

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 1 GENERAL INFORMATION

Hopson Development Holdings Limited ("the Company") and its subsidiaries (together "the Group") is mainly engaged in the development of residential properties in Mainland China. The Group is also involved in some ancillary property related businesses, including property investment, property management and hotel operations.

The Company is a limited liability company incorporated in Bermuda. The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM11, Bermuda.

The Company is listed on The Stock Exchange of Hong Kong Limited.

These consolidated financial statements are presented in Hong Kong dollars ("HK\$'000"), unless otherwise stated. These consolidated financial statements have been approved for issue by the Board of Directors on 13 April 2006.

### 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 the Company have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs"). The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of investment properties, which are carried at fair value.

The preparation of consolidated financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group'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.

### 1 一般資料

合生創展集團有限公司（「本公司」）及其附屬公司（統稱「本集團」）主要從事中國大陸住宅物業發展。本集團亦參與部份物業相關附屬業務包括物業投資、物業管理及酒店經營。

本公司為於百慕達註冊成立的有限責任公司，其註冊辦事處地址為 Clarendon House, 2 Church Street, Hamilton HM11, Bermuda。

本公司於香港聯合交易所有限公司上市。

除另有指明外，本綜合財務報表以港元（「港幣千元」）列示。本綜合財務報表已於二零零六年四月十三日經董事會核准刊發。

### 2 主要會計政策概要

編製本綜合財務報表採用之主要會計政策載列如下。除另有說明外，該等政策與所有以往年度所採用者一致。

#### 2.1 編製基準

本公司之綜合財務報表依照香港財務報告準則（「香港財務報告準則」）編製。本綜合財務報表乃按歷史成本慣例編製，並已就投資物業之重估（以公平價值入賬）作出調整。

按香港財務報告準則編製財務報表時需採用若干重要之會計估計，亦要求管理層於採用本集團會計政策之過程中作出判斷。涉及較多判斷或複雜性之方面，或對本綜合財務報表而言屬重要之假設及估計，已在附註 4 內披露。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.1 Basis of preparation (Continued)

#### *The adoption of new/revised HKFRSs*

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

HKAS 1  
香港會計準則第 1 號  
HKAS 2  
香港會計準則第 2 號  
HKAS 7  
香港會計準則第 7 號  
HKAS 8  
香港會計準則第 8 號  
HKAS 10  
香港會計準則第 10 號  
HKAS 16  
香港會計準則第 16 號  
HKAS 17  
香港會計準則第 17 號  
HKAS 21  
香港會計準則第 21 號  
HKAS 23  
香港會計準則第 23 號  
HKAS 24  
香港會計準則第 24 號  
HKAS 27  
香港會計準則第 27 號  
HKAS 28  
香港會計準則第 28 號  
HKAS 31  
香港會計準則第 31 號  
HKAS 32  
香港會計準則第 32 號  
HKAS 33  
香港會計準則第 33 號  
HKAS 36  
香港會計準則第 36 號  
HKAS 38  
香港會計準則第 38 號  
HKAS 39  
香港會計準則第 39 號

Presentation of Financial Statements  
財務報表之呈報  
Inventories  
存貨  
Cash Flow Statements  
現金流量表  
Accounting Policies, Changes in Accounting Estimates and Errors  
會計政策、會計估算更改及錯誤更正  
Events after the Balance Sheet Date  
結算日後事項  
Property, Plant and Equipment  
物業、廠房及設備  
Leases  
租賃  
The Effects of Changes in Foreign Exchange Rates  
匯率變動之影響  
Borrowing Costs  
借貸成本  
Related Party Disclosures  
關連人士披露  
Consolidated and Separate Financial Statements  
綜合及獨立財務報表  
Investments in Associates  
投資聯營公司  
Investments in Joint Ventures  
投資合營公司  
Financial Instruments: Disclosures and Presentation  
財務工具：披露及呈報  
Earnings per Share  
每股盈利  
Impairment of Assets  
資產減值  
Intangible Assets  
無形資產  
Financial Instruments: Recognition and Measurement  
財務工具：確認及計量

## 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，本集團採納下列與其業務有關之新訂／經修訂香港財務報告準則。二零零四年之比較數字已根據相關規定作出所須之修訂。

## 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 Amendment	Transition and Initial Recognition of Financial Assets and Financial Liabilities
香港會計準則第 39 號 (修訂)	金融資產及金融負債之過渡及初步確認
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 15	經營租賃 – 獎勵
HKAS-Int 21	Income Taxes – Recovery of Revalued Non-Depreciable Assets
香港會計準則 – 詮釋 21	所得稅 – 收回已重估之非折舊資產
HKFRS 2	Share-based Payments
香港財務報告準則第 2 號	以股份為基礎之償付
HKFRS 3	Business Combinations
香港財務報告準則第 3 號	業務合併
HK-Int 2	The Appropriate Policies for Hotel Properties
香港 – 詮釋 2	酒店物業之合適政策
HK-Int 3	Revenue – Pre-completion Contracts for the Sale of Development Properties
香港 – 詮釋 3	收入 – 銷售發展物業之樓花合約
HK-Int 4	Leases – Determination of the Length of Lease Term in respect of Hong Kong Land Leases
香港 – 詮釋 4	租賃 – 釐訂香港土地租約租賃期之長短

The adoption of new/revised HKASs 1, 2, 7, 8, 10, 16, 21, 23, 24, 27, 28, 31, 32, 33, 39, 39 Amendment, HKAS-Int 15, HK-Int 2 and HK-Int 4 did not result in substantial changes to the Group's accounting policies. In summary:

採納新訂／經修訂香港會計準則第 1、2、7、8、10、16、21、23、24、27、28、31、32、33、39、39 號 (修訂)、香港會計準則 - 詮釋 15、香港 - 詮釋 2 及香港 - 詮釋 4 並無對本集團之會計政策構成重大變動。總括而言：

- HKAS 1 has affected the presentation of minority interest, share of net after-tax results of associates and jointly controlled entities and other disclosures.
- HKASs 2, 7, 8, 10, 16, 23, 27, 28, 31, 33, HKAS-Int 15, HK-Int 2 and HK-Int 4 had no material effect on the Group's policies.
- 香港會計準則第 1 號對少數股東權益、分佔聯營公司及共同控制實體除稅後業績淨額之呈列及其他披露事項構成影響。
- 香港會計準則第 2、7、8、10、16、23、27、28、31、33 號、香港會計準則 - 詮釋 15、香港 - 詮釋 2 及香港 - 詮釋 4 對本集團之政策並無重大影響。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.1 Basis of preparation (Continued)

- HKAS 21 had no material effect on the Group's policy. The functional currency of each of the consolidated entities has been re-evaluated based on the guidance to the revised standard. The Company and subsidiaries incorporated in Hong Kong and British Virgin Islands have their functional and presentation currency as Chinese Renminbi and Hong Kong dollars respectively. The Mainland China subsidiaries have their functional and presentation currency in Chinese Renminbi.
- HKAS 24 has affected the identification of related parties and some other related-party disclosures.
- HKASs 32, 39 and 39 Amendment affected certain financial assets and liabilities disclosures.

The adoption of revised HKAS 17 has resulted in a change in the accounting policy relating to the reclassification of leasehold land and land use rights from properties and equipment, properties under development for long-term investment, properties under development for sale and completed properties for sale to prepaid operating leases payments. The up-front prepayments made for the leasehold land and 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 leasehold land included in leasehold land and buildings was accounted for at cost less accumulated depreciation and accumulated impairment losses; and the land use rights included in construction in progress and properties under development for long-term investment were accounted for at cost less accumulated impairment losses; and the land use rights included in properties under development for sale and completed properties for sale were accounted for at the lower of costs and net realisable value. The transitional provisions require retrospective application of this new policy and accordingly the 2004 comparative figures had reflected the retrospective effect of the change.

## 2 主要會計政策概要 (續)

### 2.1 編製基準 (續)

- 香港會計準則第 21 號對本集團之政策並無重大影響。各綜合實體的功能貨幣已根據經修訂準則之指引重新評估。本公司及於香港及英屬處女群島註冊成立的各間附屬公司均採用人民幣及港元分別作為其功能貨幣及呈列貨幣。中國大陸的附屬公司均採用人民幣為功能貨幣及呈列貨幣。
- 香港會計準則第 24 號對關連人士之識別及若干其他關連人士之披露有所影響。
- 香港會計準則第 32、39 及 39 號 (修訂) 對若干金融資產及負債之披露有所影響。

採納經修訂之香港會計準則第 17 號對有關租賃土地以及物業及設備中之土地使用權、持作長期投資之發展中物業、可供出售之發展中物業及可供出售之已落成物業重新分類為營運租賃預付款項之會計政策出現變動。租賃土地及土地使用權之前期預付款項將於租賃期間內以直線法在損益表內扣除，或倘出現減值，減值將於損益表內扣除。於過往年度，包括於租賃土地及樓宇內的租賃土地乃按成本減累計折舊及累計減值虧損列賬；而包括於在建工程及持作長期投資之發展中物業之土地使用權乃按成本減累計減值虧損列賬；而包括在可供出售之發展中物業及可供出售之已落成物業之土地使用權則按成本值及可變現淨值兩者中的較低者列賬。過渡條文規定此項新政策須追溯應用，因此，二零零四年比較數字已反映此變動之追溯影響。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.1 Basis of preparation (Continued)

The adoption of revised HKAS 40 has resulted in a change in the accounting policy for which the changes in fair values of investment properties are recorded in the income statement from 1 January 2005. 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 transitional provisions do not require retrospective application of this new policy to restate the amounts for previous years, and in this connection the Group has chosen not to reflect the effect of this change in the 2004 comparative figures. The investment property revaluation reserve of approximately HK\$1,147,498,000 as at 31 December 2004 has been transferred to retained earnings on 1 January 2005, in accordance with the transitional provisions.

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. The transitional provisions require retrospective application of this new policy and accordingly the 2004 comparative figures reflected the retrospective effect of the change.

The adoption of HK-Int 3 has resulted in a change in the accounting policy relating to revenue recognition arising from the sale of properties. Such revenue is recognised only upon completion of the related sale agreement, which refers to the time when properties are completed and delivered to the buyers. In prior years, revenue from the sale of properties under development was recognised according to the percentage of completion method and the sale of other properties was recognised upon signing of the sales and purchase agreements. The transitional provisions allow retrospective application of this new policy and in this connection the Group has chosen to reflect the retrospective effect of the change in the 2004 comparative figures.

## 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40號導致會計政策出現變動，投資物業之公平值之變動於二零零五年一月一日起記入損益表內。於過往年度，公平值之增加計入投資物業重估儲備；公平值之減少首先按組合基準於早前之估值增加抵銷，其後於損益表扣除。過渡條文並無規定此項新政策須追溯應用以重列往年金額，因此，本集團已選擇不在二零零四年之比較數字中反映此變動之影響。於二零零四年十二月三十一日之投資物業重估儲備約1,147,498,000港元已依照過渡條文所訂於二零零五年一月一日轉往保留盈利。

採納經修訂香港會計準則－詮釋21導致有關重估投資物業所產生之遞延稅項負債之計算方法之會計政策出現變動。有關遞延稅項負債按透過使用資產收回該資產之賬面值所產生之稅項影響為基準計算。於過往年度，有關資產之賬面值乃預期透過出售收回。過渡條文規定此項新政策須追溯應用，因此，二零零四年比較數字已反映此變動之追溯影響。

採納香港－詮釋3導致來自銷售物業之收入確認會計政策改變。有關收入僅會於完成相關銷售協議時確認，即當物業落成並交付買方時。於往年，銷售發展中物業之收入是按照完工百分比方法確認，而銷售其他物業之收入則簽訂買賣協議時確認。過渡條文允許追溯應用此項新政策，因此，本集團已選擇在二零零四年比較數字中反映此變動之追溯影響。



## 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. The transitional provisions require retrospective application of this new policy on prescribed situations, which are not applicable to the Group, and accordingly the 2004 comparative figures had not reflected the effect of this change.

The adoption of HKFRS 3, HKAS 36 and HKAS 38 results in a change in the accounting policy for goodwill and negative goodwill. Until 31 December 2004, goodwill was amortised on a straight-line basis over a period ranging from 5 to 10 years and assessed for an indication of impairment at each balance sheet date; negative goodwill not relating to any identifiable future losses or expenses at the date of acquisition and not exceeding the fair value of the non-monetary assets acquired, was recognised in the income statement over the period of utilisation of those assets. In accordance with the provisions of HKFRS 3 (Note 2.8), the Group ceased amortisation of goodwill from 1 January 2005, with accumulated amortisation as at 31 December 2004 being eliminated with a corresponding decrease in the cost of goodwill. From the year ended 31 December 2005 onwards, goodwill will be tested annually for impairment, as well as when there is indication of impairment; excess of interest of the Group's share of the net identifiable assets of the acquired subsidiary/business at the date of acquisition over the cost of an acquisition is recognised in the income statement. The Group has reassessed the useful lives of its intangible assets in accordance with the provisions of HKAS 38 and no adjustment resulted from this reassessment. The transitional provisions allow retrospective application of this new policy under certain situations, which are not applicable to the Group, and accordingly the 2004 comparative figures had not reflected the effect of this change. In accordance with the transitional provisions of HKFRS 3, the Group ceased amortisation of goodwill from 1 January 2005 and accumulated amortisation as at 31 December 2004 of approximately HK\$7,576,000 being eliminated with a corresponding decrease in the cost of goodwill. Negative goodwill of approximately HK\$164,890,000 as at 31 December 2004 has been transferred to retained earnings on 1 January 2005.

## 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號導致股份付款之會計政策出現變動。直至二零零四年十二月三十一日，向僱員提供購股權不會於損益表內扣除。自二零零五年一月一日起，購股權之成本將於損益表內扣除。過渡條文規定此項新政策須在規定情況下追溯應用，而該等情況不適用於本集團，因此，二零零四年比較數字並無反映此變動之影響。

採納香港財務報告準則第3號、香港會計準則第36號及香港會計準則第38號導致商譽及負商譽之會計政策出現變動。直至二零零四年十二月三十一日止，商譽乃按介乎5年至10年之期間以直線法攤銷，並於每個結算日評估有否減值跡象。倘負商譽無關任何於收購當日可識別之未來虧損及開支而且不超逾所收購之非貨幣資產之公平值，則於資產運用期間在損益表確認。根據香港財務報告準則第3號之條文(附註2.8)，本集團自二零零五年一月一日起終止攤銷商譽，而截至二零零四年十二月三十一日止累計攤銷已與商譽成本之相應減額對銷。自截至二零零五年十二月三十一日止年度起，商譽會每年及當有減值跡象時檢測減值，本集團攤佔所收購附屬公司／業務於收購當日之可識別資產淨值之權益超逾收購成本之數額，乃於損益表確認。本集團已根據香港會計準則第38號重估無形資產之可使用年期。重估並無導致任何調整。過渡條文允許此項新政策在若干情況下追溯應用，而該等情況不適用於本集團，因此，二零零四年比較數字並無反映此變動之影響。根據香港財務報告準則第3號之過渡條文，本集團自二零零五年一月一日起終止攤銷商譽，而截至二零零四年十二月三十一日止之累計攤銷約港幣7,576,000元已與商譽成本之相應減額對銷。截至二零零四年十二月三十一日止之負商譽約港幣164,890,000元已於二零零五年一月一日轉撥至保留盈利。

## 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, wherever applicable. All standards adopted by the Group require retrospective application other than:

- HKAS 16 – the initial measurement of an item of properties and equipment acquired in an exchange of assets transaction is accounted at fair value prospectively only to future transactions;
- HKAS 21 – prospective accounting for goodwill and fair value adjustments as part of foreign operations;
- HKAS 39 – does not permit to recognise, derecognise and measure financial assets and liabilities in accordance with this standard on a retrospective basis. The Group applied the previous SSAP 24 “Accounting for investments in securities” to investment in securities and also to hedge relationships for the 2004 comparative information. The adjustments required for the accounting differences between SSAP 24 and HKAS 39 are determined and recognised at 1 January 2005;
- HKAS 40 – since the Group has adopted the fair value model, there is no requirement for the Group to restate the comparative information, any adjustment should be made to the retained earnings as at 1 January 2005, including the reclassification of any amount held in revaluation reserve for investment property;
- HKAS-Int 15 – does not require the recognition of incentives for leases beginning before 1 January 2005;
- HKFRS 2 – only retrospective application for all equity instruments granted after 7 November 2002 and not vested at 1 January 2005; and
- HKFRS 3 – prospectively after the 1 January 2005.

## 2 主要會計政策概要 (續)

### 2.1 編製基準 (續)

所有會計政策變動於所有適用情況下已按有關準則之過渡性條文作出。除下列者外，本集團所採納之所有準則均須追溯應用：

- 香港會計準則第 16 號 – 就資產交易交換中所收購之物業及設備項目之初期計量將以公平值計算，預期僅適用於日後之交易；
- 香港會計準則第 21 號 – 預期商譽及公平值調整將計作海外業務之部分；
- 香港會計準則第 39 號 – 不允許按該等準則追溯對金融資產及負債進行確認、取消確認及計量。本集團對證券投資及二零零四年對沖關係之比較數字採用原有之會計實務準則第 24 號「證券投資之會計方法」。需就會計實務準則第 24 號與香港會計準則第 39 號之間會計差異作出之調整，已於二零零五年一月一日釐定及確認；
- 香港會計準則第 40 號 – 由於本集團已採納公平值模式，故本集團毋須重列比較資料，而任何調整則須於二零零五年一月一日之保留盈利中作出，包括投資物業重估盈餘中所持任何款額之重新分類；
- 香港會計準則 – 詮釋 15 – 無須就於二零零五年一月一日前開始之租賃確認優惠；
- 香港財務報告準則第 2 號 – 僅就二零零二年十一月七日以後授出而於二零零五年一月一日並未歸屬之所有股本工具追溯應用；及
- 香港財務報告準則第 3 號 – 預期將於二零零五年一月一日後應用。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

The effect of the changes in the accounting policies described above on the equity, results and earnings per share are as follows:

2 主要會計政策概要 (續)

2.1 編製基準 (續)

以下為上述會計政策修訂對股本、業績及每股盈利之影響：

	As at 1 January 2005 於二零零五年 一月一日 HK\$'000 港幣千元	Increase/ (decrease) 增加 / (減少)
Equity		
Amortisation of leasehold land and land use rights		(23,468)
Change in basis of revenue recognition		(406,141)
Decrease in deferred tax on change of basis of recovery of revalued assets		385,658
Reclassification of negative goodwill to retained earnings		164,890
		<u>120,939</u>
權益		
租賃土地及土地使用權攤銷		(23,468)
收入確認基準變動		(406,141)
收回重估資產基準變動導致遞延稅項減少		385,658
將負商譽重新分類至保留盈利		164,890
		<u>120,939</u>



## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

## 2.1 Basis of preparation (Continued)

## 2 主要會計政策概要 (續)

## 2.1 編製基準 (續)

		For the year ended 31 December 2004 截至二零零四年 十二月三十一日 止年度 HK\$'000 港幣千元
		Increase/(decrease) 增加 / (減少)
Results	業績	
Amortisation of leasehold land and land use rights	租賃土地及土地 使用權攤銷	(4,251)
Change in basis of revenue recognition	收入確認基準變動	(193,370)
		<u>(197,621)</u>
Attributable to:	應佔：	
Equity holders of the Company	本公司股權持有人	(178,465)
Minority interest	少數股東權益	(19,156)
		<u>(197,621)</u>
Earnings per share	每股盈利	
Basic and diluted	基本及攤薄	
Amortisation of leasehold land and land use rights	租賃土地及土地 使用權攤銷	HK\$(0.01) 港元
Change in basis of revenue recognition	收入確認基準變動	HK\$(0.17) 港元
		<u>HK\$(0.18) 港元</u>

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)

		Effect on adoption of HKAS 17 採納香港會計 準則第 17 號 之影響 HK\$'000 港幣千元	Effect on adoption of HKAS- Int 21 採納香港會計 準則 – 詮釋 21 之影響 HK\$'000 港幣千元	Effect on adoption of HK-Int 3 採納香港 – 詮釋 3 之影響 HK\$'000 港幣千元	Effect on adoption of HKFRS 3 採納香港財務 報告準則 第 3 號之影響 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
Increase/(decrease)	增加 / (減少)					
Consolidated income statement items for the year ended 31 December 2004	截至二零零四年 十二月三十一日止 年度之綜合 損益表項目					
Sales	銷售額	-	-	(476,729)	-	(476,729)
Cost of sales	銷售成本	4,251	-	(149,152)	-	(144,901)
Selling and marketing costs	銷售及市場 推廣成本	-	-	(1,272)	-	(1,272)
Share of profit of a jointly controlled entity	分佔一間共同 控制實體溢利	-	-	7,239	-	7,239
Taxation	稅項	-	-	(125,696)	-	(125,696)
Profit for the year	年度溢利					
- attributable to equity holders of the Company	- 本公司股權 持有人應佔	(4,881)	-	(173,584)	-	(178,465)
- attributable to minority interest	- 少數股東 權益應佔	630	-	(19,786)	-	(19,156)
		<u>(4,251)</u>	<u>-</u>	<u>(193,370)</u>	<u>-</u>	<u>(197,621)</u>
Earnings per share (HK\$)	每股盈利 (港元)					
- basic and diluted	- 基本及攤薄	(0.01)	-	(0.17)	-	(0.18)

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.1 Basis of preparation (Continued)

## 2 主要會計政策概要 (續)

### 2.1 編製基準 (續)

		Effect on adoption of HKAS 17	Effect on adoption of HKAS- Int 21	Effect on adoption of HK-Int 3	Effect on adoption of HKFRS 3	Total
		採納香港會計 準則第 17 號 之影響	採納香港會計 準則 – 詮釋 21 之影響	採納香港 – 詮釋 3 之影響	採納香港財務 報告準則 第 3 號之影響	總計
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Consolidated balance sheet items as at 1 January 2005	於二零零五年一月一日之 綜合資產負債表項目					
Properties and equipment	物業及設備	(44,395)	–	–	–	(44,395)
Investment properties	投資物業	–	–	192,460	–	192,460
Leasehold land and land use rights	租賃土地及土地 使用權	1,043,114	–	–	–	1,043,114
Properties under development for long-term investment	持作長期投資之 發展中物業	(716,433)	–	2,214	–	(714,219)
Land pending development	待發展土地	(300,920)	–	–	–	(300,920)
Intangible assets	無形資產	–	12,620	(17,103)	164,890	160,407
Investment in a jointly controlled entity	於共同控制實體 之投資	–	–	(26,588)	–	(26,588)
Deferred tax assets	遞延稅項資產	–	–	26,741	–	26,741
Land use rights	土地使用權	4,104,162	–	–	–	4,104,162
Properties under development for sale	持作銷售之 發展中物業	(3,769,761)	–	896,394	–	(2,873,367)
Completed properties for sale	持有銷售之 已落成物業	(339,235)	–	477,818	–	138,583
Accounts receivable	應收賬款	–	–	(255,756)	–	(255,756)
<b>Total assets</b>	<b>總資產</b>	<b>(23,468)</b>	<b>12,620</b>	<b>1,296,180</b>	<b>164,890</b>	<b>1,450,222</b>
Deferred revenue	遞延收入	–	–	2,094,008	–	2,094,008
Accruals and other payables	預提費用及其他 應付款項	–	–	2,962	–	2,962
Deferred tax liabilities	遞延稅項負債	–	(373,038)	(394,649)	–	(767,687)
<b>Total liabilities</b>	<b>總負債</b>	<b>–</b>	<b>(373,038)</b>	<b>1,702,321</b>	<b>–</b>	<b>1,329,283</b>
<b>Net assets</b>	<b>資產淨值</b>	<b>(23,468)</b>	<b>385,658</b>	<b>(406,141)</b>	<b>164,890</b>	<b>120,939</b>
Reserves	儲備	(23,163)	340,292	(397,171)	164,890	84,848
Minority interest	少數股東權益	(305)	45,366	(8,970)	–	36,091
<b>Total equity</b>	<b>權益總額</b>	<b>(23,468)</b>	<b>385,658</b>	<b>(406,141)</b>	<b>164,890</b>	<b>120,939</b>

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

Standards, interpretations and amendments to published standards that are not yet effective

Certain new standards, amendments and interpretations to existing standards have been published that are mandatory to the Group's accounting period beginning on or after 1 January 2006 but which the Group has not early adopted are as follows:-

HKAS 1 Amendment 香港會計準則第 1 號 (修訂)	Presentation of Financial Statements - Capital Disclosure (Effective from 1 January 2007) 財務報表呈報—資本披露 (由二零零七年一月一日起生效)
HKAS 19 Amendment 香港會計準則第 19 號 (修訂)	Employee Benefits – Actuarial Gains and Losses, Group Plans and Disclosures (Effective from 1 January 2006) 僱員福利—精算損益、集團計劃及披露 (由二零零六年一月一日起生效)
HKAS 39 Amendment 香港會計準則第 39 號 (修訂)	Financial Instruments: Recognition and Measurement – Cash Flow Hedge Accounting of Forecast Intragroup Transactions (Effective from 1 January 2006) – The Fair Value Option (Effective from 1 January 2006) 金融工具：確認及計量—預期集團內部交易現金流套期 (由二零零六年一月一日起生效) 公平值選擇權 (由二零零六年一月一日起生效)
HKAS 39 and HKFRS 4 Amendment 香港會計準則第 39 號及 香港財務報告準則第 4 號 (修訂)	Financial Guarantee Contracts (Effective from 1 January 2006) 財務擔保合約 (由二零零六年一月一日起生效)
HKFRS 1 Amendment 香港財務報告準則第 1 號	First-time Adoption of Hong Kong Financial Reporting Standards 首次採納香港財務報告準則
HKFRS 3 Amendment 香港財務報告準則第 3 號	Business Combinations (Effective from 1 January 2006) 業務合併 (由二零零六年一月一日起生效)

2 主要會計政策概要 (續)

2.1 編製基準 (續)

尚未生效之準則、詮釋及就已頒佈準則之修訂

以下為若干已頒佈之新準則及就現有準則之修訂及詮釋。本集團須於二零零六年一月一日或以後開始之會計期間強制遵從該等準則、修訂及詮釋，但並無提早採納：

## 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)

HKFRS 6	Exploration for and Evaluation of Mineral Resources (Effective from 1 January 2006)
香港財務報告準則第 6 號	勘探和評估礦產資源 (由二零零六年一月一日起生效)
HKFRS 7	Financial Instruments: Disclosures (Effective from 1 January 2007)
香港財務報告準則第 7 號	金融工具：披露 (由二零零七年一月一日起生效)
HKFRS-Int 4	Determining whether an Arrangement contains a Lease (Effective from 1 January 2006)
香港財務報告準則－詮釋 4	釐定安排是否包括租賃 (由二零零六年一月一日起生效)
HKFRS-Int 5	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds (Effective from 1 January 2006)
香港財務報告準則－詮釋 5	獲得因退出、恢復及環境修復基金所產生權益的權利 (由二零零六年一月一日起生效)
HK(IFRIC)-Int 6	Liabilities arising from participating in a specific market – Waste electrical and electronic equipment (Effective from 1 December 2005)
香港 (國際財務報告詮釋委員會) －詮釋 6	因參與特定市場－廢棄電器及電子設備所產生負債 (由二零零五年十二月一日起生效)

The Group is in the process of making an assessment of what the impact of these amendments, new standards and new interpretations would be in the period of initial application, but is not yet in a position to state whether these amendments, new standards and new interpretations would have a significant impact on the Group's results of operations and financial position.

