

Notes to the Financial Statements 財務報表附註

1 GENERAL INFORMATION

Tianjin Development Holdings Limited (the “Company”) and its subsidiaries (together the “Group”) is principally engaged in the provision of container handling and non-containerised goods stevedoring services, operation of toll roads, supply of utilities and property development.

The Company is a limited liability company incorporated in Hong Kong. The address of its registered office is Suites 7-13, 36/F, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong.

The Company has its primary listing on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

During the year, the major acquisition and disposal are as follows:

- (i) The port services business was spun off as a separate listed company on the Main Board of the Stock Exchange on 24th May 2006. The Group’s interest was diluted from 100% to 62.8% thereafter. A gain of HK\$109,235,000 arose as a result of the spin off.
- (ii) On 18th April 2006, the Group acquired approximately 90.9% of equity interest of Tianjin TEDA Tsinlien Heat & Power Co., Ltd. (“Heat & Power Company”), a company engaged in steam and thermal power supply in Tianjin Economic-Technological Development Area (“TEDA”), for a cash consideration of HK\$306.6 million and an issue of 20 million of the Company’s shares. Goodwill of approximately HK\$184,594,000 arose as a result of the acquisition. (note 39)

1 一般資料

天津發展控股有限公司(「本公司」)及其附屬公司(統稱「本集團」)主要從事提供集裝箱處理及非集裝箱貨物裝卸服務、經營收費道路、提供公用設施及房地產發展。

本公司為在香港註冊成立之有限公司，其註冊辦事處位於香港干諾道中168-200號信德中心招商局大廈36樓7-13室。

本公司在香港聯合交易所有限公司(「聯交所」)作第一上市。

年內之主要收購及出售如下：

- (i) 港口業務已於二零零六年五月二十四日分拆在聯交所主板獨立上市。由此，本集團之權益由100%攤薄至62.8%。分拆錄得收益109,235,000港元。
- (ii) 於二零零六年四月十八日，本集團以現金代價306,600,000港元及發行20,000,000股本公司之股份，收購於天津經濟及技術開發區(「天津開發區」)從事供應蒸氣和熱能發電的公司天津泰達津聯熱電有限公司(「熱電公司」)約90.9%權益。收購產生商譽約184,594,000港元(附註39)。

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2 BASIS OF PREPARATION AND ACCOUNTING POLICIES

The principal accounting policies adopted in the preparation of these consolidated financial statements are set out below.

The financial statements have been prepared in accordance with the Hong Kong Financial Reporting Standards ("HKFRS") and are prepared under the historical cost convention, as modified by the revaluation of available-for-sale financial assets, financial assets and financial liabilities at fair value through profit or loss and investment properties, which are carried at fair value.

The preparation of financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 4.

Amendments and interpretations to published standards effective in 2006

The following amendments and interpretations are mandatory for accounting periods beginning on or after 1st January 2006:

HKAS 39 and HKFRS 4 (Amendment)	Financial Guarantee Contracts
HK(IFRIC) – Int 4	Determining whether an Arrangement contains a lease

The adoption of these amendments and interpretations does not result in any substantial changes to the Group's accounting policies.

2 編製基準及會計政策

下文載列編製此等綜合財務報表時採納之主要會計政策。

財務報表依照香港財務報告準則（「香港財務報告準則」）以歷史成本慣例編備，經就重估可供出售財務資產、按公平價值透過損益列賬的財務資產及財務負債及投資物業按公平價值列賬而作出修訂。

按照香港財務報告準則編備財務報表，須要使用若干關鍵的會計估計，亦須要管理層在應用本集團會計政策的過程中作出判斷，涉及高度判斷或高度複雜性的範疇或對財務報表屬重大假設和估算的範疇，已於附註4內披露。

於二零零六年生效之對已頒佈準則之修訂及詮釋

於二零零六年一月一日或之後開始之會計期間強制實行之修訂及詮釋如下：

香港會計準則第 39號及香港 財務報告準則 第4號(修訂)	財務擔保合約
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香港(國際財務 報告詮釋委員會) - 詮釋第4號	釐定一項安排是否包 含租賃
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採用該等修訂及詮釋並不會導致本集團的會計政策出現重大改變。

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2 BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

Standards, interpretations and amendments to existing standards that are not yet effective and have not been early adopted by the Group

The following standards, interpretations and amendments to existing standards have been published that are mandatory for the Group's accounting periods beginning on or after 1st March 2006 or later periods that the Group has not early adopted:

HKAS 1 (Amendment)	Presentation of Financial Statements – Capital Disclosures
HK(IFRIC) – Int 7	Applying the Restatement Approach under HKAS 29, Financial Reporting in Hyperinflationary Economies
HK(IFRIC) – Int 8	Scope of HKFRS 2
HK(IFRIC) – Int 9	Reassessment of embedded derivatives
HK(IFRIC) – Int 10	Interim Reporting and Impairment
HK(IFRIC) – Int 11	HKFRS2 – Group and Treasury share Transactions
HK(IFRIC) – Int 12	Service Concession Arrangements
HKFRS 7	Financial instruments: Disclosures
HKFRS 8	Operating segments

2 編製基準及會計政策 (續)

尚未生效及並無獲本集團提早採納之準則、對現行準則之詮釋及修訂

下列已頒佈的標準、對現有準則之詮釋及修訂強制須於本集團二零零六年三月一日或以後開始的會計期間或以後期間生效，惟本集團並無提早採納：

香港財務報告準則 第1號(修訂)	財務報表的呈報 – 資本披露
香港(國際財務 報告詮釋委員會) – 詮釋第7號	應用香港會計準則第 29號嚴重通脹經濟 中的財務報告下的 重列法
香港(國際財務 報告詮釋委員會) – 詮釋第8號	香港財務報告準則 第2號的範圍
香港(國際財務 報告詮釋委員會) – 詮釋第9號	重估嵌入式衍生工具
香港(國際財務 報告詮釋委員會) – 詮釋第10號	中期報告及減值
香港(國際財務 報告詮釋委員會) – 詮釋第11號	香港財務報告準則第 2號 – 集團及庫存 股份交易
香港(國際財務 報告詮釋委員會) – 詮釋第12號	服務特許權協議
香港財務報告 準則第7號	金融工具：披露
香港財務報告 準則第8號	營運分類

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2 BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

The Group has already commenced an assessment of the impact of these new standards, interpretations and amendments but is not yet in a position to state whether they would have a significant impact on its results of operations and financial position.

(a) Consolidation

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

(i) Subsidiaries

Subsidiaries are all entities (including special purpose entities) over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

2 編製基準及會計政策(續)

本集團已開始評估此等新準則、詮釋及修訂的影響，但尚未能指出彼等是否將對營運及財務狀況造成重大影響。

(a) 綜合賬目

綜合財務報表包括本公司及其直至十二月三十一日止的所有附屬公司的財務報表。

(i) 附屬公司

附屬公司指本集團有權控制其財務及營運決策的所有實體(包括特殊目的實體)，通常擁有其過半數投票權。於評估本集團是否控制另一實體時，會考慮現時可行使或可換股的潛在投票權的存在及影響。

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

Notes to the Financial Statements 財務報表附註

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

(a) Consolidation (Continued)

(i) Subsidiaries (Continued)

The purchase method of accounting is used to account for the acquisition of subsidiaries by the Group. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any minority interest. The excess of the cost of acquisition over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill. If the cost of acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognised directly in the income statement.

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

In the Company's balance sheet the investments in subsidiaries are stated at cost less provision for impairment losses. The results of subsidiaries are accounted by the Company on the basis of dividend income.

2 編製基準及會計政策(續)

(a) 綜合賬目(續)

(i) 附屬公司(續)

收購附屬公司按購置法入賬。收購成本為在交易日為收購而付出的資產、發行之股本工具及發生或承擔的債務的公平價值，加上所有與收購直接有關的成本。業務合併中，不論少數股東權益的多少，收購的可辨識資產與承擔的負債及或然負債初始以收購日的公平價值計量。收購成本超過本集團所佔購入的可辨識淨資產的公平價值的數額記錄為商譽。倘若收購成本低於所購入的淨資產的公平價值，其差額將直接於損益賬內確認。

公司間的交易、集團公司間的交易結餘和未變現收益均作對銷。未變現虧損亦予對銷，除非交易提供所轉讓資產已出現減值的證據則作別論。

在本公司之資產負債表內，於附屬公司的投資以成本扣除減值準備(如有)入賬。本公司就附屬公司的業績按股息入賬。

Notes to the Financial Statements 財務報表附註

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

(a) Consolidation (Continued)

(ii) Transactions with minority interests

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

(iii) Associates

Associates are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting and are initially recognised at cost. The Group's investment in associates includes goodwill identified on acquisition, net of any accumulated impairment loss.

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

2 編製基準及會計政策(續)

(a) 綜合賬目(續)

(ii) 少數股東權益的交易

本集團對少數股東權益交易採用的政策與本集團的外部人士相同。向少數股東權益出售產生之收益或虧損在損益賬中確認。因收購少數股東權益而產生之商譽，為任何已付代價與所佔附屬公司淨資產的賬面值的差額。

(iii) 聯營公司

聯營公司是指本集團對其有重大影響力而無控制權的所有實體，通常附帶有20%至50%投票權的股權。聯營公司投資以權益會計法入賬，初始以成本確認。本集團於聯營公司的投資包括於收購時識別的商譽扣除任何累積減值虧損。

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

Notes to the Financial Statements 財務報表附註

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

(a) Consolidation (Continued)

(iii) Associates (Continued)

Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associates. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

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

(iv) Jointly controlled entities

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

The Group's share of its jointly controlled entities' post-acquisition profits or losses is recognised in the income statement, and its share of post-acquisition movements in reserves is recognised in reserves. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in a jointly controlled entity equals or exceeds its interest in the jointly controlled entity, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the jointly controlled entities.

2 編製基準及會計政策 (續)

(a) 綜合賬目 (續)

(iii) 聯營公司 (續)

本集團與其聯營公司之間交易的未實現收益按集團在聯營公司權益的數額對銷。除非交易提供所轉讓資產減值之憑證，否則未實現虧損亦予以對銷。

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

(iv) 共同控制實體

共同控制實體為一項合約安排。據此，本集團與其他訂約方進行一項由各方共同控制之經濟活動，而參與各方並不單方面控制該項經濟活動。

本集團應佔收購後共同控制實體的溢利或虧損於損益表內確認，而應佔收購後儲備的變動則於儲備內確認。投資賬面值會根據累計之收購後儲備變動而作出調整。如本集團應佔一家共同控制實體之虧損等於或超過其在該共同控制實體之權益，包括任何其他無抵押應收款，本集團不會確認進一步虧損，除非本集團已代共同控制實體承擔責任或作出付款則除外。

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2 BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)**(b) Segment reporting**

A business segment is a group of assets and operations engaged in providing products or services that are subject to risks and returns that are different from those of other business segments. A geographical segment is engaged in providing products or services within a particular economic environment that are subject to risks and returns that are different from those of segments operating in other economic environments.

(c) Foreign currency translation*(i) Functional and presentation currency*

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The financial statements are presented in Hong Kong dollars, which is the Company's presentation currency. The functional currency of the Company and the Group's subsidiaries in the PRC is Renminbi.

The Directors consider that presentation of financial statements in Hong Kong dollars will facilitate analysis of the financial information of the Group.

2 編製基準及會計政策(續)**(b) 分類報告**

業務分類指從事提供產品或服務之一組資產及業務，而該組資產及業務的風險及回報有別於其他業務分類。地區分類乃在某一特定經濟環境下從事提供產品或服務，而該分類的風險及回報與在其他經濟環境經營的分類有別。

(c) 外幣換算*(i) 功能及呈列貨幣*

本集團各實體的財務報表內的項目，均採用該實體經營業務之主要經濟環境所使用的貨幣（「功能貨幣」）計量。財務報表以港元呈列，即本公司之呈列貨幣。本公司及本集團在中國的附屬公司之功能貨幣為人民幣。

董事認為，以港元呈列財務報表將方便本集團財務資料的分析。

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2 BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

2 編製基準及會計政策(續)

(c) Foreign currency translation (Continued)

(c) 外幣換算(續)

(ii) Transactions and balances

(ii) 交易及結餘

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at exchange rates ruling at the balance sheet date are recognised in the income statement.

外幣交易按交易當日之匯率兌換為功能貨幣。因結算該等交易及按結算日之適用匯率換算以外幣列值之貨幣資產及負債所產生之外匯收益及虧損均列入損益賬。

Translation differences on non-monetary financial assets and liabilities are recognised in the income statement as part of the fair value gain or loss. Translation difference on non-monetary financial assets such as equities classified as available-for-sale financial assets are included in the fair value reserve in equity.

非貨幣財務資產及負債之換算差額於損益帳中確認為公平值之收益或虧損之一部份。非貨幣項目(例如列為可出售財務資產之權益)之換算差額列入權益公平值儲備。

(iii) Group companies

(iii) 集團公司

The results and financial position of all the Group's entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

功能貨幣與呈列貨幣不同之所有集團公司(均不擁有高通脹經濟體系之貨幣)之業績及財務狀況按以下方式換算為呈列貨幣：

- assets and liabilities for each balance sheet presented are translated at the exchange rates ruling at the date of that balance sheet;
- income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and

- 各資產負債表所呈列之資產及負債按結算日之適用匯率換算；
- 各損益賬之收入及開支按平均匯率換算(除非該平均匯率並非交易當日匯率的累積影響之合理約數，在此情況下收入及開支須按交易日的匯率換算)；及

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2 BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)**(c) Foreign currency translation (Continued)***(iii) Group companies (Continued)*

- all resulting exchange differences are recognised as a separate component of equity.

On consolidation, exchange differences arising from the translation of the net investment in foreign operations, and of borrowings and other currency instruments designated as hedges of such investments, are taken to equity. When a foreign operation is partially disposed of or sold, exchange differences that were recorded in equity are recognised in the income statement as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the exchange rates ruling at the balance sheet date.

(d) Property, plant and equipment

Buildings comprise mainly office premises. All other plant and equipment are stated at historical cost less depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the assets.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. Repairs and maintenance are charged in the income statement during the financial period in which they are incurred.

2 編製基準及會計政策(續)**(c) 外幣換算(續)***(iii) 集團公司(續)*

- 導致之所有匯兌差額作為權益之獨立部分確認。

於綜合入賬時，換算海外業務的淨投資額、借貸及其他用作對沖有關投資的貨幣工具所產生的匯兌差額均計入權益。當部分處置或出售海外業務時，計入權益之匯兌差額於損益賬確認為出售收益或虧損的一部分。

因收購海外實體而產生之商譽及公平價值調整，均視作為該海外實體之資產及負債處理，並以結算日適用的匯率折算。

(d) 物業、廠房及設備

樓宇主要包括寫字樓物業。所有其他廠房及設備按歷史成本扣除折舊及減值虧損列賬。歷史成本包括收購該等項目的直接開支。

當與項目有關的未來經濟利益可能流入本集團，而有關項目的成本能夠可靠地計算時，方會把該項目其後產生的成本計入資產賬面值內或確認為獨立資產(若適用)。維修保養費於產生的財務期間於損益賬中扣除。

Notes to the Financial Statements 財務報表附註

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

(d) Property, plant and equipment (Continued)

Depreciation of building, plant and equipment is calculated using the straight-line method to allocate their costs to their residual values over their estimated useful lives, as follows:

Buildings	25-40 years
Port facilities/Leased berth improvements	35-41 years
Plant and machinery	7-25 years
Leasehold improvement, furniture and equipment	5-10 years
Motor vehicles	5-12 years
Others	5 years

No depreciation is provided for construction in progress.

Depreciation of toll roads is calculated to write off their carrying values on units-of-usage basis whereby the amount of depreciation is provided based on the ratio of actual traffic volume compared to the total projected traffic volume over the remaining toll collection periods. The projected traffic volume of toll road is reviewed regularly with reference to both internal and external sources of information and adjusted if appropriate.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

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

2 編製基準及會計政策 (續)

(d) 物業、廠房及設備(續)

物業、廠房及設備之折舊，乃根據其估計可使用年期採用直線法把其成本值分配予殘值計算，各估計可使用年期如下：

樓宇	25至40年
港口設施／租賃泊位改善	35至41年
廠房及機器	7至25年
租賃物業裝修、傢俬及設備	5至10年
汽車	5至12年
其他	5年

在建工程沒有計提折舊。

收費公路之折舊乃按使用單位基準以撇銷其賬面值計算，折舊數額乃按實際交通流量對比就餘下收費期預計交通總流量之比率作出計提。收費公路之預計交通流量參考內外外部資料定期檢討，並於適當時予以調整。

資產的剩餘價值及可使用年期在每個結算日進行檢討，及在適當時調整。

倘若資產的賬面值高於其估計可收回值，其賬面值即時撇減至可收回值。

出售帶來的盈虧按比較所得款項及賬面值釐定，並於損益賬確認。

Notes to the Financial Statements 財務報表附註

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)**(e) Investment properties**

Land held for undetermined future use and property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the companies in the Group, is classified as investment property. Investment property comprises land held under operating leases and the buildings thereon.

Investment property is measured initially at its cost, including related transaction costs. After initial recognition, investment property is carried at fair value. Fair value is based on active market prices, adjusted, if necessary, for any difference in the nature, location or condition of the specific asset. If this information is not available, the Group uses alternative valuation methods such as recent prices on less active markets or discounted cash flow projections. These valuations are reviewed by external valuers.

Changes in fair values are recognised in the income statement.

2 編製基準及會計政策(續)**(e) 投資物業**

未確定未來用途的土地及持作長期租金收益或資本增值或兩者兼備的物業，且並非本集團旗下各公司所佔用的物業，均歸類列為投資物業。投資物業包括根據經營租約持有的土地及建於其上之樓宇。

投資物業按其成本(包括相關交易成本)作初步計量。經初步確認後，投資物業按公平價值列賬。公平價值乃以活躍市場價格為基礎，於有必要時就特定資產之性質、地點或狀況的任何差異作出調整。倘若未能取得有關資料，本集團則會採用其他估值法，例如較不活躍市場的近期價格或貼現現金流量預測。有關估值由外聘估值師審閱。

公平價值的變動於損益賬中作為其他收入的一部分予以確認。

Notes to the Financial Statements 財務報表附註

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

(f) Goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net identifiable assets of the acquired subsidiary, associate and jointly controlled entity at the date of acquisition. Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill on acquisitions of associates and jointly controlled entities is included in investments in associates and jointly controlled entities and is tested annually for impairment as part of the overall balance. Separately recognised goodwill is tested annually for impairment and carried at cost less accumulated impairment losses. Impairment losses on goodwill are not reversed. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold. For the purpose of impairment testing, goodwill is allocated to cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose.

(g) Impairment of non-financial assets

Assets that have an indefinite useful life are not subject to amortisation, which are at least tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the carrying amount of the asset exceeds its recoverable amount. The recoverable amount is the higher of the fair value of an asset less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows. Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each balance sheet date.

2 編製基準及會計政策 (續)

(f) 商譽

商譽指收購成本超過收購日期本集團應佔所收購的附屬公司、聯營公司及共同控制實體之淨可識辨資產公平價值的部分。收購附屬公司所產生商譽撥入無形資產。收購聯營公司及共同控制實體所得的商譽則計入聯營公司或共同控制實體投資，作為整體結餘的一部分，並每年就減值進行測試。分開確認的商譽每年就減值進行測試，並按成本減累計減值虧損列賬。商譽的減值虧損不會被撥回。出售某個實體的盈虧包括與被出售實體有關的商譽的賬面值。商譽就減值測試分配至預期可自引致商譽的業務合併中受惠的現金產生單位或現金產生單位組別。

(g) 非財務資產的減值

沒有確定使用年期之資產毋需攤銷，但最少每年就減值進行測試，當有事件出現或情況改變顯示可能無法收回賬面值時就減值進行檢討。減值虧損按資產之賬面值超出其可收回金額之差額確認。可收回金額以資產之公平值扣除銷售成本或使用價值兩者之較高者為準。於評估減值時，資產將按可識辨現金流量的最低層次組合。出現減值的財務資產(商譽除外)於各資產負債表日就撥回減值的可能性進行審閱。

Notes to the Financial Statements 財務報表附註

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

(h) Financial assets

The Group classifies its financial assets in the following three categories:

- (i) Financial assets at fair value through profit or loss;
- (ii) Loans and receivables; and
- (iii) Available-for-sale financial assets.

The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition and re-evaluates their classification at every balance sheet date.

(i) *Financial assets at fair value through profit or loss*

Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term. Derivatives are classified as held for trading unless they are designated as hedges. If an asset is either held for trading or is expected to be realised within twelve months of the balance sheet, it is classified as current asset.

