

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31st December, 2005 截至二零零五年十二月三十一日止年度

1. GENERAL

The Company is a public limited company incorporated in Hong Kong and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The address of its registered office and principal place of business is 22nd Floor, AIA Plaza, 18 Hysan Avenue, Causeway Bay, Hong Kong.

The principal activities of the Company and its subsidiaries (the “Group”) during the year were investment holding, property development and investment, and securities trading.

2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange and by the Hong Kong Companies Ordinance.

3. APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS

In the current year, the Group has applied, for the first time, a number of new Hong Kong Financial Reporting Standards (“HKFRS(s)”), Hong Kong Accounting Standards (“HKAS(s)”) and Interpretations (hereinafter collectively referred to as “new HKFRSs”) issued by the HKICPA that are effective for accounting periods beginning on or after 1st January, 2005. The application of the new HKFRSs has resulted in a change in the presentation of the consolidated income statement, the consolidated balance sheet and the consolidated statement of recognised income and expense. In particular, the presentation of minority interests and share of taxation of an associate has been changed. The changes in presentation have been applied retrospectively. The adoption of the new HKFRSs has resulted in changes to the Group’s accounting policies in the following areas that have an effect on how the results for the current or prior accounting years are prepared and presented as below, while the adoption of the new HKFRS has no material impacts on the interest in an associate.

1. 一般資料

本公司為一間於香港註冊成立之公眾有限公司，其股份於香港聯合交易所有限公司（「聯交所」）上市。本公司之註冊辦事處及主要營業地點之地址為香港銅鑼灣希慎道18號友邦中心22樓。

本公司及其附屬公司（「本集團」）於本年度內之主要業務為投資控股、物業發展及投資和證券買賣。

2. 編製財務報表基準

綜合財務報表乃按照香港會計師公會頒佈之《香港財務報告準則》編製。此外，綜合財務報表乃根據聯交所《證券上市規則》及《香港公司條例》中適用之披露規定而編製。

3. 應用香港財務報告準則

於本年度，本集團首次採用多項由香港會計師公會頒佈之新訂《香港財務報告準則》、《香港會計準則》及詮釋（以下統稱「新香港財務報告準則」）。該等準則於二零零五年一月一日或以後開始之會計期間生效。採用新香港財務報告準則導致綜合利潤表、綜合資產負債表及綜合收支確認表之呈列方式有所變動，特別是少數股東權益及應佔聯營公司稅項之呈列方式已經轉變。呈列方式之變動已追溯應用。採用新香港財務報告準則導致本集團以下的會計政策出現變動，並影響本年度或過往會計年度之業績編製及呈列方式，惟採用新香港財務報告準則對於聯營公司的權益並沒有重大影響。

3. APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS (continued)

Investment Property

In the current year, the Group has, for the first time, applied HKAS 40 “Investment Property”. The Group has elected to use the cost model to account for its investment property, under which investment property is carried at cost less accumulated depreciation and accumulated impairment losses (if any). In the previous periods, freehold land held for a currently undetermined future use was included in properties under development under non-current assets. Under HKAS 40, such freehold land is classified as investment property. According to the relevant transitional provisions in HKAS 40, the Group has applied HKAS 40 retrospectively. Comparative figures have been restated to reclassify an amount of HK\$28,563,000 from properties under development to investment property. No depreciation has been provided in respect of freehold land.

Financial Instruments

In the current year, the Group has applied HKAS 32 “Financial Instruments: Disclosure and Presentation” and HKAS 39 “Financial Instruments: Recognition and Measurement”. HKAS 32 requires retrospective application. The application of HKAS 32 has had no material effect on the presentation of financial instruments in the financial statements of the Group. HKAS 39, which is effective for annual periods beginning on or after 1st January, 2005, generally does not permit to recognise, derecognise or measure financial assets and liabilities on a retrospective basis. The Group has applied the relevant transitional provisions in HKAS 39 with respect to classification and measurement of financial assets and financial liabilities that are within the scope of HKAS 39.

3. 應用香港財務報告準則 (續)

投資物業

於本年度，本集團首次應用《香港會計準則》第40條「投資物業」。本集團已選擇運用成本模式將其投資物業入賬，即投資物業乃按成本減累計折舊及累計減值虧損(倘有)列賬。於過往期間，所持有但現時尚未確定未來用途之永久業權土地乃計入非流動資產項目下之發展中物業。按照《香港會計準則》第40條，該等永久業權土地應分類為投資物業。根據《香港會計準則》第40條之相關過渡性條文，本集團已追溯應用《香港會計準則》第40條，比較數字已予以重列，並將一項價值為28,563,000港元之款額由發展中物業重新分類為投資物業。而以永久業權持有之土地並不作出折舊撥備。

金融工具

於本年度，本集團採用《香港會計準則》第32條「金融工具：披露及呈列」及《香港會計準則》第39條「金融工具：確認及計量」。《香港會計準則》第32條規定追溯應用。採用《香港會計準則》第32條對本集團財務報表之金融工具呈列方式並無重大影響。於二零零五年一月一日或以後開始之會計期間生效之《香港會計準則》第39條，一般不允許對財務資產及負債進行追溯性的確認、不予確認或計量。本集團已就符合《香港會計準則》第39條所界定之財務資產及財務負債之分類和計量，採用《香港會計準則》第39條之相關過渡性條文。

3. APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS (continued)

Financial Instruments (continued)

Up to 31st December, 2004, the Group classified and measured its equity securities in accordance with the benchmark treatment of Statement of Standard Accounting Practice 24 (“SSAP 24”). Under SSAP 24, investments in debt or equity securities are classified as “investment securities”, “other investments” or “held-to-maturity investments” as appropriate. “Investment securities” are carried at cost less impairment losses (if any) while “other investments” are measured at fair value, with unrealised gains or losses included in the income statement. “Held-to-maturity investments” are carried at amortised cost less impairment losses (if any). From 1st January, 2005 onwards, the Group classifies and measures its debt and equity securities in accordance with HKAS 39. Under HKAS 39, financial assets are classified as “financial assets at fair value through profit or loss”, “available-for-sale financial assets”, “loans and receivables”, or “held-to-maturity financial assets”. The classification depends on the purpose for which the assets are acquired. “Financial assets at fair value through profit or loss” and “available-for-sale financial assets” are carried at fair value, with changes in fair values recognised in the income statement and equity respectively. “Loans and receivables” and “held-to-maturity financial assets” are measured at amortised cost using the effective interest method.

On 1st January, 2005, the Group classified and measured its equity securities in accordance with the requirements of HKAS 39. Other investments classified under non-current assets with carrying amount of HK\$258,390,000 were classified to available-for-sale investments on 1st January, 2005.

3. 應用香港財務報告準則 (續)

金融工具 (續)

直至二零零四年十二月三十一日止，本集團根據《會計實務準則》第24條之基準處理方式對其股本證券作出分類及計量。根據《會計實務準則》第24條，債務證券或股本證券投資乃列作「投資證券」、「其他投資」或「持有至到期日之投資」，以適合者為準。「投資證券」乃按成本減減值虧損(如有)計量，而「其他投資」乃按公平值計量，其未變現收益或虧損計入利潤表。「持有至到期日之投資」乃按攤銷成本減減值虧損(如有)列賬。由二零零五年一月一日起，本集團根據《香港會計準則》第39條對其債務證券及股本證券進行分類及計量。根據《香港會計準則》第39條，財務資產乃列作「按公平值計入損益之財務資產」、「可供出售財務資產」、「貸款及應收賬款」或「持有至到期日之財務資產」。分類乃視乎所收購之資產之目的而定。「按公平值計入損益之財務資產」及「可供出售財務資產」乃按公平值列賬，並分別於利潤表及權益中確認公平值之變動。「貸款及應收賬款」及「持有至到期日之財務資產」是採用實際利率法以攤銷成本計量。

於二零零五年一月一日，本集團根據《香港會計準則》第39條之規定，對其股本證券進行分類及計量。於二零零五年一月一日，原分類為非流動資產及賬面值為258,390,000港元之其他投資已重新分類至可供出售投資。

3. APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS (continued)

The Group has not early applied the following new standards, interpretations and amendments that have been issued but are not yet effective. The Group is in the process of assessing the impact of these new standards, amendments and interpretations in the period of initial application. The Group is not yet in a position to determine whether the adoption of these new HKFRSs would have a significant impact on the results of its operations and its financial position.

HKAS 1 (Amendment)	Capital Disclosures ¹	《香港會計準則》 第1條 (修訂)	資本披露 ¹
HKAS 19 (Amendment)	Actuarial Gains and Losses, Group Plans and Disclosures ²	《香港會計準則》 第19條 (修訂)	精算損益、集團計劃及 披露 ²
HKAS 21 (Amendment)	Net Investment in a Foreign Operation ²	《香港會計準則》 第21條 (修訂)	境外業務投資淨額 ²
HKAS 39 (Amendment)	Cash Flow Hedge Accounting of Forecast Intragroup Transactions ²	《香港會計準則》 第39條 (修訂)	預測集團內部交易之 現金流量對沖會計處 理法 ²
HKAS 39 (Amendment)	The Fair Value Option ²	《香港會計準則》 第39條 (修訂)	公平價值計算之選擇權 ²
HKAS 39 & HKFRS 4 (Amendments)	Financial Guarantee Contracts ²	《香港會計準則》 第39條及 《香港財務報告準則》 第4條 (修訂)	財務擔保合約 ²
HKFRS 6	Exploration for and Evaluation of Mineral Resources ²	《香港財務報告準則》 第6條	礦物資源之勘探及評估 ²
HKFRS 7	Financial instruments: Disclosures ¹	《香港財務報告準則》 第7條	金融工具：披露 ¹
HK(IFRIC)-Int 4	Determining whether an Arrangement Contains a Lease ²	香港 (國際財務匯報 準則詮釋委員會) — 詮釋第4條	釐定安排是否包括租賃 ²

3. 應用香港財務報告準則 (續)

本集團並無提早採用以下已頒佈但未生效之新準則、詮釋及修訂。本集團現正評估該等新標準、修訂及詮釋於初次應用期間之影響。本集團尚未能釐定採用此等新香港財務報告準則是否會對本集團的營運業績及財務狀況造成重大影響。

3. APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS (continued)

HK(IFRIC)-Int 5	Rights to Interests Arising from Decommissioning, Restoration and Environmental Rehabilitation Funds ²
HK(IFRIC)-Int 6	Liabilities arising from Participating in a Specific Market-Waste Electrical and Electronic Equipment ³
HK(IFRIC)-Int 7	Applying the Restatement Approach under HKAS 29 Financial Reporting in Hyperinflationary Economies ⁴

1 Effective for annual periods beginning on or after 1st January, 2007

2 Effective for annual periods beginning on or after 1st January, 2006

3 Effective for annual periods beginning on or after 1st December, 2005

4 Effective for annual periods beginning on or after 1st March, 2006

4. SUMMARY OF THE EFFECTS OF THE CHANGES IN ACCOUNTING POLICIES

An analysis of decrease in profit for the year is presented according to its nature:

Decrease in unrealised holding gain on other investments	持有其他投資之未變現收益的減少
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3. 應用香港財務報告準則 (續)

香港(國際財務匯報準則詮釋委員會) – 詮釋第5條	終止運作、復原及環境修復基金所產生權益之權利 ²
香港(國際財務匯報準則詮釋委員會) – 詮釋第6條	參與特定市場 – 廢料、電力及電子設備所產生之負債 ³
香港(國際財務匯報準則詮釋委員會) – 詮釋第7條	根據《香港會計準則》第29條惡性通貨膨脹經濟中之財務報告採用重述法 ⁴

1 適用於二零零七年一月一日或以後開始之年度期間

2 適用於二零零六年一月一日或以後開始之年度期間

3 適用於二零零五年十二月一日或以後開始之年度期間

4 適用於二零零六年三月一日或以後開始之年度期間

4. 會計政策變動之影響概要

按性質分析本年度溢利減少：

	2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Decrease in unrealised holding gain on other investments	72,573	–

4. SUMMARY OF THE EFFECTS OF THE CHANGES IN ACCOUNTING POLICIES

(continued)

The cumulative effects of the application of the new HKFRSs as at 31st December, 2004 and 1st January, 2005 are summarised below:

	As at 31st December 2004 Originally stated 於二零零四年 十二月 三十一日 原本呈列 HK\$'000 千港元	Adjustments	As at 31st December 2004 Restated 於二零零四年 十二月 三十一日 重列 HK\$'000 千港元	Adjustments	As at 1st January 2005 Restated 於二零零五年 一月一日 重列 HK\$'000 千港元
Balance sheet items	資產負債表項目				
Impact of HKAS 17 & HKAS 40:	《香港會計準則》 第17條及 第40條之影響				
Properties under development	139,277	(28,563)	110,714	-	110,714
Investment property	-	28,563	28,563	-	28,563
Impact of HKAS 39:	《香港會計準則》 第39條之影響:				
Other investments, listed	258,390	-	258,390	(258,390)	-
Available-for-sale investments	-	-	-	258,390	258,390
Total effects on assets and liabilities	397,667	-	397,667	-	397,667

The new and revised HKFRSs have had no material impact on the Group's equity on 1st January, 2004 and on the Group's results for the year ended 2004.

