

綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零零六年十二月三十一日止年度
For the year ended 31st December, 2006

1. 一般資料

本公司為於百慕達註冊成立之受豁免有限公司，其股份於香港聯合交易所有限公司（「聯交所」）及新加坡證券交易所有限公司上市。其母公司為天安中國酒店地產投資有限公司，此乃一香港註冊成立之私營公司，而其最終控股公司為天安中國投資有限公司（「天安」）。天安乃於香港註冊成立之公眾公司，其股份於聯交所上市。本公司之註冊辦事處及主要經營地點於本年報「公司資料」一節中披露。

本公司為投資控股公司。本公司及其主要附屬公司（「本集團」）主要業務分別載於綜合財務報表附註37。

本綜合財務報表以不同於本公司之功能貨幣（人民幣）之港元列示。本公司董事鑑於本公司之上市地點而認為港元為其最合適之列示貨幣。

2. 新訂及修訂香港財務報告準則之應用

於本年度，本集團首次採用由香港會計師公會新頒佈之多條新準則、修訂及詮釋（「新香港財務報告準則」），該等準則適用於二零零五年十二月一日或以後、或二零零六年一月一日或以後開始之會計期間。採納新香港財務報告準則對本會計期間或以往會計期間業績及財務狀況之編製及呈列方式並無重大影響，因而毋須作出以往年度調整。

1. GENERAL

The Company is incorporated in Bermuda as an exempted company with limited liability. Its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and The Singapore Exchange Securities Trading Limited. Its parent is Tian An China Hotel and Property Investments Company Limited, a private company incorporated in Hong Kong and its ultimate holding company is Tian An China Investments Company Limited ("Tian An"), a public company incorporated in Hong Kong and which shares are listed on the Stock Exchange. The address of the registered office and principal place of business of the Company are disclosed in the corporate information to the annual report.

The Company is an investment holding company. The principal activities of the Company and its subsidiaries (the "Group") are set out in note 37 to the consolidated financial statements.

The consolidated financial statements are presented in Hong Kong dollars which is different from the functional currency of the Company, which is in Renminbi, as the directors of the Company consider that Hong Kong dollar is the most appropriate presentation currency in view of its place of listing.

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

In the current year, the Group has applied, for the first time, a number of new standards, amendments and interpretations ("new HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), which are either effective for accounting periods beginning on or after 1st December, 2005 or 1st January, 2006. The adoption of the new HKFRSs had no material effect on how the results and financial position for the current or prior accounting periods have been prepared and presented. Accordingly, no prior period adjustment has been required.



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2. 新訂及修訂香港財務報告準則之應用(續)

已頒佈但未生效之準則、修訂及詮釋

本集團並無提早採納下列已頒佈但仍未生效之新準則、修訂或詮釋。本公司董事預期，採用該等新準則、修訂或詮釋對本集團業績及財務狀況並無任何重大影響。

香港會計準則第1號 (修訂)	資本披露 ¹
香港財務報告準則第7號	財務工具：披露 ¹
香港財務報告準則第8號	營業分類 ²
香港財務報告準則－詮釋7	根據香港會計準則第29號 「惡性通貨膨脹經濟中的 財務報告」採用重列法 ³
香港財務報告準則－詮釋8	香港財務報告準則第2號 的範圍 ⁴
香港財務報告準則－詮釋9	重新評估嵌入式衍生工具 ⁵
香港財務報告準則－詮釋10	中期財務報告及減值 ⁶
香港財務報告準則－詮釋11	香港財務報告準則第2號： 集團及庫存股份交易 ⁷
香港財務報告準則－詮釋12	服務經營權安排 ⁸

¹ 於二零零七年一月一日或之後開始之年度期間生效。

² 於二零零九年一月一日或之後開始之年度期間生效。

³ 於二零零六年三月一日或之後開始之年度期間生效。

⁴ 於二零零六年五月一日或之後開始之年度期間生效。

⁵ 於二零零六年六月一日或之後開始之年度期間生效。

⁶ 於二零零六年十一月一日或之後開始之年度期間生效。

⁷ 於二零零七年三月一日或之後開始之年度期間生效。

⁸ 於二零零八年一月一日或之後開始之年度期間生效。

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

Standards, amendment or interpretations issued but not yet effective

The Group has not early applied the following new standards, amendment or interpretations that have been issued but are not yet effective. The directors of the Company anticipate that the application of these new standards, amendment or interpretations will have no material impact on the results and the financial position of the Group.

HKAS 1 (Amendment)	Capital Disclosures ¹
HKFRS 7	Financial Instruments: Disclosures ¹
HKFRS 8	Operating Segments ²
HK(IFRIC)-Int 7	Applying the Restatement Approach under HKAS 29 Financial Reporting in Hyperinflationary Economies ³
HK(IFRIC)-Int 8	Scope of HKFRS 2 ⁴
HK(IFRIC)-Int 9	Reassessment of Embedded Derivatives ⁵
HK(IFRIC)-Int 10	Interim Financial Reporting and Impairment ⁶
HK(IFRIC)-Int 11	HKFRS 2: Group and Treasury Share Transactions ⁷
HK(IFRIC)-Int 12	Service Concession Arrangements ⁸

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

² Effective for annual periods beginning on or after 1st January, 2009

³ Effective for annual periods beginning on or after 1st March, 2006

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

⁵ Effective for annual periods beginning on or after 1st June, 2006

⁶ Effective for annual periods beginning on or after 1st November, 2006

⁷ Effective for annual periods beginning on or after 1st March, 2007

⁸ Effective for annual periods beginning on or after 1st January, 2008

3. 主要會計政策

綜合財務報表乃按歷史成本基準編製。

綜合財務報表乃根據由香港會計師公會頒佈之香港財務報告準則編製。此外，綜合財務報表亦包含香港聯合交易所有限公司證券上市規則及香港公司條例規定之適用披露。

綜合基準

綜合財務報表由本公司及其所控制的機構(即附屬公司)之財務報表組成。控制是指本公司有權力掌管該機構之財務及營運政策，從而受惠於其經營活動。

於年內所收購或出售的附屬公司，其業績均自收購生效日期起或截至出售生效日期止(取適用者)計入綜合收益表內。

如有需要，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採用者保持一致。

所有集團內交易、結餘、收入及開支均於綜合賬目時對銷。

被綜合附屬公司淨資產內之少數股東所佔權益與本集團所佔之權益分開列賬。少數股東於淨資產之權益包括該等權益於原業務合併日期之數額及少數股東應佔該合併日期以來之股本變動。適用於少數股東的虧損超出於附屬公司股權的少數股東權益的數額將與本集團的權益作出分配，惟少數股東具約束力責任及可以其他投資補足虧損者除外。

3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared under the historical cost basis.

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards issued by the 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.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries). Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

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 intra-group transactions, balances, income and expenses are eliminated on consolidation.

Minority interests in the net assets of consolidated subsidiaries are presented separately from the Group's equity therein. Minority interests in the net assets consist of the amount of those interests at the date of the original business combinations and the minority's share of changes in equity since the date of the combination. Losses applicable to the minority in excess of the minority's interest in the subsidiary's equity are allocated against the interests of the Group except to the extent that the minority has a binding obligation and is able to make an additional investment to cover the losses.



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3. 主要會計政策 (續)

商譽

發生於二零零五年一月一日以前之 收購所產生之商譽

當收購一間附屬公司(協議日期於二零零五年一月一日之前)產生之商譽乃指收購成本超逾本集團於收購當日應佔相關附屬公司可識別資產及負債公平值之權益之差額。

對於原先因收購附屬公司而已資本化之商譽，本集團自二零零五年一月一日起不再繼續攤銷，而有關商譽(扣除於二零零四年十二月三十一日之累計攤銷)每年(及每逢商譽有關之現金產成單位有可能出現減值之跡象時)進行減值測試(見下文會計政策)。

為進行減值測試，收購附屬公司而產生之商譽被分配到各相關因收購產生的協同效應而得益之現金產成單位，或現金產成單位之組別。各被分配商譽之現金產成單位會於每年(及有出現減值跡象時)進行減值測試。凡於某個財政年度內因收購而產生之商譽，被分配商譽之現金產成單位會於該財政年度完結前進行減值測試。

當現金產成單位之可收回金額少於該單位之賬面值，則計提之減值損失首先沖抵分配至該單位之商譽，其後按賬面值的比例沖抵該單位內其他資產。商譽之任何減值虧損乃直接於綜合收益表內確認。商譽之減值虧損不會於日後期間撥回。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Goodwill

Goodwill arising on acquisitions prior to 1st January, 2005

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

For previously capitalised goodwill arising on acquisitions of subsidiaries, the Group has discontinued amortisation from 1st January, 2005 onwards, and such goodwill (net of cumulative amortisation as at 31st December, 2004) is tested for impairment annually, and whenever there is an indication that the cash-generating unit to which the goodwill relates may be impaired (see the accounting policy below).

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 consolidated income statement. An impairment for goodwill is not reversed in subsequent periods.



3. 主要會計政策 (續)

商譽(續)

當日後出售附屬公司時，其應佔已資本化之商譽數額將包括在出售盈虧的決算內。

於共同控制機構

由合營者成立一間各自擁有權益之獨立企業之合營安排均被視為共同控制機構。

共同控制機構之業績、資產及負債會以會計權益法於綜合財務報表中綜合入賬。根據權益法，於共同控制機構之投資乃按成本於綜合資產負債表中列賬，並就本集團分佔該共同控制機構於收購後之淨資產變動作出調整，以及減去任何已識別之減值虧損。當本集團分佔某共同控制機構之虧損相等於或超出其於該共同控制機構之權益(包括任何長期權益，而該長期權益實質上構成本集團於該共同控制機構之投資淨額之一部份)，則本集團不再繼續確認其分佔之進一步虧損。額外分佔之虧損乃被撥備，而負債僅以本集團已產生法定或推定責任或代表該共同控制機構作出付款者為限被確認。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Goodwill (Continued)

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

Jointly controlled entities

Joint venture arrangements which involve the establishment of a separate entity in which venturers have joint control over the economic activity of the entity are referred to as jointly controlled entities.

The results and assets and liabilities of jointly controlled entities are incorporated in the consolidated financial statements using the equity method of accounting. Under equity method, investments in jointly controlled entities are carried in the consolidated balance sheet at cost as adjusted for post-acquisition changes in the Group's share of the net assets of the jointly controlled entities, less any identified impairment loss. When the Group's share of losses of a jointly controlled entity equals or exceeds its interest in that jointly controlled entity (which includes any long-term interests that, in substance, form part of the Group's net investment in the jointly controlled entity), 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 payments on behalf of that jointly controlled entity.



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3. 主要會計政策 (續)

於聯營公司之權益

聯營公司為本集團可運用重大影響之公司，聯營公司並非附屬公司或合營公司。

聯營公司之業績、資產及負債會以會計權益法於綜合財務報表中綜合入賬。根據權益法，於聯營公司之投資乃按成本於綜合資產負債表中列賬，並就本集團分佔該聯營公司之於收購後淨資產變動作出調整，以及減去任何已識別之減值虧損。當本集團分佔某聯營公司之虧損相等於或超出其於該聯營公司之權益(包括任何長期權益，而該長期權益實質上構成本集團於該聯營公司之投資淨額之一部份)，則本集團不再繼續確認其分佔之進一步虧損。額外分佔之虧損乃被撥備，而負債僅以本集團已產生法定或推定責任或代表該聯營公司作出付款者為限被確認。

當集團公司與本集團聯營公司進行交易，任何盈虧將按本集團應佔相關聯營公司權益的水平予以對銷。

收入確認

收入按已收及應收代價公平值計量。即於日常業務中之貨物銷售，扣除折扣及銷售相關稅項之應收款項。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments in associates

An associate is an entity over which the investor has significant influence and that is neither a subsidiary nor an interest in a joint venture.

The results and assets and liabilities of associates are incorporated in the consolidated financial statements using the equity method of accounting. Under 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 net assets 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 (which includes any long-term interests that, in substance, form part of the Group's net investment in the 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 payments on behalf of that associate.

Where 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.

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods sold in the normal course of business, net of discounts and sales related taxes.



3. 主要會計政策 (續)

收入確認(續)

物業之銷售收入乃於以下所有條件達成後確認：

- 物業擁有權之主要風險及回報已轉移予買家；
- 並無保留通常與擁有權相關程度之持續管理參與權或物業之有效控制權；
- 收入款項可以可靠地計量；
- 有關交易的經濟效益有可能流入本集團；及
- 交易產生或將產生之成本可以可靠地計量。

銷售貨品之收入於貨品出售及權益轉至客戶時入賬。

財務資產產生之利息收入乃按時間基準，並參照尚未償還本金額及按所適用之實際利率孳生，而實際利率為透過財務資產之預期可用年期將估計日後現金收入準確地折算至該資產之賬面淨值之比率。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue recognition (Continued)

Revenue from sale of properties is recognised when all of the following criteria are met:

- the significant risks and rewards of ownership of the properties are transferred to buyers;
- neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the properties are retained;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Group; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Sales of goods are recognised when goods are delivered and title has passed.

Interest income from a financial asset is accrued on a time basis by reference to the principal outstanding and at the interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.



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3. 主要會計政策 (續)

物業、廠房及設備

物業、廠房及設備(在建工程除外)乃按成本值減日後累計折舊及累計減值虧損入賬, 在建工程按成本減累計減值虧損入賬。當該資產可作既定用途時, 其折舊開始計算並與其他物業、廠房及設備折舊計算基準相同。

物業、廠房及設備(在建工程除外)之折舊按其估計可使用年期(並計及其估計殘值後)以直線法按年率撇銷其成本。

根據融資租賃持有之資產乃於其估計可使用年期或相關租賃年期(取較短者)按與自置資產相同之基準折舊。

物業、廠房及設備項目於出售時或當繼續使用該資產但預期不會產生任何日後經濟利益時取消確認。資產取消確認產生之任何收益或虧損(按該項目之出售所得款項淨額及賬面值間之差額計算)於該項目取消確認之年度計入綜合收益表。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment

Property, plant and equipment, other than construction in progress, are stated at cost less subsequent accumulated depreciation and accumulated impairment losses. Constructions in progress are stated at cost less accumulated impairment losses. Depreciation of these assets, on the same basis as other property, plant and equipment, commences when the assets are ready for their intended use.