Assets in this category are initially recognised at fair value, and transaction costs are expensed in the income statement, and are subsequently remeasured at their fair values. Gains and losses arising from changes in the fair values are included in the income statement in the period in which they arise, except where the derivatives qualify for cash flow hedge accounting, in which case recognition of any resultant gain or loss depends on the nature of the item being hedged.

2 編製基準及會計政策(續)

(h) 財務資產

本集團的財務資產分為以下類別：

- (i) 按公平值透過損益列賬的財務資產；
- (ii) 貸款及應收款項；及
- (iii) 可供出售的財務資產。

分類視乎購入有關財務資產之目的而定。管理層於初步確認時決定財務資產的類別，並於每個結算日重新評估其分類。

(i) *按公平值透過損益列賬的財務資產*

按公平值透過損益列賬的財務資產為持作買賣之財務資產。倘若購入財務資產之主要目的是於短期內出售，即歸入此類。除非衍生工具被指定為對沖工具，否則歸類為持作買賣。倘一項資產屬持作買賣或預期於結算日後十二個月內變現，則歸類為流動資產。

此類別的資產最初按公平值確認，交易成本在損益表內扣除，並其後按公平值重新計量。產生自公平值變動的收益及虧損於其產生的期間內計入損益表，除非該衍生財務資產符合現金流量的對沖會計處理方法，則任何因而產生的盈虧的確認乃取決於所對沖的項目性質。

Notes to the Financial Statements 財務報表附註

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

(h) Financial assets (Continued)

(ii) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than twelve months after the balance sheet date which are classified as non-current assets. Loans and receivables are classified as trade and other receivables in the balance sheet.

Loans and receivable are recognised initially at fair value, net of transaction costs incurred. Loans and receivables are subsequently carried at amortised cost using the effective interest method.

(iii) Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any other categories. They are included in non-current assets unless management intends to dispose of them within twelve months from the balance sheet date. Assets in this category are initially recognised at fair value plus transaction costs and are subsequently carried at fair value. Gains and losses arising from changes in the fair value are recognised in equity.

2 編製基準及會計政策(續)

(h) 財務資產(續)

(ii) 貸款及應收款項

貸款及應收款項為並無於活躍市場報價而且具備固定或可釐定付款的非衍生工具財務資產。此等款項列入流動資產，惟不包括到期日為結算日起計十二個月後的資產，該等資產會列作非流動資產。貸款及應收款項於資產負債表中計入應收貨款及其他應收款項。

貸款及應收款項最初按公平值(扣除已產生的交易成本)確認。貸款及應收款項其後按攤銷成本運用實際利率法列賬。

(iii) 可供出售的財務資產

可供出售的財務資產乃指定為此類別或並無列入任何其他類別的非衍生工具。其計入為非流動資產，除非管理層擬於結算日起計十二個月內出售有關資產則作別論。此類別的資產最初按公平值加上交易成本確認，其後按公平值列賬。產生自公平值變動的收益及虧損於權益內確認。

Notes to the Financial Statements 財務報表附註

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

(h) Financial assets (Continued)

Purchases and sales of financial assets are recognised on date of trade when the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership.

The fair values of quoted investments and derivative financial instruments are based on current bid prices. If the market for a financial asset is not active, the Group establishes fair value by using appropriate valuation techniques. These include the use of recent arm's length transactions, reference to other instruments that are substantially the same and discounted cash flow analysis.

The Group assesses at each balance sheet date whether there is objective evidence that a financial asset or a group of financial assets is impaired. In the case of equity securities classified as available-for-sale, a significant or prolonged decline in the fair value of the security below its cost is considered an indicator that the securities are impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss measured as the difference between the acquisition cost and the current fair value less any impairment loss on that financial assets previously recognised in the income statement, is removed from equity and recognised in the income statement. Impairment losses recognised in the income statement on equity instruments are not reversed through the income statement.

2 編製基準及會計政策(續)

(h) 財務資產(續)

財務資產的買賣，均於交易日(即本集團承諾買賣該資產當日)確認。當本集團從該等財務資產收取現金流量的權利已到期或已被轉讓，或本集團已大致上將擁有權的所有風險和回報轉移，則該等財務資產將不予繼續確認。

有報價投資及衍生金融工具的公平值乃按現時買入價計算。倘若某財務資產之市場並不活躍，本集團會採用適當的估值方法釐定公平值，包括採用近期按公平原則進行之交易，參考其他大致相同之工具，以及現金流量折現分析法。

本集團會於各結算日評估是否存在客觀證據證明一項財務資產或一組財務資產出現減值。倘為分類列作可供出售股本證券，則於決定證券是否出現減值時，須考慮是否存在證券公平價值是否大幅或長期低於其成本的跡象。倘有證據顯示可供出售的財務資產出現減值，則累計虧損(收購成本與現時公平價值之差額)減該財務資產以往於損益賬內確認之任何減值則自權益中剔除，並於損益賬內確認。於損益賬中確認的減值虧損並不自損益表中撥回。

Notes to the Financial Statements 財務報表附註

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

(i) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost comprises materials, direct labour and an appropriate portion of production overheads calculated on a weighted average basis. Net realisable value is determined on the basis of anticipated sales proceed less estimated cost to completion and selling expenses.

(j) Trade and other receivables

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for impairment of trade and other receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of receivables. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate. The amount of the provision is recognised in the income statement.

(k) Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the balance sheet.

(l) Share capital

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2 編製基準及會計政策 (續)

(i) 存貨

存貨按成本及可變現淨值兩者的較低者列賬。成本包括材料、直接勞工及生產開支之適用部分，乃使用加權平均基準計算。可變現淨值按估計銷售所得款項，減估計完工所須成本及銷售費用而釐定。

(j) 應收貨款及其他應收款項

應收貨款及其他應收款項按公平價值初步確認，其後採用實際利息法按攤銷成本減去減值撥備計量。當有客觀證據證明本集團不能按照應收款項原訂條款收回所有款項時，便會就應收貨款及其他應收款項計提減值撥備。減值撥備乃資產賬面值與估計未來現金流量間按實際利率貼現的現值間的差額。撥備金額於損益賬中確認。

(k) 現金及現金等價物

現金及現金等價物包括現金、銀行通知存款、原到期日為三個月或以下的其他短期高流動性投資，以及銀行透支。銀行透支在資產負債表的流動負債內貸款中列示。

(l) 股本

發行新股份或購股權直接產生之新增成本乃於股本列作所得款項(減稅項)的扣除額。

Notes to the Financial Statements 財務報表附註

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

(m) Convertible bonds

(i) *Convertible bonds with equity component*

Convertible bonds that can be converted to equity share capital at the option of the holders, where the number of shares that would be issued on conversion and the value of the consideration that would be received do not vary, are accounted for as compound financial instruments which contain both a liability component and an equity component.

At initial recognition, the liability component of the convertible bonds is determined using a market interest rate for an equivalent non-convertible bond. The remainder of the proceeds is allocated to the conversion option as equity component. Transaction costs that relate to the issue of a compound financial instrument are allocated to the liability and equity components in proportion to the allocation of proceeds.

The liability component is subsequently carried at amortised cost, calculated using the effective interest method, until extinguished on conversion or maturity. The equity component is recognised in equity, net of any tax effects.

When the bond is converted, the relevant equity component and the carrying amount of the liability component at the time of conversion are transferred to share capital and share premium for the shares issued. When the bond is redeemed, the relevant equity component is transferred to retained earnings.

2 編製基準及會計政策(續)

(m) 可換股債券

(i) *附帶權益組成部分之可換股債券*

如於轉換時可發行之股份數目及可收取之代價之價值不會改變，則可由持有人選擇轉換為權益股本的可換股債券乃列作包含負債部分及權益部分之複合金融工具。

於初步確認時，可換股債券之負債部分的價值使用相若非可換股債券之市場利率釐定。所得款項之餘額列作轉換權下之權益部分。與發行複合金融工具有關之交易成本按所得款項的分配比例列入負債及權益部分。

負債部分其後按攤銷成本使用實際利率法列值，直至可換股債券被註銷或到期為止。權益部分於股本內確認，並扣除任何稅項影響。

如債券獲轉換，有關之權益部分及負債之賬面值於轉換時就所發行之股份撥入股本及股份溢價列賬。如債券獲贖回，有關之權益部分撥入保留溢利。

Notes to the Financial Statements 財務報表附註

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

(m) Convertible bonds (Continued)

(ii) Convertible bonds without equity component

All other convertible bonds which do not exhibit the characteristics mentioned in (i) above are accounted for as hybrid instruments consisting of an embedded derivative and a host debt contract.

At initial recognition, the embedded derivative of the convertible bonds is accounted for as derivative financial instruments and is measured at fair value. Any excess of proceeds over the amount initially recognised as the derivative component is recognised as liability under the contract. Transaction costs that relate to the issue of the convertible bond are allocated to the liability under the contract.

The derivative component is subsequently carried at fair value and changes in fair value are recognised in the income statement. The liability under the contract is subsequently carried at amortised cost, calculated using the effective interest method, until extinguished on conversion or maturity.

When the bond is converted, the carrying amount of the liability under the contract together with the fair value of the relevant derivative component at the time of conversion are transferred to share capital and share premium as consideration for the shares issued. When the bond is redeemed, any difference between the redemption amount and the carrying amounts of both components is recognised in the income statement.

2 編製基準及會計政策 (續)

(m) 可換股債券 (續)

(ii) 不附帶權益部分之可換股債券

並無上文第(i)項所述之特點之所有其他可換股債券乃列作包含內嵌式衍生工具及主債務合約之複合工具。

於初步確認時，可換股債券之內嵌式衍生工具乃列作衍生金融工具，並按公平值計量。所得款項超過就衍生工具部分所初步確認之金額之任何部分，乃列為有關合約之負債。與發行可換股債券有關之交易成本列入有關合約下之負債內。

衍生工具部分其後按公平值列賬，公平值之變動於損益表內確認。合約下之負債其後按攤銷成本使用實際利率法計量，直至可換股債券被轉換註銷或到期為止。

如債券獲轉換，合約下之負債之賬面值以及有關衍生工具部分之公平值於轉換時撥入股本及股份溢價賬，列作所發行之股份之代價。如債券獲贖回，贖回金額與該兩個部分之賬面值之間之差額在損益表內確認。

Notes to the Financial Statements 財務報表附註

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)**(n) Other borrowings**

Borrowings are recognised initially at fair value, net of transaction costs incurred. Transaction costs are incremental costs that are directly attributable to the acquisition, issue or disposal of a financial asset or financial liability, including fees and commissions paid to agents, advisers, brokers and dealers, levies by regulatory agencies and securities exchanges, and transfer taxes and duties. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least twelve months after the balance sheet date.

2 編製基準及會計政策(續)**(n) 其他借貸**

借貸以公平價值扣除交易成本初步確認。交易成本乃直接與收購、發行或出售財務資產或財務負債有關的增值成本，包括付予代理、顧問、經紀及交易商的費用及佣金、監管機關及證券交易所收取的徵費以及轉讓稅項及稅收。借貸隨後按攤銷成本列賬，所得款項(扣除交易成本後)與贖回值之間的任何差額，使用實際利率法於借貸期內在損益賬中確認。

借貸乃分類為流動負債，惟本集團有權無條件將清償負債期限延長至結算日後最少十二個月者則作別論。

Notes to the Financial Statements 財務報表附註

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

(o) Deferred taxation

Deferred taxation is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, the deferred taxation is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred tax is determined using tax rates that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

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

Deferred tax is provided on temporary differences arising on investments in subsidiaries, associates and jointly controlled entities, except where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

2 編製基準及會計政策 (續)

(o) 遞延稅項

遞延稅項採用負債法就資產負債之稅基與它們在財務報表之賬面值兩者之暫時差異作全數撥備。然而，若遞延稅項來自在交易（不包括企業合併）中對資產或負債的初步確認，而在交易時不影響會計損益或應課稅盈虧，則不作記賬。遞延稅項採用在結算日前已頒布或實質頒布，並在有關之遞延稅項資產實現或遞延稅項負債結算時預期將會應用之稅率而釐定。

遞延稅項資產乃就有可能將未來應課稅溢利與可動用的暫時差異抵銷而確認。

遞延稅項就附屬公司、聯營公司及共同控制實體的投資產生之暫時差異而撥備，但假若本集團可以控制暫時差異之撥回時間，而暫時差異在可預見將來有可能不會撥回則除外。

Notes to the Financial Statements 財務報表附註

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

(p) Employee benefits

(i) Employee leave entitlement

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the balance sheet date. Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(ii) Retirement scheme obligations

Employees of the Group's subsidiaries in the People's Republic of China (the "PRC") are members of state-managed employee pension scheme operated by the Tianjin Municipal People's Government which undertakes to assume the retirement benefit obligations of all existing and future retired employees. The Group's obligation is to make the required contributions under the schemes. In addition, the Group also contributes to a mandatory provident fund scheme for all Hong Kong employees. All these contributions are based on a certain percentage of the staff's salary and are charged to the income statement as incurred.

2 編製基準及會計政策(續)

(p) 僱員福利

(i) 僱員應享假期

僱員享有的年假及長期服務假期均按應計基準確認。於結算日，按僱員提供服務所得年假及長期服務假期的估計負債作出撥備。僱員享有的病假及產假不作確認，直至僱員正式休假為止。

(ii) 退休金責任

本集團於中華人民共和國(「中國」)的附屬公司聘用之僱員為天津市人民政府負責運作之國家管理僱員退休金計劃之成員。天津市人民政府會承擔責任，為本集團現時或未來在中國之退休僱員提供退休福利。本集團之責任只限於根據計劃作出規定之供款。此外，本集團同時為所有香港僱員作出強制性公積金供款。以上所有供款額以僱員薪金作基準按一定比率計算並於作出供款時自損益賬扣除。

Notes to the Financial Statements 財務報表附註

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

(p) Employee benefits (Continued)

(iii) Share-based compensation

The Group operates a number of equity-settled, share-based compensation plans. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed over the vesting period is determined by reference to the fair value of the options granted, excluding the impact of any non-market vesting conditions. Non-market vesting conditions are included in assumptions about the number of options that are expected to vest. At each balance sheet date, the entity revises its estimates of the number of options that are expected to vest. It recognises the impact of the revision of original estimates, if any, in the income statement with a corresponding adjustment to equity.

The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium when the options are exercised.

(q) Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past event, it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate of the amount can be made. Where the Group expects a provision to be reimbursed, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain.

2 編製基準及會計政策 (續)

(p) 僱員福利(續)

(iii) 以股份支付的報酬

本集團推行多項按股本結算、以股份支付報酬的計劃。僱員提供服務以換取購股權的公平價值乃確認為開支。於歸屬期內列作開支的總金額，乃參照已授出購股權的公平價值釐定，不包括任何非市場歸屬條件的影響。非市場歸屬條件包括在有關預期將歸屬購股權數目的假設內。於各結算日，本集團均會修改其估計預期將歸屬的購股權數目，修改原來估計數字的影響(如有)則於損益賬內確認，以及對股本作相應調整。

於購股權行使時，所得款項扣除直接交易成本計入股本(面值)及股份溢價。

(q) 撥備

撥備於本集團由於過往事件而產生現有的法定或推定責任，可能須就解決有關負債而導致資源流出及能夠可靠地作出金額估計時確認。凡本集團預期撥備將獲補償，則該補償於實際上肯定時會確認為一項獨立資產。

Notes to the Financial Statements 財務報表附註

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)**(r) Revenue recognition**

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and services in the ordinary course of the Group's activities. Revenue is shown net of value-added tax, business tax, returns and discounts. Revenue is recognised as follows:

- (i) Sales of goods are recognised when goods are delivered to customers.
- (ii) Toll revenues are recognised when services are rendered.
- (iii) Port service income is recognised when services are rendered.
- (iv) Sales of properties are recognised on the transfer of risk and rewards of ownership, which generally coincides with the time the title has passed.
- (v) Sales of electricity, water, heat and thermal power are recognised based on meter readings of actual utilisation.
- (vi) Government supplemental income is recognised on accrual basis in accordance with the terms of the relevant document from Government.
- (vii) Rental and management fee income are recognised on accrual basis.
- (viii) Interest income from a financial asset is accrued on a time-proportion basis, by reference to the principal outstanding and at the effective 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.
- (ix) Dividend income is recognised when the right to receive payment is established.

2 編製基準及會計政策(續)**(r) 收入確認**

收入包括因出售貨品及服務的已收或應收代價的公平價值。列示的收入乃扣除增值稅、營業稅、退貨及折扣。收入確認如下：

- (i) 出售貨品之收入乃於貨品運送予客戶後確認。
- (ii) 來自收費公路之收入乃於提供服務後確認。
- (iii) 來自港口服務之收入乃於提供服務後確認。
- (iv) 出售物業之收入於擁有權的風險及收益轉讓時確認，一般為所有權轉移時間。
- (v) 出售電力、自來水及熱能之收入根據電錶及水錶實際使用讀數確認。
- (vi) 政府補助收入乃根據有關政府文件之條款按應計基準確認。
- (vii) 租金及管理費收入乃按應計基準確認。
- (viii) 來自財務資產的利息收入按未償還本金額及適用的實際利率以時間比例計算。有關利率指將財務資產的估計未來所收現金在估計可使用期內折現至資產賬面淨值的利率。
- (ix) 投資項目之股息收入乃於收取股息之權利產生時確認。

Notes to the Financial Statements 財務報表附註

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

(s) Operating lease

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the income statement on a straight-line basis over the period of the lease.

(t) Dividend distribution

Dividend distribution to the shareholders is recognised as a liability in the financial year in which the dividend payable becomes legal and constructive obligations of the Company.

(u) Contingent liabilities and contingent assets

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

A contingent liability is not recognised but is disclosed in the notes to the financial statements. When a change in the probability of an outflow occurs so that outflow is probable, they will then be recognised as a provision.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain events not wholly within the control of the Group.

2 編製基準及會計政策 (續)

(s) 經營租賃

凡資產擁有權的絕大部分風險和回報由出租人保留的租賃，均列作經營租賃。根據經營租賃（扣除出租人給予的任何優惠）作出的付款按租期以直線法於損益賬扣除。

(t) 股息分派

當有關的應付股息成為本公司的法定及推定責任後，向股東作出的股息分派會在該財政年度內確認為負債。

(u) 或然負債及或然資產

或然負債指由於過往事件而可能產生之負債，其最終會否形成取決於一項或多項日後或會（或不會）發生且並非本集團全面控制範圍以內之不明朗事件。或然負債亦可能為由於過往事件而產生但尚未確認之現有負債，尚未確認之原因乃所需之經濟資源流出之機會不大或未能可靠地衡量負債金額。

或然負債並未確認，惟已於財務報表附註內披露。凡經濟資源流出之可能性出現變動而導致可能出現經濟資源流出時，其將會確認為撥備。

或然資產指因為過往事件而可能產生之資產，其最終會否形成取決於一項或多項日後或會（或不會）發生且並非本集團全面控制範圍以內之不明朗事件。

Notes to the Financial Statements 財務報表附註

3 FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk, credit risk, liquidity risk and cash flow and fair value interest rate risk. The Group's financial risk management focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The Group does not use any derivative financial instruments to hedge for its risks exposures.

Majority of the revenues and operating expenses of the Group are denominated in Renminbi, a currency not freely convertible into other currencies, except under certain circumstances. The value of the Renminbi against other foreign currencies is subject to amendment by the PRC government. From 1994 until 21st July 2005, the rate at which the Renminbi was convertible into US dollars was fixed by the People's Bank of China at a stable rate of approximately RMB8.277 per US dollar. From 21st July 2005, the Renminbi was pegged to a basket of currencies instead. To the extent that the Renminbi appreciates against US dollars and HK dollars, the results of operations, which are presented in HK dollars, will increase, and to the extent that the Renminbi depreciates in value, the results of operations, as presented in HK dollars, will decrease.

(a) Market risk

(i) Foreign exchange risk

The principal subsidiaries of the Group operate in the PRC with almost all of the transactions settled in Renminbi and did not have significant exposure to foreign exchange risks during the year.

(ii) Price risk

The Group has minimal price risk.