4. 會計政策變動之影響概要 (續)

採用新香港財務報告準則於二零零四年十二月三十一日及於二零零五年一月一日之累計影響概述如下：

新訂及經修訂之香港財務報告準則對本集團於二零零四年一月一日之權益以及本集團二零零四年度之業績並無重大影響。

5. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared on the historical cost convention, except for certain financial instruments which are measured at fair value, as explained in the accounting policies set out below.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries.

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

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

All significant inter-group transactions, balances, income and expenses are eliminated on consolidation.

Goodwill

Goodwill arising on acquisitions prior to 1st January, 2005

Goodwill arising on an acquisition of a subsidiary or an associate for which the agreement date is before 1st January, 2005 represents the excess of the cost of acquisition over the Group's interest in the fair value of the identifiable assets and liabilities of the relevant subsidiary or associate at the date of acquisition.

Goodwill arising on acquisitions prior to 1st January, 2001 was held in reserves, and had been charged to the income statement at the time when a cash-generating unit to which the goodwill related was impaired.

5. 主要會計政策概要

如下列會計政策所述，本綜合財務報表乃按照歷史成本記賬法編製，惟若干金融工具按公平值計算則除外。

綜合基礎

綜合財務報表包括本公司及其附屬公司之財務報表。

於年內收購或出售之附屬公司之業績由收購生效當日起計入綜合利潤表或計至出售生效當日為止（如適用）。

倘有需要，本集團會對附屬公司之財務報表作出調整，使其會計政策與本集團其他成員公司所用者保持一致。

本集團內公司之間所有重要交易、結餘收入及開支均於綜合計算時撇銷。

商譽

於二零零五年一月一日前因收購而產生之商譽

因收購附屬公司或聯營公司產生的商譽（收購之協議日期為二零零五年一月一日前），乃指收購成本於收購日期超出本集團應佔有關附屬公司或聯營公司之可識別資產及負債的公平值。

在二零零一年一月一日前因收購產生的商譽列在儲備中，當與商譽有關之現金產生單位出現減值虧損時在利潤表中扣除。

5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Goodwill (continued)

Goodwill arising on acquisitions on or after 1st January, 2005

Goodwill arising on an acquisition of a subsidiary or an associate for which the agreement date is on or after 1st January, 2005 represents the excess of the cost of acquisition over the Group's interest in the fair value of the identifiable assets, liabilities and contingent liabilities of the relevant subsidiary or associate at the date of acquisition. Such goodwill is carried at cost less any accumulated impairment losses.

For the purposes of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the acquisition. A cash-generating unit to which goodwill has been allocated is tested for impairment annually, and whenever there is an indication that the unit may be impaired. For goodwill arising on an acquisition in a financial year, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that financial year. When the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated to reduce the carrying amount of any goodwill allocated to the unit first, and then to the other assets of the unit pro rata on the basis of the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in the income statement. An impairment loss for goodwill is not reversed in subsequent periods.

On subsequent disposal of a subsidiary or an associate, the attributable amount of goodwill capitalised is included in the determination of the amount of profit or loss on disposal.

5. 主要會計政策概要 (續)

商譽 (續)

於二零零五年一月一日或之後因收購而產生之商譽

因收購附屬公司或聯營公司產生的商譽(收購之協議日期為二零零五年一月一日或之後),乃指收購成本在收購日期超出本集團應佔有關附屬公司或聯營公司之可識別資產、負債及或然負債的公平值之差額。有關商譽乃按成本減累計減值虧損列賬。

就減值測試而言,因收購產生之商譽會分配至預期自收購所產生協同效益之有關現金產生單位或多個現金產生單位。已獲分配商譽之現金產生單位會每年進行減值測試,或於有跡象顯示該單位可能出現減值時進行減值測試。就因收購產生商譽之財政年度而言,已獲分配商譽之現金產生單位會於該財政年度結束前進行減值測試。倘現金產生單位之可收回數額少於其賬面值,則減值虧損會先用作減低任何分配至該單位之商譽之賬面值,其後則按該單位內各項資產賬面值之比例分配至該單位之其他資產。商譽減值虧損乃直接於利潤表內確認,商譽減值虧損不會於往後期間撥回。

於往後出售之附屬公司或聯營公司,其資本化商譽之應佔金額會在出售時計入,以釐定出售時之損益金額。

5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Investments in subsidiaries

Investments in subsidiaries are included in the Company's balance sheet at cost less any identified impairment loss.

Interests in associates

The results and assets and liabilities of associates are incorporated in these financial statements using the equity method of accounting. Under the equity method, investments in associates are carried in the consolidated balance sheet at cost as adjusted for post-acquisition changes in the Group's share of the profit or loss and of changes in equity of the associate, less any identified impairment loss. When the Group's share of losses of an associate equals or exceeds its interest in that associate, the Group discontinues recognising its share of further losses. An additional share of losses is provided for and a liability is recognised only to the extent that the Group has incurred legal or constructive obligations or made payment on behalf of that associate. When a group entity transacts with an associate of the Group, profits and losses are eliminated to the extent of the Group's interest in the relevant associate.

Financial instruments

Financial assets and financial liabilities are recognised on the balance sheet when a group entity becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the income statement.

5. 主要會計政策概要 (續)

於附屬公司之投資

於附屬公司之投資按成本減任何已確定減值虧損列入本公司資產負債表。

於聯營公司之權益

聯營公司之業績及資產與負債以權益會計法計入此等財務報表內。根據權益法，於聯營公司之投資乃按成本，並就本集團於收購後分佔溢利或虧損之變動及聯營公司權益之變動作出調整，再減任何已識別之減值虧損計入綜合資產負債表。當本集團所佔聯營公司虧損等於或超出於該聯營公司權益時，本集團將終止確認其所佔之進一步虧損。惟倘本集團須向聯營公司承擔法律或推定義務，或須代其支付款項，則須就額外虧損撥備或確認負債。當集團實體與本集團聯營公司進行交易時，溢利及虧損會以本集團於相關聯營公司之權益為限予以撇銷。

金融工具

財務資產及財務負債乃當集團實體成為工具合約條文之訂約方時，在資產負債表中確認。財務資產及財務負債初步按公平值計算。因收購或發行財務資產及財務負債而直接產生之交易成本(不包括按公平值計入損益之財務資產及財務負債)，於初次確認時按適用情況加入或扣減自該項財務資產或財務負債之公平值。因收購按公平值計入損益之財務資產或負債而直接產生之交易成本即時於利潤表中確認。

5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial instruments (continued)

Financial Assets

The Group's financial assets are classified into one of the three categories, including financial assets at fair value through profit or loss, loans and receivables and available-for-sale financial assets.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss have two subcategories, including held-for-trading investment and those designated at fair value through profit or loss on initial recognition. The Group classified certain investments as held-for-trading investments. At each balance sheet date subsequent to initial recognition, the financial assets at fair value through profit or loss are measured at fair value, with changes in fair value recognised directly in the income statement in the period in which they arise.

Loans and receivables

The Group's financial assets are classified as loans and receivables. Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. At each balance sheet date subsequent to initial recognition, loans and receivables are carried at amortised cost using the effective interest method, less any identified impairment losses. An impairment loss is recognised in the income statement when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate. Impairment losses are reversed in subsequent periods when an increase in the asset's recoverable amount can be related objectively to an event occurring after the impairment was recognised, subject to a restriction that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

5. 主要會計政策概要 (續)

金融工具 (續)

財務資產

本集團之財務資產可分為三種類別，包括「按公平值計入損益之財務資產」、「貸款及應收款項」及「可供出售財務資產」。

按公平值計入損益之財務資產

按公平值計入損益之財務資產可分為兩類，包括「待售投資」及「於初次確認時按公平值計入損益之財務資產」。本集團將其投資分類為「待售投資」。於首次確認後之各個結算日，「按公平值計入損益之財務資產」乃按公平值計量。而公平值之變動在彼等產生之期間內即時直接在利潤表中確認。

貸款及應收款項

本集團之財務資產分類為「貸款及應收款項」。「貸款及應收款項」為附帶固定或可釐定付款之非衍生性質財務資產，且並無在活躍市場計算報價。於初次確認後各個結算日，「貸款及應收款項」採用實際利息法，以其攤銷成本計量，減任何已識別減值虧損列賬。倘能客觀地證明資產出現減值，則減值虧損會於利潤表確認，並按資產賬面值與按原實際利率折讓之估計日後現金流量之現值之差額計算。當資產之可收回金額增加能客觀地確實與已確認減值後所發生之事件有關時，則減值虧損會於隨後期間撥回，惟該資產於撥回減值之日之賬面值不得超出未確認減值時之已攤銷成本。

5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial instruments (continued)

Financial Assets (continued)

Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated or not classified as any of the other categories (set out above). At each balance sheet date subsequent to initial recognition, available-for-sale financial assets are measured at fair value. Changes in fair value are recognised in equity, until the financial asset is disposed of or is determined to be impaired, at which time, the cumulative gain or loss previously recognised in equity is removed from equity and recognised in the income statement. Any impairment losses on available-for-sale financial assets are recognised in the income statement. Impairment losses on available-for-sale equity investments will not reverse in subsequent periods. For available-for-sale debt investments, impairment losses are subsequently reversed if an increase in the fair value of the investment can be objectively related to an event occurring after the recognition of the impairment loss.

Financial liabilities and equity instruments

Financial liabilities and equity instruments issued by a group entity are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received net of direct issue costs.

The Group's financial liabilities are generally classified into financial liabilities at fair value through profit or loss and other financial liabilities. Financial liabilities including trade and other payables are subsequently measured at amortised cost, using the effective interest rate method.

5. 主要會計政策概要 (續)

金融工具 (續)

財務資產 (續)

可供出售財務資產

「可供出售財務資產」為非衍生項目，其須指定為「可供出售財務資產」或未歸類為其他類別(載於上文)。於首次確認後各結算日，「可供出售財務資產」按公平值計算。公平值之變動於權益確認，直至該財務資產被出售或被釐定有所減值，屆時過往於權益確認之累計收入或虧損會自權益剔除，並於利潤表中確認。「可供出售財務資產」之任何減值虧損於利潤表中確認。可供出售之股本投資之減值虧損將不會於以後期間撥回。就可供出售債項投資而言，倘該投資之公平值之增加能客觀地確實與已確認減值虧損後所發生之事件有關時，則減值虧損會於隨後期間撥回。

財務負債及股本工具

由集團實體發行之財務負債及股本工具按所訂立之合約安排性質，以及財務負債及股本工具之定義而分類。

股本工具為證明集團資產剩餘權益(經扣除其所有負債)之任何合約。由本公司發行之股本工具按收取之款項扣除直接發行成本入賬。

本集團之財務負債一般分類為「按公平值計入損益之財務負債」及「其他負債」。財務負債包括應付貿易賬款及其他應付賬款，是採用實際利率法以攤銷成本計量。

5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial instruments (continued)

Derecognition

Financial assets are derecognised when the rights to receive cash flows from the assets expire or, the financial assets are transferred and the Group has transferred substantially all the risks and rewards of ownership of the financial assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and the cumulative gain or loss that had been recognised directly in equity is recognised in the income statement.

