

Consolidated Statement of Changes in Equity

For the year ended 31st December, 2006

綜合股本權益變動報表

截至二零零六年十二月三十一日止年度

Equity attributable to equity holders of the Company

本公司股本持有人應佔權益

		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Contribution from shareholders 股東注資 HK\$'000 千港元 (Note a) (附註a)	Special capital reserve (accumulated I & II)	Retained profits/ losses (accumulated)	Total	Minority interests 少數股東權益 HK\$'000 千港元	Total equity 權益總額 HK\$'000 千港元
					特別股本儲備I及II HK\$'000 千港元 (Note b) (附註b)	保留溢利/ (累計虧損) HK\$'000 千港元			
The Group	本集團								
At 1st January, 2005	於二零零五年一月一日	2,823	442,917	104,225	54,720	(111,897)	492,788	(38,093)	454,695
Profit for the year and total recognised income for the year	本年度溢利及本年度確認之總收入	-	-	-	-	121,518	121,518	(2,100)	119,418
Amount received from share placing	股份配售所得款項	565	53,072	-	-	-	53,637	-	53,637
Issue cost on share placing	股份配售之發行成本	-	(829)	-	-	-	(829)	-	(829)
Transfer upon issue of shares for share placing (Note c)	於股份配售發行股份時轉撥(附註c)	-	-	-	(54,720)	54,720	-	-	-
Write off of loans from minority shareholders upon voluntary winding-up of certain subsidiaries	於若干附屬公司自願清盤時註銷少數股東貸款	-	-	-	-	-	-	39,228	39,228
At 31st December, 2005 and 1st January, 2006	於二零零五年十二月三十一日及二零零六年一月一日	3,388	495,160	104,225	-	64,341	667,114	(965)	666,149
Profit for the year and total recognised income for the year	本年度溢利及本年度確認之總收入	-	-	-	-	94,349	94,349	(58)	94,291
At 31st December, 2006	於二零零六年十二月三十一日	3,388	495,160	104,225	-	158,690	761,463	(1,023)	760,440

The accompanying notes form an integral part of these financial statements.

隨附附註為本財務報表之一部份。

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截至二零零六年十二月三十一日止年度

Notes:

(a) Asset Transaction

On 11th February, 2003, the Company and Jumbo Legend Limited, a wholly-owned subsidiary of the Company, entered into a sale and purchase agreement with Chinese Estates Holdings Limited ("Chinese Estates") relating to, among other things, the purchase of a group of wholly-owned subsidiaries of Chinese Estates, which held direct or indirect interests in various properties, and the sale of Super Series Limited ("Super Series"), a wholly-owned subsidiary of the Company which held 100% indirect interest in the development project of Manhattan Avenue (the "Asset Transaction"). The Asset Transaction was completed on 7th November, 2003 and resulted in the acquisition of thirteen properties interests in Hong Kong and in the People's Republic of China.

Contribution from shareholders represents the excess of the fair value of the net assets acquired from Chinese Estates over the consideration paid.

- (b) As part of the capital reorganisation, an order on petition dated 7th October, 2003 (the "Order") was issued by the High Court of Hong Kong Special Administrative Region of the People's Republic of China in connection with the reduction of the capital of the Company for an amount of HK\$296,536,000. Pursuant to the Order, the Company applied HK\$245,025,000 of the above amount to eliminate its accumulated losses as at 31st December, 2002 while the remaining balance of HK\$51,511,000 was included in a "Special Capital Reserve I" account.

The Company also undertook that any future recoveries of the advances to Super Series Limited, a former wholly-owned subsidiary of Company, which was disposed of under the Asset Transaction, beyond their written down value had to be credited to "Special Capital Reserve II". Accordingly, the gain on disposal of Super Series amounting to HK\$3,209,000 was included in this reserve.

- (c) It was also provided in the Order that, notwithstanding the above undertaking, the amount standing to the credit of the Special Capital Reserve I & II might be reduced by the amount of any increase in the paid-up share capital or the amount standing to the credit of the share premium account of the Company as the result of the payment up of shares by the receipt of the new consideration or capitalisation of distributable profit after 8th October, 2003, the effective date (the "effective date") for capital reduction.

The Company has increased its issued share capital and share premium account up to the requirement of the Order for reduction of the Special Capital Reserve I & II by the issue and allotment of shares for cash consideration from the effective date up to year ended 31st December, 2005. Accordingly, based on legal opinion, the total amount of HK\$54,720,000 standing to the credit of the Special Capital Reserve I & II can be totally reduced and transferred to the retained profits/ (accumulated losses) of the Company.

附註:

(a) 資產交易

於二零零三年二月十一日，本公司及本公司之全資附屬公司Jumbo Legend Limited與Chinese Estates Holdings Limited（「華人置業」）訂立一份買賣協議，內容有關（其中包括）購買華人置業一組全資附屬公司（該等附屬公司持有多項物業之直接或間接權益），以及出售本公司之全資附屬公司Super Series Limited（「Super Series」）（該公司持有Manhattan Avenue發展項目之100%間接權益）（「資產交易」）。資產交易已於二零零三年十一月七日完成，並因而分別收購位於香港及中華人民共和國之十三項物業權益。

股東注資代表向華人置業收購之資產淨值的公平值超出所付代價之金額。

- (b) 作為股本重組一部份，中華人民共和國香港特別行政區高等法院於二零零三年十月七日就削減本公司股本296,536,000港元之呈請發出命令（「命令」）。根據命令，本公司運用了上述金額中245,025,000港元撤銷其於二零零二年十二月三十一日之累計虧損，餘下51,511,000港元撥入「特別股本儲備I」賬目。

本公司亦已承諾，日後若收回墊付予本公司已根據資產交易出售之前全資附屬公司Super Series Limited之款項超出其已撤減之數值，則多出之部份須撥入「特別股本儲備II」。因此，出售Super Series為數3,209,000港元之收益已撥入該項儲備。

- (c) 命令亦有規定，儘管有上述承諾，本公司可於二零零三年十月八日（即削減股本之生效日期（「生效日期」））後因收取增加股本之新代價或將可供分派溢利撥充資本以支付股份款項，利用繳足股本所增加之金額或本公司股份溢價賬之餘額以削減特別股本儲備I及II之餘額。

由生效日期起至二零零五年十二月三十一日止年度，本公司因發行及配發股份所增加的已發行股本及股份溢價，已符合命令規定以發行及配發股份換取現金代價而削減特別儲備I及II的要求。因此，根據法律意見，特別儲備I及II的總額54,720,000港元可全數削減並將之轉撥至本公司之保留溢利／（累計虧損）。