Depreciation is provided to write off the cost of property, plant and equipment, other than constructions in progress, over their estimated useful lives and after taking into account their estimated residual values, using the straight line method.

Assets held under finance leases are depreciated over their estimated useful lives on the same basis as owned assets or, where shorter, the term of the relevant lease.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognised of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the consolidated income statement in the year in which the item is derecognised.



3. 主要會計政策 (續)

採礦權

在首次確認時，所收購之採礦權按成本值分開確認。首次確認後，採礦權以成本值扣減累計攤銷及任何累計減值虧損入賬。採礦權之攤銷乃按其50年之估計可使用年期以直線基準計算。

取消確認採礦權之收益或虧損以出售所得款項淨額與資產之賬面值之間之差額計量，並在取消確認資產時在綜合收益表中確認。

商譽以外的減值

於各結算日，本集團檢討其資產之賬面值，以確定有否跡象顯示該等資產出現減值虧損。倘若某項資產可收回之金額估計低於其賬面值，該資產之賬面值將減至可收回之金額。減值虧損會即時確認為開支。

倘減值虧損其後撥回，則資產賬面值須增加至其經修訂之估計可收回金額，惟該增加之賬面值不得超過往年度假設並無就資產確認任何減值虧損下而釐定之賬面值。減值虧損撥回會即時確認為收入。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Mining right

On initial recognition, mining right acquired separately is recognised at cost. After initial recognition, mining right is carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for mining right is provided on a straight-line basis over its estimated useful life of 50 years.

Gains or losses arising from derecognition of mining right are measured at the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the consolidated income statement when the asset is derecognised.

Impairment 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 these 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. 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, such 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.



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3. 主要會計政策 (續)

租約

倘若租約條款上已轉移與所有權有關之幾乎全部風險和報酬，租約會歸類為融資租約。所有其他租約均歸類為經營租約。

本集團作為承租人

按融資租約持有之資產按租約開始時之公平值或(倘為較低者)按最低租約付款之現值確認為本集團資產。應付予出租人之相應負債於綜合資產負債表列作融資租約承擔。租約付款按比例於融資費用及減少租約承擔之間作出分配，從而使該等負債之應付餘額之息率固定。直接有關於合資格資產之融資費用則根據本集團借貸成本之一般會計政策撥充資本化(見第72頁)，其他融資費用於收益中扣除。

根據經營租約之應付租金乃按相關租約年期以直線法於收益表扣除。因訂立一項經營租約作為獎勵之已收及應收福利乃以直線法按租約年期確認作租金支出之扣減。

預付租賃款項

預付租賃款項指土地使用權之預付款項，初步以成本值確認，並按租期以直線法基準撥入綜合收益表。

會所債券

無明確可使用年期之會所債券乃以成本值減任何已確認減值虧損入賬及每年進行減值測試。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risk and rewards of ownership to the lessee. All other leases are classified as operating leases.

The Group as lessee

Assets held under finance leases are recognised as assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the consolidated balance sheet as a finance lease obligation. Lease payments are apportioned between finance charges and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly to profit or loss, unless they are directly attributable to qualifying assets, in which case they are capitalised in accordance with the Group's general policy on borrowing costs (see page 72).

Rental payable under operating lease are charged to profit or loss on a straight-line basis over the term of the relevant lease. Benefits received and receivable as an incentive to enter into an operating lease are recognised as a reduction of rental expense over the lease term on a straight line basis.

Prepaid lease payment

The prepaid lease payments represent upfront payment for land use right are initially recognised at cost and released to the consolidated income statement over the lease term on a straight-line basis.

Club debenture

Club debenture with indefinite useful life is carried at cost less any identified impairment loss and is tested for impairment annually.

3. 主要會計政策 (續)

待售物業

待售物業按成本與可變現淨值兩者中較低者入賬。

存貨

存貨按成本與可變現淨值兩者中較低者入賬。成本包括直接材料及(倘適用)直接勞工成本及將存貨運送至其現有地點及具備其現時情況之該等間接開支。成本按加權平均基準計算。可變現淨值乃指估計售價扣除一切估計完成成本及就推廣、銷售及分銷而產生之成本後之價值。

稅項

所得稅開支指現時應付稅項及遞延稅項之總和。

現時應付稅項乃按本年度應課稅溢利計算。應課稅溢利與綜合收益表中所報溢利金額不同，乃由於前者不包括在其他年度應課稅或可扣稅收入及開支，並且不包括綜合收益表內不能計稅及扣稅之項目。本集團之即期稅項負債乃按結算日已實行或大致上已實行之稅率計算。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Properties held for sale

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

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. Cost is computed on a weighted average method. Net realisable value represents the estimated selling price less all estimated cost of completion and costs to be incurred in marketing, selling and distribution.

Taxation

Income tax expense 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 the profit as reported in the consolidated 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. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.



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3. 主要會計政策 (續)

稅項 (續)

遞延稅項指就綜合財務報表資產及負債賬面值與計算應課稅溢利所用相應稅基間之差額而確認，並以資產負債表負債法處理。遞延稅項負債通常會就所有應課稅臨時差額確認，而遞延稅項資產則於可能出現應課稅溢利以抵銷可扣稅之臨時差額時提撥。若於一項交易中，因商譽或因業務合併以外原因開始確認其他資產及負債而引致既不影響應課稅溢利亦不影響會計溢利之臨時差額，則不會確認該等資產及負債。

遞延稅項資產之賬面值於每個結算日作檢討，並在沒可能於會有足夠應課稅溢利恢復全部或部份資產價值時作調減。

遞延稅項乃按預期於負債償還或資產變現期間適用之稅率計算。遞延稅項於收益表中扣除或計入收益表，惟於遞延稅項直接在股本權益中扣除或計入股本權益之情況下，遞延稅項亦會於股本權益中處理。

借貸成本

與收購、建造或生產合資格資產直接有關之借貸成本加入至該等資產之成本。該等借貸成本在該等資產準備轉成其特定用途或以供銷售時停止資本化。

特定借貸項目之短期投資所得之投資收入在合資格資產攤銷開支前須已資本化之借貸成本扣除。

所有其他借貸成本於產生之期間列入溢利或虧損淨額內。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the consolidated 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 goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

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 realised. Deferred tax is charged or credited to profit or loss, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets are capitalised as part of the cost of those assets. Capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing cost are recognised in profit or loss in the period in which they are incurred.



3. 主要會計政策 (續)

外幣

於編製各個別集團實體之財務報表時，以該實體功能貨幣以外之貨幣(外幣)進行之交易均按交易日期之適用匯率換算為功能貨幣(如該實體經營所在主要經濟地區之貨幣)記賬。於各結算日，以外幣為定值之貨幣項目均按結算日之適用匯率重新折算。按外幣過往成本計量之非貨幣項目毋須重新折算。

結算及折算貨幣項目所產生之匯兌差額於產生期間在損益中確認。

就呈列綜合財務報表而言，本集團海外經營業務之資產及負債乃按於結算日之適用匯率換算為本公司之列賬貨幣(即港元)，而其收入及支出乃按該年度之平均匯率進行折算，除非匯率於該期間內出現大幅波動則另作別論，於此情況下，則採用於折算當日之適用匯率。所產生之匯兌差額(如有)乃確認作股本之獨立部分(匯兌儲備)。該等匯兌差額乃於海外業務被出售時於收益內反映。

3. 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 the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) 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 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 profit or loss in the period in which they arise.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (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 (the translation reserve). Such exchange differences are recognised in profit or loss in the period in which the foreign operation is disposed of.



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3. 主要會計政策 (續)

政府補助

政府補助於需要與相關成本配合之期間確認為收入。與來自稅務機關之增值稅退款有關之補助在收迄或應收時在綜合收益表確認。

退休福利成本

界定供款退休計劃之付款於僱員提供服務使其有權取得供款時支銷。向國家管理之退休福利計劃所作之供款(若本集團在有關計劃下之責任相等於自定額供款退休福利計劃所產生者)，該供款會作定額供款計劃之供款處理。

財務工具

當集團實體成為文據之訂約條文之訂約方時，財務資產及財務負債於綜合資產負債表確認。財務資產及財務負債初步按公平值計算。

即因收購或發行財務資產及財務負債(按公平值在收益表內處理之財務資產及財務負債除外)而直接應佔之交易成本於初步確認時按適用情況加入或扣自該項財務資產或財務負債之公平值。因收購按公平值在收益表內處理之財務資產或財務負債而直接應佔之交易成本即時於損益中確認。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Government grants

Government grants are recognised as income over the periods necessary to match them with the related costs. Grants related to refund of value added tax from tax authorities are recognised in the consolidated income statement when received or receivable.

Retirement benefit costs

Payments to defined contribution retirement benefit plans are charged as an expense when employees have rendered service entitling them to the contributions. Payments made to state-managed retirement benefit schemes are dealt with as payments to defined contribution plans where the Group's obligations under the plans are equivalent to those arising in a defined contribution retirement benefit plan.

Financial instruments

Financial assets and financial liabilities are recognised in the consolidated balance sheet when a group entity becomes a part 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 or 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 profit or loss.



3. 主要會計政策 (續)

財務工具(續)

貸款及應收款項

貸款及應收款項(包括貿易及其他應收款項以及應收同系附屬公司款項及銀行結存)為並非於活躍市場報價而具有固定或可釐定款項之非衍生財務資產。於各結算日在初步確認後,應收款項乃利用實際利率法按攤銷成本扣除任何已確定減值虧損列賬。減值虧損於有客觀證據顯示資產出現減值時在收益表確認,並按該項資產賬面值及以原有實際利率折現所得估計未來現金流量現值間之差額計算。當該項資產之可收回數額增加可客觀地與該項減值獲確認後出現之事件關連,則減值虧損可於其後期間撥回,惟於減值撥回日期該項資產之賬面值不得超出倘該項減值未獲確認而應有之攤銷成本。

財務負債及權益

財務負債及集團實體發行之股本乃根據所訂立合約安排之實際內容及財務負債與權益投資工具之釋義分類。

權益投資工具乃任何可證明扣除本集團所有負債後於本集團資產擁有剩餘權益之合約。本公司發行之權益投資工具按已收所得款項扣除直接發行成本記錄。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Loans and receivables

Loans and receivables (including trade and other receivables, amounts due from fellow subsidiaries and bank balances) are non-derivative financial assets with fixed or determinable payments that 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 profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the assets' 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 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.

Financial liabilities and equity

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.



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3. 主要會計政策 (續)

財務工具(續)

財務負債及權益(續)

財務負債包括貿易及其他應付款項以及應付最終控股公司／同系附屬公司／一位少數股東／關連公司款項、銀行借款、應付一少數股東股息及融資租賃項下之責任，其後以實際利率法按攤銷成本計算。

取消確認

當應收資產現金流量之權利屆滿，或財務資產被轉讓而本集團已轉讓該項財務資產擁有權之絕大部分風險及回報時，有關財務資產會被取消確認。於取消確認財務資產時，該項資產賬面值與已收及應收代價及於權益直接確認之累計盈虧總數間之差額會於損益中確認。

當有關合約所訂明責任獲解除、註銷或屆滿時，財務負債會被取消確認。被取消確認之財務負債的賬面值與已付及應付代價之差額於損益中確認。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial liabilities and equity (Continued)

Financial liabilities (including trade and other payables and amounts due to ultimate holding company/fellow subsidiaries/a minority shareholder/related companies, bank borrowings, dividends payable to a minority shareholder and obligations under a finance lease) are subsequently measured at amortised cost, using the effective interest method.

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 receivable and the cumulative gain or loss that had been recognised directly in equity is recognised in profit or loss.

Financial liabilities are derecognised 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 paid and payable is recognised in profit or loss.



3. 主要會計政策 (續)

股本結算並以股份為基礎之付款 交易

授予本集團董事及僱員之購股權

參考所授出購股權於授出日期之公平值而釐定之已收服務公平值，按歸屬期以直線基準支銷，權益(購股權儲備)則相應增加。

當購股權獲行使時，先前於購股權儲備確認之金額將轉撥至股份溢價。當購股權於歸屬日期後遭沒收或於屆滿日期尚未行使，先前於購股權儲備確認之金額，將繼續於購股權儲備列賬。

本集團已就於二零零五年一月一日或之後授出的購股權採用香港財務報告準則第2號「以股份為基準之分派」。上述政策適用於於二零零二年十一月七日或之後授出及於二零零五年一月一日或之後歸屬之所有以股本結算之股份為基準之分派。至於在二零零五年一月一日前授出之購股權，本集團選擇就二零零二年十一月七日之後授出及於二零零五年一月一日前歸屬之購股權不採用香港財務報告準則第2號，且於綜合財務報表內不確認以股權為基準之分派之任何金額。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Equity settled share-based payment transactions

Share options granted to directors and employees of the Group

The fair value of services received determined by reference to the fair value of share options granted at the grant date is expensed on a straight line basis over the vesting period with a corresponding increase in equity (share options reserve).

At the time when the share options are exercised, the amount previously recognised in share options reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share option reserve will continue to be held in share options reserve.

The Group has applied HKFRS 2 "Share-based payments" to share options granted on or after 1st January, 2005. The above policy is applied to all equity-settled share-based payments that were granted after 7th November, 2002 and vested after 1st January, 2005. In relation to share options granted before 1st January, 2005, the Group chooses not to apply HKFRS 2 with respect to share options granted after 7th November, 2002 and vested before 1st January, 2005, no amount has been recognised in the consolidated financial statements in respect of the equity-based payments.