本集團現正評估此等修訂、新增準則及新增詮釋在首次應用之期間會有何影響，惟尚未能指出此等修訂、新增準則及新增詮釋會否對本集團之經營業績及財務狀況構成重大影響。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.2 Consolidation

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

#### (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 currency exercisable or convertible are considered when assessing whether the Group controls another entity.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated 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 recognised directly in the income statement (see Note 2.9).

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated but considered an impairment indicator 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 綜合賬目

綜合賬目包括本公司及其附屬公司截至十二月三十一日止的財務報表。

#### (a) 附屬公司

附屬公司指本集團有權管控其財政及營運政策而控制所有實體，一般附帶超過半數投票權的股權。在評定本集團是否控制另一實體時，目前可行使或可兌換的潛在投票權的存在及影響均予考慮。

附屬公司在控制權轉移至本集團之日全面綜合入賬。附屬公司在控制權終止之日起停止綜合入賬。

本集團採用購買會計法將本集團收購附屬公司入賬。收購成本按所提供資產公平值、已發行股本工具及於交易日產生或承擔之負債加上收購直接應佔之成本計量。於業務合併所收購可識別資產與所承擔之負債及或然負債初步按於收購日之公平值計算，與任何少數股東權益無關。收購成本超出本集團應佔所收購可識別資產淨值之公平值之數額列作商譽。倘收購成本少於所收購附屬公司資產淨值之公平值，則差額直接於損益表確認。（參附註 2.9）。

集團內公司之間的交易、交易的結餘及未實現收益予以對銷。未實現虧損亦予以對銷，但若資產減值已轉讓則視為減值指標。附屬公司的會計政策已按需要作出改變，以確保與本集團採用的政策符合一致。



## 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 dividends received and receivable.

#### (b) Transactions with minority interests

The Group applies a policy of treating transactions with minority interests as transactions with parties external to the Group. Disposals to minority interests results in gains and losses for the Group that are recorded in the income statement. Purchases from minority interests result in goodwill, being the difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary.

#### (c) Associates

Associates 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 associates are accounted for by using the equity method of accounting and are initially recognised at cost. The Group's investment in associates includes goodwill (net of any accumulated impairment loss) identified on acquisition (see Note 2.8).

The Group's share of its associates' post-acquisition profits or losses is recognised in the income statement, and its share of post-acquisition movements in reserves is recognised 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 associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate.

## 2 主要會計政策概要 (續)

### 2.2 綜合賬目 (續)

#### (a) 附屬公司 (續)

在本公司之資產負債表內，於附屬公司之投資按成本值扣除減值虧損準備列賬。附屬公司之業績由本公司按已收及應收股息入賬。

#### (b) 少數股東權益和交易

本集團與少數股東間的交易政策與對本集團外第三方政策相同。處置少數股東權益將產生收益或損失，已反映在綜合損益表中。收購少數股東權益將產生商譽，即支付報酬與取得的應佔附屬公司淨資產賬面價值的相關份額之間的差異。

#### (c) 聯營公司

聯營公司是指凡本集團對其有重大影響力而無控制權的實體，通常附帶有 20% 至 50% 投票權的股權。聯營公司投資以權益會計法入賬，初始以成本確認。本集團於聯營公司的投資包括收購時確認的商譽（扣除任何累計減值虧損）（參附註 2.8）。

本集團應佔收購後聯營公司的溢利或虧損於損益表內確認，而應佔收購後儲備的變動則於儲備賬內確認。投資賬面值會根據累計之收購後儲備變動而作出調整。如本集團應佔一家聯營公司之虧損等於或超過其在該聯營公司之權益，包括任何其他無抵押應收款，本集團不會確認進一步虧損，除非本集團已代聯營公司承擔責任或作出付款。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.2 Consolidation (Continued)

#### (c) Associates (Continued)

Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associates. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

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

#### (d) Joint ventures

A jointly controlled entity is a joint venture where the Group and other parties undertake an economic activity which is subject to joint control and none of the participating parties has unilateral control over the economic activity. Investment in jointly controlled entity is accounted for under the equity method of accounting, whereby the investment is initially recorded at cost and is adjusted thereafter to recognise the Group's share of the post-acquisition results, distributions received, other necessary alternations in the Group's proportionate interest in jointly controlled entity arising from changes in equity of jointly controlled entity that have not been included in the income statement of the jointly controlled entity, the excess of cost of investment over the Group's share of the aggregate fair value of the identifiable net assets acquired at the date of acquisition is tested annually for impairment, as well as when there is indication of impairment, and carried at cost less accumulated impairment losses. The Group's share of post-acquisition results after taxation of jointly controlled entities is included in the income statement.

## 2 主要會計政策概要 (續)

### 2.2 綜合賬目 (續)

#### (c) 聯營公司 (續)

本集團與其聯營公司之間交易的未實現收益按集團在聯營公司權益的數額對銷。除非交易提供所轉讓資產減值之憑證，否則未實現虧損亦予以對銷。聯營公司的會計政策已按需要作出改變，以確保與本集團採用的政策符合一致。

在本公司之資產負債表內，於聯營公司之投資按成本值扣除減值虧損準備列賬。聯營公司之業績由本公司按已收及應收股息入賬。

#### (d) 合營企業

共同控制實體乃一項合營企業，據此，本集團與其他合營方參與一項經濟活動，而該項經濟活動乃受共同控制，參與各方並無單獨控制權。於共同控制實體之投資乃按權益會計法入賬，據此，該項投資最初按成本記錄，並於其後就本集團應佔共同控制實體的收購後業績、來自共同控制實體的分派、因尚未計入損益表內之共同控制實體權益變動而產生之本集團所佔共同控制實體權益比例的其他改變作出調整，投資成本值超逾本集團所佔於收購日期的可識別資產淨值之公平價值總額之差額會每年並當有跡象出現減值時進行減值測試，及以成本值減累計減值虧損列賬。本集團所佔共同控制實體的收購後稅後業績已計入損益表內。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.2 Consolidation (Continued)

#### (d) Joint ventures (Continued)

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

### 2.3 Segment reporting

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. 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.

### 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 in Chinese Renminbi, which is the currency of the primary economic environment in which the Company and its subsidiaries operate (the "functional currency"). The financial statements are presented in Hong Kong dollars, which is the presentation currency.

#### (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 recognised in the income statement.

## 2 主要會計政策概要 (續)

### 2.2 綜合賬目 (續)

#### (d) 合營企業 (續)

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

### 2.3 分部報告

地區分部指在某個特定經濟環境中從事提供產品或服務，其產品或服務的風險和回報與在其他經濟環境中營運的分部的不同。業務分部指從事提供產品或服務的一組資產和業務，而產品或服務的風險和回報與其他業務分部的不同。

### 2.4 外幣換算

#### (a) 功能和呈列貨幣

本集團每個實體的財務報表所列項目均以人民幣（即本公司及其附屬公司營運所在的主要經濟環境的貨幣）計量（「功能貨幣」）。財務報表以港元呈報，港元為本公司的呈列貨幣。

#### (b) 交易及結餘

外幣交易採用交易日的匯率換算為功能貨幣。結算此等交易產生的匯兌盈虧以及將外幣計值的貨幣資產和負債以年終匯率換算產生的匯兌盈虧在損益表確認。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.4 Foreign currency translation (Continued)

#### (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 recognised as a separate component of equity.

On consolidation, exchange differences arising from the translation of the net investment in foreign operations and of borrowings are taken to shareholders' equity. When a foreign operation is sold, exchange differences that were recorded in equity are recognised in the income statement as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing date.

### 2.5 Properties and equipment

Properties and equipment other than construction in progress are stated at historical cost less accumulated depreciation and accumulated impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

## 2 主要會計政策概要 (續)

### 2.4 外幣換算 (續)

#### (c) 集團公司

所有功能貨幣與呈列貨幣不同之集團實體（概無擁有惡性通貨膨脹經濟體系之貨幣）之業績及財務狀況均按以下方法換算為呈列貨幣：

- (i) 各資產負債表呈列之資產及負債均以該資產負債表結算日之收市匯率折算；
- (ii) 各損益表之收入及開支均按平均匯率換算（除非該平均值並非於交易日通行匯率累計影響之合理近似值，在此情況下收入及開支乃按交易日之匯率換算）；及
- (iii) 所有產生之匯兌差額均確認為股本內之獨立項目。

綜合賬目時，換算境外業務之投資淨額及借貸所產生之匯兌差額乃計入股東權益內。於出售境外業務時，計入股東權益內之匯兌差額於損益表中確認為出售收益或虧損之部份。

收購境外實體時產生之商譽及公平值調整乃作為該境外實體之資產及負債處理，並以期終匯率換算。

### 2.5 物業及設備

物業及設備（在建工程除外）按歷史成本減累計折舊和累計減值虧損列賬。歷史成本包括收購該項目直接應佔的開支。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.5 Properties and equipment (Continued)

Subsequent costs are included in the asset's carrying amount or recognised 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 properties and equipment is calculated using the straight-line method to allocate cost to their residual values over their estimated useful lives, as follows:

Hotel property	30 years
Buildings	50 years
Furniture and office equipment	5 years
Motor vehicles	3 to 5 years

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 (Note 2.9).

Construction in progress is investments in buildings on which construction work has not been completed and which, upon completion, management intend to hold for long-term as hotels. These properties are carried at cost which includes construction expenditures, borrowing costs directly attributable to construction of such properties and other direct costs less any impairment losses. On completion, the properties are transferred to the appropriate categories of properties and equipment at cost less accumulated impairment losses. No depreciation is provided for construction in progress until they are completed and put into commercial use.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the income statement.

## 2 主要會計政策概要 (續)

### 2.5 物業及設備 (續)

其後成本只有在與該項目有關的未來經濟利益有可能流入本集團，而該項目的成本能可靠計量時，才包括在資產的賬面值或確認為獨立資產（按適用）。所有其他維修及保養在產生的財政期間內於損益表支銷。

物業及設備的折舊採用以下的估計可使用年期將成本或重估值按直線法分攤至剩餘價值計算：

酒店物業	30年
樓宇	50年
傢俬及辦公室設備	5年
汽車	3至5年

資產的剩餘價值及可使用年期在每個結算日進行檢討，及在適當時調整。

若資產的賬面值高於其估計可收回價值，其賬面值即時撇減至可收回金額（附註2.9）。

在建工程指投資的樓宇建設工程尚未完工，而於完工後，管理層擬長期持有作酒店用途。該等物業是以成本列賬，當中包括就建設該等物業直接應計的建設開支、借貸成本及其他直接費用減去任何減值虧損。物業於完工後轉至適當的物業及設備分項，按成本減累積減值虧損列賬。在建工程直至完工及投入作商業用途前不作折舊。

出售之損益乃按有關資產之銷售所得款項淨額與其賬面值之差額釐定，並列入損益表中。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 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 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 are 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 cost, including related transaction costs.

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 performed annually by external valuers.

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 recognised as a liability, including finance lease liabilities in respect of land classified as investment property; others, including contingent rent payments, are not recognised in the financial statements.

## 2 主要會計政策概要 (續)

### 2.6 投資物業

為獲得長期租金收益或資本增值或兩者兼備而持有，且並非由本集團佔用的物業列為投資物業。

投資物業包括以營業租約持有的土地及以融資租賃持有的樓宇。以營業租約持有的土地，如符合投資物業其餘定義，按投資物業分類及記賬。營業租約猶如其為融資租賃而記賬。

投資物業初步按其成本計量，包括相關的交易成本。

在初步確認後，投資物業按公平值列賬。公平值根據活躍市場價格計算，如有需要就個別資產的性質、地點或狀況的任何差異作出調整。如沒有此項資料，本集團利用其他估值方法，例如較不活躍市場的近期價格或貼現現金流量預測法。此等估值法根據國際估值準則委員會發出的指引執行。此等估值每年由外部估值師檢討。

投資物業的公平值反映（包括其他）來自現有租賃的租金收入，及在現時市場情況下未來租賃的租金收入假設。公平值亦反映，在類似基準下物業預期的任何現金流出。此等現金流出部份確認為負債，包括列為投資物業的土地有關的融資租賃負債；而其他，包括或然租金款項，不在財務報表列賬。



## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.6 Investment properties (Continued)

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.

Until 31 December 2004, increases in valuation were credited to the investment property revaluation reserve. Decrease in valuation were first set off against increases on earlier valuations on a portfolio basis and thereafter are debited to operating profit. Any subsequent increases were credited to operating profit up to the amount previously debited. Effective 1 January 2005, changes in fair values are recognised in the income statement as part of other gains.

If an investment property becomes owner-occupied, it is reclassified as properties 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 properties under development for long-term investment and stated at cost less any accumulated impairment losses until construction or development is complete, at which time it is reclassified and subsequently accounted for as investment property.

If an item of properties 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 recognised in equity as a revaluation of properties and equipment under HKAS 16. However, if a fair value gain reverses a previous impairment loss, the gain is recognised in the income statement.

Investment property held for sale without redevelopment is classified within completed properties for sale, under HKFRS 5.

## 2 主要會計政策概要 (續)

### 2.6 投資物業 (續)

其後支出只有在與該項目有關的未來經濟利益有可能流入本集團，而該項目的成本能可靠衡量時，才計入在資產的賬面值中。所有其他維修及保養成本在產生的財政期間內於損益表支銷。

直至二零零四年十二月三十一日為止，估值增值會撥入投資物業重估儲備，估值減值首先會與早前按投資組合基準計算之估值增值抵銷，並於其後在經營溢利中扣除。任何其後產生之增值將計入經營溢利，惟有關金額以早前所扣除者為限。由二零零五年一月一日起，公平值變動乃於損益表中確認為其他收益之一部份。

倘投資物業成為業主自用，則重新分類為物業及設備，而就會計而言，其於重新分類當日之公平值成為其成本。在建或發展作未來投資物業用途之物業分類為發展作長期投資之物業，並按成本減累計減值虧損入賬，直至興建或發展竣工為止，有關物業將於當時重新分類並其後入賬列作投資物業。

倘物業及設備項目因其用途改變而成為投資物業，根據香港會計準則第16號，該項目於轉讓當日之面值與公平值間之差異將於股本內確認為物業及設備重估。然而，倘公平值收益導致過往之減值虧損出現轉回，有關收益將於損益表內確認。

持作出售且並無重新發展之投資物業，按香港財務報告準則第5號分類為持作出售之已落成物業。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.7 Properties under development and completed properties for sale

Properties under development for sale are included in current assets at the lower of cost and net realisable value. Properties under development for long-term investment included in non-current assets are stated at cost less any accumulated impairment losses. Completed properties for sale are included in current assets at the lower of cost and net realisable value.

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

No depreciation is provided on properties under development and completed properties for sale.

### 2.8 Intangible assets

#### (a) Goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net identifiable assets of the acquired subsidiary/associate/jointly controlled entity at the date of acquisition. Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill on acquisitions of associates and jointly controlled entities is included in interests in associates and interest in a jointly controlled entity respectively.

Until 31 December 2004, goodwill is amortised on a straight-line basis over its estimated economic life of five to ten years. Effective 1 January 2005, the Group ceased amortisation of goodwill. Separately recognised goodwill is tested annually for impairment, as well as when there is indication of impairment, and carried at cost less accumulated impairment losses. Impairment losses on goodwill are not reversed.

## 2 主要會計政策概要 (續)

### 2.7 可供出售之發展中物業及已落成物業

可供出售之發展中物業乃按成本值及可變現淨值兩者中的較低者列為流動資產。持作長期投資之發展中物業乃按成本值減去任何減值虧損後列為非流動資產。可供出售之已落成物業按成本值及可變現淨值兩者中的較低者列為流動資產。

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

本集團並無就可供銷售之發展中物業及已落成物業計提折舊。

### 2.8 無形資產

#### (a) 商譽

商譽指收購成本高於本集團於收購日期應佔所收購附屬公司／聯營公司／共同控制實體可確認資產淨值之公平值之差額。收購附屬公司產生之商譽計入無形資產。收購聯營公司及共同控制實體產生之商譽分別計入聯營公司權益及共同控制實體權益中。

直至二零零四年十二月三十一日為止，商譽在五年至十年預期經濟效用期以直線法攤銷。由二零零五年一月一日起，本集團不再攤銷商譽。獨立確認之商譽每年或當有減值跡象時檢討有否減值及按成本減累計減值虧損列賬。商譽之減值虧損概不予回撥。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.8 Intangible assets (Continued)

#### (a) Goodwill (Continued)

Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose.

#### (b) Negative goodwill

Negative goodwill represents the excess of the Group's share of the fair value of the identifiable net assets acquired over the cost of acquisition. Until 31 December 2004, negative goodwill is presented in the same balance sheet classification as goodwill. To the extent that negative goodwill relates to expectations of future losses and expenses that are identified in the Group's plan for the acquisition and can be measured reliably, but which do not represent identifiable liabilities at the date of acquisition, that portion of negative goodwill is recognised in the income statement when the future losses and expenses are recognised. Any remaining negative goodwill, not exceeding the fair values of the non-monetary assets acquired, is recognised in the income statement over the period of utilisation of those assets; negative goodwill in excess of the fair values of those non-monetary asset is recognised in the income statement immediately. Effective 1 January 2005, the excess of the Group's share of the fair value of the identifiable net assets over the cost of acquisition is recognised in the income statement.

## 2 主要會計政策概要 (續)

### 2.8 無形資產 (續)

#### (a) 商譽 (續)

出售實體之收益及虧損包括有關已售出實體之商譽賬面值。

為進行減值評估，商譽被劃分至現金產生單位。獲劃分商譽者為預期於產生商譽之業務合併中受惠之現金產生單位或現金產生單位組別。

#### (b) 負商譽

負商譽乃指本集團佔所收購可資識別淨資產之公平值超出收購成本之數額。直至二零零四年十二月三十一日為止，負商譽乃與商譽呈列於相同之資產負債表分類。倘負商譽為有關本集團之收購計劃內已識別之預計未來虧損及開支，並能可靠地計算，惟不代表於收購當日之可識別負債，則該部份負商譽於確認未來虧損及開支時計入損益表。任何不超過所收購之非貨幣資產之公平值之尚餘負商譽，乃按該等資產之尚餘加權平均可使用年期於損益表確認。至於超過該等非貨幣資產之公平值之負商譽，則即時於損益表確認。自二零零五年一月一日起，本集團攤佔可識別淨資產超過收購成本之部份一概於損益表確認。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.9 Impairment of assets

Assets that have an indefinite useful life are not subject to amortisation, 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 recognised 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).

### 2.10 Accounts receivable

Until 31 December 2004, provision is made against accounts receivable to the extent they are considered to be doubtful. Accounts receivable in the balance sheet are stated net of such provision, if any.

Effective 1 January 2005, accounts receivable are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for impairment of accounts receivable 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 recognised in the income statement.

### 2.11 Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less.

## 2 主要會計政策概要 (續)

### 2.9 資產減值

無可使用年限之資產毋須攤銷，並於每年或每當有事項或情況轉變顯示不可收回賬面值時檢討有否減值。受攤銷所限之資產於每年或每當有事項或情況轉變顯示賬面值不可收回時檢討有否減值。減值虧損按資產賬面值超出其可收回金額之金額確認。可收回金額為資產之公平值減銷售成本與使用價值之較高者。於評估減值時，資產將按可分開確認現金流量之最低水平（現金產生單位）集中歸類。

### 2.10 應收賬款

直至二零零四年十二月三十一日為止，凡被視為呆賬之應收賬款，均提撥準備。在資產負債表內列賬之應收賬款已扣除有關之準備金（如有）。

由二零零五年一月一日起，應收賬款初步按公平值確認，而其後則採用實際利率法按已攤銷成本減減值撥備計量。倘有客觀憑證顯示本集團將不能按應收賬款之原有條款收回所有到期款項，則會對應收賬款作出減值撥備。撥備之數額為資產賬面值與估計未來現金流量現值之間之差額，並按實際利率貼現。撥備之數額於損益表中確認。

### 2.11 現金及現金等價物

現金及現金等價物包括手頭現金、存於銀行之通知存款，及其他原定期限為三個月或以內而流通量極高之短期投資。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.12 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.

Where any group company purchases the Company's equity share capital, the consideration paid, including any directly attributable incremental costs (net of income taxes), is deducted from equity attributable to the Company's equity holders until the shares are cancelled.

### 2.13 Borrowings

Borrowings are recognised 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 recognised in the income statement over the period of the borrowings using the effective interest method.

### 2.14 Borrowing cost

Borrowing costs incurred for the construction of any qualifying assets are capitalised during the period of time that is required to complete and prepare the assets for its intended use.

All other borrowing costs are charged to the income statement in the period in which they are incurred.

## 2 主要會計政策概要 (續)

### 2.12 股本

普通股分類為股本。

發行新股或購股權直接應佔之新增成本乃於股本內列作所得款項（扣除稅項）之扣減。

倘任何本集團成員公司購買本公司之權益股本，則所支付之代價（包括任何直接應佔之新增成本減去所得稅）乃從本公司股權持有人應佔股本中扣除，直至該等股份被註銷。

### 2.13 借貸

借貸初步按公平值（扣除已產生之交易成本）確認。交易成本為收購、發行或出售財務資產或財務負債直接應佔之增量成本，包括向代理、顧問、經紀及交易商支付之費用及佣金、監管代理機構及證券交易所徵收之款項及過戶登記稅項及稅款。借貸其後按已攤銷成本列賬；所得款項（扣除交易成本）與贖回價值間之任何差額於借貸期使用實際利率法於損益表內確認。

### 2.14 借貸成本

為建設任何合資格資產產生之借貸成本，於完成建設並預備有關資產作擬定用途所需期間內資本化。

所有其他借貸成本均於發生年度內在損益表支銷。

## 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 realised or the deferred income tax liability is settled.

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

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.