For financial liabilities, they are removed from the Group's balance sheet when the obligation specified in the relevant contract is discharged, cancelled or expired. The difference between the carrying amount of the financial liability derecognised and the consideration received or receivable is recognised in the income statement.

Impairment losses (other than goodwill)

At each balance sheet date, the Group reviews the carrying amounts of its assets to determine whether there is any indication that those assets have suffered an impairment loss. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately.

5. 主要會計政策概要 (續)

金融工具 (續)

取消確認

若從資產收取現金之權利已屆滿，或財務資產已轉讓及本集團已將其財務資產擁有權之絕大部份風險及回報轉移，則財務資產將被取消確認。於取消確認財務資產時，資產賬面值與已收及已直接於權益確認之累計損益之總和之差額，將於利潤表中確認。

至於財務負債，當有關合約訂明之特定責任獲解除、取消或屆滿時，則於本集團之資產負債表中剔除。取消確認之財務負債賬面值與已收或應收代價之差額乃於利潤表中確認。

減值虧損 (商譽除外)

於各結算日，本集團審核其資產之賬面值以確定該等資產是否出現減值虧損跡象。若估計某項資產之可收回金額低於其賬面值時，則該項資產之賬面值將調低至其可收回金額。減值虧損將即時確認為開支。

若隨後撥回減值虧損，則該項資產之賬面值將增至調整後之估計可收回金額，惟此增加之賬面值不得超過以往年度確認減值虧損前已釐定之賬面值。減值虧損撥回將即時確認為收入。

5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Investment properties

On initial recognition, investment properties are measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are stated at cost less subsequent accumulated depreciation and any accumulated impairment losses. Depreciation is charged so as to write off the cost of investment properties using the straight-line method. No depreciation is provided in respect of freehold land.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use or no future economic benefits is expected from its disposals. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement in the year in which the item is derecognised.

Property, plant and equipment

Property, plant and equipment are stated at cost less subsequent accumulated depreciation and accumulated impairment loss.

Buildings on freehold land are depreciated over 40 years by equal annual installments.

Depreciation is provided to write off the cost of items of property, plant and equipment over their estimated useful lives and after taking into account their estimated residual value, using the straight-line method, at the following rates per annum:

Furniture and equipment	10% to 20%
Motor vehicle	18%

The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognised in the income statement.

5. 主要會計政策概要 (續)

投資物業

於初次確認時，投資物業以成本（包括任何直接應佔費用）計算。於初次確認後，投資物業乃按成本減之後的累計折舊及任何累計減值虧損列賬。折舊是用直線法計提撥備以撇銷成本。而以永久業權持有之土地並不作折舊撥備。

投資物業於出售或永久不再使用或預期不能從出售中獲取經濟利益時，該投資物業會被取消確認。在取消確認資產時所產生之任何盈虧（根據資產出售所得款項淨額與賬面值之差額計算）會在該項目被取消確認之年度內計入利潤表中。

物業、廠房及設備

物業、廠房及設備乃以成本值減隨後累計折舊及累計減值虧損列賬。

以永久業權持有之土地之樓宇的折舊乃以四十年每年分期平均計算。

物業、廠房及設備之折舊乃按其預計可使用年期及考慮其預計之殘值，用下列的年率以直線法撇銷其成本金額計算。年率如下：

傢俬及設備	10%至20%
汽車	18%

出售或退棄資產產生之收益或虧損按該資產於銷售時所得款項與其賬面值之差額而釐定，並在利潤表中確認。

5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Properties held for sale

Properties held for sale are stated at the lower of cost or estimated net realisable value. Net realisable value is determined by reference to professional valuations or directors' estimates based on prevailing market conditions.

Properties under development

Properties developed for sale are stated at the lower of cost or estimated net realisable value.

Properties under development which are intended for sale or expected to be completed in its operating cycle are classified as current assets.

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable.

When properties are developed for sale, income is recognised only when the sale agreement is unconditional or when the relevant building occupation permit is issued by the relevant building authorities, whichever is the later. Payments received from purchasers prior to this stage are recorded as pre-sale deposits under current liabilities.

Interest income represents gross interest income from bank deposits and is recognised on a time apportionment basis using the effective interest method.

Dividend income from investments is recognised when the Group's right to receive payment is established.

Revenue from sales of held-for-trading investments is recognised when the sales contract has become unconditional.

5. 主要會計政策概要 (續)

待售物業

待售物業以成本值及估計可變現淨值兩者中之較低者列賬。可變現淨值參照專業估值或董事局根據現行市況所作之估計而釐定。

發展中物業

發展中物業乃以成本或估計可變現淨值之較低者列賬。

擬作銷售用途或預期於經營周期內落成之發展中物業被列為流動資產。

收入之確認

收入是按已收或應收的代價之公平值計算。

待售物業之收入須在買賣協議成為無條件或有關的建築事務監管機構發出有關樓宇入伙紙後(以較後者為準)始能確認入賬。此階段前買家所支付之款項概列於流動負債項下作為預售訂金。

利息收入是指銀行存款之總利息收入，是以實際利率法按時間比例確認。

來自被投資公司之股息收入在本集團獲得收取之權利時入賬。

出售待售投資的收益於銷售合約變成無條件時入賬。

5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in its functional currency at the rates of exchanges prevailing on the dates of the transactions. At each balance sheet date, monetary items denominated in foreign currencies are retranslated at the rates prevailing on the balance sheet date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in the income statement in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in the income statement of the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in equity, in which cases, the exchange differences are also recognised directly in equity.

For the purposes of presenting the consolidation financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Company (i.e. Hong Kong dollars) at the rate of exchange prevailing at the balance sheet date, and their income and expenses are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised as a separate component of equity (foreign currency translation reserve). Such exchange differences are recognised in the income statement in the period in which the foreign operation is disposed of.

5. 主要會計政策概要 (續)

外幣

於編製各集團實體之財務報表時，以該實體之功能貨幣以外之貨幣(外幣)進行之交易乃按交易日期之適用匯率折算為其功能貨幣記賬。於各結算日，以外幣列值之貨幣項目按該結算日之適用匯率換算。按公平值入賬及以外幣結算之非貨幣項目按公平值釐定當日之適用匯率換算。以外幣列值的歷史成本計算之非貨幣項目毋須重新換算。

因結算及換算貨幣項目而產生之匯兌差額會於產生期間之利潤表中確認。因重新換算按公平值入賬之非貨幣項目而產生之匯兌差額計入當期利潤表，惟重新換算非貨幣項目(其收益及虧損直接於權益內確認)而產生之差額除外，於此情況下，匯兌差額亦直接於權益中確認。

就綜合財務報表呈列而言，本集團之海外業務資產及負債乃按於結算日之適用匯率換算為本公司之呈列貨幣(即港元)，而其收入及開支則按該年度之平均匯率換算，除非於該期間之匯率大幅波動則除外，於此情況下，則按各項交易之日所使用之適用匯率換算。產生之匯兌差額(如有)乃確認為權益中之獨立成分(外幣匯兌儲備)。該等匯兌差額乃於該項海外業務出售期間之利潤表中確認。

5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Taxation

Taxation represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years, and it further excludes income statement items that are never taxable or deductible. Current tax liability is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of the other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

5. 主要會計政策概要 (續)

稅項

稅項指即期應付稅項及遞延稅項。

即期應付稅項乃按年度之應課稅溢利計算。由於應課稅溢利不包括於其他年度應課稅收入或可扣稅之開支項目，亦不包括無需課稅或不可作稅項扣減之開支，故應課稅溢利與於利潤表所報之溢利有所不同。即期稅務負債採用於結算日已頒佈或實際頒佈之稅率計算。

應付或可收回之遞延稅項乃根據財務報表內資產及負債賬面值與計算應課稅溢利所採用相應稅基之差額，以資產負債表負債法處理。遞延稅項負債一般就所有應課稅暫時差異予以確認，而遞延稅項資產則於暫時差異有可能用於抵銷應課稅溢利時予以確認。倘暫時差異因初次確認一項不影響應課稅溢利或會計溢利之交易中之其他資產及負債而產生，該等資產及負債不會予以確認。

遞延稅項負債乃就投資於附屬公司產生應課稅暫時差異時確認，惟本集團可控制暫時差異之撥回及暫時差異將不會於可見將來撥回時除外。

5. SIGNIFICANT ACCOUNTING POLICIES

(continued)

Taxation *(continued)*

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised basing on the tax rates enacted or substantively enacted by the balance sheet date. Deferred tax is charged or credited to the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

Retirement benefits schemes

Contributions payable by the Group to its defined contribution retirement benefits schemes are charged as an expense to the income statement as they fall due.

5. 主要會計政策概要 (續)

稅項 (續)

遞延稅項資產之賬面值乃於各個結算日進行檢討，並予以相應扣減，直至並無足夠應課稅溢利可供全部或部分遞延稅項資產可予應用為止。

遞延稅項乃按預期於負債獲清償或資產獲變現期間以結算日已頒佈或實際頒佈之稅率計算。遞延稅項乃於利潤表中扣除或計入，惟遞延稅項倘直接從權益中扣除或直接計入權益之項目，則遞延稅項亦於權益中處理。

退休福利計劃

本集團對界定供款退休福利計劃之應付供款於到期時計入利潤表列為開支。

6. KEY SOURCE OF ESTIMATION UNCERTAINTY AND CRITICAL ACCOUNTING JUDGMENT

The key source of estimation uncertainty and the critical judgment that can significantly affect the amounts recognised in the financial information is disclosed below:

Impairment of properties under development

Properties under development are held for sale and all valued using the cost method, which values the properties at the lower of cost or net realisable value. Net realisable value takes into account with the price ultimately expected to be realised and the anticipated costs to completion to make the sale.

7. FINANCIAL RISKS MANAGEMENT OBJECTIVES AND POLICIES

The Group's major financial instruments are available-for-sale investments and held-for-trading investments. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Price risk

The Group's held-for-trading investments and certain of its available-for-sale investments are measured as fair value at each balance sheet date. Therefore, the Group is exposed to price risk. Management intends to manage this exposure by maintaining a portfolio of investments with different risk profiles. On the other hand, the Group has property development in Shanghai, which exposes the Group to certain price risk. Management is optimistic about the prospect of the Group's investment in the property sector in Shanghai and it has been cautious in formulating and reviewing regularly the Group's business plan.