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4. 主要不確定估計來源

在應用綜合財務報表附註3所述之實體會計政策之過程中，管理層已作出以下估計，而有關估計會影響在綜合財務報表確認之金額。下文詳述有關日後之主要假設及於結算日其他主要不確定估計來源，該等假設及不確定估計會造成須對下一個財政年度內資產及負債賬面值作出重大調整之重大風險。

呆壞賬準備

本集團呆壞賬準備政策以可收回性評估、賬齡分析及管理層判斷為基礎。評估該等應收賬款之最終變現能力需要進行大量判斷，包括客戶之現時信譽及過往收款歷史記錄。倘本集團客戶財務狀況惡化，削弱其付款能力，則須提撥額外撥備。

商譽之預計減值

釐定商譽是否減值須對商譽被分配至之現金產成單位之在使用價值作出估計。在使用價值之計算要求本集團估計預期產生自現金產成單位之日後現金流量及合適之折現率以計算現值。於二零零六年十二月三十一日，商譽之賬面價值為港幣69,479,000元。可收回數額計算方法之詳情於綜合財務報表附註15披露。

4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the process of applying the entity's accounting policies, which are described in note 3 to the consolidated financial statements, management has made the following estimation that have effect on the amounts recognised in the consolidated financial statements. The key assumptions concerning the future, and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of arising a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

Allowance for bad and doubtful debts

The policy for allowance of bad and doubtful debts of the Group is based on the evaluation of collectability and aged analysis of accounts and on management's judgment. A considerable amount of judgment is required in assessing the ultimate realisation of these receivables, including the current creditworthiness and the past collection history of each customer. If the financial conditions of customers of the Group were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required.

Estimated impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. As at 31st December 2006, the carrying amount of goodwill was HK\$69,479,000. Details of the recoverable amount calculation are disclosed in note 15 to the consolidated financial statements.



5. 財務工具

a. 財務風險管理目標及政策

本集團之主要財務工具包括貿易及其他應收款項、銀行存款、應收同系附屬公司款項、貿易及其他應付款項及應付最終控股公司、一間同系附屬公司、一位少數股東、關連公司款項及銀行借款。該等財務工具之詳情於各相關附註內披露。該等財務工具之風險及減低有關風險之政策載於下文。管理層管理及監控該等風險，以確保能及時和有效地採取適當措施。

利率風險

本集團因需計提利息之銀行借款之利率變動而面對利率風險。利率風險與定息及浮息借款有關(有關該等借款之詳情見綜合財務報表附註25)。本集團將繼續維持合理之浮息及定息借款組合及採取措施就任何可以預見之利率風險進行對沖(如有需要)。本集團面對定息及浮息之利率風險。為將風險減至最低，管理層已密切監察有關風險。

5. FINANCIAL INSTRUMENTS

a. Financial risk management objectives and policies

The Group's major financial instruments include trade and other receivables, bank deposits, amounts due from fellow subsidiaries, trade and other payables, amounts due to ultimate holding company, fellow subsidiaries, a minority shareholder, related companies and bank borrowings. Details of these financial instruments are disclosed in the 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 in a timely and effective manner.

Interest rate risk

The Group is exposed to interest rate risk through the impact of rate changes on interest bearing bank borrowings. The interest rate risk relates to fixed-rate and variable-rate borrowings (see note 25 to the consolidated financial statements for details of these borrowings). The Group will continue to maintain a reasonable mix of floating rate and fixed rate borrowings and take actions to hedge against any foreseeable interest rate exposure, if necessary. The Group is exposed to both interest rate risk relates to fixed-rate and variable-rate. In order to minimise the risk, management has closely monitored the exposures.



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5. 財務工具(續)

a. 財務風險管理目標及政策 (續)

信貸風險

倘對方於二零零六年十二月三十一日未能履行彼等之承擔，則本集團就每類已確認財務資產而須承受之最大信貸風險為已於綜合資產負債表入賬之資產之賬面值。為將信貸風險降至最低，本集團管理層已委派其主要一附屬公司之一組人員負責制訂信貸限額、信貸審批及本集團其他監控措施，以確保採取跟進措施收回逾期未付之債項。

已抵押銀行存款及銀行結餘之信貸風險為極低，原因為有關款項乃存放於信貸評級極佳之銀行。

除了在綜合財務報表附註21所提及一主要客戶的應收款項外，本集團之信貸風險並無過份集中，有關風險乃分散於多個他方及客戶。

外匯風險

本集團若干交易是以外幣定值，所以本集團須承受外匯風險。本集團現時並無任何外匯對沖政策。然而，管理層會密切監察相關外匯風險，並將在有需要時考慮對沖重大外匯風險。

b. 公平價值

財務資產及財務負債之公平值乃按現時相關之市場率以貼現現金流分析之一般公認之價格模式計算。

董事認為於綜合財務報表以攤銷成本記錄之財務資產及財務負債之賬面值與其公平值相若。

5. FINANCIAL INSTRUMENTS (Continued)

a. Financial risk management objectives and policies (Continued)

Credit risk

The Group's maximum exposure to credit risk in the event that counterparties failure to perform their obligations as at 31st December, 2006 in relation to each class of recognised financial assets is the carrying amount of those assets as stated in the consolidated balance sheet. In order to minimise the credit risk, the management of the Group has delegated a team in one of its major subsidiary responsible for determination of credit limits, credit approvals and other monitoring procedures of the Group to ensure that follow-up action is taken to recover overdue debts.

The credit risk for pledged bank deposits and bank balances exposed is considered minimal as such amounts are placed with banks with high credit ratings.

Other than the mentioned receivable from a major customer in Note 21 to the consolidated financial statements, the Group has no significant concentration of credit risk, with exposure spread over a number of counterparties and customers.

Foreign exchange risk

Certain transactions of the Group are denominated in foreign currencies, therefore the Group is exposed to foreign exchange risk. The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arises.

b. Fair value

The fair value of financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis using the relevant prevailing market rates.

The directors consider that the carrying values of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their corresponding fair values.



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6. 分類資料

就管理而言，本集團之業務目前由三項經營業務組成－(1)分銷及製造水泥與熟料，(2)分銷及製造礦渣粉以及(3)分銷瓷磚、花崗石及雲石產品。於本年度，已終止經營業務(3)。本集團乃按其餘兩項業務呈報其分類資料。本集團業務主要集中在香港及中華人民共和國(「中國」)其他地區。按業務劃分之本集團收入及分類業績分析如下：

業務分類

1. 分類收入

6. SEGMENT INFORMATION

For management purposes, the Group is currently organised into three operating divisions – (1) distribution and manufacturing of cement and clinker, (2) distribution and manufacturing of slag powder and (3) distribution of ceramic tiles, granite and marble products. Segment (3) has been discontinued during the year. The remaining two operating divisions are the basis on which the Group reports its primary segment information. The Group's operations are principally located in Hong Kong and other areas in the People's Republic of China (the "PRC"). An analysis of the Group's revenue and segment results by business segments is as follows:

Business Segments

1. Segment Revenue

	持續經營業務 Continuing operations			已終止經營業務 Discontinued operation	綜合 Consolidated 港幣千元 HK\$'000
	分銷及製造 水泥與熟料 Distribution and manufacturing of cement and clinker 港幣千元 HK\$'000	分銷及製造 礦渣粉 Distribution and manufacturing of slag powder 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000	分銷瓷磚、 花崗石及 雲石產品 Distribution of ceramic tiles, granite and marble products 港幣千元 HK\$'000	
截至二零零六年 十二月三十一日	For the year ended 31st December, 2006				
分類收入	367,691	17,240	384,931	1,580	386,511
分類業績	32,790	3,303	36,093	(3,338)	32,755
未能分攤收入			5,136	-	5,136
未能分攤費用			(7,016)	-	(7,016)
融資成本			(16,469)	-	(16,469)
除稅前溢利			17,744	(3,338)	14,406
稅項			(7,207)	(5)	(7,212)
本年溢利			10,537	(3,343)	7,194
截至二零零五年 十二月三十一日	For the year ended 31st December, 2005				
分類收入	333,271	12,029	345,300	4,137	349,437
分類業績	(9,083)	652	(8,431)	(7,062)	(15,493)
未能分攤收入			2,602	-	2,602
未能分攤費用			(6,730)	-	(6,730)
融資成本			(12,499)	-	(12,499)
除稅前虧損			(25,058)	(7,062)	(32,120)
稅項			(383)	(37)	(420)
本年虧損			(25,441)	(7,099)	(32,540)



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6. 分類資料(續)

業務分類(續)

2. 分類資產負債表

6. SEGMENT INFORMATION (Continued)

Business Segments (Continued)

2. Segment Balance Sheet

		分銷及製造 水泥與熟料 Distribution and manufacturing of cement and clinker 港幣千元 HK\$'000	分銷及製造 礦渣粉 Distribution and manufacturing of slag powder 港幣千元 HK\$'000	綜合 Consolidated 港幣千元 HK\$'000
二零零六年 資產	2006 ASSETS			
分類資產	Segment assets			
採礦權	Mining right	7,142	-	7,142
商譽	Goodwill	69,479	-	69,479
其他資產	Other assets	699,873	20,963	720,836
		776,494	20,963	797,457
未分配公司資產	Unallocated corporate assets			70,997
綜合資產總值	Consolidated total assets			868,454
負債	LIABILITIES			
分類負債	Segment liabilities	114,888	3,894	118,782
未分配公司 負債	Unallocated corporate liabilities			275,932
綜合負債總值	Consolidated total liabilities			394,714
二零零五年 資產	2005 ASSETS			
分類資產	Segment assets			
採礦權	Mining right	7,013	-	7,013
商譽	Goodwill	69,479	-	69,479
其他資產	Other assets	704,477	20,733	725,210
		780,969	20,733	801,702
未分配公司資產	Unallocated corporate assets			83,433
綜合資產總值	Consolidated total assets			885,135
負債	LIABILITIES			
分類負債	Segment liabilities	151,748	9,064	160,812
未分配公司 負債	Unallocated corporate liabilities			273,861
綜合負債總值	Consolidated total liabilities			434,673

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6. 分類資料(續) 6. SEGMENT INFORMATION (Continued)

業務分類(續)

Business Segments (Continued)

3. 其他資料

3. Other Information

	持續經營業務 Continuing operations			已終止經營業務 Discontinued operation		綜合 Consolidated 港幣千元 HK\$'000
	分銷及製造 水泥與熟料 Distribution and manufacturing of cement and clinker 港幣千元 HK\$'000	分銷及製造 礦渣粉 Distribution and manufacturing of slag powder 港幣千元 HK\$'000	未能分配部份 Unallocated 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000	分銷瓷磚、花崗 石及雲石產品 Distribution of ceramic tiles, granite and marble products 港幣千元 HK\$'000	
二零零六年 增購物業、廠房 及設備	10,740	360	64	11,164	-	11,164
折舊、攤銷及 土地使用權之 預付租賃 款項釋出	24,254	722	114	25,090	72	25,162
呆壞賬準備	2,106	-	303	2,409	2,587	4,996
二零零五年 增購物業、廠房 及設備	37,015	2,830	2	39,847	1	39,848
折舊、攤銷及 土地使用權之 預付租賃 款項釋出	20,057	478	162	20,697	32	20,729
呆壞賬準備	8,998	-	-	8,998	2,265	11,263
商譽減值	14,139	-	-	14,139	-	14,139



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6. 分類資料(續)

地區分類

本集團之業務主要位於中國大陸。瓷磚、花崗石及雲石產品僅有部份於香港分銷。

超過90%之分類收入乃來自位於中國大陸之客戶。

6. SEGMENT INFORMATION (Continued)

Geographical Segments

The Group's operations are mainly located in the PRC. Only part of the distribution of ceramic tiles, granite and marble products is carried out in Hong Kong.

Over 90% of each segment revenue is derived from customers located in the PRC.

		分類資產賬面值 Carrying amount of segment assets		增購物業、廠房及設備 Additions to property, plant and equipment	
		二零零六年 2006 港幣千元 HK\$'000	二零零五年 2005 港幣千元 HK\$'000	二零零六年 2006 港幣千元 HK\$'000	二零零五年 2005 港幣千元 HK\$'000
中國大陸	The PRC	797,457	801,702	11,100	39,846
香港	Hong Kong	-	-	64	2
		797,457	801,702	11,164	39,848



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7. 融資成本 7. FINANCE COSTS

		持續經營業務及綜合 Continuing operations and Consolidated	
		二零零六年 2006 港幣千元 HK\$'000	二零零五年 2005 港幣千元 HK\$'000
以下項目之利息：	Interest on:		
– 須於五年內 悉數償還之 銀行借款	– Bank borrowings wholly repayable within five years	13,524	12,864
– 融資租約承擔 之利息	– Obligations under a finance lease	–	2
應付同系附屬 公司及一少數 股東款項之 隱含利息	Imputed interest on amounts due to fellow subsidiaries and a minority shareholder	25	24
其他借貸成本	Other borrowing costs	2,920	550
總借貸成本	Total borrowing costs	16,469	13,440
減：撥充資本之金額	Less: amounts capitalised	–	(941)
		16,469	12,499

於二零零五年十二月三十一日年內撥充資本之借貸成本乃由一般借貸組合產生，並按合資格資產之開支，採用平均撥充資本率 2.82% 計算。

Borrowing costs capitalised during the year ended 31st December, 2005 arose on the general borrowing pool and are calculated by applying an average capitalisation rate of 2.82% to expenditure on qualifying assets.



