

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the six months ended 30 June 2006
截至二零零六年六月三十日止六個月

1. BASIS OF PREPARATION

The consolidated financial statements have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules") and with Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting".

2. PRINCIPAL ACCOUNTING POLICIES

The consolidated financial statements have been prepared under the historical cost basis except for certain properties and financial assets and liabilities, which are measured at fair values or revalued amounts, as appropriate.

The accounting policies used in the consolidated financial statements are consistent with those followed in the preparation of the Group's annual financial statements for the year ended 31 December 2005.

At 30 June 2006, the following new Hong Kong Financial Reporting Standards ("HKFRSs"), Amendments and Interpretations issued by the HKICPA were in issue but not yet effective:

| | |
|--------------------|--|
| HKAS 1 (Amendment) | Capital Disclosures |
| HKFRS 7 | Financial Instruments: disclosures |
| HK(IFRIC)-INT 7 | Applying the restatement approach under HKAS 29 Financial Reporting in Hyperinflationary Economies |
| HK(IFRIC)-INT 8 | Scope of HKFRS 2 |
| HK(IFRIC)-INT 9 | Reassessment of Embedded Derivatives |
| HK(IFRIC)-INT 10 | Interim Financial Reporting and Impairment |

1. 編制基準

本綜合財務報表乃根據香港聯合交易所有限公司證券上市規則(「上市規則」)附錄16的適用披露規定以及香港會計準則(「會計準則」)第34號《中期財務報告》而編制。

2. 主要會計政策

除若干物業及金融資產以及負債按適用情況以公平值或重估值計量外，本綜合財務報表是按歷史成本為編制基準。

本綜合財務報表所採用的會計政策與編制本集團截至二零零五年十二月三十一日止年度的財務報表一致。

於二零零六年六月三十日，下列由香港會計師公會頒佈的新訂香港財務報告準則(「財務報告準則」)、修訂本及詮釋已頒佈惟尚未生效：

| | |
|--------------------------------|-----------------------------------|
| 會計準則第1號 (修訂本) | 資金披露 |
| 財務報告準則第7號 | 金融工具：披露 |
| 香港(國際財務報告 詮釋委員會)一 詮釋第7號 | 應用會計準則第29號 惡性通貨膨脹經濟 財務報告重列法 |
| 香港(國際財務報告 詮釋委員會)一 詮釋第8號 | 財務報告準則第2號的 範圍 |
| 香港(國際財務報告 詮釋委員會)一 詮釋第9號 | 重估附帶衍生工具 |
| 香港(國際財務報告 詮釋委員會)一 詮釋第10號 | 中期財務報告及減值 |

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the six months ended 30 June 2006

截至二零零六年六月三十日止六個月

2. PRINCIPAL ACCOUNTING POLICIES (continued)

The Board anticipates that the adoption of these new HKFRSs, Amendments and Interpretations in future periods will have no material impact on the financial position of the Group.

3. TURNOVER AND SEGMENT INFORMATION

Turnover is analyzed as follows:

| | |
|--|--------------|
| Proceeds from held-for-trading investments | 持作買賣投資所得款項 |
| Interest income from interest in distressed assets | 不良資產權益利息收入 |
| Property management fee income | 物業管理費收入 |
| Rental income | 租金收入 |
| Performance return of dealing in distressed assets | 處置不良資產超收分成收入 |
| Dividend income from listed securities | 上市證券股息收入 |

2. 主要會計政策 (續)

董事會預期，於日後期間採納此等新訂香港財務報告準則、修訂本及詮釋將不會對本集團的財政狀況構成重大影響。

3. 營業額及分類資料

營業額的分析如下：

Six months ended 30 June 截至六月三十日止六個月

| 2006 二零零六年 HK\$'000 千港元 | 2005 二零零五年 HK\$'000 千港元 |
|----------------------------------|----------------------------------|
| 403,818 | 34,750 |
| 46,807 | 89,958 |
| 43,562 | 41,661 |
| 34,197 | 30,644 |
| — | 100,000 |
| — | 1,890 |
| 528,384 | 298,903 |

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the six months ended 30 June 2006

截至二零零六年六月三十日止六個月

3. TURNOVER AND SEGMENT INFORMATION 3. 營業額及分類資料 (續)

(i) Business segments

The Group is organized into five operating divisions: distressed assets business, investments, sales of properties, property leasing and property management. These operating divisions are the basis on which the Group reports its primary segment information.

