126	-	-
Unsecured	無抵押	649,128	28,000	33,000	28,000
		1,082,341	532,126	33,000	28,000
Current portion of bank borrowings	銀行貸款之 即期部份	(315,777)	(400,211)	(33,000)	(28,000)
		766,564	131,915	-	-

The maturity of bank borrowings is as follows:

銀行貸款之到期情況如下：

		Group 本集團		Company 本公司	
		As at 30 September 2005 於二零零五年 九月三十日	As at 31 December 2004 於二零零四年 十二月三十一日	As at 30 September 2005 於二零零五年 九月三十日	As at 31 December 2004 於二零零四年 十二月三十一日
(In HK\$'000)	(以港幣千元為單位)				
Within 1 year	一年以內	315,777	400,211	33,000	28,000
Between 1 and 2 years	第一年至第二年	559,124	-	-	-
Between 2 and 5 years	第二年至第五年	207,440	131,915	-	-
Wholly repayable within 5 years	須於五年內 悉數償還	1,082,341	532,126	33,000	28,000

Notes to the Financial Statements 財務報告附註

30 Bank borrowings (continued)

The carrying amounts of bank borrowings are denominated in the following currencies:

		Group 本集團		Company 本公司	
		As at 30 September 2005 於二零零五年 九月三十日	As at 31 December 2004 於二零零四年 十二月三十一日	As at 30 September 2005 於二零零五年 九月三十日	As at 31 December 2004 於二零零四年 十二月三十一日
(In HK\$'000)	(以港幣千元為單位)				
Hong Kong dollar	港幣	138,907	197,627	33,000	28,000
Renminbi	人民幣	943,434	334,499	-	-
		1,082,341	532,126	33,000	28,000

The effective interest rates at the balance sheet date was 5.30% (31 December 2004: 4.31%).

銀行貸款之賬面值乃以下列貨幣列值：

於結算日之實際利率為5.30% (二零零四年十二月三十一日：4.31%)。

The carrying amounts and fair value of the non-current borrowings are as follows:

		Carrying amounts 賬面值		Fair values 公平值	
		As at 30 September 2005 於二零零五年 九月三十日	As at 31 December 2004 於二零零四年 十二月三十一日	As at 30 September 2005 於二零零五年 九月三十日	As at 31 December 2004 於二零零四年 十二月三十一日
(In HK\$'000)	(以港幣千元為單位)				
Bank borrowings	銀行貸款	766,564	131,915	771,846	106,243

The fair values are based on cash flows discounted using a rate based on the borrowings rate of 5.33% (31 December 2004: 5.30%).

非即期貸款之賬面值及公平值如下：

公平值乃按以貸款利率5.33% (二零零四年十二月三十一日：5.30%) 折讓之現金流量計算。

The carrying amounts of short-term bank borrowings approximate their fair value.

短期銀行貸款之賬面值與其公平值相約。

Notes to the Financial Statements 財務報告附註

30 Bank borrowings (continued)

The Group has the following undrawn borrowing facilities:

30 銀行貸款(續)

本集團之未提取銀行融資如下：

(In HK\$'000)	(以港幣千元為單位)	As at 30 September 2005 於二零零五年 九月三十日	As at 31 December 2004 於二零零四年 十二月三十一日
Floating rate	浮動利率		
– expiring within one year	– 於一年以內到期	43,000	110,000
– expiring beyond one year	– 於一年以後到期	324	–
Fixed rate	固定利率		
– expiring within one year	– 於一年以內到期	–	56,535
– expiring beyond one year	– 於一年以後到期	271,705	–
		315,029	166,535

Notes to the Financial Statements 財務報告附註

31 Deferred income tax

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes relate to the same fiscal authority. The offset amounts are as follows:

31 遞延所得稅

當有法定可執行權利可將流動稅項資產與流動稅務負債抵銷，而遞延所得稅涉及同一財政機關，則可將遞延所得稅資產與遞延所得稅負債互相抵銷。抵銷金額如下：

		Group 本集團		Company 本公司	
		As at 30 September 2005 於二零零五年 九月三十日	As at 31 December 2004 於二零零四年 十二月三十一日	As at 30 September 2005 於二零零五年 九月三十日	As at 31 December 2004 於二零零四年 十二月三十一日
(In HK\$'000)	(以港幣千元為單位)				
Deferred tax assets:	遞延稅項資產：				
- Deferred tax asset to be recovered after more than 12 months	- 將於十二個月後確認之遞延稅項資產	1,474	4,862	-	-
- Deferred tax asset to be recovered within 12 months	- 將於十二個月內確認之遞延稅項資產	-	-	-	-
		1,474	4,862	-	-
Deferred tax liabilities:	遞延稅項負債：				
- Deferred tax liability to be recovered after more than 12 months	- 將於十二個月後確認之遞延稅項負債	159,546	3,938	-	-
- Deferred tax liability to be recovered within 12 months	- 將於十二個月內確認之遞延稅項負債	-	-	-	-
		159,546	3,938	-	-

The gross movement on the deferred income tax account is as follows:

遞延所得稅賬項之變動總額如下：

		Group 本集團		Company 本公司	
		As at 30 September 2005 於二零零五年 九月三十日	As at 31 December 2004 於二零零四年 十二月三十一日	As at 30 September 2005 於二零零五年 九月三十日	As at 31 December 2004 於二零零四年 十二月三十一日
(In HK\$'000)	(以港幣千元為單位)				
Beginning of the period/year	期/年初	924	4,418	-	-
Acquisition of subsidiary Recognized in the income statement	收購附屬公司於收益表確認	(159,546)	-	-	-
		550	(3,494)	-	-
End of the period/year	期/年末	(158,072)	924	-	-

Notes to the Financial Statements 財務報告附註

31 Deferred income tax (continued)

The movement in deferred tax assets and liabilities during the period/year, without taking into consideration the offsetting of balances within the same tax jurisdiction, is as follows:

Deferred tax liabilities:

(In HK\$'000)	(以港幣千元為單位)	Group Fair value gains 本集團 公平值收益
At 1 January 2004	於二零零四年一月一日	–
Recognized in the income statement	於收益表確認	3,938
At 31 December 2004	於二零零四年十二月三十一日	3,938
Recognized in the income statement	於收益表確認	(3,938)
Acquisition of subsidiary	收購附屬公司	159,546
At 30 September 2005	於二零零五年九月三十日	159,546

Deferred tax assets:

(In HK\$'000)	(以港幣千元為單位)	Group Tax losses 本集團 稅項虧損
At 1 January 2004	於二零零四年一月一日	4,418
Recognized in the income statement	於收益表確認	444
At 31 December 2004	於二零零四年十二月三十一日	4,862
Recognized in the income statement	於收益表確認	(3,388)
At 30 September 2005	於二零零五年九月三十日	1,474

Deferred income tax assets are recognized for tax loss carry-forwards to the extent that the realisation of the related tax benefit through the future taxable profits is probable. The Group has unrecognised tax losses of HK\$1,402,990,000 (2004: HK\$1,405,698,000) to carry forward against future taxable income, of which HK\$92,204,000 (2004: HK\$105,935,000) will expire within five years.

31 遞延所得稅(續)

於期／年內，遞延稅項資產及負債之變動(未計及相同稅務司法權區內結餘之抵銷)如下：

遞延稅項負債：

(In HK\$'000)	(以港幣千元為單位)	Group Fair value gains 本集團 公平值收益
At 1 January 2004	於二零零四年一月一日	–
Recognized in the income statement	於收益表確認	3,938
At 31 December 2004	於二零零四年十二月三十一日	3,938
Recognized in the income statement	於收益表確認	(3,938)
Acquisition of subsidiary	收購附屬公司	159,546
At 30 September 2005	於二零零五年九月三十日	159,546

遞延稅項資產：

(In HK\$'000)	(以港幣千元為單位)	Group Tax losses 本集團 稅項虧損
At 1 January 2004	於二零零四年一月一日	4,418
Recognized in the income statement	於收益表確認	444
At 31 December 2004	於二零零四年十二月三十一日	4,862
Recognized in the income statement	於收益表確認	(3,388)
At 30 September 2005	於二零零五年九月三十日	1,474

遞延所得稅資產乃因應相關稅務利益可透過未來應課稅溢利變現而就所結轉之稅項虧損作確認。本集團有未確認稅項虧損港幣1,402,990,000元(二零零四年：港幣1,405,698,000元)可結轉以抵銷未來應課稅收入，其中港幣92,204,000元(二零零四年：港幣105,935,000元)將於五年內到期。