### 2.16 Employee benefits

#### (a) Pension obligations

Group companies operate defined contribution plans only. The Group pays contributions to publicly or privately administered pension insurance plans on a mandatory or contractual basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due and are reduced by contributions forfeited by those employees who leave the scheme prior to vesting fully in the contributions. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

## 2 主要會計政策概要 (續)

### 2.15 遞延所得稅

遞延所得稅乃利用負債法就資產與負債之稅基與它們在綜合財務報表之賬面值兩者之短暫時差作全數撥備。然而，若遞延所得稅來自在交易（不包括企業合併）中對資產或負債的初步確認，而在交易時不影響會計損益或應課稅盈虧，則不作記賬。遞延所得稅採用在結算日前已頒佈或實質採用，並在有關之遞延所得稅資產實現或遞延所得稅負債結算時預期將會適用之稅率（及法例）而釐定。

遞延所得稅資產乃就有可能將未來應課稅溢利與可動用之短暫時差抵銷而確認。

遞延所得稅會就有關在附屬公司、聯營公司及共同控制實體之投資所產生之短暫時差而撥備，但假若本集團可控制時差之撥回，並有可能在可預見未來不會撥回則除外。

### 2.16 僱員福利

#### (a) 退休金責任

本集團屬下公司僅設有界定供款計劃。本集團向公營或私人管理退休保險計劃作出強制或合約性質供款。作出供款後，本集團毋須作進一步供款承擔。該等供款會於到期支付時確認為僱員福利開支，並可就因本集團員工在供款全數歸屬該等員工前離職而被沒收之供款作出扣減。可提供現金退還或扣減未來付款之預付供款會確認為資產。



## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.16 Employee benefits (Continued)

#### (b) Share-based compensation

The Group operates an equity-settled, share-based compensation plan.

Until 31 December 2004, the provision of share options to employees did not result in an expense in the income statement. 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.

Effective 1 January 2005, the fair value of the employee services received in exchange for the grant of the options is recognised as expenses. 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. 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.

### 2.17 Provisions

Provisions are recognised 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 recognised 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 recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

## 2 主要會計政策概要 (續)

### 2.16 僱員福利 (續)

#### (b) 股份補償

本集團設有一項以股權結算之股份補償計劃。

直至二零零四年十二月三十一日為止，向僱員發放購股權概無於損益表列作開支。於購股權獲行使時，所收取之所得款項淨額（扣除直接應佔之交易成本）乃計入股本（面值）及股份溢價中。

由二零零五年一月一日起，就交換僱員所提供之服務所授出之購股權之公平值，乃確認為開支。將於歸屬期內支銷之款項總額乃經參考所授出購股權之公平值釐訂，且不包括任何非市況歸屬條件（如盈利能力及銷售增長目標）之影響。非市況歸屬條件乃於估計將可予行使之購股權數目時考慮。於每個結算日，實體均會修訂其估計將可予行使之購股權數目。於購股權獲行使時，所收取之所得款項淨額（扣除直接應佔之交易成本）乃計入股本（面值）及股份溢價中。

### 2.17 撥備

在出現以下情況時就重建費用和法律索償作出撥備：本集團因已發生的事件而產生現有的法律或推定責任；較可能需要有資源流出以償付責任；金額已經可靠估計。未來經營虧損概不作撥備。

如有多項類似責任，其需要在償付中流出資源的可能性，根據責任的類別整體考慮。即使在同一責任類別所包含的任何一個項目相關的資源流出的可能性極低，仍須確認撥備。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.18 Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of properties and services, net of business tax and after eliminating sales within the Group. Revenue is recognised as follows:

(a) *Sale of properties*

Revenue from sale of properties is recognised upon completion of sale agreement, which refers to the time when the risks and rewards of the sale transactions are transferred to the buyers. Deposits and instalments received on properties sold prior to completion of the respective sale agreements are included as deferred revenue under current liabilities.

(b) *Rental income*

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

(c) *Property management fees, property design fees and marketing consultancy fees*

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

(d) *Interest income*

Interest income is recognised on a time-proportion basis using the effective interest method.

(e) *Government grants*

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

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

## 2 主要會計政策概要 (續)

### 2.18 收入確認

收入包括出售物業及服務收取之代價之公平值，並扣除營業稅以及對銷集團內部銷售。收入確認如下：

(a) *銷售物業*

銷售物業所得之收入乃於銷售協議完成時（即銷售交易之風險及回報轉移至買家之時）確認。於銷售協議完成前就出售物業所收取之按金及分期款項乃計入流動負債項下之遞延收入。

(b) *租金收入*

租金收入按有關租約限期以直線法確認。

(c) *物業管理費、物業設計費及營銷顧問費*

物業管理費、物業設計費及營銷顧問費於提供服務時確認。

(d) *利息收入*

利息收入採用實際利率法按時間比例確認。

(e) *政府補助*

政府補助於可合理地確定將會收取而本集團符合所有相關條件時確認入賬。

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

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.18 Revenue recognition (Continued)

#### (e) Government grants (Continued)

Amounts received for which the earning process has not been completed are accounted for as deferred revenue.

### 2.19 Operating leases (as the lessee)

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.

The up-front 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 was accounted for at cost less accumulated impairment.

### 2.20 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's financial statements in the period in which the dividends are approved by the Company's shareholders.

### 2.21 Comparatives

Apart from certain advertising expenses, agency fees, sales commissions, staff costs and miscellaneous expenses related to the sales department, all other expenses previously disclosed within "selling and marketing costs" for the year ended 31 December 2004, amounting to approximately HK\$69,429,000, are reclassified to "general and administrative expenses". Management believe that their inclusion in "general and administrative expenses" is a fairer presentation of the Group's activities.

## 2 主要會計政策概要 (續)

### 2.18 收入確認 (續)

#### (e) 政府補助 (續)

收益過程尚未完成的已收款項以遞延收入計算。

### 2.19 營業租約 (作為承租人)

如租約擁有權的重大部份風險和回報由出租人保留，分類為營業租約。根據營業租約支付的款項（扣除自出租人收取之任何獎勵金後）於租賃期內以直線法在損益表支銷。

土地使用權之前期預付款項將於租約期間內以直線法在損益表內扣除，或倘出現減值，減值將於損益表內扣除。於過往年度，土地使用權乃按成本減累計減值列賬。

### 2.20 股息分派

向本公司股東分派的股息在股息獲本公司股東批准的期間內於本集團的財務報表內列為負債。

### 2.21 比較數字

除與銷售部門相關的若干廣告費、代理費、銷售佣金、職工費用及雜費外，原於截至二零零四年十二月三十一日止年度列入「銷售及市場推廣費用」項下的所有其他開支為數約港幣69,429,000元，已重新分類至「一般及行政費用」。管理層認為將該等開支列入「一般及行政費用」更能公平反映本集團的活動。

### 3 FINANCIAL RISK MANAGEMENT

#### 3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: foreign exchange risk, credit risk, liquidity risk and cash flow and fair value interest-rate risk. The Group's overall risk management policy focuses on the unpredictability of financial markets and seeks to minimise potential adverse effect on the Group's financial performance. The Group regularly monitors its exposure and currently considers not necessary to hedge any of these financial risks.

##### (a) Foreign exchange risk

Majority of the subsidiaries of the Group operates in Mainland China with most of the transactions denominated in Renminbi. The Group is exposed to foreign exchange risk arising from the exposure of Renminbi and US dollars against Hong Kong dollars. It has not hedged its foreign exchange rate risk.

In addition, the conversion of Renminbi into foreign currencies is subject to the rules and regulations of the foreign exchange control promulgated by the Mainland China government.

##### (b) Credit risk

The Group is exposed to concentrations of credit risk as over 20% of its trade receivables is due by one single customer. Apart from this concentration, the Group has no other significant concentrations of credit risk. The carrying amount of the accounts receivables included in the consolidated balance sheets represents the Group's maximum exposure to credit risk in relation to its financial assets.

##### (c) Liquidity risk

Due to the capital intensive nature of the Group's business, the Group ensures that it maintains sufficient cash and credit lines to meet its liquidity requirements.

##### (d) Cash flow and fair value 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.

### 3 財務風險管理

#### 3.1 財務風險因素

本集團之業務令其承受多種財務風險：外匯風險、信貸風險、流動資金風險及現金流及公平值利率風險。本集團的整體風險管理政策專注於金融市場的低可測性，並力求減低對本集團財務表現的潛在不利影響。本集團經常監測其承受風險情況，並認為至目前為止無須為任何此等財務風險進行對沖。

##### (a) 外匯風險

本集團大部份附屬公司均於中國內地經營，而大部份交易均以人民幣計算。本集團須承受之外匯風險由人民幣兌港元及美元兌港元之匯率引致。本集團並無外幣匯率風險作出對沖。

此外，將人民幣換算為外幣須受中國內地政府所頒佈之外匯管制規則及規例監管。

##### (b) 信貸風險

本集團有逾 20% 之應收賬款來自一位單一客戶，故承受信貸過於集中之風險。但除此以外，本集團並無其他信貸過於集中之風險。綜合資產負債表內應收賬款之賬面值乃本集團就其金融資產所須承受之最大信貸風險。

##### (c) 流動資金風險

基於本集團業務具有資本密集之特性，本集團確保其備有足夠之現金及信用額度，以應付其流動資金所需。

##### (d) 現金流及公平值利率風險

由於本集團並無重大之計息資產，故本集團之收入及經營現金流大致與市場利率變動無關。

### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

##### (d) Cash flow and fair value interest-rate risk (Continued)

The Group's interest-rate risk arises from long-term 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. The Group has not hedged its cash flow and fair value interest-rate risk.

#### 3.2 Fair value estimation

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. The Group uses a variety of methods and makes assumptions that are based on market conditions existing at each balance sheet date.

The nominal value less estimated credit adjustments of accounts receivables, accounts payable, balances with related parties and land cost payables are assumed to approximate their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

### 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

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

#### 4.1 Critical accounting estimates and assumptions

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

### 3 財務風險管理 (續)

#### 3.1 財務風險因素 (續)

##### (d) 現金流及公平值利率風險 (續)

本集團之利率風險乃由長期借貸產生。浮息借貸令本集團承受現金流利率風險。而定息借貸則令本集團承受公平值利率風險。本集團並無就其現金流及公平值利率風險作出對沖。

#### 3.2 公平值估算

未有在活躍市場上交易的金融工具，其公平值乃透過估值而決定。本集團根據於結算當日存在之市場情況，採用各種方法作出估計。

應收賬款、應付賬款、與關連人士之結餘及應付土地成本之面值減去估計信貸調整後，乃假設與其公平值相若。就披露而言，金融負債之公平值乃按本集團可取得之類似金融工具之現行市場利率，把未來合約現金流量貼現作出估算。

### 4 重要會計推算及判斷

推算及判斷乃持續進行之評估，並以過往經驗及其他因素作為基礎，包括在目前情況下對未來事件之合理預期。

#### 4.1 重要會計推算及假設

本集團就未來作出推算及假設。在定義上，由此而生之會計推算極少與相關之實際結果相同。具相當風險導致下個財政年度之資產與負債賬面值作重大調整之推算及假設將於下文論述。

#### 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

##### 4.1 Critical accounting estimates and assumptions (Continued)

- (a) *Estimated impairment of properties and equipment, leasehold land and land use rights, properties under development for long-term investment and intangible assets.*

Properties and equipment, leasehold land and land use rights, properties under development for long-term investment are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Intangible assets are reviewed for impairment at each balance sheet date or whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The recoverable amounts of properties and equipment, leasehold land and land use rights, properties under development for long-term investment and intangible assets have been determined based on value-in-use calculations, taking into account latest market information and past experience. These calculation and valuations require the use of judgements and estimates.

#### 4 重要會計推算及判斷 (續)

##### 4.1 重要會計推算及假設 (續)

- (a) *物業及設備、租賃土地與土地使用權、持作長期投資之發展中物業及無形資產之估計減值*

物業及設備、租賃土地與土地使用權、持作長期投資之發展中物業乃於有事件或情況變動顯示其賬面值可能不能收回時作減值檢討。無形資產乃於每個結算日或有事件或情況變動顯示其賬面值可能不能收回時作減值檢討。物業及設備、租賃土地與土地使用權、持作長期投資之發展中物業及無形資產之可收回金額乃按其使用價值釐訂並考慮最近期市場資料及過往經驗。此等計算及估值須運用判斷及推算。



## 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

### 4.1 Critical accounting estimates and assumptions (Continued)

#### (b) Estimated write-downs of properties under development for sale and completed properties for sale

The Group writes down properties under development for sale and completed properties for sale to net realisable value based on assessment of the realisability of properties under development for sale and completed properties for sale, taking into account costs to completion based on past experience and net sales value based on prevailing market conditions. If there is an increase in cost to completion or a decrease in net sales value, the net realisable value will decrease and this might result in write-downs of properties under development for sale and completed properties of sale to net realisable value. Write-downs are recorded where events or changes in circumstances indicate that the balances may not be realised. The identification of write-downs requires the use of judgement and estimates. Where the expectation is different from the original estimate, such difference will impact carrying value and write-downs of properties under development for sale and completed properties for sale in the periods in which such estimate is changed.

#### (c) 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, by reference to independent valuations; and

## 4 重要會計推算及判斷 (續)

### 4.1 重要會計推算及假設 (續)

#### (b) 持作銷售發展中物業及持作銷售已落成物業估計撇減

本集團根據其對持作銷售發展中物業及持作銷售已落成物業所進行之變現能力評估，並根據過往經驗及當時市場環境估計之銷售淨值計算之完工成本，將持作銷售發展中物業及持作銷售已落成物業撇減至可變現淨值。倘完工成本增加或銷售淨值減少，可變現淨值將減少，並因而可能導致持作銷售發展中物業及持作銷售已落成物業須撇減至可變現淨值。撇減乃於有事件或情況變動顯示餘額可能未能變現時記錄。確認撇減時須運用判斷及推算。倘預期結果與原先之估算不同，有關差異將會對估算變動出現之期間內之可供出售發展中物業及可供出售已落成物業之賬面值及所撇減數額構成影響。

#### (c) 投資物業之公平值估計

公平值之最佳憑證為類似租賃及其他合約於活躍市場中之現行價格。倘缺乏有關資料，本集團將會把金額釐訂在合理之公平值估算範圍內。於作出判斷時，本集團將考慮多項資料來源，包括：

- (i) 於交投活躍之市場中不同性質、狀況或地點（或訂有不同租約或其他合約）之物業之現行價格（經參考獨立估值），並作出調整以反映上述不同；及

#### 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

##### 4.1 Critical accounting estimates and assumptions (Continued)

###### (c) Estimate of fair value of investment properties (Continued)

- (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.

###### (d) Current taxation and deferred taxation

The Group is subject to taxation in Mainland China and Hong Kong. Significant judgement is required in determining the amount of the provision for taxation and the timing of payment of the related taxation. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the periods in which such determination are made.

Deferred tax assets relating to certain temporary differences and tax losses are recognised as management considers it is probable that future taxable profit will be available against which the temporary differences or tax losses can be utilised. Where the expectation is different from the original estimate, such differences will impact the recognition of deferred taxation assets and taxation in the periods in which such estimate is changed.

#### 4 重要會計推算及判斷 (續)

##### 4.1 重要會計推算及假設 (續)

###### (c) 投資物業之公平值估計 (續)

- (ii) 於交投較淡靜之市場中類似物業之近期價格，並作出調整以反映自交易日期以來經濟環境之任何變動對該等價格之影響。

###### (d) 當期稅項及遞延稅項

本集團須繳納中國內地及香港稅項。於釐訂相關稅項之稅項撥備金額及支付時間時須作出相當程度之判斷。於日常業務過程中有頗多未能確定最終稅項之交易及計算。倘該等事宜之最終稅務結果與初步記錄之金額不同，有關差異將影響作出釐定之期間內之所得稅及遞延稅項撥備。

倘管理層認為未來應課稅溢利可用作對銷暫時性差異或稅項虧損可予動用時，則會確認與若干暫時性差異有關之遞延稅項資產淨值及稅項虧損。倘預期結果預原先之估算不同，有關差異會對有關估算出現變動之期間內遞延稅項資產及稅項之確認構成影響。

## 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

### 4.1 Critical accounting estimates and assumptions (Continued)

#### (e) Depreciation and amortisation

The Group's net book value of properties and equipment as at 31 December 2005 was approximately HK\$938,913,000. The Group depreciates the hotel property, building, furniture and office equipment and motor vehicles on a straight line basis over the estimated useful life of 28 years, 50 years, 5 years and 3 to 5 years, respectively, and after taking into account of their estimated residual value, using the straight-line method, at the rate 2% to 33% per annum, commencing from the date the asset is placed into productive use. The estimated useful lives and dates that the Group places the properties and equipment into productive use reflects the directors' estimate of the periods that the Group intend to derive future economic benefits from the use of the Group's assets.

### 4.2 Critical judgements in applying the entity's accounting policies

#### *Distinction between investment properties and owner-occupied properties*

The Group determines whether a property qualifies as investment property. In making its judgement, the Group considers whether the property generates cash flows largely independently of the other assets held by an entity. Owner-occupied properties generate cash flows that are attributable not only to property but also to other assets used in the production or supply process.

## 4 重要會計推算及判斷 (續)

### 4.1 重要會計推算及假設 (續)

#### (e) 折舊及攤銷

本集團之物業及設備於二零零五年十二月三十一日之賬面淨值約為港幣 938,913,000 元。本集團由資產可投入作生產用途之日起，以直線法於分別 28 年、50 年、5 年以及 3 至 5 年之估計可用年期期間，按每年介乎 2% 至 33% 之折舊率並在計及資產估計剩餘價值後，對酒店物業、樓宇、傢俬及辦公室設備以及汽車計算折舊。估計可用年期及本集團把物業及設備投入生產用途之日期，反映董事對本集團擬自運用本集團資產產生未來經濟利益之期間之估計。

### 4.2 於應用公司會計政策時作出之重大判斷

#### *分辨投資物業與自用物業*

本集團會釐訂物業是否合資格成為投資物業。於作出判斷時，本集團會考慮該物業能否產生大致獨立於公司所持其他資產之現金流量。自用物業所產生之現金流量不只有該物業佔有，亦會由生產或供應過程中所使用之其他資產佔有。

#### 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

##### 4.2 Critical judgements in applying the entity's accounting policies (Continued)

###### *Distinction between investment properties and owner-occupied properties (Continued)*

Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions can be sold separately (or leased out separately under a finance lease), the Group accounts for the portions separately. If the portions cannot be sold separately, the property is accounted for investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is applied in determining whether ancillary services are so significant that a property does not qualify as investment property. The Group considers each property separately in making its judgement.

#### 5 SEGMENT INFORMATION

##### Primary reporting format – geographical segments

The Group operates in five main geographical areas for the following businesses:

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

#### 4 重要會計推算及判斷 (續)

##### 4.2 於應用公司會計政策時作出之重大判斷

###### *分辨投資物業與自用物業 (續)*

部份物業可分為持作賺取租金或資本增值之部份，或持作生產或供應貨物或服務或行政用途之部份。倘該等部份可分開出售（或根據融資租賃分開出租），本集團將會把該部份分開入賬。倘該等部份不可分開出售，該物業僅會於持作生產或供應貨物或服務或行政用途之部份只佔極少部份時，被確認為投資物業。於釐訂附屬服務對物業未能合資格成為投資物業是否重要時須作出判斷。本集團於作出判斷時均會對每項物業作獨立考慮。

#### 5 分部資料

##### 主要申報形式－地區分類

本集團於五個主要地區經營以下業務：

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

## 5 SEGMENT INFORMATION (Continued)

Primary reporting format – geographical segments  
(Continued)

The segment results for the year ended 31 December 2005 are as follows:

## 5 分部資料 (續)

## 主要申報形式 – 地區分類 (續)

截至二零零五年十二月三十一日止年度之分類業績如下：

		Guangdong					Unallocated	Group
		Province	Beijing	Shanghai	Tianjin	Others		
		廣東省	北京	上海	天津	其他	未分配	本集團
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Total gross segment sales	分類業務總銷售額	2,902,468	2,066,455	615,733	558,429	75,192	-	6,218,277
Inter-segment sales	內部分類銷售額	(11,082)	-	-	-	(73,301)	-	(84,383)
Sales	銷售額	<u>2,891,386</u>	<u>2,066,455</u>	<u>615,733</u>	<u>558,429</u>	<u>1,891</u>	<u>-</u>	<u>6,133,894</u>
Operating profit/(loss)	經營溢利/(虧損)	684,665	650,128	421,922	(29,369)	11,732	(58,038)	1,681,040
Share of profit of an associate	分佔一間聯營公司之溢利	44	-	-	-	-	-	44
Share of profit of and other gains relating to a jointly controlled entity	分佔一間共同控制實體之溢利及其他收益	191,509	-	-	-	-	-	191,509
Finance costs	財務成本							<u>(59,966)</u>
Profit before taxation	除稅前溢利							1,812,627
Taxation	稅項							<u>(611,446)</u>
Profit for the year	年度溢利							<u>1,201,181</u>

5 SEGMENT INFORMATION (Continued)

Primary reporting format – geographical segments  
(Continued)

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

5 分部資料 (續)

主要申報形式 – 地區分類 (續)

經重列之截至二零零四年十二月三十一日止年度之分類業績如下：

		Guangdong					Unallocated	Group
		Province	Beijing	Shanghai	Tianjin	Others		
		廣東省	北京	上海	天津	其他	未分配	本集團
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Total gross segment sales	分類業務總銷售額	2,297,666	1,665,820	-	21	119,231	-	4,082,738
Inter-segment sales	內部分類銷售額	(7,133)	-	-	-	(102,421)	-	(109,554)
Sales	銷售額	<u>2,290,533</u>	<u>1,665,820</u>	<u>-</u>	<u>21</u>	<u>16,810</u>	<u>-</u>	<u>3,973,184</u>
Operating profit/(loss)	經營溢利/(虧損)	497,574	340,057	(19,597)	(35,707)	15,864	(25,668)	772,523
Share of loss of an associate	分佔一間聯營公司虧損	(734)	-	-	-	-	-	(734)
Share of profit of and other gains relating to a jointly controlled entity	分佔一間共同控制實體之溢利及其他收益	57,732	-	-	-	-	-	57,732
Finance costs	財務成本							(13,375)
Profit before taxation	除稅前溢利							816,146
Taxation	稅項							(298,338)
Profit for the year	年度溢利							<u>517,808</u>



## 5 SEGMENT INFORMATION (Continued)

Primary reporting format – geographical segments  
(Continued)

The segment assets and liabilities at 31 December 2005 and depreciation, amortisation and capital expenditure for the year then ended are as follows:

## 5 分部資料 (續)

## 主要申報形式 – 地區分類 (續)

於二零零五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折舊、攤銷及資本開支如下：

		Guangdong						Group 本集團
		Province 廣東省	Beijing 北京	Shanghai 上海	Tianjin 天津	Others 其他	Unallocated 未分配	
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Assets	資產	9,449,135	4,413,130	2,419,199	1,948,052	434,454	51,962	18,715,932
Investment in an associate	於一間聯營公司 之權益	80	-	-	-	-	-	80
Investment in a jointly controlled entity	於一間共同控制 實體之權益	867,632	-	-	-	-	-	867,632
Total assets	資產總值	10,316,847	4,413,130	2,419,199	1,948,052	434,454	51,962	19,583,644
Liabilities	負債	5,228,752	1,991,303	1,424,468	880,714	3,096,475	1,196,657	13,818,369
Depreciation	折舊	7,152	6,328	570	2,060	174	-	16,284
Amortisation	攤銷	41,616	1,392	15,686	586	1,755	-	61,035
Capital expenditure	資本開支	169,921	62,878	144	199,786	508	-	433,237

5 SEGMENT INFORMATION (Continued)

Primary reporting format – geographical segments (Continued)

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

		Guangdong						Group
		Province	Beijing	Shanghai	Tianjin	Others	Unallocated	
		廣東省	北京	上海	天津	其他	未分配	本集團
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Assets	資產	7,810,061	3,532,642	1,209,076	1,226,679	17,456	47,272	13,843,186
Investment in an associate	於一間聯營公司之權益	36	-	-	-	-	-	36
Investment in a jointly controlled entity	於一間共同控制實體之權益	256,761	-	-	-	-	-	256,761
Total assets	資產總值	8,066,858	3,532,642	1,209,076	1,226,679	17,456	47,272	14,099,983
Liabilities	負債	4,859,033	2,973,490	1,145,120	670,335	395,437	727,794	10,771,209
Depreciation	折舊	5,016	2,275	543	720	205	-	8,759
Amortisation	攤銷	35,117	21,977	8,733	1,832	55	-	67,714
Capital expenditure	資本開支	318,662	188,869	35,742	557,829	159	-	1,101,261

Segment assets consist primarily of all of the Group's operating assets and exclude tax assets.