An analysis of the Group's turnover and results by business segments is as follows:

(i) 業務分類

本集團由五個營運部門組成：不良資產業務、投資、物業銷售、物業租賃及物業管理。此等營運部門是本集團呈報其基本分類資料的基礎。

本集團營業額及業績按業務分類的分析如下：

Six months ended 30 June 2006
截至二零零六年六月三十日止六個月

| | | Distressed assets business | Investments | Sales of properties | Property leasing | Property management | Consolidated |
|---|---------------------|----------------------------|-------------|---------------------|------------------|---------------------|--------------|
| | | 不良資產業務 | 投資 | 物業銷售 | 物業租賃 | 物業管理 | 綜合 |
| | | 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 |
| Turnover | 營業額 | 46,807 | 403,818 | — | 34,197 | 43,562 | 528,384 |
| Results | 業績 | | | | | | |
| Segment results | 分類業績 | 46,807 | 128,126 | (1,614) | 15,160 | 994 | 189,473 |
| Interest income | 利息收入 | | | | | | 31,636 |
| Surplus on revaluation of leasehold properties | 租賃物業的重估盈餘 | | | | | | 1,102 |
| Increase in fair value of investment properties | 投資物業的公平值增加 | — | — | — | 88,418 | — | 88,418 |
| Gain on convertible note at fair value through profit or loss | 於損益表按公平值處理的可換股票據的收益 | | | | | | 35,412 |
| Unallocated corporate expenses | 未予分配公司費用 | | | | | | (19,231) |
| Finance costs | 財務費用 | | | | | | (24,445) |
| Discount on acquisition of additional equity interest in a subsidiary | 收購一間附屬公司額外股本權益的折讓 | | | | | | 24,742 |
| Share of results of associates | 攤佔聯營公司業績 | | | | | | 39,532 |
| Share of results of jointly controlled entity | 攤佔共同控制公司業績 | | | | | | 6,912 |
| Gain on disposal of a subsidiary | 出售一間附屬公司產生的收益 | | | | | | 2,550 |
| Profit before taxation | 除稅前溢利 | | | | | | 376,101 |
| Taxation | 稅項 | | | | | | (43,033) |
| Profit for the period | 期內溢利 | | | | | | 333,068 |

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the six months ended 30 June 2006

截至二零零六年六月三十日止六個月

3. TURNOVER AND SEGMENT INFORMATION 3. 營業額及分類資料 (續)

(i) Business segments (continued)

| | | Distressed assets business | Investments | Sales of properties | Property leasing | Property management | Consolidated |
|---|-------------------|----------------------------|-------------|---------------------|------------------|---------------------|--------------|
| | | 不良資產業務 | 投資 | 物業銷售 | 物業租賃 | 物業管理 | 綜合 |
| | | 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 |
| Turnover | 營業額 | 189,958 | 36,640 | — | 30,644 | 41,661 | 298,903 |
| Results | 業績 | | | | | | |
| Segment results | 分類業績 | 189,946 | 21,277 | (1,685) | 16,783 | 1,861 | 228,182 |
| Interest income | 利息收入 | | | | | | 20,587 |
| Surplus on revaluation of leasehold properties | 租賃物業的重估盈餘 | | | | | | 8,255 |
| Increase in fair value of investment properties | 投資物業的公平值增加 | — | — | — | 55,630 | — | 55,630 |
| Unallocated corporate expenses | 未予分配公司費用 | | | | | | (17,872) |
| Finance costs | 財務費用 | | | | | | (29,834) |
| Discount on acquisition of additional equity interest in a subsidiary | 收購一間附屬公司額外股本權益的折讓 | | | | | | 73,476 |
| Share of results of associates | 攤佔聯營公司業績 | | | | | | 59,885 |
| Profit before taxation | 除稅前溢利 | | | | | | 398,309 |
| Taxation | 稅項 | | | | | | (40,301) |
| Profit for the period | 期內溢利 | | | | | | 358,008 |

(i) 業務分類 (續)

Six months ended 30 June 2005
截至二零零五年六月三十日止六個月

(ii) Geographical segments

An analysis of the Group's turnover by geographical location of customers is as follows:

(ii) 地域分類

本集團營業額按照客戶的地域位置劃分的分析如下:

| | | Turnover | |
|-----------|----|----------------|----------------|
| | | 營業額 | |
| | | 2006 | 2005 |
| | | 二零零六年 | 二零零五年 |
| | | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 |
| Hong Kong | 香港 | 405,641 | 38,244 |
| The PRC | 中國 | 122,743 | 160,659 |
| Macau | 澳門 | — | 100,000 |
| | | 528,384 | 298,903 |

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the six months ended 30 June 2006

截至二零零六年六月三十日止六個月

4. OTHER INCOME

4. 其他收入

| | | 2006 二零零六年 HK\$'000 千港元 | 2005 二零零五年 HK\$'000 千港元 |
|--|--------------|----------------------------------|----------------------------------|
| Change of fair value of held-for-trading investments | 持作買賣投資的公平值變動 | 57,313 | 9,265 |
| Interest income | 利息收入 | 31,636 | 20,587 |
| Commission income | 佣金收入 | 916 | 520 |
| Gain on disposal of investment properties | 出售投資物業產生的收益 | — | 209 |
| Bad debt recovered | 壞賬收回 | — | 82 |
| Exchange gain | 匯兌收益 | — | 15 |
| Others | 其他 | 158 | 2,745 |
| | | 90,023 | 33,423 |

5. FINANCE COSTS

5. 財務費用

| | | 2006 二零零六年 HK\$'000 千港元 | 2005 二零零五年 HK\$'000 千港元 |
|--|-------------------|----------------------------------|----------------------------------|
| Interest on bank borrowings | 銀行借款利息 | | |
| — wholly repayable within five years | — 須於五年內悉數償還 | 16,411 | 15,927 |
| — not wholly repayable within five years | — 無須於五年內悉數償還 | 222 | 110 |
| Interest on convertible notes wholly repayable within five years | 須於五年內悉數償還的可換股票據利息 | 7,812 | 13,797 |
| | | 24,445 | 29,834 |

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the six months ended 30 June 2006

截至二零零六年六月三十日止六個月

6. DISPOSAL OF A SUBSIDIARY

6. 出售附屬公司

| | | 2006 二零零六年 HK\$'000 千港元 | 2005 二零零五年 HK\$'000 千港元 |
|---|-----------------------|----------------------------------|----------------------------------|
| Net assets of a subsidiary disposed of comprise: | 出售附屬公司的資產淨值包括： | | |
| Interest in distressed assets | 不良資產權益 | 263,723 | — |
| Amounts due to holding companies | 應付控股公司款項 | (239,994) | — |
| Group's share of net assets disposed | 本集團應佔出售淨資產 | 23,729 | — |
| Gain on disposal of a subsidiary | 出售一間附屬公司產生的收益 | 2,550 | — |
| Total consideration | 總代價 | 26,279 | — |
| Satisfied by: | 支付方式： | | |
| Cash | 現金 | 26,279 | — |
| Net cash inflow arising on disposal: | 出售附屬公司的淨現金流入： | | |
| Cash consideration | 現金代價 | 26,279 | — |
| | | 26,279 | — |

The subsidiary disposed during the period had no significant contribution to the Group's operating results for the current period.

於本期內出售的附屬公司對本集團於本期內的經營業績並無重大貢獻。

7. TAXATION

7. 稅項

| | | 2006 二零零六年 HK\$'000 千港元 | 2005 二零零五年 HK\$'000 千港元 |
|---|----------------|----------------------------------|----------------------------------|
| The charge comprises: | 稅項支出包括： | | |
| Subsidiaries | 附屬公司 | | |
| PRC Enterprises Income Tax | 中國企業所得稅 | 500 | 233 |
| Deferred Taxation (Note 18) | 遞延稅項 (附註18) | 42,533 | 40,068 |
| Taxation attributable to the Company and subsidiaries | 本公司及附屬公司所屬稅項 | 43,033 | 40,301 |

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the six months ended 30 June 2006

截至二零零六年六月三十日止六個月

7. TAXATION (continued)

No provision for Hong Kong profits tax has been provided in the current period and in the previous periods since the assessable profit is wholly absorbed by tax losses brought forward.

The taxation charge of the PRC Enterprise Income Tax for the current and the previous period have been made based on the Group's estimated assessable profits calculated in accordance with the relevant income tax laws applicable to the subsidiaries in the PRC.