3 財務風險管理

3.1 財務風險因素

本集團的業務承受各種財務風險：市場風險、信貸風險、流動資金風險以及現金流量及公平值利率風險。本集團的整體財務風險管理集中於金融市場的不可預測性，及尋求盡量減低對本集團財務表現的潛在不利影響。本集團並無使用任何衍生財務工具對沖其風險。

本集團大部分收益及經營開支均以人民幣列值，而除若干性況外，人民幣乃不可自由兌換成其他貨幣。人民幣相對其他外幣的價值受到中國政府的政策修訂影響。自一九九四年至二零零五年七月二十一日，中國人民銀行把人民幣兌換美元的匯率鎖定於約每美元兌約人民幣8.277元的穩定匯率。自二零零五年七月二十一日起，人民幣轉而與一攬子貨幣掛鈎。倘若人民幣兌美元和港元進一步升值，本集團以港元呈報之經營業績將提升，而倘若人民幣貶值，則本集團以港元呈報之經營業績將下滑。

(a) 市場風險

(i) 外匯風險

本集團的主要附屬公司在中國經營業務，絕大部分交易均以人民幣結算，故於年內並無重大外匯風險。

(ii) 價格風險

本集團所承受的格價風險非常低。

Notes to the Financial Statements 財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(b) *Credit risk*

The Group has no significant concentrations of credit risk. The carrying amount of accounts receivables represent the Group's maximum exposure to credit risks in relation to its financial assets. The Group has policies in place to ensure that sales of services are made to customers with an appropriate credit history and the Group performs periodic credit evaluations of its customers. The Group's historical experience in collection of trade and other receivables falls within the recorded allowances and the Directors are of the opinion that adequate provision for uncollectible accounts receivables has been made in the financial statements.

(c) *Liquidity risk*

The Group has minimal liquidity risk.

(d) *Cash flow and fair value interest rate risk*

The Group's income and operating cash flows are substantially independent of changes in market interest rates and the Group has no significant interest-bearing assets. The Group's exposure to changes in interest rates is mainly attributable to its borrowings, details of which have been disclosed in note 32. The Group has not used any interest rate swaps to hedge its exposure to interest rate risk.

3 財務風險管理(續)

3.1 財務風險因素(續)

(b) *信貸風險*

本集團並無任何重大集中的信貸風險。應收賬款的賬面值指本集團有關財務資產的最高信貸風險。本集團已制訂政策，以確保向信貸紀錄良好的客戶銷售服務，而本集團亦會定期評估客戶的信貸狀況。本集團過往未收回的應收貨款及其他應收款項並無超出其入賬撥備，而董事認為，財務報表中已就不可收回的應收賬款作出充分撥備。

(c) *流動資金風險*

本集團所承受的流動資金風險非常低。

(d) *現金流量及公平價值利率風險*

本集團的收入及經營現金流量實際上並不受市場利率變動的影響，而本集團亦無任何重大計息資產。本集團所承受利率變動的風險，主要由於其借貸所致，有關詳情已於本報告附註32中披露。本集團並無使用任何利率掉期交易來對沖其所承受的利率風險。

Notes to the Financial Statements 財務報表附註

**3 FINANCIAL RISK MANAGEMENT
(CONTINUED)****3.2 Fair value estimation**

The fair value of financial instruments traded in active markets is based on quoted market prices at the balance sheet date. The quoted market price used for financial assets held by the Group is the current bid price; the appropriate quoted market price for financial liabilities is the current ask price.

Unlisted investments have been valued by reference to the market prices of the underlying investments or by reference to the current market value of similar investments or by reference to the discounted cash flows of the underlying net assets.

The fair values of cash and bank balances, trade receivables, other receivables, deposits, prepayments, trade payables, other payables, accruals, current borrowings and balances with ultimate holding company, subsidiaries, associates, jointly controlled entities, related companies, minority shareholders and investee companies are assumed to approximate their carrying amount due to the short-term maturities of these assets and liabilities.

The fair values of long-term borrowings are estimated using the expected future payments discounted at market interest rates.

**4 CRITICAL ACCOUNTING ESTIMATES AND
JUDGEMENTS**

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities of the Group are discussed below.

3 財務風險管理(續)**3.2 公平價值估計**

在活躍市場買賣之金融工具之公平值根據結算日之市場報價釐定。本集團所持財務資產之市場報價為當時之買盤價；而財務負債之適用財務報價為當時之賣盤價。

非上市投資參照相關投資的市價或類似投資的現行市場價值或相關淨資產的折讓現金流量估值。

現金及銀行結餘、應收貨款、其他應收款項、按金、預付款、應付貨款、其他應付款項、應計費用、即期借貸及應收或應付最終控股公司、附屬公司、聯營公司、共同控制實體、關連公司、少數股東及受投資公司結餘的公平值假定與其賬面值相若，原因為該等資產及負債的到期日為短期。

長期貸款之公平值以預期未來支出按市場利率貼現估算。

4 關鍵會計估計及判斷

本公司按過往經驗及其他因素(包括對日後事件作出之合理估計)不時評估現正採納的估計及判斷。以下為有重大風險導致本集團資產及負債之賬面值須作出重大調整之估計及假設之討論。

Notes to the Financial Statements 財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

(a) Property, plant and equipment

Management determines the estimated useful lives and residual values for the Group's property, plant and equipment. Management will revise the depreciation charge where useful lives and residual values are different to previously estimated, or it will write off or write down technically obsolete or non-strategy assets that have been abandoned or sold.

As stated in note 2(d), the total projected traffic volume of toll road is reviewed regularly with reference to both internal and external sources of information and adjusted if appropriate. Independent professional traffic studies are performed periodically and appropriate adjustment will be made should there be a material change. The directors of the Company considered that these are the best current estimates on the total projected traffic volume.

(b) Impairment of assets

The Group tests at least annually whether goodwill or assets that have indefinite useful lives have suffered any impairment. Other assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset exceeds its recoverable amount. The recoverable amounts of assets or cash-generating units have been determined based on value-in-use calculations. These calculations require the use of estimates, such as discount rates, future profitability and growth rates.

(c) Investment property

The fair values of investment properties are determined by independent valuers on an open market basis. In making the judgement, consideration has been given to assumptions that are mainly based on market conditions existing at the balance sheet date and appropriate capitalisation rates. These estimates are regularly compared to actual market data and actual transactions entered into by the Group.

4 關鍵會計估計及判斷(續)

(a) 物業、廠房及設備

本集團之物業、廠房及設備之可用年期及剩餘價值由管理層釐定。倘可用年期及剩餘價值與先前估算有別，本集團會修訂折舊開支，或將撇銷或撇減技術上已過時或棄用或售出之非策略性資產。

如附註2(d)所述，收費公路之預計總交通流量乃參考內部及外部資料來源定期予以審閱，並於適當時作出調整。此外，會定期進行獨立專業交通流量研究，如有任何重大改變會作出適當調整。本公司之董事認為此等乃對預測總交通流量之現行最佳估計。

(b) 資產減值

本集團對商譽或沒有確定使用年期之資產每年最少進行一次測試，以確定其是否出現減值。對於其他資產，當有事件出現或情況改變顯示賬面值高於可收回金額時，便須就減值進行檢討。資產或產生現金單位之可收回金額是根據使用價值之計算結果而釐定。此等計算須採納若干估計，例如貼現率、將來盈利能力及增長率。

(c) 投資物業

投資物業公平值由獨立估值師按公開市場基準釐定。於作出判斷時，會考慮主要基於結算日現有之市場狀況作出之假設及適用之資本化比率。該等估算定期會與實際市場數據及本集團進行之實際交易款項比較。

Notes to the Financial Statements 財務報表附註

5 SEGMENT INFORMATION

The Group is principally engaged in provision of container handling and non-containerised goods stevedoring services, operation of toll roads, supply of utilities and property development.

The associates of the Group are principally engaged in the manufacturing and sales of winery products, escalators and elevators.

(a) Primary reporting format – business segments

5 分類資料

本集團主要從事提供集裝箱處理和非集裝箱貨物裝卸服務、經營收費道路、提供公用設施及房地產發展。

本集團的聯營公司主要從事葡萄酒產品、升降機及扶手電梯的產銷。

(a) 主要呈報方式 – 業務分類

		For the year ended 31st December 2006 截至二零零六年十二月三十一日止年度							
		Port services	Operation of toll roads	Supply of utilities (note) 提供公用設施 (附註)	Property development 房地產發展	Winery 釀酒	Elevator and escalator 升降機及扶手電梯	Others 其他	Group 本集團
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Revenue	收入	1,005,001	207,101	1,467,672	8,683	-	-	-	2,688,457
Segment results	分類業績	230,761	91,675	160,973	1,161	-	-	-	484,570
Gain on deemed disposal of partial interest in subsidiaries	視作出售附屬公司部分權益之收益	109,235							109,235
Gain on disposal of subsidiaries	出售附屬公司之收益				22,993				22,993
Interest income	利息收入								148,727
Net corporate expenses	公司費用淨額								(18,587)
Operating profit	經營溢利								746,938
Finance costs	財務費用								(149,293)
Net loss on convertible bonds	可換股債券之淨虧損								(63,847)
Share of profits/(losses) of:	應佔溢利/(虧損):								
Associates	聯營公司	983	-	-	-	52,618	129,071	(1,457)	181,215
Jointly controlled entities	共同控制實體	-	-	-	-	53	-	(11,832)	(11,779)
Profit before tax	稅前溢利								703,234
Tax expense	稅項支出								(66,053)
Profit for the year	年度溢利								637,181
Capital expenditure	資本開支	1,175,851	36,125	116,684	-	-	-	2,196	1,330,856
Depreciation and amortisation	折舊及攤銷	97,328	45,580	73,823	84	-	-	4,082	220,897

Notes to the Financial Statements 財務報表附註

5 SEGMENT INFORMATION (CONTINUED)

5 分類資料(續)

(a) Primary reporting format – business segments
(Continued)

(a) 主要呈報方式 – 業務分類(續)

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

		Port services	Operation of toll roads	Supply of utilities (note) development 提供	Property development	Winery	Elevator and escalator	Others	Group
		港口服務	經營 收費道路	公用設施 (附註)	房地產發展	釀酒	升降機及 扶手電梯	其他	本集團
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Revenue	收入	870,928	210,332	988,810	19,361	149,671	-	-	2,239,102
Segment results	分類業績	171,369	93,181	109,827	12,913	63,220	-	-	450,510
Gain on deemed disposal of partial interest in subsidiaries	視作出售附屬公司部分權益之收益				235,370				235,370
Gain on disposal of an associate	出售一家聯營公司之收益	4,986							4,986
Interest income	利息收入								21,687
Net corporate expenses	公司費用淨額								(49,360)
Operating profit	經營溢利								663,193
Finance costs	財務費用								(97,534)
Share of profits/(losses) of:	應佔溢利/(虧損):								
Associates	聯營公司	1,019	-	-	-	57,515	87,481	80	146,095
Jointly controlled entities	共同控制實體	-	-	-	-	37	-	(13,896)	(13,859)
Profit before tax	稅前溢利								697,895
Tax expense	稅項支出								(73,015)
Profit for the year	年度溢利								624,880
Capital expenditure	資本開支	159,205	1,932	4,724	25	-	-	11,921	177,807
Depreciation and amortisation	折舊及攤銷	77,013	45,091	40,503	111	1,761	-	3,875	168,354

Notes to the Financial Statements 財務報表附註

5 SEGMENT INFORMATION (CONTINUED)

(a) Primary reporting format – business segments
(Continued)

Note:

Utility supply business is carried out by Tianjin TEDA Tsinlien Electric Power Company Limited (“Electricity Company”), Tianjin TEDA Tsinlien Water Supply Company Limited (“Water Company”) and Heat & Power Company.

The Finance Bureau of TEDA has confirmed to grant to Electricity Company and Water Company quantity-based government supplemental income calculated at RMB 0.02 per kWh of electricity supplied and RMB2 per tonne of water supplied for five years to 31st December 2007. The Finance Bureau of TEDA also confirmed to grant to Heat & Power Company quantity-based government supplemental income calculated at RMB50 per tonne of steam supplied for a period of five years up to 31st December 2008.

In addition, Heat & Power Company is entitled to additional cost-based government supplemental income calculated at the difference between the purchase price per tonne of steam purchased from Tianjin Binhai Energy & Development Co., Ltd., the major supplier of steam, and the selling price per tonne of steam sold to the customers.

Revenue generated from the supply of utilities includes approximately HK\$56.6 million (2005: HK\$27.7 million), HK\$74.9 million (2005: HK\$65.6 million) and HK\$59.6 million (2005: Nil) of quantity-based government supplemental income granted to the Electricity Company, Water Company and Heat & Power Company respectively. It also includes approximately HK\$19.0 million (2005: Nil) of cost-based government supplemental income granted to Heat & Power Company.

5 分類資料(續)

(a) 主要呈報方式－業務分類(續)

附註：

公用設施供應業務乃透過天津泰達津聯電力有限公司(「電力公司」)、天津泰達津聯自來水有限公司(「自來水公司」)及熱電公司經營。

天津開發區財政局已確認於截至二零零七年十二月三十一日止五年內按每供應1千瓦時電力獲人民幣0.02元及每供應1噸自來水獲人民幣2元分別向電力公司及自來水公司授予基於數量的政府補貼收入。天津開發區財政局亦已確認於截至二零零八年十二月三十一日止五年內按每供應1噸蒸汽獲人民幣50元向熱電公司授予基於數量的政府補貼收入。

另外，熱電公司亦有權獲得按向主要蒸汽供應商天津濱海能源發展股份有限公司購入蒸汽的每噸購買價與向客戶供應蒸汽的每噸售價之間的差額計算的另一項基於成本的政府補貼收入。

來自提供公用設施之收入包括分別向電力公司、自來水公司及電熱公司授出的基於供應量的政府補貼收入約56,600,000港元(二零零五年：27,700,000港元)、74,900,000港元(二零零五年：65,600,000港元)及59,600,000港元(二零零五年：無)。此外亦包括授予熱電公司的基於成本的政府補貼收入約19,000,000港元(二零零五年：無)。

Notes to the Financial Statements 財務報表附註

5 SEGMENT INFORMATION (CONTINUED)

5 分類資料(續)

(a) Primary reporting format – business segments
(Continued)

(a) 主要呈報方式 – 業務分類(續)

		As at 31st December 2006 於二零零六年十二月三十一日							
		Port services 港口服務 HK\$'000 千港元	Operation of toll roads 經營收費道路 HK\$'000 千港元	Supply of utilities 提供公用設施 HK\$'000 千港元	Property development 房地產發展 HK\$'000 千港元	Winery 釀酒 HK\$'000 千港元	Elevator and escalator 升降機及扶手電梯 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Group 本集團 HK\$'000 千港元
Assets	資產	3,501,239	3,571,212	1,670,611	383,171	-	51,934	2,900,589	12,078,756
Associates	聯營公司	25,950	-	-	-	625,365	463,265	38,190	1,152,770
Total assets	總資產	3,527,189	3,571,212	1,670,611	383,171	625,365	515,199	2,938,779	13,231,526
Liabilities	負債	525,181	55,860	565,065	-	-	10,687	2,704,304	3,861,097

		As at 31st December 2005 於二零零五年十二月三十一日							
		Port services 港口服務 HK\$'000 千港元	Operation of toll roads 經營收費道路 HK\$'000 千港元	Supply of utilities 提供公用設施 HK\$'000 千港元	Property development 房地產發展 HK\$'000 千港元	Winery 釀酒 HK\$'000 千港元	Elevator and escalator 升降機及扶手電梯 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Group 本集團 HK\$'000 千港元
Assets	資產	1,497,673	3,451,010	932,792	380,602	-	47,801	3,062,970	9,372,848
Associates	聯營公司	27,928	-	-	-	580,288	356,105	42,511	1,006,832
Total assets	總資產	1,525,601	3,451,010	932,792	380,602	580,288	403,906	3,105,481	10,379,680
Liabilities	負債	90,659	58,659	152,496	26,088	-	11,350	2,921,791	3,261,043

Notes to the Financial Statements 財務報表附註

5 SEGMENT INFORMATION (CONTINUED)

(b) Secondary report format – geographical segments

		Revenue 收入		Operating results 經營業績	
		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
PRC mainland	中國內地	2,688,457	2,239,102	484,570	450,510
Total assets: 總資產:					
PRC mainland	中國內地			11,807,577	8,854,939
Hong Kong	香港			271,179	517,909
Associates 聯營公司				12,078,756	9,372,848
				1,152,770	1,006,832
				13,231,526	10,379,680
Capital expenditure: 資本開支:					
PRC mainland	中國內地			1,329,303	173,497
Hong Kong	香港			1,553	4,310
				1,330,856	177,807

5 分類資料(續)

(b) 次要呈報方式—地區分類

6 OTHER INCOME

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Interest income	利息收入		
– initial public offer deposits of a subsidiary	— 一家附屬公司的首次公開發售存款	97,335	–
– bank deposits	— 銀行存款	51,392	21,687
Financial assets at fair value through profit or loss	按公平價值透過損益列賬的財務資產		
– fair value gains – listed	— 公平價值收益—上市	13,390	1,022
– fair value gains – unlisted	— 公平價值收益—非上市	3,049	2,062
Fair value gain on an investment property	一項投資物業之公平價值收益	–	15,343
Dividend income from investee companies-unlisted	來自受投資非上市公司之股息收入	18,028	9,549
Gain on disposal of subsidiaries	出售附屬公司之收益	22,993	–
Gain on disposal of an associate	出售一家聯營公司之收益	–	4,986
Sundries	雜項	14,411	22,274
		220,598	76,923

6 其他收益

Notes to the Financial Statements 財務報表附註

7 OPERATING PROFIT

Operating profit is arrived at after charging/(crediting):

7 經營溢利

經營溢利乃扣除／(計入)下列項目後達致：

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Employee benefit expense (note 8)	僱員福利開支(附註8)	478,731	385,080
Purchase of utilities for sale	購入待售公用設施	1,066,917	714,520
Cost of inventories and completed properties sold	已售之存貨及已落成物業之成本	4,814	75,029
Depreciation	折舊		
– charged to cost of sales	– 在銷售成本扣除	190,770	145,722
– charged to administrative expenses	– 在行政支出扣除	17,504	21,112
Amortisation	攤銷	12,623	1,520
Net loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損淨額	12,062	7,368
Operating lease expense on	經營租約開支		
– Land and buildings	– 土地及樓宇	7,806	13,854
– Berths, railway, storage spaces and equipment	– 泊位、鐵路、儲物用地及設備	30,986	24,313
– Plants, pipelines and network	– 廠房、管道及網絡	28,126	20,226
Auditors' remuneration	核數師酬金	5,776	3,109
Net exchange gain	匯兌收益淨額	(37,533)	(14,842)
Provision for impairment of trade receivables	應收貨款減值撥備	1,650	16,538
Management fee for the Jinbin Expressway	津濱高速公路之管理費	16,644	12,813
Toll collection management fee for the Eastern Outer Ring Road	外環東路之委託收費管理費	6,420	7,374
Maintenance charges for the Eastern Outer Ring Road	外環東路之維護費	43,902	32,857

8 EMPLOYEE BENEFIT EXPENSE

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Wages, salaries and social security costs	工資、薪金及社會保障費用	442,859	346,909
Pension costs – defined contribution plans	退休金成本 – 定額供款計劃	32,086	38,171
Share option expenses (note)	購股權費用(附註)	3,786	–
		478,731	385,080

Note:

The Company's listed subsidiary, Tianjin Port Development Holdings Limited ("TPD") operates a share option scheme whereby options may be granted to eligible employees and directors, to subscribe for shares of TPD.