Segment liabilities consist primarily of all of the Group's operating liabilities and exclude tax liabilities.

Capital expenditure comprises additions to leasehold land and land use rights (Note 6), properties and equipment (Note 7), investment properties (Note 8) and properties under development for long-term investment (Note 9), including additions resulting from acquisitions through business combinations (Note 37).

5 分部資料 (續)

主要申報形式 – 地區分類 (續)

經重列之二零零四年十二月三十一日分部資產及負債，以及經重列截至該日止年度之折舊攤銷及資本開支如下：

分類資產主要包括本集團之全部營運資產及撇除稅項資產。

分類負債主要包括本集團之全部營運負債及撇除稅項負債。

資本開支包括租賃土地及土地使用權（附註6）、物業及設備（附註7）、投資物業（附註8）及持作長期投資之發展中物業（附註9）之添置，包括透過企業合併（附註37）註進行收購而產生之增加。

## 5 SEGMENT INFORMATION (Continued)

## Secondary reporting format – business segments

The Group is organised into three main business segments as follows:

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

## 5 分部資料 (續)

## 次要申報形式 – 業務分類

本集團由以下三個主要業務分類組成：

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

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Sales	銷售額		
Property development	物業發展	5,990,942	3,855,018
Property investment	物業投資	46,983	44,994
Property management	物業管理	95,969	73,172
		<b>6,133,894</b>	<b>3,973,184</b>
Total assets	總資產		
Property development	物業發展	15,448,405	9,873,629
Property investment	物業投資	3,139,363	3,890,488
Property management	物業管理	76,202	31,797
Unallocated	未分配	51,962	47,272
		<b>18,715,932</b>	<b>13,843,186</b>
Investment in an associate	於一間投資聯營公司之投資	80	36
Investment in a jointly controlled entity	於一間共同控制實體之投資	867,632	256,761
		<b>19,583,644</b>	<b>14,099,983</b>
Capital expenditure	資本開支		
Property development	物業發展	267,819	21,065
Property investment	物業投資	164,230	1,079,304
Property management	物業管理	1,188	892
		<b>433,237</b>	<b>1,101,261</b>

5 SEGMENT INFORMATION (Continued)  
Secondary reporting format – business segments  
(Continued)

Analysis of sales by category:

5 分部資料 (續)  
次要申報形式 – 業務分類 (續)

按銷售額分類分析：

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Sales of properties	銷售物業	5,953,608	3,825,647
Rental income from investment properties	投資物業之租金收入	46,983	44,994
Property management fees	物業管理費	95,969	73,172
Others	其他	37,334	29,371
		<b>6,133,894</b>	<b>3,973,184</b>

## 6 LEASEHOLD LAND AND LAND USE RIGHTS

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

## 6 租賃土地及土地使用權

本集團於租賃土地及土地使用權之權益指預付經營租賃款項，彼等之賬面淨值分析如下：

		Consolidated 綜合	
		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Beginning of the year	年初	4,536,737	2,979,171
Additions	新增	549,870	2,193,151
Acquisition of subsidiaries	收購附屬公司	992,791	-
Disposals	出售	(493,985)	(546,080)
Transfer to investment properties	轉撥至投資物業	(41,642)	(32,716)
Amortisation	攤銷	(59,350)	(56,789)
Exchange difference	匯兌差額	73,543	-
		<hr/>	<hr/>
End of the year	年終	<b>5,557,964</b>	4,536,737
Analysed as:	分析：		
Non-current	非流動		
- in relation to properties under development for long-term investment	- 持作長期投資之發展中物業	321,640	716,432
- in relation to properties and equipment	- 物業及設備	104,859	44,395
		<hr/>	<hr/>
		<b>426,499</b>	760,827
Current	流動		
- in relation to properties under development for sale	- 可供出售之發展中物業	4,860,198	3,442,416
- in relation to completed properties for sale	- 可供出售之已落成物業	271,267	333,494
		<hr/>	<hr/>
		<b>5,131,465</b>	3,775,910
		<hr/>	<hr/>
		<b>5,557,964</b>	4,536,737

6 LEASEHOLD LAND AND LAND USE RIGHTS  
(Continued)

The amount of the amortisation expenses recognised in the income statements is as follows:

Cost of sales	銷售成本
General and administrative expenses	一般及行政開支

The balance of the amortisation expenses relating to construction in progress has been capitalised as properties under development and properties and equipment.

6 租賃土地及土地使用權 (續)

於損益表中確認之攤銷開支如下：

Consolidated 綜合	
2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
14,159	4,794
1,562	55
<b>15,721</b>	<b>4,849</b>

在建工程之攤銷開支餘額已資本化作發展中物業與物業及設備。

In Mainland China, held on:	於中國大陸，按以下方式持有：
Land use rights of over 50 years	50年以上之土地使用權
Land use rights of between 10 to 50 years	介乎10年至50年之土地使用權
In Hong Kong held on:	於香港，按以下方式持有：
Leases of over 50 years	50年以上之租約

As at 31 December 2005, net book amount of approximately HK\$1,932,476,000 (2004: HK\$1,145,256,000) of the Group's land use rights were pledged as collateral for the Group's banking facilities (Note 22). As at 31 December 2005, net book amount of approximately HK\$150,945,000 (2004: HK\$58,113,000) of the Group's land use rights were pledged for bank borrowings of a jointly controlled entity.

Consolidated 綜合	
2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
3,605,959	3,507,209
1,948,697	1,026,150
3,308	3,378
<b>5,557,964</b>	<b>4,536,737</b>

於二零零五年十二月三十一日，本集團賬面值約港幣1,932,476,000元（二零零四年：港幣1,145,256,000元）之土地使用權已抵押作本集團之銀行信貸之抵押品（附註22）。於二零零五年十二月三十一日，本集團賬面值約港幣150,945,000元（二零零四年：港幣58,113,000元）之土地使用權已抵押作一間共同控制實體之銀行借貸之抵押品。



## 7 PROPERTIES AND EQUIPMENT

## 7 物業及設備

		Consolidated 綜合					Total 總額
		Constructions in progress	Hotel property	Buildings	Furniture and office equipment 傢俬及 辦公室設備	Motor vehicles 汽車	
		在建工程 HK\$'000 港幣千元	酒店物業 HK\$'000 港幣千元	樓宇 HK\$'000 港幣千元	辦公室設備 HK\$'000 港幣千元	汽車 HK\$'000 港幣千元	
<b>At 1 January 2004</b>	於二零零四年 一月一日						
Cost	成本	-	-	3,541	24,904	33,353	61,798
Accumulated depreciation	累計折舊	-	-	(1,077)	(11,332)	(13,659)	(26,068)
Net book amount	賬面淨值	-	-	2,464	13,572	19,694	35,730
<b>Year ended 31 December 2004</b>	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	-	-	2,464	13,572	19,694	35,730
Additions (including capitalisation of land use rights amortisation)	新增 (包括資 本化土地使用 權攤銷)	673,381	-	-	5,965	3,640	682,986
Acquisition of subsidiaries	收購附屬公司	-	-	-	75	-	75
Depreciation	折舊	-	-	(143)	(3,166)	(5,450)	(8,759)
Disposals	出售	-	-	-	(120)	(135)	(255)
Closing net book amount	期終賬面淨值	673,381	-	2,321	16,326	17,749	709,777
<b>At 31 December 2004</b>	於二零零四年 十二月三十一日						
Cost	成本	673,381	-	3,541	30,800	36,858	744,580
Accumulated depreciation	累計折舊	-	-	(1,220)	(14,474)	(19,109)	(34,803)
Net book amount	賬面淨值	673,381	-	2,321	16,326	17,749	709,777
<b>Year ended 31 December 2005</b>	截至二零零五年 十二月三十一日 止年度						
Opening net book amount	期初賬面淨值	673,381	-	2,321	16,326	17,749	709,777
Additions (including capitalisation of land use rights amortisation)	新增 (包括資本化 土地使用 權攤銷)	210,613	-	-	29,643	3,288	243,544
Acquisition of subsidiaries	收購附屬公司	-	-	-	954	375	1,329
Depreciation	折舊	-	(4,089)	(71)	(6,241)	(5,883)	(16,284)
Disposals	出售	-	-	-	(856)	(7,517)	(8,373)
Transfer	轉撥	(294,834)	220,073	74,761	-	-	-
Exchange difference	匯兌差額	5,664	2,077	719	378	82	8,920
Closing net book amount	期終賬面淨值	594,824	218,061	77,730	40,204	8,094	938,913
<b>At 31 December 2005</b>	於二零零五年 十二月三十一日						
Cost	成本	594,824	222,189	79,022	61,289	21,954	979,278
Accumulated depreciation	累計折舊	-	(4,128)	(1,292)	(21,085)	(13,860)	(40,365)
Net book amount	賬面淨值	594,824	218,061	77,730	40,204	8,094	938,913

## 7 PROPERTIES AND EQUIPMENT (Continued)

Hotel properties with a net book amount of approximately HK\$218,061,000 (2004: Nil) as at 31 December 2005 was pledged as collateral for the Group's banking facilities (Note 22).

Constructions in progress with a net book amount of Nil (2004: HK\$71,996,000) as at 31 December 2005 was pledged as collateral for the Group's banking facilities (Note 22).

Building with a net book amount of approximately HK\$63,332,000 (2004: Nil) as at 31 December 2005 was pledged as collateral for the Group's banking facilities (Note 22).

Constructions in progress represents hotel properties, office premises and staff quarter under construction, which will be held for the long-term. All constructions in progress are located in Mainland China and are located on land held under land use rights expiring from 2042 through 2044.

Depreciation expenses have been included in general and administrative expenses in the income statement.

## 8 INVESTMENT PROPERTIES

Beginning of the year	年初
Transfer from properties under development and land use rights	轉撥自發展中物業及土地使用權
Disposals	出售
Surplus on revaluation	重估盈餘
Exchange difference	匯兌差額
End of the year	年終

All investment properties are located in Mainland China and are located on land held under land use rights expiring from 2037 through 2045. They were stated at fair values with reference to valuations performed on an open market value basis by DTZ Debenham Tie Leung Limited, independent qualified valuers, as at 31 December 2005.

## 7 物業及設備 (續)

於二零零五年十二月三十一日賬面淨值約港幣 218,061,000 元 (二零零四年：無) 之酒店物業已抵押作本集團銀行信貸之抵押品 (附註 22)。

於二零零五年十二月三十一日並無賬面淨值 (二零零四年：港幣 71,996,000 元) 之在建工程已抵押作本集團銀行信貸之抵押品 (附註 22)。

於二零零五年十二月三十一日賬面淨值約港幣 63,332,000 元 (二零零四年：無) 之樓宇已抵押作本集團銀行信貸之抵押品 (附註 22)。

在建工程指長期持有之在建中酒店物業、辦公室單位及員工宿舍。所有在建工程位於中國大陸，以及位於根據於二零四二年至二零四四年期間屆滿之土地使用權持有之土地。

折舊開支已計入損益表內之一般及行政開支。

## 8 投資物業

		Consolidated 綜合	
		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
		<b>2,835,469</b>	2,568,758
		<b>100,502</b>	32,716
		<b>(391,493)</b>	(120,945)
		<b>14,232</b>	354,940
		<b>24,603</b>	—
		<b>2,583,313</b>	<b>2,835,469</b>

所有投資物業均位於中國大陸及位於根據於二零三七年至二零四五年期間屆滿之土地使用權持有之土地。所有投資物業已參考合資格獨立估值師戴德梁行於二零零五年十二月三十一日按公開市場價格基準進行之估值，以公平值列賬。

## 8 INVESTMENT PROPERTIES (Continued)

As at 31 December 2005, approximately HK\$1,141,689,000 (2004: HK\$861,907,000) of the Group's investment properties were pledged as collateral for the Group's banking facilities (Note 22). As at 31 December 2005, approximately HK\$233,442,000 (2004: HK\$263,969,000) of the Group's investment properties were pledged for bank borrowings of a jointly controlled entity.

The Group leases out certain investment properties under operating leases, for an initial period of one to twenty years, with an option to renew on renegotiated terms. None of the leases includes contingent rentals. During the year ended 31 December 2005, the gross rental income from investment properties amounted to approximately HK\$46,983,000 (2004: HK\$44,994,000). As at 31 December 2005, the Group's future rental income under non-cancellable operating leases was as follows:

Not later than one year	一年內
Later than one year and not later than five years	一至五年內
Later than five years	五年後

## 8 投資物業 (續)

於二零零五年十二月三十一日，本集團約港幣 1,141,689,000 元（二零零四年：港幣 861,907,000 元）之投資物業已抵押作為本集團銀行信貸（見附註 22）。於二零零五年十二月三十一日，本集團約港幣 233,442,000 元（二零零四年：港幣 263,969,000 元）之投資物業已抵押作為一間共同控制實體銀行貸款之抵押品。

本集團根據經營租約出租若干投資物業，初始租期為一至二十年，可選擇根據重新磋商之條款續約。各租約概無包括或然租金。於截至二零零五年十二月三十一日止年度內，來自投資物業的租金總額約為港幣 46,983,000 元（二零零四年：港幣 44,994,000 元）。於二零零五年十二月三十一日，本集團根據不可撤銷的經營租約的未來租金收入如下：

Consolidated 綜合	
2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
44,208	42,254
143,837	140,328
81,524	109,193
<b>269,569</b>	<b>291,775</b>

## 9 PROPERTIES UNDER DEVELOPMENT FOR LONG-TERM INVESTMENT

## 9 持作長期投資之發展中物業

		Consolidated 綜合	
		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Beginning of the year	年初	338,586	659,486
Additions (including capitalisation of interest and land use rights amortisation)	新增（包括資本化利息及土地使用權）	119,125	516,353
Acquisition of subsidiaries	收購附屬公司	-	13,953
Transfer to investment properties and properties under development for sale	轉撥至投資物業及可供出售之發展中物業	(225,644)	(851,206)
Exchange difference	匯兌差額	2,344	-
End of the year	年終	<b>234,411</b>	<b>338,586</b>

All properties under development for long-term investment are located in Mainland China and are located on land held under land use rights expiring from 2037 through 2045.

As at 31 December 2005, approximately HK\$2,977,000 (2004: HK\$73,134,000) of the Group's properties under development for long-term investment were pledged as collateral for the Group's banking facilities (Note 22). As at 31 December 2005, none (2004: HK\$6,938,000) of the Group's properties under development for long-term investment were pledged as collateral for bank borrowings of a jointly controlled entity.

所有持作長期投資之發展中物業均位於中國大陸，並位於根據於二零三七年至二零四五年期間屆滿的土地使用權持有之土地。

於二零零五年十二月三十一日，本集團約港幣 2,977,000 元（二零零四年：港幣 73,134,000 元）之持作長期投資之發展中物業已抵押作本集團銀行信貸（見附註 22）之抵押品。於二零零五年十二月三十一日，本集團並無（二零零四年：港幣 6,938,000 元）持作長期投資之發展中物業已抵押作一間共同控制實體銀行借貸之抵押品。

## 10 PROPERTIES UNDER DEVELOPMENT FOR SALE

## 10 可供出售之發展中物業

		Consolidated 綜合	
		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Beginning of the year	年初	2,775,320	2,209,479
Additions (including capitalisation of interest and land use rights amortisation)	新增（包括資本化利息及土地使用權）	4,004,620	1,660,399
Acquisition of subsidiaries	收購附屬公司	85,912	225,006
Transfer to completed properties for sale	轉撥至可供出售之已落成物業	(2,767,141)	(2,185,570)
Transfer from properties under development for long-term investment	轉撥自持作長期投資之發展中物業	166,784	866,006
Exchange difference	匯兌差額	55,308	-
End of the year	年終	<b>4,320,803</b>	<b>2,775,320</b>

All properties under development for sale are located in Mainland China and are located on land held under land use rights expiring from 2,034 through 2075.

As at 31 December 2005, approximately HK\$789,601,000 (2004: HK\$775,758,000) of the Group's properties under development for sale were pledged as collateral for the Group's banking facilities (Note 22).

所有可供出售之發展中物業均位於中國大陸，並位於根據於二零三四年至二零七五年期間屆滿的土地使用權持有之土地。

於二零零五年十二月三十一日，本集團約港幣 789,601,000 元（二零零四年：港幣 775,758,000 元）之可供出售之發展中物業已抵押作本集團銀行信貸之抵押品（見附註 22）。

## 11 COMPLETED PROPERTIES FOR SALE

All completed properties for sale are located in Mainland China and are located on land held under land use rights expiring from 2037 through 2075.

As at 31 December 2005, approximately HK\$463,651,000 (2004: HK\$156,505,000) of the Group's completed properties for sale were pledged as collateral for the Group's banking facilities (Note 22).

## 11 可供出售之已落成物業

全部可供出售之已落成物業均位於中國大陸及位於根據於二零三七年至二零七五年期間屆滿之土地使用權持有之土地上。

於二零零五年十二月三十一日，本集團約港幣 463,651,000 元（二零零四年：港幣 156,505,000 元）之可供出售之已落成物業已抵押作為本集團銀行信貸之抵押品（見附註 22）。

12 INTANGIBLE ASSETS

12 無形資產

		<b>Goodwill</b>	<b>Consolidated 綜合 Negative goodwill</b>	<b>Total 總計</b>
		商譽	負商譽	
		HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元
At 1 January 2004	於二零零四年一月一日			
Cost	成本	10,180	–	10,180
Accumulated amortisation	累計攤銷	(6,108)	–	(6,108)
Net book amount	賬面淨值	<u>4,072</u>	<u>–</u>	<u>4,072</u>
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	4,072	–	4,072
Additions	新增	6,440	(164,890)	(158,450)
Amortisation	攤銷	(1,468)	–	(1,468)
Closing net book amount	期終賬面淨值	<u>9,044</u>	<u>(164,890)</u>	<u>(155,846)</u>
At 31 December 2004	於二零零四年 十二月三十一日			
Cost	成本	16,620	(164,890)	(148,270)
Accumulated amortisation	累計攤銷	(7,576)	–	(7,576)
Net book amount	賬面淨值	<u>9,044</u>	<u>(164,890)</u>	<u>(155,846)</u>
Year ended 31 December 2005	截至二零零五年 十二月三十一日止年度			
Opening net book amount	期初賬面淨值	9,044	(164,890)	(155,846)
Reclassification of negative goodwill to retained earnings	將負商譽重新分類 至保留盈利	–	164,890	164,890
		9,044	–	9,044
Additions	新增	92,038	–	92,038
Exchange difference	匯兌差額	1,060	–	1,060
Closing net book amount	期終賬面淨值	<u>102,142</u>	<u>–</u>	<u>102,142</u>



## 12 INTANGIBLE ASSETS (Continued)

## Impairment tests for goodwill

Goodwill is allocated to the Group's cash-generating units ("CGUs") identified according to geographical segment. A segment level summary of the goodwill allocation is presented below:

Guangdong Province	廣東省
Beijing	北京

The recoverable amount of a CGU is determined based on value-in-use calculations. These calculations use cash flow projections based on financial budgets approved by management covering a ten-year period.

Key assumptions used for value-in-use calculations:

Gross margin	毛利率
Discount rate	折現率

Management determined budgeted gross margin based on past performance and its expectations for the market development. The discount rates used are pre-tax and reflect specific risks relating to the relevant segments.

## 12 無形資產 (續)

## 商譽之減值測試

商譽分配至根據地區分部確認之本集團現金產生單位。商譽分配之分部概要呈列如下：

2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
79,210	9,044
22,932	—
<b>102,142</b>	<b>9,044</b>

現金產生單位之可收回金額乃根據使用價值計算。該計算方法使用根據由管理層批核之財務預算得出涵蓋十年期間之現金流預測進行。

使用價值計算法之主要假設：

Guangdong Province 廣東省	Beijing 北京
32.7%	29.6%
7.3%	7.3%

管理層會根據過往表現及其對市場發展之預測釐訂預算毛利率。所採用之折現率並未計及稅項，並反映相關分報之特定風險。

### 13 INVESTMENTS IN SUBSIDIARIES

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

The amounts due from subsidiaries are unsecured, non-interest bearing and without pre-determined repayment terms.

Details of the principal subsidiaries as at 31 December 2005 are set out in Note 39.

None of the subsidiaries had any loan capital in issue at any time during the year ended 31 December 2005.

### 14 INVESTMENT IN AN ASSOCIATE

Beginning of the year	年初
Share of profit/(loss) of an associate	應佔一間聯營公司溢利／（虧損）
End of the year	年終

### 13 Investments in subsidiaries

Company 公司	
2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
74,900	74,900
4,201,451	758,869
<b>4,276,351</b>	<b>833,769</b>

應收附屬公司款項為無抵押、免息及並無預定還款時間。

於二零零五年十二月三十一日之主要附屬公司詳情載於附註 39。

於截至二零零五年十二月三十一日止年度內任何時間，各附屬公司概無擁有任何已發行借貸資本。

### 14 於一間聯營公司之投資

Consolidated 綜合	
2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
36	770
44	(734)
<b>80</b>	<b>36</b>

## 14 INVESTMENT IN AN ASSOCIATE (Continued)

The Group's interest in an associate, which is unlisted, is as follows:

## 14 於一間聯營公司之投資 (續)

本集團於一間非上市聯營公司之權益如下：

Name	Particulars of issued shares held	Place of incorporation	Assets	Liabilities	Revenues	Profit/(loss)	Interest held
名稱	所持已發行股份詳情	註冊成立地點	資產	負債	收入	溢利／ (虧損)	所持權益
			HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	%
2004	二零零四年						
Guangdong Huasheng Cultural Development Company Limited 廣東華生教育文化發展有限公司	Registered capital of Rmb 5,000,000 註冊股本人民幣 5,000,000 元	Mainland China 中國大陸	11,012	10,920	283	(1,834)	24%
2005	二零零五年						
Guangdong Huasheng Cultural Development Company Limited 廣東華生教育文化發展有限公司	Registered capital of Rmb 5,000,000 註冊股本人民幣 5,000,000 元	Mainland China 中國大陸	11,640	11,436	2,158	111	39.6%

## 15 INVESTMENT IN A JOINTLY CONTROLLED ENTITY

A jointly controlled entity is a joint venture where the Group and other parties undertake an economic activity which is subject to joint control and none of the participating parties has unilateral control over the economic activity.

## 15 於一間共同控制實體之投資

共同控制實體乃一項合營企業，據此，本集團與其他合營方參與一項經濟活動，而該項經濟活動乃受共同控制，參與各方並無單獨控制權。

		Share of net assets 分佔淨資產 HK\$'000 港幣千元	Goodwill 商譽 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
At 1 January 2005	於二零零五年一月一日	223,780	32,981	256,761
Acquisition of further interests	收購進一步權益	342,934	-	342,934
Capital injection	注資	46,740	20,176	66,916
Share of post-acquisition results	分佔收購後業績	76,983	-	76,983
Excess of acquirer's interest over cost of acquisition	收購者權益超逾 收購成本部分	114,526	-	114,526
Exchange difference	匯兌差額	9,045	467	9,512
		<u>814,008</u>	<u>53,624</u>	<u>867,632</u>
At 31 December 2005	於二零零五年 十二月三十一日			
At 1 January 2004	於二零零四年 一月一日	99,197	8,100	107,297
Capital injection	注資	66,851	28,646	95,497
Share of post-acquisition results	分佔收購後業績	57,732	-	57,732
Amortisation	攤銷	-	(3,765)	(3,765)
		<u>223,780</u>	<u>32,981</u>	<u>256,761</u>
At 31 December 2004	於二零零四年 十二月三十一日			

Investment in a jointly controlled entity represents the Group's investment in a contractual joint venture, Guangzhou Zhujiang Qiaodao Real Estate Limited ("GZQREL"). GZQREL is established in Mainland China with an operating period of 20 years up to January 2018 to develop properties located in Guangzhou, Guangdong Province, Mainland China.