8. PROFIT FOR THE PERIOD

7. 稅項 (續)

由於應課稅盈利已由承前稅項虧損全數抵銷，故本期間及去年同期並無提撥任何香港所得稅支出。

本期間及去年同期的中國企業所得稅乃本集團於中國的附屬公司以估計的應課稅溢利按適用的所得稅法例計算所得的稅項支出。

8. 期內溢利

| | | 2006 二零零六年 HK\$'000 千港元 | 2005 二零零五年 HK\$'000 千港元 |
|--|--|----------------------------------|----------------------------------|
| Profit for the period has been arrived at after charging: | 期內溢利已扣除： | | |
| Auditors' remuneration | 核數師酬金 | 1,200 | 1,042 |
| Depreciation | 折舊 | 3,653 | 3,266 |
| Loss on disposal of property, plant and equipment | 出售物業、廠房及設備產生的虧損 | 2 | 34 |
| Repairs and maintenance fund expensed relating to the Group's investment properties in the PRC | 本集團於中國的投資物業的相關維修保養支出 | 686 | 686 |
| Operating lease rentals in respect of land and buildings | 土地及樓宇的營運租約租金 | 1,791 | 626 |
| Staff cost including directors' remuneration and the retirement benefit costs of HK\$1,427,000 (2005: HK\$1,032,000) | 員工費用包括董事酬金及退休福利成本1,427,000港元 (二零零五年：1,032,000港元) | 26,260 | 20,142 |
| Share of tax of associate (included in share of results of associates) | 攤佔聯營公司稅項 (已包括於攤佔聯營公司業績) | 2,293 | — |
| Share of tax of jointly controlled entity (included in share of results of jointly controlled entity) | 攤佔共同控制公司稅項 (已包括於攤佔共同控制公司業績) | 1,570 | — |
| And after crediting: | 並已計入： | | |
| Rental income under operating leases less outgoings of HK\$1,501,000 (2005: HK\$654,000) | 營運租約的租金收入，扣除開支1,501,000港元 (二零零五年：654,000港元) | 32,300 | 29,990 |

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the six months ended 30 June 2006

截至二零零六年六月三十日止六個月

9. DIVIDENDS

On 6 June 2006, the Company paid a dividend of HK\$0.06 per share, totaling HK\$108,403,000, to the shareholders as final dividend for the year ended 31 December 2005.

On 3 June 2005, the Company paid a dividend of HK\$0.05 per share, totaling HK\$87,934,000, to the shareholders as final dividend for the year ended 31 December 2004.

The Board has resolved not to declare any interim dividend for the six months ended 30 June 2006 (2005: Nil).

10. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to the ordinary equity holders of the Company is based on the following data:

| Earnings: | 盈利： |
|--|-------------------------------|
| Earnings for the purpose of basic earnings per share (profit for the period attributable to equity holders of the Company) | 用以計算每股基本盈利的盈利(本公司股本持有人應佔期內溢利) |
| Effect of dilutive potential shares in respect of convertible notes: | 有關可換股票據的潛在攤薄股份的影響： |
| — gain on convertible note at fair value through profit or loss | — 於損益表按公平值處理的可換股票據的收益 |
| — finance costs | — 財務費用 |
| — deferred tax | — 遞延稅項 |
| Earnings for the purpose of diluted earnings per share | 用以計算每股攤薄盈利的盈利 |

9. 中期股息

於二零零六年六月六日，本公司向股東支付每股0.06港元股息，總額為108,403,000港元，作為截至二零零五年十二月三十一日止年度的末期股息。

於二零零五年六月三日，本公司向股東支付每股0.05港元股息，總額為87,934,000港元，作為截至二零零四年十二月三十一日止年度的末期股息。

董事會議決不宣派任何截至二零零六年六月三十日止六個月的中期股息(二零零五年：無)。

10. 每股盈利

本公司普通股股本持有人應佔的每股基本及攤薄盈利乃根據下列數據計算所得：

Six months ended 30 June 截至六月三十日止六個月

| 2006 二零零六年 HK\$'000 千港元 | 2005 二零零五年 HK\$'000 千港元 |
|--|--|
| 332,600 | 354,973 |
| (35,412) | — |
| 7,812 | 13,797 |
| (537) | (2,414) |
| 304,463 | 366,356 |

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the six months ended 30 June 2006