6. 估計不明朗因素之主要來源及重大會計判斷

可能對於財務報表中所確認之數額產生重大影響之估計不明朗因素之主要來源及重大會計判斷的披露如下：

發展中物業減值

發展中物業乃持作銷售用途，全部以成本法估值，即以成本或可變現淨值兩者之較低者估值。可變現淨值是以預期可變現之最終售價減預計的銷售成本計算。

7. 財務風險管理目標及政策

本集團之主要金融工具包括可供出售投資及待售投資。該等金融工具之詳情已於相關附註內披露。下文載列與該等金融工具相關之風險及如何減低該等風險之政策。管理層管理及監控該等風險，以確保能及時及有效地採取合適的措施。

價格風險

本集團之待售投資及若干可供出售投資乃於各結算日按公平值計算。因此，本集團面對價格風險。管理層擬透過維持一個涉及不同風險程度之投資組合管理有關風險。另一方面，本集團在上海有物業發展，故本集團亦要面對若干價格風險。管理層對本集團在上海的房地產的投資抱樂觀態度，並一直審慎制訂及定期檢討本集團之業務計劃。

7. FINANCIAL RISKS MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

Foreign exchange control risk

Conversion of Renminbi into any other currency is under strict government regulation in the People's Republic of China (the "PRC"). A subsidiary and an associate of the Group are operated in PRC. When the subsidiary and associate are able to pay dividends in foreign currencies to the Group, they have to comply with certain procedural requirements. As the current foreign exchange regulatory scheme in the PRC provides more relaxed foreign exchange controls for current account transactions, including foreign-exchange transactions and payment of dividends, therefore, the risks of restriction of payment of dividends in foreign currencies is reduced.

Credit risk

The credit risk on liquid funds is limited because the counterparties are banks with good reputation.

8. GEOGRAPHICAL AND BUSINESS SEGMENTS

The Group's principal activities are property development and investment in Shanghai and Macau together with its securities trading and investment activities in Hong Kong. As the property development projects in Shanghai are still in progress, the Group's turnover for the year of 2005 solely represented the securities trading in Hong Kong. As the security trading activities commenced in 2005, turnover for the year of 2004 solely represented the gross amounts received and receivable from the sales of properties.

7. 財務風險管理目標及政策 (續)

外匯監控風險

中華人民共和國(「中國」)政府以嚴格規例監管人民幣兌換任何其他貨幣。本集團之附屬公司及聯營公司在中國營運。當附屬公司及聯營公司向本集團支付外幣股息時，須遵守若干程序規定。由於中國現時的外匯管制制度對往來賬交易(包括外匯交易以及支付股息)方面的外匯管制較為寬鬆，因此限制以外幣支付股息之風險減少。

信貸風險

因為對方是信譽良好的銀行，故流動資金的信貸風險有限。

8. 營業地區及業務分類

本集團之主要業務為上海及澳門之物業發展及投資，與及於香港之證券買賣及投資。由於位於上海的物業發展項目仍未竣工，故本集團於二零零五年度之營業額純粹源自香港之證券買賣。由於證券買賣只於二零零五年開始，故二零零四年度之營業額純粹源自出售物業之已收及應收款項總額。

8. GEOGRAPHICAL AND BUSINESS SEGMENTS*(continued)***Geographical Segment**

The Group's operations in 2005 were located in Hong Kong, Macau and PRC, other than Hong Kong and Macau. (2004: located in Macau and the PRC, other than Hong Kong and Macau). These locations are the basis on which the Group reports its primary segment information as follows:

8. 營業地區及業務分類 (續)**按地區分類**

本集團於二零零五年之所有業務均位於香港、澳門及中國(不包括香港及澳門)(二零零四年：位於澳門及中國(不包括香港及澳門))，故本集團乃按該等地區之業務為基礎，呈報其主要分類資料如下：

		Hong Kong 2005 香港 二零零五年 HK\$'000 千港元	Macau 2005 澳門 二零零五年 HK\$'000 千港元	The PRC, other than Hong Kong and Macau 2005 中國(不包括 香港及澳門) 二零零五年 HK\$'000 千港元	Total 2005 總計 二零零五年 HK\$'000 千港元
For the year ended 31st December, 2005	截至二零零五年 十二月三十一日 止年度				
Turnover	營業額				
External sales	對外銷售	<u>1,702</u>	<u>–</u>	<u>–</u>	<u>1,702</u>
Result	業績				
Segment result	分類業績	<u>(103)</u>	<u>(930)</u>	<u>(2,088)</u>	<u>(3,121)</u>
Dividends from available-for-sale investments, listed	可供出售投資之 股息收入，上市證券				15,950
Other income	其他收入				2,923
Unallocated corporate expenses	不予分類企業開支				(4,133)
					<u>11,619</u>
Share of results of an associate	應佔聯營公司業績	–	–	7,085	<u>7,085</u>
Profit before taxation	除稅前溢利				<u>18,704</u>
Taxation	稅項				<u>38</u>
Profit for the year	年度溢利				<u>18,742</u>

8. GEOGRAPHICAL AND BUSINESS SEGMENTS

*(continued)*Geographical Segment *(continued)*

8. 營業地區及業務分類 (續)

按地區分類 (續)

		Hong Kong	Macau	The PRC, other than Hong Kong and Macau	Total
		2005	2005	2005	2005
		香港	澳門	中國(不包括 香港及澳門)	總計
		二零零五年	二零零五年	二零零五年	二零零五年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Balance sheet	資產負債表				
At 31st December, 2005	於二零零五年 十二月三十一日				
ASSETS	資產				
Segment assets	分類資產	841	38,127	380,637	419,605
Interest in an associate	於聯營公司權益	–	–	224,795	224,795
Unallocated corporate assets	不予分類企業資產				380,582
Consolidated total assets	綜合總資產				<u>1,024,982</u>
LIABILITIES	負債				
Segment liabilities	分類負債	–	10,683	149,076	159,759
Unallocated corporate liabilities	不予分類企業負債				1,043
Consolidated total liabilities	綜合總負債				<u>160,802</u>
Other information	其他資料				
For the year ended 31st December, 2005	截至二零零五年 十二月三十一日止年度				
Capital additions	資產添置	–	17	47	
Depreciation of property, plant and equipment	物業、廠房及設備 折舊	3	19	60	
Write-off of property, plant and equipment	物業、廠房及設備 撇銷	14	2	–	
		<u>14</u>	<u>2</u>	<u>–</u>	

8. GEOGRAPHICAL AND BUSINESS SEGMENTS

(continued)

Geographical Segment (continued)

8. 營業地區及業務分類 (續)

按地區分類 (續)

		Hong Kong 2004 香港 二零零四年 HK\$'000 千港元	Macau 2004 澳門 二零零四年 HK\$'000 千港元	The PRC, other than Hong Kong and Macau 2004 中國(不抱括 香港及澳門) 二零零四年 HK\$'000 千港元	Total 2004 總計 二零零四年 HK\$'000 千港元
For the year ended	截至二零零四年				
31st December, 2004 (Restated)	十二月三十一日止年度(重列)				
Turnover	營業額				
External sales	對外銷售	—	—	328,786	328,786
Result	業績				
Segment result	分類業績	—	17,947	118,787	136,734
Other income	其他收入				1,900
Unrealised holding gain on other investments	持有其他投資之 未變現收益				57,420
Impairment on goodwill on consolidation	綜合賬目時產生之 商譽減值				(894)
Release of negative goodwill on consolidation upon dissolution of a subsidiary	解散一家附屬公司時 解除綜合賬目時 產生之商譽				24
Finance costs	融資費用				(452)
Unallocated corporate expenses	不予分類企業開支				(4,467)
					190,265
Share of results of an associate	應佔聯營公司業績	—	—	(3,130)	(3,130)
Profit before taxation	除稅前溢利				187,135
Taxation	稅項				(17,227)
Profit for the year	年度溢利				169,908

8. GEOGRAPHICAL AND BUSINESS SEGMENTS

*(continued)*Geographical Segment *(continued)*

8. 營業地區及業務分類 (續)

按地區分類 (續)

		Hong Kong 2004 香港 二零零四年 HK\$'000 千港元	Macau 2004 澳門 二零零四年 HK\$'000 千港元	The PRC, other than Hong Kong and Macau 2004 中國(不抱括 香港及澳門) 二零零四年 HK\$'000 千港元	Total 2004 總計 二零零四年 HK\$'000 千港元
Balance sheet	資產負債表				
At 31st December, 2004	於二零零四年 十二月三十一日				
ASSETS	資產				
Segment assets	分類資產	–	38,112	254,087	292,199
Interest in an associate	於聯營公司權益	–	–	213,208	213,208
Unallocated corporate assets	不予分類企業資產				296,750
Consolidated total assets	綜合總資產				<u>802,157</u>
LIABILITIES	負債				
Segment liabilities	分類負債	–	10,684	18,259	28,943
Taxation payable	應付稅項	–	–	8,989	8,989
Unallocated corporate liabilities	不予分類企業負債				889
Consolidated total liabilities	綜合總負債				<u>38,821</u>
Other information	其他資料				
For the year ended 31st December, 2004	截至二零零四年 十二月三十一日止年度				
Capital additions	資產添置	16	2	360	
Depreciation of property, plant and equipment	物業、廠房 及設備折舊	6	18	194	

8. GEOGRAPHICAL AND BUSINESS SEGMENTS*(continued)***Business Segment**

For management purposes, the Group is currently organised into two operating divisions – property development and investment and securities trading. These divisions are the basis on which the Group reports its secondary segment information as follows:

8. 營業地區及業務分類 (續)**按業務分類**

以管理為目的，本集團目前從事兩項業務－物業發展及投資與及證券買賣。本集團乃按該等業務為基準，呈報其次要分類資料如下：

		Sales revenue by business	
		按業務類別之營業額	
		Year ended	Year ended
		31st December	31st December
		2005	2004
		截至	截至
		二零零五年	二零零四年
		十二月	十二月
		三十一日	三十一日
		止年度	止年度
		HK\$'000	HK\$'000
		千港元	千港元
Property development and investment	物業發展及投資	–	328,786
Securities trading	證券買賣	1,702	–
		1,702	328,786

8. GEOGRAPHICAL AND BUSINESS SEGMENTS*(continued)***Business Segment** *(continued)*

		Carrying amount of segment assets 分類資產賬面值		Additions to property, plant and equipment 物業、廠房及設備添置	
		31st December 2005	31st December 2004	Year ended 31st December 2005	Year ended 31st December 2004
		於二零零五年 十二月 三十一日 HK\$'000 千港元	於二零零四年 十二月 三十一日 HK\$'000 千港元	截至二零零五年 十二月 三十一日 止年度 HK\$'000 千港元	截至二零零四年 十二月 三十一日 止年度 HK\$'000 千港元
Property development and investment	物業發展及投資	418,764	292,199	64	378
Securities trading	證券買賣	841	–	–	–
		419,605	292,199	64	378
Interest in an associate	於聯營公司之權益	224,795	213,208	–	–
Unallocated assets	不予分類資產	380,582	296,750	–	–
		1,024,982	802,157	64	378

9. OTHER INCOME

Interest on bank deposits of HK\$2,878,000 (2004: HK\$1,861,000) was included in other income.

10. FINANCE COSTS

During the year ended 31st December, 2004, finance costs represented interest on bank loans wholly repayable within five years.

8. 營業地區及業務分類 (續)**按業務分類 (續)****9. 其他收入**

在其他收入中包括銀行存款利息2,878,000港元(二零零四年：1,861,000港元)。

10. 融資費用

在截至二零零四年十二月三十一日止年度中的融資費用是指須於五年內全部償還借款之銀行貸款利息。

11. TAXATION

11. 稅項

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元 (Restated) (重列)
Current tax:	本年度稅項：		
the PRC	中國	-	17,661
Under (over) provision in prior year:	過往年度撥備不足(超額撥備)：		
Macau	澳門	9	(796)
		9	16,865
Deferred tax (credit) charge:	遞延稅項(抵免)扣除：		
Current year (Note 21)	本年度(附註21)	(47)	362
		(38)	17,227

The tax charge for the year can be reconciled to the profit before taxation (excluding share of results of an associate) per consolidated income statement as follows:

本年度之稅項開支與綜合利潤表之除稅前溢利(不包括應佔聯營公司業績)之對賬如下：

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元 (Restated) (重列)
Profit before taxation	除稅前溢利		
(excluding share of results of an associate)	(不包括應佔聯營公司業績)	11,619	190,265
Tax at the PRC Enterprise Income Tax rate	按上海浦東新區之中國企業		
at Pudong New Area, Shanghai of	所得稅稅率15%(二零零四年:		
15% (2004: 15%)	15%) 計算之稅項	1,743	28,540
Tax effect of income not taxable	毋須課稅收入之稅務影響		
for tax purpose		(2,568)	(11,408)
Tax effect of expenses not deductible	不可作扣稅開支之		
for tax purpose	稅務影響	40	149
Tax effect of tax losses	本年度未確認之稅項虧損		
for the year not recognised	之稅務影響	738	742
Under (over) provision in prior years	過往年度撥備不足(超額撥備)	9	(796)
Tax (credit) charge for the year	本年度稅項(抵免)扣除	(38)	17,227
Effective tax rate for the year	年內實際稅率	(0.3)%	9.1%

No provision for Hong Kong Profits Tax has been made for both years as the profit neither arose in, nor was derived from Hong Kong.