Prior to the acquisitions as described below, under the joint venture agreement, the Group was required to contribute 57.14% of the capital of GZQREL and was entitled to one-third of the voting right in GZQREL. It was entitled to share 40% of the profit of GZQREL but had to assume 57.14% of any losses of GZQREL, and was entitled to a distribution of 40% of GZQREL's assets upon expiry of the operating period.

於共同控制實體之權益乃指本集團於廣州珠江橋都房地產有限公司（「橋都」）之投資（橋都為一間合約合營企業）。橋都於中國大陸成立，經營期至二零一八年一月止，為期 20 年，其經營活動為開發位於中國大陸廣東省廣州之物業。

在下述之收購前，根據合營企業協議，本集團需要分擔橋都之 57.14% 資本貢獻及有權擁有橋都三分之一投票權。本集團亦有權分佔橋都之 40% 溢利，惟須承擔橋都虧損之 57.14%，以及有權於經營期屆滿時獲分配橋都 40% 資產。

## 15 INVESTMENT IN A JOINTLY CONTROLLED ENTITY (Continued)

On 23 June 2004, the Group entered into conditional agreements to acquire further interests totalling of 59.5% profit-sharing interest in GZQREL from other joint venturers. The acquisition in respect of the 29.5% profit-sharing interest in GZQREL was completed during the year ended 31 December 2005. Accordingly, the Group has recognised the acquisition of this 29.5% profit-sharing interest, including the gain on acquisition, representing the excess of the Group's share of the net identifiable assets over the cost of acquisition of approximately HK\$457,460,000, which was amounted to HK\$114,526,000, in the income statement. Upon completion of this acquisition of a 29.5% interest in GZQREL, the Group is responsible for contributing 99.5% of the capital of GZQREL and is entitled to 44.4% of the voting power in GZQREL. It is entitled to share 69.5% of the profit of GZQREL but has to assume 99.5% at any losses of GZQREL, and is entitled to a distribution of 69.5% of GZQREL's assets upon expiry of the operating period.

The acquisition of the remaining 30.0% profit-sharing interest in GZQREL has not yet completed at 31 December 2005.

## 15 於一間共同控制實體之投資 (續)

於二零零四年六月二十三日，本集團訂立有條件協議，以進一步向其他合營方收購僑都合共 59.5% 溢利分佔權益。收購僑都合共 29.5% 溢利分佔權益已於截至二零零五年十二月三十一日止年度內完成。因此，本集團已於損益表確認該 29.5% 溢利分佔權益之收購，包括收購之收益（指本集團所分佔之可確認淨資產高於收購成本之差額約港幣 457,460,000 元）約港幣 114,526,000 元。在完成收購僑都之 29.5% 權益後，本集團須分擔僑都之 99.5% 資本貢獻及有權擁有僑都 44.4% 投票權。本集團亦有權分佔僑都之 69.5% 溢利，惟須承擔僑都虧損之 99.5%，以及有權於經營期屆滿時獲分配僑都 69.5% 資產。

於二零零五年十二月三十一日尚未完成進一步收購僑都餘下 30% 溢利分佔權益。

15 INVESTMENT IN A JOINTLY CONTROLLED ENTITY (Continued)

The following amounts represent the Group's 69.5% (2004: 40%) share of the assets, liabilities and commitments as at 31 December and the Group's share of sales and results of the jointly controlled entity of 40% from 1 January 2005 to 30 June 2005 and 69.5% from 1 July 2005 to 31 December 2005 (2004: 40%):

15 於一間共同控制實體之投資 (續)

以下金額為本集團於十二月三十一日所分佔共同控制實體 69.5% (二零零四年: 40%) 資產、負債及承擔, 以及本集團於二零零五年一月一日至二零零五年六月三十日期間及於二零零五年七月一日至二零零五年十二月三十一日期間分別分佔共同控制實體 40% 及 69.5% (二零零四年: 40%) 之銷售額及業績:

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
<b>Assets:</b>	<b>資產:</b>		
Non-current assets	非流動資產	145,596	80,036
Current assets	流動資產	1,781,744	801,346
		<u>1,927,340</u>	<u>881,382</u>
<b>Liabilities:</b>	<b>負債:</b>		
Long-term liabilities	長期負債	(650,149)	(185,862)
Current liabilities	流動負債	(454,209)	(382,228)
		<u>(1,104,358)</u>	<u>(568,090)</u>
<b>Net assets</b>	<b>資產淨值</b>	<u>822,982</u>	<u>313,292</u>
Sales	銷售額	593,711	362,774
Cost of Sales/Expenses	銷售成本/開支	(323,336)	(247,773)
Profit before income tax	未計所得稅前溢利	270,375	115,001
Taxation	稅項	(78,866)	(57,269)
Profit for the year	本年度溢利	<u>191,509</u>	<u>57,732</u>
Proportionate interest in the jointly controlled entity's contingent liabilities (Note 35)	於共同控制實體或然負債之按比例權益 (附註 35)	<u>191,388</u>	<u>159,687</u>
Proportionate interest in the jointly controlled entity's commitments (Note 36)	於共同控制實體股本承擔之按比例權益 (附註 36)	<u>1,709,358</u>	<u>1,269,587</u>



## 16 INVESTMENTS IN JOINTLY CONTROLLED ASSETS

Certain subsidiaries of the Group entered into a jointly controlled assets arrangement with Guangzhou Zhuguang Real Estate Development Company Limited, an independent third party, under which each of the Group and Guangzhou Zhuguang Real Estate Development Company Limited contributed land and other assets for the development of properties located in Guangzhou, Guangdong Province, mainland China. During the year ended 31 December 2005 the Group's participating interest in these jointly controlled assets was 95.5% (2004: 95.5%).

## 16 於共同控制資產之投資

本集團若干附屬公司與一名獨立第三方廣州珠光房地產開發有限公司訂立一項共同控制資產安排，據此，本集團及廣州珠光房地產開發有限公司各就開發位於中國大陸廣東省廣州之物業提供土地及其他資產。於截至二零零五年十二月三十一日止年度內，本集團擁有該等共同控制資產95.5%（二零零四年：95.5%）之參與權益。

## 17 PREPAYMENTS, DEPOSITS AND OTHER CURRENT ASSETS

## 17 預付款項、按金及其他流動資產

		Consolidated 綜合		Company 公司	
		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元	2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Deposits for acquisitions of equity interests (i)	收購股本權益之按金(i)	351,309	—	—	—
Prepayments for acquisition of land (ii)	收購土地之預付款項(ii)	635,071	620,601	—	—
Guarantee deposit	擔保按金	47,667	47,170	—	—
Prepaid construction expenditures	預付建築開支	43,260	26,780	—	—
Utility and other deposits	公用設施及其他按金	52,607	34,825	—	—
Others	其他	41,949	29,198	422	422
		<b>1,171,863</b>	<b>758,574</b>	<b>422</b>	<b>422</b>

Notes:

- (i) This represents advances made to independent third parties for the acquisition of majority interests in certain Mainland China entities. The acquisitions are not yet completed as at 31 December 2005, and the details of the acquisitions are set out in Note 37.
- (ii) This represents advances made to a department of the Government of Yangpu District of Shanghai for the acquisition of land use rights in Yangpu district, Shanghai, Mainland China.

附註：

- (i) 此乃指就收購若干中國大陸實體之多數股東權益而向獨立第三方作出之墊款。於二零零五年十二月三十一日，收購尚未完成，有關收購事項詳情載於附註37。
- (ii) 此乃指就收購位於中國大陸上海楊浦區之土地使用權而向上海市楊浦區政府下屬部門作出之墊款。

## 18 ACCOUNTS RECEIVABLE

Consideration in respect of properties sold is generally payable by the buyers at the time of completion of the sale and purchase agreements. Rentals in respect of leased properties and property management fees are generally payable in advance by the tenants on a monthly basis.

The ageing analysis of accounts receivable was as follows:

0 to 3 months	0 至 3 個月
3 to 6 months	3 至 6 個月
6 to 9 months	6 至 9 個月
9 to 12 months	9 至 12 個月
Over 12 months	超過 12 個月

Carrying values of accounts receivable approximate their fair values.

As at 31 December 2005, approximately 22% (2004: 58%) of the accounts receivable was due from one customer; other than this, there is no concentration of credit risk with respect to accounts receivable as the Group has a large number of customers.

## 18 應收賬款

已出售物業之代價一般須於買賣協議完成當日由買方支付。租賃物業之租金及物業管理費一般須由租戶每月預付。

應收賬款之賬齡分析如下：

Consolidated 綜合	
2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
35,697	65,602
1,433	9,972
448	2,488
25,368	1,425
27,378	1,302
<b>90,324</b>	<b>80,789</b>

應收賬款面值與其公平值相若。

於二零零五年十二月三十一日，應收賬款中約有 22%（二零零四年：58%）乃由一名客戶結欠；除此以外，由於本集團顧客眾多，應收賬款並無信貸集中之風險。

## 19 PLEDGED/CHARGED BANK DEPOSITS AND CASH AND CASH EQUIVALENTS

## 19 已質押／抵押銀行存款及現金及現金等價物

		Consolidated 綜合		Company 公司	
		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元	2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Cash at bank and in hand	銀行及手頭現金	2,064,206	736,609	848	860
Short-term bank deposits	短期銀行存款	526,142	–	495,902	–
		<b>2,590,348</b>	<b>736,609</b>	<b>496,750</b>	<b>860</b>

The effective interest rate on short-term bank deposits was 4% (2004: N/A) per annum; these deposits have an average maturity of 1 (2004: N/A) day.

短期銀行存款之實際年利率為4厘（二零零四年：不適用），該等存款之平均到期日數為1日（二零零四年：不適用）。

As at 31 December 2005, the Group's bank deposits of approximately HK\$71,344,000 (2004: HK\$150,287,000) were pledged as collateral for the Group's banking facilities (Note 22). In addition, the Group's bank deposits of approximately HK\$165,724,000 (2004: HK\$108,363,000) were charged by certain banks in respect of the processing of mortgage facilities granted by the banks to buyers of the Group's properties.

於二零零五年十二月三十一日，本集團約港幣71,344,000元（二零零四年：港幣150,287,000元）銀行存款已抵押作本集團銀行信貸之抵押品（見附註22）。此外，本集團銀行存款約港幣165,724,000元（二零零四年：港幣108,363,000元）已被若干銀行抵押，以便銀行處理有關向本集團物業買家授予按揭信貸額。

The carrying amounts of pledged/charged bank deposits and cash and cash equivalents are denominated in the following currencies:

已質押／抵押之銀行存款及現金及現金等價物之面值乃以下列貨幣列值：

		Consolidated 綜合		Company 公司	
		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元	2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Chinese Renminbi	人民幣	2,055,318	729,885	–	–
US dollar	美元	449,460	196	446,875	6
Hong Kong dollar	港元	85,511	6,528	49,875	854
Other currencies	其他貨幣	59	–	–	–
		<b>2,590,348</b>	<b>736,609</b>	<b>496,750</b>	<b>860</b>

## 20 LAND COST PAYABLE

Land premium payable	應付土地出讓金
Land compensation payable	應付土地補償款
Less: Amount due within one year included under current liabilities	減：計入流動負債須 於一年內償還之金額

Carrying values of land cost payable approximate their fair values.

## 21 ACCOUNTS PAYABLE

The ageing analysis of accounts payable (including amounts due to related parties of trading in nature) was as follows:

0 to 3 months	0 至 3 個月
---------------	----------

As at 31 December 2005, approximately HK\$449,404,000 (2004: HK\$123,344,000) of accounts payable was due to subsidiaries of minority shareholders of certain subsidiaries of the Company in respect of property construction fees.

Carrying values of accounts payable approximate their fair values.

## 20 應付土地成本

Consolidated 綜合	
2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
318,958	489,150
681,603	529,544
<b>1,000,561</b>	1,018,694
<b>(1,000,039)</b>	(828,128)
<b>522</b>	190,566

應付土地成本面值與其公平值相若。

## 21 應付賬款

應付賬款之賬齡分析（包括應付予關連人士屬於交易性質之賬款）如下：

Consolidated 綜合	
2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
800,524	662,854

於二零零五年十二月三十一日，就物業建築費應付本公司若干附屬公司少數股東之附屬公司之賬款約為港幣 449,404,000 元（二零零四年：港幣 123,344,000 元）。

應付賬款面值與其公平值相若。

## 22 BORROWINGS

## 22 借貸

		Consolidated 綜合		Company 公司	
		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元	2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Non-current	非流動				
Bank borrowings	銀行借貸	2,165,949	1,547,805	–	–
Senior notes	優先票據	2,660,902	–	2,660,902	–
		<u>4,826,851</u>	<u>1,547,805</u>	<u>2,660,902</u>	<u>–</u>
Current	流動				
Bank borrowings	銀行借貸	1,837,342	1,957,752	–	–
Total borrowings	總借貸	<u>6,664,193</u>	<u>3,505,557</u>	<u>2,660,902</u>	<u>–</u>

In November 2005, the Company issued 8.125% senior notes with an aggregated nominal value of US\$350,000,000 (equivalent to approximately HK\$2,730,000,000), for a total consideration of approximately HK\$2,733,182,000. The senior notes mature in seven years (November 2012) and are repayable at their nominal value of US\$350,000,000. The Company will be entitled at its option to redeem all or a portion of the senior notes on and after 9th November 2009 at the redemption prices specified in the offering circular, plus accrued and unpaid interest to the redemption date.

於二零零五年十一月，本公司發行總面值達 350,000,000 美元（約相當於港幣 2,730,000,000 元）之 8.125 厘優先票據，總代價約為 2,733,182,000 港元。優先票據於七年後到期（二零一二年十一月），並須償還按彼等之面值 350,000,000 美元。本公司將有權選擇於二零零九年十一月九日或以後按發售通函所訂明之贖回價（加截至贖回日期應付未付之利息）贖回全部或部份優先票據。

## 22 BORROWINGS (Continued)

The senior notes recognised in the balance sheet are calculated as follows:

		2005 二零零五年 HK\$'000 港幣千元
Nominal value	面值	2,730,000
Premium component	溢價部分	3,182
Issue costs	發行費用	(73,965)
Fair value at the date of issuance		2,659,217
Amortisation of premium (Note 27)		(76)
Amortisation of issue costs (Note 27)		1,761
Carrying amount at 31 December 2005		<u>2,660,902</u>

As at 31 December 2005, the senior notes are jointly and severally guaranteed by certain subsidiaries, and are secured by the capital stock of the subsidiaries. The net assets of these subsidiaries were approximately HK\$603,749,000 as at 31 December 2005.

## 22 借貸 (續)

於資產負債表中確認之優先票據計算如下：

於二零零五年十二月三十一日，優先票據由若干附屬公司共同及個別提供擔保，並以附屬公司之股本作抵押。於二零零五年十二月三十一日，該等附屬公司之資產淨值約為港幣 603,749,000 元。

The maturity analysis of the borrowings is as follows:

借貸之到期分析如下：

		Bank borrowings 銀行借貸		Senior notes 優先票據		Total 總計	
		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元	2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元	2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Within one year	一年內	1,837,342	1,957,752	-	-	1,837,342	1,957,752
Between one and two years	一年後但兩年內	1,449,663	877,505	-	-	1,449,663	877,505
Between two and five years	兩年後但五年內	716,286	670,300	-	-	716,286	670,300
Wholly repayable within five years	須於五年內 悉數償還	4,003,291	3,505,557	-	-	4,003,291	3,505,557
Over five years	超過五年	-	-	2,660,902	-	2,660,902	-
		<u>4,003,291</u>	<u>3,505,557</u>	<u>2,660,902</u>	<u>-</u>	<u>6,664,193</u>	<u>3,505,557</u>

## 22 BORROWINGS (Continued)

The carrying amounts of the borrowings are denominated in the following currencies with the respective effective interest rates:

		2005 二零零五年		2004 二零零四年	
		Effective HK\$'000 港幣千元	interest rate 實際利率	Effective HK\$'000 港幣千元	interest rate 實際利率
Chinese Renminbi	人民幣				
- Bank borrowings	- 銀行借貸	3,987,691	5.9%	3,394,357	5.9%
Hong Kong dollar	港元				
- Bank borrowings	- 銀行借貸	-	-	80,000	2.8%
US dollar	美元				
- Bank borrowings	- 銀行借貸	15,600	7.3%	31,200	4.5%
- Senior notes	- 優先票據	2,660,902	8.6%	-	-
		<b>6,664,193</b>		<b>3,505,557</b>	

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

借貸之面值及公平值如下：

		Carrying amounts 面值		Fair values 公平值	
		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元	2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Bank borrowings	銀行借貸	4,003,291	3,505,557	4,006,438	3,496,314
Senior notes	優先票據	2,660,902	-	2,715,277	-
		<b>6,664,193</b>	<b>3,505,557</b>	<b>6,721,715</b>	<b>3,496,314</b>

The fair values are based on cash flows discounted using a rate based on the Group's average borrowings rate of 5.8% to 8.6% (2004: 3.5% to 6.3%), depending on the currency denomination of the borrowings.

公平值乃利用根據本集團平均借貸利率 5.8 厘至 8.6 厘（二零零四年：3.5 厘至 6.3 厘）釐訂之利率（視乎借貸貨幣種類）計算之折算現金流釐訂。

As at 31 December 2005, the Group's banking facilities were secured by:

於二零零五年十二月三十一日，本集團之銀行信貸乃以下列抵押品擔保：

(i) the Group's land use rights of approximately HK\$1,932,476,000 (2004: HK\$1,145,256,000);

(i) 約港幣 1,932,476,000 元（二零零四年：港幣 1,145,256,000 元）之本集團土地使用權；



## 22 BORROWINGS (Continued)

- (ii) the Group's hotel property of approximately HK\$218,061,000 (2004: Nil);
- (iii) the Group's construction in progress of Nil (2004: HK\$71,996,000);
- (iv) the Group's building of approximately HK\$63,332,000 (2004: Nil);
- (v) the Group's investment properties with an aggregate carrying amount of approximately HK\$1,141,689,000 (2004: HK\$861,907,000);
- (vi) the Group's properties under development for long-term investment of approximately HK\$2,977,000 (2004: HK\$73,134,000);
- (vii) the Group's properties under development for sale of approximately HK\$789,601,000 (2004: HK\$775,758,000);
- (viii) the Group's completed properties for sale of approximately HK\$463,651,000 (2004: HK\$156,505,000); and
- (ix) the Group's bank deposits of approximately HK\$71,344,000 (2004: HK\$150,287,000).

## 22 借貸 (續)

- (ii) 約港幣 218,061,000 元 (二零零四年：無) 之本集團酒店物業；
- (iii) 並無 (二零零四年：港幣 71,996,000 元) 本集團在建工程；
- (iv) 約港幣 63,332,000 元 (二零零四年：無) 之本集團樓宇；
- (v) 總賬面值約港幣 1,141,689,000 元 (二零零四年：港幣 861,907,000 元) 之本集團投資物業；
- (vi) 約港幣 2,977,000 元 (二零零四年：港幣 73,134,000 元) 之本集團持作長期投資之在建物業；
- (vii) 約港幣 789,601,000 元 (二零零四年：港幣 775,758,000 元) 之本集團可供銷售之發展中物業；
- (viii) 約港幣 463,651,000 元 (二零零四年：港幣 156,505,000 元) 之本集團可供銷售之已落成物業；及
- (ix) 約港幣 71,344,000 元 (二零零四年：港幣 150,287,000 元) 之本集團銀行存款。

## 23 DEFERRED INCOME TAX

Deferred tax assets and deferred tax 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:

## 23 遞延所得稅

遞延稅項資產及負債只可在現行稅項資產及負債有合法權利互相抵銷及遞延所得稅為同一稅務機關下，方可互相抵銷。抵銷金額載列如下：

		Consolidated 綜合	
		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Deferred tax assets:	遞延稅項資產：		
– Deferred tax assets to be recovered after more than twelve months	– 將於十二個月後收回之遞延稅項資產	44,073	20,779
– Deferred tax assets to be recovered within twelve months	– 將於十二個月內收回之遞延稅項資產	7,889	26,493
		<u>51,962</u>	<u>47,272</u>
Deferred tax liabilities:	遞延稅項負債：		
– Deferred tax liabilities to be realised after more than twelve months	– 將於十二個月後變現之遞延稅項負債	(328,252)	(267,601)
– Deferred tax liabilities to be realised within twelve months	– 將於十二個月內變現之遞延稅項負債	(284,214)	(107,142)
		<u>(612,466)</u>	<u>(374,743)</u>
		<u>(560,504)</u>	<u>(327,471)</u>

23 DEFERRED INCOME TAX (Continued)

The gross movement on deferred taxation is as follows:

23 遞延所得稅 (續)

遞延稅項總變動如下：

		Consolidated 綜合	
		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Assets/(liabilities)	資產／（負債）		
Beginning of the year	年初	(327,471)	(490,899)
Acquisition of subsidiaries	收購附屬公司	(147,913)	29,908
Recognised in the income statement	於損益表確認	(72,504)	216,500
Tax charged to equity	於權益扣除之稅項	-	(82,980)
Exchange difference	匯兌差額	(12,616)	-
		<hr/>	<hr/>
End of the year	年終	<b>(560,504)</b>	<b>(327,471)</b>

## 23 DEFERRED INCOME TAX (Continued)

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

## Deferred tax liabilities

		Revaluation surplus	Consolidated Timing difference in reporting revenue	Total
		重估盈餘	收入申報之時差	總計
		HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元
At 1 January 2004	於二零零四年一月一日	(474,742)	(71,544)	(546,286)
Recognised in the income statement	於損益表確認	–	71,544	71,544
Charged to equity relating to surplus on revaluation of investment properties	計入權益之投資物業重估盈餘	(110,964)	–	(110,964)
Disposal of investment properties	出售投資物業	27,984	–	27,984
Acquisition of subsidiaries	收購附屬公司	29,908	–	29,908
At 31 December 2004	於二零零四年十二月三十一日	(527,814)	–	(527,814)
Recognised in the income statement	於損益表確認	65,230	–	65,230
Acquisition of subsidiaries	收購附屬公司	(147,913)	–	(147,913)
Exchange difference	匯兌差額	(5,870)	–	(5,870)
At 31 December 2005	於二零零五年十二月三十一日	(616,367)	–	(616,367)

## 23 遞延所得稅 (續)

遞延稅項資產及遞延稅項負債之變動（並無考慮相同司法權區內之結餘抵銷）如下：

## 遞延稅項負債

		Revaluation surplus	Consolidated Timing difference in reporting revenue	Total
		重估盈餘	收入申報之時差	總計
		HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元
At 1 January 2004	於二零零四年一月一日	(474,742)	(71,544)	(546,286)
Recognised in the income statement	於損益表確認	–	71,544	71,544
Charged to equity relating to surplus on revaluation of investment properties	計入權益之投資物業重估盈餘	(110,964)	–	(110,964)
Disposal of investment properties	出售投資物業	27,984	–	27,984
Acquisition of subsidiaries	收購附屬公司	29,908	–	29,908
At 31 December 2004	於二零零四年十二月三十一日	(527,814)	–	(527,814)
Recognised in the income statement	於損益表確認	65,230	–	65,230
Acquisition of subsidiaries	收購附屬公司	(147,913)	–	(147,913)
Exchange difference	匯兌差額	(5,870)	–	(5,870)
At 31 December 2005	於二零零五年十二月三十一日	(616,367)	–	(616,367)

## 23 DEFERRED INCOME TAX (Continued)

Deferred tax assets—

## 23 遞延所得稅 (續)

遞延稅項資產—

		Consolidated 綜合		
		Timing difference in reporting revenue 收入申報之時差 HK\$'000 港幣千元	Tax losses 稅項虧損 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
At 1 January 2004	於二零零四年一月一日	–	55,387	55,387
Recognised in the income statement	於損益表確認	153,071	(8,115)	144,956
At 31 December 2004	於二零零四年十二月三十一日	153,071	47,272	200,343
Recognised in the income statement	於損益表確認	(141,929)	4,195	(137,734)
Exchange difference	匯兌差額	(7,241)	495	(6,746)
At 31 December 2005	於二零零五年十二月三十一日	3,901	51,962	55,863

Deferred tax assets are recognised for tax loss carry forwards to the extent that the realisation of the related tax benefit through the future taxable profits is probable. As at 31 December 2005, the Group did not recognise deferred tax assets of approximately HK\$20,798,000 (2004: HK\$7,945,000) in respect of tax losses amounting to approximately HK\$95,057,000 (2004: HK\$24,075,000) which are expiring from 2006 through 2010.