截至二零零六年六月三十日止六個月

10. EARNINGS PER SHARE (continued)

| | | Number of shares 股份數目 In thousand 千 | |
|---|---------------------|--|---------------|
| | | 2006 二零零六年 | 2005 二零零五年 |
| Number of shares: | 股份數目： | | |
| Weighted average number of shares for the purpose of basic earnings per share | 用以計算每股基本盈利之加權平均股份數目 | 1,752,240 | 1,758,672 |
| Effect of dilutive potential ordinary shares from | 潛在攤薄普通股之影響： | | |
| — convertible notes | — 可換股票據 | 282,460 | 338,814 |
| — share options | — 購股權 | 16,351 | 24,982 |
| Weighted average number of shares for the purpose of diluted earnings per share | 用以計算每股攤薄盈利之加權平均股份數目 | 2,051,051 | 2,122,468 |

11. INVESTMENT PROPERTIES

The Group did not make any acquisition or disposal of investment property during the period.

The Group's investment properties were fair-valued by Vigers Appraisal & Consulting Limited and A-Plus Surveyors Limited, firms of independent property valuers on an open market value basis at 30 June 2006. The resulting increase in fair value of investment properties of approximately HK\$88,418,000 has been recognized directly in the consolidated income statement.

10. 每股盈利 (續)

11. 投資物業

本集團於本期間內並無購入或出售任何投資物業。

本集團的投資物業於二零零六年六月三十日的公平值乃經由獨立物業評估師威格斯資產評估顧問有限公司及恆信測量師行有限公司按照公開市值基準評估所得。投資物業評估所得的公平值增加數額約88,418,000港元已直接於綜合收入報表確認。

12. PROPERTY, PLANT AND EQUIPMENT

The Group did not make any significant acquisition or disposal of property, plant and equipment during the period.

The Group's leasehold land and buildings classified as property, plant and equipment were fair-valued by Vigers Appraisal & Consulting Limited and A-Plus Surveyors Limited, firms of independent property valuers on an open market value basis at 30 June 2006. The net surplus on revaluation of leasehold properties amounting to approximately HK\$2,761,000, of which the surplus of approximately HK\$1,102,000 was credited to the consolidated income statement to reverse the deficit previously charged to the consolidated income statement and the remaining surplus of approximately HK\$1,659,000 was credited to the asset revaluation reserve.

13. TRADE RECEIVABLES

The Group allows an average credit period of 30 days to its trade customers.

The following is an aged analysis of trade receivables at the balance sheet date:

| | |
|---------------|----------|
| 0 to 30 days | 零至三十日 |
| 31 to 90 days | 三十一日至九十日 |
| Over 90 days | 超過九十日 |

12. 物業、廠房及設備

本集團於本期間內並無進行重大的物業、廠房及設備購置或出售。

本集團歸納為物業、廠房及設備的租賃土地及樓宇於二零零六年六月三十日的公平值乃經由獨立物業評估師威格斯資產評估顧問有限公司及恆信測量師行有限公司按照公開市值基準評估所得。租賃物業評估所得的盈餘淨額約2,761,000港元，其中盈餘數額約1,102,000港元計入綜合收入報表以撥回以前已於綜合收入報表扣除的虧絀；其餘盈餘數額約1,659,000港元則計入資產重估儲備。

13. 應收賬款

本集團給予貿易客戶平均三十天信用期。

下述是應收賬款於結算日的賬齡分析：

| 30 June 2006 二零零六年 六月三十日 HK\$'000 千港元 | 31 December 2005 二零零五年 十二月三十一日 HK\$'000 千港元 |
|--|--|
| 4,788 | 933 |
| 1,544 | 1,021 |
| 1,269 | 2,446 |
| 7,601 | 4,400 |

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the six months ended 30 June 2006

截至二零零六年六月三十日止六個月

14. SHARE CAPITAL

14. 股本

| | | Number of shares 股份數目 | Nominal value 票面值 HK\$'000 千港元 |
|--|---|-----------------------------|--|
| Ordinary share of HK\$0.20 each <i>Authorized:</i> At 31 December 2005 and 30 June 2006 | 每股面值0.20港元的普通股 法定股本： 於二零零五年十二月三十一日 及二零零六年六月三十日 | 4,000,000,000 | 800,000 |
| <i>Issued and fully paid:</i> Balance at 31 December 2005 | 已發行及繳足股份： 於二零零五年十二月三十一日 | 1,688,709,611 | 337,742 |
| Issue new shares upon exercise of share options | 行使購股權發行的新股 | 18,000,000 | 3,600 |
| Issue new shares upon exercise of convertible note | 行使可換股票據發行的新股 | 100,000,000 | 20,000 |
| At 30 June 2006 | 於二零零六年六月三十日 | 1,806,709,611 | 361,342 |