附註：

本公司之上市附屬公司天津港發展控股有限公司(「天津港發展」)設有購股權計劃，據此向合資格僱員及董事授出可認購天津港發展股份之購股權。

Notes to the Financial Statements 財務報表附註

8 EMPLOYEE BENEFIT EXPENSE (CONTINUED)

8 僱員福利開支(續)

(a) Directors' and senior management's emoluments

(a) 董事及高級管理人員酬金

The remuneration of every Director for the year ended 31st December 2006 is set out below:

各董事於截至二零零六年十二月三十一日止年度的酬金載列如下：

Name of Director 董事姓名		Fees 袍金 HK\$'000 千港元	Salaries and other benefits ⁽ⁱ⁾ 薪金及 其他福利 ⁽ⁱ⁾ HK\$'000 千港元	Share- based payments 以股份為 基礎的 付款 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Wang Guanghao	王廣浩	1,000	2,360	650	4,010
Ren Xuefeng	任學鋒	-	1,036	-	1,036
Yu Rumin	于汝民	134	417	-	551
Nie Jiansheng	聶建生	933	1,248	834	3,015
Dai Yan ⁽ⁱⁱ⁾	戴延 ⁽ⁱⁱ⁾	-	504	-	504
Hu Chengli ⁽ⁱⁱ⁾	胡成利 ⁽ⁱⁱ⁾	-	504	-	504
Wang Jiandong	王建東	-	-	-	-
Bai Zhisheng ⁽ⁱⁱⁱ⁾	白智生 ⁽ⁱⁱⁱ⁾	-	-	-	-
Zhang Wenli ^(iv)	張文利 ^(iv)	-	-	-	-
Sun Zengyin	孫增印	-	-	-	-
Zong Guoying ⁽ⁱⁱ⁾	宗國英 ⁽ⁱⁱ⁾	-	-	-	-
Zheng Daoquan ^(v)	鄭道全 ^(v)	-	-	-	-
Cheung Wing Yui	張永銳	270	-	-	270
Kwong Che Keung, Gordon	鄺志強	330	-	-	330
Lau Wai Kit	劉偉傑	330	-	-	330
Cheng Hon Kwan	鄭漢鈞	330	-	-	330
Zhang Hongru ^(vi)	張鴻儒 ^(vi)	-	396	-	396
He Xiuheng ^(vii)	何秀恆 ^(vii)	-	-	-	-
Yang Liheng ^(viii)	楊立恆 ^(viii)	-	-	-	-
Peng Jinhua ^(vi)	龐金華 ^(vi)	-	-	-	-
Ye Disheng ^(vi)	葉迪生 ^(vi)	-	-	-	-
		3,327	6,465	1,484	11,276

Notes to the Financial Statements 財務報表附註

8 EMPLOYEE BENEFIT EXPENSE (CONTINUED)

8 僱員福利開支 (續)

(a) Directors' and senior management's emoluments
(Continued)

(a) 董事及高級管理人員酬金 (續)

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

各董事於截至二零零五年十二月三十一日止年度的酬金載列如下：

Name of Director 董事姓名		Salaries and other benefits ⁽ⁱ⁾		Total 總計
		Fees 袍金	薪金及其他福利 ⁽ⁱ⁾	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Wang Guanghao	王廣浩	–	1,945	1,945
Ren Xuefeng	任學鋒	–	581	581
Yu Rumin	于汝民	–	–	–
Nie Jiansheng	聶建生	–	822	822
Wang Jiandong	王建東	–	419	419
Sun Zengyin	孫增印	–	–	–
Cheung Wing Yui	張永銳	180	–	180
Kwong Che Keung, Gordon	鄺志強	240	–	240
Lau Wai Kit	劉偉傑	240	–	240
Cheng Hon Kwan	鄭漢鈞	240	–	240
Zhang Hongru ^(vi)	張鴻儒 ^(vi)	–	532	532
He Xiuheng ^(vii)	何秀恆 ^(vii)	–	–	–
Yang Liheng ^(viii)	楊立恆 ^(viii)	–	–	–
Peng Jinhua ^(vi)	龐金華 ^(vi)	–	–	–
Ye Disheng ^(vi)	葉迪生 ^(vi)	–	–	–
		900	4,299	5,199

(i) Other benefits include leave pay, insurance premium and club membership.

(i) 其他福利包括有薪假期、保險費及會所會籍。

(ii) Appointed on 10th July 2006.

(ii) 於二零零六年七月十日獲委任。

(iii) Appointed on 1st January 2006.

(iii) 於二零零六年一月一日獲委任。

(iv) Appointed on 20th March 2006.

(iv) 於二零零六年三月二十日獲委任。

(v) Appointed on 1st December 2006.

(v) 於二零零六年十二月一日獲委任。

(vi) Resigned on 10th July 2006.

(vi) 於二零零六年七月十日辭任。

(vii) Resigned on 1st January 2006.

(vii) 於二零零六年一月一日辭任。

(viii) Resigned on 20th March 2006.

(viii) 於二零零六年三月二十日辭任。

Notes to the Financial Statements 財務報表附註

8 EMPLOYEE BENEFIT EXPENSE (CONTINUED)

8 僱員福利開支(續)

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include two (2005: three) directors whose emoluments are reflected in the analysis presented above. The emoluments payable to the remaining three (2005: two) individuals during the year are as follows:

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Salaries and other emoluments	基本薪金及其他酬金	4,455	1,853
Share-based payments	以股份為基礎的付款	1,077	-
		5,532	1,853

(b) 五位最高薪人士

於年內，本集團五位最高薪人士包括兩位(二零零五年：三位)董事，其薪金已於上文呈列的分析反映。於年內，應付其餘三位(二零零五年：兩位)人士之酬金如下：

The emoluments fell within the following bands:

薪酬介乎下列範圍：

		2006 二零零六年	2005 二零零五年
Emolument bands (HK\$)	酬金範圍(港元)		
Nil - HK\$1,000,000	無 - 1,000,000 港元	-	3
HK\$1,000,001-HK\$1,500,000	1,000,001 港元 - 1,500,000 港元	-	1
HK\$1,500,001-HK\$2,000,000	1,500,001 港元 - 2,000,000 港元	2	1
HK\$2,000,001-HK\$2,500,000	2,000,001 港元 - 2,500,000 港元	1	-
HK\$3,000,001-HK\$3,500,000	3,000,001 港元 - 3,500,000 港元	1	-
HK\$4,000,001-HK\$4,500,000	4,000,001 港元 - 4,500,000 港元	1	-

Notes to the Financial Statements 財務報表附註

9 FINANCE COSTS

9 財務費用

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Interest expenses:	利息費用：		
– bank borrowings	– 銀行借貸	104,490	81,804
– loans from a minority shareholder	– 一位少數股東貸款	14,639	14,548
– convertible bonds (notional charge) (note 31)	– 可換股債券 (設定費用)(附註31)	30,164	1,182
		149,293	97,534

10 TAX EXPENSE

10 稅項支出

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Current taxation	即期稅項		
PRC income tax	中國所得稅	55,201	62,351
Deferred tax (note 33)	遞延稅項(附註33)	10,852	10,664
		66,053	73,015

No provision for Hong Kong profits tax has been made as there is no estimated assessable profit for the year for the Group (2005: Nil). Provision for the PRC income tax has been made at the applicable rate of taxation on the estimated assessable profit for the year for each of the Group's subsidiaries.

Share of associates' taxation for the year ended 31st December 2006 of HK\$60,860,000 (2005: HK\$56,469,000) are included in the income statement as share of profits of associates.

由於本集團年內並無估計應課稅溢利，故並無就香港利得稅計提撥備（二零零五年：無）。中國所得稅撥備乃按照年內本集團各附屬公司之估計應課稅溢利以適用稅率計算。

截至二零零六年十二月三十一日止年度，應佔聯營公司稅項60,860,000港元（二零零五年：56,469,000港元）已計入損益賬列為應佔聯營公司溢利。

Notes to the Financial Statements 財務報表附註

10 TAX EXPENSE (CONTINUED)

Rates applicable to principal subsidiaries:

On 6th November 1997, the Tianjin Finance Bureau approved that Tianjin Harbour Second Stevedoring Co., Ltd. and Tianjin Port Container Terminal Co., Ltd. be subject to a concessionary enterprise income tax rate of 15% and remained effective as at 31st December 2006.

On 12th November 1997, the State Tax Bureau approved that Tianjin Tai Kang Industrial Co., Ltd. ("Taikang") and Tianjin Heavenly Palace Winery Co., Ltd. ("Heavenly Palace") be exempted from income tax for two years starting from the first year of profit generation, followed by a 50% reduction for the next three years. The applicable tax rate of Taikang and Heavenly Palace for the current year is 15%.

Pursuant to an approval document issued by the State Tax Bureau of TEDA, Tianjin Jinzheng Transportation Development Company Limited ("Jinzheng") is entitled to an exemption from the income tax for two years commencing from its first profit-making year of operation and thereafter, Jinzheng is entitled to a 50% relief from income tax for the following three years. The applicable tax rate of Jinzheng for the current year is 15%, being the preferential tax rate applicable after the tax relief period.

Pursuant to the relevant laws and regulations in the PRC, Tianjin Mass Transit (Group) Development Co., Ltd. and its subsidiaries ("MTD Group") is exempted from the income tax for two years starting from the first year of profit generation and thereafter, MTD Group is entitled to a 50% relief from PRC income tax for the following three years. The reduced tax rate for the relief period is 7.5%, after the expiry of the tax relief period, MTD Group is subject to an income tax rate of 15%, being the preferential tax rate applicable.

10 稅項支出(續)

主要附屬公司之適用稅率：

天津財政局於一九九七年十一月六日批准天津港第二港埠有限公司及天津港集裝箱碼頭有限公司之優惠企業所得稅率為15%，並於二零零六年十二月三十一日仍然生效。

根據國家稅務局於一九九七年十一月十二日發出之批文，天津泰康實業有限公司(「泰康」)及天津天宮葡萄酒有限公司(「天宮」)獲豁免繳付從首個獲利年度起計兩年內之所得稅，其後三年則獲減稅50%。本財政年度泰康及天宮之適用稅率分別為15%。

根據由天津開發區國家稅務局發出的一份批准文件，天津津政交通發展有限公司(「津政」)可獲豁免繳付從首個獲利年度起計兩年之所得稅，其後三年可獲減免所得稅50%。津政本年度之適用稅率為15%，即稅務優惠期屆滿後之適用優惠稅率。

根據中國有關法規，天津快速(集團)發展有限公司及其附屬公司(「天津快速集團」)獲豁免繳付從首個獲利年度起計兩年之所得稅。其後三年，天津快速集團可獲減免中國所得稅50%。稅項優惠期內已調低的稅率為7.5%。優惠期屆滿後，天津快速集團須按適用的優惠稅率15%繳納所得稅。

Notes to the Financial Statements 財務報表附註

10 TAX EXPENSE (CONTINUED)

Pursuant to the relevant laws and regulations in the PRC, Electricity Company, Water Company and Heat & Power Company are exempted from the income tax for the two years starting from 2001 followed by a 50% reduction for the next three years. The applicable tax rate for the current year is 15%, being the preferential tax rate applicable after the tax relief period.

The income tax expense on the Group's profit before tax differs from the theoretical amount that would arise using the applicable tax rate, being the weighted average of rates prevailing in the territory in which the Group's principal subsidiaries operate, as follows:

10 稅項支出 (續)

根據中國有關法規，電力公司、自來水公司及熱電公司獲豁免繳付從二零零一年起計兩年內之所得稅，其後三年則獲減免50%。本年度之適用稅率為15%，即稅務優惠期屆滿後之適用優惠稅率。

本集團有關稅前溢利之所得稅支出與假若採用適用稅率(即本集團主要附屬公司經營所在地區現行之加權平均稅率)而計算之理論稅額之差額如下：

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Profit before tax	稅前溢利	703,234	697,895
Calculated at applicable tax rates	按適用稅率計算之稅項	108,674	117,718
Income of subsidiaries under tax relief	附屬公司所享之稅項減免額	-	(2,272)
Income not subject to taxation	無須課稅之收入	(116,363)	(103,944)
Expenses not deductible for taxation purposes	不可扣稅之支出	72,268	58,048
Tax losses not recognised	未有確認之稅項虧損	1,474	3,465
Tax expense	稅項支出	66,053	73,015

11 PROFIT ATTRIBUTABLE TO EQUITY HOLDERS

The profit attributable to equity holders is dealt with in the financial statements of the Company to the extent of loss of HK\$824,000 (2005: profit of HK\$16,850,000).

11 股權持有人應佔溢利

於本公司財務報表內處理之股權持有人應佔溢利為虧損824,000港元(二零零五年：溢利16,850,000港元)。

Notes to the Financial Statements 財務報表附註

12 EARNINGS PER SHARE

The calculation of the basic earnings per share is based on profit attributable to equity holders of HK\$552,751,000 (2005: HK\$573,169,000) and the weighted average number of 954,330,239 shares in issue (2005: 910,476,849 shares) during the year.

The calculation of the diluted earnings per share is based on profit attributable to equity holders of HK\$552,751,000 (2005: HK\$573,169,000) and 954,330,239 shares (2005: 910,476,849 shares) which is the weighted average number of shares in issue during the year, plus the weighted average number of 5,051,972 shares (2005: 184,566 shares) deemed to be issued at no consideration if all outstanding employee share options had been exercised.

13 DIVIDENDS

2006 final, proposed, of HK4.6 cents (2005: final, paid, of HK4.0 cents) per share	建議派發二零零六年期末股息 每股4.6港仙(二零零五年: 已派期末股息每股4.0港仙)
2006 interim, paid, of HK4.6 cents (2005: HK4.6 cents) per share	於二零零六年已派中期股息 每股4.6港仙(二零零五年: 每股4.6港仙)

At a meeting held on 19th April 2007, the board of directors proposed a final dividend of HK4.6 cents per ordinary share. This proposed dividend is not reflected as a dividend payable in these financial statements, but will be reflected as an appropriation of retained earnings for the year ending 31st December 2007.

12 每股盈利

每股基本盈利乃根據年內股權持有人應佔溢利552,751,000港元(二零零五年: 573,169,000港元)及已發行股份之加權平均股數954,330,239股(二零零五年: 910,476,849股)計算。

每股攤薄盈利乃按本公司股權持有人應佔溢利552,751,000港元(二零零五年: 573,169,000港元)及954,330,239股(二零零五年: 910,476,849股),即本年內已發行股份之加權平均股數,加上假設所有未行使購股權皆已行使而按零代價發行之股份之加權平均股數5,051,972股(二零零五年: 184,566股)計算。

13 股息

	2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
2006 final, proposed, of HK4.6 cents (2005: final, paid, of HK4.0 cents) per share	45,192	38,784
2006 interim, paid, of HK4.6 cents (2005: HK4.6 cents) per share	44,603	41,881
	89,795	80,665

於二零零七年四月十九日舉行的會議上,董事會建議派發每股普通股4.6港仙的期末股息。建議股息並未以應付股息反映在此等財務報表中,惟將於截至二零零七年十二月三十一日止年度內反映為保留溢利之分配。

Notes to the Financial Statements 財務報表附註

14 PROPERTY, PLANT AND EQUIPMENT

14 物業、廠房及設備

Group

本集團

		Buildings	Leased berth Toll roads	Leasehold improvement, furniture and equipment	Port facilities	Plant and machinery	Motor vehicles	Construction in progress	Others	Total	
											樓宇
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Cost	成本										
At 1st January 2006	於二零零六年一月一日	475,069	3,595,857	377,757	-	1,302,907	51,250	44,370	61,571	10,818	5,919,599
Additions	添置	66,204	34,606	-	-	35,224	4,429	7,635	476,961	3,688	628,747
Exchange differences	匯兌差額	19,371	125,907	-	14,579	50,673	1,868	1,507	3,066	662	217,633
Disposal of subsidiaries (note 37(c))	出售附屬公司 (附註37(c))	-	-	-	-	-	(209)	(377)	-	(19)	(605)
Acquisition of a subsidiary (note 37(b))	收購一間附屬公司 (附註37(b))	16,895	-	-	-	203,502	-	2,427	1,256	-	224,080
Transfers	轉撥	157,669	-	(377,757)	611,081	106,759	1,157	43	(498,952)	-	-
Disposals	出售	(14,844)	(527)	-	(696)	(4,592)	(946)	(4,903)	-	(257)	(26,765)
At 31st December 2006	於二零零六年十二月三十一日	720,364	3,755,843	-	624,964	1,694,473	57,549	50,702	43,902	14,892	6,962,689
Accumulated depreciation	累積折舊										
At 1st January 2006	於二零零六年一月一日	83,954	357,601	44,401	-	392,642	13,542	18,564	-	6,510	917,214
Exchange differences	匯兌差額	3,991	13,325	-	2,345	16,264	627	662	-	334	37,548
Charge for the year	本年度折舊	33,486	44,305	-	12,132	102,413	8,292	5,209	-	2,437	208,274
Transfers	轉撥	17,359	-	(44,401)	59,342	(32,300)	-	-	-	-	-
Disposal of subsidiaries (note 37(c))	出售附屬公司 (附註37(c))	-	-	-	-	-	(140)	(273)	-	(3)	(416)
Disposals	出售	(5,450)	(511)	-	(151)	(3,398)	(746)	(3,022)	-	(222)	(13,500)
At 31st December 2006	於二零零六年十二月三十一日	133,340	414,720	-	73,668	475,621	21,575	21,140	-	9,056	1,149,120
Net book value	賬面淨值										
At 31st December 2006	於二零零六年十二月三十一日	587,024	3,341,123	-	551,296	1,218,852	35,974	29,562	43,902	5,836	5,813,569

Notes to the Financial Statements 財務報表附註

14 PROPERTY, PLANT AND EQUIPMENT
(CONTINUED)

14 物業、廠房及設備(續)

Group

本集團

		Buildings	Toll roads	Leased berth improvement	Plant and machinery	Leasehold improvement, furniture and equipment	Motor vehicles	Construction in progress	Others	Total
		樓宇	收費公路	租賃泊位之改善	廠房及機器	租賃物業裝修、傢俬及設備	汽車	在建工程	其他	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Cost	成本									
At 1st January 2005	於二零零五年一月一日	552,930	3,524,853	365,926	1,361,084	45,399	67,978	115,209	49,556	6,082,935
Additions	添置	1,043	1,185	-	8,596	7,835	2,843	110,669	4,531	136,702
Exchange differences	匯兌差額	9,491	69,819	7,248	24,831	919	886	689	137	114,020
Deemed disposal of partial interest in subsidiaries (note 37(d))	視作出售附屬公司部分權益(附註37(d))	(85,687)	-	-	(153,273)	(402)	(23,419)	(80,435)	(42,645)	(385,861)
Transfers upon completion	完成時轉撥	5,738	-	4,583	74,125	38	77	(84,561)	-	-
Disposals	出售	(8,446)	-	-	(12,456)	(2,539)	(3,995)	-	(761)	(28,197)
At 31st December 2005	於二零零五年十二月三十一日	475,069	3,595,857	377,757	1,302,907	51,250	44,370	61,571	10,818	5,919,599
Accumulated depreciation	累積折舊									
At 1st January 2005	於二零零五年一月一日	91,662	307,506	33,232	387,714	8,660	30,720	-	34,137	893,631
Exchange differences	匯兌差額	1,566	6,510	758	7,302	218	368	-	118	16,840
Charge for the year	本年度折舊	20,063	43,585	10,411	79,878	6,736	4,397	-	1,764	166,834
Deemed disposal of partial interest in subsidiaries (note 37(d))	視作出售附屬公司部分權益(附註37(d))	(25,223)	-	-	(75,290)	(235)	(14,065)	-	(29,046)	(143,859)
Disposals	出售	(4,114)	-	-	(6,962)	(1,837)	(2,856)	-	(463)	(16,232)
At 31st December 2005	於二零零五年十二月三十一日	83,954	357,601	44,401	392,642	13,542	18,564	-	6,510	917,214
Net book value	賬面淨值									
At 31st December 2005	於二零零五年十二月三十一日	391,115	3,238,256	333,356	910,265	37,708	25,806	61,571	4,308	5,002,385

Notes to the Financial Statements 財務報表附註

14 PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

14 物業、廠房及設備(續)

Company		本公司		
		Leasehold improvement, furniture and equipment 租賃物業裝修、傢俬及設備 HK\$'000 千港元	Motor Vehicles 汽車 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Cost	成本			
At 1st January 2006	於二零零六年一月一日	3,644	2,574	6,218
Exchange differences	匯兌差額	128	120	248
Additions	添置	36	1,517	1,553
At 31st December 2006	於二零零六年十二月三十一日	3,808	4,211	8,019
Accumulated depreciation	累積折舊			
At 1st January 2006	於二零零六年一月一日	585	2,372	2,957
Exchange differences	匯兌差額	41	86	127
Charge for the year	本年度折舊	1,044	165	1,209
At 31st December 2006	於二零零六年十二月三十一日	1,670	2,623	4,293
Net book value	賬面淨值			
At 31st December 2006	於二零零六年十二月三十一日	2,138	1,588	3,726
Cost	成本			
At 1st January 2005	於二零零五年一月一日	2,536	2,540	5,076
Exchange differences	匯兌差額	71	50	121
Additions	添置	2,768	248	3,016
Disposals	出售	(1,731)	(264)	(1,995)
At 31st December 2005	於二零零五年十二月三十一日	3,644	2,574	6,218
Accumulated depreciation	累積折舊			
At 1st January 2005	於二零零五年一月一日	1,358	2,540	3,898
Exchange differences	匯兌差額	12	46	58
Charge for the year	本年度折舊	329	50	379
Disposals	出售	(1,114)	(264)	(1,378)
At 31st December 2005	於二零零五年十二月三十一日	585	2,372	2,957
Net book value	賬面淨值			
At 31st December 2005	於二零零五年十二月三十一日	3,059	202	3,261

Notes to the Financial Statements 財務報表附註

14 PROPERTY, PLANT AND EQUIPMENT
(CONTINUED)

The cost of the Group's property interests comprises:

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Properties held in the PRC	在中國持有之物業		
Medium term leases	中期租約	720,364	475,069
Toll roads in the PRC	在中國之收費公路		
Medium term leases	中期租約	3,755,843	3,595,857
		4,476,207	4,070,926

14 物業、廠房及設備(續)

本集團之物業權益成本包括：

15 INVESTMENT PROPERTY

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
At 1st January	於一月一日	370,192	347,813
Exchange differences	匯兌差額	12,893	7,036
Fair value gains	公平價值收益	-	15,343
At 31st December	於十二月三十一日	383,085	370,192

15 投資物業

Investment property represents a parcel of land located in Tianjin with undetermined future use. The land use right of which will expire on 13th February 2052.