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8. 董事及僱員酬金

董事及五名最高薪人士
之酬金概要如下：

(a) 董事酬金

		二零零六年 2006					二零零五年 2005					
董事袍金 Directors' fees		其他酬金 Other emoluments					董事袍金 Directors' fees		其他酬金 Other emoluments			
		薪金及 其他福利 Salaries and other benefits	離職補償 Compensation for loss of office	按表現計算 之花紅 Performance related bonuses	退休福利 計劃供款 Retirement benefits scheme contribution	總額 Total	非執行董事 Non- executive directors	薪金及 其他福利 Salaries and other benefits	按表現計算 之花紅 Performance related bonuses	退休福利 計劃供款 Retirement benefits scheme contribution	總額 Total	
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	
黃清海	Ng Qing Hai	10	1,593	-	-	72	1,675	-	1,680	131	32	1,843
李志剛	Li Chi Kong	10	164	-	121	8	303	-	216	30	10	256
王萍	Iris Wong Ping	2	-	-	-	-	2	-	-	-	-	-
陳靜	Chen Ching	40	20	-	-	-	60	40	-	-	-	40
金惠志	Jin Hui Zhi	40	20	-	-	-	60	40	-	-	-	40
李澤雄	Li Chak Hung	60	20	-	-	-	80	60	-	-	-	60
高成明	Ko Sing Ming	8	-	336	-	1	345	-	310	-	12	322
李兆忠	Steven Lee Siu Chung	8	117	-	39	5	169	10	118	20	5	153
總額	Total	178	1,934	336	160	86	2,694	150	2,324	181	59	2,714

本公司之若干董事收取一家於本公司之最終控股公司擁有重大權益的公司或該公司之全資附屬公司之薪酬。該等公司向本集團提供管理服務，並向本公司收取費用，該費用已包括在綜合財務報表附註35(iii)所披露就若干董事及其他並非本公司董事之管理層人員提供之服務之管理費中。

上述之管理費自二零零五年開始收取並按管理層人員投放於本集團事務中的時間計算及可以分配至上列董事中。可分配金額並已包括在以上表格中的總數為港幣454,000元(二零零五年：港幣336,000元)。

8. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

The emoluments of the directors and the five highest paid individuals are summarised as follows:

(a) Directors' emoluments

Certain directors of the Company received remuneration from a company, or a wholly-owned subsidiary of such company, which has significant beneficial interests in the Company's ultimate holding company. Such companies provided management services to the Group and charged the Group a fee, which has been included in management fee as disclosed in note 35(iii) to the consolidated financial statements, for services provided by those directors as well as other management personnel who were not directors of the Company.

The above-mentioned management fee commenced to be charged in 2005 and is calculated by reference to the time devoted by the management personnel on the affairs of the Group and can be apportioned to the directors mentioned above. The total of such apportioned amounts, which have been included in the above table was HK\$454,000 (2005: HK\$336,000)

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8. 董事及僱員酬金 (續)

(b) 僱員酬金

五名最高薪人士當中兩名為本公司董事(二零零五年:兩名董事),有關酬金詳情載於上文(a)。截至二零零六年十二月三十一日止年度,其餘三名最高薪人士(二零零五年十二月三十一日:三名)之酬金(港幣1,000,000元以下)如下:

8. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (Continued)

(b) Employees' emoluments

The five highest paid individuals included two directors (2005: two directors) of the Company, whose emoluments are included in (a) above. The emoluments of the remaining three (31st December, 2005: three) highest paid individuals for the year ended 31st December, 2006 which were individually less than HK\$1,000,000 were as follows:

		二零零六年 2006 港幣千元 HK\$'000	二零零五年 2005 港幣千元 HK\$'000
薪金及其他福利	Salaries and other benefits	1,546	1,505
按表現計算之花紅	Performance related bonuses	292	81
退休福利計劃 供款	Contributions to retirement benefit schemes	17	96
		1,855	1,682

本集團之薪酬政策按現行市場薪酬水平及各相關董事及個別僱員之表現釐定。

於這兩年內,本集團並無支付任何酬金予該五名最高薪之人士作為彼等加入或鼓勵彼等加入本集團之報酬。

The remuneration policies of the Group are based on the prevailing remuneration level in the market and the performance of respective directors and individual employees.

During both years, no emolument were paid by the Group to the five highest paid individuals as an inducement to join or upon joining the Group.



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9. 稅項

9. TAXATION

		持續經營業務		已終止經營業務		綜合	
		Continuing operations		Discontinued operation		Consolidated	
		二零零六年 2006 港幣千元 HK\$'000	二零零五年 2005 港幣千元 HK\$'000	二零零六年 2006 港幣千元 HK\$'000	二零零五年 2005 港幣千元 HK\$'000	二零零六年 2006 港幣千元 HK\$'000	二零零五年 2005 港幣千元 HK\$'000
本年度稅項	Current tax – The PRC						
– 中國企業所得稅	income tax	10	216	5	37	15	253
遞延稅項(附註28)	Deferred tax (Note 28)	7,197	167	–	–	7,197	167
		7,207	383	5	37	7,212	420

本集團應佔稅項因於香港經營之公司在兩個年度內並無任何應課稅溢利，故並無就香港利得稅撥備。

中國企業所得稅乃按分別適用於各附屬公司之稅率計算。根據適用於外資企業之稅務法例，中國大陸若干附屬公司可由首個經營獲利年度起計兩年內獲豁免繳付中國企業所得稅，而其餘三年則獲寬減50%中國企業所得稅。

No provision for Hong Kong Profits Tax is made as the group companies operating in Hong Kong do not have any assessable profit for both years.

The PRC income tax is calculated at the rates applicable to respective subsidiaries. In accordance with the tax legislations applicable to foreign investment enterprises, certain subsidiaries in the PRC are entitled to exemptions from the PRC income tax for the two years commencing from the first profit-making year of operation and thereafter, entitled to a 50% relief from the PRC income tax for the following three years.

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9. 稅項(續)

一間附屬公司享有高新技術成果轉化稅收優惠，故此其應付稅項之金額只局限於經當地有關稅務機關所批核之預先釐訂水平之內。

9. TAXATION (Continued)

A subsidiary is entitled to the tax privileges of “converting technology achievements” which limits the amount of local tax payable of such company at a predetermined level as approved by the local tax authority concerned.

		二零零六年 2006 港幣千元 HK\$'000	二零零五年 2005 港幣千元 HK\$'000
除稅前溢利(虧損)	Profit (Loss) before taxation		
持續經營業務	Continuing operations	17,744	(25,058)
已終止經營業務	Discontinued operation	(3,338)	(7,062)
		14,406	(32,120)
以當地所得稅稅率27% 計算之稅項 (二零零五年：27%)	Tax at the domestic income tax rate of 27% (2005: 27%)	3,890	(8,672)
不可用作扣除稅項 支出之稅項影響	Tax effect of expenses not deductible for tax purpose	3,473	6,062
不可用作應課稅 收入之稅項影響	Tax effect of income not taxable for tax purpose	(121)	(242)
尚未予以確認之 稅項虧損之稅項影響	Tax effect of tax loss not recognised	2,042	3,275
使用之前未確認稅項 虧損對稅務之影響	Tax effect of utilisation of tax losses previously not recognised	(1,641)	—
在其他司法權區 經營之附屬公司之 不同稅率影響	Effect of different tax rates of subsidiaries operating in other jurisdictions	(470)	(34)
其他	Others	39	31
本年度稅項	Taxation for the year	7,212	420

附註：當地稅率指於中國大陸經營之主要集團公司之法定稅率。

Note: The domestic tax rate represents the statutory tax rate of the major group companies operating in the PRC



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10. 終止經營業務

於二零零六年三月二十七日，本集團同意出售若干附屬公司。該等公司經營本集團之分銷瓷磚、花崗石及雲石產品等業務。此次出售已於二零零六年十二月二十二日完成，自此該等附屬公司的控制權已轉交給收購者。

已終止經營業務(即瓷磚、花崗石及雲石業務)於本年度之業績如下：

10. DISCONTINUED OPERATION

On 27th March, 2006, the Group has agreed to dispose of certain subsidiaries, which carried out the Group's distribution of ceramic tiles, granite and marble products. The disposal was completed on 22nd December, 2006, on which date control of those subsidiaries was passed to the acquirer.

The results of the discontinued operation which represented the ceramic tiles, granite and marbles operation for the year were as follows:

		二零零六年 2006 港幣千元 HK\$'000	二零零五年 2005 港幣千元 HK\$'000
營業額	Turnover	1,580	4,137
銷售成本	Cost of sales	(1,345)	(5,130)
其他收入	Other income	160	69
分銷開支	Distribution expenses	(631)	(1,685)
行政開支	Administrative expenses	(515)	(2,188)
呆壞賬準備	Allowance for bad and doubtful debts	(2,587)	(2,265)
除稅前虧損	Loss before taxation	(3,338)	(7,062)
稅項	Taxation	(5)	(37)
本年虧損	Loss for the year	(3,343)	(7,099)



10. 終止經營業務(續)

於本年度內，瓷磚、花崗石及雲石業務對本集團貢獻經營業務現金流港幣6,110,000元(二零零五年：貢獻港幣2,260,000元)，在投資活動方面貢獻港幣5,586,000元(二零零五年：支付港幣6,274,000元)，在融資活動方面貢獻港幣390,000元(二零零五年：支付港幣84,000元)。

該等附屬公司於出售當日之資產及負債賬面值列載於綜合財務報表附註32。

10. DISCONTINUED OPERATION (Continued)

During the year, the ceramic tiles, granite and marbles operation contributed HK\$6,110,000 (2005: contributed HK\$2,260,000) to the Group's net operating cash flows, contributed HK\$5,586,000 (2005: incurred HK\$6,274,000) in respect of investing activities and contributed HK\$390,000 (2005: incurred HK\$84,000) in respect of financing activities.

The carrying amounts of the assets and liabilities of those subsidiaries at the date of disposal are disclosed in note 32 to the consolidated financial statements.



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11. 本年溢利 (虧損)

11. PROFIT (LOSS) FOR THE YEAR

		持續經營業務		已終止經營業務		綜合	
		Continuing operations		Discontinued operation		Consolidated	
		二零零六年 2006 港幣千元 HK\$'000	二零零五年 2005 港幣千元 HK\$'000	二零零六年 2006 港幣千元 HK\$'000	二零零五年 2005 港幣千元 HK\$'000	二零零六年 2006 港幣千元 HK\$'000	二零零五年 2005 港幣千元 HK\$'000
本年溢利(虧損) 乃經扣除以下 各項目後計算：	Profit (loss) for the year has been arrived at after charging:						
員工成本	Staff costs						
董事酬金 (附註8)	Directors' remuneration (per Note 8)	2,694	2,714	-	-	2,694	2,714
減：分攤管理費	Less: apportionment of management fee	(454)	(336)	-	-	(454)	(336)
		2,240	2,378	-	-	2,240	2,378
(附註a) 退休福利 計劃供款 - 其他員工 其他員工成本	(Note a) Contributions to retirement benefit schemes - other staff Other staff costs	4,346 21,888	3,688 19,991	62 488	65 572	4,408 22,376	3,753 20,563
		28,474	26,057	550	637	29,024	26,694
核數師酬金 採礦權之攤銷 (包括在行政費用)	Auditors' remuneration Amortisation of mining right (included in admin- istrative expenses)	1,033	1,058	97	172	1,130	1,230
		147	86	-	-	147	86
物業、廠房及 設備之折舊	Depreciation of property, plant and equipment	24,569	20,317	72	32	24,641	20,349
土地使用權之 預付租賃款項 釋出	Release of prepaid lease payments on land use rights	374	294	-	-	374	294
攤銷及折舊之 總額	Total amortisation and depreciation	25,090	20,697	72	32	25,162	20,729
根據經營租約 所租用物業 之租金	Rental payment for premises under operating leases	630	714	31	109	661	823
根據經營租約 廠房及機器 之租金	Rental payment for plant and machinery under operating leases	1,346	601	-	-	1,346	601
其他租金費用	Other rental expenses	585	1,256	-	-	585	1,256
出售及撤銷物業、 廠房及設備 之虧損	Loss on disposal and write-off of property, plant and equipment	225	-	-	-	225	-
並已計入： (附註b)	and after crediting: (Note b)						
利息收入	Interest income	821	440	3	10	824	450
出售物業、 廠房及設備 之獲利	Gain on disposal of property, plant and equipment	-	73	-	-	-	73
匯兌收益淨額	Net foreign exchange gains	3,783	2,713	72	31	3,855	2,744
已退回增值稅	Refund of value-added tax	14,589	15,831	-	-	14,589	15,831

11. 本年盈利(虧損)(續)

附註：

- a. 上表只顯示集團實際員工成本，故並沒有包括如綜合財務報表附註8及附註35(v)所披露的管理費分攤予若干董事及其他非董事管理人員。
- b. 包括於其他收入。

12. 每股盈利(虧損)

來自持續及已終止經營業務

每股基本盈利(虧損)乃依據本年度本公司股東應佔利潤港幣387,000元(二零零五年：年度虧損港幣35,233,000元)及本年度已發行的729,395,043股(二零零五年：729,395,043股)計算。

來自持續經營業務

每股基本盈利(虧損)乃依據本年度本公司股東應佔利潤港幣3,730,000元(二零零五年：年度虧損港幣28,134,000元)計算。

來自已終止經營業務

來自已終止經營業務的每股基本虧損為0.46港仙(二零零五年：0.97港仙)。

每股基本盈利(虧損)乃依據本年度本公司股東應佔虧損港幣3,343,000元(二零零五年：年度虧損港幣7,099,000元)計算。

由於本公司購股權之行使價高出股份平均市價，故並無就該兩個年度呈列每股攤薄盈利(虧損)。

11. PROFIT (LOSS) FOR THE YEAR (Continued)

Notes:

- a. The above table shows the actual staff costs of the Group and therefore has excluded the apportionment of management fee as disclosed in note 8 and note 35(v) to the consolidated financial statements for certain directors as well as management personnel who were not directors of the Company.
- b. Included in other income.

12. EARNINGS (LOSS) PER SHARE

From continuing and discontinued operations

The calculation of the basic earnings (loss) per share is based on the profit for the year of HK\$387,000 (2005: loss for the year of HK\$35,233,000) attributable to the equity holders of the Company and on 729,395,043 (2005: 729,395,043) shares in issue throughout the year.

From continuing operations

The calculation of the basic earnings (loss) per share is based on the profit for the year of HK\$3,730,000 (2005: loss for the year of HK\$28,134,000) attributable to the equity holders of the Company.

From discontinued operation

Basic loss per share for the discontinued operation is 0.46 HK cent per share (2005: 0.97 HK cent per share).

The calculation of the basic earnings (loss) per share is based on the loss for the year of HK\$3,343,000 (2005: loss for the year of HK\$7,099,000) attributable to the equity holders of the Company.

No diluted earnings (loss) per share has been presented for both years because the exercise price of the Company's share options was higher than the average market price of shares.