15. TRADE PAYABLES

15. 應付賬款

The following is an aged analysis of trade payables at the balance sheet date:

下述是應付賬款於結算日的賬齡分析：

| | | 30 June 2006 二零零六年 六月三十日 HK\$'000 千港元 | 31 December 2005 二零零五年 十二月三十一日 HK\$'000 千港元 |
|---------------|----------|--|--|
| 0 to 30 days | 零至三十日 | 9,629 | 6,324 |
| 31 to 90 days | 三十一日至九十日 | 2,878 | 8,428 |
| Over 90 days | 超過九十日 | 23,354 | 4,423 |
| | | 35,861 | 19,175 |

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the six months ended 30 June 2006

截至二零零六年六月三十日止六個月

16. BORROWINGS

The bank loans bear interest at commercial rates and are secured by certain investment properties and leasehold properties of the Group. The related obligation is repayable as follows:

| | | 30 June 2006 二零零六年 六月三十日 HK\$'000 千港元 | 31 December 2005 二零零五年 十二月三十一日 HK\$'000 千港元 |
|---|---------------------|--|--|
| Bank overdraft — secured | 銀行透支 — 有抵押 | — | 79,241 |
| Bank loans — secured | 銀行貸款 — 有抵押 | 578,904 | 579,478 |
| | | 578,904 | 658,719 |
| Carrying amount repayable: | 需於特定期間償還之賬面金額： | | |
| On demand or within one year | 應要求或一年之內 | 572,579 | 651,819 |
| More than one year, but not exceeding two years | 一年以上但不超過兩年 | 1,150 | 1,150 |
| More than two years, but not exceeding five years | 兩年以上但不超過五年 | 3,450 | 3,450 |
| More than five years | 五年以上 | 1,725 | 2,300 |
| | | 578,904 | 658,719 |
| Less: Amounts due within one year shown under current liabilities | 減：於一年之內到期並列為流動負債之金額 | | |
| — Borrowings | — 借貸 | (572,579) | (572,578) |
| — Bank overdraft | — 銀行透支 | — | (79,241) |
| | | 6,325 | 6,900 |

17. PLEDGE OF ASSETS

At 30 June 2006, the Group has pledged certain investment properties and leasehold properties which have an aggregate carrying value at the balance sheet date of approximately HK\$1,943,672,000 and HK\$81,200,000 respectively to secure general banking facilities granted to the Group.

16. 借貸

銀行貸款按商業利率計算利息，並以本集團若干投資物業及租賃物業作抵押。其相關還款責任的歸屬期間如下：

17. 資產抵押

於二零零六年六月三十日，本集團已將於結算日累計賬面總額約為1,943,672,000港元及81,200,000港元的投資物業及租賃物業抵押作為本集團所獲取一般性銀行融資的條件。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the six months ended 30 June 2006

截至二零零六年六月三十日止六個月

18. DEFERRED TAXATION

The followings are the major deferred tax assets and liabilities recognised and movements thereon during the current and prior reporting periods:

| | | Accelerated tax depreciation | Revaluation of properties | Distressed assets | Tax losses | Convertible notes | Total |
|--|-------------------|---------------------------------|------------------------------|----------------------|------------|----------------------|-----------|
| | | 加速稅務折舊 | 物業重估 | 不良資產 | 稅務虧損 | 可換股票據 | 總額 |
| | | 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 |
| At 1 January 2005 | 於二零零五年一月一日 | (55) | (65,128) | (32,494) | 18,555 | (4,054) | (83,176) |
| Effect of changes in accounting policies | 會計政策變動的影響 | — | — | (14,479) | — | — | (14,479) |
| A 1 January 2005, as restated | 於二零零五年一月一日 經重列 | (55) | (65,128) | (46,973) | 18,555 | (4,054) | (97,655) |
| (Charge) credit to income for the year | 於本年度收益(扣除)計入 | — | (47,314) | (39,274) | (3,961) | 2,100 | (88,449) |
| Charge to equity for the year | 於本年度權益扣除 | — | (539) | — | — | — | (539) |
| At 31 December 2005 | 於二零零五年十二月 三十一日 | (55) | (112,981) | (86,247) | 14,594 | (1,954) | (186,643) |
| (Charge) credit to income for the period | 於本期間收益(扣除)計入 | — | (29,028) | (14,042) | — | 537 | (42,533) |
| (Charge) credit to equity for the period | 於本期間權益(扣除)計入 | — | (504) | — | — | 978 | 474 |
| At 30 June 2006 | 於二零零六年六月三十日 | (55) | (142,513) | (100,289) | 14,594 | (439) | (228,702) |