由於本集團並無在香港產生或獲得任何溢利，故於該兩個年度並無作出香港利得稅撥備。

12. PROFIT FOR THE YEAR

12. 年度溢利

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元 (Restated) (重列)
Profit for the year has been arrived at after charging:	年度溢利 已扣除：		
Staff costs	員工成本	1,597	1,311
Retirement benefit scheme contributions	退休福利計劃之供款	362	251
		1,959	1,562
Auditors' remuneration	核數師酬金	805	659
Depreciation of property, plant and equipment	物業、廠房及設備折舊	82	218
Write-off of properties under development	發展中物業撇銷	-	2,529
Write-off of property, plant and equipment	物業、廠房及設備撇銷	16	-
Share of taxation of an associate (included in share of results of an associate)	應佔聯營公司稅項 (包括在應佔聯營公司業績)	1,503	716
and after crediting:	並計入：		
Net gain on disposal of held-for-trading investments	出售待售投資 之收益淨額	10	-

13. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

(a) Directors' emoluments

The emoluments paid or payable to each Director for the year ended 31st December, 2005 are set out below:

Name of director	Fees	Salaries, allowances and other benefits	Retirement benefit scheme contributions	Total emoluments 2005
董事姓名	袍金	薪酬、津貼及其他福利	退休福利計劃之供款	二零零五年酬金總額
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元
Executive directors	執行董事			
Liu Xiaolong	劉小龍	-	-	-
Hsu Feng	徐楓	-	-	-
Lu Yihao	陸怡皓	-	-	-
Tung Ming-Hsun	董明遜	-	-	-
Tong Albert	湯子同	-	-	-
Xu Mei	許玫	-	679	690
<u>Resigned directors</u>	<u>辭任董事</u>			
Chen Jianbo	陳劍波	-	-	-
Ji Jie Ping	季界平	-	57	58
Independent non-executive directors	獨立非執行董事			
Liang Jung-Chi	梁榮基	-	-	-
Hou Chun	郝君	-	-	-
Zhang Hong Bin	章宏斌	-	-	-
<u>Resigned director</u>	<u>辭任董事</u>			
Sun Yong	孫勇	-	-	-
		-	736	748

13. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

(continued)

(a) Directors' emoluments (continued)

The emoluments paid or payable to each Director for the year ended 31st December, 2004 are set out below:

Name of director	Fees	Salaries, allowances and other benefits	Retirement benefit scheme contributions	Total emoluments 2004
董事姓名	袍金	薪酬、津貼及其他福利	退休福利計劃之供款	二零零四年酬金總額
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Executive directors	執行董事			
Chen Jianbo	陳劍波	—	—	—
Hsu Feng	徐楓	—	—	—
Lu Yihao	陸怡皓	—	—	—
Tung Ming-Hsun	董明遜	—	—	—
Tong Albert	湯子同	—	—	—
Ji Jie Ping	季界平	—	12	730
<i>Retired/deceased directors</i>	<i>退任／辭世董事</i>			
Tong Cun Lin (deceased)	湯君年(已辭世)	—	—	—
Hua Ming	花明	—	—	—
Independent non-executive directors	獨立非執行董事			
Liang Jung-Chi	梁榮基	—	—	—
Hou Chun	郝君	—	—	—
Sun Yong	孫勇	—	—	—
		—	12	730

No directors waived any emoluments for both years.

於兩個年度內概無董事放棄任何酬金。

13. 董事及僱員酬金 (續)

(a) 董事酬金 (續)

截至二零零四年十二月三十一日止年度已付及應付予各董事之酬金如下：

13. DIRECTORS' AND EMPLOYEES' EMOLUMENTS*(continued)***(b) Five highest paid individuals**

During the year, the five highest paid individuals of the Group included one (2004: one) director whose emoluments are reflected in the analysis presented above. For the remaining four highest paid individuals (2004: four), the range of their remuneration is not exceeding HK\$1,000,000 and their emoluments are as follows:

Salaries, allowances and other benefits	薪酬、津貼及其他福利
Retirement benefit scheme contributions	退休福利計劃之供款

2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
----------------------------------	----------------------------------

835	535
13	-
848	535

76

14. EARNINGS PER SHARE

The calculation of the basic earnings per share is based on the Group's profit attributable to equity holders of the Company for the year ended 31st December, 2005 of approximately HK\$18,760,000 (2004: HK\$163,300,000) and on the number of 2,608,546,511 shares in issue during both years.

No diluted earnings per share is presented as there were no potential shares outstanding during both years.

14. 每股盈利

每股基本盈利乃根據本公司股東應佔本集團截至二零零五年十二月三十一日止年度之溢利約18,760,000港元（二零零四年：163,300,000港元）及年內已發行股數2,608,546,511股計算。

由於該兩個年度內並無發行潛在股份，故並無呈列每股攤薄後盈利。

15. PROPERTY, PLANT AND EQUIPMENT

15. 物業、廠房及設備

		Freehold land and building 持有永久業權之 土地及樓宇 HK\$'000 千港元	Furniture and equipment 傢俬及設備 HK\$'000 千港元	Motor vehicle 汽車 HK\$'000 千港元	Total 總額 HK\$'000 千港元
THE GROUP	本集團				
COST	成本				
At 1st January, 2004	於二零零四年 一月一日	599	255	–	854
Additions	添置	–	71	307	378
Disposals	出售	–	–	(124)	(124)
At 1st January, 2005	於二零零五年 一月一日	599	326	183	1,108
Additions	添置	–	64	–	64
Write-off	撇銷	–	(26)	–	(26)
Exchange realignment	滙兌調整	–	3	4	7
At 31st December, 2005	於二零零五年 十二月三十一日	599	367	187	1,153
DEPRECIATION	折舊				
At 1st January, 2004	於二零零四年 一月一日	251	183	–	434
Provided for the year	年內撥備	15	24	179	218
Eliminated on disposals	於出售時對銷	–	–	(72)	(72)
At 1st January, 2005	於二零零五年 一月一日	266	207	107	580
Provided for the year	年內撥備	15	33	34	82
Eliminated on write-off	於撇銷時對銷	–	(10)	–	(10)
Exchange realignment	滙兌調整	–	1	2	3
At 31st December, 2005	於二零零五年 十二月三十一日	281	231	143	655
CARRYING VALUES	賬面值				
At 31st December, 2005	於二零零五年 十二月三十一日	318	136	44	498
At 31st December, 2004	於二零零四年 十二月三十一日	333	119	76	528

The freehold land and building are located in Macau.

以永久業權持有之土地及樓宇位於澳門。

15. PROPERTY, PLANT AND EQUIPMENT

(continued)

15. 物業、廠房及設備 (續)

		Furniture and equipment 傢俬及設備 HK\$'000 千港元
THE COMPANY	本公司	
COST	成本	
At 1st January, 2004	於二零零四年一月一日	27
Additions	添置	16
At 1st January, 2005	於二零零五年一月一日	43
Write-off	撇銷	(14)
At 31st December, 2005	於二零零五年十二月三十一日	29
DEPRECIATION	折舊	
At 1st January, 2004	於二零零四年一月一日	19
Provided for the year	年內撥備	4
At 1st January, 2005	於二零零五年一月一日	23
Provided for the year	年內撥備	3
Eliminated on write-off	於撇銷時對銷	(2)
At 31st December, 2005	於二零零五年十二月三十一日	24
CARRYING VALUES	賬面值	
At 31st December, 2005	於二零零五年十二月三十一日	5
At 31st December, 2004	於二零零四年十二月三十一日	20

16. INTERESTS IN SUBSIDIARIES

16. 於附屬公司之權益

		The Company	
		本公司	
		2005	2004
		二零零五年	二零零四年
		HK\$'000	HK\$'000
		千港元	千港元
<i>Investments in subsidiaries</i>	於附屬公司之投資		
Unlisted shares, at cost	非上市股份，按成本	7,891	7,891
Less: Impairment loss recognised	減：已確認減值虧損	(6,091)	(6,091)
		1,800	1,800
<i>Amounts due from subsidiaries</i>	應收附屬公司款項	983,877	998,032
Less: Impairment loss recognised	減：已確認減值虧損	(429,304)	(429,304)
		554,573	568,728
<i>Amount due to a subsidiary</i>	應付附屬公司款項	2,511	2,511

The amounts due from/to subsidiaries are unsecured, interest-free and repayable/payable on demand.

In 2004, the amounts due from subsidiaries would not be repayable within twelve months of the balance sheet date and accordingly, the amounts had been classified as non-current assets.

The fair values of the amounts due from/to subsidiaries at 31st December, 2005 approximate the corresponding carrying amounts.

應收／應付附屬公司款項為無抵押、免息及須於提出要求時償還／支付。

於二零零四年，應收附屬公司款項不會於結算日後十二個月內償還，因此有關款項被分類為非流動資產。

應收／應付附屬公司款項於二零零五年十二月三十一日之公平值與其賬面淨相若。

16. INTERESTS IN SUBSIDIARIES (continued)

Details of principal subsidiaries at 31st December, 2005 are as follows:

Name of subsidiary 附屬公司名稱	Place of incorporation and operation 註冊成立及經營地點	Paid up issued ordinary share capital / registered capital 繳足已發行普通股股本 / 註冊資本	Proportion of nominal value of issued capital / registered capital held by the Company 本公司持有已發行股本面值 / 註冊資本比率		Principal activities 主要業務
			Directly 直接 %	Indirectly 間接 %	
Advance Investments Limited 飛躍投資有限公司	Hong Kong 香港	HK\$2 2港元	–	100	Investment holding 投資控股
Chiefast Development Limited 傲捷發展有限公司	Hong Kong 香港	HK\$2 2港元	–	100	Investment holding 投資控股
Forty Enterprises Company Limited 富義企業有限公司	Hong Kong 香港	HK\$20,000 20,000港元	100	–	Investment holding 投資控股
Joker Investments Company Limited 百搭投資有限公司	Hong Kong 香港	HK\$20,000 20,000港元	100	–	Investment holding 投資控股
Parklane Industries Limited 百龍實業有限公司	Hong Kong 香港	HK\$10,000 10,000港元	100	–	Investment holding 投資控股
Rivera Holdings (Macau) – Sociedade de Investimentos e Fomento Predial, Limitada 川河集團(澳門)有限公司	Macau 澳門	PTC100,000 100,000澳門幣	–	60	Property development and investment 物業發展及投資

16. 於附屬公司之權益

各主要附屬公司於二零零五年十二月三十一日之詳情如下：

16. INTERESTS IN SUBSIDIARIES (continued)

16. 於附屬公司之權益 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation and operation 註冊成立及 經營地點	Paid up issued ordinary share capital /registered capital 繳足已發行 普通股股本 ／註冊資本	Proportion of nominal value of issued capital/ registered capital held by the Company 本公司持有已發行股本 面值／註冊資本比率		Principal activities 主要業務
			Directly 直接 %	Indirectly 間接 %	
Shine Trip Limited 瑞展有限公司	Hong Kong 香港	HK\$4,000,000 4,000,000港元	–	100	Investment holding and securities trading 投資控股及證券買賣
SOFIL – Sociedade de Fomento Industrial de Macau, Limitada 澳門工業發展有限公司	Macau 澳門	PTC2,500,000 2,500,000澳門幣	60	40	Property development and investment 物業發展及投資
上海大道置業有限公司 (Shanghai Boulevard Real Estate Co., Limited) (Note) (附註)	PRC 中國	US\$16,290,000 16,290,000美元	–	93.53	Property development and management 物業發展及管理

Note: The subsidiary is an equity joint venture.