The investment property was revalued at 31st December 2006 by independent, professionally qualified valuer, Vigers Appraisal & Consulting Limited. Valuation was based on current prices in an active market for the relevant property.

投資物業指一幅位於天津市的尚未決定未來用途土地之投資。土地使用權將於二零五二年二月十三日到期。

獨立合資格估值師威格斯資產評估顧問有限公司於二零零六年十二月三十一日重估投資物業。估值乃根據有關物業在活躍市場的現行價格進行。

Notes to the Financial Statements 財務報表附註

16 GOODWILL

16 商譽

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
At 1st January	於一月一日	400,746	400,349
Exchange differences	匯兌差額	710	397
Acquisition of a subsidiary (note 37(b))	收購附屬公司(附註37(b))	184,594	-
At 31st December	於十二月三十一日	586,050	400,746

Goodwill is allocated to the Group's cash-generating units (CGUs) identified according to business segment.

商譽按業務分類分配至本集團所確定的現金產生單位。

A segment-level summary of the goodwill allocation is presented below.

下文呈列商譽分配的分類層次概要。

		2006 二零零六年			2005 二零零五年		
		Operation of toll roads 經營 收費道路 HK\$'000 千港元	Supply of utilities 供應 公用設施 HK\$'000 千港元	Total 總計 HK\$'000 千港元	Operation of toll roads 經營 收費道路 HK\$'000 千港元	Supply of utilities 供應 公用設施 HK\$'000 千港元	Total 總計 HK\$'000 千港元
The PRC	中國	75,203	510,847	586,050	74,493	326,253	400,746

The recoverable amount of a CGU is determined based on value-in-use calculations.

現金產生單位的可收回值乃根據使用價值的計算結果而釐定。

For the segment of supply of utilities, the calculations use cash flow projections based on financial forecasts prepared by management covering a forty-year operation period with key assumptions including revenue, cost of raw material, staff costs and other production costs and unchanged government supplemental income policy. Management determined these key assumptions based on past performance and its expectations on market development. The present value of cash flow projections is calculated by using a pre-tax discount rate of 11.6%.

對於供應公用設施分類而言，有關的計算所使用的現金流量預測，是根據由管理層對於四十年經營期所編製的財務預測所制定。主要假設包括收入、原材料成本、員工成本及其他生產成本，以及政府補助收入政策保持不變。管理層根據過往表現及其對市場發展的預期來釐定此等主要假設。現金流量預測之現值使用11.6%的稅前貼現率計算。

Based on the assessment test of goodwill, in the opinion of the directors, no impairment against the Group's goodwill as at 31st December 2006 is considered necessary.

根據對商譽的測試，董事認為無須對本集團於二零零六年十二月三十一日的商譽作出減值撥備。

Notes to the Financial Statements 財務報表附註

17 LAND USE RIGHTS

17 土地使用權

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Outside Hong Kong, held on:	香港以外，以下列方式持有：		
Leases of between 10 to 50 years	介乎10至50年的租賃	761,516	69,787
		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
At 1st January	於一月一日	69,787	41,627
Exchange differences	匯兌差額	2,243	581
Additions	添置	702,109	41,105
Deemed disposal of partial interest in subsidiaries (note 37(d))	視作出售附屬公司部分權益 (附註 37(d))	-	(12,006)
Amortisation of prepaid operating lease payment	預付經營租賃款項攤銷	(12,623)	(1,520)
At 31st December	於十二月三十一日	761,516	69,787

The Group's interests in land use rights represent prepaid operating lease payments.

本集團於土地使用權的權益指預付經營租賃款項。

18 INVESTMENTS IN SUBSIDIARIES

18 於附屬公司的投資

		Company 本公司	
		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Unlisted investments, at cost	非上市投資(按成本)	3,143,713	4,004,568

Details of principal subsidiaries, which in the directors' opinion, materially affect the results or net assets of the Group at 31st December 2006 are set out in note 43.

董事認為對本集團業績或淨資產構成重大影響之主要附屬公司於二零零六年十二月三十一日之詳情載於附註43。

Notes to the Financial Statements 財務報表附註

19 INTEREST IN ASSOCIATES

19 於聯營公司的權益

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Group's share of net assets	本集團應佔淨資產		
– Listed shares in Hong Kong of Dynasty Fine Wines Group Limited (“Dynasty”)	– 在香港上市之王朝酒業集團有限公司(「王朝」)股份	625,365	580,288
– Listed shares in Hong Kong of Wah Sang Gas Holdings Limited (“Wah Sang”)	– 在香港上市之華樂燃氣控股有限公司(「華樂」)股份	158,261	158,261
– Other unlisted shares	– 其他非上市股份	489,144	388,283
		1,272,770	1,126,832
Impairment of investment in Wah Sang (note)	於華樂之投資減值(附註)	(120,000)	(120,000)
		1,152,770	1,006,832
Market value of listed shares	上市股份市值		
– Dynasty	– 王朝	1,573,560	1,604,250
– Wah Sang	– 華樂	(Note)	(Note)
		(附註)	(附註)

Note:

Wah Sang had yet to release any up-to-date financial information and the trading of its shares remains suspended. Wah Sang is continuing its business operations and in the process of applying for a resumption of trading of its shares. The directors of the Company took a cautious view that the resumption of trading in Wah Sang's shares might not happen in the near term and considered provision of HK\$120 million for the probable impairment in value of the Group's investment in Wah Sang brought forward from last year should be retained in the preparation of the Group's financial statements for the year ended 31st December 2006.

附註：

華樂尚未能夠公布其任何最新財務資料，其股份仍然暫停買賣。華樂現正繼續其業務運作及申請恢復其股份買賣。本公司董事對此採取審慎態度，認為華樂股份恢復買賣可能於短期內難以實現，並認為在編製本集團截至二零零六年十二月三十一日止年度的財務報表時，就本集團於以前年度對在華樂的投資可能出現減值計提撥備120,000,000港元應予以保留。

Notes to the Financial Statements 財務報表附註

19 INTEREST IN ASSOCIATES (CONTINUED)

19 於聯營公司的權益(續)

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
At 1st January	於一月一日	1,006,832	348,348
Increase in investments	增加投資	6,603	581,880
Dividends received	已收股息	(69,415)	(75,712)
Share of associates' results	應佔聯營公司業績		
– profit for the year	– 年度溢利	242,075	202,564
– tax expense	– 稅項	(60,860)	(56,469)
Exchange differences	匯兌差額	27,535	6,221
At 31st December	於十二月三十一日	1,152,770	1,006,832

Interest in associates at 31st December 2006 included goodwill of HK\$3,825,000 (2005: HK\$3,696,000).

於二零零六年十二月三十一日，於聯營公司之權益包括商譽3,825,000港元(二零零五年：3,696,000港元)。

The Group's interest in its associates is as follows:

本集團於其聯營公司的權益如下：

Name 名稱		Assets 資產 HK\$'000 千港元	Liabilities 負債 HK\$'000 千港元	Revenues 收入 HK\$'000 千港元	Profit/(loss) attributable to the Group 本集團應佔 溢利/(虧損) HK\$'000 千港元	% interest held 所持權益%
2006	二零零六年					
Otis Elevator (China) Investment Company Limited ("Otis China")	奧的斯電梯(中國) 投資有限公司 (「奧的斯中國」)	1,258,309	835,501	1,498,287	129,071	16.55
Dynasty	王朝	750,043	124,678	499,360	52,618	44.82
Others	其他	429,795	325,198	162,304	(474)	
		2,438,147	1,285,377	2,159,951	181,215	
2005	二零零五年					
Otis China	奧的斯中國	967,372	647,545	1,171,784	87,481	16.55
Dynasty	王朝	711,665	131,377	357,582	57,515	44.82
Others	其他	365,759	259,042	65,641	1,099	
		2,044,796	1,037,964	1,595,007	146,095	

There is no contingent liability relating to the Group's interest in the associates, and no contingent liability of the associates themselves.

本集團於聯營公司的權益概無或然負債，聯營公司本身亦無或然負債。

Details of associates, which in the directors' opinion, materially affect the results or net assets of the Group at 31st December 2006 are set out in note 44.

董事認為對本集團業績或淨資產構成重大影響之聯營公司於二零零六年十二月三十一日之詳情載於附註44。

Notes to the Financial Statements 財務報表附註

20 JOINTLY CONTROLLED ENTITIES

20 共同控制實體

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Group's share of net assets	本集團應佔淨資產	91,903	81,448

The Group's interest in its jointly controlled entities, all of which are unlisted, is as follows:

下列是本集團於共同控制實體(全皆為非上市)的權益:

Name 名稱		Assets 資產 HK\$'000 千港元	Liabilities 負債 HK\$'000 千港元	Revenues 收入 HK\$'000 千港元	Profit/(loss) attributable to the Group 本集團應佔 溢利/(虧損) HK\$'000 千港元	% interest held 所持權益%
2006	二零零六年					
Tianjin Haihe Dairy Company Limited	天津海河乳業 有限公司	115,438	69,438	96,748	(11,167)	40
Others	其他	64,721	18,818	19,962	(612)	
		180,159	88,256	116,710	(11,779)	
2005	二零零五年					
Tianjin Haihe Dairy Company Limited	天津海河乳業 有限公司	110,959	55,501	82,024	(13,896)	40
Others	其他	33,965	7,975	7,114	37	
		144,924	63,476	89,138	(13,859)	

There is no contingent liability relating to the Group's interest in the jointly controlled entities, and no contingent liability of the jointly controlled entities themselves.

本集團於共同控制實體的權益概無或然負債，共同控制實體本身亦無或然負債。

Details of the jointly controlled entities are set out in note 45.

共同控制實體之詳情載於附註45。

21 AVAILABLE-FOR-SALE FINANCIAL ASSETS

21 可供出售財務資產

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
At 1st January	於一月一日	110,495	119,067
Disposal of subsidiaries (note 37(c))	出售附屬公司(附註37(c))	(146)	-
Disposal	出售	(3,424)	(12,308)
Exchange differences	匯兌差額	1,236	3,736
At 31st December	於十二月三十一日	108,161	110,495
Representing:	代表:		
Unlisted investments, at cost	非上市投資(按成本)	108,161	110,495

Notes to the Financial Statements 財務報表附註

**21 AVAILABLE-FOR-SALE FINANCIAL ASSETS
(CONTINUED)**

The available-for-sale financial assets are principally unlisted equity in certain entities established and operating in the PRC. They are mainly denominated in Renminbi.

These unlisted equity investments of the Group are not carried at fair value but at cost less any accumulated impairment losses because they do not have a quoted market price in an active market and their fair value cannot be reliably measured.

21 可供出售財務資產(續)

可供出售財務資產主要為在中國成立及經營的若干實體的非上市權益，主要以人民幣列值。

本集團此等非上市權益投資並非按公平價值列賬，而是按成本減任何累積減值虧損列賬，原因為其並無活躍市場的報價及其公平價值不能可靠地計量。

22 OTHER NON-CURRENT ASSETS

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Prepayment on plant and equipment for port operations	有關港口營運之廠房及設備之預付款	-	34,963

22 其他非流動資產**23 INVENTORIES**

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Raw materials	原材料	5,402	3,391
Work in progress	在製品	4,571	2,864
Finished goods	製成品	1,522	2,052
Consumable stocks	消耗存貨	1,211	125
		12,706	8,432

23 存貨**24 AMOUNTS DUE FROM/(TO) ULTIMATE HOLDING COMPANY, ASSOCIATES, JOINTLY CONTROLLED ENTITIES AND SUBSIDIARIES**

The balances are unsecured, interest free, have no fixed repayment terms and are mainly denominated in Renminbi.

24 應收／(應付)最終控股公司、聯營公司、共同控制實體及附屬公司款項

該等結餘為無抵押、免息及並無固定償還年期，主要以人民幣列值。

Notes to the Financial Statements 財務報表附註

25 AMOUNTS DUE FROM/(TO) RELATED COMPANIES, MINORITY SHAREHOLDERS AND INVESTEE COMPANIES

25 應收／(應付)關連公司、少數股東及受投資公司款項

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Amounts due from related companies (note a)	應收關連公司款項(附註a)	24,332	72,206
Amounts due from a minority shareholder (note a)	應收一名少數股東款項(附註a)	12,382	-
Amounts due from investee companies (note a)	應收受投資公司款項(附註a)	100,871	79,146
Amounts due to related companies (note b)	應付關連公司款項(附註b)	(336,244)	(30,031)
Construction costs payable to a minority shareholder (note a, c)	應付一名少數股東建築費(附註a、c)	-	(91,885)
Amounts due to minority shareholders (note a)	應付少數股東款項(附註a)	(197,480)	(171,522)
		(197,480)	(263,407)

(a) The balances are unsecured, interest free, have no fixed repayment terms and are mainly denominated in Renminbi.

(b) The balances are unsecured, interest free, have no fixed repayment terms and are mainly denominated in Renminbi except approximately HK\$226 million payable for acquisition of land use rights, berths and railways which will be settled in May 2007.

(c) Amounts payable to Eastern Outer Ring Road Company Limited related to the construction costs of a toll road owned by the Group.

(a) 該等結餘為無抵押、免息及並無固定償還年期，主要以人民幣列值。

(b) 該等結餘為無抵押、免息及無固定還款期，並主要以人民幣列值，惟就收購土地使用權、泊位及鐵路之約226,000,000港元將於二零零七年五月支付。

(c) 應付外環東路有限公司之建築費，用以興建本集團擁有之收費公路。

Notes to the Financial Statements 財務報表附註

26 TRADE RECEIVABLES

26 應收貨款

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Trade receivables – gross	應收貨款總額	553,404	342,199
Less: provision for impairment	減：減值撥備	(74,712)	(69,480)
		478,692	272,719

The aging analysis of the Group's trade receivables (net of provisions) is as follows:

本集團應收貨款(減去撥備後)的賬齡分析如下：

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Within 30 days	30天以內	366,557	178,752
31 to 90 days	31天至90天	18,329	40,293
91 to 180 days	91天至180天	10,031	3,039
Over 180 days	超過180天	83,775	50,635
		478,692	272,719

The various group companies have different credit policies which are dependent on the requirements of the markets and the businesses which they operate. In general, credit terms of 90 days are given to customers.

集團內多家公司制訂有不同的信貸政策，視乎彼等經營的市場及業務需要而定。一般而言，給予客戶的信貸期為90天。

Trade receivables include government supplemental income receivable from the Finance Bureau of TEDA as referred to in note 2(r)(vi).

應收貨款包括財務報表附註2(r)(vi)所指由天津開發區財政局所授出之政府補貼收入。

The carrying amounts of trade receivables approximate their fair value and are mainly denominated in Renminbi.

應收貨款之賬面值與其公平價值相若，主要以人民幣列值。

Notes to the Financial Statements 財務報表附註

27 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS 27 按公平價值透過損益列賬的財務資產

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Designated deposits	特定存款	63,184	152,009
Listed shares in Hong Kong	香港上市股份	12,542	10,427
Listed funds and shares in the PRC	中國上市基金及股份	55,432	–
Unlisted investments in the PRC	中國非上市投資	46,128	1,900
		177,286	164,336
Market values of listed shares and funds 上市股份及基金之市值		67,974	10,427

The designated deposits are placed with third party investment trust/securities companies in the PRC mainland for earning investment income. Such deposits have maturity periods within one year from the date of placement.

特定存款為存放於中國內地的第三方投資信託／證券公司以賺取投資收入。此等存款將於存放日起計一年內到期。

The balances are denominated in Renminbi except for approximately HK\$12,542,000 (2005: HK\$10,427,000) is denominated in Hong Kong dollars.

該等結餘以人民幣列值，惟約12,542,000港元(二零零五年：10,427,000港元)以港元列值。

28 CASH AND BANK BALANCES 28 現金及銀行結餘

		Group 本集團		Company 本公司	
		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Restricted	有限制	28,640	–	–	–
Unrestricted:	無限制：				
Cash at bank and in hand	銀行存款及現金	1,796,300	1,699,084	6,508	415,342
Bank deposits	銀行存款	1,391,738	756,902	62,420	–
Balances with other financial institutions	於其他財務機構之存款	87,600	49,329	–	–
		3,275,638	2,505,315	68,928	415,342
		3,304,278	2,505,315	68,928	415,342

The carrying amounts of cash and bank balances approximate their fair value and are mainly denominated in Renminbi.

現金及銀行結餘的賬面值與其公平價值相若，主要以人民幣列值。

The effective interest rates on bank deposits range from 0.17% to 3.53% per annum (2005: 1.15% to 2.25% per annum); these deposits have maturity from 4 to 353 days.

銀行存款之有效年利率介乎0.17%至3.53%(二零零五年：年利率介乎1.15%至2.25%)，此等存款之到期日介乎4天至353天。

Notes to the Financial Statements 財務報表附註

29 SHARE CAPITAL

29 股本

		Number of shares 股份數目 (thousands) (千股)	HK\$'000 千港元
At 1st January 2005	於二零零五年一月一日	910,456	91,046
Exercise of share options (note (d))	行使購股權(附註(d))	200	20
At 31st December 2005	於二零零五年十二月三十一日	910,656	91,066
Issue of shares (note (a))	發行股份(附註(a))	20,000	2,000
Exercise of share options (note (d))	行使購股權(附註(d))	500	50
Conversion of convertible bonds (note (b))	兌換可換股債券(附註(b))	51,282	5,128
At 31st December 2006	於二零零六年十二月三十一日	982,438	98,244

The authorised share capital of the Company is HK\$300,000,000, comprising 3,000 million shares (2005: 3,000 million shares) with a par value of HK\$0.10 per share (2005: HK\$0.10 per share). All issued shares are fully paid.

本公司之法定股本為300,000,000港元，由每股面值0.10港元(二零零五年：每股面值0.10港元)共3,000,000,000股(二零零五年：3,000,000,000股)組成。所有已發行股份皆已繳足。

- (a) On 19th April 2006, 20,000,000 new shares were allotted to Tianjin Investment Holdings Limited as partial consideration for the acquisition of a subsidiary in the PRC.
- (b) As detailed in note 31, the Group issued zero coupon convertible bonds with an aggregate principal amount of HK\$400 million (the "Bonds"). On 12th April, 25th April and 8th November 2006, holders of the Bonds with face value of HK\$200,000,000 exercised their option to convert the Bonds into shares of the Company by subscribing for 51,282,049 new shares of the Company at HK\$3.9 each.

- (a) 二零零六年四月十九日，向天津投資控股有限公司配發20,000,000股新股，作為收購中國一間附屬公司的部分代價。

- (b) 誠如附註31所述，本集團發行本金總額為400,000,000港元之零票息可換股債券(「債券」)。於二零零六年四月十二日、四月二十五日及十一月八日，面值為200,000,000港元之債券持有人按每股3.9港元認購本公司51,282,049股新股，將債券兌換為本公司股份。

The shares issued arising from (a) and (b) above rank pari passu with the existing shares.

由於上文(a)及(b)之緣故而發行之股份與現有股份享有同等權益。

Notes to the Financial Statements 財務報表附註

29 SHARE CAPITAL (continued)

- (c) The Company has a share option scheme (the "Scheme") approved in an extraordinary general meeting on 22nd November 1997 under which the directors may, at their discretion and within 10 years from the approval date, invite any employees or executive directors of the Group to take up options to subscribe for shares in the Company subject to the terms and conditions stipulated in the Scheme. The Company operates the Scheme for the purpose of promoting additional commitment and dedication to the long term objectives of the Group by the participants. The grant will expire on 21st November 2007 or an earlier date as determined by the board of directors. The cash consideration payable for each grant is HK\$1.

Prior to 1st September 2001, the subscription price is determined by the directors and shall be the higher of nominal value of the Company's share and a price not less than 80% of the market price immediately before the options are granted. The maximum number of shares issued to each employee or director in respect of which options may be granted shall not exceed 25% of the total shares in issue or to be issued under the Scheme. On 1st September 2001 when the amendments to the Listing Rules were effective, the subscription price shall be the higher of the closing price on the date of grant and the average closing price for the five business days immediately preceding the date of grant. The maximum number of shares issued and to be issued upon exercise of the options granted to each employee or director shall not exceed 1% of the total shares in issue in any 12-month period. Share options granted since 1st September 2001 shall comply with the prevailing Listing Rules.