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13. 物業、廠房及設備

13. PROPERTY, PLANT AND EQUIPMENT

		樓宇 Buildings	租賃裝修 Leasehold improvements	廠房及機器 Plant and machinery	在建工程 Construction in progress	傢俬、裝置 及設備 Furniture, fixtures and equipment	汽車 Motor vehicles	總額 Total
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
本集團 成本	THE GROUP COST							
於二零零五年一月一日	At 1st January, 2005	166,413	534	285,789	169,597	2,813	5,597	630,743
外匯調整影響	Effect on exchange adjustments	3,350	7	5,496	3,384	47	101	12,385
添置	Additions	549	-	2,379	35,218	349	1,353	39,848
出售及撇銷	Disposals and write-off	(833)	-	(35)	-	(45)	(927)	(1,840)
重新分類	Reclassifications	68,577	-	132,574	(201,188)	37	-	-
於二零零五年 十二月三十一日及 於二零零六年一月一日	At 31st December, 2005 and at 1st January, 2006	238,056	541	426,203	7,011	3,201	6,124	681,136
外匯調整影響	Effect on exchange adjustments	9,738	17	17,311	56	115	271	27,508
添置	Additions	1,946	60	1,817	4,423	136	1,802	10,184
出售及撇銷	Disposals and write-off	(785)	-	(52)	(5)	(8)	(643)	(1,493)
重新分類	Reclassifications	6,229	-	4,981	(11,210)	-	-	-
於二零零六年 十二月三十一日	At 31st December, 2006	255,184	618	450,260	275	3,444	7,554	717,335
折舊	DEPRECIATION							
於二零零五年一月一日	At 1st January, 2005	49,542	153	146,429	-	1,585	2,834	200,543
外匯調整影響	Effect on exchange adjustments	944	3	2,816	-	27	50	3,840
年內撥備	Provided for the year	6,299	175	12,638	-	362	875	20,349
出售時對銷 及撇銷	Eliminated on disposals and write-off	(158)	-	(27)	-	(39)	(771)	(995)
於二零零五年 十二月三十一日及 於二零零六年一月一日	At 31st December, 2005 and at 1st January, 2006	56,627	331	161,856	-	1,935	2,988	223,737
外匯調整影響	Effect on exchange adjustments	2,484	13	6,995	-	77	130	9,699
年內撥備	Provided for the year	7,568	74	15,793	-	368	838	24,641
出售時對銷 及撇銷	Eliminated on disposals and write-off	(378)	-	(17)	-	(7)	(149)	(551)
於二零零六年 十二月三十一日	At 31st December, 2006	66,301	418	184,627	-	2,373	3,807	257,526
賬面值	CARRYING VALUES							
於二零零六年 十二月三十一日	At 31st December, 2006	188,883	200	265,633	275	1,071	3,747	459,809
於二零零五年 十二月三十一日	At 31st December, 2005	181,429	210	264,347	7,011	1,266	3,136	457,399

以上物業、廠房及設備乃以直線法按以下年率拆舊：

The above items of property, plant and equipment are depreciated on a straight-line basis at the following rates per annum:

樓宇	2.7% - 10%	Buildings	2.7% - 10%
租賃裝修	4.5% - 10%	Leasehold improvements	4.5% - 10%
	或有關租約年期 (以較短者為準)		or, if shorter, over the relevant lease term
廠房及機器	4% - 8%	Plant and machinery	4% - 8%
設備、傢俬 及裝置	15% - 20%	Furniture, fixtures and equipment	15% - 20%
汽車	18% - 25%	Motor vehicles	18% - 25%

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13. 物業、廠房及設備(續)

根據中期租約持有之樓宇之賬面淨值包括：

	二零零六年 2006 港幣千元 HK\$'000	二零零五年 2005 港幣千元 HK\$'000
香港	240	249
香港以外	188,643	181,180
	188,883	181,429

於二零零五年十二月三十一日，傢俬、裝置及設備之賬面值包括根據融資租約持有之資產港幣5,000元。

13. PROPERTY, PLANT AND EQUIPMENT (Continued)

The carrying value of buildings which are located on land held under medium-term leases comprises:

	二零零六年 2006 港幣千元 HK\$'000	二零零五年 2005 港幣千元 HK\$'000
In Hong Kong	240	249
Outside Hong Kong	188,643	181,180
	188,883	181,429

As at 31st December, 2005, the carrying value of furniture, fixtures and equipment included an amount of HK\$5,000 in respect of assets held under finance leases.

14. 土地使用權之預付租賃款項

	二零零六年 2006 港幣千元 HK\$'000	二零零五年 2005 港幣千元 HK\$'000
土地使用權之預付租賃款項包括：		
香港以外之租賃土地：中期租約	15,688	14,484
按報告目的分析：		
流動	387	348
非流動	15,301	14,136
	15,688	14,484

14. PREPAID LEASE PAYMENTS ON LAND USE RIGHTS

	二零零六年 2006 港幣千元 HK\$'000	二零零五年 2005 港幣千元 HK\$'000
The prepaid lease payments on land use rights comprise:		
Leasehold land outside Hong Kong: Medium-term lease	15,688	14,484
Analysed for reporting purposes as:		
Current	387	348
Non-current	15,301	14,136
	15,688	14,484



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15. 商譽及檢測商譽減值

15. GOODWILL AND IMPAIRMENT TESTING ON GOODWILL

港幣千元
HK\$'000

成本	COST	
於二零零五年一月一日、 二零零五年十二月三十一日及 二零零六年十二月三十一日	At 1st January, 2005, 31st December, 2005 and 31st December, 2006	83,618
減值	IMPAIRMENT	
於二零零五年一月一日	At 1st January, 2005	–
確認之減值虧損	Impairment loss recognised	14,139
於二零零五年十二月三十一日及 二零零六年十二月三十一日	At 31st December, 2005 and 31st December, 2006	14,139
賬面值	CARRYING VALUES	
於二零零六年十二月三十一日及 於二零零五年十二月三十一日	At 31st December, 2006 and at 31st December, 2005	69,479

於業務合併收購之商譽乃於收購時分配至預期將從該業務合併中受惠之現金產生單位。於確認減值虧損前，商譽之賬面值為港幣83,618,000元並全數被分配至一從事水泥及熟料分銷及生產業務之附屬公司之現金產生單位(「該單位」)。

Goodwill acquired in a business combination is allocated, at acquisition, to the cash-generating units that are expected to benefit from that business combination. Before recognition of impairment losses, the carrying amount of goodwill of HK\$83,618,000 was wholly allocated to cash-generating unit in distribution and manufacturing of cement and clinker of a subsidiary (the "Unit").

根據香港財務報告準則第三號之應用，本集團每年檢測商譽減值，或倘有跡象顯示商譽有減值可能時，則更頻密檢測減值。

Upon the application of HKFRS 3, the Group tests goodwill annually for impairment, or more frequently if there are indications that goodwill might be impaired.

該單位之可收回金額乃以在使用價值計算方法釐定。在使用價值計算方法之主要假設乃與年內之折現率、增長率及預期售價及直接成本變動有關。管理層採用除稅前比率，估計折現率為8.56%(二零零五年：9.49%)，該除稅前比率反映該單位之貨幣時間價值及特定風險之現有市場評估。售價及直接成本之變動乃根據過往做法及預期市場未來變動。

The recoverable amounts of the Unit are determined from value in use calculations. The key assumptions for the value in use calculations are those regarding the discount rates, growth rates and expected changes to selling prices and direct costs during the forecasted period. Management estimates discount rates of 8.56% (2005: 9.49%), using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the Unit. Changes in selling prices and direct costs are based on past practices and expectations of future changes in the market.



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15. 商譽及檢測商譽減值(續)

本集團編製之現金流量預測，乃取材自經管理層審批之最近期財政預算案，其涵蓋五年時間並按持平增長率推斷該單位於未來九年之現金流量。

截至二零零六年十二月三十一日止年度，本集團管理層認為包含商譽之該單位並不需作減值。

由於過去中國推行宏觀調控措施所造成的影響，加上市場的一些不明朗情況，於截至二零零五年十二月三十一日止年度內本集團已修訂其就該單位之現金流量預測。故此，該年度內該單位已透過確認商譽減值港幣14,139,000元，減至其可收回金額。

16. 採礦權

15. GOODWILL AND IMPAIRMENT TESTING ON GOODWILL (Continued)

The Group prepares cash flow forecasts derived from the most recent financial budgets approved by management covering a 5-year period and extrapolates cash flows of the Unit for the following 9 years using zero growth rate.

During the year ended 31st December, 2006, management of the Group determines that there are no impairments of the Unit.

Due to the effects caused by the macro-economic adjustments in the PRC and the uncertainty about the market conditions in previous years, the Group revised its cash flow forecasts for the Unit during the year ended 31st December, 2005. The Unit was therefore reduced to its recoverable amount through recognition of an impairment loss against goodwill of HK\$14,139,000 in that year.

16. MINING RIGHT

		港幣千元 HK\$'000
成本	Cost	
於二零零五年一月一日及 二零零五年十二月三十一日 外匯調整影響	At 1st January, 2005 and 31st December, 2005 Effect on exchange adjustments	7,099 284
於二零零六年十二月三十一日	At 31st December, 2006	7,383
攤銷	Amortisation	
於二零零五年一月一日 年內攤銷	At 1st January, 2005 Charge for the year	– 86
於二零零五年十二月三十一日 外匯調整影響 年內攤銷	At 31st December, 2005 Effect on exchange adjustments Charge for the year	86 8 147
於二零零六年十二月三十一日	At 31st December, 2006	241
賬面值	Carrying values	
於二零零六年十二月三十一日	At 31st December, 2006	7,142
於二零零五年十二月三十一日	At 31st December, 2005	7,013



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17. 所佔一間共同控制 機構權益

17. INTEREST IN A JOINTLY CONTROLLED ENTITY

		二零零六年 2006 港幣千元 HK\$'000	二零零五年 2005 港幣千元 HK\$'000
非上市投資於 一間共同控制機構 所佔購入後虧損	Cost of unlisted investment in a jointly controlled entity Share of post-acquisition losses	23,458 (23,458)	23,458 (23,458)
		-	-
應收一間共同 控制機構款項 減：撥備	Amount due from a jointly controlled entity Less: Allowance	13,230 13,230	13,230 (13,230)
		-	-

於二零零六年十二月三十一日，於中國成立及經營之共同控制機構詳情如下：

Particulars of the jointly controlled entity at 31st December, 2006, which is established and operates in the PRC, are as follows:

機構名稱 Name of entity	公司成立結構 Form of business structure	註冊資本 Registered capital	本集團所持註冊 資本之比例 Proportion of registered capital held by the Group %	主要業務 Principal activities
佛山市亨達陶瓷有限公司 Foshan Hunter Ceramic Co., Ltd	成立 Incorporated	5,012,500美元 US\$5,012,500	60	暫無業務 Inactive

佛山市亨達陶瓷有限公司已列作共同控制機構，原因為董事會認為本集團對該公司之管理可行使共同控制權。

Foshan Hunter Ceramic Co., Ltd has been accounted for as a jointly controlled entity as, in the opinion of the directors, the Group is in a position to exercise common control over the management of this company.

應收共同控制機構之款項乃無抵押、免息及無固定還款期。

The amount due from the jointly controlled entity is unsecured, interest-free and has no fixed terms of repayment.

截至二零零六年十二月三十一日止年度
For the year ended 31st December, 2006

18. 所佔一間聯營公司權益
18. INTEREST IN AN ASSOCIATE

		二零零六年 2006 港幣千元 HK\$'000	二零零五年 2005 港幣千元 HK\$'000
非上市投資於 一間聯營公司權益	Cost of unlisted investment in an associate	24,911	24,911
所佔收購後虧損	Share of post-acquisition losses	(24,911)	(24,911)
		-	-
所佔資產淨值	Share of net assets	41,479	41,479
應收一間聯營公司款項 減：撥備	Amount due from an associate Less: Allowance	(41,479)	(41,479)
		-	-

於二零零六年十二月三十一日，本集團於中國成立之聯營公司詳情如下：

Particulars of the Group's associate at 31st December, 2006, which is established in the PRC, are as follows:

機構名稱 Name of entity	公司成立結構 Form of business structure	註冊資本 Registered capital	本集團所持註冊資本之比例 Proportion of registered capital held by the Group %	主要業務 Principal activities
佛山市三聯陶瓷有限公司 Foshan Three Union Ceramic Co., Ltd	成立 Incorporated	6,652,800美元 US\$6,652,800	48	暫無業務 Inactive

應收聯營公司之款項乃無抵押，免息及無固定還款期。

Amount due from an associate represents unsecured, interest free advances and has no fixed terms of repayment.



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19. 待售物業

結餘乃指一間附屬公司，上海聯合水泥有限公司(「上海水泥」)之貿易債務人轉讓多項物業以代替現金還款，而有關物業已登記至上海水泥名下。

19. PROPERTIES HELD FOR SALE

The balance represents properties transferred from trade debtors of a subsidiary, Shanghai Allied Cement Co., Ltd. ("Shanghai SAC") in lieu of cash settlement and registered in the name of Shanghai SAC.

20. 存貨

20. INVENTORIES

		二零零六年 2006 港幣千元 HK\$'000	二零零五年 2005 港幣千元 HK\$'000
存貨(按成本) 包括下列項目：	Inventories, at cost, consist of the following:		
原料	Raw materials	22,884	25,455
在製品	Work in progress	3,266	1,879
製成品	Finished goods	10,443	5,630
		36,593	32,964



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21. 貿易及其他應收款項 21. TRADE AND OTHER RECEIVABLES

本集團給予其貿易客戶之信貸期一般由30日至120日不等。貿易及其他應收款項中包括貿易應收款項港幣191,501,000元(二零零五年：港幣178,039,000元)，其賬齡分析如下：

The Group has a policy of allowing its trade customers credit periods normally ranging from 30 days to 120 days. Included in trade and other receivables are trade receivables of approximately HK\$191,501,000 (2005: HK\$178,039,000) and their aged analysis is as follows:

		二零零六年 2006 港幣千元 HK\$'000	二零零五年 2005 港幣千元 HK\$'000
零-90日	0-90 days	128,793	133,590
91-180日	91-180 days	26,892	31,128
181-365日	181-365 days	16,833	6,108
超過1年	Over 1 year	18,983	7,213
		191,501	178,039

於二零零六年十二月三十一日，貿易應收款項中，包括已貼現及有追索權之應收票據港幣15,453,000元(二零零五年：港幣17,541,000元)。此外，於二零零五年十二月三十一日，貿易應收款項中亦包括有追索權之已讓售貿易應收款項港幣19,231,000元。

As at 31st December, 2006, discounted bills receivable with recourse of approximately HK\$15,453,000 (2005: HK\$17,541,000) was included in trade receivables. Besides, as at 31st December, 2005, trade receivables also included an amount of approximately HK\$19,231,000 which had been factored with recourse.