遞延稅項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。於二零零五年十二月三十一日，本集團並無就稅損約港幣 95,057,000 元（二零零四年：港幣 24,075,000 元）確認遞延稅項資產約港幣 20,798,000 元（二零零四年：港幣 7,945,000 元）；此等稅項虧損將於二零零六年至二零一零年內屆滿。

## 24 SHARE CAPITAL

## 24 股本

		Number of shares 股份數目 '000 千股	Ordinary shares 普通股 HK\$'000 港幣千元
At 1 January 2004	於二零零四年一月一日	1,002,000	100,200
Issue of shares	發行股份	1,000	100
At 31 December 2004	於二零零四年十二月三十一日	<u>1,003,000</u>	<u>100,300</u>
At 1 January 2005	於二零零五年一月一日	1,003,000	100,300
Issue of shares	發行股份		
– placements	– 配股	200,600	20,060
– employee share option scheme	– 僱員購股權計劃	10,000	1,000
At 31 December 2005	於二零零五年十二月三十一日	<u>1,213,600</u>	<u>121,360</u>

The total authorised number of ordinary shares is 2,000,000,000 shares (2004: 2,000,000,000 shares), with a par value of HK\$0.1 per share (2004: HK\$0.1 per share). All issued shares are fully paid.

In August 2005, the Company issued 200,600,000 shares (approximately 16.7% of the Company's issued share capital as enlarged by the subscription) for a cash consideration of HK\$977,925,000. The related transaction costs amounting to approximately HK\$21,206,000 have been netted off against the proceeds received.

During the year ended 31 December 2005, the Company issued 10,000,000 shares for a cash consideration of HK\$43,000,000 upon exercise of employee share options.

法定普通股之總數為 2,000,000,000 股（二零零四年：2,000,000,000 股）每股面值 0.1 港元（二零零四年：每股 0.1 港元）股份。所有已發行股份均已繳足股款。

於二零零五年八月，本公司發行 200,600,000 股股份（約佔本公司經認購事項所擴大之已發行股本約 16.7%）以換取現金代價港幣 977,925,000 元。有關交易成本約為港幣 21,206,000 元，已於所收取之款項中抵扣。

於截至二零零五年十二月三十一日止年度內，本公司於僱員購股權獲行使時發行 10,000,000 股股份換取現金代價港幣 43,000,000 元。

24 SHARE CAPITAL (Continued)

Share options

The Company has an employee share options scheme, under which it may grant options to employees (including executive directors of the Company) to subscribe for shares in the Company, subject to a limit that the total number of shares which may be issued upon the exercise of all outstanding options granted and yet to be exercised under the share options schemes of the Company shall not exceed 30% of the shares in issue from time to time. The exercise price will be determined by the Company's board of directors and shall at least be the highest of (i) the closing price of the Company's shares on the date of grant of the options, (ii) the average closing price of the Company's shares for the five trading days immediately preceding the date of grant of the options, and (iii) the nominal value of the Company's shares of HK\$0.1 each. This employee share options scheme will remain in force for a period of 10 years up to 2012.

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

		2005 二零零五年		2004 二零零四年	
		Average exercise price in HK\$ per share 每股平均 行使價 (港元)	Options 購股權 '000 千份	Average exercise price in HK\$ per share 每股平均 行使價 (港元)	Options 購股權 '000 千份
At 1 January	於一月一日	-	-	1.17	1,000
Granted	已授出	4.9	26,536	-	-
Exercised	已行使	4.3	(10,000)	1.17	(1,000)
At 31 December	於十二月三十一日	5.3	16,536	-	-

As at 31 December 2005, all of the 16,536,000 outstanding share options were exercisable.

24 股本 (續)

購股權

本公司有一項僱員購股權計劃，據此，本公司可向僱員（包括本公司執行董事）授出購股權以認購本公司股份，惟按本公司購股權計劃，所有已授出但未行使的購股權予以行使時發行的股份總數，不得超過本公司不時已發行股份的30%。行使價將由本公司董事會釐定，其將不少於下列三者之最高者：(i)本公司股份於購股權授出日期之收市價；(ii)於緊接購股權授出日期前五個交易日本公司股份之平均收市價；及(iii)本公司股份面值（每股0.1港元）。本僱員購股權計劃於截至二零一二年之十年期間維持有效。

未行使購股權數目及其相關加權平均行使價之變動如下：

		2005 二零零五年		2004 二零零四年	
		Average exercise price in HK\$ per share 每股平均 行使價 (港元)	Options 購股權 '000 千份	Average exercise price in HK\$ per share 每股平均 行使價 (港元)	Options 購股權 '000 千份
At 1 January	於一月一日	-	-	1.17	1,000
Granted	已授出	4.9	26,536	-	-
Exercised	已行使	4.3	(10,000)	1.17	(1,000)
At 31 December	於十二月三十一日	5.3	16,536	-	-

於二零零五年十二月三十一日尚有16,536,000股可行使而未行使之購股權。



## 24 SHARE CAPITAL (Continued)

## Share options (Continued)

Share options outstanding have the following expiry date and exercise prices:

Expiry date 到期日	Exercise price HK\$ per share 每股行使價 (港元)	Share options 股股權	
		2005 二零零五年 '000 千股	2004 二零零四年 '000 千股
28 April 2010 二零一零年四月二十八日	4.3	10,000	—
10 August 2010 二零一零年八月十日	6.2	4,500	—
14 September 2010 二零一零年九月十四日	8.2	2,036	—
		<b>16,536</b>	—

Options exercised during the year ended 31 December 2005 resulted in 10,000,000 (2004: 1,000,000) shares being issued at HK\$4.3 (2004: HK\$1.17) each. The related weighted average share price at the time of exercise was HK\$10.7 (2004: HK\$1.9) per share. The related transaction costs amounting to approximately HK\$5,000 (2004: HK\$4,000) have been netted off with the proceeds received.

The fair value of options granted during the year ended 31 December 2005, determined using the Binomial Option Pricing Model, was approximately HK\$23,447,000, which was charged to the income statement as employment cost. The significant inputs into the model were share prices of HK\$4.3, HK\$6.2 and HK\$8.2, at the grant dates (different for each issue), exercise prices shown above, standard deviation of expected share price returns of 35%, contractual life of options of 5 years, sub-optimal early exercise factor of 1.25, 1.5 and 1.5 (different for each issue), expected rate of post vesting withdrawal of 5% per annum, expected dividend paid out rate of 3%, and annual risk-free interest rate of 3.16%, 3.87% or 3.81% (different for each issue). The volatility measured at the standard deviation of expected share price returns is based on statistical analysis of daily share prices over the last three years.

Subsequent to 31 December 2005, on 6 February 2006, 6,000,000 share options were exercised to subscribe for the Company's shares at HK\$4.3 each.

## 24 股本 (續)

## 購股權 (續)

尚未行使購股權之到期日及行使價如下：

於截至二零零五年十二月三十一日止年度獲行使之購股權導致 10,000,000 股股份 (二零零四年：1,000,000 股) 以每股港幣 4.3 元 (二零零四年：港幣 1.17 元) 之價格發行。行使當時之相關加權平均股價為每股港幣 10.7 元 (二零零四年：港幣 1.9 元)。有關交易成本約為港幣 5,000 元 (二零零四年：港幣 4,000 元)，已於所收取之款項中抵扣。

於截至二零零五年十二月三十一日止年度授出之購股權之公平值經二項式期權定價模式估算約為港幣 23,447,000 元，並已於損益表內作為僱員成本支出。投進該模型之主要數據為授出當日 (每項發行均不同) 之股份價格港幣 4.3 元、港幣 6.2 元及港幣 8.2 元、上文所示之行使價、預期股價回報標準差 35%、購股權估計期限五年、次佳提前行使因素 1.25、1.5 及 1.5 (每項發行均不同)、預期歸屬後提取年率 5%、預期股息派發率 3% 及無風險年利率 3.16%、3.87% 或 3.81% (每項發行均不同)。以預期股價回報標準差計量之波幅以過往三年之股份價格每日統計數字分析為基礎。

於二零零五年十二月三十一日後，於二零零六年二月六日有 6,000,000 份購股權獲行使以按每股港幣 4.3 元之價格認購本公司股份。

25 RESERVES

25 儲備

		Consolidated 綜合					
		Share premium	Investment property revaluation reserve	Statutory reserves	Cumulative currency translation differences	Retained earnings	Total
		投資物業 股份溢價	重估儲備	法定儲備	累計貨幣 匯兌差額	保留盈利	總計
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Balance at 1 January 2004	於二零零四年 一月一日之結餘	618,849	992,569	84,499	3,966	844,921	2,544,804
Transfer to reserves (i)	轉至儲備(i)	-	-	48,879	-	(48,879)	-
Currency translation differences	貨幣匯兌差額	-	-	-	(7)	-	(7)
Profit for the year	年度溢利	-	-	-	-	432,785	432,785
Transfer to income statement upon disposal	於出售時轉至損益表	-	(52,317)	-	-	-	(52,317)
Revaluation	重估						
- gross	- 總值	-	300,120	-	-	-	300,120
- tax	- 稅項	-	(92,874)	-	-	-	(92,874)
Dividend relating to 2003	屬於二零零三年之股息	-	-	-	-	(30,060)	(30,060)
Dividend relating to 2004	屬於二零零四年之股息	-	-	-	-	(30,090)	(30,090)
Issue of shares under employee share option scheme	根據僱員購股權計劃 發行股份	1,070	-	-	-	-	1,070
Share issue expenses	股份發行開支	(4)	-	-	-	-	(4)
Balance at 31 December 2004	於二零零四年十二月 三十一日之結餘	<u>619,915</u>	<u>1,147,498</u>	<u>133,378</u>	<u>3,959</u>	<u>1,168,677</u>	<u>3,073,427</u>
Representing -	代表 -						
2004 Final dividend proposed	擬派二零零四年 末期股息					60,180	
Others	其他					1,108,497	
						<u>1,168,677</u>	
Analysed by -	分析 -						
Company and subsidiaries	本公司及附屬公司					1,034,600	
Jointly controlled entity	共同控制實體					135,929	
Associate	聯營公司					(1,852)	
						<u>1,168,677</u>	

## 25 RESERVES (Continued)

## 25 儲備 (續)

		Consolidated 綜合					
		Share premium	Investment property revaluation reserve	Statutory reserves	Cumulative currency translation differences	Retained earnings	Total
		投資物業 股份溢價	重估儲備	法定儲備	匯兌差額	保留盈利	總計
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Balance at 1 January 2005	於二零零五年 一月一日之結餘	619,915	1,147,498	133,378	3,959	1,168,677	3,073,427
Reclassification of negative goodwill to retained earnings	將負商譽重新分類 至保留盈利	-	-	-	-	164,890	164,890
Reclassification of revaluation reserve to retained earnings	將重估儲備重新分類 至保留盈利	-	(1,147,498)	-	-	1,147,498	-
Balance at 1 January 2005 after opening adjustments	經作出期初調整後 於二零零五年 一月一日之結餘	619,915	-	133,378	3,959	2,481,065	3,238,317
Transfer to reserves (i)	轉至儲備 (i)	-	-	20,636	-	(20,636)	-
Currency translation differences	貨幣匯兌差額	-	-	-	62,133	-	62,133
Profit for the year	年度溢利	-	-	-	-	1,217,323	1,217,323
Dividend relating to 2004	屬於二零零四年之股息	-	-	-	-	(60,180)	(60,180)
Dividend relating to 2005	屬於二零零五年之股息	-	-	-	-	(117,351)	(117,351)
Employee share options scheme - value of services provided	僱員購股權計劃 - 僱員服務價值	23,447	-	-	-	-	23,447
Issue of shares - placements - employee share option scheme	發行股份 - 配股 - 僱員購股權計劃	957,865 42,000	-	-	-	-	957,865 42,000
Share issue expenses	股份發行開支	(21,206)	-	-	-	-	(21,206)
Balance at 31 December 2005	於二零零五年十二月 三十一日之結餘	1,622,021	-	154,014	66,092	3,500,221	5,342,348
Representing - 2005 Final dividend proposed	代表 - 擬派二零零五年 末期股息					295,143	
Others	其他					3,205,078	
						3,500,221	
Analysed by - Company and subsidiaries Jointly controlled entity Associate	分析 - 本公司及附屬公司 共同控制實體 聯營公司					3,174,591 327,438 (1,808)	
						3,500,221	

25 RESERVES (Continued)

25 儲備 (續)

		Share premium 股份溢價 HK\$'000 港幣千元	Company 本公司 Retained earnings 保留盈利 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
Balance at 1 January 2004	於二零零四年 一月一日之結餘	618,849	80,122	698,971
Profit for the year	年度溢利	–	93,436	93,436
Issue of shares under employee share option scheme	根據僱員購股權 計劃發行股份	1,070	–	1,070
Share issue expenses	股份發行開支	(4)	–	(4)
Payment of dividends	支付股息	–	(60,150)	(60,150)
		<hr/>	<hr/>	<hr/>
Balance at 31 December 2004	於二零零四年十二月 三十一日之結餘	<u>619,915</u>	<u>113,408</u>	<u>733,323</u>
Representing –	代表 –			
2004 Final dividend proposed	擬派二零零四年 末期股息		60,180	
Others	其他		53,228	
			<hr/>	
			113,408	
			<hr/>	
Balance at 1 January 2005	於二零零五年 一月一日之結餘	619,915	113,408	733,323
Profit for the year	年度溢利	–	387,827	387,827
Issue of shares	發行股份			
– placements	– 配股	957,865	–	957,865
– employee share option scheme	– 僱員購股權計劃	42,000	–	42,000
Share issue expenses	股份發行開支	(21,206)	–	(21,206)
Employee share option scheme	僱員購股權計劃			
– value of services provided	– 僱員服務價值	23,447	–	23,447
Payment of dividends	支付股息	–	(177,531)	(177,531)
		<hr/>	<hr/>	<hr/>
Balance at 31 December 2005	於二零零五年 十二月三十一日	<u>1,622,021</u>	<u>323,704</u>	<u>1,945,725</u>
Representing –	代表 –			
2005 Final dividend proposed	擬派二零零五年 末期股息		295,143	
Others	其他		28,561	
			<hr/>	
			323,704	
			<hr/>	

## 25 RESERVES (Continued)

Note:

- (i) As stipulated by regulations in Mainland China, the Company's subsidiaries established and operated in Mainland China are required to appropriate a portion of their after-tax profit (after offsetting prior year losses) to the statutory reserves and enterprise expansion fund, at rates determined by their respective boards of directors. The statutory reserves can be utilised to offset prior year losses or be utilised for the issuance of bonus shares, whilst the enterprise expansion fund can be utilised for the development of business operations. During the year ended 31 December 2005, the boards of directors of the Company's subsidiaries in Mainland China appropriate an aggregate amount of approximately HK\$20,636,000 (2004: HK\$48,879,000) to the statutory reserves and determined not to make any appropriation to the enterprise expansion fund.

## 25 儲備 (續)

附註：

- (i) 按照中國大陸法規訂明，本公司於中國大陸成立及經營之附屬公司須於其除稅後溢利（經抵銷過往年度虧損後）中撥出一部份至法定儲備基金及企業發展基金，比率乃由各自董事會釐定。法定儲備基金可用作抵銷過往年度虧損或用作發行紅股，而企業發展基金則可用作發展業務。於截至二零零五年十二月三十一日止年度，本公司之中國大陸附屬公司之董事會共撥款約港幣 20,636,000 元（二零零四年：港幣 48,879,000 元）至法定儲備基金及決定不會撥款至企業發展基金。

## 26 OTHER GAINS

## 26 其他收益

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Excess of acquirer's interest over cost of acquisition	收購人權益高於收購成本之款項	191,688	—
Fair value gains on investment properties	投資物業之公平值收益	14,232	—
Government grants (i)	政府補助(i)	56,074	113,222
Interest income from banks	銀行利息收入	17,382	4,484
		<b>279,376</b>	<b>117,706</b>

Note:

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

附註：

- (i) 此乃來自中國大陸政府機關之補助。

## 27 EXPENSES BY NATURE

Expenses included in cost of sales, selling and marketing costs and general and administrative expenses are analysed as follows:

## 27 按性質劃分之開支

開支包括銷售成本、銷售及市場推廣成本，以及一般及行政開支，分析如下：

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Advertising costs	廣告開支	175,130	135,497
Amortisation of goodwill (included in general and administrative expenses)	商譽攤銷 (計入一般及行政開支)	-	5,233
Amortisation of leasehold land and land use rights (Note 6)	租賃土地及土地使用權攤銷 (附註6)	15,721	4,849
Amortisation of issuance costs and premium of senior notes (Note 22)	優先票據之發行成本及溢價攤銷 (附註22)	1,685	-
Auditors' remuneration	核數師酬金	2,350	1,500
Depreciation of properties and equipment (Note 7)	物業及設備折舊 (附註7)	16,284	8,759
Direct operating expenses arising from investment properties that	以下類別投資物業產生之直接經營開支		
- generate rental income	一產生租金收入	1,342	3,902
- did not generate rental income	一並無產生租金收入	3,121	597
Employment cost (including directors' emoluments) (Note 28)	僱員成本 (包括董事酬金) (附註28)	187,528	143,626
Loss on sale of properties and equipment (Note 34)	銷售物業及設備虧損 (附註34)	7,047	255
Net exchange loss	匯兌虧損淨額	8,483	549
Operating lease rental in respect of premises	物業之經營租賃租金	9,296	5,114

## 28 EMPLOYMENT COST (INCLUDING DIRECTORS' EMOLUMENTS)

## 28 僱員成本（包括董事酬金）

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Salaries and allowances	薪金及津貼	89,838	89,893
Sales commission and bonus	銷售佣金及花紅	56,465	39,166
Share-based payments (Share options granted)	以股份為基礎之償付 (已授出之購股權)	23,447	-
Pension costs	退休金成本		
- Defined contribution plans	- 界定供款計劃	17,677	14,557
- Provision for long-service payment	- 長期服務金撥備	101	10
		<b>187,528</b>	<b>143,626</b>

## (a) Pensions – defined contribution plans

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

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

During the year ended 31 December 2005, the aggregate amount of the employer contributions made by the Group amounted to approximately HK\$17,677,000 (2004: HK\$14,557,000).

## (a) 退休金成本 — 界定供款計劃

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

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

截至二零零五年十二月三十一日止年度期間，本集團作出之僱主供款總額達約港幣17,677,000元（二零零四年：港幣14,557,000元）。



28 EMPLOYMENT COST (INCLUDING DIRECTORS' EMOLUMENTS) (Continued) 28 僱員成本（包括董事酬金）（續）

(b) Directors' emoluments

The remuneration of every director for the year ended 31 December 2005 is set out below:

(b) 董事酬金

截至二零零五年十二月三十一日止年度，各董事之酬金載列如下：

Name of Director 董事姓名		Fees 袍金 HK\$'000 港幣千元	Employer's	Share-based payments 股份形 式付款 HK\$'000 港幣千元	contribution	Total 總計 HK\$'000 港幣千元
			Salaries and allowance 薪金及 津貼 HK\$'000 港幣千元		to pension scheme 僱主對退 休金計劃 之供款 HK\$'000 港幣千元	
<b>Executive directors</b>	<b>執行董事</b>					
Mr. Au Wai Kin	歐偉建先生	–	240	–	12	252
Mr. Chen Chang Ying	陳長纓先生	–	1,185	–	–	1,185
Mr. Chu Mang Yee	朱孟依先生	–	–	–	–	–
Mr. Tam Lai Ling (i)	譚禮寧先生(i)	–	2,530	7,400	8	9,938
Mr. Wu Jiesi (i)	武捷思先生(i)	–	3,361	11,187	8	14,556
Mr. Xiang Bin	項斌先生	–	2,008	–	12	2,020
Ms. Xiao Yan Xia	蕭燕霞女士	–	970	–	37	1,007
		–	10,294	18,587	77	28,958
<b>Non-executive directors</b>	<b>非執行董事</b>					
Ms. Chen Xiaohong (i)	陳小紅女士(i)	–	–	–	–	–
Mr. Hu Yongmin (i)	胡勇敏先生(i)	–	–	–	–	–
Mr. Shafran Steven (i)	施盛勳先生(i)	–	–	4,860	–	4,860
		–	–	4,860	–	4,860
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>					
Mr. Lee Tsung Hei, David	李頌熹先生	100	–	–	–	100
Mr. Wong Shing Kay, Oliver	黃承基先生	100	–	–	–	100
Mr. Yuen Pak Yiu, Philip	阮北耀先生	100	–	–	–	100
		300	–	–	–	300

## 28 EMPLOYMENT COST (INCLUDING DIRECTORS' EMOLUMENTS) (Continued)

### (b) Directors' emoluments (Continued)

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

Name of Director 董事姓名	Fees 袍金 HK\$'000 港幣千元	Salaries and allowance 薪金及津貼 HK\$'000 港幣千元	Share-based payments 股份形式付款 HK\$'000 港幣千元	Employer's contribution to pension scheme 僱主對退休金計劃之供款 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
<b>Executive directors</b> 執行董事					
Mr. Au Wai Kin 歐偉建先生	–	240	–	12	252
Mr. Chen Chang Ying 陳長纓先生	–	884	–	–	884
Mr. Cheung Fong Wing (ii) 張芳榮先生(ii)	–	100	–	–	100
Mr. Chu Mang Yee 朱孟依先生	–	–	–	–	–
Mr. Xiang Bin 項斌先生	–	1,992	–	12	2,004
Ms. Xiao Yan Xia 蕭燕霞女士	–	1,144	–	12	1,156
	–	4,360	–	36	4,396
<b>Independent non-executive directors</b> 獨立非執行董事					
Mr. Lee Tsung Hei, David 李頌熹先生	70	–	–	–	70
Mr. Wong Shing Kay, Oliver 黃承基先生	70	–	–	–	70
Mr. Yuen Pak Yiu, Philip 阮北耀先生	70	–	–	–	70
	210	–	–	–	210

Notes:

(i) Mr. Tam Lai Ling was appointed on 29 April 2005, Mr. Wu Jiesi was appointed on 29 April 2005, Ms. Chen Xiaohong was appointed on 13 September 2005, Mr. Hu Yongmin was appointed on 28 November 2005, and Mr. Shafran Steven was appointed on 9 August 2005.

(ii) Mr. Cheung Fong Wing resigned on 24 May 2004.

During the year, Mr. Chu Mang Yee waived emoluments of HK\$240,000 (2004: HK\$240,000).

### (b) 董事酬金 (續)

截至二零零四年十二月三十一日止年度，各董事之酬金載列如下：

附註：

(i) 譚禮寧先生於二零零五年四月二十九日獲委任、武捷思先生於二零零五年四月二十九日獲委任、陳小紅女士於二零零五年九月十三日獲委任、胡勇敏先生於二零零五年十一月二十八日獲委任及施盛勳先生於二零零五年八月九日獲委任。

(ii) 張芳榮先生於二零零四年五月二十四日辭任。

年內，朱孟依先生放棄港幣 240,000 元之酬金（二零零四年：港幣 240,000 元）。

28 EMPLOYMENT COST (INCLUDING DIRECTORS' EMOLUMENTS) (Continued)

(c) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include five (2004: three) directors whose emoluments are reflected in the analysis presented above. The emoluments payable to the remaining two individuals during the year ended 31 December 2004 are as follows:

Salaries and allowances	薪金及津貼
-------------------------	-------

The emoluments fell within the following bands:

Emolument bands	酬金範圍
Nil to HK\$1,000,000	零至 1,000,000 港元

28 僱員成本（包括董事酬金）（續）

(c) 五名最高薪人士

本年度本集團五名最高薪人士包括五名（二零零四年：三名）董事，彼等之酬金已於上文所呈列之分析反映。截至二零零四年十二月三十一日止年度內，應付予其餘兩名人士之酬金如下：

2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
<b>N/A 不適用</b>	<u>1,686</u>

酬金介乎下列範圍：

Number of individuals 人士數目	
2005 二零零五年	2004 二零零四年
<b>N/A 不適用</b>	<u>2</u>

## 29 FINANCE COSTS

## 29 財務成本

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Interest expense:	利息開支：		
– on bank loans wholly repayable within five years	– 須於五年內悉數償還的銀行貸款	231,670	205,213
– on senior notes not wholly repayable within five years	– 不須於五年內悉數償還的優先票據	31,247	–
Total borrowing costs incurred	所涉及之總借貸成本	262,917	205,213
Less: Amount capitalised as part of the cost of properties under development	減：撥充作發展中物業之部份成本之款項	(202,951)	(191,838)
		<b>59,966</b>	<b>13,375</b>

The average interest rates of borrowing costs capitalised for the year ended 31 December 2005 was approximately 5.9% (2004: 5.7%) per annum.