For the purpose of balance sheet presentation, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

18. 遞延稅項

以下為主要已確認的遞延稅項資產與負債及其於本期間及去年同期的變動：

就資產負債表呈報而言，若干遞延稅項資產及遞延稅項負債已互相抵銷。以下為就財務申報用途所製之遞延稅項結餘分析：

| | | 30 June 2006 二零零六年 六月三十日 HK\$'000 千港元 | 31 December 2005 二零零五年 十二月三十一日 HK\$'000 千港元 |
|--------------------------|--------|--|--|
| Deferred tax assets | 遞延稅項資產 | 1,336 | 1,336 |
| Deferred tax liabilities | 遞延稅項負債 | (230,038) | (187,979) |
| | | (228,702) | (186,643) |

19. INTEREST IN COMPETITORS

During the six months ended 30 June 2006, none of the directors or the management shareholders of the Company or their respective associates had an interest in a business, which competes or may compete with the business of the Group.

20. RELATED PARTY TRANSACTIONS

During the current period, the Group entered into the following transactions with related parties:

| | | | |
|--|--------------------------|---------------|---------|
| Property management fee income from an associate (note a) | 收取一間聯營公司的物業管理費收入 (附註a) | 62 | 42 |
| Interest on convertible notes issued to shareholders (note b) | 支付發行予股東的可換股票據利息 (附註b) | 7,812 | 13,797 |
| Interest income from associates (note c) | 收取聯營公司的利息 (附註c) | 11,393 | — |
| Rental income from an associate (note a) | 收取一間聯營公司的租金收入 (附註a) | 117 | 97 |
| Performance return received from a fellow subsidiary of a shareholder (note d) | 收取一名股東的集團附屬公司的超收分成 (附註d) | — | 100,000 |
| Consultancy fee paid to an associate (note d) | 支付一間聯營公司的諮詢費 (附註d) | — | 467 |

Notes:

- (a) The transaction price was determined and agreed between the Group and the related parties on the basis of estimated costs incurred.
- (b) Interest is charged at 1.5% and 4.48% per annum.
- (c) Interest is charged based on the interest rate agreed by both parties.
- (d) The transaction was carried out in accordance with the terms of relevant agreements.

Details of balances with related companies and other transactions with related parties are set out in the consolidated balance sheet.

19. 於競爭對手之權益

於截至二零零六年六月三十日止六個月內，並無任何本公司的董事或管理層股東或各自的聯繫人士於與本集團之業務構成競爭或可能構成競爭的其他業務擁有權益。

20. 關聯人士交易

於本期內，本集團與關聯人士進行下述交易：

| | 2006 二零零六年 HK\$'000 千港元 | 2005 二零零五年 HK\$'000 千港元 |
|--|----------------------------------|----------------------------------|
| Property management fee income from an associate (note a) | 62 | 42 |
| Interest on convertible notes issued to shareholders (note b) | 7,812 | 13,797 |
| Interest income from associates (note c) | 11,393 | — |
| Rental income from an associate (note a) | 117 | 97 |
| Performance return received from a fellow subsidiary of a shareholder (note d) | — | 100,000 |
| Consultancy fee paid to an associate (note d) | — | 467 |

附註：

- (a) 交易之價格乃經本集團與關聯人士根據估計的成本基礎而釐定及認可。
- (b) 利息以年利率1.5%及4.48%計算。
- (c) 利息根據雙方協訂的利率計算。
- (d) 交易乃根據相關議書的條款進行。

與關聯人士的結餘及其他交易的詳情已載於綜合資產負債表。