附註：此附屬公司為一間合資經營企業。

None of the subsidiaries had any debt securities outstanding at the end of the year, or at any time during the year.

各附屬公司於年度終結日或年內任何時間概無未償還之債務證券。

The Directors are of the opinion that a complete list of the particulars of all subsidiaries would be of excessive length and therefore the above list contains only the particulars of those subsidiaries which significantly affect the results or assets/liabilities of the Group.

董事認為倘將所有附屬公司之資料完整載列，則會導致該等資料過分冗長。故上表僅列出該等對本集團業績或資產／負債構成重大影響之附屬公司資料。

17. INVESTMENT PROPERTY

17. 投資物業

		HK\$'000 千港元
THE GROUP	本集團	
COST	成本	
At 1st January, 2004, as originally stated	於二零零四年一月一日，按原列	—
Effect of the application of HKAS 40	應用《香港會計準則》第40條 之影響	10,000
At 1st January, 2004, as restated	於二零零四年一月一日，經重列	10,000
Reversal of impairment loss on investment property in 2004	於二零零四年撥回投資 物業之減值撥備	18,563
CARRYING VALUES	賬面值	
As 31st December, 2004 and 31st December, 2005	於二零零四年十二月三十一日及 二零零五年十二月三十一日	28,563

As set out in Note 4, the Group has applied the relevant transitional provisions in HKAS 40 retrospectively. In the previous periods, the freehold land located in Macau held for a currently undetermined future use was included in properties under development under non-current assets. Under HKAS 40, such freehold land is classified as investment property. Comparative figures have been restated to reclassify an amount of HK\$28,563,000 from properties under development to investment property.

No depreciation has been provided in respect of freehold land.

The fair value of the Group's investment property at 31st December, 2005 was HK\$203,883,000. The fair value has been arrived at based on a valuation carried out by an independent valuer not connected with the Group. The valuation was determined by reference to recent market prices for similar properties.

如附註4所載，本集團已追溯應用《香港會計準則》第40條之有關過渡條文。於過往期間，對其在澳門所持有但現時尚未確定未來用途之永久業權土地乃計入非流動資產項目下之發展中物業。按照《香港會計準則》第40條，該等永久業權土地應分類為投資物業。比較數字已予以重列，並將一項28,563,000港元之款額由發展中物業重新分類為投資物業。

而以永久業權持有之土地並不作折舊撥備。

本集團之投資物業於二零零五年十二月三十一日之公平值為203,883,000港元。其公平值乃經由一位與本集團無關連之獨立估值師進行估值得出。估值乃經參考類似物業之最近市價而釐定。

18. INTEREST IN AN ASSOCIATE

18. 於聯營公司之權益

		The Group 本集團	
		2005 二零零五年	2004 二零零四年
		HK\$'000 千港元	HK\$'000 千港元
Cost of investment in an associate, unlisted	於聯營公司之投資成本，非上市證券	214,224	214,224
Share of post-acquisition profits (losses) and other reserves	應佔收購後溢利(虧損)及其他儲備	10,571	(1,016)
		224,795	213,208

Details of the associate of the Group at 31st December, 2005 are as follows:

本集團於二零零五年十二月三十一日之聯營公司之詳情如下：

Name of associate	Form of business structure	Country of registration	Paid up registered capital	Percentage of interest in registered capital	Principal activities
				indirectly held by the Company	
聯營公司名稱	業務結構形式	註冊登記國家	繳足註冊資本	註冊資本權益比率	主要業務
Shanghai Zhangjiang Micro-electronics Port Co. Ltd. ("SZMP") 上海張江微電子港有限公司 (「張江微電子港」)	Sino-foreign equity joint venture 中外合資企業	PRC 中國	RMB370,830,000 人民幣370,830,000元	37%	Property development and management 物業發展及管理

The principal place of operations of SZMP is the PRC.

張江微電子港以中國為主要經營業務地點。

18. INTEREST IN AN ASSOCIATE (continued)

The summarised financial information in respect of the Group's associate is set out below:

(a) Results for the year ended 31st December, 2005

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Turnover	營業額	28,968	166,313
Profit (loss) before taxation	除稅前溢利(虧損)	21,054	(10,860)
Taxation	稅項	(4,063)	1,935
Profit (loss) for the year	年內溢利(虧損)	16,991	(8,925)
Attributable to:	分配如下:		
Equity holders of SZMP	張江微電子港股東	19,149	(8,459)
Minority interests	少數股東權益	(2,158)	(466)
		16,991	(8,925)
Profit (loss) for the year attributable to the Group	本年度本集團 應佔溢利(虧損)	7,085	(3,130)

18. 於聯營公司之權益 (續)

本集團之聯營公司之財務資料概述如下：

(a) 截至二零零五年十二月三十一日止年度業績

18. INTEREST IN AN ASSOCIATE (continued)
(b) Financial position at 31st December, 2005

Non-current assets	非流動資產	306,853	30,357
Current assets	流動資產	1,333,925	1,088,016
Current liabilities	流動負債	(965,379)	(298,757)
Non-current liabilities	非流動負債	(67,315)	(240,731)
Total equity	總權益	608,084	578,885
Attributable to:	分配如下:		
Equity holders of SZMP	張江微電子港股東	607,555	576,239
Minority interests	少數股東權益	529	2,646
		608,084	578,885
Net assets attributable to the Group	本集團應佔資產淨值	224,795	213,208

18. 於聯營公司之權益 (續)
(b) 於二零零五年十二月三十一日之財務狀況

	2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Non-current assets	306,853	30,357
Current assets	1,333,925	1,088,016
Current liabilities	(965,379)	(298,757)
Non-current liabilities	(67,315)	(240,731)
Total equity	608,084	578,885
Attributable to:		
Equity holders of SZMP	607,555	576,239
Minority interests	529	2,646
	608,084	578,885
Net assets attributable to the Group	224,795	213,208

19. OTHER INVESTMENTS, LISTED

Equity investments	權益投資	—	258,390
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The investments were listed on the Stock Exchange and were carried at market value.

19. 其他投資，上市證券

	The Group 本集團	
	2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Equity investments	—	258,390

該等投資已於聯交所上市且按市場價值列賬。

19. OTHER INVESTMENTS, LISTED (continued)

Pursuant to Section 129(2) of the Companies Ordinance, details of investment having cost which exceeded one tenth of the total assets of the Company at 31st December, 2004 were as follows:

Company name	Country of incorporation	Class of shares held	Proportion of nominal value of issued capital held by the Group
公司名稱	註冊成立國家	持有股份類別	本集團持有之已發行股本面值比例
Tomson Group Limited (“TGL”) 湯臣集團有限公司 (「湯臣集團」)	Cayman Islands 開曼群島	Ordinary 普通	14.33%

20. AVAILABLE-FOR-SALE INVESTMENTS

Available-for-sale investments as at 31st December, 2005 comprise of equity securities listed in Hong Kong of approximately HK\$330,963,000. In previous periods, the investments were included in other investments. Under HKAS 39, such investments were classified as available-for-sales investments on 1st January, 2005 as set out in Note 4.

At the balance sheet date, all available-for-sale investments are stated at fair value. Fair values of those investments have been determined by reference to the quoted market prices.

The investments represent 13.55% holding of the ordinary shares of TGL which is a company incorporated in the Cayman Islands and listed on the Stock Exchange.

19. 其他投資，上市證券 (續)

根據《公司條例》第129(2)條，於二零零四年十二月三十一日投資成本超出本公司總資產值十分之一之投資詳情如下：

20. 可供出售投資

於二零零五年十二月三十一日，可供出售投資包括在香港上市之股本證券金額約330,963,000港元。於過往期間，此項投資是計入其他投資。如附註4所載，根據《香港會計準則》第39號，該項投資需於二零零五年一月一日分類為可供出售投資。

於結算日，所有可供出售投資均以公平值列賬。該等投資之公平值是參考所報之市場價格而釐定。

此項可供出售投資為投資於湯臣集團（一間在開曼群島註冊成立並在聯交所上市之公司）普通股之13.55%。

21. DEFERRED TAX ASSET

The following is the deferred tax asset recognised and movements thereon during the current and prior years:

		Tax losses 稅務虧損 HK\$'000 千港元
Balance at 1st January, 2004	於二零零四年一月一日結餘	(361)
Charge to income for the year	於本年收入扣除	362
Exchange realignment	匯兌調整	(1)
Balance at 1st January, 2005	於二零零五年一月一日結餘	–
Credit to income for the year	計入本年收入	(47)
Exchange realignment	匯兌調整	(2)
Balance at 31st December, 2005	於二零零五年十二月三十一日結餘	(49)

At the balance sheet date, the Group has unused tax losses of approximately HK\$83,670,000 (2004: HK\$87,010,000) available for offset against future profits. A deferred tax asset has been recognised in respect of approximately HK\$313,000 (2004: nil) of tax losses. The tax loss is expected to be utilised in next year owing to the predictable future profit streams generated from the sales of properties. No deferred tax asset has been recognised in respect of the remaining HK\$83,357,000 (2004: HK\$87,010,000) due to the unpredictability of future profit streams. Included in unrecognised tax losses are losses of HK\$9,643,000 that will expire on or before 31st December, 2008 (2004: HK\$17,450,000 that will expire on or before 31st December, 2006). Other losses may be carried forward indefinitely.

21. 遞延稅項資產

以下為於本年度及過往年度已確認的遞延稅項資產及其變動：

		Tax losses 稅務虧損 HK\$'000 千港元
Balance at 1st January, 2004	於二零零四年一月一日結餘	(361)
Charge to income for the year	於本年收入扣除	362
Exchange realignment	匯兌調整	(1)
Balance at 1st January, 2005	於二零零五年一月一日結餘	–
Credit to income for the year	計入本年收入	(47)
Exchange realignment	匯兌調整	(2)
Balance at 31st December, 2005	於二零零五年十二月三十一日結餘	(49)

於結算日，本集團可用作抵銷未來溢利之未用稅項虧損約為83,670,000港元（二零零四年：87,010,000港元）。已就稅項虧損約313,000港元（二零零四年：零港元）確認為遞延稅項資產。由於明年出售物業可帶來收益，所以此筆稅項虧損可用作抵銷明年溢利。由於未來收入來源難以預測，故並無將剩餘的稅項虧損83,357,000港元（二零零四年：87,010,000港元）確認為遞延稅項資產。未確認稅項虧損包括將於二零零八年十二月三十一日或之前到期之虧損9,643,000港元（二零零四年：17,450,000港元將於二零零六年十二月三十一日或之前到期）。其他虧損可予無限期結轉。

22. PROPERTIES UNDER DEVELOPMENT

22. 發展中物業

		The Group	
		本集團	
		2005	2004
		二零零五年	二零零四年
		HK\$'000	HK\$'000
		千港元	千港元
At 1st January, at cost	於一月一日，按成本	110,714	194,880
Additions	增加	118,777	95,164
Transfer to properties held for sale	轉撥至待售物業	–	(177,185)
Write-off	撇銷	–	(2,529)
Exchange realignment	匯兌調整	2,458	384
At 31st December, at cost	於十二月三十一日，按成本	231,949	110,714
Representing:	代表：		
Land, at cost	土地成本	77,973	76,280
Development expenditure	發展開支	153,976	34,434
		231,949	110,714

The properties are on land being held under long leases in the PRC. Details of the properties under development, which are located in other areas of the PRC, are set out in the Schedule of Principal Properties attached to the financial statements.