於截至二零零五年十二月三十一日止年度，撥充資本的借貸成本的平均年利率約為 5.9%（二零零四年：5.7%）。

## 30 TAXATION

## (a) Hong Kong profits tax

Hong Kong profits tax has been provided at the rate of 17.5% (2004: 17.5%) on the estimated assessable profit for the year ended 31 December 2005.

## (b) Other income tax

The Company is exempted from taxation in Bermuda until March 2016. Subsidiaries in the British Virgin Islands are incorporated under the International Business Companies Acts of the British Virgin Islands and, accordingly, are exempted from British Virgin Islands income taxes.

Subsidiaries established and operated in Mainland China are subject to Mainland China enterprise income tax at the rate of 33% (2004: 33%) for the year ended 31 December 2005.

## 30 稅項

## (a) 香港利得稅

香港利得稅乃就截至二零零五年十二月三十一日之估計應課稅溢利按 17.5%（二零零四年：17.5%）的稅率撥備。

## (b) 其他所得稅

本公司獲豁免繳納百慕達稅項直至二零一六年三月。在英屬處女群島成立的附屬公司乃根據英屬處女群島國際商業公司法註冊成立，故此，獲豁免英屬處女群島所得稅。

截至二零零五年十二月三十一日止年度，本公司於中國大陸成立及經營的附屬公司按 33%（二零零四年：33%）之稅率繳交中國大陸企業所得稅。

30 TAXATION (Continued)

(c) Mainland China land appreciation tax

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

30 稅項 (續)

(c) 中國大陸土地增值稅

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

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Current tax	本期稅項		
Hong Kong profits tax	香港利得稅	17,426	18,087
Mainland China enterprise income tax	中國大陸企業所得稅	484,998	496,357
Mainland China land appreciation tax	中國大陸土地增值稅	36,518	394
		<u>538,942</u>	<u>514,838</u>
Transfer to/(from) deferred tax	轉至／（轉自）遞延稅項		
Hong Kong profits tax	香港利得稅	(7,650)	-
Mainland China enterprise income tax	中國大陸企業所得稅	(78,117)	(272,724)
Mainland China land appreciation tax	中國大陸土地增值稅	158,271	56,224
		<u>72,504</u>	<u>(216,500)</u>
		<u>611,446</u>	<u>298,338</u>

Share of jointly controlled entity's taxation for the year ended 31 December 2005 of approximately HK\$78,866,000 (2004: HK\$57,269,000) is included in the income statement as share of profits of and other gains relating to a jointly controlled entity.

截至二零零五年十二月三十一日止年度分佔共同控制實體稅項約為港幣 78,866,000 元（二零零四年：港幣 57,269,000 元），並已於損益表內列作分佔一間共同控制實體之溢利及其他收益。

## 30 TAXATION (Continued)

## (b) Mainland China land appreciation tax (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:

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Profit before tax	除稅前溢利	1,812,627	816,146
Less: Share of profit of and other gains relating to a jointly controlled entity	減：分佔一間共同控制實體溢利及其他收益	(191,509)	(57,732)
		<b>1,621,118</b>	<b>758,414</b>
Tax calculated at domestic tax rates applicable to profits in the respective jurisdictions	按於各司法權區之溢利適用國內稅率計算之稅項	514,020	265,624
Income not subject to tax	不用課稅收入	(68,297)	(15,920)
Expenses not deductible for tax	不可扣稅之支出	19,245	9,138
Land appreciation tax deductible for calculation of income tax purposes	可扣減作為計算所得稅用途之土地增值稅	(64,281)	(18,684)
Utilisation of previously unrecognised tax losses	動用過往未確認稅項虧損	(1,492)	(981)
Deferred tax asset not recognised	未入賬之遞延稅項資產	17,462	2,543
		<b>416,657</b>	<b>241,720</b>
Land appreciation tax	土地增值稅	194,789	56,618
		<b>611,446</b>	<b>298,338</b>

The weighted average applicable tax rate was 32% (2004: 35%). The decrease is caused by a change in the profitability of the Group's subsidiaries in the respective jurisdictions.

加權平均稅率為32%（二零零四年：35%）。下降乃由於本集團於相關司法權區之附屬公司之盈利變動所致。

## 31 PROFIT ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

The profit attributable to equity holders of the Company is dealt with in the financial statements of the Company to the extent of HK\$387,827,000 (2004: HK\$93,436,000).

## 30 稅項 (續)

## (b) 中國大陸土地增值稅 (續)

本集團之除稅前溢利與按照合併公司加權平均適用溢利稅率計算之理論金額有所差異，詳情如下：

## 31 本公司股權持有人應佔溢利

本公司股權持有人應佔溢利港幣387,827,000元（二零零四年：港幣93,436,000元）於本公司財務報表內反映。

### 32 EARNINGS PER SHARE

#### Basic

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

Profit attributable to equity holders of the Company	本公司股權持有人應佔溢利
Weighted average number of ordinary shares in issue ('000)	已發行普通股之加權平均數 (千股)
Basic earnings per share (HK\$ per share)	每股基本盈利 (每股港元)

#### Diluted

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The Company has 10,000,000 share options outstanding during the year ended 31 December 2005, which are dilutive potential ordinary shares. Calculation is done to determine the number of shares that could have been acquired at fair value (determined as the average daily market share price of the Company's shares) based on the monetary value of the subscription rights attached to the outstanding share options. The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the share options.

### 32 每股盈利

#### 基本

每股基本盈利乃根據本公司股權持有人應佔溢利除以年內已發行普通股之加權平均數得出。

2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
<b>1,217,323</b>	432,785
<b>1,075,707</b>	1,002,749
<b>1.13</b>	0.43

#### 攤薄

計算每股攤薄盈利時，已對已發行普通股之加權平均數作出調整，以假設所有具攤薄潛力之普通股獲悉數轉換。本公司於截至二零零五年十二月三十一日止年度有10,000,000股具攤薄潛力之尚未行使購股權。計算乃根據尚未行使購股權所附之認購權之貨幣值作出，用以釐訂原應以公平值（釐訂為本公司股份之每日平均股價）收購之股份之數目。上文所計算之股份數目乃與假設購股權獲行使而已發行之股份數目作比較。



### 32 EARNINGS PER SHARE (Continued) Diluted (Continued)

Profit attributable to equity holders of the Company	本公司股權持有人應佔溢利
Weighted average number of ordinary shares in issue ('000)	已發行普通股之加權平均數 (千股)
Adjustments for share options ('000)	購股權調整 (千份)
Weighted average number of ordinary shares for diluted earnings per share ('000)	計算每股攤薄盈利之普通股加權平均數 (千股)
Diluted earnings per share (HK\$ per share)	每股攤薄盈利 (每股港元)

### 32 每股盈利 (續) 攤薄 (續)

2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
<b>1,217,323</b>	432,785
<b>1,075,707</b>	1,002,749
<b>1,971</b>	97
<b>1,077,678</b>	1,002,846
<b>1.13</b>	0.43

### 33 DIVIDENDS

Interim dividend paid of HK\$0.0975 (2004: HK\$0.03) per ordinary share	已付中期股息每股普通股港幣 0.0975 元 (二零零四年: 港幣 0.03 元)
Proposed final dividend of HK\$0.242 (2004: HK\$0.06) per ordinary share	擬派末期股息每股普通股港幣 0.242 元 (二零零四年: 港幣 0.06 元)

The proposed final dividends had to be approved by shareholders at Annual General Meeting subsequent to year end. The financial statements as at 31 December 2005 have not reflected such dividend payable.

### 33 股息

2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
<b>117,351</b>	30,090
<b>295,143</b>	60,180
<b>412,494</b>	90,270

擬派末期股息須經股東於年結日後舉行之股東週年大會上批准。於二零零五年十二月三十一日之財務報表中並無反映該等應付股息。

34 CASH GENERATED FROM OPERATIONS

34 經營所得之現金

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Profit for the year	年度溢利	1,201,181	517,808
Adjustments for:	調整：		
– Income tax expense	– 所得稅開支	611,446	298,338
– Interest income	– 利息收入	(17,382)	(4,484)
– Finance costs	– 財務成本	59,966	13,375
– Share-based payments (Share options granted)	– 以股份為基礎之償付 (已授出之購股權)	23,447	–
– Share of profit of and other gains relating to a jointly controlled entity	– 分佔一間共同控制實體 溢利及其他收益	(191,509)	(57,732)
– Share of (profit)/loss of an associate	– 分佔一間聯營公司 (溢利) / 虧損	(44)	734
– Depreciation of properties and equipment	– 物業及設備折舊	16,284	8,759
– Loss on sale of properties and equipment (see below)	– 銷售物業及設備虧損 (見下文)	7,047	255
– Amortisation of leasehold land and land use rights	– 租賃土地及土地使用權攤銷	59,350	56,789
– Capitalisation of leasehold land and land use rights amortisation	– 租賃土地及土地使用權 攤銷資本化	(43,629)	(51,940)
– Fair value gains on investment properties	– 投資物業公平值收益	(14,232)	–
– Amortisation of issuance costs and premium of senior notes	– 發行成本攤銷及優先 票據溢價	1,685	–
– Amortisation of goodwill	– 商譽攤銷	–	5,233
– Excess of acquirer's interest over cost of acquisition	– 收購方權益高於收購 成本之部份	(191,688)	–
Changes in working capital (excluding the effects of acquisition and exchange differences on consolidation):	營運資金變動 (不包括收購 影響及綜合賬目之 匯兌差額)：		
– leasehold land and land use rights	– 租賃土地及土地使用權	(478,212)	(1,662,247)
– Properties for sale	– 可供出售之物業	(18,797)	583,174
– Accounts receivable	– 應收賬款	(8,675)	(37,374)
– Prepayments, deposits and other current assets	– 預付款項、按金及其他 流動資產	(29,412)	38,008
– Accounts payable	– 應付賬款	127,797	(791,457)
– Land cost payables	– 應付土地成本	(27,663)	898,028
– Deferred revenue	– 遞延收入	(605,845)	1,554,267
– Accruals and other payables	– 應計款項及其他應付款項	(89,807)	37,479
– Mainland China business tax payable	– 應付中國大陸營業稅	65,355	(31,657)
Cash generated from operations	經營所得之現金	<b>456,663</b>	<b>1,375,356</b>

## 34 CASH GENERATED FROM OPERATIONS

(Continued)

In the cash flow statement, proceeds from sale of properties and equipment comprise:

Net book amount	賬面淨值
Loss on sale of properties and equipment	銷售物業及設備虧損
Proceeds from sale of properties and equipment	銷售物業及設備所得款項

## 34 經營所得之現金 (續)

於現金流量表內，銷售物業及設備之所得款項包括：

2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
8,373	255
(7,047)	(255)
<b>1,326</b>	<b>—</b>

## 35 CONTINGENCIES

Contingent liabilities not provided for in the financial statements are as follows:

## 35 或然負債

並無於財務報表中作出撥備之或然負債如下：

	Consolidated 綜合		Company 公司		
	2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元	2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元	
Guarantees given to banks for mortgage facilities granted to certain buyers of the Group's properties	就購買本集團物業之買家提供按揭貸款而向銀行作出之擔保	4,023,544	3,270,473	—	—
Guarantees given to banks for bank borrowings of related companies	就關連公司之銀行貸款向銀行作出之擔保	—	80,189	—	—
Guarantees given to banks for bank borrowings of subsidiaries	就附屬公司之銀行貸款向銀行作出之擔保	—	—	1,423,071	627,427
		<b>4,023,544</b>	<b>3,350,662</b>	<b>1,423,071</b>	<b>627,427</b>

### 35 CONTINGENCIES (Continued)

The Group's share of contingent liabilities of the jointly controlled entity (Note 15), not included in the above, was as follows:

Guarantees given to banks for mortgage facilities granted to certain buyers of the jointly controlled entity's properties	就購買共同控制實體物業之買家提供按揭貸款而向銀行作出之擔保
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### 35 或然負債 (續)

並未包括於上文之本集團攤佔共同控制實體之或然負債 (附註 15) 如下:

Consolidated 綜合	
2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
<b>191,388</b>	159,687

### 36 COMMITMENTS

#### (a) Capital commitments

Capital expenditure at the balance sheet date but not yet incurred are as follows:

Authorised and contracted for	已授權及已訂約
– Acquisition of equity interests in Mainland China entities	– 收購中國大陸實體之股本權益
– Acquisition of further interest in a jointly controlled entity	– 進一步收購一間共同控制實體之權益
– Capital contribution to a jointly controlled entity	– 於一間共同控制實體之資本貢獻
– Property construction costs	– 物業建築成本
Authorised but not contracted for	已授權但未訂約
– Land costs	– 土地成本
– Property construction costs	– 物業建築成本

### 36 承擔

#### (a) 資本承擔

於結算日已訂約但尚未產生之資本開支如下:

Consolidated 綜合	
2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
<b>955,903</b>	–
<b>129,808</b>	468,775
<b>100,980</b>	162,360
<b>5,766,756</b>	3,638,794
<b>6,953,447</b>	4,269,929
<b>884,918</b>	1,087,019
<b>15,682,350</b>	18,376,026
<b>16,567,268</b>	19,463,045
<b>23,520,715</b>	23,732,974

## 36 COMMITMENTS (Continued)

## (a) Capital commitments (Continued)

The Group's share of capital commitments of a jointly controlled entity (Note 15), not included in the above, was as follows:

Authorised and contracted for	已授權及已訂約
– Land costs	– 土地成本
– Property construction costs	– 物業建築成本
Authorised but not contracted for	已授權但未訂約
– Land costs	– 土地成本
– Property construction costs	– 物業建築成本

The Company has no capital commitment as at 31 December 2005 (2004: Nil).

## 36 承擔 (續)

## (a) 資本承擔 (續)

並未包括於上表之本集團攤佔一間共同控制實體之資本承擔 (附註 15) 如下:

		Consolidated 綜合	
		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
		105,348	67,910
		231,271	184,136
		<b>336,619</b>	252,046
		90,520	50,912
		1,282,219	966,629
		<b>1,372,739</b>	1,017,541
		<b>1,709,358</b>	1,269,587

本公司於二零零五年十二月三十一日並無資本承擔 (二零零四年: 無)。

36 COMMITMENTS (Continued)

(b) Operating lease commitments

The Group has operating lease commitments in respect of premises under various non-cancellable operating lease agreements. The future aggregate minimum lease payments under non-cancellable operating lease are as follows:

Amounts payable	下列期內須付之款項
- Within one year	- 一年內
- Within two to five years	- 二至五年內

The Group leased out certain investment properties under operating leases. Refer to Note 8 for the Group's future rental income under non-cancellable operating leases.

The Company has no operating lease commitment as at 31 December 2005 (2004: Nil).

36 承擔 (續)

(b) 經營租賃承擔

本集團就多份有關租賃物業之不可註銷經營租賃協議而有經營租賃承擔。根據不可註銷租約於日後之最低應付租金如下：

Consolidated 綜合	
2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
8,152	4,971
26,795	3,431
<b>34,947</b>	<b>8,402</b>

本集團根據經營租賃租出若干投資物業。有關本集團根據不可註銷租約之未來租金收入，請參照附註8。

本公司於二零零五年十二月三十一日並無經營租賃承擔（二零零四年：無）。

## 37 BUSINESS COMBINATIONS

## (a) Acquisitions completed in 2005

In December 2005, the Group acquired the entire equity interest in Huizhou Yaxin Real Estate Co. Ltd., which holds the land use rights of a plot of land in Huizhou, Guangdong Province, Mainland China, at a consideration of approximately HK\$307,295,000.

Details of net assets acquired and the related goodwill are as follows:

		HK\$'000 港幣千元
Purchase consideration (i)	購買代價(i)	307,295
Less: Fair value of net assets acquired – shown as below	減：已收購資產淨值之 公平值 — 列示如下	<u>(237,971)</u>
Goodwill	商譽	<u>69,324</u>

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

		Fair value 公平值 HK\$'000 港幣千元	Acquiree's carrying amount 被收購方之 賬面值 HK\$'000 港幣千元
Land use rights and properties under development for sale	土地使用權及可供出售 之發展中物業	314,553	146,112
Prepayments, deposits and other current assets	預付款項、按金及其他 流動資產	218	218
Cash and cash equivalents	現金及現金等價物	12	12
Deferred tax liabilities	遞延稅項負債	<u>(76,812)</u>	<u>–</u>
Net assets acquired	已收購資產淨值	<u>237,971</u>	<u>146,342</u>
Cash inflow arised from cash and cash equivalents in a subsidiary acquired at the date of acquisition	於收購日期收購之附屬公司 之現金及現金等價物所 產生之流入現金		<u>12</u>

## 37 業務合併

## (a) 於二零零五年完成之收購

於二零零五年十二月，本集團以約港幣 307,295,000 元之代價收購惠州市亞新房地產有限公司全部股本權益，該公司持有一幅位於中國大陸廣東省惠州市土地之土地使用權。

已收購之資產淨值詳情及有關商譽如下：

收購所產生之資產及負債如下：

### 37 BUSINESS COMBINATIONS (Continued)

#### (a) Acquisitions completed in 2005 (Continued)

In July 2005, the Group acquired the entire equity interest in Sun Advance Investments Limited, which holds a 50% equity interest in Interwell Development Limited which in turn holds a 100% interest in Shanghai Mintai Real Estate Company Limited, at a consideration of US\$1. Shanghai Mintai Real Estate Company Limited owns the land use right of a plot of land for commercial purpose located in Pudong, Shanghai, Mainland China.

Details of net assets acquired and the excess of acquirer's interest over costs are as follows:

		HK\$'000 港幣千元
Purchase consideration	購買代價	—
Less: Fair value of net assets acquired – shown as below	減：已收購資產淨值之 公平值 — 列示如下	(191,688)
Excess of acquirer's interest over cost of acquisition	收購方權益高於收購 成本之部份	<u>(191,688)</u>

### 37 業務合併 (續)

#### (a) 於二零零五年完成之收購 (續)

於二零零五年七月，本集團以代價 1 美元收購日進投資有限公司之全部股本權益，該公司持有 Interwell Development Limited 之 50% 股本權益，從而持有上海民泰房地產有限公司之全部權益。上海民泰房地產有限公司持有一幅位於中國大陸上海浦東商業用途土地之土地使用權。

已收購資產淨值及收購方權益高於成本之部份的詳情如下：



## 37 BUSINESS COMBINATIONS (Continued)

## (a) Acquisitions completed in 2005 (Continued)

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

		Fair value	Acquiree's carrying amount
		公平值	被收購方之賬面值
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Properties and equipment	物業及設備	488	488
Land use rights and properties under development for sale	土地使用權及可供出售之發展中物業	764,150	250,868
Prepayments, deposits and other current assets	預付款項、按金及其他流動資產	312	312
Cash and cash equivalents	現金及現金等價物	994	994
Accounts payable	應付賬款	(1,170)	(1,170)
Accruals and other payables	應計款項及其他應付款項	(74,378)	(74,383)
Long-term bank loan	長期銀行貸款	(235,849)	(235,849)
Deferred tax liabilities	遞延稅項負債	(71,101)	-
Net assets	資產淨值	383,446	(58,740)
Minority interest	少數股東權益	(191,758)	
Net assets acquired	已收購資產淨值	191,688	
Cash inflow arising from cash and cash equivalents in a subsidiary acquired at the date of acquisition	於收購日期收購之附屬公司之現金及現金等價物所產生之流入現金		994

In December 2005, the Group acquired the entire equity interest in Beijing Zhujiang Century Property Management Limited, a company engaging in property management, at RMB1,000,000 from a minority shareholder of certain subsidiaries of the Company and a subsidiary of this minority shareholder.

## 37 業務合併 (續)

## (a) 於二零零五年完成之收購 (續)

收購所產生之資產及負債如下：

於二零零五年十二月，本集團以人民幣 1,000,000 元從本公司若干附屬公司之一名少數股東及該少數股東之一間附屬公司收購北京珠江世紀物業管理有限公司之全部股本權益，其為一間從事物業管理之公司。

## 37 BUSINESS COMBINATIONS (Continued)

## (a) Acquisitions completed in 2005 (Continued)

Details of net liabilities acquired and the related goodwill are as follows:

		HK\$'000 港幣千元
Purchase consideration	購買代價	952
Less: Fair value of net liabilities acquired – shown as below	減：已收購負債淨額之 公平值 — 列示如下	21,762
Goodwill	商譽	<u>22,714</u>

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

收購所產生之資產及負債如下：

		<b>Fair value and acquiree's carrying amount</b> 公平值及被收購方 之賬面值 HK\$'000 港幣千元
Properties and equipment	物業及設備	841
Prepayments, deposits and other current assets	預付款項、按金及 其他流動資產	18,785
Amount due from related companies	應收關連公司款項	23,261
Cash and cash equivalents	現金及現金等價物	3,126
Accruals and other payables	應計款項及其他應付款項	(67,476)
Current tax liabilities	流動稅項負債	<u>(299)</u>
Net liabilities acquired	已收購負債淨額	<u>(21,762)</u>
Purchase consideration (i)	購買代價(i)	(952)
Cash and cash equivalents in subsidiaries acquired	已收購附屬公司之現金及 現金等價物	<u>3,126</u>
Cash inflow on acquisition	於收購時之現金流入	<u>2,174</u>

Note:

附註：

(i) As at 31 December 2005, such consideration was not settled and was included in accruals and other payables.

(i) 於二零零五年十二月三十一日，該代價已償付及已納入應計款項及其他應付款項。

## 37 BUSINESS COMBINATIONS (Continued)

## (b) Acquisitions not yet completed as at 31 December 2005

On 23 December 2005, the Group entered into a contract to acquire the 100% equity interest in Karworld Holdings Limited, a company with a development project in Haizhu, Guanzhou, Mainland China, for a consideration of approximately HK\$185,000,000 (equivalent to approximately RMB192,400,000). As at 31 December 2005, the acquisition has not been completed.

On 28 December 2005, the Group entered into a contract to acquire the 51% equity interest in Shanghai Ze Yu Properties Limited, a company with a development project in Shanghai, Mainland China, for a consideration of approximately HK\$57,365,000 (equivalent to approximately RMB59,660,000). As at 31 December 2005, the acquisition has not been completed.

On 30 December 2005, the Group entered into a contract to establish a company to develop a site located in Heping, Tianjin, Mainland China. The Group is committed to contribute a total of approximately HK\$359,543,000 (equivalent to approximately RMB373,925,000) to obtain the 90% equity interest in the new company.

## 37 業務合併 (續)

## (b) 於二零零五年十二月三十一日尚未完成之收購

於二零零五年十二月二十三日，本集團訂立一項合約收購嘉和集團有限公司（於中國內地廣州海珠區擁有物業發展項目之公司）之 100% 股本權益，代價約為港幣 185,000,000 元（約相當於人民幣 192,400,000 元）。於二零零五年十二月三十一日，收購事項仍未完成。

於二零零五年十二月二十八日，本集團訂立一項合約收購上海澤宇置業有限公司（於中國內地上海擁有物業發展項目之公司）51% 股本權益，代價約為港幣 57,365,000 元（約相當於人民幣 59,660,000 元）。於二零零五年十二月三十一日，收購事項仍未完成。

於二零零五年十二月三十日，本集團訂立一項合約成立一間公司，以發展一個位於中國內地天津和平之地盤。本集團承諾出資約港幣 359,543,000 元（約相當於人民幣 373,925,000 元），以取得新公司之 90% 股本權益。

### 38 RELATED-PARTY TRANSACTIONS

The Company is controlled by Mr. Chu Mang Yee, who owns approximately 52.5% to 63.6% (2004: 63.6%) of the Company's shares during the year ended 31 December 2005. Temasek Holdings (Private) Limited and Tiger Global Performance, L.C.C. each holds 8.3% of the Company's shares. The remaining shares are widely held.