於二零零六年十二月三十一日，貿易應收款項中包括一筆來自一主要客戶的應收款約港幣26,000,000元(當中包括賬齡超過一年之款額港幣16,500,000元)。本集團已與該客戶達成協議，其中該主要客戶同意於二零零七年十二月三十一日或之前支付不少於港幣23,000,000元。

As at 31st December, 2006, trade receivable balance included an amount of approximately HK\$26,000,000 (of which an amount of HK\$16,500,000 was over one year) receivable from a major customer. The Group has reached a settlement schedule with that major customer under which, among others, that major customer agreed to settle an amount not less than HK\$23,000,000 on or before 31st December, 2007.



截至二零零六年十二月三十一日止年度
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22. 已抵押短期銀行存款／銀行結存及現金

港幣約24,808,000元(二零零五年:港幣44,054,000元)之銀行存款已抵押予銀行及財務機構以開具短期之應付票據予供應商,因此歸類為流動資產。已抵押短期銀行存款按利率2.07%至2.25%計息(二零零五年:1.74%至2.07%)。銀行結存及現金包括集團持有現金而到期日少於三個月及按市場年利率1.99%至2.85%(二零零五年:0.99%至2.07%)計息。

22. PLEDGED SHORT-TERM BANK DEPOSITS/ BANK BALANCES AND CASH

Bank deposits totalling HK\$24,808,000 (2005: HK\$44,054,000) were mainly pledged to banks and financial institutions as collateral to secure short-term banking facilities in respect of bills payable to suppliers and are therefore classified as current assets. The pledged short-term bank deposits carry interest rate of 2.07% to 2.25% (2005: 1.74% to 2.07%). Bank balances and cash comprise cash held by the Group with maturity of three months or less and carry interest at market rates which range from 1.99% to 2.85% (2005: 0.99% to 2.07%).

23. 貿易及其他應付款項與按金

貿易及其他應付款項與按金乃包括貿易應付款項港幣72,337,000元(二零零五年:港幣93,782,000元),其賬齡分析如下:

23. TRADE AND OTHER PAYABLES AND DEPOSITS

Included in trade and other payables and deposits are trade payables of approximately HK\$72,337,000 (2005: HK\$93,782,000) and their aged analysis is as follows:

		二零零六年 2006 港幣千元 HK\$'000	二零零五年 2005 港幣千元 HK\$'000
零-90日	0-90 days	64,953	78,697
91-180日	91-180 days	3,820	10,809
181-365日	181-365 days	2,097	1,019
超過1年	Over 1 year	1,467	3,257
		72,337	93,782

24. 融資租約承擔

24. OBLIGATIONS UNDER A FINANCE LEASE

		支付之最低租金		支付之最低租金現值	
		Minimum lease payments		Present value of minimum lease payments	
		二零零六年 2006 港幣千元 HK\$'000	二零零五年 2005 港幣千元 HK\$'000	二零零六年 2006 港幣千元 HK\$'000	二零零五年 2005 港幣千元 HK\$'000
一年內所須支付之金額	Amounts payable within one year	-	6	-	5
減：日後融資費用	Less: Future finance charges	-	(1)	-	-
租約承擔之現值	Present value of lease obligations	-	5	-	5
減：須於一年內償還之金額(已列作流動負債)	Less: Amount due for settlement within one year (shown under current liabilities)			-	(5)
須於一年後償還之金額	Amount due for settlement after one year			-	-

本集團乃根據一項融資租約租用設備。租期為五年，並設固定還款期。截至二零零六年十二月三十一日止年度之平均實質借貸利率為11% (二零零五年：11%)。利率於訂立合約之日期釐定並使本集團面對公平值利率風險。此租約乃定額償還，並無訂立或然租約承擔。

The Group holds an equipment under a finance lease. The lease term is 5 years with fixed repayment schedule. For the year ended 31st December, 2006, the effective borrowing rate was 11% (2005: 11%). Interest rates are fixed at the contract dates, and thus expose the Group to the fair value interest rate risk. The lease is on a fixed repayment basis and no arrangements have been entered into for contingent rental payments.



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25. 銀行借款

本年度內，本集團獲得新造銀行貸款港幣183,470,000元(二零零五年：港幣173,875,000元)及償還銀行貸款港幣188,176,000元(二零零五年：港幣179,387,000元)。銀行貸款用作本集團業務之融資。新造銀行借款包括已貼現應收票據及已讓售貿易應收款項分別為港幣15,453,000元(二零零五年：港幣17,541,000元)及零(二零零五年：港幣19,231,000元)。

25. BANK BORROWINGS

During the year, the Group obtained new bank loans of HK\$183,470,000 (2005: HK\$173,875,000) and repaid bank loan of HK\$188,176,000 (2005: HK\$179,387,000). The bank loans raised are used to finance the operations of the Group. Included in new bank borrowings are amounts of approximately HK\$15,453,000 (2005: HK\$17,541,000) and nil (2005: HK\$19,231,000) which represent the proceeds from discounted bills receivable and factored trade receivables respectively.



本集團
THE GROUP

		二零零六年 2006 港幣千元 HK\$'000	二零零五年 2005 港幣千元 HK\$'000
銀行借款包括下列各項：	Bank borrowings comprise:		
銀行貸款	Bank loans	222,227	226,933
分析如下：	Analysed as:		
有抵押(附註)	Secured (Note)	-	105,000
無抵押	Unsecured	222,227	121,933
		222,227	226,933
銀行借款額於 下列日期償還	Bank borrowings are repayable as follows:		
應要求或於一年內 多於一年	On demand or within one year	136,227	148,183
但不超過兩年	More than one year, but not exceeding two years	86,000	78,750
		222,227	226,933
減：於一年內償還 且列於流動 負債之金額	Less: Amount repayable within one year and shown under current liabilities	(136,227)	(148,183)
於一年後到期之金額	Amount due after one year	86,000	78,750

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25. 銀行借款(續)

附註：於二零零五年十二月三十一日，本集團已將一間附屬公司一山東聯合王晁水泥有限公司之95%權益(賬面值港幣69,795,000元)作為本集團獲授銀行貸款港幣105,000,000元的部份抵押品。於二零零六年度內，該抵押已獲免除。

有關集團的功能貨幣為人民幣。於結算日，本集團借款之賬面值乃以下列貨幣計值：

25. BANK BORROWINGS (Continued)

Note: As at 31st December, 2005, the Group's 95% interest in a subsidiary, Shandong Allied Wangchao Cement Limited with a net asset value of HK\$69,795,000 was pledged as part of the security against a bank loan of HK\$105,000,000. This pledged security was discharged during 2006.

Functional currency of relevant group entity is Renminbi. At the balance sheet date, the carrying amounts of the Group's borrowings are denominated in the following currencies:

	人民幣 Renminbi	港幣 Hong Kong dollars	美元 US dollars	總額 Total
	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000

二零零六年

銀行貸款

2006

Bank loans **100,452** **108,500** **13,275** **222,227**

二零零五年

銀行貸款

2005

Bank loans **94,464** **118,500** **13,969** **226,933**

平均已付年利率如下：

The average interest rates per annum paid were as follows:

		二零零六年 2006	二零零五年 2005
銀行透支	Bank overdrafts	-	1.5%
銀行貸款	Bank loans	7%	5%

銀行借款包括年息為5.62% (二零零五年：年息4.92%) 之定息借款約港幣107,379,000元 (二零零五年：港幣108,433,000元)，並使本集團面對公平值利率風險。餘下銀行貸款為按香港銀行同業拆息或香港最優惠利率計算之浮息借款，年息由市場利率5.88%至7.9% (二零零五年：年息5.72%至8%)，並使本集團面對現金流利率風險。

Bank borrowings include approximately HK\$107,379,000 (2005: HK\$108,433,000) fixed rate borrowings which carry interest at 5.62% per annum (2005: 4.92% per annum) and expose the Group to fair value interest rate risk. The remaining bank loans are arranged at variable rate borrowings based on Hong Kong Interbank Offered Rate or Hong Kong Best Lending Rate which carry interest at market rates ranging from 5.88% to 7.9% per annum (2005: 5.72% to 8% per annum) and exposing the Group to cash flow interest rate risk.



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26. 股本

26. SHARE CAPITAL

	普通股份數目 Number of ordinary shares	金額 Amount 港幣千元 HK\$'000
法定股本：	Authorised:	
每股面值港幣0.25元之普通股 於二零零五年一月一日、 二零零五年十二月三十一日及 二零零六年十二月三十一日	Ordinary shares of HK\$0.25 each At 1st January, 2005, 31st December, 2005 and 31st December, 2006	
	<u>2,000,000,000</u>	<u>500,000</u>
已發行及繳足：	Issued and fully paid:	
每股面值港幣0.25元之普通股 於二零零五年一月一日、 二零零五年十二月三十一日及 二零零六年十二月三十一日	Ordinary shares of HK\$0.25 each At 1st January, 2005, 31st December, 2005 and 31st December, 2006	
	<u>729,395,043</u>	<u>182,349</u>

27. 基於股權之付款交易

27. SHARE – BASED PAYMENT TRANSACTIONS

本公司之購股權計劃(「購股權計劃」)已根據於二零零二年五月二十三日通過之決議案經由本公司股東採納，採納購股權計劃之主要目的為向參與者提供購入本公司擁有權權益之機會，鼓勵參與者朝著提升本公司及其股份之價值，使本公司及全體股東受惠。購股權計劃並將於二零一二年五月二十二日屆滿。

The Company's share option scheme (the "Scheme") was adopted by the shareholders of the Company pursuant to a resolution passed on 23rd May, 2002 for the primary purpose of providing the participants with the opportunity to acquire proprietary interests in the Company and to encourage participants to work towards enhancing the value of the Company and its shares for the benefit of the Company and its shareholders as a whole. The Scheme will expire on 22nd May, 2012.

27. 基於股權之付款交易 (續)

根據購股權計劃及任何其他購股權計劃授出之購股權涉及之股份總數不得超過股東批准購股權計劃當日本公司已發行股份之10% (「計劃授權限額」)，或倘該10%限制重續，則為股東批准更新計劃授權限額當日之本公司已發行股份之10%。根據購股權計劃及任何其他購股權計劃授出但尚未行使購股權及有待行使之所有購股權於行使時可發行之股份總數最多不得超過本公司不時之已發行股份總數之30%。除非獲得本公司股東事先批准，否則任何一年內向任何個人可能授出之購股權涉及之股份不得超過本公司當時已發行股份之1%。每次向本公司任何董事、主要行政人員或主要股東授出購股權均須得到本公司獨立非執行董事批准。倘於截至授出日期前12個月期間向本公司主要股東或獨立非執行董事或彼等各自之聯繫人士授出之購股權將導致因行使已獲授及將獲授之購股權涉及之股份數目合共超過本公司已發行股本之0.1%及其價值超過港幣5,000,000元，則須先得到本公司股東批准。

所授出購股權須於授出日期起計21日內獲接納，並須就每份購股權繳付港幣10元。購股權可於董事會指定之期間內隨時根據購股權計劃之條款行使，惟行使期不得超過獲授購股權後10年。行使價由本公司董事釐定，並不低於本公司股份於授出日期在聯交所之收市價及緊接授出日期前五個營業日股份之平均收市價 (以較高者為準)。

27. SHARE – BASED PAYMENT TRANSACTIONS (Continued)

The total number of shares in respect of which options may be granted under the Scheme and any other schemes is not permitted to exceed 10% of the shares of the Company in issue at the date of shareholders' approval of the Scheme (the "Scheme Mandate Limit") or, if such 10% limit is refreshed, at the date of shareholders' approval of the renewal of the Scheme Mandate Limit. The maximum aggregate number of shares which may be issued upon the exercise of all outstanding options granted and yet to be exercised under the Scheme and any other share option schemes, must not exceed 30% of the total number of shares of the Company in issue from time to time. The number of shares in respect of which options may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company then in issue, without prior approval from the Company's shareholders. Each grant of options to any director, chief executive or substantial shareholder must be approved by independent non-executive directors. Where any grant of options to a substantial shareholder or an independent non-executive director or any of their respective associates would result in the shares of the Company issued and to be issued upon exercise of options already granted and to be granted in excess of 0.1% of the Company's issued share capital and with a value in excess of HK\$5,000,000 in the 12-month period up to the date of grant must be approved in advance by the shareholders of the Company.

Options granted must be taken up within 21 days from date of grant, upon payment of HK\$10 per option. An option may be exercised in accordance with the terms of the Scheme at any time during the effective period of the Scheme to be notified by the board of directors which shall not be later than 10 years from date of grant. The exercise price is determined by the directors of the Company, and will not be less than the higher of the closing price of the Company's shares on the date of grant and, the average closing price of the shares on the Stock Exchange for the five business days immediately preceding the date of grant.