Notes to the Financial Statements 財務報告附註

32 Notes to the consolidated cash flow statement

32 綜合現金流量表附註

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

(a) 經營溢利與經營產生之現金淨額對賬表

(In HK\$'000)	(以港幣千元為單位)	For the nine months ended 30 September 2005 截至二零零五年 九月三十日 止九個月	For the year ended 31 December 2004 截至二零零四年 十二月三十一日 止年度
Operating profit	經營溢利	118,014	50,750
Interest income	利息收入	(2,547)	(618)
Depreciation	折舊	2,373	3,015
Amortisation of land use right	土地使用權攤銷	738	44
Realisation of negative goodwill	負商譽變現	-	(517)
Excess of fair value of net assets acquired over the cost of acquisition of interests in subsidiaries	已購買淨資產公平值與收購附屬公司權益費用之超額	(49,519)	-
Net gain on disposal of subsidiaries	出售附屬公司之收益淨額	-	(5,612)
Change in fair value of investment properties	投資物業公平值變動	-	(43,314)
Share-based compensation	股份酬金	746	307
Net (gain)/loss on disposal of property, plant and equipment	出售物業、廠房及設備之(收益)/虧損淨額	(221)	1
Impairment of a jointly controlled entity	一間共同控制企業減值	-	4,077
Operating profit before working capital changes	營運資金變動前經營溢利	69,584	8,133
Provision written back for construction project	建築工程之撥備撥回	(34,587)	-
Provision for consideration receivable	應收代價之撥備	-	1,015
Provision for property, plant and equipment	就物業、廠房及設備作出撥備	504	14
Provision written back for inventories	存貨之撥備撥回	-	(18)
Provision for doubtful debts	就呆賬作出撥備	493	2,988
Decrease in properties held for sale and properties under development	待出售物業及發展中物業之減少	94,871	266,711
Decrease/(increase) in debtors, deposits and prepayments	應收賬款、按金及預付款項之減少/(增加)	78	(51,206)
Decrease in creditors and accruals	應付賬款及應計賬項之減少	(62,569)	(117,010)
Net cash generated from operations	經營產生之現金淨額	68,374	110,627

Notes to the Financial Statements 財務報告附註

32 Notes to the consolidated cash flow statement (continued)

32 綜合現金流量表附註(續)

(b) Sale of subsidiaries

(b) 出售附屬公司

(In HK\$'000)	(以港幣千元為單位)	For the nine months ended 30 September 2005 截至 二零零五年 九月 三十日止 九個月	For the year ended 31 December 2004 截至 二零零四年 十二月 三十一日止 年度
Net assets disposed of	出售之淨資產		
Cash	現金	-	14,530
Property, plant and equipment	物業、廠房及設備	-	1,213
Interests in equity securities	股本證券權益	-	-
Investment in a jointly controlled entity	一間共同控制企業投資	-	94,597
Debtors, deposits and prepayments	應收賬款、按金及 預付款項	-	-
Creditors and accruals	應付賬款及應計賬項	-	(7,024)
Minority interests	少數股東權益	-	(4)
Bank loan	銀行貸款	-	(10,343)
Reserves	儲備	-	(280)
		-	92,689
Net gain on disposal	出售所得之收益淨額	-	5,612
		-	98,301
Satisfied by	支付方式		
Cash	現金	-	96,478
Others	其他	-	1,823
		-	98,301

The cash flows contributed and utilised by the subsidiaries disposed of during the prior year were not significant to the Group.

去年，所出售之附屬公司並無對本集團帶來重大之現金流量，亦無動用本集團大量現金流量。

Notes to the Financial Statements 財務報告附註

32 Notes to the consolidated cash flow statement (continued)

(b) Sale of subsidiaries (continued)

Analysis of the net inflow in respect of the sale of subsidiaries

(In HK\$'000)	(以港幣千元為單位)	For the nine months ended	For the year ended
		2005	2004
		截至	截至
		二零零五年	二零零四年
		九月	十二月
		三十日止	三十一日止
Cash disposed of	已出售現金	-	(14,530)
Cash consideration	現金代價	-	96,478
		-	81,948