29 股本(續)

- (c) 本公司設有購股權計劃(「該計劃」)。該計劃於一九九七年十一月二十二日舉行之股東特別大會上已獲批准。據此，董事可自批准當日起計十年內，酌情邀請本集團任何僱員或執行董事接納可根據該計劃規定之條款及條件認購本公司股份之購股權。本公司推行該計劃之目的，是為了鼓勵參與者能為本集團的長遠目標作出更多承擔及貢獻。購股權將於二零零七年十一月二十一日(或由董事會決定之較早日期)屆滿。授出每份購股權之現金代價為1港元。

於二零零一年九月一日之前，購股權之認購價由董事釐定，必須為本公司股份面值或不少於緊接授出購股權之前股份市價之80%(兩者中以較高者為準)。本公司就已授出購股權而可發行予每名僱員或董事之最高股份數目，不得超出根據該計劃已發行或將予發行之股份總數之25%。然而，上市規則修訂於二零零一年九月一日生效後，認購價須為授出購股權當日之收市價或緊接購股權授出前五個營業日之平均收市價(兩者中以較高者為準)。本公司就已授出購股權而可發行予每名僱員或董事之最高股份數目，不得超出任何十二個月內之已發行股份總數1%。自二零零一年九月一日起授出之購股權，均須符合現行之上市規則。

Notes to the Financial Statements 財務報表附註

29 SHARE CAPITAL (CONTINUED)

29 股本(續)

(d) Movements in the number of share options outstanding during the year are as follows:

(d) 年內，尚未行使購股權數目之變動如下：

		2006 二零零六年		2005 二零零五年	
		Average exercise price in HK\$ per share 每股股份之平均港元行使價	Number of options 購股權數目	Average exercise price in HK\$ per share 每股股份之平均港元行使價	Number of options 購股權數目
At 1st January	於一月一日	4.029	96,900,000	4.025	97,100,000
Exercised (note (i))	已行使(附註(i))	3.100	(500,000)	2.204	(200,000)
Lapsed	已失效	4.078	(92,000,000)	-	-
At 31st December (note (ii))	於十二月三十一日 (附註(ii))	3.100	4,400,000	4.029	96,900,000

(i) On 2nd May 2006 and 4th May 2006, options for 500,000 shares (2005: 200,000 shares) were exercised at the price of HK\$3.1 each. The related weighted average closing share price at the date of exercise was HK\$6.2 (2005: HK\$3.8) per share.

(i) 於二零零六年五月二日及二零零六年五月四日500,000股(二零零五年: 200,000股)股份之購股權按每股3.1港元之價格獲行使。於行使當日，有關之股份加權平均收市價為每股股份6.2港元(二零零五年: 3.8港元)。

(ii) Share options outstanding at the end of the year have the following terms:

(ii) 於年末尚未行使之購股權之有關期限如下：

Expiry date 屆滿日期		Exercise price 行使價 HK\$ 港元	Number of options 購股權數目		Vested percentages 歸屬百分比	
			2006 二零零六年	2005 二零零五年	2006 二零零六年	2005 二零零五年
Third party	第三方					
24th February 2006	二零零六年二月二十四日	4.10	-	90,000,000	N/A	100%
Directors	董事					
21st November 2007	二零零七年十一月二十一日	3.10	4,400,000	6,400,000	100%	100%
Continuous contract employees	持續合約僱員					
21st November 2007	二零零七年十一月二十一日	3.10	-	500,000	N/A	100%
			4,400,000	96,900,000		

Notes to the Financial Statements 財務報表附註

30 RESERVES

30 儲備

Group

本集團

		Capital reserve 資本儲備 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	General reserve 一般儲備 HK\$'000 千港元	Statutory reserves 法定儲備 HK\$'000 千港元	Share based payment reserve 以股份為 基礎的付款 基礎的付款 HK\$'000 千港元	Exchange reserve 匯兌儲備 HK\$'000 千港元	Retained earnings 保留盈利 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1st January 2005	於二零零五年 一月一日	12,670	4,247,264	76,995	182,914	-	11,887	603,460	5,135,190
Issue of shares	發行股份	-	420	-	-	-	-	-	420
Currency translation differences	貨幣換算 差額	-	-	-	-	-	110,838	-	110,838
Profit for the year	年度溢利	-	-	-	-	-	-	573,169	573,169
Dividends	股息	-	-	-	-	-	-	(72,837)	(72,837)
Transfers	轉撥	-	-	6,131	16,946	-	-	(23,077)	-
Deemed disposal of partial interest in subsidiaries (note 37(d))	視作出售 附屬公司部分 權益 (附註37(d))	(3,240)	-	3,767	3,058	-	(121)	-	3,464
At 31st December 2005	於二零零五年 十二月三十一日	9,430	4,247,684	86,893	202,918	-	122,604	1,080,715	5,750,244
Issue of shares - Conversion of convertible bonds	發行股份 - 兌換 可換股債券	-	264,676	-	-	-	-	-	264,676
- Exercise of share options	- 行使 購股權	-	1,500	-	-	-	-	-	1,500
Acquisition of a subsidiary	收購一間 附屬公司	-	111,000	-	-	-	-	-	111,000
Currency translation differences	貨幣換算 差額	93	-	-	-	-	210,369	-	210,462
Profit for the year	年度溢利	-	-	-	-	-	-	552,751	552,751
Dividends	股息	-	-	-	-	-	-	(83,387)	(83,387)
Transfers	轉撥	-	-	374	35,500	-	-	(35,874)	-
Share based payment	以股份為基礎 的付款	-	-	-	-	2,377	-	-	2,377
Disposal of subsidiaries (note 37(c))	出售附屬 公司 (附註37(c))	(185)	-	122	-	-	(1,915)	-	(1,978)
At 31st December 2006	於二零零六年 十二月三十一日	9,338	4,624,860	87,389	238,418	2,377	331,058	1,514,205	6,807,645
2006 proposed final dividend	二零零六年 建議期末股息	-	-	-	-	-	-	-	45,192
Balance after 2006 proposed final dividend	扣除二零零六年 建議期末股息 後結餘	-	-	-	-	-	-	-	6,762,453
									6,807,645

Notes to the Financial Statements 財務報表附註

30 RESERVES (continued)

- (a) Retained earnings attributable to associates and accumulated losses attributable to jointly controlled entities amounts to HK\$532,108,000 (2005: HK\$420,309,000) and HK\$31,313,000 (2005: HK\$19,273,000) respectively. All other reserves of the Group are dealt with in the financial statements of the Company and its subsidiaries.
- (b) Statutory reserves and general reserves are reserves required by the relevant the PRC laws applicable to the Group's subsidiaries and cannot be used for distribution in the form of cash dividends.
- (c) According to the Articles of Association of each of the Group's subsidiaries established in the PRC, a percentage of net profit as reported in the PRC statutory accounts must be transferred to reserve fund and enterprise expansion reserve. The percentage of appropriation is determined at the discretion of the board of directors of the respective subsidiaries. The reserve fund can be used to set off accumulated losses whilst the enterprise expansion reserve can be used for expansion of production facilities or increase in capital.

30 儲備(續)

- (a) 來自聯營公司的保留盈利及來自共同控制實體的累積虧損分別為532,108,000港元(二零零五年:420,309,000港元)及31,313,000港元(二零零五年:19,273,000港元)。本集團之全部其他儲備均於本公司及其附屬公司之財務報表處理。
- (b) 法定儲備及一般儲備為根據適用於本集團附屬公司之中國有關法律規定所設存之儲備。此儲備概不能用於派發現金股息。
- (c) 根據本集團在中國成立之附屬公司之組織章程細則，在中國法定賬目內呈報的純利的某個百分比須撥往儲備金及企業拓展基金。指撥百分比由相關附屬公司的董事會酌情釐定。儲備金可用作抵銷累積虧損，而企業拓展基金可用作擴充生產設施或增加資本。

Notes to the Financial Statements 財務報表附註

30 RESERVES (continued)

30 儲備(續)

Company		本公司			
		Exchange reserve 匯兌儲備 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Retained earnings 保留盈利 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1st January 2005	於二零零五年 一月一日	–	4,247,264	356,482	4,603,746
Issue of shares	發行股份	–	420	–	420
Profit for the year	年度溢利	–	–	16,850	16,850
Dividends	股息	–	–	(72,837)	(72,837)
Currency translation differences	貨幣換算差額	93,165	–	–	93,165
At 31st December 2005	於二零零五年 十二月三十一日	93,165	4,247,684	300,495	4,641,344
Issue of shares	發行股份				
– Conversion of convertible bonds	– 兌換可換 股債券	–	264,676	–	264,676
– Exercise of share option	– 行使購股權	–	1,500	–	1,500
Acquisition of a subsidiary	收購一間 附屬公司	–	111,000	–	111,000
Loss for the year	年度虧損	–	–	(824)	(824)
Dividends	股息	–	–	(83,387)	(83,387)
Currency translation differences	貨幣換算 差額	168,502	–	–	168,502
At 31st December 2006	於二零零六年 十二月三十一日	261,667	4,624,860	216,284	5,102,811
2006 proposed final dividend	二零零六年 建議期末股息				45,192
Balance after 2006 proposed final dividend	扣除二零零六年 建議期末股息 後結餘				5,057,619
					5,102,811

Notes to the Financial Statements 財務報表附註

31 CONVERTIBLE BONDS

31 可換股債券

		Borrowing component 借貸部分 HK\$'000 千港元	Derivative component 衍生 工具部分 HK\$'000 千港元	(Gain)/ loss (收益)/ 虧損 HK\$'000 千港元
As at 31st December 2005	於二零零五年十二月三十一日	388,171	-	-
Recognition of derivative component	確認衍生工具部分	(53,753)	53,753	-
Fair value loss on derivative component prior to conversion	換股前的衍生工具部分公平價值虧損	-	122,868	122,868
Transfer to share capital and share premium on conversion	換股時轉撥至股本及股份溢價	(176,202)	(93,602)	-
Fair value loss on derivative component prior to extinguishment	衍生工具部分於註銷前的公平價值虧損	-	17,352	17,352
Net loss/(gain) on extinguishment of convertible bonds	註銷可換股債券淨虧損/(收益)	23,423	(99,796)	(76,373)
Notional finance charge (note 9)	設定財務費用(附註9)	30,164	-	-
Exchange differences	匯兌差額	-	(575)	-
As at 31st December 2006	於二零零六年十二月三十一日	211,803	-	63,847

Recognition of the HK dollar Bonds

On 19th December 2005, the Group issued zero coupon convertible bonds with an aggregate principal amount of HK\$400 million (the "Bonds"). Holders of the Bonds have the option to convert the bonds into shares of the Company of HK\$0.10 each at a conversion price of HK\$3.90 per share from the date of issue to 18th December 2007 and HK\$4.06 per share thereafter through maturity. Unless previously redeemed, converted, or purchased and cancelled, the Bonds will be redeemed at 119.93% of its principal amount on 19th December 2008.

At any time prior to the maturity date, the Group may, having given not less than 30 nor more than 60 days' notice to the bondholders, the trustee and the principal agent (which notice will be irrevocable), redeem all and not some only of the Bonds at a redemption price as defined in the convertible bond agreement, on the redemption date if at least 90 percent in principal amount of the Bonds has already been converted, redeemed or purchased and cancelled.

確認港元債券

於二零零五年十二月十九日，本集團發行本金總額為400,000,000港元之零票息可換股債券(「債券」)。債券持有人有權於發行日期至二零零七年十二月十八日期間按換股價每股3.90港元(其後直至到期日按每股4.06港元)兌換為每股面值0.10港元之本公司股份。除非先前贖回、兌換或購買及註銷，否則債券將於二零零八年十二月十九日按其本金額119.93%被贖回。

於到期日之前之任何時間，倘債券至少90%之本金額已被轉換、贖回或收購及註銷，在已向債券持有人、受托人及主要代理人發出至少30日但不多於60日之通知之情況下(該通知為不可撤銷)，本集團可於贖回日按可換股債券協議所界定的贖回價贖回全部而非部份債券。

Notes to the Financial Statements 財務報表附註

31 CONVERTIBLE BONDS (CONTINUED)

Recognition of the HK dollar Bonds (Continued)

As the functional currency of the bond issuing entity is RMB, the conversion option of the Bonds denominated in HK dollar will not result in settlement by the exchange of a fixed amount of cash for a fixed number of equity instrument. The conversion option is therefore accounted for as an embedded derivative financial instrument carried at fair value through profit or loss.

The liability component is the residual amount after recognising the embedded derivative and subsequently carried at amortised cost. Interest expense is calculated using the effective interest method by applying the effective interest rate of 12.08% to the liability component. Should the aforesaid embedded derivative not be separated and the entire bond be considered as the liability component, the effective interest rate would have been 7.079%.

On 12th April, 25th April and 8th November 2006, Bonds with face value of HK\$100,000,000, HK\$50,000,000 and HK\$50,000,000 were converted into shares of the Company at a conversion price of HK\$3.90 per share.

Upon conversion, the Group recognised a fair value loss on the embedded derivative of the Bonds of HK\$122,868,000.

31 可換股債券(續)

確認港元債券(續)

由於發行債券實體之功能貨幣為人民幣，行使以港元結算的債券的換股權將不會導致以固定金額之現金轉換為固定數量的股本工具進行交收。因此，換股權列作以公平價值透過損益列賬的內嵌式衍生財務工具。

負債部分為確認內嵌式衍生工具後的剩餘金額，並隨後按攤銷餘額列賬。利息開支按實際利率法就負債部分採用12.08%之有效利率計算。倘上述內嵌式衍生工具並無分開呈列及債券整體視為負債部分，則有效利率將為7.079%。

於二零零六年四月十二日、四月二十五日及十一月八日，面值分別為100,000,000港元、50,000,000港元及50,000,000港元之債券已以每股3.90港元之換股價轉換為本公司股份。

本集團於換股時確認122,868,000港元的債券內嵌式衍生工具的公平價值虧損。

Notes to the Financial Statements 財務報表附註

31 CONVERTIBLE BONDS (CONTINUED)

Extinguishment of the HK dollar Bonds and recognition of the RMB Bonds

On 28th December 2006, the Group and the trustee entered into a supplemental deed, whereby the parties have agreed to amend the terms of the trust deed and the terms and conditions of the Bonds, among other things, change the currency of the principal amount of the Bonds from HK dollar to RMB, at the then spot rate between HK dollar and RMB at the day of the supplemental deed. The amendments to the trust deed and the terms and conditions of the Bonds (the "Amendments") would not result in any change in the number of conversion shares as contemplated in the trust deed at the time the Bonds were issued.

As a result of the Amendments, the HK dollar Bonds were extinguished and the RMB Bonds were recognised. Up to the date of extinguishment, the Group recognised additional fair value loss on the embedded derivative of the HK dollar Bonds of HK\$17,352,000.

As at 28th December 2006, the outstanding face value of the Bonds was HK\$200,000,000. At the then spot exchange rate, the Group recognised RMB Bonds of RMB200,000,000.

The denomination of this newly recognised RMB Bonds is consistent with the functional currency of the bond issuing entity and accordingly the RMB Bonds are accounted for as convertible bonds with equity component. The RMB Bonds are separated into equity component and liability component, the latter of which is fair-valued at recognition and subsequently carried at amortised cost.

31 可換股債券(續)

註銷港元債券及確認人民幣債券

本集團及受托人於二零零六年十二月二十八日訂立補充契據，據此，訂約各方同意修訂信托契據之條款以及債券之條款及條件，以(其中包括)將可換股債券本金額之貨幣由港元轉換為人民幣，按補充契約之日港元與人民幣的當時現匯率計算。對信托契據與及債券之條款及條件作出修訂(「修訂」)將不會導致於債券發行時信托契據預計發行之兌換股份之數目有任何改變。

由於是項修訂，港元債券被註銷及確認人民幣債券。截至註銷之日，本集團額外確認17,352,000港元的港元債券內嵌入式衍生工具的公平價值虧損。

於二零零六年十二月二十八日，債券之未償還面值為200,000,000港元。按照當時現匯率計算，本集團確認人民幣債券人民幣200,000,000元。

新確認的人民幣債券的計值貨幣與發行債券實體的功能貨幣一致，因此人民幣債券以附有權益部分的債券形式入賬。人民幣債券分為權益部分及負債部分，後者於確認時按公平價值列賬，其後按攤銷成本列賬。

Notes to the Financial Statements 財務報表附註

31 CONVERTIBLE BONDS (CONTINUED)

Extinguishment of the HK dollar Bonds and recognition of the RMB Bonds (Continued)

The fair value of the liability component and the equity component of the RMB Bonds were recognised on the balance sheet as follows:

		HK\$'000 千港元
Fair value of the RMB Bonds issued on 28th December 2006	於二零零六年十二月二十八日發行之人民幣債券之公平價值	211,803
Equity component	股本部分	-
Liability component on recognition as at 28th December 2006 and 31st December 2006	於二零零六年十二月二十八日及二零零六年十二月三十一日確認之負債部分	211,803

The fair value of the RMB Bonds is calculated using cash flows discounted at a rate of 6.5% per annum based on the indicative yield of an equivalent non-convertible bonds issued in HK dollar whose maturity is two years.

As a result of the extinguishment of the HK dollar Bonds and the subsequent recognition of the RMB Bonds, the Group recorded a net gain of HK\$76,373,000 on the convertible bonds.

Interest expenses on the RMB Bonds are calculated using the effective interest method by applying the effective interest rate of 6.5% to the liability component.

Conversion of the RMB Bonds after year end

In 2007, Bonds with face value of RMB126,000,000 were converted into 32,307,691 shares of the Company at a conversion price of HK\$3.90 per share.

31 可換股債券(續)

註銷港元債券及確認人民幣債券(續)

人民幣債券負債部分及權益部分之公平價值於資產負債表內確認如下：

人民幣債券之公平價值乃根據以港元發行相等兩年期非換股債券之指示收益率，使用6.5%年利率折現現金流量計算。

由於註銷港元債券及其後確認人民幣債券，本集團錄得76,373,000港元的淨收益。

人民幣債券之利息支出採用實際利息法對負債部分按6.5%之實際利率計算。

年末後人民幣債券轉換

於二零零七年，面值人民幣126,000,000元的人民幣債券以每股3.90港元的換股價轉換為32,307,691股本公司股份。

Notes to the Financial Statements 財務報表附註

32 OTHER BORROWINGS

32 其他借貸

		Group 本集團		Company 本公司	
		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Non-current	非即期				
Bank borrowings:	銀行借貸：				
– Secured (note a)	– 有抵押 (附註 a)	594,030	290,384	–	–
– Unsecured	– 無抵押	908,652	1,366,132	908,652	1,044,497
		1,502,682	1,656,516	908,652	1,044,497
Current	即期				
Bank borrowings:	銀行借貸：				
Current portion of long term bank borrowings	非長期銀行借貸之即期部分				
– Secured (note a)	– 有抵押 (附註 a)	9,453	2,404	–	–
– Unsecured	– 無抵押	–	28,846	–	61,200
Short-term loans	短期貸款及透支				
– Secured (note a)	– 有抵押 (附註 a)	9,950	–	–	–
– Unsecured	– 無抵押	284,558	138,123	142,389	–
Loans from a minority shareholder (note b)	來自一名少數股東的貸款 (附註 b)	259,853	201,029	–	–
		563,814	370,402	142,389	61,200
Total other borrowings	其他借貸總額	2,066,496	2,026,918	1,051,041	1,105,697

Notes to the Financial Statements 財務報表附註

32 OTHER BORROWINGS (continued)

32 其他借貸(續)

The maturity of bank borrowings is as follows:

銀行借貸之屆滿年期如下：

		Group 本集團		Company 本公司	
		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Bank borrowings:	銀行借貸：				
Within one year	一年內	303,961	169,373	142,389	61,200
In the second year	第二年	73,065	203,553	53,164	169,899
In the third to fifth years inclusive	第三至第五年 (首尾兩年 包括在內)	964,940	932,290	855,488	874,598
After the fifth year	第五年以後	464,677	520,673	–	–
		1,806,643	1,825,889	1,051,041	1,105,697

The carrying amounts of the other borrowings are denominated in the following currencies:

其他借貸的賬面值以下列貨幣列值：

		Group 本集團		Company 本公司	
		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Bank borrowings:	銀行借貸：				
Renminbi	人民幣	755,602	720,192	–	–
US dollar	美元	54,600	1,075,697	54,600	1,075,697
HK dollar	港元	996,441	30,000	996,441	30,000
		1,806,643	1,825,889	1,051,041	1,105,697
Loans from a minority shareholder:	來自一名少數 股東的貸款：				
Renminbi	人民幣	259,853	201,029	–	–
		2,066,496	2,026,918	1,051,041	1,105,697

Notes to the Financial Statements 財務報表附註

32 OTHER BORROWINGS (continued)

The effective interest rates of bank borrowings at the balance sheet date are as follows:

		Group 本集團		Company 本公司	
		2006 二零零六年 %	2005 二零零五年 %	2006 二零零六年 %	2005 二零零五年 %
Bank borrowings:	銀行借貸：				
Renminbi	人民幣	5.98	6.70	–	–
US dollar	美元	5.89	4.86	5.89	4.86
HK dollar	港元	4.55	4.86	4.50	4.86

The carrying amounts of all bank borrowings approximated their fair values.