(a) The following significant transactions were carried out with related parties:

#### Sales of goods and services

Property design services to a jointly controlled entity	提供予共同控制實體之物業設計服務
Rental services to a related company (i)	提供予關連公司之租賃服務(i)
Consultancy services to related companies	提供予關連公司之顧問服務

#### Purchases of goods and services

Property construction services from related companies (i)	關連公司提供之物業建築服務(i)
Property design services from related companies (i)	關連公司提供之物業設計服務(i)
Communication network installation services from a related company (i)	關連公司提供之通訊網絡安裝服務(i)
Decoration services from a related company (i)	關連公司提供之裝飾服務(i)
Office rental services from related companies (i)	關連公司提供之辦公室租賃服務(i)
Property management services from related companies (i)	關連公司提供之物業管理服務(i)

### 38 關連人士交易

本公司由朱孟依先生控制，其於截至二零零五年十二月三十一日止年度內擁有約52.5%至63.6%（二零零四年：63.6%）本公司股份。Temasek Holdings (Private) Limited及Tiger Global Performance, L.C.C.各持有本公司股份8.3%。餘下股份由其他人士廣泛持有。

(a) 下列為與關連人士進行之重要交易：

#### 銷售貨品及服務

2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
-	12,000
2,625	2,661
4,828	-
<b>7,453</b>	<b>14,661</b>

#### 購買貨品及服務

2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
3,092,000	2,090,000
13,574	15,248
15,235	5,227
6,124	1,464
5,648	4,434
4,159	5,023
<b>3,136,740</b>	<b>2,121,396</b>

## 38 RELATED-PARTY TRANSACTIONS (Continued)

- (a) The following significant transactions were carried out with related parties: (Continued)

In December 2005, the Group acquired the entire equity interest in Beijing Zhujiang Century Property Management Limited, a company engaging in property management, at RMB1,000,000 from a minority shareholder of certain subsidiaries of the Company and a subsidiary of this minority shareholder (see Note 39).

In June 2005, the Group completed the acquisition of further interests in a jointly controlled entity from minority shareholders of certain subsidiaries of the Company (see Note 15).

Note:

- (i) These related companies are minority shareholders of certain subsidiaries of the Company and subsidiaries of these minority shareholders.

## 38 關連人士交易 (續)

- (a) 下列為與關連人士進行之重要交易：(續)

於二零零五年十二月，本集團以人民幣 1,000,000 元向本公司若干附屬公司的一名少數股東及該少數股東的附屬公司收購北京珠江世紀物業管理有限公司（一間從事物業管理的公司）之全部股本權益（見附註 39）。

於二零零五年六月，本集團完成向本公司若干附屬公司的少數股東收購於一間共同控制實體之進一步權益（見附註 15）。

附註：

- (i) 該等關連公司為本公司若干附屬公司的少數股東及該等少數股東的附屬公司。

38 RELATED-PARTY TRANSACTIONS (Continued)

(b) Amounts due from/to related parties were as follows:

38 關連人士交易 (續)

(b) 應收/付關連人士款項如下：

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Due from related companies	應收關連公司		
Amount due from minority shareholders of certain subsidiaries of the Company and subsidiaries of these minority shareholders	應收本公司若干附屬公司的少數股東及該等少數股東的附屬公司之款項	<b>2,285</b>	2,170
Due to an associate	應付聯營公司	<b>5,146</b>	1,192
Due to directors	應付董事		
Mr Chu Mang Yee	朱孟依先生	<b>13,227</b>	15,003
Mr Au Wai Kin	歐偉建先生	<b>664</b>	664
		<b>13,891</b>	15,667
Less: Non-current portion	減：非短期部分		
Mr Chu Mang Yee	朱孟依先生	-	(10,000)
		<b>13,891</b>	5,667
Due to related companies	應付關連公司		
Amount due to minority shareholders of certain subsidiaries of the Company and subsidiaries of these minority shareholders	應付本公司若干附屬公司的少數股東及該等少數股東的附屬公司之款項		
- purchase consideration	- 購買代價	<b>144,284</b>	304,993
- advances	- 墊款	<b>122,078</b>	174,256
Amount due to a related company, which is beneficially owned by a director of the Company	應付關連公司款項，該公司由本公司一名董事實益擁有	-	569
		<b>266,362</b>	479,818
Due to a jointly controlled entity	應付共同控制實體	<b>148,117</b>	391,006
Due to a holding company	應付一間控股公司款項	<b>18,997</b>	59,000
Less: Non-current portion	減：非短期部分	-	(59,000)
		<b>18,997</b>	-

## 38 RELATED-PARTY TRANSACTIONS (Continued)

## (b) Amounts due from/to related parties were as follows: (Continued)

As at 31 December 2005, the Group had accounts payable of approximately HK\$449,404,000 (2004: HK\$123,344,000) due to subsidiaries of minority shareholders of certain subsidiaries of the Company in respect of property construction fees.

As at 31 December 2005, all outstanding balances with related companies, directors, an associate, a jointly controlled entity and the holding company were unsecured, non-interest bearing and without pre-determined repayment terms, except that amount due to a director of nil (2004: HK\$10,000,000) and amount due to the holding company of nil (2004: HK\$59,000,000) were not repayable within one year. Amount due to minority shareholders of certain subsidiaries of the Company and subsidiaries of these minority shareholders approximately HK\$144,284,000 (2004: HK\$304,993,000) were payable within the next twelve months.

## (c) Pledges and guarantees provided to banks for related parties were as follows:

As at 31 December 2005, approximately HK\$233,442,000 (2004: HK\$263,969,000) of the Group's investment properties, approximately nil (2004: HK\$6,938,000) of the Group's properties under development for long-term investment, and approximately HK\$150,945,000 (2004: HK\$58,113,000) of the Group's land use rights were pledged as collateral for bank loans borrowed by a jointly controlled entity.

As at 31 December 2005, the Group provided guarantees to banks for loans borrowed by subsidiaries of minority shareholders of certain subsidiaries of the Company of approximately nil (2004: HK\$80,189,000).

## 38 關連人士交易 (續)

## (b) 應收／付關連人士款項如下：(續)

於二零零五年十二月三十一日，本集團應付本公司若干附屬公司少數股東之附屬公司之物業建築費約港幣 449,404,000 元（二零零四年：港幣 123,344,000 元）。

於二零零五年十二月三十一日，與關連公司、董事、一間聯營公司、一間共同控制實體及控股公司之全部結餘均無抵押、免息及並無預定還款期，惟應付一名董事款項零港元（二零零四年：港幣 10,000,000 元）及應付控股公司款項零港元（二零零四年：港幣 59,000,000 元）毋須於一年內償還。應付本公司若干附屬公司之少數股東及該等少數股東之附屬公司之款項約港幣 144,284,000 元（二零零四年：港幣 304,993,000 元），須於未來十二個月償付。

## (c) 為關連人士向銀行作出之抵押及擔保如下：

於二零零五年十二月三十一日，已抵押約港幣 233,442,000 元（二零零四年：港幣 263,969,000 元）之本集團投資物業、並無（二零零四年：港幣 6,938,000 元）本集團持作長期投資之發展中物業及約港幣 150,945,000 元（二零零四年：港幣 58,113,000 元）之本集團土地使用權，作為一間共同控制實體所借的銀行貸款之抵押品。

於二零零五年十二月三十一日，本集團就本公司若干附屬公司之少數股東之附屬公司所借貸款向銀行提供零港元（二零零四年：港幣 80,189,000 元）擔保。

38 RELATED-PARTY TRANSACTIONS (Continued)

(d) Key management compensation:

Salaries and allowances	薪金及津貼
Share-based payments (Share options granted)	以股份為基礎之償付 (已授出之購股權)
Pension costs	退休金成本

38 關連人士交易 (續)

(d) 主要管理層報酬：

2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
10,594	4,570
23,447	—
77	36
<b>34,118</b>	<b>4,606</b>

39 DETAILS OF PRINCIPAL SUBSIDIARIES

The following is a list of the principal subsidiaries at 31 December 2005:

39 主要附屬公司詳情

以下為於二零零五年十二月三十一日之主要附屬公司名單：

Name of company 公司名稱	Place of incorporation and operations 註冊成立及營運地點	Issued and fully paid capital 已發行及繳足股本	Percentage of equity interest attributable to the Group 本集團應佔股權百分比		Principal activities 主要業務
			Directly 直接	Indirectly 間接	
Hopson Development International Limited 合生創展國際有限公司	British Virgin Islands 英屬處女群島	US\$2,000 2,000 美元	100%	—	Investment holding 投資控股
Archibald Properties Limited 愛寶置業有限公司	British Virgin Islands 英屬處女群島	US\$2 2 美元	—	100%	Investment holding 投資控股
@ Beijing Hopson Beifang Real Estate Development Limited 北京合生北方房地產開發有限公司	Mainland China 中國大陸	US\$12,000,000 12,000,000 美元	—	100%	Property development 物業發展
@ Beijing Hopson Lu Zhou Real Estate Development Limited 北京合生綠洲房地產開發有限公司	Mainland China 中國大陸	Rmb298,210,000 298,210,000 元	—	100%	Property development 物業發展
@ Beijing Hopson YuJing Real Estate Development Limited 北京合生愉景房地產開發有限公司	Mainland China 中國大陸	US\$12,000,000 12,000,000 美元	—	100%	Property development 物業發展



## 39 DETAILS OF PRINCIPAL SUBSIDIARIES (Continued) 39 主要附屬公司詳情 (續)

Name of company 公司名稱	Place of incorporation and operations 註冊成立及 營運地點	Issued and fully paid capital 已發行及 繳足股本	Percentage of equity interest attributable to the Group 本集團應佔 股權百分比		Principal activities 主要業務
			Directly 直接	Indirectly 間接	
@ Beijing Zhujiang Century Property Management Limited 北京珠江世紀物業管理 有限公司	Mainland China 中國大陸	Rmb1,000,000 人民幣 1,000,000 元	–	100%	Property management 物業管理
Chia Lung Group Company Limited 佳龍集團有限公司	Samoa 薩摩亞國	US\$6,500,000 6,500,000 美元	–	100%	Investment holding 投資控股
Dynawell Investment Limited 頤和投資有限公司	Hong Kong 香港	HK\$10,000 港幣 10,000 元	–	50% (ii)	Investment holding 投資控股
Ever New Properties Limited 恒新置業有限公司	Hong Kong 香港	HK\$2 ordinary HK\$3 non-voting deferred shares (i) 港幣 2 元普通股 港幣 3 元無投票權 遞延股份(i)	–	100% 100%	Investment holding and property investment 投資控股及物業投資
@ Guangdong Esteem Property Services Limited 廣東康景物業服務有限公司	Mainland China 中國大陸	HK\$5,000,000 港幣 5,000,000 元	–	100%	Property management 物業管理
@ Guangdong Hopson Dijing Real Estate Co. Ltd. 廣東合生帝景房地產 有限公司	Mainland China 中國大陸	US\$25,000,000 25,000,000 美元	–	100%	Property development 物業發展
@ Guangdong Hopson Lejing Real Estate Co. Ltd 廣東合生樂景房地產 有限公司	Mainland China 中國大陸	Rmb83,000,000 人民幣 83,000,000 元	–	100%	Property development 物業發展
† Guangdong Hopson Minghui Real Estate Limited 廣東合生明暉房地產 有限公司	Mainland China 中國大陸	Rmb41,532,852 人民幣 41,532,852 元	–	90%	Property development 物業發展

39 DETAILS OF PRINCIPAL SUBSIDIARIES (Continued) 39 主要附屬公司詳情 (續)

Name of company 公司名稱	Place of incorporation and operations 註冊成立及營運地點	Issued and fully paid capital 已發行及繳足股本	Percentage of equity interest attributable to the Group 本集團應佔股權百分比		Principal activities 主要業務
			Directly 直接	Indirectly 間接	
@ Guangdong Hopson Yuehua Real Estate Limited 廣東合生越華房地產有限公司	Mainland China 中國大陸	Rmb41,500,000 人民幣 41,500,000 元	-	100%	Property development 物業發展
@ Guangdong Huajingxincheng Real Estate Limited 廣東華景新城房地產有限公司	Mainland China 中國大陸	Rmb93,500,018 人民幣 93,500,018 元	-	100%	Property development 物業發展
† Guangdong Huanan New City Real Estate Limited 廣東華南新城房地產有限公司	Mainland China 中國大陸	Rmb464,898,684 人民幣 464,898,684 元	-	99%	Property development 物業發展
† Guangdong Huanan Real Estate Limited 廣東華南房地產有限公司	Mainland China 中國大陸	Rmb48,046,856 人民幣 48,046,856 元	-	70%	Property development 物業發展
† Guangdong Jinan Real Estate Limited 廣東暨南房地產有限公司	Mainland China 中國大陸	Rmb65,084,340 人民幣 65,084,340 元	-	90%	Property development 物業發展
@ Guangdong New Tai An Real Estate Limited 廣東新泰安房地產有限公司	Mainland China 中國大陸	Rmb19,100,000 人民幣 19,100,000 元	-	100%	Property development 物業發展
† Guangzhou Hopson Cuijing Real Estate Limited 廣州合生翠景房地產有限公司	Mainland China 中國大陸	Rmb53,550,000 人民幣 53,550,000 元	-	97%	Property development 物業發展
∅ Guangzhou Esteem Property Agency Limited 廣州市康景物業代理有限公司	Mainland China 中國大陸	Rmb1,010,000 人民幣 1,010,000 元	-	100%	Property agency 物業代理

## 39 DETAILS OF PRINCIPAL SUBSIDIARIES (Continued)

## 39 主要附屬公司詳情 (續)

Name of company 公司名稱	Place of incorporation and operations 註冊成立及營運地點	Issued and fully paid capital 已發行及繳足股本	Percentage of equity interest attributable to the Group 本集團應佔股權百分比		Principal activities 主要業務
			Directly 直接	Indirectly 間接	
† Guangzhou Hopson Dongyu Real Estate Limited 廣州合生東宇房地產有限公司	Mainland China 中國大陸	Rmb42,500,000 人民幣 42,500,000 元	–	100%	Property development 物業發展
† Guangzhou Hopson Junjing Real Estate Limited 廣州合生駿景房地產有限公司	Mainland China 中國大陸	Rmb221,670,000 人民幣 221,670,000 元	–	95%	Property development 物業發展
† Guangzhou Hopson Keji Garden Real Estate Limited 廣州合生科技園房地產有限公司	Mainland China 中國大陸	Rmb133,340,000 人民幣 133,340,000 元	–	95%	Property development 物業發展
† Guangzhou Hopson Qinghui Real Estate Limited 廣州合生清暉房地產有限公司	Mainland China 中國大陸	Rmb42,287,624 人民幣 42,287,624 元	–	100%	Property development 物業發展
∅ Guangzhou Hopson Qingyuan Water Supply Limited 廣州合生清源淨水有限公司	Mainland China 中國大陸	Rmb3,000,000 人民幣 3,000,000 元	–	100%	Water supply 供水
† Guangzhou Hopson Yihui Real Estate Limited 廣州合生怡暉房地產有限公司	Mainland China 中國大陸	Rmb131,420,019 人民幣 131,420,019 元	–	100%	Property development 物業發展
∅ Guangzhou Hopson Xingjing Business Services Limited 廣州合生星景商務有限公司	Mainland China 中國大陸	Rmb500,000 人民幣 500,000 元	–	100%	Provision of clubhouse and residential services 提供會所及住宅服務
† Guangzhou Hopson Yijing Real Estate Limited 廣州合生逸景房地產有限公司	Mainland China 中國大陸	Rmb82,073,720 人民幣 82,073,720 元	–	99.5%	Property development 物業發展

39 DETAILS OF PRINCIPAL SUBSIDIARIES (Continued) 39 主要附屬公司詳情 (續)

Name of company 公司名稱	Place of incorporation and operations 註冊成立及營運地點	Issued and fully paid capital 已發行及繳足股本	Percentage of equity interest attributable to the Group 本集團應佔股權百分比		Principal activities 主要業務
			Directly 直接	Indirectly 間接	
† Guangzhou Hopson Yujing Real Estate Limited 廣州合生愉景房地產有限公司	Mainland China 中國大陸	Rmb46,750,000 人民幣 46,750,000 元	–	70%	Property development 物業發展
∅ Guangzhou Yijing Arts and Culture Company Limited 廣州藝景文化藝術發展有限公司	Mainland China 中國大陸	Rmb11,200,000 人民幣 11,200,000 元	–	100%	Investment holding 投資控股
@ Guangzhou Yiming Real Estate Development Company Limited 廣州頤明房地產開發有限公司	Mainland China 中國大陸	Rmb43,800,000 人民幣 43,800,000 元	–	50% (ii)	Property development 物業發展
Hopeson Holdings Limited 合生集團有限公司	Hong Kong 香港	HK\$2 ordinary HK\$10,000 non-voting deferred shares (i) 港幣 2 元普通股 港幣 10,000 元 無投票權 遞延股份 (i)	–	100%	Investment holding 投資控股
Hopson Development (Consultants) Limited 合生創展(顧問)有限公司	British Virgin Islands 英屬處女群島	US\$2 2 美元	–	100%	Provision of property design and advisory services 提供物業設計及顧問服務
Hopson Development (Properties) Limited 合生創展(置業)有限公司	Hong Kong 香港	HK\$10,000 港幣 10,000 元	–	100%	Property investment 物業投資
@ Hopson (Guangzhou) Industries Limited 合生(廣州)實業有限公司	Mainland China 中國大陸	US\$4,830,000 4,830,000 美元	–	100%	Property development 物業投資
Hopson Properties (China) Limited 合生中國房地產有限公司	British Virgin Islands 英屬處女群島	US\$1 1 美元	–	100%	Investment holding 投資控股

## 39 DETAILS OF PRINCIPAL SUBSIDIARIES (Continued) 39 主要附屬公司詳情 (續)

Name of company 公司名稱	Place of incorporation and operations 註冊成立及營運地點	Issued and fully paid capital 已發行及繳足股本	Percentage of equity interest attributable to the Group 本集團應佔股權百分比		Principal activities 主要業務
			Directly 直接	Indirectly 間接	
@ Huizhou Yaxin Real Estate Company Limited 惠州市亞新房地產有限公司	Mainland China 中國大陸	Rmb1,000,000 人民幣 1,000,000 元	-	100%	Property development 物業發展
Interwell Developments Limited	British Virgin Islands 英屬處女群島	US\$100 100 美元	-	50% (ii)	Investment holding 投資控股
Nambour Properties Limited 南博置業有限公司	British Virgin Islands 英屬處女群島	US\$2 2 美元	-	100%	Investment holding 投資控股
Outward Expanse Investments Limited 廣大投資有限公司	British Virgin Islands 英屬處女群島	US\$2 2 美元	-	100%	Investment holding 投資控股
Δ Plaza Royale Water Palace Convention Hotel Tianjin Co. Limited 天津帝景溫泉酒店有限公司	Mainland China 中國大陸	Rmb72,000,000 人民幣 72,000,000 元	-	70%	Hotel operation 酒店經營
Pomeroy Properties Limited 邦萊置業有限公司	British Virgin Islands 英屬處女群島	US\$2 2 美元	-	100%	Investment holding 投資控股
Prestige Dragon Development Limited 譽龍發展有限公司	Hong Kong 香港	HK\$10,000 港幣 10,000 元	-	100%	Investment holding 投資控股
@ Shanghai Hopson Property Development Company Limited 上海合生房地產開發有限公司	Mainland China 中國大陸	US\$15,000,000 15,000,000 美元	-	100%	Property development 物業發展
@ Shanghai Lung Meng Company Limited 上海龍盟有限公司	Mainland China 中國大陸	US\$10,000,000 10,000,000 美元	-	100%	Property development 物業發展
@ Shanghai Mintai Real Estate Company Limited 上海民泰房地產有限公司	Mainland China 中國大陸	US\$30,100,000 30,100,000 美元	-	50% (ii)	Property development 物業發展

39 DETAILS OF PRINCIPAL SUBSIDIARIES (Continued) 39 主要附屬公司詳情 (續)

Name of company 公司名稱	Place of incorporation and operations 註冊成立及營運地點	Issued and fully paid capital 已發行及繳足股本	Percentage of equity interest attributable to the Group 本集團應佔股權百分比		Principal activities 主要業務
			Directly 直接	Indirectly 間接	
Solawide Properties Limited 崇偉置業有限公司	British Virgin Islands 英屬處女群島	US\$2 2 美元	-	100%	Investment holding 投資控股
Sun Yick Properties Limited 新益置業有限公司	British Virgin Islands 英屬處女群島	US\$2 2 美元	-	100%	Investment holding 投資控股
Sun Advance Investments Limited 日進投資有限公司	British Virgin Islands 英屬處女群島	US\$1 1 美元	-	100%	Investment holding 投資控股
† Tianjin Hopson Zhujiang Real Estate Development Limited 天津合生珠江房地產開發有限公司	Mainland China 中國大陸	Rmb72,000,000 人民幣 72,000,000 元	-	70%	Property development 物業發展
∅ Value-Added Guangzhou Limited 廣州市加益有限公司	Mainland China 中國大陸	Rmb8,000,000 人民幣 8,000,000 元	-	70%	Property development 物業發展

@ These are wholly owned foreign enterprises established in Mainland China.

† These are cooperative joint ventures established in Mainland China.

Δ These are equity joint ventures established in Mainland China.

∅ These are domestic enterprises established in Mainland China.

Notes:

(i) The non-voting deferred shares have no voting rights, are not entitled to any dividend, and are not entitled to distributions upon winding up unless a sum of HK\$100,000,000,000,000 has been distributed to the holders of the ordinary shares and thereafter one-half of the assets is distributable to holders of the non-voting deferred shares.

@ 該等為於中國大陸成立之全資擁有外資企業。

† 該等為於中國大陸成立之合作合營企業。

Δ 該等為於中國大陸成立之合資合營企業。

∅ 該等為於中國大陸成立之內資企業。

附註：

(i) 無投票權遞延股份並無投票權，無權收取任何股息及無權於清盤時享有分派，除非港幣 100,000,000,000,000 元已分派予普通股持有人，則其後資產之一半可分派予無投票權遞延股份持有人。

**39 DETAILS OF PRINCIPAL SUBSIDIARIES (Continued)**

Notes: (Continued)

- (ii) These are subsidiaries because the Group has the power to govern the financial and operating policies of these companies, notwithstanding that the Group's equity interests in these companies are not more than 50%.

**40 EVENTS AFTER THE BALANCE SHEET DATE****(a) Acquisitions of subsidiaries**

- (i) On 5 January 2006, the Group completed the acquisition of the 100% equity interest in Guangzhou Xin Chang Jiang Development Limited ("Xin Chang Jiang") for a consideration of approximately HK\$351,076,000 (equivalent to approximately RMB365,120,000). Xin Chang Jiang owned the land use right of a site located in Huadu, Guangzhou with a GFA of approximately 273,467 square meters.
- (ii) On 13 January 2006, the Group completed the acquisition of the 72.14% equity interest in Shanghai San Xiang Real Estate Development Limited ("San Xiang"). San Xiang owned the land use right of a site located in Qingpu, Shanghai with a GFA of approximately 118,639 square meters. The Group expected to complete the acquisition of the remaining equity interest of 27.86% within 2006. Total consideration for the entire interest in San Xiang was approximately HK\$229,019,000 (equivalent to approximately RMB238,180,000).
- (iii) On 20 January 2006, the Group completed the acquisition of the 100% equity interest in Shanghai Long Jia Properties Limited ("Long Jia") for a consideration of approximately HK\$183,365,000 (equivalent to approximately RMB190,700,000). Long Jia possessed the right to develop a land site located in Sheshan, Shanghai with a GFA of approximately 110,238 square meters.

**(b) Equity transaction**

In February 2006, the Company issued 6,000,000 ordinary shares for a total consideration of HK\$25,800,000, upon exercise of share options granted to directors.

**39 主要附屬公司詳情 (續)**

附註：(續)

- (ii) 儘管本集團於該等公司之股本權益並不過50%，該等公司為附屬公司乃由於本集團有權規管該等公司之財務及經營政策。

**40 結算日後事項****(a) 收購附屬公司**

- (i) 於二零零六年一月五日，本集團完成收購廣州新長江建設開發有限公司（「新長江」）100%股本權益，代價約為港幣351,076,000元（約相當於人民幣365,120,000元）。新長江擁有一幅位於廣州花都建築面積約273,467平方米之地盤之土地使用權。
- (ii) 於二零零六年一月十三日，本集團完成收購上海三象房產發展有限公司（「三象」）72.14%股本權益。三象擁有一幅位於上海青浦建築面積約118,639平方米之地盤之土地使用權。本集團預期將可於二零零六年內完成收購餘下之27.86%股本權益。三象全部權益之總代價約為港幣229,019,000元（約相當於人民幣238,180,000元）。
- (iii) 於二零零六年一月，本集團完成收購上海龍嘉置業有限公司（「龍嘉」）100%股本權益，代價約為港幣183,365,000元（約相當於人民幣190,700,000元）。龍嘉擁有一幅位於上海佘山建築面積約110,238平方米之地塊之發展權。

**(b) 股本交易**

於二零零六年二月，本公司已授予董事之購股權獲行使後，以總代價港幣25,800,000元發行6,000,000股普通股。