32 綜合現金流量表附註(續)

(b) 出售附屬公司(續)

出售附屬公司之流入淨額分析

(c) Analysis of changes in financing during the period/year

(c) 期/年內融資變動分析

(In HK\$'000)	(以港幣千元為單位)	Share capital and premium	Bank borrowings	Minority interests	Total
		股本及股份溢價	銀行貸款	少數股東權益	總額
At 1 January 2004	於二零零四年一月一日	2,554,180	532,708	93,453	3,180,341
Net cash generated from/(used in) financing activities	融資業務產生/(用於)之現金淨額	-	7,396	(20,942)	(13,546)
Sale of subsidiaries	出售附屬公司	-	(10,343)	(4)	(10,347)
Share of loss	所佔虧損	-	-	11,382	11,382
Exchange differences	匯兌差額	-	2,365	253	2,618
At 1 January 2005	於二零零五年一月一日	2,554,180	532,126	84,142	3,170,448
Net cash generated from/(used in) financing activities	融資業務產生/(用於)之現金淨額	-	(24,596)	1,282	(23,314)
Acquisition in subsidiaries	收購附屬公司	327,838	568,065	181,349	1,077,252
Share of loss	所佔虧損	-	-	4,693	4,693
Exchange differences	匯兌差額	-	6,746	1,022	7,768
At 30 September 2005	於二零零五年九月三十日	2,882,018	1,082,341	272,488	4,236,847

Notes to the Financial Statements 財務報告附註

33 Contingent liabilities

At 30 September 2005, the Company issued guarantees to the extent of HK\$273,195,000 (31 December 2004: HK\$358,077,000) of which HK\$263,456,000 (31 December 2004: HK\$324,156,000) was utilized in respect of bank borrowings granted to its subsidiaries.

Management anticipates that no material liabilities will arise from the above bank and other guarantees which arose in the ordinary course of business.

34 Pledge of assets

As at 30 September 2005, the Group's bank loans were secured by certain investment properties, completed properties held for sale, properties held for development, properties under development and land use rights with carrying values of HK\$784,339,000 (31 December 2004: HK\$812,800,000) and cash deposits of HK\$88,800,000 (31 December 2004: HK\$105,900,000).

35 Commitments**(a) Capital commitments**

Capital expenditure in respect of properties under development at the balance sheet date but not yet incurred is as follows:

(In HK\$'000)	(以港幣千元為單位)	As at 30 September 2005 於二零零五年 九月三十日	As at 31 December 2004 於二零零四年 十二月三十一日
Contracted but not provided for	已簽約但未撥備	65,047	5,418
Authorised but not contracted for	已授權但未簽約	16,618	124,989
		81,665	130,407

33 或然負債

於二零零五年九月三十日，本公司所作出之擔保合共港幣273,195,000元（二零零四年十二月三十一日：港幣358,077,000元），其中就授予附屬公司之銀行貸款已動用港幣263,456,000元（二零零四年十二月三十一日：港幣324,156,000元）。

管理層預期，上述於日常業務過程中產生之銀行及其他擔保將不會帶來任何重大負債。

34 資產抵押

於二零零五年九月三十日，本集團之銀行貸款乃以賬面值港幣784,339,000元（二零零四年十二月三十一日：港幣812,800,000元）之若干投資物業、待出售之已落成物業、持有作發展用途之物業、發展中物業及土地使用權，以及現存款港幣88,800,000元（二零零四年十二月三十一日：港幣105,900,000元）作為抵押。

35 承擔**(a) 資本承擔**

於結算日，有關發展中物業但仍未產生之資本開支如下：

Notes to the Financial Statements 財務報告附註

35 Commitments (continued)

(b) Operating lease commitments

The Group had future aggregate minimum lease payments under non-cancellable operating leases on land and buildings are as follows:

(In HK\$'000)	(以港幣千元為單位)	As at 30 September 2005 於二零零五年 九月三十日	As at 31 December 2004 於二零零四年 十二月三十一日
Not later than one year	第一年內	1,895	1,895
Later than one year and not later than five years	第二至第五年內	1,079	2,435
		2,974	4,330

(c) Future minimum rental payments receivable

The Group had future minimum rental payments receivable under non-cancellable leases in respect of land and buildings are as follows:

(In HK\$'000)	(以港幣千元為單位)	As at 30 September 2005 於二零零五年 九月三十日	As at 31 December 2004 於二零零四年 十二月三十一日
Not later than one year	第一年內	56,306	24,137
Later than one year and not later than five years	第二至第五年內	129,649	41,076
Over five years	五年後	24,785	16,681
		210,740	81,894

35 承擔(續)

(b) 經營租約承擔

本集團根據不可撤銷經營租賃而須於未來支付之最低租金付款總額如下：

As at 30 September 2005 於二零零五年 九月三十日	As at 31 December 2004 於二零零四年 十二月三十一日
1,895	1,895
1,079	2,435
2,974	4,330

(c) 未來最低應收租金款項

本集團根據有關土地及樓宇之不可撤銷租賃之未來最低應收租金款項如下：

As at 30 September 2005 於二零零五年 九月三十日	As at 31 December 2004 於二零零四年 十二月三十一日
56,306	24,137
129,649	41,076
24,785	16,681
210,740	81,894

Notes to the Financial Statements 財務報告附註

36 Business combinations

On 14 July 2005, the Group entered into a sale and purchase agreement with CPL (China) Pte Ltd ("CPL China") to acquire 54.78% interest in the shares of and debt owing by Supreme Asia Investments Limited at a consideration of HK\$327,838,000 which shall be satisfied by the issue and allotment of 1,725,426,776 new shares at HK19 cents per share. The acquisition was completed on 22 September 2005.

SAI contributed no net profit or loss to the Group for the period from 22 September 2005 to 30 September 2005. If the acquisition had occurred on 1 January 2005, the revenue and net loss of the Group for the nine months period ended 30 September 2005 would have been approximately Nil and HK\$7,115,702 respectively.

Details of net assets acquired and goodwill are as follows:

(In HK\$'000)	(以港幣千元為單位)	
Purchase consideration	收購代價	
Direct costs relating to the acquisition	與收購有關之直接成本	4,720
Fair value of shares issued	已發行股份之公平價值	327,838
Assignment of debts	債務轉讓	(109,311)
Deposit received for 5% minority interest	就5%少數股東權益收取之按金	(16,063)
		<hr/>
Total purchase consideration	總收購代價	207,184
Fair value of net assets acquired	所收購淨資產之公平值	
– shown as below	– 見下文所示	(185,259)
Deferred tax warranty by Centrepont Properties Ltd	先得坊產業有限公司之 遞延稅項保證	(71,444)
		<hr/>
Excess of fair value of net assets acquired over the cost of acquisition of interests in subsidiaries	所收購淨資產之公平值超出 收購附屬公司權益之 成本之數額	(49,519)

The adoption of HK\$0.19 as the fair value of the shares issued was based on a fair value assessment by the Group with reference to a valuation report prepared by a professional valuer. The Group has not adopted the market value of HK\$0.139 as at the date of issuance of consideration share because the Group considered that the market price does not reflect the fair value of shares issued in view of the thin trading volume.

36 業務合併

於二零零五年七月十四日，本集團與CPL (China) Pte Ltd (「CPL China」) 訂立買賣協議以收購Supreme Asia Investments Limited股份之54.78%權益及其所欠債項，代價為港幣327,838,000元，該代價以發行及配發1,725,426,776股新股份，每股作價港幣19仙之方式支付。該項收購於二零零五年九月二十二日完成。

由二零零五年九月二十二日至二零零五年九月三十日止期間，SAI並無向本集團貢獻溢利或虧損淨額。倘該項收購已於二零零五年一月一日發生，本集團截至二零零五年九月三十日止九個月期間之收入及虧損淨額分別約為無及港幣7,115,702元。

所收購淨資產及商譽之詳情如下：

採用港幣0.19元作為發行股份之公平值乃基於本集團參考專業估值師編製之估值報告所作出之公平值評估。本集團並無採用發行代價股份日期之市價港幣0.139元，因為本集團認為市場交投量太少，因而該市價並不反映發行股份之公平值。

Notes to the Financial Statements 財務報告附註

36 Business combinations (continued)

36 業務合併(續)

The assets and liabilities arising from the acquisition are as follows:

收購項目產生之資產及負債如下：

(In HK\$'000)	(以港幣千元為單位)	Fair value 公平值	Acquiree's carrying amount 被收購人之 賬面值
Cash and cash equivalents	現金及現金等值項目	28,858	28,858
Property, plant and equipment	物業、廠房及設備	139	139
Property under development	發展中物業	1,254,431	615,944
Deferred tax assets	遞延稅項資產	-	51,154
Receivables	應收款項	9,194	9,194
Payables	應付款項	(1,584)	(1,584)
Amount due to a fellow subsidiary	欠同系附屬公司之款項	(199,461)	(199,461)
Amount due to minority interest	欠少數股東權益之款項	(4,388)	(4,388)
Borrowings	貸款	(568,065)	(568,065)
Deferred tax liabilities (Note 31)	遞延稅項負債(附註31)	(159,546)	-
Net assets	淨資產	359,578	(68,209)
Minority interests	少數股東權益	(174,319)	
Net assets acquired	所收購淨資產	185,259	
Purchase consideration settled in cash	以現金支付收購價格		(4,720)
Cash and cash equivalents in subsidiaries acquired	所收購附屬公司之現金及 現金等值項目		28,858
Cash inflow on acquisition	收購所得現金流入		24,138

Notes to the Financial Statements 財務報告附註

37 Related party transactions

The ultimate holding company of the Group is Fraser and Neave, Limited, a company incorporated in Singapore.

The following is a summary of significant related party transactions carried out in the normal course of Group's business during the period/year:

(a) Related party transactions

(In HK\$'000)	(以港幣千元為單位)	Note 附註	For the nine months ended 30 September 2005 截至 二零零五年 九月 三十日止 九個月	For the year ended 31 December 2004 截至 二零零四年 十二月 三十一日止 年度
Design audit fee	設計審核費	(i)	134	33
Quantity surveying fee	工料測量費	(i)	480	105
Property management fee	物業管理費	(ii)	505	79
			1,119	217

(i) The fees are payable to JURONG International Constructors (Suzhou) Co., Ltd ("JIC (Suzhou)") in accordance with the terms of agreements. Details of arrangement is as below:

On 17 November 2004, Vision (Shenzhen) Business Park Co., Ltd ("VSBP"), a 95% owned subsidiary of the Company, entered into a services contract (the "Design Audit Services Contract") with JIC (Suzhou) whereby JIC (Suzhou) agreed to provide certain design audit services relating to the development project of a property located at Vision (Shenzhen) Business Park, Shenzhen, China (the "VSBP Phase 2A Project"), for a service fee of RMB175,000 (approximately HK\$168,000).

37 關連人士交易

本集團之最終控股公司為花莎尼有限公司，乃一家於新加坡註冊成立之公司。

下文為於期／年內在本集團日常業務過程中進行之重大關連人士交易之概要：

(a) 關連人士交易

For the nine months ended 30 September 2005 截至 二零零五年 九月 三十日止 九個月	For the year ended 31 December 2004 截至 二零零四年 十二月 三十一日止 年度
134	33
480	105
505	79
1,119	217

(i) 該等費用指根據協議之條款應付予裕廊國際工程(蘇州)有限公司(「裕廊國際(蘇州)」)之費用。安排之詳情如下：

於二零零四年十一月十七日，本公司擁有95%權益之附屬公司深圳威新軟件科技園有限公司(「深圳威新」)與裕廊國際(蘇州)訂立服務合約(「設計審核合約」)，據此，裕廊國際(蘇州)同意就一項位於中國深圳軟件科技園之物業發展項目提供若干設計審核服務(「深圳威新第2A期項目」)，服務費為人民幣175,000元(約為港幣168,000元)。

Notes to the Financial Statements 財務報告附註

37 Related party transactions (continued)

(a) Related party transactions (continued)