該等物業是建於中國以長期租約持有之土地上。位於中國其他地區的發展中物業之詳情載於隨附財務報表之主要物業表內。

23. HELD-FOR-TRADING INVESTMENTS

Held-for-trading investments as at 31st December, 2005 include equity securities listed in HK amounting approximately HK\$841,000 (2004: nil). The fair values of these held-for-trading investments are determined based on the quoted market prices available on the relevant exchanges.

23. 待售投資

於二零零五年十二月三十一日，待售投資包括在香港上市之股票證券，金額約841,000港元（二零零四年：零港元）。該等待售投資之公平值乃參考於有關交易所所報之市場價格而釐定。

24. OTHER RECEIVABLES AND PREPAYMENTS

Included in this balance is an aggregate amount approximately of HK\$6,535,000 representing other receivables. The fair values of such other receivables at 31st December, 2005 approximate the corresponding carrying amounts.

25. CASH AND BANK BALANCES

The fair values of the Group's cash and bank balances at 31st December, 2005 approximate the corresponding carrying amounts.

26. TRADE AND OTHER PAYABLES

Included in trade and other payables is trade payable of HK\$8,273,000 (2004: HK\$16,230,000), of which HK\$8,133,000 is aged less than three months while the remaining balance is aged more than three months but less than six months at the balance sheet date (2004: aged less than three months at the balance sheet date).

The fair values of the Group's trade and other payables at 31st December, 2005 approximate the corresponding carrying amounts.

27. SHARE CAPITAL

Ordinary shares of HK\$0.05	普通股每股面值0.05港元
– Authorised	– 法定股本
– Issued and fully paid	– 已發行及繳足股本

24. 其他應收賬款及預付款項

結餘中包括總額約6,535,000港元之其他應收賬款。於二零零五年十二月三十一日，該等其他應收賬款公平值與其賬面值相若。

25. 現金及銀行結餘

於二零零五年十二月三十一日，本集團之現金及銀行結餘之公平值與其賬面值相若。

26. 應付貿易賬款及其他應付賬款

應付貿易賬款及其他應付賬款包括8,273,000港元(二零零四年：16,230,000港元)的應付貿易賬款。於結算日起計，其中8,133,000港元之賬齡為少於三個月，而餘下結餘之賬齡為三個月以上但少於六個月(二零零四年：於結算日起計，賬齡少於三個月)。

於二零零五年十二月三十一日，本集團之應付貿易賬款及其他應付賬款之公平值與其賬面值相若。

27. 股本

Number of shares	Value
2005 and 2004	2005 and 2004
股份數目	價值
二零零五年及 二零零四年	二零零五年及 二零零四年
	HK\$'000
	千港元

Ordinary shares of HK\$0.05	普通股每股面值0.05港元		
– Authorised	– 法定股本	20,000,000,000	1,000,000
– Issued and fully paid	– 已發行及繳足股本	2,608,546,511	130,427

28. RESERVES

28. 儲備

		Share premium	Capital redemption reserve	Capital reduction reserve	Foreign currency translation reserve	Investment revaluation reserve	Goodwill	Other non-distributable reserve(*)	Accumulated losses	Total	Minority interests	Total
		股份溢價賬	贖回儲備	股本儲備	兌換儲備	重估儲備	商譽	其他不可分派儲備(*)	累計虧損	總額	少數股東權益	總額
		HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
THE GROUP	本集團											
Balance at 1st January, 2004	於二零零四年一月一日結餘	307,108	4,709	566,305	(1,635)	-	(870)	1,376	(423,438)	453,555	8,055	461,610
Release of negative goodwill on consolidation upon dissolution of a subsidiary	解散附屬公司時解除綜合賬目時產生之負商譽	-	-	-	-	-	(24)	-	-	(24)	-	(24)
Impairment on goodwill on consolidation	綜合賬目時產生之商譽減值	-	-	-	-	-	894	-	-	894	-	894
Exchange differences arising from translation of overseas operations	換算海外經營業務產生之匯兌差額	-	-	-	235	-	-	-	-	235	16	251
Share of net reserve movements of an associate	應佔聯營公司儲備變動之淨額	-	-	-	453	-	-	(183)	-	270	-	270
Transfer from accumulated losses to other non-distributable reserve by an associate	聯營公司將其累計虧損轉至其他不可分派儲備	-	-	-	-	-	-	1,045	(1,045)	-	-	-
Profit for the year	年度內溢利	-	-	-	-	-	-	-	163,300	163,300	6,608	169,908
Balance at 31st December, 2004	於二零零四年十二月三十一日結餘	307,108	4,709	566,305	(947)	-	-	2,238	(261,183)	618,230	14,679	632,909
Gain on change in fair value in available-for-sale investments	可供出售投資公平值變動時產生之收益	-	-	-	-	72,573	-	-	-	72,573	-	72,573
Exchange differences arising from translation of overseas operations	換算海外經營業務時產生之匯兌差額	-	-	-	4,702	-	-	-	-	4,702	325	5,027
Share of net reserve movements of an associate	應佔聯營公司儲備變動之淨額	-	-	-	4,521	-	-	(19)	-	4,502	-	4,502
Profit for the year	年度內溢利	-	-	-	-	-	-	-	18,760	18,760	(18)	18,742
Balance at 31st December, 2005	於二零零五年十二月三十一日結餘	307,108	4,709	566,305	8,276	72,573	-	2,219	(242,423)	718,767	14,986	733,753

* Other non-distributable reserve represents enterprise expansion fund and other PRC statutory reserves arising from share of reserves of an associate.

* 其他不可分派儲備代表應佔一家聯營公司之企業發展基金及其他中國法定儲備。

28. RESERVES (continued)

28. 儲備 (續)

	Share premium	Capital redemption reserve	Capital reduction reserve	Foreign currency translation reserve	Investment revaluation reserve	Goodwill	Other non-distributable reserve	Accumulated (losses)	Total
	股份溢價賬	贖回儲備	股本儲備	兌換儲備	重估儲備	商譽	其他不可分派儲備	累計虧損	總額
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Attributable to:	來自:								
As at 31st December, 2005	於二零零五年十二月三十一日								
- Company and subsidiaries	307,108	4,709	566,305	4,244	72,573	-	-	(246,743)	708,196
- Associate	-	-	-	4,032	-	-	2,219	4,320	10,571
	<u>307,108</u>	<u>4,709</u>	<u>566,305</u>	<u>8,276</u>	<u>72,573</u>	<u>-</u>	<u>2,219</u>	<u>(242,423)</u>	<u>718,767</u>
As at 31st December, 2004	於二零零四年十二月三十一日								
- Company and subsidiaries	307,108	4,709	566,305	(458)	-	-	-	(258,418)	619,246
- Associate	-	-	-	(489)	-	-	2,238	(2,765)	(1,016)
	<u>307,108</u>	<u>4,709</u>	<u>566,305</u>	<u>(947)</u>	<u>-</u>	<u>-</u>	<u>2,238</u>	<u>(261,183)</u>	<u>618,230</u>
THE COMPANY	本公司								
Balance at 1st January, 2004	於二零零四年一月一日結餘								
Profit for the year	307,108	4,709	566,305	-	-	-	-	(453,097)	425,025
	-	-	-	-	-	-	-	50,339	50,339
Balance at 1st January, 2005	於二零零五年一月一日結餘								
Loss for the year	307,108	4,709	566,305	-	-	-	-	(402,758)	475,364
	-	-	-	-	-	-	-	(3,057)	(3,057)
Balance at 31st December, 2005	於二零零五年十二月三十一日結餘								
	<u>307,108</u>	<u>4,709</u>	<u>566,305</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(405,815)</u>	<u>472,307</u>

At the balance sheet date, the Company has no distributable reserves.

於結算日，本公司並無可供分派儲備。

Capital reduction reserve

On 21st July, 1998, the Court approved the Company, to reduce the capital of the Company from HK\$1,000,000,000 divided into 2,000,000,000 ordinary shares of HK\$0.50 each to HK\$100,000,000 divided into 2,000,000,000 ordinary shares of HK\$0.05 each and, following the reduction, to create an additional 18,000,000,000 ordinary shares of HK\$0.05 each. On 22nd July, 1998, the Companies Registry registered the Court order and the capital of the Company became HK\$1,000,000,000 divided into 20,000,000,000 ordinary shares of HK\$0.05 each, of which 1,258,455,426 ordinary shares have been issued and fully paid.

削減股本儲備

法院於一九九八年七月二十一日批准本公司將股本由1,000,000,000港元拆分為2,000,000,000股每股面值為0.50港元之普通股，削減至100,000,000港元，拆分為2,000,000,000股每股面值為0.05港元之普通股，並於削減股本後增設18,000,000,000股每股面值0.05港元之普通股。本公司已於一九九八年七月二十二日在公司註冊處登記法院指令，而本公司之股本已變為1,000,000,000港元，拆分為20,000,000,000股每股面值為0.05港元之普通股，其中1,258,455,426股普通股已發行及繳足。

28. RESERVES (continued)**Capital reduction reserve** (continued)

Pursuant to the undertaking given to the Court, the amounts equal to the credit arising from the reduction of capital of approximately HK\$566,305,000 have been credited to a Capital Reduction Reserve in the books of account of the Company and so long as there shall remain any debt of or claim against the Company outstanding at the date when the reduction of capital took effect which, if such date was the date of the commencement of the winding up of the Company, would have been admissible in proof against the Company and the person entitled to the benefit thereof shall not have agreed otherwise, such reserve:—

- (i) would not be treated as realised profit; and
- (ii) for so long as the Company shall remain a listed company (as defined in the Companies Ordinance), would be treated as an undistributable reserve of the Company for the purposes of Section 79C of the Companies Ordinance or any statutory re-enactment or modification thereof

provided that the amount standing to the credit of the Capital Reduction Reserve may be reduced by the aggregate of any increase in the issued share capital or in the share premium account of the Company resulting from an issue of shares for cash or other new consideration or upon a capitalisation of distributable reserves after the reduction takes effect.

28. 儲備 (續)**削減股本儲備** (續)

依照向法院作出之保證，因削減股本所引致金額相當於約566,305,000港元之進賬款項已記入本公司賬目之削減股本儲備，且倘於股本削減生效之日（若該日為本公司清盤開始日）公司仍有任何未清償債務或未了結申索，而此等債務或申索為不利於本公司之可接納證據，且擁有權益之人士並無持相反意見，則儲備以下列方式處理：

- (i) 將不視為已變現溢利；及
- (ii) 只要本公司仍為上市公司（定義見《公司條例》），對《公司條例》第79C條或任何法定重新制定法例或任何修訂之法例而言應視為本公司之一項不可分配儲備。

惟倘因此等削減股本生效後發行股份換取現金或其他代價或將可分配儲備資本化，則可將削減股本儲備之進賬金額減少，減少幅度為本公司已發行股本或股份溢價賬內任何增加金額之總和。

29. RELATED PARTIES TRANSACTIONS

- (a) The Company has entered into an arrangement with TGL, which has common directors with the Company, pursuant to which the Group was allowed to use the office premises and administrative resources of TGL. In return, the Company is required to share an attributable portion of the administrative cost of TGL. During the year ended 31st December, 2005, the administrative cost of TGL shared by the Company amounted to HK\$2,016,000 (2004: HK\$2,124,000). As at 31st December, 2005 and 31st December, 2004, no outstanding balance was owed to TGL.

The above transaction constitutes a continuing connected transaction but is exempted from disclosure and approval requirements under the Listing Rules.