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27. 基於股權之付款交易 (續)

下表披露本公司董事及僱員於年內持有之購股權詳情及有關持有情況之變動：

		於二零零五年		於二零零六年			於二零零六年
		一月一日	於二零零五年	一月一日	於二零零六年	於二零零六年	十二月三十一日
		尚未行使之數目	年內失效	尚未行使之數目	年內失效	年內註銷	尚未行使之數目
		Outstanding at	Lapsed	Outstanding at	Lapsed	Cancelled	Outstanding at
		1st January,	during	1st January,	during	during	31st December,
		2005	2005	2006	2006	2006	2006
由董事持有	Held by directors	6,100,000	-	6,100,000	-	(4,600,000)	1,500,000
由僱員持有	Held by employees	15,600,000	(600,000)	15,000,000	(1,600,000)	(13,400,000)	-
		21,700,000	(600,000)	21,100,000	(1,600,000)	(18,000,000)	1,500,000

於二零零六年十二月三十一日尚未行使之購股權由一名前任董事持有。

有關購股權於二零零四年一月二十八日至二零一三年七月二十七日可以行使價港幣0.70元行使。

27. SHARE – BASED PAYMENT TRANSACTIONS (Continued)

The following table discloses details of the Company's share option held by directors and employees together with movements of such holdings during the year:

The outstanding share option as at 31st December, 2006 is held by a former director.

The options are exercisable from 28th January, 2004 to 27th July, 2013 with an exercise price of HK\$0.70.



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28. 遞延稅項

於結算日及年內有關暫時差額之已確認遞延稅項負債(資產)詳情如下：

28. DEFERRED TAXATION

At the balance sheet date and during the year, deferred tax liabilities (assets) have been recognised in respect of the temporary differences attributable to the following:

		物業、 廠房及設備 Property, plant and equipment 港幣千元 HK\$'000	呆賬準備 Allowance for doubtful debts 港幣千元 HK\$'000	其他 Others 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
於二零零五年一月一日	At 1st January, 2005	28,841	(6,492)	891	23,240
匯兌差額	Exchange differences	557	(125)	-	432
扣除(計入)	Charge (credit) to				
本年內收入	income for the year	2,843	(2,668)	(8)	167
於二零零五年十二月三十一日 及於二零零六年一月一日	At 31st December, 2005 and at 1st January, 2006	32,241	(9,285)	883	23,839
匯兌差額	Exchange differences	1,351	(195)	-	1,156
扣除(計入)	Charge (credit) to				
本年內收入	income for the year	1,867	5,336	(6)	7,197
於二零零六年十二月三十一日	At 31st December, 2006	35,459	(4,144)	877	32,192

於二零零六年十二月三十一日，本集團有為數港幣144,302,000元(二零零五年：港幣142,817,000元)之尚未使用稅項虧損可予抵銷將來溢利。由於將來溢利流量難以估計，因此並無確認遞延稅項資產。未使用稅務虧損可無限期結轉。

At 31st December, 2006, the Group has unused tax losses of HK\$144,302,000 (2005: HK\$142,817,000) available for offset against future profits. No deferred tax asset has been recognised due to the unpredictability of future profit streams. The unused tax losses may be carried forward indefinitely.



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29. 主要非現金交易

截至二零零六年十二月三十一日止年度內，本集團使用兩項共值港幣1,864,000元之物業作為一間附屬公司之銷售部門。本集團把上述物業從待售物業分別重新分類為港幣884,000元之物業、廠房及設備及港幣980,000元之預付租賃款項。

截至二零零五年十二月三十一日止年度內，本集團取得港幣16,789,000元之物業、廠房及設備而有關金額乃尚未支付，惟已計入於結算日之貿易及其他應付款項以及按金內。截至二零零五年十二月三十一日止年度內，本集團從其他債務人接收港幣626,000元之物業，以代替現金還款。

30. 退休福利計劃

本集團為香港合資格僱員安排參與強積金計劃。該計劃之資產與本集團資產分開持有，並以受託人控制之基金持有。本集團向該計劃按有關薪金成本作出5%供款，而僱員亦作出相同百分比之供款。

本集團之國內僱員乃當地政府運作之國家管理退休福利計劃之成員。本集團須向該退休福利計劃按僱員之薪金成本作定額百分比之供款。本集團就該退休福利計劃之承擔僅為作出定額供款。

於年內，本集團向退休福利計劃作出供款港幣4,494,000元(二零零五年：港幣3,812,000元)。

29. MAJOR NON-CASH TRANSACTIONS

During the year ended 31st December, 2006, the Group occupied two properties of HK\$1,864,000 as sales office of one of the subsidiaries. The Group reclassified the above property from properties held for sale to property, plant and equipment of HK\$884,000 and prepaid lease payment of HK\$980,000 respectively.

During the year ended 31st December, 2005, the Group acquired property, plant and equipment of HK\$16,789,000 which was not yet paid and was included in trade and other payable and deposit as at the balance sheet date. During the year ended 31st December, 2005, the Group also received properties of HK\$626,000 from other debtors in lieu of cash settlement.

30. RETIREMENT BENEFIT SCHEMES

The Group operates a Mandatory Provident Fund Scheme for all qualifying employees in Hong Kong. The assets of the scheme are held separately from those of the Group, in funds under the control of trustees. The Group contributes 5% of relevant payroll costs to the scheme, which contribution is matched by employees.

The PRC employees of the Group are members of a state-managed retirement benefit scheme operated by the local government. The Group is required to contribute a specified percentage of their payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions.

During the year, the Group made contributions to the retirement benefits schemes of HK\$4,494,000 (2005: HK\$3,812,000).



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31. 經營租約承擔

於二零零一年六月，本集團與於中國之第三方訂立協議租用其水泥生產設施，為期二十年。根據與該於中國之第三方訂立之補充協議，本集團有權於二零零三年六月及其後每兩年內終止上述租約。現時本集團並無意終止該租約。

31. OPERATING LEASE COMMITMENTS

In June 2001, the Group entered into an arrangement with a third party in the PRC to lease the production facilities for manufacture of cement with a term of twenty years. Under a supplemental agreement with the third party in the PRC, the Group has an option to terminate the said lease in June 2003 and at the end of every two years after June 2003. The Group has no current intention to terminate the lease.

		二零零六年 2006 港幣千元 HK\$'000	二零零五年 2005 港幣千元 HK\$'000
經營租賃項下於年內 確認為支出之 最低租賃款項	Minimum lease payments under operating leases recognised as an expense in the year	2,007	1,424

於二零零六年十二月三十一日，本集團根據上述安排及不可撤銷之物業經營租約，就日後最低租金之未償還承擔金額如下：

At 31st December, 2006, the Group had commitments for future minimum lease payments under the above arrangement and other non-cancellable operating leases for premises which fall due as follows:

		二零零六年 2006 港幣千元 HK\$'000	二零零五年 2005 港幣千元 HK\$'000
一年內	Not later than one year	1,131	1,942
超過一年 但少於五年	Later than one year and not later than five years	1,360	1,831
超過五年	Later than five years	76	371
		2,567	4,144



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32. 出售附屬公司

於綜合財務報表附註10提及，本集團於二零零六年三月二十七日出售若干相關附屬公司時已終止經營瓷磚、花崗石及雲石業務。此等附屬公司於出售日的淨資產值詳情如下：

32. DISPOSAL OF SUBSIDIARIES

As referred to in note 10 to the consolidated financial statements, on 27th March, 2006, the Group discontinued its ceramic tiles, granite and marble products operations at the time of disposal of certain subsidiaries related. Details of the net assets of these subsidiaries as at the date of disposal were as follows:

		港幣千元 HK\$'000
出售淨資產值	NET ASSETS DISPOSED OF	
貿易及其他應收款項	Trade and other receivables	4
銀行結餘	Bank balances	38
		<u>42</u>
出售之收益	Gain on disposal	8
總代價	Total consideration	<u>50</u>
支付方式：	Satisfied by:	
遞延代價	Deferred consideration	<u>50</u>
出售產生之現金流出淨額：	Net cash outflow arising on disposal:	
已出售之銀行結存及現金	Bank balances and cash disposed of	<u>38</u>

買家於二零零七年一月二日以現金方式支付遞延代價。

The deferred consideration was settled in cash by the purchaser on 2nd January, 2007.

該等附屬公司對本集團本年度及之前年度於業績及現金流的影響列載於綜合財務報表附註10。

The impact of those subsidiaries on the Group's results and cash flows in the current and prior periods is disclosed in note 10 to the consolidated financial statements.



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33. 其他承擔

於二零零六年十二月三十一日，本集團之承擔載列如下：

33. OTHER COMMITMENTS

At 31st December, 2006, the Group had the following commitment:

		二零零六年 2006 港幣千元 HK\$'000	二零零五年 2005 港幣千元 HK\$'000
就物業、廠房及設備之已訂約但未於綜合財務報表中撥備之資本開支	Capital expenditure contracted for but not provided for in the consolidated financial statements in respect of property, plant and equipment	—	5,533

34. 或然負債

因同系附屬公司動用信貸而向銀行與財務機構作出擔保

34. CONTINGENT LIABILITIES

Guarantees given to banks and financial institutions in respect of banking facilities utilised by fellow subsidiaries

	二零零六年 2006 港幣千元 HK\$'000	二零零五年 2005 港幣千元 HK\$'000
	—	57,692



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35. 有關連人士交易

(1) 於一九九五年十二月十六日，上海水泥與持有上海水泥40%權益之上海水泥廠(「上海水泥廠」)訂立租約。根據租約，上海水泥每年應向上海水泥廠支付租用費，其中包括(1)固定資產租用費(主要根據按租約租用之物業、廠房及設備之折舊另加約10%溢價計算)；及(2)使用費(主要根據訂約各方於簽署租約時同意出售之原料數量及有關原料之適當單價計算)。上海水泥廠亦有使用若干內在資產。截至二零零六年十二月三十一日止年度內，上海水泥支付之租用費總額為港幣5,769,000元(二零零五年：港幣5,852,000元)。

(2) 於二零零二年七月，本公司與天安中國投資有限公司(「天安」)就作出對應擔保安排訂立總協議。本集團向於中國之天安附屬公司(「天安集團」)之若干借款提供若干擔保，而天安集團則向於中國之本集團若干借款提供擔保。有關公司可按擔保本金總額收取年息1厘之擔保費。於二零零六年十二月三十一日，上海水泥沒有為天安集團於中國之借款提供擔保(二零零五年：港幣57,692,000元)，而天安集團則為上海水泥於中國之借款提供港幣49,105,000元(二零零五年：港幣28,846,000元)之擔保。所收取及支付之擔保費收入詳情載於下表。於年內，本公司兩名董事亦為天安之董事。

35. RELATED PARTY TRANSACTIONS

(1) On 16th December, 1995, a leasing agreement was entered into between Shanghai SAC and Shanghai Cement Factory ("SCF"), which held a 40% interest in Shanghai SAC. According to the leasing agreement, Shanghai SAC should pay to SCF an annual leasing fee which consisted of (1) a fixed asset leasing fee mainly based on the depreciation of the property, plant and equipment leased under the leasing agreement plus a mark-up of about 10%; and (2) an usage fee mainly based on the volume of raw materials off-load and the applicable unit rate for the relevant raw materials agreed by the parties when the leasing agreement was signed. Certain underlying assets are also used by SCF. During the year ended 31st December, 2006, Shanghai SAC paid a total leasing fee of HK\$5,769,000 to SCF (2005: HK\$5,852,000).

(2) In July 2002, the Company entered into a master agreement with Tian An China Investments Company Limited ("Tian An") for a reciprocal arrangement of guarantee. Accordingly, the Group provides guarantees to secure certain borrowings of subsidiaries of Tian An (the "Tian An Group") in the PRC and the Tian An Group provides guarantees to secure certain borrowings of the Group in the PRC. A guarantee fee of 1% per annum on the principal amount of the guarantees is chargeable between the relevant parties. At 31st December, 2006, Shanghai SAC provided guarantees of nil (2005: HK\$57,692,000) to secure borrowings of the Tian An Group in the PRC and the Tian An Group provided guarantees of HK\$49,105,000 (2005: HK\$28,846,000) to secure borrowings of Shanghai SAC in the PRC. Details of the guarantee fee income and paid are set out in the table below. During the year, two directors of the Company were also directors of Tian An.



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35. 有關連人士交易(續)

此外，本集團曾進行之其他關連交易如下：

35. RELATED PARTY TRANSACTIONS (Continued)

In addition, the Group has entered into the following related party transactions:

		二零零六年 2006 港幣千元 HK\$'000	二零零五年 2005 港幣千元 HK\$'000
(i) 同系附屬公司	(i) Fellow subsidiaries		
利息開支	Interest charge	1,026	546
管理費開支	Management fee expenses	724	690
保證費用收入	Guarantee fee income	213	665
保證費用支出	Guarantee fee payment	363	454
銷售瓷磚、花崗石 以及雲石產品	Sales of ceramic tiles, granite and marble products	950	2,095
(ii) 持有本公司 最終控股公司 重大實益權益 之公司的 附屬公司	(ii) Subsidiaries of a company which has significant beneficial interests in the Company's ultimate holding company		
保險支出	Insurance paid	165	188
利息開支	Interest charge	500	4
租金開支、冷氣費、 維修及保養	Rental expenses, air conditioning charges, repairs and maintenance	531	579
(iii) 持有本公司 最終控股公司 重大實益權益 之公司	(iii) Company which has significant beneficial interests in the Company's ultimate holding company		
管理費開支	Management fee expenses	935	880
(iv) 最終控股公司	(iv) Ultimate holding company		
保證費用支出	Guarantee fee payment	82	-
(v) 主要管理層補償	(v) Key management compensation		
薪金及其他短期 僱員福利	Salaries and other short-term employee benefits	2,730	3,154
僱員福利成本	Employment benefit costs	89	138

本集團若干主要管理人員收取一家於本公司或該公司之全資附屬公司之薪酬(而該公司擁有重大實益權益於最終控股公司)。該公司向本集團提供管理服務及就該等人士及其他並非本集團主要管理人員提供之服務向本集團收取費用，有關費用已計入附註(iii)管理費內。

上述管理費由二零零五年起收取，並參考管理人員投入本集團事務之時間及可攤派予上述主要管理人員之金額。該等攤派金額總數為579,000港元(二零零五年：413,000港元)，已計入上述主要管理人員薪酬內。

Certain key management personnel of the Group received remuneration from a company, or a wholly-owned subsidiary of such company, which has significant beneficial interests in the Company's ultimate holding company. Such company provided management services to the Group and charged the Group a fee, which has been included in management fee as disclosed in part (iii) of this note, for services provided by those personnel as well as others who were not key management personnel of the Group.