Besides, VSBP and JIC (Suzhou) also entered into a services contract (the "Quantity Surveying Services Contract") whereby JIC (Suzhou) agreed to provide certain quantity surveying services relating to the VSBP Phase 2A and Phase 2B Project. For the Phase 2A project, a service fee of RMB780,000 (approximately HK\$750,000) will be charged for a duration of 23 months. For continuation of services beyond the stipulated duration of 23 months, a monthly service fee of RMB33,900 (approximately HK\$33,000) will be charged. For the Phase 2B project, a service fee of RMB1,550,000 (approximately HK\$1,490,000) will be charged for a duration of 26 months. For continuation of services beyond the stipulated duration of 26 months, a monthly service fee of RMB59,600 (approximately HK\$57,000) will be charged. JIC (Suzhou) is indirectly wholly-owned by JTC Corporation, a statutory board incorporated in the Republic of Singapore and wholly-owned by the government of Singapore. JTC Consultancy Services Holding Pte Ltd., a wholly-owned subsidiary of JTC Corporation, is running the operation of JIC (Suzhou). JTC Corporation, through its wholly-owned subsidiary Ascendas Land International Pte Ltd, indirectly owns 100% of Riverbook Group Limited, which holds 17.17% of the Company.

- (ii) The fee is payable to THSP Property Management Corp. in accordance with the terms of agreement.

On 1 April 2005, Vision Huaqing (Beijing) Development Co., Ltd ("Vision Huaqing"), a 60% owned subsidiary of the Company, and THSP Property Management Corp. ("THSP"), entered into a Property Management Contract whereby Vision Huaqing has agreed to appoint THSP as the property manager to provide property management services for Vision International Centre ("VIC") during the period from 1 April 2005 to 14 September 2006 at a fee which is calculated as to 8% of the total monthly gross management fees received from the tenants of the VIC. The maximum annual cap on the manager's remuneration is amounted to RMB1,200,000 (approximately HK\$1,154,000). THSP is 80% beneficially owned by Tsinghua Science Park Co., Ltd which is a 40% substantial shareholder of Vision Huaqing.

37 關連人士交易(續)

(a) 關連人士交易(續)

此外，深圳威新亦與裕廊國際(蘇州)訂立一項服務合約(「工料測量合約」)，據此，裕廊國際(蘇州)同意就深圳威新第2A期及第2B期項目提供若干工料測量服務。就第2A期項目而言，服務費為人民幣780,000元(約港幣750,000元)，將於23個月內收取。倘於上述23個月後繼續提供服務，將每月收取服務費人民幣33,900元(約港幣33,000元)。就第2B期項目而言，服務費為人民幣1,550,000元(約港幣1,490,000元)，將於26個月內收取。倘於上述26個月後繼續提供服務，將每月收取服務費人民幣59,600元(約港幣57,000元)。裕廊國際(蘇州)由裕廊集團間接全資擁有。裕廊集團乃於新加坡共和國註冊成立之法定委員會，並由新加坡政府全資擁有。裕廊集團全資附屬公司JTC Consultancy Services Holding Pte Ltd負責經營裕廊國際(蘇州)。裕廊集團透過其全資附屬公司Ascendas Land International Pte Ltd間接擁有Riverbook Group Limited全部權益，Riverbook Group Limited則持有本公司17.17%權益。

- (ii) 該等費用指根據協議之條款應付予北京華清物業管理有限責任公司之費用。

於二零零五年四月一日，本公司擁有60%權益之公司威新華清(北京)置業發展有限公司(「威新華清」)與北京華清物業管理有限責任公司(「華清物業」)訂立物業管理合約，據此，威新華清已同意委聘華清物業為物業經理，於二零零五年四月一日至二零零六年九月十四日期間為威新國際大廈(「VIC」)提供物業管理服務，費用乃按收取VIC租戶管理月費總額之8%計算。管理者酬金之年度上限為人民幣1,200,000元(約港幣1,154,000元)。華清物業由啓迪控股股份有限公司擁有80%權益，啓迪控股股份有限公司乃擁有威新華清40%權益之主要股東。

Notes to the Financial Statements 財務報告附註

37 Related party transactions (continued)

37 關連人士交易(續)

(b) Amounts due to related parties

(b) 應付關連人士之款項

		As at 30 September 2005 於二零零五年 九月三十日 HK\$'000 港幣千元	As at 31 December 2004 於二零零四年 十二月三十一日 HK\$'000 港幣千元
Amounts due to JIC (Suzhou)	應付裕廊國際(蘇州)款項	276	157
Amounts due to THSP	應付華清物業款項	505	79
		781	236

(c) Key management compensation has been disclosed in note 12 of the financial statements.

(c) 主要管理人員之薪酬已於財務報表附註12中披露。