- (b) As at 31st December, 2005 and 31st December, 2004, included in the consolidated financial statements under trade and other payables, a net amount of approximately HK\$10,274,000 was advanced by a minority shareholder of a subsidiary of the Company. The advance is unsecured, interest-free and has no fixed repayment terms.
- (c) During the year, 上海大道置業有限公司 (Shanghai Boulevard Real Estate Co., Limited – “Boulevard Real Estate”), a subsidiary of the Company, and Shanghai Tomson Real Estate Investment & Development Co., Ltd. (“Tomson Real Estate”), a wholly-owned subsidiary of TGL whose shares are listed on the Stock Exchange, entered into an agency agreement dated 31st May, 2005 (the “Agency Agreement”). Pursuant to the Agency Agreement, Tomson Real Estate was appointed as the exclusive selling agent in connection with the promotion and sale of gross floor area of approximately 18,200 square meters of Tomson Beautiful Space, a residential project being developed by Boulevard Real Estate in Pudong, Shanghai, the PRC.

29. 關連人士交易

- (a) 本公司與湯臣集團(部份本公司董事同為其董事)訂立一項安排，據此，本集團獲准使用湯臣集團之辦公室物業及行政資源。本公司須就此與湯臣集團分擔應佔比例之行政費用。於截至二零零五年十二月三十一日止年度，本公司分佔湯臣集團之行政費用為數2,016,000港元(二零零四年：2,124,000港元)。於二零零五年十二月三十一日及二零零四年十二月三十一日，本公司並無欠付湯臣集團任何款項。

以上交易構成持續關連交易，惟獲豁免遵守《上市規則》之披露及批准之規定。

- (b) 於二零零五年十二月三十一日及二零零四年十二月三十一日，一筆淨額約10,274,000港元之款項(已計入綜合財務報表之應付貿易賬款及其他應付賬款)由本公司一間附屬公司之少數股東墊付。該筆墊款為無抵押、免息及無固定還款期。
- (c) 本年內，本公司之附屬公司—上海大道置業有限公司(「大道置業」)與湯臣集團(其股份在聯交所上市)之全資附屬公司—上海湯臣房地產開發有限公司(「湯臣房地產」)於二零零五年五月三十一日訂立了一份代理合同(「代理合同」)。根據代理合同，湯臣房地產獲委任為負責推廣及銷售湯臣豪庭(由大道置業於中國上海浦東開發之住宅項目)中約18,200平方米之建築面積之獨家銷售代理。

29. RELATED PARTIES TRANSACTIONS (continued)

Each of the Company and TGL is a connected person of the other and accordingly, the Agency Agreement constituted a connected transaction for both the Company and TGL under Rule 14A.13 of the Rules Governing the Listing of Securities on the Stock Exchange.

Agency fee of approximately HK\$1,583,000 has been paid during the year.

30. CAPITAL COMMITMENTS

At the balance sheet date, the Group had capital commitments amounting to HK\$108,966,000 (2004: HK\$99,685,000) in respect of capital expenditure in construction of properties under development which had been contracted but not provided in the financial statements.

The Company did not have any outstanding capital commitments at the balance sheet date.

31. CONTINGENT LIABILITIES

During the year ended 31st December, 2004, the State Administration of Taxation in the PRC promulgated a circular to all local tax bureaus requiring them to levy land appreciation tax on property developers. In the opinion of the directors, the Group was unlikely to receive demands from the local tax bureaus for the payment of land appreciation tax in respect of sales of properties notwithstanding the Group has not been able to secure written confirmation of the local tax bureaus up to 31st December, 2005. Accordingly, no provisions for land appreciation tax have been made in the financial statements. Should such levies take place, then land appreciation tax attributable to the Group will amount to approximately HK\$25,293,000 (2004: HK\$24,744,000).

29. 關連人士交易 (續)

本公司與湯臣集團互相為對方之關連人士，因此《代理合同》根據聯交所《證券上市規則》第14A.13條，構成本公司及湯臣集團之關連交易。

代理費約1,583,000港元已於年內支付。

30. 資本承擔

於結算日，本集團就發展中物業之建築工程之開支已訂但未在財務報表中撥備之資本承擔為108,966,000港元(二零零四年：99,685,000港元)。

於結算日，本公司概無任何資本承擔。

31. 或然負債

於截至二零零四年十二月三十一日止年度，中國國家稅務總局向所有地方稅務局頒佈通函，向物業發展商徵收土地增值稅。儘管本集團一直未能取得當地稅務局發出之任何書面確認，董事認為當地稅務局不大可能要求本集團就其物業銷售繳納土地增值稅。按此，本集團並無就土地增值稅於財務報表中作出撥備。倘須徵收土地增值稅，則本集團應付之土地增值稅約為25,293,000港元(二零零四年：24,744,000港元)。

32. SHARE OPTION SCHEME

A share option scheme was adopted by the Company pursuant to a resolution passed on 29th May, 2002 (the “2002 Scheme”). The 2002 Scheme was set up for the primary purpose to provide incentives and rewards to selected persons for their contribution to the Group or any entity in which the Group holds any equity interest (“Invested Entity”). Subject to earlier termination by the Company in general meeting or by the Board, the 2002 Scheme shall be valid and effective till 28th May, 2012. After the expiry of such valid period, no further options will be granted but in all other respects the provisions of the 2002 Scheme shall remain in full force and effect.

Under the 2002 Scheme, the Board may grant options to (i) any employee or proposed employee (whether full time or part time) of any member of the Group or any Invested Entity, including any executive director of any member of the Group or any Invested Entity; or (ii) any non-executive director (including independent non-executive director) of any member of the Group or any Invested Entity; or (iii) any customer and supplier of goods or services to any member of the Group or any Invested Entity who has contributed to the Group; or (iv) any adviser or consultant of any member of the Group or any Invested Entity who provides business advice and business consultancy service to any member of the Group or any Invested Entity; or (v) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity.

32. 購股權計劃

本公司根據二零零二年五月二十九日通過的決議案採納一項購股權計劃（「二零零二年計劃」）。設立二零零二年計劃的主要目的是為就經甄選之人士對本集團或本集團持有任何股權之任何機構（「所投資機構」）之貢獻作出獎勵或回報。倘本公司並無在股東大會提早終止或董事局並無提早終止該計劃，該計劃將有效至二零一二年五月二十八日止。於有效期屆滿後將不會再行授出購股權，惟該計劃的條款在各方面將繼續全面有效。

根據二零零二年計劃，董事局可向以下人士授出購股權：(i) 本集團任何成員公司或任何所投資機構之任何僱員或準僱員（不論全職或兼職），包括本集團任何成員公司或任何所投資機構之任何執行董事；或(ii) 本集團任何成員公司或任何所投資機構之任何非執行董事（包括獨立非執行董事）；或(iii) 曾對本集團作出貢獻之任何客戶及向本集團任何成員公司或任何所投資機構提供貨物或服務之供應商；或(iv) 向本集團任何成員公司或任何所投資機構提供業務諮詢及業務顧問服務之本集團任何成員公司或任何所投資機構之諮詢人或顧問；或(v) 本集團任何成員公司或任何所投資機構之股東，或本集團任何成員公司或任何所投資機構發行任何證券之持有人。

32. SHARE OPTION SCHEME (continued)

The maximum number of shares of the Company in respect of which options may be granted under the 2002 Scheme is not permitted to exceed 160,854,651 shares, being 6.2% of the total number of shares of the Company in issue as at 31st December, 2005, unless shareholders' approval of the Company has been obtained. The total number of shares of the Company issued and to be issued upon exercise of the options granted and to be granted to each participant (including exercised and outstanding options) in any 12-month period up to the date of grant shall not exceed 1% of the shares of the Company in issue at the date of grant (the "Individual Limit"). Any further grant of options in excess of the Individual Limit must be subject to shareholders' approval in general meeting with such participant and his or her associates abstaining from voting.

The acceptance of an offer of granting an option must be made within 28 days from the date on which such offer is made with a non-refundable payment of HK\$1 from the grantee to the Company by way of consideration for the grant thereof. An option may be exercised at any time during a period as the Board may determine which shall not be more than 10 years commencing from the date of grant of the option. Save as determined by the Board and provided in the offer of the relevant options, there is no minimum period for which an option must be held before it can be exercised. The subscription price of a share of the Company in respect of any option granted under the 2002 Scheme shall be such price as the Board in its absolute discretion shall determine, save that such price will not be less than the highest of (i) the closing price of the shares as stated in the daily quotations sheet of the Stock Exchange on the date of grant of the option, which must be a business day; (ii) the average closing price of the shares as stated in the Stock Exchange's daily quotations sheets on the five business days immediately preceding the date of grant of the option; and (iii) the nominal value of the shares on the date of grant.

32. 購股權計劃 (續)

除非獲本公司股東之批准，根據二零零二年計劃可授出之購股權而發行之本公司股份最高限額總數不可超過160,854,651股，即於二零零五年十二月三十一日本公司之已發行股份總數之6.2%。每名參與者在截至授出購股權當日止任何十二個月內，因行使獲授或將獲授之購股權(包括已行使及尚未行使者)而發行及將發行之本公司股份總數，不得超過授出購股權當日之本公司已發行股份數目之1% (「個別上限」)。倘向參與者再行授出超逾個別上限之購股權，則須經股東在股東大會上批准，而有關參與者及其聯繫人士均須在會上放棄投票權。

承授人須於授出購股權之日起計28日內提出接納購股權，並向本公司支付1港元，作為獲授權購股權之代價，此款項將不可退回。購股權可在董事局釐定的期間內隨時行使，惟該期間不得自授出購股權日期起計超過十年。除董事局另有決定及根據有關購股權授出時所規定者外，並無設有購股權行使之前必須持有的最短限期。根據二零零二年計劃所授出的任何購股權而言，本公司每股份份的認購價將由董事局全權釐定，惟該認購價不得低於(i)授出購股權當日(必須為營業日)在聯交所每日報價表所列股份之收市價；(ii)截止授出購股權日期前5個營業日在聯交所每日報價表所列股份之平均收市價及(iii)股份於授出購股權當日之面值，三者之最高者。

32. SHARE OPTION SCHEME (continued)

No options have been granted, exercised, cancelled or lapsed under the 2002 Scheme during the year ended 31st December, 2005. No options were outstanding under the 2002 Scheme at 31st December, 2004 and 2005.

33. RETIREMENT BENEFITS SCHEMES

The Group participates in a Mandatory Provident Fund Scheme ("MPF Scheme") established under the Mandatory Provident Fund Schemes Ordinance in November 2002. The assets of the MPF Scheme are held separately from those of the Group, in funds under the control of an independent trustee. Under the rule of the MPF Scheme, the employer and the employees are obliged to make contributions at the specified rate under the MPF Scheme.

The contributions arising from the MPF Scheme charged to the income statement represent contributions payable to the MPF Scheme by the Group at rates specified in the rules of the MPF Scheme.

The employees in the PRC are members of respective state-managed defined contribution retirement benefits schemes operated by the local government. The employer and the employees are obliged to make contributions at a certain percentage of the payroll under rules of the schemes. The only obligation of the Group with respect to the retirement benefit schemes is to make the specified contributions.

32. 購股權計劃 (續)

根據二零零二年計劃，於截至二零零五年十二月三十一日止年度內，並無購股權授出、獲行使、註銷或失效。根據二零零二年計劃，於二零零四年和二零零五年十二月三十一日，均沒有尚未行使之購股權。

33. 退休福利計劃

本集團於二零零二年十一月根據《強制性公積金計劃條例》參與一項強制性公積金計劃（「強積金計劃」）。強積金計劃之資產與本集團之資產分開持有，並由一獨立信託人以基金形式管理。根據強積金計劃之規則，僱主及僱員均有責任按強積金計劃訂明的比率作出供款。

於利潤表扣除之就強積金計劃之供款乃指本集團按強積金計劃規則訂明之比率應付予強積金計劃之供款。

本集團之中國僱員均為個別地方政府營辦之國家管理界定供款退休福利計劃之成員。根據計劃規則，僱主及僱員均有責任按薪金之若干百分比作出供款。本集團對於該等退休福利計劃之唯一責任為作出訂明供款。