The above-mentioned management fee commenced to be charged in 2005 and is calculated by reference to the time devoted by the management personnel on the affairs of the Group and can be apportioned to the above key management personnel. The total of such apportioned amounts, which have been included in the key management personnel compensation above, is HK\$579,000 (2005: HK\$413,000).



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35. 有關連人士交易(續)

於二零零六年十二月三十一日，本集團有以下重大有關連人士餘額：

35. RELATED PARTY TRANSACTIONS (Continued)

As at 31st December, 2006, the Group had the following significant balances with related parties.

	附註 Notes	二零零六年 2006 港幣千元 HK\$'000	二零零五年 2005 港幣千元 HK\$'000	
流動資產	Current assets			
應收同系附屬公司款項	Amounts due from fellow subsidiaries	a	1,927	707
流動負債	Current liabilities			
應付最終控股公司款項	Amount due to ultimate holding company	a	7,937	6,150
應付一間同系附屬公司款項	Amount due to a fellow subsidiary	b	9,603	9,322
應付一位少數股東款項	Amount due to a minority shareholder	a	4,974	2,623
應付關連公司款項	Amounts due to related companies	c	935	4,958
非流動負債	Non-current liabilities			
應付一位少數股東款項	Amount due to a minority shareholder	d	494	368
應付同系附屬公司款項	Amounts due to fellow subsidiaries	d	203	152

附註：

- (a) 該結餘為無抵押、免息及須於要求時收回。
- (b) 該結餘為貸款港幣9,000,000元(二零零五年：港幣9,000,000元)及其相關利息。該貸款乃借自天安之一間附屬公司作營運用途，並為無抵押，年息為香港最優惠利率加3.5%(二零零五年：香港最優惠利率加3.5%)及須於一年內償還。
- (c) 於二零零六年十二月三十一日，該結餘為無抵押、免息及須於要求時償還。於二零零五年十二月三十一日結餘中，包括一筆貸款港幣4,000,000元，乃借自一間於本公司最終控股公司擁有重大實益權益之公司之一間附屬公司。此貸款用作一般營運目的、無抵押、年息為香港最優惠利率加3.5%及須於一年內償還。餘下二零零五年結餘為無抵押、免息及須於要求時償還。
- (d) 應付同系附屬公司款項及應付一位少數股東款項為無抵押、免息及於合資經營協議屆滿時償還，故有關款項列為非流動。該等金額之有效利率為每年5.58%。

Notes:

- (a) The balances are unsecured, non-interest bearing and recoverable on demand.
- (b) The balance represents a loan of HK\$9,000,000 (2005: HK\$9,000,000) and its related interest. The loan is borrowed from a subsidiary of Tian An for operating purpose and is unsecured, bearing interest at Hong Kong prime rate plus 3.5% (2005: Hong Kong prime rate plus 3.5%) per annum and repayable within one year.
- (c) At 31st December, 2006, the balance is unsecured, non-interest bearing and repayable on demand. Included in the balance at 31st December, 2005 is a loan of HK\$4,000,000 which was borrowed from a subsidiary of a company which has significant beneficiary interests in the Company's ultimate holding company and has common directors. The loan was for general working purposes and was unsecured, bearing interest at Hong Kong prime rate plus 3.5% per annum and was repayable within one year. The remaining balance of 2005 was unsecured, non-interest bearing and repayable on demand.
- (d) The amounts due to fellow subsidiaries and the amount due to a minority shareholder are unsecured, interest-free and repayable by the expiry of the joint venture agreement and the amounts are therefore shown as non-current. The effective interest rate of these amounts is 5.58% per annum.

於結算日與關連方之其他結餘及交易之詳情載於綜合資產負債表及綜合財務報表附註17及18。

Details of other balances and transactions with related parties at the balance sheet date are disclosed in the consolidated balance sheet, notes 17 and 18 to the consolidated financial statements.

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36. 本公司之資產
負債表資料

於結算日，本公司之
資產負債表資料包括：

36. BALANCE SHEET INFORMATION OF THE COMPANY

Balance sheet information of the Company at the balance sheet date
includes:

	附註 Notes	二零零六年 2006 港幣千元 HK\$'000	二零零五年 2005 港幣千元 HK\$'000
非流動資產			
非上市投資		63,842	47,642
應收附屬公司 款項減撥備	a	245,359	266,433
		309,201	314,075
流動資產			
其他應收款項 及預付款項		293	226
銀行結存及現金		89	91
		382	317
流動負債			
其他應付款項		914	755
應付最終控股公司 款項		1,388	1,467
應付附屬公司款項	a	9,655	7,758
短期銀行貸款， 無抵押		12,500	13,500
		24,457	23,480
流動負債淨額		(24,075)	(23,163)
總資產減流動負債		285,126	290,912
股本及儲備			
股本		182,349	182,349
儲備	b	102,777	108,563
		285,126	290,912



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36. 本公司之資產 負債表資料(續)

本公司主要附屬公司於二零零六年十二月三十一日之詳細資料於綜合財務報表附註37。

並無任何附屬公司於年結時或年內任何其他時間擁有任何債務證券。

附註：

a. 應收(應付)附屬公司款項

應收(應付)附屬公司款項為無抵押、免息及無固定還款期。董事認為，有關款項不會於結算日後十二個月內收回／償還，故列為非流動。

36. BALANCE SHEET INFORMATION OF THE COMPANY (Continued)

Particulars of the principal subsidiaries of the Company at 31st December, 2006 are set out in note 37 to the consolidated financial statements.

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

Notes:

a. Amounts due from (to) subsidiaries

The amounts due from (to) subsidiaries are unsecured, interest-free and have no fixed terms of repayment. In the opinion of the directors of the Company, the amounts will not be recoverable/repayable in the next twelve months from the balance sheet date and the amounts are therefore shown as non-current.



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36. 本公司之資產負債
表資料(續)

b. 本公司之儲備

本公司
於二零零五年一月一日
本年虧損

於二零零五年十二月三十一日
及於二零零六年一月一日

本年虧損

於二零零六年十二月三十一日

本公司之實繳盈餘指以下兩
項之總和：

- (a) All Gold Investments Limited及其附屬公司於公司重組生效日期之綜合股東資金與本公司根據重組所發行股份面值之差額；
- (b) 於二零零二年削減已發行股本及抵銷本公司累計虧損之股份溢價而產生之結餘淨額；及扣除向股東支付之累計股息(由實繳盈餘)派發。

36. BALANCE SHEET INFORMATION OF THE
COMPANY (Continued)

b. Reserves of the Company

	股本贖回儲備 Capital redemption reserve 港幣千元 HK\$'000	實繳盈餘 Contributed surplus 港幣千元 HK\$'000	保留溢利 Retained profits 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
THE COMPANY				
At 1st January, 2005	918	65,409	47,008	113,335
Loss for the year	-	-	(4,772)	(4,772)
At 31st December, 2005 and at 1st January, 2006	918	65,409	42,236	108,563
Loss for the year	-	-	(5,786)	(5,786)
At 31st December, 2006	918	65,409	36,450	102,777

The contributed surplus of the Company represents the aggregate of:

- (a) the difference between the consolidated shareholders' funds of All Gold Investments Limited and its subsidiaries at the date on which the corporate reorganisation became effective and the nominal amount of the Company's shares issued under the reorganisation; and
- (b) a net balance arising from reduction of issued share capital and share premium after setting off accumulated losses of the Company during 2002 and after deducting the accumulated dividend paid from contributed surplus to shareholders.



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36. 本公司之資產負債表資料 (續)

b. 本公司之儲備(續)

根據百慕達一九八一年公司法(修訂本)，本公司之實繳盈餘可供分派。然而，倘出現下列情況，則本公司不得從實繳盈餘中宣派或派付股息或作出分派：

- (a) 本公司現時或於付款後無力償還到期債務；或
- (b) 本公司資產之可變現值將因此而低於其負債、已發行股本與股份溢價賬項之總和。

本公司可供分派予股東之儲備如下：

36. BALANCE SHEET INFORMATION OF THE COMPANY (Continued)

b. Reserves of the Company (Continued)

Under the Companies Act 1981 of Bermuda (as amended), the contributed surplus of the Company is available for distribution. However, the Company cannot declare or pay a dividend or make a distribution out of contributed surplus if:

- (a) it is, or would after the payment be, unable to pay its liabilities as they become due; or
- (b) the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.

The Company's reserves available for distribution to shareholders are as follows:

		二零零六年 2006 港幣千元 HK\$'000	二零零五年 2005 港幣千元 HK\$'000
實繳盈餘	Contributed surplus	65,409	65,409
保留溢利	Retained profits	36,450	42,236
		101,859	107,645

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37. 主要附屬公司之詳情

37. PARTICULARS OF PRINCIPAL SUBSIDIARIES

附屬公司名稱 Name of subsidiary	註冊成立/ 登記地點 Place of incorporation/ registration	已發行及 繳足股本/ 註冊資本 Issued and fully paid share capital/ registered capital	本公司所持 已發行股本/ 註冊資本之比例 Proportion of issued share capital/registered capital held by the Company		主要業務 Principal activities
			直接 Directly	間接 Indirectly	
			%	%	
All-cement Limited	英屬處女群島 British Virgin Islands	普通股1美元 Ordinary US\$1	—	100	投資控股 Investment holding
All-Shanghai Inc.	英屬處女群島 British Virgin Islands	普通股 15,376,500美元 Ordinary US\$15,376,500	—	83.3	投資控股 Investment holding
北京上聯首豐建材 有限公司 Beijing Shanglian Shoufeng Construction Materials Limited†	中國 (附註a) The PRC (Note a)	註冊資本 人民幣4,000,000元 Registered capital RMB4,000,000	—	—	生產及分銷 礦渣粉 Manufacturing and distribution of slag powder
Global Merit Investments Limited	英屬處女群島 British Virgin Islands	普通股1美元 Ordinary US\$1	—	100	投資控股 Investment holding
SAC Enterprises Limited	香港 Hong Kong	普通股港幣1,000元 Ordinary HK\$1,000	100	—	為集團公司提供 管理服務 Provision of management services to group companies
上聯財務責任有限公司 SAC Finance Company Limited	香港 Hong Kong	普通股港幣100元 Ordinary HK\$100	—	100	為集團公司提供 財務服務 Provision of financing services to group companies



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37. 主要附屬公司之詳情(續) 37. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

附屬公司名稱 Name of subsidiary	註冊成立/ 登記地點 Place of incorporation/ registration	已發行及 繳足股本/ 註冊資本 Issued and fully paid share capital/ registered capital	本公司所持 已發行股本/ 註冊資本之比例 Proportion of issued share capital/registered capital held by the Company		主要業務 Principal activities
			直接 Directly %	間接 Indirectly %	
山東聯合王晁水泥 有限公司 Shandong Allied Wangchao Cement Limited	中國 (附註b) The PRC (Note b)	註冊資本 9,200,000美元 Registered capital US\$9,200,000	—	95	生產及分銷 水泥及熟料 Manufacturing and distribution of cement and clinker
山東上聯水泥發展 有限公司 Shandong Shanghai Allied Cement Co., Ltd.	中國 (附註c) The PRC (Note c)	註冊資本 1,000,000美元 Registered capital US\$1,000,000	—	100	生產及分銷 水泥及熟料 Manufacturing and distribution of cement and clinker
上海聯合水泥 有限公司 Shanghai Allied Cement Co., Ltd.	中國 (附註b) The PRC (Note b)	註冊資本 24,000,000美元 Registered capital US\$24,000,000	—	60	生產及分銷 水泥及熟料 Manufacturing and distribution of cement and clinker
上聯水泥集團 有限公司 Shanghai Allied Cement Holdings Limited	香港 Hong Kong	普通股 港幣10,000,000元 Ordinary HK\$10,000,000	100	—	投資控股 Investment holding
深圳市賽華順升建材 有限公司(「深圳賽華」) (「SZ TRIWA」)	中國 (附註d) The PRC (Note d)	註冊資本 人民幣1,500,000元 Registered capital RMB1,500,000	—	—	投資控股 Investment holding

37. 主要附屬公司之詳情 (續)

附註：

- a. 該附屬公司為深圳賽華之非全資附屬公司，其80%註冊資本乃由本集團出資。
- b. 該等附屬公司乃非全資中外合資企業。
- c. 該附屬公司乃一間外資全資企業。
- d. 深圳賽華由三名人士擁有，本公司於彼等之註冊資本並無擁有任何實益權益。根據由深圳賽華之擁有人與本集團訂立之若干協議，深圳賽華擁有人同意向本集團轉讓可委任及撤換深圳賽華董事會全體董事之權力，以及可監察深圳賽華之財務及經營政策權力；同時亦將深圳賽華之全部業績轉讓本集團。因此，深圳賽華乃為本公司之附屬公司處理，而彼等之業績、資產及負債均綜合計算入本集團業績、資產及負債，深圳賽華之註冊資本乃由本集團出資。

上表只載入董事認為主要影響本集團本年度業績或構成本集團大部份資產與負債之本公司附屬公司。董事認為，如載列其他附屬公司之詳情，則會導致資料過份冗長。

† 只作識別用途

37. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

Notes:

- a. The subsidiary is a non-wholly owned subsidiary of SZ TRIWA, of which 80% registered capital was contributed by the Group.
- b. The subsidiaries are non-wholly owned Sino-foreign joint ventures.
- c. The subsidiary is a wholly owned enterprise with foreign capital.
- d. The Company does not have any equity interest in the registered capital of SZ TRIWA as it is owned by three individuals. Pursuant to certain agreements among SZ TRIWA, the owners of SZ TRIWA and the Group, the owners of SZ TRIWA agreed to assign the power to appoint and remove all the members of the board of directors of and to govern the financial and operating policies of SZ TRIWA to the Group and to transfer all results of SZ TRIWA to the Group. Accordingly, SZ TRIWA is treated as a subsidiary of the Company and its results, assets and liabilities are consolidated with those of the Group. The registered capital of SZ TRIWA was contributed by the Group.

The above list includes the subsidiaries of the Company which, in the opinion of the directors, principally affect the results of the Group for the year or form a substantial portion of the assets and liabilities of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

† for identification purposes only