- (a) The secured bank borrowings were secured by a bank deposit of approximately HK\$28,640,000 (2005: Nil), toll revenue arising from the operation of Jinbin Expressway and equity interests in certain subsidiaries of the Group.
- (b) Loans from a minority shareholder are unsecured, have no fixed terms of repayment and carrying interest at 6.4% per annum except approximately HK\$90,169,000 at 5.6% per annum.

於結算日，銀行借貸之有效利率如下：

所有銀行借貸之賬面值均與其公平價值相若。

- (a) 該等有抵押銀行貸款以銀行存款約28,640,000港元(二零零五年：無)、經營津濱高速公路產生之路費收入以及本集團若干附屬公司之權益作抵押。
- (b) 來自少數股東的貸款為無抵押，按年利率6.4%計息(惟約90,169,000港元按年利率5.6%計算)及並無固定償還年期。

33 DEFERRED TAX

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Deferred tax assets to be recovered after 12 months	將於十二個月後收回之遞延稅項資產	(4,960)	(4,695)
Deferred tax liabilities to be settled after 12 months	將於十二個月後償還之遞延稅項負債	93,796	80,006
		88,836	75,311

Deferred tax is calculated in full on temporary differences under the liability method using prevailing tax rate of the relevant subsidiaries.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset tax assets against tax liabilities and when the deferred taxes relate to the same fiscal authority.

33 遞延稅項

遞延稅項採用負債法就暫時差額按有關附屬公司之現行稅率作全數撥備。

當有法定權利可將稅項資產與稅項負債抵銷，而遞延稅項涉及同一財政機關，則可將遞延稅項資產與遞延稅項負債互相抵銷。

Notes to the Financial Statements 財務報表附註

33 DEFERRED TAX (CONTINUED)

33 遞延稅項 (續)

The net movement on the deferred tax account is as follows:

遞延稅項賬目之變動淨額如下：

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
At 1st January	於一月一日	75,311	59,739
Acquisition of a subsidiary (note 37(b))	收購一家附屬公司(附註 37(b))	4,655	-
Deferred tax charged to income statement (note 10)	在損益賬扣除的 遞延稅項(附註 10)	10,852	10,664
Deemed disposal of partial interest in subsidiaries (note 37(d))	視作出售附屬公司 部分權益(附註 37(d))	-	3,553
Exchange differences	匯兌差額	(1,982)	1,355
At 31st December	於十二月三十一日	88,836	75,311

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

遞延稅項資產及負債於年內之變動(未計及於相同徵稅區內抵銷之結餘)如下：

Deferred tax liabilities

遞延稅項負債

		Accelerated tax depreciation 加速稅項 折舊 HK\$'000 千港元	Accrued income 應計收入 HK\$'000 千港元	Revaluation of investment property 重估投資物業 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1st January 2005	於二零零五年一月一日	67,896	12,831	-	80,727
Deferred tax charged to income statement (note 10)	在損益賬扣除的 遞延稅項 (附註 10)	2,044	11,067	5,063	18,174
Exchange differences	匯兌差額	1,363	360	49	1,772
At 31st December 2005	於二零零五年 十二月三十一日	71,303	24,258	5,112	100,673
Acquisition of a subsidiary (note 37(b))	收購一家附屬公司 (附註 37(b))	(208)	10,049	-	9,841
Deferred tax charged to income statement (note 10)	在損益賬扣除的 遞延稅項 (附註 10)	301	14,138	-	14,439
Exchange differences	匯兌差額	2,483	1,426	178	4,087
At 31st December 2006	於二零零六年 十二月三十一日	73,879	49,871	5,290	129,040

Notes to the Financial Statements 財務報表附註

33 DEFERRED TAX (CONTINUED)

Deferred tax assets

		Accelerated accounting depreciation 加速會計 折舊 HK\$'000 千港元	Provisions 撥備 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1st January 2005	於二零零五年一月一日	2,388	18,600	20,988
Deferred tax charged to income statement (note 10)	在損益賬扣除的 遞延稅項(附註10)	277	7,233	7,510
Deemed disposal of partial interest in subsidiaries (note 37(d))	視作出售附屬公司 部分權益(附註37(d))	–	(3,553)	(3,553)
Exchange differences	匯兌差額	50	367	417
At 31st December 2005	於二零零五年十二月三十一日	2,715	22,647	25,362
Acquisition of a subsidiary (note 37(b))	收購一家附屬公司(附註37(b))	–	5,186	5,186
Deferred tax charged to income statement (note 10)	在損益賬扣除的 遞延稅項(附註10)	95	3,492	3,587
Exchange differences	匯兌差額	96	5,973	6,069
At 31st December 2006	於二零零六年十二月三十一日	2,906	37,298	40,204

34 TRADE PAYABLES

The aging analysis of the Group's trade payables is as follows:

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Within 30 days	30天以內	24,738	4,740
31 to 90 days	31天至90天	14,142	4,124
91 to 180 days	91天至180天	13,931	7
Over 180 days	超過180天	168,312	6,364
		221,123	15,235

The carrying amounts of trade payables approximate their fair value and are mainly denominated in Renminbi.

33 遞延稅項(續)

遞延稅項資產

		Accelerated accounting depreciation 加速會計 折舊 HK\$'000 千港元	Provisions 撥備 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1st January 2005	於二零零五年一月一日	2,388	18,600	20,988
Deferred tax charged to income statement (note 10)	在損益賬扣除的 遞延稅項(附註10)	277	7,233	7,510
Deemed disposal of partial interest in subsidiaries (note 37(d))	視作出售附屬公司 部分權益(附註37(d))	–	(3,553)	(3,553)
Exchange differences	匯兌差額	50	367	417
At 31st December 2005	於二零零五年十二月三十一日	2,715	22,647	25,362
Acquisition of a subsidiary (note 37(b))	收購一家附屬公司(附註37(b))	–	5,186	5,186
Deferred tax charged to income statement (note 10)	在損益賬扣除的 遞延稅項(附註10)	95	3,492	3,587
Exchange differences	匯兌差額	96	5,973	6,069
At 31st December 2006	於二零零六年十二月三十一日	2,906	37,298	40,204

34 應付貨款

本集團應付貨款的賬齡分析如下：

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Within 30 days	30天以內	24,738	4,740
31 to 90 days	31天至90天	14,142	4,124
91 to 180 days	91天至180天	13,931	7
Over 180 days	超過180天	168,312	6,364
		221,123	15,235

應付貨款的賬面值與其公平價值相若，主要以人民幣列值。

Notes to the Financial Statements 財務報表附註

35 OPERATING LEASE COMMITMENTS

The Group had future aggregate minimum lease payments under non-cancellable operating leases as follows:

35 經營租約承擔

本集團根據不可撤銷經營租約之最低未來租約付款總額如下：

		Group 本集團		Company 本公司	
		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Land and buildings (note (i))	土地及樓宇 (附註(i))				
Not later than one year	不超過一年	7,295	11,386	3,944	3,581
Later than one year and not later than five years	超過一年但 不超過五年	5,474	35,279	2,013	5,176
Later than five years	五年後	210	98,831	-	-
		12,979	145,496	5,957	8,757
Berths, railway, storage spaces and equipment (note (i))	泊位、鐵路、儲物用 地及設備(附註(i))				
Not later than one year	不超過一年	-	21,266	-	-
Later than one year and not later than five years	超過一年 但不超過五年	-	87,802	-	-
Later than five years	五年後	-	383,792	-	-
		-	492,860	-	-
Plants, pipelines and networks (note (ii))	廠房、管道及網絡 (附註(ii))				
Not later than one year	不超過一年	30,748	11,585	-	-
Later than one year and not later than five years	超過一年 但不超過五年	28,847	46,343	-	-
Later than five years	五年後	-	382,055	-	-
		59,595	439,983	-	-
		72,574	1,078,339	5,957	8,757

Notes:

- (i) The original land use rights, berths, railway, storage spaces and equipment lease agreements were terminated on 8th May 2006 upon the purchase of the subjects of the lease agreements by a listed subsidiary of the Group on the same date.
- (ii) All the plants, pipelines and networks are leased from state-owned enterprises.

附註：

- (i) 本集團之一間上市附屬公司於二零零六年五月八日購買租賃協議之主體後，原有土地使用權、泊位、鐵路及設備租賃協議於同日終止。
- (ii) 所有廠房、管道及網絡均租賃自國有企業。

Notes to the Financial Statements 財務報表附註

36 CAPITAL COMMITMENTS

36 資本承擔

		Group 本集團	
		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Authorised but not contracted for in respect of	已授權但未訂約		
– Improvements on plant and machinery	– 廠房及機器 之改善工程	380,863	–
Contracted but not provided for in respect of	已訂約但未撥備		
– Land and buildings	– 土地及樓宇	–	69,012
– Improvements on plant and machinery	– 廠房及機器 之改善工程	29,527	19,633
– Investment in jointly controlled entity	– 於共同控制 實體之投資	504,838	3,860
		534,365	92,505

The Company does not have any capital commitments as at 31st December 2006 (2005: Nil).

本公司於二零零六年十二月三十一日(二零零五：無)並無任何資本承擔。

Notes to the Financial Statements 財務報表附註

37 NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT

37 綜合現金流量表附註

(a) Reconciliation of operating profit to net cash inflow from operations

(a) 經營溢利與經營業務之現金流入淨額對賬

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Operating profit	經營溢利	746,938	663,193
Adjustments for:	就下列作出調整：		
Interest income	利息收入	(148,727)	(21,687)
Depreciation	折舊	208,274	166,834
Amortisation	攤銷	12,623	1,520
Net loss on disposal of property, plant and equipment (note (i))	出售物業、廠房及設備之虧損淨額(附註(i))	12,062	7,368
Fair value gain on investment property	投資物業之公平價值收益	-	(15,343)
Unrealised gain on financial assets at fair value through profit or loss	按公平價值透過損益列賬的財務資產之未變現收益	(4,194)	(1,334)
Gain on deemed disposal of partial interest in subsidiaries	視作出售附屬公司部分權益之收益	(109,235)	(235,370)
Gain on disposal of an associate	出售一家聯營公司之收益	-	(4,986)
Gain on disposal of subsidiaries	出售附屬公司之收益	(22,993)	-
Gain on disposal of available-for-sale financial assets	出售可供出售財務資產之收益	(333)	-
Share based payments	以股份為基礎之付款	3,785	-
Amortisation of loan arrangement fee	貸款安排費用之攤銷	8,637	-
Changes in working capital:	營運資金變動：		
Inventories	存貨	(3,680)	86
Trade receivables	應收貨款	(61,230)	15,458
Other receivables, deposits and prepayments	其他應收款項、按金及預付款	(38,748)	65,134
Trade payables	應付貨款	25,933	6,443
Other payables and accruals	其他應付款項及應計費用	116,028	11,623
Completed properties held for sale	持作出售之已落成物業	5,064	11,488
Financial assets at fair value through profit or loss	按公平價值透過損益列賬的財務資產	(3,462)	(98,548)
Net amounts due from ultimate holding company	應收最終控股公司款項淨額	207	(4,121)
Net amounts due to related companies and minority shareholders	應付關連公司及少數股東款項淨額	(8,230)	168,899
Net cash inflow generated from operations	經營業務所得現金流入淨額	738,719	736,657

Notes to the Financial Statements 財務報表附註

37 NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT (CONTINUED)

37 綜合現金流量表附註(續)

(a) Reconciliation of operating profit to net cash inflow from operations (Continued)

- (i) Proceeds from disposal of property, plant and equipment comprise:

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Proceeds from disposal	出售所得款項	1,208	4,489
Less: Net book amount	減：賬面淨值	(13,265)	(11,965)
Exchange differences	匯兌差額	(5)	108
Loss on disposal	出售虧損	(12,062)	(7,368)

(a) 經營溢利與經營業務之現金流入淨額對賬(續)

- (i) 出售物業、廠房及設備之所得款項包括：

(b) Acquisition of a subsidiary

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Net assets acquired	已購入淨資產		
Property, plant and equipment (note 14)	物業、廠房及設備(附註14)	224,080	—
Inventories	存貨	334	—
Trade receivables	應收貨款	135,954	—
Other receivables, deposits and prepayments	其他應收款項、按金及預付款	12,222	—
Cash and cash equivalents	現金及現金等價物	193,288	—
Amounts due from related companies	應收關連公司款項	11,224	—
Trade payables	應付貨款	(179,398)	—
Other payables and accruals	其他應付款項及應計費用	(47,944)	—
Amounts due to related companies	應付關連公司款項	(61,183)	—
Current tax liabilities	即期稅項負債	(1,229)	—
Loans from a minority shareholder	來自少數股東的貸款	(24,280)	—
Net deferred tax liability (note 33)	遞延稅項負債淨額(附註33)	(4,655)	—
Net assets	資產淨值	258,413	—
Minority interests	少數股東權益	(23,407)	—
		235,006	—
Goodwill on acquisition (note 16)	有關收購之商譽(附註16)	184,594	—
		419,600	—
Satisfied by:	支付方式：		
Cash paid	已付現金	306,600	—
Fair value of shares issued	已發行股份之公平價值	113,000	—
		419,600	—
Analysis of net cash (outflow)/inflow in respect of acquisition of a subsidiary:	有關收購一家附屬公司之現金(流出)/流入淨額分析：		
Cash paid	已付現金	(306,600)	—
Cash and cash equivalents acquired	已購入現金及現金等價物	193,288	—
Net cash outflow in respect of the acquisition of a subsidiary	有關收購一家附屬公司之現金流出淨額	(113,312)	—

(b) 收購一家附屬公司

Notes to the Financial Statements 財務報表附註

37 NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT (CONTINUED)

37 綜合現金流量表附註(續)

(c) Disposal of subsidiaries

(c) 出售附屬公司

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Net assets disposed	已出售資產淨值		
Property, plant and equipment (note 14)	物業、廠房及設備 (附註14)	189	-
Available-for-sale financial assets (note 21)	可供出售財務資產 (附註21)	146	-
Inventories	存貨	34	-
Trade receivables	應收貨款	584	-
Other receivables, deposits and prepayments	其他應收款項、 按金及預付款	35,733	-
Completed properties held for sale	已落成之待售物業	1,320	-
Cash and cash equivalent	現金及現金等價物	33,602	-
Other payables and accruals	其他應付款項及應計費用	(17,074)	-
Current tax liabilities	即期稅項負債	(69)	-
Minority interests	少數股東權益	(51)	-
Net assets disposed	已出售淨資產	54,414	-
Other reserves released upon disposal	出售時撥出之其他儲備	(1,978)	-
Gain on disposal of subsidiaries	出售附屬公司之收益	22,993	-
		75,429	-
Satisfied by:	支付方式：		
Cash received	已收現金	69,136	-
Cash to be received	應收現金	6,293	-
		75,429	-
Analysis of net cash inflow/ (outflow) in respect of disposal of subsidiaries:	有關出售附屬公司之現金流入/ (流出)淨額分析：		
Cash received	已收現金	69,136	-
Cash and cash equivalents disposed	已出售現金及現金等價物	(33,602)	-
Net cash inflow in respect of disposal of subsidiaries	有關出售附屬公司 之現金流入淨額	35,534	-

Notes to the Financial Statements 財務報表附註

37 NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT (CONTINUED)

37 綜合現金流量表附註(續)

(d) Deemed disposal of partial interest in subsidiaries

(d) 視作出售附屬公司部分權益

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Net assets disposed	已出售淨資產		
Property, plant and equipment (note 14)	物業、廠房及設備 (附註14)	-	242,002
Land use right (note 17)	土地使用權 (附註17)	-	12,006
Deferred tax assets (note 33)	遞延稅項資產(附註33)	-	3,553
Inventories	存貨	-	254,008
Trade receivables	應收貨款	-	106,037
Other receivables, deposits and prepayments	其他應收款項、按金及預付款	-	38,083
Cash and cash equivalent	現金及現金等價物	-	167,143
Trade payables	應付貨款	-	(39,566)
Other payables and accruals	其他應付款項及應計費用	-	(206,222)
Bank borrowings	銀行借貸	-	(14,143)
Current tax liabilities	即期稅項負債	-	(21,972)
Amounts due to related companies	應付關連公司款項	-	(11,988)
Minority interests	少數股東權益	-	(224,357)
Net assets disposed	已出售淨資產	-	304,584
Other reserves released upon deemed disposal	視作出售時撥出之其他儲備	-	3,464
Gain on deemed disposal of partial interest in subsidiaries	視作出售附屬公司部分權益之收益	-	235,370
		-	543,418
Satisfied by:	支付方式：		
Investment in an associate	於聯營公司投資	-	506,024
Amount due from an associate	應收聯營公司款項	-	37,394
		-	543,418
Analysis of net cash outflow in respect of deemed disposal of partial interest in subsidiaries:	有關視作出售附屬公司部分 權益之現金流出 淨額分析：		
Cash and cash equivalents disposed	已出售現金及現金等價物	-	(167,143)
Net cash outflow in respect of deemed disposal of partial interest in subsidiaries	有關視作出售附屬公司部分 權益之現金流出 淨額	-	(167,143)

(e) Non-cash transactions

(e) 非現金交易

- (i) During the year, HK\$200,000,000 convertible bonds were converted into 51,282,049 ordinary shares of HK\$0.10 each of the Company.
- (ii) During the year, the Group acquired approximately 90.9% interest in Heat & Power Company. The acquisition was satisfied by cash of HK\$306,600,000, as included in cash paid on acquisition of a subsidiary in note 37(b), and issue of 20,000,000 ordinary shares of HK\$0.10 each of the Company.

- (i) 年內，200,000,000港元可換股債券被轉換為本公司51,282,049股每股面值0.10港元之股份。
- (ii) 年內，本集團收購熱電公司約90.9%權益。是項收購由現金306,600,000港元(計入附註37(b)所載收購一間附屬公司所付現金)及發行本公司20,000,000股每股面值0.10港元之普通股支付。

Notes to the Financial Statements 財務報表附註

38 RELATED PARTY TRANSACTIONS

The ultimate holding company of the Group is Tsinlien Group Company Limited, a company which is ultimately controlled by the PRC government and is hence a state-owned enterprise. In accordance with HKAS 24, "Related Party Disclosures", state-owned enterprises and their subsidiaries, directly or indirectly controlled by the PRC government are also deemed as related parties of the Group ("other state-owned enterprises").

There are business activities of the Group which are conducted with state-owned enterprises. For the purpose of the related party transactions disclosure in accordance with HKAS 24, the Company and its subsidiaries have established procedures to determine, to the extent possible, the identification of the ownership structure of its customers and suppliers as to whether they are state-owned enterprises. However, many state-owned enterprises have a multi-layered corporate structure and the ownership structures change over time as a result of transfers and privatisation programs. Nevertheless, management believes that all material related party transactions and balances have been adequately disclosed.

The following are significant related party transactions and balances during and as at year ended 31st December 2006:

(a) Tsinlien Group Company Limited and its associates

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Transactions with Tsinlien Group Company Limited and its associates	與津聯集團有限公司及聯繫人之交易		
Expenses	支出		
Management fee	管理費	-	1,055
Rental on land and buildings	土地及樓宇租金	-	3,700
Others	其他		
Acquisition of a subsidiary (note 37(b))	收購一間附屬公司 (附註 37(b))	419,600	-

38 關連人士交易

本集團之最終控股公司為津聯集團有限公司，該公司由中國政府最終控制，故此為一家國有企業。根據香港會計準則第24號「關連方披露」，直接或間接由中國政府控制的國有企業及其附屬公司均被視作本集團的關連人士（「其他國有企業」）。

本集團部分業務與國有企業共同進行。為根據香港會計準則第24號就關連人士交易作出披露，本公司及其附屬公司已制定程序，儘可能從其客戶及供應商的所有權架構分辨其是否屬國有企業。然而，許多國有企業具有多層企業架構，其所有權架構會不時因轉讓及私有化計劃而改變。儘管如此，管理層相信已充分披露所有重大有關連人士交易及結餘。

以下為截至二零零六年十二月三十一日止年度內及於二零零六年十二月三十一日的重大關連人士交易及結餘：

(a) 津聯集團有限公司及其聯繫人

Notes to the Financial Statements 財務報表附註

38 RELATED PARTY TRANSACTIONS
(CONTINUED)

38 關連人士交易(續)

(b) Other state-owned enterprises

(b) 其他國有企業

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
(i) Transactions with other state-owned enterprises	(i) 與其他國有企業之交易		
Income	收入		
Container handling and non-containerised goods stevedoring income	處理集裝箱及非集裝箱貨物裝卸收入	424,241	449,378
Toll fee income	路費收入	128,401	147,495
Income from provision of utilities	提供公用設施收入	330,820	196,252
Interest income	利息收入	25,860	20,222
Expenses	費用		
Dredging fees	挖泥費	6,491	2,817
Purchases	採購	1,066,721	782,515
Rental for berths, railway and storage spaces	泊位、鐵路及倉儲服務租金	6,995	20,426
Rental for land	土地租金	4,128	6,620
Rental for equipment	設備租金	1,324	3,887
Rental for plants, pipelines and networks	廠房、管道及網絡租金	26,256	18,657
Service fees for port related supporting services and auxiliary services	港口相關支援服務及後勤服務之服務費	7,595	29,853
Temporary storage fees	暫時倉儲費	5,241	22,918
Toll road maintenance charges	收費道路維修費用	43,902	32,857
Finance costs	財務費用	58,858	55,295
Others	其他		
Acquisition from other state-owned enterprises	收購自其他國有企業		
Land use rights	土地使用權	680,339	—
Berths and railway	泊位及鐵路	210,211	—
Machinery	機器	35,345	—

Notes to the Financial Statements 財務報表附註

38 RELATED PARTY TRANSACTIONS (CONTINUED)

38 關連人士交易(續)

(b) Other state-owned enterprises (Continued)

(b) 其他國有企業(續)

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
(ii) Balances with other state-owned enterprises	(ii) 與其他國有企業之結餘		
Assets	資產		
Financial assets at fair value through profit or loss	按公平價值透過損益列賬的財務資產	158,873	152,009
Trade receivables	應收貨款	125,194	118,176
Other receivables	其他應收款項	182,759	173,215
Amounts due from related parties	應收關連人士款項	24,332	72,206
Amount due from a minority shareholder	應收少數股東款項	12,382	-
Amounts due from associates and jointly controlled entities	應收聯營公司及共同控制實體款項	20,399	16,786
Deposits with state-owned banks	國有銀行存款	2,521,628	2,083,935
Liabilities	負債		
Trade payables	應付貨款	205,883	4,528
Other payables	其他應付款項	126	14,320
Amounts due to related parties	應付關連人士款項	336,244	30,031
Amounts due to minority shareholders	應付少數股東款項	197,480	263,407
Loans obtained from state-owned banks	國有銀行貸款	755,602	720,192

(c) Key management compensation

(c) 主要管理人員補償

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Fees	袍金	5,620	-
Salaries and other emoluments	薪金及其他酬金	13,712	6,152
Share-based payments	以股份為基礎的付款	4,917	-
		24,249	6,152

Notes to the Financial Statements 財務報表附註

39. BUSINESS COMBINATIONS

On 18th April 2006, the Group acquired approximately 90.9% of the equity interest of Heat & Power Company, a company engaged in heat and thermal power supply in TEDA of Tianjin, for cash of HK\$306.6 million paid and issue of 20 million of the Company's shares.

The acquired business contributed revenues of HK\$229,860,000 and net profit of HK\$1,964,000 to the Group for the period from 18th April 2006 to 31st December 2006. If the acquisition had occurred on 1st January 2006, contributed revenue and contributed profit for the year would have been HK\$442,764,000 and HK\$28,198,000 respectively.

Details of net assets acquired and goodwill are as follows:

		HK\$'000 千港元
Purchase consideration:	購買代價：	
– cash paid	– 已付現金	306,600
– fair value of shares issued	– 已發行股份之公平價值	113,000
Total purchase consideration	購買代價總額	419,600
Less: fair value of net identifiable assets acquired (note (b))	減：已購入可識別資產淨值之公平價值(附註(b))	235,006
Goodwill (note (c))	商譽(附註(c))	184,594

39 業務合併

於二零零六年四月十八日，本集團透過支付現金代價306,600,000港元及發行本公司20,000,000股股份之代價，收購熱電公司(該公司在天津開發區從事蒸汽供應)約90.9%權益。

於二零零六年四月十八日至二零零六年十二月三十一日，已收購業務為本集團貢獻收入229,860,000港元及純利1,964,000港元。倘若收購於二零零六年一月一日發生，年內所貢獻之收入及溢利分別為442,764,000港元及28,198,000港元。

購入淨資產及商譽的詳情如下：

Notes to the Financial Statements 財務報表附註

39. BUSINESS COMBINATIONS (CONTINUED)

39 業務合併(續)

Notes:

- (a) The fair value of the shares issued was based on the published share price on 18th April 2006.
- (b) The assets and liabilities as of 18 April 2006 arising from the acquisition are as follows:

附註：

- (a) 已發行股份之公平值乃根據二零零六年四月十八日已公布的股價計算。
- (b) 於二零零六年四月十八日，收購所產生之資產及負債如下：

		Fair value 公平價值 HK\$'000 千港元	Acquiree's carrying amount 所收購公司 之賬面值 HK\$'000 千港元
Property, plant and equipment (note 14)	物業、廠房及設備(附註14)	224,080	224,080
Inventories	存貨	334	334
Trade and other receivables	應收貨款及其他應收款項	148,176	148,176
Amounts due from related companies	應收關連公司款項	11,224	11,224
Cash and bank balances	現金及現金等價物	193,288	193,288
Trade and other payables	應付貨款及其他應付款項	(227,342)	(227,342)
Amounts due to related companies	應付關連公司款項	(61,183)	(61,183)
Current tax liabilities	即期稅項負債	(1,229)	(1,229)
Loans from a minority shareholder	來自一名少數股東的貸款	(24,280)	(24,280)
Net deferred tax liabilities (note 33)	遞延稅項負債淨值(附註33)	(4,655)	(4,655)
Net assets	淨資產	258,413	258,413
Minority interests (9.1%)	少數股東權益(9.1%)	(23,407)	
Net assets acquired	已購入淨資產	235,006	

- (c) The goodwill is attributable to the fact that Heat & Power Company is the sole distributor of steam and heat in the TEDA, which is an area of high growth potential. In addition, the established facilities, management expertise and customer base of the Heat & Power Company can provide the Group with an opportunity to enter the steam supply business in a faster pace.

- (c) 商譽乃歸因於熱電公司為天津開發區的獨家蒸氣及暖氣分銷商，該區擁有龐大潛力。此外，熱電公司建立已建的設施、管理專業和客戶基礎可為本集團提供以快速進軍蒸氣供應業務的良機。

Notes to the Financial Statements 財務報表附註

40 EVENTS AFTER THE BALANCE SHEET DATE

- (a) On January 18, 2007, the Group completed the disposal of 25% equity interest of Dynasty Yuma Vineyard (Ningxia) Co., Ltd. to Dynasty, for a consideration of approximately HK\$12 million.
- (b) On 16th March 2007, the National People's Congress approved the Corporate Income Tax Law of the People's Republic of China (the new "CIT Law"). The new CIT Law unifies the corporate income tax rate for both domestic enterprises and foreign investment enterprises of 25% with effect from 1st January 2008. The new CIT Law also provides for preferential tax rates, tax incentives for prescribed industries and activities, grandfathering provisions as well as determination of taxable profit. As at the date that these financial statements are approved for issue, detailed measures concerning these items has yet to be issued by the State Council. The Group will continue to evaluate the impact as more detailed regulations are announced.

41 ULTIMATE HOLDING COMPANY

The directors of the Company consider Tsinlien Group Company Limited, a company incorporated in Hong Kong, as being the ultimate holding company.

42 APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved by the board of directors on 19th April 2007.

40 結算日後事項

- (a) 於二零零七年一月十八日，本集團完成向王朝出售王朝御馬酒庄(寧夏)有限公司的25%權益，代價為約12,000,000港元。
- (b) 於二零零七年三月十六日，全國人民代表大會通過了《中華人民共和國企業所得稅法》(「新企業所得稅法」)。新企業所得稅法統一內地企業及外資企業的企業所得稅率為25%，由二零零八年一月一日起生效。新企業所得稅法亦訂明優惠稅率、特定行業和業務的稅務優惠、不追溯條文及釐定應課稅溢利的辦法。於此等財務報表獲審批發行日期，有關此等項目的細則仍未獲國務院審批。本集團將於詳細規例公佈後繼續評估有關的影響。

41 最終控股公司

本公司董事認為，在香港註冊成立之津聯集團有限公司為最終控股公司。

42 審批財務報表

董事會於二零零七年四月十九日審批財務報表。

Notes to the Financial Statements 財務報表附註

43 PRINCIPAL SUBSIDIARIES

43 主要附屬公司

Name 名稱	Principal activities 主要業務	Issued and paid up capital/ registered capital 已發行及繳足 股本／註冊資本	Percentage of effective equity interest held 所持實益股權 百分比	
			2006 二零零六年	2005 二零零五年
<i>Established and operating in the PRC 在中國成立及經營</i>				
*Tianjin Harbour Second Stevedoring Co., Ltd. 天津港第二港埠有限公司	Provision of stevedoring and storage services 提供港埠及倉貯服務	RMB356,821,655 人民幣 356,821,655 元	62.8	100
*Tianjin Port Container Terminal Co., Ltd. 天津港集裝箱碼頭有限公司	Provision of containers transportation and storage services 提供集裝箱運送 及存放服務	RMB632,890,096 人民幣 632,890,096 元	62.8	100
Tianjin Heavenly Palace Winery Co., Ltd. 天津天宮葡萄酒有限公司	Investment holding 投資控股	RMB353,730,400 人民幣 353,730,400 元	100	100
Tianjin Tai Kang Industrial Co., Ltd. 天津泰康實業有限公司	Investment holding 投資控股	RMB1,030,269,400 人民幣 1,030,269,400 元	82.74	82.74
*Tianjin Airfreight Port Equipment Manufacturing Co., Ltd. 天津空港設備製造有限公司	Development and manufacturing of ground support aero-equipment 發展及經營地面 支持航空設備	RMB32,220,000 人民幣 32,220,000 元	51.93	51.93
Tianjin Development Assets Management Co., Ltd. 天津發展資產管理有限公司	Investment holding 投資控股	RMB32,076,000 人民幣 32,076,000 元	100	100
*Tianjin Jin Zheng Transportation Development Co., Ltd. 天津津政交通發展有限公司	Operating and management of Eastern Outer Ring Road 經營及管理外環東路	RMB1,104,596,200 人民幣 1,104,596,200 元	65.47 (note a) (附註 a) 67.60 (note b) (附註 b)	65.47 (note a) (附註 a) 67.60 (note b) (附註 b)

Notes to the Financial Statements 財務報表附註

43 PRINCIPAL SUBSIDIARIES (CONTINUED)

43 主要附屬公司(續)

Name 名稱	Principal activities 主要業務	Issued and paid up capital/ registered capital 已發行及繳足 股本/註冊資本	Percentage of effective equity interest held 所持實益股權 百分比	
			2006 二零零六年	2005 二零零五年
<i>Established and operating in the PRC (continued)</i> 在中國成立及經營(續)				
*Tianjin Mass Transit (Group) Development Co., Ltd. 天津快速(集團)發展 有限公司	Operating and management of Jinbin Expressway 經營及管理津濱高速公路	US\$11,992,000 11,992,000 美元	46.8	46.8
*Tianjin Mass Transit Development 2 Co., Ltd. 天津津飛交通發展有限公司	Operating and management of Jinbin Expressway 經營及管理津濱高速公路	US\$11,012,000 11,012,000 美元	46.8	46.8
*Tianjin Mass Transit Development 3 Co., Ltd. 天津津糧交通發展有限公司	Operating and management of Jinbin Expressway 經營及管理津濱高速公路	US\$10,976,000 10,976,000 美元	46.8	46.8
*Tianjin Mass Transit Development 4 Co., Ltd. 天津津胡交通發展有限公司	Operating and management of Jinbin Expressway 經營及管理津濱高速公路	US\$10,996,000 10,996,000 美元	46.8	46.8
*Tianjin Mass Transit Development 5 Co., Ltd. 天津津港交通發展有限公司	Operating and management of Jinbin Expressway 經營及管理津濱高速公路	US\$11,020,000 11,020,000 美元	46.8	46.8
*Tianjin TEDA Tsinlien Electric Power Company Limited 天津泰達津聯電力有限公司	Supply of electricity 供應電力	RMB 314,342,450 人民幣 314,342,450 元	94.4	94.4
*Tianjin TEDA Tsinlien Water Supply Company Limited 天津泰達津聯自來水有限公司	Supply of water 供應自來水	RMB 163,512,339 人民幣 163,512,339 元	91.4	91.4
*Tianjin TEDA Tsinlien Heat & Power Company Limited 天津泰達津聯熱電有限公司	Supply of steam and thermal power 供應蒸汽及熱電	RMB 262,948,258 人民幣 262,948,258 元	90.9	—

Notes to the Financial Statements 財務報表附註

43 PRINCIPAL SUBSIDIARIES (CONTINUED)

43 主要附屬公司(續)

Name 名稱	Principal activities 主要業務	Issued and paid up capital/ registered capital 已發行及繳足 股本/註冊資本	Percentage of effective equity interest held 所持實益股權 百分比	
			2006 二零零六年	2005 二零零五年
<i>Established in British Virgin Islands and operating in Hong Kong</i> 在英屬處女群島成立及在香港經營				
*Ace Advantages Investment Limited	Investment holding 投資控股	US\$100 100 美元	100	100
*Dynamic Infrastructure Limited	Investment holding 投資控股	US\$5 5 美元	78	78
*Team Resources Limited	Investment holding 投資控股	US\$1 1 美元	78	78
*Golden Horse Resources Limited	Investment holding 投資控股	US\$10,000 10,000 美元	78	78
Leadport Holdings Limited	Investment holding 投資控股	US\$1 1 美元	100	100
*China Mass Transit Development Co., Ltd.	Investment holding 投資控股	US\$100 100 美元	78	78
Famous Ever Group Limited	Investment holding 投資控股	US\$1 1 美元	100	100
Risenation Limited	Financing 融資	US\$1 1 美元	100	100
*Shinesun Investment Limited	Investment holding 投資控股	US\$100 100 美元	100	100

Notes to the Financial Statements 財務報表附註

43 PRINCIPAL SUBSIDIARIES (CONTINUED)

43 主要附屬公司(續)

Name 名稱	Principal activities 主要業務	Issued and paid up capital/ registered capital 已發行及繳足 股本/註冊資本	Percentage of effective equity interest held 所持實益股權 百分比	
			2006 二零零六年	2005 二零零五年
<i>Established in Cayman Islands and operating in Hong Kong 在開曼群島成立 及在香港經營</i>				
Coastal Rapid Transit Company Limited 濱海交通發展有限公司	Investment holding 投資控股	HK\$84,000,000 84,000,000 港元	78	78
<i>Established in Cayman Islands, operating in and shares listed in Hong Kong 在開曼群島成立，在香港經營 及股份在香港上市</i>				
*Tianjin Port Development Holdings Limited 天津港發展控股有限公司	Investment holding 投資控股	HK\$178,670,000 178,670,000 港元	62.8	100

Notes:

附註：

- * Indirectly held by the Company
(a) Represents equity interest in the paid up capital of the subsidiary
(b) Represents profit sharing ratio in the subsidiary

- * 由本公司間接持有
(a) 指於附屬公司繳足股本之權益
(b) 指於附屬公司之利潤分享比率

Notes to the Financial Statements 財務報表附註

44 PRINCIPAL ASSOCIATES

44 主要聯營公司

Name 名稱	Principal activities 主要業務	Issued and paid up capital/ registered capital 已發行及繳足 股本／註冊資本	Percentage of effective equity interest held 所持實益股權 百分比	
			2006 二零零六年	2005 二零零五年
<i>Established and operating in the PRC 在中國成立及經營</i>				
*Sino-French Joint-Venture Dynasty Winery Ltd. 中法合營王朝葡萄釀酒 有限公司	Manufacturing and sales of winery product 生產及銷售酒類產品	RMB174,389,000 人民幣 174,389,000 元	44.8	44.8
*Shandong Yu Huang Grape Wine Co., Ltd. 山東玉皇葡萄釀酒有限公司	Manufacturing and sales of winery product 生產及銷售酒類產品	RMB6,866,812 人民幣 6,866,812 元	29.12	29.12
*China Tianjin Otis Elevator Co., Ltd. 中國天津奧的斯電梯有限公司	Manufacturing and sales of elevators and escalators 製造及銷售升降機 及扶手電梯	US\$26,300,000 26,300,000 美元	16.55	16.55
*Guangzhou Otis Elevator Co., Ltd. 廣州奧的斯電梯 有限公司	Manufacturing and sales of elevators and escalators 製造及銷售升降機 及扶手電梯	US\$12,000,000 12,000,000 美元	16.22	16.22
*Otis Elevator (China) Investment Company Limited 奧的斯電梯(中國) 投資有限公司	Investment holding 投資控股	US\$79,625,000 79,625,000 美元	16.55	16.55
*Hangzhou Xizi Otis Elevator Co., Ltd. 杭州西子奧的斯電梯 有限公司	Manufacturing and sales of elevators and escalators 製造及銷售升降機 及扶手電梯	US\$15,000,000 15,000,000 美元	13.24	13.24
*Walfen (Tianjin) Pharmaceutical Co., Ltd. 沃芬(天津)藥業有限公司	Research and development of bio-pharmaceutical products 研發生物醫藥產品	RMB14,200,000 人民幣 14,200,000 元	27	27

Notes to the Financial Statements 財務報表附註

44 PRINCIPAL ASSOCIATES (CONTINUED)

44 主要聯營公司(續)

Name 名稱	Principal activities 主要業務	Issued and paid up capital/ registered capital 已發行及繳足 股本/註冊資本	Percentage of effective equity interest held 所持實益股權 百分比	
			2006 二零零六年	2005 二零零五年
<i>Established in Cayman Islands operating in and shares listed in Hong Kong 在開曼群島成立、在香港 經營及股份在香港上市</i>				
*Dynasty Fine Wines Group Limited 王朝酒業集團有限公司	Investment holding 投資控股	HK\$124,500,000 124,500,000 港元	44.8	44.8
<i>Established in British Virgin Islands and operating in Hong Kong 在英屬處女群島成立及 在香港經營</i>				
Pearl Harbour Investment Limited	Investment holding 投資控股	US\$2 2 美元	50	50
*Grand Spirit Holdings Limited	Investment holding 投資控股	US\$200 200 美元	44.8	44.8
<i>Incorporated in Bermuda, operating in and shares listed in Hong Kong 在百慕達註冊成立， 於香港經營， 股份在香港上市</i>				
*Wah Sang Gas Holdings Limited 華樂燃氣控股有限公司	Investment holding 投資控股	HK\$21,770,000 21,770,000 港元	22.79	22.79
<i>Established and operating in Hong Kong 在香港成立及經營</i>				
*China Walfen Medical Limited 中國沃芬藥業有限公司	Investment holding 投資控股	HK\$1,000 1,000 港元	27	27

Note:

附註：

* The associates are indirectly held by the Company.

* 由本公司間接持有之聯營公司。

Notes to the Financial Statements 財務報表附註

45 JOINTLY CONTROLLED ENTITIES

45 共同控制實體

Name 名稱	Principal activities 主要業務	Issued and paid up capital/ registered capital 已發行及繳足 股本／註冊資本	Percentage of effective equity interest held 所持實益股權 百分比	
			2006 二零零六年	2005 二零零五年
<i>Established and operating in the PRC</i> 在中國成立及經營				
*Tianjin Haihe Dairy Company Limited 天津海河乳業有限公司	Manufacturing and sale of dairy products 生產及銷售奶產品	RMB200,000,000 人民幣 200,000,000 元	40	40
*Dynasty Yuma Vineyard (Ningxia) Co., Ltd. 王朝御馬酒庄(寧夏) 有限公司	Manufacturing of unprocessed wine 生產原酒	RMB40,000,000 人民幣 40,000,000 元	25	25
*Tianjin Jingfa Investment Company Limited 天津經發投資有限公司	Investment holding 投資控股	RMB70,000,000 人民幣 70,000,000 元	21.43	21.43
*Tianjin BaiLi TianKai Electrical Equipment Company Limited 天津市百利天開電器 有限公司	Production and sale of electrical equipment 生產及銷售電器設備	RMB43,184,400 人民幣 43,184,400 元	29.56	—

Note:

附註：

* The jointly controlled entities are indirectly held by the Company.

* 由本公司間接持有之共同控制實體。